



TIANLI
HOLDINGS GROUP LIMITED

TIANLI HOLDINGS GROUP LIMITED

天利控股集團有限公司

(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: 117)

ANNUAL REPORT 2018 年報



CONTENTS

目錄

2	Financial Highlights 財務概要	64	Independent Auditor's Report 獨立核數師報告
3	Corporate Information 公司資料	74	Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表
6	Chairman's Statement 主席報告	76	Consolidated Statement of Financial Position 綜合財務狀況表
9	Management Discussion and Analysis 管理層討論及分析	78	Consolidated Statement of Changes in Equity 綜合權益變動表
24	Biographical Details of Directors 董事簡介	79	Consolidated Statement of Cash Flows 綜合現金流量表
30	Corporate Governance Report 企業管治報告	82	Notes to the Financial Statements 財務報表附註
52	Report of the Directors 董事會報告		

Financial Highlights

財務概要

The following tables are summaries of the Group's results, assets, liabilities and equity for the past five financial years:

下表為本集團過去5個財政年度之業績、資產、負債及權益概要：

Results	業績	Year ended 31 December				
		截至12月31日止年度				
		2018	2017	2016	2015	2014
		2018年	2017年	2016年	2015年	2014年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
				(Restated)		
				(經重列)		
Revenue comprising:	收入包括：	1,045,414	1,557,652	904,168	517,887	466,584
MLCC business	MLCC業務	1,143,656	739,343	585,833	517,887	466,584
Investment and financial services	投資與金融服務	(159,011)	152,450	31,752	-	-
Other general trading	其他一般貿易	60,769	665,859	286,583	-	-
Cost of sales	銷售成本	(584,723)	(1,179,036)	(794,668)	(450,934)	(431,230)
Gross profit	毛利	460,691	378,616	109,500	66,953	35,354
Profit/(loss) for the year attributable to owners of the Company	本公司擁有人應佔年度利潤／(虧損)	159,620	134,032	(68,874)	(32,976)	(46,889)
Basic earnings/(loss) per share	每股基本盈利／(虧損)	21.4 cents 仙	18.6 cents 仙	(12.8) cents 仙	(7.6) cents 仙	(11.6) cents 仙

Assets and liabilities	資產及負債	As at 31 December				
		於12月31日				
		2018	2017	2016	2015	2014
		2018年	2017年	2016年	2015年	2014年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Total assets	總資產	1,795,968	2,051,985	1,344,495	1,062,915	631,066
Total liabilities	總負債	802,542	1,208,522	954,729	620,125	237,432
Total equity attributable to owners of the Company	本公司擁有人應佔總權益	987,020	832,175	376,165	442,790	393,634

BOARD OF DIRECTORS

Executive Directors

Mr. Zhou Chunhua (*Chairman*)
Mr. Jin Zhifeng (*Chief Executive Officer*)
(*resigned on 31 March 2019*)
Mr. Pan Tong (*appointed as*
Chief Executive Officer on 12 April 2019)
Mr. Jing Wenping
Mr. Chou, Benjamin Bang Yi (*appointed on 12 April 2019*)

Independent Non-executive Directors

Mr. Chu Kin Wang, Peleus
Mr. To Yan Ming, Edmond
Mr. David Tsoi
Mr. Xu Xuechuan

AUDIT COMMITTEE

Mr. Chu Kin Wang, Peleus (*Chairman*)
Mr. To Yan Ming, Edmond
Mr. David Tsoi
Mr. Xu Xuechuan

REMUNERATION COMMITTEE

Mr. Xu Xuechuan (*Chairman*)
Mr. Chu Kin Wang, Peleus
Mr. To Yan Ming, Edmond
Mr. Zhou Chunhua

NOMINATION COMMITTEE

Mr. Chu Kin Wang, Peleus (*Chairman*)
Mr. To Yan Ming, Edmond
Mr. Xu Xuechuan
Mr. Zhou Chunhua

REGISTERED OFFICE

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

董事會

執行董事

周春華先生 (*主席*)
金志峰先生 (*行政總裁*)
(*於2019年3月31日辭任*)
潘彤先生
(*於2019年4月12日獲委任為行政總裁*)
敬文平先生
周邦毅先生 (*於2019年4月12日獲委任*)

獨立非執行董事

朱健宏先生
杜恩鳴先生
蔡大維先生
徐學川先生

審核委員會

朱健宏先生 (*主席*)
杜恩鳴先生
蔡大維先生
徐學川先生

薪酬委員會

徐學川先生 (*主席*)
朱健宏先生
杜恩鳴先生
周春華先生

提名委員會

朱健宏先生 (*主席*)
杜恩鳴先生
徐學川先生
周春華先生

註冊辦事處

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

Corporate Information

公司資料

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 907–909, 9th Floor
Three Pacific Place
1 Queen's Road East
Hong Kong

PRINCIPAL PLACE OF BUSINESS IN THE PRC

EYANG Building
No.13 Gaoxin North 4th Road
Songpingshan Community
Xili Subdistrict
Nanshan District
Shenzhen, the PRC

AUTHORISED REPRESENTATIVES

Mr. Zhou Chunhua
Mr. Chou, Benjamin Bang Yi (*resigned on 12 April 2019*)
Mr. Lo Chung Man (*appointed on 12 April 2019*)

COMPANY SECRETARY

Mr. Chou, Benjamin Bang Yi (*resigned on 12 April 2019*)
Mr. Lo Chung Man (*appointed on 12 April 2019*)

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited
Room 2103B, 21/F
148 Electric Road
North Point
Hong Kong

總辦事處及香港主要營業地點

香港
皇后大道東1號
太古廣場三座
9樓907–909室

中國主要營業地點

中國深圳市
南山區
西麗街道
松坪山社區
高新北四道13號
宇陽大廈

授權代表

周春華先生
周邦毅先生 (*於2019年4月12日辭任*)
盧頌文先生 (*於2019年4月12日獲委任*)

公司秘書

周邦毅先生 (*於2019年4月12日辭任*)
盧頌文先生 (*於2019年4月12日獲委任*)

主要股份過戶登記處

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

香港股份過戶登記分處

寶德隆證券登記有限公司
香港
北角
電氣道148號
21樓2103B室

PRINCIPAL BANKERS

Chong Hing Bank
Industrial and Commercial Bank of China (Asia)
Industrial and Commercial Bank of China (Macau)
Agricultural Bank of China
Citibank (Hong Kong)
China Construction Bank
Shenzhen Ping An Bank
Bank of China

LEGAL ADVISOR AS TO HONG KONG LAW

Junhe Law Offices

LEGAL ADVISOR AS TO CAYMAN ISLANDS LAW

Conyers Dill & Pearman

AUDITOR

Crowe (HK) CPA Limited
(formerly known as Crowe Horwath (HK) CPA Limited)
Certified Public Accountants

STOCK CODE

117

COMPANY WEBSITE

<http://www.tlhg.com.hk>

主要往來銀行

創興銀行
中國工商銀行(亞洲)
中國工商銀行(澳門)
中國農業銀行
花旗銀行(香港)
中國建設銀行
深圳平安銀行
中國銀行

香港法律顧問

君合律師事務所

開曼群島法律顧問

Conyers Dill & Pearman

核數師

國富浩華(香港)會計師事務所有限公司
執業會計師

股份代號

117

公司網址

<http://www.tlhg.com.hk>

Chairman's Statement

主席報告

On behalf of the Board of Directors (the "Board"), I am pleased to present the annual results of Tianli Holdings Group Limited (the "Company") and its subsidiaries (together referred to as the "Group" or "We") for the twelve months ended 31 December 2018.

ANNUAL RESULTS OF 2018

For the twelve months ended 31 December 2018, the Group recorded annual revenue of RMB1,045.4 million, representing a decrease of approximately 32.9% as compared with last year. Within this, our Multi-layer Ceramic Chips ("MLCC") business reported a significant growth in both revenue and gross profit. Profit for the year attributable to owners of the Company amounted to approximately RMB159.6 million, representing a growth of approximately 19.1%.

MARKET TREND

During 2017, the shift of Japanese manufacturers' production capacity towards high-end automotive and industrial applications resulted in a capacity shortage for consumer grade products. This, coupled with trader speculation, led to substantial price volatility for MLCC products in 2018. This round of movement in the MLCC market was the result of a combination of the short-term inventory cycle, the mid-term production capacity cycle, and the long-term product life cycle. Going forward, prices of MLCC products will remain under pressure in the near run, as customers need time to eliminate excess inventories amid weakened demand for consumer electronics; in the medium term, the gradual release of production capacities invested by competing manufacturers in 2017 may lead to an over supply in the MLCC market; however, in the long run, it is expected that new applications including 5G technology, the internet of things and electric vehicles will drive further growth in the demand for passive components, bringing new opportunities for MLCC manufacturers.

本人謹代表公司董事局（「董事局」）欣然提呈天利控股集團有限公司（「本公司」）及其附屬公司（統稱「本集團」或「我們」）截至2018年12月31日止12個月的全年業績。

2018年全年業績

截至2018年12月31日止12個月，本集團收入為人民幣1,045.4百萬元，較去年下降約32.9%，其中片式多層陶瓷電容器（「MLCC」）業務收入和毛利都有大幅增長。全年公司擁有人應佔溢利約為人民幣159.6百萬元，較去年增長約19.1%。

市場趨勢

2017年日系廠商產能向更高端的車規和工業領域轉移，導致消費級產品產能出現空缺，再加上市場囤貨炒作，MLCC產品價格在2018年經歷了大起大落。可見這一輪MLCC市場的變動正是短期庫存週期、中期產能週期以及長期產品週期共同作用的結果。未來短期內，由於消費電子領域的需求疲弱，客戶需要時間消化存貨，MLCC產品價格將持續承壓；中期來看，隨著競爭廠商於2017年投入的產能逐步釋放，MLCC市場還有可能出現供過於求的情況；但從長遠來看，5G、物聯網、電動車等新興應用領域有望帶來被動元件需求規模的大幅增加，給MLCC廠商帶來新的機遇。

In terms of product and customer mix, the trend in the downstream terminal markets towards smaller form factors remains unchanged, so does the trend of further consolidation in the consumer electronics industry, especially among mobile phone makers. Meanwhile, driven by a number of factors, including supply shortage, trade war and the ZTE incident, major domestic and overseas customers are paying more attention to the safety in their supply chains, opening up a rare opportunity for domestic suppliers who offer greater value and prompt services.

With domestic and overseas real estate investment accounting for a major part of outward investment undertaken by the funds managed and invested by the Group, performance of the entire investment and financial services segment is sensitive to global macroeconomic conditions. Entering 2019, though some signs of recovery emerged in the US capital and real estate markets due to easing expectations of Fed rate hikes, the world's major economies are still faced with challenges and risks relating to their respective growth outlooks. In the UK, significant political discord around Brexit continues to cast uncertainties on the real estate market; while in Australia, house prices further declined in the first quarter. In terms of sub-segments, valuation of shopping malls subsector is under more downward pressure due to the increasingly higher penetration of online shopping.

STRATEGY

In light of divided results among different business segments, we have adopted "focus" as the keyword for our 2019 group-wide strategy.

In respect of the MLCC business, focus in product mix means remaining committed to the technological path for miniature and smaller products, increasing the proportion of O201 series in our total production and sales volume. Focus in customer mix means concentrating our sales efforts on major manufacturers and high-end customers, accelerating the phasing-out of small and medium customers with higher operational risks. To implement these operational strategies, on the one hand, the Group will continue to acquire cutting-edge equipment to expand its production capacity in a prudent and orderly manner; on the other hand, it plans to invest more on research and development to develop high-capacity consumer grade products with smaller size, as well as industrial grade products featuring improved accuracy and reliability.

從產品和客戶結構上看，MLCC下游終端產品小型化的趨勢沒有變，消費電子特別是手機行業集中度增加的趨勢也沒有變。同時，在缺貨、貿易戰、中興事件等一系列因素的共同作用下，國內外的大型客戶都日益重視其供應鏈的安全性，從而為性價比高、服務便捷的本土供應商提供了難得的機會。

由於境內外房地產投資佔集團所管理及投資的基金對外投放中的一大部分，整個投資與金融服務板塊的業績深受全球宏觀經濟形式的影響。進入2019年後，儘管隨著美聯儲加息預期緩和，美國資本市場和房地產市場均出現了一些向好的跡象，全球各主要經濟體仍面臨各自增長前景的挑戰與風險。英國政壇在脫歐上的巨大分歧繼續給房地產市場帶來不確定性，而澳大利亞的房屋價格一季度仍在走低。從具體業態上來看，隨著網上購物滲透率的提高，商場的估值承受著較大的下行壓力。

發展戰略

面對不同業務板塊業績的分化，2019年集團的戰略將圍繞著「聚焦」這一主題詞展開。

對於MLCC業務，在產品結構上，聚焦意味著進一步堅持微型化和小尺寸的技術路線，增加O201產品在總產量和總銷量中的比重；在客戶結構上，聚焦意味著集中力量加強對知名大廠和高端客戶的營銷，加速淘汰經營風險高的中小客戶。為落實上述經營策略，集團一方面將繼續引進先進設備，審慎有序地推動擴產；另一方面將進一步加大研發投入，佈局發展更微型、高容量的消費型產品以及具備更高精度和可靠性的工業級產品。

Chairman's Statement

主席報告

In respect of its asset management business, the Group will continue to consolidate resources to strengthen post-investment management. Focusing on key markets and projects, the Group intends to create value-add through proactive management, and driving value on existing assets through development, transformation and upgrading initiatives. In terms of new projects, the Group's investment will focus on the geographies, industries and products that the Company and its teams are more familiar with and have greater control, especially those projects that will create synergy with other businesses of the Group.

ACKNOWLEDGEMENT

I would like to take this opportunity to thank all of my fellow Directors and employees for their unyielding efforts to carry through the past year. Also, I would like to express my gratitude to all shareholders, investors and customers for their constant trust and support. You are our reason to keep pushing on.

Zhou Chunhua
Chairman

Hong Kong, 19 March 2019

對於資產管理業務，集團將繼續整合資源加強投後管理的工作，聚焦重點市場和重點項目，從管理中要效益，通過開發、改造和升級提升存量資產的價值。在新增項目方面，集團將從地域、行業、產品這三個維度上把投資重點聚焦在公司和團隊更為熟悉、更具有控制力的領域，特別是與集團其他業務能產生協同效應的項目上。

致謝

我亦籍此機會向各位董事同寅及公司同仁表示感謝，感謝大家在過去一年裡不畏挑戰、奮力拚搏。同時我也要向廣大股東、投資者和客戶對我們一貫的信任和 support 表示感謝，你們是我們繼續前進的動力源泉。

主席
周春華

香港，2019年3月19日

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

During 2018, the Group continues its strategy to stretch and invest its diversified business, namely (i) manufacturing and sale of MLCC; (ii) investment and financial services; and (iii) other general trading. Due to the significant improvements in performance both in terms of scale and profitability since the end of 2017, the MLCC segment has recorded a substantial increase in profits. Meanwhile, the investment and financial services segment had encountered a difficult and challenging year.

MLCC

Benefiting from escalating selling prices in the MLCC market driven by a supply-shortage in conventional MLCC products since 2017, the Group witnessed a substantial sales increase for its key MLCC products as market prices kept rising during the first three quarters of 2018, resulting in a record-high MLCC annual revenue. Seizing this opportunity, the Group also refined its product mix by increasing the proportion of production and sales volume of its 0201 series miniature products, laying a solid foundation for its operational strategy to focus on miniature products. The shortage in MLCC products combined with the US-China trade war has caused some major domestic clients to acknowledge the benefits of collaborating with local suppliers, while high-end international clients also began to re-evaluate non-Japanese MLCC supply chains. This allowed the Group to secure some well-known large customers or gain access to high-end international customers. The Group took this opportunity to concentrate available resources on securing client-side design-in from high-end markets, and speeding up the phasing-out of small and medium customers with higher operational risks by selling through dealers instead. The Group is set to utilise the dealers' funding platforms to optimise its customer base.

業務回顧

於2018年，本集團繼續實施其策略，擴展及投資其多元化業務，即(i)製造及銷售MLCC；(ii)投資與金融服務；以及(iii)其他一般貿易。自2017年年底以來，由於在發展規模及盈利能力方面的表現均顯著改善，MLCC分部錄得重大溢利增長。與此同時，投資與金融服務分部於年內面臨困境及挑戰。

MLCC業務

受惠於2017年起常規性MLCC供應短缺所導致的MLCC市場價格普遍上升，2018年前三個季度在MLCC市場價格持續上漲的利好因素下本集團主營產品MLCC銷售顯著增長，MLCC全年營業收入創歷史新高。同時也藉此調整了集團的產品結構，增加0201小型化產品在總產量與總銷量的比重，為本集團聚焦小型化產品的經營策略奠定了堅實的基礎。在MLCC缺貨的情況下再疊加中美貿易戰的影響，令一些國內大廠商重視與本土供應商的合作，國際高端客戶也重新審視非日系MLCC供應鏈，從而令本集團成功開拓了一些知名的大客戶或獲得國際高端客戶的准入機會。本集團抓住這一機會，集中資源於高端市場及高端客戶的Design-in，並進一步加速淘汰經營風險高的中小客戶，轉而通過經銷商銷售，並實現利用經銷商的資金平台優勢，優化客戶結構。

Management Discussion and Analysis

管理層討論及分析

The MLCC market, however, went through an abrupt change in the fourth quarter of 2018. After rising for over a year, prices of MLCC products dropped as a result of a market-wide sell-off among MLCC agents, alleviating the supply shortage in conventional MLCC products. The global macroeconomy faced daunting headwinds created by the US-China trade war. Consequently, the fast decline in MLCC prices was exacerbated as customers cut orders and took time to reduce their excess inventories amid a weakening domestic consumer market with subdued activities in the traditional peak seasons for consumer electronics. As a result, the MLCC segment reported a decrease in revenue for the last two months and the downturn is expected to sustain for a period of time. The new production capacities of those MLCC producers who invested in expansion during 2017 would keep coming to the market, leading to a potential over supply of MLCC products and thus a further decline in the price of conventional MLCC products. As a result, there is still a high level of uncertainty concerning the prospect of the MLCC market. Furthermore, as the Chinese government has introduced more stringent policies and standards on environmental protection in conjunction with its nationwide eco-friendly rectifying initiatives since 2018, many manufacturers (including MLCC upstream suppliers) will be affected and raw material prices are likely to go up. The Group also work actively to comply with new laws and regulations related to environmental protection, including increasing investment on pollution treatment facilities and outsourcing certain processes with high emissions. These will result in higher product costs for the MLCC business, and consequently greater operational challenges.

INVESTMENT AND FINANCIAL SERVICES

Asset Management

One of our operating subsidiaries was granted the licences for Type 4 (Advising on securities) and Type 9 (Asset management) regulated activities by the Securities and Futures Commission in Hong Kong in November 2016.

但2018年第四季度開始MLCC市場突變，漲價一年多的MLCC行情逆轉，市場上MLCC的代理商紛紛拋貨出售，常規MLCC產品缺貨情況緩解，MLCC價格回落，再加上中美貿易戰的影響，全球宏觀經濟形勢日趨嚴峻，使國內市場對消費性產品需求放緩，消費電子產業旺季不旺，市場需求下降，客戶存貨積壓需要時間消化，客戶減少訂單加劇MLCC的市場價格快速下跌，導致最後兩個月營業收入呈下降趨勢，預計會持續低迷一段時間。MLCC廠商於2017年投資擴張的新的生產力將繼續投入市場，可能導致MLCC產品供過於求，進而導致常規型MLCC價格進一步下滑，MLCC市場前景因此維持較大的不確定性。再加上2018年起環保整治風暴席捲全國各地，國家出台越來越嚴的環保政策，環保標準日趨嚴格，影響很多生產企業包括MLCC的上游供應商，原材料價格上漲，而本集團為滿足環保法規新要求也積極應對，例如加大資金增投環保治理設施和將大排放量工序外包，這兩項將導致產品成本上升，MLCC經營難度加大。

投資與金融服務

資產管理

2016年11月，本集團營運之一間附屬公司獲香港證券及期貨事務監察委員會授予牌照，可從事第4類（就證券提供意見）及第9類（提供資產管理）受規管活動。

Management Discussion and Analysis

管理層討論及分析

During the year, after the participating shares of Wasen-Tianli SPC were redeemed, the relevant investor switched to directly investing into individual fund managed by the Group. Other than the above, there were no significant changes in the number, size and structure of funds managed by the Group. As at 31 December 2018, the Group has established and/or managed a total number of 11 funds, each with a distinct investment focus. In the meantime, the Group also directly invests into certain funds as a limited partner.

Unit: US\$ million

年內，於Wasen-Tianli SPC之參與股份獲贖回後，相關投資者轉為直接投資於本集團管理之個別基金。除此以外，本集團管理之基金的數量、規模與結構並未發生重大的變化。於2018年12月31日，本集團已設有及／或管理合共11隻不同投資重點的基金。同時，本集團作為有限合夥人亦已直接投資於若干基金。

單位：百萬美元

	Fund Name 基金名稱	Initial Closing Date 初始交割日	Term (Year) 期限(年期)	Investment Focus 投資重點	Capital Commitment 承諾資本	
					Total of the Fund ⁽⁷⁾ 基金總額 ⁽⁷⁾	Total from the Group ⁽⁸⁾ 本集團總額 ⁽⁸⁾
1	Tianli China Opportunities Fund I L.P. 天利中國機遇型基金一號	January 2017 2017年1月	3+1 ⁽⁵⁾ +1 ⁽⁵⁾	Project fund established for an investment in Beijing 就位於北京的一個投資項目而設的項目基金	116.4	17.5
2	Tianli SPC	January 2017 2017年1月	3 ⁽⁶⁾	Invest in a wide range of assets including private equity investments, listed and unlisted securities, debt securities and other financial instruments 投資於各種資產，包括私募股權投資、上市及非上市證券、債務證券及其他金融工具	87.4	-
3	Tianli Private Debt Fund L.P. 天利私募債權基金	January 2017 2017年1月	5+1 ⁽³⁾ +1 ⁽⁴⁾	Invest in a wide range of private debt instruments with regional focus primarily in developed countries and China 對多種私募債權工具進行投資，投資地域主要集中在發達國家及中國	300.0	35.0
4	Tianli Private Debt Capital L.P. 天利私募債權資本	March 2017 2017年3月	5+3 ⁽¹⁾ +1 ⁽¹⁾	Invest predominantly across a wide range of private debt instruments globally 主要投資於全球各種私募債權工具	175.0	9.8
5	Tianli Global Opportunities Capital L.P. ⁽²⁾ 天利環球機遇資本 ⁽²⁾	March 2017 2017年3月	7+2 ⁽¹⁾	Invest globally across various sectors and distressed assets 對全球不同行業及受壓資產進行投資	175.0	12.2
6	Tianli Special Situations Capital L.P. 天利機遇資本	March 2017 2017年3月	7+2 ⁽¹⁾ +1 ⁽¹⁾	Invest predominantly in global mergers and acquisitions, private equity or other corporate finance transactions 主要投資於全球兼併收購、私募股權或其他企業融資交易	175.0	9.8
7	Tianli Public Markets Capital L.P. 天利公開市場資本	March 2017 2017年3月	4+2 ⁽¹⁾ +2 ⁽¹⁾	Invest predominantly in the secondary market of publicly traded securities globally 主要投資於全球二級市場的上市證券	100.0	5.6
8	Tianli M&A Investment L.P. 天利併購投資基金	March 2017 2017年3月	3+2 ⁽¹⁾ +2 ⁽⁴⁾	Invest predominantly in global mergers and acquisitions or other corporate finance related investments 主要投資全球併購或其他企業融資相關投資	310.0	-
9	Tianli China Opportunities Fund II L.P. 天利中國機遇型基金二號	March 2017 2017年3月	5+1 ⁽³⁾ +1 ⁽⁴⁾	Project fund established for an investment in Shanghai 就位於上海的一個投資項目而設的項目基金	80.4	-
10	Tianli UK Opportunities Fund L.P. 天利英國機遇型基金	March 2017 2017年3月	5+1 ⁽³⁾ +1 ⁽⁴⁾	Invest predominantly in projects located in United Kingdom 主要對位於英國的項目進行投資	150.4	-
11	Tianli US Opportunities Fund L.P. 天利美國機遇型基金	April 2017 2017年4月	5+1 ⁽³⁾ +1 ⁽⁴⁾	Invest predominantly in projects located in the United States 主要對位於美國的項目進行投資	12.6	-

Management Discussion and Analysis

管理層討論及分析

Notes:

1. Extension upon recommendation of the general partner with approval of the investment committee
2. Formerly known as Tianli Real Estate Capital L.P.
3. Extension upon sole discretion of the general partner
4. Extension upon recommendation of the general partner with approval of the advisory committee
5. Extension upon approval of the limited partners
6. Refers to investor lockup period
7. Including cross holdings among the funds
8. Including direct capital

As at 31 December 2018, the total capital commitment of the above funds (after eliminating the cross-holding effect) is approximately US\$1,057.9 million, among which the Group has committed approximately US\$89.9 million with US\$79.0 million capital invested. During 2018, these 11 funds has recorded a total net loss of RMB215.1 million on the Group's capital invested and contributed a total management fee revenue of RMB56.0 million to the Group.

The funds managed by the Group mainly invested in six countries and regions including Australia, Hong Kong, Korea, PRC, UK and USA. The product types were debt, common equity and preferred equity.

The majority of such outward investments was made within 2017, with over half being equity or debt investments related to domestic and overseas real estate projects, which were susceptible to macroeconomic conditions. During 2018, especially the second half of the year, activities in global property markets were largely subdued, of which: in the UK, valuations of properties, in particular, commercial properties, were under pressure amidst uncertainties around Brexit; in Australia, housing market saw a decline in both sales volume and price in the market; while in mainland China, growth in leasing demand for office space also slowed down due to the impact of the US-China trade war. Under such a backdrop, and as a result of a number of factors combined, including overestimation of markets and projects by certain funds at the initial investment phase, as well as the weakening of all relevant currencies (British pound, Australian dollar, Korean Won and RMB, each at varying degrees) against the US dollar during the year, the Group's investments in certain funds recorded significant decrease in fair value during 2018.

附註：

1. 經普通合夥人建議及投資委員會批准後延期
2. 前稱天利房地產資本
3. 經普通合夥人全權酌情決定後延期
4. 經普通合夥人建議及顧問委員會批准後延期
5. 經有限合夥人批准後延期
6. 指投資者禁售期
7. 包括各隻基金之間的交叉持股
8. 包括直接資本

於2018年12月31日，上述基金的承諾資本總額（將交叉持股影響抵銷後）約為1,057.9百萬美元，其中本集團的承諾資本約為89.9百萬美元，當中已投資資本為79.0百萬美元。於2018年，本集團於上述11隻基金的已投資資本共錄得淨虧損總額人民幣215.1百萬元，為本集團貢獻的管理費收入總額為人民幣56.0百萬元。

本集團管理的基金主要對外投資於澳大利亞、香港、韓國、中國、英國及美國等六個國家及地區。產品類型為債權、普通權益以及優先權益。

這些對外投資中的大多數都是在2017年度內投放的，並且超過一半是與境內外房地產相關的股權或債權類投資，容易受到宏觀經濟形勢的影響。2018年度特別是下半年開始，全球樓市普遍降溫，其中：英國由於脫歐進程的不確定性，房地產特別是商業房地產估值承壓；澳洲住宅市場成交量低迷，價格下挫；受中美貿易戰影響，中國內地寫字樓租賃需求也有所放緩。在這樣的大背景下，再加上部分基金在前期投放時對市場和項目的預期過於樂觀，以及全年主要相關貨幣（英鎊、澳元、韓元以及人民幣）均對美元出現了不同程度的貶值，多種因素疊加造成了本集團於部分基金中的投資的公平值於2018年內有了較大幅度的下調。

Management Discussion and Analysis

管理層討論及分析

Faced with challenging market conditions, the Group's funds have suspended new investments since the second quarter of 2018. Committed to improving returns and minimizing further losses through enhanced management, the Group has actively adjusted personnel and management structures of its fund operation, consolidating available resources on the post-investment management of existing projects.

Unit: US\$ million

面對具有挑戰的市場狀況，自2018年二季度起天利系列基金暫停了對外新增項目投放，本集團積極調整了基金業務的人員和管理架構，集中力量投入到現有項目的投後管理中去，致力於通過加強管理來增加收益和減少進一步的損失。

單位：百萬美元

Fund Name	基金名稱	Country/Region 國家／地區	Invested Amount 投資金額
Tianli China Opportunities Fund I L.P.	天利中國機遇型基金一號	PRC 中國	116.4
Tianli Private Debt Fund L.P.	天利私募債權基金	Australia 澳大利亞	42.7
		Korea 韓國	35.0
		UK 英國	62.6
		USA 美國	21.4
Tianli Special Situations Capital L.P.	天利機遇資本	Hong Kong 香港	113.6
Tianli M&A Investment L.P.	天利併購投資基金	Hong Kong 香港	310.0
Tianli China Opportunities Fund II L.P.	天利中國機遇型基金二號	PRC 中國	81.0
Tianli UK Opportunities Fund L.P.	天利英國機遇型基金	UK 英國	133.5
Tianli US Opportunities Fund L.P.	天利美國機遇型基金	USA 美國	10.4

Management Discussion and Analysis

管理層討論及分析

Unit: US\$ million

單位：百萬美元

Fund Name	基金名稱	Product 產品	Invested Amount 投資金額
Tianli China Opportunities Fund I L.P.	天利中國機遇型基金一號	Common Equity 普通權益	116.4
Tianli Private Debt Fund L.P.	天利私募債權基金	Debt 債權	105.1
		Common Equity 普通權益	21.4
		Preferred Equity 優先權益	35.2
Tianli Special Situations Capital L.P.	天利機遇資本	Debt 債權	113.6
Tianli M&A Investment L.P.	天利併購投資基金	Debt 債權	310.0
Tianli China Opportunities Fund II L.P.	天利中國機遇型基金二號	Common Equity 普通權益	81.0
Tianli UK Opportunities Fund L.P.	天利英國機遇型基金	Common Equity 普通權益	108.3
		Preferred Equity 優先權益	25.2
Tianli US Opportunities Fund L.P.	天利美國機遇型基金	Common Equity 普通權益	10.4

Investment

As at 31 December 2018, other than the capital invested into funds managed by the Group as limited partner, the Group's balance of direct financial investment is approximately RMB26.6 million, including equity investment of approximately RMB9.5 million and interest in an associate of approximately RMB17.1 million.

The Group has been exploring opportunities for strategic expansion into the Korean asset management market since mid-2017, and decided to indirectly acquire 28.31% interest in Asset One Investments Korea Limited, which is a fully licensed comprehensive asset management company in Korea. This transaction was completed in February 2018.

投資

於2018年12月31日，除作為有限合夥人將資本投資於本集團管理之基金外，本集團的直接金融投資結餘約為人民幣26.6百萬元，包括股權投資約人民幣9.5百萬元及於一間聯營公司的權益約人民幣17.1百萬元。

本集團自2017年中開始物色機會，尋求策略性拓展韓國資產管理市場，並決定間接收購韓國一間全牌照綜合資產管理公司Asset One Investments Korea Limited的28.31%權益。該項交易於2018年2月完成交割。

Management Discussion and Analysis

管理層討論及分析

Financial Technology

In 2017, following an assessment on market demand and subsequent investment needs, the management decided to cease further investment into the financial technology business for the time being. In December 2017, an agreement was entered into by the Group and an independent third party for the sale of 北京希為科技有限公司 and 深圳市香納商業保理有限公司, two of the Group's financial technology subsidiaries. This transaction was completed in January 2018.

OTHER GENERAL TRADING

The spot price of chrome ore at China's seaports increased slightly in the first quarter of 2018 driven by a surge in purchasing orders from ferrochrome factories. However, entering the second quarter, the spot price of chrome ore began to decline due to the sliding sales price of downstream chrome metal and the rising level of chrome ore stock at China's seaports.

As the spot price of chrome ore commenced its downward trend, combined with the movement in the US dollar exchange rate, chrome ore importers' willingness to purchase remained low. The spot price stabilized in the fourth quarter after chrome ore stocks at China's seaports came down in the third quarter and downstream ferrochrome factories began to build up inventory in preparation for the new year holiday.

In response to the downturn in the chrome ore market in 2018, the Group has been trading cautiously to minimize its risk exposure. The Group completed approximately 39,000 tons of chrome ore sales in 2018.

During the year, the other general trading segment contributed a revenue of approximately RMB60.8 million (2017: RMB665.9 million), representing a 90.9% decrease as compared to 2017, which was mainly due to the lower than expected trading volume of chrome ore. The segment contributed a segment profit of RMB0.9 million (2017: RMB1.2 million).

金融科技

於2017年，管理層在評估了市場需求以及後續投資需求之後，決定暫時不再向金融科技業務作進一步投入。於2017年12月，本集團與一名獨立第三方訂立協議，以出售本集團金融科技板塊下的兩家附屬公司北京希為科技有限公司和深圳市香納商業保理有限公司。該項交易於2018年1月完成交割。

其他一般貿易

由於鉻鐵廠商的採購訂單激增，中國港口鉻礦石的現貨價格於2018年第一季度輕微上漲。然而，進入第二季度，由於下游鉻金屬的售價下滑及中國港口鉻礦石庫存水平上升，鉻礦石的現貨價格開始下跌。

當鉻礦石現貨價格開始下行後，加上美元匯率變動，鉻礦石進口商的購買意願持續低迷。由於中國港口的鉻礦石庫存於第三季度得到消耗而下降，而下游鉻鐵廠商開始備貨以應對新年假期，現貨價格於第四季度維持在相對穩定的水平。

鑒於2018年鉻礦石市場的下行趨勢，本集團保持審慎交易策略，務求減低風險。本集團於2018年完成銷售約39,000噸鉻礦石。

年內，其他一般貿易分部貢獻營業收入約人民幣60.8百萬元（2017年：人民幣665.9百萬元），較2017年下降90.9%，主要由於鉻礦石的交易量遜於預期。該分部貢獻分部利潤人民幣0.9百萬元（2017年：人民幣1.2百萬元）。

Management Discussion and Analysis

管理層討論及分析

BUSINESS PROSPECT

Driven by the development of new applications such as 5G technology, the internet of things (IoT) and artificial intelligence (AI), the Group believes that the demand for passive components will grow significantly in the long run. In particular, miniature MLCC products will become the mainstream of the market, as terminal manufacturers tend to choose smaller MLCC products due to a drive for smaller form factors in electronic terminal products. The Group remains on track to orderly implement its expansion plan, increasing production capacity of its miniature MLCC products with the gradual installation of certain new equipments. In response to wild market swings and environmental risks, the Group will strive to minimize those substantial market threats by further controlling costs and increasing research and development spendings.

In terms of investment and financial services, the Group will reinforce the post-investment monitoring and management of existing projects in its fund operation in 2019, taking various measures to prevent and mitigate potential risks, through enhancing risk-control measures and reducing risk exposure based on existing contract terms in order to safeguard the interests of fund investors. With most of its efforts directed towards the subsequent management of existing projects, the Group will also start developing new business in 2019 when appropriate, exploring value-add opportunities for investors in stable and reliable investment projects.

In terms of other general trading, the Group currently holds a positive view. In the short term, the Group keeps a close eye on market prices of chrome ore and other commodities. In the medium to long-term, it will monitor the impact of outcome of the US-China trade war negotiations on global trade. In light of limited resources, the Group will be adequately prepared for opportunities emerging in the market.

業務展望

在5G、物聯網、人工智能等新應用發展帶動下，本集團相信長期對被動元件的需求仍將大幅增加，尤其是電子終端產品小型化的發展趨勢，終端廠商傾向於選擇小尺寸MLCC，小型化MLCC產品是MLCC市場主流產品。本集團擴產計劃仍在有序進行中，隨著部分新設備陸續到位，小型化MLCC產品產能不斷上升。鑒於市場波動較大和環保的風險，本集團將持續通過進一步控制成本和增加研發，以減低市場重大風險。

在投資與金融服務方面，本集團於2019年將進一步加強基金業務已投放項目的後續監控和管理，積極採取多種措施防範和化解可能出現的風險，在既有合同條款基礎上的情況下通過加強風控措施及減少風險敞口，維護基金投資人的利益。在主要精力放在現有項目後續管理外，2019年度本集團亦會開始適時拓展業務，尋找穩健可靠的投資項目為投資人提供增值機會。

在其他一般貿易業務方面，現時集團抱著積極觀望的態度，短期看鉻礦石市場價格和其他商品的價格，中長期等中美貿易戰談判結果對國際貿易的影響。在資源有限的情況下，作出適當的準備以抓住市場機遇。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

Revenue

As aforementioned, the Group generates revenue from three distinct business segments, namely (i) manufacturing and sale of MLCC; (ii) investment and financial services; and (iii) other general trading. Aggregately the three segments produced total revenue of RMB1,045.4 million in 2018, 32.9% down from 2017.

Revenue from the MLCC segment in 2018 was RMB1,143.7 million, an increase of 54.7% from 2017. This was mainly due to the higher selling prices of our products, driven by the supply-shortage in the MLCC market throughout the first three quarters of 2018. This contributed to a significant increase in revenue. Yet, revenue in the last two months of 2018 started to drop as market demand, selling prices and order volume all shrank.

Revenue from investment and financial services segment was negative RMB159.0 million, mainly due to the fair value loss (2017: positive RMB152.5 million). The revenue primarily consists of asset management fee income of RMB56.0 million (2017: RMB38.7 million) and net loss in fund investments of RMB215.1 million (2017: net gain of RMB69.3 million). The increase in asset management fee income is mainly attributed to the higher capital drawdown from investors in 2018 while the net loss in fund investments was mainly due to the decreased fair value of fund investments in 2018.

The other general trading segment noted a revenue of RMB60.8 million in 2018, 90.9% reduced from 2017.

Gross Profit Margin

The Group's aggregate gross profit margin in 2018 was approximately 44.1%, which was 19.8 percentage points up from approximately 24.3% for 2017.

The gross profit margin of the Group's MLCC business for 2018 reached 54.1%, a remarkable improvement from approximately 31.3% for 2017, primarily because MLCC products went through a substantially greater surge in price than in cost during 2018.

財務回顧

營業收入

如上文所述，本集團的營業收入來自三個不同業務分部，即(i)製造及銷售MLCC；(ii)投資與金融服務；及(iii)其他一般貿易。於2018年，三個分部合共產生營業收入總額人民幣1,045.4百萬元，較2017年下降32.9%。

2018年，MLCC分部的營業收入為人民幣1,143.7百萬元，較2017年增加54.7%，主要是由於2018年前三個季度MLCC市場供應短缺，帶動本公司產品售價上漲，因而令營業收入大幅增加。然而，由於市場需求、售價及訂單於2018年最後兩個月有所回落，營業額開始下滑。

投資與金融服務分部的營業收入為負人民幣159.0百萬元，主要由於公平值虧損（2017年：正人民幣152.5百萬元）。營業收入主要包括資產管理費收入人民幣56.0百萬元（2017年：人民幣38.7百萬元）及基金投資虧損淨額人民幣215.1百萬元（2017年：收益淨額人民幣69.3百萬元）。資產管理費收入之增幅主要歸於投資者於2018年之資本提取額增加，而基金投資之虧損淨額則主要由於基金投資公平值於2018年有所減少。

其他一般貿易分部於2018年錄得營業收入人民幣60.8百萬元，較2017年減少90.9%。

毛利率

2018年，本集團的總毛利率約為44.1%，較2017年約24.3%增加約19.8個百分點。

2018年，本集團MLCC業務的毛利率為54.1%，較2017年的約31.3%顯著提升，主要是受惠於2018年MLCC產品售價上漲幅度大於成本上升幅度。

Management Discussion and Analysis

管理層討論及分析

The gross profit margin of other general trading business remained slim in both years, and were 1.3% and 0.7% for 2018 and 2017, respectively.

Other Income

The Group's other income amounted to RMB114.5 million in 2018, representing an increase of 276% from the same period in 2017. The increase was mainly due to recognising a gain on disposals of subsidiaries of RMB72.9 million, and foreign exchange gain of RMB20.1 million attributable to exchange fluctuation.

Selling and Distribution Costs

The Group's selling and distribution costs totalled RMB35.4 million in 2018, and this was a 48.5% increase from 2017. This was mainly due to a growth in sales for the year, which resulted in higher selling expenses.

Administrative Expenses

The Group's administrative expenses for 2018 were RMB162.4 million, representing an increase of RMB34.6 million from 2017. As compared to 2017, the main change was an increase in staff costs of RMB21.0 million.

Research and Development Costs

The Group incurred research and development costs of RMB66.9 million in 2018, representing an increase of 66.1% from 2017. This was mainly due to our continued efforts on the research and development of super-miniature MLCC products during the year, together with improved compensation packages for the R&D team.

Other Expenses

The Group's other expenses were RMB5.3 million in 2018, nature of which was an impairment loss of accounts receivables.

於2018年及2017年，其他一般貿易業務的毛利率依然微薄，分別為1.3%及0.7%。

其他收益

2018年，本集團其他收益為人民幣114.5百萬元，較2017年同期增加276%。增幅的主要原因是出售附屬公司確認收益人民幣72.9百萬元，以及匯率波動產生的匯兌收益人民幣20.1百萬元。

銷售及分銷成本

2018年，本集團銷售及分銷成本合共為人民幣35.4百萬元，較2017年增加48.5%，主要是由於本年度銷售額增長，銷售的各項費用均有所上升。

行政費用

2018年，本集團行政費用為人民幣162.4百萬元，較2017年增加人民幣34.6百萬元。與2017年相比，主要變動為員工成本上升人民幣21.0百萬元。

研究及開發成本

2018年，本集團產生研究及開發成本人民幣66.9百萬元，較2017年增加66.1%，主要是由於本年度持續加大MLCC超微型產品的研發力度以及提高了對研發團隊的薪酬待遇。

其他開支

2018年，本集團的其他開支為人民幣5.3百萬元，其性質為應收款項減值虧損。

Management Discussion and Analysis

管理層討論及分析

Finance Costs

The Group's finance costs amounted to RMB26.7 million in 2018, significantly reduced from RMB59.7 million recorded in 2017. The decrease in finance costs was due to settlement of bank and other loans in the first half of 2018.

Property, Plant and Equipment

The net book values of the Group's property, plant and equipment were RMB152.9 million at 31 December 2018, increased by RMB23.7 million from the balance at 31 December 2017. This was mainly due to additions (i.e., upgrading and replacing) of machinery and equipment of RMB109.7 million, net off by disposals (directly and through disposals of subsidiaries) of RMB62.4 million and depreciation of approximately RMB23.0 million.

Investment Properties

The Group's investment properties were carried at RMB22.9 million at 31 December 2018, comparable to the carrying value of RMB23.0 million as at 31 December 2017.

Financial Assets at Fair Value Through Profit or Loss

At 31 December 2018, the Group's financial assets at fair value through profit or loss ("FVPL") had a carrying value of RMB478.6 million, which was 13.3% down from the balance at 31 December 2017 which was classified as financial assets designated at FVPL. This was mainly due to fair value loss of RMB215.1 million, and newly bought wealth management products of RMB110.5 million.

Other Intangible Assets

The Group's other intangible assets amounted to RMB0.3 million at 31 December 2018, comparable to RMB0.4 million at 31 December 2017. RMB0.3 million was capitalised for the newly-installed SPC software system during the second half of 2018, with an amortisation of RMB0.4 million for the existing intangible assets, including SAP management software.

融資成本

2018年，本集團融資成本為人民幣26.7百萬元，較2017年錄得的人民幣59.7百萬元大幅減少。融資成本減少乃由於2018年上半年償還銀行及其他貸款。

物業、廠房及設備

於2018年12月31日，本集團物業、廠房及設備的賬面淨值為人民幣152.9百萬元，較2017年12月31日的結餘增加人民幣23.7百萬元。期間變化主要為添置（含更新和更換）機器設備人民幣109.7百萬元，扣減出售（含直接處置和出售附屬公司）人民幣62.4百萬元及折舊額約人民幣23.0百萬元。

投資物業

於2018年12月31日，本集團投資物業的賬面值為人民幣22.9百萬元，而2017年12月31日的賬面值為人民幣23.0百萬元。

按公平值計入損益的金融資產

於2018年12月31日，本集團按公平值計入損益的金融資產的賬面值為人民幣478.6百萬元，較2017年12月31日的結餘（分類為指定按公平值計入損益的金融資產）下降13.3%，主要是由於公平值虧損人民幣215.1百萬元及新購買的財富管理產品人民幣110.5百萬元。

其他無形資產

於2018年12月31日，本集團其他無形資產為人民幣0.3百萬元，而2017年12月31日為人民幣0.4百萬元。2018年下半年就新增SPC軟件系統資本化人民幣0.3百萬元，現有SAP管理軟件等無形資產攤銷人民幣0.4百萬元。

Management Discussion and Analysis

管理層討論及分析

Accounts and Bills Receivables

At 31 December 2018, the Group's accounts and bills receivables amounted to RMB277.4 million, down by RMB114.0 million or 29.1% from the balance at 31 December 2017. This was mainly due to a reduction in accounts receivables attributable to the drastic decline in sales number and revenue of the MLCC business during the last two months of 2018, while a growth was noted in the corresponding period of 2017.

Prepayments, Deposits and Other Receivables

At 31 December 2018, prepayments, deposits and other receivables amounted to RMB81.0 million, up by RMB22.9 million as compared to the balance at 31 December 2017. This was mainly due to an increase of RMB20.1 million in deposits paid for acquisition of fixed assets, and an increase of RMB23.6 million in deductible VAT, offset by RMB32.4 million deposits paid for acquisition of a subsidiary.

Cash and Bank Balances and Pledged Bank Deposits

At 31 December 2018, the Group's cash and bank balances and pledged bank deposits totalled RMB501.6 million, down by RMB195.9 million from 31 December 2017. The decrease was mainly due to settlement of borrowings in early 2018, partly offset by the faster receivable turnover as demonstrated in the MLCC segment during 2018.

Trade and Bills Payables

At 31 December 2018, the Group's trade and bills payables amounted to RMB144.9 million, increased by RMB21.1 million from 31 December 2017. This was mainly due to additional inventories purchased to guarantee future production.

Deferred Income, Accruals and Other Payables

At 31 December 2018, total deferred income, accruals and other payables amounted to RMB161.9 million, which was RMB32.0 million up from 31 December 2017. This was mainly due to an increase of RMB61.6 million in wages payable, an increase of RMB6.0 million in unpaid equipment costs, offset by RMB23.0 million down in deposits received for disposal of subsidiaries and RMB15.3 million down in other tax payable.

應收款項及應收票據

於2018年12月31日，本集團的應收款項及應收票據為人民幣277.4百萬元，較2017年12月31日的結餘減少人民幣114.0百萬元或29.1%，主要是由於MLCC業務於2018年最後兩個月的銷量及銷售額急劇下降，而2017年同期則是上升，因此導致應收賬款相對減少。

預付款項、按金及其他應收款項

於2018年12月31日，預付款項、按金及其他應收款項合共為人民幣81.0百萬元，較2017年12月31日的結餘增加人民幣22.9百萬元，主要原因是收購固定資產所付按金增加人民幣20.1百萬元，以及可抵扣增值稅增加人民幣23.6百萬元，以及收購一間附屬公司的按金減少人民幣32.4百萬元。

現金及銀行結餘及已抵押銀行存款

於2018年12月31日，本集團現金及銀行結餘及已抵押銀行存款共人民幣501.6百萬元，較2017年12月31日減少人民幣195.9百萬元。變動主要為2018年初償還借貸，以及MLCC分部於2018年應收款回籠有所加快。

應付貿易賬款及應付票據

於2018年12月31日，本集團應付貿易賬款及應付票據為人民幣144.9百萬元，較2017年12月31日增加人民幣21.1百萬元，主要是為保證未來生產而增購存貨。

遞延收入、應計費用及其他應付款項

於2018年12月31日，遞延收入、應計費用及其他應付款項合共為人民幣161.9百萬元，較2017年12月31日增加人民幣32.0百萬元，主要是由於應付工資增加人民幣61.6百萬元、尚未支付的設備成本增加人民幣6.0百萬元，被出售附屬公司的已收按金減少人民幣23.0百萬元，以及其他應付稅項減少人民幣15.3百萬元。

Management Discussion and Analysis

管理層討論及分析

Bank and Other Loans

During 2018 the Group had settled all outstanding bank and other loans.

Bond Payable

The bond payable by the Group at 31 December 2018 was carrying at RMB387.9 million, down by RMB6.0 million from 31 December 2017. The decrease was a mixed result of the accrual of interests during the year, as well as the fluctuations in exchange rate of Renminbi against HK\$ during 2018.

Contingent Liabilities

At 31 December 2018, the Group had no material contingent liabilities.

Capital Commitments

At 31 December 2018, the Group had capital commitments of RMB168.8 million, including undrawn commitment to Tianli Private Debt Fund L.P. of approximately US\$11.2 million, or RMB76.0 million, and capital commitment for addition of production equipment of approximately RMB92.8 million.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

Net Current Assets

As at 31 December 2018, the Group had net current assets of approximately RMB395.3 million (2017: RMB60.0 million), comprising of current assets of RMB1,133.8 million (2017: RMB1,236.6 million), net of current liabilities of RMB738.5 million (2017: RMB1,176.6 million).

The Group's current ratio was 1.54 as at 31 December 2018, while this ratio was 1.05 as at 31 December 2017. The increase in current ratio was mainly due to the settlement of bank and other loans in early 2018.

銀行及其他貸款

2018年，本集團已清償所有未償還銀行及其他貸款。

應付債券

於2018年12月31日，本集團應付債券為人民幣387.9百萬元，較2017年12月31日減少人民幣6.0百萬元。減幅主要是由於年內產生累計利息以及人民幣兌港元的匯率於2018年的波動。

或然負債

於2018年12月31日，本集團並無重大的或然負債。

資本承擔

於2018年12月31日，本集團之資本承擔為人民幣168.8百萬元，包括對天利私募債權基金的未提取承諾額約11.2百萬美元（即人民幣76.0百萬元），以及添置生產設備的資本承擔約人民幣92.8百萬元。

流動資金、財務資源及資本架構

流動資產淨值

於2018年12月31日，本集團的流動資產淨值約為人民幣395.3百萬元（2017年：人民幣60.0百萬元），其中包括流動資產人民幣1,133.8百萬元（2017年：人民幣1,236.6百萬元），扣除流動負債人民幣738.5百萬元（2017年：人民幣1,176.6百萬元）。

於2018年12月31日，本集團的流動比率為1.54，而於2017年12月31日的流動比率為1.05。流動比率增加主要是由於2018年初償還銀行及其他貸款。

Management Discussion and Analysis

管理層討論及分析

Banking Facilities

As at 31 December 2018, the Group had been granted banking facilities of RMB267.8 million aggregately, RMB265.7 million of which had not been utilised.

Gearing Ratio

The Group monitors its capital structure through gearing ratio, which is net debt divided by capital plus net debt. Net debt is calculated at the sum of bank and other loans, bond payable, obligations under finance lease, dividend payable, trade and bills payables and accruals and other payables (excluding deferred income and receipt in advance) less cash and cash equivalents. Capital represents equity attributable to the owners of the Company (excluding share capital). As at 31 December 2018 and 2017, the gearing ratios of the Group were approximately 15.5% and 34.7%, respectively. The improvement in gearing ratio was a result of the settlement of bank and other loans in early 2018.

Financial Resources

With the amount of liquid assets on hand as well as credit facilities granted by banks, the management is of the view that the Group has sufficient financial reserves to meet its ongoing operational requirements.

FOREIGN CURRENCY RISK

In 2018, the Group's revenue were mainly denominated in Renminbi, US dollars and HK\$, whilst its purchases were mainly denominated in Renminbi, US dollars, HK\$ and Japanese Yen. The trade receivables denominated in US dollars were greater than the trade payables denominated in US dollars, and the trade receivables denominated in HK\$ were smaller than the trade payables denominated in HK\$. Meanwhile, the Group is exposed to risks in respect of trade payables denominated in Japanese Yen, but is basically not exposed to risks in respect of trade receivables denominated in Japanese Yen. In the event of vigorous fluctuation of exchange rates, foreign currencies risk will exist to a certain extent. The Group will adopt corresponding hedging measures in relation to its foreign currency exposure, with a view to providing protection against future foreign currency risk.

銀行授信

於2018年12月31日，本集團獲授銀行授信合共人民幣267.8百萬元，其中人民幣265.7百萬元尚未動用。

資產負債比率

本集團以資產負債比率（即淨債務除以資本加淨債務）監控其資本架構。淨債務按銀行及其他貸款、應付債券、融資租賃承擔、應付股息、應付貿易賬款及應付票據以及應計費用及其他應付款項（不包含遞延收入及預收收入）之總和減現金及現金等價物計算。資本指本公司擁有人應佔權益（不包含股本）。於2018年及2017年12月31日，本集團的資產負債比率分別約為15.5%及34.7%。資產負債比率改善乃由於2018年初償還銀行及其他貸款。

財務資源

憑著手頭流動資產金額及銀行所授出信貸額度，管理層認為本集團具備充裕財務儲備應付其持續經營所需。

外匯風險

於2018年度，本集團之收入主要以人民幣、美元和港元列值，採購則主要以人民幣、美元、港元和日圓列值。以美元列值的應收貿易賬款大於以美元列值的應付貿易賬款，以港元列值的應收貿易賬款小於以港元列值的應付貿易賬款。同時，本集團還存在以日圓列值應付貿易賬款而基本不存在以日圓列值的應收貿易賬款風險。在匯率劇烈波動時，存在一定的外匯風險。本集團將採取相應的外匯風險對沖措施以防範未來的外匯風險。

Management Discussion and Analysis

管理層討論及分析

CHARGES ON ASSETS

As at 31 December 2018, prepaid land lease payments and investment properties of the Group's MLCC segment with carrying amounts of approximately RMB1.0 million and RMB22.9 million respectively (2017: certain buildings, plant and machinery, prepaid land lease payments, investment properties and trade and bills receivables with carrying amounts of approximately RMB42.6 million, RMB10.3 million, RMB23.0 million and RMB330.1 million respectively) have been pledged as securities for banking facilities. As at 31 December 2018, all equity interest in a wholly-owned subsidiary of the Company, Eyang Management Co., Ltd., have been pledged as security for the bond payable.

HUMAN RESOURCES

As at 31 December 2018, the Group had a total of 1,260 (2017: 1,277) employees. The remuneration policy and package of the Group's employees are structured in accordance to market conditions, the performance, educational background and experience of individual employees as well as statutory requirements where appropriate.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

As far as the Board and the management are aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the year, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

RELATIONSHIP WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group understands the importance of maintaining a good relationship with its employees, customers and suppliers to meet its immediate and long-term business goals. During the year ended 31 December 2018, there were no significant dispute between the Group and its employees, customers and suppliers.

資產抵押

於2018年12月31日，本集團MLCC分部的土地租賃預付款項及投資物業，賬面值分別約為人民幣1.0百萬元和人民幣22.9百萬元（2017年：若干樓宇、廠房及機器、土地租賃預付款項、投資物業及應收貿易賬款及應收票據賬面值分別約為人民幣42.6百萬元、人民幣10.3百萬元、人民幣23.0百萬元及人民幣330.1百萬元），已被質押作為銀行授信之抵押品。於2018年12月31日，本公司旗下一間全資附屬公司(Eyang Management Co., Ltd.)之全部股本權益已被質押作為應付債券之抵押品。

人力資源

於2018年12月31日，本集團共有1,260名（2017年：1,277名）員工。本集團的員工薪酬政策及待遇乃按市場情況、個別員工的表現、教育背景及經驗，以及適用的法定要求而釐定。

遵守相關法律法規

據董事會及管理層所知，本集團已在重大方面遵守對本集團的業務及運營具有重大影響的相關法律法規。年內，本集團並無嚴重違反或不遵守適用的法律法規。

與僱員、客戶及供應商的關係

本集團深知與僱員、客戶及供應商維持良好關係對於實現其近期及長期業務目標的重要性。截至2018年12月31日止年度，本集團與其僱員、客戶及供應商之間並無重大爭議。

Biographical Details of Directors 董事簡介

Mr. Zhou Chunhua, aged 42, joined the Company as an executive Director in January 2016 and was appointed as the chairman of the Board of the Company in January 2018. Mr. Zhou was appointed as a member of the Remuneration Committee and the Nomination Committee of the Company in July 2018. He is also a director of various subsidiaries of the Company. Mr. Zhou holds a Master of Business Administration degree in Finance from Kellogg School of Management at Northwestern University, a Master of Philosophy degree in System Dynamics from University of Bergen and a Bachelor of Science degree in Management Information Systems from Fudan University. Mr. Zhou had held various executive positions in a reputable investment bank and had worked for various international financial institutions and business organizations. Mr. Zhou has extensive experience in financial management, investment and corporate finance.

Mr. Jin Zhifeng, aged 55, was appointed as an executive Director and chief executive officer in August 2017 and is a director of certain subsidiaries of the Company. He received his master's degree in Finance from Hunan University of Finance and Economics (currently known as Hunan University) in 1999 and a doctor's degree in Business Administration from Beijing Normal University in 2016. Mr. Jin is a public valuer certified by the Ministry of Finance of the People's Republic of China, a member of the China Appraisal Society and a certified senior economist. Before joining the Company, Mr. Jin had held various senior executive positions at a nationwide asset management company in China with extensive experience in investment banking and asset management. Mr. Jin resigned as an executive Director and a chief executive officer of the Company with effect from 31 March 2019.

Mr. Jing Wenping, aged 37, was appointed as an executive Director of the Company in May 2013. Mr. Jing is the deputy general manager of MLCC division of the Group. Mr. Jing is also a director of various subsidiaries of the Company. He is in charge of the Group's MLCC product management, including development, quality and production. Following his graduation from University of Electronic Science and Technology of China in 2005, Mr. Jing started his career in the Group and was promoted to the deputy factory director of the MLCC Production Centre in February 2008. He left the Group in April 2009 and rejoined the Group in January 2012. Mr. Jing obtained a master's degree in business administration from Peking University HSBC Business School in 2018.

周春華先生，42歲，於2016年1月加入本公司擔任執行董事，並於2018年1月獲委任為本公司董事會主席。周先生於2018年7月獲委任為本公司薪酬委員會及提名委員會之成員。周先生亦為本公司多間附屬公司之董事。周先生持有西北大學凱洛格管理學院金融學工商管理碩士學位、卑爾根大學系統動力學哲學碩士學位及復旦大學管理信息系統理學學士學位。周先生曾於一間著名投資銀行擔任多個行政職位，過往亦曾在多間國際金融及商業機構任職，於財務管理、投資及企業融資方面擁有豐富經驗。

金志峰先生，55歲，於2017年8月獲委任為執行董事兼行政總裁，亦為本公司若干附屬公司之董事。他於1999年獲湖南財經學院（現稱為湖南大學）金融學碩士學位，以及於2016年獲北京師範大學工商管理博士學位。金先生為中華人民共和國財政部認證之估值師及中國資產評估協會會員並持有高級經濟師證書。加入本公司前，金先生曾於中國一家全國性資產管理公司擔任多個高級行政職務，在投資銀行及資產管理方面擁有豐富經驗。金先生已辭任本公司執行董事及行政總裁，自2019年3月31日起生效。

敬文平先生，37歲，於2013年5月獲委任為本公司執行董事。敬先生為本集團MLCC事業部副總經理，亦為本公司多家附屬公司之董事。敬先生負責本集團MLCC產品管理，包括開發、品質、生產等環節。敬先生於2005年畢業於電子科技大學，其後加入本集團，於2008年2月晉升為MLCC製造中心生產廠副廠長，2009年4月離開本集團，後於2012年1月重新加入本集團。敬先生於2018年在北京大學滙豐商學院取得工商管理碩士學位。

Biographical Details of Directors 董事簡介

Mr. Pan Tong, aged 47, was appointed as an executive Director and chief risk officer of the Company in August 2017. Mr. Pan is also a director of various subsidiaries of the Company. Mr. Pan holds a bachelor's degree in international finance from Hunan College of Finance and Economics (currently known as Hunan University). Mr. Pan had held various executive positions at several banks and financial institutions in China with extensive experience in the fields of risk management, corporate banking and investment. Mr. Pan has been appointed as a chief executive officer of the Company with effect from 12 April 2019, and resigned as the chief risk officer of the Company on the same day.

Mr. Chu Kin Wang, Peleus, aged 54, joined the Company as an independent non-executive Director in April 2007. Mr. Chu is also the chairman of the Audit Committee and the Nomination Committee and a member of the Remuneration Committee of the Company. Mr. Chu holds a Master of Business Administration degree from The University of Hong Kong. Mr. Chu is a fellow of both the Hong Kong Institute of Certified Public Accountants (Practising) and the Association of Chartered Certified Accountants. Mr. Chu is also an associate of both the Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries. He has extensive experience in corporate finance, audit, accounting and taxation. Mr. Chu is currently a deputy chairman and executive director of Chinese People Holdings Company Limited (stock code: 681), and was an non-executive director of Perfect Group International Holdings Limited (stock code: 3326) until March 2017, the shares of which are all listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

潘彤先生，47歲，於2017年8月獲委任為本公司執行董事兼首席風險官。潘先生亦為本公司多間附屬公司之董事。潘先生擁有湖南財經學院（現稱為湖南大學）國際金融學士學位。潘先生曾在中國多家銀行及金融機構擔任多個執行要職，在風險管理、企業銀行及投資領域擁有豐富經驗。潘先生已獲委任為本公司行政總裁，自2019年4月12日起生效，並於同日辭任為本公司首席風險官。

朱健宏先生，54歲，於2007年4月加入本公司任獨立非執行董事。朱先生亦為本公司審核委員會及提名委員會主席，以及薪酬委員會成員。朱先生持有香港大學工商管理碩士學位，並為香港會計師公會資深執業會員及特許公認會計師公會資深會員。朱先生亦為特許秘書及行政人員公會及香港特許秘書公會會士。彼於企業融資、審計、會計及稅務方面擁有豐富經驗。朱先生現任中民控股有限公司（股份代號：681）副主席兼執行董事，並曾擔任保發集團國際控股有限公司（股份代號：3326）之非執行董事，任期至2017年3月止，該等公司之股份均於香港聯合交易所有限公司（「聯交所」）上市。

Biographical Details of Directors 董事簡介

Mr. Chu is currently or used to be an independent non-executive director of the following companies, the securities of which are listed on the Stock Exchange:

- Mingfa Group (International) Company Limited (stock code: 846) since November 2016;
 - Madison Holdings Group Limited (formerly known as Madison Wine Holdings Limited) (stock code: 8057) since September 2015;
 - SuperRobotics Limited (formerly known as SkyNet Group Limited) (stock code: 8176) since March 2012;
 - Huayu Expressway Group Limited (stock code: 1823) since May 2009;
 - China First Capital Group Limited (formerly known as China Vehicle Components Technology Holdings Limited) (stock code: 1269) since October 2011;
 - Flyke International Holdings Ltd. (stock code: 1998) since February 2010;
 - China Huishan Dairy Holdings Company Limited (stock code: 6863) until December 2017;
 - National Agricultural Holdings Limited (stock code: 1236) until September 2015;
 - Telecom Service One Holdings Limited (former stock code: 8145) (stock code: 3997) until December 2017; and
 - PT International Development Corporation Limited (formerly known as ITC Corporation Limited) (stock code: 372) until September 2017.
- 朱先生現任或曾任下列公司（其證券均於聯交所上市）之獨立非執行董事：
- 明發集團（國際）有限公司（股份代號：846）（自2016年11月至今）；
 - 麥迪森控股集團有限公司（前稱麥迪森酒業控股有限公司）（股份代號：8057）（自2015年9月至今）；
 - 超人智能有限公司（前稱航空互聯集團有限公司）（股份代號：8176）（自2012年3月至今）；
 - 華昱高速集團有限公司（股份代號：1823）（自2009年5月至今）；
 - 中國首控集團有限公司（前稱中國車輛零部件科技控股有限公司）（股份代號：1269）（自2011年10月至今）；
 - 飛克國際控股有限公司（股份代號：1998）（自2010年2月至今）；
 - 中國輝山乳業控股有限公司（股份代號：6863）（任期至2017年12月止）；
 - 國農控股有限公司（股份代號：1236）（任期至2015年9月止）；
 - 電訊首科控股有限公司（原股份代號：8145）（股份代號：3997）（任期至2017年12月止）；及
 - 保德國際發展企業有限公司（前稱德祥企業集團有限公司）（股份代號：372）（任期至2017年9月止）。

Biographical Details of Directors 董事簡介

Mr. To Yan Ming, Edmond, aged 47, was appointed as an independent non-executive Director of the Company in July 2016. Mr. To is also a member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company. Mr. To holds a Bachelor of Commerce (Accounting) degree from Curtin University of Technology in Western Australia. Mr. To is a Certified Public Accountant (Practising) in Hong Kong, and a member of both the CPA Australia and the Hong Kong Institute of Certified Public Accountants. He had worked for Deloitte Touche Tohmatsu, an international accounting firm, and has extensive experience in auditing, accounting, public offerings and taxation matters. Mr. To is also a director of Edmond To CPA Limited, R.C.W. (HK) CPA Limited and Asian Alliance (HK) CPA Limited (formerly known as Zhonglei (HK) CPA Company Limited). Mr. To is an independent non-executive director of Courage Investment Group Limited (formerly Courage Marine Group Limited) (stock code: 1145), China Vanguard You Champion Holdings Limited (formerly China Vanguard Group Limited) (stock code: 8156), Wai Chun Group Holdings Limited (stock code: 1013), Wai Chun Mining Industry Group Company Limited (stock code: 660), Birmingham Sports Holdings Limited (formerly Birmingham International Holdings Limited) (stock code: 2309), EPI (Holdings) Limited (stock code: 689), SH Group (Holdings) Limited (stock code: 1637) and Asia Grocery Distribution Limited (stock code: 8413), all of which are companies listed on the Stock Exchange.

杜恩鳴先生，47歲，於2016年7月獲委任為本公司獨立非執行董事。杜先生亦為本公司審核委員會、提名委員會及薪酬委員會成員。杜先生持有西澳洲科廷科技大學商業（會計學）學士學位。杜先生為香港執業會計師，亦為澳洲會計師公會及香港會計師公會會員。彼曾於國際會計師事務所德勤•關黃陳方會計師行任職，於審計、會計、公開發售及稅務事宜方面擁有豐富經驗。杜先生亦為杜恩鳴會計師事務所有限公司、中輝偉創（香港）會計師事務所有限公司及華融（香港）會計師事務所有限公司（前稱中磊（香港）會計師事務所有限公司）之董事。杜先生現為勇利投資集團有限公司（前稱勇利航業集團有限公司）（股份代號：1145）、眾彩羽翔股份有限公司（前稱眾彩科技股份有限公司）（股份代號：8156）、偉俊集團控股有限公司（股份代號：1013）、偉俊礦業集團有限公司（股份代號：660）、伯明翰體育控股有限公司（前稱伯明翰環球控股有限公司）（股份代號：2309）、長盈集團（控股）有限公司（股份代號：689）、順興集團（控股）有限公司（股份代號：1637）及亞洲雜貨有限公司（股份代號：8413）之獨立非執行董事。所述公司均為聯交所上市公司。

Biographical Details of Directors

董事簡介

Mr. David Tsoi, aged 71, was appointed as an independent non-executive Director of the Company in August 2017. Mr. Tsoi is also a member of the Audit Committee of the Company. Mr. Tsoi obtained a master's degree in business administration from the University of East Asia, Macau (currently known as the University of Macau) in 1986. He is a certified public accountant registered with the Hong Kong Institute of Certified Public Accountants, a chartered certified accountant registered with the Association of Chartered Certified Accountants and a chartered professional accountant and certified general accountant certified by the Chartered Professional Accountants of British Columbia, Canada, fellow member of The Institute of Chartered Accountants in England and Wales, The Society of Chinese Accountants and Auditors and the CPA Australia. He is also a certified tax adviser registered with The Taxation Institute of Hong Kong. Currently, he is the managing director of Allriott, Tsoi CPA Limited. Mr. Tsoi is an independent non-executive director of Guru Online (Holdings) Limited (stock code: 8121), Green International Holdings Limited (stock code: 2700), VPower Group International Holdings Limited (stock code: 1608), Universal Technologies Holdings Limited (stock code: 1026) and Everbright Grand China Assets Limited (stock code: 3699). Mr. Tsoi was an independent non-executive director of CRRC Corporation Limited (stock code: 1766), Enviro Energy International Holdings Limited (stock code: 1102) and Loto Interactive Limited (stock code: 8198), all companies are listed on the Stock Exchange. Mr. Tsoi was an independent non-executive director of Anxin-China Holdings Limited (stock code: 1149), whose shares were delisted on the Stock Exchange in December 2018.

蔡大維先生，71歲，於2017年8月獲委任為本公司獨立非執行董事。蔡先生亦為本公司審核委員會成員。蔡先生於1986年在澳門東亞大學（現稱澳門大學）取得工商管理碩士學位。彼為於香港會計師公會註冊之執業會計師、於特許公認會計師公會註冊之特許執業會計師及獲加拿大英屬哥倫比亞省特許專業會計師協會認證之特許專業會計師及註冊會計師，以及英格蘭及威爾斯特許會計師公會、香港華人會計師公會及澳洲會計師公會資深會員。彼亦為於香港稅務學會註冊之執業稅務顧問。彼現任維昌會計師事務所有限公司之董事總經理。蔡先生為超凡網路（控股）有限公司（股份代號：8121）、格林國際控股有限公司（股份代號：2700）、偉能集團國際控股有限公司（股份代號：1608）、環球實業科技控股有限公司（股份代號：1026）及光大永年有限公司（股份代號：3699）之獨立非執行董事。蔡先生曾擔任中國中車股份有限公司（股份代號：1766）、環能國際控股有限公司（股份代號：1102）及樂透互娛有限公司（股份代號：8198）之獨立非執行董事，該等公司均於聯交所上市。蔡先生曾擔任中國安芯控股有限公司（股份代號：1149）之獨立非執行董事，該公司之股份已於2018年12月於聯交所除牌。

Biographical Details of Directors 董事簡介

Mr. Xu Xuechuan, aged 56, joined the Company as an independent non-executive Director in July 2015. Mr. Xu is also the chairman of the Remuneration Committee of the Company and a member of the Audit Committee and the Nomination Committee of the Company. Mr. Xu holds a bachelor's degree in economics from Peking University in China, a Master of Arts in Economics degree and a Master of Science degree in Marketing Research from University of Guelph, Canada. Mr. Xu has extensive experience in direct investment and corporate finance. Mr. Xu has held senior management and consulting positions in various international enterprises in Canada, Hong Kong and China.

New Director to the Board

On 11 April 2019, the Board announced the appointment of Mr. Chou, Benjamin Bang Yi as an executive Director of the Company with effect from 12 April 2019.

Mr. Chou, Benjamin Bang Yi, alias Zhou Bang Yi, aged 39, is the company secretary and chief legal officer of the Company before his appointment as an executive Director of the Company. He is also the chief risk officer of the Company. Mr. Chou holds a Juris Doctor degree from Cornell University Law School and Bachelor of Art degrees in Economics and in Political Science from the University of California, Los Angeles in the United States. He is a solicitor admitted in Hong Kong and in the State of New York of the United States. Mr. Chou has more than 10 years of experience in providing corporate legal and compliance advices and other professional corporate services to Hong Kong listed and private companies.

徐學川先生，56歲，於2015年7月加入本公司為獨立非執行董事。徐先生亦為本公司薪酬委員會主席以及審核委員會及提名委員會成員，持有中國北京大學經濟學學士學位及加拿大University of Guelph經濟學文學碩士學位及市場研究理學碩士學位。徐先生於直接投資及企業融資方面擁有豐富經驗，曾於加拿大、香港及中國多間國際企業擔任高級管理及顧問職位。

董事會新董事

於2019年4月11日，董事會宣佈委任周邦毅先生為本公司執行董事，自2019年4月12日起生效。

周邦毅先生，39歲，於獲委任為本公司執行董事前，彼為本公司之公司秘書兼法務總監。彼亦為本公司首席風險官。周先生持有康乃爾大學法學院法學博士學位及美國加利福尼亞大學洛杉磯分校經濟學及政治科學文學士學位。周先生於香港及美國紐約州獲認可為律師。周先生於為香港上市及私營公司提供企業法律及合規意見以及其他專業企業服務方面擁有逾10年經驗。

Corporate Governance Report

企業管治報告

The board of Directors (the “Board”) is committed to providing effective management and sound control of the Company for maximizing the shareholders’ value.

The Board, with members experienced in investment banking and investment, has successfully made inroad into investment and financial services of which asset management and direct investment are the major components. In view of the more stringent regulatory requirements and complicated operation environments of the new business, the management has been carefully looking into the business strategy and procedures to ensure a high standard of corporate governance on the basis of the code provisions as stipulated in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) as well as the requirements from other regulatory bodies like Securities and Futures Commission (“SFC”). The Board continues to adhere to the principles of high standard of corporate governance through regular review on the Company’s corporate governance practice and make necessary changes whenever necessary.

CORPORATE GOVERNANCE PRACTICES

The Company has complied with the CG Code throughout the year ended 31 December 2018.

The Board continues to monitor and review the Company’s corporate governance practices to ensure compliance.

BOARD OF DIRECTORS

Composition of the Board

The Board is responsible for setting the Group’s business objectives, devising strategic plans and operation policies and overseeing the Group’s performance. As at the date of the report of Directors contained herein, there are 8 members in the Board comprising 4 executive Directors and 4 independent non-executive Directors. Mr. Jin Zhifeng resigned as an executive Director and a chief executive officer of the Company with effect from 31 March 2019 due to his own personal development. Mr. Chou, Benjamin Bang Yi has been appointed as an executive Director of the Company with effect from 12 April 2019.

董事會（「董事會」）致力為本公司提供有效的管理及穩健的監控，力求給股東帶來最佳回報。

董事會成員在投資銀行及投資業務方面擁有豐富經驗，並已成功進軍以資產管理及直接投資為核心的投資與金融服務行業。鑒於愈發嚴格的監管規定及新業務複雜多變的營商環境，管理層始終審慎評估相關業務策略及程序，旨在確保基於香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄14所載的企業管治守則（「企業管治守則」）內訂明之守則條文及其他監管機構（如證券及期貨事務監察委員會（「證監會」））的規定實現高水平的企業管治。透過定期檢討本公司企業管治常規並於必要時作出所須變更，董事會持續秉承高水平的企業管治原則。

企業管治常規

截至2018年12月31日止年度內，本公司已遵守企業管治守則。

董事會繼續監察及檢討本公司的企業管治常規以確保合規。

董事會

董事會之組成

董事會負責為本集團訂立業務目標、制訂策略性計劃及經營政策，以及監督本集團表現。於本年報所載的董事會報告日期，董事會有8名成員，包括4名執行董事及4名獨立非執行董事。金志峰先生基於個人發展原因辭任本公司執行董事及行政總裁職務，自2019年3月31日起生效。周邦毅先生已獲委任為本公司執行董事，自2019年4月12日起生效。

Corporate Governance Report

企業管治報告

The executive Directors of the Board participate in the Group's daily operation and management and convey a clear picture of the direction, business objectives and goals of the Company to the staff. They keep track of the performance of the senior management with reference to the goals and objectives set by the Board.

董事會執行董事參與本集團的日常營運及管理，並向員工明確傳達本公司的方向、業務目標及目的。彼等參照董事會設定的目的及目標了解高級管理人員的表現。

The biographical details of the Directors are set out on pages 24 to 29 of this Annual Report.

董事履歷詳情載於本年報第24頁至29頁。

The composition of the Board as at 31 December 2018 is set out below:

於2018年12月31日，董事會的組成如下：

Name of Directors 董事姓名	Title 職銜
Executive Directors 執行董事	
Mr. Zhou Chunhua 周春華先生	<i>Chairman</i> 主席
Mr. Jin Zhifeng (<i>resigned on 31 March 2019</i>) 金志峰先生 (於2019年3月31日辭任)	<i>Chief Executive Officer</i> 行政總裁
Mr. Jing Wenping 敬文平先生	<i>Executive Director</i> 執行董事
Mr. Pan Tong 潘彤先生	<i>Chief Risk Officer</i> 首席風險官
Independent Non-executive Directors 獨立非執行董事	
Mr. Chu Kin Wang, Peleus 朱健宏先生	<i>Independent Non-executive Director</i> 獨立非執行董事
Mr. To Yan Ming, Edmond 杜恩鳴先生	<i>Independent Non-executive Director</i> 獨立非執行董事
Mr. David Tsoi 蔡大維先生	<i>Independent Non-executive Director</i> 獨立非執行董事
Mr. Xu Xuechuan 徐學川先生	<i>Independent Non-executive Director</i> 獨立非執行董事

Notes:

1. Mr. Sue Ka Lok resigned as a non-executive Director of the Company with effect from 17 January 2018.
2. Mr. Huang Mingxiang resigned as an executive Director and a chairman of the Company with effect from 24 January 2018.
3. Mr. Zhou Chunhua was appointed as a chairman of the Company with effect from 24 January 2018.

附註：

1. 蘇家樂先生已辭任本公司非執行董事，自2018年1月17日起生效。
2. 黃明祥先生已辭任本公司執行董事及主席，自2018年1月24日起生效。
3. 周春華先生已獲委任為本公司主席，自2018年1月24日起生效。

Corporate Governance Report

企業管治報告



4. Mr. Kwok Oi Lung Roy resigned as an executive Director of the Company with effect from 15 May 2018.
 5. Mr. Chan Chi On, Derek resigned as an independent non-executive Director of the Company with effect from 6 April 2018.
 6. Mr. Yu Zhenyu resigned as an executive Director and chief financial officer of the Company with effect from 20 April 2018.
 7. Mr. Zhu Xiaodong resigned as an executive Director of the Company with effect from 30 April 2018.
 8. Mr. Jin Zhifeng resigned as an executive Director and a chief executive officer of the Company with effect from 31 March 2019.
 9. Mr. Pan Tong has been appointed as a chief executive officer of the Company with effect from 12 April 2019.
 10. Mr. Chou, Benjamin Bang Yi has been appointed as an executive Director of the Company with effect from 12 April 2019.
4. 郭凱龍先生已辭任本公司執行董事，自2018年5月15日起生效。
 5. 陳志安先生已辭任本公司獨立非執行董事，自2018年4月6日起生效。
 6. 余振宇先生已辭任本公司執行董事及財務總監，自2018年4月20日起生效。
 7. 朱曉冬先生已辭任本公司執行董事，自2018年4月30日起生效。
 8. 金志峰先生辭任本公司執行董事及行政總裁，自2019年3月31日起生效。
 9. 潘彤先生已獲委任為本公司行政總裁，自2019年4月12日起生效。
 10. 周邦毅先生已獲委任為本公司執行董事，自2019年4月12日起生效。

An updated list of Directors identifying their roles and functions is maintained on the websites of the Company and Hong Kong Exchanges and Clearing Limited.

Chairman and Chief Executive Officer

During the year, Mr. Zhou Chunhua acted as the chairman of the Board and Mr. Jin Zhifeng acted as the chief executive officer of the Company. The roles of the chairman and the chief executive officer are separated and their respective roles and responsibilities were set out in writing.

After the reporting period, on 27 March 2019, Mr. Jin Zhifeng has tendered his resignation as an executive Director and a chief executive officer of the Company with effect from 31 March 2019. On 11 April 2019, the Board announced the appointment of Mr. Pan Tong as a chief executive officer of the Company with effect from 12 April 2019. Since then, the roles of the chairman and chief executive officer of the Company are still separate and are performed by two different individuals in compliance with the code provision A.2.1 of the CG Code.

訂明董事角色及職能的最新董事名單載於本公司及香港交易及結算有限公司之網站。

主席及行政總裁

年內，周春華先生擔任董事會主席，金志峰先生擔任本公司行政總裁。主席及行政總裁的職務已相互區分，其各自的角色及職責已以書面列載。

於報告期後，金志峰先生已於2019年3月27日提交辭呈，辭任本公司執行董事及行政總裁職務，自2019年3月31日起生效。於2019年4月11日，董事會宣佈委任潘彤先生為本公司行政總裁，自2019年4月12日起生效。此後，本公司主席及行政總裁之職位仍然分別由不同人士擔任，以符合企業管治守則第A.2.1條之規定。

Nomination Policy

The Board adopted a nomination policy (the “Nomination Policy”) in December 2018 which sets out the nomination procedures and the process and criteria adopted to guide the nomination committee of the Company (the “Nomination Committee”) to select and recommend candidates for the Board. The nomination will be in pursuit of a balance of skills, experience and diversity of perspectives in the Board appropriate to the requirements of the Company’s business as well as succession continuity. The Nomination Committee will identify and nominate qualified individuals for appointment as additional Director(s) or to fill vacancies as and when they arise.

In assessing the suitability of a proposed candidate, the Nomination Committee would consider factors including:

- (a) reputation for integrity;
- (b) experience in (i) investment and financial services business; (ii) general trading business; and (iii) MLCC business;
- (c) accounting or related financial management expertise as required under the Listing Rules;
- (d) diversity in all its aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
- (e) commitment in respect of available time and relevant interest; and
- (f) Requirements in respect of independent non-executive directors in accordance with the Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines as set out in the Listing Rules.

These factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate.

提名政策

董事會於2018年12月採納一項提名政策（「提名政策」），當中列明就向本公司提名委員會（「提名委員會」）挑選及推薦董事會人選提供指引所採納的提名程序、流程及標準，有關提名將以確保董事會具備切合本公司業務所需的均衡技能、經驗及多元化觀點以及繼任連貫性為原則。提名委員會將物色及提名合資格人士出任額外董事或在董事會出現空缺時填補空缺。

於評估獲提名的人選是否適合時，提名委員會考慮之因素包括：

- (a) 誠信聲譽；
- (b) 於(i)投資與金融服務業務；(ii)一般貿易業務；及(iii)MLCC業務之經驗；
- (c) 上市規則規定之會計或相關財務管理專長；
- (d) 董事會方面之多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期；
- (e) 可投入時間及對相關事務關注之承諾；及
- (f) 根據上市規則有關獨立非執行董事的規定，以及根據上市規則所載的獨立性指引，有關人選是否被視為獨立。

該等因素僅供參考，並非詳盡無遺，亦不具決定性作用。提名委員會可酌情提名任何其認為適當之人士。

Corporate Governance Report

企業管治報告

Board Diversity Policy

The Board adopted the board diversity policy (the “Board Diversity Policy”) in accordance with the requirement set out in the CG Code. Such policy aims to set out the approach to achieve diversity on the Board. The appointment of new directors of the Company shall be based on meritocracy, and candidates shall be considered against objective criteria, having due regard for the benefits of diversity on the Board. In selecting director candidates, Board diversity shall be considered, including but not limited to, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. Directors with technical, legal, financial, management and audit background will provide various extensive business experiences to the Company. Such factors will be considered by the Company based on its business model and specific needs and the ultimate decision will be based on merit, value and contribution that the selected candidates will bring to the Board. The Nomination Committee monitors, from time to time, the implementation of the policy, and reviews, as appropriate, the policy to ensure the effectiveness of the policy. The Nomination Committee will continue to give adequate consideration to these measurable objectives when making recommendations of candidates for appointment to the Board.

Under the current Board combination, all Directors possess extensive experience in financial management. In addition, no less than one-third of them are independent non-executive Directors, of whom at least one of them has appropriate professional qualifications or accounting or related financial management expertise.

董事會多元化政策

董事會根據企業管治守則所載之規定採納董事會多元化政策（「董事會多元化政策」）。該政策旨在載列為達致董事會多元化而採取之方針。本公司新董事之委任須以用人唯才為原則，並於考慮人選時以客觀標準充分顧及董事會多元化之裨益。於選擇董事人選時，須考慮董事會多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期。結合擁有技術、法律、財務、管理、審計等背景之董事，為公司提供不同業務範疇之豐富經驗。本公司將根據自身業務模式及具體需要來考慮上述因素，最終將按人選之長處、價值及可為董事會作出之貢獻綜合決定。提名委員會不時監督政策之執行，並於適當時檢討該政策，以確保該政策有效。提名委員會於向董事會推薦委任董事會成員之人選時，將繼續充分考慮該等可計量目標。

目前的董事會組成當中，全體董事均在財務管理方面具有豐富經驗。此外，獨立非執行董事佔董事會成員人數不少於三分之一，而其中最最少一名具備適當的專業資格或會計或相關財務管理專業知識。

Responsibilities of the Board

The primary role of the Board is to lead and control the Company's operations and affairs and to enhance long-term shareholders' value. The Board oversees the management of the businesses and affairs of the Group and is responsible for the overall performance of the Group.

The Board is responsible for providing guidance to overall management of the businesses and affairs of the Group. To facilitate effective management, certain functions have been delegated to various Board committees, namely Audit Committee, Nomination Committee, and Remuneration Committee, each of which has its own written terms of reference and whose actions are reported to and monitored by the Board. The effectiveness of each committee is also constantly monitored.

The Board is charged with promoting the success of the Group by directing and supervising its affairs in a responsible and effective manner. Each Director has a duty to act in good faith in the best interests of the Company. The Directors are aware of their collective and individual responsibilities to all shareholders of the Group for the manner in which the affairs of the Company are managed, controlled and operated. A Director is required to keep abreast of his responsibilities as a Director and of the conduct, business activities and development of the Group.

The Board is also responsible for business activities like acquisition and disposal transactions, connected transactions, investments and capital expenditures and discusses the related issues thoroughly.

The Board monitors the financial performance and the internal controls of the Group's business operations.

董事會的責任

董事會之主要職責為領導及監控本公司之營運及事務，並提升股東之長期價值。董事會監察本集團之業務及事務管理，並對本集團之整體表現負責。

董事會負責為本集團業務及事務之整體管理提供指引。為方便有效管理，各董事委員會（分別為審核委員會、提名委員會及薪酬委員會）已獲授權若干職能。各董事委員會均訂有書面職權範圍，其所採取行動均須向董事會報告並受其監察。各委員會之成效亦受持續監察。

董事會負責通過以負責任及具效益之方式引導並監督本公司事務，推動本集團之成就。每一位董事均有責任本著本公司最佳利益下真誠行事。董事知悉，彼等須就本公司事務管理、控制及運作之方式，向本集團所有股東負起集體和個別責任。董事須時常肩負彼作為董事之責任，並應經常對本集團之行為、業務活動及發展加以留意。

董事會亦負責部分業務活動，如收購及出售交易、關連交易、投資及資本開支，並徹底討論相關事宜。

董事會監督本集團業務營運之財務表現及內部監控。

Corporate Governance Report

企業管治報告

Board Meetings

The Board meets at least four times regularly throughout the year to discuss the overall strategy, the operational and financial performance of the Group. At least 14 days' notice of all regular Board meetings together with the meeting agenda is given to all Directors such that all Directors are given the opportunity to include matters for discussion in the agenda. All accompanying Board papers were sent to the Directors in a timely manner and at least three days before the meetings (or such other period as agreed). For other meetings, Directors are given as much notice as reasonable and practicable in the circumstances. Except for those circumstances permitted by the articles of association of the Company ("Articles of Association") and the Listing Rules, a Director would abstain from voting on resolutions approving any contract, transaction or arrangement in which he or any of his close associates is materially interested in, and such Director is not counted for determining a quorum.

The company secretary assists the Chairman in preparing the agenda for the Board meetings and ensures that all applicable rules and regulations regarding the proceedings of the Board meetings are followed. Draft and final versions of minutes of each Board meeting are sent to all Directors for their comments and records respectively within a reasonable time. All minutes are properly kept by the company secretary and are available for the Directors' inspection.

All Directors are given unrestricted access to the advice and services of the company secretary who is responsible to the Board for ensuring that the Board procedures and all applicable laws, rules and regulations are followed. The selection, appointment or dismissal of the company secretary is subject to approval by the Directors at Board meeting. All Directors are entitled to have access to timely information in relation to the Company's business and make further enquiries or retain independent professional advisors where necessary. The management provides all relevant explanation and information to the Board so as to give the Board the information it needs to discharge its responsibilities.

董事會會議

於整個年度內，董事會至少召開四次定期會議，以討論本集團的整體策略、經營及財務表現。所有定期董事會會議的通告連同會議議程會提前至少14天發送予全體董事，以便全體董事提出商討事宜以列入議程。隨附之所有董事會文件均會及時且於舉行會議前至少3天（或議定的其他期限）送呈董事。至於其他會議，本公司將視乎具體情況，在合理可行的範圍內向董事發出通知。除本公司組織章程細則（「組織章程細則」）及上市規則允許的情況之外，董事將就批准其或其任何緊密聯繫人士擁有重大權益的任何合約、交易或安排的決議案放棄投票，且有關董事亦不得計入法定人數。

公司秘書協助主席編製董事會會議議程，並確保遵守所有有關董事會會議程序的適用規則及規例。每次董事會會議的會議紀錄初稿及最終稿會於合理時間內分別發送予全體董事以供提供意見及備存。所有會議紀錄均由公司秘書妥善備存，以供董事查閱。

全體董事均可不受限制地尋求公司秘書的意見及服務。公司秘書對董事會負責，確保董事會程序及所有適用法律、規則及規例均得到嚴格遵守。公司秘書的甄選、委任或罷免須經董事於董事會會議上批准。全體董事均有權獲取有關本公司業務的最新資料及作出進一步查詢，並可於需要時諮詢獨立專業顧問。管理層向董事會提供所有相關說明及資料，以便董事會取得履行職責所需的必要資料。

Corporate Governance Report

企業管治報告

The attendance of individual Directors at meetings of the Board and its committees and the annual general meeting during the year is set out below:

年內，個別董事出席董事會會議及其轄下委員會會議，以及股東週年大會的記錄載列如下：

Name of Directors 董事姓名	Board 董事會	Attendance/Number of meetings for the year ended 31 December 2018 出席／會議次數 截至2018年12月31日止年度			2018 Annual General Meeting 2018年 股東週年大會	
		Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會		
Executive Directors 執行董事						
Mr. Zhou Chunhua (Chairman) (Note 1)	周春華先生 (主席) (附註1)	13/13	N/A 不適用	1/1	1/1	
Mr. Jin Zhifeng (Chief Executive Officer)	金志峰先生 (行政總裁)	13/13			1/1	
Mr. Jing Wenping	敬文平先生	5/13			0/1	
Mr. Pan Tong	潘彤先生	12/13			1/1	
Mr. Huang Mingxiang (Note 2)	黃明祥先生 (附註2)	1/2			N/A 不適用	
Mr. Kwok Oi Lung Roy (Note 3)	郭凱龍先生 (附註3)	2/8			N/A 不適用	
Mr. Yu Zhenyu (Note 4)	余振宇先生 (附註4)	5/8			N/A 不適用	
Mr. Zhu Xiaodong (Note 5)	朱曉冬先生 (附註5)	0/8			N/A 不適用	
Non-executive Director 非執行董事						
Mr. Sue Ka Lok (Note 6)	蘇家樂先生 (附註6)	0/1			N/A 不適用	
Independent Non-executive Directors 獨立非執行董事						
Mr. Chu Kin Wang, Peleus	朱健宏先生	6/13	3/3	2/2	1/1	0/1
Mr. To Yan Ming, Edmond	杜恩鳴先生	6/13	3/3	2/2	1/1	1/1
Mr. David Tsoi	蔡大維先生	6/13	3/3			0/1
Mr. Xu Xuechuan	徐學川先生	6/13	3/3	2/2	1/1	0/1
Mr. Chan Chi On, Derek (Note 7)	陳志安先生 (附註7)	1/6	1/1	0/1		N/A 不適用

Corporate Governance Report

企業管治報告

Notes:

1. Mr. Zhou Chunhua was appointed as members of both nomination and remuneration committee of the Company with effect from 16 July 2018.
2. Mr. Huang Mingxiang resigned on 24 January 2018.
3. Mr. Kwok Oi Lung Roy resigned on 15 May 2018.
4. Mr. Yu Zhenyu resigned on 20 April 2018.
5. Mr. Zhu Xiaodong resigned on 30 April 2018.
6. Mr. Sue Ka Lok resigned on 17 January 2018.
7. Mr. Chan Chi On, Derek resigned on 6 April 2018.

After the reporting period, Mr. Jin Zhifeng resigned as an executive Director and a chief executive officer of the Company with effect from 31 March 2019. On 11 April 2019, the Board announced that Mr. Pan Tong has been appointed as a chief executive officer of the Company and Mr. Chou, Benjamin Bang Yi has been appointed as an executive Director of the Company with effect from 12 April 2019.

Relationship between Board Members and Independence of Independent Non-executive Directors

There is no financial, business, family or material or relevant relationship among the Directors. The Company has received from each of the independent non-executive Directors an annual confirmation of his independence pursuant to rule 3.13 of the Listing Rules. The Nomination Committee has assessed the independence of all the independent non-executive Directors and the Board is satisfied with their independence.

附註：

1. 周春華先生獲委任為本公司提名委員會及薪酬委員會之成員，自2018年7月16日起生效。
2. 黃明祥先生於2018年1月24日辭任。
3. 郭凱龍先生於2018年5月15日辭任。
4. 余振宇先生於2018年4月20日辭任。
5. 朱曉冬先生於2018年4月30日辭任。
6. 蘇家樂先生於2018年1月17日辭任。
7. 陳志安先生於2018年4月6日辭任。

於報告期後，金志峰先生辭任本公司執行董事及行政總裁，自2019年3月31日起生效。於2019年4月11日，董事會宣佈潘彤先生已獲委任為本公司行政總裁，周邦毅先生已獲委任為本公司執行董事，自2019年4月12日起生效。

董事會成員之間的關係與獨立非執行董事的獨立性

各董事間並無財務、業務、家族或重大或相關之關係。本公司已接獲各獨立非執行董事根據上市規則第3.13條所發出有關其獨立性的年度確認函。提名委員會已就全體獨立非執行董事之獨立性作出評估，董事會亦信納彼等之獨立性。

Corporate Governance Report

企業管治報告

Directors' Continuous Professional Development

Every director keeps abreast of responsibilities as a Director and of the conduct, business activities and development of the Company. Every newly appointed Director receives a comprehensive induction package containing an overview of the Group's businesses and the applicable statutory and regulatory obligations of a director of a listed company. The company secretary from time to time updates and provides written training materials to the Directors, and organises seminars on the latest development of the Listing Rules, applicable laws, rules and regulations relating to the duties and responsibilities of a director of a listed company.

According to the Director's training records provided to the Company for the year ended 31 December 2018, the training undertaken by all Directors during the year is summarised as below:

董事持續專業發展

各董事均充分瞭解身為董事的職責以及本公司的經營方式、業務活動及發展。每名新委任董事均獲發一份全面的入職指引，內容包括本集團的業務概況及上市公司董事的適用法定及監管責任。公司秘書不時向董事更新及提供書面培訓資料，並就有關上市規則最新發展以及適用於上市公司董事職務及職責的法例、規則及規例等專題舉辦研討會。

根據本公司獲提供之截至2018年12月31日止年度之董事培訓記錄，全體董事於年內接受的培訓概述如下：

Name of Directors	董事姓名	Type(s) of training 培訓類型 (Note(s)) (附註)
Executive Directors 執行董事		
Mr. Zhou Chunhua	周春華先生	B
Mr. Jin Zhifeng (resigned on 31 March 2019)	金志峰先生 (於2019年3月31日辭任)	B
Mr. Jing Wenping	敬文平先生	B
Mr. Pan Tong	潘彤先生	B
Independent Non-executive Directors 獨立非執行董事		
Mr. Chu Kin Wang, Peleus	朱健宏先生	B
Mr. To Yan Ming, Edmond	杜恩鳴先生	A, B
Mr. David Tsoi	蔡大維先生	A, B
Mr. Xu Xuechuan	徐學川先生	B

Notes:

- A: Participated in seminars/forums/conferences (including giving speeches)
- B: Read seminar materials/journals/articles/business or industry updates

附註：

- A：參加研討會／論壇／會議（包括發表演講）
- B：閱讀研討會資料／期刊／文章／業務或行業最新資料

Corporate Governance Report

企業管治報告

Appointment and Re-election of Directors

Under code provision A.4.1 of the CG Code, all non-executive directors of the Company have entered into letters of appointment with the Company for a specific term of one year unless terminated by either party in writing. In accordance with the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Company after his or her appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. In addition, at each annual general meeting of the Company no less than one-third of the Directors for the time being shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. When an independent non-executive Director proposing for re-election has served the Company for more than nine years, his or her re-election will be subject to a separate resolution to be approved at the annual general meeting of the Company. The directors who shall retire from office at the forthcoming annual general meeting of the Company are set out on page 55 of this Annual Report.

董事之委任及重選

根據企業管治守則第A.4.1條守則條文，本公司所有非執行董事均與本公司訂立委任函，任期為一年，除非任何一方以書面通知予以終止。根據組織章程細則，任何獲董事會委任以填補臨時空缺的董事將僅任職至其獲委任後之首屆本公司股東大會為止，並須於該大會上膺選連任，而任何獲董事會委任以加入現有董事會的董事將僅任職至本公司下屆股東週年大會為止，屆時將合資格膺選連任。此外，於本公司各屆股東週年大會上，當時為數不少於三分之一的董事均須輪值退任，惟各董事（包括按特定任期獲委任者）須至少每三年輪值告退一次。倘建議重選連任的獨立非執行董事於本公司任職已超過9年，則其重選須待於本公司股東週年大會上通過獨立決議案，方可作實。於本公司應屆股東週年大會上退任之董事載於本年報第55頁。

Model Code for Dealing in Securities by Directors

The Board has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 of the Listing Rules as the code of conduct regulating Directors’ dealings in securities of the Company. Having made specific enquiry of all the Directors, all Directors have confirmed that they have complied with the required standards as set out in Model Code regarding their securities transactions throughout the year ended 31 December 2018.

BOARD COMMITTEES

The Board establishes three Board committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee for overseeing specific aspects of the Company’s operation. All Board committees are established with defined written terms of reference which are available on the websites of the Stock Exchange and the Company for public information. The Board committee memberships and the attendance records of each member of the Board in 2018 is set out on page 37 of this Annual Report.

Audit Committee

The Audit Committee consists of four members, all of whom are independent non-executive Directors. During the year and at the date of this report, the Audit Committee comprises the following members:

Independent Non-executive Director

Mr. Chu Kin Wang, Peleus (*Chairman*)
Mr. To Yan Ming, Edmond
Mr. David Tsoi
Mr. Xu Xuechuan

None of the members of the Audit Committee is a former partner of the existing external auditors of the Company.

董事進行證券交易的標準守則

董事會已採納於上市規則附錄10所載之上市發行人董事進行證券交易的標準守則（「標準守則」），作為規範董事買賣本公司證券的行為守則。經向所有董事作出特定查詢後，所有董事確認彼等於截至2018年12月31日止整個年度內一直遵守標準守則所載有關董事進行證券交易的規定準則。

董事委員會

董事會已成立3個董事委員會，即審核委員會、薪酬委員會及提名委員會，以監察本公司營運的特定方面。所有董事委員會均設有清晰的書面職權範圍，可在聯交所及本公司網站供公眾查閱。董事委員會成員名單及各董事會成員於2018年的會議出席記錄載於本年報第37頁。

審核委員會

審核委員會由四名成員組成，彼等均為獨立非執行董事。於年內及本報告日期，審核委員會由以下成員組成：

獨立非執行董事

朱健宏先生（主席）
杜恩鳴先生
蔡大維先生
徐學川先生

審核委員會成員均非本公司現有外聘核數師的前任合夥人。

Corporate Governance Report

企業管治報告



The Audit Committee reports to the Board and holds regular meetings to assist the Board in discharging its responsibilities for effective financial reporting controls, risk management and internal control. It monitors the integrity of the Company's financial statements, annual report and accounts and half-year report and reviews significant financial reporting judgements contained in them. It reviews, makes recommendations and reports to the Board on findings relating to the financial statements, reports and accounts, risk management and internal control systems and compliance issues. It also oversees the Company's relationship with the external auditor, reviews auditor's letter of engagement and makes recommendations to the Board on the appointment and re-appointment of external auditor. It is empowered to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. It discusses with the management about the system of internal control and ensure that management has discharged its duty to have effective systems including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training schemes and budget. The Audit Committee meets at least two times a year and is provided with sufficient resources enabling it to discharge its duties.

During the year, the Audit Committee had held three meetings and performed the following duties:

- (i) reviewed the annual financial results and audited report in respect of the year ended 31 December 2017 and interim financial results and report for the six months ended 30 June 2018;
- (ii) reviewed the financial reporting and risk management and internal control systems of the Group together with the effectiveness of the internal audit function of the Group; and
- (iii) reviewed and revised the terms of reference of the Audit Committee in order to comply with the CG Code effective on 1 January 2019.

There was no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of the external auditor.

審核委員會向董事會匯報，並定期舉行會議，協助董事會履行其職責，確保財務報告監控、風險管理及內部監控行之有效。委員會監察本公司之財務報表、年報及賬目以及半年度報告的完整性，並審閱其中所載有關財務申報之重大意見。委員會負責審閱有關財務報表、報告及賬目、風險管理及內部監控系統以及合規事宜的結果，並就此向董事會提供建議及進行匯報。委員會亦監察本公司與外聘核數師的關係、審閱核數師的委聘函，並就委任及重新委任外聘核數師向董事會提供建議。委員會獲授權按適用標準檢討及監察外聘核數師的獨立性及客觀性，以及審核程序的有效性。委員會與管理層討論內部監控系統，確保管理層已履行職責建立有效系統，有關討論內容應包括本公司在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，員工培訓課程及有關預算是否充足。審核委員會每年至少舉行兩次會議，並獲提供充足資源以履行其職責。

年內，審核委員會舉行了三次會議，並已履行以下職責：

- (i) 審閱截至2017年12月31日止年度的年度財務業績及經審核報告，以及截至2018年6月30日止六個月的中期財務業績及報告；
- (ii) 審閱本集團的財務報告、風險管理及內部監控系統，以及本集團內部審計職能的效率；及
- (iii) 審閱並修訂審核委員會的職權範圍，以遵守於2019年1月1日生效的企業管治守則。

董事會在外聘核數師的甄選、委任、辭任或罷免等問題上與審核委員會並無意見分歧。

Remuneration Committee

The Remuneration Committee comprises four members:

Executive Director

Mr. Zhou Chunhua

Independent Non-executive Director

Mr. Xu Xuechuan (*Chairman*)

Mr. Chu Kin Wang, Peleus

Mr. To Yan Ming, Edmond

The majority of them are independent non-executive Directors.

The principal objectives of the Remuneration Committee include making recommendations on and approving the remuneration policies and structure and remuneration packages of the Directors and senior management. The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy. No Director or any of his/her associates will participate in deciding his/her own remuneration packages.

The Remuneration Committee adopts the approach of making recommendation to the Board on the compensation packages of the Directors and senior management with reference to the skill, knowledge, experience and the tasks assigned and individuals' performance and overall results of the Company. In determining the remuneration package, the Remuneration Committee also obtains reports, surveys and relevant information from external sources for the competitive level of remuneration and market trend for the directors and senior management. The Remuneration Committee meets at least once a year and is provided with sufficient resources enabling it to discharge its duties.

薪酬委員會

薪酬委員會由四名成員組成：

執行董事

周春華先生

獨立非執行董事

徐學川先生 (主席)

朱健宏先生

杜恩鳴先生

大部分成員為獨立非執行董事。

薪酬委員會之主要職責包括就董事及高級管理人員之薪酬政策及架構及薪酬組合提出推薦意見，以及就此作出批准。薪酬委員會亦負責制訂具透明度的程序制訂薪酬政策。概無董事或其任何聯繫人士參與釐定其本身之薪酬組合。

薪酬委員會參照技能、知識、經驗及分派之工作及個人表現以及本公司之整體業績，藉此就董事及高級管理人員的薪酬組合向董事會提供推薦意見。在釐定薪酬組合時，薪酬委員會亦從外部渠道為董事及高級管理人員取得有關具競爭力薪酬水平及市場趨勢之報告、調查及相關資料。薪酬委員會每年至少舉行一次會議，並獲提供充足資源以履行其職責。

Corporate Governance Report

企業管治報告

The Remuneration Committee met twice during the year and has performed the following duties:

- (i) reviewed the Directors' fees and the emoluments of the executive Directors; and
- (ii) reviewed and approved the year end bonus of the executive Directors.

No Director was involved in deciding his own remuneration at the meeting of the Remuneration Committee. Particulars of the Directors' emoluments are set out in note 10 to the consolidated financial statements.

The number of the highest paid individuals other than Directors and chief executive of the Group by band for the year ended 31 December 2018 is set out below:

年內，薪酬委員會舉行了兩次會議，並已履行以下職責：

- (i) 檢討董事袍金及執行董事之酬金；及
- (ii) 檢討及批准執行董事的年終花紅。

概無董事於薪酬委員會會議上參與訂定其自身之薪酬。董事酬金之詳情載於綜合財務報表附註10。

截至2018年12月31日止年度，本集團之最高薪人士（董事及高級行政人員除外）按範圍劃分的數目載列如下：

Remuneration bands	薪酬範圍	Numbers of Individuals 人數
HK\$24,000,001 to HK\$24,500,000 (RMB20,230,081 to RMB20,651,540)	24,000,001港元至24,500,000港元 (人民幣20,230,081元至 人民幣20,651,540元)	1
HK\$9,500,001 to HK\$10,000,000 (RMB8,007,741 to RMB8,429,200)	9,500,001港元至10,000,000港元 (人民幣8,007,741元至 人民幣8,429,200元)	2

Nomination Committee

The Nomination Committee comprises four members:

Executive Director

Mr. Zhou Chunhua

Independent Non-executive Director

Mr. Chu Kin Wang, Peleus (*Chairman*)

Mr. To Yan Ming, Edmond

Mr. Xu Xuechuan

The majority of them are independent non-executive Directors.

提名委員會

提名委員會由四名成員組成：

執行董事

周春華先生

獨立非執行董事

朱健宏先生 (*主席*)

杜恩鳴先生

徐學川先生

大部分成員為獨立非執行董事。

The Nomination Committee is responsible for regularly reviewing the structure, size and composition of the Board with reference to the board diversity policy of the Company and making recommendations on any proposed changes to the Board to complement the corporate strategy of the Company. Its duties include making recommendations to the Board on the selection of individuals nominated for directorships, the appointment or re-appointment of Directors, assessing the independence of independent non-executive Directors and reviewing their annual confirmations on independence. The Nomination Committee meets at least once a year and is provided with sufficient resources enabling it to discharge its duties.

During the year ended 31 December 2018, the Nomination Committee has held one meeting and performed the following duties:

- (i) Reviewed the structure, size and composition of the Board;
- (ii) Assessed the independence of the independent non-executive Directors;
- (iii) Reviewed the retirement and re-election of Directors at the 2018 annual general meeting of the Company, including one independent non-executive Director who has served the Company for more than nine years; and
- (iv) Formulated and reviewed the nomination policy.

Company Secretary

The company secretary is an employee of the Company and is appointed by the Board. He is responsible for facilitating the Board's processes and communications among Board members, with shareholders and with management. During the year ended 31 December 2018, as disclosed in the announcement of the Company dated 6 November 2018, Mr. Leung Wai Chung has resigned as the company secretary and other positions of the Company with effect from 6 November 2018 and Mr. Chou, Benjamin Bang Yi has been appointed as the company secretary of the Company on the same day. Mr. Chou, Benjamin Bang Yi has complied with relevant professional training requirement pursuant to Rule 3.29 of the Listing Rules.

After the reporting period, as disclosed in the announcement of the Company dated 11 April 2019, Mr. Chou, Benjamin Bang Yi has resigned as the company secretary of the Company with effect from 12 April 2019 and Mr. Lo Chung Man has been appointed as the company secretary of the Company on the same day.

提名委員會負責參照本公司的董事會多元化政策定期檢討董事會的架構、規模及組成，並就任何旨在完善本公司企業策略的董事會擬議變動提出建議。其職責包括就甄選獲提名人士出任董事、董事委任或重新委任向董事會提供建議、評估獨立非執行董事的獨立性，以及審閱有關彼等獨立性的年度確認函。提名委員會每年至少舉行一次會議，並獲提供充足資源以履行其職責。

截至2018年12月31日止年度，提名委員會舉行了一次會議，並履行以下職責：

- (i) 檢討董事會的架構、規模及組成；
- (ii) 評估獨立非執行董事的獨立性；
- (iii) 檢討董事（包括一名已在本公司任職超過9年的獨立非執行董事）於本公司2018年股東週年大會上的輪席告退及膺選連任；及
- (iv) 制定及檢討提名政策。

公司秘書

公司秘書為本公司僱員，並由董事會委任，負責安排董事會程序、促進董事會成員之間、與股東和與管理層之間的溝通。截至2018年12月31日止年度內，誠如本公司日期為2018年11月6日的公告所披露，梁偉忠先生已辭任本公司公司秘書及其他職位，自2018年11月6日起生效，周邦毅先生已於同日獲委任為本公司公司秘書。周邦毅先生已根據上市規則第3.29條遵守相關專業培訓規定。

於報告期後，誠如本公司日期為2019年4月11日的公告所披露，周邦毅先生已辭任本公司公司秘書，自2019年4月12日起生效，盧頌文先生已於同日獲委任為本公司公司秘書。

Corporate Governance Report

企業管治報告

ACCOUNTABILITY AND AUDIT

Financial reporting

The Board, with the assistance by the Group's senior staff of the Finance Department, is responsible for overseeing the preparation of financial statements for each financial period. The Directors acknowledge their responsibility for the preparation of the annual report and financial statements of the Company that give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. The Company's financial statements are prepared in accordance with all relevant statutory requirements and applicable accounting standards and the Board reviews those accounting policies as selected and applied to ensure that appropriate judgement and estimates be made in a prudent and reasonable manner. The Board has received from the senior management of the Company the management accounts and such accompanying explanation and information as are necessary to enable the Board to make an informed assessment for approving the financial statements.

The Board is not aware of any material uncertainties relating to events or conditions which may cast significant doubt over the Company's ability to continue as a going concern. Accordingly, the Board has continued to adopt the going concern basis in preparing the financial statements.

Auditor's Remuneration

Crowe (HK) CPA Limited (formerly Crowe Horwath (HK) CPA Limited) is primarily responsible for providing audit services in connection with the annual consolidated financial statements of the Company. A statement by the external auditor of the Company in respect of its reporting responsibilities is set out in the "Independent Auditor's Report" of this Annual Report. During the year, the total remuneration payable to the Company's external auditor amounted to RMB2,032,000, with breakdown as follows:

Services rendered		Fee paid/ payable
所提供服務		已付/ 應付費用
		RMB'000
		人民幣千元
Audit services	核數服務	1,517
Non-audit services	非核數服務	515
Total	總計	2,032

問責性與審核

財務報告

在本集團財務部高級職員協助下，董事會負責監督編製每個財政期間之財務報表。董事知悉彼等負責監督編製本公司年報及財務報表，確保此等財務報表真實而公平地反映本集團於該期間之業務狀況、業績及現金流量。本公司之財務報表根據所有相關法定要求及適用會計準則編製，董事會檢討該等已選擇及採用之會計政策，確保以審慎及合理之方式作出適當判斷及估計。董事會已接獲由本公司高級管理人員提供之管理賬目及必要隨附說明及資料，以令董事會得以就批准財務報表作出知情評估。

董事會並不知悉任何造成重大不明朗之事件或狀況，以致對本公司持續經營之能力構成重大疑慮。因此，董事會已繼續採用持續經營基準編製財務報表。

核數師薪酬

國富浩華（香港）會計師事務所有限公司主要負責就本公司年度綜合財務報表提供核數服務。本公司外聘核數師有關其匯報責任之聲明載於本年報之「獨立核數師報告」。年內，應付予本公司外聘核數師之總薪酬為人民幣2,032,000元，其分析明細如下：

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for determining the policy for the corporate governance of the Company and performing the following corporate governance duties as required under the CG Code:

1. to develop and review the Group's policies and practices on corporate governance;
2. to review and monitor the training and continuous professional development of Directors and senior management;
3. to review and monitor the Group's policies and practices on compliance with legal and regulatory requirements;
4. to develop, review and monitor the code of conduct and compliance manual applicable to the employees and directors of the Group; and
5. to review the Group's compliance with the CG Code and disclosure in the corporate governance report.

During the year, the Board reviewed the compliance with the CG code and the Group's risk management and internal control systems and the adequacy of the financial/internal auditing resources and competency through the Audit Committee.

企業管治職能

董事會負責訂定本公司的企業管治政策，並履行企業管治守則規定的下列企業管治職責：

1. 制定並檢討本集團有關企業管治的政策及常規；
2. 檢討並監察董事及高級管理人員的培訓及持續專業發展；
3. 檢討並監察本集團有關遵守法律及監管規定的政策及常規；
4. 制定、檢討並監察適用於本集團僱員及董事的行為守則及合規手冊；及
5. 檢討本集團遵守企業管治守則及企業管治報告的披露的情況。

年內，董事會透過審核委員會檢討企業管治守則的合規情況、本集團的風險管理及內部監控系統以及財務／內部審核資源的充足程度及有效性。

Corporate Governance Report

企業管治報告

INTERNAL CONTROL AND RISK MANAGEMENT

The Board is responsible for devising and maintaining a sound and effective internal control and risk management systems to safeguard the value and assets of the Company on an ongoing basis. In particular, the Board believes that a sound risk management system could help to identify material risks which may cause damage to the Company as a whole in light of the Group's rapid expansion into the area of financial services and asset management. In designing and implementing the internal control and risk management systems, the Board has to balance the benefits of a good control against the additional costs while adopting a system that can provide assurance to the Company that it lives up to the expectation of the Board, the shareholders as well as the regulatory bodies.

The Group's risk management and internal control systems comprise, among others, the relevant financial, operational, compliance controls and risk management procedures, a well-established organisational structure with clearly defined lines of responsibility and authority. Each department is accountable for its daily operations and is required to implement the business strategies and policies adopted by the Board from time to time.

The risk management and internal control systems of the Group are designed to manage rather than eliminate the risk of failure to achieve business objectives, and provide reasonable but not absolute assurance against material misstatements or loss caused by judgement in the decision making process, human error, fraud or other irregularities.

In order to comply with the applicable code provisions set forth in the Corporate Governance Code contained in Appendix 14 to the Listing Rules, the Board has retained an independent professional firm as the outsourced internal auditor (the "internal auditor") with a view to facilitate adequacy of resources and quality of review to satisfy the Group's internal audit function as required by the Listing Rules and to assist the Board to perform annual reviews on the effectiveness of the Group's risk management and internal control systems for the year ended 31 December 2018.

內部監控及風險管理

董事會負責制訂及維持健全而有效的內部監控及風險管理系統，以持續捍衛本公司的價值與資產。特別地，董事會認為，鑒於本集團業務快速擴張至金融服務及資產管理領域，一個健全的風險管理系統有助識別可能對本公司整體造成傷害的重大風險。設計及實施此內部監控及風險管理系統時，董事會在採納一個可確保本公司不會辜負董事會、股東乃至監管機構期望的系統之餘，還須在良好監控與額外成本之間取得平衡。

本集團之風險管理及內部監控系統由（其中包括）相關財務、運營、合規監控及風險管理流程、職權清晰且完善的組織架構構成。各部門負責其日常營運，且須執行董事會不時採納之業務策略及政策。

本集團之風險管理及內部監控系統旨在管理而非消除未能達成業務目標之風險，且針對由決策程序之判斷、人為錯誤、欺詐或其他違規導致之重大失實陳述或損失提供合理而非絕對之保證。

為遵守上市規則附錄14企業管治守則所載之適用守則條文，董事會已委聘一間獨立專業事務所擔任外聘內部核數師（「內部核數師」），以使本集團擁有充足的資源及提高審核的質素，以便履行上市規則規定的內部審核職能，以及協助董事會就本集團截至2018年12月31日止年度之風險管理及內部監控系統之成效進行年度檢討。

During the year ended 31 December 2018, the Group has reviewed an internal audit charter, conducted an annual risk assessment, which identified respective strategic risks, operational risks, financial risks and compliance risks for each of the major business segment of the Group and subsequently proposed a three-year internal audit plan (the "audit plan") under a risk-based approach. An annual audit was performed according to the audit plan with a view to assisting the Board and the Audit Committee to evaluate the effectiveness of the Group's risk management and internal control systems. The Board has also reviewed, through the Audit Committee, the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions.

The Group has been maintaining procedures in handling and dissemination of inside information in an accurate and secure manner, in order to avoid possible mishandling of inside information within the Group.

Based on the risk management and internal control systems established and maintained by the Group, the work performed by the external auditor, the internal auditor, and reviews performed by the management, respective Board Committees and the Board, the Audit Committee and the Board are of the view that the Group has maintained sound, effective and adequate risk management and internal control system during the year ended 31 December 2018.

SHAREHOLDERS' RIGHTS

Procedures for shareholders to convene an extraordinary general meeting and putting proposals at general meetings

Pursuant to article 58 of the Articles of Association, extraordinary general meetings shall also be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company. Such requisition shall be made in writing to the Board or the company secretary of the Company for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the requisitioner(s) himself/herself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company.

截至2018年12月31日止年度，本集團已檢討內部審核章程，進行年度風險評估，發現本集團各主要業務分部存在相關的策略風險、營運風險、財務風險及合規風險，隨後根據風險法提出一項為期三年的內部審核計劃（「審核計劃」），並根據審核計劃進行了一次年度審核，旨在協助董事會及審核委員會評估本集團風險管理及內部監控系統之成效。此外，董事會亦已透過審核委員會檢討本集團在會計、內部審核及財務匯報職能方面的資源、員工資歷及經驗、培訓計劃以及預算是否足夠。

本集團一直恪守程序，以準確及安全的方式處理及發佈內部資料，以避免在本集團內部出現內部資料處理不當的情況。

根據本集團建立及維持之風險管理及內部監控系統、外聘核數師及內部核數師進行之工作，以及管理層、各董事委員會及董事會進行之檢討，審核委員會及董事會認為，截至2018年12月31日止年度本集團之風險管理及內部監控系統保持穩健、有效及充足。

股東之權利

股東召開股東特別大會並於大會上提出建議之程序

根據組織章程細則第58條，股東特別大會可應本公司一名或多名股東（於提呈要求當日持有本公司實繳股本（附有於本公司股東大會表決權利）不少於十分之一者）的要求召開。該項要求須以書面方式向本公司董事會或公司秘書提呈，以供董事會就處理該項要求內任何指定事務而要求召開股東特別大會。該大會須於提呈該項要求後兩個月內舉行。倘董事會未能於該項要求提呈後21天內落實召開該大會，則提呈要求人士本人（彼等）可以自行以相同方式召開大會，惟本公司須償還提呈要求人士（彼等）因董事會未能召開大會而需支付的一切合理費用。

Corporate Governance Report

企業管治報告

Procedures for directing shareholders' enquiries to the Board

Shareholders may at any time send their enquiries and concerns in writing to the company secretary of the Company at the Company's principal place of business in Hong Kong at Unit 907-909, 9th Floor, Three Pacific Place, 1 Queen's Road East, Hong Kong.

Procedures for shareholders to propose a person for election as a director

Pursuant to the article 88 of the Articles of Association, no person other than a retiring Director shall, unless recommended by the Board for election, be eligible for election as a director at any general meeting, unless a written notice signed by a shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose that person for election as a director and notice in writing by that person of his willingness to be elected shall have been lodged to the Company provided that the minimum length of the period, during which such notices are given, shall be at least seven days. The period for lodgment of such notices will commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

The detailed procedures regarding the election are published on the Company's website under Corporate Governance section.

COMMUNICATION WITH SHAREHOLDERS

The Company's website remains the major communication platform to provide its shareholders and potential investors with its up-to-date information on the Company's business activities and development. The Company endeavours to abide by the practice of timely disclosure of useful information with high degree of integrity so that stakeholders of the Company can assess the performance of the Company when making their business decisions. The practice of timely disclosures of information with high degree of integrity allows shareholders and any other parties concerned to make judgement.

股東向董事會提出查詢之程序

股東可隨時以書面方式向本公司之公司秘書發出其查詢或關注，有關函件可寄至本公司在香港之主要營業地點，地址為香港皇后大道東1號太古廣場三座9樓907-909室。

股東提名人士參選董事之程序

根據組織章程細則第88條，除非獲董事會推薦參選，否則任何人士（退任董事除外）均無資格於任何股東大會上參選董事，除非正式合資格出席大會並於會上投票的股東（獲提名人士除外）簽署書面通知，表明建議提名該人士參選董事，且該名人士亦簽署書面通知，表明願意參選，並將有關通知發送至本公司，惟發出有關通知的期間最少須為7日。有關通知的遞交期限將於就進行董事選舉而指定舉行的股東大會通告寄發翌日起計，並於不遲於股東大會舉行日期前7日結束。

有關董事選舉的詳細程序登載於本公司網站之企業管治一欄。

股東通訊

本公司網站仍是向股東及潛在投資者提供有關本公司業務活動及發展的最新資料的主要通訊平台。本公司致力貫徹奉行按時披露高度完整有用資料之慣例，使本公司持份者在作出業務決定時能評估本公司表現。按時披露高度完整資料之慣例，使股東及任何其他有關人士能作出判斷。

The annual general meeting of the Company provides an important channel for shareholders to exchange ideas with the Board. Notices and circulars regarding the annual general meeting and other general meetings are given in well advance to ensure that shareholders have sufficient time and information to prepare for the meetings. During the general meetings, the Directors will answer questions and queries raised by the attending shareholders and the Board believes that such face to face interaction with shareholders can promote mutual understanding between the Company and shareholders. The external auditor is also invited to attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor's independence.

Dividend Policy

The Company considers stable and sustainable returns to the Shareholders to be our goal and endeavours to maintain its Dividend Policy. In proposing any dividend payout, the Board shall also take into account the below factors:—

- (a) the Company's actual and expected financial performance;
- (b) retained earnings and distributable reserves of the Group;
- (c) the level of the Group's debts to equity ratio, return on equity and the relevant financial covenants;
- (d) any restrictions on payment of dividends that may be imposed by the Group's lenders;
- (e) the Group's expected working capital requirements and future expansion plans;
- (f) general economic conditions, business cycle of the Group's MLCC business and other internal or external factors that may have an impact on the business or financial performance and position of the Company; and
- (g) any other factors that the Board deem appropriate.

CONSTITUTIONAL DOCUMENTS

There had been no change in the Company's constitutional documents during the year ended 31 December 2018. A printed copy of the Company's latest constitutional documents is publicly available on the websites of the Stock Exchange and the Company, respectively.

本公司之股東週年大會為股東提供與董事會交流意見之重要渠道。有關股東週年大會及其他股東大會之通告及通函均會預先給予股東，以確保股東有足夠時間及資料為會議作出準備。於股東大會期間，董事將回覆出席股東提出之問題及諮詢，董事會認為該等與股東之面對面交流可促進本公司與股東之間的相互理解。外聘核數師亦獲邀出席股東週年大會，以回答有關審核工作、核數師報告的編製及內容、會計政策及核數師獨立性等方面的問題。

股息政策

本公司以向股東提供穩定及可持續回報為目標，並努力維持股息政策。於建議派發任何股息時，董事會亦須考慮以下因素：

- (a) 本公司之實際及預期財務表現；
- (b) 本集團之留存盈利及可分派儲備；
- (c) 本集團之債務及股本比率、股本回報率及相關財務契諾之水平；
- (d) 本集團貸款人可能施加之任何派息限制；
- (e) 本集團之預期營運資金需求及未來擴張計劃；
- (f) 整體經濟狀況、本集團MLCC業務之商業週期及可能對本公司之業務或財務表現及狀況產生影響之其他內外因素；及
- (g) 董事會認為適宜之任何其他因素。

章程文件

截至2018年12月31日止年度，本公司章程文件並無變動。本公司最新章程文件之印刷本可分別於聯交所及本公司網站查閱。

Report of the Directors

董事會報告

The board (the “Board”) of directors (the “Directors”) of Tianli Holdings Group Limited (the “Company”, and together with its subsidiaries, the “Group”) are pleased to present their annual report and the audited consolidated financial statements of the Group for the year ended 31 December 2018.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its principal subsidiaries are set out in note 42 to the consolidated financial statements.

BUSINESS REVIEW

A review of the Group’s business during the year, a discussion on the Group’s future business development and description of the principal risks and uncertainties the Group may be facing are provided in the Chairman’s statement on pages 6 to 8 and the Management Discussion and Analysis on pages 9 to 23 of this Annual Report. Also, the financial risk management objectives and policies of the Group can be found in note 45 to the consolidated financial statements. Particulars of important events affecting the Group that have occurred since the end of the year ended 31 December 2018, if applicable, are provided in the Chairman’s statement on pages 6 to 8 and the Management Discussion and Analysis on pages 9 to 23 of this Annual Report. An analysis of the Group’s performance during the year using financial key performance indicators is provided in the Financial Highlights on page 2 of this Annual Report.

In addition, discussions on the Group’s environmental policies, relationships with its key stakeholders and compliance with relevant laws and regulations which have a significant impact on the Group are contained in the Chairman’s Statement, the Management Discussion and Analysis, the Corporate Governance Report and this report on pages 6 to 8, pages 9 to 23, pages 30 to 51, and pages 52 to 63 of this Annual Report respectively, and in the upcoming Environmental, Social and Governance Report to be available on the websites of the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) respectively. The above discussions form part of this report.

天利控股集團有限公司（「本公司」，連同其附屬公司統稱「本集團」）董事（「董事」）會（「董事會」）欣然提呈本集團截至2018年12月31日止年度之董事會報告及經審核綜合財務報表。

主要業務

本公司的主要業務為投資控股。其主要附屬公司的主要業務詳情載於綜合財務報表附註42。

業務回顧

關於本集團年內業務的回顧、本集團未來業務發展的討論以及本集團可能面對的主要風險及不明朗因素載於本年報第6頁至第8頁「主席報告」及第9頁至第23頁「管理層討論及分析」內。此外，本集團之財務風險管理目標及政策可參閱綜合財務報表附註45。自截至2018年12月31日止年度結束起所發生影響本公司之重要事件詳情（如適用）載於本年報第6頁至8頁之「主席報告」及第9頁至23頁之「管理層討論及分析」。有關運用財務關鍵表現指標對本集團年內表現進行之分析載於本年報第2頁之「財務概要」。

此外，有關本集團的環保政策、與主要持份者的關係以及遵守對本集團具有重大影響的相關法律法規的情況等討論分別載於本年報第6頁至8頁之「主席報告」、第9頁至23頁之「管理層討論及分析」、第30頁至51頁之「企業管治報告」以及第52頁至63頁之本報告，亦會載於即將發佈的環境、社會及管治報告內（均可分別於本公司及香港聯合交易所有限公司（「聯交所」）網站查閱）。上述討論構成本報告的一部分。

RESULTS

The results of the Group for the year ended 31 December 2018 are set out in the consolidated statement of profit or loss and other comprehensive income on page 74.

DIVIDEND

The Board does not recommend payment of a final dividend for the year ended 31 December 2018 (2017: nil).

FIVE-YEAR FINANCIAL SUMMARY

A summary of the published results and assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements of the Company, is set out on page 2 of this Annual Report. This summary does not form part of the audited consolidated financial statements.

DISTRIBUTABLE RESERVES

The Company's reserves available for distribution to shareholders as at 31 December 2018 were the retained earnings of approximately RMB679,386,000 (2017: RMB656,043,000).

PROPERTY, PLANT AND EQUIPMENT

Movements in property, plant and equipment of the Group during the year are set out in note 14 to the consolidated financial statements.

INVESTMENT PROPERTIES

Movements in investment properties of the Group during the year are set out in note 15 to the consolidated financial statements.

SHARE CAPITAL

Movements in the share capital of the Company during the year are set out in note 39(a) to the consolidated financial statements.

業績

本集團截至2018年12月31日止年度的業績，詳載於第74頁的綜合損益及其他全面收益表內。

股息

董事會不建議就截至2018年12月31日止年度派付末期股息（2017年：無）。

五年財務概要

本集團對過往五個財政年度之已公佈業績及資產與負債概要（摘錄自本公司之經審核綜合財務報表）載於本年報第2頁。該概要並不構成經審核綜合財務報表的一部分。

可分派儲備

於2018年12月31日本公司可向股東分派的儲備為留存盈利約人民幣679,386,000元（2017年：人民幣656,043,000元）。

物業、廠房及設備

本集團物業、廠房及設備於年內的變動載於綜合財務報表附註14。

投資物業

本集團投資物業於年內的變動載於綜合財務報表附註15。

股本

本公司股本於年內的變動載於綜合財務報表附註39(a)。

Report of the Directors

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the percentage of purchases from the major suppliers of the Group to total purchases of the Group is as follows:

Percentage of purchases from the largest supplier of the Group to total purchases: approximately 38%.

Percentage of purchases from top five suppliers of the Group to total purchases: approximately 54%.

None of the Directors, nor their associates or any shareholders (which to the best knowledge of the Directors, holding more than 5% of the share capital of the Company) has an interest in the above suppliers.

During the year, the percentage of sales from the major customers of the Group to the total sales of goods of the Group is as follows:

Percentage of sales from the largest customer of the Group to total sales of goods: approximately 16%.

Percentage of goods sold by the Group to its top five customers to total sales of goods: approximately 56%.

None of the Directors, nor their associates or any shareholders (which to the best knowledge of the Directors, holding more than 5% of the share capital of the Company) has an interest in the above customers.

PRE-EMPTIVE RIGHTS

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

BORROWINGS

Details of the borrowings of the Group are set out in note 32 to the consolidated financial statements.

主要客戶及供應商

年內，本集團向主要供應商採購的貨額佔本集團總購貨額的百分比如下：

本集團向最大供應商採購的貨額佔總購貨額百分比：約38%。

本集團向五大供應商採購的貨額佔總購貨額百分比：約54%。

概無董事及彼等之聯繫人或任何股東（就董事所知持有本公司股本5%以上者）於以上所述供應商擁有權益。

年內，本集團向主要客戶的銷售額佔本集團貨品銷售總額百分比如下：

本集團向最大客戶的銷售額佔貨品銷售總額百分比：約16%。

本集團向其五大客戶的貨品銷售額佔貨品銷售總額百分比：約56%。

概無董事、彼等之聯繫人或任何股東（就董事所知持有本公司股本5%以上者）於上述客戶中擁有權益。

優先購買權

組織章程細則或開曼群島（本公司註冊成立所在司法權區）的法例概無有關本公司須按比例向本公司現有股東發售新股份的優先購買權的規定。

借貸

本集團借貸詳情載於綜合財務報表附註32。

DIRECTORS

The directors of the Company during the year and up to the date of this report are:

Executive Directors

Mr. Zhou Chunhua
Mr. Jin Zhifeng (*resigned on 31 March 2019*)
Mr. Pan Tong
Mr. Jing Wenping
Mr. Chou, Benjamin Bang Yi (*appointed on 12 April 2019*)

Independent Non-executive Directors

Mr. Chu Kin Wang, Peleus
Mr. To Yan Ming, Edmond
Mr. David Tsoi
Mr. Xu Xuechuan

During the year ended 31 December 2018 and the period up to the date of this report, the following changes to the Board composition took place:

1. Mr. Sue Ka Lok resigned on 17 January 2018.
2. Mr. Huang Mingxiang resigned on 24 January 2018.
3. Mr. Chan Chi On, Derek resigned on 6 April 2018.
4. Mr. Yu Zhenyu resigned on 20 April 2018.
5. Mr. Zhu Xiaodong resigned on 30 April 2018.
6. Mr. Kwok Oi Lung Roy resigned on 15 May 2018.
7. Mr. Jin Zhifeng resigned on 31 March 2019.
8. Mr. Chou, Benjamin Bang Yi has been appointed on 12 April 2019.

Pursuant to article 87(1) of the Articles of Association, Mr. Zhou Chunhua, Mr. Jing Wenping and Mr. Xu Xuechuan will retire from office by rotation at the forthcoming annual general meeting of the Company and, being eligible, offer themselves for re-election.

Pursuant to article 86(3) of the Article of Association and subsequent to his appointment as an additional Director on 12 April 2019, Mr. Chou, Benjamin Bang Yi will hold office only until the next following annual general meeting of the Company, and will then be eligible for re-election.

董事

年內及截至本報告日期止，本公司董事如下：

執行董事

周春華先生
金志峰先生（於2019年3月31日辭任）
潘彤先生
敬文平先生
周邦毅先生（於2019年4月12日獲委任）

獨立非執行董事

朱健宏先生
杜恩鳴先生
蔡大維先生
徐學川先生

於截至2018年12月31日止年度及截至本報告日期止期間，董事會組成發生如下變動：

1. 蘇家樂先生於2018年1月17日辭任。
2. 黃明祥先生於2018年1月24日辭任。
3. 陳志安先生於2018年4月6日辭任。
4. 余振宇先生於2018年4月20日辭任。
5. 朱曉冬先生於2018年4月30日辭任。
6. 郭凱龍先生於2018年5月15日辭任。
7. 金志峰先生於2019年3月31日辭任。
8. 周邦毅先生已於2019年4月12日獲委任。

按照組織章程細則第87(1)條，周春華先生、敬文平先生及徐學川先生將於本公司應屆股東週年大會輪值退任，並符合資格並願意膺選連任。

根據組織章程細則第86(3)條，於2019年4月12日獲委任為新增董事後，周邦毅先生之任期僅直至本公司下屆股東週年大會止，屆時將合資格膺選連任。

Report of the Directors

董事會報告

The Company has received written confirmation from all independent non-executive directors of the Company regarding their independence as required under rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). The Company considers all of the independent non-executive directors of the Company to be independent.

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

DIRECTORS' SERVICE CONTRACTS

None of the Directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

DIRECTORS' REMUNERATION

The remuneration paid to the Company's directors is determined based on their respective terms of service agreements (if any). The directors' fee is reviewed annually by the remuneration committee of the Company and the Board is authorised by the shareholders at the annual general meetings to approve the remuneration of the Directors. Details of remuneration paid and to be paid to the Company's directors for the year ended 31 December 2018 are set out in note 10 to the consolidated financial statements.

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in the sections headed "Related Party Transactions and Balances" as set out in note 41 to the consolidated financial statements, there were no other transactions, arrangements or contracts that are significant in relation to the businesses of the Company and its subsidiaries to which the Company or any of its subsidiaries was a party and in which a director of the Company or his connected entity had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

本公司已接獲本公司全體獨立非執行董事根據聯交所證券上市規則（「上市規則」）第3.13條規定就彼等之獨立性作出的書面確認函。本公司認為本公司全體獨立非執行董事均具備獨立性。

董事之履歷詳情載於本年報之董事簡介一節。

董事之服務合約

概無擬在應屆股東週年大會上膺選連任之董事與本公司或其任何附屬公司訂立不可由本集團於1年內免付賠償（法定賠償除外）而予以終止之服務合約。

董事酬金

支付予本公司董事的酬金乃根據彼等各自之服務協議條款（如有）而釐定。董事袍金需由本公司薪酬委員會每年檢討，且董事會於股東週年大會上獲股東授權以批准董事酬金。於截至2018年12月31日止年度已支付及將支付予本公司董事的酬金詳情，載於綜合財務報表附註10。

董事於交易、安排或合約之重大權益

除綜合財務報表附註41所載的「關聯方交易及結餘」章節所披露者外，於年末或年內任何時間，本公司或其任何附屬公司概無訂立就本公司及其附屬公司業務而言屬重大且本公司董事或董事之關連實體於其中直接或間接擁有重大權益之其他交易、安排或合約。

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors or their respective close associates has any competing interests which need to be disclosed pursuant to rule 8.10 of the Listing Rules.

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

As at 31 December 2018, the interests and short positions of each Director and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules were as follows:

Long position in the shares of the Company

Name of Director	Capacity and nature of interest	Number of ordinary shares held	Approximate percentage of the Company's issued share capital 佔本公司已發行股本概約百分比
董事姓名	身份及權益性質	所持普通股數目	
Mr. Zhou Chunhua 周春華先生	Beneficial owner 實益擁有人	1,400,000	0.19%

Save as disclosed above, as at 31 December 2018, none of the Directors and the chief executive of the Company had any interest or short position in the shares, underlying shares or debentures of the Company, or any of its associated corporations which were recorded in the register required to be kept by the Company under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules.

董事於競爭業務中之權益

本公司董事或彼等各自之緊密聯繫人士概無擁有任何根據上市規則第8.10條須予披露的競爭權益。

董事及高級行政人員於股份、相關股份及債權證之權益及淡倉

於2018年12月31日，各董事及本公司高級行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中持有根據證券及期貨條例第352條須存置之登記冊中所記錄或根據上市規則所載上市發行人董事進行證券交易的標準守則須知會本公司及聯交所之權益及淡倉如下：

本公司股份之好倉

除上文所披露者外，於2018年12月31日，概無董事及本公司高級行政人員於本公司或其任何相聯法團之股份、相關股份或債權證中擁有本公司須根據證券及期貨條例第352條規定存置之登記冊所記錄或根據上市規則所載上市發行人董事進行證券交易的標準守則須知會本公司及聯交所之任何權益或淡倉。

Report of the Directors

董事會報告

INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS DISCLOSEABLE UNDER THE SFO

As at 31 December 2018, so far as is known to the Directors and chief executive of the Company, the following person or corporation (other than a Director or chief executives of the Company disclosed above) had, or were deemed to have an interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

根據證券及期貨條例須予披露之股東權益及淡倉

於2018年12月31日，就董事及本公司高級行政人員所知，以下人士或法團（除上述披露本公司的董事或高級行政人員外）於本公司的股份或相關股份中擁有或被視作擁有本公司須根據證券及期貨條例第336條規定存置的登記冊所記錄的權益或淡倉：

Name of shareholder	Capacity and nature of interest	Number of ordinary shares held	Approximate percentage of the Company's issued share capital 佔本公司已發行股本概約百分比
股東名稱／姓名	身份及權益性質	所持普通股份數目	
Cosmic Riches Investments Limited 坤裕投資有限公司	Beneficial owner 實益擁有人	189,765,825 ⁽¹⁾	25.48%
Ms. Du Weilin 杜煒琳女士	Interest of controlled corporation 受控制法團的權益	189,765,825 ⁽¹⁾	25.48%
China Tian Yuan Manganese Limited 中國天元錳業有限公司	Beneficial owner 實益擁有人	60,590,482 ⁽²⁾	8.14%
Ningxia Tianyuan Manganese Industry Group Co., Ltd. (formerly Ningxia Tianyuan Manganese Industry Co., Ltd) 寧夏天元錳業集團有限公司 (前稱寧夏天元錳業有限公司)	Interest of controlled corporation 受控制法團的權益	60,590,482 ⁽²⁾	8.14%
Mr. Jia Tianjiang 賈天將先生	Interest of controlled corporation 受控制法團的權益	60,590,482 ⁽²⁾	8.14%

Notes:

- (1) Cosmic Riches Investments Limited is 100% owned by Ms. Du Weilin.
- (2) Mr. Jia Tianjiang owns 99.97% shareholding interests of Ningxia Tianyuan Manganese Industry Group Co., Ltd. (formerly Ningxia Tianyuan Manganese Industry Co., Ltd) which in turn holds 100% interest in China Tian Yuan Manganese Limited. Therefore, Mr. Jia Tianjiang and Ningxia Tianyuan Manganese Industry Group Co., Ltd. are deemed to be interested in the same block of Shares owned by China Tian Yuan Manganese Limited.

Save as disclosed above, as at 31 December 2018, the Company had not been notified of any other person or corporation who had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange and as recorded in the register required to be kept under section 336 of the SFO.

SHARE AWARD SCHEME

The Company adopted a share award scheme (the "Share Award Scheme") on 14 July 2017 (the "Adoption Date") to provide any individual employees of the Company proposed by the Board with an opportunity to acquire a proprietary interest in the Company for the purpose of (i) encouraging and retaining such individuals to work with the Company; (ii) providing additional incentive for them to achieve performance goals which in turn increase the value of the Company; and (iii) aligning the interests of the beneficiaries of the Share Award Scheme directly with that of the shareholders through ownership of interests in the Company. Unless terminated earlier by the Board, the Share Award Scheme shall be valid and effective for a period of 10 years commencing on the Adoption Date. The award shares are subject to conditions and vesting schedules as determined by the Board in its sole discretion. The aggregate number of shares to be awarded under the Share Award Scheme throughout its duration shall not exceed 10% of the issued share capital of the Company as of the Adoption Date. As at 31 December 2018, details of the awarded shares under the Share Award Scheme were as follows:

附註：

- (1) 坤裕投資有限公司乃由杜煒琳女士全資擁有。
- (2) 賈天將先生擁有寧夏天元錳業集團有限公司（前稱寧夏天元錳業有限公司）99.97%股權，而寧夏天元錳業集團有限公司則持有中國天元錳業有限公司的所有權益。因此，賈天將先生及寧夏天元錳業集團有限公司均被視為於中國天元錳業有限公司所擁有的同一批股份中擁有權益。

除上文所披露者外，於2018年12月31日，本公司並未知悉有關任何其他人士或法團於本公司的股份或相關股份中擁有須向本公司及聯交所作出披露，及須根據證券及期貨條例第336條規定存置的登記冊所記錄的權益或淡倉。

股份獎勵計劃

於2017年7月14日（「採納日期」），本公司採納股份獎勵計劃（「股份獎勵計劃」），向董事會建議的本公司任何個別僱員提供機會獲得本公司之所有權權益，旨在(i)激勵及挽留該等人士效力本公司；(ii)提供額外獎勵以激勵他們達致表現目標，進而提升本公司價值；及(iii)透過本公司之擁有權權益，將股份獎勵計劃受益人的利益與股東的利益直接掛鈎。獎勵股份計劃自採納日期起計10年內有效，除非由董事會提前終止。獎勵股份須受董事會全權酌情釐定的條件及歸屬期所規限。於整個計劃期間內根據股份獎勵計劃可授出的股份總數不超過本公司於採納日期已發行股本的10%。於2018年12月31日，有關股份獎勵計劃項下獎勵股份之詳情載列如下：

Report of the Directors

董事會報告

Number of awarded shares

獎勵股份數目

Categories of awardees	Date of grant (Note i)	Fair value per share (Note ii) 每股公平值 (附註ii)	Number of awarded shares			
			Balance at 1 January 2018 2018年 1月1日結餘	Granted during the year 於年內授出	Lapsed during the year 於年內失效	Balance at 31 December 2018 2018年 12月31日結餘
Directors of the Company (note iv) 本公司董事(附註iv)	14 July 2017 2017年7月14日	RMB1 人民幣1元	11,916,000	-	(5,958,000)	5,958,000

Notes:

- i) The date of award refers to the date on which the selected employees agree to undertake to hold the awarded shares on the terms on which they are granted and agreed to be bound by the rules of the Share Award Scheme.
- ii) The fair value of the awarded shares are based on the fair value at the date of grant.
- iii) The awarded shares granted to the beneficiaries during the year ended 31 December 2017 would be vested in three tranches of 1,986,000 shares each on the vesting date on 31 March 2018, 2019 and 2020 respectively. Subject to the expiration of the Share Award Scheme, in the event that the specific vesting conditions cannot be fulfilled on a particular vesting date of any given year, the entire vesting schedule shall be adjourned until such conditions are met. Upon expiry of the Share Award Scheme, any outstanding but unvested award shares shall lapse and become returned shares.
- iv) 17,874,000 awarded shares granted during the year ended 31 December 2017 were granted to Mr. Zhou Chunhua, Mr. Kwok Oi Lung Roy and Mr. Xue Hongjian, each of them were granted 5,958,000 awarded shares.

During the year ended 31 December 2018, the vesting condition cannot be fulfilled and the vesting schedule has been adjourned.

附註：

- i) 獎勵日期指獲選僱員同意承諾按獎勵股份的授出條款持有獎勵股份並同意受股份獎勵計劃規則約束之日期。
- ii) 獎勵股份之公平值乃根據其於授出日期之公平值釐定。
- iii) 於截至2017年12月31日止年度授予受益人之獎勵股份將分三批歸屬，每批為1,986,000股股份，歸屬日期分別為2018年、2019年及2020年3月31日。倘於股份獎勵計劃屆滿後，特定歸屬條件無法於任何指定年度之特定歸屬之日達成，則整個歸屬期將延期，直至有關條件獲達成。股份獎勵計劃屆滿後，任何已授出但尚未歸屬的獎勵股份將告失效並成為退還股份。
- iv) 於截至2017年12月31日止年度授出之17,874,000股獎勵股份分別授予周春華先生、郭凱龍先生及薛鴻健先生，彼等各獲授5,958,000股獎勵股份。

於截至2018年12月31日止年度，歸屬條件無法達成，歸屬期已延期。

EQUITY-LINKED ARRANGEMENTS

Saved as disclosed in the section headed “Share Award Scheme”, no equity-linked agreements were entered into during the year or subsisted at the end of the year.

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

Save for the Share Award Scheme as stated above, at no time during the year ended 31 December 2018 was the Company or any of its subsidiaries or the holding companies of the Company or any of its subsidiaries, fellow subsidiaries or its parent companies a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2018.

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of Association, subject to the provisions of the relevant statutes, every Director shall be entitled to be indemnified out of the assets of the Company against all losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto. The Company has arranged appropriate directors' and officers' liability insurance coverage for the directors and officers of the Company during the year.

MANAGEMENT CONTRACTS

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

股本掛鈎協議

除「股份獎勵計劃」一節所披露者外，概無股份掛鈎協議於年內訂立或於年末仍然存續。

購買股份或債權證之安排

除上述股份獎勵計劃外，於截至2018年12月31日止年度內任何時間，本公司或其任何附屬公司、本公司控股公司或其任何附屬公司、同系附屬公司或其母公司概無參與任何安排使本公司董事可從購買本公司或任何其他法人機構股份或債權證而獲取利益。

購買、出售或贖回上市證券

截至2018年12月31日止年度內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

獲允許之彌償條文

根據組織章程細則，按照相關法規的條文，各董事將有權就其因履行職務或進行其他有關事宜而可能承受或招致之一切損失及責任獲得本公司資產彌償。年內，本公司已為本公司董事及高級職員安排適當的董事及高級職員責任保險。

管理合約

概無就本公司任何業務之全部或任何重大部分的管理或行政於年內訂立或於年末仍然存續任何合約。

Report of the Directors

董事會報告

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the year under review, there were no connected transactions and continuing connected transactions which are required to be disclosed in accordance with the requirements of the Listing Rules. To the best of the Director's knowledge, information and belief having made all reasonable enquiries, none of the related party transactions as disclosed in note 41 to the consolidated financial statements constitutes a connected transaction under Chapter 14A of the Listing Rules.

RELATED PARTY TRANSACTIONS

The related party transactions are set out in note 41 to the consolidated financial statements.

EMOLUMENT POLICY

The Company's remuneration policy comprises primarily a fixed component (in the form of a base salary) and a variable component (which includes discretionary bonus and other merit payments), considering other factors such as their experience, level of responsibility, individual performance, the profit performance of the Group and general market conditions.

The remuneration committee of the Company will meet at least once for each year to discuss remuneration related matters (including the remuneration of Directors) and review the remuneration policy of the Group.

EMPLOYEE RETIREMENT BENEFITS

Details of the employee retirement benefits of the Company are set out in note 37 to the consolidated financial statements.

DONATIONS

During the year, the Group had not made any donation.

關連交易及持續關連交易

於回顧年度，概無根據上市規則規定須予披露的關連交易及持續關連交易。據董事經作出一切合理查詢後所知、所悉及所信，綜合財務報表附註41所披露的關聯方交易均不構成上市規則第14A章項下的關連交易。

關聯方交易

關聯方交易載於綜合財務報表附註41。

薪酬政策

本公司的薪酬政策主要包括固定部分（形式為基本薪金）及浮動部分（包括酌定花紅及其他績效獎金），並會考慮僱員的經驗、責任輕重、個人表現、本集團的盈利表現及一般市場狀況等其他因素。

本公司薪酬委員會每年至少舉行一次會議，以討論薪酬相關事宜（包括董事酬金）及檢討本集團的薪酬政策。

僱員退休福利

本公司的僱員退休福利詳情載於綜合財務報表附註37。

捐款

年內，本集團概無作出任何捐款。

Report of the Directors

董事會報告

CORPORATE GOVERNANCE

A report on the principal corporate governance practices adopted by the Company is set out on pages 30 to 51 of this Annual Report.

PUBLIC FLOAT

To the best knowledge of the Directors and based on information available in the public domain concerning the Company, at least 25% of the Company's issued share capital was held by the public as at the date of this Annual Report.

AUDIT COMMITTEE

The consolidated financial statements of the Group for the year ended 31 December 2018 have been reviewed the audit committee of the Company. The Group's consolidated financial statements have been audited by the Company's auditor, Crowe (HK) CPA Limited.

AUDITOR

The consolidated financial statements for the year ended 31 December 2018 have been audited by Crowe (HK) CPA Limited, who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company.

On behalf of the Board

Zhou Chunhua

Chairman

Hong Kong, 19 March 2019

企業管治

有關本公司採納的主要企業管治常規的報告載於本年報第30頁至51頁。

公眾持股量

據董事所知及基於有關本公司的公開資料，於本年報日期，本公司已發行股本中至少25%由公眾持有。

審核委員會

本集團截至2018年12月31日止年度之綜合財務報表已由本公司審核委員會審閱。本集團之綜合財務報表已由本公司核數師國富浩華（香港）會計師事務所有限公司審核。

核數師

截至2018年12月31日止年度之綜合財務報表已由國富浩華（香港）會計師事務所有限公司審核，該核數師將於本公司應屆股東週年大會上退任，但彼符合資格且願膺選連任。

代表董事會

主席

周春華

香港，2019年3月19日

Independent Auditor's Report

獨立核數師報告



國富浩華(香港)會計師事務所有限公司
Crowe (HK) CPA Limited
香港 銅鑼灣 禮頓道77號 禮頓中心9樓
9/F Leighton Centre,
77 Leighton Road,
Causeway Bay, Hong Kong

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF TIANLI HOLDINGS GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Tianli Holdings Group Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 74 to 276 which comprise the consolidated statements of financial position as at 31 December 2018, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the Hong Kong Institute of Certified Public Accountants ("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.

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.

致天利控股集團有限公司股東之 獨立核數師報告

(於開曼群島註冊成立之有限公司)

意見

我們已審核列載於第74頁至276頁天利控股集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,該等綜合財務報表包括於2018年12月31日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註(包括主要會計政策概要)。

我們認為,綜合財務報表已根據國際會計標準委員會(「國際會計標準委員會」)頒佈的國際財務報告準則(「國際財務報告準則」)真實而公平地反映 貴集團於2018年12月31日的綜合財務狀況,以及其截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港公司條例的披露規定妥為編製。

意見基礎

我們已根據香港會計師公會(「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。我們於該等準則下的責任在本報告「核數師就審計綜合財務報表須承擔的責任」一節進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(「守則」),我們獨立於 貴集團,並已根據守則履行其他道德責任。我們相信,我們所獲得的審核憑證能充足及適當地為我們的審計意見提供基礎。

關鍵審計事項

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

Independent Auditor's Report

獨立核數師報告

NON-CONSOLIDATION OF STRUCTURED ENTITIES AND VALUATION OF FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Refer to notes 2(i), 20, and 22 to the consolidated financial statements.

The Key Audit Matter 關鍵審計事項

The management of the Group made significant judgements to assess whether the Group has the power over and is exposed to significant variable returns from structured entities, mainly the private equity funds, to determine whether or not it has control over the structured entities, which the Group has accounted for as financial assets at fair value through profit or loss.

為評估 貴集團是否對結構性實體（主要為私募股權基金）擁有權力及是否享有其重大可變回報， 貴集團管理層作出了重大判斷，以確定其是否對結構性實體擁有控制權。 貴集團已將該等結構性實體入賬列為按公平值計入損益的金融資產。

The valuation of these financial assets at fair value through profit or loss is based on unobservable inputs which involves significant management judgement.

對該等按公平值計入損益的金融資產的估值乃基於不可觀察輸入數據，當中涉及重大管理層判斷。

Due to the significance of these structured entities to the Group and the uncertainties inherent in these judgements, this is considered as a key audit matter.

由於該等結構性實體對 貴集團的重要性以及相關判斷所固有的不確定性，因此這被視為關鍵審計事項。

非合併結構性實體及對按公平值計入損益的金融資產的估值

請參閱綜合財務報表附註2(i)、20及22。

How the matter was addressed in our audit 我們的審計如何處理該事項

Our procedures to assess the recognition of interests in structured entities as financial assets at fair value through profit or loss and their valuation included the followings:

對於將結構性實體權益確認為按公平值計入損益的金融資產以及其估值，我們的評估程序包括以下各項：

- obtaining and evaluating the management's assessment regarding whether or not to consolidate the structured entities that the Group holds an interest;
獲取並評估管理層對關於 貴集團持有權益的結構性實體是否合併入賬所作的評估；
- reviewing the terms of the relevant contracts, considered the returns of the underlying assets, and assessed the Group's power on and the exposure to the variability of returns from the structured entities; 審閱有關合約的條款，考慮相關資產的回報，並評估 貴集團對結構性實體的權力及享有結構性實體可變回報的程度；
- testing the controls over financial instrument valuation process;
對金融工具估值過程的監控措施進行測試；

Independent Auditor's Report

獨立核數師報告

The Key Audit Matter

關鍵審計事項

How the matter was addressed in our audit

我們的審計如何處理該事項

- selecting samples and checked the appropriateness of the valuation methods used and evaluated the assumptions used in those methods;
篩選樣本並檢驗所用估值方法的適當性，以及評估該等方法使用的假設；
- recalculating fair value estimates and comparing the results to the Group's valuations and investigating significant differences, if any; and
重新計算估計公平值，將結果與 貴集團的估值進行比較，並對重大差異（如有）進行調查；及
- performing audit procedures on selected financial statements items of the private equity funds.
對私募股權基金的選定財務報表項目實施審核程序。

Independent Auditor's Report

獨立核數師報告

IMPAIRMENT OF PROPERTY, PLANT AND EQUIPMENT

Refer to notes 2(f), (p)(i), and 14 to the consolidated financial statements.

The Key Audit Matter 關鍵審計事項

Increase in costs of production including labour and raw materials has negatively impacted the multi-layer ceramic chips ("MLCC") manufacturing profit of the Group.

生產成本(包括勞工及原材料)增加對 貴集團旗下片式多層陶瓷電容器(「MLCC」)的製造利潤產生負面影響。

There is a risk that the carrying value of property, plant and equipment of the MLCC segment may not be recoverable in full through the future cash flows to be generated.

MLCC分部之物業、廠房及設備的賬面值存在可能無法透過未來產生的現金流量悉數收回之風險。

Management reviews the performance of the MLCC segment at the end of each reporting period to identify if there are any negative performance criteria which could indicate impairment or reversal of previously made impairment. The recoverable amount of the property, plant and equipment is determined by management at the higher of the value in use and the fair value less cost of disposal of these assets.

管理層於各報告期末審閱MLCC分部之表現，以確定是否存在可能顯示減值或撥回先前計提減值之任何負面表現標準。物業、廠房及設備之可收回金額由管理層按該等資產之使用價值與公平值減出售成本(以較高者為準)釐定。

In determining the value in use of the cash generating units where the property, plant and equipment belongs to, a valuation is carried out by independent professional valuer with reference to a discounted cash flow forecast prepared by management.

在釐定物業、廠房及設備所屬之現金產生單位之使用價值時，獨立專業估值師參考了管理層編製之現金流折現預測進行估值。

物業、廠房及設備減值

請參閱綜合財務報表附註2(f)、(p)(i)及14。

How the matter was addressed in our audit 我們的審計如何處理該事項

Our audit procedures to assess potential impairment of property, plant and equipment included the following: 我們評估物業、廠房及設備潛在減值的審核程序包括以下各項：

- challenging the Company's impairment assessment model by assessing the impairment indicators identified by management and by considering whether the discounted cash flow forecasts supported the carrying value of the relevant assets; 透過評估管理層發現之減值跡象及判斷現金流折現預測是否支持相關資產之賬面值，對 貴公司之減值評估模型提出質疑；
- evaluating the methodology used by management in the preparation of its discounted cash flow forecast and the valuations performed by independent professional valuers with reference to the requirements of the prevailing accounting standards; 參考現行會計準則規定評估管理層在編製現金流折現預測時所使用的方法及獨立專業估值師所作出的估值；
- comparing the most significant inputs used in the discounted cash flow forecasts, including future revenue growth rates, future margins and future costs, with the historical performance of the cash generating unit, budgets approved by management and agreements signed subsequent to the reporting date; 將現金流折現預測所使用之最重要輸入數據(包括未來收益增長率、未來利潤及未來成本)與現金產生單位之過往表現、管理層批准之預算及報告日期後簽訂之協議進行比較；

Independent Auditor's Report

獨立核數師報告

The Key Audit Matter

關鍵審計事項

In preparing the discounted cash flow forecasts, key inputs, including future revenue growth rates, future margins and future costs of the cash generating unit are determined by management taking into consideration factors which include changes in product mix and changes in expected customers numbers, all of which involve the exercise of significant management judgement.

在編製現金流折現預測時，各項關鍵輸入數據（包括現金產生單位的未來收益增長率、未來利潤及未來成本）乃由管理層經考慮多項因素後釐定。有關考慮因素包括涉及行使重大管理層判斷的產品組合變動及預期客戶數目變化。

We identified the assessment for impairment of property, plant and equipment as a key audit matter because identifying impairment indicators and determining the level of impairment, if any, involves a significant degree of management judgement, particularly in forecasting future cash flows and estimating the recoverable amounts of these assets, both of which are inherently uncertain and could be subject to management bias.

我們將對物業、廠房及設備減值的評估列為關鍵審計事項，原因是甄別減值跡象及釐定減值水平（如有）涉及重大程度的管理層判斷，特別是預測未來現金流量和評估該等資產之可收回金額，這兩項本身具有不確定性，且可能受管理層的偏見影響。

How the matter was addressed in our audit

我們的審計如何處理該事項

- assessing the discount rates used in the discounted cash flow forecasts by benchmarking against other similar companies;
透過與其他類似公司對標，評估現金流折現預測所使用之折現率；
- obtaining sensitivity analysis of the significant inputs, including future revenue growth rates, future margins and the discount rates used in the cash flow forecasts prepared by management and considering the resulting impact on the recoverable amount and whether there were any indicators of management bias; and
獲取重要輸入數據（包括管理層在編製現金流量預測過程中所使用之未來收益增長率、未來利潤及折現率）的敏感度分析，判斷由此對可收回金額之影響及是否存在管理層偏見的跡象；及
- evaluating the experience, competence, capabilities and objectivity of the independent professional valuer engaged by management to carry out the valuations of property, plant and equipment and to understand the methodologies adopted and key inputs used in the valuation of property, plant and equipment.
評估管理層所委聘以對物業、廠房及設備進行估值的獨立專業估值師的經驗、資質、能力及客觀性，以及了解在物業、廠房及設備估值過程中所採用的方法及所使用的關鍵輸入數據。

Independent Auditor's Report

獨立核數師報告

VALUATION OF INVENTORIES

Refer to notes 2(r) and 24 to the consolidated financial statements.

The Key Audit Matter

關鍵審計事項

We identified the valuation of inventories as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole and the judgement associated with the determination of write-down of inventories.

我們將存貨估值列為關鍵審計事項，原因是結餘對綜合財務報表整體之重要性及與釐定存貨減記相關之判斷。

As disclosed in note 24 to the consolidated financial statements, the carrying amount of inventories is RMB196,081,000 as at 31 December 2018.

誠如綜合財務報表附註24所披露，存貨賬面值於2018年12月31日為人民幣196,081,000元。

In estimating the amount of write-down of inventories, management reviews the net realisable value of inventories periodically with reference to the condition of the inventories, historical and current sales information, as well as the ageing of inventories to identify slow-moving items to ascertain the amount of write-down of inventories.

於估計存貨減記金額時，管理層經參考存貨狀況、過往及現有銷售資料以及存貨賬齡對存貨的可變現淨值進行檢討，從而識別滯銷項目並確定存貨減記金額。

In addition, the management carries out a review of its inventories on a product-by-product basis with reference to subsequent sales and usage, latest selling prices and current market condition.

此外，管理層經參考其後銷售及用途、最新售價及現行市況後，會按逐個產品基準對其存貨進行審查。

存貨估值

請參閱綜合財務報表附註2(r)及24。

How the matter was addressed in our audit

我們的審計如何處理該事項

Our procedures in relation to evaluating the reasonableness of the valuation of inventories included: 我們評估存貨估值合理性的程序包括以下方面：

- understanding the inventory allowance policy of the Group in the identification of slow-moving inventories and measurement of the write-down of inventories; 了解 貴集團於識別滯銷存貨及計量存貨減記方面的存貨撥備政策；
- assessing whether the inventory allowance at the end of the reporting period was calculated in a manner consistent with the Group's inventory write-down policy; 評估於報告期末的存貨撥備是否按與 貴集團存貨減記政策一致的方式計算；
- discussing with management and assessing the basis of management's estimations of subsequent selling price, costs to completion and costs necessary to make the sale; 與管理層討論並評估管理層估計其後售價、完成成本及必要銷售成本的基準；

Independent Auditor's Report

獨立核數師報告

The Key Audit Matter 關鍵審計事項

How the matter was addressed in our audit 我們的審計如何處理該事項

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

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

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

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

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

- testing inventory ageing analysis, on a sample basis, to the goods receipt documents and assessing the accuracy of the base data used to determine the allowance/write down and re-performing the allowance/write down calculation to check arithmetic accuracy; and
抽樣測試商品收據文件的存貨賬齡分析，並評估用於釐定撥備／減記的基礎數據的準確性，以及重新進行撥備／減記計算以核驗運算準確度；及
- assessing the reasonableness of the estimation of the net realisable value of inventories with reference to usage and sales of inventories subsequent to the end of the reporting period and latest selling prices, on a sample basis.
參考報告期末後存貨的用途及銷售以及最新售價，抽樣評估存貨可變現淨值估計的合理性。

綜合財務報表和核數師報告以外的資料

董事負責其他資料。其他資料包括年度報告中的資料，但不包括綜合財務報表及本核數師報告。

我們對綜合財務報表的意見不涵蓋其他資料，我們亦不對該等其他資料發表任何形式的保證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審核過程中所了解的情況存在重大不一致或者似乎存在重大錯誤陳述的情況。

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

Independent Auditor's Report

獨立核數師報告

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs issued by IASB and the disclosure requirements of 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 directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made 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 HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

董事就綜合財務報表須承擔的責任

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

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

審核委員會協助董事履行監督 貴集團的財務報告過程的責任。

核數師就審計綜合財務報表須承擔的責任

我們的目標是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。本報告僅供 閣下（作為整體）參考，除此之外不得用於其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水平的保證，但不能保證按照香港審計準則進行的審核，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴該等綜合財務報表所作出的經濟決定，則有關錯誤陳述可被視為重大。

Independent Auditor's Report

獨立核數師報告

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對這些風險，以及獲取充足和適當的審核憑證，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高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審核相關的內部控制，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恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則修改我們的意見。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，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。

Independent Auditor's Report

獨立核數師報告

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

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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.

Crowe (HK) CPA Limited
Certified Public Accountants
Hong Kong, 19 March 2019

Chan Wai Dune, Charles
Practising Certificate Number P00712

- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審核憑證，以便對綜合財務報表發表意見。我們負責 貴集團審核的方向、監督和執行。我們僅對審核意見負責。

除其他事項外，我們與審核委員會溝通了計劃的審核範圍、時間安排、重大審核發現等，包括我們在審核中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。除非法律法規不允許公開披露，或在極端罕見的情況下，如果合理預期在我們報告中通報某事項造成的負面後果超過產生的公眾利益，令我們認為不應在報告中通報該事項，否則我們均在核數師報告中說明相關事項。

國富浩華（香港）會計師事務所有限公司
執業會計師
香港，2019年3月19日

陳維端
執業證書編號P00712

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 2018 截至2018年12月31日止年度

		Notes 附註	2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Revenue	收入	6	1,045,414	1,557,652
Cost of sales	銷售成本		(584,723)	(1,179,036)
Gross profit	毛利		460,691	378,616
Other income	其他收益	7	114,541	30,460
Selling and distribution costs	銷售及分銷成本		(35,411)	(23,844)
Administrative expenses	行政費用		(162,386)	(127,836)
Other expenses	其他開支		(5,306)	(3,351)
Research and development costs	研究及開發成本	8(c)	(66,861)	(40,244)
Profit from operations	經營業務溢利		305,268	213,801
Finance costs	融資成本	8(a)	(26,743)	(59,735)
Share of profit of joint ventures	應佔合營公司溢利		44	3,101
Share of loss of an associate	應佔一間聯營公司虧損		(17,857)	–
Profit before taxation	除稅前溢利	8	260,712	157,167
Income tax expenses	所得稅開支	9(a)	(99,656)	(24,543)
Profit for the year	年度溢利		161,056	132,624
Other comprehensive (loss)/income for the year, net of income tax	年度其他全面(虧損)/收益, 扣除所得稅			
Items that will not be reclassified to profit or loss:	不會重新歸類至損益的項目:			
Financial assets at fair value through other comprehensive income ("FVOCI") – net movement in fair value reserve (non-recycling)	按公平值計入其他全面收益的金融資產 – 公平值儲備變動淨額 (不可撥回)		(18,017)	–
Items that may be reclassified subsequently to profit or loss:	其後可能重新歸類至損益的項目:			
Share of other comprehensive income of associate, net of related income tax	應佔聯營公司其他全面收益, 扣除相關所得稅		1,292	–
Reclassification adjustments relating to foreign operations disposed of during the year	有關年內已出售海外業務之重新分類調整		197	–
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額		2,704	2,190
Other comprehensive (loss)/income for the year, net of income tax	年度其他全面(虧損)/收益, 扣除所得稅		(13,824)	2,190
Total comprehensive income for the year, net of income tax	年度全面收益總額, 扣除所得稅		147,232	134,814

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 2018 截至2018年12月31日止年度

		Notes 附註	2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Profit/(loss) for the year attributable to:	以下人士應佔年度溢利／(虧損)：			
Owners of the Company	本公司擁有人		159,620	134,032
Non-controlling interests	非控股權益		1,436	(1,408)
			161,056	132,624
Total comprehensive income/(loss) for the year attributable to:	以下人士應佔年度全面收益／(虧損)總額：			
Owners of the Company	本公司擁有人		153,989	137,127
Non-controlling interests	非控股權益		(6,757)	(2,313)
			147,232	134,814
			RMB cents 人民幣仙	RMB cents 人民幣仙
Earnings per share	每股盈利			
Basic and diluted	基本及攤薄	13	21.4	18.6

The notes on pages 82 to 276 form part of these financial statements.

第82頁至276頁的附註構成此等財務報表的一部分。

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2018 於2018年12月31日

		Notes 附註	2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	152,860	129,180
Investment properties	投資物業	15	22,915	22,984
Prepaid land lease payments	土地租賃預付款項	16	34,525	17,897
Deposits paid for acquisition of property, plant and equipment and other non-current rental deposit	收購物業、廠房及設備所付按金及其他非流動租金按金	27	32,866	10,599
Deposit paid for acquisition of a subsidiary	用於收購一間附屬公司之按金	27	–	32,420
Interest in an associate	於一間聯營公司之權益	17	17,064	–
Interests in joint ventures	於合營公司之權益	18	–	2,957
Financial assets at FVOCI	按公平值計入其他全面收益的金融資產	19	9,524	–
Financial assets at fair value through profit or loss ("FVPL")	按公平值計入損益的金融資產	20	368,076	–
Available-for-sale investment	可供出售投資	19	–	26,222
Financial assets designated at FVPL – fund investments	指定按公平值計入損益的金融資產 – 基金投資	20	–	551,949
Other intangible assets	其他無形資產	21	335	419
Deferred tax assets	遞延稅項資產	35(a)	24,052	20,795
Total non-current assets	非流動資產總值		662,217	815,422
Current assets	流動資產			
Inventories	存貨	24	196,081	113,796
Accounts and bills receivables	應收款項及應收票據	25	277,353	391,319
Loan receivable	應收貸款	26	–	2,774
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	27	48,176	15,159
Amounts due from joint ventures	應收合營公司款項	18	–	829
Financial assets at FVPL	按公平值計入損益的金融資產	20	110,530	–
Pledged bank deposits	已抵押銀行存款	28	13,187	28,633
Cash and bank balances	現金及銀行結餘	28	488,424	668,920
			1,133,751	1,221,430
Assets of disposal group classified as held for sale	分類為持作出售之出售組別資產	23	–	15,133
Total current assets	流動資產總值		1,133,751	1,236,563

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2018 於2018年12月31日

			2018	2017
		Notes	2018年	2017年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
Current liabilities	流動負債			
Trade and bills payables	應付貿易賬款及應付票據	29	144,915	123,806
Deferred income, accruals and other payables	遞延收入、應計費用及其他應付款項	30	141,883	107,831
Tax payable	應付稅項		63,576	32,656
Bank and other loans	銀行及其他貸款	32	–	518,224
Bond payable	應付債券	33	387,874	393,853
Obligations under finance lease	融資租賃承擔	34	118	110
Dividends payable	應付股息		88	88
Total current liabilities	流動負債總值		738,454	1,176,568
Net current assets	流動資產淨值		395,297	59,995
Total assets less current liabilities	資產總值減流動負債		1,057,514	875,417
Non-current liabilities	非流動負債			
Obligations under finance lease	融資租賃承擔	34	173	278
Deferred income	遞延收入	31	20,008	22,095
Deferred tax liabilities	遞延稅項負債	35(b)	43,907	9,581
Total non-current liabilities	非流動負債總值		64,088	31,954
Net assets	資產淨值		993,426	843,463
Capital and reserves	資本和儲備			
Share capital	股本	39(a)	6,637	6,637
Reserves	儲備		980,383	825,538
Total equity attributable to owners of the Company	本公司擁有人應佔總權益		987,020	832,175
Non-controlling interests	非控股權益		6,406	11,288
Total equity	總權益		993,426	843,463

Approved and authorised for issue by the Board of Directors on 19 March 2019.

於2019年3月19日獲董事會批准並授權刊發。

Zhou Chunhua

周春華

Director

董事

Jing Wenping

敬文平

Director

董事

The notes on pages 82 to 276 form part of these financial statements.

第82頁至276頁的附註構成此等財務報表的一部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2018 截至2018年12月31日止年度

Attributable to owners of the Company
本公司擁有人應佔項目

		Share capital	Share premium account	Contributed surplus	Share award reserve	Exchange fluctuation reserve	Statutory reserve	Fair value reserve (non-recycling)	Retained earnings/(accumulated losses)	Total	Non-controlling interests	Total equity
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2017	於2017年1月1日	4,571	189,827	217,943	-	(5,083)	40,768	-	(71,861)	376,165	13,601	389,766
Profit for the year	年度溢利	-	-	-	-	-	-	-	134,032	134,032	(1,408)	132,624
Exchange differences arising on translation of foreign operations	換算海外業務的匯兌差額	-	-	-	-	3,095	-	-	-	3,095	(905)	2,190
Total comprehensive income/(loss) for the year	年度全面收益/(虧損)總額	-	-	-	-	3,095	-	-	134,032	137,127	(2,313)	134,814
Issuance of share under open offer (note 39(a))	公開發售項下發行股份 (附註39(a))	2,066	307,865	-	-	-	-	-	-	309,931	-	309,931
Share issue expense under open offer (note 39(a))	公開發售項下股份發行費用 (附註39(a))	-	(6,174)	-	-	-	-	-	-	(6,174)	-	(6,174)
Deemed contribution from owner for the share award transaction (note 36(c))	股份獎勵交易中的擁有人視作注資 (附註36(c))	-	-	12,920	-	-	-	-	-	12,920	-	12,920
Recognition of equity-settled share-based payment expenses under share award scheme (note 36(b))	確認股份獎勵計劃項下按股權結算以股份為基礎之付款開支 (附註36(b))	-	-	-	2,206	-	-	-	-	2,206	-	2,206
At 31 December 2017 and 1 January 2018	於2017年12月31日及2018年1月1日	6,637	491,518	230,863	2,206	(1,988)	40,768	-	62,171	832,175	11,288	843,463
Profit for the year	年度溢利	-	-	-	-	-	-	-	159,620	159,620	1,436	161,056
Exchange differences arising on translation of foreign operations	換算海外業務的匯兌差額	-	-	-	-	2,087	-	-	-	2,087	617	2,704
Reclassification adjustments relating to foreign operations disposed of during the year	有關年內已出售海外業務之重新分類調整	-	-	-	-	197	-	-	-	197	-	197
Share of other comprehensive income of an associate, net of related income tax	應佔一間聯營公司其他全面收益，扣除相關所得稅	-	-	-	-	1,220	-	-	-	1,220	72	1,292
Financial assets at FVOCI - net movement in fair value reserve	按公平值計入其他全面收益的金融資產-公平值儲備變動淨額	-	-	-	-	-	-	(9,135)	-	(9,135)	(8,882)	(18,017)
Total comprehensive income/(loss) for the year	年度全面收益/(虧損)總額	-	-	-	-	3,504	-	(9,135)	159,620	153,989	(6,757)	147,232
Acquisition of subsidiaries (note 43)	收購附屬公司 (附註43)	-	-	-	-	-	-	-	-	-	1,875	1,875
Disposal of subsidiaries (note 44)	出售附屬公司 (附註44)	-	-	(5,996)	-	-	(408)	-	6,404	-	-	-
Recognition of equity-settled share-based payment expenses under share award scheme (note 36(b))	確認股份獎勵計劃項下按股權結算以股份為基礎之付款開支 (附註36(b))	-	-	-	1,895	-	-	-	-	1,895	-	1,895
Lapse of share award granted	已授出股份獎勵失效	-	-	(23,106)	(1,039)	-	-	-	23,106	(1,039)	-	(1,039)
Transfer	轉撥	-	-	-	-	-	7,954	-	(7,954)	-	-	-
At 31 December 2018	於2018年12月31日	6,637	491,518	201,761	3,062	1,516	48,314	(9,135)	243,347	987,020	6,406	993,426

The notes on pages 82 to 276 form part of these financial statements.

第82頁至276頁的附註構成此等財務報表的一部分。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2018 截至2018年12月31日止年度

			2018	2017
			2018年	2017年
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Operating activities	經營活動			
Profit before taxation:	除稅前溢利：		260,712	157,167
Adjustments for:	經調整：			
Finance costs	融資成本	8(a)	26,743	59,735
Interest income	利息收入	7	(2,300)	(2,876)
Depreciation	折舊	8(c)	23,716	20,425
Amortisation of prepaid land lease payments	土地租賃預付款項攤銷	8(c)	541	490
Amortisation of other intangible assets	其他無形資產攤銷	8(c)	429	538
Write-down of inventories	存貨減記	8(c)	70,816	-
Reversal of write-down of inventories	存貨減記撥回	8(c)	(1,138)	(8,798)
Reversal of impairment loss of accounts receivables	應收款項減值虧損撥回	8(c)	-	(209)
Impairment loss of accounts receivables	應收款項之減值虧損	8(c)	5,306	-
Release of government grants as income	發放政府補貼作為收入	7	(3,326)	(8,166)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	8(c)	3,499	2,485
Gain on disposal of subsidiaries	出售附屬公司之收益	44	(72,910)	(7,609)
Fair value loss on derivative financial instruments	衍生金融工具之公平值虧損	8(c)	-	1,043
Net loss from financial assets at FVPL	按公平值計入損益的金融資產虧損淨額	6	215,069	-
Net gain from financial assets designated at FVPL – fund investment	指定按公平值計入損益的金融資產收益淨額			
	— 基金投資	6	-	(69,275)
Share of profit of joint ventures	應佔合營公司溢利		(44)	(3,101)
Share of loss of an associate	應佔一間聯營公司虧損		17,857	-
Equity-settled share-based payment expenses	股權結算以股份為基礎之付款開支	8(b)	856	15,126
Gain on acquisition included in sundry income	計入雜項收入的收購收益	43	(3,302)	-
Reversal of impairment loss of other receivables	其他應收款項減值虧損撥回	7	(129)	-
			542,395	156,975
Changes in working capital	營運資金變動			
(Increase)/decrease in inventories	存貨(增加)/減少		(151,963)	2,607
Decrease/(increase) in accounts and bills receivables	應收款項及應收票據減少/(增加)		110,255	(61,830)
Increase in fund investment	基金投資增加		(17,261)	(403,602)
Decrease in loan receivables	應收貸款減少		2,774	330,186
Increase in prepayments, deposits and other receivables	預付款項、按金及其他應收款項增加		(35,420)	(6,820)
Increase in trade and bills payables	應付貿易賬款及應付票據增加		21,109	10,771
Increase in deferred income, accruals and other payables	遞延收入、應計費用及其他應付款項增加		56,632	30,999

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2018 截至2018年12月31日止年度

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
	Notes 附註		
Cash generated from operations	經營活動產生之現金	528,521	59,286
Interest received	已收利息	2,300	2,876
PRC tax paid	已付中國稅項	(30,037)	(474)
Net cash generated from operating activities	經營活動產生之現金淨額	500,784	61,688
Investing activities	投資活動		
Cash receipts from dividend income	來自股息收入之現金流量	6,250	8,371
Deposit paid for acquisition of property, plant and equipment	收購物業、廠房及設備所付按金	(28,434)	(8,364)
Deposit paid for acquisition of a subsidiary	用於收購一間附屬公司之按金	–	(32,420)
Net cash inflow on acquisition of subsidiaries	收購附屬公司之淨現金流入	6,303	–
Payment for purchase of property, plant and equipment	購買物業、廠房及設備之付款	(95,367)	(11,224)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	967	105
Repayment from/(advance to) subsidiaries of joint ventures	合營公司之附屬公司還款／(向合營公司之附屬公司墊款)	829	(241)
Deposit received for disposal of subsidiaries	出售附屬公司之已收按金	–	22,950
Net cash inflow on disposal of subsidiaries	出售附屬公司之淨現金流入	70,422	81,671
Payment for purchase of other intangible asset	購買其他無形資產之付款	(345)	–
Payment for purchase of prepaid land lease	購買預付土地租賃之付款	(34,500)	–
Payment for acquisition of financial assets at FVPL – unlisted debt instruments	收購按公平值計入損益的金融資產之付款 – 非上市債務工具	(124,278)	–
Proceeds from disposal of financial assets at FVPL – unlisted debt instruments	出售按公平值計入損益的金融資產所得款項 – 非上市債務工具	13,748	–
Net cash (used in)/generated from investing activities	投資活動(所用)／產生之現金淨額	(184,405)	60,848
Financing activities	融資活動		
Capital element of finance lease rentals paid	已付融資租賃租金之資本部分	(111)	(129)
Interest element of finance lease rentals paid	已付融資租賃租金之利息部分	(9)	(12)
Proceeds from new bank loans	新造銀行貸款所得款項	10,000	113,837
Proceeds from new other loans	其他新貸款所得款項	42,688	173,894
Proceeds from open offer	公開發售所得款項	–	303,757
Repayment of bank loans	償還銀行貸款	(77,939)	(105,898)
Repayment of other loans	償還其他貸款	(423,891)	–
Interest paid	已付利息	(83,626)	(12,382)
Decrease/(increase) in pledged bank deposits with original maturity of over three months when acquired	在購入時原本到期日超過3個月之已抵押銀行存款減少／(增加)	7,767	(6,147)
Net cash (used in)/generated from financing activities	融資活動(所用)／產生之現金淨額	(525,121)	466,920

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2018 截至2018年12月31日止年度

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
	Notes 附註		
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物之 (減少)/增加淨額	(208,742)	589,456
Cash and cash equivalents at 1 January	於1月1日之現金及現金等價物	693,775	135,125
Effect of foreign exchange rate changes, net	外匯匯率變動之影響，淨額	5,434	(30,806)
Cash and cash equivalents at 31 December	於12月31日之現金及現金等價物	490,467	693,775
Analysis of balances of cash and cash equivalents	現金及現金等價物結餘分析		
Cash and bank balances	現金及銀行結餘	28(a) 488,424	668,920
Pledged bank deposits with original maturity of less than three months when acquired	在購入時原本到期日不足3個月之已抵押銀行存款	28(a) 2,043	9,722
Cash and bank balances included in assets of disposal group held for sale	計入持作出售之出售組別的資產之現金及銀行結餘	23 -	15,133
Cash and cash equivalents as stated in the consolidated statement of cash flows	於綜合現金流量表列賬之現金及現金等價物	490,467	693,775

The notes on pages 82 to 276 form part of these financial statements.

第82頁至276頁的附註構成此等財務報表的一部分。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

1. GENERAL INFORMATION

Tianli Holdings Group Limited (the “Company”) was incorporated in the Cayman Islands on 6 March 2007 as an exempted company with limited liability under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised). The Company’s registered office address is the office of Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands, and the head office and the principal place of business of the Company in Hong Kong is located at Unit 907-909, 9/F., Three Pacific Place, 1 Queen’s Road East, Hong Kong.

The principal activity of the Company is investment holding. Details of the principal activities of the subsidiaries of the Company are set out in note 42.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”), issued by the International Accounting Standards Board (the “IASB”) and the disclosure requirements of the Hong Kong Companies Ordinance. The consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Significant accounting policies adopted by the Group are disclosed below.

The IASB has issued certain new and revised IFRSs which are first effective or available for early adoption for the current accounting period of the Group. Note 3 provides information on any changes in accounting policies resulting from the initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in the consolidated financial statements.

1. 一般資料

天利控股集團有限公司（「本公司」）於2007年3月6日在開曼群島根據開曼群島法例第22章公司法（1961年第3號法案，經合併及經修訂）註冊成立為獲豁免有限公司。本公司之註冊辦事處為Conyers Trust Company (Cayman) Limited之辦事處，地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands，而本公司之總辦事處及香港主要營業地點則位於香港皇后大道東1號太古廣場三座9樓907-909室。

本公司之主要業務為投資控股。本公司附屬公司之主要業務詳情載於附註42。

2. 主要會計政策

a) 合規聲明

綜合財務報表是根據由國際會計標準委員會（「國際會計標準委員會」）頒佈之國際財務報告準則（「國際財務報告準則」）及香港公司條例之披露規定編製。綜合財務報表亦已遵守《香港聯合交易所有限公司證券上市規則》之適用披露條文。本集團所採用之主要會計政策載於下文。

國際會計標準委員會已頒佈若干新訂及經修訂國際財務報告準則，這些準則均是本集團於當前會計期間首次生效或可供提早採納的準則。附註3說明了首次應用這些準則所產生會計政策任何變動的資料，其內容均與本集團於綜合財務報表中所反映的當前及過往會計期間相關。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2018 comprise the Company and its subsidiaries (together referred to as the "Group") and the Group's interests in joint ventures and associates.

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). These financial statements are presented in Renminbi ("RMB") which is the Company's functional currency and the Group's presentation currency, and all value are rounded to the nearest thousand RMB except where otherwise indicated.

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets and liabilities are stated at their fair value as explained in the accounting policies:

- financial assets at FVPL (see note 2(i));
- financial assets at FVOCI (see note 2(i)); and
- derivative financial instruments (see note 2(m)).

Non-current assets and disposal group held for sale are stated at the lower of carrying amount and fair value less costs to sell (see note 2(z)).

The preparation of financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying amounts of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

2. 主要會計政策 (續)

b) 財務報表之編製基準

截至2018年12月31日止年度之綜合財務報表包括本公司及其附屬公司(統稱「本集團」),以及本集團於合營公司及聯營公司之權益。

本集團旗下各實體財務報表內的項目均以實體經營所在地的主要經濟環境的貨幣(「功能貨幣」)計量。該等財務報表以人民幣(「人民幣」)呈列,而人民幣是本公司的功能貨幣和本集團的呈列貨幣,且除非另有註明,否則所有幣值均約整至最接近之人民幣千元。

除以下資產及負債按其公平值呈列外,財務報表之編製均以歷史成本基準作為計量基準。有關詳情載列於會計政策:

- 按公平值計入損益的金融資產(見附註2(i));
- 按公平值計入其他全面收益的金融資產(見附註2(i));及
- 衍生金融工具(見附註2(m))。

非流動資產及持作出售之出售組別,按賬面值與按公平值減出售成本(以較低者為準)列賬(見附註2(z))。

按照國際財務報告準則編製財務報表需要管理層作出判斷、估計及假設,有關判斷、估計及假設會影響會計政策的應用和資產、負債、收入及開支的呈報金額。有關估計及相關假設是根據以往經驗和在當時情況下認為合理的多項其他因素作出,其結果構成了管理層就無法從其他途徑實時得知的資產與負債賬面值所作判斷的基礎。實際結果或有別於有關估計。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

b) Basis of preparation of the financial statements

(Continued)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of IFRSs that have a significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 4.

c) Subsidiaries and non-controlling interest

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability.

2. 主要會計政策 (續)

b) 財務報表之編製基準 (續)

有關估計及相關假設是按持續經營基準檢討。如會計估計需作修訂，而該修訂只會影響作出有關修訂的會計期間，便會在該期間內確認；但如修訂對當前和未來的會計期間均有影響，則會在作出有關修訂的期間及未來期間確認。

附註4討論管理層就應用對財務報表及估計之不確定因素主要來源有重大影響的國際財務報告準則所作出之判斷。

c) 附屬公司及非控股權益

附屬公司指由本集團控制之實體。倘本集團可透過參與實體營運而享有可變回報或權利以及有能力對實體運用其權力而影響有關回報，則本集團對其擁有控制權。於評估本集團是否擁有權力時，僅考慮實質權利（由本集團及其他各方持有）。

於附屬公司之投資自控制開始當日起至控制結束當日止合併入綜合財務報表。集團內部結餘、交易及現金流量及集團內部交易產生之任何未變現利潤均於編製綜合財務報表時悉數抵銷。集團內部交易產生之未變現虧損所採用的抵銷方式與未變現收益相同，但前提是無證據顯示出現減值。

非控股權益指並非本公司直接或間接應佔附屬公司之權益。本集團並未就該等權益與該等權益持有人協定任何額外條款，使本集團整體就該等權益而負上符合金融負債定義之合約責任。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

c) Subsidiaries and non-controlling interest

(Continued)

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the owners of the Company. 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. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position.

Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests 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 loses 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. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment loss (see note 2(p)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

2. 主要會計政策 (續)

c) 附屬公司及非控股權益 (續)

非控股權益在綜合財務狀況表內列入權益，但與本公司擁有人應佔權益分開列示。本集團業績中之非控股權益，在綜合損益表及綜合損益及其他全面收益表內以非控股權益與本公司擁有人各佔本年度損益總額及全面收益總額之方式列示。附屬公司之全面收益總額歸屬於本公司擁有人及非控股權益，縱使此舉會導致非控股權益出現虧絀結餘。非控股權益持有人之貸款及其他有關該等持有人之合約責任，於綜合財務狀況表列為金融負債。

本集團於現有附屬公司權益之變動

本集團於附屬公司之權益變動（不會導致失去控制權）入賬列作股權交易，據此控股及非控股權益之金額將於綜合權益內作出調整，以反映相關權益之變動，惟不會對商譽作出調整，亦不會確認任何損益。

倘本集團失去對一間附屬公司之控制權，則入賬列作出售該附屬公司之全部權益，所產生之收益或虧損於損益確認。於失去控制權之日任何保留於該前附屬公司之權益按公平值確認，而此金額被視為初始確認一項金融資產之公平值，或（如適用）初始確認一項於一間聯營公司或合營公司的投資之成本。

於本公司的財務狀況表內，於附屬公司之投資乃按成本減減值虧損呈列（見附註2(p)），除有關投資獲歸類為持作出售（或被納入獲歸類為持作出售之出售組別）。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

d) Joint ventures and associates

A joint venture is an arrangement whereby the Group and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

An associate is an entity in which the Group has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

An investment in a joint venture and an associate is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment. The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate that forms part of the investment. Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment. Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

When the Group's share of losses exceeds its interest in the joint venture or the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the joint venture or the associate.

2. 主要會計政策 (續)

d) 合營公司及聯營公司

合營公司為本集團及其他人士按合約同意下分配控制權及淨資產擁有權之安排。

聯營公司為本集團對其管理(包括參與其財政及營運政策之決定)有重大影響力(惟並非控制或共同控制)之實體。

於合營公司及聯營公司的投資按權益法列入綜合財務報表,惟有關投資獲歸類為持作出售(或被納入獲歸類為持作出售之出售組別)則除外。按照權益法,投資先以成本入賬,並就本集團佔該投資對象可識別淨資產在收購日期的公平值超出投資成本的數額作出調整。投資成本包括購買價、直接歸屬於收購投資的其他成本,以及對構成該投資一部分的聯營公司的任何直接投資。其後,就本集團佔該投資對象淨資產在收購後的變動及與該項投資有關的任何減值虧損對該項投資作出調整。任何於收購日期超逾成本的差額、本集團所佔投資對象於收購後的除稅後業績及年內任何減值虧損於綜合損益表內確認,而本集團所佔投資對象於收購後及除稅後的其他全面收益項目則於綜合損益及其他全面收益表內確認。

當本集團應佔虧損超出其於合營公司或聯營公司的權益時,本集團的權益將減至零,並會停止確認進一步虧損,惟本集團已招致法律或推定責任或代表投資對象付款則除外。就此而言,本集團的權益為根據權益法計算的投資賬面值連同本集團於合營公司或聯營公司之淨投資的長期權益部分。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

d) Joint ventures and associates (Continued)

Unrealised profits and losses resulting from transactions between the Group and its joint venture and an associate are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in a joint venture becomes an investment in an associate or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have joint control over a joint venture or significant influence over an associate, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when joint control or significant influence is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset.

e) Acquisition of a subsidiary not constituting a business

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to financial assets/financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

2. 主要會計政策 (續)

d) 合營公司及聯營公司 (續)

本集團與其合營公司及聯營公司交易所產生的未變現溢利及虧損，按本集團所持投資對象的權益抵銷，惟倘所轉讓資產的未變現虧損出現減值跡象，則即時於損益中確認。

倘於合營公司之投資變為於聯營公司之投資或反之亦然，則不會重新計量保留權益。反之，該投資繼續根據權益法入賬。

若屬其他情況，當本集團不再對合營公司擁有共同控制權或對聯營公司擁有重大影響力時，按出售有關投資對象的全部權益列賬，由此產生的收益或虧損在損益內確認。在喪失共同控制權或重大影響力當日所保留有關前投資對象的權益按公平值確認及此筆金額在初始確認金融資產時當作公平值。

e) 收購一間不構成業務之附屬公司

當本集團收購一組不構成業務之資產及負債，本集團首先按該等資產及負債各自之公平值將購買價分配至金融資產及金融負債，隨後按該等資產及負債於購買日期各自之相對公平值將購買價餘額分配至其他個別可識別資產及負債，藉此識別並確認所收購之個別可識別資產及所承擔之負債。此類交易並無產生商譽或議價收購收益。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

f) Property, plant and equipment

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any accumulated impairment losses (see note 2(p)). The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its estimated residual value over its estimated useful life. The principal estimated useful lives and estimated residual values used for this purpose are as follows:

2. 主要會計政策 (續)

f) 物業、廠房及設備

除在建工程外，物業、廠房及設備乃按成本值減去累計折舊及任何累計減值虧損列賬（見附註2(p)）。物業、廠房及設備項目成本包括其購買價及令該項資產達致擬定用途之運作狀況及地點所產生之直接應計成本。

物業、廠房及設備項目在投入使用後所產生之維修及保養等開支一般在產生之期間內於損益扣除。倘符合確認條件，大型檢修開支可於資產賬面值資本化為重置成本。倘物業、廠房及設備之重要部分需定期更換，本集團會確認該等部分為有特定可用年期及折舊之個別資產。

折舊乃按個別物業、廠房及設備項目之估計可用年期以直線法撇銷其成本值至其估計餘值計算。主要之適用估計可用年期和估計餘值如下：

	Estimated useful lives 估計可用年期	Estimated residual values 估計餘值
Buildings 樓宇	40 years or over the remaining term of the lease, if shorter 40年或租賃剩餘年期（以較短者為準）	10%
Leasehold improvements 租賃物業裝修	3 years or over the remaining term of the lease, if shorter 3年或租賃剩餘年期（以較短者為準）	0%
Plant and machinery 廠房及機器	5-10 years 5-10年	10%
Office and other equipment 辦公及其他設備	3-10 years 3-10年	0%-10%
Motor vehicles 汽車	4-10 years 4-10年	0%-10%

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

f) Property, plant and equipment (Continued)

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed and adjusted if appropriate, at least at the end of each reporting period.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the profit or loss in the period the asset is derecognised is the difference between the net sale proceeds and the carrying amount of the relevant asset.

Construction in progress represents plant and equipment under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for its intended use.

g) Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see note 2(o)) to earn rental income and/or for capital appreciation. Such properties are initially measured at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is calculated on the straight-line basis over the estimated useful lives of 40 years.

2. 主要會計政策 (續)

f) 物業、廠房及設備 (續)

當一項物業、廠房及設備項目之其中部分擁有不同之可用年期，該項目之成本會以合理原則分配並將每一部分分開折舊。餘值、可用年期及折舊方法至少於各報告期末檢討及按需要作出調整。

物業、廠房及設備項目（包括任何初始確認之主要部分）於出售或預期使用或出售有關項目不會產生未來經濟利益時取消確認。於取消確認資產期間在損益確認之出售或報廢資產之收益或虧損，指有關資產出售所得款項淨額與賬面值兩者間之差額。

在建工程指在建中之廠房及設備，並按成本值減去任何減值虧損列賬及不作折舊。成本包括在建期間所產生之直接建造成本。在建工程於完成並可作擬定用途時重新分類至物業、廠房及設備之適當類別。

g) 投資物業

投資物業是指為賺取租金收入及／或為資本升值而擁有或以租賃權益持有（見附註2(o)）的土地及／或建築物。該等物業初步按成本（包括交易成本）計量。初始確認後，投資物業按成本減其後累計折舊及任何累計減值虧損列賬。折舊是按40年的估計可用年期以直線法計算。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

g) Investment properties (Continued)

Any gains or losses from the retirement or disposal of an investment property are recognised in the profit or loss. Rental income from investment properties is accounted for as described in note 2(w)(iii).

For a transfer from investment properties to owner-occupied properties, the deemed cost of a property for subsequent accounting is its carrying amount at the date of change in use. If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Property, plant and equipment" up to the date of change in use.

h) Financial instruments

Financial assets and financial liabilities are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

2. 主要會計政策 (續)

g) 投資物業 (續)

報廢或出售投資物業的任何收益或虧損均在損益中確認。投資物業的租金收入按附註2(w)(iii)所述方式入賬。

由投資物業轉撥至自用物業時，該物業其後會計處理之認定成本指用途變更當日之賬面值。倘本集團作為自用物業佔用之物業轉變為投資物業，本集團會根據「物業、廠房及設備」項下所述之政策將該物業入賬，直至用途變更當日止。

h) 金融工具

當本集團成為有關工具合約條文的訂約方時，金融資產及金融負債於本集團財務狀況表內確認。

金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債（不包括按公平值計入損益的金融資產或金融負債）直接應佔交易成本於初始確認時計入或扣除自金融資產或金融負債的公平值（視適用情況而定）。收購按公平值計入損益的金融資產或金融負債直接應佔之交易成本即時於損益確認。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

i) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Debt instruments that meet the following conditions are measured subsequently at amortised cost:

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

Debt instruments that meet the following conditions are measured subsequently at FVOCI:

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

2. 主要會計政策 (續)

i) 金融資產

所有以常規方式買賣的金融資產按交易日基準確認及取消確認。以常規方式買賣指須於法規或市場慣例規定的時限內交付資產的金融資產買賣。

所有已確認金融資產其後將悉數按攤銷成本或公平值計量，視乎金融資產的分類而定。

金融資產的分類

符合以下條件的債務工具其後按攤銷成本計量：

- 以收取合約現金流量為目的而持有金融資產的經營模式下持有的金融資產；及
- 金融資產的合約條款於指定日期產生的現金流量僅為支付本金及未償還本金的利息。

符合下列條件的債務工具其後按公平值計入其他全面收益計量：

- 以收取合約現金流量及出售金融資產為目的而持有資產的經營模式下持有的金融資產；及
- 金融資產的合約條款於指定日期產生的現金流量僅為支付本金及未償還本金的利息。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

i) Financial assets (Continued)

Classification of financial assets (Continued)

By default, all other financial assets are measured subsequently at FVPL.

Despite the foregoing, the Group may make the following irrevocable election/designation at 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 certain criteria are met (see (iii) below); and
- the Group may irrevocably designate a debt investment that meets the amortised cost or FVOCI criteria as measured at FVPL if doing so eliminates or significantly reduces an accounting mismatch (see (iv) below).

(i) Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets other than purchased or originated credit-impaired financial assets (that is, assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (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) excluding expected credit losses ("ECL"), through the expected life of the debt instrument or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including ECL to the amortised cost of the debt instrument on initial recognition.

2. 主要會計政策 (續)

i) 金融資產 (續)

金融資產的分類 (續)

所有其他金融資產其後默認按公平值計入損益計量。

儘管有上述規定，本集團可於初始確認一項金融資產時作出以下不可撤銷選擇／指定：

- 倘符合若干標準（見下文(iii)），本集團可不可撤銷地選擇於其他全面收益呈列股權投資的其後公平值變動；及
- 本集團可不可撤銷地將符合攤銷成本或按公平值計入其他全面收益標準的債務投資指定為按公平值計入損益計量（倘若此舉可消除或顯著減少會計錯配）（見下文(iv)）。

(i) 攤銷成本及實際利率法

實際利率法乃計算債務工具的攤銷成本及按相關期間分配利息收入的方法。

就已購買或已發生信貸減值的金融資產（即於初始確認時發生信貸減值的資產）以外的金融資產而言，實際利率指按債務工具之預計年期或（如適用）較短期間將估計未來現金收入（包括構成實際利率一部分之已付或已收之一切費用及代價、交易成本及其他溢價或折現，不包括預期信貸虧損（「預期信貸虧損」））準確折現至初始確認時債務工具的賬面總額之利率。就已購買或已發生信貸減值的金融資產而言，信貸調整實際利率乃按將估計未來現金流量（包括預期信貸虧損）折現至初始確認時債務工具的攤銷成本的方式計算。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

i) Financial assets (Continued)

Classification of financial assets (Continued)

(i) Amortised cost and effective interest method (Continued)

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVOCI. For financial assets other than purchased or originated credit-impaired financial assets, 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. If, in subsequent reporting periods, 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.

For purchased or originated credit-impaired financial assets, the Group recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

Interest income is recognised in profit or loss and is included in the "other income – interest income" line item (note 7).

2. 主要會計政策 (續)

i) 金融資產 (續)

金融資產的分類 (續)

(i) 攤銷成本及實際利率法 (續)

金融資產的攤銷成本指金融資產於初始確認時計量的金額減去本金還款，加上初始金額與到期金額間的任何差額使用實際利率法計算的累計攤銷（就任何虧損撥備作出調整）。金融資產的賬面總額指金融資產就任何虧損撥備作出調整前的攤銷成本。

就其後按攤銷成本及按公平值計入其他全面收益計量的債務工具而言，利息收入採用實際利率法確認。就已購買或已發生信貸減值的金融資產以外的金融資產而言，利息收入透過對金融資產的賬面總額應用實際利率計算，惟其後出現信貸減值的金融資產除外（見下文）。就其後出現信貸減值的金融資產而言，利息收入透過對金融資產的攤銷成本應用實際利率確認。倘在其後報告期間內，信貸減值金融工具的信貸風險好轉，以致金融資產不再發生信貸減值，則利息收入透過對金融資產的賬面總額應用實際利率確認。

對於已購買或已發生信貸減值的金融資產，本集團通過對金融資產自初始確認以來的攤銷成本應用信貸調整實際利率確認利息收入。即使其後金融資產的信貸風險好轉，以致金融資產不再發生信貸減值，有關計算亦不會用回總額基準。

利息收入於損益中確認，並計入「其他收益－利息收入」項目（附註7）。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

i) Financial assets (Continued)

Classification of financial assets (Continued)

(ii) Debt instruments classified as FVOCI

The corporate bonds held by the Group are classified as FVOCI. Fair value is determined in the manner described in note 45(a). The corporate bonds are initially measured at fair value plus transaction costs. Subsequently, changes in the carrying amount of these corporate bonds as a result of foreign exchange gains and losses (see below), impairment gains or losses (see below), and interest income calculated using the effective interest method (see (i) above) are recognised in profit or loss. The amounts that are recognised in profit or loss are the same as the amounts that would have been recognised in profit or loss if these corporate bonds had been measured at amortised cost. All other changes in the carrying amount of these corporate bonds are recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. When these corporate bonds are derecognised, the cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss.

(iii) Equity instruments designated at FVOCI

On initial recognition, the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments at FVOCI. Designation at FVOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognised by an acquirer in a business combination.

2. 主要會計政策 (續)

i) 金融資產 (續)

金融資產的分類 (續)

(ii) 分類為按公平值計入其他全面收益的債務工具

本集團所持公司債券乃分類為按公平值計入其他全面收益。公平值乃按附註45(a)所述方式釐定。公司債券初步按公平值加交易成本計量。其後，該等公司債券由匯兌收益及虧損（見下文）、減值收益或虧損（見下文）及根據實際利率法計算的利息收入（見上文(i)）導致的賬面值變動乃於損益中確認。於損益中確認的金額與該等公司債券按攤銷成本計量時將於損益中確認者相同。該等公司債券賬面值之所有其他變動均於其他全面收益中確認並於投資重估儲備中累計。取消確認該等公司債券時，先前於其他全面收益中確認的累計收益或虧損將重新分類至損益。

(iii) 指定按公平值計入其他全面收益的權益工具

於初始確認時，本集團可按個別工具基準作出不可撤回的選擇，將權益工具投資指定為按公平值計入其他全面收益。倘股權投資持作買賣或其為收購方在業務合併中確認的或然代價，則不可指定按公平值計入其他全面收益。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

i) Financial assets (Continued)

Classification of financial assets (Continued)

(iii) Equity instruments designated at FVOCI (Continued)

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- it is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

Investments in equity instruments at FVOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investments revaluation reserve. The cumulative gain or loss is not reclassified to profit or loss on the disposal of the equity investments. Instead, it is transferred to retained earnings.

Dividends on these investments in equity instruments are recognised in profit or loss in accordance with IFRS 9, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the 'other income' line item in profit or loss.

The Group has designated all investments in equity instruments that are not held for trading at FVOCI on initial application of IFRS 9 (see note 3.1).

2. 主要會計政策 (續)

i) 金融資產 (續)

金融資產的分類 (續)

(iii) 指定按公平值計入其他全面收益的權益工具 (續)

倘屬以下情況，則金融資產為持作買賣：

- 被收購的主要目的是為了近期內出售；或
- 初始確認時即屬於本集團集中管理的可辨認金融工具組合的一部分，且有證據顯示近期有實際的短期盈利模式；或
- 屬衍生工具（惟屬財務擔保合約或指定及有效對沖工具之衍生工具除外）。

按公平值計入其他全面收益的權益工具投資初步按公平值加交易成本計量。其後，相關投資按公平值計量，其公平值變動產生的收益及虧損於其他全面收益確認並於投資重估儲備中累計。累計損益不重新分類至出售股權投資的損益，而是轉撥至留存盈利。

根據國際財務報告準則第9號，該等權益工具投資的股息於損益中確認，除非股息明確表示收回部分投資成本。股息計入損益中「其他收益」的項目中。

於首次應用國際財務報告準則第9號時，本集團已將所有並非持作買賣的權益工具投資指定為按公平值計入其他全面收益（見附註3.1）。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

i) Financial assets (Continued)

Classification of financial assets (Continued)

(iv) Financial assets at FVPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVOCI (see (i) to (iii) above) are measured at FVPL. Specifically:

- Investments in equity instruments are classified as FVPL, unless the Group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination at FVOCI on initial recognition (see (iii) above).
- Debt instruments that do not meet the amortised cost criteria or the FVOCI criteria (see (i) and (ii) above) are classified as FVPL. In addition, debt instruments that meet either the amortised cost criteria or the FVOCI criteria may be designated at FVPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency (so called 'accounting mismatch') that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Group has not designated any debt instruments at FVPL.

Financial assets at FVPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in the 'other income' line item (note 7). Fair value is determined in the manner described in note 45(a).

2. 主要會計政策 (續)

i) 金融資產 (續)

金融資產的分類 (續)

(iv) 按公平值計入損益的金融資產

不符合按攤銷成本或按公平值計入其他全面收益計量標準的金融資產(見上文(i)至(iii))均按公平值計入損益計量。特別是：

- 分類為按公平值計入損益的權益工具投資，除非本集團於初始確認時將並非持作買賣亦非業務合併所產生或然對價的股權投資指定為按公平值計入其他全面收益(見上文(iii))。
- 不符合攤銷成本標準或按公平值計入其他全面收益標準(見上文(i)及(ii))的債務工具分類為按公平值計入損益。此外，符合攤銷成本標準或按公平值計入其他全面收益標準的債務工具於初始確認時可被指定為按公平值計入損益，前提是該指定可消除或大幅減少因按不同基準計量資產或負債或確認其收益及虧損而在計量或確認方面出現的不一致(所謂的「會計錯配」)。本集團並未將任何債務工具指定為按公平值計入損益。

按公平值計入損益的金融資產於各報告期末按公平值計量，當中任何公平值收益或虧損於損益確認，前提是其並非為指定對沖關係一部分。於損益確認的收益或虧損淨額(包括自金融資產賺取的任何股息或利息)計入「其他收益」項目中(附註7)。公平值按附註45(a)所述方式釐定。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

i) Financial assets (Continued)

Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Specifically;

- for financial assets measured at amortised cost that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss in the 'other income' line item (note 7);
- for debt instruments measured at FVOCI that are not part of a designated hedging relationship, exchange differences on the amortised cost of the debt instrument are recognised in profit or loss in the 'other income' line item (note 7). Other exchange differences are recognised in other comprehensive income in the investments revaluation reserve;
- for financial assets measured at FVPL that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss in the 'other income' line item (note 7); and
- for equity instruments measured at FVOCI, exchange differences are recognised in other comprehensive income in the investments revaluation reserve.

Impairment of financial assets

(a) Policy applicable from 1 January 2018

The Group recognises a loss allowance for ECL on investments in debt instruments that are measured at amortised cost or at FVOCI, accounts and bills receivables, as well as on financial guarantee contracts. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

2. 主要會計政策 (續)

i) 金融資產 (續)

匯兌收益及虧損

以外幣計值金融資產的賬面值以相關外幣釐定，並於各報告期末按即期匯率換算。特別是：

- 就並非為指定對沖關係一部分之按攤銷成本計量的金融資產而言，匯兌差額於損益中「其他收益」項目中確認（附註7）；
- 就並非為指定對沖關係一部分之按公平值計入其他全面收益計量的債務工具而言，債務工具攤銷成本的匯兌差額於損益中「其他收益」項目中確認（附註7）。其他匯兌差額於投資估值儲備內其他全面收益中確認；
- 就並非為指定對沖關係一部分之按公平值計入損益計量的金融資產而言，匯兌差額於損益中「其他收益」項目中確認（附註7）；及
- 就按公平值計入其他全面收益計量的權益工具而言，匯兌差額於投資估值儲備內其他全面收益中確認。

金融資產減值

(a) 自2018年1月1日起適用的政策

本集團就按攤銷成本或按公平值計入其他全面收益計量的債務工具投資、應收款項及應收票據、以及財務擔保合約的預期信貸虧損撥備。預期信貸虧損金額於各報告日期更新，以反映自各金融工具初始確認以來的信貸風險變動。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

i) Financial assets (Continued)

Impairment of financial assets (Continued)

(a) Policy applicable from 1 January 2018 (Continued)

The Group always recognises lifetime ECL for accounts and bills receivables. The ECL on these financial assets are estimated using a provision matrix 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 as well as the forecast direction of conditions at the reporting date, including the time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

(i) Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument 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.

2. 主要會計政策 (續)

i) 金融資產 (續)

金融資產減值 (續)

(a) 自2018年1月1日起適用的政策 (續)

本集團一如既往就應收款項及應收票據確認全期預期信貸虧損。該等金融資產之預期信貸虧損乃基於本集團過往信貸虧損經驗使用撥備矩陣估計，並就債務人特定因素、整體經濟狀況及對報告日期當前狀況及預測動向的評估（包括貨幣時間價值（如適用））作出調整。

對於所有其他金融工具，本集團在信貸風險自初始確認以來大幅增加時確認全期預期信貸虧損。然而，若金融工具的信貸風險自初始確認以來並未大幅增加，則本集團按相等於12個月預期信貸虧損的金額計量該金融工具的虧損撥備。

全期預期信貸虧損指於金融工具預期年期內所有可能違約事件將產生的預期信貸虧損。與此相對，12個月預期信貸虧損指預期於報告日期後12個月內金融工具可能發生的違約事件所導致的部分全期預期信貸虧損。

(i) 信貸風險大幅增加

於評估金融工具的信貸風險自初始確認以來是否已大幅增加時，本集團將金融工具於報告日期出現違約的風險與該金融工具於初始確認日期出現違約的風險進行比較。作此評估時，本集團會考慮合理並有證據支持的定量及定性資料，包括過往經驗及毋須投入過多成本或人力即可獲得的前瞻性資料。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

i) Financial assets (Continued)

Impairment of financial assets (Continued)

(a) Policy applicable from 1 January 2018 (Continued)

(i) Significant increase in credit risk (Continued)

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

- 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 for a particular financial instrument, for example, a significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time or the extent to which the fair value of a financial asset has been less than its amortised cost;
- 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;
- significant increases in credit risk on other financial instruments of the same 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.

2. 主要會計政策 (續)

i) 金融資產 (續)

金融資產減值 (續)

(a) 自2018年1月1日起適用的政策 (續)

(i) 信貸風險大幅增加 (續)

具體而言，評估信貸風險自初始確認以來是否有大幅增加時會考慮下列資料：

- 金融工具外部（如有）或內部信貸評級的實際或預期重大惡化；
- 特定金融工具信貸風險的外界市場指標的重大惡化，例如信貸息差大幅增加，債務人的信貸違約掉期價大幅上升，或金融資產公平值低於其攤銷成本的時長或幅度；
- 業務、財務或經濟狀況的現有或預測不利變動，預期將導致債務人履行其債務責任的能力大幅下降；
- 債務人經營業績的實際或預期重大惡化；
- 同一債務人其他金融工具的信貸風險大幅增加；
- 債務人監管、經濟或技術環境的實際或預期重大不利變動，導致債務人履行其債務責任的能力大幅下降。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

i) Financial assets (Continued)

Impairment of financial assets (Continued)

(a) Policy applicable from 1 January 2018 (Continued)

(i) Significant increase in credit risk (Continued)

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

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

- (a) The financial instrument has a low risk of default,
- (b) The debtor has a strong capacity to meet its contractual cash flow obligations in the near term, and
- (c) Adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or, if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there is no past due amounts.

2. 主要會計政策 (續)

i) 金融資產 (續)

金融資產減值 (續)

(a) 自2018年1月1日起適用的政策 (續)

(i) 信貸風險大幅增加 (續)

不論上述評估結果如何，本集團假定，倘合約付款逾期超過30日，則金融資產的信貸風險自初始確認以來已大幅增加，惟本集團擁有合理並有證據支持的資料顯示情況並非如此，則作別論。

儘管上文所述，本集團假設，倘金融工具被釐定為於報告日期具有低信貸風險，則金融工具的信貸風險自初始確認以來並無大幅增加。倘屬以下情況，則金融工具被釐定為具有低信貸風險：

- (a) 金融工具具有低違約風險，
- (b) 債務人於短期內具備雄厚實力履行其合約現金流量責任，及
- (c) 長期經濟及業務狀況的不利變動可能但不一定削減借款人履行其合約現金流量責任的能力。

本集團認為，倘金融資產的外部信貸評級根據全球公認的定義獲評為「投資級」，或倘無法取得外部評級，而資產的內部評級為「良好」，則該金融資產具有較低信貸風險。良好指交易對手具備雄厚財務實力，且並無逾期款項。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

i) Financial assets (Continued)

Impairment of financial assets (Continued)

(a) Policy applicable from 1 January 2018 (Continued)

(i) Significant increase in credit risk (Continued)

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contract, the Group considers the changes in the risk that the specified debtor will default on the contract.

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 the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the debtor; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group).

2. 主要會計政策 (續)

i) 金融資產 (續)

金融資產減值 (續)

(a) 自2018年1月1日起適用的政策 (續)

(i) 信貸風險大幅增加 (續)

就財務擔保合約而言，在本集團成為不可撤銷承擔一方的當日即被視為評估金融工具減值的初始確認日期。於評估信貸風險自財務擔保合約初始確認以來是否大幅增加時，本集團考慮個別債務人違反合約風險的變動。

本集團定期監察用以確定信貸風險有否大幅增加的標準的成效，並適時作出修訂，從而確保有關標準能夠於款項逾期前識別信貸風險的大幅增加。

(ii) 違約的定義

本集團認為以下情況就內部信貸風險管理目的而言構成違約事件，因為過往經驗表明符合以下任何一項標準的金融資產一般無法收回：

- 債務人違反財務契諾；或
- 內部產生或獲取自外部來源的資料表明，債務人不太可能向債權人（包括本集團）全額還款（未計及本集團所持任何抵押品）。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

i) Financial assets (Continued)

Impairment of financial assets (Continued)

(a) Policy applicable from 1 January 2018 (Continued)

(ii) Definition of default (Continued)

Irrespective of the above analysis, 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 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 (see (ii) above);
- (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.

2. 主要會計政策 (續)

i) 金融資產 (續)

金融資產減值 (續)

(a) 自2018年1月1日起適用的政策 (續)

(ii) 違約的定義 (續)

不論上文分析，本集團認為當金融資產逾期超過90日時，即屬發生違約。除非本集團有合理及有理據的資料證明較寬鬆的違約標準更為適用，則當別論。

(iii) 信貸減值金融資產

當發生對金融資產的估計未來現金流量產生不利影響的一起或多起事件之時，該金融資產即出現信貸減值。金融資產信貸減值的證據包括有關以下事件的可觀察數據：

- (a) 發行人或借款人陷入嚴重財困；
- (b) 違反合約，例如違約或逾期事件；(見上文(ii))；
- (c) 借款人的貸款人出於與借款人財困相關的經濟或合約原因，而向借款人授予貸款人原本不會考慮的優惠；
- (d) 借款人可能破產或進行其他財務重組；或
- (e) 該金融資產的活躍市場因財困而消失。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

i) Financial assets (Continued)

Impairment of financial assets (Continued)

(a) Policy applicable from 1 January 2018 (Continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made 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 (that is, 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 as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

2. 主要會計政策 (續)

i) 金融資產 (續)

金融資產減值 (續)

(a) 自2018年1月1日起適用的政策 (續)

(iv) 撇銷政策

當有資料顯示債務人陷入嚴重財困，且並無實際收回的可能之時（例如債務人已清算或進入破產程序，或尚為應收貿易賬款，該等金額逾期超過兩年時，以較早發生者為準），本集團會撇銷金融資產。已撇銷的金融資產仍可根據本集團的收回程序實施強制執行，在適當情況下考慮法律意見。任何收回款項會於損益中確認。

(v) 預期信貸虧損的計量及確認

預期信貸虧損的計量為違約概率、違約虧損（即違約時虧損大小）及違約風險的函數。違約概率及違約虧損的評估乃基於上述歷史數據按前瞻性資料作調整。就金融資產的違約風險而言，其指資產於報告日期的賬面總額；就財務擔保合約而言，風險包括於報告日期提取的金額連同任何基於歷史趨勢、本集團對債務人特定未來融資需求的理解以及其他相關前瞻性資料釐定的預計將於未來違約日期前提取的額外金額。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

i) Financial assets (Continued)

Impairment of financial assets (Continued)

(a) Policy applicable from 1 January 2018 (Continued)

(v) Measurement and recognition of ECL (Continued)

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. For a lease receivable, the cash flows used for determining the ECL is consistent with the cash flows used in measuring the lease receivable in accordance with IAS 17 Leases.

For a financial guarantee contract, as the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed, the expected loss allowance is the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in the investment revaluation reserve, and does not reduce the carrying amount of the financial asset in the statement of financial position.

2. 主要會計政策 (續)

i) 金融資產 (續)

金融資產減值 (續)

(a) 自2018年1月1日起適用的政策 (續)

(v) 預期信貸虧損的計量及確認 (續)

就金融資產而言，預期信貸虧損估計為根據合約應付本集團的所有合約現金流量，與本集團預計收取的所有現金流量之間的差額，並按初始實際利率折現。就租賃應收款項而言，用於釐定預期信貸虧損的現金流量與按照國際會計準則第17號「租賃」計量租賃應收款項時使用的現金流量一致。

就財務擔保合約而言，由於根據擔保工具條款，本集團僅須於債務人違約時作出付款，預期虧損撥備為償還持有人所產生信貸虧損的預計款項減本集團預計自持有人、債務人或任何其他方收取的任何金額。

本集團於損益確認所有金融工具的減值收益或虧損，對透過虧損撥備賬對其賬面值作出相應調整，惟按公平值計入其他全面收益計量的債務工具投資除外，其虧損撥備於其他全面收益確認，並於投資重估儲備累計，且並無削減金融資產於財務狀況表的賬面值。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

i) Financial assets (Continued)

Impairment of financial assets (Continued)

(b) Policy applicable prior to 1 January 2018

The Group assesses at the end of each reporting period whether there was objective evidence that a financial asset or a group of financial assets was impaired. An impairment existed if one or more events that occurred after the initial recognition of the asset had an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors was experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there was a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assessed whether impairment exists individually for financial assets that were individually significant, or collectively for financial assets that were not individually significant. If the Group determined that no objective evidence of impairment existed for an individually assessed financial asset, whether significant or not, it included the asset in a group of financial assets with similar credit risk characteristics and collectively assessed them for impairment. Assets that were individually assessed for impairment and for which an impairment loss was, or continued to be, recognised were not included in a collective assessment of impairment.

2. 主要會計政策 (續)

i) 金融資產 (續)

金融資產減值 (續)

(b) 於2018年1月1日前適用的政策

本集團於各個報告期末評估是否存在客觀證據顯示一項或一組金融資產出現減值。倘首次確認資產後發生的一項或多項事件對該項金融資產或該組金融資產的估計未來現金流量所造成的影響能可靠地估計，則為存在減值。減值跡象可包括一名或一組借款人正面臨重大財政困難、拖欠或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察得到的數據顯示估計未來現金流量出現可計量的減少，例如欠款數目變動或出現與違約相關的經濟狀況。

按攤銷成本列賬的金融資產

就按攤銷成本列賬的金融資產而言，本集團首先會按個別基準就個別屬重大的金融資產或按組合基準就個別不屬重大的金融資產，評估是否出現減值。倘本集團釐定按個別基準經評估的金融資產（無論屬重大與否）並無客觀跡象顯示存有減值，則該項資產會歸入一組具有相似信貸風險特性的金融資產內，並共同評估減值。經個別評估減值的資產，其減值虧損會予以確認或繼續確認入賬，而不會納入共同減值評估之內。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

i) Financial assets (Continued)

Impairment of financial assets (Continued)

(b) Policy applicable prior to 1 January 2018
(Continued)

Financial assets carried at amortised cost (Continued)

The amount of any impairment loss identified was measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that had not yet been incurred). The present value of the estimated future cash flows was discounted at the financial asset's original effective interest rate (that is, the effective interest rate computed at initial recognition).

The carrying amount of the asset was reduced through the use of an allowance account and the loss was recognised in the statement of profit or loss. Interest income continued to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance were written off when there was no realistic prospect of future recovery and all collateral had been realised or had been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increased or decreased because of an event occurring after the impairment was recognised, the previously recognised impairment loss was increased or reduced by adjusting the allowance account. If a write-off was later recovered, the recovery was credited to other income in the statement of profit or loss.

2. 主要會計政策 (續)

i) 金融資產 (續)

金融資產減值 (續)

(b) 於2018年1月1日前適用的政策 (續)

按攤銷成本列賬的金融資產 (續)

所識別的任何減值虧損金額，按該資產賬面值與估計未來現金流量（不包括尚未產生的未來信貸虧損）現值的差額計量。估計未來現金流量的現值按該金融資產初始實際利率（即初次確認時計算的實際利率）折現。

該資產的賬面值會通過使用備抵賬而減少，而虧損於損益表確認。利息收入於減少後賬面值持續累算，且採用計量減值虧損時用以折現未來現金流量的利率累計。倘預期貸款及應收款項將來不可能收回，而所有抵押品已經變現或已轉讓予本集團，則貸款與應收款項連同任何相關的撥備應被撇銷。

如在其後期間估計減值虧損金額因確認減值之後發生的事項而增加或減少，則先前確認的減值虧損透過調整備抵賬增加或減少。倘撇銷數額其後收回，則收回的數額計入損益表的其他收益。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

i) Financial assets (Continued)

Impairment of financial assets (Continued)

(b) Policy applicable prior to 1 January 2018
(Continued)

Assets carried at cost

If there is objective evidence that an impairment loss had been incurred on an unquoted equity instrument that was not carried at fair value because its fair value cannot be reliably measured, or on a derivative asset that was linked to and must be settled by delivery of such an unquoted equity instrument, the amount of the loss was measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets were not reversed.

Available-for-sale financial investments

For available-for-sale financial investments, the Group assessed at the end of each reporting period whether there was objective evidence that an investment or a group of investments was impaired.

If an available-for-sale asset was impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the statement of profit or loss, was removed from other comprehensive income and recognised in the statement of profit or loss.

2. 主要會計政策 (續)

i) 金融資產 (續)

金融資產減值 (續)

(b) 於2018年1月1日前適用的政策 (續)

按成本列賬的資產

倘有客觀證據顯示，因未能可靠計量公平值而未按公平值列值的非上市股權工具出現減值虧損，或與該等非上市股權工具相聯繫並必須以該等非上市股權工具進行交割的衍生資產出現減值虧損，則虧損金額按該資產的賬面值與估計未來現金流量的現值（按類似金融資產的現行市場回報率折現）的差額計量。該等資產的減值虧損不予撥回。

可供出售金融投資

就可供出售金融投資而言，本集團會於每個報告期末評估有否客觀跡象顯示一項投資或一組投資出現減值。

倘可供出售資產出現減值，成本（扣除任何本金及攤銷）與其現有公平值，扣減之前於損益表確認之任何減值虧損之差額之金額，將撥離其他全面收益，並於損益表中確認。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

i) Financial assets (Continued)

Impairment of financial assets (Continued)

(b) Policy applicable prior to 1 January 2018
(Continued)

Available-for-sale financial investments (Continued)

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. "Significant" was evaluated against the original cost of the investment and "prolonged" against the period in which the fair value had been below its original cost. Where there was evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the statement of profit or loss – was removed from other comprehensive income and recognised in the statement of profit or loss. Impairment losses on equity instruments classified as available for sale were not reversed through the statement of profit or loss. Increases in their fair value after impairment were recognised directly in other comprehensive income.

The determination of what is "significant" or "prolonged" required judgement. In making this judgement, the Group evaluated, among other factors, the duration or extent to which the fair value of an investment was less than its cost.

2. 主要會計政策 (續)

i) 金融資產 (續)

金融資產減值 (續)

(b) 於2018年1月1日前適用的政策 (續)

可供出售金融投資 (續)

就分類為可供出售的股權投資而言，客觀證據將包括投資的公平值顯著或持續跌至低於其成本。「顯著」乃根據投資的原始成本評定，而「持續」乃根據公平值低於其原成本之期間確定。倘有減值證據，則累計虧損（按收購成本與當時公平值之差額，扣除以往於損益表就該投資確認的任何減值虧損計算）從其他全面收入移除並於損益表確認。歸類為可供出售股權投資的減值虧損不得透過損益表撥回。其減值後的公平值增加乃直接於其他全面收入確認。

釐定何謂「顯著」或「持續」需作出判斷。於作出此判斷時，本集團會評估（其中包括）有關投資之公平值低於其成本之持續時間或程度。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

i) Financial assets (Continued)

Impairment of financial assets (Continued)

(b) Policy applicable prior to 1 January 2018
(Continued)

Available-for-sale financial investments (Continued)

In the case of debt instruments classified as available for sale, impairment was assessed based on the same criteria as financial assets carried at amortised cost. However, the amount recorded for impairment was the cumulative loss measured as the difference between the amortised cost and the current fair value, less any impairment loss on that investment previously recognised in the statement of profit or loss. Future interest income continued to be accrued based on the reduced carrying amount of the asset using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income was recorded as part of finance income. Impairment losses on debt instruments were reversed through the statement of profit or loss if the subsequent increase in fair value of the instruments can be objectively related to an event occurring after the impairment loss was recognised in the statement of profit or loss.

2. 主要會計政策 (續)

i) 金融資產 (續)

金融資產減值 (續)

(b) 於2018年1月1日前適用的政策 (續)

可供出售金融投資 (續)

倘債務工具分類為可供出售，將對其按與按攤銷成本入賬之金融資產相同之標準進行減值評估，惟減值金額為按攤銷成本與現有公平值之差額計量之累計虧損（減過往就該項投資於損益表確認之任何減值虧損）。日後利息收入會就該項資產之削減賬面值持續累算，並按計量減值虧損時對未來現金流量進行折現時使用之利率累算。利息收入作為財務收入的一部分列賬。若債務工具之公平值隨後增加可客觀地連繫至於減值虧損在損益表確認後發生之事件，債務工具之減值虧損可透過損益表回撥。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

i) Financial assets (Continued)

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 the 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. In addition, on the derecognition of an investment in a debt instrument classified as at FVOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss. In contrast, on the derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

2. 主要會計政策 (續)

i) 金融資產 (續)

取消確認金融資產

本集團僅在資產所產生現金流量的合約權利到期，或者將金融資產及該資產擁有權的絕大部分風險及回報轉讓給另一個實體的情況下，方會取消確認金融資產。倘本集團既不轉讓也不保留擁有權的絕大部分風險及回報，並繼續控制被轉讓資產，則本集團確認該資產中的留存權益及其可能須支付金額的相關負債。倘本集團保留已轉讓金融資產擁有權的絕大部分風險及回報，則本集團會繼續確認該金融資產，亦會就已收所得款項確認有抵押借款。

於取消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總額間的差額於損益確認。此外，於取消確認分類為按公平值計入其他全面收益的債務工具投資時，先前於投資重估儲備中累計的累計收益或虧損乃重新分類至損益。與此相對，於取消確認本集團於初始確認時選擇按公平值計入其他全面收益計量的權益工具投資時，先前於投資重估儲備中累計的累計收益或虧損不會重新分類至損益，而是轉撥至留存盈利。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

j) 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 Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

k) Financial liabilities

All financial liabilities are measured subsequently at amortised cost using the effective interest method or at FVPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, and financial guarantee contracts issued by the Group, are measured in accordance with the specific accounting policies set out below.

2. 主要會計政策 (續)

j) 金融負債及權益

分類為債務或權益

債務及權益工具乃根據合約安排的內容以及金融負債及權益工具的定義分類為金融負債或權益。

權益工具

權益工具為證明於實體經扣除其所有負債後之資產中所剩餘權益之任何合約。本集團發行的權益工具按收取的所得款項扣除直接發行成本確認。

本公司本身之權益工具之購回乃直接於權益內確認及扣除。並無於損益內確認購買、出售、發行或註銷本公司本身之權益工具之收益或虧損。

k) 金融負債

所有金融負債其後使用實際利率法按攤銷成本或按公平值計入損益計量。

然而，金融資產轉移不符合取消確認條件或運用持續參與法所產生的金融負債，以及本集團發出的財務擔保合約，按照下文所載的特定會計政策計量：

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

k) Financial liabilities (Continued)

Financial liabilities at FVPL

Financial liabilities are classified as FVPL when the financial liability is (i) contingent consideration recognised by an acquirer in a business combination; (ii) held for trading; or (iii) designated at FVPL.

A financial liability is classified as held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is 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, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration recognised by an acquirer in a business combination may be designated at FVPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and IFRS 9 permits the entire combined contract to be designated at FVPL.

2. 主要會計政策 (續)

k) 金融負債 (續)

按公平值計入損益的金融負債

當金融負債為(i)收購方於業務合併中確認之或然代價；(ii)持作買賣；或(iii)獲指定為按公平值計入損益時，金融負債分類為按公平值計入損益。

倘屬以下情況，金融負債被分類為持作買賣：

- 其被收購的主要目的是為了近期內購回；或
- 初始確認時即屬於本集團集中管理的可辨認金融工具組合的一部分，且近期有實際的短期盈利模式；或
- 屬衍生工具（惟屬財務擔保合約或指定及有效對沖工具之衍生工具除外）。

金融負債（持作買賣之金融負債或收購方於業務合併中確認之或然代價除外）可於初始確認時指定為按公平值計入損益，前提是：

- 該指定可消除或大幅減少可能會在計量或確認方面出現的不一致；或
- 該金融負債構成一組金融資產或金融負債或兩者組合的一部分，而根據本集團制定的風險管理或投資策略，有關組合按公平值基準管理及評估其表現，且有關分組之資料乃按此基準由內部提供；或
- 其構成包含一項或多項嵌入式衍生工具的合約的一部分，而國際財務報告準則第9號允許將整個組合合約指定為按公平值計入損益。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

k) Financial liabilities (Continued)

Financial liabilities at FVPL (Continued)

Financial liabilities at FVPL are measured at fair value, with any gains or losses arising on changes in fair value recognised in profit or loss to the extent that they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'other income' line item (note 7) in profit or loss.

However, for financial liabilities that are designated at FVPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of liability is recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.

Gains or losses on financial guarantee contracts issued by the Group that are designated by the Group as at FVPL are recognised in profit or loss.

Fair value is determined in the manner described in note 45(a).

2. 主要會計政策 (續)

k) 金融負債 (續)

按公平值計入損益的金融負債 (續)

按公平值計入損益的金融負債按公平值計量，倘公平值變動產生的任何收益或虧損並非指定對沖關係的一部分，則該等收益或虧損於損益內確認。於損益確認的收益或虧損淨額包括就金融負債支付的任何利息，並計入損益內的「其他收益」項目（附註7）。

然而，就指定按公平值計入損益的金融負債而言，因該負債的信貸風險變動而產生的金融負債公平值變動金額於其他全面收益確認，惟在其他全面收益確認該負債的信貸風險變動影響會導致或擴大損益上的會計錯配，則作別論。有關負債公平值變動的餘下金額於損益確認。於其他全面收益確認的因金融負債的信貸風險而產生的公平值變動其後不會重新分類至損益；而將在取消確認金融負債後轉撥至留存盈利。

本集團發出並指定按公平值計入損益的財務擔保合約的收益或虧損於損益確認。

公平值以附註45(a)所述方式釐定。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

k) Financial liabilities (Continued)

Financial liabilities measured subsequently at amortised cost

Financial liabilities that are not (i) contingent consideration recognised by an acquirer in a business combination; (ii) held for trading; or (iii) designated at FVPL, are measured subsequently at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash 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 liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in the 'other income' line item in profit or loss (note 7) for financial liabilities that are not part of a designated hedging relationship. For those which are designated as a hedging instrument for a hedge of foreign currency risk, foreign exchange gains and losses are recognised in other comprehensive income and accumulated in a separate component of equity.

2. 主要會計政策 (續)

k) 金融負債 (續)

其後按攤銷成本計量的金融負債

並非(i)收購方於業務合併中確認之或然代價；(ii)持作買賣；或(iii)獲指定為按公平值計入損益之金融負債其後使用實際利率法按攤銷成本計量。

實際利率法乃計算金融負債之攤銷成本及按相關期間分配利息開支之方法。實際利率指按金融負債之預計年期或(如適用)較短期間將估計未來現金付款(包括構成實際利率一部分之已付或已收之一切費用及代價、交易成本及其他溢價或折現)準確折現至金融負債之攤銷成本之利率。

匯兌收益及虧損

就以外幣計值及於各報告期末按攤銷成本計量的金融負債而言，匯兌收益及虧損根據該等工具的攤銷成本釐定。就不構成指定對沖關係一部分的金融負債而言，匯兌收益及虧損於附註7損益中「其他收益」項目內確認。就指定為對沖外匯風險對沖工具的金融負債而言，匯兌收益及虧損於其他全面收益確認，並於權益的獨立部分累計。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

k) Financial liabilities (Continued)

Foreign exchange gains and losses (Continued)

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured at FVPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss for financial liabilities that are not part of a designated hedging relationship.

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.

When the Group exchanges with the existing lender one debt instrument for another with substantially different terms, such exchange is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, the Group accounts for substantial modification of terms of an existing liability or part of it as an extinguishment of the original financial liability and the recognition of a new liability. It is assumed that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective rate is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. If the modification is not substantial, the difference between: (1) the carrying amount of the liability before the modification; and (2) the present value of the cash flows after modification should be recognised in profit or loss as the modification gain or loss within other gains and losses.

2. 主要會計政策 (續)

k) 金融負債 (續)

匯兌收益及虧損 (續)

以外幣計值的金融負債的公平值以該外幣釐定並以報告期末的即期匯率換算。就按公平值計入損益計量的金融負債而言，外匯部分構成公平值收益或虧損的一部分，並就不構成指定對沖關係一部分的金融負債於損益中確認。

取消確認金融負債

本集團僅於本集團的責任獲解除、取消或到期時取消確認金融負債。已取消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。

當本集團與現有貸方將一項債務工具交換為另一項條款大不相同的債務工具時，該交換入賬列為終止原金融負債及確認新金融負債。同樣，本集團將現有負債或其一部分的重大條款修訂入賬列為終止原金融負債及確認新金融負債。倘根據新條款現金流量的折現現值（包括任何已付費用（扣除任何已收及按原實際利率折現的費用））與原金融負債剩餘現金流量的折現現值至少有10%差別，則假設該等條款大不相同。若修訂並非重大，則(1)修訂前負債的賬面值；與(2)修訂後現金流量的現值之間的差額應於損益中確認為其他收益及虧損項下的修訂收益或虧損。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

l) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

m) Derivative financial instruments

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts, to hedge its foreign currency risk. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the statement of profit or loss, except for the effective portion of cash flow hedges, which is recognised in other comprehensive income and later reclassified to profit or loss when the hedged item affects profit or loss.

2. 主要會計政策 (續)

(l) 抵銷金融工具

倘現時有可執行的合法權利抵銷已確認金額且有意按淨額基準結算，或同時變現資產及結算負債，則金融資產與金融負債可予抵銷且淨額乃於財務狀況表呈報。

(m) 衍生金融工具

初始確認及其後計量

本集團利用衍生金融工具（例如遠期貨幣合約）對沖其外匯風險。該等衍生金融工具初始以訂立衍生工具合約當日的公平值確認，並隨後以公平值再計量。倘公平值為正數，衍生工具以資產入賬，而公平值倘為負數，則以負債入賬。

因衍生工具之公平值變動而產生之任何收益或虧損直接計入損益表，惟現金流量對沖有效部分除外，該部分於其他全面收益確認，並於其後在對沖項目影響損益之情況下重新分類至損益。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

n) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value as at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

- computer software 10 years straight-line

o) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

(i) Classification of assets leased to the Group

Assets held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

2. 主要會計政策 (續)

n) 無形資產

另行收購的無形資產於初始確認時按成本計量。於業務合併時所收購無形資產的成本為於收購日期的公平值。無形資產的可用年期評估為有限或無限。具有有限可用年期的無形資產其後會在可用的經濟年期內作攤銷，並會在有跡象顯示無形資產可能已減值時進行減值評估。具有有限可用年期之無形資產的攤銷期和攤銷法會至少於各報告期末作檢討。

下列具有有限可用年期之無形資產自其可供使用日期起攤銷，其估計可用年期如下：

- 電腦軟件 10年直線法

o) 租賃資產

若本集團釐定某項安排附帶權利可於協定期間使用一項或多項特定資產以換取付款或一系列付款，則該項安排（包括一項交易或一系列交易）屬於或包含租賃。有關釐定基於對安排之實質內容的評估作出，而不論該項安排是否採取合法的租賃形式。

(i) 出租予本集團的資產分類

就本集團根據租賃持有之資產而言，倘有關租賃擁有權之絕大部分風險及回報轉移至本集團，則有關資產分類為根據融資租賃持有之資產。擁有權之絕大部分風險及回報不會轉移至本集團之租賃則分類為經營租賃。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

o) Leased assets (Continued)

(ii) Assets acquired under finance leases

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset or, if lower, the present value of the minimum lease payments of such assets are recognised as property, plant and equipment and the corresponding liabilities, net of finance charges, are recorded as obligations under finance leases. Depreciation is provided at rates which write off the cost of the assets over the term of the relevant lease or, where it is likely that the Group will obtain ownership of the asset, the life of the asset, as set out in note 2(f). Impairment losses are accounted for in accordance with the accounting policy as set out in note 2(p). Finance charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each reporting period.

(iii) Operating lease charges

Where the Group has the use of assets under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the reporting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged as expenses in the reporting period in which they are incurred.

2. 主要會計政策 (續)

o) 租賃資產 (續)

(ii) 以融資租賃購入之資產

倘若本集團以融資租賃獲得資產之使用權，則會將相當於租賃資產公平值或有關資產最低租賃付款額之現值（以較低者為準）之金額確認為物業、廠房及設備，而扣除融資費用後之相應負債則列為融資租賃承擔。折舊是在相關租賃期或資產的可用年期（如本集團很可能取得資產的所有權）內，以撇銷其成本之比率計提；有關資產的可用年期載於附註2(f)。減值虧損按照附註2(p)所載會計政策入賬。租賃付款內含的融資費用則計入租賃期內的損益中，以致於每個報告期間對責任之餘額採用概約之固定定期收費比率。

(iii) 經營租賃費用

倘若本集團是以經營租賃獲得資產的使用權，則根據租賃作出之付款會於租賃期所涵蓋之報告期內，以等額計入損益；但若有其他基準能更清楚地反映租賃資產所產生的收益模式則除外。已收取之租賃優惠於損益確認為租賃淨付款總額之組成部分。或有租金於其產生之報告期內計入開支。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

o) Leased assets (Continued)

(iv) Leasehold land and building

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

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid land lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis.

2. 主要會計政策 (續)

o) 租賃資產 (續)

(iv) 土地租賃及樓宇

倘本集團就物業權益(包括土地租賃及樓宇部分)作出付款,則本集團會分別根據各部分擁有權隨附之絕大部分風險及回報是否已轉移至本集團之評估,評估各部分作為融資租賃或經營租賃的分類,除非兩個部分均清楚確定為經營租賃則除外。於此情況下,物業整體歸類為經營租賃。具體而言,全部代價(包括任何一筆過支付之預付款項)會按初始確認時租賃土地部分與樓宇部分租賃權益相關公平值,按比例於租賃土地與樓宇部分之間分配。

倘若能可靠地分配相關款項,則入賬列為經營租賃之租賃土地權益於綜合財務狀況表內列作「土地租賃預付款項」,並於租賃期內以直線法攤銷。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

p) Impairment of non-financial assets

(i) Impairment of non-financial assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- investment properties;
- prepaid land lease payments;
- interest in an associate;
- interests in joint ventures;
- deposits and prepayments;
- other intangible assets; and
- investments in subsidiaries in the Company's statement of financial position.

2. 主要會計政策 (續)

p) 非金融資產減值

(i) 非金融資產減值

內部及外部資料來源乃於各報告期末檢討，以確定是否有跡象顯示下列資產可能出現減值，或先前已確認之減值虧損已不存在或可能減少：

- 物業、廠房及設備；
- 投資物業；
- 土地租賃預付款項；
- 於一間聯營公司之權益；
- 於合營公司之權益；
- 按金及預付款項；
- 其他無形資產；及
- 本公司財務狀況表中於附屬公司之投資。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

p) Impairment of non-financial assets (Continued)

(i) Impairment of non-financial assets (Continued)

If any such indication exists, the asset's recoverable amount is estimated.

– Calculation of recoverable amount

The recoverable amount of an asset is the higher of its fair value less costs of disposal and its 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. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (that is, a cash-generating unit).

– Recognition of impairment losses

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the assets in the unit (or group of units) on a pro rata basis, except that the carrying amount of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

– Reversal of impairment losses

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

2. 主要會計政策 (續)

p) 非金融資產減值 (續)

(i) 非金融資產減值 (續)

倘若存在任何該等跡象，則估計資產之可收回金額。

– 計算可收回金額

資產的可收回金額為公平值減出售成本以及使用價值兩者間的較高者。評估使用價值時，按反映當時市場對貨幣時間價值及資產特定風險評估之稅前折現率，將估計未來現金流折現至其現值。倘資產並無產生大致獨立於其他資產之現金流入，則以能獨立產生現金流入之最小資產組別（即現金產生單位）釐定可收回金額。

– 確認減值虧損

倘若資產或其所屬現金產生單位之賬面值超過其可收回金額時，則於損益中確認減值虧損。就現金產生單位確認之減值虧損，乃按比例分配以減少該單位（或單位組別）資產之賬面值，惟某資產之賬面值不會減至低於其個別公平值減去出售成本（如能計量）或使用價值（如能釐定）之金額。

– 撥回減值虧損

倘若用以釐定可收回金額之估算出現有利變動，則撥回減值虧損。

減值虧損之撥回限於資產於過往年度並未確認減值虧損時原應釐定的賬面值。減值虧損之撥回於確認撥回年度計入損益。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

p) Impairment of non-financial assets (Continued)

(ii) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with IAS 34, Interim Financial Reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 2(i) and 2(p)(i)).

q) Research and development costs

All research costs are charged to profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

2. 主要會計政策 (續)

p) 非金融資產減值 (續)

(ii) 中期財務報告及減值

根據香港聯合交易所有限公司證券上市規則，本集團須按照國際會計準則第34號「中期財務報告」就財政年度首六個月編製中期財務報告。於中期期間結束時，本集團應用與財政年度結束時相同之減值測試、確認及撥回標準（見附註2(i)及2(p)(i)）。

q) 研究及開發成本

所有研究成本在產生時於損益支銷。

項目開發新產品時產生之開支，僅當本集團可顯示下列各項，方予資本化及遞延：完成該項無形資產使其可供使用或出售於技術上之可行性、其完成之意向，及使用或出售該資產之能力、該資產日後如何產生經濟利益、是否有資源可以完成該項目，以及在開發過程中是否可以可靠地計量該項開支。不符合該等條件的產品開發支出於產生時支銷。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

r) Inventories

Inventories are assets which are held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process or in the rendering of services.

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

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.

s) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for ECLs in accordance with the policy set out in note 2(i).

2. 主要會計政策 (續)

r) 存貨

存貨指於日常業務過程中、於生產以作出售的過程中、或於生產過程中以消耗材料或供應的方式或於提供服務時持作出售的資產。

存貨按成本與可變現淨值兩者之較低者列賬。成本乃以加權平均法確定，倘是半製成品及製成品，則包括直接材料、直接勞工及間接製造成本之應佔部分。可變現淨值乃根據估計售價減預期達致完成及出售所需之任何成本計算。

存貨售出時，所售出存貨之賬面值乃確認為確認相關收益期間的開支。存貨減記至可變現淨值之金額及所有存貨虧損確認為出現減記或虧損期間的開支。任何存貨減記撥回之金額均於出現撥回期間從確認為開支之存貨款額扣除。

s) 現金及現金等價物

現金及現金等價物包括銀行存款及手頭現金、於銀行及其他金融機構之活期存款，以及可隨時轉換成可知數額之現金且無重大變值風險之短期、高流動性投資（在購入時距離到期日不超過三個月）。現金及現金等價物乃根據附註2(i)所載政策進行預期信貸虧損評估。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

t) Employee benefits

(i) Short-term employee benefits and contributions to defined contribution retirement plans

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.

(ii) Share-based payment transactions

The Company operates a share option scheme, a share award scheme and other share award agreement 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 payment transactions, whereby employees render services as consideration for equity instruments ("equity-settled transactions") of the Company.

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial lattice model Black-Scholes Option Pricing Model, if applicable.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

2. 主要會計政策 (續)

t) 僱員福利

(i) 短期僱員福利和定額供款退休計劃之供款

薪金、年度獎金、有薪年假、定額供款退休計劃之供款及各項非貨幣福利成本，均在僱員提供相關服務的年度內累計。倘延期付款或結算而影響屬重大，則該等金額按其現值列賬。

(ii) 以股份為基礎之付款交易

本公司設立一項購股權計劃、一項股份獎勵計劃及其他股份獎勵協議，向對本集團業務成績有所貢獻之合資格參與者提供激勵及獎賞。本集團之僱員（包括董事）會通過以股份為基礎之付款交易方式收取酬金，而僱員會提供服務，作為收取本公司權益工具之代價（「股權結算交易」）。

與僱員進行股權結算交易之成本乃按授出當日之公平值計算。公平值乃由一名外聘估值師使用雙變數二元樹模型柏力克－舒爾斯期權定價模型（如適用）釐定。

股權結算交易之成本連同股權之相應升幅會於達到表現及／或服務條件之期間確認。於歸屬日期前每個報告期末就股權結算交易確認之累積開支，反映已屆滿歸屬期為限之開支及本集團對最終將歸屬之權益工具數目之最佳估計。每一期間損益之扣減或貸記指該期間開始和結束時已確認之累積開支之變動。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

t) Employee benefits (Continued)

(ii) Share-based payment transactions (Continued)

No expense is recognised for awards that do not ultimately vest, except for equity-settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

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 that 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. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. 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/loss per share.

2. 主要會計政策 (續)

t) 僱員福利 (續)

(ii) 以股份為基礎之付款交易 (續)

最終並未歸屬之獎勵不會確認開支，惟歸屬以市場條件或非歸屬條件為條件，但在達成其他所有表現及／或服務條件之情況下，不論是否達成該市場條件或非歸屬條件均會視作歸屬處理之股權結算交易則除外。

當股權結算獎勵條款作出修訂，若均符合原有獎勵條款，則至少按照條款未有修訂之情況確認開支。此外，倘任何修訂會導致以股份為基礎之付款之公平值總額增加，或於修訂當日計算時對僱員有利，便會確認開支。

當股權結算獎勵註銷時，會視作獎勵已於註銷當日歸屬，而獎勵尚未確認之任何開支會即時確認。該情況包括任何未達成受本集團或僱員控制之非歸屬條件之獎勵。然而，倘註銷之獎勵有任何替代之新獎勵，並指定為授出當日之替代獎勵，則該項註銷及新獎勵會如上段所述被視為原有獎勵之修訂般處理。

計算每股盈利／虧損時，尚未行使購股權之攤薄效應反映為額外股份攤薄。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

u) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided that those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary differences or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

2. 主要會計政策 (續)

u) 所得稅

本年度所得稅包括當前稅項及遞延稅項資產及負債變動。當前稅項及遞延稅項資產及負債變動均在損益中確認，惟倘與於其他全面收益或直接於權益中確認之項目相關，則有關稅項金額分別於其他全面收益或直接於權益中確認。

當前稅項是按本年度應課稅收入根據已頒佈或於報告期末實質上已頒佈之稅率計算之預期應付稅項，加上以往年度應付稅項的任何調整。

遞延稅項資產及負債分別由可抵扣及應課稅暫時差異產生。暫時差異是指作財務報告用途之資產及負債之賬面值與該等資產及負債的計稅基礎之差異。遞延稅項資產也可以由未動用稅項虧損及未動用稅項抵免產生。

除若干有限例外情況外，將確認所有遞延稅項負債及所有遞延稅項資產（僅限於很可能獲得利用該項資產來抵扣之未來應課稅利潤）。支持確認由可抵扣暫時差異所產生遞延稅項資產之未來應課稅利潤包括因撥回當前存在之應課稅暫時差異而產生之數額，但該等差異必須與同一稅務機關及同一應課稅實體有關，並預期於可抵扣暫時差異預計撥回之同一期間或遞延稅項資產所產生之稅項虧損可向後期或向前期結轉之期間內撥回。決定目前存在之應課稅暫時差異是否足以支持確認由未動用稅項虧損和抵免所產生之遞延稅項資產時，亦會採用同一準則，即該等差異會計及其是否與同一稅務機關及同一應課稅實體有關，以及是否預期於能夠使用稅項虧損或抵免撥回之同一期間內撥回。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

u) Income tax (Continued)

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

2. 主要會計政策 (續)

u) 所得稅 (續)

不確認為遞延稅項資產及負債之暫時差異產生自以下有限例外情況：不影響會計或應課稅利潤之資產或負債之初始確認（如屬業務合併的一部分則除外）；以及與於附屬公司之投資相關之暫時差異（如屬應課稅差異，只限於本集團可以控制撥回之時間，而且於可預見將來不大可能撥回之差異；或如屬可抵扣差異，則僅限於很可能於將來撥回之差異）。

已確認遞延稅項金額是按照資產及負債賬面值之預期變現或清償方式，根據已頒佈或於報告期末實質上已頒佈之稅率計算。遞延稅項資產及負債並無折現。

本集團會於各報告期末檢討遞延稅項資產之賬面值。如果本集團預期不再可能獲得足夠應課稅利潤以抵扣相關稅務利益，該遞延稅項資產之賬面值便會調低；但倘若日後又可能獲得足夠應課稅利潤，有關減額便會撥回。

因分派股息而額外產生的所得稅於支付相關股息之責任確立時確認。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

u) Income tax (Continued)

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

2. 主要會計政策 (續)

u) 所得稅 (續)

當前及遞延稅項結餘及其變動額會分開列示，並且不予抵銷。當前及遞延稅項資產僅於本公司或本集團有法定行使權以當期稅項資產抵銷當期稅項負債，並且符合以下附帶條件之情況下，才可以分別抵銷當前及遞延稅項負債：

- 就當前稅項資產及負債而言，本公司或本集團計劃按淨額基準結算，或同時變現該資產及清償該負債；或
- 就遞延稅項資產及負債而言，該等資產及負債必須與同一稅務機關就以下其中一項徵收之所得稅有關：
 - 同一應課稅實體；或
 - 不同的應課稅實體，而該等實體計劃在日後每個預計有大額遞延稅項負債需要清償或大額遞延稅項資產可以收回的期間內，按淨額基準變現本期稅項資產及清償當前稅項負債，或同時變現該資產及清償該負債。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

v) Provisions and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

w) Revenue recognition

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Revenue is recognised when a performance obligation is satisfied, that is, when control over a product or service underlying the particular performance obligation is transferred to the customer, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

2. 主要會計政策 (續)

v) 撥備及或然負債

當本集團因過往事件而產生法律或推定責任，而可能需要經濟利益流出以清償責任及能作出可靠估計時，則會確認撥備。倘貨幣時間值屬重大，撥備乃按預期清償責任的開支的現值列賬。

當需要經濟利益流出之可能性較低或當金額不能可靠估計時，責任會作為或然負債披露，除非經濟利益流出之可能性極低。倘有關責任須視乎某項或多項未來事件是否發生方可確定是否存在，亦會披露為或然負債，除非經濟利益流出之可能性極低。

w) 收入確認

本集團將其日常業務過程中源自銷售貨品、提供服務或租賃項下讓渡本集團資產使用權的收入分類為收入。

當本集團完成履約責任時，即當特定履約責任相關的產品或服務的控制權按本集團預期有權獲取的承諾代價數額（不包括代表第三方收取的金額）轉移至客戶或承租人有權動用資產時，收入予以確認。收入不包括增值稅或其他銷售稅，並經扣除任何貿易折扣。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

w) Revenue recognition (Continued)

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

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

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

2. 主要會計政策 (續)

w) 收入確認 (續)

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

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

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

否則，收入於客戶獲得個別貨品或服務的控制權時確認。

合約資產指本集團就向客戶換取本集團已轉讓的貨品或服務收取代價的權利 (尚未成為無條件)。合約資產根據國際財務報告準則第9號評估減值。相反，應收款項指本集團收取代價的無條件權利，即代價僅隨時間推移即會成為到期應付。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

w) Revenue recognition (Continued)

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 a contract are accounted for and presented on a net basis.

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 (that is, the Group is a principal) or to arrange for those goods or services to be provided by the other party (that is, 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.

2. 主要會計政策 (續)

w) 收入確認 (續)

合約負債指本集團已自客戶收取代價（或代價金額到期），而須向客戶轉讓貨品或服務的責任。

與合約相關的合約資產及合約負債按淨額基準結算。

主事人與代理人

倘向客戶提供貨品或服務涉及另一方，本集團會釐定其承諾性質是否為其本身提供指定貨品或服務的履約義務（即本集團為主事人），抑或是安排另一方提供該等貨品或服務（即本集團為代理人）。

倘本集團於向客戶轉移指定貨品或服務之前控制該貨品或服務，則為主事人。

倘本集團的履約義務為安排另一方提供指定貨品或服務，則為代理人。在此情況下，本集團於指定貨品或服務轉讓予客戶之前，不控制由另一方提供的該貨品或服務。倘本集團作為代理人行事，其所確認收入的金額為就安排另一方提供指定貨品或服務作為交換應收取的任何費用或佣金。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

w) Revenue recognition (Continued)

Principal versus agent (Continued)

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in paragraph 63 of IFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

Further details of the Group's revenue and other income recognition policies are as follows:

(i) Sale of goods

Revenue is recognised when the customer takes possession of and accepts the products. If the products are a partial fulfilment of a contract covering other goods and/or services, then the amount of revenue recognised is an appropriate proportion of the total transaction price under the contract, allocated between all the goods and services promised under the contract on a relative stand-alone selling price basis.

In the comparative period, revenue from sales of goods was recognised when the goods were delivered to the customers, which was taken to be the point in time when the customer had accepted the goods and the related risks and rewards of ownership.

2. 主要會計政策 (續)

w) 收入確認 (續)

主事人與代理人 (續)

倘合約載有向客戶提供超過12個月之重大融資利益的融資成分，則收入按應收款項的現值計量，並採用將於與客戶進行之單獨融資交易中反映的折現率予以折現，而利息收入按實際利率法單獨累計。倘合約載有向本集團提供重大融資利益的融資成分，則該合約項下確認的收入包括按實際利率法就合約負債累計的利率開支。倘融資期限為12個月或以下，則本集團運用國際財務報告準則第15號第63段的實際權宜法，不會就重大融資成分之任何影響調整代價。

有關本集團收入及其他收益確認政策之進一步詳情如下：

(i) 銷售貨品

收入在客戶管有並接納產品時確認。倘該等產品為部分履行涵蓋其他貨品及／或服務的合約，則確認收入的金額為合約項下交易價格總額的合適比例，並按相對獨立售價基準在合約項下協定的所有貨品及服務間分配。

於比較期間，銷售貨品收入於貨品送達客戶（即客戶接納貨品及其所有權相關的風險及回報）時確認。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

w) Revenue recognition (Continued)

(ii) Advisory and management services

Revenue from the provision of advisory and management services is recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

(iii) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

(iv) Dividends

Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.

(v) Interest income

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost or FVOCI (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (that is, the gross carrying amount net of loss allowance) of the asset (see note 2(i)).

2. 主要會計政策 (續)

w) 收入確認 (續)

(ii) 顧問及管理服務

因為客戶同時收取及消耗本集團所提供的利益，提供顧問及管理服務所得收入於計劃期間以直線法確認。

(iii) 來自經營租賃的租金收入

經營租賃項下的應收租金收入於租賃期所涵蓋之期間內以等額在損益內確認；但若有其他基準能更清楚地反映使用租賃資產所產生的收益模式則除外。獲授之租賃優惠於損益確認為應收租賃淨付款總額之組成部分。或有租金於其產生之會計期間確認為收入。

(iv) 股息

來自非上市投資的股息收入於股東收取付款之權利確立時確認。

(v) 利息收入

利息收入於產生時使用實際利率法確認。就按攤銷成本或按公平值計入其他全面收益（撥回）計量且並無信貸減值的金融資產而言，實際利率法適用於資產的賬面總額。就信貸減值金融資產而言，實際利率法適用於資產的攤銷成本（即賬面總額減虧損撥備）（見附註2(i)）。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

x) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates.

The transaction date is the date on which the Group initially recognises such non-monetary assets or liabilities.

Non-monetary assets and liabilities denominated in foreign currencies stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of foreign operations are translated into RMB at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into RMB at the closing foreign exchange rates ruling at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in consolidated equity in the exchange fluctuation reserve.

On the disposal of a foreign operation (that is, 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 an associate/a joint venture 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.

2. 主要會計政策 (續)

x) 外幣換算

年內發生的外幣交易乃按交易日適用之外匯匯率換算。以外幣計值之貨幣資產及負債按報告期末的外匯匯率換算。匯兌收益及虧損於損益確認。

按歷史成本以外幣計量之非貨幣資產及負債按交易日之外匯匯率換算。

交易日為本集團初始確認該等非貨幣資產或負債之日。

以外幣計值按公平值列賬之非貨幣資產及負債按計量公平值當日之外匯匯率換算。

海外業務業績於交易日按相若於當日外匯匯率的匯率換算成人民幣。財務狀況表項目按報告期末的收市外匯匯率換算成人民幣。所產生的匯兌差額將於其他全面收益確認，並於外匯波動儲備的綜合權益中獨立累計。

出售海外業務（即出售本集團海外業務之全部權益，或出售涉及失去對一間包含海外業務的附屬公司之控制權，或部分出售於一間包含海外業務的聯營公司／合營公司之權益，其中保留權益構成一項金融資產）時，有關本公司擁有人應佔營運權益中所有匯兌差額的累計金額重新分類至損益。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

y) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

z) Non-current assets held for sale

A non-current asset (or disposal group) is classified as held for sale if it is highly probable that its carrying amount will be recovered through a sale transaction rather than through continuing use and the asset (or disposal group) is available for sale in its present condition. A disposal group is a group of assets to be disposed of together as a group in a single transaction, and liabilities directly associated with those assets that will be transferred in the transaction.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all the assets and liabilities of that subsidiary are classified as held for sale when the above criteria for classification as held for sale are met, regardless of whether the Group will retain a non-controlling interest in the subsidiary after the sale.

2. 主要會計政策 (續)

y) 借貸成本

與收購、興建或生產須花費相當長的時間方可作擬定用途或出售的資產直接有關的借貸成本，均資本化為該資產的一部分成本。其他借貸成本均於產生期間列作支出。

當資產產生開支，產生借貸成本，且進行將資產達致其擬定用途或出售所必需的活動時，則開始將借貸成本以資本化處理，列為合資格資產的部分成本。當令合資格資產達致其擬定用途或出售所必需的活動絕大部分中止或完成時，借貸成本將暫停或終止以資本化處理。

z) 持作出售之非流動資產

倘非流動資產（或出售組別）之賬面值很大可能通過出售交易而非持續使用收回，且該資產（或出售組別）可按現狀出售，則該非流動資產（或出售組別）分類為持作出售。出售組別是指在一次單獨交易中按組合形式共同出售的一組資產，而與該等資產直接關聯的負債亦將於該項交易中轉移。

當本集團致力開展的出售計劃涉及失去對附屬公司的控制權時，該附屬公司的所有資產及負債若符合上述持作出售的分類條件，則不論本集團是否將於出售事項後保留對該附屬公司的非控股權益，該附屬公司的所有資產及負債均獲分類為持作出售。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

z) Non-current assets held for sale (Continued)

Immediately before classification as held for sale, the measurement of the non-current assets (and all individual assets and liabilities in a disposal group) is brought up-to-date in accordance with the accounting policies before the classification. Then, on initial classification as held for sale and until disposal, the non-current assets (except for certain assets as explained below), or disposal groups, are recognised at the lower of their carrying amount and fair value less costs to sell. The principal exceptions to this measurement policy so far as the financial statements of the Group and the Company are concerned are deferred tax assets, assets arising from employee benefits, financial assets (other than investments in subsidiaries, associates and joint ventures) and investment properties. These assets, even if held for sale, would continue to be measured in accordance with the policies set out elsewhere in note 2.

Impairment losses on initial classification as held for sale, and on subsequent remeasurement while held for sale, are recognised in profit or loss. As long as a non-current asset is classified as held for sale, or is included in a disposal group that is classified as held for sale, the non-current asset is not depreciated or amortised.

aa) Government grants

Government grants are recognised in the consolidated statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them.

Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

2. 主要會計政策 (續)

z) 持作出售之非流動資產 (續)

非流動資產(及在一個出售組別中的所有個別資產以及負債)在緊接分類為持作出售前,均根據分類前的會計政策作出最新計量。其後,於初步分類為持作出售並直至出售時止,非流動資產(下文闡述的若干資產除外)或出售組別均按其按賬面值與按公平值減出售成本後之較低者確認。就本集團及本公司的財務報表而言,不適用此項計量政策的資產主要有遞延稅項資產、僱員福利資產、金融資產(於附屬公司、聯營公司及合營公司之投資除外)及投資物業。即使該等資產屬於持作出售資產,其仍繼續根據附註2所載的其他政策計量。

初步分類為持作出售及其後在持作出售時重新計量之減值虧損於損益中確認。只要非流動資產被分類為持作出售,或被計入分類為持作出售的出售組別,則不對該非流動資產進行折舊或攤銷。

aa) 政府補貼

當可以合理確定本集團將會收到政府補貼並會遵守其附帶條件時,會初步於綜合財務狀況表內確認政府補貼。

補償本集團所產生開支的補貼於產生開支的相同期間按系統化基準在損益確認為收入。特別是,若政府補貼之首要條件為本集團須購買、興建或以其他方式收購非流動資產,則於綜合財務狀況表內確認為遞延收入,並按系統及合理基準按有關資產之可使用年期轉撥至損益。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

ab) Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained earnings within the equity section of the consolidated statement of financial position, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

ac) 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 over 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.
- (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.

2. 主要會計政策 (續)

ab) 股息

董事建議之末期股息於綜合財務狀況表內權益項下歸類為留存盈利之獨立分配，直至股東大會上獲股東批准為止。此等股息獲股東批准及宣派後會確認為負債。

由於本公司之組織章程大綱及細則授權董事宣派中期股息，因此中期股息可以同時建議及宣派。因此，待建議及宣派後，中期股息會即時確認為負債。

ac) 關聯方

- (a) 在下述情況下某人士或該人士之近親家庭成員會被視為本集團之關聯方：
- i) 控制本集團或共同控制本集團；
 - ii) 可對本集團發揮重大影響力；或
 - iii) 為本集團或其母公司的主要管理人員。
- (b) 倘實體符合以下任何條件，則為本集團之關聯方：
- i) 該實體與本集團屬同一集團的成員公司（即各自之母公司、附屬公司或同系附屬公司與另一方關聯）。
 - ii) 一間實體為另一實體的聯營公司或合營公司（或一間實體為某集團旗下成員公司之聯營公司或合營公司而另一實體為該集團之成員公司）。
 - iii) 兩間實體均為同一第三方的合營公司。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

2. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

ac) Related parties (Continued)

- 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 member 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.

ad) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's board of directors (the chief operating decision maker) for the purposes 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.

2. 主要會計政策 (續)

ac) 關聯方 (續)

- iv) 一實體為一第三方實體的合營公司，而另一實體為同一第三方實體的聯營公司。
- v) 該實體為本集團或屬本集團關聯方的實體的僱員離職後福利計劃。
- vi) 該實體由(a)項所述人士控制或共同控制。
- vii) 為(a)(i)項所述人士，對實體有重大影響或屬該實體（或該實體母公司）主要管理人員。
- viii) 該實體或其所屬集團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。

該人士的近親家庭成員是指在與實體往來的過程中，預期可影響該人士或受其影響的家庭成員。

ad) 分部報告

經營分部及於財務報表內所報告的各分部項目金額乃從定期向本集團董事會（主要經營決策者）提供以就本集團多項業務及多個業務區域進行資源分配及表現評估的財務資料中識別。

就財務報告而言，個別重大經營分部並不予以合算，除非該等分部具有相似經濟特性，以及於產品及服務性質、生產程序性質、客戶類別或種類、用以分銷產品或提供服務之方式及監管環境的性質方面相似，則另當別論。倘其符合該大部分有關條件，並非個別重大的經營分部可予以合算。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS

In the current year, the Group has applied the following new and amendments to IFRSs issued by the IASB:

IFRS 9	Financial Instruments
IFRS 15	Revenue from Contracts with Customers and the related Amendments
IFRIC 22	Foreign Currency Transactions and Advance Consideration
Amendments to IFRS 2	Classification and Measurement of Share-based Payment Transactions
Amendments to IFRS 4	Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts
Amendments to IAS 28	As part of the Annual Improvements to IFRSs 2014–2016 Cycle
Amendments to IAS 40	Transfers of Investment Property

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

3. 應用新訂及經修訂國際財務報告準則

本年度內，本集團已應用以下由國際會計標準委員會頒佈之新訂及經修訂國際財務報告準則：

國際財務報告準則第9號	金融工具
國際財務報告準則第15號	客戶合約收入及相關修訂本
國際財務報告詮釋委員會詮釋第22號	外幣交易及預付代價
國際財務報告準則第2號之修訂本	以股份為基礎之付款交易之分類及計量
國際財務報告準則第4號之修訂本	與國際財務報告準則第4號「保險合約」一併應用國際財務報告準則第9號「金融工具」
國際會計準則第28號之修訂本	作為國際財務報告準則之年度改進（2014–2016週期）之一部分
國際會計準則第40號之修訂本	投資物業的轉撥

除下文所述者外，於本年度應用新訂及經修訂國際財務報告準則對本集團當前及過往年度之財務表現及狀況，及／或該等綜合財務報表所載之披露事項均無重大影響。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS

(Continued)

3.1 IFRS 9 Financial Instruments and the related amendments

In the current year, the Group has applied IFRS 9 Financial Instruments and the related consequential amendments to other IFRSs. IFRS 9 introduces new requirements for 1) the classification and measurement of financial assets and financial liabilities, 2) ECL for financial assets and 3) general hedge accounting.

The Group has applied IFRS 9 in accordance with the transition provisions set out in IFRS 9, that is, applied the classification and measurement requirements (including impairment under ECL model) retrospectively to instruments that have not been derecognised as at 1 January 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised as at 1 January 2018. The difference between carrying amounts as at 31 December 2017 and the carrying amounts as at 1 January 2018 are recognised in the opening retained earnings and other components of equity, without restating comparative information.

Accordingly, certain comparative information may not be comparable as comparative information was prepared under IAS 39 Financial Instruments: Recognition and Measurement.

Accounting policies resulting from application of IFRS 9 are disclosed in note 2.

3. 應用新訂及經修訂國際財務報告準則 (續)

3.1 國際財務報告準則第9號「金融工具」及相關修訂本

於本年度，本集團已應用國際財務報告準則第9號「金融工具」及其他國際財務報告準則相關的相應修訂。國際財務報告準則第9號就：1)金融資產及金融負債的分類及計量、2)金融資產的預期信貸虧損及3)一般對沖會計法引入新規定。

本集團已根據國際財務報告準則第9號所載的過渡條文應用國際財務報告準則第9號，即對於2018年1月1日（首次應用日期）尚未終止確認的工具追溯應用分類及計量規定（包括預期信貸虧損模式項下的減值），且並無對已於2018年1月1日終止確認的工具應用有關規定。於2017年12月31日的賬面值與於2018年1月1日的賬面值之間的差額於期初留存盈利及權益的其他組成部分中確認，並無重列比較資料。

由於比較資料乃根據國際會計準則第39號「金融工具：確認及計量」編製，因此，若干比較資料可能無法用作比較。

應用國際財務報告準則第9號所導致之會計政策於附註2披露。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS

(Continued)

3.1 IFRS 9 Financial Instruments and the related amendments (Continued)

Summary of effects arising from initial application of IFRS 9

The table below illustrates the classification and measurement of financial assets and financial liabilities and other items subject to ECL under IFRS 9 and IAS 39 at the date of initial application, 1 January 2018.

		IAS 39 carrying amount at 31 December 2017	Reclassification	IFRS 9 carrying amount at 1 January 2018
		國際會計 準則第39號 於2017年 12月31日的 賬面值 RMB'000 人民幣千元	重新分類 RMB'000 人民幣千元	國際財務 報告準則 第9號 於2018年 1月1日的 賬面值 RMB'000 人民幣千元
	Notes 附註			
Financial assets at FVPL required by IFRS 9	國際財務報告準則第9號規定之按公平值計入損益的金融資產	(b)	–	551,949
Financial assets at FVOCI	按公平值計入其他全面收益的金融資產	(a)	–	26,222
Financial assets designated at FVPL	指定按公平值計入損益的金融資產	(b)	551,949	(551,949)
Available-for-sale investment	可供出售投資	(a)	26,222	(26,222)

a) Available-for-sale investment and/or financial assets at FVOCI

The Group elected to present in OCI for the fair value changes of its equity investment previously classified as available-for-sale, which related to unquoted equity investment previously measured at fair value under IAS 39. The investment is not held for trading and not expected to be sold in the foreseeable future. At the date of initial application of IFRS 9, RMB26,222,000 was reclassified from available-for-sale investment to financial assets at FVOCI.

3. 應用新訂及經修訂國際財務報告準則 (續)

3.1 國際財務報告準則第9號「金融工具」及相關修訂本 (續)

首次應用國際財務報告準則第9號所產生影響的概述

下表列示根據國際財務報告準則第9號及國際會計準則第39號於首次應用日期2018年1月1日面臨預期信貸虧損的金融資產及金融負債以及其他項目的分類及計量。

		IAS 39 carrying amount at 31 December 2017	Reclassification	IFRS 9 carrying amount at 1 January 2018
		國際會計 準則第39號 於2017年 12月31日的 賬面值 RMB'000 人民幣千元	重新分類 RMB'000 人民幣千元	國際財務 報告準則 第9號 於2018年 1月1日的 賬面值 RMB'000 人民幣千元
	Notes 附註			
Financial assets at FVPL required by IFRS 9	國際財務報告準則第9號規定之按公平值計入損益的金融資產	(b)	–	551,949
Financial assets at FVOCI	按公平值計入其他全面收益的金融資產	(a)	–	26,222
Financial assets designated at FVPL	指定按公平值計入損益的金融資產	(b)	551,949	(551,949)
Available-for-sale investment	可供出售投資	(a)	26,222	(26,222)

a) 可供出售投資及／或按公平值計入其他全面收益的金融資產

本集團選擇將其先前分類為可供出售投資的股權投資的公平值變動計入其他全面收益，此乃為先前根據國際會計準則第39號按公平值計量的無報價股權投資。該等投資並非持作買賣，且並不預期將於可見將來出售。於首次應用國際財務報告準則第9號當日，人民幣26,222,000元已自可供出售投資重新分類至按公平值計入其他全面收益的金融資產。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS

(Continued)

3.1 IFRS 9 Financial Instruments and the related amendments (Continued)

Summary of effects arising from initial application of IFRS 9 (Continued)

b) Financial assets at FVPL and/or designated at FVPL

At the date of initial application, the Group no longer applied designation as measured at FVPL for the fund investment which is managed and its performance is evaluated on a fair value basis, as these financial assets are required to be measured at FVPL under IFRS 9. As a result, these investments of RMB551,949,000 were reclassified from financial assets designated at FVPL to financial assets at FVPL.

There was no impact on the amounts recognised in relation to these assets from the application of IFRS 9.

c) Impairment under ECL model

The Group applies the IFRS 9 simplified approach to measure ECL which uses a lifetime ECL for accounts receivables. Except for those which had been determined as credit impaired under IAS 39, accounts receivables are grouped based on past due analysis.

ECL for other financial assets at amortised cost, including pledged bank deposits, bank balances, loan receivables, amounts due from joint ventures and other receivables, are assessed on 12-month ECL basis as there had been no significant increase in credit risk since initial recognition.

As at 1 January 2018, no additional credit loss allowance has been recognised against retained earnings.

3. 應用新訂及經修訂國際財務報告準則 (續)

3.1 國際財務報告準則第9號「金融工具」及相關修訂本 (續)

首次應用國際財務報告準則第9號所產生影響的概述 (續)

b) 按公平值計入損益的金融資產及／或指定按公平值計入損益的金融資產

於首次應用日期，就所管理的基金投資及其按公平值基準評估之表現而言，本集團不再指定按公平值計入損益計量，原因是根據國際財務報告準則第9號，該等金融資產須按公平值計入損益計量。因此，該等投資人民幣551,949,000元自指定按公平值計入損益的金融資產重新分類至按公平值計入損益的金融資產。

應用國際財務報告準則第9號對就該等資產確認之金額概無影響。

c) 預期信貸虧損模式項下的減值

本集團採用國際報告準則第9號簡化方法來計量預期信貸虧損，該方法對應收款項使用全期預期信貸虧損。除根據國際會計準則第39號被釐定為信貸減值之該等款項外，應收款項根據逾期分析分組。

按攤銷成本計量之其他金融資產（包括已抵押銀行存款、銀行結餘、應收貸款、應收合營公司款項及其他應收款項）之預期信貸虧損乃按12個月預期信貸虧損基準進行評估，因為為信貸風險自初始確認以來並無大幅增加。

於2018年1月1日，概無額外信貸虧損撥備於留存盈利中確認。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS

(Continued)

3.2 IFRS 15 Revenue from Contracts with Customers

The Group has applied IFRS 15 for the first time in the current year. IFRS 15 superseded IAS 18 Revenue, IAS 11 Construction Contracts and the related interpretations.

The Group has applied IFRS 15 retrospectively with the cumulative effect of initially applying this Standard recognised at the date of initial application, 1 January 2018. Any difference at the date of initial application is recognised in the opening retained earnings and comparative information has not been restated. Furthermore, in accordance with the transition provisions in IFRS 15, the Group has elected to apply the Standard retrospectively only to contracts that are not completed at 1 January 2018 and has used the practical expedient for all contract modifications that occurred before the date of initial application, the aggregate effect of all of the modifications was reflected at the date of initial application.

The Group recognises revenue from the following major sources which arise from contracts with customers:

- manufacturing and sale of MLCC;
- provision of asset management and financial advisory services; and
- trading of goods other than MLCC.

3. 應用新訂及經修訂國際財務報告準則 (續)

3.2 國際財務報告準則第15號「客戶合約收入」

本集團已於本年度首次應用國際財務報告準則第15號。國際財務報告準則第15號取代國際會計準則第18號「收入」、國際會計準則第11號「建築合約」及相關詮釋。

本集團已追溯應用國際財務報告準則第15號，首次應用該準則的累計影響於首次應用日期2018年1月1日確認。首次應用日期的任何差額均將確認為年初留存盈利，惟並無重列比較資料。此外，根據國際財務報告準則第15號的過渡條文，本集團選擇僅對於2018年1月1日尚未完成的合約追溯應用該準則，並就所有於首次應用日期前發生的合約修改使用實際權宜法，所有修改的總體影響於首次應用日期反映。

本集團自以下主要來源（來自客戶合約）確認收入：

- 製造及銷售MLCC；
- 提供資產管理及財務顧問服務；及
- 買賣MLCC以外之商品。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS

(Continued)

3.2 IFRS 15 Revenue from Contracts with Customers *(Continued)*

Information about the Group's performance obligations and the accounting policies resulting from application of IFRS 15 are disclosed in notes 6 and 2 respectively.

There is no impact of transition to IFRS 15 on retained earnings and items in the consolidated statement of financial position at 1 January 2018. There is no impact of applying IFRS 15 on the Group's consolidated statement of financial position as at 31 December 2018 and its consolidated statement of profit or loss and other comprehensive income for the current year.

3.3 IFRIC 22 Foreign Currency Transactions and Advance Consideration

The interpretation specifies that the date of transaction is the date on which the entity initially recognises the non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration. If there are multiple payments or receipts in advance, the Group is required to determine the date of transaction for each payment or receipt of advance consideration.

On initial application, the Group applied the interpretation prospectively to all foreign currency assets, expenses and income in the scope of the interpretation initially recognised on or after the beginning of the current year, that is 1 January 2018.

3. 應用新訂及經修訂國際財務報告準則 (續)

3.2 國際財務報告準則第15號「客戶合約收入」 (續)

有關本集團因應用國際財務報告準則第15號產生之履約責任及會計政策的資料分別於附註6及附註2披露。

於2018年1月1日，過渡至國際財務報告準則第15號對留存盈利及綜合財務狀況表內之項目並無影響。應用國際財務報告準則第15號對本集團於2018年12月31日之綜合財務狀況表及本年度之綜合損益及其他全面收益表並無影響。

3.3 國際財務報告詮釋委員會詮釋第22號「外幣交易及預付代價」

該詮釋列明，交易日期為實體初始確認預付代價付款或收款所產生非貨幣資產或非貨幣負債之日。倘有多項預付款項或預收收入，該詮釋規定本集團須就各項預付代價付款或收款確定交易日期。

於首次應用時，本集團對於本年度（即2018年1月1日）開始時或之後初始確認之詮釋範圍內的所有外幣資產、開支及收入追溯應用該詮釋。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS

(Continued)

3.3 IFRIC 22 Foreign Currency Transactions and Advance Consideration (Continued)

For foreign currency denominated advance considerations paid by the Group in relation to acquisition of property, plant and equipment, acquisition of a subsidiary, purchases of inventories and other prepayments and foreign currency denominated advance considerations received by the Group in relation to disposal of subsidiaries and other receipts in advance, the Group recorded these advances by applying the spot exchange rate on initial recognition between the functional currency of the relevant group entity and the foreign currency.

Accordingly, the application of this interpretation has had no significant impact on the amounts reported and/or disclosures set out in these consolidated financial statements.

3.4 Amendments to IFRS2 Classification and Measurement of Share-based Payment Transactions

The amendments clarify the following:

- (a) In estimating the fair value of a cash-settled share-based payment, the accounting for the effects of vesting and non-vesting conditions of a cash-settled share-based payment should follow the same approach as for equity-settled share-based payments;

3. 應用新訂及經修訂國際財務報告準則 (續)

3.3 國際財務報告詮釋委員會詮釋第22號「外幣交易及預付代價」(續)

就本集團各項以外幣計值的與收購物業、廠房及設備、收購附屬公司、購買存貨及其他預付款項有關的預付代價付款及本集團與出售附屬公司及其他預收收入有關的預付代價收款而言，本集團於初始確認時透過採用相關集團實體的功能貨幣與外幣之間的即期匯率將該等預付款項入賬。

因此，應用此詮釋概無對該等綜合財務報表所載已呈報金額及／或披露資料造成任何重大影響。

3.4 國際財務報告準則第2號之修訂本「以股份為基礎之付款交易之分類及計量」

該修訂本就以下各項作出澄清：

- (a) 於估計以現金結算以股份為基礎付款之公平值時，影響以現金結算以股份為基礎付款的歸屬及非歸屬條件的會計處理應與以股權結算以股份為基礎付款遵循同一方法；

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS

(Continued)

3.4 Amendments to IFRS2 Classification and Measurement of Share-based Payment Transactions (Continued)

- (b) Where tax law or regulation requires the Group to withhold a specified number of equity instruments equal to the monetary value of the employee's tax obligation to meet the employee's tax liability which is then remitted to the tax authority, that is, the share-based payment arrangement has a 'net settlement feature', such an arrangement should be classified as equity-settled in its entirety, provided that the share-based payment would have been classified as equity-settled had it not included the net settlement feature; and
- (c) A modification of a share-based payment that changes the transaction from cash-settled to equity-settled should be accounted for as follows:
- (i) the original liability is derecognised;
- (ii) the equity-settled share-based payment is recognised at the modification date fair value of the equity instrument granted to the extent that services have been rendered up to the modification date; and
- (iii) any difference between the carrying amount of the liability at the modification date and the amount recognised in equity should be recognised in profit or loss immediately.

The amendments do not have impact to the Group's existing equity-settled share-based payment transactions.

3. 應用新訂及經修訂國際財務報告準則 (續)

3.4 國際財務報告準則第2號之修訂本「以股份為基礎之付款交易之分類及計量」(續)

- (b) 倘稅法或法規規定本集團須預扣相當於僱員稅務責任貨幣價值之特定數目權益工具，以履行僱員稅務責任，其後將匯款予稅務機構，即以股份為基礎付款安排具備「淨額結算特徵」，該安排將整體分類為以股權結算，惟倘其並不具備淨額結算特徵，則以股份為基礎付款將分類為股權結算；及
- (c) 由現金結算變為股權結算之交易之以股份為基礎付款之修訂應按以下方式入賬：
- (i) 取消確認初始負債；
- (ii) 倘截至修訂日期已提供有關服務，股權結算以股份為基礎付款將按修訂日期已授出權益工具之公平值確認；及
- (iii) 修訂日期負債之賬面值與於權益中確認之金額之間的任何差額應即時於損益確認。

有關修訂並不影響本集團現有股權結算以股份為基礎之付款交易。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS

(Continued)

3.5 Amendments to IAS 40 Transfers of Investment Property

The amendments clarify that a transfer to, or from, investment property necessitates an assessment of whether a property meets, or has ceased to meet, the definition of investment property, supported by evidence that a change in use has occurred. The amendments further clarify that situations other than the ones listed in IAS 40 may evidence a change in use, and that a change in use is possible for properties under construction (that is, a change in use is not limited to completed properties).

At the date of initial application, the Group assessed the classification of certain properties based on conditions existed at that date. There is no impact to the classification at 1 January 2018.

3.6 Amendments to IAS 28 As part of the Annual Improvements to IFRSs 2014-2016 Cycle

The amendments clarified that the election to measure at fair value through profit or loss an investment in an associate or a joint venture that is held by an entity that is a venture capital organisation, or other qualifying entity, is available for each investment in an associate or joint venture on an investment-by-investment basis, upon initial recognition.

There is no impact to the measurement of investment in associate or joint venture at 1 January 2018.

3. 應用新訂及經修訂國際財務報告準則 (續)

3.5 國際會計準則第40號之修訂本「投資物業的轉撥」

該等修訂澄清，轉撥至投資物業或由投資物業轉撥需要評估物業是否符合或已不再符合投資物業之定義，並須以證據證明用途已改變。該等修訂進一步澄清，國際會計準則第40號所列情況外之情況或可證明用途改變，而建造中物業亦可能出現用途改變（即用途改變並非僅限於已完成物業）。

於首次應用日期，本集團根據當日已有條件評估若干物業之分類。於2018年1月1日的分類並未受到任何影響。

3.6 國際會計準則第28號之修訂本「作為國際財務報告準則之年度改進（2014–2016週期）之一部分」

該等修訂澄清，選擇按公平值計入損益的方法計量由屬風險資本之實體或其他合資格實體持有之於聯營公司或合營公司之投資，可分別針對每項於聯營公司或合營公司之投資於初始確認時作出。

於2018年1月1日，於聯營公司或合營公司之投資的計量並未受到任何影響。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

a) Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

(i) *Operating lease commitments – Group as lessor*

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

(ii) *Classification between investment properties and owner-occupied properties*

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independent of the other assets held by the Group.

4. 主要會計判斷及估計

管理層編製本集團之財務報表時，須於報告期末作出會影響所呈報收入、開支、資產及負債金額及其隨附披露以及或然負債披露之判斷、估計及假設。然而，有關假設和估計之不確定因素可能導致須於日後就受影響資產或負債之賬面值作出重大調整之後果。

a) 判斷

於應用本集團會計政策的過程中，除某些範圍需作估算外，管理層作出以下判斷，此等判斷對財務報表確認之金額有重大影響：

(i) *經營租約承擔 – 本集團作為出租人*

本集團就其投資物業組合訂立商用物業租約。本集團根據對有關安排之條款及條件所作的評估，決定保留以經營租賃出租之物業擁有權之一切重大風險及回報。

(ii) *投資物業與自用物業之歸類*

本集團判斷某項物業是否符合條件成為投資物業，並且為此制定判斷標準。投資物業是指為賺取租金或資本升值或同時為這兩個目的而持有的物業。因此，本集團會考慮某項物業產生的現金流量是否大部分獨立於本集團持有之其他資產。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

(Continued)

a) Judgements (Continued)

(ii) Classification between investment properties and owner-occupied properties (Continued)

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

(iii) Control on structured entities

The Group's management needs to assess whether the Group has all the following: (a) power over the structured entity; (b) exposure to significant variable returns from its involvement with the structured entity; and (c) the ability to use its power over the structured entity to affect its returns. If such power, exposure and ability exist, the Group has to consolidate such structured entity. When the Group served as manager or trustee of the structured entity, the Group uses the following judgement to determine whether control exists in a structured entity: the scope of decision-making as a manager or trustee, the power held by other parties, the remuneration and the exposure to variability of returns.

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

4. 主要會計判斷及估計 (續)

a) 判斷 (續)

(ii) 投資物業與自用物業之歸類 (續)

某些物業之一部分是為賺取租金或資本增值而持有，而另一部分是為用於供應貨品或服務或作行政用途而持有。倘若此等部分可以分開出售或按融資租賃分開出租，則本集團將有關部分分開入賬。倘若該等部分無法分開出售，則僅當用於供應貨品或服務或作行政用途而持有之部分並不重大時，有關物業才會列作投資物業。本集團對各項物業作個別判斷，以釐定配套服務是否足夠重大，致令物業不合資格列作投資物業。

(iii) 對結構性實體的控制

本集團管理層需評估本集團是否：(a)有權控制結構性實體；(b)從參與結構性實體活動中享有重大可變回報；及(c)有能力運用對結構性實體的權力影響其回報。如本集團擁有以上所有控制權、享有回報權利及影響能力，則本集團須將該結構性實體合併入賬。本集團擔任該結構性實體的管理人或受託人時，本集團採用以下判斷以釐定對結構性實體的控制權是否存在：作為管理人或受託人的決策範圍、其他方持有的權力、報酬及對可變回報的權利。

倘若有事實及情況表明上文所列的三項控制權因素中有一項或多項因素出現變動，則本集團會重新評估其是否有權控制結構性實體。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

(Continued)

a) Judgements (Continued)

(iii) Control on structured entities (Continued)

For private equity funds where the Group involves as both general partner and limited partner, the Group assesses whether the combination of investments it holds together with its remuneration creates exposure to variability of returns from the activities of the fund that is of such significance that it indicates that the fund manager is a principal. The fund shall be consolidated if the Group acts in the role of principal.

(iv) Classification of financial assets

The Group's management needs to make critical judgement in classifying financial assets based on the purpose and nature on the initial recognition date. Due to the differences of the subsequent measurement of financial assets, the classification will affect the financial position and operating results.

(v) Impairment of financial assets

The loss allowance for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in the tables in note 45.

(vi) Sales and lease back arrangement

The Group disposed of certain subsidiaries during the year ended 31 December 2018 and at the same time lease back the properties held by these subsidiaries. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it does not retain risks and rewards of ownership of the leased properties and accordingly the leases are operating lease, under which any profit or loss on disposal are recognised immediately.

4. 主要會計判斷及估計 (續)

a) 判斷 (續)

(iii) 對結構性實體的控制 (續)

對於本集團同時作為普通合夥人及有限合夥人的私募股權基金，本集團評估其所持投資與所獲報酬的總和，是否導致所享有基金活動的可變回報足夠重大，以致表明基金經理為委託人。倘若本集團擔任委託人，則須將該基金合併入賬。

(iv) 金融資產的分類

於初始確認日期根據金融資產的用途及性質對其進行分類時，本集團的管理層需要作出重大判斷。由於金融資產的後續計量存在差異，有關分類將影響財務狀況及經營業績。

(v) 金融資產的減值

金融資產的虧損撥備乃基於有關違約風險及預期虧損率的假設計提。本集團於作出該等假設及選擇減值計算的輸入數據時，已根據本集團過往歷史、現行市況及於各報告期末的前瞻性估計作出判斷。有關所使用之主要假設及輸入數據的詳情於附註45的表中披露。

(vi) 銷售及回租安排

本集團於截至2018年12月31日止年度出售若干附屬公司，並同時回租該等附屬公司所持有的物業。本集團已基於對有關安排的條款及條件的評估判定其並無保留已出租物業的擁有權的風險及回報，因此，相關租賃為經營租賃，故出售損益被即時予以確認。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

(Continued)

b) Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

i) **Estimated useful lives and estimated residual values of property, plant and equipment and investment properties (Carrying amount: RMB175,775,000 (2017: RMB152,164,000))**

In determining the estimated useful lives and estimated residual values of items of property, plant and equipment, the Group has to consider various factors, such as technical or commercial obsolescence arising from changes or improvements in production, or from a change in the market demand for the product or service output of the asset, expected usage of the asset, expected physical wear and tear, the care and maintenance of the asset, and legal or similar limits on the use of the asset. The estimation of the useful life of the asset is based on the experience of the Group with similar assets that are used in a similar way. Additional depreciation is made if the estimated useful lives and/or the residual values of items of property, plant and equipment are different from the previous estimation. Useful lives and residual values are reviewed at the end of the reporting period based on changes in circumstances.

4. 主要會計判斷及估計 (續)

b) 估計之不確定因素

下文討論於報告期末極可能導致資產與負債賬面值於下一財政年度需要作出重大調整之未來相關重要假設及其他估計不確定因素之主要來源。

i) **物業、廠房及設備及投資物業之估計可用年期及估計餘值 (賬面值：人民幣175,775,000元 (2017年：人民幣152,164,000元))**

於釐定物業、廠房及設備項目之估計可用年期及估計餘值時，本集團須考慮各項因素，包括因生產改變或改進引致技術或商業報廢、或因市場對有關資產之產品或服務輸出之需求改變、資產之預期使用情況、預期物理耗損、資產之維修保養及資產之使用受法律或類似限制規限。資產可用年期之估計是本集團根據以往對用途相若之類似資產之經驗得出。倘物業、廠房及設備項目之估計可用年期及／或餘值與以往之估計有差異，則會計提額外折舊。可用年期及餘值於報告期末根據環境轉變予以檢討。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

(Continued)

b) Estimation uncertainty (Continued)

- ii) **Fair value of financial instruments**
(Carrying amount: RMB488,130,000 (2017: RMB578,171,000))

The Group uses valuation technique for financial instruments which are not quoted in an active market. Valuation techniques include the use of discounted cash flows analysis or other valuation methods as appropriate. To the extent practical, models use only observable data. However, areas such as cash flows, credit risk, volatilities, discount rates and correlations require management to make estimates. Changes in assumptions about these factors could affect the estimated fair value of financial instruments. As at 31 December 2018, the total fair value of level 3 financial assets that are measured at fair value on a recurring basis amounted to RMB488,130,000 (2017: RMB578,171,000).

- iii) **Deferred tax assets** (Carrying amount: RMB24,052,000 (2017: RMB20,795,000))

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

4. 主要會計判斷及估計 (續)

b) 估計之不確定因素 (續)

- ii) **金融工具之公平值** (賬面值：人民幣488,130,000元 (2017年：人民幣578,171,000元))

對於並無活躍交易市場報價的金融工具，本集團均採用估值方法。該等估值方法包括利用現金流折現分析或其他適當的估值方法。在實際運用中，模型僅採用可觀察數據。但對一些領域，如現金流量、信貸風險、波動、折現率和相關性，則需要管理層對其進行估計。該等因素的相關假設變動會對金融工具的估計公平值產生影響。於2018年12月31日，持續進行公平值計量的第三層級金融資產的公平值總額為人民幣488,130,000元 (2017年：人民幣578,171,000元)。

- iii) **遞延稅項資產** (賬面值：人民幣24,052,000元 (2017年：人民幣20,795,000元))

倘可能有應課稅利潤可供抵銷可抵扣暫時性差異及虧損，則會就所有可抵扣暫時差異和未動用稅項虧損確認遞延稅項資產。釐定可確認的遞延稅項資產金額需要管理層依據日後應課稅利潤的可能時間與水平及日後稅務規劃策略作出重大判斷。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

(Continued)

- b) **Estimation uncertainty** (Continued)
- iv) **Impairment assessment of non-financial assets** (Carrying amount: RMB302,144,000 (2017: RMB225,957,000))

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

- v) **Write-down of inventories to net realisable value** (Carrying amount: RMB196,081,000 (2017: RMB113,796,000))

Write-down of inventories to net realisable value is made based on the estimated net realisable value of inventories. The assessment of the required write-down amount involves management's judgement and estimates. Where the actual outcome or expectation in future is different from the original estimate, such difference will have an impact on the carrying amounts of inventories and the write-down charge/write-back amount in the period in which such estimate has been changed.

4. 主要會計判斷及估計 (續)

- b) 估計之不確定因素 (續)
- iv) 非金融資產之減值評估 (賬面值：人民幣302,144,000元 (2017年：人民幣225,957,000元))

本集團於各報告期末評估所有非金融資產是否存在任何減值跡象。當有跡象表明非金融資產之賬面值可能無法收回，則對有關資產進行減值測試。資產或現金產生單位之賬面值超逾其可收回金額（即其公平值減出售成本與其使用價值中之較高者）時，即出現減值。公平值減出售成本乃按可觀察市價減出售資產之增量成本計算。計算使用價值時，管理層必須估計資產或現金產生單位之預期未來現金流量，並選擇合適的折現率以計算該等現金流量之現值。

- v) 將存貨減記至可變現淨值 (賬面值：人民幣196,081,000元 (2017年：人民幣113,796,000元))

將存貨減記至可變現淨值是根據存貨的估計可變現淨值而作出。所需減記金額的評估涉及管理層的判斷及估計。倘實際結果或未來預期有別於原本的估計，該差異會影響存貨的賬面值並會在該估計改變的期間作出減記／回撥。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

(Continued)

- b) **Estimation uncertainty** (Continued)
- vi) **Provision of ECL for accounts and bills receivables** (Carrying amount: RMB277,353,000 (2017: RMB391,319,000))

The Group uses a provision matrix to calculate ECL for accounts and bills receivables. The provision rates are based on days past due 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. In addition, accounts and bills receivables with significant balances and credit impaired are assessed for ECL individually.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's accounts and bills receivables are disclosed in notes 45(b) and 25 respectively.

4. 主要會計判斷及估計 (續)

- b) **估計之不確定因素** (續)
- vi) **應收款項及應收票據的預期信貸虧損撥備** (賬面值：人民幣277,353,000元 (2017年：人民幣391,319,000元))

本集團採用撥備矩陣計算應收款項及應收票據的預期信貸虧損。撥備率乃基於具有類似虧損模式的多個債務人組別的逾期日數釐定。

撥備矩陣乃基於本集團的歷史違約率，並計及毋須花費不必要成本或努力即可獲得的合理並有理據支持的前瞻性資料。於每個報告日期，過往觀察到的違約率會予以重新評估，並對前瞻性資料的變動加以考慮。此外，具有重大結餘且已發生信貸減值之應收款項會單獨進行預期信貸虧損評估。

預期信貸虧損撥備對估計的變動敏感。有關預期信貸虧損及本集團應收款項及應收票據之詳情分別於附註45(b)及25披露。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

(Continued)

b) Estimation uncertainty (Continued)

viii) **Tax payable (Carrying amount: RMB63,576,000 (2017: RMB32,656,000))**

The subsidiaries of the Company are subject to income tax in the PRC and Hong Kong. Significant judgement is required in determining the provision for income tax. There are many transactions for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current tax and deferred tax provisions in the financial period in which such determination is made.

5. SEGMENT REPORTING

The Group manages its businesses by divisions, which are organised by business lines. In a manner consistent with the way in which information is reported internally to the Board (the chief operating decision maker) for the purposes of resources allocation and performance assessment, the Group has presented the following three reportable segments. No operating segments have been aggregated to form the following reportable segments.

- i) MLCC: manufacturing and sale of MLCC;
- ii) Investment and financial services: including but not limited to (i) direct investments in debt, equity and/or any other asset; (ii) asset management; (iii) provision of financial advisory services; and (iv) financial technologies; and
- iii) Other general trading: trading of goods other than MLCC, including but not limited to electronic components and commodities such as metals, minerals and petroleum products.

4. 主要會計判斷及估計 (續)

b) 估計之不確定因素 (續)

viii) **應付稅項 (賬面值：人民幣63,576,000元 (2017年：人民幣32,656,000元))**

本公司的附屬公司須繳納中國及香港所得稅。於決定所得稅撥備時須作出重大判斷。於日常業務過程中存在許多其最終稅務決定存在不確定因素的交易。倘該等事宜的最終稅務結果與最初入賬的金額不同，則該等差異將影響作出該決定的財務期間的即期稅項及遞延稅項撥備。

5. 分部報告

本集團以分部管理業務，而分部則以業務範圍劃分。按與董事會（主要經營決策者）就資源分配和表現評估作內部報告資料一致的方式，本集團已呈列下列三個可呈報分部。本集團並無將營運分部合併以組成以下之可呈報分部。

- i) MLCC：製造及銷售MLCC；
- ii) 投資與金融服務：其中包括（但不限於）(i)直接投資於債務、股權及／或任何其他資產；(ii)資產管理；(iii)提供財務顧問服務；及(iv)金融科技；及
- iii) 其他一般貿易：買賣MLCC以外之商品，包括但不限於電子元件及金屬、礦石及石油產品等大宗商品。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

5. SEGMENT REPORTING (Continued)

a) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Board monitors the results, assets and liabilities attributable to each reportable segment on the following basis:

Segment assets include all tangible assets, intangible assets, deferred tax assets and current assets with the exception of corporate assets. Segment liabilities include all payables, deferred income and deferred tax liabilities attributable to the activities of the individual segments and borrowings managed directly by the segments.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

The measure used for reporting segment profit/(loss) is earnings and loss of each segment without allocation of corporate interest income, other corporate income, central administrative expenses, central finance costs, share of profit/(loss) of joint ventures and associates and income tax.

In addition to receiving segment information concerning segment profit/(loss), the Board is provided with segment information concerning revenue, interest income, depreciation and amortisation, write-down of inventories, reversal of write-down of inventories, impairment losses of accounts receivables, reversal of impairment losses of accounts and other receivables, finance costs, share of profit/(loss) of joint ventures and associates, income tax and additions to non-current segment assets (other than financial instruments and deferred tax assets) used by the segments in their operations.

The accounting policies of the operating segments are the same as the Group's accounting policies.

5. 分部報告 (續)

a) 分部業績、資產及負債

為評價分部表現及分配分部資源，董事會乃按以下基準監察各可呈報分部應佔之業績、資產及負債：

分部資產包括全部有形資產、無形資產、遞延稅項資產及流動資產，惟不包括企業資產。分部負債包括各分部業務應佔之所有應付款項、遞延收入及遞延稅項負債，以及分部直接管理之借款。

收入及開支乃參考來自該等分部之銷售及該等分部所產生開支或折舊或攤銷該等分部應佔資產所產生之開支而分配至可呈報分部。

呈報分部溢利／（虧損）之計量方法為各分部在未分配企業利息收入、其他企業收入、中央行政費用、中央財務成本、應佔合營公司及聯營公司溢利／（虧損）及所得稅的情況下之盈利及虧損。

除收到有關分部溢利／（虧損）之分部資料外，董事會獲提供有關收入、利息收入、折舊及攤銷、存貨減記、存貨減記撥回、應收款項減值虧損、應收款項及其他應收款項減值虧損撥回、融資成本、應佔合營公司及聯營公司溢利／（虧損）、所得稅及添置分部於彼等營運中所使用之非流動分部資產（金融工具及遞延稅項資產除外）之分部資料。

營運分部之會計政策與本集團之會計政策相同。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

5. SEGMENT REPORTING (Continued)

a) Segment results, assets and liabilities (Continued)

Disaggregation of revenue from contracts with customers by the timing of revenue recognition, as well as information regarding the Group's reportable segments as provided to the Board for the purposes of resources allocation and assessment of segment performance for the years ended 31 December 2018 and 2017 is set out below:

5. 分部報告 (續)

a) 分部業績、資產及負債 (續)

按收入確認時間劃分之客戶合約收入，以及提供予董事會以進行資源分配及對截至2018年及2017年12月31日止年度之分部表現進行評估之本集團之可呈報分部資料載列如下：

		Year ended 31 December 2018 截至2018年12月31日止年度			
		MLCC	Investment and financial services	Other general trading	Total
		MLCC	金融服務	一般貿易	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Segment revenue	分部收入				
Disaggregated by timing of revenue recognition	按收入確認時間劃分				
Point in time	即時確認	1,143,656	(215,069)	60,769	989,356
Over time	隨時間確認	-	56,058	-	56,058
Revenue from external customers	來自外部客戶之收入	1,143,656	(159,011)	60,769	1,045,414
Segment profit/(loss)	分部溢利/(虧損)	512,121	(209,792)	861	303,190
Corporate interest income	企業利息收入				493
Other corporate income	其他企業收入				12,266
Central administrative expenses	中央行政費用				(32,470)
Central finance costs	中央財務成本				(22,767)
Consolidated profit before taxation	稅前綜合溢利				260,712
Segment assets	分部資產	1,226,629	502,010	31,660	1,760,299
Cash and bank balances	現金及銀行結餘				35,570
Unallocated corporate assets	未分配企業資產				99
Consolidated total assets	綜合資產總值				1,795,968
Segment liabilities	分部負債	403,100	2,551	926	406,577
Bond payable	應付債券				387,874
Other unallocated corporate liabilities	其他未分配企業負債				8,091
Consolidated total liabilities	綜合負債總計				802,542

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

5. SEGMENT REPORTING (Continued)

a) Segment results, assets and liabilities (Continued)

5. 分部報告 (續)

a) 分部業績、資產及負債 (續)

		Year ended 31 December 2018 截至2018年12月31日止年度			
		MLCC RMB'000 人民幣千元	Investment and financial services 投資與 金融服務 RMB'000 人民幣千元	Other general trading 其他 一般貿易 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Other segment information	其他分部資料				
Additions to non-current assets Unallocated	添置非流動資產未分配	136,217	39,872	-	176,089
					-
					176,089
Interest in an associate	於一間聯營公司之權益	-	17,064	-	17,064
Depreciation and amortisation Unallocated	折舊及攤銷未分配	(23,474)	(1,203)	-	(24,677)
					(9)
					(24,686)
Interest income Unallocated corporate interest income	利息收入未分配企業利息收入	659	1,232	5	1,896
					493
					2,389
Finance costs Unallocated	融資成本未分配	(1,265)	(2,711)	-	(3,976)
					(22,767)
					(26,743)
Income tax (expenses)/credit Unallocated	所得稅(開支)/抵免未分配	(97,914)	(1,351)	7	(99,258)
					(398)
					(99,656)
Reversal of impairment loss of other receivables	其他應收款項減值虧損撥回	129	-	-	129
Impairment loss of accounts receivables	應收款項減值虧損	(5,306)	-	-	(5,306)
Write-down of inventories	存貨減記	(70,816)	-	-	(70,816)
Reversal of write-down of inventories	存貨減記撥回	1,138	-	-	1,138
Share of profit of joint ventures	應佔合營公司溢利	-	44	-	44
Share of loss of an associate	應佔一間聯營公司虧損	-	(17,857)	-	(17,857)
					(17,813)
					(17,813)

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

5. SEGMENT REPORTING (Continued)

a) Segment results, assets and liabilities (Continued)

5. 分部報告 (續)

a) 分部業績、資產及負債 (續)

		Year ended 31 December 2017 截至2017年12月31日止年度			
		MLCC	Investment and financial services	Other general trading	Total
		MLCC	金融服務	其他	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Segment revenue	分部收入				
Disaggregated by timing of revenue recognition	按收入確認時間劃分				
Point in time	即時確認	739,343	69,275	665,859	1,474,477
Over time	隨時間確認	–	83,175	–	83,175
Revenue from external customers	來自外部客戶之收入	739,343	152,450	665,859	1,557,652
Segment profit	分部溢利	142,046	101,835	1,215	245,096
Corporate interest income	企業利息收入				1
Central administrative expenses	中央行政費用				(49,330)
Central finance costs	中央財務成本				(41,701)
Share of profit of joint ventures	應佔合營公司溢利				3,101
Consolidated profit before taxation	稅前綜合溢利				157,167
Segment assets	分部資產	783,468	897,472	5,202	1,686,142
Cash and bank balances	現金及銀行結餘				347,742
Unallocated corporate assets	未分配企業資產				18,101
Consolidated total assets	綜合資產總值				2,051,985
Segment liabilities	分部負債	322,935	24,440	41	347,416
Bond payable	應付債券				393,853
Other loan	其他貸款				447,760
Other unallocated corporate liabilities	其他未分配企業負債				19,493
Consolidated total liabilities	綜合負債總計				1,208,522

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

5. SEGMENT REPORTING (Continued)

a) Segment results, assets and liabilities (Continued)

5. 分部報告 (續)

a) 分部業績、資產及負債 (續)

		Year ended 31 December 2017 截至2017年12月31日止年度			
		Investment and financial services 投資與 金融服務	Other general trading 其他 一般貿易		Total
		MLCC RMB'000 人民幣千元	MLCC RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Other segment information	其他分部資料				
Additions to non-current assets Unallocated	添置非流動資產 未分配	18,763	33,421	–	52,184
					–
					52,184
Interests in joint ventures Unallocated	於合營公司之權益 未分配	–	–	–	–
					2,957
					2,957
Depreciation and amortisation Unallocated	折舊及攤銷 未分配	(20,542)	(911)	–	(21,453)
					–
					(21,453)
Interest income Unallocated corporate interest income	利息收入 未分配企業利息收入	217	22,537	8	22,762
					1
					22,763
Finance costs Unallocated	融資成本 未分配	(5,279)	(12,755)	–	(18,034)
					(41,701)
					(59,735)
Income tax expenses	所得稅開支	(24,329)	(199)	(15)	(24,543)
Reversal of impairment loss of accounts receivables	應收款項減值虧損撥回	209	–	–	209
Reversal of write-down of inventories	存貨減記撥回	8,798	–	–	8,798
Share of profit of joint ventures Unallocated	應佔合營公司溢利 未分配	–	–	–	–
					3,101
					3,101

There are no inter-segment revenue for the years ended 31 December 2018 and 2017.

截至2018年及2017年12月31日止年度，並無分部間收入。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

5. SEGMENT REPORTING (Continued)

b) Geographical information

i) Revenue from external customers

The geographical analysis of the Group's revenue from external customers by geographical location based on where the goods are sold and delivered or the services were provided is as follows:

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Mainland China (place of domicile)	中國大陸(營運所在地)	618,868	1,259,313
Hong Kong	香港	399,555	150,462
Other countries	其他國家	26,991	147,877
		1,045,414	1,557,652

ii) Non-current assets

No non-current assets information is presented for the Group's geographical location, as over 90% of the Group's non-current assets (excluding financial instruments and deferred tax assets) is located in Mainland China.

c) Information about major customers

Revenue from customers contributing 10% or more of the Group's revenue are as follows:

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
MLCC	MLCC		
– Customer A	– 客戶甲	166,288	–
– Customer B	– 客戶乙	157,963	–
– Customer C	– 客戶丙	135,496	–
Other general trading	其他一般貿易		
– Customer D	– 客戶丁	–	653,326
		459,747	653,326

5. 分部報告 (續)

b) 地區資料

i) 來自外部客戶之收入

按商品出售及交付或服務提供之地理位置對本集團來自外部客戶之收入作出的地域分析如下：

ii) 非流動資產

由於本集團非流動資產(不包括金融工具及遞延稅項資產)逾90%位於中國大陸,因此並無就本集團之地理位置呈列非流動資產資料。

c) 有關主要客戶的資料

為本集團之收入帶來10%或以上貢獻之客戶如下：

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

5. SEGMENT REPORTING (Continued)

d) Revenue from major products and services

The following is an analysis of the Group's revenue from its major products and services:

5. 分部報告 (續)

d) 來自主要產品及服務之收入

以下為本集團來自主要產品及服務之收入分析：

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Sale of MLCC	MLCC銷售	1,143,656	739,343
Trading of chrome ore	買賣鉻礦石	60,769	12,533
Trading of electronic components	買賣電子元件	-	653,326
Interest income from financial investment	來自金融投資的利息收入	89	19,887
Advisory service income	顧問服務收入	-	24,627
Assets management fee income	資產管理費收入	55,969	38,661
Net (loss)/gain from fund investments	基金投資(虧損)/收益淨額	(215,069)	69,275
Revenue from investment and financial services	來自投資與金融服務的收入	(159,011)	152,450
		1,045,414	1,557,652

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

6. REVENUE

The principal activities of the Group are the manufacturing and sale of MLCC, investment and financial services and other general trading.

Disaggregation of revenue from contracts with customers by major products or service lines is as follows:

6. 收入

本集團的主要業務為製造及銷售MLCC、投資與金融服務以及其他一般貿易。

按主要產品或服務類別劃分之客戶合約收入如下：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元 (Note (i)) (附註(i))
Revenue from contracts with customers within the scope of IFRS 15	符合國際財務報告準則第15號範圍的客戶合約收入		
Sale of MLCC	MLCC銷售	1,143,656	739,343
Other general trading	其他一般貿易		
– chrome ore	– 鉻礦石	60,769	12,533
– electronic components	– 電子元件	–	653,326
Advisory service income	顧問服務收入	–	24,627
Assets management fee income	資產管理費收入	55,969	38,661
		1,260,394	1,468,490
Revenue from other sources	其他來源之收入		
Investment interest income	投資利息收入	89	19,887
Net loss from financial assets at FVPL	按公平值計入損益的金融資產虧損淨額	(215,069)	–
Net gain from financial assets designated at FVPL	指定按公平值計入損益的金融資產收益淨額	–	69,275
		(214,980)	89,162
		1,045,414	1,557,652

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

6. REVENUE (Continued)

Notes:

- a) The Group has initially applied IFRS 15 using the cumulative effect method. Under this method, the comparative information is not restated and was prepared in accordance with IAS 18 (see note 3).
- b) Disaggregation of revenue from contracts with customers by the timing of revenue recognition and by geographic markets is disclosed in note 5.
- c) Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date

All sales contracts with customers for MLCC, other general trading and advisory services are for periods of one year or less. As permitted under IFRS 15, the transaction price allocated to these contracts for the remaining unsatisfied performance obligations is not disclosed.

Contracts for assets management service typically have the same terms with the funds managed by the Group, which ranged from 3 to 7 years and are subject to extension of 2 to 4 years, in which the Group bills a fixed amount for service rendered. The Group elected to apply the practical expedient by recognising revenue in the amount to which the Group has the right to invoice. As permitted under IFRS 15, the transaction price allocated to these contracts for the remaining unsatisfied performance obligations is not disclosed.

- d) For the year ended 31 December 2018, the total amount of interest income on financial assets measured at amortised cost, including bank interest income (note 7), was RMB1,543,000 (2017: RMB22,763,000).

6. 收入 (續)

附註：

- a) 本集團已運用累計影響方法首次應用國際財務報告準則第15號。根據該方法，比較資料並未予以重列，並已根據國際會計準則第18號編製（詳見附註3）。
- b) 按收入確認時間及按區域市場劃分之客戶合約收入於附註5披露。
- c) 於報告日期已有的客戶合約所產生預期將於日後確認之收入

MLCC、其他一般貿易及顧問服務的所有客戶銷售合約之期限均為一年或以下。誠如國際財務報告準則第15號所准許，就餘下未履行之履約責任而分配至該等合約之交易價格未予以披露。

資產管理服務合約通常與本集團所管理之基金具有相同之年期，為3年至7年，並可延長2年至4年，且本集團就所提供之服務收取固定金額之費用。本集團選擇採用實際權宜法，於本集團有權開具發票之金額中確認收入。誠如國際財務報告準則第15號所准許，就餘下未履行之履約責任而分配至該等合約之交易價格未予以披露。

- d) 截至2018年12月31日止年度，按攤銷成本計量的金融資產利息收入總額（包括銀行利息收入）（附註7）為人民幣1,543,000元（2017年：人民幣22,763,000元）。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

7. OTHER INCOME

7. 其他收益

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Interest income on financial assets measured at amortised cost	按攤銷成本計量之金融資產利息收入		
– bank interest income	– 銀行利息收入	1,454	2,876
Interest income on financial assets measured at FVPL	按公平值計入損益的金融資產利息收入		
– wealth management products	– 財富管理產品	846	–
Gross rental income from investment properties	來自投資物業的租金收入總額	6,870	5,943
Government grants (note)	政府補貼 (附註)	2,372	2,427
Release of government grants as income (note 31)	發放政府補貼作為收入 (附註31)	3,326	8,166
Sale of materials	銷售原材料	33	69
Other management fee income	其他管理費收入	1,132	708
Net foreign exchange gain	匯兌淨收益	20,105	–
Gain on disposals of subsidiaries (note 44)	出售附屬公司之收益 (附註44)	72,910	7,609
Reversal of impairment loss of other receivables (note 27)	其他應收款項減值虧損撥回 (附註27)	129	–
Sundry income	雜項收入	5,364	2,662
		114,541	30,460

Note: Government grants represented the subsidy to the Group by the government of the PRC as incentive primarily to encourage the development of the Group and the contribution to the local economic development.

附註：政府補貼指中國政府對本集團之津貼，主要作為激勵措施以鼓勵本集團發展並對地方經濟發展作出貢獻。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

8. PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging/(crediting) the following:

a) Finance costs

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Total interest expense on financial liabilities not at fair value through profit or loss:	未按公平值計入損益之金融負債利息開支總額：		
Interest on bank loans (note 28(b))	銀行貸款之利息 (附註28(b))	1,265	5,279
Interest on other loans (note 28(b))	其他貸款之利息 (附註28(b))	2,702	29,051
Interest on bond payable (note 28(b))	應付債券之利息 (附註28(b))	22,767	25,393
Finance charges on obligations under finance lease (note 28(b))	融資租賃承擔之財務費用 (附註28(b))	9	12
		26,743	59,735

8. 除稅前溢利

除稅前溢利已扣除／(計入)下列項目：

a) 融資成本

b) Staff costs (including directors' emoluments)

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries, wages and other benefits (notes i and ii)	薪金、工資及其他福利 (附註i及ii)	229,217	150,435
Contributions to defined contribution retirement plans	定額供款退休計劃之供款	10,669	8,048
Equity-settled share-based payment expenses	股權結算以股份為基礎之付款開支	856	15,126
		240,742	173,609

b) 員工成本 (包括董事酬金)

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

8. PROFIT BEFORE TAXATION (Continued)

8. 除稅前溢利 (續)

c) Other items

c) 其他項目

			2018	2017
			2018年	2017年
	Notes		RMB'000	RMB'000
	附註		人民幣千元	人民幣千元
Carrying amount of inventories sold	已出售存貨賬面值		506,185	1,178,388
Write-down of inventories	存貨減記		70,816	–
Reversal of write-down of inventories (note iii)	存貨減記撥回 (附註iii)		(1,138)	(8,798)
Cost of inventories (note i)	存貨成本 (附註i)		575,863	1,169,590
Depreciation (notes i and ii)	折舊 (附註i及ii)	14 & 15	23,716	20,425
Amortisation of prepaid land lease payments	土地租賃預付款項攤銷	16	541	490
Amortisation of other intangible assets	其他無形資產攤銷	21	429	538
Research and development costs: Current year expenditure (note ii)	研究及開發成本: 本年度開支 (附註ii)		66,861	40,244
Minimum lease payments under operating leases in respect of buildings	樓宇經營租約最低租賃款項		9,045	6,832
Auditor's remuneration	核數師酬金			
– audit services	– 核數服務		1,517	1,565
– non-audit services	– 非核數服務		515	133
Net foreign exchange (gain)/loss	匯兌淨 (收益)/虧損		(20,105)	5,451
Reversal of impairment loss of accounts receivables	應收款項減值虧損撥回	45(b)	–	(209)
Impairment loss of accounts receivables*	應收款項減值虧損*	45(b)	5,306	–
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損		3,499	2,485
Fair value loss on derivative financial instruments*	衍生金融工具之公平值虧損*		–	1,043
Rental income on investment properties less direct outgoings of RMB528,000 (2017: RMB391,000)	投資物業租金收入減直接 經營開支人民幣528,000元 (2017年: 人民幣391,000元)		(6,342)	(5,552)

* The fair value loss on derivative financial instruments and impairment loss of accounts receivables are included in "other expenses" of the consolidated statement of profit or loss and other comprehensive income.

* 衍生金融工具之公平值虧損及應收款項之減值虧損已計入綜合損益及其他全面收益表內之「其他開支」。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

8. PROFIT BEFORE TAXATION (Continued)

c) Other items (Continued)

Notes:

- i) Cost of inventories includes depreciation of RMB16,787,000 (2017: RMB13,813,000) and staff costs of RMB94,472,000 (2017: RMB63,706,000), which are also included in the respective total amounts disclosed separately above.
- ii) Included in research and development costs are depreciation of RMB4,375,000 (2017: RMB4,398,000) and staff costs of RMB21,005,000 (2017: RMB9,988,000), which are also included in the respective total amounts disclosed separately above.
- iii) During the year ended 31 December 2018, there was a reversal of write-down of inventories of RMB1,138,000 (2017: RMB8,798,000) due to subsequent usage and sale of obsolete inventories.

8. 除稅前溢利 (續)

c) 其他項目 (續)

附註：

- i) 存貨成本包括折舊人民幣16,787,000元(2017年：人民幣13,813,000元)及員工成本人民幣94,472,000元(2017年：人民幣63,706,000元)，亦包括在各自於上文單獨披露之總額內。
- ii) 研究及開發成本包括折舊人民幣4,375,000元(2017年：人民幣4,398,000元)及員工成本人民幣21,005,000元(2017年：人民幣9,988,000元)，亦包括在各自於上文單獨披露之總額內。
- iii) 於截至2018年12月31日止年度，由於其後使用及售出過時存貨而產生存貨減記撥回人民幣1,138,000元(2017年：人民幣8,798,000元)。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

9. INCOME TAX EXPENSES

a) Income tax recognised in the consolidated statement of profit or loss and other comprehensive income represents:

9. 所得稅開支

a) 於綜合損益及其他全面收益表內確認之所得稅指：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Current tax	即期稅項		
– Hong Kong Profits Tax for the year	– 本年度香港利得稅	544	214
– PRC Enterprise Income Tax (“EIT”) for the year (note (iv))	– 本年度中國企業所得稅 (「企業所得稅」) (附註(iv))	63,540	15,595
– PRC EIT on disposal of subsidiaries for the year (note (v))	– 本年度出售附屬公司之中國企業所得稅 (附註(v))	4,510	–
– Over provision of Hong Kong Profits Tax in prior year	– 過往年度香港利得稅超額撥備	(7)	–
– Over provision of EIT in prior year	– 過往年度企業所得稅超額撥備	–	(2,343)
Deferred taxation	遞延稅項		
– Origination and reversal of temporary differences (note 35(a) & (b))	– 暫時性差異的產生及撥回 (附註35(a)及(b))	23,653	11,077
– Effect on deferred tax balances at 1 January resulting from a change in tax rate (note 35(a))	– 稅率變動對遞延稅項於1月1日的結餘之影響 (附註35(a))	7,416	–
Income tax expenses for the year	本年度所得稅開支	99,656	24,543

Notes:

i) The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

附註：

i) 本集團須就本集團成員公司於所在及經營之司法權區產生之利潤按實體方式繳付所得稅。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

9. INCOME TAX EXPENSES (Continued)

a) (Continued)

- ii) The provision for Hong Kong profits tax for 2018 and 2017 is calculated at 16.5% of the estimated assessable profits for the year.

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime (the "Two-tiered Profits Tax Rate Regime"). The Bill was signed into law on 28 March 2018 and was gazetted on the following day.

Under the Two-tiered Profits Tax Rate Regime, the first HK\$2 million of the assessable profits of the qualifying group entity will be taxed at 8.25% and the assessable profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the Two-tiered Profits Tax Rate Regime will continue to be taxed at a flat rate of 16.5%.

- iii) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands ("BVI"), the Group is not subject to any income tax in the Cayman Islands and the BVI respectively.
- iv) For the year ended 31 December 2018, all PRC subsidiaries were subject to EIT at the standard rate of 25% (2017: 25%) on their respective taxable profit during the year, except that 深圳市宇陽科技發展有限公司 (literally translated as Shenzhen Eyang Technology Development Co., Ltd.), an indirect wholly-owned subsidiary of the Company, was recognised as High and New Technology Enterprise on 16 October 2018 and is subject to income tax rate of 15% for three consecutive years commencing in 2018.
- v) PRC EIT on the disposal of subsidiaries was a capital gain tax arising from the disposal of Junjia Management Ltd (formerly known as Eyang Energy Management Co., Ltd.) and its subsidiaries (collectively "Disposal Group") during the year ended 31 December 2018. The Disposal Group includes a PRC company ("PRC Company A") which is a parent company of another PRC company. The tax is calculated at 10% on the excess of disposal considerations over the paid-up capital of PRC Company A.

9. 所得稅開支 (續)

a) (續)

- ii) 2018年及2017年香港利得稅乃就年內估計應課稅利潤按16.5%之稅率計提撥備。

於2018年3月21日，香港立法會通過《2017年稅務(修訂)(第7號)條例草案》(「該草案」)，引入兩級利得稅稅率制度(「兩級利得稅稅率制度」)。該草案於2018年3月28日經簽署成為法律，並於翌日在憲報刊登。

根據兩級利得稅稅率制度，合資格集團實體之首2,000,000港元之應課稅溢利將按8.25%之稅率繳納稅項，而超過2,000,000港元之應課稅溢利將按16.5%之稅率繳納稅項。不符合兩級利得稅稅率制度資格之集團實體之溢利將繼續按16.5%之統一稅率繳納稅項。

- iii) 根據開曼群島及英屬處女群島之規則及規定，本集團於開曼群島及英屬處女群島均無須繳納任何所得稅。
- iv) 截至2018年12月31日止年度，所有中國附屬公司均按25% (2017年：25%) 標準稅率就各自之本年度應課稅利潤繳納企業所得稅，惟深圳市宇陽科技發展有限公司(本公司之間接全資附屬公司)於2018年10月16日獲確認為高新技術企業，並可於2018年起連續三個年度期間按15%之稅率繳納所得稅。
- v) 截至2018年12月31日止年度，出售附屬公司之中國企業所得稅乃出售駿佳管理有限公司(前稱Eyang Energy Management Co., Ltd.)及其附屬公司(統稱為「出售組別」)所產生的資本增益稅。出售組別包括一家中國公司(「中國公司甲」，其為另一家中國公司之母公司)。該稅項乃根據出售代價超出中國公司甲已繳資本之金額按10%計算。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

9. INCOME TAX EXPENSES (Continued)

b) Reconciliation between tax expenses and accounting profit at applicable tax rate:

9. 所得稅開支 (續)

b) 稅項開支與按適用稅率計算的會計溢利間的對賬：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Profit before taxation	除稅前溢利	260,712	157,167
Tax at the statutory tax rate	按法定稅率計算之稅項	65,178	39,292
Tax effect of:	以下各項之稅項影響：		
Lower tax rates for specific districts or countries	特定地區或國家之較低稅率	18,063	(1,285)
Share of loss of an associate	應佔一間聯營公司虧損	2,946	-
Share of profit of joint ventures	應佔合營公司溢利	(7)	(512)
Income not subject to tax	毋須課稅收入	(31,488)	(51,034)
Expenses not deductible for tax	不可扣稅開支	56,090	37,283
Tax losses not recognised	未確認之稅項虧損	1,657	(1,059)
Tax incentives	稅務優惠	(3,392)	-
Statutory tax concession	法定稅務減免	(44,565)	-
Utilisation of tax losses	動用稅項虧損	(703)	(8,942)
Overprovision in prior years	過往年度超額撥備	(7)	(2,343)
Effect on deferred tax balances at 1 January resulting from a change in tax rate	稅率變動對遞延稅項於1月1日的結餘之影響	7,416	-
Effect of withholding tax on the distributable profits of the Group's PRC subsidiaries	預扣稅對本集團之中國附屬公司可分派利潤之影響	18,466	11,077
Others	其他	5,492	(52)
Capital gain tax on disposal of subsidiaries	出售附屬公司之資本增益稅	4,510	-
Income tax expenses for the year	本年度所得稅開支	99,656	24,543

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

10. DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

Year ended 31 December 2018

10. 董事酬金

根據香港公司條例第383(1)條及公司(披露董事利益資料)規例第2部披露之董事酬金如下:

截至2018年12月31日止年度

	Notes 附註	Fees 袍金 RMB'000 人民幣千元	Salaries and allowances 薪金及津貼 RMB'000 人民幣千元	Retirement benefit contributions 退休 福利供款 RMB'000 人民幣千元	Discretionary bonus 酌定花紅 RMB'000 人民幣千元	Sub-total 小計 RMB'000 人民幣千元	Share-based payments 以股份為 基礎之付款 RMB'000 人民幣千元	Total emoluments 總酬金 RMB'000 人民幣千元
Executive directors:	執行董事:							
Mr. Zhou Chunhua (Chairman)	(i)	-	4,425	15	169	4,609	1,895*	6,504
Mr. Jin Zhifeng (Chief Executive Officer)	(ii)	-	5,058	1	421	5,480	-	5,480
Mr. Pan Tong	(iii)	-	2,023	-	169	2,192	-	2,192
Mr. Jing Wenping		-	263	20	10,000	10,283	-	10,283
Mr. Zhu Xiaodong	(iv)	-	337	-	-	337	-	337
Mr. Kwok Oi Lung Roy	(v)	-	1,084	6	-	1,090	(1,039)*	51
Mr. Yu Zhenyu	(vi)	-	618	-	84	702	-	702
Mr. Huang Mingxiang	(vii)	-	451	1	-	452	-	452
Non-executive director:	非執行董事:							
Mr. Sue Ka Lok	(viii)	14	-	-	-	14	-	14
Independent non-executive directors:	獨立非執行董事:							
Mr. Chan Chi On, Derek	(xi)	40	-	-	-	40	-	40
Mr. Chu Kin Wang, Peleus		152	-	-	-	152	-	152
Mr. To Yan Ming, Edmond		152	-	-	-	152	-	152
Mr. David Tsoi	(x)	152	-	-	-	152	-	152
Mr. Xu Xuechuan		152	-	-	-	152	-	152
		662	14,259	43	10,843	25,807	856	26,663

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

10. DIRECTORS' EMOLUMENTS (Continued)

Year ended 31 December 2017

10. 董事酬金 (續)

截至2017年12月31日止年度

	Notes	Fees	Salaries and allowances	Retirement benefit contributions	Discretionary bonus	Sub-total	Share-based payments	Total emoluments
	附註	袍金	薪金及津貼	退休福利供款	酌定花紅	小計	以股份為基礎之付款	總酬金
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Executive directors:	執行董事:							
Mr. Zhou Chunhua (Chairman)	(i)	-	2,593	16	174	2,783	1,103*	3,886
Mr. Jin Zhifeng (Chief Executive Officer)	(ii)	-	1,837	-	435	2,272	-	2,272
Mr. Yu Zhenyu	(vi)	-	574	-	87	661	-	661
Mr. Pan Tong	(iii)	-	511	-	87	598	-	598
Mr. Jing Wenping		-	258	15	420	693	-	693
Mr. Zhu Xiaodong	(iv)	-	1,043	-	-	1,043	-	1,043
Mr. Kwok Oi Lung Roy	(v)	-	2,593	16	-	2,609	1,103*	3,712
Mr. Huang Mingxiang	(vii)	-	5,201	16	-	5,217	12,920	18,137
Mr. Xue Hongjian	(ix)	-	2,608	11	-	2,619	-	2,619
Non-executive director:	非執行董事:							
Mr. Sue Ka Lok	(viii)	312	-	-	-	312	-	312
Independent non-executive directors:	獨立非執行董事:							
Mr. Chan Chi On, Derek	(xi)	157	-	-	-	157	-	157
Mr. Chu Kin Wang, Peleus		157	-	-	-	157	-	157
Mr. To Yan Ming, Edmond		157	-	-	-	157	-	157
Mr. David Tsoi	(x)	54	-	-	-	54	-	54
Mr. Xu Xuechuan		157	-	-	-	157	-	157
		994	17,218	74	1,203	19,489	15,126	34,615

* No outstanding awarded share in respect of the Share Award Scheme has fulfilled the vesting conditions or vested to any awardee up to the reporting date. The awarded shares granted to the beneficiaries during the year ended 31 December 2017 would originally be vested in three tranches of 1,986,000 shares each on the vesting date at 31 March 2018, 2019 and 2020 respectively. According to the notice of award issued by the Company on the date of grant, as the specific vesting conditions cannot be fulfilled on 31 March 2018, the entire vesting schedule is adjourned until such conditions are met. Upon the expiry of the Share Award Scheme, any outstanding but unvested award shares shall lapse and become returned shares.

* 截至報告日期，概無有關股份獎勵計劃之已授出獎勵股份已達成歸屬條件或歸屬予任何獲獎勵人。於截至2017年12月31日止年度授予受益人之獎勵股份原定將分三批歸屬，每批為1,986,000股股份，歸屬日期分別為2018年、2019年及2020年3月31日。根據本公司於授出日期發出之獎勵通知，由於2018年3月31日無法達成特定歸屬條件，整個歸屬期將延期，直至有關條件獲達成。股份獎勵計劃屆滿後，任何已授出但尚未歸屬的獎勵股份將告失效並成為退還股份。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

10. DIRECTORS' EMOLUMENTS (Continued)

Notes:

- (i) Appointed as Chairman on 24 January 2018
- (ii) Appointed as Executive Director and Chief Executive Officer on 25 August 2017
- (iii) Appointed as Executive Director and Chief Risk Officer on 11 August 2017
- (iv) Resigned as Executive Director on 30 April 2018
- (v) Resigned as Executive Director on 15 May 2018
- (vi) Appointed as Executive Director and Chief Financial Officer on 22 September 2017 and resigned on 20 April 2018
- (vii) Resigned as Chairman and Executive Director on 24 January 2018
- (viii) Resigned as Non-executive Director on 17 January 2018
- (ix) Resigned as Executive Director on 29 December 2017
- (x) Appointed as Independent Non-executive Director on 25 August 2017
- (xi) Resigned as Independent Non-executive Director on 6 April 2018

Certain directors were granted award share during the year ended 31 December 2017 in respect of their services to the Group under the share award scheme of the Company adopted on 14 July 2017, further details of which are set out in note 36(b) to the financial statements. The fair value of such award shares which was recognised in profit or loss over the vesting period was determined as at the date of grant. During the year ended 31 December 2018, equity-settled share-based payment expenses of RMB856,000 (2017: RMB2,206,000) were recognised.

A share award arrangement was entered into by Mr. Huang Mingxiang ("Mr. Huang") and Cosmic Riches Investments Limited ("Cosmic Riches"), a shareholder of the Company, on 29 April 2016, pursuant to which Mr. Huang acquired 49,600,350 shares of the Company from Cosmic Riches at a consideration of HK\$101,681,000 (equivalent to approximately RMB86,690,000), which is payable by five yearly instalments and is offset by the yearly sign-on bonus of the same amount for five years granted by Cosmic Riches to Mr. Huang as an incentive to join the Company. Further details of the share award transaction is set out in note 36(c) to the financial statements. During the year ended 31 December 2018, no equity-settled share-based payment expenses were recognised (2017: RMB12,920,000). Mr. Huang resigned on 24 January 2018, and the related deemed contribution from owner for the share award transaction fully lapsed during the year.

10. 董事酬金 (續)

附註：

- (i) 於2018年1月24日獲委任為主席
- (ii) 於2017年8月25日獲委任為執行董事及行政總裁
- (iii) 於2017年8月11日獲委任為執行董事及首席風險官
- (iv) 於2018年4月30日辭任執行董事
- (v) 於2018年5月15日辭任執行董事
- (vi) 於2017年9月22日獲委任為執行董事及首席財務官及於2018年4月20日辭任
- (vii) 於2018年1月24日辭任主席及執行董事
- (viii) 於2018年1月17日辭任非執行董事
- (ix) 於2017年12月29日辭任執行董事
- (x) 於2017年8月25日獲委任為獨立非執行董事
- (xi) 於2018年4月6日辭任獨立非執行董事

截至2017年12月31日止年度，若干董事因彼等為本集團服務而根據本公司於2017年7月14日採納之股份獎勵計劃獲授予獎勵股份，有關進一步詳情已載於財務報表附註36(b)。該等獎勵股份之公平值（其已於歸屬期間的損益內確認）已於授出日期釐定。截至2018年12月31日止年度已確認股權結算以股份為基礎之付款開支人民幣856,000元（2017年：人民幣2,206,000元）。

2016年4月29日，黃明祥先生（「黃先生」）與本公司股東坤裕投資有限公司（「坤裕」）訂立一份股份獎勵安排，據此，黃先生向坤裕收購49,600,350股本公司股份，代價101,681,000港元（相當於約人民幣86,690,000元）按五筆年度分期款支付，並與坤裕授予黃先生作為加入本公司之獎勵的五年期每年等額就職獎金相抵銷。有關股份獎勵交易的進一步詳情載於財務報表附註36(c)。截至2018年12月31日止年度並無確認股權結算以股份為基礎之付款開支（2017年：人民幣12,920,000元）。黃先生已於2018年1月24日辭任，其相關股份獎勵交易中的擁有人視作注資已於年內悉數失效。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

11. INDIVIDUALS WITH HIGHEST EMOLUMENTS

The five highest paid individuals during the year included two directors (2017: five directors), details of whose emoluments are set out in note 10 above. Details of the emoluments of the remaining three (2017: nil) non-director and non-chief executive highest paid individuals for the year are as follows:

11. 最高薪人士

年內，5名最高薪人士包括2名董事（2017年：5名董事），其薪酬詳情載於上文附註10。年內，其餘3名（2017年：零名）非董事、非高級行政人員之最高薪人士之薪酬詳情如下：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Salaries and allowances	薪金及津貼	36,705	–
Retirement benefit contributions	退休福利供款	54	–
		36,759	–

The number of non-director and non-chief executive and highest paid employees whose emoluments fell within the following bands are as follows:

薪酬屬以下範圍之非董事、非高級行政人員及最高薪僱員數目如下：

		2018 2018年 Number of individuals 人數	2017 2017年 Number of individuals 人數
HK\$24,000,001 to HK\$24,500,000 (RMB20,230,081 to RMB20,651,540, 2017: RMB20,867,281 to RMB21,302,015)	24,000,001港元至 24,500,000港元（人民幣 20,230,081元至人民幣 20,651,540元，2017年： 人民幣20,867,281元至 人民幣21,302,015元）	1	–
HK\$9,500,001 to HK\$10,000,000 (RMB8,007,741 to RMB8,429,200, 2017: RMB8,259,966 to RMB8,694,700)	9,500,001港元至 10,000,000港元（人民幣 8,007,741元至人民幣 8,429,200元，2017年： 人民幣8,259,966元至 人民幣8,694,700元）	2	–
		3	–

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

11. INDIVIDUALS WITH HIGHEST EMOLUMENTS (Continued)

During the years ended 31 December 2018 and 2017, no emolument was paid by the Group to the directors or any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors or any of the five highest paid individuals has waived or agreed to waive any emolument for the years ended 31 December 2018 and 2017.

12. DIVIDEND

No dividend was paid or proposed during the years ended 31 December 2018 and 2017, nor has any dividend been proposed since the end of the reporting period.

13. EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of the basic earnings per share is based on the profit attributable to the owners of the Company of RMB159,620,000 (2017: RMB134,032,000) and the weighted average number of 744,750,000 (2017: 719,245,000) ordinary shares in issue during the year, calculated as follows:

Weighted average number of ordinary shares:

		2018 2018年 '000 千股	2017 2017年 '000 千股
Issued ordinary shares at 1 January	於1月1日已發行普通股	744,750	496,500
Effect of completion of open offer on 14 February 2017 (note 39(a)(iii))	於2017年2月14日完成公開發售之影響 (附註39(a)(iii))	-	222,745
Weighted average number of ordinary shares at 31 December	於12月31日之普通股加權平均數	744,750	719,245

(b) Diluted earnings per share

Diluted earnings per share is the same as the basic earnings per share as there were no potential ordinary shares outstanding during the years ended 31 December 2018 and 2017 respectively.

11. 最高薪人士 (續)

截至2018年及2017年12月31日止年度，本集團並無支付薪酬予董事或任何5名最高薪人士作為加入本集團之獎金，或作為離職賠償。於截至2018年及2017年12月31日止年度，並無董事或任何5名最高薪人士放棄或同意放棄任何薪酬。

12. 股息

截至2018年及2017年12月31日止年度，並無支付或建議任何股息，於報告期末後亦無建議任何股息。

13. 每股盈利

(a) 每股基本盈利

每股基本盈利乃根據本公司擁有人應佔溢利人民幣159,620,000元(2017年：人民幣134,032,000元)及年內已發行普通股加權平均數744,750,000股(2017年：719,245,000股)計算，如下所示：

普通股加權平均數：

(b) 每股攤薄盈利

每股攤薄盈利與每股基本盈利相同，因截至2018年及2017年12月31日止年度內並無潛在未行使普通股。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Buildings	Plant and machinery	Office and other equipment	Motor vehicles	Construction in progress	Leasehold improvements	Total
		樓宇	廠房及機器	辦公及其他設備	汽車	在建工程	租賃物業裝修	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2017:	於2017年1月1日:							
Cost	成本	83,382	411,823	20,112	2,345	3,328	1,644	522,634
Accumulated depreciation and impairment	累計折舊及減值	(16,017)	(343,984)	(14,639)	(1,396)	(1,505)	(235)	(377,776)
Carrying amount	賬面值	67,365	67,839	5,473	949	1,823	1,409	144,858
At 1 January 2017, net of accumulated depreciation and impairment	於2017年1月1日，扣除累計折舊及減值	67,365	67,839	5,473	949	1,823	1,409	144,858
Additions	添置	-	4,804	5,247	1,484	-	-	11,535
Construction expenditure capitalised	資本化的建築開支	-	-	-	-	421	-	421
Disposals	出售	-	(2,581)	-	(9)	-	-	(2,590)
Transfer to investment properties (note 15)	轉撥至投資物業 (附註15)	(11,534)	-	-	-	-	-	(11,534)
Transfer from investment properties (note 15)	自投資物業轉撥 (附註15)	6,603	-	-	-	-	-	6,603
Depreciation provided during the year	年內折舊撥備	(2,452)	(14,227)	(2,309)	(401)	-	(547)	(19,936)
Effect of foreign currency exchange differences	匯兌差額影響	-	-	(39)	(61)	-	(77)	(177)
At 31 December 2017, net of accumulated depreciation and impairment	於2017年12月31日，扣除累計折舊及減值	59,982	55,835	8,372	1,962	2,244	785	129,180
At 31 December 2017 and at 1 January 2018:	於2017年12月31日及於2018年1月1日:							
Cost	成本	75,428	302,290	24,091	3,660	3,749	1,527	410,745
Accumulated depreciation and impairment	累計折舊及減值	(15,446)	(246,455)	(15,719)	(1,698)	(1,505)	(742)	(281,565)
Carrying amount	賬面值	59,982	55,835	8,372	1,962	2,244	785	129,180

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

14. PROPERTY, PLANT AND EQUIPMENT

(Continued)

14. 物業、廠房及設備 (續)

		Buildings	Plant and machinery	Office and other equipment	Motor vehicles	Construction in progress	Leasehold improvements	Total
		樓宇	廠房及機器	辦公及其他設備	汽車	在建工程	租賃物業裝修	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2018, net of accumulated depreciation and impairment	於2018年1月1日，扣除累計折舊及減值	59,982	55,835	8,372	1,962	2,244	785	129,180
Additions	添置	5,300	86,544	15,336	1,711	-	-	108,891
Construction expenditure capitalised	資本化的建築開支	-	-	-	-	805	-	805
Transfers	轉撥	-	-	1,443	-	(1,443)	-	-
Disposals	出售	(160)	(2,282)	(1,560)	(464)	-	-	(4,466)
Disposal of subsidiaries (note 44)	出售附屬公司 (附註44)	(57,185)	(188)	(7)	-	(583)	-	(57,963)
Transfer to investment properties (note 15)	轉撥至投資物業 (附註15)	(612)	-	-	-	-	-	(612)
Depreciation provided during the year	年內折舊撥備	(2,047)	(16,206)	(3,572)	(680)	-	(530)	(23,035)
Effect of foreign currency exchange differences	匯兌差額影響	-	-	18	22	-	20	60
At 31 December 2018, net of accumulated depreciation and impairment	於2018年12月31日，扣除累計折舊及減值	5,278	123,703	20,030	2,551	1,023	275	152,860
At 31 December 2018:	於2018年12月31日：							
Cost	成本	5,300	359,119	35,763	4,723	2,528	1,604	409,037
Accumulated depreciation and impairment	累計折舊及減值	(22)	(235,416)	(15,733)	(2,172)	(1,505)	(1,329)	(256,177)
Carrying amount	賬面值	5,278	123,703	20,030	2,551	1,023	275	152,860

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

14. PROPERTY, PLANT AND EQUIPMENT

(Continued)

- a) The Group's buildings are held under medium term leases in Mainland China.
- b) At 31 December 2018, the Group's property, plant and equipment have not been pledged. Details of the Group's building pledged to secure the Group's bank loans at 31 December 2017 are set out in note 32.
- c) Certificates of ownership in respect of certain buildings of the Group located in Dongguan with a net carrying amount of RMB6,661,000 as at 31 December 2017 had not yet been issued by the relevant PRC authorities. These buildings had been disposed of during the year ended 31 December 2018.
- d) At the end of the reporting period, the carrying amount of motor vehicle held under finance lease was RMB268,000 (2017: RMB394,000).

14. 物業、廠房及設備 (續)

- a) 本集團之樓宇於中國大陸以中期租約持有。
- b) 於2018年12月31日，本集團並無物業、廠房及設備已被抵押。於2017年12月31日，本集團抵押樓宇以擔保本集團之銀行貸款之詳情載於附註32。
- c) 相關中國機關尚未就本集團位於東莞之若干樓宇發出所有權證，該等樓宇於2017年12月31日之賬面淨額為人民幣6,661,000元。該等樓宇已於截至2018年12月31日止年度內出售。
- d) 於報告期末，於融資租賃項下持有的汽車賬面值為人民幣268,000元（2017年：人民幣394,000元）。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

15. INVESTMENT PROPERTIES

15. 投資物業

RMB'000
人民幣千元

At 1 January 2017:	於2017年1月1日:	
Cost	成本	19,688
Accumulated depreciation	累計折舊	(1,146)
Carrying amount	賬面值	18,542
At 1 January 2017, net of accumulated depreciation	於2017年1月1日, 扣除累計折舊	18,542
Transfer from property, plant and equipment (note 14)	自物業、廠房及設備轉撥(附註14)	11,534
Transfer to owner-occupied property (note 14)	轉撥至自用物業(附註14)	(6,603)
Depreciation provided during the year	年內折舊撥備	(489)
At 31 December 2017	於2017年12月31日	22,984
At 31 December 2017 and at 1 January 2018:	於2017年12月31日及於2018年1月1日:	
Cost	成本	24,466
Accumulated depreciation	累計折舊	(1,482)
Carrying amount	賬面值	22,984
At 1 January 2018, net of accumulated depreciation	於2018年1月1日, 扣除累計折舊	22,984
Transfer from owner-occupied property (note 14)	自自用物業轉撥(附註14)	612
Depreciation provided during the year	年內折舊撥備	(681)
At 31 December 2018	於2018年12月31日	22,915
At 31 December 2018:	於2018年12月31日:	
Cost	成本	24,466
Accumulated depreciation	累計折舊	(1,551)
Carrying amount	賬面值	22,915

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

15. INVESTMENT PROPERTIES (Continued)

- a) The Group's investment properties are held under medium term leases and are situated in Mainland China.
- b) Certain investment properties were pledged to secure the Group's bank facilities as set out in note 32.
- c) Fair value hierarchy

The following table presents the details of the Group's investment properties and information about the fair value hierarchy as at 31 December 2018, categorised into the three-level fair value hierarchy as defined in IFRS 13 Fair Value Measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs, that is, unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs, that is, observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

At 31 December 2018 and 31 December 2017, the fair value of the Group's investment properties was approximately RMB133,000,000 (prepaid land lease payment: RMB82,290,000; and buildings: RMB50,710,000) and RMB126,000,000 (prepaid land lease payment: RMB79,110,000; and buildings: RMB46,890,000) respectively, based on the valuations performed by Roma Appraisals Limited, an independent professionally qualified valuer.

15. 投資物業 (續)

- a) 本集團之投資物業均根據中期租約持有並位於中國大陸。
- b) 如附註32所載，若干投資物業已被抵押以擔保本集團之銀行授信。
- c) 公平值架構

下表呈列本集團於2018年12月31日之投資物業及有關公平值架構資料之詳情，並根據國際財務報告準則第13號「公平值計量」所界定之公平值架構分為三層公平值架構。公平值計量會參考估值方法所用輸入數據之可觀察程度及重要性劃分為不同層級，詳情如下：

- 第一層級估值：只使用第一層級輸入數據（即在計量日期相同資產或負債在活躍市場上未經調整之報價）計量公平值
- 第二層級估值：使用第二層級輸入數據（即不符合第一層級之可觀察輸入數據）而無使用重要的不可觀察輸入數據計量公平值。不可觀察輸入數據指無法提供市場數據之輸入數據
- 第三層級估值：使用重要的不可觀察輸入數據計量公平值

於2018年12月31日及2017年12月31日，本集團投資物業之公平值分別約為人民幣133,000,000元（土地租賃預付款項：人民幣82,290,000元；及樓宇：人民幣50,710,000元）及人民幣126,000,000元（土地租賃預付款項：人民幣79,110,000元；及樓宇：人民幣46,890,000元），乃根據獨立專業合資格估值師羅馬國際評估有限公司作出的估值。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

15. INVESTMENT PROPERTIES (Continued)

The details of fair value of the investment properties as at 31 December 2018 and 2017 determined by the external valuer is as below:

15. 投資物業 (續)

於2018年及2017年12月31日，由外聘估值師釐定之投資物業公平值的詳情如下：

Description	項目	Fair value measurements at 31 December 2018 using 於2018年12月31日的公平值計量方式採用		
		Quoted prices in active markets for identical assets (Level 1) 相同資產在 活躍市場 的報價 (第一層級) RMB'000 人民幣千元	Significant other observable inputs (Level 2) 其他重要的 可觀察 輸入數據 (第二層級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重要的 不可觀察 輸入數據 (第三層級) RMB'000 人民幣千元
Investment properties	投資物業	-	-	133,000

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

15. INVESTMENT PROPERTIES (Continued)

15. 投資物業 (續)

Fair value measurements
at 31 December 2017 using
於2017年12月31日的公平值計量方式採用

Description	項目	Fair value measurements at 31 December 2017 using 於2017年12月31日的公平值計量方式採用		
		Quoted prices in active markets for identical assets (Level 1) 相同資產在活躍市場的報價 (第一層級)	Significant other observable inputs (Level 2) 其他重要的可觀察輸入數據 (第二層級)	Significant unobservable inputs (Level 3) 重要的不可觀察輸入數據 (第三層級)
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Investment properties	投資物業	–	–	126,000

For the years ended 31 December 2018 and 2017, the valuation for the investment properties located in Shenzhen was based on income capitalisation approach (term and reversionary method) which use unobservable inputs (Level 3) at 31 December 2018 and 2017 respectively. The key inputs are term yield, reversionary yield and market unit rent.

截至2018年及2017年12月31日止年度，位於深圳之投資物業之估值乃按收益資本法（年期及復歸法），分別使用於2018年及2017年12月31日之不可觀察輸入數據（第三層級）進行計算。主要輸入數據為年期回報率、復歸回報率及市場單位租金。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

16. PREPAID LAND LEASE PAYMENTS

16. 土地租賃預付款項

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Carrying amount at 1 January	於1月1日之賬面值	18,387	18,877
Additions	添置	34,500	-
Amortisation provided during the year	年內攤銷	(541)	(490)
Disposal of subsidiaries (note 44)	出售附屬公司(附註44)	(16,925)	-
Carrying amount at 31 December	於12月31日之賬面值	35,421	18,387
Current portion included in prepayments, deposits and other receivables (note 27)	包括在預付款項、按金及其他應收款項之即期部分(附註27)	(896)	(490)
Non-current portion	非即期部分	34,525	17,897

a) The Group's leasehold lands are held under medium-term leases and are situated in Mainland China.

b) During the year ended 31 December 2018, no prepaid land lease payments were pledged to secure bank loans. During the year ended 31 December 2017, certain prepaid land lease payments were pledged to secure bank loans as set out in note 32.

a) 本集團之租賃土地均根據中期租約持有並位於中國大陸。

b) 截至2018年12月31日止年度，並無土地租賃預付款項已被抵押作為銀行貸款之擔保。如附註32所載，截至2017年12月31日止年度，若干土地租賃預付款項已被抵押作為銀行貸款之擔保。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

17. INTEREST IN AN ASSOCIATE

17. 於一間聯營公司之權益

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Unlisted investment: Share of net assets	非上市投資：應佔資產淨值	17,064	-

Details of the Group's interest in an associate, which is unlisted limited partnership whose quoted market price is not available and accounted for using the equity method in the consolidated financial statements, are as follows:

有關本集團於一間聯營公司之權益之詳情如下。該聯營公司乃非上市有限合夥企業，故不具備市場報價，並按權益法列入綜合財務報表。

Name of company 公司名稱	Place of establishment/ operation 成立／經營地點	Contributed and committed amount/Issued and paid up registered capital 實繳及承諾額／ 已發行及已繳足註冊股本	Proportion of ownership interest 擁有權比例			Principal activities 主要業務
			Group's effective interest 本集團 實際權益	Held by the Company 由本公司 持有	Held by subsidiaries 由附屬公司 持有	
Logan Pass Private Equity Fund	Korea/Korea 韓國／韓國	Contributed and committed amount of KRW5,965,384,000 實繳及承諾額為5,965,384,000韓元	29.98% (2017: 0%)	-	29.98% (2017: 0%)	Asset management (note 1) 資產管理(附註1)
深圳市農什投資合夥企業 (有限合夥)	PRC/PRC 中國／中國	Paid-up capital of RMB nil out of registered capital of RMB10,000,000 註冊資本人民幣10,000,000元 中已繳資本為人民幣零元	- (note 2) (附註2) (2017: 1%)	-	- (2017: 1%)	Inactive (note 2 and 3) 暫未營業(附註2及3)

Note 1: Logan Pass Private Equity Fund was acquired by the Group through acquisition of subsidiary which engaged in asset management business in Korea. Details of acquisition of the subsidiary are set out in note 43(i).

附註1：本集團透過收購於韓國從事資產管理業務的附屬公司收購Logan Pass Private Equity Fund。有關收購該附屬公司之詳情載於附註43(i)。

Note 2: 深圳市農什投資合夥企業(有限合夥) was established by the Group, Mr. Xue Hongjian ("Mr. Xue"), a former executive director of the Company, and an independent third party investor to engage in investment holding in PRC. The associate became a wholly-owned subsidiary of the Group on 8 February 2018 after the Group commit the payment of full capital after transfer of interest from other two investors to the Group.

附註2：深圳市農什投資合夥企業(有限合夥)由本集團、本公司之前執行董事薛鴻健先生(「薛先生」)及一名獨立第三方投資者成立，旨在於中國從事投資控股。該聯營公司自2018年2月8日於本集團承諾持有相關權益由其他兩名投資者轉撥至本集團後支付全部股本後成為本集團之全資附屬公司。

Note 3: Pursuant to the Articles of Association of the associate, each of the Group, Mr. Xue and the independent third party investor had one vote over the associate, accordingly the Group had significant influence in the associate.

附註3：根據該聯營公司之組織章程細則，本集團、薛先生及獨立第三方投資者分別於該聯營公司擁有一票投票權。因此，本集團對該聯營公司擁有重大影響力。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

17. INTEREST IN AN ASSOCIATE (Continued)

深圳市農什投資合夥企業(有限合夥) has not yet commenced any business and became a wholly-owned subsidiary of the Group during the year ended 31 December 2018. Accordingly, no financial information is disclosed.

Summarised financial information of an associate, Logan Pass Private Equity Fund, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, are disclosed below:

17. 於一間聯營公司之權益(續)

截至2018年12月31日止年度，深圳市農什投資合夥企業(有限合夥)尚未開始經營任何業務，並已成為一家本集團全資擁有的附屬公司，故沒有披露財務資料。

以下披露聯營公司Logan Pass Private Equity Fund之財務資料概要，其經調整任何會計政策差異，並與綜合財務報表的賬面值對賬：

2018
2018年
RMB'000
人民幣千元

Gross amounts	總金額	
Current assets	流動資產	54,019
Non-current assets	非流動資產	5,491
Current liabilities	流動負債	(2,589)
Non-current liabilities	非流動負債	(2)
Equity	權益	56,919
Revenue	收入	11,609
Loss from continuing operations	持續經營業務虧損	(59,562)
Other comprehensive income	其他全面收益	4,309
Total comprehensive loss	全面虧損總計	(55,253)
Reconciled to the Group's interest in an associate:	與本集團於一間聯營公司之權益對賬：	
Net assets	淨資產	56,919
Proportion of the Group's ownership interest	本集團擁有權比例	29.98%
		17,064
Carrying amount of the Group's interest	本集團權益賬面值	17,064

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

18. INTERESTS IN JOINT VENTURES

18. 於合營公司之權益

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Unlisted investments:	非上市投資：		
Share of net assets	應佔資產淨值	-	2,957

Details of the Group's joint ventures, which are unlisted corporate entities whose quoted market price is not available and are accounted for using the equity method in the consolidated financial statements, are as follows:

有關本集團合營公司之詳情如下。該等合營公司均為非上市企業實體，故不具備市場報價，並按權益法列入綜合財務報表。

Name of company 公司名稱	Place of establishment/ operation 成立/經營地點	Issued and paid up capital 已發行及已悉數繳足股本	Proportion of ownership interest 擁有權比例			Principal activities 主要業務
			Group's effective interest 本集團實際權益	Held by the Company 由本公司持有	Held by subsidiaries 由附屬公司持有	
Universal Blossom Limited 普華有限公司	BVI/Macau 英屬處女群島/ 澳門	10,000 ordinary shares of US\$1 each 10,000股每股面值1美元之普通股	-	-	-	Investment holding (note i) 投資控股(附註i)
Wasen-Tianli Investment Management Limited	Cayman Islands 開曼群島	2 ordinary shares of US\$1 each 2股每股面值1美元之普通股	-	-	-	Assets managements (note ii) 資產管理(附註ii)

Note i: Universal Blossom Limited ("UBL") was established by the Group and an independent third party investor to engage in property investment and financial investment business in PRC and Macau.

附註i：普華有限公司(「普華」)由本集團與一名獨立第三方投資者成立，旨在於中國及澳門從事物業投資及金融投資業務。

Note ii: Wasen-Tianli Investment Management Limited ("Wasen-Tianli") was established by the Group and an independent third party investor to engage in asset management business.

附註ii：Wasen-Tianli Investment Management Limited(「Wasen-Tianli」)乃由本集團與一名獨立第三方投資者設立，旨在從事資產管理業務。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

18. INTERESTS IN JOINT VENTURES

(Continued)

On 1 February 2018, UBL and Wasen-Tianli became wholly-owned subsidiaries of the Group upon the further acquisition of the remaining 50% interests by the Group. At 31 December 2018, the Group has no investment in joint ventures.

Summarised financial information of the joint ventures, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, are disclosed below:

18. 於合營公司之權益 (續)

於2018年2月1日，普華及Wasen-Tianli於本集團進一步收購餘下50%權益後成為本集團之全資附屬公司。於2018年12月31日，本集團並無於合營公司之投資。

以下披露合營公司之財務資料概要，其經調整任何會計政策差異，並與綜合財務報表的賬面值對賬：

		2017 2017年		
		Wasen-Tianli Wasen-Tianli RMB'000 人民幣千元	UBL 普華 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Gross amounts	總金額			
Current assets	流動資產	1,580	6,494	8,074
Non-current assets	非流動資產	–	–	–
Current liabilities	流動負債	(1,219)	(941)	(2,160)
Non-current liabilities	非流動負債	–	–	–
Equity	權益	361	5,553	5,914
Revenue	收入	1,653	4,491	6,144
Profit from continuing operations	持續經營業務溢利	401	12,084	12,485
Other comprehensive income	其他全面收益	–	635	635
Total comprehensive income	全面收益總計	401	12,719	13,120
Reconciled to the Group's interests in the joint ventures:	與本集團於合營公司之 權益對賬：			
Net assets	資產淨值	361	5,553	5,914
Proportion of the Group's ownership interest	本集團擁有權比例	50%	50%	50%
		180	2,777	2,957
Carrying amount of the Group's interest	本集團權益賬面值	180	2,777	2,957

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

18. INTERESTS IN JOINT VENTURES

(Continued)

18. 於合營公司之權益 (續)

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Amounts due from subsidiaries of joint ventures	應收合營公司之附屬公司款項	-	829

The amounts due from subsidiaries of joint ventures were unsecured, interest-free and repayable on demand.

應收合營公司之附屬公司款項為無抵押、免息及於要求時償還。

19. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME ("FVOCI")/AVAILABLE-FOR-SALE INVESTMENT

19. 按公平值計入其他全面收益／可供出售投資的金融資產

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Unlisted investment in equity securities, at fair value	按公平值計算之股本證券非上市投資	9,524	26,222

The above unlisted equity investment represents an investment in the unlisted equity securities issued by a private entity incorporated in Hong Kong. This investment was irrevocably designated at fair value through other comprehensive income as the Group considers the investment to be strategic in nature.

上述非上市股權投資為於一間在香港註冊成立的私營實體發行的非上市股本證券之投資。上述股權投資乃不可撤回地指定為按公平值計入其他全面收益，蓋因本集團認為其性質屬策略投資。

The fair value of the unlisted equity securities was arrived at by reference to the valuation performed by management by using cash flow projections based on the financial budget prepared by the board of directors of the investee entity covering a five-year period.

該等非上市股本證券的公平值乃參考管理層根據以投資對象實體之董事會編製的五年期財務預算為基準的現金流量預測所進行的估值而得出。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

20. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS ("FVPL")/ FINANCIAL ASSETS DESIGNATED AT FVPL – FUND INVESTMENTS

20. 按公平值計入損益的金融資產／指定按公平值計入損益的金融資產－基金投資

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Unlisted equity investments outside Hong Kong – fund investments	香港以外的非上市股權投資 －基金投資	368,076	551,949
Unlisted debt investments outside Hong Kong – wealth management products issued by banks	香港以外的非上市債務投資 －銀行發行的財富管理產品	110,530	–
		478,606	551,949
Less: Current portion	減：即期部分	(110,530)	–
Non-current portion	非即期部分	368,076	551,949

All of the Group's unlisted fund investments were designated as financial assets at FVPL. The fair values of the investments were measured with reference to the audited net assets value as reported by the funds management.

本集團所有非上市基金投資乃指定按公平值計入損益的金融資產。該等投資的公平值乃經參考該基金管理所呈報之經審核資產淨值後計量。

The above unlisted debt investments at 31 December 2018 were wealth management products issued by banks in Mainland China. They were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

於2018年12月31日，上述非上市債務投資為中國大陸銀行發行之財富管理產品，強制分類為按公平值計入損益的金融資產，因其合約現金流量並非僅為支付本金及利息。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

21. OTHER INTANGIBLE ASSETS

21. 其他無形資產

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Cost	成本		
At 1 January	於1月1日	3,390	3,390
Additions	添置	345	-
At 31 December	於12月31日	3,735	3,390
Accumulated amortisation	累計攤銷		
At 1 January	於1月1日	2,971	2,433
Amortisation provided during the year	年內攤銷	429	538
At 31 December	於12月31日	3,400	2,971
Carrying amount	賬面值		
At 31 December	於12月31日	335	419

Other intangible assets represent computer software held by the Group. The amortisation charge for the year is included in "administrative expenses" in the consolidated statement of profit or loss and other comprehensive income.

其他無形資產指本集團持有之電腦軟件。本年度攤銷支出計入綜合損益及其他全面收益表之「行政費用」內。

22. INTERESTS IN UNCONSOLIDATED STRUCTURED ENTITIES

22. 於非合併結構性實體之權益

To determine whether control exists in a structured entity, the Group uses the following judgements:

為確定本集團對一間結構性實體是否具有控制權，本集團主要採用以下判斷方法：

For private equity funds where the Group involves as both general partner and limited partner, the Group assesses whether the combination of investments it holds together with its remuneration creates exposure to variability of returns from the activities of the fund that is of such significance that it indicates that the fund manager is a principal. The fund shall be consolidated if the Group acts in the role of principal.

對於本集團同時作為普通合夥人及有限合夥人的私募股權基金，本集團評估其所持投資與所獲報酬的總和，是否導致所享有基金活動的可變回報足夠重大，以致表明基金經理為委託人。倘若本集團擔任委託人，則須將該基金合併入賬。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

22. INTERESTS IN UNCONSOLIDATED STRUCTURED ENTITIES (Continued)

The Group served as general partner, manager of structured entities and therefore had power over them. In the opinion of the directors of the Company, the variable returns the Group is exposed to over the structured entities that the Group has interests are not significant. The Group therefore did not consolidate these structured entities.

The Group classified the investments in these unconsolidated structured entities as financial assets at FVPL.

The size of assets under management, carrying amount and maximum exposure to loss of the Group's investments to unconsolidated structured entities are as follows:

22. 於非合併結構性實體之權益 (續)

本集團由於擔任結構性實體之普通合夥人、管理人，因此對其擁有控制權。本公司董事認為，本集團於擁有權益的結構性實體中享有的可變回報並非重大，因此本集團並無對該等結構性實體合併入賬。

本集團將於該等非合併結構性實體的投資分類為按公平值計入損益的金融資產。

本集團對非合併結構性實體的投資的管理資產規模、賬面值及最大虧損如下：

		31 December 2018 2018年12月31日				
	Size of assets under management 管理資產規模 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元	Maximum exposure to loss 最大虧損 RMB'000 人民幣千元	Income from structured entity 來自結構性實體的收入 RMB'000 人民幣千元	Income type 收入種類	
Private equity funds	私募股權基金	7,240,278	368,076	368,076	(159,100)	
					55,969	Management fee income 管理費收入
					(215,069)	Investment loss 投資虧損

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

22. INTERESTS IN UNCONSOLIDATED STRUCTURED ENTITIES (Continued)

22. 於非合併結構性實體之權益 (續)

		31 December 2017 2017年12月31日				
	Size of assets under management 管理資產規模 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元	Maximum exposure to loss 最大虧損 RMB'000 人民幣千元	Income from structured entity 來自結構性實體的收入 RMB'000 人民幣千元	Income type 收入種類	
Private equity funds	私募股權基金	6,893,398	551,949	551,949	107,936	
					38,661	
					69,275	
					Management fee income 管理費收入	
					Investment gain 投資收益	

23. DISPOSAL GROUP HELD FOR SALE

For the year ended 31 December 2018

At 31 December 2018, the Group has no disposal group held for sale.

For the year ended 31 December 2017

In December 2017, 深圳市天農科技有限公司, an indirect non-wholly owned subsidiary of the Company, entered into a sale and purchase agreement with an independent third party to dispose of the entire issued capital of 深圳市香納商業保理有限公司 and 北京希為科技有限公司, subsidiaries within the investment and financial services segment, at a total cash consideration of approximately RMB28,695,000, of which RMB22,950,000 was received by the Group and recorded as "deposit received for disposal of subsidiaries" at 31 December 2017 (note 30). Accordingly, assets and liabilities of these two subsidiaries were presented as a disposal group held for sale. The disposal of the two subsidiaries were completed on 9 January 2018 and 17 January 2018 respectively (note 44).

23. 持作出售之出售組別

截至2018年12月31日止年度

於2018年12月31日，本集團並無持作出售之出售組別。

截至2017年12月31日止年度

於2017年12月，本公司之間接非全資附屬公司 深圳市天農科技有限公司與一名獨立第三方訂立買賣協議，以出售 深圳市香納商業保理有限公司及 北京希為科技有限公司（均為投資與金融服務分部的附屬公司）之全部已發行股本，總現金代價約為人民幣28,695,000元，其中本集團已收人民幣22,950,000元並於2017年12月31日入賬列作「出售附屬公司之已收按金」（附註30）。因此，這兩間附屬公司之資產及負債已按持作出售之出售組別呈列。上述兩家附屬公司的出售分別於2018年1月9日及2018年1月17日完成（附註44）。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

23. DISPOSAL GROUP HELD FOR SALE

(Continued)

At 31 December 2017, the disposal group comprised the following assets.

23. 持作出售之出售組別 (續)

於2017年12月31日，該出售組別由以下資產組成。

2017
2017年
RMB'000
人民幣千元

Cash and bank balances	現金及銀行結餘	15,133
Assets of disposal group held for sale	持作出售之出售組別的資產	15,133

Cumulative income or expenses included in other comprehensive income

There are no cumulative income or expenses included in other comprehensive income relating to the disposal group.

計入其他全面收益的累計收入或開支

出售組別並無計入其他全面收益的累計收入或開支。

24. INVENTORIES

24. 存貨

2018
2018年
RMB'000
人民幣千元

2017
2017年
RMB'000
人民幣千元

Raw materials	原材料	30,506	22,519
Work in progress	在製品	33,789	19,392
Finished goods	製成品	215,411	85,832
		279,706	127,743
Provision against slow-moving inventories	滯銷存貨撥備	(83,625)	(13,947)
		196,081	113,796

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

25. ACCOUNTS AND BILLS RECEIVABLES

25. 應收款項及應收票據

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Accounts receivables (note a)	應收款項 (附註a)	244,459	321,831
Less: loss allowance (note 45(b))	減: 虧損撥備 (附註45(b))	(12,769)	(7,417)
		231,690	314,414
Bills receivables (note b)	應收票據 (附註b)	45,663	76,905
		277,353	391,319

a) Accounts receivables

- i) Accounts receivables consist of trade receivables, assets management fee receivables and interest receivables arising from loan receivable (note 26). The Group's trading terms with its customers are mainly on credit. The credit periods are generally one to four months. The assets management fee is received or receivable at the end of each quarter. Each customer is assigned a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control policy to minimise its credit risk. Overdue balances are reviewed regularly by management. The accounts receivables are non-interest-bearing.

a) 應收款項

- i) 應收款項包括應收貿易賬款、應收資產管理費及應收貸款產生之應收利息(附註26)。本集團與客戶之貿易方式以記賬為主。信貸期一般為1至4個月。資產管理費於各季度末已收或應收。每名客戶獲分配一個最高信貸額。本集團對未償還應收款項實施嚴格管控，並設有信貸控制政策以將其信貸風險減至最低。管理層會定期檢討逾期末還款項。應收款項均為免息。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

25. ACCOUNTS AND BILLS RECEIVABLES

(Continued)

- ii) An ageing analysis of the accounts receivables as at the end of the reporting period based on the revenue recognition date is as follows:

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 90 days	90日內	178,617	272,469
91 to 180 days	91至180日	29,573	31,691
181 to 360 days	181至360日	11,201	10,438
1 to 2 years	1至2年	17,661	797
2 to 3 years	2至3年	268	422
Over 3 years	超過3年	7,139	6,014
		244,459	321,831

b) Bills receivables

- i) The bills receivables were all due within one year from the end of the reporting period.
- ii) As at the end of the reporting period, the ageing analysis of bills receivables based on bills issue date is as follows:

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 90 days	90日內	19,652	54,146
91 to 180 days	91至180日	16,152	21,840
181 to 360 days	181至360日	9,859	919
		45,663	76,905

Further detail on the Group's credit policy and credit risk arising from accounts and bills receivables are set out in note 45(b).

25. 應收款項及應收票據 (續)

- ii) 於報告期末，按收入確認日期為基準之應收款項賬齡之分析如下：

b) 應收票據

- i) 所有應收票據均由報告期末起計一年內到期。
- ii) 於報告期末，按票據發出日期為基準之應收票據之賬齡分析如下：

有關本集團信貸政策以及應收款項及應收票據產生之信貸風險的進一步詳情載於附註45(b)。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

26. LOAN RECEIVABLE

26. 應收貸款

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Loan receivable due within one year	於1年內到期之應收貸款	–	2,774

At 31 December 2018, there is no loan receivable outstanding.

At 31 December 2017, loan receivable of HK\$3,333,000 (approximately RMB2,774,000) due from an independent third party borrower (the "Borrower") was secured by the Borrower's equity interests and 11.7% equity interest in its subsidiary; and (ii) personal guarantees provided by the shareholders of Borrower. The loan receivable bore interest at 10.5% per annum and was repayable by three instalments every six months with final due date on 19 April 2018. The loan receivable was repaid on 18 April 2018.

於2018年12月31日，概無未償還之應收貸款。

於2017年12月31日，應收獨立第三方借方（「借方」）的應收貸款為3,333,000港元（約人民幣2,774,000元），其抵押物為借方的股本權益及於其附屬公司中的11.7%股本權益；及(ii)借方股東提供之個人擔保。應收貸款按年利率10.5%計息，並須分三期償還，每六個月償還一期，最後一筆到期還款日為2018年4月19日。該應收貸款已於2018年4月18日獲償還。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

27. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

27. 預付款項、按金及其他應收款項

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Prepayments to suppliers	付予供應商之預付款項	5,384	1,998
Prepaid land lease payment (note 16)	土地租賃預付款項(附註16)	896	490
Other prepaid expenses	其他預付開支	4,264	466
Deposits paid for acquisition of property, plant and equipment	收購物業、廠房及設備所支付按金	28,434	8,364
Deposit paid for acquisition of a subsidiary	用於收購一間附屬公司之按金	-	32,420
Rental deposits	租金按金	4,694	2,235
Other deposits	其他按金	1,458	801
Other tax receivables	其他應收稅項	29,315	5,746
Other receivables	其他應收款項	7,448	6,638
		81,893	59,158
Impairment (note)	減值(附註)	(851)	(980)
		81,042	58,178
Representing:	代表:		
Current	即期	48,176	15,159
Non-current	非即期	32,866	43,019
		81,042	58,178

Note:

The movements in the provision for impairment of other receivables are as follows:

附註:

其他應收款項減值撥備變動如下:

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
At 1 January	於1月1日	980	980
Reversal of impairment (note 7)	減值撥回(附註7)	(129)	-
At 31 December	於12月31日	851	980

Included in the above provision for impairment of other receivables is a provision for individually impaired other receivables of RMB851,000 (2017: RMB980,000) with a total carrying amount of RMB851,000 (2017: RMB980,000). The individually impaired other receivables relate to debtors that were in financial difficulties and are credit impaired. The Group does not hold any collateral or other credit enhancements over these balances.

計入以上其他應收款項減值撥備為個別已減值其他應收款項撥備人民幣851,000元(2017年:人民幣980,000元),其賬面值總額為人民幣851,000元(2017年:人民幣980,000元)。個別已減值其他應收款項與面臨財務困難之債務人有關,並已出現信貸減值。本集團並無就此等結餘持有任何抵押品或其他加強信貸措施。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

28. CASH AND BANK BALANCES, PLEDGED BANK DEPOSITS AND OTHER CASH FLOW INFORMATION

a) Cash and bank balances and pledged bank deposits

28. 現金及銀行結餘、已抵押銀行存款及其他現金流量資料

a) 現金及銀行結餘及已抵押銀行存款

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Cash and bank balances	現金及銀行結餘	488,424	403,146
Amounts receivable from banks for wealth management products purchased (note iii)	就所購買財富管理產品應收銀行款項(附註iii)	-	47,034
Time deposits	定期存款	13,187	247,373
		501,611	697,553
Less: Pledged bank deposits for bills payable (note 29(d))	減：擔保應付票據之已抵押銀行存款(附註29(d))	(5,394)	(27,583)
Pledged bank deposits for banking facilities	銀行授信之已抵押銀行存款	(7,793)	(1,050)
		488,424	668,920
Add: Bank deposits with original maturity of less than three months when acquired:	加：收購時原到期日少於3個月之銀行存款：		
Pledged for bills payable and banking facilities	擔保應付票據及銀行授信	2,043	9,722
Cash and cash equivalents in the consolidated statement of cash flows	綜合現金流量表內之現金及現金等價物	490,467	678,642

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

28. CASH AND BANK BALANCES, PLEDGED BANK DEPOSITS AND OTHER CASH FLOW INFORMATION

(Continued)

a) Cash and bank balances and pledged bank deposits (Continued)

Notes:

- i) At the end of the reporting period, the Group's cash and bank balances, time deposits and wealth management products denominated in RMB amounted to RMB129,119,000 (2017: RMB145,373,000). Although RMB is not freely convertible into other currencies, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.
- ii) Cash at banks and pledged bank deposits earn interest at floating rates based on daily bank deposit rates. Short-term time deposits are made for varying periods ranging from three months to one year depending on the immediate cash requirements of the Group and respective time deposit rates. The bank balances and pledged bank deposits are deposited with creditworthy banks. The carrying amounts of the cash and bank balances and the pledged bank deposits approximate their fair values.
- iii) This represented the RMB wealth management products purchased by the Group from certain banks during the year ended 31 December 2017. The return of total principals of RMB47,034,000 was guaranteed. Given that the amounts of return of these wealth management products were determinable by known amounts of cash and there was no fixed maturity date, the Group had recorded the amounts as cash equivalents.

28. 現金及銀行結餘、已抵押銀行存款及其他現金流量資料 (續)

a) 現金及銀行結餘及已抵押銀行存款 (續)

附註：

- i) 於報告期末，本集團以人民幣列值之現金與銀行結餘、定期存款及財富管理產品金額為人民幣129,119,000元（2017年：人民幣145,373,000元）。人民幣不可自由兌換為其他貨幣，然而，根據中國大陸之《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲准透過獲授權進行外匯業務之銀行用人民幣兌換其他貨幣。
- ii) 銀行現金及已抵押銀行存款乃根據每日銀行存款利率按浮動利率賺取利息。短期定期存款期限介乎3個月至1年不等，視乎本集團的即時現金需求和個別定期存款利率而定。銀行結餘及已抵押銀行存款存放於信譽良好之銀行內。現金及銀行結餘及已抵押銀行存款之賬面值與其公平值相若。
- iii) 此指本集團於截至2017年12月31日止年度內購自若干銀行之人民幣財富管理產品。本金總額人民幣47,034,000元乃保本性質。鑒於該等財富管理產品之回報金額乃以定額現金釐定且並無固定屆滿日，故本集團將其記錄為現金等價物。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

28. CASH AND BANK BALANCES, PLEDGED BANK DEPOSITS AND OTHER CASH FLOW INFORMATION

(Continued)

b) Reconciliation of liabilities arising from financing activities

28. 現金及銀行結餘、已抵押銀行存款及其他現金流量資料 (續)

b) 融資活動所產生之負債的對賬

		Bank and other loans 銀行及 其他貸款 RMB'000 人民幣千元 (Note 32) (附註32)	Bond payable 應付債券 RMB'000 人民幣千元 (Note 33) (附註33)	Obligations under finance lease 融資租賃 承擔 RMB'000 人民幣千元 (Note 34) (附註34)	Total 總計 RMB'000 人民幣千元
At 1 January 2017	於2017年1月1日	335,525	397,762	532	733,819
Changes from financing cash flows	融資現金流量之變動	169,451	-	(141)	169,310
Exchange adjustments	匯兌調整	(21,082)	(29,302)	(15)	(50,399)
Interest expenses (note 8(a))	利息開支 (附註8(a))	34,330	25,393	-	59,723
Finance charges on obligations under finance lease (note 8(a))	融資租賃承擔之財務費用 (附註8(a))	-	-	12	12
At 31 December 2017 and at 1 January 2018	於2017年12月31日及於2018年1月1日	518,224	393,853	388	912,465
Changes from financing cash flows	融資現金流量之變動	(485,143)	(47,625)	(120)	(532,888)
Disposal of subsidiaries (note 44)	出售附屬公司 (附註44)	(42,688)	-	-	(42,688)
Exchange adjustments	匯兌調整	5,640	18,879	14	24,533
Interest expenses (note 8(a))	利息開支 (附註8(a))	3,967	22,767	-	26,734
Finance charges on obligations under finance lease (note 8(a))	融資租賃承擔之財務費用 (附註8(a))	-	-	9	9
At 31 December 2018	於2018年12月31日	-	387,874	291	388,165

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

29. TRADE AND BILLS PAYABLES

29. 應付貿易賬款及應付票據

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Trade payables	應付貿易賬款	138,907	71,966
Bills payables	應付票據	6,008	51,840
		144,915	123,806

a) An ageing analysis of the trade payables as at the end of the reporting period based on the suppliers' statement date is as follows:

a) 於報告期末，按供應商結算單日期為基準之應付貿易賬款之賬齡分析如下：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Within 90 days	90日內	124,281	59,371
91 to 180 days	91至180日	13,402	11,261
181 to 360 days	181至360日	127	65
1 to 2 years	1至2年	90	67
Over 2 years	超過2年	1,007	1,202
		138,907	71,966

b) The trade payables are non-interest-bearing and are normally settled within 30 to 120 days.

b) 應付貿易賬款為免息，一般於30至120日內清付。

c) An ageing analysis of the bills payables as at the end of the reporting period based on bills issue date is as follows:

c) 於報告期末，按票據發出日期為基準之應付票據之賬齡分析如下：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Within 90 days	90日內	5,793	756
91 to 180 days	91至180日	215	25,666
181 to 360 days	181至360日	-	25,240
1 to 2 years	1至2年	-	178
		6,008	51,840

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

29. TRADE AND BILLS PAYABLES (Continued)

d) At 31 December 2018, included within trade and bills payable were bills payable of RMB6,008,000 (2017: RMB50,373,000) being secured by the pledged bank deposits of approximately RMB5,394,000 (2017: approximately RMB27,583,000) (note 28(a)).

29. 應付貿易賬款及應付票據 (續)

d) 於2018年12月31日，計入應付貿易賬款及應付票據者為應付票據人民幣6,008,000元（2017年：人民幣50,373,000元），以已抵押銀行存款約人民幣5,394,000元（2017年：約人民幣27,583,000元）作抵押（附註28(a)）。

30. DEFERRED INCOME, ACCRUALS AND OTHER PAYABLES

30. 遞延收入、應計費用及其他應付款項

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Accruals	應計費用	21,733	10,523
Salary payables	應付薪金	100,061	38,504
Other payables for acquisition of property, plant and equipment	收購物業、廠房及設備之其他應付款項	10,623	4,658
Other payables	其他應付款項	1,370	8,323
Due to a non-controlling party of a non-wholly-owned subsidiary	應付一間非全資附屬公司非控股方	200	191
Financial liabilities measured at amortised cost	以攤銷成本計量之金融負債	133,987	62,199
Deferred income (note 31)	遞延收入（附註31）	2,954	3,324
Deposit received for disposal of subsidiaries (note 23)	出售附屬公司之已收按金（附註23）	-	22,950
Receipts in advance	預收收入	1,595	732
Other tax payable	其他應付稅項	3,347	18,626
		141,883	107,831

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

30. DEFERRED INCOME, ACCRUALS AND OTHER PAYABLES (Continued)

The amount due to a non-controlling part of a non-wholly-owned subsidiary is unsecured, interest-free, and repayable on demand.

31. DEFERRED INCOME

Government grants

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日之賬面值	25,419	32,945
Granted during the year	年內授出	869	640
Released as income (note 7)	發放作收入(附註7)	(3,326)	(8,166)
Carrying amount at 31 December	於12月31日之賬面值	22,962	25,419
Current portion included in deferred income, accruals and other payables (note 30)	包括在遞延收入、應計費用及其他應付款項之即期部分(附註30)	(2,954)	(3,324)
Non-current portion	非即期部分	20,008	22,095

The government grants have been received from various government authorities specifically for the purchases of qualified plant and equipment in respect of the production of MLCC. Except for the condition that the government grants must be specifically used for the purchases of qualified plant and equipment in respect of the production of MLCC, there are no other conditions attached to these grants.

30. 遞延收入、應計費用及其他應付款項(續)

應付一間非全資附屬公司非控股方金額為無抵押、免息及於要求時償還。

31. 遞延收入

政府補貼

從不同政府機關收取之政府補貼專用作購買生產MLCC之合資格廠房及設備。除政府補貼必須專門用作購買生產MLCC之合資格廠房及設備這一條件外，這些補貼並無其他條件。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

32. BANK AND OTHER LOANS

32. 銀行及其他貸款

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Bank loans:	銀行貸款：		
Secured and repayable within one year	有抵押且須於一年內償還	-	67,939
Other loans:	其他貸款：		
Unsecured and repayable within one year	無抵押且須於一年內償還	-	450,285
		-	518,224

- | | |
|---|---|
| <p>a) At 31 December 2017, the Group's bank loans and bank facilities were secured by:</p> <p>i) certain buildings, prepaid land lease payments, investment properties and accounts and bills receivables of the Group with carrying amounts of approximately RMB42,615,000, RMB10,345,000, RMB22,984,000 and RMB330,394,000 respectively;</p> <p>ii) all equity interests in Anhui Jineyang Electronic Technology Co., Ltd., a wholly-owned subsidiary of the Company;</p> <p>iii) a corporate guarantee provided by 深圳微容電子有限公司, a related company controlled by a member of key management personnel; and</p> <p>iv) a personal guarantee provided by a key management personnel of the Group as to the bank loan of RMB10,000,000.</p> | <p>a) 於2017年12月31日，本集團之銀行貸款及銀行授信由以下抵押：</p> <p>i) 本集團若干樓宇、土地租賃預付款項、投資物業及貿易賬款及應收票據之賬面值分別為約人民幣42,615,000元、人民幣10,345,000元、人民幣22,984,000元及人民幣330,394,000元；</p> <p>ii) 本公司全資附屬公司安徽金宇陽電子科技有限公司之全部股本權益；</p> <p>iii) 由一名主要管理人員控制之關聯公司深圳微容電子有限公司提供之企業擔保；及</p> <p>iv) 本集團一名主要管理人員就銀行貸款人民幣10,000,000元提供之個人擔保。</p> |
|---|---|

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

32. BANK AND OTHER LOANS (Continued)

- b) At 31 December 2017, the bank and other loans of approximately RMB70,464,000, and RMB447,760,000 were denominated in RMB and Hong Kong dollars ("HK\$"), respectively.
- c) The carrying amounts of the bank and other loans approximated their fair values.
- d) At 31 December 2017, bank loans of RMB67,939,000 were arranged at floating rates ranging from 2.01% to 6.53%.
- e) At 31 December 2017, other loans comprised of outstanding principal and interests of RMB418,655,000 and RMB31,630,000, respectively, which were due to the independent third parties to the Group. The principal of the other loans bore interest at the rate of 6% per annum.
- f) The Group's bank and other loans were fully settled during the year ended 31 December 2018.

33. BOND PAYABLE

The bond payable denominated in HK\$ comprises outstanding principal and interests of RMB349,660,000 (2017: RMB332,923,000) and RMB38,214,000 (2017: RMB60,930,000), respectively.

32. 銀行及其他貸款 (續)

- b) 於2017年12月31日，銀行及其他貸款約人民幣70,464,000元及人民幣447,760,000元分別以人民幣及港元列值。
- c) 銀行及其他貸款賬面值與其公平值相若。
- d) 於2017年12月31日，銀行貸款人民幣67,939,000元按浮動利率計息，利率介乎2.01%至6.53%。
- e) 於2017年12月31日，其他貸款包括未償還本金及利息分別為人民幣418,655,000元及人民幣31,630,000元，乃為應付予本集團獨立第三方之貸款。其他貸款之本金均按年利率6%計息。
- f) 於截至2018年12月31日止年度，本集團的銀行及其他貸款已悉數結清。

33. 應付債券

	2018	2017
	2018年	2017年
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Bond payable – repayable within one year 應付債券—須於1年內償付	387,874	393,853

以港元計值的應付債券包括未償還本金及利息分別為人民幣349,660,000元(2017年：人民幣332,923,000元)及人民幣38,214,000元(2017年：人民幣60,930,000元)。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

33. BOND PAYABLE (Continued)

On 14 August 2015, a wholly-owned subsidiary of the Company issued a two-year corporate bond with a principal amount of HK\$400,000,000 (equivalent to approximately RMB329,620,000) to an independent third party at an issue price equal to the face value of the bond. The bond was secured by all equity interests in two wholly-owned subsidiaries of the Company and was repayable on 13 August 2017. The principal of the bond payable bore interest at the rate of 8% per annum.

On 14 August 2017, the Group entered into an amendment deed with the bondholder (the "Bondholder") to revise the maturity date of the bond to 14 August 2018 and amended the interest rate to 6% per annum for the outstanding principal for the period from 15 August 2017 to 14 August 2018.

On 14 August 2018, the Group entered into an amendment deed with the Bondholder to revise the maturity date of the bond to 14 August 2019 and amended the interest rate to 8% per annum for the outstanding principal for the period from 15 August 2018 to 14 August 2019.

On 18 December 2018, the Group entered into a deed of release with the Bondholder for the bond secured by equity interests in a wholly-owned subsidiary of the Company, Junjia Management Ltd (formerly known as Eyang Energy Management Co., Ltd.), which was disposed of by the Group on the same date.

As at 31 December 2018, the bond is secured by all equity interests in a wholly-owned subsidiary of the Company, Eyang Management Co., Ltd and is repayable on 14 August 2019.

33. 應付債券 (續)

於2015年8月14日，本公司一間全資附屬公司發行一份兩年期本金額為400,000,000港元（相當於約人民幣329,620,000元）之公司債券予一名獨立第三方，發行價為債券之面值。該債券以本公司兩間全資附屬公司之全部股本權益為抵押，並須於2017年8月13日償付。應付債券之本金按年利率8%計息。

於2017年8月14日，本集團與債券持有人（「債券持有人」）訂立修訂契據，以將債券之屆滿日期改為2018年8月14日，並將於2017年8月15日至2018年8月14日期間之未償還本金年利率改為6%。

於2018年8月14日，本集團與債券持有人訂立修訂契據，以將債券之屆滿日期改為2019年8月14日，並將於2018年8月15日至2019年8月14日期間之未償還本金年利率改為8%。

於2018年12月18日，本集團與債券持有人就由本公司的全資附屬公司駿佳管理有限公司（前稱Eyang Energy Management Co., Ltd.）之股本權益作抵押之債券訂立解除契據，該公司於同日被本集團出售。

於2018年12月31日，該債券以本公司一間全資附屬公司Eyang Management Co., Ltd之全部股本權益為抵押，並須於2019年8月14日償付。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

33. BOND PAYABLE (Continued)

The Group may at any time after the first anniversary of the issue date of the bond to the maturity date to early redeem the whole outstanding bond payable, including the principal amount of HK\$400,000,000 and the interest accrued thereon, with the prior written consent from the Bondholder, provided that not less than 15 days' advance notice of such redemption intention shall have been given to the Bondholder.

34. OBLIGATIONS UNDER FINANCE LEASE

At 31 December 2018, the Group had obligations under finance lease repayable as follows:

33. 應付債券 (續)

本集團可於債券發行日期滿一週年之日起至屆滿日期，在取得債券持有人事先書面同意下隨時提前贖回全數未償還應付債券，包括本金額400,000,000港元連同應計利息，惟債券持有人須獲不少於15日有關此贖回意向之預先通知。

34. 融資租賃承擔

於2018年12月31日，本集團應償還之融資租賃承擔如下：

		2018 2018年		2017 2017年	
		Present value of the minimum lease payments 最低租賃 款項現值 RMB'000 人民幣千元	Total minimum lease payments 最低租賃 款項總值 RMB'000 人民幣千元	Present value of the minimum lease payments 最低租賃 款項現值 RMB'000 人民幣千元	Total minimum lease payments 最低租賃 款項總值 RMB'000 人民幣千元
Within 1 year	一年內	118	124	110	119
After 1 year but within 2 years	一年後但兩年內	121	124	113	119
After 2 years but within 5 years	兩年後但五年內	52	53	165	168
		173	177	278	287
		291	301	388	406
Less: Total future interest expenses	減：未來利息支出 總額		(10)		(18)
Present value of lease obligations	租賃承擔現值		291		388

The obligations under finance lease are denominated in HK\$.

融資租賃承擔以港元計值。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

35. DEFERRED TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

35. 綜合財務狀況表中的遞延稅項

a) Deferred tax assets recognised

a) 已確認之遞延稅項資產

		Provision against slow-moving inventories	Credit loss allowance of accounts and other receivables 應收款項 及其他應收 款項之信貸 虧損撥備	Impairment of items of property, plant and equipment 物業、廠房 及設備 項目減值	Impairment of other intangible assets 其他無形 資產減值	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2017	於2017年1月1日	5,686	2,052	17,986	29	25,753
Charged to the consolidated statement of profit or loss and other comprehensive income during the year (note 9)	年內於綜合損益及其他全面收益表扣除(附註9)	(2,199)	(60)	(2,699)	–	(4,958)
At 31 December 2017 and 1 January 2018	於2017年12月31日及2018年1月1日	3,487	1,992	15,287	29	20,795
Effect on deferred tax balances at 1 January resulting from a change in tax rate (note 9)	稅率變動對遞延稅項於1月1日的結餘之影響(附註9)	(1,359)	(784)	(5,273)	–	(7,416)
Credited/(charged) to the consolidated statement of profit or loss and other comprehensive income during the year (note 9)	年內於綜合損益及其他全面收益表入賬/(扣除)(附註9)	10,441	835	(574)	(29)	10,673
At 31 December 2018	於2018年12月31日	12,569	2,043	9,440	–	24,052

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

35. DEFERRED TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

b) Deferred tax liabilities recognised

35. 綜合財務狀況表中的遞延稅項 (續)

b) 已確認之遞延稅項負債

		Withholding taxes	Depreciation allowances in excess of related depreciation 超出 相關折舊的 折舊撥備	Total
		預扣稅 RMB'000 人民幣千元	RMB'000 人民幣千元	總計 RMB'000 人民幣千元
At 1 January 2017	於2017年1月1日	3,462	-	3,462
Charged to the consolidated statement of profit or loss and other comprehensive income during the year (note 9)	年內於綜合損益及其他全面收益表扣除 (附註9)	6,119	-	6,119
At 31 December 2017 and 1 January 2018	於2017年12月31日及2018年1月1日	9,581	-	9,581
Charged to the consolidated statement of profit or loss and other comprehensive income during the year (note 9)	年內於綜合損益及其他全面收益表扣除 (附註9)	18,466	15,860	34,326
At 31 December 2018	於2018年12月31日	28,047	15,860	43,907

Pursuant to the PRC Enterprise Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5%. The Group is therefore liable to withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated as from 1 January 2008.

根據中國企業所得稅法，外國投資者從於中國大陸成立的外商投資企業獲得之股息須按照10%的稅率徵收預扣稅。該規定於2008年1月1日起生效，適用於2007年12月31日後之盈利。倘中國大陸與外國投資者所處司法權區存在稅收協定，則可能應用較低預扣稅率。本集團適用稅率為5%。因此，於中國大陸成立之附屬公司若就2008年1月1日起產生之盈利分派股息，本集團須繳納預扣稅。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

35. DEFERRED TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

b) Deferred tax liabilities recognised (Continued)

At 31 December 2018, there was no significant unrecognised deferred tax liability (2017: nil) for taxes that would be payable on the unremitted earnings of certain Group's subsidiaries.

c) Deferred tax assets not recognised

As at 31 December 2018, the Group has unused tax losses of approximately RMB13,858,000 (2017: RMB17,740,000) available for offset against future profits. No deferred tax was recognised in the consolidated statement of financial position as at 31 December 2018 (2017: nil) since it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity. Expiry dates of unrecognised tax losses are as follows:

35. 綜合財務狀況表中的遞延稅項 (續)

b) 已確認之遞延稅項負債 (續)

於2018年12月31日，本集團若干附屬公司未匯入之未予免稅盈利並無大量未確認之遞延稅項負債（2017年：無）。

c) 未確認之遞延稅項資產

於2018年12月31日，本集團有未動用稅項虧損約人民幣13,858,000元（2017年：人民幣17,740,000元）可供抵銷未來溢利。於2018年12月31日，由於相關稅務司法權區及實體均不可能出現未來應課稅利潤以動用稅項虧損，故無遞延稅項在綜合財務狀況表中確認（2017年：無）。未確認稅項虧損的到期日如下：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Unrecognised tax losses will expire in:	未確認稅項虧損將於以下時間到期：		
2018	2018年	-	234
2019	2019年	-	1,758
2020	2020年	-	933
2021	2021年	-	4,734
		-	7,659
Unrecognised tax losses without expiry date	無到期日之未確認稅項虧損	13,858	10,081
		13,858	17,740

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

36. EQUITY-SETTLED SHARE-BASED TRANSACTIONS

a) Share options

The Company operates a share option scheme (the "Scheme A") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme A include (a) any proposed employee, any full-time or part-time employee, or a person for the time being seconded to work full-time or part-time for any member of the Group; (b) a director or proposed director (including an independent non-executive director) of any member of the Group; (c) a direct or indirect shareholder of any member of the Group; (d) a supplier of goods or services to any member of the Group; (e) a customer, consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of the Group; (f) a person or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to any member of the Group; and (g) an associate of any of the foregoing persons. The Scheme A became effective on 30 November 2007 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. Accordingly, the Scheme A expired on 30 November 2017.

36. 股權結算以股份為基礎之交易

a) 購股權

本公司運營一項購股權計劃（「計劃A」），向對本集團營運成功作出貢獻之合資格參與者提供獎勵及回報。計劃A之合資格參與者包括(a)本集團任何成員公司的任何擬聘請僱員、任何全職或兼職僱員，或當時借調擔任全職或兼職的人士；(b)本集團任何成員公司的董事或擬聘請董事（包括獨立非執行董事）；(c)本集團任何成員公司的直接或間接股東；(d)本集團任何成員公司的貨品或服務供應商；(e)本集團任何成員公司的客戶、顧問、業務或合營夥伴、特許商、承包商、代理或代表；(f)向本集團任何成員公司提供設計、研究、開發或其他支援或任何諮詢、顧問、專業或其他服務的人士或實體；及(g)任何前述人士的聯繫人士。計劃A於2007年11月30日生效，而除非被註銷或修訂，其將自該日起10年內有效。因此，計劃A已於2017年11月30日屆滿。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

36. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (Continued)

a) Share options (Continued)

The maximum number of shares in respect of which share options may be granted under the Scheme A shall not exceed 10% of the Shares in issue as at the date of listing of the Shares on the Main Board of the Stock Exchange (which is 21 December 2007) (the "Scheme Mandate Limit") provided that the Company may at any time as the Board may think fit seek approval from its shareholders to refresh the Scheme Mandate Limit, save that the maximum number of Shares which may be issued upon exercise of all share options to be granted under the Scheme A and any other schemes of the Company shall not exceed 10% of the Shares in issue as at the date of approval by the shareholders of the Company in general meeting where the Scheme Mandate Limit is refreshed. The maximum number of shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Scheme A and any other share options granted and yet to be exercised under any other schemes shall not exceed 30% of the Company's issued share capital from time to time. The maximum number of shares issuable under share options to each eligible participant in the Scheme A within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

36. 股權結算以股份為基礎之交易 (續)

a) 購股權 (續)

根據計劃A可授出之購股權所涉及最高股份數目，不得超逾於股份在聯交所主板上市之日（即2007年12月21日）已發行股份之10%（「計劃授權限額」），惟本公司可隨時由董事會酌情尋求股東批准更新計劃授權限額，而因行使所有根據計劃A及本公司任何其他計劃將授出之購股權而可能發行之最高股份數目，不得超逾於本公司股東在股東大會上批准更新計劃授權限額之日已發行股份之10%。於所有根據計劃A已授出但尚未行使的發行在外購股權及根據任何其他計劃已授出但尚未行使的任何其他購股權獲行使後可予發行的最高股份數目，不得超逾本公司不時的已發行股本30%。於任何12個月期間，根據計劃A各合資格參與者獲授購股權可予發行的最高股份數目上限為本公司任何時間已發行股份的1%。進一步授出超過該上限的購股權須獲股東於股東大會上批准。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

36. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (Continued)

a) Share options (Continued)

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the Independent Non-executive Directors. In addition, any share options granted to a substantial shareholder or an Independent Non-executive Director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of offer, upon payment of a nominal consideration of HK\$1 per grant by the grantee. The exercisable period of the share options granted under the Scheme A is determinable by the directors of the Company, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of offer of the share options or the expiry of the Scheme A, if earlier.

The exercise price of the share options is determinable by the directors, but may not be less than whichever the highest of (i) the nominal value of the Company's shares; (ii) the Stock Exchange closing price of the Company's shares on the date of grant of the share options; and (iii) the average Stock Exchange closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant.

36. 股權結算以股份為基礎之交易 (續)

a) 購股權 (續)

向本公司董事、高級行政人員或主要股東或彼等的任何聯繫人士授出購股權，須待獨立非執行董事事先批准後方可進行。此外，於任何12個月期間內向本公司主要股東或獨立非執行董事或彼等的任何聯繫人士授予的任何購股權，倘超過本公司任何時間已發行股份的0.1%及總值（按授出日期本公司股份價格計算）超過5,000,000港元者，須待股東於股東大會上事先批准後方可進行。

授出購股權的要約可於要約日期後28日內在承授人支付每份購股權1港元的象徵式代價後獲得接納。根據計劃A授出的購股權的行使期由本公司董事釐定，並於若干歸屬期後開始及於由提出購股權要約日期起計10年內或計劃A屆滿時（倘較早發生）結束。

購股權的行使價由董事釐定，但不得低於以下三者的最高者(i)本公司股份面值；(ii)授出購股權當日本公司股份在聯交所的收市價；及(iii)緊接授出日期前5個營業日本公司股份在聯交所每日報價表所報的平均聯交所收市價。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

36. EQUITY-SETTLED SHARE-BASED TRANSACTIONS *(Continued)*

a) Share options *(Continued)*

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

Each option gives the holder the right to subscribe for one ordinary share in the Company and is settled gross in shares.

b) Share award scheme by the Company

On 14 July 2017 (the "Adoption Date"), the Board adopted a share award scheme (the "Scheme B") for the purposes of (i) providing the beneficiaries with an opportunity to acquire a proprietary interest in the Company; (ii) encouraging and retaining the beneficiaries to work with the Company; and (iii) providing additional incentive for the beneficiaries to achieve performance goals, with a view to achieving the objectives of increasing the value of the Company and aligning the interests of the beneficiaries directly to the shareholders of the Company through ownership of shares. A trustee, as an independent third party, was appointed by the Company for the administration of the Scheme B. The award shares may be satisfied by (i) existing shares to be acquired by the trustee from the market; or (ii) new shares to be allotted and issued to the trustee by the Company under the mandate sought from the shareholders in its general meeting, in both case the costs of which will be borne by the Company. The trustee shall hold such shares in trust until they are vested to the beneficiaries in accordance to the rules of the Scheme B.

36. 股權結算以股份為基礎之交易 (續)

a) 購股權 (續)

購股權並無賦予持有人獲派股息或於股東大會上投票的權利。

各購股權給予持有人權利可認購一股本公司普通股且全數以股份結算。

b) 本公司之股份獎勵計劃

於2017年7月14日(「採納日期」)，董事會採納股份獎勵計劃(「計劃B」)，以(i)為受益人提供機會取得本公司擁有權權益；(ii)激勵及挽留受益人效力本公司；及(iii)為受益人提供額外獎勵，履行表現目標，以達致提高本公司價值及透過股份擁有權將受益人與本公司股東之利益直接掛鈎之目標。本公司委任一名受託人作為獨立第三方管理計劃B。獎勵股份可用以下股份履行：(i)受託人將於市場上收購之現有股份；或(ii)本公司將根據於其股東大會上向股東尋求之授權向受託人配發及發行之新股份，兩種情況之費用均由本公司承擔。受託人須根據計劃B之規則以信託形式持有該等股份，直至其歸屬予受益人為止。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

36. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (Continued)

b) Share award scheme by the Company (Continued)

The directors of the Company may, from time to time, at its discretion select any employee of the Group for participation in the Scheme B and grant such number of awarded shares to any selected employee of the Group at nil consideration. The directors of the Company are entitled to impose any conditions with respect to the vesting of the awarded shares.

The Scheme B came into effect on the Adoption Date, and shall terminate on the earlier of (i) the tenth anniversary date of the Adoption Date; and (ii) such date of early termination as determined by the directors of the Company.

The aggregate number of shares, whether they are new shares to be allotted and issued by the Company or existing shares to be purchased on-market by the trustee, underlying all grants made pursuant to the Scheme B shall not exceed in total 10% of the Company's issued share capital as at the adoption date (the "Scheme Limit"). No account shall be taken into the calculation of the Scheme Limit of any shares where the right to acquire such shares has been released or lapsed in accordance with the Scheme B. The Scheme Limit may be refreshed from time to time subject to obtaining of prior approval from the Board (the "New Approval") but in any event the aggregate number of award shares administered under the Scheme B shall not exceed 10% of the issued share capital of the Company as at the date of the New Approval.

During the year ended 31 December 2018, no share of the Company has been purchased from the open market (2017: nil). At 31 December 2018, no share of the Company was held in trust by the trustee (2017: nil).

36. 股權結算以股份為基礎之交易 (續)

b) 本公司之股份獎勵計劃 (續)

本公司董事可不時按其酌情權揀選本集團任何僱員參加計劃B，以及按零代價，向本集團的任何獲選僱員授出有關數目的獎勵股份。本公司董事有權就歸屬獎勵股份而施加任何條件。

計劃B於採納日期生效，以及將於以下較早出現的日期終止：(i)自採納日期起計滿十週年，及(ii)本公司董事決定的提早終止日期。

根據計劃B授出之所有股份（無論是本公司將配發及發行之新股份或受託人將在場內購入之現有股份）總數合共不應超過本公司於採納日期已發行股本之10%（「計劃上限」）。於計算計劃上限時，根據計劃B予以收購之權利已解除或失效之任何股份不應計算在內。計劃上限可經董事會事先批准（「新批准」）後不時更新，惟根據計劃B管理之獎勵股份總數無論如何均不應超過本公司於新批准日期已發行股本之10%。

於截至2018年12月31日止年度，概無於公開市場購入任何本公司股份（2017年：無）。於2018年12月31日，受託人概無以信託形式持有任何本公司股份（2017年：無）。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

36. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (Continued)

b) Share award scheme by the Company (Continued)

Movements in the number of awarded shares outstanding during the years are as follows:

Categories of awardees	Date of grant (Note i)	Fair value per share (Note ii)	Balance at 1 January 2017	Number of awarded shares 獎勵股份數目				
				Granted during the year	Lapsed during the year	Balance at 31 December 2017 and 1 January 2018	Lapsed during the year	Balance at 31 December 2018
獲獎勵人類別	授出日期 (附註i)	每股公平值 (附註ii)	2017年1月1日結餘	於年內授出	於年內失效	2017年12月31日及2018年1月1日結餘	於年內失效	2018年12月31日結餘
Directors of the Company (note iv) 本公司董事 (附註iv)	14 July 2017 2017年7月14日	RMB1 人民幣1元	-	17,874,000	(5,958,000)	11,916,000	(5,958,000)	5,958,000

Notes:

- i) The date of award refers to the date on which the selected employees agree to undertake to hold the awarded shares on the terms on which they are granted and agreed to be bound by the rules of the Scheme B.
- ii) The fair value of the awarded shares are based on the fair value at the date of grant.
- iii) The awarded shares granted to the beneficiaries during the year ended 31 December 2017 would be vested in three tranches of 1,986,000 shares each on the vesting date on 31 March 2018, 2019 and 2020 respectively. Subject to the expiration of the Scheme B, in the event that the specific vesting conditions cannot be fulfilled on a particular vesting date of any given year, the entire vesting schedule shall be adjourned until such conditions are met. Upon expiry of the Scheme B, any outstanding but unvested award shares shall lapse and become returned shares.
- iv) 17,874,000 awarded shares granted during the year ended 31 December 2017 were granted to Mr. Zhou Chunhua, Mr. Kwok Oi Lung Roy and Mr. Xue Hongjian, each of them were granted 5,958,000 awarded shares.

During the year ended 31 December 2018, the vesting conditions cannot be fulfilled and the vesting schedule has been adjourned.

The Group recognised the expense of RMB856,000 (2017: RMB2,206,000) for the year ended 31 December 2018 in relation to shares granted under the Scheme B by the Company.

36. 股權結算以股份為基礎之交易 (續)

b) 本公司之股份獎勵計劃 (續)

已授予獎勵股份於年內之數目變動如下：

Categories of awardees	Date of grant (Note i)	Fair value per share (Note ii)	Balance at 1 January 2017	Number of awarded shares 獎勵股份數目				
				Granted during the year	Lapsed during the year	Balance at 31 December 2017 and 1 January 2018	Lapsed during the year	Balance at 31 December 2018
獲獎勵人類別	授出日期 (附註i)	每股公平值 (附註ii)	2017年1月1日結餘	於年內授出	於年內失效	2017年12月31日及2018年1月1日結餘	於年內失效	2018年12月31日結餘
Directors of the Company (note iv) 本公司董事 (附註iv)	14 July 2017 2017年7月14日	RMB1 人民幣1元	-	17,874,000	(5,958,000)	11,916,000	(5,958,000)	5,958,000

附註：

- i) 獎勵日期指獲選僱員同意承諾按獎勵股份的授出條款持有獎勵股份並同意受計劃B規則約束之日期。
- ii) 獎勵股份之公平值乃根據其於授出日期之公平值釐定。
- iii) 於截至2017年12月31日止年度授予受益人之獎勵股份將分三批歸屬，每批為1,986,000股股份，歸屬日期分別為2018年、2019年及2020年3月31日。倘於計劃B屆滿後，特定歸屬條件無法於任何指定年度之特定歸屬之日達成，則整個歸屬期將延期，直至有關條件獲達成。計劃B屆滿後，任何已授出但尚未歸屬的獎勵股份將告失效並成為退還股份。
- iv) 於截至2017年12月31日止年度授出之17,874,000股獎勵股份分別授予周春華先生、郭凱龍先生及薛鴻健先生，彼等各獲授5,958,000股獎勵股份。

於截至2018年12月31日止年度，歸屬條件無法達成，歸屬期已延期。

本集團就本公司根據計劃B授出之股份，於截至2018年12月31日止年度確認開支人民幣856,000元（2017年：人民幣2,206,000元）。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

36. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (Continued)

c) Share award granted by the Company's shareholder

A share award arrangement was entered into by Mr. Huang and Cosmic Riches Investments Limited ("Cosmic Riches"), a shareholder of the Company, on 29 April 2016, pursuant to which Mr. Huang acquired 49,600,350 shares of the Company ("Interested Shares") from Cosmic Riches at a consideration of HK\$101,681,000 (equivalent to approximately RMB86,690,000), which is payable by five yearly installments and is offset by the yearly sign-on bonus of the same amount for five years granted by Cosmic Riches to Mr. Huang as an incentive to join the Company. The Interested Shares are subject to a lock-up period of five years and maximum of 20% of the Interested Shares may be disposed of in each year thereafter. The vesting of Interested Shares is five years.

The average fair value of each Interested Shares of HK\$1.53 is estimated by using the fair value (that is market value) of the Company's share closing price at the date of grant less the cost for securing put options ("Put Options"). The Black-Scholes Option Pricing Model was employed in deriving the fair value of the Put Options which was estimated on the date of grant using the following assumptions:

Expected volatility (%)	64.67% – 73.90%
Risk free interest rate (%)	1.54% – 1.77%
Lock-up period (years)	6 – 10 years

36. 股權結算以股份為基礎之交易 (續)

c) 本公司股東授出之股份獎勵

2016年4月29日，黃先生與本公司股東坤裕投資有限公司（「坤裕」）訂立一份股份獎勵安排，據此，黃先生向坤裕收購本公司49,600,350股股份（「權益股份」），代價為101,681,000港元（相當於約人民幣86,690,000元），按五筆年度分期款支付，並與坤裕授予黃先生作為加入本公司之獎勵的五年期每年等額就職獎金相抵銷。權益股份設有五年禁售期，之後每年最多可售出權益股份的20%。權益股份之歸屬期為五年。

每股權益股份之平均公平值為1.53港元，乃運用本公司股份於授出當天之收市價扣減認沽期權（「認沽期權」）之保證成本後之公平值（即市價）估計。認沽期權之公平值乃採用柏力克－舒爾斯期權定價模型得出，並於授出日期採用下列假設評估：

預期波幅 (%)	64.67% – 73.90%
無風險利率 (%)	1.54% – 1.77%
禁售期 (年)	6 – 10年

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

37. EMPLOYEE RETIREMENT BENEFITS

Defined contribution retirement plans

The Group operates a Mandatory Provident Fund Scheme (“the MPF scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are 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 plan vest immediately.

The Group also participates in a state-managed retirement benefit scheme operated by the government of the PRC. The employees of the Group’s subsidiaries in the PRC are members of a state-managed retirement benefit scheme. The subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

The total cost charged to profit or loss of RMB10,669,000 (2017: RMB8,048,000) represents contributions paid to these schemes by the Group for the year ended 31 December 2018. As at 31 December 2018, there were no material forfeitures available to offset the Group’s future contributions (2017: nil).

37. 僱員退休福利

定額供款退休計劃

本集團根據香港《強制性公積金計劃條例》為受香港《僱傭條例》管轄的僱員設立強制性公積金計劃（「強積金計劃」）。強積金計劃是一項由獨立受託人管理的定額供款退休計劃。根據強積金計劃，僱主及僱員分別須按僱員相關收入之5%向計劃作出供款，惟相關月收入以30,000港元為上限。向計劃作出的供款即時歸屬。

本集團亦參加一項由中國政府設立的國家管理退休福利計劃。本集團在中國附屬公司的僱員均參加國家管理退休福利計劃。附屬公司均須按工資成本之特定比例向退休福利計劃繳納供款作福利資金。本集團就此項退休福利計劃的惟一責任是繳納指定的供款。

計入損益的總成本人民幣10,669,000元（2017年：人民幣8,048,000元）乃本集團截至2018年12月31日止年度向相關計劃繳納之供款。於2018年12月31日，並無重大沒收金額可抵銷本集團之未來供款（2017年：無）。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

38. 本公司之財務狀況表

		Notes 附註	2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備		4	4
Investments in subsidiaries	於附屬公司之投資		252,255	252,255
			252,259	252,259
Current assets	流動資產			
Due from subsidiaries	應收附屬公司款項		914,418	809,119
Deposits and prepayments	按金及預付款項		20	19
Cash and bank balances	現金及銀行結餘		1,493	8,441
			915,931	817,579
Current liabilities	流動負債			
Accruals and other payables	應計費用及其他應付款項		4,057	13,152
Dividends payable	應付股息		88	88
Due to subsidiaries	應付附屬公司款項		473,345	393,918
Tax payable	應付稅項		4,677	–
			482,167	407,158
Net current assets	流動資產淨值		433,764	410,421
NET ASSETS	資產淨值		686,023	662,680
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	39(a)	6,637	6,637
Reserves	儲備	39(b)	679,386	656,043
TOTAL EQUITY	總權益		686,023	662,680

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

39. CAPITAL AND RESERVES

a) Share capital

i) Authorised and issued share capital

		2018 2018年 HKD'000 港幣千元	2017 2017年 HKD'000 港幣千元
Authorised:	法定：		
1,000,000,000 ordinary shares of HK\$0.01 each	1,000,000,000股每股面值0.01港元之普通股	10,000	10,000
Issued and fully paid:	已發行及繳足：		
At the beginning of the year 744,750,000 (2017: 496,500,000) ordinary shares of HK\$0.01 each	於年初744,750,000股 (2017年：496,500,000股) 每股面值0.01港元之普通股	7,448	4,965
Issuance of shares upon open offer on 14 February 2017 (248,250,000 ordinary shares of HK\$0.01 each)	於2017年2月14日公開發售時發行之 股份(248,250,000股 每股面值0.01港元之普通股)	-	2,483
At the end of the year 744,750,000 (2017: 744,750,000) ordinary shares of HK\$0.01 each	於年末744,750,000股 (2017年：744,750,000股) 每股面值0.01港元之普通股	7,448	7,448
Equivalent to RMB'000	相當於人民幣千元	6,637	6,637

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

ii) Shares issued upon open offer

The Company completed the open offer on 14 February 2017 which raised net proceeds of HK\$365,049,000 (equivalent to approximately RMB303,757,000) by way of an open offer of 248,250,000 offer shares at subscription price of HK\$1.50 per offer share on the basis of one offer share for every two shares held. Of the net proceeds raised approximately HK\$2,483,000 (equivalent to approximately RMB2,066,000) was credited to share capital and the remaining balance of approximately HK\$362,566,000 (equivalent to approximately RMB301,691,000) was credited to share premium account.

39. 資本及儲備

a) 股本

i) 法定及已發行股本

普通股之擁有人有權收取不時宣派的股息，並就每股股份在本公司股東大會上享有一票表決權。所有普通股均對本公司之剩餘資產享有同等權利。

ii) 公開發售時發行之股份

本公司於2017年2月14日完成一項公開發售，按每持有兩股股份獲發一股發售股份之基準，以每股發售股份認購價1.50港元公開發售248,250,000股發售股份，所得款項淨額為365,049,000港元（相當於約人民幣303,757,000元）。所得款項淨額當中，約2,483,000港元（相當於約人民幣2,066,000元）計入股本，餘下結餘約362,566,000港元（相當於約人民幣301,691,000元）則記入股份溢價賬。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

39. CAPITAL AND RESERVES (Continued)

b) Capital and Reserves

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 of the financial statements.

Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

The Company

39. 資本及儲備 (續)

b) 資本及儲備

本集團於本年度及過往年度之儲備金額及變動於財務報表中之綜合權益變動表呈列。

年初至年末間本公司個別權益成分之變動詳情載列如下：

本公司

Attributable to owners of the Company

本公司擁有人應佔

		Share capital	Share premium account	Contributed surplus	Share award reserve	Accumulated losses	Total equity
		股本	股份溢價賬	實繳盈餘	獎勵儲備	累計虧損	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2017	於2017年1月1日	4,571	189,827	375,138	-	(182,153)	387,383
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	-	-	-	-	(43,586)	(43,586)
Deemed contribution from owner for the share-award transactions (note 36(c))	股份獎勵交易中的擁有人視作注資(附註36(c))	-	-	12,920	-	-	12,920
Recognition of equity-settled share-based payment expenses under share award scheme (note 36(b))	確認股份獎勵計劃項下按股權結算以股份為基礎之付款開支(附註36(b))	-	-	-	2,206	-	2,206
Issuance of shares upon open offer (note 39(a)(ii))	於公開發售時發行之股份(附註39(a)(ii))	2,066	307,865	-	-	-	309,931
Share issue expense under open offer (note 39(a)(ii))	公開發售項下股份發行費用(附註39(a)(ii))	-	(6,174)	-	-	-	(6,174)
At 31 December 2017	於2017年12月31日	6,637	491,518	388,058	2,206	(225,739)	662,680
At 1 January 2018	於2018年1月1日	6,637	491,518	388,058	2,206	(225,739)	662,680
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	-	-	22,487	22,487
Recognition of equity-settled share-based payment expenses under share award scheme (note 36(b))	確認股份獎勵計劃項下按股權結算以股份為基礎之付款開支(附註36(b))	-	-	-	1,895	-	1,895
Lapse of share award granted	已授出股份獎勵失效	-	-	(23,106)	(1,039)	23,106	(1,039)
At 31 December 2018	於2018年12月31日	6,637	491,518	364,952	3,062	(180,146)	686,023

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

39. CAPITAL AND RESERVES (Continued)

c) Nature and purpose of reserves

i) Share premium

Under the Companies Law (Revised) of the Cayman Islands, the share premium account of the Company is distributable to the shareholders of the Company provided that immediately following the date on which a dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

ii) Contributed surplus

The contributed surplus of the Group represents:

- the difference of RMB203,536,000 being the excess of the nominal value of the shares and contributed surplus of the subsidiaries acquired pursuant to the group reorganisation over the nominal value of the Company's shares issued in exchange therefor;
- the deficit of RMB2,823,000 arising from the acquisition of Dongguan Eyang Technology Development Co., Ltd. ("DG Eyang") from the non-controlling shareholders of DG Eyang;
- the deficit of RMB1,774,000 arising from the disposal of Shenzhen Eycm Technology Co., Ltd. to the related party;

39. 資本及儲備 (續)

c) 儲備之性質及用途

i) 股份溢價

根據開曼群島公司法(經修訂)，本公司之股份溢價賬可分派予本公司股東，惟在緊接建議分派股息當日後，本公司須有能力清償日常業務中的到期債務。

ii) 實繳盈餘

本集團之實繳盈餘指：

- 根據集團重組已收購附屬公司之股份面值及實繳盈餘超出本公司就交換而發行之股份面值之差額人民幣203,536,000元；
- 因向東莞市宇陽科技發展有限公司(「東莞宇陽」)非控股股東收購東莞宇陽而產生之虧絀人民幣2,823,000元；
- 向關聯方出售深圳市億通科技有限公司產生之虧絀人民幣1,774,000元；

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

39. CAPITAL AND RESERVES (Continued)

c) Nature and purpose of reserves (Continued)

ii) Contributed surplus (Continued)

- the credit of RMB9,468,000 arising from the deemed contribution from the shareholders when acquiring Shenzhen Eyang Energy Company Limited and its subsidiary (the “Energy Group”) during the year ended 31 December 2012; and
- the deficit of RMB650,000 arising from deemed distribution to the shareholders when disposing the Energy Group during the year ended 31 December 2013.

iii) Share award reserve

The share award reserve comprises the portion of the fair value of unvested outstanding award shares granted by the Company that has been recognised in accordance with the accounting policy adopted for share-based payments in note 2(t)(ii).

iv) Exchange fluctuation reserve

The exchange fluctuation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 2(x).

v) Fair value reserve (non-recycling)

The fair value reserve (non-recycling) comprises the cumulative net change in the fair value of equity investment designated at FVOCI under IFRS 9 that are held at the end of the reporting period (see note 2(i)).

39. 資本及儲備 (續)

c) 儲備之性質及用途 (續)

ii) 實繳盈餘 (續)

- 截至2012年12月31日止年度，在收購深圳市宇陽能源有限公司及其附屬公司（「能源集團」）時，視作股東注資產生之進賬人民幣9,468,000元；及
- 截至2013年12月31日止年度，在出售能源集團時，視作向股東分派產生之虧絀人民幣650,000元。

iii) 股份獎勵儲備

股份獎勵儲備包括本公司授出之未歸屬獎勵股份之公平值部分，該部分公平值乃根據附註2(t)(ii)有關以股份為基礎之付款所採用之會計政策進行確認。

iv) 匯率波動儲備

匯率波動儲備包括所有換算海外業務財務報表所產生之外匯差異。該儲備根據附註2(x)所載之會計政策處理。

v) 公平值儲備 (不可撥回)

公平值儲備 (不可撥回) 包括報告期末所持根據國際財務報告準則第9號指定為按公平值計入其他全面收益的股權投資之公平值累計變動淨額 (見附註2(i))。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

39. CAPITAL AND RESERVES (Continued)

c) Nature and purpose of reserves (Continued)

vi) Statutory reserve

Pursuant to applicable PRC regulations, certain PRC subsidiaries in the Group are required to appropriate 10% of their profit after tax (after offsetting prior year losses) to the statutory reserve until such reserve reaches 50% of their registered capital. Transfers to the reserve must be made before distribution of dividends to shareholders. Upon approval by relevant authorities, the statutory reserve can be utilised to offset the accumulated loss or to increase the paid-up capital of the subsidiary, provided that the balance after such issue is not less than 25% of its registered capital.

d) Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximize shareholders' value.

The Group is not subject to any externally imposed capital requirements except for one subsidiary licensed by the Securities and Futures Commission which is obliged to meet the regulatory liquid capital requirements under the Securities and Futures (Financial Resources) Rules ("FRR") at all times.

39. 資本及儲備 (續)

c) 儲備之性質及用途 (續)

vi) 法定儲備

根據適用中國法規，本集團若干中國附屬公司須將其10%除稅後溢利（經抵銷過往年度虧損）分撥至法定儲備，直至儲備達註冊股本之50%。儲備轉撥須於向股東分派股息前作出。經相關當局批准後，法定儲備可用於抵銷累計虧損或增加附屬公司之已繳足股本，惟該抵銷後，結餘須不少於其註冊資本之25%。

d) 資本管理

本集團資本管理之主要目的是確保本集團能持續經營及維持健康的資本比率，以支持業務並實現股東價值之最大化。

本集團無須受限於任何外部施加之資本要求，惟獲證券及期貨事務監察委員會發牌之一間附屬公司始終須遵守證券及期貨（財政資源）規則（「財政資源規則」）項下的流動性資本監管規定。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

39. CAPITAL AND RESERVES (Continued)

d) Capital management (Continued)

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. For the licensed subsidiary, the Group ensures the licensed subsidiary maintains a liquid capital level adequate to support the level of activities with sufficient buffer to accommodate for increase in liquidity requirements arising from potential increase in the level of business activities. During the financial year, the licensed subsidiary complied with the liquid capital requirements under the FRR at all times. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2018 and 2017.

The Group monitors capital using a gearing ratio, which is net debt divided by capital plus net debt. Net debt is calculated as the sum of bank and other loans, bond payable, obligations under finance lease, trade and bills payables, accruals and other payables (excluding deferred income and receipts in advance) and dividends payable less cash and cash equivalents. Capital represents equity attributable to owners of the Company (excluding share capital). The Group's policy is to keep the gearing ratio at a reasonable level. The gearing ratios as at the end of the reporting periods are as follows:

39. 資本及儲備 (續)

d) 資本管理 (續)

本集團管理其資本結構並根據經濟狀況變動對其作出調整。要維持或調整資本結構，本集團或需調整對股東之股息支付、向股東歸還資本或發行新股份。就持牌附屬公司而言，本集團確保持牌附屬公司維持足以支持業務活動水平之流動資本水平，並具備充分的緩衝資金可適應由業務活動水平潛在增長而增加之流動性需求。於本財政年度內，持牌附屬公司一直遵守財政資源規則項下的流動性資本規定。截至2018年及2017年12月31日止年度，管理資本之目標、政策或程序並無變更。

本集團以資產負債比率監察資本，資產負債比率即淨債務除以資本加上淨債務。淨債務按銀行及其他貸款、應付債券、融資租賃承擔、應付貿易賬款及應付票據、應計費用及其他應付款項（不包括遞延收入及預收收入）及應付股息之和減現金及現金等價物計算。資本指本公司擁有人之應佔權益（不包括股本）。本集團之政策是將資產負債比率維持在合理之水平上。於報告期末之資產負債比率如下：

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

39. CAPITAL AND RESERVES (Continued)

d) Capital management (Continued)

39. 資本及儲備 (續)

d) 資本管理 (續)

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Bank and other loans	銀行及其他貸款	–	518,224
Bond payable	應付債券	387,874	393,853
Obligations under finance lease	融資租賃承擔	291	388
Trade and bills payables	應付貿易賬款及應付票據	144,915	123,806
Accruals and other payables	應計費用及其他應付款項	137,334	80,825
Dividends payables	應付股息	88	88
Less: Cash and cash equivalents (note 28)	減：現金及現金等價物(附註28)	(490,467)	(678,642)
Net debt	淨債務	180,035	438,542
Total equity excluding share capital	總權益(不包括股本)	980,383	825,538
Equity and net debt	權益及淨債務	1,160,418	1,264,080
Gearing ratios	資產負債比率	16%	35%

40. COMMITMENTS

a) Operating lease commitments

i) The Group as lessor

The Group leases its investment properties (note 15) under operating lease arrangements. Leases are negotiated for terms ranging from one to eight years, with an option to renew the lease when all terms are renegotiated. None of the leases includes contingent rentals.

40. 承擔

a) 經營租約承擔

i) 本集團作為出租人

本集團根據經營租約安排租出投資物業(附註15)。經商討之租約年期由1年至8年不等，可選擇於重新磋商所有條款時續租。該等租約不包括或然租金。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

40. COMMITMENTS (Continued)

a) Operating lease commitments (Continued)

i) The Group as lessor (Continued)

At 31 December 2018, total future minimum lease payments under non-cancellable operating leases in place will be receivable by the Group in future period as follows:

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	一年內	4,999	6,369
After one year but within five years	一年後但五年內	6,344	13,821
After five years	五年後	2,621	-
		13,964	20,190

ii) The Group as lessee

The Group is the lessee in respect of certain of its factories and office premises under operating lease arrangements. Leases for properties are negotiated for terms of two to six years, with an option to renew the lease when all terms are renegotiated. None of the leases includes contingent rentals. Pursuant to the lease agreements, the monthly lease charges for certain leases is subject to review by the landlord based on market terms every two years.

At 31 December 2018, the Group had total future minimum lease payments under non-cancellable operating leases payable as follows:

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	一年內	12,560	6,188
After one year but within five years	一年後但五年內	38,506	2,940
After five years	五年後	4,337	-
		55,403	9,128

40. 承擔 (續)

a) 經營租約承擔 (續)

i) 本集團作為出租人 (續)

於2018年12月31日，本集團將於未來期間根據現有不可撤回經營租約應收之未來最低租金總額如下：

ii) 本集團作為承租人

本集團為其於經營租約安排項下若干廠房及辦公物業的承租人。物業租約之年期經商討為2年至6年，可選擇於重新磋商所有條款時續租。該等租約不包括或然租金。根據租約協議，若干租約的每月租賃費用將由業主根據市場條款每兩年進行檢討。

於2018年12月31日，本集團根據不可撤回經營租約應付之未來最低租金總額如下：

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

40. COMMITMENTS (Continued)

b) Capital commitments

Capital commitments outstanding at 31 December 2018 not provided for in the financial statements were as follows:

40. 承擔 (續)

b) 資本承擔

於2018年12月31日並未於財務報表作撥備之資本承擔如下：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Contracted for:	已訂約：		
Plant and machinery	廠房及機器	92,796	34,129
Fund Investments	基金投資	76,044	72,414
Investment in an associate	於一間聯營公司之投資	-	100
		168,840	106,643

41. RELATED PARTY TRANSACTIONS AND BALANCES

In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the year and balances with related parties at the end of the reporting period:

41. 關聯方交易及結餘

除於該等財務報表其他章節詳述之交易外，本集團於年內與關聯方之交易及於報告期末與關聯方之結餘如下：

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

41. RELATED PARTY TRANSACTIONS AND BALANCES (Continued)

a) Recurring transactions

Name of parties 關聯方名稱	Nature of transactions 交易性質	2018	2017
		RMB'000 人民幣千元	RMB'000 人民幣千元
Wasen-Tianli Investment Management Limited ("Wasen-Tianli")	Management fee paid or payable to Wasen-Tianli (i)	-	1,653
Wasen-Tianli Investment Management Limited (「Wasen-Tianli」)	Management fee received or receivable from Wasen-Tianli (i)	-	1,075
UBL 普華	Interest income from UBL (ii)	-	5,488

Notes:

- (i) The transactions were conducted in accordance with terms mutually-agreed by the parties.
- (ii) The interest income arose from loan receivable from joint venture which was fully repaid during the year ended 31 December 2017.
- (iii) Wasen-Tianli is a joint venture of the Group. On 1 February 2018, Wasen-Tianli became a subsidiary of the Group.

41. 關聯方交易及結餘 (續)

a) 經常性之交易

		2018	2017
		RMB'000 人民幣千元	RMB'000 人民幣千元
	Management fee paid or payable to Wasen-Tianli (i)	-	1,653
	Management fee received or receivable from Wasen-Tianli (i)	-	1,075
	Interest income from UBL (ii)	-	5,488

附註：

- (i) 該等交易按雙方互相協定之條款進行。
- (ii) 利息收入來自應收合營公司之貸款(已於截至2017年12月31日止年度悉數償還)。
- (iii) Wasen-Tianli為本集團之合營公司。於2018年2月1日，Wasen-Tianli成為本集團之附屬公司。

b) Outstanding balance with related parties

Due from	應收款項	Maximum amount outstanding 最高未結算金額	
		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Subsidiaries of joint ventures (ii)	合營公司之附屬公司(ii)	-	829
UBL (ii)	普華(ii)	-	272,999
		-	829

b) 與關聯方之尚未結清結餘

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

41. RELATED PARTY TRANSACTIONS AND BALANCES (Continued)

b) Outstanding balance with related parties (Continued)

Notes:

- (i) The carrying amounts of these balances approximate their fair values.
- (ii) Details of the terms and conditions of the amounts due from joint ventures are disclosed in note 18.
- (iii) All outstanding balances with related parties will be settled in cash. No guarantees have been given or received. No provision of bad or doubtful debts in respect of the amounts owed by related parties (2017: nil) has been recognised in the year ended 31 December 2018.

c) Key management personnel remuneration

The key management personnel include directors of the Company (note 10) and certain highest paid employees (note 11), and their remuneration is as follows:

41. 關聯方交易及結餘 (續)

b) 與關聯方之尚未結清結餘 (續)

附註：

- (i) 該等結餘之賬面值與其公平值相若。
- (ii) 應收合營公司款項之條款及條件詳情於附註18披露。
- (iii) 與關聯方之所有尚未結清結餘將以現金結算。概無作出或收到任何擔保。於截至2018年12月31日止年度，概無就關聯方所結欠款項確認呆壞賬撥備（2017年：無）。

c) 主要管理層人員之薪酬

主要管理層人員包括本公司董事（附註10）及若干最高薪僱員（附註11），其薪酬詳情如下：

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Short-term employee benefits	短期僱員福利	46,537	21,631
Post-employment benefits	僱員離職後福利	64	96
Equity compensation benefits	股本補償福利	856	15,126
		47,457	36,853

Total remuneration is included in "staff costs" (see note 8(b)).

薪酬總額計入「員工成本」（見附註8(b)）。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

42. PARTICULAR OF SUBSIDIARIES OF THE COMPANY

Particulars of the principal subsidiaries as at 31 December 2018 are as follows:

42. 本公司附屬公司之詳情資料

主要附屬公司於2018年12月31日之詳情資料如下：

Name 名稱	Place of incorporation/ operation 註冊成立／營業地點	Issued and fully paid-up/ registered capital 已發行及繳足／註冊股本	Percentage of equity attributable to the Company 本公司應佔股本百分比		Principal activities 主要業務
			Direct 直接 %	Indirect 間接 %	
Eyang Management Co., Ltd.	BVI/HK 英屬處女群島／香港	10,000 ordinary shares of US\$1 each 10,000股每股面值1美元之普通股	100	–	Investment holding 投資控股
Hong Kong Eyang Holdings (Group) Co., Ltd. 香港宇陽控股(集團)有限公司	HK/PRC 香港／中國	10,000 ordinary shares 10,000股普通股	–	100	Investment holding and trading of MLCC 投資控股及買賣MLCC
Hong Kong Eyang Technology Co., Ltd. 香港宇陽科技有限公司	HK/PRC 香港／中國	500,000 ordinary shares 500,000股普通股	–	100	Trading of MLCC 買賣MLCC
深圳市宇陽科技發展有限公司*	PRC/PRC 中國／中國	Registered capital of RMB350,000,000 註冊資本人民幣350,000,000元	–	100	Manufacture and sale of MLCC 製造及銷售MLCC
Anhui Jineyang Electronic Technology Co., Ltd. 安徽金宇陽電子科技有限公司	PRC/PRC 中國／中國	Registered capital of RMB4,500,000 註冊資本人民幣4,500,000元	–	100	Manufacture of MLCC 製造MLCC

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

42. PARTICULAR OF SUBSIDIARIES OF THE COMPANY (Continued)

42. 本公司附屬公司之詳情資料 (續)

Name 名稱	Place of incorporation/ operation 註冊成立/營業地點	Issued and fully paid-up/ registered capital 已發行及繳足/註冊股本	Percentage of equity attributable to the Company 本公司應佔股本百分比		Principal activities 主要業務
			Direct 直接 %	Indirect 間接 %	
NER Management Ltd.	BVI/HK 英屬處女群島/香港	1 ordinary share of US\$1 1股面值1美元之普通股	100	–	Inactive 暫未營業
EY Management Services Limited 宇陽管理服務有限公司	HK/HK 香港/香港	1 ordinary share 1股普通股	–	100	Financial investment 金融投資
Tianli Financial Limited	HK/HK 香港/香港	55,000,000 ordinary shares 55,000,000股普通股	–	100	License corporation and provision of advisory services 持牌法團及提供諮詢服務
Tianli Investment Management Limited	Cayman 開曼	1 ordinary share of US\$1 1股面值1美元之普通股	–	100	Provision for fund management services 提供基金管理服務
Tianli Financial Group Limited	Cayman/HK 開曼/香港	1 ordinary share of US\$1 1股面值1美元之普通股	100	–	Investment holding 投資控股
Tianli Capital Limited	Cayman/Cayman 開曼/開曼	1 ordinary share of US\$1 1股面值1美元之普通股	–	100	Investment in private funds 私募基金投資
Tianli Global Opportunities Investment Partners Limited	Cayman/Cayman 開曼/開曼	1 ordinary share of US\$1 1股面值1美元之普通股	–	100	General Partner of investment private fund 私募基金投資普通合夥人

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

42. PARTICULAR OF SUBSIDIARIES OF THE COMPANY (Continued)

42. 本公司附屬公司之詳情資料(續)

Name 名稱	Place of incorporation/ operation 註冊成立/營業地點	Issued and fully paid-up/ registered capital 已發行及繳足/註冊股本	Percentage of equity attributable to the Company 本公司應佔股本百分比		Principal activities 主要業務
			Direct 直接 %	Indirect 間接 %	
Tianli China Opportunities Fund I Limited	Cayman/Cayman 開曼/開曼	1 ordinary share of US\$1 1股面值1美元之普通股	-	100	General Partner of investment private fund 私募基金投資普通合夥人
Tianli China Opportunities Fund II Limited	Cayman/Cayman 開曼/開曼	1 ordinary share of US\$1 1股面值1美元之普通股	-	100	General Partner of investment private fund 私募基金投資普通合夥人
Tianli UK Opportunities Fund Limited	Cayman/Cayman 開曼/開曼	1 ordinary share of US\$1 1股面值1美元之普通股	-	100	General Partner of investment private fund 私募基金投資普通合夥人
Tianli US Opportunities Fund Limited	Cayman/Cayman 開曼/開曼	1 ordinary share of US\$1 1股面值1美元之普通股	-	100	General Partner of investment private fund 私募基金投資普通合夥人
Tianli Private Debt Investment Partners Limited	Cayman/Cayman 開曼/開曼	1 ordinary share of US\$1 1股面值1美元之普通股	-	100	General Partner of investment private fund 私募基金投資普通合夥人
Tianli Private Debt Fund Investment Limited	Cayman/Cayman 開曼/開曼	1 ordinary share of US\$1 1股面值1美元之普通股	-	100	General Partner of investment private fund 私募基金投資普通合夥人

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

42. PARTICULAR OF SUBSIDIARIES OF THE COMPANY (Continued)

42. 本公司附屬公司之詳情資料 (續)

Name 名稱	Place of incorporation/ operation 註冊成立/營業地點	Issued and fully paid-up/ registered capital 已發行及繳足/註冊股本	Percentage of equity attributable to the Company 本公司應佔股本百分比		Principal activities 主要業務
			Direct 直接 %	Indirect 間接 %	
Tianli Public Markets Investment Partners Limited	Cayman/Cayman 開曼/開曼	1 ordinary share of US\$1 1股面值1美元之普通股	-	100	General Partner of investment private fund 私募基金投資普通合夥人
Tianli Special Situations Investment Partners Limited	Cayman/Cayman 開曼/開曼	1 ordinary share of US\$1 1股面值1美元之普通股	-	100	General Partner of investment private fund 私募基金投資普通合夥人
Tianli M & A Investment Limited	Cayman/Cayman 開曼/開曼	1 ordinary share of US\$1 1股面值1美元之普通股	-	100	General Partner of investment private fund 私募基金投資普通合夥人
Asia Enhanced Income Investment Ltd.	Cayman/Cayman 開曼/開曼	1 ordinary share of US\$1 1股面值1美元之普通股	-	71	General Partner of investment private fund 私募基金投資普通合夥人
Wasen-Tianli Investment Management Limited	Cayman/Cayman 開曼/開曼	2 ordinary shares of US\$1 each 2股每股面值1美元之普通股	-	100	Assets managements 資產管理
Wasen-Tianli SPC	Cayman/Cayman 開曼/開曼	1 ordinary share of US\$1 1股面值1美元之普通股	-	100	Assets managements 資產管理
Universal Blossom Limited 普華有限公司	BVI/Macau 英屬處女群島/澳門	10,000 ordinary shares of US\$1 each 10,000股每股面值1美元之 普通股	-	100	Investment holding 投資控股

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

42. PARTICULAR OF SUBSIDIARIES OF THE COMPANY (Continued)

42. 本公司附屬公司之詳情資料(續)

Name 名稱	Place of incorporation/ operation 註冊成立/營業地點	Issued and fully paid-up/ registered capital 已發行及繳足/註冊股本	Percentage of equity attributable to the Company 本公司應佔股本百分比		Principal activities 主要業務
			Direct 直接 %	Indirect 間接 %	
Tianli Financial Holdings Limited	HK/HK	2,000,000 ordinary shares	–	100	Investment holding and provision of financial services
天利金融控股有限公司	香港/香港	2,000,000股普通股			投資控股及提供金融服務
Tianhe Medical Investment Limited	BVI/HK	1,000 ordinary shares of US\$1 each	–	50.7	Investment holding
	英屬處女群島/香港	1,000股每股面值1美元之普通股			投資控股
First Promise Limited	BVI/HK	100 ordinary shares of US\$1 each	–	50.7	Financial investment
	英屬處女群島/香港	100股每股面值1美元之普通股			金融投資
Star Chaser Ventures Limited	Cayman/Cayman	10,000 ordinary shares of US\$1 each	–	100	Financial investment
	開曼/開曼	10,000股每股面值1美元之普通股			金融投資
Asia Capital Real Estate V Pte. Ltd. ("ACRE")	Singapore/ Singapore	5,316,169 ordinary shares of US\$1 each and 100 ordinary shares of SGD\$1 each	–	94.42	Financial investment
Asia Capital Real Estate V Pte. Ltd. (「ACRE」)	新加坡/新加坡	5,316,169股每股面值1美元之普通股及100股每股面值1新元之普通股			金融投資
Tianli Investment Trading Limited	HK/HK	20,000,000 ordinary shares	–	100	General trading
天利投資貿易有限公司	香港/香港	20,000,000股普通股			一般貿易

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

42. PARTICULAR OF SUBSIDIARIES OF THE COMPANY (Continued)

42. 本公司附屬公司之詳情資料 (續)

Name 名稱	Place of incorporation/ operation 註冊成立/營業地點	Issued and fully paid-up/ registered capital 已發行及繳足/註冊股本	Percentage of equity attributable to the Company 本公司應佔股本百分比		Principal activities 主要業務
			Direct 直接 %	Indirect 間接 %	
Celestial Hope Limited	BVI/HK	10,000 ordinary shares of US\$1 each	-	100	Investment holding
天望有限公司	英屬處女群島/香港	10,000股每股面值1美元之 普通股			投資控股
深圳市天望諮詢合夥企業 (有限合夥)*	PRC/PRC	Paid-up capital of RMB nil out of registered capital of RMB5,000,000	-	100	Inactive
	中國/中國	人民幣5,000,000元註冊資本中 已繳資本人民幣零元			暫未營業
深圳天譽投資合夥企業 (有限合夥)*	PRC/PRC	Paid-up capital of RMB nil out of registered capital of RMB5,000,000	-	100	Inactive
	中國/中國	人民幣5,000,000元註冊資本中 已繳資本人民幣零元			暫未營業
深圳市天盛諮詢管理合夥企業 (有限合夥)*	PRC/PRC	Paid-up capital of RMB nil out of registered capital of RMB5,000,000	-	100	Inactive
	中國/中國	人民幣5,000,000元註冊資本中 已繳資本人民幣零元			暫未營業

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

42. PARTICULAR OF SUBSIDIARIES OF THE COMPANY (Continued)

42. 本公司附屬公司之詳情資料 (續)

Name 名稱	Place of incorporation/ operation 註冊成立/營業地點	Issued and fully paid-up/ registered capital 已發行及繳足/註冊股本	Percentage of equity attributable to the Company 本公司應佔股本百分比		Principal activities 主要業務
			Direct 直接 %	Indirect 間接 %	
深圳市天農科技有限公司 [^]	PRC/PRC 中國/中國	Paid-up capital of RMB70,000,000 out of registered capital of RMB70,000,000 人民幣70,000,000元註冊資本中 已繳資本人民幣70,000,000元	–	100	Financial technology 金融科技
天榆諮詢(深圳)有限公司 [*]	PRC/PRC 中國/中國	Paid-up capital of RMB2,500,000 out of registered capital of RMB5,000,000 人民幣5,000,000元註冊資本中 已繳資本人民幣2,500,000元	–	100	Investment holding 投資控股
深圳潤利投資管理有限公司 [#]	PRC/PRC 中國/中國	Paid-up capital of RMB2,500,000 out of registered capital of RMB10,000,000 人民幣10,000,000元註冊資本中 已繳資本人民幣2,500,000元	–	100	Financial investment 金融投資

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

42. PARTICULAR OF SUBSIDIARIES OF THE COMPANY (Continued)

- * These companies were established in the PRC in the form of wholly-foreign-owned enterprises.
- # These companies were established in the PRC as PRC domestic-invested companies.
- ⊗ These companies were established in the PRC in the form of limited partnership.
- ^ This company was established in the PRC in the form of sino-foreign equity joint venture.

At 31 December 2018 and 2017, there is no subsidiary of the Group which has material non-controlling interests.

The English name of companies established in the PRC are for identification purpose only.

43. ACQUISITION OF SUBSIDIARIES

- (i) On 22 February 2018, the Group acquired 94.42% voting equity interest in ACRE, a company engaged in asset management business, and its associate (collectively, the "ACRE V Group"), at a cash consideration of approximately US\$5,019,000 (approximately RMB31,717,000).

42. 本公司附屬公司之詳情資料 (續)

- * 該等為於中國成立的外商獨資企業。
- # 該等為於中國成立的中國內資投資公司。
- ⊗ 該等為於中國成立的有限合夥企業。
- ^ 該等為於中國成立的中外合資經營企業。

於2018年及2017年12月31日，本集團概無任何附屬公司擁有重大非控股權益。

43. 收購附屬公司

- (i) 於2018年2月22日，本集團以現金代價約5,019,000美元（約人民幣31,717,000元）收購ACRE（一間從事資產管理業務的公司）及其聯營公司（統稱為「ACRE V集團」）94.42%之投票股權。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

43. ACQUISITION OF SUBSIDIARIES

(Continued)

(i) (Continued)

The fair values of identifiable assets and liabilities recognised as a result of the acquisition are as follows:

		Fair value 公平值 RMB'000 人民幣千元
Interest in an associate	於一間聯營公司之權益	33,629
Other payables and accruals	其他應付款項及應計費用	(37)
Total identifiable net assets at fair value	可識別淨資產之公平值總額	33,592
Non-controlling interests, based on their proportionate interest in the recognised amounts of the assets and liabilities of ACRE V Group	非控股權益，基於其對ACRE V集團已確認之資產及負債金額所承擔的比例確定	(1,875)
Consideration, satisfied by cash	以現金結算之代價	31,717
Less: Cash and cash equivalent acquired	減：所收購現金及現金等價物	-
Deposit paid for acquisition in prior year	上一年度已付之收購按金	(31,717)
Net cash outflow arising on acquisition	收購產生之淨現金流出	-

(ii) On 1 February 2018, the Group acquired further 50% equity interests in UBL and Wasen-Tianli (note 18) which resulted in a gain on acquisition of RMB3,302,000.

The fair values of identifiable assets and liabilities recognised as a result of the acquisition are as follows:

		Fair value 公平值 RMB'000 人民幣千元
Other receivables	其他應收款項	863
Cash and bank balances	現金及銀行結餘	6,531
Other payables and accruals	其他應付款項及應計費用	(863)
Total identifiable net assets at fair value	可識別淨資產之公平值總額	6,531
Consideration, satisfied by cash	以現金結算之代價	228
Less: Cash and cash equivalent acquired	減：所收購現金及現金等價物	(6,531)
Net cash inflow arising on acquisition	收購產生之淨現金流入	(6,303)

43. 收購附屬公司 (續)

(i) (續)

因收購確認的可識別資產及負債之公平值如下：

(ii) 於2018年2月1日，本集團收購普華及Wasen-Tianli之額外50%股權（附註18），產生收購收益人民幣3,302,000元。

因收購確認的可識別資產及負債之公平值如下：

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

44. DISPOSAL OF SUBSIDIARIES

44. 出售附屬公司

		2018 2018年			2017 2017年
		Disposal Group I 出售組別I (note i) (附註i) RMB'000 人民幣千元	Disposal Group II 出售組別II (note ii) (附註ii) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Noble Sky Investment Limited 御天投資 有限公司 (note iii) (附註iii) RMB'000 人民幣千元
Consideration received	已收代價				
Consideration received in cash and cash equivalents	以現金及現金等價物收取之代價	28,702	82,590	111,292	81,689
Consideration set off against the Group's capital contribution to fund investments	抵銷本集團對基金投資注資之代價	-	-	-	43,215
Total consideration received	已收代價總額	28,702	82,590	111,292	124,904
Analysis of assets and liabilities over which control was lost	失去控制權之資產及負債之分析				
Non-current assets	非流動資產				
Property, plant and equipment (note 14)	物業、廠房及設備 (附註14)	-	57,963	57,963	-
Prepaid land lease payments (note 16)	土地租賃預付款項 (附註16)	-	16,925	16,925	-
Current assets	流動資產				
Cash and cash equivalents	現金及現金等價物	15,138	2,782	17,920	18
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	-	741	741	-
Loan receivables	應收貸款	-	-	-	109,337
Interest receivables	應收利息	-	-	-	7,940
Current liabilities	流動負債				
Deferred income, accruals and other payables	遞延收入、應計費用及其他應付款項	(27)	(4,375)	(4,402)	-
Tax payables	應付稅項	-	(8,274)	(8,274)	-
Shareholder's loan due to the Group	應付本集團股東貸款	-	-	-	(115,538)
Non-current liabilities	非流動負債				
Other loans	其他貸款	-	(42,688)	(42,688)	-
Net assets disposed of	出售之淨資產	15,111	23,074	38,185	1,757

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

44. DISPOSAL OF SUBSIDIARIES (Continued)

44. 出售附屬公司 (續)

		2018 2018年			2017 2017年
		Disposal Group I 出售組別I (note i) (附註i) RMB'000 人民幣千元	Disposal Group II 出售組別II (note ii) (附註ii) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Noble Sky Investment Limited 御天投資 有限公司 (note iii) (附註iii) RMB'000 人民幣千元
Gain on disposal of subsidiaries	出售附屬公司之收益				
Consideration received	已收代價	28,702	82,590	111,292	124,904
Net assets disposed of	出售之淨資產	(15,111)	(23,074)	(38,185)	(1,757)
Cumulative exchange loss reclassified from equity to profit or loss upon disposal of subsidiary	於出售附屬公司時，將累計匯兌虧損由權益重新分類至損益	-	(197)	(197)	-
Assignment of shareholder's loan due to the Group	轉讓應付本集團股東貸款	-	-	-	(115,538)
Gain on disposal	出售收益	13,591	59,319	72,910	7,609
The gain on disposal is included in "other income".	出售收益已包括在「其他收益」項下。				
Net cash inflow/(outflow) arising on disposal of subsidiaries	出售附屬公司產生之淨現金流入／(流出)				
Consideration received in cash and cash equivalents	以現金及現金等價物收取之代價	28,702	82,590	111,292	81,689
Less: Cash and cash equivalent balances disposed of	減：已出售之現金及現金等價物結餘	(15,138)	(2,782)	(17,920)	(18)
		13,564	79,808	93,372	81,671
Less: Consideration received in advance in prior year	減：上一年度預收之代價	(22,950)	-	(22,950)	-
		(9,386)	79,808	70,422	81,671

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

44. DISPOSAL OF SUBSIDIARIES (Continued)

Note

(i) On 9 January 2018, 17 January 2018, 27 September 2018 and 30 September 2018, the Group disposed of its entire equity interests in 深圳市香納商業保理有限公司, 北京希為科技有限公司, 深圳盛騰資產管理有限公司 and 瑾融資產管理(深圳)有限公司 (collective referred to as "Disposal Group I"), respectively, which carried out financial technologies business and asset management business at total consideration of RMB28,702,000.

(ii) On 24 August 2018, the Group disposed of the entire equity interests in 滁州德潤電子有限公司 which was engaged in the leasing of office and industrial space at a total consideration of RMB33,200,000.

On 18 December 2018, the Group disposed of the entire equity interests in Junjia Management Ltd (formerly known as Eyang Energy Management Co., Ltd.) and its subsidiaries which was engaged in the leasing of office and industrial space at a consideration of HK\$56,500,000 (equivalent to approximately RMB49,390,000).

滁州德潤電子有限公司 and Junjia Management Ltd and its subsidiaries are collectively referred to as "Disposal Group II".

(iii) On 20 February 2017, the Group disposed of the entire equity interests in, and shareholder's loan due from Noble Sky Investment Limited which carried out investment and financial service business.

44. 出售附屬公司 (續)

附註

(i) 於2018年1月9日、2018年1月17日、2018年9月27日及2018年9月30日, 本集團分別出售其於深圳市香納商業保理有限公司、北京希為科技有限公司、深圳盛騰資產管理有限公司及瑾融資產管理(深圳)有限公司(統稱為「出售組別I」)(從事金融科技業務及資產管理業務)之全部股權, 總代價為人民幣28,702,000元。

(ii) 於2018年8月24日, 本集團出售滁州德潤電子有限公司(從事寫字樓及工業物業租賃業務)之全部股權, 總代價為人民幣33,200,000元。

於2018年12月18日, 本集團出售駿佳管理有限公司(前稱Eyang Energy Management Co., Ltd.)及其附屬公司(從事寫字樓及工業物業租賃業務)之全部股權, 代價為56,500,000港元(相當於約人民幣49,390,000元)。

滁州德潤電子有限公司及駿佳管理有限公司及其附屬公司統稱為「出售組別II」。

(iii) 於2017年2月20日, 本集團出售御天投資有限公司(從事投資與金融服務業務)之全部股權及應收御天投資有限公司之股東貸款。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include the followings:

Categories of financial instruments

45. 財務風險管理之目標及政策

本集團之主要金融工具包括以下各項：

金融工具類別

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Financial assets	金融資產		
Accounts and bills receivables	應收款項及應收票據	277,353	391,319
Loan receivable from independent third parties	應收獨立第三方貸款	-	2,774
Other receivables	其他應收款項	6,597	5,658
Due from joint ventures	應收合營公司款項	-	829
Pledged bank deposits	已抵押銀行存款	13,187	28,633
Cash and bank balances	現金及銀行結餘	488,424	668,920
Financial assets at amortised cost (previously classified as loans and receivables)	按攤銷成本計量的金融資產 (先前分類為貸款及應收款項)	785,561	1,098,133
Financial assets at FVOCI	按公平值計入其他全面收益的金融資產	9,524	-
Available-for-sale investment	可供出售投資	-	26,222
Financial assets at FVPL	按公平值計入損益的金融資產		
- Designated at FVPL	- 指定按公平值計入損益	368,076	-
- Mandatorily measured at FVPL	- 強制按公平值計入損益計量	110,530	-
Financial assets designated at FVPL - fund investments	指定按公平值計入損益的金融資產 - 基金投資	-	551,949
		478,606	551,949
Financial liabilities	金融負債		
Trade and bills payables	應付貿易賬款及應付票據	144,915	123,806
Accruals and other payables	應計費用及其他應付款項	133,987	62,199
Bank and other loans	銀行及其他貸款	-	518,224
Bond payable	應付債券	387,874	393,853
Obligations under finance lease	融資租賃承擔	291	388
Dividends payable	應付股息	88	88
Financial liabilities at amortised cost	按攤銷成本計量的金融負債	667,155	1,098,558

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Categories of financial instruments (Continued)

The Group's principal financial instruments comprise bank and other loans, bond payable, and cash and bank balances and pledged bank deposits. The main purpose of these financial instruments is to raise/provide finance for the Group's operations. The Group has various other financial assets and liabilities such as accounts and bills receivables, loan receivable, trade and bills and other payables, which arose directly from its operations. The Group also invests in equity and debt investments.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

a) Fair values

i) Financial assets and liabilities measured at fair value

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in IFRS 13 Fair Value Measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs, that is, unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.

45. 財務風險管理之目標及政策 (續)

金融工具類別 (續)

本集團之主要金融工具包括銀行及其他貸款、應付債券、現金及銀行結餘以及已抵押銀行存款。這些金融工具之主要目的乃為本集團之經營籌措／提供資金。本集團擁有多項直接從其營運產生之其他金融資產及負債，例如應收款項及應收票據、應收貸款、應付貿易賬款及應付票據以及其他應付款項。本集團亦投資於股權及債務投資。

本集團金融工具涉及之主要風險為利率風險、外匯風險、信貸風險及流動資金風險。本集團面臨之該等風險及本集團為管理該等風險所採用之金融風險管理政策及常規載述如下。

a) 公平值

i) 按公平值計量之金融資產及負債

公平值架構

下表呈列本集團於報告期末按經常性基準計量之金融工具之公平值，並根據國際財務報告準則第13號「公平值計量」所界定之公平值架構分為三層公平值架構。公平值計量會參考估值方法所用輸入數據之可觀察程度及重要性劃分為不同層級，詳情如下：

- 第一層級估值：只使用第一層級輸入數據（即在計量日期相同資產或負債在活躍市場上未經調整之報價）計量公平值。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

a) Fair values (Continued)

i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

- Level 2 valuations: Fair value measured using Level 2 inputs, that is, observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

The Group has a team headed by the finance manager with the assistance of independent valuers to perform valuations for the financial instruments, including financial assets at FVOCI and at FVPL which are categorised into Level 3 of the fair value hierarchy. The team reports directly to the executive Directors and the audit committee. A valuation report with analysis of changes in fair value measurement is prepared by the team at each interim and annual reporting date, and is reviewed and approved by the executive Directors. Discussion of the valuation process and results with the executive Directors and the audit committee is held twice a year, to coincide with the reporting dates.

45. 財務風險管理之目標及政策 (續)

a) 公平值 (續)

i) 按公平值計量之金融資產及負債 (續)

公平值架構 (續)

- 第二層級估值：使用第二層級輸入數據（即不符合第一層級之可觀察輸入數據）而無使用重要的不可觀察輸入數據計量公平值。不可觀察輸入數據指無法提供市場數據之輸入數據。
- 第三層級估值：使用重要的不可觀察輸入數據計量公平值。

本集團擁有一個由財務經理帶領的小組，在獨立估值師的協助下對金融工具（包括歸類為公平值架構第三層級的按公平值計入其他全面收益及按公平值計入損益的金融資產）進行估值。該小組直接向執行董事及審核委員會匯報。該小組於各中期及年度報告日期編製附有公平值計量變動分析的估值報告，以供執行董事審閱及批准，並與執行董事及審核委員會對估值過程及結果進行討論，該討論每年舉行兩次，與報告日期一致。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

- a) Fair values (Continued)
- i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

45. 財務風險管理之目標及政策 (續)

- a) 公平值 (續)
- i) 按公平值計量之金融資產及負債 (續)

公平值架構 (續)

		Fair value measurements as at 31 December 2018 categorised into 於2018年12月31日的公平值計量分類			
		Fair value at 31 December 2018 於2018年 12月31日 的公平值 RMB'000 人民幣千元	Level 1 第一層級 RMB'000 人民幣千元	Level 2 第二層級 RMB'000 人民幣千元	Level 3 第三層級 RMB'000 人民幣千元
Recurring fair value measurements	經常性公平值計量				
Assets:	資產:				
Financial assets at FVOCI	按公平值計入其他全面 收益的金融資產				
– Unlisted equity instruments (note a)	– 非上市權益工具 (附註a)	9,524	–	–	9,524
Financial assets at FVPL	按公平值計入損益的 金融資產				
– Unlisted equity instruments (note b)	– 非上市權益工具 (附註b)	368,076	–	–	368,076
– Unlisted debt instruments (note c)	– 非上市債務工具 (附註c)	110,530	–	–	110,530
		488,130	–	–	488,130

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

a) Fair values (Continued)

i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

45. 財務風險管理之目標及政策 (續)

a) 公平值 (續)

i) 按公平值計量之金融資產及負債 (續)

公平值架構 (續)

	Fair value at 31 December 2017 於2017年 12月31日 的公平值 RMB'000 人民幣千元	Fair value measurements as at 31 December 2017 categorised into 於2017年12月31日的公平值計量分類		
		Level 1 第一層級 RMB'000 人民幣千元	Level 2 第二層級 RMB'000 人民幣千元	Level 3 第三層級 RMB'000 人民幣千元
Recurring fair value measurements	經常性公平值計量			
Assets:	資產:			
Available-for-sale investment	可供出售投資			
– Unlisted equity investment (note a)	– 非上市股權投資 (附註a)	26,222	–	–
Financial assets designated at FVPL – fund investments (note b)	指定按公平值計入損益的 金融資產 – 基金投資 (附註b)	551,949	–	–
		578,171	–	–

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

a) Fair values (Continued)

i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

During the years ended 31 December 2017 and 2018, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

Notes:

- a) The valuation techniques and key inputs used for unlisted financial assets at FVOCI/available-for-sale investment in level 3 fair value measurement at the end of the reporting period are as follows:

45. 財務風險管理之目標及政策 (續)

a) 公平值 (續)

i) 按公平值計量之金融資產及負債 (續)

公平值架構 (續)

截至2017年及2018年12月31日止年度，第一層級與第二層級之間並無轉撥，亦無從第三層級轉入或轉出。本集團政策是在發生轉撥之報告期末確認公平值架構各層級之間的轉撥。

附註：

- a) 於報告期末，用於按公平值計入其他全面收益的非上市金融資產／第三層級公平值計量可供出售投資的估值方法及關鍵輸入數據如下：

	Valuation techniques 估值方法	Significant unobservable inputs 具有重要意義不可觀察輸入數據	Range 範圍
Unlisted equity investment 非上市股權投資	Discounted cash flow 現金流折現	Discount for lack of marketability (note 1) 缺乏市場流通量折讓 (附註1)	20% (2017: 20%)
		Discount for lack of control (note 2) 缺乏控制權折讓 (附註2)	15% (2017: 15%)
		Weighted average cost of capital (note 3) 加權平均資本成本 (附註3)	12% (2017: 20%)
		Long-term revenue growth rate (note 4) 長期收益增長率 (附註4)	11% (2017: 3%)
		Long term pre-tax operating margin (note 5) 長期稅前經營溢利率 (附註5)	28% (2017: 34%)

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

a) Fair values (Continued)

i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

The fair value of unlisted equity investment is determined using the discounted cash flow adjusted for lack of marketability discount and lack of control discount. The fair value measurement is negatively correlated to the discount for lack of marketability, lack of control discount and weighted average cost of capital.

Notes:

- 1) At 31 December 2018, it is estimated that a general increase/decrease of discount for lack of marketability by 3% (2017: 3%), with all other variables held constant, would have decreased/increased the Group's other comprehensive income by approximately RMB503,000 (2017: RMB1,147,000).
- 2) At 31 December 2018, it is estimated that a general increase/decrease of discount for lack of control by 3% (2017: 3%), with all other variables held constant, would have decreased/increased the Group's other comprehensive income by approximately RMB503,000 (2017: RMB1,147,000).
- 3) At 31 December 2018, it is estimated that a general increase/decrease of weighted average cost of capital by 3% (2017: 3%), with all other variables held constant, would have decreased/increased the Group's other comprehensive income by approximately RMB4,963,000 (2017: RMB7,168,000).
- 4) At 31 December 2018, it is estimated that a general increase/decrease of long-term revenue growth rate by 3% (2017: 3%), with all other variables held constant, would have increased/decreased the Group's other comprehensive income by approximately RMB1,252,000 (2017: RMB318,000).
- 5) At 31 December 2018, it is estimated that a general increase/decrease of long-term pre-tax operating margin by 3% (2017: 3%), with all other variables held constant, would have increased/decreased the Group's other comprehensive income by approximately RMB1,373,000 (2017: RMB2,462,000).

45. 財務風險管理之目標及政策 (續)

a) 公平值 (續)

i) 按公平值計量之金融資產及負債 (續)

公平值架構 (續)

非上市股權投資的公平值乃採用經就缺乏市場流通量折讓及缺乏控制權折讓予以調整之現金流折現釐定。公平值計量與缺乏市場流通量折讓、缺乏控制權折讓及加權平均資本成本負相關。

附註：

- 1) 於2018年12月31日，在所有其他變量保持不變之情況下，缺乏市場流通量折讓整體增加／減少3%（2017年：3%），估計會令本集團其他全面收益減少／增加約人民幣503,000元（2017年：人民幣1,147,000元）。
- 2) 於2018年12月31日，在所有其他變量保持不變之情況下，缺乏控制權折讓整體增加／減少3%（2017年：3%），估計會令本集團其他全面收益減少／增加約人民幣503,000元（2017年：人民幣1,147,000元）。
- 3) 於2018年12月31日，在所有其他變量保持不變之情況下，加權平均資本成本整體增加／減少3%（2017年：3%），估計會令本集團其他全面收益減少／增加約人民幣4,963,000元（2017年：人民幣7,168,000元）。
- 4) 於2018年12月31日，在所有其他變量保持不變之情況下，長期收益增長率整體增加／減少3%（2017年：3%），估計會令本集團其他全面收益增加／減少約人民幣1,252,000元（2017年：人民幣318,000元）。
- 5) 於2018年12月31日，在所有其他變量保持不變之情況下，長期稅前經營溢利率整體增加／減少3%（2017年：3%），估計會令本集團其他全面收益增加／減少約人民幣1,373,000元（2017年：人民幣2,462,000元）。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

a) Fair values (Continued)

i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

- (b) For unlisted investment funds classified under Level 3 of the fair value measurement hierarchy, the fair values are determined based on the net asset values of those investment funds determined with reference to valuation of underlying investment portfolio and adjustments of related expenses. The higher the net assets values, the higher the fair value.
- (c) For unlisted investment in wealth management products issued by banks in PRC, the Group has estimated the fair value of these unlisted investments by using a discounted cash flow valuation model based on the market interest rate of instruments with similar terms and risks.

45. 財務風險管理之目標及政策 (續)

a) 公平值 (續)

i) 按公平值計量之金融資產及負債 (續)

公平值架構 (續)

- (b) 就分類於公平值計量架構第三層級項下之非上市投資基金而言，公平值乃根據該等投資基金之資產淨值，參考相關投資組合之估值釐定，並就相關開支作出調整。資產淨值越高，則公平值越高。
- (c) 就中國的銀行所發行財富管理產品之非上市投資而言，本集團使用現金流折現估值模式並以具有類似條款及風險工具之市場利率為基準，估計該等非上市投資之公平值。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

a) Fair values (Continued)

i) Financial assets and liabilities measured at fair value (Continued)

(d) The movements during the year in the balance of these Level 3 fair value measurements are as follow:

45. 財務風險管理之目標及政策 (續)

a) 公平值 (續)

i) 按公平值計量之金融資產及負債 (續)

(d) 該等第三層級公平值計量之結餘於年內變動如下：

		Financial asset at FVPL 按公平值計入損益的金融資產		Fund investments included in financial assets designated at FVPL 計入指定 按公平值 計入損益的 金融資產之 基金投資	Financial assets at FVOCI 按公平值 計入其他 全面收益的 金融資產	Unlisted available- for-sale investment 非上市可供 出售投資
		Unlisted debt instruments 非上市 債務工具 RMB'000 人民幣千元	Unlisted equity instruments 非上市 權益工具 RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2017	於2017年1月1日	-	-	-	-	28,225
Additions	添置	-	-	495,521	-	-
Net gain recognised in profit or loss included in revenue*	計入收入之於損益確認之 收益淨額*	-	-	69,275	-	-
Exchange differences included in "exchange fluctuation reserve" in other comprehensive income	計入其他全面收益 「匯率波動儲備」之 匯兌差額	-	-	(4,476)	-	(2,003)
Dividend received	已收股息	-	-	(8,371)	-	-
At 31 December 2017	於2017年12月31日	-	-	551,949	-	26,222
At 1 January 2018	於2018年1月1日	-	-	551,949	-	26,222
Reclassification under IFRS 9	國際財務報告準則第9號 項下之重新分類	-	551,949	(551,949)	26,222	(26,222)
Additions	添置	124,278	17,261	-	-	-
Disposals	出售	(13,748)	-	-	-	-
Net loss recognised in other comprehensive income	於其他全面收益確認之 虧損淨額	-	-	-	(18,017)	-
Net loss recognised in profit or loss included in revenue*	計入收入之於損益確認之 虧損淨額*	-	(215,069)	-	-	-
Exchange differences included in "exchange fluctuation reserve" in other comprehensive income	計入其他全面收益 「匯率波動儲備」之 匯兌差額	-	20,185	-	1,319	-
Dividend received	已收股息	-	(6,250)	-	-	-
At 31 December 2018	於2018年12月31日	110,530	368,076	-	9,524	-
* Includes unrealised gains or losses recognised in profit or loss attributable to balances held at the end of the reporting period 包括報告期末所持結餘應佔而於損益確認之未變現收益或虧損						
2018	2018年	-	(215,069)	-	-	-
2017	2017年	-	-	60,904	-	-

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

a) Fair values (Continued)

i) Financial assets and liabilities measured at fair value (Continued)

(d) (Continued)

Included in other comprehensive income is an amount of RMB18,017,000 loss (2017: nil) relating to unlisted equity securities classified as equity instruments at FVOCI (2017: Available-for-sale investment) held at the end of the current reporting period and is reported as changes in fair value reserve (non-recycling).

ii) Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values at 31 December 2018 and 2017.

b) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group's credit risk is primarily attributable to accounts receivables. The Group's exposure to credit risk arising from cash and cash equivalents and bills receivable is limited because the counterparties are banks and financial institutions with high credit ratings assigned by international credit-agencies, for which the Group considers to have low credit risk.

Accounts and bills receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 16% (2017: 12%) and 53% (2017: 33%) of the accounts and bills receivables was due from the Group's largest customer and the five largest customers respectively.

45. 財務風險管理之目標及政策 (續)

a) 公平值 (續)

i) 按公平值計量之金融資產及負債 (續)

(d) (續)

其他全面收益內之虧損金額人民幣18,017,000元(2017年:無)與於本報告期末所持分類為按公平值計入其他全面收益之權益工具之非上市股本證券(2017年:可供出售投資)有關,並列賬為公平值儲備變動(不可撥回)。

ii) 按公平值以外列賬之金融資產及負債之公平值

本集團按成本或攤銷成本列賬之金融工具之賬面值與其於2018年及2017年12月31日之公平值並無重大差異。

b) 信貸風險

信貸風險指因交易對方日後不履行其合約責任而導致本集團承受財務虧損之風險。本集團之信貸風險主要來自應收款項。本集團所面臨來自現金及現金等價物以及應收票據之信貸風險有限,因為對手方為國際信貸機構給予高信貸評級的銀行及金融機構,本集團認為其信貸風險很低。

應收款項及應收票據

本集團所面臨的信貸風險,主要受各客戶的個別特點所影響,而並非來自客戶所經營的行業或所在的國家,因此當本集團面臨個別客戶的重大風險時,將產生高度集中的信貸風險。於報告期末,本集團之最大客戶及五大客戶之到期應收款項及應收票據分別達16%(2017年:12%)及53%(2017年:33%)。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

b) Credit risk (Continued)

Accounts and bills receivables (Continued)

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Accounts receivables are due within one to four months from the date of billing. Debtors with balances that are more than four months past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

The Group measures loss allowances for accounts receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is further distinguished between the Group's different customer bases.

The following table provides information about the Group's exposure to credit risk and ECLs for accounts receivables of MLCC segment as at 31 December 2018:

		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總額 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Current (not past due)	即期 (未逾期)	1.5%	183,431	2,751
1-30 days past due	逾期1至30日	5.0%	13,146	657
31-60 days past due	逾期31至60日	10.0%	137	14
61-90 days past due	逾期61至90日	20.0%	–	–
More than 90 days past due	逾期超過90日	100.0%	9,347	9,347
			206,061	12,769

45. 財務風險管理之目標及政策 (續)

b) 信貸風險 (續)

應收款項及應收票據 (續)

本集團對所有要求信貸超過特定金額的客戶進行個別信貸評估。該等評估集中於客戶過往償還到期款項之記錄及現時之還款能力，並考慮客戶之特定資料以及運營所在經濟環境之特定資料。應收款項於發出賬單後一至四個月內到期。欠款逾期超過四個月的債務人須於支付所有未清償餘額後，方會獲授任何額外信貸。一般而言，本集團不要求客戶提供抵押品。

本集團按相等於全期預期信貸虧損之金額計量應收款項之虧損撥備，有關金額乃使用撥備矩陣計算得出。因本集團的過往信貸虧損經驗顯示不同客戶分部之虧損型態有重大差異，故按逾期狀態計算的虧損撥備在本集團不同客戶群間進一步區分。

下表載列有關本集團MLCC分部之應收款項於2018年12月31日面臨的信貸風險及預期信貸虧損之資料：

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

b) Credit risk (Continued)

Accounts and bills receivables (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for accounts receivables of investments and financial services segment and other general trading segment as at 31 December 2018:

		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總額 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Current (not past due)	即期 (未逾期)	0%	–	–
1-30 days past due	逾期1至30日	0%	–	–
31-60 days past due	逾期31至60日	0%	–	–
61-90 days past due	逾期61至90日	0%	6,439	–
More than 90 days past due	逾期超過90日	0%	31,959	–
			38,398	–

Expected loss rates are based on actual loss experience over the past 2 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

An ageing analysis of the bills receivables that are neither individually nor collectively considered to be impaired is as follows:

		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總額 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Current (not past due)	即期 (未逾期)	0%	45,663	–

45. 財務風險管理之目標及政策 (續)

b) 信貸風險 (續)

應收款項及應收票據 (續)

下表提供有關本集團於2018年12月31日就投資及金融服務分部及其他一般貿易分部之應收款項面臨的信貸風險及預期信貸虧損之資料：

預期虧損率乃基於過往兩年之實際虧損經驗。該等比率乃將調整，以反映收集歷史數據期間之經濟狀況、目前狀況與本集團就該等應收款項之預期年期期間經濟狀況看法之間的差異。

並非個別或共同視為減值之應收票據之賬齡分析如下：

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

b) Credit risk (Continued)

Comparative information under IAS 39

Prior to 1 January 2018, an impairment loss was recognised only when there was objective evidence of impairment (see note 2(i) – policy applicable prior to 1 January 2018). At 31 December 2017, accounts receivables of RMB7,417,000 were determined to be impaired. The ageing analysis of accounts receivables that were not considered to be impaired was as follows:

		2017 2017年 RMB'000 人民幣千元
Neither past due nor impaired	尚未逾期亦無出現減值	280,445
Less than 90 days past due	逾期少於90日	24,866
91 to 180 days past due	逾期91至180日	5,703
181 to 360 days past due	逾期181至360日	3,233
1 to 2 years past due	逾期1至2年	124
Over 2 years past due	逾期超過2年	43
		314,414

The ageing analysis of bills receivables that were not considered to be impaired was as follows:

		2017 2017年 RMB'000 人民幣千元
Neither past due nor impaired	尚未逾期亦未出現減值	76,905

Receivables that were neither past due nor impaired related to a number of diversified customers for whom there was no recent history of default.

45. 財務風險管理之目標及政策 (續)

b) 信貸風險 (續)

國際會計準則第39號的比較資料

2018年1月1日前，減值虧損僅在有客觀減值證據時確認（見附註2(i)－於2018年1月1日前適用的政策）。於2017年12月31日，應收款項人民幣7,417,000元被釐定為已減值。並非視為減值之應收款項之賬齡分析如下：

並非視為減值之應收票據之賬齡分析如下：

尚未逾期亦無出現減值之應收款項與數名不同客戶有關，彼等於近期並無違約行為紀錄。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

b) Credit risk (Continued)

Comparative information under IAS 39 (Continued)

Receivables that were past due but not impaired related to a number of independent customers that had a good track record with the Group. Based on past experience, the directors of the Company believed that no provision for impairment was necessary in respect of these balances as there had been no significant change in credit quality and the balances were still considered fully recoverable.

Movement in the loss allowance account in respect of accounts receivables during the year is as follows:

45. 財務風險管理之目標及政策 (續)

b) 信貸風險 (續)

國際會計準則第39號的比較資料 (續)

已逾期但無出現減值之應收款項與數名獨立客戶有關，彼等於本集團之付款記錄良好。根據以往經驗，本公司董事認為其信貸質素並無重大改變，且此等結餘仍視為可全數收回，因此毋須就此等結餘作出減值撥備。

年內應收款項之虧損撥備賬變動如下：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Balance at 31 December 2017 under IAS 39 and adjusted balance at 1 January on initial application of IFRS 9	根據國際會計準則第39號於2017年12月31日之結餘及首次應用國際財務報告準則第9號後於1月1日之經調整結餘	7,417	7,990
Impairment losses recognised during the year (note 8(c))	年內確認之減值虧損 (附註8(c))	5,306	-
Reversal of impairment (note 8(c))	減值撥回 (附註8(c))	-	(209)
Exchange realignment	匯兌調整	46	(364)
Balance at 31 December	於12月31日之結餘	12,769	7,417

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

b) Credit risk (Continued)

The following significant changes in the gross carrying amounts of accounts receivables contributed to the increase in the loss allowance during 2018:

- Origination of new accounts receivables net of those settled resulted in a decrease in loss allowance of RMB4,041,000; and
- increase in days past due over 90 days resulted in an increase in loss allowance of RMB9,347,000.

In respect of loan receivable, the Group's exposure to credit risk is influenced mainly by the individual characteristics of each debtor and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual debtors. At 31 December 2017, 100% of loan receivable was due from the Group's only loan debtor.

c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from loan receivable, bank deposits, bank and other loans and bond payable.

Bank deposits and bank loans at variable rates and time deposits, loan receivable, bank and other loans and bond payable at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The management continuously monitors interest rate fluctuations and will consider further hedging interest rate risk should the need arise.

Bank deposits are carried at low interest rates and the interest income thereon is not significant.

45. 財務風險管理之目標及政策 (續)

b) 信貸風險 (續)

於2018年，應收款項賬面總額的以下重大變動導致虧損撥備增加：

- 新應收款項的產生扣除已支付應收款項後，導致虧損撥備減少人民幣4,041,000元；及
- 逾期日數增加超過90日導致虧損撥備增加人民幣9,347,000元。

就應收貸款而言，本集團所面對之信貸風險主要受各債務人的特定情況所影響，故重大信貸集中風險主要在本集團面臨重大個別債務人風險時產生。於2017年12月31日，所有到期應收貸款來自本集團之唯一貸款債務人。

c) 利率風險

利率風險指金融工具之公平值或未來現金流量因市場利率變動而出現波動之風險。本集團的利率風險主要來自應收貸款、銀行存款、銀行及其他貸款及應付債券。

銀行存款及銀行貸款按浮動利率計息，而定期存款、應收貸款、銀行及其他貸款及應付債券則按固定利率計息，分別使本集團面對現金流利率風險及公平值利率風險。管理層持續監察利率浮動，並考慮於需要時進一步對沖利率風險。

銀行存款按低利率計賬，故利息收入並不顯著。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

c) Interest rate risk (Continued)

The effective interest rates of the interest-bearing financial instruments of the Group are set out below.

i) Interest rate profile

The following table details the interest rate profile of the Group's interest-bearing financial instruments at the end of the reporting period:

		2018 2018年		2017 2017年	
		Effective interest rate 實際利率	RMB'000 人民幣千元	Effective interest rate 實際利率	RMB'000 人民幣千元
		%	%	%	%
Fixed interest rate	固定利率				
Financial assets	金融資產				
Bank deposits	銀行存款	0.3-2.75	13,187	0.3-1.0	247,373
Amount receivables from banks for wealth management products purchased	就所購買財富管理產品應收銀行款項	-	-	3.1-3.95	47,034
Loan receivable – from independent third parties	應收以下者貸款 – 獨立第三方	-	-	10.5	2,774
			13,187		297,181
Financial liabilities	金融負債				
Other loans	其他貸款	-	-	6.0	(450,285)
Bond payable	應付債券	6.35	(387,874)	5.8273	(393,853)
Obligations under finance lease	融資租賃承擔	3.2	(291)	3.2	(388)
			(388,165)		(844,526)
Net	淨額		(374,978)		(547,345)
Variable interest rate	浮動利率				
Financial assets	金融資產				
– Cash at bank	– 銀行現金	0.33	488,402	0.35	403,120
Financial liabilities	金融負債				
– Bank loans	– 銀行貸款	-	-	2.0-6.525	(67,939)
Net	淨額		488,402		335,181
Fixed rate liabilities as a percentage of total interest-bearing financial liabilities	定息負債佔總計息金融負債之百分比		100		92.6

45. 財務風險管理之目標及政策 (續)

c) 利率風險 (續)

本集團計息金融工具之實際利率載於下文。

i) 利率情況

下表詳述本集團計息金融工具於報告期末之利率情況：

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

c) Interest rate risk (Continued)

ii) Sensitivity analysis

Bank deposits, loan receivable, bank and other loans, bond payable and obligations under finance lease of the Group which are fixed rate instruments, are insensitive to any change in interest rates. A change in interest rates at the end of the reporting period would not affect profit or loss.

The sensitivity analyses below have been determined based on the exposure to interest rates at the end of the reporting period. For variable-rate financial instruments, the analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 100 (2017: 100) basis points increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. The analysis is performed on the same basis for 2017.

At 31 December 2018, it is estimated that a general increase/decrease of 100 (2017: 100) basis points in interest rates for variable-rate financial instruments, with all other variables held constant, would increase/decrease the Group's profit after tax and retained earnings by approximately RMB4,078,000 (2017: RMB2,799,000). This is mainly attributable to the Group's exposure to interest rates on its variable rate cash at bank. Other components of consolidated equity would not change in response to the general increase/decrease in interest rates.

45. 財務風險管理之目標及政策 (續)

c) 利率風險 (續)

ii) 敏感度分析

本集團之銀行存款、應收貸款、銀行及其他貸款、應付債券及融資租賃承擔屬定息工具，對利率變動並不敏感。於報告期末之利率變動不會對損益造成任何影響。

以下敏感度分析均根據於報告期末之利率風險而釐定。就浮息金融工具而言，相關分析乃假設於報告期末未償還之金融工具於全年度仍未償還而編製。於向主要管理層人員內部報告利率風險時使用100個(2017年：100個)基點的上調或下調，反映管理層對利率合理可能變動的評估。該分析以與2017年相同的基準進行。

於2018年12月31日，倘浮息金融工具之利率整體上升／下降100個(2017年：100個)基點，在所有其他變量保持不變之情況下，估計本集團之稅後溢利及留存盈利將增加／減少約人民幣4,078,000元(2017年：人民幣2,799,000元)，主要原因是本集團就其浮息銀行現金面臨利率風險。綜合權益的其他部分不會因利率整體上升／下降而改變。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

d) Currency risk

i) Exposure to currency risk

The Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash and bank deposits that are denominated in a foreign currency, that is, a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily United States Dollars ("US\$"), HK\$ and Japanese Yen. The Group ensures that the net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in RMB, translated using the spot rate at the end of the reporting period.

45. 財務風險管理之目標及政策 (續)

d) 貨幣風險

i) 貨幣風險承擔

本集團主要因產生以與交易有關的業務所涉及的非功能貨幣，即以外幣計值的應收款項、應付款項及現金及銀行存款的買賣交易而承受貨幣風險。引致該風險的貨幣主要為美元、港元及日圓。本集團透過於必要時按即期匯率買入或賣出外幣，以解決短期失衡，藉此確保將風險淨額維持於可接受之水平。

下表詳列本集團於報告期末所承受的貨幣風險，該等貨幣風險乃因按相關實體的功能貨幣以外的貨幣計值的已確認資產或負債而產生。就呈報目的而言，風險額以人民幣列示，並以報告期末的即期匯率換算。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

d) Currency risk (Continued)

i) Exposure to currency risk (Continued)

45. 財務風險管理之目標及政策 (續)

d) 貨幣風險 (續)

i) 貨幣風險承擔 (續)

Exposure to foreign currencies (expressed in RMB)
外幣風險 (以人民幣為單位)

		2018 2018年			2017 2017年		
		Japanese			Japanese		
		US\$	HK\$	Yen	US\$	HK\$	Yen
		美元	港元	日圓	美元	港元	日圓
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Accounts and bills receivables and other receivables	應收款項及應收票據及其他應收款項	93,853	48,035	2,930	63,803	7,143	-
Pledged bank deposits and cash and bank balances	已抵押銀行存款及現金及銀行結餘	268,966	51,230	-	468,683	32,312	-
Trade and bills payables and other payables	應付貿易賬款及應付票據及其他應付款項	(21,044)	(14,432)	(5,315)	(33,570)	(18,894)	(3,283)
Dividends payables	應付股息	-	(88)	-	-	(88)	-
Net exposure arising from recognised assets and liabilities	來自已確認資產及負債之風險淨額	341,775	84,745	(2,385)	498,916	20,473	(3,283)

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

d) Currency risk (Continued)

ii) Sensitivity analysis

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the US\$, HK\$ and Japanese yen exchange rates, with all other variables held constant, of the Group's profit before tax.

		2018 2018年		2017 2017年	
		Increase/ (decrease) in rate	Increase/ (decrease) in profit before income tax 除所得稅 前溢利 增加/ (減少)	Increase/ (decrease) in rate	Increase/ (decrease) in profit before income tax 除所得稅 前溢利 增加/ (減少)
			RMB'000 人民幣千元		RMB'000 人民幣千元
US\$	美元	5	17,089	5	24,946
		(5)	(17,089)	(5)	(24,946)
HK\$	港元	5	4,237	5	1,024
		(5)	(4,237)	(5)	(1,024)
Japanese Yen	日圓	5	(119)	5	(164)
		(5)	119	(5)	164

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group entities' profit/(loss) before tax measured in the respective functional currencies, translated into RMB at the exchange rate ruling at the end of the reporting period for presentation purposes.

45. 財務風險管理之目標及政策 (續)

d) 貨幣風險 (續)

ii) 敏感度分析

下表列示在所有其他因素保持不變的情況下，於報告期末本集團之除稅前溢利對美元、港元及日圓之匯率合理可能變動之敏感度。

上表中所列示的分析結果總結了本集團各實體以相關功能貨幣計量的除稅前溢利/(虧損)之即時影響，有關影響以報告期末之匯率折算為人民幣呈列。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

d) Currency risk (Continued)

ii) Sensitivity analysis (Continued)

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period. In this respect, it is assumed that the pegged rate between the HK\$ and US\$ would not be materially affected by any changes in movement in value of the US\$ against other currencies. The analysis is performed on the same basis for 2017.

e) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to the parent company's board approval.

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial liabilities and financial assets (for example, accounts receivables) and projected cash flows from operations.

The Group's policy is to maintain sufficient reserve of cash and cash equivalents and have available funding through bank loans to meet its working capital requirements.

45. 財務風險管理之目標及政策 (續)

d) 貨幣風險 (續)

ii) 敏感度分析 (續)

敏感度分析乃假設匯率變動已應用至重新計量本集團持有之金融工具，令本集團於報告期末面臨外匯風險。就此而言，本集團假設港元與美元之聯繫匯率將不會因美元兌其他貨幣之幣值變動而遭受重大影響。該分析以與2017年相同的基準進行。

e) 流動資金風險

本集團旗下之個別營運實體須自行負責現金管理工作，包括現金盈餘之短期投資及籌措貸款以應付預期現金需求，惟須獲得母公司董事會批准後，方可進行。

本集團使用循環流動資金計劃工具監察其資金短缺風險。此工具考慮其金融負債及金融資產（如應收款項）之到期日及預計經營之現金流量。

本集團之政策是維持充足現金及現金等價物儲備，及透過銀行貸款獲得可用資金以應付其營運資金需要。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

e) Liquidity risk (Continued)

The maturity profile of the Group's non-derivative financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period and the earliest date the Group can be required to pay, is as follows:

45. 財務風險管理之目標及政策 (續)

e) 流動資金風險 (續)

於報告期末，本集團之非衍生金融負債根據訂約未折現款項（包括以合約利率或（如屬浮動利率）按於報告期末之現行利率計算之利息款項）之到期情況及本集團須支付的最早日期如下：

		2018 2018年					
		Contractual undiscounted cash outflow 訂約未折現金流出					
		On demand	Less than 1 year	More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total	Carrying amount at 31 December
		於要求時	少於1年	多於1年但少於2年	多於2年但少於5年	總計	於12月31日之賬面值
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Non-derivative financial liabilities	非衍生金融負債						
Bond payable	應付債券	-	405,169	-	-	405,169	387,874
Trade and bills payables	應付貿易賬款及應付票據	-	144,915	-	-	144,915	144,915
Accruals and other payables	應計費用及其他應付款項	-	133,987	-	-	133,987	133,987
Obligations under finance lease	融資租賃承擔	-	124	124	53	301	291
Dividends payable	應付股息	-	88	-	-	88	88
		-	684,285	124	53	684,460	667,155

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

e) Liquidity risk (Continued)

45. 財務風險管理之目標及政策 (續)

e) 流動資金風險 (續)

		2017 2017年					
		Contractual undiscounted cash outflow 訂約未折現現金流出					
		On demand 於要求時 RMB'000 人民幣千元	Less than 1 year 少於1年 RMB'000 人民幣千元	More than 1 year but less than 2 years 多於1年但少於2年 RMB'000 人民幣千元	More than 2 years but less than 5 years 多於2年但少於5年 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Carrying amount at 31 December 於12月31日之賬面值 RMB'000 人民幣千元
Non-derivative financial liabilities	非衍生金融負債						
Bank and other loans	銀行及其他貸款	–	539,759	–	–	539,759	518,224
Bond payable	應付債券	–	406,167	–	–	406,167	393,853
Trade and bills payables	應付貿易賬款及應付票據	–	123,806	–	–	123,806	123,806
Accruals and other payables	應計費用及其他應付款項	–	62,199	–	–	62,199	62,199
Obligations under finance lease	融資租賃承擔	–	119	119	168	406	388
Dividends payable	應付股息	–	88	–	–	88	88
		–	1,132,138	119	168	1,132,425	1,098,558

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

46. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2018

Up to the date of issue of these financial statements, the IASB has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended 31 December 2018 and which have not been early adopted in these financial statements. These include the following which may be relevant to the Group.

IFRS 16	Leases ¹
IFRS 17	Insurance Contracts ⁴
Amendments to IFRS 3	Definition of a Business ²
Amendments to IFRS 9	Prepayment Features with Negative Compensation ¹
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to IAS 1 and IAS 8	Definition of Material ²
Amendments to IAS 19	Plan Amendment, Curtailment or Settlement ¹
Amendments to IAS 28	Long-term Interests in Associates and Joint Ventures ¹
IFRIC 23	Uncertainty over Income Tax Treatments ²
Annual Improvements 2015-2017 Cycle	Amendments to IFRS 3, IFRS 11, IAS 12 and IAS 23 ¹

1	Effective for annual periods beginning on or after 1 January 2019
2	Effective for annual periods beginning on or after 1 January 2020
3	Effective for annual periods beginning on or after a date to be determined
4	Effective for annual periods beginning on or after 1 January 2021

46. 截至2018年12月31日止年度已發佈但尚未生效之修訂本、新訂準則及詮釋之潛在影響

截至財務報表之發佈日期，國際會計準則委員會已發佈若干修訂本、新訂準則及詮釋，惟此等修訂本、新訂準則及詮釋於截至2018年12月31日止年度尚未生效，且未於財務報表中提早採納。其中包括以下可能與本集團相關者。

國際財務報告準則第16號	租賃 ¹
國際財務報告準則第17號	保險合約 ⁴
國際財務報告準則第3號之修訂本	業務的定義 ²
國際財務報告準則第9號之修訂本	具有負補償之提早還款特性 ¹
國際財務報告準則第10號及國際會計準則第28號之修訂本	投資人與其聯營公司或合營公司之間的資產出售或注資 ³
國際會計準則第1號及國際會計準則第8號之修訂本	重大的定義 ²
國際會計準則第19號之修訂本	計劃修訂、縮減或清償 ¹
國際會計準則第28號之修訂本	於聯營公司及合營公司之長期權益 ¹
國際財務報告詮釋委員會詮釋第23號	所得稅處理的不確定性 ²
年度改進 (2015-2017週期)	國際財務報告準則第3號、國際財務報告準則第11號、國際會計準則第12號及國際會計準則第23號之修訂本 ¹

1	於2019年1月1日或之後開始之年度期間生效
2	於2020年1月1日或之後開始之年度期間生效
3	於待定日期或之後開始之年度期間生效
4	於2021年1月1日或之後開始之年度期間生效

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

46. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2018 (Continued)

Except as described below, the directors of the Company anticipate that the application of the new and amendments to IFRSs and interpretations will have no material impact on the consolidated financial statements in the foreseeable future.

IFRS 16 Leases

As disclosed in note 2(o), currently the Group classifies leases into finance leases and operating leases and accounts for the lease arrangements differently, depending on the classification of the lease. The Group enters into some leases as the lessor and others as the lessee.

IFRS 16 is not expected to impact significantly on the way that lessors account for their rights and obligations under a lease. However, once IFRS 16 is adopted, lessees will no longer distinguish between finance leases and operating leases. Instead, subject to practical expedients, lessees will account for all leases in a similar way to current finance lease accounting, that is, at the commencement date of the lease the lessee will recognise and measure a lease liability at the present value of the minimum future lease payments and will recognise a corresponding "right-of-use" asset. After initial recognition of this asset and liability, the lessee will recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the current policy of recognising rental expenses incurred under operating leases on a systematic basis over the lease term. As a practical expedient, the lessee can elect not to apply this accounting model to short-term leases (that is, where the lease term is 12 months or less) and to leases of low-value assets, in which case the rental expenses would continue to be recognised on a systematic basis over the lease term.

46. 截至2018年12月31日止年度已發佈但尚未生效之修訂本、新訂準則及詮釋之潛在影響 (續)

除下文所述者外，本公司董事預期應用新訂及國際財務報告準則之修訂本及詮釋於可預見未來不會對綜合財務報表造成重大影響。

國際財務報告準則第16號「租賃」

誠如附註2(o)所披露，本集團現時將租賃劃分為融資租賃及經營租賃，並視乎租賃分類以不同方式對租賃安排進行會計處理。本集團分別作為出租人及承租人訂立不同租賃。

國際財務報告準則第16號預計應不會嚴重影響出租人對其租賃權利及義務的入賬方式。然而，國際財務報告準則第16號獲採納後，承租人將不再區分融資租賃及經營租賃相反，在實際權宜法的規限下，承租人將按與現有融資租賃會計處理方法類似之方法將所有租賃入賬，即承租人將於租賃開始日期按最低未來租賃款項現值確認及計量租賃負債，並確認相應之「使用權」資產。於初始確認該資產及負債後，承租人將確認租賃負債尚未償還結餘之應計利息開支及使用權資產之折舊，而非根據現有政策於租期內按系統基準確認根據經營租賃所產生之租金開支。作為一項實際權宜法，承租人可選擇不將此會計模式應用於短期租賃（即租期為12個月或以下）及低價值資產之租賃，於此情況下，租金開支將繼續於租期內按系統基準確認。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

46. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2018 (Continued)

IFRS 16 Leases (Continued)

IFRS 16 will primarily affect the Group's accounting as a lessee of leases for properties, plant and equipment which are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the statement of profit or loss over the period of the lease.

IFRS 16 is effective for annual periods beginning on or after 1 January 2019. As allowed by IFRS 16, the Group plans to use the practical expedient to grandfather the previous assessment of which existing arrangements are, or contain, leases. The Group will therefore apply the new definition of a lease in IFRS 16 only to contracts that are entered into on or after the date of initial application. In addition, the Group plans to elect the practical expedient for not applying the new accounting model to short-term leases and leases of low-value assets.

46. 截至2018年12月31日止年度已發佈但尚未生效之修訂本、新訂準則及詮釋之潛在影響 (續)

國際財務報告準則第16號「租賃」(續)

國際財務報告準則第16號將主要影響本集團作為物業、廠房及設備租賃(現時分類為經營租賃)承租人之會計處理方法。預期應用新會計模式將導致資產及負債均有所增加,及影響租賃期間於損益表內確認開支之時間。

國際財務報告準則第16號於2019年1月1日或之後開始之年度期間生效。如國際財務報告準則第16號所允許,本集團計劃運用實際權宜法,保留先前對屬於或包含租賃之現有安排的評估。本集團會因而將國際財務報告準則第16號中的新租賃定義,僅用於在首次應用日期或之後訂立之合約。此外,本集團計劃選取實際權宜法,以免將新會計模式用於短期租賃及低價值資產租賃。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

46. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2018 (Continued)

IFRS 16 Leases (Continued)

The Group plans to elect to use the modified retrospective approach for the adoption of IFRS 16 and will recognise the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 January 2019 and will not restate the comparative information. As disclosed in note 40(a)(ii), at 31 December 2018 the Group has non-cancellable operating leases commitments of RMB55,403,000. A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon the initial adoption of IFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

Other than the recognition of lease liabilities and right-of-use assets, the Group expects that the transition adjustments to be made upon the initial adoption of IFRS 16 will not be material. However, the expected changes in accounting policies as described above could have a material impact on the Group's financial statements from 2019 onwards.

IFRIC 23 Uncertainty over Income Tax Treatments

IFRIC 23 sets out how to determine the accounting tax position when there is uncertainty over income tax treatments. The interpretation requires an entity to determine whether uncertain tax positions are assessed separately or as a group, and assess whether it is probable that a tax authority will accept an uncertain tax treatment used, or proposed to be used, by an entity in its income tax filings.

46. 截至2018年12月31日止年度已發佈但尚未生效之修訂本、新訂準則及詮釋之潛在影響 (續)

國際財務報告準則第16號「租賃」(續)

本集團計劃就採納國際財務報告準則第16號而選用經修訂追溯法，並會於2019年1月1日將首次應用之累計影響確認為權益年初結餘調整，且不會重列比較資料。如附註40(a)(ii)所披露，於2018年12月31日，本集團擁有不可撤銷經營租約承擔人民幣55,403,000元。初步評估顯示該等安排將符合租賃之定義。於首次採納國際財務報告準則第16號後，本集團將就所有該等租賃確認使用權資產及相應負債，惟符合低價值或短期租賃條件者除外。

除確認租賃負債及使用權資產外，本集團預期，首次採納國際財務報告準則第16號後將予作出的過渡調整將不屬重大。然而，上文所述會計政策之預期變動可能對本集團自2019年起的財務報表產生重大影響。

國際財務報告詮釋委員會詮釋第23號「所得稅處理的不確定性」

國際財務報告詮釋委員會詮釋第23號載述當所得稅處理過程中出現不確定時如何釐定會計稅況。該詮釋規定，實體須釐定該不確定稅況為分開抑或集中進行評稅，並估計稅務機關是否會接受實體在所得稅申報表中所採用的或擬採用的一項不確定稅項處理。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

46. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2018 *(Continued)*

Amendments to IFRS 3 Definition of a Business

The amendments clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business.

46. 截至2018年12月31日止年度已發佈但尚未生效之修訂本、新訂準則及詮釋之潛在影響 (續)

國際財務報告準則第3號之修訂本「業務的定義」

該修訂本澄清業務的定義，並提供額外指引。該修訂本訂明，就可視為業務之一組整合活動及資產而言，必須至少包括一項投入及一項重要過程，而兩者必須對形成收益之能力有重大貢獻。業務毋須包括形成產出所需之所有投入或過程。該修訂本取消了評估市場參與者是否有能力收購業務並能持續獲得收益的規定，轉為重點關注所取得之投入及重要過程是否共同對形成收益之能力有重大貢獻。該修訂本亦已收窄收益的定義範圍，重點關注為客戶提供的貨品或服務、投資收入或來自日常活動的其他收益。此外，該修訂本為評估所取得的過程是否具有實質性提供指引，並引入可選的公平值集中度測試，允許對所取得的一組活動及資產是否不屬於業務進行簡化評估。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

46. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2018 (Continued)

Amendments to IFRS 9 Prepayment Features with Negative Compensation

The amendments clarify that for the purpose of assessing whether a prepayment feature meets the solely payments of principal and interest (“SPPI”) condition, the party exercising the option may pay or receive reasonable compensation for the prepayment irrespective of the reason that is, prepayment features with negative compensation do not automatically fail SPPI.

Amendments to IFRS 10 and IAS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments to IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures deal with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. Specifically, the amendments state that gains or losses resulting from the loss of control of a subsidiary that does not contain a business in a transaction with an associate or a joint venture that is accounted for using the equity method, are recognised in the parent’s profit or loss only to the extent of the unrelated investors’ interests in that associate or joint venture. Similarly, gains and losses resulting from the remeasurement of investments retained in any former subsidiary (that has become an associate or a joint venture that is accounted for using the equity method) to fair value are recognised in the former parent’s profit or loss only to the extent of the unrelated investors’ interests in the new associate or joint venture.

46. 截至2018年12月31日止年度已發佈但尚未生效之修訂本、新訂準則及詮釋之潛在影響 (續)

國際財務報告準則第9號之修訂本「具有負補償之提早還款特性」

該修訂本澄清，就評估提早還款特性是否符合僅為支付本金及利息（「僅為支付本金及利息」）條件而言，倘具有負補償之提早還款特性並非自動不符合僅為支付本金及利息的條件，則行使期權一方可就提早還款支付或收取合理賠償（無論原因為何）。

國際財務報告準則第10號及國際會計準則第28號之修訂本「投資人與其聯營公司或合營公司之間的資產出售或注資」

國際財務報告準則第10號「綜合財務報表」及國際會計準則第28號「聯營公司及合營公司投資」之修訂本，處理投資人與其聯營公司或合營公司之間出現資產出售或注資的情況。特別是，該修訂本載明，在與按權益法入賬的聯營公司或合營公司的交易中失去對附屬公司（並無包含業務）控制權所產生之損益，均僅以非關聯投資者對該聯營公司或合營公司的權益認列於母公司之損益內。同樣，對任何前附屬公司（已成為按權益法入賬的聯營公司或合營公司）的保留投資在重新按公平值計量時所產生之損益，亦僅以非關聯投資者對新聯營公司或合營公司的權益認列於前母公司之損益內。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

46. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2018 (Continued)

Amendments to IAS 1 and IAS 8 Definition of Material

The amendments provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IAS 19 Plan Amendment, Curtailment or Settlement

The amendments clarify that the past service cost (or the gain or loss on settlement) is calculated by measuring the defined benefit liability (asset) using updated assumptions and comparing benefits offered and plan assets before and after the plan amendment (or curtailment or settlement) but ignoring the effect of the asset ceiling (that may arise when the defined benefit plan is in a surplus position). The change in the effect of the asset ceiling that may result from the plan amendment (or curtailment or settlement) is recognised in other comprehensive income.

46. 截至2018年12月31日止年度已發佈但尚未生效之修訂本、新訂準則及詮釋之潛在影響 (續)

國際會計準則第1號及國際會計準則第8號之修訂本「重大的定義」

該修訂本提供新的重大定義。根據新定義，倘可合理預期漏報、錯報或掩蓋個別信息將可影響使用財務報表作一般目的之主要使用者基於相關財務報表作出之決定，則該信息為重要。該修訂本澄清，重要性取決於信息的性質或牽涉範圍。倘可合理預期信息錯報會影響主要使用者作出之決定，則有關信息錯報屬重大。該修訂本預期不會對本集團財務報表造成任何重大影響。

國際會計準則第19號之修訂本「計劃修訂、縮減或清償」

該修訂本澄清，過往服務成本（或清償收益或虧損）乃採用最新假設透過計量界定福利負債（資產）計算，並比較計劃修訂（或縮減或清償）前後所提供之福利及計劃資產，惟忽略（於界定福利計劃所出現盈餘時可能產生之）資產上限影響。計劃修訂（或縮減或清償）可能導致的資產上限影響變動乃於其他全面收益確認。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

46. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2018 (Continued)

Amendments to IAS 19 Plan Amendment, Curtailment or Settlement (Continued)

In addition, an entity is required to use the updated assumptions from this remeasurement to determine current service cost and net interest for the remainder of the reporting period after the change to the plan. In the case of the net interest, the amendments make it clear that for the period post plan amendment, the net interest is calculated by multiplying the net defined benefit liability (asset) as remeasured under paragraph 99 of IAS 19 with the discount rate used in the remeasurement (also taking into account the effect of contributions and benefit payments on the net defined benefit liability (asset)).

Amendments to IAS 28 Long-term Interests in Associates and Joint Ventures

The amendments clarify that an entity applies IFRS 9, including the impairment requirements, to long-term interests in an associate or joint venture to which the equity method is not applied that form part of the net investment in the investee. Furthermore, in applying IFRS 9 to long-term interests, an entity does not take into account adjustments to their carrying amount required by IAS 28 (that is, adjustments to the carrying amount of long-term interests arising from the allocation of losses of the investee or assessment of impairment in accordance with IAS 28).

46. 截至2018年12月31日止年度已發佈但尚未生效之修訂本、新訂準則及詮釋之潛在影響 (續)

國際會計準則第19號之修訂本「計劃修訂、縮減或清償」(續)

此外，於計劃變更後報告期間之剩餘時間內，實體須使用該重新計量之最新假設，以釐定當期服務成本及利息淨額。就利息淨額而言，該修訂本訂明於計劃修訂後期間，利息淨額乃以國際會計準則第19號第99段重新計量之界定福利負債(資產)淨額，乘以重新計量所使用之折現率計算(亦計及供款及福利付款對界定福利負債(資產)淨額之影響)。

國際會計準則第28號之修訂本「於聯營公司及合營公司之長期權益」

該修訂本澄清，實體將國際財務報告準則第9號(包括減值規定)應用於於聯營公司或合營公司之長期權益中構成對被投資方之部分淨投資之長期權益(權益法不適用於該等權益)。此外，將國際財務報告準則第9號應用於長期權益時，實體無須計及國際會計準則第28號規定之賬面值調整(即根據國際會計準則第28號被投資方虧損分配或減值評估產生之長期權益賬面值之調整)。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

46. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2018 (Continued)

Amendments to IFRSs Annual Improvements to IFRSs 2015-2017 Cycle

The annual improvement packages amended the following four standards.

IAS 12 Income Taxes

The amendments clarify that an entity should recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised the transactions that generated the distributable profits. This is the case irrespective of whether different tax rates apply to distributed and undistributed profits.

IAS 23 Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings.

IFRS 3 Business Combinations

The amendments clarify that when an entity obtains control of a business that is a joint operation, the entity applies the requirements for a business combination achieved in stages, including remeasuring its previously held interest in the joint operation at fair value. The previously held interest to be remeasured includes any unrecognised assets, liabilities and goodwill relating to the joint operation.

IFRS 11 Joint Arrangements

The amendments clarify that when a party that participates in, but does not have joint control of, a joint operation that is a business obtains joint control of such a joint operation, the entity does not remeasure its previously held interest in the joint operation.

46. 截至2018年12月31日止年度已發佈但尚未生效之修訂本、新訂準則及詮釋之潛在影響 (續)

國際財務報告準則之修訂本「國際財務報告準則之年度改進 (2015-2017週期)」

年度改進方案修改了以下四個標準。

國際會計準則第12號「所得稅」

該修訂本澄清，實體應根據其最初確認產生可分派利潤之交易於損益、其他全面收益或權益來確認股息所產生之所得稅，而不論已分派利潤及未分派利潤是否應用不同稅率。

國際會計準則第23號「借貸成本」

該修訂本澄清，倘在相關資產達到預期用途或出售狀態後，仍有特定借款尚未償還，則在計算一般借款的資本化比率時，該借款成為實體一般借款資金的一部分。

國際財務報告準則第3號「業務合併」

該修訂本澄清，當一個實體獲得對一個共同經營的業務的控制權時，該實體應用分階段實現業務合併之規定，包括以公平值重新計量其先前於共同經營中所持有之權益。將予重新計量之先前所持有的權益包括與共同經營有關之任何未確認資產、負債及商譽。

國際財務報告準則第11號「合營安排」

該修訂本澄清，當參與（但不具有共同控制權）一項業務的共同經營之一方獲得對該共同經營之共同控制權時，該實體不會重新計量其先前於共同經營中所持有的權益。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

47. MAJOR NON-CASH TRANSACTIONS

For the year ended 31 December 2018

There are no non-cash transaction during the year ended 31 December 2018.

For the year ended 31 December 2017

- (i) On 12 January 2017, a loan previously lent to a borrower (as the "Borrower") by Most Glorious Limited (as the "Lender"), a wholly-owned subsidiary of the Company, was settled by the parties entering into an assignment. According to the assignment, the loan together with interest receivable arising from the loan was partially settled by cash of approximately RMB72,840,000 and the remainder of approximately RMB48,704,000 (equivalent to US\$7,218,000) was settled through investment in funds on behalf of Tianli Capital Limited, a wholly-owned subsidiary of the Company and a fellow subsidiary of the Lender. All rights and benefits relating to the loan were transferred to the fund investments.
- (ii) As referred to note 44, the Group's capital contribution payable to fund investments of RMB43,215,000 were set off against the partial consideration of disposal of a subsidiary.

48. COMPARATIVE FIGURES

The Group has initially applied IFRS 15 and IFRS 9 on 1 January 2018. Under the transition methods chosen, comparative information is not restated. Further details of the changes in accounting policies are disclosed in note 3.

47. 主要非現金交易

截至2018年12月31日止年度

截至2018年12月31日止年度並無非現金交易。

截至2017年12月31日止年度

- (i) 於2017年1月12日，本公司之全資附屬公司盛燦有限公司（作為「放款人」）先前借出予一名借款人（作為「借款人」）之一筆貸款已透過雙方訂立轉讓交易而結清。根據轉讓交易，該筆貸款連同其產生之應收利息部分以現金約人民幣72,840,000元結算，餘下約人民幣48,704,000元（相當於7,218,000美元）則透過代表Tianli Capital Limited（本公司之全資附屬公司及放款人之同系附屬公司）作出之基金投資結算。與該筆貸款有關的所有權利及利益均轉移至基金投資內。
- (ii) 誠如附註44所指，本集團應付基金投資注資人民幣43,215,000元已由出售一間附屬公司之部分代價抵銷。

48. 比較數字

本集團於2018年1月1日首次應用國際財務報告準則第15號及國際財務報告準則第9號。根據所選擇之過渡方法，比較資料並未予以重列。有關會計政策變動之進一步詳情於附註3披露。

