



SUNLIGHT (1977) HOLDINGS LIMITED

日光(1977)控股有限公司

(Incorporated in the Cayman Islands with limited liability) (於開曼群島註冊成立的有限公司)

Stock Code 股份代號：8451



2018
Annual Report
年報

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”) 香港聯合交易所有限公司(「聯交所」) GEM之特色

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to 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.

Unless otherwise stated, all monetary figures are expressed in Singapore dollars. Certain amounts and percentage figures included in this report have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them. Expressions used throughout this annual report have their meanings set out in the section headed “Definitions and Glossary of Technical Terms”.

This report will remain on the website of GEM at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of publication and on the website of the Company at www.sunlightpaper.com.sg.

GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士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GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較於聯交所主板買賣的證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

香港交易及結算所有限公司及聯交所對本報告內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不會對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。

本報告的資料乃遵照GEM上市規則而刊載；董事願就本報告的資料共同及個別地承擔全部責任。董事在作出一切合理查詢後確認，就其所深知及確信，本報告所載資料在各重要方面均屬準確完備，並無誤導或欺詐成分，且並無遺漏任何其他事項，足以令致本報告或其所載任何陳述產生誤導。

除另有指明外，所有幣值均以新加坡元呈列。本報告所載若干金額及百分比數字已經湊至整數。因此，若干圖表總金額一欄所示的數字或與數字相加計算所得總數略有出入。

本報告將由刊登日期起計最少一連七日於GEM網站www.hkgem.com「最新公司公布」網頁及本公司網站www.sunlightpaper.com.sg登載。

CONTENTS

目錄

3	Corporate Information	公司資料
6	Chairman's Statement	主席致辭
8	Management Discussion and Analysis	管理層討論及分析
18	Directors and Senior Management Profile	董事及高級管理層簡介
23	Corporate Governance Report	企業管治報告
36	Report of the Directors	董事報告
43	Independent Auditor's Report	獨立核數師報告
50	Consolidated Statement of Financial Position	綜合財務狀況表
51	Consolidated Statement of Profit or Loss and Other Comprehensive Income	綜合損益及其他全面收益表
52	Consolidated Statement of Changes in Equity	綜合權益變動表
53	Consolidated Statement of Cash Flows	綜合現金流量表
56	Notes to the Consolidated Financial Statements	綜合財務報表附註
128	Summary of Financial Information	財務資料概要
129	Definitions and Glossary of Technical Terms	釋義及技術詞彙

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Chua Liang Sie (*Chairman*)
Ms. Chua Joo Gek
Mr. Chua Liang Chui
Mr. Chua Wenhao (alias Cai Wenhao)

Independent non-executive Directors

Mr. Teo Beng Fwee
Mr. Yeo Hai Thong Michael
Mr. Law Kin Ho

AUDIT COMMITTEE

Mr. Law Kin Ho (*Chairman*)
Mr. Teo Beng Fwee
Mr. Yeo Hai Thong Michael

REMUNERATION COMMITTEE

Mr. Teo Beng Fwee (*Chairman*)
Mr. Chua Liang Sie
Mr. Yeo Hai Thong Michael

NOMINATION COMMITTEE

Mr. Chua Liang Sie (*Chairman*)
Mr. Teo Beng Fwee
Mr. Yeo Hai Thong Michael

JOINT COMPANY SECRETARIES

Ms. Yeung, Josephine Yan
Mr. Choy Tuck Leong

AUTHORISED REPRESENTATIVES

Mr. Chua Wenhao
Mr. Choy Tuck Leong

COMPLIANCE OFFICER

Mr. Chua Wenhao

董事會

執行董事

蔡良聲先生(主席)
蔡瑜玉女士
蔡良书先生
蔡文浩先生

獨立非執行董事

張明輝先生
楊海通先生
羅健豪先生

審核委員會

羅健豪先生(主席)
張明輝先生
楊海通先生

薪酬委員會

張明輝先生(主席)
蔡良聲先生
楊海通先生

提名委員會

蔡良聲先生(主席)
張明輝先生
楊海通先生

聯席公司秘書

楊昕女士
蔡德良先生

授權代表

蔡文浩先生
蔡德良先生

合規主任

蔡文浩先生

CORPORATE INFORMATION

公司資料

REGISTERED OFFICE IN THE CAYMAN ISLANDS

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN SINGAPORE

11 Tuas South Street 5
Singapore 637590

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

13/F, Wah Yuen Building
149 Queen's Road Central
Central
Hong Kong

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Corporate Services (Cayman) Limited

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

HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited

Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong

COMPLIANCE ADVISER

Giraffe Capital Limited

22/F, China Hong Kong Tower
8-12 Hennessy Road
Hong Kong

開曼群島註冊辦事處

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

總辦事處及新加坡主要營業地點

11 Tuas South Street 5
Singapore 637590

香港主要營業地點

香港
中環
皇后大道中 149 號
華源大廈 13 樓

開曼群島主要股份過戶登記處

Conyers Corporate Services (Cayman) Limited

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

香港股份過戶登記處

香港中央證券登記有限公司
香港
皇后大道東 183 號
合和中心 17 樓
1712-1716 號舖

合規顧問

智富融資有限公司
香港
軒尼詩道 8-12 號
中港大廈 22 樓

CORPORATE INFORMATION

公司資料

AUDITOR

Foo Kon Tan LLP

A principal member of HLB International
24 Raffles Place
#07-03 Clifford Centre
Singapore 048621

PRINCIPAL BANK

DBS Bank Ltd.

12 Marina Boulevard
Marina Bay Financial Centre Tower 3
Singapore 018982

COMPANY'S WEBSITE

www.sunlightpaper.com.sg

STOCK CODE

8451

核數師

Foo Kon Tan LLP

A principal member of HLB International
24 Raffles Place
#07-03 Clifford Centre
Singapore 048621

主要往來銀行

DBS Bank Ltd.

12 Marina Boulevard
Marina Bay Financial Centre Tower 3
Singapore 018982

公司網址

www.sunlightpaper.com.sg

股份代號

8451

CHAIRMAN'S STATEMENT

主席致辭

Dear Shareholders,

On behalf of the Board, I am pleased to present the annual report and the audited financial statements of the Group for FY2018.

Our Shares were listed on GEM on 16.4.2018, which was not only a major milestone in our journey towards excellence but was exceptionally meaningful as we celebrate our 40th anniversary.

This year, we experienced an unusual and sudden increase in the price of paper pulp. This increased our cost of inventory. As we have short term fixed selling price obligations with some of our major customers, we could not immediately revise our selling prices to counter the increasing cost of goods sold. This resulted in a lower gross profit margin compared to previous year.

Further details on the increase in price of paper pulp are discussed in the Management Discussion and Analysis — Financial Review — Cost of sales section in this report.

Paper pulp price should stabilise in 2019. Meanwhile, we had gradually increased our selling prices throughout FY2018. The full impact of the price increase would be reflected in FY2019. We also sourced for tissue products from suppliers with more competitive pricings. We believe that these factors together with our committed and performance-focused sales team, would boost our gross profit margin in FY2019.

PERFORMANCE

Our revenue increased by 11.9% from \$12.2 million in FY2017 to \$13.6 million in FY2018. We outperformed Singapore's 2018 forecast GDP by 4 times. The increase in revenue was primarily attributable to increased orders from customers and adjustment to selling prices. Our image and brand presence in the industry were also bolstered by the Listing.

Gross profit reduced by 10.8% from \$3.5 million in FY2017 to \$3.1 million in FY2018. Gross profit margin fell from 28.7% in FY2017 to 22.9% in FY2018. This was attributable to increase in cost of sales, which in turn was attributable to the increase in pulp prices.

尊敬的各位股東：

本人謹代表董事會欣然提呈本集團於2018財政年度的年度報告及經審核財務報表。

我們的股份於2018年4月16日在GEM上市，這不僅是我們走在精益求精的路上之一大里程碑，適逢集團40周年之際更是別具意義。

今年，紙漿價格突然異常上升，導致我們的存貨成本飆升。由於我們與部分主要客戶訂有短期固定售價義務，我們無法即時修改售價以應對已售貨品成本的增加，因而導致毛利率較去年有所下降。

有關紙漿價格上漲的更多詳情，請參閱本報告「管理層討論與分析 — 財務回顧 — 銷售成本」一節。

於2019年，紙漿價格應將回穩。同時，我們在2018財政年度逐步提高售價。提高價格的全面影響將反映在2019財政年度。我們亦向供應商採購價格更具競爭力的衛生紙產品。我們認為，受該等因素影響，加上我們的銷售團隊敬業且注重績效，將於2019財政年度推動我們的毛利率。

業績表現

我們的收益由2017財政年度的12,200,000元增加11.9%至2018財政年度的13,600,000元。我們領先新加坡的2018預測本地生產總值4倍。收益增加主要由於客戶訂單有所增加及售價調整。上市亦提高了我們於行內的形象及品牌知名度。

毛利由2017財政年度的3,500,000元下跌10.8%至2018財政年度的3,100,000元。然而，毛利率由2017財政年度的28.7%下跌至2018財政年度的22.9%。此乃由於紙漿價格上升，轉而導致銷售成本增加。

CHAIRMAN'S STATEMENT

主席致辭

We incurred a loss of \$1.3 million in FY2018, mainly due to Listing expenses of \$2.3 million. Excluding the Listing expenses, our profit was \$1.0 million in FY2018, against profit of \$1.5 million in FY2017. The lower profit in FY2018 was mainly attributable to higher personnel cost which is in line with the increase in revenue and post Listing expenses.

PROSPECTS

We are optimistic on the growth of the industry in Singapore. We are confident in Singapore's economic development and its strength as a financial centre, as evidenced by the positive GDP recorded over the past years. In order to grasp the corresponding opportunities, we maintain our commitment to continuous growth through leveraging on our 40-year experience in the industry, building strong ties with customers and suppliers, and monitoring product quality and product delivery satisfaction.

We will continue to evaluate development opportunities to strengthen our competitive advantage and market-leading position. We monitor new tissue product developments, continue to source for good quality tissue paper and tissue products with competitive pricing, and keep a look out for other tissue-related products.

We are optimistic about achieving sustainable growth and we are committed to bring greater returns to our Shareholders.

APPRECIATION

On behalf of the Board, I express my sincere gratitude to our management and staff for their hard work and dedication as well as to our Shareholders and business partners for their support.

Chua Liang Sie

Chairman and Executive Director

Singapore

14.12.2018

我們於2018財政年度產生虧損1,300,000元，主要由於上市開支2,300,000元所致。經扣除上市開支後，我們於2018財政年度的溢利為1,000,000元，而2017財政年度的溢利則為1,500,000元。2018財政年度的溢利較少主要由於員工成本上升（與收益的增長相符）及上市後開支。

前景

我們對新加坡的行業增長抱持樂觀態度。我們對新加坡的經濟發展及作為金融中心的優勢抱有信心，其於過往年度錄得正面本地生產總值。為把握相關機遇，我們憑藉四十年行內經驗，透過與客戶及供應商建立穩固關係，以及監察產品質量和產品交付的滿意度，從而繼續致力達致持續增長。

我們將繼續評估發展機會，以加強其競爭優勢並鞏固市場領導地位。我們會監察新衛生紙產品的開發、不斷搜羅優質且價格具競爭力的衛生紙及衛生紙產品，並繼續密切留意其他衛生紙產品。

我們對達致可持續增長抱持樂觀態度，並會致力為股東帶來更大回報。

致謝

本人謹代表董事會衷心感謝管理層及員工的不懈努力及奉獻，以及股東及業務夥伴的支持。

蔡良聲

主席兼執行董事

新加坡

2018年12月14日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

We supply tissue products to corporate customers in Singapore. We provide comprehensive services, ranging from advising the types and specifications of tissue products, sourcing suitable products, conducting quality control, delivery of products through our fleet of delivery trucks, to providing after-sales services.

Our revenue is mainly from the sale of: (i) tissue products, (ii) hygiene-related products, and (iii) other related products.

Our FY2018 revenue was \$13.6 million, an increase of 11.9% against FY2017. The increase was primarily attributable to increased orders from customers and adjustments to selling prices implemented throughout FY2018.

We incurred a loss of \$1.3 million in FY2018 mainly due to Listing expenses of \$2.3 million. Excluding the Listing expenses, our FY2018 profit was \$1.0 million against FY2017 profit of \$1.5 million. The lower profit was mainly attributable to the increase in cost of sales, higher personnel cost and post Listing expenses.

PROSPECTS

We are optimistic on the growth of the industry in Singapore. A September 2018 report released by the Monetary Authority of Singapore forecast a gross domestic product growth of 2.7% in 2019 for Singapore. In order to grasp the corresponding opportunities, we maintain our commitment to continuous growth through leveraging on our 40-year experience in the industry, building strong ties with customers and suppliers, and monitoring product quality and product delivery satisfaction.

We will continue to evaluate development opportunities to strengthen our competitive advantage and market-leading position. We monitor new tissue product developments, continue to source for good quality tissue paper and tissue products with competitive pricing, and keep a look out for other tissue-related products.

We are optimistic about achieving sustainable growth and we are committed to bring greater returns to our Shareholders.

業務回顧

我們在新加坡為企業客戶供應衛生紙產品。我們提供全面服務，由就衛生紙產品種類及規格方面提供意見，以至採購合適產品、進行品質監控、利用我們的貨車隊付運產品及提供售後服務。

我們的收益主要源自銷售：(i) 衛生紙產品、(ii) 衛生相關產品及 (iii) 其他相關產品。

我們的2018財政年度收益為13,600,000元，較2017財政年度增加11.9%，主要由於客戶訂單有所增加，以及於整個2018財政年度實施的售價調整所致。

我們於2018財政年度產生虧損1,300,000元，主要由於上市開支2,300,000元所致。經扣除上市開支後，我們於2018財政年度的溢利約為1,000,000元，而2017財政年度的溢利則為1,500,000元。溢利減少主因是銷售成本增加、員工成本上升及上市後開支。

前景

我們對新加坡的行業增長抱持樂觀態度。根據新加坡金融管理局發佈的2018年9月報告，預測新加坡於2019年的本地生產總值增長為2.7%。為把握相關機遇，我們憑藉四十年行內經驗，透過與客戶及供應商建立穩固關係，以及監察產品質量和產品交付的滿意度，從而繼續致力達致持續增長。

我們將繼續評估發展機會，以加強競爭優勢並鞏固其市場領導地位。我們會監察新衛生紙產品的開發、不斷搜羅優質且價格具競爭力的衛生紙及衛生紙產品，並繼續密切留意其他衛生紙產品。

我們對達致可持續增長抱持樂觀態度，並會致力為股東帶來更大回報。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Revenue

財務回顧

收益

		Tissue products 衛生紙產品 \$'000 千元	Hygiene-related products 衛生相關產品 \$'000 千元	Others 其他 \$'000 千元	Total 總計 \$'000 千元
FY2018	2018財政年度				
Revenue from external customers and reportable segment revenue	來自外部客戶的收益及可呈報分部收益	12,059	1,187	389	13,635
Segment profit	分部溢利	2,712	372	33	3,117
FY2017	2017財政年度				
Revenue from external customers and reportable segment revenue	來自外部客戶的收益及可呈報分部收益	11,030	971	185	12,186
Segment profit	分部溢利	3,128	363	2	3,493

FY2018 revenue was \$13.6 million, representing an increase of \$1.4 million or 11.9% against FY2017 revenue of \$12.2 million. The increase was primarily attributable to increased orders from customers and adjustment to selling prices implemented throughout FY2018.

2018財政年度收益為13,600,000元，較2017財政年度收益約12,200,000元增加1,400,000元或11.9%。增長主要由於客戶訂單有所增加，以及於整個2018財政年度實施售價調整所致。

- Sales of tissue products increased by \$1.0 million, representing an increase of 9.3%. This was higher than our overall growth rate of tissue products sales over the past years. The Listing had bolstered our image and brand presence leading to increased orders from customers.
- Sales of hygiene-related products increased by \$0.2 million, representing an increase of 22.2%. The higher percentage increase in sales of hygiene-related products as compared to tissue products was attributable to our objective to expand our market share of hygiene-related products. We adopted a strategic pricing policy for hygiene-related products and introduced an incentive scheme to the sales team.
- Sales of other products increased by \$0.2 million, representing an increase of 110.3%. This was mainly due to the increase in sales of dispensers, which was generally in line with the increase in sales of tissue products.
- Throughout FY2018, we adjusted our selling prices to counter the increasing cost of inventory. We adopt a cost-plus pricing policy. However, there was a time lag between the increase in the cost of inventory and the implementation of new selling prices. This was due to existing contracted selling prices with some customers and due to the need to maintain the well-established business relationship with customers.
- 衛生紙產品銷售增加約1,000,000元，增幅9.3%，高於過往年度衛生紙產品銷售的整體增長率。上市加強了我們的形象及品牌知名度，令客戶訂單增加。
- 衛生相關產品銷售增加200,000元，增幅22.2%。衛生相關產品銷售的增幅較衛生紙產品銷售的增幅為高，乃由於我們以擴大衛生相關產品的市場份額為目標。我們就衛生相關產品採用策略性定價政策，並對銷售團隊實施獎勵計劃。
- 其他產品銷售增加200,000元，增幅110.3%，主要由於紙巾架銷售增加，與衛生紙產品銷售增加大致相符。
- 於整個2018財政年度，我們調整產品售價，以應對存貨成本不斷增加。我們採用成本加利潤定價政策，然而，從存貨成本增加至實施新售價之間出現時間差。此乃由於與若干客戶的現有訂約售價，以及需要與客戶維持良好業務關係所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (Continued)

Cost of Sales

Cost of sales increased from \$8.7 million to \$10.5 million from FY2017 to FY2018, representing an increase of 21.0%. The overall increase in cost of sales was due to the increase in the cost of purchase, which was related to increase in paper pulp price.

Historically, paper pulp price fluctuated gently and gradually. According to the Producer Prices Indexes by Commodity for paper pulp released by the U.S. Bureau of Labor Statistics, paper pulp price generally traded within a range from US\$170 per ton to US\$190 per ton from 2013 to 2017, with an annual variance of US\$5 per ton. In early 2018, the Group experienced an increase in purchase price of tissue products and expected to transfer such increase to our customers gradually, which our Directors do not expect to have any material adverse impact on our operations and financial performance.

However, by end of FY2018, paper pulp price reached US\$220 per ton, an increase of US\$30 per ton in less than 12 months. Such a sudden and sharp increase was unprecedented and unforeseeable.

The price increase was attributable to the efforts of the Chinese government to adopt environmentally-friendly policies. Effective from 2018, a ban was imposed on the import of solid wastes, which include scrap paper, the main raw material for paper pulp.

The ban on scrap paper resulted in a decrease in the supply of paper pulp, and consequently tissue paper. As the worldwide demand for tissue paper remained unchanged, this gave rise to increase in paper pulp price.

Gross Profit

Gross profit reduced by 10.8% from \$3.5 million in FY2017 to \$3.1 million in FY2018. Gross profit margin fell from 28.7% in FY2017 to 22.9% in FY2018. On the back of the rise in purchase cost, the Group pushed for more orders and adjusted selling price further. This resulted in additional sales growth of 3 percentage points in the second half of FY2018, reaching an annual sales growth of 11.9% for FY2018. Notwithstanding the Group's valiant efforts, this was insufficient to counter the increase in paper pulp price in FY2018.

財務回顧(續)

銷售成本

銷售成本由2017財政年度的8,700,000元增至2018財政年度的10,500,000元。銷售成本的整體增長乃由於購買成本的增加所致，這與紙漿價格的上漲相關。

過往，紙漿價格波動溫和。根據美國勞動統計局發表的紙漿生產者物價指數，於2013年至2017年，紙漿一般在每噸170美元至每噸190美元的範圍內交易，年度波幅為每噸5美元。於2018年初，本集團經歷衛生紙產品購買價格增加，並預期逐步將有關增幅轉嫁予客戶，董事預期這對我們的營運及財務表現不會有任何重大不利影響。

然而，於2018財政年度末，紙漿價格達到每噸220美元，於12個月內增加每噸30美元。該突然大幅增加前所未有且未能預見。

價格上漲歸因於中國政府努力採取環保政策。自2018年起，禁止固體廢物進口，包括廢紙，而廢紙是紙漿的主要原料。

廢紙禁令導致紙漿供應量下降，因此衛生紙供應量下降。由於全球對衛生紙的需求保持不變，導致紙漿價格上升。

毛利

毛利由2017財政年度的3,500,000元下跌10.8%至2018財政年度的3,100,000元。然而，毛利率由2017財政年度的28.7%下跌至2018財政年度的22.9%。在購買成本上漲的背景，本集團促進更多訂單並進一步調整售價。這導致2018財政年度下半年的銷售額增長3個百分點，於2018財政年度的年度銷售增長達到11.9%。儘管本集團作出積極努力，但不足以抵銷2018財政年度紙漿價格上漲的影響。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (Continued)

Distribution Expenses

Distribution expenses increased by \$0.2 million, or 18.6%, from \$1.1 million in FY2017 to \$1.3 million in FY2018. The increase was primarily attributable to overall increase in salaries, the commissions paid to the sales team as an incentive to expand the hygiene-related products market and increase in cost of delivery of products to customers, which was in line with the overall increase in revenue.

Administrative Expenses

Administrative expenses increased by approximately \$0.4 million or 49.5%, from \$0.8 million in FY2017 to \$1.1 million in FY2018. The increase was primarily due to the appointment of a Chief Financial Officer, general increase in salaries and related costs, and post Listing expenses.

Listing Expenses

Listing expenses were \$0.7 million and \$2.3 million in FY2017 and FY2018 respectively.

Income Tax Expenses

Income tax expenses reduced from \$0.3 million in FY2017 to \$0.1 million in FY2018 due to lower estimated chargeable income in FY2018. Chargeable income excludes expenses that are not deductible for tax purposes, such as Listing expenses.

Result for the Year

Loss attributable to the equity holders of the Company was \$1.3 million in FY2018, compared to a profit of \$0.7 million for FY2017. The loss in FY2018 included one-off Listing expenses of \$2.3 million. Excluding one-off Listing expenses, the profit attributable to the equity holders of the Company for FY2018 was \$1.0 million against profit of \$1.5 million in FY2017. This represents a decrease of \$0.5 million or 34.4% against FY2017, mainly due to increase in cost of sales and administration expenses.

財務回顧(續)

分銷開支

分銷開支由2017財政年度的1,100,000元增加200,000或18.6%至2018財政年度的1,300,000元。增幅主要由於整體薪金上升、支付銷售團隊佣金作為拓展衛生相關產品市場的獎勵，以及向客戶交付產品的成本增加所致，而分銷開支增加與整體收益增加相符。

行政開支

行政開支由2017財政年度的800,000元增加400,000或49.5%至2018財政年度的1,100,000元。增幅主要由於委任財務總監以及薪金、相關成本整體增加及上市後開支所致。

上市開支

上市開支於2017財政年度及2018財政年度分別為700,000元及2,300,000元。

所得稅開支

所得稅開支由2017財政年度的300,000元減少至2018財政年度的100,000元，乃由於2018財政年度的估計應課稅收入減少。應課稅收入不包括不可扣稅開支，例如上市開支。

年度業績

於2018財政年度，本公司權益持有人應佔期內虧損為1,300,000元，而2017財政年度則為溢利700,000元。2018財政年度的虧損包括一次性上市開支2,300,000元。經扣除一次性上市開支後，2018財政年度本公司權益持有人應佔溢利為1,000,000元，較2017財政年度的溢利1,500,000元減少500,000元或34.4%，主要由於銷售成本及行政開支增加。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (Continued)

Liquidity and Financial Resources

As at 30.9.2018, the Group had total assets of \$18.3 million (2017: \$13.4 million), which is financed by total liabilities of \$4.0 million (2017: \$5.3 million) and shareholders' equity (comprising share capital, share premium and reserves) of \$14.3 million (2017: \$8.0 million). The current ratio as at 30.9.2018 of the Group was 4.2 times (2017: 1.4 times).

Trade debtor and trade creditor turnover in FY2018 were 55.6 days (2017: 54.4 days) and 54.2 days (2017: 66.8 days) respectively.

In FY2018, the Group raised net proceeds of \$4.6 million from the Share Offer. The Group used net cash of \$0.1 million for operations.

As at 30.9.2018, the Group had cash and cash equivalents of \$7.7 million (2017: \$3.1 million) which were placed with major banks in Singapore and Hong Kong.

The total interest-bearing finance leases and bank borrowings of the Group as at 30.9.2018 was \$0.4 million (2017: \$0.1 million). The gearing ratio (calculated based on interest-bearing liabilities divided by total equity) of the Group as of 30.9.2018 was 3.0% (2017: 1.7%).

Foreign Exchange Exposure

The Group transacts mainly in Singapore dollars, which is the functional currency of all the Group's operating subsidiaries. The Group retained a large part of its proceeds from the Share Offer in Hong Kong dollars which amounted to \$6.8 million as at 30.9.2018.

Future Plans for Material Investments and Capital Assets

Save as disclosed in the Prospectus and in this report, the Group did not have other plans for material investments or capital assets as of 30.9.2018.

Material Acquisitions and Disposals of Subsidiaries, Associates and Joint Ventures

In FY2018, the Group did not have any material acquisitions or disposals of subsidiaries, associates or joint ventures save for those related to the reorganisation (details disclosed under Note 2(a) to the financial statements).

財務回顧(續)

流動資金及財務資源

於2018年9月30日，本集團擁有資產總額18,300,000元(2017年：13,400,000元)，其由負債總額4,000,000元(2017年：5,300,000元)及股東權益(包括股本、股份溢價及儲備)14,300,000元(2017年：8,000,000元)融資。於2018年9月30日，本集團的流動比率為4.2倍(2017年：1.4倍)。

2018財政年度的貿易應收賬款及貿易應付賬款分別為55.6天(2017：54.4天)及54.2天(2017年：66.8天)。

於2018財政年度，本集團自股份發售所籌集所得款項淨額為4,600,000元。本集團將現金淨額100,000元用於營運。

於2018年9月30日，本集團擁有現金及現金等價物7,700,000元(2017年：3,100,000元)，存置於新加坡及香港的主要銀行。

本集團於2018年9月30日之有息融資租賃及銀行借款為400,000元(2017年：100,000元)。本集團於2018年9月30日的負債比率(根據有息負債除以總權益計算)為3.0%(2017年：1.7%)。

外匯風險

本集團主要以新加坡元(為本集團全部經營附屬公司的功能貨幣)進行交易。本集團保留以港元計值的股份發售的大部分所得款項(於2018年9月30日為6,800,000元)。

有關重大投資及資本資產的未來計劃

除於招股章程及本報告中披露外，本集團於2018年9月30日並無其他重大投資或資本資產計劃。

附屬公司、聯營公司及合營企業的重大收購及出售事項

於2018財政年度，除有關重組外(詳情披露於財務報表附註2(a))，本集團並無擁有附屬公司、聯營公司及合營企業的任何重大收購或出售事項。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (Continued)

Significant Investments Held

The Group did not hold any significant investments in FY2018.

Purchase, Sale or Redemption of Listed Securities

In FY2018, neither the Company nor any of its subsidiaries have purchased, sold or redeemed any of the listed securities of the Company.

Contingent Liabilities

As at 30.9.2018, the Group did not have any material contingent liabilities.

Capital Commitments

As at 30.9.2018, the Group committed \$0.1 million to purchase a truck to replace an existing truck which would be scrapped in December 2018 when its operating certificate expires.

Employee Information

As at 30.9.2018, the Group had an aggregate of 30 employees (2017: 30).

The employees of the Group are remunerated according to their job scope and responsibilities. All employees are also entitled to discretionary bonus depending on their respective performance.

Total staff costs in FY2018, including Directors' emoluments, amounted to \$1.7 million (2017: \$1.4 million).

The Group did not experience any significant problem with our employees or disruptions to our operations due to labour disputes, nor did the Group experience any difficulty in the recruitment and retention of experienced employees. The Group continues to maintain a good relationship with our employees.

財務回顧(續)

所持重大投資

於2018財政年度，本集團並無持有任何重大投資。

購買、出售或贖回上市證券

於2018財政年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

或然負債

於2018年9月30日，本集團並無任何重大或然負債。

資本承擔

於2018年9月30日，本集團承諾就購買一輛卡車撥資100,000元，以取代現有卡車，該卡車將於將於2018年12月營運證屆滿時報廢。

僱員資料

於2018年9月30日，本集團總共有30名僱員(2017年：30名)。

本集團的僱員根據彼等工作範圍及責任獲得報酬。所有僱員亦有權根據彼等各自表現獲得酌情花紅。

於2018財政年度的員工成本總額(包括董事薪酬)為1,700,000元(2017年：1,400,000元)。

本集團並無與客戶有任何重大不和或我們的運營並未因勞工糾紛而中斷，我們於招募及保留經驗豐富的僱員方面亦無遇到任何困難。本集團繼續與我們的僱員維持良好的關係。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (Continued)

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

The net proceeds from the Share Offer were \$4.6 million, which was based on the gross proceeds from the Share Offer less the actual expenses related to the Listing. Subsequent to the Listing, these proceeds will be used for the purposes in accordance with the future plans as set out below:

財務回顧(續)

業務目標及實際業務進展與所得款項用途的比較

根據股份發售所得款項總額減去有關上市之實際開支計算，股份發售所得款項淨額為4,600,000元。於上市後，該等所得款項將會根據下文所載之未來計劃使用：

Description	As disclosed in Prospectus	At Listing Day	Percentage of net proceeds	Use of proceeds		
				Planned use of proceeds to 30.9.2018	Actual use of proceeds from Listing Day to 30.9.2018	
	按招股章程所披露	於上市日	所得款項淨額百分比	招股章程所披露截至2018年9月30日	自上市日至2018年9月30日	
	HK\$'000	S\$'000		的所得款項計劃用途	的所得款項實際用途	
	千港元	千新加坡元		S\$'000	S\$'000	
				千新加坡元	千新加坡元	
Upgrade our conversion line for the production of jumbo roll tissue	升級生產大卷裝衛生紙的轉換線	6,200	940	20.7%	273	-
Acquire a new conversion line for the production of hand towels	購置一條新轉換線生產抹手紙	1,300	197	4.3%	197	-
Invest in an additional factory building in Singapore to be used as our warehouse and purchase delivery trucks and lifting equipment	於新加坡投資購買另一幢工廠大廈作倉庫之用以及購買貨車及起重設備	19,500	2,958	65.0%	-	-
Working capital and other general corporate purposes	營運資本及其他一般企業用途	3,000	455	10.0%	152	152
Total	總計	30,000	4,550	100.0%	622	152

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (Continued)

Comparison of Business Objectives with Actual Business Progress and Use of Proceeds (Continued)

As at 30.9.2018, there has not yet been material business progress in respect of business objectives set out in the Prospectus. The unutilised net proceeds have been placed as interest bearing deposits with a licensed bank in Singapore.

財務回顧(續)

業務目標及實際業務進展與所得款項用途的比較(續)

於2018年9月30日，就招股章程所載業務目標而言，截至2018年9月30日未有重大業務進展。未動用所得款項淨額已於新加坡的持牌銀行存放為計息存款。

Implementation plan as disclosed in Prospectus 招股章程所披露的實施計劃	Scheduled activities for the period from 1.4.2018 to 30.9.2018 as disclosed in the Prospectus 招股章程所披露於2018年4月1日至2018年9月30日期間的預定活動	Actual activities achieved for the period from 1.4.2018 to 30.9.2018 於2018年4月1日至2018年9月30日期間的實際活動
Upgrade our conversion line for the production of jumbo roll tissues 升級生產大卷裝衛生紙的轉換線	<ul style="list-style-type: none">Downpayment of 30% of the purchase price for the new tissue rewinder	<ul style="list-style-type: none">Obtained quotations from suppliersConsidered additional components to enable the conversion line to produce JRT from a wider range of tissue paper, particularly in view of the high paper pulp price
Acquire a new production line for the production of hand towels 購置一條新生產線生產抹手紙	<ul style="list-style-type: none">Purchase of machinery for the new conversion line for the production of hand towels and payment of associated costs including freight, insurance and installationInstallation of the machinery for the new conversion lineTrial run為生產抹手紙的新轉換線購買機器及支付相關成本，包括運輸、保險及安裝安裝新轉換線所用機器試產	<ul style="list-style-type: none">Obtained quotations from suppliersConsidered more models of machinery of the production of hand towels from more suppliersThe new machinery needed to convert hand towels from a wider range of tissue paper, particularly in view of the high paper pulp price獲得供應商報價考慮自更多供應商取得更多抹手紙生產機器型號新機器需要將範圍更廣的衛生紙轉換抹手紙，特別是鑒於紙漿價格高昂

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (Continued)

Comparison of Business Objectives with Actual Business Progress and Use of Proceeds (Continued)

財務回顧(續)

業務目標及實際業務進展與所得款項用途的比較(續)

Implementation plan as disclosed in Prospectus	Scheduled activities for the period from 1.4.2018 to 30.9.2018 as disclosed in the Prospectus	Actual activities achieved for the period from 1.4.2018 to 30.9.2018
招股章程所披露的實施計劃	招股章程所披露於2018年4月1日至2018年9月30日期間的預定活動	於2018年4月1日至2018年9月30日期間的實際活動
Invest in an additional factory building in Singapore to be used as our warehouse and purchase delivery trucks and lifting equipment	<ul style="list-style-type: none"> Continue to identify suitable sites and liaising with property agents regarding purchase of suitable sites Shortlisting the suitable site to be acquired 	<ul style="list-style-type: none"> Contacted commercial property agents to source for suitable factories for sale — principally about 3,000 sq.m. and in Tuas area, near to the Group's present operating premises Regularly reviewed local newspapers' advertisement sections for suitable factories for sale Regularly drove around Tuas premises to look for suitable factories available for sale As at 30.9.2018, the factories available were usually too large, far from Tuas, or beyond the Group's budget At 30.9.18, no suitable sites available to be shortlisted Explored other options, including extending the factory by adding another floor (see analysis below for details)
於新加坡投資購買另一幢工廠大廈作倉庫之用以及購買貨車及起重設備	<ul style="list-style-type: none"> 持續物色合適選址並就購置合適選址與物業代理磋商 初步選取合適選址 	<ul style="list-style-type: none"> 聯繫商業地產代理商尋找合適的待售工廠 — 主要約3,000平方米及位於Tuas區(鄰近本集團現時的經營場所) 定期閱覽本地報紙廣告部分，以尋找合適的待售工廠 定期於Tuas處所周圍開車，以尋找合適的待售工廠 於2018年9月30日，可選工廠通常太大、距離Tuas太遠或超出本集團預算 於2018年9月30日，並無覓得可以備選的合適場地 探索其他方案，包括透過加建一個樓層擴建工廠(詳情見下文分析)

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (Continued)

Comparison of Business Objectives with Actual Business Progress and Use of Proceeds (Continued)

The Group explored other options and one of the options that meets the Group's requirements appeared to be to expand the factory by adding another floor. This requires approval from at least three Singapore authorities, in the following sequence:

財務回顧(續)

業務目標及實際業務進展與所得款項用途的比較(續)

本集團已探索其他方案，其中一項符合本集團要求的方案似乎是通過加建一個樓層擴建工廠。這需要經至少新加坡三個有關部門批准，順序如下：

Name of authority 部門名稱	Responsibility 職責	Status of approvals as at 30.9.2018 於2018年9月30日的審批狀態
Urban Redevelopment Authority ("URA") 市區重建局(「市區重建局」)	Grants approval for changes to GFA 批准更改建築面積	Granted provisional approval to the Group's application to extend the factory's GFA 暫時批准本集團擴充工廠建築面積的申請
Singapore Land Authority ("SLA") 新加坡土地管理局(「土地管理局」)	Upon URA approval, determines the one-time upfront development charge ("DC") payable for the additional GFA applied, and such DC is determined on a case-by-case basis 待市區重建局批准後，釐定就申請的額外建築面積應付的一次性前期發展收費(「發展收費」)，而有關發展收費乃按個別情況而定	As at 30.9.2018, SLA has not determined the quantum of DC and consequently, the Group is not able to carry out a feasibility study on this option at this time 於2018年9月30日，土地管理局並未釐定發展收費的金額，因此本集團目前未能就此方案進行可行性研究
Building and Construction Authority ("BCA") 建設局(「建設局」)	Upon SLA confirmation of payment of DC, approves the building plans, to ensure that the as-built plans for the entire factory (not just the expansion) comply with the latest applicable construction and building laws 待土地管理局確認發展收費付款後，批准建築設計圖，以確保整個工廠的竣工圖(並非只有擴建部分)符合最新適用建設及建築法律	As at 30.9.2018, building plans are being drawn by the Group's architect, and subsequent to approval by BCA, the Group would then be advised on the estimated construction costs 於2018年9月30日，本集團的建築師已繪製建築設計圖，經建設局批准後，本集團將獲告知估計建築成本

The Group believes that in the 6 months subsequent to 30.9.2018, the necessary approvals and costings would be available. Thereafter, the Group would carry out a feasibility study to determine whether to proceed with this option. In the meantime, the Group would continue to search for suitable factories in the Tuas area.

本集團相信，於2018年9月30日往後6個月內將獲得必要批准及成本核算。此後，本集團將進行可行性研究，以釐定是否實行此方案。與此同時，本集團將繼續於Tuas區尋找合適的工廠。

At the date of this report, the Directors do not anticipate any change to the principal plan as to the use of proceeds.

於本報告日期，董事預計所得款項用途的主要計劃不會有任何變動。

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理層簡介

EXECUTIVE DIRECTORS

Mr. Chua Liang Sie, aged 59, is our executive Director, Chairman and chief executive officer of our Company, who joined our Group in July 1982. He was appointed as our Director on 21.9.2017, and was re-designated as our executive Director and was also appointed as our Chairman and chief executive officer on 30.10.2017. Mr. LS Chua is responsible for formulating the overall strategies and planning of our Group.

Mr. LS Chua has over 35 years of experience in the tissue product industry for corporate customers. In July 1982, Mr. LS Chua joined Sunlight Paper as production manager, where he was responsible for the production of conventional roll tissue, and was also appointed as a director of Sunlight Paper. He became the managing director of Sunlight Paper in February 1990 and since then, he is responsible for the business strategies, planning and management of Sunlight Paper. Mr. LS Chua completed secondary education in Singapore in 1975.

Mr. LS Chua is the younger brother of Ms. Chua and elder brother of Mr. LC Chua, and the father of Mr. WH Chua.

Ms. Chua Joo Gek, aged 63, is our executive Director, who joined our Group in July 1977. Ms. Chua was appointed as Director on 21.9.2017 and was re-designated as our executive Director on 30.10.2017. Ms. Chua is responsible for the overall operations of our Group.

Ms. Chua has over 40 years of experience in the tissue product industry for corporate customers. Ms. Chua joined Sunlight Paper as warehouse supervisor and was appointed as a director of Sunlight Paper in July 1977. From October 1982 to September 2005, she served as administration manager. Since October 2005, Ms. Chua has been the operations director of Sunlight Paper and is responsible for the operations of Sunlight Paper. Ms. Chua completed primary education in Singapore in 1967.

Ms. Chua is the elder sister of Mr. LS Chua and Mr. LC Chua and the aunt of Mr. WH Chua.

Mr. Chua Liang Chui, aged 57, is our executive Director and sales director, who joined our Group in July 1982. He was appointed as Director on 21.9.2017 and was redesignated as our executive Director on 30.10.2017. He is responsible for sales and marketing of our Group.

執行董事

蔡良聲先生，59歲，執行董事、主席兼本公司行政總裁，於1982年7月加入本集團。彼於2017年9月21日獲委任為董事，後於2017年10月30日調任執行董事，並獲委任為主席兼行政總裁。

蔡良聲先生負責制訂本集團整體策略及規劃。蔡良聲先生於企業客戶衛生紙產品業界積逾35年經驗。於1982年7月，蔡良聲先生加入Sunlight Paper擔任生產經理，負責傳統卷裝衛生紙生產工作，並獲委任為Sunlight Paper的董事。彼於1990年2月成為Sunlight Paper的董事總經理，自此負責Sunlight Paper的業務策略、規劃及管理。蔡良聲先生於1975年在新加坡完成中學教育。

蔡良聲先生為蔡女士的胞弟、蔡良書先生的胞兄及蔡文浩先生的父親。

蔡瑜玉女士，63歲，執行董事，於1977年7月加入本集團。蔡女士於2017年9月21日獲委任為董事，後於2017年10月30日調任執行董事。蔡女士負責本集團整體營運。

蔡女士於企業客戶衛生紙產品業界積逾40年經驗。蔡女士於1977年7月加入Sunlight Paper擔任倉庫監事，並獲委任為Sunlight Paper的董事。彼於1982年10月至2005年9月擔任行政管理經理。自2005年10月起，蔡女士擔任Sunlight Paper的營運總監，負責Sunlight Paper的營運工作。蔡女士於1967年在新加坡完成小學教育。

蔡女士為蔡良聲先生及蔡良書先生的胞姊及蔡文浩先生的姑母。

蔡良書先生，57歲，執行董事兼銷售總監，於1982年7月加入本集團。彼於2017年9月21日獲委任為董事，後於2017年10月30日調任執行董事。彼負責本集團銷售及市場營銷工作。

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理層簡介

EXECUTIVE DIRECTORS (Continued)

Mr. LC Chua has over 30 years of experience in the tissue product industry for corporate customers. Mr. LC Chua joined Sunlight Paper as logistics manager and was appointed as a director of Sunlight Paper in July 1982. In October 1996, he was promoted to be warehouse manager, and he served as sales manager in Sunlight Paper from October 2006 to September 2010. Since October 2010, Mr. LC Chua has been the sales director of Sunlight Paper and is responsible for sales and marketing of our products for Sunlight Paper. Mr. LC Chua completed secondary education in Singapore in 1977.

Mr. LC Chua is the younger brother of Ms. Chua and Mr. LS Chua and uncle of Mr. WH Chua.

Mr. Chua Wenhao, aged 34, is our executive Director and deputy chief executive officer, who joined our Group in September 2013. He was appointed as Director on 21.9.2017. On 30.10.2017, he was re-designated as our executive Director and was appointed as the deputy chief executive officer. He is responsible for assisting the chief executive officer and implementing strategies of our Group.

Mr. WH Chua joined as sales manager of Sunlight Paper in September 2013 and was responsible for sales of products for Sunlight Paper. Prior to joining our Group, from November 2010 to June 2012, Mr. WH Chua worked at HSBC in the HSBC Graduate Internship Programme. Mr. WH Chua obtained a bachelor's degree in business management from Royal Melbourne Institute of Technology University in August 2010.

Mr. WH Chua is the son of Mr. LS Chua and the nephew of Ms. Chua and Mr. LC Chua.

執行董事(續)

蔡良书先生於企業客戶衛生紙產品業界積逾30年經驗。蔡良书先生於1982年7月加入Sunlight Paper擔任物流經理，並獲委任為Sunlight Paper的董事。於1996年10月，彼晉升為Sunlight Paper的倉庫經理，並於2006年10月至2010年9月期間擔任銷售經理。自2010年10月起，蔡良书先生擔任Sunlight Paper的銷售總監，負責銷售及營銷Sunlight Paper旗下產品。蔡良书先生於1977年在新加坡完成中學教育。

蔡良书先生為蔡女士及蔡良聲先生的胞弟及蔡文浩先生的叔父。

蔡文浩先生，34歲，執行董事兼副行政總裁，於2013年9月加入本集團。彼於2017年9月21日獲委任為董事，後於2017年10月30日調任執行董事，並獲委任為副行政總裁。彼負責協助行政總裁及執行本集團策略。

蔡文浩先生於2013年9月加入Sunlight Paper擔任銷售經理，負責Sunlight Paper產品銷售工作。加入本集團前，蔡文浩先生於2010年11月至2012年6月透過滙豐銀行實習生計劃為滙豐銀行效力。蔡文浩先生於2010年8月獲墨爾本皇家理工大學(Royal Melbourne Institute of Technology University)頒授商業管理學士學位。

蔡文浩先生為蔡良聲先生的兒子以及蔡女士及蔡良书先生的侄兒。

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理層簡介

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Teo Beng Fwee (“Mr. Teo”), aged 61, was appointed as our independent non-executive Director on 21.3.2018. He is the chairman of our Remuneration Committee and a member of our Audit Committee and Nomination Committee.

Mr. Teo has over 35 years of experience in assurance, tax and consulting industry. Since February 2015, he has been a director of CA Practice PAC, an accounting firm based in Singapore.

Mr. Teo is an independent non-executive director of Eggriculture Foods Ltd., a company listed on GEM (stock code: 8609) since August 2018.

Mr. Teo was admitted as an associate and a fellow of The Association of Chartered Certified Accountants in July 1985 and in July 1990, respectively. He is also a member of the Malaysian Institute of Accountants since December 1997 and a fellow member of the Institute of Singapore Chartered Accountants since September 2009.

Mr. Yeo Hai Thong Michael (“Mr. Yeo”), aged 52, was appointed as our independent non-executive Director on 21.3.2018. He is a member of our Audit Committee, Remuneration Committee and Nomination Committee.

Mr. Yeo has over 20 years of experience in marketing and has retired since September 2013.

Mr. Yeo graduated from The National University of Singapore with a bachelor degree in engineering in July 1991. He obtained a graduate diploma in marketing from the Marketing Institute of Singapore in April 1995.

獨立非執行董事

張明輝先生(「張先生」)，61歲，於2018年3月21日獲委任為獨立非執行董事。彼為審核委員會及提名委員會成員兼薪酬委員會主席。

張先生於核證、稅務及諮詢行業積逾35年經驗。自2015年2月起，彼擔任新加坡會計師事務所CA Practice PAC的董事。

自2018年8月起，張先生擔任GEM上市公司永續農業發展有限公司(股份代號：8609)的獨立非執行董事。

張先生先後於1985年7月及1990年7月獲認可為英國特許公認會計師公會會員及資深會員，並先後於1997年12月及2009年9月獲認可為馬來西亞會計師公會(Malaysian Institute of Accountants)會員及新加坡特許會計師公會(Institute of Singapore Chartered Accountants)資深會員。

楊海通先生(「楊先生」)，52歲，於2018年3月21日獲委任為獨立非執行董事。彼為審核委員會、薪酬委員會及提名委員會成員。

楊先生具備逾20年市場營銷經驗，自2013年9月已退休。

楊先生於1991年7月畢業於新加坡國立大學，取得機械工程學士學位。彼於1995年5月獲Marketing Institute of Singapore頒授市場營銷文憑。

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理層簡介

INDEPENDENT NON-EXECUTIVE DIRECTORS

(Continued)

Mr. Law Kin Ho (“Mr. Law”), aged 51, was appointed as our independent non-executive Director on 21.3.2018. He is the chairman of our Audit Committee.

Mr. Law has over 25 years of experience in accounting, financial management and compliance. Since December 1999, he has been working as a sole practising accountant at his own accounting firm, Kevin Law & Co..

Mr. Law is an independent non-executive director of Lai Fung Holdings Limited, a company listed on the Main Board (stock code: 1125) since March 2009 and has been an independent non-executive director of Creative China Holdings Limited, a company listed on GEM (stock code: 8368) from 3.11.2015 to 18.7.2018.

Mr. Law was admitted as an associate and a fellow of The Association of Chartered Certified Accountants in November 1992 and in November 1997 respectively. He is also an associate and a fellow member of the Hong Kong Institute of Certified Public Accountants in July 1993 and May 2000, respectively.

SENIOR MANAGEMENT

Mr. Choy Tuck Leong (“Mr. Choy”), aged 53, joined our Group in July 2017 and is our chief financial officer and one of our joint company secretaries. Mr. Choy is responsible for overseeing the overall corporate and financial matters of our Group.

Mr. Choy has approximately 30 years of experience in audit and corporate finance. Mr. Choy obtained a bachelor’s degree of accountancy from The National University of Singapore in June 1988. He is a member and a fellow chartered accountant of the Institute of Singapore Chartered Accountants since December 1992 and November 2004, respectively. He is also a fellow certified public accountant of CPA Australia since January 2010.

Ms. See Ai Kiok (“Ms. See”), aged 58, joined our Group in October 2009 as accounts executive. Ms. See is the head of human resources of Sunlight Paper since October 2014. She is responsible for human resources, accounts and administrative matters. Ms. See has over 25 years of experience in accounting and human resources. She completed the London Chamber of Commerce and Industry International Qualifications course in 1980.

獨立非執行董事(續)

羅健豪先生(「羅先生」)，51歲，於2018年3月21日獲委任為獨立非執行董事。彼為審核委員會主席。

羅先生具備逾25年會計、財務管理及合規經驗。彼自1999年12月以來一直於自設的會計師事務所羅健豪會計師事務所任職唯一執業會計師。

彼自2009年3月起擔任主板上市公司麗豐控股有限公司(股份代號：1125)的獨立非執行董事，並自2015年11月3日至2018年7月18日擔任GEM上市公司中國創意控股有限公司(股份代號：8368)的獨立非執行董事。

彼分別於1992年11月及1997年11月獲認可為英國特許公認會計師公會會員及資深會員。彼亦先後於1993年7月及2000年5月獲認可為香港會計師公會會員及資深會員。

高級管理層

蔡德良先生(「蔡先生」)，53歲，於2017年7月加入本集團，現任財務總監兼聯席公司秘書之一。蔡先生負責監管本集團整體企業及財務事宜。

蔡先生具備約30年審計及企業融資經驗。蔡先生於1988年6月獲新加坡國立大學頒授會計學學士學位。彼分別自1992年12月及2004年11月起成為新加坡特許會計師公會會員及資深會員。彼亦自2010年1月起成為澳洲會計師公會的資深執業會計師。

施講桔女士(「施女士」)，58歲，於2009年10月加入本集團擔任會計主任。施女士於2014年10月獲Sunlight Paper委任為人力資源主管，負責人力資源、會計及行政管理事宜。施女士於1980年完成英國倫敦工商會國際資格(London Chamber of Commerce and Industry International Qualifications)課程。

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理層簡介

SENIOR MANAGEMENT (Continued)

Mr. Goh Kuang Song (“Mr. Goh”), aged 53, joined our Group as warehouse manager in December 1993. Mr. Goh is the head of logistics of Sunlight Paper since October 2006. Mr. Goh, has over 20 years of experience in logistics and is responsible for managing warehouse and logistics matters.

Mr. Yong Ning Choy (“Mr. Yong”), aged 47, joined our Group as machine operator in June 1998 and he is the head of production of Sunlight Paper since October 2007. Mr. Yong has over 15 years of experience in production and is responsible for overseeing production of our tissue products.

JOINT COMPANY SECRETARIES

Mr. Choy, one of our joint company secretaries, was appointed on 4.10.2017. He is also a member of our senior management.

Ms. Yeung, Josephine Yan (“Ms. Yeung”), aged 37, one of our joint company secretaries, was appointed on 4.10.2017. Ms. Yeung has approximately 15 years of experience in auditing, financial management, internal control and corporate governance. Since May 2017, she has been practising in Noble Partners CPA Company, a certified public accountants firm in Hong Kong.

Ms. Yeung graduated from The Hong Kong University of Science and Technology in November 2003 with a Bachelor of Business Administration in Accounting degree. She is a member and fellow of the Association of Chartered Certified Accountants since February 2007 and February 2012, respectively. Ms. Yeung is also a member and fellow of the Hong Kong Institute of Certified Public Accountants since February 2008 and October 2017, respectively, and is a practicing certified public accountant in Hong Kong.

COMPLIANCE OFFICER

Mr. WH Chua is our compliance officer. He is also an executive Director. Please see Executive Directors section for Mr. WH Chua’s qualifications and experience.

高級管理層 (續)

吳光松先生(「吳先生」)，53歲，於1993年12月加入本集團擔任倉庫經理。吳先生自2006年10月起擔任Sunlight Paper的物流主管。吳先生具備逾20年物流經驗，負責管理倉庫及物流事宜。

Yong Ning Choy先生(「Yong先生」)，47歲，於1998年6月加入本集團擔任機器操作員，後於2002年10月晉升為生產經理。彼自2007年10月起擔任Sunlight Paper的生產主管。Yong先生具備逾15年生產經驗，負責監督大卷裝衛生紙生產。

聯席公司秘書

蔡先生於2017年10月4日獲委任為聯席公司秘書之一。彼亦為高級管理層成員。

楊昕女士(「楊女士」)，37歲，於2017年10月4日獲委任為聯席公司秘書之一。楊女士於審計、財務管理、內部控制及企業管治方面積約15年經驗。自2017年月起，彼於香港註冊會計師事務所路信會計師事務所執業。

楊女士於2003年11月畢業於香港科技大學，取得工商管理(會計學)學士學位。彼先後自2007年2月及2012年2月起成為特許公認會計師公會會員及資深會員。楊女士亦分別自2008年2月及2017年10月成為香港會計師公會會員及資深會員，現為香港執業會計師。

監察主任

蔡文浩先生為監察主任，亦為執行董事。有關蔡文浩先生的資歷及經驗，請參閱執行董事一節。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board believes that good corporate governance is essential for efficient and effective management of our business to safeguard the interest of our stakeholders and achieve the highest return for our Shareholders. The Company's corporate governance practices are based on the principles and code provisions as set out in the CG Code. In the opinion of the Board, the Company has complied with the CG Code in FY2018 from the Listing Date, except for Code Provision A.2.1. The reason for deviation is explained subsequently in this report.

CHAIRMAN AND CHIEF EXECUTIVE

Code Provision A.2.1 of the CG Code provides that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. LS Chua is the chairman of our Board and also the chief executive officer of our Company. Since February 1990, Mr. LS Chua has been the key leadership figure of our Group who has been primarily involved in the formulation of business strategies and determination of the overall direction of our Group. He is also responsible for overseeing our Group's operations and directly supervises our senior management. Having considered that (i) Mr. LS Chua's contribution and familiarity with the operations of our Group which is beneficial to the management and business development of our Group, (ii) major decisions are made in consultation with members of the Board and relevant Board committees, and (iii) there are three independent non-executive Directors on our Board offering independent perspectives, our Board is of the view that there is an appropriate balance of powers and authorities between our Board and the management of our Company and that it is in the interest of our Group to have Mr. LS Chua to continue taking up both roles. Our Board will continue to review and consider separation of the roles of the chairman of our Board and the chief executive officer as and when appropriate by taking into account the circumstances of our Group as a whole.

董事會相信優良的企業管治對切實有效地管理業務以保障持份者權益及為股東達致最高回報至為重要。本公司的企業管治常規基於企業管治守則所載之原則及守則條文。董事會認為，自上市日期起，除守則條文A.2.1—區分主席及行政總裁之職能外，本公司於2018財政年度一直遵守企業管治守則。偏離原因載於本報告下文。

主席及行政總裁

守則條文A.2.1規定，主席與行政總裁之角色應有區分，不應由一人同時兼任。蔡良聲先生為董事會主席兼本公司行政總裁。自1990年2月起，蔡良聲先生一直為本集團的關鍵領導人物，主要參與制訂本集團業務策略及釐定整體方針。彼亦負責監管本集團營運及直接監督高級管理層。考慮到(i)蔡良聲先生對本集團所作貢獻及熟悉本集團營運有利於本集團管理及業務發展，(ii)重大決策均在諮詢董事會及相關董事委員會成員後作出，及(iii)董事會有三名獨立非執行董事可提供獨立觀點，故董事會認為董事會與本公司管理層之間權力及授權平衡得宜，並相信蔡良聲先生繼續身兼兩職符合本集團利益。董事會將持續檢討並考慮於顧及本集團整體情況屬適當時分拆董事會主席與行政總裁的職務。

CORPORATE GOVERNANCE REPORT

企業管治報告

REQUIRED STANDARD OF DEALINGS FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Required Standard of Dealings and the Company had made specific enquiries with all the Directors and each of them had confirmed his/her compliance with the Required Standard of Dealings in FY2018.

NON-COMPETITION UNDERTAKING

In order to maintain a clear delineation of the businesses between our Group and our Controlling Shareholders, the latter have entered into the Deed of Non-competition in favour of our Company (for ourselves and as trustee for each of our subsidiaries from time to time) to the effect that each of them will not, and will procure each of their respective close associates not to, directly or indirectly participate in, or hold any right or interest, or otherwise be involved in any business which may be in competition with our businesses.

For details of the Deed of Non-competition, please refer to the section headed "Relationship with our Controlling Shareholders — Deed of Non-competition" in the Prospectus.

The Company has received a written confirmation from the Controlling Shareholders that they have complied with the terms of the Deed of Non-Competition in FY2018. The independent non-executive Directors have also reviewed the status of compliance and written confirmation from the Controlling Shareholders, and noted that all the undertakings under the Deed of Non-Competition have been complied with by each of the Controlling Shareholders in FY2018.

董事進行證券交易的交易必守標準

本公司已採用交易必守標準，並已向全體董事作出具體查詢，而彼等各自己確認於2018財政年度遵守交易規定準則。

不競爭承諾

為保證本集團與控股股東之間的業務劃分明確，控股股東已訂立以本公司（為其本身及不時作為我們各附屬公司的受託人）為受益人的不競爭契據，據此，彼等均不會並將促使彼等各自的緊密聯繫人不會直接或間接參與任何可能與我們的業務構成競爭的業務或於其中持有任何權利或權益，或以其他方式從事任何有關業務。

有關不競爭契據的詳情，請參閱招股章程「與控股股東的關係 — 不競爭契據」一節。

本公司已收到控股股東的書面確認，於2018財政年度彼等遵守不競爭契據條款。獨立非執行董事亦已檢討遵守狀況及來自控股股東之書面確認，並指出於2018財政年度控股股東已遵守不競爭契據項下之所有承諾。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS

The overall management of the Group's business is vested in the Board which assumes the responsibility of leadership and control of the Group and is collectively responsible for promoting the success of the Group by directing and supervising its affairs. All Directors make decisions objectively in the interests of the Group.

The Board formulates strategies and sets directions for the Group's activities to develop its business and enhance Shareholders' value. The Board also assumes the responsibilities for maintaining high standard of corporate governance, including among others, reviewing the Company's policies and practices on corporate governance, and reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements.

The Board has established board committees with specific written terms of reference which deal clearly with the committees' authority and duties. Details of the respective committee's terms of reference are available at the websites of the Company and the Stock Exchange.

The day-to-day management, administration and operation of the Group are delegated to the executive Directors and the senior management. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board for significant transactions.

Board Composition

As at the date of this report, the Board comprises seven Directors of which four are executive Directors and three are independent non-executive Directors. The composition of the Board is as follows:

Executive Directors

Mr. Chua Liang Sie (*Chairman*)
Ms. Chua Joo Gek
Mr. Chua Liang Chui
Mr. Chua Wenhao (alias Cai Wenhao)

Independent non-executive Directors

Mr. Teo Beng Fwee
Mr. Yeo Hai Thong Michael
Mr. Law Kin Ho

董事會

董事會負責本集團業務的整體管理，肩負著領導及監控本集團的責任，並共同承擔指導及監督本集團事務的責任，推動本集團取得成功。全體董事客觀地作出符合本集團利益的決策。

董事會為本集團活動制定策略及訂立方向，以發展業務及提升股東價值。董事會亦保持高水平企業管治，其中包括審閱本公司的企業管治政策及常規，及審閱和監管本公司於履行法律及監管要求的政策及常規。

董事會已設立董事會委員會，各訂有具體書面職權範圍，清晰界定各委員會的權力及職務。各個董事會委員會的職權範圍詳情可於本公司及聯交所網站查閱。

執行董事及高級管理人員獲委任負責本集團的日常管理、行政及營運工作。董事會定期審閱所授出的職能和工作項目。重大交易須獲董事會批准方可進行。

董事會組成

於本報告日期，董事會由七名董事組成，當中四名為執行董事，三名為獨立非執行董事。董事會由以下各人組成：

執行董事

蔡良聲先生(主席)
蔡瑜玉女士
蔡良书先生
蔡文浩先生

獨立非執行董事

張明輝先生
楊海通先生
羅健豪先生

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (Continued)

Board Composition (Continued)

From the Listing Date up to the date of this report, there was no change in the composition of the Board. The biographical details of the Directors are set out in the section headed “Directors and Senior Management Profile” of this report.

The family relationship between the Directors (where applicable) are set out under the respective names of the Directors in the section headed “Definitions and Glossary of Technical Terms” of this report.

Throughout the period from the Listing Date to the date of this report, the Board at all times met the requirements of the GEM Listing Rules relating to the appointment of at least three independent non-executive Directors, accounting for at least one-third of the Board, with at least one independent non-executive director possessing the appropriate professional qualifications or accounting or related financial management expertise.

Prior to their respective appointment, each of the independent non-executive Directors has submitted a written statement to the Stock Exchange confirming their independence. The Company has received from each of the independent non-executive Directors an annual confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules and the Board considers that all the independent non-executive Directors to be independent and meet the requirements set out in Rule 5.09 of the GEM Listing Rules as at the date of this report.

Roles and Responsibility of the Board

The Board is responsible for the overall management of the Group, which includes controlling resources allocation within the Group and leading the Group to strive for success. It oversees the Group’s businesses, strategic decisions, internal control, risk management and performances.

The management team is delegated with the authority and responsibility by the Board for the daily management of the Group. The delegated functions and work tasks are periodically reviewed. Major corporate matters that are specifically delegated by the Board to the management include (1) the preparation of quarterly, interim and annual reports and announcements for the Board’s approval before publishing; (2) implementation of adequate systems of internal controls and risk management procedures; and (3) compliance with relevant statutory and regulatory requirements and rules and regulations.

董事會 (續)

董事會組成 (續)

自上市日期起至本報告日期，董事會組成概無變動。董事的履歷詳情載於本報告「董事及高級管理層」一節。

董事之間的家族關係(如適用)載於本報告「釋義及技術詞彙」一節各董事名稱內。

自上市日期起至本報告日期止整個期間，董事會一直符合GEM上市規則的規定，委任最少三名獨立非執行董事(相當於董事會三分之一席位)且當中最少一名獨立執行董事具備合適的專業資格或會計或相關財務管理專業知識。

在彼等各自獲委任前，各獨立非執行董事已向聯交所提交書面聲明以確定其獨立性。本公司已收到各獨立非執行董事根據GEM上市規則第5.09條就其獨立性發出的年度確認，且董事會認為，於本報告日期，所有獨立非執行董事均具備獨立性，並符合GEM上市規則第5.09條所載規定。

董事會的角色及職責

董事會負責本集團的整體管理，包括控制本集團資源分配及帶領本集團爭取成功。其監督本集團的業務、戰略決策、內部監控、風險管理及表現。

管理團隊就本集團日常管理獲董事會委派權力及職責。董事會定期檢討其所委派之職能及工作。董事會特別委派管理層處理之主要企業事宜，包括(1)編製季度、中期及年度報告與公告以供董事會於刊發前審批；(2)執行充足之內部監控制度及風險管理程序；及(3)遵守相關法定及監管規定、規則及規例。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (Continued)

Roles and Responsibility of the Board (Continued)

It is the responsibility of the Board to determine the appropriate corporate governance practices applicable to the Company's circumstances and to ensure processes and procedures are in place to achieve the Company's corporate governance objectives.

Board/Board Committee Meetings

The Board meets regularly to discuss the overall strategy as well as the operation and financial performance of the Company, and to review and approve the Company's quarterly, interim and annual results. Regular Board meetings for each year are scheduled in advance to facilitate maximum attendance of Directors. At least 14 days' notice is given for a regular Board meeting. All Directors are given an opportunity to include matters for discussion in the agenda. The Joint Company Secretaries assists the Chairman in preparing the agenda for meetings to comply with all applicable rules and regulations. The agenda and the accompanying Board papers are normally sent to Directors at least three days before the intended date of a Board meeting. Draft minutes of each Board meeting are circulated to Directors for their comment before being tabled at the next Board meeting for approval. The minutes are kept by the Joint Company Secretaries and are open for inspection at any reasonable time on reasonable notice by any Director.

Attendance Records of Directors and Committee Members

The Directors' attendance in Board and Committee meetings from Listing Date to the date of this report is as follows:

Director 董事	Number of meetings attended/held 出席/舉行會議次數			
	Board meeting 董事會會議	Audit committee meeting 審核委員會會議	Remuneration committee meeting 薪酬委員會會議	Nomination committee meeting 提名委員會會議
Mr. Chua Liang Sie 蔡良聲先生	3/3	n/a 不適用	2/2	1/1
Ms. Chua Joo Gek 蔡瑜玉女士	3/3	n/a 不適用	n/a 不適用	n/a 不適用
Mr. Chua Liang Chui 蔡良书先生	3/3	n/a 不適用	n/a 不適用	n/a 不適用
Mr. Chua Wenhao (alias Cai Wenhao) 蔡文浩先生	3/3	n/a 不適用	n/a 不適用	n/a 不適用
Mr. Teo Beng Fwee 張明輝先生	3/3	4/4	2/2	1/1
Mr. Yeo Hai Thong Michael 楊海通先生	3/3	4/4	2/2	1/1
Mr. Law Kin Ho 羅健豪先生	3/3	4/4	n/a 不適用	n/a 不適用

No general meeting of the Company has been held in FY2018 after Listing.

董事會 (續)

董事會的角色及職責 (續)

董事會亦負責釐定適用於本公司情況的合適企業管治常規，並確保現有流程及程序到位並可達致本公司企業管治目標。

董事會/董事委員會會議

董事會定期舉行會議，以討論整體策略及本公司之營運及財務表現，並審閱及批准本公司季度、中期及年度業績。每年定期舉行之董事會會議，均提早作出安排，以盡可能安排更多董事出席。定期董事會會議至少提前14天通告。所有董事獲准在議程提出討論事項。公司秘書協助主席準備會議議程，以符合所有適用規則及規定。董事會一般於董事會會議的擬定日期前至少三日，向董事寄發議程及相關董事會文件。每份董事會會議記錄初稿，會於提呈下一次董事會會議以獲批准前，送交董事傳閱，以供彼等討論。會議記錄由公司秘書存檔，而會議記錄亦可於董事提出合理通知後並在合理時間內公開查閱。

董事及委員會成員出席會議記錄

自上市日期起至本報告日期，董事出席董事會會議及董事會委員會會議如下：

上市後，於2018財政年度，本公司並無舉行股東大會。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (Continued)

Appointment and Re-election of Directors

The executive Directors have entered into service agreements with the Company for a fixed term of three years commencing from the Listing Date and will continue thereafter until terminated by not less than three months' notice in writing sent by either party to the other. Each of the independent non-executive Directors has accepted his appointment with the Company with an initial term of three years commencing from the Listing Date subject to termination in certain circumstances as stipulated in the relevant letters of appointment.

The procedures and process of appointment, re-election and removal of Directors are laid down in the Company's Articles of Association. The Nomination Committee is responsible for reviewing the Board composition, assessing the independence of independent non-executive Directors and making recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors.

Board Diversity Policy

The Company recognises and embraces the benefits of having a diverse Board as an essential element to improving governance and performance, and to creating a competitive advantage. In designing the Board's composition, board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments are made on merit, in the context of the skills, experience, independence and knowledge which the Board as a whole requires to be effective.

Directors' Training and Continuing Professional Development

Directors are aware of Code Provision A.6.5 regarding continuing professional development programme for directors. Every director is required to keep abreast of his responsibilities as a Director and of the conduct, business activities and development of the Company. In FY2018, all Directors participated in the training regarding director responsibilities and duties provided by the Company's legal advisers. The training covered corporate governance, listed company and director's continuing obligations.

董事會(續)

委任及重選董事

執行董事已與本公司達成三年定期的服務協議，自上市日期起生效，直至其中一方向另一方發出不少於三個月的書面通知而終止協議。每名獨立非行政董事亦已接受本公司委任，初步任期自上市日期起初步定為三年，惟可於委任函內訂明的若干情況下終止。

本公司組織章程細則訂明董事委任、重選及罷免的程序及過程。提名委員會負責審閱董事會的組成，評估獨立非執行董事的獨立性，及就有關董事的委任或重新委任及繼任計劃等相關事項向董事會作出建議。

董事會成員多元化政策

本公司明白並深信董事會成員多元化對提升管治及表現以及創造競爭優勢裨益良多。本公司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、種族、專業經驗、技能、知識及服務年期。所有董事會成員之委任均以用人唯才為原則，以董事會整體運作所需的技能、經驗、獨立性及知識為依歸。

董事培訓及持續專業發展

董事知悉守則條文第A.6.5條所指有關董事的持續專業發展計劃。每名董事須恪守作為董事的責任，並與本公司的操守、業務活動及發展並進。於2018財政年度，全體董事均有參與由本公司的法律顧問提供有關董事職責及職務的培訓。該培訓涵蓋企業管治、上市公司及董事的持續責任。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES

The Board is supported by three Board Committees. Each committee has its defined scope of duties and terms of reference and the committee members are empowered to make decisions on matters within their respective terms of reference.

AUDIT COMMITTEE

We have established an Audit Committee on 21.3.2018 in compliance with Rule 5.28 of the GEM Listing Rules and with written terms of reference in compliance with the CG Code. The primary duties of our Audit Committee include (i) making recommendations to the Board on the appointment and removal of external auditors; (ii) reviewing and supervising the financial statements and material advice in respect of financial reporting; (iii) overseeing internal control procedures and corporate governance of our Company; (iv) supervising internal control and risk management systems of our Group; and (v) monitoring continuing connected transactions (if any). Our Audit Committee consists of Mr. Teo, Mr. Yeo and Mr. Law. Mr. Law is the chairman of our Audit Committee.

The Audit Committee met with the management and the external auditor, where relevant, to review the accounting principles and practices adopted by the Group and discussed auditing, internal controls, and financial reporting matters including the following:

- the review of the financial reports of FY2018;
- the recommendation to the Board for the proposal for reappointment of the external auditor of the Company and approval of the remuneration and terms of engagement of the external auditor; and
- the review of the risk management and internal control systems of the Company and its subsidiaries.

The Board has not taken any different view from that of the Audit Committee regarding the selection and appointment of the external auditors.

The attendance of each member of the Audit Committee is set out in the section headed "Attendance Records of Directors and Committee Members" of this report.

董事會委員會

董事會轄下設有三個董事會委員會。各委員會有其明確的責任分工及職權範圍，委員會成員有權就其各自的職權範圍事務作出決定。

審核委員會

我們已於2018年3月21日按照GEM上市規則第5.28條，成立審核委員會，並遵照企業管治守則訂立書面職權範圍。審核委員會的主要職責包括(i)就委任及罷免外聘核數師向董事會提供推薦建議；(ii)審閱並監督財務報表及有關財務報告的重大意見；(iii)監管本公司的內部控制程序及企業管治；(iv)監督本集團的內部控制及風險管理制度；及(v)監察持續關連交易(如有)。審核委員會由張先生、楊先生及羅先生組成。羅先生為審核委員會主席。

審核委員會與管理層及外聘核數師(如相關)會面，共同審閱本集團採納的會計原則及常規，並商討審核、內部監控和財務申報事宜，包括以下內容：

- 審閱2018財政年度的財務報告表；
- 向董事會提議重新聘任本公司外聘核數師，並批准外聘核數師的薪酬及聘用條款；及
- 審閱本公司及其附屬公司的風險管理和內部監控制度。

董事會就外部審計師的選擇及委任與審核委員會之意見一致。

審核委員會各成員出席會議之情況載於本報告「董事及委員會成員出席會議記錄」一節。

CORPORATE GOVERNANCE REPORT

企業管治報告

REMUNERATION COMMITTEE

We have established a Remuneration Committee on 21.3.2018 in compliance with Rule 5.34 of the GEM Listing Rules and with written terms of reference in compliance with the CG Code. The primary duties of our Remuneration Committee include (i) reviewing and making recommendations to our Board on the overall remuneration policy and structure relating to all Directors and senior management of our Group; (ii) reviewing other remuneration-related matters, including benefits-in-kind and other compensation payable to our Directors and senior management; and (iii) reviewing performance based remunerations and establishing a formal and transparent procedure for developing remuneration policies. Our Remuneration Committee consists of Mr. LS Chua, Mr. Teo and Mr. Yeo. Mr. Teo is the chairman of our Remuneration Committee.

The Group's remuneration policy is structured to attract and retain high quality staff and to enable smooth operation. The Group offered competitive remuneration packages which considered factors such as corporate result, individual capability and performance, salaries paid by comparable companies, time commitment, responsibilities and employment conditions. The remuneration packages are subject to review on a regular basis.

The Company has adopted a share option scheme as an incentive to eligible persons, details are set out under the section headed "Share Option Scheme" of this annual report.

During the period from Listing Date to the date of this report, the Remuneration Committee met twice, to review and subsequently to approve the remuneration package of the executive Directors and senior management for FY2018.

薪酬委員會

我們已於2018年3月21日按照GEM上市規則第5.34條成立薪酬委員會，並遵照企業管治守則訂立書面職權範圍。薪酬委員會的主要職責包括(i) 審閱本集團全體董事及高級管理層的整體薪酬政策及架構，並就此向董事會提供推薦建議；(ii) 審閱其他薪酬相關事宜，包括應付董事及高級管理層的實物利益及其他酬金；及(iii) 審閱表現掛鈎薪酬及就制訂薪酬政策設立正式及透明的程序。薪酬委員會由蔡良聲先生、張先生及楊先生組成。張先生為薪酬委員會主席。

本集團的薪酬政策旨在吸引及挽留高素質員工，以確保流暢運作。本集團提供具競爭力的薪酬待遇，考慮公司業績、個人能力及表現、可資比較公司支付的薪酬、付出的時間、責任及僱傭條件等因素。薪酬待遇須定期檢討。

本公司已採納購股權計劃作為對合資格人士的鼓勵，有關詳情載於本年報「購股權計劃」一節。

自上市日期起至本報告日期止期間，薪酬委員會舉行兩次會議，審閱及隨後批准2018財政年度的執行董事及高級管理層薪酬待遇。

CORPORATE GOVERNANCE REPORT

企業管治報告

REMUNERATION COMMITTEE (Continued)

The remuneration payable to the members of the senior management depends on their employment contracts and includes basic salary and performance bonus. Pursuant to paragraph B.1.5 of the CG Code, the remuneration of the members of the senior management by band for FY2018 is set out below:

Remuneration band	薪酬組別	Number of individuals 人數
Nil to HK\$1,000,000	零至 1,000,000 港元	4

The remuneration payable to the Directors depends on their respective contractual terms under the service contracts or the appointment letters (as the case may be), and as recommend by the Remuneration Committee, taking into account the Group's operating results, market competitiveness, individual performance and achievement. Particulars of the Directors' remuneration for FY2018 are set out in note 17 to the consolidated financial statements.

The attendance of each member of the Remuneration Committee is set out in the section headed "Attendance Records of Directors to Committee Members" of this report.

NOMINATION COMMITTEE

We have established a Nomination Committee on 21.3.2018 with written terms of reference in compliance with paragraph A5.2 of the CG Code. The primary duties of our Nomination Committee are to (i) review the structure, size, composition and diversity of the Board on a regular basis; (ii) identify individuals suitably qualified to become Board members; (iii) assess the independence of independent non-executive Directors; (iv) make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors; and (v) make recommendations to our Board regarding the candidates to fill vacancies on our Board. Our Nomination Committee consists of Mr. LS Chua, Mr. Teo and Mr. Yeo. Mr. LS Chua is the chairman of our Nomination Committee.

During the period from the Listing Date to the date of this report, the Nomination Committee met to review the structure, size and composition of the Board and concluded that members of the Board possessed the expertise and independence to carry out the Board's functions and responsibilities.

The attendance of each member of the Nomination Committee is set out in the section headed "Attendance Records of Directors to Committee Members" of this report.

薪酬委員會 (續)

應付高級管理人員的薪酬取決於其僱傭合約，並且包括基本工資及表現花紅。根據企業管治守則第B.1.5段，於2018財政年度按薪酬組別劃分之高級管理人員薪酬載列如下：

應付董事酬金取決於其服務合約或委任函(視情況而定)的合約條款，按照薪酬委員會建議而定，並考慮本集團的經營業績、市場競爭力、個人表現及成就。2018財政年度之董事薪酬詳情載於綜合財務報表附註17。

薪酬委員會各成員出席會議之情況載於本報告「董事及委員會成員出席會議記錄」一節。

提名委員會

我們已於2018年3月21日按照GEM上市規則第5.34條成立提名委員會，並遵照企業管治守則訂立書面職權範圍。提名委員會的主要職責為(i)定期檢討董事會的架構、規模、組成及多元性；(ii)物色合資格成為董事會成員的人選；(iii)評估獨立非執行董事的獨立身分；(iv)就委任或重新委任董事相關事宜向董事會提供推薦建議；及(v)就填補董事會空缺的人選向董事會提供推薦建議。提名委員會由蔡良聲先生、張先生及楊先生組成。蔡良聲先生為提名委員會主席。

自上市日期起至本報告日期止期間，提名委員會舉行會議，審閱董事會的架構、規模及組成，總結認為董事會成員具備執行董事會職能及職責的專業知識及獨立性。

提名委員會各成員出席會議之情況載於本報告「董事及委員會成員出席會議記錄」一節。

CORPORATE GOVERNANCE REPORT

企業管治報告

ACCOUNTABILITY AND AUDIT

The Directors are responsible for the preparation of the financial statements. The Directors are also responsible for ensuring that (i) appropriate accounting policies are selected and applied consistently, (ii) judgements and estimates made are prudent and reasonable, and (iii) statutory requirements and applicable accounting standards have been adopted and complied with.

As at 30.9.2018, the Directors 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 which may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the Directors have prepared the financial statements for FY2018 on a going-concern basis. The financial statements for FY2018 have been reviewed by the Audit Committee and audited by the external auditors, Foo Kon Tan LLP. A statement by the external auditor about their reporting responsibility is set out in the section headed "Independent Auditor's Report" of this annual report.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Company does not have an internal audit function and is currently of the view that there is no immediate need to set up an internal audit function within the Group considering the size, nature and geography of the Group's business. The Directors are responsible for formulating and overseeing the implementation of the Group's risk management and internal control measures. An annual review of the effectiveness of the system of risk management and internal controls of the Group will be conducted. The review will cover all material controls, including financial, operational, compliance and risk management controls.

In preparation for the Listing, we engaged an internal control consultant, an independent third party, to undertake a review of the internal control system of the Group. Material issues identified by the internal control consultant had been rectified prior to the Listing. The Board is of the view that the risk management and internal control systems in place are adequate and effective to safeguard the interest of Shareholders and the Group's assets.

問責及審核

董事負責編制財務報表。董事亦有責任確保(i)一致地選擇及應用適當的會計政策；(ii)作出審慎及合理的判斷及估計；及(iii)已採納及遵守法定要求及適用的會計準則。

於2018年9月30日，董事經作出一切合理查詢後確認，就彼等所知、所悉及所信，彼等概不知悉任何重大不明朗事件或情況可能會對本公司持續經營的能力產生重大質疑。因此，董事已按持續經營基準編製2018財政年度財務報表。2018財政年度財務報表已由審計委員會審閱，並經外聘核數師Foo Kon Tan LLP審計。外部核數師作出的申報責任聲明載於本報告「獨立核數師報告」一節。

風險管理及內部監控

本集團並無內部審核職能，且目前認為基於本集團業務之規模、性質及地理情況，毋須即時於本集團內設立內部審核職能。董事負責制定及監督本集團風險管理及內部監控措施的實施。每年檢討本集團的風險管理及內部監控系統的有效性。有關檢討將涵蓋所有重大監控，包括財務、營運、合規和風險管理監控。

為籌備上市，我們委聘一名內部監控顧問(獨立第三方)，審閱本集團的內部監控系統。由內部監控顧問辨識出來的重大問題已於上市前糾正。董事會認為現行的風險管理及內部監控系統足以有效保障股東的利益及本集團的資產。

CORPORATE GOVERNANCE REPORT

企業管治報告

EXTERNAL AUDITOR'S REMUNERATION

Foo Kon Tan LLP (“**FKT LLP**”) was appointed as the auditor of the Company with effect from 29.8.2018 to hold office until the conclusion of the next annual general meeting of the Company.

Reference is made to the company information sheet of the Company published on 13.4.2018. The Company wishes to clarify that KPMG LLP was the joint reporting accountants of the Company for the preparation of the Listing and for the preparation of the financial statements in the Prospectus. The Company did not have engagement with any auditor until the appointment of FKT LLP as the auditor of the Company. FKT LLP audit fee for FY2018 was \$35,000.

JOINT COMPANY SECRETARIES

Mr. Choy Tuck Leong and Ms. Yeung, Josephine Yan are the joint company secretaries as appointed pursuant to Rule 5.14 of the GEM Listing Rules. Their biographical details are set out in the section headed “Directors and Senior Management Profile” of this report.

The joint company secretaries support the Board by ensuring timely information flow to and within the Board, and monitoring adherence to Board policies and procedures, including the training and continuous professional development of Directors. They also guide the Board on corporate governance matters and facilitate the induction of new Directors. The joint company secretaries have attained not less than 15 hours of relevant professional training in the financial year.

COMMUNICATION WITH SHAREHOLDERS

The Company communicates with Shareholders and investors mainly in the following ways:

- (i) convening general meetings at least once a financial year whereby Shareholders and investors could communicate directly with the Board;
- (ii) publishing quarterly, interim and annual reports, announcements and/or circulars as required under the GEM Listing Rules and/or press releases to provide updated information on the Group; and
- (iii) updating the Company's website with the latest information on the Group.

外部核數師薪酬

Foo Kon Tan LLP (「**FKT LLP**」) 獲委任為本公司核數師，自2018年8月29日起任職至本公司下一屆股東周年大會止結束。

請參閱本公司於2018年4月19日發布的公司資料報表。本公司謹此澄清，KPMG LLP為本公司的聯席申報會計師，負責編製上市及編製招股章程的財務報表。在委任FKT LLP為本公司核數師之前，本公司並無與任何核數師接洽。FKT LLP於2018財政年度的核數費用為35,000元。

聯席公司秘書

蔡德良先生及楊昕女士為本公司根據GEM上市規則第5.14條委任的公司秘書。其履歷詳情載於本報告「董事及高級管理層簡介」一節。

聯席公司秘書透過確保及時向董事會及於董事會內部傳遞資訊，並監督董事會政策和程序的遵守情況，包括董事的培訓和持續專業發展，為董事會提供支持。彼等亦指導董事會處理公司治理事宜，並促進新董事的入職。聯席公司秘書於本財政年度已接受不少於15小時的相關專業培訓。

與股東溝通

本公司主要以下列方法與股東及投資者溝通：

- (i) 每個財政年度召開最少一次股東大會，讓股東及投資者直接與董事會溝通；
- (ii) 根據GEM上市規則的規定發佈季度、中期及年度報告、公告及／或通函及／或新聞稿，以提供有關本集團的最新資料；及
- (iii) 更新本公司網站，以提供本集團的最新資料。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHTS

Right to Convene Extraordinary General Meeting

Pursuant to the Company's Articles of Association, any shareholder(s) holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall have the right to submit a written requisition requiring an extraordinary general meeting to be called by the Board. The written requisition (i) must state the purpose(s) of the extraordinary general meeting, and (ii) must be signed by the requisitionist(s) and deposited at the registered office of the Company for attention of the Company Secretary of the Company, and may consist of several documents in like form, each signed by one or more requisitionist(s). Such requisitions will be verified with the Company's branch share registrar and upon their confirmation that the requisition is proper and in order, the Company Secretary will ask the Board to convene an extraordinary general meeting by serving sufficient notice to all shareholders. On the contrary, if the requisition has been verified as not in order, the requisitionist(s) will be advised of this outcome and accordingly, the extraordinary general meeting will not be convened as requested.

If the Board does not within 21 days from the date of the deposit of the requisition proceed duly to convene the extraordinary general meeting, the requisitionist(s) or any of them representing more than one-half of the total voting rights of all of them may convene an extraordinary general meeting, but any extraordinary general meeting so convened shall not be held after expiration of two months from the said date of deposit of the requisition. An extraordinary general meeting convened by the requisitionist(s) shall be convened in the same manner, as nearly as possible, as that in any extraordinary general meeting to be convened by the Board.

Right to Put Forward Proposals at General Meeting

To put forward proposals at a general meeting of the Company, a shareholder should lodge a written notice of his/her proposal with his/her detailed contact information at the Company's principal place of business in Hong Kong.

The request will be verified with the Company's branch share registrar in Hong Kong and upon their confirmation that the request is proper and in order, the Board will be asked to include the proposal in the agenda for the general meeting.

股東權利

召開股東特別大會的權利

根據本公司組織章程細則，於提交請求日期持有本公司附帶於本公司股東大會投票權之本公司繳足股本不少於十分之一之任何股東，有權遞交請求書要求董事會召開股東特別大會。該書面請求書(i)必須註明股東特別大會之目的；及(ii)必須由提呈要求人士簽署並送呈本公司之註冊辦事處，以送交本公司之公司秘書，有關要求可能包括同樣格式之多份文件，每份文件經由一名或多名提呈要求人士簽署。有關申請將由本公司股份過戶登記分處核實，經其確定要求為妥當有效後，公司秘書將要求董事會向全體股東送達充分通知以召開股東特別大會。另一方面，倘有關要求被證實無效，提呈要求人士將獲知會此結果，因此將不會應其要求召開股東特別大會。

倘董事會於送呈有關要求日期起計二十一天內未有正式召開股東特別大會，提呈要求人士或佔全體提呈要求人士之總投票權一半以上之任何提呈要求人士，可召開股東特別大會，惟如此召開之任何股東特別大會將不得於上述送呈有關要求日期起計兩個月屆滿後舉行。提呈要求人士召開之股東特別大會須按與董事會召開任何股東特別大會盡可能相同之方式召開。

於股東大會上提呈議案的權利

如欲向本公司股東大會提呈議案，股東須將其建議書連同詳細聯絡資料，送呈本公司之香港主要營業地點。

有關要求須經由本公司之香港股份過戶登記分處核實，待確認有關要求屬適當及符合程序後，即要求董事會將議案納入股東大會議程內。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHTS (Continued)

Right to Make Enquiries to the Board

Shareholders may send their enquiries and concerns, in written form, to the Board by addressing them to the Company Secretary at 13/F, Wah Yuen Building, 149 Queen's Road Central, Central, Hong Kong. Shareholders may also make enquiries to the Board at the general meeting of the Company. In addition, shareholders can contact Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, if they have any enquiries about their shareholdings and entitlements to dividend.

CONSTITUTIONAL DOCUMENTS

During the period from Listing Date to 30.9.2018, there had been no significant change in the Company's constitutional documents. The Articles of Association of the Company are available on the websites of the Stock Exchange and the Company.

INTERESTS OF THE COMPLIANCE ADVISER

As at 30.9.2018, as notified by the Company's compliance adviser, Giraffe Capital Limited (the "Compliance Adviser") except for the compliance adviser agreement entered into between the Company and the Compliance Adviser dated 9.11.2017, neither the Compliance Adviser nor any of its directors, employees or close associates (as defined under the GEM Listing Rules) had any interest in the Group which is required to be notified to the Company pursuant to Rules 6A.32 of the GEM Listing Rules.

INVESTOR RELATIONS

The Company believes that maintaining effective communication with the investment industry is crucial to having a deeper understanding of the Company's business and its development among investors. To achieve this goal and increase transparency, the Company will continue to adopt proactive measures to foster better investor relations and communications. As such, the purpose for the Company to formulate investor relations policies is to let investors have access to the information of the Group in a fair and timely manner, so that they can make an informed decision.

We welcome investors to write to the Company or send their enquiries to the Company's email of investor_relation@sunlightpaper.com.sg to share their opinions with the Board. The Company's website also discloses the latest business information of the Group to investors and the public.

股東權利(續)

向董事會查詢的權利

股東可將彼等提請董事會的查詢及關注事宜，以書面形式送交公司秘書，地址為香港中環皇后大道中149號華源大廈13樓。股東亦可於本公司股東大會上向董事會提出查詢。此外，股東如有任何有關其持股及派息情況的查詢，可聯絡本公司於香港的股份過戶登記分處香港中央證券登記有限公司。

組織章程文件

自上市日期起至2018年9月30日，本公司的組織章程文件並無重大變更。本公司的組織章程細則可於聯交所及本公司網站查閱。

合規顧問的權益

於2018年9月30日，誠如本公司合規顧問智富融資有限公司(「合規顧問」)所通知，除本公司與合規顧問於2017年11月9日訂立的合規顧問協議外，合規顧問或其任何董事、僱員或緊密聯繫人(定義見GEM上市規則)概無於本集團擁有任何須根據GEM上市規則第6A.32條通知本公司的權益。

投資者關係

本公司相信，與投資業界維持有效溝通，對加深投資者對本公司業務及發展的瞭解至關重要。為達成此目標及增強透明度，本公司將繼續採取積極手段，促進與投資者的關係及溝通。因此，本公司制定投資者關係政策的目的是為使投資者可公平及時地獲取有關本集團的資訊，以致彼等能作出知情決定。

歡迎投資者透過寫信至本公司或發送查詢至本公司郵箱investor_relation@sunlightpaper.com.sg，與董事會分享彼等的意見。本公司網站亦向投資者及公眾披露本集團的最新業務資料。

REPORT OF THE DIRECTORS

董事報告

The Directors submit herewith their annual report together with the consolidated financial statements for FY2018.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding. Details of the principal activities of the subsidiaries are set out in note 1 to the financial statements.

The Group is principally engaged in the supply of tissue products to corporate customers in Singapore. Further discussion and analysis of these activities as required by Schedule 5 to the Companies Ordinance, including an indication of likely future developments in the Group's business, can be found in the section headed "Management Discussion and Analysis" of this annual report. Details of the principal risks and uncertainties of the Group are set out in note 25 to the consolidated financial statements. These form part of this directors' report.

MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's sales and purchases attributable to the major customers and suppliers respectively during the financial year is as follows:

The largest customer	最大客戶
Five largest customers in aggregate	五大客戶合計
The largest supplier	最大供應商
Five largest suppliers in aggregate	五大供應商合計

At no time during the financial year have the Directors, their associates or any Shareholder (which to the knowledge of the Directors owns more than 5% of the number of issued Shares) had any interest in these major customers and suppliers.

DIVIDEND

The Board does not recommend the distribution of a final dividend for the financial year.

董事謹此提呈2018財政年度之年報及綜合財務報表。

主要業務及業務回顧

本公司的主要業務為投資控股。附屬公司的主要業務詳情載於財務報表附註1。

本集團主要從事於新加坡為企業客戶供應衛生紙產品。根據公司條例附表5所規定，有關該等業務之進一步討論及分析（包括有關本集團所面臨主要風險及不確定因素，及本集團業務未來可能發展之指引）可於本年報「管理層討論及分析」一節查閱。本集團之主要風險不確定因素載於綜合財務報表附註25。此等內容構成本董事報告之一部份。

主要客戶及供應商

於本財政年度內，本集團主要客戶及供應商分別應佔的銷售及購買額如下：

Percentage of the Group's total	
佔本集團總數百分比	
Sales	Purchases
銷售	購買

The largest customer	最大客戶	14.2%	
Five largest customers in aggregate	五大客戶合計	33.4%	
The largest supplier	最大供應商		46.6%
Five largest suppliers in aggregate	五大供應商合計		94.2%

董事、彼等之聯繫人或任何股東（據董事所知持有本公司已發行股份數目5%以上者）概無於本財政年度任何時間擁有該等主要客戶或供應商之任何權益。

股息

董事會不建議就本財政年度派發末期股息。

REPORT OF THE DIRECTORS

董事報告

SHARE CAPITAL

Details of the movement in Shares during the financial year are set out in note 7 to the consolidated financial statements. Shares were issued during the financial year arising from the Reorganisation, the Share Offer and the Capitalisation Issue, as defined in the Prospectus. Details about the issue of Shares are also set out in note 7 to the consolidated financial statements.

Save as disclosed in the Prospectus and this annual report, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities from the Listing Date to the end of the financial year.

DISTRIBUTABLE RESERVES

As at 30.9.2018, the reserves of the Company available for distribution, as calculated under the Companies Law of the Cayman Islands, was \$7.6 million.

DIRECTORS

The Directors during the financial year and at the date of this report are:

Executive Directors

Chua Liang Sie (*Chairman*) (appointed on 21.9.2017)
Chua Joo Gek (appointed on 21.9.2017)
Chua Liang Chui (appointed on 21.9.2017)
Chua Wenhao (alias Cai Wenhao) (appointed on 21.9.2017)

Independent non-executive Directors

Teo Beng Fwee (appointed on 21.3.2018)
Yeo Hai Thong Michael (appointed on 21.3.2018)
Law Kin Ho (appointed on 21.3.2018)

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

Each executive Director has entered into a service agreement with the Company for an initial term of three years commencing from the Listing Date and will continue thereafter until terminated in accordance with the terms of the service agreement. Independent non-executive Directors are appointed for a term of three years and will continue thereafter unless terminated by either party giving at least three months' notice in writing.

股本

本財政年度股份變動詳情載於綜合財務報表附註7。於本財政年度，已根據重組、股份發售及資本化發行(定義見招股章程)發行股份。有關股份發行的詳情亦載於綜合財務報表附註7。

除招股章程及本年報所披露者外，自上市日期至本財政年度末，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

可分派儲備

於2018年9月30日，按開曼群島公司法計算，本公司可供分派儲備為7.6百萬元。

董事

於本財政年度及本報告日期，董事為：

執行董事

蔡良聲(主席)(於2017年9月21日獲委任)
蔡瑜玉女士(於2017年9月21日獲委任)
蔡良書先生(於2017年9月21日獲委任)
蔡文浩先生(於2017年9月21日獲委任)

獨立非執行董事

張明輝先生(於2018年3月21日獲委任)
楊海通先生(於2018年3月21日獲委任)
羅健豪先生(於2018年3月21日獲委任)

根據細則，於每屆股東週年大會上，當時在任的三分之一董事須輪值告退，惟各董事須至少每三年於股東週年大會上輪值告退一次。退任董事將可符合資格膺選連任。

各執行董事已與本公司訂立服務協議，初步任期由上市日期起計為期三年，其後將繼續直至根據服務協議條款予以終止為止。各獨立非執行董事的任期為三年，其後將繼續直至任何一方以不少於三個月的書面通知予以終止為止。

REPORT OF THE DIRECTORS

董事報告

DIRECTORS (Continued)

None of the Directors who is proposed for re-election has a service contract with the Company not terminable by the Company within one year without payment of compensation (other than statutory compensation).

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 30.9.2018, interests or short positions of the Directors and chief executives of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long Positions in Shares of the Company:

Name	Capacity	Nature of interests	Number of ordinary Shares held (Note 1)	Number of underlying shares held under equity derivatives 以股本衍生工具所持相關股份數目	Total number of Shares interested	Approximate percentage of the total issued share capital (%) 已發行股本總額概約百分比 (%)
姓名	身分	權益性質	所持普通股數目 (附註1)		擁有權益的股份總數	
Mr. Chua Liang Sie (Note 2) 蔡良聲先生(附註2)	A concert party to an agreement to buy shares described in s.317(1)(a) of the SFO 證券及期貨條例第317(1)(a)條所述購股協議的一致行動人士	Deemed Interest 視作持有權益	576,000,000 (L)	-	576,000,000	72
Ms. Chua Joo Gek (Note 2) 蔡瑜玉女士(附註2)	A concert party to an agreement to buy shares described in s.317(1)(a) of the SFO 證券及期貨條例第317(1)(a)條所述購股協議的一致行動人士	Deemed Interest 視作持有權益	576,000,000 (L)	-	576,000,000	72
Mr. Chua Liang Chui (Note 2) 蔡良书先生(附註2)	A concert party to an agreement to buy shares described in s.317(1)(a) of the SFO 證券及期貨條例第317(1)(a)條所述購股協議的一致行動人士	Deemed Interest 視作持有權益	576,000,000 (L)	-	576,000,000	72

董事(續)

概無擬膺選連任之董事與本公司訂立不可於一年內在不予賠償(法定賠償除外)之情況下終止之服務合約。

董事及主要行政人員於本公司或任何相聯法團的股份、相關股份及債權證的權益及／或淡倉

於2018年9月30日，本公司董事及主要行政人員於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中，擁有已記錄於根據證券及期貨條例第352條所須存置登記冊，或根據GEM上市規則第5.46至5.67條知會本公司及聯交所的權益或淡倉如下：

於本公司股份的好倉：

REPORT OF THE DIRECTORS

董事報告

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION (Continued)

Long Positions in Shares of the Company: (Continued)

Notes:

1. The letter "L" denotes a person's "long position" (as defined under Part XV of the SFO) in such Shares.
2. YJH Group Limited is owned as to approximately 37.93% by Mr. Chua Liang Sie, 17.24% by Ms. Chua Joo Gek, 17.24% by Mr. Chua Liang Chui and 27.59% by Mr. Pang Fook Kiau. On 11.10.2017, Mr. Chua Liang Sie, Ms. Chua Joo Gek, Mr. Chua Liang Chui and Mr. Pang Fook Kiau entered into a concert parties agreement. As such, they were deemed as controlling YJH Group Limited as a group and were deemed to have interests in the Shares held by YJH Group Limited respectively. For details, see "History, Reorganisation and Corporate Structure — Concert parties arrangement" in the Prospectus.

Save as disclosed above, as at 30.9.2018, none of the Directors nor chief executive of the Company had registered an interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which had been recorded in the register kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

SHARE OPTION SCHEME

The Company has adopted a Share Option Scheme, the details of which are set out in note 20 to the consolidated financial statements. No option has been granted under the Share Option Scheme since its adoption.

Save for the Share Options Scheme, at no time from the Listing Date to the date of this report were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them, or was the Company, its holding company, or any of its subsidiaries and fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

董事及主要行政人員於本公司或任何相聯法團的股份、相關股份及債權證的權益及／或淡倉(續)

於本公司股份的好倉：(續)

附註：

1. 「L」指該人士於該等股份的「好倉」（定義見證券及期貨條例第XV部）。
2. YJH Group Limited由蔡良聲先生、蔡瑜玉女士、蔡良書先生及彭福添先生分別擁有約37.93%、17.24%、17.24%及27.59%。於2017年10月11日，蔡良聲先生、蔡瑜玉女士、蔡良書先生及彭福添先生訂立一致行動人士協議。因此，彼等分別被視為共同控制YJH Group Limited及被視為於YJH Group Limited所持股份中擁有權益。詳情請參閱招股章程「歷史、重組及公司架構 — 一致行動人士安排」。

除上文披露者外，於2018年9月30日，概無本公司董事或主要行政人員就於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有已記錄於本公司根據證券及期貨條例第352條所存置登記冊或根據GEM上市規則第5.46至5.67條知會本公司及聯交所的權益或淡倉而進行登記。

購股權計劃

本公司已採納一項購股權計劃，其詳情載於綜合財務報表附註20。自採納購股權計劃以來，概無授出購股權。

除購股權計劃外，本公司於上市日期起至本報告日期任何時間概無授予任何董事或彼等各自的配偶或18歲以下子女可藉購入本公司股份或債權證而獲益的權利，或彼等亦無行使該等權利，或本公司、其控股公司或其任何附屬公司及同系附屬公司亦無訂立任何安排致使董事可購入任何其他法人團體的該等權利。

REPORT OF THE DIRECTORS

董事報告

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

As at 30.9.2018, other than the Directors and chief executive of the Company, the following persons/entities have an interest or a short position in the Shares or the underlying Shares of the Company as recorded in the register of the Company required to be kept under section 336 of the SFO:

Long Position in Shares of the Company:

主要股東於本公司股份及相關股份的權益及／或淡倉

於2018年9月30日，除本公司董事及主要行政人員外，以下人士／實體於本公司股份或相關股份中擁有記錄於根據證券及期貨條例第336條本公司須予存置的登記冊的權益或淡倉：

於本公司股份的好倉：

Name	Capacity	Nature of interests	Number of ordinary Shares held (Note 1)	Number of underlying shares held under equity derivatives 以股本衍生工具所持相關股份數目	Total number of Shares interested	Approximate percentage of the total issued share capital (%) 已發行股本總額概約百分比 (%)
姓名	身分	權益性質	所持普通股數目 (附註1)		擁有權益的股份總數	
Mr. Pang Fook Kiau (Note 2) 彭福添先生(附註2)	A concert party to an agreement to buy shares described in s.317(1)(a) of the SFO 證券及期貨條例第317(1)(a)條所述購股協議的一致行動人士	Deemed Interest 視作持有權益	576,000,000 (L)	-	576,000,000	72
YJH Group Limited YJH Group Limited	Beneficial owner 實益擁有人	Beneficial Interest 實益持有權益	576,000,000 (L)	-	576,000,000	72

Notes:

- The letter "L" denotes a person's "long position" (as defined under Part XV of the SFO) in such Shares.
- YJH Group Limited is owned as to approximately 37.93% by Mr. Chua Liang Sie, 17.24% by Ms. Chua Joo Gek, 17.24% by Mr. Chua Liang Chui and 27.59% by Mr. Pang Fook Kiau. On 11.10.2017, Mr. Chua Liang Sie, Ms. Chua Joo Gek, Mr. Chua Liang Chui and Mr. Pang Fook Kiau entered into a concert parties agreement. As such, they were deemed as controlling YJH Group Limited as a group and were deemed to have interests in the Shares held by YJH Group Limited respectively. For details, see "History, Reorganisation and Corporate Structure — Concert parties arrangement" in the Prospectus.

附註：

- 「L」指該人士於該等股份的「好倉」（定義見證券及期貨條例第XV部）。
- YJH Group Limited由蔡良聲先生、蔡瑜玉女士、蔡良書先生及彭福添先生分別擁有約37.93%、17.24%、17.24%及27.59%。於2017年10月11日，蔡良聲先生、蔡瑜玉女士、蔡良書先生及彭福添先生訂立一致行動人士協議。因此，彼等分別被視為共同控制YJH Group Limited及被視為於YJH Group Limited所持股份中擁有權益。詳情請參閱招股章程「歷史、重組及公司架構 — 一致行動人士安排」。

REPORT OF THE DIRECTORS

董事報告

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

(Continued)

Save as disclosed above, as at 30.9.2018 and so far as known to the Directors, no person, other than the Directors and chief executive of the Company whose interests are set out in the section "Directors' and Chief Executives' Interests and Short Position in Shares, Underlying Shares and Debentures" above, had notified the Company of an interest or short position in the Shares or underlying Shares of the Company which had been required to be recorded in the register required to be kept by the Company pursuant Section 336 of the SFO.

SUFFICIENCY OF PUBLIC FLOAT

At the date of this report, based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed public float under the GEM Listing Rules.

PERMITTED INDEMNITY PROVISION

The Company has in place appropriate insurance coverage on Directors' and officers' liabilities in respect of any legal actions taken against Directors and senior management arising out of corporate activities. The insurance coverage is currently in force and was in force since the Listing Date.

DIRECTORS' MATERIAL INTERESTS IN SIGNIFICANT TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

There were no transactions, arrangements or contracts that are significant in relation to the businesses of the Company and its subsidiaries to which either the Company or any of its subsidiaries were a party and in which a Director or his/her connected entity had a material interest, whether directly or indirectly, subsisted at the end of the financial year or at any time during the financial year.

BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Group at the end of the financial year are set out in note 10 to the consolidated financial statements.

SUMMARY OF FINANCIAL INFORMATION

A summary of the results and of the assets and liabilities of the Group are set out in the section headed "Summary of Financial Information" in this annual report.

主要股東於本公司股份及相關股份的權益及／或淡倉(續)

除上文披露者外，於2018年9月30日及據董事所知，並無人士(其權益載列於上文「董事及主要行政人員於股份、相關股份及債權證的權益及淡倉」的本公司董事及主要行政人員除外)告知本公司彼等於本公司股份或相關股份中持有須紀錄於根據證券及期貨條例第336條須存置的登記冊的權益或淡倉。

足夠公眾持股量

於本報告日期，根據本公司公開所得資料及據董事所知悉，本公司已維持GEM上市規則規定之公眾持股量。

獲准許彌償條文

本公司已投購適當之保險，承保董事及高級職員因公司活動所產生針對董事及高級管理層之任何法律訴訟責任。保險承保範圍現已生效，乃自上市日期起生效。

安排及合約中的權益、董事於重大交易

於本財政年度末或本財政年度內任何時間，本公司或其任何附屬公司並無訂立與本公司及其附屬公司業務有重大關聯之交易、安排或合約，董事或其關聯實體概無直接或間接於其中擁有重大權益。

銀行貸款及其他借款

本集團於本財政年度末之銀行貸款及其他貸款詳情載於綜合財政報表附註10。

財務資料概要

本集團業績以及資產及負債之概要載於本年報「財務資料概要」一節。

REPORT OF THE DIRECTORS 董事報告

RETIREMENT SCHEMES

The Group contributes to a defined contribution plan. The details are set out under the sub-section headed “Employee benefits” in note 2(e) to the consolidated financial statements.

CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules and considers all the independent non-executive Directors to be independent.

EVENTS AFTER THE REPORTING PERIOD

There were no significant events after the reporting period of the Group.

AUDITORS

The financial statements have been audited by Foo Kon Tan LLP who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting.

FORWARD LOOKING STATEMENTS

This report contains forward looking statements with respect to the financial conditions, results of operations and business of the Group. These forward looking statements represent the Company’s expectations or beliefs concerning future events and involve known and unknown risks and uncertainty that could cause actual results, performance or events to differ materially from those expressed or implied in such statements.

On behalf of the Board

Sunlight (1977) Holdings Limited

Chua Liang Sie

Executive Director, Chairman and Chief Executive Officer

Singapore, 14.12.2018

退休計劃

本集團就界定供款計劃供款。詳情載於綜合財政報表附註2(e)「僱員福利」分節。

確認獨立性

本公司已收到各獨立非執行董事根據GEM上市規則第5.09條就其獨立性發出之年度確認書，認為各獨立非執行董事確屬獨立人士。

報告期後事項

於報告期後，本集團並無重大事項。

核數師

財務報表已由 Foo Kon Tan LLP 審核，Foo Kon Tan LLP 將於應屆股東周年大會退任，並符合資格膺選連任。

前瞻性陳述

本報告載有關於本集團財務狀況、營運業績及業務之前瞻性陳述。該等前瞻性陳述為本公司對未來事件之預期或信念，並涉及已知及未知之風險及不明朗因素，該等風險及不明朗因素可能導致實際業績、表現或事件與於該等陳述內表述或表明者顯著不同。

代表董事會

日光(1977)控股有限公司

執行董事、主席兼行政總裁

蔡良聲

新加坡，2018年12月14日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

To the members of Sunlight (1977) Holdings Limited Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Sunlight (1977) Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 50 to 127, which comprise the consolidated statement of financial position as at 30 September 2018, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30 September 2018, and of its consolidated financial performance, consolidated changes in equity and consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

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

致日光(1977)控股有限公司股東 綜合財務報表的審核報告

意見

吾等已審核第50至第127頁所載日光(1977)控股有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，該等綜合財務報表包括於2018年9月30日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註，包括重大會計政策概要。

吾等認為，隨附綜合財務報表已根據國際財務報告準則(「國際財務報告準則」)真實而中肯地反映 貴集團於2018年9月30日的綜合財務狀況以及截至該日止年度的綜合財務表現、綜合權益變動及綜合現金流量，並遵照香港公司條例的披露規定妥為編製。

意見的基礎

吾等根據國際審計準則(「國際審計準則」)進行審核。在該等準則下，吾等的責任在吾等的報告內「核數師就審核綜合財務報表須承擔的責任」一節進一步闡述。根據國際會計師職業道德準則理事會之「職業會計師道德守則」(「IESBA守則」)，吾等獨立於 貴集團，並已遵循IESBA守則履行其他道德責任。吾等相信，吾等所獲得的審核憑證能充足及適當地為吾等的意見提供基礎。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matters

Key audit matters are those matters that, in our professional 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.

關鍵審核事項

根據吾等的專業判斷，關鍵審核事項為吾等於審核本期間的綜合財務報表中最重要的事項。吾等在審核綜合財務報表整體及就此達致意見時處理此等事項，而不會就此等事項單獨發表意見。

Key audit matter

關鍵審核事項

Our responses and work performed

吾等的回應及所進行的工作

Revaluation of leasehold building

租賃樓宇重估

The Group carries its leasehold factory building at fair value, with the change in fair value being recognised in other comprehensive income. The Group engages a firm of independent professional valuation experts to assess the fair value at the end of each reporting period. The fair value of the leasehold factory building is determined by the independent professional valuer using recognised valuation techniques. The technique applied is the market approach, by making reference to comparable sales transactions as available in the relevant market. Significant judgement and estimates are required in the valuation technique and inputs used to determine the fair value of the leasehold factory building.

貴集團的租賃工廠大廈按公平值列賬，其公平值變動於其他全面收益確認。貴集團委聘獨立專業估值專家公司評估各報告期末的公平值。租賃工廠大廈的公平值乃由獨立專業估值師使用已確認估值技術釐定。所用技術為市場法，乃參考相關市場內公開的可資比較銷售交通。使用釐定租賃工廠大廈公平值的估值技術及輸入數據時，須作出重大判斷及估計。

Our procedures in relation to the revaluation of leasehold building included:

- Assessing the methodologies and appropriateness of the key assumptions used by the management's expert;
- Understanding and reviewing the assumptions in the input data from the management's expert through discussions, comparisons to industry peers and independent external data sources and where available to agreement with supporting documentation and historical trends; and
- Evaluating the competence, capabilities and objectivity of the management's expert.

吾等就重估租賃樓宇進行的程序包括：

- 評估管理層專家所採用主要假設的方康及適當性；
- 透過討論、對比同業及獨立外部數據來源及(如適用)輔有證明文件的協議以及過往趨勢，向管理層專家瞭解及審閱輸入數據中的假設；及
- 評估管理層專家的資格、能力及客觀性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key audit matter

關鍵審核事項

Our responses and work performed

吾等的回應及所進行的工作

Revaluation of leasehold building

租賃樓宇重估

Fair value encompasses estimating the expected selling prices of the underlying assets by identifying the comparable assets and determining the current market selling prices of these assets. Input inaccuracies or inappropriate bases used to determine the level of impairment, including the comparable assets used in the fair value measurements, could result in material misstatement in the consolidated financial statements.

公平值包括通過識別可資比較資產及釐定該等資產的當前市場售價來估計相關資產的預期售價。用於釐定減值水平的輸入數據不準確或基礎不合適(包括用於公平值計量的可資比較資產)會導致綜合財務報表出現重大錯誤陳述。

The valuation techniques and inputs to the revaluation of leasehold building are disclosed in Note 3 to the consolidated financial statements.

重估租賃樓宇所用的估值技術及輸入數據披露於綜合財務報表附註3。

We involved auditor's expert to assist us in the above. We evaluated the competence, capabilities and objectivity of the auditor's expert, and the adequacy of the work performed by the experts.

We also considered the adequacy of disclosures in the consolidated financial statements, describing the methodologies used, degree of subjectivity and key assumptions used in the estimates.

吾等已聘請核數師專家協助吾等進行上述程序。吾等已評估核數師專家的資格、能力及客觀性，以及專家所開展工作的充足性。

我們亦考慮綜合財務報表所作披露是否充分、所用方法的描述、主觀程度及估計中所用主要假設。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Other Information

The directors are responsible for the other information. The other information comprises the information included in the annual report, which we obtained prior to the date of this auditor's report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we 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 identified above 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.

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

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

其他資料

董事須對其他資料負責。其他資料包括年報內所載且吾等於本核數師報告日期前獲得的資料，惟不包括綜合財務報表及吾等之核數師報告。

吾等對綜合財務報表的意見並不涵蓋其他資料，吾等亦不對其他資料發表任何形式的鑒證結論。

在吾等審核綜合財務報表時，吾等的責任是閱讀上述其他資料，在此過程中，考慮其他資料是否與綜合財務報表或吾等在審核過程中所了解的情況有重大不符，或者存在重大錯誤陳述。基於吾等執行的工作，如果吾等認為其他資料有重大錯誤陳述，吾等需要報告該事實。在這方面，吾等沒有任何報告。

董事及治理層就綜合財務報表須承擔之責任

董事須負責根據國際財務報告準則及香港公司條例的披露規定編製真實而中肯的綜合財務報表，並對其認為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, 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.

核數師就審計綜合財務報表承擔的責任

吾等的目標，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，並出具包括吾等意見的核數師報告。合理保證是高水平的保證，但不能保證按照國際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，如果合理預期彼等單獨或匯總起來可能影響使用者依賴該等綜合財務報表所作出的經濟決定，則有關錯誤陳述可被視作重大。

在根據國際審計準則進行審計的整個過程中，吾等運用專業判斷及保持專業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及獲取充足和適當的審計憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕於內部控制之上，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，以設計於有關情形下屬適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評估董事所採用會計政策的恰當性及作出會計估計及相關披露的合理性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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.

核數師就審計綜合財務報表承擔的責任(續)

- 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。如果吾等認為存在重大不確定性，則有必要在吾等的核數師報告書中提請用者注意綜合財務報表中的相關披露，或倘有關披露不足，則吾等應當修改吾等意見。吾等的結論是基於截至核數師報告書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。
- 評估綜合財務報表的整體列報方式、結構及內容，包括披露，以及綜合財務報表是否公平反映相關交易及事項。
- 就貴集團內實體或業務活動的財務資訊獲取充足、適當的審計憑證，以對綜合財務報表發表意見。吾等負責集團審計的方向、監督及執行。吾等為審計意見承擔全部責任。

除其他事項外，吾等與治理層溝通計劃的審計範圍、時間安排、重大審計發現等，包括吾等在審計中識別的內部控制的任何重大缺陷。

吾等亦向治理層提交聲明，說明吾等已符合有關獨立性的相關道德要求，並與彼等溝通有可能合理地被認為會影響吾等獨立性的所有關係及其他事項，以及在適用的情況下，相關的防範措施。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

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 Chin Sin Beng.

Foo Kon Tan LLP

A principal member of HLB International
Public Accountants and
Chartered Accountants
Singapore

14 December 2018

核數師就審計綜合財務報表承擔的責任(續)

從與治理層溝通的事項中，吾等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。吾等在核數師報告書中描述該等事項，除非法律或法規不允許公開披露事項，或在極端罕見的情況下，如果合理預期在吾等報告書中溝通某事項造成的負面後果超過產生的公眾利益，吾等決定不應在報告書中溝通該事項。

出具獨立核數師報告書的審計專案合夥人是陳樂明。

Foo Kon Tan LLP

浩信國際主要成員
公共會計師及
註冊會計師
新加坡

2018年12月14日

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

as at 30.9.2018

於2018年9月30日

		Note 附註	2018 2018年 \$'000 千元	2017 2017年 \$'000 千元
ASSETS	資產			
Non-Current Assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	3	7,104	7,420
Current Assets	流動資產			
Inventories	存貨	4	998	718
Trade and other receivables	貿易及其他應收款項	5	2,486	1,893
Prepayments	預付款項		69	257
Cash and cash equivalents	現金及現金等價物	6	7,668	3,095
			11,221	5,963
Total assets	總資產		18,325	13,383
EQUITY AND LIABILITIES	權益及負債			
Capital and Reserves	股本及儲備			
Share capital	股本	7	1,338	*
Reserves	儲備	8	12,959	8,041
Total equity attributable to owners of the Company	本公司擁有人應佔權益總額		14,297	8,041
Non-Current Liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	9	1,016	1,032
Borrowings	借款	10	317	16
			1,333	1,048
Current Liabilities	流動負債			
Borrowings	借款	10	113	119
Trade and other payables	貿易及其他應付款項	11	2,432	3,873
Current tax payable	即期稅項負債		150	302
			2,695	4,294
Total liabilities	負債總額		4,028	5,342
Total equity and liabilities	權益及負債總額		18,325	13,383

* less than \$1,000

* 少於1,000元

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

隨附附註組成該等財務報表的一部份，並須與該等財務報表一併閱讀。

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

for FY2018

2018財政年度

		Note 附註	2018 2018年 \$'000 千元	2017 2017年 \$'000 千元
Revenue	收益	12	13,635	12,186
Cost of sales	銷售成本		(10,518)	(8,693)
Gross profit	毛利		3,117	3,493
Other income	其他收入	13	441	123
Selling and distribution expenses	銷售及分銷開支		(1,287)	(1,085)
Administrative expenses	行政開支		(1,138)	(762)
Listing expenses	上市開支		(2,285)	(724)
Other expenses	其他開支	14	(1)	(27)
Finance costs	融資成本	15	(21)	(10)
(Loss)/Profit before taxation	除稅前(虧損)/溢利	16	(1,174)	1,008
Taxation	稅項	18	(129)	(268)
(Loss)/Profit for the year	年內(虧損)/溢利		(1,303)	740
Other comprehensive income after tax:	除稅後其他全面收益：			
Items that will not be reclassified subsequently to profit or loss	其後將不會重新分類至損益的項目			
Revaluation of leasehold building	重估租賃樓宇		-	(231)
Related tax	相關稅項		-	39
Other comprehensive loss for the year, net of tax	年內其他全面虧損(除稅後)	3	-	(192)
Total comprehensive (loss)/income for the year attributable to owners of the Company	本公司擁有人應佔年內全面(虧損)/收益總額		(1,303)	548
(Loss)/Earnings per share attributable to owners of the Company (Singapore cent)	本公司擁有人應佔每股(虧損)/盈利(新加坡仙)			
- Basic and diluted	- 基本及攤薄	19	(0.16)	0.12

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

隨附附註組成該等財務報表的一部份，並須與該等財務報表一併閱讀。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

for FY2018

2018財政年度

		Attributable to owners of the Company 本公司擁有人應佔					
		Share capital	Share premium	Merger reserve	Revaluation reserve	Retained earnings	Total equity
		股本	股份溢價	合併儲備	重估儲備	保留溢利	權益總額
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元
Balance at 1.10.2016	於2016年10月1日之結餘	*	-	580	4,903	4,040	9,523
Profit for the year	年內溢利	-	-	-	-	740	740
Other comprehensive loss for the year	年內其他全面虧損						
— Revaluation of leasehold building	— 重估租賃樓宇	-	-	-	(192)	-	(192)
Total comprehensive (loss)/ income for the year	年內全面(虧損)/收益總額	*	-	-	(192)	740	548
Contributions by and distributions to owners	擁有人出資及應佔分派						
— Dividends declared (Note 28)	— 已宣派股息(附註28)	-	-	-	-	(2,030)	(2,030)
Transactions with owners in their capacity as owners	以彼等為擁有人的身份與擁有人進行的交易	-	-	-	-	(2,030)	(2,030)
Balance at 30.9.2017	於2017年9月30日之結餘	*	-	580	4,711	2,750	8,041
Balance at 1.10.2017	於2017年10月1日之結餘	*	-	580	4,711	2,750	8,041
Loss for the year, representing total comprehensive loss for the year	年內虧損，指年內全面虧損總額	-	-	-	-	(1,303)	(1,303)
Contributions by and distributions to owners	擁有人出資及應佔分派						
— Issuance of shares (Note 7)	— 發行股份(附註7)	335	8,862	-	-	-	9,197
— Capitalisation issue	— 資本化發行	1,003	(1,003)	-	-	-	-
— Transaction costs attributable to issuance of new shares	— 發行新股份相關交易成本	-	(1,637)	-	-	-	(1,637)
Changes in ownership interests in subsidiaries	附屬公司擁有權權益的變動						
— Effects of reorganisation	— 重組的影響	-	(1)	-	-	-	(1)
Transactions with owners in their capacity as owners	以彼等為擁有人的身份與擁有人進行的交易	1,338	6,221	-	-	-	7,559
Balance at 30.9.2018	於2018年9月30日之結餘	1,338	6,221	580	4,711	1,447	14,297

* less than \$1,000

* 少於1,000元

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

隨附附註組成該等財務報表的一部份，並須與該等財務報表一併閱讀。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

for FY2018

2018財政年度

	Note	2018 2018年 \$'000 千元	2017 2017年 \$'000 千元
	附註		
Cash Flows from Operating Activities	來自經營活動的現金流量		
(Loss)/Profit before taxation	除稅前(虧損)/溢利	(1,174)	1,008
Adjustments for:	就以下各項作出調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	3	355
Listing expenses	上市費用	2,285	724
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	14	27
Interest expense	利息開支	15	10
Interest income	利息收入	13	(36)
Write-down on inventories	存貨撇減	4	6
Operating profit before working capital changes	營運資金變動前經營溢利	1,416	2,094
Changes in inventories	存貨變動	(280)	(10)
Changes in trade and other receivables	貿易及其他應收款項變動	(593)	256
Change in prepayments	預付款項變動	188	(234)
Changes in trade and other payables	貿易及其他應付款項變動	(554)	(1,140)
Cash generated from operations	經營業務所得現金	177	966
Income taxes paid	已付所得稅	(297)	(252)
Net cash (used in)/generated from operating activities	經營業務(所用)/所得現金淨額	(120)	714
Cash Flows from Investing Activities	來自投資活動的現金流量		
Interest received	已收利息	32	36
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	-	16
Purchase of property, plant and equipment	購買物業、廠房及設備	3	(15)
Net cash generated from investing activities	投資活動所得現金淨額	32	37

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

隨附附註組成該等財務報表的一部份，並須與該等財務報表一併閱讀。

CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

綜合現金流量表(續)

for FY2018

2018財政年度

		2018	2017
		2018年	2017年
	Note	\$'000	\$'000
	附註	千元	千元
Cash Flows from Financing Activities	來自融資活動的現金流量		
Interest paid	已付利息	(21)	(10)
Issuance of shares	發行股份	9,196	-
Payment of dividends	股息付款	(2,030)	-
Payment of listing expenses	支付上市開支	(2,779)	(230)
Proceeds from bank loan	銀行貸款所得款項	500	-
Repayment of borrowings	償還借款	(205)	(158)
Repayment of non-trade amounts due to directors	償還非貿易應付董事款項	-	(2,155)
Net cash generated from/(used in) financing activities	融資活動所得/(所用)現金淨額	4,661	(2,553)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	4,573	(1,802)
Cash and cash equivalents at beginning of year	年初現金及現金等價物	3,095	4,897
Cash and cash equivalents at end of year	年末現金及現金等價物	7,668	3,095

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

隨附附註組成該等財務報表的一部份，並須與該等財務報表一併閱讀。

CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

綜合現金流量表(續)

for FY2018

2018財政年度

Reconciliation of Movements of Liabilities to Cash Flows Arising from Financing Activities 負債對融資活動所得現金流量變動之對賬

		Obligations under finance leases	Bank loan	Total
		融資租賃承擔	銀行貸款	總計
		\$'000	\$'000	\$'000
		千元	千元	千元
Balance at 1.10.2017	於2017年10月1日之結餘	135	-	135
Changes from financing cash flows	融資現金流量變動			
— Proceeds from bank loan	— 銀行貸款所得款項	-	500	500
— Repayment of borrowings	— 償還借款	(119)	(86)	(205)
— Interest paid	— 已付利息	(8)	(13)	(21)
Total changes from financing cash flows	融資現金流量變動總額	(127)	401	274
Other changes	其他變動			
— Interest expense	— 利息開支	8	13	21
Total liability-related other changes	與權益相關的其他變動總額	8	13	21
Balance at 30.9.2018	於2018年9月30日之結餘	16	414	430

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

隨附附註組成該等財務報表的一部份，並須與該等財務報表一併閱讀。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

1 General Information

The consolidated financial statements of Sunlight (1977) Holdings Limited (the “Company”) and its subsidiaries (the “Group”) for FY2018 were authorised for issue in accordance with a resolution of the directors on 14.12.2018.

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 21.9.2017. The shares of the Company were listed on GEM on 16.4.2018.

The registered address of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The head office and principal place of business in Singapore is located at 11 Tuas South Street 5, Singapore 637590. The principal place of business of the Company in Hong Kong is located at 13/F, Wah Yuen Building, 149 Queen’s Road Central, Central, Hong Kong.

The Group is principally engaged in the supply of tissue products to corporate customers in Singapore. The subsidiary directly and wholly-owned by the Company is SPP Investments, which is an investment holding company. The subsidiary indirectly and wholly-owned by the Company (through SPP Investments) is Sunlight Paper, which is principally engaged in the supply of tissue products to corporate customers in Singapore. Details of the subsidiaries are disclosed in Note 24 to the consolidated financial statements.

The immediate and ultimate holding company is YJH Group, a company incorporated in BVI.

1 一般資料

日光(1977)控股有限公司(「本公司」)及其附屬公司(「本集團」)於2018財政年度的綜合財務資料已於2018年12月14日根據一項董事會決議案授權刊發。

本公司於2017年9月21日在開曼群島註冊成立為獲豁免有限公司。本公司股份於2018年4月16日在GEM上市。

本公司的註冊地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。新加坡總辦事處及主要營業地點位於11 Tuas South Street 5, Singapore 637590。本公司的香港主要營業地點位於香港中環皇后大道中149號華源大廈13樓。

本集團主要從事向新加坡企業客戶供應衛生紙產品。SPP Investments為本公司直接全資擁有的附屬公司，為投資控股公司。Sunlight Paper為本公司(透過SPP Investments)間接全資擁有的附屬公司，主要從事向新加坡企業客戶供應衛生紙產品。附屬公司詳情披露於綜合財務報表附註24。

直接及最終控股公司為YJH集團(於英屬處女群島註冊成立的公司)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

2(a) Group Reorganisation

In preparation for the Listing, the companies comprising the Group underwent the Reorganisation as described below.

- (i) The Company was incorporated in the Cayman Islands on 21.9.2017 with an authorised share capital of HK\$380,000 divided into 38,000,000 shares of HK\$0.01 each. On the same date, the Company allotted and issued 1 fully paid share at par.
- (ii) SPP Investments was incorporated in BVI as a limited liability company on 6.10.2017. As at the date of incorporation, SPP Investments was wholly-owned by the Company.
- (iii) As part of the Reorganisation, on 11.10.2017, Mr. LS Chua, Ms. Chua, Mr. LC Chua and Mr. Pang transferred their entire interest in Sunlight Paper to SPP Investments at a consideration of \$8,537,600 which was determined with reference to the net asset value of Sunlight Paper as at 30.9.2017, and was satisfied by way of allotment and issuance of an aggregate 579,999 shares, credited as fully paid-up in the capital of the Company. Following the acquisition, Sunlight Paper became an indirect wholly-owned subsidiary of the Company.

2(b) Basis of Preparation

The consolidated financial statements are prepared in accordance with IFRS including related Interpretations promulgated by the International Financial Reporting Interpretations Committee ("IFRIC"). The consolidated financial statements have been prepared under the historical cost convention, except as disclosed in the accounting policies below.

The presentation of the consolidated financial statements includes applicable disclosures required by the GEM Listing Rules and the Companies Ordinance.

The consolidated financial statements are presented in SGD which is the Company's functional currency. All financial information is presented in SGD and rounded to the nearest thousand, unless otherwise stated.

2(a) 集團重組

為籌備上市，組成本集團的公司已進行下述重組。

- (i) 本公司於2017年9月21日於開曼群島註冊成立，法定股本為380,000港元分為38,000,000股每股面值0.01港元的股份。同日，本公司按面值配發及發行1股繳足股份。
- (ii) SPP Investments於2017年10月6日於英屬處女群島註冊成立為有限公司。於註冊成立日期，SPP Investments由本公司全資擁有。
- (iii) 作為重組其中一環，於2017年10月11日，蔡良聲先生、蔡女士、蔡良書先生及彭先生向SPP Investments轉讓其於Sunlight Paper的股權，代價為8,537,600元，乃參考Sunlight Paper於2017年9月30日之資產淨值釐定，已透過配發及發行本公司股本中合共579,999股入賬列作繳足股份的方式支付。於收購後，Sunlight Paper成為本公司的間接全資附屬公司。

2(b) 呈列基準

綜合財務報表乃根據國際財務報告準則編製，包括國際財務報告詮釋委員會（「國際財務報告詮釋委員會」）頒佈的詮釋。綜合財務報表已按照歷史成本慣例編製，惟下述會計政策所披露者外。

綜合財務報表的呈列包括GEM上市規則及公司條例所規定的適用披露。

綜合財務報表乃以本公司的功能貨幣新加坡元呈列。除另有說明外，所有財務資料均以新加坡元呈列，並已約整至最接近千位。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

2(b) Basis of Preparation (Continued)

Significant accounting estimates and judgements

The preparation of the consolidated financial statements in conformity with IFRS requires the use of judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the financial year. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The significant accounting estimates and assumptions used and areas involving a high degree of judgement are described below.

Significant judgements in applying accounting policies

Going concern

The Group had incurred net loss and net operating cash outflows of \$1,303,000 (2017: net profit of \$740,000) and \$120,000 (2017: net operating cash inflows of \$714,000), respectively, for FY2018. The net loss for FY2018 was mainly attributed to the listing expenses incurred of \$2,285,000 (2017: \$724,000). Excluding the listing expenses, the Group would have generated a net profit of \$982,000 (2017: \$1,464,000) for FY2018. In addition, the Group had net current assets and net assets of \$8,526,000 (2017: \$1,669,000) and \$14,297,000 (2017: \$8,041,000), respectively, as at 30.9.2018.

Based on the above, the directors believe that the Group will have sufficient working capital and financial resources to meet its obligations as and when they fall due for the next twelve months from the end of the reporting period. Consequently, the directors consider that there is no material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern.

2(b) 呈列基準(續)

重大會計估計及判斷

編製符合國際財務報告準則的綜合財務報表需要使用判斷、估計和假設，該等判斷、估計和假設影響在綜合財務報表日期資產和負債的申報金額以及或然資產和負債的披露，以及財政年度內收入及開支的申報金額。儘管該等估計乃基於管理層對當前事件和行動的最透徹了解，但實際結果最終可能與該等估計有所不同。

估計及相關假設將持續檢討。對會計估計的修訂會於修訂估計的期間及受影響的任何日後期間確認。

所用重大會計估計及假設以及涉及高度判斷的範疇於下文載述。

應用會計政策時的重大判斷

持續經營

本集團於2018財政年度分別產生淨虧損及經營現金流出淨額1,303,000元(2017年：純利740,000元)及120,000元(2017年：經營現金流入淨額714,000元)。2018財政年度的淨虧損主要由於產生上市開支2,285,000元(2017年：724,000元)所致。經扣除上市開支，本集團於2018財政年度產生純利982,000元(2017年：1,464,000元)。另外，於2018年9月30日，本集團分別有流動資產淨值及資產淨值8,526,000元(2017年：1,669,000元)及14,297,000元(2017年：8,041,000元)。

基於上文所述，董事相信，本集團在報告期末起計未來十二個月內有足夠營運資金及財務資源應付到期債務。因此，董事認為，並無任何重大不明朗因素可能對本公司的持續經營能力存疑。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

2(b) Basis of Preparation (Continued)

Significant judgements in applying accounting policies

(Continued)

Income taxes

Significant judgement is involved in determining group-wide provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax 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 recognised, such differences will affect the income tax and deferred tax provisions in the period in which such determination is made. The carrying amount of the Group's deferred tax liabilities at the end of the reporting period and the Group's income taxes for the year are disclosed in Note 9 and Note 18 to the consolidated financial statements, respectively.

Significant assumptions used and accounting estimates in applying accounting policies

Revaluation of leasehold building

At the end of the reporting period, the Group carries its leasehold building at fair value, with the change in fair value being recognised in other comprehensive income. The Group has engaged a firm of independent professional valuation experts to assess the fair value of its leasehold building, which is determined using recognised valuation techniques. These techniques comprise both the market approach and income approach. The carrying amount of the leasehold building at fair value at the end of the reporting period is disclosed in Note 3 to the consolidated financial statements. The valuation techniques and inputs used to determine the fair value of the leasehold building are provided in Note 3 to the consolidated financial statements.

2(b) 呈列基準(續)

應用會計政策時的重大判斷(續)

所得稅

釐定本集團全部所得稅撥備時涉及重大判斷。有若干交易及計算於日常業務過程中有關最終稅項之釐定是不能確定的。本集團根據額外稅項是否將會到期以確認預期稅項的負債。倘上述事項的最終稅務結果與初步確認的金額不同，此等差額於差額確定之期間內，將影響所得稅及遞延稅項的撥備。本集團遞延稅項負債的於報告期末賬面值及本集團年內所得稅分別披露於綜合財務報表附註9及附註18。

應用會計政策時所用的重大假設及會計估計

重估租賃樓宇

於報告期末，本集團的租賃樓宇按公平值列賬，其公平值變動於其他全面收益確認。本集團已委聘獨立專業估值專家公司評估其租賃樓宇的公平值(利用已確認估值技術釐定)。該等技術包括市場法及收入法。按公平值列賬的租賃樓宇於報告期末的賬面值披露於綜合財務報表附註3。用於釐定租賃樓宇公平值的估值技術及輸入數據載於綜合財務報表附註3。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

2(b) Basis of Preparation (Continued)

Significant assumptions used and accounting estimates in applying accounting policies (Continued)

Depreciation of property, plant and equipment

The costs of property, plant and equipment are depreciated on a straight-line or reducing balance basis over the estimated economic useful lives of the assets. The Group's business is capital intensive and the annual depreciation of property, plant and equipment forms a significant component of total costs charged to profit or loss. Management estimates the useful lives of property, plant and equipment to be within 3 to 60 years. In particular, management estimates the useful life of the leasehold building to be 60 years. The carrying amount of the Group's property, plant and equipment at the end of the reporting period is disclosed in Note 3 to the consolidated financial statements. The Group performs annual reviews on whether the assumptions made on useful lives continue to be valid. As changes in the expected level of usage, maintenance programmes and technological developments could impact the economic useful lives and the residual values of these assets, future depreciation charges could be revised. If depreciation on the Group's property, plant and equipment increases/decreases by 10% from management's estimates, the Group's results for the year will decrease/increase by \$32,000 (2017: \$36,000).

Allowance for inventory obsolescence

The Group reviews the ageing analysis of inventories at the end of each reporting period, and makes allowance for obsolete and slow-moving inventory items identified that are no longer suitable for sale. The net realisable values for such inventories are estimated based primarily on the latest invoice prices and current market conditions. Possible changes in these estimates could result in revisions to the valuation of inventories. The carrying amount of the Group's inventories at the end of the reporting period is disclosed in Note 4 to the consolidated financial statements. If the net realisable values of the inventories decrease/increase by 10% from management's estimates, the Group's results for the year will decrease/increase by \$100,000 (2017: \$72,000).

2(b) 呈列基準(續)

應用會計政策時所用的重大假設及會計估計(續)

物業、廠房及設備折舊

物業、廠房及設備的成本按資產的估計經濟可使用年期以直線法或以扣減餘額的方式計提折舊。本集團的業務屬於資本密集型，而物業、廠房及設備的年度折舊構成於損益扣除的總成本的重要組成部分。管理層估計物業、廠房及設備的可使用年期介乎3至60年。具體而言，管理層估計租賃樓宇的可使用年期為60年。本集團物業、廠房及設備於報告期末的賬面值披露於綜合財務報表附註3。本集團每年進行檢討，以判斷為可使用年期所作假設是否仍然有效。由於預計使用程度、維修保養計劃及技術發展會影響該等資產的經濟可使用年期及剩餘價值，因此未來折舊開支可予修正。倘本集團物業、廠房及設備的折舊較管理層估計增加／減少10%，則本集團的年度業績將減少／增加32,000元(2017年：36,000元)。

陳舊存貨撥備

本集團於報告期末檢討存貨賬齡分析，並就識別為不再適合作銷售用途的陳舊及滯銷存貨項目計提撥備。有關存貨的可變現淨值主要基於最近期發票價格及當前市況估計。該等估計如有變更，可能導致存貨估值修訂。本集團存貨於報告期末的賬面值披露於綜合財務報表附註4。倘存貨的可變現淨值較管理層估計減少／增加10%，則本集團的年度業績將減少／增加100,000元(2017年：72,000元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

2(b) Basis of Preparation (Continued)

Significant assumptions used and accounting estimates in applying accounting policies (Continued)

Impairment of loans and receivables

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset is impaired. To determine whether there is objective evidence of impairment, the Group considers factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments.

Where there is objective evidence of impairment, the amount and timing of future cash flows are estimated based on historical loss experience for assets with similar credit risk characteristics. The carrying amount of the Group's loans and receivables at the end of the reporting period is disclosed in Note 5 to the consolidated financial statements. If the present value of estimated future cash flows decreases/increases by 10% from management's estimates, the Group's allowance for impairment of loans and receivables will increase/decrease by \$249,000 (2017: \$189,000).

The accounting policies used by the Group have been applied consistently to all periods presented in these financial statements.

2(b) 呈列基準(續)

應用會計政策時所用的重大假設及會計估計(續)

貸款及應收款項減值

本集團於各報告期末評估是否存在客觀跡象顯示財務資產出現減值。為釐定是否存在客觀跡象顯示減值，本集團考慮債務人失去償債能力或面臨重大財政困難的可能性以及債務違約或償付出現重大延誤的可能性。

若存在減值的客觀跡象，則根據有類似信貸風險特徵的資產的過往損失經驗，估計其未來現金流量的金額及時間。本集團貸款及應收款項於報告期末的賬面值披露於綜合財務報表附註5。倘估計未來現金流量較管理層估計減少／增加10%，則本集團的貸款及應收款項減值撥備將增加／減少249,000元(2017年：189,000元)。

本集團所用會計政策已於該等財務報表所呈列所有期間貫徹應用。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

2(c) Interpretations and Amendments to Published Standards Effective in 2018

On 1.10.2017, the Group adopted the following IFRS that are mandatory for application from that date. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective IFRS.

Reference	Description
Amendments to IAS 7	Statement of Cash Flows: Disclosure Initiative
Amendments to IAS 12	Recognition of Deferred Tax Assets for Unrealised Losses
IFRIC 21	Levies
Annual Improvements to IFRS Standards 2014–2016 Cycle	
— Amendment to IAS 28	Investments in Associates and Joint Ventures
— Amendment to IAS 101	First-time Adoption of Financial Reporting Standards
— Amendment to IAS 112	Disclosure of Interests in Other Entities

The adoption of these new and amended IFRS did not result in substantial changes to the Group's accounting policies nor any significant impact on these financial statements, except for the following.

Amendments to IAS 7 Statement of Cash Flows: Disclosure Initiative

Under Amendments to IFRS 7, an entity would need to reconcile cash flows arising from financing activities as reported in the statement of cash flows, excluding contributed equity, to the corresponding liabilities in the opening and closing statements of financial position. Additional disclosures are also required about information that is relevant to an understanding of the liquidity of an entity. This includes any restrictions over the decisions of an entity to use cash and cash equivalent balances, e.g. any tax liabilities that would arise on repatriation of foreign cash and cash equivalent balances. As this is a disclosure standard, it affects the disclosures in the consolidated statement of cash flows but does not affect the financial position and performance of the Group.

2(c) 於2018年生效的已頒佈準則的詮釋及修訂

於2017年10月1日，本集團採納以下自該日起強制應用的國際財務報告準則。本集團的會計政策已根據國際財務報告準則各自的過渡條款按要求作出改動。

參考	描述
國際會計準則第7號修訂本	現金流量表：披露計劃
國際會計準則第12號修訂本	就未變現虧損確認遞延稅項資產
國際財務報告詮釋委員會第21號	徵費
國際財務報告準則2014年至2016年週期的年度改進	
— 國際會計準則第28號修訂本	於聯營公司及合營企業的投資
— 國際會計準則第101號修訂本	首次採納財務報告準則
— 國際會計準則第102號修訂本	披露於其他實體的權益

採納該等新訂及經修訂國際財務報告準則並無導致本集團的會計政策出現重大變動，亦無對該等財務報表造成任何重大影響，惟下文所述者除外。

國際會計準則第7號修訂本現金流量表：披露計劃

根據國際會計準則第7號修訂本，實體需要將現金流量表所呈報融資活動產生的現金流量（不包括實繳股本）與期初及期末財務狀況表的相應負債與進行對賬。與對實體流動性的理解相關的資料須作額外披露。這包括對實體決定使用現金及現金等價物結餘的任何限制，例如遣返國外現金及現金等價物結餘時可能產生的任何稅務責任。由於此乃披露準則，因此會影響綜合現金流量表中的披露，但不會影響本集團的財務狀況及表現。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

2(d) IFRS not yet Effective

The following are the new or amended IFRS and IFRIC issued that are not yet effective but may be early adopted for the current financial year:

2(d) 尚未生效的國際財務報告準則

以下為尚未生效但可能於本財政年度提早採納的已頒佈新訂或經修訂國際財務報告準則及國際財務報告詮釋委員會詮釋：

Reference	Description	Effective date (Annual periods beginning on or after)
參考	描述	生效日期 (於以下日期或 以後開始的年度期間)
IFRS 9	Financial Instruments	1.1.2018
國際財務報告準則第9號	財務工具	2018年1月1日
IFRS 15	Revenue from Contracts with Customers	1.1.2018
國際財務報告準則第15號	客戶合約收益	2018年1月1日
IFRS 16	Leases	1.1.2019
國際財務報告準則第16號	租賃	2019年1月1日
IFRIC 22	Foreign Currency Transactions and Advance Consideration	1.1.2018
國際財務報告詮釋委員會第22號	外匯交易及墊付代價	2018年1月1日
IFRIC 23	Uncertainty over Income Tax Treatments	1.1.2019
國際財務報告詮釋委員會第23號	所得稅處理的不確定性	2019年1月1日
Annual Improvements to IFRS Standards 2015–2017 Cycle		
國際財務報告準則2015年至2017年週期的年度改進		
— Amendment to IFRS 3	Business Combinations	1.1.2019
— 國際財務報告準則第3號修訂本	業務合併	2019年1月1日
— Amendment to IFRS 11	Joint Arrangements	1.1.2019
— 國際財務報告準則第11號修訂本	合營安排	2019年1月1日
— Amendment to IAS 12	Income Taxes	1.1.2019
— 國際會計準則第12號修訂本	所得稅	2019年1月1日
— Amendment to IAS 23	Borrowing Costs	1.1.2019
— 國際財務報告準則第23號修訂本	借款成本	2019年1月1日

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

2(d) IFRS not yet Effective (Continued)

Management does not anticipate that the adoption of the above IFRS in future periods will have a material impact on the consolidated financial statements in the period of their initial adoption, except for the following:

IFRS 9 Financial Instruments

IFRS 9 introduces new requirements for classification and measurement of financial assets, impairment of financial assets and hedge accounting. Financial assets are classified according to their contractual cash flow characteristics and the business model under which they are held. The impairment requirements in IFRS 9 are based on an expected credit loss model and replace the IAS 39 incurred loss model. Adopting the expected credit losses requirements will require the Group to make changes to its current systems and processes.

Under IFRS 9, an investment in an equity instrument that does not have a quoted price in an active market for an identical instrument shall be measured at fair value at the date of initial application. Any difference between the previous carrying amount and the fair value would be recognised in the opening retained earnings when the Group applies IFRS 9.

IFRS 9 is effective for annual periods beginning on or after 1.1.2018 with early application permitted. Retrospective application is required, but restatement of comparative information is not mandatory. If comparative information is not restated, the cumulative effect is recorded in opening equity as at 1.1.2018. The Group is adopting IFRS 9 in its financial statements for FY2019. Based on the Group's initial assessment, the Group does not expect any significant adjustments on adoption of IFRS 9.

2(d) 尚未生效的國際財務報告準則 (續)

管理層預期於往後期間採納上述國際財務報告準則不會對首次採納期間的綜合財務報表造成重大影響，惟下文所述者除外：

國際財務報告準則第9號財務工具

國際財務報告準則第9號就財務資產、財務資產減值及對沖會計引入新分類及計量規定。財務資產根據其合約現金流量特徵及其所在業務模式進行分類。國際財務報告準則第9號的減值規定乃基於預期信貸虧損模式，並取代國際會計準則第39號已產生虧損模式。倘採納預期信貸虧損規定，本集團將需要更改其現行體系及流程。

根據國際財務報告準則第9號，對於權益工具的投資，倘與之相同的工具於活躍市場並無報價，則應按首次採用日期的公平值計量。本集團採納國際財務報告準則第9號時，過往賬面值與公平值的差額於期初保留盈利確認。

國際財務報告準則第9號於2018年1月1日或之後開始的會計期間生效，可提早採用，須予追溯應用，但重新列報比較資料並非強制性。倘並未重列比較資料，累計影響將計入2018年1月1日的期初權益中。本集團正於2019財政年度的財務報表採納國際財務報告準則第9號。根據本集團的初步評估，本集團預期不會對採納國際財務報告準則第9號進行任何重大調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

2(d) IFRS not yet Effective (Continued)

IFRS 15 Revenue from Contracts with Customers

IFRS 15 establishes a five-step model that will apply to revenue arising from contracts with customers. Under IFRS 15, revenue is recognised at an amount that reflects the consideration which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in IFRS 15 provide a more structured approach to measuring and recognising revenue when the promised goods and services are transferred to the customer i.e. when performance obligations are satisfied.

Key issues for the Group include identifying performance obligations, accounting for contract modifications, applying the constraint to variable consideration, evaluating significant financing components, measuring progress toward satisfaction of a performance obligation, recognising contract cost assets and addressing disclosure requirements.

IFRS 15 also includes clarifications on how to:

- Identify a performance obligation (the promise to transfer a good or a service to a customer) in a contract;
- Determine whether a company is a principal (the provider of a good or service) or an agent (responsible for arranging for the good or service to be provided); and
- Determine whether the revenue from granting a licence should be recognised at a point in time or over time.

Either a full or modified retrospective application is required for annual periods beginning on or after 1.1.2018 with early adoption permitted. The Group is adopting IFRS 15 in its financial statements for FY2019. Based on the Group's initial assessment, the Group does not expect any significant adjustments on adoption of IFRS 15.

2(d) 尚未生效的國際財務報告準則 (續)

國際財務報告準則第15號客戶合約收益

國際財務報告準則第15號建立了一個五步模型，適用於與客戶的合約產生的收入。在國際財務報告準則第15號下，收入是以反映某一實體預期有權交換貨品或服務給客戶的代價的數額來確認的。國際財務報告準則第15號中的原則提供了一種更有條理的方法，用於衡量和確認在承諾的貨品和服務轉移到客戶時，即當履約義務得到滿足時的收入。

本集團的關鍵問題包括確定履約義務、對合同修改進行核算、將約束應用於可變代價、評估重要的融資部分、衡量履行義務進展情況，識別合同成本資產並解決披露要求。

國際財務報告準則第15號亦包括以下做法的澄清：

- 識別合約中的履約責任(向客戶轉移貨品或服務的承諾)；
- 釐定公司為委託人(貨品或服務供應商)或代理人(負責安排將予提供的貨品或服務)；及
- 釐定授出許可的所得收益應於某一時間點或隨時間經過確認。

於2018年1月1日或之後開始的年度期間須進行全面或修訂追溯應用，並允許提早採納。本集團正於2019財政年度的財務報表採納國際財務報告準則第15號。根據本集團的初步評估，本集團預期不會對採納國際財務報告準則第9號進行任何重大調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

2(d) IFRS not yet Effective (Continued)

IFRS 16 Leases

IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases.

For a lessee, IFRS 16 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments.

A lessee measures right-of-use assets similarly to other non-financial assets (such as property, plant and equipment) and lease liabilities similarly to other financial liabilities. As a consequence, a lessee recognises depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows applying IAS 7 *Statement of Cash Flows*.

For a lessor, IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17 *Leases*. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

IFRS 16 is effective for annual periods beginning on or after 1.1.2019. Earlier application is permitted for entities that apply IFRS 16 at or before the date of initial application of IFRS 16.

2(d) 尚未生效的國際財務報告準則 (續)

國際財務報告準則第16號租賃

國際財務報告準則第16號載列確認、計量、呈列及披露租賃的原則。

就承租人而言，國際財務報告準則第16號引入單一承租人會計處理模式，並規定承租人就為期超過12個月之所有租賃確認資產及負債，除非相關資產為低價值資產則作別論。承租人須確認使用權資產(表示其有權使用相關租賃資產)及租賃負債(表示其有義務支付租賃款項)。

承租人計量使用權資產的方式與其他非財務資產(例如物業、廠房及設備)類似，而計量租賃負債的方式與其他財務負債類似。因此，承租人應確認使用權資產折舊及租賃負債利息，並將租賃負債的現金還款分類為本金部分及利息部分，按國際會計準則第7號現金流量報表在現金流量報表中呈列。

就出租人而言，國際財務報告準則第16號大部分承傳香港會計準則第17號租賃的出租人會計規定。因此，出租人繼續將其租賃分類為經營租賃或融資租賃，及以不同方式將該兩類租賃入賬。

國際財務報告準則第16號於2019年1月1日或之後開始的年度期間生效。應用國際財務報告準則第16號的實體可於國際財務報告準則第16號初始應用日期或之前提早應用。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

2(d) IFRS not yet Effective (Continued)

IFRIC 22 Foreign Currency Transactions and Advance Consideration

The interpretation addresses how to determine the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the de-recognition of a non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration in a foreign currency. It is the date on which an entity initially recognises the non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration.

IFRIC 22 is effective for annual periods beginning on or after 1.1.2018.

2(e) Summary of Significant Accounting Policies

Merger accounting for business combination involving entities under common control

The consolidated financial statements incorporate the financial statements items of the combining entities or businesses in which the common control combination occurs as if they had been combined from the date when the combining entities or businesses first came under the control of the controlling parties.

The net assets of the combining entities or businesses are consolidated using the existing book values from the perspective of the controlling parties. No amount is recognised in respect of goodwill or excess of acquirer's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost at the time of common control combination, to the extent of the continuation of the interest of the controlling parties.

2(d) 尚未生效的國際財務報告準則 (續)

國際財務報告詮釋委員會第22號外匯交易及墊付代價

該詮釋闡述如何釐定交易日期，以釐定在終止確認因預先支付或收取外幣代價所產生的非貨幣資產或非貨幣負債時，初步確認相關資產、開支或收入(或其中一部分)將使用的匯率。日期為實體初步確認因預先支付或收取代價所產生的非貨幣資產或非貨幣負債當日。

國際財務報告詮釋委員會第22號於2018年1月1日或之後開始的年度期間生效。

2(e) 重大會計政策概要

涉及受共同控制實體業務合併的合併會計法

綜合財務報表包括發生共同控制合併的合併實體或業務的財務報表項目，猶如自該等合併實體或業務首次受控制方控制日期起已進行合併。

合併實體或業務的淨資產乃按控制方認為的現有賬面值綜合入賬。在控制方持續擁有權益的情況下，於共同控制合併時並無就商譽或收購方於被收購方可識別資產、負債及或然負債的公平淨值中的權益超出成本的部分確認任何金額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

2(e) Summary of Significant Accounting Policies

(Continued)

Merger accounting for business combination involving entities under common control (Continued)

The consolidated statement of profit or loss and other comprehensive income includes the results of each of the combining entities or businesses, as appropriate, from the earliest date presented or since the date when the combining entities or businesses first came under the common control, where this is a shorter period, regardless of the date of the common control combination.

The comparative amounts in the consolidated financial statements are presented as if the businesses had been combined at the end of the previous reporting period or when they first came under common control, whichever is earlier.

Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries at the end of the reporting period. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied to like transactions and events in similar circumstances.

All intra-group balances, income and expenses and unrealised gains and losses resulting from intragroup transactions and dividends are eliminated in full.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control and continue to be consolidated until the date that such control ceases.

2(e) 重大會計政策概要(續)

涉及受共同控制實體業務合併的合併會計法(續)

綜合損益及其他全面收益表包括自最早呈列日期起或自該等合併實體或業務(如適用)首次受共同控制之日起(以期間較短者為準而不論共同控制合併的日期)各合併實體或業務的業績。

呈列綜合財務報表之比較金額時乃假設該等企業於上一個報告期結算日或其首次受共同控制以來(以較早者為準)已合併計算。

綜合入賬

綜合財務報表包括本公司及其附屬公司於報告期末的財務報表。編製綜合財務報表時所用附屬公司的財務報表乃就與本公司相同的報告日期編製，並就類似交易及類似情況之事件採用一致的會計政策。

集團內公司間之結餘、收入與開支以及因集團內公司間交易及股息引致的未變現收益及虧損均於綜合時全數抵銷。

附屬公司自收購日期(即本集團取得控制權之日)起綜合入賬，並持續綜合入賬直至不再擁有該控制權之日期為止。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

2(e) Summary of Significant Accounting Policies

(Continued)

Consolidation (Continued)

A subsidiary is an investee that is controlled by the Group. The Group controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Thus, the Group controls an investee if and only if the Group has all of the following:

- (i) power over the investee;
- (ii) exposure, or rights or variable returns from its involvement with the investee; and
- (iii) the ability to use its power over the investee to affect its returns

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. Depreciation of certain property, plant and equipment is calculated using the straight-line method to allocate their depreciable amount over their estimated useful lives. Depreciation of other plant and equipment is calculated using the reducing balance method. The estimated useful lives of property, plant and equipment are as follows:

Straight line method

Leasehold building	60 years
Renovations	5 years
Computers	3 years

Reducing balance method

Plant and equipment	10% to 20%
Furniture and fittings	10% to 20%
Motor vehicles	20%

2(e) 重大會計政策概要(續)

綜合入賬(續)

附屬公司指由本集團控制的投資對象。如果本集團在參與投資對象的活動中享有或有權享有可變動的收益，並通過對投資對象的控制有能力影響這些收益，則本集團控制了該投資對象。因此，當符合下列情況，本公司即取得控制權：

- (i) 對投資對象的權力；
- (ii) 就參與投資對象的可變回報所承受的風險或享受的權利；及
- (iii) 能使用對投資對象的權力影響其回報金額

倘有事實及情況顯示出上列三項控制因素其中一項或多項出現改變，則本集團會重新評估是否仍然控制投資對象。

物業、廠房及設備及折舊

物業、廠房及設備按成本減累計折舊及減值虧損(如有)列賬。若干物業、廠房及設備的折舊乃使用直線法計算，於估計可使用年期分配折舊金額。其他物業、廠房及設備的折舊使用餘額遞減法計算。物業、廠房及設備的估計可使用年期如下：

直線法

租賃大廈	60年
翻新工程	5年
電腦	3年

餘額遞減法

廠房及設備	10%至20%
傢具及裝置	10%至20%
汽車	20%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

2(e) Summary of Significant Accounting Policies

(Continued)

Property, plant and equipment and depreciation

(Continued)

The cost of property, plant and equipment includes expenditure that is directly attributable to the acquisition of the items. Dismantlement, removal or restoration costs are included as part of the cost of property, plant and equipment if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the asset.

Subsequent expenditure relating to property, plant and equipment that have been recognised is added to the carrying amount of the asset when it is probable that future economic benefits, in excess of the standard of performance of the asset before the expenditure was made, will flow to the Group and the cost can be reliably measured. Other subsequent expenditure is recognised as an expense during the financial year in which it is incurred.

For acquisitions and disposals during the financial year, depreciation is recognised in profit or loss from the month that the property, plant and equipment are installed and are available for use, and to the month of disposal, respectively. Fully depreciated property, plant and equipment are retained in the books of accounts until they are no longer in use.

Depreciation methods, useful lives and residual values are reviewed, and adjusted as appropriate, at the end of each reporting period as a change in estimates.

Leasehold building is measured at fair value less accumulated depreciation and impairment losses recognised after the date of the revaluation. Any revaluation surplus is recognised in other comprehensive income and accumulated in equity under revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised in profit or loss, in which case the increase is recognised in profit or loss. A revaluation deficit is recognised in profit or loss, where it exceeds an existing surplus on the same asset carried in the revaluation reserve.

2(e) 重大會計政策概要(續)

物業、廠房及設備及折舊(續)

物業、廠房及設備之成本包括收購項目直接應佔之開支。倘因收購或使用資產而產生拆卸、移除或復原責任，即拆卸、移除或復原成本計入物業、廠房及設備成本其中部份。

已確認的有關物業、廠房及設備的後續開支乃於未來經濟收益(超過作出開支前的資產標準表現)將可能流入本集團以及成本能夠可靠計量時加入資產的賬面值。其他後續開支乃於其產生的財政年度確認為開支。

就財政年度內的收購及出售而言，折舊分別於物業、廠房及設備已安裝且可供使用的月份及出售的月份於損益確認。已完全計提折舊的物業、廠房及設備保留於賬冊內，直至不再使用為止。

折舊方法、可使用年期及剩餘價值於各報告期末予以檢討及調整(如適用)，依估計變動處理。

租賃樓宇按公平值減於重估日期後確認之累計折舊及減值虧損計量。任何重估盈餘乃於其他全面收益確認，並於權益在重估儲備下累計，除非其撥回同一資產先前在損益確認的重估減值，在此情況下，此增幅將於損益中確認。當重估虧絀超過重估儲備所載的同一資產產生的現有盈餘，則於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

2(e) Summary of Significant Accounting Policies

(Continued)

Property, plant and equipment and depreciation

(Continued)

Any accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. The revaluation surplus included in the revaluation reserve in respect of an asset is transferred directly to retained earnings on retirement or disposal of the asset.

Financial assets

Financial assets, other than hedging instruments, can be divided into the following categories: financial assets at fair value through profit or loss, held-to-maturity investments, loans and receivables and available-for-sale financial assets. Financial assets are assigned to the different categories by management on initial recognition, depending on the purpose for which the investments were acquired. The designation of financial assets is re-evaluated and classification may be changed at the end of the reporting period with the exception that a financial asset shall not be reclassified into or out of the fair value through profit or loss category while it is held or issued.

All financial assets are recognised on their trade date — the date on which the Group commits to purchase or sell the asset. Financial assets are initially recognised at fair value, plus directly attributable transaction costs except for financial assets at fair value through profit or loss, which are recognised at fair value.

Derecognition of financial instruments occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred. An assessment for impairment is undertaken at least at the end of each reporting period whether or not there is objective evidence that a financial asset or a group of financial assets is impaired.

2(e) 重大會計政策概要(續)

物業、廠房及設備及折舊(續)

任何於重估當日的累計折舊將扣減資產的賬面總值而淨額重列為資產的重估價值。就資產計入重估儲備的重估盈餘直接於該資產報廢或出售時轉移至保留盈利。

財務資產

財務資產包含現金及財務工具。除對沖工具以外之財務資產可分為以下類別：按公平值計入損益的財務資產、持有至到期日投資、貸款及應收賬款，以及可出售財務資產。財務工具於初步確認時由管理層分配至不同類別，分類視乎該等投資之目的而定。財務資產的分類於報告期末重新評估，分類或會因而出現變動，惟持有或發行中的財務資產則不可重新分類為按公平值計入損益類別或其他類別。

所有財務資產於買賣當日 — 即本集團承諾購買或出售有關資產之日確認。財務資產初步按公平值加直接應佔交易成本確認，惟按公平值計入損益的財務資產則按公平值確認。

當透過投資獲取現金流量的權利屆滿或已轉讓，或大部份之所有權風險及回報已轉讓時，則不再確認財務工具。不論是否有客觀證據顯示一項財務資產或一組財務資產出現減值，減值評估最少會於各報告期進行。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

2(e) Summary of Significant Accounting Policies

(Continued)

Financial assets (Continued)

Financial assets and financial liabilities are offset and the net amount is presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Non-compounding interest and other cash flows resulting from holding financial assets are recognised in profit or loss when received, regardless of how the related carrying amount of financial assets is measured.

The Group does not hold any financial assets at fair value through profit or loss, held-to-maturity investments or available-for-sale financial assets.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivables. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

Loans and receivables include trade and other receivables and cash and cash equivalents. They are subsequently measured at amortised cost using the effective interest method, less allowance for impairment. If there is objective evidence that the asset has been impaired, the financial asset is measured at the present value of the estimated future cash flows discounted at the original effective interest rate. Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised. The impairment or write-back is recognised in profit or loss.

2(e) 重大會計政策概要(續)

財務資產(續)

當且僅當本集團有現行依法可強制執行的權利以抵銷已確認金額，且有意以淨額結算或同時變現資產和清償債務時，則財務資產和財務負債可抵銷，以淨額列示於財務狀況表內。

源自持有財務資產的非複合計算利息及其他現金流量於收取時確認為溢利或虧損，不論該財務資產相關賬面值之計量方法。

本集團並無持有任何按公平值計入損益的財務資產、持至到期投資或可供出售財務資產。

貸款及應收款項

貸款及應收款項為並非於活躍市場報價而具備固定或可釐定款項的非衍生工具財務資產。當本集團直接向債務人提供款項、貨品或服務且無意買賣應收款項，則產生貸款及應收款項。此等款項包括在流動資產內，惟不包括到期日為報告期末起計12個月後者。該等款項會列作非流動資產。

貸款及應收款項包括貿易及其他應收款項以及現金及現金等價物。該等項目其後使用實際利率法按攤銷成本減減值撥備計量。若有客觀證據顯示資產出現減值，該財務資產則按以原有實際利率貼現的估計未來現金流量現值計量。當資產可收回金額之增加可客觀地與確認減值後發生之事件有關，減值虧損於其後期間撥回，惟受限於資產於撥回減值當日的賬面值不得超過倘無確認減值的攤銷成本。減值或撥回於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

2(e) Summary of Significant Accounting Policies

(Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a first-in, first-out basis, and includes all costs in bringing the inventories to their present location and condition. In the case of manufactured products, cost includes all direct expenditure and production overheads based on the normal level of activity.

Allowance is made for obsolete, slow-moving and defective inventories in arriving at the net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

Cash and cash equivalents

Cash and cash equivalents comprise cash and bank balances and fixed deposit maturing less than three months after the end of the financial period.

Share capital and share premium

Ordinary shares are classified as equity. Share capital is determined using the nominal value of new ordinary shares that have been issued. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against share premium.

Dividends

Final dividends proposed by the Directors are not accounted for in shareholders' equity as an appropriation of retained earnings, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Interim dividends are simultaneously proposed and declared, because of the Articles grant the Directors the authority to declare interim dividends. Consequently, interim dividends are recognised directly as a liability when they are proposed and declared.

2(e) 重大會計政策概要(續)

存貨

存貨按成本值與可變現淨值兩者中較低者入賬。成本值乃按先入先出法釐定，並包括使存貨達致其現時位置及狀況所產生的一切成本。就製成品而言，成本包括一切直接支出及按正常業務水平計算的間接生產費用。

就陳舊、滯銷及缺陷存貨達致可變現淨值會作出撥備。可變現淨值乃於日常業務過程中預計的售價減去預計出售所需之成本而得出的數額。

現金及現金等價物

現金及現金等價物包括現金及銀行結餘以及於財政期間結束後三個月內到期的定期存款。

股本及股份溢價

普通股分類為權益。股本採用已發行新普通的股面值釐定。發行新普通股直接應佔的增量成本於股份溢價中扣減。

股息

獲股東於股東大會上批准前，董事建議的末期股息並不計入股東的股本，作為保留盈利撥款。當股息獲股東批准及宣派時，則確認為負債。

組織章程細則授權董事宣派中期股息，故董事一併建議及宣派中期股息。因此，中期股息於建議及宣派時直接確認為負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

2(e) Summary of Significant Accounting Policies

(Continued)

Financial liabilities

The Group's financial liabilities comprise borrowings and trade and other payables.

Financial liabilities are recognised when the Group becomes a party to the contractual agreements of the instrument. All interest-related charges that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised as an expense in "finance cost" in profit or loss. Financial liabilities are derecognised if the Group's obligations specified in the contract expire or are discharged or cancelled.

Financial liabilities and financial assets are offset and the net amount is presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Borrowings are recognised initially at the fair value of proceeds received less attributable transaction costs, if any. Borrowings are subsequently stated at amortised cost which is the initial fair value less any principal repayments. Any difference between the proceeds (net of transaction costs) and the redemption value is taken to profit or loss over the period of the borrowings using the effective interest method. The interest expense is chargeable on the amortised cost over the period of the borrowings using the effective interest method.

Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

2(e) 重大會計政策概要(續)

財務負債

本集團的財務負債包括借款以及貿易及其他應付款項。

財務負債於本集團成為該契約的合約協議訂約方時確認。所有並非直接來自收購、建設或生產合資格資產的利息相關開支於損益中的「財務成本」確認為開支。倘本集團於合約內所列明的責任屆滿或解除或被取消，則須終止確認財務負債。

當且僅當本集團當前有依法可執行權利抵銷已確認金額並擬以淨額基準結算或同時變現資產及結清責會時，本集團會抵銷財務負債及財務資產，並於財務狀況表呈列其淨額。

借款初步按已收取所得款項的公平值減應佔交易成本(如有)確認。借款其後按攤銷成本列賬，即初始公平值減任何本金償還額。所得款項(減交易成本)與贖回價值之間的差額使用實際利率法於借款期內計入損益。利息開支使用實際利率法於借款期內按攤銷成本計量。

收益及虧損在該等負債終止確認時通過攤銷程序於損益中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

2(e) Summary of Significant Accounting Policies

(Continued)

Financial liabilities (Continued)

Borrowings which are due to be settled more than 12 months after the end of the reporting period are included in current borrowings in the statement of financial position if the loan facility agreements include an overriding repayment on demand clause, which gives the lender the right to demand repayment at any time, at its sole discretion and irrespective of whether a default event has occurred. These borrowings are classified as current as the Group does not have the unconditional right at the end of the reporting period to defer their settlement for at least twelve months after the end of the reporting period. Other borrowings due to be settled more than 12 months after the end of the reporting period are included in non-current borrowings in the statement of financial position.

Trade and other payables are initially measured at fair value, and subsequently measured at amortised cost, using the effective interest method.

Finance lease liabilities are measured at initial value less the capital element of lease repayments (see policy on finance leases).

Leases

Where the Group is the lessee,

Finance leases

Where assets are financed by lease agreements that give rights approximating to ownership, the assets are capitalised as if they had been purchased outright at values equivalent to the lower of the fair values of the leased assets and the present value of the total minimum lease payments during the periods of the leases. The corresponding lease commitments are included under liabilities. The excess of lease payments over the recorded lease obligations are treated as finance charges which are amortised over each lease to give a constant effective rate of charge on the remaining balance of the obligation.

The leased assets are depreciated on a straight-line basis over their estimated useful lives as detailed in the accounting policy on "Property, plant and equipment".

2(e) 重大會計政策概要(續)

財務負債(續)

倘貸款融資協議包括凌駕性按要償還條款，使貸款人有權全權酌情於任何時間要求還款，而不論是否發生拖欠事件，則於報告期結束後12個月後到期償還借款計入財務狀況表內的流動借款。該等借款分類為流動，原因為本集團於報告期末並無擁有權利延遲至報告期結束後至少十二個月後償債。其他於報告期結束後12個月後到期償還的借款計入財務狀況表內的非流動借款。

貿易及其他應付款項初步按公平值計量，其後使用實際利率法按攤銷成本計量。

融資租賃負債乃按初始價值減租賃預付款項的資本部份(見有關融資租賃的政策)計量。

租賃

當本集團作為承租人，

融資租賃

當融資租賃(其賦予之權利與擁有權相若)為資產提供資金時，資產會被資本化，猶如已以相等於租賃資產公平值與租賃期間最低租賃付款總額現值之價值兩者中較低者被直接購入。相關租賃承擔計入負債項下。租賃付款超出有記錄租賃責任之溢額，被視作於各租期攤銷作為餘下結餘之定額實際利息之財務收費。

租賃資產乃按直線法於估計可使用年期折舊，詳情載於有關「物業、廠房及設備」的會計政策。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

2(e) Summary of Significant Accounting Policies

(Continued)

Leases (Continued)

Operating leases

Leases of assets in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases.

Rentals on operating leases are charged to profit or loss on a straight-line basis over the lease term. Lease incentives, if any, are recognised as an integral part of the net consideration agreed for the use of the leased asset. Penalty payments on early termination, if any, are recognised in profit or loss when incurred.

Income taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting or taxable profit or loss at the time of the transaction.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets and they relate to income taxes levied by the same tax authorities on the same taxable entity, or on different tax entities, provided they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiaries, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

2(e) 重大會計政策概要(續)

租賃(續)

經營租賃

當租賃資產的大部份擁有權的風險及回報由出租人保留則分類為經營租賃。

經營租賃的應付租金以有關租約年期，按直線法在損益中扣除。租賃獎勵(若有)乃確認為就使用所租賃資產議定的淨代價的組成部分。提前終止的罰款(若有)乃於產生時在損益確認。

所得稅

本期間及過往期間的即期所得稅乃採用於報告期結束前已頒佈或實際頒佈的稅率及稅法按預期將支付予稅務機關或從稅務機關收回的金額確認。

遞延所得稅乃就資產和負債的稅基與資產和負債在財務報表的賬面值的差額而產生的暫時性差異進行確認。然而，若遞延所得稅來自在交易(不包括業務合併)中對資產或負債的初始確認，而在交易時不影響會計損益或應課稅利潤或虧損，則不作記賬。

倘有抵銷流動稅項負債及資產的法定可強制執行的權利，而彼等乃關於相同稅務當局對同一應課稅實體所徵收的所得稅，或對不同稅務實體所徵收但該等實體擬按淨額清償即期稅項負債及資產，或彼等的稅項資產及負債將同時變現，則抵銷遞延稅項資產及負債。

遞延所得稅負債乃就附屬公司投資產生的暫時差異而確認，但如本集團可控制暫時差異的撥回時間，且暫時差異在可預見將來不會撥回則除外。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

2(e) Summary of Significant Accounting Policies

(Continued)

Income taxes (Continued)

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred income tax is measured:

- (i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period; and
- (ii) based on the tax consequence that will follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income or expense in profit or loss, except to the extent that the tax arises from a business combination or a transaction which is recognised either in other comprehensive income or directly in equity.

Employee benefits

Defined contribution plan

The Group contributes to the Central Provident Fund (“CPF”), a defined contribution plan regulated and managed by the Government of Singapore, which applies to the employees. A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contribution into a separate entity and will have no legal or constructive obligation to pay further amounts. The contributions to CPF are charged to profit or loss in the period to which the contributions relate.

Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. Accrual is made for the unconsumed leave as a result of services rendered by employees up to the end of the reporting period.

2(e) 重大會計政策概要(續)

所得稅(續)

遞延所得稅資產於具有未來應課稅溢利可用以抵銷暫時差異及稅項虧損時確認。

遞延所得稅按如下方式計量：

- (i) 根據報告期末已頒佈或已實質頒佈的稅率及稅法，按預期於相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計算；及
- (ii) 按本集團預期於報告期末收回或結算其資產及負債賬面值的方式產生的稅務後果計算。

即期及遞延所得稅於損益表內確認為收入或開支，惟業務合併或於其他全面收益確認或直接於權益確認的交易產生的稅項除外。

僱員福利

定額供款計劃

本集團向新加坡政府規管及管理適用於僱員的定額供款計劃中央公積金(「公積金」)供款，而此計劃。定額供款計劃為一項離職後福利計劃，根據計劃由一家實體向另一獨立實體支付定額供款，並且沒有任何法定或推定義務作進一步付款。向公積金的供款於供款的相關期間於損益內扣除。

僱員有薪假期

僱員有薪假期於彼等休假時確認。截至報告期末，就僱員因提供服務而產生的未用年假計提應計費用。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

2(e) Summary of Significant Accounting Policies

(Continued)

Related parties

A related party is defined as follows:

- (a) A person or a close member of that person's family is related to the Group or the Company if that person:
 - (i) has control or joint control over the Company;
 - (ii) has significant influence over the Company; or
 - (iii) is a member of the key management personnel of the Group or the Company or of a parent of the Company.
- (b) An entity is related to the Group or the Company if any of the following conditions applies:
 - (i) the entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) both entities are joint ventures of the same third party.
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company.

2(e) 重大會計政策概要(續)

關連方

關連方定義如下：

- (a) 倘屬以下人士，即該人士或該人士家庭近親成員與本集團或本公司有關連：
 - (i) 控制或共同控制本公司；
 - (ii) 對本公司有重大影響；或
 - (iii) 為本集團或本公司或本公司母公司的主要管理層成員。
- (b) 倘符合下列任何條件，即實體與本集團或本公司有關連：
 - (i) 該實體與本公司屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
 - (ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)。
 - (iii) 兩間實體均為同一第三方的合營企業。
 - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。
 - (v) 實體為本公司或與本公司有關連之實體就僱員利益設立的離職福利計劃。倘本公司本身便是該計劃，提供資助的僱主亦與本公司有關連。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

2(e) Summary of Significant Accounting Policies

(Continued)

Related parties (Continued)

(b) (Continued)

- (vi) the entity is controlled or jointly controlled by a person identified in (a).
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

Key management personnel

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the entity. Directors and certain management executives are considered key management personnel.

Impairment of non-financial assets

The carrying amounts of the Group's non-financial assets, other than inventories, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

If it is not possible to estimate the recoverable amount of the individual asset, then the recoverable amount of the cash-generating unit to which the assets belong will be identified.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

Individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

2(e) 重大會計政策概要(續)

關連方(續)

(b) (續)

- (vi) 實體受(a)所識別人士控制或受共同控制。
- (vii) 於附註(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。
- (viii) 該實體(或集團(而該實體為當中成員)內任何成員公司)向報告實體或報告實體之母公司提供主要管理人事服務。

主要管理人員

主要管理人員指有權並負責規劃、領導及控制企業活動的人員。董事及若干管理行政人員均被視為主要管理人員。

非財務資產減值

本集團非財務資產的賬面值(除存貨外)於各報告期末予以檢討,以釐定是否出現減值跡象。倘出現有關跡象,會對該資產的可收回金額作出估計。

倘無法估計個別資產的可收回金額,則對該等資產所屬的現金產生單位的可收回金額進行識別。

就評估減值而言,資產按獨立可識別現金流量(現金產生單位)的最低水平歸類。因此,部分資產個別進行減值測試,部分則按現金產生單位水平進行減值測試。

當有事件或情況變化顯示未必可收回賬面值,則會對個別資產或現金產生單位進行減值測試。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

2(e) Summary of Significant Accounting Policies

(Continued)

Impairment of non-financial assets (Continued)

An impairment loss is recognised for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs of disposal and value in use, based on an internal discounted cash flow evaluation. Impairment loss recognised for a cash-generating unit is charged pro rata to the assets in the cash-generating unit. All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist.

Any impairment loss is charged to profit or loss.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount or when there is an indication that the impairment loss recognised for the asset no longer exists or decreases.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognised.

A reversal of an impairment loss is recognised as income in profit or loss.

Revenue recognition

Revenue from the sale of goods in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates. Revenue is recognised when significant risks and rewards of ownership have been transferred to the customer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably. If it is probable that discounts will be granted and the amount can be measured reliably, then the discount is recognised as a reduction of revenue as the sales are recognised.

2(e) 重大會計政策概要(續)

非財務資產減值(續)

減值虧損按資產或現金產生單位之賬面值超出其可收回金額之差額確認。可收回金額為反映市況之公平值減銷售成本與按內部現金流量貼現評估法計算之使用價值兩者之較高者。就現金產生單位確認的減值虧損，按該資產在現金產生單位的比例列賬。所有資產均於有跡象顯示過往確認的減值虧損可能不再存在時於其後予以重估。

減值虧損於損益內扣除。

倘用以釐定可收回金額的估計因素出現變動，或有跡象顯示就資產確認的減值虧損不再存在或減少，則會撥回減值虧損。

僅當資產的賬面值不會超過假設並無確認減值虧損時原應釐定的賬面值時，方會撥回減值虧損。

減值虧損撥回於損益內確認為收入。

收益確認

於日常業務銷售貨品收入按已收或應收代價的公平值、回報淨值、行業折扣及大額回扣計量。當擁有權的重大風險及回報已轉嫁客戶、收回代價的可能性極高、能夠可靠估計貨品的相關成本及潛在回報、並無涉及管理層持續往來的貨品及能夠可靠計算收益金額時，會確認收益。倘折扣將予授出及能夠可靠計算金額，則折扣於銷售確認時確認為收入減少。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

2(e) Summary of Significant Accounting Policies

(Continued)

Revenue recognition (Continued)

The timing of the transfer of risks and rewards varies depending on the individual terms of the sales agreement. For local sale of goods, transfer usually occurs when the product is received at the customer's warehouse; however, for some international shipments, transfer occurs upon loading the goods onto the relevant carrier at the port.

Interest income is recognised as it accrues in profit or loss, using the effective interest method.

Government grants

Government grant is recognised at its fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with.

Functional currencies

Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The consolidated financial statements are presented in SGD, which is also the functional currency of the Company.

Conversion of foreign currencies

Transactions and balances

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates at the dates of the transactions. Currency translation differences from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the end of the reporting period are recognised in profit or loss.

Foreign currency gains and losses are reported on a net basis as either other income or other expenses depending on whether foreign currency movements are in a net gain or net loss position.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the transactions.

2(e) 重大會計政策概要(續)

收益確認(續)

轉讓風險及回報的時間因銷售協議的個別條款而有所差異。就本地銷售貨品而言，通常於客戶倉庫接收貨品時轉變。然而，部分國際貨運的轉讓則於貨品於港口裝載至有關集裝箱時進行。

利息收入於其產生時以實際利率法確認。

政府補助

政府補助金乃可以合理地保證將可收取及將會符合所有附帶條件的情況下，按公平值予以確認。

功能貨幣

功能及呈列貨幣

本集團旗下各實體財務報表內的項目均以實體經營所在地的主要經濟環境的貨幣(「功能貨幣」)計量。綜合財務報表以新加坡元呈列，而新加坡元是本公司的功能貨幣。

外幣換算

交易及結餘

除功能貨幣之外的其他貨幣(「外幣」)交易按交易當日的匯率換算為功能貨幣。結算有關交易及以外幣計值的貨幣資產及負債按報告期末收市匯率換算所導致的外幣換算差額於損益確認。

外匯收益及虧損按淨額基準作為其他收入或其他開支列報(視乎外匯變動處於淨收益或淨虧損狀況而定)。

按歷史成本計量並以外幣列值的非貨幣項目使用交易當日的通行匯率換算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

2(e) Summary of Significant Accounting Policies

(Continued)

Operating segments

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by the Group's Chief Executive Officer ("CEO"), who is the chief operating decision maker, to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available. Additional disclosures on each of these segments are shown in Note 23 to the consolidated financial statements, including the factors used to identify the reportable segments and the measurement basis of segment information.

Segment results that are reported to the CEO include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

Earnings per share

Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, for the effects of all dilutive potential ordinary shares, which comprise share options granted to employees, if any.

2(e) 重大會計政策概要(續)

經營分部

營運分部是本集團賺取收益及產生開支(包括與本集團任何其他組成部分的交易有關的收益及開支)的商業活動的組成部分。對於可提供具體財務資料的所有營運分部的經營業績，本集團行政總裁(「行政總裁」，即主要營運決策者)會定期審閱並用作決定如何就分部調配資源及評估分部的表現。該等分部各自的額外披露載於綜合財務報表附註23，包括用以識別可呈報分部的因素及分部資料的計量基準。

向行政總裁呈報的分部業績包括直接應屬於一個分部的項目及按合理基準可分配的項目。

每股盈利

每股基本盈利乃根據年內本公司普通權益持有人應佔損益除以財政年度內已發行普通股股份的加權平均數股。

每股攤薄盈利乃通過調整本公司普通權益持有人應佔損益及發行在外之普通股股份的加權平均數股，所有具潛在攤薄影響的普通股，其中包括向僱員授出購股權。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

3 Property, Plant and Equipment

3 物業、廠房及設備

		Leasehold building 租賃大廈 (at revaluation) (按重估) \$'000 千元	Renovations 翻新 (at cost) (按成本) \$'000 千元	Plant and equipment 廠房及設備 (at cost) (按成本) \$'000 千元	Furniture and fittings 傢具及裝置 (at cost) (按成本) \$'000 千元	Computers 電腦 (at cost) (按成本) \$'000 千元	Motor vehicles 汽車 (at cost) (按成本) \$'000 千元	總計 Total \$'000 千元
Cost or valuation	成本或估值							
At 1.10.2016	於2016年10月1日	6,990	15	1,315	19	28	1,442	9,809
Additions	添置	-	-	-	-	15	-	15
Revaluation	重估	(390)	-	-	-	-	-	(390)
Disposals	出售	-	-	(287)	-	(28)	(68)	(383)
At 30.9.2017	於2017年9月30日	6,600	15	1,028	19	15	1,374	9,051
Disposals	出售	-	-	(7)	-	-	-	(7)
At 30.9.2018	於2018年9月30日	6,600	15	1,021	19	15	1,374	9,044
Accumulated depreciation	累計折舊							
At 1.10.2016	於2016年10月1日	-	15	1,219	4	28	509	1,775
Depreciation	折舊	159	-	9	1	2	184	355
Revaluation	重估	(159)	-	-	-	-	-	(159)
Disposals	出售	-	-	(258)	-	(28)	(54)	(340)
At 30.9.2017	於2017年9月30日	-	15	970	5	2	639	1,631
Depreciation	折舊	154	-	7	2	5	147	315
Disposals	出售	-	-	(6)	-	-	-	(6)
At 30.9.2018	於2018年9月30日	154	15	971	7	7	786	1,940
Net book value	賬面淨值							
At 30.9.2018	於2018年9月30日	6,446	-	50	12	8	588	7,104
At 30.9.2017	於2017年9月30日	6,600	-	58	14	13	735	7,420

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

3 Property, Plant and Equipment (Continued)

The carrying amount of property, plant and equipment held under finance leases, comprising motor vehicles, is \$260,000 (2017: \$459,000) (Note 10).

As at 30.9.2018, the leasehold building with carrying amount of \$6,446,000 (2017: \$6,600,000) is mortgaged to secure bank loan of \$414,000 (Note 10) and other banking facilities granted to the Group.

The leasehold building is an industrial property located at 11 Tuas South Street 5, Singapore 637590. The property comprises one parcel of land with a total site area of approximately 2,999.9 sq.m. and one block of two-storey building erected thereon completed in around 2003. The building has a gross floor area of approximately 2,993.42 sq.m. The property is held under the Government leasehold estate for an initial term of 30 years commencing from 16.8.2000 and expiring on 15.8.2030, with an option to renew for an additional term of 30 years commencing on 16.8.2030 and expiring on 15.8.2060.

Revaluation of leasehold building

In FY2018, management has engaged a firm of independent professional valuers, a different firm of valuers from that appointed in FY2017, to perform valuation of the leasehold building, having regard to the valuers' recognised and relevant professional qualifications and recent experience in the location and category of the property being valued.

In determining the fair value of the leasehold building, the valuers used the market approach and income approach. Based on the valuation report, the fair value was determined to be \$6,500,000 (2017: \$6,600,000). As at 30.9.2017, the revaluation deficit of \$192,000 (after the related tax of \$39,000 (Note 9)) was recognised in other comprehensive income. As at 30.9.2018, no revaluation adjustment was made as the carrying amount of the leasehold building did not differ materially from its fair value.

3 物業、廠房及設備(續)

根據融資租賃持有的物業、廠房及設備(包括汽車)的賬面值為260,000元(2017年: 459,000元)(附註10)。

於2018年9月30日, 賬面值6,446,000元(2017年: 6,600,000元)的租賃樓宇已予抵押, 以獲取414,000元銀行貸款(附註10)及授予本集團的其他銀行融資。

該租賃樓宇為位於11 Tuas South Street 5, Singapore 637590的工業物業。該物業包括一幅總地盤面積約2,999.9平方米之土地及其上一幢於2003年前後落成之兩層高樓宇。該樓宇的總建築面積約2,993.42平方米。該物業由政府租賃房地產持有, 初步為期30年, 自2000年8月16日起至2030年8月15日屆滿, 可選擇重續30年, 自2030年8月16日起至2060年8月15日屆滿。

重估租賃樓宇

於2018財政年度, 經考慮估值師之認可及相關專業資格以及於獲估值物業之地點和類別之近期經驗, 管理層委聘一間獨立專業估值師公司(與2017財政年度委任之估值師公司不同)對租賃樓宇進行估值。

於釐定租賃樓宇公平值時, 估值師使用市場法及收入法。根據估值報告, 公平值釐定為6,500,000元(2017年: 6,600,000)。於2017年9月30日, 重估虧絀192,000元(經扣除相關稅項39,000元(附註9))已於其他全面收益確認。於2018年9月30日, 由於租賃樓宇的賬面值與其公平值並無重大差異, 因此並無作出重估調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

3 Property, Plant and Equipment (Continued)

Revaluation of leasehold building (Continued)

The carrying amount of the leasehold building that would have been recognised had it been carried under the cost model was \$998,000 (2017: \$1,081,000).

Sale or transfer of the leasehold building held for own use is subject to consent from the Government leasehold estate.

Valuation techniques and significant unobservable inputs

The fair value measurement of the leasehold building stated at revalued amount has been categorised as a Level 3 fair value based on the inputs to the valuation technique used. The following table shows the valuation technique used in measuring the Level 3 fair value hierarchy, as well as the significant unobservable inputs used:

3 物業、廠房及設備(續)

重估租賃樓宇(續)

倘按成本模式列賬，則確認的租賃樓宇賬面值為998,000元(2017年：1,081,000元)。

銷售或轉讓持有自用的租賃樓宇須經政府租賃房地產同意。

估值技巧及重大不可觀察輸入數據

按重估金額列值的租賃樓宇的公平值計量基於所用估值技術的輸入數據分類為第3級公平值。下表列示計量第3級公平值層級所用的估值技術，以及所用的重大不可觀察輸入數據：

Description	Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement	Range
			重大不可觀察輸入數據與公平值計量之間的互動關係	
描述	估值技術	重大不可觀察輸入數據	重大不可觀察輸入數據與公平值計量之間的互動關係	範圍
Leasehold building — industrial property in Singapore	Market approach by making reference to comparable sale transactions as available in the Singapore market.	Adjustments applied to market comparables, taking into consideration the remaining lease tenure, timing of such transactions and location of comparable properties.	A significant increase in market selling prices would result in a significantly higher fair value measurement, and vice versa.	2018: Discount of 16% to 36% of comparables 2017: Discount of 0% to 1.6% of comparables
租賃樓宇 — 於新加坡工業物業	市場法，經參考新加坡市場可得的可資比較銷售交易。	對可資比較項目所採用調整，經考慮餘下租賃年期、有關交易的時間及可資比較物業的位置。	市場售價大幅上升會導致公平值計量顯著增加，反之亦然。	2018年：較可資比較項目折讓16%至36% 2017年：較可資比較項目折讓0%至1.6%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

4 Inventories

4 存貨

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
Raw materials — at cost	原材料 — 按成本	5	7
Goods-in-transit — at cost	在運貨品 — 按成本	146	76
Finished goods — at cost	製成品 — 按成本	847	635
		998	718

The analysis of the amount of inventories recognised as an expense and included in “cost of sales” is as follows:

確認為支出的存貨金額分析載於以下「銷售成本」內：

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
Carrying amount of inventories sold	已售存貨賬面值	9,957	8,174
Write-down on inventories	存貨撤銷	—	6
		9,957	8,180

Inventories are stated at the lower of cost and net realisable value, after allowance for write-down of certain inventories to net realisable value.

存貨乃按成本與可變現淨值兩者之中較低者列賬，經扣除撇減存貨至可變現淨值的撥備。

For FY2017, due to damage of certain finished goods, the Group fully wrote down \$6,000 of the inventories. The Group did not write down any inventories to their net realisable value in FY2018.

於2017財政年度，由於若干製成品損毀，本集團將存貨6,000元全額撇減。於2018財政年度，本集團並無撇減任何存貨至可變現淨值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

5 Trade and Other Receivables

5 貿易及其他應收款項

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
Trade receivables from third parties	來自第三方的貿易應收款項	2,358	1,797
Other receivables	其他應收款項	83	88
Deposits	存款	45	8
		2,486	1,893

The movement in allowance for impairment losses in respect of trade receivables is as follows:

貿易應收款項減值虧損撥備的變動如下：

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
At 1 October	於10月1日	-	5
Allowance utilised	已動用撥備	-	(5)
At 30 September	於9月30日	-	-

Trade receivables that have been determined to be impaired at the end of the reporting period relate to debtors that are in financial difficulties or have defaulted on payments. These trade receivables are not secured by any collateral or credit enhancements.

於報告期末釐定為減值的貿易應收款項涉及有財務困難或拖欠付款的債務人。該等貿易應收款項並無以任何抵押品或增強信貸措施作抵押。

The Group generally extends credit period of 0 to 30 days (2017: 0 to 30 days) to customers, depending on the length of business relationship, payment history, background and financial strength of the customers. The Group actively reviews the trade receivable balances and follows up on outstanding debts with the customers.

本集團一般為客戶延長信貸期0至30日(2017年：0至30日)，乃視乎客戶的業務關係年期、付款歷史、背景及財務實力而定。本集團積極檢討貿易應收款項結餘及跟進客戶尚欠的債務。

Trade receivables arise from customers in Singapore.

貿易應收款項來自新加坡的客戶。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

5 Trade and Other Receivables (Continued)

Based on invoice dates, ageing analysis of the Group's trade receivables is as follows:

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
0 to 30 days	0至30日	1,206	1,027
31 to 60 days	31至60日	715	576
61 to 90 days	61至90日	303	176
Over 90 days	超過90日	134	18
		2,358	1,797

Based on due dates, the ageing analysis of trade receivables that are not impaired is as follows:

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
Not past due	並無逾期	1,274	1,117
Past due 0 to 30 days	逾期0至30日	650	488
Past due 31 to 60 days	逾期31至60日	303	175
Past due 61 to 90 days	逾期61至90日	122	8
Past due over 90 days	逾期超過90日	9	9
		2,358	1,797

Based on historical default rates, the Group believes that no impairment allowance is necessary in respect of trade receivables, as they mainly arise from customers that have a good credit record with the Group.

Trade and other receivables are denominated in SGD.

5 貿易及其他應收款項(續)

根據發票日期，本集團貿易應收款項的賬齡分析如下：

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
0 to 30 days	0至30日	1,206	1,027
31 to 60 days	31至60日	715	576
61 to 90 days	61至90日	303	176
Over 90 days	超過90日	134	18
		2,358	1,797

根據到期日，尚未減值的貿易應收款項的賬齡分析如下：

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
Not past due	並無逾期	1,274	1,117
Past due 0 to 30 days	逾期0至30日	650	488
Past due 31 to 60 days	逾期31至60日	303	175
Past due 61 to 90 days	逾期61至90日	122	8
Past due over 90 days	逾期超過90日	9	9
		2,358	1,797

基於以往拖欠還款率，本集團相信毋須就貿易應收款項作出減值撥備，原因為此等應收款項主要來自與本集團擁有良好記錄的客戶。

貿易及其他應收款項乃以新加坡元計值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

6 Cash and Cash Equivalents

6 現金及現金等價物

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
Cash in bank	銀行現金	816	3,085
Cash on hand	手頭現金	17	10
		833	3,095
Fixed deposit	定期存款	6,835	-
		7,668	3,095

The fixed deposit had a weighted average maturity of 9 days from the end of the reporting period with an effective interest rate of 1.23% per annum at the end of the reporting period.

定期存款的加權平均期限為報告期末起計9日，於報告期末的實際年利率為1.23%。

Cash and cash equivalents are denominated in the following currencies:

現金及現金等價物乃以下列貨幣計值：

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
HKD	港元	6,921	-
SGD	新加坡元	747	3,095
		7,668	3,095

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018
2018財政年度

7 Share Capital

7 股本

		2018 2018年	2017 2017年	2018 2018年	2017 2017年
		Number of ordinary shares 普通股數目		\$'000 千元	\$'000 千元
Issued and fully paid	已發行及繳足：				
At 1 October	於10月1日	1	-	*	-
Issuance of shares	發行股份				
— incorporation	— 成立	-	1	-	*
— reorganisation	— 重組	579,999	-	1	-
— capitalisation issue	— 資本化發行	599,420,000	-	1,003	-
— share offer	— 股份發售	200,000,000	-	334	-
At 30 September	於9月30日	800,000,000	1	1,338	*

* represents an amount less than \$1,000

* 少於1,000元

The authorised share capital of the Company as at the date of its incorporation on 21.9.2017 was HK\$380,000 divided into 38,000,000 shares at a nominal value of HK\$0.01 each.

本公司於其註冊成立日期2017年9月21日的法定股本為380,000港元分為38,000,000股每股面值0.01港元的股份。

On 21.9.2017, one fully paid share was issued and allotted to the initial subscriber. On the same day, the aforementioned one share was transferred to YJH Group by the initial subscriber.

於2017年9月21日，一股繳足股份獲發行及配發予初步認購人。同日，初步認購人將上述一股股份轉讓予YJH集團。

On 11.10.2017, as part of the Reorganisation, Mr. LS Chua, Ms. Chua, Mr. LC Chua and Mr. Pang transferred their entire interest in Sunlight Paper to SPP Investments at a consideration of \$8,537,600 which was satisfied by way of allotment and issuance of an aggregate 579,999 shares to YJH Group at the nominal value of HK\$0.01 each, amounting to HK\$5,800 (equivalent to \$1,000), credited as fully paid-up in the capital of the Company.

於2017年10月11日，作為重組其中一環，蔡聲先生、蔡女士、蔡良書先生及彭先生向SPP Investments轉讓其於Sunlight Paper的股權，代價為8,537,600新加坡元，透過配發及發行本公司股本中合共579,999股每股面值0.01港元入賬列作繳足股份（合共5,800港元（相當於1,000元））予YJH集團的方式支付。

Pursuant to a shareholders' resolution of the Company passed on 21.3.2018, the authorised share capital of the Company was increased from HK\$380,000 to HK\$100,000,000 by the creation of additional 9,962,000,000 shares in the authorised share capital of the Company.

根據2018年3月21日通過的本公司股東決議案，本公司的法定股本藉增設9,962,000,000股額外股份而由380,000港元增至100,000,000港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

7 Share Capital (Continued)

Arising from the capitalisation issue on 16.4.2018, the amount of HK\$5,994,200 (equivalent to \$1,003,000) standing to the credit of the share premium account was capitalised through the allotment and issuance of 599,420,000 shares.

Following the completion of the capitalisation issue and share offer, the issued share capital of the Company is HK\$8,000,000 divided into 800,000,000 shares, all fully paid.

The shares of the Company were listed on GEM on 16.4.2018 by way of share offer of 200,000,000 new shares at the offer price of HK\$0.275 per share. The gross proceeds were HK\$55,000,000 (equivalent to \$9,196,000), of which \$334,000 and \$8,862,000 were credited to share capital and share premium, respectively.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at shareholders' meetings. All shares rank equally with regard to the Company's residual assets.

8 Reserves

7 股本(續)

由於2018年4月16日進行資本化發行，於股份溢價賬記賬的5,994,200港元(相當於1,003,000元)已透過配發及發行599,420,000股股份撥充資本。

資本化發行及股份發售完成後，本公司的已發行股本為8,000,000港元分為800,000,000股繳足股份。

本公司股份於2018年4月16日透過200,000,000股新股份的發售形式在GEM上市，發售價為每股0.275港元。所得款項總額為55,000,000港元(相當於9,196,000元)，其中334,000元及8,862,000元已分別計入股本及股份溢價。

普通股持有人有權收取不時宣派的股息，每持有一股可於股東大會投一票。所有股份在分享本公司剩餘資產方面享有同等地位。

8 儲備

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
Share premium	股份溢價	6,221	-
Merger reserve	合併儲備	580	580
Revaluation reserve	重估儲備	4,711	4,711
Retained earnings	保留盈利	1,447	2,750
		12,959	8,041

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

8 Reserves (Continued)

Share premium

Share premium represents the excess of proceeds from the issuance of new ordinary shares over the nominal value of the shares issued, net of share issue expenses.

Merger reserve

The merger reserve represents the excess of the share capital of Sunlight Paper, which is the sole operating subsidiary of the Group, over the consideration given in the Reorganisation.

Revaluation reserve

Revaluation reserve relates to the revaluation of leasehold building under the revaluation model (Note 3).

9 Deferred Tax Liabilities

Movements in deferred tax liabilities during the financial year are as follows:

8 儲備(續)

股份溢價

股份溢價指發行新普通股所得款項超出已發行股份面值的數額減股份發行開支的數額。

合併儲備

合併儲備指Sunlight Paper(本集團的唯一營運附公司)股本超出重組所作代價的數額。

重估儲備

重估儲備涉及根據重估模式的租賃樓宇重估(附註3)。

9 遞延稅項負債

於有關財政年度內的遞延稅項負債變動如下：

		Recognised			Recognised in	
	At 1.10.2016	Recognised in profit or loss (Note 18)	in other comprehensive income	At 30.9.2017	Recognised in profit or loss (Note 18)	At 30.9.2018
	於2016年10月1日	於損益確認(附註18)	於其他全面收益確認	於2017年9月30日	於其他全面收益確認(附註18)	於2018年9月30日
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
	千元	千元	千元	千元	千元	千元
Property, plant and equipment	物業、廠房及設備					
– depreciation	– 折舊	90	(23)	67	(16)	51
– revaluation	– 重估	1,004	-	965	-	965
		1,094	(23)	1,032	(16)	1,016

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

10 Borrowings

10 借款

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
Non-current	非流動		
Obligations under finance leases	融資租賃承擔	-	16
Bank loan	銀行貸款	317	-
		317	16
Current	流動		
Obligations under finance leases	融資租賃承擔	16	119
Bank loan	銀行貸款	97	-
		113	119
		430	135

Repayment schedule

The repayment schedule of the Group's borrowings is as follows:

還款時間表

本集團借款的還款時間表如下：

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
Within 1 year	1年內	113	119
Between 1 and 2 years	1至2年	97	16
Between 2 and 5 years	2至5年	220	-
More than 5 years	超過5年	-	-
		430	135

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

10 Borrowings (Continued)

Obligations under finance leases

10 借款(續)

融資租賃承擔

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
Minimum lease payments payable:	最低應付租賃款額：		
Due not later than one year	不遲於一年後到期	17	126
Due later than one year and not later than five years	一年後但五年內到期	-	17
		17	143
Less: Finance charges allocated to future periods	減：分配至未來期間的融資抵押	(1)	(8)
Present value of minimum lease payments	最低租賃款額現值	16	135
Present value of minimum lease payments:	最低租賃款額現值：		
Due not later than one year	不遲於一年後到期	16	119
Due later than one year and not later than five years	一年後但五年內到期	-	16
		16	135
Represented by:	列為：		
Current	流動	16	119
Non-current	非流動	-	16
		16	135

The Group's motor vehicles are held under finance leases. All finance leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

The finance leases are secured by the underlying assets, comprising motor vehicles of \$260,000 (2017: \$459,000) (Note 3).

本集團的汽車根據融資租賃持有。所有融資租賃均以固定償還為基礎，不存在就或然租金償付訂立的安排。

融資租賃乃以相關資產作抵押，包括汽車260,000元(2017年：459,000元)(附註3)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

10 Borrowings (Continued)

Terms and conditions

The terms and conditions of borrowings at the end of the reporting period are as follows:

10 借款(續)

條款及條件

於報告期末的借款條款及條件如下：

		Currency	Nominal interest rate (p.a.) 票面利率 (每年)	Year of maturity 到期年份	Face value 面值 \$'000 千元	Carrying amount 賬面值 \$'000 千元
2018	2018年					
Obligations under finance leases	融資租賃承擔	SGD 新加坡元	2.28% to 2.95% 2.28%至2.95%	2019 2019年	17	16
Bank loan	銀行貸款	SGD 新加坡元	3.0% 3.0%	2023 2023年	414	414
					431	430
2017	2017年					
Obligations under finance leases	融資租賃承擔	SGD 新加坡元	2.28% to 2.99% 2.28%至2.99%	2018 to 2019 2018年至2019年	143	135

The bank loan is secured by the Group's leasehold building (Note 3) and a corporate guarantee from the Company.

銀行貸款乃以本集團的租賃樓宇(附註3)及本公司的公司擔保抵押。

Carrying amounts and fair values

The carrying amounts and fair values of long-term borrowings at the end of the reporting period are as follows:

賬面值及公平值

於報告期末的長期借款賬面值及公平值如下：

		Carrying amount 賬面值 \$'000 千元	Fair value 面值 \$'000 千元
2018	2018年		
Bank loan	銀行貸款	414	414
2017	2017年		
Obligations under finance leases	融資租賃承擔	135	135

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

10 Borrowings (Continued)

Carrying amounts and fair values (Continued)

The fair values are determined from the discounted cash flow analyses, using the implicit discount rates based upon the borrowing rates which the directors expect would be available at the end of the reporting period, as follows:

		2018	2017
		2018年	2017年
		% p.a.	% p.a.
		每年%	每年%
Obligations under finance leases	融資租賃承擔	-	3.0
Bank loan	銀行貸款	3.0	-

The fair value hierarchy of the above long-term borrowings is Level 2.

10 借款(續)

賬面值及公平值(續)

公平值乃根據貼現現金流量，採用基於董事預期於報告期末可得的借款利率的隱含利率釐定如下：

上述長期借款的公平值層級為第2級。

11 Trade and Other Payables

Trade payables to third parties	應付第三方貿易應付款項	1,782	1,345
Accrued employee benefits	應計僱員福利	425	307
Accrued expenses	應計開支	101	22
Dividends payable to shareholders	應付股東股息	-	2,030
Output GST, net	銷項稅淨額	37	51
Other payables	其他應付款項	87	118

The average credit period taken to settle trade payables is approximately 30 days (2017: 30 days).

11 貿易及其他應付款項

	2018	2017
	2018年	2017年
	\$'000	\$'000
	千元	千元
	2,432	3,873

結清貿易應付款項的平均信貸期約為30天(2017年：30天)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

11 Trade and Other Payables (Continued)

Based on invoice dates, ageing analysis of the Group's trade payables is as follows:

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
0 to 30 days	0至30天	1,051	780
31 to 60 days	31至60天	631	541
61 to 90 days	61至90天	100	24
Over 90 days	超過90天	-	-
		1,782	1,345

Trade and other payables are denominated in the following currencies:

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
SGD	新加坡元	2,391	3,813
MYR	令吉	41	60
		2,432	3,873

12 Revenue

Significant categories of revenue, excluding applicable goods and services tax, are detailed as follows:

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
Sale of goods	銷售貨品	13,635	12,186

11 貿易及其他應付款項(續)

根據發票日期，本集團貿易應付款項的賬齡分析如下：

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
0 to 30 days	0至30天	1,051	780
31 to 60 days	31至60天	631	541
61 to 90 days	61至90天	100	24
Over 90 days	超過90天	-	-
		1,782	1,345

貿易及其他應計款項乃以下列貨幣計值：

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
SGD	新加坡元	2,391	3,813
MYR	令吉	41	60
		2,432	3,873

12 收益

除適用的商品及服務稅外，重大收益類別詳述如下：

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
Sale of goods	銷售貨品	13,635	12,186

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

13 Other Income

13 其他收入

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
Foreign exchange gain, net	外匯收益淨額	310	3
Interest income	利息收入	32	36
Rental income	租金收入	20	21
Sundry income	雜項收入	34	18
Trademark income	商標收入	45	45
		441	123

14 Other Expenses

14 其他開支

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	1	27

15 Finance Costs

15 融資成本

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
Interest expenses on:	以下利息開支：		
— finance leases	— 融資租賃	8	10
— bank loan	— 銀行貸款	13	—
		21	10

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

16 (Loss)/Profit Before Taxation

16 除稅前(虧損)/溢利

		2018	2017
		2018年	2017年
	Note	\$'000	\$'000
	附註	千元	千元
(Loss)/Profit before taxation has been arrived at after charging:	經扣除以下各項後的除稅前(虧損)/溢利		
Auditor's remuneration	核數師薪酬	35	20
Cost of inventories recognised in cost of sales	於銷售成本確認的存貨成本	9,957	8,174
	4		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	315	355
	3		
Operating lease expenses	經營租賃開支	34	36
Write-down on inventories	存貨撇減	-	6
	4		
Staff costs (including Directors' remuneration (Note 17))	員工成本(包括董事薪酬(附註17))		
— salaries and other related costs	— 薪金及其他相關成本	1,566	1,303
— contributions to defined contribution plans	— 界定供款計劃供款	94	102
		1,660	1,405

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

17 Directors' Remuneration and Five Highest Paid Individuals

(a) Directors' remuneration

(a) 董事薪酬

		Salaries, allowances and benefits				Total
		Fees	in kind	Discretionary bonuses	Defined contributions	
		薪金、津貼	及實物福利	酌情花紅	界定供款	總計
		\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元
FY2018	2018 財政年度					
<i>Executive Directors</i> (Note (i)):	執行董事(附註(i)):					
Mr. Chua Liang Sie	蔡良聲先生	—	120	46	13	179
Ms. Chua Joo Gek	蔡瑜玉女士	—	84	32	9	125
Mr. Chua Liang Chui	蔡良書先生	—	114	41	13	168
Mr. Chua Wenhao	蔡文浩先生	—	70	7	13	90
<i>Independent non-executive Directors</i> (Note (ii)):	獨立非執行董事(附註(ii)):					
Mr. Teo Beng Fwee	張明輝先生	14	—	—	—	14
Mr. Yeo Hai Thong Michael	楊海通先生	14	—	—	—	14
Mr. Law Kin Ho	羅健豪先生	14	—	—	—	14
Total	總計	42	388	126	48	604
FY2017	2017 財政年度					
<i>Executive Directors</i> (Note (i)):	執行董事(附註(i)):					
Mr. Chua Liang Sie	蔡良聲先生	—	120	46	13	179
Ms. Chua Joo Gek	蔡瑜玉女士	—	84	32	9	125
Mr. Chua Liang Chui	蔡良書先生	—	114	41	13	168
Mr. Chua Wenhao	蔡文浩先生	—	58	8	12	78
<i>Independent non-executive Directors</i> (Note (ii)):	獨立非執行董事(附註(ii)):					
Mr. Teo Beng Fwee	張明輝先生	—	—	—	—	—
Mr. Yeo Hai Thong Michael	楊海通先生	—	—	—	—	—
Mr. Law Kin Ho	羅健豪先生	—	—	—	—	—
Total	總計	—	376	127	47	550

Notes:

附註:

- (i) All the executive Directors were appointed on 21.9.2017.
- (ii) All the independent non-executive Directors were appointed on 21.3.2018.

- (i) 所有執行董事乃於2017年9月21日獲委任。
- (ii) 所有獨立非執行董事乃於2018年3月21日獲委任。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

17 Directors' Remuneration and Five Highest Paid Individuals (Continued)

(a) Directors' remuneration (Continued)

During the year, no Director or any of the highest paid individuals waived or agreed to waive any emoluments (2017: Nil). No emoluments were paid by the Group to the Directors or any of the highest paid individuals of the Group as an inducement to join or upon joining the Group or as compensation for loss of office as a Director of any member of the Group or of any other office in connection with the management of the affairs of any member of the Group (2017: Nil).

(b) Five highest paid individuals

The five highest paid individuals of the Group included 4 Directors (2017: 4) for the year, whose emoluments are reflected in note (a).

The analysis of the emolument of the remaining 1 (2017: 1) highest paid non-Director individual for the year, is set out below:

	2018	2017
	2018年	2017年
	\$'000	\$'000
	千元	千元
Salaries, allowances and benefits in kind	108	65
Discretionary bonuses	35	8
Defined contributions	22	12
	165	85

The emolument paid or payable to each of the above non-Director individuals for the year fell within the following band:

	2018	2017
	2018年	2017年
	No. of	No. of
	individuals	individuals
	人數	人數
Nil to HK\$1,000,000 or S\$175,000 (2017: S\$174,000)	1	1
零至1,000,000港元或175,000 新加坡元(2017年： 174,000新加坡元)	1	1

17 董事薪酬及五名最高薪人士(續)

(a) 董事薪酬(續)

於年內，概無董事或任何最高薪人士放棄或同意放棄任何酬金(2017年：無)。本集團概無向董事或本集團任何最高薪人士支付酬金作為吸引其加入本集團或加入本集團後的獎勵或作為辭去本集團任何成員公司董事職位或與管理本集團任何成員公司事務有關的任何其他職位的補償(2017年：無)。

(b) 五名最高薪人士

於年內，集團五名最高薪人士包括4名(2017年：4名)董事，其酬金詳情載於附註。

於年內，餘下1名(2017年：1名)最高薪非董事人士的酬金分析載列如下：

	2018	2017
	2018年	2017年
	No. of	No. of
	individuals	individuals
	人數	人數
Nil to HK\$1,000,000 or S\$175,000 (2017: S\$174,000)	1	1
零至1,000,000港元或175,000 新加坡元(2017年： 174,000新加坡元)	1	1

於年內，已付或應付上述各非董事人士的薪酬屬於下列範圍：

	2018	2017
	2018年	2017年
	No. of	No. of
	individuals	individuals
	人數	人數
Nil to HK\$1,000,000 or S\$175,000 (2017: S\$174,000)	1	1
零至1,000,000港元或175,000 新加坡元(2017年： 174,000新加坡元)	1	1

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

18 Taxation

18 稅項

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
Current taxation	即期稅項		
— current year	— 本年度	155	302
— changes in estimates in respect of prior years	— 過往年度的估計變動	(10)	(11)
		145	291
Deferred taxation (Note 9)	遞延稅項(附註9)		
— current year	— 本年度	(16)	(12)
— changes in estimates in respect of prior years	— 過往年度的估計變動	-	(11)
		(16)	(23)
		129	268

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

18 Taxation (Continued)

The tax expense on the results of the financial year varies from the amount of income tax determined by applying the applicable rate of income tax on (losses)/profits as a result of the following:

18 稅項(續)

受下列因素影響，財政年度內業績的稅務開支有別於運用適用的(虧損)/溢利所得稅率所釐定的所得稅金額：

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
(Loss)/Profit before taxation	除稅前(虧損)/溢利	(1,174)	1,008
Tax at statutory rates applicable to different jurisdictions	適用於不同司法權區的法定稅率	(75)	171
Tax effect on non-deductible expenses	不可扣稅開支的稅務影響	293	164
Tax effect on non-taxable income	非課稅收入的稅務影響	(39)	-
Tax exempt income, rebates and incentives	免稅收入、回扣及優惠	(44)	(45)
Changes in estimates of current taxation in respect of prior years	過往年度即期稅項估計的變動	(10)	(11)
Changes in estimates of deferred taxation in respect of prior years	過往年度遞延稅項估計的變動	-	(11)
Others	其他	4	-
		129	268

Cayman Islands

The Company is not subject to taxes on profit, income or dividends in the Cayman Islands.

開曼群島

本公司毋須就開曼群島的溢利、收入或股息課稅。

BVI

The subsidiary in BVI, SPP Investments, is not subject to income tax as it is tax exempted under the laws of BVI.

英屬處女群島

由於英屬處女群島附屬公司SPP Investments根據英屬處女群島法律獲豁免繳稅，故毋須繳納所得稅。

Singapore

The corporate income tax rate applicable to the principal operating subsidiary in Singapore, Sunlight Paper, is 17% (2017: 17%) for FY2018.

新加坡

新加坡主要經營附屬公司Sunlight Paper於2018財政年度適用的企業所得稅率為17% (2017年：17%)。

Non-deductible expenses mainly relate to private motor vehicles and related expenses, unrealised foreign exchange differences and listing expenses.

不可扣稅開支主要涉及私人汽車及相關開支、未變現外匯差額及上市開支。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

19 (Loss)/Earnings per Share

The calculation of basic and diluted (loss)/earnings per share was based on the loss attributable to ordinary shareholders of \$1,303,000 (2017: profit of \$740,000), and a weighted average number of ordinary shares outstanding of 800,000,000 (2017: 600,000,000).

Diluted (loss)/earnings per share is the same as basic (loss)/earnings per share as there were no potential dilutive ordinary shares outstanding in FY2018 and FY2017.

As disclosed in Note 7 to the consolidated financial statements, the Company was incorporated on 21.9.2017, and issued and allotted one share upon incorporation and 579,999 shares on 11.10.2017. For comparative purposes, the number of shares for the purpose of basic and diluted earnings per share for FY2017 is based on the assumption that (i) the 580,000 shares are regarded as if they have been in issue since 1.10.2016, and (ii) in conjunction with the Listing, the capitalisation of share premium account into 599,420,000 shares on 16.4.2018 are deemed to be completed on 1.10.2016 as such capitalisation does not result in a corresponding increase in the resources of the Group.

20 Equity-settled Share-based Payment Transactions

The Company has a share option scheme (the "Share Option Scheme") which was approved and adopted by the shareholders of the Company by way of written resolutions passed on 21.3.2018. No share option has been granted since the commencement of the Share Option Scheme.

The following is a summary of the principal terms of the Share Option Scheme but does not form part of, nor was it intended to be, part of the Share Option Scheme nor should it be taken as affecting the interpretation of the rules of the Share Option Scheme:

(a) Purpose of the Share Option Scheme

The purpose of the Share Option Scheme is to enable the Company to grant options to selected participants as incentives or rewards for their contribution to the Company.

19 每股(虧損)/盈利

每股基本及攤薄(虧損)/盈利乃根據普通股股東應佔虧損1,303,000元(2017年：溢利740,000元)及發行在外的普通股的加權平均數800,000,000股(2017年：600,000,000股)計算。

由於2018財政年度及2017財政年度並無發行在外的潛在攤薄普通股，因此每股攤薄(虧損)/盈利與每股基本(虧損)/盈利相同。

誠如綜合財務報表附註7所披露，本公司於2017年9月21日註冊成立，並於註冊成立時發行及配發一股股份及於2017年10月11日發行及配發579,999股股份。為方便比較，用於計算2017財政年度每股基本及攤薄盈利的股份數目乃基於以下假設：(i)580,000股股份被視作猶如自2016年10月1日起已發行；及(ii)因應上市，於2018年4月16日的股份溢價賬資本化為599,420,000股股份已被視作於2016年10月1日完成，乃因有關資本化並無導致本集團資源相應增加。

20 以權益結算以股份為基礎的付款交易

本公司有一項購股權計劃(「購股權計劃」)，該項購股權計劃獲本公司股東於2018年3月21日通過書面決議案批准及採納。自購股權計劃開始以來，概無授出購股權。

以下為購股權計劃主要條款之概要，但並不構成亦不擬構成購股權計劃的一部分，亦不應被視為影響購股權計劃規則的詮釋：

(a) 購股權計劃的目的

購股權計劃使本公司可向獲選參與人士授出購股權，作為彼等對本集團所作貢獻的獎勵或回報。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

20 Equity-settled Share-based Payment Transactions (Continued)

(b) Participants of the Share Option Scheme and eligibility criteria

The eligible persons of the Share Option Scheme to whom options may be granted by the Board shall include any directors, employee, executives, officers, suppliers, customers, consultants, agents, advisers, joint venture partners and related entities, who at the absolute discretion of the Board, has contributed to the Group ("Eligible Person").

(c) Maximum number of Shares available for subscription

The total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme shall not in aggregate exceed 10% of the total number of Shares at the time dealings in the Shares first commence on the Stock Exchange unless the Company obtains a fresh approval.

(d) Maximum entitlement of each Eligible Person

The total number of Shares issued and to be issued upon exercise of the options granted to each Eligible Person (including both exercised and outstanding options under the Share Option Scheme) in any 12-month period (when aggregated with any Shares subject to options granted during such period under any other share option scheme(s) of the Company other than those options granted pursuant to specific approval by the Shareholders in a general meeting) must not exceed 1% of the issued share capital of the Company.

(e) Time of exercise of option

An option may be accepted by a participant within 28 days from the date of the offer of grant of the option. An option may be exercised in accordance with the terms of the Share Option Scheme at any time during the option period. After the expiration of the option period, no further options shall be offered or granted but the provisions of the Share Option Scheme shall remain in full force and effect in all other respects. Options granted during the life of the Share Option Scheme shall continue to be exercisable in accordance with their terms of grant after the end of the ten-year period.

20 以權益結算以股份為基礎的付款交易(續)

(b) 購股權計劃參與人士及合資格標準

可獲董事會授予購股權之購股權計劃合資格參與人士為董事會全權酌情認為對本集團作出貢獻者，包括任何董事、僱員、行政人員、高級職員、供應商、客戶、諮詢人、代理、顧問、合營夥伴及相關實體（「合資格人士」）。

(c) 最高可供認購股數目

所有購股權獲行使時根據購股權計劃可予發行的股份總數合共不得超過股份首次開始於聯交所買賣時的股份總數10%，惟本公司獲得更新批准者除外。

(d) 每名合資格人士可享上限

在任何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授予各合資格人士的購股權（包括根據購股權計劃已行使及尚未行使的購股權）獲行使而已發行及將予發行的股份總數，與任何受該期間根據本公司任何其他購股權計劃授出的購股權（不包括根據股東於股東大會上特別批准而授出的該等購股權）所規限的股份合計，不得超過本公司已發行股本的1%。

(e) 行使購股權的時限

參與人士可於自授出購股權的要約日期起計28日內接納有關購股權。購股權可於購股權期間隨時根據購股權計劃之條款行使。購股權期間屆滿後，概不得要約授出或授出任何額外購股權，惟購股權計劃之條款在所有其他方面將仍具十足效力及效用。在購股權計劃仍然有效之期間內所授出購股權，在十年期間屆滿後將可根據彼等授出時之條款繼續行使。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

20 Equity-settled Share-based Payment Transactions (Continued)

(f) Subscription price

The subscription price of a Share in respect of any option granted under the Share Option Scheme, subject to any adjustments made in accordance with the Share Option Scheme, shall be such price as the Board in its absolute discretion shall determine, provided that such price shall not be less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option (which must be a Business Day); (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for the five Business Days immediately preceding the date of grant of the option (which must be a Business Day); and (iii) the nominal value of the Shares. A consideration of HK\$1.00 is payable on acceptance of the offer of the grant of an option.

(g) Life of the Share Option Scheme

The Company may, by ordinary resolution in general meeting, or the Board may at any time terminate the operation of the Share Option Scheme and in such event no further option shall be offered or granted but in all other respects the provisions of the Share Option Scheme shall remain in full force and effect and options granted prior to such termination shall continue to be valid and exercisable in accordance with the Share Option Scheme. Subject to the aforesaid, the Share Option Scheme shall be valid and effective for a period of ten years commencing from the date of adoption, after which period no further options will be offered or granted but the provisions of the Share Option Scheme shall remain in full force and effect in all other respects with respect to options granted during the life of the Share Option Scheme.

20 以權益結算以股份為基礎的付款交易(續)

(f) 認購價

根據購股權計劃授出的任何購股權所涉及股份的認購價(根據購股權計劃可予調整)為董事會全權酌情釐定的價格,惟有關價格不得低於下列最高者:(i)股份於授出購股權日期(必須為營業日)當日在聯交所每日報價表所報收市價;(ii)股份於緊接授出購股權日期(必須為營業日)前五個營業日在聯交所每日報價表所報平均收市價;及(iii)股份面值。接納授出購股權的要約時須支付代價1.00港元。

(g) 購股權計劃的有效期間

本公司(透過在股東大會通過普通決議案)或董事會可於任何時間終止購股權計劃的運作,屆時不得建議授出或授出購股權,但購股權計劃條文在所有其他方面將維持十足效力及生效,而在購股權計劃終止前授出的購股權將繼續根據購股權計劃為有效及可予行使。在上述者規限下,購股權計劃由採納日期起計十年內有效及生效,其後再不得建議授出或授出購股權,但購股權計劃條文就購股權計劃有效期內授出的購股權而言在所有其他方面將維持十足效力及生效。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

21 Significant Related Party Transactions

Other than as disclosed elsewhere in the consolidated financial statements, transactions with related parties based on terms agreed between parties are as follows:

21 重大關連方交易

除綜合財務報表其他地方所披露者外，根據雙方協定的條款與關聯方進行的交易如下：

	2018	2017
	2018年	2017年
	\$'000	\$'000
	千元	千元
Purchases of goods from an entity with a common director as the Company 向本公司共同董事實體購買貨品	-	1,599

In FY2017, the related party is Sunlight Hygiene Products (Shenzhen) Limited, which is a supplier to the Group. Mr. Chua Liang Chui was appointed as director of the supplier on 15.7.2015 and ceased to hold such position since 13.6.2017. During his directorship, he had not taken any executive or management role in the supplier and had not taken any remuneration.

於2017財政年度，關聯方為心麗衛生用品(深圳)有限公司，為本集團的供應商。蔡良書先生於2015年7月15日獲委任為該供應商的董事，並自2017年6月13日起不再擔任此職位。於彼擔任董事期間，彼並無於供應商擔任任何行政或管理職務且並無收取任何薪酬。

The directors are of the opinion that the transactions above have been entered in normal course of businesses and have been established on terms and conditions that are not materially different from those obtainable in transactions with third parties.

董事認為，上述交易乃於日常業務過程中訂立，其條款及條件與跟第三方進行交易者並無重大出入。

As at 30.9.2017, the directors of the Company, Mr. Chua Liang Sie, Ms. Chua Joo Gek and Mr. Chua Liang Chui, had given personal guarantees to a licensed bank in respect of banking facilities granted to the Group. The personal guarantees had been released and replaced by corporate guarantee from the Company upon Listing.

於2017年9月30日，本公司董事蔡良聲先生、蔡瑜玉女士及蔡良書先生就本集團獲授的銀行融資向一所持牌銀行作出個人擔保。有關個人擔保已於上市時解除並由本集團之擔保所取代。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

22 Commitments

(a) Capital commitments

Capital expenditure contracted for as at the end of the reporting period but not recognised in the consolidated financial statements is as follows:

	2018	2017
	2018年	2017年
	\$'000	\$'000
	千元	千元
Capital commitments in respect of property, plant and equipment	111	-

(b) Operating lease commitments (non-cancellable)

Where the Group is the lessee,

At the end of the reporting period, the Group is committed to making the following payments in respect of non-cancellable operating lease of land:

	2018	2017
	2018年	2017年
	\$'000	\$'000
	千元	千元
Not later than one year	34	34
Later than one year and not later than five years	134	134
Later than five years	232	266
	400	434

The lease of land is for an initial term of 30 years with an option for a further term of 30 years. Lease payments are usually adjusted to reflect market rentals.

The lease has no contingent rent provision included in the contract.

22 承擔

(a) 資本承擔

於報告期末已訂約但未於綜合財務報表確認的資本開支如下：

	2018	2017
	2018年	2017年
	\$'000	\$'000
	千元	千元
Capital commitments in respect of property, plant and equipment	111	-

(b) 經營租賃承擔(不可撤銷)

當本集團為承租人，

於報告期末，本集團就不可撤銷土地經營租賃作出以下付款：

	2018	2017
	2018年	2017年
	\$'000	\$'000
	千元	千元
Not later than one year	34	34
Later than one year and not later than five years	134	134
Later than five years	232	266
	400	434

土地租賃的初步租期為30年，並可選擇進一步延期30年。租賃付款通常會有所調整，以反映市場租金。

合約中概無或然租賃條文。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

22 Commitments (Continued)

(b) Operating lease commitments (non-cancellable)

(Continued)

Where the Group is the lessor,

As at 30.9.2017, the Group had commitment for future minimum lease receivable under non-cancellable operating lease as follows:

	2017 2017年 \$'000 千元
Not later than one year	20

The Group had granted its leasehold building for use as a mobile base station for a term of one year, with an option to renew the lease term after the date. The lease ended in FY2018 and was not renewed.

22 承擔(續)

(b) 經營租賃承擔(不可撤銷)(續)

當本集團為出租人，

於2017年9月30日，本集團就不可撤銷經營租賃項下應收未來最低租賃款項承擔如下：

	2017 2017年 \$'000 千元
Not later than one year	20

本集團准許其租賃樓宇作為移動基站用途，為期一年，並可於期滿當日後重續租期。租期於2018財政年度屆滿，並無重續。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

23 Operating Segments

Information reported to the chief operating decision maker, who is the Group's CEO, for the purpose of resource allocation and assessment of performance is specifically focused on the key products sold, namely, tissue products and hygiene-related products.

Information regarding the results of each reportable segment is included below. Performance is measured based on the following bases, as included in the internal management reports that are reviewed by the Group's CEO. Both segment revenue and profit are used to measure performance as management believes that such information is the most relevant in evaluating the level of activities and results of these segments.

- Revenue and expenses are allocated to the reportable segments with reference to revenue generated by those segments and the expenses incurred by those segments. Assistance provided by one segment to another, including sharing of assets, is not measured.
- The measure used for reporting segment profit is gross profit.
- Management considers the disclosure of segment assets and liabilities for tissue products, hygiene-related products and others respectively is not practical and not meaningful. Hence, no disclosure of segment assets and liabilities has been made.
- In addition to receiving segment information concerning segment profit, management is provided with segment information concerning revenue.

There are no operating segments that have been aggregated to form the above reportable operating segments.

23 經營分部

向主要營運決策者(即本集團行政總裁)匯報資料目的為分配資源及評估表現,特別集中於主要出售產品,即企業客戶衛生紙產品及衛生相關產品。

有關各可報告分部的業績資料如下。業績按包括在經本集團行政總裁審核的內部管理報告的下列基準計算。分部收益及溢利均用作計算業績,因管理層相信該等資料於評估該等分部活動水平及業績最為相關。

- 收益及開支乃參考可呈報分部所產生收益及開支分配至有關分部。並無計及分部之間所提供協助,包括分佔資產。
- 呈報分部溢利所用計量基準為毛利。
- 管理層認為各自披露企業客戶衛生紙產品、衛生相關產品及其他分部資產及負債並不實際亦無意義。因此,概無披露分部資產及負債。
- 除獲得有關分部溢利的分部資料外,管理層獲提供有關收益的分部資料。

概無合併經營分部以組成上述可呈報經營分部。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

23 Operating Segments (Continued)

23 經營分部(續)

		Tissue products	Hygiene- related products	Others	Total
		衛生紙產品	衛生 相關產品	其他	總計
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
2018	2018年				
Revenue from external customers and reportable segment revenue	來自外部客戶的收益及可呈報分部收益	12,059	1,187	389	13,635
Segment profit	分部溢利	2,712	372	33	3,117
2017	2017年				
Revenue from external customers and reportable segment revenue	來自外部客戶的收益及可呈報分部收益	11,030	971	185	12,186
Segment profit	分部溢利	3,128	363	2	3,493

Reconciliations of reportable segment profit

可呈報分部溢利的對賬

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
Reportable segment profit	可呈報分部溢利	3,117	3,493
Other income	其他收入	441	123
Unallocated expenses	未分配開支	(4,711)	(2,598)
Interest expenses	利息開支	(21)	(10)
Consolidated (loss)/profit before taxation	綜合除稅前(虧損)/溢利	(1,174)	1,008

The Group's revenue arises from external customers located in Singapore. The Group carries out its operations in Singapore and all of the Group's non-current assets are located in Singapore.

本集團來自外部客戶的收益位於新加坡。本集團於新加坡進行營運，且本集團所有非流動資產均位於新加坡。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

23 Operating Segments (Continued)

Major customers

The following are major customers with revenue equal to or more than 10% of the Group's total revenue in FY2018 and FY2017:

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
Customer A	公司A	1,934	1,730
Customer B	公司B	1,533	1,393
		3,467	3,123

23 經營分部(續)

主要客戶

以下為於2018財政年度及2017財政年度佔本集團總收益相等於或多於10%的主要客戶：

24 Subsidiaries

Details of the subsidiaries at the end of the financial year are:

24 附屬公司

於本財政年度末的附屬公司詳情為：

Name	Principal activities	Country of incorporation/ Principal place of business and form of business structure	Particulars of issued and fully paid up share capital	Percentage of equity held
姓名	主要業務	註冊成立國家/ 主要業務地點及 業務架構形式	已發行及 繳足股本的詳情	所持股權 百分比 2018 2018年 %
Held by the Company 由本公司所持有				
SPP Investments Limited ^(a)	SPP Investments Limited ^(a)	Investment holding 投資控股	BVI/Singapore, limited liability company 英屬處女群島/ 新加坡·有限責任 公司	\$1 100
Held by SPP Investments Limited 由SPP Investments Limited所持有				
Sunlight Paper Products Pte. Ltd. ^(b)	Sunlight Paper Products Pte. Ltd. ^(b)	Supply of tissue products to corporate customers 向企業客戶供應衛生紙產品	Singapore/ Singapore, limited liability company 新加坡/新加坡· 有限責任公司	\$580,000 100

^(a) Not required to be audited

^(b) Audited by Foo Kon Tan LLP, a principal member firm of HLB International

^(a) 毋須予以審核

^(b) 由Foo Kon Tan LLP(浩信國際主要成員)審核

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

25 Financial Risk Management Objectives and Policies

The Group has documented financial risk management policies. These policies set out the Group's overall business strategies and its risk management philosophy. The Group is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk, interest rate risk, foreign currency risk and market price risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise adverse effects from the unpredictability of financial markets on the Group's financial performance.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risks. Market risk exposures are measured using sensitivity analysis for interest rate risk (Note 25(c)) and foreign currency risk (Note 25(d)).

The Group does not hold or issue derivative financial instruments for trading purposes or to hedge against fluctuations, if any, in interest rates and foreign exchange.

25 財務風險管理目標及政策

本集團有明文訂定財務風險管理政策。該等政策載明本集團的整體業務策略及其風險管理理念。本集團面臨其營運及利用財務工具引起的財務風險。主要財務風險包括信貸風險、流動資金風險、外幣風險及市場價格風險。本集團的整體風險管理計劃將焦點集中於金融市場的不可預見事情上，並務求減低金融市場的不可預見事情對本集團財務表現所構成之不利影響。

本集團的風險管理政策旨在辨明和分析本集團面臨的風險，並設置適當的風險限制和控制措施以監控風險是否在限制範圍內。風險管理政策及系統須定期進行審閱以反映市場環境及本集團經營活動的變化。本集團通過其培訓和管理標準及程序，旨在建立具紀律性及建設性的控制環境，使得身處其中的所有僱員明白自身的角色及義務。

本集團所承擔的該等財務風險或其管理及衡量風險的方式並無變化。市場風險乃運用利率風險(附註25(c))及外幣風險(附註25(d))的敏感度分析計量。

本集團並無持有或發行衍生財務工具作買賣之用或作為利率及匯率變動(如有)的對沖。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

25 Financial Risk Management Objectives and Policies (Continued)

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the Group to incur a financial loss. The Group's exposure to credit risk arises primarily from trade and other receivables. For trade receivables, the Group adopts the practice of dealing only with those customers of appropriate credit history, and obtaining sufficient security where appropriate to mitigate credit risk. For other financial assets, the Group adopts the policy of dealing only with high credit quality counterparties.

The Group's objective is to seek continual growth while minimising losses incurred due to increased credit risk exposure.

The Group has established a credit policy under which the creditworthiness of each new customer is evaluated individually before the Group grants credit to the customer. Credit limits are established for each customer, which represents the maximum open amount without requiring approval from the directors. Payments will be required to be made upfront by customers which do not meet the Group's credit requirements.

Amounts due from customers are closely monitored and reviewed on a regular basis to identify any non-payment or delay in payment, and to understand the reasons, so that appropriate actions can be taken promptly. Through on-going credit monitoring and existing collection procedures in place, credit risk is mitigated substantially.

The Group's trade receivables comprise one major debtor (2017: one major debtor) that represented 16% (2017: 20%) of trade receivables.

25 財務風險管理目標及政策(續)

(a) 信貸風險

信貸風險是指財務工具的一方因未能履行義務而引起本集團損失的風險。本集團面臨的信貸風險主要來自貿易及其他應收款項。就貿易應收款項而言，本集團的做法為僅與信貸紀錄良好的客戶交易，並在適當情況下採取充分的保障以降低信貸風險。對於其他財務資產，本集團的政策僅與高信貸質素的對手方交易。

本集團的目標為於追求持續增加的同時減少因信貸風險增加而產生的虧損。

本集團已訂立信貸政策，據此，本集團向新客戶授予信貸前會對每名新客戶的信譽進行個別評估。每名客戶均獲設定信貸限額，為毋須經董事會批准的最高未償還金額。不符合本集團信貸要求的客戶須預先支付款項。

本集團密切監察及定期審閱應收客戶款項，以辨明未付款項或逾期付款，並了解箇中原因，從而盡快採取適當行動。透過持續的信貸監察及現有的收款程序，信貸風險已大幅降低。

本集團的貿易應收款項中16%(2017年：20%)來自一名主要債務人(2017年：一名主要債務人)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

25 Financial Risk Management Objectives and Policies (Continued)

(a) Credit risk (Continued)

The Group evaluates whether there is any objective evidence that trade and other receivables are impaired, and determines the amount of impairment loss as a result of the inability of the debtors to make required payments. The Group bases the estimates on the ageing of the trade receivable balances, creditworthiness of the debtors and historical write-off experience. If the financial conditions of the debtors were to deteriorate, actual write-offs would be higher than estimated.

Amount not paid after the credit period granted will be considered past due. The credit terms granted to customers are based on the Group's assessment of their creditworthiness and in accordance with the Group's policy.

In determining the recoverability of trade and other receivables, the Group considers any change in the credit quality of the trade and other receivables from the date credit was initially granted up to the end of the reporting period.

The Group establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables. The main components of this allowance are a specific loss component that relates to individually significant exposures.

The allowance account in respect of trade and other receivables is used to record impairment losses unless the Group is satisfied that no recovery of the amount owing is possible. At that point, the financial asset is considered irrecoverable and the amount charged to the allowance account is written off against the carrying amount of the impaired financial asset.

25 財務風險管理目標及政策(續)

(a) 信貸風險(續)

本集團評估是否有任何客觀證據顯示貿易及其他應收款項出現減值，並釐定因債務人無力作出所需付款而出現減值虧損的金額。本集團的估計乃基於貿易應收款項結餘的賬齡、債務人信譽及過往撇賬經驗而作出。倘債務人的財務狀況惡化，實際撇賬數額將會高於估計數額。

於授出的信貸期後仍未支付的款項將視為逾期。授予客戶的信貸期乃基於本集團對其信譽及按本集團政策而定。

在釐定貿易及其他應收款項的可收回性時，本集團考慮貿易及其他應收款項自最初授出信貸直至報告期末的信貸質素的任何改變。

本集團已作出減值撥備，該減值指有關應收貿易賬款及其他應收款項估計發生之虧損。該撥備主要組成部份為有關個別重大風險的具體虧損部份。

有關貿易及其他應收款項的準備賬目用於記錄減值損失，除非本集團認可未付款項無法追回。在此情況下，減值的財務資產將視為不可追回，從準備賬目扣除的金額會核銷減值財務資產賬面值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

25 Financial Risk Management Objectives and Policies (Continued)

(a) Credit risk (Continued)

Exposure to credit risk

As the Group does not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the consolidated statement of financial position.

The Group's major classes of financial assets are bank deposits and trade receivables. Cash is held with established financial institutions. Further details of credit risks on trade and other receivables are disclosed in Note 5.

(b) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

The Group's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

25 財務風險管理目標及政策(續)

(a) 信貸風險(續)

所面臨的信貸風險

由於本集團並無持有任何抵押品，就各類別財務工具面臨的最高信貸風險為綜合財務狀況表所呈列該類財務工具的賬面值。

本集團的主要財務資產類別為銀行存款及貿易應收款項。現金存放於具規模的財務機構。貿易及其他應收款項的信貸風險進一步詳情披露於附註5。

(b) 流動資金風險

流動資金風險指本集團於籌集資金以滿足財務工具相關承擔時透過交付現金或另一財務資產進行償付而面臨困難的風險。流動資金風險可能因本集團無法按財務資產公平值相近金額將其快速出售而產生。

本集團面對的流動資金風險主要來自財務資產及負債到期時間的錯配。本集團的目標為透過使用備用信貸融通維持資金持續性與靈活性之間的平衡。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

25 Financial Risk Management Objectives and Policies (Continued)

(b) Liquidity risk (Continued)

The table below analyses the maturity profile of the Group's financial liabilities based on contractual undiscounted cash flows:

25 財務風險管理目標及政策(續)

(b) 流動資金風險(續)

下表分析本集團按合約未貼現現金流量計算的財務負債的到期情況：

		Carrying amount	Contractual cash flows	Less than 1 year	Between 1 and 5 years
		賬面值	合約現金流量	現金流量 1年內	1年後 但5年內
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
2018	2018年				
Non-derivative financial liabilities	非衍生財務負債				
Borrowings (Note 10)	借款(附註10)	430	457	125	332
Trade and other payables (Note 11)	貿易及其他應付款項(附註11)	2,432	2,432	2,432	-
		2,862	2,889	2,557	332
2017	2017年				
Non-derivative financial liabilities	非衍生財務負債				
Borrowings (Note 10)	借款(附註10)	135	143	126	17
Trade and other payables (Note 11)	貿易及其他應付款項(附註11)	3,873	3,873	3,873	-
		4,007	4,016	3,999	17

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

The Group ensures that there are adequate funds to meet all its obligations in a timely and cost-effective manner. The Group maintains sufficient level of cash and cash equivalents and has available adequate amount of committed credit facilities from financial institutions to meet its working capital requirements.

預期到期日分析中的現金流量不會大幅提早亦不會按截然不同的金額發生。

本集團確保有充裕資金按時和具成本效益地履行其所有承擔。本集團維持足夠的現金及現金等價物水平，並有充裕可用的已承擔金融機構信貸融資以應付其營運資金需求。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

25 Financial Risk Management Objectives and Policies (Continued)

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market interest rates.

The Group's exposure to interest rate risk arises primarily from bank balances at floating rates. Finance leases and bank loan bear interest at fixed rates. All other financial assets and liabilities are interest-free.

At the end of the reporting period, the carrying amount of the interest-bearing financial instruments is as follows:

25 財務風險管理目標及政策(續)

(c) 利率風險

利率風險為本集團財務工具的公平值或未來現金流量因市場利率變動而出現波動的風險。

本集團所面臨的利率風險主要來自浮息銀行結餘。融資租賃及銀行貸款乃按固定利率計息。所有其他財務資產及負債為免息。

於報告期末，計息財務工具的賬面值如下：

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
<hr/>			
Fixed rate instruments	定息工具		
Financial assets	財務資產		
— fixed deposit	— 定期存款	6,835	—
<hr/>			
Financial liabilities	財務負債		
— obligations under finance leases	— 融資租賃承擔	(16)	(135)
— bank loan	— 銀行貸款	(414)	—
<hr/>			
		(430)	(135)
<hr/>			
Variable rate instruments	浮息工具		
Financial assets	財務資產		
— bank balances	— 銀行結餘	816	3,085
<hr/>			

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

25 Financial Risk Management Objectives and Policies (Continued)

(c) Interest rate risk (Continued)

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed rate assets or liabilities at fair value through profit or loss. Therefore, a change in interest rates at the end of the reporting period would not affect profit or loss.

Cash flow sensitivity analysis for variable rate instruments

At the end of the reporting period, if interest rates had been 100 (2017: 100) basis points higher/lower with all other variables held constant, the Group's results net of tax and equity would have been \$8,000 (2017: \$31,000) higher/lower, arising as a result of higher/lower interest income from floating rate bank balances.

The magnitude represents management's assessment of the likely movement in interest rates under normal economic conditions. This analysis has not taken into account the associated tax effects and assumes that all other variables, in particular foreign currency rates, remain constant.

The Group's policy is to obtain the most favourable interest rates available without increasing its interest rate exposure.

(d) Foreign currency risk

Foreign currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Foreign currency risk arises when transactions are denominated in foreign currencies.

The Group has transactional currency exposures arising from transactions that are denominated in a currency other than the functional currency of the Company and its subsidiaries, SGD. The foreign currencies in which these transactions are denominated are primarily HKD and MYR.

25 財務風險管理目標及政策(續)

(c) 利率風險(續)

定息工具的公平值敏感度分析

本集團並無將任何按公平值計入損益的定息資產或負債列賬。因此，報告期末的利率變動不會影響損益。

浮息工具的公平值敏感度分析

於報告期末，倘利率增加／減少100個(2017年：100個)基點，在所有其他參數不變的情況下，本集團於扣除稅項及權益後的業績將增加／減低8,000元(2017年：31,000元)，因為浮息銀行結餘的利息收入增加／減少。

該幅度代表管理層對利率在正常經濟情況下可能出現的變動的評估。此分析並無計及相關稅務影響，並假設所有其他參數(尤其是匯率)維持不變。

本集團的政策為在不增加利率風險的情況下獲得最優惠利率。

(d) 外幣風險

外幣風險為財務工具價值因匯率變動而波動的風險。當交易以外幣計值，則會出現外幣風險。

本集團因以本公司及其附屬公司功能貨幣新加坡元以外的貨幣計值的交易而面臨交易性貨幣風險。該等交易主要以港元及令吉計值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

25 Financial Risk Management Objectives and Policies (Continued)

(d) Foreign currency risk (Continued)

Consequently, the Group is exposed to movements in foreign currency exchange rates.

The Group's exposures in financial instruments to various foreign currencies are as follows:

25 財務風險管理目標及政策(續)

(d) 外幣風險(續)

因此，本集團面臨外幣匯率變動的風險。

本集團於財務工具面臨的各種外幣風險如下：

		HKD	MYR
		港元	令吉
		\$'000	\$'000
		千元	千元
2018	2018年		
Cash and cash equivalents	現金及現金等價物	6,921	-
Trade and other payables	貿易及其他應付款項	-	(41)
Net exposure	淨風險	6,921	(41)
2017	2017年		
Trade and other payables	貿易及其他應付款項	-	(60)
<i>Sensitivity analysis for foreign currency risk</i>		<i>外幣風險的敏感度分析</i>	
The following table demonstrates the sensitivity to a reasonably possible change in the HKD and MYR exchange rates (against SGD), with all other variables held constant, of the Group's results net of tax and equity.		下表列示在所有其他參數不變的情況下，本集團扣除稅項及權益後的業績對港元及令吉匯率(兌新加坡元)的合理可能變動的敏感度。	
		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
HKD — strengthened 5% (2017: 5%)	港元 — 升值5% (2017年: 5%)	346	-
— weakened 5% (2017: 5%)	— 貶值5% (2017年: 5%)	(346)	-
MYR — strengthened 5% (2017: 5%)	令吉 — 升值5% (2017年: 5%)	(2)	(3)
— weakened 5% (2017: 5%)	— 貶值5% (2017年: 5%)	2	3

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

25 Financial Risk Management Objectives and Policies (Continued)

(e) Market price risk

Market price risk is the risk that the value of a financial instrument will fluctuate due to changes in market prices.

The Group does not hold any quoted or marketable financial instruments, hence, is not exposed to any movement in market prices.

26 Capital Management

The Group's objectives when managing capital are:

- (a) To safeguard the Group's ability to continue as a going concern;
- (b) To support the Group's stability and growth;
- (c) To provide capital for the purpose of strengthening the Group's risk management capability; and
- (d) To provide an adequate return to shareholders.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group, and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities. The Group currently does not adopt any formal dividend policy.

There were no changes in the Group's approach to capital management during the financial year.

25 財務風險管理目標及政策(續)

(e) 市場價格風險

市場價格風險為財務工具價值因市場價格變動而波動的風險。

本集團並無持有任何上市或可出售財務工具，因此並無面臨市場價格變動的風險。

26 資本管理

本集團管理資金的目標為：

- (a) 保障本集團的持續經營能力；
- (b) 支持本集團的穩定及增長；
- (c) 提供資本以加強本集團的風險管理能力；及
- (d) 為股東提出充分回報。

本集團積極定期檢討及管理其資本結構，並考慮本集團日後的資本需求及資本效益、當前及預期的盈利能力、預期營運現金流量、預期資本開支以及預期策略投資機會，藉以確保達致最佳的資本結構及股東回報。本集團目前並無採取任何正式股息政策。

本集團的資本管理方針於本財政年度內並無改變。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

26 Capital Management (Continued)

The Group is not subject to externally imposed capital requirements.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net debt comprises borrowings and trade and other payables, less cash and cash equivalents. Total capital represents equity attributable to owners of the Company.

26 資本管理(續)

本集團並無受到外部施加的資本要求。

本集團利用資產負債比率監察資本，即淨債務除以總資本加淨債務。淨債務包括借款以及貿易及其他應付款項減現金及現金等價物。總資本指本公司擁有人應佔權益。

		2018	2017
		2018年	2017年
		\$'000	\$'000
		千元	千元
Borrowings	借款	430	135
Trade and other payables	貿易及其他應付款項	2,432	3,873
Total debt	總債務	2,862	4,008
Less: Cash and cash equivalents	減：現金及現金等價物	(7,668)	(3,095)
Net (cash)/debt	淨(現金)/債務	(4,806)	913
Equity attributable to owners of the Company	本公司擁有人應佔權益	14,297	8,041
Total capital and net (cash)/debt	總資本及淨(現金)/債務	9,491	8,954
Gearing ratio	資本負債比率	N.M.	0.10

N.M. denotes not meaningful

N.M. 指無意義。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

27 Financial Instruments

Accounting classifications of financial assets and financial liabilities

The carrying amounts of financial assets and financial liabilities in each category are as follows:

27 財務工具

財務資產及財務負債的會計分類

各類別財務資產及財務負債的賬面值如下：

		Loans and receivables	Financial liabilities at amortised cost	Other liabilities outside scope of IAS 39	Total carrying amount
		貸款及應收賬款	按攤銷成本列賬的財務負債	國際會計準則第39號範圍以外的其他負債	賬面值總計
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
2018	2018年				
Trade and other receivables	貿易及其他應收款項	2,486	-	-	2,486
Cash and cash equivalents	現金及現金等價物	7,668	-	-	7,668
Obligations under finance leases	融資租賃承擔	-	-	(16)	(16)
Bank loan	銀行貸款	-	(414)	-	(414)
Trade and other payables	貿易及其他應付款項	-	(2,432)	-	(2,432)
		10,154	(2,846)	(16)	7,292
2017	2017年				
Trade and other receivables	貿易及其他應收款項	1,893	-	-	1,893
Cash and cash equivalents	現金及現金等價物	3,095	-	-	3,095
Obligations under finance leases	融資租賃承擔	-	-	(135)	(135)
Trade and other payables	貿易及其他應付款項	-	(3,873)	-	(3,873)
		4,988	(3,873)	(135)	980

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

27 Financial Instruments (Continued)

Fair values

The carrying amount of financial assets and liabilities with a maturity of less than one year is assumed to approximate their fair values.

However, the Group does not anticipate that the carrying amounts recorded at the end of the reporting period would be significantly different from the values that would eventually be received or settled.

The face value less any estimated credit adjustments for financial assets and liabilities with a maturity of less than one year, comprising trade and other receivables, cash and cash equivalents, short-term borrowings, and trade and other payables, are assumed to approximate their fair values. The fair value of financial liabilities is estimated by discounting the future contractual cash flows at the current market interest rate available to the Group for similar financial instruments.

Fair value hierarchy

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (as is prices) or indirectly (i.e. derived from prices); and

Level 3: inputs for the assets or liability that are not based on observable market data.

27 財務工具(續)

公平值

於一年內到期的財務資產及財務負債的賬面值假定為與其賬面值相若。

然而，本集團預期報告期末所記錄的賬面值與最終所收取或償還的價不會有重大出入。

於一年內到期的財務資產及負債(包括貿易及其他應付款項、現金及現金等價物、短期借款以及貿易及其他應付款項)的面值減任何估計信貸調整的數值假定與其公平值相若。估算財務負債的公平值時，乃按本集團就相若財務工具可得的現行市場利率，將未來合約現金流量貼現得出。

公平值等級分類

下表按不同估值方法分析以公平值計量的財務工具。不同級別的定義如下：

第1級： 相同資產或負債活躍市場的報價(未調整)；

第2級： 資產或負債的輸入數據為觀察到的第1級以外的報價，不論直接(即價格)或間接(即從價格衍生)；及

第3級： 資產或負債的輸入數據並非基於可觀察的市場數據。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

27 Financial Instruments (Continued)

Fair value hierarchy (Continued)

Financial assets and liabilities not measured at fair value but for which fair values are disclosed *

27 財務工具(續)

公平值等級分類(續)

並非按公平值計量但披露其公平值的財務資產及負債*

		Level 1 第1級 \$'000 千元	Level 2 第2級 \$'000 千元	Level 3 第3級 \$'000 千元	Total 總計 \$'000 千元
2018	2018年				
Bank loan	銀行貸款	-	414	-	414
2017	2017年				
Obligations under finance leases	融資租賃承擔	-	135	-	135

* Exclude financial assets and financial liabilities whose carrying amounts measured on the amortised cost basis approximate their fair values due to their short-term or repayable on demand nature and where the effect of discounting is immaterial

* 不包括賬面值按攤銷成本計量與其公平值相若的財務資產及財務負債，原因為彼等屬短期性質或按要求償還，且貼現影響並不重大

The carrying amounts of interest-bearing loans that reprice within six months of the end of the reporting period approximate their fair values. The fair values of all other interest-bearing loans are calculated based on discounted expected future principal and interest cash flows.

於報告期末，於六個月內償還的計息貸款賬面值與其公平值相若。所有其他計息貸款的公平值乃根據貼現預期未來本金及利息現金流量計算。

28 Dividends

In FY2017, the Group's subsidiary, Sunlight Paper, declared interim dividend of \$3.50 per share amounting to \$2,030,000 to the then shareholders. No dividends were declared for FY2018.

28 股息

於2017財政年度，本集團附屬公司 Sunlight Paper 向當時股東宣派中期股息每股3.50元，合共2,030,000元。於2018財政年度，概無宣派股息。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018
2018財政年度

29 Statement of Financial Position of the Company 29 本公司財務狀況表

		2018 2018年 \$'000 千元
ASSETS AND LIABILITIES	資產及負債	
Non-current assets	非流動資產	
Investment in subsidiary	於一間附屬公司的投資	—*
Current assets	流動資產	
Prepayments	預付款項	11
Amount due from a subsidiary (non-trade)	應收一間附屬公司款項(非貿易)	6,828
Cash and cash equivalents	現金及現金等價物	71
		6,910
Current liabilities	流動負債	
Accruals and other payables	應計費用及其他應付款項	83
		83
Net current assets	流動資產淨額	6,827
Total assets less current liabilities	資產總額減流動負債	6,827
Net assets	資產淨額	6,827
EQUITY	權益	
Equity attributable to owners of the Company	本公司擁有人應佔權益	
Share capital	股本	1,338
Reserves	儲備	5,489
Total equity	權益總額	6,827

* less than \$1,000

* 少於1,000元

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

for FY2018

2018財政年度

29 Statement of Financial Position of the Company (Continued)

The Company was incorporated on 21.9.2017 with one subscriber share of par value HK\$0.01 issued. There were no activities thereafter, until the Reorganisation on 11.10.2017. Accordingly, at 30.9.2017, it had no assets, liabilities or distributable reserves.

The statement of financial position of the Company was approved by the Board on 14.12.2018 and was signed on its behalf.

Chua Liang Sie

蔡良聲

Director

董事

29 本公司財務狀況表(續)

本公司於2017年9月21日註冊成立，並發行一股面值為0.01港元認購股份。其後直至2017年10月11日重組前並無活動。因此，於2017年9月30日，本公司並無資產、負債或可分派儲備。

本公司的財務狀況表已由董事會於2018年12月14日批准，並代表董事會簽署。

Chua Liang Chui

蔡良书

Director

董事

SUMMARY OF FINANCIAL INFORMATION

財務資料概要

RESULTS

業績

		FY2018	FY2017	FY2016
		2018	2017	2016
		財政年度	財政年度	財政年度
		\$'000	\$'000	\$'000
		千元	千元	千元
Revenue	收益	13,635	12,186	12,343
Profit/(Loss) for the year	年內溢利/(溢利)	(1,303)	740	1,267
Total comprehensive income/(loss) for the year	年內全面收益/(虧損)總額	(1,303)	548	1,088

ASSETS AND LIABILITIES

資產及負債

		At	At	At
		30.9.2018	30.9.2017	30.9.2016
		於2018年	於2017年	於2016年
		9月30日	9月30日	9月30日
		\$'000	\$'000	\$'000
		千元	千元	千元
Total assets	資產總額	18,325	13,383	15,587
Total liabilities	負債總額	(4,028)	(5,342)	(6,064)
Total equity	權益總額	14,297	8,041	9,523

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS 釋義及技術詞彙

In this report, the following expressions shall have the meanings set out below unless the context requires otherwise.
在本報告中，除非文義另有所指，下列詞語具有如下含義。

“Articles” or “Articles of Association” 「細則」或「組織章程細則」	articles of association of our Company adopted on 21.3.2018 and which became effective on the Listing Date, as amended from time to time 於2018年3月21日採納及於上市日期起生效的本公司組織章程細則(經不時修訂)
“ASEAN” 「東盟」	the Association of Southeast Asia Nations, established on 8.8.1967, the member states of which comprise Brunei Darussalam, the Kingdom of Cambodia, the Republic of Indonesia, Lao People’s Democratic Republic, Malaysia, the Republic of the Union of Myanmar, the Republic of the Philippines, Singapore, the Kingdom of Thailand and the Socialist Republic of Vietnam 東南亞國家聯盟，於1967年8月8日成立，成員國包括汶萊達魯薩蘭國、柬埔寨王國、印度尼西亞共和國、老撾人民民主共和國、馬來西亞、緬甸聯邦共和國、菲律賓共和國、新加坡、泰國及越南社會主義共和國
“associate(s)” 「聯繫人」	has the meaning ascribed to it under the GEM Listing Rules 具有GEM上市規則賦予的涵義
“Audit Committee” 「審核委員會」	the audit committee of our Board 董事會轄下審核委員會
“Board of Directors” or “Board” 「董事會」	the board of Directors of our Company 本公司董事會
“Business Day(s)” or “business day(s)” 「營業日」	any day(s) (excluding Saturday(s), Sunday(s) or public holiday(s) in Hong Kong) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours 香港持牌銀行一般於正常營業時間開放辦理業務的任何日子(不包括星期六、星期日或香港公眾假期)
“BVI” 「英屬處女群島」	the British Virgin Islands 英屬處女群島

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

釋義及技術詞彙

“CG Code” 「企業管治守則」	the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules GEM上市規則附錄十五所載《企業管治守則》
“China” or “PRC” 「中國」	the People’s Republic of China, which for the purpose of this report and for geographical reference only, excludes Hong Kong, Macau and Taiwan 中華人民共和國，就本報告而言及僅供地理參考而言，不包括香港、澳門及台灣
“close associate(s)” 「緊密聯繫人」	has the meaning ascribed to it under the GEM Listing Rules 具有GEM上市規則所賦予的涵義
“Companies Ordinance” 「公司條例」	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or modified from time to time 經不時修訂、補充或修改的香港法例第622章公司條例
“Company”, “our Company”, “we” or “us” 「本公司」或「我們」	Sunlight (1977) Holdings Limited (日光(1977)控股有限公司), an exempted company incorporated in the Cayman Islands on 21.9.2017 with limited liability 日光(1977)控股有限公司，於2017年9月21日在開曼群島註冊成立的獲豁免有限公司
“Controlling Shareholder(s)” 「控股股東」	has the meaning ascribed to it under the GEM Listing Rules and unless the context requires otherwise, refers to Mr. LS Chua, Ms. Chua, Mr. LC Chua, Mr. Pang and YJH Group. Mr. LS Chua, Ms. Chua, Mr. LC Chua, Mr. Pang and YJH Group are a group of controlling shareholders 具有GEM上市規則賦予的涵義，除非文義另有所指，指蔡良聲先生、蔡女士、蔡良書先生、彭先生及YJH集團。蔡良聲先生、蔡女士、蔡良書先生、彭先生及YJH集團為一組控股股東
“core connected person(s)” 「核心關連人士」	has the meaning ascribed to it under the GEM Listing Rules 具有GEM上市規則賦予的涵義
“Deed of Non-competition” 「不競爭契據」	the deed of non-competition dated 21.3.2018 and executed by our Controlling Shareholders in favour of our Company (for ourselves and as trustee for our subsidiaries) 控股股東以本公司為受益人(為本公司及作為其附屬公司的受託人)所簽立日期為2018年3月21日的不競爭契據

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

釋義及技術詞彙

“Director(s)” 「董事」	the director(s) of our Company 本公司董事
“ERP” 「ERP」	enterprise resource planning 企業資源計劃
“FY2017” 「2017財政年度」	financial year ended 30.9.2017 截至2017年9月30日止財政年度
“FY2018” 「2018財政年度」	financial year ended 30.9.2018 截至2018年9月30日止財政年度
“FY2019” 「2019財政年度」	financial year ending 30.9.2019 截至2019年9月30日止財政年度
“GDP” 「本地生產總值」	gross domestic product 本地生產總值
“GEM” 「GEM」	GEM operated by the Stock Exchange 由聯交所運作的GEM
“GEM Listing Rules” 「GEM上市規則」	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or modified from time to time 經不時修訂、補充或修改的GEM證券上市規則
“GFA” 「建築面積」	gross floor area 建築面積
“Group”, “our Group”, “we”, “our” or “us” 「本集團」或「我們」	our Company and our subsidiaries or, where the context so requires, with respect to the period before which our Company became the holding company of our current subsidiaries, our Company’s current subsidiaries or the businesses operated by such subsidiaries or their predecessors (as the case may be) 本公司及其附屬公司，或倘文義另有所指，就本公司成為其現有附屬公司的控股公司之前期間，則指本公司現有附屬公司或該等附屬公司或其前身公司(視情況而定)進行的業務
“HKD” or “HK\$” 「港元」	Hong Kong dollars and cents, the lawful currency of Hong Kong 香港法定貨幣港元及港仙

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS 釋義及技術詞彙

“Hong Kong” or “HK” 「香港」	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“IFRSs” 「國際財務報告準則」	International Financial Reporting Standards issued by the International Accounting Standards Board 國際會計準則委員會頒佈的國際財務報告準則
“independent third party(ies)” 「獨立第三方」	party(ies) which are not connected person(s) of our Company 並非本公司關連人士的人士
“JTC” 「JTC」	JTC Corporation (formerly known as Jurong Town Corporation) JTC Corporation (前稱 Jurong Town Corporation)
“Listing” 「上市」	the listing of the Shares on GEM 股份於 GEM 上市
“Listing Date” 「上市日期」	16.4.2018, the date on which the Shares are listed on GEM 2018年4月16日，股份於 GEM 上市的日期
“Main Board” 「主板」	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM 聯交所營運的股票市場(不包括期權市場)，獨立於聯交所 GEM 並與其並行運作。為免混淆，主板不包括 GEM
“Memorandum” or “Memorandum of Association” 「大綱」或「組織章程大綱」	memorandum of association of our Company adopted on 21.3.2018 and which became effective on the Listing Date, as amended from time to time 本公司於 2018 年 3 月 21 日採納的組織章程大綱，自上市日期起生效，經不時修訂
“Mr. LC Chua” 「蔡良书先生」	Mr. Chua Liang Chui (蔡良书先生), an executive Director, one of our Controlling Shareholders, the younger brother of Ms. Chua and Mr. LS Chua and uncle of Mr. WH Chua 執行董事兼其中一名控股股東蔡良书先生，為蔡女士及蔡良聲先生的胞弟及蔡文浩先生的叔父

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

釋義及技術詞彙

“Mr. LS Chua” 「蔡良聲先生」	Mr. Chua Liang Sie (蔡良聲先生), an executive Director, chairman of our Board and chief executive officer of our Company and one of our Controlling Shareholders, the younger brother of Ms. Chua and elder brother of Mr. LC Chua, and the father of Mr. WH Chua 執行董事、董事會主席、行政總裁兼其中一名控股股東蔡良聲先生，為蔡女士的胞弟、蔡良書先生的胞兄及蔡文浩先生的父親
“Mr. Pang” 「彭先生」	Mr. Pang Fook Kiau (alias Ang Fook Tiam) (彭福添先生), one of the founders of our Group and one of our Controlling Shareholders 本集團其中一名創辦人兼其中一名控股股東彭福添先生(又名Ang Fook Tiam)
“Mr. WH Chua” 「蔡文浩先生」	Mr. Chua Wenhao (alias Cai Wenhao) (蔡文浩先生), an executive Director, the son of Mr. LS Chua and the nephew of Ms. Chua and Mr. LC Chua 執行董事蔡文浩先生，為蔡良聲先生的兒子以及蔡女士及蔡良書先生的侄兒
“Ms. Chua” 「蔡女士」	Ms. Chua Joo Gek (蔡瑜玉女士), an executive Director, one of our Controlling Shareholders, the elder sister of Mr. LS Chua and Mr. LC Chua and the aunt of Mr. WH Chua 執行董事蔡瑜玉女士，為蔡良聲先生及蔡良書先生的胞姊及蔡文浩先生的姑母
“MYR” or “RM” 「馬來西亞令吉」	Malaysian dollars and cents, the lawful currency of Malaysia 馬來西亞法定貨幣馬來西亞元及仙
“Nomination Committee” 「提名委員會」	the nomination committee of our Board 董事會轄下的提名委員會
“p.a.” 「每年」	per annum or per year 每年
“Prospectus” 「招股章程」	the prospectus of the Company dated 27.3.2018 本公司日期為2018年3月27日的招股章程
“Remuneration Committee” 「薪酬委員會」	the remuneration committee of our Board 董事會轄下的薪酬委員會
“Renminbi” or “RMB” 「人民幣」	the lawful currency of the PRC 中國法定貨幣

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

釋義及技術詞彙

“Reorganisation” 「重組」	the corporate reorganisation of our Group in preparation for the Listing as described under the section “History, Reorganisation and Corporate Structure – Reorganisation” of the Prospectus 本集團為籌備上市而進行的公司重組，詳情載於招股章程「歷史、重組及公司架構 – 重組」一節
“Required Standard of Dealings” 「交易必守標準」	the required standard of dealings regarding securities transactions by the Directors as set out in Rules 5.48 to 5.67 of the GEM Listing Rules GEM上市規則第5.48至5.67條所載董事進行證券交易的交易必守標準
“S\$” or “SGD” or “\$” 「坡元」或「新加坡元」或「元」	Singapore dollar(s), the lawful currency of Singapore 新加坡法定貨幣新加坡元
“Share(s)” 「股份」	ordinary share(s) of par value HK\$0.01 each in the share capital of our Company 本公司股本中每股面值0.01港元的普通股
“Shareholder(s)” 「股東」	holder(s) of Shares 股份持有人
“Share Offer” 「股份發售」	the public offer and placing of Shares in connection with the Listing 為上市公開發售及配售股份
“Share Option Scheme” 「購股權計劃」	the share option scheme conditionally adopted by our Company on 21.3.2018, a summary of principal terms of which is set out in “E. Share Option Scheme” in Appendix V to the Prospectus 本公司於2018年3月21日有條件採納的購股權計劃，其主要條款概要載於招股章程附錄五「E.購股權計劃」
“Singapore” 「新加坡」	the Republic of Singapore 新加坡共和國
“SPP Investments” 「SPP Investments」	SPP Investments Limited, a company incorporated in BVI with limited liability on 6.10.2017 and a direct wholly-owned subsidiary of our Company SPP Investments Limited，於2017年10月6日在英屬處女群島註冊成立的有限公司，為本公司的直接全資附屬公司
“sq.m.” 「平方米」	square metre(s) 平方米

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

釋義及技術詞彙

“Stock Exchange” or “SEHK” 「聯交所」	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“subsidiary(ies)” 「附屬公司」	has the meaning ascribed to it under the Companies Ordinance 具有公司條例所賦予的涵義
“Substantial Shareholder(s)” 「主要股東」	has the meaning ascribed thereto under the GEM Listing Rules 具有GEM上市規則所賦予的涵義
“Sunlight Paper” 「Sunlight Paper」	Sunlight Paper Products Pte. Ltd., a company incorporated in Singapore with limited liability on 8.7.1977 and an indirect wholly-owned subsidiary of our Company Sunlight Paper Products Pte. Ltd.，於1977年7月8日在新加坡註冊成立的有限公司，為本公司的間接全資附屬公司
“United States” or “U.S.” 「美國」	the United States of America, its territories, its possessions and all areas subject to its jurisdiction 美利堅合眾國、其領土、屬地及受其司法管轄的所有地區
“USD” or “US\$” 「USD」或「US\$」	United States dollars, the lawful currency of the United States 美國法定貨幣美元
“YJH Group” 「YJH集團」	YJH Group Limited, a company incorporated in BVI with limited liability on 31.8.2017, one of our Controlling Shareholders, and is owned as to approximately 37.93% by Mr. LS Chua, 17.24% by Ms. Chua, 17.24% by Mr. LC Chua and 27.59% by Mr. Pang YJH Group Limited，於2017年8月31日在英屬處女群島註冊成立的有限公司，為其中一名控股股東，由蔡良聲先生、蔡女士、蔡良书先生及彭先生分別擁有約37.93%、17.24%、17.24%及27.59%的股權
“%” 「%」	per cent 百分比
“airlaid napkin” 「無塵餐巾紙」	napkin made from fluff pulp with good water absorption properties 由絨毛漿製成的餐巾，具有良好的吸水性能
“conventional roll tissue” 「傳統卷裝衛生紙」	toilet tissue that is commonly used at home 家用廁紙

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

釋義及技術詞彙

“jumbo roll tissue” or “JRT”

toilet tissue that is commonly used in public toilet cubicles of commercial buildings

「大卷裝衛生紙」

商業大廈公廁常用廁紙

“paper pulp” or “pulp”

the raw material used to produce tissue paper, which includes recycle pulp, soft wood pulp, hard wood pulp, virgin pulp, fluff pulp and mixed pulp

「紙漿」

生產衛生紙所用原材料，包括回收紙漿、軟木紙漿、硬木紙漿、原生紙漿、絨毛漿及混合紙漿

Notes:

附註：

— all dates are shown in d/dd.m/mm.yyyy format

— 所有英文日期均用日／月／年格式表示

— all figures shown in \$'m, \$ million, \$'000 and % are approximates

— 所有百萬元、千元及百分比均為近似值

SUNLIGHT (1977) HOLDINGS LIMITED

日光(1977)控股有限公司