

2020

ANNUAL REPORT

年報



環球數碼

Global Digital Creations Holdings Limited

環球數碼創意控股有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號: 8271)

**For identification purpose only 僅供識別*

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GDC'S VISION, MISSION, STRATEGIC POSITIONING AND SENSE OF VALUE

環球數碼的願景、使命、戰略定位和價值觀



VISION 願景

Each city deserves a distinct cultural name card.
讓每座城市擁有一張獨特的文化名片！

MISSION 使命

Present Chinese legends with digital media technology.
釋放數字視覺科技潛力，
呈現精彩中國故事！



SENSE OF VALUE 價值觀

Safeguard our kindness, be self-motivated, embrace changes, and achieve win-win outcomes.
善意值守 | 精細運營
擁抱變化 | 合作共贏



STRATEGIC POSITIONING 戰略定位

China leading digital and visual integration conglomerate.
中國領先的數字視覺綜合運營集團。

RISING OF THE LOCAL CULTURE
地方文化興起

Investment and operation
投資運營

Production and distribution
製作發行

RISING OF URBAN INDUSTRY
城市產業崛起

New cultural space
文化新空間

CG Creation and Production
動漫影視

Culture and technology are integrated for empowerment
文化與科技融合賦能

Co-construction of local IP+ Virtual idol
地方IP共建+虛擬偶像

CG Creation and Production
動漫影視

Digital museum and education
數字文博與教育

Anime theme parks
動漫主題園區

Sci-fi theme parks
科幻主題園區

Cultural industry parks
文化產業園區

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Ms. Cheng Xiaoyu (*Chairman*)
Mr. Wang Hongpeng (*Managing Director*)
Mr. Xu Liang
Mr. Xiao Yong

Non-executive Director

Mr. Chen Zheng (*Deputy Chairman*)

Independent Non-executive Directors

Prof. Japhet Sebastian Law
Mr. Lam Yiu Kin
Mr. Zheng Xiaodong
Mr. Kwong Che Keung, Gordon
(*retired on 22 May 2020*)

EXECUTIVE COMMITTEE

Ms. Cheng Xiaoyu (*Chairman*)
Mr. Wang Hongpeng
Mr. Xu Liang
Mr. Xiao Yong

AUDIT COMMITTEE

Mr. Lam Yiu Kin (*Chairman*)
(*appointed as Chairman on 22 May 2020*)
Prof. Japhet Sebastian Law
Mr. Zheng Xiaodong
(*appointed on 22 May 2020*)
Mr. Kwong Che Keung, Gordon (*Chairman*)
(*retired on 22 May 2020*)

NOMINATION COMMITTEE

Ms. Cheng Xiaoyu (*Chairman*)
Mr. Xu Liang
Prof. Japhet Sebastian Law
Mr. Lam Yiu Kin
Mr. Zheng Xiaodong
(*appointed on 22 May 2020*)
Mr. Kwong Che Keung, Gordon
(*retired on 22 May 2020*)

REMUNERATION COMMITTEE

Prof. Japhet Sebastian Law (*Chairman*)
Ms. Cheng Xiaoyu (*Vice Chairman*)
Mr. Xu Liang
Mr. Lam Yiu Kin
Mr. Zheng Xiaodong
(*appointed on 22 May 2020*)
Mr. Kwong Che Keung, Gordon
(*retired on 22 May 2020*)

董事會

執行董事

程曉宇女士 (*主席*)
王宏鵬先生 (*董事總經理*)
徐量先生
肖勇先生

非執行董事

陳征先生 (*副主席*)

獨立非執行董事

羅文鈺教授
林耀堅先生
鄭曉東先生
鄺志強先生
(*於二零二零年五月二十二日退任*)

執行委員會

程曉宇女士 (*主席*)
王宏鵬先生
徐量先生
肖勇先生

審核委員會

林耀堅先生 (*主席*)
(*於二零二零年五月二十二日*
獲委任為主席)
羅文鈺教授
鄭曉東先生 (*於二零二零年*
五月二十二日獲委任)
鄺志強先生 (*主席*)
(*於二零二零年五月二十二日退任*)

提名委員會

程曉宇女士 (*主席*)
徐量先生
羅文鈺教授
林耀堅先生
鄭曉東先生
(*於二零二零年五月二十二日獲委任*)
鄺志強先生
(*於二零二零年五月二十二日退任*)

薪酬委員會

羅文鈺教授 (*主席*)
程曉宇女士 (*副主席*)
徐量先生
林耀堅先生
鄭曉東先生
(*於二零二零年五月二十二日獲委任*)
鄺志強先生
(*於二零二零年五月二十二日退任*)

CORPORATE INFORMATION

公司資料

AUTHORISED REPRESENTATIVES

Ms. Cheng Xiaoyu
Mr. Shang Yuxiong (*appointed on 26 March 2021*)
Ms. Kam Man Yi, Margaret (*resigned on 20 February 2021*)

COMPLIANCE OFFICER

Ms. Cheng Xiaoyu

COMPANY SECRETARY

Mr. Shang Yuxiong (*appointed on 26 March 2021*)
Ms. Kam Man Yi, Margaret (*resigned on 20 February 2021*)

AUDITOR

PricewaterhouseCoopers
*Certified Public Accountants and
Registered PIE Auditor*

BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Corporate Services
(Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Standard Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 2112, 21/F, K. Wah Centre
191 Java Road
North Point
Hong Kong

STOCK CODE

8271

WEBSITE

www.gdc-world.com

授權代表

程晓宇女士
商宇雄先生 (於二零二一年三月二十六日獲委任)
甘敏儀小姐 (於二零二一年二月二十日辭任)

監察主任

程晓宇女士

公司秘書

商宇雄先生 (於二零二一年三月二十六日獲委任)
甘敏儀小姐 (於二零二一年二月二十日辭任)

核數師

羅兵咸永道會計師事務所
執業會計師及
註冊公眾利益實體核數師

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Conyers Corporate Services
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Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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香港
皇后大道東183號
合和中心54樓

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

總辦事處及香港主要營業地點

香港
北角
渣華道191號
嘉華國際中心21樓2112室

股份代號

8271

網址

www.gdc-world.com

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷

EXECUTIVE DIRECTORS

Ms. Cheng Xiaoyu, aged 54. Ms. Cheng was appointed as an Executive Director and the Vice President of the Company and a member of the executive committee (the "Executive Committee") of the Company in December 2014. In July 2018, Ms. Cheng was appointed as the Chairman of the board of Directors (the "Board") and the Executive Committee, the Chairman and a member of the nomination committee (the "Nomination Committee") and the Vice Chairman and a member of the remuneration committee (the "Remuneration Committee") of the Company. Ms. Cheng was appointed as the Managing Director of the Company in December 2018. In December 2019, she resigned as Managing Director of the Company but remained as the Chairman of each of the Board, the Executive Committee and the Nomination Committee and the Vice Chairman of the Remuneration Committee. Ms. Cheng graduated from The Graduate School of Xi'an Jiaotong University in 1988 and majored in linguistics and applied linguistics and holds a bachelor of arts. Ms. Cheng joined Shougang Group Co., Ltd. ("Shougang Group"), the ultimate holding company of Shougang Holding (Hong Kong) Limited ("Shougang Holding"), in August 1988 as an official translator. She currently serves as the deputy general manager of Shougang Holding and a director of Beijing Dongzhimen International Apartment Co., Ltd.. Shougang Group and Shougang Holding are the substantial shareholders of the Company within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (the "SFO"). She was the secretary to the board of directors and an assistant general manager of Shougang Holding. She was also an assistant to the managing director of Shoucheng Holdings Limited (formerly known as "Shougang Concord International Enterprises Company Limited") ("Shoucheng Holdings"), a director of Shougang Concord Century Holdings Limited ("Shougang Century"), and an executive director and a deputy managing director of Shougang Concord Grand (Group) Limited ("Shougang Grand"), all of which are companies listed on the Stock Exchange.

執行董事

程晓宇女士，現年五十四歲。程女士於二零一四年十二月獲委任為本公司之執行董事兼副總裁及本公司執行委員會（「執行委員會」）之成員。於二零一八年七月，程女士獲委任為本公司董事會（「董事會」）及執行委員會之主席、提名委員會（「提名委員會」）之主席及成員以及薪酬委員會（「薪酬委員會」）之副主席及成員。程女士於二零一八年十二月獲委任為本公司之董事總經理。彼於二零一九年十二月辭任為本公司之董事總經理，惟仍擔任董事會、執行委員會及提名委員會之主席，以及薪酬委員會之副主席。程女士於一九八八年畢業於西安交通大學研究生院，主修語言學及應用語言學及持有文學士學位。程女士於一九八八年八月加入首鋼集團有限公司（「首鋼集團」）（為首鋼控股（香港）有限公司（「首鋼控股」）之最終控股公司）擔任公司翻譯。彼現時為首鋼控股之副總經理及北京東直門國際公寓有限公司之董事。首鋼集團及首鋼控股均為本公司之主要股東（根據香港法例第571章《證券及期貨條例》（「證券及期貨條例」）第XV部賦予之涵義）。彼曾於首鋼控股分別擔任為董事會秘書及助理總經理。彼亦曾擔任首程控股有限公司（前名為「首長國際企業有限公司」）（「首程控股」）之董事總經理助理、首長寶佳集團有限公司（「首長寶佳」）之董事及首長四方（集團）有限公司（「首長四方」）之執行董事及副董事總經理，該等公司均於聯交所上市。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷

EXECUTIVE DIRECTORS (Continued)

Mr. Wang Hongpeng, aged 47, graduated from Nankai University in Tianjin in 1996 majoring in business English and obtained a degree of executive master of business administration from Shanghai Advanced Institute of Finance of Shanghai Jiao Tong University in 2017. Mr. Wang was appointed as an Executive Director, the Managing Director and a member of the Executive Committee of the Company in December 2019. He is currently an executive director and an executive member of the Regional Development and Service Group of Beijing Shougang Fund Co., Ltd., which is a wholly-owned subsidiary of Shougang Group. Shougang Group is a substantial shareholder of the Company within the meaning of Part XV of the SFO. Mr. Wang served as the minister of Foreign Liaison Department of Well-off Promotion Committee of State Commission for Economic Restructuring in Beijing* (北京國家經濟體制改革委員會小康促進委員會), a media supervisor of the Beijing branch of Saatchi & Saatchi Great Wall Advertising Co., Ltd.* (盛世長城國際廣告有限公司北京分公司) and the managing director of Ogilvy Century (Beijing) Advertising Co., Ltd.* (奧美世紀(北京)廣告有限公司), possessing extensive experience in fields including internet media and customer relationship management and marketing.

Mr. Xu Liang, aged 55, is a senior accountant, graduated from Fudan University and obtained a bachelor's degree in statistics and a master's degree in business administration from Tsinghua University. Mr. Xu was appointed as an Executive Director and the Chairman of the Board, the Chairman of each of the Executive Committee and the Nomination Committee and the Vice Chairman of the Remuneration Committee of the Company in June 2017. Mr. Xu ceased to be the Chairman of the Board, the Executive Committee and the Nomination Committee and the Vice Chairman of the Remuneration Committee and remained as an Executive Director and a member of each of the Executive Committee, the Nomination Committee and the Remuneration Committee in July 2018. Mr. Xu joined Shougang Group in 1988 and held various senior positions. He is the managing director of Shougang Holding, the chairman and managing director of Shougang Grand and an executive director of Shoucheng Holdings. Both Shougang Grand and Shoucheng Holdings are listed on the Stock Exchange. Shougang Group and Shougang Holding are substantial shareholders of the Company within the meaning of Part XV of the SFO. Mr. Xu has extensive experience in management.

執行董事 (續)

王宏鵬先生，現年四十七歲，於一九九六年畢業於天津市南開大學分校商務英語專業及於二零一七年獲得上海交通大學上海高級金融學院高級管理人員工商管理碩士學位。王先生於二零一九年十二月獲委任為本公司之執行董事、董事總經理及執行委員會成員。彼現時為北京首鋼基金有限公司(為首鋼集團的全資附屬公司)之執行董事及區域發展與服務事業群執行委員。首鋼集團為本公司之主要股東(根據證券及期貨條例第XV部賦予之涵義)。王先生曾任北京國家經濟體制改革委員會小康促進委員會對外聯絡部部長、盛世長城國際廣告有限公司北京分公司媒介監理及奧美世紀(北京)廣告有限公司董事總經理，於互聯網媒體和客戶關係管理行銷等領域擁有豐富經驗。

徐量先生，現年五十五歲，為高級會計師，畢業於復旦大學並獲得數理統計學士學位，其後獲得清華大學工商管理碩士學位。徐先生於二零一七年六月獲委任為本公司之執行董事兼董事會主席、執行委員會及提名委員會之主席以及薪酬委員會之副主席。於二零一八年七月，徐先生不再擔任董事會、執行委員會及提名委員會之主席以及薪酬委員會之副主席的職務，並繼續留任為執行董事及執行委員會、提名委員會及薪酬委員會之成員。徐先生於一九八八年加入首鋼集團並曾擔任多個高級職位。彼現為首鋼控股之董事總經理、首長四方之主席及董事總經理以及首程控股之執行董事。首長四方及首程控股均於聯交所上市。首鋼集團及首鋼控股為本公司之主要股東(根據證券及期貨條例第XV部賦予之涵義)。徐先生於管理方面具有豐富經驗。

* For identification purpose only

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷

EXECUTIVE DIRECTORS (Continued)

Mr. Xiao Yong, aged 43, graduated from the College of Economics of Hubei University with post-secondary qualification in business administration in July 1999. Mr. Xiao was appointed as an Executive Director and a member of the Executive Committee of the Company in June 2019. After completing the Three-dimensional (“3D”) Video and Animation Training Course jointly organized by Shenzhen University and Institute of Digital Media Technology (Shenzhen) Limited* (環球數碼媒體科技研究(深圳)有限公司) (“Shenzhen IDMT”), an indirect wholly-owned subsidiary of the Company, in August 2001, he served as one of the first group of character animators in Shenzhen IDMT. Since then, he served various positions in animation production department in Shenzhen IDMT and accumulated 19-year of experience in related fields of animation industry. Mr. Xiao serves as a director and the general manager of Shenzhen IDMT since March 2013. He is also a standing member of the Cartoon Artists Committee of China Television Artists Association.

NON-EXECUTIVE DIRECTOR

Mr. Chen Zheng, aged 61, is an engineer and senior economist. He holds a bachelor’s degree in chemical engineering and a master’s degree in business administration. Mr. Chen was appointed as an Executive Director and the Chief Executive Officer of the Company in February 2005. He was re-designated as the Deputy Chairman of the Board and a Non-executive Director in December 2018. He also serves as an independent non-executive director of Jiu Rong Holdings Limited, which is listed on the Stock Exchange. Mr. Chen was the managing director of operations of Shougang Grand. He has extensive experience in investing business and corporate management.

執行董事 (續)

肖勇先生，現年四十三歲，於一九九九年七月畢業於湖北大學經濟學院並獲得工商管理大專學歷。肖先生於二零一九年六月獲委任為本公司執行董事及執行委員會成員。彼於二零零一年八月在深圳大學與本公司之間接全資附屬公司環球數碼媒體科技研究(深圳)有限公司(「深圳環球數碼」)聯合舉辦的三維影視動畫培訓班畢業後，成為首批角色動畫師入職深圳環球數碼。此後，彼在深圳環球數碼的動畫製作部門先後擔任多個職務，並在動畫產業相關方面累積十九年的經驗。肖先生自二零一三年三月起擔任深圳環球數碼之董事及總經理。彼亦為中國電視藝術家協會卡通藝術委員會常務委員。

非執行董事

陳征先生，現年六十一歲，為工程師及高級經濟師。彼持有化學學士學位及工商管理碩士學位。陳先生於二零零五年二月獲委任為本公司之執行董事及行政總裁。彼於二零一八年十二月調任為董事會副主席兼非執行董事。彼亦擔任於聯交所上市的久融控股有限公司之獨立非執行董事。陳先生曾擔任首長四方之營運董事總經理。彼於投資業務及企業管理方面具有豐富經驗。

* For identification purpose only

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Prof. Japhet Sebastian Law, aged 69. Prof. Law was appointed as an Independent Non-executive Director of the Company in September 2008. He is also the Chairman of the Remuneration Committee and a member of each of the audit committee (the "Audit Committee") and Nomination Committee. Prof. Law graduated from the University of Texas at Austin with a doctor of philosophy degree in mechanical/industrial engineering in 1976. He joined The Chinese University of Hong Kong in 1986 and retired in August 2012. Before retirement, he was a professor in the Department of Decision Sciences and Managerial Economics. He was the associate dean and subsequently the dean of the Faculty of Business Administration of The Chinese University of Hong Kong from 1993 until 2002. Prior to returning to Hong Kong, Prof. Law was a director of Operations Research at the Cullen College of Engineering and a director of Graduate Studies in Industrial Engineering at the University of Houston and was also involved with the U.S. Space Program in his career with McDonnell Douglas and Ford Aerospace in the United States. He acts as a consultant for various corporations in Hong Kong and overseas. Prof. Law is active in public services and served as a member of the Provisional Regional Council of the Hong Kong SAR Government and various other committees. He is active on the boards of profit, non-profit and charitable organisations in Hong Kong and overseas. From July 2003 to February 2006, Prof. Law had also acted as an Independent Non-executive Director of the Company. He currently serves as an independent non-executive director of Tianjin Port Development Holdings Limited, Binhai Investment Company Limited, Regal Hotels International Holdings Limited, Tianjin Binhai Teda Logistics (Group) Corporation Limited and Shougang Fushan Resources Group Limited, all of which are companies listed on the Stock Exchange. He was an independent non-executive director of Beijing Capital International Airport Company Limited in the past three years.

獨立非執行董事

羅文鈺教授，現年六十九歲。羅教授於二零零八年九月獲委任為本公司之獨立非執行董事。彼亦為薪酬委員會之主席以及審核委員會（「審核委員會」）及提名委員會之成員。羅教授於一九七六年獲得德克薩斯大學奧斯汀學院機械／工業工程博士學位。彼於一九八六年加入香港中文大學及於二零一二年八月退休。彼於退休前擔任決策科學與企業經濟學系教授。彼由一九九三年至二零零二年期間先後出任香港中文大學工商管理學院副院長及院長。於返回香港前，羅教授曾任Cullen College of Engineering之運籌學系主任及侯斯頓大學工業工程研究生課程主任，並在任職美國麥道和福特航空航天公司時，亦曾參與美國太空研究計劃。彼為香港及海外多間機構之顧問。羅教授積極參與公共服務，並曾擔任香港特區政府臨時區域市政局議員及其他多個委員會成員。彼就任香港及海外多個牟利、非牟利及慈善組織的董事局成員。於二零零三年七月至二零零六年二月，羅教授亦曾擔任本公司之獨立非執行董事。彼現時為天津港發展控股有限公司、濱海投資有限公司、富豪酒店國際控股有限公司、天津濱海泰達物流集團股份有限公司及首鋼福山資源集團有限公司之獨立非執行董事，該等公司均於聯交所上市。彼在過去三年內曾擔任北京首都國際機場股份有限公司之獨立非執行董事。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS (Continued)

Mr. Lam Yiu Kin, aged 66. Mr. Lam was appointed as an Independent Non-executive Director of the Company in July 2015. He is also a member of each of Audit Committee, Remuneration Committee and Nomination Committee. In May 2020, Mr. Lam was appointed as the Chairman of the Audit Committee. Mr. Lam is a fellow member of the Association of Chartered Certified Accountants, the Institute of Chartered Accountants in England & Wales, the Institute of Chartered Accountants in Australia and New Zealand and Hong Kong Institute of Certified Public Accountants ("HKICPA"), and a honorary fellow of The Hong Kong Polytechnic University. Mr. Lam was an Adjunct Professor in the School of Accounting and Finance of The Hong Kong Polytechnic University from September 2014 to August 2016, and was a member of the Finance Committee of the Hong Kong Management Association. Mr. Lam has extensive experience in accounting, auditing and business consulting. Mr. Lam was a member of the Listing Committee and the Financial Reporting Advisory Panel of the Stock Exchange from 1997 to 2003, a committee member of HKICPA from 1994 to 2009, and a partner with PricewaterhouseCoopers Hong Kong from 1993 to 2013. Mr. Lam graduated from The Hong Kong Polytechnic University with a higher diploma in June 1975. Mr. Lam currently serves as an independent non-executive director of Shougang Century, Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Company Limited, Spring Real Estate Investment Trust, COSCO SHIPPING Ports Limited, Nine Dragons Paper (Holdings) Limited, WWPKG Holdings Company Limited, CITIC Telecom International Holdings Limited, Bestway Global Holding Inc. and Topsports International Holdings Limited, all of which are companies listed on the Stock Exchange. He was an independent non-executive director of Vital Innovations Holdings Limited in the past three years.

獨立非執行董事 (續)

林耀堅先生，現年六十六歲。林先生於二零一五年七月獲委任為本公司之獨立非執行董事。彼亦為審核委員會、薪酬委員會及提名委員會之成員。於二零二零年五月，林先生獲委任為審核委員會之主席。林先生為英國特許公認會計師公會、英格蘭及威爾斯特許會計師公會、澳洲及新西蘭特許會計師公會及香港會計師公會（「香港會計師公會」）的資深會員，並為香港理工大學榮譽院士。林先生曾於二零一四年九月至二零一六年八月為香港理工大學會計及金融學院的客席教授及曾為香港管理專業協會屬下之財務管理委員會小組成員。林先生擁有豐富的財務會計、審計及業務諮詢經驗。林先生於一九九七年至二零零三年曾擔任聯交所上市委員會委員及財務報告諮詢小組成員，於一九九四年至二零零九年曾擔任香港會計師公會委員會委員及於一九九三年至二零一三年為羅兵咸永道會計師事務所合夥人。林先生於一九七五年六月畢業於香港理工大學並取得高級文憑。林先生現時分別為首長寶佳、上海復旦張江生物醫藥股份有限公司、春泉產業信託、中遠海運港口有限公司、玖龍紙業（控股）有限公司、縱橫遊控股有限公司、中信國際電訊集團有限公司、榮威國際控股有限公司及滔搏國際控股有限公司之獨立非執行董事，該等公司均於聯交所上市。彼在過去三年內曾擔任維太創科控股有限公司之獨立非執行董事。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

(Continued)

Mr. Zheng Xiaodong, aged 44, obtained a bachelor's degree in international economics in July 1998 and a master's degree in world economics in June 2006 from Fudan University. Mr. Zheng was appointed as an Independent Non-executive Director of the Company in June 2019. In May 2020, he was appointed as a member of each of Audit Committee, Remuneration Committee and Nomination Committee. He serves as a director and the deputy general manager of Leo Group Co., Ltd., a company listed on Shenzhen Stock Exchange (stock code: 002131), the president of marketing and chief executive officer of Leo Digital Network and the president of Shanghai MediaV Advertising Co., Ltd., in which he is responsible for operation and agency businesses. Mr. Zheng served as the marketing manager of Great Wall Broadband Network and the general manager of eastern China region and the vice president of Allyes AdNetwork. He has extensive experience in the internet industry and marketing field.

獨立非執行董事 (續)

鄭曉東先生，現年四十四歲，於一九九八年七月獲得復旦大學國際經濟學學士學位及於二零零六年六月獲得復旦大學世界經濟學碩士學位。鄭先生於二零一九年六月獲委任為本公司之獨立非執行董事。於二零二零年五月，彼獲委任為審核委員會、薪酬委員會及提名委員會之成員。彼擔任於深圳證券交易所上市的利歐股份有限公司（證券代碼：002131）之董事及副總經理、利歐集團數字科技有限公司之營銷總裁及首席執行官以及上海聚勝萬合廣告有限公司之總裁，負責公司營運與代理業務。鄭先生曾任長城寬帶市場經理和好耶廣告網絡華東區總經理、副總裁等職務，擁有豐富的互聯網與市場營銷經驗。

CHAIRMAN'S STATEMENT

主席報告書

Farewell Year Gengzi and welcome Year Xinchou with joy. On behalf of the Board of Global Digital Creations Holdings Limited, I herewith report to all shareholders, stakeholders and friends who are mindful of our growth the results of the Company and its subsidiaries (the "Group") for the year ended 31 December 2020.

In 2020, the COVID-19 epidemic (the "Epidemic") raged, the film and television industry was severely ravaged, and movie theatres in Mainland China were almost completely shut down in the first half of the year. The screening of "Soldier Shunliu: The Hero Battle", a film of the Group, was temporarily suspended; "Happy Little Submarine: Journey to the Center of the Deep Ocean" was not released as scheduled; the rescreening of "Toy Guardians" was in vain. The force majeure factor of the Epidemic alone has dramatically reduced the revenue of computer graphic ("CG") creation and production business. The property management business was also under the great pressure of tenancy termination and rental reduction due to the Epidemic. In response to the Epidemic, a series of short- and medium-term measures have been taken to explore various business opportunities and potentials, and, as a result, projects such as animations, including "Finless Porpoise" (《江豚》) (tentative name), "Deer Squad", digital virtual human, etc. were quickly confirmed. The Company has effectively maintained a certain scale of its traditional business and tried its best to achieve business stability in 2020. In addition, the application of new game engine technology has laid a concrete foundation for the future development of the linkage industry of film and gaming. In light of the severe impact of the Epidemic, revenue from derivatives and new media has become a highlight. Such businesses have successfully opened up new categories and markets, increased our brand value simultaneously, and obtained more grand awards.

揮別庚子、喜迎辛丑，本人謹代表環球數碼創意控股有限公司董事會向各位股東、各持份者和關心我們成長的各界朋友彙報本公司及其附屬公司（「本集團」）截至二零二零年十二月三十一日止年度之業績。

二零二零年，2019冠狀病毒病的疫情（「疫情」）肆虐，影視行業受到極大衝擊，國內電影院上半年幾乎完全停擺，本集團的作品《士兵順溜：兵王爭鋒》中途暫停上映；《潛艇總動員：地心遊記》無法如期上映；《玩偶奇兵》復映落空，僅疫情這一不可抗力因素，令電腦圖像創作及製作業務收益較預期大幅減少，而物業經營業務也因疫情而受到了巨大退租、減租壓力。因應疫情，管理層採取了一系列短、中期措施，深挖各種商機和潛能，快速鎖定了動畫作品《江豚》（暫定名）、《無敵鹿戰隊》及數字虛擬人等項目。有效維護了傳統業務的一定規模，盡最大努力實現了二零二零年的業務穩定。另外，新的遊戲引擎技術運用為未來開拓影、遊聯動產業打下良好的基礎。受疫情嚴重影響，衍生品和新媒體收入成亮點，成功開拓了新的品類和市場，同步提升品牌價值，囊獲更多重量獎項。

CHAIRMAN'S STATEMENT

主席報告書

In 2020, the property leasing business was also under the great pressure of tenancy termination and rental reduction due to the Epidemic. Our management actively responded to the government's call, and underwent intensive and meticulous communication and solid Epidemic prevention work, therefore, the GDC Building of the Group (the "GDC Building") located in Nanshan District, Shenzhen, The People's Republic of China (the "PRC") was able to resume work and production as soon as possible. Neither the Company's employees nor the tenants have reported any case of infection, and there was no occurrence of material bad debts and major tenancy termination. Meanwhile, a series of measures to broaden sources of income and reduce expenditure have made up for the decrease in income of the CG creation and production business.

On the basis of maintaining its traditional business, the Group continued to explore various potential business opportunities derived from the industry, and formulated a development plan for the next five years in 2020 (the "Five-Year Plan (2021-2025)").

The inherent business model of the traditional animation industry is hard to sustain as its production model is labour-intensive while creativity is required, which cannot be completely replaced by computers or other high-tech means, and it is difficult to replicate production on a large scale. Furthermore, as hand-drawn 2D animation has been replaced by 3D CG production, the entry barrier for animation is continuously lowering. Meanwhile, governments of various countries have increased subsidies for the animation industry, thereby spawning a large number of studios around the globe, resulting in fierce competition. In addition, the realization of original animation is filled with risks, and only top-notch content creativity can guarantee the realization of intellectual property ("IP") on a commercial level.

According to the "Product Life-Cycle" theory, any product will go through four crucial stages from entering the market to exiting the market, namely, introduction, growth, maturity and decline, and the traditional animation industry is currently in the maturity stage. According to the "Second Curve" theory, when the first advantage of an enterprise is still at its peak, it shall find another way out, allowing the enterprise to discover another growth momentum before declining. Therefore, it is imperative to admit business transformation.

二零二零年物業租賃業務也因疫情而受到了巨大退租、減租壓力。管理層積極響應政府的號召，通過密集而細緻的溝通工作和紮實的防疫工作，使本集團位於中華人民共和國（「中國」）深圳南山區的環球數碼大廈（「環球數碼大廈」）做到了第一時間復工復產，本公司員工和大廈租客均沒有感染個案報告，沒有重大的壞帳和大面積退租的情況發生。同時通過一系列開源節流措施彌補了電腦圖像創作及製作業務收益的減少。

本集團在維護傳統業務的基礎之上，持續深挖該產業衍生出的各種潛在商機，並於二零二零年制定了未來五年發展規劃（「五年規劃（二零二一年至二零二五年）」）。

傳統動畫行業固有的商業模式難以持續，其製作模式一方面是勞動密集，但另一方面需要創意成分，不能用電腦或者其他高科技手段完全替代人手，難以規模化複製生產；另外，隨著手繪二維動畫被三維電腦圖像製作方式替代，動畫的門檻不斷降低，各國政府加大動畫產業補貼，催生了全球一大批工作室，競爭白熱化；再加上原創動畫的變現充滿風險，商業上只有內容的頂端創意才有可能保證知識產權（「IP」）的變現。

按照「產品生命週期」理論，任何的產品從進入市場到退出市場期間，會經歷四個重要的時期，即導入、成長、成熟與衰退期，而傳統動畫行業正處於成熟期。根據「第二曲線」的理論，當企業在第一項優勢還在高峰時，就需找到另外一條出路，讓企業在向下墜落之前，找到第二個成長動能。所以，業務轉型，刻不容緩。

CHAIRMAN'S STATEMENT

主席報告書

In 2020, the Group initiated corporate transformation with an aim to create a digital and visual service ecosystem driven by culture and technology, and drive the transformation and upgrading of traditional film and television production business to an IP-based high value-added digital and visual industry, while expanding new cultural space business at the same time to create a new popular spot for urban culture. We conducted in-depth research as well as domestic and international benchmarking analysis on the animation film and television industry, and formulated the Five-Year Plan (2021-2025) in 2020 with continued optimization. Corporate positioning has undergone adjustment and evolution, and the Company's latest positioning is to be "China's leading digital and visual integration conglomerate".

The first step is to reshape the corporate culture, establish the theoretical commanding heights of the new cultural infrastructure, and create a new cultural form which involves comprehensive innovation and embraces changes, thereby leading employees out of the comfort zone. Through the formulation of corporate positioning, vision, mission, values, as well as training and promotion, we strive to acquire a completely new outlook for the Company and its employees.

On the other hand, the process of corporate transformation is faced with challenges in technology, concepts, mindsets, etc. Through evaluation and screening of the leadership, decision-making ability, execution ability, innovation ability and communication ability of personnel at all levels, and introduction of new teams, new talents according to business needs, the reasonable allocation of new and old resources will be achieved. Meanwhile, the Company will proceed to reform the performance mechanism and optimize the resources guarantee mechanism to ensure that the transformation is realized in a quick and effective manner.

Looking forward, the Group will proactively upgrade and transform itself while being driven by digital and visual technology in response to the impact of the Epidemic and the new trends in the development of the industry.

二零二零年本集團啟動了企業轉型，目標是打造以文化和科技驅動的數字視覺服務生態，帶動傳統影視製作業務向以IP為基礎的高附加值數字視覺產業轉型升級，同步拓展文化新空間業務，打造城市文化新名片。對動畫影視產業進行深度調研和國內外對標分析，在二零二零年制定了五年規劃（二零二一年至二零二五年）並持續優化。公司定位經過調整進化，確定最新定位為「中國領先的數字視覺綜合運營集團」。

首先重塑企業文化，確立了文化新基建的理論制高點，打造全面創新與擁抱變化的文化新形式，領導員工沖出舒適圈，通過企業定位、願景、使命、價值觀的制訂和培訓宣導，務求令企業和員工的面貌煥然一新。

另一方面，公司轉型過程中面臨技術、觀念、思維等方面的挑戰，通過對各層級人員的領導力、決策力、執行力、創新力、溝通力進行評估、篩選，並按業務的需要引入新團隊、新人才，新舊合理配置；同步著手改革績效機制，優化資源保障機制，確保轉型迅速而有效地實現。

展望未來，集團針對疫情影響和行業發展的新趨勢，以數字視覺技術為驅動，主動進行升級和轉型發展。

CHAIRMAN'S STATEMENT

主席報告書

We first utilized cutting-edge digital and visual technology to accelerate the deployment of digital virtual human business. In 2020, we began to provide quality production and collaborative technology research and development for the digital virtual human business of leading companies in the market. We do not exclude the possibility that there will be more cooperation regarding digital virtual human with market leaders in the future, and digital virtual human business will remain as our key development project in respect of technological and industrial upgrading in 2021.

In addition, the application of new game engine technology will lay a solid foundation for development of the linkage industry of film and gaming in the future. We also strive to reach a leading level in Mainland China in terms of our cutting-edge technologies of animation performance, optic motion capture and digital scene construction. By relying on the technology and creativity with core competitiveness in the industry, the division will increase the number of animated visual content works on the internet such as animated network films, webisodes and cinematic short films. The Group will focus on business transformation and exploration with upgrading the animation production to a cultural and creative industry with digital entertainment core technology.

With “activating digital economy with animation films and creating a new popular spot for urban culture” as the position of our local IP business, by leveraging GDC’s excellent project production, management, and operation capabilities, we will explore local IP in stages. We will make use of mascots, digital virtual human, cultural and creative products, etc. to narrate Chinese stories, and extend our reach to cultural tourism industry to provide digital virtual spokesperson products, animation film products, cultural and creative derivative products and operational services, and further expand our business to anime-themed neighbourhoods, interactive experience projects, etc., so as to form a complete industrial chain.

首先以數字視覺前沿技術，加快佈局數字虛擬人業務，二零二零年開始為市場頭部公司的虛擬人業務提供高品質製作和協同技術研發，不排除未來在數字虛擬人方面與市場頭部公司會有更多合作，數字虛擬人業務仍將為二零二一年技術、產業升級的重點開拓項目。

另外，新的遊戲引擎技術運用為未來開拓影、遊聯動產業打下良好的基礎，在動畫表演、光學動態捕捉和數字場景搭建的前沿技術方面也爭取達到國內領先水準。依靠在行業中具有核心競爭力的技術和創意，分部將增加互聯網端的動畫網路電影、網路劇、短視頻等動畫視覺內容作品。本集團將聚焦業務轉型和開拓，將動畫製作升級為擁有數字娛樂核心技術的文創產業。

地方IP業務會以「動漫電影啟動數字經濟，打造城市文化新名片」為定位，憑藉環球數碼優秀的專案製作、管理、運營能力，分階段發掘地方IP，以吉祥物、數字虛擬人、文化創意產品等為切入點，講述中國故事，延伸至文化旅遊產業，提供數字虛擬代言人產品、動畫電影產品、文創衍生產品及運營服務，並進一步拓展至動漫主題街區，互動體驗項目等，形成一條完整的產業鏈。

CHAIRMAN'S STATEMENT

主席報告書

The existing property bases in Shenzhen and Foshan will undergo active and continuous upgrade to attract quality technology, cultural and creative enterprises to settle in, and gradually form an industrial ecosystem involving animation, film and television, games, network products, virtual interaction, etc. With “urban living room” as the functional concept, we shall promote the establishment of animation internship and training, film and television production, virtual live broadcast and creative incubation hub.

At the same time, by leveraging the cutting-edge technology in terms of original IP and interactive experience, we shall conduct expansion and deployment in areas such as education integrated complex, sports integrated complex, virtual museums, etc. We will combine famous theme elements around the country to develop quality cultural and creative IP, then utilize our self-developed cloud information processing digital technology platform to provide professional zone operation and management services.

The Group will also continue to invest resources in technology research and development, further improve our document automated management and optimized process system under production, and commence the research and development of a full-process collaboration platform of mobile terminals. Such platform has realized remote working in the early stage of the Epidemic, which ensured the smooth operation of project production and management.

2020 was an extraordinary year filled with challenges and opportunities. The Group adjusted its business development direction and underwent strategic transformation in a timely manner, and put forward the policy of “focus on the main business, develop smoothly and steadily, eliminate false opportunities and tap into businesses with substance” for future development, and carried out drastic reforms, which have achieved initial results.

現有深圳和佛山的物業基地將積極反覆迭代升級，吸引優質的科技、文創企業入駐，並逐步形成動漫影視、遊戲、網路產品、虛擬互動等的產業生態群，以「城市客廳」功能理念，推動動漫培訓、影視製作、虛擬直播和創業孵化空間的建設。

同時，借助原創IP和互動體驗的前沿技術，在教育綜合體、體育綜合體、虛擬博物館等領域上進行拓展佈局。結合各地知名主題元素而開發出的優質文創IP，再利用自主研發的雲端資料資訊處理數字技術雲平台，提供專業化的園區運營管理服務。

本集團亦繼續投放資源在技術研發方面，進一步完善生產製作中的檔自動化管理及優化流程系統，開展全流程協作平台的移動端研發，該平台在疫情初期為公司實現了遠端辦公，保障了專案製作和管理的正常進行。

二零二零年，是極不平凡的一年，是挑戰也是機遇，本集團及時調整業務發展方向和戰略轉型，對未來的發展提出了「聚焦主業、順穩發展、去虛向實」的方針，並進行了大刀闊斧的改革，已見成效。

CHAIRMAN'S STATEMENT

主席報告書

In the future, with a fresh start in development in accordance with our Five-Year Plan (2021-2025), we will encounter new challenges and embark on a new journey. We will adhere to innovation while seeking development, and post satisfactory results together going forward. The Group is committed to establishing a brand new development pattern with higher quality and more innovation in order to achieve greater breakthroughs.

On behalf of the Board, I would like to extend our sincere gratitude to our shareholders, business partners and clients for their utmost support to the Group. I would also like to take this opportunity to extend my gratitude and appreciations to management members and all of the staff for their hard work and dedication throughout the year.

Cheng Xiaoyu
Chairman

Hong Kong, 26 March 2021

未來，站在五年規劃（二零二一年至二零二五年）發展的新起點，面臨全新的挑戰，開啟嶄新的征程，創新謀發展，同心贏未來，本集團將努力構建更高品質更具創新的全新發展格局，取得更大的突破。

本人謹代表董事會對各股東、業務夥伴及客戶繼續鼎力支持致以衷心謝意；同時，本人藉此機會，對本集團之管理層及全體員工在年內之努力及齊心協力深表感謝及讚賞。

主席
程曉宇

香港，二零二一年三月二十六日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述與分析

FINANCIAL REVIEW

Revenue

For the year ended 31 December 2020 (the "Year"), the revenue from the continuing operations amounted to HK\$78,635,000, representing a decrease of HK\$18,136,000 as compared with HK\$96,771,000 for 2019, which was mainly attributable to the decrease in revenue from the CG creation and production division by HK\$18,464,000 as compared with that of last year. The outbreak of the Epidemic that occurred in 2020 has crippled the film industry, resulting in the cancellation of broadcasting of one of our original animated films at the beginning of the Year. Meanwhile, coupled with the impact of fierce competition in the industry, revenue from animation production subcontracting undertaken by the CG production and creation division also decreased as compared with that of last year. As a result, revenue from original projects and CG production decreased by HK\$11,138,000 and HK\$7,326,000, respectively, as compared with that of last year.

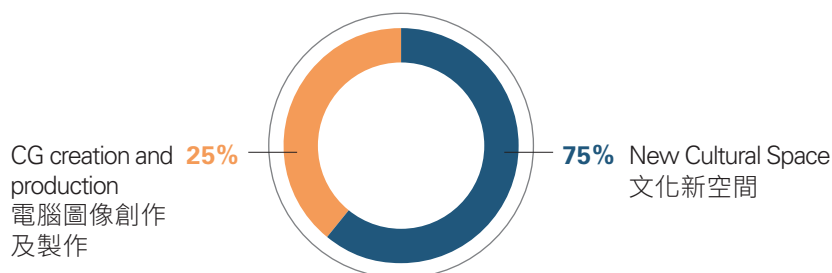
財務回顧

收益

截至二零二零年十二月三十一日止年度（「本年度」）來自持續經營業務之收益為78,635,000港元，比二零一九年96,771,000港元減少18,136,000港元，主要是由於電腦圖像創作及製作分部收益較去年減少18,464,000港元。二零二零年，疫情肆虐，影視行業受到極大衝擊，其中一部原創動畫電影年初中途停播；與此同時，再加上受行業競爭白熱化的影響，電腦圖像製作及創作分部承接動畫製作代工收入亦較去年減少，以致來自原創項目及電腦圖像製作的收益分別較去年減少11,138,000港元及7,326,000港元。

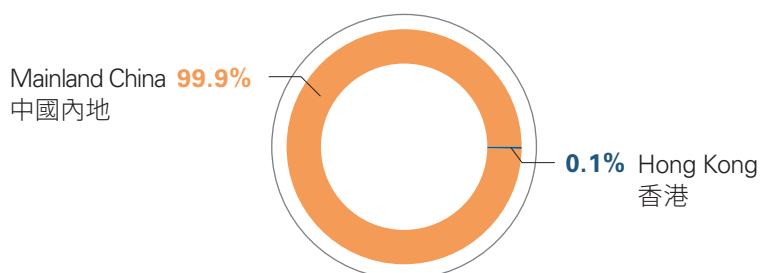
REVENUE BY PRINCIPAL ACTIVITY OF CONTINUING OPERATIONS FOR 2020

二零二零年持續經營業務按主要業務劃分之收益



REVENUE BY GEOGRAPHICAL LOCATION OF CONTINUING OPERATIONS FOR 2020

二零二零年持續經營業務按地區劃分之收益



MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述與分析

FINANCIAL REVIEW (Continued)

Cost of sales

Cost of sales from the continuing operations for the Year amounted to HK\$42,833,000, representing a decrease of HK\$5,392,000 as compared with HK\$48,225,000 of last year, which was mainly attributable to the decrease of HK\$5,490,000 in the provision for impairment of movies and television programmes rights and productions work in progress.

Other income

Other income from the continuing operations for the Year amounted to HK\$13,061,000, representing a decrease of HK\$10,070,000 as compared with HK\$23,131,000 for 2019, which was mainly attributable to the decrease in government grants and interest income of HK\$8,250,000 and HK\$1,272,000 respectively.

Distribution and selling expenses

Distribution and selling expenses from the continuing operations for the Year amounted to HK\$3,714,000, representing a decrease of HK\$5,934,000 as compared with HK\$9,648,000 for 2019, which was mainly attributable to the decrease in the marketing expenses for animated film.

Administrative expenses

Administrative expenses from the continuing operations for the Year amounted to HK\$35,759,000, representing a slight increase of HK\$353,000 as compared with HK\$35,406,000 for 2019. The administrative expenses for the Year mainly included staff costs, consultancy and professional service fees, office running costs, depreciation and amortisation.

Provision for impairment of financial assets and contract assets

Provision for impairment of financial assets and contract assets from the continuing operations for the Year amounted to HK\$586,000 (2019: HK\$1,405,000), which was the provision for impairment of trade receivables.

財務回顧 (續)

銷售成本

本年度來自持續經營業務之銷售成本為42,833,000港元，與去年48,225,000港元比較，減少5,392,000港元，主要由於電影及電視節目版權及在製節目減值撥備減少5,490,000港元所致。

其他收入

本年度來自持續經營業務之其他收入為13,061,000港元，與二零一九年23,131,000港元比較，減少10,070,000港元，主要由於政府補助及利息收入分別減少8,250,000港元及1,272,000港元所致。

分銷及銷售開支

本年度來自持續經營業務之分銷及銷售開支為3,714,000港元，與二零一九年9,648,000港元比較，減少5,934,000港元，主要是用於動畫電影的市場推廣開支減少所致。

行政開支

本年度來自持續經營業務之行政開支為35,759,000港元，與二零一九年35,406,000港元比較，輕微增加353,000港元。本年度的行政開支主要是員工成本、顧問及專業服務費、辦公室營運開支和折舊及攤銷。

金融資產及合約資產之減值撥備

本年度來自持續經營業務之金融資產及合約資產之減值撥備586,000港元(二零一九年：1,405,000港元)乃屬於應收貿易賬款減值撥備。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述與分析

FINANCIAL REVIEW (Continued)

Other gains/(losses), net

Other net gains from the continuing operations for the Year amounted to HK\$1,757,000, representing an increase of HK\$2,692,000 as compared with other net losses of HK\$935,000 of last year, which was mainly due to the increase of HK\$3,206,000 in change in fair value of investment property as compared with that of last year.

Finance cost

Finance cost from continuing operations for the Year amounted to HK\$65,000 (2019: HK\$135,000). The Group does not have any loans and such cost represented the interest element on lease liabilities.

Profit from continuing operations

Profit from the continuing operations for the Year amounted to HK\$8,107,000, representing a decrease of HK\$12,581,000 as compared with HK\$20,688,000 for 2019.

Loss from discontinued operation

Loss from discontinued operation for the Year amounted to HK\$1,035,000. Such loss narrowed by HK\$15,223,000 as compared with HK\$16,258,000 for 2019, which was mainly attributable to the adjustment in provision for rental and settlement payables of HK\$13,931,000 (equivalent to RMB12,385,000) generated in relation to the litigations of the cultural park for the Year.

Profit for the Year

Based on the above factors, the Group's profit for the Year amounted to HK\$7,072,000, representing an increase of HK\$2,642,000 as compared with the profit of HK\$4,430,000 of last year.

財務回顧 (續)

其他收益／(虧損)，淨額

本年度來自持續經營業務之其他收益淨額為1,757,000港元，與去年錄得其他虧損淨額935,000港元比較，增加2,692,000港元，主要是由於投資物業公允值變動較去年增加3,206,000港元所致。

融資成本

本年度來自持續經營業務之融資成本為65,000港元(二零一九年：135,000港元)。本集團沒有任何借貸，而該等成本是租賃負債之利息部分。

來自持續經營業務之溢利

本年度來自持續經營之溢利為8,107,000港元，與二零一九年20,688,000港元比較，下跌12,581,000港元。

來自已終止經營業務之虧損

本年度來自已終止經營業務之虧損為1,035,000港元，與二零一九年16,258,000港元比較，虧損收窄15,223,000港元，主要是由於就本年度文化產業園之訴訟而對應付租金及結算款撥備調整13,931,000港元(相當於人民幣12,385,000元)所致。

本年度溢利

基於上述因素，本集團之本年度溢利為7,072,000港元，較去年錄得溢利4,430,000港元比較，增加2,642,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述與分析

FINANCIAL REVIEW (Continued)

Liquidity and financial resources

As at 31 December 2020, the Group had cash and cash equivalents of HK\$306,850,000 (2019: HK\$270,251,000), which were mainly denominated in Renminbi, United States dollars and Hong Kong dollars, and restricted bank deposits amounted to HK\$36,462,000 (2019: HK\$34,802,000). The increase in cash and cash equivalents was mainly due to the fact that one bank account of the restricted bank deposits used for the relevant revenue and expenditure of 珠影文化產業園 was released by the court in mid-November upon the conclusion of the litigation.

As at 31 December 2020 and 2019, the Group had no borrowings or overdrafts. The Group's current ratio was 1.23 (2019: 1.32), which was calculated based on current assets of HK\$360,730,000 and current liabilities of HK\$294,006,000. The Group adheres to the principle of prudent financial management and investment and strives to maintain healthy financial position.

Capital structure

The equity attributable to owners of the Company amounted to HK\$467,168,000 as at 31 December 2020 (2019: HK\$434,309,000). The increase was mainly due to the Group's profit attributable to owners of the Company for the year of HK\$7,403,000, and the exchange differences of HK\$26,203,000 on translation of financial statements attributable to owners of the Company from functional currency to presentation currency.

Material acquisitions, disposals and significant investment

The Group did not have any material acquisitions, disposals and significant investment for the year ended 31 December 2020.

Charge on assets

As at 31 December 2020, there were no charges on any of the Group's assets for loans and banking facilities.

財務回顧 (續)

流動資金及財政資源

於二零二零年十二月三十一日，本集團擁有現金及現金等值物306,850,000港元(二零一九年：270,251,000港元)，主要以人民幣、美元及港元列值，以及有限制銀行存款為36,462,000港元(二零一九年：34,802,000港元)。現金及現金等值物增加主要是由於其中一個用於珠影文化產業園相關收支的有限制銀行存款之銀行賬戶因訴訟完結並在十一月中獲法院解封所致。

於二零二零年及二零一九年十二月三十一日，本集團並沒有任何借貸或透支。本集團之流動比率為1.23(二零一九年：1.32)，乃根據流動資產360,730,000港元及流動負債294,006,000港元計算。本集團貫徹審慎理財及投資之原則，致力維持穩健財務狀況。

資本結構

於二零二零年十二月三十一日，本公司持有人應佔權益467,168,000港元(二零一九年：434,309,000港元)。該增加主要由於本集團來自本公司持有人於本年度應佔之溢利7,403,000港元及公司持有人應佔財務報表由功能貨幣換算為呈報貨幣所產生之匯兌差額26,203,000港元所致。

重大收購、出售及重要投資

截至二零二零年十二月三十一日止年度，本集團並無任何重大收購、出售及重要投資事項。

資產抵押

於二零二零年十二月三十一日，並沒有就貸款及銀行融資抵押本集團任何資產。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述與分析

FINANCIAL REVIEW (Continued)

Foreign exchange exposure

Currently, the Group earns revenue mainly in Renminbi and incurs costs mainly in Renminbi, Hong Kong dollars and United States dollars. The Directors believe that the Group's operating cash flow and liquidity are not subject to significant foreign exchange risks, and thus has not implemented any foreign currency hedging policy at the moment. However, if necessary, the Group will consider using forward exchange contracts to hedge against foreign currency exposure. As at 31 December 2020, the Group had no significant exposure under foreign exchange.

Contingent liabilities

Save for note 33 to the consolidated financial statements, the Group had no significant contingent liabilities as at 31 December 2020.

Employees

As at 31 December 2020, the Group employed 221 (2019:258) full time employees (other than employees of the Group's associates). The Group remunerates its employees mainly with reference to the prevailing market practice, individual performance and experience. Other benefits, such as medical coverage, insurance plan, mandatory provident fund, discretionary bonus and employee share option scheme are also available to the employees of the Group.

For the year ended 31 December 2020, neither the Company nor its subsidiaries had paid or committed to pay any amount as an inducement to join or upon joining the Company and/or its subsidiaries to any individual.

財務回顧 (續)

外匯風險

目前，本集團主要以人民幣賺取收益，及主要以人民幣、港元及美元產生成本。董事相信，本集團的營運現金流及流動資金並無承受重大外匯風險，所以現時並無實施任何外匯對沖政策。然而，本集團將考慮於必要時採用遠期外匯合約對沖外幣風險。於二零二零年十二月三十一日，本集團並無重大外匯風險。

或然負債

除本綜合財務報告附註33所述，於二零二零年十二月三十一日，本集團並無任何重大或然負債。

僱員

於二零二零年十二月三十一日，本集團僱用221名(二零一九年：258名)全職僱員(不包括本集團聯營公司之僱員)。本集團主要參照市場慣例、個人表現及工作經驗釐定其僱員之薪酬。本集團向僱員提供之其他福利包括醫療保險、保險計劃、強制性公積金、酌情花紅及僱員購股權計劃。

截至二零二零年十二月三十一日止年度，本公司及其附屬公司並無支付或承諾支付任何款項予任何人士，作為加入本公司及／或其附屬公司或於加入後之獎勵。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述與分析

BUSINESS REVIEW

CG Creation and Production

The revenue of the CG creation and production division of the Group was mainly generated from productions of animated films, television series, digital virtual human, box office receipts and copyrights of original animated films, copyrights of animated television series and businesses derived from animation brands.



In 2020, the Epidemic raged, the film and television industry was severely ravaged, and movie theatres in Mainland China were almost completely shut down in the first half of the year. For original film and television business, the screening of "Soldier Shunliu: The Hero Battle", a military-themed animated film adapted from an animated television series, was temporarily suspended; the rescreening of "Toy Guardians", an animated film, was in vain. The production of "Journey to the Center of the Deep Ocean", which belongs to the "Happy Little Submarine" series, an original ocean-themed animated film based on marine scientific research robot creation with newly designed characters and scenes, was completed. It was not released as scheduled in 2020 and is now scheduled to be released in 2021. The force majeure factor of the Epidemic alone has dramatically reduced the revenue of CG creation and production business.

業務回顧

電腦圖像創作及製作

本集團電腦圖像創作及製作分部的收益，主要來自動畫電影、電視片、數字虛擬人製作、原創動畫電影票房及版權、動畫電視片版權及動畫品牌衍生產品營運等業務。



二零二零年疫情肆虐，影視行業受到極大衝擊，國內電影院上半年幾乎完全停擺。在原創影視業務方面，由電視動畫片系列改編創作的軍事題材動畫電影《士兵順溜：兵王爭鋒》中途暫停上映；動畫電影《玩偶奇兵》復映落空；而一部以海洋科研機器人創作及角色場景故事經全新設計的原創海洋主題動畫電影《潛艇總動員》系列之《地心遊記》已完成製作，於二零二零年無法如期上映，現已安排在二零二一年內上映。僅疫情這一不可抗力因素，已令分部收益較預期大幅減少。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述與分析

BUSINESS REVIEW (Continued)

CG Creation and Production (Continued)

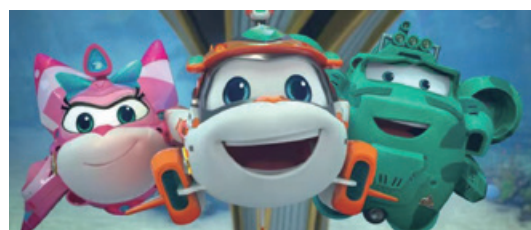
Despite the difficulties, under the leadership of the management, employees worked together to overcome the obstacles. A series of short- and medium-term measures have been taken to explore various business opportunities and potentials, meanwhile, a series of measures to streamline manpower and reduce costs have been implemented. Moreover, through in-depth cooperation with leading companies in the industry, projects such as animations, including “Finless Porpoise” (《江豚》) (tentative name), “Deer Squad”, digital virtual human, etc. were quickly confirmed. Among them, “Finless Porpoise” is a brand new IP jointly created by the division and the local government of Jiangxi Province. During the 2019 China (Shenzhen) International Cultural Industries Fair, an animated film project planned by the division featuring Yangtze finless porpoises as characters gained attention and support from Jiangxi Cultural Performance Development Group* (江西省文化演藝發展集團) (“Jiangxi Cultural Performance Group”), which procured the entering into a three-party cooperation agreement by the division, Jiangxi Cultural Performance Group and Jiangxi Hukou Cultural Tourism Group* (江西湖口文旅集團) in April 2020 for the collaborated creation of an IP new model for special local cultures. It also laid out the new ecosystem of promoting local culture and digital economy through the presentation of spectacular Chinese stories via animated film and travelling by following the animation. Preliminary creation of the project has been completed, and it has entered the mid-term production stage and the respective marketing effort has commenced. It is planned to be screened in theatres across the country and on the internet on the National Day in 2021. During the creation process of “Deer Squad”, iQiyi and Nick Studio, our clients, and the production team of the division underwent in-depth discussions and adaptations, and effectively handled various problems that are easy to encounter in overseas markets, resulting in the successful completion of the project. The digital virtual human project was a key development project for technological and industrial upgrade in 2020. In addition, the application of new game engine technology has laid a concrete foundation for the future development of the linkage industry of film and gaming. In light of the severe impact of the Epidemic, revenue from derivatives and new media has become a highlight. Such segments have successfully opened up new categories and markets, increased our brand value simultaneously, and obtained more grand awards.

* For identification purpose only

業務回顧 (續)

電腦圖像創作及製作 (續)

儘管面臨著各種困難，但在管理層帶領下，同事共同努力，共克時艱，採取了一系列短中期措施，深挖各種商機和潛能，實施了一系列人員疏解和減省成本措施，並通過與行業頭部企業的深度合作，快速鎖定了動畫作品《江豚》(暫定名)、《無敵鹿戰隊》及數字虛擬人等項目。其中《江豚》是分部與江西省地方政府聯合打造的全新IP。在二零一九年中國(深圳)國際文化產業博覽交易會期間，分部策劃的一部以長江江豚為角色的動畫電影項目獲得江西省文化演藝發展集團(「江西文演集團」)的關注及支持，促使於二零二零年四月分部與江西文演集團及江西湖口文旅集團簽訂了三方合拍協議，構建聯合打造地方特色文化IP新模式，並佈局以動畫影視呈現精彩中國故事帶動地方文化和數字經濟，打造跟著動畫去旅行的新業態。該項目已經完成前期創作，進入中期製作階段及開始市場推廣，計劃二零二一年國慶節在全國院線和網絡上映。在《無敵鹿戰隊》創作過程中，委託方愛奇藝與尼克團隊和分部的製作團隊深入探討和磨合，有效處理了海外市場容易遇到的各種問題，項目得以順利完成。數字虛擬人項目為二零二零年技術、產業升級的重點開拓項目。另外，新的遊戲引擎技術運用為未來開拓影、遊聯動產業打下良好的基礎。受疫情嚴重影響，衍生品和新媒體收入成亮點，成功開拓了新的品類和市場，同步提升品牌價值，囊獲更多重量獎項。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述與分析

BUSINESS REVIEW (Continued)

CG Creation and Production (Continued)

In 2020, the division was enlisted in the League of Popular Science for Child Education* (兒童教育科普聯盟) and labeled as an off-campus practice base for the Young Pioneers* (少先隊). The original animated film "Soldier Shunliu: The Hero Battle" was nominated for "Animated Feature Film under General Award" in the 16th Golden Monkey King Awards in China International Cartoon & Animation Festival, "Best Animated Feature Film Award" (「最佳動畫長片獎」) in the 17th China Animation & Comic Competition Golden Dragon Award, the "Excellent Animation" (「動畫影片優秀獎」) in the "Dynamic Golden Sheep" Excellent Work Support Plan in 2020, the "International Cultural and Creative Forum Awards" (「國際文創論壇大獎」) in the Boao Forum and the "Copyrighted Works Golden Award" (「版權作品金獎」) in the "Shenzhen Copyright Golden Award" in 2020, respectively. It has also been included in the China International Children's Film Festival 2020. The "Happy Little Submarine" brand was awarded the "Animation Derivatives Design Excellence Award" (「動漫衍生品設計優秀獎」) in the Dynamic Golden Sheep" Excellent Work Support Plan in 2020.

業務回顧 (續)

電腦圖像創作及製作 (續)

於二零二零年，分部獲得深圳市南山區人民政府授予為兒童教育科普聯盟及少先隊校外實踐基地；原創動畫電影《士兵順溜：兵王爭鋒》分別獲選為第16屆中國國際動漫節金猴獎大賽「綜合動畫電影」、第17屆中國動漫金龍獎「最佳動畫長片獎」的提名作品、二零二零年「動感金羊」優秀作品扶持計劃的「動畫影片優秀獎」、二零二零年博鰲「國際文創論壇大獎」及深圳版權金獎的「版權作品金獎」，並入選二零二零年中國國際兒童電影展；《潛艇總動員》品牌獲得二零二零年「動感金羊」優秀作品扶持計劃的「動漫衍生品設計優秀獎」。



* For identification purpose only

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述與分析

BUSINESS REVIEW (Continued)

New Cultural Space

The division includes the original business of property leasing and building management services, as well as the new businesses that are planned to be expanded starting from the fourth quarter in accordance with the Group's Five-Year Plan (2021-2025).

Since the outbreak of the Epidemic in 2020, the property management business of the GDC Building was also under the great pressure of tenancy termination and rental reduction due to the Epidemic. Certain clients have asked to adjust lease terms or rent. Relevant instructions of Epidemic prevention and control of Shenzhen Municipal Government and the respective departments in the community were actively implemented and publicized to all clients of the building, and building clients were instructed by our property management company for their resumption of work and production as well as staff control management. The focus of work was on the disinfection of facilities in public areas of building, and monitoring body temperature check for personnel entering the building. All of the staff members worked against the clock to guard the building strictly and did a good job in Epidemic prevention. Upon the professional communication and meticulous service undergone by the management personnel of the division, and the active optimization on property management services and facilities to improve customer satisfaction, as well as the active stabilizing work that was carried out for clients whose lease contracts were about to expire, there was no occurrence of material bad debts and major tenancy termination eventually. Based on the latest development of the Epidemic, the subsequent prevention and control work is still severe and we cannot afford to relax.

業務回顧 (續)

文化新空間

分部包含了原物業租賃及物業管理服務之業務，以及按本集團的五年規劃(二零二一年至二零二五年)而從第四季開始擬拓展的新業務。

二零二零年自疫情爆發以來，環球數碼大廈的物業經營業務也因疫情而受到了巨大的退租及減租壓力，部分客戶提出了調整租賃條款或租金的訴求。物業管理公司積極貫徹深圳市政府及社區各部門對疫情防控的相關指示，向大廈客戶宣講並督促落實，指導大廈客戶做好復工復產及人員管控，工作重點放在大廈公共區域設施消毒、人員進入體溫檢測等管控。全體員工日以繼夜嚴防死守，切實做好了大廈的防疫工作。經分部管理人員專業的溝通工作和細緻到位的服務工作，並積極優化物管服務及設施以提升客戶滿意度，同時對租賃合同即將到期的客戶進行了主動的穩定工作，最終沒有發生重大的壞帳和大面積退租的情況。根據目前疫情的最新發展，後續的防控工作依舊嚴峻，不能鬆懈。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述與分析



OUTLOOK

Looking forward, the Company aims to create a digital and visual service ecosystem driven by culture and technology, and drive the transformation and upgrading of traditional CG creation and production business to an IP-based high value-added digital and visual industry, while expanding new cultural space business at the same time to create a new popular spot for urban culture. The first step is to reshape the corporate culture. In face of transformation, we shall re-establish the theoretical commanding heights of the new cultural infrastructure, and create a culture which involves comprehensive innovation and embraces changes, thereby leading employees out of the comfort zone. Through the formulation of corporate positioning, vision, mission, values, as well as training and promotion, we strive to acquire a completely new outlook for the Company and its employees; the Company then revolves around its new vision and mission to formulate the Five-Year Plan (2021-2025), pursuant to which it plans and pushes on its major tasks and projects, and speeds up the realization of its goal through mergers and acquisitions and the introduction of strategic investors in a timely manner. On the other hand, during the process of corporate transformation, our employees are faced with challenges in technology, concepts, mindsets, execution of new business, etc. Through evaluation and screening of the leadership, decision-making ability, execution ability, innovation ability and communication ability of personnel at all levels, and introduction of new teams, new talents according to business needs, the reasonable allocation of new and old resources will be achieved. Meanwhile, the Company will proceed to reform the performance mechanism to ensure that the transformation will be realized in a quick and effective manner.

展望

展望未來，目標是打造以文化和科技驅動的數字視覺服務生態，帶動傳統電腦圖像創作及製作業務向以IP為基礎的高附加值數字視覺產業轉型升級，同步拓展文化新空間業務，打造城市文化新名片。首先重塑企業文化，面對轉型，須重新樹立文化新基建的理論制高點，打造創新與擁抱變化的文化，領導員工沖出舒適圈，通過企業定位、願景、使命、價值觀的制訂和培訓宣導，務求令企業和員工的面貌煥然一新；再圍繞企業新的願景、使命，制訂五年規劃（二零二一年至二零二五年），並據此策劃和推進主要任務和項目，並適時通過併購、引入戰略投資者等舉措加快目標實現。另一方面，企業轉型過程中員工面臨技術、觀念、思維、對新業務執行力等方面的挑戰，對各層級人員的領導力、決策力、執行力、創新力、溝通力進行評估、篩選，並按業務的需要引入新團隊、新人才，新舊合理地配置；同步著手改革績效機制，確保轉型迅速而有效地實現。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company is committed to maintaining high standards of corporate governance to safeguard the interests of all shareholders and to enhance accountability and transparency.

CORPORATE GOVERNANCE CODE

The Company has complied with all the code provisions of the Corporate Governance Code (the “CG Code”) as set out in Appendix 15 to the GEM Listing Rules throughout the year ended 31 December 2020.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiries with the Directors, all Directors confirmed that they have complied with such code of conduct and the required standard of dealings regarding securities transactions by the Directors throughout the year ended 31 December 2020.

BOARD OF DIRECTORS

Composition

As at 31 December 2020, the Board comprises eight members including four Executive Directors, Ms. Cheng Xiaoyu, Mr. Wang Hongpeng, Mr. Xu Liang and Mr. Xiao Yong; one Non-executive Director, Mr. Chen Zheng; and three Independent Non-executive Directors, Prof. Japhet Sebastian Law, Mr. Lam Yiu Kin and Mr. Zheng Xiaodong. The Board is chaired by Ms. Cheng Xiaoyu and has a balanced composition of Executive Directors and Non-executive Directors such that there is a strong element of independence at the Board level, which facilitates independent judgment. All Directors have given sufficient time and attention to the affairs of the Group and the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the businesses of the Group. Details of backgrounds and qualification of the Directors are set out in the section headed “BIOGRAPHICAL DETAILS OF DIRECTORS” of this annual report.

本公司致力維持高水平之企業管治，以維護全體股東利益，提高問責性及透明度。

企業管治守則

於截至二零二零年十二月三十一日止整個年度，本公司一直遵守GEM上市規則附錄15所載的企業管治守則（「企業管治守則」）之所有守則條文。

董事進行證券交易之行為守則

本公司已採納一套有關董事進行證券交易之行為守則，其條款之嚴謹程度不遜於GEM上市規則第5.48至5.67條所規定之交易必守標準。在向董事作出特定查詢後，所有董事確認截至二零二零年十二月三十一日止整個年度已遵守規定之交易必守標準及董事進行證券交易之行為守則。

董事會

組成

於二零二零年十二月三十一日，董事會共有八名成員，包括四名執行董事，即程曉宇女士、王宏鵬先生、徐量先生及肖勇先生；一名非執行董事陳征先生；及三名獨立非執行董事，即羅文鈺教授、林耀堅先生及鄭曉東先生。董事會由程曉宇女士擔任主席並由執行董事與非執行董事之均衡組合，使董事會層面具備強大獨立性元素，足以幫助作出獨立判斷。全體董事均對本集團事務投入足夠的時間及精力，而董事會根據本集團的業務而具備所需技巧、經驗及多元化的觀點與角度。董事之背景資料及資歷詳情載於本年報中「董事履歷」一節。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS *(Continued)*

Composition *(Continued)*

The Non-executive Director and the Independent Non-executive Directors are of sufficient calibre and number for their views to carry weight. The functions of Non-executive Directors include, but are not limited to:

- making an independent judgment at Board meetings;
- taking the lead where potential conflicts of interests arise;
- serving on Board committees if invited; and
- scrutinising the Company's performance.

To the best of the knowledge of the Company, the Directors have no financial, business, family or other material/relevant relationships with each other.

Role and Functions

The Board is responsible for overall strategy formulation, overseeing the risk management and internal control system on ongoing basis and monitoring performance of the Group. It delegates day-to-day operations of the Group to the Executive Committee within the control and authority framework set by the Board. In addition, the Board has delegated various responsibilities to the Audit Committee, the Remuneration Committee and the Nomination Committee. Further details of these committees are set out in this corporate governance report.

董事會 *(續)*

組成 *(續)*

非執行董事及獨立非執行董事具有足夠才幹和人數，使其意見具有影響力。非執行董事之職能包括（但不限於）：

- 於董事會會議上作出獨立判斷；
- 在出現潛在利益衝突時發揮牽頭引導作用；
- 應邀出任董事會轄下委員會成員；及
- 仔細檢查本公司之表現。

就本公司所深知，董事之間概無任何財務、業務、家族或其他重大／相關關係。

角色及職能

董事會負責制訂本集團之整體策略規劃、持續監控風險管理及內部監控系統及監管其表現，並委派執行委員會在董事會設定的監控及授權框架內處理本集團日常營運事宜。此外，董事會亦委派審核委員會、薪酬委員會及提名委員會執行不同職責。該等委員會之詳情載於本企業管治報告內。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS *(Continued)*

Board Meetings and Attendance

The Board meets at least four times a year at approximately quarterly intervals. Additional meetings would be arranged, if and when required. The Directors can attend meetings in person or through electronic means of communication in accordance with the bye-laws of the Company (the “Bye-laws”).

The Company Secretary assists the Chairman in setting the agenda of each meeting and each Director may request inclusion of matters in the agendas. Generally, at least fourteen days’ notice of a regular Board meeting is given and the Company endeavours to give reasonable notice for all other Board meetings. The Company also aims to send the agenda and the accompanying Board papers to all Directors at least three days before the intended date of a Board meeting. The accompanying Board papers are prepared in such form and quality so as to enable the Board to make an informed decision on matters placed before it.

All Directors have access to the Company Secretary who is responsible for ensuring that the Board meetings’ procedures are complied with and all applicable rules and regulations are followed.

The Company Secretary is responsible for taking minutes of the Board meetings and meetings of the Board committees. Drafts and final versions of which would be sent to the Directors for their comments and records respectively after the meetings. Minutes are recorded in sufficient detail relating to the matters considered by the Directors and decisions reached, including any concerns raised by the Directors or dissenting views expressed (if any). Minutes of Board meetings and meetings of Board committees are kept by the Company Secretary and are open for inspection by the Directors.

If a substantial shareholder of the Company or a Director has a conflict of interest in a matter to be considered by the Board (including material transaction with connected persons) which the Board has determined to be material, a physical Board meeting will be held instead of by way of written resolution to deal with the matter.

董事會 (續)

董事會會議及出席情況

董事會每年至少舉行四次會議，大約每季一次。如有需要時亦會另行安排會議。董事可親身出席或透過根據本公司公司細則（「公司細則」）所規定之電子通訊方法參與會議。

公司秘書協助主席訂定每次會議之議程，董事可要求於議程上加入其他事項。董事會定期會議一般發出至少十四天通知，本公司致力就一切其他董事會會議發出合理通知。本公司亦盡力將議程及相關會議文件至少在計劃舉行董事會會議日期的三天前送交全體董事。隨附的董事會會議文件的形式及質素足以讓董事會就提呈董事會商議事項作出明智的決定。

所有董事均取得公司秘書之意見，公司秘書確保董事會會議程序已遵守所有適用規則及規例。

公司秘書負責撰寫董事會及董事會轄下委員會之會議紀錄。在每次會議結束後，會議紀錄之初稿及最終定稿會送交董事，初稿供彼等表達意見，最後定稿則作其記錄之用。會議紀錄對有關於會議上董事曾考慮之事項及達致的決定均有足夠詳細的記錄，其中包括董事提出之任何疑慮或表達之反對意見（如有的話）。董事會及董事會轄下委員會之會議紀錄由公司秘書備存，並公開供董事查閱。

若有本公司主要股東或董事在董事會將予考慮之事項中存有董事會認為重大之利益衝突（包括與關連人士進行之重大交易），董事會會就該事項舉行董事會會議（而非以書面決議）方式處理。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (Continued)

Board Meetings and Attendance (Continued)

The Board held five Board meetings during the year ended 31 December 2020. The Directors had made active contribution to the affairs of the Group and the Board meetings were held to consider, among other things, various projects contemplated by the Group, review the effectiveness of the risk management and internal control system of the Group, and to review and approve the quarterly results, interim results and annual results of the Group. The attendance records of the Board meetings and general meeting held in 2020 are set out below:

董事會 (續)

董事會會議及出席情況 (續)

截至二零二零年十二月三十一日止年度，董事會共舉行五次董事會會議。諸位董事積極參與本集團之事務，該等董事會會議舉行之目的為考慮（其中包括）本集團擬進行之各種項目、檢討本集團風險管理及內部監控系統之有效性以及審閱和批准本集團之季度業績、中期業績及全年業績。於二零二零年度所舉行之董事會會議及股東大會會議之出席記錄如下：

Name of Directors	董事姓名	Number of meetings attended/ Number of meetings eligible to attend	
		出席會議次數／合資格出席 會議次數	
		Board meetings 董事會會議	General meeting 股東大會會議
Executive Directors	執行董事		
Ms. Cheng Xiaoyu (Chairman)	程曉宇女士 (主席)	5/5	1/1
Mr. Wang Hongpeng (Managing Director)	王宏鵬先生 (董事總經理)	5/5	1/1
Mr. Xu Liang	徐量先生	5/5	1/1
Mr. Xiao Yong	肖勇先生	5/5	1/1
Non-executive Director	非執行董事		
Mr. Chen Zheng (Deputy Chairman)	陳征先生 (副主席)	5/5	0/1
Independent Non-executive Directors	獨立非執行董事		
Prof. Japhet Sebastian Law	羅文鈺教授	5/5	1/1
Mr. Lam Yiu Kin	林耀堅先生	5/5	1/1
Mr. Zheng Xiaodong	鄭曉東先生	5/5	0/1
Mr. Kwong Che Keung, Gordon (retired on 22 May 2020)	鄺志強先生 (於二零二零年五月二十二日退任)	2/2	0/1

Remarks: Mr. Chen Zheng, Mr. Kwong Che Keung, Gordon and Mr. Zheng Xiaodong were not able to attend the annual general meeting of the Company due to other business commitments.

備註：陳征先生、鄺志強先生及鄭曉東先生因有其他公務而未能出席本公司的股東週年大會。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS *(Continued)*

Access to Information

The Directors may seek independent professional advice in appropriate circumstances, at the Company's expenses. The Company will, provide independent professional advice to the Directors to assist the relevant Directors in discharging their duties to the Company.

The Board is supplied with relevant information by the management pertaining to matters to be brought before it for decision making as well as reports relating to operational and financial performance of the Group at least three days before each Board meeting. All Directors are provided with monthly updates on the Company's performance and financial position to enable the Board as a whole and each Director to discharge their duties. Where any Director requires more information than is supplied by the management, they have the right of separate and independent access to the Group's management to make further enquiries if necessary.

Appointment and Re-election of Directors

Appointment of new Directors is a matter for consideration by the Nomination Committee. The Nomination Committee will review the profiles of the candidates and make recommendations to the Board on the appointment, re-appointment and retirement of Directors.

According to the Bye-laws, any Director appointed by the Board shall hold office, in the case of filling a casual vacancy, only until the next following general meeting of the Company or, in the case of an addition to the Board, until the next following annual general meeting of the Company, and shall then be eligible for re-election at such general meeting. Every Director (including the Non-executive Director and Independent Non-executive Directors) is appointed for a specific term and is subject to retirement by rotation at least once every three years.

Every newly appointed Director will be given an introduction of the regulatory requirements. The Directors are regularly updated on the latest development of the GEM Listing Rules and other applicable statutory requirements to ensure compliance with the good corporate governance practice.

董事會 (續)

資料之使用

董事可在適當之情況下尋求獨立專業意見，費用由本公司支付。本公司可向董事提供獨立專業意見，以協助有關董事履行其在本公司之責任。

於每次董事會會議前，管理層於最少三日前向董事會提供有關提呈董事會作出決定事宜之相關資料，以及有關本集團營運及財務表現之報告。全體董事每月均獲提供有關本公司表現及財務狀況的最新資料，以便董事會整體及各董事履行職務。倘任何董事需要管理層提供其他額外（管理層提供以外）資料，彼等均有權於有需要時自行接觸本集團管理層作進一步查詢。

委任及重選董事

委任新董事之事項由提名委員會審議。提名委員會將審閱候選人的履歷，並就董事之委任、重新委任及退任向董事會提出建議。

根據公司細則，任何為填補臨時空缺而獲董事會委任之董事任期至本公司下屆股東大會終止，或若為增加董事會成員數目而獲委任，則其任期至本公司下屆股東週年大會終止，並符合資格於該股東大會上膺選連任。每名董事（包括非執行董事及獨立非執行董事）均有指定任期，並須至少每三年輪值退任一次。

每名新委任之董事均獲得有關法規要求之簡介。GEM上市規則及其他適用法規要求之最新發展會不斷向董事更新，以確保彼等遵守良好的企業管治常規。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (Continued)

Board Diversity Policy

The Board adopted a board diversity policy (the “Board Diversity Policy”) in 2013. The Company recognises and embraces the benefits of diversity of Board members. While all Board appointments will continue to be made on a merit basis, the Company will ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the needs of the Company’s businesses. Selection of Director candidates will be based on a range of diversity perspectives, including but not limited to gender, race, language, cultural and educational background, experience (professional or otherwise), skills and knowledge. The Nomination Committee is responsible for reviewing the policy, developing and reviewing measurable objectives for implementing the policy and monitoring the progress on achieving these objectives. The Nomination Committee will review the policy and the measurable objectives at least annually to ensure the continued effectiveness of the Board.

Nomination Policy

The Board adopted a nomination policy (the “Nomination Policy”) in December 2018. The Nomination Committee assists the Board in ensuring a formal, considered and transparent procedure for the appointment and re-appointment of Directors as well as plans in place for orderly succession (if considered necessary), including periodical review of such plans and maintaining a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s businesses. The Nomination Committee shall consider the following criteria in assessing the suitability of a proposed candidate:

- diversity perspectives with reference to the Company’s business model and specific needs, including but not limited to gender, race, language, cultural background, educational background, industry experience and professional experience
- commitment in respect of available time and relevant interest

The Board has the ultimate responsibility for selection and appointment of Directors as permitted in the Bye-laws and shall have the final decision on all matters relating to its recommendation of candidate(s) to stand for election at any general meeting. The Nomination Policy shall be reviewed when necessary, and can be revised by the Board from time to time.

董事會 (續)

董事會多元化政策

董事會已於二零一三年採納董事會多元化政策（「董事會多元化政策」）。本公司明白並深信董事會成員多元化裨益良多。所有董事會的任命將繼續以此基礎作決定之同時，本公司亦將確保董事會有均衡的技巧、經驗及根據本公司業務需求而具備所需多元性。選擇董事候選人時將基於一系列多元化觀點與角度，包括但不限於性別、種族、語言、文化及教育背景、專業及其他經驗、技能及知識。提名委員會負責檢討本政策、拓展並檢討可計量目標，以確保本政策的執行，並監察該等目標的實現進度。提名委員會至少每年一次檢討本政策與可計量目標，以確保董事會持續行之有效。

提名政策

董事會已於二零一八年十二月採納提名政策（「提名政策」）。提名委員會協助董事會確保以正式、經審慎考慮並具透明度的委任程序委任及重新委任董事，以及制定有序的繼任計劃（如認為有需要），包括定期檢討此計劃，並保持符合公司業務所需的技巧、經驗及多元性的觀點。在評估建議候選人是否合適時，提名委員會應考慮以下準則：

- 多元化範疇並參考本公司的業務模式和特定需求，包括但不限於性別、種族、語言、文化背景、教育背景、行業經驗和專業經驗
- 可投入的時間及其所代表的相關利益

於公司細則許可的情況下，董事會承擔甄選及委任董事的最終責任，並對其推薦候選人於股東大會上參選的所有事宜擁有最後決定權。本政策應在有需要時作出檢討，並可由董事會不時作出修訂。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (Continued)

Directors' Continuing Training and Development

All Directors have participated in continuous professional development and provided to the Company a record of training which they received during the period from 1 January 2020 to 31 December 2020. According to the records provided by the Directors, a summary of the training received by the Directors is set out as follows:

董事會 (續)

董事之持續培訓及發展

於二零二零年一月一日至二零二零年十二月三十一日止期間全體董事均有參與持續專業發展，並已向本公司提供其所接受之培訓記錄。根據董事提供之記錄，董事所接受之培訓概述如下：

Attending or participating in seminars/workshops/reading materials and updates relating to the latest development of the GEM Listing Rules and other applicable regulatory requirements
出席或參加研討會／研習班／閱讀有關GEM上市規則及其他適用法規要求之最新發展的更新

Name of Directors	董事姓名	
Executive Directors		
Ms. Cheng Xiaoyu (Chairman)	程曉宇女士 (主席)	✓
Mr. Wang Hongpeng (Managing Director)	王宏鵬先生 (董事總經理)	✓
Mr. Xu Liang	徐量先生	✓
Mr. Xiao Yong	肖勇先生	✓
Non-executive Director		
Mr. Chen Zheng (Deputy Chairman)	陳征先生 (副主席)	✓
Independent Non-executive Directors		
Prof. Japhet Sebastian Law	羅文鈺教授	✓
Mr. Lam Yiu Kin	林耀堅先生	✓
Mr. Zheng Xiaodong	鄭曉東先生	✓

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS *(Continued)*

Directors' and Officers' Liability

Appropriate insurance cover on directors' and officers' liabilities are in force to protect the Directors and officers of the Group from their exposure to risk arising from the businesses of the Group.

CHAIRMAN AND MANAGING DIRECTOR

The roles of the Chairman and the Managing Director are separate and are not performed by the same individual to reinforce their independence and accountability. For the year ended 31 December 2020, Ms. Cheng Xiaoyu is the Chairman of the Board and Mr. Wang Hongpeng is the Managing Director of the Company. The Chairman provides leadership for the Board and overall strategy formulation for the Group. The Managing Director has overall responsibility for the Group's business development and day-to-day management. The division of responsibilities between the Chairman and the Managing Director is clearly established and set out in writing.

With the support of the Executive Directors and the Company Secretary, the Chairman seeks to ensure that all Directors are properly briefed on issues arising at Board meetings and receive adequate information, which must be complete and reliable in a timely manner.

NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTORS

The Non-executive Directors (including Independent Non-executive Directors) provide a wide range of expertise and experience as well as checks and balances to safeguard the interests of the Group and its shareholders.

董事會 (續)

董事及高級職員之責任保險

本集團已為其董事及高級職員購買合適的責任保險，就彼等因本集團業務承擔的風險提供保障。

主席及董事總經理

為加強主席與董事總經理之獨立性及問責性，彼等的角色已予區分，並非由一人同時兼任。截至二零二零年十二月三十一日止年度，由程曉宇女士擔任董事會主席，而王宏鵬先生則為本公司之董事總經理。主席負責領導董事會以及本集團之整體策略規劃。董事總經理則整體上負責本集團的業務發展及日常管理。主席與董事總經理之間職責的分工已予清楚界定並以書面載列。

在執行董事及公司秘書的協助下，主席已設法確保董事會會議上所有董事均適當知悉當前的事項，並及時收到適當並完整可靠的資訊。

非執行董事及獨立非執行董事

非執行董事（包括獨立非執行董事）提供各項專業知識和經驗，並進行核查與平衡，維護本集團及其股東之利益。

CORPORATE GOVERNANCE REPORT

企業管治報告

NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTORS *(Continued)*

Pursuant to Rule 5.05 of the GEM Listing Rules, the Company has appointed three Independent Non-executive Directors. One of the Independent Non-executive Directors, namely, Mr. Lam Yiu Kin has appropriate professional qualifications on accounting or related financial management expertise. The Company has received from each Independent Non-executive Director an annual confirmation of his independence for the year ended 31 December 2020 pursuant to Rule 5.09 of the GEM Listing Rules and based on the contents of such confirmations, the Company considers that all Independent Non-executive Directors are independent during the Year.

The Non-executive Director and all Independent Non-executive Directors were appointed for a specific term and are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Details of the terms are set out in the section headed "REPORT OF THE DIRECTORS" of this annual report.

DELEGATION BY THE BOARD

Board Committees

The Board has established the following committees to oversee particular aspects of the Group's affairs and to assist in the execution of the Board's responsibilities. All committees have their own written terms of reference. All resolutions passed by the committees will be reported to the Board at the next Board meeting.

非執行董事及獨立非執行董事 (續)

根據GEM上市規則第5.05條，本公司已委任三名獨立非執行董事。其中一名獨立非執行董事，即林耀堅先生，具備適當專業資格或在會計或相關財務管理方面的專業知識。本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條的規定提交的截至二零二零年十二月三十一日止年度的年度獨立性確認書。根據該等確認書之內容，本公司認為全體獨立非執行董事於本年度均屬獨立人士。

本公司非執行董事及全體獨立非執行董事均有指定任期，惟須按照公司細則，於本公司股東週年大會上輪值退任及膺選連任。有關任期之詳情載於本年報中「董事會報告書」一節內。

董事會授權

董事會轄下委員會

董事會已成立下列委員會，以監察本集團特定範疇的事務及協助董事會執行其職務。所有委員會均有其書面訂明的職權範圍。委員會上通過的所有決議案均須於下次董事會會議上向董事會匯報。

CORPORATE GOVERNANCE REPORT

企業管治報告

DELEGATION BY THE BOARD (Continued)

Executive Committee

The Executive Committee was established in September 2007 and comprises all Executive Directors. As of 31 December 2020, the Executive Committee consists of four Executive Directors namely, Ms. Cheng Xiaoyu, Mr. Wang Hongpeng, Mr. Xu Liang and Mr. Xiao Yong. It is chaired by Ms. Cheng Xiaoyu.

The Executive Committee has been conferred with the general powers of the Board (except those matters specifically reserved for the Board) to manage and oversee the operations of the Group.

Audit Committee

The Audit Committee was established in July 2003 with specific written terms of reference which set out its authorities and duties. The terms of reference of the Audit Committee are available on the Stock Exchange's website (www.hkexnews.hk) and the Company's website.

The principal duties of the Audit Committee include:

- overseeing the relationship with the Company's auditor;
- reviewing the quarterly, interim and annual financial statements; and
- overseeing the Company's financial reporting system, risk management, internal control system and policies which include the whistleblowing policy reporting system.

The Audit Committee has explicit authority to investigate any activity within its terms of reference and obtain external legal or other independent professional advice if it considers necessary. It is given access to and assistance from the employees of the Group and reasonable resources to discharge its duties properly.

董事會授權 (續)

執行委員會

執行委員會於二零零七年九月成立，並由本公司全體執行董事組成。於二零二零年十二月三十一日，執行委員會由四名執行董事組成，即程曉宇女士、王宏鵬先生、徐量先生及肖勇先生，並由程曉宇女士擔任主席。

執行委員會獲授予董事會的一般權力（惟保留予董事會的事項除外）以管理及監督本集團的營運。

審核委員會

審核委員會於二零零三年七月成立，並制定書面職權範圍，清楚說明其職權及責任。審核委員會的職權範圍可於聯交所網站(www.hkexnews.hk)及本公司網站查閱。

審核委員會的主要職責包括：

- 監察與本公司核數師之間的關係；
- 審閱季度、中期及全年財務報告；及
- 監察本公司的財務申報程序、風險管理、內部監控系統及政策（包括舉報政策報告系統）。

審核委員會具有明確權力，按其職權範圍調查任何事宜及於需要時獲取外部法律或其他獨立專業之意見，亦獲本集團僱員提供支援及協助，並取得合理的資源以妥善履行其職務。

CORPORATE GOVERNANCE REPORT

企業管治報告

DELEGATION BY THE BOARD *(Continued)*

Audit Committee *(Continued)*

The Audit Committee consists of three Independent Non-executive Directors, namely, Mr. Lam Yiu Kin, Prof. Japhet Sebastian Law and Mr. Zheng Xiaodong (appointed on 22 May 2020). It is chaired by Mr. Lam Yiu Kin. None of the members of the Audit Committee are former partners of the auditor of the Company.

The Audit Committee held four meetings during the year ended 31 December 2020 with the Company's management and the internal audit manager, two meetings of which were held with the external auditor of the Company. The Audit Committee had, among others, reviewed:

- the Group's internal control system and risk management;
- the final results of the Group for the year ended 31 December 2019;
- the quarterly results of the Group for the three months ended 31 March 2020;
- the interim results of the Group for the six months ended 30 June 2020; and
- the quarterly results of the Group for the nine months ended 30 September 2020.

董事會授權 *(續)*

審核委員會 *(續)*

審核委員會由三名獨立非執行董事組成，即林耀堅先生、羅文鈺教授及鄭曉東先生（於二零二零年五月二十二日獲委任），並由林耀堅先生擔任主席。概無審核委員會成員為本公司核數師的前任合夥人。

審核委員會於截至二零二零年十二月三十一日止年度與本公司管理層及內部審計經理共舉行四次會議，其中兩次與外聘核數師會晤。審核委員會曾（其中包括）審閱：

- 本集團內部監控系統及風險管理；
- 本集團截至二零一九年十二月三十一日止年度的末期業績；
- 本集團截至二零二零年三月三十一日止三個月的季度業績；
- 本集團截至二零二零年六月三十日止六個月的中期業績；及
- 本集團截至二零二零年九月三十日止九個月的季度業績。

CORPORATE GOVERNANCE REPORT

企業管治報告

DELEGATION BY THE BOARD (Continued)

董事會授權 (續)

Audit Committee (Continued)

審核委員會 (續)

The attendance record of the Audit Committee meetings held in 2020 is set out below:

於二零二零年所舉行的審核委員會會議之出席記錄如下：

Name of Directors	董事姓名	Number of meetings attended/ Number of meetings eligible to attend 出席會議次數/ 合資格出席會議次數
Mr. Lam Yiu Kin (Chairman) (appointed as Chairman on 22 May 2020)	林耀堅先生 (主席) (於二零二零年五月二十二日獲委任為主席)	4/4
Prof. Japhet Sebastian Law	羅文鈺教授	4/4
Mr. Zheng Xiaodong (appointed on 22 May 2020)	鄭曉東先生 (於二零二零年五月二十二日獲委任)	2/2
Mr. Kwong Che Keung, Gordon (Chairman) (retired on 22 May 2020)	鄺志強先生 (主席) (於二零二零年五月二十二日退任)	2/2

For the year ended 31 December 2020, the Board had no disagreement with the Audit Committee's view on the selection, appointment, resignation or dismissal of the external auditor of the Company.

截至二零二零年十二月三十一日止年度，董事會概無不同意審核委員會就甄選、委任、辭任或罷免外聘核數師事宜的意見。

Nomination Committee

提名委員會

The Nomination Committee was established in August 2003 with specific written terms of reference which set out its authorities and duties. The terms of reference of the Nomination Committee are available on the Stock Exchange's website and the Company's website.

提名委員會於二零零三年八月成立，並制定書面職權範圍，清楚說明其職權及責任。提名委員會的職權範圍可於聯交所網站及本公司網站查閱。

CORPORATE GOVERNANCE REPORT

企業管治報告

DELEGATION BY THE BOARD (Continued)

Nomination Committee (Continued)

The principal duties of the Nomination Committee include:

- reviewing the structure, size and composition of the Board;
- identifying and making recommendations to the Board suitable and qualified individuals nominated for directorships;
- making recommendations to the Board on the appointment or re-appointment of the Directors and succession planning for the Directors; and
- assessing the independence of Independent Non-executive Directors.

Where vacancies exist on the Board, candidates are proposed and put forward to the Nomination Committee for consideration. The recommendations of the Nomination Committee will then be submitted to the Board for approval. The Nomination Committee will also take into account the Board Diversity Policy and the Nomination Policy when identifying suitably qualified candidates to become members of the Board. In addition, the Board reviews the Board Diversity Policy from time to time, so as to develop and review measurable objectives for implementing the Board Diversity Policy and to monitor the progress on achieving these objectives.

The Nomination Committee has explicit authority to seek any necessary information from the employees of the Group within its scope of duties and obtain external independent professional advice if it considers necessary.

董事會授權 (續)

提名委員會 (續)

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；
- 物色及推薦合適及合符資格可擔任董事的個別人士予董事會；
- 就董事委任或重新委任以及董事繼任計劃向董事會提出建議；及
- 評核獨立非執行董事的獨立性。

董事會出現空缺時，於提名委員會上審議獲提名的候選人。提名委員會的建議其後會提交董事會審批。於物色合資格人士成為董事會成員時，提名委員會將考慮董事會多元化政策及提名政策。此外，董事會不時檢討董事會多元化政策，從而拓展及檢討可計量目標以執行董事會多元化政策及監察該等目標的實現進度。

提名委員會具有明確權力，按其職權範圍向本集團僱員徵求任何所需資料。提名委員會亦有權於需要時獲取外部獨立專業意見。

CORPORATE GOVERNANCE REPORT

企業管治報告

DELEGATION BY THE BOARD (Continued)

Nomination Committee (Continued)

The Nomination Committee consists of five Directors, namely, Ms. Cheng Xiaoyu, Mr. Xu Liang, Prof. Japhet Sebastian Law, Mr. Lam Yiu Kin and Mr. Zheng Xiaodong (appointed on 22 May 2020). It is chaired by Ms. Cheng Xiaoyu. The Independent Non-executive Directors constitute the majority of the committee members.

For the year ended 31 December 2020, the Nomination Committee had, among others:

- recommended to the Board the re-appointment of Directors;
- assessed the independence of Independent Non-executive Director; and
- reviewed the structure of the Board taking into account the Board Diversity Policy.

The Nomination Committee held one meeting in 2020 and the attendance record is set out below:

董事會授權 (續)

提名委員會 (續)

提名委員會由五名董事組成，即程曉宇女士、徐量先生、羅文鈺教授、林耀堅先生及鄭曉東先生（於二零二零年五月二十二日獲委任），並由程曉宇女士擔任主席。獨立非執行董事佔委員會成員的大多數。

截至二零二零年十二月三十一日止年度，提名委員會曾（其中包括）：

- 就董事之重新委任向董事會作出推薦；
- 評核獨立非執行董事的獨立性；及
- 檢討董事會架構（當中已考慮董事會多元化政策）。

於二零二零年，提名委員會曾舉行一次會議，會議出席記錄如下：

Name of Directors	董事姓名	Number of meetings attended/ Number of meetings eligible to attend 出席會議次數/ 合資格出席會議次數
Ms. Cheng Xiaoyu (Chairman)	程曉宇女士 (主席)	1/1
Mr. Xu Liang	徐量先生	1/1
Prof. Japhet Sebastian Law	羅文鈺教授	1/1
Mr. Lam Yiu Kin	林耀堅先生	1/1
Mr. Zheng Xiaodong (appointed on 22 May 2020)	鄭曉東先生 (於二零二零年五月二十二日獲委任)	1/1

CORPORATE GOVERNANCE REPORT

企業管治報告

DELEGATION BY THE BOARD (Continued)

Remuneration Committee

The Remuneration Committee was established in July 2003 with specific written terms of reference which set out its authorities and duties. The terms of reference of the Remuneration Committee are available on the Stock Exchange's website and the Company's website.

The principal duties of the Remuneration Committee include:

- making recommendations to the Board on the Company's policy and structure for the remuneration of all Directors and senior management of the Group and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
- reviewing and approving the Directors' remuneration proposals with reference to the Board's corporate goals and objectives;
- determining, with delegated responsibility, the remuneration packages of individual Executive Directors and senior management and making recommendations to the Board on the remuneration of the Non-executive Director and Independent Non-executive Directors;
- reviewing and approving the compensation payable to the Executive Directors and senior management and the compensation arrangements relating to dismissal or removal of Directors for misconduct; and
- ensuring that no Director or any of his associates is involved in deciding his own remuneration.

The Remuneration Committee may consult the Chairman of the Board about its proposals relating to the remuneration of the Executive Directors. It has explicit authority to seek any necessary information from the employees of the Group within its scope of duties and obtain external independent professional advice if it considers necessary.

The remuneration policies applicable to the Directors and management of the Group are performance-based and in line with market practice. The Company reviews the remuneration packages annually taking into consideration market practice, the competitive market position and individual performances.

董事會授權 (續)

薪酬委員會

薪酬委員會於二零零三年七月成立，並制定書面職權範圍，清楚說明其職權及責任。薪酬委員會的職權範圍可於聯交所網站及本公司網站查閱。

薪酬委員會的主要職責包括：

- 就本公司於全體董事及本集團高級管理人員的薪酬政策及架構，及就設立正規而具透明度的程序制訂此等薪酬政策，向董事會提出建議；
- 因應董事會所訂制之企業方針及目標，檢討及批准董事薪酬建議；
- 獲董事會轉授責任，釐定個別執行董事及高級管理人員的薪酬待遇，並就非執行董事及獨立非執行董事的酬金向董事會提出建議；
- 檢討及審批應付予執行董事及高級管理人員的賠償，以及董事因行為不當而被辭退或免職時的賠償安排；及
- 確保任何董事或其任何聯繫人士不得參與釐定其薪酬。

薪酬委員會可就執行董事的薪酬建議諮詢董事會主席意見。薪酬委員會具有明確權力，按其職權範圍向本集團僱員徵求任何所需資料及於需要時獲取外部獨立專業意見。

本集團董事及管理層之薪酬政策以工作表現釐定，以符合市場水平。本公司會根據市場慣例、市場上的競爭狀況及個人表現，按年檢討其薪酬政策。

CORPORATE GOVERNANCE REPORT

企業管治報告

DELEGATION BY THE BOARD (Continued)

Remuneration Committee (Continued)

The Remuneration Committee consists of five Directors namely, Prof. Japhet Sebastian Law, Ms. Cheng Xiaoyu, Mr. Xu Liang, Mr. Lam Yiu Kin and Mr. Zheng Xiaodong (appointed on 22 May 2020). It is chaired by Prof. Japhet Sebastian Law. The Independent Non-executive Directors constitute the majority of the committee members.

For the year ended 31 December 2020, the Remuneration Committee had, among others:

- determined the bonuses of the Executive Directors for year 2020 and the salaries of the Executive Directors for year 2021;
- made recommendations to the Board on fees for the Non-executive Director and Independent Non-executive Directors for year 2021; and
- reviewed the terms of letters of appointment of the Non-executive Director and an Independent Non-executive Director.

The Remuneration Committee held one meeting in 2020 and the attendance record is set out below:

董事會授權 (續)

薪酬委員會 (續)

薪酬委員會由五名董事組成，即羅文鈺教授、程曉宇女士、徐量先生、林耀堅先生及鄭曉東先生（於二零二零年五月二十二日獲委任），並由羅文鈺教授擔任主席。獨立非執行董事佔薪酬委員會成員的大多數。

截至二零二零年十二月三十一日止年度，薪酬委員會曾（其中包括）：

- 釐定執行董事二零二零年年度的花紅及執行董事二零二一年年度的薪酬；
- 就非執行董事及獨立非執行董事二零二一年年度的袍金向董事會提出建議；及
- 審閱非執行董事及獨立非執行董事之委聘書的條款。

於二零二零年，薪酬委員會曾舉行一次會議，會議出席記錄如下：

Name of Directors	董事姓名	Number of meetings attended/ Number of meetings eligible to attend 出席會議次數/ 合資格出席會議次數
Prof. Japhet Sebastian Law (Chairman)	羅文鈺教授 (主席)	1/1
Ms. Cheng Xiaoyu (Vice Chairman)	程曉宇女士 (副主席)	1/1
Mr. Xu Liang	徐量先生	1/1
Mr. Lam Yiu Kin	林耀堅先生	1/1
Mr. Zheng Xiaodong (appointed on 22 May 2020)	鄭曉東先生 (於二零二零年五月二十二日獲委任)	1/1

CORPORATE GOVERNANCE REPORT

企業管治報告

DELEGATION BY THE BOARD (Continued)

Corporate Governance Function

The Company's corporate governance function is carried out by the Board pursuant to a set of written terms of reference adopted by the Board in compliance with code provision D.3.1 of the CG Code, which include (a) to develop and review the Company's policies and practices on corporate governance; (b) to review and monitor the training and continuous professional development of the Directors and senior management of the Group; (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees of the Group and the Directors; and (e) to review the Company's compliance with the CG Code and disclosure in the corporate governance report.

Company Secretary

The Company Secretary is a full-time employee of the Company and has day-to-day knowledge of the Company's affairs. The Company Secretary reports to the Chairman and the Managing Director, and is responsible for advising the Board through the Chairman and/or the Managing Director on corporate governance matters. For the year under review, the Company Secretary has confirmed that no less than 15 hours of relevant professional training has been taken.

DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing financial statements of the Group which give a true and fair view of the state of affairs of the Group on a going concern basis. In presenting the quarterly, interim and annual financial statements, announcements and other financial disclosures required under the GEM Listing Rules, the Directors aim to present a balanced, clear and understandable assessment of the Group's position and prospects.

The statement of the auditor of the Company, PricewaterhouseCoopers, on its reporting responsibilities on the consolidated financial statements of the Group is set out in the section headed "INDEPENDENT AUDITOR'S REPORT" on pages 95 to 105 of this annual report.

董事會授權 (續)

企業管治職能

本公司的企業管治職能根據董事會已採納的職權範圍由董事會負責，以符合企業管治守則之守則條文第D.3.1條的規定，當中包括：(a)制定及檢討本公司的企業管治政策及常規；(b)檢討及監察董事及本集團高級管理人員的培訓及持續專業發展；(c)檢討及監察本公司在遵守法律及監管規定方面的政策及常規；(d)制定、檢討及監察適用於本集團僱員及董事的操守準則及合規手冊(如有)；及(e)檢討本公司遵守企業管治守則的情況及企業管治報告內的披露。

公司秘書

公司秘書為本公司之全職僱員，並對本公司的日常事務有所認識。公司秘書向主席及董事總經理匯報，並負責透過主席及／或董事總經理向董事會就企業管治事宜提供建議。就本回顧年度而言，公司秘書確認其已接受不少於十五小時的相關專業培訓。

董事於財務報告的責任

董事承認彼等有責任編製本集團財務報告，以持續經營基準真實及公平地呈列本集團的事務。另於呈列季度、中期及全年財務報告、公告及GEM上市規則所要求的其他財務披露時，董事須致力平衡、清晰及容易理解地評估本集團的狀況及前景。

本公司核數師羅兵咸永道會計師事務所已在本年報第95至105頁的「獨立核數師報告」中就彼於本集團綜合財務報告的申報責任作出聲明。

CORPORATE GOVERNANCE REPORT

企業管治報告

INTERNAL CONTROL

The Board is of the opinion that sound internal control systems will contribute to the effectiveness and efficiency of the operations of the Group and to safeguard the Group's assets as well as the shareholders.

The Board is responsible for monitoring, maintaining and overseeing the internal control systems of the Group. The Executive Committee helps the Board to discharge its responsibilities of ensuring and maintaining sound internal control functions by regularly and continuously reviewing and monitoring the internal control systems and processes so as to ensure that they can provide reasonable assurance against material errors of the Group.

The internal control system is embedded within the business processes so that it functions as an integral part of the overall operations of the Group. The system comprises a comprehensive organisational structure with assignment of definite accountabilities and delegation of the corresponding authorities to each post. Based on the organisational structure, a reporting system has been developed under which the division head of each principal business unit reports to the Executive Committee directly.

Business plans and budgets are prepared by the division head of each principal business unit annually. In preparing the business plans and budgets, the management identifies and evaluates any potential risks. Measures will be put in place with an aim to ultimately manage, control or eliminate such risks.

The business plans and budgets are subject to review and approval by the Executive Committee. The Executive Committee reviews the monthly management reports on the operational and financial results of each principal business unit and measures the actual performance of the Group against the business plan and budget concerned. During such reviews, the Executive Committee also considers and assesses the effectiveness of all material controls. The Executive Committee holds periodical meetings with the management of each principal business unit and the finance team to, amongst other matters, address the issues in such controls, identify areas of improvement and put the appropriate measures in place.

The internal control system is documented and if any revision is required, such information will be submitted to the Audit Committee for evaluation.

內部監控

董事會認為健全的內部監控制度能提高本集團的營運效益及效率，亦有助於保障本集團的資產及股東。

董事會負責監察、維持及監管本集團的內部監控制度。執行委員會協助董事會履行其確保及維持健全內部監控制度的責任，並透過定期及持續監督檢討內部監控系統和程序，以確定該等系統和程序能合理地確保本集團不會出現重大的誤差。

本集團的內部監控系統已納入業務程序中，成為本集團整體營運中不可分割的一部分。該系統包括一個全面的組織架構，當中每個崗位都委以明確的責任，並授予相應的權力。本集團根據組織架構建立了匯報制度，在匯報制度下，每個主要業務單位的主管直接向執行委員會作出匯報。

每個主要業務單位的主管須每年編製業務計劃及預算案，在訂立業務計劃及預算案時，管理層會辨識及評估任何潛在風險，對應的措施將予實施，務求最終能管理、控制或消除該等風險。

有關業務計劃及預算案需提交執行委員會審閱及批准。此外，執行委員會亦會審閱每個主要業務單位每月營運及財務表現的管理報告，並以相關的業務計劃及預算案來衡量本集團的實際表現。在該審閱過程中，執行委員會亦會考慮及評審所有重大監控方面的成效。執行委員會與每個主要業務單位及財務部的管理層會定期舉行會議，以處理（其中包括）內部監控事宜，識別可予以改善的地方及採取適當的改善措施。

本集團的內部監控系統通過書面記載，如需修訂，亦會把相關的資料呈交審核委員會作評審。

CORPORATE GOVERNANCE REPORT

企業管治報告

INTERNAL CONTROL (Continued)

Moreover, the Group has established “Whistleblowing Policy”, “Procurement Policy and Guideline” and “Delegation Policy” in order to strengthen its internal control system.

The Audit Committee assists the Board in fulfilling its role in overseeing the Group’s internal control function by reviewing and evaluating the effectiveness of the internal control system.

The Company has set up an internal audit department (the “I.A. Department”) which assists the Executive Committee and the Audit Committee in discharging their internal control duties. The I.A. Department, which is independent of the operational departments of the Group, is responsible for conducting regular audits on the major activities of the Group. Its objective is to ensure that all material controls, including financial, operational and compliance controls as well as risk management, are in place and functioning effectively. The I.A. Department reports to the Executive Committee and the Audit Committee with its findings and makes recommendations to improve the internal control system of the Group.

The Board considers that it is an ongoing and continuous process for the Group to review and improve its internal control system in order to ensure that they remain effective in the dynamic and everchanging business environment. During the year ended 31 December 2020, the Board has been, through the Executive Committee and the Audit Committee (with the assistance from the I.A. Department), continuously reviewing the effectiveness of the Group’s internal control system. The division head of each principle business unit and the Managing Director made representations as to compliance by themselves and their subordinates of key internal control system for year 2020 to the Board. The requirement for making representation letters by the management can strengthen individual responsibility for corporate governance and controls.

To comply with the code provision C.2.2 of the CG Code, the Board also included a review of adequacy of resources, qualifications and experience of staff of the Company’s accounting and financial reporting function, their training programmes and budget in its annual review for year 2020.

內部監控 (續)

此外，本集團亦制定了《舉報政策》、《採購政策和指引》及《授權守則》，以加強內部營運的監控系統。

審核委員會協助董事會履行其在本集團內部監控功能上的監管角色，審閱及評估內部監控制度的效益。

本公司已成立內部審計部門（「內部審計部門」），以協助執行委員會及審核委員會履行其在內部監控之責任。內部審計部門獨立於本集團的營運部門，負責對本集團的主要業務定期進行審核。其目標為確保所有重要的監控（包括財務監控、運作監控及合規監控以及風險管理）能有效地運作。內部審計部門向執行委員會及審核委員會匯報其工作結果，並就改善本集團的內部監控系統提出建議。

董事會認為本集團須持續不斷地檢討及改善內部監控系統，以確保本集團的內部監控系統能應付瞬息萬變的商業環境。截至二零二零年十二月三十一日止年度，董事會透過執行委員會及審核委員會（在內部審計部門的協助下）持續檢討本集團內部監控制度的成效。本公司各主要業務分部負責人和董事總經理已向董事會提交聲明書，內容有關彼等及其下屬就二零二零年年度內已遵守內部監控制度的主要範圍之聲明。由管理層出具聲明書的規定可強化企業管治及監控上的個人責任。

為符合企業管治守則之守則條文第C.2.2條的規定，董事會亦已檢討包括二零二零年年度會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工的培訓課程及年度預算。

CORPORATE GOVERNANCE REPORT

企業管治報告

INTERNAL CONTROL (Continued)

In relation to the handling and release of inside information, the Group has established corresponding policies to restrict its employees from unauthorized use, handling or external release of the operating and financial information which is for internal use, to ensure the Group is in compliance with the relevant laws and regulations.

Internal Control System

- Identify & evaluate potential risks when preparing the annual business plan & budget
於編製全年業務計劃及預算案中辨識及評估潛在風險
- Put measures in place for managing, controlling or eliminating risks
就管理、控制或消除風險實施對應的措施
- Implement business plan
執行業務計劃
- Prepare monthly management report
編製每月管理報告
- Revise business plan from time to time
不時修改業務計劃



內部監控 (續)

就處理及發佈內幕消息而言，本集團已制定相關政策訂明禁止員工未經授權使用、處理或對外發放內部使用的營運及財務資料，確保符合相關法例與規則。

內部監控系統

- Review & approve business plan & budget
審閱及批核業務計劃及預算案
- Review monthly management report for:
審閱每月管理報告：
 - measuring actual performance against business plan & budget; & 以業務計劃及預算案 衡量實際表現; 及
 - reviewing & assessing effectiveness of all material controls
檢討及評審所有重大監控方面的成效

- Review & evaluate the overall effectiveness of internal control system
審閱及評估內部監控制度的整體效益
- Make recommendations
提出建議

CORPORATE GOVERNANCE REPORT

企業管治報告

INTERNAL CONTROL *(Continued)*

內部監控 (續)

Internal Audit Functions

內部審計功能



CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT

Risk Management Framework

The Group has established an Enterprise Risk Management (ERM) framework to effectively identify, assess and manage risks. Enterprise operates in environments where factors such as competition, restructurings, changing markets and technology create uncertainty. Uncertainty comes from an inability to precisely predict the likelihood that events (risks) will occur and the associated impacts.

The ERM framework enables management to adopt a proactive and systematic approach for identifying and managing risks across the organization to evaluate risk impact and likelihood of occurrence. Risk managing workshops are conducted in each operating unit and an ERM Implementation Pack is prepared to guide the implementation of the risk managing work.

The objective of this ERM Implementation Pack is for establishing the Group's ERM framework and policies, including defining roles and responsibilities; providing key principles and concepts, a common language, and clear direction and guidance; and setting up a foundational basis needed to design and implement an ERM process that effectively addresses the Group's operations.



Risk Management Structure

The Board oversees the overall management of risks. The Risk Management Working Committee assists the Board and Audit Committee to review and monitor key risks. Operating units are responsible for the identification and management of risks in their operations.

風險管理

風險管理體制

本集團已建立了企業風險管理體制，以有效地識別、評估及管理風險。企業於營運環境中，競爭、重組、市場轉變及科技等因素均產生不明朗因素，而不明朗源於管理層未能準確預測事件（風險）發生的可能性和發生後的嚴重性。

該風險管理體制使管理層能夠採取主動及有系統的方法去識別及管理企業的風險，去評估風險發生的可能性和嚴重性。本集團已為各營運單位舉辦了風險管理研討會和編製了《風險管理手冊》以指導風險管理工作的實施。

此《風險管理手冊》的目的旨在建立本集團企業風險管理的框架及政策，包括界定角色及責任、提供主要原則及概念、提供共同語言及清晰的方向及指引，為設計和實施本集團的企業風險管理流程奠下基礎。

風險管理架構

董事會全權監察本集團整體風險管理，風險管理工作委員會則協助董事會及審核委員會檢視及監控關鍵風險。營運單位則負責識別及管理其業務中之風險。

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT (Continued)

Risk Management Process

By applying the principles and methodologies described in the ERM Implementation Pack, management develops five key steps for implementation.



- | | |
|--|--|
| <p>(1) Objective setting is a precondition to event identification, risk assessment, and risk response. There must first be objectives before the management can identify and assess risks, and take necessary actions to manage the risks.</p> | <p>(1) 訂立目標為風險識別、風險評估及風險應對之先決條件。於管理層識別、評估風險及採取必要應對措施之前，必先訂立目標。</p> |
| <p>(2) Risks are identified at the entity, activity and process level by using various techniques.</p> | <p>(2) 透過運用各樣技巧在企業層面、經濟活動層面及運作流程層面識別風險。</p> |
| <p>(3) Risks are evaluated from two perspectives – likelihood and impact. Criteria are developed upon which identified risks will be measured in terms of likelihood and impact. Following this, risks will then be prioritized according to their “Risk Rating” which is the combination effect of “Likelihood” and “Impact”.</p> | <p>(3) 從兩個方面去評價風險 – 可能性和嚴重性。根據已制定標準，已識別風險將根據發生的可能性及發生後的嚴重性去量度。其後，根據可能性和嚴重性的組合對風險進行評級和確定處理的次序。</p> |
| <p>(4) In evaluating response options, the management considers the effect on both risk likelihood and impact, recognizing that a response might affect likelihood and impact differently. Having selected risk responses, management identifies control activities needed to ensure that the risk responses are carried out properly and in a timely manner. The effectiveness of the controls are assessed by using the three-point scale.</p> | <p>(4) 於評估風險應對方案時，管理層會考慮方案對管理風險之可能性及嚴重性之成效，應對方案對可能性或嚴重性會有不同的成效。於選擇風險應對方案後，管理層制定落實措施，以確保風險應對方案適當和及時執行。落實措施的成效分三級進行評定。</p> |
| <p>(5) A risk management report that highlights key risks and action plans is presented to the Audit Committee and the Board annually. Significant changes in key risks on a day-to-day basis are promptly reported to the Group’s management and immediately handled.</p> | <p>(5) 每年向審核委員會及董事會提交一次風險管理報告，重點匯報關鍵風險及行動計劃。日常關鍵風險之重大改變會及時向本集團之管理層報告並立即處理。</p> |

風險管理 (續)

風險管理流程

管理層通過應用《風險管理手冊》中之原則及方法，制定了五個實施的關鍵步驟。

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT (Continued)

Risk Management Process (Continued)

Risk management changes over time. Risk responses that were once effective may become irrelevant; control activities may become less effective, or no longer be performed; or entity objectives may change. In the face of such changes, management continually works to improve the risk management framework in order to keep pace with the changing dynamics of businesses.

The Board has reviewed the risk management report of the Group for the year ended 31 December 2020 and evaluated the effectiveness of the Group's risk management system.

Key Risks of the Group

As an objective of risk management, we must first understand the key risks currently faced by the Group and the corresponding strategies against such risks. The table below sets forth the key risks which the Group is currently facing:

Risk 風險

Corresponding Strategy 應對策略

Disputes with the contracted party involved in a cultural park development project. This might have significant impacts on the Group's asset value and profit.

一產業園於開發和經營上與合作方有糾紛，對本集團資產價值和盈利有重大影響。

Threats to public health and disruptions in operations due to the outbreak of the COVID-19 epidemic.

2019冠狀病毒病的疫情在全球迅速蔓延，對公共衛生和集團運營帶來威脅。

Cyber security issues compromising data integrity and system availability.

網絡安全問題危及數據的完整性和系統可用性。

We have appointed lawyers to follow up on the litigation proceedings with the aim to achieve the best outcome.

已委託律師團隊跟進相關訴訟，爭取最有利結果。

We continue to strengthen Epidemic prevention measures. We remain alert and cautious with the ongoing development of Epidemic and assess the impact on operation and financial performance. Formulate responsive strategies in a timely manner to mitigate various business risks.

繼續加強對疫情的防控措施；密切關注疫情發展情況，評估其對本集團財務狀況、經營業績等方面的影響；及時制定對策，以減低疫情對公司經營之影響。

Strictly enforce data backup and implement various security measures such as setting up firewall and installing anti-virus software to enhance data integrity and confidentiality. We regularly provide data management and data security training to all staff.

完善備份制度和網絡安全措施如防火牆和防毒軟件並嚴格執行，確保數據的完整性和保密性；並向員工定期提供有關資料管理和資料安全意識的培訓。

風險管理 (續)

風險管理流程 (續)

風險管理隨時間改變，原本行之有效之風險應對方案可能變得不合時宜；落實措施的成效亦可能降低或不再被有效執行；企業目標或會改變。管理層面對此等變化，將持續努力改進風險管理體制，務求與瞬息萬變的業務環境同步並進。

董事會已審閱截至二零二零年十二月三十一日止年度本集團之《風險管理報告》及檢討本集團之風險管理系統的成效。

本集團之關鍵風險

作為風險管理的目標，我們必須瞭解本集團目前面對的主要風險以及應對有關風險的策略。下表闡述本集團目前面對的關鍵風險：

CORPORATE GOVERNANCE REPORT

企業管治報告

AUDITOR'S REMUNERATION

For the year ended 31 December 2020, the remuneration paid/payable to the Company's auditor, PricewaterhouseCoopers, is set out as follows:

Services rendered	所提供服務	Fee paid/payable 已付／應付費用 HK\$'000 千港元
Statutory audit services	法定審計服務	1,320
Non-statutory audit services:	非法定審計服務：	
Review on interim financial report	審閱中期財務報告	360
Others	其他	-
		1,680

核數師酬金

截至二零二零年十二月三十一日止年度支付／應付予本公司核數師，羅兵咸永道會計師事務所的酬金載列如下：

COMMUNICATION WITH SHAREHOLDERS

To foster effective communication with the shareholders of the Company (the "Shareholders"), the Company provides extensive information in its annual, interim and quarterly reports, announcements and circulars. All Shareholders' communications are also available on the Stock Exchange's website and the Company's website.

The general meetings of the Company provide a useful forum for Shareholders to exchange views with the Board. The Directors and members of various Board committees will attend the annual general meetings of the Company to answer questions raised by the Shareholders. All Directors will make an effort to attend. The Company's external auditor, where appropriate, is available to answer Shareholders' queries at the general meetings.

與股東的溝通

為促進與本公司股東（「股東」）之間的有效溝通，本公司於其年報、中期報告及季度報告、公告及通函上提供全面資料。所有股東通訊資料均可於聯交所網站及本公司網站索閱。

本公司的股東大會為股東提供與董事會交換意見的有用平台。董事及董事會轄下多個委員會之成員將出席本公司之股東週年大會，以回答由股東提出之問題。全體董事均會盡可能抽空出席，本公司外部核數師（倘適用）均出席股東大會，回答股東之提問。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHTS

All notices of general meetings despatched by the Company to its Shareholders for meetings were sent in the case of annual general meetings at least 20 clear business days before the meeting and at least 10 clear business days in the case of all other general meetings.

Voting at general meetings of the Company is conducted by way of poll in accordance with the GEM Listing Rules and the Bye-laws. The detailed procedures for demanding and conducting a poll will be explained by the Chairman at general meetings. The poll results will be published on the Stock Exchange's website and the Company's website.

Convening Special General Meeting and Putting Forward Proposals at General Meeting

Pursuant to the Bye-laws, any one or more Shareholder(s) holding (at the date of deposit of the requisition) not less than one-tenth of the paid up capital of the Company with the right to vote at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary by mail to the Company's head office and principal place of business in Hong Kong, to require a special general meeting 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 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Shareholders may at any time send their enquires and concerns to the Board in writing, addressed to the Company's head office and principal place of business in Hong Kong.

股東的權利

本公司召開的股東大會，如屬股東週年大會，已於大會舉行前至少二十個營業日向股東發送通知，而就所有其他股東大會而言，則在大會舉行前至少十個營業日發送通知。

本公司於股東大會上的表決按照GEM上市規則及公司細則以投票方式進行。主席會於股東大會上解釋要求及進行投票方式表決的詳細程序。投票結果刊登於聯交所網站及本公司網站。

召開股東特別大會及於大會上提呈提案

根據公司細則，於遞呈要求日期持有不少於本公司繳足股本（賦有於本公司股東大會上投票權）十分之一的任何一名或多名股東於任何時候有權以郵寄方式至本公司總辦事處及香港主要營業地點向本公司董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項，且該大會應於遞呈該要求後兩個月內舉行。倘遞呈後二十一日內，董事會未有召開該大會，則遞呈人士可自行做出此舉並提出要求因董事會未有召開該大會而招致的所有合理費用。

股東可隨時致函至本公司之總辦事處及香港主要營業地點，向董事會提出查詢及表達意見。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHTS *(Continued)*

Procedures for Shareholders to Propose a Person for Election as a Director

When proposing a person for election as a Director, Shareholders are requested to follow the requirements and procedures as set out under the "Corporate Governance" section on the Company's website.

Constitutional Documents

There was no change to the Bye-laws during the year ended 31 December 2020. A copy of the latest consolidated version of the Bye-laws has been published on the websites of the Stock Exchange and the Company.

Dividend Policy

The Board adopted a dividend policy in December 2018, which aims to allow Shareholders to participate in the Company's profits whilst maintaining the adequate cash reserves for the Company's continuing business development and future growth. Any dividends will be declared or paid at the discretion of the Board pursuant to the Companies Act 1981 of Bermuda and the Bye-laws and will depend upon, among other things, the operations, capital requirements and surplus, general financial condition, contractual restrictions of the Company and its subsidiaries, and such other factors as the Board may deem relevant. This policy shall be reviewed when necessary, and can be revised by the Board from time to time.

股東的權利 *(續)*

股東提名人士參選董事之程序

有關提名人士參選董事之程序，股東須遵照載於本公司網站「企業管治」一欄的規定和程序行事。

憲章文件

於截至二零二零年十二月三十一日止年度內，公司細則概無變動。公司細則之最新綜合版本已載於聯交所及本公司網站。

股息政策

董事會已於二零一八年十二月採納股息政策，其旨在讓股東參與本公司的盈利，且同時維持足夠現金儲備以供本公司業務持續發展及未來增長。根據百慕達公司法1981及公司細則，任何股息將根據董事會之酌情權而宣派或支付，並將視乎（其中包括）本公司及其附屬公司之營運、資金需求及盈餘、一般財政狀況、合約限制及董事會認為有關之其他因素而定。本政策應在有需要時進行檢討，並可由董事會不時修訂。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

FOREWORD

The Company is one of the leading digital and visual integration conglomerate in the industry. Adhering to our sustainable development philosophy and operating principles, we establish good environmental, social and corporate governance policies, endeavour to fulfil our corporate social responsibilities and contribute to the development of green digital technology. This Environmental, Social and Governance Report of the Group gives an account of the Group's policies and overall performance in respect of environmental protection, operation management, social welfare and working environment for the year ended 31 December 2020, and it covers the office operations of the headquarters of the Group and its principal subsidiaries as well as property management division, which has been approved and confirmed by the Company's management and the Board. The Group mainly adopts the reporting principles and basis set out in the "Environmental, Social and Governance Reporting Guide" ("ESG Guide") in Appendix 20 to the GEM Listing Rules.

前言

本公司作為業內領先的數字視覺綜合運營集團，我們秉承可持續發展的理念和經營方式，制定良好的環境、社會及管治政策，致力於履行企業的社會責任，為綠色數碼科技的發展作出貢獻。本報告為本集團的環境、社會及管治報告，彙述截至二零二零年十二月三十一日止年度本集團總部及其主要附屬公司的辦公室運作及物業管理業務在環境保護、營運管理、社會公益及工作環境各範疇的策略及整體表現，並已獲本公司管理層及董事會批准並確認。本集團主要採納GEM上市規則附錄20所載的《環境、社會及管治報告指引》（「環境、社會及管治指引」）之報告原則及基準。

STAKEHOLDER ENGAGEMENT AND MATERIALITY ASSESSMENT

We believe that the opinions of our stakeholders can contribute to the sustainable development of the Group. Therefore, we appropriately communicate with our stakeholders and promote the participation of stakeholders through different forms and channels of communication. The following are the main categories of stakeholders and communication channels:

持份者參與及重要性評估

我們相信持份者的意見有助於本集團之持續發展，因此我們適當地與各持份者溝通，並透過不同形式及溝通渠道促進持份者的參與。以下為主要類別持份者及溝通渠道：

Stakeholders 持份者

Communication Channels 溝通渠道

Shareholder
股東

- Company website
- 公司網站
- Quarterly, interim and annual reports
- 季度、中期及年度報告
- Announcements and circulars
- 公告及通函
- General meetings
- 股東大會

Employee
僱員

- Employees' activities
- 僱員活動
- Staff communication
- 員工通訊
- Regular meetings/training courses
- 定期會議／培訓課程

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

STAKEHOLDER ENGAGEMENT AND MATERIALITY ASSESSMENT (Continued) 持份者參與及重要性評估 (續)

Stakeholders 持份者	Communication Channels 溝通渠道
Client 客戶	<ul style="list-style-type: none"> • Daily operation/communication • 日常營運／交流 • Regular meetings and visits • 定期會面及拜訪 • Regular client surveys • 定期進行客戶意見調查
Supplier 供應商	<ul style="list-style-type: none"> • Procurement process • 採購流程 • Daily operation/communication • 日常營運／交流 • Regular review and evaluation • 定期審閱及評估
Government and regulatory authorities 政府及監管機構	<ul style="list-style-type: none"> • Regular performance reports • 定期表現匯報 • Email, letter and phone contact • 電郵、信件及電話聯繫 • Occasional face-to-face meetings and visits • 不時會面及拜訪
Community 社區	<ul style="list-style-type: none"> • Exchange and study tours • 交流考察團 • Public welfare activities • 公益活動 • Online media • 網絡媒體

The Group determines the scope of its environmental, social and governance disclosures in accordance with the requirements of the ESG Guide. The management identified and assessed major issues after considering the Group's business operations and the standards adopted by the industry. The impact of these material issues is assessed on the basis of their importance to the sustainable development of the Group and its stakeholders. The relevant assessment is related to the current development stage of the Group or may change in the future. Details of the Group's governance disclosure are set out in the section headed "CORPORATE GOVERNANCE REPORT" of this annual report.

本集團參照環境、社會及管治指引的要求釐定其環境、社會及管治披露事項的範圍。管理層經考慮本集團的業務運作及同業所採納標準後，對重大性議題進行識別及評估。此等重大性議題的影響按其對本集團及其持份者可持續發展的重要程度予以評核。相關評核與本集團的當前發展階段相關，或於未來出現變動。本集團之管治披露事項之詳情載列於本年報中「企業管治報告」一節內。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

STAKEHOLDER ENGAGEMENT AND MATERIALITY ASSESSMENT *(Continued)*

持份者參與及重要性評估 (續)

The list of important environmental and social issues that the Group has identified is as follows:

本集團已確定的重要環境及社會議題清單如下：

Aspect 層面	Category 類別	Issue 議題
Environmental 環境		Emissions 排放物
		Use of Resources 資源使用
		Environment and Natural Resources 環境及天然資源
Social 社會	Employment and Labour Practices 僱傭及勞工常規	Employment and Labour Standards 僱傭及勞工標準
		Health and Safety 健康與安全
		Training and Development 培訓與發展
	Operating Practices 營運慣例	Supply Chain Management 供應鏈管理
		Product and Service Liability 產品及服務責任
		Protection of Stakeholders' Information 持份者資料保障
		Anti-corruption 反貪污
Community 社區	Community Investment 社區投資	

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ENVIRONMENTAL PROTECTION

In the past two decades, problems of global warming and continuous abuse of natural resources have become increasingly severe. As a responsible enterprise, the Group has reduced its impact on the environmental and natural resources arising from its operations, through adjusting the management on its operation model and adopting more eco-friendly operational measures. In addition, the Group has encouraged its employees to reduce emission and waste as well as make good use of resources, no matter at work or at home, to put our best efforts to protect the environment.

The Group strictly abides by the regulations and laws related to environmental protection applicable to its operations. It has established an internal “Environmental Policy of Energy Saving and Reducing Unnecessary Consumption” in accordance with all local regulations and laws of cities where its operations are located, including “Guidelines for Accounting and Reporting of the Greenhouse Gas Emissions for Industrial Enterprises”, “Environmental Protection Law of the PRC” and “Water Pollution Prevention and Control Law of the PRC”. Such internal policy covers guidelines on usage of resources and energy, and disposal and recycling of waste. In 2020 and 2019, the Group was not aware of any material non-compliance with environmental regulations and laws.

REDUCTION OF POLLUTANTS, GREENHOUSE GASES AND SEWAGE DISCHARGED

The Group recognizes that efficiency in energy consumption will not only protect the environment but also reduce its operating cost. Therefore, the Group is continuously committed to promote the reduction of electricity, paper and water consumption during its regular operation, and to create a low carbon workplace. The Group also endeavours to raise its employees’ awareness of climate problem and lack of natural resources, and encourages them to incorporate environmental concerns and resource-saving attitude into their lifestyle, which will have a wider and more positive impact. The Group strives to implement the “Green Planting Campaign” including plant setting and installation of “Green Knowledge” bulletin boards in our offices; and green procurement was implemented. Our employees were encouraged to participate in environmental protection activities such as waste separation and tree planting, in order to promote the importance of environmental conservation.

保護環境

過去二十年，全球氣候暖化問題及人類不斷濫用天然資源日益嚴重，作為一間負責任的企業，本集團透過調整管理營運模式及採用更環保的營運方案，減低營運對環境及天然資源的影響外，並倡導員工在工作內、外實踐減排減廢及善用資源，盡力為保護環境出一分力。

本集團嚴格遵守與營運有關的環境保護的法規和法律，並按各營運地相關的法規和法律，當中包括：《工業企業溫室氣體排放核算和報告通則》、《中華人民共和國環境保護法》、《中華人民共和國水污染防治法》等制定內部的《節能減耗環保政策》。此內部政策涵蓋天然資源和能源使用、以及廢物處理及回收指引。就本集團所知及環境保護法規和法律而言，於二零二零年及二零一九年並無任何重大違規事宜。

減低廢氣、溫室氣體及污水排放

本集團深明善用能源除帶來環保效果外，亦可減低營運成本，因此繼續致力在日常營運中倡導節約用電、用紙及用水，打造低碳辦公室，亦希望因此提升員工對氣候問題及天然資源短缺的關注，將環保及善用資源的態度推而廣至員工的生活模式中，帶來更廣泛及正面的影響。本集團致力推行「辦公室綠化」，包括擺放植物及設有「環保小知識」告示板，並推行綠色採購，鼓勵員工參與環保活動，例如垃圾分類及植樹計劃等，讓員工認識環保的重要。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

REDUCTION OF POLLUTANTS, GREENHOUSE GASES AND SEWAGE DISCHARGED *(Continued)*

減低廢氣、溫室氣體及污水排放 (續)

Energy-saving Measures

The following energy-saving measures were adopted in the Group's ongoing operations in supporting environmental protection.

In the GDC Building of the Group located in Nanshan District, Shenzhen, the PRC, only two elevators were in service at weekends while others were shut down. Air-conditioners of elevators were only operated during office hours in the summer and air-conditioners in the elevators machine room were only switched on automatically when the room temperature was too high. In the GDC Building, except that sensor lights were installed in public corridors and the number of lamps installed was reduced, some old lighting have been gradually replaced by LED lighting in order to reduce consumption of fuel for electricity generation, and old water valves in toilets and the drainage equipments of flushing toilets on each floor were replaced to improve energy efficiency. Moreover, turn-on hours of decorative lights of the GDC Building and operating hours of the landscaped pool were adjusted to further reduce consumption of electricity. In response to the call of developing clean energy vigorously with an aim to reduce carbon emissions from the State, we currently have three new energy recharging facilities for vehicles in the car park of the GDC Building.

Offices at different locations were installed with LED lighting and energy saving lighting and the lighting systems of office areas were required to be turned off during non-office hours. Temperature of air-conditioning of each office was pre-set at 25.5°C and automatic power shutdown function of air-conditioners was applied during non-office hours. Energy-saving function of computer systems was utilised while optimising the rendering devices in central engine rooms and applying auto-shutdown or sleeping mode for servers when not in operation. During the year, the Group built a new system of server virtualization and integrated storage capacity with data transfer to reduce utilisation and shut down more than one physical server, thus achieving energy saving as indirect energy consumption of electricity usage was reduced. Besides, employees were encouraged to make good use of telephone or video conferences so as to reduce carbon emission from business trips.

節能措施

為支持環境保護，本集團於營運中實施了以下一系列的節能措施。

本集團位於中國深圳南山區的環球數碼大廈的升降機於週末只運行兩部升降機，餘下多部則關閉運作；升降機空調只於夏季的辦公時間開啟及升降機機房空調只在機房溫度過熱才自動開動。於環球數碼大廈內，除了在公用通道安裝人體感應燈及減少安裝電燈數量外，逐漸把舊式燈具替換為LED燈具以減低發電燃料消耗，亦更換各樓層洗手間之舊式水閥及沖水式廁所的排水設備以提升節能效果。此外，本集團調整了環球數碼大廈的景觀燈開啟時間及景觀水池的開放時間以減少耗電量。為響應國家大力發展清潔能源以降低碳排放的號召，環球數碼大廈停車場現設有三台新能源汽車充電裝置。

各營運地的辦公室已採用LED及慳電膽燈具，規定辦公區域於非辦公時間關閉照明系統。各辦公室將空調溫度預設至攝氏25.5度及設定空調於非辦公時間自動關閉，亦善用電腦操作系統的慳電功能，對中央機房的渲染設備進行了優化，設定伺服器在無任務時自動關閉或進行休眠狀態。年內，本集團新建了服務器虛擬化系統及進行了儲存設備容量和數據遷移的整合，以減少使用並關閉多台實體服務器，從使用電力的間接能源消耗量的減少而已見成效。此外，本集團一直鼓勵員工善用電話或視像會議，避免因乘坐交通工具出差而產生碳排放量。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

REDUCTION OF POLLUTANTS, GREENHOUSE GASES AND SEWAGE DISCHARGED (Continued)

減低廢氣、溫室氣體及污水排放 (續)

Saving Papers

One of the goals of the Group in promoting environmental protection is to become a paperless office. The Group continues to advocate sending e-bills and e-notices to its tenants and staff to save papers. By implementing e-filing and e-approval instead of in paper form, applying double-sided printing and paper recycling, and adopting e-communication, the Group has reduced the use of papers and stationeries and hence, indirectly avoided emission of greenhouse gases in its operation process. The operational efficiency has been enhanced after applying e-approval procedure due to less onerous procedures among departments and improved environmental performance, comparing to traditional approval in paper form, and thus enhanced the benefits to the Group.

節約用紙

辦公無紙化為本集團推動環保目標之一，本集團繼續提倡向租戶及員工推廣使用電子帳單及電子通告，有助減低用紙量。在營運過程中，通過推行電子儲檔、電子審批替代紙質審批單、選擇雙面影印及廢紙回收，並採用電子通訊方式，以減少紙張及文具的耗用，間接避免溫室氣體的排放。電子審批單的措施相對於傳統部門紙質審批單來說，提高了業務運營效率，減少了各部門環節程式的繁冗，改善了環保表現，也提高了本集團的效益。

The figures of 2020 and 2019 below cover the area of the Group's offices in Hong Kong Headquarters and the GDC Building:

二零二零年及二零一九年之數據涵蓋本集團位於香港總部及環球數碼大廈之辦公室範圍：

Pollutants	排放物種類	2020	2019
		二零二零年	二零一九年
		g	g
		克	克
Vehicle teams of the Group	本集團之車隊		
Nitrogen oxides	氮氧化物	2,522.35	4,719.85
Sulfur dioxide	二氧化硫	73.84	108.54
Particulates	顆粒物	185.71	347.51

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

REDUCTION OF POLLUTANTS, GREENHOUSE GASES AND SEWAGE DISCHARGED (Continued) 減低廢氣、溫室氣體及污水排放 (續)

		2020 二零二零年	2019 二零一九年
		tonne 噸	tonne 噸
Greenhouse Gases Emissions	溫室氣體排放範圍		
Direct Emission (Scope 1)			
直接排放 (範圍1)			
Vehicle teams of the Group	本集團車隊	13.60	19.99
Refrigerants (Note 1)	製冷劑 (附註1)	362.25	276.00
Indirect Emission (Scope 2)			
間接排放 (範圍2)			
Electricity	電力	1,251.77	1,184.29
Indirect Emission (Scope 3)			
間接排放 (範圍3)			
Paper consumption	耗紙量	9.39	10.92
Business travel (Note 2)	僱員出差 (附註2)	37.35	41.93
Total greenhouse gases emission saved from recycling papers	透過廢紙回收避免溫室氣體排放總量	(1.74)	(2.41)
Total emission of greenhouse gases	溫室氣體排放總量	1,672.63	1,530.73
Total emission of greenhouse gases per square metre of floor area (tonne/m ²) (Note 3)	每平方米樓面面積的溫室氣體排放量 (噸/平方米) (附註3)	0.39	0.35
Energy Consumption			
能源消耗			
		2020 二零二零年	2019 二零一九年
Direct energy consumption – Gasoline (litre)	直接能源消耗—汽油 (公升)	5,023.31	7,383.92
Direct energy consumption per employee – Gasoline (litre) (Note 4)	每位僱員之直接能源消耗—汽油 (公升) (附註4)	24.78	32.28
Indirect energy consumption – Electricity (KWh)	間接能源消耗—電力 (千瓦時)	1,366,494.20	1,293,046.20
Indirect energy consumption per employee – Electricity (KWh) (Note 4)	每位僱員之間接能源消耗—電力 (千瓦時) (附註4)	6,739.80	5,652.66

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

REDUCTION OF POLLUTANTS, GREENHOUSE GASES AND SEWAGE DISCHARGED (Continued)

減低廢氣、溫室氣體及污水排放 (續)

Notes:

- 1 As the air-conditioning equipment ages, the number of breakdowns and maintenance of the equipment increases significantly, so does the amount of refrigerant used.
- 2 In 2020, the number of business travel was reduced due to the Epidemic, which was accountable for the reduction of indirect emission. The calculation of such emission is based on the emission factor used in ClimateCare Carbon Emissions Calculator.
- 3 In 2020, the total floor area of self-use office decreased by 77 square metres.
- 4 In 2020, the number of employees used by the Group to calculate such energy consumption is the weighted average of the total number of employees at the end of each quarter, i.e. 203 persons (2019: 229 persons).

附註：

- 1 隨著冷氣設備使用年限增加，相應設備故障維修次數明顯增加，故製冷劑使用量亦相應增加。
- 2 由於在二零二零年因疫情關係，僱員出差的人次減少，導致此間接排放量亦相應下降。該排放量乃根據ClimateCare碳排放計算器使用的排放量系數計算。
- 3 於二零二零年，自用辦公室總樓面面積減少了77平方米。
- 4 於二零二零年，本集團計算此能源消耗所用之僱員人數為每季末總僱員人數之加權平均值，即203人（二零一九年：229人）。

Waste Management

In 2020, the Group has continued to implement the “Provisions of Classification and Reduction of Domestic Waste” in the GDC Building according to the “Measures of Administrating Classification and Reduction of Domestic Waste of Shenzhen” issued by the Shenzhen Urban Management Bureau. Waste separation bins were placed and harmless waste were properly recycled. Meanwhile, offices at various operating locations purchased eco-friendly stationeries and implemented measures including double-sided printing, recycling papers and toner cartridge recycling scheme. E-filing has been encouraged so as to reduce the consumption of papers and toners and thus reduce waste.

廢物管理

本集團於二零二零年繼續按照深圳市城市管理局頒佈的《深圳市生活垃圾分類和減量管理辦法》，於環球數碼大廈內推行《生活垃圾分類和減量規定》，並設置垃圾分類收集箱，將無害廢物適當地循環再造。此外，各營運地的辦公室採購環保文具，推行紙張雙面列印，回收廢紙循環再造及參與碳粉盒回收計劃，並鼓勵善用電子存檔以減少使用紙張及碳粉數量，減少廢物量。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

REDUCTION OF POLLUTANTS, GREENHOUSE GASES AND SEWAGE DISCHARGED (Continued) 減低廢氣、溫室氣體及污水排放 (續)

Waste Management (Continued)

In 2020 and 2019, the Group has not used any packaging materials for its finished goods and has not produced any harmful waste.

廢物管理 (續)

於二零二零年及二零一九年，本集團概無就本集團的製成品使用包裝材料及概無產生有害廢物。

Waste	廢棄物	Hong Kong Headquarters 香港總部		The GDC Building 環球數碼大廈	
		2020 二零二零年 tonne 噸	2019 二零一九年 tonne 噸	2020 二零二零年 tonne 噸	2019 二零一九年 tonne 噸
Non-hazardous Waste	無害廢物				
Domestic waste	生活垃圾	0.70	1.00	7.00	7.50
General office waste	一般辦公室廢物	0.10	0.10	0.38	0.39
Paper	紙張	0.13	0.28	0.23	0.22
Plastic	塑膠	0.01	0.01	0.06	0.06
Wooden board	木板	0	0	0.05	0.05
Glass	玻璃	0	0.01	0.05	0.06
				2020 二零二零年	2019 二零一九年
Total waste disposed to landfill per square metre of floor area (tonne/m ²)(Note 1)	每平方米樓面面積棄置廢物於堆填區總量 (噸/平方米) (附註1)			0.002	0.002

Note:

1 In 2020, the total floor area of self-use office decreased by 77 square metres.

附註：

1 於二零二零年，自用辦公室總樓面面積減少了77平方米。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

REDUCTION OF POLLUTANTS, GREENHOUSE GASES AND SEWAGE DISCHARGED (Continued)

減低廢氣、溫室氣體及污水排放 (續)

Water Usage Efficiency

In order to further enhance its water usage efficiency, the Group has installed automatic sensor faucets in the GDC Building and substantially shortened the operating hours of its landscaped pool to save water. Further, the Group has also strengthened its checks for all the water valves and had regular overhauls in leak-proof water pipes of the GDC Building to prevent the risk of leaking as well as continue to implement the above-mentioned water usage efficiency enhancement programme.

用水效益

為進一步提升用水效益，本集團於環球數碼大廈安裝感應出水系統藉此控制水流及大幅縮減大廈的景觀水池開放時間，節約用水。此外，本集團亦已加強檢查各出水閥及定期對環球數碼大廈進行水管防漏檢修，預防滲漏情況出現，並會繼續推行上述的提升用水效益計劃。

Water Consumption	耗水量	2020 二零二零年	2019 二零一九年
Total amount of water used (m^3) (Note 1)	總用水量 (立方米) (附註1)	6,738.00	6,670.00
Amount of water used per square metre (m^3/m^2) (Note 2)	每平方米用水量 (立方米/平方米) (附註2)	1.76	1.71

Notes:

- As the Hong Kong Headquarters operates in a leased office building, both supply and disposal of water are controlled by the property management office of the landlord, which considers it is impracticable to provide separate meter to measure water supply and disposal for individual tenants. Hence, the water consumption of the Hong Kong Headquarters is not included in such figures.
- In 2020, the total floor area of self-use office decreased by 77 square metres.

附註：

- 因香港總部於租賃辦公地方營運，供水和排水均為業主之管業處自行控制，而相關管業處認為向個別租戶提供用水和排水數據或分錶並不可行，故此有關數據不包括香港總部的用水量。
- 於二零二零年，自用辦公室總樓面面積減少了77平方米。

EMPLOYMENT AND LABOUR PRACTICES

The Group believes that employees are our momentum for innovation and also the keys to our operation and sustainable development, as well as our core competitive advantage. To maintain working team harmony and retain high-quality talent, we ensure all employees are treated with justice and fairness in terms of recruitment, opportunities of promotion and training, and remuneration and welfare, and are free from discrimination. Meanwhile, the Group is committed to providing a safe and healthy working environment and to safeguarding basic rights of employees proactively, ensuring our employees are healthy both physically and mentally, which in turn enhances their working efficiency.

僱傭及勞工常規

本集團相信，員工乃是我們創新的原動力，亦是企業營運和持續發展的關鍵，更是本集團競爭優勢的核心。為打造和諧的工作團隊及挽留優秀人才，我們確保每一個員工在招聘、晉升和培訓機會、薪酬福利等，均獲得公正和公平對待，免受歧視。此外，本集團致力提供安全健康的工作環境，積極保護員工基本權益，保障員工身心健康，從而提升工作效率。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

EMPLOYMENT AND LABOUR PRACTICES (Continued)

Employment and Labour Standards

The Group recognizes the importance of employment issues and safeguards basic rights of employees, and also prepares and implements strictly its “Staff Handbook” and “Management System of Human Resources” in accordance with the relevant employment laws and regulations, including “Labour Law of the PRC”, “Labour Contract Law of the PRC” and “State Council Interim Measures on Workers’ Retirement, Resignation”, as well as “Mandatory Provident Fund Schemes Ordinance” and “Rules in relation to jurisdiction under Family Status Discrimination Ordinance” of Hong Kong. Specific rules of recruitment, attendance, remuneration, welfare and others are detailed in the Group’s “Staff Handbook” and “Management System of Human Resources”. The Group will strive for the best to review the related policies regularly based on the changes of policies and the feedback conducted during the previous year. In addition, the Group takes the health and welfare of its employees seriously, and provides medical welfare to all qualified employees, such as subsidies for body checkup, provision of medical insurance and personal accident insurance, in order to enhance the sense of belonging of the employees to the Group.

During open recruitment, the Group strictly complies with relevant laws and regulations of the Mainland China and Hong Kong, and implements in accordance with the “Provisions on the Prohibition of Using Child Labour” issued by the State Council of PRC, “Labour Law of the PRC” and “Employment Ordinance” of Hong Kong, including the requirement of asking applicants to show their original identity cards to verify their age. For the years 2020 and 2019, the Group was not aware of any material non-compliance with relevant labour laws and regulations, including hiring child labour or forced labour.

As at 31 December 2020, the Group (other than employees of the Cultural Park) has 192 employees in total (2019: 223).

僱傭及勞工常規 (續)

僱傭及勞工標準

本集團深明僱傭問題及保障員工基本權利的重要性，並遵照相關之僱傭法規及條例，當中包括《中華人民共和國勞動法》、《中華人民共和國勞動合同法》和《國務院關於工人退休、退職的暫行辦法》及香港的《強制性公積金計劃條例》和《家庭崗位歧視條例》等法規及條例編製及嚴格執行《員工制度手冊》及《人力資源管理制度》。本集團之《員工制度手冊》及《人力資源管理制度》詳列對員工的聘用、考勤、薪酬、福利等方面的明確規定，保障員工的權益。本集團亦會根據政策變動及往年執行時的反饋情況，定期檢討相關制度，力臻完善。此外，本集團重視員工的健康與福祉，為此向所有符合資格員工提供醫療福利，例如身體檢查補貼、購買醫療保險及人生意外保險，增加員工對本集團的歸屬感。

本集團在進行公開招聘時，嚴格遵照中國內地及香港之相關法規及條例，按國務院《禁止使用童工規定》、《中華人民共和國勞動法》及《香港僱傭條例》執行，包括規定應聘人士須出示身份證明文件正本以核實其年齡。於二零二零年及二零一九年，本集團並無任何相關的勞工法例及法規（當中包括聘用童工或強制勞工）出現重大違規事宜。

於二零二零年十二月三十一日，本集團僱員（不包括文化產業園之僱員）共有192名（二零一九年：223）。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

EMPLOYMENT AND LABOUR PRACTICES (Continued)

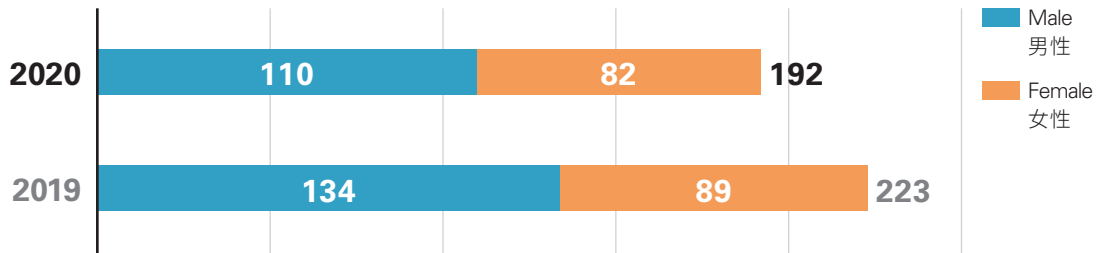
僱傭及勞工常規 (續)

Gender and Age Distribution by Position

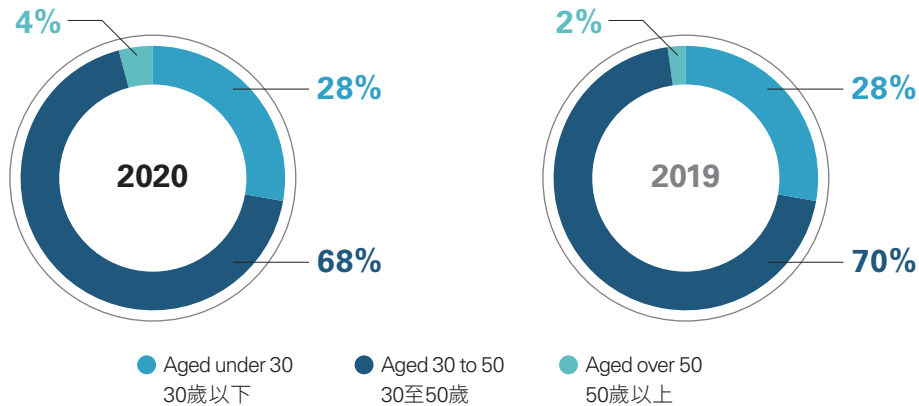
按職級劃分的僱員性別及年齡分佈

Position	職級	No. of employees 員工數目	Male 男性	Female 女性	Aged under 30 30歲以下	Aged 30 to 50 30至50歲	Aged over 50 50歲以上
<i>Manager or above</i>	<i>經理級或以上</i>						
2020	二零二零年	35	18	17	0	32	3
2019	二零一九年	31	17	14	0	28	3
<i>General staff</i>	<i>普通員工</i>						
2020	二零二零年	157	92	65	54	98	5
2019	二零一九年	192	117	75	62	128	2

Total Workforce by Gender
按性別劃分的僱員總數分佈



Total Workforce by Age Group
按年齡組別劃分的僱員總數分佈



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

EMPLOYMENT AND LABOUR PRACTICES (Continued)

僱傭及勞工常規 (續)

Employee Turnover

僱員流動

		Male 男性	Female 女性	Aged under 30 30歲以下	Aged 30 to 50 30至50歲	Aged over 50 50歲以上
<i>New employees</i>	<i>新聘</i>					
2020	二零二零年	25	16	23	16	2
2019	二零一九年	23	13	26	9	1
<i>Employee turnover</i>	<i>流失</i>					
2020	二零二零年	47	23	29	40	1
2019	二零一九年	39	21	29	29	2

Health and Safety

The Group strives to provide a safe and healthy workplace to its employees. We have established a policy or guideline of occupational health, in accordance with the “Law of the PRC on the Prevention and Control of Occupational Diseases”, “Occupational Safety and Health Ordinance” of Hong Kong and other related laws. The Group has encouraged its employees to report to the administration department of the Group for any health and safety issues related to workplace that they are aware or concerned of, so that such risks will be mitigated or reduced by the Group. The Group and its employees work together to build a healthy and safe working environment. In 2020 and 2019, the Group was not aware of any material non-compliance of standards, rules and regulations related to occupational health and safety.

The Group has adopted the following occupational health and safety measures:

- Purchasing ergonomic design furniture, locating multi-function copy machines in separate areas, and procuring lightings suitable for reading, to reduce the risk of health hazard for employees;

健康與安全

本集團竭誠為僱員提供安全健康的工作環境，並按中國《中華人民共和國職業病防治法》及香港的《職業安全及健康條例》等適用法例編製職業健康政策或指引。本集團鼓勵僱員向本集團行政部反映任何有關其發現或關注工作場所的健康及安全事宜，讓本集團消除或減低風險，攜手合作打造健康及安全的工作環境。於二零二零年及二零一九年，就本集團所知，並無任何與職業健康及安全相關標準、條例及法規的重大違規事宜。

本集團採取的職業健康與安全措施如下：

- 添置人體工學的傢俱、放置多功能影印機於獨立地方及採購適合閱讀的燈具，減低危害僱員身體的風險；

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

EMPLOYMENT AND LABOUR PRACTICES (Continued)

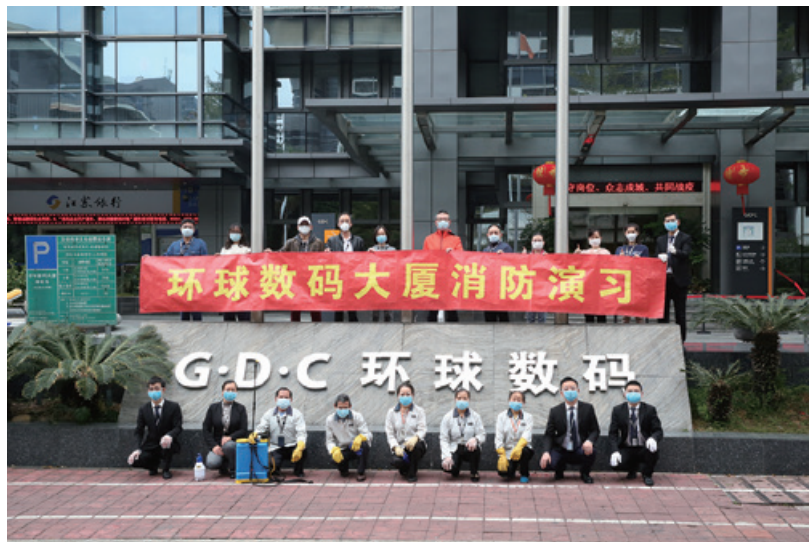
Health and Safety (Continued)

- Providing different occupational health trainings for employees of different positions (including drivers and security guards);
- Arranging regular inspections on fire equipment and safety facilities (including installing fire extinguishers) in the offices and replacement of expired fire extinguishers;
- In addition to providing security guards with torches, alarms and other safety equipment, and providing training courses for security guards to enhance their awareness of self-safety;
- Arranging regular overhauls for vehicles of the Group to ensure their proper functioning so as to safeguard the safety of drivers;
- Organizing regular safety education seminars for tenants in the GDC Building and employees and arranging fire trainings and drills; and

僱傭及勞工常規 (續)

健康與安全 (續)

- 根據不同崗位 (包括司機及保安員) 為僱員訂立不同的職業健康培訓;
- 定期對辦公室的消防設備及器材等安全設施 (包括設置滅火筒) 進行檢查及更換過期消防器材;
- 除了向保安員提供電筒照明和器械警具等防護安全裝備外, 並提供培訓課程, 以提升他們對個人安全的防範意識;
- 定期檢查本集團車輛, 以確保車輛正常運行, 保障司機駕駛安全;
- 定期給環球數碼大廈租戶及僱員舉辦安全教育講座及進行消防培訓演練; 及



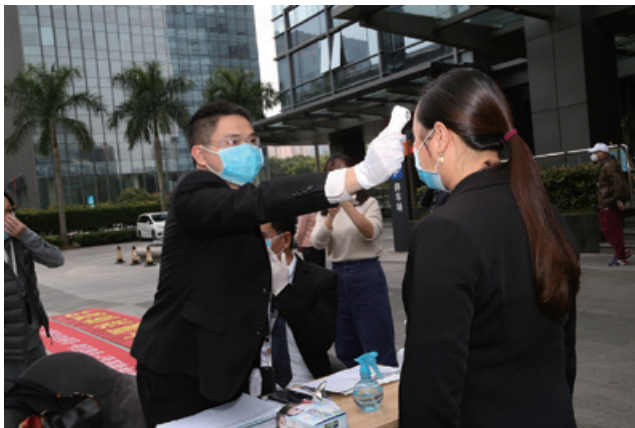
ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

EMPLOYMENT AND LABOUR PRACTICES (Continued)

Health and Safety (Continued)

- Working hard in preventing and controlling the Epidemic throughout 2020: the Group's property management company was responsible for the prevention and control of the Epidemic for tenants' employees and visitors entering and leaving the GDC Building on a daily basis, and provided free cleaning and disinfection of air-conditioning to all tenants in the building. During February, when work resumption was underway, we kept abreast of the relevant policies and endeavored to facilitate the enterprises tenants in the building to make proper filing on declaration and approval for resumption of work and production. The Group also provided employees with surgical masks and anti-pandemic items such as alcohol-based handrubs were available in the offices while following the government's recommendations and implementing a work-from-home policy, flexible working hours and staggered meal break to maintain an appropriate social distance and reduce the risk of infection.



僱傭及勞工常規 (續)

健康與安全 (續)

- 於二零二零年全力做好疫情防控工作：本集團物業公司每天負責出入環球數碼大廈租戶員工及訪客的防疫防控服務工作，為大廈租戶提供免費清洗空調、消毒，並於二月份復工潮期間，積極了解相關政策，全力配合協助大廈各企業做好復工復產企業申報、審批工作。本集團亦為僱員提供外科口罩及於辦公室備有酒精搓手液等防疫物品，並採納政府的建議，實行在家工作政策、彈性上班時間及分批用膳，以保持適當的社交距離，降低感染風險。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

EMPLOYMENT AND LABOUR PRACTICES (Continued)

僱傭及勞工常規 (續)

Occupational Injury Data

工傷數據

	Male 男性		Female 女性		Overall 整體	
	2020 二零二零年	2019 二零一九年	2020 二零二零年	2019 二零一九年	2020 二零二零年	2019 二零一九年
Number of staff involved in work-related fatalities 涉及因工死亡事故的員工數目	0	0	0	0	0	0
Lost working days due to work-related accidents and occupational disease 與工作有關的意外及職業性疾病所造成的損失工作日數	0	0	0	0	0	0

The Group also pays attention to the employees' physical and mental health and actively encourages its employees to seek for a balance between work and life. The administration department of the Group organizes leisure and exercise activities for its employees regularly. A leisure area for its staff in the office of the GDC Building was established, so that the staff from the creative department are able to find new inspiration at any time in the leisure area. Fitness and recreational facilities are also provided to allow its staff to lay down their jobs when necessary and take a break to "recharge" themselves before getting back to work.

本集團亦關注僱員的身心健康，並積極鼓勵僱員追求工作與生活的平衡，本集團行政部會定期舉辦休閒鍛煉活動予僱員參與。環球數碼大廈的辦公室設有員工休憩區，讓創作部員工可隨時於休憩區尋找新的靈感，亦提供了健身及娛樂設備，讓員工有需要時放下工作稍作休息，「充電」後再進行工作。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

EMPLOYMENT AND LABOUR PRACTICES (Continued)

Training and Development

We firmly believe that providing adequate training to our employees is critical to the growth of the Group. As a result, the Group has formulated the “Staff Training and Management Policy” to provide pre-employment or job-transfer professional training to new recruits and post-transfer staff to ensure their abilities to cope with their job duties. Furthermore, the Group has organized a number of on-job training courses and seminars on different subjects for employees to share information and improve their skills so as to familiarize them with any professional skill-sets and enhance their awareness to innovate. On top of the traditional off-the-job training, the Group are endeavored to developing a network in respect of trainings in order to diversify the Group’s access to corporate training. In addition, the Group will provide financial assistance for employees attending external training in response to their career development needs.

In 2020, the Group organized five seminar programmes, including training on innovative strategies seeking for the next growth provided for the middle and senior management, learning courses about the 14th Five-Year Plan, IT training for the business cadres of key film and television production organizations, junior-to-middle-level training on presentation slide production, and training on standard hospitality skills for sales staff. Each training session involved more than 30 employees.



僱傭及勞工常規 (續)

培訓與發展

我們深信向員工提供足夠的培訓對本集團的成長非常重要。因此，本集團制定《員工培訓管理政策》，為新入職員工及調職員工按其崗位提供職前或調職專業培訓，確保員工有能力應付其崗位職責。另外，本集團為在職員工舉辦了多場不同主題的培訓課程及交流會分享資訊及提升技能，以協助他們掌握專業技能並提升創新意識，除了傳統的線下培訓外，亦建立培訓資源網絡，進一步豐富企業培訓資源。此外，如僱員因應事業發展需要接受外間培訓，本集團亦會提供資助。

於二零二零年，本集團舉辦了5個講座課程，內容包括中高層管理幹部第二曲線創新戰略培訓、十四五規劃學習、重點影視節目製作機構業務骨幹網絡培訓、投影片簡報製作初中級培訓、銷售型員工標準接待話術，參與每個課程的員工超過30名。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

OPERATING PRACTICES

Supply Chain Management

The Group has formulated a sound and fair competitive procurement system, which determines the purchase of materials in the form of direct procurement or price comparison based on the value of products or services. Suppliers are selected based on the quality and price of the products or services provided, in order to ensure that the products and services provided are of value for money, and at the same time, to reduce the possibility of fraud. In addition, suppliers are required to provide (if needed) legal certificates or licenses for the production and sales of products in order to ensure that the supply chain is safe, whether environmentally or otherwise.

In order to avoid bias in the selection of suppliers, our administration department has compiled the “List of Appropriate Suppliers”. This not only saves time and money in identifying suppliers and also ensures the quality of suppliers. At the same time, the Group carries out long-term quality monitoring and regular reviews against all its suppliers. If any significant changes in a supplier’s qualification or serious quality problems arise, the Group will immediately stop purchasing products or services from that supplier.

In 2020, the Group had a total of 99 key suppliers (2019: 81). For the years 2020 and 2019, the Group was not aware that any key suppliers had any significant negative impact on business ethic, environmental protection, human rights and labour practices.

營運慣例

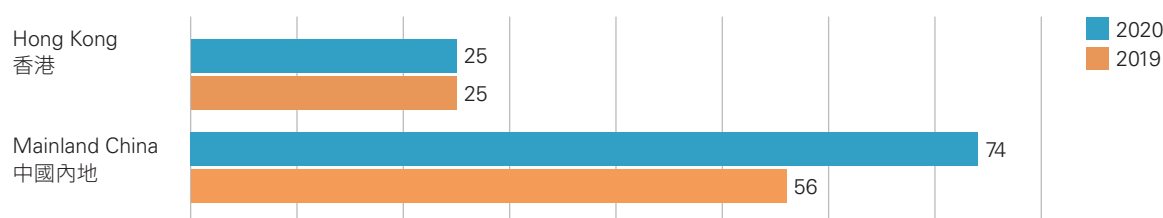
供應鏈管理

本集團制定一套健全的公平競爭採購制度，按產品或服務的金額決定採用直接或比價採購形式進行物資採購。透過產品或服務質量及價格嚴選供應商，以確保物品及服務物超所值，並可減低舞弊的情況發生。此外，按需要要求供應商提供生產、銷售產品、牌照的合法證件，以確保供應鏈或環境的安全。

為避免在甄選供應商過程中出現偏袒情況，行政部編撰了《合適供應商名單》。此舉不但節省了物色供應商的時間和金錢，並確保了供應商質素。同時，本集團會對所有供應商進行長期質量監控及定期評審，如發現供應商資質有重大變動或出現嚴重質量問題，本集團會立即停止由該供應商提供產品或服務。

於二零二零年，本集團共有99名主要供應商（二零一九年：81）。於二零二零年及二零一九年，本集團並未發現任何主要供應商於商業道德、環保、人權及勞工常規方面有任何重大負面影響。

Geographical Distribution of Key Suppliers
主要供應商的地域分佈



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

OPERATING PRACTICES *(Continued)*

Product and Service Liability

As a company engaged in the creative industry, the Group recognizes the importance of putting effort to maintain and comply with intellectual property rights. Accordingly, the Group has formulated relevant internal measures and strictly implemented internal and external laws and regulations to prevent any inadvertent infringement of intellectual property rights of others in the process of creation and business operation. Furthermore, the Group applies for copyright registration for each original drama or film. In 2020 and 2019, the Group was not aware of any material non-compliance with relevant laws and regulations relating to its products.

The Group's property management division is constantly striving to provide tenants with high quality property management services by conducting regular surveys and visits to tenants to collect feedbacks to improve the property management solution. Regarding the complaints about products and services, the Group has established procedures for handling complaints and has arranged staff dedicated to follow up on each individual case. In 2020 and 2019, as far as the Group is aware of, no significant complaints concerning the products or services have been received.

Protection of Stakeholders' Information and Privacy Policy

The Group exercises caution in its daily operations to safeguard stakeholders' personal data as well as uses and handles the stakeholders' personal data under the "Personal Data (Privacy) Ordinance" of Hong Kong accordingly, which includes setting up password as to the electronic document of stakeholders' data and the password will only be available to authorised employees. All stakeholders' personal data are for commercial operation purposes of the Group only and shall never be resold to any third parties. In addition, all employees have entered into a confidentiality agreement in order to regulate and limit the utilisation of the Company's data by employees, so as to further protect the personal data of the stakeholders.

營運慣例 (續)

產品及服務責任

作為一家創意產業公司，本集團深明堅決維護及遵守知識產權的重要性。為此，本集團制定了相關內部措施，並嚴格執行內外部法律法規，以防於創作及業務營運過程中不慎地侵害他人的知識產權。此外，本集團亦會為原創的劇集或電影申請版權註冊。於二零二零年及二零一九年，本集團並未發現與其產品有關之任何重大不符相關法律及法規之事項。

本集團的物業管理業務不斷致力為租戶提供優質的物業管理服務，透過定期向租戶進行意見調查及到訪，收集意見以完善物業管理方案。對於產品及服務投訴，本集團已制定處理投訴的程序，並設有專人跟進投訴個案。於二零二零年及二零一九年，據本集團所知，概無接獲有關對於產品或服務的重大投訴。

持份者資料保障及私隱政策

本集團在日常營運中注重對持份者的個人資料保護，並參照香港的《個人資料私隱條例》適當地使用及妥善處理持份者的個人資料，當中包括就持份者資料的電子檔案設置開啟密碼並僅限於獲授權的員工才可獲取，而所有持份者的個人資料僅作本集團商業運作之用，絕不轉售予第三者。此外，所有入職員工亦已簽訂保密協議，以規限員工使用公司資料，進一步保障持份者的個人資料。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ANTI-CORRUPTION

The Group strictly requires all Directors and employees to act based on ethical conducts, and prohibits all bribery, extortion, fraud and money laundering. In this respect, the Group has established the “Management System on Prevention from Commercial Bribery” and the “Whistleblowing Policy” in accordance with the “Anti-unfair Competition Law” of the PRC and Anti-corruption Ordinance in Hong Kong to regulate and monitor the conduct and behaviour of employees of the Group in ordinary operations.

Upon discovery of any misconduct by any colleague or superior, an employee may inform the Group’s internal audit manager or the Audit Committee directly through email in accordance with the “Whistleblowing Policy” and each whistleblowing email is only available to the internal audit manager or the Audit Committee. Upon receipt of such whistleblowing email, the internal audit manager will immediately initiate an investigation according to the procedures and report the findings to the Managing Director and the Audit Committee. In addition, the internal audit department regularly conducts internal sampling reviews regarding daily operations of the business divisions to reduce the risk of bribery, extortion, fraud and money laundering. In 2020 and 2019, the Group did not identify any significant risks associated with bribery and corruption.

OUR COMMUNITY

The Group always stays proactive in supporting the charitable constructions of the community where its operations are located, covering areas such as poverty alleviation, environmental education as well as culture and art. Our Group also encourages our employees to participate in all kinds of public welfare affairs and make contributions to the community.

反貪污

本集團嚴格要求所有董事及僱員需秉持道德操守處事，嚴禁一切賄賂、勒索、欺詐和洗黑錢的行為。為此，本集團按中國的《反不正當競爭法》及香港的反貪污法例，編製《防止商業賄賂管理制度》及《舉報政策》以規限及監察本集團僱員在日常營運中的操守及行為。

僱員如發現有同工或上級行為不當，可按《舉報政策》直接向本集團的內審經理或審核委員會以電郵方式舉報，每個舉報電郵只有內審經理或審核委員會才可取閱。於接獲舉報後，內審經理會按程序立案調查，並向董事總經理及審核委員會匯報調查結果。此外，內部審計部門定期對各業務分部的日常營運進行內部抽樣審查，以減低賄賂、勒索、欺詐和洗黑錢的風險發生。於二零二零年及二零一九年，本集團並沒有發現任何與賄賂及貪污有關的重大風險。

我們的社區

本集團一向積極支持各營運地的社區公益建設，所涉及的範圍包括扶貧、環保教育與文化藝術等領域。本集團亦鼓勵員工參與各種社會公益事務，為社區作出貢獻。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

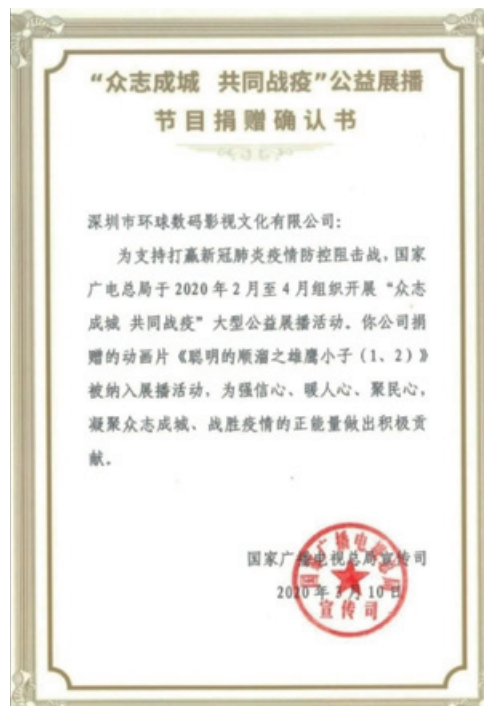
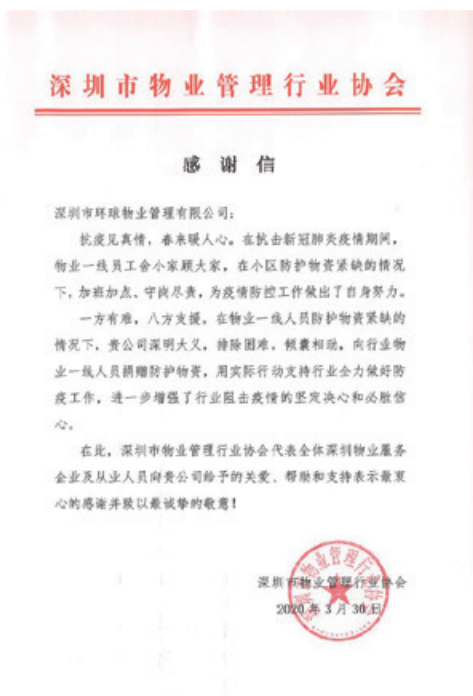
環境、社會及管治報告

OUR COMMUNITY (Continued)

During 2020 when the Epidemic was ongoing, the Group actively engaged in the fight against the Epidemic by, in collaboration with its tenants of the GDC Building, namely the Shenzhen Property Management Association, the workstations and police stations of Maling community of Yuehai Subdistrict in Nanshan District where the GDC Building is located, by donating 200,000 cans of healthy drinks for free distribution to frontline employees from more than 600 enterprises in Shenzhen as a token of gratitude and appreciation, which was well received and highly recognized in the society. The Group also supported the large-scale public service exhibition and broadcast programme launched by the National Radio and Television Administration such as “Work hand in hand and Fight against the Epidemic” (眾志成城共同戰疫) and “To Win the War against the Epidemic” (打贏疫情防控人民戰爭), and donated the first and second episodes of the animated TV series “Smart Shunliu – Eagle Boy” (聰明的順溜之雄鷹小子), which were also included in this exhibition and broadcast programme, contributing to the positive morale in battling the Epidemic through strengthening confidence, warming the hearts of the people and unifying the society.

我們的社區 (續)

於二零二零年疫情期間，本集團積極投入參加社會抗疫工作中，聯合環球數碼大廈的租戶向深圳市物業管理行業協會、轄區南山粵海街道麻嶺社區工作站及派出所捐贈20萬罐健康飲品，免費發放給深圳600多家企業慰問抗戰一線員工，受到各行各界榮譽好評和稱讚。本集團亦支持國家廣播電視總局開展的「眾志成城共同戰疫」和「打贏疫情防控人民戰爭」大型公益展播活動，捐贈了電視動畫片《聰明的順溜之雄鷹小子》第一及第二集並獲納入此次展播活動，為強信心、暖人心、聚民心，凝聚眾志成城、戰勝疫情的正能量作出積極貢獻。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

OUR COMMUNITY (Continued)

In addition, the Group, as one of the enterprises in League of Popular Science for Child Education of Nanshan District (南山兒童教育科普聯盟), a league made of outstanding high-technology enterprise selected by Government of Nanshan District and established under the governmental guidance of strategic planning of making Shenzhen a “child-friendly city”, has participated in one of the League’s events, namely “Work hand in hand and Transmit our Civilization onto the Future Generations” (牽手未來，傳承文明), held by Nantou Subdistrict. The Group conducted activities to promote cultural and creative industry to children from time to time during the summer holidays and gave children a chance to get in touch with cutting-edge information on science and technology, lending a helping hand in fulfilling of the strategy of “developing the country through science and education” (科教興國) and fostering children’s knowledge in science and culture. During the year, the staff in the Hong Kong Headquarters continued to participate in “Love Teeth Day” co-organized by the Community Chest of Hong Kong, the Hong Kong Dental Association, and the Oral Health Education Division of Department of Health for the people in need.

我們的社區 (續)

此外，本集團作為在深圳建設「兒童友好型城市」戰略規劃指引下，被南山區政府從優秀科技企業選拔授予的南山兒童科普聯盟，參與了南頭街道「牽手未來，傳承文明」科普聯盟活動。在暑假期間，不定時為兒童開展文創行業科普活動，為孩子提供接觸科技前沿信息的機會，為實施「科教興國」戰略和提高兒童科學文化素質而貢獻自己的企業力量。香港總部員工今年繼續支持由香港公益金、香港牙醫學會及衛生署口腔健康教育事務科合辦的「公益愛牙日」以關懷有需要人士。



REPORT OF THE DIRECTORS

董事會報告書

The Directors herein present their report and the audited consolidated financial statements of the Group for the year ended 31 December 2020.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its principal subsidiaries are set out in note 34 to the consolidated financial statements.

RESULTS

The results of the Group for the year ended 31 December 2020 and the state of affairs of the Group at that date are set out in the consolidated financial statements on pages 106 to 238 of this annual report.

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

BUSINESS REVIEW

The business review of the Group for the year ended 31 December 2020 are set out in the sections headed "CHAIRMAN'S STATEMENT" and "MANAGEMENT DISCUSSION AND ANALYSIS" on pages 12 to 17, and pages 18 to 27 respectively of this annual report. The discussion forms part of this report of the directors.

FIVE YEARS FINANCIAL SUMMARY

A summary of the published consolidated results and assets and liabilities of the Group for the last five financial years are set out on page 239 of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the Year are set out in note 16 to the consolidated financial statements.

INVESTMENT PROPERTY

Details of movements in the investment property of the Group during the Year are set out in note 18 to the consolidated financial statements.

Particulars of the investment property of the Group as at the end of the reporting period are set out on page 240 of this annual report.

董事謹此提呈董事會報告書及本集團截至二零二零年十二月三十一日止年度之經審核綜合財務報告，以供省覽。

主要業務

本公司之主要業務為投資控股。各主要附屬公司之主要業務分別載列於綜合財務報告附註34。

業績

本集團截至二零二零年十二月三十一日止年度之業績及本集團於該日之財務狀況載列於本年報第106至238頁之綜合財務報告。

董事會不建議派付截至二零二零年十二月三十一日止年度之末期股息（二零一九年：無）。

業務回顧

本集團截至二零二零年十二月三十一日止年度的業務回顧已分別於本年報內第12至17頁及第18至27頁的「主席報告書」及「管理層論述與分析」章節闡述。該等論述構成本董事會報告書的一部分。

五年財務摘要

本集團過去五個財政年度之已公佈綜合業績及資產與負債摘要載列於本年報第239頁。

物業、廠房及設備

本年度，本集團物業、廠房及設備變動之詳情載列於綜合財務報告附註16。

投資物業

本集團投資物業於本年度的變動詳情載列於綜合財務報告附註18。

於報告期末，本集團投資物業之詳情載列於本年報第240頁。

REPORT OF THE DIRECTORS

董事會報告書

SHARE CAPITAL

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

RESERVES

Details of movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on page 110 of this annual report.

DIRECTORS

The Directors during the Year were as follows:

Ms. Cheng Xiaoyu
Mr. Wang Hongpeng
Mr. Xu Liang
Mr. Xiao Yong
Mr. Chen Zheng[#]
Prof. Japhet Sebastian Law*
Mr. Lam Yiu Kin*
Mr. Zheng Xiaodong*
Mr. Kwong Che Keung, Gordon*
(retired on 22 May 2020)

[#] Non-executive Director
^{*} Independent Non-executive Director

In accordance with clause 87(2) of the Bye-laws, Ms. Cheng Xiaoyu, Prof. Japhet Sebastian Law and Mr. Lam Yiu Kin shall retire from office by rotation at the forthcoming annual general meeting of the Company and, being eligible, offer themselves for re-election.

The Company has received from each of the Independent Non-executive Directors an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers that all of the Independent Non-executive Directors are independent.

BIOGRAPHICAL DETAILS OF DIRECTORS

Biographical details of the Directors are set out in the section headed "BIOGRAPHICAL DETAILS OF DIRECTORS" on pages 6 to 11 of this annual report.

股本

本年度，本公司股本變動之詳情載列於綜合財務報告附註23。

儲備

本年度，本集團儲備變動之詳情載列於本年報第110頁之綜合權益變動表。

董事

本年度之董事如下：

程晓宇女士
王宏鵬先生
徐量先生
肖勇先生
陳征先生[#]
羅文鈺教授*
林耀堅先生*
鄭曉東先生*
鄺志強先生*
(於二零二零年五月二十二日退任)

[#] 非執行董事
^{*} 獨立非執行董事

根據公司細則第87(2)條，程晓宇女士、羅文鈺教授及林耀堅先生將於本公司應屆股東週年大會上輪值退任，惟符合資格並願意膺選連任。

本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條的規定提交的年度獨立性確認書。本公司認為全體獨立非執行董事均屬獨立人士。

董事履歷

董事履歷載列於本年報第6至11頁的「董事履歷」一節內。

REPORT OF THE DIRECTORS

董事會報告書

DIRECTORS' SERVICE CONTRACTS

Each of Ms. Cheng Xiaoyu and Mr. Xu Liang has entered into a service contract with the Company for a term of three years commencing from 1 January 2020. Mr. Wang Hongpeng has entered into a service contract with the Company for a term commencing on 31 December 2019 and ending on 31 December 2021. Mr. Xiao Yong has entered into a service contract with the Company for a term commencing on 24 June 2019 and ending on 31 December 2021.

Mr. Chen Zheng has entered into a letter of appointment with the Company for a term of one year commencing from 11 December 2020.

Prof. Japhet Sebastian Law has entered into a letter of appointment with the Company for a term of three years commencing from 1 January 2020. Mr. Lam Yiu Kin has entered into a letter of appointment with the Company for a term of three years commencing from 1 January 2021. Mr. Zheng Xiaodong has entered into a letter of appointment with the Company for a term commencing on 24 June 2019 and ending on 31 December 2021.

No Director proposed for re-election at the forthcoming annual general meeting of the Company 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.

EMOLUMENT POLICY

The emoluments of the Executive Directors are determined by the Remuneration Committee with delegated responsibility regarding their experience, duties, performance and the prevailing market conditions. The remuneration of the Non-executive Director and Independent Non-executive Directors are recommended by the Remuneration Committee and approved by the Board. No Directors are involved in deciding their own remuneration.

The Group offers competitive remuneration packages, including medical and retirement benefits, to eligible employees. Apart from a basic salary, the Executive Directors and employees are eligible to receive a discretionary bonus taking into account the factors such as market conditions as well as corporate and individual's performance during the year.

董事之服務合約

程晓宇女士及徐量先生已分別與本公司簽訂服務合約，由二零二零年一月一日開始為期三年。王宏鵬先生已與本公司簽訂服務合約，為期由二零一九年十二月三十一日開始至二零二一年十二月三十一日止。肖勇先生已與本公司簽訂服務合約，為期由二零一九年六月二十四日開始至二零二一年十二月三十一日止。

陳征先生已與本公司簽訂委聘書，由二零二零年十二月十一日開始為期一年。

羅文鈺教授已與本公司簽訂委聘書，由二零二零年一月一日開始為期三年。林耀堅先生已與本公司簽訂委聘書，由二零二一年一月一日開始為期三年。鄭曉東先生已與本公司簽訂委聘書，為期由二零一九年六月二十四日開始至二零二一年十二月三十一日止。

擬於即將舉行之本公司股東週年大會上膺選連任之董事，概無與本公司訂立任何由本公司於一年內終止而須支付賠償（法定賠償除外）之服務合約。

薪酬政策

執行董事之薪酬由獲董事會轉授責任的薪酬委員會參考彼等之經驗、職責、個人表現及當時的市場情況而釐定。非執行董事及獨立非執行董事之薪酬由薪酬委員會建議並由董事會批准。概無董事參與彼等各自薪酬之釐定。

本集團向合資格僱員提供具競爭力的薪酬組合，包括醫療及退休福利。除基本薪金外，經考慮市場情況以及公司和個人於年內的表現等因素，執行董事及僱員亦可獲得酌情花紅。

REPORT OF THE DIRECTORS

董事會報告書

EMOLUMENT POLICY (Continued)

The Group has adopted a share option scheme as an incentive to the Directors and eligible employees, details of which are set out in "SHARE OPTION SCHEME" below and note 24 to the consolidated financial statements.

薪酬政策 (續)

本集團已採納購股權計劃，以獎勵董事及合資格僱員。有關詳情載於下文「購股權計劃」一節及於綜合財務報告附註24。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2020, the interests and short positions of the Directors and chief executive of the Company or any of their respective associates in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

董事及最高行政人員於股份、相關股份及債權證之權益及淡倉

於二零二零年十二月三十一日，董事及本公司最高行政人員或任何彼等各自之聯繫人士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）之股份、相關股份及債權證中，擁有須登記入本公司根據證券及期貨條例第352條規定須存置之登記冊內，或根據GEM上市規則第5.46至5.67條而須知會本公司及聯交所之權益及淡倉如下：

Long positions in the shares and underlying shares of the Company

於本公司股份及相關股份之好倉

Name of Director	Capacity in which interests are held	Number of shares/underlying shares held in the Company 持有本公司股份／相關股份數目			Approximate percentage of total issued share capital of the Company 佔本公司已發行股本總數之概約百分比
		Interests in shares	Interests under equity derivatives	Total interests	
董事姓名	持有權益之身份	於股份之權益	於股本衍生工具之權益	總權益	
Mr. Chen Zheng 陳征先生	Beneficial owner 實益擁有人	185,988,200	–	185,988,200	12.32%
Mr. Wang Hongpeng 王宏鵬先生	Beneficial owner 實益擁有人	1,852,000	–	1,852,000	0.12%
Mr. Xiao Yong 肖勇先生	Beneficial owner 實益擁有人	380,000	–	380,000	0.03%

REPORT OF THE DIRECTORS

董事會報告書

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (Continued)

Save as disclosed above, as at 31 December 2020, none of the Directors, chief executives of the Company or their respective associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise, notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in "DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES" above, at no time during the Year was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or their respective spouse or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transactions, arrangements or contracts that is significant to which the Company or any of its subsidiaries was a party and in which a Director or its connect entity had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

董事及最高行政人員於股份、相關股份及債權證之權益及淡倉 (續)

除上文所披露外，於二零二零年十二月三十一日，概無董事、本公司最高行政人員或彼等各自之聯繫人士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）之任何股份、相關股份或債權證中，擁有須登記入本公司根據證券及期貨條例第352條須存置之登記冊內，或根據GEM上市規則第5.46至5.67條而須知會本公司及聯交所之權益或淡倉。

董事購買股份或債權證之權利

除上文「董事及最高行政人員於股份、相關股份及債權證之權益及淡倉」一節所披露外，本年度任何時間，本公司或其任何附屬公司概無參與訂立任何安排，使董事或彼等各自之配偶或未滿十八歲子女可藉購買本公司或任何其他法人團體之股份或債權證而獲得利益。

董事於交易、安排或合約之重大權益

於本公司或其任何附屬公司所訂立而在本年度結束時或本年度任何時間內有效之任何交易、安排或合約中，各董事或其關連實體概無直接或間接擁有任何重大權益。

REPORT OF THE DIRECTORS

董事會報告書

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the year ended 31 December 2020, none of the Directors had an interest in a business (other than those businesses where the Director was appointed as a director to represent the interests of the Company and/or any member of the Group) which is considered to compete or is likely to compete, either directly or indirectly, with businesses of the Group.

EQUITY-LINKED AGREEMENTS

Save for the "SHARE OPTION SCHEME" disclosed below, no equity-linked agreements was entered into by the Group, or existed during the year ended 31 December 2020.

PERMITTED INDEMNITY PROVISION

As permitted by the Bye-laws, every Director shall be entitled to be indemnified out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which he/she may sustain or incur or sustain in or about the execution of the duties of his/her office or otherwise in relation thereto, and no Director shall be liable for any loss, damages or misfortune which may happen to or be incurred by the Company in the execution of the duties of his/her office or in relation thereto, provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty.

There is appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group.

董事於競爭業務之權益

截至二零二零年十二月三十一日止年度，概無董事於被視為與本集團業務構成直接或間接競爭或可能構成競爭的業務（並不包括董事獲委任為有關公司之董事以代表本公司及／或本集團任何成員公司權益之業務）中持有權益。

股票掛鈎協議

除下文所述的「購股權計劃」外，截至二零二零年十二月三十一日止年度，本集團概無新訂或已有股票掛鈎協議。

獲准許之彌償條文

根據公司細則，各董事有權就履行其職責可能遭致或發生的所有訴訟、費用、收費、損失、損害及開支自本公司的資產及利潤中獲得賠償，且概無董事須就履行職責或與此有關而可能使本公司蒙受或產生的任何虧損、損失或不幸事件負責，惟有關條文不得延伸至與任何欺詐或不誠實事宜。

本公司已為董事及本集團高級職員購買適當的董事及高級職員責任保險作為保障。

REPORT OF THE DIRECTORS

董事會報告書

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2020, the following persons or corporations, other than the Directors or chief executives of the Company as disclosed above, had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

Long positions in the shares of the Company

Name of shareholder	Capacity in which interests are held	Number of shares held in the Company	Approximate percentage of total issued share capital of the Company 佔本公司已發行股本總數之概約百分比
股東名稱	持有權益之身份	所持本公司股份數目	
Shougang Group Co., Ltd. ("Shougang Group") 首鋼集團有限公司 (「首鋼集團」)	Interests of controlled corporations 受控法團之權益	619,168,023 (Note) (附註)	41.00%
Shougang Holding (Hong Kong) Limited ("Shougang Holding") 首鋼控股(香港)有限公司 (「首鋼控股」)	Interests of controlled corporations 受控法團之權益	619,168,023 (Note) (附註)	41.00%
Upper Nice Assets Ltd. ("Upper Nice")	Beneficial owner 實益擁有人	619,168,023 (Note) (附註)	41.00%

Note: Upper Nice is a wholly-owned subsidiary of Shougang Holding which is in turn wholly-owned by Shougang Group. Accordingly, all these corporations are deemed to be interested in the share capital of the Company which Upper Nice is interested under the SFO.

主要股東於股份、相關股份及債權證之權益及淡倉

於二零二零年十二月三十一日，以下人士或法團（上文所披露之董事或本公司最高行政人員除外）於本公司股份或相關股份擁有須登記入本公司根據證券及期貨條例第336條存置之登記冊之權益或淡倉：

於本公司股份之好倉

附註： Upper Nice為首鋼控股（由首鋼集團全資擁有）之全資附屬公司。因此，根據證券及期貨條例，所有該等公司均被視為持有Upper Nice所持有之本公司股本中相同權益。

REPORT OF THE DIRECTORS

董事會報告書

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (Continued)

Save as disclosed above, as at 31 December 2020, the Company has not been notified of any other person or corporations (other than the Directors and chief executives of the Company) who had an interest or short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best of the knowledge of the Directors, there is a sufficiency of public float of the Company's securities as required under the GEM Listing Rules as at the date of this annual report.

SHARE OPTION SCHEME

The Shareholders adopted a share option scheme at the annual general meeting on 18 June 2013 (the "2013 Share Option Scheme"), which complies with the requirements of Chapter 23 of the GEM Listing Rules. No share option has been granted under the 2013 Share Option Scheme since its adoption. The 2013 Share Option Scheme is valid and effective for a period of 10 years.

The purpose of the 2013 Share Option Scheme was to motivate Eligible Persons (*Note 1*) to optimise their future contributions to the Group and/or to reward them for their past contributions, to attract and retain or otherwise maintain on-going relationships with such Eligible Persons who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group, and additionally in the case of any proposed employee or a person for the time being seconded to work full-time or part-time for any member of the Group ("Executive"), to enable the Group to attract and retain individuals with experience and ability and/or to reward them for their past contributions.

主要股東於股份、相關股份及債權證之權益及淡倉 (續)

除上文所披露外，於二零二零年十二月三十一日，本公司並無獲通知有任何其他人士或法團（董事及本公司最高行政人員除外）於本公司股份或相關股份擁有須登記入本公司根據證券及期貨條例第336條存置之登記冊之權益或淡倉。

公眾持股量

根據本公司所獲得之公開資料及就董事所知，於本年報日期，本公司之證券符合GEM上市規則所規定之足夠公眾持股量規定。

購股權計劃

於二零一三年六月十八日，股東於股東週年大會上採納一份符合GEM上市規則第23章規定之購股權計劃（「2013購股權計劃」）。自採納日期起，概無購股權根據2013購股權計劃授出。2013購股權計劃之有效及生效期為十年。

2013購股權計劃旨在激勵合資格人士（*附註1*）提升日後對本集團作出的貢獻及／或就彼等過去的貢獻給予獎勵，以吸引及挽留對本集團的表現、增長或成功而言屬重要及／或其貢獻有利或將有利於本集團的表現、增長或成功的合資格人士或與彼等維持持續的關係。此外，就本集團的任何成員公司的任何候任僱員、全職或兼職之僱員、或當時被調派擔任全職或兼職工作之人士（「行政人員」）而言，讓本集團得以吸引及挽留經驗豐富且具備才能的人士及／或就彼等過去的貢獻給予獎勵。

REPORT OF THE DIRECTORS

董事會報告書

SHARE OPTION SCHEME (Continued)

The total number of shares available for issue under the 2013 Share Option Scheme is 151,825,554, representing approximately 10% of the Company's total issued share capital as at the date of this annual report. Unless approved by Shareholders, the total number of shares issued and to be issued upon exercise of the share options granted to each Eligible Person (including exercised, cancelled and outstanding options) in any 12-month period must not exceed 1% of the total share capital of the Company in issue.

A grant of an option can be made at any time as specified by the Board, so long as such grant is made within 10 years from the effective date of 2013 Share Option Scheme, being 18 June 2013. Once an offer of the grant of an option is made, a period of no more than 28 days will be given to accept such offer. On or before acceptance of the offer, HK\$1 is to be paid as consideration to the Company.

The exercise price shall be determined by the Board which shall not be less than whichever is the highest of: (i) the nominal value of a share of the Company; (ii) the closing price of the shares of the Company as stated in the Stock Exchange's daily quotation sheet on the date of offer of share options; and (iii) the average closing price of the shares of the Company as stated in the Stock Exchange's daily quotation sheet for the five business days immediately preceding the date of offer of share options. The Board also has the absolute discretion to determine the minimum period an option must be held before it can be exercised.

Note:

- Pursuant to the terms of the 2013 Share Option Scheme, Eligible Persons means "an Executive; a director or proposed director (including an independent non-executive director) of any member of the Group; a direct or indirect shareholder of any member of the Group; a supplier of goods or services to any member of the Group; a customer, consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of the Group; a person or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to any member of the Group; and an associate of any of the foregoing persons."

No share option was granted since its adoption according to the 2013 Share Option Scheme. As at the date of this annual report, the remaining life of the 2013 Share Option Scheme is approximately 2 years and 3 months.

購股權計劃 (續)

根據2013購股權計劃可發行的股份總數為151,825,554股，佔本公司於本年報日期的已發行股本約10%。於任何12個月期間內授予給各合資格人士的購股權（包括已行使、註銷及尚未行使者）涉及之已發行及將予發行的股份總數不得超過本公司已發行股份1%，除非獲股東批准。

於2013購股權計劃生效當日（即二零一三年六月十八日）起十年內，董事會可於指定的任何時間內授出購股權。一旦授出購股權要約，該要約須不得多於二十八日內接納。於接受要約當日或之前須繳付1港元予本公司。

行使價由董事會決定，惟認購價不得低於下列的最高者：(i)本公司股份的面值；(ii)於購股權要約日期（必須為營業日）本公司股份的收市價（以聯交所日報表所載者為準）；及(iii)於緊接購股權要約日期前五個營業日本公司股份的平均收市價（以聯交所日報表所載者為準）。董事會可全權決定購股權可予行使前須持有的最少時間。

附註：

- 根據2013購股權計劃的條款，合資格人士指「任何行政人員，本集團的任何成員公司的董事或候任董事（包括獨立非執行董事），本集團的任何成員公司的直接或間接股東，向本集團的任何成員公司提供貨品或服務的供應商，本集團的任何成員公司的顧客、顧問、業務或合營公司夥伴、特許經營者、承辦商、代理或代表，向本集團的任何成員公司提供設計、研究、發展或其他支援或任何諮詢、顧問、專業或其他服務的人士或實體；及上述任何人士的聯繫人。」

自採納日期起，概無購股權根據2013購股權計劃的條款授出。於本年報日期，2013購股權計劃的餘下有效期約兩年三個月。

REPORT OF THE DIRECTORS

董事會報告書

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

購買、出售或贖回本公司之上市證券

During the year ended 31 December 2020, the Company repurchased its ordinary shares on the Stock Exchange as follows:

於截至二零二零年十二月三十一日止年度，本公司曾於聯交所購回之普通股詳情如下：

Month of the repurchases 購回月份	Total number of ordinary shares repurchased 購回普通股總數	Highest price paid per share 每股最高價 HK\$ 港元	Lowest price paid per share 每股最低價 HK\$ 港元	Aggregate consideration paid 已付總代價 HK\$ 港元
January 2020 二零二零年一月	162,000	0.157	0.135	23,438
February 2020 二零二零年二月	336,000	0.150	0.125	46,240
May 2020 二零二零年五月	1,170,000	0.142	0.120	159,296
June 2020 二零二零年六月	222,000	0.134	0.100	27,012
July 2020 二零二零年七月	954,000	0.116	0.105	107,338
August 2020 二零二零年八月	4,588,000	0.084	0.079	367,428
September 2020 二零二零年九月	166,000	0.110	0.090	16,214
	7,598,000			746,966

During the year, all repurchased shares were cancelled and the issued share capital of the Company was reduced by the nominal value thereof. The purchases were made for the benefit of the Company's shareholders with a view to enhancing the net value of the Company and its assets and/or its earnings per share of the Company.

於年內，全部購回股份已註銷，而本公司已發行股本亦因而按該等股份之面值減少。回購股份旨在提高本公司之淨值與每股股份資產及／或盈利之淨值，有利本公司全體股東。

Save as disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities (whether on the Stock Exchange or otherwise) during the year ended 31 December 2020.

除上文披露外，本公司或其任何附屬公司於截至二零二零年十二月三十一日止年度內概無在聯交所或任何其他證券交易所購買、出售或贖回本公司之任何上市證券。

REPORT OF THE DIRECTORS

董事會報告書

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Bye-laws or the laws in Bermuda which would oblige the Company to offer new shares on a pro-rata basis to the existing Shareholders.

DISTRIBUTABLE RESERVES

As at 31 December 2020, the Company did not have any reserves available for distribution.

THE GROUP'S PRINCIPAL RISKS AND UNCERTAINTIES

Financial risk

As the Group mainly operates in Mainland China, the Group would be subject to the adverse impact on its financial position caused by the instability of RMB exchange rate and the weak economy in the PRC.

Intellectual Property Risk

The trademark of the Group is one of the Group's intangible assets. In case of infringement, the Group may engage in lawsuits, defend for a case and incur legal costs. In light of this, the Group has fully leveraged on legal protection through registration of its trademarks. In addition, the copyright of the original work projects of the Group's CG creation and production division and the computer software developed by the Group are the Group's important assets. To prevent impairment of the Group's reputation and financial losses caused by unauthorised use of the original work projects and the computer software without the Group's consent, the division has established copyright management system for copyright management, which includes the application as the original author for original work projects and the computer software through registration of works, with the aim of protecting the Group's assets to the full extent under the laws.

Details of the other key risks of the Group are set out in the section headed "CORPORATE GOVERNANCE REPORT" of this annual report.

優先購買權

公司細則或百慕達法例並無有關優先購買權之規定，強制本公司須按比例向其現有股東提呈發售新股份。

可供分派儲備

於二零二零年十二月三十一日，本公司沒有任何儲備可供分派。

本集團的主要風險及不明朗因素

財務風險

由於本集團主要在中國內地營運，人民幣匯率不穩定及中國經濟疲弱可能會對本集團的財務狀況造成不利影響。

知識產權風險

本集團的商標為本集團的無形資產之一。如被他人盜用，可使本集團需面對法律訴訟進行辯護及產生法律費用，為此，本集團已通過商標註冊來充分利用法律保護。此外，本集團的電腦圖像創作及製作分部的原創項目作品及研發的電腦軟件的版權是本集團的重要資產。為免原創項目及電腦軟件在未經本集團批准下被他人盜用致使本集團蒙失商譽及財務損失，分部已設立版權管理制度以管理版權，當中包括通過作品登記申請為原創項目作品及電腦軟件的原著人，充分利用法律維護本集團的資產。

本集團之其他關鍵風險詳情載列於本年報中「企業管治報告」一節內。

REPORT OF THE DIRECTORS

董事會報告書

UPDATE ON LITIGATIONS

Details of the business disputes between 廣東環球數碼創意產業有限公司 (“Guangdong GDC”), a non-wholly owned subsidiary of the Group, and 珠江電影製片有限公司 (“Pearl River Film Production”) in respect of 珠影文化產業園 (the “Pearl River Film Cultural Park”) and litigations resulted therefrom were reported in the preceding financial year. Updates are as follows:

1. In April 2019, Pearl River Film Production filed an action with the People’s Court of Haizhu District of Guangzhou City of the PRC (中國廣州市海珠區人民法院) (the “People’s Court of Haizhu District”), requiring Guangdong GDC to return the entire Pearl River Film Cultural Park and its facilities and related documents.

On 24 September 2020, the decision for the trial of first instance made by the People’s Court of Haizhu District was in favour of Pearl River Film Production. Guangdong GDC filed an appeal with the Intermediate People’s Court of Guangzhou City of Guangdong Province of the PRC (中國廣東省廣州市中級人民法院) (the “Guangzhou Intermediate People’s Court”) accordingly. The appeal case was proceeded by the Guangzhou Intermediate People’s Court on 14 January 2021.

On 8 February 2021, the Guangzhou Intermediate People’s Court made the final judgment in which the original judgment was upheld. The Group sought legal advice in this respect. It was recommended to deal with the judgment in accordance with the requirements under the relevant laws.

As the Group had already derecognised the Pearl River Film Cultural Park as an investment property of the Group since 1 December 2018, the Board does not consider the judgment to have any material impact on the financial position and cash flow of the Group.

訴訟更新

本集團一間非全資附屬公司廣東環球數碼創意產業有限公司(「廣東環球數碼」)與珠江電影製片有限公司(「珠影製片」)就珠影文化產業園之商業糾紛而引發的訴訟，已於上一個財政年度詳細闡述，現就最新進展彙報如下：

1. 二零一九年四月，珠影製片入稟中國廣州市海珠區人民法院(「海珠區人民法院」)要求廣東環球數碼歸還全部珠影文化產業園及其配套設施以及相關資料。

海珠區人民法院於二零二零年九月二十四日一審判決珠影製片勝訴，廣東環球數碼其後向中國廣東省廣州市中級人民法院(「廣州中級人民法院」)提出上訴，廣州中級人民法院於二零二一年一月十四日開庭審理該上訴申請。

廣州中級人民法院於二零二一年二月八日作出終審判決，維持一審判決。本集團就此判決尋求了法律意見，建議按相關法律的規定去處理。

本集團自二零一八年十二月一日起取消確認珠影文化產業園為本集團之投資物業。董事會認為該判決的執行對本集團之財務狀況及現金流量不會構成任何重大影響。

REPORT OF THE DIRECTORS

董事會報告書

UPDATE ON LITIGATIONS (Continued)

2. In April 2019, Pearl River Film Production filed an action with the Guangzhou Intermediate People's Court, requiring Guangdong GDC to pay the property occupation fee of the Pearl River Film Cultural Park and related interest for the period between 23 March 2016 and 22 March 2019 (which Pearl River Film Production estimated to be in the amounts of RMB148,745,800 and RMB9,593,000 for the property occupation fee and the related interest as of 22 March 2019, respectively).

On 30 December 2019, the decision for the trial of first instance was made by the Guangzhou Intermediate People's Court. According to the judgment, Guangdong GDC was required to pay the property occupation fee of the Pearl River Film Cultural Park and related interest for the period between 23 March 2016 and 11 September 2019 (RMB41,656,989 and RMB3,813,331, respectively).

Each of Pearl River Film Production and Guangdong GDC filed an appeal with the Higher People's Court of Guangdong Province of the PRC (中國廣東省高級人民法院) (the "Guangdong Higher People's Court"). The appeal case was proceeded by the Guangdong Higher People's Court on 8 December 2020.

As at the date of this report, the Group is yet to receive the final judgment made in respect of the appeals by the Guangdong Higher People's Court.

3. In April 2019, Pearl River Film Production filed an action with the People's Court of Haizhu District, requiring Guangdong GDC and 廣州高尚商業經營管理有限公司 ("Gaoshang Property Management") to pay the property occupation fee of the car park of the Pearl River Film Cultural Park in an amount of RMB26,457,900 and related interest for the period between 1 August 2015 and 21 June 2018 (which Pearl River Film Production estimated to be in the amount of RMB2,520,062 for the interest as of 27 March 2019).

On 30 April 2020, the decision for the trial of first instance was made by the People's Court of Haizhu District. According to the judgment, Guangdong GDC and Gaoshang Property Management were required to pay the property occupation fee of the car park of the Pearl River Film Cultural Park (RMB3,854,363) and related interest for the period between 1 August 2015 and 21 June 2018.

訴訟更新 (續)

2. 二零一九年四月，珠影製片入稟廣州中級人民法院要求廣東環球數碼支付二零一六年三月二十三日至二零一九年三月二十二日期間的珠影文化產業園之場地和物業使用費及相關利息(珠影製片估計截至二零一九年三月二十二日場地和物業使用費及相關利息分別為人民幣148,745,800元及人民幣9,593,000元)。

廣州中級人民法院於二零一九年十二月三十日作出了一審判決，判廣東環球數碼需支付二零一六年三月二十三日至二零一九年九月十一日期間的珠影文化產業園之場地和物業使用費人民幣41,656,989元及相關利息人民幣3,813,331元。

珠影製片與廣東環球數碼先、後向中國廣東省高級人民法院(「廣東高級人民法院」)提出上訴，廣東高級人民法院已在二零二零年十二月八日開庭審理該上訴申請。

於本報告日期，本集團尚未收到廣東高級人民法院就此上訴的終審判決。

3. 二零一九年四月，珠影製片入稟海珠區人民法院要求廣東環球數碼及廣州高尚商業經營管理有限公司(「高尚物業管理」)支付二零一五年八月一日至二零一八年六月二十一日期間的珠影文化產業園停車場之場地和物業使用費人民幣26,457,900元及相關利息(珠影製片估計截至二零一九年三月二十七日利息為人民幣2,520,062元)。

海珠區人民法院於二零二零年四月三十日作出了一審判決，廣東環球數碼及高尚物業管理需向珠影製片支付二零一五年八月一日至二零一八年六月二十一日期間的珠影文化產業園停車場之場地和物業使用費人民幣3,854,363元及相關利息。

REPORT OF THE DIRECTORS

董事會報告書

UPDATE ON LITIGATIONS (Continued)

3. (Continued)

Each of Pearl River Film Production as well as Guangdong GDC and Gaoshang Property Management filed an appeal with the Guangzhou Intermediate People's Court. The Guangzhou Intermediate People's Court made the final judgment on 27 September 2020 in which the original judgment was upheld. The judgment was enforced by both parties in November 2020 and the frozen bank accounts of Gaoshang Property Management were released. The case proceedings were concluded.

Subsequently, Guangdong GDC and Gaoshang Property Management received the Notice of Respondence to Civil Re-trial Petitions (民事申請再審案件應訴通知書) from the Guangdong Higher People's Court dated 8 March 2021, in which Pearl River Film Production has applied for setting aside of the abovementioned final judgment, and initiated a re-trial of the legal proceedings.

4. In July 2019, Guangdong GDC filed an action with the People's Court of Haizhu District, requiring Pearl River Film Production to pay the compensation of damages of RMB10,000,000 arising from the incident in respect of which Pearl River Film Production attempted to seize Phase I of the Pearl River Film Cultural Park without the consent of the Group at the end of November 2018.

In mid-February 2020, the People's Court of Haizhu District dismissed all claims for actions made by Guangdong GDC. Subsequently, Guangdong GDC filed an appeal with the Guangzhou Intermediate People's Court. In July 2020, the Guangzhou Intermediate People's Court made the final judgment in which the original judgment was upheld. The case proceedings were concluded.

Should there be any significant update, the Company will make timely disclosure on the respective websites of the Stock Exchange and the Company.

訴訟更新 (續)

3. (續)

珠影製片與廣東環球數碼及高尚物業管理先、後上訴至廣州中級人民法院，廣州中級人民法院於二零二零年九月二十七日作出終審判決，維持一審判決。雙方已在二零二零年十一月完成執行並結案，高尚物業管理被凍結的銀行帳戶獲得解封。案件程序已完結。

隨後，廣東環球數碼及高尚物業管理收到廣東高級人民法院日期為二零二一年三月八日的《民事申請再審案件應訴通知書》，當中珠影製片申請撤銷上述終審判決並提起再審。

4. 二零一九年七月，廣東環球數碼入稟海珠區人民法院要求珠影製片就有關二零一八年十一月底在未經本集團同意下試圖強佔珠影文化產業園第一期的事件所引致之損失賠償人民幣10,000,000元。

海珠區人民法院於二零二零年二月中駁回廣東環球數碼的訴訟請求。其後，廣東環球數碼提出上訴至廣州中級人民法院，廣州中級人民法院於二零二零年七月作出終審判決，維持一審判決。案件程序已完結。

如有任何重大更新，本公司會及時在聯交所網站及本公司網站作出披露。

REPORT OF THE DIRECTORS

董事會報告書

COMPLIANCE WITH LAWS AND REGULATIONS

Save as disclosed in the section headed “CORPORATE GOVERNANCE REPORT” of this annual report, the Group has complied with the relevant laws and regulations that have a significant impact on the operations of the Group during the year ended 31 December 2020.

ENVIRONMENTAL PROTECTION

The Group strives to conduct business in an environmentally responsible manner. The Group has internal guidelines on energy conservation and emission reduction so as to minimize the impact on the environment and natural resources during its operation. Details of the Group’s environmental protection measures and policies are set out in the section headed “ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT” of this annual report.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group’s five largest customers accounted for approximately 42% of the revenue for the Year and the largest customer included therein amounted to approximately 13%. Purchases from the Group’s five largest suppliers accounted for approximately 10% of the cost of sales for the Year and the largest supplier included therein amounted to approximately 4%. Save as disclosed above, none of the Directors or any of their associates or any shareholders (which, to the best of the knowledge of the Directors, owns more than 5% of the Company’s total share capital) had any beneficial interest in the Group’s five largest customers and suppliers.

遵守法律及法規

除於本年報中「企業管治報告」一節披露外，本集團截至二零二零年十二月三十一日止年度已遵守對其營運有重大影響之相關法律及法規。

環境保護

本集團致力以對環境負責任之態度行事。本集團設有內部的節能減排指引以減少營運時對環境及天然資源的影響。本集團之環境保護措施及政策之詳情載列於本年報中「環境、社會及管治報告」一節內。

主要客戶及供應商

於回顧年度內，向本集團五大客戶銷貨之總額佔本年度收益約42%，而向其中最大客戶銷貨之總額約13%。向本集團五大供應商採購之總額佔本年度銷售成本約10%，而向其中最大供應商採購之總額約4%。除上述披露者外，董事或其任何聯繫人士或就董事所深知，擁有本公司股本5%以上之任何股東，概無於本集團五大客戶及供應商中擁有任何實益權益。

REPORT OF THE DIRECTORS

董事會報告書

RELATION WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group's success also depends on the support from key stakeholders which comprise employees, customers and suppliers.

Employees

Employees are regarded as the most important and valuable assets of the Group. The objective of the Group's human resource management is to reward and recognise performing staff by providing a competitive remuneration package and implementing a sound performance appraisal system with appropriate incentives, and to promote career development and progression by appropriate training and providing opportunities within the Group for career advancement.

Customers

The CG creation and production division of the Group has established good relationship with domestic and overseas clients over the years. The division has maintained close communication with clients and shared views with existing and potential clients through participation in industry events in order to have a better understanding of the clients' and the animated film industry's requirements for the latest technology of animation production and its development trend. This also facilitates the research and development of computer-aided animation software of the Group that caters to the market demands and contributes to the provision of quality and personalized production services to clients, which in turn helps build up a long-term relationship with clients.

In respect of the leasing business, the Group, dedicated to improving the quality of property management services, collects information through various channels, including regularly visiting tenants, conducting annual survey on management services and gatherings at leisure time with a view to gaining a better understanding of the tenants' general opinions on the services provided by the Group.

與僱員、客戶及供應商之關係

本集團的成功亦依賴主要持份者，包括僱員、客戶及供應商的支持。

僱員

僱員被視為本集團最重要及具價值的資產。本集團人力資源管理的目的乃藉提供優厚的薪酬福利及推行全面表現評核計劃，以獎勵及表揚表現優秀的員工，並透過適當培訓及提供機會協助彼等在本集團內發展事業及晉升。

客戶

本集團電腦圖像創作及製作分部與國內及海外客戶多年來建立了良好關係，除與客戶在業務上保持緊密溝通外，每年透過參與業界的活動，與現有客戶及潛在客戶互相交流，藉此了解客戶及動畫影片業對動畫製作的最新技術要求及發展趨勢，此外亦有助本集團電腦動畫輔助軟件工具研究與開發，配合市場需求，為客戶提供優質及貼心的製作服務，藉此與客戶建立長遠關係。

在租賃業務方面，本集團透過定期拜訪租戶，每年度的管理服務問卷調查及休閒聚會活動等多種渠道搜集及了解租戶對本集團提供之服務的整體意見，致力提升物業管理服務質素。

REPORT OF THE DIRECTORS

董事會報告書

RELATION WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS (Continued)

Suppliers

The Group carefully selects its suppliers and requires them to satisfy certain assessment criteria including track record, experience, financial strength, reputation, ability to produce high-quality products and quality control effectiveness. Sound relationships with key service vendors of the Group are important in supply chain, properties management and meeting business challenges and regulatory requirements, which can derive cost effectiveness and foster long-term business benefits. The key service vendors comprise external consultants which provide professional services and suppliers of office goods/merchandise.

EVENTS AFTER THE REPORTING PERIOD

Details of significant events occurring after the reporting period are set out in note 36 to the consolidated financial statements.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or existed during the year ended 31 December 2020.

RELATED PARTY TRANSACTIONS

Details of related party transactions, which were exempt from any disclosure and shareholders' approval requirements or do not constitute connected or continuing connected transactions under Chapter 20 of the GEM Listing Rules, are set out in note 34 to the consolidated financial statements.

與僱員、客戶及供應商之關係 (續)

供應商

本集團審慎挑選供應商，並要求其滿足若干評估標準，包括往績記錄、經驗、財務實力、聲譽、生產高質素產品的能力及質量控制效力。本集團與主要服務供應商維持良好關係在供應鏈、物業管理及面對業務挑戰和監管要求時至為重要，其可產生成本效益及促進長遠商業利益。主要服務供應商包括、提供專業服務的外聘顧問及辦公用品／商品供應商。

報告期後之事項

報告期後發生之重大事項詳情載列於綜合財務報告附註36。

管理合約

截至二零二零年十二月三十一日止年度，本集團並無就整體或任何重要業務的管理及行政工作簽訂或存在任何合約。

關聯人士交易

關聯人士交易（該等交易根據GEM上市規則第20章獲豁免須予以披露及須獲股東批准的規定或並不構成關連或持續關連交易）之詳情載列於綜合財務報告附註34。

REPORT OF THE DIRECTORS

董事會報告書

AUDITOR

Deloitte Touche Tohmatsu resigned as the auditor of the Company and PricewaterhouseCoopers has been appointed as the auditor of the Company to fill the casual vacancy following the resignation of Deloitte Touche Tohmatsu, both with effect from 12 December 2019. Save as disclosed above, there was no change in the auditor of the Company in the preceding three years.

The consolidated financial statements for the year ended 31 December 2020 have been audited by PricewaterhouseCoopers, who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting. A resolution will be submitted to the forthcoming annual general meeting to re-appoint PricewaterhouseCoopers as the auditor of the Company.

CHANGES IN DIRECTORS' INFORMATION

Pursuant to Rule 17.50A(1) of the GEM Listing Rules, the changes in information of Directors subsequent to the date of the Company's interim report 2020 are as follows:

1. Mr. Lam Yiu Kin, an independent non-executive Director of the Company, resigned as an independent non-executive director of Vital Innovations Holdings Limited with effect from 31 October 2020.

By Order of the Board

Cheng Xiaoyu
Chairman

Hong Kong, 26 March 2021

核數師

德勤•關黃陳方會計師行辭任本公司核數師，羅兵咸永道會計師事務所被委任為本公司核數師以填補德勤•關黃陳方會計師行辭任後之空缺，均自二零一九年十二月十二日起生效。除上文所披露外，於過去三年內概無更換本公司核數師。

截至二零二零年十二月三十一日止年度之綜合財務報告已由羅兵咸永道會計師事務所審核，該核數師將於應屆股東週年大會上退任，而彼符合資格並願意續聘。續聘羅兵咸永道會計師事務所為本公司核數師之決議案將於應屆股東週年大會上提呈。

董事資料之變更

根據GEM上市規則第17.50A(1)條，於本公司二零二零年中期報告刊發日期後董事資料變更如下：

1. 本公司之獨立非執行董事林耀堅先生於二零二零年十月三十一日辭任維太創科控股有限公司之獨立非執行董事。

承董事會命

程曉宇
主席

香港，二零二一年三月二十六日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



羅兵咸永道

To the Shareholders of Global Digital Creations Holdings Limited

(incorporated in Bermuda with limited liability)

致環球數碼創意控股有限公司股東

(於百慕達註冊成立之有限公司)

OPINION

意見

What we have audited

The consolidated financial statements of Global Digital Creations Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 106 to 238, which comprise:

我們已審核的內容

環球數碼創意控股有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）載於第106至238頁的綜合財務報告，包括：

- the consolidated statement of financial position as at 31 December 2020;
 - the consolidated statement of comprehensive income for the year then ended;
 - the consolidated statement of changes in equity for the year then ended;
 - the consolidated statement of cash flows for the year then ended; and
 - the notes to the consolidated financial statements, which include a summary of significant accounting policies.
- 於二零二零年十二月三十一日的綜合財務狀況報表；
 - 截至該日止年度的綜合全面收入報表；
 - 截至該日止年度的綜合權益變動表；
 - 截至該日止年度的綜合現金流量表；及
 - 綜合財務報告附註，包括主要會計政策概要。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("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 ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

KEY AUDIT MATTERS

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

我們的意見

我們認為，綜合財務報告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」）之規定真實及公平地反映 貴集團於二零二零年十二月三十一日的綜合財務狀況，以及其截至該日止年度的綜合財務表現及其綜合現金流量，且已按照香港公司條例的披露規定妥為編製。

意見之基礎

我們已根據香港會計師公會頒佈之香港審核準則（「香港審核準則」）進行審核。我們根據該等準則承擔之責任於本報告「核數師就審計綜合財務報告須承擔的責任」一節中進一步闡述。

我們相信，我們所獲得之審核憑證能充分及適當地為我們之意見提供基礎。

獨立性

根據香港會計師公會之專業會計師道德守則（「守則」），我們獨立於 貴集團，並已根據守則履行其他道德責任。

關鍵審計事項

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key audit matters identified in our audit are summarised as follows:

- Valuation of investment property located in China
- Provision for rental and settlement payables in relation to a commercial dispute and litigation

在審計中識別的關鍵審計事項概述如下：

- 位於中國的投資物業估值
- 與商業糾紛及訴訟有關的應付租金及結算款撥備

Key Audit Matter 關鍵審計事項

Valuation of investment property located in China
位於中國的投資物業估值

Refer to Note 18 (Investment property) to the consolidated financial statements.
請參閱綜合財務報告附註18 (投資物業)。

As at 31 December 2020, the fair value of the Group's investment property located in Shenzhen, China ("Property") amounted to HK\$246.9 million.
於二零二零年十二月三十一日，貴集團位於中國深圳的投資物業（「物業」）的公允值為246.9百萬港元。

Management has engaged an independent external valuation expert to assess the fair value of the Property. The valuation requires the use of judgement in determining the relevant methodologies and key assumptions used including market rent and yield rate used in the valuation model.
管理層已委聘獨立外部估值專家評估物業的公允值。估值須使用判斷釐定相關方法及關鍵假設，包括估值模型中使用的市場租金及收益率。

We focused on this area due to the financial significance of the Property to the Group and the judgement and estimates involved in assessing the fair value of the Property.
由於物業對貴集團的財務重要性以及評估物業公允值所涉及的判斷及估計，故我們專注於該領域。

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 assessing management's valuation of the Property include the following:
我們有關評估管理層對物業的估值的程序包括以下各項：

- Understood and evaluated the relevant controls over the valuation of investment property and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors such as complexity, subjectivity, changes and susceptibility to management bias or fraud.
- 了解及評估對投資物業估值的相關控制，並通過考慮估計不確定性程度及其他固有風險因素水平（例如複雜性、主觀性、變化及出現管理層偏見或欺詐的機率），評估重大錯誤陳述的固有風險。
- Evaluated the competency, capabilities and objectivity of the external valuation expert.
- 評估外部估值專家的資質、能力及客觀性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matter 關鍵審計事項

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

- With the involvement of our internal valuation experts, discussed with the external valuation expert and assessed the methodology and the key assumptions used in estimating the fair value of the Property.
- 連同內部估值專家，與外部估值專家進行討論，及評估用於估計物業公允值的方法及關鍵假設。
- Examined the relevant methodologies and key assumptions used in the valuation model with the management to identify any significant differences in prior period assessment of the valuation of Property to assess the effectiveness of management's estimation process.
- 與管理層審查在估值模型中所使用的相關方法及關鍵假設，確定與上一期間物業估值評估是否有任何重大差異，以評估管理層估計過程的有效性。
- Assessed the appropriateness and reasonableness of the key assumptions by making reference to comparable market evidences on property prices and market rental rates, and taking into account the contractual terms and conditions, location and other individual factors.
- 透過參考物業價格及市場租金的可資比較市場憑證，及計及合約條款及條件、地點及其他個別因素，評估關鍵假設是否適當及合理。

Based on the procedures performed above, we found the judgement and estimates made by management in determining the fair value of the Property to be supportable by available evidence. 根據上述所進行的程序，我們發現管理層釐定物業公允值時所作出的判斷及估計獲得憑證所支持。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matter 關鍵審計事項

Provision for rental and settlement payables in relation to a commercial dispute and litigation
與商業糾紛及訴訟有關的應付租金及結算款撥備

Refer to Note 27 (Provision for rental and settlement payables) to the consolidated financial statements.
請參閱綜合財務報告附註27 (應付租金及結算款撥備)。

Refer to Note 4(a) Critical accounting estimates and judgements – Estimation of provision for rental and settlement payables.
請參閱附註4(a)關鍵會計估計及判斷—應付租金及結算款撥備的估計。

As at 31 December 2020, the Group recorded a provision for rental and settlement payables amounting to HK\$196.6 million in relation to a commercial dispute and litigation with 珠江電影製片有限公司 (“Pearl River Film Production”) in respect of the cultural, entertainment and related commercial property investment (“Cultural Park”) operation of the Group.

於二零二零年十二月三十一日，貴集團就與珠江電影製片有限公司(「珠影製片」)有關貴集團文化、娛樂及相關商業物業投資(「文化產業園」)業務的商業糾紛及訴訟入賬應付租金及結算款撥備196.6百萬港元。

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 assessing the provision of rental and settlement payables as at 31 December 2020 include the following:

我們有關評估於二零二零年十二月三十一日應付租金及結算款撥備的程序包括以下各項：

- Understood and evaluated the relevant controls over the provision for rental and settlement payables in relation to a commercial dispute and litigation and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors such as complexity, subjectivity, changes and susceptibility to management bias or fraud.
- 了解及評估對與商業糾紛及訴訟有關的應付租金及結算款撥備的相關控制，並通過考慮估計不確定性程度及其他固有風險因素水平(例如複雜性、主觀性、變化及出現管理層偏見或欺詐的機率)，評估重大錯誤陳述的固有風險。
- Examined the relevant judgements and estimates used in the provision for rental and settlement payables with the management to identify any significant differences in prior period assessment to assess the effectiveness of management’s estimation process.
- 與管理層審查在應付租金及結算款撥備中所使用的相關判斷及估計，確定與上一期間評估是否有任何重大差異，以評估管理層估計過程的有效性。
- Understood and evaluated the background, status and potential exposures in respect of the litigation by enquiring with management and the lawyer.
- 透過諮詢管理層及律師，了解並評估訴訟的背景、狀況及潛在風險。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matter 關鍵審計事項

Management engaged an independent external lawyer to assist in assessing the magnitude and likelihood of occurrence for the possible outcomes of the litigation as at 31 December 2020 based on the relevant information obtainable at the relevant stage of the litigation, including court decisions and related legal correspondence. Management also engaged an independent external valuer to assist in assessing the fair value of the economic benefits arising from occupying the Cultural Park during the periods in dispute.

管理層委聘一名獨立外部律師，以根據於訴訟相關階段可得的相關資料（包括法院判決及相關法律函件），以協助評估截至二零二零年十二月三十一日的訴訟可能產生的後果的程度及可能性。管理層亦委聘一名獨立外部估值師，以協助評估糾紛期間文化產業園可能產生的經濟利益的公允值。

Based on the magnitude and likelihood of occurrence for the possible outcomes of the current litigation status as advised by the legal advisors, and with reference to the valuation results from the external valuer, management determined that provision for rental and settlement payables in relation to the current litigation status amounting to HK\$196.6 million is required as at 31 December 2020 based on their best estimate.

根據法律顧問所告知現時訴訟狀況可能產生的後果的程度及可能性，以及經參考外部估值師的估值結果後，管理層基於最佳估計，釐定於二零二零年十二月三十一日與現時訴訟狀況有關的應付租金及結算款撥備為196.6百萬港元。

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

- Discussed with management and examined major agreements entered into between the Group and Pearl River Film Production in relation to the Cultural Park and all relevant legal documents in respect of the litigation.
- 與管理層討論及研究 貴集團及珠影製片就文化產業園訂立進主要協議，以及與訴訟的所有相關法律文件。
- Discussed with management to understand and evaluate management's basis and rationale in arriving at the best estimate for the provision for rental and settlement payables as at 31 December 2020, based on the relevant information available at the relevant stage of the litigation, including court decisions and related legal correspondence, and the latest development of the legal proceeding.
- 根據訴訟相關階段可得的相關資料（包括法院判決及相關法律函件）以及法律程序的最新發展，與管理層討論以了解及評估管理層釐定二零二零年十二月三十一日應付租金及結算款撥備的最佳估計的基準及理由。
- Evaluated the competency, capabilities and objectivity of the independent external lawyer and valuer.
- 評估獨立外部律師及估值師的資質、能力及客觀性。
- Discussed with the external lawyer and obtained the legal opinion from them for which management relied on in identifying the magnitude and likelihood of occurrence for the possible outcomes.
- 與外部律師討論，並自外部律師取得管理層確認可能結果的嚴重性及可能性時所依靠的法律意見。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matter 關鍵審計事項

Estimating the provision for rental and settlement payables in relation to the litigation requires significant judgements and estimates in assessing the magnitude and likelihood of the possible outcomes based on advice obtained from legal advisors; evaluating the results with reference to the fair value of the economic benefits arising from occupying the Cultural Park during the periods in dispute; and using appropriate methodologies and key assumptions to determine such fair value during the periods in dispute, including market rental rates and vacancy rates.

估計與訴訟有關的應付租金及結算款撥備需要根據法律顧問的建議評估可能結果的嚴重性及可能性的重大判斷及估計；評估參考糾紛期間因佔用文化產業園而產生的經濟利益的公允值後所得的業績；及使用適當的方法及關鍵假設釐定糾紛期間的公允值，包括市場租金及空置率。

We focused on this area due to the financial significance of the provision for rental and settlement payables and the judgement and estimates involved in assessing the provision.

由於應付租金及結算款撥備的財務重要性以及評估撥備所涉及的判斷及估計，故我們專注於該領域。

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

- With the involvement of our internal valuation experts, discussed with the external valuation expert and assessed the methodologies and key assumptions used in estimating the fair value of the economic benefits arising from occupying the Cultural Park during the periods in dispute, including market rental rates and vacancy rates, by comparing to publicly available market data or documents provided by management such as rental agreements.
- 透過與公開市場數據或管理層所提供的文件（如租賃協議）進行比較，連同內部估值專家，與外部估值專家進行討論，並評估於糾紛期間因佔用文化產業園而產生的經濟利益的公允值（包括市場租金及空置率）所使用的方法及主要假設。
- Tested, on a sample basis, the key data input in management's calculation of the provision for rental and settlement payables, including agreeing the rental amounts and rental periods to the relevant rental agreements; and comparing the interest rates adopted by management to the People's Bank of China's basic borrowing rate.
- 按抽樣基準測試管理層計算應付租金及結算款撥備時所輸入的關鍵數據，包括協定有關租賃協議的租金及租賃期；及將管理層採用的利率與中國人民銀行的基準貸款利率進行比較。
- Assessed whether the consolidated financial statements have adequately disclosed the details of the litigation.
- 評估綜合財務報告是否充分披露訴訟詳情。

Based on the procedures performed above, we found the judgement and estimates made by management in determining the provision for rental and settlement payables as at 31 December 2020 to be supportable by available evidence.

根據上述所進行的程序，我們發現管理層釐定於二零二零年十二月三十一日的應付租金及結算款撥備時所作出的判斷及估計獲得憑證所支持。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

其他資料

貴公司董事須對其他資料負責。其他資料包括年報內的所有資料，但不包括綜合財務報告及我們的核數師報告。

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

結合我們對綜合財務報告的審計，我們的責任是閱讀其他資料，在此過程中，考慮其他資料與綜合財務報告或我們在審計過程中所了解的情況存在重大抵觸或似乎存在重大錯誤陳述的情況。

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

董事及審核委員會就綜合財務報告須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》擬備真實而中肯的綜合財務報告，並對其認為為使綜合財務報告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。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

在擬備綜合財務報告時，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。

審核委員會須負責監督 貴集團的財務報告過程。

核數師就審計綜合財務報告須承擔的責任

我們的目標，是對綜合財務報告整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅按照百慕達一九八一年公司法第90條之規定向 閣下（作為整體）報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告內容向任何其他人士負上或承擔任何責任。合理保證為高水平的保證，但不能保證按照香港審核準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報告使用者依賴綜合財務報告所作出的經濟決定，則有關的錯誤陳述可被視作重大。

作為根據香港審核準則進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 識別及評估由於欺詐或錯誤而導致綜合財務報告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，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致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。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對 貴集團內部控制的有效性發表意見。
- 評估董事所採納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。
- 對董事採納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。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報告中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日期止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評估綜合財務報告的整體列報方式、結構和內容，包括披露，以及綜合財務報告是否中肯反映交易及事項。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

We communicate with 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, actions taken to eliminate threats or safeguards applied.

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

The engagement partner on the audit resulting in this independent auditor's report is Ng Ka Ho.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 26 March 2021

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

我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理被認為會影響我們獨立性的所有關係及其他事項，以及在適用的情況下，為消除威脅而採取的行動或所應用的防範措施。

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

出具本獨立核數師報告的審計項目合夥人是吳家豪。

羅兵咸永道會計師事務所
執業會計師

香港，二零二一年三月二十六日

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收入報表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Continuing operations	持續經營業務			
Revenue	收益	5	78,635	96,771
Cost of sales	銷售成本	8	(42,833)	(48,225)
Gross profit	毛利		35,802	48,546
Other income	其他收入	6	13,061	23,131
Distribution and selling expenses	分銷及銷售開支	8	(3,714)	(9,648)
Administrative expenses	行政開支	8	(35,759)	(35,406)
Provision for impairment of financial assets and contract assets	金融資產及合約資產之減值撥備		(586)	(1,405)
Other gains/(losses), net	其他收益／(虧損)，淨額	7	1,757	(935)
Operating profit	經營溢利		10,561	24,283
Finance cost	融資成本	11	(65)	(135)
Profit before income tax	除所得稅前溢利		10,496	24,148
Income tax expense	所得稅開支	12	(2,389)	(3,460)
Profit for the year from continuing operations	本年度來自持續經營業務之溢利		8,107	20,688
Discontinued operation	已終止經營業務			
Loss for the year	本年度虧損	15	(1,035)	(16,258)
Profit for the year	本年度溢利		7,072	4,430
Other comprehensive income/(loss):	其他全面收入／(虧損)：			
<i>Items that will not be reclassified to profit or loss:</i>	<i>將不會重新分類至損益之項目：</i>			
- Exchange differences on translation to presentation currency	- 換算為呈報貨幣所產生之匯兌差額		18,044	(6,344)
Other comprehensive income/(loss) for the year	本年度其他全面收入／(虧損)		18,044	(6,344)
Total comprehensive income/(loss) for the year	本年度全面收入／(虧損)總額		25,116	(1,914)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收入報表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

	Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Profit/(loss) for the year attributable to:			
以下人士應佔本年度溢利／(虧損)：			
– Owners of the Company:			
– Continuing operations		8,107	20,773
– Discontinued operation		(704)	(11,055)
		7,403	9,718
– Non-controlling interests:			
– Continuing operations		–	(85)
– Discontinued operation		(331)	(5,203)
		(331)	(5,288)
		7,072	4,430
Total comprehensive income/(loss) for the year attributable to:			
以下人士應佔本年度全面收入／(虧損)總額：			
– Owners of the Company:			
– Continuing operations		51,647	4,977
– Discontinued operation		(18,041)	(4,269)
		33,606	708
– Non-controlling interests		(8,490)	(2,622)
		25,116	(1,914)
Earnings per share attributable to the owners of the Company:		HK cents	HK cents
本公司持有人應佔每股盈利：		港仙	港仙
Basic and diluted earnings/(loss) per share	13		
每股基本及攤薄盈利／(虧損)			
– Continuing operations		0.54	1.37
– Discontinued operation		(0.05)	(0.73)
		0.49	0.64

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

上述綜合全面收入報表應與隨附附註一併閱讀。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況報表

As at 31 December 2020 於二零二零年十二月三十一日

		Note	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
		附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	15,599	4,771
Right-of-use assets	使用權資產	17	10,110	2,136
Investment property	投資物業	18	246,912	229,922
Interest in an associate	於一間聯營公司之權益	19	-	-
Movies and television programmes rights	電影及電視節目版權	20	11,606	6,522
Productions work in progress	在製節目	20	5,345	8,763
			289,572	252,114
Current assets	流動資產			
Contract assets	合約資產	5	537	5,547
Trade receivables	應收貿易賬款	21	10,178	7,778
Deposits, prepayments and other receivables	按金、預付款及其他應收款項	21	6,703	3,069
Restricted bank deposits	有限制銀行存款	22	36,462	34,802
Cash and cash equivalents	現金及現金等值物	22	306,850	270,251
			360,730	321,447
Total assets	資產總額		650,302	573,561
EQUITY	權益			
Equity attributable to owners of the Company	本公司持有人應佔權益			
Share capital	股本	23	15,100	15,177
Retained earnings	保留盈利		82,180	76,461
Other reserves	其他儲備	25	369,888	342,671
			467,168	434,309
Non-controlling interests	非控股權益		(134,068)	(125,578)
Total equity	權益總額		333,100	308,731

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況報表

As at 31 December 2020 於二零二零年十二月三十一日

		Note	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
		附註		
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	17	50	432
Deferred government grants	遞延政府補助	28	190	692
Contract liabilities	合約負債	5	1,982	–
Deferred tax liabilities	遞延稅項負債	29	20,974	19,467
			23,196	20,591
Current liabilities	流動負債			
Trade payables	應付貿易賬款	26	108	40
Accruals and other payables	應計費用及其他應付款項	26	85,702	62,452
Provision for rental and settlement payables	應付租金及結算款撥備	27	196,570	170,208
Contract liabilities	合約負債	5	3,501	1,085
Deferred government grants	遞延政府補助	28	548	817
Lease liabilities	租賃負債	17	447	1,685
Current income tax payable	應付即期所得稅項		7,130	7,952
			294,006	244,239
Total liabilities	負債總額		317,202	264,830
Total equity and liabilities	權益和負債總額		650,302	573,561

The consolidated financial statements on pages 106 to 238 were approved by the Board of Directors on 26 March 2021 and were signed on its behalf.

載於第106至238頁之綜合財務報告於二零二一年三月二十六日獲得董事會批准，並由下列人士代表簽署：

Cheng Xiaoyu
程晓宇
Director
董事

Wang Hongpeng
王宏鵬
Director
董事

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

上述綜合財務狀況報表應與隨附附註一併閱讀。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		Attributable to owners of the Company 本公司持有人應佔				Non- controlling interests 非控股權益 HK\$'000 千港元	Total 合計 HK\$'000 千港元
		Share capital 股本 HK\$'000 千港元	Other reserves 其他儲備 HK\$'000 千港元 (Note 25) (附註25)	Retained earnings 保留盈利 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元		
Balance at 1 January 2019	於二零一九年一月一日之結餘	15,183	351,010	68,228	434,421	(123,586)	310,835
Comprehensive income/(loss) Profit/(loss) for the year	全面收入／(虧損) 本年度溢利／(虧損)	-	-	9,718	9,718	(5,288)	4,430
Other comprehensive (loss)/income Currency translation differences	其他全面(虧損)／收入 貨幣換算差額	-	(9,010)	-	(9,010)	2,666	(6,344)
Other comprehensive (loss)/income for the year	本年度其他全面(虧損)／收入	-	(9,010)	-	(9,010)	2,666	(6,344)
Total comprehensive (loss)/income for the year	本年度全面(虧損)／收入總額	-	(9,010)	9,718	708	(2,622)	(1,914)
Transactions with owners Acquisition of non-controlling interest in a Mainland China subsidiary	與持有人進行之交易 購入中國內地附屬公司之 非控股權益	-	(744)	-	(744)	630	(114)
Repurchase of treasury shares	庫存股份回購	-	(76)	-	(76)	-	(76)
Cancellation of treasury shares	庫存股份註銷	(6)	6	-	-	-	-
Transfer to statutory reserve	轉移至法定儲備	-	1,485	(1,485)	-	-	-
Total transactions with owners	與持有人進行之交易總額	(6)	671	(1,485)	(820)	630	(190)
Balance at 31 December 2019	於二零一九年十二月三十一日 之結餘	15,177	342,671	76,461	434,309	(125,578)	308,731
Balance at 1 January 2020	於二零二零年一月一日之結餘	15,177	342,671	76,461	434,309	(125,578)	308,731
Comprehensive income/(loss) Profit/(loss) for the year	全面收入／(虧損) 本年度溢利／(虧損)	-	-	7,403	7,403	(331)	7,072
Other comprehensive income/(loss) Currency translation differences	其他全面收入／(虧損) 貨幣換算差額	-	26,203	-	26,203	(8,159)	18,044
Other comprehensive income/(loss) for the year	本年度其他全面(虧損)／收入	-	26,203	-	26,203	(8,159)	18,044
Total comprehensive income/(loss) for the year	本年度全面收入／(虧損)總額	-	26,203	7,403	33,606	(8,490)	25,116
Transactions with owners Repurchase of treasury shares	與持有人進行之交易 庫存股份回購	-	(747)	-	(747)	-	(747)
Cancellation of treasury shares	庫存股份註銷	(77)	77	-	-	-	-
Transfer to statutory reserve	轉移至法定儲備	-	1,684	(1,684)	-	-	-
Total transactions with owners	與持有人進行之交易總額	(77)	1,014	(1,684)	(747)	-	(747)
Balance at 31 December 2020	於二零二零年十二月三十一日 之結餘	15,100	369,888	82,180	467,168	(134,068)	333,100

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

上述綜合權益變動表應與隨附附註一併閱讀。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Cash flows from operating activities	經營活動現金流量			
Cash generated from operations	經營所得之現金	31(a)	29,264	27,376
Income tax paid	已付所得稅		(3,438)	(4,438)
Interest paid	已付利息		(65)	(135)
Net cash inflow from operating activities	經營活動之現金流入淨額		25,761	22,803
Cash flows from investing activities	投資活動現金流量			
Redemption of structured deposits	贖回結構性存款		267,154	942,826
Interest received	已收利息		5,726	6,981
Additions on productions work in progress	在製節目添置		(6,882)	(22,780)
Purchase of structured deposits	購買結構性存款		(267,154)	(942,826)
Purchase of property, plant and equipment	添置物業、廠房及設備		(1,856)	(3,125)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	31(b)	75	216
Repayment from an associate	聯營公司還款		-	241
Net cash outflow from investing activities	投資活動之現金流出淨額		(2,937)	(18,467)
Cash flow from financing activities	融資活動現金流量			
Capital element on lease liabilities	租賃負債之資本部分	31(c)	(1,694)	(1,629)
Repurchase of treasury shares	庫存股份回購	23	(747)	(76)
Acquisition of additional interest in a Mainland China subsidiary	收購中國內地附屬公司之額外權益	25	-	(114)
Net cash outflow from financing activities	融資活動之現金流出淨額		(2,441)	(1,819)
Net increase in cash and cash equivalents	現金及現金等值物之增加淨額		20,383	2,517
Cash and cash equivalents at the beginning of the year	於年初之現金及現金等值物	22	270,251	273,133
Effect of foreign exchange rate changes on cash and cash equivalents	現金及現金等值物的匯率變動之影響		16,216	(5,399)
Cash and cash equivalents at end of the year	於年末之現金及現金等值物	22	306,850	270,251

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

上述綜合現金流量表應與隨附附註一併閱讀。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報告附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

1 GENERAL INFORMATION

Global Digital Creations Holdings Limited (the “Company”) was incorporated in Bermuda on 9 October 2002 as an exempted company with limited liability. The address of the Company’s registered office is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

The Company has its primary listing on GEM of The Stock Exchange of Hong Kong Limited on 4 August 2003.

The Company and its subsidiaries (the “Group”) are principally engaged in the provision of computer graphic (“CG”) creation and production and IP-based value-added digital visual business; and the business of development of new cultural space integrating culture and technology as well as provision of property leasing and management services.

These consolidated financial statements are presented in Hong Kong dollars (“HK\$”), unless otherwise stated.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This note provided a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The consolidated financial statements are for the Group consisting of Global Digital Creations Holdings Limited and its subsidiaries.

1 一般資料

環球數碼創意控股有限公司（「本公司」）是於二零零二年十月九日在百慕達註冊成立之獲豁免有限公司。本公司之註冊地址是Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。

本公司於二零零三年八月四日在香港聯合交易所有限公司GEM作第一上市。

本公司及其附屬公司（「本集團」）主要從事提供電腦圖像（「電腦圖像」）創作及製作及以IP為基礎的高附加值數字視覺業務；以及發展以文化和科技驅動的文化新空間業務及提供物業租賃及管理服務。

除另有說明外，該等綜合財務報告均以港元（「港元」）呈列。

2 重要會計政策概要

此附註提供編製該等綜合財務報告時採用之主要會計政策。除非另有說明，否則該等政策在所呈列之所有年度內貫徹應用。綜合財務報告乃為本集團（包括環球數碼創意控股有限公司及其附屬公司）而作出。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報告附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 重要會計政策概要 (續)

2.1 Basis of preparation

The consolidated financial statements of the Company have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the disclosure requirements of the Hong Kong Companies Ordinance Cap. 622. The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment property which are carried at fair value.

The preparation of the consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

2.1 編製基準

本公司之綜合財務報告乃按照由香港會計師公會(「香港會計師公會」)頒佈之所有適用的香港財務報告準則(「香港財務報告準則」)及香港公司條例(第622章)之披露規定而編製。綜合財務報告乃根據歷史成本法編製，惟投資物業重估則按公允值列賬。

編製符合香港財務報告準則之綜合財務報告需要使用若干關鍵會計估計，亦需要管理層在應用本集團會計政策之過程中行使判斷。涉及高度判斷或高度複雜性之範疇，或涉及對綜合財務報告屬重大假設和估計之範疇，在附註4內披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報告附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.1 Basis of preparation (Continued)

2.1 編製基準 (續)

- (a) *New and amended standards, improvements and interpretations adopted by the Group*

- (a) *本集團採納之新訂及經修訂準則、改進以及詮釋*

The Group has applied the following new and amended standards, improvements and interpretations for the first time for their annual reporting period commencing 1 January 2020:

本集團於二零二零年一月一日開始之年度報告期間首次應用以下新訂及經修訂準則、改進及詮釋：

HKFRS 3 (Amendments)	Definition of a Business
HKAS 1 and HKAS 8 (Amendments)	Definition of Material
HKFRS 9, HKAS 39 and HKFRS 7 (Amendments)	Interest Rate Benchmark Reform (Phase 1)
Conceptual Framework for Financial Reporting 2018	Revised Conceptual Framework for Financial Reporting

香港財務報告準則第3號之修訂	業務的定義
香港會計準則第1號及香港會計準則第8號之修訂	重大的定義
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號之修訂	利率基準改革 (第一階段)
二零一八年財務報告概念框架	經修訂之財務報告概念框架

The standards and amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

上文所列準則及修訂對過往期間確認的金額並無任何影響，且預期不會對本期或未來期間產生重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報告附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 重要會計政策概要 (續)

2.1 Basis of preparation (Continued)

(b) *New and amended standards, improvements and interpretations that have been issued but are not yet adopted*

Certain new and amended standards, improvements and interpretations have been published that are not mandatory for 31 December 2020 reporting periods and have not been early adopted by the Group:

2.1 編製基準 (續)

(b) *已頒佈但尚未採納之新訂及經修訂的準則、改進及詮釋*

本集團並未提早採納若干已發佈但在截至二零二零年十二月三十一日止的報告期間尚未強制應用之新訂及經修訂的準則、改進及詮釋：

		Effective for accounting periods beginning on or after 於下列日期 或之後開始的 會計期間生效
HKFRS 16 (Amendments) 香港財務報告準則第16號 之修訂	Covid-19-Related Rent Concessions 與2019冠狀病毒病相關的租金優惠	1 June 2020 二零二零年六月一日
HKFRS 17 香港財務報告準則第17號	Insurance Contracts 保險合約	1 January 2021 二零二一年一月一日
HKAS 16 (Amendments) 香港會計準則第16號之修訂	Property, Plant and Equipment – Proceeds before Intended Use 物業、廠房及設備—作擬定用途前的所得款項	1 January 2022 二零二二年一月一日
HKAS 37 (Amendments) 香港會計準則第37號之修訂	Onerous Contracts – Cost of Fulfilling a Contract 虧損合約—履行合約的成本	1 January 2022 二零二二年一月一日
HKFRS 3 (Amendments) 香港財務報告準則第3號 之修訂	Reference to the Conceptual Framework 對概念架構的提述	1 January 2022 二零二二年一月一日
Annual Improvements Projects 年度改進項目	Annual Improvements 2018–2020 Cycle 二零一八年至二零二零年週期的年度改進	1 January 2022 二零二二年一月一日
HKAS 1 (Amendments) 香港會計準則第1號之修訂	Classification of Liabilities as Current or Non- current 負債的流動或非流動分類	1 January 2023 二零二三年一月一日
HKFRS 10 and HKAS 28 (Amendments) 香港財務報告準則第10號及 香港會計準則第28號之修訂	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture 投資者與其聯營公司或合營企業之間的 資產出售或注資	To be determined 待定

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報告附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.1 Basis of preparation (Continued)

- (b) *New and amended standards, improvements and interpretations that have been issued but are not yet adopted (Continued)*

The Group is in the process of making an assessment of what the impact of these amendments, new standards and interpretations is expected to be in the period of initial application. The Group does not anticipate the adoption of them to have a significant impact on the Group's results of operations and financial position.

2.1 編製基準 (續)

- (b) *已頒佈但尚未採納之新訂及經修訂的準則、改進及詮釋 (續)*

本集團正在評估該等修訂、新訂準則和詮釋在初次應用期間的影響。本集團預計採納該等準則不會對本集團的經營業績和財務狀況產生重大影響。

2.2 Principles of consolidation and equity accounting

- (a) *Subsidiaries*

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

2.2 綜合原則及權益會計法

- (a) *附屬公司*

附屬公司指本集團對其擁有控制權之所有實體(包括結構性實體)。當本集團因參與實體之營運而獲得或有權享有其可變回報，並能夠運用其指揮該實體之權力以影響上述回報時，本集團即對該實體擁有控制權。附屬公司自控制權轉移至本集團當日起綜合入賬，並於控制權終止之日起停止綜合入賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報告附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.2 Principles of consolidation and equity accounting (Continued)

2.2 綜合原則及權益會計法 (續)

(a) Subsidiaries (Continued)

The acquisition method of accounting is used to account for business combinations by the Group (refer to Note 2.3).

(a) 附屬公司 (續)

本集團採用收購會計法將乃用作將本集團進行之業務合併入賬 (請參閱附註 2.3)。

Inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

集團內公司間交易、結餘及集團公司間交易之未變現收益均予以對銷。未變現虧損亦會對銷，除非該交易有證據顯示所轉讓資產出現減值則作別論。附屬公司之會計政策已按需要變更，以確保與本集團所採納政策一致。

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of financial position respectively.

於附屬公司業績及權益之非控股權益分別於綜合全面收入報表、綜合權益變動表及綜合財務狀況報表內單獨呈列示。

(b) Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting (see (c) below), after initially being recognised at cost.

(b) 聯營公司

聯營公司指所有本集團對其擁有重大影響力而無控制權或共同控制權之實體。本集團通常持有20%至50%投票權。於初步按成本確認後，於聯營公司之投資以權益會計法 (請參閱下文(c)) 入賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報告附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Principles of consolidation and equity accounting (Continued)

(c) Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates are recognised as a reduction in the carrying amount of the investment.

Where the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity-accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

2 重要會計政策概要 (續)

2.2 綜合原則及權益會計法 (續)

(c) 權益法

根據權益會計法，該等投資初步按成本確認，其後予以調整，以在損益中確認本集團於投資對象應佔之收購後損益，並在其他全面收入中確認本集團於投資對象應佔之其他全面收入變動。已收或應收聯營公司之股息乃確認作為投資賬面值之減少。

當本集團在按權益會計法入賬之投資應佔之虧損等於或超出其於實體之權益，包括任何其他無抵押長期應收款項，本集團則不會確認進一步虧損，惟倘其代表其他實體產生負債或付款則除外。

本集團與其聯營公司之間交易之未變現收益僅會按本集團於該等實體之權益為限予以對銷。除非該交易有證據顯示所轉讓資產出現減值，否則未變現虧損亦予以對銷。按權益會計法入賬之投資對象之會計政策已按需要變更，以確保與本集團採納之政策一致。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報告附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.2 Principles of consolidation and equity accounting (Continued)

(c) Equity method (Continued)

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in Note 2.9.

(d) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of Company.

2.2 綜合原則及權益會計法 (續)

(c) 權益法 (續)

按權益會計法入賬之投資之賬面值乃根據附註2.9所述之政策進行減值測試。

(d) 擁有權權益變動

本集團將與非控股權益之間不會導致失去控制權之交易列作與本集團權益持有人之間之交易處理。擁有權權益變動會導致控股與非控股權益之間之賬面值調整，以反映其於附屬公司之相對權益。非控股權益之調整額與任何已付或已收代價之間之任何差額會於本公司持有人應佔權益內在獨立儲備中確認。

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綜合財務報告附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Principles of consolidation and equity accounting (Continued)

(d) Changes in ownership interests (Continued)

When the Group ceases to consolidate or equity account for an investment because of a loss of control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

2 重要會計政策概要 (續)

2.2 綜合原則及權益會計法 (續)

(d) 擁有權權益變動 (續)

當本集團因失去控制權或重大影響力而不再將投資綜合入賬或按權益會計法將其入賬時，於實體之任何保留權益會重新計量至其公允值，賬面值變動會在損益中確認。此公允值會成為初始賬面值，以供其後將保留權益入賬作為聯營公司或金融資產。此外，過往就該實體於其他全面收入確認之任何金額會按猶如本集團已直接出售相關資產或負債之方式入賬。此舉可能表示過往於其他全面收入確認之金額會重新分類至損益，或轉撥至適用香港財務報告準則指明／允許之其他權益類別。

若於聯營公司之擁有權權益減少，但仍保留重大影響力，過往於其他全面收入中確認之金額則只會將按比例應佔之份額重新分類至損益 (如適用)。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.3 Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by the group
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

2.3 業務合併

收購會計法乃用作將所有業務合併(不論為股本工具或其他已收購之資產)入賬。就收購一間附屬公司轉讓代價包括：

- 所轉讓資產之公允值；
- 對所收購業務之前持有人所產生之負債；
- 本集團發行之股權；
- 或然代價安排所產生之任何資產或負債之公允值；及
- 於附屬公司之任何既有股權之公允值。

除少數例外情況外，業務合併時所收購之可識別資產及所承擔之負債及或然負債均初步按收購日期之公允值計量。本集團按公允值或按非控股權益於被收購實體可識別資產淨值按比例應佔之份額，按個別收購基準，確認在被收購實體之任何非控股權益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報告附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Business combinations (Continued)

Acquisition-related costs are expensed as incurred.

The excess of the:

- consideration transferred,
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

2 重要會計政策概要 (續)

2.3 業務合併 (續)

收購相關成本在產生時支銷。

倘

- 所轉撥之代價；
- 任何非控股權益於被收購實體中所佔金額；及
- 過往持有被收購實體之任何股權於收購日期之公允值

超出所收購之可識別資產淨值之公允值，乃記錄作商譽。若該等金額少於所收購業務之可識別資產淨值的公允值，則差額直接於損益內確認為議價購買。

倘現金代價任何部分之結算被延期，則未來的應付金額將貼現至換算日期的現值。所用貼現率為實體的增量借款利率，即根據相約條款及細則可從獨立融資人可獲得類似借貸的利率。或然代價分類為權益或金融負債。分類為金融負債之金額隨後重新計量至公允值，而公允值變動則於損益內確認。

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.3 Business combinations (Continued)

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss.

2.3 業務合併 (續)

倘業務合併分階段進行，收購方原先所持被收購方股權於收購日期之賬面值重新計量至公允值。重新計量產生的任何收益或虧損在損益內確認。

2.4 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the company on the basis of dividend received and receivable.

2.4 獨立財務報表

於附屬公司之投資按成本扣除減值列賬。成本包括投資之直接應佔成本。附屬公司之業績由本公司按已收及應收股息之基準入賬。

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

如股息超過宣派股息期內附屬公司之全面收入總額，或如在單獨財務報表之投資賬面值超過綜合財務報告中被投資公司之淨資產(包括商譽)之賬面值，則必須在收取該等投資股息時對於附屬公司之投資進行減值測試。

2.5 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Directors of the Company who makes strategic decisions.

2.5 分部報告

經營分部之呈報方式與向主要營運決策者提供之內部報告貫徹一致。負責分配資源及評估經營分部之業績的主要營運決策者已確定為作出戰略決策之本公司執行董事。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.6 Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The functional currency of the Company's subsidiaries operating in Mainland China (for the purpose of this report, "Mainland China" refer to the mainland of the People's Republic of China (the "PRC") and does not include Hong Kong, Macau and Taiwan) is Chinese Renminbi ("RMB"). The Company functional currency is RMB, while the consolidated financial statements are presented in Hong Kong dollar ("HK\$").

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

2.6 外幣換算

(i) 功能及呈報貨幣

本集團每個實體之財務報表內所列項目均以該實體營運所在主要經濟環境之貨幣(「功能貨幣」)計量。本公司在中國內地(就本報告而言,「中國內地」指中華人民共和國(「中國」)內地,並不包括香港、澳門及台灣)經營的附屬公司的功能貨幣為人民幣(「人民幣」)。綜合財務報告以港元(「港元」)呈報,而本公司的功能貨幣是人民幣。

(ii) 交易及結餘

外幣交易採用交易日之匯率換算為功能貨幣。結算此等交易所產生之外匯盈虧及以年終匯率換算以外幣列賬之貨幣資產及負債所產生之外匯盈虧於損益內確認。倘其與合資格現金流量對沖及合資格投資淨額對沖相關,或構成海外業務投資淨額之一部分,則將於權益中遞延。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.6 Foreign currency translation (Continued)

(ii) Transactions and balances (Continued)

All foreign exchange gains and losses are presented in the consolidated statement of comprehensive income on a net basis within “other gains/(losses), net”.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as fair value through other comprehensive income are recognised in other comprehensive income.

2.6 外幣換算 (續)

(ii) 交易及結餘 (續)

所有匯兌收益及虧損按淨額於綜合全面收入報表內「其他收益／(虧損)，淨額」項下列賬。

按公允值計量並以外幣列值之非貨幣項目使用釐定公允值當日之匯率換算。按公允值列賬之匯兌差額呈報為公允值損益之一部分。例如，非貨幣資產及負債(如按公允值計入損益之股本工具)之換算差額於損益內確認為公允值盈虧之一部分，非貨幣資產(如分類為按公允值計入其他全面收入之股權)之換算差額乃於其他全面收入中確認。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.6 Foreign currency translation (Continued)

2.6 外幣換算 (續)

(iii) Group companies

(iii) 本集團成員公司

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

功能貨幣與呈報貨幣不同之海外業務(當中並無嚴重通脹經濟之貨幣)之業績及財務狀況按以下方式換算為呈報貨幣:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position
- income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- all resulting exchange differences are recognised in other comprehensive income.

- 每份呈列之財務狀況報表內之資產及負債按該財務狀況報表日期之收市匯率換算;

- 每份全面收入報表內之收支按平均匯率換算(除非此平均匯率並非各交易日適用匯率累計影響之合理約數;在此情況下,收支按各交易日之匯率換算);及

- 所有由此產生之匯兌差額於其他全面收入內確認。

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

收購海外業務所產生之商譽及公允值調整視為該海外業務之資產及負債,並按收市匯率換算。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.7 Property, plant and equipment

All property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives or, in the case of leasehold improvements and certain leased plant and equipment, the shorter lease term as follows:

Buildings	Over the shorter of the unexpired lease term or their estimated useful lives of no more than 50 years
Leasehold improvements	Over the shorter of terms of the lease or 10 years
Equipment, furniture and fixtures	5 years
Computer equipment	3 years
Motor vehicles	5 years

2.7 物業、廠房及設備

所有物業、廠房及設備均按歷史成本減折舊列賬。歷史成本包括直接歸屬於收購項目的支出。

其後成本僅在與該項目有關之未來經濟利益有可能流入本集團，而該項目之成本能可靠地計量時，方計入資產之賬面金額或確認為單獨資產(如適用)。作為單獨資產入賬的任何組成部分的賬面值於更換時終止確認。所有其他維修及保養於其產生的報告期內自損益扣除。

折舊於其估計可使用年期內採用直線法分攤其成本(扣除剩餘價值)計算，或倘為租賃裝修及若干租賃廠房及設備，則按以下較短租賃期計算：

樓宇	按未屆滿租賃期及其不超過50年的估計可使用年期中之較短者
租賃裝修	按租賃期或10年之較短者
設備、傢俬及裝置	5年
電腦設備	3年
汽車	5年

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Property, plant and equipment (Continued)

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.9).

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognised within "other gains/(losses), net" in the consolidated statement of comprehensive income.

2.8 Investment properties

Investment properties, principally comprising buildings, are held for long-term rental yields and are not occupied by the Group. Investment property is initially measured at cost, including related transaction costs and where applicable borrowing costs. Subsequently, they are carried at fair value. Changes in fair values are presented in profit or loss as part of other gains/(losses), net.

2 重要會計政策概要 (續)

2.7 物業、廠房及設備 (續)

資產之剩餘價值及可使用年期會於各報告期末審閱及調整(如適用)。

倘資產賬面值超過其估計可收回金額，則其賬面值將即時撇減至其可收回金額(附註2.9)。

出售收益及虧損透過比較所得款項與有關資產賬面值釐定並包括在綜合全面收入報表內「其他收益／(虧損)，淨額」中。

2.8 投資物業

投資物業主要包括樓宇，乃持作收取長期租金收益且並非由本集團佔用。投資物業初步按成本計量，包括相關交易成本及借貸成本(如適用)。其後，其按公允值列賬。公允值之變動於損益中呈列，作為其他收益／(虧損)，淨額之一部分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.9 Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.10 Discontinued operation

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operation is presented separately in the consolidated statement of comprehensive income.

2.9 非金融資產之減值

沒有確定可使用年期之商譽及無形資產毋須攤銷，而須每年（或倘事件出現或情況有變顯示其可能出現減值，則更頻繁）進行減值測試。每當有事件出現或情況有變顯示賬面金額可能無法收回時，則其他資產將接受減值測試。減值虧損按資產之賬面金額超出其可收回金額之差額確認。可收回金額以資產之公允值扣除出售成本或使用價值兩者之較高者為準。於評估減值時，資產將按可單獨識別現金流量（其於較大程度上獨立於來自其他資產或資產組合之現金流入）之最低層次（現金產生單位）組合。商譽以外之非金融資產如有減值，於各報告期末就可能撥回減值進行檢討。

2.10 已終止經營業務

已終止經營業務指已出售或被分類為持作出售及代表單獨的主要業務線或業務營運地區的實體的組成部分，乃處置該業務線或地區的單一協調計劃的一部分，或為專門用於轉售而收購的附屬公司。已終止經營業務的業績於綜合全面收入報表中單獨呈列。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.11 Financial assets

(i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income ("OCI") or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income ("FVOCI").

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

2.11 金融資產

(i) 分類

本集團就其金融資產分類為下列計量類別：

- 隨後按公允價值計量（通過其他全面收入（「其他全面收入」）或通過損益）之金融資產；及
- 按攤銷成本計量之金融資產。

分類視乎實體管理金融資產之業務模式及現金流量之合約條款而定。

按公允價值計量之資產之收益或虧損將計入損益或其他全面收入。股本工具投資並未持作買賣，其將視乎本集團於初步確認時有否作出不可撤回之選擇將股本投資按公允價值透過其他全面收入（「按公允價值透過其他全面收入」）列賬。

僅當管理該等資產之業務模式發生變動時，本集團才對債務投資進行重新分類。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.11 Financial assets (Continued)

(ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the group has transferred substantially all the risks and rewards of ownership.

(iii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss ("FVPL"), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset.

2.11 金融資產 (續)

(ii) 確認及終止確認

常規購入及出售的金融資產於交易日期 (即本集團承諾買賣該資產之日期) 予以確認。倘從金融資產收取現金流量之權利已到期或已轉讓, 而本集團已將其擁有權之絕大部分風險及回報轉移時, 則終止確認金融資產。

(iii) 計量

初始計量時, 本集團按金融資產之公允值加 (倘並非按公允值計入損益之金融資產) 直接歸屬於金融資產收購之交易成本計量。按公允值計入損益之金融資產之交易成本於損益列作開支。

在確定具有嵌入衍生工具的金融資產的現金流量是否僅為支付本金及利息時, 需從金融資產的整體進行考慮。

債務工具

債務工具之後續計量取決於集團管理資產之業務模式及該等資產之現金流量特徵。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.11 Financial assets (Continued)

(iii) Measurement (Continued)

Debt instruments (Continued)

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in “other gains/(losses), net” together with foreign exchange gains and losses. Impairment losses are presented as a separate line item in the consolidated statement of comprehensive income.

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group’s management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group’s right to receive payments is established.

2.11 金融資產 (續)

(iii) 計量 (續)

債務工具 (續)

攤銷成本：倘持有資產旨在收取合約現金流量，而該等資產之現金流量僅為支付本金及利息，該等資產按攤銷成本計量。該等金融資產的利息收入以實際利率法計入融資收入。終止確認的任何收益或虧損間接於損益中確認並於「其他收益／(虧損)，淨額」中呈列，連同匯兌收益及虧損。減值虧損於綜合全面收入報表中呈列為單獨項目。

股本工具

本集團隨後就所有股本投資按公允值計量。當本集團之管理層已選擇於其他全面收入呈列股本投資之公允值收益及虧損，公允值收益及虧損於終止確認投資後不會重新分類至損益。該等投資之股息於本集團收取款項之權利確立時繼續於損益確認為其他收入。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.11 Financial assets (Continued)

(iii) Measurement (Continued)

Equity instruments (Continued)

Changes in the fair value of financial assets at FVPL are recognised in “other gains/(losses), net” in the consolidated statement of comprehensive income as applicable.

(iv) Impairment

The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see Note 21 for further details.

2.12 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the consolidated statement of financial position where the Group currently has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The Group has also entered into arrangements that do not meet the criteria for offsetting but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or the termination of a contract.

2.11 金融資產 (續)

(iii) 計量 (續)

股本工具 (續)

金融資產公允值之變動按公允值透過損益在綜合全面收入報表中的其他「收益／(虧損)，淨額」中確認(如適用)。

(iv) 減值

本集團按前瞻性基準評估按攤銷成本計量的債務工具相關的預期信貸虧損。減值方法的使用取決於信貸風險有否大幅上升。

就應收貿易賬款而言，本集團應用香港財務報告準則第9號允許之簡易方法，當中要求自初步確認應收款項起確認預期全期虧損，詳情請參閱附註21。

2.12 抵銷金融工具

當本集團目前有法定強制執行權利可抵銷已確認金額，且有意按淨額結算或同時變現資產及結算負債時，有關金融資產與負債可互相抵銷，並在財務狀況報表報告其淨值。本集團亦已訂立並無符合抵銷條件惟仍可於若干情況(例如破產或終止合約)下予以抵銷相關金額之安排。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.13 Movies and television programmes rights and productions work in progress

Productions work in progress

Productions work in progress are carried at cost, less accumulated impairment loss. Cost includes all direct costs associated with the production of movies and television programme. Productions work in progress are transferred to “Movies and television programmes rights” upon obtained the release permit licenses.

Movies and television programmes rights

Movies and television programmes rights are carried at cost, less accumulated amortisation and accumulated impairment losses, if any. Amortisation for these movies and television programmes rights is charged to profit or loss on the straight-line basis over the expected useful life.

2.14 Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 30 days and therefore all classified as current.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. Further information about the Group’s accounting for trade receivables are set out in Note 21 and the description of the Group’s impairment policies is set out in Note 3.1(b).

2.13 電影及電視節目版權及在製節目

在製節目

在製節目以成本列賬，減去累計減值成本。成本包括與製作電影及電視節目有關的所有直接成本。在製節目於獲得發行許可證後轉撥至「電影及電視節目版權」。

電影及電視節目版權

電影及電視節目版權以成本列賬，減去累計攤銷及累計減值虧損(如有)。該等電影及電視節目版權的攤銷於預期可用年期內按直線法從損益扣除。

2.14 應收貿易賬款

應收貿易賬款為於日常業務過程中出售商品或提供服務而應收客戶之款項。該等賬款一般在30日內到期結算，因此被分類為流動資產。

應收貿易賬款初步按無條件代價金額確認，除非其包含重大融資成份以公允值確認。本集團持有應收貿易賬款，旨在收回合約現金流量，因此其後採用實際利率法按攤銷成本來計量。有關本集團應收貿易賬款會計處理的進一步資料，請參見附註21，而有關本集團減值政策的說明，請參見附註3.1(b)。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.15 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.16 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any Group company purchases the Company's equity instruments, for example as the result of a share buy-back plan, the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the owners of the Company as treasury shares until the shares are cancelled or reissued.

2.15 現金及現金等值物

在綜合現金流量表之呈列中，現金及現金等值物包括手頭現金、金融機構通知存款、原到期日為三個月或以內且隨時可轉換為確定金額現金及價值變動風險不重大的其他短期高流動投資。

2.16 股本

普通股分類為權益。發行新股份或購股權直接有關之新增成本於權益內列作自所得款項扣減額(扣除稅項)。

如任何本集團成員公司根據例如股份回購計劃購買本公司的股權工具作為庫存股份時，所支付的代價(包括任何直接應佔增量成本(已扣除所得稅))自本公司持有人應佔權益中扣除，直至該等股份被註銷或重新發行為止。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.17 Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 60 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

2.17 應付貿易賬款及其他應付款項

該等金額指於財政年度結束前向本集團提供的未付款貨品及服務之負債。該等金額是無抵押的，通常在確認後60日內支付。應付貿易賬款及其他應付款項乃呈列為流動負債，除非應付款項於報告期後12個月內未到期。該等賬款初始以其公允值確認，其後採用實際利率法按攤銷成本計量。

2.18 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

2.18 即期及遞延所得稅

期內所得稅開支或抵免指根據各司法權區之適用所得稅稅率就即期應課稅收入支付之稅項，而該開支或抵免會因暫時差額及未動用稅項虧損所引致之遞延稅項資產及負債變動而作出調整。

Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

即期所得稅

即期所得稅支出以本公司、其附屬公司及聯營公司經營及產生應課稅收入所在國家於結算日已頒佈或實質已頒佈之稅法為基準計算。管理層定期就適用稅務規例須作出詮釋之情況評估報稅表狀況，並按預期支付予稅務機關之適當數額計提撥備。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.18 Current and deferred income tax (Continued)

Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

The deferred tax liability in relation to investment property that is measured at fair value is determined assuming the property will be recovered entirely through sale.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

2.18 即期及遞延所得稅 (續)

遞延所得稅

遞延所得稅採用負債法就資產與負債之稅基與其於本綜合財務報告之賬面金額產生之暫時差額悉數撥備。然而，倘遞延所得稅負債因初步確認商譽而產生，則不會確認。倘遞延所得稅來自在交易(不包括業務合併)中對資產或負債之初步確認，而在交易時不影響會計損益或應課稅盈虧，則不作記賬。遞延所得稅採用於報告期末前已頒佈或實質上已頒佈，並在有關之遞延所得稅資產變現或遞延所得稅負債結算時預期將會適用之稅率(及法例)而釐定。

有關按公允值計量的投資物業的遞延稅項負債乃假設該物業將透過出售可完全收回而釐定。

遞延稅項資產僅在未來應課稅金額將可用於抵銷該等暫時差額及虧損時予以確認。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Current and deferred income tax (Continued)

Deferred income tax (Continued)

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2 重要會計政策概要 (續)

2.18 即期及遞延所得稅 (續)

遞延所得稅 (續)

倘本公司能控制撥回暫時差額之時間及該等差額很可能不會於可見將來撥回，則不會就海外業務投資賬面值與稅基之間之暫時差額確認遞延稅項負債及資產。

倘若存在可依法強制執行之權利將即期稅項資產與負債抵銷，及倘遞延稅項結餘與同一稅務機構相關，則可將遞延稅項資產與負債抵銷。倘實體有可依法強制執行抵銷權利且有意按淨值基準清償或同時變現資產及清償負債，則即期稅項資產與稅項負債相互抵銷。

即期及遞延稅項於損益中確認，惟與於其他全面收入或直接於權益確認之項目有關者則除外。在此情況下，稅項亦分別於其他全面收入或直接於權益中確認。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.19 Employee benefits

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

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leaves) after deducting any amount already paid.

Pension obligation

The Group operates various defined contribution plans for its employees in Hong Kong and Mainland China. A defined contribution plan is a pension plan under which the Group pays fixed contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

2.19 僱員福利

短期僱員福利於僱員提供服務時就預計將支付福利的未貼現金額確認。除非另有香港財務報告準則要求或允許將福利計入資產成本，否則所有短期僱員福利均確認為開支。

在扣除已經支付的任何金額後，對僱員應得的福利（例如工資及薪金、年假及病假）確認負債。

退休金責任

本集團在香港及中國內地為員工營運多個退休金計劃。界定供款計劃為本集團以強制性、合約性或自願性方式向公開或私人管理之退休金保險計劃作固定供款。倘若該基金並無持有足夠資產向所有僱員就其在即期及以往期間之服務支付福利，則本集團亦無法定或推定責任支付進一步供款。供款在應付時確認為僱員福利開支。預付供款按照現金退款或可減少未來付款而確認為資產。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.19 Employee benefits (Continued)

Pension obligation (Continued)

In addition, pursuant to the relevant regulations of the PRC government, the subsidiaries in Mainland China participate in local municipal government retirement benefits schemes (the "Schemes"), whereby the subsidiaries in Mainland China are required to contribute a certain percentage of the basic salaries of its employees to the Schemes to fund their retirement benefits. The local municipal governments undertake to assume the retirement benefits obligations of those employees of the subsidiaries in Mainland China. Contributions under the Schemes are charged to the consolidated statement of comprehensive income as incurred.

2.20 Provisions

Provisions for legal claims, service warranties and make good obligations are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

2.19 僱員福利 (續)

退休金責任 (續)

此外，根據中國政府之有關規例，中國內地的附屬公司參加地方市政府的退休福利計劃（「計劃」），據此，中國內地的附屬公司必須向該計劃繳納員工基本工資的一定比例，以為其退休福利提供資金。地方市政府承諾承擔中國內地附屬公司僱員的退休福利義務。計劃之供款於產生時自綜合全面收入報表扣除。

2.20 撥備

倘本集團須就過去事項承擔現有法律或推定責任、履行該責任可能導致資源流出、及有關金額能可靠估計，方就法律索償、服務權證及履行義務確認撥備。一概不就未來營運虧損確認撥備。

如有多項類似責任，償付責任而引致資源流出的可能性，是根據責任的類別作出整體考慮。即使相同類別責任中任何一個項目引致資源流出的可能性不大，仍會確認撥備。

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.20 Provisions (Continued)

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

2.21 Revenue recognition

The Group recognises revenue when goods and services are provided to the customer. Depending on the terms of the contract and the applicable laws, goods and services may be provided over time or at a point in time. Goods and services are provided over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates and enhances an asset that the customer controls as the Group performs; or
- 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.

2.20 撥備 (續)

撥備按管理層對報告期末履行現有責任所需支出之最佳估計之現值計量。用於釐定現值之貼現率為反映現時市場對金錢時間值及負債特定風險之評估之稅前利率。隨著時間流逝而增加之撥備確認為利息開支。

2.21 收益確認

本集團在向客戶提供貨品和服務時確認收入。視乎合約條款及適用之法律規定，貨品或服務之控制權可根據時間或於某一時間點轉移。倘若本集團在履約過程中達到下列條件，貨品或服務將隨著時間提供：

- 提供所有獲客戶同步收取並使用之利益；
- 因本集團履約而產生或提升客戶所控制之資產；或
- 並無產生對本集團而言有其他用途之資產，而本集團對截至該日止完成之履約付款有強制執行權。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.21 Revenue recognition (Continued)

If goods and service transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains the goods and services.

The progress towards complete satisfaction of the performance obligation is measured based on one of the following methods that best depict the Group's performance in satisfying the performance obligation:

- direct measurements of the value transferred by the Group to the customer; or
- the Group's efforts or inputs to the satisfaction of the performance obligation.

Revenue is measured at the fair value of the consideration received or receivable. When determining the transaction price to be allocated for different performance obligations, the Group first determines the fees that the Group entitles in the contract period and adjusts the transaction price for variable considerations.

The Group includes in the transaction price some or all of an amount of variable considerations only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

2 重要會計政策概要 (續)

2.21 收益確認 (續)

倘若貨品及服務之控制權隨著時間轉移，則銷售收入按合約期間並計及已完成履約責任之進度確認，否則銷售收入於客戶獲得貨品及服務控制權之某一時間點確認。

完成履約責任之進度乃基於下列最能描述本集團完成履約責任表現之其中一種方法計量：

- 直接計量本集團已轉移給客戶之價值；或
- 本集團為完成履約責任之付出或投入。

收益按已收或應收代價之公允價值計量。於釐定將自不同履約責任分配之交易價格時，本集團首先釐定其於合約期內有權獲得之費用並就可變考慮因素調整交易價格。

本集團於交易價格中計入可變考慮因素之部分或所有款額，惟僅以可變考慮因素有關之不確定性其後得以解除，且已確認累計銷售收入款額極可能不會大幅撥回為限。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.21 Revenue recognition (Continued)

(a) Revenue from CG production

The Group provides CG production services under contracts with customers. Under the terms of the contracts, 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. Revenue from CG production is therefore recognised over time based on the stage of completion of the contract using input method.

The Group's CG production contracts include payment schedules which require stage payments over the service period once certain specified milestones are reached. The Group requires certain customers to provide upfront deposits ranging from 10% to 30% of total contract sum. When the Group receives a deposit before service commences, this will give rise to contract liability at the start of a contract, until the revenue recognised on the specific contract exceeds the amount of the deposit.

(b) Revenue from television programmes and movies

Revenue from television programmes or movies is recognised at a point in time when the customer obtains the control of the television programmes and movies and the Group has present right to payment and collection of the consideration is probable. The normal credit term is 30 to 60 days upon delivery. Such revenue includes licensing income from television programmes and movies and box office receipts.

2.21 收益確認 (續)

(a) 來自電腦圖像製作之收益

本集團以合約方式向客戶提供電腦圖像製作服務。根據合約條款，本集團履約並未創造一項可被本集團用於替代用途之資產，且本集團具有就迄今為止已完成之履約部分收取款項之可執行權利。因此，電腦圖像製作收益於一段時間內按合約完成階段採用投入法確認。

本集團之電腦圖像製作合約載有付款時間表，其要求一旦達到若干指定之里程碑，需支付服務期間之階段款項。本集團要求若干客戶提供介乎合約總額10%至30%之前期按金，由於本集團在服務開始前收取按金，將在合約開始時產生合約負債，直至就特定合約確認之收益超逾按金額為止。

(b) 電視節目及電影所得收益

於客戶獲得電視節目及電影控制權且本集團現時有權支付及很可能收取代價的某一時點，電視節目或電影所得收益會予以確認。一般信貸期為交付後30至60日。該等收益包括電視節目及電影的版權收入以及票房收入。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.21 Revenue recognition (Continued)

(b) *Revenue from television programmes and movies (Continued)*

Licensing income of television programmes and movies to customers such as online platform is recognised at the beginning of the periods during which the customers are able to use and benefit from television programmes and movies.

Box office receipts are variable licensing fees and calculated based on a predetermined percentage of the proceeds received by the customers, which are recognised as revenue on a net basis when the sales occurs.

(c) *Patent fee income*

Patent fee income relates to granting licensees the right to use trademarks created, developed and owned by the Group in different categories of licensees' products, including license for use on consumer products. The revenue from the provision of licensing services includes the minimum guarantee and excess royalties. The minimum guarantee is recognised over the licensing period on straight-line basis and excess royalties are recognised as revenue when cumulative royalties exceed the minimum guarantee.

2.21 收益確認 (續)

(b) *電視節目及電影所得收益 (續)*

向線上平台等客戶收取的電視節目及電影的版權收入在客戶能夠使用電視節目及電影並從中受益的期初予以確認。

票房收入是可變版權收入，乃根據客戶收到的收益的預定百分比計算得出，當銷售發生時，該等收益按淨額確認為收益。

(c) *專利費收入*

專利費收入涉及授予被許可人使用本集團在不同類別的被許可人產品中（包括在消費品上使用的版權）創建、開發及擁有的商標的權利。提供版權服務所得收入包括最低保證金和超額專利費。最低保證金在許可期內按直線法確認，而超額專利費在累計專利費超過最低保證金時確認為收益。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.21 Revenue recognition (Continued)

(d) Management service fee

The Group provides property management services to tenants. Income is recognised over the contract period when the relevant services are provided by the Group and the tenants simultaneously receive and consume the benefits provided by the Group's performance. The Group typically receives one-month management service fee in advance at the beginning of each month.

A contract asset is the Group's right to consideration in exchange for goods and services that the Group has transferred to a customer. A receivable is recorded when the Group has an unconditional right to a consideration. A right to consideration is unconditional if only the passage of time is required before payment of that consideration is due.

If a customer pays consideration or the Group has right to an amount of consideration that is unconditional, before the Group transfer a good to the customer, the Group represents the contract liability when the payment is made or a receivable is recorded (whichever is earlier). A contract liability is the Group's obligation to transfer goods to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

2.21 收益確認 (續)

(d) 管理服務費

本集團向租戶提供物業管理服務。收益乃於合約期內在本集團提供相關服務及租戶同時獲得並耗用本集團履約所提供之利益時確認。本集團一般在每月初提前收取一個月的管理服務費。

合約資產為本集團對已向客戶轉移之貨品及服務換取代價之權利。應收款項於本集團擁有無條件收取代價之權利時入賬。倘若代價僅須隨時間流逝而到期支付，則收取代價之權利屬無條件。

倘若於本集團向客戶轉讓貨品前，客戶支付代價或本集團具有無條件收取代價款項之權利，則本集團於作出付款或應收款項入賬時(以較早者為準)呈列合約負債。合約負債是本集團因已向客戶收取代價(或到期代價款項)而向客戶轉讓貨品或服務之責任。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.22 Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company, excluding any costs of servicing equity other than ordinary shares, and
- the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

2.22 每股盈利

(i) 每股基本盈利

每股基本盈利乃通過除以以下各項計算：

- 本公司持有人應佔溢利（不包括普通股以外之任何權益成本）；及
- 於財政年度內已發行普通股之加權平均數，並就年內發行之普通股之紅利元素作出調整且不包括庫存股份。

(ii) 每股攤薄盈利

每股攤薄盈利調整用於釐定每股基本盈利的數字，以計及：

- 估潛在攤薄普通股有關之利息及其他融資成本之除所得稅影響；及
- 假設攤薄潛在普通股獲悉數轉換後將發行在外的額外普通股的加權平均數。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.23 Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Group under residual value guarantees
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

2.23 租賃

租賃在租賃資產可供本集團使用之日確認為使用權資產及相應負債。

合約可能包含租賃和非租賃組成部分。本集團根據相對獨立價格將合同中的代價分配給租賃和非租賃部分。

租賃所產生之資產及負債初步按現值基準計量。租賃負債包括以下租賃付款的淨現值：

- 固定付款（包括實質性固定付款）減去任何應收的租賃激勵；
- 基於指數或比率並於開始日期按指數或比率初步計量按的可變租賃付款；
- 剩餘價值擔保下的本集團預期應付款項；
- 購買選擇權的行使價（倘本集團合理確定行使該選擇權）；及
- 於租賃期反映本集團會行使選擇權終止租賃時，終止租賃的相關罰款。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.23 Leases (Continued)

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

2 重要會計政策概要 (續)

2.23 租賃 (續)

根據合理確定擴大選擇權作出的租賃付款亦計入負債的計量。

租賃付款採用租賃所隱含之利率。倘無法釐訂該利率(本集團中的租賃一般屬此類情況),則使用承租人的增量借款利率,即個別承租人為在類似經濟環境下獲得與使用權資產類似價值的資產,以類似期限按類似抵押條件借入資金而必須支付的利率。

在釐訂增量借款率時,本集團:

- 在可能的情況下,以單獨承租人最近收到的第三方融資為起點,並進行調整以反映自收到第三方融資以來融資條件的變化;
- 使用累計法,首先就本集團所持有的信貸風險(最近沒有第三方融資)調整無風險利率;及
- 針對租賃進行特定調整,例如期限、國家、貨幣和抵押。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.23 Leases (Continued)

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. While the Group revalues its land and buildings that are presented within property, plant and equipment, it has chosen not to do so for the right-of-use buildings held by the Group.

Payments associated with short-term leases and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

2.23 租賃 (續)

租賃付款於本金及融資成本之間作出分配。融資成本在租賃期間於損益扣除，藉以令各期間的負債餘額的期間利率一致。

使用權資產按成本計量，包括以下各項：

- 初始計量租賃負債的金額；
- 在開始日期或之前作出的任何租賃付款減任何已收租賃激勵；
- 任何初始直接成本；及
- 復原成本。

使用權資產一般於資產的可使用年期及租賃期（以較短者為準）內按直線法予以折舊。倘若本集團合理確定行使購買選擇權，則使用權資產於相關資產的可使用年期內予以折舊。儘管本集團對其物業、廠房及設備內所示的土地及樓宇重新評估，其並無就本集團持有的使用權樓宇如此行事。

與短期租賃以及所有低價值資產租賃相關的付款按直線法於損益確認為開支。短期租賃指租賃期為12個月或以下的租賃。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重要會計政策概要 (續)

2.23 Leases (Continued)

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the consolidated statement of financial position based on their nature. The Group did not need to make any adjustments to the accounting for assets held as lessor as a result of adopting the new leasing standard.

2.23 租賃 (續)

當本集團為出租人時，經營租賃所得租賃收入會在租賃期按直線法確認為收入。獲得一項經營租賃的初步直接成本加至相關資產的賬面值且在租賃期內按與租賃收入相同的基準確認為開支。相關的租賃資產會按其性質計入綜合財務狀況報表內。本集團無須因採納新租賃準則而就按出租人持有的資產之會計處理作出任何調整。

2.24 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received, and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets. Note 28 provides further information on how the Group accounts for government grants.

2.24 政府補助

倘能夠合理保證政府補助可以收取且本集團將會符合所有附帶條件，則補助將按其公允值確認。

與成本有關之政府補助按擬補償的成本配合所需期間於損益內遞延及確認。

與添置物業，廠房及設備相關之政府補助包括在非流動負債的遞延收入內，並會按相關資產之預期使用期以直線法在損益內確認。附註28提供了有關本集團如何對政府補助進行會計處理的更多資料。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.24 Government grants (Continued)

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.

2.25 Interest income

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

3 FINANCE RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

The Group's risk management is predominantly controlled by a central finance department (the "Group Finance Department") under policies approved by the board of directors. The Group Finance Department identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. The board provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, and liquidity risk.

2 重要會計政策概要 (續)

2.24 政府補助 (續)

作為本集團已發生的開支或損失的補償，或是為本集團提供直接財務支持而未來不會發生任何相關成本的應收政府補助，應在其確認應收款項的期間計入損益。

2.25 利息收入

金融資產的利息收入是參考未償還的本金並按適用的實際利率在時間基礎上累計的，該實際利率是在融資租賃應收款和其他應收款的預期年限內準確貼現估計未來現金收入的比率金融資產至初始確認時該資產的賬面淨值。

3 財務風險管理

本集團的活動使其面臨各種財務風險：市場風險（包括外匯風險和利率風險），信貸風險和流動資金風險。本集團的整體風險管理計劃針對金融市場的不可預測性，力求將對本集團財務業績的潛在不利影響降至最低。

本集團的風險管理主要由中央財務部（「集團財務部」）根據董事會批准的政策進行控制。集團財務部與集團運營單位密切合作，識別、評估和對沖財務風險。董事會提供全面風險管理的成文原則，以及涵蓋特定領域的政策，例如外匯風險、利率風險、信貸風險和流動資金風險。

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3 FINANCE RISK MANAGEMENT (Continued)

3.1 Finance risk factor

(a) Market risk

(i) Foreign exchange risk

The Group operates principally in Hong Kong and Mainland China. It is exposed to foreign exchange risk primarily with respect to US dollar ("US\$") and HK\$ denominated transactions. Foreign exchange risk arises where future commercial transactions and recognised assets and liabilities are denominated in currency that is not the Company's functional currency.

Majority of the cost and revenue of the local operations are primarily transacted in local functional currency and therefore foreign exchange transactional risks are minimal.

Management manages its foreign exchange risks by performing regular review and monitoring its foreign exchange exposure. Management is of the view that the Group's exposure to US\$ is minimal since HK\$ is pegged to the US\$.

As at 31 December 2020 and 2019, the Group has no material foreign currency denominated assets and liabilities and does not have material foreign currency exposure.

3 財務風險管理 (續)

3.1 財務風險因素

(a) 市場風險

(i) 外匯風險

本集團主要在香港及中國內地經營，並面對主要以美元（「美元」）及港元列值交易所產生之外匯風險。外匯風險源自未來商業交易以及已確認資產及負債以本公司功能貨幣以外貨幣列值。

本地業務大部分之成本和收益均以本地功能貨幣進行交易，故此外匯交易風險較少。

管理層通過定期檢查和監控其外匯風險來管理其外匯風險。管理層認為，由於港元與美元掛鉤，因此本集團承受的美元風險很小。

於二零二零年及二零一九年十二月三十一日，本集團概無重大外幣資產和負債，亦無重大外匯風險。

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3 FINANCE RISK MANAGEMENT (Continued)

3.1 Finance risk factor (Continued)

(a) Market risk (Continued)

- (ii) Interest rate risk
The Group's income and operating cash flows are substantially independent from changes in market interest rates and the Group has no significant interest-bearing assets except for cash and cash equivalents, details of which have been disclosed in Note 22.

(b) Credit risk

The Group's credit risk arises from trade receivables, contract assets, deposit and other receivables, amount due from an associate, cash and cash equivalents and restricted bank deposits. The carrying amounts of these financial assets represent the Group's maximum exposure to credit risk in relation to financial assets.

- (i) Risk management
Credit risk is managed on a group basis. Management considers the Group has limited credit risk with its banks which are leading and reputable and are assessed as having low credit risk. Majority of bank balances are deposited with reputable banks. The Group has not incurred significant loss from non-performance by these parties in the past and management does not expect so in the future. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. Receivable balances are monitored on an ongoing basis.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

- (ii) 利率風險
本集團的收入和經營現金流量基本上不受市場利率變化的影響，除現金和現金等值物外，本集團沒有重大的生息資產，有關詳情已在附註22中披露。

(b) 信貸風險

本集團的信貸風險來自應收貿易賬款、合約資產、按金和其他應收款項、應收一間聯營公司款項、現金和現金等值物以及有限制銀行存款。該等金融資產的賬面值為本集團與金融資產有關的最大信用風險。

- (i) 風險管理
信貸風險按整體基準管理。管理層認為，本集團面對的銀行為業界領先及信譽卓著並獲評定為低信貸風險的主要銀行，故面對的信貸風險有限。銀行結餘主要存於信譽卓著的銀行。本集團過往並無因該等各方違約而產生重大虧損，且管理層預期日後亦不會出現此情形。本集團僅與獲公認兼信譽可靠的第三方進行交易。按照本集團的政策，所有擬按信貸期進行交易的客戶，必須先通過信貸核實程序。本集團持續監察應收結餘情況。

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3 FINANCE RISK MANAGEMENT (Continued)

3.1 Finance risk factor (Continued)

(b) Credit risk (Continued)

- (ii) Impairment of financial assets
The Group has four types of financial assets that are subject to the expected credit loss model:
- trade receivables;
 - contract assets;
 - deposit and other receivables; and
 - amount due from an associate

While cash and cash equivalents and restricted bank deposits are also subject to the impairment requirements of HKFRS 9, the identified impairment loss was immaterial.

Trade receivables and contract assets

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

- (ii) 金融資產減值
本集團有四類金融資產乃受限於預期信貸虧損模式：
- 應收貿易賬款；
 - 合約資產；
 - 按金及其他應收款項；以及
 - 應收一間聯營公司款項。

儘管現金及現金等值物和有限制銀行存款亦受香港財務報告準則第9號之減值規定之規限，已識別之減值虧損並不重大。

應收貿易賬款及合約資產

本集團採用香港財務報告準則第9號允許之簡化方法，利用所有應收貿易賬款及合約資產之全期預期信貸虧損計提預期信貸虧損。

為計量預期信貸虧損，應收貿易賬款及合約資產已按分估信貸風險特點及逾期天數分類。合約資產涉及未開票之在製項目款，且與同類合約的應收貿易賬款具有大致相同的風險特徵。因此，本集團認為，應收貿易賬款的預期虧損比率與合約資產損失率合理相若。

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3 FINANCE RISK MANAGEMENT (Continued)

3.1 Finance risk factor (Continued)

(b) Credit risk (Continued)

(ii) Impairment of financial assets (Continued)

Trade receivables and contract assets (Continued)

Receivables relating to customers with known financial difficulties or significant doubt on collection of receivables are assessed individually for provision for impairment allowance. The Group also estimates the provision for expected credit losses on a collective basis by grouping the trade receivables and contract assets based on shared credit loss risk characteristics and collectively assessed for likelihood of recovery, taking into account the nature of the customer and its ageing category, and applying expected credit losses rates to respective gross carrying amounts of the receivables. The expected credit losses rates are based on historical credit losses experienced over a period of 24 months before 31 December 2020 (2019: 24 months before 31 December 2019) and are adjusted to reflect current and forward looking information on factors affecting the ability of the customers to settle the receivables. As at 31 December 2020, the expected credit losses of these collectively assessed receivable balances was HK\$642,000 (2019: HK\$456,000) based on expected loss rates range from 0.03% to 100% (2019: 0.66% to 100%) applied on different groupings.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

(ii) 金融資產減值 (續)

應收貿易賬款及合約資產 (續)

本集團會獨立評估與已知遭遇財務困難或收回應收款項存在重大疑慮的客戶有關的應收款項，以計提減值撥備。本集團亦通過按相同的信貸虧損風險特徵將應收貿易賬款及合約資產進行分組，對預期信貸虧損撥備進行集體估算，並對收回的可能性進行集體評估，經計及客戶的性質及其賬齡類別，並將預期信貸虧損率應用於應收款項的賬面總額。預期信貸虧損率乃基於二零二零年十二月三十一日前24個月期間(二零一九年：二零一九年十二月三十一日前24個月)所經歷的歷史信貸虧損得出，並已作出調整以反映有關影響客戶結算應收款項能力的因素的當前及前瞻性資料。於二零二零年十二月三十一日，按應用於不同組別的介乎0.03%至100%(二零一九年：0.66%至100%)的預期虧損率計算，該等被集體評估的應收款項的預期信貸虧損為642,000港元(二零一九年：456,000港元)。

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3 FINANCE RISK MANAGEMENT (Continued)

3.1 Finance risk factor (Continued)

(b) Credit risk (Continued)

(ii) Impairment of financial assets (Continued)

Trade receivables and contract assets (Continued)

Trade receivables and contract assets are written off where there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of greater than 180 days past due.

Impairment losses on trade receivables and contract assets are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

(ii) 金融資產減值 (續)

應收貿易賬款及合約資產 (續)

應收貿易賬款及合約資產於並無收回的合理預期時予以撇銷。無法合理預期收回的指標包括 (其中包括) 債務人未與本集團訂立還款計劃, 以及逾期超過180日未能作合約付款。

應收貿易賬款及合約資產之減值虧損於經營溢利內列作減值虧損。其後收回前期已撇銷之金額將扣減同一項目。

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3 FINANCE RISK MANAGEMENT (Continued)

3.1 Finance risk factor (Continued)

(b) Credit risk (Continued)

(ii) Impairment of financial assets (Continued)

Other financial assets at amortised cost

The Group adopts general approach for expected credit losses of deposits and other receivables and amount due from an associate. Except for the amount due from an associate which is fully impaired during the year, the Group considers these financial assets have not significantly increased in credit risk from initial recognition. Thus, these financial assets are classified in stage one and only consider 12-month expected credit losses. Considering the history of default and forward-looking factor, the expected credit loss is immaterial.

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash, the availability of funding from an adequate amount of committed credit facilities and the ability to close out market conditions.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

(ii) 金融資產減值 (續)

按攤銷成本入賬之其他金融資產

本集團對預期信用損失按金和其他應收款項以及應收一間聯營公司款項採用一般方法。除應收一間聯營公司款項於年內全數減值之外，本集團認為該等金融資產自初步確認以來並未顯著增加信貸風險。因此，該等金融資產被分類為第一階段，僅考慮12個月的預期信用損失。考慮到違約歷史和前瞻性因素，預期信用損失並不重要。

(c) 流動資金風險

審慎之流動資金風險管理意指維持充足之現金，透過已承諾信貸融資之足夠額度備有資金，且有能結算市場持倉。

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3 FINANCE RISK MANAGEMENT (Continued)

3.1 Finance risk factor (Continued)

(c) Liquidity risk (Continued)

Due to the non-dynamic nature of the underlying businesses, the Group primary cash requirements have been for payment for obligations under other payables and accrued liabilities. The Group mainly finances its working capital requirements through internal resources.

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient cash balances to meet its liquidity requirements in the short and long-term.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, based on undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the date of consolidated statement of financial position) and the earliest date the Group can be required to pay.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 流動資金風險 (續)

由於相關業務的非動態性質，本集團的主要現金需求是用於支付其他應付款項和應計負債。本集團主要通過內部資源撥付營運資金需求。

本集團的政策是定期監控當前和預期的流動性需求，以確保維持足夠的現金餘額，以滿足短期和長期的流動性需求。

下表顯示本集團金融負債於報告期末之剩餘合約年期，其乃基於未貼現現金流量（包括使用合約利率計算之利息付款；倘若為浮動利率，則乃按於綜合財務狀況報表日期的現行利率計算）及本集團須支付之最早日期。

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3 FINANCE RISK MANAGEMENT (Continued)**3.1 Finance risk factor (Continued)**(c) *Liquidity risk (Continued)***3 財務風險管理 (續)****3.1 財務風險因素 (續)**(c) *流動資金風險 (續)*

		Contractual undiscounted cash outflow 合約未貼現現金流出			
		On demand or within 1 year 須按要求 或一年內 HK\$'000 千港元	More than 1 and 2 years 超過一年 至兩年 HK\$'000 千港元	Between 2 and 5 years 兩年 至五年 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 31 December 2020	於二零二零年 十二月三十一日				
Trade payables	應付貿易賬款	108	-	-	108
Other payables	其他應付款項	31,500	-	-	31,500
Lease liabilities	租賃負債	453	54	-	507
		32,061	54	-	32,115
At 31 December 2019	於二零一九年 十二月三十一日				
Trade payables	應付貿易賬款	40	-	-	40
Other payables	其他應付款項	29,988	-	-	29,988
Lease liabilities	租賃負債	1,685	435	-	2,120
		31,713	435	-	32,148

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3 FINANCE RISK MANAGEMENT (Continued)

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholder and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may return capital to shareholder, issue new shares or sell assets to reduce debt.

The gearing ratios as at 31 December 2020 and 2019 were zero as the Group has no external borrowing or debt.

3.3 Fair value estimation

(i) Fair value hierarchy

This note explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standards.

3 財務風險管理 (續)

3.2 資本風險管理

本集團管理資本之目標為保障本集團持續經營之能力，以為股東提供回報及為其他權益相關者提供利益，並保持理想之資本架構以減少資金成本。

為保持或調整資本架構，本集團或會向股東退資、發行新股份或出售資產以削減債務。

由於本集團沒有外部借貸或負債，因此本集團於二零二零年及二零一九年十二月三十一日的資本負債比率為零。

3.3 公允值估算

(i) 公允值層級

本附註闡述釐定於財務報表中確認及按公允值計量的金融工具公允值所作出的判斷及估計。為得出有關釐定公允值所用輸入數據之可靠性指標，本集團已按會計準則規定將其金融工具分為三個等級。

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3 FINANCE RISK MANAGEMENT (Continued)**3.3 Fair value estimation (Continued)***(i) Fair value hierarchy (Continued)*

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

3 財務風險管理 (續)**3.3 公允值估算 (續)***(i) 公允值層級 (續)*

下表以估值方法分析按公允值計量之金融工具。不同等級之定義如下：

- 同類資產或負債在活躍市場上之報價（未經調整）（第一級）。
- 直接（即價格）或間接（即從價格推算）使用第一級中報價以外之可觀察資產或負債數據（第二級）。
- 任何非基於可觀察市場數據之資產或負債數據（即不可觀察數據）（第三級）。

		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 合計 HK\$'000 千港元
As at 31 December 2020	於二零二零年 十二月三十一日				
Investment property	投資物業				
- Office building	- 辦公大樓	-	-	246,912	246,912
As at 31 December 2019	於二零一九年 十二月三十一日				
Investment property	投資物業				
- Office building	- 辦公大樓	-	-	229,922	229,922

There were no transfers between levels 1, 2 and 3 during the year (2019: same).

年內並沒有第一級，第二級及第三級之間的轉移（二零一九年：相同）。

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3 FINANCE RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(ii) Valuation techniques used to determine level 3 fair value

The Group obtains independent valuations for its investment property every six months.

At the end of each reporting period, the directors update their assessment of the fair value of each property, taking into account the most recent independent valuations. The directors determine a property's value within a range of reasonable fair value estimates.

The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available the directors consider information from a variety of sources including:

- current prices in an active market for properties of a different nature or recent prices of similar properties in less active markets, adjusted to reflect those differences
- discounted cash flow projections based on reliable estimates of future cash flows
- capitalised income projections based on a property's estimated net market income, and a capitalisation rate derived from an analysis of market evidence.

3 財務風險管理 (續)

3.3 公允值估算 (續)

(ii) 用於確定第三級公允值的估值技術

本集團至少每六個月對其投資物業進行獨立估值。

於各報告期末，董事均參考最新的獨立估值，更新對每項物業公允值的評估。董事在多項合理的公允值估計範圍內釐訂一項物業的價值。

公允值的最佳證據是類似物業在活躍市場中的當前價格。在無法獲得此類資料的情況下，董事將考慮來自多種來源的資料，包括：

- 針對不同性質的物業在活躍市場中的當前價格或在較不活躍的市場中類似物業的近期價格，進行調整以反映該等差異
- 基於對未來現金流量的可靠估計得出的現金流量貼現預測
- 資本化的收入預測基於物業的估計淨市場收入，以及根據對市場證據的分析得出的資本化率。

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3 FINANCE RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(ii) Valuation techniques used to determine level 3 fair value (Continued)

All resulting fair value estimates for properties are included in level 3. The key inputs under this approach are the price per square metre from current year sales of comparable lots of land in the area (location and size).

(iii) Valuation inputs and relationships to fair value

The following table summaries the quantitative information about the significant unobservable inputs used in recurring level 3 fair value measurements

Description	Fair value at 31 December 2020 於二零二零年十二月三十一日之公允值 (HK\$'000) (千港元)	Fair value at 31 December 2019 於二零一九年十二月三十一日之公允值 (HK\$'000) (千港元)	Valuation technique 估值技術	Unobservable input 不可觀察輸入數據	Range of unobservable inputs 不可觀察輸入數據的範圍	Relationship of unobservable inputs to fair value 不可觀察輸入數據與公允值的關係
Office building 辦公大樓	246,912	229,922	Income approach 收入法	Yield rate 收益率	7.75%	The higher the yield, the lower the fair value 收益率愈高，公允值愈低
				Market rent 市場租金	RMB95 per square meter per month 人民幣95元每月每平方米	

3 財務風險管理 (續)

3.3 公允值估算 (續)

(ii) 用於確定第三級公允值的估值技術 (續)

所有由此得出的物業公允值估計均包含在第三級中。此方法下的主要輸入數據為該地區可資比較地塊 (位置及規模) 於當期年度之每平方米價格。

(iii) 評估輸入數據及與公允值之關係

下表總結了有關第三級公允值計量中使用的重大不可觀察輸入的量化資料

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3 FINANCE RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(iv) Valuation processes

As at both 31 December 2020 and 2019, the fair values of the investment property have been arrived at on the basis of valuations carried out by Roma Appraisals Limited and Asset Appraisal Limited, respectively, external, independent and qualified valuers. Roma Appraisals Limited and Asset Appraisal Limited are members of the Hong Kong Institute of Surveyors, and have appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations.

The Group's finance department reviews the valuations performed by the independent valuers for financial reporting purposes. Discussions of valuation processes and results are held between the financial department and valuer at least once every six months, in line with the Group's reporting dates.

At each financial period end, the finance department:

- Verifies all major inputs to the independent valuation report;
- Assesses property valuations movements when compared to the prior period valuation report; and
- Holds discussions with the independent valuer.

3 財務風險管理 (續)

3.3 公允值估算 (續)

(iv) 估值過程

於二零二零年及二零一九年十二月三十一日，投資物業的公允值乃分別根據獨立及合資格估值師羅馬國際評估有限公司及中誠達資產評估顧問有限公司作出的估值而釐定。羅馬國際評估有限公司及中誠達資產評估顧問有限公司均為香港測量師學會會員，具備適當的資質且最近亦有對相關地區類似物業進行估值的經驗。

本集團財務部就財務報告目的對獨立估值師所作的估值進行審閱。財務部與估值師至少每六個月（與本集團的報告日期一致）進行一次有關估值過程和結果的討論。

於各財務期間末，財務部：

- 核實獨立估值報告的所有主要輸入資料；
- 對比上期估值報告，評估物業估值變動；及
- 與獨立估值師進行商討。

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4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and judgements concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Estimation of provision for rental and settlement payables

The Group is exposed to the risk of litigation, regulatory judgements and contractual disputes in the course of its operations in the 珠影文化產業園 (the "Cultural Park"). The Group evaluates whether a present obligation exists under the litigation claim after taking into account all available evidence, including the opinion of experts. A provision is recognised for the litigation claim if the management of the Company consider it is more likely than not that present obligation exists and a reliable estimate can be made on the settlement amount of the claim. If it is more likely than not that no present obligation exists, the Group should disclose a contingent liability, unless the possibility of any transfer of economic benefits in settlement is remote. Changes in the assumptions around the likelihood of an outflow of economic resources or the estimation of any obligation would change the values recognised in the consolidated financial statements.

4 重大會計估計及判斷

根據過往經驗及其他因素，包括在有關情況下相信為合理之對未來事件之預測，估計和判斷會被持續評估。

本集團對未來作出估計及判斷。顧名思義，由此產生的會計估計很少等同相關實際結果。下文論述很可能導致於下個財政年度內對資產及負債賬面值作出重大調整之估計及假設。

(a) 應付租金及結算款撥備的估計

本集團在其營運珠影文化產業園（「文化產業園」）的過程中面臨訴訟風險、監管裁決及合約爭議。當考慮所有可得證據（包括專家意見）後，本集團評估訴訟索償是否存在當前責任。倘若本公司管理層認為更有可能存在當前責任且可就索償的結算金額作出可靠計量，則就訴訟索償責任確認撥備。倘若更有可能不存在現有責任，則本集團須披露或然負債，除非轉撥結算的經濟利益的可能性甚微。圍繞經濟資源流出的可能性或任何責任估計的假設變動均將改變於綜合財務報告確認的價值。

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4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

4 重大會計估計及判斷 (續)

(a) Estimation of provision for rental and settlement payables (Continued)

As at 31 December 2020, provision for rental and settlement payables of HK\$196,570,000 (2019: HK\$170,208,000) was recognised after taking into consideration of the legal counsel's opinion and the status of the litigations. For details for the litigation claim, see Note 27.

(b) Fair value of investment property

The fair value of investment property is determined by using valuation technique. Details of the judgement and assumptions have been disclosed in Note 3.3.

(c) Provision for impairment of movies and television programmes rights and productions work in progress

At the end of each reporting period, the directors of the Company assessed the amortisation policy and expected useful lives of the movies and television programmes rights and productions work in progress classified as intangible asset. The determination of amortisation policy and expected useful lives requires management's significant judgement.

(a) 應付租金及結算款撥備的估計 (續)

於二零二零年十二月三十一日，應付租金及結算款的撥備196,570,000港元(二零一九年：170,208,000港元)在考慮法律顧問的意見及訴訟狀況後予以確認。有關訴訟索償的詳情，請參閱附註27。

(b) 投資物業的公允值

投資物業的公允值採用估值技術確定。有關判斷及假設的詳情披露於附註3.3。

(c) 電影及電視節目版權以及在製節目之減值撥備

於各報告期末，本公司董事評估分類為無形資產的電影及電視節目版權以及在製節目的攤銷政策以及預期使用年限。攤銷政策及預期使用年限的確定需要管理層的重大判斷。

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4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued) 4 重大會計估計及判斷 (續)

(c) Provision for impairment of movies and television programmes rights and productions work in progress (Continued)

Other than the amortisation, the directors also assessed whether impairment indicator exists on movies and television programmes rights and productions work in progress and provide impairment up to its recoverable amount. For movies and television programmes rights and productions work in progress, the assessment was made on a film-by-film basis. The recoverable amount of the movies and television programmes rights and productions work in progress was determined based on the present value of the expected future cash flow generated from the movies and television programmes rights and productions work in progress less future cost of revenue.

In determining the recoverable amount of movies and television programmes rights and productions work in progress, the Group takes into consideration both internal and external market information, for example, the sales forecasts, the production, sales and distribution costs budget and the general economic condition of the relevant markets.

For the year ended 31 December 2020, provision for impairment of movies and television programmes rights amounting to HK\$ Nil (2019: HK\$4,053,000) and provision for impairment of productions work in progress amounting to HK\$691,000 (2019: HK\$2,128,000) was recognised. For details for provision, see Note 20.

(c) 電影及電視節目版權以及在製節目之減值撥備 (續)

除攤銷外，董事亦評估電影及電視節目版權以及在製節目是否存在減值指標並撥備減值至其可收回金額。對於電影及電視節目版權以及在製節目，評估乃根據每部電影逐項作出。電影及電視節目版權以及在製節目的可收回金額乃根據電影及電視節目版權以及在製節目產生的預期未來現金流的現值減未來收益成本而釐定。

於釐定電影及電視節目版權以及在製節目的可收回金額時，本集團會考慮內部及外部市場資料，例如銷售預測、製作、銷售及分銷成本預算以及相關市場的整體經濟環境。

於截至二零二零年十二月三十一日止年度，電影及電視節目版權的減值撥備零港元(二零一九年：4,053,000港元)及在製節目減值撥備691,000港元(二零一九年：2,128,000港元)均已獲確認。有關撥備的詳情，請參閱附註20。

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4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(d) Impairment of financial assets and contract assets

The loss allowances for financial assets and contract assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history existing market conditions as well as forward-looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in the tables in Note 3.

(e) Income tax and deferred income tax

The Group is subjected to income taxes in Hong Kong and Mainland China. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current income tax and deferred tax provisions in the period in which such determination is made.

The income tax expense or credit for the year is the tax payable on the current year's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

4 重大會計估計及判斷 (續)

(d) 金融資產及合約資產的減值

金融資產及合約資產虧損撥備乃基於有關違約風險及預期虧損率的假設作出。於各報告期末，本集團根據其過往歷史、現時市況及前瞻性估計，通過判斷作出該等假設及選擇減值計算的輸入數據。所用的主要假設及輸入數據之詳情披露於附註3的表格。

(e) 所得稅及遞延所得稅

本集團須繳納香港及中國內地之所得稅。在確定所得稅的撥備時，集團須作出重大判斷。在正常業務過程中，有許多交易及計算均難以明確作出最終的稅務釐定。本集團須估計未來會否繳納額外稅項，從而確認對預期稅務審核事宜之責任。倘該等事宜之最終稅務結果與起初入賬之金額不同，該等差額將影響稅務釐定期內之當期所得稅及遞延稅項撥備。

本年度所得稅開支或抵免額為根據各司法管轄權區的適用稅率按本年度應課稅收入計算的應繳稅項，並且就歸屬於暫時差異的遞延稅項資產及負債的變動以及未使用的稅務虧損作出調整。

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5 REVENUE AND SEGMENT INFORMATION

(a) Segment information

The chief operating decision-maker (“CODM”) has been identified as the Executive Directors. The Executive Directors review the Group’s internal report in order to assess performance and allocate resources. Management has determined the operating segments based on these reports.

The CODM considers the business from service perspective and assess the performance of the operating segments based on a measure of adjusted profit before income tax before unallocated income/expenses for the purpose of allocating resources and assessing performance. These reports are prepared on the same basis as the consolidated financial statements.

Due to continual development of the Group, management has changed its internal organisational structure to align more closely with the Group’s strategic decision and market dynamics to better serve customers. Property leasing and building management services has been renamed to new cultural space. The Group has adopted the new organisational structure as the reporting format effective for the year ended 31 December 2020.

The management has identified two reportable segments based on the types of services, namely (i) CG creation and production and (ii) new cultural space (2019: property leasing and building management services).

5 收益及分部資料

(a) 分部資料

主要營運決策者（「主要經營決策者」）已被確定為執行董事。執行董事審閱本集團的內部報告，以評估績效並分配資源。管理層已根據該等報告確定經營分部。

主要營運決策者從服務角度考慮業務，並根據經調整除所得稅前溢利（扣除未分配收入／開支前）的方法評估經營分部的業績，以分配資源和評估業績。該等報告與綜合財務報告的編製基礎相同。

鑑於本集團不斷發展，管理層已對其內部組織架構作出調整，以更貼近本集團的戰略決策及市場動態，從而更好地為客戶服務。物業租賃及物業管理服務已更名為文化新空間。本集團已採用新的組織架構作為截至二零二零年十二月三十一日止年度生效的報告格式。

管理層根據服務類別識別兩個須呈報分部，即(i)電腦圖像創作及製作，及(ii)文化新空間（二零一九年：物業租賃及物業管理服務）。

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5 REVENUE AND SEGMENT INFORMATION (Continued)

5 收益及分部資料 (續)

(a) Segment information (Continued)

There were no material sales between the reportable segments for the year ended 31 December 2020 (2019: same).

(a) 分部資料 (續)

截至二零二零年十二月三十一日止年度，須呈報分部之間無重大銷售 (二零一九年：相同)。

		Year ended 31 December 2020 截至二零二零年十二月三十一日止年度		
		CG creation and production 電腦圖像創作及製作 HK\$'000 千港元	New cultural space (Formerly known as "Property leasing and building management services") 文化新空間 (前稱「物業租賃及物業管理服務」) HK\$'000 千港元	Total 合計 HK\$'000 千港元
- Revenue from CG production	- 來自電腦圖像製作之收入	14,585	-	14,585
- Box office receipts	- 票房收入	728	-	728
- Licensing income from television programmes and movies to online platform	- 來自線上平台之電視節目及電影的版權收入	2,820	-	2,820
- Patent fee income from granting the right to access of trademark	- 來自授出商標權的專利費收入	1,314	-	1,314
- Management service fee	- 管理服務費	-	13,440	13,440
- Rental income	- 租金收入	-	45,748	45,748
Total revenue from external customers	來自外部客戶之收益總額	19,447	59,188	78,635
Segment results	分部業績	(14,819)	42,696	27,877
Unallocated income	未分配收入			738
Unallocated expenses	未分配開支			(18,119)
Profit before income tax from continuing operations	來自持續經營業務之除所得稅前溢利			10,496

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5 REVENUE AND SEGMENT INFORMATION (Continued)

(a) Segment information (Continued)
Other information:

5 收益及分部資料 (續)

(a) 分部資料 (續)
其他資料：

		Year ended 31 December 2020 截至二零二零年十二月三十一日止年度			
		CG creation and production 電腦 圖像創作 及製作 HK\$'000 千港元	New cultural space (Formerly known as "Property leasing and building management services") 文化新空間 (前稱「物業 租賃及物業 管理服務」) HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Depreciation of property, plant and equipment (Note 8)	物業、廠房及設備之折舊 (附註8)	(1,804)	(234)	(480)	(2,518)
Depreciation of right-of-use assets (Note 8)	使用權資產折舊 (附註8)	-	(161)	(1,721)	(1,882)
Provision for impairment of trade receivables (Note 21)	應收貿易賬款之減值撥備 (附註21)	-	(586)	-	(586)
Provision for impairment of movies and television programmes rights and productions work in progress (Note 8)	電影及電視節目版權及在製節目之減值撥備 (附註8)	(691)	-	-	(691)
Amortisation of movies and television programmes rights (Note 8)	電影及電視節目版權之攤銷 (附註8)	(6,580)	-	-	(6,580)
Interest income (Note 6)	利息收入 (附註6)	5,318	175	216	5,709
Government grants (Note 6)	政府補助 (附註6)	5,937	682	516	7,135

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5 REVENUE AND SEGMENT INFORMATION (Continued)

5 收益及分部資料 (續)

(a) Segment information (Continued)

(a) 分部資料 (續)

		Year ended 31 December 2020 截至二零二零年十二月三十一日止年度		
		CG creation and production 電腦 圖像創作 及製作 HK\$'000 千港元	New cultural space (Formerly known as "Property leasing and building management services") 文化新空間 (前稱「物業 租賃及物業 管理服務」) HK\$'000 千港元	Total 合計 HK\$'000 千港元
Timing of revenue recognition for revenue from contracts with customers	按時確認之來自客戶合約的收益			
- At a point in time	—於某一時點	3,548	-	3,548
- Over time	—隨時間經過	15,899	13,440	29,339
		19,447	13,440	32,887
Rental income	租金收入	-	45,748	45,748
Total revenue from external customers	來自外部客戶之收益總額	19,447	59,188	78,635

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5 REVENUE AND SEGMENT INFORMATION (Continued)

5 收益及分部資料 (續)

(a) Segment information (Continued)

(a) 分部資料 (續)

		Year ended 31 December 2019 截至二零一九年十二月三十一日止年度		
		CG creation and production 電腦 圖像創作 及製作 HK\$'000 千港元	New cultural space (Formerly known as "Property leasing and building management services") 文化新空間 (前稱「物業 租賃及物業 管理服務」) HK\$'000 千港元	Total 合計 HK\$'000 千港元
- Revenue from CG production	- 來自電腦圖像製作之收入	21,911	-	21,911
- Box office receipts	- 票房收入	9,770	-	9,770
- Licensing income from television programmes and movies to online platform	- 來自線上平台之電視節目及 電影的版權收入	5,550	-	5,550
- Patent fee income from granting the right to access of trademark	- 來自授出商標權的專利費收入	680	-	680
- Management service fee	- 管理服務費	-	13,446	13,446
- Rental income	- 租金收入	-	45,414	45,414
Total revenue from external customers	來自外界客戶之收益總額	37,911	58,860	96,771
Segment results	分部業績	(618)	42,255	41,637
Unallocated income	未分配收入			636
Unallocated expenses	未分配開支			(18,125)
Profit before income tax from continuing operations	來自持續經營業務之 除所得稅前溢利			24,148

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5 REVENUE AND SEGMENT INFORMATION (Continued)

(a) Segment information (Continued)
Other information:

5 收益及分部資料 (續)

(a) 分部資料 (續)
其他資料：

		Year ended 31 December 2019 截至二零一九年十二月三十一日止年度			
		CG creation and production 電腦圖像創作及製作 HK\$'000 千港元	New cultural space (Formerly known as "Property leasing and building management services") 文化新空間 (前稱「物業租賃及物業管理服務」) HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Depreciation of property, plant and equipment (Note 8)	物業、廠房及設備之折舊 (附註8)	(1,285)	(290)	(655)	(2,230)
Depreciation of right-of-use assets (Note 8)	使用權資產折舊 (附註8)	-	-	(1,728)	(1,728)
Provision for impairment of trade receivables (Note 21)	應收貿易賬款之減值撥備 (附註21)	(464)	(1)	-	(465)
Provision for impairment of amount due from an associate (Note 34(c))	應收一間聯營公司款項之減值撥備 (附註34(c))	(940)	-	-	(940)
Provision for impairment of movies and television programmes rights and productions work in progress (Note 8)	電影及電視節目版權及在製節目之減值撥備 (附註8)	(6,181)	-	-	(6,181)
Amortisation of movies and television programmes rights (Note 8)	電影及電視節目版權之攤銷 (附註8)	(7,958)	-	-	(7,958)
Interest income (Note 6)	利息收入 (附註6)	6,466	85	430	6,981
Government grants (Note 6)	政府補助 (附註6)	15,379	6	-	15,385

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5 REVENUE AND SEGMENT INFORMATION (Continued)

5 收益及分部資料 (續)

(a) Segment information (Continued)

(a) 分部資料 (續)

		Year ended 31 December 2019 截至二零一九年十二月三十一日止年度		
		CG creation and production 電腦 圖像創作 及製作 HK\$'000 千港元	New cultural space (Formerly known as "Property leasing and building management services") 文化新空間 (前稱「物業 租賃及物業 管理服務」) HK\$'000 千港元	Total 合計 HK\$'000 千港元
Timing of revenue recognition for revenue from contracts with customers	按時確認之來自客戶合約的收益			
- At a point in time	- 於某一時點	15,320	-	15,320
- Over time	- 隨時間經過	22,591	13,446	36,037
Rental income	租金收入	37,911	13,446	51,357
		-	45,414	45,414
Total revenue from external customers	來自外部客戶之收益總額	37,911	58,860	96,771

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5 REVENUE AND SEGMENT INFORMATION (Continued)

(a) Segment information (Continued)

The segment assets and liabilities as at 31 December 2020 and 2019 are as follows:

5 收益及分部資料 (續)

(a) 分部資料 (續)

於二零二零年及二零一九年十二月三十一日之分部資產及負債如下：

		Year ended 31 December 2020 截至二零二零年十二月三十一日止年度			
		CG creation and production 電腦圖像創作及製作 HK\$'000 千港元	New cultural space (Formerly known as "Property leasing and building management services") 文化新空間 (前稱「物業租賃及物業管理服務」) HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Segment assets	分部資產	279,997	285,657	84,648	650,302
Segment liabilities	分部負債	50,427	54,586	212,189	317,202
Additions to non-current assets	添置非流動資產	9,750	21,080	88	30,918

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5 REVENUE AND SEGMENT INFORMATION (Continued)

5 收益及分部資料 (續)

(a) Segment information (Continued)

(a) 分部資料 (續)

		Year ended 31 December 2019 截至二零一九年十二月三十一日止年度			
		CG creation and production computer image creation and production HK\$'000 千港元	New cultural space (Formerly known as "Property leasing and building management services") 文化新空間 (前稱「物業 租賃及物業 管理服務」) HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Segment assets	分部資產	276,183	246,002	51,376	573,561
Segment liabilities	分部負債	42,840	34,986	187,004	264,830
Additions to non-current assets	添置非流動資產	26,719	-	919	27,638

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5 REVENUE AND SEGMENT INFORMATION (Continued)

(a) Segment information (Continued)

Geographical information

The following table shows revenue generated from the reportable segments by geographical area as according to the location of the customers:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Mainland China	中國內地	78,541	96,212
Hong Kong	香港	94	280
Others	其他	-	279
		78,635	96,771

The following table shows non-current assets by geographical segment as according to the location where the assets are located:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Mainland China	中國內地	288,460	248,887
Hong Kong	香港	1,112	3,227
		289,572	252,114

5 收益及分部資料 (續)

(a) 分部資料 (續)

地區資料

下表顯示根據客戶位置按地區劃分的由須呈報分部所產生的收益：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Mainland China	中國內地	78,541	96,212
Hong Kong	香港	94	280
Others	其他	-	279
		78,635	96,771

下表顯示根據資產所處地區按地理分部劃分的非流動資產：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Mainland China	中國內地	288,460	248,887
Hong Kong	香港	1,112	3,227
		289,572	252,114

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5 REVENUE AND SEGMENT INFORMATION (Continued)

(a) Segment information (Continued) Information about major customers

Revenue from customers contributing 10% or more of the total revenue of the Group are as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Customer A	客戶A	9,925	15,865
Customer B	客戶B	9,655	10,111
Customer C	客戶C	-	9,770

(b) Assets and liabilities related to contracts with customers

The Group has recognised the following assets and liabilities related to contracts with customers:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Contract assets (Note (i))	合約資產 (附註(i))	537	5,547
Contract liabilities	合約負債		
- CG creation and production (Note (ii))	- 電腦圖像創作及製作 (附註(ii))	5,411	820
- Management services fee (Note (iii))	- 管理服務費 (附註(iii))	72	265
Total contract liabilities	合約負債總額	5,483	1,085

5 收益及分部資料 (續)

(a) 分部資料 (續) 主要客戶資料

以下為對本集團總收益貢獻10%或以上收益之客戶：

(b) 與客戶合約相關的資產及負債

本集團已確認以下與客戶合約相關的資產及負債：

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5 REVENUE AND SEGMENT INFORMATION (Continued)

(b) Assets and liabilities related to contracts with customers (Continued)

Notes:

- (i) These contract assets arise from CG creation and production for the portion of fee that the Group had not invoiced to customers in relation to performance obligations that have been satisfied.
- (ii) These contract liabilities arise from CG creation and production when the Group received payments from customers in advance. Decrease in contract liabilities balance is due to decrease in overall contract activities.
- (iii) These contract liabilities consist of advanced payments received from customers who have leased the Group's properties.

Revenue recognised in relation to contract liabilities:

The following table shows how much of the revenue recognised in the current year related to carried forward contract liabilities:

5 收益及分部資料 (續)

(b) 與客戶合約相關的資產及負債 (續)

附註：

- (i) 電腦圖像創作及製作之合約資產是本集團就已履行的履約責任仍未向客戶開具發票的費用之一部分。
- (ii) 電腦圖像創作及製作之合約負債是在本集團提前預收客戶款項時產生。合約負債餘額減少是由於整體合約活動減少所致。
- (iii) 該等合約負債由從已租賃本集團物業的客戶所收到的預付款組成。

與合約負債相關的已確認收入：

下表顯示於本年度確認的收益中與結轉合約負債有關的金額：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue recognised that was included in the contract liabilities balance at the beginning of the year:		
– CG creation and production	820	4,804
– Management services fee	265	491
	1,085	5,295

於年初計入合約負債餘額的已確認收益：

— 電腦圖像創作及製作
— 管理服務費

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5 REVENUE AND SEGMENT INFORMATION 5 收益及分部資料 (續)

(Continued)

(b) Assets and liabilities related to contracts with customers (Continued)

Unsatisfied performance obligation:

The following table shows unsatisfied performance obligations with aggregate amount of the transaction price allocated to contracts that are partially or fully unsatisfied as at the end of the year and are expected to be satisfied in the following time bands.

(b) 與客戶合約相關的資產及負債 (續)

未履行的履約義務：

下表顯示於本年度未分配至部分或全部未履行合約的交易價總額並預期於下列時間段履行之未履約表現義務。

		CG creation and production 電腦 圖像創作 及製作 HK\$'000 千港元	Management services fee 管理 服務費 HK\$'000 千港元
As at 31 December 2020:	於二零二零年十二月三十一日		
– Within one year	– 一年以內	3,190	4,524
– More than one year but not more than five years	– 超過一年但不多於五年	966	6,046
– More than five years	– 超過五年	1,012	1,716
		5,168	12,286
As at 31 December 2019:	於二零一九年十二月三十一日		
– Within one year	– 一年以內	11,727	4,645
– More than one year but not more than five years	– 超過一年但不多於五年	450	7,361
– More than five years	– 超過五年	–	2,666
		12,177	14,672

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6 OTHER INCOME

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Government grants (Note)	政府補助 (附註)	7,135	15,385
Interest income	利息收入	5,709	6,981
Others	其他	217	765
		13,061	23,131

Note:

During the year ended 31 December 2020, government grants included subsidies and awards of HK\$5,795,000 (2019: HK\$14,410,000) received from the relevant authorities in the PRC which are incentive payments to the Group whereby no future related cost is required or expected to be made and Government grants of HK\$516,000 (2019: Nil) are grants from Employment Support Scheme ("ESS") under Anti-Epidemic Fund, which is related to Coronavirus Disease 2019 ("COVID-19"). There are no unfulfilled conditions or other contingents attached to the grants.

In addition, an amount of HK\$824,000 (2019: HK\$975,000) is related to government grants on computer equipment acquisition and specific projects which are amortised to the consolidated statement of comprehensive income during the year on a straight-line basis over the estimated useful life of the acquired assets or upon the completion of the relevant projects.

6 其他收入

附註：

截至二零二零年十二月三十一日止年度，政府補助包括自中國相關機構中收取之5,795,000港元（二零一九年：14,410,000港元）的補貼及獎勵，作為對本集團之獎勵款項，故毋須或預計不會有未來相關成本，而政府補助516,000港元（二零一九年：無）則為來自防疫抗疫基金項下保就業計劃（「保就業計劃」）的補助，與2019冠狀病毒疾病（「COVID-19」）有關。該等補助並無隨附未達成條件或其他或然條件。

另外，824,000港元（二零一九年：975,000港元）之金額乃與購置電腦設備及若干項目之政府補助有關，並於本年度按已添置資產之估計可使用年限以直線法或當相關項目完成時攤銷至綜合全面收入報表。

7 OTHER GAINS/(LOSSES), NET

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Gains on disposal of property, plant and equipment	出售物業、廠房及設備之收益	34	213
Change in fair value of investment property (Note 18)	投資物業公允值之變動 (附註18)	1,867	(1,339)
Exchange (losses)/gains	匯兌 (虧損) / 收益	(144)	191
		1,757	(935)

7 其他收益 / (虧損)，淨額

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

8 EXPENSES BY NATURE**8 按性質劃分之開支**

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Employee benefit expenses (Note) (Note 9)	僱員福利開支 (附註) (附註9)	41,253	36,791
Marketing expenses	市場推廣開支	2,683	8,323
Subcontracting and movie services fee	分包費及電影服務費	5,533	7,445
Amortisation of movies and television programmes rights (Note 20)	電影及電視節目版權之攤銷 (附註20)	6,580	7,958
Provision for impairment of movies and television programmes rights and productions work in progress (Note 20)	電影及電視節目版權及在製節目 之減值撥備 (附註20)	691	6,181
Utility expenses	水電費	5,547	5,739
Legal and professional expenses	法律及專業服務費	2,146	2,492
Consultancy fee (Note 34(a))	顧問費 (附註34(a))	2,880	2,880
Depreciation of property, plant and equipment (Note 16)	物業、廠房及設備之折舊 (附註16)	2,518	2,230
Real estate duty and land use tax	房產稅和土地使用稅	1,744	2,229
Depreciation of right-of-use assets (Note 17)	使用權資產之折舊 (附註17)	1,882	1,728
Auditor's remuneration	核數師酬金		
– Audit services	– 審計服務	1,320	1,570
– Non-audit services	– 非審計服務	360	691
Cleaning expenses	清潔費	1,001	1,022
Travelling expenses (Note)	差旅費 (附註)	605	1,274
Others (Note)	其他 (附註)	5,563	4,726
Total cost of sales, distribution and selling expenses and administrative expenses	銷售成本、分銷和銷售開支以及 行政開支總額	82,306	93,279

Note:

For the year ended 31 December 2020, research and development costs of HK\$14,562,000 (2019: HK\$12,236,000) have been incurred and HK\$3,650,000 (2019: HK\$5,406,000) has been capitalised in movies and television programmes rights and productions work in progress.

附註:

於截至二零二零年十二月三十一日止年度產生之研發開支為14,562,000港元(二零一九年: 12,236,000港元), 並有3,650,000港元(二零一九年: 5,406,000港元)已資本化在電影及電視節目版權及在製節目中。

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

8 EXPENSES BY NATURE (Continued)

Note: (Continued)

Below represents the research and development costs which are recognised within "cost of sales" in the consolidated statement of comprehensive income during the year.

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Employee benefit expenses	僱員福利開支	8,988	5,942
Travelling expenses	差旅費	1,917	182
Others	其他	7	706
		10,912	6,830

8 按性質劃分之開支 (續)

附註：(續)

以下是研發開支，該開支在本年度綜合全面收入報表中的「銷售成本」中確認。

9 EMPLOYEE BENEFIT EXPENSES

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Wages salaries and bonus	工資、薪金和獎金	47,065	46,307
Pension costs – employer's contributions to defined contribution plans (Note)	退休金成本—僱主向界定計劃的供款 (附註)	1,673	3,319
Other benefits	其他福利	722	1,093
		49,460	50,719
Less: Amount capitalised in movies and television programmes rights and productions work in progress	減：資本化在電影及電視節目版權及在製節目內之金額		
Wages, salaries and bonus	工資、薪金和獎金	(7,823)	(12,901)
Pension costs – employer's contributions to defined contribution plans (Note)	退休金成本—僱主向界定供款計劃的供款 (附註)	(338)	(941)
Other benefits	其他福利	(46)	(86)
		(8,207)	(13,928)
		41,253	36,791

9 僱員福利開支

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9 EMPLOYEE BENEFIT EXPENSES (Continued)**9 僱員福利開支 (續)**

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Cost of sales	銷售成本	18,150	14,573
Administrative expenses	行政開支	23,103	22,218
		41,253	36,791

For the year ended 31 December 2020, employee benefit expenses of HK\$8,207,000 (2019: HK\$13,928,000) have been capitalised in movies and television programmes rights and productions work in progress. The amount will be subsequently recognised in "cost of sales" when obligations are performed.

Below represents employee benefit expenses incurred from the Cultural Park during the year which are classified as "discontinued operation – administrative expenses" in the consolidated statement of comprehensive income.

截至二零二零年十二月三十一日止年度，僱員福利開支8,207,000港元(二零一九年：13,928,000港元)已資本化在電影及電視節目版權及在製節目內。當履約時，該金額隨後將在「銷售成本」中確認。

以下為本年度自文化產業園產生之僱員福利開支，於綜合全面收入報表內獲分類為「已終止經營業務—行政開支」。

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Wages, salaries and bonus	工資、薪金和獎金	3,659	4,059
Pension costs – employer's contributions to defined contribution plans	退休金成本—僱主向界定供款計劃的供款	287	530
Other benefits	其他福利	78	95
		4,024	4,684

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9 EMPLOYEE BENEFIT EXPENSES (Continued)

Note:

The Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme ("the MPF Scheme"), a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, the Group (the employer) and its employees make monthly contributions to the scheme generally at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation. The monthly contributions of each of the employer and the employee are subject to a maximum contribution of HK\$1,500 per month (for period after 1 June 2014) and thereafter contributions are voluntary. The Group has no further obligation for post-retirement benefits beyond the contributions.

As stipulated by rules and regulations in the PRC, the Group contributes to state-sponsored retirement plans for employees of its subsidiaries established in Mainland China.

As at 31 December 2020, there were no forfeited contributions available to offset future retirement benefit obligations of the Group (2019: Same).

Five highest paid individuals:

The five individuals whose emoluments were the highest in the Group for the year include two (2019: two) directors whose emoluments are reflected in the analysis presented in Note 10. The emoluments paid/payable to the remaining three (2019: three) individuals who are neither a director nor chief executive of the Company during the year are as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Wages, salaries and bonus	工資、薪金和獎金	3,272	2,887
Pension costs – employer's contributions to defined contribution plans	退休金成本 — 僱主向界定供款計劃的供款	54	54
		3,326	2,941

9 僱員福利開支 (續)

附註：

本集團已安排其香港僱員加入強制性公積金計劃(由獨立受託人管理的定額供款計劃) (「強積金計劃」)。在強積金計劃下,本集團(僱主)及其僱員每月向該計劃作出的供款一般為強制性公積金法例所界定的僱員收入的5%。僱主及僱員各自每月供款的最高供款額為每月1,500港元(二零一四年六月一日後的期間),其後的供款屬自願性。除供款外,本集團無其他退休後福利責任。

根據中國法律法規的規定,本集團為其在中國內地成立的附屬公司的僱員向國家資助的退休計劃供款。

於二零二零年十二月三十一日,概無可用於抵銷本集團未來退休福利義務的沒收供款(二零一九年:相同)。

五位最高薪酬人士：

年內,本集團五位最高薪酬人士中,兩名(二零一九年:兩名)為董事,彼等之酬金在附註10呈列之分析反映。最高薪僱員中的餘下三名人士(二零一九年:三名)並非本公司董事或最高行政人員,彼等已付/應付之酬金詳情如下：

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9 EMPLOYEE BENEFIT EXPENSES (Continued)

The emoluments for these three individuals (2019: three) fell within the following bands:

Nil to HK\$1,000,000	零至1,000,000港元
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元

During the year, no emoluments have been paid by the Group to the directors or the five highest paid individuals mentioned above as an inducement to join or upon joining the Group, or as compensation for loss of office (2019: Nil).

9 僱員福利開支 (續)

該等三名(二零一九年：三名)人士之酬金以下範圍內：

2020	2019
二零二零年	二零一九年

1	2
2	1

本集團並無向任何董事或五名最高薪酬人士支付任何酬金，以作為彼等於年內加入或加入本集團後之獎勵或離職補償(二零一九年：無)。

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10 BENEFIT AND INTEREST OF DIRECTORS**(a) Directors' and chief executive's emoluments**

The remuneration of each director and the chief executive for the year ended 31 December 2020 is set out below:

Name	姓名	Fees	Salary	Discretionary bonuses	Housing allowance	Employer's contribution to a retirement benefit scheme	Total	
								袍金
		HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	
		千港元	千港元	千港元	千港元	千港元	千港元	
Executive directors		執行董事						
Ms. Cheng Xiaoyu (Note (ii))	程曉宇女士 (附註(ii))	-	2,640	-	-	132	2,772	
Mr. Wang Hongpeng (Note (iii))	王宏鵬先生 (附註(iii))	-	1,080	-	-	18	1,098	
Mr. Xu Liang	徐量先生	-	-	-	-	-	-	
Mr. Xiao Yong (Note (iii))	肖勇先生 (附註(iii))	-	486	200	-	13	699	
		-	4,206	200	-	163	4,569	
Non-executive director		非執行董事						
Mr. Chen Zheng	陳征先生	687	-	-	-	-	687	
		687	-	-	-	-	687	
Independent non-executive directors		獨立非執行董事						
Mr. Kwong Che Keung, Gordon (Note (iv))	鄺志強先生 (附註(iv))	94	-	-	-	-	94	
Prof. Japhet Sebastian Law	羅文鈺教授	240	-	-	-	-	240	
Mr. Lam Yiu Kin	林耀堅先生	240	-	-	-	-	240	
Mr. Zheng Xiaodong (Note (iii))	鄭曉東先生 (附註(iii))	204	-	-	-	-	204	
		778	-	-	-	-	778	
Total	合計	1,465	4,206	200	-	163	6,034	

10 董事之福利及利益**(a) 董事及最高行政人員的薪酬**

截至二零二零年十二月三十一日止年度，每位董事及最高行政人員的薪酬如下：

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10 BENEFIT AND INTEREST OF DIRECTORS 10 董事之福利及利益 (續)

(Continued)

(a) Directors' and chief executive's emoluments (Continued)

The remuneration of each director and the chief executive for the year ended 31 December 2019 is set out below:

(a) 董事及最高行政人員的薪酬 (續)

截至二零一九年十二月三十一日止年度，每位董事及最高行政人員的薪酬如下：

Name	姓名	Fees	Salary	Discretionary bonuses	Housing allowance	Estimated Money value of other benefits	Employer's contribution to a retirement benefit scheme	Total
		袍金	薪金	酌情花紅	房屋津貼	其他福利的估計貨幣價值	僱主向退休福利計劃的供款	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
Executive directors 執行董事								
Ms. Cheng Xiaoyu (Note (ii))	程曉宇女士 (附註(ii))	-	2,092	-	-	-	105	2,197
Mr. Wang Hongpeng (Note (iii))	王宏鵬先生 (附註(iii))	-	3	-	-	-	-	3
Mr. Xu Liang	徐量先生	-	-	-	-	-	-	-
Mr. Xiao Yong (Note (iii))	肖勇先生 (附註(iii))	-	256	400	-	-	12	668
Mr. Jin Guo Ping (Note (vi))	金國平先生 (附註(vi))	-	773	-	-	-	12	785
		-	3,124	400	-	-	129	3,653
Non-executive director 非執行董事								
Mr. Chen Zheng	陳征先生	720	-	-	-	-	-	720
		720	-	-	-	-	-	720
Independent non-executive directors 獨立非執行董事								
Mr. Kwong Che Keung, Gordan (Note (iv))	鄺志強先生 (附註(iv))	240	-	-	-	-	-	240
Prof. Japhet Sebastian Law	羅文鈺教授	240	-	-	-	-	-	240
Mr. Lam Yiu Kin	林耀堅先生	240	-	-	-	-	-	240
Mr. Zheng Xiaodong (Note (iii))	鄭曉東先生 (附註(iii))	78	-	-	-	-	-	78
		798	-	-	-	-	-	798
Total	合計	1,518	3,124	400	-	-	129	5,171

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10 BENEFIT AND INTEREST OF DIRECTORS (Continued) 10 董事之福利及利益 (續)

(a) Directors' and chief executive's emoluments (Continued)

Notes:

- (i) Ms. Cheng Xiaoyu was resigned as managing director on 31 December 2019.
- (ii) Mr. Wang Hongpeng was appointed as an executive director and managing director on 31 December 2019.
- (iii) Mr. Xiao Yong and Mr. Zheng Xiaodong were appointed as an executive director and an independent non-executive director, respectively, on 24 June 2019.
- (iv) Mr. Kwong Che Keung, Gordon retired on 22 May 2020.
- (v) Mr. Jin Guo Ping retired on 23 May 2019.

(b) Directors' retirement benefits

None of the directors received or will receive any retirement benefits during the year ended 31 December 2020 (2019: Nil).

(c) Directors' termination benefits

None of the directors received or will receive any termination benefits during the year ended 31 December 2020 (2019: Nil).

(d) Consideration provided to third parties for making available directors' services

During the year ended 31 December 2020, the Company did not pay consideration to any third parties for making available directors' services (2019: Nil).

(a) 董事及最高行政人員的薪酬 (續)

附註：

- (i) 程曉宇女士於二零一九年十二月三十一日辭任董事總經理。
- (ii) 王宏鵬先生於二零一九年十二月三十一日獲委任為執行董事及董事總經理。
- (iii) 肖勇先生及鄭曉東先生於二零一九年六月二十四日分別獲委任為執行董事及獨立非執行董事。
- (iv) 鄺志強先生於二零二零年五月二十二日退任。
- (v) 金國平先生於二零一九年五月二十三日退任。

(b) 董事退休福利

截至二零二零年十二月三十一日止年度，概無董事收到或將獲得任何退休福利 (二零一九年：無)。

(c) 董事離職福利

截至二零二零年十二月三十一日止年度，概無董事收到或將獲得任何離職福利 (二零一九年：無)。

(d) 就獲得董事服務而向第三方提供的代價

截至二零二零年十二月三十一日止年度，概無就獲得董事服務向任何第三方提供代價 (二零一九年：無)。

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10 BENEFIT AND INTEREST OF DIRECTORS (Continued)

- (e) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

During the year ended 31 December 2020, there is no loans, quasi-loans and other dealing arrangements in favour of the directors, or controlled body corporates and connected entities of such directors (2019: Nil).

- (f) Directors' material interests in transactions, arrangements or contracts

Save as disclosed in Note 34, no other transactions, arrangements and contracts of significance in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the years or at any time during the years.

10 董事之福利及利益 (續)

- (e) 有關以董事、董事的受控制法團及董事的關連實體為受益人之貸款、準貸款及其他交易之資料

截至二零二零年十二月三十一日止年度，概無以董事、董事的受控制法團及董事的關連實體為受益人之貸款、準貸款及其他交易 (二零一九年：無)。

- (f) 董事於交易、安排或合約中的重大權益

除附註34所披露者外，本公司董事概無於年末或年內任何時間存續的以本公司作為訂約方且與本集團業務有關之重大交易、安排及合約中擁有直接或間接之重大權益。

11 FINANCE COST

Finance cost on lease liabilities

11 融資成本

租賃負債之融資成本

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
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(65)

(135)

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12 INCOME TAX EXPENSE**12 所得稅開支**

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Continuing operations	持續經營業務		
Current tax:	即期稅項：		
– Hong Kong profits tax	– 香港利得稅	–	–
– the PRC corporate income tax (“CIT”)	– 中國企業所得稅 (「企業所得稅」)	2,186	2,187
– Over provision for prior years	– 以前年度之超額撥備	(20)	(988)
		2,166	1,199
Deferred income tax (<i>Note 29</i>)	遞延所得稅 (<i>附註29</i>)	223	2,261
Income tax expense	所得稅開支	2,389	3,460

Notes:

- a. No Hong Kong profits tax has been provided as there is no assessable profit arising in Hong Kong for the year (2019: Nil).
- b. The PRC CIT represents taxation charged on assessable profits for the year at the rates of taxation prevailing in the cities in Mainland China in which the Group operates. The tax rate applicable to the subsidiaries in Mainland China is 25%, except for three subsidiaries (2019: one subsidiary) of the Group in Mainland China which were approved as High and New Technology Enterprise and accordingly, it is subject to a reduced preferential CIT rate of 15% for a 3-year period according to the applicable CIT Law. Moreover, a subsidiary was qualified for the local government tax concession scheme to enjoy a preferential tax rate for the year.

附註：

- a. 由於本年度在香港並無產生應課稅溢利，故並無計提香港利得稅（二零一九年：無）。
- b. 中國企業所得稅指按本集團經營所在之中國內地城市現行稅率對年內應課稅利潤徵收之稅項。適用於中國內地附屬公司的稅率為25%，惟不包括於中國內地獲認為高新技術企業的本集團三間附屬公司（2019年：一間附屬公司），因此其根據適用的企業所得稅法可按優惠企業所得稅減免稅率15%繳稅，為期3年。此外，一間附屬公司符合地方政府稅收減免計劃資格可享受年內的優惠稅率。

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

12 INCOME TAX EXPENSE (Continued)

Notes: (Continued)

- c. According to applicable tax regulations prevailing in the PRC, dividends distributed by a company established in Mainland China to a foreign investor with respect to profits derived after 1 January 2008 are generally subject to a 10% withholding tax. Such dividend rate is further reduced by applicable tax treaties or arrangement. According to the tax treaty arrangement between the PRC and Hong Kong, the withholding tax rate on dividends paid by a Mainland China resident enterprise to a Hong Kong resident enterprise is further reduced to 5% if the Hong Kong resident enterprise holds at least 25% equity interests in Mainland China resident enterprise.
- d. As at 31 December 2020, there was no deferred income tax provided (2019: same) in relation to the unremitted earnings as the Group's management has approved that Mainland China subsidiaries have no intention and are not probable to declare dividend in the foreseeable future and the Group is able to control the timing of the reversal of the temporary differences and it is decided that the unremitted earnings will not be remitted in the foreseeable future.
- e. According to relevant laws and regulations promulgated by the State Tax Bureau of the PRC that was effective from 2018 onwards, enterprises engaging in research and development activities are entitled to claim 175% of their research and development expenses so incurred as tax deductible expenses when determining their assessable profits for that year ("Super Deduction"). The Group has made its best estimate for the Super Deduction to be claimed for the Group's entities in ascertaining their assessable profits for the years ended 31 December 2020 and 2019.

12 所得稅開支 (續)

附註：(續)

- c. 根據中國現行適用的稅收法規，外國投資者於中國內地成立的公司自二零零八年一月一日起賺取的溢利，其相關股息將會被徵收10%的預提所得稅。該等股息稅率可能會就適用的稅務協定或安排進一步調低。根據中國和香港的稅務協定，倘若香港居民企業持有中國內地居民企業至少25%權益，由該中國內地居民企業向香港居民企業所支付股息的預提稅稅率將進一步調低至5%。
- d. 於二零二零年十二月三十一日，由於本集團管理層已批准中國內地附屬公司不擬且在可預見的將來不大可能宣派股息以及本集團能控制臨時差額撥回的時機，因而決定於可預見的將來不匯出未有匯出的盈利，故並無就未匯出盈利計提遞延所得稅（二零一九年：相同）。
- e. 根據中國國家稅務總局頒佈的相關法律法規，自二零一八年起，從事研發活動的企業於釐定彼等的年度應課稅溢利時，有權要求將其產生的研發費用的175%列作可扣減稅項開支（「超額抵扣」）。本集團已就本集團實體可要求的超額抵扣做出其最佳估價，以確定截至二零二零年及二零一九年十二月三十一日止年度的應課稅溢利。

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12 INCOME TAX EXPENSE (Continued)

The income tax expense on the Group's profit before income tax from continuing operations differs from the theoretical amount that would arise using the taxation rate of the home country of the Group companies as follows:

12 所得稅開支 (續)

本集團來自持續經營業務之除所得稅前溢利之所得稅項與採用本集團原居地之稅率而計算之理論稅額之差額如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Profit before income tax from continuing operations	來自持續經營業務之除所得稅前溢利	10,496	24,148
Tax calculated at the domestic tax rates applicable to profit in the respective countries	按適用於有關國家溢利的國內稅率計算的稅項	3,352	7,489
Income not subject to tax	不可課稅收入	(125)	(144)
Expenses not deductible for tax purposes	就稅務而言不予扣稅開支	599	1,151
Tax losses not recognised	未有確認稅務虧損	957	774
Utilisation of previously unrecognised tax losses	動用先前未確認之稅務虧損	-	(2,528)
Effect of Super Deduction granted to certain subsidiaries in Mainland China	給予若干中國內地附屬公司超額抵扣之影響	(2,374)	(2,294)
Over provision for prior year	以前年度之超額撥備	(20)	(988)
Income tax expense for the year from continuing operations	本年度來自持續經營業務之所得稅開支	2,389	3,460

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13 EARNINGS PER SHARE**13 每股盈利**

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Profit/(loss) attributable to owners of the Company	本公司持有人應佔之溢利／(虧損)		
– continuing operations	– 持續經營業務	8,107	20,773
– discontinued operation	– 已終止經營業務	(704)	(11,055)
		7,403	9,718
		2020 二零二零年 No. of shares 股份數目 '000 千股	2019 二零一九年 No. of shares 股份數目 '000 千股
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	1,514,074	1,518,230
		2020 二零二零年 HK cents 港仙	2019 二零一九年 HK cents 港仙
Basic and diluted earnings/(loss) per share	每股基本與攤薄盈利／(虧損)		
– continuing operations	– 持續經營業務	0.54	1.37
– discontinued operation	– 已終止經營業務	(0.05)	(0.73)
Total basic and diluted earnings per share	每股基本與攤薄之盈利總額	0.49	0.64

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13 EARNINGS PER SHARE (Continued)

Basic earnings/(loss) per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year excluding ordinary shares repurchased by the Company (Note 23).

Diluted earnings/(loss) per share is the same as basic earnings/(loss) per share as there were no potential dilutive ordinary shares outstanding during the year (2019: same).

14 DIVIDENDS

No dividend has been proposed since the end of the reporting period.

15 DISCONTINUED OPERATION

In prior years, the Group was involved in the culture, entertainment and related commercial property investment operation through a non-wholly owned subsidiary of the Group. As a result of the full impairment of the investment property of Phase I of 珠影文化產業園 (the "Cultural Park") as set out in Note 27, the Cultural Park operation was classified as discontinued operation since 1 December 2018. Certain costs continued to be incurred during the years ended 31 December 2019 and 2020 as the matters as set out in Note 27 remain unsolved.

13 每股盈利 (續)

每股基本盈利／(虧損)的計算方法是將本公司持有人應佔溢利除以於本年度內已發行普通股之加權平均數(不包括公司回購普通股)(附註23)。

鑑於年內沒有已發行的潛在攤薄普通股，故每股攤薄之盈利／(虧損)與每股基本盈利／(虧損)相同(二零一九年：相同)。

14 股息

自報告期末以來概無建議派付任何股息。

15 已終止經營業務

於過往年度，本集團透過本集團一間非全資附屬公司參與文化、娛樂及相關商業物業投資之營運。鑑於對珠影文化產業園(「文化產業園」)第一期之投資物業作全額減值(於附註27披露)，故文化產業園營運已自二零一八年十二月一日起獲歸類為已終止經營業務。由於披露於附註27的事宜尚未解決，截至二零一九年及二零二零年十二月三十一日止年度仍繼續產生若干成本。

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

15 DISCONTINUED OPERATION (Continued)

Financial information relating to the discontinued operation for the year is set out below:

Cultural Park

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Other income	其他收入	113	20
Other losses, net	其他虧損，淨額	(4)	-
Administrative expenses	行政開支	(8,804)	(9,576)
Reversal of provision for/ (provision for) rental and settlement expenses	租金及結算開支 撥回撥備／(撥備)	7,662	(6,505)
Loss before income tax	除所得稅前虧損	(1,033)	(16,061)
Income tax expenses	所得稅開支	(2)	(197)
Loss for the year from discontinued operation	本年度來自已終止經營業務之 虧損	(1,035)	(16,258)
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Net cash inflow/(outflow) from operating activities (Note)	經營活動之 現金流入／(流出) 淨額 (附註)	11,311	(1,246)
Net cash inflow/(outflow) from investing activities	投資活動之 現金流入／(流出) 淨額	19	(10)
Net cash outflow from financing activities	融資活動之現金流出淨額	(10,305)	(440)
Net increase/(decrease) in cash and cash equivalents in discontinued operation	已終止經營業務之現金及現金 等值物增加／(減少) 淨額	1,025	(1,696)

Note:

Net cash inflow from operating activities for the year ended 31 December 2020 included the cash received from the release of one bank account of the restricted bank deposits during the year (see Note 27).

附註：

截至二零二零年十二月三十一日止年度，經營活動現金流入淨額包括年內解除其中一個有限制銀行存款的銀行賬戶所收到的現金（見附註27）。

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

16 PROPERTY, PLANT AND EQUIPMENT**16 物業、廠房及設備**

		Leasehold improvements	Equipment, furniture and fixtures	Computer equipment	Motor vehicles	Total
		租賃裝修	設備、傢俬 及裝置	電腦設備	汽車	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 1 January 2019	於二零一九年一月一日					
Cost	成本	1,975	7,801	56,452	4,743	70,971
Accumulated depreciation	累計折舊	(1,382)	(7,471)	(51,790)	(4,497)	(65,140)
Net book amount	賬面淨值	593	330	4,662	246	5,831
Year ended 31 December 2019	截至二零一九年 十二月三十一日止年度					
Opening net book amount	年初賬面淨值	593	330	4,662	246	5,831
Additions	添置	-	17	2,339	769	3,125
Depreciation (Note)	折舊 (附註)	(396)	(72)	(3,407)	(222)	(4,097)
Disposal	出售	-	(3)	-	-	(3)
Exchange realignment	匯兌調整	-	(5)	(77)	(3)	(85)
Closing net book amount	年末賬面淨值	197	267	3,517	790	4,771
At 31 December 2019	於二零一九年十二月三十一日					
Cost	成本	1,975	5,033	37,555	4,572	49,135
Accumulated depreciation	累計折舊	(1,778)	(4,766)	(34,038)	(3,782)	(44,364)
Net book amount	賬面淨值	197	267	3,517	790	4,771

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綜合財務報告附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

16 PROPERTY, PLANT AND EQUIPMENT 16 物業、廠房及設備 (續)

(Continued)

		Building (Note (i)) 樓宇 (附註(i)) HK\$'000 千港元	Leasehold improvements 租賃裝修 HK\$'000 千港元	Equipment, furniture and fixtures 設備、傢俬 及裝置 HK\$'000 千港元	Computer equipment 電腦設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Year ended 31 December 2020	截至二零二零年 十二月三十一日止年度						
Opening net book amount	年初賬面淨值	-	197	267	3,517	790	4,771
Additions (Note (i))	添置 (附註(i))	11,807	-	119	1,737	-	13,663
Depreciation (Note (iii))	折舊 (附註(iii))	(205)	(197)	(276)	(2,713)	(221)	(3,612)
Disposal	出售	-	-	(1)	(39)	(5)	(45)
Exchange realignment	匯兌調整	647	-	16	158	1	822
Closing net book amount	年末賬面淨值	12,249	-	125	2,660	565	15,599
At 31 December 2020	於二零二零年十二月三十一日						
Cost	成本	12,466	1,975	4,744	35,953	3,756	58,894
Accumulated depreciation	累計折舊	(217)	(1,975)	(4,619)	(33,293)	(3,191)	(43,295)
Net book amount	賬面淨值	12,249	-	125	2,660	565	15,599

Note:

- (i) As set out in more detail in Note 26, the building acquired during the year ended 31 December 2020 is located at Foshan City, Mainland China.
- (ii) Depreciation expense of HK\$1,830,000 (2019: HK\$1,245,000) has been charged in "cost of sales", HK\$688,000 (2019: HK\$985,000) in "administrative expenses" and HK\$71,000 (2019: HK\$134,000) has been charged in "discontinued operation". The remaining amount of HK\$1,023,000 (2019: HK\$1,733,000) represents amount capitalised in movies and television programmes rights and productions work in progress. The amount will be subsequently recognised in "cost of sales" when sale is performed.

附註:

- (i) 於截至二零二零年十二月三十一日止年度購置的樓宇位於中國內地的佛山市，詳情披露於附註26。
- (ii) 折舊開支1,830,000港元(二零一九年：1,245,000港元)已計入「銷售成本」內，688,000港元(二零一九年：985,000港元)已計入「行政開支」內，而71,000港元(二零一九年：134,000港元)已計入「已終止經營業務」。餘額1,023,000港元(二零一九年：1,733,000港元)則資本化在電影及電視節目版權及在製節目內。當進行銷售時，該金額將隨後確認為「銷售成本」。

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17 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

This note provides information for leases where the Group is a lessee.

- (i) Amounts recognised in the consolidated statement of financial position

17 使用權資產及租賃負債

本附註提供有關本集團作為承租人的租賃之資料。

- (i) 在綜合財務狀況報表中確認的金額

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Right-of-use assets	使用權資產		
Land use right	土地使用權	9,621	-
Buildings	樓宇	427	2,130
Office equipment	辦公室設備	62	6
		10,110	2,136
Lease liabilities	租賃負債		
Current	流動	447	1,685
Non-current	非流動	50	432
		497	2,117

Additions to the right-of-use assets during the year ended 31 December 2020 were HK\$9,350,000 (2019: Nil).

截至二零二零年十二月三十一日止年度，新增使用權資產9,350,000港元（二零一九年：無）。

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17 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES 17 使用權資產及租賃負債 (續)

(Continued)

- (ii) Amounts recognised in the consolidated statement of comprehensive income (ii) 在綜合全面收入報表內確認之金額

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Depreciation charge of right-of-use assets	使用權資產之折舊		
Land use right	土地使用權	161	–
Buildings	樓宇	1,704	1,704
Office equipment	辦公室設備	17	24
		1,882	1,728
Interest expense (included in finance cost)	利息支出 (包括在融資成本內)		
Buildings	樓宇	60	134
Office equipment	辦公室設備	5	1
		65	135

The total cash out flow for leases during the year was HK\$1,759,000 (2019: HK\$1,764,000).

年內，租賃的現金流出總額為1,759,000港元(二零一九年：1,764,000港元)。

- (iii) The Group's leasing activities and how these are accounted for

The Group leases various land, offices and equipment. Rental contracts are typically made for fixed periods of 2 to 33 years and do not have extension options.

- (iii) 本集團的租賃活動及其入賬方式

本集團租賃有多處土地、辦公室及設備。所訂立租賃合約通常有介乎兩至三十三年之固定期限，且沒有續期選擇權。

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17 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES 17 使用權資產及租賃負債 (續)

(Continued)

(iii) The Group's leasing activities and how these are accounted for (Continued)

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets are not used as security for borrowing purposes.

(iii) 本集團的租賃活動及其入賬方式 (續)

租賃期按個別基準議定，並包含多種不同的條款及條件。除出租人所持有的租賃資產的擔保權益外，租賃協議未規定任何契諾。租賃資產不用作借貸擔保。

18 INVESTMENT PROPERTY 18 投資物業

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Non-current assets – at fair value	非流動資產 – 按公允值		
Opening balance as at 1 January	於一月一日年初結餘	229,922	236,237
Net gain/(loss) from fair value adjustment	公允值調整之淨收益／(虧損)	1,867	(1,339)
Exchange realignment	匯兌調整	15,123	(4,976)
Closing balance as at 31 December	於十二月三十一日年末結餘	246,912	229,922

The investment property is located at Shenzhen City, Mainland China.

投資物業位於中國內地的深圳市。

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18 INVESTMENT PROPERTY (Continued)

The following amounts have been recognised in the consolidated statement of comprehensive income for investment property:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Rental income from operating leases (Note 5)	來自經營租賃之租金收入 (附註5)	45,748	45,414
Net gain/(loss) from fair value adjustment (Note 7)	公允值調整之淨收益／(虧損) (附註7)	1,867	(1,339)
Direct operating expenses from property that generated rental income	產生租金收入的物業之 直接經營開支	(1,915)	(2,229)

Refer to Note 3.3 for the fair value estimation on the investment property.

有關投資物業的公允值估算，請參見附註3.3。

Refer to Note 32 for minimum lease payments receivable on leases of investment property.

有關投資物業租賃的最低應收租賃付款，請參閱附註32。

19 INTEREST IN AN ASSOCIATE

Set out below is the associate held by the Group as at 31 December 2020 and 2019 and is accounted for using the equity method.

19 於一間聯營公司之權益

以下是本集團於二零二零年及二零一九年十二月三十一日持有的聯營公司，並採用權益法核算。

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Opening balance at 1 January	於一月一日年初結餘	-	-
Share of loss	應佔虧損	-	-
Closing balance at 31 December	於十二月三十一日年末結餘	-	-

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For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

19 INTEREST IN AN ASSOCIATE (Continued)

Particulars of the associate, which is unlisted, as at 31 December 2020 and 2019 are as follows:

19 於一間聯營公司之權益 (續)

於二零二零年及二零一九年十二月三十一日，非上市之聯營公司之詳情如下：

Name of entity 實體名稱	Place of incorporation/ establishment/ operation 註冊成立/ 成立/營運地點	Proportion of nominal value of issued share capital held by the Group 由本集團持有之已 發行股本賬面值比例		Principal activities 主要業務
		2020 二零二零年	2019 二零一九年	
G.D.C Institute of Digital Media Technology (Macau) Limited ("IDMT (Macau)") 環球數碼媒體科技(澳門) 有限公司(「環球數碼(澳門)」)	Macau 澳門	49%	49%	Provision of CG animation creation and production services 提供電腦圖像動畫創作及 製作服務

No summarised financial information in respect of the Group's associate is set out as the financial information of IDMT (Macau) is considered as immaterial during the year ended 31 December 2020 and 2019.

截至二零二零年及二零一九年十二月三十一日止年度，鑒於環球數碼(澳門)無足輕重，故未載列本集團聯營公司之財務資料概要。

20 MOVIES AND TELEVISION PROGRAMMES RIGHTS AND PRODUCTIONS WORK IN PROGRESS

20 電影及電視節目版權及在製節目

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Non-current portion	非流動部分		
Movies and television programmes rights	電影及電視節目版權	11,606	6,522
Productions work in progress	在製節目	5,345	8,763
		16,951	15,285

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20 MOVIES AND TELEVISION PROGRAMMES RIGHTS AND PRODUCTIONS WORK IN PROGRESS (Continued) 20 電影及電視節目版權及在製節目 (續)

		Movies and television programmes rights 電影及電視節目版權 HK\$'000 千港元	Productions work in progress 在製節目 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Cost	成本			
At 1 January 2019	於二零一九年一月一日	44,308	5,909	50,217
Addition	添置	-	24,513	24,513
Transfer	轉移	18,651	(18,651)	-
Exchange realignment	匯兌調整	(1,271)	(230)	(1,501)
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日	61,688	11,541	73,229
Addition	添置	-	7,905	7,905
Transfer	轉移	10,993	(10,993)	-
Exchange realignment	匯兌調整	4,643	581	5,224
At 31 December 2020	於二零二零年十二月三十一日	77,324	9,034	86,358
Accumulated amortisation and impairment	累計攤銷及減值			
At 1 January 2019	於二零一九年一月一日	(44,308)	(702)	(45,010)
Charge for the year	年度支出	(7,958)	-	(7,958)
Impairment recognised during the year	年內確認減值	(4,053)	(2,128)	(6,181)
Exchange realignment	匯兌調整	1,153	52	1,205
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日	(55,166)	(2,778)	(57,944)
Charge for the year	年度支出	(6,580)	-	(6,580)
Impairment recognised during the year	年內確認減值	-	(691)	(691)
Exchange realignment	匯兌調整	(3,972)	(220)	(4,192)
At 31 December 2020	於二零二零年十二月三十一日	(65,718)	(3,689)	(69,407)
At 31 December 2020	於二零二零年十二月三十一日			
Net book amount	賬面淨值	11,606	5,345	16,951
At 31 December 2019	於二零一九年十二月三十一日			
Net book amount	賬面淨值	6,522	8,763	15,285

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20 MOVIES AND TELEVISION PROGRAMMES RIGHTS AND PRODUCTIONS WORK IN PROGRESS (Continued)

For the year ended 31 December 2020, amortisation amounting to HK\$6,580,000 (2019: HK\$7,958,000) was included in the consolidated statement of comprehensive income within "cost of sales".

For the year ended 31 December 2020, provision for impairment of movies and television programmes rights amounting to HK\$ Nil (2019: HK\$4,053,000) and provision for impairment of productions work in progress amounting to HK\$691,000 (2019: HK\$2,128,000) was included in the consolidated statement of comprehensive income within "cost of sales".

During the year, the Group has entered into a joint operation arrangement to produce a movie (2019: Nil). The Group has participating interests of 49% (2019: Nil) in this joint operation. The aggregate amount of this intangible asset recognised in the consolidated statement of financial position relating to the Group's interests in this joint operation arrangement is approximately HK\$4,712,000 (2019: Nil).

21 TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

(i) Trade receivables

Trade receivables from contracts with customers	來自與客戶合約之 應收貿易賬款	4,999	3,767
Rental receivables	應收租金	5,821	4,467
		10,820	8,234
Less: Provision for impairment	減：減值撥備	(642)	(456)
		10,178	7,778

20 電影及電視節目版權及在製節目 (續)

截至二零二零年十二月三十一日止年度，6,580,000港元(二零一九年：7,958,000港元)之攤銷已計入綜合全面收入報表的「銷售成本」。

截至二零二零年十二月三十一日止年度，電影及電視節目版權減值撥備零港元(二零一九年：4,053,000港元)，而在製節目的減值撥備691,000港元(二零一九年：2,128,000港元)已計入綜合全面收入報表的「銷售成本」。

於年內，本集團已訂立合營安排以製作一部電影(2019年：零)。本集團於該合營中擁有49%的參與權益(2019年：零)。於綜合財務狀況報表中確認的與本集團在該合營安排中的權益相關之該無形資產總金額約為4,712,000港元(2019年：零)。

21 應收貿易賬款、按金、預付款及其他應收款項

(i) 應收貿易賬款

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Trade receivables from contracts with customers	4,999	3,767
Rental receivables	5,821	4,467
	10,820	8,234
Less: Provision for impairment	(642)	(456)
	10,178	7,778

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21 TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

(Continued)

(i) Trade receivables (Continued)

Except for rental receivables from tenants, which is due for settlement upon issuance of invoices, the Group generally grants a credit period ranging from 30 days to 120 days. The aging analysis of the gross trade receivables based on invoice date is as follows:

Current to 90 days	即期至九十日
91 to 180 days	九十一日至一百八十日
Over 180 days	一百八十日以上
Over 365 days	三百六十五日以上

21 應收貿易賬款、按金、預付款及其他應收款項 (續)

(i) 應收貿易賬款 (續)

除應向租戶收取之租金收入於開具發票後到期結算外，本集團一般授出介乎30日至120日的信貸期。應收貿易賬款總額按發票日期之賬齡分析如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
		10,166	7,801
		12	-
		642	-
		-	433
		10,820	8,234

The Group has applied the simplified approach permitted by HKFRS 9, which requires the expected lifetime losses to be recognised from initial recognition of the assets. This provision matrix is determined based on historical observed default rates over the expected life of the trade receivables with similar credit risk characteristics and is adjusted for forward-looking estimates. Note 3.1(b)(ii) provides for details about the calculation of the allowance.

本集團採用香港財務報告準則第9號允許之簡化方法，要求從資產的初始確認中確認全期預期信貸虧損。該撥備矩陣是根據信貸風險特性相若之應收貿易賬款於預計年期之過往觀察所得違約率而釐定，並就前瞻性估計作出調整。附註3.1(b)(ii)提供了有關撥備計算的詳情。

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21 TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

(Continued)

(i) Trade receivables (Continued)

Movements in the provision for impairment of trade receivables are as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Opening loss allowance at 1 January	於一月一日的年初虧損撥備	456	4,003
Increase in loss allowance recognised in profit or loss from continuing operations	於損益確認之來自持續經營業務之虧損撥備增加	586	465
Receivables written off during the year as uncollectible	年內撇銷無法收回之應收賬款	(436)	(3,989)
Exchange realignment	匯兌調整	36	(23)
Closing loss allowance at 31 December	於十二月三十一日的年末虧損撥備	642	456

The carrying amounts of trade receivables approximate their fair values.

Balances are denominated in RMB and HK\$ and there is no concentration of credit risk with respect to trade receivables as the Group has a large number of customers.

The creation and release of provision for impaired receivables have been included in the consolidated statement of comprehensive income. Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash.

21 應收貿易賬款、按金、預付款及其他應收款項 (續)

(i) 應收貿易賬款 (續)

應收貿易賬款減值撥備的變動情況如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Opening loss allowance at 1 January	於一月一日的年初虧損撥備	456	4,003
Increase in loss allowance recognised in profit or loss from continuing operations	於損益確認之來自持續經營業務之虧損撥備增加	586	465
Receivables written off during the year as uncollectible	年內撇銷無法收回之應收賬款	(436)	(3,989)
Exchange realignment	匯兌調整	36	(23)
Closing loss allowance at 31 December	於十二月三十一日的年末虧損撥備	642	456

應收貿易賬款的賬面值接近其公允值。

結餘以人民幣和港元列值，由於本集團擁有大量客戶，因此應收貿易賬款的信貸風險並不集中。

應收賬款減值撥備的創建和釋放已計入綜合全面收入報表內。當預期不會收回額外現金時，相關金額便會從撥備中撇銷。

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21 TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

(Continued)

(ii) Deposits, prepayments and other receivables

21 應收貿易賬款、按金、預付款及其他應收款項 (續)

(ii) 按金、預付款及其他應收款項

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current portion:	流動部分：		
– Deposits	– 按金	901	817
– Prepayments	– 預付款	1,168	804
– Other tax receivables	– 其他應收稅額	776	270
– Other receivables	– 其他應收款項	3,858	1,178
		6,703	3,069
Denominated in:	列值：		
– RMB	– 人民幣	5,823	2,213
– HK\$	– 港元	880	856
		6,703	3,069

The carrying amounts of deposits, prepayments and other receivables approximate their fair values.

按金、預付款及其他應收款項的賬面值接近其公允值。

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22 CASH AND CASH EQUIVALENTS AND RESTRICTED BANK DEPOSITS 22 現金及現金等值物以及有限制銀行存款

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Restricted bank deposits (Note)	有限制銀行存款 (附註)	36,462	34,802
Cash at bank	銀行現金	174,627	236,676
Fixed deposits	定期存款	132,150	33,445
Cash on hand	手頭現金	73	130
		343,312	305,053
Denominated in:	列值：		
– HK\$	– 港元	8,905	7,718
– RMB	– 人民幣	301,405	293,079
– US\$	– 美元	32,958	4,214
– Others	– 其他	44	42
		343,312	305,053

Reconciliation to Consolidated Statement of Cash Flow

The above figures reconcile to the amount of cash shown in the consolidated statement of cash flows at the end of the financial year as follows:

與綜合現金流量表的對賬

以上數字與本財政年度末綜合現金流量表所示的現金數額對賬如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Balances as above	上文所示結餘	343,312	305,053
Restricted bank deposits	有限制銀行存款	(36,462)	(34,802)
Balances per consolidated statement of cash flow	綜合現金流量表所示結餘	306,850	270,251

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22 CASH AND CASH EQUIVALENTS AND RESTRICTED BANK DEPOSITS (Continued)

The fixed deposits were highly liquid with original maturities of three months or less. As at 31 December 2020, cash and cash equivalents of approximately HK\$301,330,000 (2019: HK\$292,943,000) of the Group were denominated in RMB and deposited with banks in Mainland China. The conversion of the RMB denominated balances into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the PRC government.

Note:

As at 31 December 2020, approximately HK\$36,462,000 (2019: 34,802,000) were restricted deposits held at a bank account (2019: two) as reserve under a court order granted for a litigation claim on the Cultural Park.

22 現金及現金等值物以及有限制銀行存款 (續)

定期存款具有很高的流動性，原到期日為三個月或更短。於二零二零年十二月三十一日，本集團的現金及現金等值物約301,330,000港元（二零一九年：292,943,000港元）以人民幣列值，並存放在中國內地的銀行中。人民幣列值的結餘轉換為外幣須遵守中國政府頒布的外匯管制規則和規定。

附註：

於二零二零年十二月三十一日，按照法院就文化產業園訴訟索償頒佈的法令，有限制存款約36,462,000港元（二零一九年：34,802,000港元）作為儲備存入一個銀行賬戶（二零一九年：兩個）。

23 SHARE CAPITAL

23 股本

		Number of ordinary shares 普通股 股份數目	Nominal value 面值 HK\$'000 千港元
Authorised:	法定：		
As at 1 January 2019 and 31 December 2019 at HK\$0.01 each	於二零一九年一月一日及 二零一九年十二月三十一日， 每股0.01港元	2,400,000,000	24,000
Issued and fully paid:	已發行及繳足：		
As at 1 January 2019 at HK\$0.01 each	於二零一九年一月一日， 每股0.01港元	1,518,255,540	15,183
Cancellation of treasury shares	庫存股份註銷	(534,000)	(6)
As at 31 December 2019 and 1 January 2020 at HK\$0.01 each	於二零一九年十二月三十一日及 二零二零年一月一日， 每股0.01港元	1,517,721,540	15,177
Cancellation of treasury shares	庫存股份註銷	(7,686,000)	(77)
As at 31 December 2020 at HK\$0.01 each	於二零二零年十二月三十一日， 每股0.01港元	1,510,035,540	15,100

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23 SHARE CAPITAL (Continued)

During the year ended 31 December 2020, the Company repurchased a total of 7,598,000 (2019: 622,000) of its own shares on The Stock Exchange of Hong Kong Limited at prices ranging from HK\$0.079 to HK\$0.157 (2019: HK\$0.108 to HK\$0.150) per share for a total consideration of approximately HK\$747,000 (2019: HK\$76,000).

During the year ended 31 December 2019, the repurchased shares were partially cancelled before 31 December 2019 with 88,000 shares amounting to HK\$13,000 that has not yet been cancelled and are recognised in “treasury shares reserve” within the consolidated statement of financial position. Accordingly, the issued share capital of the Company was reduced by the nominal value of these shares and the premium paid on these shares upon the repurchase were charged against the share premium account. These 88,000 shares were subsequently cancelled during the year ended 31 December 2020.

24 SHARE OPTION SCHEME

The shareholders of the Company adopted a share option scheme at the annual general meeting on 18 June 2013 (the “2013 Share Option Scheme”). No share option has been granted under the 2013 Share Option Scheme since its adoption.

An option may be exercised at any time during the period to be determined and notified by the Directors to the grantee but may not be exercised after the expiry of ten years from the date of offer of that option. Option is immediately vested at the date of grant and a consideration of HK\$1 is payable upon acceptance of the offer.

The exercise price is determined by the Directors, and will not be less than the higher of the nominal value of the share on the date of offer, the closing price of the Company’s shares on the date of offer; and the average closing price of the shares for the five business days immediately preceding the date of offer.

No share option was granted or exercised during the years ended 31 December 2020 and 2019.

23 股本 (續)

於二零二零年十二月三十一日止年度，本公司在香港聯合交易所有限公司以每股價格介乎0.079港元至0.157港元（二零一九年：0.108港元至0.150港元）回購合共7,598,000股（二零一九年：622,000股）本公司股份，總代價約為747,000港元（二零一九年：76,000港元）。

截至二零一九年十二月三十一日止年度，回購之股份於二零一九年十二月三十一日前被部分註銷，而價值13,000港元之88,000股則尚未註銷並於綜合財務狀況報表內的「庫存股份儲備」中確認。因此，本公司已發行股本被該等股份的面值所削減，而回購時為該等股份支付的溢價從股份溢價賬中扣除。截至二零二零年十二月三十一日止年度，該等88,000股股份隨後被註銷。

24 購股權計劃

本公司股東於二零一三年六月十八日舉行之股東週年大會通過採納新的購股權計劃（「2013購股權計劃」）。自採納日期起，概無購股權根據2013購股權計劃獲授出。

購股權可於董事釐定並知會承授人之期間內之任何時間行使，但不得於授出日期起計滿十年後行使。購股權於授出日期立刻歸屬，而接納要約時須支付代價1港元。

行使價由董事釐定，且將不低於要約日期股份之面值、本公司股份於要約日期之收市價及股份於緊接要約日期前五個營業日之平均收市價（以較高者為準）。

截至二零二零年及二零一九年十二月三十一日止年度，概無授出購股權或概無行使購股權。

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25 OTHER RESERVES**25 其他儲備**

		Share premium reserve 股份溢價賬 儲備 HK\$'000 千港元	Capital contribution reserve 資本實繳 儲備 HK\$'000 千港元	Contributed surplus reserve 繳入盈餘 儲備 HK\$'000 千港元	Statutory reserve 法定儲備 HK\$'000 千港元	Property revaluation reserve 物業重估 儲備 HK\$'000 千港元	Exchange reserve 匯兌儲備 HK\$'000 千港元	Special reserve 特別儲備 HK\$'000 千港元	Treasury share reserve 庫存股份 儲備 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Balance at 1 January 2019	於二零一九年一月一日結餘	75,856	445	245,881	6,635	45,787	(22,385)	(1,209)	-	351,010
Other comprehensive income	其他全面收入									
Currency translation differences	貨幣換算差額	-	-	-	-	-	(9,010)	-	-	(9,010)
Total other comprehensive income	其他全面收入總額	-	-	-	-	-	(9,010)	-	-	(9,010)
Transaction with owners	與持有人進行之交易									
Acquisition of additional interest in a Mainland China subsidiary	收購一間中國內地附屬公司的額外權益	-	-	-	-	-	-	(744)	-	(744)
Repurchase of treasury shares	庫存股份回購	-	-	-	-	-	-	-	(76)	(76)
Cancellation of treasury share	庫存股份註銷	(57)	-	-	-	-	-	-	63	6
Transfer to statutory reserve	轉移至法定儲備	-	-	-	1,485	-	-	-	-	1,485
		(57)	-	-	1,485	-	-	(744)	(13)	671
Balance at 31 December 2019	於二零一九年十二月三十一日結餘	75,799	445	245,881	8,120	45,787	(31,395)	(1,953)	(13)	342,671

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25 OTHER RESERVES (Continued)**25 其他儲備 (續)**

		Share premium reserve	Capital contribution reserve	Contributed surplus reserve	Statutory reserve	Property revaluation reserve	Exchange reserve	Special reserve	Treasury share reserve	Total
		股份 溢價賬 儲備	資本實繳 儲備	繳入盈餘 儲備	法定儲備	物業重估 儲備	匯兌儲備	特別儲備	庫存股份 儲備	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
			(Note (i)) (附註(i))	(Note (iii)) (附註(iii))	(Note (iii)) (附註(iii))			(Note (iv)) (附註(iv))		
Balance at 1 January 2020	於二零二零年一月一日結餘	75,799	445	245,881	8,120	45,787	(31,395)	(1,953)	(13)	342,671
Other comprehensive income	其他全面收入									
Currency translation differences	貨幣換算差額	-	-	-	-	-	26,203	-	-	26,203
Total other comprehensive income	其他全面收入總額	-	-	-	-	-	26,203	-	-	26,203
Transaction with owners	與持有人進行之交易									
Repurchase of treasury shares	庫存股份回購	-	-	-	-	-	-	-	(747)	(747)
Cancellation of treasury share	庫存股份註銷	(683)	-	-	-	-	-	-	760	77
Transfer to statutory reserve	轉移至法定儲備	-	-	-	1,684	-	-	-	-	1,684
		(683)	-	-	1,684	-	-	-	13	1,014
Balance at 31 December 2020	於二零二零年十二月三十一日 結餘	75,116	445	245,881	9,804	45,787	(5,192)	(1,953)	-	369,888

Notes:

- (i) Capital contribution reserve represents accumulated effect of imputed interest on amount due to other related parties.
- (ii) Contribution surplus reserve represents (a) the difference between the nominal value of share capital of the Company and the aggregate amount of nominal value of share capital of subsidiaries acquired by the Company through an exchange of share pursuant to a group reorganisation which was completed on 31 December 2002 and; (b) the transfer of the share premium reserve to contributed surplus reserve which was applied to eliminate the deficit of the Company.

附註:

- (i) 資本實繳儲備指應付其他關聯人士款項之推算利息之累計影響。
- (ii) 繳入盈餘儲備指(a)本公司股本面值與本公司根據集團重組(於二零二零年十二月三十一日完成)透過股份交換所收購附屬公司股本面值總額之差額;及(b)股份溢價賬儲備撥至繳入盈餘儲備以抵銷本公司之虧絀。

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25 OTHER RESERVES (Continued)

Notes: (Continued)

- (iii) In accordance with the relevant laws and regulations in the PRC and Articles of Association of the companies incorporated in Mainland China now comprising the Group, it is required to allocate at least 10% of their after tax profit according to the PRC accounting standard and regulations to the statutory reserve until such reserve has reached 50% of registered capital. Appropriations to the enterprise expansion fund and staff welfare and bonus fund are at the discretion of the respective board of directors of the subsidiaries. The statutory surplus reserve fund can be used to offset prior years' losses, if any, and may be converted into registered capital in proportion to their existing shareholding, provided that the remaining balance of the statutory surplus reserve fund after such issue is no less than 25% of registered capital.
- (iv) The special reserve represents the amount paid to non-controlling interests in excess of carrying amount of non-controlling interests acquired upon acquisition of additional interest in subsidiaries.

On 1 April 2019, the Group acquired the remaining 30% of the equity interest of 深圳市環球數碼創意科技有限公司, an indirect subsidiary held by the Company, from the non-controlling interests of the said indirect subsidiary with a cash consideration of HK\$114,000 (RMB108,000). After the transaction, 深圳市環球數碼創意科技有限公司 became a wholly-owned subsidiary of the Group. The effect of change in the ownership interest on the equity attributable to owners of the Company during the year is summarised as follows:

Carrying amount of non-controlling interest acquired	已收購非控股權益之賬面值	(630)
Consideration paid to non-controlling interest	為非控股權益支付代價	(114)
Excess of consideration paid recognised within equity	於權益確認的額外支付代價	(744)

25 其他儲備 (續)

附註：(續)

- (iii) 根據中國有關法律法規及現由本集團組成的在中國內地註冊成立之公司的公司章程，本公司於中國成立之附屬公司須按中國會計準則及規定把其稅後溢利至少10%分配至法定盈餘儲備，直至儲備結餘達至其註冊股本之50%為止。企業擴張基金以及員工福利和獎金基金的撥款由附屬公司各自的董事會決定。法定盈餘公積金可以用來彌補以前年度的虧損(如有)，並可按其現有股權比例轉換為註冊資本，但發行後的法定盈餘公積金餘額不得少於註冊資本的25%。
- (iv) 特別儲備指自收購一間附屬公司的額外權益時，於已收購的非控制權益之賬面值以外就非控股權益支付的款項。

於二零一九年四月一日，本集團從深圳市環球數碼創意科技有限公司(本公司持有的間接附屬公司)的非控股權益收購上述間接附屬公司餘下30%股權，代價為現金114,000港元(人民幣108,000元)。於交易後，深圳市環球數碼創意科技有限公司成為本集團的全資附屬公司。所有權權益變動對本公司持有人年內應佔權益的影響概述如下：

2019
二零一九年
HK\$'000
千港元

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26 TRADE PAYABLES, ACCRUALS AND OTHER PAYABLES 26 應付貿易賬款、應計費用及其他應付款項

(i) Trade payables

The ageing analysis of the trade payables based on invoice date were as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current to 90 days	即期至90日	108	40

The carrying amounts of trade payables approximate their fair values and are denominated in RMB.

(i) 應付貿易賬款

應付貿易賬款按發票日期之賬齡分析如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current to 90 days	即期至90日	108	40

應付貿易賬款的賬面值接近其公允值，並以人民幣列值。

(ii) Accruals and other payables

Receipt in advance (Note)	預收款 (附註)	43,923	22,297
Accruals	應計費用	4,355	7,231
Salary payable	應付薪金	9,770	9,092
Deposits	按金	18,025	15,892
Construction cost payables	應付工程成本款	2,298	2,178
Other tax payables	其他應付稅額	243	628
Advance from leasees	預收租賃款項	135	312
Others	其他	6,953	4,822

Total	合計	85,702	62,452
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Denominated in:

- RMB
- HK\$
- Others

列值：

- 人民幣
- 港元
- 其他

83,206	58,918
2,496	3,040
-	494

85,702	62,452
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The carrying amounts of accruals and other payables approximate their fair values.

應計費用及其他應付款項的賬面值接近其公允值。

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26 TRADE PAYABLES, ACCRUALS AND OTHER PAYABLES (Continued)

(ii) Accruals and other payables (Continued)

Note:

On 17 December 2018, Institute of Digital Media Technology (Shenzhen) Limited* (環球數碼媒體科技研究(深圳)有限公司) (“IDMT Shenzhen”) and Foshan Global Digital Media Technology Co., Ltd.* (佛山環球數碼媒體科技有限公司) (“Foshan GDM”), both indirect wholly-owned subsidiaries of the Company, entered into a cooperation agreement (the “Cooperation Agreement”) with Foshan Xincai Property Development Co., Ltd.* (佛山信財置業開發有限公司) (“Foshan Xincai”) and Brilliant Link International Limited (信業國際有限公司) (“Brilliant Link”), both independent third parties.

Pursuant to the Cooperation Agreement, Foshan Xincai agreed to contribute a property located in Foshan to Foshan GDM as capital contribution in exchange for 10% equity interest in Foshan GDM while Brilliant Link agreed to contribute cash in the amount of RMB26,000,000 (inclusive of RMB15,000,000 (equivalent to HK\$17,815,000) that has been paid in full as at the date of the Cooperation Agreement) in aggregate to Foshan GDM in exchange for 5% equity interest in Foshan GDM. On 1 February 2019, an additional of RMB5,000,000 (equivalent to HK\$5,938,000) was paid by Brilliant Link to Foshan GDM. The full amount of the advance payment will form part of the cash consideration payable by Brilliant Link under the Cooperation Agreement.

During the year ended 31 December 2020, the legal title of the Property has been transferred to Foshan GDM at its fair value of RMB19,000,000 (equivalent to approximately HK\$21,080,000) as at date of the transfer of legal title of the Property. The corresponding amount that will form the consideration by Foshan Xincai is recognised as “receipt in advance” accordingly.

As at 31 December 2020, the transactions with Foshan Xincai and Brilliant Link are yet to be completed as the transfers of the 10% equity interest and 5% equity interest in Foshan GDM to Foshan Xincai and Brilliant Link, respectively, have not been completed (also see Note 36).

* English entity name is for identification purpose only

26 應付貿易賬款、應計費用及其他應付款項 (續)

(ii) 應計費用及其他應付款項 (續)

附註：

於二零一八年十二月十七日，環球數碼媒體科技研究(深圳)有限公司(「深圳環球數碼」)及佛山環球數碼媒體科技有限公司(「佛山環球數碼媒體」)(二者均為本公司的間接全資附屬公司)與佛山信財置業開發有限公司(「佛山信財」)及信業國際有限公司(「信業」)(二者均為獨立第三方)訂立合作協議(「合作協議」)。

根據合作協議，佛山信財同意向佛山環球數碼媒體出資位於佛山的物業，以換取佛山環球數碼媒體10%股權；及信業同意向佛山環球數碼媒體出資現金人民幣26,000,000元(當中人民幣15,000,000元(相當於17,815,000港元)於合作協議日期已支付)，以換取佛山環球數碼媒體5%股權。於二零一九年二月一日，信業額外向佛山環球數碼媒體支付人民幣5,000,000元(相當於5,938,000港元)。預付款的全額將構成信業根據合作協議應付的現金代價的一部分。

截至二零二零年十二月三十一日止年度，該物業的合法所有權已轉移至佛山環球數碼媒體，於該物業的合法所有權之轉移日期，該物業之公允值為人民幣19,000,000元(相當於約21,080,000港元)。因此，組成佛山信財代價的相應金額被確認為「預收款」。

於二零二零年十二月三十一日，由於佛山環球數碼媒體仍未完成分別向佛山信財及信業轉移其10%股權及5%股權，與佛山信財與信業的交易仍未完成(亦請參閱附註36)。

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27 PROVISION FOR RENTAL AND SETTLEMENT PAYABLES 27 應付租金及結算款撥備

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Accrued rental and settlement payables and late payment surcharge (Note)	196,570	170,208

Note:

In prior years, the Group was involved in the cultural, entertainment and related commercial property investment operation. The Cultural Park is a property project based on a framework agreement on 28 March 2007 (as supplemented on 3 April 2008) (the "Framework Agreement") entered into by 廣東環球數碼創意產業有限公司("Guangdong GDC"), a non-wholly-owned subsidiary of the Company and Pearl River Film Production, a limited liability company established in Mainland China and a state-owned enterprise, to redevelop the Cultural Park. Pursuant to the Framework Agreement, Pearl River Film Production, as the landlord of the Cultural Park, agreed to grant the property leasing right to Guangdong GDC, in return for predetermined monthly rental payments ("Predetermined Rental") from Guangdong GDC for a term up to 31 December 2045. Guangdong GDC is responsible for the design, financing, construction and operation of the Cultural Park and the funding of the entire construction project. Upon the expiration of the Framework Agreement, Guangdong GDC has to return all properties to Pearl River Film Production. After the redevelopment, the whole Cultural Park project will have a commercial area, a cultural entertainment area and a film production and development area, which was intended to be held for investment purpose.

On 11 April 2016, Pearl River Film Production as the plaintiff initiated legal proceedings against Guangdong GDC in respect of alleged breach of the Framework Agreement governing the lease and reconstruction of the Cultural Park. On 11 October 2016, 中國廣東省廣州市中級人民法院 (the "Guangzhou Intermediate People's Court") declared that the Framework Agreement was terminated as of 22 March 2016. Accordingly, the Group had been providing for rental and settlement payables based on the actual rental amounts it received from the tenants as stipulated in the rental agreements entered between the Group and these tenants, the amounts of which were higher than the Predetermined Rental stipulated in the Framework Agreement with Pearl River Film Production.

附註：

於過往年度，本集團曾參與文化、娛樂及相關商業物業投資業務。文化產業園是一個物業項目，乃根據本公司非全資附屬公司廣東環球數碼創意產業有限公司("廣東環球數碼")與珠影製片(於中國內地成立的有限責任公司及國有企業)於二零零七年三月二十八日訂立的文化產業園改造建設合作框架協議(於二零零八年四月三日補充)("框架協議")而產生。根據框架協議，珠影製片(作為文化產業園的業主)同意授出物業租賃權予廣東環球數碼，以從廣東環球數碼收取預先釐定的每月租金款項("預定租金")作為回報，期限直至二零四五年十二月三十一日。廣東環球數碼負責文化產業園的設計、融資、建設及營運，以及整個建設項目的資金。待框架協議到期後，廣東環球數碼須將所有物業歸還至珠影製片。於改造後，整個文化產業園項目將設有一個商業區、一個文化娛樂區及一個電影製作及發展區，其擬持作投資目的。

於二零一六年四月十一日，珠影製片作為原告向廣東環球數碼就涉嫌違反規管租賃及改造建設的框架協議啟動法律訴訟。於二零一六年十月十一日，中國廣東省廣州市中級人民法院("廣州中級人民法院")裁定框架協議於二零一六年三月二十二日終止。因此，本集團始終根據本集團與租戶訂立的租賃協議而向租戶收取的實際租金款額計提應付租金及結算款，該等款項高於與珠影製片訂立的框架協議所規定的預定租金。

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27 PROVISION FOR RENTAL AND SETTLEMENT PAYABLES (Continued) 27 應付租金及結算款撥備 (續)

Note: (Continued)

Since 11 October 2016, Guangdong GDC filed an appeal with the Guangzhou Intermediate People's Court and had then been engaged in numerous discussion and meetings with the representatives of Pearl River Film Production. Then, in November 2018, Pearl River Film Production issued a formal demand letter which demanded Guangdong GDC to return the entire Cultural Park and Pearl River Film Production also attempted to take possession of the Cultural Park without the consent of the Group (the "November Incident"). On 1 December 2018, upon the lapse of the appeal period and the November Incident, the Group decided to derecognise the investment property and cease recognition of all revenue in relation to the operation of the Cultural Park. The Cultural Park operation was classified as discontinued operation since 1 December 2018.

Subsequently, in April 2019, Guangdong GDC received a total of three summons from 中國廣州市海珠區人民法院 (the "People's Court of Haizhu District") and the Guangzhou Intermediate People's Court. According to the summons, Pearl River Film Production initiated legal proceedings against Guangdong GDC to require it to return the entire Cultural Park as well as to claim for property occupation fee of the Cultural Park, certain parking spaces and related interests to the extent of RMB175.2 million and RMB12.1 million, respectively, up to 22 March 2019, which were in excess of both the Predetermined Rental stipulated in the Framework Agreement as well as the actual rental amounts the Group had received from its tenants. In July 2019, Guangdong GDC, as a plaintiff, filed a lawsuit against Pearl River Film Production and claimed for the compensation of damages in respect of the November Incident.

A civil judgement (the "Civil Judgement") dated 30 December 2019 from the Guangzhou Intermediate People's Court was received by the Group pursuant to which Guangdong GDC shall pay property occupation fee of the Cultural Park and related interest for the period from 23 March 2016 to 11 September 2019 in the amounts of approximately RMB41.7 million and RMB3.8 million, respectively; on the basis that the property occupation fee shall be calculated based on the Predetermined Rental as stipulated in the Framework Agreement. All other claims made by Pearl River Film Production were dismissed. Subsequently, Guangdong GDC and Pearl River Film Production both filed appeals with the Guangzhou Intermediate People's Court on 6 January 2020 and 14 January 2020, respectively on various matters about the Civil Judgement.

附註：(續)

自二零一六年十月十一日起，廣東環球數碼向廣州中級人民法院提出上訴並與珠影製片的代表進行多輪商談及會議。其後，於二零一八年十一月，珠影製片發出正式要求函件，要求廣東環球數碼歸還全部文化產業園，且珠影製片亦試圖在未經本集團同意情況下佔有文化產業園（「十一月事件」）。於二零一八年十二月一日，待上訴期失效及十一月事件後，本集團決定悉數減值投資物業並終止確認與文化產業園營運有關的所有收益。文化產業園營運亦自二零一八年十二月一日起獲歸類為已終止經營業務。

其後，於二零一九年四月，廣東環球數碼接獲中國廣州市海珠區人民法院（「海珠區人民法院」）及廣州中級人民法院的合共三份傳票。根據該等傳票，珠影製片對廣東環球數碼提出訴訟，要求歸還全部文化產業園並要求支付直至二零一九年三月二十二日的文化產業園、若干停車場之場地的物業使用費及相關利息分別約人民幣175,200,000元及人民幣12,100,000元，該等款項超出框架協議的預定租金以及本集團從其租戶收取的實際租金款額。於二零一九年七月，廣東環球數碼作為原告，向珠影製片提出訴訟並要求賠償與十一月事件有關的損失。

一份日期為二零一九年十二月三十日的民事判決書（「民事判決書」）由廣州中級人民法院送達本集團，據此，廣東環球數碼須支付由二零一六年三月二十三日至二零一九年九月十一日期間的文化產業園之場地和物業使用費及相關利息分別約人民幣41,700,000元及人民幣3,800,000元；場地和物業使用費乃按照框架協議所規定的預定租金計算。珠影製片的所有其他訴求申請則被駁回。其後，廣東環球數碼及珠影製片均分別於二零二零年一月六日及二零二零年一月十四日就民事判決書的不同事項向廣州中級人民法院提出上訴。

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27 PROVISION FOR RENTAL AND SETTLEMENT PAYABLES (Continued) 27 應付租金及結算款撥備 (續)

Note: (Continued)

With respect to the parking space that was governed by a separate agreement dated 1 August 2012 (referred to as "Parking Space Agreement"), a civil judgement ("Parking Spaces Civil Judgement") dated 30 April 2020 from the People's Court of Haizhu District was received by the Group pursuant to which Guangdong GDC shall pay property occupation fee of these parking spaces and related interest for the period from 1 August 2015 to 21 June 2018 in the amounts of approximately RMB3.9 million and RMB0.7 million, respectively; on the basis that the property occupation fee shall relate to those parking spaces subject to the Parking Spaces Agreement only and exclude parking spaces located within the Cultural Park that the People's Court of Haizhu District viewed to be within the scope of the Framework Agreement and had been dealt with in the Civil Judgement dated 30 December 2019. Subsequently, Guangdong GDC and Pearl River Film Production both filed appeals with the Guangzhou Intermediate People's Court on 16 May 2020 and 28 May 2020, respectively, with respect to the number of parking spaces subject to the property occupation fee. On 27 September 2020, Guangzhou Intermediate People's Court uphold the original ruling of the People's Court of Haizhu District as final judgement of this civil case. On 11 November 2020, the corresponding occupation fee of RMB4.6 million had been paid to Pearl River Film Production. A court order from the People's Court of Haizhu District was received on 19 November 2020, notifying Guangdong GDC the closure of this civil case.

Management engaged an independent external lawyer to assist in assessing the magnitude and likelihood of occurrence for the possible outcomes of the litigation as of 31 December 2020 and 31 December 2019 based on the relevant information obtainable at the relevant stage of the litigation, including court decisions and related legal correspondence. Management also engaged an independent external valuer to assist in assessing the fair value of the economic benefits that could be derived from the Cultural Park during the periods in dispute.

Based on the magnitude and likelihood of occurrence for the possible outcomes of the current litigation status as advised by the legal advisors, and with reference to the valuation results from the external valuer, management determined that provision for rental and settlement payables in relation to the litigation amounting to HK\$196.6 million and HK\$170.2 million is required as at 31 December 2020 and 31 December 2019, respectively based on their best estimate.

As at 31 December 2020, restricted bank deposits of approximately HK\$36,462,000 (2019: HK\$34,802,000) were held at a bank account (2019: two) according to a court order granted to preserve these bank accounts for litigation claims relating to the Cultural Park.

附註：(續)

就一份日期為二零一二年八月一日之獨立協議所監管的停車位而言(簡稱為「停車位協議」)，本公司收到海珠區人民法院日期為二零二零年四月三十日的民事判決書(「停車位民事判決書」)，據此廣東環球數碼須支付由二零一五年八月一日至二零一八年六月二十一日止期間的該等停車位物業使用費及相關利息分別約為人民幣3,900,000元及人民幣700,000元；物業使用費僅按與停車位協議所規限的該等停車位為基礎，且排除海珠區人民法院認為屬於框架協議範圍內及已於日期為二零一九年十二月三十日之民事判決書所處理之位處文化產業園內的該等停車位。其後，廣東環球數碼及珠影製片就物業使用費所限的停車位數目分別於二零二零年五月十六日及二零二零年五月二十八日向廣州中級人民法院提出上訴。於二零二零年九月二十七日，廣州中級人民法院維持原海珠區人民法院的裁定，作為此民事案件的最終判決。於二零二零年十一月十一日，已向珠影製片支付相應的使用費人民幣4,600,000元。本公司於二零二零年十一月十九日接獲海珠區人民法院的法令，當中通知廣東環球數碼此民事案件結案。

管理層委聘一名獨立的外部律師，根據在訴訟相關階段可獲得的有關資料(包括法院的決定及相關法律後果)，協助評估截至二零二零年十二月三十一日及二零一九年十二月三十一日訴訟可能產生後果的程度及可能性。管理層亦委聘獨立的外部估值師協助評估於爭議期間可能從文化產業獲得的經濟利益的公允值。

根據法律顧問所告知的當前訴訟狀態可能結果發生的程度及可能性，並參考外部估值師的評估結果，管理層釐定，於二零二零年十二月三十一日及二零一九年十二月三十一日，與訴訟有關的應付租金及結算款所需的撥備分別為196,600,000港元及170,200,000港元，乃根據其最佳估計得出。

於二零二零年十二月三十一日，按照法院就文化產業園訴訟索償頒佈保全銀行賬戶的法令，有限制銀行存款約36,462,000港元(二零一九年：34,802,000港元)存放在一個銀行賬戶(二零一九年：兩個)。

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28 DEFERRED GOVERNMENT GRANT**28 遞延政府補助**

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Deferred government grant	遞延政府補助	738	1,509
Less: Current portion	減：流動部分	(548)	(817)
		190	692

As at 31 December 2020, deferred government grant mainly represents government grants from the PRC amounted to HK\$738,000 (2019: HK\$1,509,000) which was to subsidise the Group for the acquisition of certain equipment for usage in CG production projects.

During the year ended 31 December 2020, HK\$824,000 (2019: HK\$975,000) is recognised in "other income" upon the completion of the project.

於二零二零年十二月三十一日，遞延政府補助主要為來自中國的政府補助738,000港元（二零一九年：1,509,000港元），用以補貼本集團購買用於電腦圖像製作項目的若干設備。

截至二零二零年十二月三十一日止年度，項目完成後在「其他收入」中確認824,000港元（二零一九年：975,000港元）。

29 DEFERRED INCOME TAX

The analysis of deferred tax liabilities is as follows:

29 遞延所得稅

遞延稅項負債的分析如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Deferred tax liabilities	遞延稅項負債		
– to be realised after 12 months	– 十二個月後實現	20,974	19,467

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29 DEFERRED INCOME TAX (Continued)

The net movement on the deferred income tax account is as follows:

		Fair value change of investment property 投資物業之 公允值變動 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	15,453	864	16,317
Reclassification from current income tax payable (Credited)/charged to consolidated statement of comprehensive income	從應付即期所得稅項 重新分類 於綜合全面收入報表 (計入) / 扣除	-	1,302	1,302
Exchange realignment	匯兌調整	(335)	2,596	2,261
		(319)	(94)	(413)
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日 及二零二零年一月一日	14,799	4,668	19,467
Charged/(credited) to consolidated statement of comprehensive income (Note 12)	於綜合全面收入報表 扣除 / (計入) (附註12)	466	(243)	223
Exchange realignment	匯兌調整	993	291	1,284
At 31 December 2020	於二零二零年十二月三十一日	16,258	4,716	20,974

As at 31 December 2020, deferred income tax liabilities of HK\$10,557,000 (2019: HK\$9,313,000) have not been recognised for the withholding tax that would be payable on the unremitted earnings of subsidiaries in Mainland China. The unremitted earnings are to be used for reinvestment. The deferred income tax liability is not recognised where the timing of the reversal of the temporary differences is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

29 遞延所得稅 (續)

遞延所得稅項之淨變動如下：

		Fair value change of investment property 投資物業之 公允值變動 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	15,453	864	16,317
Reclassification from current income tax payable (Credited)/charged to consolidated statement of comprehensive income	從應付即期所得稅項 重新分類 於綜合全面收入報表 (計入) / 扣除	-	1,302	1,302
Exchange realignment	匯兌調整	(335)	2,596	2,261
		(319)	(94)	(413)
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日 及二零二零年一月一日	14,799	4,668	19,467
Charged/(credited) to consolidated statement of comprehensive income (Note 12)	於綜合全面收入報表 扣除 / (計入) (附註12)	466	(243)	223
Exchange realignment	匯兌調整	993	291	1,284
At 31 December 2020	於二零二零年十二月三十一日	16,258	4,716	20,974

於二零二零年十二月三十一日，並無就中國內地附屬公司未匯出盈利之應付預扣稅確認遞延所得稅負債10,557,000港元(二零一九年：9,313,000港元)。未匯出盈利將用於再投資。由於本集團能夠控制暫時差額之回撥時間，且該等暫時差額於可見將來不會被回撥，因此不確認遞延所得稅負債。

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29 DEFERRED INCOME TAX (Continued)

Deferred income tax assets are recognised for tax loss carry-forward to the extent that the realisation of the related tax benefit through the future taxable profits is probable. As at 31 December 2020, the Group did not recognise deferred income tax assets of HK\$3,617,000 (2019: HK\$4,573,000) in respect of losses amounting to HK\$26,209,000 (2019: HK\$19,697,000) that can be carried forward against future taxable income.

No deferred tax asset has been recognised in respect of the above tax losses due to unpredictability of future profit streams.

The expiry date for the unused tax losses is as follows:

29 遞延所得稅 (續)

就結轉的稅務虧損而確認的遞延所得稅資產僅限於有關之稅務利益有可能透過未來應課稅溢利實現的部分。於二零二零年十二月三十一日，本集團並未就可結轉的虧損26,209,000港元(二零一九年：19,697,000港元) 確認遞延所得稅資產3,617,000港元(二零一九年：4,573,000港元) 以可沖抵未來應課稅收入。

由於未來利潤流的不可預測性，因此未就上述稅務虧損確認任何遞延稅項資產。

未動用稅務虧損之到期日如下：

		2020	2019
		二零二零年	二零一九年
		HK\$'000	HK\$'000
		千港元	千港元
Within 1 year	一年以內	3,374	468
Between 1 - 2 years	一至二年	-	3,405
Between 2 - 3 years	二至三年	-	-
Between 3 - 4 years	三至四年	684	-
Between 4 - 5 years	四至五年	6,379	-
Without expiry date	無到期日	15,772	15,824
		26,209	19,697

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30 FINANCIAL INSTRUMENTS BY CATEGORY

The following is an analysis of financial instruments by category:

30 金融工具之分類

以下是按類別對金融工具的分析：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Financial assets	金融資產		
Financial assets at amortised cost	按攤銷成本計量之金融資產		
– Trade receivables (Note 21)	– 應收貿易賬款 (附註21)	10,178	7,778
– Other receivables and deposits (excluding non-financial assets) (Note 21)	– 其他應收款項及按金 (非金融資產類除外) (附註21)	4,759	1,995
– Restricted bank deposits (Note 22)	– 有限制銀行存款 (附註22)	36,462	34,802
– Cash and cash equivalents (Note 22)	– 現金及現金等值物 (附註22)	306,850	270,251
		358,249	314,826
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Financial liabilities	金融負債		
Financial liabilities at amortised cost	按攤銷成本計量之金融負債		
– Trade payables (Note 26)	– 應付貿易賬款 (附註26)	108	40
– Other payables (excluding non-financial liabilities)/(Note 26)	– 其他應付款項 (非金融負債類除外) (附註26)	31,500	29,988
Lease liabilities (Note 17)	– 租賃負債 (附註17)	497	2,117
		32,105	32,145

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31 CASH GENERATED FROM OPERATIONS**31 經營所得之現金**

(a) Reconciliation of profit before income tax to cash generated from operations

(a) 除所得稅前溢利與經營產生的現金的對賬

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
	Note 附註		
Profit before income tax from	除所得稅前之溢利：		
– Continuing operations	– 持續經營業務	10,496	24,148
– Discontinued operation	– 已終止經營業務	(1,033)	(16,061)
Profit before income tax		9,463	8,087
Adjustments for:	就以下項目作出調整：		
– Depreciation of property, plant and equipment	– 物業、廠房及設備的折舊	2,589	2,364
– Depreciation of right-of-use assets	– 使用權資產折舊	17	1,728
– Provision for impairment of financial assets and contract assets	– 金融資產及合約資產之減值撥備	21	1,405
– Fair value (gain)/loss on investment property	– 投資物業之公允值(收益)／虧損	18	1,339
– (Reversal of provision for)/provision for accrued rental and settlement payables	– 應付租金及結算款(撥回撥備)／撥備	15	6,505
– Government grants related to property, plant and equipment	– 與物業、廠房及設備相關之政府補助	6	(975)
– Interest income	– 利息收入	(5,726)	(6,981)
– Finance cost on lease liabilities	– 租賃負債的融資成本	11	135
– Gains on disposal of property, plant and equipment	– 出售物業、廠房及設備的收益	31(b)	(30)
– Provision for impairment of movies and television programmes rights and productions work in progress	– 電影及電視節目版權和在製節目之減值撥備	20	6,181
– Amortisation of movies and television programmes rights	– 電影及電視節目版權攤銷	20	7,958

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31 CASH GENERATED FROM OPERATIONS 31 經營所得之現金 (續)

(Continued)

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
		Note 附註	
(a) Reconciliation of profit before income tax to cash generated from operations (Continued)	(a) 除所得稅前溢利與經營產生的現金的對賬 (續)		
Operating profit before changes in working capital	營運資金變動前之經營溢利	5,747	27,533
Changes in working capital:	營運資金之變動：		
Restricted bank deposits	有限制銀行存款	581	(35,434)
Trade receivables	應收貿易賬款	(2,378)	217
Deposits, prepayments and other receivables	按金、預付款及 其他應收款項	(3,307)	938
Trade payables	應付貿易賬款	62	38
Accruals and other payables	應計費用及 其他應付款項	(2,727)	5,474
Provision for rental and settlement payables	應付租金及結算款撥備	22,100	38,430
Contract liabilities	合約負債	4,098	(4,172)
Contract assets	合約資產	5,088	(5,648)
Cash generated from operations	經營所得之現金	29,264	27,376

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
(b) In the consolidated statement of cash flows, proceeds from disposal of property, plant and equipment comprise:	(b) 在綜合現金流量表中，出售物業、廠房和設備之所得款項包括：		
Net book amount (Note 16)	賬面淨值 (附註16)	45	3
Gains on disposal of property, plant and equipment	出售物業、廠房和設備的收益	30	213
Proceeds from disposal of property, plant and equipment	出售物業、廠房和設備的所得款項	75	216

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31 CASH GENERATED FROM OPERATIONS 31 經營所得之現金 (續)

(Continued)

(c) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities 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.

(c) 因融資活動產生的負債的對賬

下表詳述本集團因融資活動產生的負債的變動(包括現金及非現金變動)。因融資活動產生的負債為現金流量或未來現金流量於本集團綜合現金流量表中分類列作融資活動現金流量的負債。

		Lease liabilities 租賃負債 HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	3,746
Cash flow from operating activities	經營活動現金流量	
– Interest paid	– 已付利息	(135)
Cash flow from financing activities	融資活動現金流量	
– Capital element on lease liabilities	– 租賃負債之資本部分	(1,629)
Non-cash movement	非現金變動	135
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日	2,117
Cash flow from operating activities	經營活動現金流量	
– Interest paid	– 已付利息	(65)
Cash flow from financing activities	融資活動現金流量	
– Capital element on lease liabilities	– 租賃負債之資本部分	(1,694)
Acquisition – leases	收購–租賃	77
Disposal – leases	出售–租賃	(3)
Non-cash movement	非現金變動	65
At 31 December 2020	於二零二零年十二月三十一日	497

The non-cash movements represent the related finance cost of HK\$65,000 (2019: HK\$135,000) (Note 11) arising from the lease liabilities.

非現金變動指因租賃負債而產生的相關融資成本65,000港元(二零一九年: 135,000港元)(附註11)。

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32 COMMITMENTS**Operating lease commitments – Group as lessor**

The investment property is leased to tenants under operating leases with rentals payable monthly.

Minimum lease payments receivable on leases of investment property are as follows:

		2020	2019
		二零二零年	二零一九年
		HK\$'000	HK\$'000
		千港元	千港元
Within 1 year	一年以內	37,887	41,992
Between 1 and 2 years	一至兩年	18,010	29,392
Between 2 and 3 years	兩至三年	13,783	14,993
Between 3 and 4 years	三至四年	12,198	12,338
Between 4 and 5 years	四至五年	10,170	11,231
Later than 5 years	五年以上	17,472	27,025
		109,520	136,971

33 CONTINGENT LIABILITIES

As detailed in Note 27, the Group is subject to uncertainty regarding the final outcome of the litigation claim. Having considered the various possible outcome of the current litigation status, management considered a provision for rental and settlement payables amounting to HK\$196,570,000 as at 31 December 2020 to be sufficient and not excessive.

32 承擔**經營租賃承擔—本集團作為出租人**

投資物業根據經營租賃租予租戶，租金須按月支付。

投資物業租賃的最低應收租賃付款如下：

33 或然負債

誠如附註27所述，本集團在訴訟索賠的最終結果方面存在不明朗因素。經考慮當前訴訟狀態的各種可能結果後，管理層認為於二零二零年十二月三十一日的應付租金及結算款撥備196,570,000港元乃屬足夠且不超額。

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34 RELATED PARTY TRANSACTIONS

The Company is controlled by Shougang Group Co., Ltd, which owns 41% of the Company's shares.

The following transactions were carried out with related parties:

(a) Consultancy fee

Consultancy fee charged by Shougang Holding (Hong Kong) Limited	首鋼控股(香港)有限公司收取的顧問費
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2,880

Consultancy fee charges are negotiated with the related company with terms mutually agreed with the relevant parties.

(b) Key management compensation

Salaries and other short-term employee benefits	薪金及其他短期僱員福利
Post-employment benefit	退休福利

5,871**163****6,034****34 關聯人士交易**

本公司由首鋼集團有限公司控制，其擁有本公司之41%股份。

與關聯方進行了以下交易：

(a) 顧問費

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
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2,880

顧問費用乃與關聯公司按與關聯方相互協定的條款協商。

(b) 主要管理人員薪酬

2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
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5,042

129

5,171

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34 RELATED PARTY TRANSACTIONS (Continued)**34 關聯人士交易 (續)**

(c) Year end balances

(c) 年末結餘

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Amount due from an associate, at cost	應收一間聯營公司款項， 按成本	984	924
Less: Provision for impairment of amount due from an associate	減：應收一間聯營公司款項 之減值撥備	(984)	(940)
Exchange realignment	匯兌調整	-	16
		-	-

The receivable from related party is unsecured, interest-free and receivable on demand. The carrying values of the balance approximates its fair value.

應收關聯人士款項為無抵押、免息及須按要求應收。餘額的賬面值接近其公允值。

For the year ended 31 December 2020, provision for impairment of amount due from an associate of HK\$ Nil (2019: HK\$940,000) was recognised and included in the consolidated statement of comprehensive income within "provision for impairment of financial assets and contract assets".

截至二零二零年十二月三十一日止年度，已確認應收一間聯營公司款項之減值撥備零港元（二零一九年：940,000港元），並計入綜合全面收入報表的「金融資產及合約資產之減值撥備」內。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報告附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

34 RELATED PARTY TRANSACTIONS (Continued)**34 關聯人士交易 (續)****(d) Subsidiaries**

The following is a list of the principal subsidiaries:

(d) 附屬公司

主要附屬公司列表如下：

Name of subsidiary 附屬公司名稱	Place of incorporation or establishment and kind of legal entity 註冊成立或成立地點及法團種類	Principal activities and place of operation 主要業務和營運地點	Issued and fully paid share capital/ register and paid-up capital 已發行及繳足股本/註冊及實繳股本 (Note) (附註)	Proportion of ownership interest held by the Company 本公司持有之擁有權比例	
				2020 二零二零年	2019 二零一九年
Direct subsidiary 直接附屬公司					
GDC Holdings Limited	British Virgin Islands ("BVI"), limited liability company 英屬處女群島，(「英屬處女群島」)， 有限責任公司	Investment holding in Hong Kong 於香港投資控股	US\$5,214,181 5,214,181美元	100%	100%
Indirect subsidiaries 間接附屬公司					
GDC Asset Management Limited	BVI, limited liability company 英屬處女群島， 有限責任公司	Animation investment in Hong Kong 於香港投資動畫	US\$1 1美元	100%	100%
GDC China Limited 環球數碼中國有限公司	Hong Kong, limited liability company 香港，有限責任公司	Investment holding in Hong Kong 於香港投資控股	HK\$2 2港元	100%	100%
GDC International Limited 環球數碼國際有限公司	Samoa, limited liability company 薩摩亞群島， 有限責任公司	Provision of CG animation creation and production services in Hong Kong 於香港提供電腦圖像動畫 創作及製作服務	US\$1 1美元	100%	100%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報告附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

34 RELATED PARTY TRANSACTIONS (Continued)**34 關聯人士交易 (續)****(d) Subsidiaries (Continued)****(d) 附屬公司 (續)**

Name of subsidiary 附屬公司名稱	Place of incorporation or establishment and kind of legal entity 註冊成立或成立地點及法團種類	Principal activities and place of operation 主要業務和營運地點	Issued and fully paid share capital/ register and paid-up capital 已發行及繳足股本/註冊及實繳股本 (Note) (附註)	Proportion of ownership interest held by the Company 本公司持有之擁有權比例	
				2020 二零二零年	2019 二零一九年
Indirect subsidiaries (Continued) 間接附屬公司 (續)					
GDC Management Services Limited 環球數碼管理服務有限公司	Hong Kong, limited liability company 香港, 有限責任公司	Provision of administration and management service in Hong Kong 於香港提供行政及管理服務	HK\$2 2港元	100%	100%
GDC Cultural Parks Limited 環球數碼創意文化產業園有限公司	Hong Kong, limited liability company 香港, 有限責任公司	Investment holding in Hong Kong 於香港投資控股	HK\$1 1港元	100%	100%
GDC International Limited 環球數碼國際有限公司	Hong Kong, limited liability company 香港, 有限責任公司	Provision of CG animation creation and production services in Hong Kong 於香港提供電腦圖像動畫創作及製作服務	HK\$1 1港元	100%	100%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報告附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

34 RELATED PARTY TRANSACTIONS (Continued)**34 關聯人士交易 (續)****(d) Subsidiaries (Continued)****(d) 附屬公司 (續)**

Name of subsidiary 附屬公司名稱	Place of incorporation or establishment and kind of legal entity 註冊成立或成立地點及法團種類	Principal activities and place of operation 主要業務和營運地點	Issued and fully paid share capital/ register and paid-up capital 已發行及繳足股本/註冊及實繳股本 (Note) (附註)	Proportion of ownership interest held by the Company 本公司持有之擁有權比例	
				2020 二零二零年	2019 二零一九年
Indirect subsidiaries (Continued) 間接附屬公司 (續)					
廣東環球數碼創意產業有限公司	Mainland China, limited liability company [#]	Provision of culture, entertainment and related commercial property investment in Mainland China 於中國內地提供文化、娛樂及相關商業物業發展投資	RMB10,000,000 人民幣 10,000,000元	68%	68%
廣東環球數碼創意產業有限公司	中國內地，有限責任公司 [#]	於中國內地提供文化、娛樂及相關商業物業發展投資	人民幣 10,000,000元		
環球數碼媒體科技研究(深圳)有限公司	Mainland China, limited liability company*	Provision of CG and animation creation and production services, development of multimedia software and hardware, provision of related technical consultancy services and property holding in Mainland China 於中國內地提供電腦圖像及動畫創作及製作服務、開發多媒體軟體及硬體以及提供相關技術顧問服務及持有物業	US\$30,000,000 30,000,000美元	100%	100%
環球數碼媒體科技研究(深圳)有限公司	中國內地，有限責任公司*	於中國內地提供電腦圖像及動畫創作及製作服務、開發多媒體軟體及硬體以及提供相關技術顧問服務及持有物業	30,000,000美元		
深圳市環球數碼影視文化有限公司	Mainland China, limited liability company	Animation Investment in Mainland China 於中國內地投資動畫	RMB3,000,000 人民幣 3,000,000元	100%	100%
深圳市環球數碼影視文化有限公司	中國內地，有限責任公司	於中國內地投資動畫	人民幣 3,000,000元		
深圳市南山區環球數碼培訓學校	Mainland China, private non-enterprise institution	Provision of CG and animation training in Mainland China 於中國內地提供電腦圖像及動畫製作培訓	RMB200,000 人民幣 200,000元	100%	100%
深圳市南山區環球數碼培訓學校	中國內地，民辦非企業單位	於中國內地提供電腦圖像及動畫製作培訓	人民幣 200,000元		

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綜合財務報告附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

34 RELATED PARTY TRANSACTIONS (Continued)**34 關聯人士交易 (續)****(d) Subsidiaries (Continued)****(d) 附屬公司 (續)**

Name of subsidiary 附屬公司名稱	Place of incorporation or establishment and kind of legal entity 註冊成立或成立地點及法團種類	Principal activities and place of operation 主要業務和營運地點	Issued and fully paid share capital/register and paid-up capital 已發行及繳足股本/註冊及實繳股本 (Note) (附註)	Proportion of ownership interest held by the Company 本公司持有之擁有權比例	
				2020 二零二零年	2019 二零一九年
Indirect subsidiaries (Continued) 間接附屬公司 (續)					
廣州高尚商業經營管理有限公司	Mainland China, limited liability company [#] 中國內地，有限責任公司 [#]	Provision of building management service in Mainland China 於中國內地提供物業管理服務	RMB1,000,000 人民幣 1,000,000元	68%	68%
北京風雲環球數碼傳媒技術有限公司	Mainland China, limited liability company 中國內地，有限責任公司	Provision of graphic animation creation in Mainland China 於中國內地提供圖像動畫創作	RMB15,000,000 人民幣 15,000,000元	100%	100%
深圳市環球數碼創意科技有限公司	Mainland China, limited liability company 中國內地，有限責任公司	Provision of graphic animation creation in Mainland China 於中國內地提供圖像動畫創作	RMB2,000,000 人民幣 2,000,000元	100%	100%
深圳市環球物業管理有限公司	Mainland China, limited liability company 中國內地，有限責任公司	Provision of building management service in Mainland China 於中國內地提供物業管理服務	RMB1,000,000 人民幣 1,000,000元	100%	100%

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綜合財務報告附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

34 RELATED PARTY TRANSACTIONS (Continued)**34 關聯人士交易 (續)****(d) Subsidiaries (Continued)****(d) 附屬公司 (續)**

Name of subsidiary	Place of incorporation or establishment and kind of legal entity	Principal activities and place of operation	Issued and fully paid share capital/ register and paid-up capital	Proportion of ownership interest held by the Company	
附屬公司名稱	註冊成立或成立地點及法團種類	主要業務和營運地點	已發行及繳足股本/註冊及實繳股本	本公司持有之擁有權比例	
			(Note) (附註)	2020	2019
				二零二零年	二零一九年
Indirect subsidiaries (Continued)					
間接附屬公司 (續)					
佛山環球數碼媒體科技有限公司	Mainland China, limited liability company	Provision of CG and animation creation and production services in Mainland China	RMB10,000,000	100%	100%
佛山環球數碼媒體科技有限公司	中國內地，有限責任公司	於中國內地提供電腦圖像動畫創作及製作服務	人民幣 10,000,000元		
#	Registered as foreign investment enterprises in Mainland China		#	於中國內地註冊為外商投資企業	
*	Registered as wholly-owned foreign enterprise in Mainland China		*	於中國內地註冊為外商獨資企業	

Note:

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affect 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.

附註：

上表僅載列董事認為對本集團之業績或資產有主要影響之附屬公司。董事認為載列所有附屬公司詳情將令篇幅過於冗長。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報告附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

35 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY 35 本公司財務狀況報表和儲備變動

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
	Note 附註		
ASSETS			
Non-current asset	資產 非流動資產		
Investment in a subsidiary	於附屬公司之投資	-	-
Current assets	流動資產		
Deposits, prepayments and other receivables	按金、預付款及 其他應收款項	401	400
Cash and cash equivalents	現金及現金等值物	4,554	5,401
		4,955	5,801
Total assets	資產總額	4,955	5,801
EQUITY AND LIABILITIES	權益和負債		
Equity attributable to owners of the Company	本公司持有人應佔權益		
Share capital	股本	15,100	15,177
Reserves	儲備	290,218	290,888
Accumulated losses	累計虧損	(301,559)	(301,494)
Total equity	權益總額	3,759	4,571
LIABILITIES	負債		
Current liability	流動負債		
Accruals and other payables	應計費用及其他應付款項	1,196	1,230
Total liabilities	負債總額	1,196	1,230
Total equity and liabilities	權益和負債總額	4,955	5,801

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報告附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

35 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(Continued)

Note (a) Reserves and accumulated losses movements of the Company

35 本公司財務狀況報表和儲備變動 (續)

附註(a) 本公司之儲備及累計虧損變動

		Share premium reserve 股份溢價儲備 HK\$'000 千港元	Contributed surplus reserve 繳入盈餘儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Treasury share reserve 庫存股份儲備 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	75,856	215,102	(305,716)	-	(14,758)
Profit for the year	本年度溢利	-	-	4,222	-	4,222
Repurchase of treasury shares	庫存股份回購	-	-	-	(76)	(76)
Cancellation of treasury shares	庫存股份註銷	(57)	-	-	63	6
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日	75,799	215,102	(301,494)	(13)	(10,606)
Loss for the year	本年度虧損	-	-	(65)	-	(65)
Repurchase of treasury shares	庫存股份回購	-	-	-	(747)	(747)
Cancellation of treasury shares	庫存股份註銷	(683)	-	-	760	77
At 31 December 2020	於二零二零年十二月三十一日	75,116	215,102	(301,559)	-	(11,341)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報告附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

36 EVENTS OCCURRING AFTER THE REPORTING PERIOD

- (i) As set out in more detail in Note 26, 10% equity interest in Foshan GDM has been transferred to Foshan Xincai on 11 January 2021 following which Foshan GDM is owned as to approximately 90.00% by the Group.
- (ii) A final judgement under civil case dated 8 February 2021 from Guangzhou Intermediate People's Court was received by the Group pursuant to which Guangdong GDC shall return the Cultural Park to Pearl River Film Production within a specified period.
- (iii) A notice of response to civil re-trial petitions dated 8 March 2021 from 中國廣東省高級人民法院("Guangdong Higher People's Court") was received by the Group pursuant to which Pearl River Film Production has initiated a re-trial of the legal proceedings regarding Parking Spaces Civil Judgement.

36 報告期後發生之事項

- (i) 佛山環球數碼媒體的10%股權已於二零二一年一月十一日轉讓予佛山信財，轉讓完成後，本集團仍擁有佛山環球數碼媒體約90.00%股權，更多詳情披露於附註26。
- (ii) 本集團收到廣州中級人民法院於二零二一年二月八日就民事案件作出的最終判決，據此廣東環球數碼須於限期內將文化產業園歸還予珠影製片。
- (iii) 本集團收到中國廣東省高級人民法院(「廣東高級人民法院」)日期為二零二一年三月八日的《民事申請再審案件應訴通知書》，據此珠影製片就停車位民事判決書提起再審的法律程序。

FIVE YEARS FINANCIAL SUMMARY

五年財務摘要

CONSOLIDATED RESULTS

綜合業績

		For the year ended 31 December 截至十二月三十一日止年度				
		2016 二零一六年 HK\$'000 千港元 (Restated) (重列)	2017 二零一七年 HK\$'000 千港元 (Restated) (重列)	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Continuing operations	持續經營業務					
Revenue	收益	96,454	80,762	107,642	96,771	78,635
Profit/(loss) from operations	經營溢利／(虧損)	13,358	(40,882)	21,004	24,283	10,561
Finance cost	融資成本	-	-	-	(135)	(65)
Share of loss of an associate	應佔一間聯營公司之虧損	-	(23)	-	-	-
Profit/(loss) before income tax	除所得稅前溢利／(虧損)	13,358	(40,905)	21,004	24,148	10,496
Income tax expense	所得稅開支	(4,800)	(535)	(11,320)	(3,460)	(2,389)
Profit/(loss) for the year from continuing operations	本年度來自持續經營業務之溢利／(虧損)	8,558	(41,440)	9,684	20,688	8,107
Discontinued operations	已終止經營業務					
(Loss)/profit for the year from discontinued operations	本年度來自已終止經營業務之(虧損)／溢利	(103,852)	17,425	(456,221)	(16,258)	(1,035)
(Loss)/profit for the year	本年度(虧損)／溢利	(95,294)	(24,015)	(446,537)	4,430	7,072

CONSOLIDATED ASSETS AND LIABILITIES

綜合資產及負債

		At 31 December 於十二月三十一日				
		2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Total assets	資產總額	996,785	1,030,888	534,282	573,561	650,302
Total liabilities	負債總額	(151,559)	(155,133)	(223,447)	(264,830)	(317,202)
Net assets	資產淨值	845,226	875,755	310,835	308,731	333,100

PARTICULARS OF INVESTMENT PROPERTY

投資物業摘要

Details of the Group's investment property at the end of the reporting period are as follows:

以下為於報告期末本集團名下之投資物業詳情：

Location 地點	Existing use 現有用途	Lease term 租賃期	Attributable interest of the Group 本集團應佔權益
No. 9, Gaoxin Central Avenue 3rd Nanshan District, Shenzhen the People's Republic of China 中華人民共和國深圳市南山區高新中三道9號	Commercial 商業	Medium 中期	100% 100%



環球數碼

Global Digital Creations Holdings Limited
環球數碼創意控股有限公司