

WINTO GROUP (HOLDINGS) LIMITED

惠陶集團(控股)有限公司

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

Stock Code 股份代號: 8238



2019

ANNUAL REPORT 年報

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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

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

This report, for which the directors (the “Directors”) of Winto Group (Holdings) Limited (the “Company”) 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 Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

香港聯合交易所有限公司(「聯交所」)GEM特色

GEM的地位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的中小型公司提供一個上市的市場。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上市公司一般為中小型公司，在GEM買賣的證券可能會較於主板買賣之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。

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，旨在提供有關惠陶集團(控股)有限公司(「本公司」)的資料；本公司的董事(「董事」)願就本報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，本報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，且並無遺漏任何其他事項，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

Hung Yuen Kin (Appointed on 16 October 2019)
Li Ka Yee Daphne (Appointed on 16 October 2019)
Tang Yau Sing (Resigned on 6 November 2019)
Wong Siu Hung Patrick (Appointed on 15 April 2019 and
resigned on 6 November 2019)

Non-executive Director

Lui Man Wah (Chairman) (Appointed on 16 October 2019)
Chen Xiao (Appointed on 15 April 2019 and
resigned on 20 May 2019)

Independent Non-executive Directors

Wong Chi Ling (Appointed on 16 October 2019)
Wong Ling Yan Philip (Appointed on 16 October 2019)
Lee Man Yeung (Appointed on 16 October 2019)
Tsang Zee Ho Paul (Resigned on 6 November 2019)
Wang Yan (Appointed on 15 April 2019 and
resigned on 6 November 2019)
Lau Fai Lawrence (Appointed on 15 April 2019 and
resigned on 6 November 2019)
Tse Chi Wai (Resigned on 31 May 2019)
Wen Kai (Resigned on 31 May 2019)

COMPLIANCE OFFICER

Hung Yuen Kin (Appointed on 6 November 2019)
Wong Siu Hung Patrick (Appointed on 15 May 2019 and
resigned on 6 November 2019)
Tang Yau Sing (Resigned on 15 May 2019)

AUTHORISED REPRESENTATIVES

Hung Yuen Kin (Appointed on 6 November 2019)
Li Ka Yee Daphne (Appointed on 6 November 2019)
Tang Yau Sing (Resigned on 6 November 2019)
Yu Ngai (Appointed on 3 April 2019 and
resigned on 6 November 2019)
Sin Kin Hong Edward (Resigned on 3 April 2019)

董事會

執行董事

熊遠健(於2019年10月16日獲委任)
李嘉儀(於2019年10月16日獲委任)
鄧有聲(於2019年11月6日辭任)
黃少雄(於2019年4月15日獲委任
並於2019年11月6日辭任)

非執行董事

呂文華(主席)(於2019年10月16日獲委任)
陳曉(於2019年4月15日獲委任
並於2019年5月20日辭任)

獨立非執行董事

黃子玲(於2019年10月16日獲委任)
黃靈恩(於2019年10月16日獲委任)
李文洋(於2019年10月16日獲委任)
曾思豪(於2019年11月6日辭任)
王妍(於2019年4月15日獲委任
並於2019年11月6日辭任)
劉斐(於2019年4月15日獲委任
並於2019年11月6日辭任)
謝志偉(於2019年5月31日辭任)
聞凱(於2019年5月31日辭任)

合規主任

熊遠健(於2019年11月6日獲委任)
黃少雄(於2019年5月15日獲委任
並於2019年11月6日辭任)
鄧有聲(於2019年5月15日辭任)

授權代表

熊遠健(於2019年11月6日獲委任)
李嘉儀(於2019年11月6日獲委任)
鄧有聲(於2019年11月6日辭任)
余毅(於2019年4月3日獲委任
並於2019年11月6日辭任)
冼健航(於2019年4月3日辭任)

CORPORATE INFORMATION

公司資料

COMPANY SECRETARY

Yu Ngai (*Appointed on 3 April 2019*)
Sin Kin Hong Edward (*Resigned on 3 April 2019*)

AUDIT COMMITTEE

Wong Chi Ling (*Chairlady*)
Wong Ling Yan Philip
Lee Man Yeung

REMUNERATION COMMITTEE

Wong Ling Yan Philip (*Chairman*)
Lui Man Wah
Wong Chi Ling
Lee Man Yeung

NOMINATION COMMITTEE

Lui Man Wah (*Chairman*)
Wong Chi Ling
Wong Ling Yan Philip
Lee Man Yeung

CORPORATE GOVERNANCE & RISK MANAGEMENT COMMITTEE

Lui Man Wah (*Chairman*)
Wong Chi Ling
Wong Ling Yan Philip
Lee Man Yeung

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Workshop A, 14th Floor
V Ga Building
532 Castle Peak Road
Kowloon, Hong Kong

公司秘書

余毅 (於2019年4月3日獲委任)
冼健航 (於2019年4月3日辭任)

審核委員會

黃子玲 (主席)
黃靈恩
李文洋

薪酬委員會

黃靈恩 (主席)
呂文華
黃子玲
李文洋

提名委員會

呂文華 (主席)
黃子玲
黃靈恩
李文洋

企業管治及風險管理委員會

呂文華 (主席)
黃子玲
黃靈恩
李文洋

總辦事處及主要營業地點

香港九龍
青山道532號
偉基大廈
14樓A室

CORPORATE INFORMATION

公司資料

AUDITOR

HLB Hodgson Impey Cheng Limited
31/F., Gloucester Tower, The Landmark
11 Pedder Street, Central
Hong Kong

PRINCIPAL BANKERS

Bank of Communications Company Limited
The Hong Kong and Shanghai
Banking Corporation Limited

REGISTERED OFFICE

Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

COMPANY WEBSITE

<http://www.wintogroup.hk>

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

GEM STOCK CODE

8238

核數師

國衛會計師事務所有限公司
香港
中環畢打街11號
置地廣場告羅士打大廈31樓

主要往來銀行

交通銀行股份有限公司
香港上海滙豐銀行
有限公司

註冊辦事處

Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

公司網站

<http://www.wintogroup.hk>

股份過戶登記總處

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心54樓

GEM股份代號

8238

CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of Board of directors (the "Directors") of Winto Group (Holdings) Limited (the "Company", together with its subsidiaries, the "Group"), I am pleased to present the annual report of the Group for the year ended 31 December 2019 to our shareholders and investors.

2019 was a year with full of changes. After the change in management of the Group in November 2019, the Group has obtained the exclusive right to publish and distribute Exmoo News and Travel Macao. The publications were sold or distributed through the network of an independent third party business partner covering various districts of Hong Kong and Macau. As at the date of this annual report, the number of distribution points of Exmoo News are 641 in Macau covering commercial buildings, luxury apartments, banks, airport and lounge, ports, petrol kiosk, food centre, car parks, schools and governmental offices, etc., and the daily circulation reaches about 50,000 copies, which is one of the highest circulation and wide coverage in Macau, whereas Travel Macao are distributed in major terminals in Hong Kong and Macau as well as certain hotels in Macau. In addition, Exmoo News and Travel Macao provide website version, mobile apps and digital social media platforms such as Facebook page, WeChat platform and Youtube channel to satisfy different needs of the readers.

The financial performance of the Group has been improved remarkably since November 2019, for the year ended 31 December 2019, the revenue generated from the publications and media advertising business amounted to approximately HK\$7,498,000, representing a significant increase as compared to last year.

Looking forward to 2020, the customers' spending sentiments in advertisement had weakened after the social turmoil in Hong Kong and the current coronavirus outbreak, the Group will pay close attention to the uncertainties in the economic environment, and stay alert to formulate strategies to pursue steady development and strive for generous returns to our shareholders.

On behalf of the board, I would like to take this opportunity to thank our directors, our dedicated management and staff for their wavering support and commitment. We would also like to express our gratitude for the continuing support and trust of our shareholders, business partners, readers and customers. We hope to join hands with each other to achieve improvements and deliver success continuously.

Lui Man Wah
Chairman

Hong Kong, 30 March 2020

各位股東：

本人謹代表惠陶集團(控股)有限公司(「本公司」，連同其附屬公司，統稱「本集團」)董事(「董事」)會，欣然向我們的股東及投資者呈報本集團截至2019年12月31日止年度的年度報告。

2019年是充滿變化的一年。於2019年11月本集團管理層出現變動後，本集團獲得出版及發行《力報》及《遊澳假期》的獨家出版及發行權利。報章及雜誌均以覆蓋香港及澳門各個地區的獨立第三方業務合作夥伴的網絡出售／發行。於本年報日期，力報於澳門的發行點數目有641個，涵蓋商業樓宇、豪華公寓、銀行、機場及貴賓室、港口、加油站、熟食中心、停車場、學校及政府合署等，每日發行量約達50,000份，其為澳門發行量及覆蓋率最高的報章之一，而遊澳假期則於香港及澳門的主要航站樓及澳門若干酒店分發。此外，力報及遊澳假期提供網上版本、流動應用程式及數字社交媒體平台(如Facebook專頁、微信平台及Youtube頻道)，以符合讀者的不同需求。

自2019年11月起，本集團的財務表現大幅改善，截至2019年12月31日止年度，刊物及媒體廣告業務收益約7,498,000港元，與去年相比升幅顯著。

展望2020年，受香港社會動盪及目前新冠狀病毒爆發影響，客戶在廣告方面消費意欲低迷，本集團將密切關注經濟環境中的不確定因素，並在制定策略時保持警覺性，以追求穩定發展並致力為股東帶來豐厚的回報。

本人謹代表董事會，藉此機會感謝我們的董事們、竭誠盡責的管理層及員工的堅定支持及承諾。我們亦衷心感謝我們的股東、業務夥伴、讀者及客戶對我們持續的支持及信任。我們希望共同攜手合作，取得持續進步及成功。

主席
呂文華

香港，2020年3月30日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL PERFORMANCE

Continuing Operation

The Group recorded total revenue of approximately HK\$20,605,000 for the year ended 31 December 2019, representing an increase of approximately 39% or HK\$5,820,000 from approximately HK\$14,785,000 for the year ended 31 December 2018. The Group recorded total gross profit of approximately HK\$9,204,000 for the year ended 31 December 2019, representing an increase approximately HK\$5,839,000 from approximately HK\$3,365,000 for the year ended 31 December 2018. The Group's net loss increase to approximately HK\$39,476,000 for the year ended 31 December 2019 from approximately HK\$38,681,000 for the year ended 31 December 2018. Loss per share of the Group for the year ended 31 December 2019 was approximately HK\$9 cents. The Directors do not recommend the payment of a final dividend for the year ended 31 December 2019.

BUSINESS REVIEW

The Group is principally engaged in (i) sales and distribution of publications, and the sales of print and online advertising spaces, and (ii) promotion of products and services by organizing exhibitions and shows.

Publications and Media Advertising Business

During the year, The Group owned and published six publications, including Exmoo News, Travel Macao, Motoz Trader, Motoz Trader (Free), Shopping Monthly (a 2-in-1 dual cover magazine), Shopping Monthly (Free) (a 2-in-1 dual cover magazine).

財務表現

持續經營業務

本集團於截至2019年12月31日止年度錄得收益總額約20,605,000港元，較截至2018年12月31日止年度約14,785,000港元增加約39%或5,820,000港元。本集團於截至2019年12月31日止年度錄得總毛利約9,204,000港元，較截至2018年12月31日止年度約3,365,000港元增加約5,839,000港元。本集團的淨虧損由截至2018年12月31日止年度約38,681,000港元增加至截至2019年12月31日止年度約39,476,000港元。本集團於截至2019年12月31日止年度的每股虧損約為9港仙。董事不建議派付截至2019年12月31日止年度的末期股息。

業務回顧

本集團的主要業務為(i)銷售及發行報章雜誌等刊物，並銷售印刷及線上廣告位置，及(ii)組織展覽及表演以推銷產品及服務。

刊物及媒體廣告業務

於年內，本集團擁有及出版六份刊物，包括《力報》、《遊澳假期》、《名車站》、《名車站睇樓站生活站贈閱版》、二合一雙封面雜誌《購物王》及二合一雙封面雜誌《購物專線贈閱版》。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The publications of the Group cover readership of different market segments and age groups by focusing on different areas of interests in lifestyle, including automotive, beauty and fashion, property, dining and electronic products.

- Exmoo News is a Chinese-language daily newspaper (published every Monday to Friday) published in Macau which covers a wide range of readership by focusing on different areas including Macau daily local as well as Hong Kong, the PRC and international news, finance and economy, entertainment, sports, fashion and lifestyle, cultural knowledge, etc. As at the date of this annual report, the number of distribution points of the newspaper are 641 in Macau covering commercial buildings, luxury apartments, banks, airport and lounge, ports, petrol kiosk, food centre, car parks, universities and governmental offices, etc. and the daily circulation reaches about 50,000 copies, which is one of the highest circulation and wide coverage in Macau.
- Travel Macao is a Chinese-language travel leisure fortnightly magazine (published alternate Friday) published in Macau which provides comprehensive information to readers relating to travel, dining, shopping, culture and entertainment in Macau. It is distributed in major terminals in Hong Kong and Macau as well as certain hotels in Macau. In addition to the printed magazine distributed in Macau and Hong Kong, Travel Macao also provides website version, digital social media platforms such as Facebook page and WeChat platform to readers.
- Motoz Trader is a fortnightly magazine that focuses on new car models, second-hand car market and properties while also provides lifestyle information including dining, fashion and beauty.
- Motoz Trader (Free) is a free fortnightly magazine that is extracted from Motoz Trader.
- Shopping Monthly is fortnightly magazine and focuses on updated information on consumer products.
- Shopping Monthly (Free) is a free fortnightly magazine that is magazine extracted from Shopping Monthly.

During the year ended 31 December 2019, the revenue generated from the publications and media advertising business amounted to approximately HK\$7,498,000, increased from approximately HK\$1,311,000 for the year ended 31 December 2018.

本集團旗下的刊物集合生活時尚的不同興趣範疇，包括汽車、美容及時裝、物業、飲食、電子產品等資訊，以迎合不同市場層面及年齡組別的讀者群。

- 《力報》是一份於澳門刊發的中文日報(每週一至週五刊發)，其讀者群廣泛，專注不同範疇包括澳門本地日報以及香港、中國及國際新聞、財經、娛樂、體育、時尚及生活風格、文化知識等。於本年報日期，該報於澳門的發行點數目有641個，涵蓋商業樓宇、豪華公寓、銀行、機場及貴賓室、港口、加油站、熟食中心、停車場、大學及政府合署等，每日發行量約達50,000份，其為澳門發行量及覆蓋率最高的報章之一。
- 《遊澳假期》是一本於澳門刊發的中文旅遊休閒雙週刊(每雙週五刊發)，為讀者提供有關澳門旅遊、餐飲、購物、文化及娛樂的綜合資料。其於香港及澳門的主要航站樓及澳門若干酒店分發。除了於澳門及香港發行印刷版雜誌外，遊澳假期還為讀者提供網上版本、數字社交媒體平台(如Facebook專頁及微信平台)。
- 《名車站》是雙周刊，主要介紹新車型號、二手車市場及物業，亦同時提供飲食、時裝及美容等生活時尚資訊。
- 《名車站睇樓站生活站贈閱版》是摘錄《名車站》部分內容的免費雙周刊。
- 《購物王》乃雙周刊並集中最新消費品資訊的消費指南。
- 《購物專線贈閱版》是摘錄《購物王》部分內容的免費雙周刊。

截至2019年12月31日止年度，刊物及媒體廣告業務收益，從截至2018年12月31日止年度的約1,311,000港元增加至約7,498,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Exhibition and Trade Show Business

During the year ended 31 December 2019, the revenue generated from the exhibition and trade show business amounted to approximately HK\$13,107,000, slightly decreased from approximately HK\$13,475,000 for the year ended 31 December 2018.

PROSPECTS

Looking forward to 2020, the Group will pay close attention to the uncertainties in the economic environment, and stay alert to formulate strategies to pursue steady development and strive for generous returns to our shareholders.

FINANCIAL REVIEW

Continuing Operations

Revenue

Total revenue increased by approximately 39% from approximately HK\$14,785,000 for the year ended 31 December 2018 to approximately HK\$20,605,000 for the year ended 31 December 2019. It was mainly due to the Group extended its business sector geographically to Guangdong-Hong Kong-Macao Greater Bay Area. The revenue generated from publications and media advertising business increased approximately HK\$6,220,000 as compared with approximately HK\$1,311,000 for the year ended 31 December 2018.

The revenue of the Group contributed from the exhibition and trade show business, amounted to approximately HK\$13,107,000 or 64% of the total revenue of the Group for the year ended 31 December 2019.

Cost of Sales

For the year ended 31 December 2019, the cost of sales of the exhibition and trade show and publications and media advertising business amounted to approximately HK\$9,189,000 or 81% and approximately HK\$2,212,000 or 19% respectively of the total cost of sales.

展覽及貿易展覽業務

截至2019年12月31日止年度，展覽及貿易展覽業務收益約13,107,000港元，略低於截至2018年12月31日止年度的約13,475,000港元。

展望

展望2020年，本集團將密切關注經濟環境中的不確定因素，並在制定策略時保持警覺性，以追求穩定發展並致力為股東帶來豐厚的回報。

財務回顧

持續經營業務

收益

總收益由截至2018年12月31日止年度約14,785,000港元增加約39%至截至2019年12月31日止年度約20,605,000港元，主要是由於本集團地理上擴大業務分部至粵港澳大灣區。刊物及媒體廣告業務收益增加約6,220,000港元，相比截至2018年12月31日止的約1,311,000港元。

本集團收益主要來自展覽及貿易展覽業務，為約13,107,000港元，佔本集團截至2019年12月31日止年度的總收益的64%。

銷售成本

截至2019年12月31日止年度，展覽及貿易展覽和刊物及媒體廣告業務的銷售成本分別為約9,189,000港元及約2,212,000港元，分別佔總銷售成本81%及19%。

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Gross Profit

The gross profit of the exhibition and trade show business, represented approximately HK\$3,918,000 for the current year.

Due to the expansion of publications and media advertising business extended, the gross profit generated from the publications and media advertising business increased from gross loss of approximately HK\$953,000 in last year to gross profit of approximately HK\$5,286,000 in the current year.

Other Income

Other income mainly represented the interest income arising from loan receivables during the year and other income decreased from approximately HK\$521,000 for the year ended 31 December 2018 to approximately HK\$88,000 for the year ended 31 December 2019.

Operating Expenses

The operating expenses of the Group decreased by approximately 9% from approximately HK\$26,889,000 for the year ended 31 December 2018 to approximately HK\$24,379,000 for the year ended 31 December 2019. The decrease in the operating expenses was mainly due to effective cost control on administrative expenses.

Other Gains or Losses

The other gains or losses represented a net loss of approximately HK\$262,000 for the year ended 31 December 2019, mainly consisted of the disposal loss of a subsidiary.

Impairment Loss Recognised Under Expected Credit Loss Model

As at 31 December 2019, impairment loss of approximately HK\$22,710,000 is recognised on trade and other receivables and loan receivables. Details are disclosed in note 10 to the consolidated financial statements.

Finance Costs

Finance costs of the Group amounted to approximately HK\$1,541,000 for the year ended 31 December 2019, compared to HK\$121,000 for the year ended 31 December 2018. The increase in finance costs was mainly due to interest paid to an independent third party borrower.

毛利

本年度展覽及貿易展覽業務的毛利為約3,918,000港元。

由於刊物及媒體廣告業務擴充，刊物及媒體廣告業務的毛利由去年毛損約953,000港元增加至本年度毛利約5,286,000港元。

其他收入

其他收入主要指年內由應收貸款產生的利息收入，以及截至2018年12月31日止年度約521,000港元的其他收入減至截至2019年12月31日止年度約88,000港元。

經營開支

本集團的經營開支由截至2018年12月31日止年度約26,889,000港元減少約9%至截至2019年12月31日止年度約24,379,000港元。經營開支減少主要由於有效控制行政費用成本。

其他收益或虧損

其他收益或虧損指截至2019年12月31日止年度的淨虧損約262,000港元，主要包括出售一間附屬公司的虧損。

預期信貸虧損模式下確認的虧損減值

於2019年12月31日，就貿易及其他應收款項及應收貸款確認減值虧損約22,710,000港元。詳情於綜合財務報表附註10披露。

融資成本

本集團截至2019年12月31日止年度的融資成本約1,541,000港元，而截至2018年12月31日止年度為121,000港元。融資成本增加主要是由於向一名獨立第三方借款人支付利息。

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Income Tax (Expense) Credit

Income tax expense for the Group was approximately HK\$174,000 for the year ended 31 December 2019, compared to the income tax credit of approximately HK\$22,000 for the last year.

Loss from Continuing Operation Attributable to Owners of the Company

During the year ended 31 December 2019, the Group's loss attributable to owners of the Company increased to approximately HK\$38,901,000 from approximately HK\$37,464,000 for the year ended 31 December 2018. This was mainly attributable to (i) impairment loss recognised under expected credit loss model; and (ii) increase in finance costs.

Discontinued Operation

During the year ended 31 December 2019, the financial results of mobile apps development business segment was classified as the discontinued operation.

Liquidity, Financial Resources and Capital Structure

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

所得稅(開支)抵免

本集團截至2019年12月31日止年度的所得稅開支約174,000港元，去年所得稅抵免為約22,000港元。

本公司擁有人於持續經營業務應佔虧損

於截至2019年12月31日止年度，本公司擁有人應佔本集團虧損由截至2018年12月31日止年度約37,464,000港元，增至約38,901,000港元，主要是由於(i)預期信貸虧損模式下確認的減值虧損；及(ii)融資成本增加。

終止經營業務

於截至2019年12月31日止年度，流動應用程式發展業務分部財務業績被分類為終止經營業務。

流動資金、財務資源及資本架構

於截至2019年12月31日止年度，本集團的資本架構並無變動。

As at 31 December **於12月31日**

		2019	2018
		2019年	2018年
		HK\$	HK\$
		港元	港元
Current assets	流動資產	13,376,508	23,096,231
Current liabilities	流動負債	18,454,235	21,252,108
Current ratio	流動比率	0.7	1.1

The current ratio of the Group as at 31 December 2019 was approximately 0.7 times as compared to approximately 1.1 times as at 31 December 2018.

於2019年12月31日，本集團的流動比率約為0.7倍，而2018年12月31日則約為1.1倍。

As at 31 December 2019, the Group had cash and cash equivalents of approximately HK\$3,603,000 (2018: approximately HK\$10,687,000).

於2019年12月31日，本集團有現金及現金等價物約3,603,000港元(2018年：約10,687,000港元)。

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Gearing Ratio

The gearing ratio of the Group, calculated as total borrowings over shareholders' fund, was approximately -168% as at 31 December 2019 (2018: 52%).

Trade Receivables Turnover Days

The trade receivables increased from approximately HK\$2,359,000 for the year ended 31 December 2018 to approximately HK\$3,021,000 for the year ended 31 December 2019, but the trade receivable turnover days decreased from approximately 58 days for the year ended 31 December 2018 to approximately 54 days for the year ended 31 December 2019. All outstanding trade receivable balances are reviewed by the Group's sales and marketing department on a monthly basis to ensure that any overdue receivable is promptly monitored and appropriate collection actions are taken.

Treasury Policies

The Group adopts a conservative approach towards its treasury policies. The Group strives to reduce exposure to credit risk by performing ongoing credit evaluation of the financial conditions of its clients. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements.

Significant Investments Held

During the year ended 31 December 2019, saved for the equity instruments at fair value through other comprehensive income, there was no other significant investment held by the Group.

Future Plans for Material Investments and Capital Assets

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

Material Acquisitions and Disposals of Subsidiaries and Affiliated Companies

During the year ended 31 December 2019, the Group completed the disposal of 51% equity interests in Qihui Group (International) Limited.

資產負債比率

於2019年12月31日，本集團的資產負債比率（按借款總額除以股東資金計算）約為-168%（2018年：52%）。

貿易應收款項週轉日數

貿易應收款項由截至2018年12月31日止年度約2,359,000港元增加至截至2019年12月31日止年度約3,021,000港元，但貿易應收款項週轉日數由截至2018年12月31日止年度約58日減至截至2019年12月31日止年度約54日。本集團的銷售及市場推廣部每月審閱所有未收貿易應收款項結餘，以確保可盡速監察所有逾期應收款項並採取適當收款行動。

庫務政策

本集團採取保守的庫務政策方針。本集團持續對客戶的財務狀況進行信貸評估，致力減低所面對的信貸風險。為管理流動資金風險，董事會密切監控本集團的流動資金水平，確保本集團資產、負債及承擔的流動資金架構可符合其資金需求。

所持有的重大投資

於截至2019年12月31日止年度，除按公平值計入其他全面收益的股本工具外，本集團概無持有其他重大投資。

有關重大投資及資本資產的未來計劃

除於本年報所披露者外，本集團並無有關重大投資及資本資產的其他計劃。

附屬公司及聯屬公司的重大收購及出售事項

截至2019年12月31日止年度，本集團完成出售啟匯集團（國際）有限公司的51%股權。

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Pledge of Assets

As at 31 December 2019 and 2018, the Group had no material pledge of assets.

Contingent Liabilities

As at 31 December 2019, the Group did not have any significant contingent liabilities.

Capital Commitments

As at 31 December 2019, the Group did not have any significant capital commitments.

Information on Employees

As at 31 December 2019, the employee headcount (not including Directors) of the Group was 32 (2018: 19) and the total staff costs, including Directors' emoluments for the year ended 31 December 2019, amounted to approximately HK\$11,934,000 (2018: approximately HK\$8,496,000).

The Group offers competitive remuneration packages commensurate with industry practice. In order to attract and retain valuable employees, the Group reviews the performance of its employees annually and such review results will be taken into account while having the annual salary review and promotion appraisal. In addition to a basic salary, bonuses would be paid to staff with reference to the financial performance of the Group. The Group would also provide trainings or seminars that relating to publication business and offer options that may be granted to the employees under the share option scheme. The Group pays commission to its sales and marketing staff which was calculated based on an agreed percentage of sharing specified in their respective contracts in accordance of the total monthly sales solicited by such staff which is arrived at mutual agreement between the Company and the respective staff.

資產抵押

於2019年及2018年12月31日，本集團並無重大抵押資產。

或然負債

於2019年12月31日，本集團並無任何重大或然負債。

資本承擔

於2019年12月31日，本集團並無任何重大資本承擔。

僱員資料

於2019年12月31日，本集團的僱員數目(不包括董事)為32名(2018年：19名)，而截至2019年12月31日止年度的總員工成本(包括董事酬金)約為11,934,000港元(2018年：約8,496,000港元)。

本集團提供與行業慣例相稱的薪酬待遇。為吸引及挽留有價值的僱員，本集團每年審閱僱員表現，在年度薪金檢討及晉升評核時會考慮有關審閱結果。除基本薪金外，本集團會按照財務表現向員工支付花紅。本集團亦會提供有關出版業務的培訓或研討會以及給予可能根據購股權計劃授予僱員的購股權。本集團向銷售及市場推廣員工支付的佣金按彼等各自的合約內訂明的協定分成百分比根據有關員工貢獻的每月銷售總額計算，計算方式經本公司與各員工共同協定。

MANAGEMENT DISCUSSION AND ANALYSIS

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RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

The Board recognises its responsibility to ensure that the Company maintains a sound and effective risk management and internal control system. The Group's internal control system is designed and established to ensure that assets are safeguarded against improper use or disposal, relevant rules and regulations are adhered to and complied with, reliable financial and accounting records are maintained in accordance with relevant accounting standards and regulatory reporting requirements, and key risks that may impact on the Group's performance are appropriately identified and managed. Review of the Group's internal controls covering major financial, operational and compliance controls, as well as risk management functions. The internal control system can only provide reasonable and not absolute assurance against material misstatement or loss, as they are designed to manage, rather than eliminate the risk of failure to achieve business objectives.

The Group's risk management framework includes risk identification, risk assessment, risk treatment and monitoring and reviewing of the effectiveness of the measures. This risk management framework is guided by the three-tier risk management approach. At the first line of defence, business units are responsible for identifying, assessing and monitoring risks associated with each business or deal. The management, as the second line of defence, defines rule sets and models, provides technical support, develops new systems and oversees portfolio management. It ensures that risks are within the acceptable range and that the first line of defence is effective. As the final line of defence, the Corporate Governance & Risk Management Committee of the Company, ensures that the first and second lines of defence are effective through constant inspection and monitoring.

風險管理及內部監控系統

董事會理解其有責任確保本公司維持穩健及有效的風險管理及內部監控系統。本集團的內部監控系統乃設計及建立以確保資產得到保障，以免受不正當使用或處置，依循及遵守相關規則及法規，根據相關會計準則及監管申報規定維持可靠的財務及會計紀錄，而可能影響本集團表現的關鍵風險得到適當識別及管理。對本集團內部監控的審閱涵蓋主要財務、營運及合規監控，以及風險管理職能。內部監控系統只能提供合理而並非絕對保證避免重大錯誤陳述或損失，原因是有關系統的設計用作管理而並非排除未能實現業務目標的風險。

本集團的風險管理框架包括風險識別、風險評估、風險處理以及監察及檢討措施成效。此項風險管理框架以三層風險管理模式指引。在第一道防線，業務單位負責識別、評估及監察與各項業務或交易有關的風險。管理層（作為第二道防線）界定規則規限及模式、提供技術支援、開發新系統及監督投資組合管理。其確保風險處於可接受範圍內及第一道防線為有效。作為最後一道防線，本公司的企業管治及風險管理委員會透過定期檢查及監察而確保第一道及第二道防線有效。

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Risk Management

Currency risk

Substantially all of the Group's monetary assets and liabilities are denominated in Hong Kong dollars and Macau Pataca same as the functional currency of the respective group entities.

The Group does not expect any significant currency risk which materially affect the Group's result of operations.

Interest rate risk

In current year, the Group was exposed to fair value interest rate risk in relation to fixed-rate other borrowings.

The Group is not expect any significant interest rate risk which materially affect the Group's results of operations in 2019 and 2018.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collaterals, where appropriate, as a means of mitigating the risk of financial loss from defaults.

In respect of trade and other receivables and loan receivables, in order to minimise risk, the management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. Credit evaluations of its customers' financial position and condition is performed on each and every major customer periodically. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. The Group does not require collateral in respect of its financial assets.

風險管理

貨幣風險

本集團絕大部分貨幣資產及負債以港元及澳門幣計值，與各集團公司主體的功能貨幣相同。

本集團並不預期出現可能對本集團經營業績造成重大影響的任何重大貨幣風險。

利率風險

於本年度，本集團面臨與定息其他借款有關的公平值利率風險。

於2019年及2018年，本集團預期並無嚴重影響本集團經營業績的任何重大利率風險。

信貸風險

信貸風險指因交易對方日後不履行其合約責任而導致本集團承受財務虧損的風險。本集團已採納一項政策，規定僅與信譽良好的交易對方進行交易及於適當時取得足夠的抵押品，作為減少違約財務虧損風險的方式。

就貿易及其他應收款項及應收貸款而言，為將風險降至最低，管理層已設定信貸政策，並持續監察該等信貸風險。本集團定期對各個主要客戶的財務狀況及情況進行信貸評估。該等評估主要針對客戶過往的到期付款記錄及當前支付能力，並考慮客戶的特定資料及客戶營運所在經濟環境的有關資料。本集團並未就其金融資產要求給予抵押品。

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The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry in which customers operate also has an influence on credit risk but to a lesser extent. At the end of reporting period, the Group has concentration of credit risk as 23% (2018: 24%) of the total trade receivables of the Company was due from the largest customer and 51% (2018: 73%) of the total trade receivables of the Group was due from the largest five customers. Taking into accounts the creditworthiness of the customers, the credit risk measures and the historical levels of bad debts, the directors consider that such concentration of credit risk would not result in significant credit default exposure to the Group.

The credit risk on bank balance is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants to ensure that it maintains sufficient amount of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

EVENT AFTER THE REPORTING PERIOD

Details of the event after the reporting period are disclosed in note 46 to the consolidated financial statements.

本集團的信貸風險主要受各客戶的個別特性所影響。客戶營運所在行業的違約風險亦對信貸風險產生較低的影響。於報告期末，本集團有若干集中信貸風險，原因為本公司的貿易應收款項總額的23%(2018年：24%)來自最大客戶，而本集團貿易應收款項總額的51%(2018年：73%)來自五大客戶。考慮到客戶的信用可靠程度、信貸風險措施及過往壞賬水平，董事認為，該集中信貸風險不會對本集團造成重大信貸違約風險。

由於交易對方均為獲國際信貸評級機構授予高信貸評級的銀行，故銀行結餘的信貸風險有限。

流動資金風險

本集團的政策為定期監察現時及預期流動資金需求以及符合貸款契諾，以確保其維持充足現金，以及來自主要金融機構的充足承諾額度以滿足其短期及較長期流動資金需要。

報告期後的事件

有關報告期後事件的詳情於綜合財務報表附註46披露。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

DIRECTORS

Executive Directors

Mr. Hung Yuen Kin, aged 39, has over 10 years of experience in media and advertisement industries. He obtained a Bachelor of Arts degree in Journalism and Communication from Chu Hai University in 2005.

Mr. Hung was appointed as a deputy managing director of Macau Federal Commercial Association of Convention & Exhibition Industry in September 2019 until 2021. He served as a media production director of Central – Companhia de Comunicacao International, LDA, a company incorporated in Macau, which is principally engaged in media, advertisement and exhibition business from April 2019 to September 2019. He served as a business development director of Pentalker Studio Publication Co., Ltd., which is a book publisher providing cultural and travel information in Macau from July 2016 to April 2019. He also served as a deputy editor-in-chief of “NEW GEN. Monthly” of New Generation Culture Association from June 2017 to July 2018. He was also an editor in chief of Central International Communication Co, Ltd, which is principally engaged in media, advertisement and exhibition business from June 2011 to July 2016. Mr. Hung served as an editor of Wide Connection Limited (being a subsidiary of New Media Group Holdings Limited, now known as Evergrande Health Industry Group Limited, a company listed on the Stock Exchange, stock code: 708), which was principally engaged in magazine publishing, from April 2010 to June 2011. He also served as an editor in chief of Prefix Publication Limited, which is a book publisher providing travel, leisure, lifestyle and cultural information in Hong Kong from March 2009 to April 2010.

Ms. Li Ka Yee Daphne, aged 44, has over 20 years of experience in strategic marketing and advertising industry for advertising and public relations companies.

Ms. Li served as a marketing director of Companhia de Group UO Limited, which is principally engaged in e-commerce, media and publishing, travel and leisure and information technology, in June 2018. She served as a senior account director of McCann Worldgroup Hong Kong Limited, a marketing services company, from January 2018 to February 2018, mainly responsible for relationship management of accounts and performance marketing. She also served as an account director of NDN Group (HK) Limited, which is a digital marketing agency in Hong Kong from August 2016 to November 2017, mainly responsible for accounts retention and agency business development. She served as a director of Shanghai Ogilvy & Mather Marketing Communications Consulting Co., Ltd., which is a public relation agency in Shanghai, from May 2004 to October 2014 mainly responsible for strategic public relations planning and counselling.

董事

執行董事

熊遠健先生，39歲，於媒體及廣告行業擁有逾10年經驗。彼於2005年自珠海學院獲得新聞及傳播學學士學位。

熊先生於2019年9月獲委任為澳門會展產業聯合商會副理事長，任期至2021年止。彼於2019年4月至2019年9月擔任中匯國際傳播有限公司(一家於澳門註冊成立的公司)的媒體製作總監，該公司主要從事媒體、廣告及展覽業務。彼於2016年7月至2019年4月擔任有德筆出版有限公司的業務開發總監，該公司為一家澳門書籍出版商，提供文化及旅遊資訊。彼亦於2017年6月至2018年7月擔任新生代青年文化會出版的《新生代》月刊副主編。彼亦於2011年6月至2016年7月擔任中匯國際傳播有限公司的主編，該公司主要從事媒體、廣告及展覽業務。於2010年4月至2011年6月，熊先生曾擔任韋福有限公司(為新傳媒集團控股有限公司(現稱為恒大健康產業集團有限公司)(一家聯交所上市公司，股份代號：708)的附屬公司)的編輯，該公司主要從事雜誌出版。彼亦於2009年3月至2010年4月擔任尚方文化有限公司的主編，該公司為一家香港書籍出版商，提供旅遊、休閒、生活及文化資訊。

李嘉儀女士，44歲，於廣告及公關公司策略營銷及廣告行業擁有逾20年經驗。

李女士於2018年6月擔任遊澳集團的市場總監，該集團主要從事電子商務、媒體及出版、旅遊及休閒以及資訊科技。彼於2018年1月至2018年2月擔任麥肯世界集團香港有限公司(一家營銷服務公司)高級客戶總監，主要負責客戶關係管理及績效營銷。彼亦於2016年8月至2017年11月擔任恩迪安(香港)有限公司(一家香港數碼營銷代理)的客戶總監，主要負責客戶維護及代理業務開發。彼於2004年5月至2014年10月擔任上海奧美商務諮詢有限公司(一家上海公共關係代理)總監，主要負責策略公關規劃及諮詢。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Non-executive Director

Mr. Lui Man Wah, aged 37, obtained a Bachelor of Arts degree in business studies from the Hong Kong Polytechnic University in 2004 and obtained a Master of Commerce degree from Macquarie University in 2005. Mr. Lui has over 10 years of experience in securities and financial institutions. He is experienced in managing listed companies in Hong Kong.

Since 13 August 2013, Mr. Lui has been appointed as an executive director of Sun International Group Limited (“Sun International”) (a company listed on GEM of the Stock Exchange, stock code: 8029), whose principal businesses included money lending business and provision of securities and futures brokerage, margin financing and asset management. He is mainly responsible for overall management and investment strategy. In addition, Mr. Lui has been serving as the chief executive officer and an executive director of Sun International Securities Limited (“SISL”) and Sun International Asset Management Limited (“SIAML”) respectively since 29 January 2016, both of which are indirect wholly-owned subsidiaries of Sun International. SISL is principally engaged in the provision of type 1 (dealing in securities), type 2 (dealing in futures contracts) and type 4 (advising on securities) regulated activities under the SFO in Hong Kong, while SIAML is principally engaged in the provision of type 4 (advising on securities), type 5 (advising on futures contracts) and type 9 (asset management) regulated activities under the SFO in Hong Kong. He is mainly responsible for the day-to-day operations of SISL and SIAML.

Furthermore, Mr. Lui had served as an executive director of Imperium Group Global Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 776) from October 2012 to July 2013, which is principally engaged in (i) the investment and operation in energy and natural resources (including precious metals) related projects and services; and (ii) the provision of loan financing and investment and management consultation services in the PRC. He was also appointed as an independent non-executive director of Suncity Group Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1383) from February 2012 to July 2012. From January 2010 to October 2010, Mr. Lui was a representative of Cinda International Securities Limited. From December 2008 to June 2009, he was a representative of Polaris Securities (Hong Kong) Limited.

非執行董事

呂文華先生，37歲，於2004年取得香港理工大學之商業學文學士學位，並於2005年獲得麥覺理大學之商業碩士學位。呂先生於證券及金融機構擁有逾10年經驗。彼於管理香港上市公司方面經驗豐富。

自2013年8月13日起，呂先生獲委任為太陽國際集團有限公司(「太陽國際」)(於聯交所GEM上市之公司，股份代號：8029，其主要業務包括放債業務及提供證券及期貨經紀、孖展融資及資產管理)執行董事。彼主要負責整體管理及投資策略。此外，呂先生已自2016年1月29日起分別擔任太陽國際證券有限公司(「太陽國際證券」)及太陽國際資產管理有限公司(「太陽國際資產管理」)(均為太陽國際的間接全資附屬公司)的行政總裁及執行董事。太陽國際證券主要於香港從事證券及期貨條例項下第1類(證券交易)、第2類(期貨合約交易)及第4類(就證券提供意見)受規管活動，而太陽國際資產管理主要於香港從事證券及期貨條例項下第4類(就證券提供意見)、第5類(就期貨合約提供意見)及第9類(提供資產管理)受規管活動。彼主要負責太陽國際證券及太陽國際資產管理的日常營運。

此外，呂先生曾於2012年10月至2013年7月擔任帝國集團環球控股有限公司(於聯交所主板上市之公司，股份代號：776)執行董事，該公司主要從事(i)能源及天然資源(包括貴金屬)相關項目及服務投資及營運；及(ii)於中國提供貸款融資服務以及投資及管理諮詢服務。彼亦於2012年2月至2012年7月獲委任為太陽城集團控股有限公司(於聯交所主板上市之公司，股份代號：1383)獨立非執行董事。於2010年1月至2010年10月，呂先生擔任信達國際證券有限公司代表。於2008年12月至2009年6月，彼任寶來證券(香港)有限公司代表。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Independent Non-executive Directors

Ms. Wong Chi Ling, aged 48, possesses over 25 years of experience in finance, accounting and company secretarial services experience in Hong Kong. She obtained a master degree of arts in parent education and a professional diploma in guidance and counselling from The Chinese University of Hong Kong, a postgraduate diploma in early childhood education from The Hong Kong Baptist University and a bachelor degree of arts in accountancy from the Hong Kong Polytechnic University. Ms. Wong is a fellow member of The Association of Chartered Certified Accountants in the United Kingdom, a fellow member of The Institute of Chartered Accountants in England and Wales and an associate member of Institute of Certified Public Accountants.

Ms. Wong is currently the group financial controller of RNP Jewelry Design Limited, which engages in the trading and manufacturing of jewelry products, since March 2015. Ms. Wong is responsible for corporate accounting, finance and corporate secretarial matters. Ms. Wong worked in H.C. Wong & Co., Certified Public Accountants (Practising), responsible for providing corporate secretarial services from August 2007 to March 2015, with her last positions as senior manager. She served as an accounting officer II of the government of the Hong Kong Special Administrative Region from April 1997 to May 2007. She also served as an accounting manager of Sam Woo Engineering Equipment Limited from September 1996 to April 1997 and a staff accountant at Ernst & Young from August 1994 to August 1996.

Mr. Wong Ling Yan Philip, aged 39, has over 10 years of experience in management and business operation. He is a member of the Hong Kong Institute of Surveyors and obtained a Master Degree of Business Administration from the Chinese University of Hong Kong in 2010. Mr. Wong is currently the chief executive officer of YOOV Internet Technology Limited ("YOOV"), which specialize in providing cloud-based enterprise resource planning (ERP) solutions to small and medium-sized enterprises (SME), since January 2016. Prior to the formation of YOOV, Mr. Wong operated a number of English learning centres in Hong Kong from December 2012 to December 2016. He also served as an operations manager of Nan Fung Resources Limited from March 2012 to November 2012. He worked in the Real Estate Asia Division of Wells Fargo Bank, N.A. (Hong Kong branch) from July 2007 to March 2011 with his last position as real estate relationship manager.

獨立非執行董事

黃子玲女士，48歲，擁有逾25年香港財務、會計及公司秘書服務經驗。彼獲得香港中文大學家長教育文學碩士學位及學生輔導專業文憑，香港浸會大學幼兒教育碩士文憑及香港理工大學會計文學學士學位。黃女士為英國特許公認會計師公會資深會員、英格蘭及威爾斯特許會計師公會資深會員及香港會計師公會會員。

黃女士自2015年3月起擔任盛耀珠寶設計有限公司的集團財務總監至今，該公司從事珠寶產品的貿易及製造。黃女士負責公司會計、財務及公司秘書事宜。黃女士於2007年8月至2015年3月於黃禧超會計師事務所任職，負責提供公司秘書服務，彼離職前擔任高級經理。彼於1997年4月至2007年5月就任香港特別行政區政府二級會計主任。彼亦於1996年9月至1997年4月擔任三和機械有限公司的會計經理及於1994年8月至1996年8月擔任安永會計師事務所的會計師。

黃靈恩先生，39歲，擁有逾10年管理及業務營運經驗。彼為香港測量師學會會員並於2010年取得香港中文大學工商管理碩士學位。黃先生自2016年1月起擔任優科互聯網科技有限公司（「優科」）的首席執行官至今，該公司專門為中小企業提供基於雲計算的企業資源規劃解決方案。於成立優科前，黃先生於2012年12月至2016年12月在香港經營若干英語學習中心。彼亦自2012年3月至2012年11月擔任南豐資源有限公司的營運經理。彼於2007年7月至2011年3月於北美富國銀行香港分行亞洲房地產分部就職，離職前擔任房地產關係經理一職。

BIOGRAPHICAL DETAILS OF DIRECTORS 董事履歷詳情

Mr. Lee Man Yeung, aged 42, has over 13 years of experience in business management in the construction industry. Mr. Lee obtained a certificate in Business Administration and a diploma in Business Management (Banking & Finance) from Holmesglen Institute of TAFE in Melbourne, Australia in May 1999 and August 2000 respectively. Mr. Lee worked at Hang Tat Engineering Company Limited as a project manager from 2003 to 2010. He was the business owner of APEX Construction & Development Limited from September 2008 to May 2015. He is the founder and has been a director of Le Point Management Company Limited, a company principally engaged in the business of management of restaurants and hospitality group in China since January 2015. Mr. Lee is an independent non-executive director of Pak Wing Group (Holdings) Limited (a company listed on GEM of the Stock Exchange, stock code: 8316) since September 2018. He is also an engineering consultant of Chilego Engineering Co., Limited since December 2010.

CHANGES IN DIRECTORS' INFORMATION

Upon specific enquiry by the Company and following confirmations from Directors, save as otherwise set out in this Report, there is no change in the information of the Directors required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules since their appointment on 16 October 2019.

李文洋先生，42歲，擁有逾13年建築業工商管理經驗。李先生分別於1999年5月及2000年8月獲得澳洲墨爾本TAFE的Holmesglen Institute的工商管理證書及工商管理(銀行及金融)文憑。李先生於2003年至2010年於恒達工程有限公司擔任項目經理。彼於2008年9月至2015年5月為高睿建築發展有限公司的業務負責人。彼為樂點餐飲管理有限公司(一間主要在中國從事餐廳及接待團體的管理業務的公司)創辦人及自2015年1月起為董事。李先生自2018年9月起擔任柏榮集團(控股)有限公司(一間聯交所GEM上市公司，股份代號：8316)的獨立非執行董事。彼自2010年12月起亦為展力高工程有限公司的工程顧問。

董事資料變更

經本公司作出具體查詢並根據董事發出的下列確認函，除本報告所載述者外，自彼等於2019年10月16日獲委任以來，概無董事的資料變更須根據GEM上市規則第17.50A(1)條予以披露。

REPORT OF THE DIRECTORS

董事報告

The Directors are pleased to present their report and 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 and those of the principal subsidiaries of the Company are set out in note 44 to the consolidated financial statements.

BUSINESS REVIEW

A review of the business of the Group during the year and a discussion on the Group's future business development and possible risk and uncertainties facing the Group are set out in Chairman's Statement as well as the Management Discussion and Analysis of this annual report respectively. An analysis of the Group's performance during the year using financial key performance indicators is set out in the Management Discussion and Analysis of this annual report.

For the year ended 31 December 2019, the Group's business operation made continuous effort on minimizing damage to the environment and ensuring employee well-being. No non-compliance in relation to environmental and social aspects was recorded. Engagement with stakeholders has resulted in raised concerns on key material issues, which include (i) employee health and safety, (ii) labour standards, (iii) intellectual property ("IP") rights, (iv) customer data protection and (v) anti-corruption. These aspects had already been managed by the Group and the Group will continue to keep close communication with its stakeholders for advancing its environmental, social and governance management.

Discussion on the Group's environmental policies and performance, relationships with its key stakeholders and compliance with relevant laws and regulations which have a significant impact on the Group will be provided in the Environmental, Social and Governance Report which will be published on the websites of the Company and the Stock Exchange no later than three months after the publication of this annual report.

董事欣然提呈本集團截至2019年12月31日止年度的報告及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，而本公司主要附屬公司的主要業務載於綜合財務報表附註44。

業務回顧

本集團年內的業務回顧及本集團的未來業務發展及本集團可能面臨的風險及不確定因素的討論分別載於本年報的主席報告以及管理層討論及分析。採用主要財務績效指標的本集團年內表現分析載於本年報的管理層討論及分析。

截至2019年12月31日止年度，本集團持續向業務營運作出投放，以盡量減低對環境的影響，並確保僱員福祉。並無錄得與環境及社會方面的違規事件。權益人的參與提升了對主要重大事項的關注，此等事項包括：(i)僱員健康與安全；(ii)勞工標準；(iii)知識產權（「知識產權」）；(iv)客戶數據保護；及(v)反貪污。本集團已對此等方面作出管理，本集團亦將繼續與權益人保持緊密聯繫，以提升其環境、社會及管治上的管理。

有關本集團的環保政策及表現、與主要持份者的關係以及遵守對本集團有重大影響的有關法律及規例的討論將於不遲於刊發本年度報告後的三個月內，在本公司及聯交所網站刊發的環境、社會及管治報告中提供。

RESULTS AND DIVIDEND

The results of the Group for the year ended 31 December 2019 and the state of affairs of the Group covering the same period are set out in the consolidated financial statements in this annual report. The Board does not recommend the payment of any final dividend for the year ended 31 December 2019.

SUMMARY OF FINANCIAL INFORMATION

The summary of the results, assets and liabilities of the Group for the last five financial years is set out on page 188 of this annual report.

SHARE CAPITAL

Details of movements in share capital of the Company during the year are set out in note 34 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2019, the Company did not have any reserve available for distribution to the shareholders.

PRE-EMPTIVE RIGHTS

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

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year ended 31 December 2019, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

業績及股息

本集團截至2019年12月31日止年度的業績及本集團同期的業務狀況載於本年報的綜合財務報表內。董事會不建議就截至2019年12月31日止年度派付任何末期股息。

財務資料概要

本集團過去五個財政年度的業績、資產與負債概要載於本年報第188頁。

股本

年內本公司股本的變動詳情載於綜合財務報表附註34。

可分派儲備

於2019年12月31日，本公司並無任何儲備可供分派予股東。

優先購買權

本公司的組織章程細則或開曼群島的法例均無優先購買權條文，規定本公司須按比例向現有股東提呈新股份。

購買、出售或贖回上市證券

截至2019年12月31日止年度，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。



REPORT OF THE DIRECTORS 董事報告

MAJOR CUSTOMERS AND SUPPLIERS

Sales to the Group's five largest customers accounted for approximately 55% of the total sales for the year and sales to the largest customer included therein amounted to approximately 20%. Purchases from the Group's five largest suppliers accounted for approximately 42% of the total purchases for the year and purchases from the largest supplier included therein amounted to approximately 18%.

Save as disclosed, none of the Directors or any of their close associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued shares) had any interest in the Group's five largest customers and suppliers.

ARRANGEMENT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the sections headed "Share Option Scheme" and "Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures", at no time during the year was the Company, any of its subsidiaries, its ultimate holding company or any subsidiary of such ultimate holding company a party to any arrangements to enable the Directors or the chief executive of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

主要客戶及供應商

對本集團五大客戶的銷售佔本年度總銷售額約55%，其中對最大客戶的銷售約佔20%。向本集團五大供應商的採購佔本年度總採購額約42%，其中向最大供應商的採購約佔18%。

除上文所披露者外，概無董事或彼等任何緊密聯繫人或任何股東(就董事所知，其擁有超過5%本公司已發行股份)於本集團五大客戶及供應商中擁有任何權益。

購買股份或債權證之安排

除「購股權計劃」及「董事於股份、相關股份及債權證的權益及淡倉」兩節所披露者外，於年內任何時間，本公司、其任何附屬公司、其最終控股公司或該最終控股公司之任何附屬公司概無訂立任何安排以讓本公司董事或主要行政人員藉購入本公司或任何其他法人團體之股份或債權證而獲益。

REPORT OF THE DIRECTORS 董事報告

DIRECTORS

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

BOARD OF DIRECTORS

Executive Directors

Hung Yuen Kin (*Appointed on 16 October 2019*)
Li Ka Yee Daphne (*Appointed on 16 October 2019*)
Tang Yau Sing (*Resigned on 6 November 2019*)
Wong Siu Hung Patrick (*Appointed on 15 April 2019 and resigned on 6 November 2019*)

Non-executive Director

Lui Man Wah (*Chairman*) (*Appointed on 16 October 2019*)
Chen Xiao (*Appointed on 15 April 2019 and resigned on 20 May 2019*)

Independent Non-executive Directors

Wong Chi Ling (*Appointed on 16 October 2019*)
Wong Ling Yan Philip (*Appointed on 16 October 2019*)
Lee Man Yeung (*Appointed on 16 October 2019*)
Tsang Zee Ho Paul (*Resigned on 6 November 2019*)
Wang Yan (*Appointed on 15 April 2019 and resigned on 6 November 2019*)
Lau Fai Lawrence (*Appointed on 15 April 2019 and resigned on 6 November 2019*)
Tse Chi Wai (*Resigned on 31 May 2019*)
Wen Kai (*Resigned on 31 May 2019*)

In accordance with Article 83(3), Mr. Hung Yuen Kin, Ms. Li Ka Yee Daphne, Mr. Lui Man Wah, Ms. Wong Chi Ling, Mr. Wong Ling Yan Philip and Mr. Lee Man Yeung will retire at the forthcoming annual general meeting (“AGM”) and, all of them, being eligible, offer themselves for re-election at the AGM.

BIOGRAPHIES DETAILS OF DIRECTORS

The biographical details of the Directors of the Group are set out on pages 16 to 19 of this annual report.

董事

年內及截至本報告日期止董事如下：

董事會

執行董事

熊遠健(於2019年10月16日獲委任)
李嘉儀(於2019年10月16日獲委任)
鄧有聲(於2019年11月6日辭任)
黃少雄(於2019年4月15日獲委任
並於2019年11月6日辭任)

非執行董事

呂文華(主席)(於2019年10月16日獲委任)
陳曉(於2019年4月15日獲委任
並於2019年5月20日辭任)

獨立非執行董事

黃子玲(於2019年10月16日獲委任)
黃靈恩(於2019年10月16日獲委任)
李文洋(於2019年10月16日獲委任)
曾思豪(於2019年11月6日辭任)
王妍(於2019年4月15日獲委任
並於2019年11月6日辭任)
劉斐(於2019年4月15日獲委任
並於2019年11月6日辭任)
謝志偉(於2019年5月31日辭任)
聞凱(於2019年5月31日辭任)

根據細則第83(3)條，熊遠健先生、李嘉儀女士、呂文華先生、黃子玲女士、黃靈恩先生及李文洋先生將於應屆股東週年大會(「股東週年大會」)上退任，合資格並願意於股東週年大會上膺選連任。

董事履歷詳情

本集團董事履歷詳情載於本年報第16至19頁。

REPORT OF THE DIRECTORS

董事報告

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

All independent non-executive Directors have entered into a letter of appointment with the Company under which their term of appointment is three years.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transaction, arrangement or contract of significance in relation to the Company's business to which the Company, any of its subsidiaries, its ultimate holding company or any subsidiary of such ultimate holding company was a party and in which a Director of the Company or an entity connected with the Director was materially interested, either directly or indirectly, subsisted during or at the end of the year.

EQUITY-LINKED AGREEMENTS

Other than the share option scheme disclosed in section "Share Option Scheme" in this report and Note 37 to the consolidated financial statements, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year or subsisted at the end of the year.

MATERIAL ACQUISITIONS AND DISPOSALS

Disposal of Qihui Group (International) Limited

During the year ended 31 December 2019, the Company entered into a sale and purchase agreement with an independent third party, pursuant to which the Company agreed to sell, and the independent third party agreed to purchase the entire equity of Qihui Group (International) Limited ("Qihui"). This disposal was completed during the year.

Save as disclosed, there is no other material acquisition or disposal of subsidiary, associate or joint venture during the year.

董事的服務合約

擬於股東週年大會上接受重選的董事概無與本公司訂立本公司不得於一年內在毋須補償(法定補償除外)的情況下終止的服務合約。

所有獨立非執行董事已與本公司訂立委聘書，而彼等之委任期為三年。

董事的交易、安排或合約權益

本公司、其任何附屬公司、其最終控股公司或該最終控股公司之任何附屬公司並無訂立任何本公司董事或與該董事有關的主體直接或間接擁有重大權益而於年內或年末有效的與本公司業務相關之交易、安排或重要合約。

與股票掛鈎協議

除本報告「購股權計劃」一節及綜合財務報表附註37所披露之購股權計劃外，本公司概無於年內訂立或已訂立任何截至年末仍存續的與股票掛鈎協議，而將會或可能導致本公司發行股份，或可要求本公司訂立任何將會或可能導致本公司發行股份的協議。

重大收購及出售事項

出售啟匯集團(國際)有限公司

於截至2019年12月31日止年度，本集團與獨立第三方訂立買賣協議，據此，本公司已同意出售而獨立第三方已同意收購啟匯集團(國際)有限公司(「啟匯」)的全部股權。是次出售已於年內完成。

除上述披露者外，年內概無附屬公司、聯營公司或合營企業的其他重大收購或出售事項。

MANAGEMENT CONTRACTS

There was in existence during the year ended 31 December 2019 a management contract (the “Management Contract”) dated 23 March 2018 between the Company and Able Secretarial Services Limited (“Able”), whereby Able agreed to provide financial reporting, human resources, accounting and administrative services to the Group for an amount of HK\$40,000 per month. The Management Contract was terminated on 30 June 2019. Mr. Tang Yau Sing, a resigned executive Director of the Company, was interested in the Management Contract as his spouse is a director of Able.

EMOLUMENT POLICY

The Remuneration Committee is responsible for making recommendations to the Board on Company’s policy and structure for all Directors and senior management remuneration, having regard to market competitiveness, individual performance and achievement. The Company has adopted a share option scheme as an incentive to Directors and eligible participants, details of the scheme is set out in section “Share Option Scheme” in this report and Note 37 to the consolidated financial statements.

SHARE OPTION SCHEME

The Group adopted the share option scheme (the “Share Option Scheme”) on 16 February 2015, under which the Directors may grant options to eligible persons to subscribe for the Company’s shares, subject to the terms and conditions stipulated therein. The Share Option Scheme will expire on 16 February 2025.

As at 16 October 2019, all of the share options granted have been cancelled.

管理合約

本公司與Able Secretarial Services Limited (「Able」)於2018年3月23日訂有一項於截至2019年12月31日止年度內存續的管理合約(「管理合約」)，據此Able已同意收取每月40,000港元以向本集團提供財務申報、人力資源、會計及行政服務。管理合約已於2019年6月30日終止。由於本公司辭任董事鄧有聲先生之配偶為Able之董事，故鄧有聲先生於管理合約中擁有權益。

薪酬政策

薪酬委員會在考慮市場競爭力、個人表現及成就後，負責就本公司全體董事及高級管理層的薪酬政策及架構向董事會提出推薦意見。本公司已採納一項購股權計劃以激勵董事及合資格參與者，計劃詳情載於本報告「購股權計劃」一節及綜合財務報表附註37。

購股權計劃

本集團於2015年2月16日採納的購股權計劃，據此董事可將購股權授予合資格人士，藉以根據該計劃規定的條款及條件認購本公司股份。購股權計劃將於2025年2月16日屆滿。

於2019年10月16日，所有已授出之購股權已被註銷。

REPORT OF THE DIRECTORS

董事報告

A summary of the principal terms of the Share Option Scheme are set out in note 37 to the consolidated financial statements. Movements of share options granted under the Share Option Scheme during the year are set out below:

購股權計劃的主要條款概要載於綜合財務報表附註37。年內根據購股權計劃授出的購股權變動載列如下：

Grantees	Date of Grant	Exercise price	Exercise period	Balance as at 1 January 2019 於2019年1月1日之結餘	Granted during the year 於年內授出	Cancelled during the year 於年內註銷	Balance as at 31 December 2019 於2019年12月31日之結餘
Former Directors							
前董事							
Tsang Zee Ho Paul (resigned on 6 November 2019)	13 April 2018	HK\$1.3	31 April 2018 to 16 February 2025	360,000	-	(360,000)	-
曾思豪(於2019年11月6日辭任)	2018年4月13日	1.3港元	2018年4月31日至2025年2月16日				
Tse Chi Wai (resigned on 31 May 2019)	13 April 2018	HK\$1.3	31 April 2018 to 16 February 2025	360,000	-	(360,000)	-
謝志偉(於2019年5月31日辭任)	2018年4月13日	1.3港元	2018年4月31日至2025年2月16日				
Wen Kai (resigned on 31 May 2019)	13 April 2018	HK\$1.3	31 April 2018 to 16 February 2025	360,000	-	(360,000)	-
聞凱(於2019年5月31日辭任)	2018年4月13日	1.3港元	2018年4月31日至2025年2月16日				
Other							
其他							
Other Optionholders	13 April 2018	HK\$1.3	31 April 2018 to 16 February 2025	6,360,000	-	(6,360,000)	-
其他購股權持有人	2018年4月13日	1.3港元	2018年4月31日至2025年2月16日				

Notes:

附註：

- The Share Options were/will be vested in four tranches with each tranche covering one-fourth of the relevant Options and the 1st, 2nd, 3rd and 4th tranche were/will be exercisable from 13 April 2018, 13 October 2018, 13 April 2019 and 13 October 2019 respectively to 16 February 2025.
- The number of options and exercise price above is after the effect of share consolidation as disclosed in note 37 to the consolidated financial statements.

- 購股權分／將分四批歸屬，每一期分別涵蓋相關購股權的四分之一，且第一、第二、第三及第四批分別於／將於2018年4月13日、2018年10月13日、2019年4月13日及2019年10月13日起可予行使，直至2025年2月16日止。
- 上述購股權數目及行使價已計及綜合財務報表附註37所披露股份合併之影響。

For other details, please refer to note 37 to the consolidated financial statements.

其他詳情請參閱綜合財務報表附註37。

REPORT OF THE DIRECTORS 董事報告

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS

As far as the Directors are aware of, none of the Directors, the controlling shareholders of the Company or their respective close associates has any business or interest that competes or may compete with the business of the Group and any other conflicts of interests which any such person has or may have with the Group.

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

As at 31 December 2019, the interests and short positions of the Directors and chief executive in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO")) which were 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 recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, required to be notified to the Company and the Stock Exchange, were as follows:

(A) Interest in Shares of the Company

Name of Director	Capacity	Interest in Shares	Approximate percentage of issued Share Capital of the Company 本公司已發行股本概約百分比
董事姓名	身份	於股份的權益	
Mr. Lui Man Wah 呂文華先生	Interests in a controlled corporation (Note 1) 受控法團權益(附註1)	320,023,300 (L)	74.08%

董事及控股股東於競爭業務的權益

就董事所知，概無董事、本公司控股股東或彼等各自的緊密聯繫人擁有任何與本集團業務構成競爭或可能構成競爭的業務或權益，亦無造成或可能造成任何有關人士與本集團之間存在任何其他利益衝突。

董事及主要行政人員於本公司或任何聯營企業的股份、相關股份及債權證的權益及／或淡倉

於2019年12月31日，董事及主要行政人員於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部已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權益及淡倉)，或根據證券及期貨條例第352條須由本公司存置之登記冊所記錄的權益及淡倉，或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉如下：

(A) 於本公司股份的權益

REPORT OF THE DIRECTORS

董事報告

Notes:

1. Mr. Lui Man Wah is the ultimate beneficial owner of these Shares, of which Shares is directly held by Source Creation International Limited (“Source Creation”). The entire issued share capital of Source Creation are wholly owned by Mr. Lui Man Wah.
2. Duplication occurs in respect of the interests held by Mr. Lui Man Wah and Source Creation which they represented the same block of Shares.
3. As at 31 December 2019, the Company has 432,000,000 Shares in issue.

Abbreviation: “L” stands for long positions.

(B) Interests in Share Options of the Company

Details of the particulars of interests (all being personal interests) in share options held during the year ended 31 December 2019 by Directors (and/or their respective associate(s)) of the Company to subscribe for Shares of the Company granted/exercisable under the share option scheme of the Company are disclosed in the section “Share Option Scheme” of this report.

Save as disclosed above, as at 31 December 2019, none of the Directors nor chief executives had interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) that 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 and short positions which were taken or deemed to have under such provisions of the SFO), or were recorded pursuant to Section 352 of the SFO, or were otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

附註：

1. 呂文華先生為有關股份的最終實益擁有人，有關股份由創源國際有限公司（「創源」）直接持有。創源全部已發行股本由呂文華先生全資擁有。
2. 呂文華先生及創源持有的權益出現重疊乃涉及同一批股份。
3. 於2019年12月31日，本公司有432,000,000股已發行股份。

簡稱：「L」代表好倉。

(B) 於本公司購股權的權益

截至2019年12月31日止年度本公司董事（及／或彼等各自的聯繫人）於購股權中持有可認購根據本公司購股權計劃所授出／可予行使的本公司購股權的權益（全部皆為個人權益）詳情披露於本報告「購股權計劃」一節。

除上文所披露者外，於2019年12月31日，概無董事或主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中，擁有須根據證券及期貨條例第XV部第7及8分部的規定知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例相關條文被當作或視作擁有的權益及淡倉），或根據證券及期貨條例第352條記錄的權益或淡倉，或根據GEM上市規則第5.46至5.67條已知會本公司及聯交所的權益或淡倉。

REPORT OF THE DIRECTORS

董事報告

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND/OR SHORT POSITION IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2019, so far as the Directors are aware, the following persons (other than the Directors or chief executives of the Company) had or were deemed or taken to have the following interests and/or short positions in the shares or the underlying shares of the Company which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register required to be kept by the Company under section 336 of the SFO:

Long positions in the Shares or Underlying Shares

Name 姓名／名稱	Nature of interest 權益性質	Number of Shares or Underlying Shares 股份或相關股份數目	Approximate percentage of shareholding interests 股權概約百分比	Note 附註
Source Creation International Limited 創源國際有限公司	Beneficial owner 實益擁有人	320,023,300 (L)	74.08%	1

Note:

- As at 31 December 2019, the Company has 432,000,000 shares in issues.

Abbreviation: "L" stands for long positions.

Save as disclosed above, the Directors are not aware of any other persons who had any interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register required to be kept by the Company under section 336 of the SFO, as at 31 December 2019.

RELATED PARTY TRANSACTIONS

Details of related party transactions of the Group during the year ended 31 December 2019 are set out in note 43 to the consolidated financial statements. Those related party transactions constitute continuing connected transactions exempted from the reporting, announcement and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules. The Company confirmed that it has complied with the disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules.

主要股東及其他人士於本公司股份及相關股份的權益及／或淡倉

於2019年12月31日，就董事所知，下列人士（本公司董事或及主要行政人員除外）擁有或被視作或當作擁有於本公司股份或相關股份中根據證券及期貨條例第XV部第2及3分部的條文須知會本公司及聯交所，或須記錄於本公司根據證券及期貨條例第336條存置的登記冊的下列權益及／或淡倉：

於股份或相關股份的好倉

Name 姓名／名稱	Nature of interest 權益性質	Number of Shares or Underlying Shares 股份或相關股份數目	Approximate percentage of shareholding interests 股權概約百分比	Note 附註
Source Creation International Limited 創源國際有限公司	Beneficial owner 實益擁有人	320,023,300 (L)	74.08%	1

附註：

- 於2019年12月31日，本公司有432,000,000股已發行股份。

簡稱：「L」代表好倉。

除上文所披露者外，就董事所知，於2019年12月31日，概無任何其他人士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及聯交所披露的權益或淡倉，或須記錄於本公司根據證券及期貨條例第336條存置的登記冊的權益或淡倉。

關聯方交易

本集團於截至2019年12月31日止年度的關聯方交易詳情載於綜合財務報表附註43。根據GEM上市規則第20章，該等關聯方交易構成獲豁免遵守申報、公告及獨立股東批准規定的持續關連交易。本公司確認已遵守GEM上市規則第20章的披露規定。

REPORT OF THE DIRECTORS

董事報告

CONNECTED TRANSACTIONS

During the year, the Company had not entered into any connected transaction which is subject to the disclosure requirements under the GEM Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that was publicly available to the Company and within the knowledge of its Directors, as at the date of this Annual Report, there was sufficient public float of not less than 25% of the Company's issued shares as required under the GEM Listing Rules.

AUDITOR

Deloitte Touche Tohmatsu ("Deloitte"), who was the auditor of the Group since 2014, has resigned as the auditor of the Group with effect from 24 January 2020. Deloitte, in their letter of resignation, confirmed that there were no matters in connection with their resignation that needed to be brought to the attention of the shareholders of the Company. The Board also confirmed that there was no disagreement or unresolved matter between the Company and Deloitte, and that they were not aware of any matters in relation to the resignation of Deloitte as auditor of the Group that needed to be brought to the attention of the shareholders of the Company.

The Company has appointed HLB Hodgson Impey Cheng Limited ("HLB") as the auditors of the Company for the year ended 31 December 2019 with effect from 24 January 2020. HLB will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting. A resolution to re-appoint HLB and to authorise the Directors to fix their remuneration will be proposed at the forthcoming annual general meeting.

On behalf of the Board

LUI MAN WAH

Chairman

Hong Kong, 30 March 2020

關連交易

於年內，本公司概無訂立任何須遵守GEM上市規則的披露規定的關連交易。

充足的公眾持股量

根據本公司公開取得之資料及就董事所知，於本年報日期，本公司有不少於25%已發行股份已按GEM上市規則規定由公眾人士持有。

核數師

德勤•關黃陳方會計師行(「德勤」)(自2014年起為本集團核數師)已辭任本集團核數師，自2020年1月24日起生效。德勤於其辭任函中確認，概無與其辭任有關之事宜須提請本公司股東垂注。董事會亦已確認，本公司與德勤無意見分歧或尚未解決之事宜，及據董事會所知，概無與德勤辭任本集團核數師有關之任何事宜須提請本公司股東垂注。

本公司已委任國衛會計師事務所有限公司(「國衛」)為本公司截至2019年12月31日止年度的核數師，自2020年1月24日起生效。國衛將於應屆股東週年大會退任，並合資格並願意膺選連任。本公司將於應屆股東週年大會提呈續聘國衛及授權董事釐定其薪酬的決議案。

代表董事會

主席

呂文華

香港，2020年3月30日

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining a high standard of corporate governance practices in order to safeguard the interests of its shareholders. To accomplish this, the Company has adopted the principles and code provisions of the Corporate Governance Code (the “CG Codes”) contained in Appendix 15 to the GEM Listing Rules as its own code of corporate governance. During the year, the Company had been in compliance with the CG Code as set out in Appendix 15 to the GEM Listing Rules, except for the provision detailed below:

Code Provision A.2.1 stipulates that the roles of chairman and chief executive officer (“CEO”) should be separated and should not be performed by the same person. The Company currently has no CEO. All duties of CEO are shared among the executive Directors, the Board believes that the present arrangement enables the Company to make and implement decisions promptly, and thus achieve the Company’s objectives efficiently and effectively in response to the changing environment.

The Company will continue to review its corporate governance practices in order to enhance its corporate governance standard, comply with regulatory requirements and meet the growing expectations of shareholders and investors.

CODE OF CONDUCT FOR DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings concerning securities transactions by the Directors as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having been made specific enquiry, all the Directors confirmed that they have complied with the required standard of dealings and its code of conduct regarding Director’s securities transactions during the year ended 31 December 2019.

DIRECTORS’ AND OFFICERS’ LIABILITY INSURANCE

The Directors and officers are indemnified under a directors’ and officers’ liability insurance against any liability incurred by them in the discharge of their duties while holding office as the Directors and officers of the Company.

企業管治常規

本公司致力恪守高水平的企業管治常規，以保障其股東權益。為達到此目的，本公司已採納GEM上市規則附錄15所載企業管治守則(「企業管治守則」)之原則及守則條文作為其自身之企業管治守則。於年內，本公司一直遵守GEM上市規則附錄15所載之企業管治守則，惟下文詳述之條文除外：

守則條文第A.2.1條規定，主席與行政總裁(「行政總裁」)的角色應予區分且不應由同一人擔任。本公司目前並無行政總裁。行政總裁的所有職責由執行董事分擔，董事會相信現有安排能令本公司即時作出及落實決策，因而能因應環境變化以具備效益及效率的方式實現本公司的目標。

本公司將繼續檢討其企業管治常規以提升企業管治水平、符合監管要求，並達致股東及投資者不斷提高的期望。

董事進行證券交易的行為守則

本公司已採納一套董事進行證券交易的行為守則，其條款不遜於GEM上市規則第5.48至5.67條所載關於董事進行證券交易的規定買賣準則。經作出特定查詢後，全體董事確認於截至2019年12月31日止年度已遵守董事進行證券交易的規定買賣準則及其行為守則。

董事及高級職員責任保險

董事及高級職員於擔任本公司董事及高級職員期間，因彼等履行職責而引致之任何責任均受到董事及高級職員責任保險之彌償。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS

The Company is governed by the board of Directors, which has the responsibility for leadership and monitoring of the Company. The Directors are collectively responsible for promoting the success of the Group by directing and supervising the Group's affairs.

The Board sets strategies and directions for the Group's activities with a view to developing its business and enhancing shareholders' value. The Board has delegated the daily operation and day-to-day management of the Group as well as the implementation of the Board's policies and strategies to the executive Director and management of the Group.

All Directors carry out their duties in good faith and in compliance with applicable laws and regulations, making decisions objectively and acting in the interests of the Company and its shareholders at all times.

Board Composition

As at the date of this Annual Report, the Board comprises two executive Directors, one non-executive Director and three independent non-executive Directors ("INEDs") as named below. An updated list of the Directors identifying their roles and functions is posted on GEM's website and the Company's website from time to time.

Executive Directors

Hung Yuen Kin (*Appointed on 16 October 2019*)
Li Ka Yee Daphne (*Appointed on 16 October 2019*)
Tang Yau Sing (*Resigned on 6 November 2019*)
Wong Siu Hung Patrick (*Appointed on 15 April 2019 and resigned on 6 November 2019*)

董事會

董事會負責監管本公司，負有領導及監督本公司的責任。董事透過指導及監督本集團事務，共同負責推動本集團創造佳績。

董事會制訂本集團的業務策略及方針，旨在發展其業務及提升股東價值。董事會已委託本集團執行董事及管理層處理本集團的日常營運及日常管理事務，以及執行董事會的政策及策略。

全體董事均時刻本著真誠態度及依從適用法律及法規履行職責，客觀地作出決策並以本公司及其股東的利益為依歸。

董事會組成

於本年報日期，董事會包括兩名執行董事、一名非執行董事及三名獨立非執行董事（「獨立非執行董事」），彼等之姓名如下。確認彼等之職位及職能的經更新董事名單不時刊載於GEM網站及本公司網站。

執行董事

熊遠健（於2019年10月16日獲委任）
李嘉儀（於2019年10月16日獲委任）
鄧有聲（於2019年11月6日辭任）
黃少雄（於2019年4月15日獲委任
並於2019年11月6日辭任）

CORPORATE GOVERNANCE REPORT

企業管治報告

Non-executive Director

Lui Man Wah (Chairman) (Appointed on 16 October 2019)
Chen Xiao (Appointed on 15 April 2019 and
resigned on 20 May 2019)

Independent Non-executive Directors

Wong Chi Ling (Appointed on 16 October 2019)
Wong Ling Yan Philip (Appointed on 16 October 2019)
Lee Man Yeung (Appointed on 16 October 2019)
Tsang Zee Ho Paul (Resigned on 6 November 2019)
Wang Yan (Appointed on 15 April 2019 and
resigned on 6 November 2019)
Lau Fai Lawrence (Appointed on 15 April 2019 and
resigned on 6 November 2019)
Tse Chi Wai (Resigned on 31 May 2019)
Wen Kai (Resigned on 31 May 2019)

The biographical details of the Directors are set out in the “Biographical Details of Directors” section of this Annual Report.

In compliance with Rules 5.05(1) and (2) of the GEM Listing Rules, Ms. Wong Chi Ling has appropriate professional qualifications or accounting or related financial management expertise.

Each Director has sufficient experience to hold the position so as to carry out his/her duties effectively and efficiently. The Board provides the Group with diversified industry expertise, advised the management on strategic development and the Board maintains high standard of compliance with financial and other mandatory reporting requirements as well as provides adequate checks and balances to safeguard the interests of Shareholders and the Company as a whole.

There is no relationship, including financial, business, family or other material/relevant relationship(s) between members of the Board.

非執行董事

呂文華(主席)(於2019年10月16日獲委任)
陳曉(於2019年4月15日獲委任
並於2019年5月20日辭任)

獨立非執行董事

黃子玲(於2019年10月16日獲委任)
黃靈恩(於2019年10月16日獲委任)
李文洋(於2019年10月16日獲委任)
曾思豪(於2019年11月6日辭任)
王妍(於2019年4月15日獲委任
並於2019年11月6日辭任)
劉斐(於2019年4月15日獲委任
並於2019年11月6日辭任)
謝志偉(於2019年5月31日辭任)
聞凱(於2019年5月31日辭任)

有關董事的履歷詳情載於本年報「董事履歷詳情」一節。

黃子玲女士具備適當專業資格或適當之會計或相關財務管理專長，符合GEM上市規則第5.05(1)及(2)條的規定。

各董事均有足夠經驗勝任，務求有效地及有效率地履行彼等之職務。董事會向本集團提供多元化的行業專長，向管理層就策略性發展提供意見，且董事會在遵守財務及其他強制性申報規定方面維持高標準，以及採取適當制衡措施以維護股東及本公司的整體利益。

董事會成員之間並無關係，包括財務、業務、家族或其他重要／相關關係。

CORPORATE GOVERNANCE REPORT

企業管治報告

Role and Function of the Board and the Management

The Company has set out the respective functions and responsibilities which can be reserved to the Board and delegated to management or Board committees. The Board delegates day to-day operations of the Group to management while reserving certain key matters, mainly relating to the approval and monitoring of the Group's overall strategies, policies and business plans; and overseeing and evaluating the performance of the Group. It is also responsible for promoting the success of the Group and its businesses by directing and supervising the Group's affairs. Board committees for specific functions are also set up to ensure efficient Board operations. The composition and functions of each Board committee and their major roles and functions are described below. The final decision still rests with the Board unless otherwise provided for in the terms of reference of the relevant committees.

Board Diversity

In compliance with the requirement set out in Code Provision A.5.6 of the CG Code, the Company has adopted diversity policy (the "Board Diversity Policy") which sets out its approach to achieve diversity on the Board, and a sustainable and balanced development of the Company.

The Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The Company will also take into account factors based on its own business model and specific needs from time to time. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

董事會及管理層的角色及職能

本公司已訂明董事會本身及其授予管理層或董事委員會的職務及職責。董事會將本集團的日常運作交由管理層處理，惟保留處理若干重大事宜(主要有關批准及監察本集團整體策略、政策及業務計劃；以及監管及評估本集團表現)的權利。董事會亦負責指導及監督本集團的事務，以推進本集團及其業務的成功運作。本公司亦設立具特定職務的董事委員會，以確保董事會的高效運作。各董事委員會的組成及職能以及其主要角色及職能詳述如下。除非有關委員會的職權範圍另有指明，否則董事會仍擁有最終決定權。

董事會多元化

為符合企業管治守則守則條文第A.5.6條所載規定，本公司已採納多元化政策(「董事會多元化政策」)，其中載列達致董事會多元化的方式以使本公司得以可持續及平衡發展。

本公司為達致董事會多元化而考慮多種因素，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務年期。本公司亦將不時根據其自身業務模式及具體需要考慮相關因素。最後決定將基於經甄選候選人將為董事會帶來的優勢及作出的貢獻而定。

CORPORATE GOVERNANCE REPORT

企業管治報告

DIRECTORS' ATTENDANCE AT MEETINGS

董事於會議的出席情況

The following table shows Directors' attendance at Board, committees and shareholders meetings held in the financial year ended 31 December 2019:

下表顯示董事出席於截至2019年12月31日止財政年度舉行的董事會及委員會會議及股東大會的情況：

		Board	Audit Committee	Nomination Committee	Remuneration Committee	Corporate Governance and Risk Management Committee	General Meeting
		董事會	審核委員會	提名委員會	薪酬委員會	企業管治及風險管理委員會	股東大會
Executive Director	執行董事						
Hung Yuen Kin	熊遠健	7/7	N/A不適用	N/A不適用	N/A不適用	N/A不適用	N/A不適用
Li Ka Yee Daphne	李嘉儀	7/7	N/A不適用	N/A不適用	N/A不適用	N/A不適用	N/A不適用
Tang Yau Sing	鄧有聲	24/24	N/A不適用	2/2	2/2	1/1	2/2
Wong Siu Hung Patrick	黃少雄	17/17	N/A不適用	N/A不適用	N/A不適用	N/A不適用	1/1
Non-executive Director	非執行董事						
Lui Man Wah	呂文華	7/7	N/A不適用	N/A不適用	N/A不適用	N/A不適用	N/A不適用
Chen Xiao	陳曉	2/2	N/A不適用	N/A不適用	N/A不適用	N/A不適用	1/1
Independent non-executive Director	獨立非執行董事						
Wong Chi Ling	黃子玲	7/7	1/1	N/A不適用	N/A不適用	N/A不適用	N/A不適用
Wong Ling Yan Philip	黃靈恩	7/7	1/1	N/A不適用	N/A不適用	N/A不適用	N/A不適用
Lee Man Yeung	李文洋	7/7	1/1	N/A不適用	N/A不適用	N/A不適用	N/A不適用
Tsang Zee Ho Paul	曾思豪	24/24	4/4	2/2	2/2	1/1	2/2
Wang Yan	王妍	17/17	3/3	1/1	1/1	N/A不適用	1/1
Lau Fai Lawrence	劉斐	17/17	3/3	1/1	1/1	N/A不適用	1/1
Tse Chi Wai	謝志偉	11/11	2/2	1/1	1/1	1/1	2/2
Wen Kai	聞凱	11/11	2/2	1/1	1/1	1/1	2/2

Note:

附註：

1. There is no meeting held by the Executive Committee and Treasury Committee of the Company for the year ended 31 December 2019.

1. 本公司執行委員會及財資委員會於截至2019年12月31日止年度並無舉行會議。

The header image features a collage of various corporate scenes, including office interiors, meeting rooms, and architectural elements, all in a warm, orange-toned color palette. The text 'CORPORATE GOVERNANCE REPORT' and '企業管治報告' is overlaid on this image in a bold, red font.

CORPORATE GOVERNANCE REPORT

企業管治報告

The Group adopted the practice of holding Board meetings that included executive Directors, non-executive Director and INEDs presented in person or through electronic means of communication regularly at least four times every year. During regular meetings of the Board, the Directors discussed and formulated the overall strategies of the Group, monitored financial performances and reviewed the financial results, as well as discussed and decided on other significant matters. The Board will also meet on other occasions when a board-level decision on a particular matter is required.

Generally, notice of at least fourteen days should be given for a Company's regular Board meeting. For all other Board meetings, reasonable notice should be given. The Directors will receive the agenda and accompanying documents tabled at the meeting before regular Board meetings and will be given an opportunity to include matters in the agenda for discussion from the Board meetings, Board committees met on other occasions during which matter relating to their respective terms of reference was discussed. The Board committee members would receive notice, agenda and documents to be tabled for consideration in advance of each meeting in accordance with the CG Code and respective terms of reference.

APPOINTMENT AND RE-ELECTION OF THE DIRECTORS

The executive Directors have entered into an executive Director's service agreement with the Company and each of the non-executive Director and INEDs has entered into a letter of appointment with specific terms with the Company with an initial term of three years, subject to renewal by the Company. All Directors are subject to retirement by rotation and are eligible for re-election at the general meeting in accordance with the Articles of Association.

本集團採納舉行董事會會議之常規，即包括執行董事、非執行董事及獨立非執行董事的董事會會議(親身出席或通過電子通訊方式)每年最少定期舉行四次。在董事會的定期會議期間，董事商討並制定本集團的整體策略、監察財務表現及審閱財務業績，以及商討決定其他重大事宜。當董事會須對某一特定事宜作決定時，亦會於其他時間召開董事會會議。

一般通告會於舉行本公司定期董事會會議前至少十四日發出。至於所有其他董事會會議，則會發出合理通告。董事將於舉行定期董事會會議前收到送呈會議的議程及隨附文件，並將有機會自董事會會議納入議程中的事項進行討論，董事委員會於其他時間舉行會議，期間討論有關彼等各自的職權範圍事宜。根據企業管治守則及各自的職權範圍，董事委員會成員將於各會議前收到通告、送呈審議的議程及文件。

委任及重選董事

執行董事已與本公司訂立執行董事服務協議，而各非執行董事及獨立非執行董事已與本公司訂立有指定任期的委任書，初步任期為三年，惟可經本公司重續。根據組織章程細則，所有董事均須於股東大會輪席退任並符合資格接受重選。

CORPORATE GOVERNANCE REPORT

企業管治報告

Pursuant to the Articles, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), then the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at the meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

CONFIRMATION OF INDEPENDENCE

The Company has received annual confirmations of independence from each of the INEDs in accordance with Rule 5.09 of the GEM Listing Rules. The Directors consider that all the INEDs remain independent.

DIRECTORS' PARTICIPATION IN CONTINUOUS PROFESSIONAL TRAININGS

Directors keep themselves abreast of responsibilities as a Director and of the conduct, business activities and development of the Company.

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

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. Internally facilitated briefings for directors will be arranged and reading material on relevant topics will be issued to directors. All Directors are encouraged to attend relevant training courses at the Company's expenses.

根據細則，於每屆股東週年大會上，當時佔三分之一人數之董事(或，倘其人數並非三(3)的倍數，則最接近但不少於三分之一之數目)須輪席退任，惟每位董事(包括有指定任期之董事)必須至少每三年輪席退任一次。任何為填補臨時空缺而被董事會委任的股東應任職至其獲委任後的首次股東大會為止，並可於大會上接受重選，而任何被董事會委任為現屆董事會新增成員的董事僅可任職至本公司下屆股東週年大會為止，屆時符合資格接受重選。

確認獨立性

本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條作出之年度獨立性確認。董事認為全體獨立非執行董事均保持獨立。

董事於持續專業培訓的參與情況

每名董事須及時了解作為董事之職責，以及本公司之管理、業務活動及發展。

每名新任董事均於首次獲委任時獲提供正式、全面及針對性入職介紹，確保其可適當掌握本公司業務及營運，並完全了解於上市規則及相關法定要求下之董事職責及責任。

董事應參與適當的持續專業發展，以發展及掌握最新的知識及技能，藉此確保彼等對董事會所作貢獻為知情及相關。本公司將為董事安排內部簡報，並向董事寄發相關議題的閱讀材料。本公司鼓勵全體董事參加相關培訓課程，費用由本公司承擔。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the year ended 31 December 2019, the Directors received training on the following areas with an emphasis on the roles, functions and duties of a director of a listed company in compliance with the requirement of the CG Code on continuous professional development:

於截至2019年12月31日止年度，董事已接受以下有關持續專業發展強調遵守企業管治守則規定之上市公司董事之角色、職能及職責範疇之培訓：

Corporate Governance/ updates on Laws, Rules & Regulations

企業管治／最新法律、
規則及法規

Executive Directors

Hung Yuen Kin
Li Ka Yee Daphne
Tang Yau Sing
Wong Siu Hung Patrick

執行董事

熊遠健
李嘉儀
鄧有聲
黃少雄

✓
✓
✓
✓

Non-executive Director

Lui Man Wah
Chen Xiao

非執行董事

呂文華
陳曉

✓
✓

Independent non-executive Directors

Wong Chi Ling
Wong Ling Yan Philip
Lee Man Yeung
Tsang Zee Ho Paul
Wang Yan
Lau Fai Lawrence
Tse Chi Wai
Wen Kai

獨立非執行董事

黃子玲
黃靈恩
李文洋
曾思豪
王妍
劉斐
謝志偉
聞凱

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CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEE

The Board has established the audit committee (“Audit Committee”), remuneration committee (“Remuneration Committee”), nomination committee (“Nomination Committee”) and corporate governance & risk management committee (“CGRM Committee”) for overseeing various particular aspects of the Group’s affairs.

All Board committees of the Company are established with defined written terms of reference. The terms of reference of such Board committees are available on GEM’s website and the Company’s website. The Board committees are provided with sufficient resource to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company’s expense.

The lists of the chairman and members of each Board committee are set out in “Board Composition”.

AUDIT COMMITTEE

The Company established the Audit Committee on 23 January 2015 in compliance with Rule 5.28 of the GEM Listing Rules. Written terms of reference in compliance with paragraph C.3.3 of the Corporate Governance Code set out in Appendix 15 to the GEM Listing Rules has been adopted. As at the date of this annual report, the Audit Committee comprises three INEDs, namely Ms. Wong Chi Ling (Chairlady), Mr. Wong Ling Yan Philip and Mr. Lee Man Yeung have appropriate professional qualifications and experience in accounting matters.

During the year ended 31 December 2019, four meetings of the Audit Committee were held by the committee to review the quarterly, half yearly and the annual results. The principal responsibilities of the Audit Committee include to review the financial results of the Group, the accounting principles, the scope of non-audit services provided by the external auditors and its independence, and be responsible for all the matters relating to the continuing connected transaction of the Company. The Audit Committee endorsed the accounting treatments adopted by the Group and, to the best of its ability assured itself that the disclosures of the financial information in the Company’s quarterly, interim and annual reports comply with the applicable accounting standards and the GEM Listing Rules.

董事委員會

董事會已成立審核委員會（「審核委員會」）、薪酬委員會（「薪酬委員會」）、提名委員會（「提名委員會」）及企業管治及風險管理委員會（「企業管治及風險管理委員會」），以監控本集團事務的多個特定方面。

本公司所有董事委員會均已訂明界定書面職權範圍。有關董事委員會的職權範圍刊登於GEM網站及本公司網站。本公司向董事委員會提供充足資源以履行彼等之職責，且應合理要求可於適當情況下尋求獨立專業意見，費用由本公司承擔。

各董事委員會之主席及成員名單載於「董事會組成」。

審核委員會

本公司於2015年1月23日遵守GEM上市規則第5.28條的規定成立審核委員會，並已採納符合GEM上市規則附錄15所載企業管治守則第C3.3段的書面職權範圍。於本年報日期，審核委員會包括三名獨立非執行董事，即黃子玲女士（主席）、黃靈恩先生及李文洋先生。黃靈恩先生及李文洋先生均具備合適專業資格及於會計事宜的經驗。

於截至2019年12月31日止年度內，審核委員會舉行四次會議以審閱季度、半年度及年度業績。審核委員會的主要職責包括審閱本集團的財務業績、會計原則、外部核數師提供的非審核服務範圍及其獨立性，並負責與本公司持續關連交易相關的所有事宜。審核委員會贊同本集團所採取之會計處理方法，並已盡力確保本公司季度、中期及年度報告之財務資料披露符合適用之會計準則及GEM上市規則。

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REMUNERATION COMMITTEE

The Company established the Remuneration Committee on 23 January 2015 pursuant to the GEM Listing Rules with written terms of reference in compliance with paragraph B.1.2 of the Corporate Governance Code set out in Appendix 15 to the GEM Listing Rules. As at the date of this annual report, the Remuneration Committee comprises Mr. Wong Ling Yan Philip (Chairman), Mr. Lui Man Wah, Ms. Wong Chi Ling and Mr. Lee Man Yeung.

The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Group's policy and structure for remuneration of all Directors and senior management; reviewing their remuneration packages, approving the management's proposal of remuneration packages by reference to corporate goals, objectives and market practices.

During the year ended 31 December 2019, two meetings of the Remuneration Committee was held to review the structure and policy of remuneration of the Group and approve the remuneration package of Directors. Written resolutions of the Remuneration Committee were passed to approve the grant of share options. The emoluments of the Directors are reviewed by the Remuneration Committee according to the Directors' respective responsibilities, individual performance and prevailing market conditions.

NOMINATION COMMITTEE

The Company established the Nomination Committee on 23 January 2015 with written terms of reference in compliance with paragraph A.5.2 of the Corporate Governance Code set out in Appendix 15 to the GEM Listing Rules. As at the date of this annual report, the Nomination Committee comprises Mr. Lui Man Wah (Chairman), Ms. Wong Chi Ling, Mr. Wong Ling Yan Philip and Mr. Lee Man Yeung.

The principal responsibilities of the Nomination Committee include reviewing the structure, size and composition of the Board, the Board Diversity Policy, the Policy for the nomination of directors, making recommendations to the Board on nomination, rotation and re-appointment of Directors, and assessing the independence of INEDs.

薪酬委員會

本公司於2015年1月23日遵守GEM上市規則的規定成立薪酬委員會，其書面職權範圍乃符合GEM上市規則附錄15所載企業管治守則第B.1.2段的規定。於本年報日期，薪酬委員會包括黃靈恩先生(主席)、呂文華先生、黃子玲女士及李文洋先生。

薪酬委員會的主要職責包括就本集團全體董事及高級管理層的薪酬政策及架構向董事會提出推薦意見、檢討彼等薪酬待遇、透過參考企業目的、目標及市場慣例批准管理層的薪酬待遇建議。

於截至2019年12月31日止年度內，薪酬委員會舉行一次會議以檢討本集團薪酬架構及政策以及批准董事之薪酬待遇。薪酬委員會的書面決議案已獲通過以批准授出購股權。薪酬委員會根據董事各自的責任、個別表現及當時市況對董事薪酬進行檢討。

提名委員會

本公司於2015年1月23日成立提名委員會，其書面職權範圍乃符合GEM上市規則附錄15所載企業管治守則第A.5.2段的規定。於本年報日期，提名委員會包括呂文華先生(主席)、黃子玲女士、黃靈恩先生及李文洋先生。

提名委員會的主要職責包括檢討董事會的架構、人數及組成、董事會多元化政策、提名董事政策、就董事的提名、輪席退任及重選向董事會提出推薦意見，及評估獨立非執行董事的獨立性。

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During the year ended 31 December 2019, two meetings of the Nomination Committee were held to review the structure, size, composition and diversification (including the skills, knowledge and experience) of the Board, review the policy of Directors' nomination related matters, make recommendations to the Board on the proposal of reappointment of Directors at the forthcoming annual general meeting.

The attendance records of each committee member in the Nomination Committee meeting held during the year are set out in Directors' Attendance at Board and General Meetings section above.

Nomination Policy

The Board has adopted a nomination policy which sets out the criteria for and process and procedures of nomination of Directors. In accordance with the nomination policy, in evaluation and selecting a candidate for acting as a Director, the criteria to be considered include:

- Qualifications including professional qualifications, skills, knowledge and experience;
- commitment to attending the meetings and participating in relevant training and other board associated activities;
- Requirement for the Board to have independent Directors in accordance with the GEM Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the GEM Listing Rules;
- Such other perspectives that are appropriate to the Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of Directors and succession planning.

The nomination policy also sets out the nomination process and procedures, including but not limited to:

1. Identify and evaluate the candidate based on the abovementioned criteria upon receipt of the proposal of appointment or re-appointment of Director; and
2. Recommend the Board to appoint the appropriate candidate as a Director.

於截至2019年12月31日止年度內，提名委員會舉行兩次會議以檢討董事會的架構、人數、組成及多元化(包括技能、知識及經驗)、審閱董事提名相關事宜的政策、就建議於應屆股東週年大會上重新委任董事向董事會提出推薦意見。

各委員會成員參與年內舉行的提名委員會會議的會議出席記錄載於上文「董事於董事會會議及股東大會的出席情況」一節。

提名政策

董事會已採納一項載有提名董事標準、步驟及程序的提名政策。根據該提名政策，於評估及甄選候選人擔任董事時，將考慮下列標準：

- 資格，包括專業資格、技能、知識及經驗；
- 承諾出席會議及參與相關培訓及其他董事會相關活動；
- 根據GEM上市規則，董事會需包括獨立非執行董事的規定，以及參考GEM上市規則所載獨立指引候選人是否被視為獨立；
- 董事會及／或提名委員會可不時採納及／或修訂適用於本公司業務及繼任計劃(如適用)的有關其他觀點以提名董事及繼任計劃。

提名政策亦載有提名步驟及程序，包括但不限於：

1. 於收到委任或重新委任董事的建議時，按上述標準物色及評估候選人；及
2. 向董事會建議委任合適候選人為董事。

CORPORATE GOVERNANCE REPORT

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Board Diversity Policy

The Board has adopted a board diversity policy which sets out the approach to achieve diversity on the Board in terms of skills, professional experience, educational background, knowledge, culture, age and gender. The main objective of the policy is to maintain an appropriate balance of diversity perspectives of the Board that are relevant to the Company's business growth. In accordance with the board diversity policy, a truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other qualities of the Directors. These differences will be considered in determining the optimum composition of the Board. All Board appointments will be based on merit while considering diversity (including gender diversity).

CORPORATE GOVERNANCE & RISK MANAGEMENT COMMITTEE

The Company established the Corporate Governance & Risk Management Committee (the "CGRM Committee") Committee on 23 January 2015 with written terms of reference. The Corporate Governance Committee was renamed as Corporate Governance & Risk Management Committee on 6 January 2016 to add in risk management functions. As at the date of this annual report, the CGRM Committee comprises Mr. Lui Man Wah (Chairman), Ms. Wong Chi Ling, Mr. Wong Ling Yan Philip and Mr. Lee Man Yeung.

The primary functions of the Corporate Governance & Risk Management Committee include, among others, reviewing and making recommendation to the Board in respect of the Group's policies and practices on corporate governance, reviewing and monitoring the Group's policies and practices on corporate governance, reviewing and monitoring the Group's policies and practices on compliance with any requirement, direction and regulation that may be prescribed by the Board, contained in any constitutional documents of the Group, or imposed by the GEM Listing Rules, other applicable laws, regulations, rules and codes, and ensuring that appropriate monitoring systems are in place to ensure compliance with the relevant internal control systems, processes and policies, oversee the effectiveness of the procedures of the internal control system of the Group, monitoring the implementation of the Group's plan to maintain high compliance with own risk management standards, providing guideline to the management on risk management and to set up procedures to identify, assessing and managing material risk factors, and ensuring the management discharge its responsibility in establishing an effective risk management system.

董事會多元化政策

董事會已採納一項董事會多元政策，其中載有就技能、專業經驗、教育背景、知識、文化、年齡及性別等方面達致董事會多元化的方法。該政策的主要目標旨在維持與本公司業務發展有關的董事會多元化方面的適當平衡。根據董事會多元化政策，真正多元化的董事會將糅合併充分利用董事之間在技能、地區及行業經驗、背景、種族、性別及其他特質方面的差異。釐定董事會最佳組成時將考慮該等差異。所有董事會委任將基於才能做出，同時兼顧多元化(包括性別多元化)。

企業管治及風險管理委員會

本公司於2015年1月23日成立企業管治及風險管理委員會(「企業管治及風險管理委員會」)，並訂明書面職權範圍。企業管治委員會於2016年1月6日重新命名為企業管治及風險管理委員會，以加入風險管理的職能。於本年報日期，企業管治及風險管理委員會包括呂文華先生(主席)、黃子玲女士、黃靈恩先生及李文洋先生。

企業管治及風險管理委員會的主要職能包括(其中包括)審閱本集團企業管治政策及慣例並就此向董事會提出建議、審閱並監控本集團企業管治政策及慣例、審閱並監控本集團的政策及慣例是否遵守董事會可能規定的、本集團任何章程文件所載的或GEM上市規則、其他適用法律、法規、規則及守則所施加的任何規定、指示及規例，並確保設有適當的監控系統，以確保遵守相關內部監控系統、流程及政策，監察本集團內部監控系統程序的效用、監控本集團在嚴格遵守本身風險管理標準方面的計劃的落實情況、向管理層提供風險管理的指引並設立程序以識別、評估及管理重大風險因素，及確保管理層履行其責任以建立有效的風險管理系統。

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During the year ended 31 December 2019, one meeting of the CGRM Committee was held to review the Group's corporate governance practice and oversee of the Company's compliance with the CG codes, to review and discuss about the internal control procedures and finding of the Company.

EXECUTIVE COMMITTEE

The Company established an Executive Committee on 14 July 2015 with written terms of reference, and resolved to cancel the Executive Committee on 6 November 2019.

There was no meeting held by the Executive Committee for the year ended 31 December 2019.

TREASURY COMMITTEE

The Company established a Treasury Committee on 16 October 2015 with written terms of reference and resolved to cancel the Treasury Committee on 6 November 2019.

There was no meeting held by the Treasury Committee for the year ended 31 December 2019.

AUDITOR'S REMUNERATIONS

The Audit Committee is responsible for considering and reviewing the appointment of the external auditors and reviewing any non-audit functions performed by the external auditors, including whether such non-audit functions could lead to any potential material adverse effect on the Group.

For the year ended 31 December 2019, the fees paid/payable to the auditors, HLB, in respect of the audit and non-audit services are as follows:

於截至2019年12月31日止年度內，已舉行一次企業管治及風險管理委員會會議以檢討本集團的企業管治常規及監督本公司的企業管治守則合規情況、檢討及討論本公司的內部控制程序及發現。

執行委員會

本公司於2015年7月14日成立執行委員會，並訂明書面職權範圍，而於2019年11月6日，本公司決議取消執行委員會。

執行委員會並無於截至2019年12月31日止年度舉行任何會議。

財資委員會

本公司於2015年10月16日成立財資委員會，並訂明書面職權範圍，而於2019年11月6日，本公司決議取消財資委員會。

財資委員會並無於截至2019年12月31日止年度舉行任何會議。

核數師酬金

審核委員會負責審議及檢討外聘核數師的委任以及審閱外聘核數師所執行的任何非審核職能，包括有關非審核職能是否會對本集團產生任何潛在重大不利影響。

截至2019年12月31日止年度，就審核及非審核服務已付／應付核數師國衛的費用如下：

		2019 2019年 HK\$ 港元
Audit services	審核服務	960,000

CORPORATE GOVERNANCE REPORT

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REMUNERATION OF SENIOR MANAGEMENT

Pursuant to Code Provision B.1.5, the remuneration of the member(s) of senior management of the Group (excluding the Directors of the Company) for the year ended 31 December 2019 by band is as follows:

Remuneration 薪酬		Number of individual(s) 人數
Nil to HK\$1,000,000	零至1,000,000港元	3

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

The Board and the Corporate Governance & Risk Management committee of the Company are acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness annually. Policies have been designed for monitoring the regulations and laws compliance of the Company and to advise on the risks involved in major decisions that need to be reviews by the Board and solutions to the major risks.

Each department is responsible for identifying, assessing and managing risks within its business, ensuring that appropriate internal control for effective risk management are implemented. The management is responsible for overseeing the risk management and internal control activities of the Group. The Corporate Governance & Risk Management Committee of the Company provides independent review on effectiveness of the risk management and internal control systems of the Group and gives their recommendation to the Board. The Board is responsible for reviewing the internal audit report and approving policies and procedures designed by the management.

高級管理層薪酬

根據守則條文第B.1.5條，本集團截至2019年12月31日止年度按範圍劃分的高級管理層人員（本公司董事除外）的薪酬如下：

		Number of individual(s) 人數
		3

風險管理及內部監控系統

本公司董事會及企業管治及風險管理委員會深明其負責風險管理及內部監控系統並每年檢討其成效。彼等已制定監控本公司規例及法律合規政策，並就涉及需董事會審閱的重大決策的風險提供意見以及提供重大風險的解決方案。

各部門負責識別、評估及管理其業務內的風險，確保實施適當的內部監控以實現有效的風險管理。管理層負責監督本集團的風險管理及內部監控活動。本公司企業管治及風險管理委員會就本集團風險管理及內部監控系統的有效性提供獨立檢討，並向董事會提出推薦意見。董事會負責審閱內部審核報告，以及批准管理層制定的政策及程序。

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The Group's risk management framework includes risk identification, risk assessment, risk treatment and monitoring and reviewing of the effectiveness of the measures. This risk management framework is guided by the three-tier risk management approach. At the first line of defence, business units are responsible for identifying, assessing and monitoring risks associated with each business or deal. The management, as the second line of defence, defines rule sets and models, provides technical support, develops new systems and oversees portfolio management. It ensures that risks are within the acceptable range and that the first line of defence is effective. As the final line of defence, the Corporate Governance & Risk Management Committee of the Company, ensures that the first and second lines of defence are effective through constant inspection and monitoring.

Risk Management

Currency risk

Substantially all of the Group's monetary assets and liabilities are denominated in Hong Kong dollars and Macau Pataca same as the functional currency of the respective group entities.

The Group does not expect any significant currency risk which materially affect the Group's result of operations.

Interest rate risk

In current year, the Group was exposed to fair value interest rate risk in relation to fixed-rate other borrowings.

The Group is not expect any significant interest rate risk which materially affect the Group's results of operations in 2019 and 2018.

本集團的風險管理框架包括風險識別、風險評估、風險處理以及監控及檢討有關措施的成效。該風險管理框架乃由三級風險管理方法所指引。在第一道防線，業務單位負責識別、評估及監察與每項業務或交易有關的風險。管理層（作為第二道防線）界定規則規限及模式、提供技術支援、開發新系統及監督投資組合管理。其確保風險在承受範圍內及第一道防線行之有效。作為最後一道防線，本公司企業管治及風險管理委員會透過持續檢查及監察而確保第一道防線及第二道防線行之有效。

風險管理

貨幣風險

本集團絕大部分貨幣資產及負債以港元及澳門幣計值，與各集團主體的功能貨幣相同。

本集團預期並無對本集團經營業績造成重大影響的任何重大貨幣風險。

利率風險

於本年度，本集團面臨與定息其他借款有關的公平值利率風險。

於2019年及2018年，本集團預期並無嚴重影響本集團經營業績的任何重大利率風險。

CORPORATE GOVERNANCE REPORT

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Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collaterals, where appropriate, as a means of mitigating the risk of financial loss from defaults.

In respect of trade and other receivables and loan receivables, in order to minimise risk, the management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. Credit evaluations of its customers' financial position and condition is performed on each and every major customer periodically. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. The Group does not require collateral in respect of its financial assets.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry in which customers operate also has an influence on credit risk but to a lesser extent. At the end of reporting period, the Group has concentration of credit risk as 23% (2018: 24%) of the total trade receivables of the Company was due from the largest customer and 51% (2018: 73%) of the total trade receivables of the Group was due from the largest 5 customers. Taking into accounts the creditworthiness of the customers, the credit risk measures and the historical levels of bad debts, the directors consider that such concentration of credit risk would not result in significant credit default exposure to the Group.

The credit risk on bank balances is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

信貸風險

信貸風險指因交易對方不履行其合約責任而導致本集團承受財務虧損的風險。本集團已採納一項政策，規定僅與信譽良好的交易對方進行交易及於適當時取得足夠的抵押品，作為減少違約財務虧損風險的方式。

就貿易及其他應收款項及應收貸款而言，為將風險降至最低，管理層已設定信貸政策，並持續監察該等信貸風險。本集團定期對各個主要客戶的財務狀況及情況進行信貸評估。該等評估主要針對客戶過往的到期付款記錄及當前支付能力，並考慮客戶的特定資料及客戶營運所在經濟環境的有關資料。本集團並未就其金融資產要求給予抵押品。

本集團的信貸風險主要受各客戶的個別特性所影響。客戶營運所在行業的違約風險亦對信貸風險產生較低的影響。於報告期末，本集團有若干集中信貸風險，原因為本公司的貿易應收款項總額的23% (2018年：24%) 來自最大客戶，而本集團貿易應收款項總額的51% (2018年：73%) 來自五大客戶。考慮到客戶的信用可靠程度、信貸風險措施及過往壞賬水平，董事認為，該集中信貸風險不會對本集團造成重大信貸違約風險。

由於交易對方均為獲國際信貸評級機構授予高信貸評級的銀行，故銀行結餘的信貸風險有限。

CORPORATE GOVERNANCE REPORT

企業管治報告

Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants to ensure that it maintains sufficient amount of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The Board, through the Corporate Governance & Risk Management Committee, has conducted a review of the effectiveness of the Group's risk management and internal control systems for the year ended 31 December 2019 covering all material financial, operational and compliance functions, is of the view that the effectiveness of the risk management and internal control systems of the Group are considered as effective and adequate.

Internal Audit

The Group currently does not have an internal audit department. The Board will review and consider to establish such department as and when it thinks necessary.

RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for the preparation of the consolidated financial statements of the Group and ensure that the consolidated financial statements are in accordance with statutory requirements and applicable accounting standards. The Directors also ensure the timely publication of the consolidated financial statements of the Group.

The statements of the external auditor of the Group in relation to their reporting responsibilities on the consolidated financial statements of the Group are set out in the section headed "Independent Auditor's Report" of this annual report.

流動資金風險

本集團的政策為定期監察現時及預期流動資金需求以及符合貸款契諾，以確保其維持充足現金，以及來自主要金融機構的充足承諾額度以滿足其短期及較長期流動資金需要。

董事會(透過企業管治及風險管理委員會)已對截至2019年12月31日止年度的本集團風險管理及內部監控系統的效力進行檢討，其中涵蓋所有重大財務、營運及合規職能，其意見認為本集團的風險管理及內部監控系統的效力被視為有效及足夠。

內部審核

本集團目前並無設立內部審核部門。如有需要，董事會將檢討及考慮成立有關部門。

就綜合財務報表承擔的責任

董事確認其負責編製本集團之綜合財務報表並確保綜合財務報表符合法定規定及適用會計準則。董事亦確保及時刊發本集團之綜合財務報表。

本集團外聘核數師就本集團之綜合財務報表須承擔的申報責任說明載於本年報「獨立核數師報告」一節。

CORPORATE GOVERNANCE REPORT

企業管治報告

COMPANY SECRETARY

All Directors have access to the advice and services of the Company Secretary. The Company Secretary reports to the Chairman on board governance matters, and is responsible for ensuring that Board procedures are followed and for facilitating communications among Directors as well as with Shareholders and management.

During the year, upon the resignation of Mr. Sin Kin Hong Edward on 3 April 2019, Mr. Yu Ngai was appointed as the company secretary of the Company in replace of Mr. Sin Kin Hong Edward.

Mr. Yu Ngai and Mr. Sin Kin Hong Edward confirmed that each of them has taken no less than 15 hours of relevant professional training during the year.

SHAREHOLDERS RIGHTS

The general meetings of the Group provide an opportunity for communication between the Shareholders and the Board. An annual general meeting of the Company shall be held in each year and at the place as may be determined by the Board. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting (“EGM”).

Right to Convene an Extraordinary General Meeting

Pursuant to Article 58 of the Company, any one or more member(s) holding at the date of the deposit of the requisition not less than one tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition.

If within twenty-one days of such deposit the Board fails to proceed to convene EGM, the Requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expense incurred by the Requisitionist(s) as a result of the failure of the Board shall be reimbursed to the Requisitionist(s) by the Company.

公司秘書

所有董事均可獲取公司秘書的意見及服務。公司秘書就董事會管治事宜向主席匯報，並負責確保董事會程序獲得遵從，以及促進各董事之間以及與股東及管理層之間的溝通。

年內，於冼健航先生在2019年4月3日辭任公司秘書時，余毅先生已獲委任為本公司公司秘書，以代替冼健航先生。

余毅先生及冼健航先生均確認，彼等於年內已參加不少於15小時的相關專業培訓。

股東權利

本集團股東大會提供股東與董事會互相溝通的機會。本公司須每年舉行股東週年大會，地點由董事會釐定。股東週年大會以外的各股東大會稱為股東特別大會（「股東特別大會」）。

召開股東特別大會的權利

根據本公司細則第58條，於呈交請求當日持有不少於附帶權利於本公司股東大會投票的本公司繳足股本十分之一的任何一名或多名成員於任何時候均有權透過向本公司董事會或秘書寄發書面請求，要求董事會召開股東特別大會處理該請求所指明的任何事務；而該大會須於呈交該請求後兩個月內舉行。

倘董事會於呈交有關請求當日起計21日內未能召開股東特別大會，則請求人可按相同方式自行召開大會，而本公司須向請求人償付請求人因董事會未能召開大會而招致的一切合理開支。

CORPORATE GOVERNANCE REPORT

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The requisition in writing should be sent to the Company's principal place of business in Hong Kong.

In case of shareholding enquires, Shareholders should direct their enquiries to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, via its online holding enquiry at www.tricoris.com, or by email to is-enquiries@hk.tricorglobal.com or dial its hotline at (852) 2980 1333 or go in person at its public counter at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.

Right to Put Enquiries to the Board

Shareholders have the right to put enquiries to the Board. All enquiries shall be in writing and sent by post to the principal place of business of the Company in Hong Kong for the attention of the company secretary.

Contact information of the Company is set out as follows:

Principle Office: Workshop A, 14th Floor, V Ga Building, 532 Castle Peak Road, Kowloon, Hong Kong
Telephone: (852) 3643 0799
Facsimile: (852) 3622 1457
E-mail: info@wintogroup.hk
Company website: www.wintogroup.hk

INVESTOR RELATIONS

The Group is committed to maintaining a high level of transparency and employs a policy of open and timely disclosure of relevant information to its Shareholders. The focus of the Company is to ensure information disclosure is timely, fair, accurate, truthful and complete thereby enabling the public as well as the investors to make rational and informed decisions.

The Board strives to encourage and maintain constant dialogue with its Shareholders through various means. The Company updates its Shareholders on its latest business developments and financial performance through its annual, interim and quarterly reports. All Shareholders' communications are available on the Company's website. The website of the Company also provides email address, postal address, fax number and telephone number by which Shareholders' enquiries may be put to the Company's Board. Appropriate members of the Board and senior management are ready to respond to enquiries from Shareholders and investors on a timely basis.

書面請求應送至本公司香港主要營業地點。

如對持股事宜有任何查詢，股東可透過以下方式向本公司香港股份過戶登記分處卓佳證券登記有限公司查詢：使用其網上持股查詢服務（網址：www.tricoris.com）；或電郵至 is-enquiries@hk.tricorglobal.com；或致電其熱線(852) 2980 1333；或親身前往其公眾櫃檯，地址為香港皇后大道東183號合和中心54樓。

向董事會提出查詢的權利

股東有權向董事會提出查詢。所有查詢須以書面形式作出並郵寄至本公司的香港主要營業地點供公司秘書收啟。

本公司的聯繫資料載列如下：

主要辦事處：香港九龍青山道532號偉基大廈14樓A室
電話：(852) 3643 0799
傳真：(852) 3622 1457
電郵：info@wintogroup.hk
公司網站：www.wintogroup.hk

投資者關係

本集團致力維持高水平透明度及採用向其股東公開且及時披露相關資料的政策。本公司著力確保有關資料披露屬及時、公平、準確、真實及完整，務求使公眾及投資者作出合理知情決定。

董事會努力透過多種方式鼓勵及維持與其股東持續對話。本公司透過其年度、中期及季度報告向其股東提供有關其最新業務發展及財務表現的資訊。所有股東通訊均可於本公司網站閱覽。本公司網站亦提供股東向本公司董事會查詢的途徑，包括電郵地址、郵寄地址、傳真號碼及電話號碼。董事會及高級管理層之適合成員均會就股東及投資者的提問及時作出回應。

CORPORATE GOVERNANCE REPORT

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The annual general meeting of the Company provides a useful forum for Shareholders to exchange views with the Board. All Directors will make an effort to attend. External auditors are also available at the annual general meeting to address Shareholders' queries. In case of any general meeting to approve a connected transaction or any other transaction that is subject to independent Shareholders' approval, members of the independent Board committee will also make an effort to attend to address Shareholders' queries.

CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2019, there was no significant change in the constitutional documents.

DIVIDEND POLICY

The Board has adopted a dividend policy which sets out the principles of and guidelines on recommending or declaring dividend to the Shareholders. The Company shall maintain adequate cash reserves for meeting its working capital requirements and future growth as well as its shareholder value. The Board has the discretion to declare and distribute dividends to the Shareholders subject to the Articles and relevant laws and regulations. The Board shall take into account the factors, including but not limited to:

- Actual and expected financial performance;
- Cash flow situation;
- The Group's business and operations; and
- Economic conditions and other factors.

本公司的股東週年大會提供一個有效平台供股東與董事會交流意見。所有董事均盡力出席大會。外聘核數師亦會出席股東週年大會以解答股東查詢。倘召開批准關連交易或任何須經獨立股東批准的其他交易的任何股東大會，獨立董事委員會成員亦將盡力出席大會以解答股東查詢。

憲章文件

於截至2019年12月31日止年度內，憲章文件概無重大變動。

股息政策

董事會已採納一項股息政策，其中載有向股東提出推薦意見或宣派股息的原則及指引。本公司應維持足夠現金儲備，以應付其營運資金需求、未來增長以及其股東價值。董事會可根據細則及相關法律法規酌情向股東宣派及派發股息。董事會應考慮的因素，包括但不限於：

- 實際及預期財務表現；
- 現金流量狀況；
- 本集團的業務及營運；及
- 經濟情況及其他因素。

INDEPENDENT AUDITORS' REPORT 獨立核數師報告



31/F, Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

香港
中環
畢打街11號
置地廣場
告羅士打大廈31樓

**TO THE SHAREHOLDERS OF
WINTO GROUP (HOLDINGS) LIMITED**
(incorporated in the Cayman Islands with limited liability)

致惠陶集團(控股)有限公司
股東
(於開曼群島註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of Winto Group (Holdings) Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 60 to 187, 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, the consolidated statement of changes in equity and the 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 “Auditors’ 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.

意見

吾等已審計列載於第60至187頁惠陶集團(控股)有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，其包括於二零一九年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註(包括重大會計政策概要)。

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

意見基準

吾等根據香港會計師公會頒佈的香港核數準則(「香港核數準則」)進行吾等的審核。吾等於該等準則下須承擔的責任已於本報告「核數師就審核綜合財務報表須承擔的責任」進一步闡述。根據香港會計師公會的專業會計師道德守則(「守則」)，吾等獨立於 貴集團，並根據該守則履行其他道德責任。吾等相信，吾等所獲得的審核憑證屬充足及適當，可為吾等的意見提供基礎。



INDEPENDENT AUDITORS' REPORT

獨立核數師報告

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to Note 3 to the consolidated financial statements, which states that the Group incurred a net loss attributable to owners of the Company of HK\$38,900,995, and had net operating cash outflows of HK\$14,093,826 for the year ended 31 December 2019, and as of the date, the Group's total liabilities exceeded its total assets by HK\$11,898,425. These matters, along with other matters as described in Note 3 to the consolidated financial statements, indicate the existence of a material uncertainties which may cast significant doubt about the ability of the Group to continue as a going concern. Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

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

與持續經營相關的重大不明朗因素

謹請垂注綜合財務報表附註3，當中載述截至2019年12月31日止年度，貴集團出現貴公司擁有人應佔淨虧損38,900,995港元及有經營現金流出淨額14,093,826港元，而截至該日期，貴集團的負債總額超過其資產總值11,898,425港元。該等事項連同綜合財務報表附註3所述的其他事項表明存在重大不明朗因素而可能對貴集團的持續經營能力構成重大疑問。吾等就此事項的意見為未經修訂。

關鍵審計事項

關鍵審計事項為根據吾等的專業判斷，認為對本期間綜合財務報表的審計最為重要的事項。該等事項於吾等審計整體綜合財務報表及出具意見時處理，而吾等不會對該等事項提供獨立的意見。除有關持續經營的重大不確定性一節所述的事項外，吾等已釐定下文所述事項為將於吾等的報告中溝通的關鍵審計事項。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

Key audit matter

關鍵審計事項

Valuation of goodwill

商譽估值

We identified the impairment of goodwill arising from the acquisition of to be Concepts Limited (“TBC”) as a key audit matter, as the amount is quantitatively significant to the Group and the valuation requires an estimation of the value in use of the business. The estimation of the value in use is subject to significant management estimates, in respect of the discount rate, terminal rate and growth rates. No impairment loss was recognised during the year.

吾等識別自收購獨比策劃有限公司(「獨比策劃」)產生的商譽減值為關鍵審計事項，原因是金額對貴集團有數值上的重大意義，及估值要求估計業務的使用價值。就貼現率、最終率及增長率而言，估計使用價值需要管理層的重大估計。年內並無確認減值虧損。

Details relating to the assessment of the goodwill is set out in notes 4 and 21 to the consolidated financial statements. 有關商譽評估的詳情載於綜合財務報表附註4及21。

關鍵審計事項(續)

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

Our procedures in relation to the impairment assessment of the goodwill arising from the acquisition of TBC included:

吾等有關自收購獨比策劃所產生商譽的減值評估的程序包括：

- Assessing the appropriateness of the valuation model and obtaining evidence to support the estimated cash flow forecast prepared by management;
- 評估估值模型的適當性及取得憑證以支持管理層所編製估計現金流量預測；
- Evaluating the appropriateness of the key assumptions and inputs such as the terminal rate and growth rates used in the respective models by comparing the management's expectations against our understanding of the current market circumstances; and
- 評估關鍵假設及輸入數據(例如於各模型使用的最終及增長率)的適當性，方式為將管理層的預期與吾等對目前市況的理解進行比較；及
- Critically challenging the reasonableness of the discount rate adopted by management with reference to available market data.
- 參考現有市場數據，就管理層所採納貼現率的合理性進行關鍵驗證。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

Key audit matter

關鍵審計事項

Valuation of trade and other receivables and loan receivables 貿易及其他應收款項及應收貸款估值

We identified the valuation of trade and other receivables and loan receivables as a key audit matter as the amounts are significant and the determination of expected credit loss ("ECL") requires significant management judgements.

吾等識別貿易及其他應收款項及應收貸款估值為關鍵審計事項，原因是金額重大及釐定預期信貸虧損（「預期信貸虧損」）需要管理層的重大判斷。

In respect of certain of the Group's trade receivables, the Group uses provision matrix to calculate the ECL. The provision rates are based on debtor's aging consisting of debtors with common credit risk characteristic. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

就貴集團若干貿易應收款項而言，貴集團採用撥備矩陣計算預期信貸虧損。撥備率乃根據由具共同信貸風險特徵的債務人組成的債務人賬齡釐定。撥備矩陣則基於貴集團的歷史違約率（計及前瞻性資料）。於每個報告日，歷史觀察違約率乃進行重新評估且考慮前瞻性資料的變動。

In respect of other receivables and loan receivables, the Group assesses the expected credit loss individually by estimation based on historical credit loss experience, general economic conditions of the relevant industry in which the debtors operate, value of any pledged assets, financial position of the debtor and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

就其他應收款項及應收貸款而言，貴集團透過基於過往信貸虧損經驗、債務人經營所在相關行業的整體經濟狀況、任何已抵押資產的價值、債務人的財務狀況及於報告日對目前以及預測狀況方向的評估之估計，單獨評估預期信貸虧損。

關鍵審計事項(續)

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

Our procedures in relation to evaluating the valuation of trade and other receivables and loan receivables included:

吾等有關評估貿易及其他應收款項及應收貸款估值的程序包括：

- Understanding key controls on how the management estimates the loss allowance for trade and other receivables and loan receivables;
- 了解管理層評估貿易及其他應收款項及應收貸款虧損撥備的主要控制方法；
- Testing the integrity of information used by management to develop the provision matrix, including trade receivables ageing analysis as at 31 December 2019, on a sample basis, by comparing individual items in the analysis with the relevant sales agreements, sales invoices and other supporting documents;
- 透過對比相關銷售協議、銷售發票及其他證明文件分析的個別項目，測試管理層所使用資料的完整性而制定撥備矩陣，包括於2019年12月31日的貿易應收款項賬齡分析；
- In respect of other receivables and loan receivables, assessing the reasonableness of management's assessment and the financial position of the counterparty as at 31 December 2019;
- 就其他應收款項及應收貸款而言，評定管理層評估的合理性及交易對方於2019年12月31日的財務狀況；

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key audit matter

How our audit addressed the key audit matter

關鍵審計事項

我們的審計如何處理關鍵審計事項

Valuation of trade and other receivables and loan receivables (Continued)

貿易及其他應收款項及應收貸款估值(續)

Based on the result of the foregoing, the management has recognised impairment losses on trade and other receivables and loan receivables of HK\$22,702,474. As at 31 December 2019, the carrying amount of the Group's trade and other receivables and loan receivables, net of allowance for credit loss, was HK\$8,765,776 and nil respectively.

基於前述結果，管理層確認貿易及其他應收款項及應收貸款的減值虧損22,702,474港元。於2019年12月31日，本集團貿易及其他應收款項及應收貸款賬面值(扣除信貸虧損撥備)分別為8,765,776港元及無。

Details relating to the Group's trade and other receivables and loan receivables are set out in notes 25 and 24 to the consolidated financial statements.

貴集團貿易及其他應收款項及應收貸款的詳情載於綜合財務報表附註25及24。

- Challenging management's basis and judgement in determining credit loss allowance on trade receivables as at 31 December 2019, including their identification of credit impaired trade receivables, the reasonableness of management's grouping of the remaining trade debtors into different categories in the provision matrix, and the basis of estimated loss rates applied in each category in the provision matrix (with reference to historical default rates and forward-looking information);
- 質疑管理層在釐定於2019年12月31日貿易應收款項信貸虧損撥備的基準及判斷，包括確認信貸減值的貿易應收款項、管理層將餘下貿易應收賬分至撥備矩陣之不同類別的合理性，以及撥備矩陣中各類別應用的估計虧損率的基準(參考歷史違約率及前瞻性資料)；
- Challenging management's basis and judgement in determining credit loss allowance on other receivables and loan receivables as at 31 December 2019, including their identification of credit impaired loan receivables, and the basis of estimated loss rates applied in each individual loan (with reference to forward-looking information); and
- 質疑管理層在釐定於2019年12月31日其他應收款項及應收貸款信貸虧損撥備的基準及判斷，包括確認信貸減值的應收貸款及各貸款應用的估計虧損率的基準(參考前瞻性資料)；及
- Evaluating the disclosures regarding the impairment assessment of trade and other receivables and loan receivables in notes 24, 25 and 41 to the consolidated financial statements.
- 評估綜合財務報表附註24、25及41有關貿易及其他應收款項及應收貸款減值評估的披露情況。

INDEPENDENT AUDITORS' 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 auditors who expressed an unmodified opinion on 29 March 2019.

OTHER INFORMATION

The directors 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 auditors' report thereon (the "Other Information").

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

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

RESPONSIBILITIES OF THE DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

其他事項

貴集團截至2018年12月31日止年度的綜合財務報表已由另一核數師審核，其於2019年3月29日發表未經修訂意見。

其他資料

董事須對其他資料負責。其他資料包括年報內所載的資料，但不包括綜合財務報表及吾等載於其中的核數師報告（「其他資料」）。

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

就吾等對綜合財務報表的審計，吾等的責任乃細閱其他資料，在此過程中，考慮其他資料與綜合財務報表或吾等在審計過程中所知悉的情況是否存在重大抵觸或看似存在重大錯誤陳述。基於吾等已執行的工作，倘吾等認為其他資料存在重大錯誤陳述，吾等需要報告該事實。吾等就此並無任何事項須報告。

董事及審核委員會就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露要求編製真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

審核委員會負責監督貴集團財務報告過程。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

AUDITORS' 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 auditors' report that includes our opinion. We report 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 of the Company.

核數師就審計綜合財務報表須承擔的的 責任

吾等的目標乃對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括吾等意見的核數師報告。根據吾等的協定委聘條款，吾等僅向閣下（作為整體）報告，除此之外本報告別無其他目的。吾等概不就本報告的內容對任何其他人士負責或承擔責任。合理保證為高水平的保證，但不能保證按照香港審計準則進行的審計總能發現重大錯誤陳述。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綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

作為根據香港審計準則進行審計其中一環，吾等在審計中運用專業判斷，保持專業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及獲取充足及適當的審計憑證，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出現重大錯誤陳述的風險高於未能發現因錯誤而導致出現重大錯誤陳述的風險。
- 瞭解與審計相關的內部控制，以設計在有關情況下屬適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評估貴公司董事所採用會計政策的適當性以及作出會計估計及相關披露的合理性。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

AUDITORS' 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 auditors' 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 auditors' 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 communicate with the Audit Committee 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 the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

核數師就審計綜合財務報表須承擔的的 責任(續)

- 對董事採用持續經營會計基礎的適當性作出結論，並根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘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，則修訂吾等的意見。吾等的結論乃基於直至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業務。
- 評估綜合財務報表的整體列報方式、結構及內容(包括披露)事項以及綜合財務報表是否公平反映相關交易及事項。
- 就 貴集團內主體或業務活動的財務資料獲取充足適當的審計憑證，以便對綜合財務報表發表意見。吾等負責 貴集團審計的方向、監督及執行。吾等為審計意見承擔全部責任。

吾等與審核委員會溝通審計的計劃範圍及時間以及重大審計發現等，其中包括吾等在審計中識別出內部控制的任何重大不足之處。

吾等亦向審核委員會提交聲明，說明吾等已符合有關獨立性的相關職業道德要求，並與彼等溝通所有可能合理地被認為會影響吾等獨立性的關係及其他事項，以及相關防範措施(倘適用)。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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 director on the audit resulting in this independent auditors' report is Yu Chi Fat.

HLB Hodgson Impey Cheng Limited

Certified Public Accountants

Yu Chi Fat

Practising Certificate Number: P05467

Hong Kong, 30 March 2020

核數師就審計綜合財務報表須承擔的的 責任(續)

從與審核委員會溝通的事項中，吾等確定該等對本期綜合財務報表的審計最為重要的事項，因而構成關鍵審計事項。吾等在核數師報告中闡釋該等事項，除非法律或規例不允許公開披露該等事項，或在極端罕見的情況下，合理預期倘於吾等的報告中註明某事項造成的負面後果超過產生的公眾利益，則吾等決定不應在報告中註明該事項。

出具本獨立核數師報告的審核項目董事為余智發。

國衛會計師事務所有限公司

執業會計師

余智發

執業證書號碼：P05467

香港，2020年3月30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2019年12月31日止年度

		Notes 附註	2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Continuing operations	持續經營業務			
Revenue	收益	5	20,604,683	14,785,259
Cost of sales	銷售成本		(11,400,582)	(11,420,574)
Gross profit	毛利		9,204,101	3,364,685
Other income	其他收入	7	87,884	521,121
Operating expenses	經營開支		(24,378,912)	(26,888,850)
Impairment loss recognised under expected credit loss model	預期信貸虧損模式下確認的 減值虧損	10	(22,702,474)	(9,790,491)
Other gains or losses	其他收益或虧損	8	(262,003)	(1,455,383)
Finance costs	融資成本	9	(1,541,431)	(120,930)
Loss before tax	除稅前虧損	10	(39,592,835)	(34,369,848)
Income tax (expense)/credit	所得稅(開支)/抵免	11	(173,772)	21,759
Loss for the year from continuing operations	自持續經營業務的年度虧損		(39,766,607)	(34,348,089)
Discontinued operation	終止經營業務			
Profit/(loss) for the year from discontinued operation	自終止經營業務的年內 溢利/(虧損)	12	290,510	(4,332,716)
Loss for the year	年內虧損		(39,476,097)	(38,680,805)
Other comprehensive (expense)/ income for the year	年內其他全面(開支)/收益			
<i>Item that will not be reclassified to profit or loss:</i>	<i>不會重新分類至損益的 項目:</i>			
Fair value loss on equity instruments at fair value through other comprehensive income	按公平值計入其他全面 收益的股本工具的 公平值虧損		(1,423,467)	–
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可重新分類至損益的 項目:</i>			
Exchange differences arising on translating foreign operations	換算海外業務的匯兌差額		(201,461)	309,699
Reclassification adjustment for a foreign operation disposed of	就已出售海外業務的重新 分類調整		20,276	–
Other comprehensive (expense)/ income for the year, net of income tax	年內其他全面(開支)/收益 (扣除所得稅)		(1,604,652)	309,699
Total comprehensive expense for the year	年內全面開支總額		(41,080,749)	(38,371,106)

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2019年12月31日止年度

	Notes 附註	2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Loss for the year attributable to:			
Owners of the Company	應佔年內虧損： 本公司擁有人		
- for continuing operations	- 就持續經營業務	(39,206,651)	(34,497,905)
- for discontinued operation	- 就終止經營業務	305,656	(2,965,817)
		(38,900,995)	(37,463,722)
Non-controlling interests	非控股權益		
- for continuing operations	- 就持續經營業務	(559,956)	149,816
- for discontinued operation	- 就終止經營業務	(15,146)	(1,366,899)
		(575,102)	(1,217,083)
		(39,476,097)	(38,680,805)
Total comprehensive expense for the year attributable to:	應佔年內全面開支總額：		
Owners of the Company	本公司擁有人	(40,407,994)	(37,303,735)
Non-controlling interests	非控股權益	(672,755)	(1,067,371)
		(41,080,749)	(38,371,106)
			(restated) (經重列)
From continuing and discontinued operations	自持續及終止經營業務		
Loss per share	每股虧損		
Basic and diluted (HK cents)	基本及攤薄(港仙)	15	(9.00)
			(8.67)
			(restated) (經重列)
From continuing operations	自持續經營業務		
Loss per share	每股虧損		
Basic and diluted (HK cents)	基本及攤薄(港仙)	15	(9.08)
			(7.99)

The accompanying notes form an integral part of the consolidated financial statements.

隨附附註構成綜合財務報表的組成部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2019 於2019年12月31日

		Notes 附註	2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Non-current assets	非流動資產			
Plant and equipment	器械及設備	17	1,450,156	2,675,374
Goodwill	商譽	19	1,399,146	1,399,146
Intangible assets	無形資產	20	330,000	330,000
Equity instruments at fair value through other comprehensive income	按公平值計入其他全面收益的股本工具	22	-	1,423,467
Deposit paid for acquisition of an associate	收購一間聯營公司的已付按金	25	-	16,600,000
Rental deposits	租金按金	25	-	570,604
			3,179,302	22,998,591
Current assets	流動資產			
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	23	-	1,062,000
Loan receivables	應收貸款	24	-	6,975,770
Trade and other receivables	貿易及其他應收款項	25	8,765,776	4,371,950
Contract costs	合約成本	26	869,651	-
Tax recoverable	可收回稅項		137,608	-
Bank balances and cash	銀行結餘及現金	27	3,603,473	10,686,511
			13,376,508	23,096,231
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	28	7,121,180	7,575,844
Contract liabilities	合約負債	29	1,159,283	550,785
Other borrowing	其他借款	30	10,000,000	10,000,000
Amount due to a non-controlling shareholder of a subsidiary	應付一間附屬公司非控股股東的款項	33	-	113,953
Tax payables	應付稅項		173,772	117,353
Bank overdrafts	銀行透支	27	-	2,894,173
			18,454,235	21,252,108
Net current (liabilities)/assets	流動(負債)/資產淨值		(5,077,727)	1,844,123
Total assets less current liabilities	總資產減流動負債		(1,898,425)	24,842,714

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2019 於2019年12月31日

		Notes 附註	2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Non-current liability	非流動負債			
Loan from a shareholder	股東貸款	31	10,000,000	–
Net (liabilities)/assets	淨(負債)/資產		(11,898,425)	24,842,714
Capital and reserves	資本及儲備			
Share capital	股本	34	8,640,000	8,640,000
Reserves	儲備		(20,924,152)	18,824,806
Total (capital deficiency)/ equity attributable to owners of the Company	本公司擁有人應佔 (資本虧絀)/權益		(12,284,152)	27,464,806
Non-controlling interests	非控股權益		385,727	(2,622,092)
Total (capital deficiency)/equity	(資本虧絀)/權益總額		(11,898,425)	24,842,714

The consolidated financial statements on pages 60 to 187 were approved and authorised for issue by the board of directors on 30 March 2020 and are signed on its behalf by:

第60頁至第187頁的綜合財務報表於2020年3月30日經董事會批准及授權刊發並由以下董事代表簽署：

Hung Yuen Kin
熊遠健
Director
董事

Li Ka Yee Daphne
李嘉儀
Director
董事

The accompanying notes form an integral part of the consolidated financial statements.

隨附附註構成綜合財務報表的組成部分。

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

		Attributable to owners of the Company 本公司擁有人應佔									
		Share capital	Share premium	Share options reserve	Statutory reserve	Exchange reserve	Fair value through other comprehensive income reserve	Accumulated losses	Sub-total	Non-controlling interests	Total
		股本	股份溢價	購股權儲備	法定儲備	匯兌儲備	儲備	累計虧損	小計	非控股權益	合計
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元	港元	港元	港元	港元
				(Note a) (附註a)	(Note b) (附註b)		(Note c) (附註c)				
At 1 January 2018	於2018年1月1日	8,640,000	94,330,810	-	-	(76,455)	-	(42,088,126)	60,806,229	(2,350,589)	58,455,640
Loss for the year	年內虧損	-	-	-	-	-	-	(37,463,722)	(37,463,722)	(1,217,083)	(38,680,805)
Other comprehensive income for the year:	年內全面收益：										
Exchange differences arising on translating foreign operations	換算海外業務的匯兌差額	-	-	-	-	159,987	-	-	159,987	149,712	309,699
Total comprehensive income/(expense) for the year	年內全面收益/(開支)總額	-	-	-	-	159,987	-	(37,463,722)	(37,303,735)	(1,067,371)	(38,371,106)
Acquisition of a business (note 35)	收購業務(附註35)	-	-	-	-	-	-	-	-	795,868	795,868
Recognition of equity-settled share-based payment	確認股本結算股份付款	-	-	3,962,312	-	-	-	-	3,962,312	-	3,962,312
At 31 December 2018 and 1 January 2019	於2018年12月31日及 2019年1月1日	8,640,000	94,330,810	3,962,312	-	83,532	-	(79,551,848)	27,464,806	(2,622,092)	24,842,714
Loss for the year	年內虧損	-	-	-	-	-	-	(38,900,995)	(38,900,995)	(575,102)	(39,476,097)
Other comprehensive (expense)/income for the year:	年內其他全面(開支)/收益：										
Fair value loss on equity instruments at fair value through other comprehensive income	按公平值計入其他全面收益的股本工具的公平值虧損	-	-	-	-	-	(1,423,467)	-	(1,423,467)	-	(1,423,467)
Exchange differences arising on translating foreign operations	換算海外業務的匯兌差額	-	-	-	-	(103,808)	-	-	(103,808)	(97,653)	(201,461)
Reclassification adjustment for a foreign operation disposed of	就已出售海外業務的重新分類調整	-	-	-	-	20,276	-	-	20,276	-	20,276
Total comprehensive expense for the year	年內全面開支總額	-	-	-	-	(83,532)	(1,423,467)	(38,900,995)	(40,407,994)	(672,755)	(41,080,749)
Disposal of subsidiaries (note 36)	出售附屬公司(附註36)	-	-	-	-	-	-	-	-	3,680,574	3,680,574
Recognition of equity-settled share-based payment	確認股本結算股份付款	-	-	659,036	-	-	-	-	659,036	-	659,036
Cancellation of share options	註銷購股權	-	-	(4,621,348)	-	-	-	4,621,348	-	-	-
Appropriation of statutory reserve	撥充法定儲備	-	-	-	48,544	-	-	(48,544)	-	-	-
At 31 December 2019	於2019年12月31日	8,640,000	94,330,810	-	48,544	-	(1,423,467)	(113,880,039)	(12,284,152)	385,727	(11,898,425)

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

Notes:

附註：

- (a) Share options reserve represents the fair value of services estimated to be received in exchange for the grant of the relevant share options over the relevant vesting periods, the total of which is based on the fair value of the share options at grant date. The amount for each reporting period is determined by spreading the fair value of the share options over the relevant vesting periods (if any) and is recognised as expenses with a corresponding increase in share options reserve.
- (a) 購股權儲備指於相關歸屬期內授出相關購股權以換取估計將接獲服務之公平值，其總額乃根據購股權於授出日期之公平值計算。各報告期間之金額乃透過將購股權公平值於相關歸屬期(如有)內攤分，並確認為開支，並於以購股權儲備作相應增加。
- (b) In accordance with the article 377 of the Macau Commercial Code, the Company's subsidiary incorporated in Macau are required to transfer a minimum of 25% of the annual net profits to a statutory reserve until that reserve equals 50% of the nominal value of their capital. The statutory reserve may not be distributed in the form of cash dividends or otherwise, during the life of the company.
- (b) 根據澳門商法典第377條，本公司在澳門註冊成立的附屬公司須將年度純利最少25%轉撥至法定儲備，直至儲備等於資本面值50%。在公司存續期間，法定儲備不得以現金股息或其他方式分派。
- (c) Fair value through other comprehensive income reserve represents cumulative gains and losses on fair value of financial assets at fair value through other comprehensive income recognised in other comprehensive income.
- (c) 按公平值計入其他全面收益儲備指於其他全面收益確認按公平值計入其他全面收益的金融資產公平值累計收益及虧損。

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

		Notes 附註	2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
OPERATING ACTIVITIES	經營活動			
Loss before tax	除稅前虧損			
– from continuing operations	– 就持續經營業務		(39,592,835)	(34,369,848)
– from discontinued operation	– 就終止經營業務		290,510	(4,332,716)
<i>Adjustments for:</i>	<i>經調整：</i>			
Interest income	利息收入		(87,884)	(397,349)
Interest expense	利息開支		1,541,431	120,930
Depreciation of plant and equipment	器械及設備折舊		841,203	979,021
Depreciation of right-of-use assets	使用權資產折舊		1,745,185	–
Gain on disposal of subsidiaries	出售附屬公司的收益	36	(100,872)	(1,161,846)
Loss on disposal of plant and equipment	出售器械及設備的虧損		–	64,423
Net loss on fair value changes of financial assets at fair value through profit or loss (“FVTPL”)	按公平值計入損益(「按公平值計入損益」)的金融資產之公平值變動虧損淨額		34,040	539,448
Share-based payment expense	股份付款開支	37	659,036	3,962,312
Impairment loss recognised under expected credit loss model	預期信貸虧損模式下確認的減值虧損		22,702,474	10,661,912
Operating cash flows before movements in working capital	營運資金變動前的經營現金流入		(11,967,712)	(23,933,713)
(Increase)/decrease in trade and other receivables and rental deposits	貿易及其他應收款項及租金按金(增加)/減少		(6,029,142)	755,997
Increase in contract costs	合約成本增加		(869,651)	–
Increase in trade and other payables	貿易及其他應付款項增加		3,799,459	2,649,662
Increase/(decrease) in contract liabilities	合約負債增加/(減少)		1,159,283	(759,527)
Cash used in operations	經營業務所用現金		(13,907,763)	(21,287,581)
Profits tax (paid)/refund	利得稅(付款)/退款		(186,063)	679,131
Net cash used in operating activities	經營活動所用現金淨額		(14,093,826)	(20,608,450)

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

	Notes 附註	2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
INVESTING ACTIVITIES	投資活動		
Interest received	已收利息	87,884	134,349
Advance of loans	墊付貸款	-	(16,602,822)
Deposit paid for acquisition of an associate	收購一間聯營公司的已付按金	(3,400,000)	(16,600,000)
Purchase of plant and equipment	購買器械及設備	(91,245)	(2,554,409)
Net cash outflow resulting from acquisition of a subsidiary	收購一間附屬公司的現金流出淨額	-	(2,120,779)
Purchase of financial assets at FVTPL	購買按公平值計入損益的金融資產	-	(1,899,896)
Acquisition of intangible asset	收購無形資產	-	(330,000)
Net cash inflow resulting from disposal of subsidiaries	出售附屬公司的現金流入淨額	264,083	12,763,216
Proceeds from disposal of financial assets at FVTPL	出售按公平值計入損益的金融資產所得款項	1,027,960	3,205,448
Proceeds from disposal of plant and equipment	出售器械及設備所得款項	-	713,432
Repayment of loan receivables	應收貸款還款	5,000,000	-
Repayment from former shareholder	前股東還款	-	2,510
Net cash generated from/(used in) investing activities	投資活動所得/(所用)現金淨額	2,888,682	(23,288,951)
FINANCING ACTIVITIES	融資活動		
Interest paid	已付利息	(1,624,993)	(20,930)
Proceeds from other borrowings	其他借款所得款項	5,970,932	10,000,000
Repayment of other borrowings	償還其他借款	(5,970,932)	-
Proceeds from shareholder loan	股東貸款所得款項	10,000,000	-
Repayment of lease liability	償還租賃負債	(1,397,449)	-
Repayment of obligation under finance lease	償還融資租賃承擔	-	(244,381)
Net cash generated from financing activities	融資活動所得現金淨額	6,977,558	9,734,689
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(4,227,586)	(34,162,712)
Cash and cash equivalents at the beginning of the reporting period	報告期初現金及現金等價物	7,792,338	41,955,423
Effect of foreign exchange rate changes	外匯匯率變動影響	38,721	(373)
Cash and cash equivalents at the end of the reporting period	報告期末現金及現金等價物	3,603,473	7,792,338
Analysis of the balances of cash and cash equivalents	現金及現金等價物結餘分析		
Bank balances and cash	銀行結餘及現金	3,603,473	10,686,511
Less: bank overdrafts	減：銀行透支	-	(2,894,173)
		3,603,473	7,792,338

The accompanying notes form an integral part of the consolidated financial statements.

隨附附註構成綜合財務報表的組成部分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

1. GENERAL INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands and its issued shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office, and head office and principal place of business of the Company are disclosed in the “Corporate Information” section to the annual report. Its ultimate parent is Source Creation International Limited, a company incorporated in the British Virgin Islands with limited liabilities and owned by Mr. Lui Man Wah (“Mr. Lui”). Mr. Lui is a director of the Company.

The principal activity of the Company is investment holding. The principal activities of the Company’s subsidiaries (together with the Company referred to as the “Group”) are provision of exhibition and trade show service, and publication and media advertising.

The consolidated financial statements are presented in Hong Kong dollar (HK\$), which is same as the functional currency of the Company.

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 (the “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

1. 一般資料

本公司為於開曼群島註冊成立的有限公司，其已發行股份於香港聯合交易所有限公司（「聯交所」）GEM上市。本公司的註冊辦事處、總部及主要營業地點的地址於年報的「公司資料」一節披露。其最終母公司為創源國際有限公司，該公司為於英屬處女群島註冊成立的有限公司，由呂文華先生（「呂先生」）擁有。呂先生為本公司董事。

本公司的主要業務為投資控股。本公司附屬公司（連同本公司統稱為「本集團」）的主要業務為提供展覽及貿易展覽服務及刊物及媒體廣告。

綜合財務報表乃以港元（與本公司功能貨幣相同）呈列。

2. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂

本年度強制生效的新訂香港財務報告準則及其修訂

於本年度，本集團已首次應用以下由香港會計師公會（「香港會計師公會」）頒佈的新訂香港財務報告準則及其修訂：

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	所得稅處理之不確定因素
香港財務報告準則第9號的修訂	具有負補償之預付特性
香港會計準則第19號的修訂	計劃修訂、縮減或清償
香港會計準則第28號的修訂	於聯營公司及合營企業之長期權益
香港財務報告準則的修訂	香港財務報告準則2015年至2017年週期的年度改進

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)

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 performance and positions 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*, and the related interpretations.

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.

For contracts entered into or modified on or after 1 January 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

As a lessor

In accordance with the transitional provisions in HKFRS 16, the Group is not required to make any adjustment on transition for leases in which the Group is a lessor but account for these leases in accordance with HKFRS 16 from the date of initial application and comparative information has not been restated. During the year ended 31 December 2019, application of HKFRS 16 by the Group as a lessor has no material impact on the Group’s consolidated financial statements.

2. 應用新訂香港財務報告準則(「香港財務報告準則」)及其修訂(續)

本年度強制生效的新訂香港財務報告準則及其修訂(續)

除下文所述外，於本年度應用新訂香港財務報告準則及其修訂對本集團本年度及過往年度的財務表現及狀況及／或該等綜合財務報表所載的披露並無重大影響。

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號租賃及相關詮釋。

租賃的定義

本集團已選擇可行權宜方法，就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號釐定安排是否包括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括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。

就於2019年1月1日或之後訂立或修訂的合約而言，本集團於評估合約是否包含租賃時根據香港財務報告準則第16號所載的規定應用租賃的定義。

作為出租人

根據香港財務報告準則第16號的過渡條文，本集團作為出租人，無需對租賃過渡進行任何調整，惟自首次應用日期起，按香港財務報告準則第16號對該等租賃進行會計處理，而比較資料並未經重列。截至2019年12月31日止年度，本集團作為出租人應用香港財務報告準則第16號對本集團綜合財務報表並無重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2019 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

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 adjusted by any prepaid or accrued lease payments 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 following 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:

- (i) relied on the assessment of whether leases are onerous by applying HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets* as an alternative of impairment review;

2. 應用新訂香港財務報告準則(「香港財務報告準則」)及其修訂(續)

本年度強制生效的新訂香港財務報告準則及其修訂(續)

香港財務報告準則第16號租賃(續)

作為承租人

本集團已追溯應用香港財務報告準則第16號，累計影響於首次應用日期(2019年1月1日)確認。

於2019年1月1日，本集團應用國際財務報告準則第16.C8(b)(ii)號過渡，按等於經任何預付或應計租賃付款調整的相關租賃負債的金額，確認額外租賃負債及使用權資產。初步應用日期的任何差額於期初保留溢利確認，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以下可行權宜方法：

- (i) 依賴通過應用香港會計準則第37號撥備、或然負債及或然資產作為減值評審的方式評估租賃是否繁瑣；

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)

- (ii) 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;
- (iii) excluded initial direct costs from measuring the right-of-use assets at the date of initial application;
- (iv) applied a single discount rate to a portfolio of leases with similar remaining terms for similar class of underlying assets in similar economic environment. Specifically, discount rate for certain leases of properties in Hong Kong was determined on a portfolio basis; and
- (v) used hindsight based on facts and circumstances as at date of initial application in determining the lease term of the Group’s leases with extension and termination options.

2. 應用新訂香港財務報告準則(「香港財務報告準則」)及其修訂(續)

本年度強制生效的新訂香港財務報告準則及其修訂(續)

香港財務報告準則第16號租賃(續)

作為承租人(續)

- (ii) 選擇不就租賃期於首次應用日期起計12個月內結束的租賃確認使用權資產及租賃負債；
- (iii) 於首次應用日期計量使用權資產時撇除初始直接成本；
- (iv) 對於類似經濟環境下具備同類別相關資產及相若剩餘租賃期之租賃組合採用單一貼現率。具體而言，香港若干物業租賃之貼現率乃按組合基準釐定；及
- (v) 根據於首次應用日期的事實及情況於事後釐定本集團帶有續租及終止選擇權的租賃的租賃期。

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)

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of relevant group entities at the date of initial application. The incremental borrowing rate applied is 5.13%.

2. 應用新訂香港財務報告準則(「香港財務報告準則」)及其修訂(續)

本年度強制生效的新訂香港財務報告準則及其修訂(續)

香港財務報告準則第16號租賃(續)

作為承租人(續)

於確認先前分類為經營租賃的租賃的租賃負債時，本集團已應用於首次應用日期相關集團主體的增量借款利率。已應用的增量借款利率為5.13%。

		At 1 January 2019 於2019年1月1日
		HK\$ 港元
Operating lease commitments disclosed at 31 December 2018	於2018年12月31日披露的經營租賃承擔	4,881,219
Less: recognition exemption – short-term leases	減：確認豁免 – 短期租賃	(460,569)
Undiscounted lease liabilities relating to operating leases recognised upon application of HKFRS 16	應用香港財務報告準則第16號後確認與經營租賃有關的未貼現租賃負債	4,420,650
Less: future finance costs	減：未來融資成本	(239,372)
Lease liabilities at 1 January 2019	於2019年1月1日的租賃負債	4,181,278
Analysed as:	分析為：	
Current	即期	1,873,885
Non-current	非即期	2,307,393
		4,181,278

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)

The carrying amount of right-of-use assets for own use as at 1 January 2019 comprises of the following:

2. 應用新訂香港財務報告準則(「香港財務報告準則」)及其修訂(續)

本年度強制生效的新訂香港財務報告準則及其修訂(續)

香港財務報告準則第16號租賃(續)

作為承租人(續)

自用使用權資產於2019年1月1日的賬面值包括以下各項：

		Right-of-use assets
		使用權資產
		HK\$
		港元
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16	應用香港財務報告準則第16號後確認與經營租賃有關的使用權資產	4,181,278
By class:	按類別：	
Office premises	辦公室物業	4,181,278

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)

The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 January 2019. Line items that were not affected by the changes have not been included.

2. 應用新訂香港財務報告準則(「香港財務報告準則」)及其修訂(續)

本年度強制生效的新訂香港財務報告準則及其修訂(續)

香港財務報告準則第16號租賃(續)

作為承租人(續)

於2019年1月1日綜合財務狀況表中確認的金額予以下列調整。未列示未受變更影響的項目。

		Carrying amounts previously reported at 31 December 2018	Adjustments	Carrying amounts under HKFRS 16 at 1 January 2019
		於2018年12月31日先前提報的賬面值	調整	於2019年1月1日香港財務報告準則第16號項下的賬面值
		HK\$ 港元	HK\$ 港元	HK\$ 港元
Non-current assets	非流動資產			
Right-of-use assets	使用權資產	–	4,181,278	4,181,278
Current liabilities	流動資產			
Lease liabilities	租賃負債	–	(1,873,885)	(1,873,885)
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	–	(2,307,393)	(2,307,393)

Note: For the purpose of reporting cash flows from operating activities under indirect method for the year ended 31 December 2019, movements in working capital have been computed based on opening statement of financial position at 1 January 2019 as disclosed above.

附註：就呈報根據間接法截至2019年12月31日止年度的來自經營活動之現金流量而言，營運資金變動根據上文所披露於2019年1月1日期初財務狀況表計算。

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 Amendments to HKFRS 3	Insurance Contracts ¹ 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 ⁴
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform ⁴

- ¹ Effective for annual periods beginning on or after 1 January 2021.
- ² Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.
- ³ Effective for annual periods beginning on or after a date to be determined.
- ⁴ Effective for annual periods beginning on or after 1 January 2020.

In addition to the above new and amendments to HKFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, *the Amendments to References to the Conceptual Framework in HKFRS Standards*, will be effective for annual periods beginning on or after 1 January 2020.

The directors anticipate that the application of all new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2. 應用新訂香港財務報告準則(「香港財務報告準則」)及其修訂(續)

已頒佈但尚未生效的新訂香港財務報告準則及其修訂

本集團並無提早應用下列已頒佈但尚未生效的新訂香港財務報告準則及其修訂：

香港財務報告準則第17號 香港財務報告準則第3號的 修訂	保險合約 ¹ 業務的定義 ²
香港財務報告準則第10號 及香港會計準則第28號 的修訂	投資者與其聯營公司或 合營企業之間的資產 出售或注資 ³
香港會計準則第1號及香港 會計準則第8號的修訂	重大性的定義 ⁴
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 的修訂	利率基準改革 ⁴

- 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日或之後開始的首個年度期間開始當日或之後於業務合併及資產收購的收購日期生效。
- ³ 於待釐定日期或之後開始的年度期間生效。
- ⁴ 於2020年1月1日或之後開始的年度期間生效。

除上文之新訂香港財務報告準則及其修訂外，2018年頒佈了經修訂香港財務報告之概念框架。其重大修訂香港財務報告準則之概念框架指引之修訂，將於2020年1月1日或之後開始的年度期間生效。

董事預計應用所有新訂香港財務報告準則及其修訂於可見未來對綜合財務報表將無重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

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 (the “Listing Rules”) and by the disclosure requirements of the Hong Kong Companies Ordinance.

Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis, except for investment properties and certain financial instruments that are measured at fair values at the end of each reporting period.

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 the 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. 重大會計政策概要

遵例聲明

綜合財務報表乃根據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（「上市規則」）及香港公司條例披露規定的適用披露。

編製基準

綜合財務報表已按歷史成本基準編製，惟於各報告期末以公平值計量的投資物業及若干金融工具除外。

歷史成本一般根據交換貨品及服務所付出代價的公平值計算。

公平值是於計量日期市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付的價格，而不論該價格是否直接可觀察或可使用其他估值技術估計。若市場參與者於計量日期對資產或負債定價時會考慮資產或負債的特點，則本集團於估計資產或負債的公平值時會考慮該等特點。綜合財務報表中作計量及／或披露用途的公平值乃按此基準釐定，惟屬於香港財務報告準則第2號以股份為基礎付款範圍的以股份付款交易、根據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（應用香港財務報告準則第16號前）入賬的租賃交易，以及與公平值有部分相若地方但並非公平值的計量，譬如香港會計準則第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。

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of preparation (Continued)

For financial instruments and investment property which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that the results of the valuation technique equals the transaction price.

In addition, for financial reporting purposes, 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.

In preparing these consolidated financial statements, the directors of the Company have given careful consideration to the future liquidity of the Group, in light of the fact that the Group incurred a net loss attributable to owners of the Company of HK\$38,900,995 (2018: HK\$37,463,722) and had net operating cash outflows of HK\$14,093,826 (2018: 20,608,450) during the year ended 31 December 2019 and, as of that date, the Group's total liabilities exceeded its total assets by HK\$11,898,425 (2018: total assets exceeded its total liabilities of HK\$24,842,714). Notwithstanding the above result, the consolidated financial statements have been prepared on a going concern basis.

The management closely monitors the Group's financial performance and liquidity position. The validity of the going concern basis depends upon the success of the Group's future operations, its ability to generate adequate cash flows in order to meet its financial obligations as and when they fall due such that the Group can meet its future working capital and financing requirements.

3. 重大會計政策概要(續)

編製基準(續)

就按公平值交易的金融工具及投資物業及於其後期間使用不可觀察輸入數據計量公平值的估值技術而言，估值技術會進行調整，以致估值技術的結果等於交易價格。

此外，就財務報告而言，公平值計量根據公平值計量的輸入數據可觀察程度及公平值計量的輸入數據對其整體的重要性分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入數據是主體於計量日期可以取得的相同資產或負債於活躍市場的報價(未經調整)；
- 第二級輸入數據是就資產或負債直接或間接地可觀察的輸入數據(第一級內包括的報價除外)；及
- 第三級輸入數據是資產或負債的不可觀察輸入數據。

於編製該等綜合財務報表時，鑑於截至2019年12月31日止年度本集團出現本公司擁有人應佔淨虧損38,900,995港元(2018年：37,463,722港元)及有經營現金流出淨額14,093,826港元(2018年：20,608,450港元)，而截至該日期，本集團的負債總額超過其資產總值11,898,425港元(2018年：資產總值超過其負債總額24,842,714港元)，本公司董事已仔細考慮本集團的未來流動性。儘管以上所述，綜合財務報表乃按持續經營基準編製。

管理層密切監察本集團之財務表現及流動資金狀況。持續經營基準之有效性取決於本集團未來營運之成果、其產生足夠現金流量以履行其到期財務責任之能力，以滿足本集團對未來營運資金及融資之需要。

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of preparation (Continued)

The directors of the Company have performed an assessment of the Group's future liquidity and cash flows, taking into account the following relevant matters:

Mr. Lui, the ultimate shareholder and director of the Company, has granted an unsecured loan facility of up to HK\$40,000,000 (the "Facility") during the available period which will expire on 31 December 2021. The Facility bears an interest of 2% per annum. During the year ended 31 December 2019, an aggregate amount of HK\$10,000,000 of the Facility has been drawn down by the Company. At 31 December 2019, the Facility of HK\$30,000,000 was unutilised, unrestricted and available to be drawn down.

Mr. Lui has also agreed to provide continuing financial support to the Group and confirmed that he will not demand repayment and will not withdraw the Facility provided to the Group and have financial ability to provide facility granted to the Group within the next twelve months.

The directors of the Company have reviewed the Group's cash flow projections prepared by the management. The cash flow projections cover a period of not less than twelve months from 31 December 2019. Based on the cash flow projections, the Group will have sufficient financial resources to meet its financial obligations as and when they fall due in the coming twelve months from 31 December 2019. The management has made key assumptions on the projections with regard to the anticipated cash flows from the Group's operations and capital expenditures.

The directors of the Company consider that after taking into account of the above-mentioned matters, the Group will have sufficient working capital to finance its operations and to meet its financial obligation for at least the next twelve months from the date of approval of these consolidated financial statements. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

3. 重大會計政策概要(續)

編製基準(續)

本公司董事已就本集團未來流動資金及現金流量進行評估，並考慮以下相關事項：

最終股東及本公司董事呂先生在適用期間（將於2021年12月31日屆滿）提供最高可達40,000,000港元的無抵押貸款融資（「融資」）。該融資按年利率2%計息。於截至2019年12月31日止年度，本公司從該融資合共提取10,000,000港元。於2019年12月31日，該融資的30,000,000港元為未動用、不受限制及可予提取。

呂先生亦同意向本公司提供持續的財政支持，並確認在未來十二個月內，將不會要求還款及撤回該筆向本集團提供的融資，亦有財政能力向本集團提供融資。

本公司董事已審閱管理層編製之本集團現金流量預測。該等現金流量預測涵蓋自2019年12月31日起不少於十二個月之期間。根據該等現金流量預測，本集團將具備足夠財務資源以履行其自2019年12月31日起十二個月內到期之財務責任。在該等預測中，管理層就有關本集團營運所得之預計現金流量及資本開支作出關鍵假設。

本公司董事認為，計及上述事項後，本集團將擁有充足營運資金撥付其經營業務及應付其自該等綜合財務報表批准日期起計至少未來十二個月的財務責任。因此，已按持續經營基準編製綜合財務報表。

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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.

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

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

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

3. 重大會計政策概要(續)

綜合基準

綜合財務報表包括本公司及本公司所控制的主體及其附屬公司的財務報表。當本公司滿足以下要素即擁有控制權：

- 對被投資公司擁有權力；
- 對參與被投資公司業務的浮動回報承擔風險或享有權利；及
- 能透過其權力影響其回報。

倘事實及情況反映上述三項控制權要素其中一項或多項有變，則本集團會重新評估是否仍對被投資公司有控制權。

本集團於取得對附屬公司的控制權時開始綜合附屬公司賬目，並於本集團失去對附屬公司的控制權時終止。具體而言，於年內收購或出售的附屬公司的收入及開支，會由本集團取得控制權的日期直至本集團失去附屬公司控制權的日期間計入綜合損益及其他全面收益表。

損益及其他全面收益各項目歸屬於本公司擁有人及非控股權益。附屬公司的全面收益總額歸屬於本公司擁有人及非控股權益，即使此舉會引致非控股權益出現虧絀結餘亦然。

在必要情況下，本公司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其他成員公司所用的會計政策保持一致。

與本集團內成員公司交易有關的所有集團內資產及負債、權益、收入、開支及現金流量均於綜合時悉數對銷。

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Income Taxes* and HKAS 19 *Employee Benefits* respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 *Share-based Payment* at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard.

3. 重大會計政策概要(續)

綜合基準(續)

附屬公司的非控股權益與本集團於當中的權益分開呈列，指現時擁有的權益且於清盤時讓持有人有權按比例分佔相關附屬公司淨資產。

業務合併

收購業務採用收購法入賬。業務合併所轉讓的代價按公平值計量，而計算方法為本集團所轉讓的資產、本集團向被收購方原擁有人產生的負債及本集團於交換被收購方的控制權發行的權益於收購日期的公平值的總額。有關收購的成本通常於產生時於損益確認。

於收購日期，所收購可識別資產及所承擔負債按其公平值確認，惟以下各項除外：

- 遞延稅項資產或負債及與僱員福利安排有關的資產或負債分別根據香港會計準則第12號*所得稅*及香港會計準則第19號*僱員福利*確認及計量；
- 與被收購方以股份支付安排或本集團訂立以股份支付安排取代被收購方以股份支付安排有關的負債或股本工具，於收購日期根據香港財務報告準則第2號*以股份為基礎付款*計量；及
- 根據香港財務報告準則第5號*持作出售的非流動資產及終止經營業務*分類為持作出售的資產(或出售組合)乃根據該準則計量。

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations (Continued)

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis.

Changes in Group's ownership interests in existing subsidiaries with change of control

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs).

3. 重大會計政策概要(續)

業務合併(續)

商譽是以所轉撥的代價、非控股權益於被收購方中所佔金額及收購方以往持有被收購方權益的公平值(如有)的總和，減所收購的可識別資產及所承擔的負債於收購日期的淨值後，所超出的差額計值。倘經過重新評估後，所收購的可識別資產與所承擔負債於收購日期的淨額高於轉撥的代價、非控股權益於被收購方中所佔金額及收購方以往持有被收購方權益的公平值(如有)的總和，則差額即時於損益內確認為議價收購收益。

屬現時擁有的權益且於清盤時讓持有人有權按比例分佔主體淨資產的非控股權益，將初步按非控股權益應佔被收購方可識別資產淨值或按公平值的已確認金額比例計量。計量基準視乎每項交易而作出選擇。

本集團於現有附屬公司擁有權權益之變動(導致控制權變動)

倘若本集團失去對附屬公司之控制權，該附屬公司之資產及負債及非控股權益(如有)終止確認。收益或虧損於損益內確認且以下列兩者間之差額計算：(i)所收代價之公平值與任何保留權益之公平值總和及(ii)資產(包括商譽)之賬面值與本公司擁有人應佔之附屬公司之負債。過往在有關附屬公司之其他全面收益確認之所有金額均入賬，猶如本集團已直接出售附屬公司之相關資產或負債(即按適用之香港財務報告準則具體規定/准許重新分類至損益或轉移至其他股本類別)。

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Goodwill

Goodwill arising on an acquisition of business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("CGUs") (or groups of CGUs) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A CGU (or group of CGUs) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the CGU (or group of CGUs) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of CGUs).

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the amount of the gain or loss on disposal.

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. 重大會計政策概要(續)

商譽

收購業務產生的商譽乃按於收購有關業務日期確立的成本減累計減值虧損(如有)列賬。

就減值測試而言，商譽乃分配至預期受惠於合併協同效益的本集團現金產生單位(「現金產生單位」)(或現金產生單位組別)，即監察商譽作內部管理目的的最低層級及不會較經營分部為大。

已獲分配商譽的現金產生單位(或現金產生單位組別)每年進行減值測試，或於有跡象顯示該單位可能出現減值時則以更頻密進行減值測試。就於報告期因收購產生的商譽而言，獲分配商譽的現金產生單位(或現金產生單位組別)於該報告期末前進行減值測試。倘現金產生單位的可收回金額少於其賬面值，則減值虧損會先用作減低任何分配至該單位的商譽的賬面值，其後則根據該單位(或現金產生單位組別)內各項資產賬面值按比例分配至該單位的其他資產。

於出售相關現金產生單位時，商譽的相關金額會於釐定出售的收益或虧損時計入。

來自客戶合約的收益

本集團於完成履約責任時(或就此)確認收益，即於特定履約責任相關的貨品或服務的「控制權」轉讓予客戶時。

履約責任指不同的貨品或服務(或一組貨品或服務)或一系列不同的貨品或大致相同的服務。

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

3. SUMMARY OF 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 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.

The Group incurs costs to fulfill a contract in its exhibition and trade show contracts. The Group first assesses whether these costs qualify for recognition as an asset in terms of other relevant Standards, failing which it recognises an asset for these costs only if they meet all of the following criteria:

- (a) the costs relate directly to a contract or to an anticipated contract that the Group can specifically identify;
- (b) the costs generate or enhance resources of the Group that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and
- (c) the costs are expected to be recovered

3. 重大會計政策概要(續)

來自客戶合約的收益(續)

控制權隨時間轉移，而倘符合以下任何其中一項標準，則收益乃參照完全滿足相關履約責任的進展情況而隨時間確認：

- 隨本集團履約，客戶同時取得並耗用本集團履約所提供的利益；
- 本集團的履約創建或強化一項資產，該資產於本集團履約時由客戶控制；或
- 本集團的履約並未產生對本集團有替代用途的資產，且本集團對迄今已完成履約的款項具有可執行權利。

否則，收益於客戶獲得不同貨品或服務控制權時某一時點確認。

合約負債指本集團因已自客戶收取代價(或應收代價金額)，而須轉讓貨品或服務予客戶的義務。

本集團於其展覽及貿易展覽合約中履行合約時產生成本。本集團首先根據相關準則評估該等成本是否合資格確認為資產，倘不合資格，僅在符合以下全部標準後將該等成本確認為資產：

- (a) 有關成本與本集團可明確識別之合約或預期訂立之合約有直接關係；
- (b) 有關成本令本集團將用於履行(或持續履行)日後履約責任之資源得以產生或有所增加；及
- (c) 有關成本預期可收回

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (Continued)

The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate. The asset is subject to impairment review.

Revenue is measured based on the consideration specified in a contract with a customer. The Group recognises revenue from the following major sources: 1) publications and media advertising; 2) outdoor advertising income; 3) mobile app development service income; and 4) exhibition and trade show service income. The Group's revenue recognition policies on each of these revenue sources are as follows:

(i) Publications and media advertising

The Group generates advertising income from the publications that are point and online media platform. The customers simultaneously receive and consume the benefits when the advertisements are released on the designated publications and online media platform. Revenue from publications and media advertising is recognised over time using the output method, which is to recognise revenue on the basis of direct measurements of the value of the services transferred to the customer to date relative to the remaining services promised under the contract.

The Group earns revenue from selling publications. Revenue from sales of publications is recognised at a point in time when the customer obtains control of the magazines.

(ii) Outdoor advertising income

The Group provides outdoor advertising spaces to customers. The customers simultaneously receive and consume the benefits when the advertisement is displayed on the outdoor advertising spaces. Revenue from outdoor advertising is recognised over time using the output method.

3. 重大會計政策概要(續)

來自客戶合約的收益(續)

如此確認之資產其後按系統化基準攤銷至損益，該基準與向客戶轉讓該資產相關之貨品或服務一致。資產須進行減值審閱。

收益乃根據客戶合約訂明的代價計算。本集團自以下主要來源確認收益：1)刊物及媒體廣告；2)戶外廣告收入；3)流動應用程式開發服務收入；及4)展覽及貿易展覽服務收入。本集團就各項有關收益來源的收益確認政策如下：

(i) 刊物及媒體廣告

本集團自印製刊物及線上媒體平台產生廣告收入。客戶同時取得並耗用廣告在指定刊物及線上媒體平台上發佈時的利益。刊物及媒體廣告的收益使用產出法隨時間確認，即按直接計量迄今已轉讓予客戶的服務價值相對合約下承諾提供的餘下服務價值的基準確認收益。

本集團自銷售刊物賺取收益。銷售刊物的收益乃於客戶取得雜誌的控制權時某一時點確認。

(ii) 戶外廣告收入

本集團向客戶提供戶外廣告位置。客戶同時取得並耗用於戶外廣告位置展示廣告時的利益。戶外廣告的收益使用產出法隨時間確認。

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (Continued)

(iii) Mobile app development service income

The Group provides the mobile app development service to the customers. Revenue from mobile app development service is recognised over time using the input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

The contract liability is released as revenue when the Group transfer the goods or services to the customers.

(iv) Exhibitions and trade show service income

Revenue from provision of exhibitions and trade show services is recognised over time using the output method, which is to recognise revenue on the basis of direct measurements of the value of the services transferred to the customer to date relative to the remaining services promised under the contract.

Leases

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.

3. 重大會計政策概要(續)

來自客戶合約的收益(續)

(iii) 流動應用程式開發服務收入

本集團向客戶提供流動應用程式開發服務。流動應用程式開發服務的收益使用輸入法隨時間確認，即按本集團為完成履約責任而產生的支出或投入(相對於預期為完成履約責任的總投入)確認收益，有關方法最能反映本集團於轉讓貨品或服務控制權方面的履約情況。

當本集團向客戶轉讓貨品或服務時，合約負債作為收益予以解除。

(iv) 展覽及貿易展覽服務收入

提供展覽及貿易展覽服務的收益使用產出法隨時間確認，即按直接計量相對合約項下承諾的餘下服務，迄今已轉讓予客戶的服務的價值確認收益。

租賃

租賃的定義(根據附註2的過渡條文應用香港財務報告準則第16號)

如果合約賦予在一段時期內控制一項已識別資產的使用的權利以換取代價，則該合約是一項租賃或包含一項租賃。

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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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

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

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.

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.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exception to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

3. 重大會計政策概要(續)

租賃(續)

租賃的定義(根據附註2的過渡條文應用香港財務報告準則第16號)(續)

對於首次應用日期或之後訂立或修訂或業務合併產生的合約，本集團根據香港財務報告準則第16號項下的定義，於開始日期、修訂日期或收購日期(如適用)評估合約是否是一項租賃或包含一項租賃。除非合約條款及條件在後續發生變更，否則不會對此類合約進行重新評估。

本集團作為承租人(根據附註2的過渡條文應用香港財務報告準則第16號)

將代價分配至合約各組成部分

對於包含一項租賃組成部分及一項或多項額外的租賃或非租賃組成部分的合約，本集團根據租賃組成部分的相對單獨價格及非租賃組成部分的單獨價格總和將合約代價分配至各個租賃組成部分。

短期租賃及低價值資產租賃

本集團對從開始日期起租賃期為12個月或更短的租賃及不包含購買選擇權的租賃應用短期租賃的確認豁免。本集團亦對低價值資產租賃應用確認豁免。短期租賃及低價值資產租賃的租賃付款在租賃期內採用直線法確認為開支。

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

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

Right-of-use assets

Except for short-term leases and leases of low value assets, the Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term is depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

3. 重大會計政策概要(續)

租賃(續)

本集團作為承租人(根據附註2的過渡條文應用香港財務報告準則第16號)(續)

使用權資產

除短期租賃及低價值資產租賃外，本集團於租賃開始日期(即相關資產可供使用當日)確認使用權資產。使用權資產按成本減任何累計折舊及減值虧損計量，並於租賃負債重新計量時作出調整。

使用權資產的成本包括：

- 租賃負債的初始計量金額；
- 於開始日期或之前作出的任何租賃付款，減任何已收租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團於拆解及搬遷相關資產、復原相關資產所在場地或復原相關資產至租賃的條款及條件所規定的狀況時產生的成本估計。

就本集團於租賃期結束時合理確定獲取相關租賃資產所有權的使用權資產而言，有關使用權資產自開始日期起至可使用年期結束期間計提折舊。否則，使用權資產按直線基準於其估計可使用年期及租賃期(以較短者為準)內計提折舊。

本集團於綜合財務狀況表內將使用權資產呈列為單獨項目。

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

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

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate;
- amounts expected to be paid under residual value guarantees;
- the exercise price of a purchase option reasonably certain to be exercised by the Group; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

3. 重大會計政策概要(續)

租賃(續)

本集團作為承租人(根據附註2的過渡條文應用香港財務報告準則第16號)(續)

租賃負債

於租賃開始日期，本集團按該日未付的租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，倘租賃隱含的利率難以釐定，則本集團使用租賃開始日期的遞增借款利率計算。

租賃付款包括：

- 固定付款(包括實質性的固定付款)減任何應收租賃優惠；
- 取決於指數或費率的可變租賃付款；
- 預期應支付的剩餘價值擔保金額；
- 本集團合理確定行使購買選擇權的行使價；及
- 終止租賃的罰款金額，如果租賃期反映出本集團將行使終止的選擇權。

於開始日期後，租賃負債就利息增長及租賃付款作出調整。

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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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

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

Lease liabilities (Continued)

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

3. 重大會計政策概要(續)

租賃(續)

本集團作為承租人(根據附註2的過渡條文應用香港財務報告準則第16號)(續)

租賃負債(續)

如果符合下述兩種情況之一，本集團對租賃負債進行重新計量(並對相關使用權資產進行相應調整)：

- 租賃期發生變化或對行使購買選擇權的評估發生變化，在此情況下，使用重新評估日修改後的貼現率對修正後的租賃付款進行貼現重新計量相關的租賃負債。
- 租賃付款因市場租金審查後的市場租金變化而變化，在此情況下，使用初始貼現率對修正後的租賃付款進行貼現來重新計量相關的租賃負債。

本集團於綜合財務狀況表內將使用權資產呈列為單獨項目。

租賃修訂

倘出現以下情況，本集團將租賃修訂作為一項單獨的租賃進行入賬：

- 該項修訂通過增加使用一項或多項相關資產的權利擴大了租賃範圍；及
- 調增租賃的代價，增加的金額相當於範圍擴大對應的單獨價格，加上按照特定合約的實際情況對單獨價格進行的任何適當調整。

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

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

Lease modifications (Continued)

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified 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.

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.

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation.

3. 重大會計政策概要(續)

租賃(續)

本集團作為承租人(根據附註2的過渡條文應用香港財務報告準則第16號)(續)

租賃修訂(續)

就未作為一項單獨租賃入賬的租賃修訂而言，本集團基於透過使用修訂生效日期的經修訂貼現率貼現經修訂租賃付款的經修訂租賃的租賃期重新計量租賃負債。

本集團透過對相關使用權資產進行相應調整，對租賃負債的重新計量進行會計處理。當修改後的合約包含租賃組成部分和一個或多個其他租賃或非租賃組成部分時，本集團會根據租賃組成部分的相對獨立價格及非租賃組成部分的總獨立價格將修改後的合約中的代價分配至每個租賃組成部分。

本集團作為承租人(於2019年1月1日之前)

當租約條款將所涉及擁有權的絕大部分風險及回報轉讓予承租人時，租約乃分類為融資租賃。所有其他租約則列為經營租賃。

根據融資租賃持有的資產按租賃開始時的公平值或最低租金現值(以較低者為準)確認為本集團資產。出租人相應的負債列作融資租賃承擔計入綜合財務狀況表。

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

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

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs (see the accounting policy below). Contingent rentals are recognised as expenses in the periods in which they are incurred.

Operating lease payments, including the cost of acquiring land held under operating leases, are recognised as an expense on a straight-line basis over the lease term. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

Lease incentives relating to operating leases are considered as integral part of lease payments, the aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

3. 重大會計政策概要(續)

租賃(續)

本集團作為承租人(於2019年1月1日之前) (續)

租賃付款乃於融資開支與租賃承擔扣減之間分配，以就負債餘額達致固定利率。融資開支乃即時於損益中確認，除非直接歸屬於合資格資產內，於此情況下，融資開支根據本集團的一般借款成本政策(見下文的會計政策)撥充資本。或然租金在產生期間確認為開支。

經營租賃付款(包括收購經營租賃項下持有土地的成本)乃以直線法於租賃期間確認為開支。經營租賃產生的或然租金在產生期間確認為開支。

與經營租賃有關的租賃激勵被視為租賃付款的組成部分，激勵的總利益按直線法確認為租賃開支扣減，除非另有系統基準更能代表使用租賃資產產生經濟利益的時間模式。

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies

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

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

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case, the exchange rates prevailing at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of "exchange reserve" (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

3. 重大會計政策概要(續)

外幣

編製個別集團主體的財務報表時，以該主體功能貨幣以外的貨幣(外幣)所進行的交易乃按交易日期的當前匯率確認。於各報告期末，以外幣列值的貨幣項目乃按該日期的當前匯率重新換算。以外幣表示公平值之非貨幣項目按公平值釐定日期之當前匯率重新換算。以外幣歷史成本計量之非貨幣項目毋須重新換算。

換算貨幣項目所產生的匯兌差額，於其產生期間在損益內確認。

就呈列綜合財務報表而言，本集團外國業務的資產及負債按各報告期末的當前匯率換算為本集團的呈列貨幣(即港元)。收入及開支按期內的平均匯率換算，除非匯率於期內大幅波動，若然如此，則使用於交易日期的當前匯率。所產生的匯兌差額(如有)於其他全面收益確認並於權益下以「匯兌儲備」累計(由非控股權益應佔，如適用)。

於出售外國業務(即出售本集團於外國業務的全部權益，或出售涉及失去包含外國業務附屬公司的控制權，或部分出售於共同安排或聯營公司(包含其保留權益成為金融資產的外國業務)的權益)時，於權益內就本公司擁有人應佔業務累計的所有匯兌差額重新分類至損益。

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

Borrowing costs

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

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Employee benefits

Bonuses

The Group recognises a liability for bonuses when there is a contractual obligation and the amount can be estimated reliably.

3. 重大會計政策概要(續)

外幣(續)

因收購外國業務產生所購入可識別資產的商譽及公平值調整乃視作該外國業務的資產及負債，並按於各報告期末的當前匯率換算。所產生的匯兌差額於其他全面收益確認。

借款成本

所有借貸成本均在產生期內的損益確認。

政府補助

惟可合理確定本集團將遵守補助隨附的條件，並確定將獲得補助，則不確認政府補助。

政府補助是抵銷已產生的支出或虧損或旨在給予本集團的即時財務支援(而無未來有關成本)，於有關補助成為應收款項的期間在損益中確認。

僱員福利

獎金

當有合約責任且責任金額可作可靠估算時，本集團就獎金確認負債。

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Employee benefits (Continued)

Retirement benefit obligations

The Group operates the Mandatory Provident Fund Scheme (the “MPF Scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution scheme, the assets of which are held in separate trustee-administered funds.

Under the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees’ relevant income, with the employees’ contributions subject to a cap of monthly relevant income of HK\$30,000. The Group’s contributions to the MPF Scheme are expensed as incurred. 5% of relevant income vests immediately upon the completion of service in the relevant service period, while the remaining portion vests in accordance with the MPF Scheme’s vesting scales. Where employees leave the MPF Scheme prior to the full vesting of the employer’s contributions, the amount of forfeited contributions is used to reduce the contributions payable by the Group.

The employees employed by the Group’s subsidiaries in the People’s Republic of China (the “PRC”) are members of state-managed retirement benefit schemes operated by the government of the PRC. The subsidiaries are required to contribute a specific percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits schemes operated by the government of the PRC is to make the specified contributions under the schemes.

Social security fund

Full-time employees of the Group’s Macau subsidiaries are covered by a government-mandated defined contribution plan pursuant to which a fixed amount of retirement benefit would be determined and paid by the Macau government. Contributions are generally made by both employees and employers by paying a fixed amount on a monthly basis to the Social Security Fund Contribution managed by the Macau government.

3. 重大會計政策概要(續)

僱員福利(續)

退休福利責任

本集團根據香港強制性公積金計劃條例為受香港僱傭條例管轄的僱員設立強制性公積金計劃(「強積金計劃」)。強積金計劃是一項界定供款計劃，其資產由獨立的受託人管理的基金持有。

根據強積金計劃，僱主及其僱員均須按僱員相關收入的5%向計劃作出供款，僱員供款的每月相關收入上限為30,000港元。本集團向強積金計劃之供款於產生時支銷。相關收入的5%在相關服務期內完成服務時立即歸屬，而其餘部分則按照強積金計劃的歸屬比例歸屬。僱員在僱主供款全數歸屬前離開強積金計劃，沒收供款用以減少本集團應付供款。

本集團在中華人民共和國(「中國」)的附屬公司所聘用的僱員是中國政府設立的國家管理退休福利計劃的成員。附屬公司須按薪金成本的特定百分比向退休福利計劃作出供款。本集團對中國政府設立的退休福利計劃的唯一責任是根據計劃作出指定供款。

社會保障基金

本集團的澳門附屬公司全職僱員已參與政府強制性界定供款計劃保障，據此，澳門政府將釐定及支付定額退休福利。供款一般由僱員及僱主共同作出，彼等須每月向由澳門政府管理的社會保障基金供款支付定額款項。

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For the year ended 31 December 2019 截至2019年12月31日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Equity-settled share-based payment transactions

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share options reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled share-based payment reserve. For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share capital and share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to accumulated losses.

Share options granted to consultants

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service. The fair values of the goods or services received are recognised as expenses.

3. 重大會計政策概要(續)

股本結算股份付款交易

授予僱員的購股權

向僱員及提供類似服務的其他人士支付的股本結算股份付款均按股本工具於授出日期的公平值計算。

於授出日期釐定的股本結算股份付款的公平值(不計及所有非市場歸屬條件)乃根據本集團對將最終歸屬股本工具的估計，於歸屬期按直線法列支，並在權益(購股權儲備)內計入相應增加。於各報告期末，本集團會根據所有相關非市場歸屬條件的評估修訂預期歸屬股本工具的估計數目。修訂原有估計的影響(如有)乃於損益內確認，令累計開支反映經修訂的估計，並相應調整股本結算股份付款儲備。就於授出日期即時歸屬的購股權而言，所授出購股權的公平值即時於損益列支。

於行使購股權時，先前於購股權儲備確認的金額將轉撥至股本及股份溢價。當購股權於歸屬日期後失效或於屆滿日期仍未獲行使時，先前於購股權儲備確認的金額將轉撥至累計虧損。

授予諮詢顧問的購股權

與僱員除外的人士進行的股本結算股份付款交易乃按已收取貨品或服務的公平值計算，惟公平值無法可靠估計除外，於此情況下，則按已授出股本工具的公平值計算，按主體取得貨品或交易對方交付服務之日計算。已收取貨品或服務的公平值乃確認為開支。

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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 “loss before tax” as reported in the consolidated statement of profit or loss 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.

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. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and interests in associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

3. 重大會計政策概要(續)

稅項

所得稅開支指現時應付稅項及遞延稅項的總和。

現時應付稅項乃按年內應課稅溢利計算。應課稅溢利有別於綜合損益表中所列報「除稅前虧損」，乃由於前者不包括在其他年度應課稅或可扣稅的收入或開支，亦不包括永不須課稅或可扣稅的項目。本集團乃按報告期末已實行或實際已實行的稅率計算即期稅項的負債。

遞延稅項乃就綜合財務報表中資產及負債的賬面值與用於計算應課稅溢利相應稅基的暫時性差額確認。遞延稅項負債通常會就所有應課稅暫時性差額而確認，而遞延稅項資產則通常按有可能用以抵扣未來可運用的暫時性差額的應課稅溢利確認。若暫時性差額乃因商譽或首次確認(除業務合併外)一項既不影響應課稅溢利亦不影響會計溢利的交易中的其他資產及負債而產生，則不予確認有關資產及負債。此外，若暫時差額是源自商譽的首次確認，則不確認遞延稅項負債。

遞延稅項負債按與於附屬公司投資及於聯營公司權益相關的應課稅暫時差額確認，惟倘本集團可控制暫時差額撥回但暫時差額可能不會於可見將來撥回的情況除外本集團可控制暫時差額撥回但暫時差額可能不會於可見將來撥回的情況除外。與該等投資及權益相關的可扣減暫時差額產生的遞延稅項資產僅於可能有充足應課稅溢利以使用暫時差額利益且該等暫時差額預計在可見將來撥回的情況下方予確認。

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綜合財務報表附註

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

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

Deferred tax 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 rates (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.

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

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 Income Taxes requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

3. 重大會計政策概要(續)

稅項(續)

遞延稅項資產的賬面值會於各報告期末覆核，倘不再可能有足夠應課稅溢利可用於收回全部或部分資產則會予以扣減。

遞延稅項資產及負債乃按預期於償還負債或變現資產期間適用的稅率計算。所根據的稅率(及稅法)乃於報告期末已頒佈或實質上已頒佈。

遞延稅項負債及資產的計量反映本集團於報告期末，預期將要收回或償付其資產及負債的賬面值的方式所引致的稅務後果。

就採用公平值模型計量投資物的遞延稅項而言，該等物業的賬面值乃假設通過銷售全數收回，除非該假設被推翻則除外。當投資物業可予折舊及於本集團的業務模式(其業務目標是隨時間而非透過銷售消耗投資物業所包含的絕大部分經濟利益)內持有時，有關假設會被推翻。

為計量本集團於其確認使用權資產及相關租賃負債的租賃交易的遞延稅項，本集團會首先釐定稅項扣減是否歸屬於使用權資產或租賃負債。

就稅項減免歸屬於租賃負債的租賃交易，本集團將香港會計準則第12號所得稅規定單獨應用於使用權資產及租賃負債。由於應用初步確認豁免，故於初步確認及租期內不予確認有關使用權資產及租賃負債的暫時性差額。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

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. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

In assessing any uncertainty over income tax treatments, the Group considers whether it is probable that the relevant tax authority will accept the uncertain tax treatment used, or proposed to be use by individual group entities in their income tax filings. If it is probable, the current and deferred taxes are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant taxation authority will accept an uncertain tax treatment, the effect of each uncertainty is reflected by using either the most likely amount or the expected value.

Plant and equipment

Plant and equipment held for use in the production or supply of goods or services, or for administrative purpose 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 other than construction in progress 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. The principal annual rates are as follows:

Leasehold improvements	租賃裝修	33.33%
Office equipment	辦公室設備	20%
Furniture and fixtures	傢俬及裝置	20%
Motor vehicle	汽車	20%

3. 重大會計政策概要(續)

稅項(續)

即期及遞延稅項於損益確認，惟倘該等稅項與於其他全面收益或直接在權益中確認的項目有關，則即期及遞延稅項亦分別在其他全面收益或直接於權益確認。當即期稅項或遞延稅項產生自業務合併的初始會計處理，稅務影響會計入業務合併會計處理。

在評估所得稅處理的任何不確定性時，本集團考慮有關稅務機關是否有可能會接受個別集主體在申報所得稅時已使用或擬使用的不確定稅務處理。如果可能，即期及遞延稅項釐定與所得稅申報的稅務處理一致。如有關稅務機關不太可能接受不確定稅務處理，透過使用最可能的金額或預期值來反映各不確定性的影響。

器械及設備

持作生產或供應貨品或服務用途或作行政用途的器械及設備乃於綜合財務狀況表內按成本減隨後累計折舊及隨後累計減值虧損(如有)列賬。

確認折舊乃採用直線法按估計可使用年期以撇銷資產(除在建工程外)的成本減其剩餘價值。估計使用年期、剩餘價值及折舊方法於各報告期末審閱，任何估計變動的影響按前瞻基準入賬。主要年率如下：

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Plant and equipment (Continued)

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.

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values, adjusted to exclude any prepaid or accrued operating lease income.

Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

3. 重大會計政策概要(續)

器械及設備(續)

物業、器械及設備項目乃於出售後或當預期持續使用該資產將不會產生未來經濟利益時終止確認。物業、器械及設備項目於出售或棄用產生的任何損益釐定為該資產銷售所得款項與賬面值之間的差額，並於損益確認。

投資物業

投資物業為持有以賺取租金及／或資本升值之物業。

投資物業初步按成本(包括任何直接應佔支出)計量。於初步確認後，投資物業按公平值計量，並就撇除任何預付或已應計之經營租賃收入而作出調整。

自投資物業公平值變動產生的收益或虧損於產生的期間列入損益。

投資物業於出售時或當投資物業永久無法使用及預期無法通過其出售獲得未來經濟收益時終止確認。終止確認有關物業所產生的任何收益或虧損(按有關資產的出售所得款項淨額與賬面值間的差額計算)於終止確認該物業時計入損益。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost 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 each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at cost less any accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Derecognition of intangible assets

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, and are recognised in profit or loss when the asset is derecognised.

3. 重大會計政策概要(續)

無形資產

單獨收購的無形資產

單獨收購並具有有限使用期的無形資產按成本減累計攤銷及任何累計減值虧損列賬。具有有限使用期的無形資產攤銷採用直線法於其估計可使用年期內確認。估計可使用年期及攤銷方法於各報告期末檢討，任何估計變動的影響按前瞻基準入賬處理。

單獨收購並具無限使用年期的無形資產按成本減任何隨後累計減值虧損。

於業務合併所收購的無形資產

於業務合併所收購的無形資產乃於商譽以外另行確認，並於收購日期按公平值初步確認(被視為成本)。

於初步確認後，於業務合併所收購具有有限使用年期的無形資產乃按成本減任何累計攤銷及任何累計減值虧損列賬，如獨立收購的無形資產般使用相同基準。

無形資產終止確認

無形資產於出售終止確認，或倘並無預期使用或出售未來經濟利益。自終止確認無形資產產生的收益或虧損計量為出售所得款項淨額與資產賬面值之間的差額，(倘資產被終止確認)並於損益中確認。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of plant and equipment, right-of-use assets, contract costs and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its plant and equipment, right-of-use assets and intangible assets with finite useful lives and contract cost to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any). Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

The recoverable amount of plant and equipment, right-of-use assets, 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 CGU 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 CGUs, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

Before the Group recognises an impairment loss for assets capitalised as contract costs under HKFRS 15, the Group assesses and recognises any impairment loss on other assets related to the relevant contracts in accordance with applicable standards. Then, impairment loss, if any, for assets capitalised as contract costs is recognised to the extent the carrying amounts exceeds the remaining amount of consideration that the Group expects to receive in exchange for related goods or services less the costs which relate directly to providing those goods or services that have not been recognised as expenses. The assets capitalised as contract costs are then included in the carrying amount of the CGU to which they belong for the purpose of evaluating impairment of that CGU.

3. 重大會計政策概要(續)

商譽以外器械及設備、使用權資產、合約成本及無形資產減值

於各報告期末，本集團覆核其有器械及設備、使用權資產、合約成本及使用年期有限的無形資產及合約成本的賬面值以確定是否存任何跡象顯示該等資產已發生減值虧損。倘該等跡象存在，則會估計相關資產之可收回金額以釐定減值虧損之程度(如有)。使用年期無限的無形資產及未供使用的無形資產至少每年並在跡象顯示資產可能減值時進行減值測試。

器械及設備、使用權資產及無形資產個別估計可收回金額。倘無法估計個別可收回金額，則本集團估計資產所屬現金產生單位的可收回金額。

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。

本集團根據香港財務報告準則第15號確認資產資本化為合約成本的減值虧損前，本集團根據適用的準則評估及確認與相關合約有關的其他資產任何減值虧損。然後，資產資本化為合約成本的減值虧損(如有)於賬面值超過本集團的剩餘代價金額減去直接與提供相關貨品或服務有關的成本時確認。資產資本化為合約成本則包括於其所屬的現金產生單位的賬面值，以評估該現金產生單位的減值。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of plant and equipment, right-of-use assets, contract costs and intangible assets other than goodwill (Continued)

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 CGU) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) 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 CGU, 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 CGUs, with the recoverable amount of the group of CGUs. 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 CGUs. 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. An impairment loss is recognised immediately in profit or loss.

3. 重大會計政策概要(續)

商譽以外器械及設備、使用權資產、合約成本及無形資產減值(續)

可收回金額為公平值減銷售成本與使用價值兩者中較高者。在評估使用價值時，估計未來現金流量採用稅前貼現率貼現至其現值，該稅前貼現率反映當前市場對貨幣時間價值及資產(或現金產生單位)特定風險的評估，就此而言未來現金流量的估計未經調整。

如估計該資產(或現金產生單位)之可收回金額較其賬面值為低，該資產(或現金產生單位)之賬面值須減低至其可收回金額。就未能按合理一致基準分配至現金產生單位的公司資產或一部分公司資產而言，本集團會將一組現金產生單位的賬面值(包括分配至該現金產生單位組別的公司資產或一部分公司資產的賬面值)與該組現金產生單位的可收回金額作比較。於分配減值虧損時，減值虧損首先被分配以減少任何商譽的賬面值(如適用)，然後根據該單位或現金產生單位組別各項資產的賬面值按比例減值至其他資產。資產的賬面價值不低於其公平值扣減出售成本(如可計量)，其使用價值(如可確定)和零的最高值。本應分配至資產的減值虧損金額按比例分配至該單位的其他資產。減值虧損即時在損益中確認。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of plant and equipment, right-of-use assets, contract costs and intangible assets other than goodwill (Continued)

When an impairment loss subsequently reverses, the carrying amount of the asset (or CGU or a group of CGUs) 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 CGU or a group of CGUs) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

3. 重大會計政策概要(續)

商譽以外器械及設備、使用權資產、合約成本及無形資產減值(續)

倘若減值虧損其後逆轉，則資產(或現金產生單位或現金產生單位組別)之賬面值會上調至其經修訂估計可收回金額，但所上調之賬面值不得超出倘若資產(或現金產生單位或現金產生單位組別)於以往年度並無確認減值虧損時原已確認之賬面值。減值虧損撥回乃即時於損益確認。

撥備

當本集團因過往事件而承擔現有責任(法律上或結構上)，本集團可能將被要求履行該責任，及可以可靠地估算該責任金額，則會確認撥備。

確認為撥備之金額乃經考慮有關責任之風險及不確定性，於報告期末對履行現有責任所需代價作出之最佳估計而計量。倘按履行現有責任估計所需之現金流量計算撥備，則其賬面金額為該等現金流量之現值(倘金錢的時間值影響重大)。

倘預期結算撥備所需之部分或全部經濟利益可從第三方收回，且幾乎肯定能收回償付金額及應收款項能可靠地計量，則該應收款項確認為資產。

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For the year ended 31 December 2019 截至2019年12月31日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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/settlement 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 at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at FVTPL are recognised immediately in profit or loss.

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 income which are derived from the Group's ordinary course of business are presented as other income.

3. 重大會計政策概要(續)

金融工具

金融資產及金融負債乃於集團主體成為工具合約條款的一方時予以確認。所有一般買賣的金融資產按交易日期／結算日期基準予以確認及取消確認。一般買賣乃指按照一般市場規定或慣例須在既定時限內交付資產的金融資產買賣。

金融資產及金融負債首次按公平值計量，惟首次根據香港財務報告準則第15號計量的客戶合約所產生的貿易應收款項除外。收購或發行金融資產及金融負債(不包括按公平值計入損益的金融資產)的直接應佔交易成本，於首次確認時加入金融資產或金融負債(如適用)的公平值或從中扣減。收購按公平值計入損益的金融資產的直接應佔交易成本於損益即時確認。

實際利率法乃計算金融資產或金融負債的攤銷成本及按有關期間分配利息收入及利息開支的方法。實際利率是將估計未來現金收入及付款(包括構成實際利率整體部分的所有已付或已收費用、交易成本及其他溢價或折價)透過金融資產或金融負債的預期年期或(倘適用)更短期間準確折現至初步確認時的賬面淨值的利率。

來自本集團一般業務過程的利息收入乃呈列為其他收入。

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For the year ended 31 December 2019 截至2019年12月31日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

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.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; 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 FVTPL, except that at the date of initial application of HKFRS9/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

3. 重大會計政策概要(續)

金融工具(續)

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：

- 以收取合約現金流量為目標而持有業務模式下的金融資產；及
- 合約條款於指定日期產生的現金流量僅為支付本金及未償還本金的利息。

符合下列條件的金融資產其後按公平值計入其他全面收益(「按公平值計入其他全面收益」)計量：

- 以收取合約現金流量及銷售為目標而持有業務模式下的金融資產；及
- 合約條款於指定日期產生的現金流量僅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入損益計量，惟在首次應用香港財務報告準則第9號／初步確認金融資產之日，倘股本投資並非持作買賣亦非由收購方在香港財務報告準則第3號業務合併所適用的業務合併中確認的或然代價，則本集團可不可撤回地選擇於其他全面收益呈列該股本投資的其後公平值變動。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

3. 重大會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產的分類及其後計量(續)

倘屬以下情況，金融資產被分類為持作買賣：

- 其獲收購的主要目的為在短期內出售；或
- 在初步確認時，其為本公司所集中管理，並擁有短期獲利的近期實際模式的已識別金融工具組合一部分；或
- 其為並非指定及有效作為對沖工具的衍生工具。

此外，本集團可不可撤回地指定須按攤銷成本或按公平值計入其他全面收益計量的金融資產為按公平值計入損益計量，倘若此舉可消除或顯著減少會計錯配情況。

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For the year ended 31 December 2019 截至2019年12月31日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(i) 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.

(ii) Equity instruments designated as FVTOCI

Investment in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the FVTOCI reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will continue to be held in the FVTOCI reserve.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment.

3. 重大會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產的分類及其後計量(續)

(i) 攤銷成本及利息收入

其後按攤銷成本計量的金融資產的利息收入乃使用實際利息法確認。利息收入乃對金融資產賬面值總額應用實際利率予以計算，惟其後出現信貸減值的金融資產(見下文)除外。對於其後出現信貸減值的金融資產，從下一個報告期起利息收入乃對金融資產攤銷成本應用實際利率確認。若信貸減值金融工具的信貸風險好轉，使金融資產不再出現信貸減值，在確定資產不再出現信貸減值後，從報告期開始利息收入乃對金融資產賬面值總額應用實際利率確認。

(ii) 指定為按公平值計入其他全面收益的股本工具

按公平值計入其他全面收益的股本工具投資其後按公平值計量，而其公平值變動產生的收益及虧損於其他全面收益確認並於按公平值計入其他全面收益儲備累計，而毋須進行減值評估。於出售該股本投資時，累計收益或虧損將不會重新分類至損益，並將轉撥至按公平值計入其他全面收益儲備。

倘本集團確立收取股息的權利時，則該等股本工具投資的股息於損益中確認，除非有關股息明確為收回的部分投資成本，則作別論。

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For the year ended 31 December 2019 截至2019年12月31日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the other gain and losses line item.

Impairment of financial assets

The Group recognises a loss allowance for expected credit loss (“ECL”) on financial assets which are subject to impairment under HKFRS 9 (including loan receivables, trade and other receivables and bank balances). The amount of ECL is updated at the end of each reporting period 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 represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the end of the reporting period as well as the forecast of future conditions.

3. 重大會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產的分類及其後計量(續)

(iii) 按公平值計入損益的金融資產

不符合按攤銷成本或按公平值計入其他全面收益或指定為按公平值計入其他全面收益計量標準的金融資產，則按公平值計入損益計量。

按公平值計入損益的金融資產於各報告期末乃按公平值計量，其任何公平值收益或虧損則於損益中確認。於損益中確認的收益或虧損淨額不包括就金融資產賺取的任何股息或利息，並計入其他收益及虧損一項。

金融資產減值

本集團就受限於香港財務報告準則第9號項下減值的金融資產(包括應收貸款、貿易及其他應收款項及銀行結餘)確認預期信貸虧損(「預期信貸虧損」)的虧損撥備。於各報告期末，對預期信貸虧損金額進行更新以反映自初步確認以來的信貸風險變動。

全期預期信貸虧損指於相關工具預計年內發生的所有可能違約事件將導致的預期信貸虧損。反之，12個月預期信貸虧損指預期於報告日後12個月內可能發生的違約事件所導致的部分全期預期信貸虧損。評估根據本集團過往信貸虧損經驗進行，並根據債務人特定因素、整體經濟狀況以及對報告期末當前狀況及未來狀況預測的評估而作出調整。

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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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

The Group always recognises lifetime ECL for trade receivables without significant financing component.

For all other instruments, the Group measures the loss allowance equal to 12-month 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.

(i) 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 period 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;

3. 重大會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

本集團一直就並無重大融資成分的貿易應收款項確認全期預期信貸虧損。

就所有其他工具而言，本集團計量的虧損撥備等於12個月預期信貸虧損，除非自初始確認以來信貸風險顯著增加時，則本集團確認全期預期信貸虧損。是否應確認全期預期信貸虧損的評估乃基於自初始確認以來發生違約的可能性或風險是否顯著增加。

(i) 信貸風險顯著增加

於評估信貸風險自初始確認以來有否大幅增加時，本集團比較金融工具於報告期發生違約的風險與該金融工具於初始確認日期發生違約的風險。作出此評估時，本集團考慮合理並有理據支持的定量及定性資料，包括過往經驗及毋須付出額外成本或努力即可獲得的前瞻性資料。

具體而言，評估信貸風險有否顯著增加時會考慮以下資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期顯著轉差；
- 信貸風險的外部市場指標顯著轉差，例如信貸息差、債務人的信貸違約掉期價格大幅增加；

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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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

- 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;
- 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.

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.

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when 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).

3. 重大會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(i) 信貸風險顯著增加(續)

- 商業、金融或經濟情況之目前或預期不利變動，預計將導致債務人之償還債務能力顯著下降；
- 債務人經營業績實際或預期顯著轉差；
- 債務人的監管、經濟或技術環境的實際或預計重大不利變動，導致債務人的償債能力顯著下降。

不論上述評估結果如何，本集團均假設合約付款逾期超過30日時信貸風險自初始確認以來已顯著增加，除非本集團有合理可靠資料論證則另作別論。

本集團定期監察用於確認信貸風險有否顯著增加的標準之成效，並修訂該等標準(倘合適)以確保該等標準能夠於金額逾期前確認信貸風險的顯著增加。

(ii) 違約的定義

就內部信貸風險管理而言，本集團認為當內部建立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)時，則會產生違約事件。

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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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(ii) Definition of default (Continued)

Irrespective of the above, the Group considers that default has occurred when (i) a trade receivable 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.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- 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;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

3. 重大會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(ii) 違約的定義(續)

倘不考慮上文所述，本集團認為，倘(i)貿易應收款項逾期超過90天，則違約已發生，除非本集團擁有合理及可靠資料顯示一項更滯後的違約標準較合適則當別論。

(iii) 出現信貸減值的金融資產

當發生一項或多項違約事件對金融資產的未來現金流量的估計有不利影響時，則金融資產出現信貸減值。金融資產出現信貸減值的證據包括以下事件的可觀察數據：

- 發行人或借款方出現重大財政困難；
- 違反合約，如拖欠或逾期事件；
- 由於與借款方財政困難相關的經濟或合約原因，借款方的貸款方已向借款方授予貸款方概不考慮的特許權；
- 借款方可能面臨破產或進行其他財務重組；或
- 該項金融資產的活躍市場因財政困難而消失。

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(iv) 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, for example, 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 where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) 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 the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the past-due status basis.

3. 重大會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(iv) 撇銷政策

當有資料顯示交易對方有嚴重財政困難及沒有實際可收回預期，例如，當交易對方被清算或已進入破產程序時，或者倘為貿易應收款項，該等金額逾期超過兩年時(以較早發生者為準)，本集團會撇銷該項金融資產。根據本集團收回程序並考慮法律意見(如適用)，已撇銷的金融資產可能仍受到執法活動的約束。撇銷構成終止確認事項。任何後續收回均於損益中確認。

(v) 計量及確認預期信貸虧損

計量預期信貸虧損乃指違約概率、違約損失率程度(即倘違約損失的程度)及違約風險的函數。評估違約概率及違約損失率程度根據歷史數據作出，並根據前瞻性資料調整。預期信貸虧損的估計反映無偏頗及概率加權的數額，其乃根據發生相關違約風險的加權數值而釐定。

一般而言，預期信貸虧損乃為本集團根據合約應收所有合約現金流量與本集團預期將收取的現金流量之間的差額，並按初始確認時釐定的實際利率貼現。

倘預期信貸虧損按集體基準計量或為應對尚未獲得個別工具層面證據的情況，金融工具按逾期狀況基準分組。

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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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL (Continued)

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

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.

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 and loan receivables where the corresponding 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, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognised its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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.

3. 重大會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(v) 計量及確認預期信貸虧損(續)

管理層定期審閱分組方法，以確保各組別的組成項目維持類似的信貸風險特徵。

利息收入按金融資產賬面值總額計算，除非金融資產出現信貸減值，在此情況下利息收入按金融資產的攤銷成本計算。

本集團通過調整賬面值於損益內確認所有金融工具的減值收益或虧損，惟其相應調整透過虧損撥備賬確認的貿易及貸款應收款項除外。

終止確認金融資產

當來自資產的現金流量合約權利屆滿時，或當將金融資產所有權的絕大部分風險及回報轉讓予另一主體時，本集團方會終止確認金融資產。倘本集團既未轉讓也未保留所有權的絕大部分風險及報酬，並繼續控制轉讓的資產，則本集團確認其對該資產的保留權益及其可能需要支付的金額的相關負債。倘本集團保留已轉讓金融資產所有權的絕大部分風險及回報，則本集團繼續確認該金融資產，並就已收所得款項確認擔保借款。

於終止確認按攤銷成本計量的金融資產時，資產賬面值與已收及應收代價的差額乃於損益確認。

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For the year ended 31 December 2019 截至2019年12月31日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets (Continued)

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to accumulated losses.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements 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 Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities at amortised cost

Financial liabilities including trade and other payables, other borrowings, amount due to a non-controlling shareholder of a subsidiary and bank overdrafts are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises the 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. 重大會計政策概要(續)

金融工具(續)

金融資產(續)

終止確認金融資產(續)

終止確認本集團於首次確認時選擇按公平值計入其他全面收益計量的股本工具投資時，先前於投資重估儲備累計之累計收益或虧損並非重新分類至損益但轉撥至累計虧損。

金融負債及股本工具

分類為債務或股本

債務及股本工具乃根據合約安排的內容以及金融負債及股本工具的定義分類為金融負債或股本。

股本工具

股本工具乃證明主體資產經扣除其所有負債後的剩餘權益的任何合約。本公司發行的股本工具以已收所得款項扣減直接發行成本確認。

按攤銷成本列賬的金融負債

金融負債(包括貿易及其他應付款項、其他借款、應付一名附屬公司非控股股東款項及銀行透支)其後使用實際利率法按攤銷成本計量。

終止確認金融負債

本集團於其責任已被解除、註銷或已屆滿時方會終止確認金融負債。終止確認的金融負債賬面值與已付及應付代價的差額乃於損益內確認。

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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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows presentation, cash and cash equivalents include bank overdrafts which is repayable on demand and form an integral part of the Company's cash management.

Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. A contingent asset is not recognised but is disclosed in the notes to the financial statements when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

3. 重大會計政策概要(續)

現金及現金等價物

於綜合現金流量表，現金及現金等價物包括手頭現金、銀行通知存款以及原定到期日為三個月或以內之短期高流通量投資以及銀行透支。

現金及現金等價物包括銀行及手頭現金、銀行及其他金融機構的活期存款以及可隨時轉換為已知金額現金的短期高流通性並且價值改變風險不大的投資。就現金流量表呈列而言，現金及現金等價物包括須按要償還及構成本公司現金管理一部分的銀行透支。

或然負債及或然資產

或然負債乃因過往事件而可能承擔之責任，其存在僅透過將來發生或不發生一件或以上非本集團所能完全控制之不明朗事件方可確認。由於無須動用經濟資源，或無法可靠衡量所承擔之數額，故其亦為因過往事件而可能承擔但尚未確認之現時責任。或然負債雖未予以確認，但於綜合財務報表附註予以披露。當資源動用之可能性發生變動，致使可能出現資源流出情況時，其將會確認為撥備。

或然資產乃因過往事件而可能獲得之資產，其存在僅透過將來發生或不發生一件或以上非本集團所能完全控制之不明朗未來事件方可確認。於可能獲取經濟利益時，或然資產雖未予以確認，但於財務報表附註予以披露。當所獲利益確定存在時，資產將會予以確認。

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related party transactions

A party is considered to be related to the Group if:

- (i) A person or a close member of that person's family is related to the Group if that person:
 - (1) has control or joint control over the Group;
 - (2) has significant influence over the Group; or
 - (3) is a member of the key management personnel of the Group or the Group's parent.
- (ii) An entity is related to the Group if any of the following conditions applies:
 - (1) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (2) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (3) both entities are joint ventures of the same third party;
 - (4) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (5) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (6) the entity is controlled or jointly controlled by a person identified in (i);

3. 重大會計政策概要(續)

關聯方交易

倘屬於下述情況，則被視為與本集團有關聯：

- (i) 倘屬以下人士，則該人士或該人士的密切家族成員與本集團有關聯：
 - (1) 可控制或共同控制本集團；
 - (2) 對本集團有重大影響；或
 - (3) 為本集團或本集團母公司之主要管理人員之成員。
- (ii) 倘符合下列任何條件，即主體與本集團有關聯：
 - (1) 該主體與本集團為屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關聯)；
 - (2) 一間主體為另一主體之聯營公司或合營企業(或另一主體為成員公司之集團成員公司之聯營公司或合營企業)；
 - (3) 主體均為同一第三方之合營企業；
 - (4) 一間主體為第三方主體之合營企業，而另一主體為同一第三方主體之聯營公司；
 - (5) 主體為本集團或與本集團有關聯之主體就僱員利益而設之離職後福利計劃；
 - (6) 主體受上文(i)所識別人士控制或共同控制；

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related party transactions (Continued)

A party is considered to be related to the Group if:
(Continued)

- (ii) (Continued)
- (7) a person identified in (i)(1) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
 - (8) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

A related party transaction is a transfer of resources, services or obligations between the Group and a related party, regardless of whether a price is charged.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors are required to make judgements, 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.

3. 重大會計政策概要(續)

關聯方交易(續)

倘屬於下述情況，則被視為與本集團有關聯：(續)

- (ii) (續)
- (7) 於上文(i)(1)項所識別對主體有重大影響之人士，或為主體(或主體之母公司)之高級管理人員之成員；或
 - (8) 該主體或該主體所屬集團之任何成員公司為本集團或本集團之母公司提供管理要員服務。

關聯方交易指本集團與一名關聯方之間的資源、服務或責任轉移，不論是否收取價格。

該名人士之近親為可能被預期於與主體進行交易時影響該名人士或受該名人士影響之該等家族成員。

4. 估計不確定性的主要來源

於應用附註3所述的本集團會計政策時，董事須對尚無法從其他來源輕易得知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基於過往經驗及其他視作相關的因素作出。實際結果或會有別於該等估計。

本公司會持續檢討該等估計及相關假設。倘就會計估計的修訂只影響修訂估計的期間，則有關修訂會在該期間確認；或倘有關修訂影響即期及未來期間，則有關修訂會在修訂期間及未來期間確認。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Estimated impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the cash generating unit to which goodwill has been allocated, which is the higher of the value in use or fair value less costs of disposal. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit, a suitable discount rate, terminal rate and growth rates in order to calculate the present value. No impairment loss on goodwill was recognised during the year ended 31 December 2019 and 2018. Details of the recoverable amount calculation are disclosed in note 21.

Provision of ECL for trade and loan receivables

The Group uses provision matrix to calculate ECL for trade receivables. The provision rates are based on debtor's aging as groupings of various debtors with common credit risk characteristic. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable, and that is available without undue cost or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, trade receivables that are credit impaired are assessed for ECL individually.

In respect of loan receivables, the Group assesses the expected credit losses individually by estimation based on historical credit loss experience, general economic conditions of the relevant industry in which the debtors operate, value of any pledged assets, financial position of the debtor and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

The information about the Group's loan receivables, trade receivables and credit risk and impairment assessment are disclosed in notes 24, 25 and 41 respectively. As at 31 December 2019, the carrying amount of loan receivables and trade receivables is HK\$nil (2018: HK\$6,975,770) and HK\$3,021,293 (2018: HK\$2,359,409), respectively.

4. 估計不確定性的主要來源(續)

商譽的估計減值

釐定商譽是否減值需要評估已獲分配商譽之現金產生單位之可收回金額，而有關金額為使用價值或公平值減出售成本的較高者。計算使用價值需要本集團評估預期自現金產生單位產生之未來現金流量、合適之貼現率、最終率及增長率以計算現值。於截至2019年及2018年12月31日止年度，並無就商譽確認減值虧損。有關計算可收回金額的詳情於附註21披露。

貿易應收款項及應收貸款的預期信貸虧損撥備

本集團採用撥備矩陣計算貿易應收款項的預期信貸虧損。撥備率乃基於多名具共同信貸風險特徵的債務人的賬齡分組計算。撥備矩陣根據本集團的過往違約率，考慮合理及可靠且無需額外成本或努力可得的前瞻性資料而釐定。於每個報告日，歷史觀察違約率乃進行重新評估且考慮前瞻性資料的變動。此外，出現信貸減值的貿易應收款項乃單獨就預期信貸虧損進行評估。

就應收貸款而言，本集團透過基於過往信貸虧損經驗、債務人經營所在相關行業的整體經濟狀況、任何已抵押資產的價值、債務人的財務狀況及於報告日對目前以及預測狀況方向的評估之估計，單獨評估預期信貸虧損。

有關本集團的應收貸款、貿易應收款項及信貸風險以及減值評估的資料分別於附註24、25及41披露。於2019年12月31日，應收貸款及貿易應收款項的賬面值分別為零港元(2018年：6,975,770港元)及3,021,293港元(2018年：2,359,409港元)。

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5. REVENUE

Disaggregation of revenue from contracts with customers

Continuing operations

		2019	2018
		2019年	2018年
		HK\$	HK\$
		港元	港元
Provision of exhibition and trade show service	提供展覽及貿易展覽服務	13,106,568	13,474,719
Publications and media advertising income	刊物及媒體廣告收入	7,498,115	1,310,540
		20,604,683	14,785,259
Timing of revenue recognition	收益確認時間		
A point in time	某時間點	70,140	62,870
Overtime	隨時間	20,534,543	14,722,389
		20,604,683	14,785,259

Transaction allocated to the remaining performance obligation for contract with customer

The Group has applied the practical expedient in paragraph 121 of HKFRS 15 to all its sale contracts such that the Group does not disclose information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations.

5. 收益

來自客戶合約的收益細分

持續經營業務

		2019	2018
		2019年	2018年
		HK\$	HK\$
		港元	港元
Provision of exhibition and trade show service	提供展覽及貿易展覽服務	13,106,568	13,474,719
Publications and media advertising income	刊物及媒體廣告收入	7,498,115	1,310,540
		20,604,683	14,785,259
Timing of revenue recognition	收益確認時間		
A point in time	某時間點	70,140	62,870
Overtime	隨時間	20,534,543	14,722,389
		20,604,683	14,785,259

分配至客戶合約之餘下履約責任之交易

本集團已將香港財務報告準則第15號第121段的實際權宜方法應用至所有銷售合約，故本集團概不披露有關在履行餘下履約責任時將有權取得之收益的資料。

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

6. OPERATING SEGMENTS

The Group manages its businesses by divisions, which are organised by business lines in a manner consistent with the way in which information is reported internally to the Group's Chief Operating Decision Maker ("CODM"), being the executive directors of the Company for the purpose of resource allocation and performance assessment. No operating segments have been aggregated in arriving at the reportable segments of the Group.

The Group's reportable segments under HKFRS 8 are as follows:

1. Exhibition and trade show business
2. Mobile app business
3. Publications and media advertising business, including print and online media advertising and sales of publications

During the year ended 31 December 2018, the Group acquired a business which is engaged in exhibition and trade show business which are described in more details in note 35.

An operating segment regarding the mobile app business was discontinued during the year ended 31 December 2019. The segment information reported below does not include any amounts for this discontinued operation, which are described in more details in note 36 to the consolidated financial statements.

Information regarding the Group's reportable segments as provided to the Group's CODM for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2019 and 2018 is set out below.

6. 經營分部

本集團按部門管理其業務，部門則按業務類型劃分，而業務類型的劃分方式則與向本集團主要經營決策者（「主要經營決策者」）（即本公司執行董事）內部呈報資料以供資源分配及表現評估的方式一致。並無經營分部一併計入以構成本集團的可呈報分部。

根據香港財務報告準則第8號，本集團可呈報分部如下：

1. 展覽及貿易展覽業務
2. 流動應用程式業務
3. 刊物及媒體廣告業務，包括印刷及線上媒體廣告及銷售刊物

截至2018年12月31日止年度，本集團收購一間從事展覽及貿易展覽業務的公司，更多詳情載於附註35。

有關流動應用程式業務的經營分部於截至2019年12月31日止年度終止經營。以下呈報的分部資料並不包括該等終止經營業務的任何金額，其於綜合財務報表附註36詳述。

就分配資源及評估分部表現而言向本集團的主要經營決策者提供本集團截至2019年及2018年12月31日止年度的可呈報分部的資料載列如下。

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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

6. OPERATING SEGMENTS (Continued)

6. 經營分部(續)

Segment revenues and results

分部收益及業績

Continuing operations

持續經營業務

For the year ended 31 December 2019

截至2019年12月31日止年度

		Exhibition and trade show business	Publications and media advertising business	Total
		展覽及 貿易展覽業務 HK\$ 港元	刊物 及媒體 廣告業務 HK\$ 港元	合計 HK\$ 港元
Revenue	收益			
Segment revenue	分部收益	13,106,568	7,498,115	20,604,683
Inter-segment sales	分部間銷售	-	-	-
Revenue from external customers	來自外部客戶的收益	13,106,568	7,498,115	20,604,683
Segment profit	分部溢利	3,918,066	5,286,035	9,204,101
Other income	其他收入			87,884
Operating expenses	經營開支			(24,378,912)
Impairment loss recognised under expected credit loss model	預期信貸虧損模式下確認的減值虧損			(22,702,474)
Other gains or losses	其他收益或虧損			(262,003)
Finance costs	融資成本			(1,541,431)
Loss before tax	除稅前虧損			(39,592,835)
Income tax expense	所得稅開支			(173,772)
Loss for the year	年內虧損			(39,766,607)

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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

6. OPERATING SEGMENTS (Continued)

Segment revenues and results (Continued)

Continuing operations (Continued)

For the year ended 31 December 2018

6. 經營分部(續)

分部收益及業績(續)

持續經營業務(續)

截至2018年12月31日止年度

		Exhibition and trade show business 展覽及 貿易展覽業務 HK\$ 港元	Publications and media advertising business 刊物 及媒體 廣告業務 HK\$ 港元	Consolidated 綜合 HK\$ 港元
Revenue	收益			
Segment revenue	分部收益	13,474,719	1,320,540	14,795,259
Inter-segment sales	分部間銷售	-	(10,000)	(10,000)
Revenue from external customers	來自外部客戶的收益	13,474,719	1,310,540	14,785,259
Segment profit/(loss)	分部溢利/(虧損)	4,317,256	(952,571)	3,364,685
Other income	其他收入			521,121
Operating expenses	經營開支			(26,888,850)
Impairment loss recognised under expected credit loss model	預期信貸虧損模式下確認的減值虧損			(9,790,491)
Other gains or losses	其他收益或虧損			(1,455,383)
Finance costs	融資成本			(120,930)
Loss before tax	除稅前虧損			(34,369,848)
Income tax credit	所得稅抵免			21,759
Loss for the year	年內虧損			(34,348,089)

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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

6. OPERATING SEGMENTS (Continued)

Segment revenues and results (Continued)

Continuing operations (Continued)

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3 to the consolidated financial statements. Segment profit/(loss) represents the profit earned/(loss suffered) from each segment without allocation of other income, operating expenses, other gains or losses, impairment loss recognised on trade and other receivables and loan receivables and finance costs. This is the measure reported to the Group's management for the purposes of resource allocation and performance assessment.

Segment assets and liabilities

Segment assets include all tangible and intangible assets and current assets with the exception of investment property, deposit paid for acquisition of an associate, equity instruments at FVTOCI, financial assets at FVTPL, loan receivables, unallocated bank balances and cash and other corporate assets. Segment liabilities include provisions and trade and other payables attributable to the activities of the individual segments and borrowings managed directly by the segments.

6. 經營分部(續)

分部收益及業績(續)

持續經營業務(續)

經營分部的會計政策與綜合財務報表附註3所述本集團會計政策相同。分部溢利／(虧損)指各分部賺取溢利／(承受虧損)而並無分配就貿易及其他應收款項及應收貸款及融資成本確認的其他收入、經營開支、其他收益或虧損、減值虧損。此乃呈報予本集團管理層作資源分配及表現評估的計量。

分部資產及負債

分部資產包括所有有形及無形資產以及流動資產，不包括投資物業、收購一間聯營公司的已付按金、按公平值計入其他全面收益的股本工具、按公平值計入損益的金融資產、應收貸款、未分配銀行結餘及現金以及其他企業資產。分部負債包括個人分部的活動及分部直接管理的借款應佔的撥備以及貿易及其他應付款項。

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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

6. OPERATING SEGMENTS (Continued)

Segment assets and liabilities (Continued)

The following is an analysis of the Group's assets and liabilities by reportable and operating segments.

6. 經營分部(續)

分部資產及負債(續)

以下為按可呈報及經營分部劃分的本集團資產及負債的分析。

		2019	2018
		2019年	2018年
		HK\$	HK\$
		港元	港元
Segment assets	分部資產		
Exhibition and trade show business	展覽及貿易展覽業務	5,483,189	5,204,851
Publications and media advertising business	刊物及媒體廣告業務	8,129,521	617,118
Total segment assets	分部資產總額	13,612,710	5,821,969
Loan receivables	應收貸款	-	6,975,770
Deposit paid for acquisition of an associate	收購一間聯營公司的已付按金	-	16,600,000
Bank balances and cash	銀行結餘及現金	1,407,190	9,024,422
Equity instruments at FVTOCI	按公平值計入其他全面收益的股本工具	-	1,423,467
Financial assets at FVTPL	按公平值計入損益的金融資產	-	1,062,000
Assets related to discontinued operation	終止經營業務之資產	-	738,899
Unallocated assets	未分配資產	1,535,910	4,448,295
Consolidated assets	綜合資產	16,555,810	46,094,822
Segment liabilities	分部負債		
Exhibition and trade show business	展覽及貿易展覽業務	1,997,794	3,894,502
Publications and media advertising business	刊物及媒體廣告業務	1,569,188	627,530
Total segment liabilities	分部負債總額	3,566,982	4,522,032
Liabilities related to discontinued operations	終止經營業務之負債	-	5,043,629
Unallocated liabilities	未分配負債	24,887,253	11,686,447
Consolidated liabilities	綜合負債	28,454,235	21,252,108

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For the year ended 31 December 2019 截至2019年12月31日止年度

6. OPERATING SEGMENTS (Continued)

Geographical information

The Group's continuing operations are located in Guangdong-Hong Kong-Macao Greater Bay Area.

Information about the Group's revenue from external customers for continuing operations is presented based on location of delivery destination of the goods and place of services rendered.

6. 經營分部(續)

地理資料

本集團持續經營業務位於粵港澳大灣區。

有關本集團來自外部客戶的持續經營業務收益資料乃根據貨品的交付目的地或提供服務的地方呈列。

	Revenue external customers		Non-current assets	
	來自外部客戶的收益		非流動資產	
	2019	2018	2019	2018
	2019年	2018年	2019年	2018年
	HK\$	HK\$	HK\$	HK\$
	港元	港元	港元	港元
Continuing operations				
Guangdong-Hong Kong-Macao Greater Bay Area	20,604,683	14,785,259	3,179,302	4,382,590

Note: Non-current assets excluded those from discontinued operation, financial instruments and deposit paid for acquisition of an associate.

附註：非流動資產不包括該等自終止經營業務、財務工具及就收購聯營公司已付按金的資產。

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6. OPERATING SEGMENTS (Continued)

Continuing operations

Revenue from customers contributing over 10% of total sales of the corresponding years of the Group is as follows:

		2019	2018
		2019年	2018年
		HK\$	HK\$
		港元	港元
Customer A (Note a)	客戶A(附註a)	4,089,800	4,195,130
Customer B (Note a)	客戶B(附註a)	N/A¹ 不適用¹	1,745,509
Customer C (Note a)	客戶C(附註a)	2,891,784	N/A ¹ 不適用 ¹
Customer D (Note b)	客戶D(附註b)	2,097,087	-

1 The corresponding revenue did not contribute over 10% of the total revenue of the Group for the corresponding years

(a) Revenue from the above customers is arising from exhibition and trade show business.

(b) Revenue from the above customer is arising from publications and media advertising business.

6. 經營分部(續)

持續經營業務

於相應年度所貢獻佔本集團銷售總額超過10%的客戶收益如下：

		2019	2018
		2019年	2018年
		HK\$	HK\$
		港元	港元
Customer A (Note a)	客戶A(附註a)	4,089,800	4,195,130
Customer B (Note a)	客戶B(附註a)	N/A¹ 不適用¹	1,745,509
Customer C (Note a)	客戶C(附註a)	2,891,784	N/A ¹ 不適用 ¹
Customer D (Note b)	客戶D(附註b)	2,097,087	-

1 相應收益並無貢獻本集團相應年度總收益的10%

(a) 來自上述客戶的收益產生自展覽及貿易展覽業務。

(b) 來自上述客戶的收益乃源自刊物及媒體廣告業務。

7. OTHER INCOME

Continuing operations

		2019	2018
		2019年	2018年
		HK\$	HK\$
		港元	港元
Dividend from financial assets at FVTPL	來自按公平值計入損益的金融資產的股息	-	44,428
Interest income on loan receivables	應收貸款的利息收入	87,000	396,000
Rental income	租金收入	-	62,903
Bank interest income	銀行利息收入	884	1,349
Sundry income	雜項收入	-	16,441
		87,884	521,121

7. 其他收入

持續經營業務

		2019	2018
		2019年	2018年
		HK\$	HK\$
		港元	港元
Dividend from financial assets at FVTPL	來自按公平值計入損益的金融資產的股息	-	44,428
Interest income on loan receivables	應收貸款的利息收入	87,000	396,000
Rental income	租金收入	-	62,903
Bank interest income	銀行利息收入	884	1,349
Sundry income	雜項收入	-	16,441
		87,884	521,121

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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For the year ended 31 December 2019 截至2019年12月31日止年度

8. OTHER GAINS OR LOSSES

8. 其他收益及虧損

		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Continuing operations	持續經營業務		
(Loss)/gain on disposal of subsidiaries (note 36)	出售附屬公司的(虧損)/收益(附註36)	(220,548)	632
Loss arising on change in fair value of financial assets at FVTPL	按公平值計入損益的金融資產公平值變動產生的虧損	(34,040)	(539,448)
Loss on disposal of plant and equipment	出售器械及設備虧損	-	(64,423)
Net foreign exchange loss	外匯虧損淨額	(7,415)	(852,144)
		(262,003)	(1,455,383)

9. FINANCE COSTS

9. 融資成本

		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Continuing operations	持續經營業務		
Interest on bank overdrafts	銀行透支利息	122,226	14,151
Interest on other borrowings	其他借款利息	1,269,991	100,000
Interest on loan from a shareholder	股東貸款利息	16,438	-
Interest on finance lease	融資租賃利息	-	6,779
Interest on lease liabilities	租賃負債利息	132,776	-
		1,541,431	120,930

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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

10. LOSS BEFORE TAX

Loss for the year has been arrived at after charging/
(crediting):

10. 除稅前虧損

年內虧損乃經扣除／(計入)下列各項後得
出：

		2019	2018
		2019年	2018年
		HK\$	HK\$
		港元	港元
Continuing operations	持續經營業務		
Auditors' remuneration	核數師酬金	960,000	1,250,000
Equity-settled share-based payment expenses to consultants	僱問的股本結算股份付款開支	574,676	3,380,927
Impairment loss recognised on loan receivables	就應收貸款確認的減值虧損	1,751,533	9,627,052
Impairment loss recognised on trade and other receivables, net	就貿易及其他應收款項確認的減值虧損淨額	950,941	163,439
Impairment loss recognised on refundable deposit	就可退還按金確認的減值虧損	20,000,000	-
Depreciation of plant and equipment	器械及設備折舊	838,749	961,729
Depreciation of right-of-use asset	使用權資產折舊	1,745,185	-
Operating lease expense in respect of office premises	辦公室物業的經營租賃開支	-	1,888,310
Rental expenses in respect of short-term leases	短期租賃的租賃開支	534,370	-
Staff costs	員工成本		
Director's emoluments (note 13)	董事酬金(附註13)	4,928,046	3,355,874
Other staff costs	其他員工成本		
- salaries, allowances and benefits in kind	- 薪金、津貼及實物福利	6,841,530	5,627,980
- contributions to retirement benefits scheme	- 退休福利計劃供款	248,879	93,946
		7,090,409	5,721,926
Gross rental income from an investment property	來自投資物業的租金收入總額	-	(62,903)
Less: direct operating expenses incurred that generated rental income during the year	減：於年內產生租金收入之已產生直接經營開支	-	19,818
		-	(43,085)

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For the year ended 31 December 2019 截至2019年12月31日止年度

11. INCOME TAX EXPENSE/(CREDIT)

11. 所得稅開支／(抵免)

		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Continuing operations			
Hong Kong Profits Tax			
– Current tax		–	–
– Overprovision in prior years		–	(21,759)
		–	(21,759)
Macau Complementary Tax			
– Current tax		173,772	–

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\$2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 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%. There is no impact to the Group as the Group does not have any assessable profit in Hong Kong.

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

Macau Complementary Tax is calculated at 12% of the estimated assessable profits for both years.

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」)，引入利得稅兩級制。條例草案於2018年3月28日獲簽署成為法律，並於翌日刊憲。根據利得稅兩級制，合資格集團主體首2,000,000港元的溢利稅率為8.25%，而超過2,000,000港元的溢利稅率則為16.5%。不符合利得稅兩級制的集團主體的溢利將繼續按16.5%的劃一稅率納稅。由於本集團於香港並無任何應課稅溢利，故並無對本集團構成影響。

根據中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司於兩個年度的稅率為25%。

澳門所得補充稅乃就兩個年度的估計應課稅溢利12%計算。

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11. INCOME TAX EXPENSE/(CREDIT) (Continued)

The income tax expense/(credit) for the year can be reconciled to the loss before taxation per consolidated statement of profit or loss and other comprehensive income as follows:

11. 所得稅開支／(抵免)(續)

年內所得稅開支／(抵免)與綜合損益及其他全面收益表所列除稅前虧損之對賬如下：

		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Continuing operations	持續經營業務		
Loss before taxation	除稅前虧損	(39,592,835)	(34,369,848)
Tax credit at the Hong Kong Profits Tax rate at 16.5% (2018: 16.5%)	按香港利得稅率16.5%(2018年：16.5%)計算的稅項抵免	(6,532,818)	(5,671,025)
Tax effect of expenses not deductible for tax purpose	就計算稅項之不可扣減開支的稅務影響	4,562,348	1,496,398
Tax effect of income not taxable for tax purpose	就計算稅項之毋須課稅收入的稅務影響	(76,738)	(191,706)
Effect of different tax rates of subsidiaries operating in other jurisdiction	於其他司法權區營運的附屬公司的不同稅率影響	(177,665)	-
Tax effect of estimated tax losses not recognised	未確認估計稅項虧損的稅務影響	2,797,645	4,366,333
Tax reduction	稅項減免	(399,000)	-
Overprovision in prior years	過往年度的超額撥備	-	(21,759)
Income tax expense/(credit)	所得稅開支／(抵免)	173,772	(21,759)

At the end of the reporting period, the Group has estimated unused tax losses of HK\$83,114,973 (2018: HK\$72,049,776) available for offset against future profits. No deferred tax asset has been recognised in respect of the tax loss and impairment loss recognised in respect of loan and other receivables due to the unpredictability of future profit streams. Included in unrecognised tax losses at 31 December 2018 are losses of HK\$5,890,227 that will expire before 2023. Other losses may be carried forward indefinitely.

於報告期末，本集團擁有可抵銷未來溢利的估計未動用稅項虧損83,114,973港元(2018年：72,049,776港元)。由於未來溢利流無法預測，因此並無就稅項虧損確認遞延稅項資產及就貸款及其他應收款項確認減值虧損。未確認稅項虧損於2018年12月31日將於2023年前屆滿的5,890,227港元。其他虧損可無限期結轉。

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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

12. DISCONTINUED OPERATION

During the year ended 31 December 2019, the Group entered into a share purchase agreement with an independent third party to dispose of its entire 51% equity interest in Qihui Group (International) Limited and its subsidiaries (collectively referred as the “Qihui Group”), which carried out the Group’s mobile app business. The disposal was completed in 2019.

The loss for the period from the discontinued mobile app business is set out below. The comparative figures in the consolidated statement of profit or loss and other comprehensive income have been restated to re-present the mobile app business as a discontinued operation.

12. 終止經營業務

於截至2019年12月31日止年度，本集團與獨立第三方訂立購股協議，以出售其於啟匯集團(國際)有限公司及其附屬公司(統稱「啟匯集團」)(其進行本集團的流動應用程式業務)之全部51%股權。出售於2019年完成。

自終止經營流動應用程式業務的期內虧損載列如下。於綜合損益及其他全面收益表中的比較數字已經重列，以重新呈列流動應用程式業務為終止經營業務。

		2019	2018
		2019年	2018年
		HK\$	HK\$
		港元	港元
Loss from mobile app business for the period/year	期／年內自流動應用程式業務虧損	(30,910)	(5,493,930)
Gain on disposal of mobile app business	出售流動應用程式業務收益	321,420	1,161,214
Profit/(loss) for the period/year	期／年內溢利／(虧損)	290,510	(4,332,716)
Profit/(loss) for the period/year attributable to:	應佔期／年內溢利／(虧損)：		
– Owners of the Company	– 本公司擁有人	305,656	(2,965,817)
– Non-controlling interest	– 非控股權益	(15,146)	(1,366,899)
		290,510	(4,332,716)

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綜合財務報表附註

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12. DISCONTINUED OPERATION (Continued)

Loss from mobile app business for the period/year, which have been included in the consolidated statement of profit or loss and other comprehensive income, were as follows:

12. 終止經營業務(續)

已計入綜合損益及其他全面收益表的期／年內自流動應用程式業務虧損如下：

		2019	2018
		2019年	2018年
		HK\$	HK\$
		港元	港元
Revenue	收益	-	2,214,535
Cost of sales	銷售成本	-	(1,957,365)
Other income (Note)	其他收入(附註)	-	158,857
Operating expense	經營開支	(30,910)	(4,966,786)
Other gain or losses	其他收益或虧損	-	(71,750)
Impairment loss recognised on trade receivables	就貿易應收款項確認的減值虧損	-	(871,421)
Loss before tax	除稅前虧損	(30,910)	(5,493,930)
Income tax expense	所得稅開支	-	-
Loss for the period/year	期／年內虧損	(30,910)	(5,493,930)

Note: For the year ended 31 December 2018, the amount represents incentives by the local PRC authorities to the Group for engaging in high technology business.

附註：截至2018年12月31日止年度，該金額為中國地方機關就本集團參與高科技業務向本集團發放的獎勵。

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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

12. DISCONTINUED OPERATION (Continued)

Loss for the period/year from discontinued operation has been arrived at after charging:

12. 終止經營業務(續)

終止經營業務的期／年內虧損乃經扣除下列各項後得出：

		2019	2018
		2019年	2018年
		HK\$	HK\$
		港元	港元
Depreciation of plant and equipment	器械及設備折舊	2,454	17,292
Operating lease expense in respect of office premises	辦公室物業的經營租賃開支	-	210,216
Employee benefits expense:	僱員福利開支：		
- salaries, allowances and benefits in kind	- 薪金、津貼及實物福利	-	1,089,111
- contributions to retirement benefits scheme	- 退休福利計劃供款	-	121,023
		-	1,210,134

During the year ended 31 December 2019, mobile app business contributed HK\$188,730 net cash inflow (2018: HK\$2,541,415 net cash inflow) to the Group's operating cash flows and HK\$92,620 net cash outflow (2018: nil) to the Group's investing cash flows. No financing cash flow was derived from mobile app business for both years.

截至2019年12月31日止年度，流動應用程式業務為本集團經營現金流量帶來現金流入淨額188,730港元(2018年：現金流入淨額2,541,415港元)及為本集團投資現金流量帶來現金流出淨額92,620港元(2018年：無)。兩個年度均無流動應用程式業務產生的融資現金流量。

The carrying amounts of the assets and liabilities of the Qihui Group at the date of disposal are disclosed in note 36 to the consolidated financial statements.

啟匯集團於出售日期的資產及負債之賬面值於綜合財務報表附註36披露。

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綜合財務報表附註

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13. DIRECTORS' EMOLUMENTS

The emoluments of director and the chief executive for the years ended 31 December 2019 and 2018 are as follows:

13. 董事酬金

截至2019年及2018年12月31日止年度的董事及行政總裁酬金如下：

		Year ended 31 December 2019 截至2019年12月31日止年度					
		Fees	Salaries and other benefits	Bonus	Contributions to retirement benefit scheme	Equity-settled share-based payment expenses	Total
		袍金	薪金及其他福利	獎金	退休福利計劃供款	股份付款開支	合計
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元
Executive directors	執行董事						
Tang Yau Sing ⁴	鄧有聲 ⁴	-	2,993,336	-	16,000	-	3,009,336
Wong Siu Hung, Patrick ⁷	黃少雄 ⁷	-	673,333	-	11,500	-	684,833
Hung Yuen Kin ⁸	熊遠健 ⁸	-	128,979	41,748	2,087	-	172,814
Li Ka Yee Daphne ⁸	李嘉儀 ⁸	-	148,843	66,680	-	-	215,523
Non-executive director	非執行董事						
Chen Xiao ⁹	陳曉 ⁹	11,785	-	-	-	-	11,785
Lui Man Wah ¹⁰	呂文華 ¹⁰	62,903	-	-	-	-	62,903
Independent non-executive directors	獨立非執行董事						
Wen Kai ⁵	聞凱 ⁵	100,000	-	-	-	17,245	117,245
Tsang Zee Ho Paul ⁶	曾思豪 ⁶	223,600	-	-	-	49,870	273,470
Tse Chi Wai ⁵	謝志偉 ⁵	115,000	-	-	-	17,245	132,245
Wang Yan ¹¹	王妍 ¹¹	67,333	-	-	-	-	67,333
Lau Fai Lawrence ¹¹	劉斐 ¹¹	67,333	-	-	-	-	67,333
Wong Chi Ling ¹²	黃子玲 ¹²	37,742	-	-	-	-	37,742
Wong Ling Yan Phillip ¹²	黃靈恩 ¹²	37,742	-	-	-	-	37,742
Lee Man Yeung ¹²	李文洋 ¹²	37,742	-	-	-	-	37,742
Total emoluments	總酬金	761,180	3,944,491	108,428	29,587	84,360	4,928,046

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13. DIRECTORS' EMOLUMENTS (Continued)

13. 董事酬金(續)

		Year ended 31 December 2018 截至2018年12月31日止年度					
		Fees	Salaries and other benefits	Bonus	Contributions to retirement benefit scheme	Equity-settled share-based payment expenses	Total
		袍金	薪金及其他福利	獎金	退休福利計劃供款	股權結算股份付款開支	合計
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元
Executive directors	執行董事						
Tang Yau Sing ⁴	鄧有聲 ⁴	-	1,619,419	-	18,000	-	1,637,419
Mak Wai Kit ¹	麥偉杰 ¹	-	198,630	-	4,500	-	203,130
Law Shiu Wai ¹	羅小慧 ¹	-	80,649	-	3,000	-	83,649
Non-executive director	非執行董事						
Liu Kwong Chi, Nelson ²	廖廣志 ²	30,000	-	-	-	-	30,000
Independent non-executive directors	獨立非執行董事						
Wen Kai ⁵	聞凱 ⁵	225,161	-	-	-	193,795	418,956
Tsang Zee Ho Paul ⁶	曾思豪 ⁶	255,065	-	-	-	193,795	448,860
Tse Chi Wai ⁵	謝志偉 ⁵	255,065	-	-	-	193,795	448,860
Tsang Ho Ka Eugene ³	曾浩嘉 ³	25,000	-	-	-	-	25,000
Wong Fei Tat ³	黃飛達 ³	30,000	-	-	-	-	30,000
Pang Siu Yin ³	彭兆賢 ³	30,000	-	-	-	-	30,000
Total emoluments	總酬金	850,291	1,898,698	-	25,500	581,385	3,355,874

¹ Resigned as executive directors on 2 March 2018.

² Resigned as non-executive director on 2 March 2018.

³ Resigned as independent non-executive directors on 2 March 2018.

⁴ Resigned as executive director on 6 November 2019.

⁵ Appointed as independent non-executive directors on 24 January 2018 and resigned on 31 May 2019.

⁶ Appointed as independent non-executive director on 24 January 2018 and resigned on 6 November 2019.

⁷ Appointed as executive director on 15 April 2019 and resigned on 6 November 2019.

⁸ Appointed as executive directors on 16 October 2019.

⁹ Appointed as non-executive director on 15 April 2019 and resigned on 20 May 2019.

¹⁰ Appointed as non-executive director on 16 October 2019.

¹¹ Appointed as independent non-executive directors on 15 April 2019 and resigned on 6 November 2019.

¹² Appointed as independent non-executive directors on 16 October 2019.

¹ 於2018年3月2日辭任執行董事。

² 於2018年3月2日辭任非執行董事。

³ 於2018年3月2日辭任獨立非執行董事。

⁴ 於2019年11月6日辭任執行董事。

⁵ 於2018年1月24日獲委任為獨立非執行董事並於2019年5月31日辭任。

⁶ 於2018年1月24日獲委任為獨立非執行董事並於2019年11月6日辭任。

⁷ 於2019年4月15日獲委任為執行董事並於2019年11月6日辭任。

⁸ 於2019年10月16日獲委任為執行董事。

⁹ 於2019年4月15日獲委任為非執行董事並於2019年5月20日辭任。

¹⁰ 於2019年10月16日獲委任為非執行董事。

¹¹ 於2019年4月15日獲委任為獨立非執行董事並於2019年11月6日辭任。

¹² 於2019年10月16日獲委任為獨立非執行董事。

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13. DIRECTORS' EMOLUMENTS (Continued)

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group. The non-executive directors' and independent non-executive directors' emoluments shown above were for their services as directors of the Company.

During the year ended 31 December 2018, the independent non-executive directors were granted share options, in respect of their services to the Group under the share option scheme of the Company. Details of the share option scheme are set out in note 37 to the consolidated financial statements.

During the year ended 31 December 2019, no amount (2018: nil) was paid or payable by the Group to the directors or any of the five highest paid individuals set out in note 14 as an inducement to join or upon joining the Group or as compensation for loss of office. There was no arrangement under which a director waived or agreed to waive any emoluments for the both years.

14. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group during the year included two (2018: three) directors, details of whose remuneration are set out in note 13 to the consolidated financial statements. Details of the remuneration for the year of the remaining three (2018: two) highest paid employees who are neither a director nor chief executive of the Company are as follows:

13. 董事酬金(續)

上文所示執行董事之酬金與彼等為本公司及本集團之管理提供服務有關。上文所示非執行董事及獨立非執行董事之酬金與彼等提供之本公司董事服務有關。

截至2018年12月31日止年度，獨立非執行董事就其向本集團提供的服務根據本公司的購股權計劃獲授予購股權。購股權計劃詳情載於綜合財務報表附註37。

截至2019年12月31日止年度，概無(2018年：無)由本集團向董事或附註14所載五名最高薪人士的任何一方支付或應付款項作為吸引加入本集團或加入本集團後的獎勵或離職補償。於兩個年度，概無董事放棄或同意放棄任何酬金的安排。

14. 五名最高薪僱員

年內本集團五名最高薪僱員中包括兩名董事(2018年：三名董事)，其薪酬已於綜合財務報表附註13中披露。年內餘下三名(2018年：兩名)最高薪僱員(既非本公司董事亦非行政總裁)的薪酬詳情如下：

		2019	2018
		2019年	2018年
		HK\$	HK\$
		港元	港元
Salaries and other benefits	薪金及其他福利	1,790,855	962,667
Discretionary bonuses	酌情花紅	152,500	-
Contributions to retirement benefits scheme	退休福利計劃的供款	51,000	24,000
		1,994,355	986,667

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14. FIVE HIGHEST PAID EMPLOYEES (Continued)

The number of highest paid employee who are not directors whose remuneration fell within the following bands

	2019 2019年 Number of employee 僱員數目	2018 2018年 Number of employee 僱員數目
Nil to HK\$1,000,000	3	2

14. 五名最高薪僱員(續)

酬金介乎以下範圍而並非董事的最高薪僱員人數：

15. LOSS PER SHARE

Continuing operations

The calculation of basic and diluted loss per share for continuing operations attributable to the owners of the Company is based on the following data:

	2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Loss for the year attributable to owners of the Company	(39,206,651)	(34,497,905)

15. 每股虧損

持續經營業務

本公司擁有人應佔持續經營業務的每股基本及攤薄虧損乃根據以下數據計算：

	2019 2019年	2018 2018年 (restated) (經重列)
Number of ordinary shares Weighted average number of ordinary shares for the purposes of basic and diluted loss per share	432,000,000	432,000,000

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15. LOSS PER SHARE (CONTINUED)

Continuing operations (Continued)

The calculation of diluted loss per share does not assume the exercise of the Company's outstanding share options as they had an anti-dilutive effect to the basic loss per share from continuing operations for the years ended 31 December 2019 and 2018.

The weighted average number of ordinary shares in issue for the years ended 31 December 2018 have been retrospectively adjusted for the share consolidation of the ordinary shares of the Company that was affected on 20 February 2019 (note 34).

Continuing and discontinued operations

The calculation of basic and diluted loss per share attributable to the owners of the Company is based on the following data:

	2019	2018
	2019年	2018年
	HK\$	HK\$
	港元	港元
Loss for the year attributable to owners of the Company 本公司擁有人應佔年內虧損	(38,900,995)	(37,463,722)

The denominators used were the same as those set out above for the continuing operations

15. 每股虧損(續)

持續經營業務(續)

計算每股攤薄虧損時並無假設行使本公司未行使的購股權，乃由於彼等對截至2019年及2018年12月31日止年度持續經營業務的每股基本虧損產生反攤薄影響。

截至2018年12月31日止年度已發行普通股加權平均數已就2019年2月20日受影響本公司普通股的股份合併作追溯調整(附註34)。

持續及終止經營業務

本公司擁有人應佔每股基本及攤薄虧損乃按以下數據計算：

所用展示指標與上述所載持續經營業務的指標相同。

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15. LOSS PER SHARE (CONTINUED)

Discontinued operation

The earnings/(loss) per share for discontinued operation was as follows:

		2019	2018
		2019年	2018年
		HK cents	HK cents
		港仙	港仙
			(restated)
			(經重列)
Basic	基本	0.07	(0.69)

The calculation of the earnings/(loss) per share for the discontinued operation was based on:

		2019	2018
		2019年	2018年
		HK\$	HK\$
		港元	港元
Profit/(loss) for discontinued operation attributable to owners of the Company	本公司擁有人應佔終止經營業務溢利/(虧損)	305,656	(2,965,817)

15. 每股虧損(續)

終止經營業務

終止經營業務的每股盈利/(虧損)如下：

	2019	2018
	2019年	2018年
	HK cents	HK cents
	港仙	港仙
		(restated)
		(經重列)
Basic	0.07	(0.69)

終止經營業務的每股盈利/(虧損)按以下基準計算：

	2019	2018
	2019年	2018年
	HK\$	HK\$
	港元	港元
Profit/(loss) for discontinued operation attributable to owners of the Company	305,656	(2,965,817)

16. DIVIDENDS

The directors do not recommend the payment of any final dividend for the year ended 31 December 2019 (2018: nil).

16. 股息

董事不建議派付截至2019年12月31日止年度的末期股息(2018年：無)。

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17. PLANT AND EQUIPMENT

17. 器械及設備

		Leasehold improvements 租賃裝修 HK\$ 港元	Office equipment 辦公室設備 HK\$ 港元	Motor vehicles 汽車 HK\$ 港元	Furniture and fixtures 傢俬及裝置 HK\$ 港元	Total 合計 HK\$ 港元
Cost	成本					
At 1 January 2018	於2018年1月1日	688,460	626,593	638,000	487,856	2,440,909
Additions during the year	年內添置	837,761	405,577	480,248	830,823	2,554,409
Acquisition of a subsidiary (note 35)	收購一間附屬公司 (附註35)	314,047	50,457	342,510	46,015	753,029
Disposal	出售	-	-	(980,510)	-	(980,510)
Disposal of a subsidiary (note 36)	出售一間附屬公司 (附註36)	-	(330,150)	-	-	(330,150)
Exchange alignment	匯兌調整	-	375	-	(34,001)	(33,626)
At 31 December 2018 and 1 January 2019	於2018年12月31日及 2019年1月1日	1,840,268	752,852	480,248	1,330,693	4,404,061
Additions during the year	年內添置	-	91,245	-	-	91,245
Written off	撇銷	(688,460)	-	-	-	(688,460)
Disposal of subsidiaries (note 36)	出售附屬公司 (附註36)	(837,760)	(62,424)	-	(104,402)	(1,004,586)
At 31 December 2019	於2019年12月31日	314,048	781,673	480,248	1,226,291	2,802,260

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17. PLANT AND EQUIPMENT (Continued)

17. 器械及設備(續)

		Leasehold improvements 租賃裝修 HK\$ 港元	Office equipment 辦公室設備 HK\$ 港元	Motor vehicles 汽車 HK\$ 港元	Furniture and fixtures 傢俬及裝置 HK\$ 港元	Total 合計 HK\$ 港元
Accumulated depreciation and impairment	累計折舊及減值					
At 1 January 2018	於2018年1月1日	373,429	356,614	76,473	194,114	1,000,630
Charge for the year	年內撥備	491,378	129,529	204,403	153,711	979,021
Eliminated on disposal	出售時抵銷	-	-	(202,655)	-	(202,655)
Disposal of a subsidiary (note 36)	出售一間附屬公司 (附註36)	-	(67,897)	-	-	(67,897)
Exchange alignment	匯兌調整	-	28,893	-	(9,305)	19,588
At 31 December 2018 and 1 January 2019	於2018年12月31日及 2019年1月1日	864,807	447,139	78,221	338,520	1,728,687
Charge for the year	年內撥備	317,412	154,030	158,213	211,548	841,203
Written off	撇銷	(688,460)	-	-	-	(688,460)
Disposal of subsidiaries (note 36)	出售附屬公司 (附註36)	(381,976)	(46,948)	-	(100,402)	(529,326)
At 31 December 2019	於2019年12月31日	111,783	554,221	236,434	449,666	1,352,104
Carrying values	賬面值					
At 31 December 2019	於2019年12月31日	202,265	227,452	243,814	776,625	1,450,156
At 31 December 2018	於2018年12月31日	975,461	305,713	402,027	992,173	2,675,374

The above items of plant and equipment are depreciated on its cost less their residual value on a straight-line basis at the following rates per annum:

上述器械及設備項目按下列年率以成本減去餘值，以直線法計算折舊：

Leasehold improvement	33.33%	租賃裝修	33.33%
Furniture and fixtures	20%	傢俬及裝置	20%
Office equipment	20%	辦公室設備	20%
Motor vehicle	20%	汽車	20%

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18. RIGHT-OF-USE ASSETS

18. 使用權資產

Office
premises
辦公室物業
HK\$
港元

As at 1 January 2019	於2019年1月1日	
Carrying amount	賬面值	4,181,278
As at 31 December 2019	於2019年12月31日	
Carrying amount	賬面值	-
For the year ended 31 December 2019	截至2019年12月31日止年度	
Depreciation charge	折舊費用	(1,745,185)
Disposal of a subsidiary (note 36)	出售一間附屬公司(附註36)	(2,436,093)
		-
Expense relating to short-term leases and other leases with lease terms end within 12 months of the date of initial application of HKFRS 16	與短期租賃及租期在初始應用香港財務報告準則第16號日期起12個月內結束的其他租賃有關的開支	534,370
Total cash outflow for leases	租賃現金流出總額	(2,064,595)

19. GOODWILL

19. 商譽

HK\$
港元

Cost and carrying values	成本及賬面值	
At 1 January 2018	於2018年1月1日	-
Acquisition of a business (note 35)	收購業務(附註35)	1,399,146
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	1,399,146

Particulars regarding impairment testing on goodwill are disclosed in note 21 to the consolidated financial statements.

有關商譽減值測試的詳情於綜合財務報表附註21披露。

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20. INTANGIBLE ASSETS

20. 無形資產

Club membership
俱樂部會籍
HK\$
港元

Cost and carrying values	成本及賬面值	
At 1 January 2018	於2018年1月1日	-
Acquisition	收購	330,000
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	330,000

The club membership has indefinite useful life and is carried at cost less any accumulated impairment losses. The fair value of club membership is higher than the carrying amount.

俱樂部會籍使用年期無限，按成本減任何累計減值虧損列賬。俱樂部會籍公平值高於賬面值。

21. IMPAIRMENT TESTING ON GOODWILL

21. 商譽減值測試

For the purpose of impairment testing of goodwill as set out in note 19 to the consolidated financial statement, the balance of goodwill has been allocated to CGU of exhibition and trade show business.

就商譽減值測試(載於綜合財務報表附註19)而言，商譽結餘已分配至展覽及貿易展覽業務的現金產生單位。

During the year ended 31 December 2019, the directors of the Company determine that there is no impairment loss on goodwill (2018: nil).

截至2019年12月31日止年度，本公司董事已釐定並無商譽減值虧損(2018年：無)。

The recoverable amount of the exhibition and trade show CGU as at 31 December 2019 and 2018 have been determined based on a value in use calculation. The calculation uses cash flow projections based on financial budgets approved by management covering a 5-year period, and discount rate of 15.0% (2018: 15.6%). Cash flows beyond the 5-year period are extrapolated using a steady 2.5% (2018: 2.5%) growth rate. This growth rate is based on the relevant industry growth forecast and does not exceed the average long-term growth rate for relevant industry. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include budgeted sales and gross margin, such estimation is based on management's expectations for the market development.

展覽及貿易展覽業務的現金產生單位於2019年及2018年12月31日的可收回金額已根據使用價值計算釐定。該計算採用的現金流量預測乃以管理層所批准涵蓋5年期間及折現率15.0%的財政預算(2018年：15.6%)。超過5年期的現金流量使用固定2.5%增長率推測(2018年：2.5%)。此增長率乃基於相關行業增長預測，且不超過相關行業的平均長期增長率。使用價值計算的其他重要假設與包括預算銷售及毛利率的現金流入／流出之估計有關，有關估計乃基於管理層對市場發展的預期得出。

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21. IMPAIRMENT TESTING ON GOODWILL (Continued)

The management believes that any reasonable possible change in any of the these assumptions would not cause the aggregate carrying amount to CGU to exceed aggregate recoverable amount of CGU.

22. EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

Unlisted securities 非上市證券

The above unlisted securities represent the Group's equity interest in SNC Limited ("SNC"), a company incorporated in the Cayman Islands. The Group hold 9.09% equity interest in SNC. SNC is engaged in digital asset management, exchange, advisory and related business in Hong Kong. SNC was acquired as consideration for a disposal of a subsidiary during the year ended 31 December 2018, details of which are set out in note 35.

Details of the fair value measurements are disclosed in note 41 to the consolidated financial statements.

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Listed equity securities in Hong Kong 香港上市股本證券

21. 商譽減值測試(續)

管理層認為，任何該等假設的任何合理可能變動概不會導致現金產生單位的賬面總值超過現金產生單位的可收回金額。

22. 按公平值計入其他全面收益的股本工具

2019	2018
2019年	2018年
HK\$	HK\$
港元	港元

-	1,423,467
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上述非上市證券指本集團於SNC Limited (「SNC」)的股本權益，該公司於開曼群島註冊成立。本集團持有SNC 9.09%的股本權益。SNC在香港從事數字資產管理、交易、諮詢和相關業務。SNC作為截至2018年12月31日止年度出售附屬公司的代價而購入，其詳情載於附註35。

公平值計量詳情於綜合財務報表附註41披露。

23. 按公平值計入損益的金融資產

2019	2018
2019年	2018年
HK\$	HK\$
港元	港元

-	1,062,000
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24. LOAN RECEIVABLES

24. 應收貸款

		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Fixed-rate loan receivables	定息應收貸款		
Within one year	一年內	-	16,602,822
Less: allowance for credit losses	減：信貸虧損撥備	-	(9,627,052)
		-	6,975,770

Included in loan receivables as at 31 December 2018 were two loans with a principal amount of HK\$5,000,000 ("Loan A") and RMB10,000,000 (equivalent to HK\$11,602,822) ("Loan B"), respectively, advanced to independent third parties, with details as follows:

- (1) In respect of Loan A, the amount carried interest at 1% per month and is repayable on 24 February 2019. During the year ended 31 December 2019, it has come to the notice of the Group that the cheque in the amount of HK\$5,350,000 drawn by the borrower in favour of the Group for the full settlement of Loan A and the interest accrued was dishonoured. Loan A and the interest accrued were subsequently settled in full during the year ended 31 December 2019.

於2018年12月31日墊付予獨立第三方的應收貸款分別包括本金額為5,000,000港元(「貸款A」)及人民幣10,000,000元(相當於11,602,822港元)(「貸款B」)的兩筆貸款，詳情如下：

- (1) 就貸款A而言，有關金額以月利率1%計息，且須於2019年2月24日償還。截至2019年12月31日止年度，本集團注意到借款人以本集團為受益人提取作全數償付貸款A及應計利息的支票5,350,000港元被拒付。貸款A及利息其後已於截至2019年12月31日止年度全數收回。

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24. LOAN RECEIVABLES (Continued)

- (2) In respect of Loan B, it originally carried interest at 4% per month and was repayable in May 2018. Following a supplementary agreement entered with the borrower (the “Borrower”), the terms of Loan B was revised to interest bearing at 1% per month and repayable in May 2019. Loan B is secured by a pledge of the entire share capital in an entity (the “Entity”) wholly owned by the Borrower. Loan B was advanced to the Borrower for the purpose to provide financial assistance to the Entity to acquire a 10% interest in a business engaged in lottery related business in the Mainland China (the “Target Business”). As at date of the consolidated financial statements, the Entity has not yet acquired the 10% interest in the Target Business. However, the Entity has advanced a convertible loan of the same amount due on the same date as Loan B to the Target Business (“Loan C”). Loan C may be convertible at the option of the Entity to acquire 10% interest in the Target Business. On 12 March 2019, the Group, the Entity, the Borrower and the Target Business entered into an agreement, whereby repayment at the maturity date by the Target Business on Loan C will be directly paid to the Group as the repayment of Loan B. The management has assessed Loan B for expected credit losses and has determined that Loan B was credit impaired and has recognised an impairment loss of HK\$9,627,052 for the year ended 31 December 2018. The impairment loss was determined based on the financial position of the Target Business as at 31 December 2018. No interest income was recognised on Loan B during the year ended 31 December 2018.

A further impairment loss of HK\$1,751,533 was recognised during the year ended 31 December 2019 as the Group has determined that there is no realistic prospect of recovery in relation of Loan B.

Details of impairment assessment of loan receivables for the year ended 31 December 2019 and 2018 are set out in note 41.

24. 應收貸款(續)

- (2) 就貸款B而言，其原先以月利率4%計息，且須於2018年5月償還。與借款方(「借款方」)訂立一份補充協議後，貸款B的條款修改為以月利率1%計息，且須於2019年5月償還。貸款B乃由借款方全資擁有的主體(「主體」)的全部股本抵押作擔保。貸款B墊付予借款方旨在向該主體提供財務支援，以收購一間於中國內地從事博彩相關業務的公司(「目標公司」)之10%權益。於綜合財務報表日期，該主體尚未收購目標公司的10%權益。然而，該主體已向目標公司墊付一筆於同日期且金額與貸款B相同的可換股貸款(「貸款C」)。貸款C可由該主體選擇兌換，以收購目標公司的10%權益。於2019年3月12日，本集團、該主體、借款方及目標公司訂立一份協議，藉此目標公司於到期日就貸款C作出的還款將直接支付予本集團作為貸款B的還款。管理層已就預期信貸虧損對貸款B進行評估，並釐定貸款B已出現信貸減值及於截至2018年12月31日止年度確認減值虧損9,627,052港元。減值虧損乃基於目標公司於2018年12月31日的財務狀況釐定。於截至2018年12月31日止年度並無就貸款B確認利息收入。

由於本集團確定貸款B實際上已沒有機會收回，故於截至2019年12月31日止年度進一步確認減值虧損1,751,533港元。

有關截至2019年及2018年12月31日止年度的應收貸款減值評估詳情載於附註41。

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25. TRADE AND OTHER RECEIVABLES

25. 貿易及其他應收款項

		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Trade receivables	貿易應收款項	3,179,701	4,281,899
Less: allowance for credit losses	減：信貸虧損撥備	(158,408)	(1,922,490)
		3,021,293	2,359,409
Deposits	按金	1,679,200	17,556,088
Rental deposits	租金按金	82,735	653,339
Prepayment	預付款項	127,660	326,689
Interest receivables	應收利息	-	263,000
Other receivables	其他應收款項	3,854,888	384,029
		8,765,776	21,542,554
Less: deposits paid for acquisition of an associate shown under non-current assets (note)	減：收購列示於非流動資產項下一間聯營公司的已付按金(附註)	-	(16,600,000)
rental deposits shown under non-current assets	列示於非流動資產項下的租金按金	-	(570,604)
		8,765,776	4,371,950

Note: At 31 December 2018, the amount of HK\$16,600,000 represents the deposit paid for acquisition of indirect equity interest in Zhongti Times (Beijing) Technology Co., Ltd.* (眾體時代(北京)科技有限公司) ("Zhongti") based on the contract signed on 12 December 2018. The Group further paid HK\$3,400,000 to Zhongti during the year ended 31 December 2019.

On 25 March 2019, the Group entered into a revised agreement to acquire 15% indirect equity interest in Zhongti. On the same date, previous agreement and supplementary agreements which were entered with the vendor were terminated. Zhongti is principally engaged in online advertising, online gaming and entertainment platform specialising in the development and operation of boutique internet games. The consideration for the acquisition would be settled in cash of HK\$21,000,000, of which HK\$20,000,000 have be offset by the deposit paid. On completion, Zhongti would be accounted for as an associate, as in the opinion of the management the Group will have significant influence over Zhongti. The revised agreement was lapsed on 31 May 2019.

附註：於2018年12月31日，金額16,600,000港元為就於2018年12月12日簽訂的合約收購眾體時代(北京)科技有限公司(「眾體」)的間接股權而支付的按金。本集團於截至2019年12月31日止年度進一步向眾體支付3,400,000港元。

於2019年3月25日，本集團訂立經修訂協議以收購眾體15%的間接股權。於同日，終止與賣方訂立的先前協議及補充協議。眾體主要從事線上廣告、線上遊戲及娛樂平台，專攻精品網絡遊戲的開發及營運。收購代價將以現金21,000,000港元結清，其中20,000,000港元由已付按金抵銷。完成後，眾體將列作聯營公司，因管理層認為本集團將對眾體產生重大影響。經修訂協議於2019年5月31日失效。

* For identification purpose only

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25. TRADE AND OTHER RECEIVABLES (Continued)

Note: (Continued)

Based on the announcement of the Company dated 19 July 2019, Zhongti proposed a repayment schedule to repay the total deposit paid by the Group of HK\$20,000,000 ("Deposit A"), being 50% of the Deposit A would be settled before the end of September 2019 and the remaining 50% of the Deposit A would be settled before the end of 2019. At 31 December 2019 and up to the date of approval of the consolidated financial statements of the Group for the year ended 31 December 2019, the entire amount of the Deposit A remained unsettled. The directors of the Company consider that the Deposit A is irrecoverable and impairment loss of HK\$20,000,000 has been recognised during the year ended 31 December 2019.

The Group provided customers with credit period ranging from 0 to 90 days from the date on which invoice was issued. The credit terms of each customer of the Group were determined by the Group's sales team and were subject to review and approval of the Group's management based on the customers' payment history, transaction volume and length of business relationship with the Group.

All outstanding trade receivables balances were being reviewed by the Group's sales department on a regular basis to ensure that any overdue receivable was promptly monitored and appropriate collection actions were taken. The Group's sales department would follow up on the collections and the Group's accounting department would monitor the progress of collection. For those material long outstanding balances, legal actions would be taken for debt collection. During the years ended 31 December 2019 and 2018, no legal actions were taken by the Group for debt collection.

The following is an aging analysis of trade receivables (net of allowance for credit losses) at the end of the reporting period presented based on the overdue days:

		2019	2018
		2019年	2018年
		HK\$	HK\$
		港元	港元
Current	即期	2,784,938	1,831,416
1-30 days	1-30日	124,900	190,000
31-90 days	31-90日	50,395	119,993
Over 90 days	超過90日	61,060	218,000
		3,021,293	2,359,409

25. 貿易及其他應收款項(續)

附註：(續)

根據本公司日期為2019年7月19日的公告，眾體提出一項償還計劃以償還本集團已付按金總額20,000,000港元（「按金A」），即按金A的50%將於2019年9月底前結清，而按金A餘下的50%將於2019年年末前結清。於2019年12月31日及直至批准本集團截至2019年12月31日止年度的綜合財務報表之日，按金A的全部金額尚未結清。本公司董事認為按金A不可收回，並於截至2019年12月31日止年度已確認減值虧損20,000,000港元。

本集團向客戶提供自開出發票日期起計0至90日的信貸期。本集團每名客戶的信貸期由本集團的銷售團隊釐定，並須待本集團管理層根據客戶的付款記錄、交易量及與本集團業務關係的長短審閱及批准，方可作實。

所有未償還貿易應收款項結餘經本集團銷售部定期審閱，以確保就任何逾期應收款項進行及時監察及採取適當收款行動。本集團銷售部將跟進收款情況，而本集團會計部將監察收款進度。就該等重大長期未償還結餘而言，本集團可能採取法律行動追收債務。於截至2019年及2018年12月31日止年度，本集團概無採取任何法律行動追收債務。

按逾期日數呈列的貿易應收款項(扣除信貸虧損撥備)於報告期末的賬齡分析如下：

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For the year ended 31 December 2019 截至2019年12月31日止年度

25. TRADE AND OTHER RECEIVABLES (Continued)

Included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK\$236,355 (31 December 2018: HK\$527,993) which are past due as at the reporting date for which the Group has not provided for impairment loss. The Group does not hold any collateral over these balances.

As at 31 December 2019, the Group has HK\$61,060 (2018: HK\$218,000) of trade receivables past due over 90 days but not impaired. The Group does not consider such balances are defaulted due to long and on-going business relationship, good repayment record and good credit quality from these customers.

Trade receivables that are past due but not impaired related to a number of independent customers that have a good track record with the Group. Based on past experience, the management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

Details of impairment assessment of trade receivables for the year ended 31 December 2018 are set out in note 41.

26. CONTRACT COSTS

Cost to fulfill contracts in relation to exhibition and trade show business

履行展覽及貿易展覽業務合約之成本

869,651

Contract costs capitalised relate to the cost to fulfill contracts of design and production of exhibition, trade show events and advertisement resulted in customers entering contracts for the Group's design and production which are still under process at the end of the reporting date. There was no impairment on the contract cost during the year.

25. 貿易及其他應收款項(續)

於報告日期逾期但本集團尚未作出減值虧損撥備的本集團貿易應收款項包括應收款項賬面值236,355港元(2018年12月31日：527,993港元)。本集團並無持有該等結餘的任何抵押品。

於2019年12月31日，本集團擁有逾期超過90日但未減值的貿易應收款項61,060港元(2018年：218,000港元)。由於長期及持續的業務關係、該等客戶的良好還款記錄及良好信貸質素，故本集團並不認為該等結餘屬違約。

已逾期但未減值的貿易應收款項與多名與本集團有良好往績記錄的獨立客戶有關。根據過往經驗，管理層認為其信貸質素並無重大變動，而有關結餘仍被視為可全數收回，因此毋須就該等結餘進行減值撥備。本集團並無就該等結餘持有任何抵押品。

貿易應收款項於截至2018年12月31日止年度的減值評估詳情載於附註41。

26. 合約成本

2019

2018

2019年

2018年

HK\$

HK\$

港元

港元

因客戶就本集團設計及製作所訂立的合約於報告日期末仍在進行中，故已資本化合約成本與履行展覽、貿易展覽及廣告設計及製作合約之成本有關。年內並無就合約成本確認減值。

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For the year ended 31 December 2019 截至2019年12月31日止年度

27. BANK BALANCES AND CASH

Bank balances

Bank balance comprise cash and short-term bank deposits with a maturity period of three months period or less bearing prevailing market interest rates. As at 31 December 2019, the interest rate range from 0.01% to 0.1%. (2018: 0.01% to 0.1% per annum).

Bank overdrafts

Bank overdrafts carry interest at market rates which is overnight HIBOR or 1% per annum over the Bank's HK\$ best lending rate of the relevant lender bank (whichever is higher) for the years ended 31 December 2019 and 2018.

28. TRADE AND OTHER PAYABLES

Note: Accruals mainly consist of accrued staff costs and accrued professional fee.

All of the trade payables are expected to be settled within one year or are repayable on demand.

During the year, the credit period granted by the suppliers are generally ranging from 0 to 60 days (2018: 0 to 120 days).

27. 銀行結餘及現金

銀行結餘

銀行結餘包括現金以及於三個月或以內到期及按現行市場利率計息的短期銀行存款。於2019年12月31日，年利率介乎0.01%至0.1%(2018年：0.01%至0.1%)。

銀行透支

於截至2019年及2018年12月31日止年度，銀行透支按市場利率(即隔夜香港銀行同業拆息或相關貸款人銀行的銀行港元最優惠借貸利率加年利率1%(以較高者為準))計息。

28. 貿易及其他應付款項

		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Trade payables	貿易應付款項	1,294,582	1,150,866
Other payables	其他應付款項	31,155	2,151,224
Accrued expenses (Note)	應計費用(附註)	5,795,443	4,273,754
		7,121,180	7,575,844

附註：應計費用主要包括應計員工成本及應計專業費用。

預期所有貿易應付款項將於一年內清償或按要求償還。

供應商於年內授予的信貸期一般介乎0至60日(2018年：0至120日)。

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28. TRADE AND OTHER PAYABLES (Continued)

The following is an aging analysis of trade payables at the end of the reporting period presented based on the invoice dates:

		2019	2018
		2019年	2018年
		HK\$	HK\$
		港元	港元
0-60 days	0-60日	1,038,217	817,285
61-90 days	61-90日	256,365	149,050
Over 90 days	超過90日	-	184,531
		1,294,582	1,150,866

28. 貿易及其他應付款項(續)

以下為按發票日期呈列的貿易應付款項於報告期末的賬齡分析：

29. CONTRACT LIABILITIES

		2019	2018
		2019年	2018年
		HK\$	HK\$
		港元	港元
Receipt in advance for mobile app development	預收流動應用程式開發款項	-	550,785
Receipt in advance for exhibition and trade show project	預收展覽及貿易展覽項目款項	536,793	-
Receipt in advance for advertisement service	預收廣告服務款項	622,490	-
		1,159,283	550,785

29. 合約負債

When the Group receives a deposit at the acceptance of exhibition and trade show project, mobile app development project and advertisement contracts, this will give rise to contract liabilities at the start of the contract until the revenue is recognised.

當本集團在接獲展覽及貿易展覽項目、流動應用程式開發項目及廣告合約時收取按金，將於合約開始時產生合約負債直至收益獲確認。

The entire amount of contract liabilities for as at 31 December 2018 was derecognised during the year ended 31 December 2019 upon disposal of the Qihui Group.

於2018年12月31日的合約負債全數已於截至2019年12月31日止年度出售啟匯集團後終止確認。

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30. OTHER BORROWING

30. 其他借款

		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Unsecured other borrowing	無抵押其他借款	10,000,000	10,000,000

At 31 December 2019, other borrowing included an amount of HK\$10,000,000 (2018: HK\$10,000,000) advanced from an independent third party. The borrowing carries fixed interest rate at 12% per annum, and is repayable on 9 June 2019. On 22 March 2019, the lender has agreed to extend the maturity date of the borrowing to 9 June 2020.

於2019年12月31日，其他借款包括有關款項10,000,000港元(2018年：10,000,000港元)乃由獨立第三方墊付。該借款按定息年利率12%計息，並須於2019年6月9日償還。於2019年3月22日，貸款人已同意將借款的到期日延長至2020年6月9日。

31. LOAN FROM A SHAREHOLDER

31. 股東貸款

At 31 December 2019, an amount of HK\$10,000,000 (2018: nil) advanced from a shareholder of the Company carries fixed interest rate at 2% per annum, and is repayable in 2021.

於2019年12月31日，有關款項10,000,000港元(2018年：無)乃由本公司股東墊付，其按定息年利率2%計息，並須於2021年償還。

32. LEASE LIABILITIES

32. 租賃負債

Upon initial application of HKFRS 16 as at 1 January 2019, lease liabilities of HK\$4,181,278 was recognised. During the current year, interest on lease liabilities of HK\$132,776 was recognised to consolidated statement of profit or loss. The carrying amount of lease liabilities of HK\$2,783,829 was derecognised upon disposal of subsidiary (Note 36).

於2019年1月1日首次應用香港財務報告準則第16號後，確認租賃負債4,181,278港元。於本年度，於綜合損益表中確認租賃負債利息132,776港元。賬面值2,783,829港元的租賃負債於出售附屬公司後終止確認(附註36)。

33. AMOUNTS DUE TO NON-CONTROLLING SHAREHOLDERS OF SUBSIDIARIES

33. 應付附屬公司非控股股東款項

The amounts are unsecured, interest free, repayable on demand and have been released upon disposal of a subsidiary during the year ended 31 December 2019 (note 36).

有關款項為無抵押、免息及按要求償還，而其已於截至2019年12月31日止年度出售一間附屬公司後獲解除(附註36)。

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34. SHARE CAPITAL

Movements in the share capital of the Company during the year are as follows:

		2019	2018
		2019年	2018年
		HK\$	HK\$
		港元	港元
Authorised:	法定：		
5,000,000,000 ordinary shares of HK\$0.02 each (2018: 100,000,000,000 ordinary shares of HK\$0.001 each)	5,000,000,000股每股0.02港元普通股(2018年：100,000,000,000股每股0.001港元普通股)	100,000,000	100,000,000
Issued and fully paid:	已發行及繳足：		
432,000,000 ordinary shares of HK\$0.02 each (2018: 8,640,000,000 ordinary shares of HK\$0.001 each)	432,000,000股每股0.02港元普通股(2018年：8,640,000,000股每股0.001港元普通股)	8,640,000	8,640,000

34. 股本

年內本公司股本變動如下：

The movements in authorised and issued share capital of the Company during the year were as follows:

年內本公司法定及已發行股本變動如下：

		Number of authorized shares	Number of issued shares	Issued capital	Share premium account	Total
		法定股份數目	已發行股份數目	已發行股本	股份溢價賬	合計
				HK\$	HK\$	HK\$
				港元	港元	港元
At 1 January 2018 and 31 December 2018	於2018年1月1日及2018年12月31日	100,000,000,000	8,640,000,000	8,640,000	94,330,810	102,970,810
Share consolidation (note)	股份合併(附註)	(95,000,000,000)	(8,208,000,000)	-	-	-
At 31 December 2019	於2019年12月31日	5,000,000,000	432,000,000	8,640,000	94,330,810	102,970,810

Note: On 20 February 2019, the Company completed the share consolidation whereby every twenty issued and unissued existing shares of HK\$0.001 each was consolidated into one share of HK\$0.02 each.

附註：於2019年2月20日，本公司完成股份合併，據此，每二十股每股面值0.001港元的已發行及未發行現有股份獲合併為一股每股面值0.02港元的股份。

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35. ACQUISITION OF A SUBSIDIARY

During the year ended 31 December 2018

to be Concepts Limited (“TBC”)

On 22 March 2018, the Group acquired 67% of the issued share capital of to be Concepts Limited (“TBC”) from two independent third parties for a consideration of HK\$3,015,000. This acquisition had been accounted for using the acquisition method. The amount of goodwill arising as a result of acquisition was HK\$1,399,146. TBC is engaged in organizing exhibitions and trade shows, which can complement the Group’s existing business and broaden revenue sources of the Group.

Consideration transferred

Cash

現金

3,015,000

Acquisition related costs amounting to HK\$4,290 had been excluded from the consideration transferred and had been recognised as an expense in the year ended 31 December 2018, within the operating expenses line item in the consolidated statement of profit or loss and other comprehensive income.

Assets acquired and liabilities assumed at the date of acquisition were as follows:

Plant and equipment
Trade and other receivables
Bank balances and cash
Trade and other payables
Tax payables
Obligation under finance lease

器械及設備
貿易及其他應收款項
銀行結餘及現金
貿易及其他應付款項
應付稅項
融資租賃承擔

753,029
1,360,189
894,221
(302,880)
(48,455)
(244,381)

2,411,723

35. 收購附屬公司

於截至2018年12月31日止年度

獨比策劃有限公司(「獨比策劃」)

於2018年3月22日，本集團自兩名獨立第三方收購獨比策劃有限公司(「獨比策劃」) 67%已發行股本，代價為3,015,000港元。此項收購使用收購法入賬。本項收購產生的商譽為1,399,146港元。獨比策劃從事組織展覽及貿易展覽，可補充本集團的現有業務及拓寬本集團的收益來源。

所轉讓代價

HK\$
港元

收購相關成本4,290港元已從所轉讓代價中剔除，並已於截至2018年12月31日止年度在綜合損益及其他全面收益表中經營開支一項確認為開支。

於收購日期收購的資產及承擔的負債如下：

HK\$
港元

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For the year ended 31 December 2019 截至2019年12月31日止年度

35. ACQUISITION OF A SUBSIDIARY (Continued)

During the year ended 31 December 2018
(continued)

to be Concepts Limited (“TBC”) (continued)

Consideration transferred (Continued)

The fair value and gross contractual amounts of prepayment and other receivables at the date of acquisition amounted to HK\$1,360,189. No contractual cash flows was expected to be irrecoverable under the best estimate at acquisition date.

Goodwill arising on acquisition:

		HK\$ 港元
Consideration transferred	所轉讓代價	3,015,000
Less: net assets acquired	減：所收購淨資產	(2,411,723)
Add: non-controlling interests	加：非控股權益	795,868
Goodwill arising on acquisition	收購產生的商譽	1,399,146

Goodwill arose in the acquisition of TBC because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefit of expected revenue growth and future market development of TBC. These benefits were not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

None of the goodwill arising on these acquisitions was expected to be deductible for tax purposes.

Net cash outflow on acquisition of TBC

		HK\$ 港元
Cash consideration paid	所付現金代價	3,015,000
Less: cash and cash equivalent balances acquired	減：所收購現金及現金等價物結餘	(894,221)
		2,120,779

35. 收購附屬公司(續)

於截至2018年12月31日止年度(續)

獨比策劃有限公司(「獨比策劃」)(續)

所轉讓代價(續)

預付款項及其他應收款項於收購日期的公平值及合約總金額為1,360,189港元。根據於收購日期的最佳估計，預期不會有無法收回的合約現金流量。

收購產生的商譽：

	HK\$ 港元
所轉讓代價	3,015,000
減：所收購淨資產	(2,411,723)
加：非控股權益	795,868
收購產生的商譽	1,399,146

收購獨比策劃產生商譽，原因是合併成本包括控制溢價。此外，就合併已付的代價實際上包括獨比策劃有關預期收益增長及未來市場發展的利益的金額。該等利益不會於商譽以外確認，原因是其並不符合可識別無形資產的確認準則。

自該等收購產生的商譽概不預期可就稅務用途予以扣減。

收購獨比策劃的現金流出淨額

	HK\$ 港元
所付現金代價	3,015,000
減：所收購現金及現金等價物結餘	(894,221)
收購獨比策劃的現金流出淨額	2,120,779

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For the year ended 31 December 2019 截至2019年12月31日止年度

35. ACQUISITION OF A SUBSIDIARY (Continued)

**During the year ended 31 December 2018
(continued)**

to be Concepts Limited (“TBC”) (continued)

Net cash outflow on acquisition of TBC (continued)

Included in the loss for the year ended 31 December 2018 is a profit of HK\$453,989 attributable to TBC. Revenue for the year ended 31 December 2018 includes HK\$13,474,719 generated from TBC.

Had the acquisition been completed on 1 January 2018, total group revenue for the year would have been HK\$20,168,164 and loss for the year would have been HK\$38,728,611. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2018, nor is it intended to be a projection of future results.

36. DISPOSAL OF SUBSIDIARIES

During the year ended 31 December 2019

Qihui Group (International) Limited and its subsidiaries

During the year ended 31 December 2019, the Group entered into a share purchases agreement with an independent third party, pursuant to which the Group disposed of its entire 51% interest in Qihui Group (International) Limited and its subsidiaries (collectively referred as the “Qihui Group”). The disposal was completed in 2019. The principal business and activity of the Qihui Group was the mobile app business of the Group and the disposal was regarded as a discontinued operation.

Consideration

Cash

現金

HK\$
港元

1

35. 收購附屬公司(續)

於截至2018年12月31日止年度(續)

獨比策劃有限公司(「獨比策劃」)(續)

收購獨比策劃的現金流出淨額(續)

獨比策劃應佔溢利453,989港元乃計入截至2018年12月31日止年度虧損。截至2018年12月31日止年度收益包括自獨比策劃所得的13,474,719港元。

倘收購事項已於2018年1月1日完成，則年內集團總收益將為20,168,164港元，及年內虧損將為38,728,611港元。備考資料僅供說明用途，並不一定表示倘收購事項已於2018年1月1日完成，本集團業務將實際達致的收益及業績，亦非擬用作預測日後業績。

36. 出售附屬公司

截至2019年12月31日止年度

啟匯集團(國際)有限公司及其附屬公司

於截至2019年12月31日止年度，本集團與獨立第三方訂立購股協議，據此，本集團出售其於啟匯集團(國際)有限公司及其附屬公司(統稱「啟匯集團」)之全部51%股權。出售於2019年完成。啟匯集團的主要業務及活動為本集團的流動應用程式業務，及出售被視為終止經營業務。

代價

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For the year ended 31 December 2019 截至2019年12月31日止年度

36. DISPOSAL OF SUBSIDIARIES (Continued)

36. 出售附屬公司(續)

During the year ended 31 December 2019
(Continued)

截至2019年12月31日止年度(續)

Qihui Group (International) Limited and its subsidiaries
(Continued)

啟匯集團(國際)有限公司及其附屬公司
(續)

Consideration (Continued)

代價(續)

		HK\$ 港元
Analysis of assets and liabilities disposed:	出售資產及負債分析：	
Plant and equipment	器械及設備	19,476
Other receivables	其他應收款項	617,797
Bank balances and cash	銀行結餘及現金	110,702
Amount due to a non-controlling shareholder of a subsidiary	應付一間附屬公司非控股股東款項	(113,953)
Trade and other payables	貿易及其他應付款項	(4,170,561)
Contract liabilities	合約負債	(566,730)
Amounts due to group companies	應付集團公司款項	(3,408,106)
Net liabilities disposed of	出售負債淨額	(7,511,375)
Consideration received	已收代價	1
Transaction costs attributable to the disposal	出售應佔交易代價	(81,000)
Net consideration paid	已付代價淨額	(80,999)
Add: Net liabilities disposed of	加：已出售負債淨額	7,511,375
Amounts due to group companies assigned to purchaser	應付已出讓予買方的集團公司的款項	(3,408,106)
Non-controlling interests	非控股權益	(3,680,574)
Reclassification of cumulative exchange reserved to profit or loss upon disposal	於出售時重新分類累計匯兌儲備至損益	(20,276)
Gain on disposal	出售收益	321,420
Net cash outflow arising on disposal:	出售產生的現金流出淨額：	
Net cash consideration paid	已付現金代價淨額	(80,999)
Bank balance and cash disposed of	已出售銀行結餘及現金	(110,702)
		(191,701)

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

36. DISPOSAL OF SUBSIDIARIES (Continued)

**During the year ended 31 December 2019
(Continued)**

Allied Power Management Limited

During the year ended 31 December 2019, the Group entered into a sales and purchases agreement with an independent third party, pursuant to which the Group disposed of its entire interests in Allied Power Management Limited ("Allied Power"). The disposal was completed in 2019. Allied Power is engaged in provision of management service to its fellow subsidiaries.

Consideration

		HK\$ 港元
Cash	現金	465,083
		HK\$ 港元
Analysis of assets and liabilities disposed:	已出售資產及負債分析：	
Plant and equipment	器械及設備	455,784
Right-of-use asset	使用權資產	2,436,093
Trade and other receivables	貿易及其他應收款項	637,182
Bank balances and cash	銀行結餘及現金	9,299
Lease liability	租賃負債	(2,783,829)
Tax payable	應付稅項	(68,898)
Loss on disposal	出售虧損	685,631 (220,548)
Total consideration	總代價	465,083
Net cash inflow arising on disposal:	出售產生的現金流入淨額：	
Cash consideration received	已收現金代價	465,083
Less: bank balance and cash disposed of	減：已出售銀行結餘及現金	(9,299)
		455,784

36. 出售附屬公司(續)

截至2019年12月31日止年度(續)

合力匯賢有限公司

於截至2019年12月31日止年度，本集團與獨立第三方訂立買賣協議，據此，本集團出售其於合力匯賢有限公司(「合力匯賢」)全部權益。出售於2019年完成。合力匯賢從事向其同系附屬公司提供管理服務。

代價

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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

36. DISPOSAL OF SUBSIDIARIES (Continued)

During the year ended 31 December 2018

Lucky Channel Limited

On 14 March 2018, the Group entered into a sales and purchases agreement with an independent third party, pursuant to which the Group disposed of its entire interests in Lucky Channel Limited ("Lucky Channel"). The disposal was completed on 14 March 2018. Lucky Channel is engaged in investment property holding.

Consideration

		HK\$ 港元
Cash	現金	12,900,000

**14 March
2018**
2018年3月14日
HK\$
港元

Analysis of assets and liabilities disposed:	已出售資產及負債分析：	
Investment property	投資物業	12,900,000
Trade and other receivables	貿易及其他應收款項	9,295
Bank balances and cash	銀行結餘及現金	44,164
Trade and other payables	貿易及其他應付款項	(54,091)
		12,899,368
Gain on disposal	出售收益	632
Total consideration	總代價	12,900,000
Net cash inflow arising on disposal:	出售產生的現金流入淨額：	
Cash consideration received	已收現金代價	12,900,000
Less: bank balance and cash disposed of	減：已出售銀行結餘及現金	(44,164)
		12,855,836

36. 出售附屬公司(續)

截至2018年12月31日止年度

Lucky Channel Limited

於2018年3月14日，本集團與獨立第三方訂立買賣協議，據此，本集團出售其於 Lucky Channel Limited(「Lucky Channel」)全部權益。出售於2018年3月14日完成。Lucky Channel從事投資物業控股。

代價

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For the year ended 31 December 2019 截至2019年12月31日止年度

36. DISPOSAL OF SUBSIDIARIES (Continued)

**During the year ended 31 December 2018
(Continued)**

Singularity Group Holdings Limited

On 31 December 2018, the Group disposed its entire interest in Singularity Group Holdings Limited, which was engaged in IT related business, to SNC, an independent third party, in exchange for a 9.09% equity interest in SNC. The consideration and net assets of Singularity Group Holdings Limited at the date of disposal on 31 December 2018 were as follows:

Consideration

		HK\$ 港元
Fair value of the shares of SNC (note)	SNC股份的公平值(附註)	1,423,467

Note: The fair value of the share of SNC was determined by the directors with reference to an equity financing transaction of SNC with an independent third party occurring near the disposal date.

36. 出售附屬公司(續)

截至2018年12月31日止年度(續)

Singularity Group Holdings Limited

於2018年12月31日，本集團向獨立第三方SNC出售Singularity Group Holdings Limited(從事資訊科技業務)的全部權益，以換取SNC 9.09%股本權益。Singularity Group Holdings Limited於出售日期(2018年12月31日)的代價及淨資產如下：

代價

		HK\$ 港元
Fair value of the shares of SNC (note)	SNC股份的公平值(附註)	1,423,467

附註：SNC股份的公平值由董事經參考發生於臨近出售日期SNC與獨立第三方進行的股本融資交易而釐定。

		31 December 2018 2018年12月31日 HK\$ 港元
Analysis of assets and liabilities disposed:	已出售資產及負債分析：	
Plant and equipment	器械及設備	262,253
Trade and other receivables	貿易及其他應收款項	10,000
Bank balances and cash	銀行結餘及現金	92,620
Trade and other payables	貿易及其他應付款項	(102,620)
		262,253
Gain on disposal	出售收益	1,161,214
Total consideration	總代價	1,423,467
Net cash outflow arising on disposal:	出售產生的現金流出淨額：	
Bank balance and cash disposed of	已出售銀行結餘及現金	92,620

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For the year ended 31 December 2019 截至2019年12月31日止年度

37. SHARE OPTION SCHEME

The Company adopted a share option scheme on 23 January 2015 (the “Scheme”) for the purpose of providing incentive and rewards to eligible participants including:

- (i) any executive or non-executive director including any independent non-executive director or any employee (whether full-time or part-time) of any member of the Group;
- (ii) any trustee of a trust (whether family, discretionary or otherwise) whose beneficiaries or objects include any employee or business associate of the Group;
- (iii) any adviser or consultant (in the areas of legal, technical, financial or corporate management) to the Group;
- (iv) any provider of goods and/or services to the Group; and
- (v) Any other person who the Board considers, in its sole discretion, has contributed to the Group to take up options (together, the “Participants”).

The Company is entitled to issue options, provided that the total number of shares which may be issued upon exercise of all options to be granted under the Scheme does not exceed 10% of the Shares in issue on the listing date on 16 February 2015. The Company may at any time refresh such limit, subject to the shareholders’ approval and issue a circular in compliance with the GEM Listing Rules, provided that the total number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme does not exceed 30% of the shares in issue of the Company from time to time. The total number of shares in respect of which options may be granted to any individual in any 12-month period shall not exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company’s shareholders, with such individual and his or her close associates (or his associates if the individual is a connected person) abstaining from voting.

37. 購股權計劃

本公司於2015年1月23日採納一項購股權計劃(「計劃」)以向合資格參與者提供獎勵及回報：

- (i) 任何執行或非執行董事，包括本集團任何成員公司的任何獨立非執行董事或任何僱員(不論全職或兼職)；
- (ii) 受益人或受惠對象包括本集團任何僱員或商業夥伴的信託的任何受託人(不論為家族、全權或其他方式)；
- (iii) 本集團的任何顧問或諮詢顧問(於法律、技術、財務或企業管理領域)；
- (iv) 本集團的貨品及／或服務的任何供應商；及
- (v) 董事會全權酌情決定對本集團有貢獻的任何其他人士接納購股權(統稱「參與者」)。

本公司有權發行購股權，惟根據計劃授出的所有購股權獲行使而可予發行的股份總數，不得超過於2015年2月16日上市日期已發行股份的10%。待根據GEM上市規則取得股東批准及刊發通函後，本公司可於任何時間更新該限額，惟根據計劃授出而尚未行使的所有未獲行使購股權獲行使而可予發行的股份總數，不得超過本公司不時已發行股份的30%。根據於任何12個月期間內可向任何人士授出的購股權涉及股份總數，在並無本公司股東的事先批准下，於任何時間不得超過本公司已發行股份的1%，而該人士及其緊密聯繫人(或倘該人士為關連人士，則為其聯繫人)須放棄投票。

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For the year ended 31 December 2019 截至2019年12月31日止年度

37. SHARE OPTION SCHEME (Continued)

Offer of an option shall be deemed to have been accepted by the grantee when the duplicate of the relevant offer letter comprising acceptance of the option duly signed by the grantee together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof, is received by the Company within 28 days from the date of the offer.

An option may be exercised in accordance with the terms of the Scheme and such other terms and conditions upon which an option was granted, at any time during the option period after the option has been granted but, in any event, not longer than 10 years from the date of grant. An option shall lapse automatically and not be exercisable (to the extent not already exercised) on the expiry of the option period.

Options granted may be exercised at any time during the option period and are to be settled by issuance of the Company's shares. The directors may at their absolute discretion determine the period during which an option may be exercised, such period to expire not later than 10 years from the date of grant of the option. The exercise price is determined by the directors and shall not be less than the highest of (i) the closing price of the Company's share on the date of grant, (ii) the average closing price of the Company's shares for the five business days immediately preceding the date of grant, and (iii) the nominal value of the share.

The Scheme will remain valid and effective for a period of 10 years commencing on the date on which the Scheme is adopted, after which period no further options will be granted but the provisions of the Scheme shall in all other respects remain in full force and effect and options which are granted during the life of the Scheme may continue to be exercisable in accordance with their terms of issue.

On 13 April 2018, 148,800,000 share options of the Company (the "Share Options") were granted under the Scheme to certain directors and consultants of the Group.

37. 購股權計劃(續)

倘於要約日期起計28日內，本公司接獲承授人正式簽署有關接納購股權的相關要約函件一式兩份副本，連同承授人向本公司支付的股款1.00港元，以作為獲授購股權的代價，則購股權要約視為已獲承授人接納。

在購股權獲授後的購股權期間內任何時間，可根據計劃的條款以及授出該購股權時訂明的其他條款及條件行使購股權，惟有關購股權期間無論如何不得超過由授出日期起計10年。購股權於購股權期間屆滿後將自動失效及不可行使(以尚未行使者為限)。

已授出的購股權可於購股權期間內任何時間獲行使，並通過發行本公司股份的方式支付。董事可全權酌情決定購股權可予行使的期間，惟該期間不得超過授出購股權日期起計10年。行使價由董事釐定，惟不得低於以下最高者：(i)本公司股份於授出日期的收市價；(ii)本公司股份於緊接授出日期前五個營業日的平均收市價；及(iii)股份面值。

計劃將於獲採納日期起計10年期間維持有效，於有關期間後不得再授出購股權，但計劃的條文將在所有其他方面維持十足效力，且於計劃有效期內已授出的購股權可根據其發行條款繼續行使。

於2018年4月13日，本公司148,800,000份購股權(「購股權」)乃根據計劃授予本集團若干董事及諮詢顧問。

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37. SHARE OPTION SCHEME (Continued)

The Share Options have an exercise price of HK\$0.065 per Share Option with an exercisable period up to 16 February 2025. 25% of the Share Options were vested immediately at date of grant, 13 April 2018. The remaining 75% were split evenly into three tranches and vested on 13 October 2018, 13 April 2019 and 13 October 2019.

The number of Share Options granted to certain directors of the Company were 21,600,000 and consultants were 127,200,000. The Share Options granted to consultants were for consultancy services rendered during 2018. The total number of Share Options exercisable as at 31 December 2018 was 74,400,000.

All of the Share Option granted have been cancelled as at 16 October 2019.

The fair values of the Share Options were calculated using the Binominal Option Pricing model. The inputs into the model were as follows:

Spot price	HK\$0.059
Exercise price	\$0.065 per share
Expected volatility	74.90%
Risk-free rate	1.84%
Expected dividend yield	0.00%
Expected life	6.85

Expected volatility was determined by using the historical volatility of the Company' share prices. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

The estimated fair values of the Share Options at the date of grant are HK\$4,686,600. During the year ended 31 December 2018, the Group recognised director's emoluments and consultancy fee of HK\$581,385 and HK\$3,380,927, respectively, in relation to the Share Options granted by the Company. During the year ended 31 December 2019, the Group recognised director's emoluments and consultancy fee of HK\$84,360 and HK\$574,676.

37. 購股權計劃(續)

購股權每份行使價為0.065港元，行使期直至2025年2月16日。25%的購股權即刻於授出日期(2018年4月13日)歸屬。餘下的75%則均分為三個批次並於2018年10月13日、2019年4月13日及2019年10月13日歸屬。

授予本公司若干董事及諮詢顧問的購股權數目分別為21,600,000份及127,200,000份。諮詢顧問因2018年提供的諮詢服務而獲授購股權。可行使購股權總數於2018年12月31日為74,400,000份。

所有購股權已於2019年10月16日被註銷。

購股權的公平值採用二項式期權定價模式計算。該模式之輸入數據如下：

現價	0.059港元
行使價	每股0.065港元
預期波幅	74.90%
無風險利率	1.84%
預期股息收益率	0.00%
預計年期	6.85

預期波幅乃使用本公司股價的過往波幅釐定。該模式所用之預計年期已根據管理層的最佳估計就不可轉讓性、行使限制及行為考慮的影響作出調整。

購股權於授出日期的估計公平值為4,686,600港元。於截至2018年12月31日止年度，本集團就本公司授出的購股權確認董事酬金及諮詢費用分別為581,385港元及3,380,927港元。於截至2019年12月31日止年度，本集團分別確認董事酬金及諮詢費用84,360港元及574,676港元。

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37. SHARE OPTION SCHEME (Continued)

The valuation was carried out by Moore Transactions Services Limited, independent qualified professional valuer not connected to the Group.

At the date of grant, the exercise price of the share options was HK\$0.065. The exercise price and number of outstanding Share Options was adjusted to HK\$1.3 and 7,440,000 respectively following the share consolidation on 19 February 2019 (note 34).

38. RETIREMENT BENEFITS PLANS

The Group operates a Mandatory Provident Fund Scheme (the "MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly contribution of HK\$1,500. Contributions to the plan vest immediately.

The Group's employees who are employed by subsidiaries in the PRC are members of the state-managed retirement benefit scheme operated by the PRC government. These subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefit scheme to fund the benefits, the only obligation of the Group with respect to the retirement benefits is to make the specified contributions.

The Group's employees who are employed by subsidiaries in Macau are covered by a government-mandated defined contribution plan pursuant to which a fixed amount of retirement benefit would be determined and paid by the Macao Government. Contributions are generally made by both employees and employers by paying a fixed amount on a monthly basis to the Social Security Fund Contribution managed by the Macao Government. The only obligation of the Group with respect to the retirement benefits is to make the specified contributions.

Save for the above, the Group has no other obligation.

37. 購股權計劃(續)

該估值乃由並無與本集團有關連的獨立合資格專業估值師大華國際交易諮詢服務有限公司作出。

於授出日期，購股權行使價為0.065港元。2019年2月19日股份合併後，購股權行使價及數目分別調整為1.3港元及7,440,000股(附註34)。

38. 退休福利計劃

本集團根據香港強制性公積金計劃條例為受僱於香港僱傭條例下的司法權區的僱員運作強制性公積金計劃(「強積金計劃」)。強積金計劃乃由獨立信託人管理的界定供款退休計劃。根據強積金計劃，僱主及其僱員分別須按僱員有關收入的5%向該計劃作出供款，惟以每月1,500港元的供款為上限。向該計劃作出的供款即時歸屬。

本集團受僱於中國附屬公司的僱員為由中國政府運作的國家管理退休福利計劃之成員。此等附屬公司須就其工資向退休福利計劃作出若干百分比的供款，以作為福利的資金。本集團就該計劃之唯一責任為作出定期供款。

本集團受僱於澳門附屬公司的僱員已參與政府強制性定額供款計劃，據此，澳門政府將釐定及支付定額退休福利。供款一般由僱員及僱主共同作出，僱員及僱主須每月向澳門政府管理的社會保障基金供款支付定額款項。本集團就該計劃之唯一責任為作出定期供款。

除上述者外，本集團並無其他責任。

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39. OPERATING LEASES COMMITMENTS

The Group as lessee

As at 31 December 2018, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

		2018 2018年 HK\$ 港元
Within one year	一年內	2,274,169
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	2,607,050
		4,881,219

Operating lease payments represent rentals payable by the Group for its office premises. Rentals are fixed for terms roughly from 1 year to 2 years.

40. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves.

39. 經營租賃承擔

本集團作為承租人

於2018年12月31日，本集團根據不可撤銷經營租賃的未來到期最低租賃付款承擔如下：

	2018 2018年 HK\$ 港元
Within one year	2,274,169
In the second to fifth year inclusive	2,607,050
	4,881,219

經營租賃付款指本集團就辦公室物業而應付的租金。該等租約固定為期一至兩年。

40. 資本風險管理

本集團管理其資本以確保本集團主體將能夠以持續經營方式繼續經營，並透過優化債務及股本均衡而盡量提升股東回報。本集團的整體策略於過去一年維持不變。

本集團的資本架構包括現金及現金等價物淨額以及本公司擁有人應佔權益，包括已發行股本及儲備及儲備。

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40. CAPITAL RISK MANAGEMENT (Continued)

The directors of the Company review the capital structure on a semi-annual basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

40. 資本風險管理(續)

本公司董事每半年檢討資本架構。作為此檢討的一部分，董事認為資本成本及與各類別資本相關的風險。根據董事的推薦建議，本集團將透過派付股息、發行新股份及購回股份以及發行新債務或贖回現有債務以平衡其整體資本架構。

		2019	2018
		2019年	2018年
		HK\$	HK\$
		港元	港元
Total borrowing	借款總額	20,000,000	12,894,173
Less: Bank balances and cash	減：銀行結餘及現金	(3,603,473)	(10,681,511)
Net debt	債務淨額	16,396,527	2,212,662
(Capital deficiency)/equity attributable to owners of the Company	本公司擁有人應佔(資本虧絀)/權益	(12,284,152)	27,464,806
Net debt to equity ratio	淨負債權益比率	N/A不適用	8.06%

Note: Total borrowings represent other borrowing, loan from a shareholder and bank overdraft.

附註：借款總額指其他借款、股東貸款及銀行透支。

41. FINANCIAL INSTRUMENTS

Categories of financial instruments

41. 金融工具

金融工具類別

		2019	2018
		2019年	2018年
		HK\$	HK\$
		港元	港元
Financial assets	金融資產		
Financial assets at FVTPL	按公平值計入損益的金融資產	-	1,062,000
Financial assets at FVTOCI	按公平值計入其他全面收益的金融資產	-	1,423,467
Financial assets at amortised cost	按攤銷成本列賬的金融資產	12,241,589	21,894,117
Financial liabilities	金融負債		
Amortised cost	攤銷成本	21,325,737	16,310,216

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41. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies

The Group's major financial instruments include financial assets at FVTPL, financial assets at FVTOCI, amount due from a former shareholder, loan receivables, trade and other receivables, bank balances and cash, trade and other payables, other borrowing, amounts due to a non-controlling shareholder of subsidiary and bank overdrafts. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and equity price 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.

Market risk

Currency risk

Substantially all of the Group's monetary assets and liabilities are denominated in Hong Kong dollars and Macau Pataca same as the functional currency of the respective group entities.

The Group does not expect any significant currency risk which materially affect the Group's result of operations.

Interest rate risk

During the year, the Group was exposed to fair value interest rate risk in relation to fixed rate other borrowing and loan from a shareholder (see notes 30 and 31 for details of the borrowing).

The Group is not exposed to any significant interest rate risk which may materially affect the Group's results of operations in 2019 and 2018.

41. 金融工具(續)

金融風險管理目標及政策

本集團的主要金融工具包括按公平值計入損益的金融資產、按公平值計入其他全面收益的金融資產、應收前股東款項、應收貸款、貿易及其他應收款項、銀行結餘及現金、貿易及其他應付款項、其他借款、應付附屬公司非控股股東款項及銀行透支。金融工具的詳情於其各自的附註披露。與該等金融工具有關的風險包括市場風險(貨幣風險、利率風險及股價風險)、信貸風險及流動資金風險。如何減低該等風險的政策於下文載列。管理層管理及監察該等風險，確保適時並有效採取適當措施。

市場風險

貨幣風險

本集團絕大部分貨幣資產及負債以港元及澳門幣計值，與各集團主體的功能貨幣相同。

本集團並不預期出現可能對本集團經營業績造成重大影響的任何重大貨幣風險。

利率風險

年內，本集團面臨與定息其他借款及股東貸款有關的公平值利率風險(有關借款詳情請參閱附註30及31)。

於2019年及2018年，本集團預期並無將嚴重影響本集團經營業績的任何重大利率風險。

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41. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

Equity price risk

The Group is exposed to equity price risk through its investments in equity securities listed in Hong Kong and its unlisted instruments.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to equity price risk at the reporting date.

The directors of the Company consider that the Group has no material impact on equity price risk at 31 December 2019.

If the prices of the respective listed equity instruments had been 20% higher/lower, the post-tax loss for the year ended 31 December 2018 would decrease/increase by HK\$212,400 as a result of the changes in fair value of the financial assets at FVTPL.

If the fair value per share of the unlisted equity instruments had been 20% higher/lower, the investment reserves as at 31 December 2018 would increase/decrease by HK\$284,693, as a result of the changes in fair value of the equity instruments at FVTOCI.

Credit risk and impairment assessment

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collaterals, where appropriate as a means of mitigating the risk of financial loss from defaults.

41. 金融工具(續)

金融風險管理目標及政策(續)

市場風險(續)

股價風險

本集團因投資於香港上市的股本證券及其非上市工具而面臨股價風險。

敏感度分析

下列敏感度分析乃根據於報告期間面臨的股價風險而釐定。

本公司董事認為，本集團於2019年12月31日並無重大股價風險影響。

由於按公平值計入損益的金融資產之公平值有所變動，倘各上市股本投資的價格上升/下跌20%，截至2018年12月31日止年度的稅後虧損將減少/增加212,400港元。

由於按公平值計入其他全面收益的股本工具之公平值有所變動，倘非上市股本工具的每股公平值上升/下跌20%，於2018年12月31日的投資儲備將增加/減少284,693港元。

信貸風險及減值評估

信貸風險指因交易對方日後不履行其合約責任而導致本集團承受財務虧損的風險。本集團已採納一項政策，規定僅與信譽良好的交易對方進行交易及於適當時取得足夠的抵押品，作為減少違約財務虧損風險的方式。

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41. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

In respect of trade and other receivables and loan receivables in order to minimise risk, the management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. Credit evaluations of its customers' financial position and condition is performed on each and every major customer periodically. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. The Group does not require collateral in respect of its financial assets.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry in which customers operate also has an influence on credit risk but to a lesser extent. At the end of reporting period, the Group has concentration of credit risk as 23% (2018: 24%) of the total trade receivables of the Company was due from the largest customer and 51% (2018: 73%) of the total trade receivables of the Group was due from the largest 5 customers. Taking into accounts the creditworthiness of the customers, the credit risk measures and the historical levels of bad debts, the directors consider that such concentration of credit risk would not result in significant credit default exposure to the Group.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

41. 金融工具(續)

金融風險管理目標及政策(續)

信貸風險及減值評估(續)

就貿易及其他應收款項及應收貸款而言，為將風險降至最低，管理層已設定信貸政策，並持續監察該等信貸風險。本集團定期對各個主要客戶的財務狀況及情況進行信貸評估。該等評估主要針對客戶過往的到期付款記錄及當前支付能力，並考慮客戶的特定資料及客戶營運所在經濟環境的有關資料。本集團並未就其金融資產要求給予抵押品。

本集團的信貸風險主要受各客戶的個別特性所影響。客戶營運所在行業的違約風險亦對信貸風險產生較低的影響。於報告期末，本集團有若干集中信貸風險，原因為本公司的貿易應收款項總額的23%(2018年：24%)來自最大客戶，而本集團貿易應收款項總額的51%(2018年：73%)來自五大客戶。考慮到客戶的信用可靠程度、信貸風險措施及過往壞賬水平，董事認為，該集中信貸風險不會對本集團造成重大信貸違約風險。

由於交易對方均為獲國際信貸評級機構授予高信貸評級的銀行，故流動資金的信貸風險有限。

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41. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

As part of Group's credit risk management, the Group applied internal credit rating for its customers. Certain of the Group's trade receivables are grouped under a provision matrix based on shared credit risk characteristics by reference to past default experience and current past due exposure of the debtor. The following table provides information about the exposure to credit risk and ECL for trade receivables which are assessed collectively based on provision matrix as at 31 December 2019 and 2018.

41. 金融工具(續)

金融風險管理目標及政策(續)

信貸風險及減值評估(續)

作為本集團信貸風險管理的一部分，本集團對其客戶應用內部信貸評級。本集團的若干貿易應收款項乃根據共同信貸風險特點並參考債務人的過往違約經驗及當前逾期風險於撥備矩陣下分組。下表提供有關所面臨信貸風險及貿易應收款項的預期信貸虧損的資料，其乃於2019年及2018年12月31日根據撥備矩陣進行整體評估。

		Gross carrying amount	Weighted average loss rate	Allowance for credit losses	Net carrying amount
		賬面總值 HK\$ 港元	加權平均 虧損率	信貸 虧損撥備 HK\$ 港元	賬面淨值 HK\$ 港元
At 31 December 2019	於2019年12月31日				
Trade receivables	貿易應收款項				
Current	即期	2,784,938	0.00%	-	2,784,938
1 to 30 days past due	逾期1至30日	124,900	0.00%	-	124,900
31 to 90 days past due	逾期31至90日	50,395	0.00%	-	50,395
Over 90 days past due	逾期超過90日	61,060	0.00%	-	61,060
		3,021,293		-	3,021,293
At 31 December 2018	於2018年12月31日				
Trade receivables	貿易應收款項				
Current	即期	1,831,416	0.00%	-	1,831,416
1 to 30 days past due	逾期1至30日	190,000	0.01%	-	190,000
31 to 90 days past due	逾期31至90日	120,062	0.06%	(69)	119,993
Over 90 days past due	逾期超過90日	225,398	3.28%	(7,398)	218,000
		2,366,876		(7,467)	2,359,409

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41. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. Such forward-looking information is used by management of the Group to assess both the current as well as the forecast direction of conditions at the reporting date. The grouping is regularly reviewed by the management of the Group to ensure relevant information about specific debtors is updated.

In determining the ECL of the Group's other receivables, the management assessed the expected losses individually by estimation based on historical credit loss experience, general economic conditions of the relevant industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date. Based on the result of the foregoing, impairment loss of HK\$20,800,000 was recognised during the year ended 2019 (2018: nil).

In determining the ECL of the Group's loan receivables, the management assessed the expected losses individually by estimation based on general economic conditions of the relevant industry in which the debtors operate, value of any pledged assets, financial position of the debtors and an assessment of both the current as well as the forecast direction of conditions at the reporting date. In the opinion of the management, the risk of default of one of the counter party of loan receivables is significant and accordingly, the respective loan receivables is credit-impaired. Based on the result of the foregoing, impairment loss of HK\$1,751,533 was recognised during the year ended 2019 (2018: HK\$9,627,052).

41. 金融工具(續)

金融風險管理目標及政策(續)

信貸風險及減值評估(續)

估計虧損率乃根據應收賬款預計年期內的歷史觀察違約率估計得出並就毋須付額額外成本或努力即可獲得的前瞻性資料作出調整。本集團管理層使用有關前瞻性資料評估於報告日的當前以及預測狀況方向。本集團管理層定期檢討該分組以確保特定債務人的相關資料已更新。

於釐定本集團其他應收款項的預期信貸虧損時，管理層透過基於過往信貸虧損經驗、債務人經營所在相關行業的整體經濟狀況及於報告日對目前以及預測狀況方向的評估之估計，單獨評估預期虧損。基於前述結果，於截至2019年止年度確認減值虧損20,800,000港元(2018年：無)。

於釐定本集團應收貸款的預期信貸虧損時，管理層透過基於債務人經營所在相關行業的整體經濟狀況、任何已抵押資產的價值、債務人的財務狀況及於報告日對目前以及預測狀況方向的評估之估計，單獨評估預期虧損。管理層認為，其中一名交易對方應收貸款的違約風險屬重大，故各自的應收貸款出現信貸減值。基於前述結果，管理層認為交易對方應收貸款(已出現信貸減值的貸款除外)的違約風險並不重大，因而並無確認任何減值虧損撥備。基於前述結果，於截至2019年止年度確認減值虧損1,751,533港元(2018年：9,627,052港元)。

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41. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The movement in allowance for credit loss in respect of trade and other receivables and loan receivables during the years ended 31 December 2019 and 2018 is as follows:

		Trade receivables 貿易應收款項				Total 合計
		Loan receivable Life-time ECL credit impaired 應收貸款 全期預期 信貸虧損 信貸減值 HK\$ 港元	Life-time ECL (not-credit impaired) 全期預期 信貸虧損 (未出現 信貸減值) HK\$ 港元	Life-time ECL credit impaired 全期預期 信貸虧損 出現信貸 減值 HK\$ 港元	Other receivable Life-time ECL credit impaired 其他應收 款項全期 預期信貸 虧損信貸 減值 HK\$ 港元	
At 1 January 2018	於2018年1月1日	-	-	887,630	-	887,630
Impairment loss recognised, net of reversal	已確認的減值虧損 (扣除撥回)	9,627,052	7,467	1,027,393	-	10,661,912
At 31 December 2018	於2018年12月31日	9,627,052	7,467	1,915,023	-	11,549,542
Impairment loss recognised/ (reversed), net	已確認/(撥回)的 減值虧損淨額	1,751,533	(7,467)	158,408	20,800,000	22,702,474
Disposal of subsidiaries	出售附屬公司	-	-	(1,975,067)	-	(1,975,067)
Exchange alignment	匯兌調整	224,237	-	60,044	-	284,281
At 31 December 2019	於2019年12月31日	11,602,822	-	158,408	20,800,000	32,561,230

At 31 December 2019, the Group has trade receivables with gross amount of HK\$158,408 (2018: HK\$1,027,393), loan receivables of RMB10,000,000 (equivalent to HK\$11,602,822) (2018: RMB10,000,000 (equivalent to HK\$11,175,000) and other receivables of HK\$20,800,000 (2018: nil) being credit impaired since the management of the Group considered these balances are unlikely to be recoverable or partially recoverable.

The credit risks on bank balances are limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

41. 金融工具(續)

金融風險管理目標及政策(續)

信貸風險及減值評估(續)

於截至2019年及2018年12月31日止年度，貿易及其他應收款項及應收貸款的信貸虧損撥備變動如下：

於2019年12月31日，本集團總額為158,408港元(2018年：1,027,393港元)的貿易應收款項、人民幣10,000,000元(相當於11,602,822港元)(2018年：人民幣10,000,000元(相當於11,175,000港元))的應收貸款及20,800,000港元(2018年：無)的其他應收款項出現信貸減值，原因是本集團管理層認為不大可能收回或部分收回該等結餘。

由於交易對方均為獲國際信貸評級機構授予高信貸評級的銀行，故銀行結餘的信貸風險有限。

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For the year ended 31 December 2019 截至2019年12月31日止年度

41. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with any leading covenants and to ensure that it maintains sufficient amount of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The table includes both interest and principal cash flows. The table has been drawn up based on the earliest date at which the Group can be required to pay. For the year ended 31 December 2018, it has not taken into account of the extension of the maturity of the other borrowing agreed with the lender on 22 March 2019. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

41. 金融工具(續)

金融風險管理目標及政策(續)

流動資金風險

本集團的政策為定期監察現時及預期流動資金需求以及符合任何貸款契諾，以確保其維持充足現金，以及來自主要金融機構的充足承諾額度以滿足其短期及較長期流動資金需要。

下表包括利息及主要現金流量，乃根據本集團可能被要求付款的最早日期制定。截至2018年12月31日止年度，並未考慮於2019年3月22日與貸款人商定的延長其他借款到期日。倘利息流為浮息，則按報告期末的利率曲線所得未貼現金額。

		Weighted average effective rate 加權平均 實際利率 %	Within 1 year or on demand 1年內 或按要求 HK\$ 港元	More than 1 year but within 5 years 超過1年 但少於5年 HK\$ 港元	Total undiscounted cash flows 未貼現 現金流量總額 HK\$ 港元	Total carrying amount 賬面總值 HK\$ 港元
2019	2019年					
Non-derivative financial liabilities	非衍生金融負債					
Trade and payables	貿易及應付款項	-	1,309,299	16,438	1,325,737	1,325,737
Other borrowings	其他借款	12	10,600,000	-	10,600,000	10,000,000
Loan from a shareholder	股東貸款	2	-	10,233,562	10,233,562	10,000,000
Total	合計		11,909,299	10,250,000	22,159,299	21,325,737

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For the year ended 31 December 2019 截至2019年12月31日止年度

41. FINANCIAL INSTRUMENTS (Continued)

41. 金融工具(續)

Financial risk management objectives and policies (Continued)

金融風險管理目標及政策(續)

Liquidity risk (Continued)

流動資金風險(續)

		Weighted average effective rate 加權平均 實際利率 %	Within 1 year or on demand 1年內 或按要 求 HK\$ 港元	Total undiscounted cash flows 未貼現 現金流量總額 HK\$ 港元	Total carrying amount 賬面總值 HK\$ 港元
2018	2018年				
Non-derivative financial liabilities	非衍生金融負債				
Trade payables and other payables	貿易應付款項及其他應付款項	-	3,302,090	3,302,090	3,302,090
Other borrowing	其他借款	12	10,500,000	10,500,000	10,000,000
Amounts due to non-controlling shareholder of a subsidiary	應付一間附屬公司非控股股東款項	-	113,953	113,953	113,953
Bank overdrafts	銀行透支	6	2,894,173	2,894,173	2,894,173
Total	合計		16,810,216	16,810,216	16,310,216

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For the year ended 31 December 2019 截至2019年12月31日止年度

41. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements of financial instruments

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13 Fair Value Measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date;
- Level 2 valuations: fair value measured using Level 2 inputs i.e. Observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available; and
- Level 3 valuations: fair value measured using significant unobservable inputs.

41. 金融工具(續)

金融工具公平值計量

按經常性基準以公平值計量的本集團金融資產及負債的公平值

公平值層級

下表呈列乃根據香港財務報告準則第13號公平值計量所定義之三個公平值層級於報告期末，定期按公平值計算本集團之金融工具。根據估值法所採用參數之可觀察性及對估值之重要性作以下公平值計算層級釐定：

- 第一級估值：僅使用第一級參數(即於計算日期，相同資產或負債在活躍市場之未經調整報價)計算之公平值；
- 第二級估值：使用第二級參數(即不符合第一級之可觀察參數，且並未運用重大不可觀察參數，不可觀察參數即無法獲得市場數據之參數)計算之公平值；及
- 第三級估值：採用重大不可觀察參數計算之公平值。

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41. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements of financial instruments (Continued)

**Fair value of the Group's financial assets and liabilities
that are measured at fair value on a recurring basis
(Continued)**

Fair value hierarchy (Continued)

41. 金融工具(續)

金融工具公平值計量(續)

按經常性基準以公平值計量的本集團金融
資產及負債的公平值(續)

公平值層級(續)

		Fair value measurements categorised into 分類為以下層級的公平值計量							
		Level 1 第一級		Level 2 第二級		Level 3 第三級		Total 合計	
		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元	2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元	2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元	2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Financial assets	金融資產								
Financial assets at FVTPL	按公平值計入損益的 金融資產								
- listed equity securities	- 上市股本證券	-	1,062,000	-	-	-	-	-	1,062,000
Equity instrument at FVTOCI	按公平值計入其他全面 收益的股本工具								
- unlisted securities	- 非上市證券	-	-	-	1,423,467	-	-	-	1,423,467

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41. FINANCIAL INSTRUMENTS (Continued)

41. 金融工具(續)

Fair value measurements of financial instruments (Continued)

金融工具公平值計量(續)

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis (Continued)

按經常性基準以公平值計量的本集團金融資產及負債的公平值(續)

Fair value hierarchy (Continued)

公平值層級(續)

Financial assets	Fair value at 31 December 2019 於2019年 12月31日公平值 HK\$ 港元	Fair value at 31 December 2018 於2018年 12月31日公平值 HK\$ 港元	Fair value hierarchy	Valuation techniques and key inputs
金融資產			公平值層級	估值方法及主要輸入數據
Financial assets at FVTPL - listed equity securities in Hong Kong 按公平值計入損益的金融資產 - 香港上市股本證券	-	1,062,000	Level 1 第一級	Quoted bid prices in active markets 於活躍市場中所報之出價
Equity instrument at FVTOCI - unlisted securities 按公平值計入其他全面收益的股本工具 - 非上市證券	-	1,423,467	Level 2 第二級	Recent market an equity financing transaction of SNC with an independent third party SNC與獨立第三方進行的 近期股權融資交易市場

During the year ended 31 December 2019, there were no transfers between Level 1 and 2.

截至2019年12月31日止年度，第一級與第二級之間並無轉移。

Fair value of the Group's financial assets and liabilities that are not measured at fair value on a recurring basis

按經常性基準並非以公平值計量的本集團金融資產及負債的公平值

The carrying amounts of the Group's financial instruments carried at cost or amortised cost were not materially different from their fair values at 31 December 2019 and 31 December 2018.

於2019年12月31日及2018年12月31日本集團以成本或攤銷成本列賬的金融工具賬面值與其公平值並無重大差異。

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42. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

42. 自融資活動產生的負債對賬

下表載列本集團自融資活動產生的負債詳情，均包括現金及非現金之變動。自融資活動產生的負債乃其現金流量或未來現金流量，並分類為或將分類為本集團綜合現金流量表項下自融資活動的現金流量。

		Interest payable	Obligation under finance lease	Other borrowings	Loan from a shareholder	Lease liabilities	Total
		應付利息	租賃承擔	其他借款	股東貸款	租賃負債	合計
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元
At 1 January 2018	於2018年1月1日	-	-	-	-	-	-
Acquisition of a subsidiary	收購附屬公司	-	244,381	-	-	-	244,381
Interest expense	利息開支	120,930	-	-	-	-	120,930
Financing cash flows	融資現金流量	(20,930)	(244,381)	10,000,000	-	-	9,734,689
At 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	100,000	-	10,000,000	-	-	10,100,000
Recognition of lease liabilities	確認租賃負債	-	-	-	-	4,181,278	4,181,278
Disposal of a subsidiary	出售附屬公司	-	-	-	-	(2,783,829)	(2,783,829)
Interest expense	利息開支	1,408,655	-	-	-	132,776	1,541,431
Financing cash flows	融資現金流量	(1,492,217)	-	-	10,000,000	(1,530,225)	6,977,558
At 31 December 2019	於2019年12月31日	16,438	-	10,000,000	10,000,000	-	20,016,438

43. MATERIAL RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the consolidated financial statements, the Group had the following material transactions with related parties during the year:

The key management personnel of the Group are the directors of the Company. Details of their emoluments are disclosed in note 13.

43. 重大關聯方交易

除綜合財務報表所披露者外，本集團於年內有以下重大關聯方交易：

本集團主要管理層人員為本公司董事。彼等的酬金詳情於附註13披露。

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43. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

Mr. Lui, an ultimate shareholder and a director of the Company, has granted an unsecured loan facility of up to HK\$40,000,000 during the available period which will expire on 31 December 2021. The Facility bears an interest of 2% per annum.

During the year ended 31 December 2019, an aggregate amount of HK\$10,000,000 of the Facility has been drawn down by the Company which has been utilised to repay the outstanding loans due and owing to independent third parties of the Group.

43. 重大關聯方交易(續)

本公司最終股東及董事呂先生已於2021年12月31日將屆滿的可用期內授出最多40,000,000港元的無抵押貸款融資。該融資按年利率2%計息。

截至2019年12月31日止年度，本公司已提取該融資內合共10,000,000港元，用作償還應付及結欠本集團獨立第三方的未償還貸款。

44. PARTICULAR OF PRINCIPAL SUBSIDIARIES

General information of subsidiaries

Details of the Company's principal subsidiaries at the end of the reporting period are set out as follows:

44. 主要附屬公司詳情

附屬公司的一般資料

於報告期末的本公司主要附屬公司詳情載列如下：

Name of subsidiary	Country/place of incorporation or operation	Class of shares held/ registered capital	Proportion of ownership interest and voting power held by the Company		Issued and fully paid share capital/ registered capital	Principal activities
附屬公司名稱	註冊成立或營業國家/地點	所持股份/註冊資本類別	2019 2019年 %	2018 2018年 %	已發行及繳足股本/註冊資本	主要業務
Allied Power Management Limited	Hong Kong	Ordinary	-	100	HK\$1	Provision of management service
合力匯賢有限公司	香港	普通股			1港元	提供管理服務
Grand Oceans (HK) Limited	Hong Kong	Ordinary	100	100	HK\$1	Provision of management service
弘海(香港)有限公司	香港	普通股			1港元	提供管理服務
Ocean Media (Hong Kong) Limited	Hong Kong	Ordinary	100	100	HK\$100	Sales of magazines and provision of magazines advertising service
海洋雜誌出版有限公司	香港	普通股			100港元	銷售雜誌及提供雜誌廣告服務

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For the year ended 31 December 2019 截至2019年12月31日止年度

44. PARTICULAR OF PRINCIPAL SUBSIDIARIES (Continued)

44. 主要附屬公司詳情(續)

General information of subsidiaries (Continued)

附屬公司的一般資料(續)

Name of subsidiary	Country/place of incorporation or operation	Class of shares held/ registered capital	Proportion of ownership interest and voting power held by the Company		Issued and fully paid share capital/ registered capital	Principal activities
附屬公司名稱	註冊成立或營業國家/地點	所持股份/註冊資本類別	本公司持有的擁有權及投票權比例		已發行及繳足股本/註冊資本	主要業務
			2019	2018		
			2019年	2018年		
			%	%		
Guangzhou Qihui Marketing and Planning Company Limited 廣州啟匯營銷策劃有限公司	PRC 中國	Ordinary 普通股	-	51	RMB200,000/ RMB5,000,000 人民幣200,000元/ 人民幣5,000,000元	Provision of mobile application development service 提供流動應用程式開發服務
TBC 獨比策劃	Hong Kong 香港	Ordinary 普通股	67	67	HK\$10,000 10,000港元	Provision of exhibition and trade show service 提供展覽及貿易展覽服務
Tiance Cultural Communication Limited 天策文化傳播有限公司	Macau 澳門	Ordinary 普通股	99	-	MOP100,000 100,000澳門幣	Sales and distribution of publications and sales of print and online advertising space 銷售及發行刊物，並銷售印刷及線上廣告位置

None of the subsidiaries had issued any debt securities at the end of the year.

於本年底末概無附屬公司已發行任何債務證券。

The above table lists the subsidiaries of the Company, which in the opinion of the directors of the Company, principally affected the results or assets of the Group. To give details of other subsidiaries would in the opinion of the directors result in particulars of excessive length.

上表載列本公司附屬公司，本公司董事認為，主要影響本集團業績或資產。董事認為，提供其他附屬公司的詳情將導致詳情過於冗長。

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44. PARTICULAR OF PRINCIPAL SUBSIDIARIES (Continued)

44. 主要附屬公司詳情(續)

Details of a non-wholly owned subsidiary that has material non-controlling interest

擁有重大非控股權益的非全資附屬公司的詳情

The table below shows details of a non-wholly-owned subsidiary of the Group that has material non-controlling interest:

下表列示擁有重大非控股權益的本集團非全資附屬公司的詳情：

Name of subsidiary 附屬公司名稱	Place of incorporation and place of business 註冊成立地點及營業地點	Proportion of ownership interest and voting power held by the Company 2019 and 2018 2019年及2018年 本公司持有的 擁有權及 投票權比例	Profit allocated to non-controlling interest 分配至非控股權益的溢利		Accumulated non-controlling interest 累計非控股權益	
			2019 2019年	2018 2018年	2019 2019年	2018 2018年
TBC 獨比策劃	Hong Kong 香港	67%	(603,699)	149,816	323,998	927,697

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

44. PARTICULAR OF PRINCIPAL SUBSIDIARIES (Continued)

Details of a non-wholly owned subsidiary that has material non-controlling interest (Continued)

Summarised financial information in respect of the Group's subsidiary that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

TBC

		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
Current assets	流動資產	3,713,734	6,312,372
Non-current assets	非流動資產	370,309	393,333
Current liabilities	流動負債	(3,102,231)	(3,894,502)
Non-current liabilities	非流動負債	-	-
Equity attributable to owners of the Company	本公司擁有人應佔權益	657,814	1,883,506
Non-controlling interests of TBC	獨比策劃的非控股權益	323,998	927,697
Revenue	收益	13,106,568	13,474,719
Expenses	開支	(14,935,959)	(13,020,730)
(Loss)/profit and total comprehensive income	(虧損)/溢利及全面收益總額	(1,829,391)	453,989

44. 主要附屬公司詳情(續)

擁有重大非控股權益的非全資附屬公司的詳情(續)

有關本集團擁有重大非控股權益的附屬公司的財務資料概要載於下文。以下財務資料概要指集團內成員公司撇銷前的金額。

獨比策劃

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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44. PARTICULAR OF PRINCIPAL SUBSIDIARIES (Continued)

44. 主要附屬公司詳情(續)

Details of a non-wholly owned subsidiary that has material non-controlling interest (Continued)

擁有重大非控股權益的非全資附屬公司的詳情(續)

TBC (Continued)

獨比策劃(續)

		2019	2018
		2019年	2018年
		HK\$	HK\$
		港元	港元
(Loss)/profit attributable to owners of the Company	本公司擁有人應佔(虧損)/溢利	(1,225,692)	304,173
(Loss)/profit attributable to the non-controlling interest	非控股權益應佔(虧損)/溢利	(603,699)	149,816
(Loss)/profit and total comprehensive income for the year	年內(虧損)/溢利及全面收益總額	(1,829,391)	453,989
Net cash inflow from operating activities	經營活動所得現金流入淨額	3,401,129	195,594
Net cash (outflow)/inflow from investing activities	投資活動所得現金(流出)/流入淨額	(77,070)	127,604
Net cash outflow from financing activities	融資活動所得現金流出淨額	(122,226)	(3,144,381)
Net cash outflow	現金流出淨額	3,201,833	(2,821,183)

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

45. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY

45. 本公司財務狀況表及儲備變動

(a) Statement of financial position of the Company

(a) 本公司財務狀況表

		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
ASSETS	資產		
Non-current assets	非流動資產		
Office equipment	辦公室設備	133,637	224,526
Interests in subsidiaries	於附屬公司的投資	104,977	104,977
Equity instruments at fair value through other comprehensive income	按公平值計入其他全面收益的股本工具	-	1,423,467
Deposit paid for acquisition of a business	收購業務的已付按金	-	16,600,000
		238,614	18,352,970
Current assets	流動資產		
Amounts due from subsidiaries	應收附屬公司款項	1,104,437	10,547,690
Loan receivable	應收貸款	-	5,000,000
Prepayment and other receivables	預付款項及其他應收款項	125,691	497,476
Cash and cash equivalents	現金及現金等價物	1,633	8,623,240
		1,231,761	24,668,406
Total assets	資產總值	1,470,375	43,021,376
EQUITY	權益		
Capital and reserves attributable to owners of the Company	本公司擁有人應佔資本及儲備		
Share capital	股本	8,640,000	8,640,000
Reserves	儲備	(30,997,055)	14,022,184
Total equity	權益總額	(22,357,055)	22,662,184

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

45. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY (Continued)

45. 本公司財務狀況表及儲備變動(續)

(a) Statement of financial position of the Company (Continued)

(a) 本公司財務狀況表(續)

		2019 2019年 HK\$ 港元	2018 2018年 HK\$ 港元
LIABILITIES	負債		
Current liabilities	流動負債		
Amount due to subsidiaries	應付附屬公司款項	8,950,067	7,384,392
Accruals and other payables	應計費用及其他應付款項	4,877,363	2,974,800
Other borrowings	其他借款	10,000,000	10,000,000
		23,827,430	20,359,192
Total liabilities	負債總值	23,827,430	20,359,192
Total equity and liabilities	權益及負債總額	1,470,375	43,021,376
Net current (liabilities)/assets	流動(負債)/資產淨值	(22,595,669)	4,309,214
Total assets less current liabilities	資產總值減流動負債	(22,357,055)	22,662,184

Signed on behalf of the board of directors by:

由以下人士代表董事會簽署：

Hung Yuen Kin

熊遠健

Director

董事

Li Ka Yee Daphne

李嘉儀

Director

董事

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

45. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY (Continued)

45. 本公司財務狀況表及儲備變動(續)

(b) Reserve of the Company

(b) 本公司儲備

		Share premium	Share options reserve	FVTOCI reserve	Accumulated losses	Total
		股份溢價	購股權儲備	按公平值計入其他全面收益儲備	累計虧損	合計
		HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元
At 1 January 2018	於2018年1月1日	94,330,810	-	-	(44,525,553)	49,805,257
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	-	-	-	(39,745,385)	(39,745,385)
Recognition of equity settled share-based payment	確認股本結算股份付款	-	3,962,312	-	-	3,962,312
At 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	94,330,810	3,962,312	-	(84,270,938)	14,022,184
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	-	-	-	(44,254,808)	(44,254,808)
Fair value loss on equity instrument at FVTOCI	按公平值計入其他全面收益的股本工具公平值虧損	-	-	(1,423,467)	-	(1,423,467)
Recognition of equity-settled share-based payment	確認股本結算股份付款	-	659,036	-	-	659,036
Cancellation of share options	註銷購股權	-	(4,621,348)	-	4,621,348	-
At 31 December 2019	於2019年12月31日	94,330,810	-	(1,423,467)	(123,904,398)	(30,997,055)

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

46. EVENTS AFTER REPORTING PERIOD

The coronavirus outbreak since early 2020 has brought additional uncertainties in the global macroeconomic situation. The Group expects the event may potentially affect the Group's business performance in the first half year of 2020. The degree of impact could not be reasonably estimated at this stage. The Group will closely monitor the development of the epidemic and assess its impact on the financial position and operating results of the Group.

47. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to present the results of Qihui Group as discontinued operation, as set out in note 12 to the consolidated financial statements.

The Group has initially applied HKFRS 16 at 1 January 2019. Under the transition methods, comparative information is not restated. Further details of the changes in accounting policies are disclosed in note 2 to the consolidated financial statements.

48. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 30 March 2020.

46. 報告期後的事件

2020年初爆發的新冠狀病毒為全球宏觀經濟環境增添額外不明朗因素。本集團預期該事件可能對本集團於2020年上半年的業績造成潛在影響，惟現階段無法合理估計受影響程度。本集團將密切關注疫情發展，從而評估其對本集團財政狀況及營運業績造成的影響。

47. 比較數字

若干比較數字已予重新分類，以呈列啟匯集團業績為終止經營業務，如綜合財務報表附註12所載。

本集團已於2019年1月1日初始應用香港財務報告準則第16號。根據過渡方法，比較資料並無重列。會計政策變動的進一步詳情於綜合財務報表附註2披露。

48. 批准綜合財務報表

綜合財務報表於2020年3月30日獲董事會批准及授權刊發。

FIVE YEAR FINANCIAL SUMMARY

五年財務概要

RESULTS

業績

In HK\$	以港元列示	2019 2019年	Year ended 31 December 截至12月31日止年度			
			2018 2018年	2017 2017年	2016 2016年 (Restated) (經重列)	2015 2015年
Revenue	收益	20,604,683	14,785,259	29,733,580	35,558,942	20,824,027
Loss before tax	除稅前虧損	(39,592,835)	(34,369,848)	(22,677,036)	(24,529,755)	(3,650,971)
Total comprehensive expenses for the year	年內全面開支總額	(41,080,749)	(38,371,106)	(17,368,199)	(27,403,636)	(5,761,648)

SUMMARY OF ASSETS AND LIABILITIES

資產及負債概要

In HK\$	以港元列示	2019 2019年	Year ended 31 December 截至12月31日止年度			
			2018 2018年	2017 2017年	2016 2016年 (Restated) (經重列)	2015 2015年
Total assets	資產總值	16,555,810	46,094,822	64,891,518	130,572,187	70,485,084
Total liabilities	負債總額	28,454,235	21,252,108	6,435,878	55,766,280	6,481,881
Net (liabilities)/assets	(負債)/資產淨值	(11,898,425)	24,842,714	58,455,640	74,805,907	64,003,203

WINTO GROUP (HOLDINGS) LIMITED
惠陶集團(控股)有限公司