新威斯頓
NewWestern

新威斯頓集團有限公司
New Western Group Limited

(Incorporated in the Cayman Islands with limited liability)
（於開曼群島註冊成立之有限公司）
Stock Code 股份代號: 8242

2020
Annual Report
年報

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

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香港聯合交易所有限公司(「聯交所」)GEM的特色

GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在主板上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

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本報告的資料乃遵照聯交所GEM證券上市規則(「GEM上市規則」)而刊載，旨在提供有關新威斯頓集團有限公司(「本公司」)的資料；本公司的董事(「董事」)願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導。

CONTENTS
目錄

Corporate Information	2	公司資料
Chairman's Statement	5	主席報告書
Management Discussion and Analysis	7	管理層討論及分析
Corporate Governance Report	20	企業管治報告
Profiles of Directors and Senior Management	48	董事及高級管理人員的履歷
Directors' Report	52	董事會報告
Independent Auditor's Report	65	獨立核數師報告
Consolidated Statement of Profit or Loss and Other Comprehensive Income	73	綜合損益及其他全面收益表
Consolidated Statement of Financial Position	74	綜合財務狀況表
Consolidated Statement of Changes in Equity	76	綜合權益變動表
Consolidated Statement of Cash Flows	77	綜合現金流量表
Notes to the Consolidated Financial Statements	79	綜合財務報表附註
Summary of Five Year Financial Information	183	五年財務資料概要

BOARD OF DIRECTORS

Executive Directors

Mr. Zhang Qing *(Chairman)*
Mr. Gan Lin *(Chief Executive Officer)*
(appointed with effect from 22 January 2020)
Mr. Yu Kwan Tseung Alvin *(Chief Financial Officer)*
(appointed with effect from 11 December 2020)
Mr. Wong Kong (appointed with effect from 28 December 2020)

Independent Non-Executive Directors

Mr. Ng Wai Kee (appointed with effect from 12 March 2021)
Mr. Chiu Yu Wang
Mr. Cho Chi Kong (appointed with effect from 25 June 2021)

COMPANY SECRETARY

Ms. Chan Lok Yin

COMPLIANCE OFFICER

Mr. Yu Kwan Tseung Alvin *(Chief Financial Officer)*
(appointed with effect from 26 March 2021)

AUTHORISED REPRESENTATIVES

Mr. Gan Lin
Ms. Chan Lok Yin

AUDIT COMMITTEE

Mr. Ng Wai Kee (appointed with effect from 12 March 2021)
Mr. Chiu Yu Wang
Mr. Cho Chi Kong (appointed with effect from 25 June 2021)

REMUNERATION COMMITTEE

Mr. Ng Wai Kee (appointed with effect from 12 March 2021)
Mr. Chiu Yu Wang
Mr. Cho Chi Kong (appointed with effect from 25 June 2021)

董事會

執行董事

張慶先生*(主席)*
甘霖先生*(行政總裁)*
(於2020年1月22日獲委任)
俞君象先生*(首席財務官)*
(於2020年12月11日獲委任)
黃剛先生(於2020年12月28日獲委任)

獨立非執行董事

吳偉奇先生(於2021年3月12日獲委任)
趙汝宏先生
曹志光先生(於2021年6月25日獲委任)

公司秘書

陳樂燕女士

監察主任

俞君象先生*(首席財務官)*
(於2021年3月26日獲委任)

授權代表

甘霖先生
陳樂燕女士

審核委員會

吳偉奇先生(於2021年3月12日獲委任)
趙汝宏先生
曹志光先生(於2021年6月25日獲委任)

薪酬委員會

吳偉奇先生(於2021年3月12日獲委任)
趙汝宏先生
曹志光先生(於2021年6月25日獲委任)

NOMINATION COMMITTEE

Mr. Ng Wai Kee (appointed with effect from 12 March 2021)
Mr. Chiu Yu Wang
Mr. Cho Chi Kong (appointed with effect from 25 June 2021)

提名委員會

吳偉奇先生(於2021年3月12日獲委任)
趙汝宏先生
曹志光先生(於2021年6月25日獲委任)

AUDITOR

McM (HK) CPA Limited

核數師

長盈(香港)會計師事務所有限公司

LEGAL ADVISOR

Fairbairn Catley Low & Kong

法律顧問

范紀羅江律師行

REGISTERED OFFICE

One Nexus Way
Camana Bay, Grand Cayman
KY1-9005, Cayman Islands

註冊辦事處

One Nexus Way
Camana Bay, Grand Cayman
KY1-9005, Cayman Islands

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS

Suite 2101, 21/F, Chinachem Century Tower
178 Gloucester Road
Wan Chai
Hong Kong

總辦事處及主要營業地點

香港
灣仔
告士打道178號
華懋世紀廣場21樓2101室

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Suntera (Cayman) Limited
Suite 3204, Unit 2A, Block 3, Building D
P.O. Box 1586, Gardenia Court
Camana Bay, Grand Cayman
KY1-1100, Cayman Islands

主要股份過戶登記處及轉讓辦事處

Suntera (Cayman) Limited
Suite 3204, Unit 2A, Block 3, Building D
P.O. Box 1586, Gardenia Court
Camana Bay, Grand Cayman
KY1-1100, Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

香港股份過戶登記分處及轉讓辦事處

卓佳證券登記有限公司
香港
皇后大道東183號合和中心54樓

STOCK CODE

8242

股份代號

8242

COMPANY WEBSITE

www.newwesterngroup.com.hk

公司網站

www.newwesterngroup.com.hk

CHAIRMAN'S STATEMENT
主席報告書

On behalf of the board of directors (the "Board") of New Western Group Limited (the "Company"), I hereby present the annual report of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2020.

本人謹代表新威斯頓集團有限公司(「本公司」)董事會(「董事會」),呈報本公司及其附屬公司(統稱「本集團」)截至2020年12月31日止年度的年報。

BUSINESS ENVIRONMENT AND DEVELOPMENT

The uncertain economic and political environment of Hong Kong and around the world under the influence of COVID-19 during the year will undoubtedly continue to pose significant challenges to the variety industry. The foundation property management industry remained highly competition in the year due to the participation of a large number of active provider with parent property construction companies in the market, resulting in pressure on the overall bid price and impact on our gross profit margin. Although the timing of the full recovery of the property management business market of PRC is still uncertain, the Directors consider that with the Group's business presence and good market reputation, the Group is able to compete with its competitors and cope with the future challenges that are commonly faced by all industry players. The Group is looking for suitable investment opportunities to diversify business and bring better investment return to the shareholders of the Company. The Company continues to evaluate areas suitable for the diversification of business with an aim to deliver sustainable returns to its shareholders. Looking forward, the Company, as a listed company, will use its resources to (I) adopt a more aggressive approach to deal with tender invitations in property management business, if appropriate; (II) expand the operation and revenue stream of business; and (III) explore the business opportunities of charging piles for property management industry of China.

業務環境與發展

年內,香港及世界各地在COVID-19影響下產生不明朗的經濟及政治環境,無疑將繼續對各行業構成重大挑戰。由於市場上有大量活躍的有母公司物業建築公司的供應商參與,基業管理行業在年內仍保持高度競爭性,導致整體招標價格造成壓力並影響我們的毛利率。儘管中國物業管理業務市場全面復甦的時間尚不確定,但董事認為,憑藉本集團的商業形象及良好的市場聲譽,本集團能夠與競爭對手競爭,並應對所有行業參與者共同面臨的未來挑戰。本集團正物色合適的投資機會以使業務多元化及為本公司股東帶來更佳投資回報。本公司繼續評估適合業務多元化的領域,旨在為其股東帶來可持續回報。展望未來,本公司作為一間上市公司,將利用其資源以(I)採取更積極的方式應對物業管理業務之投標邀請(如適用);(II)擴大業務營運及收入來源;及(III)探索中國物業管理行業的商機。

CORPORATE GOVERNANCE

The Board is committed to maintaining high standards of corporate governance and all board committees have effectively supported the Board in carrying out its responsibilities. The Board will persist to explore new business opportunity to maximize the long term interest for the shareholders as a whole.

企業管治

董事會致力保持高水平的企業管治,並由各董事會委員會有效協助董事會執行職務。董事會將致力發掘商機,盡量提升股東整體的長期利益。

PROSPECTS

The number of property in PRC market is expanding. Public concerns over residential housing and the speeding up of the issue of housing completion in the near future are expected to solve the issue of heavy demand on housing and if associated property management services for population. It is envisaged that the property management business will expand simultaneously.

Meanwhile, we will expect and continue to expand our management portfolio by capturing the continuing outsourcing property management implemented by private residential owners in Sichuan, PRC. Since we started property management business in 2017, giving our customers the best services has always been our first priority.

Over the years, we have grown into one of the well-known property management companies in Sichuan. Leveraging on our experience and scale of business, we will continue to seek for opportunities to expand the current property management business through self-development and/or investment(s) in suitable targets/assets, and/or through co-operation by way of joint venture(s) with other parties. In order to increase the profitability of this segment, we consider the cost control is as important as expanding the management portfolio.

We are reviewing the operating performance of the property management business and appropriate cost controls will be implemented in the forthcoming financial year, if necessary. Even the Group has recorded negative growth in its revenue in the year of 2020 which mainly attributable to its property management services in People's Republic of China (the "PRC") markets during the year under review and recorded revenue of approximately HK$14,968,000 (2019: HK$35,879,000) from this segment.

Looking into the future, our Group is committed to the development of property management business.

APPRECIATION

On behalf of the Board, I would like to close by thanking our shareholders, customers and business partners for their continued confidence and support, our board of directors, management team and every member of the dedicated staff for their hard work and significant contribution in the past years.

Let's all emerge stronger in 2021.

Mr. Zhang Qing
Chairman
Hong Kong, 21 July 2021

前景

中國市場的物業數量正在增加，公眾對住宅房屋有所關注，以及近期房屋竣工問題加快，預期解決人口住房及相關物業管理服務需求旺盛的問題，並預計物業管理業務將同時擴展。

同時，我們將通過把握中國四川私人住宅業主實施的持續外包物業管理，預期並繼續擴大我們的管理組合。自2017年我們開始物業管理業務以來，為客戶提供最佳服務一直是我們的首要任務。

多年來，我們已成長為四川知名物業管理公司之一。憑藉我們的經驗及業務規模，我們將繼續尋求機會，通過自我發展及／或投資合適的目標／資產，及／或通過與其他各方以合營企業的方式合作，以擴展現有物業管理業務。為提高該分部的盈利能力，我們認為成本控制與擴大管理組合同樣重要。

我們正檢討物業管理業務的營運表現及將於下個財政年度實施適當的成本控制(如需要)。本集團於2020年曾錄得負增長收益，乃主要由於回顧年度內在中華人民共和國(「中國」)市場提供物業管理服務，錄得來自該分部的收益約14,968,000港元(2019年：35,879,000港元)。

展望未來，本集團將致力發展物業管理業務。

感謝

走筆至此，本人謹代表董事會感謝股東、客戶和業務夥伴一直以來對本集團從不間斷的信任和支持，亦感謝董事會、管理團隊和每一位敬業樂業的員工過去多年的辛勤工作和重大貢獻。

我們在2021年將並肩迎難而上，矢志再創高峰。

張慶先生
主席
香港，2021年7月21日

During the year ended 31 December 2020, the principal activities of the Group are: (1) the provision of IC solutions and the design, development and sales of ICs; (2) money lending business in Hong Kong through the provision of unsecured and secured loans to customers, including individuals and corporations under the provisions of the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong); and (3) the provision of investment and planning consulting service, real estate agent, property management services and car parking management services in the PRC.

於截至2020年12月31日止年度，本集團主要活動為：(1)提供集成電路的解決方案，並從事集成電路的設計、開發及銷售；(2)根據放債人條例(香港法例第163章)於香港從事放債業務，向客戶，包括個人及公司，提供無抵押及有抵押貸款；及(3)於中國提供投資及策劃諮詢服務、房地產經紀、物業管理服務及停車場管理服務。

BUSINESS REVIEW

業務回顧

Continuing Operations

持續經營業務

IC Business

The Group sells IC under its own brand name "MiniLogic" and provides application specific IC service (the "ASIC Service") in the design and development of tailor-made IC to its customers. The Group also provides tailor-made IC solutions and sells tailor-made ICs to customers under the ASIC Service business section (the "ASIC Section"); and independently develops and sells generically-applicable ICs for sale in the market under the MiniLogic Brand IC business section (the "Standard IC Section").

集成電路業務

本集團以「MiniLogic」自主品牌銷售集成電路並向其客戶提供設計和開發度身訂造集成電路的特定用途集成電路服務(「ASIC服務」)。本集團亦提供度身訂造的集成電路解決方案以及向ASIC服務業務分部(「ASIC分部」)的客戶銷售度身訂造的集成電路；另外，在MiniLogic品牌集成電路業務分部(「標準集成電路分部」)獨立開發及銷售普遍適用的集成電路以在市場銷售。

Over the past year, the research and development (the "R&D") team had absence of new completion.

過去一年，研究及開發(「研發」)團隊並無新完成成果。

The R&D team terminated 7 IC models during the year. As at 31 December 2020, the Group had absence of new IC models under development and customer evaluation. The completion of the development of several new IC models has been extended as the process was prolonged due to customer evaluation, acceptance and modification work. Developing IC products with suitable technology that appeal to the market is essential for the growth of IC business. This can also expand the range of the IC products and maintain the competitiveness of the Group.

年內，研發團隊終止7個集成電路型號。於2020年12月31日，本集團並無新集成電路型號正在開發中並接受客戶評估。由於開發過程因客戶評估、驗收及修改工作而有所延長，數個新集成電路型號之開發工作亦因而延遲完成。以合適技術開發吸引市場的集成電路產品對集成電路業務增長尤為重要，而這亦有助增加集成電路產品種類及保持本集團的競爭力。

ASIC Section

Under the ASIC Section, the major products are DVD Player ICs, Power Management ICs and Electronic Cigarette ICs. In absence of new IC models were launched in 2020. Due to the stagnant demand in the IC industry, revenue and margin from DVD Player ICs, Power Management ICs and Electronic Cigarettes ICs decreased when compared to the same period last year. Revenue from the ASIC products decreased from approximately HK$3.4 million for the year of 2019 to approximately HK$0.5 million for the year of 2020.

ASIC分部

ASIC分部之主要產品為DVD播放器集成電路、電源管理集成電路及電子煙集成電路。並無新型號集成電路於2020年推出。由於集成電路行業的需求停滯不前，DVD播放器集成電路、電源管理集成電路及電子煙集成電路的收益及利潤率均較去年同期下跌。ASIC產品的收益由2019年的約3.4百萬港元下跌至2020年的約0.5百萬港元。

At the same time, revenue from the provision of ASIC Service decreased significantly from approximately HK$0.5 million in 2019 to approximately HK$0.14 million in 2020. Due to the decrease in revenue from the ASIC products, particularly in DVD Player ICs, Power Management ICs and Electronic Cigarettes ICs, the overall revenue from the ASIC Section dropped by 84% from approximately HK$3.8 million in 2019 to approximately HK$0.6 million in 2020.

同時，提供ASIC服務所得的收益由2019年的約0.5百萬港元大幅下跌至2020年的約0.14百萬港元。由於ASIC產品(尤其是DVD播放器集成電路、電源管理集成電路及電子煙集成電路)帶來的收益有所下跌，ASIC分部的整體收益由2019年的約3.8百萬港元下跌84%至2020年的約0.6百萬港元。

Standard IC Section

Under the Standard IC Section, the major products are LCD Driver ICs for instrument panel and Power Management ICs. In absence of new IC model was launched in the year of 2020, the overall revenue from the Standard IC Section decreased by 66% from approximately HK$3.5 million in 2019 to approximately HK$1.2 million in 2020.

標準集成電路分部

標準集成電路分部項下之主要產品為供儀器板使用的LCD驅動器集成電路及電源管理集成電路。2020年並無推出新型號集成電路，標準集成電路分部的整體收益由2019年的約3.5百萬港元減少66%至2020年的約1.2百萬港元。

Money Lending Business

The Group engages in the money lending business, such as providing secured and unsecured loans to customers comprising individuals and corporations to earn interest income. The revenue from the money lending business for the year 2020 was approximately HK$8.7 million, which accounted for 34.1% of the Group's total revenue for the year. There was a decrease of approximately HK$11.7 million or 57.4% as compared to that of approximately HK$20.4 million for the year 2019. The outstanding principal amount of loan receivables as at 31 December 2020 was approximately HK$198.2 million. The slightly decrease in revenue was mainly attributable to the decrease in average interest rate in the money lending business. While the loans and interest receivables balance (before impairment loss on loan receivables) increased by approximately 29.5% to approximately HK$198.2 million for the year 2020 as compared to approximately HK$153.1 million for the year 2019.

放債業務

本集團從事放債業務，例如向客戶(包括個人及公司)提供有抵押及無抵押貸款以賺取利息收入。2020年的放債業務收益約為8.7百萬港元，佔本集團年度收益總額的34.1%。其較2019年的約20.4百萬港元減少約11.7百萬港元或57.4%。於2020年12月31日的未償還應收貸款本金金額約為198.2百萬港元。收益輕微減少主要由於放債業務的平均利率下降。貸款及應收利息結餘(未計應收貸款減值虧損前)較2019年的約153.1百萬港元增加約29.5%至2020年的約198.2百萬港元。

Impairment Loss on Loan Receivables

The Group's impairment loss mainly relates to expected credit loss allowance for loan receivables.

For the year of 2020, the Group recorded an impairment loss on loan receivables of approximately HK$41.8 million as compared to HK$30.2 million for 2019. The significant increase in impairment loss on loan receivables is principally due to an increase in loan receivables which have indication of impairment.

應收貸款減值虧損

本集團的減值虧損主要與應收貸款的預期信貸虧損撥備有關。

於2020年，本集團錄得應收貸款減值虧損約41.8百萬港元，而2019年為30.2百萬港元。應收貸款減值虧損大幅增加主要由於有減值跡象的應收貸款增加。

Property Management Business in the PRC

The Group has entered into the property management industry in the PRC since January 2017 and provides a broad range of property management services to property developers and property owners.

於中國之物業管理業務

本集團自2017年1月起進軍中國物業管理行業，並向物業發展商及業主提供廣泛物業管理服務。

Property Management Services

The revenue of this business segment is generated through provision of property management services to property owners and residents such as predelivery services, move-in assistance services, security, cleaning, gardening, repair and maintenance. The revenue of this segment decreased by 51.1% from approximately HK$28.6 million in 2019 to approximately HK$14.0 million in 2020.

As at 31 December 2020, the Group managed residential and non-residential properties with an aggregate contracted gross floor area ("GFA") of approximately 0 square meter and 100,983 square meters respectively. By comparison, as at 31 December 2019, the Group managed residential and non-residential properties with an aggregate contracted GFA of approximately 57,000 square meters and 155,000 square meters respectively. The total contracted GFA means the sum of revenue-bearing GFA, undelivered GFA and common area GFA.

Revenue-bearing GFA represented contracted GFA in relation to which the collection of property management fees has started when a property has been delivered or is ready to be delivered. For properties that have been delivered or are ready to be delivered after delivery notices have been given to the first group of property owners in such properties, property developers would pay property management fees on unsold units until such units are sold.

Undelivered GFA means contracted GFA in relation to which the collection of property management fees has not started because the relevant property is not ready to be delivered.

Common area GFA includes pathways, garden, parking lots, and advertisement bulletin boards.

Property Real Estate Agency Services

The property management team provides property management and real estate agency services in respect of commercial and residential buildings in the PRC. The revenue of this segment decreased by HK$2.4 million from approximately HK$2.7 million in 2019 to approximately HK$0.3 million in 2020.

Property Consulting Services

The property management team also provides property management consultancy services to other property management companies such as standardised operation, cost control and consultation. The revenue of this segment decreased by HK$3.8 million from approximately HK$4.5 million in 2019 to approximately HK$0.7 million in 2020.

物業管理服務

此業務部門的收益透過向業主及住戶提供物業管理服務而產生，如交付前服務、協助入伙服務、保安、清潔、園藝、維修及保養。此分部的收益由2019年的約28.6百萬港元減少51.1%至2020年的約14.0百萬港元。

於2020年12月31日，本集團已管理住宅及非住宅物業，總訂約建築面積(「建築面積」)分別為約0平方米及100,983平方米。相比起來，於2019年12月31日，本集團已管理住宅及非住宅物業，總訂約建築面積分別為約57,000平方米及155,000平方米。總訂約建築面積指計算收益建築面積、未交付建築面積及公共空間建築面積的總和。

計算收益建築面積指物業管理費於物業交付或準備交付後開始收取的已訂約建築面積。物業發展商會於物業交付或準備交付後(此乃於交付通知交予首批業主時發生)就待售單位支付物業管理費，直至該等單位售出為止。

未交付建築面積指因相關物業尚未準備交付而未有開始收取物業管理費的已訂約建築面積。

公共空間建築面積包括小徑、花園、停車位及廣告宣傳板。

房地產經紀服務

物業管理團隊就中國的商業及住宅樓宇提供物業管理及房地產經紀服務。此分部的收益由2019年的約2.7百萬港元減少2.4百萬港元至2020年的約0.3百萬港元。

物業諮詢服務

物業管理團隊亦向其他物業管理公司提供物業管理諮詢服務，如標準化運作、成本控制及諮詢。此分部的收益由2019年的約4.5百萬港元減少3.8百萬港元至2020年的約0.7百萬港元。

Significant investments

Significant investments were classified as financial assets through profit or loss.

Details of significant financial assets through profit or loss:

重大投資

重大投資分類為計入損益的金融資產。

計入損益的重大金融資產之詳情：

		At 31/12/2020 於2020年12月31日				
		Fair value 公平值	Shareholdings 所持股權	Investment costs 投資成本	Principal business 主要業務	Size to total assets 佔總資產規模
		HK$'000 千港元	% 百分比	HK$'000 千港元		% 百分比
SMA Pacific Limited SMA Pacific Limited	Unlisted 非上市	6,075	45.00%	17,612	Investment holding company 投資控股公司	3.08%
Total 總計		6,075		17,612		3.08%

Equity interest in SMA Pacific Limited was acquired during the year ended 31 December 2020.

截至2020年12月31日止年度，於SMA Pacific Limited的股權已獲收購。

Particulars of significant financial assets through profit or loss

i) SMA Pacific Limited

On 25 March 2020, Excellence Steps Limited, a wholly-owned subsidiary of the Group, entered into a sale and purchase agreement with Mr. Chu Hin Mingi Alfonso for the acquisition ("Acquisition") of 45% equity interest in SMA Pacific Limited ("SMA Pacific"). The Acquisition was completed on 7 April 2020, upon which SMA Pacific is accounted for as an associate of the Group. SMA Pacific holds 100% equity interest in Silva Max AP Industry SDN. BHD, which is a property holding company incorporated in Malaysia with limited liability and its principal assets are six service apartments units ("Properties") with an aggregate gross floor area of 12,000 sq. ft. in Block 2B of the development project known as "MM Residency", which is located at the north-eastern side of Jalan Melawati 1 near its junction with Jalan G 1, Melawati, Kuala Lumpur, Malaysia. MM Residency comprises one block of service apartment and two blocks of SOHO with a total of 420 units to be erected over an 8-storey carpark and commercial podium and was initially expected to be completed by third quarter of 2021. The initial investment cost was HK$17,613,000. For details, please refer to the announcements of the Company dated 25 March 2020 and 7 April 2020. As at 31 December 2020, the development of the Properties has not been completed due to the social restrictions imposed by the COVID-19 pandemic.

計入損益的重大金融資產之詳情

i) SMA Pacific Limited

於2020年3月25日，本集團的全資附屬公司Excellence Steps Limited與朱顯明先生訂立買賣協議，以收購於SMA Pacific Limited(「SMA Pacific」)的45%股權(「收購」)。收購已於2020年4月7日完成，屆時SMA Pacific被列為本集團的聯營公司。SMA Pacific Limited持有Silva Max AP Industry SDN的100%股權，該公司為一家在馬來西亞註冊成立的房地產控股有限公司，其主要資產是位於名為「MM Residency」的發展項目中2B座的六個服務式公寓單位(「物業」)，總建築面積為12,000平方英尺，其位於Jalan Melawati 1的東北側鄰近Jalan G 1, Melawati, Kuala Lumpur, Malaysia的交界處。MM Residency由一座服務式公寓及兩座SOHO組成，共有420個單位，將豎立於8層停車位及購物商場上，並預期將於2021年第三季度前竣工。初始投資成本為17,613,000港元。詳情請參閱本公司日期為2020年3月25日及2020年4月7日的公告。於2020年12月31日，由於COVID-19疫情施加的社會限制，該物業的開發尚未完成。

Save as disclosed above, the Group has not held any significant investment for the year ended 31 December 2020 (2019: Nil).

除上述披露外，本集團於截至 2020 年 12 月 31 日止年度並無持有任何重大投資(2019 年：無)。

Litigation

As at 31 December 2020, the Group had no material litigation (2019: Nil).

訴訟

於2020年12月31日，本集團無重大訴訟(2019年：無)。

FINANCIAL REVIEW

Below is an analysis of the key financial indicators including, but not limited to revenue, cost of sales and services, gross profit, impairment losses on goodwill, loan receivables, property, plant and equipment, and right-of-use assets, change in fair value of financial assets at fair value through profit or loss, and cost to income ratio, which reflected the financial position of the business.

財務回顧

以下是主要財務指標的分析，其中包括但不限於收益、銷售及服務成本、毛利、商譽、應收貸款、物業、廠房及設備以及使用權資產減值虧損，按公平值計入損益的金融資產的公平值變動，和成本收入比率，反映了業務的財務狀況。

Revenue, Cost of Sales and Services and Gross Profit

The total revenue of the Group from continuing operations decreased by 60% from approximately HK$63.7 million in 2019 to approximately HK$25.5 million in 2020. The decrease in revenue was mainly attributed to the net effect of (i) a decrease in revenue from the IC business of approximately HK$5.6 million as a consequence of the shrinkage in the scale of IC industry; (ii) a decrease in revenue of approximately HK$20.9 million from property consulting services as a result of decrease in demand of property consulting services; and (iii) a decrease in revenue of approximately HK$11.7 million from the money lending business as a result of two loans with total principal value of HK$60.0 million being classified as credit-impaired during the year. Accordingly, interest was calculated based on the net amount instead of gross amount.

收益、銷售及服務成本及毛利

本集團來自持續經營業務的總收益由2019年的約63.7百萬港元減少60%至2020年的約25.5百萬港元。收益減少主要由於(i)因集成電路行業規模縮小導致集成電路業務收益減少約5.6百萬港元；(ii)因物業諮詢服務需求減少導致物業諮詢服務收益減少約20.9百萬港元；及(iii)由於年內兩項本金總額為60.0百萬港元的貸款被分類為信貸減值，放債業務的收入減少約11.7百萬港元。因此，利息按淨額而非總額計算。

Cost of sales and services of the Group mainly incurred from the IC business and the property management business amounting to approximately HK$23.2 million in 2019 to approximately HK$12.6 million in 2020.

本集團的銷售及服務成本主要自集成電路業務及物業管理業務產生，由2019年的約23.2百萬港元至2020年的約12.6百萬港元。

The Group's gross profit margin as a percentage of revenue decreased 63.6% for the year ended 31 December 2019 to 50.3% for the year ended 31 December 2020. The Group's gross profit for the year ended 31 December 2020 was approximately HK$12.8 million, down from approximately HK$40.5 million recorded in 2019.

本集團的毛利率佔收益的百分比由截至2019年12月31日止年度的63.6%降至截至2020年12月31日止年度的50.3%。本集團於截至2020年12月31日止年度的毛利約為12.8百萬港元，較於2019年錄得的約40.5百萬港元有所下跌。

Impairment losses on goodwill

Goodwill in relation to the acquisition through business combination in the property management segment incurred in 2017 which is allocated to property management business in the PRC and is subject to annual impairment test.

Details of the key inputs and assumptions used in the impairment test for the years ended 31 December 2020 and 2019 are as follows:

Key inputs/assumptions

商譽減值虧損

與通過於2017年在物業管理分部進行業務合併的收購有關的商譽已分配至中國物業管理業務，並須進行年度減值測試。

截至2020年及2019年12月31日止年度，減值測試中使用的關鍵數據及假設的詳情如下：

關鍵數據／假設

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Recoverable amount	可收回金額	**60,503**	188,003
Recoverable amount (taking into account sensitivity analysis)	可收回金額(經考慮敏感度分析)	**56,448**	175,402
Discount rate	貼現率	**23.4%**	24.2%
Long-term growth rate	長期增長率	**2.6%**	3.0%

During the year ended 31 December 2020, three projects in relation to property management services in PRC were no longer renewed with each of the counter parties, resulting in a significant decrease in revenue. Additionally, one of the customer's of the property management business in the PRC suffered delays in developing its commercial building, which the Group expects to be contracted to provide property management services subsequent to the development, as a result of COVID-19. Thus, projected revenue arising from this customer was delayed until 2022, along with the termination of the existing projects, resulted in a decrease in the recoverable amount of the property management CGU.

於截至2020年12月31日止年度，三個與中國物業管理服務相關的項目不再與各對手續訂，導致收入大幅減少。此外，由於COVID-19的影響，中國物業管理業務的一名客戶在開發其商業大廈方面出現延誤，本集團預計該商業建築將在開發後簽訂合同以提供物業管理服務。因此，來自該客戶的預計收入被推遲至2022年，以及現有項目的終止，導致物業管理現金產生單位的可收回金額減少。

Impairment losses on loans receivables

Impairment on loan receivables increased from approximately HK$30.2 million in 2019 to HK$41.8 million in 2020. During the year ended 31 December 2020, the Group observed certain customers, with a total gross outstanding amount as at 31 December 2020 of approximately HK$95.8 million, had encountered difficulties in repayment of principal and interest as a result of the negative consequences brought upon by COVID-19. Thus, a significant increase in credit risk was observed on these customers, resulting in a higher probability of default being used against these customers. Additionally, one of the customers with a total gross outstanding amount of approximately HK$30.1 million had a winding-up petition against the customer (the "Customer"). The Group is in view of the likelihood of recovery on the outstanding abouts from the Customer is very low and fully provided the outstanding balance during the year ended 31 December 2020.

應收貸款減值虧損

應收貸款減值由2019年約30.2百萬港元增加至2020年41.8百萬港元。於截至2020年12月31日止年度，本集團觀察到若干客戶(於2020年12月31日的未償還總額約為95.8百萬港元)由於COVID-19帶來的負面後果，在償還本金及利息方面遇到困難。因此，該等客戶的信貸風險顯著增加，導致該等客戶違約概率增加。此外，其中未償還總額約為30.1百萬港元的客戶已向客戶(「客戶」)提出清盤呈請。本集團鑑於向該客戶收回未償還款項的可能性極低，並已於截至2020年12月31日止年度全額撥備未償還餘額。

Impairment losses on property, plant and equipment and right-of-use assets

During the year ended 31 December 2020, the Group experienced significant losses and an impairment indication was noted. For details on the impairment assessment on property, plant and equipment and right-of-use assets, please refer to notes 16 and 17 to the consolidated financial statements.

物業、廠房及設備以及使用權資產減值虧損

於截至2020年12月31日止年度，本集團錄得重大虧損，並有減值跡象。有關物業、廠房及設備以及使用權資產減值評估的詳情，請參閱綜合財務報表附註16及17。

Fair value loss on financial asset at fair value through profit or loss

On 25 March 2020, a direct wholly-owned subsidiary of the Group, entered into a sale and purchase agreement to acquire 45% equity interest of a Hong Kong incorporated company (the "Target Company") which indirectly holds six service apartment units with an aggregate gross floor area of 12,000 square feet of a development project known as MM Residency in Malaysia. The acquisition was completed on 7 April 2020.

The Groups accounts for the Target Company as financial assets at fair value through profit or loss as it does not satisfy the criteria for amortised cost and financial asset at fair value through other comprehensive income. Additionally, the Group does not hold any spot in the board of directors of the Target Company, does not participate in any policy making processes, have not had any interchange of managerial personnel with the Target Company and does not provide any essential technical information to the Target Company. Accordingly, the Group does not exert significant influence, as defined under HKAS 28 Investments in Associates, over the Target Company and thus, the Target Company is not considered an associate of the Group under HKAS 28 Investments.

For details of the changes in fair value of the 45% equity interest, classified as financial asset at fair value through profit or loss, please refer to note 19 to the consolidated financial statements and the announcement of the Company dated 29 April 2021.

按公平值計入損益的金融資產的公平值虧損

於2020年3月25日，本集團直接全資附屬公司訂立買賣協議，以收購一間於香港註冊成立的公司(「目標公司」)的45%股權，目標公司間接持有名為MM Residency在馬來西亞的發展項目中的六個服務式公寓單位，總建築面積為12,000平方英尺。收購於2020年4月7日完成。

本集團將目標公司計入為按公平值計入損益的金融資產，乃由於其不符合攤銷成本及按公平值計入其他全面收入的金融資產的條件。此外，本集團並無持有任何於目標公司的董事會職位，並無參與任何政策決定過程，與目標公司並無任何管理人員往來，亦未向目標公司提供任何必要的技術信息。因此，本集團並未對目標公司施加重大影響(定義見香港會計準則第28號聯營公司投資)，因此，根據香港會計準則第 28 號投資目標公司不被視為本集團的聯營公司。

有關分類為以公平值計量且其變動計入損益的金融資產的45%股權的公平值變動詳情，請參閱綜合財務報表附註19及本公司日期為2021年4月29日之公告。

Administrative Expenses and Finance Cost

Administrative expenses of the Group decreased by 34% from approximately HK$27.7 million in 2019 to approximately HK$18.3 million in 2020. The decrease in administrative expenses were mainly attributed to the combined effect of (i) a decrease in staff costs from approximately HK$16.9 million in 2019 to approximately HK$10.3 million in 2020, as a result of a decrease in number of staff of the Group; and (ii) decrease in depreciation on right-of-use assets and property, plant and equipment from approximately HK$3.5 million in 2019 to approximately HK$2.1 million in 2020, as a right-of-use asset was terminated during the year ended 31 December 2020.

The finance costs of the Group for the year 2020 mainly comprise interest on the lease liabilities after the coming into effect of HKFRS 16. Finance costs decreased from approximately HK$0.4 million in 2019 to approximately HK$0.2 million in 2020.

行政開支及財務費用

本集團行政開支由2019年約27.7百萬港元減少34%至2020年約18.3百萬港元。行政開支減少主要由於(i)員工成本自2019年約16.9百萬港元減少至2020年約10.3百萬港元，此乃由於本集團員工人數減少；及(ii)使用權資產及物業、廠房及設備的折舊從2019年的約3.5百萬港元減少至2020年的約2.1百萬港元，因為使用權資產於截至2020年12月31日止年度終止。

本集團於2020年的財務費用主要包括香港財務報告準則第16號生效後帶來的租賃負債利息。財務費用由2019年的約0.4百萬港元減少至2020年的約0.2百萬港元。

Loss Attributable to Owners of the Company

The consolidated loss attributable to owners of the Company for the year 2020 was approximately HK$139.0 million, down from the consolidated loss attributable to owners of the Company approximately HK$18.7 million recorded in 2019. The decrease was mainly attributable to (i) impairment losses on goodwill of approximately HK$81.0 million; and (ii) impairment losses on loan receivables of approximately HK$41.8 million, details of which are further explained in the above.

本公司擁有人應佔虧損

於2020年，本公司擁有人應佔綜合虧損約為139.0百萬港元，較於2019年錄得的本公司擁有應佔綜合虧損約18.7百萬港元有所下跌。該下跌乃主要歸因於(i)商譽減值虧損約81.0百萬港元；及(ii)應收貸款減值虧損約41.8百萬港元，詳情於上文進一步說明。

PRINCIPAL RISKS AND UNCERTAINTIES

The management believes that there are certain risks and uncertainties involved in the operations, some of which are beyond the Group's control. The management believes that the more significant risks relating to the Group's business are as follows:

主要風險及不明朗因素

管理層認為營運涉及若干風險及不明朗因素，其中有一部分乃本集團無法控制。管理層認為與本集團業務相關的較重大風險如下：

May not be able to grow the Portfolio of Properties as planned

The Company's GFA for properties under management decreased for the year ended 31 December 2020 and 2019 respectively. The Company have been expanding its portfolio of properties under management primarily through tender and new property management engagements from independent property developers and other property owners. The Company seeks to continue to grow its portfolio of properties under management. However, there is no assurance that the Company can grow its portfolio of properties under management as planned, in such case that may have a material adverse effect on the Group's business, financial performance and results of operations. The Company's growth may be affected by various factors beyond its control, such as China's general economic condition, developments in the real estate market, any change in laws and regulation for the Group's operation and its ability to obtain sufficient financing for its growth. In addition, the Company's ability to grow also depends on the Company's ability to successfully hire, train and retain its employees, manage its relationships with the Company's customers, subcontractors and other suppliers.

可能無法按計劃擴大物業組合

分別截至2020年及2019年12月31日止年度，本公司管理項下物業的總建築面積減少。本公司主要通過投標及自獨立物業發展商及其他業主獲得委聘新物業管理業務來擴大其管理項下的物業組合。本公司仍尋求擴大管理項下的物業組合。然而，無法保證本公司可以按計劃擴大管理項下的物業組合，其可能會對本集團的業務、財務表現及經營業績造成重大不利影響。本公司的增長可能受其無法控制的各種因素影響，例如中國整體經濟狀況、房地產市場的發展、與本集團經營相關的法律及法規的任何變動及其為增長而獲取足夠融資的能力。此外，本公司的增長能力亦取決於其能否成功聘用、培訓及保留僱員，管理本公司與其客戶、分包商及其他供應商的關係。

In circumstances where the Company expand into a new market or location, the Company may have limited knowledge of the local property management service market, which could be substantially different from those in the Company's established market in Chengdu Province. In addition, the Company may not have established relationships or connections with local subcontractors and other suppliers as it does in its established market in Chengdu Province. The Company may also be unable to leverage its brand equity in a new market and may face intense competition from the local property management companies.

本公司拓展至新市場或地點時，對當地物業管理服務市場的認識可能有限，其可能與本公司於成都省已建立的市場存在重大差異。此外，本公司可能無法如其於成都省已建立的市場般，與當地分包商及其他供應商建立關係或連繫。本公司亦可能無法於新市場發揮品牌優勢，並可能面臨來自當地物業管理公司的激烈競爭。

Except for above, the Group's financial position, results of operations and business prospects may be affected by a number of risks and uncertainties directly and indirectly pertaining to the Group's business. The following are the key risks and uncertainties identified by the Group:

(i) The Group's past revenue and profit margin may not be indicative of the Group's future revenue and profit margin;

(ii) The Group determined the property management project tender price based on estimated time and costs involved in a project, which may deviate from actual time and cost incurred. Inaccurate estimation may adversely affect the Group's financial results;

(iii) The Group's business operations depend on the expertise and continuing performance of the key management personnel and there is no assurance that the Group can hire and retain them;

(iv) Failure to tender in suitable projects may adversely affect the Group's market competitiveness;

(v) As the Group from time to time engages third party subcontractors, the Group may bear responsibilities for any nonperformance, delayed performance, sub-standard performance or non-compliance of the subcontractors; and

(vi) The Group is exposed to possible environmental liability.

Adverse weather conditions, natural disasters, potential wars, terrorist attacks, riots and other disasters which are beyond the Group's control may reduce the number of workdays and may incur additional operational costs.

Foreign Currency Exposure Risks

The Group mainly operates in PRC and HK with most of the transactions settled in PRC dollars with a small extent in other foreign currencies. As such, the Group did not have a significant exposure to foreign exchange risk. The Group currently does not have a foreign currency hedging policy.

Treasury Policies

The management will continue to follow a prudent policy in managing the Group's cash balances and maintain a strong and healthy liquidity to ensure that the Group is well placed to take advantage of future growth opportunities.

除上述者外，本集團財務狀況、經營業績及業務前景可能直接及間接受多項涉及本集團業務風險及不確定因素影響。以下為本集團識別之主要風險及不確定因素：

(i) 本集團過去的收益及利潤率可能並不代表本集團未來的收益及利潤率；

(ii) 本集團根據項目所涉及的預計時間及成本釐定物業管理項目投標價格，該價格可能與實際產生的時間及成本存在偏差。不準確估計可能會對本集團的財務業績產生不利影響；

(iii) 本集團的業務營運取決於主要管理人員的專業知識及持續表現，且無法保證本集團能夠聘用並挽留他們；

(iv) 未能投標合適的項目可能會對本集團的市場競爭力產生不利影響；

(v) 由於本集團不時聘請第三方分包商，本集團可能對分包商的任何不履行、延遲履行、不合標準履行或不合規而承擔責任；及

(vi) 本集團面臨可能的環境責任。

惡劣天氣狀況、自然災害、潛在的戰爭、恐怖襲擊、暴動及其他超出本集團控制範圍之災難或會導致工作日數減少，並可能產生額外的營運成本。

外幣風險

本集團主要在中國及香港營運，大部分交易以人民幣結算，少數以其他外幣結算。 因此，本集團並無重大外匯風險。本集團現時並無外幣對沖政策。

庫務政策

管理層將繼續遵循審慎政策管理本集團的現金結餘，並保持強勁而健康的流動性，以確保本集團能夠充分利用未來的增長機會。

CAPITAL STRUCTURE

The Company's issued new 279,556,480 consideration Shares which completed on 7 April 2020, the number of issued ordinary shares of the Company increased from 1,397,782,400 shares to 1,677,338,880 shares. There has been no change in the Company's capital structure since then. The capital structure of the Group comprises of issued share capital and reserves.

資本結構

本公司於2020年4月7日完成發行新的279,556,480股代價股份，本公司已發行普通股數量由1,397,782,400股增加至1,677,338,880股。此後，公司資本結構未發生變化。本集團的資本結構包括已發行股本及儲備。

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2020, the Group had bank and cash balances of approximately HK$5.0 million (31 December 2019: approximately HK$42.1 million) and did not have any borrowings, banking facilities or any loan arrangement. The current ratio of the Group as at 31 December 2020 was 1,283% (31 December 2019: 1,829%), reflecting the fact that the liquidity of the Group remained healthy. The gearing ratio calculated as the ratio of total interest-bearing debt to total asset was 0.00 as at 31 December 2020 (31 December 31 December 2019: 0.01). The Group's financial position is healthy, and that enables the Group to expand its core business and achieve its business objectives.

流動資金及財務資源

於2020年12月31日，本集團的銀行及現金結餘約為5.0百萬港元(2019年12月31日：約42.1百萬港元)及並無任何借款、銀行融資或任何貸款安排。於2020年12月31日，本集團的流動比率為1,283%(2019年12月31日：1,829%)，反映本集團的流動性維持健康。於2020年12月31日，本集團的資產負債比率(即總計息債務對總資產的比率)為0.00(2019年12月31日：0.01)。本集團的財務狀況健康，讓本集團能夠擴充其核心業務並達成其業務目標。

CHARGES ON ASSETS

As at 31 December 2020, the Group did not have any charges on its assets (31 December 2019: Nil).

資產抵押

於2020年12月31日，本集團並無任何資產抵押(2019年12月31日：無)。

FOREIGN EXCHANGE EXPOSURE

The Group's transactions are mainly denominated in United States dollars, Hong Kong dollars and Renminbi. Therefore, the Group is exposed to foreign currency exchange risk. The Group has not implemented any foreign currency hedging policy at the moment. The Directors are of the view that the Group's operating cash flow and liquidity are not subject to significant foreign exchange rate risks and therefore, no hedging arrangements were made during the year of 2020. However, the Group will review and monitor the relevant foreign exchange risk from time to time based on its business development requirements and may enter into foreign exchange hedging arrangements when applicable.

外匯風險

本集團的交易主要以美元、港元及人民幣計值。因此，本集團承受外匯風險。本集團現時並無實行任何外幣對沖政策。董事認為本集團的經營現金流量及流動資金毋須承受重大匯率風險，因此，於2020年度並無作出對沖安排。然而，本集團將按業務發展需要不時審視及監察有關外匯風險，並可能適時訂立外匯對沖安排。

CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

Save for those disclosed in this report, the Group did not have any material contingent liabilities (31 December 2019: Nil) as at 31 December 2020. As at 31 December 2020, the Group had capital commitments contracted but not provided for were HK$12,357,000 (31 December 2019: HK$14,989,000).

或然負債及資本承擔

除本報告所披露者外，本集團於2020年12月31日並無任何重大或然負債(2019年12月31日：無)。於2020年12月31日,本集團已訂約但未撥備的資本承擔為12,357,000港元(2019年12月31日：14,989,000港元)。

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES, AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save for those disclosed in the paragraph headed "Management Discussion and Analysis – Business Review – Significant Investments" in this report, there were no significant investments held by the Group as at 31 December 2020, nor were there other material acquisitions and disposals of subsidiaries, associates and joint ventures by the Group during the year 2020. Apart from those disclosed in this report, there was no other plan authorised by the Board for other material investments or additions of capital assets at the date of this report.

所持重大投資、附屬公司、聯營公司及合營企業的重大收購及出售以及未來重大投資或資本資產計劃

除本報告「管理層討論及分析－業務回顧－重大投資」一段所披露者外，於2019年12月31日，本集團並無持有重大投資，於2020年本集團亦無附屬公司、聯營公司及合營企業的其他重大收購及出售。除本報告所披露者外，董事會於本報告日期並無批准任何其他重大投資或購入資本資產的其他計劃。

DIVIDEND

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

股息

董事會並不建議就截至2020年12月31日止年度派付末期股息(2019年：無)。

EMPLOYEES AND REMUNERATION POLICIES

The Group has approximately 28 (31 December 2019: 31) employees as at 31 December 2020. The remuneration packages of the Group's employees include basic salary, allowances, medical schemes, mandatory provident fund scheme, commission and bonuses. The remuneration policies of the Group, including promotion, bonus, salary increment and other benefits, are based on the Group's operating results, employees' individual performance, working experience, respective responsibilities, qualifications and competence, as well as those benefits comparable to the prevailing market practice, standards and statistics. The remuneration policies of the Group are reviewed by the management of the Group regularly.

僱員及薪酬政策

於2020年12月31日，本集團約有28名(2019年12月31日：31名)僱員。本集團僱員的薪酬待遇包括基本薪金、津貼、醫療計劃、強制性公積金計劃、佣金及花紅。本集團的薪酬政策(包括晉升、花紅、加薪及其他福利)乃根據本集團的經營業績、僱員個人表現、工作經驗、相關職責、資歷及能力，以及可與現行市場慣例、標準及數據比較的福利制定。本集團的薪酬政策由本集團管理層定期檢討。

In addition, the Company adopted a share option scheme (the "Scheme"). In the year of 2020, no options have been granted or agreed to be granted pursuant to the Scheme and, no options have been exercised, cancelled or lapsed. The Group also provides and arranges on-the-job trainings for the employees.

此外，本公司已採納購股權計劃(「該計劃」)。於2020年，概無根據該計劃已經或同意授出購股權，且概無購股權已獲行使、遭取消或失效。本集團亦會為其僱員提供及安排在職培訓。

The Group joined the Mandatory Provident Fund Scheme (the "MPF Scheme") for all of its employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is registered with the Mandatory Provident Fund Authority under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the revised rules of the MPF Scheme effective on 1 June 2014, the Group and its employees are each required to make contributions to the MPF Scheme at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK$30,000.

本集團為其所有受香港僱傭條例管轄的僱員加入強制性公積金計劃(「強積金計劃」)。強積金計劃在香港根據強制性公積金計劃條例(香港法例第485章)向強制性公積金管理局註冊。強積金計劃的資產與本集團的資產分開持有，並由獨立受託人控制的基金持有。根據於2014年6月1日生效的強積金計劃修訂的規則，本集團及其僱員均須按僱員相關收入的5% 向強積金計劃供款，每月相關收入上限為30,000 港元。

RISK MANAGEMENT

風險管理

The Group has established and maintained risk management procedures to identify and control various types of risk within the organisation and the external environment with active management participation and effective internal control procedures in the best interest of the Group and its shareholders.

本集團已建立及保持風險管理程序，輔以管理層積極參與及有效的內部監控程序，以識別及控制組織內部及外部環境的各類風險，符合本集團及其股東的最佳利益。

ENVIRONMENTAL POLICIES AND PERFORMANCE

環境政策及成效

The Group has minimised the operation impact on the environment and natural resource. In the year of 2020, the Group encourages every staff to turn off the computers, photocopiers and other electronic equipment when they are off duty or on leave. The Group is going to review the environmental practices from time to time and will consider measures and practices to enhance the long term sustainability of the environment.

本集團已將營運對環境及天然資源的影響減至最低。於2020年，本集團鼓勵每名員工於下班或休假時應關閉電腦、影印機及其他電子設備的電源。本集團會不時檢討環境常規，並將考慮提高環境長遠可持續性的措施及常規。

Detailed discussion of the environmental policies and performance will be included in the Environmental, Social and Governance Report which will be separately published within three months after the publication of this annual report.

環境政策及表現之詳細討論將載於環境、社會及管治報告內，而該報告將於刊發本年報後三個月內獨立刊發。

COMPLIANCE WITH THE APPLICABLE LAWS AND REGULATIONS

The Group recognises the importance of compliance with regulatory requirements and the risk of non-compliance, for instance, the operating licences may be terminated. The Group has been allocating system and staff resources to ensure ongoing compliance with the applicable rules and regulations and to maintain cordial working relationships with regulators effectively through effective communications.

During the year under review, to the best of knowledge of the Board, the Group has complied with the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") and the GEM Listing Rules and other applicable rules and regulations.

遵守適用法律及法規

本集團深明遵守監管要求的重要及未能遵守之風險，如可予終止營運牌照。本集團已分配系統及人手資源，以確保一直遵守適用規則及法規，以及透過有效溝通有效地與監管機構維持良好工作關係。

於回顧年間，就董事會所知悉，本集團已遵守證券及期貨條例(香港法例第571章)(「證券及期貨條例」)及GEM上市規則以及其他相關適用規則及法規。

OUTLOOK

Despite the unfavorable market conditions such as keen competition due to the growing number of market players, continuously increasing property management costs due to labour shortage, increasingly stringent regulatory controls and rising material and operation costs, which adversely affected the Group's gross profit margin, the Directors are of the view that the market conditions of the property management industry will start to improve and consider that with the Group's business presence and good reputation in the market, the Group is well-positioned to compete with its competitors against such challenges that are commonly faced by all industry players. The Group will proactively explore new opportunities to create maximum returns to the shareholders of the Company.

展望

儘管市場環境不利，例如市場參與者數量增加導致競爭激烈、勞動力短缺導致物業管理成本持續增加、監管控制日益嚴格以及材料和運營成本上升，對本集團的毛利率產生不利影響，但董事認為物業管理行業的市況將開始改善，並認為憑藉本集團的業務狀況和良好的市場聲譽，本集團已做好準備與競爭對手競爭，應對此類所有行業參與者普遍面臨的挑戰。本集團將積極探索新機遇，為本公司股東創造最大回報。

The Company is committed to promoting high standards of corporate governance through its continuous effort in improving its corporate governance practices and process. The Board believes that sound and reasonable corporate governance practices are essential for sustainable growth of the Group and for safeguarding the interests and the Group's assets.

本公司致力不斷努力改善企業管治常規及程序推行高水準之企業管治。董事會相信健全及合理之企業管治常規對本集團之可持續增長，以及保障利益及本集團之資產至為重要。

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

本集團之企業管治常規乃根據GEM上市規則附錄十五所載之企業管治守則(「企業管治守則」)之原則及守則條文制定。

CORPORATE GOVERNANCE PRACTICES

企業管治常規

The Board has continued to monitor and review the corporate governance principles and practices to ensure compliance. The Company has adopted CG Code contained in Appendix 15 to the GEM Listing Rules as its own code and has complied with the CG Code throughout the year ended 31 December 2020, except the following deviations:

董事會繼續監察及檢討企業管治原則及常規以確保合規。本公司已採納GEM上市規則附錄十五所載之企業管治守則作為其本身的守則，並已於截至2020年12月31日止年度內，一直遵守企業管治守則，惟下列偏離事項除外：

Annual General Meeting

股東週年大會

Under code provision A.6.7, independent non-executive directors and other non-executive directors should generally attend general meetings to gain and develop a balanced understanding of the views of shareholders.

根據守則條文第A.6.7條，獨立非執行董事及其他非執行董事通常應出席股東大會，以獲得並增進對股東意見的公正了解。

Mr. Gan Lin, Ms. Li Nian, Mr. Cheung Chi Man Dennis, Mr. Liu Kam Lung and Dr. Gao Jinkang were unable to attend the annual general meeting of the Company held on 20 May 2020 as they were obliged to be away for their business matter.

甘霖先生、李念女士、張志文先生、廖金龍先生及高晉康博士因其個人公務事宜而無法出席本公司於2020年5月20日召開之股東週年大會。

Financial Reporting

財務報告

Code provision C.1.2 of the CG Code and Report, became effective on 1 April 2012, stipulates that management should provide all members of the Board with monthly updates giving balanced and understandable assessment of the Company's performance, position and prospects in sufficient details. During the year ended 31 December 2020, rather than provide monthly updates, the management of the Company has provided to the Board quarterly updates with quarterly consolidated financial statement of the Company's performance, position and prospects in sufficient details during the regular Board meetings of the Company. In addition, the management has provided all members of the Board, in a timely manner, updates on any material changes to the performance, position and prospects of the Company and sufficient information for matters brought before the Board. The management discussion and analysis prepared by management and reviewed by the Board of the directors are included in this annual report.

於2012年4月1日生效之企業管治守則及報告之守則條文第C.1.2條規定，管理層應每月向董事會所有成員提供更新資料，以足夠內容載列有關本公司之表現、財務狀況及前景之公正及易於理解之評估。截至2020年12月31日止年度，本公司管理層已於本公司常規董事會會議上每季向董事會提供更新資料以及以足夠內容載列有關本公司之表現、財務狀況及前景之季度綜合財務報表(而非提供每月更新資料)。此外，管理層已適時地向董事會所有成員提供有關本公司表現、財務狀況及前景之任何重大變動之更新資料並就向董事會匯報之事項提供足夠資料。由管理層編製並已獲董事會審閱之管理層討論及分析已載列於本年報內。

Internal Audit Function

Code Provision C.2.5 of the CG Code, became effective on 1 January 2016, stipulates that the Group should have an internal audit function. For the year ended 31 December 2020, the Group does not have an internal audit function from the date of Listing since 2000. Taking into account the size, nature and complexity of the operations in the future, the Group considers that the current organization structure and management could provide adequate risk management and internal control of the Group.

A review performed by external reviewer of the effectiveness of the Group's system of internal control covering all key controls, including financial, operational and compliance and risk management controls, is conducted annually. For the year 2020, the review bases on a framework which assesses the Group's internal control system into Sales and Receivables and Cash and treasury management cycles. The examination consists of enquiry, discussion and validation through observation and inspection (if necessary). The result of the review has been reported to the Board and areas of improvement, if any, will be identified and appropriate measures will be put in place to manage the risks.

Chairman and Chief Executive Officer

CG Code provision A.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing.

Mr. Zhang Qing serves as the chairman of the Board ("Chairman") and chief executive officer of the Company ("Chief Executive Officer") concurrently from 1 January 2020 to 22 January 2020. To comply with the CG Code, Mr. Gan Lin was appointed as the Chief Executive Officer on 22 January 2020, and the roles of the Chairman and the Chief Executive Officer were since then segregated, and there is then a clear division of responsibilities between the Chairman and Chief Executive Officer which provides a balance of power and authority.

內部審計職能

企業管治守則之守則條文C.2.5於2016年1月1日生效，其訂明本集團應具有內部審計職能。截至2020年12月31日止年度，本集團自2000年上市日期以來並無內部審計職能。考慮到未來業務規模、性質及複雜程度，本集團認為現行組織架構及管理層可以對本集團提供充分的風險管理和內部控制。

外部審核員每年審閱本集團內部控制系統(涵蓋所有關鍵控制，包括財務、營運及遵例以及風險管理控制)之效力。2020年年度，審閱乃基於可評估本集團內部控制系統之銷售及應收款項以及現金及資金管理週期之框架進行。檢查包括透過觀察及視察(如必要)進行詢問、討論及驗證。審閱之結果已報告予董事會，需要改善之領域(如有)將確定，並將採取適當措施以管理風險。

主席及行政總裁

企業管治守則條文第A.2.1條規定，主席與行政總裁的角色應有區分，且不應由一人同時兼任。主席與行政總裁之間職責的分工應清楚界定並以書面列載。

張慶先生於2020年1月1日至2020年1月22日同時兼任本公司董事會主席(「主席」)及行政總裁(「行政總裁」)。為遵守企業管治守則，甘霖先生於2020年1月22日獲委任為行政總裁，自此主席與行政總裁的角色分開，主席與行政總裁之間的職責分工明確，提供平衡權力和權威。

Code Provision A.2.7

Code provision A.2.7 of the CG Code requires that the chairman of the Board shall at least annually hold meetings with non-executive Directors (including independent non-executive Directors) without the executive Directors present.

As Mr. Zhang Qing serves as the Chairman and executive Director concurrently during the year ended 31 December 2020, the Company deviated from such code provision. The Chairman is of the view that, the independent non-executive Directors can express their opinions to all executive Directors more directly and effectively at the Board meetings, hence the Board is of the view that the deviation from the code provision does not have material impact on the operation of the Board.

守則條文第A.2.7

企業管治守則之守則條文第A.2.7規定，董事會主席須至少每年與非執行董事(包括獨立非執行董事)舉行會議，執行董事不可與會。

由於張慶先生於截至2020年12月31日止年度同時兼任主席及執行董事，故本公司偏離此守則條文。主席認為，於董事會會議上，獨立非執行董事可更直接及有效地向所有執行董事表明彼等之觀點，所以董事會認為偏離此守則條文對董事會的運作並不構成重大影響。

COMPLIANCE WITH THE REQUIRED STANDARD OF DEALINGS IN SECURITIES TRANSACTIONS BY DIRECTORS

The Group has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "Standard of Dealings"), as its own code of conduct regarding Directors' securities transactions.

Upon the specific enquiry made to all the Directors, the Company was not aware of any non-compliance with the Standard of Dealings regarding securities transactions by the Directors during the year ended 31 December 2020.

遵守董事進行證券交易的必守標準

本集團已採納GEM上市規則第5.48至5.67條所載的規定交易標準(「交易標準」)，作為其自身進行董事證券交易的操守守則。

經向所有董事作出特定查詢後，本公司並不知悉截至2020年12月31日止年度內有任何未符合董事進行證券交易之交易標準之情況。

BOARD OF DIRECTORS

Composition

The Board currently comprises seven directors including four executive Directors, namely Mr. Zhang Qing (Chairman) and Mr. Gan Lin (Chief Executive Officer), Mr. Yu Kwan Tseung Alvin (Chief Financial Officer), Mr. Wong Kong and three independent non-executive Directors, namely Mr. Ng Wai Kee, Mr. Chiu Yu Wang and Mr. Cho Chi Kong. An updated list of Directors identifying their roles and functions and whether they are independent non-executive Directors has been published on the websites of the Company and the Stock Exchange respectively. The profiles of the Directors are set out in the section "Profiles of Directors and Senior Management" of this annual report. At the date of this annual report, there is no relationship, including financial, business, family or other material/relevant relation(s) among members of the Board and between the Chairman and the Chief Executive Officer of the Company. The Company had complied with the requirements under Rules 5.05(1) and (2), and 5.05A of the GEM Listing Rules for the year ended 31 December 2020. The Company considers all independent non-executive Directors meet the guidelines for assessment of their independence as set out in Rule 5.09 of the GEM Listing Rules.

Functions of the Board

The Board supervises the management of the business and affairs of the Company. The Board's primary duty is to ensure the viability of the Company and to ensure that it is managed in the best interests of the shareholders as a whole while taking into account the interests of other stakeholders. The management is delegated with the authority and responsibility by the Board for the management and administration of the Group. The Group has adopted internal guidelines in setting forth matters that require the Board's approval. Apart from its statutory responsibilities, the Board approves the Group's strategic plan, key operational initiatives, major investments and funding decisions. It also reviews the Group's financial performance, identifies principal risks of the Group's business and ensures implementation of appropriate systems to manage these risks. Daily business operations and administrative functions of the Group are delegated to the management.

The Board is also delegated with the corporate governance functions under code provision D.3.1 of the Code. The Board has reviewed and discussed the corporate governance policy of the Group and is satisfied with the effectiveness of the corporate governance policy.

董事會

組成

董事會現時由七名董事組成，包括四名執行董事，即張慶先生(主席)及甘霖先生(行政總裁)、俞君象先生(首席財務官)、黃剛先生以及三名獨立非執行董事，即吳偉奇先生、趙汝宏先生及曹志光先生。最新一份董事會成員名單(列明其角色和職能以及彼等是否為獨立非執行董事)已分別刊載於本公司及聯交所網站。董事的履歷詳情載於本年報「董事及高級管理人員的履歷」一節。於本年報日期，董事會成員之間以及本公司主席及行政總裁之間概無任何關係，包括財務、業務、家庭或其他重大／相關關係。截至2020年12月31日止年度，本公司已遵守GEM上市規則第5.05(1)及(2)條以及第5.05A條的規定。所有獨立非執行董事亦符合GEM上市規則第5.09條所載有關評估其獨立性的指引。

董事會的功能

董事會監督本公司業務及事務的管理。董事會的主要職務為確保本公司的持續運作，並確保其管理方式既符合整體股東最佳利益，又顧及其他持有本公司股份者的利益。董事會向管理層授出管理及行政本集團的權力及責任。本集團已採納內部指引，訂定須經董事會批准的事宜。除法定責任外，董事會審批本集團的策略計劃、主要營運項目、大型投資及撥資決定。董事會亦檢視本集團的財務表現、識別本集團業務的主要風險，並確保推行合適的機制管理風險。管理層獲授權處理本集團日常業務運作及行政職能。

董事會亦根據守則內的守則條文第D.3.1條獲授權企業管治的職能。董事會已審閱及討論本集團的企業管治政策，並對企業管治政策的有效性感到滿意。

Board/General Meetings

During the year ended 31 December 2020, four regular Board meetings and other Board meetings were held in addition to circulation of written resolution. Details of the attendance of the Board meetings, audit committee (the "Audit Committee") meetings, remuneration committee (the "Remuneration Committee") meetings, nomination committee (the "Nomination Committee") meetings and general meetings of the Company held during the year ended 31 December 2020 are summarised as follows:

董事會會議／股東大會

截至2020年12月31日止年度，除傳閱書面決議案外，共舉行了四次董事會常規會議及其他董事會會議。截至2020年12月31日止年度，舉行的本公司董事會會議、審核委員會(「審核委員會」)會議、薪酬委員會(「薪酬委員會」)會議、提名委員會(「提名委員會」)會議及股東大會出席詳情概列如下：

	Attendance record of meetings held in 2020 於2020年內舉行的會議出席記錄				
Name of member 成員名稱	Annual General Meeting 股東週年大會	Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會
	In number (in %) 次數（百分比）	In number (in %) 次數（百分比）	In number (in %) 次數（百分比）	In number (in %) 次數（百分比）	In number (in %) 次數（百分比）
Total Number of Meetings 會議次數總數	1	13 (Note 1) (附註1)	5	7	6
Number of Meetings attended/Total 出席會議次數／總數					
Executive Directors 執行董事					
Mr. Zhang Qing *(Chairman)* 張慶先生*(主席)*	1/1 (100%)	13/13 (100%)	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Gan Lin *(Chief Executive Officer)* (Note 2) 甘霖先生*(行政總裁)*(附註2)	0/1 (0%)	11/12 (91.7%)	N/A 不適用	N/A 不適用	N/A 不適用
Ms. Li Nian (Note 3) 李念女士(附註3)	0/1 (0%)	9/10 (90%)	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Yu Kwan Tseung Alvin (Note 4) 俞君象先生(附註4)	N/A 不適用	1/1 (100%)	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Wong Kong (Note 5) 黃剛先生(附註5)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Non-Executive Directors 非執行董事					
Mr. Liu Kam Lung (Note 6) 廖金龍先生(附註6)	0/1 (0%)	5/7 (71.4%)	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Wong Kee Chung (Note 7) 黃紀宗先生(附註7)	1/1 (100%)	3/3 (100%)	N/A 不適用	N/A 不適用	N/A 不適用

Name of member 成員名稱	Attendance record of meetings held in 2020 於2020年內舉行的會議出席記錄 Annual General Meeting 股東週年大會 In number (in %) 次數 (百分比)	Board 董事會 In number (in %) 次數 (百分比)	Audit Committee 審核委員會 In number (in %) 次數 (百分比)	Remuneration Committee 薪酬委員會 In number (in %) 次數 (百分比)	Nomination Committee 提名委員會 In number (in %) 次數 (百分比)
Independent Non-Executive Directors **獨立非執行董事**					
Mr. Cheung Chi Man Dennis (Note 8) 張志文先生(附註8)	0/1 (0%)	5/7 (71.4%)	4/5 (80%)	5/5 (100%)	4/4 (100%)
Mr. Chiu Yu Wang 趙汝宏先生	1/1 (100%)	13/13 (100%)	4/5 (80%)	7/7 (100%)	6/6 (100%)
Dr. Gao Jinkang 高晉康博士	0/1 (0%)	11/13 (84.6%)	4/5 (80%)	6/7 (85.7%)	5/6 (83.3%)
Mr. Leung Tak Chee Frankie (Note 9) 梁德志先生(附註9)	N/A 不適用	7/7 (100%)	N/A 不適用	2/2 (100%)	2/2 (100%)

Notes:

1. The Board held four regular Board meetings and other full Board meetings during the year ended 31 December 2020.
2. Mr. Gan Lin was appointed as an executive Director and chief executive officer on 22 January 2020.
3. Ms. Li Nian was appointed as an executive Director on 25 March 2020.
4. Mr. Yu Kwan Tseung Alvin was appointed as an executive Director on 11 December 2020.
5. Mr. Wong Kong was appointed as an executive Director on 28 December 2020.
6. Mr. Liu Kam Lung resigned as a non-executive Director on 2 June 2020.
7. Mr. Wong Kee Chung was appointed as a non-executive Director on 25 March 2020, and he resigned on 10 July 2020.
8. Mr. Cheung Chi Man Dennis resigned on 19 May 2020.
9. Mr. Leung Tak Chee Frankie was appointed as an independent non-executive Director on 2 June 2020.

附註：

1. 截至2020年12月31日止年度內，董事會舉行了四次董事會常規會議及其他全體董事會會議。
2. 甘霖先生於2020年1月22日獲委任為執行董事及行政總裁。
3. 李念女士於2020年3月25日獲委任為執行董事。
4. 俞君象先生於2020年12月11日獲委任為執行董事。
5. 黃剛先生於2020年12月28日獲委任為執行董事。
6. 廖金龍先生於2020年6月2日辭任非執行董事。
7. 黃紀宗先生於2020年3月25日獲委任為非執行董事，並於2020年7月10日辭任。
8. 張志文先生於2020年5月19日辭任。
9. 梁德志先生於2020年6月2日獲委任為獨立非執行董事。

THE RESPONSIBILITIES OF THE BOARD

The Board is responsible for the control and leadership of management of the Company's business and is collectively responsible for the Company's affair under the Board's direction and supervision. All the Directors should make decision objectively in the interests of the Company.

董事會的職責

董事會負責監控及領導本公司業務之管理，並於董事會的指導及監察下共同負責本公司事務。全體董事應以本公司之利益為依歸，客觀作出決策。

BOARD COMPOSITION AND DIVERSITY POLICY

The Company has adopted the board diversity policy since 30 August 2013. The Group has adopted policy in relation to the diversity of the members of the Board and the summary of the policy is as follows:

(1) selection of Board members will be based on a range of diversity perspectives, which would include but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service; and

(2) the Nomination Committee will monitor the implementation of the Board diversity policy from time to time to ensure the effectiveness of the Board diversity policy.

董事會的組成及成員多元化政策

本公司自2013年8月30日起採納董事會成員多元化政策。本集團已採納有關董事會成員多元化的政策，該政策概述如下：

(1) 董事會成員選舉將基於一系列多元化標準，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識以及服務年期；及

(2) 提名委員會將不時監察董事會多元化政策的實施情況，以確保董事會多元化政策發揮效用。

NOMINATION POLICY

The Board formulated the nomination policy on 30 January 2019, under the nomination policy, the Company adopts fair, formal, rigorous and transparent criteria and procedures for the selection and appointment of new Directors.

Selection Criteria

The nomination committee of the Company (the "Nomination Committee") will recommend, and the Board will approve the appointment or reappointment of Directors through thorough consideration of a number of factors, including but not limited to gender, age, race, ethnicity, cultural, educational background, professional experience and length of service.

Also, in making a recommendation to the Board on the appointment or reappointment of independent non-executive Directors, the Nomination Committee shall ensure the proposed independent non-executive Directors meet the criteria of independence as laid down in the GEM Listing Rules. In addition, the Nomination Committee specifically considers the time commitment of the proposed independent non-executive Directors especially if the proposed independent non-executive Directors will be holding their seventh (or more) listed issuer directorship. Independent non-executive Directors sitting on multiple boards will need to ensure they devote sufficient time to the each board and board committees.

提名政策

董事會於2019年1月30日制定提名政策，根據提名政策，本公司對遴選及委任新董事採納公平正式嚴格透明的標準及程序。

遴選標準

本公司提名委員會(「提名委員會」)將推薦，而董事會將透過全面考慮多項因素後批准委任或重新委任董事，有關因素包括但不限於性別、年齡、種族、文化、教育背景、專業經驗及服務年限。

此外，提名委員會在就委任或重新委任獨立非執行董事向董事會提出推薦建議時，提名委員會須確保擬任獨立非執行董事符合GEM上市規則所載的獨立標準。另外，提名委員會特別考慮擬任獨立非執行董事的時間承諾，特別是倘擬任獨立非執行董事將持有其第七(或更多)上市發行人董事職位。在多個董事會任職的獨立非執行董事需確保彼等為各個董事會和董事委員會投入足夠時間。

Procedures for Appointment of New Directors

1. Before making an appointment, the Nomination Committee assesses the structure, size and composition of the current Board in order to consider the range of backgrounds, qualifications, skills, experience, expertise, knowledge, independence, attributes, diversities and perspectives of the Board that are required to constitute a balanced Board to contribute to the decision-making capabilities of the Board to avoid groupthink and to enhance the effectiveness of the Board so as to achieve better corporate governance results.

2. In view of this assessment, the Nomination Committee will draw up a description of the role and competencies needed. Based on such description, the Nomination Committee will select from a broad range of candidates who are in and outside the Board's circle of contacts in accordance with the Company's diversity policy, with a view to appointing the best-placed individual for the role. During this process, the Nomination Committee may consult any source it deems appropriate in identifying suitable candidates, such as by advertising, referral or through recruitment consultants.

3. The Nomination Committee will access candidates thoroughly with a rigorous appraisal of the candidates' track record and abilities against the defined selection criteria in view of the Board's agreed strategies and objectives to the challenges and opportunities that the Company is facing.

4. The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment. The Nomination Committee will provide the relevant information of the selected candidate to the remuneration committee for consideration of remuneration package of such selected candidate.

5. Chairman of the Board may perform interview and assess the selected candidate's character, integrity, judgement, independence, potential conflicts of interest and time commitment to the Company. The candidate may be asked to give presentation on his/her proposals for the Company's strategy and his/her visions about the Company's future. Chairman of the Board will report to the Board for the approval of appointment.

6. If the candidate does not match the Board's criteria, a new round of recruitment will take place.

委任新董事的程序

1. 於委任新董事之前，提名委員會評估現任董事會的架構、規模和組成，以考慮董事會的背景、資格、技能、經驗、專業知識、知識、獨立性、屬性、多元化及觀點的範圍，務必組建一個平衡的董事會，從而促進董事會的決策能力，以避免群體思維，並提高董事會的效率，進而實現更佳的企業管治結果。

2. 鑑於該評估，提名委員會將擬定所需角色和能力的説明。根據該説明，提名委員會將根據本公司的多元化政策從董事會聯繫人範圍內外的眾多候選人中進行遴選，以期任命最佳人選擔任該職位。在此過程中，提名委員會可諮詢其認為適當的任何來源(例如通過廣告、推薦或通過招聘顧問)以確定合適的候選人。

3. 鑑於董事會的議定策略及挑戰目標以及本公司面臨的挑戰及機遇，提名委員會將按所定義的遴選標準對候選人的往績記錄和能力進行嚴格評估，全面接觸候選人。

4. 此後，提名委員會將就建議委任向董事會提出推薦建議。提名委員會將向薪酬委員會提供所遴選候選人的相關資料，以供考慮所遴選候選人的薪酬待遇。

5. 董事會主席可以面試並評估所遴選候選人的性格、誠信、判斷力、獨立性、與本公司的潛在利益衝突以及對本公司的時間承諾。候選人或會獲要求介紹彼對本公司策略的建議以及彼對本公司未來的願景。董事會主席將向董事會報告批准委任事項。

6. 如果候選人不符合委員會的標準，將展開新一輪招聘。

Procedures for Re-appointment of Directors

1. All Directors should be subject to re-elect at regular interval. Every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

2. If an independent non-executive Director serves more than nine years, his/her further appointment should be subject to a separate resolution to be approved by shareholders. The papers to shareholders accompanying that resolution should include the reasons why the Board believe the independent non-executive Director is still independent and should be re-elected.

3. In re-appointment of Directors, the Board shall follow the same procedure as the appointment of new Directors, except for the need to identify suitable candidates. The Board shall especially consider the independence of the proposed Directors since the independence of the proposed Directors is likely to diminish over time as the Directors become familiar with the Company and the executives or the Board.

Objectives

All appointments to the Board are made on merit and within this context, the Board continues to view diversity in the widest sense, including the global trend of gender diversity so the Board will consider to increase the number of women on Board during the nomination process of Directors, with a view to appointing the best-placed individual for the role which is critical to the long term success of the Company. Thus the Board will continue to attract, retain, develop and motivate the right talents from time to time.

The Board should also include a balanced composition of executive and non-executive directors (including independent non-executive directors) so that there is a strong independent element on the Board, which can effectively exercise independent judgement. Non-executive Directors should be of sufficient caliber and number for their views to carry weight.

Review

The Board has the ultimate responsibility to select and appoint Directors and to periodically review the succession planning to key positions of the Company as well as the nomination policy to ensure the policy is remain relevant to the Company's need and reflect both current regulatory requirements and good corporate governance practice.

重新委任董事的程序

1. 全體董事均應定期重選。每位董事(包括具有特定任期的董事)應至少每三年輪席退任一次。

2. 如果獨立非執行董事的任期超過九年，該董事的進一步委任應受限於股東擬批准的單獨決議案。隨同該決議案的股東文件應包括董事會認為獨立非執行董事仍然獨立並應獲重選的原因。

3. 於重新委任董事時，董事會將遵循與委任新董事相同的程序，惟需要識別合適的候選人除外。董事會應特別考慮擬任董事的獨立性，由於董事熟悉本公司及高級人員或董事會，擬任董事的獨立性可能會隨著時間的推移而減少。

目標

董事會的所有委任均以用人唯才為原則，在此背景下，董事會繼續從最廣泛的角度考慮多元化，包括性別多元化的全球性趨勢，因此董事會將考慮在董事提名過程中增加女性董事的人數，務求委任最佳人選擔任對本公司長期成功至關重要的職務。因此，董事會將會持續吸引、挽留、發展以及不時激勵合適的人才。

董事會亦應包括執行董事和非執行董事(包括獨立非執行董事)的均衡組合，以便董事會上有強大的獨立元素，可以有效地行使獨立判斷。非執行董事應有足夠才幹及人數，以使其意見具有影響力。

審查

董事會的最終責任是遴選及委任董事，並定期審查本公司關鍵職位的繼任計劃以及提名政策，以確保政策與本公司的需求保持相關，並反映當前的監管要求和良好的企業管治常規。

MANAGEMENT

The daily management, administration and operation of the Company are delegated to the Chairman, the executive Directors and senior management (the "Management"). The delegated functions and assignments are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the above mentioned officers. The overall responsibilities of the Management include considering and making decisions on implementing the Group's policy and strategies as set by the Board; strategic planning of different business and functions; closely monitoring operational and financial results in accordance with plans and budgets; putting adequate operational, planning and financial control systems in place; and managing the Group's day-to-day business.

管理人員

本公司的日常管理、行政及營運已授予主席、執行董事及高級管理層(「管理層」)。獲授出的職能及工作定期進行檢討。上述高級職員於訂立任何重大交易前須取得董事會批准。管理層的整體職責包括就審議及決定實行董事會制定本集團的政策和策略;策劃不同的業務及職能;按照計劃及預算密切監察營運及財務業績;建立適當的營運、規劃和財務控制制度;及管理本集團的日常業務。

INDEPENDENT NON-EXECUTIVE DIRECTORS

During the year ended 31 December 2020, in compliance with Rules 5.05(1) and (2) of the GEM Listing Rules, the Company has appointed at least three independent non-executive Directors and they represented at least one-third of the Board; it also met requirement of having at least one of the independent non-executive Directors with appropriate professional qualifications or accounting or related financial management expertise. The independent non-executive Directors have appropriate and sufficient experience and qualification to carry out their duties so as to fully represent the interests of the shareholders of the Company.

獨立非執行董事

截至2020年12月31日止年度,根據GEM上市規則第5.05(1)及(2)條,本公司已委任至少三名獨立非執行董事,彼等佔董事會最少三分之一;此亦符合須有最少一名擁有適當專業資格或會計或有關財務管理專業知識的獨立非執行董事的規定。獨立非執行董事有適當及充足的經驗及資格履行職務,以全面代表本公司股東利益。

CONFIRMATION OF INDEPENDENCE

Each of the independent non-executive Directors has made an annual confirmation in writing of his independence pursuant to Rule 5.09 of the GEM Listing Rules and the Company considers that all the independent non-executive Directors were independent.

All independent non-executive Directors are identified as such in all corporate communications by the Company containing the names of the Directors.

確認獨立性

各獨立非執行董事已根據GEM上市規則第5.09條之規定，以書面確認其年度之獨立性，且本公司認為所有獨立非執行董事均為獨立人士。

本公司於所有刊載董事姓名的公司通訊中，皆說明所有獨立非執行董事身份。

CONTINUOUS PROFESSIONAL DEVELOPMENT

All Directors, including independent non-executive Directors, should keep abreast of their collective responsibilities as Directors and of the businesses and activities of the Group. The Group also provides briefings and other training materials to develop and refresh the Directors' knowledge and skills, and updates all Directors on the latest developments regarding the GEM Listing Rules and other applicable regulatory requirements to ensure compliance and to enhance their awareness of good corporate governance practices. To further ensure that all Directors are adequately informed about the Company's business and operations as well as his/her responsibilities under relevant laws, rules and regulations, the company secretary of the Company provides all Directors with regular updates regarding the Company's performance as well as updates on latest amendments and developments to the Listing Rules and other relevant legal and regulatory requirements from time to time.

持續專業發展

所有董事(包括獨立非執行董事)應及時了解作為董事的集體職責及本集團的業務及動向。本集團亦提供簡報及其他培訓資料以增進及更新董事的知識和技能，並提供有關GEM上市規則及其他適用監管規定之最新訊息予全體董事，確保遵守及提升彼等對良好企業管治常規之警覺性。為進一步確保全體董事充份認識本公司的業務及營運以及彼於相關法律、規則及法規下的責任，本公司的公司秘書向全體董事提供有關本公司表現的定期更新，亦不時提供有關上市規則及其他相關法律及監管規定的最新修訂及發展的更新。

During the year ended 31 December 2020 and up to date of this report, the independent non-executive Directors provided their training records to the Company. The Directors received the following training materials for the year ended 31 December 2020 according to the records provided by the Directors:

截至2020年12月31日止年度內及直至本報告日期，獨立非執行董事向本公司提供彼等的培訓記錄。根據董事提供的記錄，董事於截至2020年12月31日止年度收取以下培訓資料：

	Reading materials relevant to director's duties and responsibilities 閱讀有關董事職責及責任之資料
Executive Directors 執行董事	
Mr. Zhang Qing *(Chairman)* 張慶先生*(主席)*	✓
Mr. Gan Lin *(Chief Executive Officer)* (Note 1) 甘霖先生*(行政總裁)*(附註1)	✓
Ms. Li Nian (Note 2) 李念女士(附註2)	✗
Mr. Yu Kwan Tseung Alvin (Note 3) 俞君象先生(附註3)	✓
Mr. Wong Kong (Note 4) 黃剛先生(附註4)	✓
Non-Executive Directors 非執行董事	
Mr. Liu Kam Lung (Note 5) 廖金龍先生(附註5)	✓
Mr. Wong Kee Chung (Note 6) 黃紀宗先生(附註6)	✗
Independent Non-Executive Directors 獨立非執行董事	
Mr. Cheung Chi Man Dennis (Note 7) 張志文先生(附註7)	✓
Mr. Chiu Yu Wang 趙汝宏先生	✓
Dr. Gao Jinkang 高晉康博士	✓
Mr. Leung Tak Chee Frankie (Note 8) 梁德志先生(附註8)	

Notes:

1. Mr. Gan Lin was appointed as an executive Director and Chief Executive Officer on 22 January 2020.
2. Ms. Li Nian was appointed as an executive Director on 25 March 2020.
3. Mr. Yu Kwan Tseung Alvin was appointed as an executive Director on 11 December 2020.

附註：

1. 甘霖先生於2020年1月22日獲委任為執行董事及行政總裁。
2. 李念女士於2020年3月25日獲委任為執行董事。
3. 俞君象先生於2020年12月11日獲委任為執行董事。

4. Mr. Wong Kong was appointed as an executive Director on 28 December 2020.

5. Mr. Liu Kam Lung resigned as a non-executive Director on 2 June 2020.

6. Mr. Wong Kee Chung was appointed as a non-executive Director on 25 March 2020, and he resigned on 10 July 2020.

7. Mr. Cheung Chi Man Dennis resigned on 19 May 2020.

8. Mr. Leung Tak Chee Frankie was appointed as an independent non-executive Director on 2 June 2020.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Chairman of the Board of the Company is Mr. Zhang Qing. The Chief Executive Officer of the Company is Mr. Gan Lin (appointed on 22 January 2020). The roles of the Chairman and the Chief Executive Officer are separated and not performed by the same individual to prevent power concentration on any one individual. The Chairman is primarily responsible for managing the Board, whereas the Chief Executive Officer is primarily responsible for overseeing the various businesses of the Group. Their respective roles and responsibilities are summarised as follows:

Responsibilities of the Chairman include:

(i) leading the Board and ensuring that the Board functions effectively and smoothly;

(ii) chairing the Board and shareholder's meetings;

(iii) approving the agenda for each Board meeting, taking into account, where appropriate, any matters proposed by the other Directors and the company secretary for inclusion in the agenda;

(iv) ensuring that all Directors receive all relevant information prior to each meeting and are properly briefed on issues arising at Board meetings;

(v) ensuring all key and appropriate issues are discussed by the Board in a timely and constructive manner;

(vi) encouraging all Directors, including the independent non-executive Directors, to actively participate in all Board and Board Committees meetings and promoting a culture of openness for the Directors to share and voice their concerns on all matters during each meeting;

(vii) ensuring good corporate governance practices and procedures are established and followed; and

(viii) taking appropriate steps to provide effective communication with shareholders and to ensure that shareholders' view are communicated to the Board as a whole.

4. 黃剛先生於2020年12月28日獲委任為執行董事。

5. 廖金龍先生於2020年6月2日辭任非執行董事。

6. 黃紀宗先生於2020年3月25日獲委任為非執行董事，並於2020年7月10日辭任。

7. 張志文先生於2020年5月19日辭任。

8. 梁德志先生於2020年6月2日獲委任為獨立非執行董事。

主席及行政總裁

本公司董事會主席為張慶先生。本公司之行政總裁為甘霖先生(於2020年1月22日獲委任)。主席與行政總裁的角色有區分，並非由一人同時履行，以避免權力集中於任何一位人士。主席主要負責董事會的管理，而行政總裁之角色則主要負責監管本集團各項不同業務。彼等各自的角色及職責概述如下：

主席的職責包括：

(i) 領導董事會並確保董事會有效和平穩地運作；

(ii) 主持董事會和股東會議；

(iii) 批准每次董事會會議的議程，並考慮在適當的情況下，將其他董事及公司秘書提出的事項列入議程；

(iv) 確保每次會議前所有董事收到所有相關信息，且適當知悉在董事會會議上提出的問題；

(v) 確保所有重要及適當事項於董事會適時和有建設性地進行討論；

(vi) 鼓勵所有董事(包括獨立非執行董事)積極參與所有董事會及董事會委員會會議，並向董事提倡公開文化以分享和表達彼等在每次會議期間關注的一切事項；

(vii) 確保良好的企業管治常規及程序得以建立和遵循；及

(viii) 採取適當步驟向股東提供有效之溝通並確保股東的整體意見傳達給董事會。

Responsibilities of the Chief Executive Officer include:

(i) implementing the Group's policy and strategies as set by the Board;

(ii) strategic planning of different business and functions;

(iii) closely monitoring operational and financial results in accordance with plans and budgets;

(iv) assuming full accountability to the Board for all aspects of the Group's operations and performance;

(v) maintaining ongoing dialogue with the Chairman and the other Directors;

(vi) developing and leading an effective executive team;

(vii) putting adequate operational, planning and financial control systems in place; and

(viii) representing the Company and managing the Group's day to day business.

行政總裁的職責包括：

(i) 實行由董事會制定的本集團政策和策略；

(ii) 策劃不同的業務及職能；

(iii) 按照計劃和預算密切監察營運及財務業績；

(iv) 向董事會承擔對本集團各方面的業務和表現的全部責任；

(v) 保持與主席及其他董事經常性對話；

(vi) 發展和領導一支有效率的行政團隊；

(vii) 建立適當的營運、規劃和財務控制制度；及

(viii) 代表本公司及管理本集團的日常業務。

APPOINTMENT AND RE-ELECTION OF DIRECTORS

All the Directors (including the independent non-executive Directors) are appointed for an initial term of one year which is automatically renewable for successive terms of one year upon the expiry of a term. Their appointment is also subject to retirement by rotation and eligible for re-election in accordance with the Company's articles of association (the "Articles"). At each annual general meeting, not less than one third of the Directors then in office shall retire and every Director is subject to retirement by rotation at least once every three years.

All existing Directors are entitled to a fixed remuneration per month or fee per annum respectively. The remuneration of each Director is subject to the annual review of the Board with reference to his contribution in terms of time, effort and his expertise.

Details of remuneration paid to each of the Directors during the year 2020 are disclosed in note 12 to the consolidated financial statements.

All Directors are entitled to be reimbursed for reasonable expenses incurred during the performance of their duties to the Company and are eligible for share options under the Share Option Scheme.

董事委任及重選

所有董事(包括獨立非執行董事)的委任初步任期為一年，其任期屆滿後可自動連續續期一年。彼等的委任亦須根據本公司細則(「細則」)輪席退任及符合資格重選。於各股東週年大會上，不少於三分之一當時在任的董事須退任，而每名董事須最少每三年輪席退任一次。

目前所有董事均有權各自獲得固定月薪或年薪。每位董事的薪酬每年須由董事會經參考其所貢獻的時間、精力及其專業知識進行檢討。

於2020年內，向各董事支付之薪酬詳情，於綜合財務報表附註12披露。

全體董事均有權因履行本公司職務期間產生合理的開支而獲得補償及符合資格根據購股權計劃獲授購股權。

BOARD COMMITTEES

The Board has established three board committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee, all with specific terms of reference clearly defining the powers and responsibilities of the respective board committees. All board committees are required by their terms of reference to report to the Board in relation to their decisions, findings or recommendations.

董事會委員會

董事會設立三個董事會委員會，即審核委員會、薪酬委員會及提名委員會，均具備各董事會委員會特定的職權範圍，清楚列明其權力及責任。所有董事會委員會均須按照其職權範圍規定向董事會匯報其決定、發現或建議。

AUDIT COMMITTEE

The Company has established the Audit Committee with written terms of reference that are in conformity with the requirements of the CG Code which are available on the websites of the Hong Kong Exchanges and Clearing Limited and the Company.

The Audit Committee is currently composed of the three independent non-executive Directors, namely Mr. Ng Wai Kee, Mr. Chiu Yu Wang and Mr. Cho Chi Kong, and chaired by Mr. Ng Wai Kee, with all members being independent non-executive Directors of the Company in full compliance with Rule 5.28 of the GEM Listing Rules.

The Audit Committee has reviewed the audited financial statements of the Group for the year ended 31 December 2020 and recommended approval to the Board.

For the year ended 31 December 2020, 5 audit committee meetings were held and the members' attendance is shown on pages 24 to 25 of this annual report.

The role and function of the Audit Committee include the following:

(i) Relationship with the Company's auditors

(a) to be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor and to approve the remuneration and terms of engagement of the external auditor, and any questions of resignation or dismissal;

(b) to review and monitor the independence and objectivity of the external auditors and the effectiveness of the audit process in accordance with applicable standards. The Audit Committee should discuss with the external auditors the nature and scope of the audit and reporting obligations before the audit commences; and

審核委員會

本公司已設立審核委員會，並已制定符合企業管治守則規定的書面職權範圍，而該書面職權範圍可於香港交易及結算所有限公司及本公司之網站查閱。

審核委員會現由三名獨立非執行董事組成，即吳偉奇先生、趙汝宏先生及曹志光先生，並由吳偉奇先生擔任主席，而所有成員均為本公司之獨立非執行董事，充分遵守GEM上市規則第5.28條。

審核委員會已審閱本集團截至2020年12月31日止年度的經審核財務報表，並推薦董事會批准。

截至2020年12月31日止年度，舉行了5次審核委員會會議及其與會成員出席記錄刊登於本年報第24至25頁。

審核委員會的角色及職能包括以下各項：

(i) 與本公司核數師的關係

(a) 主要負責就外聘核數師的委任、重新委任及罷免向董事會提供建議，並批准外聘核數師的薪酬及聘用條款，及處理任何辭職或辭退的問題；

(b) 按適用的標準檢討及監察外聘核數師是否獨立及客觀及核數程序是否有效。審核委員會應於核數工作開始前先與外聘核數師討論核數性質及範疇及有關申報責任；及

(c) to develop and implement policy on engaging the external auditors to supply non-audit services. For this purpose, "external auditors" includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Audit Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed.

(ii) Review of the Company's financial information

(a) to monitor the integrity of the financial statements, annual report and accounts, half-year report and quarterly reports of the Company, and to review significant financial reporting judgments contained in them. In reviewing these reports and accounts before submission to the Board, the Audit Committee should focus particularly on:

(1) any changes in accounting policies and practices;

(2) major judgmental areas;

(3) significant adjustments resulting from audit;

(4) the going concern assumptions and any qualifications;

(5) compliance with accounting standards; and

(6) compliance with GEM Listing Rules and legal requirements in relation to financial reporting.

Regarding (ii)(a) above,

(1) members of the Audit Committee should liaise with the Board and senior management, and the Audit Committee must meet, at least twice a year, with the external auditors; and

(2) the Audit Committee should consider any significant or unusual items that are, or may need to be, reflected in the reports and accounts and should give due consideration to any matters that have been raised by the Company's staff responsible for the accounting, internal audit and financial reporting functions, compliance officer or the external auditors.

(c) 就外聘核數師提供非核數服務制定政策，並予以執行。就此規定而言，「外聘核數師」包括與負責審計的公司處於同一控制權、所有權或管理權之下的任何實體，或一個合理知悉所有有關資料的第三方，在合理情況下會斷定該機構屬於該負責審計的公司的本土或國際業務的一部分的任何實體。審核委員會應向董事會報告，識別必須採取的行動或改善的任何事項，並作出建議。

(ii) 監察本公司的財務資料

(a) 監察本公司的財務報表、年度報告及賬目、半年度報告及季度報告的完整性，並審核於其中所載的重大財務申報的判斷。於提交董事會前審核該等報告及賬目時，審核委員會應特別針對下列事項：

(1) 會計政策及實務的任何更改；

(2) 涉及重要判斷的地方；

(3) 因核數而出現的重大調整；

(4) 持續經營的假設及任何保留意見；

(5) 是否遵守會計準則；及

(6) 是否遵守有關財務申報的GEM上市規則及法律規定。

就上述(ii)(a)項而言，

(1) 審核委員會成員須與董事會及高層管理層聯絡，而審核委員會每年須與外聘核數師開會至少兩次；及

(2) 審核委員會應考慮於該等報告及賬目中所反映或需反映的任何重大或不尋常事項，並須適當考慮任何由本公司屬下會計、內部審計及財務報告部門負責人、監察主任或外聘核數師提出的事項。

(iii) Oversight of the Company's financial reporting system, risk management and internal control systems

(a) to review the financial controls, and unless expressly addressed by a separate Board risk management and internal control committee, or by the Board itself, to review the risk management and internal control systems of the Company;

(b) to discuss the risk management and internal control systems with the management to ensure that the management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting functions;

(c) to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and the management's response to these findings;

(d) to ensure co-ordination between the internal and the external auditors, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor its effectiveness;

(e) to review the financial and accounting policies and practices of the Company and its subsidiaries;

(f) to review the management letter of the external auditors, any material queries raised by the external auditors to management about accounting records, financial accounts or systems of control and the management's response;

(g) to ensure that the Board will provide a timely response to the issues raised in the management letter of the external auditors;

(h) to report to the Board on the matters in the code provisions in the Corporate Governance Code and Corporate Governance Report set out in Appendix 15 to the GEM Listing Rules;

(i) to consider other topics, as defined by the Board;

(j) to review arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The Audit Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action; and

(iii) 監察本公司財務申報系統、風險管理及內部監控制度

(a) 檢討本公司之財務控制及(除非由董事會轄下另設之風險管理及內部監控委員會，或由董事會本身明確處理)檢討風險管理及內部監控制度；

(b) 與管理層討論風險管理及內部監控制度，以確保管理層已履行職責建立有效制度。該討論應包括本公司會計、內部審計及財務報告部門之資源、員工資質及經驗、培訓計劃及預算之是否充足；

(c) 應董事會的委派或主動，就有關風險管理及內部監控事宜的重要調查結果及管理層的回應進行研究；

(d) 確保內部與外聘核數師的工作得到協調；也須確保內部審計功能在本公司內部有足夠資源運作，並且有適當的地位；以及檢討及監察其有效性；

(e) 檢討本公司及其附屬公司的財務及會計政策及實務；

(f) 檢討外聘核數師給予管理層的函件、外聘核數師就會計記錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的回應；

(g) 確保董事會及時回應外聘核數師給予管理層的函件中提出的事宜；

(h) 向董事會報告GEM上市規則附錄15所載企業管治守則及企業管治報告之守則條文所述之事項；

(i) 研究其他由董事會界定的課題；

(j) 檢討本公司設定的以下安排：僱員可暗中就財務申報、內部監控或其他方面可能發生的不正當行為提出關注。審核委員會應確保有適當安排，以對此等事宜作出公平獨立的調查及採取適當跟進行動；及

(k) to act as the key representative body for overseeing the Company's relations with the external auditors.

Major accomplishments in 2020 comprised the following:

(a) reviewed the quarterly, half-yearly and annually results of the Group as well as discussed and reviewed financial and other reports for the year;

(b) reviewed the external auditors' significant findings and management's response to the recommendation raised;

(c) reviewed the effectiveness of the risk management and internal control systems and the adequacy of the accounting, internal audit and financial reporting functions of the Group;

(d) reviewed and approved the external auditors' statutory audit scope for 2020 and the letter of representation to be given by the Board;

(e) considered and approved the 2020 external audit fees and engagement letters;

(f) monitored the audit and non-audit services rendered to the Group by its external auditor and ensures their engagement in other non-audit services, if any, will not impair their audit independence or objectivity;

(g) recommended to the Board in relation to the terms of reference of Audit Committee; and

(h) recommended to the Board regarding the dividend policy.

There was no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of the external auditors for the year ended 31 December 2020.

The Audit Committee has reviewed the audited financial statements of the Group for the year ended 31 December 2020 and recommended approval to the Board.

(k) 擔任負責監察本公司與外聘核數師之間的關係的主要代表。

於2020年主要達成事項包括以下各項：

(a) 審閱了本集團之季度、半年度及年度業績，並對年度內財務報告及其他報告作出討論及審閱；

(b) 審閱外聘核數師的主要結果，以及管理層對所提出建議的回應；

(c) 檢討本集團風險管理及內部監控系統的效能以及會計、內部審核及財務申報功能的充足程度；

(d) 審閱及批准外聘核數師2020年的法定審核範圍，以及由董事會給予的聲明書；

(e) 審議及批准2020年的外聘核數費用及聘任書；

(f) 就外聘核數師對本集團提供的核數及非核數服務作出監察，及確保彼等的其他非核數服務委聘(如有)並不會削弱彼等之審核獨立性或客觀性；

(g) 就審核委員會之職權範圍向董事會提出建議；及

(h) 就股息政策向董事會提出建議。

截至2020年12月31日止年度，董事會與審核委員會對甄選、委任、辭任或罷免外聘核數師之事宜並沒有意見分歧。

審核委員會已審閱本集團截至2020年12月31日止年度的經審核財務報表，並推薦董事會批准。

REMUNERATION COMMITTEE

The Company has established the Remuneration Committee with written terms of reference in accordance with the requirement of the CG Code. In accordance with provisions set out in the CG Code are available on the websites of the Hong Kong Exchanges and Clearing Limited and the Company.

The Remuneration Committee is currently composed of the three independent non-executive Directors, namely Mr. Ng Wai Kee, Mr. Chiu Yu Wang and Mr. Cho Chi Kong, and chaired by Mr. Ng Wai Kee.

For the year ended 31 December 2020, 7 remuneration committee meetings was held and the members' attendance is shown on pages 24 to 25 of this annual report.

The role and function of the Remuneration Committee includes:

(i) to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;

(ii) to review and approve the management's remuneration proposals with reference to the Board's corporate goal and objectives;

(iii) to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management. This should include benefits in kind, person rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

(iv) to make recommendations to the Board on the remuneration of non-executive Directors;

(v) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;

(vi) to review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;

薪酬委員會

本公司已根據企業管治守則之規定設立薪酬委員會，並已制定書面職權範圍。根據企業管治守則載列的條文，其職權範圍可於香港交易及結算所有限公司及本公司之網站查閱。

薪酬委員會現由三名獨立非執行董事組成，即吳偉奇先生、趙汝宏先生及曹志光先生，並由吳偉奇先生擔任主席。

截至2020年12月31日止年度，舉行了7次薪酬委員會會議及其與會成員出席記錄刊登於本年報第24至25頁。

薪酬委員會之角色及職能包括：

(i) 就本公司全體董事及高級管理人員的薪酬待遇政策及結構和建立一個規範及透明的釐定薪酬政策程序事宜，向董事會提出建議；

(ii) 透過參照董事會的公司目標及宗旨，檢討及批准管理層的薪酬提議；

(iii) 就各執行董事及高級管理人員的薪酬待遇向董事會提出建議。薪酬待遇包括實物福利、個人權利及補償款項，包括支付與喪失或終止職務或委任有關的任何賠償；

(iv) 向董事會提出非執行董事薪酬建議；

(v) 考慮同比公司薪酬、參與時間及責任、以及本集團內僱用條款；

(vi) 檢討及批准向執行董事及高級管理人員支付與喪失或終止職務或委任有關的應支付賠償，以確保符合合約條約及於其他方面屬公平且並不過分；

(vii) to review and approve compensation arrangements relating to dismissal or remove of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and

(viii) to ensure that no Director or any of his associates is involved in deciding his own remuneration.

Major accomplishments in 2020 comprised the following:

(i) reviewed matters relating to the existing remuneration packages and emoluments of Directors and senior management;

(ii) made recommendations to the Board on the remuneration packages of individual executive Directors and senior management; and

(iii) considered and reviewed the Group's remuneration policy with reference to time commitment and responsibilities of the Directors and the senior management, desirability of performance-based remuneration.

(vii) 檢討及批准因董事行為失當而遭解僱或罷免所涉及的賠償安排，以確保符合合約條約及於其他方面屬合理合適；及

(viii) 確保任何董事或其任何聯繫人不得參與釐訂其自身薪酬。

於2020年主要達成事項包括以下各項：

(i) 審閱董事及高級管理人員現行薪酬待遇和酬金的相關事宜；

(ii) 就個別執行董事及高級管理層的薪酬待遇向董事會提出建議；及

(iii) 根據董事及高級管理人員須付出的時間及職責、是否應該按表現釐訂薪酬，考慮及檢討本集團之薪酬政策。

ANNUAL REMUNERATION PAYABLE TO THE MEMBERS OF SENIOR MANAGEMENT

應支付予高級管理人員的年薪

The annual remuneration of the members of the senior management by band for the year ended 31 December 2020 is as follows:

截至2020年12月31日止年度按範圍劃分的高級管理人員的年薪如下：

Remuneration Bands 薪酬範圍	Number of Individuals 人員數目
Nil – HK$1,000,000 無 – 1,000,000港元	2
Total 總數	2

NOMINATION COMMITTEE

提名委員會

The Company has established the Nomination Committee with written terms of reference. The terms of reference of the Nomination Committee are in conformity with the requirements of the CG Code and are available on the websites of the Hong Kong Exchanges and Clearing Limited and the Company.

本公司設立提名委員會，並已制定書面職權範圍。提名委員會的職權範圍符合企業管治守則所載之規定，並可於香港交易及結算所有限公司及本公司之網站查閱。

The Nomination Committee is currently composed of the three independent non-executive Directors, namely Mr. Ng Wai Kee, Mr. Chiu Yu Wang and Mr. Cho Chi Kong, and chaired by Mr. Ng Wai Kee.

提名委員會現由三名獨立非執行董事組成，即吳偉奇先生、趙汝宏先生及曹志光先生，並由吳偉奇先生擔任主席。

For the year ended 31 December 2020, one Nomination Committee meeting was held and the members' attendance is shown on pages 24 to 25 of this annual report.

The role and function of the Nomination Committee includes:

(i) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

(ii) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;

(iii) to assess the independence of independent non-executive Directors;

(iv) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors in particular the Chairman and the chief executive of the Company; and

(v) where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why the Nomination Committee believes he should be elected and the reasons why the Nomination Committee considers him to be independent.

Major accomplishments in 2020 comprised the following:

(i) recommended to the Board with respect to the retirement and re-election of Directors at the last annual general meeting held on 15 May 2020;

(ii) recommended to the Board in relation to the terms of reference of Nomination Committee; and

(iii) recommended to the Board regarding the nomination policy.

CORPORATE GOVERNANCE FUNCTIONS

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

The Board held one meeting for the purpose of reviewing the compliance of corporate governance policies for the year ended 31 December 2020.

截至2020年12月31日止年度，舉行了一次提名委員會會議及其與會成員出席記錄刊登於本年報第24至25頁。

提名委員會之角色及職能包括：

(i) 檢討董事會的架構、人數及組成(包括技能、知識及經驗)，並就任何擬作出的變動應至少每年向董事會提出建議，以配合本公司企業策略；

(ii) 物色具備合適資格的人士為董事會成員，向董事會就甄選獲提名為董事的人士提出甄選或作出建議；

(iii) 評核獨立非執行董事的獨立性；

(iv) 就董事委任或重新委任以及董事(尤其是本公司主席及行政總裁)繼任計劃向董事會提出建議；及

(v) 當董事會於股東大會上提呈決議案委任個人為獨立非執行董事時，應就提名委員會相信為何彼獲得委任及考慮其獨立性事宜，需在股東通函及／或於有關股東大會的通知附註上說明。

於2020年主要達成事項包括以下各項：

(i) 向董事會提出於2020年5月15日舉行之上屆股東週年大會上有關退任及重選董事的建議；

(ii) 就提名委員會職權範圍向董事會提出建議；及

(iii) 就提名政策向董事會提出建議。

企業管治職能

董事會負責執行企業管治守則之守則條文第D.3.1條所載之企業管治職責。

截至2020年12月31日止年度內，董事會就審閱企業管治政策之遵守情況舉行一次會議。

The duties of the Board include:

(i) to develop and review the Group's policies and practices on corporate governance and make recommendations to the Board;

(ii) to review and monitor the training and continuous professional development of Directors and senior management;

(iii) to review and monitor the Group's policies and practices on compliance with legal and regulatory requirements;

(iv) to develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors; and

(v) to review the Group's compliance with the CG Code and disclosure in the CG Report.

Major accomplishments in 2020 comprised the following:

(i) evaluated the Group's policies and practices on corporate governance and made appropriate amendments;

(ii) arranged the training and continuous professional development of Directors and senior management; and

(iii) reviewed the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

董事會之職責包括：

(i) 制定及檢討本集團的企業管治政策及常規，並向董事會提出建議；

(ii) 檢討及監察董事及高級管理人員的培訓及持續專業發展；

(iii) 檢討及監察本集團在遵守法律及監管規定方面的政策及常規；

(iv) 制定、檢討及監察僱員及董事適用的操守及合規準則手冊；及

(v) 檢討本集團遵守企業管治守則的情況及在企業管治報告內的披露。

於2020年主要達成事項包括以下各項：

(i) 評估本集團的企業管治政策及常規，並作出合適修訂；

(ii) 安排董事及高級管理人員的培訓及持續專業發展；及

(iii) 審閱本公司遵守企業管治守則及企業管治報告內之披露。

AUDITORS

Auditors' Remuneration

During the year ended 31 December 2020, the consolidated financial statements of the Group contained in this report have been audited by McM (HK) CPA Limited. The service fees for auditing and non-auditing services provided by McM (HK) CPA Limited and the resigned auditor, Baker Tilly Hong Kong Limited, for the year ended 31 December 2020 are included in Note 11 to the consolidated financial statements of the Group respectively.

核數師

核數師薪酬

截至2020年12月31日止年度，本報告所載本集團的綜合財務報表已由長盈(香港)會計師事務所有限公司審核。長盈(香港)會計師事務所有限公司及已辭任核數師天職香港會計師事務所有限公司及於截至2020年12月31日止年度所提供的審核及非審核服務的服務費分別計入本集團綜合財務報表附註11。

DIRECTORS' RESPONSIBILITIES FOR THE PREPARATION OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for the preparation and true and fair presentation of the financial statements of the Group in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of the financial statements of the Group that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances. The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern as at 31 December 2020. Accordingly, the Directors have prepared the financial statements of the Group for the year ended 31 December 2020 on a going concern basis.

The statement of the external auditors of the Company about their reporting responsibilities on the financial statements is set out in the section of "Independent Auditor's Report" contained in this annual report.

董事承擔編製財務報表之責任

董事深明彼等須負責根據由香港會計師公會所頒佈的香港財務報告準則和公司條例(香港法例第622章)的披露規定編製及真實而公允地呈列本集團財務報表。

此責任包括設計、實施和維護與編製及真實而公允地呈列本集團財務報表有關的內部監控，以使本集團財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述；選擇和運用恰當的會計政策；及於合理情況下作出會計估計。於2020年12月31日，董事並無發現任何可能對本公司持續經營的能力構成重大疑問的重大不明朗事件或情況。因此，董事已按持續基準編製截至2020年12月31日止年度的本集團財務報表。

本公司外聘核數師就其對財務報表之申報責任之聲明載列於本年報內「獨立核數師報告」一節。

RISK MANAGEMENT AND INTERNAL CONTROL

The Company improves its business and operational activities by identifying the areas of significant business risks via a regular review and taking appropriate measures to control and mitigate these risks. The management of the Company reviews all significant control policies and procedures and highlights all significant matters to the Board and Audit Committee.

The Board acknowledges its responsibility to establish, maintain and review the effectiveness of the Group's system of internal controls with a view to ensuring that shareholders' investments and the Group's assets are safeguarded. The Company has established internal audit department to monitor compliance with policies and procedures and the effectiveness of internal control structures of the Group. The internal audit department reports directly to the Audit Committee and ensure the internal controls are in place and functioning properly as intended. In the year under review, Infinity Concept Ripple Limited as an external professional firm, has reviewed the effectiveness of the internal control systems of the Group, covering material controls, including financial, operational and compliance controls and risk management functions. In addition, there is regular dialogue between the Audit Committee and the Group's external auditors so that both are aware of the significant factors which may affect their respective scope of work.

風險管理及內部監控

本公司透過定期檢討以確定重大業務風險領域，以及採取適當措施控制和減低該等風險，從而改進其業務與營運活動。本公司管理層審閱所有重要監控政策及程序，並向董事會及審核委員會特別提出所有重大事件。

董事會確認其負責設立、維護及檢討本集團內部監控系統之有效程度，以確保股東之投資及本集團之資產得到保障。本公司已成立內部審計部門，以監察本集團對政策及程序之遵守及內部控制架構之成效。內部審計部門直接向審核委員會報告，確保內部控制一直有效及如預期般適當運作。於回顧年度，外部專業公司集思廣益有限公司已檢討本集團內部監控制度的效用，當中涵蓋重大監控方面(包括財務、運作及合規監控以及風險管理功能)。此外，審核委員會與本集團外聘核數師會定期進行對話以便雙方知悉可能影響對方工作範圍之重大因素。

The Audit Committee reviewed the risk management and internal control systems as well as the effectiveness of the internal audit function in respect of the year ended 31 December 2020 with reference to the internal control review report issued by Moore Advisory Services Limited and considered the system effective and adequate. The Board conducted a review of the internal control system of the Company and its subsidiaries for the year ended 31 December 2020, including financial, operational and compliance control, and risk management functions. The Board assessed the effectiveness of risk management and internal control systems as well as the effectiveness of the internal audit function by considering the reviews performed by Moore Advisory Services Limited. The Board, having taken into account the recommendations of Moore Advisory Services Limited and the Audit Committee as well as its review results, considered the risk management and internal control systems effective and adequate. The systems of risk management and internal control are designed to manage rather than to eliminate the risk of failure to achieve business objectives and can only provide reasonable but not absolute assurance against material misstatement or loss. The Company complies with the code provisions relating to internal control contained in the CG Code for the year ended 31 December 2020.

審核委員會經參照大華國際諮詢有限公司發出的內部監控審閱報告已審閱截至2020年12月31日止年度之風險管理及內部監控系統以及內部審核職能的有效性，並認為系統屬有效及足夠。董事會就本公司及其附屬公司截至2020年12月31日止年度之內部監控系統(包括財務、營運及合規監控以及風險管理職能)作出審閱。董事會透過大華國際諮詢有限公司作出之審閱評核風險管理及內部監控系統是否有效以及內部審核職能的有效性。董事會經考慮大華國際諮詢有限公司及審核委員會的建議及其審閱結果後，認為風險管理及內部控制系統屬有效且足夠。風險管理及內部控制系統旨在管理而非消除無法實現業務目標的風險，並且僅可就重大錯述或損失提供合理而非絕對的保證。本公司於截至2020年12月31日止年度符合載於企業管治守則內有關內部監控系統守則之條文。

Disclosure of Inside Information

The Group acknowledges its responsibilities under the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong and the GEM Listing Rules and the overriding principle that inside information should be announced promptly when it is the subject of a decision. The procedures and internal controls for the handling and dissemination of inside information are as follows:

- the Group conducts its affairs with close regard to the disclosure requirement under the GEM Listing Rules as well as the "Guidelines on Disclosure of Inside Information" published by the Securities and Futures Commission of Hong Kong in June 2012;
- the Group has implemented and disclosed its policy on fair disclosure by pursuing broad, non-exclusive distribution of information to the public through channels such as financial reporting, public announcements;
- the Group has strictly prohibited unauthorised use of confidential or inside information; and
- the Group has established and implemented procedures for responding to external enquiries about the Group's affairs, so that only the executive Directors and the CFO are authorised to communicate with parties outside the Group.

內幕消息披露

本集團知悉其根據證券及期貨條例(香港法例第571章)及GEM上市規則所應履行的責任，整體原則乃內幕消息必須在有所決定後即時公佈。處理及發佈內幕消息的程序及內部監控措施如下：

- 本集團處理事務時會充分考慮GEM上市規則項下的披露規定以及香港證券及期貨事務監察委員會於2012年6月頒佈的「內幕消息披露指引」；
- 本集團透過財務報告、公告等途徑向公眾廣泛及非獨家披露資料，以實施及披露其公平披露政策；
- 本集團已嚴格禁止未經授權使用機密或內幕消息；及
- 本集團已就外界查詢本集團事務訂立及執行回應程序，據此，只有執行董事及財務總監獲授權與本集團之外界人士溝通。

COMPANY SECRETARY

As at 31 December 2020, the company secretary was Ms. Chan Lok Yin.

Details of backgrounds and qualification of the company secretary of the Company are set out in the section of "Profiles of Directors and Senior Management" of this annual report.

A written record had been received by the Company from Ms. Chan Lok Yin to confirm that she took not less than 15 hours of relevant professional training during the year ended 31 December 2020. The Company is of the view that Ms. Chan Lok Yin has complied with Rule 5.15 of the GEM Listing Rules.

公司秘書

於2020年12月31日，公司秘書為陳樂燕女士。

本公司之公司秘書的背景及資歷詳情載於本年報「董事及高級管理人員的履歷」一節。

本公司已收到陳樂燕女士發出之文書，彼確認截至2020年12月31日止年度內已參與不少於15小時的相關專業培訓。本公司認為陳樂燕女士符合GEM上市規則第5.15條之規定。

SHAREHOLDERS' RIGHTS TO CONVENE EXTRAORDINARY GENERAL MEETING

In order to safeguard shareholders' interests and rights, separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual directors, for shareholders' consideration and voting.

The following procedures for shareholders of the Company to convene an extraordinary general meeting are subject to the Articles, and the applicable legislation and regulation, in particular the GEM Listing Rules:

(i) any one or more shareholders of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company (the "Eligible Shareholder(s)") carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company (the "Company Secretary"), to require an extraordinary general meeting (the "EGM") to be called by the Board for the transaction of any business specified in such requisition pursuant to Article 58 of the Articles; and

(ii) if within 21 days of the deposit of the requisition, the Board fails to proceed to convene such EGM, the Eligible Shareholder(s) himself/herself/themselves may do so in the same manner, and all reasonable expenses incurred by the Eligible Shareholder(s) concerned as a result of the failure of the Board shall be reimbursed to the Eligible Shareholder(s) by the Company.

召開股東特別大會之股東權利

為保障股東權益及權利，本公司就各重大事項(包括選舉個別董事)於股東大會提呈獨立決議案，以供股東考慮及投票。

本公司股東召開股東特別大會之程序乃受下列細則，及適用法律及法規，特別是GEM上市規則所規限：

(i) 根據細則第58條，於遞呈要求日期持有不少於本公司繳足股本(賦予權利於本公司股東大會上投票)十分之一的任何一名或多名本公司股東(「合資格股東」)隨時有權向董事會或本公司之公司秘書(「公司秘書」)發出書面要求，要求董事會召開股東特別大會(「股東特別大會」)，以處理有關要求中指明的任何事項；及

(ii) 倘董事會未能在要求書遞交後21天內召開股東特別大會，則合資格股東可自行以相同方式召開股東特別大會，而因董事會未能召開該大會令有關合資格股東產生的所有合理費用，本公司須向合資格股東進行償付。

PROCEDURES FOR SENDING ENQUIRIES TO THE BOARD

Apart from sending email to info@newwesterngroup.com.hk, shareholders may send their enquiries and concerns to the Board by addressing them to the headquarters and principal place of business of the Company in Hong Kong at Suite 2101, 21/F, Chinachem Century Tower, 178 Gloucester Road, Wan Chai, Hong Kong, by post or by fax to (852) 2539 0323, for the attention of the Company Secretary.

向董事會查詢的程序

股東可向本公司董事會寄發其查詢及關注事宜，除了電郵至info@newwesterngroup.com.hk外，可以郵寄方式將上述事項寄往本公司於香港的總辦事處及主要營業地點(地址為香港灣仔告士打道178號華懋世紀廣場21樓2101室)或傳真至(852) 2539 0323，收件人為公司秘書。

PROCEDURES FOR SHAREHOLDERS TO PUT FORWARD PROPOSALS AT SHAREHOLDERS' MEETINGS

There are no provisions allowing shareholders to move new resolutions at the general meetings under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of Cayman Islands. However, pursuant to the Articles, shareholders who wish to move a resolution may by means of requisition convene an EGM following the procedures set out above.

股東於股東大會提呈建議的程序

根據開曼群島公司法第22章(1961年第3號法例，經綜合及修訂)，概無條文批准股東於股東大會動議新決議案。然而，根據細則，有意動議決議案的股東可於依循上述程序以要求召開股東特別大會方式進行。

DIVIDEND POLICY

To allow shareholders of the Company to participate in the Company's profit whilst preserving the Company's liquidity to capture future growth opportunities. The Company formulates the dividend policy aims at enhancing transparency of the Company and facilitating the shareholders and investors to make informed investment decision relating to the Company. The Board of the Company shall consider the following factors of the Group before declaring or recommending dividends and any declaration of dividend will be subject to the approval of the shareholders:

(i) the Group's financial conditions;

(ii) the Group's actual and expected financial performance;

股息政策

允許本公司股東參與本公司的溢利，同時保留本公司的流動性以把握未來的增長機會。本公司制定股息政策，力求提升本公司的透明度，並協助股東及投資者作出有關本公司的知情投資決策。本公司董事會在宣派或建議派付股息前應考慮本集團的以下因素，且任何股息宣派均須經股東批准：

(i) 本集團的財務狀況；

(ii) 本集團的實際及預期財務表現；

(iii) the Group's cash flow, working capital requirements, capital expenditure requirements and future expansion plans;

(iv) the Group's retained earnings and distributable reserves;

(v) the Group's liquidity position;

(vi) general economic conditions, future prospects of the Group and other internal or external factors that may have an impact on the business or financial performance and position of the Group;

(vii) applicable laws and regulations including the laws of the Cayman Islands and the Company's articles of association;

(viii) the contractual restrictions on the payment of dividends by the Company to its shareholders;

(ix) shareholders' interest of the Company; and

(x) other factors that the Board may consider appropriate.

The Board will review the dividend policy from time to time and may take any amendments that it deems necessary or desirable. The Company does not have any pre-determined dividend payout ratio and there is no assurance that a dividend will be proposed or declared in any specific periods.

INVESTOR RELATIONS

The Company has established a range of communication channels between itself and its shareholders, investors and other stakeholders. These include the annual general meeting, the annual, interim and quarterly reports, notices, announcements and circulars and the Company's website at www.newwesterngroup.com.hk.

(iii) 本集團的現金流、營運資金規定、資本開支規定及未來擴充計劃；

(iv) 本集團的保留盈利及可分派儲備；

(v) 本集團的流動資金狀況；

(vi) 整體經濟環境、本集團的未來前景及可能對本集團的業務或財務表現及狀況造成影響的其他內部或外部因素；

(vii) 適用法律及法規，包括開曼群島法律及本公司的組織章程細則；

(viii) 本公司向其股東支付股息的合約限制；

(ix) 本公司股東的權益；及

(x) 董事會可能認為適當的其他因素。

董事會將不時檢討股息政策，並可採取其認為必要或可取的任何修訂。本公司並無任何預先釐定的股息支付比率，且無法保證在任何特定期間會提呈或宣派股息。

投資者關係

本公司已就其與股東、投資者及其他利益相關者之間設立多個溝通渠道。當中包括股東週年大會、年報、中期及季度報告、通告、公佈及通函以及本公司網站www.newwesterngroup.com.hk。

CONSTITUTION DOCUMENTS

During the year, there was no change in the Company's constitutional documents.

憲章文件

於本年度，本公司之憲章文件並無變動。

CONTINUOUS CORPORATE GOVERNANCE ENHANCEMENT

The Board is committed to continuous corporate governance enhancement including giving closer attention to any regulatory changes with a view to maintaining a corporate culture built on ethics and integrity and increasing the Shareholders value as a whole.

不斷提升企業管治水平

董事會承諾將繼續提升企業管治水平，包括密切留意任何法規變動，務求維持一套建基於道德及誠信的企業文化，及提升股東的整體價值。

DIRECTORS

Executive Directors

Mr. Zhang Qing ("Mr. Zhang"), aged 51, was appointed as an executive Director and Chairman of the Board on 1 July 2014 and was appointed as the compliance officer of the Company with effect from 30 April 2015. He was appointed as an investor relations officer of the Company since 18 March 2014. Mr. Zhang is also a director of the certain subsidiaries of the Company. Mr. Zhang obtained a bachelor's degree in economics from Guangzhou Institute of Foreign Trade* (廣州對外貿易學院) (currently known as Guangdong University of Foreign Studies (廣東外語外貿大學)) in the People's Republic of China in July 1991 and further obtained a master's degree in business administration from San Diego State University in the United States in December 1998. From July 1991 to July 1996, he worked as the foreign sales staff of China National Light Industrial Products Import & Export Corporation*. From February 2000 to November 2003, Mr. Zhang worked as the manager of investment department of Sichuan Harmony Enterprises (Group) Limited*. From July 2006 to February 2013, he worked as the investment manager of Canada Shenghe Investment Inc. Besides, Mr. Zhang acted as the director of Sichuan Harmony Enterprises (Group) Limited* during the period from 8 March 2011 to 12 September 2013.

Mr. Gan Lin ("Mr. Gan"), aged 42, was appointed as an executive Director and the chief executive officer of the Company on 22 January 2020. He has solid experience in strategic planning, corporate finance and financial management in the PRC. Mr. Gan graduated with a bachelor's degree in logistics management in June 2001 from Beijing Technology and Business University (formerly known as Beijing Institute of Business) in the PRC. Prior to joining the Company, Mr. Gan served as a general manager of the capital operation and management centre at China City Property Management Company Limited* (中城建物業管理有限公司) from February 2014 to March 2016. From August 2006 to February 2014, Mr. Gan had served senior management positions in various corporations and financial institutions, including Mocon Inc., Roampond International Group Co., Limited and Guosen Securities. During the period from April 2016 to June 2019 and from December 2016 to June 2019 respectively, Mr. Gan served as an executive director and the chief executive officer of Forebase International Holdings Limited, a company listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (stock code: 2310).

董事

執行董事

張慶先生(「**張先生**」)，51歲，於2014年7月1日獲委任為執行董事及董事會主席，以及自2015年4月30日獲委任為監察主任。他於2014年3月18日獲委任為本公司之投資者關係主任。張先生亦擔任本公司屬下某些附屬公司的董事。張先生於1991年7月獲中華人民共和國廣州對外貿易學院(現稱為廣東外語外貿大學)經濟學學士學位，並於1998年12月獲美國聖地亞哥州立大學*授予工商管理碩士學位。由1991年7月至1996年7月，他擔任中國輕工業品進出口總公司的外銷員。由2000年2月至2003年11月，張先生擔任四川怡和企業(集團)有限責任公司的投資部經理。由2006年7月至2013年2月，他擔任Canada Shenghe Investment Inc.的投資經理。此外，張先生於2011年3月8日至2013年9月12日期間出任四川怡和企業(集團)有限責任公司的董事。

甘霖先生(「**甘先生**」)，42歲，於2020年1月22日獲委任為執行董事及行政總裁。他於中國策略規劃、企業財務及財務管理擁有扎實經驗。甘先生於2001年6月畢業於中國北京工商大學(前稱北京商學院)，獲得物流管理學士學位。在加入本公司之前，甘先生於2014年2月至2016年3月曾於中城建物業管理有限公司資金運營管理中心出任總經理。由2006年8月起至2014年2月止，甘先生於Mocon Inc.、榕邦國際集團有限公司及國信證券等多間企業及財務機構出任高級管理職位。甘先生於2016年4月至2019年6月及2016年12月至2019年6月期間，甘先生擔任在香港聯合交易所有限公司(「聯交所」)上市的申基國際控股有限公司(股份代號：2310)的執行董事兼行政總裁。

Mr. Yu Kwan Tseung Alvin ("Mr. Yu"), aged 45, was appointed as an executive Director on 11 December 2020, as the chief financial officer of the Company on 12 March 2021 and as the compliance officer of the Company on 26 March 2021. Mr. Yu holds a degree of science, accounting and finance from University of Maryland, the United States of America ("USA") and is a member of the American Institute of Certified Public Accountants. He has around 20 years of experience in the financial and accounting industry. Prior to joining the Group, he had held managerial and financial executive positions in various companies and financial institutions in Hong Kong and USA.

俞君象先生(「**俞先生**」),45歲,於2020年12月11日獲委任為執行董事,於2021年3月12日獲委任為本公司首席財務官,並於2021年3月26日獲委任為本公司監察主任。俞先生於美國(「美國」)馬里蘭大學取得會計及金融理學學位,及為美國註冊會計師協會會員。彼於金融及會計行業擁有約20年經驗。在加入本集團之前,彼曾於香港及美國多間公司及金融機構出任經理及財務主管職位。

Mr. Wong Kong ("Mr. Wong"), aged 43, was appointed an executive Director on 28 December 2020. Mr. Wong holds a master of business administration from University of Manchester, the United Kingdom and the degree of bachelor of science from the Walter A. HAAS School of Business, University of California, the United States of America. He has about 20 years of experience in the financial industry. Prior to joining the Group, he had held managerial and financial executive positions in various listed companies and financial institutions in Hong Kong.

黃剛先生(「**黃先生**」),43歲,於2020年12月28日獲委任為執行董事。黃先生持有英國曼徹斯特大學工商管理碩士學位及美國加州大學Walter A. HAAS School of Business理學士學位。彼於金融行業擁有約20年經驗。在加入本集團之前,彼曾於香港多間上市公司及金融機構出任經理及財務主管職位。

Independent Non-Executive Directors

Mr. Ng Wai Kee ("Mr. Ng"), aged 60, was appointed as an independent non-executive Director and the chairman of each of the Audit Committee, Nomination Committee and Remuneration Committee on 12 March 2021. Mr. Ng graduated from Hong Kong Shue Yan College (currently known as Hong Kong Shue Yan University) in July 1985 with a diploma of accounting and is a fellow member of the Hong Kong Institute of Certified Public Accountants. He has over 30 years of experience in the financial and accounting industry. Prior to joining the Group, he had been employed by various listed companies in Hong Kong and Singapore as director, financial controller or company secretary. During the period from 1 April 2013 to 1 October 2016 and from 9 January 2018 to 24 April 2018, Mr. Ng served as an executive director of Centron Telecom International Holding Limited (delisted from the Main Board of the Stock Exchange of Hong Kong Limited on 1 December 2020, previous stock code: 1155).

獨立非執行董事

吳偉奇先生(「**吳先生**」),60歲,於2021年3月12日獲委任為獨立非執行董事及審核委員會、提名委員會及薪酬委員會的主席。吳先生於1985年7月畢業於香港樹仁學院(現稱香港樹仁大學),獲得會計文憑,並為香港會計師公會資深會員。彼於金融及會計行業擁有逾30年經驗。在加入本集團之前,彼曾受僱於香港及新加坡的多家上市公司,擔任董事、財務總監或公司秘書。於2013年4月1日至2016年10月1日以及2018年1月9日至2018年4月24日期間,吳先生擔任星辰通信國際控股有限公司(於2020年12月1日在香港聯合交易所有限公司主板除牌,前股份代號:1155)的執行董事。

Mr. Chiu Yu Wang ("Mr. Chiu"), aged 61, was appointed as an independent non-executive Director of the Company on 17 February 2014. He obtained a certificate in Business Studies (Banking) from Lee Wai Lee Technical Institute of the Vocational Training Council Hong Kong in August 1983. He has over 20 years of marketing experience in banking industry. Since May 2010, Mr. Chiu has become a shareholder and a director of Sparkle Well Environmental Lighting Company Limited, which is principally engaged in trading of environmental lighting products. Since 2019, Mr. Chiu has become the sole shareholder and director of Good Karma Marketing Promotion Company Limited, which is principally engaged in general trading business.

趙汝宏先生(「趙先生」)，61歲，於2014年2月17日獲委任為本公司之獨立非執行董事。彼於1983年8月取得香港職業訓練局李惠利工業學院商業學(銀行)證書。彼擁有超過20年在銀行業的業務經驗。自2010年5月起，趙先生成為耀佳環保照明有限公司的股東及董事，該公司主要從事環保照明產品的貿易業務。自2019年起，趙先生是善緣市場推廣有限公司唯一股東及董事，該公司主要從事一般貿易業務。

Mr. Cho Chi Kong ("Mr. Cho"), aged 68, was appointed as an independent non-executive Director and a member of each of the Audit Committee, Remuneration Committee and Nomination Committee on 25 June 2021. Mr. Cho obtained a diploma in Management Studies from Hong Kong Management Association and Hong Kong Polytechnic in 1984 and a Bachelor of Laws degree from the University of London (formerly known as the Inns of Court School of Law) in the United Kingdom in 1989. He is a non-practicing Barrister admitted into The Honorable Society of Lincoln's Inn in the United Kingdom in 1988, the Supreme Court of Hong Kong in 1990, and the Supreme Court of Australian Capital Territory in 1991. He was granted as a Certified Fraud Examiner of the Association of Certified Fraud Examiner in 2004. He is also a fellow member of the Hong Kong Institute of Directors. Mr. Cho has extensive experience in corporate law, legal and regulatory compliance and prevention and detection of fraud. He has served as an adviser and in-house legal consultant on legal and compliance matters for companies in Hong Kong and the United Kingdom. During 2017 to 2020, Mr. Cho delivered post-graduate courses in corporate governance and regulatory framework as a Professor of Practice (Law) at the School of Accounting and Finance of the Hong Kong Polytechnic University. Mr. Cho is currently an independent non-executive director of Perfect Optronics Limited, the shares of which are listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (stock code: 8311), and he was an independent non-executive director of Mansion International Holdings Limited, the shares of which are listed on GEM of the Stock Exchange (stock code: 8456), from 1 June 2019 to 1 June 2021.

曹志光先生(「曹先生」)，68歲，於2021年6月25日獲委任為獨立非執行董事並由其擔任審核委員會、薪酬委員會及提名委員會成員，自2021年6月25日起生效。曹先生，於1984年取得香港管理專業協會與香港理工學院管理學文憑，並於1989年獲得英國倫敦大學(前稱英國大律師法學院)法學學士學位。彼為非執業大律師，於1988年獲英國林肯律師協會、1990年香港最高法院，及1991年澳洲首都區最高法院認可。彼於2004年被授予特許詐騙審查師學會的特許詐騙審查師資格。彼亦為香港董事學會資深會員。曹先生於公司法、法律及監管合規以及預防及核查欺詐方面擁有豐富的經驗。彼曾擔任香港和英國公司法律及合規事務的顧問及內部法律顧問。於2017年至2020年期間，曹先生在香港理工大學會計及金融學院擔任實務教授(法律)，教授企業管治及監管框架研究生課程。曹先生現為圓美光電有限公司的獨立非執行董事，該公司股份於香港聯合交易所有限公司(「聯交所」)GEM上市(股份代號：8311)。彼於2019年6月1日至2021年6月1日期間，曾任民信國際控股有限公司的獨立非執行董事，該公司股份於聯交所GEM上市(股份代號：8456)。

The English translation of names or any descriptions in Chinese which are marked with "*" is for identification purpose only.

標有「*」的英文翻譯名稱或任何中文描述乃僅供識別。

SENIOR MANAGEMENT

Mr. Cyrus Kong ("Mr. Kong"), aged 37, was appointed as the chief technology officer of the Company on 22 March 2021. Mr. Kong has several years of web-based design and engineering experience. Prior to joining the Group, he had held technical positions in various medical and aesthetics clinics and designing firms in Singapore. Mr. Kong has been the chief technology officer at Urban Clinic Pte Ltd and Urban Habitat Design Pte Ltd since February 2017.

Ms. Chan Lok Yin ("Ms. Chan"), aged 35, is an associate of Hong Kong Institute of Certified Public Accountants and an associate member of the Hong Kong Institute of Chartered Secretaries. She was the company secretary of Pak Tak International Limited (Stock Code: 2668) during the period from August 2015 to April 2017 and the joint Company Secretary and Authorised Representative of the Company during the period from April 2014 to April 2016 and October 2014 to April 2016 respectively. Ms. Chan is currently the financial controller and company secretary of the Company. She obtained a bachelor's degree of accounting from Edinburgh Napier University in United Kingdom in 2008. Ms. Chan has over 10 years of auditing, accounting, corporate governance and company secretarial experience.

COMPANY SECRETARY

Ms. Chan Lok Yin is the Company Secretary of the Company. For details of their profile, please refer to the paragraphs headed "Senior Management" under this section.

COMPLIANCE OFFICER

Mr. Yu Kwan Tseung Alvin is the compliance officer of the Company. For details of his profile, please refer to the paragraph headed "Executive Directors" under this section.

高級管理層

Cyrus Kong先生(「**Kong先生**」),37歲,於2021年3月22日獲委任為本公司技術總監。Kong先生,擁有數年網絡設計及工程經驗。加入本集團之前,彼曾在新加坡的多家醫療及美容診所以及設計公司擔任技術職務。自2017年2月起,Kong先生一直擔任Urban Clinic Pte Ltd及Urban Habitat Design Pte Ltd的技術總監。

陳樂燕女士(「**陳女士**」),35歲,為香港會計師公會會員及香港特許秘書公會會員。於2015年8月至2017年4月止期間,彼為百德國際有限公司(股份代號:2668)的公司秘書,而於2014年4月至2016年4月止期間及2014年10月至2016年4月止期間,彼分別為本公司的聯席公司秘書及授權代表。陳女士現任本公司財務總監及公司秘書。彼於2008年獲英國愛丁堡龍比亞大學頒授會計學學士學位。陳女士於審計、會計、企業管治及公司秘書方面擁有逾10年經驗。

公司秘書

陳樂燕女士為本公司的公司秘書。有關彼等的履歷詳情,請參閱本節「高級管理層」一段。

監察主任

俞君象先生為本公司的監察主任。有關其履歷詳情,請參閱本節「執行董事」段內。

The directors ("Directors") of New Western Group Limited (the "Company") submit herewith their annual report together with the audited consolidated financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2020.

新威斯頓集團有限公司(「本公司」)董事(「董事」)謹此呈報本公司及其附屬公司(統稱「本集團」)截至2020年12月31日止年度的年報及經審核綜合財務報表。

PRINCIPAL ACTIVITIES, GEOGRAPHICAL ANALYSIS OF OPERATION AND BUSINESS REVIEW

The principal activity of the Company is investment holding. The principal activities and other particulars of the Company's subsidiaries are set out in note 39 to the consolidated financial statements. There were no other significant changes in the nature of the Group's principal activities during the year.

The analysis of geographical locations of the Company and its subsidiaries for the year are set out in note 39 to the consolidated financial statements.

The business review of the Group for the Year is set out in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" on pages 5 to 19 of this annual report. A discussion and analysis of the activities of the Company as required by Schedule 5 to the Hong Kong Companies Ordinance, including a discussion of the principal risks and uncertainties facing the Group and an indication of likely future developments in the Group's businesses, the compliance with relevant laws and regulations, as well as the Group's environmental policies and performance which have a significant impact on the Company, can be found in ESG report published on 31 May 2021 and "Corporate Governance Report" on pages 20 to 47 of this annual report. Such discussion forms part of this report.

主要業務、業務的地域分析及業務回顧

本公司的主要業務為投資控股。本公司的附屬公司的主要業務及其他詳情載於綜合財務報表附註39。年內，除上述者外，本集團的主要業務性質並無其他重大改變。

年內，本公司及其附屬公司的地理位置分析載於綜合財務報表附註39內。

本集團於本年度的業務回顧載於本年報第5至19頁的「主席聲明」及「管理層討論與分析」各節。根據香港公司條例附表5的規定討論和分析本公司的活動，包括討論本集團面臨的主要風險及不確定性，以及對本集團業務未來可能發展的指示，遵守相關規定對本公司有重大影響的法律法規，以及本集團的環境政策和業績，可在本年報20至47頁的環境、資源及管治報告和2021年5月31日發表的「企業管治報告」中找到。此討論構成了本報告的一部分。

RESULTS

The results of the Group for the year ended 31 December 2020 and the state of the Company's and the Group's affairs as at that date are set out in the consolidated financial statements on pages 73 to 182 of this annual report.

業績

本集團截至2020年12月31日止年度的業績以及本公司及本集團事務於該日的狀況載於本年報第73至182頁的綜合財務報表。

SEGMENT INFORMATION

Details of the segment information of the Group for the year ended 31 December 2020 are set out in note 5 to the consolidated financial statements.

分部資料

本集團於截至2020年12月31日止年度之分部資料詳情載於綜合財務報表附註5。

PROPERTY, PLANT AND EQUIPMENT

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

物業、廠房及設備

有關本集團及本公司物業、廠房及設備於年內的變動詳情載於綜合財務報表附註16。

RESERVES

Details of the movements in reserves of the Group and the Company during the year are set out in the "Consolidated Statement of Changes in Equity", note 30(b), and note 38 to the consolidated financial statements respectively.

儲備

有關本集團及本公司儲備於年內的變動詳情分別載於綜合財務報表之「綜合權益變動表」、附註30(b)及附註38。

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 30(a) to the consolidated financial statements.

股本

有關本公司股本於年內的變動詳情載於綜合財務報表附註30(a)。

DISTRIBUTABLE RESERVES

Under the Companies Law of the Cayman Islands, the Company may pay dividends out of the profit or the share premium account in accordance with the provisions of Articles of Association, provided that immediately following the date on which the dividend is proposed to be distributed, the Company remains able to pay the debts as and when they fall due in the ordinary course of business. The Company's reserve available for distribution as at 31 December 2020 was approximately HK$Nil.

可供分派儲備

根據開曼群島公司法，本公司可根據組織章程細則條文以溢利或股份溢價賬支付股息，惟於緊隨建議分派股息當日後，本公司於日常業務過程中仍可支付到期債務。本公司於2020年12月31日可供分派的儲備金額約為零港元。

The Directors do not recommend the payment of any dividend for the year ended 31 December 2020.

董事不建議派發截至2020年12月31日止年度之任何股息。

PRE-EMPTIVE RIGHTS

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

優先購買權

細則或開曼群島法律並無載有優先購買權條文規定本公司須按比例向現有股東發售新股。

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last 5 financial years is set out on page 183 of this annual report.

五年財務概要

本集團最近5個財政年度之業績及資產與負債概要載於本年報第183頁。

EQUITY-LINKED AGREEMENTS

No equity-linked agreements were entered into by the Company during 2020 or existed as at 31 December 2020.

股權掛鈎協議

本公司並無於2020年訂立股權掛鈎協議或於2020年12月31日存續。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2020.

購買、出售或贖回本公司上市證券

本公司或其任何附屬公司於截至2020年12月31日止年度概無購買、出售或贖回任何本公司上市證券。

SHARE OPTION SCHEME

Details of the Share Option Scheme are set out in note 31 to the consolidated financial statements.

購股權計劃

有關購股權計劃詳情載於綜合財務報表附註31。

DIRECTORS

The Directors of the Company during the year were:

Executive Directors

Mr. Zhang Qing *(Chairman)*
Ms. Li Nian (Note 1)
Mr. Yu Kwan Tseung Alvin (Note 2)
Mr. Wong Kong (Note 3)

Non-Executive Directors

Mr. Liu Kam Lung (Note 4)
Mr. Wong Kee Chung (Note 5)

Independent Non-Executive Directors

Mr. Cheung Chi Man Dennis (Note 6)
Mr. Chiu Yu Wang
Dr. Gao Jinkang (Note 7)
Mr. Leung Tak Chee Frankie (Note 8)

Notes:

1. Ms. Li Nian was appointed as an executive Director on 25 March 2020, and she resigned on 26 March 2021.
2. Mr. Yu Kwan Tseung Alvin was appointed as an executive Director on 11 December 2020.
3. Mr. Wong Kong was appointed as an executive Director on 28 December 2020.
4. Mr. Liu Kam Lung resigned as a non-executive Director on 2 June 2020.
5. Mr. Wong Kee Chung was appointed as an executive Director on 25 March 2020, and he resigned on 10 July 2020.
6. Mr. Cheung Chi Man Dennis resigned on 19 May 2020.
7. Mr. Leung Tak Chee Frankie was appointed as an executive Director on 2 June 2020, and he resigned on 5 March 2021.

Subsequent to the end of the reporting period and up to the date of this annual report, each of Mr. Ng Wai Kee and Mr. Cho Chi Kong was appointed as an independent non-executive Director on 12 March 2021 and 25 June 2021, respectively.

董事

於年內，本公司的董事如下：

執行董事

張慶先生*(主席)*
李念女士(附註1)
俞君象先生(附註2)
黃剛先生(附註3)

非執行董事

廖金龍先生(附註4)
黃紀宗先生(附註5)

獨立非執行董事

張志文先生(附註6)
趙汝宏先生
高晉康博士(附註7)
梁德志先生(附註8)

附註：

1. 李念女士於2020年3月25日獲委任為執行董事。並於2021年3月26日辭任。
2. 俞君象先生於2020年12月11日獲委任為執行董事。
3. 黃剛先生於2020年12月28日獲委任為執行董事。
4. 廖金龍先生於2020年6月2日辭任非執行董事。
5. 黃紀宗先生於2020年3月25日獲委任為執行董事，並於2020年7月10日辭任。
6. 張志文先生於2020年5月19日辭任。
7. 梁德志先生於2020年6月2日獲委任為執行董事，並於2021年3月5日辭任。

於報告期末後及直至本年報日期，吳偉奇先生及曹志光先生分別於2021年3月12日及2021年6月25日獲委任為獨立非執行董事。

The Company has received annual confirmations of independence from Mr. Ng Wai Kee, Mr. Chiu Yu Wang and Mr. Cho Chi Kong, and as at the date of this report still considers them to be independent.

本公司已收到來自吳偉奇先生、趙汝宏先生及曹志光先生的年度獨立性確認，且於本報告日期，仍然相信彼等為獨立人士。

ROTATION OF DIRECTORS IN THE FORTHCOMING ANNUAL GENERAL MEETING

Pursuant to article 83(3) of the Articles, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Pursuant to Article 84(1) of the Articles, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years.

Pursuant to Article 84(2) of the Articles, a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

In accordance with the above provisions of the Articles, Mr. Zhang Qing shall retire from office as Director by rotation at forthcoming annual general meeting ("the AGM") and being eligible, has agreed to offer himself for re-election at the AGM. Each of Mr. Yu Kwan Tseung Alvin, Mr. Wong Kong, Mr. Ng Wai Kee and Mr. Cho Chi Kong, who shall hold office until the AGM, being eligible, has also agreed to offer himself for re-election at the AGM.

於應屆股東週年大會上的董事輪任

根據細則第83(3)條，由董事會委任以加入現任董事會之任何董事之任期僅直至本公司下屆股東週年大會為止，並將合資格膺選連任。

根據細則第84(1)條，於本公司各股東週年大會上，當時在任之三分之一董事(或倘人數並非為三(3)之倍數，則為最接近但不少於三分之一之人數)須輪值告退，惟各董事須至少每三年輪值告退一次。

根據細則第84(2)條，退任董事將合資格膺選連任及須繼續於其退任之整個大會期間出任董事。輪值退任董事須包括(在所需範圍內，確定輪值退任董事之數目)有意退任及不願膺選連任之任何董事。其他須輪值退任之董事應為自上次膺選連任或獲委任以來在任時間最長之董事，而於同日獲委任或重選之董事則以抽籤決定退任之人選(除非彼等之間另有協議)。於釐定輪值退任之特定董事或董事數目時，根據細則第83(3)條獲董事會委任之任何董事不應考慮在內。

根據上述細則條文，張慶先生應於股東週年大會上輪值退任董事，並符合資格且已同意於應屆股東週年大會(「股東週年大會」)膺選連任。俞君象先生、黃剛先生、吳偉奇先生及曹志光先生將任職直至股東週年大會為止，並符合資格且已同意於股東週年大會膺選連任。

DIRECTORS' SERVICES CONTRACTS

Each of the independent non-executive Directors and non-executive Director is appointed for an initial term of one year commencing from their respective dates of appointment and shall continue thereafter from year to year until terminated by one month's notice in writing served by either party on the other party.

董事服務合約

各獨立非執行董事及非執行董事已獲委任，初始任期由各自的委任日期起計為期一年，並將於其後每年繼續生效，直至其中一方給予對方一個月的書面通知而終止。

No Director proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

擬於應屆股東週年大會上膺選連任之董事概無訂立任何不得於一年內在無需支付任何賠償(法定賠償除外)之情況下由本集團終止之服務合約。

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE COMPANY'S BUSINESS

董事於有關本公司業務之重大交易、安排及合約的重大權益

Saved as disclosed in the sections headed "Connected Transactions" of this report, no other transactions, arrangements or contracts of significance in relation to the Group's business to which the Company, its controlling shareholder or any of its subsidiaries or fellow subsidiaries was a party or in which a Director or the Director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2020.

除本報告「關聯交易」一節所披露者外，概無有關本集團業務而本公司、其控股股東或其任何附屬公司或同系附屬公司為其中一名訂約方或董事或董事之關連方於當中擁有重大利益(不論直接或間接)之其他重大交易、安排或合約，於年末或於截至2020年12月31日止年度內任何時間存續。

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員的履歷

Profiles of the Directors and senior management of the Group are set out on pages 48 to 51 of this annual report.

本集團董事及高級管理人員的履歷資料載於本年報第48至51頁。

EMOLUMENT POLICY

酬金政策

The emolument policy of the employees of the Group is set up by the Remuneration Committee which takes into account their merit, qualifications and competence.

本集團僱員的酬金政策由薪酬委員會按其表現、資歷及能力而訂立。

The emoluments of the Directors are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

董事的酬金由薪酬委員會經考慮本公司的經營業績、個人表現及可比較市場統計數據而釐定。

Furthermore, the Company has adopted the share option scheme to reward participants for their contribution to the Group.

此外，本公司已採納購股權計劃以獎勵為本集團帶來貢獻的參與者。

REMUNERATION OF DIRECTORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

董事及五名最高酬金人士的薪酬

Details of the emoluments of the Directors and five individuals with highest emoluments are set out in note 12 to the consolidated financial statements.

有關董事及五名最高酬金人士的薪酬詳情載於綜合財務報表附註12。

RETIREMENT BENEFIT SCHEME

Details of the retirement benefit scheme of the Group are set out in note 12(a) to the consolidated financial statements.

退休福利計劃

有關本集團的退休福利計劃詳情載於綜合財務報表附註12(a)。

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

As at 31 December 2020, the interests and short position of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), or (b) to be and were entered in the register required to be kept by the Company pursuant to section 352 of the SFO, or (c) as otherwise notified to the Company and the Stock Exchange pursuant to the Rules 5.46 to 5.68 of the GEM Listing Rules, were as follows:

董事及最高行政人員於本公司或任何相聯法團股份、相關股份及債權證的權益及淡倉

於2020年12月31日，本公司董事及最高行政人員於本公司及其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債權證中擁有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例該等條款彼等被當作或視為持有之權益及淡倉)，或(b)根據證券及期貨條例第352條須登記於由本公司存置之登記冊內的權益及淡倉，或(c)根據GEM上市規則第5.46至5.68條規定須另行知會本公司及聯交所的權益及淡倉如下：

Long and Short Positions

Ordinary shares and underlying share of the Company

好倉及淡倉

本公司的普通股股份及相關股份

Name of Directors 董事姓名	Capacity/Nature of interests 身份／權益性質	Number of the Company's issued ordinary shares held (Note 1) 所持本公司已發行普通股股份數目（附註1）	Approximate percentage of total issued shares capital of the Company (Note 2) 佔本公司已發行股本總數的概約百分比（附註2）
Executive Director **執行董事**			
Mr. Zhang Qing 張慶先生	Personal interest 個人權益	4,000,000 (L) 4,000,000（好）	0.24%

Notes:

1. The number of the Company's total issued ordinary shares as at 31 December 2020 was 1,677,338,880. The letter "L" denotes long positions in the shares and underlying shares of the Company.

2. The percentages are calculated on the basis of 1,677,338,880 ordinary shares of the Company in issues as at 31 December 2020.

附註：

1. 於至2020年12月31日，本公司已發行普通股總數為1,677,338,880股。「好」指於本公司股份及相關股份之好倉。

2. 百分比乃根據於2020年12月31日本公司已發行之1,677,338,880股普通股所計算。

Save as disclosed above, as at 31 December 2020, so far as is known to the Directors or Chief Executive Officer of the Company, none of the Directors and chief executive of the Company 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) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or (c) were required, pursuant to Rules 5.46 to 5.68 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

除上文所披露外，於2020年12月31日，就本公司董事或行政總裁所知，概無本公司之董事及最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之任何股份、相關股份或債權證中擁有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉(包括根據證券及期貨條例該等條款彼等被當作或視為持有之權益及淡倉)，或(b)根據證券及期貨條例第352條登記於該條所指登記冊內的權益或淡倉，或(c)根據GEM上市規則第5.46至5.68條規定須另行知會本公司及聯交所之權益或淡倉。

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year ended 31 December 2020 was the Company or any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

收購股份或債權證的安排

於截至2020年12月31日止年度內任何時間內，本公司或其任何附屬公司或同系附屬公司概無作為一方參與任何安排，致令董事可藉購入本公司或任何其他法團的股份或債權證而獲得利益。

UPDATE ON LISTING STATUS

The Company received a letter dated 15 June 2021 from the Stock Exchange to the effect that the Company has not shown to have sufficient level of operations and assets that could enable it to carry out viable and sustainable business as required by Rule 17.26 of GEM Listing Rules ("Decision").

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 1 April 2021 and will remain suspended until further notice. The Company will keep the public informed of the latest significant developments by making further announcement(s) as and when appropriate and in accordance with the requirements of the GEM Listing Rules.

上市地位之最新資料

本公司接獲聯交所日期為2021年6月15日的函件，大意是本公司並未表現出足夠的營運及資產水平，足以使其能夠按照GEM上市規則第17.26條的規定開展可行及可持續的業務(「決定」)。

應本公司要求，股份於聯交所已於2021年4月1日上午9時起暫停買賣，並將繼續暫停直至另行通知。本公司將根據GEM上市規則的規定於適當時候另行刊發公告，以讓公眾了解最新的重大發展。

Change of company name

The shareholders of the Company passed a special resolution at the extraordinary general meeting of the Company held on 24 June 2021 approving the change of Company name from "New Western Group Limited" to "GSN Corporation Limited" and without adopting any Chinese name. The Registrar of Companies in the Cayman Islands issued the Certificate of Incorporation on Change of Name of the Company on 29 June 2021. For further details, please refer to the circular of the Company dated 25 May 2021 and the announcement of the Company dated 24 June 2021.

更改公司名稱

本公司股東於2021年6月24日舉行的本公司股東特別大會通過特別決議案，批准將本公司名稱由「New Western Group Limited」變更為「GSN Corporation Limited」，且不採用任何中文名稱。開曼群島公司註冊處處長於2021年6月29日簽發了關於更改本公司名稱的公司註冊證書。更多詳情請參閱本公司日期為2021年5月25日的通函及本公司日期為2021年6月24日的公告。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

主要股東及其他人士於本公司股份及相關股份的權益及淡倉

As at 31 December 2020, so far as is known to the Directors or Chief Executive Officer of the Company, the following persons or corporations (other than a director or chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to 336 of the SFO:

就本公司任何董事或行政總裁所知，於2020年12月31日，如本公司根據證券及期貨條例第336條存置的登記冊記錄，以下人士或公司(除本公司的董事或最高行政人員外)擁有本公司股份及相關股份的權益或淡倉：

Long and Short Positions

好倉及淡倉

Ordinary shares of the Company

本公司的普通股股份

Name of shareholders 股東姓名／名稱	Capacity/Nature of interests 身份／權益性質	Total number of the Company's issued ordinary shares held (Note 1) 所持本公司已發行普通股股份總數（附註1）	Approximate percentage of total issued share capital of the Company (Note 2) 佔本公司已發行股本總數的概約百分比（附註2）
Champsword Limited	Beneficial owner (Note 3) 實益擁有人(附註3)	810,400,526 (L) 800,400,526 (S) 810,400,526（好） 800,400,526（淡）	48.31% 47.72%
Qilu International Funds SPC (acting for and on behalf of Zhongtai Dingfeng Classified Fund SP) ("Qilu") Qilu International Funds SPC（為及代表Zhongtai Dingfeng Classified Fund SP行事）（「Qilu」）	Person having a security interest in shares (Note 3) 於股份擁有抵押權益的人士(附註3)	800,400,526 (L) 800,400,526（好）	47.72%
Zhongtai International Asset Management Limited 中泰國際資產管理有限公司	Investment manager (Note 4) 投資經理(附註4)	800,400,526 (L) 800,400,526（好）	47.72%
Yu Ting Hin 余庭軒	Beneficial owner 實益擁有人	140,000,000 (L) 140,000,000（好）	8.35%

Notes:

1. The number of the Company's total issued ordinary shares as at 31 December 2020 was 1,677,338,880. The letter "L" denotes long positions in the shares and underlying shares of the Company and the letter "S" denotes short positions in the shares and underlying shares of the Company.

2. The percentages are calculated on the basis of 1,677,338,880 ordinary shares of the Company in issues as at 31 December 2019.

3. Mr. Lau Mo (passed away on 21 December 2019) was the beneficial owner of all of the issued share capital of Champsword Limited, and was therefore deemed to be interested in the 810,400,526 ordinary shares of the Company in which Champsword Limited is beneficially interested by virtue of Part XV of the SFO. As disclosed in the announcement of the Company dated 16 November 2018, Champsword Limited had executed on 13 November 2018 a charge over its 800,400,526 ordinary shares of the Company in favour of Zhongtai Financial Investment Limited as security for certain senior secured note issued by Champsword Limited and subscribed by Zhongtai Financial Investment Limited. Zhongtai Financial Investment Limited thus has security interest over these shares.

   On 26 June 2019, a deed of assignment was entered into between Zhongtai Financial Investment Limited and Zhongtai Dingfeng Classified Fund SP whereby Zhongtai Financial Investment Limited has agreed to assign its security interest to Zhongtai Dingfeng Classified Fund SP. Zhongtai Dingfeng Classified Fund SP thus has security interest over the 800,400,526 ordinary shares of the Company.

   On 25 September 2019, Champsword Limited has acquired 10,000,000 ordinary shares of the Company from off market at a price of HK$0.088 per share of the Company. Champsword Limited, therefore, held an aggregate of 810,400,526 ordinary shares of the Company.

4. Zhongtai International Asset Management Limited is the fund manager of Qilu, as such it is deemed to be interested in all the shares Qilu is interested pursuant Part XV of the SFO.

Save as disclosed above, as at 31 December 2020, so far as is known to the Directors and Chief Executive Officer of the Company, and based on the public records filed on the website of Hong Kong Exchanges and Clearing Limited and records kept by the Company, no other persons or corporations (other than Directors and Chief Executive Officer of the Company) 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.

附註：

1. 於2020年12月31日，本公司已發行普通股總數為1,677,338,880股。「好」指於本公司股份及相關股份之好倉，「淡」指於本公司股份及相關股份之淡倉。

2. 百分比乃根據於2019年12月31日本公司已發行之1,677,338,880股普通股所計算。

3. 劉武先生(於2019年12月21日離世)為Champsword Limited全部已發行股本之實益擁有人，因此，根據證券及期貨條例第XV部，被視為擁有Champsword Limited實益擁有的810,400,526股本公司普通股之權益。誠如本公司日期為2018年11月16日之公告所披露，Champsword Limited於2018年11月13日以中泰金融投資有限公司為受益人簽立一項以本公司800,400,526股普通股作出的押記，作為Champsword Limited所發行並由中泰金融投資有限公司認購的若干優先有抵押票據的抵押品。因此，中泰金融投資有限公司於該等股份中擁有抵押權益。

   於2019年6月26日，中泰金融投資有限公司與Zhongtai Dingfeng Classified Fund SP簽訂了轉讓契據，即中泰金融投資有限公司已同意將其抵押權益轉讓予Zhongtai Dingfeng Classified Fund SP。因此，Zhongtai Dingfeng Classified Fund SP擁有該800,400,526股本公司普通股的抵押權益。

   於2019年9月25日，Champsword Limited從場外以本公司每股0.088港元收購10,000,000股本公司普通股。因此，Champsword Limited合共持有810,400,526股本公司普通股。

4. 中泰國際資產管理有限公司為Qilu的基金經理，因此根據證券及期貨條例第XV部被視為於Qilu擁有的所有股份中擁有權益。

除上文所披露外，於2020年12月31日，就本公司董事及行政總裁所知，以及基於香港交易及結算所有限公司網站上備案的公共記錄及本公司保存的記錄，概無其他人士或法團(本公司董事或行政總裁除外)根據本公司按照證券及期貨條例第336條所存置之登記冊記錄於本公司股份或相關股份中擁有權益或淡倉。

MAJOR CUSTOMERS AND SUPPLIERS

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

主要客戶及供應商

本集團的主要客戶及供應商分別應佔年內銷售及採購的資料如下：

		Sales 銷售	Purchases 採購
The largest customer	最大客戶	24%	N/A不適用
Five largest customers in aggregate	五大客戶合計	76%	N/A不適用
The largest supplier	最大供應商	N/A不適用	28%
Five largest suppliers in aggregate	五大供應商合計	N/A不適用	75%

Save as disclosed in this annual report and to the best knowledge of the Directors, none of the Directors, their close associates or any shareholders (which to the knowledge of the Directors own more than 5% of the Company's share capital) has any interest in the Group's five largest customers or suppliers during the year ended 31 December 2020.

除本年報所披露者外及據董事所深知，截至2020年12月31日止年度，董事、彼等之緊密聯繫人或任何就董事所知擁有本公司股本逾5%之股東概無擁有於本集團五大客戶或供應商的任何權益。

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

管理合約

本年度內，本公司並無就全盤或其中任何重大部分業務的管理及行政事宜訂立或存有任何合約。

CONNECTED TRANSACTIONS

Significant related party transactions entered into by the Group during the year ended 31 December 2020 are disclosed in note 35 to the consolidated financial statements, which did not constitute a "connected transaction" or "continuing connected transaction" subject to reporting requirement under Chapter 20 of the GEM Listing Rules.

關連交易

本集團於截至2020年12月31日止年度訂立之重大關連人士之交易於綜合財務報表附註35披露，根據GEM上市規則第20章的報告要求，其並無構成「關連交易」或「持續關連交易」。

Audit Committee's view on the audit opinion

The Audit Committee generally understood the concerns of the outgoing auditors during the Year and appreciates the reasons for the resignation.

Nonetheless, the Audit Committee has reviewed and agreed with the management's position concerning their judgment in major areas including the going concern assumptions on the basis that (i) the management has been and still is actively management loan receivables; (ii) each of the Company's operating subsidiaries has adequate resources to continue to operate as normal; and (iii) neither the Company nor any of its operating subsidiaries is the subject of any winding-up proceedings. Accordingly, the Audit Committee agreed that it was appropriate to use a going concern assumption to prepare the consolidated financial statements.

審核委員會對審核意見的看法

審核委員會大致理解本年度離任核數師的顧慮，並對離職原因表示理解。

儘管如此，審核委員會已審閱並同意管理層關於彼等在主要領域(包括持續經營假設)的判斷的立場，理由是(i)管理層一直且仍在積極管理應收貸款；(ii)本公司各營運附屬公司均有足夠資源繼續正常營運；及(iii)本公司或其任何營運附屬公司均不涉及任何清盤程序。因此，審核委員會同意使用持續經營假設編制綜合財務報表是適當的。

DISCLOSURE PURSUANT TO RULE 17.22 OF THE GEM LISTING RULES

On 13 March 2020, Easy Loan entered into a facility agreement with Time Honest Limited ("Time Honest"), an independent third party, pursuant to which Easy Loan agreed to provide Time Honest a loan facility in the amount of HK$25 million ("Time Honest Loan"), which exceeds 8% under the assets ratio defined under Rule 19.07(1) of the GEM Listing Rules. The Time Honest Loan is interest-bearing at 12% per annum, secured by a charge over all assets of SM Asia Pacific Co Limited ("SM Asia Pacific"), a charge over certain shares of SM Asia Pacific, and a personal guarantee from Mr. Chu Hin Ming Alfonso, an independent third party. The Time Honest Loan is repayable on a date falling 12 months after the drawdown date. The Time Honest Loan was granted in the ordinary course of the Group's money lending business. Details of the grant of the Time Honest Loan were disclosed in the Company's announcements dated 13 March 2020. As at 31 December 2020 and the date of this report, the outstanding balance of the Time Honest Loan amounted to approximately HK$27,316,000.

根據GEM上市規則第17.22條作出披露

於2020年3月13日，易按財務與獨立第三方Time Honest Limited(「Time Honest」)訂立融資協議，據此，易按財務同意向Time Honest提供金額為25百萬港元的貸款融資(「Time Honest貸款」)，超過GEM上市規則第19.07(1)條定義的資產比率8%。Time Honest貸款按年利率12%計息，以SM Asia Pacific Co Limited(「SM Asia Pacific」)所有資產的抵押、SM Asia Pacific若干股份的抵押以及來自獨立第三方朱顯明先生的個人擔保的抵押。Time Honest貸款須於提取日期後12個月內償還。Time Honest貸款是在本集團日常放債業務過程中授出的。授予Time Honest貸款之詳情於本公司日期為2020年3月13日公告中予以披露。於2020年12月31日及本報告日期，Time Honest貸款的未償還餘額為約27,316,000港元。

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

足夠公眾持股量

根據本公司所獲得之公開資料及就董事所知，於本報告日期，本公司的總發行股本至少有25%由公眾持有。

INTEREST IN A COMPETING BUSINESS

During the year ended 31 December 2020, none of the Directors, the controlling shareholders of the Company and their respective close associates (as defined in the GEM Listing Rules) had any interest in any business which competes or is likely to compete, directly or indirectly, with the business of the Group or any other conflicts of interest with the Group.

於競爭業務的權益

截至2020年12月31日止年度，董事、本公司的控股股東及彼等各自的緊密聯繫人(定義見GEM上市規則)概無於任何與本集團業務直接或間接構成或可能構成競爭的業務中擁有任何權益，或與本集團有任何其他利益衝突。

PERMITTED INDEMNITY PROVISION

The Company has taken out and maintained directors' liability insurance which provides appropriate cover for the Directors and directors of the subsidiaries of the Group.

At no time during the year 2020 and up to the date of this report, there was or is, any permitted indemnity provision being in force for the benefit of any of the Directors and directors of the subsidiaries of the Group.

獲准許彌償條文

本公司已投購及維持董事之責任保險，其為董事及本集團附屬公司之董事提供充分保障。

於2020年內所有時間及直至本報告日期，概無為任何董事及本集團附屬公司董事之利益而生效的任何獲准許彌償條文。

PLEDGE OF SHARES BY CONTROLLING SHAREHOLDER

On 13 November 2018, Champsword Limited, the controlling shareholder of the Company which was wholly-owned by Mr. Lau Mo, a former executive Director who passed away on 21 December 2019, executed a charge ("Share Charge") over 800,400,526 ordinary shares in the issued share capital of the Company (representing approximately 47.72% of the issue share capital of the Company) ("Relevant Shares") in favour of Zhongtai Financial Investment Limited ("Zhongtai Financial") as security for certain senior secured note issued by Champsword Limited and subscribed by Zhongtai Financial.

On 26 June 2019, a deed of assignment was entered into between Zhongtai Financial and Zhongtai Dingfeng Classified Fund SP ("Zhongtai Fund") whereby Zhongtai Financial has agreed to assign its security interest to Zhongtai Fund, and thereafter, Zhongtai Fund has security interest over the Relevant Shares.

On 4 May 2020, as informed by Frank Forensic and Corporate Recovery Limited ("Receiver"), Mr. Yuen Tsz Chun Frank of the Receiver was appointed as sole receiver by Zhongtai Fund, a segregated portfolio of Qilu International Funds SPC (the "Appointor") made pursuant to the Share Charge.

The Board was informed that in accordance to a deed of release of receiver dated 9 February 2021, the Receiver has been released as the receiver of the Relevant Shares. As confirmed by the Receiver, as per the instruction of the Appointor, the Relevant Shares have been returned to Champsword Limited, the chargor and shareholder of the Relevant Shares.

For further details of aforesaid transaction and Mr. Lau Mo (passed away on 21 December 2019), please refer to the announcement of the Company dated 16 November 2018, 22 December 2019, 4 May 2020 and 10 February 2021, respectively.

SIGNIFICANT EVENTS AFTER REPORTING PERIOD

Details of the significant events occurring after the reporting period of the Group are set out in Note 41 to the consolidated financial statements.

控股股東質押股份

於2018年11月13日，本公司控股股東Champsword Limited(由於2019年12月21日離世的前任執行董事劉武先生(於2019年12月21日離世)全資擁有)以中泰金融投資有限公司(「中泰金融」)為受益人簽立一項以本公司已發行股本中800,400,526股普通股(相當於本公司已發行股本約47.72%)(「相關股份」)作出的押記(「股份押記」)，作為Champsword Limited所發行並由中泰金融認購的若干優先有抵押票據的抵押品。

於2019年6月26日，中泰金融與Zhongtai Dingfeng Classified Fund SP(「Zhongtai Fund」)簽訂了轉讓契據，即中泰金融已同意將其抵押權益轉讓予Zhongtai Fund，此後，Zhongtai Fund擁有相關股份的抵押權益。

於2020年5月4日，根據Frank Forensic and Corporate Recovery Limited(「接管人」)的通知，接管人袁子俊先生獲Zhongtai Fund(Qilu International Funds SPC(「委任人」)的獨立投資組合，根據股份押記作出)委任為唯一接管人。

董事會獲悉，根據日期為2021年2月9日的接管人解除契據，接管人獲解除作為相關股份接管人的職務。接管人確認，根據委任人的指示，相關股份已交還予相關股份的抵押人及股東Champsword Limited。

有關上述交易及劉武先生(於2019年12月21日離世)的進一步詳情，請參閱本公司分別日期為2018年11月16日、2019年12月22日、2020年5月4日及2021年2月10日的公告。

報告期後重大事項

本集團報告期後發生的重大事項之詳情載於綜合財務報表附註41。

CORPORATE GOVERNANCE REPORT

A corporate governance report is set out on pages 20 to 47 of this annual report. Mr. Zhang Qing whose biographical details are set out on page 48 of this report, is the Compliance Officer of the Company and Ms Chan Lok Yin whose biographical details are set out on page 51 of this annual report, is the Company Secretary of the Company.

企業管治報告

企業管治報告載於本年報第20至47頁。張慶先生(其履歷詳情刊載於本年報第48頁)為本公司之監察主任,而陳樂燕女士(其履歷詳情刊載於本年報第51頁)為本公司之公司秘書。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Environmental, Social and Governance Report of the Company prepared in accordance with Appendix 20 to the GEM Listing Rules will be published within three months after the publication of this annual report.

環境、社會及管治報告

本公司根據GEM上市規則附錄20編製的本公司環境、社會及管治報告將於本年報刊發後的三個月內刊發。

AUDITOR

At the annual general meeting in 2018, JH CPA Alliance Limited retired as auditors of the Company. During the year of 2019, CF Partners Limited resigned as auditors of the Company with effect from 31 July 2019 and Baker Tilly Hong Kong Limited was appointed by the Directors to fill the casual vacancy so arising. Subsequent to the reporting period, Baker Tilly Hong Kong Limited resigned as auditors of the Company with effect from 4 June 2021 and McM (HK) CPA Limited was appointed with effect from 7 June 2021 by the Directors to fill the casual vacancy so arising. Excepted for disclosed, there have been no other changes of auditors in the past three years. A resolution for the reappointment of McM (HK) CPA Limited as auditors of the Company will be proposed at the forthcoming annual general meeting.

核數師

在2018年股東週年大會上,晉華會計師事務所有限公司辭任本公司核數師職務。於2019年度,闊範會計師事務所有限公司辭任本公司核數師職務,自2019年7月31日起生效,而天職香港會計師事務所有限公司獲董事委任以填補因此產生的臨時空缺。於報告期後,天職香港會計師事務所有限公司辭任本公司核數師職務,自2021年6月4日起生效,而長盈(香港)會計師事務所有限公司獲董事委任,自2021年6月7日起填補由此產生的臨時空缺。除所披露者外,核數師於過去三年間並無變動。有關重新委任長盈(香港)會計師事務所有限公司為本公司核數師之決議案將於應屆股東週年大會上提呈。

On behalf of the Board

代表董事會

Mr. Zhang Qing
Chairman

張慶先生
主席

Hong Kong, 21 July 2021

香港,2021年7月21日

INDEPENDENT AUDITOR'S REPORT
獨立核數師報告

mcm

McM (HK) CPA Limited

TO THE MEMBERS OF NEW WESTERN GROUP LIMITED
(Incorporated in the Cayman Islands with limited liability)

致新威斯頓集團有限公司股東
(於開曼群島註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of New Western Group Limited (the "Company") and its subsidiaries (collectively referred to as, the "Group") set out on pages 73 to 182, which comprise the consolidated statement of financial position as at 31 December 2020, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 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 (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

意見

我們已審核列載於第73至182頁新威斯頓集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此等綜合財務報表包括於2020年12月31日的綜合財務狀況表、截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於2020年12月31日的綜合財務狀況以及截至該日止年度的綜合財務表現和綜合現金流量，並已遵照香港公司條例的披露規定妥為編製。

BASIS FOR OPINION

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

意見基礎

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審核。根據該等準則，我們的責任於本報告核數師就審核綜合財務報表的責任一節中進一步詳述。根據香港會計師公會專業會計師道德守則(「守則」)，我們獨立於 貴集團，並已遵循守則履行其他道德責任。我們相信，我們所獲得的審核憑證足夠及能適當地為我們的意見提供基礎。

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. For each matter below our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements. The key audit matter we have identified are impairment of goodwill and loan receivables.

關鍵審核事項

關鍵審核事項為我們的專業判斷中，審核本期間綜合財務報表中最重要的事項。我們於審核整體綜合財務報表處理此等事項及就此形成意見，而不會就此等事項單獨發表意見。對於下面的各事項，我們在下文中提供了我們對審計如何處理該事項的描述。

我們已履行本報告內「核數師就審核綜合財務報表須承擔的責任」所述責任，包括與此等事項相關之責任。據此，我們的審核範圍包括執行為應對評估綜合財務報表重大錯誤陳述風險而設計的程序。審核程序(包括為處理下列事項而執行的程序)的結果為我們就隨附綜合財務報表發表審核意見提供了基礎。我們識別之關鍵審計事項為商譽及應收貸款的減值。

Key Audit Matter	**關鍵審核事項**
Impairment of Goodwill	***商譽減值***
Refer to significant accounting policies in note 3, key sources of estimation uncertainty in note 4 and disclosures of goodwill in note 18 to the consolidated financial statements.	*請參閱綜合財務報表附註3主要會計政策、附註4估計不確定因素的主要來源及附註18商譽披露。*
As at 31 December 2020, the Group's goodwill amounted to approximately HK$56,448,000, allocated to the Group's Cash Generating Units ("CGUs") relating to the Group's PRC property management business in note 18 to the consolidated financial statements.	於2020年12月31日，貴集團的商譽約為56,448,000港元，其分配至貴集團的現金產生單位(「現金產生單位」)，與貴集團於綜合財務報表附註18的中國物業管理業務有關。
Management has performed impairment assessments to determine the recoverable amounts of the goodwill at the end of the reporting period. The recoverable amounts of the goodwill is determined based on value-in-use calculations using the discounted cash flow model.	管理層已進行減值評估，以釐定商譽於報告期末的可收回金額。商譽的可收回金額乃使用貼現現金流量模式按使用價值計算釐定。
The calculation involved significant management judgements, estimates and assumptions on the future business plan of the PRC property management business, and revenue, operating cost, and capital expenditures of the respective CGU to which the goodwill was allocated and also the applicable pre-tax discount rates.	該計算涉及商譽所獲分配的各現金產生單位的中國物業管理業務的未來業務計劃、收益、經營成本、資本開支以及適用稅前貼現率的重大管理層判斷、估計及假設。
We focused on this matter due to the significance of goodwill and also given the relevant key assumptions applied in the goodwill assessment involved significant management estimates and judgements.	由於商譽的重要性以及鑑於商譽評估中應用的相關主要假設涉及重大管理層估計及判斷，故我們專注於該事項。

Key Audit Matter	關鍵審核事項
How our audit addressed the Key Audit Matter	***我們進行審核時如何處理關鍵審核事項***
Our audit procedures in relation to the impairment assessment of goodwill included:	我們有關商譽減值評估的審核程序包括：
– Evaluating the methodology and estimate used by management in the discounted cash flow models based on value-in-use of the respective CGU and tested the mathematical accuracy;	– 根據各現金產生單位的使用價值評估管理層在貼現現金流量模式中使用的方法及估計及測試運算準確度；
– Checking, on sample basis, the accuracy of the input data used by management in the impairment assessment by agreeing to the underlying supporting and source documents;	– 通過抽樣方式對比管理層在減值評估中使用的輸入數據與相關支持及原始文件檢查其準確度；
– Assessing the reasonableness of the key assumptions used in the discounted cash flow models (including but not limited to future business plan of the PRC property management business, revenue, operating cost, and capital expenditures of the respective CGU) and comparing with market and historical data and approved budgets and growth rates for the respective CGU;	– 與各現金產生單位的市場及歷史數據及經批准的預算及增長率進行比較，評估貼現現金流量模式使用的主要假設(包括但不限於各現金產生單位的中國物業管理業務的未來業務計劃、收益、經營成本、資本開支)的合理性；
– Assessing the reasonableness of the pre-tax discount rate used in the discounted cash flow models by comparing to the applicable range of discount rates being developed based on the financial information of certain comparable peer companies; and	– 通過與基於若干可比較同類公司財務資料得出的適用貼現率範圍進行比較，評估貼現現金流量模式中使用的稅前貼現率的合理性；及
– Evaluating the sensitivity analysis prepared by the Group on the key assumptions, and assessing the potential impact of a range of possible outcomes.	– 評估　貴集團基於主要假設編製的敏感度分析，並評估可能結果範圍的潛在影響。

Key Audit Matter	關鍵審核事項
Impairment assessment of loan receivables	***應收貸款減值評估***
Refer to the significant accounting policies in note 3, key sources of estimation uncertainty in note 4 and disclosures of loan receivables in note 22 to the consolidated financial statements.	*請參閱綜合財務報表附註3主要會計政策、附註4估計不確定因素的主要來源及附註22應收貸款披露。*
Under the adoption of HKFRS 9, the measurement of forward-looking expected credit loss ("ECL") requires the application of significant judgement and increased complexity which include the identification of exposures with a significant deterioration in credit quality, and assumptions used in the ECL models for exposures assessed individually, such as the expected future cash flows and forward-looking macroeconomic factors.	根據採納香港財務報告準則第9號，計量前瞻性預期信貸虧損(「預期信貸虧損」)需要應用重大判斷且更高複雜性，其中包括識別信貸質素出現明顯惡化的風險及就個別評估的風險於預期信貸虧損模式所用的假設，例如預期未來現金流量及前瞻性宏觀經濟因素。
We focused on this area because the carrying amount of loans receivables amounted to approximately HK$126,163,000 (net of allowances) representing approximately 64% of the Group's total assets which is significant to the consolidated financial statements, the identification of whether exposures triggered deterioration in credit quality and the estimation of the individual impairment amount requires the use of significant judgments, estimates and forward looking information.	我們專注於此範疇，乃由於應收貸款的賬面值約為126,163,000港元(扣除撥備)，約佔本集團總資產的64%，對綜合財務報表而言屬重大，而識別風險是否觸發信貸質素惡化及估計個別減值金額均須使用重大判斷、估計及前瞻性資料。
How our audit addressed the Key Audit Matter	***我們進行審核時如何處理關鍵審核事項***
Our audit procedures in relation to the impairment assessment of loan receivables included:	我們有關應收貸款減值評估的審核程序包括：
– Understanding, evaluated and validated the Group's internal controls over impairment assessment of loans receivables, which relates to management's identification of events that triggered the provision for ECL of loans receivables and estimation of the amount of provisions involved;	– 了解、評估及驗證本集團對應收貸款的減值評估的內部控制，其與管理層認為引致應收貸款預期信貸虧損撥備的事件及估計涉及撥備金額相關；
– Inspecting the original loans and assets pledged agreements entered into between the Group and the borrowers, and other relevant information relating to the borrowers as assessed by the Group;	– 檢閱 貴集團與借款人訂立的原貸款及資產抵押協議以及 貴集團評估與借款人有關的其他相關資料；
– Circulating auditor's confirmations to test the existence of the loans receivables as at the end of the reporting period and checking the accuracy of the aging of loans receivables as at the end of the reporting period by tracing to loan agreements and the underlying accounting record; and	– 發出核數師確認函，以測試應收貸款於報告期末的存在情況及通過追查貸款協議及相關會計記錄，檢查應收貸款於報告期末賬齡的準確度；及
– Assessing the reasonableness of the Group's calculation of the ECL model and the criteria for assessing if there has been a significant increase in credit risk and so allowances for financial assets should be measured on a lifetime ECL provision matrix model which includes the past overdue records, historical settlement patterns and assessment of the probability of the recoverability of the loans receivables with reference to borrowers' interest repayment records and principal repayment records subsequent to the year end date and up to the date of this report, and traced the repayments to the bank statements.	– 倘金融資產的信貸風險及虧損撥備明顯增加而應按生命週期預期信貸虧損撥備矩陣模式(包括過往逾期記錄、歷史結算模式及對應收貸款可收回能力的評估)計量，評估 貴集團計算預期信貸虧損模式及評估準則的合理性，及借款人於年度結算日後及直至本報告日期的利息償還記錄及本金償還記錄，評估應收貸款的可收回程度，並就還款追查銀行結單。

OTHER MATTER

The consolidated financial statements of the Group for the year ended 31 December 2019 were audited by another auditor who expressed an unmodified opinion on these statements on 23 March 2020.

其他事項

貴集團截至2019年12月31日止年度的綜合財務報表由另一名核數師審核，該核數師於2020年3月23日就該等報表發表無保留意見。

OTHER INFORMATION

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

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

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

其他資料

董事須對其他資料負責。其他資料包括本公司年報所載資料，惟不包括綜合財務報表及我們就此發出的核數師報告(「其他資料」)。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不會就其發表任何形式的鑒證結論。

就審核綜合財務報表而言，我們的責任是閱讀其他資料，及在此過程中，考慮其他資料是否與綜合財務報表或我們在審核過程中所了解的情況有重大不符，或者似乎有重大錯誤陳述。基於我們已執行的工作，倘我們認為其他資料有重大錯誤陳述，我們需要報告有關事實。就此而言，我們無需報告任何事項。

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

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

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

The Audit Committee assists the directors in discharging their responsibilities for overseeing the Group's financial reporting process.

董事及審核委員會就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露要求，以令綜合財務報表作出真實而公平的反映，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

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

審核委員會協助董事履行監督 貴集團的財務報告過程之職責。

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs 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 HKSAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and, obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審核綜合財務報表須承擔的責任

我們的目標是對整體綜合財務報表是否不存在由於欺詐或錯誤而導致的任何重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向　閣下(作為整體)報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按香港審計準則進行的審核總能發現重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果按合理預期而錯誤陳述個別或匯總起來可能影響綜合財務報表使用者所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審核的過程中，我們運用了職業判斷，保持了職業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對該等風險，以及取得充足及適當的審核憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險較因錯誤而導致的重大錯誤陳述的風險為高。

- 了解與審核相關的內部控制，以設計適當的審核程序，但目的並非對　貴集團內部控制的有效性發表意見。

- 評價董事所採用會計政策的合適性及作出會計估計及相關披露資料的合理性。

- 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.

- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所得的審核憑證，決定是否存在與事件或情況有關的重大不確定性，而可能對　貴集團持續經營的能力構成重大疑慮。倘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關注綜合財務報表中的相關披露資料，或倘有關披露資料不足，則我們須修訂我們之意見。我們的結論是基於截至核數師報告日止所取得的審核憑證。然而，未來事件或情況可能導致　貴集團不能繼續持續經營。

- 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.

- 評估綜合財務報表的整體列報方式、結構及內容，包括披露資料，以及綜合財務報表是否公允反映相關交易及事項。

- 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.

- 就　貴集團實體或業務活動的財務資料獲取充分、適當的審核憑證，以對綜合財務報表發表意見。我們負責指導、監督及執行　貴集團的審核工作。我們須為我們的審核意見承擔全部責任。

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.

我們與審核委員會溝通計劃審核範圍、審核時間安排、重大審核發現等事項，包括我們於審核期間識別出內部控制的任何重大缺陷。

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.

我們亦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道德要求，並與彼等溝通所有合理地被認為會影響我們獨立性的關係及其他事項，以及(倘適用)為消除威脅或採取的防範措施而採取的行動。

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.

就與審核委員會溝通的事項而言，我們釐定哪些事項對審核本期間綜合財務報表最為重要，因而構成關鍵審核事項。我們於核數師報告中描述該等事項，除非法律法規不允許對某件事項作出公開披露，或在極端罕見的情況下，若有合理預期於我們報告中溝通某事項而造成的負面後果將會超過其產生的公眾利益，我們將不會在此等情況下在報告中溝通該事項。

McM (HK) CPA Limited
Certified Public Accountants

Wong Ka Bo, Jimmy
Practising Certificate Number P07560

3/F, Parklane Building, 233 Queen's Road Central
Hong Kong, 21 July 2021

長盈(香港)會計師事務所有限公司
執業會計師

黃家寶
執業證書編號P07560

皇后大道中233號柏聯樓3樓
香港，2021年7月21日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
綜合損益及其他全面收益表

FOR THE YEAR ENDED 31 DECEMBER 2020
截至2020年12月31日止年度

		Note 附註	**2020 2020年 HK$'000 千港元**	2019 2019年 HK$'000 千港元
Revenue	**收益**	6	**25,486**	63,655
Cost of sales and services	銷售及服務成本		**(12,645)**	(23,161)
Gross profit	**毛利**		**12,841**	40,494
Other income	其他收入	7	**469**	915
Other net gains/(losses)	其他收益／(虧損)淨額	8	**73**	202
Change in fair value of financial assets at fair value through profit or loss ("FVTPL")	按公平值計入損益的金融資產的公平值變動		**(11,538)**	–
Impairment losses on trade and loan receivables, net	應收貿易賬款及應收貸款的減值虧損淨額	9	**(40,573)**	(31,422)
Impairment losses on goodwill	商譽的減值虧損		**(81,000)**	–
Impairment losses on property, plant and equipment	物業、廠房及設備減值虧損		**(677)**	–
Impairment losses on right-of-use assets	使用權資產減值虧損		**(662)**	–
Administrative expenses	行政開支		**(18,319)**	(27,680)
Finance costs	財務費用	10	**(156)**	(429)
Loss before tax	**除税前虧損**	11	**(139,542)**	(17,920)
Income tax expense	所得税開支	13	**(32)**	(2,164)
Loss for the year	**年內虧損**		**(139,574)**	(20,084)
Other comprehensive income/(expenses), net of tax	**其他全面收入／(開支)，扣除税項**			
Item that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益之項目：			
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兑差額		**2,657**	(855)
Total comprehensive expense	**年內全面開支**		**(136,917)**	(20,939)
Loss for the year attributable to:	**應佔年內虧損：**			
– Owners of the Company	－本公司擁有人		**(139,047)**	(18,675)
– Non-controlling interests	－非控股權益		**(527)**	(1,409)
			(139,574)	(20,084)
Total comprehensive expense for the year attributable to:	**應佔年內全面開支：**			
– Owners of the Company	－本公司擁有人		**(136,414)**	(19,525)
– Non-controlling interests	－非控股權益		**(503)**	(1,414)
			(136,917)	(20,939)

			2020 2020年 HK cents 港仙	2019 2019年 HK cents 港仙
Loss per share attributable to owner of the Company:	本公司擁有人應佔每股虧損：			
– Basic	－基本		**8.67**	1.34
– Diluted	－攤薄	15	**N/A 不適用**	N/A 不適用

The accompanying notes are an integral part of these financial statements.　隨附的附註為此等財務報表的組成部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
綜合財務狀況表

AT 31 DECEMBER 2020
於2020年12月31日

		Note 附註	2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Non-current assets	**非流動資產**			
Property, plant and equipment	物業、廠房及設備	16	**38**	1,139
Right-of-use assets	使用權資產	17	**151**	4,591
Goodwill	商譽	18	**56,448**	137,448
Loan receivables	應收貸款	22	**–**	9,000
			56,637	152,178
Current assets	**流動資產**			
Inventories	存貨	20	**664**	816
Trade receivables	應收貿易賬款	21	**326**	6,253
Loan receivables	應收貸款	22	**126,163**	113,876
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	23	**1,637**	2,210
Financial assets at FVTPL	按公平值計入損益的金融資產	19	**6,075**	–
Tax recoverable	可收回稅項		**1,173**	305
Bank balances and cash	銀行結餘及現金	24	**4,960**	42,091
			140,998	165,551
Current liabilities	**流動負債**			
Trade payables	應付貿易賬款	25	**129**	392
Other payables and accruals	其他應付及應計款項	26	**7,904**	5,073
Contract liabilities	合約負債	27	**594**	1,691
Lease liabilities	租賃負債	28	**774**	1,894
Amounts due to directors	應付董事之款項	29	**1,593**	–
			10,994	9,050
Net current assets	**流動資產淨額**		**130,004**	156,501
Total assets less current liabilities	**資產減流動負債總額**		**186,641**	308,679
Non-current liability	**非流動負債**			
Lease liabilities	租賃負債	28	**92**	2,826
Net assets	**資產淨額**		**186,549**	305,853

		Note 附註	**2020 2020年 HK$'000 千港元**	2019 2019年 HK$'000 千港元
Capital and reserves	**資本及儲備**	30		
Share capital	股本		**167,734**	139,778
Reserves	儲備		**18,879**	165,636
Equity attributable to owners of the Company	本公司擁有人應佔權益		**186,613**	305,414
Non-controlling interests	非控股權益		**(64)**	439
Total equity	**權益總額**		**186,549**	305,853

The consolidated financial statements were approved and authorised for issue by the board of directors on 21 July 2021 and are signed on its behalf by:

綜合財務報表已於2021年7月21日獲董事會批准及授權刊發，並由下列董事代表簽署：

Wong Kong
黃剛
Director
董事

Gan Lin
甘霖
Director
董事

The accompanying notes are an integral part of these financial statements.

隨附的附註為此等財務報表的組成部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
綜合權益變動表

FOR THE YEAR ENDED 31 DECEMBER 2020
截至2020年12月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔								
		Share capital 股本 HK$'000 千港元	Share premium 股份溢價 HK$'000 千港元	Merger reserve 合併儲備 HK$'000 千港元	Statutory reserve 法定儲備 HK$'000 千港元	Exchange reserve 匯兑儲備 HK$'000 千港元	Retained profits 保留溢利 HK$'000 千港元	Subtotal 小計 HK$'000 千港元	Non-controlling interests 非控股權益 HK$'000 千港元	Total equity 權益總額 HK$'000 千港元
At 31 December 2018 and 1 January 2019	**於2018年12月31日及2019年1月1日**	139,778	148,287	17,941	508	(678)	19,103	324,939	1,853	326,792
Loss for the year	年內虧損	–	–	–	–	–	(18,675)	(18,675)	(1,409)	(20,084)
Other comprehensive expenses for the year:	年內其他全面開支：									
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兑差額	–	–	–	–	(850)	–	(850)	(5)	(855)
Total comprehensive expense for the year	年內全面開支總額	–	–	–	–	(850)	(18,675)	(19,525)	(1,414)	(20,939)
Transfer to statutory reserve	轉移至法定儲備	–	–	–	51	–	(51)	–	–	–
At 31 December 2019 and 1 January 2020	**於2019年12月31日及2020年1月1日**	**139,778**	**148,287**	**17,941**	**559**	**(1,528)**	**377**	**305,414**	**439**	**305,853**
Loss for the year	年內虧損	**–**	**–**	**–**	**–**	**–**	**(139,047)**	**(139,047)**	**(527)**	**(139,574)**
Other comprehensive expenses for the year:	年內其他全面開支：									
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兑差額	**–**	**–**	**–**	**–**	**2,633**	**–**	**2,633**	**24**	**2,657**
Total comprehensive expense for the year	年內全面開支總額	**–**	**–**	**–**	**–**	**2,633**	**(139,047)**	**(136,414)**	**(503)**	**(136,917)**
Issue of shares (Note 30)	發行股份（附註30）	**27,956**	**(10,343)**	**–**	**–**	**–**	**–**	**17,613**	**–**	**17,613**
Transfer to statutory reserve	轉移至法定儲備	**–**	**–**	**–**	**26**	**–**	**(26)**	**–**	**–**	**–**
Release of statutory reserve upon dissolution of subsidiary	解散附屬公司時所解除之匯兑儲備	**–**	**–**	**–**	**(29)**	**–**	**29**	**–**	**–**	**–**
At 31 December 2020	**於2020年12月31日**	**167,734**	**137,944**	**17,941**	**556**	**1,105**	**(138,667)**	**186,613**	**(64)**	**186,549**

The accompanying notes are an integral part of these financial statements.

隨附的附註為此等財務報表的組成部分。

CONSOLIDATED STATEMENT OF CASH FLOWS
綜合現金流量表

FOR THE YEAR ENDED 31 DECEMBER 2020
截至2020年12月31日止年度

		Note 附註	2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Cash flows from operating activities	**來自經營活動之現金流量**			
Loss before tax	除税前虧損		**(139,542)**	(17,920)
Adjustments for:	經調整下列各項：			
Bank interest income	銀行利息收入	7	**(7)**	(8)
Government grants	政府補助		**(243)**	–
Interest expense on lease liabilities	租賃負債之利息開支	10	**156**	429
Depreciation on property, plant and equipment	物業、廠房及設備折舊	11	**425**	628
Depreciation on right-of-use assets	使用權資產折舊	11	**1,648**	2,874
Loss on disposal of property, plant and equipment, net	出售物業、廠房及設備虧損淨額	8	**16**	25
Gain on lease modification upon termination of lease, net	終止租賃之租賃修訂收益淨額	8	**(93)**	(225)
Provision for slow-moving and obsolete inventories	滯銷及過時存貨撥備	11	**128**	6
Impairment losses on trade and loan receivables, net	應收貿易賬款及應收貸款的減值虧損淨額	9	**40,573**	31,422
Impairment losses on goodwill	商譽減值虧損		**81,000**	–
Impairment losses on property, plant and equipment	物業、廠房及設備減值虧損		**677**	–
Impairment losses on right-of-use assets	使用權資產減值虧損		**662**	–
Fair value losses on FVTPL	按公平值計入損益的公平值虧損		**11,538**	–
Operating cash flows before working capital	**營運資金前經營現金流量**		**(3,062)**	17,231
Change in inventories	存貨變動		**24**	2,930
Change in trade receivables	應收貿易賬款變動		**7,141**	(1,692)
Change in loan receivables	應收貸款變動		**(42,549)**	(54,418)
Change in other receivables, deposits and prepayments	其他應收款項、按金及預付款項變動		**654**	(302)
Change in trade payables	應付貿易賬款變動		**(268)**	(1,306)
Change in other payables and accruals	其他應付及應計款項變動		**2,637**	1,458
Change in contract liabilities	合約負債變動		**(1,135)**	(1,041)
Change in amount due to a holder of non-controlling interest	應付一位非控股權益持有人之款項變動		**–**	(1,300)
Cash used in operations	用於經營之現金		**(36,558)**	(38,440)
Income tax paid	已付所得税		**(900)**	(7,170)
Net cash used in operating activities	**用於經營活動之現金淨額**		**(37,458)**	(45,610)

		Note 附註	**2020 2020年 HK$'000 千港元**	2019 2019年 HK$'000 千港元
Cash flows from investing activities	**來自投資活動之現金流量**			
Payment for purchase of property, plant and equipment	購買物業、廠房及設備之付款		**(14)**	(854)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項		**–**	2,504
Bank interest received	已收銀行利息		**7**	8
Government grants received	已收政府補助		**243**	–
Net cash generated from investing activities	**來自投資活動之現金淨額**		**236**	1,658
Cash flows from financing activities	**來自融資活動之現金流量**			
Funds advanced from directors	董事墊付的資金		**1,593**	–
Interest element of lease liabilities paid	已付租賃負債的利息部分	34	**(156)**	(429)
Capital element of lease rental paid	已付租賃租金的資本部分	34	**(1,632)**	(2,517)
Net cash used in financing activities	**用於融資活動之現金淨額**		**(195)**	(2,946)
Net decrease in cash and cash equivalents	**現金及現金等價物減少淨額**		**(37,417)**	(46,898)
Cash and cash equivalents at 1 January	**於1月1日的現金及現金等價物**		**42,091**	89,835
Effect of foreign exchange rate changes, net	**外匯匯率變動之影響淨額**		**286**	(846)
Cash and cash equivalents at 31 December	**於12月31日的現金及現金等價物**		**4,960**	42,091

The accompanying notes are an integral part of these financial statements.

隨附的附註為此等財務報表的組成部分。

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 31 March 2011, as an exempted company with limited liability under the Companies Law Cap. 22 of the Cayman Islands. The address of its registered office changed from 190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands to One Nexus Way, Camana Bay, Grand Cayman, KY1-9005, Cayman Islands, with effect from 1 February 2021. The address of its principal place of business is Suite 2101, 21/F, Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong.

The Company is an investment holding company. The principal activities of its subsidiaries (together with the Company referred to as the "Group") are: (1) the provision of integrated circuit ("IC") solutions and the design, development and sales of ICs; (2) money lending business in Hong Kong through the provision of unsecured and secured loans to customers, including individuals and corporations under the provisions of the Money Lenders Ordinance; and (3) the provision of investment and planning consulting service, real estate agent, property management services and car parking management services in the People's Republic of China (the "PRC").

The consolidated financial statements are presented in Hong Kong dollars ("HK$"), which is the same as the functional currency of the Company and all values are rounded to the nearest thousand except when otherwise indicated.

1. 一般資料

本公司於2011年3月31日根據開曼群島第22章公司法在開曼群島註冊成立為一間獲豁免有限責任公司。本公司註冊辦事處地址由190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands變更為One Nexus Way, Camana Bay, Grand Cayman, KYI-9005, Cayman Islands，自2021年2月1日起生效。其主要營業地址為香港灣仔告士打道178號華懋世紀廣場21樓2101室。

本公司乃一間投資控股公司。其附屬公司(連同本公司合稱「本集團」)的主要業務為：(1)提供集成電路(「集成電路」)的解決方案，並從事集成電路的設計、開發及銷售；(2)根據放債人條例於香港從事放債業務透過向客戶，包括個人及公司，提供無抵押及有抵押貸款；及(3)於中華人民共和國(「中國」)從事投資與策劃諮詢服務、房地產經紀、物業管理服務及停車場管理服務。

綜合財務報表均以本公司的功能貨幣港元(「港元」)呈報，除另有所指明者外，所有金額均已調整至最接近千位。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") AND HONG KONG ACCOUNTING STANDARDS ("HKASs")

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

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

Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKFRS 3	Definition of a Business
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform

The application of the New and Amendments to HKFRSs and HKASs is not expected to have material impact on the financial statements in the foreseeable future.

2. 應用新訂香港財務報告準則(「香港財務報告準則」)及香港會計準則(「香港會計準則」)及其修訂本

新訂香港財務報告準則及香港會計準則及其修訂本於本年度強制生效

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

香港會計準則第1號及香港會計準則第8號(修訂本)	重大之定義
香港財務報告準則第3號(修訂本)	業務之定義
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(修訂本)	利率基準改革

應用新訂香港財務報告準則及香港會計準則及其修訂本預期於可見未來不會對財務報表產生重大影響。

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") AND HONG KONG ACCOUNTING STANDARDS ("HKASs") (Continued)

New and Amendments to HKFRSs and HKASs in issue but not yet effective

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

Amendments to HKFRS 3	Reference to Conceptual Framework[2]
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2[4]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and the related amendments to Hong Kong Interpretation 5 (2020)[1]
Amendments to HKAS 16	Property, plant and Equipment: Proceeds before Intended Use[2]
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract[2]
Amendment to HKFRSs	Annual Improvements to HKFRSs 2018–2020 cycle[2]

1 Effective for annual periods beginning on or after 1 January 2023.

2 Effective for annual periods beginning on or after 1 January 2022.

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

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

The application of all other new and amendment to HKFRS and HKASs, and the new interpretations is not expected to have material impact on the financial statements in the foreseeable future.

2. 應用新訂香港財務報告準則(「香港財務報告準則」)及香港會計準則(「香港會計準則」)及其修訂本(續)

已頒佈但尚未生效的新訂香港財務報告準則及香港會計準則及其修訂本

本集團並未提前應用下列已頒佈但尚未生效的新訂香港財務報告準則及其修訂本：

香港財務報告準則第3號(修訂本)	對概念框架的提述[2]
香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號(修訂本)	利率基準改革－第2期[4]
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合資公司之間出售或注入資產[3]
香港會計準則第1號(修訂本)	負債的流動或非流動分類及香港詮釋第5 (2020)號相關修訂[1]
香港會計準則第16號(修訂本)	物業、廠房及設備：作擬定用途前的所得款項[2]
香港會計準則第37號(修訂本)	虧損合約－履行合約的成本[2]
香港財務報告準則(修訂本)	香港財務報告準則2018年至2020年週期的年度改進[2]

1 於2023年1月1日或其後開始之年度期間生效。

2 於2022年1月1日或其後開始之年度期間生效。

3 於待確定日期或其後開始之年度期間生效。

4 於2021年1月1日或其後開始之年度期間生效。

應用所有其他新訂香港財務報告準則及香港會計準則及其修訂本及新詮釋預期於可預見將來將不會對財務報表造成重大影響。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation of consolidated financial statement

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs which collective term includes all applicable individual HKFRSs, HKASs and Interpretations issued by HKICPA, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance.

In addition, the consolidated financial statements also comply with the applicable disclosures provisions of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of the Hong Kong Limited (the "GEM Listing Rules") and by the disclosure requirements of Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis, unless it is stated the otherwise, that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Going concern assessment

For the year ended 31 December 2020, the Group incurred a net loss of approximately HK$139,574,000. As of that date, the Group had current other payables and accruals of approximately HK$7,904,000 and amounts due to directors of approximately HK$1,593,000 while the Group only had bank balances and cash of approximately HK$4,960,000. As at 31 December 2020, the Group had capital commitments contracted but not provided for were approximately HK$12,357,000.

The above conditions indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern and, therefore it may be unable to realise its assets and discharge its liabilities in the normal course of business.

In the opinion of the Directors, the Group is able to maintain itself as a going concern in the coming year by taking into consideration that:

(i) The Group is taking measures to tighten cost control over various costs with an aim to attain profitable and positive cash flow operations;

(ii) The Group is in the process of negotiating with its bankers or other financial institutes to secure necessary facilities to meet the Group's working capital and financial requirements in the near future; and

3. 編製基礎及主要會計政策

綜合財務報表的編製基礎

綜合財務報表乃根據香港會計師公會頒佈之所有適用香港財務報告準則(此統稱包括所有適用之個別香港財務報告準則、香港會計準則及詮釋)、香港普遍採納之會計原則及香港公司條例之披露規定而編製。

此外，綜合財務報表亦符合香港聯合交易所有限公司GEM證券上市規則(「GEM上市規則」)之適用披露規定及香港公司條例之披露規定。

除根據下文載列之會計政策所述於各報告期末以公平值計量之所指者外，綜合財務報表已根據歷史成本基準而編製。

持續經營評估

截至2020年12月31日止年度，本集團產生淨虧損約139,574,000港元，而於該日期，本集團流動其他應付及應計款項為約7,904,000港元以及應付董事款項約1,593,000港元，而本集團僅保留其銀行結餘及現金約4,960,000港元。於2020年12月31日，本集團已訂約但未撥備的資本承擔為約12,357,000港元。

上述情況表明存在重大不明朗因素，其或對本集團繼續持續經營之能力構成重大疑問，因此可能無法在正常業務過程中變現資產及清償負債。

董事認為，考慮到以下因素，本集團能夠在來年保持持續經營：

(i) 本集團正在採取措施加強對各種成本的成本控制，以實現盈利及正現金流的經營；

(ii) 本集團正在與其銀行家或其他金融機構進行談判，以獲得必要的融資，以滿足本集團近期的營運資金和財務需求；及

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Going concern assessment (Continued)

(iii) The Directors are considering various alternatives to strengthen the capital base of the Company through various fund raising exercises, including but not limited to, private placements, open offers or rights issue of new shares of the Company.

Subsequent to 31 December 2020, the Group has entered into a term loan facility of HK$15,000,000 with a third party independent to the Group. The term loan facility bears interest at 12% per annum on the outstanding amount from drawdown until payment in full and has a term of twelve months from the date of drawdown.

The directors of the Company have performed an assessment of the Group's future liquidity and cashflows, taking into account the short term adjustment on the Group's operating cash flows and available unutilised short-term facilities.

In light of the measures and arrangements as described above and with review to a cash flow forecast of the Group, the Directors have concluded that the Group will have sufficient working capital to meet its financial obligations as and when they fall due. Accordingly, the Directors are of the opinion that it is appropriate to prepare these consolidated financial statements on a going concern basis. Should the going concern assumption be inappropriate, adjustments may have to be made to reflect the situation that assets may need to be realised other than at the amounts at which they are currently carried in the consolidated statement of financial position. In addition, the Group may have to provide for further liabilities that might arise, and to reclassify non-current assets and liabilities as current assets and liabilities.

3. 編製基礎及主要會計政策(續)

持續經營評估(續)

(iii) 董事正在考慮通過各種集資活動(包括但不限於私募、公開發售或本公司新股供股)加強本公司資本基礎的各種替代方案。

於2020年12月31日之後，本集團已從獨立於本集團的第三方處訂立一項15,000,000港元的定期貸款融資。定期貸款融資按年利率12%計息，從提取至全額支付未償還金額，期限為自提取之日起12個月。

本公司董事已對本集團的未來流動資金及現金流量進行評估，並已考慮就本集團的經營現金流量及可用的未動用短期銀行融資作出的短期調整。

根據上述措施及安排，並經審閱本集團的現金流量預測，董事得出結論，本集團將有足夠營運資金履行其到期財務責任。因此，董事認為按持續經營基準編制該等綜合財務報表屬適當。倘持續經營假設不適當，則可能須作出調整以反映資產可能需要變現的情況，而不是按其目前在綜合財務狀況表中列報的金額。此外，本集團可能須就可能產生的進一步負債作出撥備，並將非流動資產及負債重新分類為流動資產及負債。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation

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

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

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

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

3. 編製基礎及主要會計政策(續)

綜合基準

綜合財務報表包括本公司、由本公司控制的實體及其附屬公司的財務報表。倘屬以下情況，則本公司取得控制權：

- 對被投資公司擁有控制權；
- 因參與被投資公司業務而承受可變回報的風險或有權享有可變動回報；及
- 擁有使用其權力以影響回報的能力。

倘有事實及情況顯示上述三項控制因素中有一項或以上出現變動，本集團會重新評估其是否控制被投資公司。

倘本集團於被投資公司的投票權未能佔大多數，則當投票權足以賦予本集團實際能力可單方面掌控被投資公司的相關業務時，本集團即對被投資公司擁有權力。本集團在評估其於被投資公司的投票權是否足以賦予其權力時，本集團考慮所有相關事實及情況，包括：

- 相較其他投票權持有人所持投票權的數量及分散情況，本集團持有投票權的數量；
- 本集團、其他投票權持有人或其他人士持有的潛在投票權；
- 其他合約安排產生的權利；及
- 表明於需要作出決定時，本集團目前能夠或不能掌控相關業務的任何其他事實及情況(包括於先前股東大會上的投票方式)。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

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

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

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

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

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

Change in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group losses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss.

3. 編製基礎及主要會計政策(續)

綜合基準(續)

本集團於取得附屬公司控制權時將附屬公司綜合入賬，並於喪失附屬公司控制權時終止綜合入賬。具體而言，於年內收購或出售附屬公司的收入及開支，按自本集團取得控制權當日起至本集團喪失附屬公司控制權當日止，計入綜合損益及其他全面收益表內。

損益及其他全面收益的各項目歸屬於本公司擁有人及非控股權益。附屬公司全面收益總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘。

必要時，本集團將對附屬公司的財務報表作出調整，以確保其會計政策與本集團會計政策一致。

與本集團成員公司間交易有關的所有集團內公司間資產及負債、權益、收入、開支及現金流量於綜合入賬時全數對銷。

於附屬公司的非控股權益與本集團於該附屬公司的權益分開呈列，非控股權益指賦予其持有人於清盤時按比例分佔相關附屬公司資產淨額的現時所有權權益。

倘本集團於附屬公司的權益變動並無導致失去控制權，則會入賬列為股權交易，即調整綜合股本權益內的控制及非控制權益金額以反映相關權益變動，惟不會調整商譽及不會確認盈虧。

當本集團喪失對一間附屬公司的控制權，其將入賬列為出售於該附屬公司的全部權益，而所產生的盈虧於損益內確認。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Goodwill

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

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

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

On disposal of the relevant cash-generating unit, or any of the CGU within the group of CGUs, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the cash-generating unit (or a CGU within a group of CGUs), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the CGU) disposed of and the portion of the CGU (or the group of CGUs) retained.

3. 編製基礎及主要會計政策(續)

商譽

因收購一項業務產生的商譽乃按收購業務當日設立的成本減累計減值虧損(如有)列賬。

就減值測試而言，商譽分配至預期受益於合併協同效應的本集團各現金產生單位(「現金產生單位」)(或現金產生單位組別)，而該單位或單位組別指就內部管理目的監控商譽的最低水平且規模不大於經營分部。

獲分配商譽的現金產生單位(或現金產生單位組別)會每年進行減值測試，或於單位出現減值跡象時增加測試次數。就於報告期間因收購產生的商譽而言，獲分配商譽的現金產生單位(或現金產生單位組別)於報告期末前進行減值測試。倘可收回金額少於其賬面值，則減值虧損會首先分配以減少任何商譽的賬面值，其後按各項資產所佔單位(或現金產生單位組別)的賬面值比例分配至其他資產。

出售相關現金產生單位或現金產生單位組別內的任何現金產生單位時，釐定出售損益金額時會計入商譽應佔金額。當本集團出售現金產生單位(或現金產生單位組別內現金產生單位)內的業務時，所出售商譽金額乃按所出售業務(或現金產生單位)及所保留現金產生單位(或現金產生單位組別)部分的相對價值計量。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has the power to 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.

Investments in subsidiaries presented in the statement of financial position included in note 38 are stated at cost less any impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

Revenue from contracts with customers

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

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

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

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

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

3. 編製基礎及主要會計政策(續)

附屬公司

附屬公司指本集團對其擁有控制權的所有實體(包括結構性實體)。倘本集團因參與實體營運而承擔風險或有權享有當中的可變動回報，且能夠透過其管理該實體業務的權力影響該等回報，則本集團控制該實體。附屬公司於控制權轉移至本集團之日起全面綜合入賬。其於控制權終止之日起停止綜合入賬。

載於附註38中財務狀況表所呈列的於附屬公司的投資乃按成本減任何減值虧損列示。附屬公司的業績由本公司按已收及應收股息入賬。

來自客戶合約的收益

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

履約責任指個別貨品或服務(或一組貨品或服務)或一系列大致相同的個別貨品或服務。

控制權會隨時間轉移，倘符合以下其中一項標準，則收益乃參照完全達成相關履約責任的進度而隨時間確認：

- 客戶於本集團履約時同時取得並耗用本集團履約所提供的利益；
- 本集團的履約行為產生或提升客戶於本集團履約時已控制的資產；或
- 本集團的履約行為並無產生對本集團而言有其他用途的資產，且本集團擁有就迄今為止已完成的履約部分獲付款的可強制執行權利。

否則，收益於客戶取得個別貨品或服務控制權的時間點確認。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (Continued)

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

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

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

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

Principal versus agent

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

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

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

3. 編製基礎及主要會計政策(續)

來自客戶合約的收益(續)

合約資產指本集團就換取本集團已轉移至客戶的貨品或服務而收取代價的權利(尚非無條件)。其根據香港財務報告準則第9號金融工具(「香港財務報告準則第9號」)進行減值評估。相反，應收款項指本集團無條件收取代價的權利，即於該代價到期支付前僅需經過一段時間。

合約負債指本集團因已向客戶收取代價(或代價金額到期)而應向客戶轉移貨品或服務的責任。

與相同合約有關的合約資產及合約負債按淨額入賬及呈列。

隨時間轉移的收益確認：完全達成履約責任的進展計量

完全達成履約責任進展乃基於產出法計量，即按迄今為止轉移予客戶的貨品或服務相對於合約下承諾的剩餘貨品或服務的價值直接計量以確認收益，其最佳反映本集團於轉移貨品或服務控制權方面的履約行為。

委託人與代理人

當另一方參與向客戶提供貨品或服務時，本集團確定其承諾的性質是以自身提供特定貨品或服務(即本集團為委託人)或安排另一方向客戶提供貨品或服務(即本集團為代理人)的履約責任。

倘本集團在將特定貨品或服務轉移予客戶之前控制該貨品或服務，則本集團是為委託人。

倘履約責任是安排另一方提供特定貨品或服務，則本集團為代理人。在此情況下，本集團在特定貨品或服務轉移予客戶之前並無擁有由另一方提供的貨品或服務的控制權。當本集團為代理人時，其應當將預期於安排另一方提供特定貨品或服務而預期有權收取的任何手續費及佣金金額確認為收益。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases

Definition of a lease

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

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

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Short-term leases and leases of low-value assets

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

Right-of-use assets

The cost of right-of-use asset includes:

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

3. 編製基礎及主要會計政策(續)

租賃

租賃的定義

倘合約為換取代價而給予於一段時間內控制已識別資產使用的權利，則該合約為租賃或包含租賃。

就於首次應用日期或之後訂立或修訂或業務合併所產生的合約而言，本集團根據香港財務報告準則第16號的定義於初始、修訂日期或收購日期(倘適用)評估合約是否為租賃或包含租賃。除非合約的條款及條件其後出現變動，否則有關合約將不予重新評估。

本集團作為承租人

分配代價至合約組成部分

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

短期租賃及低價值資產租賃

對於租期自開始日期起計為期12個月或以內且並無包含購買選擇權的辦公室租賃，本集團應用短期租賃確認豁免。其亦對低價值資產租賃應用確認豁免。短期租賃及低價值資產租賃的租賃付款按直線法或另一個有系統的基準於租期內確認為開支。

使用權資產

使用權資產的成本包括：

- 租賃負債的初始計量金額；
- 於開始日期或之前作出的任何租賃付款，減任何已收租賃獎勵；
- 本集團產生的任何初始直接成本；及
- 本集團於拆卸及移除相關資產、復原相關資產所在地或復原相關資產至租賃的條款及條件所規定的狀態而產生的成本估算。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets (Continued)

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

The Group presents right-of-use assets that do not meet the definition of investment property or inventory in "property, plant and equipment", the same line item within which the corresponding underlying assets would be presented if they were owned. Right-of-use assets that meet the definition of investment property are presented within "investment properties".

Refundable rental deposits

Refundable rental deposits received are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

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

3. 編製基礎及主要會計政策(續)

租賃(續)

本集團作為承租人(續)

使用權資產(續)

本集團可合理確定在租期結束時取得相關租賃資產所有權的使用權資產乃自開始日期起至使用年期結束期間折舊。否則，使用權資產乃按直線法於其估計使用年期及租期(以較短者為準)內折舊。

本集團將不符合投資物業或存貨定義的使用權資產呈列於「物業、廠房及設備」，相應有關資產(倘擁有)會於同一項目內呈列。符合投資物業定義的使用權資產呈列於「投資物業」。

可退回租賃按金

已收可退回租賃按金乃根據香港財務報告準則第9號入賬並初步按公平值計量。於首次確認時對公平值作出的調整被視為額外租賃付款及包括使用權資產成本。

租賃負債

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

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, 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 the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

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

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

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

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

3. 編製基礎及主要會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃負債(續)

租賃付款包括：

- 固定付款(包括實質的固定付款)減任何應收租賃獎勵；
- 取決於指數或利率的可變租賃付款，初步使用開始日期的指數或利率計量；
- 本集團根據剩餘價值保證預期應付的金額；
- 購買選擇權的行使價(倘本集團合理確定行使該選擇權)；及
- 支付終止租賃的罰款(倘租賃條款反映本集團行使選擇權以終止租賃)。

於開始日期後，租賃負債乃按利息增長及租賃付款調整。

倘出現以下兩種情況之一，本集團重新計量租賃負債(及對相關使用權資產作出相應調整)：

- 租期有所變動或行使購買選擇權的評估發生變動，在此情況下，相關租賃負債透過使用重新評估日期的經修訂貼現率貼現經修訂租賃付款而重新計量。
- 因市場租金審查後的市場租金比率或擔保剩餘價值的預期付款發生變動而導致租賃付款變動，在此情況下，相關租賃負債透過使用初始貼現率貼現經修訂租賃付款而重新計量。

本集團於綜合財務狀況表內將租賃負債呈列為單獨項目。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease modifications

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

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

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

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

3. 編製基礎及主要會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃修訂

倘出現以下情況，本集團將租賃修訂作為單獨租賃入賬：

- 該修訂透過增加使用一項或以上相關資產的權利擴大租賃範圍；及
- 租賃代價增加的金額與就擴大範圍的單獨價格及為反映特定合約的實際情況對單獨價格作出的任何適當調整相稱。

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

本集團透過對相關使用權資產作出相應調整，對租賃負債的重新計量入賬。當經修訂合約包含一項租賃組成部分及一項或多項額外租賃或非租賃組成部分時，本集團根據租賃組成部分的相對單獨價格及非租賃組成部分的單獨價格總和將經修訂合約代價分配至各個租賃組成部分。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Amounts due from lessees under finance leases are recognised as receivables at commencement date at amounts equal to net investments in the leases, measured using the interest rate implicit in the respective leases. Initial direct costs (other than those incurred by manufacturer or dealer lessors) are included in the initial measurement of the net investments in the leases. Interest income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term.

3. 編製基礎及主要會計政策(續)

租賃(續)

本集團作為出租人

租賃的分類及計量

凡租約條款將相關資產所有權的絕大部份所有風險及回報增加轉嫁予承租人時，該合約乃分類為融資租賃。所有其他租賃分類為經營租賃。

根據融資租賃應收承租人的款項於開始日期確認為應收款項，其金額等於租賃投資淨額，並使用各個租賃中隱含的利率計量。初始直接成本(不包括製造商或經銷商出租人產生的成本)包括在租賃投資淨額的初始計量內。利息收入被分配至會計期間，以反映本集團有關租賃的未償還投資淨額的固定定期回報率。

經營租賃的租金收入於相關租期內按直線法確認為損益。磋商及安排經營租賃時產生的初始直接成本會計入租賃資產的賬面值，故有關成本於租期內按直線法確認為開支。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessor (Continued)

Classification and measurement of leases (Continued)

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

Allocation of consideration to components of a contract

When a contract includes both leases and non-lease components, the Group applies HKFRS 15 to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

Sublease

When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset.

Lease modification

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

Foreign currencies

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

3. 編製基礎及主要會計政策(續)

租賃(續)

本集團作為出租人(續)

租賃的分類及計量(續)

本集團一般業務產生的利息及租金收入乃呈列為收益。

分配代價至合約組成部分

當一份合約均包括租賃及非租賃組成部分時，本集團應用香港財務報告準則第15號，將合約代價分配至租賃及非租賃組成部分。非租賃組成部分乃根據其相對單獨價格與租賃組成部分分開。

可退回租賃按金

已收取可退回租賃按金根據香港財務報告準則第9號入賬，並初步按公平值計量。於首次確認時對公平值作出的調整被視為承租人額外租賃付款。

轉租

當本集團為中間出租人時，其就主租賃及分租入賬為兩份獨立合約。分租乃參考主租賃的使用權資產(非參考相關資產)分類為融資或經營租賃。

租賃修訂

自修訂生效日期起，本集團將經營租賃修訂列作為新租賃入賬，當中將與原有租賃相關的任何預付或應計租賃付款視作新租賃的租賃付款部分。

外幣

於編製個別集團實體的財務報表時，以該實體的功能貨幣以外貨幣(外幣)進行的交易均以各自的功能貨幣(即該實體經營所在的主要經濟環境的貨幣)按交易日的當時匯率確認。於報告期間末，以外幣列賬的貨幣項目按當日的當時匯率再換算。以外幣按歷史成本計量的非貨幣項目毋須再換算。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the Group's interests in associates/joint ventures.

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

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

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

3. 編製基礎及主要會計政策(續)

外幣(續)

來自貨幣項目結算及於再換算貨幣項目時的匯兑差額於其發生期間於損益中確認，惟應收或應付海外業務的貨幣項目匯兑差額除外，其結算並非計劃及不大可能出現(因此組成海外業務投資淨額部分)，該差額初步於其他全面收益確認並於出售或部分出售本集團於聯營公司／合營企業的權益時由權益重新分類至損益。

就呈列綜合財務報表而言，本集團業務資產及負債使用各報告期末的現行匯率換算為本集團的呈列貨幣(即港元)。收入及開支項目按該期間的平均匯率換算，除非該期間的匯率大幅波動，在此情況下，則使用交易日期的現行匯率換算。所產生的匯兑差額(如有)於其他全面收益確認並於匯兑儲備項下的權益中累計(歸屬於非控股權益(倘適用))。

於出售海外業務(即出售本集團於海外業務的全部權益、或出售涉及喪失包括海外業務的附屬公司控制權、或部份出售包括海外業務的合營安排或聯營公司的權益(其保留權益成為一項金融資產))時，本公司擁有人應佔該業務於權益累計的所有匯兑差額則重新分類至損益。

此外，就部份出售一間不會導致本集團喪失該附屬公司控制權的附屬公司而言，按比例分佔累計匯兑差額乃重新歸屬至非控股權益，且不會於損益確認。就所有其他部份出售(即部份出售不會導致本集團喪失重大影響力或共同控制權的聯營公司或合營安排)而言，按比列分佔累計匯兑差額乃重新分類至損益。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

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

Borrowing costs

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

Effective 1 January 2019, any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

3. 編製基礎及主要會計政策(續)

外幣(續)

收購海外業務產生的已收購可識別資產的商譽及公平值調整乃視作該海外業務的資產及負債，並按各報告期末的現行匯率換算。所產生的匯兑差額於其他全面收益確認。

借貸成本

收購、興建或生產需要長時間籌備方可供作其擬定用途或銷售的合資格資產應佔的直接借貸成本乃加入至為該等資產的成本，直至資產大致可供作其擬定用途或銷售之時為止。

自2019年1月1日起生效，於相關資產可供作其擬定用途或銷售後仍未償還的任何特定借款均計入一般借款中，以計算一般借款的資本化率。因特定借款短暫投資所賺取的投資收入於減除合資格資產開支後從可作資本化的借貸成本內扣除。

所有其他借貸成本乃於產生期間於損益確認。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Employee benefits

Short term employee benefits and contributions to defined contribution retirement plan

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

The Group participates in a Mandatory Provident Fund Scheme ("the MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for all qualifying employees in Hong Kong. The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF Scheme, the Group and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK$30,000. Contributions to the MPF scheme vest immediately. The assets of the MPF Scheme are held separately from those of the Group, in fund under the control of trustees.

The PRC subsidiary of the Group also participates in a defined contribution retirement benefit scheme ("the PRC Scheme") organised by the PRC municipal and provincial government authorities whereby the PRC subsidiary is required to contribute a certain percentage of their payroll to the retirement benefit scheme. The Group has accrued for the required contributions which are remitted to the respective local government authorities when the contributions become due. The local government authorities are responsible for the pension obligations payable to the retired employees covered under the PRC Schemes.

The total expenses recognised in profit or loss represents contributions payable to these schemes by the Group at rates specified in the rules of the schemes. The Group has no other material obligation for payment of retirement benefits beyond the contributions as described above.

Termination benefit

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

3. 編製基礎及主要會計政策(續)

僱員福利

短期僱員福利及向定額供款退休計劃作出的供款

薪金、年度獎金、有薪年假、定額供款退休計劃供款及非金錢福利的成本，均在僱員提供相關服務的年度內累計。倘付款或結算延遲而影響屬重大，則上述數額會按其現值列賬。

本集團為所有香港合資格僱員參與根據香港強制性公積金計劃條例設立的強制性公積金計劃(「強積金計劃」)。強積金計劃乃由獨立信託人管理的定額供款退休計劃。根據強積金計劃，本集團和其僱員分別須按僱員有關收入的5%向該計劃作出供款，而有關收入以每月30,000港元為上限。向強積金計劃作出的供款即時歸屬。強積金計劃資產乃與本集團資產分開持有，放置於受託人控制的基金內。

本集團中國附屬公司亦參與一項由中國市級及省級政府部門組織的定額供款退休福利計劃(「該中國計劃」)，中國附屬公司被要求將其若干比例的工資貢獻予退休福利計劃。本集團已產生規定供款，該等供款乃於供款到期時匯寄予各地方政府部門。地方政府部門負責應付予該中國計劃所覆蓋之退休僱員的退休金義務。

於損益確認之開支總額指本集團應按計劃規則指定比例向該等計劃支付之供款。本集團除上述供款外，並無其他重大的支付退休福利責任。

離職福利

離職福利於本集團不再能取消提供該等福利時及本集團確認涉及支付離職福利的重組成本時(以較早者為準)確認。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Employee benefits (Continued)

Share option scheme

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments whereby employees render services as consideration for equity instruments ("equity-settled transactions").

For share options granted under the share option scheme, the fair value of the employee's services rendered in exchange for the grant of the options is recognised as an expense and credited to share option reserve under equity. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted at the grant date. At the end of each reporting period, the Group revises its estimates of the number of options that is expected to become exercisable. It recognises the impact of the revision of the original estimates, if any, in the consolidated statement of profit or loss and other comprehensive income, and a corresponding adjustment to share option reserve over the remaining vesting period.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified if the original terms of the award are met. In addition, an expense is recognised for any modification, which increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share, if any.

3. 編製基礎及主要會計政策(續)

僱員福利(續)

購股權計劃

本公司設有一項購股權計劃，其旨在向為本集團營運的成功作出貢獻的合格參與者提供激勵和獎勵。本集團僱員(包括董事)以股份為基礎付款之方式收取報酬，而僱員則提供服務作為權益工具之代價(「權益結算交易」)。

就根據購股權計劃授出之購股權而言，僱員所提供服務換取獲授購股權之公平值確認為開支，並計入權益內的購股權儲備。歸屬期間支銷之總額參照授出日期所授出購股權之公平值釐定。於各報告期末，本集團修訂預計成為可予行使購股權數目之估計。其於綜合損益及其他全面收益表內確認修訂原有估計(若有)之影響及餘下歸屬期間內對購股權儲備之相應調整。

倘若權益結算報酬的條款有所變更，所確認開支最少須達到猶如條款並無任何變更的水平(倘獎勵的原有條件已達成)。此外，倘若按變更日期計量，任何變更導致以股份為基礎付款的總公平值有所增加，或對僱員帶來其他利益，則應就該等變更確認開支。

倘權益結算報酬被註銷，則被視為於註銷當日已歸屬，而尚未就該報酬確認的任何費用須即時予以確認。然而，倘有一項新報酬取代已經註銷報酬，及於授出當日被指定為該報酬的替代品，則該已註銷報酬及新報酬均被視為原有報酬的改動(見上段所述)。

尚未行使購股權的攤薄影響已反映於計算每股盈利(如有)時的額外股份攤薄。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax

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

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

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

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

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

3. 編製基礎及主要會計政策(續)

所得稅

所得稅開支即現時應付稅項及遞延稅項的總和。

現時應付稅項根據本年度應課稅溢利計算。應課稅溢利與除稅前溢利不同，因其於其他年度應課稅或可扣減的收入或開支及從不應課稅或從不可扣減的項目所致。本集團的即期稅項負債使用於各報告期末已制訂或實質上已制訂的稅率計算。

遞延稅項就綜合財務報表內資產及負債的賬面值與計算應課稅溢利所採用相應稅基的暫時差額予以確認。遞延稅項負債一般就所有應課稅暫時差額確認。遞延稅項資產則一般於可扣減暫時差額有可能用以抵銷應課稅溢利時就所有可扣減暫時差額予以確認。倘暫時差額由首次確認一項不影響應課稅溢利或會計溢利的交易的資產及負債(業務合併除外)所產生，有關遞延稅項資產及負債不予確認。此外，倘暫時差額由首次確認商譽所產生，則遞延稅項負債不予確認。

遞延稅項負債就投資於附屬公司及聯營公司以及投資於合營企業相關的應課稅暫時差額予以確認，除非本集團可控制暫時差額的回撥，且暫時差額不大可能在可見將來回撥。與該等投資及權益相關的可扣減暫時差額所產生的遞延稅項資產，僅於有足夠應課稅溢利可用抵銷暫時差額並預期於可見將來回撥的情況下，方予以確認。

本集團會於各報告期末審閱遞延稅項資產的賬面值，並於不再可能有足夠應課稅溢利可收回全部或部份資產時扣減其賬面值。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

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

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

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

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

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

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

3. 編製基礎及主要會計政策(續)

所得稅(續)

遞延稅項資產及負債乃根據於各報告期末已制訂或實質上已制訂的稅率(及稅法),按預期於清償負債或變現資產期間應用的稅率計量。

遞延稅項負債及資產的計量反映本集團預期於報告期末收回或清償其資產及負債賬面值的方法所帶來的稅項後果。

當有合法可強制執行權利以即期稅項資產抵銷即期稅項負債時及當其與同一稅務機關就同一應課稅實體徵收的所得稅相關時,方會抵銷遞延稅項資產及負債。

即期及遞延稅項均於損益確認,惟與於其他全面收益或直接於權益確認的項目有關者除外,在此情況下,即期及遞延稅項分別於其他全面收益或直接於權益確認。倘因業務合併的初步會計方法而產生即期或遞延稅項,該稅項影響會計入業務合併的會計方法。

就計算本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言,本集團首先釐定稅項扣減是否由使用權資產或租賃負債所產生。

就歸屬於租賃負債的稅項扣減的租賃交易而言,本集團就使用權資產及租賃負債分別應用香港會計準則第12號所得稅規定。由於應用首次確認豁免,與使用權資產及租賃負債相關的暫時差額不會於首次確認時或租期內確認。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment

Property, plant and equipment including buildings and leasehold land (classified as finance leases) held for use in the production or supply of goods or services, or for administrative purposes, are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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

Depreciation on property, plant and equipment is calculated at rates sufficient to write off their cost less their estimated residual value over the estimated useful lives on a straight-line basis. The principal annual rates used for this purpose during the reporting period are as follows:

Computer equipment	30%–31.7%
Instruments	20%
Office equipment	19%–30%
Motor vehicles	25%–30%
Furniture and fixtures	20%
Leasehold improvement	Over the lease term

The estimated useful lives and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

3. 編製基礎及主要會計政策(續)

物業、廠房及設備

物業、廠房及設備，包括持作生產或供應貨品或服務用途或作行政用途之樓宇及租賃土地(歸類為融資租約)，乃按成本減其後之累計折舊及其後之累計減值虧損(如有)於綜合財務狀況表內列賬。

其後成本只在與該項目有關的日後經濟利益很可能會流向本集團及該項目的成本能可靠地計量時，方會計入該資產的賬面值內或確認為另一項資產(倘適用)。所有其他維修及保養於其發生的財政期間在損益表內確認。

物業、廠房及設備的折舊按足以撇銷其成本的數值減其估計可使用期內估計剩餘價值以直線法計算。於報告期間就此目的所用的主要年率如下：

電腦設備	30%–31.7%
工具	20%
辦公室設備	19%–30%
汽車	25%–30%
傢俱及裝置	20%
租賃物業裝修	於租賃期內

估計可使用年期及折舊方法於各報告期末檢討，而估計變動之影響乃按預提基準入賬。

物業、廠房及設備項目於出售時或預期日後繼續使用該資產不會再產生經濟利益時即終止確認。出售或棄用一項物業、廠房及設備所產生之盈虧以按出售所得款項及資產賬面值之差額計算，並於損益內確認。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Tangible assets

Impairment on tangible assets other than goodwill

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

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

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

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

3. 編製基礎及主要會計政策(續)

有形資產

商譽以外的有形資產減值

於報告期末，本集團審閱其附有限使用年期的有形資產賬面值，以釐定是否存在任何跡象顯示該等資產已出現減值虧損。倘存在任何有關跡象，則會對相關資產的可收回金額作出估計，以釐定減值虧損(如有)的程度。

本集團個別估計物業、廠房及設備及使用權資產的可收回金額。倘不可能估計個別資產可收回金額，則本集團將估計資產所屬現金產生單位的可收回金額。

此外，本集團對是否存在跡象顯示公司資產可能出現減值進行評估。倘存在有關跡象，當可識別合理一致的分配基準時，公司資產亦會分配至個別現金產生單位或分配至可識別合理一致分配基準的最小現金產生單位組別。

可收回金額為公平值減去出售成本及使用價值兩者中的較高者。於評估使用價值時，估計未來現金流量以稅前貼現率貼現至其現值，該貼現率反映市場現時所評估的金錢時間值及並未就其調整估計未來現金流量的資產(或現金產生單位)特定風險。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Tangible assets (Continued)

Impairment on tangible assets other than goodwill (Continued)

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

Impairment on tangible assets other than goodwill (see the accounting policy in respect of goodwill above)

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

3. 編製基礎及主要會計政策(續)

有形資產(續)

商譽以外的有形資產減值(續)

倘估計資產(或現金產生單位)的可收回金額低於其賬面值，則資產(或現金產生單位)的賬面值將被調低至其可收回金額。就未能按合理一致的基準分配至現金產生單位的公司資產或部分公司資產而言，本集團會比較一個組別的現金產生單位賬面值(包括已分配至該組現金產生單位的公司資產或部分公司資產的賬面值)與該組現金產生單位的可收回金額。於分配減值虧損時，減值虧損會先獲分配以減少任何商譽(倘適用)的賬面值，及後按該單位各項資產的賬面值所佔比例分配至其他資產。資產賬面值不得減少至低於其公平值減出售成本(倘可計量)、其使用價值(倘可釐定)及零之中的最高值。已另行分配至資產的減值虧損金額按比例分配至該單位或一組現金產生單位的其他資產。減值虧損即時於損益確認。

商譽以外的有形資產減值(見上文有關商譽的會計政策)

倘減值虧損其後撥回，則資產(或現金產生單位或一組現金產生單位)的賬面值將上調至其經修訂估計可收回金額，惟經上調賬面值不得超出資產(或現金產生單位或一組現金產生單位)於以往年度並無確認減值虧損時已釐定的賬面值。減值虧損撥回即時於損益確認。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated on the first-in-first-out basis and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

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

3. 編製基礎及主要會計政策(續)

存貨

存貨以成本及可變現淨值之較低者列賬。成本乃按先進先出基準計算，並包括所有採購成本、加工成本及其他使存貨達致其現時地點及狀況而產生之成本。可變現淨值指存貨的估計售價減所有估計完成成本及進行銷售所需成本。

倘售出存貨，則該等存貨之賬面值在相關收益確認之期間確認為支出。任何撇減存貨至可變現淨值之金額及存貨之所有虧損於撇減或出現虧損之期間內確認為支出。轉回任何撇減存貨之金額於出現撥回之期間沖減確認為支出之存貨金額。

金融工具

金融資產及金融負債於集團實體成為該工具合約條文的訂約方時確認。

金融資產及金融負債按公平值初步計量，惟客戶合約產生的應收貿易賬款根據香港財務報告準則第15號初步計量。收購或發行金融資產及金融負債(除了按公平值計入損益(「按公平值計入損益」)的金融資產及金融負債)直接應佔的交易成本，於首次確認時計入金融資產或金融負債的公平值或自金融資產或金融負債的公平值扣除(倘適用)。收購按公平值計入損益的金融資產及金融負債直接應佔交易成本即時於損益確認。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

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

Interest income is recognised on an effective interest basis for debt instruments.

Financial assets

Classification and subsequent measurement of financial assets

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

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

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

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

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application of HKFRS 9/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 Business Combinations applies.

3. 編製基礎及主要會計政策(續)

金融工具(續)

實際利率法乃於相關期間計算金融資產或金融負債攤銷成本及分配利息收入及利息開支的方法。實際利率乃於首次確認時按金融資產或金融負債的預期年期或(倘適用)較短期間準確貼現估計未來現金收款及付款(包括構成實際利率不可或缺部分的所有已付或已收費用及點子、交易成本及其他溢價或折讓)至賬面淨值的利率。

債務工具的利息收入乃按實際利率基準確認。

金融資產

金融資產的分類及其後計量

滿足以下條件的金融資產其後按攤銷成本計量：

- 該金融資產按以收取合約現金流量為目的的業務模式持有；及
- 該合約條款令於特定日期產生的現金流量僅為支付本金及未償還本金金額的利息。

滿足以下條件的金融資產其後按公平值計入其他全面收益(「按公平值計入其他全面收益」)計量：

- 該金融資產按同時以出售及收取合約現金流量為目的的業務模式持有；及
- 該合約條款令於特定日期產生的現金流量僅為支付本金及未償還本金金額的利息。

所有其他金融資產其後按公平值計入損益計量，惟於首次應用香港財務報告準則第9號／首次確認金融資產當日，本集團或會不可撤回地選擇於其他全面收益呈列股本投資公平值的其後變動，前提是該等股本投資並非持作買賣，亦非收購方於香港財務報告準則第3號業務合併所應用的業務合併中確認的或然代價。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

A financial asset is held for trading if:

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

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

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments/receivables subsequently measured at FVTOCI. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

3. 編製基礎及主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產的分類及其後計量(續)

倘出現下列情況，則金融資產為持作買賣：

- 購入的主要目的為於不久將來出售；
- 於首次確認時其為本集團聯合管理的已識別金融工具組合的一部分，而近期實際具備短期獲利的模式；或
- 其為不指定及實際作為對沖工具的衍生工具。

此外，倘能夠消除或大幅減少會計錯配，則本集團或會不可撤回地將須以攤銷成本計量或按公平值計入其他全面收益的金融資產指定為按公平值計入損益計量。

(i) 攤銷成本及利息收入

其後按攤銷成本計量的金融資產及其後按公平值計入其他全面收益的債務工具／應收款項的利息收入乃按實際利率法確認。利息收入按金融資產賬面總值應用實際利率計算，惟其後出現信貸減值的金融資產(見下文)除外。就其後出現信貸減值的金融資產而言，自下一個報告期起，利息收入按金融資產攤銷成本應用實際利率確認。倘信貸減值金融工具的信貸風險有所改善，令金融資產不再出現信貸減值，於釐定資產不再出現信貸減值後，利息收入自報告期初起按對金融資產賬面總值應用實際利率確認。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(ii) Financial assets at FVTPL

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

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

Impairment of financial assets

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

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually for debtors with significant balances and/or collectively using a provision matrix with appropriate groupings.

3. 編製基礎及主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產的分類及其後計量(續)

(ii) 按公平價值計入損益的金融資產

不符合按攤餘計量成本或按公平值計入其他全面收益或指定為按公平值計入其他全面收益的金融資產乃按公平值計入損益計量。

按公平值計入損益的金融資產按各報告期末的公平值計量，而任何公平值收益或虧損於損益確認。於損益確認的收益或虧損淨額不包括自金融資產賺取的任何股息或利息，並計入「其他淨額收益／(虧損)」項目。

金融資產減值

本集團對根據香港財務報告準則第9號須予減值(包括應收貿易賬款、應收貸款、其他應收款項及銀行結餘)及根據香港財務報告準則第9號須予減值的金融資產以預期信貸虧損(「預期信貸虧損」)模式進行減值評估。預期信貸虧損金額於各報告日期更新，以反映信貸風險自首次確認以來的變動。

生命週期預期信貸虧損指相關工具於預期年期內所有可能違約事件產生的預期信貸虧損。相反，12個月預期信貸虧損(「12個月預期信貸虧損」)指預期於報告日期後12個月內可能發生的違約事件產生的生命週期預期信貸虧損部份。評估乃根據本集團歷史信貸虧損經驗完成，並就債務人的特定因素、一般經濟狀況及對於報告日期當時狀況及未來狀況預測的評估作出調整。

本集團一直就應收貿易賬款確認生命週期預期信貸虧損。該等資產的預期信貸虧損就重大結餘的債務人個別評估及／或使用適當組別的撥備矩陣共同評估。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

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

(i) Significant increase in credit risk

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

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

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

3. 編製基礎及主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

就所有其他工具而言，本集團計量相等於12個月預期信貸虧損的虧損撥備，除非信貸風險自首次確認以來大幅上升，則本集團會確認生命週期預期信貸虧損。評估應否確認生命週期預期信貸虧損乃根據自首次確認以來發生違約的可能性或風險大幅上升而定。

(i) 信貸風險大幅上升

評估信貸風險自首次確認以來是否大幅上升時，本集團會比較金融工具於報告日期發生違約的風險與金融工具於首次確認日期發生違約的風險。於作出此項評估時，本集團會考慮合理可靠的定量及定性資料，包括歷史經驗或毋須過多成本或努力即可取得的前瞻性資料。

具體而言，評估信貸風險是否大幅上升時會考慮以下資料：

- 金融工具外部(倘適用)或內部信貸評級的實際或預期嚴重轉差；
- 信貸風險的外部市場指標嚴重轉差，例如信貸息差、債務人信貸違約掉期價格大幅上升；
- 目前或預測業務、金融或經濟情況有不利變動，預期導致大幅削弱債務人履行其債務責任的能力；
- 債務人經營業績實際上或預期嚴重轉差；
- 債務人的監管、經濟或技術環境實際上或預期出現重大不利變動，導致大幅削弱債務人履行其債務責任的能力。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 90 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

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

(ii) Definition of default

The Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

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

(a) significant financial difficulty of the issuer or the borrower;

(b) a breach of contract, such as a default or past due event;

(c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or

(e) the disappearance of an active market for that financial asset because of financial difficulties.

3. 編製基礎及主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(i) 信貸風險大幅上升(續)

不論上述評估的結果，當合約付款已逾期超過90日時，本集團會假定信貸風險自首次確認以來已大幅增加，除非本集團具有合理及有理據支持的資料顯示情況並非如此。

本集團定期監察識別信貸風險是否大幅上升所用準則的成效，並作出合適的修訂，以確保有關準則能夠於金額逾期前識別已大幅上升的信貸風險。

(ii) 違約的定義

除非本集團有合理可靠資料說明較滯後的違約標準更為合適，否則金融資產逾期超過90日時，本集團認為已發生違約事件。

(iii) 信貸減值金融資產

倘發生一項或多項對金融資產估計未來現金流量有不良影響的違約事件，則金融資產出現信貸減值。金融資產信貸減值的證據包括下列事件的可觀察數據：

(a) 發行人或借款人面臨重大財政困難；

(b) 違約，例如欠繳或逾期事件；

(c) 借款人的放款人基於與借款人財務困難相關的經濟或合約理由，向借款人作出在其他情況下不會考慮的讓步；

(d) 借款人有可能破產或訂立其他財務重組；或

(e) 該金融資產之活躍市場因財政困難而消失。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

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

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

- Nature of financial instruments;
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

3. 編製基礎及主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(iv) 撇銷政策

於有資料顯示對手方陷入嚴重財政困難且並無實際收回款項的可能時(例如對手方已遭清盤或進入破產程序，本集團會撇銷金融資產。經考慮法律意見(倘適用)後，已撇銷的金融資產仍可根據本集團的收回程序進行強制執行行動。撇銷構成終止確認事件。任何其後收回款項乃於損益確認。

(v) 預期信貸虧損的計量及確認

預期信貸虧損的計量取決於違約概率、違約損失率(即出現違約時的虧損程度)及違約風險。評估違約概率及違約損失率基於按前瞻性資料進行調整的歷史數據得出。預期信貸虧損的估計反映根據加權的相應違約風險而確定的無偏頗及概率加權金額。

一般而言，預期信貸虧損乃按根據合約應付本集團的所有合約現金流量與本集團預期按首次確認時釐定的實際利率貼現而收取的現金流量之間的差額。

倘預期信貸虧損按整體基準計量或迎合個別工具水平證據未必存在的情況，則金融工具按以下基準歸類：

- 金融工具的性質；
- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(倘適用)。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL (Continued)

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

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

3. 編製基礎及主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(v) 預期信貸虧損的計量及確認(續)

歸類由管理層定期審閱以確保本集團各金融資產成份繼續分擔類似信貸風險特性。

利息收入按金融資產的賬面總值計算，除非該金融資產出現信貸減值，在此情況下，利息收入按金融資產的攤銷成本計算。

終止確認金融資產

本集團僅在資產所產生現金流量的合約權利屆滿或於其轉讓金融資產以及資產擁有權絕大部分風險及回報予另一實體時終止確認該金融資產。倘本集團並無轉讓或保留所有權絕大部分風險及回報，並繼續控制已轉讓資產，則本集團確認其於該資產的保留權益及其可能需要支付的金額的相關負債。倘本集團保留已轉讓金融資產所有權絕大部分風險及回報，則本集團將繼續確認該金融資產，及亦確認已收所得款項的有擔保借款。

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

金融負債及股本

分類為債務或股本

債務及股本工具乃按照合約安排內容及金融負債及股本工具的定義而分類為金融負債或股本。

股本工具

股本工具是證明某實體的資產(於扣除所有負債後)有剩餘權益的合約。由本公司發行的股本工具以所收取的所得款項扣除直接發行成本後列賬。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Financial liabilities at amortised cost

Financial liabilities including trade payables, other payables and accruals, contract liabilities, lease liabilities and amount due to a holder of non-controlling interests are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short-term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks.

3. 編製基礎及主要會計政策(續)

金融工具(續)

金融負債及股本(續)

金融負債

所有金融負債其後使用實際利率法按攤銷成本計量。

按攤銷成本計量的金融負債

金融負債(包括應付貿易賬款、其他應付及應計款項、合約負債、租賃負債及應付一位非控股權益持有人的款項)其後使用實際利率法按攤銷成本計量。

終止確認金融負債

本集團僅於本集團的責任獲解除、取消或屆滿時終止確認金融負債。已終止確認金融負債賬面值與已付及應付代價之間的差額於損益確認。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括庫存現金及活期存款，及流動性極高的短期投資(其可以容易地轉換為已知現金金額、所須承受的價值變動風險甚小，且一般於購入後三個月內到期)減須按要求償還且構成本集團現金管理一部分的銀行透支。

就綜合財務狀況表而言，現金及現金等價物包括手頭現金及銀行存款。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Provisions and contingent liabilities

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

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

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

Related parties

(a) A person, or a close member of that person's family, is related to the Group if that person:

(i) has control or joint control of the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or the Group's parent.

3. 編製基礎及主要會計政策(續)

撥備及或然負債

當本集團因過往事件而承擔現有責任(法律或推定)及倘可可靠地估計該項責任之金額時本集團可能須履行該項責任，則會確認撥備。

確認為撥備的金額為清償報告期末的現時責任並計入該責任的風險及不確定因素所需代價的最佳估計。倘使用估計用以清償現時責任的現金流量計量撥備，其賬面值為該等現金流量的現值(倘貨幣時間價值的影響屬重大)。

倘用以償還撥備之部分或全部經濟利益預期將由第三方收回，則當實質上確認將收到償款且應收金額能可靠計量時，應收款項方確認為資產。

關連人士

(a) 該名人士須符合以下條件時，該名人士或其家族的近親方與本集團有關連：

(i) 擁有本集團控制權或聯合控制權；

(ii) 對本集團擁有重大影響；或

(iii) 為本集團或本集團母公司的主要管理層成員。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties (Continued)

(b) An entity is related to the Group if any of the following conditions applies:

(i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(iii) Both entities are joint ventures of the same third party.

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

(vi) The entity is controlled or jointly controlled by a person identified in (a).

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any members of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

3. 編製基礎及主要會計政策(續)

關連人士(續)

(b) 符合以下任何條件的實體與本集團有關連：

(i) 實體與本集團為同一集團公司成員(即各母公司、附屬公司及同系附屬公司彼此間有關連)。

(ii) 某一實體為另一實體的聯營公司或合營公司(或另一實體為成員公司的集團旗下成員公司的聯營公司或合營企業)。

(iii) 實體均為同一第三方的合營企業。

(iv) 某一實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。

(v) 實體為本集團或與本集團有關的實體的僱員福利設立離職後福利計劃。

(vi) 實體受(a)所界定人士控制或聯合控制。

(vii) (a)(i)所界定人士對實體擁有重大影響或為實體(或該實體母公司)的主要管理層成員。

(viii) 實體或組成集團其中一部分的任何成員公司向本集團或本集團母公司提供主要管理人員服務。

一名人士的近親家庭成員指預期可影響或受該人士影響彼等與該實體交易的家庭成員。

報告期後事項

本集團於報告期末狀況提供額外資料或顯示持續經營假設並不適合的報告期間後事項均屬於調整事項，於綜合財務報表內反映。並非屬調整事項的報告期間後事項如屬重大，則於綜合財務報表附註中披露。

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Segment report

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purpose of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Estimated impairment of goodwill, property, plant and equipment and right-of-use assets

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated, which is the higher of the value in use or fair value less costs of disposal. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit (or a group of cash-generating units) and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash flows, a material impairment loss/further impairment loss may arise. As at 31 December 2020, the carrying amount of goodwill, property, plant and equipment and right-of-use assets is HK$56,448,000 (2019: HK$137,448,000) (net of accumulated impairment loss), HK$38,000 (2019: HK$1,139,000) (net of accumulated impairment loss), and HK$151,000 (2019: HK$4,591,000) (net of accumulated impairment loss), respectively. Details of the recoverable amount calculation are disclosed in note 16, 17 and 18.

3. 編製基礎及主要會計政策(續)

分部報告

經營分部及綜合財務報表所呈報各分部項目的金額，乃從為向本集團各項業務及地理位置進行資源分配及表現評估而定期向本集團最高級管理層提供的財務資料當中識別出來。

除非分部具備相似的經濟特徵及在產品及服務性質、生產工序性質、客戶類型或類別、用作分銷產品或提供服務的方法及監管環境的性質方面相似，否則各個重大經營分部不會進行合併計算(就財務呈報而言)。倘個別非重大的經營分部符合上述大部分標準，則可能進行合併計算。

4. 估計不確定因素的主要來源

以下是關係到日後的主要假設，以及於報告期末估計不確定因素的其他主要來源，其可能導致須對下一個財政年度資產與負債賬面值作出重大調整的重大風險。

商譽、物業、廠房及設備及使用權資產的估計減值

釐定商譽是否出現減值須估計獲分配商譽的現金產生單位(或一組現金產生單位)的可收回金額(為使用價值或公平值減出售成本中的較高者)。計算使用價值時要求本集團估計預期將從該現金產生單位(或一組現金產生單位)產生的未來現金流量及適用貼現率以計算現值。倘實際未來現金流量低於預期，或事實及情況變動導致下調未來現金流量，則可能產生重大減值虧損／未來減值。於2020年12月31日，商譽、物業、廠房及設備及使用權資產的賬面值分別為56,448,000港元(2019年：137,448,000港元)(扣減累計減值虧損)38,000港元(2019年：1,139,000港元(扣減累計減值虧損)及151,000港元(2019年：4,591,000港元(扣減累計減值虧損)。可收回金額計算的詳情披露於附註16、17及18。

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Provision of ECL for trade receivables and loan receivables

Loan receivables with significant balances and credit-impaired are assessed for ECL individually. In addition, the Group uses provision matrix to calculate ECL for the trade receivables. The provision rates are based on internal credit ratings as groupings of various debtors that have similar loss patterns. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the Group's trade receivable and the ECL are disclosed in notes 21 and 36(b).

Impairment loss on loan receivables represent management's best estimate of losses incurred in the loan portfolio at the reporting date under ECL models. Management assesses whether the credit risk of loan receivables have increased significantly since their initial recognition and apply a three-stage impairment model to calculate their ECL. The Group is required to exercise judgement in making assumptions and estimates when calculating loan impairment loss, including any observable data indicating that there is a measurable decrease in the estimated future cash flows from loans portfolio and historical loss experience on the basis of the relevant observable data that reflects current economic conditions. The provision of ECL is sensitive to changes in estimates. The information about the Group's loan receivables and the ECL are disclosed in notes 22 and 36(b).

As at 31 December 2020, the carrying amounts of loan receivables and trade receivables were approximately HK$126,163,000 (2019: approximately HK$122,876,000) and HK$326,000 (2019: approximately HK$6,253,000), respectively, net of accumulated impairment losses on loan receivables and trade receivables of approximately HK$71,995,000 (2019: approximately HK$30,220,000) and HK$Nil (2019: approximately HK$1,202,000), respectively.

4. 估計不確定因素的主要來源(續)

應收貿易賬款及應收貸款的預期信貸虧損撥備

具重大結餘且出現信貸減值的應收貸款乃就預期信貸虧損單獨進行評估。此外，本集團使用撥備矩陣計算應收貿易賬款的預期信貸虧損。撥備率乃根據內部信貸評級將具有類似虧損模式的各債務人歸類。撥備矩陣乃基於本集團的歷史違約率，並加以考慮合理可靠且毋須過多成本或努力即可取得的前瞻性資料。於各報告日期，本集團重新評估歷史觀察所得違約率，並考慮前瞻性資料的變動。

預期信貸虧損撥備易受估計變動影響。有關本集團應收貿易賬款及預期信貸虧損的資料披露於附註21及附註36(b)。

應收貸款的減值虧損指管理層根據預期信貸虧損模式對報告日期的貸款組合產生的虧損的最佳估計。管理層評估應收貸款的信貸風險自其首次確認以來是否顯著上升，並應用三個階段減值模式計算其預期信貸虧損。於計算貸款減值虧損(包括任何顯示貸款組合的估計未來現金流量出現可計量減少的可觀察數據及反映當前經濟狀況的相關可觀察數據為基準的歷史虧損經驗)時，本集團須進行判斷以作出假設及估計。預期信貸虧損撥備易受估計變動影響。有關本集團應收貸款及預期信貸虧損的資料披露於附註22及36(b)。

於2020年12月31日，應收貸款及貿易應收款項的賬面值分別約為126,163,000港元(2019年：約122,876,000港元)及326,000港元(2019年：約6,253,000港元)，扣除應收貸款累計貿易虧損及減值虧損分別約為71,995,000港元(2019年：約30,220,000港元)及零港元(2019年：約1,202,000港元)。

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Fair value of financial assets at FVTPL

As described in note 19, the directors of the Company use their judgement in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market practitioners are applied. The estimation of fair value of unlisted equity instruments includes some assumptions not supported by observable market prices or rates. The carrying amount of the equity instruments as at 31 December 2020 is HK$6,075,000 (31 December 2019: HK$Nil). Details of the assumptions used are disclosed in note 36(b). The directors of the Company believe that the chosen valuation techniques and assumptions are appropriate in determining the fair value of financial instruments.

4. 估計不確定因素的主要來源(續)

按公平值計入損益的金融資產公平值

如附註19所述，本公司董事在為在活躍市場上並無報價的金融工具選擇合適的估值方法時採用彼等的判斷。應用市場從業者常用的估值方法。非上市權益工具的公平值估計包括若干不受可觀察市場價格或利率支持的假設。於2020年12月31日，權益工具的賬面值為6,075,000港元(2019年12月31日：零港元)。有關所用假設的詳情披露於附註36(b)。本公司董事認為，所選擇的估值方法及假設適用於釐定金融工具的公平值。

5. SEGMENTAL INFORMATION

(i) Segment results

Information reported to the board of directors of the Company, being the chief operating decision maker ("CODM"), for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

The Group's reportable segments under HKFRS 8 are as follows:

- IC business – design development services income and sales of ICs;
- Money lending business – interest income; and
- Property management business – management services income and rental income.

5. 分部資料

(i) 分部業績

向本公司董事會(即主要營運決策者(「主要營運決策者」))呈報以分配資源及評估分部表現的資料，著重所付運貨品或提供服務的類別。

本集團根據香港財務報告準則第8號的可呈報分部如下：

- 集成電路業務－設計、開發服務收入和銷售集成電路；
- 放債業務－利息收入；及
- 物業管理業務－管理服務收入及租金收入。

5. SEGMENTAL INFORMATION (Continued)

(i) Segment results (Continued)

The following is an analysis of the Group's revenue, profit, assets and liabilities by reportable operating segments:

5. 分部資料(續)

(i) 分部業績(續)

以下為按可呈報經營分部劃分的本集團收益、溢利、資產及負債之分析：

		For the year ended 31 December 2020 截至2020年12月31日止年度			
		IC 集成電路 HK$'000 千港元	Money Lending 放債 HK$'000 千港元	Property Management 物業管理 HK$'000 千港元	Total 合計 HK$'000 千港元
Reportable segment revenue	可呈報分部收益				
Revenue from external customers	來自外界客戶的收益	1,805	8,713	14,968	25,486
Reportable segment loss	可呈報分部虧損	(1,492)	(45,626)	(81,026)	(128,144)
Bank interest income and unallocated gains/(losses)	銀行利息收入及未分配收益／（虧損）				33
Change in fair value of financial assets at FVTPL	計入損益的金融資產的公平值變動				(11,538)
Corporate and other unallocated income	企業及其他未分配收入				113
Finance costs	財務費用				(6)
Loss before tax	除税前虧損				(139,542)
Segment assets	分部資產	1,144	127,636	62,376	191,156
Corporate and unallocated assets	企業及未分配資產				6,479
Total assets	總資產				197,635
Segment liabilities	分部負債	166	1,813	2,993	4,972
Corporate and unallocated liabilities	企業及未分配負債				6,114
Total liabilities	總負債				11,086
Other segment information	其他分部資料				
Depreciation of property, plant and equipment	物業、廠房及設備折舊	262	119	38	419
Unallocated depreciation	未分配折舊				6
					425
Depreciation on right-of-use assets	使用權資產折舊	–	568	979	1,547
Unallocated depreciation	未分配折舊				101
					1,648

5. SEGMENTAL INFORMATION (Continued)

5. 分部資料(續)

(i) Segment results (Continued)

(i) 分部業績(續)

		For the year ended 31 December 2020 截至2020年12月31日止年度			
		IC 集成電路 HK$'000 千港元	Money Lending 放債 HK$'000 千港元	Property Management 物業管理 HK$'000 千港元	Total 合計 HK$'000 千港元
Additions to property, plant and equipment	添置物業、廠房及設備	–	–	14	14
Unallocated additions to property, plant and equipment	未分配添置物業、廠房及設備				–
					14
Additions to right-of-use assets	添置使用權資產	–	–	–	–
Unallocated additions to right-of-use assets	未分配添置使用權資產				200
					200
Impairment loss on loan receivables	應收貸款減值虧損	–	41,775	–	41,775
Reversal of impairment loss on trade receivables	應收貿易賬款減值虧損撥回	147	–	1,055	1,202
Impairment loss on goodwill	商譽減值虧損	–	–	81,000	81,000
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	478	199	–	677
Impairment loss on right-of-use assets	使用權資產減值虧損	–	662	–	662
Provision for slow-moving and obsolete inventories	滯銷及過時存貨撥備	128	–	–	128
Loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損	–	16	–	16

5. SEGMENTAL INFORMATION (Continued)

5. 分部資料(續)

(i) Segment results (Continued)

(i) 分部業績(續)

		For the year ended 31 December 2019 截至2019年12月31日止年度			
		IC 集成電路 HK$'000 千港元	Money Lending 放債 HK$'000 千港元	Property Management 物業管理 HK$'000 千港元	Total 合計 HK$'000 千港元
Reportable segment revenue Revenue from external customers	可呈報分部收益 來自外界客戶的收益	7,363	19,093	35,879	62,335
Reportable segment (loss)/profit	可呈報分部(虧損)／溢利	(3,756)	(15,602)	13,186	(6,172)
Bank interest income and unallocated gains	銀行利息收入及未分配收益				363
Corporate and other unallocated expenses	企業及其他未分配開支				(12,107)
Finance costs	財務費用				(4)
Loss before tax	除税前虧損				(17,920)
Segment assets	分部資產	2,946	127,929	186,137	317,012
Corporate and unallocated assets	企業及未分配資產				717
Total assets	總資產				317,729
Segment liabilities	分部負債	437	1,603	8,604	10,644
Corporate and unallocated liabilities	企業及未分配負債				1,232
Total liabilities	總負債				11,876
Other segment information	其他分部資料				
Depreciation of property, plant and equipment	物業、廠房及設備折舊	470	114	35	619
Unallocated depreciation	未分配折舊				9
					628
Depreciation on right-of-use assets	使用權資產折舊	473	966	1,331	2,770
Unallocated depreciation	未分配折舊				104
					2,874
Additions to property, plant and equipment	添置物業、廠房及設備	559	295	–	854
Impairment loss on loan receivables	應收貸款減值虧損	–	30,220	–	30,220
Impairment loss on trade receivables	應收貿易賬款減值虧損	147	–	1,055	1,202
Provision for slow-moving and obsolete inventories	滯銷及過時存貨撥備	6	–	–	6
Loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損	15	9	1	25

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment profit represent the profit earned by each segment without allocation of corporate administration costs, bank interest income, finance costs, change in fair value on financial assets at FVTPL, directors' emoluments, other gains and losses, and income tax expenses. This is the measure reported to the CODM for the purposed of resources allocation and assessment of segment performance.

營運分部的會計政策與本集團的會計政策相同。分部溢利指自各分部賺取的溢利，不計分配企業行政成本、銀行利息收入、財務成本、計入損益的金融資產的公平值變動、董事酬金、其他收益及虧損以及所得税開支。此乃向主要營運決策者呈報以分配資源及評估分部表現的數據。

5. SEGMENTAL INFORMATION (Continued)

(i) Segment results (Continued)

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales during the year ended 31 December 2020 (2019: Nil).

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than unallocated assets. Goodwill is allocated to operating segments; and
- all liabilities are allocated to operating segments other than unallocated liabilities.

(ii) Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the Group's revenue are as follows:

5. 分部資料(續)

(i) 分部業績(續)

以上呈報的分部收益指外界客戶產生的收益。截至2020年12月31日止年度並無分部間銷售(2019年：無)。

為監察分部表現及分配資源至各分部：

- 全部資產分配至營運分部，惟未分配資產除外。商譽分配至營運分部；及
- 全部負債分配至營運分部，惟未分配負債除外。

(ii) 主要客戶的資料

於相應年度佔本集團收益10%以上的客戶收益如下：

		2020 **2020年** **HK$'000** **千港元**	2019 2019年 HK$'000 千港元
Customer A	客戶A		
– revenue generated in Property Management segment	－於物業管理分部產生的收益	**5,705**	9,397
Customer B	客戶B		
– revenue generated in Property Management segment	－於物業管理分部產生的收益	**2,654**	4,524*
Customer C	客戶C		
– revenue generated in Property Management segment	－於物業管理分部產生的收益	**2,798**	2,905*
Customer D	客戶D		
– revenue generated in Property Management segment	－於物業管理分部產生的收益	**6,016**	11,185

* Revenue from the customer did not exceed 10% of total revenue in the respective year. The amounts were shown for comparative purpose.

* 客戶收益於相應年度並未佔總收益10%以上。所顯示金額用作對比之用途。

5. SEGMENTAL INFORMATION (Continued)

(iii) Geographic information

The Group's operations are located in Hong Kong and the PRC. The geographical location of customers is based on the location of the customers, irrespective of the origin of the goods or services. The geographical location of the non-current assets is based on the physical location of the asset, in the case of property, plant and equipment and right-of-use assets. The Group's revenue from external customers by geographical location of customers and information about its non-current assets (other than loan receivables) by geographical location of the assets are set out below:

5. 分部資料(續)

(iii) 地理信息

本集團的業務位於香港及中國。客戶的地域位置乃根據客戶的所在地而定，而不論貨物或服務的來源地。就物業、廠房及設備以及資產使用權而言，非流動資產的地域位置乃根據資產的實際地點而定。本集團按客戶地域位置劃分來自外界客戶的收益及按資產地域位置劃分有關其非流動資產(應收貸款除外)的資料如下：

Revenue information from external customers

來自外界客戶的收益資料

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Hong Kong (place of domicile)	香港(居駐地)	**7,733**	18,135
The PRC, excluding Hong Kong and Taiwan	中國，不包括香港及台灣	**16,711**	39,405
Korea	韓國	**–**	21
Taiwan	台灣	**14**	97
Russia	俄羅斯	**978**	1,037
The United States of America	美國	**–**	1,398
Canada	加拿大	**50**	3,562
		25,486	63,655

Non-current assets information (excluding loan receivables)

非流動資產資料(應收貸款除外)

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Hong Kong (place of domicile)	香港(居駐地)	**–**	1,565
The PRC, excluding Hong Kong and Taiwan	中國，不包括香港及台灣	**56,627**	140,873
Taiwan	台灣	**–**	740
		56,627	143,178

6. REVENUE

Revenue represents the net invoice value of goods sold after allowances for returns and trade discounts, the value of services rendered, and interest income from money lending business during the year. An analysis of the Group's revenue is as follows:

6. 收益

收益指年內經扣除退貨及買賣折扣撥備後已售貨物的發票淨值、所提供服務的價值及來自放債業務的利息收入。本集團的收益分析如下：

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Revenue from contracts with customers within the scope of HKFRS 15	**香港財務報告準則第15號範圍下來自客戶合約的收益**		
Sales of ICs	銷售集成電路	**1,667**	6,880
Provision of ASIC services	提供ASIC服務	**138**	483
Provision of property management services	提供物業管理服務	**14,968**	35,879
		16,773	43,242
Revenue from other sources	**來自其他來源的收益**		
Interest from money lending business	放債業務的利息	**8,713**	20,413
		25,486	63,655
Timing of revenue recognition	**收益確認時間**		
A point of time	某一個時間點	**1,667**	6,880
Over time	隨時間	**15,106**	36,362
		16,773	43,242

The Group has applied the practical expedient in paragraph 121 of HKFRS 15 to its contracts with customers and did not disclose information about the remaining performance obligations under the contracts that had an original expected duration of one year or less.

本集團已將香港財務報告準則第15號第121段的實務權宜之計應用於其與客戶的合約，並無披露原預期期限為一年或以下的合約項下剩餘履約責任的資料。

7. OTHER INCOME

7. 其他收入

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Interest income from:	利息收入：		
– Bank deposit	－銀行存款	**7**	8
Government grants	政府補助	**243**	–
Disbursement income from waste disposal	廢物處理的支出收入	**101**	265
Compensation income	補償收入	**59**	120
Income from sourcing and distribution of construction materials	採購及分銷建築材料收入	**22**	348
Sundry income	雜項收入	**37**	174
		469	915

Note:

During the current year, the Group recognised government grants of approximately HK$243,000 in respect of COVID-19-related subsidies, all of which relates to Employment Support Scheme provided by the Hong Kong government. Government grants in respect of the COVID-19-related subsidies were recognised at the time the Group fulfilled the relevant granting criteria.

附註：

本年度，本集團就COVID-19相關補貼確認政府補助約243,000港元，全部與香港政府所提供僱員支持計劃相關。與COVID-19相關補貼有關的政府補助乃於本集團符合有關補助標準時確認。

8. OTHER NET GAINS/(LOSSES)

8. 其他收益／(虧損)淨額

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Loss on disposal of property, plant and equipment, net	出售物業、廠房及設備之虧損	**(16)**	(25)
Gain on lease modification upon termination of lease, net	終止租賃之租賃修訂收益淨額	**93**	225
Exchange (loss)/gain, net	匯兑(虧損)／收益淨額	**(4)**	2
		73	202

9. IMPAIRMENT LOSSES OF TRADE AND LOAN RECEIVABLES, NET

9. 應收貿易賬款及應收貸款的減值虧損淨額

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Impairment losses recognised/(reversed) on:	就以下各項確認／(撥回)減值虧損：		
– trade receivables (note 21)	－應收貿易賬款(附註21)	**(1,202)**	1,202
– loan receivables (note 22)	－應收貸款(附註22)	**41,775**	30,220
		40,573	31,422

10. FINANCE COSTS

10. 財務費用

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Interest expense on lease liabilities	租賃負債利息開支	**156**	429

11. LOSS BEFORE TAX

11. 除税前虧損

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Loss before tax has been arrived at after charging/(crediting):	除税前虧損經扣除／(計入)以下各項得出：		
Depreciation on property, plant and equipment	物業、廠房及設備折舊	**425**	628
Depreciation on right-of-use assets (Note (i))	使用權資產折舊(附註(i))	**1,648**	2,874
		2,073	3,502
Staff costs (including directors' emoluments)	員工成本(包括董事酬金)		
– Salaries, allowances and benefits in kind	－薪金、津貼及實物福利	**9,829**	15,858
– Retirement benefits contributions	－退休福利計劃供款	**465**	995
		10,294	16,853
Auditor's remuneration (Note (ii))	核數師薪酬(附註(ii))		
– audit services	－審計服務	**1,490**	700
– other services	－其他服務	**–**	711
Cost of inventories	存貨成本	**1,170**	5,529
Design and development costs	設計及開發成本	**–**	522
Change in fair value of financial assets at FVTPL	計入損益的金融資產的公平值變動	**11,538**	–
(Reversal of impairment losses)/impairment losses on	以下各項的(減值虧損撥回)／減值虧損		
– trade receivables	－應收貿易賬款	**(1,202)**	1,202
– loan receivables	－應收貸款	**41,775**	30,220
Impairment losses on goodwill	商譽的減值虧損	**81,000**	–
Impairment losses on property, plant and equipment	物業、廠房及設備減值虧損	**677**	–
Impairment losses on right-of-use assets	使用權資產減值虧損	**662**	–
Exchange loss/(gain), net	匯兑虧損／(收益)淨額	**4**	(2)
Loss on disposal of property, plant and equipment, net	出售物業、廠房及設備虧損淨額	**16**	25
Provision for slow-moving and obsolete inventories	滯銷及過時存貨撥備	**128**	6

Notes:

(i) Cost of sales and services included approximately HK$675,000 for the year ended 31 December 2020 relating to depreciation on right-of-use assets.

(ii) Auditor's remuneration for the year ended 31 December 2020 included approximately HK$840,000 amounting to McM (HK) CPA Limited and approximately HK$650,000 amounting to the predecessor auditor.

附註：

(i) 截至2020年12月31日止年度，銷售及服務成本包括與使用權資產折舊有關的約675,000港元。

(ii) 截至2020年12月31日止年度的核數師酬金包括長盈(香港)會計師事務所有限公司約840,000港元及前任核數師約650,000港元。

12. REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

12. 董事及五名最高薪酬人士的酬金

(a) Remuneration of Directors

Directors' remuneration for the year disclosed pursuant to the GEM Listing Rules, section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

(a) 董事酬金

根據GEM上市規則及香港公司條例第383(1)條及公司(披露董事利益資料)規例第2部披露本年度的董事薪酬如下：

Name of Director 董事姓名		Year ended 31 December 2020 截至2020年12月31日止年度 Directors' fee 董事袍金 HK$'000 千港元	Salaries, allowances and benefits in kind 薪金、津貼及實物福利 HK$'000 千港元	Retirement benefits contributions 退休福利計劃供款 HK$'000 千港元	Total 合計 HK$'000 千港元
Executive Directors	**執行董事**				
ZHANG Qing *(Chairman)*	*張慶(主席)*	–	1,615	18	1,633
GAN Lin (Note (i))	甘霖(附註(i))	–	450	18	468
LI Nian (Note (ii))	李念(附註(ii))	–	240	11	251
YU Kwan Tseung Alvin (Note (iii))	俞君象(附註(iii))	–	27	–	27
WONG Kong (Note (iv))	黃剛(附註(iv))	–	5	–	5
Non-Executive Director	**非執行董事**				
LIU Kam Lung (Note (v))	廖金龍(附註(v))	66	–	–	66
Independent Non-Executive Directors	**獨立非執行董事**				
CHEUNG Chi Man Dennis (Note (v))	張志文(附註(v))	86	–	–	86
LEUNG Tak Chee Frankie (Note (vi))	梁德志(附註(vi))	84	–	–	84
CHIU Yu Wang	趙汝宏	156	–	–	156
GAO Jinkang	高晉康	72	–	–	72
Total	合計	464	2,337	47	2,848

Notes:

(i) Appointed on 22 January 2020

(ii) Appointed on 25 March 2020

(iii) Appointed on 11 December 2020

(iv) Appointed on 28 December 2020

(v) Resigned on 2 June 2020

(vi) Appointed on 2 June 2020

附註：

(i) 於2020年1月22日獲委任

(ii) 於2020年3月25日獲委任

(iii) 於2020年12月11日獲委任

(iv) 於2020年12月28日獲委任

(v) 於2020年6月2日獲委任

(vi) 於2020年6月2日獲委任

12. REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

(a) Remuneration of Directors (Continued)

12. 董事及五名最高薪酬人士的酬金(續)

(a) 董事酬金(續)

		Year ended 31 December 2019 截至2019年12月31日止年度			
Name of Director		Directors' fee	Salaries, allowances and benefits in kind	Retirement benefits contributions	Total
董事姓名		董事袍金	薪金、津貼及實物福利	退休福利計劃供款	合計
		HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元
Executive Directors	**執行董事**				
ZHANG Qing (Chairman)	張慶(主席)	–	2,439	18	2,457
SUNG Tak Wing Leo *(Chief Executive Officer)* (Note (i))	宋得榮*(行政總裁)*(附註(i))	–	993	8	1,001
LAU Mo (Note (ii))	劉武(附註(ii))	–	1,232	18	1,250
Non-Executive Director	**非執行董事**				
LIU Kam Lung	廖金龍	152	–	–	152
Independent Non-Executive Directors	**獨立非執行董事**				
CHEUNG Chi Man Dennis	張志文	197	–	–	197
KO Yin Wai (Note (iii))	高賢偉(附註(iii))	47	–	–	47
CHIU Yu Wang	趙汝宏	152	–	–	152
GAO Jinkang (Note (iv))	高晉康(附註(iv))	48	–	–	48
Total	合計	596	4,664	44	5,304

Notes:

(i) Resigned on 22 May 2019

(ii) Passed away on 21 December 2019

(iii) Resigned on 3 May 2019

(iv) Appointed on 3 May 2019

The emoluments shown above for executive directors were mainly for their services in connection with the management of the affairs of the Company and the Group. The fees for the non-executive director and independent non-executive directors were mainly for their services as directors of the Company.

附註：

(i) 於2019年5月22日辭任

(ii) 於2019年12月21日離世

(iii) 於2019年5月3日辭任

(iv) 於2019年5月3日獲委任

上文所示的執行董事酬金主要與彼等管理本公司及本集團的事務有關。非執行董事及獨立非執行董事袍金主要與彼等擔任本公司董事有關。

12. REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

(a) Remuneration of Directors (Continued)

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the years ended 31 December 2019 and 2020. No inducement payments to join or upon joining the Group or as compensation for loss of office were paid or payable to any director or the chief executive officer for the years ended 31 December 2019 and 2020.

During the years ended 31 December 2019 and 2020, no share options were granted to the directors, in respect of their services to the Group under the share option scheme of the Company. Details of the share option scheme and basis are set out in note 31.

(b) Five highest paid individuals' remuneration

The five highest paid individuals of the Group during the year included 2 (2019: 3) directors of the Company, details of whose remuneration are set out in note 12(a) above. No inducement payments to join or upon joining the Group or as compensation for loss of office were paid or payable to any of the five highest paid individuals' for the years ended 31 December 2019 and 2020. Details of the remuneration for the year of the remaining 3 (2019: 2) highest paid individuals are as follows:

12. 董事及五名最高薪酬人士的酬金(續)

(a) 董事酬金(續)

於截至2019年及2020年12月31日止年度，概無董事或最高行政人員放棄或同意放棄任何酬金的安排。於截至2019年及2020年12月31日止年度，概無向任何董事或最高行政人員支付或應付作為加入本集團或加入本集團的獎賞或作為離職的補償。

於截至2019年及2020年12月31日止年度，概無就董事根據本公司購股權計劃為本集團提供服務而向彼等授予購股權。購股權計劃及基準的詳情載於附註31。

(b) 五名最高薪酬人士的酬金

年內，本集團的五名最高薪酬人士當中，包括本公司2名(2019年：3名)董事，其薪酬詳情列入上文附註12(a)中。於截至2019年及2020年12月31日止年度，概無向任何五大最高薪酬人士支付或應付作為加入本集團或加入本集團的獎賞或作為離職的補償。年內餘下3名(2019年：2名)最高薪酬人士的薪酬詳情如下：

		2020 **2020年** **HK$'000** **千港元**	2019 2019年 HK$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	**1,419**	1,109
Retirement benefits contributions	退休福利計劃供款	**50**	25
		1,469	1,134

The remuneration of 3 (2019: 2) non-director highest paid individuals with the highest were all within the band HK$1,000,000.

該3名(2019年：2名)最高薪酬的非董事最高薪酬人士的薪酬在1,000,000港元範圍內。

12. REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

(b) Five highest paid individuals' remuneration (Continued)

During the years ended 31 December 2019 and 2020, no share options were granted to these non-director and non-chief executive highest paid employees, in respect of their services to the Group under the share option scheme of the Company. Details of the share option scheme are set out in note 31 to the Group's consolidated financial statements.

(c) Directors' material interests in transactions, arrangements or contracts

Except for advances from certain directors of the Company, as detailed in note 29 to the consolidated financial statements, no significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

12. 董事及五名最高薪酬人士的酬金(續)

(b) 五名最高薪酬人士的酬金(續)

於截至2019年及2020年12月31日止年度，概無就這些非董事及非最高行政人員最高薪酬僱員根據本公司購股權計劃為本集團提供服務而向彼等授予購股權。購股權計劃的詳情載於本集團綜合財務報表附註31。

(c) 董事在交易、安排或合約中的重大利益

除綜合財務報表附註29詳述的本公司若干董事墊款外，概無與本集團業務有關的重大交易、安排及合約，本公司為一方且本公司董事及董事的關聯方在年末或年內任何時間直接或間接擁有重大權益。

13. INCOME TAX EXPENSE

13. 所得稅開支

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Current tax:	即期稅項：		
– Hong Kong Profit Tax	－香港利得稅	–	–
– PRC Enterprise Income Tax ("EIT")	－中國企業所得稅(「企業所得稅」)	32	2,184
Over-provision in prior year	過往年度超額撥備	–	(20)
Income tax expenses for the year	年內所得稅開支	32	2,164

Under the two-tiered profits tax rates regime, the first HK$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

根據兩級利得稅稅率制度，合資格集團實體的首2百萬港元溢利將按8.25%的稅率徵稅，而超過2百萬港元的溢利則按16.5%的稅率徵稅。不符合兩級利得稅稅率制度資格的集團實體的溢利將繼續沿用16.5%的統一稅率徵稅。

13. INCOME TAX EXPENSE (Continued)

Accordingly, the Hong Kong profits tax of the qualifying group entity is calculated at 8.25% on the first HK$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK$2 million.

Under the Law of the PRC on Enterprise Income Tax ("EIT") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% (2019: 25%) except that 四川威斯頓資產管理有限公司("四川威斯頓") is entitled to a preferential tax rate of 15% according to the 西部大開發企業所得稅優惠政策 which is applied to 四川威斯頓 during the year until 31 December 2020.

Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

A reconciliation of the tax expense applicable to (loss)/profit before tax at the statutory rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates are as follows:

13. 所得稅開支(續)

故此，合資格集團實體的香港利得稅乃以首2百萬港元估計應課稅溢利按8.25%稅率計算及超過2百萬港元的估計應課稅溢利按16.5%稅率計算。

根據中國企業所得稅(「企業所得稅」)法及企業所得稅法實施條例，中國附屬公司之稅率為25%(2019年：25%)，四川威斯頓資產管理有限公司(「四川威斯頓」)除外。於年內，四川威斯頓可根據西部大開發企業所得稅優惠政策享有其適用的15%的優惠稅率直至2020年12月31日。

其他地區應課稅溢利的稅項按本集團經營所在司法權區的現行稅率計算。

按照適用於本公司及其大部分附屬公司註冊司法權區之除稅前(虧損)／溢利法定稅率計算之稅項開支，與按實際稅率計算之稅項開支的對賬如下：

		2020 **2020年** **HK$'000** **千港元**	2019 2019年 HK$'000 千港元
Loss before tax	除稅前虧損	**(139,542)**	(17,920)
Tax at the applicable tax rate of 16.5% (2019: 16.5%)	按適用稅率16.5%(2019年：16.5%)計算的稅項	**(23,024)**	(2,957)
Tax effect of non-deductible expenses	不可扣減開支的稅項影響	**22,526**	832
Tax effect of non-taxable income	非課稅收入的稅項影響	**(18)**	(38)
Tax effect of temporary differences not recognised	未確認暫時差額的稅項影響	**254**	67
Tax effect of tax losses not recognised	未確認稅項虧損的稅項影響	**274**	4,607
Over-provision in respect of prior years	過往年度的超額撥備	**–**	(20)
Tax effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營的附屬公司的不同稅率的稅項影響	**20**	(327)
Income tax expense for the year	年內所得稅開支	**32**	2,164

As at 31 December 2020, the Group has unused tax loss arising in Hong Kong of approximately HK$75,305,000 (2019: HK$73,644,000) available for offset against future profits that may be carried forward indefinitely. No deferred tax asset has been recognised in respect of the tax loss due to the unpredictability of future profit streams.

於2020年12月31日，本集團在香港產生的尚未動用稅項虧損約為75,305,000港元(2019年：73,644,000港元)，可用以抵銷未來溢利並可無限期結轉。因未能預測未來溢利來源，故並未就稅項虧損確認遞延稅項資產。

14. DIVIDENDS

No dividends were declared or paid during the year ended 31 December 2020 (2019: Nil).

14. 股息

於截至2020年12月31日止年度，並無宣派或派付任何股息(2019年：無)。

15. LOSS PER SHARE

The calculation of the basic loss per share attributable to owners of the Company is based on the following data:

15. 每股虧損

本公司擁有人應佔每股基本虧損乃按以下數據計算：

Loss

虧損

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Loss for the purpose of calculating basic and diluted per share (loss for the year attributable to owners of the Company)	為計算每股基本及攤薄(本公司擁有人應佔年內虧損)的虧損	**(139,047)**	(18,675)

Number of shares

股數

		2020 2020年 '000 千股	2019 2019年 '000 千股
Weighted average number of ordinary shares for purpose of basic earnings per share	每股基本盈利的普通股加權平均數	**1,603,249**	1,397,782

For the years ended 31 December 2019 and 2020, dilutive loss per share has not been calculated as there is no potential dilutive shares outstanding.

截至2019年及2020年12月31日止年度，由於並無發行在外的潛在攤薄股份，故並無計算每股攤薄虧損。

16. PROPERTY, PLANT AND EQUIPMENT 16. 物業、廠房及設備

		Computer equipment 電腦設備 HK$'000 千港元	Instruments 工具 HK$'000 千港元	Office equipment 辦公室設備 HK$'000 千港元	Motor vehicles 汽車 HK$'000 千港元	Furniture and fixtures 傢俱及裝置 HK$'000 千港元	Leasehold improvement 租賃物業裝修 HK$'000 千港元	Total 合計 HK$'000 千港元
Cost	**成本**							
At 1 January 2019	於2019年1月1日	577	15,009	210	114	221	1,109	17,240
Additions	添置	–	559	5	–	6	284	854
Disposals	出售	(294)	(7,184)	(20)	–	(86)	(150)	(7,734)
Exchange realignment	匯兑調整	(2)	–	(1)	(2)	–	(1)	(6)
At 31 December 2019 and 1 January 2020	於2019年12月31日及2020年1月1日	281	8,384	194	112	141	1,242	10,354
Additions	添置	14	–	–	–	–	–	14
Disposals	出售	(98)	–	(101)	–	(64)	(151)	(414)
Exchange realignment	匯兑調整	4	–	4	7	1	2	18
At 31 December 2020	於2020年12月31日	201	8,384	97	119	78	1,093	9,972
Accumulated depreciation and impairment	**累計折舊及減值**							
At 1 January 2019	於2019年1月1日	495	11,872	154	51	146	1,078	13,796
Charge for the year	年內支出	37	461	35	27	27	41	628
Written back on disposals	於出售時撥回	(284)	(4,689)	(13)	–	(69)	(150)	(5,205)
Exchange realignment	匯兑調整	(1)	–	(1)	(1)	–	(1)	(4)
At 31 December 2019 and 1 January 2020	於2019年12月31日及2020年1月1日	247	7,644	175	77	104	968	9,215
Charge for the year	年內支出	23	263	8	27	7	97	425
Written back on disposals	於出售時撥回	(96)	–	(101)	–	(50)	(151)	(398)
Impairment	減值	9	477	2	–	16	173	677
Exchange realignment	匯兑調整	1	–	5	7	1	1	15
At 31 December 2020	於2020年12月31日	184	8,384	89	111	78	1,088	9,934
Net carrying amount	**賬面淨值**							
At 31 December 2020	於2020年12月31日	17	–	8	8	–	5	38
At 31 December 2019	於2019年12月31日	34	740	19	35	37	274	1,139

16. PROPERTY, PLANT AND EQUIPMENT (Continued)

16. 物業、廠房及設備(續)

Impairment testing of property, plant and equipment

For the purpose of impairment testing of property, plant and equipment that has been allocated to three cash-generating units ("CGU"), being the IC segment, money lending segment, and the property management segment. The carrying amounts of property, plant and equipment as at 31 December 2020 and 2019 allocated to these units are as follows:

物業、廠房及設備減值測試

為進行減值測試，財產、廠房及設備已被分配至三個現金產生單位(「現金產生單位」)，即集成電路分部、放債分部及物業管理分部。於2020年及2019年12月31日，分配至此等單位的物業、廠房及設備的賬面值如下：

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
IC segment	集成電路分部	–	740
Money lending segment	放債分部	–	334
Property Management segment	物業管理分部	28	51
Unallocated	未分配	10	14
		38	1,139

IC Segment CGU

The directors of the Company have performed impairment assessments on the property, plant and equipment. The recoverable amount of the IC segment CGU has been determined based on a value-in-use calculation using cash flow projections from financial budgets covering a five-year period approved by directors of the Company. The pre-tax discount rate applied to the cash flow projection is 23.9% and cash-flow beyond the five-year period are extrapolated using a growth rate of 2.4%.

Assumptions were used in the value-in-use calculation of the IC CGU as at 31 December 2020. The key assumptions as adopted by the directors in the impairment assessment are summarised as below:

Budgeted turnover – Budgeted turnover is based on the expected growth rate of the market in which the CGU operates and the expected market share of the CGU.

集成電路分部現金產生單位

本公司董事已對物業、廠房及設備進行減值評估。集成電路分部現金產生單位的可收回金額乃根據使用價值計算釐定，該計算使用本公司董事批准的涵蓋五年期間的財務預算的現金流量預測。適用於現金流量預測的税前貼現率為23.9%，而五年期間後的現金流量則以2.4%的增長率進行推斷。

於2020年12月31日，計算集成電路現金產生單位之使用價值時已作出假設。董事於減值評估採納的主要假設概述如下：

預算營業額－預算營業額根據現金產生單位所在經營市場的預期增長率及現金產生單位的預期市場佔有率而定。

16. PROPERTY, PLANT AND EQUIPMENT (Continued)

Impairment testing of property, plant and equipment (Continued)

IC Segment CGU (Continued)

Budgeted gross margin – The basis used to determine the value assigned to the budgeted gross margin is the average gross margin achieved in the year immediately before the budget year, increased for expected efficiency improvements and expected market development.

Pre-tax discount rate – The discount rate used is before tax and reflects specific risks relating to the location and industry in which the CGU operates.

Residual value – The residual value of the IC CGU was determined on the basis that the unit will be disposed of at the end of the economic useful life.

The values assigned to key assumptions are consistent with external information sources.

Based on the value-in-use calculation of the IC CGU, the recoverable amount is minimal. Accordingly, an impairment loss of approximately HK$478,000 on property plant and equipment has been provided in relation to the IC CGU.

16. 物業、廠房及設備(續)

物業、廠房及設備減值測試(續)

集成電路分部現金產生單位(續)

預算毛利率－預算毛利率乃根據緊接預算年度前的年內平均毛利率計算，並根據預期效率提高及預期市場發展而增加。

稅前貼現率－所用貼現率屬稅前並可反映有關於現金產生單位經營所在地點及行業的特定風險。

剩餘價值－集成電路現金產生單位的剩餘價值乃根據單位將於經濟使用年期結束時出售而釐定。

分配至主要假設之價值與外部資料來源一致。

根據集成電路現金產生單位的使用價值計算，可收回金額甚微。因此，已就集成電路現金產生單位的物業、廠房及設備減值虧損作約478,000港元撥備。

16. PROPERTY, PLANT AND EQUIPMENT (Continued)

Impairment testing of property, plant and equipment (Continued)

Money lending CGU

The directors of the Company have performed impairment assessments on the property, plant and equipment. The recoverable amount of the money lending segment CGU has been determined based on a value-in-use calculation using cash flow projections from financial budgets covering a five-year period approved by directors of the Company. The discount rate applied to the cash flow projection is 15.1% and cash-flow beyond the five-year period are extrapolated using a growth rate of 2.4%.

Assumptions were used in the value-in-use calculation of the money lending CGU as at 31 December 2020. The key assumptions as adopted by the directors in the impairment assessment are summarised as below:

Budgeted turnover – Budgeted turnover is based on the expected growth rate of the market in which the CGU operates and the expected market share of the CGU.

Pre-tax discount rate – The discount rate used is before tax and reflects specific risks relating to the location and industry in which the CGU operates.

Residual value – The residual value of the money lending CGU was determined on the basis that the unit will be disposed of at the end of the economic useful life.

The values assigned to key assumptions are consistent with external information sources.

Based on the value-in-use calculation of the money lending CGU, the recoverable amount is minimal. Accordingly, an impairment loss of approximately HK$199,000 on property plant and equipment has been provided in relation to the money lending CGU.

Property Management CGU

Details of the impairment assessment of the property management CGU is further detailed in note 18 to the consolidated financial statements. The directors are of the opinion that, no impairment loss on the property, plant and equipment related to the property management CGU following impairment loss of approximately HK$81,000,000 being provided on goodwill of property management CGU.

16. 物業、廠房及設備(續)

物業、廠房及設備減值測試(續)

放債現金產生單位

本公司董事已對物業、廠房及設備進行減值評估。放債分部現金產生單位的可收回金額乃根據使用價值計算釐定，該計算使用本公司董事批准的涵蓋五年期間的財務預算的現金流量預測。適用於現金流量預測的貼現率為15.1%，而五年期間後的現金流量則以2.4%的增長率進行推斷。

於2020年12月31日，計算放債現金產生單位之使用價值時已作出假設。董事於減值評估採納的主要假設概述如下：

預算營業額－預算營業額根據現金產生單位所在經營市場的預期增長率及現金產生單位的預期市場佔有率而定。

稅前貼現率－所用貼現率屬稅前並可反映有關於現金產生單位經營所在地點及行業的特定風險。

剩餘價值－放債現金產生單位的剩餘價值乃根據單位將於經濟使用年期結束時出售而釐定。

分配至主要假設之價值與外部資料來源一致。

根據放債現金產生單位的使用價值計算，可收回金額甚微。因此，已就放債現金產生單位的物業、廠房及設備減值虧損作約199,000港元撥備。

物業管理現金產生單位

物業管理現金產生單位減值評估詳情載於綜合財務報表附註18。董事認為，繼物業管理現金產生單位的商譽計提減值虧損約81,000,000港元後，與物業管理現金產生單位相關的物業、廠房及設備並無減值虧損。

17. RIGHT-OF-USE ASSETS

17. 使用權資產

		Leased properties 租賃物業 HK$'000 千港元
Cost	**成本**	
At 1 January 2019, 31 December 2019, and at 1 January 2020	於2019年1月1日、2019年12月31日及2020年1月1日	6,757
Additions	添置	200
Modification upon termination of lease	修改終止租賃後	(4,461)
Exchange realignment	匯兑調整	81
At 31 December 2020	於2020年12月31日	2,577
Accumulated depreciation and impairment	**累計折舊及減值**	
At 1 January 2019, 31 December 2019 and 1 January 2020	於2019年1月1日、2019年12月31日及2020年1月1日	2,166
Charge for the year	年內費用	1,648
Written back upon termination of lease	終止租賃後調整撥回	(2,100)
Impairment	減值	662
Exchange realignment	匯兑調整	50
At 31 December 2020	於2020年12月31日	2,426
Net carrying amount	**賬面淨值**	
At 31 December 2020	於2020年12月31日	151
At 31 December 2019	於2019年12月31日	4,591

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

於損益中確認的租賃相關費用項目分析如下：

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Depreciation charge of right-of-use assets by class of underlying assets:	按類別劃分的相關資產使用權資產之折舊費用		
Other properties leased for own use	出租自用的其他物業：	**1,648**	2,874
Interest on lease liabilities (note 10)	租賃負債利息(附註10)	**156**	429
Expenses relating to short-term leases with remaining lease term ending on or before 31 December 2020	餘下租期於2020年12月31日或之前結束的短期租賃之開支	**32**	298
Impairment losses on right-of-use assets	使用權資產減值虧損	**662**	–

Details of total cash outflow for leases are set out in note 34 to the consolidated financial statement.

租賃的現金流量總額詳情載於綜合財務報表附註34。

17. RIGHT-OF-USE ASSETS (Continued)

Impairment testing of right-of-use assets

For the purpose of impairment testing of right-of-use assets that has been allocated to two CGUs, being the money lending segment and the property management segment. The carrying amounts of right-of-use assets as at 31 December 2020 and 2019 allocated to these units are as follows:

17. 使用權資產(續)

使用權資產減值測試

為進行減值測試，財產、廠房及設備已被分配至兩個現金產生單位，即放債分部及物業管理分部。於2020年及2019年12月31日，分配至此等單位的使用權資產的賬面值如下：

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Money lending segment	放債分部	–	1,230
Property management segment	物業管理分部	10	3,327
Unallocated	未分配	141	34
		151	4,591

Details of the impairment assessment of the money lending CGU and property management CGU are detailed in notes 16 and 18, respectively to these consolidated financial statements respectively.

放債現金產生單位及物業管理現金產生單位的減值評估詳情分別載於該等綜合財務報表附註16及18。

Lease liabilities of approximately HK$866,000 (2019: HK$4,720,000) are recognised with right-of-use assets of approximately HK$151,000 (2019: HK$4,591,000) as at 31 December 2020. These lease arrangements do not impose any covenants other than the security interests in leased assets that are held by the lessor. Leased assets may not used as security for borrowing purpose.

於2020年12月31日，確認租賃負債約866,000港元(2019年：4,720,000港元)，使用權資產約151,000港元(2019年：4,591,000港元)被確認。除出租人持有的租賃資產的擔保權益外，該等租賃安排不施加任何契約。租賃資產不得作為借款擔保。

For both years, the Group leases office for its operations. Lease contracts are entered into for a fixed terms of two to five years. Lease are negotiated on an individual basis and contain a wide range of different terms and conditions for determining the lease terms and assessing the length of non-cancellable period, the Group applies the definition of a contract.

於兩個年度，本集團為其營運租借辦公室。租賃合約的固定期限為二至五年。租賃按個別基礎上協商且包含多種不同條款及條件，以釐定租賃條款及評估不可撤銷期間的長度，本集團採用合約的定義。

18. GOODWILL

18. 商譽

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Cost	**成本**		
At 1 January	於1月1日	**137,448**	137,448
Accumulated impairment	累計減值	**(81,000)**	–
At 31 December	於12月31日	**56,448**	29,112
Accumulated impairment losses	**累計減值虧損**		
At 1 January	於1月1日	**–**	–
Impairment loss recognised in the current year	年內確認的減值虧損	**81,000**	–
At 31 December	於12月31日	**81,000**	–
Carrying amount	**賬面值**		
At 31 December	於12月31日	**56,448**	137,448

Impairment testing of goodwill

Goodwill in relation to the acquisition through business combination in the PRC CGU incurred in 2017 which is allocated to property management business in the PRC and is subject to annual impairment test. This balance comprised of the goodwill arose on the Group's acquisition of a direct wholly-owned subsidiary, Quick Wit Ventures Limited and its subsidiaries. ("Quick Wit") on 6 January 2017 of approximately HK$140,000,000 and the goodwill as taken up upon the acquisition of Quick Wit on 20 January 2017 (an acquisition which has been accounted for as a business combination by acquisition).

Property management business in the PRC CGU

The directors of the Company have performed impairment assessments on the aforesaid goodwill. The recoverable amount of the property management CGU has been determined based on a value-in-use calculation using cash flow projections from financial budgets covering a five-year period approved by directors of the Company. The pre-tax discount rate applied to the cash flow projections is 23.4% (2019: 24.2%) and cash flow beyond the five-year period are extrapolated using a growth rate of 2.6% (2019: 3.0%).

商譽減值測試

與通過於2017年在中國現金產生單位內進行業務合併的收購有關的商譽已分配至中國物業管理業務，並須進行年度減值測試。該項結餘包括本集團於2017年1月6日收購直接全資附屬公司Quick Wit Ventures Limited及其附屬公司(「Quick Wit」)約140,000,000港元產生的商譽及於2017年1月20日收購Quick Wit(該收購已作為通過收購進行的業務合併予以入賬)後承接的商譽。

中國之物業管理業務現金產生單位

本公司董事已就上述商譽進行減值評估。物業管理現金產生單位之可收回金額乃根據使用價值計算方法釐定。該計算方法基於由本公司董事批准且涵蓋五年期間之財務預算所制定之現金流量預測。現金流量預測採用之稅前貼現率為23.4%(2019年：24.2%)，而五年期間後之現金流量則採用2.6%(2019年：3.0%)之增長率作出推斷。

18. GOODWILL (Continued)

Impairment testing of goodwill (Continued)

Property management business in the PRC CGU (Continued)

Assumptions were used in the value-in-use calculation of the property management CGU as at 31 December 2020. The key assumptions as adopted by the directors in the impairment assessment are summarised as below:

Budgeted turnover – Budgeted turnover is based on the expected growth rate of the market in which the CGU operates and the expected market share of the CGU.

Budgeted gross margin – The basis used to determine the value assigned to the budgeted gross margin is the average gross margin achieved in the year immediately before the budget year, increased for expected efficiency improvements and expected market development.

Pre-tax discount rate – The discount rate used is before tax and reflects specific risks relating to the CGU in PRC.

The values assigned to key assumptions are consistent with external information sources.

The Group performed its annual impairment test in December 2020.

Please refer to Impairment losses on goodwill under Financial Review of the Management Discussion and Analysis for a detailed explanation on the impairment made on goodwill.

Based on the annual impairment test performed by the Company, the recoverable amount is less than the carrying amount. Accordingly, an impairment loss of approximately HK$81,000,000 (2019: Nil) has been provided in relation to the property management CGU for the year ended 31 December 2020.

18. 商譽(續)

商譽減值測試(續)

中國之物業管理業務現金產生單位(續)

於2020年12月31日，計算物業管理現金產生單位之使用價值時已作出假設。董事於減值評估採納的主要假設概述如下：

預算營業額－預算營業額根據現金產生單位所在經營市場的預期增長率及現金產生單位的預期市場佔有率而定。

預算毛利率－預算毛利率乃根據緊接預算年度前的年內平均毛利率計算，並根據預期效率提高及預期市場發展而增加。

稅前貼現率－所用貼現率屬稅前並可反映有關於中國現金產生單位的特定風險。

分配至主要假設之價值與外部資料來源一致。

本集團於2020年12月進行其年度減值測試。

商譽減值虧損的詳細說明請參見管理層討論與分析財務回顧中的商譽減值虧損。

根據本公司所進行之年度減值測試，其可收回金額大於賬面價值。因此，截至2020年12月31日止年度，本公司已就物業管理之現金產生單位計提減值虧損約81,000,000港元(2019年：無)。

19. FINANCIAL ASSETS AT FVTPL

19. 按公平值計入損益的金融資產

		As at 31 December 於12月31日	
		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Unlisted equity securities classified as:	**非上市股本證券分類為：**		
Financial assets at FVTPL (note a)	按公平值計入損益的金融資產（附註a）	**6,075**	–
		6,075	–
Analysed for reporting purposes as:	就申報而言分析為：		
Current assets at FVTPL	按公平值計入損益之流動資產	**6,075**	–
		6,075	–

Note:

(a) On 25 March 2020 (after trading hours of the Stock Exchange, a direct wholly-owned subsidiary of the Group entered into a sale and purchase agreement to acquire 45% equity interest of a Hong Kong incorporated company (the "Target Company") which held six service apartment units with an aggregate gross floor area of 12,000 square feet of a development project known as MM Residency in Malaysia. The acquisition was completed on 7 April 2020 (the "Settlement Date").

The consideration for the acquisition was satisfied by the issuance of 279,556,480 of the Company's shares, which had a market value of approximately HK$17,613,000 as at the Settlement Date. The Company accounts for the acquisition of the FVTPL using settlement date accounting in which the Company waits until the date when the security has been delivered before recording the transaction. Accordingly, the Company recorded the acquisition of the FVTPL on the Settlement Date of approximately HK$17,613,000.

The valuation of the fair value of the unlisted equity securities as at acquisition date was performed by an independent third party, CresVAL Corporate Advisory Group Limited, which adopted a direct comparison method approach.

As at 31 December 2020, the fair value of the financial asset at FVTPL decreased by approximately HK$11,538,000, which was mainly due to a delay in the expected completion for the development of the six service apartments.

The valuation of the fair value of the unlisted equity securities as at 31 December 2020 was performed by an independent third party, Ravia Global Appraisal Advisory Limited, which adopted a direct comparison method approach.

附註：

(a) 於2020年3月25日(聯交所交易時間後)，本集團直接全資附屬公司訂立買賣協議，以收購一間於香港註冊成立的公司(「目標公司」)的45%股權，目標公司持有名為MM Residency的發展項目中的六個服務式公寓單位，總建築面積為12,000平方英尺。收購於2020年4月7日(「結算日」)完成。

收購代價以發行279,556,480股本公司股份，該股份於結算日市值約為17,613,000港元。本公司採用結算日會計法對按公平值計入損益的收購進行會計處理，本公司等到證券交付之日再記錄交易。因此，本公司於結算日期錄得約17,613,000港元之按公平值計入損益之收購。

非上市股本證券於收購日期的公平值由獨立第三方凱評企業咨詢集團有限公司進行估值，該第三方採用直接比較法。

於2020年12月31日，按公平值計入損益的金融資產的公平值下降約11,538,000港元，主要是由於六間服務式公寓開發的預計完工時間有所延遲。

非上市權益性證券於2020年12月31日的公平值由獨立第三方瑞豐環球評估諮詢有限公司估值，採用直接比較法。

19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Note: (Continued)

(a) (Continued)

For details on the valuation of the FVTPL as at 31 December 2020, please refer to note 36 (b) to the consolidated financial statements.

The Group accounts for the unlisted equity securities as financial assets at FVTPL as it does not satisfy the criteria for amortised cost and financial asset at fair value through other comprehensive income. Additionally, the Group does not hold any spot in the board of directors in the Target Company nor participates in any policy making processes, have not had any interchange of managerial personnel with the investee and does not provide any essential technical information to the Target Company. Accordingly, the Group does not exert significant influence, as defined under HKAS 28 Investments in Associates, over the Target Company and thus, the investee is not considered an associate of the Group.

The unlisted equity securities were issued by private entities incorporated in Hong Kong of approximately HK$6,075,000 (2019: HK$Nil).

19. 按公平值計入損益的金融資產(續)

附註：(續)

(a) (續)

有關於2020年12月31日按公平值計入損益估值的詳情，請參閱綜合財務報表附註36(b)。

本集團將非上市股本證券計入為按公平值計入損益的金融資產，乃由於其不符合攤銷成本及按公平值計入其他全面收入的金融資產的條件。此外，本集團並無持有任何於目標公司的董事會職位，並無參與任何政策決定過程，與目標公司並無任何管理人員往來，亦未向目標公司提供任何必要的技術信息。因此，本集團並未對投資公司施加重大影響(定義見香港會計準則第28號聯營公司投資)，因此，投資公司不被視為本集團的聯營公司。

由於香港註冊成立的私人實體發行的非上市股本證券約為6,075,000港元(2019年：無)。

20. INVENTORIES

20. 存貨

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Raw materials	原材料	**505**	492
Work in progress	在製品	**215**	243
Finished goods	成品	**642**	842
		1,362	1,577
Less: Provision for slow-moving and obsolete inventories	減：滯銷及過時存貨撥備	**(698)**	(761)
		664	816

During the year ended 31 December 2020, the Group made a provision of approximately HK$128,000 for slow-moving and obsolete inventories (2019: provision of approximately HK$6,000).

The above amounts were included in "cost of inventories" for the respective years.

At the end of reporting period, the carrying amount of the Group's inventories were stated at cost.

截至2020年12月31日止年度，本集團作出滯銷及過時存貨撥備約為128,000港元(2019年：撥備約6,000港元)。

上述金額計入各年度的「存貨成本」。

報告期末，本集團存貨的賬面價值按成本列示。

21. TRADE RECEIVABLES

21. 應收貿易賬款

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Trade receivables	應收貿易賬款	**326**	7,455
Less: allowance for credit losses (note 36(b))	減：信貸虧損撥備（附註36(b)）	**–**	(1,202)
		326	6,253

The Group has implemented policies that require appropriate credit checks on potential customers before granting credit. The Group has adopted a policy of only dealing with creditworthy counterparties. The Group's exposure and credit ratings of its counterparties are monitored by management. The maximum credit risk of such financial assets is represented by the carrying value of asset.

本集團已制定政策，要求授出信貸前對潛在客戶進行適當信貸審查。本集團的政策為僅與信譽良好的對手方進行交易，而管理層亦會注意本集團所面對的風險及其對手方的信貸評級。相關金融資產的最高信貸風險為資產的賬面值。

Before accepting any new customer, the Group uses an internal credit assessment process to assess the potential customer's credit quality and defines credit limits of the customer. Credit limits attributed to customers are reviewed by the management regularly. In determining recoverability of a trade receivable, the Group considers any change in credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period.

於接納任何新客戶之前，本集團運用內部信貸評估程序以評估潛在客戶的信貸質素及界定客戶的信貸限額。給予客戶的信貸限額由管理層定期檢討。釐定應收貿易賬款的可收回程度時，本集團考慮自初次授出信貸當日至報告期末應收貿易賬款信貸質素的任何轉變。

The following is an ageing analysis of trade receivables at the end of each reporting period, presented based on the invoice date and net of allowance for credit losses:

以下是於各報告期末按發票日期及扣除信貸虧損撥備呈列的應收貿易賬款的賬齡分析：

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
0–30 days	0–30日	**286**	4,767
31–60 days	31–60日	**28**	255
61–90 days	61–90日	**12**	411
More than 90 days	超過90日	**–**	820
		326	6,253

The Group seeks to maintain strict control over its outstanding trade receivables. Past due balances are reviewed by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing and expected to be recovered within one year. The amount relating to trade receivables past due, but not impaired is negligible.

本集團對未收回之應收貿易賬款實施嚴格控制。高級管理層會審閱逾期結餘。本集團並無就其應收貿易賬款結餘持有任何抵押品或其他信貸提升措施。應收貿易賬款為不計息，並預期可於一年內收回。與逾期但未減值的貿易應收款項有關的金額可忽略不計。

The Group normally allows a credit period within 30 days to its trade customers. Further details on the credit policy and credit risk of trade receivables are set out in note 36(b).

本集團通常給予其貿易客戶30天內的信貸期。關於應收貿易賬款的信貸政策及信貸風險的進一步詳情載於附註36(b)。

22. LOAN RECEIVABLES

22. 應收貸款

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Loan to customers	貸款予多名客戶	**190,585**	151,600
Accrued interest receivables	應收應計利息	**7,573**	1,496
Less: allowance for credit losses (note 36(b))	減：信貸虧損撥備(附註36(b))	**(71,995)**	(30,220)
		126,163	122,876
Analysed as:	分析為：		
Non-current assets	非流動資產	**–**	9,000
Current assets	流動資產	**126,163**	113,876
		126,163	122,876

The Group has implemented policies that require appropriate credit check on potential customers before granting loans so as to minimise credit risk. The granting of loans is subject to approval by the credit committee and repayable according to repayment schedules, whilst overdue balances are reviewed regularly for recoverability. At 31 December 2020, loans receivables are charging on effective interest rates mutually agreed with the contracting parties, ranging from approximately 4% to 20% (2019: 12% to 18%) per annum.

本集團已實施政策，於授出貸款前須對潛在客戶進行適當信貸審查，以將信貸風險減至最低。授出貸款須獲信貸委員會批准，並應按照還款時間表償還，且將定期檢討收回逾期結餘的可能性。於2020年12月31日，應收貸款按與訂約方共同協定的實際利率收取，該年利率介乎約4%至20%(2019年：12%至18%)。

At 31 December 2020, loan receivables, before allowance for credit losses, of approximately HK$111,697,000 (2019: HK$70,403,000) were secured by shares of companies and a property in Hong Kong.

於2020年12月31日，應收貸款(於信貸虧損撥備前)約111,697,000港元(2019年：70,403,000港元)由各公司股份及香港物業作抵押。

The following is an ageing analysis of loan receivables at the end of each reporting period, presented based on the remaining period to contractual maturity date, net of allowance for credit losses:

以下為各報告期末按餘下期數至合約到期日呈列之應收貸款(扣除信貸虧損撥備)賬齡分析：

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Within 1 year	1年內	**126,163**	113,876
Over 1 year and up to 5 years	超過1年至5年	**–**	9,000
		126,163	122,876

Further details on the credit policy and credit risk of loan receivables are set out in note 36(b) to the consolidated financial statements.

關於應收貸款的信貸政策及信貸風險的進一步詳情載於綜合財務報表附註36(b)。

22. LOAN RECEIVABLES (Continued)

22. 應收貸款(續)

As at 31 December 2020 and 2019, an analysis of the gross amounts of loans receivables and accrued interest receivables are as follows:

於2020年及2019年12月31日，有關應收貸款及應收應計利息總額的分析如下：

		12-month ECL – not credit impaired 12個月預期信貸虧損－無信貸減值	Lifetime ECL – not credit impaired 生命週期預期信貸虧損－無信貸減值	Lifetime ECL – credit impaired 生命週期預期信貸虧損－信貸減值	Total 總計
		HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元
Group A	組別A	41,631	–	–	41,631
Group B and C	組別B及C	–	95,833	–	95,833
Group D	組別D	–	–	60,694	60,694
Gross amount as at 31 December 2020	於2020年12月31日的總額	41,631	95,833	60,694	198,158

		12-month ECL – not credit impaired 12個月預期信貸虧損－無信貸減值	Lifetime ECL – credit impaired 生命週期預期信貸虧損－信貸減值	Total 總計
		HK$'000 千港元	HK$'000 千港元	HK$'000 千港元
Group A	組別A	122,876	–	122,876
Group D	組別D	–	30,220	30,220
Gross amount as at 31 December 2019	於2019年12月31日的總額	122,876	30,220	153,096

22. LOAN RECEIVABLES (Continued)

22. 應收貸款(續)

Movement in the allowance for loan receivables

應收貸款撥備之變動

		12-month ECL – not credit impaired 12個月預期信貸虧損－無信貸減值	Lifetime ECL – not credit impaired 生命週期預期信貸虧損－無信貸減值	Lifetime ECL – credit impaired 生命週期信貸虧損－信貸減值	Total 總計
		HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元
At 1 January 2019	於2019年1月1日	–	–	–	–
Increase during the year, net	年內增加淨額	–	–	30,220	30,220
At 31 December 2019	於2019年12月31日	–	–	30,220	30,220

		12-month ECL – not credit impaired 12個月預期信貸虧損－無信貸減值	Lifetime ECL – not credit impaired 生命週期預期信貸虧損－無信貸減值	Lifetime ECL – credit impaired 生命週期信貸虧損－信貸減值	Total 總計
		HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元
At 1 January 2020	於2020年1月1日	–	–	30,220	30,220
Increase during the year, net	年內增加淨額	101	11,200	30,474	41,775
At 31 December 2020	於2020年12月31日	101	11,200	60,694	71,995

23. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

23. 其他應收款項、按金及預付款項

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Deposit for purchase of raw materials	採購原材料之按金	–	152
Rental and utilities deposits	租金及水電按金	245	420
Prepaid utilities and insurance	已預付水電及保險	60	350
Advanced payment to a subcontractor and an employee	預付分包商及員工款項	1,033	1,068
Others	其他	299	220
		1,637	2,210

The amounts are non-interest bearing. None of the above assets is either past due or impaired. The financial assets included in the above balances related to receivables for which there are no recent history of default.

該款項不計息。上述金融資產概無逾期或減值。計入上述結餘的財務資產與近期歷史並無拖欠記錄的應收款項有關。

Further details on the credit policy and credit risk of other receivables, deposits and prepayments are set out in note 36(b) to the consolidated financial statements.

關於其他應收款項、按金及預付款項的信貸政策及信貸風險的進一步詳情載於綜合財務報表附註36(b)。

24. BANK BALANCES AND CASH

24. 銀行結餘及現金

		20200 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Cash at banks and in hand	銀行及庫存現金	4,960	42,091

At the end of the reporting period, the bank balances and cash of the Group denominated in RMB amounted to approximately HK$4,343,000 (2019: HK$38,197,000). The RMB is not freely convertible into other currencies. However, under the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulation, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

於報告期末，本集團以人民幣計值的銀行結餘及現金約為4,343,000港元(2019年：38,197,000港元)。人民幣不可自由兑換為其他貨幣。然而，根據中國外匯管理條例及結匯、售匯及付匯管理規定，本集團可通過獲授權經營外匯業務的銀行將人民幣兑換成其他貨幣。

Cash at banks earns interest at floating rates based on daily bank deposit rate. The bank balances are deposited with creditworthy banks with no recent history of default.

存放於銀行的現金按基於每日銀行存款利率的浮動利率計息。銀行結餘存放於近期並無違約歷史且信譽良好的銀行。

25. TRADE PAYABLES

25. 應付貿易賬款

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Trade payables	應付貿易賬款	**129**	392

All of the trade payable are non-interest bearing and are repayable on demand.

所有應付貿易賬款不計息，並須應要求償還。

An ageing analysis of the Group's trade payables, presented based on the invoice date at the end of each reporting period, is as follows:

本集團於各報告期末按發票日期呈列的應付貿易賬款的賬齡分析如下：

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
0–30 days	0–30日	**124**	388
31–60 days	31–60日	**–**	–
61–90 days	61–90日	**–**	1
More than 90 days	超過90日	**5**	3
		129	392

The trade payables are non-interest bearing and are normally settled within 90 days.

應付貿易賬款不計息及一般須於90日內清償。

26. OTHER PAYABLES AND ACCRUALS

26. 其他應付及應計款項

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Accrued expenses	應計費用	**5,599**	2,955
Other payables	其他應付款項	**2,305**	2,118
		7,904	5,073

All of the other payables and accruals are non-interest bearing and are repayable on demand. Included in other payables of approximately HK$514,000 (2019: HK$Nil) was due to a key management personnel of a subsidiary of the Group.

所有其他應付及應計款項不計息，並須應要求償還。其他應付款項包括約514,000港元(2019年：無)，應付本集團一間附屬公司的主要管理人員。

27. CONTRACT LIABILITIES

27. 合約負債

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Short-term advances received from customers	收取來自客戶之短期預付款項		
Property management services	物業管理服務	**590**	1,360
Sales of ICs and provision of ASIC services	銷售集成電路及提供ASIC服務	**4**	331
		594	1,691

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

影響已確認合約負債金額的一般付款條款如下：

Property management service

When the Group receives the prepaid property management service fees from customers in advance, it will give rise to contract liabilities, until the revenue recognised on the relevant contract upon provision of property management services over time, which are expected to be completed within one year. The Group typically receives 3–6 months (2019: 3–6 months) prepayment for the property management services.

物業管理服務

當本集團提前收到來自客戶的預付物業管理服務費，則承擔合約負債，直至隨時間提供物業管理服務後於相關合約確認收益為止，其預期於一年內完成。就物業管理服務而言，本集團通常收取3–6個月(2019年：3–6個月)的預付款項。

Sales of ICs and provision of ASIC services

When the Group receives deposits from the customers in advance, this will give rise to contract liabilities, until the revenue recognised (i) based on the services performed to date as a percentage of the total services to be performed under the relevant contract; or (ii) when the customer has accepted the goods and the related risks and rewards.

銷售集成電路及提供ASIC服務

當本集團提前收到來自客戶的按金，則承擔合約負債，直至(i)根據相關合約截至該日止已提供的服務佔將予提供的全部服務的百分比；或(ii)當客戶接收貨物及相關風險及回報時確認收益為止。

Movement in contract liabilities:

合約負債變動：

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Balance at 1 January	於1月1日之結餘	**1,691**	2,732
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	於年內確認收益(於年初計入合約負債)導致合約負債減少	**(1,691)**	(2,635)
Increase in contract liabilities as a result of property management activities in the year	年內物業管理活動導致合約負債增加	**590**	1,360
Increase in contract liabilities as a result of receiving sales and services deposits in the year	年內收取銷售及服務按金導致合約負債增加	**4**	234
Balance at 31 December	於12月31日之結餘	**594**	1,691

All of the contract liabilities are expected to be recognised as income within one year.

所有合約負債預期於一年內確認為收益。

28. LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Company's lease liabilities at the end of the current and previous reporting periods and at the date of transition to HKFRS 16:

28. 租賃負債

下表乃本公司的租賃負債於即期及先前報告期末以及過渡至香港財務報告準則第16號之日的餘下合約到期日：

		31 December 2020 2020年12月31日		31 December 2019 2019年12月31日	
		Present value of the minimum lease payments 最低租賃總付款之現值 HK$'000 千港元	Total minimum lease payments 最低租賃總付款 HK$'000 千港元	Present value of the minimum lease payments 最低租賃總付款之現值 HK$'000 千港元	Total minimum lease payments 最低租賃總付款 HK$'000 千港元
Within 1 year	1年內	774	800	1,894	2,080
After 1 year but within 4 years	1年後但於4年內	92	93	2,826	2,953
		866	893	4,720	5,033
Less: total future interest expenses	減：未來利息開支總額		(27)		(313)
Present value of lease liabilities	租賃負債之現值		866		4,720

29. AMOUNTS DUE TO DIRECTORS

The amounts were unsecured, interest-free and repayable on demand.

29. 應付董事之款項

該款項為無抵押、免息並須應要求償還。

30. SHARE CAPITAL AND RESERVES

30. 股本及儲備

(a) Share capital

(a) 股本

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Authorised: 10,000,000,000 ordinary shares of HK$0.1 each (2019: 10,000,000,000 ordinary shares of HK$0.1 each)	法定： 10,000,000,000股每股0.1港元的普通股(2019年：10,000,000,000股每股0.1港元的普通股)	**1,000,000**	1,000,000

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Issued and fully paid: 1,677,339,000 ordinary shares of HK$0.1 each (2019: 1,397,782,000 ordinary shares of HK$0.1 each)	已發行及繳足： 1,677,339,000股每股0.1港元的普通股(2019年：1,397,782,000股每股0.1港元的普通股)	**167,734**	139,778

The movements in authorised and issued share capital of the Company during the year were as follows:

年內本公司法定及已發行股本變動如下：

		Authorised shares 法定股份		Issued shares 已發行股份	
		No. of shares 股份數目	Total 總計 HK$'000 千港元	No. of shares 股份數目	Total 總計 HK$'000 千港元
As at 1 January 2019, 31 December 2019 and 1 January 2020	於2019年1月1日、2019年12月31日及2020年1月1日	10,000,000,000	1,000,000	1,397,782,000	139,778
Issue of new share	發行新股	–	–	279,557,000	27,956
At 31 December 2020	於2020年12月31日	10,000,000,000	1,000,000	1,677,339,000	167,734

Pursuant to an ordinary resolution passed at the annual general meeting of the Company on 3 May 2019, the Directors were given a general mandate to allot and issue shares of the Company. On 7 April 2020, the Company issued consideration shares pursuant to the sale and purchase agreement in relation to the acquisition of 45% unlisted equity securities, as detailed in note 19 to the consolidated financial statements. The number of shares issued was approximately 279,557,000, representing 20% of the then existing number of issued shares.

根據本公司於2019年5月3日舉行的股東週年大會上通過的普通決議案，本董事已獲一般授權配發及發行本公司股份。於2020年4月7日，本公司根據有關收購45%非上市股本證券的買賣協議發行對價股份，詳情載於綜合財務報表附註19。已發行股份數目約為279,557,000股，佔當時已發行股份數目的20%。

30. SHARE CAPITAL AND RESERVES (Continued)

(a) Share capital (Continued)

For further details, please refer to the Company's announcements dated 25 March 2020 and 7 April 2020.

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds. Share premium includes any premiums received on the issue of share capital. Any transaction costs associated with the issuing of shares if any, are deducted from share premium to the extent that they are incremental costs directly attributable to the equity transaction.

The incremental costs for the new shares issued on 7 April 2020 are immaterial.

(b) Movements in components of equity

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 76 of the consolidated financial statements.

Merger reserve arose as a result of the reorganisation taken place on 20 December 2011 which represents the differences between the issued shares and share premium of MiniLogic Device Corporation Limited upon group reorganisation and the nil-paid issued of 380,000 shares of the Company which was credited as fully paid.

The statutory reserve represents the appropriation of 10% of profit after tax determined based on the relevant accounting rules and regulations of the PRC in accordance with the relevant PRC laws until the PRC statutory reserve reaches 50% of the registered capital of the relevant subsidiaries. The statutory reserve can be applied either to set off accumulated losses or to increase capital.

Exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations.

30. 股本及儲備(續)

(a) 股本(續)

進一步詳情請參閱本公司日期為2020年3月25日及2020年4月7日的公告。

發行新股份直接應佔的增加成本於權益中列為所得款項的扣減項目。股份溢價包括因發行股本而收取的任何溢價。任何與發行股份有關的交易成本(如有),只要是直接歸屬於股權交易的增量成本,就從股份溢價中扣除。

2020年4月7日發行的新股的增量成本並不重大。

(b) 權益組成變動

本集團於本年度及往年的儲備金額及其變動呈列於綜合財務報表第76頁的綜合權益變動表內。

2011年12月20日因重組而產生的合併儲備指集團重組後微創高科有限公司的已發行股份及股份溢價與本公司以未繳股款方式發行的380,000股入賬列為繳足的股份之間的差額。

法定儲備指根據相關中國法律按中國的相關會計規則及規例劃撥除稅後溢利的10%,直至中國法定儲備到達相關附屬公司註冊股本的50%為止。法定儲備可用於撇銷累計虧損或增資。

匯兑儲備包括包括所有換算海外業務財務報表產生的匯兑差額。

31. SHARE OPTION SCHEME

The Company has adopted a share option scheme (the "Share Option Scheme") on 16 May 2012 ("the Adoption Date"). Share Option Scheme will remain in force for a period of 10 years effective from 10 July 2012 of the scheme and will expire on 9 July 2022.

The purpose of the Share Options Scheme is to provide incentive to the participants. The participants of the Share Option Scheme, as absolutely determined by the Board, include:

(a) any employee (whether full time or part time employee, including any executive directors) of any member of the Group or any entity in which the Group holds any equity interest ("Invested Entity");

(b) any non-executive directors (including independent non-executive directors) of any member of the Group or any Invested Entity;

(c) any supplier of goods or services to any member of the Group or any Invested Entity;

(d) any customer of any member of the Group or any Invested Entity;

(e) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity;

(f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; and

(g) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity.

31. 購股權計劃

本公司於2012年5月16日(「採納日期」)採納一項購股權計劃(「購股權計劃」)。購股權計劃由2012年7月10日起10年內有效，直至2022年7月9日屆滿。

購股權計劃之目的以激勵彼等為本集團的業務及營運所作的貢獻。購股權計劃之參與者(均由董事會全權決定)包括：

(a) 本集團任何成員公司或本集團持有任何股權之任何實體(「受投資實體」)之任何僱員(不論全職或兼職僱員，包括任何執行董事)；

(b) 本集團任何成員公司或任何受投資實體之任何非執行董事(包括獨立非執行董事)；

(c) 向本集團任何成員公司或任何受投資實體提供貨物或服務之任何供應商；

(d) 本集團任何成員公司或任何受投資實體之任何客戶；

(e) 向本集團任何成員公司或任何受投資實體提供研究、開發或其他技術支援之任何人士或實體；

(f) 本集團任何成員公司或任何受投資實體之任何股東或本集團任何成員公司或任何受投資實體所發行任何證券之任何持有人；及

(g) 本集團任何成員公司或任何受投資實體之任何領域業務或業務發展方面之任何顧問(專業或其他)或諮詢者。

31. SHARE OPTION SCHEME (Continued)

The maximum number of shares in respect to which options may be granted under the Share Option Scheme shall not exceed 10% of the issued share capital of the Company on the date of adopting the Share Option Scheme. The limit may be refreshed at any time provided that the new limit must not be in aggregate exceed 10% of the issued share capital of the Company as at the date of the shareholders' approval in general meeting. However, the total number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other scheme of the Company must not in aggregate exceed 30% of the shares in issue from time to time. The maximum number of shares in respect of which options may be granted to any individual in any 12-month period shall not exceed 1% of the shares in issue on the last date of such 12-month period unless approval of the shareholders of the Company has been obtained in accordance with the GEM Listing Rules. A nominal consideration of HK$1 is payable on acceptance of the grant of an option.

Options may be exercised at any time from the date of grant of the option to the 10th anniversary of the date of grant as may be determined by the Directors. The exercise price is determined by the Directors, and will not be less than the highest of (i) the closing price per share as stated in the Stock Exchange's daily quotations sheets on the date of the grant of the options; (ii) the average closing price per share as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of the grant of the options; or (iii) the nominal value of a share.

The refreshment of the Share Option Scheme mandate limit was approved at the annual general meeting held on 3 May 2019, based on 1,397,782,400 shares in issue as at 3 May 2019, the Company was allowed to grant further options under the Share Option Scheme at up to a total of 139,778,240 shares, representing 10.0% of the issued share capital as at 3 May 2019 and the date of 2019 annual report, respectively, and representing 8.33% of the issued share capital of the Company as at 31 December 2020 and the date of this annual report respectively.

No share option was granted, exercised, cancelled, expired or lapsed since 1 January 2019 and the refreshment of the scheme mandate limit on 3 May 2019 and up to 31 December 2020. Since the date of adoption of the Share Option Scheme and up to 31 December 2020, a total of 29,030,400 share options were granted (the "Granted Share Options"), of which 15,382,400 share options were exercised and 13,648,000 share options were lapsed. Save and except for aforesaid, there was no other option granted, exercised, cancelled or lapsed since the date of adoption of the Share Option Scheme, and there was no outstanding share options under the Share Option Scheme during the period from 10 November 2016, being the date which all outstanding Granted Share Options lapsed, to 31 December 2020.

31. 購股權計劃(續)

根據購股權計劃可能授出之購股權所涉及的股份數目，最多不得超過採納購股權計劃當日本公司已發行股本之10%。該上限可隨時更新，惟新限額合共不得超過股東於股東大會批准當日本公司已發行股本之10%。然而，根據購股權計劃及本公司任何其他計劃已授出但尚未行使之全部購股權獲行使時，可予發行之股份數目合共不得超過當時已發行股份之30%。於任何12個月期間內，向任何個別人士授出之購股權獲行使時，可予發行之股份數目不得超過該12個月期間最後一天已發行股份之1%，除非按照GEM上市規則經由本公司股東批準則作別論。接納授出之購股權時，應付象徵性代價1港元。

購股權可在授出當日起至授出日之10周年為止期間內隨時行使，而期限由董事釐定。行使價將由董事釐定，但不會低於下列之最高者：(i)每股股份在購股權授出當日在聯交所每日報價表上所列之收市價；(ii)緊接授出購股權日期前五個營業日每股股份在聯交所每日報價表上所列之平均收市價；或(iii)股份面值。

更新購股權計劃授權上限已於2019年5月3日舉行的股東週年大會上獲批准，按於2019年5月3日已發行1,397,782,400股股份計，本公司獲允許根據購股權計劃進一步授出購股權，最多合共達139,778,240股股份，代表分別於2019年5月3日及2019年年報日期已發行股本的10.0%及代表本公司分別於2020年12月31日及本年報日期已發行股本的8.33%。

自2019年1月1日及於2019年5月3日更新計劃授權上限起及直至2020年12月31日止，概無任何購股權已獲授出、行使、取消、到期或失效。自採納購股權計劃日期起及直至2020年12月31日止，合共授出29,030,400份購股權(「授出購股權」)，其中15,382,400份購股權獲行使，而13,648,000份購股權已失效。除上述者外，自採納購股權計劃日期起，概無其他購股權已獲授出、行使、取消或失效，且於2016年11月10日(即所有尚未行使的授出購股權失效之日)至2020年12月31日期間，購股權計劃項下概無尚未行使的購股權。

32. OPERATING LEASE COMMITMENTS

The Group as lessor

The Group leases out certain carparks and premises in PRC under operating leases. The leases typically run for a period of 1 to 5 years. None of the leases under contingent rentals. At the end of the reporting period, the Group's aggregate future minimum rental income receivables under non-cancellable operating leases is as follows:

32. 經營租賃承擔

本集團作為出租人

本集團根據經營租賃租出其若干位於中國的停車場及物業。該等租賃通常為期1至5年。概無租賃低於或然租金。於報告期末，本集團根據不可撤銷經營租賃的未來最低租金收入應收款項總額如下：

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Within 1 year	1年內	**2,414**	2,012
After 1 year but within 2 years	1年後但2年內	**1,844**	906
After 2 years but within 3 years	2年後但3年內	**1,785**	334
After 3 years but within 4 years	3年後但4年內	**1,207**	260
After 4 years but within 5 years	4年後但5年內	**745**	188
More than 5 years	超過5年	**10,063**	–
		18,058	3,700

33. CAPITAL COMMITMENTS

33. 資本承擔

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Commitments in respect of the acquisition of a subsidiary	收購一間附屬公司的承擔		
– Contracted for but not provided in the consolidated financial statements	－已訂約但未於綜合財務報表撥備	**12,357**	14,989

34. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES AND MAJOR NON-CASH TRANSACTION

Reconciliation of liabilities arising from financing activities

The table below details the changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

34. 來自融資活動所產生負債之對賬及主要非現金交易

來自融資活動所產生負債之對賬

下表載列本集團來自融資活動所產生負債之變動詳情，包括現金及非現金變動。融資活動所產生的負債為已或將於本集團的綜合現金流量表中分類為來自融資活動之現金流量的現金流量或未來現金流量。

		Lease liabilities 租賃負債	
		2020 2020年	2019 2019年
		HK$'000 千港元	HK$'000 千港元
At 1 January	於1月1日	**4,720**	6,169
Leases terminated	已終止租賃	**(2,454)**	(2,811)
Leases modified	租約修訂	**–**	(145)
New lease entered	已訂立新租賃	**200**	4,118
Interest expenses	利息開支	**156**	429
Interest element of lease liabilities paid	已付租賃負債的利息部分	**(156)**	(429)
Capital element of lease rental paid	已付租賃租金的資本部分	**(1,632)**	(2,517)
Exchange difference	匯兑差額	**32**	(94)
At 31 December	於12月31日	**866**	4,720

Major non-cash transactions

During the year ended 31 December 2020, the Group acquired 45% equity interest in the Target Company which is classified as "Financial assets at FVTPL" satisfied by share consideration, as detailed in note 19 to the consolidated financial statements.

主要非現金交易

於截至2020年12月31日止年度，本集團收購目標公司歸類為「按公平值計入損益的金融資產」的45%股權，詳情載於綜合財務報表附註19。

35. RELATED PARTY DISCLOSURES

35. 關連人士披露

(a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 12(a) to the consolidated financial statements and certain of the highest paid employees as disclosed in note 12(b) to the consolidated financial statements, is as follows:

(a) 主要管理人員的薪酬

本集團主要管理人員的酬金，包括如載於綜合財務報表附註12(a)所披露已支付予本公司董事的金額及已支付如載於綜合財務報表附註12(b)所披露的若干最高薪酬僱員的金額如下：

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Directors' fee	董事袍金	**464**	596
Salary and other short-term employee benefits	薪金及其他短期僱員福利	**3,756**	5,773
Post-employment benefits	離職後福利	**97**	69
		4,317	6,438

(b) Loans to related parties

The following tables disclose the loan interest income and loans advanced to related parties for the years ended 31 December 2020 and 2019:

(b) 借予關連方的貸款

下表披露截至2020年及2019年12月31日止年度貸款利息收入及預付關連方貸款：

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Loan interest income from: – A controlling shareholder	來自下列各方的貸款利息收入： －一名控股股東	**–**	1,047
Loans advanced to: – A controlling shareholder	墊付予下列各方的貸款： －一名控股股東	**–**	9,000
Loans advanced by: – Key management personnel	以下各方的墊款之貸款： －主要管理人員	**2,107**	–

During the year ended 31 December 2019, loans advanced to related parties are repayable according to repayment schedules, with contractual maturity within 13 months and bear interest rates is at 12% per annum. None of the loans were neither past due nor impaired. No loans were advanced to related parties during the year ended 31 December 2020.

截至2019年12月31日止年度，墊付予關連方的貸款根據還款時間表償還，合約到期日於13個月內到期，並按年利率12%率計息。其概無貸款已逾期或減值。截至2020年12月31日止年度，概無墊付予關連方的貸款。

35. RELATED PARTY DISCLOSURES (Continued)

(c) Related party balance

Details of the Group's outstanding balances with related parties are set out in notes 26 and 29 to the consolidated financial statements.

(d) Applicability of the GEM Listing Rules relating to connected transactions

None of above related party transactions falls under the definition of connected transaction or continuing connected transaction as defined in Chapter 20 of GEM Listing Rules.

35. 關連人士披露(續)

(c) 關連方結餘

有關本集團與關連方之未償還結餘詳情載於綜合財務報表附註26及29。

(d) GEM上市規則對關連交易的適用性

根據GEM上市規則第20章，概無上述關連方交易符合關連交易或持續關連交易的定義。

36. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

The carrying amounts of the Group's financial assets and liabilities as at the end of each reporting year are as follows:

36. 金融工具

(a) 金融工具的分類

本集團於各報告年末的金融資產與負債賬面值如下：

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Financial assets	**金融資產**		
Financial assets at FVTPL	按公平值計入損益之金融資產		
– Unlisted equity securities	－非上市股本證券	**6,075**	–
Financial assets at amortised cost	按攤銷成本計量的金融資產		
– Trade receivables	－應收貿易賬款	**326**	6,253
– Loan receivables	－應收貸款	**126,163**	122,876
– Deposit and other receivables	－按金及其他應收款項	**245**	572
– Bank balances and cash	－銀行結餘及現金	**4,960**	42,091
		131,694	171,792
Financial liabilities	**金融負債**		
Financial liabilities at amortised cost	按攤銷成本計量的金融負債		
– Trade payables	－應付貿易賬款	**129**	392
– Other payables and accruals	－其他應付及應計款項	**7,904**	5,073
– Lease liabilities	－租賃負債	**866**	4,720
– Amount due to directors	－應付董事之款項	**1,593**	–
		10,492	10,185

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

The Group's activities expose it to a variety of financial risks: market risk (including currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are described below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner. The risk associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) Foreign currency risk management

The Group is exposed to foreign currency risk primarily through sales and purchases that are denominated in a currency other than the functional currency of the operations to which they relate. The currencies giving rise to this risk include United States dollars ("USD") and Renminbi ("RMB"). In addition, certain bank balances of the Group are also denominated in USD. The Group currently does not have a foreign currency hedging policy with respect to its foreign exchange exposure. However, management monitors foreign exchange exposures and will consider hedging significant foreign currency exposure should the need arise.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of each reporting period are as follows:

36. 金融工具(續)

(b) 財務風險管理目標及政策

本集團的活動面對多種財務風險：市場風險(包括貨幣風險及利率風險)、信貸風險及流動資金風險。如何減低這些風險的政策載於下文。管理層管理及監察這些風險以確保及時及有效地實施適當的措施。與這些金融工具相關的風險及如何減低這些風險的政策載於下文。管理層管理及監察這些風險以確保及時及有效地實施適當的措施。

(i) 外幣風險管理

本集團面對的外幣風險，主要透過以相關業務的功能貨幣以外的貨幣進行銷售和採購。帶來此項風險的貨幣包括美元(「美元」)及人民幣(「人民幣」)。此外，本集團之若干銀行結餘亦以美元計值。本集團目前並無就其外匯風險訂立外幣對沖政策。然而，管理層會監察外匯風險及在有需要時考慮對沖重大外匯風險。

本集團於各報告期間末以外幣計值的貨幣資產及貨幣負債的賬面值如下：

		2020 **2020年** **HK$'000** **千港元**	2019 2019年 HK$'000 千港元
Assets	**資產**		
USD	美元	**344**	678
RMB	人民幣	**47,456**	44,970
Liabilities	**負債**		
USD	美元	**63**	3
RMB	人民幣	**3,789**	7,255

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(i) Foreign currency risk management (Continued)

Foreign currency sensitivity analysis

The Group mainly exposes to foreign exchange fluctuation of the currencies of USD and RMB against the currency of Hong Kong dollar ("HK$"). The directors consider that the Group's exposure to USD does not give rise to significant foreign currency risk on the ground that HK$ is pegged to USD. Therefore, no sensitivity analysis of USD against the functional currency of the respective group entity is disclosed.

As at 31 December 2020, if the HK$ had weakened 5% against the RMB with all other variables held constant, consolidated loss after tax for the year would have been approximately HK$1,386,000 (2019: the consolidated net profit after tax would increase by HK$1,575,000) lower, arising mainly as a result of the foreign exchange gain on translation of bank balances, loan receivables and trade receivables denominated in RMB. If the HK$ had strengthened 5% against the RMB with all other variables held constant, consolidated loss after tax for the year would have been approximately HK$1,386,000 (2019: the consolidated net profit after tax would decrease by HK$1,575,000) higher, arising mainly as a result of the foreign exchange loss on translation of bank balances, loan receivables and trade receivables denominated in RMB.

(ii) Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's interest-bearing financial assets and financial liabilities. The Group are exposed to cash flow interest rate risk in relation to variable-rates bank deposits and fair value interest rate risk in relation to fixed rate loans receivables and lease liabilities. The directors continue to monitor the interest rate exposure of the Group.

36. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(i) 外幣風險管理(續)

外幣敏感度分析

本集團主要承受美元和人民幣兑港元(「港元」)的外匯波動。董事認為，由於港元與美元掛鈎，本集團所承受由美元引起的外幣風險並不重大。因此，概無披露美元兑相關集團實體之功能貨幣之敏感度分析。

於2020年12月31日，倘港元兑人民幣貶值5%，而所有其他變量保持不變，則本年度的綜合除税後虧損將減少約1,386,000港元(2019年：綜合除税後純利將增加1,575,000港元)，主要由於換算以人民幣計值的銀行餘額、應收貸款及應收貿易賬款而產生的外匯收益所致。倘港元兑人民幣升值5%，而所有其他變量保持不變，則本年度的綜合除税後虧損將增加約1,386,000港元(2019年：綜合除税後純利將減少1,575,000港元)，主要由於換算以人民幣計值的銀行餘額、應收貸款及應收貿易賬款而產生的外匯虧損所致。

(ii) 利率風險

本集團面臨的市場利率變動風險主要與本集團的計息金融資產及金融負債有關。本集團面臨與浮動利率銀行存款有關的現金流量利率風險及與固定利率應收貸款及租賃負債有關的公平值利率風險。董事繼續監察本集團的利率風險。

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(ii) Interest rate risk (Continued)

All of the Group's loans receivables are based on fixed interest rates with original maturities in range of 12 to 27 months (2019: 12 to 27 months). The Group prices these loans receivables strategically to reflect market fluctuations and achieve a reasonable interest-rate spread.

The fixed rate instruments of the Group are insensitive to any change in market interest rates.

Interest rates on bank deposits and lease liabilities are relatively low and not expected to change significantly.

Management does not anticipate significant impact on interest-bearing financial assets resulted from the changes in interest rates and considers the risk is insignificant to the Group.

The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

(iii) Credit risk and impairment assessment

As at 31 December 2020, the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position best represents the Group's maximum exposure to credit risk in the event of the counterparties failure to perform their obligations at the end of the reporting period.

In order to minimise the credit risk in relation to trade receivables, the management has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model on trade balances based on provision matrix. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

36. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(ii) 利率風險(續)

本集團所有應收貸款均按固定利率計算，原到期日介乎12至27個月(2019年：12至27個月)。本集團策略性地就此等應收貸款定價，以反映市場波動及達致合理的利差。

本集團的固定利率工具對市場利率的任何變動並不敏感。

銀行存款及租賃負債的利率相對較低，並預期不會發生重大變動。

管理層預期利率變動不會對計息金融資產造成重大影響，並認為該風險對本集團而言並不重大。

本集團目前並無利率對沖政策。然而，管理層會監察利率風險，並將於有需要時考慮對沖重大利率風險。

(iii) 信貸風險及減值評估

於2020年12月31日，倘對手方未能於報告期末履行其責任，則綜合財務狀況表中所載的各項已確認金融資產賬面值最能代表本集團須面臨的最大信貸風險。

為盡量減低與應收貿易賬款有關的信貸風險，管理層已委託一組團隊負責釐定信貸額度、信貸審批及其他監控程序，確保就收回逾期債務採取跟進行動。此外，本集團根據預期信貸虧損模式就貿易結餘按撥備矩陣進行減值評估。就此而言，本公司董事認為本集團的信貸風險已大幅降低。

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iii) Credit risk and impairment assessment (Continued)

In order to minimise credit risk in relation to loan receivables, loan limits and loan terms offered to customers are approved by delegated officers and follow-up action is taken to recover overdue debts. Individual credit evaluations are performed on all customers. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to individual customers as well as pertaining to the economic environment in which the customers operate. Ongoing evaluation is performed on the financial condition of customers. In addition, management of the Group reviews the recoverable amount of each individual receivable regularly to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Group consider that the credit risk of the Group is significantly reduced.

The credit risk on deposit and other receivables is limited because the counterparties have no history of default record and the directors expect that the general economic conditions will not significantly changed for the 12 months after the reporting date.

The credit risk on bank balance is limited because the counterparties are banks with good credit rating.

The Group has concentration of credit risk as 100% (2019: 95.2%) of the total gross trade receivables was due from the five largest debtors.

The Group has 18 (2019: 13) loans receivables as at 31 December 2020, concentration of credit risk as 52% (2019: 79.5%) of the total gross loan receivables was due from the five largest borrowers.

36. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(iii) 信貸風險及減值評估(續)

為盡量減低與應收貸款有關的信貸風險，向客戶提供的信貸額度及貸款期限乃經委託人員批准，並就收回逾期債務採取跟進行動。所有客戶均要進行單獨信貸評估。該等評估集中於客戶過往支付到期款項的記錄及當前支付的能力，並計及個別客戶的具體資料以及與客戶經營所在地的經濟環境相關的具體資料。對客戶的財務狀況進行持續評估。此外，本集團的管理層定期審閱各項個別應收款項的可收回金額，確保已就不可收回金額計提足額減值虧損。就此而言，本集團董事認為本集團的信貸風險已大幅降低。

由於對手方過往並無違約紀錄，故按金及其他應收款項的信貸風險有限，而董事預期於報告日期後12個月的整體經濟狀況將不會顯著改變。

由於對手方為具良好信貸評級好的銀行，故銀行結餘的信貸風險有限。

由於應收貿易賬款總額有100%(2019年：95.2%)來自五大債務人，故本集團有信貸集中風險。

於2020年12月31日，本集團有18項(2019年：13項)應收貸款，由於應收貸款總額有52%(2019年：79.5%)來自五大借款人，故本集團有信貸集中風險。

36. FINANCIAL INSTRUMENTS (Continued)

36. 金融工具(續)

(b) Financial risk management objectives and policies (Continued)

(b) 財務風險管理目標及政策(續)

(iii) Credit risk and impairment assessment (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

(iii) 信貸風險及減值評估(續)

本集團的內部信貸風險級別評估包括以下類別：

Internal credit rating 內部信貸評級	Description 說明	Trade receivables 應收貿易賬款	Other financial assets 其他金融資產
Group A	The counterparty has low risk of default based on historical repayment records and has a good reputation.	Lifetime ECL – not credit impaired	12-month ECL – not credit impaired
組別A	根據過往還款記錄，對手方違約風險低並且信譽良好。	生命週期預期信貸虧損－無信貸減值	12個月預期信貸虧損－無信貸減值
Group B	The counterparty has higher credibility but sometimes repays after due dates.	Lifetime ECL – not credit impaired	12-month ECL – not credit impaired
組別B	對手方具有較高信譽，惟有時會於到期日後還款。	生命週期預期信貸虧損－無信貸減值	12個月預期信貸虧損－無信貸減值
Group C	The counterparty usually settles after due dates with a higher risk of default.	Lifetime ECL – not credit impaired	Lifetime – not credit impaired
組別C	對手方通常會於到期日後結清，具較高違約風險。	生命週期預期信貸虧損－無信貸減值	生命週期－無信貸減值
Group D	There is evidence indicating the asset balance is credit-impaired.	Lifetime ECL – credit impaired	Lifetime – credit impaired
組別D	有證據指出該資產結餘存在信貸減值。	生命週期預期信貸虧損－信貸減值	生命週期－信貸減值
Group E	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery.	Amount is written off	Amount is written off
組別E	有證據指出債務人陷入嚴重的財務困境，而本集團可收回款項的機會渺茫。	金額會被撇銷	金額會被撇銷

36. FINANCIAL INSTRUMENTS (Continued)

36. 金融工具(續)

(b) Financial risk management objectives and policies (Continued)

(b) 財務風險管理目標及政策(續)

(iii) Credit risk and impairment assessment (Continued)

The table below details the credit risk exposures of the Group's financial assets which are subject to ECL assessment:

(iii) 信貸風險及減值評估(續)

下表詳列本集團須進行預期信貸虧損評估的金融資產的信貸風險：

Financial assets at amortised cost 按攤銷成本計量的金融資產	Note 附註	External credit rating 外部信貸評級	Internal credit rating 內部信貸評級	12-month or lifetime ECL 12個月或生命週期預期信貸虧損
Trade receivables 應收貿易賬款	20	N/A 不適用	(Note 1) （附註1）	Lifetime ECL – provision matrix 生命週期預期信貸虧損 — 撥備矩陣
Loan receivables 應收貸款	21	N/A 不適用	Group A 組別A	12-month ECL – not credit impaired 12個月預期信貸虧損 — 無信貸減值
			Group B 組別B	12-month ECL – not credit impaired 12個月預期信貸虧損 — 無信貸減值
			Group C 組別C	Lifetime ECL – not credit impaired 生命週期預期信貸虧損 — 無信貸減值
			Group D 組別D	Lifetime ECL – credit-impaired 生命週期預期信貸虧損 — 信貸減值
Deposits and other receivables 按金及其他應收款項	22	N/A 不適用	(Note 2) （附註2）	12-month ECL 12個月預期信貸虧損
Bank balances 銀行結餘	23	A–A+	N/A 不適用	12-month ECL 12個月預期信貸虧損

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iii) Credit risk and impairment assessment (Continued)

Note 1: For trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Except for debtors which are credit-impaired, the Group determines the expected credit losses on these items by using a provision matrix, grouped by internal credit rating based on historical repayment records and reputation.

Note 2: For the purposes of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition.

Trade receivables

As part of the Group's credit risk management, the Group applies internal credit rating for its customers in relation to its operation. The following table provides information about the exposure to credit risk for trade receivables which are assessed based on provision matrix within lifetime ECL (not credit-impaired).

36. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(iii) 信貸風險及減值評估(續)

附註1： 就應收貿易賬款而言，本集團已應用香港財務報告準則第9號的簡化法計量生命週期預期信貸虧損的虧損撥備。除出現信貸減值的債務人外，本集團使用撥備矩陣釐定此等項目的預期信貸虧損，並根據過往還款記錄及聲譽按內部信貸評級分組。

附註2： 就內部信貸風險管理而言，本集團使用逾期資料評估信貸風險自首次確認以來是否顯著增加。

應收貿易賬款

作為本集團信貸風險管理的一部分，本集團就其營運對其客戶應用內部信貸評級。下表提供有關應收貿易賬款信貸風險的資料，該等資料根據生命週期預期信貸虧損(無信貸減值)的提列矩陣評估。

		2020 2020年			
		Average loss rate 平均虧損率	Gross carrying amount 總賬面值 HK$'000 千港元	Loss allowance 虧損撥備 HK$'000 千港元	Net carrying amount 賬面淨值 HK$'000 千港元
Due date	**到期日**				
0–30 days	0–30日	**0%**	**286**	**–**	**286**
31–60 days	31–60日	**0%**	**28**	**–**	**28**
61–90 days	61–90日	**0%**	**12**	**–**	**12**
More than 90 days	超過90日	**0%**	**–**	**–**	**–**
			326	**–**	**326**

36. FINANCIAL INSTRUMENTS (Continued)

36. 金融工具(續)

(b) Financial risk management objectives and policies (Continued)

(b) 財務風險管理目標及政策(續)

(iii) Credit risk and impairment assessment (Continued)
Trade receivables (Continued)

(iii) 信貸風險及減值評估(續)
應收貿易賬款(續)

			2019 2019年		
		Average loss rate 平均虧損率	Gross carrying amount 總賬面值 HK$'000 千港元	Loss allowance 虧損撥備 HK$'000 千港元	Net carrying amount 賬面淨值 HK$'000 千港元
Due date	**到期日**				
0–30 days	0–30日	1.60%	4,845	(78)	4,767
31–60 days	31–60日	2.67%	262	(7)	255
61–90 days	61–90日	3.75%	427	(16)	411
More than 90 days	超過90日	57.31%	1,921	(1,101)	820
			7,455	(1,202)	6,253

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

估計虧損比率按過往觀察所得於債務人預期年期內之拖欠比率估計，並就毋須花費過多成本或精力即可獲得之前瞻性資料作出調整。管理層定期檢討分組以確保有關特定債務人之相關資料為最新資料。

In the opinion of the directors of the Company, the trade receivables at the end of the reporting period which have been past due over 90 days are not considered as in default based on good repayment records for those customers and continuous business with the Group.

本公司董事認為，於報告期末過期超過90日的應收貿易賬款並不被視為違約，因該等客戶過往還款記錄良好及其與本集團有的持續業務往來。

No loss allowance for impairment of trade receivables as at 31 December 2020 (2019: approximately HK$1,202,000) as the amount involved is immaterial.

於2020年12月31日，由於應收貿易賬款減值涉及的金額不屬重大，故並無就其作出虧損撥備(2019年：約1,202,000港元)。

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iii) Credit risk and impairment assessment (Continued)

Trade receivables (Continued)

The following table shows the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach.

36. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(iii) 信貸風險及減值評估(續)

應收貿易賬款(續)

下表顯示根據簡單方法就已確認的貿易應收款項的生命週期預期信貸虧損變動。

		Lifetime ECL (non credit-impaired) 生命週期預期信貸虧損(無信貸減值)
		HK$'000 千港元
At 1 January 2019	於2019年1月1日	–
Impairment losses recognised	確認減值虧損	1,202
At 31 December 2019 and 1 January 2020	於2019年12月31日及2020年1月1日	1,202
Reversal of impairment loss	減值虧損撥回	(1,202)
At 31 December 2020	於2020年12月31日	–

Loan receivables

The Group applies general approach to measure ECL on loan receivables.

In determining the ECLs for these assets, the directors of the Company have taken into account the historical default experience, the financial position and security held of the borrower, and considering various external sources of actual and forecast economic information, as appropriate, in estimating the probability of default of loans receivables occurring within their respective loss assessment time horizon, as well as the loss upon default in each case.

應收貸款

本集團應用一般方法計量應收貸款的預期信貸虧損。

於釐定該等資產的預期信貸虧損時，本公司董事於估計按相關虧損評估時間範圍內產生的應收貸款的違約概率時已計及過往違約經驗及借款人的財務狀況及所持有的抵押品並考慮各種實際及預測經濟資料的外部來源(如適用)以及在每種情況下的違約虧損。

36. FINANCIAL INSTRUMENTS (Continued)

36. 金融工具(續)

(b) Financial risk management objectives and policies (Continued)

(b) 財務風險管理目標及政策(續)

(iii) Credit risk and impairment assessment (Continued)

Loan receivables (Continued)

The aging analysis of loan receivables (net of allowance) that are not considered to be impaired is as follows:

(iii) 信貸風險及減值評估(續)

應收貸款(續)

並不視為減值的應收貸款(扣除撥備)的賬齡分析如下：

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Neither past due nor impaired	未逾期或未減值	**105,517**	122,876
Past due but not impaired	已逾期但未減值	**20,646**	–
		126,163	122,876

As at 31 December 2019 and 2020, loan receivables that were neither past due nor impaired relate to diversified customers for whom there were no recent history of default. The directors of the Company are of the opinion that no provision for impairment is necessary in respect of these loan receivables as there has not been a significant change in credit quality and the balances are still considered fully recoverable. For the above past due, but not impaired loan receivables with amount of approximately HK$20,646,000, the Group has taken appropriate measures in line with the Group's recollection of overdue loan receivables procedures.

於2019年及2020年12月31日，並無逾期且無減值的應收貸款與多元化客戶有關，而該等客戶於近期歷史並無拖欠記錄。本公司董事認為，由於信貸質素並無重大變化且餘額仍被視為可全數收回，故毋須就此等應收貸款計提減值撥備。對於上述逾期但未減值的應收貸款，金額約為20,646,000港元，本集團已根據本集團逾期應收貸款的收回程序採取適當措施。

Movements in the Group's impairment loss recognised of loans receivables are as follows:

本集團就應收貸款確認的減值虧損變動如下：

		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
At 1 January	於1月1日	**30,220**	–
Impairment loss recognised	確認減值虧損	**41,775**	30,220
At 31 December	於12月31日	**71,995**	30,220

36. FINANCIAL INSTRUMENTS (Continued)

36. 金融工具(續)

(b) Financial risk management objectives and policies (Continued)

(b) 財務風險管理目標及政策(續)

(iv) Liquidity risk management

The Group's liquidity position is monitored closely by the management of the Group. In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and to meet its liquidity requirements in the short and longer term.

During the reporting periods, the Group financed its working capital requirements principally by funds generated from operations and/or issue of shares.

The following table details the Group's contractual maturities at the end of each reporting period for its financial liabilities. The table has been drawn up based on undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

(iv) 流動資金風險管理

本集團之管理層會密切監察本集團之流動資金狀況。在管理流動資金風險方面，本集團監控及維持管理層視為充足之現金及現金等價物水平，以為本集團之營運撥資及應付其短期及較長期的流動資金需求。

於報告期內，本集團主要透過營運產生的資金及／或發行股份提供所需營運資本。

下表詳列本集團於各報告期末金融負債之合約到期分析。下表是根據金融負債之未貼現現金流量，並以本集團須付款的最早日期為基準編製。表內包括利息及主要的現金流量。

		Repayable on demand or within 1 year 須按要求或於1年內償還 HK$'000 千港元	After 1 year but within 2 years 1年後但2年內 HK$'000 千港元	After 2 years but within 5 years 2年後但5年內 HK$'000 千港元	Total undiscounted cash flows 未貼現現金流量合計 HK$'000 千港元	Carrying amount 賬面值 HK$'000 千港元
At 31 December 2020	**於2020年12月31日**					
Financial liabilities	**金融負債**					
Trade and other payables	應付貿易及其他應付賬款	**8,033**	**–**	**–**	**8,033**	**8,033**
Lease liabilities	租賃負債	**800**	**93**	**–**	**893**	**866**
Amounts due to directors	應付董事之款項	**1,593**	**–**	**–**	**1,593**	**1,593**
		10,426	**93**	**–**	**10,519**	**9,832**
At 31 December 2019	**於2019年12月31日**					
Financial liabilities	**金融負債**					
Trade and other payables	應付貿易及其他應付賬款	5,465	–	–	5,465	5,465
Lease liabilities	租賃負債	2,080	1,791	1,162	5,033	4,720
		7,545	1,791	1,162	10,498	10,185

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(v) Fair value measurements of financial instruments

The following table presents financial assets measured at fair value in the consolidated statement of financial position in accordance with the fair value hierarchy. The hierarchy groups financial assets into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets and liabilities. The fair value hierarchy has the following levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

36. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(v) 金融工具的公平值計量

下表呈列根據公平值層級，以公平值計入綜合財務狀況表之金融資產。此層級根據計量此等金融資產之公平值所使用之主要資料輸入之相對可靠性，將金融資產及負債劃分為三級。公平值層級分為以下各級：

第一級：相同資產及負債於交投活躍市場之報價(未經調整)；

第二級：就資產或負債而直接(即價格)或間接(即從價格推算)可觀察之資料輸入(不包括第一級所包含之報價)；及

第三級：並非根據可觀察之市場數據而得出之資產或負債資料輸入(不可觀察之資料輸入)。

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(v) Fair value measurements of financial instruments (Continued)

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The level in the fair value hierarchy within which the financial asset is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement. The financial assets of the Group at fair value in the consolidated statement of financial position are grouped into fair value hierarchy as follows:

36. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(v) 金融工具的公平值計量(續)

本集團若干金融資產乃按各報告期末之公平值計量。金融資產整體歸入之公平值層級內之層次，乃基於對公平值計量屬重大之最低層次資料輸入劃分。本集團以公平值計入綜合財務狀況表之金融資產乃劃分為以下之公平值層級：

		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
31 December 2020	**2020年12月31日**				
Financial assets at FVTPL	**按公平值計入損益之金融資產**				
Non-derivate financial assets	非衍生金融資產				
– Unlisted equity investments	–非上市股本投資	**–**	**–**	**6,075**	**6,075**
31 December 2019	**2019年12月31日**				
Financial assets at FVTPL	**按公平值計入損益之金融資產**				
Non-derivative financial assets	非衍生金融資產				
– Unlisted equity investments	–非上市股本投資	–	–	–	–

There were no transfers between levels of fair value hierarchy in current and prior year.

於本年度及上一年度，公平值各層級間並無轉撥。

36. FINANCIAL INSTRUMENTS (Continued)

36. 金融工具(續)

(b) Financial risk management objectives and policies (Continued)

(b) 財務風險管理目標及政策(續)

(v) Fair value measurements of financial instruments (Continued)

(v) 金融工具的公平值計量(續)

Financial assets 金融資產	Fair value 公平值	Fair value hierarchy 公平值層級	Valuation technique(s) and key input(s) 估值方法及主要資料輸入	Significant unobservable input(s) 重大不可觀察資料輸入
As at 31 December **於12月31日**				
Financial assets at FVTPL Unlisted equity investments	2020: HK$6,075,000 (2019: HK$Nil)	Level 3	Direct Comparison Method	Selection of suitable comparables and making adjustments on comparable transactions accounting for aspects such as location, building size, time to completion, etc.
透過損益按公平值計量的金融資產非上市股本投資	2020年：6,075,000港元 （2019年：無）	第三級	直接比較法	選擇合適的可比對象並根據位置、樓層規模、完工時間等方面對可比交易進行調整。

Valuation process

Some of the Group's assets are measured at fair value for financial reporting purposes. The appropriate valuation techniques and inputs for the fair value measurements are determined by the directors of the Company and the independent qualified valuer. In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 3 inputs are not available, the Group engages independent qualified valuer to perform the valuation. The directors of the Company work closely with the independent qualified valuer to establish the appropriate valuation techniques and inputs to the model. The directors of the Company will review the cause of fluctuations in fair value of the assets annually.

估值過程

本集團若干資產乃按公平值計量作財務申報用途。本公司董事及獨立合資格估值師為公平值計量釐定適當估值方法及資料輸入。於估計資產或負債之公平值時，本集團盡可能使用可觀察市場數據。於無可用第三級資料輸入情況下，本集團委聘獨立合資格估值師進行估值。本公司董事與獨立合資格估值師緊密合作設立模式適用之估值方法及輸入資料。本公司董事將每年檢討資產公平值波動之原因。

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(v) Fair value measurements of financial instruments (Continued)

Valuation process (Continued)

The Group's FVTPL mainly comprises of six service apartments, expected to be developed by the third quarter of 2026. Valuation of these six service apartments adopted a direct comparison method, where the market value of developed properties are compared to the six service apartments taking into account certain adjusting factors such as the site location, building area and time for development. A discount on the market value of the comparable properties of approximately 13.8% was made by the independent third party valuer in assessing the fair value of the six service apartments.

As at 31 December 2020, if the discount made on the comparable properties had increased by 5% with all other variables held constant, consolidated loss after tax for the year would have been approximately HK$139,750,000, representing a further increase in consolidated loss after tax of approximately HK$176,000.

36. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(v) 金融工具的公平值計量(續)

估值過程(續)

本集團的按公平值計入損益主要包括六套服務式公寓，預計將於2026年第三季度開發。這六間服務式公寓的估值採用直接比較法，即把已開發物業的市值與六間服務式公寓進行比較，並考慮場地位置、建築面積、開發時間等若干調整因素。獨立第三方估值師在評估六間服務式公寓的公平值時對可資比較物業的市值作出約13.8%的折讓。

於2020年12月31日，倘在所有其他變量保持不變的情況下對可比物業作出的折讓增加5%，則年內綜合稅後虧損約為139,750,000港元，即綜合稅後虧損進一步增加約港幣176,000元。

37. CONTINGENT LIABILITIES

The Group did not have any material contingent liabilities as at 31 December 2019 and 2020.

37. 或然負債

於2019年及2020年12月31日，本集團並無任何重大或然負債。

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

38. 本公司之財務狀況表

		Note 附註	2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元
Non-current assets	**非流動資產**			
Investments in subsidiaries	於附屬公司的投資	(a)	**150,000**	150,000
			150,000	150,000
Current assets	**流動資產**			
Amounts due from subsidiaries	應收附屬公司款項		**3,439**	109,083
Deposits and prepayments	按金及預付款項		**164**	64
Bank balances and cash	銀行結餘及現金		**115**	78
			3,718	109,225
Current liabilities	**流動負債**			
Other payables and accruals	其他應付及應計款項		**2,886**	1,076
Amounts due to directors	應付董事之款項		**1,593**	–
			4,479	1,076
Net current (liabilities)/assets	**淨流動(負債)／資產**		**(761)**	108,149
Net assets	**淨資產**		**149,239**	258,149
Capital and reserves	**資本及儲備**			
Share capital	股本	30	**167,734**	139,778
Reserves	儲備	(b)	**(18,495)**	118,371
Total equity	**權益總額**		**149,239**	258,149

Approved by the Board of Directors on 21 July 2021 and are signed on behalf by:

於2021年7月21日經董事會批准，並由下列人士代表簽署：

Wong Kong
黃剛
Director
董事

Gan Lin
甘霖
Director
董事

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

38. 本公司之財務狀況表(續)

(a) A list of the Company's subsidiaries is shown in note 39 to the consolidated financial statements.

(a) 本公司之附屬公司名單於綜合財務報表附註39顯示。

(b) Movement of the Company's reserves

(b) 本公司儲備之變動

		Share premium 股份溢價 HK$'000 千港元	Accumulated losses 累計虧損 HK$'000 千港元	Total 合計 HK$'000 千港元
At 1 January 2019	於2019年1月1日	148,287	(23,439)	124,848
Loss and total comprehensive expense for the year	虧損及年度全面開支總額	–	(6,477)	(6,477)
At 31 December 2019 and 1 January 2020	於2019年12月31日及2020年1月1日	**148,287**	**(29,916)**	**118,371**
Loss and total comprehensive expense for the year	虧損及年度全面開支總額	**–**	**(126,523)**	**(126,523)**
Issue of shares (Note 30)	發行股份(附註30)	**(10,343)**	**–**	**(10,343)**
At 31 December 2020	於2020年12月31日	**137,944**	**(156,439)**	**(18,495)**

39. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

39. 本公司之附屬公司詳情

Details of the Company's subsidiaries are as follows:

本公司附屬公司之詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operations 註冊成立及經營地點	Issued and fully paid share capital/registered capital 已發行及繳足之股本及實繳資本	Proportion of ownership interest 所有權權益比例				Principal activities 主要業務
			Held by the Company 由本公司持有		Held by a subsidiary 由一間附屬公司持有		
			2020 2020年 %	2019 2019年 %	**2020 2020年 %**	2019 2019年 %	
Megalogic Business Limited	British Virgin Islands ("BVI") 英屬處女群島(「英屬處女群島」)	US$1 1美元	**100**	100	**–**	–	Investment holding 投資控股
Megalogic Investment Limited	BVI 英屬處女群島	US$1 1美元	**100**	100	**–**	–	Investment holding 投資控股
Minilogic Investment Limited	BVI 英屬處女群島	US$10 10美元	**60**	60	**–**	–	Investment holding 投資控股
Excellence Steps Limited	BVI 英屬處女群島	US$1 1美元	**100**	100	**–**	–	Investment holding 投資控股
Quick Wit Ventures Limited	BVI 英屬處女群島	US$100 100美元	**100**	100	**–**	–	Investment holding 投資控股
Megalogic Business Management Consultant Limited 宏創企業管理顧問有限公司	Hong Kong 香港	HK$10,000,000 10,000,000港元	**100**	100	**–**	–	Business consultant 業務顧問
Megalogic Investments Group Limited 宏創投集團有限公司	Hong Kong 香港	HK$1 1港元	**100**	100	**–**	–	Inactive 暫無經營
Megalogic Technology Holdings Limited 宏創高科集團有限公司	Hong Kong 香港	HK$1 1港元	**100**	100	**–**	–	Inactive 暫無經營
Easy Loan Finance Limited 易按財務有限公司	Hong Kong 香港	HK$80,000,000 80,000,000港元	**–**	–	**100**	100	Money lending 放債

39. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)

39. 本公司之附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operations 註冊成立及經營地點	Issued and fully paid share capital/registered capital 已發行及繳足之股本及實繳資本	Proportion of ownership interest 所有權權益比例				Principal activities 主要業務
			Held by the Company 由本公司持有		Held by a subsidiary 由一間附屬公司持有		
			2020 2020年 %	2019 2019年 %	**2020 2020年 %**	2019 2019年 %	
Easy Finance Assets Management Limited 融通易資產管理有限公司	Hong Kong 香港	HK$10,000,000 10,000,000港元	**–**	–	**100**	100	Investment holding 投資控股
MiniLogic Device Corporation Limited ("MiniLogic HK") 微創高科有限公司(「微創高科香港」)	Hong Kong 香港	HK$18,321,554 18,321,554港元	**–**	–	**60**	60	Design, development and sales of ICs 設計、開發及銷售集成電路
Megalogic China Development Limited 宏創中國發展有限公司	Hong Kong 香港	HK$1 1港元	**–**	–	**100**	100	Investment holding 投資控股
成都宏創投企業管理有限公司(Note (i)(v)) 成都宏創投企業管理有限公司(附註(i)(v))	PRC 中國	HK$3,400,000 3,400,000港元	**–**	–	**100**	100	Inactive 暫無營業
Western Property Management (HK) Limited 威斯頓物業管理(香港)有限公司	Hong Kong 香港	HK$1 1港元	**–**	–	**100**	100	Investment holding 投資控股
四川威斯頓(Note (ii)(v)) 四川威斯頓(附註(ii)(v))	PRC 中國	RMB1,000,000 人民幣1,000,000元	**–**	–	**100**	100	Property management services 物業管理服務
四川威斯頓華陸(Note (iii)(vi)) 四川威斯頓華陸(附註(iii)(vi))	PRC 中國	RMB2,000,000 人民幣2,000,000元	**–**	–	**51**	51	Property management services 物業管理服務

39. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)

39. 本公司之附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operations 註冊成立及經營地點	Issued and fully paid share capital/registered capital 已發行及繳足之股本及實繳資本	Proportion of ownership interest 所有權權益比例				Principal activities 主要業務
			Held by the Company 由本公司持有		Held by a subsidiary 由一間附屬公司持有		
			2020 2020年 %	2019 2019年 %	2020 2020年 %	2019 2019年 %	
成都凱德澗商貿有限公司 (Note (iv)(v)(vii)) 成都凱德澗商貿有限公司（附註(iv)(v)(vii)）	PRC 中國	Nil 零	–	–	–	100	Supply chain business 供應鏈業務

Notes:

(i) The registered capital was HK$50,000,000. As of 31 December 2020, the paid-up capital was HK$3,400,000 and the remaining registered capital to be injected on or before 30 March 2026.

(ii) The registered capital was increased from RMB5,000,000 to RMB20,000,000 during the year ended 31 December 2019. As of 31 December 2020, the paid-up capital was RMB1,000,000 and the remaining registered capital to be injected on or before 31 December 2035.

(iii) The registered capital was RMB2,000,000. As of 31 December 2020, the paid-up capital was RMB2,000,000.

(iv) The registered capital was RMB10,000,000. As of 31 December 2020, the paid-up capital was Nil and the remaining registered capital to be injected on or before 31 December 2040.

(v) These subsidiaries are wholly foreign-owned enterprise under PRC law.

(vi) This subsidiary is sino-foreign equity joint venture under PRC law.

(vii) This subsidiary was dissolved during the year ended 31 December 2020.

附註：

(i) 註冊資本為50,000,000港元。於2020年12月31日，已付資本為3,400,000港元及餘下增資應於2026年3月30日或之前注入。

(ii) 註冊資本於2019年12月31日止年度由人民幣5,000,000元增加至人民幣20,000,000元。截至2020年12月31日，已付資本為人民幣1,000,000元及餘下增資應於2035年12月31日或之前注入。

(iii) 註冊資本為人民幣2,000,000元。截至2020年12月31日，已付資本為人民幣2,000,000元。

(iv) 註冊資本為人民幣10,000,000元。截至2020年12月31日，已付資本為零及餘下增資應於2040年12月31日或之前注入。

(v) 根據中國法律，該等附屬公司為外商獨資企業。

(vi) 根據中國法律，該附屬公司為中外合資企業。

(vii) 該附屬公司於截至2020年12月31日止年度內解散。

39. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (Continued)

39. 本公司附屬公司詳情(續)

		四川威斯頓華陸		Minilogic Investment Limited and its subsidiary (MiniLogic HK) Minilogic Investment Limited及其附屬公司(微創高科香港)	
		2020 2020年 HK$'000 千港元	2019 2019年 HK$'000 千港元	**2020 2020年 HK$'000 千港元**	2019 2019年 HK$'000 千港元
NCI percentage	非控股權益百分比	**49%**	49%	**40%**	40%
Current assets	流動資產	**991**	642	**1,144**	2,207
Non-current assets	非流動資產	**1**	2	**–**	740
Current liabilities	流動負債	**(130)**	(96)	**(2,358)**	(2,521)
Net assets/(liabilities)	資產／(負債)淨值	**862**	548	**(1,214)**	426
Carrying amount of NCI	非控股權益之賬面值	**422**	269	**(486)**	170
Revenue	收益	**693**	629	**1,805**	7,363
Profit/(loss) for the year	年內溢利／(虧損)	**263**	191	**(1,639)**	(3,755)
Total comprehensive income/(expense)	全面收益／(開支)總額	**362**	181	**(1,639)**	(3,755)
Profit/(loss) allocated to NCI	分配予非控股權益之溢利／(虧損)	**129**	93	**(656)**	(1,502)
Dividend paid to NCI	支付予非控股權益之股息	**–**	–	**–**	–
Cash flows from operating activities	來自經營活動之現金流量	**170**	154	**(421)**	1,462
Cash flows from investing activities	來自投資活動之現金流量	**–**	1	**54**	(559)
Cash flows from financing activities	來自融資活動之現金流量	**–**	–	**–**	(373)

40. COMPARATIVE FINANCIAL INFORMATION

Certain comparative figures have been restated to conform with current year's presentation.

Loan interest income arising from a subsidiary in the PRC of approximately HK$1,320,000 was reclassified from other income to revenue. As one of the principal activities of the Group for the year ended 31 December 2019 and 2020 is money lending, loan interest income derived from any of the Group's operations should be recognised as revenue rather than other income.

40. 比較財務資料

若干比較數據已重列，以符合本年度之呈列方式。

中國一間附屬公司產生的貸款利息收入約1,320,000港元已從其他收入重新分類至收入。由於本集團截至2019年及2020年12月31日止年度的主要業務之一為放債，來自本集團任何業務的貸款利息收入應確認為收入而非其他收入。

41. EVENTS AFTER THE END OF REPORTING PERIOD

Impact of Coronavirus Disease 2019 (COVID-19)

After the outbreak of Coronavirus Disease 2019 ("COVID-19 outbreak") in early 2020, a series of precautionary and control measures have been and continued to be implemented across the world. It has brought about additional uncertainties in the Group's operating environment and may impact the Group's operations and financial position. The Group has been closely monitoring the impact from COVID-19 on the Group's businesses and has commenced to put in place various measures. Based on the information currently available, the directors confirm that there has been no material adverse change in the financial and operating position of the Group up to the date of this report. The Group will pay close attention to the development of the COVID-19 outbreak and perform further assessment of its impact and take relevant measures.

Change of company name

The shareholders of the Company passed a special resolution at the extraordinary general meeting of the Company held on 24 June 2021 approving the change of Company name from "New Western Group Limited" to "GSN Corporation Limited" and without adopting any Chinese name. The Registrar of Companies in the Cayman Islands issued the Certificate of Incorporation on Change of Name of the Company on 29 June 2021. For further details, please refer to the circular of the Company dated 25 May 2021 and the announcement of the Company dated 24 June 2021.

41. 報告期末後事項

2019冠狀病毒病(COVID-19)的影響

於2020年初爆發2019冠狀病毒病(「COVID-19爆發」)後，全球已經及繼續落實多項預防及監控措施。其已為本集團的經營環境帶來額外的不確定性因素，且可能影響本集團的營運及財務狀況。本集團已密切監控COVID-19對本集團業務的影響並開始制定多項措施。董事基於目前所得資料確認，直至本報告日期，本集團的財務及營運狀況並未有重大不利變動。本集團將繼續密切監控COVID-19爆發的發展，並對其影響進行進一步評估及採取相關措施。

更改公司名稱

本公司股東於2021年6月24日舉行的本公司股東特別大會通過特別決議案，批准將本公司名稱由「New Western Group Limited」變更為「GSN Corporation Limited」，且不採用任何中文名稱。開曼群島公司註冊處處長於2021年6月29日簽發了關於更改本公司名稱的公司註冊證書。更多詳情請參閱本公司日期為2021年5月25日的通函及本公司日期為2021年6月24日的公告。

41. EVENTS AFTER THE END OF REPORTING PERIOD (Continued)

Termination of an acquisition

On 16 March 2020, Easy Loan Finance Limited ("Easy Loan") (as purchaser), an indirect wholly-owned subsidiary of the Company, and Mr. Wong Siu Piu ("Mr. Wong") (as vendor) entered into a sale and purchase agreement, pursuant to which Easy Loan has conditionally agreed to purchase, and Mr. Wong has conditionally agreed to sell 49% equity interest in the Tian Cheng Investment Limited ("Tian Cheng Acquisition"). The consideration for the said sale shares shall be settled by way of set off against the outstanding amount due and payable by Mr. Wong to the Easy Loan under a loan agreement entered into between the parties on 17 January 2019 (details of which are set out in the Company's announcement dated 17 January 2019), which amounted to HK$30.0 million as at the date of the sale and purchase agreement (the "Outstanding Amount"). The Tian Cheng Acquisition was terminated on 10 March 2021. Except for the Outstanding Amount and its accrued interests, the Board considers that the termination of the Tian Cheng Acquisition shall not have any material adverse impact on the financial position and business operation of the Group. For details, please refer to the announcements of the Company dated 16 March 2020 and 10 March 2021.

Disposal of a subsidiary of the Company

On 29 April 2021, the Company (as vendor) entered into a sale and purchase agreement with Ms. Yap Ying Tsin ("Ms. Yap"), an independent third party, pursuant to the Company has conditionally agreed to sell, and Ms. Yap has conditionally agreed to purchase the entire issued and paid-up share capital of Excellence Steps Limited ("Excellence Steps"), a company incorporated in BVI and a direct wholly-owned subsidiary of the Company, at a total consideration of HK$3,500,000. As at the date of this report, Excellence Steps holds 45% of the issued shares in the SMA Pacific Limited, an investment holding company, which in turn holds the entire issued shares in the Silva Max AP Industry Sdn. Bhd. ("Silva Max"). Silva Max is a property holding company incorporated in Malaysia with limited liability and its principal assets are six service apartment units with an aggregate gross floor area of 12,000 sq. ft. in Block 2B of the development project known as MM Residency, which is located at the northeastern side of Jalan Melawati 1 near its junction with Jalan G 1, Melawati, Kuala Lumpur, Malaysia. Up to the date of this report, the disposal has not yet been completed pending for the conditions precedent to be satisfied. For details, please refer to the announcement of the Company dated 29 April 2021.

41. 報告期末後事項(續)

終止收購

於2020年3月16日，本公司間接全資附屬公司易按財務有限公司(「易按財務」)(作為買方)與黃小彪先生先生(「黃先生」)(作為賣方)訂立一份買賣協議，據此易按財務有條件同意購買，而黃先生有條件同意出售Tian Cheng Investment Limited(「Tian Cheng收購」)的49%股權。上述出售股份的代價將以抵銷黃先生根據雙方於2019年1月17日訂立的貸款協議(詳情載於公司日期為2019年1月17日的公告中)應付予易按財務的未償還款項，於買賣協議日期為30.0百萬港元(「未償還金額」)。Tian Cheng收購事項已於2021年3月10日終止。除未償還金額及其應計利息外，董事會認為終止Tian Cheng收購事項不會對本集團的財務狀況及業務營運產生任何重大不利影響。詳情請參閱本公司日期為2020年3月16日及2021年3月10日的公告。

出售本公司附屬公司

於2021年4月29日，本公司(作為賣方)與獨立第三方Yap Ying Tsin女士(「Yap女士」)訂立買賣協議，據此本公司有條件同意出售，而Yap女士有條件同意購買Excellence Steps Limited(「Excellence Steps」)的全部已發行及繳足股本，該公司是一家於英屬處女群島註冊成立的公司，為本公司的直接全資附屬公司，總代價為3,500,000港元。於本報告日期，Excellence Steps持有投資控股公司SMA Pacific Limited 45%的已發行股份，而SMA Pacific Limited則持有Silva Max AP Industry Sdn. Bhd(「Silva Max」)的全部已發行股份。Silva Max為一間於馬來西亞註冊成立的有限公司，其主要資產是位於名為MM Residency的發展項目中2B座的六個服務式公寓單位，總建築面積為12,000平方英尺。其位於Jalan Melawati 1的東北側鄰近Jalan G 1，Melawati, Kuala Lumpur, Malaysia的交界處。及至本報告日期，出售事項尚未完成，待先決條件達成。詳情請參閱本公司日期為2021年4月29日的公告。

41. EVENTS AFTER THE END OF REPORTING PERIOD (Continued)

Grant of share options

On 19 February 2021, a total of 67,092,000 share options to subscribe 67,092,000 ordinary shares of par value HK$0.1 each of the Company were granted to certain employees of the Group (the "Grantees") subject to the acceptance of the Grantees, by the Company pursuant to the share option scheme adopted by the Company on 16 May 2012. For further details, please refer to the Company's announcement dated 19 February 2021.

41. 報告期末後事項(續)

授出購股權

於2021年2月19日，本公司根據本公司於2012年5月16日採納的購股權計劃，向本集團若干僱員(「承授人」)授出合共67,092,000份購股權以認購67,092,000股每股面值0.1港元的普通股，惟須獲承授人接納。有關進一步詳情，請參閱本公司日期為2021年2月19日的公告。

SUMMARY OF FIVE YEAR FINANCIAL INFORMATION
五年財務資料概要

The following is a summary of the results, assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements and restated/reclassified as appropriate:

以下為摘自已刊發經審核財務報表及經恰當重列／重新歸類之本集團過去五個財政年度之業績、資產及負債概要：

RESULTS

業績

		Year ended 31 December 截至12月31日止年度				
		2020	2019	2018	2017	2016
		2020年	2019年	2018年	2017年	2016年
		HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
		千港元	千港元	千港元	千港元	千港元
Continuing operations	**持續經營業務**					
Revenue	收益	**25,486**	63,655	76,328	75,925	50,920
(Loss)/profit for the year from continuing operations	年內來自持續經營業務的(虧損)／溢利	**(139,574)**	(20,084)	14,521	9,865	6,827
Discontinued operations	**已終止經營業務**					
Profit from discontinued operation	來自已終止經營業務的溢利	**–**	–	–	462	3,765
(Loss)/profit for the year	年內(虧損)／溢利	**(139,574)**	(20,084)	14,521	10,327	10,592
(Loss)/profit per share (HK cents)	每股(虧損)／溢利（港仙）	**(8.67)**	(1.34)	1.11	0.70	0.64

ASSETS AND LIABILITIES

資產及負債

		As at 31 December 於12月31日				
		2020	2019	2018	2017	2016
		2020年	2019年	2018年	2017年	2016年
		HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
		千港元	千港元	千港元	千港元	千港元
Total assets	總資產	**197,635**	317,729	340,828	325,424	313,143
Total liabilities	總負債	**11,086**	11,876	14,036	12,083	11,208
Net assets	資產淨值	**186,549**	305,853	326,792	313,341	301,935