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Vision International Holdings Limited

威誠國際控股有限公司

(於開曼群島註冊成立的有限公司)

(股份代號：8107)

截至2019年12月31日止年度之年度業績公告

威誠國際控股有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然公佈本公司及其附屬公司(「本集團」)截至2019年12月31日止年度之經審核綜合財務業績。本公告載列本公司2019年年度報告(「2019年年度報告」)全文，並符合香港聯合交易所有限公司GEM證券上市規則(「GEM上市規則」)有關年度業績初步公告附載資料的相關規定。本公司2019年年度報告的印刷版本將於適當時候寄發予本公司的股東，並可於GEM網站www.hkgem.com及本公司網站www.vision-holdings.com.hk閱覽。

承董事會命

Vision International Holdings Limited

威誠國際控股有限公司

主席兼執行董事

高銑印先生

香港，2020年3月23日

於本公告日期，本公司執行董事為高銑印先生、高文灝先生及鍾嘉榮先生；以及本公司獨立非執行董事為杜景仁先生、郭志堅先生及陳劍榮先生。

本公告的資料乃遵照GEM上市規則而刊載，旨在提供有關本集團的資料；本公司的董事願就本公告的資料共同及個別地承擔全部責任。各董事在作出一切合理查

詢後，確認就其所知及所信，本公告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏其他事項，足以令致本公告或其所載任何陳述產生誤導。

本公告將由其刊登日期起最少七日於GEM網站www.hkgem.com「最新公司公告」網頁及於本公司網站www.vision-holdings.com.hk刊登。

CHARACTERISTICS OF THE 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 的特色

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

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*This report for which the directors (the “**Directors**”) of Vision International Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”, “**we**” or “**our**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the 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.*

GEM 的定位，乃為中小型公司提供的市場，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。

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本報告的資料乃遵照聯交所 GEM 證券上市規則(「**GEM 上市規則**」)而刊載，旨在提供有關威誠國際控股有限公司(「**本公司**」，及連同其附屬公司統稱「**本集團**」或「**我們**」)的資料；本公司董事(「**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，且並無遺漏其他事項，足以令致本報告所載任何陳述或本報告產生誤導。

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors:

Mr. Ko Sin Yun (*Chairman*)

Mr. Ko Man Ho

Mr. Cheng Ka Wing

Independent Non-Executive Directors:

Mr. To King Yan, Adam

Mr. Kwok Chee Kin

Mr. Chan Kim Sun

AUDIT COMMITTEE

Mr. Chan Kim Sun (*Chairman*)

Mr. To King Yan, Adam

Mr. Kwok Chee Kin

REMUNERATION COMMITTEE

Mr. To King Yan, Adam (*Chairman*)

Mr. Chan Kim Sun

Mr. Kwok Chee Kin

NOMINATION COMMITTEE

Mr. Ko Sin Yun (*Chairman*)

Mr. Chan Kim Sun

Mr. To King Yan, Adam

COMPANY SECRETARY

Mr. Tam Chun Wai Edwin

COMPLIANCE OFFICER

Mr. Cheng Ka Wing

AUTHORISED REPRESENTATIVES FOR THE PURPOSE OF THE GEM LISTING RULES

Mr. Cheng Ka Wing

Mr. Tam Chun Wai Edwin

REGISTERED OFFICE

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

董事會

執行董事：

高銑印先生(*主席*)

高文灝先生

鍾嘉榮先生

獨立非執行董事：

杜景仁先生

郭志堅先生

陳劍樂先生

審核委員會

陳劍樂先生(*主席*)

杜景仁先生

郭志堅先生

薪酬委員會

杜景仁先生(*主席*)

陳劍樂先生

郭志堅先生

提名委員會

高銑印先生(*主席*)

陳劍樂先生

杜景仁先生

公司秘書

談俊緯先生

合規主管

鍾嘉榮先生

授權代表(就 GEM 上市規則而言)

鍾嘉榮先生

談俊緯先生

辦事處

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

CORPORATE INFORMATION

公司資料

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

3/F, China United Plaza
1002-1008 Tai Nan West Street
Cheung Sha Wan
Kowloon
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited

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

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Computershare Hong Kong Investor Services Limited

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

COMPLIANCE ADVISER

Giraffe Capital Limited

LEGAL ADVISER TO THE COMPANY AS TO HONG KONG LAW

Miao & Co. (in Association with Han Kun Law Offices)

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
United Overseas Bank Limited Hong Kong Branch
Hang Seng Bank Limited

AUDITOR

Yongtuo Fuson CPA Limited

(name change with effect from 12 November 2019)
Certified Public Accountant

STOCK CODE

8107

COMPANY'S WEBSITE

www.vision-holdings.com.hk

總部及香港主要營業地點

香港
九龍
長沙灣
大南西街1002-1008號
華匯廣場3樓

開曼群島的股份過戶登記總處

Conyers Trust Company (Cayman) Limited

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

香港股份過戶登記分處

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

本公司有關香港法律的法律顧問

繆氏律師事務所(與漢坤律師事務所聯營)

主要往來銀行

香港上海滙豐銀行有限公司
大華銀行有限公司香港分行
恒生銀行有限公司

核數師

永拓富信會計師事務所有限公司
(更名由2019年11月12日起生效)
執業會計師

股份代號

8107

公司網站

www.vision-holdings.com.hk

CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the board of Directors (the "**Board**") of the Company, I am pleased to present the annual report of the Group for the year ended 31 December 2019.

BUSINESS OVERVIEW

Throughout the year of fierce competition and challenging market environment, the Group's total revenue for the year ended 31 December 2019 decreased to HK\$84.7 million, showing a decrease of approximately 24.3% as compared to the year ended 31 December 2018. Meanwhile, the net profit of the Group for the year ended 31 December 2019 decreased to HK\$3.1 million, showing a decrease of approximately 74.9% as compared to the year ended 31 December 2018. This decrease in profitability was mainly attributable to the combined effect of (1) a decrease in sales for the year ended 31 December 2019 compared with that for the year ended 31 December 2018, mainly because of the social unrest in Hong Kong in the second half of 2019 which affected the appetite of overseas customers visiting the Group's showroom and placing sales orders; and (2) a decrease in gross profit margin for the year ended 31 December 2019 compared with that for the year ended 31 December 2018.

PROSPECTS

The Group's revenue and profitability have been severely affected since the second half of 2019 by the social unrest in Hong Kong, which spoils the appetite of the overseas customers for visiting our showroom and placing sales orders. Although such situation is gradually calming down, with the outburst of the novel coronavirus (the "**COVID-19**"), the pessimistic sentiment is developing regarding the macroeconomic and the worldwide retail environment, which would foreseeably have an adverse impact on our business.

各位股東：

本人謹代表本公司董事會（「**董事會**」）同寅，欣然呈報本集團截至2019年12月31日止年度的年度報告。

業務回顧

截至2019年12月31日止年度，面對激烈競爭和充滿挑戰的市場環境，全年本集團的總收益減少至84,700,000港元，與截至2018年12月31日止年度相比減少約24.3%。同時，本集團於截至2019年12月31日止年度的淨利潤減少至3,100,000港元，與截至2018年12月31日止年度相比減少約74.9%。盈利能力的減少主要由於以下項目的綜合影響：(1) 截至2019年12月31日止年度的銷售較截至2018年12月31日止年度減少，乃由於香港於2019年下半年出現社會動盪，影響海外客戶參觀本集團的陳列室並下達銷售訂單的意慾；及(2) 截至2019年12月31日止年度的毛利率較截至2018年12月31日止年度下跌。

前景

自2019年下半年起，由於香港出現社會動盪，影響海外客戶參觀我們陳列室並下達銷售訂單的意慾，本集團的收益及盈利能力受到嚴重影響。儘管此情況正在逐漸平息，但由於新型冠狀病毒（「**COVID-19**」）爆發，對宏觀經濟及全球零售環境的悲觀情緒正在形成，此將對我們的業務產生可預見的不利影響。

CHAIRMAN'S STATEMENT

主席報告

The COVID-19 outburst has been intensifying and spreading across Europe, weighing on the European retail markets. There is an ongoing concern regarding the development and government advices related to, or restrictions on, travel to and from regions, which hinders overseas customers from visiting us or us from visiting them for making sales orders. Moreover, in view of the weakening retail markets, customers would tend to make orders with lower average selling price, which would possibly lower our gross profit.

Furthermore, the COVID-19 outburst has also disrupted the logistics of the supply chain for our production. A number of our suppliers located in the People's Republic of China (the "PRC") are suffered from the restriction on the production resumption of factories and the movement of goods and people within the PRC. It is expected to result in a lower production output by our suppliers, mainly attributable to (i) the shortage in the supply of certain raw materials for production and (ii) the lower workforce as the staff from these factories is not able to report for duty owing to the travel restriction.

Traversing the first half year of 2020, we expect that the US-China trade tensions would continue to be volatile while the global economic growth remains soft. The forthcoming business environment would remain challenging with the mixed signs of progress in the latest stage of the trade talks, exerting uncertainties on the global markets and economies.

Nonetheless, the Directors are confident that the Group can overcome the aforesaid challenges with the extensive experience of our management team in the apparel SCM market. In confront with the external uncertainties on the revenue, we are actively maintaining the current long-term cooperation with our major customers. Furthermore, we are stepping up our efforts to develop new customer bases and new markets. We are closely monitoring the situation and the possible impacts brought by the COVID-19 outburst on the Group's existing business operations, and taking appropriate actions to tackle such. As a short-term measure, the Group will consider applying more stringent cost-control measures in order to cope with the recent downturn in business.

COVID-19在歐洲不斷加劇及蔓延，對歐洲零售市場造成壓力。人們持續關注與往來該等地區有關的形勢發展及政府建議或出行限制，因而阻礙海外客戶拜訪我們或我們拜訪彼等以作出銷售訂單。此外，由於零售市場疲軟，客戶會傾向於以較低平均售價作出訂單，因而可能降低我們的毛利。

此外，COVID-19爆發亦擾亂了我們生產的供應鏈物流。我們於中華人民共和國（「中國」）的多家供應商因工廠復工及中國國內貨物及人員流動受到限制而受影響。預期將導致我們供應商的產量減少，主要原因為(i)若干生產原材料供應短缺；及(ii)該等工廠的員工因出行限制而無法到崗上班，導致員工人數減少。

展望2020年上半年，我們預期美中貿易緊張局勢將繼續波動，而全球經濟增長依然疲軟。由於貿易談判最新階段取得的進展喜憂參半，為全球市場及經濟帶來不明朗因素，未來的商業環境仍將充滿挑戰。

然而，董事相信，憑藉我們管理團隊於服裝供應鏈管理市場的豐富經驗，本集團能夠克服上述挑戰。面對外部環境對收益造成的不明朗因素，我們正積極維持與我們主要客戶目前的長期合作。此外，我們亦加大力度開發新客戶及新市場。我們正密切監察情況及COVID-19爆發可能對本集團目前業務營運造成的影響，並採取適當行動進行應對。作為短期措施，本集團將考慮採取更嚴格的成本控制措施以應付近期業務低迷。

CHAIRMAN'S STATEMENT

主席報告

APPRECIATION

On behalf of the Board, I would like to take this opportunity to extend my sincere gratitude to the Group's management and staff for their commitment and dedication throughout the year. I would also like to express my deep gratitude to all our business partners, customers, suppliers and the shareholders of the Company (the **"Shareholders"**) for their continuous support. The growth of the Group would not be attained without the support and efforts from all the stakeholders. We shall continue to strive our best to develop and grow to maximise values for our Shareholders.

Ko Sin Yun

Chairman and Executive Director

Hong Kong, 23 March 2020

致謝

本人謹代表董事會，藉此機會向集團管理層及員工表示衷心的感謝，感謝他們全年的承諾及奉獻。同時亦對我們所有的商業夥伴、客戶、供應商及本公司股東（「股東」）的持續支持表示深切的謝意。如無所有利益相關者的支持及努力，集團的發展將無法實現。我們將繼續努力發展壯大，為股東創造最大價值。

高銑印

主席兼執行董事

香港，2020年3月23日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

The Group is an apparel supply chain management (“SCM”) services provider based in Hong Kong delivering one-stop solution to customers in Europe and Asia. We have developed a vertically integrated business model and our services range across market trend analysis, product design and development, sourcing of suppliers, production management, logistics services and quality control. We primarily generate revenue from the supply of middle to high-end apparel products to the customers. Through engaging us for apparel SCM services, our customers are able to focus their resources on their retail businesses and respond quickly to the fast-evolving changes of fashion industry, as they do not have to separately engage different suppliers for various types of services throughout the apparel supply chain.

For the year ended 31 December 2019, the Group recorded revenue of approximately HK\$84.7 million, showing a decrease of approximately 24.3% as compared to revenue of approximately HK\$111.9 million for the same period in 2018. Such decrease was mainly because of the social unrest in Hong Kong in the second half of 2019 which affected the appetite of overseas customers visiting the Group’s showroom and placing sales orders. The gross profit margin of the Group decreased to 25.5% for the year ended 31 December 2019 as compared to 28.5% for the preceding year. Such change in the Group’s profitability was mainly attributable to the higher sales proportion to the customers with lower gross profit margin.

The profit for the year ended 31 December 2019 decreased by HK\$9.4 million to HK\$3.1 million, from HK\$12.5 million for the year ended 31 December 2018.

業務回顧

本集團為一間以香港為總部的服裝供應鏈管理（「**供應鏈管理**」）服務供應商，為歐洲及亞洲的客戶提供一站式解決方案。我們已發展垂直整合業務服務模式，而我們的服務範圍包括市場趨勢分析、產品設計及開發、物色供應商、生產管理、物流服務及質量控制。我們主要憑藉向客戶提供中高端服裝產品產生收益。透過委聘我們提供服裝供應鏈管理服務，我們的客戶能夠將資源集中於零售業務，並迅速應對時裝業瞬息萬變的轉變，由於彼等毋須為服裝供應鏈中的各類服務另行委聘不同供應商。

截至2019年12月31日止年度，本集團錄得收益約為84,700,000港元，顯示相比於2018年同期的收益約111,900,000港元下降約24.3%。該減少乃主要由於香港於2019年下半年出現社會動盪，影響海外客戶參觀本集團的陳列室並下達銷售訂單的意慾。相比上年度的28.5%，本集團截至2019年12月31日止年度的毛利率下降至25.5%。該本集團盈利能力的變動主要歸因於向較低毛利率的客戶作出的銷售比例較高。

溢利由截至2018年12月31日止年度的12,500,000港元減少9,400,000港元至截至2019年12月31日止年度的3,100,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS

The Group's business objective is to become a key market player in the Hong Kong apparel SCM industry. The proceeds raised from the listing on GEM of the Stock Exchange (the "Listing") on 4 May 2018 (the "Listing Date") is targeted to be used for expanding our business to maintain and strengthen our market position by pursuing our business strategies. An analysis comparing the business objectives as set out in the prospectus of the Company dated 23 April 2018 (the "Prospectus") with the Group's actual business progress for the period from the Listing Date up to 31 December 2019 is set out below:

業務目標與實際業務進度的比較

本集團的業務目標乃成為香港服裝供應鏈管理行業的主要市場參與者。於2018年5月4日(「上市日期」)在聯交所GEM上市(「上市」)所得款項旨在用於擴展業務，藉推行業務策略以維持並鞏固我們的市場定位。本公司日期為2018年4月23日的招股章程(「招股章程」)所載業務目標與本集團自上市日期起至2019年12月31日止期間的實際業務進度的比較分析載列如下：

Business objectives 業務目標	Actual progress for the period from the Listing Date to 31 December 2019 自上市日期起至2019年12月31日期間的實際進度
Continue our growth by solidifying our relationship with existing customers and exploring new customers 透過鞏固我們與現有客戶的關係及開拓新客戶延續我們的增長	Our staff paid visits to our existing and new customers. 員工探訪我們的現有及新客戶。
Increase our geographic footprint to new apparel retail markets 增加我們的業務覆蓋範圍至新服裝零售市場	Our staff explored and paid visits to a number of potential new customers located in Europe and Asia. The Group has successfully commenced business relationship with a number of them. 員工已探索及探訪多名位於歐洲及亞洲的潛在客戶。本集團已成功與其中多名新客戶開展業務關係。
Set up a new showroom to showcase our product offerings 設立新陳列室以展示我們的產品組合	The Group has acquired a new showroom on 10 September 2018 to showcase its product offerings. 本集團於2018年9月10日收購新陳列室以展示我們的產品組合。
Strengthen our design and development capabilities to develop new design collections 加強我們的設計及開發能力以開發新設計系列	The Group has prepared a wider variety of sample products for our design collections in the new showroom. 本集團已在新陳列室為我們的設計組合準備更多種類的產品樣板。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS (Continued)

業務目標與實際業務進度的比較(續)

Business objectives 業務目標	Actual Progress for the period from the Listing Date to 31 December 2019 自上市日期起至2019年12月31日期間的實際進度
Enhance our quality control process 提升我們的質量控制過程	Our quality control team performed on-site quality inspections at the location of our suppliers. 質量控制團隊於供應商所在地點進行實地質量檢驗。
Repay bank borrowings 償還銀行借款	HK\$5.2 million of bank borrowing has been repaid, as set out in the section headed “Statement of Business Objectives and Use of Proceeds” in the Prospectus. 誠如招股章程「業務目標聲明及所得款項用途」一節所載，已償還銀行借款5,200,000港元。

FINANCIAL REVIEW

Revenue

The Group's revenue decreased by 24.3% from HK\$111.9 million for the year ended 31 December 2018 to HK\$84.7 million for the year ended 31 December 2019. Such decrease was mainly driven by the decreased revenue from a number of customers in Korea, Germany, France, Austria and Switzerland, since the appetite of overseas customers visiting our showroom to place sales orders was adversely affected by the social unrest in Hong Kong in the second half of 2019.

Cost of sales

Cost of sales mainly consists of purchase costs, import duty and other cost of sales. Purchase cost represents the cost of finished goods purchased from suppliers located in the PRC, Madagascar and Cambodia. Cost of sales decreased by 21.2% from HK\$80.0 million for the year ended 31 December 2018 to HK\$63.1 million for the year ended 31 December 2019, which was in line with the decrease in revenue.

Gross profit and gross profit margin

Gross profit was HK\$31.9 million and HK\$21.6 million for the years ended 31 December 2018 and 2019, respectively. Gross profit margin decreased from 28.5% for the year ended 31 December 2018 to 25.5% for the year ended 31 December 2019, which was mainly attributable to the higher sales proportion to the customers with lower gross profit margin.

財務回顧

收益

本集團的收益由截至2018年12月31日止年度的111,900,000港元減少24.3%至截至2019年12月31日止年度的84,700,000港元。有關減少乃主要由於來自韓國、德國、法國、奧地利及瑞士的若干客戶的收益均有所減少，此乃由於香港於2019年下半年出現社會動盪，對海外客戶參觀我們的陳列室並下達銷售訂單的意慾造成不利影響。

銷售成本

銷售成本主要包括採購成本、進口稅及其他銷售成本。採購成本指向位於中國、馬達加斯加及柬埔寨的供應商購買製成品的成本。銷售成本由截至2018年12月31日止年度的80,000,000港元減少21.2%至截至2019年12月31日止年度的63,100,000港元，與收益減少一致。

毛利及毛利率

毛利於截至2018年及2019年12月31日止年度分別為31,900,000港元及21,600,000港元。毛利率由截至2018年12月31日止年度的28.5%下降至截至2019年12月31日止年度的25.5%，主要由於向較低毛利率的客戶作出的銷售比例較高。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (Continued)

Other income

Other income dropped significantly from HK\$2.8 million for the year ended 31 December 2018 to HK\$0.6 million for the year ended 31 December 2019, mainly due to the decrease in sample sales income and financial guarantee income. As the Group provided cross financial guarantee in favour of banks for bank loans of certain related companies, such arrangement resulted in a financial guarantee liability recognised at fair value at initial recognition. Such financial guarantee liability had been amortised over the term of the financial guarantee contract and be recognised as financial guarantee income. The financial guarantee income decreased significantly as all financial guarantee liability was released upon Listing and no financial guarantee income has been incurred thereafter.

Other losses

Other losses mainly represent (i) the bad debt written off in respect of trade receivables; and (ii) the net foreign exchange loss resulted from fluctuations in the exchange rate of the foreign currency incurred in our operation.

Selling and distribution expenses

Selling and distribution expenses mainly include staff costs, customer service fee, freight and transportation cost, travelling expenses, design fee, sample and development cost and other selling and distribution expenses.

Selling and distribution expenses amounted to HK\$7.0 million and HK\$8.3 million for the years ended 31 December 2018 and 2019, respectively. Such increase was primarily due to the increase in our design fees.

Administrative expenses

Administrative expenses mainly include professional fees, staff costs (including Directors' remuneration), amortisation of intangible assets, depreciation, rent and rates and other administrative expenses.

Administrative expenses amounted to HK\$7.8 million and HK\$8.5 million for the years ended 31 December 2018 and 2019 respectively. Such increase was mainly due to (i) an increase in the professional fees as a result of being a listed company, and (ii) the depreciation of property resulting from the purchase of showroom in September 2018. The depreciation of property is recognised on a straight-line basis over its property lease term.

財務回顧(續)

其他收入

其他收入由截至2018年12月31日止年度的2,800,000港元大幅下跌至截至2019年12月31日止年度的600,000港元，乃主要由於樣本銷售收入及財務擔保收入減少。由於本集團就若干關聯公司的銀行貸款向銀行提供交叉財務擔保，該項安排導致於初步確認時按公平值確認財務擔保負債。該等財務擔保負債已於財務擔保合約期間攤銷及確認為財務擔保收入。財務擔保收入大幅減少，乃由於所有財務擔保負債於上市後解除，且其後並無產生財務擔保收入。

其他虧損

其他虧損主要指(i)就貿易應收款項撇銷壞賬；及(ii)營運所產生的外幣匯率波動導致的外匯虧損淨額。

銷售及分銷開支

銷售及分銷開支主要包括員工成本、客戶服務費、貨運及運輸成本、差旅開支、設計費、樣本及開發成本以及其他銷售及分銷開支。

截至2018年及2019年12月31日止年度，銷售及分銷開支分別為7,000,000港元及8,300,000港元。有關增加主要由於設計費增加。

行政開支

行政開支主要包括專業費用、員工成本(包括董事薪酬)、無形資產攤銷、折舊、租金及差餉以及其他行政開支。

截至2018年及2019年12月31日止年度，行政開支分別為7,800,000港元及8,500,000港元。有關增加主要由於(i)成為上市公司所導致的專業費用增加；及(ii)2018年9月購買陳列室而產生的物業折舊。物業折舊乃於物業租賃期內以直線法基準確認。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (Continued)

Finance costs

Finance costs amounted to approximately HK\$0.2 million and HK\$0.5 million for the years ended 31 December 2018 and 2019, respectively. The increase was mainly due to the increase in average bank borrowing balance resulting from the purchase of showroom in September 2018.

Income tax expense

Income tax expense mainly represents Hong Kong profits tax on the assessable profits arising from Hong Kong and amounted to HK\$3.2 million and HK\$0.9 million for the years ended 31 December 2018 and 2019, respectively.

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25% and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Profit for the year

Profit attributable to owners of the Group for the year ended 31 December 2019 was HK\$3.1 million, while the Group recorded a profit attributable to owners of the Group of HK\$12.5 million for the year ended 31 December 2018. Such decrease was mainly attributable to the combined effect of (i) a decrease in revenue due to the social unrest in Hong Kong in the second half of 2019, which affected the appetite of overseas customers visiting the Group’s showroom and placing sales orders; and (ii) a decrease in gross profit margin resulting from the higher sales proportion to the customers with lower gross profit margin.

財務回顧(續)

財務成本

截至2018年及2019年12月31日止年度，財務成本分別約為200,000港元及500,000港元。有關增加主要由於於2018年9月購買陳列室導致平均銀行借貸結餘增加。

所得稅開支

所得稅開支主要指就香港產生的應課稅溢利按稅率計算的香港利得稅，而截至2018年及2019年12月31日止年度分別為3,200,000港元及900,000港元。

於2018年3月21日，香港立法會通過2017年稅務(修訂)(第7號)條例草案(「**條例草案**」)，其引入兩級制利得稅率制度。條例草案於2018年3月28日獲簽署成為法律並於翌日刊登憲報。根據兩級制利得稅率制度，合資格集團實體的首2,000,000港元溢利將按8.25%的稅率徵稅，而超過2,000,000港元的溢利將按16.5%的稅率徵稅。不符合兩級制利得稅率制度資格之集團實體之溢利將繼續按劃一稅率16.5%繳納稅項。

年內溢利

截至2019年12月31日止年度，本集團擁有人應佔溢利為3,100,000港元，而本集團錄得截至2018年12月31日止年度的本集團擁有人應佔溢利為12,500,000港元。有關減少主要由於以下項目的綜合影響：(i)由於香港於2019年下半年出現社會動盪，影響海外客戶參觀我們的陳列室並下達銷售訂單的意慾，導致收益減少；及(ii)向毛利率較低的客戶作出銷售的比例較高，導致毛利率減少。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (Continued)

Charge on the Group's assets

As at 31 December 2019, the Group pledged the property comprising workshops 1–3 and 5–7 on 3rd Floor of China United Plaza, No. 1008 Tai Nan West Street, Kowloon, Hong Kong to a bank for the bank finance facility for the Group.

Share capital

The Shares were successfully listed on the GEM of the Stock Exchange on the Listing Date and there has been no change in the capital structure of the Group since then. The share capital of the Group only comprises ordinary shares. As at 31 December 2019, the Company's issued share capital was HK\$10,000,000 and the number of its issued shares was 1,000,000,000 of HK\$0.01 each.

Related Party Transactions

For the year ended 31 December 2019, the Company purchased certain goods from Meridian Industries Garment (Cambodia) Limited (“MIGCL”). MIGCL is controlled by Mr. Ko Sek Yan (“Mr. Murray Ko”), the elder brother of Mr. Ko Sin Yun (“Mr. Ko”). The cumulative purchase from MIGCL for the year ended 31 December 2019 was less than HK\$3 million. The payment amount was determined based on market price and our Directors (including the independent non-executive Directors) considered that the connected transaction as described above has been entered into in the ordinary and usual course of business of the Group and had been based on arm's length negotiations and on normal commercial terms.

Pursuant to Rule 20.74 of the GEM Listing Rules, the relevant applicable percentage ratios (other than the profit ratio) was prescribed under Chapter 20 of the GEM Listing Rules of transactions contemplated under the above arrangements was less than 5% and the total consideration was less than HK\$3 million, hence the connected transaction contemplated herein was fully exempt from the annual review, reporting, announcement and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

財務回顧(續)

本集團資產抵押

於2019年12月31日，本集團將由位於香港九龍大南西街1008號華匯廣場3樓1至3號及5至7號工場組成的物業質押予一間銀行以取得本集團的銀行財務融資。

股本

股份於上市日期在聯交所GEM成功上市，而本集團資本結構自此並無變動。本集團股本僅由普通股組成。於2019年12月31日，本公司已發行股本為10,000,000港元，而已發行股份數目為1,000,000,000股每股面值0.01港元的股份。

關聯方交易

截至2019年12月31日止年度，本公司向Meridian Industries Garment (Cambodia) Limited (“MIGCL”)購買若干貨品。MIGCL由高銑印先生(「高先生」)胞兄高錫印先生(「高錫印先生」)控制。截至2019年12月31日止年度，向MIGCL的累計購買為少於3,000,000港元。付款金額乃根據市場價格釐定，而董事(包括獨立非執行董事)認為上述關連交易乃於本集團日常及一般業務過程中訂立，且經公平磋商及按正常商業條款釐定。

根據GEM上市規則第20.74條，上述安排項下擬進行交易的相關適用百分比率(盈利率除外)(定義見GEM上市規則第20章)低於5%，而總代價少於3,000,000港元，因此，其擬進行關連交易獲全面豁免遵守GEM上市規則第20章項下的年度審閱、申報、公佈及獨立股東批准規定。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (Continued)

Major and Connected Transaction

There is no major and connected transaction during the year ended 31 December 2019.

Contingent liabilities

The Group did not have any material contingent liabilities or guarantees as at 31 December 2019.

Foreign exchange exposure

The revenue of the Group is mainly denominated in US\$, while a certain amount of the revenue is denominated in HK\$ and Euro (“EUR”).

The Group considers that the foreign exchange risk with respect to US\$ is not significant as HK\$ is pegged to US\$.

For the transaction denominated in EUR during the year ended 31 December 2019, the Group considers there is no significant foreign exchange risks in respect of EUR.

Nevertheless, the Group will endeavour to manage the foreign exchange risk by closely monitoring the movement of foreign currency rates and will consider hedging significant foreign currency exposure should the need arise.

PROSPECTS

The Group's revenue and profitability have been severely affected since the second half of 2019 by the social unrest in Hong Kong, which spoils the appetite of the overseas customers for visiting our showroom and placing sales orders. Although such situation is gradually calming down, with the outburst of COVID-19, the pessimistic sentiment is developing regarding the macroeconomic and the worldwide retail environment, which would foreseeably have an adverse impact on our business.

財務回顧(續)

主要及關連交易

截至2019年12月31日止年度，概無重大關連交易。

或然負債

本集團於2019年12月31日並無任何重大或然負債或擔保。

外匯風險

本集團的收益主要以美元計值，而收益的若干款項以港元及歐元(「歐元」)計值。

本集團認為，由於港元與美元掛鈎，有關美元的外匯風險並不重大。

就截至2019年12月31日止年度以歐元計值的交易而言，本集團認為並無有關歐元的重大外匯風險。

然而，本集團將致力藉密切監控外匯匯率變動管理外幣風險，並將於需要時考慮對沖重大外匯風險。

前景

自2019年下半年起，由於香港出現社會動盪，影響海外客戶參觀我們陳列室並下達銷售訂單的意慾，本集團的收益及盈利能力受到嚴重影響。儘管此情況正在逐漸平息，但由於COVID-19爆發，對宏觀經濟及全球零售環境的悲觀情緒正在形成，此將對我們的業務產生可預見的不利影響。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

PROSPECTS (Continued)

The COVID-19 outburst has been intensifying and spreading across Europe, weighing on the European retail markets. There is an ongoing concern regarding the development and government advices related to, or restrictions on, travel to and from regions, which hinders overseas customers from visiting us or us from visiting them for making sales orders. Moreover, in view of the weakening retail markets, customers would tend to make orders with lower average selling price, which would possibly lower our gross profit.

Furthermore, the COVID-19 outburst has also disrupted the logistics of the supply chain for our production. A number of our suppliers located in the PRC are suffered from the restriction on the production resumption of factories and the movement of goods and people within the PRC. It is expected to result in a lower production output by our suppliers, mainly attributable to (i) the shortage in the supply of certain raw materials for production and (ii) the lower workforce as the staff from these factories is not able to report for duty owing to the travel restriction.

Traversing the first half year of 2020, we expect that the US-China trade tensions would continue to be volatile while the global economic growth remains soft. The forthcoming business environment would remain challenging with the mixed signs of progress in the latest stage of the trade talks, exerting uncertainties on the global markets and economies.

Nonetheless, the Directors are confident that the Group can overcome the aforesaid challenges with the extensive experience of our management team in the apparel SCM market. In confront with the external uncertainties on the revenue, we are actively maintaining the current long-term cooperation with our major customers. Furthermore, we are stepping up our efforts to develop new customer bases and new markets. We are closely monitoring the situation and the possible impacts brought by the COVID-19 outburst on the Group's existing business operations, and taking appropriate actions to tackle such. As a short-term measure, the Group will consider applying more stringent cost-control measures in order to cope with the recent downturn in business.

前景 (續)

COVID-19爆發在歐洲不斷加劇及蔓延，對歐洲零售市場造成壓力。人們持續關注與往來該等地區有關的形勢發展及政府建議或出行限制，因而阻礙海外客戶拜訪我們或我們拜訪彼等以作出銷售訂單。此外，由於零售市場疲軟，客戶會傾向於以較低平均售價作出訂單，因而可能降低我們的毛利。

此外，COVID-19爆發亦擾亂了我們生產的供應鏈物流。我們於中國的多家供應商因工廠復工及中國國內貨物及人員流動受到限制而受影響。預期將導致我們供應商的產量減少，主要原因為(i)若干生產原材料供應短缺；及(ii)該等工廠的員工因出行限制而無法到崗上班，導致員工人數減少。

展望2020年上半年，我們預期美中貿易緊張局勢將繼續波動，而全球經濟增長依然疲軟。由於貿易談判最新階段取得的進展喜憂參半，為全球市場及經濟帶來不明朗因素，未來的商業環境仍將充滿挑戰。

然而，董事相信，憑藉我們管理團隊於服裝供應鏈管理市場的豐富經驗，本集團能夠克服上述挑戰。面對外部環境對收益造成的不明朗因素，我們正積極維持與我們主要客戶目前的長期合作。此外，我們亦加大力度開發新客戶及新市場。再者，我們正密切監察情況及COVID-19爆發可能對本集團目前業務營運造成的影響，並採取適當行動進行應對。作為短期措施，本集團將考慮採取更嚴格的成本控制措施以應付近期業務低迷。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

USE OF PROCEEDS

The net proceeds from the Listing, after deducting the actual underwriting commission and expenses paid by the Company in connection thereto, were approximately HK\$32.2 million (“**Actual Net Proceeds**”). The Company intends to utilise the net proceeds according to the section headed “Statement of Business Objectives and Use of Proceeds” of the Prospectus.

The table below sets out an adjusted allocation of the Actual Net Proceeds, the actual usage of the Actual Net Proceeds and the unutilised Actual Net Proceeds as at 31 December 2019.

所得款項用途

經扣除本公司實際就上市支付的包銷佣金及開支後，上市所得款項淨額約為32,200,000港元（「**實際所得款項淨額**」）。本公司擬根據招股章程「業務目標聲明及所得款項用途」一節動用所得款項淨額。

下表載列於2019年12月31日的實際所得款項淨額的經調整分配、實際所得款項淨額的實際用途及未動用實際所得款項淨額。

Business strategies as set out in the Prospectus	Adjusted allocation of the Actual Net Proceeds	Actual usage of the Actual Net Proceeds as at 31 December 2019	Unutilised Actual Net Proceeds as at 31 December 2019
		於2019年12月31日的實際所得款項淨額的實際用途	於2019年12月31日的未動用實際所得款項淨額
招股章程所載業務策略	實際所得款項淨額的經調整分配 HK\$ million 百萬港元	實際所得款項淨額的實際用途 HK\$ million 百萬港元	未動用實際所得款項淨額 HK\$ million 百萬港元
(1) Continue our growth by solidifying our relationship with existing customers and exploring new customers 透過鞏固我們與現有客戶的關係及開拓新客戶延續我們的增長	3.3	1.2	2.1
(2) Set up a new showroom to showcase our product offerings 設立新陳列室以展示我們的產品組合	17.5	17.5	–
(3) Strengthen our design and development capabilities to develop new design collections 加強我們的設計及開發能力以開發新設計系列	2.2	1.4	0.8
(4) Enhance our quality control process 提升我們的質量控制過程	0.8	0.8	–
(5) Repay bank borrowings 償還銀行借款	5.2	5.2	–
(6) Fund general working capital needs 撥付一般營運資金所需	3.2	1.7	1.5
Total 總計	32.2	27.8	4.4

The unutilised Actual Net Proceeds is placed in a licensed bank in Hong Kong.

未動用實際所得款項淨額存放於一間香港持牌銀行。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CAPITAL STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES

During the year ended 31 December 2019, the Group's operations were generally financed through an internally generated cash flows and borrowings from banks. The Group's policy is to regularly monitor our current and expected liquidity requirements and our relationship with banks to ensure the maintenance of sufficient reserves of cash and funding to meet the liquidity requirements in both short and long run.

As at 31 December 2019, the total equity of the Group was HK\$62.5 million (31 December 2018: HK\$82.4 million). The Group's cash and cash equivalent as at 31 December 2019 was HK\$30.5 million (31 December 2018: HK\$37.8 million). The Group's bank borrowings as at 31 December 2019 was HK\$10.3 million (31 December 2018: HK\$10.9 million). Our working capital represented by the net current assets as at 31 December 2019 was HK\$26.3 million (31 December 2018: HK\$44.1 million). Our current ratio was 2.8 times as at 31 December 2019, decreased from 3.0 times as at 31 December 2018. Such decrease in working capital and current ratio was mainly due to the simultaneous decrease in the trade receivables and trade payables. Our trade receivables turnover days were relatively stable at 45.0 days and 47.6 days for the year ended 31 December 2018 and 2019, respectively. Our trade payables turnover days were 22.9 days and 27.3 days for the year ended 31 December 2018 and 2019, respectively, which were both within the credit periods offered by our suppliers.

The increase in trade payables turnover days was mainly attributable to the decrease in trade payables balances as at 31 December 2019 as a result of the decrease in the cost of sales in the second half of 2019 comparing to the corresponding period in 2018.

Our gearing ratio (calculated based on bank borrowings divided by total equity) was 16.5% as at 31 December 2019 (31 December 2018: 13.2%). Such slight increase was due to the decrease in the equity as a result of dividend payment.

Based on the above analysis, coupled with sufficient cash and bank balances, our strong and sound financial position offers adequate liquidity and financial resources to meet our working capital requirements.

資本結構、流動資金及財務資源

截至2019年12月31日止年度，本集團的營運一般由來自內部產生的現金流量及銀行借款提供資金。本集團的政策為定期監察我們當前及預期的流動資金需求及我們與銀行的關係，確保維持足夠的現金及資金儲備，以滿足短期及長期的流動資金需求。

於2019年12月31日，本集團的總權益為62,500,000港元(2018年12月31日：82,400,000港元)。於2019年12月31日，本集團的現金及現金等價物為30,500,000港元(2018年12月31日：37,800,000港元)。於2019年12月31日，本集團的銀行借貸為10,300,000港元(2018年12月31日：10,900,000港元)。我們於2019年12月31日以流動資產淨值方式呈列的營運資金為26,300,000港元(2018年12月31日：44,100,000港元)。我們於2019年12月31日的流動比率為2.8倍，較2018年12月31日的3.0倍減少。有關營運資金及流動比率減少乃主要由於貿易應收款項及貿易應付款項同時減少。我們於截至2018年及2019年12月31日止年度的貿易應收款項周轉日數相對穩定，分別為45.0日及47.6日。我們於截至2018年及2019年12月31日止年度的貿易應付款項周轉日數分別為22.9日及27.3日，均在我們供應商所授的信貸期內。

貿易應付款項周轉日數增加主要由於與2018年同期相比，貿易應付款項於2019年12月31日的結餘減少，乃由於2019年下半年的銷售成本減少。

我們於2019年12月31日的資產負債比率(按銀行借貸除以總權益計算)為16.5%(2018年12月31日：13.2%)。有關輕微增加乃由於派付股息導致權益減少。

基於上述分析，加上充足的現金及銀行結餘，我們強大而穩健的財務狀況提供足夠的流動資金及財務資源以滿足我們的營運資金需求。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

DIVIDENDS

The Board has declared interim dividends of HK\$0.01 with an aggregate amount of HK\$10 million which was fully paid on 16 September 2019.

The Board recommends the payment of a final dividend of HK\$0.0075 per Share, amounting to a total of HK\$7.5 million for the year ended 31 December 2019 (2018: HK\$13 million) to the Shareholders whose names appear on the register of members of the Company on 29 May 2020. The proposed final dividend, subject to the approval of the Shareholders at the forthcoming annual general meeting (the “AGM”) to be held on 22 May 2020, will be paid on or about 8 June 2020.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from 20 May 2020 to 22 May 2020, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on 19 May 2020.

For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the AGM), the register of members of the Company will be closed from Wednesday, 27 May 2020 to Friday, 29 May 2020, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on 26 May 2020.

SEGMENT INFORMATION

Segmental information is presented for the Group as disclosed on note 5 of the financial statements.

股息

董事會已宣派中期股息0.01港元，合共10,000,000港元，已於2019年9月16日全額支付。

董事會建議就截至2019年12月31日止年度派付末期股息每股0.0075港元，合共7,500,000港元（2018年：13,000,000港元）予於2020年5月29日名列本公司股東名冊的股東。建議末期股息須待股東於2020年5月22日召開的股東週年大會（「股東週年大會」）批准後，將於2020年6月8日或之前支付。

就股東週年大會暫停辦理股份過戶登記手續

為確定出席大會及在會上投票的資格，本公司將於2020年5月20日至2020年5月22日（包括首尾兩天）期間暫停辦理股份過戶登記手續。為符合資格出席股東週年大會及在會上投票，本公司的未登記股東請確保於2020年5月19日下午四時三十分前將所有過戶表格連同有關股票送達本公司的香港股份過戶登記分處香港中央證券登記有限公司辦理過戶登記手續，地址為香港皇后大道東183號合和中心17樓1712–1716號舖。

為確定獲派發建議的末期股息的資格（該股息須待股東於週年大會上批准），本公司將於2020年在5月27日（星期三）至2020年5月29日（星期五）止（包括首尾兩天）期間暫停辦理股份過戶登記手續。為符合資格獲派發建議的末期股息，本公司的未登記股東請確保於2020年5月26日下午四時三十分前將所有過戶文件連同有關股票送達本公司的香港股份過戶登記分處香港中央證券登記有限公司辦理過戶登記手續，地址為香港皇后大道東183號合和中心17樓1712–1716號舖。

分部資料

本集團所呈列分部資料誠如財務報表附註5所披露。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2019, the Group employed a total number of nine full-time employees and engaged three external design consultants (31 December 2018: 11 full-time employees and three external design consultants). The staff costs of the Group (including Directors' remuneration, employees' salaries, wages, other benefits and contribution to defined contribution retirement plan) for the year ended 31 December 2019 were approximately HK\$4.8 million (2018: HK\$5.1 million).

Our remuneration package includes basic salary, bonuses and allowances. We review the performance of our employees regularly, and the review outcome is used for the employees' salary review and promotion appraisal. We have set up a competitive remuneration system that links a portion of our employees' compensation to the performance of our business in order to provide incentives to our employees to strive for better results.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

For the year ended 31 December 2019, the Group had not made any material acquisition or disposal of subsidiaries, associates and joint ventures (2018: Nil).

COMMITMENTS

As at 31 December 2019, the Group did not have significant capital commitments (31 December 2018: Nil).

SIGNIFICANT INVESTMENTS

During the year ended 31 December 2019, the Group did not make any significant investments.

FUTURE PLAN FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

The Group did not have any plan for material investments or capital assets as at 31 December 2019.

僱員及薪酬政策

於2019年12月31日，本集團合共僱用九名全職僱員及聘請三名外部設計顧問(2018年12月31日：11名全職僱員及三名外部設計顧問)。截至2019年12月31日止年度，本集團的員工成本(包括董事薪酬、僱員薪金、工資、其他福利及定額供款退休計劃的供款)約為4,800,000港元(2018年：5,100,000港元)。

我們的薪酬待遇包括基本薪金、花紅及津貼。我們定期審核僱員的表現，並將審核結果用於僱員薪酬檢討及晉升評核。我們建立具競爭力的薪酬制度，將部分僱員薪酬與業務績效掛鉤，以激勵僱員爭取更好的業績。

重大附屬公司、聯營公司及合營企業收購及出售事項

截至2019年12月31日止年度，本集團並無作出任何重大附屬公司、聯營公司及合營企業收購或出售(2018年：無)。

承擔

於2019年12月31日，本集團並無重大資本承擔(2018年12月31日：無)。

重大投資

截至2019年12月31日止年度期間，本集團並沒有進行重大投資。

重大投資及資本資產的未來計劃

於2019年12月31日，本集團並無任何涉及重大投資或資本資產的計劃。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層的履歷詳情

EXECUTIVE DIRECTORS

Mr. Ko Sin Yun (高銑印) (“Mr. Ko”), aged 58, is the chairman of the Board and an executive Director of the Group. Mr. Ko was appointed as our executive Director and chairman of the Board on 19 January 2017 and 8 July 2017 respectively. He is the father of Mr. Ko Man Ho (“**Mr. Morris Ko**”). He is primarily responsible for overseeing overall management, business development strategic planning of the Group. He has been the director of Vision Garments and Market Gala Limited (“**Market Gala**”) since 22 March 2010 and 20 March 2010, respectively.

Mr. Ko has more than 20 years of managerial and entrepreneurial experience. He founded the Group in March 2010. Mr. Ko has been involved in the trading business in Hong Kong since 1998. He is the founder and a director of Silverise Electronic Limited (銀華電子有限公司), a company incorporated in Hong Kong in February 1988 and principally engaged in the trading of electronic components in Hong Kong. Mr. Ko is also the director of Azima International Company Limited (楠本國際有限公司), a private company in Hong Kong with its principal business activity being property investments. Mr. Ko obtained a bachelor’s degree of engineering in electronics engineering from Chung Yuan Christian University in Taiwan in June 1983.

Mr. Ko Man Ho (高文灝), aged 30, was appointed as our executive Director and chief executive officer on 8 July 2017 and 1 January 2017, respectively. He is the son of Mr. Ko. He is primarily responsible for the overall management and administration of the business operation of the Group.

He has been a director of Vision Garments since 15 May 2017. Mr. Morris Ko joined Vision Garments as merchandiser in August 2010. In April 2014, Mr. Morris Ko’s employment with Vision Garments was transferred to Meridian Industries Limited (“**Meridian**”) and he worked for Meridian as merchandiser. In view of the business needs of Vision Garments, Mr. Morris Ko had been designated by Meridian to work for Vision Garments exclusively and had been in charge of our sales and sourcing team from December 2014 until December 2016. Since January 2017, Mr. Morris Ko was again employed by Vision Garments and has acted as our chief executive officer. Mr. Morris Ko graduated from Tung Wah Group of Hospitals Kap Yan Directors’ College in Hong Kong in May 2007.

執行董事

高銑印先生(「高先生」)，58歲，為本集團董事會主席及執行董事。高先生於2017年1月19日及2017年7月8日分別獲委任為我們的執行董事及董事會主席。彼為高文灝先生(「高文灝先生」)的父親。彼主要負責監察本集團的整體管理、業務發展及策略性規劃。彼分別自2010年3月22日及2010年3月20日起一直為威誠製衣及Market Gala Limited(「**Market Gala**」)的董事。

高先生及管理及企業管理方面擁有逾20年經驗。彼於2010年3月創立本集團。高先生自1998年起一直參與香港的貿易業務。彼為銀華電子有限公司的創始人兼董事。銀華為於1988年2月在香港註冊成立的公司，並主要在香港從事電子零件買賣。高先生亦為楠本國際有限公司的董事，該公司為一間香港私人公司，其主要業務為物業投資。高先生於1983年6月取得台灣中原大學電子工程工學士學位。

高文灝先生，30歲，於2017年7月8日及2017年1月1日分別獲委任為我們的執行董事及行政總裁。彼為高先生的兒子。彼主要負責本集團的整體管理及業務運作管理。

彼自2017年5月15日起一直為威誠製衣的董事。高文灝先生於2010年8月加入威誠製衣任採購員。高文灝先生於2014年4月由威誠製衣轉職至勗灝實業有限公司(「**勗灝**」)，於勗灝任職採購員。因威誠製衣的業務需要，高文灝先生獲勗灝指派專門於威誠製衣工作，並自2014年12月起直至2016年12月一直負責掌管我們的銷售及採購團隊。自2017年1月起，高文灝先生再次獲威誠製衣聘用，自此擔任我們的行政總裁。高文灝先生於2007年5月畢業於香港東華三院甲寅年總理中學。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層的履歷詳情

EXECUTIVE DIRECTORS (Continued)

Mr. Cheng Ka Wing (鍾嘉榮) (“Mr. Cheng”), aged 38, was appointed as our executive Director on 8 July 2017. He is also the compliance officer of the Group. Mr. Cheng is primarily responsible for the supervision of the Group’s financial reporting, financial planning, treasury and internal control. In January 2017, Mr. Cheng joined the Group as the chief financial officer of Vision Garments. He has been a director of Vision Garments since 1 June 2017.

Mr. Cheng has accumulated over 10 years of experience mainly in asset management, corporate finance and treasury management. Before joining the Group, Mr. Cheng worked at Standard Chartered Bank (Hong Kong) Limited from November 2006 to September 2007 as an analyst, at BNP Paribas Hong Kong Branch as an analyst from October 2007 to February 2013, at Meridian and Wisewing Business Centre Limited from August 2013 to September 2014 as chief investment officer, and at New Rise Construction Engineering Limited from October 2014 to December 2016 as financial controller.

Mr. Cheng graduated from The University of Hong Kong with a bachelor’s degree in social sciences in December 2003, and from the University of Durham with a master’s degree in financial management in January 2006. He is a CFA® charterholder since September 2010.

執行董事 (續)

鍾嘉榮先生(「鍾先生」)，38歲，於2017年7月8日獲委任為我們的執行董事。彼亦為本集團的合規主任。鍾先生主要負責監督本集團的財務申報、財務規劃、庫務及內部控制。於2017年1月，鍾先生加入本集團擔任威誠製衣的財務總監。彼自2017年6月1日起一直為威誠製衣的董事。

鍾先生主要在資產管理、企業融資及財資管理方面累積了逾10年經驗。在加入本集團之前，鍾先生於2006年11月至2007年9月在渣打銀行(香港)有限公司擔任分析師、於2007年10月至2013年2月在法國巴黎銀行香港分行擔任分析師、於2013年8月至2014年9月在颯及智榮商務中心有限公司擔任投資總監，以及於2014年10月至2016年12月在新昇建築工程有限公司擔任財務總監。

鍾先生於2003年12月畢業於香港大學並取得社會科學學士學位，以及於2006年1月畢業於杜倫大學並取得財務管理碩士學位。彼自2010年9月起為特許金融分析師(CFA®)的特許持有人。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層的履歷詳情

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. To King Yan, Adam (杜景仁) (“**Mr. To**”), aged 60, was appointed as our independent non-executive Director on 16 April 2018. He is primarily responsible for overseeing the management independently and providing independent judgement on the issues of strategy, performance, resources and standard of conduct of the Group.

Mr. To worked at the Legal Department of Hong Kong (currently the Department of Justice of Hong Kong) as Assistant Crown Counsel from September 1984 to September 1986 and as Crown Counsel from September 1986 to February 1987. Mr. To joined K.B. Chau & Co., a firm of solicitors in Hong Kong, since February 1987 and is currently a partner of this firm with his practice focusing on conveyancing and litigation. Mr. To graduated from the University of London with a bachelor of laws degree in 1983. Mr. To has been a practising solicitor of the High Court of Hong Kong since 1986. In addition, he is also qualified to practise law in England and Wales and Australia, and is a China Appointed Attesting Officer. Since August 2009, Mr. To has been an independent non-executive director of Rykadan Capital Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2288). Mr. To was an independent non-executive director of Shen You Holdings Limited, a company listed on the GEM of the Stock Exchange (stock code: 8377) from November 2017 to September 2018.

Mr. Kwok Chee Kin (郭志堅) (“**Mr. Kwok**”), aged 60, was appointed as our independent non-executive Director on 16 April 2018. He is primarily responsible for overseeing the management independently and providing independent judgement on the issues of strategy, performance, resources and standard of conduct of the Group.

獨立非執行董事

杜景仁先生(「杜先生」)，60歲，於2018年4月16日獲委任為我們的獨立非執行董事。彼主要負責獨立監督管理及就本集團的策略、表現、資源及操守水準提供獨立判斷。

杜先生於1984年9月至1986年9月在香港律政署(現為香港律政司)擔任政府助理檢察官，並於1986年9月至1987年2月擔任政府檢察官。杜先生自1987年2月起加入香港一間律師行周啟邦律師事務所，現為該事務所的合夥人，專職於業權轉易及訴訟。杜先生於1983年畢業於倫敦大學並取得法律學士學位。杜先生自1986年起為香港高等法院的執業律師。此外，彼亦有英格蘭及威爾士及澳洲執業資格，並為中國委託公證人。自2009年8月起，杜先生一直擔任宏基資本有限公司(一間在聯交所主板上市的公司(股份代號：2288))的獨立非執行董事。杜先生於2017年11月至2018年9月為申酉控股有限公司(一間在聯交所GEM上市的公司(股份代號：8377))的獨立非執行董事。

郭志堅先生(「郭先生」)，60歲，於2018年4月16日獲委任為我們的獨立非執行董事。彼主要負責獨立監督管理及就本集團的策略、表現、資源及操守水準提供獨立判斷。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層的履歷詳情

INDEPENDENT NON-EXECUTIVE DIRECTORS

(Continued)

Mr. Kwok is a physiotherapist with more than thirty years' experience. He worked as a physiotherapist at the Medical and Health Department of Hong Kong (currently the Department of Health of Hong Kong) from August 1982 to December 1985. From January 1987 to February 1994, he worked in Australia. He worked part-time or full time at various hospitals and clinics including Hampton Rehabilitation Hospital, Box Hill Hospital, Royal Children Hospital and Medical Center in Ford Motor Company, and established his own clinic, the Victoria Sports Spinal Physiotherapy and Acupuncture Clinics. In February 1994, he moved back to Hong Kong and established the ASA Physiotherapy Clinics. Mr. Kwok was also the team physiotherapist for various sports teams in Australia and in Hong Kong. He was invited to be the team physiotherapist for the Hong Kong Olympic Committee, at 1996 Summer Olympic Games. He was also a physiotherapist for the 12th Asian Games held in 1994, the 2nd East Asian Games held in 1997, the 13th Asian Games held in 1998 and the 3rd East Asian Games held in 2001. Mr. Kwok graduated from The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) with a professional diploma in physiotherapy in 1982, The Chinese University of Hong Kong with a master of sciences degree in 2006 and the Hong Kong Baptist University with a bachelor of Chinese medicine degree in 2008. He is currently a registered physiotherapist and a registered Chinese medicine practitioner.

獨立非執行董事(續)

郭先生為物理治療師，具備逾三十年經驗。彼曾於1982年8月至1985年12月在香港醫務衛生署(現為香港衛生署)擔任物理治療師。於1987年1月至1994年2月，彼於澳洲工作。彼於多間醫院及診所(包括Hampton Rehabilitation Hospital、Box Hill Hospital、Royal Children Hospital及福特汽車公司醫療中心)兼職或全職工作，並建立其自有診所Victoria Sports Spinal Physiotherapy and Acupuncture Clinics。於1994年2月，彼回流香港及建立ASA Physiotherapy Clinics。郭先生亦為澳洲及香港多支運動團隊的物理治療師。彼獲邀加入香港奧林匹克委員會於1996年夏季奧林匹克運動會的團隊物理治療師。彼亦為1994年第12屆亞洲運動會、1997年第2屆東亞運動會、1998年第13屆亞洲運動會及2001年第3屆東亞運動會的物理治療師。郭先生於1982年畢業於香港理工學院(現稱香港理工大學)並取得物理治療專業文憑、於2006年畢業於香港中文大學並取得理學碩士學位，以及於2008年畢業於香港浸會大學並取得中醫學士學位。彼目前為註冊物理治療師及註冊中醫。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層的履歷詳情

INDEPENDENT NON-EXECUTIVE DIRECTORS

(Continued)

Mr. Chan Kim Sun (陳劍榮) (“**Mr. Chan**”), aged 38, was appointed as our independent non-executive Director on 16 April 2018. He is primarily responsible for overseeing the management independently and providing independent judgement on the issues of strategy, performance, resources and standard of conduct of the Group.

From October 2004 to March 2010, Mr. Chan joined HLB Hodgson Impey Cheng Limited with his latest position as an audit manager. From August 2011 to September 2014, Mr. Chan served as finance controller and from September 2012 to September 2014 as company secretary of China Infrastructure Investment Limited, the shares of which are listed on the Stock Exchange (stock code: 600). Mr. Chan is currently a non-practising member of the Hong Kong Institute of Certified Public Accountants and is a fellow of the Association of Chartered Certified Accountants. Mr. Chan graduated from The Hong Kong University of Science and Technology with a bachelor's degree in business administration majoring in accounting and finance in November 2003. Since December 2015, Mr. Chan has been an independent non-executive director of Virscend Education Company Limited, the shares of which are listed on the Stock Exchange (stock code: 1565). Since January 2019, Mr. Chan has been the company secretary of WMCH Global Investment Limited, the shares of which are listed on GEM of the Stock Exchange (stock code: 8208).

獨立非執行董事(續)

陳劍榮先生(「陳先生」)，38歲，於2018年4月16日獲委任為我們的獨立非執行董事。彼主要負責獨立監督管理及就本集團的策略、表現、資源及操守水準提供獨立判斷。

陳先生於2004年10月至2010年3月加入國衛會計師事務所有限公司，彼最後出任的職位為審計經理。於2011年8月至2014年9月，陳先生曾於中國基建投資有限公司(其股份在聯交所上市(股份代號：600))任職財務總監，並於2012年9月至2014年9月擔任該公司的公司秘書。陳先生現為香港會計師公會非執業會員及特許公認會計師公會資深會員。陳先生於2003年11月畢業於香港科技大學，取得工商管理學士學位，主修會計及財務。自2015年12月起，陳先生一直擔任成實外教育有限公司(其股份在聯交所上市(股份代號：1565))的獨立非執行董事。自2019年1月起，陳先生一直擔任WMCH Global Investment Limited(其股份在聯交所GEM上市(股份代號：8208))的公司秘書。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層的履歷詳情

SENIOR MANAGEMENT

Ms. Lam Hau Chu (林巧珠) (“**Ms. Lam**”), aged 54, was appointed as our design manager on 1 January 2017. She is primarily responsible for overseeing the product design and development of the Group.

Ms. Lam has been working in the apparel industry for more than 30 years. Prior to joining the Group, Ms. Lam worked as merchandiser at Meridian from April 1989 to August 2010. Ms. Lam joined the Group in September 2010 as designer of Vision Garments. In April 2015, pursuant to a management arrangement with Meridian, our related party, for the period from 1 April 2015 to 31 December 2016 (the “**Management Arrangement**”), Ms. Lam’s employment was transferred to Meridian, which then re-assigned Ms. Lam to work at Vision Garments as designer and in charge of our design team. As the Management Arrangement was terminated in December 2016, Ms. Lam was again employed by Vision Garments as design manager on 1 January 2017. Ms. Lam graduated from Kit Sam Middle School in 1984.

Ms. Lo Wai Han (盧慧嫻) (“**Ms. Lo**”), aged 62, was appointed as our quality control manager on 1 January 2017. She is primarily responsible for overseeing the quality control aspects of the Group’s business.

Ms. Lo has over 25 years of garment quality control experience in the apparel industry. Ms. Lo had worked at Meridian as quality control staff since August 1992. From December 2014 to December 2016, Ms. Lo had been designated by Meridian to work for Vision Garments exclusively as quality control supervisor in charge of our quality control team. Since January 2017, Ms. Lo has been employed by Vision Garments as quality control manager.

高級管理層

林巧珠女士(「林女士」)，54歲，於2017年1月1日獲委任為我們的設計經理。彼主要負責監督本集團的產品設計及開發。

林女士已於服裝行業工作逾30年。在加入本集團之前，林女士於1989年4月至2010年8月在勵灝擔任採購員。林女士於2010年9月加入本集團擔任威誠製衣的設計師。於2015年4月，根據與我們的關聯方勵灝為期2015年4月1日至2016年12月31日的管理安排(「**管理安排**」)，林女士轉職至勵灝，而勵灝其後重新委任林女士於威誠製衣擔任設計師及掌管我們的設計團隊。由於管理安排於2016年12月終止，林女士於2017年1月1日再度獲威誠製衣聘用為設計經理。林女士於1984年畢業於潔心會林炳炎中學。

盧慧嫻女士(「盧女士」)，62歲，於2017年1月1日獲委任為我們的質量控制經理。彼主要負責監督本集團業務的質量控制。

盧女士在服裝行業擁有逾25年成衣質量控制的經驗。盧女士自1992年8月起在勵灝擔任質量控制員工。於2014年12月至2016年12月，盧女士獲勵灝調派專門為威誠製衣工作，擔任質量控制監督，負責領導我們的質量控制團隊。自2017年1月起，盧女士獲威誠製衣聘用為質量控制經理。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Board of the Company is committed to maintaining and achieving high corporate governance standards.

The Board believes that high corporate governance standards are essential in providing a framework for the Group to safeguard the interests of shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code (the "**CG Code**") contained in Appendix 15 to the GEM Listing Rules.

The Board is of the view that during the year ended 31 December 2019, the Company has complied with all the code provisions as set out in the CG Code.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules in respect of securities transaction by directors (the "**Required Standard**").

Specific enquiry has been made to all Directors and the Directors have confirmed that they have complied with the Required Standard during the year ended 31 December 2019.

The Company has also extended the coverage of the Required Standard adoption to the senior management of the Company who are likely to be in possession of unpublished price-sensitive information of the Company (the "**relevant employees**"). No incident of non-compliance of the Required Standard by the relevant employees was noted by the Company.

公司管治常規

本公司董事會致力維持及達致高水平的企業管治。

董事會相信，高水平的企業管治對於為本集團保障股東利益、提升企業價值、制定業務策略及政策以及提升透明度及問責性提供框架而言至關重要。

本公司的企業管治常規乃根據GEM上市規則附錄十五所載企業管治守則(「**企業管治守則**」)所載的原則及守則條文。

董事會認為，於截至2019年12月31日止年度，本公司一直遵守企業管治守則所載的所有守則條文。

董事進行證券交易

本公司已採納GEM上市規則第5.48至5.67條所載有關董事進行證券交易的交易必守標準(「**必守標準**」)。

本公司已向全體董事作出特定查詢，而董事已確認彼等於截至2019年12月31日止年度一直遵守必守標準。

本公司亦已將必守標準採納的範圍擴大至可能擁有本公司未公佈的股價敏感資料的本公司高級管理層(「**相關僱員**」)。本公司並無發現相關僱員不遵守必守標準的事件。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS

The Board oversees the Group's businesses, strategic decisions and performance and should take decisions objectively in the best interests of the Company.

The Board should regularly review the contribution required from a Director to perform his responsibilities to the Company, and whether the Director is spending sufficient time performing them.

Board Composition

The Board currently comprises the following Directors:

Executive Directors

Mr. Ko Sin Yun (*Chairman of the Board and Chairman of the Nomination Committee*)

Mr. Ko Man Ho (*Chief Executive Officer*)

Mr. Cheng Ka Wing (*Chief Financial Officer and Compliance Officer*)

Independent Non-executive Directors

Mr. To King Yan, Adam (*Chairman of the Remuneration Committee and Member of the Audit Committee and Nomination Committee*)

Mr. Kwok Chee Kin (*Member of the Audit Committee and Remuneration Committee*)

Mr. Chan Kim Sun (*Chairman of the Audit Committee and Member of the Remuneration Committee and Nomination Committee*)

The biographical information of the Directors are set out in the section headed "Biographical Details of Directors and Senior Management" on pages 20 to 25 of this annual report.

The relationships between the Directors are disclosed in the respective Director's biography under the section "Biographical Details of Directors and Senior Management" on page 20 to 25 of this annual report.

董事會

董事會監督本集團的業務、策略決策及表現，並應客觀地作出符合本公司最佳利益的決定。

董事會應定期檢討董事為履行其對本公司的職責須作出的貢獻，以及董事有否投入足夠時間履行其職責。

董事會組成

董事會目前包括下列董事：

執行董事

高銑印先生 (*董事會主席兼提名委員會主席*)

高文灝先生 (*行政總裁*)

鍾嘉榮先生 (*財務總監兼合規主任*)

獨立非執行董事

杜景仁先生 (*薪酬委員會主席兼審核委員會及提名委員會成員*)

郭志堅先生 (*審核委員會及薪酬委員會成員*)

陳劍樂先生 (*審核委員會主席兼薪酬委員會及提名委員會成員*)

有關董事的履歷資料載於本年報第20至25頁「董事及高級管理層的履歷詳情」一節。

董事之間的關係於本年報第20頁至25頁「董事及高級管理層的履歷詳情」一節下各董事的履歷中披露。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (Continued)

Chairman and Chief Executive Officer

The positions of Chairman and Chief Executive Officer are held by Mr. Ko and Mr. Morris Ko respectively. The Chairman provides leadership and is responsible for the effective functioning and leadership of the Board. The Chief Executive Officer focuses on the Company's business development and daily management and operations generally.

Independent Non-executive Directors

During the year ended 31 December 2019, 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 representing one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his independence in accordance with the independence guidelines set out in Rule 5.09 of the GEM Listing Rules. The Company is of the view that all independent non-executive Directors are independent.

Appointment and Re-election of Directors

Each of the independent non-executive Directors has entered into a letter of appointment with the Company with an initial term of three years commencing from the Listing Date subject to termination by either party, giving at least three months' notice in writing.

According to the Articles of Association of the Company (the "**Articles**"), one-third of the Directors for the time being (if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation at each AGM provided that every Director shall be subject to retirement by rotation at least once every three years. The retiring Directors should be eligible for re-election at the relevant AGM. In addition, any new Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of shareholders after his/her appointment, whereas any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM. The retiring Directors shall be eligible for re-election.

董事會 (續)

主席及行政總裁

主席及行政總裁的職位分別由高先生及高文灝先生擔任。主席發揮領導作用，並負責董事會的有效運作及領導。行政總裁一般專注於本公司的業務發展以及日常管理及營運。

獨立非執行董事

於截至2019年12月31日止年度，董事會始終符合GEM上市規則有關委任至少三名獨立非執行董事(佔董事會三分之一)且其中一人具備適當的專業資格或會計或相關財務管理專業知識的規定。

本公司已根據GEM上市規則第5.09條所載的獨立性指引，收到各獨立非執行董事就其獨立性所發出的書面年度確認。本公司認為，全體獨立非執行董事均屬獨立。

委任及重選董事

各獨立非執行董事已與本公司訂立委任函，初步任期自上市日期起為期三年，可由任何一方發出至少三個月書面通知予以終止。

根據本公司的組織章程細則(「**細則**」)，目前三分之一的董事(倘彼等的人數並非三的倍數，則最接近但不少於三分之一的人數)應在每屆股東週年大會輪值退任，惟每名董事須至少每三年輪值退任一次。退任董事應符合資格在相關股東週年大會上重選連任。此外，任何獲董事會委任以填補臨時空缺的新董事，任期僅至其獲委任後的首次股東大會為止，而任何獲董事會委任為現任董事會新增成員的董事，任期僅至下屆股東週年大會為止。退任董事符合資格重選連任。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (Continued)

Responsibilities of the Directors

The Board should assume responsibility for leadership and control of the Company, and is collectively responsible for directing and supervising the Company's affairs.

The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Directors shall disclose to the Company details of other offices held by them.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and coordinating the daily operation and management of the Company are delegated to the management.

董事會(續)

董事的責任

董事會應負責領導及控制本公司，並共同負責指導及監督本公司事務。

董事會直接(並透過其委員會間接)透過制定戰略及監督其實施以領導及指導管理層、監督本集團的營運及財務表現，以及確保健全的內部控制及風險管理系統到位。

全體董事(包括獨立非執行董事)均為董事會帶來廣泛的寶貴業務經驗、知識及專業精神，確保其高效及有效運作。

獨立非執行董事負責確保本公司提供高標準的監管報告，並在董事會中提供制衡作用，以對企業的行動及營運作出有效獨立判斷。

全體董事均可全面及時獲取本公司的一切資料，並可應要求在適當情況下為履行彼等對本公司的職責而尋求獨立專業意見，費用概由本公司承擔。

董事須向本公司披露彼等擔任的其他職務的詳情。

董事會保留其對所有與政策事宜、戰略及預算、內部控制及風險管理、重大交易(尤其可能涉及利益衝突者)、財務資料、委任董事及本公司其他重大營運事宜有關的主要事宜的決策權。與執行董事會決策、指示及統管本公司日常營運及管理有關的責任乃管理層的既授責任。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (Continued)

Continuous Professional Development of Directors

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

Every newly appointed Director has received formal, comprehensive and tailored induction on the first occasion of his appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the GEM Listing Rules and relevant statutory requirements.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. Internally-facilitated briefings for Directors would be arranged and reading material on relevant topics would be provided to Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses.

The record of continuous professional development relating to director's duties and regulatory and business development that have been received by the Directors during the year ended 31 December 2019 and up to date of this report are summarised as follows:

Director

董事

Type of Training ^{Note}

培訓種類 ^{附註}

Executive Directors

執行董事

Mr. Ko Sin Yun	高銑印先生	B
Mr. Ko Man Ho	高文灝先生	B
Mr. Cheng Ka Wing	鍾嘉榮先生	B

Independent Non-Executive Directors

獨立非執行董事

Mr. To King Yan, Adam	杜景仁先生	B
Mr. Kwok Chee Kin	郭志堅先生	B
Mr. Chan Kim Sun	陳劍樂先生	A, B

Note:

附註：

Types of Training

培訓種類

- A: Attending training sessions, including but not limited to, briefings, seminars, conferences and workshops
- B: Reading relevant news alerts, newspapers, journals, magazines and relevant publications

- A: 出席培訓課程，包括但不限於，簡報會、研討會、會議及工作坊
- B: 閱讀相關新聞快訊、報章、期刊、雜誌及有關刊物

董事會 (續)

董事的持續專業發展

董事應及時了解監管發展及變化，以便有效履行彼等的職責，並確保彼等對董事會作出知情及相關的貢獻。

每名新委任董事於首次獲委任時已獲提供正式、全面及度身訂造的就職培訓，以確保適當了解本公司的業務及營運，並充分了解董事於GEM上市規則及相關法定要求下的責任及義務。

董事應參與適當的持續專業發展，以發展及更新彼等的知識及技能。本公司將為董事安排內部簡報會，並在適當情況下向董事提供相關主題的閱讀材料。本公司鼓勵全體董事出席相關培訓課程，費用概由本公司承擔。

董事於截至2019年12月31日止年度收到有關董事職責以及監管及業務發展的持續專業發展記錄概述如下：

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES

The Board has established three committees, namely, the Audit Committee, Remuneration Committee and Nomination Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with specific written terms of reference which deal clearly with their authority and duties. The terms of reference of the Audit Committee, Remuneration Committee and Nomination Committee are posted on the Company's website and the Stock Exchange's website and are available to Shareholders upon request.

The list of the chairman and members of each Board committee is set out under "Corporate Information" on page 3.

Audit Committee

The Audit Committee consists of three independent non-executive Directors, namely Mr. Chan Kim Sun (Chairman), Mr. To King Yan, Adam and Mr. Kwok Chee Kin.

The terms of reference of the Audit Committee are of no less exacting terms than those set out in the CG Code. The primary duties of the Audit Committee are, among others, to make recommendations to the Board on the appointment, reappointment and removal of external auditor, review the financial information, oversee the financial reporting process, internal control and risk management systems and audit process, and perform other duties and responsibilities as assigned by the Board.

For the year ended 31 December 2019, the Audit Committee held five meetings to review the quarterly, interim and annual financial results, audit planning and reports, risk management and internal control systems and significant issues on the financial reporting, operational and compliance controls.

The Audit Committee also met the external auditor once without the presence of the executive Directors.

董事委員會

董事會已設立三個委員會，即審核委員會、薪酬委員會及提名委員會，以監督本公司特定範疇的事務。本公司所有董事委員會均已制定具體書面職權範圍，明確規定其職權與職責。審核委員會、薪酬委員會及提名委員會的職權範圍於本公司網站及聯交所網站登載，並可應要求提供予股東。

各董事委員會的主席及成員的名單載於第3頁「公司資料」。

審核委員會

審核委員會包括三名獨立非執行董事，即陳劍樂先生(主席)、杜景仁先生及郭志堅先生。

審核委員會的職權範圍不遜於企業管治守則所載者。審核委員會的主要職責為(其中包括)就委任、重新委任及罷免外部核數師向董事會作出推薦建議、審查財務資料、監督財務申報程序、內部控制及風險管理系統及審核程序，以及履行董事會指派的其他職責及責任。

截至2019年12月31日止年度，審核委員會舉行五次會議，檢討季度、中期及年度財務業績、審核計劃及報告、風險管理及內部監控系統、營運及合規控制的重大事宜。

審核委員會亦在並無執行董事出席的情況下與外部核數師會面。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES (Continued)

Remuneration Committee

The Remuneration Committee consists of three independent non-executive Directors, namely Mr. To King Yan, Adam (Chairman), Mr. Chan Kim Sun and Mr. Kwok Chee Kin.

The terms of reference of the Remuneration Committee are of no less exacting terms than those set out in the CG Code. The primary functions of the Remuneration Committee include making recommendation to the Board on the overall remuneration policy and structure relating to all Directors and senior management of the Group, reviewing performance-based remuneration, and ensuring none of the Directors determine their own remuneration.

The Remuneration Committee met once during the year ended 31 December 2019 to review the remuneration policy and structure of the Company and the remuneration packages of the Directors and senior management and other related matters.

Details of the remuneration of the senior management by band are set out in note 11 of the Notes to the Consolidated Financial Statements of this annual report.

Nomination Committee

The Nomination Committee consists of one executive Director, namely Mr. Ko Sin Yun (Chairman), and two independent non-executive Directors, namely Mr. To King Yan, Adam and Mr. Chan Kim Sun.

The terms of reference of the Nomination Committee are of no less exacting terms than those set out in the CG Code. The principal duties of the Nomination Committee include reviewing the structure, size and composition of the Board, and selecting or making recommendations on the selection of individuals nominated for directorships.

In assessing the Board composition, the Nomination Committee would take into account various aspects as well as factors concerning board diversity as set out in the Company's board diversity policy, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

董事委員會 (續)

薪酬委員會

薪酬委員會包括三名獨立非執行董事，即杜景仁先生(主席)、陳劍樂先生及郭志堅先生。

薪酬委員會的職權範圍不遜於企業管治守則所載者。薪酬委員會的主要職能包括就有關本集團全體董事及高級管理層的整體薪酬政策及架構向董事會作出推薦建議、檢討以表現為基礎的薪酬及確保概無董事釐定其本身的薪酬。

薪酬委員會截至2019年12月31日止年度期間舉行一次會議，檢討本公司的薪酬政策及架構及董事及高級管理層的薪酬待遇以及其他相關事宜。

有關高級管理層按範圍劃分的薪酬的詳情，載於本年報綜合財務報表附註11。

提名委員會

提名委員會包括一名執行董事，即高銑印先生(主席)，及兩名獨立非執行董事，即杜景仁先生及陳劍樂先生。

提名委員會的職權範圍不遜於企業管治守則所載者。提名委員會的主要職責包括檢討董事會的架構、規模及組成，以及甄選獲提名擔任董事職務的人士或就其作出推薦建議。

在評估董事會組成時，提名委員會將考慮本公司的董事會多元化政策所載有關董事會多元化的各個方面及因素，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。提名委員會將在必要時討論並商定實現董事會多元化的可衡量目標，並就其向董事會作出推薦建議以供採納。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES (Continued)

Nomination Committee (Continued)

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's character, qualifications, experience, independence and other relevant criteria necessary to complement the corporate strategy and achieve board diversity, where appropriate, before making recommendation to the Board.

The Nomination Committee met once during the year ended 31 December 2019 to review the structure, size and composition of the Board. The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained.

Board Diversity Policy

The Company has adopted a board diversity policy ("**Board Diversity Policy**") which sets out the approach to achieve diversity of the Board and is available on the website of the Company. The Company recognises and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in maintaining the Company's competitive advantage.

Pursuant to the Board Diversity Policy, the Nomination Committee will review annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and to ensure that the Board maintains a balanced diverse profile. In relation to reviewing and assessing the Board composition, the Nomination Committee is committed to diversity at all levels and will consider a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, experience, expertise, qualifications, skills and knowledge as well as independence of the Board.

The Company aims to maintain an appropriate balance of diversity perspectives that are relevant to the Company's business growth and is also committed to ensuring that recruitment and selection practices at all levels (from the Board downwards) are appropriately structured so that a diverse range of candidates are considered.

董事委員會 (續)

提名委員會 (續)

在識別及甄選合適的董事人選時，提名委員會在向董事會作出推薦建議前，將考慮人選的性格、資格、經驗、獨立性及其他相關標準，以配合企業戰略並實現董事會多元化(如適用)。

提名委員會截至2019年12月31日止年度舉行一次會議，檢討董事會的架構、規模及組成。提名委員會認為，董事會已維持適當的多元化平衡。

董事會多元化政策

本公司已採納董事會成員多元化政策(「**董事會多元化政策**」)，其載列達至董事會多元化的方法並可於本公司網站上查閱。本公司明白並深信多元化董事會裨益良多，並認為於董事會層面提升多元化程度對維持本公司競爭優勢而言實屬要素。

根據董事會成員多元化政策，提名委員會將每年檢討董事會的架構、人數及組成，並在合適情況下，就董事會變動作出推薦建議，以協助執行本公司的企業策略及確保董事會保持多元化的均衡組合。就檢討及評估董事會組成而言，提名委員會致力在各方面達致多元化，並將考慮多項因素，包括但不限於性別、年齡、文化及教育背景、種族、經驗、專業知識、資格、技能及知識以及董事會的獨立性。

本公司旨在維持切合本公司業務增長的適當多元化平衡，亦致力確保妥善組織各級別(由董事會至下屬組織)的招聘及甄選常規，以便考慮多元化的人選。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES (Continued)

Board Diversity Policy (Continued)

The Board will consider setting measurable objectives to implement the Board Diversity Policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives.

The Nomination Committee will review the Board Diversity Policy on a regular basis to ensure its effectiveness.

Director Nomination Policy

The Board has delegated its responsibilities and authority for selection and appointment of Directors to the Nomination Committee of the Company.

The Company has adopted a director nomination policy (“**Director Nomination Policy**”) which sets out the selection criteria and process and the Board succession planning considerations in relation to nomination and appointment of Directors of the Company and aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company and the continuity of the Board and appropriate leadership at Board level.

The Director Nomination Policy sets out the factors for assessing the suitability and the potential contribution to the Board of a proposed candidate, including but not limited to the following:

- Character and integrity;
- Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company’s business and corporate strategy;
- Diversity in all aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
- Requirements of Independent Non-executive Directors on the Board and independence of the proposed Independent Non-executive Directors in accordance with the Listing Rules; and
- Commitment in respect of available time and relevant interest to discharge duties as a member of the Board and/or Board committee(s) of the Company.

董事委員會 (續)

董事會多元化政策 (續)

董事會將考慮制定可衡量目標以執行董事會成員多元化政策，並不時檢討有關目標，以確保其合適性及確定達成有關目標的進展。

提名委員會將定期檢討董事會多元化政策，以確保其有效性。

董事提名政策

董事會已轉授其甄選及委任董事的責任及權力予本公司提名委員會。

本公司已採納董事提名政策(「**董事提名政策**」)，當中載列甄選條件及流程以及有關提名及委任董事的董事會繼任計劃考慮因素，旨在確保董事會具備對本公司及延續董事會而言屬合適的均衡技能、經驗及多元化視野以及於董事會層面的合適領導。

董事提名政策載列評估建議候選人對董事會的合適性及潛在貢獻的多項因素，包括但不限於下列各項：

- 性格及誠信；
- 資格，包括專業資格、技能、知識及與本公司業務及企業策略相關的經驗；
- 各方面的多元性，包括但不限於性別、年齡(18歲或以上)、文化及教育背景、種族、專業經驗、技能、知識及服務年限；
- 董事會獨立非執行董事的要求以及建議董事會獨立非執行董事根據上市規則確定的獨立性；及
- 就有足夠時間及相關興趣履行作為本公司董事會及／或董事委員會成員之職責作出的承諾。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES (Continued)

Director Nomination Policy (Continued)

The Director Nomination Policy also sets out the procedures for the selection and appointment of new Directors and re-election of Directors at general meetings.

Dividend Policy

The Company has adopted a dividend policy (“**Dividend Policy**”) which sets out the approach to maintain a balance between meeting shareholders’ expectations and prudent capital management with a sustainable dividend policy.

The Company does not have any pre-determined dividend payout ratio. The declaration of dividends is subject to the discretion of the Board. Any declaration of final dividend by the Company shall also be subject to the approval of the shareholders in a shareholders’ meeting.

The Directors may recommend a payment of dividends in the future after taking into account the Group’s operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions, capital expenditure and future development requirements, shareholders’ interests and other factors which they may deem relevant at such time. Any declaration and payment as well as the amount of the dividends will be subject to constitutional documents, any applicable laws and regulations, including the Cayman Companies Law. Historical dividend distributions are not indicative of the future dividend distribution. Any distributable profits that are not distributed in any given year will be retained and available for distribution in subsequent years. To the extent profits are distributed as dividends, such portion of profits will not be available to be reinvested in the Group’s operations.

Corporate Governance Functions

The Board is responsible for performing the functions set out in the code provision D.3.1 of the CG Code.

During the year ended 31 December 2019, the Board had reviewed the Company’s corporate governance policies and practices, training and continuous professional development of directors and senior management, the Company’s policies and practices on compliance with legal and regulatory requirements, the compliance of the Required Standard and the Company’s compliance with the CG Code and disclosure in this Corporate Governance Report.

董事委員會 (續)

董事提名政策 (續)

董事提名政策亦載列甄選及委任新董事及於股東大會上重選董事的程序。

股息政策

本公司已採用股息政策(「**股息政策**」)，其載列以可持續股息政策，在符合股東期望與謹慎資本管理之間努力保持平衡的方法。

本公司並無任何預定股息派發比率。股息的分配取決於董事會的決定。本公司宣派的末期股息亦須獲得股東大會的批准。

董事經考慮本集團的經營及盈利、資本要求及盈餘、一般財務狀況、合同限制、資本支出及未來發展要求、股東權益以及彼等於當時認為可能相關的其他因素之後，或於未來建議派發股息。任何宣派及支付以及股息金額將應遵守憲章文件、任何適用的法律法規，包括開曼公司法。歷史股息分派並非未來股息分派的指示。於任何特定年份未分派的任何可供分派溢利將保留並於隨後年度用作分派。就作為股息分派的溢利而言，該部分溢利將不可再投資於我們的經營活動。

企業管治職能

董事會負責履行企業管治守則守則條文第D.3.1條所載的職能。

截至2019年12月31日止年度，董事會已檢討本公司的企業管治政策及常規、董事及高級管理層的培訓及持續專業發展、本公司遵守法律及監管的規定、遵守必守標準及本公司遵守企業管治守則的政策及常規以及於本企業管治報告披露的資料。

CORPORATE GOVERNANCE REPORT

企業管治報告

ATTENDANCE RECORDS OF DIRECTORS AND COMMITTEE MEMBERS

Regular board meetings should be held at least four times a year involving active participation, either in person or through electronic means of communication, of a majority of Directors. Five regular board meetings were held and one AGM was held for the year ended 31 December 2019.

The attendance record of each Director at the Board and Board committee meetings and the general meetings of the Company held for the year ended 31 December 2019 is set out in the table below:

董事及委員會成員出席記錄

定期董事會會議應每年至少舉行四次，當中涉及大多數董事親自或透過電子通訊方式積極參與。截至2019年12月31日止年度，舉行了五次董事會會議和一次股東週年大會。

截至2019年12月31日止年度，各董事出席董事會及董事委員會會議以及本公司股東大會的出席記錄載列於下表：

Name of Director	Attendance/Number of Meetings				Annual general meeting
	Board	Audit committee	Remuneration committee	Nomination committee	
董事姓名	董事會	審核委員會	薪酬委員會	提名委員會	股東週年大會
Mr. Ko Sin Yun	5/5	N/A 不適用	N/A 不適用	1/1	1/1
Mr. Ko Man Ho	5/5	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Mr. Cheng Ka Wing	5/5	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Mr. To King Yan, Adam	5/5	5/5	1/1	1/1	1/1
Mr. Kwok Chee Kin	5/5	5/5	1/1	N/A 不適用	1/1
Mr. Chan Kim Sun	5/5	5/5	1/1	1/1	1/1

Apart from regular board meetings, the Chairman also held one meeting with the independent non-executive Directors without the presence of executive Directors for the year ended 31 December 2019.

除董事會定期會議外，截至2019年12月31日止年度，主席亦於並無執行董事出席的情況下與獨立非執行董事舉行過一次會議。

Independent non-executive Directors have attended the annual general meeting held on 3 May 2019 to gain and develop a balanced understanding of the view of shareholders.

獨立非執行董事出席於2019年5月3日舉行的股東週年大會，以取得及均衡了解股東意見。

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems.

The Audit Committee assists the Board in leading the management and overseeing their design, implementation and monitoring of the risk management and internal control systems.

The Company has developed and adopted a series of internal control policies, procedures and programs designed to provide reasonable assurance for achieving objectives including effective and efficient operations, reliable financial reporting and compliance with applicable laws and regulations.

風險管理及內部控制

董事會承認其對風險管理及內部控制系統的責任並檢討其有效性。該等系統旨在管理而非消除未能實現業務目標的風險，且僅能對重大錯報或損失提供合理而非絕對的保證。

董事會全面負責評估及釐定其願意為實現本公司戰略目標而承擔風險的性質及程度，以及建立及維持適當及有效的風險管理及內部控制系統。

審核委員會協助董事會領導管理層並監督其風險管理及內部控制系統的設計、實施及監控。

本公司已制定及採用一系列內部控制政策、程序及計劃，旨在為實現目標提供合理保證，包括有效及高效的營運、可靠的財務報告以及遵守適用的法律法規。

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROLS (Continued)

The ultimate goal of the Company's risk management process is to identify and focus on the issues in its business operations that create impediments to the Company's success. The risk management process starts with identifying the major risks associated with the corporate strategies, goals and objectives. The key process points in the risk management include:

- **Identify:** The Company identifies current and emerging risks in its business operations and categorises those risks into a reasonable profile based on timeframe, likelihood, intensity and impact severity. The Company establishes four risk categories, including strategic risks, financial risks, operating risks and legal risks.
- **Assess:** The Company assesses and prioritises risks so that the most important risks can be identified and dealt with. Based on both qualitative and quantitative analyses, the Company prioritises risks in terms of likelihood and impact severity.
- **Mitigate:** Based on the assessment of (i) the probability and impact severity of the risks and (ii) cost and benefit of the mitigation plans, the Company chooses the appropriate option for dealing with risks, including risk elimination by suspending the associated business activities, risk reduction by adopting appropriate control measures, risk transfer by outsourcing or purchasing insurance policies, and risk acceptance by choosing to accept risks of low priority.
- **Measure:** The Company measures its risk management by determining if changes have been implemented and if changes are effective. In the event of any weakness in control, the Company follows up by adjusting its risk management measures and reporting material issues to the Directors.

風險管理及內部控制(續)

本公司風險管理流程的最終目標乃識別及專注於其業務營運中會對本公司的成功造成障礙的問題。風險管理流程始於識別與企業戰略、目標及目的相關的主要風險。風險管理的關鍵過程點包括：

- **識別：** 本公司識別其業務營運中當前及新出現的風險，並根據時間範圍、可能性、強度及影響嚴重程度將該等風險分類為合理概況。本公司建立四個風險類別，包括戰略風險、財務風險、經營風險及法律風險。
- **評估：** 本公司評估風險並將其劃分優先次序，以便識別及處理最重要的風險。基於定性及定量分析，本公司在可能性及影響嚴重性方面將風險劃分優先次序。
- **緩解：** 根據對(i)風險的概率及影響嚴重程度以及(ii)緩解計劃的成本及收益的評估，本公司選擇適當的方案來處理風險，包括通過暫停相關業務活動來消除風險、通過採取適當控制措施降低風險、通過外包或投購保單轉移風險，以及通過選擇接受低優先級的風險來接受風險。
- **衡量：** 本公司透過釐定是否已實施改變以及改變是否有效來衡量其風險管理。倘控制權出現任何弱點，本公司將透過調整風險管理措施並向董事報告重大事項以作出跟進。

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROLS (Continued)

All divisions conducted internal control assessment regularly to identify risks that potentially impact the business of the Group and various aspects including key operational and financial processes, regulatory compliance and information security.

The management, in coordination with division/department heads, assessed the likelihood of risk occurrence, provide treatment plans, and monitor the risk management progress, and reported to the Audit Committee and the Board on all findings and the effectiveness of the systems.

The Company has engaged external professional firm for providing the internal audit function and performing independent review of the adequacy and effectiveness of the risk management and internal control systems. The internal audit function examined key issues in relation to the accounting practices and all material controls and provided its findings and recommendations for improvement to the Audit Committee. An assessment on our internal control systems has been examined by the external professional firm.

The Board therefore considered the risk management and internal control systems of the Group for the year ended 31 December 2019 are effective and adequate.

Whistleblowing procedures are in place to facilitate employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

The Company has developed its disclosure policy which provides a general guide to the Company's Directors, officers, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries.

Control procedures have been implemented to ensure that unauthorised access and use of inside information are strictly prohibited.

風險管理及內部控制(續)

所有部門均定期進行內部控制評估，以識別可能影響本集團業務的風險以及各個方面，包括主要營運及財務流程、監管合規性及資料安全。

管理層與部門主管協調、評估風險發生的可能性、提供治療計劃及監控風險管理進度，並向審核委員會及董事會報告所有調查結果及系統的有效性。

本公司已委聘外部專業公司提供內部審計職能，並對風險管理及內部監控系統的充足性及有效性進行獨立檢討。內部審計職能審查了與會計實務及一切重大控制有關的關鍵問題，並向審核委員會提供調查結果及改進的推薦建議。我們的內部控制系統評估已由外聘專業公司檢查。

董事會因此認為本集團截至2019年12月31日止年度的風險管理及內部監控系統有效且足夠。

檢舉程序乃為方便本公司僱員以保密方式提出有關本公司財務報告、內部控制或其他事項可能存在的不當行為的關注。

本公司已制定其披露政策，為本公司董事、高級職員、高級管理層及相關僱員提供處理機密資料、監控資料披露及回覆查詢的一般指引。

本公司已實施控制程序，以確保嚴禁未經授權存取及使用內部資料。

CORPORATE GOVERNANCE REPORT

企業管治報告

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2019.

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

The statement of the independent auditor of the Company about their reporting responsibilities on the financial statements is set out in the "Independent Auditor's Report" on pages 69 to 74 of this annual report.

AUDITOR'S REMUNERATION

The remuneration paid to the current external auditor of the Company, Yongtuo Fuson CPA Limited, in respect of audit services and non-audit services for the year ended 31 December 2019 amounted to HK\$0.4 million.

An analysis of the remuneration paid to the external auditors of the Company, in respect of audit services and non-audit services for the year ended 31 December 2019 is set out below:

Service Category		Fees Paid/ Payable
服務類別		已付／應付費用
		HK\$ million
		百萬港元
Audit Services	審計服務	0.4
Non-audit Services	非審計服務	-
		0.4

COMPANY SECRETARY

Mr. Tam Chun Wai Edwin of Noble Partners CPA Company, an external service provider, has been engaged by the Company as the company secretary since 4 May 2019. Mr. Tam's primary contact person at the Company is Mr. Cheng, executive Director and Chief Financial Officer of the Company. Mr. Tam also confirmed that he has taken no less than 15 hours of relevant professional training during the year ended 31 December 2019.

董事有關財務報表的責任

董事確認彼等有責任編製本公司截至2019年12月31日止年度的財務報表。

董事並不知悉任何與可能對本公司持續經營能力構成重大疑問的事件或情況有關的重大不確定因素。

本公司獨立核數師關於其就財務報表的申報責任的聲明載於本年報69至74頁的獨立核數師報告。

核數師酬金

截至2019年12月31日止年度，就審計服務及非審計服務向本公司目前的外部核數師永拓富信會計師事務所有限公司支付的酬金為0.4百萬港元。

截至2019年12月31日止年度，就審計服務及非審計服務向本公司外部核數師永拓富信會計師事務所有限公司支付的酬金的分析載列如下：

公司秘書

自2019年5月4日起，外部服務供應商路信會計師事務所的談俊緯先生已獲本公司委聘為公司秘書。談先生在本公司的主要聯絡人為本公司執行董事兼財務總監鍾先生。談先生亦確認，截至2019年12月31日止年度，他已接受不少於15小時的相關專業培訓。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHTS

The Company engages with shareholders through various communication channels and a shareholders' communication policy is in place to ensure that shareholders' views and concerns are appropriately addressed. The policy is regularly reviewed to ensure its effectiveness.

Convening an Extraordinary General Meeting

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

Putting Forward Proposals at General Meetings

If a Shareholder wishes to propose a person other than a retiring Director for election as a Director of the Company at a general meeting, pursuant to article 85 of the Articles, the Shareholder (other than the person to be proposed) duly qualified to attend and vote at the general meeting shall send a written notice, duly signed by the Shareholder, of his/her intention to propose such person for election and also a notice signed by the person to be proposed of his/her willingness to be elected. These notices should be lodged at the Company's head office or the office of the Company's branch share registrar. The period for lodgement of such notices shall commence on the day after the despatch of the notice of such general meeting and end no later than 7 days prior to the date of such general meeting.

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board of the Company, Shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

股東權利

本公司透過各種溝通渠道與股東接洽，並制定股東溝通政策，以確保股東的意見及關注得到妥善處理。本公司定期檢討政策以確保其有效性。

召開股東特別大會

根據細則第58條，任何一位或以上於遞呈要求當日持有不少於本公司繳足股本(具本公司股東大會之投票權)十分之一的股東於任何時候有權透過向本公司董事會或秘書發出書面要求，要求董事會召開股東特別大會，以處理該要求中指明的任何事務。若於遞呈當日起21日內，董事會沒有開展召開有關大會之程序，則遞呈要求人士可自發以同樣方式作出此舉，而遞呈要求人士因董事會之缺失而產生的所有合理開支應由本公司向遞呈要求人償付。

於股東大會提出建議

倘股東擬於股東大會上提名退任董事以外人選參選本公司董事，則根據細則第85條，該名正式合資格出席股東大會並可於會上投票的股東(並非擬提名的人士)須發出由其妥為簽署的書面通知，當中表明建議提名該人士參選董事的意向，連同獲提名人士簽署表示願意參選的通知。有關通知須送交本公司的總辦事處或本公司的股份過戶登記分處。送交有關通知的期間須於寄發舉行有關股東大會的通告翌日開始，且不得遲於有關股東大會舉行日期前7日結束。

向董事會提出查詢

如向本公司董事會提出任何查詢，股東可向本公司發出書面查詢。本公司通常不會處理口頭或匿名查詢。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHTS (Continued)

Contact Details

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: 3/F, China United Plaza, 1002–1008 Tai Nan West Street, Cheung Sha Wan, Kowloon, Hong Kong
(For the attention of the Board of Directors)

Email: contactus@vision-garments.com

For the avoidance of doubt, Shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with shareholders and in particular, through AGMs and other general meetings.

During the year ended 31 December 2019, the Company has not made any changes to its Articles. An up to date version of the Company's Articles is also available on the Company's website and the Stock Exchange's website.

Policies relating to Shareholders

The Company has in place a shareholders' communication policy to ensure that shareholders' views and concerns are appropriately addressed. The policy is regularly reviewed to ensure its effectiveness.

The Company has adopted a policy on payment of dividends pursuant to code provision E.1.5 of the CG Code that has become effective from 1 January 2019.

股東權利 (續)

聯絡方式

股東可將上述查詢或要求發送至下列各項：

地址：香港九龍長沙灣大南西街1002–1008號
華匯廣場3樓
(註明收件人為董事會)

電郵：contactus@vision-garments.com

為免生疑問，股東必須遞交及發出正式簽署的書面要求、通知或聲明或查詢(視情況而定)的正本至上述地址，並提供彼等的全名、聯絡詳情及身份，以便本公司回覆。股東資料可能根據法律規定而予以披露。

與股東及投資者溝通

本公司認為與股東進行有效溝通對於加強投資者關係及投資者對本集團業務表現及策略的了解至關重要。本公司致力(尤其是透過股東週年大會及其他股東大會)與股東保持持續對話。

於截至2019年12月31日止年度，本公司並無對其細則作出任何變動。本公司細則的最新版本亦可於本公司網站及聯交所網站查閱。

與股東有關的政策

本公司已制定股東溝通政策，以確保股東的意見及關注得以妥善處理。本公司定期檢討政策以確保其有效性。

本公司已根據企業管治守則的守則條文第E.1.5條採納有關派付股息的政策，自2019年1月1日起生效。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ABOUT THIS REPORT

Preparation basis and scope

Vision International Holdings Limited (the “**Company**” together with its subsidiaries, hereinafter referred to as the “**Group**”) is pleased to present our Environmental, Social and Governance Report (the “**ESG Report**”) to provide an overview of the Group’s management of significant issues affecting the operation, including environmental, social and governance (“**ESG**”) issues.

This Report is prepared in accordance with Appendix 20 of The GEM Listing Rules — “Environmental, Social and Governance Reporting Guide” (the “**ESG Reporting Guide**”) and summarises the ESG performance of the Group. The Group has complied with the disclosure requirements of the “comply or explain” provisions set out in the ESG Reporting Guide. In view of our first time disclosure of certain key performance indicator (“**KPIs**”), which is considered as material, the Group will continue to optimise and improve the disclosure of KPIs.

The Board has overall responsibility for the Group’s ESG strategy and reporting. The Board is responsible for evaluating and determining the Group’s ESG-related risks and ensuring that appropriate and effective ESG risk management and internal control systems are in place.

This Report illustrates the Group’s policies and performance regarding the environmental and social aspects during the reporting period from 1 January 2019 to 31 December 2019 (the “**Reporting Period**”).

The information contained herein is sourced from official documents and statistics of the Group, as well as the combined control, management and operations information provided by the subsidiaries in accordance with the Group’s relevant policies. The ESG Report is prepared and published in both English and Chinese. In the event of contradiction or inconsistency, the English version shall prevail.

關於本報告

編製基準及範圍

威誠國際控股有限公司(「**本公司**」，連同其附屬公司於下文統稱為「**本集團**»)欣然呈列我們的環境、社會及管治報告(「**環境、社會及管治報告**»)以提供本集團管理影響營運的重大問題(包括環境、社會及管治(「**環境、社會及管治**»)問題)的情況概覽。

本報告乃根據GEM上市規則附錄20 — 「環境、社會及管治報告指引」(「**環境、社會及管治報告指引**»)編製，並概述本集團的環境、社會及管治表現。本集團已遵守環境、社會及管治報告指引所載的「不遵守就解釋」條文的披露規定。考慮到我們首次披露該等重要的若干關鍵績效指標(「**KPI**»),本集團將繼續優化及改善對KPI的披露。

董事會全面負責本集團的環境、社會及管治的策略和報告。董事會負責評估及確定本集團的環境、社會及管治的相關風險，並確保設有適當及有效的環境、社會及管治風險管理及內部控制系統。

本報告闡述本集團於2019年1月1日至2019年12月31日的報告期間(「**報告期間**»)的環境及社會方面的政策及表現。

本報告所載資料源自本集團官方文件及統計資料，以及附屬公司根據本集團相關政策所提供的有關控制、管理及營運的綜合資料。本環境、社會及管治報告以中、英文編製及發佈，如有任何抵觸或不相符之處，應以英文版本為準。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

INTRODUCTION

The Group is an apparel SCM services provider based in Hong Kong, delivering one-stop solution to customers in Europe and Asia. The Group will continue in assessing the impacts of its business on the major environmental, social and governance aspects and to include in the ESG report.

The Group recognises the importance of sustainable development. Sustainability is crucial for the Group's growth in order to achieve business excellence and enhance long-term competitiveness. The Group has established and implemented various policies to manage and monitor the risks related to environment, employment, operating practices and community. Details of the management approaches to sustainable development of different areas are illustrated in this ESG Report.

STAKEHOLDERS ENGAGEMENT

The Group opens up communication with its stakeholders, including government, shareholder, investors, employees and consumers, through utilising different channels as listed the table below. Through the stakeholders engagement, the Group understands the expectations and concerns of stakeholders. The feedbacks obtained through these channels allow the Group to further formulate the sustainable development strategy.

緒言

本集團是一間以香港為總部的服裝供應鏈管理服務供應商，為歐洲及亞洲的客戶提供一站式解決方案。本集團將繼續評估其業務對主要環境、社會及管治層面造成的影響，並於環境、社會及管治報告呈列。

本集團認可可持續發展的重要性。為達至卓越業務及提升長遠競爭力，可持續發展對本集團增長至為重要。本集團已制定及實施多項政策，以管理及監察與環境、就業、經營常規及社區相關的風險。有關不同範疇上對可持續發展的管理方針詳情於本環境、社會及管治報告說明。

持份者參與

本集團通過利用下表所列的不同渠道與其持份者（包括政府、股東、投資者、僱員及消費者）展開溝通。通過持份者參與，本集團可了解持份者的期望及顧慮。通過該等渠道獲得的反饋使本集團可進一步制定可持續發展策略。

Stakeholder 持份者	Expectation 期望	Engagement channel 參與渠道	Measures 措施
Government	<ul style="list-style-type: none"> — To comply with the laws — Proper tax payment — Promote regional economic development and employment 	<ul style="list-style-type: none"> — On-site inspections and checks — Research and discussion through work conferences, work reports preparation and submission for approval — Annual reports — Website 	<ul style="list-style-type: none"> — Operated, managed and paid taxes according to laws and regulations — Strengthened safety management — Accepted the Government's supervision, inspection and evaluation — Actively undertook social responsibilities
政府	<ul style="list-style-type: none"> — 遵守法律 — 妥善繳付稅項 — 推動地區經濟發展及就業 	<ul style="list-style-type: none"> — 實地視察及檢查 — 通過工作會議進行研究及討論、編製工作報告及提交批准 — 年報 — 網站 	<ul style="list-style-type: none"> — 根據法律及法規進行經營、管理及繳付稅項 — 加強安全管理 — 接受政府監督、檢查及評估 — 積極履行社會責任

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

STAKEHOLDERS ENGAGEMENT (Continued)

持份者參與(續)

Stakeholder 持份者	Expectation 期望	Engagement channel 參與渠道	Measures 措施
Shareholders and Investors	<ul style="list-style-type: none"> — Low risk — Return on the investment — Information disclosure and transparency — Protection of interests and fair treatment of shareholders 	<ul style="list-style-type: none"> — Annual general meeting and other shareholders' meetings — Annual reports, circulars and announcements — Newsletters — Meeting with investors and analysts 	<ul style="list-style-type: none"> — Issued notices of general meetings and proposed resolutions according to laws and regulations — Disclosed company's information by publishing announcements/circulars and periodic reports during the year — Carried out different forms of investor activities with an aim to improve investors' recognition — Held results briefing once — Disclosed company contact details on website and in reports and ensured all communication channels are available and effective
股東及投資者	<ul style="list-style-type: none"> — 低風險 — 投資回報 — 資料披露及透明度 — 保障權益及公平對待股東 	<ul style="list-style-type: none"> — 股東週年大會及其他股東會議 — 年報、通函及公告 — 新聞稿 — 與投資者及分析師會面 	<ul style="list-style-type: none"> — 根據法律及法規發出股東大會通告及提出決議案 — 於年內通過刊發公告／通函及定期報告披露公司資料 — 進行不同形式的投資者活動，以期提升投資者的認可 — 舉行一次業績簡報會 — 於網站及報告中披露公司聯繫資料詳情並確保所有溝通渠道可用及有效

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

STAKEHOLDERS ENGAGEMENT (Continued)

持份者參與(續)

Stakeholder 持份者	Expectation 期望	Engagement channel 參與渠道	Measures 措施
Employees	<ul style="list-style-type: none"> — Safeguard the rights and interests of employees — Working environment — Career development opportunities — Self-actualization — Health and safety 	<ul style="list-style-type: none"> — Conference — Training, seminars, briefing sessions — Cultural and sport activities — Newsletters — Intranet and emails 	<ul style="list-style-type: none"> — Provided a healthy and safe working environment — Developed a fair mechanism for promotion — Established labor unions at all levels to provide communication platforms for employees — Cared for employees by helping those in need — Organising employee activities
僱員	<ul style="list-style-type: none"> — 保障僱員權利及權益 — 工作環境 — 職業發展機會 — 自我實現 — 健康及安全 	<ul style="list-style-type: none"> — 會議 — 培訓、研討會、簡報會 — 文化及體育活動 — 新聞稿 — 內網及電郵 	<ul style="list-style-type: none"> — 提供健康及安全的工作環境 — 建立公平的晉升機制 — 成立各級工會為僱員提供溝通平台 — 關心及幫助有需要的僱員 — 組織僱員活動
Customers	<ul style="list-style-type: none"> — Safe and high-quality products — Stable relationship — Information transparency — Integrity — Business ethics 	<ul style="list-style-type: none"> — Website, brochures, annual reports — Email and customer service hotline — Feedback forms — Regular meetings 	<ul style="list-style-type: none"> — Strengthened quality management to ensure stable production and smooth transportation — Entered into long-term strategic cooperation agreements
客戶	<ul style="list-style-type: none"> — 安全及優質產品 — 穩定關係 — 資料透明度 — 廉潔 — 商業道德 	<ul style="list-style-type: none"> — 網站、小冊子、年報 — 電郵及客戶服務熱線 — 意見表格 — 定期會議 	<ul style="list-style-type: none"> — 加強質量管理以確保穩定生產及順暢運輸 — 訂立長期戰略合作協議

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ENVIRONMENTAL ASPECTS

Emission

Given the nature of the operations, the Group poses less negative impact to the environment than most traditional industries. The Group is not aware of any material environmental liability risk or compliance costs. However, the Group is committed to continuously improving our business environmental sustainability. In striving to do the right things as a company, the Group recognises that it has a responsibility to reduce the impact of the operations and be accountable for the resources and materials it uses each day.

The Group's businesses are mostly carried out locally in office. The Group has encompassed the general approach towards controlling environmental impacts of office activities. The Group's most significant environmental impacts are greenhouse gas ("GHG") emissions from electricity consumption, such as from the air-conditioning system, the lighting system, computers, printers and other office equipment. The Group does not engage in any discharge of waste into water and land, and there was no significant generation of hazardous wastes and non-hazardous wastes. In line with the aim to minimise emissions, the Group has implemented energy saving practices which are mentioned in the session of "Use of Resources" to reduce the GHG emissions.

The GHG emission during the Reporting Period is as follow:

Table 1 GHG Emission

Scope		Equivalent CO ₂ emission (kg) 二氧化碳當量排放 (千克)
Scope 1	範疇 1	Nil 無
Scope 2	範疇 2	25,166
Total	總計	25,166
Intensity	密度	291.3 kg/m ² 千克/平方米

Note:

The calculation of GHG is based on the "Corporate Accounting and Reporting Standard" from greenhouse gas protocol.

Scope 1: Direct emission from vehicle that owned by the Group

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

Scope 3: Other indirect emission is optional disclosure that the corresponding emission is not controlled by the Group

環境層面

排放物

由於業務的性質，本集團對環境的負面影響少於大部分傳統行業。本集團並不知悉任何重大環境責任風險或合規成本。然而，本集團致力於不斷提升業務的環境可持續性。作為一間公司，在致力作出正確之舉時，本集團認同其有責任減少其營運產生的影響並對每日所用的資源及材料負責。

本集團的業務大部分於本地的辦公室進行。本集團已採取一般方針來控制辦公室活動對環境造成的影響。本集團最主要的環境影響是耗用電力而排放的溫室氣體（「溫室氣體」），如來自空調系統、照明系統、電腦、打印機及其他辦公設備。本集團並無向水及土地排放任何廢物，亦無產生大量的有害廢棄物及無害廢棄物。為配合減排目標，本集團已實施「資源使用」一節中所述的節約能源措施以減少溫室氣體排放。

於報告期內的溫室氣體排放如下：

表 1 溫室氣體排放

Scope		Equivalent CO ₂ emission (kg) 二氧化碳當量排放 (千克)
Scope 1	範疇 1	Nil 無
Scope 2	範疇 2	25,166
Total	總計	25,166
Intensity	密度	291.3 kg/m ² 千克/平方米

附註：

溫室氣體乃根據溫室氣體盤查議定書中的「企業會計與報告標準」計算得出。

範疇 1：來自本集團所擁有車輛的直接排放

範疇 2：本集團耗用外購電力所產生的間接排放

範疇 3：非本集團所控制的其他間接排放是選擇性資料披露

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ENVIRONMENTAL ASPECTS (Continued)

Use of Resources

The Group places high priority on the efficient use of resources. The major resources used by the Group are electricity, water and paper. Due to our business nature, no packaging material is used. The Group strives to improve the efficient use of natural resources, such as minimising waste/emissions and implementing effective recycling program. Practical measures are implemented as follows:

Electricity

Electricity saving measures are encouraged. Electrical appliances are required to be set as energy saving mode where possible. For computers, the automatic sleep mode is scheduled to be 20 minutes or less. The room temperature should be set at a range from 20°C to 26°C. Also, power supply should be switched off when they are not in use. Preference will be given to office equipment with relatively high energy efficiency.

The energy consumption during the Reporting Period is as follows:

Table 2 Energy Consumption

Energy		Consumption (kWh) 消耗量 (千瓦時)
Electricity	電力	49,346
Energy Intensity	能源密度	571.13 kWh/m ² 千瓦時/平方米

Water

The impact of freshwater use is relatively insignificant for the Group as its businesses are services-focused. The Group did not encounter any problems in sourcing water that is fit for purpose. Water rate charges do not form a separate item in the rent, yet the Group encourages staff to reduce water wastage, such as, by not running water taps while cleaning in the pantry.

環境層面 (續)

資源使用

本集團高度重視有效使用資源。本集團使用的主要資源為電力、水及紙張。鑒於我們的業務性質，我們並無使用任何包裝材料。本集團努力提升使用天然資源的效益，例如盡量減少廢棄物/排放物及實行之有效的回收計劃。我們採取的務實措施如下：

電力

我們鼓勵採取節約用電的措施。規定電器盡可能調校為節能模式。電腦於20分鐘內自動進入睡眠模式。室內溫度應設定於攝氏20度至攝氏26度之間。此外，電力供應不使用時應該關掉，以及首選使用能源效益較高的辦公設備。

於報告期內的能源消耗量如下：

表2 能源消耗量

用水

本集團經營服務主導型業務，故對用水造成的影響相對不大。本集團在求取適用水源上並無遇到任何問題。水費並非租金中的一個獨立項目，但本集團鼓勵員工減少浪費用水，例如在茶水間清潔時不一直打開水龍頭。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ENVIRONMENTAL ASPECTS (Continued)

Use of Resources (Continued)

Paper

Reduction in paper use indirectly reduces the overall GHG emission. The Group has been taking various steps to reduce paper consumption such as to reduce the use of paper by printing or photocopying on both sides of paper, where applicable and to encourage the employees to use suitable font size/shrinkage mode to minimise pages, if possible. Besides, electronic media is recommended for circulation/communication, to minimise using paper.

During the Reporting Period, the paper consumption was 29 kg.

During the Reporting Period, the Group consumed/generated no significant hazardous waste, non-hazardous waste, water and packaging materials due to its business nature. The Group is not aware of any material violation in all applicable environmental laws and regulations.

The Environment and Natural Resources

The Group raises staff's awareness on environmental issues through education and training and enlist employees' support in improving the Group's performance, promote environmental awareness amongst the customers, business partners and shareholders and support community activities in relation to environmental protection and sustainability and evaluate regularly and monitor past and present business activities impacting upon health, safety and environmental matters. With the integration of policies mentioned in sections "Emission" and "Use of Resource", the Group strives to minimise the impacts to the environment and natural resources.

SOCIAL ASPECTS

Employment

We consider our employees to be our valuable assets and therefore attach great importance to our recruitment. We recruit employees possessing necessary skills and creative talents to help execute and achieve our business strategies and objectives. The Group assesses the available human resources on a continuous basis and will determine whether additional personnel are required to cope with the business development of the Group. The Group's staff policy book sets out our standards for compensation and dismissal, promotion, working hours, rest periods and other benefits and welfare.

環境層面 (續)

資源使用 (續)

紙張

減少用紙直接減少整體溫室氣體排放。本集團已採取多項措施減少紙張消耗，如使用雙面印刷或影印(如適用)減少用紙，及鼓勵僱員在可行情況下使用適當字體/縮細模式以盡量減少頁數。此外，我們亦建議使用電子媒介進行傳閱/通訊，以盡量減少用紙。

於報告期間，紙張消耗為29千克。

於報告期間，鑒於業務性質，本集團並無耗用/產生大量有害廢棄物、無害廢棄物、用水及包裝材料。本集團並不知悉任何嚴重違反所有適用環境法律及法規的情況。

環境及天然資源

本集團通過教育及培訓以提升員工對環境事宜的意識，並徵集僱員的支持以提升本集團的表現，向客戶、業務合作夥伴及股東推廣環保意識，並對社區舉辦有關環保及可持續發展的活動給予支持，以及定期評估及監察過往及現時影響健康、安全及環境事宜的業務活動。藉著對「排放物」及「資源使用」兩節所述的政策進行整合，本集團竭力將其對環境及天然資源所造成的影響減至最低。

社會層面

僱傭

我們視僱員為我們的寶貴資產，因此我們非常重視招聘。我們招聘具備所需技能及創意才能的僱員，協助執行及實現我們的業務策略和目標。本集團持續評估可用人力資源並將釐定是否需要額外人員以應付本集團之業務發展。本集團的員工政策手冊載列我們有關賠償及解僱、晉升、工作時數、休息時間及其他待遇及福利的標準。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

SOCIAL ASPECTS (Continued)

Employment (Continued)

The Group entered into separate labour contracts with each of our employees in accordance with the applicable labour laws of Hong Kong. We have set up a competitive remuneration system that links a portion of our employees' compensation to the performance of our business in order to provide incentives to our employees to strive for better results. Our remuneration package includes basic salary, bonuses and allowances. We place great emphasis on employee performance in determining their remuneration. We review the performance of our employees regularly, and the reviewed outcome is used for the employee's salary review and promotion appraisal.

We also maintain employees' compensation insurance for all of our employees as required under the Employees' Compensation Ordinance (Chapter 282 of the Laws of Hong Kong) and other applicable laws and regulations in Hong Kong. We operate defined contribution retirement benefits schemes under MPF schemes registered under the relevant laws and regulations for our employees in Hong Kong. Contributions to such schemes are based on a percentage of the employees' basic salaries.

During the Reporting Period, no material non-compliance regarding employment has been brought against the Group or its employees.

Health and Safety

As we do not own or operate any manufacturing facilities, we are not subject to any manufacturing-related occupational health, work safety and environmental issues. As required under Hong Kong laws, we take out employees' compensation insurance for our employees.

During the Reporting Period, no non-compliance cases were noted in relation to laws and regulations for health and safety.

Development and Training

We believe that on-going development and training of our employees is critical to our success. We are committed to employee development and provide various training to our employees to support their further development through education allowance to reimburse fees of external training seminars as stated in the staff policy book. We believe it is a win-win approach for achieving both employee and corporate goals as a whole.

社會層面 (續)

僱傭 (續)

本集團根據香港的適用勞工法例與各僱員訂立單獨的勞工合約。我們設立了一個具競爭性的薪酬制度，將僱員的部分酬金與我們的業務表現掛鉤，以激勵僱員爭取更佳成果。我們的薪酬待遇包括基本薪金、花紅及津貼。我們在釐定僱員薪酬時非常重視其表現。我們定期檢討僱員表現，而檢討結果用於僱員的薪金審查及晉升考核。

我們亦根據僱員補償條例(香港法律第282章)及其他香港適用法律及法規為全體僱員投購僱員補償保險。我們亦為香港僱員設有根據相關法律及法規登記的強積金計劃下的界定供款退休福利計劃，並按僱員基本薪金的一定百分比向有關計劃供款。

於報告期間，本集團或其僱員概無有關僱傭的重大違規事項。

健康及安全

由於我們並無擁有或營運任何製造設施，我們不受任何與製造相關的職業健康、工作安全及環境事宜約束。根據香港法律規定，我們已為僱員投購僱員賠償保險。

於報告期間，並無發現任何不符合健康與安全法律及法規的個案。

發展及培訓

我們相信，僱員的持續發展與培訓對我們達成成功至關重要。我們致力於僱員發展，並為僱員提供各類培訓，通過教育津貼報銷外部培訓研討會的費用(如員工政策手冊所述)，以支持彼等進一步發展。我們相信此乃可實現僱員及企業整體目標之雙贏方式。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

SOCIAL ASPECTS (Continued)

Labour Standards

The Group is fully aware that child labour and forced labour violate fundamental human rights and also pose threat to sustainable social and economic development. The Group strictly complies with the Employment Ordinance (Chapter 57 of the Laws of Hong Kong) and other relevant labour laws and regulations in Hong Kong. The Group prohibits the use of child labour and forced labour. Employment contracts and other records, documenting all relevant details of the employees (including age) are maintained properly for verification by relevant statutory body upon request.

During the Reporting Period, the Group has complied with policies and relevant laws and regulations regarding prevention of child labour or forced labour.

Supply Chain Management

To focus our time and resources on provision of apparel SCM services, we outsource the manufacturing of all apparel products ordered by our customers to our suppliers in the PRC, Madagascar and Cambodia.

Our sales and sourcing team is responsible for the overall production management including selecting and engaging suppliers for manufacturing of apparel products. We have adopted and implemented policies and procedures in selecting new suppliers for manufacturing of apparel products and monitoring their ongoing performance. We regularly select and evaluate our suppliers, based on a number of factors including technical capability, manufacturing capacity, quality, reputation, timely delivery, pricing, costs and payment terms. Besides, to determine whether to allocate production orders to suppliers in the PRC, Madagascar or Cambodia, we typically take into consideration of their prices, technical capabilities, production capacities, delivery schedules and their respective competitive strengths. Suppliers in different countries and different regions of the PRC have their own competitive strengths. For example, suppliers in the southern region of the PRC are equipped with advanced manufacturing equipment and are capable of manufacturing a wide variety of apparel products. Suppliers in the central and northern regions of the PRC are in close proximity to raw material supply and thereby are able to manufacture apparel products at lower costs. For our suppliers in Madagascar and Cambodia, the costs of manufacturing apparel products are more competitive due to the lower labour costs in Madagascar and Cambodia, and the exemption of import duty for exporting apparel products from Madagascar and Cambodia to Europe.

社會層面 (續)

勞工準則

本集團深知童工及強迫勞工侵犯基本人權，亦對社會及經濟可持續發展構成威脅。本集團嚴格遵守香港法例第57章僱傭條例及香港其他有關勞動法律及法規。本集團禁止僱用童工及強迫勞工。本集團均妥善保存記錄僱員所有詳情(包括年齡)之僱傭合約及其他記錄，按要求供有關法定機構核實。

於報告期間，本集團已遵守有關防止童工或強迫勞工之政策及相關法律及法規。

供應鏈管理

為專注我們在提供服裝供應鏈管理服務上的時間及資源，我們將客戶訂購的所有服裝產品的生產外包予中國、馬達加斯加及柬埔寨的供應商。

我們的銷售及採購團隊負責整體生產管理，包括選擇及聘請供應商製造服裝產品。我們於就服裝產品製造挑選新供應商及監察彼等的持續表現時已採納及實行政策及程序。我們根據多項因素(包括技術能力、製造能力、質量、聲譽、按時交付、定價、成本及付款條款)定期甄選和評估供應商。此外，為釐定是否分配生產訂單至中國供應商、馬達加斯加或柬埔寨供應商，我們通常考慮其價格、技術能力、生產能力、交貨時間表及彼等各自的競爭優勢。不同國家及中國不同地區的供應商有其自身競爭優勢。例如，華南供應商配備先進製造設備，能夠製造多種類服裝產品。華中及華北供應商鄰近原材料供應，因而能夠按較低成本製造服裝產品。就我們的馬達加斯加及柬埔寨供應商而言，服裝產品製造成本較具競爭力，乃由於馬達加斯加及柬埔寨的勞動成本較低及將服裝產品由馬達加斯加及柬埔寨出口往歐洲獲豁免進口關稅。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

SOCIAL ASPECTS (Continued)

Supply Chain Management (Continued)

We further evaluate such suppliers' performance through our inspections on apparel products. We follow up closely with our suppliers on production and delivery schedules in order to ensure that the finished products can be delivered in accordance with our customers' requirements.

Thus, we believe there are no significant environmental and social risks for our management decision on supply chain management.

Product Responsibility

Quality assurance

We maintain a quality control programme for the apparel products throughout the production process manufactured by our suppliers, with the view to ensuring the overall quality of the apparel products. Our quality control team performs on-site inspections on the raw materials to be used on the apparel products and semi-finished products to ensure they meet the relevant specifications. In addition, our quality control team inspects and performs laboratory tests on the raw materials in accordance with the local and international standards, where necessary. Our quality control team reviews such test results and decides whether the raw materials meet our quality requirements.

We carry out inspections on the apparel products ordered by our customers during the production process using different inspection methods. Before the packaging and delivery of finished products to customers, we perform on-site quality inspections to ensure that all finished products comply strictly with customers' requirements and our internal standards. If any defect is found in the finished products, we require the suppliers to rectify the defects at no additional cost and subsequently re-examine the reprocessed products. After passing the final inspection, all finished products are packed for delivery.

For our quality control measure over selection of suppliers, please refer to aspect "Supply Chain Management" in this ESG Report for further details.

社會層面 (續)

供應鏈管理 (續)

我們透過檢驗服裝產品進一步評估該等供應商的表現。我們與供應商密切跟進生產及交付時間表，以確保製成品能按客戶要求予以交付。

因此，我們相信我們管理層在供應鏈管理方面所作出的決定並無引起重大的環境及社會風險。

產品責任

質量保證

我們對供應商的整個服裝產品生產過程設有質量控制方案，從而確保服裝產品的整體質量。我們的質量控制團隊對服裝產品及半製成品將使用的原材料進行實地檢驗，以確保原材料符合相關規格。此外，我們的質量控制團隊根據本地及國際標準，對原材料進行檢驗及實驗測試(如有需要)。我們的質量控制團隊審查有關測試結果，並決定原材料是否符合我們的質量要求。

我們於生產程序中利用不同的檢查方法，檢驗我們客戶訂購的服裝產品。在包裝及交付製成品予客戶之前，我們會進行實地質量檢測，以確保所有製成品均嚴格遵守客戶的要求及我們的內部標準。倘發現製成品有任何瑕疵，我們會要求供應商在無需額外成本的情況下整改缺陷，然後重新檢驗經處理產品。通過最終檢驗後，所有製成品將進行包裝及送貨。

有關我們在甄選供應商方面的質量控制措施的更多詳情，請參閱本環境、社會及管治報告「供應鏈管理」層面。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

SOCIAL ASPECTS (Continued) Product Responsibility (Continued)

Product return policy

The apparel products ordered by our customers are subject to final inspections before delivery to ensure they conform with our specifications and quality requirements. We do not have a product return policy. However, we may return products due to quality issues or require our suppliers to rectify any defects our customers identified after delivery of the products. In the event that issues relating to product return arises, we follow up closely with our customers on any claims or requests for product return, payment refund, rectification or price discount, and may enter into negotiations with our customers to resolve the issue on a case by case basis.

Data protection

Employees are generally required to follow the confidentiality clause as stated in the staff policy book and employment contract, requesting employees not to disclose any trade secret or other confidential information concerning the business or affairs of the Group except for benefit of the Group with further authorisation.

During the Reporting Period, there were no cases of non-compliance against products and services related laws and regulations.

Anti-Corruption

To ensure operation efficiency and employees' development in a fair and honest working environment, the Group has formulated whistleblowing policy to avoid suspected corruption and provided channel such as by letters, meetings, emails or phone calls for employees to report suspected corruption. If there are any suspected case related to corruption, employees are encouraged to report the related cases through the mentioned channels. All these practical actions not only win the trust of customers, but also enhance the sense of belonging and fair play among our employees.

The Group has been in strict compliance with laws and regulations related to anti-corruption. During the Reporting Period, no legal cases regarding corrupt practices were brought against the Group or its employees.

Community Investment

As a socially responsible company, the Group is committed to understand the needs of the communities in which we operate. The Group strives to develop long-term relationship with our stakeholders and seek to make contributions to have a positive impact on community development.

社會層面 (續) 產品責任 (續)

產品退回政策

我們客戶訂購的服裝產品於送貨前須接受最後檢查以確保其符合我們的規格及質量要求。我們並無產品退回政策。然而，我們可因質量問題退回產品或要求我們的供應商整改客戶於產品交付後發現的任何缺陷。倘出現與產品退回的有關的問題，我們會就任何索償或要求產品退回、退款、整改或產品折扣密切跟進客戶情況，並可能按實際情況與客戶進行磋商以解決問題。

資料保護

僱員一般須遵守員工政策手冊及僱傭合約中所載的保密條款，其要求僱員不得披露涉及本集團業務或事務的任何商業機密或其他保密資料，惟為本集團利益作出並經進一步授權者除外。

於業績記錄期間，概無違反產品及服務相關法律及法規的情況。

反貪污

為確保營運效率及僱員可於公平廉潔的工作環境中發展，本集團已制定舉報政策以避免涉嫌貪污情況，並提供員工舉報涉嫌貪污的渠道，包括通過信函、會議、電郵或電話等方式。倘有任何涉嫌貪污的疑似情況，僱員應通過上述渠道報告相關情況。所有該等實際行動不僅贏得客戶的信任，亦增強僱員的歸屬感及促進公平作業。

本集團一直嚴格遵守有關反貪污的法律及法規。於報告期間，並無任何針對本集團或其僱員提出的涉及貪污的法律案件。

社區投資

作為一間負有社會責任感之公司，本集團致力了解我們營運所在社區的需求。本集團努力發展與持份者的長期關係，並竭力為社區發展貢獻正面影響。

REPORTS OF THE DIRECTORS

董事會報告

The Directors are pleased to present the annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2019.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its principal subsidiaries are set out in note 31 to the consolidated financial statements of the Group. The principal activities of the Group are trading of apparel products with the provision of SCM services to customers.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

As far as the Board is aware, there was no material breach of or non-compliance with the applicable laws and regulations by the Group that has a significant impact on the business and operations of the Group during the year under review.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2019 are set out in the consolidated statements of profit or loss and other comprehensive income on page 75 of this annual report.

The Board has declared interim dividends of HK\$0.01 with an aggregate amount of HK\$10 million which was fully paid on 16 September 2019.

The Directors recommended the payment of a final dividend of HK\$0.0075 per Share amounting to a total of HK\$7.5 million for the year ended 31 December 2019 to the Shareholders whose names appear on the register of members of the Company on 29 May 2020. The proposed final dividend, subject to the approval by the Shareholders at the AGM to be held on 22 May 2020, will be paid on or about 8 June 2020.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements during the year in the property, plant and equipment of the Group are set out in note 14 of the consolidated financial statements of this annual report.

董事欣然提呈年度報告連同本集團截至2019年12月31日止年度的經審核綜合財務報表。

主要業務

本公司的主要業務為投資控股。其主要附屬公司的主要業務已載於本集團綜合財務報表附註31。本集團的主要業務為服裝產品買賣連同向客戶提供供應鏈管理服務。

遵守相關法律及規例

就董事會所知，本集團於回顧年度內並無重大違反或不遵守對本集團的業務及營運有重大影響的適用法律及法規。

業績及股息

本集團截至2019年12月31日止年度的業績載於本年報第75頁的綜合損益及其他全面收益表。

董事會向股東宣派中期股息每股0.01港元合共10,000,000港元，已於2019年9月16日全額支付。

董事會建議就截至2019年12月31日止年度派付末期股息每股0.0075港元，合共7,500,000港元予於2020年5月29日名列本公司股東名冊的股東。建議末期股息須待股東於2020年5月22日召開的股東週年大會批准後，將於2020年6月8日或前後支付。

物業、廠房及設備

於年內本集團物業、廠房及設備變動的詳情載於本年報綜合財務報表附註14。

REPORTS OF THE DIRECTORS

董事會報告

BUSINESS REVIEW

A review of the Group's performance for the year ended 31 December 2019 has been conducted and the key factors affecting its results and financial position are set out in the section headed "Management Discussion and Analysis" of this annual report. A fair review of, and an indication of likely future developments in the Group's business are set out in the sections headed "Chairman's Statement" in this annual report.

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks and uncertainties of the Group are summarised as follow:

- (a) Reliance upon limited number of major customers
- (b) Failure to respond to changes in fashion trends and preferences of our customers and end consumers
- (c) Reliance on supplies for the manufacturing of apparel products
- (d) Any other principal risks involved in the Group

FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five financial years is set out on page 148.

SHARE CAPITAL

Details of the Company's share capital and movements during the year are set out in note 23 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro-rate basis to existing Shareholders.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities for the period from 1 January 2019 to 31 December 2019.

業務回顧

本集團已對截至2019年12月31日止年度的表現進行回顧，影響其業績及財務狀況的主要因素載於本年報「管理層討論及分析」一節。有關本集團業務的公平回顧及未來可能發展動向載於本年報「主席報告」一節。

主要風險及不確定因素

本集團的主要風險及不確定因素概述如下：

- (a) 依賴為數有限的主要客戶
- (b) 未能回應時裝潮流趨勢以及客戶及最終客戶的喜好的轉變
- (c) 依賴供應商製造服裝產品
- (d) 本集團涉及的任何其他主要風險

財務概要

本集團最近五個財政年度的業績、資產及負債概要載於第148頁。

股本

本公司於年內的股本及變動的詳情載於綜合財務報表附註23。

優先購買權

根據細則或開曼群島法例，並無有關優先購買權的條文規定本公司須按比例向現有股東提呈發售新股份。

購買、出售或贖回本公司上市證券

於2019年1月1日至2019年12月31日期間，本公司及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。

REPORTS OF THE DIRECTORS

董事會報告

RESERVES

Details of movements in reserves on the Group and the Company during the year under review are set out in the consolidated statement of changes in equity on page 78 and note 30 to the consolidated financial statements respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2019, the Company's reserves available for distribution, calculated in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, amounted to approximately HK\$14.1 million (2018: HK\$33.9 million).

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2019, the Group's largest and five largest customers' aggregate amount represented approximately 36.1% (2018: approximately 28.1%) and 82.0% (2018: approximately 77.1%) of the Group's total revenue respectively.

During the year under review, the Group's largest and five largest suppliers' aggregate amount represented approximately 44% (2018: approximately 31.8%) and 97% (2018: approximately 77.8%) of the Group's total purchase cost respectively.

To the best knowledge of the Directors, none of the Directors nor any of their close associates (as defined in the GEM Listing Rules) nor any shareholders who or which own more than 5% of the Company's issued share capital had any beneficial interest in any of the Group's five largest customers and/or suppliers during the year ended 31 December 2019.

儲備

於回顧年度內，本集團及本公司的儲備變動詳情分別載於第78頁的綜合權益變動表及綜合財務報表附註30。

可供分派儲備

於2019年12月31日，本公司的可供分派儲備根據開曼群島第22章公司法(1961年第3號法例，經綜合及修訂)計算約為14,100,000港元(2018年：33,900,000港元)。

主要客戶及供應商

於截至2019年12月31日止年度期間，本集團的最大客戶及五大客戶的總額分別佔本集團總收益約36.1%(2018年：約28.1%)及82.0%(2018年：約77.1%)。

於回顧年度內，本集團的最大供應商及五大供應商的總額分別佔本集團總採購成本約44%(2018年：約31.8%)及97%(2018年：約77.8%)。

於截至2019年12月31日止年度期間，就董事所深知，概無董事或彼等的任何緊密聯繫人(定義見GEM上市規則)或任何擁有本公司已發行股本5%以上的股東於本集團任何五大客戶及/或供應商中擁有任何實益利益。

REPORTS OF THE DIRECTORS

董事會報告

DIRECTORS

The Directors during the year and up to the date of this annual report were:

Executive Directors

Mr. Ko Sin Yun (*Chairman*)
Mr. Ko Man Ho (*Chief Executive Officer*)
Mr. Cheng Ka Wing

Independent Non-executive Directors

Mr. To King Yan, Adam
Mr. Kwok Chee Kin
Mr. Chan Kim Sun

Pursuant to article 84 of the Article, at each AGM, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director shall be subject to retirement at an AGM at least once every three years. A retiring Director shall be eligible for re-election.

In accordance with the Articles, Mr. Ko Man Ho and Mr. Chan Kim Sun shall retire from office by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Group are set out on pages 20 to 25 of this annual report.

董事

於年內及截至本年報日期的董事如下：

執行董事

高銓印先生(主席)
高文灝先生(行政總裁)
鍾嘉榮先生

獨立非執行董事

杜景仁先生
郭志堅先生
陳劍樂先生

根據細則第84條，於每屆股東週年大會上，當時三分之一(或倘其數目並非三(3)的倍數，則為最接近但不少於三分之一)的董事須輪值告退，而每名董事須至少每三年於股東週年大會上退任一次。退任董事將合資格膺選連任。

根據細則，高文灝先生及陳劍樂先生應於股東週年大會上輪席退任，並符合資格亦願意於股東週年大會上膺選連任。

董事及高級管理層的履歷詳情

本集團董事及高級管理層的履歷詳情載於本年報第20至25頁。

REPORTS OF THE DIRECTORS

董事會報告

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors 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 by not less than one month's notice in writing served by either party on the other.

Each of the independent non-executive Directors has entered into a letter of appointment with the Company with an initial term of three years commencing from the Listing Date, subject to termination by either party by giving at least three months' notice in writing.

Save as disclosed above, none of the Directors has proposed or entered into any service agreement or appointment letter with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation other than statutory compensation.

INDEPENDENCE CONFIRMATION

The Company has received from each of the independent non-executive Directors regarding his independence in accordance with Rule 5.09 of the GEM Listing Rules and considers each of them being independent.

PERMITTED INDEMNITY PROVISIONS

Under the Articles, every Director shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, cost, charges, losses, damages and expenses incurred or sustained by him as a Director provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty attached to him. The Company has arranged appropriate insurance cover in respect of legal action against the Directors.

EMOLUMENT POLICY

The Remuneration Committee will review and determine the remuneration and compensation packages of the Directors with reference to their responsibilities, workload, and time devoted to the Group and the performance of the Group.

EMOLUMENTS OF THE DIRECTORS

Details of the emoluments of the Directors are set out in note 11 of the consolidated financial statements in this annual report.

董事服務合約

各執行董事已與本公司訂立服務協議，自上市日期起計初步為期三年，期滿後將一直延續直至向另一方發出不少於一個月的書面通知終止為止。

各獨立非執行董事已與本公司訂立委任函，任期自上市日期起計初步為期三年，惟可由任何一方以發出至少三個月的書面通知終止。

除上文披露者外，董事並無建議或已經與本公司或其任何附屬公司訂立任何本集團不可在一年內毋須支付補償(法定補償除外)而終止的服務協議或委任函。

獨立確認書

本公司已接獲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確認書，並認為彼等各自均為獨立人士。

獲准許彌償條文

根據細則，每名董事須將獲以本公司資產及溢利作為彌償保證及擔保，使其不會因其身為董事而招致或產生的所有訴訟、費用、收費、損失、損害及開支蒙受損害，惟此彌償不得延伸至任何與其欺詐或不誠實有關的事宜。本公司已就董事可能面對的法律訴訟作適當投保。

薪酬政策

薪酬委員會將參考董事的職責、工作量、對本集團付出的時間以及本集團的表現，檢討及釐定董事的薪酬及福利待遇。

董事酬金

董事酬金的詳情載於本年報綜合財務報表附註11。

REPORTS OF THE DIRECTORS

董事會報告

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in note 11 to the consolidated financial statements of this annual report, neither Director nor a connected entity of a Director had any material interest, either directly or indirectly, in any transactions, arrangements or contract of significance to the business of the Group, to which the Company or any of its subsidiaries was a party during the year ended 31 December 2019.

INTERESTS OF THE COMPLIANCE ADVISER

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Giraffe Capital Limited to be the compliance adviser. As at 31 December 2019, as notified by Giraffe Capital Limited, except for the compliance adviser agreement entered into between the Company and Giraffe Capital Limited dated 3 August 2017, neither Giraffe Capital Limited nor any of its directors or employees or close associates, had or may have, any interest in the securities of the Company or any member of the Group (including options or rights to subscribe for such securities which is required to be notified to the Group pursuant to Rule 6A.32 of the GEM Listing Rules).

COMPETING INTEREST

During the year ended 31 December 2019, none of the Directors or any of their respective close associates (as defined in the GEM Listing Rules), engaged in any business that competes or may compete with the business of the Group, or had any other conflict of interest with the Group. A deed of non-competition dated 16 April 2018 was entered into by the controlling shareholders in favour of the Company (for itself and as a trustee for its subsidiaries) (the “**Deed**”), details of which were set out in the section headed “Relationship with Controlling Shareholder” of the Prospectus.

The Company has received an annual confirmation from the controlling Shareholders in respect of their compliance with the non-competition undertakings under the Deed throughout the period from the Listing Date to 31 December 2019. The independent non-executive Directors have also reviewed the compliance with the non-competition undertakings under the Deed by the controlling Shareholders and confirmed that the controlling Shareholders have not been in breach of the Deed during the year ended 31 December 2019.

董事於交易、安排或合約中的權益

除於本年報綜合財務報表附註11所披露者外，於截至2019年12月31日止年度概無董事或董事的關連實體於本公司或其任何附屬公司所訂立對本集團業務而言屬重要的任何交易、安排或合約中直接或間接擁有任何重大權益。

合規顧問的權益

根據GEM上市規則第6A.19條，本公司已委聘智富融資有限公司為合規顧問。於2019年12月31日，誠如智富融資有限公司所告知，除本公司與大有融資所訂立日期為2017年8月3日的合規顧問協議外，智富融資有限公司或其任何董事或僱員或緊密聯繫人概無於本公司或本集團任何成員公司的證券中擁有或可能擁有任何根據GEM上市規則第6A.32條須知會本集團的權益(包括可認購有關證券之購股權或權利)。

競爭權益

截至2019年12月31日止年度，董事或彼等各自的任何緊密聯繫人(定義見GEM上市規則)概無參與任何與本集團業務競爭或可能競爭，或與本集團有任何其他利益衝突的業務。控股股東於2018年4月16日以本公司(為其本身及作為其附屬公司的受託人)為受益人訂立不競爭契據(「**契據**」)，有關詳情載於招股章程「與控股股東的關係」一節。

本公司已接獲控股股東有關彼等於上市日期起至2019年12月31日止期間內遵守並履行契據項下不競爭承諾的年度確認。獨立非執行董事亦已審視控股股東遵守契據項下不競爭承諾的情況，並確認控股股東於截至2019年12月31日止年度內並無違反契據。

REPORTS OF THE DIRECTORS

董事會報告

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Required Standard regarding Directors' securities transactions. Having been enquired by the Company, all Directors confirmed that they had complied with the Required Standard during the year ended 31 December 2019.

SHARE OPTION SCHEME

The Company has conditionally adopted a share option scheme (the "Share Option Scheme") on 16 April 2018 pursuant to a resolution passed by the Company's then sole shareholder. 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:

(i) Purpose of the Share Option Scheme

The purpose of the Share Option Scheme is to provide eligible participants an opportunity to have a personal stake in the Company and to motivate, attract and retain the eligible participants whose contributions are important to the long-term growth and profitability of the Group.

(ii) Participants of the Share Option Scheme and Eligibility Criteria

Eligible participants of the Share Option Scheme include any employee, adviser, consultant, service provider, agent, customer, partner or joint-venture partner of the Company or any of its subsidiaries (including any director of the Company or any of its subsidiaries) who is in full-time or part-time employment with or otherwise engaged by the Company or any of its subsidiaries at the time when an option is granted.

董事進行證券交易

本公司已採納必守標準作為董事進行證券交易的交易必守標準。經本公司作出查詢後，全體董事已確認彼等截至2019年12月31日止年度均已遵守必守標準。

購股權計劃

本公司於2018年4月16日根據本公司當時唯一股東通過的決議案有條件採納一項購股權計劃（「購股權計劃」）。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，亦不應被視作對購股權計劃規則之詮釋有影響：

(i) 購股權計劃的目的

購股權計劃的目的為向合資格參與者提供機會以於本公司中擁有個人股權，以及激勵、吸引及挽留其貢獻對本集團長期發展及盈利能力尤為重要之參與者。

(ii) 購股權計劃的參與者及合資格標準

購股權計劃的合資格參與者包括本公司或其任何附屬公司的任何僱員、諮詢顧問、顧問、服務供應商、代理、客戶、夥伴或合營夥伴（包括本公司或任何其附屬公司的任何董事），且授出購股權時，彼等為本公司或任何其附屬公司的全職或兼職僱員或以其他方式獲聘用。

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董事會報告

SHARE OPTION SCHEME (Continued)

(iii) Maximum number of Shares subject to Options

The total number of shares available for issue in respect of which options may be granted pursuant to the Share Option Scheme and any other share option schemes of the Company shall not exceed 100,000,000 Shares, being 10% of the Shares of the Company in issue as at the date of this annual report (i.e. 1,000,000,000 Shares) (“**Scheme Mandate Limit**”). The Company may renew the Scheme Mandate Limit with shareholders’ approval provided that each such renewal may not exceed 10% of the shares in the Company in issue as at the date of the shareholders’ approval.

The maximum number of shares underlying all outstanding options which have been granted and have yet to be exercised pursuant to the Scheme and any other share option schemes of the Company shall not exceed 30.0% of the shares in issue from time to time.

(iv) Maximum entitlement of each Eligible Participant

Unless approved by shareholders of the Company in the manner as set out in the Share Option Scheme, the maximum number of shares underlying the options granted to each eligible participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1.0% of the shares of the Company in issue for the time being.

(v) Option period

An option may be exercised at any time during the period to be determined and identified by our Board to each grantee at the time of making an offer for the grant of an option, but in any event no later than 10 years from the date of grant (the “**Option Period**”).

(vi) Payment on acceptance of Option offer

An offer shall be deemed to have been accepted by an eligible participant concerned in respect of all Shares which are offered to such eligible participant when the duplicate letter comprising acceptance of the offer duly signed by the eligible participant, together with a non-refundable remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof is received by the Company within such time as may be specified in the offer (which shall not be later than 21 days from, and inclusive of, the date of offer).

購股權計劃(續)

(iii) 購股權涉及的最高股份數目

根據本公司的購股權計劃及任何其他購股權計劃可以授予購股權的可供發行股份總數，不得超過100,000,000股，即本公司於本年報日期之已發行股份的10%（如1,000,000,000股）（「**計劃授權限額**」）。本公司可以於取得股東批准的情況下續訂計劃授權限額，惟每次續訂不得超過股東批准之日已發行公司股份的10%。

根據本計劃及本公司任何其他購股權計劃已授出但尚未行使的所有尚未行使購股權所涉及的最大股份數目，不得超過不時已發行股份的30.0%。

(iv) 各合資格參與者之最大權利

除非本公司股東以購股權計劃中規定的方式批准，否則於任何12個月內授予各合資格參與者（包括已行使及尚未行使的購股權）的購股權所涉及的最大股票數量不得超過當時佔本公司已發行股份的1.0%。

(v) 購股權期限

於董事會授予購股權時，董事會可在向各承授人所釐定及確定的期間內隨時行使購股權，但惟無論如何不得遲於授出日期起十年（「**購股權期限**」）。

(vi) 就接納購股權要約付款

當本公司在提呈可能指定有關時限內（該時限不得遲於提呈日期（包括當日）起計21日）收訖經合資格參與者正式簽署的接納提呈函件副本，連同作為獲授購股權代價向本公司支付的不可退還付款1.00港元時，合資格參與者將被視為已就彼所獲提呈購股權涉及的所有股份接納有關要約。

REPORTS OF THE DIRECTORS

董事會報告

SHARE OPTION SCHEME (Continued)

(vii) Subscription price

Subject to any restrictions applicable under the Listing Rules, an option may be exercised in whole or in part by the grantee at any time during the Option Period in accordance with the terms of the Share Option Scheme and the terms on which the option was granted.

The subscription price for Shares under the Share Option Scheme shall be determined at the discretion of our Directors but in any event will not be less than the highest of (a) the closing price of the Shares on the Stock Exchange as shown in the daily quotations sheet of the Stock Exchange on the offer date of the particular option, which must be a business day; (b) the average of the closing prices of the Shares as shown in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the offer date of that particular option; and (c) the nominal value of a Share on the offer date of the particular option.

(viii) Life of the Share Option Scheme

The Share Option Scheme shall be valid and effective commencing from the adoption date of the Share Option Scheme until the termination date as provided therein (which being the close of business of the Company on the date which falls ten years from the date of the adoption of the Share Option Scheme), after which period no further options will be granted but the provisions of the Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any options granted or exercised prior thereto or otherwise as may be required in accordance with the provisions of the Share Option Scheme.

(ix) Present status of the Share Option Scheme

No share option was granted, lapsed, exercised or cancelled by the Company under the Share Option Scheme since its adoption on 16 April 2018 and there was no outstanding share option as at the date of this annual report (2018: Nil).

Further details on the principal terms of the Share Option Scheme were summarised in the paragraph headed “Statutory and General Information — D. Share Option Scheme” in Appendix IV to the Prospectus.

購股權計劃 (續)

(vii) 認購價

根據上市規則的適用限制，承授人可根據購股權計劃的條款及授出購股權的條款，在購股權期內的任何時間全部或部分行使購股權。

購股權計劃下股份的認購價將由董事酌情決定，惟無論如何不得少於以下各項中的最高者：(a) 於特定購股權的要約日期（必須為營業日）聯交所每日報價表中顯示的股份於聯交所的收市價；(b) 緊接該特定購股權要約日期前五個營業日聯交所每日報價表所顯示的股份平均收市價；及(c) 股份於特定購股權要約日期的面值。

(viii) 購股權計劃的年期

購股權計劃自購股權計劃採納日期起至該計劃所規定終止日期（即購股權計劃採納日期起計滿十年之日本公司營業時間結束）為止有效及生效，於該段期間後，將不會進一步授出購股權，惟就行使已授出或使已於該段期間前已行使的任何購股權生效而言屬必需或根據購股權計劃條文可能規定的情況而言，購股權計劃條文將繼續有效。

(ix) 購股權計劃的現狀

自2018年4月16日採納購股權計劃後，本公司概無據此授出、失效、行使或註銷任何購股權，且於本年度報告日期並無尚未行使的購股權（2018年：無）。

招股章程附錄四「法定及一般資料 — D. 購股權計劃」一段概述有關購股權計劃主要條款的進一步詳情。

REPORTS OF THE DIRECTORS

董事會報告

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

Save as disclosed in the sub-sections headed "Interests and Short Positions of Directors and Chief Executive in the Shares, Underlying Shares and Debentures of the Company and its Associated Corporation" and "Share Option Scheme" in this annual report, at no time during the year ended 31 December 2019 was the Company or any of its subsidiaries, or any of its fellow subsidiaries, a party to any arrangement to enable the Directors or chief executive of the Company (including their spouses or children under 18 years of age) to have any right to subscribe for securities of the Company or any of its associated corporations as defined in the Securities and Future Ordinance ("SFO") or to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

CORPORATE GOVERNANCE PRACTICES AND COMPLIANCE

The Company's corporate governance practices are based on the principles and code provisions as set out in the CG Code as set out in Appendix 15 to the GEM Listing Rules. The Board and the management of the Company are committed to maintaining and achieving a high standard of corporate governance practices with an emphasis on a quality Board, an effective accountability system and a healthy corporate culture in order to safeguard the interests of the shareholders of the Company and enhance the business growth of the Group. Where applicable, the Company has complied with the code provisions as set out in the CG Code during the year ended 31 December 2019.

Details of the corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 26 to 42 of this annual report.

EQUITY-LINKED AGREEMENTS

Save for the Share Option Scheme as set out in this annual report, no equity-linked agreements were entered into by the Group, or existed during the year under review.

董事購買股份或債務證券的權利

除本年報「董事及最高行政人員於本公司及其相聯法團的股份、相關股份及債權證的權益及淡倉」及「購股權計劃」分節所披露者外，截至2019年12月31日止年度內之任何時間，本公司或其任何附屬公司或其任何同系附屬公司概無參與訂立任何安排，致使董事或本公司最高行政人員（包括彼等的配偶或十八歲以下的子女）有權認購本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」））的證券或收購本公司或任何其他法人團體的股份或債權證以獲得利益。

企業管治常規及合規事宜

本公司的企業管治常規乃以GEM上市規則附錄十五所載的企業管治守則的原則及守則條文為依據。本公司董事會及管理層致力維持及達到高水平的企業管治常規，著重建立高質素的董事會、有效的問責制度及健全的企業文化，以維護本公司股東的利益，並提升本集團的業務增長。倘適用，本公司於截至2019年12月31日止年度一直遵守企業管治守則所載的守則條文。

本公司採納的企業管治常規的詳情載於本年報第26至42頁的企業管治報告。

股票掛鈎協議

除本年報所載購股權計劃外，概無股票掛鈎協議由本集團簽訂或於回顧年度存在。

REPORTS OF THE DIRECTORS

董事會報告

ENVIRONMENTAL POLICY

The Group aims to protect the environment by minimising adverse impacts of daily operations to environment, such as energy and recycling of office resources. The Group will continue to seek better environmental practices and promote the correct environmental attitudes and values within the organisation. The Group has complied with all relevant laws, rules and regulations regarding environmental protection, health and safety, workplace conditions and employment.

Details of the environmental policy are set out in the ESG Report on pages 43 to 53 of this annual report.

MANAGEMENT CONTRACT

No contracts, other than employment contracts, concerning the management and administration of the whole or any substantial part of the Group were entered into or existed during the year under review.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the latest practicable date prior to the issue of the annual report, there was a sufficient prescribed public float as required under the GEM Listing Rules.

SEGMENT INFORMATION

Details of the segment information of the Group for the year ended 31 December 2019 are set out in note 5 to the consolidated financial statements.

環境政策

本集團透過節能及辦公室資源循環利用盡量降低日常營運對環境的不利影響，藉此保護環境。本集團將繼續尋求更佳環境措施，並於組織內推廣正確的環保意識及價值觀。本集團已遵守有關環保、健康及安全、工作場所狀況及僱傭的所有有關法律、規則及法規。

有關環境政策的詳情，請參閱本年報43至53的環境、社會及管治報告。

管理合約

於回顧年度內，就本集團整體或任何重大部分並無訂立或存有管理及行政合約（僱傭合約除外）。

足夠公眾持股量

根據本公司可得的公開資料及據董事知悉，於本年報刊發前的最後實際可行日期，本公司已根據GEM上市規則維持足夠的規定公眾持股量。

分部資料

本集團於截至2019年12月31日止年度的分部資料詳情載於綜合財務報表附註5。

REPORTS OF THE DIRECTORS

董事會報告

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

As at 31 December 2019, the interests and short positions of each of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange: (a) pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests and short positions in which they are taken or deemed to have under such provisions of the SFO) or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein (the “Register”); or (c) pursuant to Rule 5.46 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange were as follows:

Long Position in the Shares

Name of Director 董事姓名	Nature of interest and capacity 權益性質及身份	Number of Shares held 所持股份數目 (Note 1) (附註1)	Percentage of issued share capital 佔已發行股本百分比 (Note 3) (附註3)
Mr. Ko 高先生	Interest in a controlled corporation (Note 2) 於受控制法團的權益(附註2)	750,000,000 (L) 750,000,000 (L)	75% 75%

Notes:

- The letter “L” denotes to the long position in the Shares.
- The Shares are registered in the name of Metro Vanguard Limited (“Metro Vanguard”), a company incorporated in the British Virgin Islands, the issued share capital of which is wholly owned by Mr. Ko. Accordingly, Mr. Ko is deemed to be interested in all the Shares held by Metro Vanguard for the purpose of Part XV of the SFO.
- The percentage of shareholding was calculated based on the Company’s total number of issued Shares as at 31 December 2019 (i.e. 1,000,000,000 Shares).

董事及最高行政人員於本公司及其相聯法團的股份、相關股份及債權證的權益及淡倉

於2019年12月31日，各董事及本公司最高行政人員於本公司或任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中的權益及淡倉中，擁有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉(包括彼等根據證券及期貨條例有關條文被當作或視為擁有的任何權益及淡倉)；或(b)根據證券及期貨條例第352條須登記於該條所述登記冊(「登記冊」)的權益及淡倉；或(c)根據有關董事進行證券交易的GEM上市規則第5.46條須知會本公司及聯交所的權益及淡倉如下：

於股份的好倉

Name of Director 董事姓名	Nature of interest and capacity 權益性質及身份	Number of Shares held 所持股份數目 (Note 1) (附註1)	Percentage of issued share capital 佔已發行股本百分比 (Note 3) (附註3)
Mr. Ko 高先生	Interest in a controlled corporation (Note 2) 於受控制法團的權益(附註2)	750,000,000 (L) 750,000,000 (L)	75% 75%

附註：

- 字母「L」表示於股份中的好倉。
- 該等股份以Metro Vanguard Limited (「Metro Vanguard」)(一間於英屬處女群島註冊成立的公司，其已發行股本由高先生全資擁有)的名義登記。因此，根據證券及期貨條例第XV部，高先生被視為於Metro Vanguard所持有的全部股份中擁有權益。
- 股權百分比乃基於本公司於2019年12月31日的已發行股份總數(即1,000,000,000股股份)計算。

REPORTS OF THE DIRECTORS

董事會報告

INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVE IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATION (Continued)

Long Position in the Shares of Associated Corporation

董事及最高行政人員於本公司及其相聯法團的股份、相關股份及債權證的權益及淡倉(續)

於相聯法團股份的好倉

Name of Director 董事姓名	Name of associated corporation 相聯法團名稱	Capacity/ Nature of interest 身份／權益性質	Number and class of securities 證券數目及類別	Percentage of issued share capital 佔已發行股本百分比
Mr. Ko	Metro Vanguard	Beneficial owner	100 Ordinary shares	100%
高先生	Metro Vanguard	實益擁有人	100股普通股	100%

Save as disclosed above, as at 31 December 2019, none of the Directors and chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required to be entered in the Register maintained by the Company pursuant to Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 of the GEM Listing Rules.

除上述所披露者外，於2019年12月31日，概無董事及本公司最高行政人員於本公司或任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益或淡倉(包括彼等根據證券及期貨條例有關條文被當作或視為擁有的權益或淡倉)，或根據證券及期貨條例第352條須登記於本公司股東名冊的權益或淡倉，或根據GEM上市規則第5.46條須知會本公司及聯交所的權益或淡倉。

REPORTS OF THE DIRECTORS

董事會報告

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

As at 31 December 2019, the interest and short positions of the persons (other than the Directors or chief executive of the Company) in the shares and underlying shares of the Company which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO or required to be recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

Long Position in the Shares

Name 名稱／姓名	Nature of interest and capacity 權益性質及身份	Number of Shares held 所持股份數目 (Note 1) (附註1)	Percentage of issued share capital 佔已發行股本百分比 (Note 3) (附註3)
Metro Vanguard Metro Vanguard	Beneficial owner 實益擁有人	750,000,000 (L)	75%
Ms. Chan Sau Fung 陳秀鳳女士	Interest of spouse (Note 2) 配偶權益(附註2)	750,000,000 (L)	75%

Notes:

- The letter "L" denotes to the long position in the Shares.
- Ms. Chan Sau Fung is the spouse of Mr. Ko. By virtue of the SFO, she is deemed to be interested in all Shares held by Metro Vanguard in which Mr. Ko is deemed to be interested.
- The percentage of shareholding was calculated based on the Company's total number of issued shares as at 31 December 2019 (i.e. 1,000,000,000 Shares).

Save as disclosed above, as at 31 December 2019, the Company had not been notified by any persons (other than Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares which would fall under the provisions of Divisions 2 and 3 of Part XV of the SFO to be disclosed to the Company, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

主要股東於股份及相關股份的權益及淡倉

於2019年12月31日，除董事或本公司最高行政人員外，以下人士在本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及第3分部條文須知會本公司及聯交所或須記入根據證券及期貨條例第336條本公司須存置的登記冊的權益及淡倉如下：

於股份的好倉

附註：

- 字母「L」表示於股份中的好倉。
- 陳秀鳳女士為高先生的配偶。根據證券及期貨條例，彼被視為於高先生被視為擁有權益的所有由Metro Vanguard持有之股份中擁有權益。
- 股權百分比乃基於本公司於2019年12月31日的已發行股份總數(即1,000,000,000股股份)計算。

除上文所披露者外，於2019年12月31日，本公司概無獲任何人士(董事或本公司最高行政人員除外)知會，表示其於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司披露的權益或淡倉，或已記入根據證券及期貨條例第336條本公司須存置的登記冊的權益或淡倉。

REPORTS OF THE DIRECTORS

董事會報告

EVENT AFTER THE REPORTING PERIOD

Details of the significant events of the Group after the reporting period are set out in note 32 to the financial statements.

REVIEW BY AUDIT COMMITTEE

The audited consolidated financial statements of the Group for the year ended 31 December 2019 have been reviewed by the Audit Committee. The Audit Committee is of the opinion that the consolidated financial statements of the Group for the year ended 31 December 2019 comply with applicable reporting standards, GEM Listing Rules, and that adequate disclosures have been made.

AUDITOR

During the year, Deloitte Touche Tohmatsu resigned as auditors of the Company with effect from 31 October 2019. The Audit Committee recommended to appoint Fuson CPA Limited, currently known as Yongtuo Fuson CPA Limited, as the auditors of the Company with effect from 31 October 2019 to fill the casual vacancy so arising, and to hold office until the conclusion of the next annual general meeting of the Company. Further details on the change of auditor were included in the announcement of the Company dated 31 October 2019.

The consolidated financial statements for the year ended 31 December 2019 have been audited by Yongtuo Fuson CPA Limited, who will retire and, being eligible, offer themselves for reappointment.

On behalf of the Board

Ko Sin Yun

Chairman

Hong Kong, 23 March 2020

報告期後事項

有關本集團於報告期後重大事項的詳情乃載於財務報表附註32。

審核委員會審閱

本集團截至2019年12月31日止年度的經審計綜合財務報表已由審核委員會審閱。審核委員會認為，本集團截至2019年12月31日止年度的綜合財務報表遵守適用財務報告準則、GEM上市規則，並已作出充足披露。

核數師

年內，德勤•關黃陳方會計師行於2019年10月31日辭任本公司核數師。審核委員會建議任命富信會計師事務所有限公司(現稱為永拓富信會計師事務所有限公司)自2019年10月31日起為本公司核數師以填補所引起的臨時空缺，並任職直至本公司下屆股東週年大會結束。有關更換核數師的更多詳情已載於本公司日期為2019年10月31日的公告。

截至2019年12月31日止年度的綜合財務報表已由永拓富信會計師事務所有限公司行審核，而其將退任並符合資格膺選連任。

代表董事會

高銑印

主席

香港，2020年3月23日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



永拓富信會計師事務所有限公司
YONGTUO FUSON CPA LIMITED

TO THE MEMBERS OF VISION INTERNATIONAL HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of VISION INTERNATIONAL HOLDINGS LIMITED (the “**Company**”) and its subsidiaries (hereinafter collectively referred to as the “**Group**”) set out on pages 75 to 147, which comprise the consolidated statement of financial position as at 31 December 2019, and 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 consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the HKICPA. Our responsibilities under those standards are further described in the auditor’s responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “**Code**”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

致威誠國際控股有限公司股東

(於開曼群島註冊成立之有限公司)

意見

吾等已審計威誠國際控股有限公司(「**貴公司**」)及其附屬公司(下文統稱「**貴集團**」)載於第75至147頁的綜合財務報表，有關綜合財務報表包括於2019年12月31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，包括主要會計政策概要。

吾等認為，綜合財務報表按照香港會計師公會(「**香港會計師公會**」)頒佈的香港財務報告準則(「**香港財務報告準則**」)真實及公平地反映 貴集團於2019年12月31日的綜合財務狀況以及截至該日止年度的綜合財務表現及綜合現金流量，並已根據香港公司條例的披露規定妥為編製。

意見基準

吾等按照香港會計師公會頒佈的香港審計準則(「**香港審計準則**」)進行審計。吾等於該等準則項下的責任乃於本報告內核數師就審計綜合財務報表須承擔的責任一節進一步說明。吾等根據香港會計師公會專業會計師道德守則(「**守則**」)獨立於 貴集團，且吾等已根據守則履行其他道德責任。吾等相信，吾等已取得充分而恰當的審計憑證，足以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 judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the content 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.

Key audit matter

關鍵審計事項

Revenue Recognition

收益確認

We identified revenue recognition, regarding whether sales transaction have occurred as a key audit matter due to its significance to the consolidated financial statements. During the year ended 31 December 2019, revenue from sales of apparel products with provision of supply chain management amounted to HK\$84,686,000.

吾等將收益確認(有關銷售交易有否發生)識別為關鍵審計事項，原因為其對綜合財務報表的重要性。截至2019年12月31日止年度，來自提供供應鏈管理服務所產生服裝產品銷售的收益為84,686,000港元。

Revenue from the sales of apparel products with the provision of supply chain management services is recognised when the customer obtains the control of the apparel products underlying the particular performance obligation, being when the apparel products are delivered to the customers at the designated location and the titles are passed to the customers. The accounting policy for revenue recognition is disclosed in note 3 to the consolidated financial statements.

來自提供供應鏈管理服務所產生服裝產品銷售的收益於客戶獲得與特定履約責任有關的服裝產品的控制權時，即當服裝產品於指定地點交付予客戶且所有權轉移至客戶時予以確認。收益確認的會計政策披露於綜合財務報表附註3。

關鍵審核事項

關鍵審計事項為吾等的專業判斷中，審計本期間綜合財務報表中最重要的事項。吾等於審計整體綜合財務報表及就此形成意見時處理該等事項，且吾等不會就此等事項單獨發表意見。

How our audit addressed the key audit matter

吾等在審計中處理關鍵審計事項的方法

Our procedures in relation to assessing the occurrence of sales of apparel products with the provision of supply chain management services included:

我們有關評估發生提供供應鏈管理服務所產生服裝產品銷售的程序包括：

- Obtaining an understanding of the revenue business process and revenue recognition policy; 了解收益業務過程及收益確認政策；
- Reviewing contract terms, on a sample basis, to evaluate whether the Group's accounting policy is in compliance with the relevant accounting standard; 抽樣審閱合約條款，以評估 貴集團的會計政策遵守相關會計準則與否；
- Testing the key controls over revenue recognition which addressing the occurrence, accuracy and timing of the revenue recognition; and 測試對收益確認的主要控制權，應對收益確認的發生、準確性及時間；及
- Tracing recorded sales transactions, on a sample basis, to the corresponding invoices, delivery documents and settlement records. 抽樣追蹤已記錄銷售交易至相應發票、交付文件及結算記錄。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER MATTER

The consolidated financial statements of the Group for the year ended 31 December 2018, were audited by another auditor who expressed an unmodified opinion on those statements on 18 March 2019.

OTHER INFORMATION

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

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

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

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

其他事宜

貴集團截至2018年12月31日止年度之綜合財務報表乃由另一名核數師審核，彼於2019年3月18日就該等報表發表無保留意見。

其他資料

貴公司董事對其他資料負責。其他資料包括年報所載的資料，惟不包括當中的綜合財務報表及核數師報告。

吾等就綜合財務報表發表的意見並不涵蓋其他資料，且吾等並不就該等其他資料發表任何形式的鑒證結論。

審計綜合財務報表時，吾等的責任乃閱讀其他資料，並於此過程中考慮有關其他資料是否與綜合財務報表或吾等於審計中所了解的情況重大不相符，或似乎存在重大錯誤陳述。基於吾等已完成的工作，倘吾等認為該等其他資料存在重大錯誤陳述，吾等須報告該事實。就此而言，吾等並無任何報告。

董事及主管人士就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製真實及公平的綜合財務報表，並對彼等釐定為對編製不存在重大誤導陳述（不論由於欺詐或錯誤）的綜合財務報表而言屬必要的內部控制負責。

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。

主管人士須負責監察貴集團財務報告程序。

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

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

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

核數師就審計綜合財務報表須承擔的責任

吾等的目標乃就綜合財務報表整體是否不存在重大錯誤陳述(不論由於欺詐或錯誤)取得合理保證,並出具載有吾等意見的核數師報告。吾等根據吾等的協定委聘條款僅向全體股東報告,不作其他用途。吾等並不就本報告內容向任何其他人士承擔責任或負責。合理保證是高水平的保證,但並不能保證按照香港審計準則進行的審計在存在重大錯誤陳述時總能發現。錯誤陳述可以由欺詐或錯誤引起,如果合理預期其單獨或匯總起來可能影響財務報表使用者依賴綜合財務報表所作出的經濟決定,則有關錯誤陳述可被視為重大。

作為根據香港審計準則進行審計的一部分,吾等在整個審計的過程中運用了專業判斷,保持了專業懷疑態度。吾等亦:

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險,設計及執行審計程序以應對這些風險,以及獲取充足和適當的審計憑證,作為吾等意見的基礎。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和相關披露的合理性。

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須承擔的責任(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，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則吾等應當發表非無保留意見。吾等的結論是基於核數師報告日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、結構和內容，包括披露，以及綜合財務報表是否公平反映交易和事項。
- 就 貴集團內各實體或業務活動的財務資料獲得充分適當的審計憑證，以就綜合財務報表發表意見。吾等須負責指導、監督及執行集團的審計工作。吾等須為吾等的審計意見承擔全部責任。

吾等與主管人士就(其中包括)審計工作的計劃範圍及時間安排以及重大的審計發現(包括吾等於審計期間識別出的內部控制任何重大缺陷)進行溝通。

吾等亦向主管人士提交聲明，說明吾等已遵守有關獨立性的道德要求，並就所有被合理認為可能影響吾等的獨立性的關係及其他事宜及相關防範措施(如適用)與負責管治的人員溝通。

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 the independent auditor's report is Lee Yan Fai.

Yongtuo Fuson CPA Limited
Certified Public Accountants

Lee Yan Fai
Practicing Certificate Number P06078
Hong Kong, 23 March 2020

核數師就審計綜合財務報表須承擔的責任(續)

吾等從與主管人士溝通的事項中，決定哪些事項對本期間綜合財務報表的審計工作最為重要，因而構成關鍵審計事項。除非法律或法規不容許公開披露此等事項，或於極罕有的情況下，吾等認為披露此等事項可合理預期的不良後果將超越公眾知悉此等事項的利益而不應於報告中披露，否則吾等會於核數師報告中描述此等事項。

獨立核數師報告的審計項目合夥人是李恩輝。

永拓富信會計師事務所有限公司
執業會計師

李恩輝
執業證書編號：P06078
香港，2020年3月23日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 December 2019

截至12月31日止年度

		For the year ended		
		31 December		
		截至12月31日止年度		
		2019	2018	
		2019年	2018年	
		HK\$'000	HK\$'000	
		千港元	千港元	
		<i>Notes</i>		
		<i>附註</i>		
Revenue	收益	5	84,686	111,862
Cost of sales	銷售成本		(63,069)	(80,002)
Gross profit	毛利		21,617	31,860
Other income	其他收入	6	649	2,759
Other losses	其他虧損	7	(959)	(127)
Selling and distribution expenses	銷售及分銷開支		(8,299)	(6,980)
Administrative expenses	行政開支		(8,494)	(7,788)
Listing expenses	上市開支		-	(3,818)
Finance costs	財務成本	8	(482)	(153)
Profit before tax	除稅前溢利	9	4,032	15,753
Income tax expenses	所得稅開支	10	(889)	(3,241)
Profit and total comprehensive income for the year	年內溢利及全面收益總額		3,143	12,512
Earnings per share — basic (Hong Kong cents)	每股盈利 — 基本(港仙)	13	0.31	1.37

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2019

於2019年12月31日

		As at 31 December	
		於12月31日	
		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
		<i>Notes</i>	
		<i>附註</i>	
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、廠房及設備	14	29,038
			30,004
Intangible assets	無形資產	15	7,583
			8,583
Deposits	按金	17	67
			153
			36,688
			38,740
CURRENT ASSETS	流動資產		
Inventories	存貨	16	2,804
			1,557
Trade and other receivables, prepayments and deposits	貿易及其他應收款項、預付款項 及按金	17	8,009
			26,687
Tax recoverable	可收回稅項		–
			686
Bank balances and cash	銀行結餘及現金	18	30,525
			37,808
			41,338
			66,738
CURRENT LIABILITIES	流動負債		
Trade and other payables	貿易及其他應付款項	19	2,259
			11,702
Contract liabilities	合約負債	20	2,226
			17
Tax payable	應付稅項		174
			–
Bank borrowings	銀行借款	21	10,340
			10,904
			14,999
			22,623
NET CURRENT ASSETS	流動資產淨額		26,339
			44,115

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2019

於2019年12月31日

		As at 31 December	
		於12月31日	
		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
		<i>Notes</i>	
		<i>附註</i>	
NON-CURRENT LIABILITY	非流動負債		
Deferred tax liabilities	遞延稅項負債	22	532
			503
NET ASSETS	資產淨額		62,495
			82,352
CAPITAL AND RESERVES	資本及儲備		
Share capital	股本	23	10,000
Reserves	儲備		52,495
			10,000
			72,352
SHAREHOLDERS' EQUITY	股東權益		62,495
			82,352

The consolidated financial statements on pages 75 to 147 were approved by the Board of Directors on 23 March 2020 and were signed on its behalf by:

第75頁至147頁的綜合財務報表已於2020年3月23日經董事會批准刊發，且由以下董事代表簽署：

Ko Sin Yun
高銑印

Ko Man Ho
高文灝

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2019

截至2019年12月31日止年度

		Share capital	Share premium	Other reserve	Translation reserve	Retained profits	Total equity
		股本	股份溢價	其他儲備	換算儲備	保留溢利	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
		(note 23)		(note below)			
		(附註23)		(下文附註)			
As at 1 January 2018	於2018年1月1日	1	-	(103,262)	(7,252)	148,410	37,897
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	-	-	12,512	12,512
Dividends (note 12)	股息(附註12)	-	-	-	-	(16,500)	(16,500)
Capitalisation issue (note 23(ii))	資本化發行(附註23(ii))	7,499	(7,499)	-	-	-	-
Issue of shares upon share offer (note 23(iii))	因股份發售而發行股份(附註23(iii))	2,500	53,750	-	-	-	56,250
Transaction cost directly attributable to issue of shares	發行股份直接應佔交易成本	-	(7,807)	-	-	-	(7,807)
As at 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	10,000	38,444	(103,262)	(7,252)	144,422	82,352
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	-	-	3,143	3,143
Dividends (note 12)	股息(附註12)	-	-	-	-	(23,000)	(23,000)
As at 31 December 2019	於2019年12月31日	10,000	38,444	(103,262)	(7,252)	124,565	62,495

Note: Prior to the Listing (as defined in note 1) of the Company, the Group has provided financial guarantee to companies controlled by Mr. Murray Ko and his spouse. Mr. Murray Ko is the brother of Mr. Ko, the controlling shareholder of the Company (as defined in note 1). Such financial guarantee was measured at its fair value at initial recognition based on the credit spread (including the assumption on probability of default and recovery ratio) and the maximum exposure of the facility to the Group at the time of recognising the financial guarantee liability. The fair value of financial guarantee liability at initial recognition was recognised in other reserve of equity as deemed distribution to the shareholder, and the financial guarantee liability was measured at the higher of: (i) the amount of obligation under the contract, as determined in accordance with HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets" (before application of HKFRS 9 "Financial Instrument" ("HKFRS 9"))/the amount of the loss allowance determined in accordance with HKFRS 9 (since 1 January 2018); and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the revenue recognition policy. All financial guarantee liability was released upon the Listing.

附註：於本公司上市(定義見附註1)前，本集團已向高錫印先生及其配偶控制的公司提供財務擔保。高錫印先生乃本公司控股股東高先生(定義見附註1)的胞兄。該財務擔保於初步確認時基於信貸息差(包括假設違約可能性及收回比率)及本集團於確認財務擔保負債時面臨融資的最高風險按其公平值計量。財務擔保負債於初步確認時的公平值於其他權益儲備確認為視作向股東分派，而財務擔保負債按下列的較高者計值：(i)合約項下的責任金額，其乃根據香港會計準則第37號「撥備、或然負債及或然資產」(於應用香港財務報告準則第9號「金融工具」(「香港財務報告準則第9號」)之前)／根據香港財務報告準則第9號(自2018年1月1日起)釐定的虧損儲備金額而釐定；及(ii)初始確認的金額減去(倘適合)根據收益確認政策確認的累計攤銷。所有財務擔保負債已於上市時解除。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2019

截至2019年12月31日止年度

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
OPERATING ACTIVITIES	經營活動		
Profit before tax	除稅前溢利	4,032	15,753
Adjustments for:	經以下各項作出調整：		
Interest income	利息收入	(49)	(16)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,176	379
Amortisation of intangible assets	無形資產攤銷	1,000	1,000
Financial guarantee income	財務擔保收入	-	(816)
Bad debts written off	撇銷壞賬	627	-
Finance costs	財務成本	482	153
Operating cash flows before movements in working capital	營運資金變動前經營現金流量	7,268	16,453
Increase in inventories	存貨增加	(1,247)	(631)
Decrease (increase) in trade and other receivables, prepayments and deposits	貿易及其他應收款項、預付款項及 按金減少(增加)	18,137	(16,853)
(Decrease) increase in trade and other payables	貿易及其他應付款項(減少)增加	(9,443)	6,509
Increase (decrease) in contract liabilities	合約負債增加(減少)	2,209	(177)
Cash from operations	經營所得現金	16,924	5,301
Income tax refund	所得稅退稅	-	2,699
NET CASH FROM OPERATING ACTIVITIES	經營活動所得現金淨額	16,924	8,000
INVESTING ACTIVITIES	投資活動		
Interest received	已收利息	49	16
Purchase of property, plant and equipment	購買物業、廠房及設備	(210)	(29,877)
Repayment from ultimate holding company	來自最終控股公司的還款	-	8
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用現金淨額	(161)	(29,853)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2019

截至2019年12月31日止年度

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
FINANCING ACTIVITIES	融資活動		
Interest paid	已付利息	(482)	(153)
Dividends paid	已付股息	(23,000)	(16,500)
New bank borrowings raised	新籌得銀行借款	10,501	22,750
Repayments of bank borrowings	償還銀行借款	(11,065)	(18,646)
Proceeds from issue of shares upon share offer	於股份發售後發行股份所得款項	-	56,250
Transaction cost directly attributable to issue of shares	發行股份直接應佔交易成本	-	(7,807)
NET CASH (USED IN) FROM FINANCING ACTIVITIES	融資活動(所用)所得現金淨額	(24,046)	35,894
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物(減少)增加淨額	(7,283)	14,041
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	年初現金及現金等價物	37,808	23,767
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	年末現金及現金等價物	30,525	37,808

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2019

截至2019年12月31日止年度

1. GENERAL

Vision International Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands as an exempted company with limited liability on 19 January 2017 under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and its shares were listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 4 May 2018 (the “**Listing**”). The Company’s immediate and ultimate holding company is Metro Vanguard Limited (“**Metro Vanguard**”), a limited company incorporated in the British Virgin Islands (the “**BVI**”) with limited liability. The ultimate controlling party of Metro Vanguard is Mr. Ko Sin Yun (“**Mr. Ko**” or the “**Controlling Shareholder**”) who is also the executive director of the Company. The addresses of the Company’s registered office and principal place of business are 3/F, China United Plaza, 1002–1008 Tai Nan West Street, Cheung Sha Wan, Kowloon, Hong Kong.

The principal activity of the Company is investment holding. The principal activities of the Group are sales of apparel products with the provision of supply chain management services to customers.

The Company’s functional currency is United States Dollars (“**US\$**”). The consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), which is different from the functional currency of the Company. For the convenience of the financial statements users, the directors of the Company consider that presenting the consolidated financial statements in HK\$ is preferable as the Company’s shares are listed on GEM of the Stock Exchange.

1. 一般資料

威誠國際控股有限公司(「本公司」)於2017年1月19日根據開曼群島法例第22章《公司法》(1961年第3號法例，經綜合及修訂)於開曼群島註冊成立為獲豁免有限公司，及其股份於2018年5月4日於香港聯合交易所有限公司(「聯交所」)GEM上市(「上市」)。本公司的直接及最終控股公司為Metro Vanguard Limited(「**Metro Vanguard**」，一間於英屬處女群島(「英屬處女群島」)註冊成立的有限公司)。Metro Vanguard的最終控制方為高銑印先生(「高先生」或「**控股股東**」)，亦為本公司的執行董事。本公司的註冊辦事處及主要營業地點的地址為香港九龍長沙灣大南西街1002–1008號華匯廣場3樓。

本公司的主要業務為投資控股。本集團的主要業務為銷售服裝產品以及向客戶提供供應鏈管理服務。

本公司的功能貨幣為美元(「**美元**」)。綜合財務報表以港元(「**港元**」)呈列，與本公司功能貨幣不同。為方便使用財務報表的人士，本公司董事認為，由於本公司股份於聯交所GEM上市，故以港元呈列綜合財務報表較佳。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2019

截至2019年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

New and amendments to HKFRSs that are mandatorily effective for the current year

The Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year:

HKFRS 16	Leases
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015–2017 Cycle

Except as described below, the application of the new and amendments to HKFRSs in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

HKFRS 16 Leases

The Group has applied HKFRS 16 for the first time in the current year. HKFRS 16 superseded HKAS 17 Leases (“HKAS 17”), and the related interpretations.

2. 應用香港財務報告準則(「香港財務報告準則」)的新訂準則及修訂本

於本年度強制生效的香港財務報告準則的新訂準則及修訂本

本集團已於本年度首次應用下列由香港會計師公會(「香港會計師公會」)頒佈的新訂香港財務報告準則及其修訂本：

香港財務報告準則第16號	租賃
香港(國際財務報告詮釋委員會)－詮釋第23號	所得稅處理的不確定性
香港財務報告準則第9號(修訂本)	負賠償之提前還款特徵
香港會計準則第19號(修訂本)	計劃修改、縮減或結算
香港會計準則第28號(修訂本)	於聯營公司及合營公司之長期權益
香港財務報告準則(修訂本)	2015年至2017年週期香港財務報告準則之年度改進

除下文所述者外，於本年度應用新訂香港財務報告準則及修訂本對本集團本年及過往年度的財務狀況及表現及／或該等綜合財務報表所載披露並無重大影響。

香港財務報告準則第16號租賃

本集團已於本年度首次應用香港財務報告準則第16號。香港財務報告準則第16號取代香港會計準則第17號租賃(「香港會計準則第17號」)及相關詮釋。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2019

截至2019年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and Amendments to HKFRSs that are mandatorily effective for the current year

(Continued)

HKFRS 16 Leases (Continued)

Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 Determining whether an Arrangement contains a Lease and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019.

As at 1 January 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities by applying HKFRS 16.C8(b)(ii) transition. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts, elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application.

2. 應用香港財務報告準則(「香港財務報告準則」)的新訂準則及修訂本(續)

於本年度強制生效的香港財務報告準則的新訂準則及修訂本(續)

香港財務報告準則第16號租賃(續)

租賃的定義

集團已選擇可行權宜方法，對先前應用香港會計準則第17號及香港(國際財務報告詮釋委員會)－詮釋第4號釐定安排是否包含租賃識別為租賃的合約應用香港財務報告準則第16號，而並無對先前並未識別為包含租賃的合約應用該準則。因此，本集團並無重新評估於首次應用日期前已存在的合約。

作為承租人

本集團已追溯應用香港財務報告準則第16號，並將初始應用該準則的累計影響於初始應用日期(即2019年1月1日)確認。

於2019年1月1日，本集團透過應用香港財務報告準則第16.C8(b)(ii)號過渡確認額外租賃負債及使用權資產，其金額相等於相關租賃負債。於初始應用日期的任何差額已於年初保留溢利確認，且並無重列比較資料。

於過渡時應用香港財務報告準則第16號項下的經修訂追溯方法時，本集團按逐項租賃基準就先前根據香港會計準則第17號分類為經營租賃且與各租賃合約相關的租賃應用可行權宜方法，選擇不就租期於初始應用日期起計十二個月內結束的租賃確認使用權資產及租賃負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2019

截至2019年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and Amendments to HKFRSs that are mandatorily effective for the current year

(Continued)

HKFRS 16 Leases (Continued)

As a lessee (Continued)

2. 應用香港財務報告準則(「香港財務報告準則」)的新訂準則及修訂本(續)

於本年度強制生效的香港財務報告準則的新訂準則及修訂本(續)

香港財務報告準則第16號租賃(續)

作為承租人(續)

		As at 1 January 2019 於2019年 1月1日 HK\$'000 千港元
Operating lease commitments disclosed as at 31 December 2018	於2018年12月31日披露的經營租賃承擔	47
Less: Recognition exemption — short-term leases	減：確認豁免 — 短期租賃	(47)
Lease liabilities as at 1 January 2019 relating to operating leases recognised upon application of HKFRS 16	於2019年1月1日應用香港財務報告準則第16號確認與經營租賃有關的租賃負債	—

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2019

截至2019年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17	Insurance Contracts ¹
Amendments to HKFRS 3	Definition of a Business ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 1 and HKAS 8	Definition of Material ²
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform ²

¹ Effective for annual periods beginning on or after 1 January 2021.

² Effective for annual period beginning on or after 1 January 2020.

³ Effective for annual periods beginning on or after a date to be determined.

The directors of the Company anticipate that the application of these new and revised HKFRSs will have no material impact on the Group's consolidated financial statements in the foreseeable future.

2. 應用香港財務報告準則(「香港財務報告準則」)的新訂準則及修訂本(續)

已頒佈但尚未生效的香港財務報告準則的新訂準則及修訂本

本集團並無提早應用以下已頒佈但尚未生效的香港財務報告準則的新訂準則及修訂本：

香港財務報告準則第17號	保險合約 ¹
香港財務報告準則3號(修訂本)	業務的定義 ²
香港財務報告準則10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間的資產出售或出資 ³
香港會計準則1號及香港會計準則第8號(修訂本)	重大的定義 ²
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號(修訂本)	利率基準改革 ²

¹ 於2021年1月1日或之後開始的年度期間生效。

² 於2020年1月1日或之後開始的年度期間生效。

³ 於待定期限或之後開始的年度期間生效。

本公司董事預期應用該等新訂及經修訂香港財務報告準則於可見未來將不會對本集團綜合財務報表產生重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2019

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3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 Share-based Payment, leasing transactions that are accounted for in accordance with HKFRS 16 (since 1 January 2019) or HKAS 17 (before application of HKFRS 16), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 Inventories or value in use in HKAS 36 Impairment of Assets.

3. 重要會計政策

綜合財務報表已按照香港會計師公會頒佈的香港財務報告準則編製。此外，綜合財務報表包括聯交所GEM證券上市規則及香港公司條例規定的適用披露。

綜合財務報表已經按歷史成本法編製。歷史成本一般乃按交換貨品及服務所給予的代價的公平值為基準得出。

公平值為於市場參與者之間的有序交易於計量日期就出售資產所收取或就轉讓負債所支付的價格，而不論該價格是否直接可予觀察或使用其他估值技巧估計。於估計資產或負債的公平值時，倘市場參與者在於計量日期為資產或負債定價時會考慮資產或負債的特性，則本集團亦會考慮該等特性。該等綜合財務報表就計量及／或披露目的的公平值乃按該基準計量，惟屬於香港財務報告準則第2號「以股份為基準的付款」範疇之內的以股份為基準的付款交易、按照香港財務報告準則第16號（自2019年1月1日起）或香港會計準則第17號（於應用香港財務報告準則第16號前）入賬的租賃交易，以及與公平值類似但並非公平值的計量，如香港會計準則第2號「存貨」的可變現淨值或香港會計準則第36號「資產減值」的使用價值除外。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

In addition, for financial reporting purpose, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies adopted are as follows:

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassess 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.

3. 重要會計政策(續)

此外，就財務申報目的而言，公平值計量乃按公平值計量輸入數據可予觀察的程度及輸入數據對公平值計量的整體重要程度而分類為第1、2或3層，其乃載述如下：

- 第1層輸入數據為相同資產或負債於實體可接通的活躍市場於計量日期的報價(未經調整)；
- 第2層輸入數據為第1層內報價以外的輸入數據，其乃直接或間接就資產或負債而言可予觀察；及
- 第3層輸入數據為資產或負債的不可觀察輸入數據。

所採用的主要會計政策如下：

合併基準

綜合財務報表納入本公司及由本公司及其附屬公司所控制的實體的財務報表。當本公司符合下列各項時，則取得控制權：

- 對被投資方具有權力；
- 就其參與被投資方的可變回報面臨風險或具有權利；及
- 有能力運用其權力影響其回報。

倘事實及情況顯示上列三項控制權的其中一項或以上元素出現變動，則本集團會重新評估其是否控制被投資方。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Basis of consolidation (Continued)

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intra group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

3. 重要會計政策(續)

合併基準(續)

附屬公司在本集團取得對該附屬公司的控制權時開始合併入賬，並在本集團失去對該附屬公司的控制權時終止。具體而言，年內所收購或出售的附屬公司的收入及開支均自本集團取得控制權當日起直至本集團不再控制該附屬公司當日為止計入綜合損益及其他全面收益表。

倘有需要，會對附屬公司的財務報表作出調整，以使其會計政策與本集團的會計政策貫徹一致。

有關本集團成員公司之間交易的全部集團內公司間資產及負債、權益、收入、開支及現金流量均於合併時全數對銷。

客戶合約收益

本集團於履行履約責任時(或就此)確認收入，即與特定履約責任相關的貨品或服務的「控制權」轉移予客戶時確認收入。

履約責任指一項或一組明確的貨品或服務或基本相同的一系列明確貨品或服務。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Revenue from contracts with customers

(Continued)

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

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

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

3. 重要會計政策(續)

客戶合約收益(續)

倘符合下列其中一項標準，控制權在一段時間內轉移，而收益確認會按一段時間內已完成相關履約責任的進度進行：

- 於本集團履約時客戶同時收取及耗用由本集團履約所帶來的利益；
- 本集團履約創設及提升於本集團履約時由客戶控制的資產；及
- 本集團履約並無產生對本集團有替代用途的資產，且本集團可享有強制執行權，以支付至今已履約部分的款項。

否則，收益於客戶獲得明確商品或服務的控制權時確認。

合約資產指本集團向客戶轉讓商品或服務而作為交換有權收取代價但尚未成為無條件的權利。合約資產根據香港財務報告準則第9號評估減值。相反，應收款項代表本集團對代價的無條件權利，即代價僅隨時間推移即會成為到期應付。

合約負債指本集團向客戶轉讓本集團已收取客戶代價(或代價到期應付)的貨品或服務的責任。

與相同合約有關的合約資產及合約負債按淨額基準入賬及呈列。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Revenue from contracts with customers

(Continued)

Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group as a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group as an agent).

The Group is a principal if it controls the specified good before that good is transferred to a customer.

Incremental costs of obtaining a contract

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained.

The Group applies the practical expedient of expensing all incremental costs to obtain a contract if these costs would otherwise have been fully amortised to profit or loss within one year.

Leasing

Definition of a lease (upon application of HKFRS 16 in accordance with transitions in note 2)

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

For contracts entered into or modified or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

3. 重要會計政策(續)

客戶合約收益(續)

委託人與代理人

當另一方從事向客戶提供商品或服務，本集團釐定其承諾的性質是否為提供指定商品或服務本身的履約義務(即本集團為委託人)或安排由另一方提供該等商品或服務(即本集團為代理人)。

當本集團在向客戶轉讓商品之前控制指定商品，則本集團為委託人。

獲得合約的增量成本

獲得合約的增量成本指本集團與客戶訂立合約產生之倘未獲得該合約則不會產生的成本。

倘該等成本可於一年內完全攤銷至損益，則本集團會採用可行權宜方法支付所有取得合約的增量成本。

租賃

租賃的定義(根據附註2的過渡應用香港財務報告準則第16號後)

如果某合約將某已識別資產的使用權讓與一段時間以換取代價，則該合約實為租賃或包含租賃。

但凡於初次應用之日或之後訂立、修改或因業務合併而產生的合約，本集團會於合約開始時、修改日或收購日根據香港財務報告準則第16號的定義評估合約是否為租賃或包含租賃。除非該合約的條款及細則隨後有更改，否則不會重新評估。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leasing (Continued)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2)

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components, including contract for acquisition of ownership interests of a property which includes both leasehold land and non-lease building components, unless such allocation cannot be made reliably.

Short-term leases

The Group applies the short-term lease recognition exemption to leases of office premises that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 Financial Instruments (“**HKFRS 9**”) and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

The Group as a lessee (prior to 1 January 2019)

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term. In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis.

3. 重要會計政策(續)

租賃(續)

本集團作為承租人(根據附註2的過渡應用香港財務報告準則第16號後)

將代價分配至合約成分

就含有租賃成分以及一項或多項額外租賃或非租賃成分的合約而言，本集團將合約代價分配至各租賃成分，基準是租賃成分的相對獨立價格及非租賃成分的總獨立價格，包括收購物業所有權權益的合約，其中包括租賃土地及非租賃建築部分，除非無法可靠作出有關分配。

短期租賃

對於租期自開始日期起計十二個月或以內且不含購買選擇權的辦公室租賃，本集團應用短期租賃確認豁免。短期租賃的租賃付款以直線法或其他系統性基準於租期內確認為開支。

可退回租金按金

已付可退回租金按金乃根據香港財務報告準則第9號「金融工具」(「香港財務報告準則第9號」)入賬且初步按公平值計量。對初步確認時的公平值作出的調整被視為額外租賃付款並計入使用權資產成本。

本集團作為承租人(2019年1月1日之前)

當租賃條款將所有權的絕大部分風險及回報轉移至承租人，則將租賃分類為融資租賃。所有其他租賃被分類為經營租賃。

經營租賃付款於租期內按直線法確認開支。倘就訂立經營租賃收取租賃獎勵，則該等獎勵乃確認為負債。獎勵的合計利益乃按直線基準確認為租金開支的減項。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leasehold land and building

When the Group makes payments for a property interest which includes both leasehold land and building elements, the Group assesses the classification of each element separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire property is accounted as an operating lease. Specifically, the entire consideration (including any lump-sum upfront payments) are allocated between the leasehold land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “right-of-use asset” in accordance with HKFRS 16 or “prepaid lease payments” in accordance with HKAS 17 in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis. When the payments cannot be allocated reliably between the leasehold land and building elements, the entire property is generally classified as if the leasehold land is under finance lease.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

3. 重要會計政策(續)

租賃土地及樓宇

當本集團就一項物業權益付款時，而該項物業權益包括租賃土地及樓宇部分，本集團會根據評估各部分所有權的絕大部分風險及回報是否已轉移至本集團而將其劃分，除非肯定兩個部分均屬經營租賃，於此情況，則整項租賃分類為經營租賃。具體而言，整項代價(包括任何一筆過預付款項)於初次確認時按租賃土地及樓宇部分中的租賃權益相對公平值比例於土地與樓宇部分間分配。

倘若相關款項能可靠地分配，列為經營租賃的租賃土地權益於綜合財務狀況表中按香港財務報告準則第16號呈列為「使用權資產」或按香港會計準則第17號呈列為「預付租賃款項」，並以直線法於租賃期內攤銷。當租賃付款不能在租賃土地及樓宇部分之間作可靠分配，則整個物業一般分類為融資租賃項下的租賃土地。

外幣

於編製各個別集團實體的財務報表時，以該實體功能貨幣以外的貨幣(外幣)進行的交易乃按交易日期的當前匯率確認。於報告期末，以外幣計值的貨幣項目乃按該日的當前匯率重新換算。以外幣按歷史成本計量的非貨幣項目不予重新換算。

有關結清貨幣項目及重新換算貨幣項目產生的匯兌差額乃於其產生期間於損益內確認。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Foreign currencies (Continued)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's entities are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of the reporting period. Income and expenses items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

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

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

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

3. 重要會計政策(續)

外幣(續)

就呈列綜合財務報表而言，本集團實體的資產及負債乃按於報告期末當時的匯率換算為本集團的呈列貨幣(即港元)。收入及開支項目乃按該期間的平均匯率換算。所產生的匯兌差額(如有)於其他全面收益內確認並於權益項下之匯兌儲備內累計。

借貸成本

收購、興建或生產合資格資產(即需要大量時間方準備好作擬定用途或出售的資產)直接應佔的借貸成本乃加至該等資產的成本，直至該等資產已大致上準備好作其擬定用途或出售為止。

所有其他借貸成本乃在其產生期間的損益中確認。

稅項

所得稅開支指現時應付稅項與遞延稅項的總和。

目前應付稅項乃按年內應課稅溢利得出。應課稅溢利有別於除稅前溢利，原因是於其他年度應課稅或可扣減的收入或開支及永不課稅或扣減的項目。本集團的即期稅項負債乃使用於報告期末已經頒佈或大致頒佈的稅率計算。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Taxation (Continued)

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

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

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

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

3. 重要會計政策(續)

稅項(續)

遞延稅項乃按綜合財務報表內資產及負債的賬面值與計算應課稅溢利所用相應稅基之間的暫時差額確認。遞延稅項負債一般乃就所有應課稅暫時差額確認。遞延稅項資產一般乃就所有可扣減暫時差額確認，惟以可能動用應課稅溢利以抵銷該等可扣減暫時差額為限。倘初步確認(業務合併除外)交易中的資產及負債所產生的暫時差額既不影響應課稅溢利亦不影響會計溢利，該等遞延稅項資產及負債均不予確認。

遞延稅項資產的賬面值乃於報告期末審閱，並以不再可能具有充裕應課稅溢利用以容許將予收回的全部或部分資產為限予以扣減。

遞延稅項資產及負債均按於清償負債或變現資產期間應用的稅率(按照於報告期間前已經頒佈或大致頒佈的稅率(及稅法))計量。

計量遞延稅項負債及資產反映跟從本集團預期於報告期末收回或結清其資產及負債賬面值的方式的稅務結果。

當有法定可執行權利將即期稅項資產抵銷即期稅項負債時，以及當它們與同一稅務機關對同一應課稅實體徵收的所得稅有關時，遞延所得稅資產和負債均予以抵銷。

即期及遞延稅項均於損益中確認，惟倘其與其他全面收益中確認或直接於權益中確認的項目相關，則即期及遞延稅項亦分別於其他全面收益或直接於權益中確認。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Property, plant and equipment

Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of the reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

3. 重要會計政策(續)

物業、廠房及設備

物業、廠房及設備乃按成本減去其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表中列賬。

折舊乃確認以於其估計可使用年內使用直線法撇銷資產成本減去其剩餘價值。估計可使用年期、剩餘價值及折舊法均於報告期末審閱，而任何估計變動的影響均按提前基準入賬。

物業、廠房及設備項目乃於出售時或當持續使用資產預期不會產生未來經濟利益時終止確認。出售或棄用物業、廠房及設備項目所產生的任何收益或虧損乃按銷售所得款項與該資產賬面值之間的差額釐定，並於損益中確認。

單獨取得的無形資產

單獨取得的具有限可使用年期的無形資產乃按成本減累計攤銷及任何累計減值虧損列賬。具有限可使用年期的無形資產的攤銷乃以直線法就其估計可使用年期確認。估計可使用年期及攤銷方式乃於報告期末審閱，而估計任何變動的影響則按前臚基準入賬。

無形資產乃於出售時或當預期自使用或出售將不會產生未來經濟利益時終止確認。終止確認無形資產所產生的收益及虧損(按出售所得款項淨額與資產賬面值之間的差額計量)於終止確認資產時於損益中確認。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Impairment losses on property, plant and equipment and intangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment and intangible assets with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amounts of property, plant and equipment and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are also allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

3. 重要會計政策(續)

物業、廠房及設備及無形資產減值虧損

於報告期末，本集團檢討其有限可用年期的物業、廠房及設備及無形資產之賬面值，以確定該等資產有否任何跡象顯示出現減值虧損。倘任何該跡象存在，則估計相關資產之可收回金額，以確定減值虧損(如有)之程度。

物業、廠房及設備及無形資產之可收回金額將單獨估計。倘未能估計個別資產之可收回金額，本集團將估計資產所屬現金產生單位之可收回金額。

此外，本集團對是否有跡象顯示公司資產可能出現減值進行評估。倘存在有關跡象，於可識別合理一致的分配基準時，公司資產亦會分配至個別現金產生單位，否則有關資產會分配至可識別合理一致分配基準的現金產生單位最小組別。

於可識別合理一致的分配基準的情況下，公司資產亦會被分配到個別現金產生單位，否則或會被分配到可識別合理一致分配基準的現金產生單位最小組別中。

可收回金額乃公平值減出售成本及使用價值之較高者。在評估使用價值時，預計未來現金流量按照可以反映當前市場對貨幣時間價值及該資產(或現金產生單位)之特定風險評估(而未來現金流量之估計並無就此調整)之稅前折現率折算至現值。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Impairment losses on property, plant and equipment and intangible assets (Continued)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Retirement benefit costs

Payments to the Mandatory Provident Fund Scheme are charged as an expense when employees have rendered service entitling them to the contributions.

3. 重要會計政策(續)

物業、廠房及設備及無形資產減值虧損(續)

倘估計資產(或現金產生單位)的可收回金額低於其賬面值,則資產(或現金產生單位)的賬面值將調減至其可收回金額。就未能按合理一致的基準分配至現金產生單位的企業資產或部分企業資產,本集團會比較一個組別的現金產生單位賬面值(包括已分配至該組現金產生單位的企業資產或部分企業資產的賬面值)與該組現金產生單位的可收回金額。於分配減值虧損時,減值虧損首先分配以扣減任何商譽的賬面值(如適用),其後按該單位或一組現金產生單位各項資產的賬面值所佔比例分配至其他資產。資產賬面值不得減少至低於其公平值減出售成本(如可計量)、其使用價值(如可釐定)及零之中的最高值。已另行分配至資產的減值虧損金額按比例分配至該單位或一組現金產生單位的其他資產。減值虧損即時於損益確認。

倘減值虧損其後撥回,則資產(或現金產生單位或一組現金產生單位)的賬面值會上調至其經修訂的估計可收回金額,惟就此已上調的賬面值不得超出資產(或現金產生單位或一組現金產生單位)於過往年度並無確認減值虧損時釐定的賬面值。減值虧損撥回即時於損益確認。

退休福利成本

強制性公積金計劃的付款於僱員提供服務使其有權獲得供款時作為開支收取。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories are determined on a first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated cost of completion and cost necessary to make the sale.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

3. 重要會計政策 (續)

短期僱員福利

短期僱員福利於僱員提供服務時按預期將支付的未貼現福利金額確認。除非另有香港財務報告準則規定或允許將福利計入資產成本，否則所有短期僱員福利均確認為開支。

存貨

存貨乃按成本與可變現淨值的較低者列賬。存貨成本乃按先進先出法釐定。可變現淨值指存貨的估計售價減所有估計完成成本及進行銷售所需的成本。

金融工具

金融資產及金融負債於集團實體成為工具合約條文的訂約方時予以確認。所有日常買賣的金融資產於交易日確認及終止確認。日常買賣指須根據市場規則或慣例訂立的時間內交收資產的金融資產買賣。

金融資產及金融負債初次按公平值計量，惟與客戶合約產生的貿易應收款項除外，其初次根據香港財務報告準則第15號計量。收購或發行金融資產及金融負債（按公平值計入損益的金融資產或金融負債除外）直接應佔的交易成本均於初次確認時加入至或扣除自金融資產或金融負債的公平值（按適用者）。收購按公平值計入損益的金融資產或金融負債直接應佔的交易成本即時於損益中確認。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest which are derived from the Group's ordinary course of business are presented as revenue.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

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

All other financial assets are subsequently measured at fair value. All of the Group's financial assets are subsequently measured at amortised costs.

3. 重要會計政策(續)

金融工具(續)

實際利率法為計算金融資產或金融負債攤銷成本及於相關期間分配利息收入及利息開支所用的方法。實際利率法為於初次確認時將金融資產或金融負債預期年內或(倘適當)較短期間的估計未來現金收入及款項(包括組成實際利率一部分的所有已付或已收費用及點數、交易成本及其他溢價或折讓)準確折現至賬面淨值的利率。

於本集團日常業務過程中產生的利息呈列為收益。

金融資產

金融資產的分類及其後計量

符合下列條件的金融資產其後按攤銷成本計量：

- 金融資產乃按目標為持有金融資產以收取合約現金流量的業務模式持有；及
- 合約條款於指定日期產生的現金流量純粹為支付本金及未償還本金的利息。

所有其他金融資產其後按公平值計量。本集團的所有金融資產其後按攤銷成本計量。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below).

For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“**ECL**”) model on financial assets (including trade and other receivables, deposits and bank balances, which are subject to impairment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“**12m ECL**”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date.

The Group applies the HKFRS 9 simplified approach to measure ECL which uses a lifetime ECL for all trade receivables and measures the lifetime ECL on each debtor individually based on the present value of the difference between the contractual cash flows that are due to the Group under the contract and the cashflows that the Group expects to receive, with the consideration of forward looking information.

3. 重要會計政策 (續)

金融工具 (續)

金融資產 (續)

攤銷成本及利息收入

利息收入就其後按攤銷成本計量的金融資產採用實際利率法確認。利息收入透過將實際利率用於金融資產總賬面值來計算，惟其後已變為信貸減值的金融資產(見下文)除外。

就其後已變為信貸減值的金融資產而言，利息收入透過將實際利率用於自下個報告期起計的金融資產攤銷成本來確認。倘信貸減值金融工具的信貸風險降低令金融資產不再維持信貸減值，則利息收入於斷定資產不再維持信貸減值後，透過將實際利率用於自報告期開始起計的金融資產總賬面值來確認。

金融資產減值

本集團根據預期信託虧損(「**預期信貸虧損**」)模式對根據香港財務報告準則第9號須予減值金融資產(包括貿易及其他應收款項、按金及銀行結餘)進行減值評估。預期信貸虧損的金額於各報告日期更新，以反映信貸風險自初次確認以來的變動。

全期預期信貸虧損指相關工具於其預計年期內所有可能違約事件產生的預期信貸虧損。相反，12個月預期信貸虧損(「**12個月預期信貸虧損**」)指預計於報告日期後12個月內可能發生的違約事件產生的全期預期信貸虧損部分。

本集團應用香港財務報告準則第9號簡易方法計量預期信貸虧損，其對所有貿易應收款項及使用存續期預期信貸虧損，並基於根據合約應付本集團合約現金流與本集團預期收取的現金流之間差額對各債務個人個別計量存續期預期信貸虧損，當中考慮前瞻性資料。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

Significant increase in credit risk

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

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;

3. 重要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

就所有其他工具而言，本集團計量等於12個月預期信貸虧損的虧損撥備，除非當信貸風險自初次確認以來顯著上升，則本集團確認全期預期信貸虧損。是否應以全期預期信貸虧損確認乃根據自初次確認以來發生違約的可能性或風險顯著上升而評估。

信貸風險大幅增加

於評估信貸風險是否自初次確認以來已大幅增加時，本集團比較金融工具於報告日期出現違約的風險與該金融工具於初次確認日期出現違約的風險。作此評估時，本集團均會考慮合理及有理據的定量及定性資料，包括過往經驗及毋須花費不必要成本或精力即可獲得的前瞻性資料。

尤其是，評估信貸風險是否大幅增加時會考慮下列資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期重大惡化；
- 信貸風險的外界市場指標的重大惡化，例如信貸息差大幅增加；
- 預期將導致債務人履行其債務責任的能力大幅下降的業務、財務或經濟狀況的現有或預測不利變動；
- 債務人經營業績的實際或預期重大惡化；

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Significant increase in credit risk (Continued)

- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if:

- it has a low risk of default;
- the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and
- adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of "investment grade" as per globally understood definitions.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

3. 重要會計政策 (續)

金融工具 (續)

金融資產 (續)

信貸風險大幅增加 (續)

- 導致債務人履行其債務責任的能力大幅下降的債務人所在監管、經濟或技術環境的實際或預期重大不利變動。

無論上述評估結果如何，本集團假定合約付款逾期超過30日時，信貸風險自初次確認以來已大幅增加，除非本集團有合理及可靠資料證明可予收回則當別論。

儘管上文所述，倘於報告日期債務工具的信貸風險釐定為低，本集團假設債務工具的信貸風險自初次確認以來並無大幅提高。倘屬以下情況，則債務工具的信貸風險釐定為低：

- 債務工具違約風險低；
- 借款人短期內履行合約現金流量責任的能力強勁；及
- 經濟及營商環境較長期的不利變動可能（但未必）會降低借款人履行合約現金流量責任的能力。

當按照全球理解的定義債務工具的內部或外部信貸評級為「投資級別」，則本集團將視該債務工具的信貸風險為低。

本集團定期監察用以識別信貸風險曾否顯著增加的標準的成效，並於適當時候作出修訂，從而確保有關標準能夠於款項逾期前識別信貸風險顯著增加。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Also, the Group considers that default has occurred when the instrument is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial assets have been occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- Significant financial difficulty of the issuer of the borrower; or
- A breach of contract, such as a default or past due event; or
- The lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- It is becoming probably that the borrower will enter bankruptcy or other financial reorganisation.

3. 重要會計政策(續)

金融工具(續)

金融資產(續)

違約定義

本集團認為以下事項構成內部信貸風險管理違約事件，此乃由於過往經驗顯示符合以下任何一項標準的應收款項通常無法收回：

- 交易對手方違反財務契約時；或
- 內部產生或自外部取得的資料顯示，債務人不大可能支付全額款項予債權人(包括本集團)(並未考慮本集團所持有的任何抵押品)。

此外，本集團視工具逾期超過90日為違約，除非本集團有合理及可靠資料證明更寬鬆的違約標準更為合適則另作別論。

發生信貸減值的金融資產

當發生一個或多個事件對金融資產的估計未來現金流量有不利影響時，則金融資產已發生信貸減值。金融資產已發生信貸減值的證據包括關於以下事件的可觀察數據：

- 發行人或借款人出現重大財務困難；或
- 違反合約，例如拖欠或逾期事件；或
- 由於與借款人財務困難相關的經濟或合約原因，借款人的貸款方已向借款人授予貸款方原本不會考慮的特許權；或
- 借款人可能破產或進行其他財務重組。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice when appropriate. Any recoveries made are recognised in profit or loss.

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

For financial guarantee contracts, the loss allowances are recognised at the higher of the amount of the loss allowance determined in accordance with HKFRS 9; and the amount initially recognised less, where appropriate, cumulative amount of income recognised over the guarantee period.

3. 重要會計政策 (續)

金融工具 (續)

金融資產 (續)

撇銷政策

當有資料顯示交易對手方陷入嚴重財務困難及並無實際可收回預期(例如當交易對手方被清盤或已進入破產程序時或(就貿易應收款項而言)該等款項已逾期兩年以上時(以較早發生者為準))，本集團會把該金融資產撇銷。已經撇銷的金融資產可能在適當時考慮法律意見之後根據本集團的收回程序被採取強制行動。任何收回均於損益中確認。

計量及確認預期信貸虧損

預期信貸虧損的計量為一項違責機率、違責損失率(即違責時的損失大小)及違責風險承擔功能。評估違責機率及違責損失率乃基於按前瞻性資料作出調整的歷史數據進行。預期信貸虧損的估計反映無偏頗及概率加權數額，其乃根據加權的相應違約風險而釐定。

一般而言，預期信貸虧損乃按根據合約應付本集團的所有合約現金流量與本集團預期將收取的所有現金流量的差額估計，並按初次確認時釐定的實際利率貼現。

利息收入乃根據金融資產之賬面總額計算，除非金融資產出現信貸減值，在此情況下，利息收入根據金融資產之攤銷成本計算。

就財務擔保合約而言，虧損撥備乃根據香港財務報告準則第9號釐定的虧損撥備與初次確認金額當中較高者，減去(倘適用)擔保期間所確認累計收入。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Measurement and recognition of ECL (Continued)

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount with the exception of trade receivables where the correspondence adjustment is recognised through a loss allowance account.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments that are issued are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Financial liabilities at amortised cost

The Group's financial liabilities including trade and other payables and bank borrowings are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. 重要會計政策(續)

金融工具(續)

金融資產(續)

計量及確認預期信貸虧損(續)

本集團通過調整所有金融工具的賬面值而於損益內確認其減值收益或虧損，惟貿易應收款項除外，其相應調整通過虧損撥備賬戶確認。

取消確認金融資產

僅於資產現金流量之合約權利屆滿時，本集團方會取消確認金融資產。

於取消確認按攤銷成本計量的金融資產時，資產賬面值與所收取及應收取之代價總和之間的差額於損益中確認。

金融負債及權益

分類為負債或權益

已發行的債務及權益工具乃按合約安排的實質以及金融負債及權益工具的定義分類為金融負債或權益。

權益工具

權益工具指證明在扣除實體所有負債後在其資產中擁有剩餘權益的任何合約。本集團發行的權益工具乃按已收取的所得款項(扣除直接發行成本)確認。

按攤銷成本列賬的金融負債

本集團的金融負債包括其後採用實際利率法按攤銷成本計量的貿易及其他應付款項及銀行借款。

取消確認金融負債

本集團之義務已予解除、取消或已終止後，本集團方會取消確認金融負債。已取消確認金融負債之賬面值與已付及應付代價間之差額於損益中確認。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

A financial guarantee contract is recognised initially at its fair value. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of obligation under the contract, as determined in accordance with HKAS 37 “Provisions, Contingent Liabilities and Contingent Assets” (before application of HKFRS 9 on 1 January 2018)/the amount of the loss allowance determined in accordance with HKFRS 9 (since 1 January 2018); and (ii) the amount initially recognised less, where applicable, cumulative amortisation recognised in accordance with the revenue recognition policy.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group’s accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

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

3. 重要會計政策(續)

財務擔保合約

財務擔保合約為規定發出人支付指定金額，以補償持有人由於指定欠債人未能根據債務工具條款於到期時付款而蒙受之損失。

財務擔保合約初次按公平值確認。於初次確認後，本集團以(i)根據香港會計準則第37號「撥備、或然負債及或然資產」釐定的合約責任金額(於2018年1月1日應用香港財務報告準則第9號前)／根據香港財務報告準則第9號(自2018年1月1日起)釐定的虧損撥備金額；及(ii)初次確認的金額減(如適用)根據收益確認政策的累計攤銷，兩者中以較高者計算財務擔保合約。

4. 估計不確定因素的主要來源

於應用本集團的會計政策(載述於附註3)時，本公司董事須就並非可即時自其他來源獲得的資產及負債賬面值作出判斷、估計及假設。該等估計及相關假設乃按過往經驗及被視為相關的其他因素得出。實際結果可能有別於該等估計。

估計及相關假設乃按持續基準審閱。倘修訂僅影響該期間，會計估計修訂乃於修訂估計的期間確認，或倘修訂影響當前及未來期間，則於修訂及未來期間確認。

以下為於報告期末有關未來而具有對下一財政年度內的資產及負債賬面值造成重大調整的重大風險的主要假設以及其他估計不確定因素的主要來源。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Provision of ECL for trade receivables

The Group estimates the amount of loss allowance of accounts receivables based on the credit risk and past due status of accounts receivables. The loss allowance amount is measured as the present value of the difference between the contractual cash flows that are due to the Group under the contract and the cash flows that the Group expects to receive, with the consideration of forward-looking information. The assessment of credit risk of accounts receivables involves high degree of estimation and uncertainty. When the actual future cash flows are less than expected or more than expected, a material impairment loss or a material reversal of impairment loss may arise accordingly. Details of the carrying amounts of trade receivables at the end of each reporting period are set out in note 17 to the consolidated financial statements.

5. REVENUE AND SEGMENT INFORMATION

(a) Revenue

Revenue from contracts with customers represents the fair value of amounts received and receivable from the sales of apparel products with the provision of supply chain management services to customers by the Group.

Timing of revenue recognition and category of revenue

Recognised at a point in time and short-term contracts:	於某個時間點及短期合約確認：
Sales of apparel products with the provision of supply chain management services to customers	向客戶銷售服裝產品及提供服裝供應鏈管理服務

4. 估計不確定因素的主要來源(續)

貿易應收款項的預期信貸虧損撥備

本集團按應收賬款的信貸風險及逾期狀況估計應收賬款的虧損撥備金額。虧損撥備金額按根據合約應付本集團合約現金流與本集團預期收取的現金流之間的差額現值計量，當中考慮前瞻性資料。應收賬款的信貸風險評估涉及高度估計及不明朗因素。當實際未來現金流少於預期或超過預期，重大減值虧損或重大減值虧損撥回可能因此產生。貿易應收款項於各報告期末的賬面值詳情載於綜合財務報表附註17。

5. 收益及分部資料

(a) 收益

來自客戶合約收益指本集團向客戶提供供應鏈管理服務所產生服裝產品銷售的已收及應收款項的公平值。

收益確認時間及收益分類

	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
	84,686	111,862

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5. REVENUE AND SEGMENT INFORMATION

(Continued)

(a) Revenue (Continued)

Timing of revenue recognition and category of revenue (Continued)

The customers of the Group are mainly the apparel sourcing agents in Europe. All of the Group's sales of apparel products with the provision of supply chain management services are provided directly to the customers. Contracts with the Group's customers are fixed-price contracts.

All revenue contracts are for period of one year or less. As permitted by HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

The following table sets forth a breakdown of the Group's revenue by product category.

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Knitwear	針織品	78,317	103,560
T-shirts	T恤衫	2,710	4,112
Woven	梭織	3,659	4,190
		84,686	111,862

5. 收益及分部資料(續)

(a) 收益(續)

收益確認時間及收益分類(續)

本集團的客戶主要為歐洲的服裝採購代理商。本集團所有提供供應鏈管理服務的服裝產品銷售均直接向客戶提供。與本集團客戶訂立的合約為固定價格合約。

所有收益合約為期一年或以下。如香港財務報告準則第15號所准許，分配至該等未達成合約的交易價格並無披露。

下表按產品類別載列本集團的收入明細。

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5. REVENUE AND SEGMENT INFORMATION

(Continued)

(a) Revenue (Continued)

Timing of revenue recognition and category of revenue (Continued)

The following table sets forth a breakdown of the Group's revenue by customer type.

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Apparel sourcing agent	服裝採購代理	58,839	74,726
Boutique shop	時裝店	19,014	28,566
Department store	百貨公司	6,833	8,570
		84,686	111,862

(b) Segment information

The Group's operating segment is determined based on information reported to the chief operating decision maker (the "CODM") of the Group, being the executive directors of the Company throughout the year, for the purpose of resource allocation and performance assessment. For management purpose, the Group operates in one business unit based on their products, and its sole operating segment is the sales of apparel products with the provision of apparel supply chain management. The CODM monitors the revenue, results, assets and liabilities of its business unit as a whole and regularly reviews financial information prepared in accordance with HKFRSs which is consistent with those presented in this report, and without further discrete financial information. Accordingly, no analysis of segment information other than entity-wide information is presented.

5. 收益及分部資料(續)

(a) 收益(續)

收益確認時間及收益分類(續)

下表按客戶種類載列本集團的收入明細。

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Apparel sourcing agent	服裝採購代理	58,839	74,726
Boutique shop	時裝店	19,014	28,566
Department store	百貨公司	6,833	8,570
		84,686	111,862

(b) 分部資料

本集團的經營分部乃根據年內就資源分配及表現評估向本集團主要經營決策者(即本公司的執行董事)(「主要經營決策者」)呈報的資料釐定。就管理而言，本集團根據其產品經營一個業務單位，及其唯一經營分部：提供服裝供應鏈管理銷售服裝產品。主要經營決策者監控其業務單位的整體收益、業績、資產及負債，並定期審閱根據香港財務報告準則編製的財務資料，該等財務資料與綜合財務報表所呈列者一致，且並無其他獨立財務資料。因此，並無呈列除實體範圍資料外的分部資料分析。

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5. REVENUE AND SEGMENT INFORMATION

(Continued)

(b) Segment information (Continued)

Geographical information

The Group's operations are mainly located in Hong Kong.

The Group's revenue from customers by geographical location of customers.

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Germany	德國	64,550	71,112
France	法國	11,742	17,900
Korea	韓國	–	12,397
Austria	奧地利	4,633	6,434
Switzerland	瑞士	3,435	3,288
Others	其他	326	731
		84,686	111,862

Revenue from customers individually contributing over 10% of the Group's revenue of the corresponding year are as follows:

個別佔本集團相應年度收益10%以上的客戶收益如下：

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Customer A	客戶A	30,830	31,483
Customer B	客戶B	21,881	24,499
Customer C	客戶C	9,311	–*
Customer D	客戶D	–#	12,397

No revenue was generated from the relevant customer for the year.

年內概無來自相關客戶產生的收益。

* The corresponding revenue does not contribute over 10% of the Group's revenue.

* 相應的收益佔本集團收益不超過10%。

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5. REVENUE AND SEGMENT INFORMATION

(Continued)

(b) Segment information (Continued)

Geographical information (Continued)

Non-current assets (excluding deposits) by geographical location of assets are detailed below:

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Hong Kong	香港	29,038	30,004
Germany	德國	7,583	8,583
		36,621	38,587

5. 收益及分部資料(續)

(b) 分部資料(續)

地區資料(續)

按資產地理位置劃分的非流動資產(不包括存款)詳情如下:

6. OTHER INCOME

6. 其他收入

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Sample sales income	樣品銷售收入	600	1,927
Financial guarantee income (note below)	財務擔保收入(見以下附註)	-	816
Bank interest income	銀行利息收入	14	16
Other interest income	其他利息收入	35	-
		649	2,759

Note: During the year ended 31 December 2017, the Group and certain companies controlled by Mr. Murray Ko and his spouse entered into several banking facilities agreements and cross guarantees are provided by the Group and the companies controlled by Mr. Murray Ko and his spouse. Since the personal guarantee, corporate guarantee and securities provided by related parties were released upon the Listing, and the entire balance of bank borrowing as at 31 December 2017 is fully settled during year ended 31 December 2018. Accordingly, an amount of HK\$816,000 in respect of financial guarantee income was credited to profit or loss for the year ended 31 December 2018.

附註: 於截至2017年12月31日止年度, 本集團及由高錫印先生及其配偶控制的若干公司訂立數份銀行融資協議, 並由本集團及高錫印先生及其配偶控制的公司提供交叉擔保。由於由關連方提供的個人擔保、公司擔保及擔保已於上市後獲解除, 且於2017年12月13日的銀行借款的全部結餘已於截至2018年12月31日止年度悉數結清。因此, 財務擔保收入816,000港元計入截至2018年12月31日止年度的損益內。

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7. OTHER LOSSES

7. 其他虧損

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Bad debts written off in respect of trade receivables	就貿易應收款項撇銷壞賬	627	-
Net foreign exchange losses	外匯虧損淨額	332	127
		959	127

8. FINANCE COSTS

8. 財務成本

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Interest on bank borrowings	銀行借款利息	482	153

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9. PROFIT BEFORE TAX

Profit before tax has been arrived at after charging:

9. 除稅前溢利

除稅前溢利乃經扣除以下各項後達致：

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Employee benefit expenses	僱員福利開支		
– Directors' remuneration (note 11)	– 董事薪酬(附註11)	2,377	2,511
– Other staff costs	– 其他員工成本		
– Salaries and other benefits	– 工資及其他福利	2,314	2,506
– Retirement benefit scheme contributions	– 退休福利計劃供款	98	103
Auditor's remuneration	核數師酬金	400	900
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,176	379
Amortisation of intangible assets	無形資產攤銷	1,000	1,000
Cost of inventories recognised as cost of sales	確認為銷售成本的存貨成本	63,069	80,002
Minimum lease payment under operating leases in respect of land and building	土地及樓宇經營租賃的最低租賃付款	47	279

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10. INCOME TAX EXPENSES

10. 所得稅開支

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Hong Kong Profits Tax:	香港利得稅：		
— Current tax	— 即期稅	860	3,081
Deferred taxation (note 22)	遞延稅項(附註22)	29	160
		889	3,241

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25% and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Accordingly, starting from the year ended 31 December 2018, the Hong Kong profits tax is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

於2018年3月21日，香港立法會通過2017年稅務(修訂)(第7號)條例草案(「**條例草案**」)，引入兩級利得稅率制度。該條例草案於2018年3月28日簽署成為法律，並於翌日刊憲。根據兩級利得稅率制度，合資格集團實體的首2,000,000港元溢利將按8.25%的稅率納稅，而2,000,000港元以上的溢利將按16.5%的稅率納稅。不符合兩級利得稅率制度資格的集團實體的溢利將繼續按16.5%的劃一稅率納稅。

因此，自截至2018年12月31日止年度起，香港利得稅按首2,000,000港元應課稅溢利的8.25%及2,000,000港元以上應課稅溢利的16.5%計算。

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10. INCOME TAX EXPENSES (Continued)

The tax charge for the year can be reconciled to the profit before tax per the consolidated statements of profit or loss and other comprehensive income as follows:

10. 所得稅開支(續)

年內稅項開支可與綜合損益及其他全面收益表的除稅前溢利對賬如下：

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Profit before tax	除稅前溢利	4,032	15,753
Tax at the applicable Hong Kong Profits Tax rates (16.5%)	按適用香港利得稅稅率(16.5%) 計算的稅項	665	2,599
Tax effect of income not taxable for tax purposes	毋須課稅收入的稅務影響	(2)	(137)
Tax effect of expenses not deductible for tax purposes	不可扣稅開支的稅務影響	391	944
Income tax at concessionary rate	按減免稅率的所得稅	(165)	(165)
Income tax expenses for the year	年內所得稅開支	889	3,241

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11. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

(a) Directors' and the chief executive's emoluments

Mr. Ko Man Ho is the chief executive of the Company. Mr. To King Yan, Adam, Mr. Chan Kim Sun and Mr. Kwok Chee Kin were appointed as independent non-executive directors of the Company on 16 April 2018.

The remuneration paid or payable to the directors of the Company were as follows:

For the year ended 31 December 2019

11. 董事、主要行政人員及僱員酬金

(a) 董事及主要行政人員酬金

高文灝先生為本公司行政總裁。杜景仁先生、陳劍樂先生及郭志堅先生於2018年4月16日獲委任為本公司獨立非執行董事。

已付或應付本公司董事之薪酬如下：

截至2019年12月31日止年度

		Salaries and other benefits	Performance related bonuses	Contributions to retirement benefits scheme	Total
	Fee	薪金及 其他福利	績效 相關花紅	退休福利 計劃供款	總計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Executive directors	執行董事				
Mr. Ko	高先生	291	-	14	305
Ko Man Ho	高文灝	-	884	18	902
Cheng Ka Wing	鍾嘉榮	-	792	18	810
		291	1,676	50	2,017
Independent non-executive directors	獨立非執行董事				
To King Yan, Adam	杜景仁	120	-	-	120
Chan Kim Sun	陳劍樂	120	-	-	120
Kwok Chee Kin	郭志堅	120	-	-	120
		360	-	-	360
		651	1,676	50	2,377

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11. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

(a) Directors' and the chief executive's emoluments (Continued)

For the year ended 31 December 2018

	Fee	Salaries and other benefits	Performance related bonuses	Contributions to retirement benefits scheme	Total
	袍金	薪金及其他福利	相關花紅	退休福利計劃供款	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元
Executive directors					
執行董事					
Mr. Ko	291	-	-	15	306
Ko Man Ho	-	955	-	18	973
Cheng Ka Wing	-	977	-	18	995
	291	1,932	-	51	2,274
Independent non-executive directors					
獨立非執行董事					
To King Yan, Adam	79	-	-	-	79
Chan Kim Sun	79	-	-	-	79
Kwok Chee Kin	79	-	-	-	79
	237	-	-	-	237
	528	1,932	-	51	2,511

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and its subsidiaries, if applicable.

上文所示執行董事酬金乃就其管理本公司及其附屬公司(如適用)事務的服務所支付。

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

上文所示獨立非執行董事酬金乃就其作為本公司董事的服務所支付。

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11. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

(b) Five highest paid employees' emoluments

The below table shows the five highest paid individuals of the Group during the year, of which two (2018: two) are directors of the Company for the years ended 31 December 2018 and 2019.

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Salaries and other benefits	薪金及其他福利	2,954	3,295
Performance related bonuses	績效相關花紅	-	-
Retirement benefit scheme contributions	退休福利計劃供款	85	85
		3,039	3,380

The number of the highest paid employees who are not the directors of the Company whose remuneration fell within the following bands is as follows:

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Nil to HK\$1,000,000	零至1,000,000港元	3	3

During the year, no emoluments were paid by the Group to any of the directors of the Company or the chief executive of the Group or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors waived any emoluments during the year. There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

11. 董事、主要行政人員及僱員酬金(續)

(b) 五名最高薪酬僱員的酬金

下表顯示年內本集團的五名最高薪酬人士，其中兩名(2018年：兩名)人士於截至2018年及2019年12月31日止年度為本公司董事。

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Salaries and other benefits	薪金及其他福利	2,954	3,295
Performance related bonuses	績效相關花紅	-	-
Retirement benefit scheme contributions	退休福利計劃供款	85	85
		3,039	3,380

並非本公司董事的最高薪酬僱員人數如下，其薪酬處於以下範圍：

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Nil to HK\$1,000,000	零至1,000,000港元	3	3

年內，本集團概無向任何本公司董事或本集團主要行政人員或五名最高薪人士支付任何酬金，為加入本集團或於加入本集團後的獎勵或離任補償。年內，概無董事放棄任何酬金。年內概無董事或行政總裁據此放棄或同意放棄任何薪酬的安排。

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12. DIVIDENDS

12. 股息

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Dividends for ordinary shareholders of the Company recognised as distribution during the year:	於年內確認為分派的本公司普通股股東的股息：		
2019 Interim — HK\$0.01 per share (2018: 2018 interim dividend of HK\$6,500,000 to its then sole shareholder before Listing)	2019年中期 — 每股0.01港元 (2018年：於上市前向其當時唯一股東派付2018年中期股息 6,500,000港元)	10,000	6,500
2019 Third Quarter — Nil (2018: 2018 third quarter dividend of HK\$0.01 per share)	2019年第三季度 — 零 (2018年：2018年第三季度股息 每股0.01港元)	—	10,000
2018 Final — HK\$0.013 per share (2017: Nil)	2018年末期 — 每股0.013港元 (2017年：零)	13,000	—
		23,000	16,500

Subsequent to the end of the reporting period, a final dividend in respect of the year ended 31 December 2019 of HK\$0.0075 per ordinary share, in an aggregate amount of HK\$7.5 million, has been proposed by the directors of the Company and is subject to approval by the shareholders in the forthcoming general meeting. This proposed dividend is not reflected as dividend payable in these consolidated financial statements, but will be reflected as an appropriation of retained earnings for the year ending 31 December 2020.

於報告期末之後，本公司董事建議派付截至2019年12月31日止年度末期股息每股普通股0.0075港元(總額7,500,000港元)，並須經股東於應屆股東大會上批准。該等建議股息並未於該等綜合財務報表中反映為應付股息，惟將反映為截至2020年12月31日止年度的保留盈利分配。

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13. EARNINGS PER SHARE

The calculation of the basic earnings per share is based on the following data:

13. 每股盈利

每股基本盈利乃基於以下數據計算：

	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Earnings:		
Earnings for the purpose of calculating basic earnings per share (profit for the year)	3,143	12,512
	'000 千股	'000 千股
Number of shares:		
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	1,000,000	915,753

For the year ended 31 December 2018, the weighted average number of ordinary shares for the purpose of calculating basic earnings per share has been determined on the assumption that the Capitalisation Issue had been effective on 1 January 2018.

No diluted earnings per share for both years were presented as there were no potential ordinary shares outstanding for both years.

截至2018年12月31日止年度，用於計算每股基本盈利的普通股加權平均數已假設資本化發行已於2018年1月1日生效而釐定。

由於兩個年度內均無任何潛在已發行普通股，故兩個年度均無呈每股攤薄盈利。

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14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Leasehold land and building 租賃土地 及樓宇 HK\$'000 千港元	Leasehold improvement 租賃物業 裝修 HK\$'000 千港元	Computer and office equipment 電腦及 辦公設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本				
As at 1 January 2018	於2018年1月1日	–	–	594	594
Additions	添置	29,877	–	–	29,877
As at 31 December 2018	於2018年12月31日	29,877	–	594	30,471
Accumulated depreciation	累計折舊				
As at 1 January 2018	於2018年1月1日	–	–	88	88
Charge for the year	年內開支	260	–	119	379
As at 31 December 2018	於2018年12月31日	260	–	207	467
Net book value	賬面淨值				
As at 31 December 2018	於2018年12月31日	29,617	–	387	30,004
Cost	成本				
As at 1 January 2019	於2019年1月1日	29,877	–	594	30,471
Additions	添置	–	210	–	210
As at 31 December 2019	於2019年12月31日	29,877	210	594	30,681
Accumulated depreciation	累計折舊				
As at 1 January 2019	於2019年1月1日	260	–	207	467
Charge for the year	年內開支	1,039	18	119	1,176
As at 31 December 2019	於2019年12月31日	1,299	18	326	1,643
Net book value	賬面淨值				
As at 31 December 2019	於2019年12月31日	28,578	192	268	29,038

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14. PROPERTY, PLANT AND EQUIPMENT

(Continued)

The above items of property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

Leasehold land and buildings	Over the term of remaining land lease
Leasehold improvement	Over the term of remaining land lease
Computer and office equipment	20%

As at 31 December 2019, leasehold land and building of the Group with carrying value of approximately HK\$28,578,000 (2018: HK\$29,617,000) were pledged with a bank to secure a loan granted to the Group.

14. 物業、廠房及設備(續)

上述物業、廠房及設備項目乃每年按以下比率按直線法進行折舊：

租賃土地及樓宇	於餘下土地租賃年期內
租賃物業裝修	於餘下土地租賃年期內
電腦及辦公設備	20%

於2019年12月31日，本集團賬面值約28,578,000港元(2018年：29,617,000港元)的租賃土地及樓宇抵押予一間銀行，以取得授予本集團的貸款。

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15. INTANGIBLE ASSETS

15. 無形資產

		Trademarks
		商標
		HK\$'000
		千港元
Cost	成本	
As at 1 January 2018, 31 December 2018, 1 January 2019 and 31 December 2019	於2018年1月1日、2018年12月31日、2019年1月1日及2019年12月31日	10,000
Amortisation	攤銷	
As at 1 January 2018	於2018年1月1日	417
Charger for the year	年內開支	1,000
As at 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	1,417
Charge for the year	年內開支	1,000
As at 31 December 2019	於2019年12月31日	2,417
Carrying amount	賬面值	
As at 31 December 2019	於2019年12月31日	7,583
As at 31 December 2018	於2018年12月31日	8,583

The above intangible assets have finite useful lives. Such intangible assets are amortised on a straight-line basis over the following periods:

上述無形資產具有有限使用年期。該等無形資產於以下期間以直線法攤銷：

Trademarks	10 years	商標	10年
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16. INVENTORIES

16. 存貨

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Finished goods in transit	在運製成品	2,804	1,557

17. TRADE AND OTHER RECEIVABLES, PREPAYMENT AND DEPOSITS

17. 貿易及其他應收款項、預付款項及按金

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Trade receivables	貿易應收款項	3,207	18,866
Other receivables	其他應收款項	10	-
Rental and utilities deposits	租金及公用事業按金	67	153
Prepayments	預付款項	4,792	7,821
		8,076	26,840
Presented as non-current assets	呈列為非流動資產	67	153
Presented as current assets	呈列為流動資產	8,009	26,687
		8,076	26,840

As at 31 December 2018, included in the balance of prepayments, there is an amount of HK\$2,484,000 paid to a related company namely Meridian Industries Garment (Cambodia) Limited (“MIGCL”) which it is controlled by Mr. Murray Ko, brother of Mr. Ko and his spouse, such balance is in connection with the sales of apparel products with the provision of supply chain management services. As at the end of the reporting period, the Group did not have any outstanding balance with MIGCL.

於2018年12月31日，向一間關連公司 Meridian Industries Garment (Cambodia) Limited (「MIGCL」，由高先生的胞兄高錫印先生及其配偶所控制) 支付款項2,484,000 港元，該等結餘與服裝產品銷售及提供服裝供應鏈管理服務有關。於報告期末，本集團並無任何與MIGCL的未結清結餘。

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17. TRADE AND OTHER RECEIVABLES, PREPAYMENT AND DEPOSITS (Continued)

The Group either demands for full settlement upon delivery of goods or allows credit periods of no longer than 30 days upon delivery of goods, except that the Group allows credit period of no longer than 120 days upon delivery of goods for certain customers.

The following is an ageing analysis of trade receivables of the Group net of allowance for credit losses, if any presented based on the invoice dates:

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Trade receivables	貿易應收款項		
0 to 30 days	0至30天	2,263	7,728
31 to 60 days	31至60天	19	2,453
61 to 90 days	61至90天	3	853
Over 90 days	90天以上	922	7,832
		3,207	18,866

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. Credit limits attributed to customers and credit term granted to customers are reviewed regularly. The majority of the trade receivables that are neither past due nor impaired have no history of defaulting on repayments.

The Group applies the HKFRS 9 simplified approach to measure ECL which uses a lifetime ECL for all trade receivables and measures the lifetime ECL on each debtor individually.

As at 31 December 2019, included in the trade receivables were an aggregate amount of HK\$2,057,000 (2018: HK\$12,898,000) which are not past due and regarded as having low default risk by the management of the Company based on regular repayment history in the ECL assessment.

17. 貿易及其他應收款項、預付款項及按金(續)

本集團要求於交付貨物時全數結清或授出由交付貨物起不多於30天的信貸期，除了若干客戶，本集團授出由交付貨物起計不多於120天的信貸期。

以下為本集團任何按發票日期呈列的貿易應收款項的賬齡分析(扣除信貸虧損撥備)：

	2019	2018
	2019年	2018年
	HK\$'000	HK\$'000
	千港元	千港元
Trade receivables		
0 to 30 days	2,263	7,728
31 to 60 days	19	2,453
61 to 90 days	3	853
Over 90 days	922	7,832
	3,207	18,866

在接納任何新客戶前，本集團評估對潛在客戶的信貸質素，並釐定客戶的信貸額度。劃撥客戶的信貸額度及授予客戶的信貸期會定期檢討。並無逾期亦無減值的大部分貿易應收款項並無拖欠還款記錄。

本集團應用香港財務報告準則第9號簡易方法以計量預期信貸虧損，其對所有貿易應收款項及使用存續期預期信貸虧損，並對各債務個人個別計量存續期預期信貸虧損。

於2019年12月31日，貿易應收款項總額2,057,000港元(2018年：12,898,000港元)並無逾期，且本公司管理層基於預期信貸虧損評估的定期還款歷史視其為低違約風險。

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17. TRADE AND OTHER RECEIVABLES, PREPAYMENT AND DEPOSITS (Continued)

As at 31 December 2019, included in the trade receivables, HK\$1,150,000 (2018: HK\$5,968,000) are past due and out of the past due balances, HK\$304,000 (2018: HK\$3,688,000) has been past due 90 days or more and are not considered as in default by considering the on-going business relationship, repayment history and expected future settlement. For the remaining balance amounting to HK\$846,000 (2018: HK\$2,280,000), the management of the Company has assessed the ECL of these balances by applying an average expected credit loss rate with reference to the market available information for retail industry.

The Group does not hold any collateral over these balances.

Except for the amount of HK\$627,000 written off as uncollectible for the year ended 31 December 2019, the management of the Group have assessed the ECL of all trade receivables as insignificant and therefore it did not result in an impairment allowance for the both years.

Since the application of HKFRS 9 on 1 January 2018, there has been no change in the estimation techniques or significant assumptions made.

As at 31 December 2019, the balance of other receivables represents an amount receivable from the ultimate holding company of the Group. The maximum amounts outstanding during the years ended 31 December 2018 and 2019 are HK\$8,000 and HK\$10,000 respectively. The amount was non-trade in nature, denominated in HK\$, interest-free, unsecured, and repayable on demand.

Trade and other receivables and deposits denominated in currencies other than the functional currency of the relevant group entities are set out below:

EUR	歐元
HK\$	港元

17. 貿易及其他應收款項、預付款項及按金(續)

於2018年12月31日，貿易應收款項當中1,150,000港元(2018年：5,968,000港元)已逾期，而逾期結餘當中304,000港元(2018年：3,688,000港元)已逾期90天或以上，且經考慮持續業務關係、還款歷史及預期未來結算而不被視為違約。就餘下結餘846,000港元(2018年：2,280,000港元)而言，本公司管理層已透過應用平均預期信貸虧損率評估該等結餘的預期信貸虧損，當中參考零售行業的市場上可取得資料。

本集團並無就該等結餘持有任何抵押品。

除截至2019年12月31日止年度撇銷不可收回款項627,000港元外，本集團管理層已評估所有貿易應收款項的預期信貸虧損為不重大，及因此並無導致兩個年度減值撥備。

自2018年1月1日應用香港財務報告準則第9號後，估值方法或重大假設並無出現變動。

於2019年12月31日，其他應收款項結餘為應收本集團最終控股公司款項。截至2018年12月31日及2019年12月31日止年度的未償還最高金額分別為8,000港元及10,000港元。該款項屬非貿易性質，以港元計值、無息、無抵押及按要求償還。

相關集團實體的功能貨幣以外貨幣列值的貿易及其他應收款項及按金載列如下：

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
EUR	歐元	98	4,912
HK\$	港元	81	854

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18. BANK BALANCES AND CASH

Bank balances and cash denominated in currencies other than the functional currency of the relevant group entities and the Company are set out below:

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
EUR	歐元	17,166	3,479
HK\$	港元	1,132	789
RMB	人民幣	76	110

For the years ended 31 December 2018 and 2019, the Group performed impairment assessment on bank balances and concluded that the probability of defaults of the counterparty banks are insignificant as the Group only transacts with reputable banks with high credit ratings assigned by international credit rating agencies. Details of impairment assessment of bank balances for the years ended 31 December 2018 and 2019 are set out in note 27.

19. TRADE AND OTHER PAYABLES

Trade payables	貿易應付款項
Accrued expenses	應計開支
Other payables	其他應付款項

18. 銀行結餘及現金

以相關集團實體及本公司的功能貨幣以外貨幣列值的銀行結餘及現金載列如下：

截至2018年及2019年12月31日止年度，本集團對銀行結餘進行減值評估，得出結論對手方銀行的違約可能性極低，乃由於本集團僅與獲國際信貸評級機構評為高信貸評分的信譽良好銀行交易。有關截至2018年及2019年12月31日止年度銀行結餘的減值評估詳情載於附註27。

19. 貿易及其他應付款項

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Trade payables	貿易應付款項	1,054	8,390
Accrued expenses	應計開支	514	1,554
Other payables	其他應付款項	691	1,758
		2,259	11,702

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19. TRADE AND OTHER PAYABLES (Continued)

The credit period on purchase of goods is no longer than 30 days. The ageing analysis of the trade payables of the Group presented based on the invoice dates at the end of each reporting period is as follows:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
0 to 30 days	0至30天	741	7,957
31 to 60 days	31至60天	313	433
		1,054	8,390

Trade and other payables denominated in currencies other than the functional currency of the relevant group entities are set out below.

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
EUR	歐元	504	1,132
HK\$	港元	607	1,518
RMB	人民幣	336	18

20. CONTRACT LIABILITIES

Contract liabilities:

Sales of apparel products with the provision of supply chain management services

合約負債：

服裝產品銷售及提供服裝
供應鏈管理服務

		2,226	17
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When the Group receives a deposit before the control of the apparel products are passed to the customers, this will give rise to contract liabilities at the start of a contract, until the control of the apparel products is passed to the customers and revenue of the respective contracts are recognised.

19. 貿易及其他應付款項(續)

購買貨品的信貸期為不多於30天。於各報告期末，本集團按發票日期呈列的貿易應付款項賬齡分析如下：

以相關集團實體的功能貨幣以外貨幣列值的貿易及其他應付款項載列如下：

20. 合約負債

倘本集團於服裝產品的控制權轉移至客戶前收到存款，則合約負債於合約生效時產生，直至服裝產品的控制權轉移至客戶及已確認各合約的收益。

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21. BANK BORROWINGS

21. 銀行借款

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Secured bank borrowings	已抵押銀行借款	10,340	10,904
Carrying amounts of bank borrowings based on scheduled repayment dates set out in the loan agreements	根據貸款協議所載的計劃還款日期之銀行借款賬面值		
Within one year	一年內	552	584
More than one year, but not more than two years	一年以上，但不超過兩年	578	608
More than two years, but not more than five years	兩年以上，但不超過五年	1,896	1,942
More than five years	五年以上	7,314	7,770
		10,340	10,904
Analysed as:	分析如下：		
Amounts due within one year shown under current liabilities and contain a repayment on demand clause	列於流動負債項下一年內到期並包含按要求償還條款的金額	552	584
Amounts that are not repayable within one year from the end of the reporting period but contain a repayment on demand clause (shown under current liabilities)	於報告期末起計一年內未能償還但具按要求償還的金額（列於流動負債項下）	9,788	10,320
		10,340	10,904
Less: Amounts shown under current liabilities	減：列於流動負債項下的款項	(10,340)	(10,904)
		-	-

The variable-rate bank borrowings carry interests at premiums over Hong Kong Interbank Offered Rate (“HIBOR”). The effective interest rate on bank borrowings is 4.66% per annum as at 31 December 2019 (2018: 2.83% per annum).

浮動利率銀行借款根據香港銀行同業拆息（「香港銀行同業拆息」）之溢價計息。於2019年12月31日，銀行借款的實際年利率為4.66%（2018年：年利率為2.83%）。

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21. BANK BORROWINGS (Continued)

As at 31 December 2019, the entire balance of the Group's bank borrowing is secured by certain of the Group's property, plant and equipment with carrying amount of HK\$28,578,000 (2018: HK\$29,617,000).

Bank borrowings denominated in currencies other than the functional currencies of the relevant group entities are set out below:

	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
HK\$	10,340	10,904
港元		

22. DEFERRED TAXATION

21. 銀行借款(續)

於2019年12月31日，本集團銀行借貸的全部結餘由本集團賬面值為28,578,000港元(2018年：29,617,000港元)的若干物業、廠房及設備作抵押。

以相關集團實體的功能貨幣以外貨幣列值的銀行借款載列如下：

22. 遞延稅項

	Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元	Intangible assets 無形資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2018 (Credit) charge to profit or loss (note 10)	82 (5)	261 165	343 160
As at 31 December 2018 and 1 January 2019 (Credit) charge to profit or loss (note 10)	77 (136)	426 165	503 29
As at 31 December 2019	(59)	591	532

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23. SHARE CAPITAL

Details of movements of share capital of the Company are disclosed as follows:

23. 股本

本公司的股本變動詳情披露如下：

		Number of shares 股份數目	Share capital 股本 HK\$'000 千港元
Ordinary shares of HK\$0.01 each	每股面值1港元的普通股		
Authorised:	法定：		
As at 1 January 2018	於2018年1月1日	38,000,000	380
Increase in authorised share capital (note (i))	增加法定股本(附註(i))	9,962,000,000	99,620
As at 31 December 2018, 1 January 2019 and 31 December 2019	於2018年12月31日、 2019年1月1日及 2019年12月31日	10,000,000,000	100,000
Issued and fully paid:	已發行及已繳足：		
As at 1 January 2018	於2018年1月1日	100	1
Capitalisation issue (note (ii))	資本化發行(附註(ii))	749,999,900	7,499
Issuance of new share upon listing (note (iii))	於上市時發行新股(附註(iii))	250,000,000	2,500
As at 31 December 2018, 1 January 2019 and 31 December 2019	於2018年12月31日、 2019年1月1日及 2019年12月31日	1,000,000,000	10,000

Notes:

附註：

- | | |
|---|---|
| <p>i. Pursuant to the resolutions of the former sole shareholder passed on 16 April 2018, the authorised share capital of the Company was increased from HK\$380,000 to HK\$100,000,000 by the creation of an additional 9,962,000,000 shares of HK\$0.01 each.</p> | <p>i. 根據前唯一股東於2018年4月16日通過的決議案，以增設9,962,000,000股每股面值0.01港元的股份的方式將本公司法定股本由380,000港元增加至100,000,000港元。</p> |
| <p>ii. Pursuant to the resolutions of the former sole shareholder passed on 16 April 2018, conditional upon the share premium account of the Company being credited as a result of the share offer, the directors were authorised to capitalise the amount of HK\$7,499,999 from the amount standing to the credit of the share premium account of the Company to pay up in full at par of 749,999,900 Shares for allotment and issuance to Metro Vanguard (“Capitalisation Issue”).</p> | <p>ii. 根據前唯一股東於2018年4月16日通過的決議案，待本公司股份溢價賬因股份發售及上市而入賬後，授權董事將本公司股份溢價賬金額中的7,499,999港元資本化，並按面值繳足749,999,900股股份，以供配發及發行予Metro Vanguard (「資本化發行」)。</p> |
| <p>iii. On 4 May 2018, 250,000,000 ordinary shares with a par value of HK\$0.01 each of the Company were issued at a price of HK\$0.225 per Share by way of share offer.</p> | <p>iii. 於2018年5月4日，本公司每股面值0.01港元的250,000,000股普通股以股份發售方式以每股0.225港元的價格發行。</p> |
| <p>iv. There were no movements of issued share capital of the Company for the year ended 31 December 2019.</p> | <p>iv. 截至2019年12月31日止年度，本公司的已發行股本概無變動。</p> |

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24. RETIREMENT BENEFITS SCHEMES

The Group participates the Mandatory Provident Fund Scheme (the “MPF Scheme”) for all its qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees.

For members of the MPF Scheme, the Group contributes the lower of HK\$1,500 or 5% of relevant payroll costs per person to the MPF Scheme, which contribution is matched by the employees.

The only obligation of the Group with respect to these retirement benefits schemes is to make the specified contributions. The total amounts contributed by the Group to the schemes and costs charged to the profit or loss represents contributions paid or payable to the scheme by the Group at rates specified in the rules of the scheme. The retirement benefits scheme contributions made by the Group amounted to HK\$148,000 for the year ended 31 December 2019 (2018: HK\$154,000).

25. RELATED PARTY DISCLOSURES

(a) Related party balances

Saved as disclosed in note 17 to the consolidated financial statements, the Group did not have any other significant outstanding balances with relate parties at the end of the reporting period.

24. 退休福利計劃

本集團為其全部香港合資格僱員參與強制性公積金計劃(「強積金計劃」)。計劃之資產與本集團之資產分開，並由受託人控制之基金持有。

就強積金計劃成員而言，本集團為參加強積金計劃的僱員作出1,500港元或相等於其薪金成本5%的金額(以較低者為準)作為供款，而僱員亦作出等額供款。

本集團就該等退休福利計劃僅有的責任為作出指定的供款。本集團向該等計劃作出的供款總額及計入損益的成本指本集團按該等計劃規則規定的比率向該計劃已付或應付的供款。截至2019年12月31日止年度，本集團作出的退休福利計劃供款為148,000港元(2018年：154,000港元)。

25. 關連方披露

(a) 關連方結餘

除綜合財務報表附註17所披露者外，本集團於報告期末並無任何其他與關連方的重大未償還結餘。

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25. RELATED PARTY DISCLOSURES (Continued)

(b) Related party transactions

Saved as disclosed elsewhere in the consolidated financial statements, during the year ended 31 December 2019, the Group entered into the following transactions with related parties:

Name of related party	Nature of transaction	2019	2018
關連方名稱	交易性質	2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
MIGCL	Purchase for the apparel products 購買服裝產品	2,997	2,969

Apart from the above disclosed, upon the approval from extraordinary general meeting which held on 15 October 2018, the Group completed the acquisition of a leasehold land and building from Wisewing International Limited at a cash consideration of HK\$27,500,000. Such leasehold land and building referred as an industrial unit which located in Hong Kong and it is used as a showroom of the Group.

Note: Wisewing International Limited is controlled by Mr. Murray Ko.

25. 關連方披露(續)

(b) 關連方交易

除綜合財務報表其他部分所披露者外，於截至2019年12月31日止年度，本集團與關連方訂立以下交易：

除上述披露外，經2018年10月15日舉行的股東特別大會批准，本集團以現金代價27,500,000港元完成收購Wisewing International Limited的租賃土地及樓宇。該等租賃土地及樓宇指為位於香港的工業單位，並用作本集團的陳列室。

附註：Wisewing International Limited由高錫印先生控制。

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25. RELATED PARTY DISCLOSURES (Continued)

(c) Compensation of key management personnel

The remuneration of directors of the Company, being the key management personnel, during the year were as follows:

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Short term benefits	短期福利	2,327	2,460
Post-employment benefits	離職後福利	50	51
		2,377	2,511

26. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that the group companies will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes bank borrowings disclosed in note 21, net of cash and cash equivalents, and equity attributable to owner of the Company, comprising issued share capital, retained profits and other reserves.

The directors of the Group review the capital structure regularly. As part of this review, the directors consider the cost and the risks associated with each class of the capital. Based on the recommendations of the directors, the Group will balance its overall capital structure through issue of new shares, issue of new debt and redemption of existing debts.

25. 關連方披露(續)

(c) 主要管理人員報酬

於年內本公司董事(主要管理人員)的薪酬如下:

	2019	2018
	2019年	2018年
	HK\$'000	HK\$'000
	千港元	千港元
Short term benefits	2,327	2,460
Post-employment benefits	50	51
	2,377	2,511

26. 資本風險管理

本集團管理其資本，以確保集團公司將能夠持續經營，同時通過優化債務及權益平衡最大限度地增加股東回報。整體策略自過往年度保持不變。

本集團的資本結構由淨債務組成，包括銀行借款(披露於附註21)，扣除現金及現金等價物以及本公司擁有人應佔權益(包括已發行股本、保留溢利及其他儲備)。

本集團董事定期檢討資本結構。作為此檢討的一部分，董事考慮資本成本及與各類資本相關的風險。基於董事的建議，本集團將通過發行新股、發行新債務及贖回現有債務平衡其整體資本結構。

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27. FINANCIAL INSTRUMENTS

Categories of financial instruments

27. 金融工具

金融工具分類

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Financial assets:	金融資產：		
Financial assets at amortised cost	按攤銷成本計量的金融資產	33,809	56,827
Financial liabilities:	金融負債：		
Financial liabilities measured at amortised cost	按攤銷成本計量的金融負債	12,599	21,052

The Group's major financial instruments include trade and other receivables and deposits, amount due from ultimate holding company, bank balances and cash, trade and other payables and bank borrowings.

本集團的主要金融工具包括貿易及其他應收款項及存款、應收最終控股公司款項、銀行結餘及現金、貿易及其他應付款項及銀行借款。

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27. FINANCIAL INSTRUMENTS (Continued)

Categories of financial instruments (Continued)

Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments include market risks (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(a) Market risk

Currency risk

Certain trade and other receivables, deposits, bank balances and cash, trade and other payables and bank borrowings of the Group are denominated in foreign currencies of the respective group entities which are exposed to foreign currency risk.

The Group currently do not have a foreign currency hedging policy. However, management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

The carrying amounts of the Group's foreign currency denominated monetary assets and liabilities at the end of each reporting period are as follows:

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Assets	資產		
EUR	歐元	17,265	8,391
HK\$	港元	1,212	1,643
RMB	人民幣	76	110
Liabilities	負債		
EUR	歐元	504	1,132
HK\$	港元	10,947	12,422
RMB	人民幣	336	18

27. 金融工具(續)

金融工具分類(續)

有關該等金融工具的詳情於相關附註披露。與該等金融工具相關的風險包括市場風險(貨幣風險及利率風險)、信貸風險及流動資金風險。減低該等風險的政策載於下文。管理層會管理及監察該等風險承擔，確保及時有效採取適當措施。

(a) 市場風險

貨幣風險

本集團的若干貿易及其他應收款項、存款、銀行結餘及現金、貿易及其他應付款項及銀行借款以各自集團實體的功能貨幣列值，該等貨幣面臨外幣風險。

本集團目前並無外幣對沖政策。然而，管理層監察外匯風險承擔，並將於需要時考慮對沖重大外幣風險。

於各報告期末，本集團以外幣列值的貨幣資產及負債之賬面值如下：

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27. FINANCIAL INSTRUMENTS (Continued)

Categories of financial instruments (Continued)

(a) Market risk (Continued)

Sensitivity analysis

The Group is exposed to foreign currency risk on fluctuation of EUR, RMB and HK\$ for the years ended 31 December 2018 and 2019.

Since the exchange rate of HK\$ is pledged with US\$, the Group does not expect any significant movements in the US\$/HK\$ exchange rates. Therefore, the following sensitivity analysis does not include the effect between US\$ and HK\$.

The following table details the Group's sensitivity to a 5% (2018: 5%) increase and decrease in foreign currencies against US\$ as at 31 December 2019. The percentage of the sensitivity rate used represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis adjusts their translation at the year-end for a 5% change in foreign currency rates at the year ended. A positive number below indicates an increase in post-tax profit where foreign currencies strengthens 5% against US\$. For a 5% weakening of foreign currencies against US\$, there would be an equal and opposite impact on post tax profit.

	2019	2018
	2019年	2018年
	HK\$'000	HK\$'000
	千港元	千港元
Impact on post-tax profit of the Group 對本集團除稅後溢利的影響	689	307

Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank balances and bank borrowings (see note 21 for details). The Group's cash flow interest rate risk is mainly concentrated on the fluctuations of the HIBOR.

27. 金融工具(續)

金融工具分類(續)

(a) 市場風險(續)

敏感度分析

本集團於截至2018年及2019年12月31日止年度面臨歐元、人民幣及港元波動的外幣風險。

由於港元匯率與美元掛鈎，本集團預期美元兌港元匯率不會出現任何重大變動。因此，以下敏感度分析不包括美元與港元之間的影响。

下表詳列本集團於2019年12月31日對外幣兌美元增值及減值5% (2018年：5%) 的敏感度。所用敏感度百分比代表管理層對外幣匯率可能合理變動之評估。敏感度分析於年末按年末的外幣匯率5%變動調整其換算。下文正數指外幣兌美元升值5%時，除稅後溢利增加。倘外幣兌美元貶值5%，將對除稅後溢利產生等額相反影響。

利率風險

本集團面臨有關浮息銀行結餘及銀行借款(詳情請見附註21)的現金流量利率風險。本集團的現金流量利率風險主要集中於香港銀行同業拆息之波動。

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27. FINANCIAL INSTRUMENTS (Continued)

Categories of financial instruments (Continued)

(a) Market risk (Continued)

Sensitivity analysis (Continued)

The sensitivity analyses below have been determined based on the exposure to interest rates at the end of the reporting period. The analysis is prepared assuming the interest-bearing financial assets and financial liabilities outstanding at the end of the reporting period were outstanding for the whole year and basis points increase or decrease is used. Bank balances are excluded from sensitivity analysis as the directors of the Company consider that the exposure of cash flow interest rate risk arising from variable-rate bank balances is insignificant.

If interest rates on variable-rate interest-bearing financial liabilities had been 50 basis points higher/lower and all other variables were held constant, the Group's profit for the year ended 31 December 2019 would decrease/increase by HK\$43,000 (2018: HK\$46,000).

(b) Credit risk

The Group's credit risk is primarily attributable to trade receivables as stated in note 17, and bank balances as stated in note 18.

Trade receivables arising from contracts with customers

Management of the Group adopted a policy on providing credit facilities to new customers. A credit investigation of the customers or the ultimate customers if those contracts allow the Group to obtain payment directly from the ultimate customers under certain circumstance, including assessment of financial information and advice from business partners in relation to potential customers would be required to be launched. The level of credit granted must not exceed a predetermined level set by the management. Credit evaluation is performed on a regular basis.

27. 金融工具(續)

金融工具分類(續)

(a) 市場風險(續)

敏感度分析(續)

以下敏感度分析根據於報告期末的利率風險釐定。編製此分析時已假設於報告期末尚未償還的計息金融資產及金融負債於整個年度均未償還並且使用基點增加或減少。敏感度分析並不包括銀行結餘，因本公司董事認為按浮動利率計息的銀行銀行結餘而產生的現金流量利率風險影響並不重大。

倘以浮動利率計息的金融負債之利率上升/下降50個基點，而所有其他變數維持不變，則本集團截至2019年12月31日止年度的溢利將分別減少/增加43,000港元(2018年：46,000港元)。

(b) 信貸風險

本集團的信貸風險主要歸因於附註17所述的貿易應收款項及附註18所述的銀行結餘。

來自客戶合約的貿易應收款項

本集團管理層針對向新客戶提供信貸融資採納一項政策。倘於若干情況下，該等合約允許本集團直接從最終客戶取得付款，則將須對客戶或最終客戶的信貸開展調查，包括對財務資料進行評估、聽取商業夥伴有關潛在客戶的意見。授出的信貸額度不得超過管理層設定的預定額度。信貸評估乃定期進行。

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27. FINANCIAL INSTRUMENTS (Continued)

Categories of financial instruments (Continued)

(b) Credit risk (Continued)

Trade receivables arising from contracts with customers
(Continued)

As at 31 December 2019, the Group had concentration of credit risk as 42.9% (2018: 25.8%) of the total trade receivables was due from the Group's largest debtor. The Group's concentration of credit risk on the top five largest debtors accounted for 99.9% (2018: 89.5%) of the total trade receivables as at 31 December 2019. For a long-term customer, the Group allows a credit term of 120 days upon delivery of goods. For other customers, the Group either demands for full settlement upon delivery of goods or allows credit periods of no longer than 30 days upon delivery of goods.

In order to minimise the credit risk of trade receivables, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, management of the Group reviews the recoverable amount of each individual debt at the end of the reporting period to ensure that adequate provisions for impairment losses are made for irrecoverable amounts on trade receivables. The Group applies simplified approach on trade receivable to provide for ECL prescribed by HKFRS 9 with details disclosed in note 17. In this regard, management of the Group considers that the credit risk on trade receivables is significantly reduced.

27. 金融工具(續)

金融工具分類(續)

(b) 信貸風險(續)

來自客戶合約的貿易應收款項(續)

於2019年12月31日，本集團有集中信貸風險，乃由於貿易應收款項總額42.9% (2018年：25.8%) 來自本集團的最大債務人。本集團就五大債務人的集中信貸風險佔於2019年12月31日的貿易應收款項總額99.9% (2018年：89.5%)。本集團向一名長期客戶提供的信貸期為交付貨物後120日。對於其他客戶，本集團要求於交付貨物時全數結清或授出由交付貨物起不多於30日的信貸期。

為使貿易應收款項的信貸風險減至最低，本集團管理層已委派一支團隊負責釐定信貸額度、信貸批准及確保對收回逾期債務採取跟進行動之其他監察程序。此外，本集團管理層於報告期末審閱每項個別債務的可收回金額，以確保就貿易應收款項的不可收回金額計提足夠減值虧損備。本集團應用簡易方法為香港財務報告準則第9號所規定的預期信貸虧損作出撥備，詳情載於附註17。就此而言，本集團管理層認為貿易應收款項的信貸風險已大大降低。

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截至2019年12月31日止年度

27. FINANCIAL INSTRUMENTS (Continued)

Categories of financial instruments (Continued)

(b) Credit risk (Continued)

Bank balance

The Group has concentration of credit risk on its bank balances as the entire balances as at 31 December 2019 are deposited with three (2018: four) banks. The credit risk for bank balances is considered not material as such amounts are placed in reputable banks with high credit ratings assigned by international credit-rating agencies. There has been no recent history of default in relation to these banks and thus the risk of default is regard as low.

For deposits, management of the Group makes periodic as individual assessment on the recoverability of other receivables based on historical settlement records, past experience, and also available reasonable and supportive forward-looking information starting from 1 January 2019. The management of the Group believes that there is no material credit risk inherent in the Group's outstanding balance of other receivables and deposits.

(c) Liquidity risk

In management of the liquidity risk, the Group and the Company monitor and maintain levels of cash and cash equivalents deemed adequate by the management to finance the Group's and the Company's operations and mitigate the effects of fluctuations in cash flows.

The following table details the Group's and the Company's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and the Company can be required to pay. Specifically, bank borrowings with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other financial liabilities are based on the agreed repayment dates.

27. 金融工具(續)

金融工具分類(續)

(b) 信貸風險(續)

銀行結餘

本集團就其銀行結餘有集中信貸風險，乃由於2019年12月31日的全部結餘存放於三間(2018年：四間)銀行。銀行結餘的信貸風險並不重大，乃由於該等款項存放於由國際信用評級機構評定具有高信用評級且信譽良好的銀行。近期概無與該等銀行相關的違約記錄，因此被視為低違約風險。

就按金而言，本集團管理層基於歷史結算記錄、過往經驗以及自2019年1月1日起可取得的合理有據的前瞻性資料對其他應收款項的可收回性定期進行個別評估。本集團管理層相信，本集團其他應收款項及按金的未結算結餘並無存在重大信貸風險。

(c) 流動資金風險

於管理流動資金風險時，本集團及本公司監察現金及現金等價物的水平，將其維持於管理層認為合適的水平，以撥支本集團及本公司的營運所需，亦減低現金流量波動的影響。

下表詳述本集團及本公司的金融負債餘下合約到期情況。該表乃根據本集團及本公司須付金融負債最早之日的未貼現現金流量而制定。具體而言，包含按要求償還條款的銀行借款，不論有關銀行會否選擇行使其權利，均列入最早時段之組別內。其他金融負債之到期日乃以議定之償還日期為基準。

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27. FINANCIAL INSTRUMENTS (Continued)

Categories of financial instruments (Continued)

(c) Liquidity risk (Continued)

Liquidity tables

27. 金融工具(續)

金融工具分類(續)

(c) 流動資金風險(續)

流動資金表

		Weighted average effective interest rate 加權平均 實際利率 %	Repayable on demand 按要求償還 HK\$'000 千港元	Within 3 months 3個月內 HK\$'000 千港元	Total undiscounted cash flows 未折現現金 流量總額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
Non-derivative financial liabilities	非衍生金融負債					
Trade and other payables	貿易及其他應付款項	N/A 不適用	1,205	1,054	2,259	2,259
Bank borrowings — variable rate	銀行借款 — 浮動利率	4.66	10,340	—	10,340	10,340
As at 31 December 2019	於2019年12月31日	N/A 不適用	11,545	1,054	12,599	12,599
Non-derivative financial liabilities	非衍生金融負債					
Trade and other payables	貿易及其他應付款項	N/A 不適用	7,508	2,641	10,149	10,149
Bank borrowings — variable rate	銀行借款 — 浮動利率	2.83	10,904	—	10,904	10,904
As at 31 December 2018	於2018年12月31日	N/A 不適用	18,412	2,641	21,053	21,053

Bank borrowings with a repayment on demand clause are included in the “repayable on demand” time band in the above maturity analysis. As at 31 December 2019, the aggregate carrying amounts of these bank borrowings were HK\$10,340,000 (2018: HK\$10,904,000), respectively.

附有按要求償還條款的銀行借款包括在上述到期日分析之「按要求償還」的時段內。於2019年12月31日，該等銀行借款之賬面總額分別為10,340,000港元(2018年：10,904,000港元)。

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27. FINANCIAL INSTRUMENTS (Continued)

Categories of financial instruments (Continued)

(c) Liquidity risk (Continued)

Liquidity tables (Continued)

Taking into account the Group's financial position, the directors of the Company do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that such bank borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements. At that time, the aggregate principal and interest cash outflows will amount to HK\$13,881,000 as at 31 December 2019 (2018: HK\$13,590,000), respectively and set out as below:

27. 金融工具(續)

金融工具分類(續)

(c) 流動資金風險(續)

流動資金表(續)

經考慮本集團之財務狀況，本公司董事認為銀行不大可能會行使其酌情權要求即時還款。本公司董事認為該等銀行借款將按貸款協議所載之計劃還款日期償還。於2019年12月31日，當時之本金及利息現金流出總額將為13,881,000港元(2018年：13,590,000港元)，詳情載列如下：

		Bank borrowings – variable	
		銀行借款 – 浮動利率	
		As at 31 December	
		於12月31日	
		2019	2018
		2019年	2018年
		%	%
Weighted average interest rate	加權平均利率	4.66	2.83
		HK\$'000	HK\$'000
		千港元	千港元
Within 3 months	3個月內	251	235
3 months to 1 year	3個月至1年	752	687
1–5 years	1年至5年	4,013	3,663
Over 5 years	5年以上	8,865	9,005
Total undiscounted cash flows	未折現現金流量總額	13,881	13,590
Carrying amount	賬面值	10,340	10,904

The amounts included above for variable rate instruments for non-derivative financial liabilities are subject to change if changes in variable rates differ to those estimates of interest rates determined at the end of the reporting period.

倘浮動利率的變動與報告期末釐定的利率估計不同，則上述有關非衍生金融負債的浮息工具之金額會發生變動。

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27. FINANCIAL INSTRUMENTS (Continued)

Categories of financial instruments (Continued)

(d) Fair value

The management considers that the carrying amounts of the financial assets and financial liabilities of the Group recorded at amortised cost in the consolidated financial statements at the end of each year approximate to their fair values. Such fair values have been determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

28. OPERATING LEASE COMMITMENTS

Before adoption of HKFRS 16, as at 31 December 2018, the Group had commitments for future minimum lease payments in respect of office premises rented under non-cancellable operating lease which fall due as follows:

Within one year

一年內

2018

2018年

HK\$'000

千港元

47

Upon adoption of HKFRS 16 in accordance with transitions in note 2, the future minimum lease payments, which are no longer disclosed as commitments as shown above. The comparative information has not been restated.

27. 金融工具(續)

金融工具分類(續)

(d) 公平值

管理層認為，本集團於各年末按攤銷成本計入綜合財務報表的金融資產及金融負債賬面值與其公平值相若。該等公平值乃根據基於貼現現金流量分析的公認定價模型釐定。

28. 經營租賃承擔

採納香港財務報告準則第16號前，於2018年12月31日，本集團有關根據不可撤銷經營租賃所租辦公室場所(已到期)的未來最低租賃付款承擔如下：

根據附註2中的過渡採納香港財務報告準則第16號後，未來最低租賃付款不再披露為上文所示的承擔。比較資料並無重列。

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29. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flow were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

29. 融資活動產生的負債對賬

下表詳述本集團產生自融資活動的負債的變動，包括現金及非現金變動。融資活動產生的負債為其現金流量曾於本集團的綜合現金流量表分類為或其未來現金流量將於本集團的綜合現金流量表分類為融資活動所得現金流量的負債。

		Accrued issue costs	Dividend payable	Bank borrowings	Total
		應計 發行成本	應付股息	銀行借款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
As at 1 January 2018	於2018年1月1日	3,703	–	6,800	10,503
Financing cash flows	融資現金流量	(7,807)	(16,500)	3,951	(20,356)
Dividend declared	已宣派股息	–	16,500	–	16,500
Finance cost	財務成本	–	–	153	153
Issue cost accrued	應計發行成本	4,104	–	–	4,104
As at 31 December 2018	於2018年12月31日	–	–	10,904	10,904
Financing cash flows	融資現金流量	–	(23,000)	(1,046)	(24,046)
Dividend declared	已宣派股息	–	23,000	–	23,000
Finance cost	財務成本	–	–	482	482
As at 31 December 2019	於2019年12月31日	–	–	10,340	10,340

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30. FINANCIAL INFORMATION OF THE COMPANY

30. 本公司財務資料

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
NON-CURRENT ASSETS	非流動資產		
Unlisted investment in a subsidiary	於一間附屬公司的非上市投資	30,284	30,284
Amount due from a subsidiary	應收附屬公司款項	-	24,324
		30,284	54,608
CURRENT ASSETS	流動資產		
Amount due from a subsidiary	應收附屬公司款項	21,629	-
Prepayments	預付款項	438	339
Bank balances and cash	銀行結餘及現金	73	103
		22,140	442
CURRENT LIABILITY	流動負債		
Other payables	其他應付款項	115	381
NET CURRENT ASSETS	流動資產淨額	22,025	61
NET ASSETS	資產淨額	52,309	54,669
CAPITAL AND RESERVES	資本及儲備		
Share capital	股本	10,000	10,000
Reserves	儲備	42,309	44,669
SHAREHOLDERS' EQUITY	股東權益	52,309	54,669

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30. FINANCIAL INFORMATION OF THE COMPANY (Continued)

Movements in the Company's reserve are as follows:

30. 本公司財務資料(續)

本公司儲備的變動如下：

		Share premium 股份溢價 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2018	於2018年1月1日	–	23,967	(12,120)	11,847
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	–	–	(5,622)	(5,622)
Issue of shares upon share offer (note 23(iii))	因股份發售而發行股份 (附註23(iii))	53,750	–	–	53,750
Capitalisation issue (note 23(ii))	資本化發行(附註23(ii))	(7,499)	–	–	(7,499)
Transaction cost directly attributable to issue of shares	發行股份直接應佔 交易成本	(7,807)	–	–	(7,807)
As at 31 December 2018 and 1 January 2019	於2018年12月31日及 2019年1月1日	38,444	23,967	(17,742)	44,669
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	–	–	(2,360)	(2,360)
As at 31 December 2019	於2019年12月31日	38,444	23,967	(20,102)	42,309

At the end of the reporting period, the amount due from a subsidiary was denominated in HK\$, unsecured, interest-free and repayable on demand.

於報告期末，應收附屬公司款項乃以港元計值，無抵押，免息及須按要求償還。

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31. PARTICULARS OF SUBSIDIARIES

Particulars of the subsidiaries at the end of the reporting period are as follows:

Name of shareholder 股東名稱	Place and date of incorporation 註冊成立地點及日期	Place of operation 營業地點	Issued and fully paid share capital 已發行及繳足股本	Equity interest attributable to the Group as at 31 December 本集團於12月31日的應佔股權		Principal activity 主要業務
				2019 2019年 %	2018 2018年 %	
Market Gala	BVI 10 March 2010 英屬處女群島 2010年3月10日	Hong Kong 香港	Ordinary share US\$1 普通股1美元	100	100	Investment holding 投資控股
Vision Garments	Hong Kong 17 March 2010 香港 2010年3月17日	Hong Kong 香港	Ordinary shares HK\$24,000,000 普通股 24,000,000港元	100	100	Sales of apparel products with the provision of apparel management services 服裝產品銷售及提供服裝管理服務

None of the subsidiaries had issued debt securities at the end of the reporting period.

32. SUBSEQUENT EVENTS

The outbreak of COVID-19 has brought additional uncertainties in the global macroeconomic situation which may affect the Group's financial performance. However, since the outbreak is a fluid and challenging situation facing all the industries globally, the degree of impact could not be reasonably estimated at this stage. The Group will closely monitor the development of the outbreak and assess its impact on the financial position and operating results of the Group.

The Group does not have other significant subsequent events.

31. 附屬公司詳情

於報告期末的附屬公司詳情如下：

Name of shareholder 股東名稱	Place and date of incorporation 註冊成立地點及日期	Place of operation 營業地點	Issued and fully paid share capital 已發行及繳足股本	Equity interest attributable to the Group as at 31 December 本集團於12月31日的應佔股權		Principal activity 主要業務
				2019 2019年 %	2018 2018年 %	
Market Gala	BVI 10 March 2010 英屬處女群島 2010年3月10日	Hong Kong 香港	Ordinary share US\$1 普通股1美元	100	100	Investment holding 投資控股
Vision Garments	Hong Kong 17 March 2010 香港 2010年3月17日	Hong Kong 香港	Ordinary shares HK\$24,000,000 普通股 24,000,000港元	100	100	Sales of apparel products with the provision of apparel management services 服裝產品銷售及提供服裝管理服務

於報告期末概無附屬公司發行任何債務證券。

32. 期後事項

COVID-19的爆發為全球宏觀經濟形勢帶來額外的不明朗因素，可能會影響本集團的財務業績。然而，由於該爆發為全球所有行業面臨一個不穩定及具有挑戰性的局面，因此於現階段並無法合理估計其影響程度。本集團將密切監察該爆發的發展，並評估其對本集團財務狀況及經營業績的影響。

本集團並無其他重大期後事項。

FINANCIAL SUMMARY

財務摘要

A summary of the results, assets, liabilities and equity of the Group for the last five financial years is as follows:

本集團於過去五個財政年度的業績、資產、負債及權益的概要載列如下：

RESULTS

業績

		Year ended 31 December 截至 12 月 31 日止年度				
		2019 2019 年 HK\$'000 千港元	2018 2018 年 HK\$'000 千港元	2017 2017 年 HK\$'000 千港元	2016 2016 年 HK\$'000 千港元	2015 2015 年 HK\$'000 千港元
Revenue	收益	84,686	111,862	71,399	46,016	110,839
Profit before tax	除稅前溢利	4,032	15,753	25,192	45,209	56,867
Income tax expense	所得稅開支	(889)	(3,241)	(2,727)	(2,335)	(3,567)
Profit for the year	年內溢利	3,143	12,512	22,465	42,874	53,300
Profit for the year (excluding Listing expenses and financial guarantee income)	年內溢利(不包括上市開支及財務擔保收入)	3,143	15,514	13,032	14,888	23,448

ASSETS, LIABILITIES AND EQUITY

資產、負債及權益

		As at 31 December 於 12 月 31 日				
		2019 2019 年 HK\$'000 千港元	2018 2018 年 HK\$'000 千港元	2017 2017 年 HK\$'000 千港元	2016 2016 年 HK\$'000 千港元	2015 2015 年 HK\$'000 千港元
Current assets	流動資產	41,338	66,738	44,762	63,549	93,462
Non-current assets	非流動資產	36,688	38,740	10,184	10	10
Total assets	資產總額	78,026	105,478	54,946	63,559	93,472
Current liabilities	流動負債	14,999	22,623	16,706	40,789	70,648
Non-current liabilities	非流動負債	532	503	343	0	0
Total liabilities	負債總額	15,531	23,126	17,049	40,789	70,648
Net assets	資產淨額	62,495	82,352	37,897	22,770	22,824
EQUITY	權益					
Equity attributable to owners of the Company	應佔本公司擁有人權益	62,495	82,352	37,897	22,770	22,824

Note: The summary of the consolidated results of the Group for each of the three years ended 31 December 2015, 2016 and 2017 and of the assets, liabilities and equity as at 31 December 2015, 2016 and 2017 have been extracted from the Prospectus.

附註：截至 2015 年、2016 年及 2017 年 12 月 31 日止三個年度各年本集團的綜合業績摘要以及於 2015 年、2016 年及 2017 年 12 月 31 日的資產、負債及權益乃摘錄自招股章程。

The summary above does not form part of the audited financial statements.

上述摘要並不構成經審核財務報表的一部分。