

China Graphene Group Limited  
中國烯谷集團有限公司

(Incorporated in Bermuda with limited liability)(於百慕達註冊成立之有限公司)  
(Stock Code 股份代號: 63)

OMO

商業  
模式



中国  
烯谷

2019

Annual Report

年報

賦能·未來

THINK

壯麗中國夢 奮鬥烯谷年 中亞再出發

AHEAD



# 烯谷

在烯谷，我們對新興科技充滿敬畏，  
秉持公正、客觀的原則專注於科技推動美好生活的研究。

在烯谷，我們重視人才培養，不斷學習，  
堅信只有更加專業的團隊才能更好的為您服務；

在烯谷，我們秉承彙聚智慧，成就價值理念為您賦能；  
在烯谷，我們致敬匠心——始終堅信“工匠精神、持之以恆”，  
致力於成為您專屬的商業決策智囊。

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## 立責於心，履責於行

中國烯谷集團只為實現一個宏願：  
以產報國、以民之益、以人為本為己任，  
致力於實現讓創業開始無限可能的美好願景而不懈努力。

www.00063.cn

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# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Huang Binghuang (*Chairman*)  
Mr. Zhou Chen  
Ms. Xia Ping

#### Non-executive Director

Ms. Wang Lijiao

#### Independent non-executive Directors

Mr. Lum Pak Sum  
Mr. Gao Han  
Mr. Chow Chi Ping

### COMPANY SECRETARY

Ms. Wong Hoi Yan, Audrey CPA (USA), HKICPA

### AUDITOR

ZHONGHUI ANDA CPA Limited

### COMPANY LAWYER

Hui & Lam LLP Solicitors

### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### PRINCIPAL OFFICE IN HONG KONG

Rooms 1237-1240, 12th Floor,  
Sun Hung Kai Centre  
30 Harbour Road, Wanchai  
Hong Kong

### 董事會

#### 執行董事

黃炳煌先生(主席)  
周晨先生  
夏萍女士

#### 非執行董事

王麗姣女士

#### 獨立非執行董事

林栢森先生  
高寒先生  
周啟平先生

### 公司秘書

黃凱欣女士，CPA (USA), HKICPA

### 核數師

中匯安達會計師事務所有限公司

### 公司律師

許林律師行有限法律責任合夥

### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### 香港主要辦事處

香港  
灣仔港灣道30號  
新鴻基中心  
12樓1237-1240室

# Corporate Information

## 公司資料

### SHARE REGISTRAR

MUFG Fund Services (Bermuda) Limited  
The Belvedere Building  
69 Pitts Bay Road  
Pembroke HM08  
Bermuda

### BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

### LISTING INFORMATION

Stock Code: 63, Hong Kong

### WEBSITE

[www.00063.cn](http://www.00063.cn)

### 股份過戶登記處

MUFG Fund Services (Bermuda) Limited  
The Belvedere Building  
69 Pitts Bay Road  
Pembroke HM08  
Bermuda

### 股份過戶登記分處

香港中央證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心17樓1712-1716號舖

### 上市資料

股份代號：63 · 香港

### 網站

[www.00063.cn](http://www.00063.cn)

# CHAIRMAN'S STATEMENT

## 主席報告

In 2019, the Group's sound operational and management abilities and goal of becoming a comprehensive "industry-finance-internet" service provider led it to continue integrating different regional businesses, establish channels across multiple businesses, expand its existing business scale, and devise cost valuation and control strategies to enhance growth in its operating results. New operating and management strategies will help expand the Group's business and facilitate further change. Despite the implementation of a series of new regulatory policies, the Group remained true to its original intentions in respect to risk management. The Group maintained a stable and steady operation while closely monitoring its compliance risk, business investment risk and operational risk.

In 2019, the Group made good progress in reshaping its organisational structure and development of its business. Excellent results were also achieved in controlling operational costs and non-performing assets. This also signified that the Group's business in Hong Kong and Shenzhen is gradually on track which has strategic significance in the establishment of its platform that provides services across different regions based on a combination of industry, finance and internet. The Group will continue to identify target assets in key cities of China and across the world and explore the internal value of such assets with the extensive management experience of the Group. Meanwhile, substantial progress has been made in the Group's cooperation with technology companies in the field of industry, finance and internet integration, and an online platform based on an intelligent risk decision model will be launched. The Group will seek to expand customer base through online channels and benefit from the economy of scale by expanding business scale and saving costs with fully-online service process. It will continue to use technology to enhance operational efficiency and scalability and enable its transformation.

The year 2020 will see the Group making a great stride in the development of its business. It intends to further enhance the competitive edge and synergies of regional businesses and simultaneously develop upstream and downstream businesses in line with its development strategy of steady, stable operation. A scale effect may be achieved by increasing the customer base through online channels. Synergy among the Group's sub-markets and regions will strengthen and consolidate its overall long-term competitiveness.

二零一九年，本集團憑藉著資深的運營及管理能力，以打造全方位產融網服務商為目標，繼續對各地區的業務進行整合，建立跨多個業務領域的各種渠道，擴大現有業務規模，制定成本核算及控制策略，令集團經營業績得到穩步提升。新的運營和管理戰略將有助於擴大本集團的業務，並促進集團的新變化。在一系列監管政策陸續推出的背景下，集團在風險管理層面不忘初心，穩健經營，對合規風險及業務投資運營風險方面進行了重點關注。

二零一九年，本集團組織架構重構戰略和經營業務開展狀況日趨理想，在控制營運成本和資產的不良率方面均取得了卓越成效。這也標志著集團在香港及深圳的業務已逐漸步入正軌，將會成為具備跨區產融網服務供應平台重要的戰略意義。集團將繼續在全國乃至全球的核心城市中尋找標的資產，依靠集團豐富的管理經驗，挖掘其內在價值。同時，集團與產融網科技公司的合作取得了實質性進展，將於未來推出基於智能風險決策模型的在線業務平台，通過在線獲客渠道增加客戶基礎，並依靠全線上的技術服務流程擴大業務規模和節省成本，實現規模效應。集團將繼續利用科技提升業務效率及可擴展性，為集團的轉型助力。

於二零二零年，標志著本集團業務發展又邁出重要一步，集團將進一步提高各地區業務的競爭優勢及協同效應，並繼續秉承穩健經營的發展戰略，同時發展上下游業務，通過在線獲客渠道增加客戶基礎，實現規模效應。此外，在集團內跨多個細分市場和地區創造協同效應，並持續加強與鞏固本集團的長期競爭力。



# CHAIRMAN'S STATEMENT

## 主席報告

As we all know, the economy of the digital revolution and “internet +” era is marching towards us. In the current stage of business, technology and society transformation, the Group will push forward its strategical transformation and expedite the formation of differentiated advantages. In terms of transformation, the Group will strive to rise in smart manufacturing, make strides in innovation and reshape its organisational structure to achieve first-class corporate governance. In terms of technological development, the Group will focus on hi-tech industries such as information technology and drive the creation of a new generation smart community property management system so as to build a solid foundation for the development of more property projects in the future. In terms of synergies, the Group will leverage on a coordinated system of “industry + finance + internet” to complete the collaborative system among its business segments, build a common platform for development and establish a new win-win pattern in the industry chain. The Group will continue to consolidate its advantages in industry, fund, and asset quality, serve its clients with sincerity, reward its shareholders, and act responsibly through social contributions.

I would like to take this opportunity to express my gratitude for the trust and support of our shareholders, investors and business partners, and to thank fellow members of the Board, the senior management team and all staff for their dedication and team spirit. Looking ahead, the Group will strive to maintain stable growth and obtain the fullest possible rewards for shareholders.

On behalf of the Board  
**Huang Binghuang**  
*Chairman*  
Hong Kong, 26 March 2020

眾所周知，數字革命，「互聯網+」時代經濟正闊步地向我們走來！當前，正處於業務、技術和社會轉型階段，本集團將深入推進戰略轉型，加快構建差異化競爭優勢。轉型發展方面，將不懈努力在智造中崛起、在創新中跨越，將重塑組織架構，打造一流的公司治理能力。科技賦能方面，聚焦新一代信息技術等高科技產業，全力推進新一代智慧社區物業管理系統建設，為今後拓展更多物業項目夯實基礎。協同發展方面，依托「產業+金融+互聯網」協同體系，健全集團板塊協同工作機制，構建平台化發展，產業鏈共贏新格局；憑藉獨特經營模式和資源稟賦，持續鞏固產業優勢、資金優勢和資產質量優勢，真誠服務客戶，持續回報股東，積極奉獻社會，展現具有高度社會責任感的企業擔當。

本人謹借此機會向本集團股東、投資者及業務夥伴對本集團的全力信任及支持致以衷心感謝。本人謹借此機會感謝董事會同仁、高級管理層團隊及全體員工的不懈努力、團隊合作精神及為本集團作出的貢獻。展望未來，本集團將繼續努力維持穩定性發展，為股東謀求最大回報。

代表董事會  
**黃炳煌**  
*主席*  
香港，二零二零年三月二十六日



# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW AND PROSPECTS

#### Financial review

During the year, the Group continued to engage in property related businesses, provision of horticultural services, money lending business, securities trading business, manufacturing and trading of graphene and graphene-related products. The Group's revenue of the year was mainly derived from rental income of investment properties and provision of horticultural services.

The Group recorded a net loss of HK\$10,000 for the year as compared to a net loss of HK\$88,822,000 for last year. The substantial reduction of loss was mainly due to the net effect of:

- (i) the operating and administrative expenses decreased by 38% as senior management's remuneration for the year ended 31 December 2019 were reduced as compared to that for the year ended 31 December 2018;
- (ii) the value of assets held by the Group increased by 6% resulting in a significant increase in the valuation gains on assets recorded for the year ended 31 December 2019 by the Group;
- (iii) write-off of prepayment for property, plant and equipment of Japan subsidiaries for the year ended 31 December 2019 (HK\$ Nil) as compared 2018 amounted to HK\$54,516,000; and
- (iv) gain on disposal of subsidiaries for the year ended 31 December 2019 amounted to HK\$9,112,000 (2018: HK\$ Nil).

Total revenue decrease by 19% to HK\$13,458,000 (2018: HK\$16,529,000).

Revenue from rental income decrease by 36% year-over-year to HK\$6,874,000 (2018: HK\$10,747,000).

Revenue derived from horticultural services recorded a 35% increase to HK\$6,584,000 (2018: HK\$4,894,000).

### 業務回顧及展望

#### 財務回顧

年內，本集團繼續從事與物業相關之業務、提供園藝服務、放貸業務、證券交易業務、生產及買賣石墨烯及石墨烯相關產品。本集團年度收益主要來自投資物業的租金收入及提供園藝服務。

本集團錄得年內淨虧損10,000港元，而去年之淨虧損為88,822,000港元。虧損大幅減少乃主要由於下列各項的淨影響所致：

- (i) 截至二零一九年十二月三十一日止年度高級管理人員薪酬較截至二零一八年十二月三十一日止年度減少38%，致使經營及行政開支減少；
- (ii) 本集團所持有的資產價值上升6%，導致截至二零一九年十二月三十一日止年度本集團錄得資產估值收益大幅增加；
- (iii) 截至二零一九年十二月三十一日止年度日本附屬公司之物業、廠房及設備預付款項之撇銷(零港元)，而二零一八年為54,516,000港元；及
- (iv) 截至二零一九年十二月三十一日止年度之出售附屬公司的收益為9,112,000港元(二零一八年：零港元)。

總收益減少19%至13,458,000港元(二零一八年：16,529,000港元)。

來自租金收入的收益與去年同比減少36%至6,874,000港元(二零一八年：10,747,000港元)。

來自園藝服務的收益錄得35%之增幅，至6,584,000港元(二零一八年：4,894,000港元)。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW AND PROSPECTS (CONTINUED)

#### Financial review (continued)

Operating and administrative expenses decreased to HK\$34,951,000 from the prior year of HK\$56,267,000, representing a reduction of 38% year-over-year.

Finance costs amounted to HK\$8,104,000 (2018: HK\$5,943,000) increased by 36%, including interest cost on bank borrowing HK\$6,042,000 (2018: HK\$5,943,000) and interest cost on other borrowings HK\$1,946,000 (2018: HK\$Nil). The increase is mainly due to the charge of 3.5% monthly interest rate on other borrowings and the amount was fully settled before the year end of September 2019.

Total equity of the Group remains approximately the same to HK\$196,842,000 (2018: HK\$196,856,000) as a result of substantial of reduction of loss for the year ended 31 December 2019.

The net asset value of the Group per share as at 31 December 2019 was HK\$0.07 (2018: HK\$0.07) based on the 2,819,102,084 (2018: 2,819,102,084) shares in issue.

### 業務回顧及展望(續)

#### 財務回顧(續)

經營及行政開支由去年56,267,000港元跌至34,951,000港元，較去年同期減少38%。

融資成本為8,104,000港元(二零一八年：5,943,000港元)，增幅36%，包括銀行借貸利息成本6,042,000港元(二零一八年：5,943,000港元)及其他借貸利息成本1,946,000港元(二零一八年：零港元)。增加主要由於其他借貸3.5%月利率之支出所致，該款項已於二零一九年九月底前悉數結清。

本集團之總權益維持約196,842,000港元(二零一八年：196,856,000港元)，此乃由於本集團截至二零一九年十二月三十一日止年度虧損大幅減少。

根據2,819,102,084股(二零一八年：2,819,102,084股)已發行股份計算，本集團於二零一九年十二月三十一日之每股資產淨值為0.07港元(二零一八年：0.07港元)。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW AND PROSPECTS (CONTINUED)

#### Business review

The Group investment properties increased by 6% in market value and amounted to HK\$390,000,000 (2018: HK\$369,200,000) resulting a fair value gain on investment properties by HK\$20,800,000 (2018: HK\$10,800,000). However, rental income from investment properties decrease by 36% and amounted to HK\$6,874,000 (2018: HK\$10,747,000).

The Group operates horticultural services business under the brand "Cheung Kee Garden", which has over forty years of history and sound reputation in the local market. This business segment has a long established customer base and recorded increase in sales volume of both sale of plants and provision of horticultural services business during the year under review.

On 11 April 2019, the Group disposed 100% of the issued share capital of Donwin Property Limited, a wholly owned subsidiary of the Company, at a consideration of HK\$9,500,000 with a net asset value HK\$404,000, result in a gain of HK\$9,096,000 (2018: HK\$Nil).

On 4 Jan 2019, the Group disposed 100% of the share capital of Century Elegant Limited, a wholly owned subsidiary of the Company, at a consideration of HK\$200,000.

The Group started the segment of manufacturing and sales of graphene in Japan since 2016. However, in 2018, due to shortage of fund, the Group was unable to further support that business segment. After careful consideration, the Board at the relevant time had decided to discontinue the construction process and cease the business in Japan. As a result, the prepayment of equipment and machinery for manufacturing of graphene has been written off for the year ended 31 December 2018.

### 業務回顧及展望(續)

#### 業務回顧

本集團投資物業的市值增長6%，為390,000,000港元(二零一八年：369,200,000港元)，乃由於投資物業的公平值收益20,800,000港元(二零一八年：10,800,000港元)所致。然而，來自投資物業之租金收入減少36%，為6,874,000港元(二零一八年：10,747,000港元)。

本集團經營以「張記花園」作品牌之園藝服務業務，該品牌已有四十多年歷史且於本地市場享有良好聲譽。此業務分類已建立長久的客戶基礎，且於回顧年度銷售植物及提供園藝服務業務的銷量均錄得增長。

於二零一九年四月十一日，本集團以代價9,500,000港元出售資產淨值為404,000港元之本公司全資附屬公司棟榮置業有限公司之全部已發行股本，所得收益9,096,000港元(二零一八年：零港元)。

於二零一九年一月四日，本集團以代價200,000港元出售本公司全資附屬公司進加有限公司之全部已發行股本。

本集團自二零一六年起於日本開始生產及銷售石墨烯之業務分類。然而，於二零一八年因缺乏資金，本集團無法繼續支持此業務分類。經過慎重考慮，董事會於相關時間已決定停止建設過程及終止於日本的業務。因此，截至二零一八年十二月三十一日止年度生產石墨烯的設備及機器之預付款項已撇銷。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW AND PROSPECTS (CONTINUED)

#### Business review (continued)

Following the completion of the sale and purchase of 2,112,395,735 shares of the Company (representing approximately 74.93% of the existing issued share capital of the Company as at the material time) on 21 June 2019 and the close of the unconditional mandatory general offer on 9 August 2019, China Asia Graphene Holding Group Co. Limited (previously known as Zhonghan International Holdings Group Limited), a company incorporated in Hong Kong and ultimately controlled by Mr. Huang Binghuang ("Mr. Huang"), has acquired approximately 74.94% of the entire issued share capital of the Company. After the completion of the unconditional mandatory general offer, the Company continues to operate its existing business. The Company is in the progress of conducting a detailed review of its business and operations in order to formulate a long-term strategy for the Group and explore other business opportunities for enhancing its future development and strengthening its revenue bases. Specifically, the Company, through its operating subsidiaries, is considering expanding its property management business into mainland China.

#### Response to COVID-19

The recent outbreak of COVID-19 coronavirus ("COVID-19") has been impacting Hong Kong and many aspects of our operations. The Group uses its best endeavors to mitigate the adverse impact of the COVID-19 outbreak on the Group. To ensure the health and safety of our customers and staff, the Group has, in a timely manner, put in place numerous precautionary measures and procured essential protective supplies. At the same time, during this critical period, the Group has proactively taken steps in ensuring stable business operations of the Group.

The Group will continue closely monitoring the development of COVID-19 situation and fully prepare for business development after the epidemic.

### 業務回顧及展望(續)

#### 業務回顧(續)

繼於二零一九年六月二十一日完成買賣本公司2,112,395,735股股份(相當於本公司於重要時刻存有的已發行股本約74.93%)及於二零一九年八月九日無條件強制全面要約截止後，中亞烯谷控股集團有限公司(前稱中翰國際控股集團有限公司)(一間於香港註冊成立之公司及由黃炳煌先生(「黃先生」)最終控制)已購入本公司全部已發行股本約74.94%。於無條件強制全面要約完成後，本公司繼續經營其現有業務。本公司正在對其業務及營運展開詳細審閱，以為本集團制訂長期策略並探索其他業務機會，促進其未來發展及鞏固其收益基礎。具體而言，本公司正考慮透過其營運附屬公司拓展其物業管理業務至中國內地。

#### 新型冠狀病毒疫情應對

最近爆發的2019新型冠狀病毒(「**新型冠狀病毒**」)疫情已對香港及本集團多方面的業務構成影響。本集團正盡力緩解新型冠狀病毒爆發給本集團帶來的不利影響。為確保顧客與員工的健康和安全，本集團已及時部署多項防控措施及採購防護物資。與此同時，在疫情期間，本集團積極採取措施，以確保本集團的業務穩定運行。

本集團仍會繼續密切關注新型狀病毒發展情況及為疫情結束後的業務發展做充分準備。

# Management Discussion and Analysis

## 管理層討論及分析

### LIQUIDITY AND FINANCIAL RESOURCES

All the Group's funding and treasury activities are centrally managed and controlled at the corporate level. The Group's monetary assets and liabilities are denominated and the Group conducts its business transactions principally in Hong Kong dollars same as compare to last year.

As at 31 December 2019, there was outstanding bank loans in the principal sum of HK\$200,000,000 (2018: HK\$200,000,000). The Group's working capital requirements are funded by bank loans and shareholder's loan of HK\$12 million in the fourth quarter of 2019. The bank has been conducting a credit review in respect of the existing banking facility. As at the date of this report, the bank has orally but not yet notified in written to the Company for the Company suggestion of the partially loan repayment via the support of shareholder's loan proposal and the results is under review.

The Group recorded a net current liabilities of HK\$221,464,000 for the year ended 31 December 2019 (2018: HK\$196,641,000).

The Company has received written confirmation from Mr. Huang that he will continue to provide financial support to the Company to meet all the obligation of the Company to the extent that it is unable to meet those obligations itself.

### Gearing Ratio

Debt to equity gearing ratio of the Group for the year ended 31 December 2019 is 108% (2018:102%) being calculated by bank borrowings and shareholder's loan/shareholder's funds. Debt to asset gearing ratio of the Group for the year ended 31 December 2019 is 50% (2018: 49%) being calculated by bank borrowings and shareholder's loan/total assets

### PLEDGE OF ASSETS

As at 31 December 2019, investment properties, certain land and buildings and bank deposits with an aggregate value of not less than of HK\$400,275,000 (2018: HK\$375,974,000) were pledged to the bank to secure bank loans granted to the Group.

### 流動資金及財務資源

本集團所有融資和財資活動均在公司層面由中央管理及控制。本集團主要以港元作為貨幣性資產及負債之結算單位及進行業務交易，與去年相同。

於二零一九年十二月三十一日，有本金200,000,000港元之未償還銀行貸款(二零一八年：200,000,000港元)。本集團之營運資金需求以銀行貸款及二零一九年第四季度之股東貸款 12,000,000 港元撥付。銀行一直就現有銀行融資進行信貸審查。於本報告日期，銀行就本公司建議以股東貸款償還部分貸款的提議，已口頭通知但尚未書面通知本公司，結果正在審查中。

本集團於截至二零一九年十二月三十一日止年度錄得流動負債淨值約 221,464,000 港元(二零一八年：196,641,000 港元)。

本公司已接獲黃先生的書面確認函，其將繼續向本公司提供財務支援，償付倘本公司本身無法支付該等債務的本公司所有債務。

### 資產負債比率

本集團截至二零一九年十二月三十一日止年度的債務對權益的資產負債比率為108%(二零一八年：102%)，乃按銀行借貸及股東貸款除以股東資金計算。本集團截至二零一九年十二月三十一日止年度的債務對資產的資產負債比率為50%(二零一八年：49%)，乃按銀行借貸及股東貸款除以資產總值計算。

### 資產抵押

於二零一九年十二月三十一日，總價值不少於400,275,000 港元(二零一八年：375,974,000 港元)之投資物業、若干土地及樓宇及銀行存款已抵押予銀行，以取得授予本集團之銀行貸款。

# Management Discussion and Analysis

## 管理層討論及分析

### EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2019, the Group employed a total of 24 employees (2018: 36), including directors. Taking into account the financial challenges ahead and the operation needs of the Group, the Group has simplified its manpower by layoff twelve staff, with employee benefits expense for the year ended 31 December 2019 amounted to HK\$16,190,000 (2018: HK\$32,357,000).

Employees (including directors) are remunerated according to their duties and responsibilities, market conditions and performance of the Group. On top of basic salaries, discretionary bonus and share options may be granted to eligible employee by reference to the individual's performance. In addition, the Company also provides social security benefits to its staff such as mandatory provident fund scheme in Hong Kong.

### DIVIDEND POLICY

The Company has adopted a dividend policy (the "Dividend Policy"), pursuant to which the Company may distribute dividends to the shareholders of the Company by way of cash or shares. Any distribution of dividends shall be in accordance with the Byelaws of the Company and the distribution shall achieve continuity, stability and sustainability. The recommendation of the payment of any dividend is subject to the absolute discretion of the Board, and any declaration of final dividend will be subject to the approval of the shareholders. In proposing any dividend payout, the Board shall also take into account, inter alia, the Group's earnings per share, the reasonable return in investment of the investors and the shareholders in order to provide incentive to them to continue to support the Group in long-term basis, the financial conditions and business plan of the Group, and the market sentiment and circumstances. The Dividend Policy will be reviewed from time to time and there is no assurance that a dividend will be proposed or declared in any specific periods.

### 僱員和薪酬政策

於二零一九年十二月三十一日，本集團合共有 24 名僱員(二零一八年：36 名)(包括董事)。考慮到未來的財務挑戰及本集團的經營需要，本集團已透過解僱 12 名員工精簡人手，截至二零一九年十二月三十一日止年度的僱員福利開支為 16,190,000 港元(二零一八年：32,357,000 港元)。

僱員(包括董事)之薪酬乃按照彼等的職務及責任、市況及本集團的表現釐定。於基本薪金以外，亦可能會根據僱員個人表現，向合資格之僱員授出酌情花紅和購股權。此外，本公司亦為僱員提供社會保障福利，例如香港之強制性公積金計劃。

### 股息政策

本公司採納一項股息政策(「股息政策」)，據此，本公司可透過現金或股份方式向本公司股東派發股息。任何股息分派均應符合本公司之細則的規定，分派應實現連續性、穩定性和可持續性。支付任何股息之建議視乎董事會之絕對酌情權而定，任何末期股息宣派須待股東批准後方可作實。在提出任何股息支付時，董事會還應考慮(其中包括)本集團之每股盈利、投資者和股東之合理投資回報，以鼓勵彼等繼續支持本集團之長期發展、本集團之財務狀況和業務計劃，以及市場氣氛和情況。股息政策將不時進行檢討，並不保證在任何特定時期內會提出或宣佈股息。



# Directors' Report

## 董事會報告

The directors herein present their annual report together with the audited financial statements of the Company and its subsidiaries (the "Group") for the year ended 31 December 2019.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries are set out in note 38 to the financial statements.

### BUSINESS REVIEW

#### Business review and prospects

A business review of the Group's and a discussion and analysis of the Group's performance during the year ended 31 December 2019, the financial position and an indication of likely future development in the Company's business are set out in section headed "Business Review and Prospects" on page 6 of this Annual Report.

#### Principal risks and uncertainties

The major risks facing the Group are summarized below.

#### *Impact of local and international regulations*

The business operation of the Group is also subject to government policy, relevant regulations and guidelines established by the regulatory authorities. Failure to comply with the rules and requirements may lead to penalties, amendments or suspension of the business operation by the authorities. The Group closely monitors changes in government policies, regulations and markets as well as conducting studies to assess the impact of such changes.

#### *Third-party risk*

The Group has been relying on third-party service providers in parts of business to improve performance and efficiency of the Group. While gaining the benefits from external service providers, the management realizes that such operational dependency may pose a threat of vulnerability to unexpected poor or lapses in service including reputation damage, business disruption and monetary losses. To address such uncertainties, the Group engages only reputed third-party providers and closely monitors their performance or recruits qualified staff to provide such service.

董事謹此提呈本公司及其附屬公司(「本集團」)截至二零一九年十二月三十一日止年度之年報及經審核財務報表。

### 主要業務

本公司之主要業務為投資控股。主要附屬公司之主要業務之詳情載於財務報表附註38。

### 業務回顧

#### 業務回顧及展望

截至二零一九年十二月三十一日止年度之本集團業務回顧及本集團表現之討論及分析、財務狀況及本公司業務之可能未來發展陳述載於本年報第6頁「業務回顧及展望」一節。

#### 主要風險及不確定因素

以下概述本集團面對的主要風險。

#### *本地及國際規例的影響*

本集團的業務營運亦受政府政策、相關規例及監管機構發出的指引所限。未能遵守規則及規定者，可被當局判處罰款、修訂或暫停業務營運。本集團密切監察政府政策、規例及市場的變動，並進行研究，以評估該等變動帶來的影響。

#### *第三方風險*

本集團在部份業務方面依賴第三方服務供應商，以改進本集團表現及效率。從外聘服務供應商得到利益的同時，管理層意識到該等營運依賴或會易受不可預期的差劣或失效服務的威脅，包括商譽受損、業務中斷及金錢損失。針對該等不確定因素，本集團僅與信譽良好的第三方供應商合作，並密切監察彼等的表現或招聘合資格員工提供有關服務。

# Directors' Report

## 董事會報告

### BUSINESS REVIEW (CONTINUED)

#### Environmental policies and performance

The Company persistently strive to operate its business in an economic, social and environmentally sustainable manner. During the year, while seeking business growth, the Group assumed its corporate environmental and social responsibilities proactively by making constant progress towards sustainable development. The Group has developed and improved its environmental policies, optimised the efficiency in the use of energy and resources, advocated and promoted environmental protection and reduced the impact of its business development on the environment.

Details of the Company's environmental policy and performance are published in the separate Environmental, Social and Governance Report which will be available at the Company's website and the website of the Stock Exchange not later than 3 months after the publication of this annual report.

#### Compliance with laws and regulations

The incorporation places of the Company and its subsidiaries includes Bermuda, Hong Kong, the British Virgin Islands (the "BVI") and Japan and an associate company in Cayman Islands. The Group's operations are carried out by the Company's subsidiaries in Hong Kong and Japan while the Company itself is listed on the Stock Exchange of Hong Kong Limited. Our establishment and operations accordingly shall comply with relevant laws and regulations of Bermuda, Hong Kong, the BVI, Japan and Cayman Islands. During the year ended 31 December 2019, we have complied with all the relevant laws and regulations in the statutory and business operation.

#### Key relationships with employees, customers and suppliers

The Group promoted people-oriented management cultures and emphasized the value of employees as it believed employees were important resources for enhancing the Company's productivity and core competency. To provide employees with competitive remunerations and opportunities to receive skill trainings is closely connected to the realization of employees' individual values as well as the Group's strategic goals.

The Group maintained good cooperation and communications with suppliers and ensured both sides were mutually benefited. The Group also paid close attention to customers' satisfaction and constantly enhanced service quality in order to maintain good reputation of the Company.

### 業務回顧(續)

#### 環境政策及表現

本公司力求在經濟、社會及環境方面採用可持續發展的方式經營業務。年內，本集團在尋求業務增長的同時，透過在可持續發展方面不斷取得進展，積極承擔企業環境及社會責任。本集團已制定並改進其環境政策，優化能源及資源的使用效率，提倡並推動環境保護，以及減低業務發展對環境的影響。

有關本公司的環保政策及表現詳情刊載於獨立環境、社會及管治報告內，該報告將於本年報刊發後不遲於三個月內刊登於本公司網站及聯交所網站。

#### 遵守法律及法規

本公司及其附屬公司的註冊成立地點包括百慕達、香港、英屬處女群島(「英屬處女群島」)以及日本及一間聯營公司於開曼群島註冊成立。本集團的業務由本公司位於香港及日本的附屬公司營運，而本公司本身於香港聯合交易所有限公司上市。因此，本公司之成立及營運須遵守百慕達、香港、英屬處女群島、日本及開曼群島相關法律及法規。於截至二零一九年十二月三十一日止年度，我們遵從法定及業務營運之所有相關法律及法規。

#### 與僱員、客戶及供應商之主要關係

本集團推廣以人為本的管理文化，重視僱員價值，因為其認為僱員對增強本公司生產力和核心競爭力而言是重要財富。向僱員提供具有競爭優勢的薪酬及接受技能培訓的機會與實現僱員個人價值和本集團策略目標息息相關。

本集團與供應商保持良好合作和溝通，並確保雙方互惠互利。本集團亦密切關注客戶滿意度及持續提高服務質量，藉此保持本公司的良好聲譽。

# Directors' Report

## 董事會報告

### FINANCIAL STATEMENTS

The results and cash flows of the Group for the year ended 31 December 2019 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 54 to 134.

### DIVIDENDS

The directors do not recommend the payment of any dividend in respect of the year ended 31 December 2019.

### SUMMARY FINANCIAL INFORMATION

A summary of the results and of the assets, liabilities and noncontrolling interests of the Group for the last five financial years is set out on the page 136 of this Annual Report.

### FIXED ASSETS

Details of movements in the fixed assets of the Group are set out in note 18 to the financial statements.

### SHARE CAPITAL

Details of the Company's share capital during the year are set out in note 30 to the financial statements.

### PRE-EMPTIVE RIGHTS

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

### RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 32 to the financial statements and in the consolidated statement of changes in equity respectively.

### 財務報表

本集團截至二零一九年十二月三十一日止年度之業績及現金流量及本公司與本集團於該日之財務狀況載於財務報表第54頁至第134頁。

### 股息

董事不建議就截至二零一九年十二月三十一日止年度派付任何股息。

### 財務資料概要

本集團最近五個財政年度之業績及資產、負債及非控股權益概要載於本年報第136頁。

### 固定資產

本集團固定資產之變動詳情載於財務報表附註18。

### 股本

年內本公司股本之詳情載於財務報表附註30。

### 優先購股權

本公司之公司細則或百慕達之法例均無規定本公司必須按比例向現有股東優先發售新股之優先購股權條文。

### 儲備

年內本公司及本集團之儲備變動詳情分別載於財務報表附註32及綜合權益變動表。

# Directors' Report

## 董事會報告

### DISTRIBUTABLE RESERVES

As at 31 December 2019, the Company's reserves available for distribution calculated in accordance with the provisions of the Companies Act 1981 of Bermuda (as amended) was Nil (2018: Nil).

### MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for 25% (2018: 32%) of the total sales for the year and sales to the largest customer included therein amounted to 15% (2018: 23%).

Purchases from the Group's five largest suppliers accounted for 54% (2018: 79%) of the total purchases for the year and purchases from the largest supplier included therein amounted to 29% (2018: 41%).

As far as the directors are aware, neither the directors, their close associates, nor those shareholders which to the knowledge of the directors own more than 5% of the Company's issued shares had any interest in the five largest customers and suppliers.

### QUALIFIED OPINION

The auditor of the Company, ZHONGHUI ANDA CPA Limited (the "Auditor"), has expressed Qualified Opinion for the financial year ended of 31 December 2018 and 2019. Details of the basis of the Qualified Opinion are included in the Independent Auditor's Report (the "Audit Qualifications") on page 47 to page 53 of this report. In gist, there was insufficient evidence relating to the accounting treatment of the Company's Taiwan associate, namely Five Color Stone Technology Corporation ("Five Stone Technology") and the Company's Japan subsidiaries, namely WI Capital Co., Limited and WI Graphene Co., Limited ("WI Capital" and "WI Graphene" respectively).

The impact on the Company's financial position will be assessed after the Board and the management have obtained all documents for the Auditor to complete the audit as soon as practicable.

### 可分派儲備

於二零一九年十二月三十一日，根據百慕達一九八一年公司法(經修訂)之條文計算之本公司之可供分派儲備為零(二零一八年：零)。

### 主要客戶及供應商

於回顧年度內，本集團之五個最大客戶所佔之銷售額佔全年總銷售額25%(二零一八年：32%)，而最大客戶所佔之銷售額佔15%(二零一八年：23%)。

本集團向五個最大供應商之購貨額佔全年購貨總額54%(二零一八年：79%)，而向最大供應商之購貨額佔29%(二零一八年：41%)。

就董事所知，董事及其緊密聯繫人，或持有本公司已發行股份逾5%之股東概無於五個最大客戶及供應商中擁有權益。

### 保留意見

本公司核數師中匯安達會計師事務所有限公司(「核數師」)已對截至二零一八年及二零一九年十二月三十一日止財政年度發表保留意見。保留意見的基準詳情載於本報告第47頁至53頁的獨立核數師報告(「審核保留意見」)。要點在於並無足夠證據支持本公司的台灣聯營公司Five Color Stone Technology Corporation(「Five Color Stone」)及本公司的日本附屬公司WI Capital Co., Limited及WI Graphene Co., Limited(分別簡稱「WI Capital」及「WI Graphene」)的會計處理方式。

對本公司財務狀況的影響將於董事會及管理層取得所有文件供核數師完成審核後於切實可行情況下盡快進行評估。

# Directors' Report

## 董事會報告

### QUALIFIED OPINION (CONTINUED)

The reason why the Auditor could not obtain the required information and documents for audit purpose at the relevant time was due to Five Color Stone, WI Capital and WI Graphene not having provided the required documents to the Auditor for the FY2018 audit in a timely manner or at all. The required documents were not provided by Five Color Stone in a timely manner because it was not a usual requirement under the relevant Taiwan regulations to have prepared such documents. Since WI Capital and WI Graphene have ceased operation, the management of WI Capital and WI Graphene requested the Company to settle the outstanding debts of WI Capital and WI Graphene including outstanding taxes, rent and salary before they can resume the operation of WI Capital and WI Graphene and thereafter provide the requested documents and information to the Company. The Board understood from Mr. Zhou Chen that at the relevant time the Company did not have sufficient funds to settle such outstanding debts.

After the new management of the Company has been appointed in September 2019, the Board has proactively arranged for site visits of consultants, legal advisors and the Auditor to Taiwan and Japan for the purpose of obtaining and reviewing necessary information and documents to the satisfaction of the Auditor in order to remove the Audit Qualification. However, due to a number of incidents in Hong Kong which has delayed the investigation process, including the HK protests, the Christmas and new year holiday period, together with the coronavirus, the Board and Management were unable to obtain the necessary information and documents required by the Auditor and therefore the Audit Qualifications remains for FY2019.

Without being able to obtain the necessary additional documents for audit purpose, the Board acknowledges the insufficiency of documents for audit and therefore the expression of Audit Qualifications by the Auditor. The Board agreed that all the required requirements for audit purpose shall be obtained by the Auditor in order to completely reflect the financial position of the Company and to remove the Audit Qualifications as soon as practicable.

The Audit Committee agreed with the Company's position that the Auditor gave Audit Qualification. The Audit Committee further agreed with the Management's position and assessment towards the financial position of the Company as mentioned above.

### 保留意見(續)

核數師未能於相關時間獲取所需資料及文件作審核用途的原因為Five Color Stone、WI Capital及WI Graphene並無及時向核數師提供所需文件用於二零一八財政年度審核或完全無提供。Five Color Stone並無及時提供所需文件乃由於根據相關台灣法規，提供該等文件並非一般規定。由於WI Capital及WI Graphene已終止經營，WI Capital及WI Graphene的管理層請求本公司清償WI Capital及WI Graphene的未償還債務(包括未繳稅項、租金及薪金)，使彼等可恢復WI Capital及WI Graphene營運及其後向本公司提供所需文件及資料。董事會自周晨先生了解到，於相關時間本公司並無充裕資金結清該等未償還債務。

本公司於二零一九年九月委任新管理層後，董事會已積極安排顧問、法律顧問及核數師前往台灣及日本實地拜訪，以獲取及審閱令核數師信納從而剔除審核保留意見的必要資料及文件。然而，由於香港發生若干事故推遲調查過程，包括香港抗議遊行、聖誕節及新年假期以及新冠病毒，董事會及管理層未能取得核數師要求的必要資料及文件，故審核保留意見仍見於二零一九財政年度。

在未能取得必要額外文件作審核用途的情況下，董事會認可審核文件的不充分及核數師發表的審核保留意見。董事會同意核數師應獲得作審核用途的一切所需規定文件以完全反映本公司的財務狀況及於切實可行情況下盡快剔除審核保留意見。

審核委員會同意核數師作出保留意見的本公司立場。審核委員會進一步同意管理層對上述本公司財務狀況的立場及評估。



# Directors' Report

## 董事會報告

### QUALIFIED OPINION (CONTINUED)

Since the publication of the 2018 Annual Report, the Company has taken various actions to address the Audit Qualifications including:

- (a) Appointing a new CFO in November 2019, hiring external consultants in December 2019 and engaging legal advisors in January 2020 to review and investigate the events surrounding the Audit Qualifications;
- (b) Having regular email correspondence and telephone conversation with the management of Five Stone Technology, WI Capital and WI Graphene about the events surrounding the Audit Qualifications; and
- (c) Arranging site visits to Japan and Taiwan and face to face meetings with the management of Five Stone Technology, WI Capital and WI Graphene in order to obtain required documents for audit purpose.

Considering that the Audit Qualifications remains for FY2019, the Company proposes to take the following plan in order to remove the Audit Qualifications in the financial statements of FY2021 or FY2022:

- (a) Obtaining all required documents to meet the requirements of the Auditor to (i) do an interim audit for the period ended 30 June 2020 and to announce before 31 August 2020; or (ii) do an annual audit for the financial year ended 31 December 2020 and to announce the same before 31 March 2021 (by sending representatives and the Auditor to Japan and Taiwan and/or taking appropriate legal action in Taiwan and Japan). In this case, the Company expects the Audit Qualification will be carried to the auditor's report for the financial year ended 31 December 2020, because these qualifications are concerning the financial statements of the Group for the year ended 31 December 2019, which will form the basis for the corresponding figures presented in the next year's financial statements, and the Auditor Qualification to be removed in the financial statements of FY2021; and
- (b) If the Company fails to obtain all the required documents under (a) above, winding-up Five Stone Technology, WI Capital and WI Graphene after obtaining relevant professional advice. In this case, the Company expects the Audit Qualification will remain on for the financial year ended 31 December 2020, the qualification on corresponding figures for the financial year ended 31 December 2021, and removed in the financial year ended 31 December 2022.

The Company will keep the shareholders and investors informed and updated about the progress of addressing the Audit Qualifications.

### 保留意見(續)

自二零一八年年報刊發以來，本公司已採取各種行動處理審核保留意見，包括：

- (a) 於二零一九年十一月委任一名新財務總監，於二零一九年十二月聘請外部顧問及於二零二零年一月委聘法律顧問，以審閱及調查審核保留意見相關事件；
- (b) 與Five Stone Technology、WI Capital及WI Graphene的管理層就審核保留意見相關事件保持定期電郵通訊及電話交談；及
- (c) 安排實地到訪日本及台灣並與Five Stone Technology、WI Capital及WI Graphene的管理層會面，以獲取所需文件作審核之用。

考慮到審核保留意見仍見於二零一九財政年度，本公司擬採取以下計劃，以於二零二一財政年度或二零二二年財政年度的財務報表剔除審核保留意見：

- (a) 取得滿足核數師要求的所有必要文件，以(i)就截至二零二零年六月三十日止期間進行中期審核及於二零二零年八月三十一日前公佈；或(ii)就截至二零二一年十二月三十一日止財政年度進行年度審核及於二零二一年三月三十一日前公佈(透過派代表及核數師前往日本及台灣及／或於台灣及日本採取適當法律行動)。在此情況下，本公司預計審核保留意見將轉至截至二零二零年十二月三十一日止財政年度的核數師報告，乃由於該等保留意見涉及本集團截至二零一九年十二月三十一日止年度的財務報表，該財務報表將構成下個年度財務報表內呈列的相應數字，而審核保留意見將於二零二一財政年度的財務報表剔除；及
- (b) 倘本公司未能根據上文(a)取得所有必要文件，則於獲取相關專業意見後將Five Stone Technology、WI Capital及WI Graphene清盤。在此情況下，本公司預計審核保留意見仍見於截至二零二零年十二月三十一日止財政年度，而截至二零二一年十二月三十一日止財政年度相應數字仍受保留意見影響，於截至二零二二年十二月三十一日止財政年度方會獲剔除。

本公司將告知及向股東及投資者提供有關處理審核保留意見進展的最新資料。



# Directors' Report

## 董事會報告

### DIRECTORS

The directors who held office during the year and up to the date of this report were:

#### Executive directors:

Mr. Huang Binghuang (*Chairman*) (Appointed on 30 September 2019)  
Ms. Xia Ping (Appointed on 30 September 2019)  
Mr. Zhou Chen  
Mr. Chen Meng (Resigned on 23 August 2019)

#### Non-executive director:

Ms. Wang Li Jiao (Appointed on 30 September 2019)  
Mr. Li Feng Mao (Resigned on 23 August 2019)

#### Independent non-executive directors:

Mr. Lum Pak Sum (Appointed on 30 September 2019)  
Mr. Gao Han (Appointed on 28 February 2019)  
Mr. Chow Chi Ping (Appointed on 28 February 2019)  
Mr. Wang Song Ling (Resigned on 23 August 2019)

In accordance with the Company's Bye-law 87(1), Mr. Zhou Chen, Mr. Gao Han and Mr. Chow Chi Ping will retire from office by rotation, being eligible, offer himself for re-election as director at the forthcoming annual general meeting.

The Company has received from each of the Independent Non-Executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules") and considers each of the Independent Non-Executive Directors is independent.

### DIRECTORS' SERVICE CONTRACTS

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

### INDEMNITY OF DIRECTORS

The Company has maintained appropriated directors and officers liability insurance and such permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the year.

### 董事

於本年度及截至本報告日期止任職之董事為：

#### 執行董事：

黃炳煌先生(主席)(於二零一九年九月三十日獲委任)  
夏萍女士(於二零一九年九月三十日獲委任)  
周晨先生  
陳猛先生(於二零一九年八月二十三日辭任)

#### 非執行董事：

王麗姣女士(於二零一九年九月三十日獲委任)  
李丰茂先生(於二零一九年八月二十三日辭任)

#### 獨立非執行董事：

林柏森先生(於二零一九年九月三十日獲委任)  
高寒先生(於二零一九年二月二十八日獲委任)  
周啟平先生(於二零一九年二月二十八日獲委任)  
王松岭先生(於二零一九年八月二十三日辭任)

根據本公司之公司細則第87(1)條，周晨先生、高寒先生及周啟平先生將輪值退任，且符合資格並願意於應屆股東週年大會上重選連任為董事。

本公司已接獲各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條發出的年度獨立性確認書，並認為各獨立非執行董事屬獨立人士。

### 董事之服務合約

建議於應屆股東週年大會膺選連任之董事並無與本公司訂立不可由本公司於一年內無需支付賠償(法定賠償除外)而終止之服務合約。

### 董事之彌償

本公司一直有為董事及本公司主管人員購買適當的責任保險，而該惠及董事的獲准許的彌償條文於年內全年生效，且目前仍在生效中。

# Directors' Report

## 董事會報告

### DIRECTORS' INTERESTS IN SHARES

As at 31 December 2019, the interests or short positions of the Directors and chief executives of the Company and their associates in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept by the Company pursuant to 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 (the "Model Code") were as follows:

### MANAGEMENT CONTRACTS

No contracts, other than a contract of service with any executive Director or any person engaged under the full-time employment of the Company, concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

### Long Positions in Shares and Underlying Shares of the Company:

Long Positions in Shares and Underlying Shares of the Company:

Name of director	董事姓名	Nature of interest 權益性質	Number and class of shares held 所持股份數目及類別	Percentage 百分比
Huang Binghuang	黃炳煌	Interest of controlled corporation 受控制法團權益	2,112,533,229 ordinary shares 股普通股	74.94%

Note:

- (i) Mr. Huang Binghuang ("Mr. Huang") was deemed to have 2,112,533,229 shares held by China Asia Graphene Holding Group Co. Limited (previously known as Zhonghan International Holdings Group Limited) as Mr. Huang indirectly holds 90% of the shares of China Asia Graphene Holding Group Co. Limited (previously known as Zhonghan International Holdings Group Limited).

A winding-up petition was made against China Asia Group (HK) Limited and details of which could be found in note 1 to the financial statements.

Save as disclosed above, as at 31 December 2019, none of the directors and the chief executive of the Company were, under Divisions 7 and 8 of Part XV of the SFO, taken to be interested or deemed to have any other interests or short positions in the shares, underlying shares or debentures of the Company, that were required to be entered into the register kept by the Company pursuant to section 352 of the SFO or were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

### 董事之股份權益

於二零一九年十二月三十一日，本公司董事及主要行政人員以及彼等之聯繫人於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中，擁有本公司根據證券及期貨條例第352條須存置之登記冊所記錄之權益或淡倉，或根據上市發行人董事進行證券交易的標準守則（「標準守則」）須另行知會本公司及聯交所之權益或淡倉如下：

### 管理合約

除與執行董事或本公司全職僱員訂立的服務合約外，於本年度概無訂立或已訂有涉及本公司業務全部或任何重大部分的管理及行政方面的合約。

### 於本公司股份及相關股份之好倉：

於本公司股份及相關股份之好倉：

附註：

- (i) 黃炳煌先生（「黃先生」）被視為擁有由中亞烯谷控股集團有限公司（前稱中翰國際控股集團有限公司）持有的2,112,533,229股股份，乃由於黃先生間接持有中亞烯谷控股集團有限公司（前稱中翰國際控股集團有限公司）90%的股份。

一項針對中亞集團（香港）有限公司的清盤呈請已發出及詳情載於財務報表附註1。

除上文所披露者外，於二零一九年十二月三十一日，根據證券及期貨條例第XV部第7及8分部，概無本公司之董事及主要行政人員被當作或視作於本公司之股份、相關股份或債券中，擁有須於本公司根據證券及期貨條例第352條所存置之登記冊中記錄或根據標準守則須知會本公司及聯交所之任何其他權益或淡倉。

# Directors' Report

## 董事會報告

### SHARE OPTION SCHEME

#### Purpose of the scheme

The existing share option scheme (the "Scheme") of the Company was adopted on 25 June 2013 for the purposes of enabling the Group to provide incentives or rewards to eligible participants for their contribution to, and continuing efforts to promote the interests of the Group and to enable the Group to recruit and/or to retain high-calibre employees and attract human resources that are valuable to the Group.

#### Participants of the scheme

The directors of the Company are authorised, at their discretion, to invite eligible participants, including the directors or any employee (whether full time or part time) of the Group or an affiliate, and any consultant, agent, or advisor of the Group or an affiliate, to take up options (the "Option(s)") to subscribe for shares of the Company under the Scheme.

#### Total number of shares available for issue

On the adoption date of 25 June 2013, the total number of shares of the Company (the "Shares") available for issue under the Scheme were 263,165,208, representing 10% of the issued Shares of the Company as at the date of adoption of the Scheme.

On 27 May 2016, the ordinary resolution of refreshment of the Scheme limit was approved by shareholders at the annual general meeting of the Company.

During the year ended 31 December 2019, no Option had been granted, exercised, lapsed, or was cancelled under the Scheme.

#### Maximum entitlement of each participant

The maximum number of Shares in respect of which the Options may be granted to any one participant in any twelve-month period shall not exceed 1% of the total number of shares in issue from time to time.

### 購股權計劃

#### 計劃之目的

本公司現有購股權計劃(「計劃」)乃於二零一三年六月二十五日採納，旨在令本集團鼓勵或嘉獎合資格參與者對本集團利益作出的貢獻及為此繼續努力及使本集團可招聘及／或挽留高才幹僱員，並吸引對本集團有所裨益之人才。

#### 計劃之參與者

本公司董事獲授權酌情邀請合資格參與者，包括本集團或聯屬公司之董事或任何僱員(不論全職或兼職)及任何本集團或聯屬公司之諮詢人、代理人或顧問根據計劃承購購股權(「購股權」)認購本公司股份。

#### 可供發行之股份總數

於採納日期(二零一三年六月二十五日)，本公司根據計劃可供發行的股份(「股份」)總數為263,165,208股，佔本公司於採納計劃當日已發行股份10%。

於二零一六年五月二十七日，一項更新計劃上限之普通決議案獲股東在本公司股東週年大會上批准。

於截至二零一九年十二月三十一日止年度，概無根據計劃授出、行使、失效或註銷之購股權。

#### 各參與者之最高配額

於任何十二個月期間內可授予任何一名參與者之購股權所涉及最高數目股份不得超過不時發行之股份總數1%。

# Directors' Report

## 董事會報告

### SHARE OPTION SCHEME (CONTINUED)

#### Time of exercise of option

The Options may be exercised in accordance with the terms of the Scheme at any time during a period as determined by the directors of the Company and not exceeding ten years from the date of the grant. There is no minimum period for which an option must be held before it can be exercised.

#### Acceptance of offer

The offer of a grant of share options may be accepted within twenty-one days from the date of offer upon an initial payment of HK\$1 in total for each acceptance.

#### Basis of determining the exercise price

The exercise price of the Options is determined by the Board in its absolute discretion and shall not be less than whichever is the highest of:

- (a) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheets on the date of the grant, which must be a business day;
- (b) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of the grant; and
- (c) the nominal value of a Share.

#### Remaining life of the Scheme

The Scheme became effective on 25 June 2013 and will remain in force for a period of 10 years from that date.

### 購股權計劃(續)

#### 行使購股權之時間

購股權可於本公司董事釐定之期間根據計劃之條款隨時行使，但不得超過自授出日期起計十年。並無訂明行使購股權前須持有之最短期限。

#### 接納要約

授出購股權之要約可自要約日期後二十一日內於就每次接納初次支付合共1港元後獲接納。

#### 釐定行使價之基準

購股權之行使價由董事會全權酌情釐定且不得低於以下最高者：

- (a) 於授出日期(必須為營業日)聯交所每日報價表所列股份之收市價；
- (b) 緊接授出日期前五個交易日聯交所每日報價表所列股份之平均收市價；及
- (c) 股份之賬面值。

#### 計劃之餘下年期

計劃於二零一三年六月二十五日生效及將於該日起十年期間內維持有效。

# Directors' Report

## 董事會報告

### DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in note 37 to the financial statements, no transaction, arrangement or contract of significance to which the company, or any of its holding company, subsidiaries or fellow subsidiaries was a party, and in which a director of the company had a material interest, subsisted at the end of the year or at any time during the year.

### DISCLOSURE OF INFORMATION ON DIRECTORS

Pursuant to rule 13.51B(1) of the Listing Rules, the changes of the information on director is as follows:

1. Mr. Zhou Chen resigned as the company secretary of the Company with effect from 27 June 2019. Mr. Zhou Chen was reappointed as the company secretary of the Company on 30 August 2019 and resigned again as company secretary of the Company with effect from 16 December 2019.
2. Mr. Zhou Chen ceased to be the Chief Financial Officer of the Company on 16 December 2019.
3. With effect from 16 November 2019, the annual emolument of each executive director of the Company shall not be more than HK\$1,000,000 and the details of performance assessment shall be formulated by the remuneration committee of the Company.

### RELATED PARTY TRANSACTIONS

Details of transactions between the Group and parties regarded as "Related Parties" under applicable accounting principles are set out in note 37 to the financial statements. No transaction disclosed thereto constitutes connected transaction or continuing connected transaction of the Company subject to, among other things, reporting, announcement or independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 31 December 2019, none of the Directors or any of their respective close associates (as defined in the Listing Rules) had any interest in a business that competes or may compete with the business of the Group.

### 董事於交易、安排及合約之權益

除財務報表附註37所披露者外，概無於年終或年內任何時間有效訂立本公司或其控股公司、附屬公司或同系附屬公司為訂約方及對彼等而言屬重大，且本公司董事擁有重大權益之交易、安排或合約。

### 董事資料披露

根據上市規則第13.51B(1)條，董事資料變動如下：

1. 周晨先生辭任本公司之公司秘書，自二零一九年六月二十七日起生效。周晨先生於二零一九年八月三十日再次獲委任為本公司之公司秘書及自二零一九年十二月十六日起再次辭任本公司之公司秘書。
2. 周晨先生於二零一九年十二月十六日不再擔任本公司之財務總監。
3. 自二零一九年十一月十六日起，本公司各執行董事之年度酬金不得超過1,000,000港元及績效評估詳情將由本公司薪酬委員會制訂。

### 關連人士交易

本集團與適用會計原則下被視為「關連人士」各方之交易詳情載於財務報表附註37。於本報告披露的交易概無構成本公司關連交易或持續關連交易而須遵守(其中包括)上市規則第14A章下有關申報、公告或獨立股東批准的規定。

### 董事於競爭業務之權益

於二零一九年十二月三十一日，概無董事或彼等各自的緊密聯繫人(定義見上市規則)於與本集團業務構成競爭或可能構成競爭的業務中擁有任何權益。

# Directors' Report

## 董事會報告

### SUBSTANTIAL SHAREHOLDERS' INTEREST IN SHARES

As at 31 December 2019, the interests or short positions of the following substantial shareholders (other than persons who were directors and chief executive of the Company) in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, were as follows:

#### Long positions in shares and underlying shares of the company:

### 主要股東之股份權益

於二零一九年十二月三十一日，下列主要股東（本公司董事及主要行政人員除外）於本公司之股份及相關股份，擁有本公司根據證券及期貨條例第336條之規定須存置之登記冊所記錄之權益或淡倉如下：

於本公司股份及相關股份之好倉：

Name of shareholders 股東名稱	Nature of interest 權益性質	Number and class of shares held 所持股份數目及類別	Percentage 百分比
Huang Binghuang <sup>(Note 1)</sup> 黃炳煌 <sup>(附註1)</sup>	Interest of controlled corporation 受控制法團權益	2,112,533,229	74.94%
China Asia Group (HK) Limited <sup>(Note 2)</sup> 中亞集團(香港)有限公司 <sup>(附註2)</sup>	Interest of controlled corporation 受控制法團權益	2,112,533,229	74.94%
Zhengbo International Corporation <sup>(Note 3)</sup> 正博國際有限公司 <sup>(附註3)</sup>	Interest of controlled corporation 受控制法團權益	2,112,533,229	74.94%
深圳市中亞實業發展有限公司 <sup>(附註4)</sup>	Interest of controlled corporation 受控制法團權益	2,112,533,229	74.94%
China Asia Graphene Holding Group Co. Limited (previously known as Zhonghan International Holdings Group Limited) 中亞烯谷控股集團有限公司(前稱中翰國際控股集團有限公司)	Beneficial Owner 實益擁有人	2,112,533,229	74.94%



# Directors' Report

## 董事會報告

### SUBSTANTIAL SHAREHOLDERS' INTEREST IN SHARES (CONTINUED)

#### Long positions in shares and underlying shares of the company: (continued)

Notes:

1. Mr. Huang Binghuang ("Mr. Huang") was deemed to have 2,112,533,229 shares held by China Asia Graphene Holding Group Co. Limited (previously known as Zhonghan International Holdings Group Limited) as Mr. Huang indirectly holds 90% of the shares of China Asia Graphene Holding Group Co. Limited (previously known as Zhonghan International Holdings Group Limited).
2. China Asia Group (HK) Limited holds 41% of the beneficial interests in China Asia Graphene Holding Group Co. Limited (previously known as Zhonghan International Holdings Group Limited) which holds 2,112,533,229 shares of the Company. Therefore, China Asia Group (HK) Limited is deemed to have 2,112,533,229 shares of the Company held by China Asia Graphene Holding Group Co. Limited (previously known as Zhonghan International Holdings Group Limited).
3. Zhengbo International Corporation holds 59% of the beneficial interests in China Asia Graphene Holding Group Co. Limited (previously known as Zhonghan International Holdings Group Limited) which holds 2,112,533,229 shares of the Company. Therefore, Zhengbo International Corporation is deemed to have 2,112,533,229 shares of the Company held by China Asia Graphene Holding Group Co. Limited (previously known as Zhonghan International Holdings Group Limited).
4. 深圳市中亞實業發展有限公司 is the sole shareholder of China Asia Group (HK) Limited. With reference to Note 3 above, 深圳市中亞實業發展有限公司 is deemed to have 2,112,533,229 shares of the Company held by China Asia Graphene Holding Group Co. Limited (previously known as Zhonghan International Holdings Group Limited).

Save as disclosed above, as at 31 December 2019, the Company had not been notified of any other persons (other than persons who were directors and chief executive of the Company) who had 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.

### 主要股東之股份權益(續)

#### 於本公司股份及相關股份之好倉：(續)

附註：

1. 黃炳煌先生(「黃先生」)被視為擁有由中亞烯谷控股集團有限公司(前稱中翰國際控股集團有限公司)持有的2,112,533,229股股份，乃由於黃先生間接持有中亞烯谷控股集團有限公司(前稱中翰國際控股集團有限公司)90%的股份。
2. 中亞集團(香港)有限公司持有中亞烯谷控股集團有限公司(前稱中翰國際控股集團有限公司)41%實益權益，而中亞烯谷控股集團有限公司持有2,112,533,229股本公司股份。因此，中亞集團(香港)有限公司被視為擁有由中亞烯谷控股集團有限公司(前稱中翰國際控股集團有限公司)持有的2,112,533,229股本公司股份。
3. 正博國際有限公司持有中亞烯谷控股集團有限公司(前稱中翰國際控股集團有限公司)59%實益權益，而中亞烯谷控股集團有限公司持有2,112,533,229股本公司股份。因此，正博國際有限公司被視為擁有由中亞烯谷控股集團有限公司(前稱中翰國際控股集團有限公司)持有的2,112,533,229股本公司股份。
4. 深圳市中亞實業發展有限公司為中亞集團(香港)有限公司的唯一股東。經參考上文附註3，深圳市中亞實業發展有限公司被視為擁有由中亞烯谷控股集團有限公司(前稱中翰國際控股集團有限公司)持有的2,112,533,229股本公司股份。

除上文所披露者外，於二零一九年十二月三十一日，本公司不知悉任何其他人士(本公司董事及主要行政人員除外)按照本公司根據證券及期貨條例第336條之規定所存置之登記冊所記錄於本公司之股份及相關股份擁有權益或淡倉。

# Directors' Report

## 董事會報告

### LOAN AGREEMENT WITH COVENANTS RELATING TO SPECIFIC PERFORMANCE OF THE CONTROLLING SHAREHOLDER AND BREACH OF LOAN COVENANTS

On 12 August 2016, the Company accepted a facility letter relating to a two-year term loan facility in an aggregate amount of HK\$200,000,000 (the "Facility") (the "Facility Letter") offered by a licensed bank in Hong Kong (the "Bank"). Such facility has been renewed in April 2019, which, among other revisions, removed the required undertaking that Mr. Li Feng Mao (the ultimate controlling shareholder of the Company at the time of accepting the Facility Letter) shall hold over 50% controlling shares of the Company during the Facility period.

The Company had violated the following other covenants under the Facility Letter during the financial year ended 31 December 2019 and the details are as follows:

- (a) The Company's bank account requires a minimum deposit of HK\$6,000,000. There was a breach of loan covenant due to the minimum deposit not being met; and
- (b) Due to several changes in the management of the subsidiaries, funds that were required to be deposited into designated accounts from the subsidiaries had not been so deposited in time;

### 附帶控股股東特定表現契約之貸款協議及違反貸款契約

於二零一六年八月十二日，本公司接納由一家香港持牌銀行（「該銀行」）授出，總額為200,000,000港元之兩年期定期貸款（「貸款」）之貸款協議（「貸款協議」）。該貸款已於二零一九年四月獲延長期限，除其他修訂外，剔除李丰茂先生（於接納貸款協議時為本公司最終控股股東）須於貸款期間內持有本公司超過50%的控制性股份的規定保證。

本公司於截至二零一九年十二月三十一日止財政年度內違反貸款協議項下以下契約及詳情如下：

- (a) 本公司銀行賬戶要求6,000,000港元的最低保證金。由於未能滿足最低保證金要求違反貸款契約；及
- (b) 由於附屬公司管理出現若干變動，須自附屬公司存入指定賬戶的資金並未及時存入；

# Directors' Report

## 董事會報告

### LOAN AGREEMENT WITH COVENANTS RELATING TO SPECIFIC PERFORMANCE OF THE CONTROLLING SHAREHOLDER AND BREACH OF LOAN COVENANTS (continued)

The Board has been made aware of the above violation of loan covenants and has taken necessary remedial actions accordingly. As of the date of this report, the above violation has been remedied as minimum bank deposit is now being met and the required funds are now being deposited into designated accounts from the subsidiaries.

Out of the Facility of HK\$200 million, it was scheduled that HK\$120 million shall be repaid in full on 15 August 2020 and HK\$80 million shall be repaid in full on 30 March 2021. The Bank requested the Company by oral message and email in March and April 2020 respectively that:

- (a) regarding the HK\$120 million which was scheduled to be paid in full on 15 August 2020, HK\$40 million shall be repaid by the Company within 2 months after 17 March 2020 and the repayment date of the remaining HK\$80 million be extended to 15 March 2021;
- (b) HK\$250,000 shall be paid by the Company as the Bank's administrative fees for the adjustment of the Facility;
- (c) the interest rate of the Facility be changed from (the lower of Hibor +2% or Prime Rate -2%) to the (lower of Hibor +2% or Prime Rate -0.5%); and
- (d) the minimum occupancy rate of the Company's properties be changed from 80% to 60%.

The Bank informed that Company that the above requests are subject to a formal letter to be issued by the Bank. Up to the date of this report, the Company has not yet received such letter from the Bank.

### 附帶控股股東特定表現契約之貸款協議及違反貸款契約(續)

董事會已獲悉上述違反貸款契約及據此採取必要的補救行動。於本報告日期，上述違約已補救，因最低銀行保證金要求現已滿足及所需資金現已自附屬公司存入指定賬戶。

200百萬港元的貸款中，按計劃120百萬港元須於二零二零年八月十五日悉數償還及80百萬港元須於二零二一年三月三十日悉數償還。銀行分別於二零二零年三月及四月以口頭通知及電郵要求本公司：

- (a) 就原定於二零二零年八月十五日悉數支付的120百萬港元而言，40百萬港元須由本公司於二零二零年三月十七日後兩個月內償還及餘下80百萬港元的償還日期延遲至二零二一年三月十五日；
- (b) 本公司須支付250,000港元，作為銀行有關調整貸款的行政費用；
- (c) 貸款的利率由(香港銀行同業拆息+2%或最優利率-2%之最低者)變更為(香港銀行同業拆息+2%或最優利率-0.5%之最低者)；及
- (d) 本公司物業的最低佔用率由80%變更為60%。

銀行通知本公司，上述要求須以銀行發出的正式函件為準。直至本報告日期，本公司尚未接獲銀行發出的有關函件。

# Directors' Report

## 董事會報告

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

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

### PUBLIC FLOAT

Based on the information publicly available to the Company and within the knowledge of the directors, as at the date of the report, the Company has maintained the prescribed public float under the Listing Rules.

### AUDITORS

A resolution was approved by shareholders at the annual general meeting held on 27 May 2016, Crowe Horwath (HK) CPA Limited ("Crowe Horwath") was appointed as auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company. But after taking into account several factors including the level of audit works required, the level of audit fees and its available internal resources, Crowe Horwath resigned as the auditor of the Company with effect from 12 May 2017.

A resolution was approved by shareholders at the annual general meeting held on 28 May 2018, RSM Hong Kong ("RSM") was appointed as auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company. Since the Company and RSM could not arrive at a consensus on the audit fee, RSM resigned as the auditor of the Company with effect from 27 December 2018.

Afterwards, a resolution was approved by the shareholders at the special general meeting of the Company held on 30 January 2019, ZHONGHUI ANDA CPA Limited ("ZHONGHUI") was appointed as the new auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

### 購買、出售或贖回本公司上市證券

截至二零一九年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

### 公眾持股量

根據本公司可公開獲得之資料，及據董事所知，於本報告日期本公司已維持上市規則規定之公眾持股量水平。

### 核數師

股東於二零一六年五月二十七日舉行的股東週年大會上批准一項決議案，國富浩華(香港)會計師事務所有限公司(「國富浩華」)獲委任為本公司核數師，任期直至本公司下屆股東週年大會結束為止，惟經考慮所需的審計工作量、審計費用及其可用的內部資源等數項因素後，國富浩華已辭任本公司核數師，自二零一七年五月十二日起生效。

股東於二零一八年五月二十八日舉行的股東週年大會上批准一項決議案，中瑞岳華(香港)會計師事務所(「中瑞岳華」)獲委任為本公司核數師，任期直至本公司下屆股東週年大會結束為止。由於本公司及中瑞岳華無法就審計收費達成共識，中瑞岳華辭任本公司核數師，自二零一八年十二月二十七日起生效。

其後，股東在本公司於二零一九年一月三十日舉行的股東特別大會上批准一項決議案，中匯安達會計師事務所有限公司(「中匯」)已獲委任為本公司之新核數師，任期直至本公司下屆股東週年大會結束為止。

# Directors' Report

## 董事會報告

### AUDITORS (CONTINUED)

The consolidated financial statements of the Company for the year ended 31 December 2019 were audited by ZHONGHUI. ZHONGHUI shall retire as auditor of the Company at the forthcoming annual general meeting. A resolution for the re-appointment of ZHONGHUI as auditor of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

**Huang Binghuang**  
*Chairman*

Hong Kong, 26 March 2020

### 核數師(續)

本公司截至二零一九年十二月三十一日止年度之綜合財務報表由中匯審核。中匯將於應屆股東週年大會退任本公司核數師。於應屆股東週年大會上將提呈一項決議案重新委聘中匯為本公司核數師。

代表董事會

**黃炳煌**  
*主席*

香港，二零二零年三月二十六日

# Corporate Governance Report

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

The board of directors of the Company (the “Board”) believes that good corporate governance is crucial to improve the efficiency and performance of the Company and to safeguard the interests of the shareholders.

During the year ended 31 December 2019, the Company had applied the principles of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and complied with all the applicable code provisions of the Code, except that:

1. The chairmen of the Board, the audit committee, the nomination committee and the remuneration committee were absent from the annual general meeting of the Company due to other important engagement at the relevant time and this deviates from code provision E.1.2 of the CG Code as set forth in Appendix 14 of the Listing Rules; and
2. As Mr. Huang Binghuang serves as both the chairman of the Board and the Chief Executive Officer with effect from 30 September 2019, such practice deviates from code provision A.2.1 of the CG Code as set forth in Appendix 14 of the Listing Rules. The Board believes that vesting the roles of both the chairman of the Board and the Chief Executive Officer in the same person can facilitate the execution of the Group’s business strategies and boost effectiveness of its operation. Therefore, the Board considers that the deviation from the code provision A.2.1 of the CG Code is appropriate in such circumstance. In addition, under the supervision of the Board which is comprised of three executive Directors, one non-executive Director and three independent non-executive Directors, the Board is appropriately structured with balance of power to provide sufficient checks to protect the interests of the Company and its shareholders.

### 企業管治常規

本公司董事會（「董事會」）相信良好的企業管治對提升本公司的效率及表現和保障股東的權益而言至為關鍵。

截至二零一九年十二月三十一日止年度，本公司已採用香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載的企業管治守則（「企業管治守則」）原則，並已遵守企業管治守則所有適用守則條文，惟下列兩項除外：

1. 董事會、審核委員會、提名委員會及薪酬委員會主席因於相關時間處理其他重要公務而缺席本公司股東週年大會，這偏離上市規則附錄十四所載企業管治守則第 E.1.2 條；及
2. 由於黃炳煌先生自二零一九年九月三十日起兼任董事會主席及行政總裁，有關安排偏離上市規則附錄十四所載企業管治守則第 A.2.1 條。董事會相信董事會主席及行政總裁由同一人士兼任可推動落實本集團的業務策略及提高經營效率。因此，董事會認為，偏離企業管治守則第 A.2.1 條於該情況下屬恰當。此外，在董事會（由三名執行董事、一名非執行董事及三名獨立非執行董事組成）之監督下，董事會恰當地以權力平衡之方式構建，為保障本公司及其股東之利益提供充份監察。



# Corporate Governance Report

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES (CONTINUED)

The Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than the Code. The Company will periodically review and improve its corporate governance practices with reference to the latest development of corporate governance.

### DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the code of conduct regarding directors' securities transactions as set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") in Appendix 10 of the Listing Rules. Following specific enquiry by the Company, all directors confirmed that they have complied with the required standards as set out in the Model Code throughout the year.

### BOARD OF DIRECTORS

#### Composition of the Board of Directors

The composition of the Board during the year of 2019 and up to the date of this Report was as follows:

#### **Executive directors:**

Mr. Huang Binghuang (*Chairman*) (Appointed on 30 September 2019)  
Ms. Xia Ping (Appointed on 30 September 2019)  
Mr. Chen Meng (Resigned on 23 August 2019)  
Mr. Zhou Chen

#### **Non-executive director:**

Ms. Wang Lijiao (Appointed on 30 September 2019)  
Mr. Li Feng Mao (*Chairman*) (Resigned on 23 August 2019)

### 企業管治常規(續)

本公司認為已採取充足措施，確保本公司的企業管治常規不遜於企業管治守則。本公司將參考最新的企業管治發展，定期審閱及改善其企業管治常規。

### 董事證券交易

本公司已採納上市規則附錄10上市發行人董事進行證券交易的標準守則(「標準守則」)所載有關董事進行證券交易之操守守則。本公司經作出具體查詢後，所有董事確認，彼等於全年內一直遵守標準守則所載規定準則。

### 董事會

#### 董事會的組成

於二零一九年及直至本報告日期的董事會成員如下：

#### **執行董事：**

黃炳煌先生(主席)(於二零一九年九月三十日獲委任)  
夏萍女士(於二零一九年九月三十日獲委任)  
陳猛先生(於二零一九年八月二十三日辭任)  
周晨先生

#### **非執行董事：**

王麗姣女士(於二零一九年九月三十日獲委任)  
李丰茂先生(主席)(於二零一九年八月二十三日辭任)

# Corporate Governance Report

## 企業管治報告

### BOARD OF DIRECTORS (CONTINUED)

#### Composition of the Board of Directors (Continued)

##### Independent non-executive directors:

Mr. Lum Pak Sum (Appointed on 30 September 2019)  
 Mr. Gao Han (Appointed on 28 February 2019)  
 Mr. Chow Chi Ping (Appointed on 28 February 2019)  
 Mr. Wang Song Ling (Resigned on 23 August 2019)

The following table shows the attendance of each individual member of the Board at the respective meetings of the Board and the respective Board Committees as well as the general meeting held during the year ended 31 December 2019.

### 董事會(續)

#### 董事會的組成(續)

##### 獨立非執行董事：

林柏森先生(於二零一九年九月三十日獲委任)  
 高寒先生(於二零一九年二月二十八日獲委任)  
 周啟平先生(於二零一九年二月二十八日獲委任)  
 王松嶺先生(於二零一九年八月二十三日辭任)

下表載列董事會各個別成員出席於截至二零一九年十二月三十一日止年度舉行的各次董事會及董事委員會會議和股東大會的記錄：

Name of Directors	董事姓名	Board Meeting 董事會會議	Audit Committee Meeting 審核委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Nomination Committee Meeting 提名委員會會議	General Meeting 股東大會
<i>Executive directors:</i>	<i>執行董事：</i>					
Mr. Chen Meng <sup>(Note 1)</sup>	陳猛先生 <sup>(附註1)</sup>	2/2	N/A不適用	N/A不適用	N/A不適用	0/3
Mr. Zhou Chen	周晨先生	6/6	N/A不適用	N/A不適用	N/A不適用	0/3
Mr. Huang Binghuang <sup>(Note 2)</sup>	黃炳煌先生 <sup>(附註2)</sup>	3/3	N/A不適用	N/A不適用	N/A不適用	N/A不適用
Ms. Xia Ping <sup>(Note 3)</sup>	夏萍女士 <sup>(附註3)</sup>	3/3	N/A不適用	N/A不適用	N/A不適用	N/A不適用
<i>Non-executive director:</i>	<i>非執行董事：</i>					
Mr. Li Feng Mao <sup>(Note 4)</sup>	李丰茂先生 <sup>(附註4)</sup>	2/2	N/A不適用	N/A不適用	N/A不適用	0/3
Ms. Wang Lijiao <sup>(Note 5)</sup>	王麗蛟女士 <sup>(附註5)</sup>	2/3	N/A不適用	N/A不適用	N/A不適用	N/A不適用
<i>Independent non-executive directors:</i>	<i>獨立非執行董事：</i>					
Mr. Wang Song Ling <sup>(Note 6)</sup>	王松嶺先生 <sup>(附註6)</sup>	2/2	2/2	2/2	2/2	0/3
Mr. Gao Han <sup>(Note 7)</sup>	高寒先生 <sup>(附註7)</sup>	5/6	2/2	2/2	2/2	0/3
Mr. Chow Chi Ping <sup>(Note 8)</sup>	周啟平先生 <sup>(附註8)</sup>	6/6	2/2	2/2	2/2	0/3
Mr. Lum Pak Sum <sup>(Note 9)</sup>	林柏森先生 <sup>(附註9)</sup>	3/3	N/A不適用	N/A不適用	N/A不適用	N/A不適用

# Corporate Governance Report

## 企業管治報告

### BOARD OF DIRECTORS (CONTINUED)

Notes:

1. Mr. Chen Meng resigned on 23 August 2019.
2. Mr. Huang Binghuang was appointed on 30 September 2019.
3. Ms. Xia Ping was appointed on 30 September 2019.
4. Mr. Li Feng Mao resigned on 23 August 2019.
5. Mr. Wang Lijiao was appointed on 30 September 2019.
6. Mr. Wang Song Ling resigned on 23 August 2019.
7. Mr. Gao Han was appointed on 28 February 2019.
8. Mr. Chow Chi Ping was appointed on 28 February 2019.
9. Mr. Lum Pak Sum was appointed on 30 September 2019.

#### Functions of the Board

The Board supervises the management of the business and affairs of the Company and its subsidiaries (the “Group”). Apart from its statutory duties, the Board reviews and approves the Group’s strategic plans, key operational initiatives, major investments and funding decisions, annual business plans, reviews the financial performance of the Group and evaluates the performance and compensation of senior management personnel.

Guidelines are established which specify certain material transactions that require the Board’s approval which include mergers and acquisitions, divestments and major capital expenditure.

The Board has separate and independent access to management and the company secretary. Management provides the Board with reports of the Group’s performance, financial position and prospects, and these are reviewed by the Board at Board meeting. Directors may obtain independent professional advice in furtherance of their duties at the Group’s expense.

The Company has arranged for appropriate liability insurance for the Directors for indemnifying their liabilities arising out of corporate activities. The insurance coverage is reviewed on an annual basis.

#### Independent non-executive directors

Pursuant to Rules 3.10(1), 3.10(2), and 3.21 of the Listing Rules, (i) the Board is required to have at least three independent non-executive Directors; (ii) at least one of the independent non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise; and (iii) the audit committee must comprise a minimum of three members, at least one of whom is an independent non-executive Director with appropriate professional qualifications or accounting or related financial management expertise.

### 董事會(續)

附註：

1. 陳猛先生已於二零一九年八月二十三日辭任。
2. 黃炳煌先生於二零一九年九月三十日獲委任。
3. 夏萍女士於二零一九年九月三十日獲委任。
4. 李丰茂先生於二零一九年八月二十三日辭任。
5. 王麗姣女士於二零一九年九月三十日獲委任。
6. 王松岭先生於二零一九年八月二十三日辭任。
7. 高寒先生於二零一九年二月二十八日獲委任。
8. 周啟平先生於二零一九年二月二十八日獲委任。
9. 林柏森先生於二零一九年九月三十日獲委任。

#### 董事會的職能

董事會監督本公司及其附屬公司(「本集團」)之業務及事務管理。除法定職責外，董事會亦負責審閱及批准本集團之策略規劃、主要營運措施、重大投資及融資決策、年度業務規劃、審閱本集團之財務表現，以及評估高級管理人員之表現及薪酬。

已制定列明必須經董事會批准之若干重大交易(包括合併及收購、撤資及重大資本開支)之指引。

董事會可分開及獨立地接觸管理層及公司秘書。管理層向董事會提供本集團之表現、財務狀況及前景之報告，該等報告由董事會於董事會會議時審閱。董事可就履行其職責獲取獨立專業意見，費用由本集團承擔。

本公司已為董事安排合適的責任保險，以彌償彼等因企業活動而產生的責任，並每年檢討保險保障。

#### 獨立非執行董事

根據上市規則第3.10(1)條、3.10(2)條及第3.21條，(i)董事會須有最少三名獨立非執行董事；(ii)其中至少一名獨立非執行董事必須具備適當專業資格或會計或相關財務管理專業知識；及(iii)審核委員會須至少包括三名成員，且其中至少一名為具備適當專業資格或會計或相關財務管理專業知識之獨立非執行董事。

# Corporate Governance Report

## 企業管治報告

### BOARD OF DIRECTORS (CONTINUED)

#### Independent non-executive directors (Continued)

Following (i) the resignation of Mr. Li Wai Kwan as an independent non-executive Director, the chairman of audit committee and a member of both remuneration committee and nomination committee on 30 November 2018; and (ii) the resignation of Mr. Li Jing Bo as an independent non-executive Director, the chairman of remuneration committee and a member of both audit committee and nomination committee on 28 December 2018, the Company failed to satisfy the requirements under Rules 3.10(1), 3.10(2) and 3.21 of the Listing Rules during the period between 30 November 2018 and 27 February 2019. With effect from 28 February 2019, (i) Mr. Gao Han was appointed as an independent non-executive Director, the chairman of the remuneration committee, a member of both the nomination committee and the audit committee and (ii) Mr. Chow Chi Ping was appointed as an independent non-executive Director, the chairman of the audit committee, a member of both the nomination committee and the remuneration committee. Following the appointment of both Mr. Gao Han and Mr. Chow Chi Ping, the number of independent non-executive Directors has satisfied the minimum number as stipulated under Rule 3.10(1) of the Listing Rules. Both Mr. Gao Han and Mr. Chow Chi Ping possess the professional qualifications as required under Rule 3.10(2) of the Listing Rules, and as such the Company has also complied with the said rule as well as Rule 3.21 of the Listing Rules regarding the composition of the audit committee of the Company.

Following the resignation of Mr. Wang Song Ling as an independent non-executive Director of the Company and his cessation to be a member of the audit committee with effect from 23 August 2019, the Company failed to satisfy the requirements under Rules 3.10(1) and 3.21 during the period between 23 August 2019 and 29 September 2019. With effect from 30 September 2019, Ms. Wang Lijiao was appointed as a non-executive Director and a member to the audit committee and Mr. Lum Pak Sum was appointed as an independent non-executive director and the chairman of the audit committee. Following their appointments, the Company satisfied the requirements prescribed under Rules 3.10(1) and 3.21.

### 董事會(續)

#### 獨立非執行董事(續)

於(i)李偉君先生於二零一八年十一月三十日辭任獨立非執行董事、審核委員會主席以及薪酬委員會及提名委員會成員；及(ii)李景波先生於二零一八年十二月二十八日辭任獨立非執行董事、薪酬委員會主席以及審核委員會及提名委員會成員後，本公司於二零一八年十一月三十日至二零一九年二月二十七日期間未能滿足上市規則第3.10(1)、3.10(2)及3.21條項下之規定。自二零一九年二月二十八日起，(i)高寒先生獲委任為獨立非執行董事、薪酬委員會主席、提名委員會及審核委員會成員及(ii)周啟平先生獲委任為獨立非執行董事、審核委員會主席、提名委員會及薪酬委員會成員。於高寒先生及周啟平先生獲委任後，獨立非執行董事人數已滿足上市規則第3.10(1)條所訂明之最低人數要求。高寒先生及周啟平先生均具備上市規則第3.10(2)條所規定之專業資格，及因此本公司亦已遵守上述規則以及上市規則第3.21條有關本公司審核委員會組成之規定。

於王松嶺先生自二零一九年八月二十三日起辭任本公司獨立非執行董事及其不再擔任審核委員會成員後，本公司於二零一九年八月二十三日至二零一九年九月二十九日期間未能滿足第3.10(1)及3.21條項下之規定。自二零一九年九月三十日起，王麗姣女士獲委任為非執行董事及審核委員會成員及林柏森先生獲委任為獨立非執行董事及審核委員會主席。彼等獲委任之後，本公司滿足第3.10(1)條及3.21條項下之規定。

# Corporate Governance Report

## 企業管治報告

### BOARD OF DIRECTORS (CONTINUED)

#### Directors' continuous professional development

Directors are encouraged to participate in continuing professional development to develop and refresh their knowledge and skills.

During the year, all directors received briefings and updates on the Group's business, operations, risk management and corporate governance matters. Materials on new or changes to rules and regulations applicable to the Company were provided to them. The Company has received from each of Directors the confirmation on and training record of taking continuous professional training.

### CHAIRMAN

During the year of 2019, Mr. Li Feng Mao performed the role of the Chairman of the Company until his resignation on 23 August 2019. Commencing from 30 September 2019, Mr. Huang Binghuang performs the role of the Chairman of the Company. Mr. Li Feng Mao and Mr. Huang Binghuang focus on formulating the corporate direction and strategies of the Company.

### NON-EXECUTIVE DIRECTORS

All the non-executive and independent non-executive directors have entered into letters of appointment with the Company for a term of three years subject to the requirements of the Listing Rules and the Bye-laws of the Company, including the requirement of retirement by rotation and re-election or standing for re-election at annual general meetings of the Company at least once every three years.

### 董事會(續)

#### 董事持續專業發展

本公司鼓勵董事參與持續專業發展，以建立及更新彼等的知識及技術。

年內，全體董事獲發有關本集團業務、營運、風險管理及企業管治事宜的簡介及最新資料，亦獲提供有關本公司適用規則及法規的新發展或變動的材料。本公司接獲各董事就接受持續專業培訓發出的確認及培訓記錄。

### 主席

於二零一九年，李丰茂先生擔任本公司的主席，直至彼於二零一九年八月二十三日辭任為止。自二零一九年九月三十日起，黃炳煌先生擔任本公司主席。李丰茂先生及黃炳煌先生專注於制定本公司的企業方針及策略。

### 非執行董事

全體非執行董事及獨立非執行董事已與本公司訂立委任函，為期三年，須遵守上市規則及本公司之公司細則的規定，包括至少每三年一次在本公司的股東週年大會上輪席退任並膺選連任或尋求重選連任的規定。

# Corporate Governance Report

## 企業管治報告

### BOARD COMMITTEES

#### Audit committee

The Company established an audit committee (the "Audit Committee") with written terms of reference. The audit committee is responsible for reviewing and monitoring the financial reporting process and internal control system of the Company, and shall assist the Board to fulfill its responsibility over the audit process.

During the year of 2019 and up to the date of this Report, the Audit Committee comprises all independent non-executive directors (except for Mr. Wang Lijiao who is a non-executive director) of the Company, they are as follows:

Mr. Lum Pak Sum (*Chairman of the Committee*)

(Appointed on 30 September 2019)

Ms. Wang Lijiao (Appointed on 30 September 2019)

Mr. Chow Chi Ping

(Appointed on 28 February 2019)

Mr. Gao Han (Appointed on 28 February 2019)

Mr. Wang Song Ling (Resigned on 23 August 2019)

During the year ended 31 December 2019, the Audit Committee met two occasions with the presence of external auditors and discharged its responsibilities in its review of the interim and annual results. The work performed by the Audit Committee for the year ended 31 December 2019 included reviewing and discussion of the following:

- the consolidated financial statements for the year ended 31 December 2018 of the Group, with a recommendation to the Board for approval;
- the consolidated financial statements for the six months ended 30 June 2019 of the Group, with are recommendation to the Board for approval;
- the appointment of the external auditor, the remuneration and terms of engagement of external auditor, with a recommendation to the Board for approval;
- the risk management and internal control system of the Group;
- the audit process and its effectiveness, audit fees and independence and objectivity of the external auditors for the year ended 31 December 2019, with a recommendation to the Board for approval; and

### 董事委員會

#### 審核委員會

本公司已成立審核委員會(「審核委員會」)，並制定書面職權範圍。審核委員會負責審閱及監察本公司的財務申報程序及內部監控系統，並須在審核過程中協助董事會履行其責任。

於二零一九年及直至本報告日期，審核委員會由本公司全體獨立非執行董事組成(王麗姣女士除外，彼為非執行董事)，包括：

林柏森先生(委員會主席)(於二零一九年九月三十日獲委任)

王麗姣女士(於二零一九年九月三十日獲委任)

周啟平先生

(於二零一九年二月二十八日獲委任)

高寒先生(於二零一九年二月二十八日獲委任)

王松岭先生(於二零一九年八月二十三日辭任)

於截至二零一九年十二月三十一日止年度，審核委員會在外聘核數師在場的情況下舉行兩次會議，並已履行其審閱中期及全年業績的責任。審核委員會就截至二零一九年十二月三十一日止年度所履行的工作包括審閱及討論以下各項：

- 本集團截至二零一八年十二月三十一日止年度的綜合財務報表，並推薦董事會批准；
- 本集團截至二零一九年六月三十日止六個月的綜合財務報表，並推薦董事會批准；
- 委任外聘核數師以及委聘外聘核數師之薪酬及條款，並推薦董事會批准；
- 本集團的風險管理及內部監控系統；
- 截至二零一九年十二月三十一日止年度外聘核數師的審核程序及其有效性、審核費及獨立性和客觀性，並推薦董事會批准；及



# Corporate Governance Report

## 企業管治報告

### BOARD COMMITTEES (CONTINUED)

#### Audit committee (Continued)

- f. the compliance status of the Group with the Listing Rules and legal requirements in relation to financial reporting.

The Audit Committee has reviewed the consolidated financial statements for the year ended 31 December 2019 of the Group, with a recommendation to the Board for approval.

#### Remuneration committee

The Company established a remuneration committee (the "Remuneration Committee") with written terms of reference. The primary responsibilities of the Remuneration Committee are to review and make recommendations to the Board on the overall remuneration policy and structure relating to all directors and senior management of the Company.

During the year of 2019 and up to the date of this Report, the Remuneration Committee comprises all independent non-executive directors (except Ms. Xia Ping who is an executive director) of the Company, they are as follows:

Mr. Lum Pak Sum (*Chairman of the Committee*)  
(Appointed on 30 September 2019)  
Ms. Xia Ping (Appointed on 30 September 2019)  
Mr. Chow Chi Ping (Appointed on 28 February 2019)  
Mr. Gao Han  
(Appointed on 28 February 2019; Resigned on 30 September 2019)  
Mr. Wang Song Ling (Resigned on 23 August 2019)

For the year ended 31 December 2019, the Remuneration Committee held two meetings and preformed the work included the followings:

- a. reviewing and discussing the remuneration package of the existing and new appointment of the directors of the Company; and
- b. making recommendation of new remuneration packages of the directors and communicating to the Board.

The remuneration of directors is determined with reference to their duties and responsibilities, market conditions and performance of the Group. Details of emoluments of directors for the year ended 31 December 2019 are set out in note 15 to the financial statements.

### 董事委員會(續)

#### 審核委員會(續)

- f. 本集團就財務申報遵守上市規則及法律規定的情況。

審核委員會已審閱本集團截至二零一九年十二月三十一日止年度的綜合財務報表，並推薦董事會批准。

#### 薪酬委員會

本公司已成立薪酬委員會(「薪酬委員會」)，並制定書面職權範圍。薪酬委員會的主要職責是審閱本公司全體董事及高級管理層的整體薪酬政策及架構，並向董事會作出推薦建議。

於二零一九年及直至本報告日期，薪酬委員會由本公司全體獨立非執行董事組成(夏萍女士除外，彼為執行董事)，包括：

林柏森先生(委員會主席)  
(於二零一九年九月三十日獲委任)  
夏萍女士(於二零一九年九月三十日獲委任)  
周啟平先生(於二零一九年二月二十八日獲委任)  
高寒先生(於二零一九年二月二十八日獲委任；  
於二零一九年九月三十日辭任)  
王松岭先生(於二零一九年八月二十三日辭任)

於截至二零一九年十二月三十一日止年度，薪酬委員會曾舉行兩次會議並進行包括以下各項在內的工作：

- a. 審閱及討論本公司現任董事及新委任董事之薪酬待遇；及
- b. 就董事的新薪酬待遇向董事會作出推薦建議，並與董事會溝通。

董事的薪酬乃參考彼等的職務及責任、市況及本集團的表現釐定。截至二零一九年十二月三十一日止年度的董事酬金詳情載於財務報表附註15。

# Corporate Governance Report

## 企業管治報告

### BOARD COMMITTEES (CONTINUED)

#### Nomination committee

The Company established a nomination committee (the "Nomination Committee") with written terms of reference. The primary responsibilities of the Nomination Committee are to review the structure, size, composition and diversity of the Board on a regular basis and to make recommendations to the Board the suitable candidates for directorship after consideration of the nominees' independence and quality in order to ensure fairness and transparency of all nominations.

During the year of 2019 and up to the date of this Report, the Nomination Committee comprises all independent non-executive directors (except Mr. Huang Binghuang who is an executive director) of the Company, they are as follows:

Mr. Huang Binghuang (*the Chairman of the Committee*)  
(Appointed on 30 September 2019)

Mr. Wang Song Ling (Resigned on 23 August 2019)

Mr. Gao Han (Appointed on 28 February 2019)

Mr. Chow Chi Ping (Appointed on 28 February 2019;  
Resigned on 30 September 2019)

Mr. Lum Pak Sum (Appointed on 30 September 2019)

For the year ended 31 December 2019, the Nomination Committee held two meetings and preformed the work included the followings:

- reviewing the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) of the Board;
- reviewing the new appointment of the Executive Director and the Independent Non-Executive Directors;
- reviewing the re-appointment of retiring directors for re-election;
- assessing the independence of the Independent Non-Executive Directors; and
- making recommendation to the Board on the appointment of director.

### 董事委員會(續)

#### 提名委員會

本公司已成立提名委員會(「提名委員會」)，並制定書面職權範圍。提名委員會的主要職責是定期審閱董事會的架構、人數、組成及多元化，並在考慮提名人的獨立性及資格後，就適當的董事候選人向董事會作出推薦建議，藉此確保所有提名公平及透明。

於二零一九年及直至本報告日期，提名委員會由本公司全體獨立非執行董事組成(黃炳煌先生除外，彼為執行董事)，包括：

黃炳煌先生(委員會主席)

(於二零一九年九月三十日獲委任)

王松岭先生(於二零一九年八月二十三日辭任)

高寒先生(於二零一九年二月二十八日獲委任)

周啟平先生(於二零一九年二月二十八日獲委任；  
於二零一九年九月三十日辭任)

林柏森先生(於二零一九年九月三十日獲委任)

於截至二零一九年十二月三十一日止年度，提名委員會曾舉行兩次會議並進行包括以下各項在內的工作：

- 審閱董事會的架構、人數、組成及多元化(包括但不限於性別、年齡、文化及教育背景、專業經驗、技術、知識及服務年期)；
- 審閱新委任執行董事及獨立非執董事的委任事宜；
- 審閱參與重選的退任董事的重新委聘事宜；
- 評估獨立非執行董事的獨立性；及
- 就委任董事向董事會作出推薦建議。

# Corporate Governance Report

## 企業管治報告

### NOMINATION POLICY

The secretary of the Company shall call a meeting of the Nomination Committee, and invite nominations of candidates from Board members for consideration by the Nomination Committee. The Nomination Committee may also put forward candidates who are not nominated by Board members. The factors which would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate for director include, inter alia, reputation for integrity, professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy, willingness to devote adequate time to discharge duties as Board member, diversity of the Board, and such other perspectives appropriate to the Company's business. The Nomination Committee shall make recommendations for the Board's consideration and approval.

### BOARD DIVERSITY POLICY

The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

### CORPORATE GOVERNANCE FUNCTIONS

The Company's corporate governance functions are carried out by the Board pursuant to the applicable code provisions of the CG Code which include:

- to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- to review and monitor the training and continuous professional development of the directors and senior management of the Company;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and the directors of the Company; and

### 提名政策

本公司秘書須召開提名委員會會議，並邀請董事會成員提名候選人，以供提名委員會考慮。提名委員會亦可提名並非由董事會成員提名之候選人。提名委員會於評估建議董事候選人之適合性時，用作參考之因素包括(其中包括)誠信聲譽、專業資格、技術、與本公司業務及公司策略相關之知識及經驗、願意投入充足時間履行作為董事會成員職責、董事會成員多元性以及對本公司業務而言屬適當之其他因素。提名委員會須作出推薦建議供董事會考慮及批准。

### 董事會多元化政策

建立多元化董事會可改善本公司運作質素，有關益處獲本公司認可及歡迎。候選人之選舉將基於廣泛多元化角度，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、知識及服務年限。最終決定將取決於獲選候選人將給予董事會之價值及貢獻。

### 企業管治職能

本公司之企業管治職能由董事會根據企業管治守則之適用守則條文而履行，當中包括：

- 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- 檢討及監察本公司董事及高級管理人員的培訓及持續專業發展；
- 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
- 制定、檢討及監察適用於本公司僱員及董事之操守守則及合規手冊(如有)；及

# Corporate Governance Report

## 企業管治報告

- e. to review the Company's compliance with the CG Code and disclosure in the corporate governance report.

The Board had reviewed the corporate governance matters of the Company for the year ended 31 December 2019, except for the deviation disclosed previously, the Company had complied with the principles and applicable code provisions of the CG Code and was not aware of any non-compliance to relevant applicable legal and regulatory requirements.

### DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The directors acknowledge their responsibility for preparing the financial statements for the financial year ended 31 December 2019, which give a true and fair view of the state of affairs of the Company and of the Group at the date and of the Group's results and cash flows for the year then ended and are properly prepared on the going concern basis in accordance with the statutory requirements and accounting standards. Save as disclosed in the section "Material Uncertainty Related to the Going Concern" in the Independent Auditor's Report, the directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern.

The statement of the auditor of the Company about their reporting responsibilities on the financial statements of the Company is set out in the Independent Auditor's Report on pages 47 to 53 of the Annual Report 2019.

### AUDITOR'S REMUNERATION

For the year ended 31 December 2019, the auditor of the Company and its subsidiaries would receive approximately HK\$830,000 (2018: HK\$830,000) for audit and audit related services, and HK\$210,000 (2018: HK\$60,000) for other non-audit services.

- e. 檢討本公司遵守企業管治守則之情況及在企業管治報告內之披露。

董事會已檢討本公司截至二零一九年十二月三十一日止年度之企業管治事宜。除上文所披露之偏離者外，本公司已遵守企業管治守則之原則及適用守則條文，而並不知悉任何違反有關適用法律及法規要求之情況。

### 董事就財務報表須承擔之責任

董事確認其負責編製截至二零一九年十二月三十一日止財政年度之財務報表，該等財務報表真實而公平地反映本公司及本集團於該日之財務狀況，及截至該日止年度本集團之業績及現金流量，並根據法定規例及會計準則採用持續經營基準妥為編製。除獨立核數師報告中「關於持續經營的重大不確定因素」一節所披露者外，董事並不知悉任何重大不確定因素涉及事件或情況，從而可能對本集團的持續經營能力造成重大疑慮。

本公司核數師就其有關本公司財務報表之申報責任作出之聲明載於二零一九年年報第47頁至第53頁之獨立核數師報告。

### 核數師薪酬

於截至二零一九年十二月三十一日止年度，本公司及其附屬公司之核數師合共就審核及審核相關服務收取約830,000港元（二零一八年：830,000港元），及就其他非審核服務收取210,000港元（二零一八年：60,000港元）。

# Corporate Governance Report

## 企業管治報告

### COMPANY SECRETARY

During the year of 2019, Mr. Zhou Chen was the Company Secretary of the Company for the periods between (i) 1 January 2019 and 26 June 2019; and (ii) 30 August 2019 and 15 December 2019. Commencing from 16 August 2019, Ms. Wong Hoi Yan, Audrey was the Company Secretary of the Company. Mr. Zhou Chen and Ms. Wong Hoi Yan have complied with all the qualifications under the Listing Rules. Mr. Zhou Chen and Ms. Wong Hoi Yan, Audrey took no less than 15 hours of relevant professional training during the year ended 31 December 2019 as requested by the Listing Rules.

Pursuant to Rule 3.28 of the Listing Rules, the Company must appoint an individual as its company secretary. Following the resignation of Mr. Zhou Chen as the company secretary of the Company with effect from 27 June 2019, the Company failed to satisfy the above-mentioned requirement during the period between 27 June 2019 and 29 August 2019 as there is an outstanding appointment of company secretary. Mr. Zhou Chen was appointed as the company secretary of the Company again on 30 August 2019 and therefore the company satisfied the requirements prescribed under Rule 3.28.

### SHAREHOLDERS' RIGHTS

#### Convening a special general meeting

Pursuant to the Bye-law 58 of the Company, a special general meeting may be convened by the Board upon requisition by any shareholder holding not less than one-tenth of the issued share capital of the Company and the securities being held carrying the right of voting at any general meetings of the Company. The shareholder shall make a written requisition to the Board or the Company Secretary of the Company at the principal place of business in Hong Kong, specifying the shareholding information of the shareholder, his/her contact details and the proposal regarding any specified transaction/business and its supporting documents.

The Board shall arrange to hold such general meeting within two (2) months after the receipt of such written requisition. The Company shall serve requisite notice of the general meeting, including the time, place of meeting and particulars of resolutions to be considered at the meeting and the general nature of the business. If within twenty-one (21) days of the receipt of such written requisition, the Board fails to proceed to convene such special general meeting, the shareholder shall do so pursuant to the provisions of Section 74(3) of the Companies Act of Bermuda.

### 公司秘書

於二零一九年，周晨先生於(i)二零一九年一月一日至二零一九年六月二十六日；及(ii)二零一九年八月三十日至二零一九年十二月十五日期間擔任本公司之公司秘書。自二零一九年八月十六日起，黃凱欣女士擔任本公司之公司秘書。周晨先生及黃凱欣女士已符合上市規則所有資格規定。周晨先生及黃凱欣女士於截至二零一九年十二月三十一日止年度已按照上市規則之規定接受不少於15個小時的相關專業培訓。

根據上市規則第3.28條，本公司必須委任一名人士擔任其公司秘書。緊隨周晨先生自二零一九年六月二十七日起辭任本公司之公司秘書後，本公司於二零一九年六月二十七日至二零一九年八月二十九日期間未能滿足上述之規定，原因為尚未委任公司秘書。周晨先生於二零一九年八月三十日再次獲委任為本公司之公司秘書，因此本公司滿足第3.28條項下之規定。

### 股東權利

#### 應股東請求召開股東特別大會

根據本公司之公司細則第58條，倘持有不少於本公司已發行股本(附有於本公司任何股東大會上之投票權)及證券十分之一之股東提出請求，則董事會可召開股東特別大會。股東須將書面請求寄往本公司之香港主要營業地點，向本公司董事會或公司秘書提出請求。該書面請求須列明股東之持股資料、其聯絡詳情及有關任何具體交易/事宜之建議及其支持文件。

董事會須於接獲有關書面請求後兩(2)個月內舉行該股東大會。本公司須送達所需之股東大會通告，當中註明會議舉行時間、地點及將於會上考慮之決議案內容以及該事項之一般性質。倘董事會未能於接獲該書面請求後二十一(21)日內召開該股東特別大會，則根據百慕達公司法第74(3)條之條文，該股東可召開該大會。



# Corporate Governance Report

## 企業管治報告

### SHAREHOLDERS' RIGHTS (CONTINUED)

#### Putting enquiries to the board

Shareholders may send their enquiries and concerns in writing to the Board by addressing them to the Company Secretary at the principal place of business in Hong Kong and the Company Secretary shall then forward the same to the appropriate executives of the Company or members in the Board for further handling.

#### Putting forward proposals at shareholders' meeting

A shareholder shall make a written requisition to the Board or the Company Secretary of the Company at the principal place of business in Hong Kong, specifying the shareholding information of the shareholder, his/her contact details and the proposal he/she intends to put forward at general meeting regarding any specified transaction/business and its supporting documents.

### INVESTOR RELATIONS

The Directors meet and communicate with shareholders at the general meeting of the Company. The Chairman proposes separate resolutions for each issue to be considered and put each proposed resolution to the vote by way of a poll. Voting results are posted on the Company's website on the day of the general meeting.

Our Company's website which contains corporate information, corporate governance practice, interim and annual reports, announcements and circulars issued by the Company enables the Company's shareholders to have timely and updated information of the Company.

### 股東權利(續)

#### 向董事會提出查詢

股東可以書面方式將其向董事會提出的查詢及關注事項郵寄至香港主要營業地點，註明公司秘書收，公司秘書其後會將有關查詢及關注事項轉交本公司適當的執行人員或董事會成員進一步跟進。

#### 於股東大會上提出建議

股東可將書面呈請遞交至香港主要營業地點予本公司董事會或公司秘書，列明股東的持股資料、其聯絡資料及其擬於股東大會上就任何具體交易／事宜呈提的建議和其支持文件。

### 投資者關係

董事於本公司股東大會上與股東會面及溝通。主席就將予考慮之各項事宜提呈獨立決議案，並將每項提呈之決議案以投票方式進行表決。投票表決結果將於股東大會當日在本公司網站登載。

本公司之網址載有公司資料，企業管治常規、本公司所刊發的中期及年度報告、公佈及通函，以便本公司股東及時得悉本公司的最新消息。



# Corporate Governance Report

## 企業管治報告

### AMENDMENT TO BYE-LAWS

The Company did not amend its Bye-laws during the year ended 31 December 2019.

### RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and maintaining appropriate and effective risk management and internal control systems for the Group. The systems are designed to manage the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Company has formulated a policy and procedures on disclosure of inside information (the "Policy") in accordance with Part XIVA of the Securities and Futures Ordinance, the Listing Rules and the Guidelines on Disclosure of Inside Information published by the Securities and Futures Commission. The policy applies to all employees of the Company. The Board will be responsible for adopting and periodically reviewing and updating the Policy.

Moreover, the Company has employed an external consultant to review and comment the Group's financial reporting procedures, system and internal controls for the year ended 31 December 2019. The consultant has provided to the Board a review report (the "Report") which contain recommendations to address the identified control design and implementation effectiveness. The Board has reviewed the Report and has made the improvement to the Company's risk management and internal control systems.

A year-end review of the effectiveness of the Company's and its subsidiaries risk management and internal control systems has been conducted annually and the systems are considered to be effective and adequate.

### 公司細則修訂

於截至二零一九年十二月三十一日止年度，本公司無修訂其公司細則。

### 風險管理及內部監控

董事會全權負責評估及釐定本集團達成策略目標時所願意接納的風險性質及程度，並維持本集團合適及有效的風險管理及內部監控系統。該等系統的設計為管理未能實現業務目標之風險；對重大錯誤陳述或損失，只能提供合理的，而不是絕對的保證。

本公司已根據證券及期貨條例第XIVA部、上市規則以及證券及期貨事務監察委員會頒佈的內幕消息披露指引，制定有關披露內幕消息的政策及程序（「該政策」）。該政策適用於本公司全體僱員。董事會將負責採納以及定期檢討及更新該政策。

另外，本公司已委聘一名外部顧問，以審閱本集團截至二零一九年十二月三十一日止年度的財務申報程序、系統及內部監控，並就此提出意見。顧問已為董事會提供審閱報告（「報告」），當中載有解決已識別監控設計及實施效能的推薦建議。董事會已審閱報告，並已改良本公司的風險管理及內部監控系統。

本公司及其附屬公司的風險管理及內部監控系統每年進行一次年終效能審閱，有關系統被視為有效及充足。

# Directors' Biographies

## 董事履歷

### EXECUTIVE DIRECTOR

**Mr. Huang Binghuang ("Mr. Huang")**, aged 48, was appointed as an executive director, chairman of the Board and chief executive officer of the Company on 30 September 2019. Mr. Huang is the directors of China Asia Graphene Holding Group Co. Limited (previously known as Zhonghan International Holdings Group Limited), Zhengbo International Corporation, China Asia Group (HK) Limited, Shenzhen China Asia Zhi Ye Development Limited Company (深圳市中亞實業發展有限公司) and China Asia Zhi Ye Group Limited Company (中亞置業集團有限公司). Mr. Huang served as an executive director of Grand Field Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 115) during the period from 5 February 2007 to 6 October 2008 and as the chief executive officer and chief operation officer during the period from April 2007 to 6 October 2008. Mr. Huang was appointed as a member of the Tenth Committee of the Chinese People's Political Consultative Conference of Jiangxi Province (中國人民政治協商會議江西省第十屆委員會), the special representative of overseas Chinese and Hong Kong, Macao and Taiwan of the Eleventh Chinese People's Political Consultative Conference of Jiangxi Province (政協江西省第十一屆委員會特邀海外僑胞和港澳台代表) and the Dean and Consultant of Market Economy Academy, Peking University.

**Mr. Zhou Chen ("Mr. Zhou")**, aged 38, was appointed as an executive director of the Company on 1 February 2018. He then was appointed as the company secretary of the Company for the periods between (i) 1 March 2018 and 26 June 2019; and (ii) 30 August 2019 and 15 December 2019. Mr. Zhou has extensive experience in auditing, accounting, financial management and corporate finance. He was the chief treasury officer of the Company from June 2016 to January 2018, where he was in charge of the Group's accounting and corporate finance matters. Mr. Zhou has been the chief financial officer of Yamada Green Resources Limited (stock code: BJV), a company listed on the Singapore Exchange (the "SGX") since January 2018. From October 2015 to June 2016, Mr. Zhou was the chief financial officer and the company secretary of Asia Fashion Holdings Limited (stock code: BQI), a company listed on the Singapore Exchange. During the period from October 2013 to October 2015, he had been a general manager of investment and corporate finance of Bayon Airlines Holdings Limited, an enterprise risk manager and internal control manager of Tee International Limited (stock code: M1Z), a company listed on the SGX, and the finance manager of a Singapore private company where he was in charge of accounting and initial public offering process. Between 2008 and 2013, Mr. Zhou worked at Singapore local audit firms and was responsible for, amongst others, auditing companies incorporated in China and listed on the SGX.

### 執行董事

**黃炳煌先生(「黃先生」)**，48歲，於二零一九年九月三十日獲委任為執行董事、董事會主席及本公司行政總裁。黃先生現為中亞烯谷控股集團有限公司(前稱中翰國際控股集團有限公司)、正博國際有限公司、中亞集團(香港)有限公司、深圳市中亞實業發展有限公司及中亞置業集團有限公司之董事。黃先生於二零零七年二月五日至二零零八年十月六日擔任鈞豪集團有限公司(一間於聯交所主板上市之公司)(股份代號：115)之執行董事，並於二零零七年四月至二零零八年十月六日擔任行政總裁及首席運營官。黃先生獲委任為中國人民政治協商會議江西省第十屆委員會委員、政協江西省第十一屆委員會特邀海外僑胞和港澳台代表以及北京大學民營經濟研究院院長及顧問。

**周晨先生(「周先生」)**，38歲，於二零一八年二月一日獲委任為本公司執行董事。其後，彼於(i)二零一八年三月一日至二零一九年六月二十六日；及(ii)二零一九年八月三十日至二零一九年十二月十五日期間獲委任為本公司公司秘書。周先生於審核、會計、財務管理及企業融資方面擁有豐富經驗。彼於二零一六年六月至二零一八年一月期間曾任本公司的庫務總監，專責本集團的會計及企業融資事宜。周先生自二零一八年一月起一直擔任新加坡證券交易所(「新交所」)上市公司Yamada Green Resources Limited(股份代號：BJV)的財務總監。自二零一五年十月至二零一六年六月期間，周先生曾任新交所上市公司Asia Fashion Holdings Limited(股份代號：BQI)的財務總監及公司秘書。於二零一三年十月至二零一五年十月期間，周先生曾任巴戎航空股份有限公司的投資及企業融資總經理及新交所上市公司Tee International Limited(股份代號：M1Z)的企業風險管理師及內部監控經理，以及新加坡一家私營公司的財務經理，主要負責會計及首次公開發售程序。於二零零八年至二零一三年間，周先生效力新加坡當地數家審計事務所，專責(其中包括)對多家於中國註冊成立及於新交所上市的公司進行審計工作。

# Directors' Biographies

## 董事履歷

Mr. Zhou is an affiliate of The Association of Chartered Certified Accountants (ACCA) and is a member of the Institute of Singapore Chartered Accountants. He also is an associate member of the Hong Kong Institute of Directors. He obtained an advanced diploma in accountancy from Xiamen University in December 2016. Mr. Zhou graduated from Oxford Brookes University in the United Kingdom with a bachelor of science degree in applied accounting in July 2008.

Mr. Zhou is currently an independent non-executive director of a company listed on the main board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), namely Wuzhou International Holdings Limited (stock code: 1369) since December 2017. He is also a director of several subsidiaries of the Company.

**Ms. Xia Ping ("Ms. Xia")**, aged 47, was appointed an executive director of the Company on 30 September 2019. Ms. Xia graduated from the China Central Radio and TV University (中央廣播電視大學) in the PRC majoring in Chinese Language and Literature in 2005 and obtained the qualification of intermediate accountant issued by the Ministry of Finance of the PRC in 2006. She is the executive president of Shenzhen Haogang Zhongya Electronic City Group Co., Ltd (深圳市崗中亞電子城集團股份有限公司). Besides, Ms. Xia also acts as an executive director of Zhongya Daye Industrial Park Management Co., Ltd. (中亞大冶產業園管理有限公司), a director of Shenzhen Zhongya Film Industry Co., Ltd (深圳市中亞影視產業有限公司) and a supervisor of Shenzhen Zhongya Film Industry Co., Ltd (中亞視界科技(深圳)有限公司).

### NON-EXECUTIVE DIRECTOR

**Ms. Wang Lijiao ("Ms. Wang")**, aged 39, was appointed as a non-executive director of the Company on 30 September 2019. Ms. Wang is the director of China Asia Graphene Holding Group Co. Limited (previously known as Zhonghan International Holdings Group Limited) and China Asia Group (HK) Limited. She has served as the chief financial officer of China Asia Zhi Ye Group Limited Company (中亞置業集團有限公司) since 8 April 2008.

周先生為特許公認會計師公會(ACCA)準會員，並為新加坡註冊會計師公會會員。彼亦為香港董事學會附屬會員。周先生於二零一六年十二月獲廈門大學頒授會計專業專科文憑。周先生於二零零八年七月畢業於英國Oxford Brookes University，並獲頒授應用會計理學士學位。

周先生自二零一七年十二月起至今擔任一間香港聯合交易所有限公司(「聯交所」)主板上市公司，即五洲國際控股有限公司(股份代號：1369)之獨立非執行董事。彼亦為本公司若干附屬公司之董事。

**夏萍女士(「夏女士」)**，47歲，於二零一九年九月三十日獲委任為本公司執行董事。夏女士於二零零五年畢業於中國中央廣播電視大學，主修漢語言文學，並於二零零六年取得中國財政部頒發的中級會計師資格。彼現為深圳市崗中亞電子城集團股份有限公司執行總裁。此外，夏女士亦為中亞大冶產業園管理有限公司執行董事、深圳市中亞影視產業有限公司董事及中亞視界科技(深圳)有限公司監事。

### 非執行董事

**王麗蛟女士(「王女士」)**，39歲，於二零一九年九月三十日獲委任為本公司非執行董事。王女士現為中亞烯谷控股集團有限公司(前稱中翰國際控股集團有限公司)及中亞集團(香港)有限公司之董事。彼自二零零八年四月八日起擔任中亞置業集團有限公司之首席財務官。

# Directors' Biographies

## 董事履歷

### INDEPENDENT NON-EXECUTIVE DIRECTOR

**Mr. Gao Han ("Mr. Gao")**, aged 43, has been working in the financial industry over 21 years, previously working with Goldman Sachs as a proprietary trader and working for China Investment Corporation (CIC) as Head of Trading. He later founded Sinolink Securities (HK). Since 2016, He headed China team of HKEX group which designed and implemented stock connects, bond connects and various products and services. Mr. Gao obtained his BS degree from Tsinghua University, and Masters in both Statistics and Computer Science & Ph.D in Computer Science from the University of Chicago.

**Mr. David Chi-ping Chow ("Mr. Chow")**, aged 62, Mr. Chow is currently a venture capital partner of InterTech Ventures LLC in New York and InAmerica Ventures LLC in Los Angeles. He is the corporate investor representative to its strategic partner R/GA Ventures, an annual innovation accelerator that has been awarded by Forbes in the US. A venture partner to Mt. Wilson Ventures in Pasadena, California. Co-representative to Parsons School of Design in the China region. Mr. Chow was an independent non-executive director of the Grand Field Group Holdings Limited (stock code: 115) from 2008 to 2014, the company is listed on the Hong Kong Stock Exchange. Mr. Chow was the managing director of Tekhill Holdings Ltd. Mr. Chow had been the general manager of China Region of Interclients LLC and a partner of Shanghai China Bay. Mr. Chow is a United States Certified Public Accountant and an American Certified Tax Practitioner. He has 38 years of experience in financial planning, corporate internal control and audit, strategic planning and implementation. Mr. Chow was the chief financial officer for China of General Mills and Haagen-Dazs, the chief financial officer of Xian Janssen Pharmaceutical, a subsidiary of Johnson & Johnson group. He was the chief financial officer for Greater China of Pillsbury and Haagen-Dazs, the chief financial officer for China and Vice-President of Supply Chain of Nabisco. He was a financial analyst of Motorola. Mr. Chow graduated with a Bachelor Degree in Accounting from Santa Clara University, California. He also received management training from Columbia University and Northwestern University.

### 獨立非執行董事

**高寒先生(「高先生」)**，43歲，在金融行業工作超過21年，之前曾在高盛擔任自營交易員，並曾在中國投資有限公司(中投，CIC)擔任自營交易與投資主管。他後來成立了國金證券(香港)有限公司。自二零一六年起，他領導香港交易所集團中國團隊，設計並實施股票通、債券通及各種產品和服務。高先生獲得清華大學學士學位，芝加哥大學統計學碩士學位和計算機科學碩士學位，以及芝加哥大學計算機科學博士學位。

**周啟平先生(「周先生」)**，現年62歲，周先生現為紐約InterTech Ventures LLC及洛杉磯InAmerica Ventures LLC風投合夥人。彼為戰略合夥人 R/GA Ventures(美國福布斯授予的年度創新加速器)的企業投資方代表，加州帕薩迪納Mt. Wilson Ventures的投資合夥人，帕森斯設計學院中國區的聯合代表。周先生曾於二零零八年至二零一四年擔任鈞濠集團有限公司(股份代號：115)之獨立非執行董事，該公司在香港證券交易所上市。周先生亦曾為太河控股有限公司之董事總經理。周先生曾為Interclients LLC中國區總經理及上海華灣合夥人。周先生為美國執業會計師及美國註冊稅務師。彼在財務策劃、企業內部監控及審計、戰略規劃及執行方面有38年經驗。周先生歷任General Mills及哈根達斯之中國業務財務總監以及西安楊森製藥有限公司(強生集團之附屬公司)財務總監，並曾任Pillsbury及哈根達斯大中華業務財務總監，納貝斯克中國財務總監及供應鏈副總裁。彼亦曾為摩托羅拉之財務分析師。周先生畢業於加州Santa Clara University，獲會計學士學位。彼亦於哥倫比亞大學及西北大學接受管理學培訓。

# Directors' Biographies

## 董事履歷

**Mr. Lum Pak Sum ("Mr. Lum")**, aged 59, has been a fellow member of the Hong Kong Institute of Certified Public Accountants and The Chartered Association of Certified Accountants UK since 1996 and 1993 respectively. He obtained a master's degree in business administration from The University of Warwick in 1994 and a bachelor's degree in laws from University of Wolverhampton in 2002. Mr. Lum has over 30 years of experience in financial field, the money market and capital market. Mr. Lum has been the independent non-executive director of Great China Properties Holdings Limited (formerly known as Waytung Global Group Limited and Beauforte Investors Corporation Limited) (Stock code: 0021), a company listed on the Stock Exchange, since August 2007; independent non-executive director of i-Control Holdings Limited (Stock code: 1402), a company listed on the Stock Exchange, since May 2015; independent non-executive director of Kwan On Holdings Limited (Stock code: 1559), a company listed on the Stock Exchange, since August 2016; independent non-executive director of Anxian Yuan China Holdings Limited (Stock code: 0922), a company listed on the Stock Exchange, since May 2017; independent non-executive director of S. Culture International Holdings Limited (Stock code: 1255), a company listed on the Stock Exchange, since June 2017; and has been a non-executive director of Sunway International Holdings Limited (stock code: 0058), a company listed on the Stock Exchange, since May 2019. Mr. Lum was an independent non-executive director of Yuhua Energy Holdings Limited (Stock code: 2728), a company listed on the Stock Exchange, from December 2014 to April 2019; independent non-executive director of Beautiful China Holdings Company Limited (Stock code: 0706), a company listed on the Stock Exchange, from January 2014 to August 2018; independent non-executive director of Pearl Oriental Oil Limited (Stock code: 0632), a company listed on the Stock Exchange, from December 2017 to June 2018.

**林柏森先生**（「林先生」），59歲，分別自一九九六年及一九九三年成為香港會計師公會及英國特許公認會計師公會資深會員。彼於一九九四年在華威大學取得工商管理碩士學位及於二零零二年在伍爾弗漢普頓大學取得法律學士學位。林先生於金融領域、貨幣市場及資本市場擁有逾30經驗。林先生已自二零零七年八月起擔任一間於聯交所上市之公司大中華地產控股有限公司（前稱匯通天下集團有限公司及寶福集團有限公司）（股份代號：0021）獨立非執行董事；自二零一五年五月起擔任一間於聯交所上市之公司超智能控股有限公司（股份代號：1402）獨立非執行董事；自二零一六年八月起擔任一間於聯交所上市之公司均安控股有限公司（股份代號：1559）獨立非執行董事；自二零一七年五月起擔任一間於聯交所上市之公司安賢園中國控股有限公司（股份代號：0922）獨立非執行董事；自二零一七年六月起擔任一間於聯交所上市之公司港大零售國際控股有限公司（股份代號：1255）獨立非執行董事；及已自二零一九年五月起擔任一間於聯交所上市之公司新威國際控股有限公司（股份代號：0058）非執行董事。林先生曾於二零一四年十二月至二零一九年四月擔任一間於聯交所上市之公司裕華能源控股有限公司（股份代號：2728）獨立非執行董事；於二零一四年一月至二零一八年八月擔任一間於聯交所上市之公司美麗中國控股有限公司（股份代號：0706）獨立非執行董事；於二零一七年十二月至二零一八年六月擔任一間於聯交所上市之公司東方明珠石油有限公司（股份代號：0632）獨立非執行董事。



# Independent Auditor's Report

## 獨立核數師報告



### INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF CHINA GRAPHENE GROUP LIMITED

(Incorporated in Bermuda with limited liability)

### QUALIFIED OPINION

We have audited the consolidated financial statements of China Graphene Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 54 to 134, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, except for the possible effects of the matters described in the Basis for Qualified Opinion section of our report, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致中國烯谷集團有限公司

各股東之獨立核數師報告

(於百慕達註冊成立之有限公司)

### 保留意見

本行已審核載於第54至134頁的中國烯谷集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，該綜合財務報表包括於二零一九年十二月三十一日的綜合財務狀況報表及截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及包括主要會計政策概要的綜合財務報表附註。

本行認為，除本行的報告保留意見之基準所述事項可能產生之影響外，綜合財務報表已根據由香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實公允地反映貴集團於二零一九年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港公司條例之披露規定妥為編製。



# Independent Auditor's Report

## 獨立核數師報告

### BASIS FOR QUALIFIED OPINION

#### 1. Investment in associates

##### *Five Color Stone Technology Corporation ("Five Color Stone")*

No sufficient evidence has been provided to satisfy ourselves as to (i) the carrying amount of the investment in Five Color Stone with carrying value of approximately HK\$12,211,000 as at 31 December 2019 and 2018 and (ii) whether share of loss of HK\$Nil and approximately HK\$330,000 of Five Color Stone is properly recognised for the year ended 31 December 2019 and 2018, respectively.

#### 2. Limited accounting books and records of subsidiaries

##### *WI Capital Co., Limited ("WI Capital") and WI Graphene Co., Limited ("WI Graphene")*

Due to the insufficiency of supporting documentation and explanations for accounting books and records in respect of WI Capital and WI Graphene for the years ended 31 December 2019 and 2018, we were unable to carry out audit procedures to satisfy ourselves as to whether the following income and expenses for the years ended 31 December 2019 and 2018 and the assets and liabilities as at those dates, and the segment information and other related disclosure notes in relation to the Group, as included in the consolidated financial statements of the Group, have been properly recorded and accounted for in the consolidated financial statements:

### 保留意見之基準

#### 1. 於聯營公司之投資

##### *Five Color Stone Technology Corporation ("Five Color Stone")*

本行並無獲提供充分證據足以信納(i)於二零一九及二零一八年十二月三十一日，於Five Color Stone投資之賬面值約為12,211,000港元；及(ii)於截至二零一九年及二零一八年十二月三十一日止年度於Five Color Stone之應佔虧損分別零港元及約330,000港元是否分別妥為確認。

#### 2. 會計帳簿及附屬公司紀錄之限制

##### *WI Capital Co., Limited ("WI Capital")及WI Graphene Co., Limited ("WI Graphene")*

由於有關WI Capital及WI Graphene截至二零一九年及二零一八年十二月三十一日止年度之會計帳簿及記錄之證明文件及解釋不充足，本行未能採納審計程序以令本行信納下列截至二零一九年及二零一八年十二月三十一日止年度之收入及開支及於二零一九年及二零一八年十二月三十一日之資產及負債，以及分部資料及其他與貴集團有關之相關披露附註（貴集團綜合財務報表所載者）是否已於綜合財務報表準確記錄及妥為入賬：

# Independent Auditor's Report

## 獨立核數師報告

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Income and expenses for the years ended 31 December:</b>	<b>截至十二月三十一日止年度之收入及開支：</b>		
Revenue	收益	–	432
Cost of sales	銷售成本	–	(431)
<b>Gross profit</b>	<b>毛利</b>	<b>–</b>	<b>1</b>
Other revenue	其他收益	–	291
Write-off of prepayment for property, plant and equipment	物業、廠房及設備預付款項之撇銷	–	(54,516)
Administrative expenses	行政開支	(2,263)	(14,300)
<b>Loss from operations</b>	<b>經營虧損</b>	<b>(2,263)</b>	<b>(68,524)</b>
<b>Other comprehensive (expenses)/income:</b>	<b>其他全面(開支)/收益：</b>		
Items that may be reclassified to profit or loss:	可重新分類至損益之項目：		
Exchange differences on translating foreign operations	換算境外業務而產生的匯兌差額	(4)	1,412
<b>Other comprehensive (expenses)/income for the year, net of tax</b>	<b>年內其他全面(開支)/收益(除稅後)</b>	<b>(4)</b>	<b>1,412</b>
<b>Total comprehensive expenses for the year</b>	<b>年內全面開支總額</b>	<b>(2,267)</b>	<b>(67,112)</b>
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Assets and liabilities as at 31 December:</b>	<b>於十二月三十一日之資產及負債：</b>		
<b>Non-current assets</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	1,901	2,353
<b>Current assets</b>	<b>流動資產</b>		
Trade and other receivables	貿易及其他應收賬項	1,808	1,801
Cash and cash equivalents	現金及現金等價物	13	13
		1,821	1,814
<b>Current liability</b>	<b>流動負債</b>		
Trade and other payables	貿易及其他應付賬項	7,108	5,322
<b>Net current liabilities</b>	<b>流動負債淨值</b>	<b>(5,287)</b>	<b>(3,508)</b>
<b>Net liabilities</b>	<b>負債淨值</b>	<b>(3,386)</b>	<b>(1,155)</b>

# Independent Auditor's Report

## 獨立核數師報告

Any adjustments to the figures as described from points 1 and 2 above might have consequential effects on the consolidated financial performance and consolidated cash flows for the two years ended 31 December 2019 and 2018 and the consolidated financial positions of the Group as at 31 December 2019 and 2018, and the related disclosures thereof in the consolidated financial statements.

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We 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 qualified opinion.

### Material Uncertainty Related to the Going Concern

We draw attention to note 2 to the consolidated financial statements which states that the Group incurred a loss of approximately HK\$10,000 for the year ended 31 December 2019 and as at 31 December 2019, the Group's current liabilities exceeded its current assets by approximately HK\$221,464,000. These conditions indicate a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### Key Audit Matters

Key audit matters are those matters that, in our professional 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. In addition to the matters described in the Basis for Qualified Opinion section and the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

上述第1至第2項所述之任何數字調整可能對 貴集團截至二零一九年及二零一八年十二月三十一日止年度之綜合財務表現及綜合現金流量及 貴集團於二零一九年及二零一八年十二月三十一日之綜合財務狀況，以及綜合財務報表之有關披露造成相應影響。

本行已根據香港會計師公會頒布的香港審計準則（「香港審計準則」）進行審計。本行在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會的《專業會計師道德守則》（「守則」），本行獨立於 貴集團，並已履行守則中的其他專業道德責任。本行相信，本行所獲得的審計憑證能充足及適當地為本行的保留意見提供基礎。

### 關於持續經營的重大不確定因素

本行謹請 閣下垂注綜合財務報表附註2，當中提及 貴集團於截至二零一九年十二月三十一日止年度產生虧損約10,000港元，而於二零一九年十二月三十一日， 貴集團的流動負債超過其流動資金約221,464,000港元。該等情況顯示存在重大不確定因素，將對 貴集團繼續持續經營的能力存有重大疑問。本行的意見並無就該事項作出修訂。

### 關鍵審計事項

關鍵審計事項是本行根據職業判斷，認為對本期綜合財務報表審計最為重要的事項。這些事項的應對以對綜合財務報表整體進行審計並形成審計意見為背景，本行不對這些事項單獨發表意見。除「保留意見之基準」及「關於持續經營的重大不確定因素」中所述事項外，本行決定，下文所述事項為本行的報告中討論的關鍵審核事項。

# Independent Auditor's Report

## 獨立核數師報告

### Investment Properties

*Refer to Note 20 to the consolidated financial statements*

The Group measured its investment properties at fair value with the changes in fair value recognised in the consolidated profit or loss. This fair value measurement is significant to our audit because the balance of investment properties of HK\$390,000,000 as at 31 December 2019 and the fair value gain of HK\$20,800,000 for the year then ended are material to the consolidated financial statements. In addition, the Group's fair value measurement involves application of judgement and is based on assumptions and estimates.

Our audit procedures included, among others:

- Assessing the competence, independence and integrity of the external valuer engaged by client;
- Obtaining the external valuation report and discuss and challenge the valuation process, methodologies used and market evidence to support significant judgments and assumptions applied in the valuation model;
- Checking key assumptions and input data in the valuation model to supporting evidence;
- Checking arithmetical accuracy of the valuation model; and
- Assessing the disclosure of the fair value measurement in the consolidated financial statements.

We consider that the Group's fair value measurement of the investment properties is supported by the available evidence.

### Emphasis of Matters

We draw attention to note 1 to the consolidated financial statements which states that the Company became aware that a winding-up petition was made against China Asia Group (HK) Limited ("CAG"), which is the holder of 41% of issued share capital of the immediate parent of the Company.

### 投資物業

*請參閱綜合財務報表附註20*

貴集團按公平值計量投資物業，並於綜合損益內確認公平值變動。該公平值計量對本行的審計意義重大，因為投資物業於二零一九年十二月三十一日的結餘為390,000,000港元及截至該日止年度的公平值收益為20,800,000港元，對綜合財務報表而言屬重大。此外，貴集團之公平值計量涉及應用判斷及乃基於假設及估計。

本行的審計程序包括(其中包括)：

- 評估客戶所委聘外部估值師的能力、獨立性及操守；
- 取得外部估值師報告及討論及質疑估值過程、所用方法及市場憑證，以支持於估值模式中使用的重大判斷及假設；
- 檢查估值模式中的主要假設及輸入數據以支持憑據；
- 檢查估值模式的計算是否準確；及
- 評估綜合財務報表內公平值計量的披露。

本行認為 貴集團就投資物業的公平值計量有可得證據支持。

### 強調事項

吾等謹請 閣下垂注綜合財務報表附註1，當中提及 貴公司獲悉中亞集團(香港)有限公司(「中亞集團」)(本公司直接母公司41%已發行股本之持有人)被發出一項清盤呈請。

# Independent Auditor's Report

## 獨立核數師報告

We draw attention to note 27 to the consolidated financial statements which states that the Company has violated several covenants attached to the interest-bearing borrowings. Breaches in meeting the covenants would permit the bank to immediately call borrowings.

Our opinion is not modified in respect of these matters.

### Other Information

The directors are responsible for the other information. The other information comprises all the information in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will 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 identified above when it becomes available 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.

### Responsibilities of Directors for the Consolidated Financial Statements

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

本行謹請 閣下垂注綜合財務報表附註27，當中提及 貴公司違反若干計息借貸之契約。違反履行契約，銀行可即時催還借貸。

本行的意見並無就該等事項作出修訂。

### 其他資料

董事須對其他資料負責。其他資料包括 貴公司年報中所包含的所有資料，但不包括綜合財務報表及本行的核數師報告。其他資料預期將在核數師報告日期後提供給本行。

本行對綜合財務報表的意見並未涵蓋其他資料，本行亦不對該等其他資料發表任何形式的核證結論。

結合本行對綜合財務報表的審核，本行的責任為閱讀上文指出可以向本行提供的其他資料，在此過程中，考慮其他資料是否與綜合財務報表或本行在審核過程中所得知的情況存在重大抵觸，或者似乎存在重大錯誤陳述。

### 董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露規定，編製真實及公平的綜合財務報表，以及進行董事認為必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，董事負責評估 貴集團持續經營的能力，並披露與持續經營有關的事項（如適用），除非董事有意將 貴集團清盤或停止經營，或除此之外並無其他實際可行的辦法，否則董事須採用以持續經營為基礎的會計法。

# Independent Auditor's Report

## 獨立核數師報告

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

A further description of our responsibilities for the audit of the consolidated financial statements is located at the HKICPA's website at:

<http://www.hkicpa.org.hk/en/standards-and-regulations/standards-auditing-assurance/auditre/>

This description forms part of our auditor's report.

### ZHONGHUI ANDA CPA Limited

Certified Public Accountants

Pang Hon Chung

Audit Engagement Director

Practising Certificate Number P05988

Hong Kong, 26 March 2020

### 核數師就審核綜合財務報表須承擔的責任

本行的目標，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，並出具包括本行意見的核數師報告。本行僅向閣下（作為整體）報告，除此之外本報告別無其他目的。本行並不會就本報告的內容對任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照《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滙總起來可能影響使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

有關本行就審核綜合財務報表須承擔的責任的進一步詳情位於香港會計師公會網站：

<http://www.hkicpa.org.hk/en/standards-and-regulations/standards-auditing-assurance/auditre/>

該詳情構成本行核數師報告的一部分。

### 中匯安達會計師事務所有限公司

執業會計師

彭漢忠

審核項目董事

執業證書編號P05988

香港，二零二零年三月二十六日



# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>	7	<b>13,458</b>	16,529
Cost of sales	銷售成本		(973)	(1,590)
Gross profit	毛利		<b>12,485</b>	14,939
Other income	其他收入	8	<b>9,728</b>	2,604
Other gains and losses	其他收益及虧損	9	<b>20,832</b>	(43,808)
Operating and administrative expenses	經營及行政開支		<b>(34,951)</b>	(56,267)
<b>Profit/(loss) from operations</b>	<b>經營溢利／(虧損)</b>		<b>8,094</b>	(82,532)
Finance costs	融資成本	11	<b>(8,104)</b>	(5,943)
Share of losses of associates	應佔聯營公司虧損		—	(330)
<b>Loss before taxation</b>	<b>除稅前虧損</b>		<b>(10)</b>	(88,805)
Income tax expenses	所得稅開支	12	—	(17)
<b>Loss for the year attributable to owners of the Company</b>	<b>本公司擁有人應佔年內虧損</b>	13	<b>(10)</b>	(88,822)
<b>Other comprehensive (expenses)/income</b>	<b>其他全面(開支)／收益</b>			
<i>Items that may be reclassified to profit or loss:</i>	<i>可重新分類至損益之項目：</i>			
Exchange differences on translating foreign operations	換算境外業務而產生的匯兌差額		(4)	1,412
<b>Other comprehensive (expenses)/income for the year, net of tax</b>	<b>年內其他全面(開支)／收益(除稅後)</b>		<b>(4)</b>	1,412
<b>Total comprehensive expenses for the year attributable to owners of the Company</b>	<b>本公司擁有人應佔年內全面開支總額</b>		<b>(14)</b>	(87,410)
<b>Loss per share</b>	<b>每股虧損</b>	17		
<b>Basic (HK cent(s) per share)</b>	<b>基本(港仙／每股)</b>		<b>(0.00)</b>	(3.15)
<b>Diluted (HK cent(s) per share)</b>	<b>攤薄(港仙／每股)</b>		<b>(0.00)</b>	(3.15)

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 December 2019 於二零一九年十二月三十一日  
(Expressed in Hong Kong dollars) (以港元計值)

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	18	3,087	4,218
Right-of-use assets	使用權資產	19	2,733	–
Investment properties	投資物業	20	390,000	369,200
Investment in associates	於聯營公司之投資	21	12,211	12,211
Pledged bank deposits	已抵押銀行存款	25	10,275	6,368
Deposits paid for investment properties	投資物業的已付按金	23	–	1,500
			<b>418,306</b>	393,497
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	22	532	527
Trade and other receivables	貿易及其他應收賬項	23	6,602	6,329
Investments at fair value through profit or loss	透過損益按公平值列賬之投資	24	–	645
Cash and cash equivalents	現金及現金等價物	25	1,710	5,359
			<b>8,844</b>	12,860
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付賬項	26	27,540	9,484
Current tax liabilities	即期稅項負債		–	17
Lease liabilities	租賃負債	28	2,768	–
Bank borrowings	銀行借貸	27	200,000	200,000
			<b>230,308</b>	209,501
<b>Net current liabilities</b>	<b>流動負債淨值</b>		<b>(221,464)</b>	(196,641)
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>196,842</b>	196,856
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本	30	140,955	140,955
Reserves	儲備	32	55,887	55,901
<b>TOTAL EQUITY</b>	<b>總權益</b>		<b>196,842</b>	196,856

The consolidated financial statements on pages 54 to 134 are approved and authorised for issue by the Board of Directors on 26 March 2020 and are signed on its behalf by:

第54頁至第134頁之該等綜合財務報表已獲董事會於二零二零年三月二十六日批准，並由下列董事代表簽署：

**Huang Binghuang**  
黃炳煌  
Director  
董事

**Xia Ping**  
夏萍  
Director  
董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

		Share capital	Share premium	Capital redemption reserve	Foreign currency translation reserve	Retained profits	Total equity
		股本	股份溢價	贖回儲備	外幣 匯兌儲備	保留溢利	總權益
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	140,955	26,770	121	(6,841)	123,261	284,266
Total comprehensive expenses for the year	年內全面開支總額	-	-	-	1,412	(88,822)	(87,410)
At 31 December 2018	於二零一八年 十二月三十一日	140,955	26,770	121	(5,429)	34,439	196,856
At 1 January 2019	於二零一九年一月一日	<b>140,955</b>	<b>26,770</b>	<b>121</b>	<b>(5,429)</b>	<b>34,439</b>	<b>196,856</b>
Total comprehensive expenses for the year	年內全面開支總額	-	-	-	(4)	(10)	(14)
At 31 December 2019	於二零一九年 十二月三十一日	<b>140,955</b>	<b>26,770</b>	<b>121</b>	<b>(5,433)</b>	<b>34,429</b>	<b>196,842</b>

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Cash flows from operating activities</b>	<b>經營業務所得現金流量</b>		
Loss before taxation	除稅前虧損	(10)	(88,805)
Adjustments for:	經以下調整：		
Deficit on revaluation of building	樓宇重估虧絀	–	2
Depreciation of property, plant and equipment and right-of-use assets	物業、廠房及設備及使用權資產折舊	3,875	2,036
Fair value gain on investment properties	投資物業公平值收益	(20,800)	(10,800)
Interest income	利息收入	(43)	(2)
Finance costs	融資成本	8,104	5,943
Fair value changes in investments at fair value through profit and loss	透過損益按公平值列賬之投資公平值變動	(32)	92
Reversal of allowance for trade receivables	貿易應收賬項撥備撥回	(27)	(164)
Write off bad debts	撇銷壞賬	–	37
Allowance for (reversal of allowance for) inventories	存貨撥備(撥回撥備)	60	(2)
Loss on litigation	訴訟虧損	–	269
Reversal of over-provided expenses in prior years	過往年度開支超額撥備撥回	–	(1,483)
Loss on disposals of investment property	出售投資物業虧損	550	–
Provision for long services payment	長期服務付款撥備	118	198
Write-off prepayment for property, plant and equipment	物業、廠房及設備預付款項之撇銷	–	54,516
Gain on disposals of subsidiary	出售附屬公司收益	(9,112)	–
Gain on disposals of property, plant and equipment	出售物業、廠房及設備之收益	(69)	(278)
Share of losses of associates	應佔聯營公司虧損	–	330
Operating cash flows before working capital changes	除營運資金變動前經營現金流量	(17,386)	(38,111)
Change in inventories	存貨變動	(65)	(63)
Change in trade and other receivables	貿易及其他應收賬項之變動	(451)	(184)
Change in trade and other payables	貿易及其他應付賬項之變動	5,897	(403)
Cash used in operations	經營所用之現金	(12,005)	(38,761)
Income tax paid	已付所得稅	–	–
<b>Net cash used in operating activities</b>	<b>經營業務使用之現金淨額</b>	<b>(12,005)</b>	<b>(38,761)</b>

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Cash flows from investing activities</b>	<b>投資活動所得現金流量</b>		
Purchase of property, plant and equipment	購入物業、廠房及設備	(643)	(137)
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備所得款項	311	962
Proceeds from disposal of subsidiaries	出售附屬公司所得款項	9,700	–
Payment of escrow money	支付託管金	–	(16,302)
Change in pledged bank deposits	已抵押銀行存款變動	(3,907)	7,401
Proceeds from disposals of securities	出售證券所得款項	679	–
Purchases of investment property	購入投資物業	(9,400)	–
Proceeds from disposals of investment property	出售投資物業所得款項	10,350	–
Interest received	已收利息	43	2
<b>Net cash generated from/(used in) investing activities</b>	<b>投資活動所得／(所用)現金淨額</b>	<b>7,133</b>	<b>(8,074)</b>
<b>Cash flows from financing activities</b>	<b>融資活動所得現金流量</b>		
Other borrowings raised	其他借貸所得款項	7,489	–
Advance from immediate parent	直接母公司提供墊款	12,000	–
Repayment of other borrowing	償還其他借貸	(7,505)	–
Repayment of lease liabilities	償還租賃負債	(2,815)	–
Interest paid	已付利息	(7,988)	(5,779)
<b>Net cash generated from/(used in) financing activities</b>	<b>融資活動所產生／(所用)之現金淨額</b>	<b>1,181</b>	<b>(5,779)</b>
<b>Net decrease in cash and cash equivalents</b>	<b>現金及現金等價物之減少淨額</b>	<b>(3,691)</b>	<b>(52,614)</b>
Effect of foreign exchange rate changes	匯率變動之影響	42	551
<b>Cash and cash equivalents at beginning of year</b>	<b>於年初之現金及現金等價物</b>	<b>5,359</b>	<b>57,422</b>
<b>Cash and cash equivalents at end of year</b>	<b>於年末之現金及現金等價物</b>	<b>1,710</b>	<b>5,359</b>
<b>Analysis of cash and cash equivalents</b>	<b>現金及現金等價物之分析</b>		
Bank and cash balances	銀行及現金結餘	1,710	5,359

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

### 1. GENERAL INFORMATION

China Graphene Group Limited (the “Company”) was incorporated in Bermuda with limited liability. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The address of its principal place of business is Room 1237-1240, 12/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Company is an investment holding company. The principal activities of its principal subsidiaries are set out in note 38 to the consolidated financial statements.

In the opinion of the directors of the Company (the “Directors”), as at the date of issue of these consolidated financial statements, the Company became aware that a winding-up petition was made against China Asia Group (HK) Limited (“CAG”) in the High Court of Hong Kong on 8 January 2020 on the ground that the petitioner and CAG entered into an oral agreement pursuant to which the petitioner agreed to sell and CAG agreed to purchase the entire shareholding in China Asia Graphene Holding Group Co. Limited (previously known as Zhonghan International Holding Group Limited) (“Zhonghan”) at the consideration of HK\$60,000,000, which shall be paid upon the completion of the sale and purchase of shares in Zhonghan. CAG is the holder of 41% of issued share capital of Zhonghan. Up to the date of these consolidated financial statements, no significant information has been received by the Company so far. The Directors are of the view that the winding-up petition would not cause any material adverse impact to the operation of the Company. Zhonghan, a company incorporated in Hong Kong, is the immediate parent; and Zhengbo International Corporation, a company incorporated in the British Virgin Islands, is the ultimate parent, and controlled by Mr. Huang Binghuang (the “Controlling Shareholder”).

### 1. 一般資料

中國烯谷集團有限公司(「本公司」)為於百慕達註冊成立的有限公司。註冊辦事處地址為 Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。主要營業地點則為香港灣仔港灣道 30 號新鴻基中心12樓1237至1240室。本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市。

本公司為一間投資控股公司，其附屬公司之主要業務載於綜合財務報表附註38。

本公司董事(「董事」)認為，於公佈該等綜合財務報表之日，本公司獲悉於二零二零年一月八日於香港高等法院對中亞集團(香港)有限公司(「中亞集團」)發出清盤呈請，理由為呈請人與中亞集團訂立口頭協議，據此呈請人同意出售及中亞集團同意購買中亞烯谷控股集團有限公司(前稱為中翰國際控股集團有限公司)(「中翰」)全部股權，代價為60,000,000港元，須於買賣中翰股份完成後支付。中亞集團為中翰41%已發行股本之持有人。截至該等綜合財務報表日期，本公司迄今並無收到重大資料。董事認為，清盤呈請不會對本公司的經營造成任何重大不利影響。中翰(一間於香港註冊成立之公司)為直接母公司，而正博國際有限公司(一間於英屬處女群島註冊成立之公司)為最終母公司，並由黃炳煌先生(「控股股東」)控制。



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### 2. GOING CONCERN BASIS

The Group incurred a loss of approximately HK\$10,000 for the year ended 31 December 2019, the Group had net current liabilities of approximately HK\$221,464,000 as at 31 December 2019. Notwithstanding this fact, the Directors consider it is appropriate to prepare the consolidated financial statements on a going concern basis as the Group is expected to have sufficient financial resources to meet its obligation as they fall due for at least the next twelve months based on its projected cash flow forecasts. The Group's Directors has reviewed the financial position of the Group as at 31 December 2019, including its working capital and bank and cash balances, together with the projected cash flow forecasts for the next twelve months and the Directors consider that the Group is financially viable to continue as a going concern.

In addition, the Group can also improve its financial position, immediate liquidity and cash flows, by adopting the following measures:

- (a) the Directors will take action to reduce costs; and
- (b) the Controlling Shareholder has agreed to provide adequate funds for the Group to meet its liabilities as they fall due.

Should the Group be unable to continue as a going concern, adjustments would have to be made to the consolidated financial statements to adjust the value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets as current assets. The effects of these potential adjustments have not been reflected in the consolidated financial statements.

### 2. 持續經營基準

本集團於截至二零一九年十二月三十一日止年度出現虧損約10,000港元。本集團於截至二零一九年十二月三十一日錄得流動負債淨值約221,464,000港元。儘管如此，董事認為以持續經營基準編製綜合財務報表屬恰當，原因為基於本集團之預計現金流量預測，預期本集團將擁有充足財務資源以應付最少未來十二個月到期之責任。本集團之董事已審閱本集團於二零一九年十二月三十一日之財務狀況，包括其營運資金以及銀行及現金結餘連同未來十二個月之預計現金流量預測，且董事認為本集團在財務上能夠按持續經營基準繼續營運。

此外，本集團可透過採取下列措施，改善其財務狀況、即時流動資金及現金流量：

- (a) 董事將採取行動降低成本；及
- (b) 控股股東已同意為本集團提供足夠資金以支付其到期負債。

倘本集團未能持續經營，將須對綜合財務報表作出調整，以將本集團資產價值調整至其可收回金額、就任何日後可能產生之更多負債計提撥備以及將非流動資產重新分類為流動資產。該等潛在調整之影響並無於綜合財務報表內反映。

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### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) that are relevant to its operations and effective for its accounting year beginning on 1 January 2019. HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s financial statements and amounts reported for the current year and prior years except as stated below.

The following explains the impact of the adoption of HKFRS 16 “Leases” (“HKFRS 16”) on the Group’s financial information and the new accounting policies that have been applied from 1 January 2019, where they are different to those applied in prior years.

The Group has adopted HKFRS 16 retrospectively from 1 January 2019, but has not restated comparatives for the 2018 reporting year, as permitted under the specific transitional provisions in the standard. The reclassifications and the adjustments arising from the new leasing rules are therefore recognised in the opening consolidated statement of financial position on 1 January 2019.

#### Adjustments recognised on adoption of HKFRS 16

On adoption of HKFRS 16, the Group recognised right-of-use assets and lease liabilities in relation to leases which had previously been classified as “operating leases” under the principles of HKAS 17 Leases. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee’s incremental borrowing rate as of 1 January 2019. The weighted average lessee’s incremental borrowing rate applied to the lease liabilities on 1 January 2019 was 3.125%.

### 3. 採納新訂及經修訂香港財務報告準則

本年本集團已採納所有香港會計師公會（「香港會計師公會」）頒佈與本集團經營業務有關並於二零一九年一月一日開始生效之新訂及經修訂香港財務報告準則（「香港財務報告準則」）。香港財務報告準則包括香港財務報告準則（「香港財務報告準則」），香港會計準則（「香港會計準則」）及詮釋。除下述者外，採納該等新訂及經修訂香港財務報告準則對本集團之會計政策、本集團於本年度及過往年度之財務報表及申報金額並未造成重大變動。

以下解釋採納香港財務報告準則第16號「租賃」（「香港財務報告準則第16號」）對本集團財務資料及由二零一九年一月一日起應用的與過往不同的新會計政策的影響。

本集團於二零一九年一月一日起追溯採納香港財務報告準則第16號，但經該準則特定過渡條文允許，並無重列二零一八年報告年度之比較資料。該等新租賃規則所導致的重新分類及調整於二零一九年一月一日的年初綜合財務狀況表確認。

#### 採納香港財務報告準則第16號時確認的調整

採納香港財務報告準則第16號時，本集團已就先前根據香港會計準則第17號租賃的原則分類為「經營租賃」的租賃確認使用權資產及租賃負債。該等負債按餘下租賃付款的現值進行計量，並使用承租人截至二零一九年一月一日的增量借款利率貼現。承租人於二零一九年一月一日應用於租賃負債的加權平均承租人增量借款利率為3.125%。

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### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

In applying HKFRS 16 for the first time, the Group has used the following practical expedients permitted by the standard:

- the use of a single discount rate to a portfolio of leases with reasonably similar characteristics;
- reliance on previous assessments on whether leases are onerous;
- the exclusion of initial direct costs for the measurement of the right-of-use asset at the date of initial application; and
- the use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

The Group has also elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date the Group relied on its assessment made applying HKAS 17 and HKFRIC 4 Determining whether an Arrangement contains a Lease.

### 3. 採納新訂及經修訂香港財務報告準則(續)

首次應用香港財務報告準則第16號時，本集團採用以下準則許可的實用權宜方法：

- 對具有合理相似特徵的租賃組合使用單一貼現率；
- 依賴先前關於租賃是否虧損的評估；
- 在首次應用日期排除初始直接成本以計量使用權資產；及
- 當合約包含延長或終止租約的選擇時，使用事後分析確定租期。

本集團亦已選擇不重新評估合約在首次應用日期是否為或包含租賃。相反，對於在過渡日期之前訂立的合約，本集團依據其應用香港會計準則第17號及香港財務報告詮釋委員會詮釋第4號釐定安排是否包括租賃作出的評估。

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### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

As a lessee, the Group's leases are mainly rentals of offices. The right-of-use assets were measured at the amount equal to the lease liability and there were no onerous lease contracts that would have required an adjustment to the right-of-use assets at the date of initial application. The changes in the consolidated amounts reported in the consolidated financial statements as follows:

At 1 January 2019	於二零一九年一月一日
Increase in right-of-use assets	使用權資產增加
Increase in lease liabilities	租賃負債增加

As a lessor, the Group's leases of investment properties are held for rental purposes are classified as operating leases. The accounting treatment of its lease arrangements for investment properties are held for rental purposes has not changed compared with HKAS 17.

The Group has not applied the new and revised HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new and revised HKFRSs but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

### 3. 採納新訂及經修訂香港財務報告準則(續)

作為承租人，本集團的租賃主要為辦公室租金。使用權資產按相等於租賃負債的金額計量。於初始應用日期概無須對使用權資產進行調整的虧損性租約。綜合財務報表所列報的合併金額變動如下：

1 January  
2019  
二零一九年  
一月一日  
HK\$'000  
千港元

5,467  
5,467

作為出租人，本集團就租賃用途持有的投資物業租賃分類為經營租賃。就租賃用途持有之投資物業租賃安排之會計處理與香港會計準則第17號相比並無變動。

本集團並無採用已經頒佈但尚未生效之新訂及經修訂香港財務報告準則。本集團已開始評估該等新訂及經修訂香港財務報告準則之影響，惟尚無法說明該等新訂及經修訂香港財務報告準則會否對本集團之經營業績及財務狀況產生重大影響。

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### 4. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA, accounting principles generally accepted in Hong Kong and the applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

These consolidated financial statements have been prepared under the historical cost convention, as modified by the investment properties which are carried at fair values.

The preparation of the consolidated financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the Directors to exercise its judgements in the process of applying the accounting policies. The areas involving critical judgements and areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in note 5 to the consolidated financial statements.

The significant accounting policies applied in the preparation of the consolidated financial statements are set out below.

#### Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. 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. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

### 4. 重要會計政策

該等綜合財表報表已按照香港會計師公會頒佈的香港財務報告準則、香港公認會計原則及依照香港聯合交易所有限公司證券上市規則及香港公司條例之適用披露規定編製。

該等綜合財務報表乃按歷史成本法編製，並已就按公平值列賬之投資物業作出修訂。

編製符合香港財務報告準則的綜合財務報表需要採用若干關鍵假設及估計。董事亦須在應用會計政策的過程中作出判斷。涉及關鍵判斷，假設及估計對綜合財務報表而言屬重大的範疇均於綜合財務報表附註5披露。

編製該等綜合財務報表時應用之重要會計政策載列如下。

#### 綜合賬目

綜合財務報表包括本公司及其附屬公司截至十二月三十一日止之財務報表。附屬公司是由本集團控制的實體。倘本集團因參與實體的業務而可獲得或有權獲得可變回報，且有能力透過對實體行使權力而影響其回報，則對該實體擁有控制權。當本集團之現有權力賦予其目前能掌控有關業務(即大幅影響實體回報之業務)之能力時，則本集團對該實體擁有權力。

評估控制權時，本集團會考慮其潛在投票權以及由其他各方持有的潛在投票權以決定其是否擁有控制權。僅在持有人能實際行使潛在投票權之情況下方予以考慮該權利。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

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

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated foreign currency translation reserve.

#### Associates

Associates are entities over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of an entity but is not control or joint control over those policies. The existence and effect of potential voting rights that are currently exercisable or convertible, including potential voting rights held by other entities, are considered when assessing whether the Group has significant influence. In assessing whether a potential voting right contributes to significant influence, the holder's intention and financial ability to exercise or convert that right is not considered.

### 4. 重要會計政策(續)

附屬公司在控制權轉移至本集團當日起綜合入賬。附屬公司在控制權終止當日起停止綜合入賬。

集團內公司間交易、結餘及未變現溢利均予以對銷。未變現虧損亦會予以對銷，除非該交易有證據顯示所轉讓資產出現減值則作別論。附屬公司之會計政策已按需要變更，以確保與本集團所採納政策貫徹一致。

出售附屬公司而導致失去控制權之盈虧乃指(i)出售代價公平值連同於該附屬公司任何保留投資公平值與(ii)本公司應佔該附屬公司資產淨值連同與該附屬公司有關之任何餘下商譽以及任何相關累計匯兌儲備兩者間差額。

#### 聯營公司

聯營公司為本集團對其有重大影響之實體。重大影響乃有權參與而非控制或共同控制有關實體之財務及營運政策決定。於評估本集團是否對另一實體有重大影響力時，將考慮是否存在目前可行使或可轉換的潛在投票權（包括由其他實體持有的潛在投票權）以及其影響。在評估潛在投票權有否構成重大影響時，不會考慮持有人行使或轉換該權力之意圖及財務能力。



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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment in an associate is accounted for in the consolidated financial statements by the equity method and is initially recognised at cost. Identifiable assets and liabilities of the associate in an acquisition are measured at their fair values at the acquisition date. The excess of the cost of acquisition over the Group's share of the net fair value of the associate's identifiable assets and liabilities is recorded as goodwill. The goodwill is included in the carrying amount of the investment and is tested for impairment together with the investment at the end of each reporting period when there is objective evidence that the investment is impaired. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss.

The Group's share of an associate's post-acquisition profits or losses is recognised in consolidated profit or loss, and its share of the post-acquisition movements in reserves is recognised in the consolidated reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

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

### 4. 重要會計政策(續)

於聯營公司之投資乃採用權益法於綜合財務報表內入賬，並初步按成本確認。所收購聯營公司之可識別資產及負債乃按其於收購當日之公平值計量。倘收購成本超出本集團應佔聯營公司之可識別資產及負債之公平淨值，則差額列作商譽。該商譽乃計入投資之賬面值，並於有客觀證據顯示投資出現減值時於各報告期末連同投資一併進行減值測試。倘本集團應佔可識別資產及負債之公平淨值超逾收購成本，則有關差額將於綜合損益內確認。

本集團應佔聯營公司收購後損益於綜合損益內確認，而其應佔聯營公司收購後儲備變動則於綜合儲備中確認。累計收購後變動就投資之賬面值作出調整。倘本集團應佔聯營公司虧損相等於或超逾其於聯營公司之權益(包括任何其他無抵押應收款項)時，則本集團不會進一步確認虧損，除非本集團已產生義務或已代聯營公司支付款項。倘聯營公司其後錄得溢利，則本集團僅於其應佔溢利等於其應佔未確認虧損後，才會恢復確認其應佔之該等溢利。

對銷本集團與其聯營公司間交易之未變現溢利乃以本集團於聯營公司之權益為限。未變現虧損亦會予以對銷，除非該交易有證據顯示所轉讓資產出現減值則作別論。聯營公司之會計政策已按需要變更，以確保與本集團所採納政策貫徹一致。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Foreign currency translation

##### (i) *Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency.

##### (ii) *Transactions and balances in each entity's financial statements*

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

##### (iii) *Translation on consolidation*

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in the foreign currency translation reserve.

### 4. 重要會計政策(續)

#### 外幣換算

##### (i) *功能及呈列貨幣*

本集團各實體之財務報表所列項目，均以該實體營運主要經濟環境所採用之貨幣（「功能貨幣」）計量。綜合財務報表乃以港元呈列，即本公司之功能及呈列貨幣。

##### (ii) *各實體財務報表之交易及結餘*

外幣交易於初步確認時按交易日期之適用匯率換算為功能貨幣。以外幣呈列之貨幣資產及負債按各報告期末之匯率換算。此換算政策所產生之盈虧於損益確認。

##### (iii) *綜合賬目換算*

所有功能貨幣有別於本公司呈列貨幣之本集團實體之業績及財務狀況須按以下方式換算為本公司之呈列貨幣：

- 各份財務狀況表內所列之資產及負債按該財務狀況表日期之收市匯率換算；
- 收入及開支按平均匯率換算，除非此平均匯率不足以合理概約反映於交易日期適用匯率之累計影響，則在此情況下，收入及開支按交易日期之匯率換算；及
- 所有由此而產生之匯兌差額均於外幣匯兌儲備內確認。

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## 綜合財務報表附註

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(Expressed in Hong Kong dollars) (以港元計值)

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Foreign currency translation (Continued)

##### (iii) Translation on consolidation (Continued)

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are recognised in consolidated profit or loss as part of the gain or loss on disposal.

#### Property, plant and equipment

Buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the consolidated statement of financial position at their revalued amounts, being the fair value at the date of revaluation, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations are performed with sufficient regularity such that the carrying amounts do not differ materially from those that would be determined using fair values at the end of each reporting period.

Any revaluation increase arising on the revaluation of such buildings is recognised in other comprehensive income and accumulated in properties revaluation reserve, except to the extent that it reverses a revaluation decrease for the same asset previously recognised in consolidated profit or loss, in which case the increase is credited to consolidated profit or loss to the extent of the decrease previously expensed. A decrease in the carrying amount arising on the revaluation of such buildings is recognised in consolidated profit or loss to the extent that it exceeds the balance, if any, held in the properties revaluation reserve relating to a previous revaluation of that asset.

### 4. 重要會計政策(續)

#### 外幣換算(續)

##### (iii) 綜合賬目換算(續)

於綜合賬目時，因換算於海外實體的投資淨額而產生之匯兌差額及借貸，於外幣匯兌儲備內確認。當出售海外經營業務時，該等匯兌差額將於綜合損益確認，作為出售盈虧之一部份。

#### 物業、廠房及設備

用作生產或供應貨品或服務或用作行政用途而持有之樓宇之重估值(即重估當日之公平值)減去其後累計折舊及其後累計減值虧損於綜合財務狀況表內列賬。本集團會定期進行重估，使賬面值不會與各報告期末使用公平值所釐定者出現重大差異。

重估該等樓宇所產生之任何重估增值均於其他全面收益內確認並累計於物業重估儲備，除非此項增值撥回就同一資產過往於綜合損益確認的重估減值，於此情況下，重估之增值將計入綜合損益內，惟以先前已扣除的減值為限。重估該等樓宇所產生的賬面值減少乃於綜合損益確認，惟以其超過於有關該資產過往重估之物業重估儲備中持有之結餘(如有)為限。

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For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Property, plant and equipment (Continued)

Depreciation of revalued buildings is recognised in consolidated profit or loss. On the subsequent sale or retirement of a revalued property, the attributable revaluation surplus remaining in the properties revaluation reserve is transferred directly to retained earnings.

Other property, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes, are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their costs or revalued amounts less their residual values over the estimated useful lives on a straight-line basis. The principal useful lives are as follows:

Leasehold land	Over the term of the lease of 52 years
Buildings	Over their estimated useful lives of 40 years
Leasehold improvement	Over the lease terms
Furniture, equipment and motor vehicles	2 to 5 years

### 4. 重要會計政策(續)

#### 物業、廠房及設備(續)

經重估樓宇之折舊於綜合損益內確認。其後出售或棄用經重估物業時，物業重估儲備內剩餘之應佔重估盈餘將直接轉撥至保留盈利。

就生產或供應貨品或服務，或用作行政用途而持有之其他物業、廠房及設備，乃按成本減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表內列賬。

僅在與項目相關之未來經濟利益有可能流入本集團，以及能可靠計量項目成本之情況下，其後成本方會計入資產賬面值或確認為個別資產(如適用)。所有其他維修及保養於其產生期間在綜合損益確認。

物業、廠房及設備以直線法根據估計可使用年期按足以撇銷其成本或重估金額減剩餘價值之比率計算折舊。主要使用年期如下：

租賃土地	按租約年期52年
樓宇	按其估計可使用年期40年
租賃裝修	按租約年期
傢俬、設備及汽車	2至5年

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Property, plant and equipment (Continued)

The useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in consolidated profit or loss.

#### Investment properties

Investment properties are land and/or buildings held to earn rentals and/or for capital appreciation. An investment property is measured initially at its cost including all direct costs attributable to the property.

After initial recognition, the investment property is stated at its fair value. Gains or losses arising from changes in fair value of the investment property are recognised in consolidated profit or loss for the period in which they arise.

The gain or loss on disposal of an investment property is the difference between the net sales proceeds and the carrying amount of the property, and is recognised in consolidated profit or loss.

#### Leases

##### *The Group as lessee*

Leases are recognised as right-of-use assets and corresponding lease liabilities when the leased assets are available for use by the Group. Right-of-use assets are stated at cost less accumulated depreciation and impairment losses. Depreciation of right-of-use assets is calculated at rates to write off their cost over the shorter of the asset's useful life and the lease term on a straight-line basis. The principal annual rates are as follows:

Land and buildings      2 years

### 4. 重要會計政策(續)

#### 物業、廠房及設備(續)

本集團會於各報告期末檢討及調整(如適用)可使用年期及折舊方法。

出售物業、廠房及設備之盈虧為出售所得款項淨額與相關資產之賬面值兩者間之差額，並於綜合損益確認。

#### 投資物業

投資物業乃就賺取租金及／或作資本增值持有之土地及／或樓宇。投資物業初步按其成本(包括物業應佔之所有直接成本)計量。

於初步確認後，投資物業按其公平值列值。投資物業之公平值變動所產生之盈虧於其產生期間之綜合損益內確認。

出售投資物業之盈虧為出售所得款項淨額與該物業賬面值兩者間之差額，並於綜合損益確認。

#### 租賃

##### *本集團作為承租人*

租賃於租賃資產可供本集團使用時確認為使用權資產及相應租賃負債。使用權資產乃按成本減累計折舊及減值虧損列賬。使用權資產乃按資產使用年期與租賃期兩者中較短者以直線法基準攤銷其成本的折舊率計算折舊。主要年利率如下：

土地及樓宇      兩年

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leases (Continued)

##### *The Group as lessee (Continued)*

Right-of-use assets are measured at cost comprising the amount of the initial measurement of the lease liabilities, lease payments prepaid, initial direct costs and the restoration costs. Lease liabilities include the net present value of the lease payments discounted using the interest rate implicit in the lease if that rate can be determined, or otherwise the Group's incremental borrowing rate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease term so as to produce a constant periodic rate of interest on the remaining balance of the lease liability.

Payments associated with short-term leases and leases of low-value assets are recognised as expenses in profit or loss on a straight-line basis over the lease terms. Short-term leases are leases with an initial lease term of 12 months or less. Low-value assets are assets of value below US\$5,000.

##### *The Group as lessor*

##### *Operating leases*

Leases that do not substantially transfer to the lessees all the risks and rewards of ownership of assets are accounted for as operating leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

#### Inventories

##### *Horticultural plants*

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average basis. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

### 4. 重要會計政策(續)

#### 租賃(續)

##### *本集團作為承租人(續)*

使用權資產乃按成本(包括初步計量租賃負債金額、預付租賃款項、初步直接成本及恢復成本)計量。租賃負債包括使用租賃內內含利率(倘有關利率可予確定,否則以本集團的增量借款利率)折現租賃付款的現值淨額。各租賃付款於負債與融資成本之間分配。融資成本於租期內在損益內扣除,以產生租賃負債餘額的固定利率。

與短期租賃及低價值資產租賃相關的付款於租賃期內按直線基準在損益內確認為開支。短期租賃為初始租賃期限為12個月或以下的租賃。低價值資產為價值低於5,000美元的資產。

##### *本集團作為出租人*

##### *經營租約*

資產所有權之所有風險及回報未實質上轉移至承租人之租賃,列為經營租賃。經營租約之租金收入於相關租期內按直線法確認。

#### 存貨

##### *園藝植物*

存貨按成本及可變現淨值兩者之較低者入賬。成本乃採用加權平均法釐定。製成品及在製品之成本包括原材料、直接工資及所有生產經常開支之適當比例以及(倘適用)分包開支。可變現淨值乃日常業務過程中之估計售價扣除估計完工成本及進行銷售所需之估計成本。



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For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度  
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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Inventories (Continued)

##### *Horticultural plants (Continued)*

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.

#### Recognition and derecognition of financial instruments

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

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received is recognised in consolidated profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in consolidated profit or loss.

### 4. 重要會計政策(續)

#### 存貨(續)

##### *園藝植物(續)*

於出售存貨後，其賬面值計入相關收益確認之期間之費用。存貨撇減至可變現淨值之任何撇減金額和存貨所有虧損之金額確認為撇銷或虧損發生之期間之費用。撥回就存貨撇減之任何金額乃於撥回產生之期間確認為已確認存貨之減值及列作一項開支。

#### 確認及終止確認金融工具

當本集團成為金融工具合約條文之訂約方時，金融資產及金融負債於綜合財務狀況表內予以確認。

倘自資產收取現金流量之合約權利屆滿時；本集團轉移資產之絕大部分所有權風險及回報時；或本集團並無轉移或保留資產之絕大部分所有權風險及回報，亦無保留該資產之控制權時，則終止確認金融資產。於終止確認一項金融資產時，該資產之賬面值與已收代價之總和兩者間之差額乃於綜合損益確認。

倘有關合約所訂明之責任獲解除、取消或屆滿時，則終止確認金融負債。已終止確認之金融負債之賬面值與已付代價兩者間之差額於綜合損益確認。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial assets

Financial assets are recognised and derecognised on a trade date basis where the purchase or sale of an asset is under a contract whose terms require delivery of the asset within the timeframe established by the market concerned, and are initially recognised at fair value, plus directly attributable transaction costs except in the case of investments at fair value through profit or loss. Transaction costs directly attributable to the acquisition of investments at fair value through profit or loss are recognised immediately in consolidated profit or loss.

Financial assets of the Group are classified under the following categories:

- Financial assets at amortised cost; and
- Investments at fair value through profit or loss.

#### (i) *Financial assets at amortised cost*

Financial assets (including trade and other receivables) are classified under this category if they satisfy both of the following conditions:

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

They are subsequently measured at amortised cost using the effective interest method less loss allowance for expected credit losses.

### 4. 重要會計政策(續)

#### 金融資產

倘金融資產乃根據合約買賣，且有關條款規定須於有關市場所制訂時限內交付資產時，則該資產以交易日期為基準確認及終止確認，並初步按公平值加直接應佔交易成本確認，惟透過損益按公平值列賬之投資則除外。收購透過損益按公平值列賬之投資之直接應佔交易成本即時於綜合損益確認。

本集團之金融資產按以下類別劃分：

- 按攤銷成本列賬之金融資產；及
- 透過損益按公平值列賬之投資。

#### (i) *按攤銷成本列賬之金融資產*

倘金融資產(包括貿易及其他應收賬項)符合以下條件則歸入此分類：

- 持有資產的業務模式是目標為收取合約現金流；及
- 資產的合約條款於特定日期產生僅為支付本金及未償還本金利息的現金流量。

該等資產其後使用實際利息法按攤銷成本減預期信貸虧損之虧損撥備計量。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial assets (Continued)

##### (ii) Investments at fair value through profit or loss

Financial assets are classified under this category if they do not meet the conditions to be measured at amortised cost and the conditions of debt investments at fair value through other comprehensive income unless the Group designates an equity investment that is not held for trading as at fair value through other comprehensive income on initial recognition.

Investments at fair value through profit or loss are subsequently measured at fair value with any gains or losses arising from changes in fair values recognised in consolidated profit or loss. The fair value gains or losses recognised in consolidated profit or loss are net of any interest income and dividend income. Interest income and dividend income are recognised in consolidated profit or loss.

#### Loss allowances for expected credit losses

The Group recognises loss allowances for expected credit losses on financial assets at amortised cost. Expected credit losses are the weighted average of credit losses with the respective risks of a default occurring as the weights.

At the end of each reporting period, the Group measures the loss allowance for a financial instrument at an amount equal to the expected credit losses that result from all possible default events over the expected life of that financial instrument ("lifetime expected credit losses") for trade receivables, or if the credit risk on that financial instrument has increased significantly since initial recognition.

If, at the end of the reporting period, the credit risk on a financial instrument (other than trade receivables) has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to the portion of lifetime expected credit losses that represents the expected credit losses that result from default events on that financial instrument that are possible within 12 months after the reporting period.

### 4. 重要會計政策(續)

#### 金融資產(續)

##### (ii) 透過損益按公平值列賬之投資

倘金融資產不符合按攤銷成本計量的條件及於其他全面收益按公平值計算的債務投資條件，除非本集團於初步確認時將並非持作買賣的股本投資指定為於其他全面收益按公平值計量，則金融資產分類至此類別。

按公平值計入損益之投資其後按公平值計量，公平值變動產生之任何收益或虧損於綜合損益中確認。於綜合損益確認之公平值收益或虧損乃減去所有利息收入及股息收入。利息收入及股息收入於綜合損益中確認。

#### 預期信貸虧損之虧損撥備

本集團按攤銷成本確認金融資產的預期信貸虧損之虧損撥備。預期信貸虧損乃加權平均信貸虧損，並以發生相關違約風險之金額作為加權數值。

於各報告期末，本集團計量金融工具的虧損撥備，金額等於該金融工具預計年期內所有可能違約事件所產生貿易應收賬項的預期信貸虧損（「全期預期信貸虧損」），或自初步確認後該金融工具的信貸風險大幅增加。

倘於報告期末，金融工具（貿易應收賬項除外）的信貸風險自初步確認後並無大幅增加，本集團會按相等於反映該金融工具可能於報告期後12個月內發生的違約事件所引致預期信貸虧損的全期預期信貸虧損部分的金額，計量該金融工具之虧損撥備。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Loss allowances for expected credit losses (Continued)

The amount of expected credit losses or reversal to adjust the loss allowance at the end of the reporting period to the required amount is recognised in consolidated profit or loss as an impairment gain or loss.

#### Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value.

#### Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

#### Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

#### Other financial liabilities

Trade and other payables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

### 4. 重要會計政策(續)

#### 預期信貸虧損之虧損撥備(續)

於報告期末將虧損撥備調整至所需金額的預期信貸虧損或撥回金額，於綜合損益中確認為減值收益或虧損。

#### 現金及現金等價物

就綜合現金流量表而言，現金及現金等價物乃指銀行及手頭現金、銀行及其他金融機構之活期存款以及可隨時兌換為已知數額之現金之短期高流動投資，該等投資所面對之價值變動風險並不重大。

#### 金融負債及股本工具

金融負債及股本工具乃按所訂立合約安排之內容及香港財務報告準則下金融負債及股本工具之定義分類。股本工具為任何能證明本集團扣除所有負債後於資產剩餘權益之合約。就特定金融負債及股本工具所採納之會計政策載列如下。

#### 借貸

借貸初步按公平值扣除所產生交易成本確認，其後以實際利率法按攤銷成本計量。

除非本集團具有無條件權利將負債還款期遞延至報告期後至少12個月，否則借貸將被分類為流動負債。

#### 其他金融負債

貿易及其他應付賬項初步按公平值確認，其後以實際利率法按攤銷成本計量，除非貼現影響甚微，於此情況下，則按成本列賬。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

#### Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer with reference to the customary business practices and excludes amounts collected on behalf of third parties. For a contract where the period between the payment by the customer and the transfer of the promised product or service exceeds one year, the consideration is adjusted for the effect of a significant financing component.

The Group recognises revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. Depending on the terms of a contract and the laws that apply to that contract, a performance obligation can be satisfied over time or at a point in time. A performance obligation is satisfied over time if:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance;
- the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; 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.

If a performance obligation is satisfied over time, revenue is recognised by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the product or service.

### 4. 重要會計政策(續)

#### 股本工具

本公司發行之股本工具以已收所得款項扣除直接發行成本入賬。

#### 收益確認

收益乃根據與客戶訂立的合約所指明的代價參考慣常業務慣例計量，並不包括代表第三方收取的金額。對於客戶付款及轉移協定產品或服務期間超過一年的合約，代價會就重大融資部分的影響進行調整。

本集團於完成向客戶轉讓產品或服務控制權的履約責任時確認收益。視乎合約條款及有關合約適用的法例，履約責任可隨時間或於某個時間點完成。倘屬以下情況，履約責任則可隨時間內達成：

- 客戶同時收取及消耗本集團履約所提供的利益；
- 本集團履約創建或提升一項於創建或提升時由客戶控制的資產；或
- 本集團履約並無創建供本集團用於其他用途的資產，且本集團有權就迄今為止已完成的履約部分強制收回款項。

倘履約責任可隨時間內達成，收益乃根據完成有關履約責任的進度確認。否則，收益於客戶獲得產品或服務控制權的時間點確認。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Other revenue

Rental income is recognised on a straight-line basis over the lease terms.

Interest income is recognised using the effective interest method.

#### Employee benefits

##### (i) *Employee leave entitlements*

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

##### (ii) *Pension obligations*

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. Contributions to the plan vest immediately.

The employees of the Group's subsidiaries registered in Japan are members of the pension scheme operated by the Japan local government. The subsidiaries in Japan are required to contribute certain pre-fixed amounts of contribution, according to the level of income for each employee to the pension scheme to fund the benefits. The only obligation of the Group in respect of the pension scheme is the required contributions under the pension scheme.

### 4. 重要會計政策(續)

#### 其他收益

租金收入採用直線法按租約年期確認。

利息收入以實際利率法確認。

#### 僱員福利

##### (i) *僱員應享假期*

僱員可享有之年假及長期服務假期權利乃於僱員應享有時確認。本集團已就截至報告期末止僱員已提供之服務而產生之年假及長期服務假期之估計負債作出撥備。

僱員可享有之病假及產假於提取假期時方予確認。

##### (ii) *退休金責任*

本集團根據香港強制性公積金計劃條例對於香港僱用條例管轄範圍內僱用之僱員執行強制性公積金計劃(「強積金計劃」)。強積金計劃為由獨立受託人管理之界定供款退休計劃。根據強積金計劃，僱主及僱員各自須按僱員有關收入之5%向該計劃供款。該計劃之供款乃即時歸屬。

本集團於日本註冊的附屬公司的僱員均為由日本地方政府營辦的退休金計劃的成員。於日本的附屬公司須按每名僱員的收入水平向退休金計劃作出預設金額供款，以支付有關福利。本集團對退休金計劃的唯一責任是作出退休金計劃所需之供款。



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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Employee benefits (Continued)

##### (iii) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits, and when the Group recognises restructuring costs and involves the payment of termination benefits.

#### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

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

### 4. 重要會計政策(續)

#### 僱員福利(續)

##### (iii) 離職福利

離職福利於本集團不能撤回提供該等福利時及本集團確認重組成本並涉及支付離職福利時(以較早者為準)確認。

#### 借貸成本

因收購、建設或生產合資格資產(需要一段長時間方能達致其擬定用途或出售者)而直接產生之借貸成本乃資本化為該等資產之成本一部分，直至該等資產大致上可準備用作其擬定用途或出售時為止。在特定借款撥作合資格資產支出前之暫時投資所賺取之投資收入，須自合資格資本化之借款成本中扣除。

就於一般情況及用作取得合資格資產而借入之資金而言，合資格資本化之借貸成本金額乃按用於該資產之開支資本化比率計算。資本化比率為適用於本集團該期間內尚未償還借貸(不包括就取得合資格資產而借入之特定借款)之加權平均借貸成本。

所有借貸成本均在其產生期間於綜合損益確認。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Taxation

Income tax represents the sum of the current tax and deferred tax.

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

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

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

### 4. 重要會計政策(續)

#### 稅項

所得稅為即期稅項與遞延稅項之總和。

即期應付稅項乃按年內應課稅溢利計算。由於應課稅溢利不包括其他年度之應課稅收入或可扣減之收支項目並且不包括毋須課稅或不可扣減之項目，與綜合損益中確認之溢利不同。本集團即期稅項乃按報告期末前已頒佈或實質頒佈之稅率計算。

遞延稅項乃按綜合財務報表中資產及負債之賬面值與用作計算應課稅溢利之相應稅基間之暫時差額確認。遞延稅項負債通常會就所有應課稅暫時性差異予以確認，而遞延稅項資產乃於應課稅溢利將可能抵銷可扣減暫時性差額、未動用稅項虧損或未動用稅項抵免時方會確認。倘因商譽或於一項交易中其他資產及負債之初步確認(業務合併除外)而產生之暫時性差額不影響應課稅溢利及會計溢利，則不會確認該等資產及負債。

遞延稅項負債就投資於附屬公司及聯營公司而產生之應課稅暫時性差額確認，除非本集團能控制撥回暫時性差額以及暫時性差額可能在可見將來不會被撥回。

遞延稅項資產之賬面值於各報告期末均會作出檢討，並在可能不再有足夠應課稅溢利作抵銷全部或部份將予收回之資產時扣減。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Taxation (Continued)

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in consolidated profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

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

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

### 4. 重要會計政策(續)

#### 稅項(續)

遞延稅項乃以預期於負債清償或資產變現期間適用之稅率計量，並以於報告期末已頒佈或大致頒佈之稅率為基準。遞延稅項會於綜合損益確認，倘遞延稅項與已於其他全面收益或直接於權益中確認之項目有關則除外，在此情況下，遞延稅項亦會於其他全面收益或直接於權益中予以確認。

遞延稅項資產及負債之計量反映按本集團預計於報告期末收回或清償其資產及負債之賬面值之稅務後果。

就採取公平值模式計量之投資物業之遞延稅項而言，該等物業之賬面值被假設可透過銷售予以收回，除非假設被推翻。當投資物業可予折舊，並以商業目標為隨著時間流逝而非透過銷售消耗投資物業所包含絕大部分經濟利益之商業模式持有，則此假設即被推翻。倘假設被推翻，該等投資物業之遞延稅項按物業可被收回之預計方式予以計量。

遞延稅項資產及負債於有合法強制執行權利將即期稅項資產與即期稅項負債抵銷，且兩者與同一稅務機構徵收之所得稅有關，而本集團有意按淨額基準結算即期稅項資產及負債之情況下，方予以抵銷。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Related parties

A related party is a person or entity that is related to the Group.

- (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 Company or of a parent of the Company.
- (B) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
  - (iii) Both entities are joint ventures of the same third party;
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;

### 4. 重要會計政策(續)

#### 關連方

關連方乃與本集團有關連之人士或實體。

- (A) 倘屬以下人士，即該人士或該人士家庭近親成員與本集團有關連：
- (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響；或
  - (iii) 為本公司或本公司母公司的主要管理層成員。
- (B) 倘符合下列任何條件，即實體與本集團有關連：
- (i) 該實體與本公司屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)；
  - (ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)；
  - (iii) 兩間實體均為同一第三方的合營企業；
  - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Related parties (Continued)

- (B) An entity is related to the Group if any of the following conditions applies: (Continued)
- (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. If the Group is itself such a plan, the sponsoring employers are also 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); or
  - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

#### Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

### 4. 重要會計政策(續)

#### 關連方(續)

- (B) 倘符合下列任何條件，即實體與本集團有關連：(續)
- (v) 實體為本集團或與本集團有關連之實體就僱員利益設立的離職福利計劃。倘本集團本身便是該計劃，提供資助的僱主亦與本集團有關連；
  - (vi) 實體受(A)所識別人士控制或共同控制；
  - (vii) 於附註(A)(i)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員；或
  - (viii) 該實體，或其所屬集團之任何成員，向本公司或本公司之母公司提供主要管理層服務。

#### 非金融資產減值

於各報告期末，本集團審閱其非金融資產之賬面值，以釐定有否跡象顯示該等資產出現減值虧損。倘若出現任何有關跡象，則估計資產之可收回金額，以釐定任何減值虧損。倘若未能估計個別資產之可收回金額，則本集團估計資產所屬現金產生單位之可收回金額。

可收回金額乃公平值減出售成本與使用價值兩者中較高者。在評估使用價值時，估計日後現金流按反映當時市場對貨幣時值之評估及資產特定風險的稅前折現率折算至其現值。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Impairment of non-financial assets (Continued)

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in consolidated profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in consolidated profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

#### Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present 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 expenditures 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 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 is remote.

### 4. 重要會計政策(續)

#### 非金融資產減值(續)

倘若估計資產或現金產生單位之可收回金額低於其賬面值，則資產或現金產生單位之賬面值減至其可收回金額。減值虧損即時於綜合損益內確認，惟倘相關資產以重估價值列賬，在此情況下減值虧損視作重估價值減少處理。

倘若減值虧損其後撥回，資產或現金產生單位之賬面值乃增至其經重新估計之可收回金額，惟已增加賬面值不得超過於過往年度並無確認資產或現金產生單位減值虧損而釐定之賬面值(扣除攤銷或折舊)。減值虧損撥回即時於綜合損益內確認，惟倘相關資產以重估價值列賬，在此情況下減值虧損撥回視作重估價值增加處理。

#### 撥備及或然負債

本集團因過往事件須承擔現有法定或推定責任，而履行責任時有可能導致經濟利益流出並能可靠估計責任金額的情況下，則會對此等不確定時間或金額之負債確認撥備。倘貨幣之時間價值重大，則撥備按預期履行責任之支出現值列賬。

倘不大可能需要流出經濟利益，或責任金額無法可靠估計，則責任乃披露為或然負債，除非經濟利益流出之可能性極低則另作別論。僅透過日後出現或不出現一項或多項事件確定其存在與否之潛在責任，亦披露為或然負債，除非經濟利益流出之可能性極低則另作別論。



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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

### 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

#### Critical judgments in applying accounting policies

In the process of applying the accounting policies, the Directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimations, which are dealt with below).

#### (a) *Going concern basis*

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon certain measures taken by the Directors to improve the Group's financial position, immediate liquidity, cash flows, profitability and operations as explained in note 2 to the consolidated financial statements.

#### (b) *Deferred tax for investment properties*

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the Directors have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in determining the Group's deferred tax for investment properties, the Directors have adopted the presumption that investment properties measured using the fair value model are recovered through use.

### 4. 重要會計政策(續)

#### 報告期後事項

提供有關本集團於報告期末狀況之額外資料或顯示持續經營假設並不適合之報告期後事項均屬於調整事項，並於綜合財務報表內反映。並非調整事項之重大報告期後事項則於綜合財務報表附註中披露。

### 5. 重大判斷及關鍵估計

#### 應用會計政策之重大判斷

於應用會計政策之過程中，董事已作出以下對於綜合財務報表中確認之數額具最大影響之判斷(於下文處理涉及估計者除外)。

#### (a) *持續經營基準*

該等綜合財務報表乃按持續經營基準編制，其有效性取決於董事為改善本集團之財務狀況、即時流動資金、現金流量、盈利能力及營運(如綜合財務報表附註2所闡述)而採取之若干措施。

#### (b) *投資物業之遞延稅項*

就採用公平值模型計量之投資物業之遞延稅項而言，董事已審閱本集團之投資物業組合，並得出結論認為本集團之投資物業並非以目標為隨著時間流逝而非透過銷售消耗投資物業所包含絕大部分經濟利益之商業模式而持有。因此，在釐定本集團投資物業之遞延稅項時，董事已採納按公平值模式計量之投資物業可透過使用予以收回之假設。

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### 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

#### Key sources of 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:

#### (a) Fair value of investment properties

The Group appointed an independent professional valuer to assess the fair value of the investment properties. In determining the fair value, the valuer has utilised a method of valuation which involves certain estimates. The Directors have exercised their judgment and are satisfied that the method of valuation and inputs used are reflective of the current market conditions.

#### (b) Impairment loss for bad and doubtful debts

The Group makes impairment loss for bad and doubtful debts based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts, in particular of a loss event, requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed.

### 5. 重大判斷及關鍵估計(續)

#### 估計不確定因素之主要來源

下文討論有關未來之主要假設及於報告期末估計不確定因素之其他主要來源，而該等假設及不確定因素來源具有導致資產及負債賬面值於下一財政年度內作出大幅調整之重大風險，有關討論如下：

#### (a) 投資物業之公平值

本集團已委聘獨立專業估值師評估投資物業之公平值。釐定公平值時，估值師採用涉及若干估計之估值方法。董事已行使其判斷，並信納所用估值方法及輸入數據可反映當前市況。

#### (b) 呆壞賬減值虧損

本集團乃根據貿易及其他應收賬項可收回性之評估(包括各債務人之目前信譽及過往還款記錄)作出呆壞賬減值虧損。倘發生任何事件或情況出現變動顯示餘額可能無法收回時會出現減值。識別呆壞賬需要作出判斷及估計，特別是虧損事件。倘實際結果與原來估計不同，則該等差額將會影響有關估計出現變動年度之貿易及其他應收賬項之賬面值以及呆賬開支。

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### 5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

#### Key sources of estimation uncertainty (Continued)

##### (c) *Income tax*

Determining income tax provisions involves judgment on the future tax treatment of certain transactions. The management evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislation. Deferred tax assets are recognised for tax losses not yet used and temporary deductible differences. As those deferred tax assets can only be recognised to the extent that it is probable that future taxable profit will be available against which the unused tax credits can be utilised, the management's judgment is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered.

### 6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, price risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

#### (a) *Foreign currency risk*

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the Group entities, including HKD and Japanese Yen ("JPY"). The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

### 5. 重大判斷及關鍵估計(續)

#### 估計不確定因素之主要來源(續)

##### (c) *所得稅*

釐定所得稅撥備涉及對某些交易未來稅務處理的判斷。管理層評估各項交易的稅務影響，並計提相應的稅項撥備。本集團定期重新考慮這些交易的稅務處理，以及稅務法規的所有修訂。遞延稅項資產是就未利用稅損和可抵扣暫時差異而確認。由於遞延稅項資產只限在很可能獲得能利用未動用稅項抵免來抵扣的未來應課稅溢利時才會確認，所以需要管理層判斷獲得未來應稅溢利的可能性。本集團不斷審閱管理層的評估，如果很可能有未來應稅溢利可用作收回遞延稅項資產，便會確認遞延稅項資產。

### 6. 財務風險管理

本集團業務使其面對多種財務風險：外匯風險、價格風險、信貸風險、流動資金風險及利率風險。本集團之整體風險管理計劃專注於金融市場之不可預測性，並力求將其對本集團財務表現之潛在不利影響減至最低。

#### (a) *外匯風險*

由於本集團之大部分業務交易、資產及負債主要以本集團實體之功能貨幣(包括港元及日圓(「日圓」))計值，故本集團所承受之外匯風險甚微。本集團目前並無就外幣交易、資產及負債設立外匯對沖政策。本集團密切監察其外匯風險，並將於需要時考慮對沖重大外匯風險。

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### 6. FINANCIAL RISK MANAGEMENT (Continued)

#### (b) Price risk

The Group is exposed to equity price risk mainly through its investment in equity securities. The Directors monitor the price risk and will consider other necessary actions when significant price risks is anticipated. The Group's equity price risk is mainly concentrated on equity securities quoted on the Stock Exchange. The Group has minimal equity price risk.

#### (c) Credit risk

The Group's credit risk is primarily attributable to its trade and other receivables, investments at fair value through profit or loss and cash and cash equivalents. In order to minimise credit risk, the Directors have delegated a team to be responsible for the determination of credit limits, credit approvals and other monitoring procedures. In addition, the Directors review the recoverable amount of each individual trade debt regularly to ensure that adequate impairment losses are recognised for irrecoverable debts. The credit risks on bank and cash balances and investments at fair value through profit or loss are limited because the counterparties are banks and financial institutions with high credit-ratings assigned by international credit-rating agencies. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

It has policies in place to ensure that sales are made to customers with an appropriate credit history.

### 6. 財務風險管理(續)

#### (b) 價格風險

本集團主要因其於股本證券投資承受股本價格風險。董事監察價格風險，並於預期到重大價格風險時考慮採取其他必要行動。本集團的股本價格風險主要集中於聯交所所報股本證券。本集團承受之股本價格風險極微。

#### (c) 信貸風險

本集團之信貸風險主要來自其貿易及其他應收賬項、透過損益按公平值列賬之投資及現金及現金等價物。為盡量降低信貸風險，董事已委派團隊負責釐定信貸限額、信用審批及其他監察程序。此外，董事定期審閱各項個別貿易債務之可收回金額，以確保就不可收回債務確認足夠減值虧損。由於交易對手是獲國際評級機構授予高信貸評級的銀行及金融機構，故銀行及現金結餘及透過損益按公平值列賬之投資的信貸風險有限。就此而言，董事認為本集團之信貸風險大幅降低。

本集團已落實政策確保向具有良好信用記錄之客戶進行銷售。

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### 6. FINANCIAL RISK MANAGEMENT (Continued)

#### (c) Credit risk (Continued)

The Group considers whether there has been a significant increase in credit risk of financial assets on an ongoing basis throughout each reporting period by comparing the risk of a default occurring as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following information is used:

- internal credit rating;
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the customer's ability to meet its obligations;
- actual or expected significant changes in the operating results of the customer;
- significant changes in the expected performance and behaviour of the customer, including changes in the payment status of customers.

A significant increase in credit risk is presumed if a customer is more than 30 days past due in making a contractual payment. A default on a financial asset is when the counterparty fails to make contractual payments within 60 days of when they fall due.

Financial assets are written off when there is no reasonable expectation of recovery, such as a customer failing to engage in a repayment plan with the Group. The Group normally categorises a loan or receivable for write off when a debtor fails to make contractual payments greater than 180 days past due. Where loans or receivables have been written off, the Group, if practicable and economical, continues to engage in enforcement activity to attempt to recover the receivable due.

### 6. 財務風險管理(續)

#### (c) 信貸風險(續)

本集團比較金融資產於報告日期之違約風險與於初始確認日期之違約風險，以評估金融資產之信貸風險有否於各報告期內按持續基準大幅增加。本集團亦考慮所得合理及有理據支持之前瞻性資料。尤其使用下列資料：

- 內部信貸評級；
- 預期導致客戶履行責任能力出現重大變動之業務、財務或經濟狀況之實際或預期重大不利變動；
- 客戶經營業績之實際或預期重大變動；
- 客戶預期表現及行為之重大變動，包括客戶之付款狀況變動。

倘涉及合約付款之客戶逾期超過30日，則假定信貸風險大幅增加。當交易對手無法於合約付款到期時60日內支付款項，則金融資產出現違約。

金融資產於合理預期無法收回(例如客戶無法與本集團達成還款計劃)時撇銷。倘債務人於逾期後180日未能履行合約付款，本集團通常會撇銷有關貸款或應收款項。倘貸款或應收款項撇銷，則本集團(在實際可行及符合經濟效益之情況下)繼續採取強制行動試圖收回到期應收款項。

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### 6. FINANCIAL RISK MANAGEMENT (Continued)

#### (d) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity analysis of the Group's financial liabilities is as follows:

	Effective interest rate 實際利率	On demand or less than 1 year 按要求或少於一年 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元	Between 2 and 5 years 兩至五年 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金流量總額 HK\$'000 千港元	Total carrying amount 總賬面值 HK\$'000 千港元
<b>At 31 December 2019</b> 於二零一九年十二月三十一日						
Trade and other payables 貿易及其他應付賬項	-	27,145	-	-	27,145	27,145
Bank borrowings (note) 銀行借貸(附註)	3.103%	206,250	1,524	-	207,774	200,000
		<b>233,395</b>	<b>1,524</b>	<b>-</b>	<b>234,919</b>	<b>227,145</b>
<b>At 31 December 2018</b> 於二零一八年十二月三十一日						
Trade and other payables 貿易及其他應付賬項	-	9,112	-	-	9,112	9,112
Bank borrowings (note) 銀行借貸(附註)	2.972%	201,563	-	-	201,563	200,000
		<b>210,675</b>	<b>-</b>	<b>-</b>	<b>210,675</b>	<b>209,112</b>

Note:

Bank borrowings with a repayment on demand clause are included in the "on demand or less than 1 year" time band in the above maturity analysis. Taking into account the Group's financial position and breach of the undertaking as stated in bank facilities, the Directors believe all amounts due or owing by the Company to the bank (including principal and interest accrued thereon) shall become immediately due and payable by the Company.

### 6. 財務風險管理(續)

#### (d) 流動資金風險

本集團之政策乃定期監察目前及預期之流動資金需求以確保其維持充足現金儲備，滿足其短期及長期之流動資金需求。

本集團金融負債之到期日分析如下：

附註：

附有按要求償還條文之銀行借貸計入上述到期日分析「按要求或少於一年」時段。考慮到本集團之財務狀況及違反於銀行融資訂明的承諾，董事認為所有本公司應付或結欠該銀行之款項(包括本金及應計利息)將立即到期及須由本公司償付。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

### 6. FINANCIAL RISK MANAGEMENT (Continued)

#### (e) Interest rate risk

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR and Prime rate arising from the Group's HKD denominated borrowing.

At 31 December 2019, if the interest rates had been 100 basis points lower with all other variables held constant, consolidated loss for the year would have been HK\$2,000,000 lower (2018: consolidated loss would have been HK\$2,000,000 lower), arising mainly as a result of lower interest expense on bank borrowings. If interest rates had been 100 basis points higher, with all other variables held constant, consolidated loss for the year would have been HK\$2,000,000 higher (2018: consolidated profit would have been HK\$2,000,000 higher), arising mainly as a result of higher interest expense on bank borrowings.

#### (f) Categories of financial instruments

### 6. 財務風險管理(續)

#### (e) 利率風險

本集團現金流量利率風險主要集中於本集團以港元計值借貸所產生之香港銀行同業拆息及最優利率的波動。

於二零一九年十二月三十一日，倘利率下跌100個基點而其他所有可變因素維持不變，則年內綜合虧損將下跌2,000,000港元(二零一八年：綜合虧損將下跌2,000,000港元)，主要是由於銀行借貸利息開支減少。倘利率上升100個基點而其他所有可變因素維持不變，則年內綜合虧損將增加2,000,000港元(二零一八年：綜合溢利將增加2,000,000港元)，主要是由於銀行借貸利息開支增加。

#### (f) 金融工具類別

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Financial assets:</b>	<b>金融資產：</b>		
Financial assets at amortised cost (including cash and cash equivalents)	按攤銷成本計量金融資產 (包括現金及現金等價物)	16,695	16,549
Investments at fair value through profit or loss – Designated as such upon initial recognition	透過損益按公平值列賬之投資 – 於初始確認時指定	–	645
		16,695	17,194
<b>Financial liabilities:</b>	<b>金融負債：</b>		
Financial liabilities at amortised cost	按攤銷成本列賬之金融負債	227,145	209,112

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 6. FINANCIAL RISK MANAGEMENT (Continued)

#### (g) Fair values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

### 6. 財務風險管理(續)

#### (g) 公平值

公平值乃指市場參與者之間於計量日期進行的有序交易中出售一項資產所收取的價格或轉移一項負債所支付的價格。以下為使用公平值層級之公平值計量披露，有關層級將用以計量公平值之估值方法之輸入數據分為三個層級：

第一級輸入數據：本集團於計量日期可取得相同資產或負債於活躍市場之報價（未經調整）。

第二級輸入數據：資產或負債之直接或間接可觀察輸入數據（第一級包括的報價除外）。

第三級輸入數據：資產或負債之不可觀察輸入數據。

本集團之政策為於導致轉撥之事件或情況出現變動當日確認自三個層級中的任何一個層級之轉入及轉出。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

### 6. FINANCIAL RISK MANAGEMENT (Continued)

#### (g) Fair values (Continued)

##### (a) Disclosures of level in fair value hierarchy:

### 6. 財務風險管理(續)

#### (g) 公平值(續)

##### (a) 公平值層級水平披露

Description 項目		Fair value measurement using: 公平值計量採用之層級：			
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>At 31 December 2019</b>					
<b>Investments at fair value through profit or loss:</b>					
– Listed equity securities		–	–	–	–
<b>Property, plant and equipment</b>					
– Building held for own use		–	–	–	–
– Hong Kong					
<b>Investment Properties</b>					
– Residential units – Hong Kong		–	390,000	–	390,000
		–	390,000	–	390,000
<b>At 31 December 2018</b>					
<b>Investments at fair value through profit or loss:</b>					
– Listed equity securities		645	–	–	645
<b>Property, plant and equipment</b>					
– Building held for own use		–	–	85	85
– Hong Kong					
<b>Investment Properties</b>					
– Residential units – Hong Kong		–	369,200	–	369,200
		645	369,200	85	369,930

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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(Expressed in Hong Kong dollars) (以港元計值)

### 6. FINANCIAL RISK MANAGEMENT (Continued)

#### (g) Fair values (Continued)

##### (b) Reconciliation of assets measured at fair value based on level 3:

Description 項目		2019 二零一九年 Building held for own use – Hong Kong 持作 自用之樓宇 – 香港 HK\$'000 千港元	2018 二零一八年 Building held for own use – Hong Kong 持作 自用之樓宇 – 香港 HK\$'000 千港元
At 1 January	於一月一日	85	90
Depreciation charge for the year (#)	年度折舊費用(#)	–	(3)
Disposal of a subsidiary	出售一間附屬公司	(85)	–
Net losses recognised in consolidated profit or loss (#)	於綜合損益確認淨虧損(#)	–	(2)
At 31 December	於十二月三十一日	–	85
(#) Include gains or losses for assets held at end of reporting period	(#) 包括於報告期末持有資產之盈虧	–	(5)

The total gains or losses recognised in consolidated profit or loss and depreciation charge for the previous year including those for assets held at end of reporting period are presented in operating and administrative expenses in the consolidated statement of profit or loss.

### 6. 財務風險管理(續)

#### (g) 公平值(續)

##### (b) 根據第三級按公平值計量之資產對賬：

於報告期末在綜合損益中確認之盈虧總額及去年折舊費用(包括持有資產之盈虧)乃於綜合損益表內的經營及行政開支呈列。

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## 綜合財務報表附註

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### 6. FINANCIAL RISK MANAGEMENT (Continued)

#### (g) Fair values (Continued)

##### (c) *Disclosures of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December 2019 and 2018:*

The Group's financial controller is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including level 3 fair value measurements. The financial controller reports directly to the Board of Directors for these fair value measurements. Discussions of valuation processes and results are held between the financial controller and the Board of Directors at least once a year.

For level 3 fair value measurements, the Group will normally engage external valuation experts with the recognised professional qualifications and recent experience to perform the valuations.

Key unobservable inputs used in level 3 fair value measurements are mainly:

- **Cost of construction**  
Cost per square feet to completion was estimated based on the type of building structure and taking into account market data on current construction costs for similar properties.
- **Estimated depreciation**  
Deducting all sources of depreciation by straight-line method over the estimated useful life, including physical deterioration and functional and economic obsolescence and adjusting by the physical condition of the building.

### 6. 財務風險管理(續)

#### (g) 公平值(續)

##### (c) 於二零一九年及二零一八年十二月三十一日，本集團使用之估值程序以及公平值計量所採用估值方法及輸入數據之披露：

本集團財務總監負責就財務報告進行所需的資產及負債之公平值計量，包括第三級公平值計量。財務總監直接向董事會匯報此等公平值計量。財務總監與董事會每年至少進行一次估值程序及結果之討論。

就第三級公平值計量而言，本集團將通常聘請具備獲認可專業資格及最近進行估值經驗之外部估值專家。

第三級公平值計量所採用之主要不可觀察輸入數據主要是：

- **建築成本**  
估值師按類似用途的建築物結構類別並計及現時建築成本的市場數據估計的每平方呎落成成本。
- **估計折舊**  
估計折舊應用直線法將樓宇在預計可使用年期內扣減各來源的折舊，包括實質損耗及功能性及經濟陳舊，並按樓宇實際狀況而作出調整。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 6. FINANCIAL RISK MANAGEMENT (Continued)

#### (g) Fair values (Continued)

##### (c) Disclosures of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December 2019 and 2018: (Continued)

##### Level 2 fair value measurements 第二級公平值計量

Description 項目	Valuation technique 估值方法	Inputs 輸入數據	Fair value 公平值			
			2019 二零一九年 HK\$'000 千港元		2018 二零一八年 HK\$'000 千港元	
			Assets 資產	Liabilities 負債	Assets 資產	Liabilities 負債
Residential units located in Hong Kong 位於香港之住宅單位	Direct comparison approach 直接比較法	Comparable sales transaction 可比較銷售交易				
		Capitalised net rental income 資本化租金收入淨額	390,000	–	369,200	–

##### Level 3 fair value measurements 第三級公平值計量

Description 項目	Valuation technique 估值方法	Unobservable inputs 不可觀察輸入數據	Effect on fair value for increase of inputs 輸入數據增加對公平值之影響	Fair Value 公平值			
				2019 二零一九年 HK\$'000 千港元		2018 二零一八年 HK\$'000 千港元	
				Assets 資產	Liabilities 負債	Assets 資產	Liabilities 負債
Building held for own use – Hong Kong 持作自用之樓宇 – 香港	Based on net replacement cost 淨重置成本法	Cost of construction of HK\$1,210 per square feet for 2018 2018年建築成本為每平方呎1,210港元	Increase 增加				
		Estimated depreciation over the useful life of 58 years for 2018 於2018年可使用年期58年的估計折舊	Decrease 減少	–	–	85	–

During the two years, there were no changes in the valuation techniques used.

兩年內所用估值方法並無變動。

### 6. 財務風險管理(續)

#### (g) 公平值(續)

##### (c) 於二零一九年及二零一八年十二月三十一日，本集團使用之估值程序以及公平值計量所採用估值方法及輸入數據之披露：(續)

##### Fair value 公平值

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
	Assets 資產	Liabilities 負債
Residential units located in Hong Kong 位於香港之住宅單位		
Capitalised net rental income 資本化租金收入淨額	390,000	–

##### Fair Value 公平值

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
	Assets 資產	Liabilities 負債
Building held for own use – Hong Kong 持作自用之樓宇 – 香港		
Estimated depreciation over the useful life of 58 years for 2018 於2018年可使用年期58年的估計折舊	–	–



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度  
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### 7. REVENUE

### 7. 收益

An analysis of the Group's revenue for the year is as follows:

年內本集團收益之分析如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Rental income	租金收入	6,874	10,747
Provision of property management services	提供物業管理服務	–	289
Sale of plants and provision of horticultural services	銷售植物及提供園藝服務	6,584	4,894
Loan interest income	貸款利息收入	–	167
Sale of graphene	石墨烯銷售	–	432
		13,458	16,529

### 8. OTHER INCOME

### 8. 其他收入

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Interest income on bank deposits	銀行存款利息收入	43	2
Dividend income from equity investments	股本投資所得之股息收入	–	29
Gain on disposals of property, plant and equipment	出售物業、廠房及設備之收益	69	278
Gain on disposals of subsidiaries (note 33)	出售附屬公司收益(附註33)	9,112	–
Reversal of over-provided expenses in prior years	過往年度開支超額撥備撥回	–	1,483
Reversal of allowance for trade receivables	貿易應收賬項撥備撥回	27	164
Others	其他	477	648
		9,728	2,604

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## 綜合財務報表附註

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### 9. OTHER GAINS AND LOSSES

### 9. 其他收益及虧損

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Fair value gain on investment properties	投資物業之公平值收益	20,800	10,800
Fair value gain (loss) on investments at fair value through profit or loss	透過損益按公平值列賬之投資之公平值收益(虧損)	32	(92)
Write-off of prepayment for property, plant and equipment	物業、廠房及設備預付款項之撇銷	–	(54,516)
		20,832	(43,808)

### 10. SEGMENT INFORMATION

### 10. 分類資料

The Group's operating segments are identified on the basis of internal report about the components of the Group that are regularly received by the chief operating decision maker in order to allocate resources to segments and to assess their performance. The chief operating decision maker is the Company's Directors.

本集團乃按主要營運決策者為分配資源至各分類及評估表現而定期審閱本集團各部門的內部報告識別經營分類。主要營運決策者為本公司董事。

The Group has five operating segments as follows:

本集團有五個經營分類如下：

Property investment	– engages in leasing out residential properties
Horticultural services	– provides horticultural services
Graphene manufacturing and sales	– manufactures and sells graphene and graphene-related products
Property management and other related services	– provides building management services
Money lending	– provides loan financing to corporate entities and individuals

物業投資	– 從事住宅物業出租
園藝服務	– 提供園藝服務
石墨烯生產及銷售	– 生產及銷售石墨烯及石墨烯相關產品
物業管理及其他相關服務	– 提供樓宇管理服務
借貸業務	– 向公司實體及個人提供貸款

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

本集團報告分類指提供不同產品及服務之策略性業務單位，並由於各業務所需之技術及營銷策略有別，故有關業務會分開管理。

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## 綜合財務報表附註

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(Expressed in Hong Kong dollars) (以港元計值)

### 10. SEGMENT INFORMATION (Continued)

The accounting policies of the operating segments are the same as those described in note 4 to the consolidated financial statements. Segment profits or losses do not include unallocated administrative expenses, share of losses of associates, unallocated other income, unallocated other gains and losses, finance costs and income tax expense. Segment assets do not include pledged bank deposits, interests in associates and unallocated corporate assets. Segment liabilities do not include bank borrowings, unallocated corporate liabilities, current tax liabilities and deferred tax liabilities.

The Group accounts for intersegment sales and transfers as if the sales or transfers were to third parties, i.e. at current market prices.

#### (a) Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service and geographical location of customers is as follows:

### 10. 分類資料(續)

經營分類的會計政策與綜合財務報表附註4所述者相同。分類溢利或虧損並不包括未分配行政開支、應佔聯營公司虧損、未分配其他收入、未分配其他收益及虧損、融資成本以及所得稅開支。分類資產並不包括已抵押銀行存款、於聯營公司之權益及未分配公司資產。分類負債並不包括銀行借貸、未分配公司負債、即期稅項負債及遞延稅項負債。

本集團將分類間銷售及轉讓列賬，猶如有關銷售及轉讓乃向第三方(即按現時市價)作出。

#### (a) 分拆收益

按主要產品或服務及客戶地理位置劃分的來自客戶合約之收益分拆如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Disaggregated by major products or services	按主要產品或服務分拆		
– Provision of property management services	– 提供物業管理服務	–	289
– Sale of plants and provision of horticultural services	– 銷售植物及提供園藝服務	6,584	4,894
– Sale of graphene	– 石墨烯銷售	–	432
Revenue from contracts with customers	來自客戶合約之收益	6,584	5,615
– Rental income	– 租金收入	6,874	10,747
– Loan interest income	– 貸款利息收入	–	167
Total revenue	收益總額	13,458	16,529
Disaggregated by geographical location of customers	按客戶地理位置分拆		
– Hong Kong	– 香港	6,584	5,183
– Japan	– 日本	–	432
		6,584	5,615

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

### 10. SEGMENT INFORMATION (Continued)

#### (a) Disaggregation of revenue (Continued)

		Timing of revenue recognition 收益確認時間					
		2019 二零一九年			2018 二零一八年		
		At a point in time 於某個 時間點確認 HK\$'000 千港元	Over time 隨着時間 推移而確認 HK\$'000 千港元	Total 總計 HK\$'000 千港元	At a point in time 於某個 時間點確認 HK\$'000 千港元	Over time 隨着時間 推移而確認 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Provision of property management services	提供物業管理服務	–	–	–	–	289	289
Sale of plants and provision of horticultural services	銷售植物及提供園藝服務	1,122	5,462	6,584	897	3,997	4,894
Sale of graphene	石墨烯銷售	–	–	–	432	–	432
Total	總計	1,122	5,462	6,584	1,329	4,286	5,615

#### **Provision of property management services**

Revenue from property management services recognised when the services are rendered.

#### **Sale of plants and provision of horticultural services**

The Group sells plants to the customers. Sales are recognised when control of the plants has transferred, being when the plants are delivered to a customer, there is no unfulfilled obligation that could affect the customer's acceptance of the plants and the customer has obtained legal titles to the plants.

Revenue from horticultural services is recognised when the services are rendered.

#### **提供物業管理服務**

提供物業管理服務產生的收益於提供服務時確認。

#### **銷售植物及提供園藝服務**

本集團向客戶銷售植物。銷售於植物交付到客戶轉移控制權時確認。概無可能影響客戶接納植物之未履行責任，且客戶已取得植物的合法擁有權。

來自提供園藝服務產生的收益於提供服務時確認。

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### 10. SEGMENT INFORMATION (Continued)

#### (a) Disaggregation of revenue (Continued)

##### *Sale of plants and provision of horticultural services (Continued)*

Sale of plants and provision of horticultural services to customers are normally made with credit terms of 30 days. A receivable is recognised when the plants are delivered or services are rendered to the customers as this is the point in time or over time that the consideration is unconditional because only the passage of time is required before the payment is due.

##### *Sale of graphene*

The Group sells graphene to the customers. Sales are recognised when control of the graphene has transferred, being when the graphene is delivered to a customer, there is no unfulfilled obligation that could affect the customer's acceptance of the graphene and the customer has obtained legal titles to the graphene.

Sales to customers are normally made with credit terms of 30 days. A receivable is recognised when the graphene is delivered to the customers as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

#### (b) Information about operating segment profit or loss, assets and liabilities

Information regarding the Group's reportable segments as provided to the chief operation decision maker for the purposes of resource allocation and assessment of segment performance for the year is set out below.

Certain comparative figures on segment information have been reclassified to conform to the current year's presentation. The new classification on segment information was considered to provide a more appropriate presentation.

### 10. 分類資料(續)

#### (a) 分拆收益(續)

##### *銷售植物及提供園藝服務(續)*

向客戶銷售植物及提供園藝服務一般按30日的信貸期作出。應收賬項於植物交付予客戶或向客戶提供服務時確認，因從那一刻開始或隨時間推移，付款之到期僅須待時間的流逝，故收取代價成為無條件。

##### *石墨烯銷售*

本集團向客戶銷售石墨烯。銷售於石墨烯交付到客戶轉移控制權時確認。概無可能影響客戶接納石墨烯之未履行責任，且客戶已取得石墨烯的合法擁有權。

向客戶銷售石墨烯一般按30日的信貸期作出。應收賬項於石墨烯交付予客戶時確認，因從那一刻開始，付款之到期僅須待時間的流逝，故收取代價成為無條件。

#### (b) 有關經營分類損益、資產及負債之資料

有關本集團供主要營運決策者決定本年度資源分配及評估分類表現的報告分類資料載列如下。

載於分類資料之若干比較數字已經重新分類，以與本年度之呈報方式一致。分類資料之新分類方式可提供更適當之呈列方式。

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### 10. SEGMENT INFORMATION (Continued)

#### (b) Information about operating segment profit or loss, assets and liabilities (Continued)

### 10. 分類資料(續)

#### (b) 有關經營分類損益、資產及負債之資料(續)

		Property investment	Horticultural services	Graphene manufacturing and sales	Property management and other related services	Money lending	Total
		物業投資	園藝服務	石墨烯生產及銷售	物業管理及其他相關服務	借貸業務	總計
		2019	2019	2019	2019	2019	2019
		二零一九年	二零一九年	二零一九年	二零一九年	二零一九年	二零一九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Years ended 31 December 2019	截至二零一九年十二月三十一日止年度						
Revenue from customers	來自客戶之收益	6,874	6,587	-	-	-	13,461
Intersegment revenue	分類間收益	-	(3)	-	-	-	(3)
Revenue from external customers	來自對外客戶之收益	6,874	6,584	-	-	-	13,458
Segment profit/(loss)	分類溢利/(虧損)	8,378	(86)	(2,270)	(3)	19	6,038
Depreciation of property, plant and equipment and right-of use assets	物業、廠房及設備及使用權資產折舊	3,353	55	462	-	-	3,870
Additions to segment non-current assets	添置分類非流動資產	162	473	-	-	-	635
As at 31 December 2019	於二零一九年十二月三十一日						
Segment assets	分類資產	396,051	2,975	3,728	-	583	403,337
Segment liabilities	分類負債	8,617	1,369	7,108	-	-	17,094



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## 綜合財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度  
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### 10. SEGMENT INFORMATION (Continued)

#### (b) Information about operating segment profit or loss, assets and liabilities (Continued)

### 10. 分類資料(續)

#### (b) 有關經營分類損益、資產及負債之資料(續)

		Property investment	Horticultural services	Graphene manufacturing and sales	Property management and other related services	Money lending	Total
		物業投資	園藝服務	石墨烯生產及銷售	物業管理及其他相關服務	借貸業務	總計
		2018	2018	2018	2018	2018	2018
		二零一八年	二零一八年	二零一八年	二零一八年	二零一八年	二零一八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>Years ended 31 December 2018</b>	<b>截至二零一八年十二月三十一日止年度</b>						
Revenue from customers	來自客戶之收益	10,747	4,984	432	289	167	16,619
Intersegment revenue	分類間收益	-	(90)	-	-	-	(90)
Revenue from external customers	來自對外客戶之收益	10,747	4,894	432	289	167	16,529
Segment profit/(loss)	分類溢利/(虧損)	52	(2,326)	(68,524)	224	47	(70,527)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,086	-	934	-	-	2,020
Additions to segment non-current assets	添置分類非流動資產	42	-	95	-	-	137
<b>As at 31 December 2018</b>	<b>於二零一八年十二月三十一日</b>						
Segment assets	分類資產	378,419	2,256	4,173	790	884	386,522
Segment liabilities	分類負債	2,391	639	5,322	10	186	8,548

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For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度  
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### 10. SEGMENT INFORMATION (Continued)

#### (b) Information about operating segment profit or loss, assets and liabilities (Continued)

##### Reconciliations of segment revenue and profit or loss

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>		
Total revenue of reportable segments	報告分類之總收益	13,461	16,619
Elimination of intersegment revenue	抵銷分類間收益	(3)	(90)
Consolidated revenue	綜合收益	13,458	16,529
<b>Profit or loss</b>	<b>損益</b>		
Total profit/(loss) of reportable segments	報告分類之溢利／(虧損)總額	6,038	(70,527)
Elimination of intersegment profits	抵銷分類間溢利	(3)	(90)
Share of losses of associates	應佔聯營公司虧損	—	(330)
Unallocated amounts:	未分配款項：		
– Depreciation of property, plant and equipment	– 物業、廠房及設備折舊	(5)	(16)
– Finance costs	– 融資成本	(8,104)	(5,943)
– Others gains and losses	– 其他收益與虧損	9,467	460
– Unallocated corporate expenses	– 未分配公司開支	(7,403)	(12,359)
Consolidated loss before tax	除稅前綜合虧損	(10)	(88,805)

##### Reconciliations of segment assets and liabilities

##### 分類資產及負債對賬

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Assets</b>	<b>資產</b>		
Total assets of reportable segments	報告分類之總資產	403,337	386,522
Investments in associates	於聯營公司之投資	12,211	12,211
Unallocated:	未分配：		
– Pledged bank deposits	– 已抵押銀行存款	10,275	6,368
– Cash and cash equivalents	– 現金及現金等價物	294	168
– Other assets	– 其他資產	1,033	1,088
Consolidated total assets	綜合資產總額	427,150	406,357

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### 10. SEGMENT INFORMATION (Continued)

#### (b) Information about operating segment profit or loss, assets and liabilities (Continued)

##### Reconciliations of segment assets and liabilities (Continued)

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Liabilities</b>	<b>負債</b>		
Total liabilities of reportable segments	報告分類之總負債	17,094	8,548
Unallocated:	未分配：		
– Bank borrowings	– 銀行借貸	200,000	200,000
– Other liabilities	– 其他負債	13,214	936
– Current tax liabilities	– 即期稅項負債	–	17
Consolidated total liabilities	綜合負債總額	230,308	209,501

#### Geographical information:

The Group's revenue from external customers by location of operations and information about its non-current assets by location of assets are detailed below:

### 10. 分類資料(續)

#### (b) 有關經營分類損益、資產及負債之資料(續)

##### 分類資產及負債對賬(續)

#### 地區資料：

按經營地點分類本集團來自對外客戶的收益及有關按資產之地點分類其非流動資產的資料載列如下：

		Revenue 收益		Non-current assets 非流動資產	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Hong Kong	香港	13,458	16,097	393,919	372,565
Japan	日本	–	432	1,901	2,353
Consolidated total	綜合總額	13,458	16,529	395,820	374,918

# Notes to the Consolidated Financial Statements

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### 10. SEGMENT INFORMATION (Continued)

- (b) Information about operating segment profit or loss, assets and liabilities (Continued)  
*Revenue from major customers contributing 10% or more to the Group's revenue are as follows:*

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Rental income	租金收入		
– Customer A	– 客戶A	–	3,840
– Customer B	– 客戶B	1,968	–

### 11. FINANCE COSTS

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Interest on bank borrowings	銀行借貸利息	6,042	5,943
Interest on other borrowing	其他借貸利息	1,946	–
Lease interests	租賃利息	116	–
		8,104	5,943

### 10. 分類資料(續)

- (b) 有關經營分類損益、資產及負債之資料(續)  
來自佔本集團收益10%或以上的主要客戶之收益如下：

### 11. 融資成本

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### 12. INCOME TAX EXPENSES

### 12. 所得稅開支

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Current tax – Hong Kong Profits Tax	即期稅項–香港利得稅		
Provision for the year	本年撥備	–	17

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the Group has no assessable profit arising in Hong Kong for the year ended 31 December 2019. Hong Kong Profits Tax has been provided at a rate of 16.5% on the estimated assessable profit for the year ended 31 December 2018.

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

The reconciliation between the income tax expenses and the product of loss before tax multiplied by the Hong Kong Profits Tax is as follows:

由於本集團於截至二零一九年十二月三十一日止年度並無在香港產生任何應課稅溢利，故未於綜合財務報表中計提香港利得稅撥備。香港利得稅乃按截至二零一八年十二月三十一日止年度的估計應評稅溢利之16.5%計提撥備。

其他地方的應評稅溢利根據本集團經營所在國家的現行法例、詮釋及實務按適用稅率計算稅項開支。

所得稅開支與產品除稅前虧損乘以香港利得稅之積的對賬如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Loss before tax	除稅前虧損	(10)	(88,805)
Tax at the domestic income tax rate of 16.5% (2018: 16.5%)	按本地所得稅率16.5%計算的稅項 (二零一八年：16.5%)	(2)	(14,653)
Tax effect of expenses that are not deductible	不可扣稅開支的稅務影響	3,142	12,465
Tax effect of income that is not taxable	毋須課稅收入的稅務影響	(4,964)	(1,854)
Tax effect of unused tax losses not recognised	未確認未動用稅項虧損的稅務影響	2,345	4,870
Tax effect of utilisation of tax losses not previously recognised	動用先前未予以確認稅務虧損的稅務影響	(50)	(91)
Tax effect of temporary differences not recognised	未確認暫時差額的稅務影響	(471)	(339)
Effect of different tax rate of subsidiaries	附屬公司不同稅率的影響	–	(381)
		–	17

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### 13. LOSS FOR THE YEAR

The Group's loss for the year is stated after charging/(crediting) the following:

### 13. 年內虧損

本集團之年內虧損經扣除／(計入)下列各項後列賬：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Depreciation of property, plant and equipment and right-of-use assets	物業、廠房及設備以及使用權資產折舊	3,875	2,036
Fair value gain on investment properties	投資物業之公平值收益	(20,800)	(10,800)
Loss on disposals of investment properties	出售投資物業虧損	550	—
Minimum lease payments under operating leases (under HKAS 17)	經營租賃項下之最低租賃付款 (根據香港會計準則第17號)	—	5,802
Expenses related to short-term leases	短期租賃相關開支	185	—
Auditor's remuneration	核數師薪酬		
— Current	— 即期	830	830
— Under-provision in prior year	— 上年度撥備不足	130	—
Cost of inventories sold	已售存貨成本	973	1,590
Allowance for (reversal of allowance for) inventories (included in cost of sales)	存貨撥備(撥備撥回) (已計入銷售成本)	60	(2)
Write-off bad debts	撇銷壞賬	—	37
Reversal of allowance for trade receivables	貿易應收賬項撥備撥回	(27)	(164)



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### 14. EMPLOYEE BENEFITS EXPENSE

### 14. 僱員福利開支

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Staff costs including directors' remunerations: 員工成本(包括董事酬金):		
Salaries, bonuses and allowances 薪金、花紅及津貼	16,067	30,881
Retirement benefit scheme contributions 退休福利計劃供款	123	1,476
	16,190	32,357

#### Five highest paid individuals

The five highest paid individuals in the Group during the year included three (2018: three) directors whose emoluments are reflected in the analysis presented in note 15. The emoluments of the remaining two (2018: two) individuals are set out below:

#### 五名最高薪酬人士

年內，本集團五名最高薪酬人士包括三名(二零一八年：三名)董事，其酬金已於附註15呈列之分析中反映。餘下兩名(二零一八年：兩名)人士之酬金載列如下：

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Basic salaries and allowances 基本薪金及津貼	3,769	3,246
Retirement benefit scheme contributions 退休福利計劃供款	24	32
	3,793	3,278

The emoluments fell within the following band:

酬金介乎以下範圍：

	2019 二零一九年	2018 二零一八年
HK\$Nil to HK\$1,000,000 零港元至1,000,000港元	1	—
HK\$1,000,001 to HK\$1,500,000 1,000,001港元至1,500,000港元	—	1
HK\$1,500,001 to HK\$2,000,000 1,500,001港元至2,000,000港元	—	1
HK\$2,500,001 to HK\$3,000,000 2,500,001港元至3,000,000港元	1	—

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### 15. BENEFITS AND INTERESTS OF DIRECTORS

### 15. 董事之利益及權益

#### (a) Directors' emoluments

#### (a) 董事酬金

		Fees	Salaries and allowances	Discretionary bonus	Retirement benefit scheme contributions	Total
		袍金	薪金及津貼	酌情花紅	退休福利計劃供款	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
<b>Name of Director</b>	<b>董事姓名</b>					
<b>Executive directors:</b>	<b>執行董事：</b>					
Chen Meng (i)	陳猛 (i)	–	1,935	–	12	1,947
Zhou Chen (ii)	周晨 (ii)	–	3,000	–	18	3,018
		–	4,935	–	30	4,965
<b>Non-executive director:</b>	<b>非執行董事：</b>					
Li Feng Mao, Chairman (iii)	李丰茂，主席 (iii)	–	2,394	–	12	2,406
<b>Independent non-executive directors:</b>	<b>獨立非執行董事：</b>					
Wang Song Ling (v)	王松岭 (v)	232	–	–	–	232
Gao Han (vii)	高寒 (vii)	201	–	–	–	201
Chou Chi Ping, David (viii)	周啟平 (viii)	251	–	–	–	251
Lum Pak Sum (ix)	林柏森 (ix)	60	–	–	–	60
		744	2,394	–	12	3,150
Total for 2019	二零一九年總計	744	7,329	–	42	8,115

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度  
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### 15. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

#### (a) Directors' emoluments (Continued)

		Fees	Salaries and allowances	Discretionary bonus	Retirement benefit scheme contributions	Total
		袍金	薪金及津貼	酌情花紅	退休福利計劃供款	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
<b>Name of Director</b>	<b>董事姓名</b>					
<b>Executive directors:</b>	<b>執行董事：</b>					
Chen Meng (i)	陳猛 (i)	–	3,005	–	18	3,023
Zhou Chen (ii)	周晨 (ii)	–	2,850	–	18	2,868
		–	5,855	–	36	5,891
<b>Non-executive director:</b>	<b>非執行董事：</b>					
Li Feng Mao, Chairman (iii)	李丰茂，主席 (iii)	–	8,475	–	18	8,493
<b>Independent non-executive directors:</b>	<b>獨立非執行董事：</b>					
Li Jing Bo (iv)	李景波 (iv)	356	–	–	–	356
Wang Song Ling (v)	王松岭 (v)	360	–	–	–	360
Li Wai Kwan (vi)	李偉君 (vi)	333	–	–	–	333
		1,049	8,475	–	18	9,542
Total for 2018	二零一八年總計	1,049	14,330	–	54	15,433

None of the Directors waived any remuneration during the year ended 31 December 2019 (2018: Nil).

During the year ended 31 December 2019, there was no emoluments have been paid to the Directors as an inducement to join or upon joining the Group; or as compensation for loss of office.

### 15. 董事之利益及權益(續)

#### (a) 董事酬金(續)

概無董事於截至二零一九年十二月三十一日止年度放棄任何薪酬(二零一八年：無)。

於截至二零一九年十二月三十一日止年度，概無向董事支付任何作為吸引彼等加入或於加入本集團時之獎勵；或作為離任之補償的酬金。

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### 15. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

#### (a) Directors' emoluments (Continued)

Notes: (i) Mr. Chen Meng was resigned on 23 August 2019.

- (ii) Mr. Zhou Chen was appointed on 1 February 2018.
- (iii) Mr. Li Feng Mao was resigned on 23 August 2019.
- (iv) Mr. Li Jing Bo was resigned on 28 December 2018.
- (v) Mr. Wang Song Ling was resigned on 23 August 2019.
- (vi) Mr. Li Wai Kwan was appointed on 1 February 2018 and resigned on 30 November 2018.
- (vii) Mr. Gao Han was appointed on 28 February 2019.
- (viii) Mr. Chow Chi Ping, David was appointed on 28 February 2019.
- (ix) Mr. Lum Pak Sum was appointed on 30 September 2019.

#### (b) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### 15. 董事之利益及權益(續)

#### (a) 董事酬金(續)

附註：(i) 陳猛先生已於二零一九年八月二十三日辭任。

- (ii) 周晨先生於二零一八年二月一日獲委任。
- (iii) 李丰茂先生已於二零一九年八月二十三日辭任。
- (iv) 李景波先生已於二零一八年十二月二十八日辭任。
- (v) 王松岭先生已於二零一九年八月二十三日辭任。
- (vi) 李偉君先生於二零一八年二月一日獲委任及已於二零一八年十一月三十日辭任。
- (vii) 高寒先生於二零一九年二月二十八日獲委任。
- (viii) 周啟平先生於二零一九年二月二十八日獲委任。
- (ix) 林柏森先生於二零一九年九月三十日獲委任。

#### (b) 董事於交易、安排或合約中之重大權益

本公司董事及董事關連方概無就於年末或年內任何時間存續以本公司作為訂約方，且與本集團業務有關之重大交易、安排及合約中擁有重大權益(不論直接或間接)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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(Expressed in Hong Kong dollars) (以港元計值)

### 16. DIVIDENDS

The board of directors (the "Board") does not recommend the payment of any dividend for the year ended 31 December 2019 (2018: Nil).

### 16. 股息

董事會(「董事會」)不建議就截至二零一九年十二月三十一日止年度派發任何股息(二零一八年：無)。

### 17. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to owners of the Company is based on the following data:

### 17. 每股虧損

計算本公司擁有人應佔每股基本及攤薄虧損乃基於以下數據：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Loss:</b>	<b>虧損：</b>		
Loss for the purpose of calculating basic and diluted loss per share attributable to owners of the Company	就計算本公司擁有人應佔每股基本及攤薄虧損而言的虧損	(10)	(88,822)
		2019 二零一九年 '000 千股	2018 二零一八年 '000 千股
<b>Number of shares:</b>	<b>股份數目：</b>		
Weighted average number of ordinary shares for the purpose of calculating basic and diluted loss per share	就計算每股基本及攤薄虧損而言的普通股加權平均數	2,819,102	2,819,102

The basic and diluted loss per share for the years ended 31 December 2019 and 2018 were the same as the Company had no dilutive potential ordinary shares in issue during the years.

由於本公司於截至二零一九年及二零一八年十二月三十一日止年度並無具攤薄潛力之已發行普通股，故該等年度之每股基本及攤薄虧損相同。

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## 綜合財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度  
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### 18. PROPERTY, PLANT AND EQUIPMENT

### 18. 物業、廠房及設備

		Leasehold land	Building held for own use carried at fair value 以公平值列賬之 持作自用樓宇	Furniture and equipment 傢俬及設備	Leasehold improvement 租賃裝修	Motor vehicles 汽車	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Cost or valuation:</b>	<b>成本或估值：</b>						
1 January 2018	於二零一八年一月一日	600	90	2,177	3,191	4,588	10,646
Additions	添置	-	-	71	-	66	137
Disposals	出售	-	-	-	-	(1,725)	(1,725)
Deficit on revaluation	重估虧絀	-	(2)	-	-	-	(2)
Exchange differences	匯兌差額	-	-	1	59	(111)	(51)
Elimination of accumulated depreciation	累計折舊對銷	-	(3)	-	-	-	(3)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日 及二零一九年一月一日	600	85	2,249	3,250	2,818	9,002
Additions	添置	-	-	160	9	474	643
Disposals	出售	-	-	-	-	(1,071)	(1,071)
Disposal of subsidiary	出售附屬公司	(600)	(85)	-	-	-	(685)
Exchange differences	匯兌差額	-	-	1	9	4	14
At 31 December 2019	於二零一九年十二月三十一日	-	-	2,410	3,268	2,225	7,903
<b>Accumulated depreciation</b>	<b>累計折舊</b>						
1 January 2018	於二零一八年一月一日	267	-	793	933	1,953	3,946
Charge for the year	本年度支出	12	3	462	546	1,013	2,036
Disposals	出售	-	-	-	-	(1,041)	(1,041)
Exchange differences	匯兌差額	-	-	(4)	5	(155)	(154)
Elimination on revaluation	重估時對銷	-	(3)	-	-	-	(3)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日 及二零一九年一月一日	279	-	1,251	1,484	1,770	4,784
Charge for the year	本年度支出	4	-	465	157	516	1,142
Disposals	出售	-	-	-	-	(829)	(829)
Disposal of subsidiary	出售附屬公司	(283)	-	-	-	-	(283)
Exchange differences	匯兌差額	-	-	-	-	2	2
At 31 December 2019	於二零一九年十二月三十一日	-	-	1,716	1,641	1,459	4,816
<b>Carrying amount</b>	<b>賬面值</b>						
At 31 December 2019	於二零一九年十二月三十一日	-	-	694	1,627	766	3,087
At 31 December 2018	於二零一八年十二月三十一日	321	85	998	1,766	1,048	4,218



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### 18. PROPERTY, PLANT AND EQUIPMENT (Continued)

At 31 December 2018, the leasehold land of approximately HK\$321,000 and the buildings of approximately HK\$85,000 are pledged as security for the Group's bank borrowings amounted to approximately HK\$406,000.

The Group's buildings held for own use were revalued at 31 December 2018 on net replacement cost approach by Cushman & Wakefield Limited, an independent firm of chartered surveyors.

If the buildings held for own use were stated on the historical cost basis, their carrying amounts would be as follows:

### 18. 物業、廠房及設備(續)

於二零一八年十二月三十一日，約321,000港元的租賃土地及約85,000港元之樓宇已抵押作為本集團約406,000港元銀行借貸之抵押品。

本集團持作自用之樓宇由獨立特許測量師行戴德梁行有限公司於二零一八年十二月三十一日按淨重置成本法進行重估。

倘持作自用之樓宇按歷史成本基準列賬，其賬面值如下：

		2018 二零一八年 HK\$'000 千港元
Cost	成本	780
Accumulated depreciation	累計折舊	(763)
		17

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## 綜合財務報表附註

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### 19. RIGHT-OF-USE ASSETS

#### Disclosures of lease-related items:

		2019 二零一九年 HK\$'000 千港元
At 31 December:	於十二月三十一日	
Right-of-use assets	使用權資產	
Land and buildings	土地及樓宇	2,733
Lease commitments of short-term leases	短期租賃之租賃承擔	20
The maturity analysis based on undiscounted cash flows, of the Group's lease liabilities is as follows:	本集團的租賃負債按未貼現現金流量之到期日分析如下：	
– Less than 1 year	– 少於一年	2,815

The maturity analysis based on undiscounted cash flows, of the Group's lease liabilities is as follows:

### 19. 使用權資產

#### 租賃相關項目披露：

本集團的租賃負債根據未貼現現金流量之到期日分析如下：

		2019 二零一九年 HK\$'000 千港元
<b>Year ended 31 December:</b>	<b>截至十二月三十一日止年度：</b>	
Depreciation charge of right-of-use assets	使用權資產折舊支出	
Land and buildings	土地及樓宇	2,733
Lease interests	租賃利息	116
Expenses related to short-term leases	短期租賃相關開支	185
Income from subleasing right-of-use assets	分租使用權資產之收入	60
Total cash outflow for leases	租賃之現金流出總額	3,000

The Group leases various offices. Lease agreements are typically made for fixed periods of 1 to 2 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants and the leased assets may not be used as security for borrowing purposes.

本集團租賃了多項辦公室。租賃協議一般按一至兩年的固定期限訂立。租賃條款均按個別基準磋商，並包含眾多不同的條款及條件。租賃協議不會施加任何契諾，並且租賃資產不得用作借款抵押。

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## 綜合財務報表附註

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### 20. INVESTMENT PROPERTIES

### 20. 投資物業

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At 1 January	於一月一日	369,200	358,400
Fair value gains	公平值收益	20,800	10,800
At 31 December	於十二月三十一日	390,000	369,200

Investment properties were revalued as at 31 December 2019 on the direct comparison approach by reference to market evidence of recent transactions for similar properties by Cushman & Wakefield Limited, an independent firm of chartered surveyors.

At 31 December 2019, the carrying amount of investment properties pledged as security for the Group's bank borrowings amounted to HK\$390,000,000 (2018: HK\$369,200,000).

投資物業由獨立特許測量師行戴德梁行有限公司經參考類似物業近期交易的市場憑證，於二零一九年十二月三十一日按直接比較法進行重估。

於二零一九年十二月三十一日，已抵押作為本集團銀行借貸之抵押品之投資物業的賬面值為390,000,000港元(二零一八年：369,200,000港元)。

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## 綜合財務報表附註

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### 21. INVESTMENT IN ASSOCIATES

### 21. 於聯營公司之投資

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Unlisted investments:	非上市投資：		
Share of net assets	應佔資產淨值	12,211	12,211

Details of the Group's associates at 31 December 2019 are as follows:

本集團於二零一九年十二月三十一日之聯營公司詳情如下：

Name 名稱	Place of incorporation/ registration 註冊成立／登記地點	Issued and paid-up capital 已發行及繳足股本	Percentage of ownership interest/ voting power/ profit sharing 擁有權益／投票權／ 溢利分攤之百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Five Color Stone Technology Corporation	The Cayman Islands 開曼群島	30,000,000 ordinary shares of US\$0.195 each 30,000,000股每股面值0.195美元的普通股	28%	–	Investment holding 投資控股
台灣烯谷應材股份有限公司	Taiwan 台灣	Registered capital of TWD1,000,000 註冊資本1,000,000新台幣	–	28%	Investment holding 投資控股
Taiwan Mutron Applied Materials Limited 台灣美創應材股份有限公司	Taiwan 台灣	Registered capital of TWD1,000,000 註冊資本1,000,000新台幣	–	22.4%	Manufacturing and sale of graphene and graphene-related products 生產及銷售石墨烯及石墨烯相關產品

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### 22. INVENTORIES

### 22. 存貨

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Horticultural plants	園藝植物	532	527

### 23. TRADE AND OTHER RECEIVABLES

### 23. 貿易及其他應收賬項

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Trade receivables	貿易應收賬項	1,672	2,032
Allowance for doubtful debts	呆賬撥備	–	(27)
		1,672	2,005
Deposits paid for investment properties	投資物業的已付按金	–	1,500
Other prepayments	其他預付款項	1,450	1,067
Rental and other deposits	租金及其他按金	2,278	2,628
Other tax receivables	其他應收稅款	442	440
Other receivables	其他應收賬項	760	189
		6,602	7,829
<b>Analysed as:</b>	<b>分析為：</b>		
Current assets	流動資產	6,602	6,329
Non-current assets	非流動資產	–	1,500
		6,602	7,829

The credit term is generally 30 days. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the Directors.

信貸期一般為30日。本集團致力對其未獲償還應收賬項維持嚴格監控。董事定期檢討逾期結餘。

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For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度  
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### 23. TRADE AND OTHER RECEIVABLES (Continued)

The aging analysis of trade receivables based on the invoice date, and net of allowance, is as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
0 to 90 days	0至90日	1,671	1,883
91 to 180 days	91至180日	1	112
181 to 365 days	181至365日	—	8
Over 365 days	超過365日	—	2
		1,672	2,005

As at 31 December 2019, no allowance was made for trade receivables (2018: approximately HK\$27,000).

Reconciliation of allowance for trade receivables:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At 1 January	於一月一日	27	191
Reversal for the year	年內撥回	(27)	(164)
At 31 December	於十二月三十一日	—	27

The Group applies the simplified approach under HKFRS 9 to provide for expected credit losses using the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on share credit risk characteristics and the days past due. The expected credit losses also incorporate forward looking information.

### 23. 貿易及其他應收賬項(續)

按發票日期計算之貿易應收賬項(扣除撥備)之賬齡分析如下：

於二零一九年十二月三十一日，概無就貿易應收賬項作出撥備(二零一八年：約27,000港元)。

貿易應收賬項之撥備對賬：

本集團應用香港財務報告準則第9號下的簡易方法就所有貿易應收賬項使用全期預期虧損撥備計算預期信貸虧損之撥備。為計算預期信貸虧損，貿易應收賬項已根據共享信貸風險特徵及逾期日數分類。預期信貸虧損亦包含前瞻性資料。

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### 23. TRADE AND OTHER RECEIVABLES (Continued)

### 23. 貿易及其他應收賬項(續)

		Current 即期	Up to 3 months past due 逾期三個月 或以下	3 to 6 months past due 逾期三至 六個月	6 to 12 months past due 逾期六至 十二個月	Over 12 months past due 逾期超過 十二個月	Total 總計
At 31 December 2019	於二零一九年十二月三十一日						
Weighted average expected loss rate	加權平均預期虧損率	-	-	-	-	-	-
Receivable amount (HK\$'000)	應收金額(千港元)	376	1,296	-	-	-	1,672
Loss allowance (HK\$'000)	虧損撥備(千港元)	-	-	-	-	-	-
At 31 December 2018	於二零一八年十二月三十一日						
Weighted average expected loss rate	加權平均預期虧損率	-	-	15%	100%	-	-
Receivable amount (HK\$'000)	應收金額(千港元)	1,560	398	53	19	2	2,032
Loss allowance (HK\$'000)	虧損撥備(千港元)	-	-	(8)	(19)	-	(27)

### 24. INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

### 24. 按公平值計入損益之投資

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Equity securities, at fair value	股本證券，按公平值		
Listed in Hong Kong	於香港上市	-	645

The fair values of listed securities are based on current bid prices.

上市證券之公平值乃按現行買入價進行計算。



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## 綜合財務報表附註

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### 25. PLEDGED BANK DEPOSITS AND CASH AND CASH EQUIVALENTS

### 25. 已抵押銀行存款以及現金及現金等價物

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Cash at bank and on hand	銀行及手頭現金	11,985	11,727
Less: Pledged bank deposits	減：已抵押銀行存款	(10,275)	(6,368)
Cash and cash equivalents	現金及現金等價物	1,710	5,359

The Group's pledged bank deposits represented deposits pledged to bank to secure bank borrowings granted to the Group as set out in note 27 to the consolidated financial statements.

本集團已抵押銀行存款指已抵押予銀行作為授予本集團銀行借貸的抵押，詳情載於綜合財務報表附註27。

### 26. TRADE AND OTHER PAYABLES

### 26. 貿易及其他應付賬項

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Trade payables	貿易應付賬項	63	96
Other payables and accrued charges	其他應付賬項及應計費用	14,768	9,016
Amount due to immediate parent	應付直接母公司金額	12,000	—
Amount due to a director	應付一位董事金額	314	—
Other tax payables	其他應付稅項	128	127
Receipt in advance	預收款項	267	245
		27,540	9,484

The aging analysis of trade payables, based on the date of receipt of goods, is as follows:

貿易應付賬項按收取貨品日期劃分之賬齡分析如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
0 to 90 days	0至90日	63	96

The amount due to immediate parent and a director is unsecured, interest-free and repayable on demand.

應付直接母公司及一位董事金額為無抵押、免息及按要求償還。

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### 27. BANK BORROWINGS

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Bank loans	銀行貸款	200,000	200,000

The bank borrowings are classified as current liabilities as they contain a repayment on demand clause. According to the repayment schedule, the bank borrowings are repayable as follow:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within 1 year	一年內	200,000	120,000
After 1 year but within 2 years	一年後但兩年內	–	80,000
		200,000	200,000

The carrying amounts of the Group's bank borrowings are denominated in HKD.

The interest rate of the Group's bank borrowings as at 31 December 2019 and 2018 was 2% per annum over one-month HIBOR or 2% per annum below HKD prime rate, whichever is lower.

The bank loans are arranged at floating rates, thus exposing the Group to cash flow interest rate risk.

Bank loans of HK\$200,000,000 (2018: HK\$200,000,000) are secured by (i) the investment properties of HK\$390,000,000 as disclosed in note 20 to the consolidated financial statements (2018: HK\$369,200,000), (ii) a charge over deposits for the total principal amount of not less than HK\$4,000,000 together with interest accrued thereon, (iii) bank deposits of not less than HK\$6,000,000 and (iv) assignment of rental income from properties to a designated bank account which is charged to the bank.

### 27. 銀行借貸

由於銀行借貸載有按要求償還條款，故分類為流動負債。根據償還時間表，銀行借貸將按以下期間償還：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within 1 year	一年內	200,000	120,000
After 1 year but within 2 years	一年後但兩年內	–	80,000
		200,000	200,000

本集團之銀行借貸賬面值以港元計值。

於二零一九年及二零一八年十二月三十一日，本集團銀行借貸按一個月香港銀行同業拆息加2%之年利率或港元最優利率減2%之年利率(以較低者為準)計息。

銀行貸款按浮動利率作安排，因此本集團面臨現金流量利率風險。

銀行貸款200,000,000港元(二零一八年：200,000,000港元)以下列各項作抵押：(i) 於綜合財務報表附註20所披露的投資物業390,000,000港元(二零一八年：369,200,000港元)，(ii) 本金總額不少於4,000,000港元之存款連同其應計利息之押記，(iii) 銀行存款不少於6,000,000港元及(iv) 轉讓物業的租金收入至抵押予銀行的指定銀行賬戶。

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### 27. BANK BORROWINGS (Continued)

During the year, the Company has violated several covenants attached to the interest-bearing borrowings. Breaches in meeting the covenants would permit the bank to immediately call borrowings.

### 27. 銀行借貸(續)

年內，本公司違反若干計息借貸之契約。倘違反履行契約，銀行可即時催還借貸。

### 28. LEASE LIABILITIES

### 28. 租賃負債

		Lease payments		Present value of lease payments	
		租賃付款		租賃付款之現值	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within one year	一年內	2,815	–	2,768	–
Less: Future finance charges	減：未來融資開支	(47)	–		
Present value of lease liabilities	租賃負債之現值	2,768	–	2,768	–
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：於12個月內到期結算之款項(列於流動負債項下)			(2,768)	–
Amount due for settlement after 12 months	於12個月後到期結算之款項			–	–

At 31 December 2019, the average effective borrowing rate was 3.125% (2018: Nil). Interest rates are fixed at the contract dates and thus expose the Group to fair value interest rate risk.

於二零一九年十二月三十一日，平均實際借款利率為3.125%(二零一八年：零)。利率按合約日期釐定，因此令本集團面臨公平值利率風險。

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## 綜合財務報表附註

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### 29. DEFERRED TAXATION

At 31 December 2019, the Group has unused tax losses of approximately HK\$283,541,000 (2018: approximately HK\$335,161,000) available for offset against future profits. No deferred tax asset has been recognised in respect of these tax losses due to the unpredictability of future profit streams. The tax losses of approximately HK\$249,639,000 (2018: approximately HK\$301,259,000) that are available for offsetting against future profits do not expire under current tax legislation. The tax loss of approximately HK\$33,902,000 (2018: approximately HK\$33,902,000) attributable to the Japan are available for offsetting against future profits that may be carried forward for nine years for Japan income tax purpose. All tax losses are subjected to be agreed by tax authorities.

### 29. 遞延稅項

於二零一九年十二月三十一日，本集團可供對銷未來溢利的未動用稅項虧損約為283,541,000港元(二零一八年：約335,161,000港元)。由於難以預測未來溢利流，故並無就該等稅項虧損確認遞延稅項資產。根據現行稅務法規，該等可用作抵銷未來溢利的稅項虧損約249,639,000港元(二零一八年：約301,259,000港元)並未到期。用作抵銷未來溢利的應佔日本的稅項虧損約33,902,000港元(二零一八年：約33,902,000港元)，可就日本利得稅結轉9年。所有稅項虧損須取得稅務當局之同意。

### 30. SHARE CAPITAL

### 30. 股本

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Authorised:	法定：		
20,000,000,000 ordinary shares of HK\$0.05 each	20,000,000,000股 每股面值0.05港元的普通股	1,000,000	1,000,000
Issued and fully paid:	已發行及繳足：		
2,819,102,084 ordinary shares of HK\$0.05 each	2,819,102,084股 每股面值0.05港元的普通股	140,955	140,955

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to shareholders through the optimisation of debt and equity balance.

本集團管理資本之目標旨在保障本集團持續經營之能力，透過優化債務與權益之平衡，為股東帶來最大回報。

The Group monitors capital on the basis of the debt-to-adjusted capital ratio. This ratio is calculated as net debt divided by adjusted capital. Total debt comprises bank borrowings. Adjusted capital comprises all components of equity (i.e. share capital, retained profits and other reserves).

本集團按債務對調整後資本比率之基準監察資本。該比率按債務淨額除以經調整後資本計算。債務總額包括銀行借貸。經調整後資本包括權益之所有組成部分(即股本、保留溢利及其他儲備)。

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## 綜合財務報表附註

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### 30. SHARE CAPITAL (Continued)

The Group's long-term policy, which was unchanged from 2018, is that net debt should be in the range of 45% to 96% of adjusted capital. This policy aims to ensure that the Group secures access to finance at a reasonable cost and lowers its net of tax weighted average cost of capital. The debt-to-adjusted capital ratios at 31 December 2019 and at 31 December 2018 were as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Total debt	債務總額	200,000	200,000
Less: pledged bank deposits	減：已抵押銀行存款	(10,275)	(6,368)
Less: cash and cash equivalents	減：現金及現金等價物	(1,710)	(5,359)
Net debt	債務淨額	188,015	188,273
Total equity	總權益	196,842	196,856
Debt-to-adjusted capital ratio	債務對調整後資本比率	96%	96%

The externally imposed capital requirements for the Group are:

- (i) in order to maintain its listing on the Stock Exchange it has to have a public float of at least 25% of the shares; and
- (ii) to meet financial covenants attached to the interest-bearing borrowings.

The Group receives a report from the share registrars weekly on substantial share interests showing the non-public float and it demonstrates continuing compliance with the 25% limit throughout the year. As at 31 December 2019, 25.07% (2018: 25.07%) of the shares were in public hands.

Breaches in meeting the financial covenants would permit the bank to immediately call borrowings.

### 30. 股本(續)

本集團之長期政策與二零一八年相同，指債務淨額應在經調整資本之45%至96%範圍內。此政策旨在確保本集團成功以合理成本獲得融資，並降低其除稅後加權平均資本成本淨額。於二零一九年十二月三十一日及二零一八年十二月三十一日債務對經調整資本比率如下：

本集團受限於以下外來資本規定：

- (i) 為了維持於聯交所之上市地位，其公眾持股量至少維持25%之股份；及(ii)履行計息借貸所附之財務契諾。

本集團每週接獲股份過戶登記處發出列示非公眾人士持有主要股份權益之報告，該報告顯示本集團於整個年度內一直遵守25%之最低公眾持股量規定。於二零一九年十二月三十一日，股份之公眾持股量為25.07% (二零一八年：25.07%)。

倘違反履行財務契諾，銀行可即時催還借貸。

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## 綜合財務報表附註

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### 31. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

### 31. 本公司財務狀況表及儲備變動

#### (a) Statement of financial position of the Company

#### (a) 本公司財務狀況表

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	8	—
Interests in subsidiaries	於附屬公司之權益	7,813	7,813
Pledged bank deposits	已抵押銀行存款	10,275	6,368
		<b>18,096</b>	14,181
<b>Current assets</b>	<b>流動資產</b>		
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬項	728	604
Due from subsidiaries	應收附屬公司款項	6,683	—
Cash and cash equivalents	現金及現金等價物	44	—
		<b>7,455</b>	604
<b>Current liabilities</b>	<b>流動負債</b>		
Trade and other payables	貿易及其他應付賬項	1,149	911
Amount due to subsidiaries	應付附屬公司金額	11,670	—
Amount due to immediate parent	應付直接母公司金額	12,000	—
Amount due to director	應付董事金額	65	—
Bank borrowings	銀行借貸	200,000	200,000
		<b>224,884</b>	200,911
<b>Net current liabilities</b>	<b>流動負債淨值</b>	<b>(217,429)</b>	(200,307)
<b>NET LIABILITIES</b>	<b>負債淨值</b>	<b>(199,333)</b>	(186,126)
<b>Capital and reserves</b>	<b>股本及儲備</b>		
Share capital	股本	140,955	140,955
Reserves	儲備	(340,288)	(327,081)
<b>TOTAL EQUITY</b>	<b>總權益</b>	<b>(199,333)</b>	(186,126)

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### 31. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Continued)

#### (b) Reserve movement of the Company:

		Share premium	Capital redemption reserve	Contributed surplus	Accumulated losses	Total
		股份溢價	股本贖回儲備	繳入盈餘	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 1 January 2018	於二零一八年一月一日	26,770	121	234,897	(292,352)	(30,564)
Total comprehensive expenses for the year	年內全面開支總額	-	-	-	(296,517)	(296,517)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	26,770	121	234,897	(588,869)	(327,081)
Total comprehensive expenses for the year	年內全面開支總額	-	-	-	(13,207)	(13,207)
At 31 December 2019	於二零一九年十二月三十一日	26,770	121	234,897	(602,076)	(340,288)

### 31. 本公司財務狀況表及儲備變動 (續)

#### (b) 本公司儲備之變動如下：



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## 綜合財務報表附註

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### 32. RESERVES

#### (a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

#### (b) Nature and purpose of reserves

##### (i) *Share premium reserve*

Share premium represents premium arising from the issue of shares at a price in excess of their par value per share. The application of the share premium account is governed by the Company Act 1981 of Bermuda.

##### (ii) *Capital redemption reserve*

The application of the capital redemption reserve is governed by the Company Act 1981 of Bermuda.

##### (iii) *Contributed surplus*

The contributed surplus of the Company represents the difference between the nominal value of the shares issued by the Company and the aggregate of the share capital and the share premium accounts of the subsidiaries acquired. Under the Company Act 1981 of Bermuda, the Company may make distributions to its members out of contributed surplus in certain circumstances.

##### (iv) *Foreign currency translation reserve*

The foreign currency translation 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 policies set out in notes to the consolidated financial statements.

### 32. 儲備

#### (a) 本集團

本集團之儲備金額及其變動於綜合損益及其他全面收益表以及綜合權益變動表內呈列。

#### (b) 儲備之性質及目的

##### (i) *股份溢價儲備*

股份溢價指因按超過每股面值之價格發行股份所產生之溢價。股份溢價賬之應用乃受百慕達一九八一年公司法所規管。

##### (ii) *資本贖回儲備*

資本贖回儲備之應用乃受百慕達一九八一年公司法所規管。

##### (iii) *繳入盈餘*

本公司繳入盈餘指本公司已發行股份之面值與所收購附屬公司之股本及股份溢價賬總額之差額。根據百慕達一九八一年公司法，本公司於若干條件下可向其成員公司分配繳入盈餘。

##### (iv) *外幣匯兌儲備*

外幣匯兌儲備包括所有因換算海外業務財務報表產生之匯兌差額。該儲備乃根據綜合財務報表附註所列會計政策處理。

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### 33. GAIN ON DISPOSAL OF SUBSIDIARIES

- (a) On 4 January 2019, the Group disposed 100% of the issued share capital of Century Elegant Limited ("Century Elegant"), a wholly owned subsidiary of the Company, at a consideration of HK\$200,000.

The fair value of the identifiable assets and liabilities of Century Elegant disposed as at its date of disposal is as follows:

Net assets at the date of disposal were as follows

### 33. 出售附屬公司收益

- (a) 於二零一九年一月四日，本集團以代價200,000港元出售本公司全資附屬公司進加有限公司(「進加」)之全部已發行股本。

已出售進加於出售日期之可識別資產及負債之公平值如下：

於出售日期之淨資產如下：

		2019 二零一九年 HK\$'000 千港元
Trade and other receivables	貿易及其他應收賬項	790
Trade and other payables	貿易及其他應付賬項	(589)
Current tax liabilities	即期稅項負債	(17)
Net assets disposal of	已出售淨資產	184
Gain on disposal of Century Elegant	出售進加之收益	16
Consideration	代價	200
Net cash inflow arising on disposal:	出售產生之現金流入淨額：	
Cash consideration received	已收現金代價	200
Cash and cash equivalents disposed of	已出售現金及現金等價物	—
		200

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## 綜合財務報表附註

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### 33. GAIN ON DISPOSAL OF SUBSIDIARIES (Continued)

- (b) On 11 April 2019, the Group disposed 100% of the issued share capital of Donwin Property Limited ("Donwin Property"), a wholly owned subsidiary of the Company, at a consideration of HK\$9,500,000.

The fair value of the identifiable assets and liabilities of Donwin Property disposed as at its date of disposal is as follows:

Net assets at the date of disposal were as follows:

### 33. 出售附屬公司收益(續)

- (b) 於二零一九年四月十一日，本集團以代價9,500,000港元出售本公司全資附屬公司棟榮置業有限公司(「棟榮置業」)之全部已發行股本。

已出售棟榮置業於出售日期之可識別資產及負債之公平值如下：

於出售日期之淨資產如下：

		2019 二零一九年 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	402
Trade and other receivables	貿易及其他應收賬項	2
Net assets disposal of	已出售淨資產	404
Gain on disposal of Donwin Property	出售棟榮置業之收益	9,096
Consideration	代價	9,500
Net cash inflow arising on disposal:	出售產生之現金流入淨額：	
Cash consideration received	已收現金代價	9,500
Cash and cash equivalents disposed of	已出售現金及現金等價物	-
		9,500

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

### 34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

#### Reconciliation of liabilities arising from financing activities

### 34. 綜合現金流量表附註

#### 融資活動產生之負債對賬

		Due to immediate parent 應付直接 母公司 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Other borrowings 其他借貸 HK\$'000 千港元	Bank borrowings 銀行借貸 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	–	–	–	200,000	200,000
Changes in cash flows	現金流變動	–	–	–	(5,779)	(5,779)
Non-cash changes	非現金變動					
– interest expenses	– 利息開支	–	–	–	5,943	5,943
– Accrued interest expenses recognised in trade and other payables	– 於貿易及其他應付賬項確認 的應計利息開支	–	–	–	(164)	(164)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及 二零一九年一月一日	–	–	–	200,000	200,000
Changes in cash flows	現金流變動	12,000	(2,815)	(1,962)	(6,042)	1,181
Non-cash changes	非現金變動					
– interest expenses	– 利息開支	–	116	1,946	6,042	8,104
– Initial recognition of lease under HKFRS 16	– 根據香港財務報告準則 第16號初步確認租賃	–	5,467	–	–	5,467
– Exchange differences	– 匯兌差額	–	–	16	–	16
At 31 December 2019	於二零一九年十二月三十一日	12,000	2,768	–	200,000	214,768

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

### 35. CAPITAL COMMITMENTS

Capital commitments contracted for at the end of the reporting period but not yet incurred are as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	15,481	15,416

### 36. LEASE COMMITMENTS

#### The Group as lessee

At the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases and were payable as follows:

		2018 二零一八年 HK\$'000 千港元
Within one year	一年內	205

Operating lease payments represent rentals payable by the Group for certain of its offices. Leases are negotiated for an average term of two years and rentals are fixed over the lease terms and do not include contingent rentals.

### 35. 資本承擔

於報告期末，已簽訂但仍未產生之資本承擔如下：

### 36. 租賃承擔

#### 本集團作為承租人

於報告期末，根據不可撤銷經營租約項下日後應付之最低租約款項總額如下：

經營租賃款項指本集團就其若干辦公室之應付租金。租約之租期經磋商後平均為期兩年，租期內租金不變，且不包括或然租金。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

### 36. LEASE COMMITMENTS (Continued)

#### The Group as lessor

Property rental income earned during the year was approximately HK\$6,874,000 (2018: approximately HK\$10,747,000). All of the Group's investment properties are held for rental purposes. They are expected to generate rental yields of 2% (2018: 3%) on an ongoing basis.

At the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases and were receivable as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within one year	一年內	5,907	2,833
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	14,221	27
		20,128	2,860

### 37. RELATED PARTY TRANSACTIONS

In addition to those related party transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with its related parties during the year:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Rental income from directors	來自一名董事之租金收入	253	195

### 36. 租賃承擔(續)

#### 本集團作為出租人

本年度所賺取之物業租金收入為約6,874,000港元(二零一八年：約10,747,000港元)。本集團之所有投資物業均為持作租賃用途。預計該等物業將持續產生2%(二零一八年：3%)之租金收益率。

於報告期末，根據不可撤銷經營租約項下日後應收之最低租約款項總額如下：

### 37. 關聯方交易

除綜合財務報表其他部分所披露關聯方交易及結餘外，本集團於年內與其關聯方有以下交易：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (以港元計值)

### 38. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES OF THE COMPANY

Particulars of the Company's subsidiaries which principally affected the results, assets and liabilities of the Group as at 31 December 2019 were as follows:

Name 名稱	Place of incorporation and operation 註冊成立及 營業地點	Particulars of issued and paid-up capital 已發行及 繳足股本詳情	Percentage of ownership interest 擁有權權益之百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
China Graphene Holdings Limited	British Virgin Islands 英屬處女群島	100 ordinary Shares of US\$1 each 每股面值1美元之 100股普通股	100%	–	Investment holding 投資控股
Cheung Kee Garden Limited 張記花園有限公司	Hong Kong 香港	100 ordinary shares 450,000 non-voting deferred shares 100股普通股及 450,000股 無投票權遞延股	–	100%	Provision of horticultural services 提供園藝服務
Sui Chong Finance Limited 瑞昌財務有限公司	Hong Kong 香港	2 ordinary shares 2股普通股	–	100%	Provision of financing and management services, money lending and trading of securities 提供融資及管理服務、借貸業務及 證券交易
Sui Chong International Resources Limited 瑞昌國際資源有限公司	Hong Kong 香港	1,000 ordinary shares 1,000股普通股	–	100%	Provision of property, management and project management services 提供物業管理及項目管理服務
Super Homes Limited	Hong Kong 香港	100 ordinary shares 100 non-voting deferred shares 100股普通股及100股 無投票權遞延股	–	100%	Investment properties holding 投資物業控股
WI Capital Co., Limited	Japan 日本	JPY800,000,000 800,000,000日圓	–	100%	Investment holding 投資控股
WI Graphene Co., Limited	Japan 日本	JPY384,000,000 384,000,000日圓	–	100%	Manufacturing and sale of graphene and graphene-related products 生產及銷售石墨烯及石墨烯相關產品

### 38. 本公司主要附屬公司詳情

於二零一九年十二月三十一日，對本集團業績、資產及負債構成主要影響之本公司附屬公司之詳情載列如下：

### 39. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements are approved and authorised for issue by the Board of Directors on 26 March 2020.

### 39. 批核綜合財務報表

此等綜合財務報表已於二零二零年三月二十六日經董事會批准及授權刊發。



# Group Properties

## 集團物業

Particulars of the Group's major properties held for sale as at 31 December 2019 are as follows:

本集團於二零一九年十二月三十一日持作出售之主要物業詳情如下：

Location 地點	Existing Use 現在用途	Gross floor area 總建築面積 sq. m. 平方米	Percentage interest attributable to the Group 本集團應佔權益 百分比
30 units of THE ICON, 38 Conduit Road, Mid-levels, Hong Kong 香港半山干德道38號 THE ICON的30個單位	Residential  住宅	1,953	100%

# Summary Financial Information

## 財務資料概要

The following is a summary of the published results and of the assets and liabilities of the Group prepared on the bases set out in the note below:

本集團按下列附註所載之基準編製之已公佈業績與資產及負債之概要如下：

		Year ended 31 December 截至十二月三十一日止年度				
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>RESULTS</b>	<b>業績</b>					
Revenue	收益	13,458	16,529	14,572	5,442	12,210
(Loss)/profit before tax	除稅前(虧損)/溢利	(10)	(88,805)	51,898	(43,947)	(26,469)
Income tax expenses	所得稅開支	-	(17)	-	-	-
(Loss)/profit for the year	年內(虧損)/溢利	(10)	(88,822)	51,898	(43,947)	(26,469)
Attributable to owners of the Company	本公司擁有人應佔	(10)	(88,822)	51,898	(43,947)	(26,469)

		As at 31 December 於十二月三十一日				
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>					
Non-current assets	非流動資產	418,306	393,497	428,852	14,750	10,835
Current assets	流動資產	8,844	12,860	66,087	354,001	282,919
Current liabilities	流動負債	(230,308)	(209,501)	(210,673)	(137,198)	(5,468)
Non-current liabilities	非流動負債	-	-	-	-	-
Net assets	資產淨值	196,842	196,856	284,266	231,553	288,286
Total equity	權益總額	196,842	196,856	284,266	231,553	288,286

# CHINA GRAPHENE

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