

C-LINK SQUARED LIMITED

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock code 股份代號 : 1463

2019 Annual Report 年報

CONTENTS

目錄

		PAGE 頁次
Financial Highlights	財務摘要	2
Corporate Information	公司資料	3
Chairman's Statement	主席報告	6
Management Discussion and Analysis	管理層討論及分析	10
Biographies of the Directors and Senior Management	董事及高級管理層履歷	26
Directors' Report	董事會報告	32
Corporate Governance Report	企業管治報告	52
Independent Auditor's Report	獨立核數師報告	69
Consolidated Statement of Comprehensive Income	綜合全面收益表	78
Consolidated Statement of Financial Position	綜合財務狀況表	79
Consolidated Statement of Changes in Equity	綜合權益變動表	81
Consolidated Statement of Cash Flows	綜合現金流量表	82
Notes to the Consolidated Financial Statements	綜合財務報表附註	84
Financial Summary	財務概要	168
Definitions	釋義	169

FINANCIAL HIGHLIGHTS

財務摘要

		Year ended 31 December 截至12月31日止年度		
		2019 2019年 RM'000 千令吉特 (Audited) (經審核)	2018 2018年 RM'000 千令吉特 (Audited) (經審核)	Increase 增加
Results 業績				
Revenue	收益	71,526	67,095	6.6%
Gross profit	毛利	29,622	26,733	10.8%
Profit before income tax expense	除所得稅開支前溢利	19,015	16,615	14.4%
Profit for the year (excluding listing expenses)	年內溢利 (不包括上市開支)	16,593	15,804	5.0%
Profit for the year	年內溢利	13,053	11,780	10.8%
Basic and diluted earnings per share (RM cents)	每股基本及攤薄盈利 (令吉特仙)	2.2	2.0	10.8%
		As at 31 December 2019 於2019年 12月31日 RM'000 千令吉特 (Audited) (經審核)	As at 31 December 2018 於2018年 12月31日 RM'000 千令吉特 (Audited) (經審核)	Increase/ (decrease) 增加/(減少)
Financial Position 財務狀況				
Total assets	總資產	70,234	60,244	16.6%
Loans and borrowings	貸款及借款	16,388	18,406	(11.0)%
Shareholders' equity	股東權益	47,992	34,939	37.4%
Current ratio (times)	流動比率(倍)	7.5	5.3	40.8%
Gearing ratio (%)	資產負債比率(%)	34.1	52.7	(18.5)%
Return on equity (%)	權益回報率(%)	27.2	33.7	(6.5)%

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Ling Sheng Hwang
(*chairman of the Board and Chief Executive Officer*)
Mr. Ling Sheng Chung

Non-Executive Director

Mr. Ling Sheng Shyan

Independent Non-Executive Directors

Ms. Eugenia Yang
Mr. Lee Yan Kit
Mr. Wong Son Heng

AUDIT COMMITTEE

Mr. Wong Son Heng (*Chairman*)
Mr. Ling Sheng Shyan
Ms. Eugenia Yang
Mr. Lee Yan Kit

REMUNERATION COMMITTEE

Mr. Wong Son Heng (*Chairman*)
Mr. Ling Sheng Hwang
Mr. Ling Sheng Chung
Ms. Eugenia Yang
Mr. Lee Yan Kit

NOMINATION COMMITTEE

Mr. Ling Sheng Hwang (*Chairman*)
Mr. Ling Sheng Chung
Ms. Eugenia Yang
Mr. Lee Yan Kit
Mr. Wong Son Heng

AUTHORISED REPRESENTATIVES

Mr. Ling Sheng Hwang
Ms. Chan Lok Yee

COMPANY SECRETARY

Ms. Chan Lok Yee

董事會

執行董事

Ling Sheng Hwang先生
(*董事會主席兼行政總裁*)
Ling Sheng Chung先生

非執行董事

Ling Sheng Shyan先生

獨立非執行董事

楊元晶女士
李殷傑先生
Wong Son Heng先生

審核委員會

Wong Son Heng先生 (*主席*)
Ling Sheng Shyan先生
楊元晶女士
李殷傑先生

薪酬委員會

Wong Son Heng先生 (*主席*)
Ling Sheng Hwang先生
Ling Sheng Chung先生
楊元晶女士
李殷傑先生

提名委員會

Ling Sheng Hwang先生 (*主席*)
Ling Sheng Chung先生
楊元晶女士
李殷傑先生
Wong Son Heng先生

授權代表

Ling Sheng Hwang先生
陳灤而女士

公司秘書

陳灤而女士

CORPORATE INFORMATION

公司資料

REGISTERED OFFICE

PO Box 1350, Clifton House
75 Fort Street
Grand Cayman
KY1-1108
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1901, 19/F, Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS

No. 1, Persiaran Sungai Buloh
Taman Industri Sungai Buloh
Kota Damansara
47810 Petaling Jaya
Selangor
Malaysia

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Limited
PO Box 1350
Clifton House
75 Fort Street
Grand Cayman
KY1-1108
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR

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

註冊辦事處

PO Box 1350, Clifton House
75 Fort Street
Grand Cayman
KY1-1108
Cayman Islands

香港主要營業地點

香港
銅鑼灣
希慎道33號
利園一期19樓1901室

總部及主要營業地點

No. 1, Persiaran Sungai Buloh
Taman Industri Sungai Buloh
Kota Damansara
47810 Petaling Jaya
Selangor
Malaysia

開曼群島股份過戶登記總處

Ocorian Trust (Cayman) Limited
PO Box 1350
Clifton House
75 Fort Street
Grand Cayman
KY1-1108
Cayman Islands

香港股份過戶登記分處

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

CORPORATE INFORMATION

公司資料

HONG KONG LEGAL ADVISOR

H. M. Chan & Co in association with Taylor Wessing
21/F, No. 8 Queen's Road Central
Hong Kong

COMPLIANCE ADVISOR

Grand Moore Capital Limited
Unit 1607, 16/F
Silvercord Tower 1
30 Canton Road
Tsim Sha Tsui
Kowloon, Hong Kong

INDEPENDENT AUDITOR

Ernst & Young PLT
Chartered Accountants
Level 23A, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
50490, Kuala Lumpur, Malaysia

PRINCIPAL BANKER

CIMB Bank Berhad
43-G Jalan PJU 5/20
The Strand Pusat
Perdagangan Kota Damansara
Kota Damansara
47810 Petaling Jaya
Selangor, Malaysia

STOCK CODE

1463

WEBSITE

www.clinksquared.com

香港法律顧問

陳浩銘律師事務所與泰樂信聯盟
香港
皇后大道中8號21樓

合規顧問

中毅資本有限公司
香港九龍
尖沙咀
廣東道30號
新港中心1座
16樓1607室

獨立核數師

Ernst & Young PLT
特許會計師
Level 23A, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
50490, Kuala Lumpur, Malaysia

主要往來銀行

CIMB Bank Berhad
43-G Jalan PJU 5/20
The Strand Pusat
Perdagangan Kota Damansara
Kota Damansara
47810 Petaling Jaya
Selangor, Malaysia

股份代號

1463

網站

www.clinksquared.com

CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the Board of Directors of the Company, I am delighted to present the first annual results of the Group for the year ended 31 December 2019.

COMPANY OVERVIEW

Founded in 2000, the Group is a Malaysian-based outsourced document management services provider and related software application and enterprise software solutions developer. Our Group's services include the provision of document management services and enterprise software solutions in Malaysia and Singapore.

Our major customers include a number of highly reputable commercial enterprises in the banking, insurance and retail industries and are located in Malaysia and Singapore. We have a stable business based on our long-term relationship with our major customers. As we possess the technical capability, flexibility of customising our software to meet our customers' specific needs and ability to provide accurate and efficient processing, we believe this has led to a majority of our customers to continue using our services.

The Group's competitive strengths have contributed to our continued success and distinguished us from our competitors. We believe our competitive strengths lie in four key specific areas of the business namely:

- (1) proprietary technology and process advantage;
- (2) established and loyal customer base;
- (3) we are an acceptable service supplier to banks; and
- (4) experienced management team with a proven track record of delivering growth.

各位股東：

本人代表本公司董事會欣然提呈本集團截至2019年12月31日止年度的首份全年業績。

公司概覽

本集團於2000年創立，為一家總部設於馬來西亞的外判文件管理服務提供商及相關軟件應用程序及企業軟件解決方案開發商。本集團的服務包括於馬來西亞及新加坡提供文件管理服務及企業軟件解決方案。

我們的主要客戶包括來自位於馬來西亞及新加坡的銀行、保險及零售業的多家知名商業企業。憑藉與主要客戶的長期關係，我們擁有穩定的業務。由於我們擁有技術實力，可供靈活訂製切合客戶的特定需求的軟件，且能夠提供準確、高效的處理服務，我們認為該等優勢吸引大部分客戶繼續使用我們的服務。

本集團的競爭優勢一直推動我們不斷取得卓越成就，使我們從競爭對手中脫穎而出。我們相信，我們的競爭優勢體現在以下四個重要特定業務範疇：

- (1) 專有技術及程序優勢；
- (2) 成熟及忠誠的客戶群；
- (3) 我們為銀行認可的服務提供商；及
- (4) 經驗豐富的管理團隊，具有實現增長的良好往績記錄。

CHAIRMAN'S STATEMENT

主席報告

NEW LISTING

The shares of the Company were successfully listed on the Main Board of the Stock Exchange on 27 March 2020. The Listing reinforced our sense of mission and marks an exciting new chapter for the Company as we look forward to increasing our investment in technology to achieve a rapid development of our technology platform to realise our business goals. We believe the strength of our technology will be the competitive advantage and allows us to progress towards our growth and profit targets through the rapid development of products and services to a wider group of customers.

BUSINESS REVIEW

During the year of 2019, our Group recorded an increase in revenue by 6.6% from approximately RM67.1 million for the year ended 31 December 2018 to approximately RM71.5 million for the year ended 31 December 2019. The increase was mainly due to increase in revenue generated from the provision of enterprise software solutions from approximately RM1.9 million for the year ended 31 December 2018 to approximately RM7.0 million for the year ended 31 December 2019.

Our gross profit increased by approximately RM2.9 million or 10.8% from approximately RM26.7 million for the year ended 31 December 2018 to approximately RM29.6 million for the year ended 31 December 2019. Our gross profit margin increased by approximately 1.6% from approximately 39.8% for the year ended 31 December 2018 to approximately 41.4% for the year ended 31 December 2019. The increase in gross profit and gross profit margin was mainly attributable to: (i) significant increase in provision of enterprise software solution services to our customers which have higher gross profit margin; and (ii) increase in provision of electronic services such as electronic statements and delivery services and decrease of printing and mail fulfillment services provided to our customers under outsourced document management services due to the ongoing trend of the greater adoption of document digitalisation within enterprises. Electronic services generally have higher gross profit margin as the process is highly automated using streamline applications while more cost was involved in printing and mail fulfillment services such as postage charges and materials.

上市

本公司股份於2020年3月27日在聯交所主板成功上市。上市增強了我們的使命感，並標誌著本公司譜寫鼓舞人心的新篇章，因為我們期望增加於技術領域的投資以讓技術平台快速發展，繼而實現我們的業務目標。我們相信，技術實力將成為一項競爭優勢，使我們可透過為更多客戶快速開發產品及服務，朝著增長及利潤目標邁進。

業務回顧

於2019年，本集團收益由截至2018年12月31日止年度約67.1百萬令吉特增加6.6%至截至2019年12月31日止年度約71.5百萬令吉特，乃主要由於提供企業軟件解決方案所產生的收益由截至2018年12月31日止年度約1.9百萬令吉特增加至截至2019年12月31日止年度約7.0百萬令吉特所致。

我們的毛利由截至2018年12月31日止年度約26.7百萬令吉特增加約2.9百萬令吉特或10.8%至截至2019年12月31日止年度約29.6百萬令吉特。我們的毛利率由截至2018年12月31日止年度約39.8%上升約1.6%至截至2019年12月31日止年度約41.4%。毛利及毛利率上升乃主要歸因於：(i)向客戶提供的企業軟件解決方案服務（具有較高毛利率）大幅增加；及(ii)企業內部更廣泛採用文件數碼化的趨勢持續，導致所提供的電子服務（如電子報表及交付服務）增加以及根據外判文件管理服務向客戶提供的印刷及郵件專遞服務減少。電子服務由於使用精簡應用程序令該流程高度自動化，故其毛利率一般較高，而印刷及郵件專遞服務所涉成本（如郵資及材料）則較高。

CHAIRMAN'S STATEMENT

主席報告

Our profit for the year increased by approximately RM1.3 million or 10.8% from approximately RM11.8 million for the year ended 31 December 2018 to approximately RM13.1 million for the year ended 31 December 2019 which mainly due to the aforesaid reasons net off by the recognition of one-off listing expenses totalled approximately RM26.6 million, of which RM3.5 million (2018: RM4.0 million) have impacted the profit or loss of the Group for the year ended 31 December 2019. These expenses are significant and have heavily impacted the Group's results for the years ended 31 December 2018 and 2019. It should be noted however, that these expenses are one-off in nature and will not have any impact on the Group's financial performance after the Listing.

INDUSTRY REVIEW

The outsourced document management services industry has evolved rapidly along with the advances in internet technology; and we have foreseen and adapted our business model to this change in stride by continuously evolving and renewing our service offerings under the Streamline Suite applications towards more efficient document processing, electronic delivery fulfilment and solutions.

Apart from this digitalisation trend, the global adoption of software as a service or subscription ("SaaS") for software application solution delivery will increase demand from existing and new customers to adopt our Streamline Electronic Document Warehouse ("EDW") through SaaS where services are delivered from our data centre. Furthermore, as our customers are mostly financial institutions, our Streamline EDW or services will have to be hosted in a Tier 3 data centre.

In light of the above, we aim to upgrade our IT infrastructure and expand our capacity to host and provide our Streamline EDW through SaaS in a Tier 3 data center facilities in Cyberjaya, Selangor, Malaysia. This new data centre facilities will contribute to our Group's outsourced document management services by allowing our Group to enhance our document hosting capability for electronic distribution and enterprise software solution services to our customers.

我們的年內溢利由截至2018年12月31日止年度約11.8百萬令吉特增加約1.3百萬令吉特或10.8%至截至2019年12月31日止年度約13.1百萬令吉特，乃主要由於上述原因所致，惟被已確認的一次性上市開支合計約26.6百萬令吉特所抵銷，其中3.5百萬令吉特（2018年：4.0百萬令吉特）已影響本集團截至2019年12月31日止年度的損益。該等開支數額重大並已嚴重影響本集團截至2018年及2019年12月31日止年度的業績。然而，須注意的是，該等開支屬一次性，將不會對本集團上市後的財務表現產生任何影響。

行業回顧

隨著互聯網技術的進步，外判文件管理服務行業發展迅速；而我們已預見到該變化，並通過不斷演進及更新Streamline Suite應用程序所提供的服務，邁向更具效能的文件處理、電子交付專遞及解決方案，來使業務模式迅速適應該變化。

除數碼化趨勢外，軟件應用解決方案交付逐步全面採納軟件即服務或認購（「SaaS」）將增加現有客戶及新客戶透過由我們的數據中心提供服務的SaaS採用Streamline Electronic Document Warehouse（「EDW」）的需求。此外，由於我們的客戶大部分為金融機構，我們的Streamline EDW或服務須於三級數據中心託管。

鑑於以上所述，我們擬透過在馬來西亞雪蘭莪州賽城的三級數據中心設施，將我們的資訊科技基礎設施升級，擴展我們託管及透過SaaS提供Streamline EDW的能力。該新數據中心使本集團加強電子分發及向客戶提供企業軟件解決方案服務的文件託管能力，從而為本集團的外判文件管理服務作出貢獻。

CHAIRMAN'S STATEMENT

主席報告

FUTURE OUTLOOK

With the outbreak of coronavirus pandemic ("COVID-19"), Malaysia has taken preventive measure, the Movement Control Order ("MCO") on 18 March 2020, thus a movement control was implemented throughout the country with the closure of all government and private premises except those involved in essential services. However, as we are involved in essential services, we moved swiftly to address staff health and safety, and operational and supply chains matters to enable us to continue to operate effectively throughout the MCO period. As there is opportunity in every challenge, we aim to turn this into an opportunity to increase our market share by providing the best services to our customers.

APPRECIATION

Again we are proud to mark this exciting new chapter for the Company, and look forward to provide long-term and competitive returns to Shareholders and investors in the future and on behalf of the Board of Directors of the Company, I would like to express my appreciation to the relentless support of our valued Shareholders and customers. Last but not least, my gratitude goes to the management team and all staffs for their commitment, dedication and tireless efforts in helping the Listing of the Company a reality.

Ling Sheng Hwang

Chairman and Chief Executive Officer

Hong Kong, 22 April 2020

未來前景

由於爆發冠狀病毒病（「COVID-19」）疫情下，馬來西亞於2020年3月18日採取了預防措施《行動管制令》（「行動管制令」），在全國實施行動管制，除涉及基本服務的政府及私人處所外，所有政府及私人處所均須關閉。由於我們參與基本服務，我們迅速行動以處理員工的健康及安全、營運及供應鏈事宜，以使我们能夠在整段行動管制令期間繼續有效運作。機遇與挑戰並存，我們矢志透過為客戶提供最佳服務將是次挑戰轉化為增加市場份額的契機。

致謝

我們再次為本公司上市這一振奮的新篇章引以為豪，並期待未來為股東及投資者提供長期及具競爭力的回報。本人謹代表本公司董事會感謝尊貴股東及客戶的鼎力支持。最後，本人亦感謝管理團隊及全體員工作出的承擔、奉獻及努力，幫助本公司成功上市。

主席兼行政總裁

Ling Sheng Hwang

香港，2020年4月22日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

We are a Malaysian-based outsourced document management services provider and related software applications and enterprise software solutions developer. Our outsourced document management services include (i) electronic document delivery; (ii) document print & mail fulfilment; (iii) MICR Cheque print & mail fulfilment; (iv) medical ID card print & mail fulfilment; and (v) document imaging and scanning services.

In or around 2005, we commenced developing our proprietary software applications that focused on digital transformation of documents and information and providing outsourced services in electronic document, print document delivery and document management hosting services for Malaysian companies in banking, insurance and retail industries. In addition to using our proprietary software for our outsourced document management services, we also provide enterprise software solutions to our customers.

FINANCIAL REVIEW

Our revenue increased by approximately RM4.4 million or 6.6% from approximately RM67.1 million for the year ended 31 December 2018 to approximately RM71.5 million for the year ended 31 December 2019. As a result of increase in gross profit, our net profit increased by approximately 10.8% from approximately RM11.8 million for the year ended 31 December 2018 to approximately RM13.1 million for the year ended 31 December 2019.

FUTURE PLANS AND PROSPECTS

We intend to achieve sustainable growth in our business and create long-term Shareholders' value. To achieve our goals, we proposed to implement the following strategies:

1. Expanding our Group's data processing and technical capacity
 - (a) Build a new data centre to upgrade our information technology infrastructure for expanding our outsourced document management services and our enterprise software solutions
 - (b) Strengthen our Group's technical operation support team
 - (c) Expand our research and development team to develop new applications within our Streamline Suite and front-end solutions

業務回顧

我們為一家總部設於馬來西亞的外判文件管理服務提供商及相關軟件應用程序及企業軟件解決方案開發商。我們的外判文件管理服務包括(i)電子文件傳遞；(ii)文件打印及郵件專遞；(iii)MICR支票打印及郵件專遞；(iv)醫療ID卡打印及郵件專遞；及(v)文件成像及掃描服務。

於2005年或前後，我們開始開發側重文件及資料數碼化轉換的專有軟件應用程序，並為馬來西亞銀行、保險及零售行業的公司提供電子文件、打印文件傳遞及文件管理託管服務等外判服務。除運用我們的專有軟件提供外判文件管理服務外，我們亦向客戶提供企業軟件解決方案。

財務回顧

我們的收益由截至2018年12月31日止年度的約67.1百萬令吉特增加約4.4百萬令吉特或6.6%至截至2019年12月31日止年度的約71.5百萬令吉特。由於毛利增加，我們的純利由截至2018年12月31日止年度的約11.8百萬令吉特增加約10.8%至截至2019年12月31日止年度的約13.1百萬令吉特。

未來計劃及前景

我們擬實現業務可持續增長及創造長期股東價值。為實現我們的目標，我們擬實施以下策略：

1. 擴大本集團的數據處理及技術能力
 - (a) 建設一個新數據中心，以升級資訊科技基礎設施，擴大我們的外判文件管理服務及我們的企業軟件解決方案
 - (b) 加強本集團的技術運營支持團隊
 - (c) 擴大我們的研發團隊，以於Streamline Suite及前端解決方案內開發新應用程序

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

2. Expanding our market presence locally and exploring expansion regionally to capture further market share
 - (a) Maintain and strengthen our relationship with existing customers, and capture new customers within Malaysia and Singapore
 - (b) Pursue appropriate strategic acquisitions and business opportunities
 3. Increasing our Group's visibility, operational efficiency and profitability through obtaining MSC Malaysia status
2. 擴大我們在當地的市場佔有率及探索區域擴展以獲取更多市場份額
 - (a) 維持及加強與現有客戶的關係，並於馬來西亞及新加坡獲得新客戶
 - (b) 尋求適當的戰略收購及商機
 3. 通過獲得馬來西亞MSC地位提高本集團的知名度、營運效率及盈利能力

Except for Listing expenses as disclosed in the Prospectus, to the best of our Directors' knowledge, since 31 December 2019 and up to the date of this annual report, there was no material adverse change to our financial position or business prospects.

除本招股章程所披露的上市開支外，據董事所知，自2019年12月31日以來及直至本年報日期，我們的財務狀況或業務前景並無重大不利變動。

As a result of the outbreak of COVID-19 and the extension of the MCO up to 28 April 2020 in Malaysia, the negotiation of the proposed acquisition of a parcel of land for construction of our new Tier 3 data centre could not begin in April 2020 (as disclosed in the Prospectus) and can commence only after the MCO is lifted, or in early May 2020. The Group will continuously monitor the changes of the situation and make timely response in the future.

由於馬來西亞爆發COVID-19，加上行動管制令延長至2020年4月28日，建議收購土地以興建三級標準新數據中心的磋商未能於2020年4月開始（誠如招股章程所披露），在行動管制令取消或2020年5月初方能展開。本集團將密切監察事態發展，日後將會適時作出回應。

RESULT OF OPERATIONS

Revenue

Our total revenue amounted to approximately RM67.1 million and RM71.5 million for the years ended 31 December 2018 and 2019, respectively, which was mainly derived from provision of outsourced document management services and enterprise software solutions.

Outsourced document management services

Outsourced document management services mainly involve electronic document delivery, document print and mail fulfilment and document imaging and scanning services.

Our revenue generated from the provision of outsourced document management services represent approximately 97.1% and 90.2% of the total revenue for the years ended 31 December 2018 and 2019, respectively. Our revenue from the provision of outsourced document management services maintained at a similar level of approximately RM65.2 million for the year ended 31 December 2018 and approximately RM64.5 million for the year ended 31 December 2019.

經營業績

收益

截至2018年及2019年12月31日止年度，我們的總收益分別約為67.1百萬令吉特及71.5百萬令吉特，乃主要來自提供外判文件管理服務及企業軟件解決方案。

外判文件管理服務

外判文件管理服務主要涉及電子文件傳送、文件列印及郵件專遞以及文件成像及掃描服務。

於2018年及2019年12月31日止年度，我們提供外判文件管理服務產生的收益分別佔總收益的約97.1%及90.2%。我們提供外判文件管理服務產生的收益維持相若水平，於截至2018年12月31日止年度約為65.2百萬令吉特，及於截至2019年12月31日止年度約為64.5百萬令吉特。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Enterprise software solutions

We provide enterprise software solutions to our customers using our proprietary streamline software and generated revenue mainly from license fee, maintenance fee and implementation fee.

Our revenue generated from the provision of enterprise software solutions represent approximately 2.9% and 9.8% of the total revenue for the years ended 31 December 2018 and 2019, respectively. Our revenue from provision of enterprise software solutions increased from approximately RM1.9 million for the year ended 31 December 2018 to approximately RM7.0 million for the year ended 31 December 2019. The increase was mainly due to (i) revenue of approximately RM2.5 million contributed from an existing customer which is a financial institution in Singapore for provision of Streamline Output Management System (“OMS”) solution services and related software license fee; and (ii) revenue of approximately RM2.3 million for provision of Streamline Suite solution services contributed from a new customer which is a private company in Singapore engaged in the provision of information technology solutions.

Cost of sales

Our cost of sales increased slightly by approximately RM1.5 million or 3.8% from approximately RM40.4 million for the year ended 31 December 2018 to approximately RM41.9 million for the year ended 31 December 2019. Such increase was mainly attributable to (i) the increase in cost of purchase of materials, which was mainly due to increase of medical ID card printing, mail fulfilment services provided and increase of supply of materials for document printing and mail fulfilment; and (ii) the increase in upkeep of assets mainly due to the increase of maintenance expenses for the printers.

企業軟件解決方案

我們使用專有streamline軟件向客戶提供企業軟件解決方案，並主要自授權費、維護費及實施費賺取收益。

截至2018年及2019年12月31日止年度，我們提供企業軟件解決方案產生的收益分別佔總收益的約2.9%及9.8%。我們提供企業軟件解決方案產生的收益由截至2018年12月31日止年度的約1.9百萬令吉特增加至截至2019年12月31日止年度的約7.0百萬令吉特。該增加主要由於(i)向現有客戶（為新加坡一家金融機構）提供Streamline Output Management System（「OMS」）解決方案服務而獲得收益約2.5百萬令吉特及相關軟件許可費；及(ii)向一名新客戶（為新加坡一間從事提供資訊科技解決方案的私人公司）提供Streamline Suite解決方案服務而貢獻獲得約2.3百萬令吉特所致。

銷售成本

我們的銷售成本由截至2018年12月31日止年度的約40.4百萬令吉特輕微增加約1.5百萬令吉特或3.8%至截至2019年12月31日止年度的約41.9百萬令吉特。該增加主要由於(i)採購材料成本增加（主要由於提供醫療ID卡打印、郵件專遞服務增加及文件打印材料及郵件專遞供應增加）；及(ii)資產保養增加（主要由於打印機的維護開支增加）所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Gross profit and gross profit margin

Our gross profit increased by approximately RM2.9 million or 10.8% from approximately RM26.7 million for the year ended 31 December 2018 to approximately RM29.6 million for the year ended 31 December 2019. Our gross profit margin increased by approximately 1.6% from approximately 39.8% for the year ended 31 December 2018 to approximately 41.4% for the year ended 31 December 2019. The increase in gross profit and gross profit margin was mainly attributable to: (i) significant increase in provision of enterprise software solution services to our customers which have higher gross profit margin; and (ii) increase in provision of electronic services such as electronic statements and delivery services and decrease of printing and mail fulfillment services provided to our customers under outsourced document management services due to the ongoing trend of the greater adoption of document digitalisation within enterprises. Electronic services generally have higher gross profit margin as the process is highly automated using streamline applications while more cost was involved in printing and mail fulfillment services such as postage charges and materials.

Other income and gains

Our other income and gains increased from approximately RM241,000 for the year ended 31 December 2018 to approximately RM566,000 for the year ended 31 December 2019, which was mainly due to the increase in bank interest received.

Administrative expenses

Our administrative expenses maintained at a similar level of approximately RM9.9 million for the year ended 31 December 2018 and approximately RM10.3 million for the year ended 31 December 2019.

Finance costs

Our finance costs increased from approximately RM410,000 for the year ended 31 December 2018 to approximately RM915,000 for the year ended 31 December 2019, which was mainly due to the interest of a new term loan of RM19.0 million which was drawn down in August 2018.

毛利及毛利率

我們的毛利由截至2018年12月31日止年度的約26.7百萬令吉特增加約2.9百萬令吉特或10.8%至截至2019年12月31日止年度的約29.6百萬令吉特。我們的毛利率由截至2018年12月31日止年度的約39.8%上升約1.6%至截至2019年12月31日止年度的約41.4%。毛利及毛利率上升主要歸因於：(i)向客戶提供企業軟件解決方案服務（具有較高毛利率）大幅增加；及(ii)企業內部更廣泛採用文件數字化的持續趨勢，導致所提供的電子服務（如電子報表及交付服務）增加以及根據外判文件管理服務向客戶提供的印刷及郵件專遞服務減少。電子服務的毛利率由於使用精簡應用程式令該流程高度自動化，故其毛利率一般較高，而印刷及郵件專遞服務所涉成本（如郵資及材料）則更高。

其他收入及收益

我們的其他收入及收益由截至2018年12月31日止年度的約241,000令吉特增加至截至2019年12月31日止年度的約566,000令吉特，乃主要由於已收銀行利息增加所致。

行政開支

我們的行政開支維持相若水平，於截至2018年12月31日止年度約為9.9百萬令吉特而於截至2019年12月31日止年度則約為10.3百萬令吉特。

融資成本

我們的融資成本由截至2018年12月31日止年度的約410,000令吉特增加至截至2019年12月31日止年度的約915,000令吉特，乃主要由於2018年8月提取的新增定期貸款19.0百萬令吉特的利息所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Profit before tax

Our profit before tax increased by approximately RM2.4 million or 14.4% from approximately RM16.6 million for the year ended 31 December 2018 to approximately RM19.0 million for the year ended 31 December 2019. Such increase was primarily due to an increase in gross profit of approximately RM2.9 million.

Income tax expense

Our income tax expense increased from approximately RM4.8 million for the year ended 31 December 2018 to approximately RM6.0 million for the year ended 31 December 2019. Such increase was mainly due to the increase in profit before tax and the increase in non-deductible expenses mainly attributable to interest on term loan.

Profit for the year and net profit margin

Our profit for the year increased by approximately RM1.3 million or 10.8% from approximately RM11.8 million for the year ended 31 December 2018 to approximately RM13.1 million for the year ended 31 December 2019, which was mainly due to the reasons as mentioned above. Our net profit margin increased from approximately 17.6% for the year ended 31 December 2018 to approximately 18.2% for the year ended 31 December 2019.

除稅前溢利

我們的除稅前溢利由截至2018年12月31日止年度的約16.6百萬令吉特增加約2.4百萬令吉特或14.4%至截至2019年12月31日止年度的約19.0百萬令吉特。該增加乃主要由於毛利增加約2.9百萬令吉特所致。

所得稅開支

我們的所得稅開支由截至2018年12月31日止年度的約4.8百萬令吉特增加至截至2019年12月31日止年度的約6.0百萬令吉特。該增加乃主要由於除稅前溢利增加及不可扣減開支增加（主要歸因於定期貸款利息）所致。

年內溢利及淨利潤率

我們的年內溢利由截至2018年12月31日止年度的約11.8百萬令吉特增加約1.3百萬令吉特或10.8%至截至2019年12月31日止年度的約13.1百萬令吉特，乃主要由於上述原因所致。我們的淨利潤率由截至2018年12月31日止年度的約17.6%增至截至2019年12月31日止年度的約18.2%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Discussion of Certain Key Items in the Consolidated Statement of Financial Position

Net Current Assets

The following table sets forth a breakdown of our current assets and current liabilities as at the dates indicated:

若干主要綜合財務狀況表項目的討論

流動資產淨值

下表載列我們截至所示日期的流動資產及流動負債明細：

		As at 31 December	
		於12月31日	
		2019	2018
		2019年	2018年
		(RM'000)	(RM'000)
		(千令吉特)	(千令吉特)
		(audited)	(audited)
		(經審核)	(經審核)
Current assets	流動資產		
Trade receivables	貿易應收款項	19,229	18,297
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	4,497	2,512
Due from related parties	應收關聯方款項	3,893	3,375
Cash and bank balances	現金及銀行結餘	26,097	18,351
Total current assets	流動資產總值	53,716	42,535
Current liabilities	流動負債		
Trade payables	貿易應付款項	1,193	1,097
Other payables and accruals	其他應付款項及應計費用	2,161	3,677
Loans and borrowings and lease liabilities	貸款及借貸以及租賃負債	2,189	2,042
Income tax payables	應付所得稅	1,603	1,153
Total current liabilities	流動負債總額	7,146	7,969
Net current assets	流動資產淨值	46,570	34,566

Our net current assets increased from approximately RM34.6 million as at 31 December 2018 to approximately RM46.6 million as at 31 December 2019, which was mainly due to the increase in prepayments, deposits and other receivables and cash and bank balances.

我們的流動資產淨值由2018年12月31日的約34.6百萬令吉特增加至2019年12月31日的約46.6百萬令吉特，乃主要歸因於預付款項、按金及其他應收款項以及銀行結餘增加所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Trade receivables

Our trade receivables increased from approximately RM18.3 million as at 31 December 2018 to approximately RM19.2 million as at 31 December 2019. Such increase was in line with the increase in revenue and mainly due to the amount due from one customer in Singapore for enterprise software solution services.

The table below sets out our average trade receivable turnover days for the relevant years indicated:

貿易應收款項

我們的貿易應收款項由截至2018年12月31日的約18.3百萬令吉增至截至2019年12月31日的約19.2百萬令吉。該增加與收益增加一致，及主要由於就企業軟件解決方案服務應收一名新加坡客戶的款項所致。

下表載列我們於所示相關年度的平均貿易應收款項週轉天數：

		Year ended 31 December	
		截至12月31日止年度	
		2019	2018
		2019年	2018年
Average trade receivable turnover days (Note)	平均貿易應收款項週轉天數(附註)	96	89

Note: Average trade receivable turnover days is calculated as the average of the beginning and ending trade receivable balances for the year, divided by the revenue for that year, multiplied by 365 days.

附註：平均貿易應收款項週轉天數乃按有關年度年初及年末貿易應收款項結餘的平均值除以該年度的收益再乘以365天計算。

Our average trade receivables turnover days increased from approximately 89 days for the year ended 31 December 2018 to approximately 96 days for the year ended 31 December 2019 mainly due to increase in trade receivable balance due to the reason mentioned above.

我們的平均貿易應收款項週轉天數由截至2018年12月31日止年度的約89天增加至截至2019年12月31日止年度的約96天，主要由於上述原因導致貿易應收款項結餘增加所致。

Prepayments, deposits and other receivables

Our prepayments, deposits and other receivables increased from approximately RM2.5 million as at 31 December 2018 to approximately RM4.5 million as at 31 December 2019 mainly due to the increase in prepayment for listing expenses and the increase in deposit for postage services.

預付款項、按金及其他應收款項

我們的預付款項、按金及其他應收款項由2018年12月31日的約2.5百萬令吉增至2019年12月31日的約4.5百萬令吉，主要由於就上市開支預付款項增加及有關郵資服務的按金增加所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Trade payables

Our trade payables maintained at a similar level of approximately RM1.1 million and RM1.2 million as at 31 December 2018 and 2019, respectively. The credit term on trade payables is generally 30 days.

The table below sets out our average trade payable turnover days for the relevant years indicated:

		Year ended 31 December	
		截至12月31日止年度	
		2019	2018
		2019年	2018年
Average trade payable turnover days (Note)	平均貿易應付款項週轉天數(附註)	10	17

Note: Average trade payable turnover days is calculated as the average of the beginning and ending trade payable balances for the year, divided by the cost of sales for that year, multiplied by 365 days.

The average trade payable turnover days decreased from approximately 17 days for the year ended 31 December 2018 to approximately 10 days for the year ended 31 December 2019 mainly due to high beginning trade payable balance for the year ended 31 December 2018.

Other payables and accruals

Our other payables and accruals decreased from approximately RM3.7 million as at 31 December 2018 to approximately RM2.2 million as at 31 December 2019 mainly due to the decrease of accrual for listing expenses.

Property, plant and equipment and right-of-use assets

Our Group's property, plant and equipment primarily consists of land and buildings, renovation of building, computer and software and plant and machinery. The decrease in the carrying amounts of the property, plant and equipment and right-of-use assets from approximately RM14.9 million as at 31 December 2018 to approximately RM13.1 million as at 31 December 2019 was mainly due to the depreciation provided for the year.

貿易應付款項

我們的貿易應付款項於2018年及2019年12月31日維持相若水平，分別約為1.1百萬令吉特及1.2百萬令吉特。貿易應付款項的信貸期一般為30天。

下表載列我們於所示相關年度平均貿易應付款項週轉天數：

		Year ended 31 December	
		截至12月31日止年度	
		2019	2018
		2019年	2018年
Average trade payable turnover days (Note)	平均貿易應付款項週轉天數(附註)	10	17

附註：平均貿易應付款項週轉天數乃按有關年度年初及年末貿易應付款項結餘的平均值除以該年度的銷售成本再乘以365天計算。

平均貿易應付款項週轉天數由截至2018年12月31日止年度的約17天減少至截至2019年12月31日止年度的約10天，主要由於截至2018年12月31日止年度貿易應付款項期初結餘較高所致。

其他應付款項及應計費用

我們的其他應付款項及應計費用由2018年12月31日的約3.7百萬令吉特減少至2019年12月31日的約2.2百萬令吉特，主要由於上市開支的應計費用減少所致。

物業、廠房及設備使用權資產

本集團的物業、廠房及設備主要包括土地及樓宇、樓宇翻新、電腦及軟件以及廠房及機器。物業、廠房及設備及使用權資產的賬面值由2018年12月31日的約14.9百萬令吉特減少至2019年12月31日的約13.1百萬令吉特，主要乃由於年內計提折舊所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Intangible assets

Our Group's intangible assets include Streamline OMS, Streamline EDW, Streamline Document Management System ("DMS") phase I and Streamline DMS phase II. As at 31 December 2018 and 2019, Streamline OMS, Streamline EDW and Streamline DMS phase I are available for use and Streamline DMS phase II is under development. The carrying amount of our Group's internally developed technologies was approximately RM2.8 million and RM3.4 million as at 31 December 2018 and 2019, respectively. The increase in carrying amount was due to continuous development of our Streamline DMS phase II.

Capital and Contractual Commitments

We had no material capital commitments as at 31 December 2018 and 2019.

Indebtedness

The following table sets forth our indebtedness as of the dates indicated:

無形資產

本集團的無形資產包括Streamline OMS、Streamline EDW、Streamline Document Management System (「DMS」)第I階段及Streamline DMS第II階段。於2018年及2019年12月31日，Streamline OMS、Streamline EDW及Streamline DMS第I階段可供使用，而Streamline DMS第II階段正在開發中。於2018年及2019年12月31日，本集團內部所開發技術的賬面值分別約為2.8百萬令吉特及3.4百萬令吉特。賬面值增加乃由於持續開發Streamline DMS第II階段所致。

資本及合約承擔

於2018年及2019年12月31日，我們概無任何重大資本承擔。

債務

下表載列我們截至所示日期的債務：

		As at 31 December	
		截至12月31日止年度	
		2019	2018
		2019年	2018年
		(RM'000)	(RM'000)
		(千令吉特)	(千令吉特)
		(audited)	(audited)
		(經審核)	(經審核)
Current liabilities	流動負債		
Bank loan	銀行貸款	2,118	1,975
Lease liabilities	租賃負債	71	67
		2,189	2,042
Non-current liabilities	非流動負債		
Bank loan	銀行貸款	14,270	16,431
Lease liabilities	租賃負債	234	305
		14,504	16,736
		16,693	18,778

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Bank loan

The bank loan denominated in Ringgit Malaysia amounting to RM19.0 million was drawn down in August 2018 for working capital purpose and is repayable by instalments for 96 months.

As at 31 December 2018 and 2019, the bank loan bore a floating interest rate at the bank's base lending rate minus 2.1% per annum. The interest rates on bank loan as at 31 December 2018 and 2019 are 4.90% and 4.75% per annum, respectively.

For further information on bank loans and maturity profile, please refer to Note 19 of the Notes to the consolidated financial statements to this annual report.

Lease liabilities

The lease liabilities mainly represented lease liabilities payable to Director of the Group amounted to approximately RM372,000 and RM305,000 as at 31 December 2018 and 2019, respectively.

Liquidity and financial resources

The Group maintains a solid financial position and as at 31 December 2019 was in a net cash position. The Group is able to meet its obligations when they become due in its ordinary and usual course of business. The current ratio, being the ratio of current assets to current liabilities, was around 7.5 as at 31 December 2019 (as at 31 December 2018: 5.3). The Group's working capital requirements were mainly financed by internal resources.

Treasury Policy

The Group has adopted a prudent financial management approach towards its treasury policy and thus maintained a healthy liquidity position for the year ended 31 December 2019.

To manage the liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

Charges on Group Assets

Save as disclosed in Note 19 of the Notes to the consolidated financial statements to this annual report, no asset of the Group was charged to secure bank loans and other borrowings granted to the Group as at 31 December 2019.

銀行貸款

以馬來西亞令吉計值的19.0百萬令吉特銀行貸款於2018年8月提取，作營運資金用途並須分96個月分期償還。

於2018年及2019年12月31日，銀行貸款乃按銀行基準貸款利率減每年2.1%的浮動利率計息。於2018年及2019年12月31日，銀行貸款的年利率分別為4.90%及4.75%。

有關銀行貸款及相關到期情況的進一步詳情，請參閱本年報綜合財務報表附註中之附註19。

租賃負債

租賃負債主要指應付本集團董事的租賃負債，於2018年及2019年12月31日分別約為372,000令吉特及305,000令吉特。

流動資金及財務資源

本集團保持穩健的財政狀況，於2019年12月31日，本集團處於淨現金狀況。本集團有能力應付於日常業務過程中到期的責任。於2019年12月31日，流動比率（即流動資產對流動負債的比率）約為7.5（於2018年12月31日：5.3）。本集團的營運資金需求主要以內部資源撥付。

庫務政策

本集團已對其庫務政策採取審慎的財務管理方針，故於截至2019年12月31日止年度維持健康的流動資金狀況。

為管理流動資金風險，董事會密切留意本集團的流動資金狀況，以確保本集團資產負債及其他承擔的流動資金架構可應付不時的資金需要。

集團資產抵押

除本年報綜合財務報表附註中之附註19所披露者外，於2019年12月31日，本集團並無資產被抵押為授予本集團銀行貸款或其他借款之擔保。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Litigation and Contingent Liabilities

There was no outstanding litigation nor any other contingent liabilities as at 31 December 2019. Save as aforesaid or as otherwise disclosed herein, we did not have any outstanding loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances, or acceptable credits, debentures, mortgages, charges, hire purchase commitments, guarantees or other material contingent liabilities at the close of business on 31 December 2019.

Directors have confirmed that there has not been any material adverse change in our Group's indebtedness and contingent liabilities since 31 December 2019 and up to the date of this annual report.

Key Financial Ratios

訴訟及或然負債

於2019年12月31日，本集團概無任何未決訴訟或任何其他或然負債。除上文所述或本年報所另行披露者外，於2019年12月31日營業時間結束時，我們並無任何已發行及發行在外或協定將予發行的未償還貸款資本、銀行透支、貸款或其他類似債務、承兌負債或承兌信貸、債權證、按揭、抵押、租購承擔、擔保或其他重大或然負債。

董事已確認，本集團的債務及或然負債自2019年12月31日起及直至本年報日期並無任何重大不利變動。

主要財務比率

		As at 31 December 於12月31日		
		Notes 附註	2019 2019年	2018 2018年
Current ratio (times)	流動比率(倍)	1	7.5	5.3
Gearing ratio (%)	資本負債比率(%)	2	34.1	52.7
Debt to equity ratio (%)	負債權益比率(%)	3	N/A不適用	1.2

		Year ended 31 December 截至12月31日止年度		
		Notes 附註	2019 2019年	2018 2018年
Interest coverage ratio (times)	利息覆蓋率(倍)	4	21.8	41.5
Return on total assets (%)	總資產回報率(%)	5	18.6	19.6
Return on equity (%)	權益回報率(%)	6	27.2	33.7

Notes:

- (1) Current ratio is calculated based on our total current assets divided by our total current liabilities as of the end of each reporting year.
- (2) Gearing ratio is calculated based on the total loans and borrowings by the total equity as at the end of the respective year and multiplied by 100%.
- (3) Debt to equity ratio is calculated based on the net debt divided by the total equity as at the end of the respective year and multiplied by 100%. Net debts are defined to include all borrowings net of cash and cash equivalents.

附註：

- (1) 流動比率按截至各報告年末的流動資產總值除以流動負債總額計算。
- (2) 資本負債比率乃按有關年末的貸款及借款除以總權益再乘以100%計算。
- (3) 負債權益比率乃按有關年末的債務淨額除以總權益再乘以100%計算。債務淨額的定義包括所有借貸（經扣除現金及現金等價物）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

- (4) Interest coverage ratio is calculated based on profit for the year before finance costs and income tax divided by our finance costs for each reporting year.
- (5) Return on total assets is calculated based on profit for the year divided by our total assets as of the end of each reporting year and multiplied by 100%.
- (6) Return on equity is calculated based on profit for the year divided by our total equity as of the end of each reporting year and multiplied by 100%.
- (4) 利息覆蓋率乃按除融資成本及所得稅前年度溢利除以各報告年度的融資成本計算。
- (5) 總資產回報率乃按年內溢利除以各報告年末的總資產再乘以100%計算。
- (6) 權益回報率乃按年內溢利除以各報告年末總權益再乘以100%計算。

Current ratio

Our current ratio increased from approximately 5.3 times as at 31 December 2018 to approximately 7.5 times as at 31 December 2019 mainly due to the increase in current assets as a result of increase in prepayments, deposits and other receivables of approximately RM2.0 million and increase in cash and bank balances of approximately RM7.7 million as at 31 December 2019.

Gearing ratio

Our gearing ratio decreased from approximately 52.7% as at 31 December 2018 to approximately 34.1% as at 31 December 2019 mainly due to the repayment of the bank loan during 2019.

Debt to equity ratio

Our Group remained at a net cash position as at 31 December 2019. Our Group's debt to equity ratio was approximately 1.2% as at 31 December 2018 mainly due to the bank loan of RM19.0 million drawn down in August 2018.

Interest coverage ratio

Our Group's interest coverage ratio decreased from approximately 41.5 times for the year ended 31 December 2018 to approximately 21.8 times for the year ended 31 December 2019 mainly due to the increase of finance cost.

Return on total assets

Our return on total assets decreased slightly from approximately 19.6% for the year ended 31 December 2018 to approximately 18.6% for the year ended 31 December 2019 mainly due to the increase in total assets as at 31 December 2019 as a result of increase in prepayments, deposit and other receivables and cash and bank balance.

流動比率

我們的流動比率由2018年12月31日的約5.3倍增至2019年12月31日的約7.5倍，主要由於流動資產增加所致，而流動資產增加乃由於於2019年12月31日預付款項、按金及其他應收款項增加約2.0百萬令吉特以及現金及銀行結餘增加約7.7百萬令吉特所致。

資本負債比率

我們的資本負債比率由2018年12月31日的約52.7%減至2019年12月31日的約34.1%，主要由於於2019年償還銀行貸款所致。

負債權益比率

於2019年12月31日，本集團維持淨現金狀況。於2018年12月31日，本集團的負債權益比率約為1.2%，主要由於於2018年8月提取銀行貸款19.0百萬令吉特所致。

利息覆蓋率

本集團的利息覆蓋率由截至2018年12月31日止年度的約41.5倍減少至截至2019年12月31日止年度的約21.8倍，主要由於融資成本增加所致。

總資產回報率

我們的總資產回報率由截至2018年12月31日止年度的約19.6%輕微減少至截至2019年12月31日止年度的約18.6%，主要由於於2019年12月31日資產總值因預付款項、按金及其他應收款項以及現金及銀行結餘增加而增加所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Return on equity

Our return on equity decreased from approximately 33.7% for the year ended 31 December 2018 to approximately 27.2% for the year ended 31 December 2019 mainly due to the increase in total equity because of the net profit retained for the year ended 31 December 2018.

Significant Investment Held, Material Acquisition and Disposal

Save as disclosed in this annual report and the Prospectus, the Group did not hold any significant investment nor did the Group carry out any material acquisition and disposal during the year.

Capital Structure

The Shares of the Company were listed on Main Board of the Stock Exchange on 27 March 2020. There has been no change in the capital structure of the Company since then. As at 31 December 2019, the capital structure of the Company comprised mainly issued share capital and reserves.

Future Plans for Material Investments and Capital Assets

Save as disclosed in the paragraph headed “Application of Proceeds from the Listing” in this section and other sections in this annual report and the Prospectus, the Group does not have other future plans for material investments and capital assets as at the date of this annual report.

權益回報率

我們的權益回報率由截至2018年12月31日止年度的約33.7%減少至截至2019年12月31日止年度的約27.2%，主要由於總權益因截至2018年12月31日止年度的保留純利而增加所致。

所持有的重大投資、重大收購及出售

除本年報及招股章程所披露者外，本集團於年內並無持有任何重大投資或進行任何重大收購及出售。

資本結構

本公司股份已於2020年3月27日在聯交所主板上市。本公司的資本結構自此並無任何變動。於2019年12月31日，本公司的資本架構主要由已發行股本及儲備組成。

有關重大投資及資本資產的未來計劃

除本年報內本節「應用上市所得款項」一段及其他章節以及招股章程所披露者外，於本年報日期，本集團並無任何其他有關重大投資及資本資產的未來計劃。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Treasury Policy and Principal Risks and Uncertainties

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the period under review. The Group's ordinary activities expose it to various financial risks, including interest rate risk, credit risk and liquidity risk. The management monitors closely our Group's exposures to financial risks to ensure appropriate measures are implemented in a timely and effective manner. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. The Group is exposed to interest rate risk arising from bank borrowings. The Group does not use derivative financial instruments to hedge its exposure to interest rate fluctuations. However, the Group manages to obtain the most favourable interest rates available whenever the Group obtains additional financing through bank borrowings. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its obligations from time to time.

For further information, please refer to Note 25 of the Notes to the consolidated financial statements in this annual report.

Foreign currency risk

Foreign currency risk is the risk that the value of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Group considers itself having no foreign currency risk because it has no significant foreign currency transactions, and no significant financial assets and liabilities denominated in foreign currencies outstanding during the year ended 31 December 2019. The Group did not engage in any derivative contracts to hedge its exposure to foreign exchange risk during the year ended 31 December 2019.

The Board will continue to review and consider splitting the roles of chairman of the Board and the chief executive officer of the Company at a time when it is appropriate by taking into account the circumstances of the Group as a whole.

庫務政策及主要風險及不確定因素

本集團已對其庫務政策採取審慎的財務管理方針，故於回顧期內維持健康的流動資金狀況。本集團的日常業務涉及各種財務風險，包括利率風險、信貸風險及流動資金風險。管理層密切監察本集團的財務風險，以確保及時而有效地採取適當措施。本集團不斷評估其客戶的信用狀況及財政狀況，務求降低信貸風險。本集團須承擔銀行借款產生的利率風險。本集團並無使用衍生金融工具對沖其利率波動風險。然而，本集團每次從銀行借款取得額外融資時均能獲得最優惠利率。為管理流動資金風險，董事會密切監察本集團的流動資金狀況，以確保本集團資產負債及其他承擔的流動資金架構可不時履行還款責任。

有關進一步資料，請參閱本年報綜合財務報表附註中之附註25。

外匯風險

外匯風險指金融工具價值因外匯匯率變動而波動的風險。

本集團認為，由於其並無重大外匯交易，故其本身並無承受外匯風險，且於截至2019年12月31日止年度末並無尚未償還的以外幣計值的重大金融資產及負債。本集團於截至2019年12月31日止年度並無訂立任何衍生工具合約以對沖其外匯風險。

董事會將繼續檢討，並會在計及本集團整體情況後考慮於適當時候將董事會主席與本公司行政總裁的角色分開。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Application of Proceeds from the Listing

Trading of the Shares of the Company on the Main Board of the Stock Exchange commenced on the Listing Date. The net proceeds from the Listing amounted to approximately HK\$75.8 million. The net proceeds are expected to be used for the purposes disclosed in the Prospectus.

A summary of the expected use of the net proceeds from the Listing is set out below:

應用上市所得款項

本公司股份於上市日期開始在聯交所主板買賣。上市所得款項淨額約為75.8百萬港元。預計所得款項淨額將按招股章程所披露的用途動用。

有關上市所得款項淨額預期用途的概要載列如下：

Business objectives as stated in the Prospectus	招股章程所述業務目標	Percentage of total net proceeds 佔所得款項淨額總額的百分比	Planned use of net proceeds 所得款項淨額的計劃用途 HK\$ 'million 百萬港元 (approximate) (概約)
To increase technological capability and capacity to develop into other market vertical/parallels	增加技術實力及發展其他垂直／平行市場的能力	88.6%	67.2
- to build a new Tier 3 compliant data centre and upgrade of information technology infrastructure	- 建設一個符合三級標準的新數據中心及升級資訊科技基礎設施	76.7%	58.1
- to strengthen the Group's technical operation support system	- 加強本集團的技術運營支持系統	6.8%	5.2
- to expand the software development team of the Group	- 擴大本集團的軟件開發團隊	5.1%	3.9
To expand market presence locally and explore expansion regionally to capture further market share	擴展本地市場份額及探索區域擴張，進一步獲取市場份額	11.4%	8.6
- to step up the Group's marketing and sale efforts to reach out to new customers	- 加大本集團的營銷及推廣力度以觸及新客戶	3.6%	2.7
- to be used in potential strategic acquisition and business opportunities	- 以用於潛在戰略收購及商機	7.8%	5.9

The net proceeds have been or will be applied in the manner consistent with the use of proceeds as disclosed in the section headed "Future Plans and Proposed Use of Proceeds" of the Prospectus. In particular, approximately HK\$12.0 million of the net proceeds had been applied for paying the professional service fees in relation to the construction of a new Tier 3 compliant data centre from the Listing Date up to the date of this annual report. The remaining unutilised portion of the net proceeds has been deposited in reputable banks in Hong Kong.

所得款項淨額已經或將會以與招股章程「未來計劃及所得款項擬定用途」一節所披露的所得款項用途一致的方式動用。尤其是，自上市日期起直至本年報日期，所得款項淨額中約12.0百萬港元已用於支付與建設一個符合三級標準的新數據中心有關的專業服務費。所得款項淨額的餘下未動用部分已存入香港聲譽卓著的銀行。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Employees

As at 31 December 2019, the Group had approximately 181 employees. The total remuneration cost (including staff costs capitalised as software development expenditure) amounted to RM8.5 million for the year ended 31 December 2019 (as compared to RM9.4 million for the year ended 31 December 2018).

The terms of employment of employees conform to normal commercial practice. The remuneration of the employees, Directors and senior management of the Group is set and paid on the basis of the relevant employees' qualifications, competence, work performance, industry experience, relevant market trend and the Group's operating results etc. Discretionary bonuses are granted to employees based on merit and in accordance with industry practice. Other benefits including share options, retirement benefits, subsidised medical care, pension funds and training programmes are offered to eligible employees.

The Company has adopted a Share Option Scheme. Please refer to the section headed "Share Option" in the Directors' Report to this annual report.

僱員

於2019年12月31日，本集團有約181名僱員。於截至2019年12月31日止年度的薪酬成本總額（包括資本化為軟件開發開支的員工成本）為8.5百萬令吉特（而截至2018年12月31日止年度為9.4百萬令吉特）。

僱員聘用條款符合一般商業慣例。本集團的僱員、董事及高級管理層薪酬根據相關僱員之資格、能力、工作表現、行業經驗、相關市場趨勢及本集團之經營業績等制訂及支付。本公司根據行業慣例向優秀僱員授予酌情花紅，並向合資格僱員提供其他福利，包括購股權、退休福利、醫療補貼、退休金及培訓項目。

本公司已採納一項購股權計劃。請參閱本年報董事會報告「購股權計劃」一節。

BIOGRAPHIES OF THE DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

EXECUTIVE DIRECTORS

Mr. Ling Sheng Hwang, aged 55, was appointed as a Director on 13 June 2018 and re-designated as an Executive Director and appointed as the chairman of the Board and Chief Executive Officer with effect from 15 February 2019. Mr. F Ling is the chairman of the Nomination Committee and the member of the Remuneration Committee. Mr. F Ling co-founded our Group with Mr. W Ling in February 2000. He is responsible for overseeing and managing corporate strategic planning and business development of our Group. He is also the director of all of the companies of our Group. Prior to co-founding our Group, Mr. F Ling was a director of Roda Sakti Sdn Bhd (principally engaged in logistic services) from May 1996 to March 2010.

Mr. F Ling graduated from University of Kansas, Kansas of the United States with a Bachelor of Science in Electrical Engineering and a Master of Business Administration in May 1987 and in May 1989, respectively.

Mr. F Ling is the brother of Mr. W Ling, our Executive Director and the brother of Mr. S Ling, our Non-Executive Director. Mr. F Ling's interest in the Shares are set out in the section headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or Any of Its Associated Corporations" of the Directors' Report in this annual report.

Mr. Ling Sheng Chung, aged 51, was appointed as a Director on 13 June 2018 and re-designated as an Executive Director and appointed as the Chief Technical Officer with effect from 15 February 2019. Mr. W Ling is the member of each of the Remuneration Committee and the Nomination Committee. Mr. W Ling co-founded our Group with Mr. F Ling in February 2000. He is responsible for overseeing and managing information technology and software development of our Group. He is also the director of all of the companies of our Group. From 1993 to 1996, Mr. W Ling was an analysis engineer of CAE TECH, INC engaged in Computer Aided Engineering. From 1992 to 1993, Mr. W Ling was an engineer of Engineering Mechanics Research Corporation (principally engaged in the development of computer aided engineering software).

Mr. W Ling obtained a Bachelor of Science in Mechanical Engineering and a Master of Science in Mechanical Engineering from the University of Kansas, Kansas of the United States in May 1990 and October 1992, respectively.

Mr. W Ling is the brother of Mr. F Ling, our Executive Director and the brother of Mr. S Ling, our Non-Executive Director. Mr. W Ling's interest in the Shares are set out in the section headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or Any of Its Associated Corporations" of the Directors' Report in this annual report.

執行董事

Ling Sheng Hwang先生，55歲，於2018年6月13日獲委任為董事，並調任為執行董事及獲委任為董事會主席兼行政總裁，自2019年2月15日起生效。F Ling先生為提名委員會主席及薪酬委員會成員。F Ling先生於2000年2月與W Ling先生共同創辦本集團。彼負責監督及管理本集團的公司策略規劃及業務發展。彼亦為本集團所有成員公司的董事。於共同創建本集團前，F Ling先生於1996年5月至2010年3月為Roda Sakti Sdn Bhd（主要從事物流服務）的董事。

F Ling先生畢業於美國堪薩斯州堪薩斯大學，分別於1987年5月及1989年5月獲授電氣工程理學學士及工商管理碩士。

F Ling先生為執行董事W Ling先生的胞兄及非執行董事S Ling先生的胞弟。F Ling先生於股份中的權益載於本年報董事會報告「董事及最高行政人員於本公司或其任何相聯法團的股份、相關股份或債權證中擁有的權益及淡倉」一節。

Ling Sheng Chung先生，51歲，於2018年6月13日獲委任為董事，並於2019年2月15日起調任為執行董事及獲委任為技術總監。W Ling先生為薪酬委員會及提名委員會成員。W Ling先生於2000年2月與F Ling先生共同創辦本集團。彼負責監督及管理本集團的資訊科技及軟件開發。彼亦為本集團所有成員公司的董事。於1993年至1996年，W Ling先生為CAE TECH, INC（從事計算機輔助工程）的分析工程師。於1992年至1993年，W Ling先生為Engineering Mechanics Research Corporation（主要從事計算機輔助工程軟件開發）的工程師。

W Ling先生分別於1990年5月及1992年10月獲美國堪薩斯州堪薩斯大學頒授機械工程理學學士及機械工程理學碩士。

W Ling先生為執行董事F Ling先生的胞弟及非執行董事S Ling先生的胞弟。W Ling先生於股份中的權益載於本年報董事會報告「董事及最高行政人員於本公司或其任何相聯法團的股份、相關股份或債權證中擁有的權益及淡倉」一節。

BIOGRAPHIES OF THE DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

NON-EXECUTIVE DIRECTOR

Mr. Ling Sheng Shyan, aged 58, was appointed as a Non-Executive Director with effect from 15 February 2019. Mr. S Ling is the member of the Audit Committee. He is responsible for advising on the corporate and business strategies of our Group. Mr. S Ling has been the Managing Director and Chief Executive Officer of Compuforms (principally engaged in designing and printing Computer forms) since 1985. He had been the Executive Director of Rafreq Maschinenbau Sdn. Bhd. (principally engaged in machinery design & fabrication) for nine years until July 2018. He has also been the Director of Rejoice Home Sdn. Bhd. (principally engaged in investment holding) and Rejoice Homes Ltd (principally engaged in buying and selling of own real estate) since December 2005 and February 2017, respectively.

Mr. S Ling obtained the Secondary School Honour Graduation Diploma from High Park School and the Ministry of Education, Ontario in Toronto, Canada in August 1979.

Mr. S Ling is the brother of Mr. F Ling and Mr. W Ling, the Executive Directors.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lee Yan Kit (李殷傑), aged 49, was appointed as an Independent Non-Executive Director on 11 March 2020. Mr. Lee is the member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. Mr. Lee is responsible for providing independent judgment on issues of strategy, policy, performance, accountability, key appointments and standard of conduct of our Group. Mr. Lee has been a Director and the Chief Executive Officer of National Arts Travel Limited (principally engaged in providing travel related products), which is a subsidiary of National Arts Entertainment and Culture Group Limited ("NA Group") (HKEx Stock Code: 8228), a company listed on GEM operated by the Stock Exchange, since February 2019 and June 2018, respectively. Mr. Lee has further been appointed as the Director of investor relationship and marketing of NA Group, Chief Executive Officer of National Arts Production & Promotions Limited (a subsidiary of NA Group and principally engaged in provision of promotional performance services in Hong Kong) and a Director of artiste management of National Arts Entertainment Limited (a subsidiary of NA Group and principally engaged in provision of management services to artistes in Hong Kong) since February 2020. Mr. Lee was a volunteer director of Sowers Action (Non-Governmental Organization) from October 2016 to October 2018, and has been the vice chairman of its board of directors since October 2018 and the volunteer honorary advisor of Sowers Action Orchestra since February 2019. Mr. Lee is and has been a founding director of Hong Kong Young Chief Officers' Association since November 2017 and was appointed as a vice chairman of the organizing committee on the event of the 1st Hong Kong Youth Festival in April 2018 and the president of the external affairs committee for 2018 to 2019 in December 2018.

非執行董事

Ling Sheng Shyan先生，58歲，於2019年2月15日起獲委任為非執行董事。S Ling先生為審核委員會成員。彼負責就本集團的公司及業務策略提供意見。S Ling先生自1985年起為Compuforms（主要從事電腦表格的設計及印刷）的董事總經理及行政總裁。彼於2018年7月前曾擔任Rafreq Maschinenbau Sdn. Bhd.（主要從事機械設計及製造）的執行董事達九年。彼自2005年12月及2017年2月起亦分別為Rejoice Home Sdn. Bhd.（主要從事投資控股）及Rejoice Homes Ltd（主要從事買賣自有不動產）的董事。

S Ling先生於1979年8月獲加拿大多倫多High Park School及安大略教育部頒授中學榮譽畢業文憑。

S Ling先生為執行董事F Ling先生及W Ling先生的胞兄。

獨立非執行董事

李殷傑先生，49歲，於2020年3月11日獲委任為獨立非執行董事。李先生為審核委員會、薪酬委員會及提名委員會成員。李先生負責就本集團的策略、政策、表現、問責制、主要委任及行為準則事宜提供獨立判斷。李先生自2019年2月及2018年6月起分別為國藝旅遊有限公司（主要從事提供旅遊相關產品）的董事及行政總裁，該公司為聯交所GEM上市公司國藝娛樂文化集團有限公司（「國藝集團」）（聯交所股份代號：8228）的附屬公司。李先生自2020年2月起亦獲委任為國藝集團的投資者關係及市場策略總監，國藝製作及推廣有限公司（為國藝集團的一間附屬公司及主要從事於在香港提供推廣演出服務）的行政總裁以及國藝娛樂有限公司（為國藝集團的一間附屬公司及主要從事於在香港向藝人提供管理服務）的藝人管理總監。李先生自2016年10月至2018年10月為非政府組織苗圃行動的義務董事，並自2018年10月起為其董事局副主席以及自2019年2月起擔任苗圃行動中樂團的義務榮譽顧問。李先生自2017年11月起一直為香港青年總裁協會創會理事，並於2018年4月獲委任為第一屆香港青年節活動籌備委員會副主席及於2018年12月獲委任為2018年至2019年度外務委員會主席。

BIOGRAPHIES OF THE DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Mr. Lee has over 20 years of experience in the banking and financial industry. Mr. Lee has been the Director of Hoyan Group International Limited (“Hoyan Group”) since September 2016. Within Hoyan Group, he served as the president with respect to the banking, public relations & consulting services of SBG Holdings Limited (principally engaged in the operation of beauty medical centres) between September 2016 and September 2017 and chief marketing officer of HKST Group Holdings Limited (principally engaged in travel services and education consultancy business) between September 2016 and May 2018. From September 2006 to July 2016, Mr. Lee held various positions at Dah Sing Bank Limited (principally engaged in financial services and banking) including team head, regional head, general manager and project manager. He also acted as the senior business financial manager and team manager of Standard Chartered Bank (HK) Limited from June 2004 to September 2006. Between January 2001 and June 2004, he served at DBS Kwong On Bank Limited (currently known as DBS (Hong Kong) Limited), with his last position as a vice president. From April 2000 to January 2001, Mr. Lee worked as an assistant manager of Wing Hang Bank Limited. He was an officer at Sin Hua Bank Ltd., Hong Kong branch (currently known as Bank of China (Hong Kong) Limited) from March 1996 to April 2000.

Mr. Lee obtained his Bachelor of Arts from the University of Manitoba in May 1993 in Canada and a certificate of business management from Ryerson Polytechnic University in June 1996 in Canada. Mr. Lee also obtained a Master of Science in financial management from the University of London in the United Kingdom in December 2000 as an external student.

李先生於銀行及金融行業擁有逾20年經驗。李先生自2016年9月起為浩恩集團國際有限公司（「浩恩集團」）的董事。於浩恩集團，彼於2016年9月至2017年9月擔任詩琳控股集團有限公司（主要從事美容醫療中心營運）的總裁，負責銀行、公共關係及顧問服務，及於2016年9月至2018年5月擔任學聯集團控股有限公司（主要從事旅遊服務及教育諮詢業務）的首席營銷官。於2006年9月至2016年7月，李先生曾於大新銀行有限公司（主要從事金融服務及銀行業務）擔任多個職位，包括營業主管、區域總監、總經理及項目總監。彼亦曾於2004年6月至2006年9月期間擔任渣打銀行（香港）有限公司的高級商業理財經理及營業中心主管。於2001年1月至2004年6月，彼任職於DBS廣安銀行有限公司（現稱星展銀行（香港）有限公司），最後職位為副總裁。於2000年4月至2001年1月，李先生擔任永亨銀行有限公司的助理經理。於1996年3月至2000年4月，彼為新華銀行香港分行（現稱中國銀行（香港）有限公司）主任。

李先生於1993年5月於加拿大獲曼尼托巴大學（University of Manitoba）頒授文學士學位，及於1996年6月於加拿大獲懷雅遜理工大學（Ryerson Polytechnic University）頒授工商管理學證書。李先生亦於2000年12月作為校外生獲英國倫敦大學頒授金融管理學碩士學位。

BIOGRAPHIES OF THE DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Ms. Eugenia Yang (楊元晶), aged 43, was appointed as an Independent Non-Executive Director on 11 March 2020. Ms. Yang is the member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. Ms. Yang is responsible for providing independent judgment on issues of strategy, policy, performance, accountability, key appointments and standard of conduct of our Group. Ms. Yang has been an Independent Non-Executive Director of EFT Solutions Holdings Ltd (HKEx Stock Code: 8062) (principally engaged in the provision of electronic fund transfer at point-of-sale solutions), a company listed on GEM operated by the Stock Exchange, from August 2017 to September 2019. Ms. Yang was an Independent Non-Executive Director of Nority International Group Limited (currently known as Wai Chun Bio-Technology Limited and principally engaged in the manufacture and sale of modified starch and other biochemical products) (HKEx Stock Code: 660), a company listed on the Main Board of the Stock Exchange, from August 2005 to May 2006 and an independent non-executive director of (i) Millennium Pacific Group Holdings Limited (HKEx Stock Code: 8147) (principally engaged in the research and development, manufacture and sale of consumer electronic products) from June 2014 to July 2017, and (ii) China Oil Gangran Energy Group Holdings Limited (formerly known as Fairson Holdings Limited and principally engaged in energy related business) (HKEx Stock Code: 8132) from August 2013 to June 2018, the shares of these companies are listed on GEM operated by the Stock Exchange.

Ms. Yang has been a practicing barrister-at-law in Hong Kong since June 2005. She has been a member of CPA Australia since September 2003 and a member of the HKICPA since July 2005. She has also been a member of the Institute of Chartered Accountants in England and Wales ("ICAEW") since May 2016 and a member of the Institute of Certified Public Accountants of Pakistan since May 2017.

Ms. Yang obtained her Bachelor of Commerce, Postgraduate Diploma in Finance and a Master of Commerce from The University of Melbourne, Australia, in March 1998, April 1999 and September 2000 respectively, and a Bachelor of Laws from Monash University, Australia, in March 2003. She also obtained a Postgraduate Certificate in Laws from the City University of Hong Kong in July 2004.

楊元晶女士，43歲，於2020年3月11日獲委任為獨立非執行董事。楊女士為審核委員會、薪酬委員會及提名委員會成員。楊女士負責就本集團的策略、政策、表現、問責制、主要委任及行為準則事宜提供獨立判斷。楊女士於2017年8月至2019年9月擔任聯交所GEM上市公司俊盟國際控股有限公司（聯交所股份代號：8062）（主要從事提供銷售點電子資金轉賬解決方案）的獨立非執行董事。於2005年8月至2006年5月，楊女士為聯交所主板上市公司耐力國際集團有限公司（現稱璋俊生物科技有限公司，主要從事製造及銷售變性澱粉及其他生化產品）（聯交所股份代號：660）的獨立非執行董事，以及(i)於2014年6月至2017年7月為匯思太平洋集團控股有限公司（聯交所股份代號：8147）（主要從事研發、製造及銷售消費電子產品）的獨立非執行董事，及(ii)於2013年8月至2018年6月為中油港燃能源集團控股有限公司（前稱鉦皓控股有限公司，主要從事能源相關業務）（聯交所股份代號：8132）的獨立非執行董事，該等公司的股份於聯交所運作的GEM上市。

楊女士自2005年6月起為香港執業大律師。彼自2003年9月起為澳洲註冊會計師協會會員，及自2005年7月起為香港會計師公會會員。彼自2016年5月起亦為英格蘭及威爾士特許會計師協會（「英格蘭及威爾士特許會計師協會」）會員，及自2017年5月起為巴基斯坦註冊會計師協會會員。

楊女士於1998年3月、1999年4月及2000年9月分別獲得澳洲墨爾本大學商科學士學位、金融學研究生文憑及商科碩士學位，並於2003年3月獲得澳洲莫納什大學法學學士學位。彼亦於2004年7月獲香港城市大學頒授法學研究生證書。

BIOGRAPHIES OF THE DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Mr. Wong Son Heng, aged 64, was appointed as an Independent Non-Executive Director on 11 March 2020. Mr. Wong is the chairman of each of the Audit Committee and the Remuneration Committee, and the member of the Nomination Committee. Mr. Wong is responsible for providing independent judgement on issues of strategy, policy, performance, accountability, key appointments and standard of conduct of our Group.

Mr. Wong has over 34 years of experience in the auditing and accounting industry. Mr. Wong established and has been a partner at his own audit firm, Wong & Partners, since May 1994. From March 2008 to February 2014, and since rejoining the firm in October 2014, Mr. Wong has been a partner at an audit firm, CCH, Wong & Partners. From June 1983 to April 1993, Mr. Wong worked in Hew & Tan (principally engaged in audit and accounting) and his last designation being audit supervisor.

Mr. Wong was an associate of Chartered Association of Accountants in May 1991 and has been a fellow of the Chartered Association of Certified Accountants since May 1996. Mr. Wong has also been a public accountant of the Malaysian Institute of Accountants since October 1991.

SENIOR MANAGEMENT

Our senior management comprises Mr. F Ling, Mr. W Ling and Mr. Lam Yin Yam. For biographical details of Mr. F Ling and Mr. W Ling, please refer to the paragraph headed “Executive Directors” in this section.

Mr. Lam Yin Yam (林彥欽), aged 34, joined our Group in November 2018 as our group financial controller. He is primarily responsible for overseeing the financial reporting and budgeting for our Group. Mr. Lam has over 10 years of experience in the accounting and finance industry. Prior to joining our Group, he served as the financial controller and the finance manager of several Hong Kong listed companies from June 2015 to September 2018. From November 2009 to June 2015, Mr. Lam worked in an international accounting firm in Hong Kong and his last position was manager in the assurance department.

Mr. Lam has been registered as a certified public accountant of the Hong Kong Institutes of Certified Public Accountants since March 2013. Mr. Lam obtained his Bachelor of Business Administration (professional accountancy) from the Chinese University of Hong Kong in December 2009.

Wong Son Heng先生，64歲，於2020年3月11日獲委任為獨立非執行董事。Wong先生為審核委員會及薪酬委員會主席，以及提名委員會成員。Wong先生負責就本集團的策略、政策、表現、問責制、主要委任及行為準則事宜提供獨立判斷。

Wong先生於審計及會計行業擁有逾34年經驗。Wong先生於1994年5月成立自己的審計事務所Wong & Partners並為其合夥人。自2008年3月起至2014年2月，以及自2014年10月再次加入事務所以來，Wong先生為審計事務所CCH, Wong & Partners的合夥人。於1983年6月至1993年4月，Wong先生於Hew & Tan（主要從事審計及會計）任職，其最後職位為審計主管。

Wong先生於1991年5月成為特許會計師公會會員，並自1996年5月起為特許公認會計師公會資深會員。Wong先生自1991年10月起亦為馬來西亞會計師協會的會計師。

高級管理層

我們的高級管理層包括F Ling先生、W Ling先生及林彥欽先生。有關F Ling先生及W Ling先生的履歷詳情，請參閱本節「執行董事」一段。

林彥欽先生，34歲，於2018年11月加入本集團擔任集團財務總監。彼主要負責監督本集團的財務申報及預算工作。林先生於會計及金融行業擁有逾10年經驗。於加入本集團前，彼於2015年6月至2018年9月擔任多間香港上市公司的財務總監及財務經理。於2009年11月至2015年6月，林先生於香港一間國際會計師事務所任職，其最後職位為核證部經理。

林先生自2013年3月起註冊為香港會計師公會的執業會計師。林先生於2009年12月獲香港中文大學頒授工商管理（專業會計學）學士學位。

BIOGRAPHIES OF THE DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

COMPANY SECRETARY

Ms. Chan Lok Yee (陳灝而), ACIS, ACS, was appointed as our company secretary on 13 November 2018. Ms. Chan has over six years of experience in the provision of a full range of company secretarial and compliance services and has held positions in various corporate secretarial companies in Hong Kong. She has been a manager of corporate services in Vistra Corporate Services (HK) Limited since February 2019, and is currently serving a portfolio of clients, including public listed companies and private companies.

In October 2011, Ms. Chan awarded her bachelor of arts degree (with a major in English studies for the professions and a minor in translation) from the Hong Kong Polytechnic University. In July 2015, she was admitted to the degree of Master of Science in Professional Accounting and Corporate Governance from the City University of Hong Kong. She was admitted as both an associate member of The Hong Kong Institute of Chartered Secretaries and an associate member of The Institute of Chartered Secretaries and Administrators in the United Kingdom in September 2015.

公司秘書

陳灝而女士，ACIS、ACS，於2018年11月13日獲委任為公司秘書。陳女士在提供全面公司秘書及合規服務方面擁有逾六年經驗，並曾在香港多家公司秘書公司任職。自2019年2月起，彼為Vistra Corporate Services (HK) Limited的公司服務經理，現時為一系列客戶（包括上市公司及私人公司）提供服務。

於2011年10月，陳女士獲香港理工大學頒授文學士學位（主修專業英語研究，副修翻譯）。於2015年7月，彼獲香港城市大學頒授專業會計及企業管治理學碩士學位。彼於2015年9月獲接納為香港特許秘書公會會員及英國特許秘書及行政人員公會會員。

DIRECTORS' REPORT

董事會報告

The Board of Directors presents this annual report and the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2019.

SHARE OFFER AND CAPITALISATION ISSUE

The Company was incorporated on 13 June 2018 as an exempted company with limited liability under the Companies Law. A total of 200,000,000 Shares with nominal value of HK\$0.01 per Share were issued at HK\$0.63 each by way of share offer on 26 March 2020 and on 27 March 2020, the Company's Shares were listed on the Main Board of the Stock Exchange. Further, the Company allotted and issued a total of 599,999,800 ordinary shares, credited as fully paid at par, to Flash Dragon Company Limited and Jupiter Rain Company Limited equally on 27 March 2020 by way of capitalisations of the sum of HK\$5,999,998 standing to the credit of the share premium account of the Company pursuant to the resolutions of the shareholder passed on 11 March 2020.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Company and its subsidiaries are principally engaged in the provision of outsourced document management services and related software applications and enterprise software solutions in Malaysia and Singapore. Principal activities of each of its principal subsidiaries are set out in Note 1 of the Notes to the consolidated financial statements in this annual report.

BUSINESS REVIEW

A fair review of the business of the Group for the year ended 31 December 2019 which includes an analysis of the Group's performance using financial key performance indicators and a discussion on the Group's likely future business development, events affecting the Company that have occurred since the end of the financial year and a description of the principal risks and uncertainties that the Group may be facing are provided in the sections headed "Chairman's Statement", "Management Discussion and Analysis" and "Corporate Governance Report" of this annual report. The review forms part of the Directors' Report.

RESULTS AND FINANCIAL POSITION

The results of the Group for the year ended 31 December 2019 are set out in the consolidated statement of comprehensive income on pages 78 of this annual report.

The financial position of the Group as at 31 December 2019 is set out in the consolidated statement of financial position on pages 79 and 80 of this annual report.

董事會提呈本年報以及本公司及其附屬公司截至2019年12月31日止年度的經審核綜合財務報表。

股份發售及資本化發行

本公司於2018年6月13日根據公司法註冊成立為獲豁免有限公司。於2020年3月26日，本公司以股份發售方式按每股0.63港元發行合共200,000,000股每股面值0.01港元的股份，及於2020年3月27日，本公司股份在聯交所主板上市。此外，根據於2020年3月11日通過的股東決議案，本公司透過將本公司股份溢價賬的進賬額5,999,998港元資本化的方式，於2020年3月27日按面值平均向Flash Dragon Company Limited及Jupiter Rain Company Limited配發及發行合共599,999,800股入賬列為繳足的普通股。

主要業務活動

本公司為一家投資控股公司。本公司及其附屬公司主要在馬來西亞及新加坡從事提供外判文件管理服務以及相關軟件應用程序及企業軟件解決方案。其各主要附屬公司的主要業務活動載於本年報綜合財務報表附註之附註1。

業務回顧

有關本集團截至2019年12月31日止年度業務的公平回顧（包括使用財務關鍵績效指標對本集團的表現進行分析、本集團可能的未來業務發展的討論、自財政年度末以來所發生對本公司產生影響的事件以及本集團可能面臨的主要風險及不明朗因素的說明），已載於本年報「主席報告」、「管理層討論及分析」及「企業管治報告」各節。該檢討構成董事會報告的一部分。

業績及財務狀況

本集團截至2019年12月31日止年度的業績載於本年報第78頁的綜合全面收益表。

本集團於2019年12月31日的財務狀況載於本年報第79及80頁的綜合財務狀況表。

DIRECTORS' REPORT

董事會報告

SEGMENT INFORMATION

Segment information of the Group is set out in Note 29 of the Notes to the consolidated financial statements in this annual report.

DIVIDEND

A dividend of RM13.00 million was declared to the then shareholders of the Company on 12 March 2020 and was paid on 14 March 2020. Investors who became the shareholders of the Company after the Listing were not entitled to such dividend.

The Board of Directors did not recommend the payment of a final dividend for the year ended 31 December 2019.

As far as the Company is aware, as at the date of this annual report, there has been no arrangement under which any Shareholder has waived, or agreed to waive, any dividends proposed to be distributed for the year ended 31 December 2019.

DIVIDEND POLICY

The Company has adopted a dividend policy on the board meeting dated 22 April 2020 that, in recommending or declaring dividends, the Company shall maintain adequate and sufficient cash reserves for meeting its working capital requirements and future growth as well as its Shareholder value. The Board has the full discretion to declare and distribute dividends to the Shareholders, and any final dividend for a financial year will be subject to Shareholders' approval. In proposing any dividend payout, the Board shall take into account, among other things, the Group's financial results, cash flow situation, business conditions and strategies, expected future operations and earnings, capital requirements and expenditure plans, interests of shareholders, any restrictions on payment of dividends and any other factors the Board may consider relevant. Any payment of the dividend by the Company is also subject to any restrictions under the Companies Law and the Articles.

分部資料

本集團的分部資料載於本年報綜合財務報表附註之附註29。

股息

本公司於2020年3月12日向其當時股東宣派股息13.00百萬令吉特，並已於2020年3月14日派付有關股息。於上市後成為本公司股東的投資者無權收取有關股息。

董事會不建議就截至2019年12月31日止年度派付任何末期股息。

就本公司所知，於本年報日期，並無任何股東放棄或同意放棄擬就截至2019年12月31日止年度分派之任何股息之安排。

股息政策

本公司於日期為2020年4月22日的董事會會議上採納一項股息政策，其訂明於建議宣派或宣派股息時，本公司須維持足以應付其營運資金需求、未來增長以及其股東價值的充足現金儲備。董事會可全權酌情決定宣派及分派股息予股東，而任何財政年度的末期股息均須經股東批准。於提議派付任何股息時，董事會須考慮下列因素（其中包括）：本集團的財務業績、現金流量狀況、業務狀況及策略、預期未來營運及盈利、資金需求及開支計劃、股東利益、派付股息的任何限制及董事會可能認為屬相關的任何其他因素。本公司所派付任何股息亦須受公司法及細則項下任何限制規限。

DIRECTORS' REPORT

董事會報告

CLOSURE OF REGISTER OF MEMBERS

For determining the Shareholders' entitlement to attend and vote at the 2020 AGM, the register of members of the Company will be closed from Tuesday, 23 June 2020 to Monday, 29 June 2020 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the 2020 AGM, the unregistered holder of Shares must lodge all transfer documents, accompanied by the relevant share certificates, with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 22 June 2020.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year ended 31 December 2019 are set out in Note 12 of the Notes to the consolidated financial statements in this annual report.

SHARE CAPITAL

Details of the movements in the share capital of the Company during the year ended 31 December 2019 are set out in Note 21 of the Notes to the consolidated financial statements in this annual report.

RESERVES

Movements in the reserves of the Group and the Company during the year ended 31 December 2019 are set out in the consolidated statement of changes in equity on page 81 and in Note 23 of the Notes to the consolidated financial statements in this annual report, respectively. The Company did not have any distributable reserve as at 31 December 2019.

SHARE AND DEBENTURES ISSUED

The Company did not issue any shares and debentures for the year ended 31 December 2019.

暫停辦理股份過戶登記手續

為釐定股東出席2020年股東週年大會並於會上投票的權利，本公司將於2020年6月23日（星期二）至2020年6月29日（星期一）（包括首尾兩日）暫停辦理股份過戶登記手續，期間不會辦理股份過戶登記。為符合資格出席2020年股東週年大會並於會上投票，未登記股份持有人須於2020年6月22日（星期一）下午四時三十分前把所有過戶文件連同有關股票送達本公司於香港的股份過戶登記分處香港中央證券登記有限公司（地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖）辦理過戶登記手續。

物業、廠房及設備

截至2019年12月31日止年度，本集團物業、廠房及設備的變動詳情載於本年報綜合財務報表附註之附註12。

股本

截至2019年12月31日止年度，本公司股本變動的詳情載於本年報綜合財務報表附註之附註21。

儲備

截至2019年12月31日止年度，本集團及本公司的儲備變動分別載於本年報第81頁的綜合權益變動表及綜合財務報表附註之附註23。於2019年12月31日，本公司並無任何可供分派儲備。

已發行股份及債權證

截至2019年12月31日止年度，本公司並無發行股份及債權證。

DIRECTORS' REPORT

董事會報告

USE OF PROCEEDS FROM THE LISTING

A total of 200,000,000 Shares with nominal value of HK\$0.01 per Share were issued on 26 March 2020 at HK\$0.63 each by way of Share Offer ("Share Offer"), raising a total of approximately HK\$126 million. The net proceeds raised by the Company from the Share Offer, after deduction of the underwriting commissions and other related listing expenses, amounted to approximately HK\$75.8 million. For information on the use of proceeds of the Share Offer, please refer to the section headed "Application of Proceeds from the Listing" in the Management Discussion and Analysis of this annual report.

DIRECTORS

The members of the Board during the year ended 31 December 2019 and up to the date of this annual report are as follows:

Executive Directors

Mr. Ling Sheng Hwang, Chairman of the Board and Chief Executive Officer
Mr. Ling Sheng Chung

Non-Executive Director

Mr. Ling Sheng Shyan
(appointed on 15 February 2019)

Independent Non-executive Directors

Ms. Eugenia Yang
(appointed on 11 March 2020)
Mr. Lee Yan Kit
(appointed on 11 March 2020)
Mr. Wong Son Heng
(appointed on 11 March 2020)

The biographical details of the Directors of the Company are set out in the section headed "Biographies of the Directors and Senior Management" on pages 26 to 31 in this annual report.

DIRECTORS' SERVICE CONTRACTS

Each of the Executive Director has entered into a service agreement with the Company for an initial term of three years with effect from the Listing Date and shall be terminable by either party by giving not less than one month's notice in writing to the other or payment of wages in lieu of notice.

上市所得款項用途

於2020年3月26日通過以股份發售（「股份發售」）之方式按每股0.63港元的價格發行合共200,000,000股每股面值0.01港元的股份，籌集資金合共約126百萬港元。經扣除包銷佣金及其他相關上市開支後，本公司自股份發售籌集的所得款項淨額約為75.8百萬港元。有關股份發售所得款項用途的資料，請參閱本年報管理層討論及分析中「應用上市所得款項」一節。

董事

截至2019年12月31日止年度及直至本年報日期的董事會成員如下：

執行董事

Ling Sheng Hwang先生，董事會主席兼行政總裁
Ling Sheng Chung先生

非執行董事

Ling Sheng Shyan先生
(於2019年2月15日獲委任)

獨立非執行董事

楊元晶女士
(於2020年3月11日獲委任)
李殷傑先生
(於2020年3月11日獲委任)
Wong Son Heng先生
(於2020年3月11日獲委任)

本公司董事的履歷詳情載於本年報第26至31頁「董事及高級管理層履歷」一節。

董事服務合約

各執行董事已與本公司訂立服務協議，自上市日期起計初步為期三年，可由任何一方通過向另一方發出不少於一個月的書面通知或以支付薪金代替通知的方式予以終止。

DIRECTORS' REPORT

董事會報告

The Non-Executive Director has signed a letter of appointment with the Company for an initial term of three years with effect from the Listing Date and shall be terminable by either party by giving three months' notice in writing to the other or payment in lieu of notice.

Each of the Independent Non-Executive Directors has signed a letter of appointment with the Company for an initial term of three years with effect from the Listing Date and shall be terminable by either party by giving one month's notice in writing to the other or payment in lieu of notice.

The above appointments are always subject to the provisions of retirement and rotation of directors under the Articles of Association.

None of the Directors proposed for re-election at the forthcoming Annual General Meeting has an unexpired service agreement which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory obligations.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

Save as disclosed under the section headed "Related Party Transactions and Continuing Connected Transactions" in this Directors' Report and in note 23 to the consolidated financial statements, no transactions, arrangement and contracts of significance to which the Company or any of its subsidiaries was a party and in which any Director (or any entity connected with a Director) had a material interest, whether directly and indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2019.

CONTROLLING SHAREHOLDERS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

Save as disclosed under the section headed "Related Party Transactions and Continuing Connected Transactions" in this Directors' Report and in note 23 to the consolidated financial statements, no contracts of significance (including contracts of significance for the provision of services) between Company (or any of its subsidiaries) and any Controlling Shareholder of the Company (or any of its subsidiaries) subsisted at the end of the year or at any time during the year ended 31 December 2019.

非執行董事已與本公司簽署委任函，自上市日期起計初步為期三年，可由任何一方通過向另一方發出不少於三個月的書面通知或以支付代通知金的方式予以終止。

各獨立非執行董事已與本公司簽署委任函，自上市日期起計初步為期三年，可由任何一方通過向另一方發出不少於一個月的書面通知或以支付代通知金的方式予以終止。

上述委任須一直遵守組織章程細則項下有關董事退任及輪值的規定。

建議在即將舉行的股東週年大會上重選的董事概無訂有本公司或其任何附屬公司不可於一年內在毋須支付補償（法定責任除外）的情況下即可終止的未到期服務協議。

董事於重大交易、安排及合約的權益

除本董事會報告「關聯方交易及持續關連交易」一節及綜合財務報表附註23所披露者外，本公司或其任何附屬公司概無訂立任何董事（或與董事有關連的任何實體）於其中直接或間接擁有重大利益且於截至2019年12月31日止年度結束時或年內任何時間存續的任何重大交易、安排及合約。

控股股東於重大交易、安排及合約中的權益

除本董事會報告「關聯方交易及持續關連交易」一節及綜合財務報表附註23所披露者外，本公司（或其任何附屬公司）與本公司任何控股股東（或其任何附屬公司）概無訂立於截至2019年12月31日止年度結束時或年內任何時間存續的任何重大合約（包括提供服務的重大合約）。

DIRECTORS' REPORT

董事會報告

RELATED PARTY TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 December 2019, the Group entered into certain transactions with related parties as defined in accordance with applicable accounting standards, and details of which are set out in Note 23 of the Notes to the consolidated financial statements of this annual report. Such related party transactions include the continuing connected transactions (fully exempted pursuant to Chapter 14A of Listing Rules). The Company confirms that it has complied with the disclosure requirements in accordance with Chapter 14A of Listing Rules.

MANAGEMENT CONTRACTS

During the year ended 31 December 2019, no contracts concerning the management and administration of the whole or any substantial part of the businesses of the Company were entered into or existed.

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

As the Company was not listed on the Stock Exchange as at 31 December 2019, Divisions 7 and 8 of Part XV of the SFO and section 352 of the SFO were not applicable to the Directors or chief executive of the Company as at 31 December 2019.

關聯方交易及持續關連交易

截至2019年12月31日止年度，本集團曾與適用會計準則所界定的關聯方進行若干交易，有關詳情載於本年報綜合財務報表附註之附註23。該等關聯方交易包括持續關連交易（根據上市規則第十四A章獲全面豁免）。本公司確認其一直遵守上市規則第十四A章的披露要求。

管理合約

截至2019年12月31日止年度，概無訂立或存在與本公司全部或任何重大部分業務的管理及行政有關的合約。

董事及最高行政人員於本公司或其任何相聯法團的股份、相關股份及債權證中的權益及淡倉

由於本公司於2019年12月31日尚未在聯交所上市，故證券及期貨條例第XV部第7及8分部以及證券及期貨條例第352條於2019年12月31日並不適用於董事或本公司最高行政人員。

DIRECTORS' REPORT

董事會報告

As at the date of this annual report, the interests and short positions of the Directors or the chief executives of the Company in any of the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or (ii) which were required, as recorded in the register, to be maintained by the Company pursuant to section 352 of the SFO, or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

於本年報日期，董事或本公司最高行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）的任何股份、相關股份及債權證中擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉，或(ii)須記錄於本公司根據證券及期貨條例第352條存置的登記冊的權益及淡倉，或(iii)根據標準守則須知會本公司及聯交所的權益及淡倉如下：

Name of Director 董事姓名	Capacity/nature of interests 身份／權益性質	Number of ordinary Shares held/interested ⁽¹⁾ 持有／擁有權益的普通股數目 ⁽¹⁾	Approximate percentage of shareholding interest ⁽⁴⁾ 股權概約百分比 ⁽⁴⁾
Mr. Ling Sheng Hwang ⁽²⁾ Ling Sheng Hwang先生 ⁽²⁾	Interest in controlled corporation 受控法團權益	300,000,000	37.5%
Mr. Ling Sheng Chung ⁽³⁾ Ling Sheng Chung先生 ⁽³⁾	Interest in controlled corporation 受控法團權益	300,000,000	37.5%

Notes:

- (1) All the above Shares are held in long position.
- (2) Flash Dragon Company Limited, wholly-owned by Mr. Ling Sheng Hwang, held 300,000,000 Shares. Mr. Ling Sheng Hwang is deemed to be interested in 300,000,000 Shares pursuant to the SFO.
- (3) Jupiter Rain Company Limited, wholly-owned by Mr. Ling Sheng Chung, held 300,000,000 Shares. Mr. Ling Sheng Chung is deemed to be interested in the 300,000,000 Shares pursuant to the SFO.
- (4) The calculation is based on the total number of 800,000,000 Shares in issue as at the date of this annual report.

附註：

- (1) 以上所有股份均以好倉持有。
- (2) Flash Dragon Company Limited (由Ling Sheng Hwang先生全資擁有)持有300,000,000股股份。Ling Sheng Hwang先生根據證券及期貨條例被視為於300,000,000股股份中擁有權益。
- (3) Jupiter Rain Company Limited (由Ling Sheng Chung先生全資擁有)持有300,000,000股股份。Ling Sheng Chung先生根據證券及期貨條例被視為於300,000,000股股份中擁有權益。
- (4) 有關計算乃基於本年報日期合共有800,000,000股已發行股份作出。

Save as disclosed above, as at the date of this annual report, none of the Directors or chief executives of the Company had or was deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations.

除上文所披露者外，於本年報日期，本公司董事或最高行政人員概無於本公司或其相聯法團的任何股份、相關股份或債權證中擁有或被視為擁有任何權益或淡倉。

DIRECTORS' REPORT

董事會報告

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As the Company was not listed on the Stock Exchange as at 31 December 2019, Divisions 2 and 3 of Part XV of the SFO and section 352 of the SFO were not applicable to the substantial shareholders and other persons of the Company as at 31 December 2019.

As at the date of this annual report, so far as was known to the Directors, the following persons (not being the Directors or chief executives of the Company) had, or deemed to have, interests or short positions in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which would be recorded in the register required to be kept by the Company under Section 336 of the SFO:

主要股東於股份及相關股份中的權益及淡倉

由於本公司於2019年12月31日尚未在聯交所上市，故證券及期貨條例第XV部第2及3分部以及證券及期貨條例第352條於2019年12月31日並不適用於本公司主要股東及其他人士。

於本年報日期，就董事所知，以下人士（並非本公司董事或主要行政人員）於本公司的股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司作出披露或須記錄於本公司根據證券及期貨條例第336條存置的登記冊的權益或淡倉：

Name	Capacity/Nature of interests	Number of ordinary Shares held/interest ⁽¹⁾	Approximate percentage of shareholding interest ⁽⁶⁾
姓名／名稱	身份／權益性質	持有／擁有權益的普通股數目 ⁽¹⁾	股權概約百分比 ⁽⁶⁾
Flash Dragon Company Limited ⁽²⁾ Flash Dragon Company Limited ⁽²⁾	Beneficial interest 實益權益	300,000,000	37.5%
Ms. Chua Siew Chen ⁽³⁾ Chua Siew Chen女士 ⁽³⁾	Interest of spouse 配偶權益	300,000,000	37.5%
Jupiter Rain Company Limited ⁽⁴⁾ Jupiter Rain Company Limited ⁽⁴⁾	Beneficial interest 實益權益	300,000,000	37.5%
Ms. Seo Chee Teng ⁽⁵⁾ Seo Chee Teng女士 ⁽⁵⁾	Interest of spouse 配偶權益	300,000,000	37.5%

Notes:

- (1) All the above Shares are held in long position.
- (2) Flash Dragon Company Limited, wholly-owned by Mr. Ling Sheng Hwang, held 300,000,000 Shares.

附註：

- (1) 以上所有股份均以好倉持有。
- (2) Flash Dragon Company Limited (由Ling Sheng Hwang先生全資擁有)持有300,000,000股股份。

DIRECTORS' REPORT

董事會報告

- (3) Ms. Chua Siew Chen, the spouse of Mr. Ling Sheng Hwang, is deemed to be interested in the 300,000,000 Shares held by Mr. Ling Sheng Hwang, through his controlled corporation, Flash Dragon Company Limited, pursuant to the SFO.
- (4) Jupiter Rain Company Limited, wholly-owned by Mr. Ling Sheng Chung, held 300,000,000 Shares.
- (5) Ms. Seo Chee Teng, the spouse of Mr. Ling Sheng Chung, is deemed to be interested in the 300,000,000 Shares held by Mr. Ling Sheng Chung, through his controlled corporation, Jupiter Rain Company Limited, pursuant to the SFO.
- (6) The calculation is based on the total number of 800,000,000 shares in issue as at the date of this annual report.

Save as disclosed above, as at the date of this annual report, no person, other than the Directors or chief executives of the Company whose interests are set out in the section headed "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or any of its Associated Corporations" above had any interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept under section 336 of the SFO.

SHARE OPTIONS

The Share Option Scheme was adopted by the Company on 11 March 2020. The purpose of the Share Option Scheme is to enable the Company to grant options to Eligible Participants (as defined in the paragraph below) as incentives or rewards for their contribution or potential contribution to the Group.

Unless otherwise cancelled or amended, the Board is entitled at any time within the period of 10 years from the date of adoption of the Share Option Scheme to make an offer to the below eligible participants (the "Eligible Participants") of the Share Option Scheme:

- (i) any full-time or part-time Employees, or potential employees, executives or officers of the Company or any of its subsidiaries;
- (ii) any Directors (including Executive, Non-Executive and Independent Non-Executive Directors) of the Company or any of its subsidiaries; and
- (iii) any suppliers, customers, agents and advisers who, in the sole opinion of the Board, will contribute or have contributed to our Company and/or any of its subsidiaries.

- (3) Chua Siew Chen女士 (Ling Sheng Hwang先生的配偶) 根據證券及期貨條例被視為於Ling Sheng Hwang先生透過其受控法團Flash Dragon Company Limited持有的300,000,000股股份中擁有權益。
- (4) Jupiter Rain Company Limited (由Ling Sheng Chung先生全資擁有) 持有300,000,000股股份。
- (5) Seo Chee Teng女士 (Ling Sheng Chung先生的配偶) 根據證券及期貨條例被視為於Ling Sheng Chung先生透過其受控法團Jupiter Rain Company Limited持有的300,000,000股股份中擁有權益。
- (6) 有關計算乃基於本年報日期共有800,000,000股已發行股份作出。

除上文所披露者外，於本年報日期，除其權益載於上文「董事及最高行政人員於本公司及其任何相關法團的股份、相關股份及債權證中的權益及淡倉」一節的董事或本公司最高行政人員外，概無其他人士於股份或相關股份中擁有記錄於根據證券及期貨條例第336條存置的登記冊的任何權益或淡倉。

購股權

本公司於2020年3月11日採納購股權計劃。購股權計劃的目的是要令本公司能夠向合資格參與者 (定義見下段) 授予購股權作為彼等對本集團作出貢獻或潛在貢獻的激勵或獎勵。

除非另行取消或修訂，否則董事會有權自購股權計劃採納之日起計十年內隨時向下列購股權計劃的以下合資格參與者 (「合資格參與者」) 提出要約：

- (i) 本公司或其任何附屬公司的任何全職或兼職僱員、潛在僱員、行政人員或高級職員；
- (ii) 本公司或其任何附屬公司的任何董事 (包括執行、非執行及獨立非執行董事)；及
- (iii) 董事會全權認為將會對或已經對本公司及／或其任何附屬公司作出貢獻的任何供應商、客戶、代理及顧問。

DIRECTORS' REPORT

董事會報告

The total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company shall not in aggregate exceed 10% of the total number of Shares in issue as at the Listing Date, being 80,000,000 Shares. Subject to Shareholders' approval in general meeting, the Board may:

- (i) renew this limit at any time to 10% of the Shares in issue as at the date of the approval by the Shareholders in general meeting; and/or
- (ii) grant options beyond the 10% limit to Eligible Participants specially approved by the Shareholders in general meeting and the Eligible Participants are specifically identified by the Company before such approval is sought.

The total number of Shares issued and to be issued upon exercise of the options granted to each Eligible Participant (including both exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the total number of Shares in issue. Any further grant of options to an Eligible Participant in excess of the 1% limit shall be subject to approval by Shareholders in general meeting with such Eligible Participant and his or her close associates (or his or her associates if such Eligible Participant is a connected person) abstaining from voting.

Each of the grantees to whom an option has been granted under the Share Option Scheme shall be entitled to exercise his/her option in the manner set out in his/her offer document, provided that such period of time shall not exceed a period of ten years commencing on the date on which the option is granted. The exercise of any option shall be subject to the Shareholders in general meeting approving any necessary increase in the authorised share capital of the Company.

Upon acceptance of an option to subscribe for Shares granted pursuant to the Share Option Scheme (the "Option"), the Eligible Participant shall pay HK\$1.00 to the Company as consideration for the grant on or before the relevant acceptance date. The subscription price for the Shares under the Share Option Scheme shall, subject to the adjustments referred to in the Share Option Scheme, be a price determined by the Board (or its committee) at its sole discretion and notified to the Participant and shall be no less than the highest of:

於行使根據購股權計劃及本公司任何其他購股權計劃將予授出的所有購股權時可能發行的股份總數合共不得超過上市日期已發行股份總數的10% (即80,000,000股股份)。經股東於股東大會批准後，董事會可：

- (i) 隨時將該上限更新至截至股東在股東大會上批准當日已發行股份的10%；及／或
- (ii) 經股東於股東大會上特別批准向合資格參與者授出超過10%上限的購股權，惟本公司須於尋求上述批准前選定有關合資格參與者。

在任何十二個月期間內，因各合資格參與者獲授的購股權 (包括已行使、已註銷及尚未行使的購股權) 獲行使而已發行及將予發行的股份總數，不得超過已發行股份總數的1%。進一步向一名合資格參與者授出超過1%上限的購股權須經股東於股東大會上批准，且該合資格參與者及其緊密聯繫人 (或倘該合資格參與者為關連人士，則其聯繫人) 須放棄投票。

根據購股權計劃獲授予購股權的各承授將有權按其要約文件所載方式行使其購股權，惟行使期不得超過授出購股權當日起計十年期間。任何購股權須待股東在股東大會上批准對本公司法定股本作出任何所需的增加後方可行使。

就接納根據購股權計劃授出可認購股份的購股權 (「購股權」) 而言，合資格參與者應於相關接納日期或之前向本公司支付1.00港元作為授出代價。於購股權計劃下股份的認購價 (可作出購股權計劃所述的調整) 為董事會 (或其委員會) 全權酌情釐定並知會參與者的價格，且不低于以下各項的最高者：

DIRECTORS' REPORT

董事會報告

- (a) the official closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange on the date of grant, which must be a day on which the Stock Exchange is open for business of dealing in securities;
- (b) the average of the official closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange for the five business days (as defined in the Listing Rules) immediately preceding the date of grant; or
- (c) the nominal value of a Share.

No share option has been granted, exercised, cancelled and lapsed pursuant to the Share Option Scheme since its adoption and there was no share option scheme available as at 31 December 2019.

For more information on the Share Option Scheme, please refer to the section headed "Statutory and General Information – F. Share Option Scheme" in Appendix V to the Prospectus.

EQUITY-LINKED AGREEMENTS

Other than the Share Option Scheme disclosed above, no equity-linked agreements were entered into by the Company during the year or subsisted at the end of the year ended 31 December 2019 and up to the date of this annual report.

RETIREMENT BENEFIT SCHEME

The Group has joined a mandatory provident fund scheme ("MPF Scheme") for all qualifying employees in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Schemes Authority under the Mandatory Provident Fund Schemes Ordinance. Under the MPF Scheme, the employer and its employees are each required to make contributions to the MPF Scheme at rates specified in the rules.

As required by the Malaysian law, the Group also makes contributions to the state pension scheme for all qualifying employees in Malaysia, the Employees Provident Fund (the "EPF"), a social security institution formed according to the Employees Provident Fund Act 1991 which provides for the retirement benefits for all local employees. Both the employer and employee are required to make contributions into the employee's individual account in the EPF at a specified percentage of the employee's monthly income. No forfeited contribution under this scheme is available to reduce the contribution payable in future years.

- (a) 股份於授出日期（須為聯交所開市進行各項證券交易業務的日子）在聯交所每日報價表所列的官方收市價；
- (b) 股份於緊接授出日期前五個營業日（定義見上市規則）在聯交所每日報價表所列的官方平均收市價；或
- (c) 一股股份的面值。

自購股權計劃獲採納以來，概無購股權根據購股權計劃獲授出、行使、註銷及失效，而於2019年12月31日則並無購股權計劃。

有關購股權計劃的更多資料，請參閱招股章程附錄五「法定及一般資料—F.購股權計劃」一節。

股權掛鈎協議

除上文所披露的購股權計劃外，本公司並無於截至2019年12月31日止年度訂立或於年末及直至本年報日期存續的股份掛鈎協議。

退休福利計劃

本集團已為香港所有合資格僱員加入強制性公積金計劃（「強積金計劃」）。強積金計劃根據強制性公積金計劃條例向在強制性公積金計劃管理局註冊。根據強積金計劃，僱主及其僱員均須按規則中指定的比率向強積金計劃作出供款。

應馬來西亞法律的要求，本集團亦為馬來西亞所有合資格僱員向國家退休金計劃作出供款，僱員公積金局（「僱員公積金局」）為根據1991年僱員公積金法而成立的社會保障機構，為所有本地僱員提供退休福利。僱主及僱員均須按僱員月收入的指定百分比向僱員於僱員公積金局的個人賬戶供款。本公司並無該計劃下沒收的供款可用於減少未來年度的應繳供款。

DIRECTORS' REPORT

董事會報告

DIRECTORS' RIGHTS TO ACQUIRE THE COMPANY'S SHARES OR DEBENTURES

At no time during the year ended 31 December 2019 and at the end of the financial year was the Company, or any of its holding companies or subsidiaries, or any of its fellow subsidiaries, a party to any arrangement to enable the Directors or chief executive of the Company or their respective associates (as defined under the Listing Rules) to have any right to acquire benefits by means of the acquisition of shares in, or debenture of, the Company or any other body corporate.

DIRECTORS' REMUNERATION

The emoluments of the Directors were decided by the Board as recommended by the Remuneration Committee having regard to the Group's operating results, the individual performance of the Directors and the comparable market statistics. The Directors' fees are in line with market practice. No individual Director should determine his/her own remuneration.

Emolument package includes, as the case may be, fees, basic salaries, housing allowances, contribution to pension schemes, discretionary bonus relating to the financial results of the Group and individual performance, ad hoc rewards, share options and other competitive fringe benefits such as medical and life insurances. Details of the emoluments of the Directors and the five highest paid individuals of the Group are set out in Note 9 and Note 10 of the Notes to the consolidated financial statements in this annual report.

DIRECTORS' INTEREST IN COMPETING BUSINESS

During the period from the Listing Date and up to the date of this annual report, none of the Directors or their respective associates had engaged in or had any interest in any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

董事收購本公司股份或債權證的權利

於截至2019年12月31日止年度任何時間及財政年度末，本公司或其任何控股公司或附屬公司或其任何同系附屬公司概無訂立任何安排，致使董事或本公司最高行政人員或彼等各自的聯繫人（定義見上市規則）有權通過收購本公司或其任何其他法人團體的股份或債權證而獲取利益。

董事酬金

董事的酬金由董事會根據薪酬委員會參照本集團的營運業績、董事個人表現及可資比較市場統計數字提供的推薦意見而釐定。董事的袍金則與市場慣例一致。並無個別董事可自行釐定其酬金。

薪酬組合包括（視情況而定）袍金、基本薪金、住房津貼、退休金計劃供款、與本集團財務業績及個人表現掛鈎的酌情花紅、特別獎金、購股權及其他具競爭力的附加福利，如醫療及人壽保險。董事及本集團五名最高薪酬人士的薪酬詳情載於本年報綜合財務報表附註中之附註9及附註10。

董事於競爭業務中的權益

於自上市日期起及直至本年報日期止期間，董事或彼等各自的聯繫人概無從事任何與本集團業務直接或間接構成競爭或可能構成競爭的業務或於其中擁有任何權益。

DIRECTORS' REPORT

董事會報告

NON-COMPETITION UNDERTAKING BY CONTROLLING SHAREHOLDERS

In order to avoid potential conflicts of interests with our Company, our Controlling Shareholders, namely Mr. F Ling, Mr. W Ling, Flash Dragon Company Limited and Jupiter Rain Company Limited, had entered into a Deed of non-competition in favour of our Company (for itself and for the benefits of each other member of our Group) on 11 March 2020, pursuant to which they have undertaken, among others, not to compete with the business of the Group.

The Independent Non-Executive Directors have reviewed the status of compliance and written confirmation from each of the Controlling Shareholders, and are of the view that all the undertakings under the Deed have been complied with since the Listing Date and up to the date of this annual report.

PERMITTED INDEMNITY PROVISION

Subject to applicable laws, the Directors shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices, pursuant to the Articles. Such provisions were in force throughout the year ended 31 December 2019 and are currently in force. The Company has arranged for appropriate insurance cover for Directors' liabilities in respect of legal actions that may be brought against the Directors.

TAX RELIEF

The Company is not aware of any relief on taxation available to the Shareholders by reason of their holdings of the Shares. If the Shareholders are unsure about the taxation implications of purchasing, holding, disposing of, dealing in, or exercising of any rights in relation to the Shares, they are advised to consult their professional advisers.

控股股東的不競爭承諾

為避免與本公司產生潛在利益衝突，控股股東（即F Ling先生、W Ling先生、Flash Dragon Company Limited及Jupiter Rain Company Limited）已於2020年3月11日訂立以本公司（為其本身及本集團其他各成員公司的利益）為受益人的不競爭契據，據此，彼等已承諾（其中包括）不與本集團的業務展開競爭。

獨立非執行董事已審閱各控股股東的合規情況及彼等各自所發出的確認書，並認為於自上市日期起直至本年報日期止期間，彼等一直遵守契據項下的所有承諾。

准許彌償條文

根據細則及在適用法律的規限下，全體董事均可就彼等或彼等任何一人於履行彼等各自職務的職責或假定職責時因作出、同意作出或不作出任何行動而可能招致或蒙受的所有訴訟、費用、收費、損失、損害賠償及開支而自本公司的資產及溢利中獲得彌償，確保免受損害。有關條文於截至2019年12月31日止年度一直有效，且目前仍然有效。本公司已為可能針對董事提起的法律訴訟安排投保適當的保險，以涵蓋董事的責任。

稅項減免

本公司並不知悉股東因持有股份而可獲得任何稅項寬減。倘股東不確定購買、持有、出售或處置股份或行使股份相關權利方面的稅務影響，彼等應諮詢專業顧問。

DIRECTORS' REPORT

董事會報告

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SHARES

As we were not yet listed on the Stock Exchange for the year ended 31 December 2019, this disclosure requirement is not applicable to us for the year ended 31 December 2019. Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities since the Listing Date and up to the date of this annual report.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles or the laws of the Cayman Islands, although there are no restrictions against such rights under the laws in the Cayman Islands.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2019, sales to the Group's largest customer accounted for approximately 16.4% of the total revenue and the aggregate sales to its five largest customers in aggregate accounted for approximately 45.4% of the total revenue.

During the year ended 31 December 2019, purchases from the Group's largest supplier accounted for approximately 71.7% of the total purchase cost and the aggregate purchases from its five largest suppliers in aggregate accounted for approximately 89.6% of the total purchase cost.

Save as the shareholding interest held in Compugraphic Forms Sdn. Bhd., to the best knowledge of the Directors, none of our Directors, any of their close associates or any Shareholders (which to the knowledge of our Directors, own more than 5% of the issued Share capital of our Company) had any interest in any of our five largest suppliers and customers.

購買、出售或贖回本公司股份

由於我們於截至2019年12月31日止年度仍未於聯交所上市，故於截至2019年12月31日止的年度，是項披露規定並不適用於我們。自上市日期至本年報日期，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。

優先購買權

細則或開曼群島法例並無有關優先購買權的規定，惟開曼群島法例對該等權利並無限制。

主要客戶及供應商

截至2019年12月31日止年度，向本集團最大客戶作出的銷售額佔總收益約16.4%，向五大客戶作出的銷售總額佔總收益約45.4%。

截至2019年12月31日止年度，向本集團最大供應商作出的採購佔採購總成本約71.7%，向五大供應商作出的採購總額合共佔採購總成本約89.6%。

除於Compugraphic Forms Sdn. Bhd.中持有的股權外，據董事所深知，概無董事、彼等的任何緊密聯繫人或任何股東（據董事所知，擁有本公司已發行股本超過5%的股東）於我們的任何五大供應商及客戶中擁有任何權益。

DIRECTORS' REPORT

董事會報告

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Group and its business are governed by certain laws and regulations that have a significant impact on the Group which are stated in the section headed "Regulatory Overview" of the Prospectus. To the best of the Directors' knowledge, information and belief, during the year ended 31 December 2019, there was no material breach of or non-compliance with the applicable laws and regulations by the Group. The Company has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. The following are some of the primary laws and regulations applicable to the Group in Malaysia:

Risk Management in Technology Policy

In accordance with the policy document issued by Bank Negara Malaysia on Risk Management in Technology which became effective on 1 January 2020 (the "RMIT"), the Group requires its computer servers to be housed in a data centre with access to a stable supply of electricity and internet connectivity that meets the requirements of its financial customers and Bank Negara Malaysia. The RMIT, which sets out Bank Negara Malaysia's expectations regarding the technology and risk management framework and practice of financial institutions, states that production data centres and recovery data centres used by financial institutions must be concurrently maintainable which shall be similar or equivalent to the international standards of Tier 3 requirements.

To ensure that the Group's services to financial institution customers will not be interrupted during the construction of its new data centre (as disclosed in the Prospectus) and regardless of the length of any transitional period that may be granted by Bank Negara Malaysia to respective financial institution customers for compliance with the RMIT requirements, the Group has discussed and agreed with most of its financial institution customers that the Group will be allowed, for a period of no more than 24 months starting from 1 January 2020, to temporarily lease rack space from a third-party Tier 3 data centre as an one-off transitional arrangement.

遵守相關法律及法規

本集團及其業務受若干對本集團有重大影響的法律及法規的監管，該等法律及法規載於招股章程「監管概覽」一節。據董事所深知、盡悉及確信，截至2019年12月31日止年度，本集團概無重大違反或不遵守適用法律及法規的情況。本公司已在重大方面遵守對本集團業務及營運有重大影響的相關法律法規。以下為部份於馬來西亞適用於本集團的主要法律和法規：

《技術風險管理》政策

根據馬來西亞國家銀行就《技術風險管理》所刊發並於2020年1月1日生效的政策文件（「《技術風險管理》」），本集團需要將電腦伺服器配設在具有穩定電力供應及互聯網連接的，並符合本集團的金融業客戶及馬來西亞國家銀行規定的數據中心。《技術風險管理》載有馬來西亞國家銀行對技術及風險管理框架及金融機構常規的預期，列明金融機構所用的生產數據中心及恢復數據中心必須同時維護，有關規定與三級規定國際標準相若或相同。

為確保本集團向金融機構客戶提供的服務不會在新數據中心建設期間中斷（誠如招股章程所披露），且不論馬來西亞國家銀行就遵守《技術風險管理》規定可能授予各金融機構客戶的過渡期長短，本集團已與大多數金融機構客戶討論並協定，容許本集團在由2020年1月1日起計不超過24個月的期間，暫時向第三方三級數據中心租用機架空間，作為一次性過渡安排。

DIRECTORS' REPORT

董事會報告

Laws and Regulations relating to Intellectual Property

The Group uses various intellectual property rights such as software copyrights in its daily business. During the year of 2019, the Group complied with all Malaysian laws and regulations relating to intellectual property, including the Copyright Act 1987 and the Trademarks Act 2019. The Group was not subject to, or a party to, any intellectual property rights infringement claims or litigation.

Laws and Regulations relating to Employment

During the year of 2019, the Group complied with all Malaysian laws and regulations relating to employment, including the Employment Act 1955, the Employment (Restriction) Act 1968, the Employees Provident Fund Act 1991, the Employees' Social Security Act 1969, the Minimum Wages Order (Amendment) 2018 and Minimum Wages Order 2020, the Industrial Relations Act 1967 and the Occupational Safety and Health Act 1994. The Group registered its staff for social insurance and made all relevant contributions. It did not receive any penalty from the relevant administrative departments and did not experience any material disputes with, or claims by, any of its employees.

Laws and Regulations relating to Taxation

During the year of 2019, the Group complied with all Malaysian laws and regulations relating to taxation, including the Income Tax Act 1967, Income Tax (Deduction from Remuneration) Rules 1994, Promotion of Investments Act 1986, Goods and Services Tax 2014 and Service Tax Act 2018. With a view to strengthening its staff's understanding of tax regulations applicable in Malaysia, the Group has strengthened its finance department with more staff with accounting and tax expertise to handle matters in relation to goods and services tax, and its staff is required to seek advice from the Royal Malaysian Customs Department, other tax authorities and/or tax consultant whenever there are new tax laws or regulations.

與知識產權有關的法律及法規

本集團於日常業務中使用多項知識產權，如軟件版權。於2019年年度，本集團已遵守所有與知識產權有關的馬來西亞法律及法規，包括1987年版權法及2019年商標法。本集團並無面臨或涉及任何知識產權侵權索償或法律訴訟。

與僱傭有關的法律及法規

於2019年年度，本集團已遵守所有與僱傭有關的馬來西亞法律及法規，包括1955年僱傭法、1968年僱傭（限制）法、1991年僱員公積金法、1969年僱員社會保險法、2018年最低工資法令（修訂本）及2020年最低工資法令、1967年工業關係法及1994年職業安全與健康法。本集團已為全體員工登記社會保險及已作出相關供款。本集團並未被任何有關行政部門的處罰及未曾與任何僱員出現任何重大爭議或被任何僱員提出任何重大索償。

與稅務有關的法律及法規

於2019年年度，本集團已遵守所有與稅務有關的馬來西亞法律及法規，包括1967年所得稅法、1994年所得稅（薪酬扣減）規則、1986年投資促進法、2014年商品及服務稅法及2018年服務稅法。為增強本集團的員工對馬來西亞適用稅務條例的瞭解，本集團已透過為財務部增聘具備會計及稅務專長的員工壯大財務部，以處理商品及服務稅事宜，且本集團的員工須於任何新稅務法律及法規出台時徵詢馬來西亞海關及其他稅務機構及／或稅務顧問的意見。

DIRECTORS' REPORT

董事會報告

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is not subject to any specific environmental laws and regulations set by the Malaysian Government with respect to the Group's operation. The Directors are of the opinion that the Group's operations do not have any material adverse impact on the environment, however, the Group, as an outsourced service provider, is required to use a substantial amount of paper for the printing of documents such as leaflets, letters, envelopes and documentation for our customers, which are sent to clients of our customers for, among other things, marketing purposes and record keeping. As part of the Group's commitment to environmental sustainability, the Group strives to market our digital solutions to customers and adopt other sustainable printing options such as use of recycled paper instead of virgin paper, use of energy efficient equipment and double-sided printing. On the other hand, the Directors believe that the Group's software, if accepted and implemented by customers, will have a result in the reduction in the use of paper given that we enable many of the outsourced services to be digitised.

Whilst the Group does not directly produce pollutants that directly affect the environment, we have implemented internal policies to reduce the Group's carbon footprint such as reducing the energy consumption through:

- (a) Installing energy efficient lighting and ensuring lights are switched off when out of use either manually or through automatic sensors;
- (b) Switching off equipment or using automatic power shutdown systems; and
- (c) Air cooling (actions include but are not limited to: regular maintenance of air cooling technologies and optimal timing controls).

The "Environmental Social and Governance Report" of the Company to be prepared in accordance with Appendix 27 of the Listing Rules will be published within three months after the publication of this annual report.

環境政策及表現

本集團毋須就本集團的營運而遵守馬來西亞政府所制定的任何特定環境法律及法規。董事認為，本集團的營運對環境並無任何重大不利影響，然而，本集團作為外判服務提供商，必須使用大量紙張用於為客戶印刷文件（例如傳單、函件、信封及文件）並送交予客戶的顧客，以供（其中包括）作市場推廣及記錄保存之用。作為本集團對環境可持續發展承擔的一部分，本集團致力於向其客戶推廣我們的數碼化解決方案並採用其他可持續印刷方案，例如使用再生紙代替原生紙，使用節能設備及雙面打印。另一方面，董事認為，本集團的軟件（倘獲客戶接受及實施）可因我們令眾多外判服務數碼化而減少紙張使用量。

雖然本集團並不直接產生對環境有直接影響的污染物，我們已實施內部政策以減少本集團的碳足跡，例如透過下列方式減少能源消耗：

- (a) 安裝節能燈具及確保在不使用時手動或通過自動傳感器關閉燈具；
- (b) 關閉設備或使用電源自動關閉系統；及
- (c) 空調（有關行動包括但不限於定期維護製冷系統及最優時間控制）。

本公司將於本年報刊發後三個月內刊發根據上市規則附錄二十七編製的本公司「環境、社會及管治報告」。

DIRECTORS' REPORT

董事會報告

RELATIONSHIP WITH EMPLOYEES, SUPPLIERS, CUSTOMERS AND OTHER STAKEHOLDERS

The Group understands the importance of maintaining good relationships with its employees, suppliers, customers and other stakeholders to meet its immediate and long-term goals.

Employees: The Group remunerates its employees with wages, bonuses and other staff benefits. The Group offers on the job training, as well as encourages staff development by providing financial subsidies to selected high potential employees for external training or courses. For the employees of the Group, we have registered our staff for social insurance and have made relevant contributions in accordance with the relevant laws and regulations.

Suppliers: The Group's material suppliers mainly supply paper products such as paper and envelopes, and printing consumables. The Group also sources services suppliers for its posting needs and certain printing needs which cannot be completed in-house. The Group does not enter into any long-term supply agreements with any suppliers or service providers and will purchase or engage them on an as required basis.

Customers: The Group's customers are companies from the banking, insurance and retail industries which deal with a large volume of end-customers on a daily basis. The Group's stable business is based on its long-term relationship with its major customers and providing them with outsourced document management services and enterprise software solutions. As the Group possesses the technical capability, flexibility of customising its software to meet its customers' specific needs and ability to provide accurate and efficient processing, the Group believes that this has led a majority of its customers to return and continue using its services by renewing the service contracts when they expire. As such, the Group engages in regular discussions with its customers to understand their potential needs so as to develop and customise potential software solutions for them.

During the year ended 31 December 2019, there were no material and significant dispute between the Group and its employees, suppliers, customers and/or stakeholders.

與僱員、供應商、客戶及其他持份者的關係

本集團明白與僱員、供應商、客戶及其他持份者保持良好關係對實現其近期及長期目標的重要性。

僱員：本集團向僱員支付工資、花紅及其他僱員福利。本集團向員工提供在職培訓及通過向經選定的高潛力僱員提供財政補貼供其參加外部培訓或課程以鼓勵員工發展。對於本集團的僱員，本集團根據相關法律法規為員工登記社會保險及已作出相關供款。

供應商：本集團的材料供應商主要供應紙製品（例如紙張和信封）以及打印耗材。本集團亦為本集團的郵遞需要和內部無法完成的若干打印需求尋求服務提供商。本集團不與任何供應商或服務提供商訂立任何長期供應協議及將按需求採購或聘用彼等。

客戶：本集團的客戶來自銀行、保險及零售業的公司，彼等每日需處理大量終端客戶。憑藉與主要客戶的長期關係，本集團擁有穩定業務並提供外判文件管理服務及企業軟件解決方案。由於本集團擁有技術實力、能靈活定制本集團的軟件以滿足客戶的特定需求和能夠提供準確有效處理的能力，本集團認為這已引致其大部分客戶通過於到期時續訂服務合約成為回頭客並繼續使用本集團的服務。因此，本集團定期與客戶商討以了解彼等的潛在需求，以供為客戶開發及定制潛在軟件解決方案。

截至2019年12月31日止年度，本集團與其僱員、供應商、客戶及／或持份者並無重大及重要糾紛。

DIRECTORS' REPORT

董事會報告

CODE ON CORPORATE GOVERNANCE PRACTICES

As we were not yet listed on the Stock Exchange for the year ended 31 December 2019, the CG Code was not applicable to us during such period under review. After the Listing, we have complied with all applicable Code Provisions set forth in the Corporate Governance Code, except for the following deviation from the Code Provision A.2.1 of the CG Code. For further information on the Company's corporate governance practices and details of the deviations, please refer to the Corporate Governance Report on pages 52 to 68 of this annual report.

Under Code Provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separated and should not be performed by the same individual. Mr. F Ling holds both positions. Mr. F Ling has been primarily responsible for corporate strategic planning and overall business development of our Group since he founded our Group in the 2000s. Taking into account the continuation of management and the implementation of our business strategies, Directors (including Independent Non-Executive Directors) consider it is most suitable for Mr. F Ling to hold both the positions of the chief executive officer and chairman of the Board and the existing arrangements are beneficial and in the interests of our Company and our Shareholders as a whole.

The Board will continue to review and consider splitting the roles of chairman of the Board and the chief executive officer of the Company at a time when it is appropriate by taking into account the circumstances of the Group as a whole.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge of the Directors, as at the date of this annual report, there is sufficient public float of not less than 25% of the Company's issued Shares as required under the Listing Rules at all times from the Listing Date and up to the date of this annual report.

FINANCIAL SUMMARY

A summary of the audited consolidated results and assets and liabilities of the Group for the last four financial years is set out on page 168 of this annual report. This summary does not form part of the audited consolidated financial statements.

INDEPENDENT AUDITOR

The consolidated financial statements for the year ended 31 December 2019 have been audited by Ernst & Young PLT who will retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of Ernst & Young PLT as auditor of the Company will be proposed at the 2020 AGM.

企業管治常規守則

由於我們於截至2019年12月31日止年度尚未於聯交所上市，故於有關回顧期間企業管治守則並不適用於我們。上市後，除偏離以下企業管治守則守則條文第A.2.1條外，我們已遵守企業管治守則所載所有適用守則條文。有關本公司企業管治常規及偏離詳情的進一步資料，請參閱本年報第52至68頁的企業管治報告。

根據《企業管治守則》守則條文第A.2.1條，主席與行政總裁的角色應有區分，並不應由一人同時兼任。F Ling先生兼任兩個職務。自2000年代創建本集團以來，F Ling先生主要負責本集團的公司策略規劃及整體業務發展。考慮到管理層的連續性及業務策略的實施，董事（包括獨立非執行董事）認為，F Ling先生同時擔任行政總裁及董事會主席職務最為合適，現有安排屬有利且符合本公司及股東的整體利益。

董事會將繼續檢討，並會在計及本集團整體情況後考慮於適當時候將董事會主席與本公司行政總裁的角色分開。

充足公眾持股量

根據本公司可公開獲得的資料及據董事所深知，於本年報日期，本公司已發行股份已按照上市規則的規定於自上市日期起及直至本年報日期止期間一直維持不少於25%的充足公眾持股量。

財務概要

本集團於過去四個財政年度的經審核綜合業績以及資產及負債概要載於本年報第168頁。該概要並不構成經審核綜合財務報表的一部分。

獨立核數師

截至2019年12月31日止年度的綜合財務報表已由Ernst & Young PLT審核，其將退休，惟符合資格並願意接受續聘。本公司將於2020年股東週年大會上提呈一項有關續聘Ernst & Young PLT為本公司核數師的決議案。

DIRECTORS' REPORT

董事會報告

EVENTS AFTER THE REPORTING PERIOD

Details of event after the Reporting Period are set out in note 31 to the consolidated financial statements.

On 11 March 2020, the Company's shareholders approved the increase of authorised share capital of the Company from HK380,000 divided in to 38,000,000 shares of a par value of HK0.01 each to HK15,000,000 divided into 1,500,000,000 shares of a par value of HK\$0.01 each by the creation of an additional 1,462,000,000 shares of a par value of HK\$0.01 each.

Subsequent to the Reporting Period, on 12 March 2020, the Company declared a dividend amounting to RM13 million in total to its shareholders, all of which has been paid prior to the Listing of the shares of the Company on the Stock Exchange on 14 March 2020.

On 27 March 2020, the Company's shares were listed on the Main Board of the Stock Exchange.

CHANGES TO DIRECTORS' INFORMATION

Save as disclosed herein, the Directors confirm that no information is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

On behalf of the Board

Ling Sheng Hwang

Chairman and Chief Executive Officer

Hong Kong, 22 April 2020

報告期後事項

報告期後事項詳情載於綜合財務報表附註31。

於2020年3月11日，本公司股東批准藉增設1,462,000,000股每股面值0.01港元的股份，將本公司的法定股本由380,000港元（分為38,000,000股每股面值0.01港元的股份）增加至15,000,000港元（分為1,500,000,000股每股面值0.01港元的股份）。

於報告期後，本公司在2020年3月12日向股東宣派合共13百萬令吉特的股息，所有股息均已於本公司股份於2020年3月14日在聯交所上市之前派付。

於2020年3月27日，本公司股份在聯交所主板上市。

董事資料變動

除本年報所披露外，董事確認概無須根據上市規則第13.51B(1)條予以披露的資料。

代表董事會

主席及行政總裁

Ling Sheng Hwang

香港，2020年4月22日

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board of Directors is pleased to present the corporate government report of the Company for the year ended 31 December 2019.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to fulfilling its responsibilities to the Shareholders and protecting and enhancing Shareholder value through good corporate governance. The Company has developed and implemented sound corporate governance policies and measures, and the Board is responsible for performing such corporate governance duties. The Board will continue to review and monitor the corporate governance of the Company with reference to the CG Code so as to maintain a high standard of corporate governance of the Company.

The CG Code has been applicable to the Company with effect from the Listing Date and was not applicable to the Company during the year ended 31 December 2019. The Company has complied with all applicable Code Provisions as set out in the CG Code from the Listing Date up to the date of this annual report, except the deviation from Code Provision A.2.1.

Under Code Provision A.2.1 of the CG Code, the roles of the chairman of the Board and the chief executive should be segregated and should not be performed by the same individual. Mr. F Ling holds both positions. Mr. F Ling has been primarily responsible for corporate strategic planning and overall business development of our Group since he founded our Group in the 2000s. Taking into account the continuation of management and the implementation of our business strategies, our Directors (including our Independent Non-Executive Directors) consider it is the most suitable for Mr. F Ling to hold both the positions of the chief executive officer and chairman of the Board and the existing arrangements are beneficial and in the interests of our Company and our Shareholders as a whole.

The Board will continue to review and consider splitting the roles of chairman of the Board and the chief executive officer of the Company at a time when it is appropriate by taking into account the circumstances of the Group as a whole.

董事會欣然提呈本公司截至2019年12月31日止年度的企業管治報告。

企業管治常規

本公司致力履行對股東的責任，透過良好企業管治保障及提升股東價值。本公司已制定及實施健全的企業管治政策及措施，而董事會負責履行有關企業管治職責。董事會將持續參照企管守則檢討及監督本公司的企業管治情況，以維持本公司高水平的企業管治。

企業管治守則自上市日期起適用於本公司，而於截至2019年12月31日止年度則不適用於本公司。自上市日期起直至本年報日期止期間，除偏離守則條文第A.2.1條外，本公司已遵守企業管治守則所載的所有適用守則條文。

根據企管守則的守則條文第A.2.1條，董事會主席與行政總裁的角色應予分離，而不應由一人同時擔任。F Ling先生目前身兼兩個職務。自2000年代創立本集團以來，F Ling先生一直主要負責本集團的企業戰略規劃及整體業務發展。考慮到管理的持續及業務策略的實施，董事（包括獨立非執行董事）認為，F Ling先生同時擔任行政總裁及董事會主席職務最為合適，現有安排屬有利且符合本公司及股東的整體利益。

董事會將繼續檢討，並會在計及本集團整體情況後考慮於適當時候將董事會主席與本公司行政總裁的角色分離。

CORPORATE GOVERNANCE REPORT

企業管治報告

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as its code of conduct for securities transactions by the Directors.

As the Company was not listed on the Stock Exchange as of 31 December 2019, related rules under the Listing Rules concerning the Model Code that the Directors shall observe did not apply to the Company for the year ended 31 December 2019. Following specific enquires with all Directors, all Directors confirmed that they have complied with the required standard of dealings as set out in the Model Code from the Listing Date and up to the date of this annual report.

BOARD OF DIRECTORS

Composition

The Company is committed to the view that the Board should include a balanced composition of Executive Directors, Non-Executive Director and Independent Non-Executive Directors so that the Board has a strong independent element, which can effectively exercise independent judgement. Currently, the Board comprises six Directors, including two Executive Directors, one Non-Executive Director and three Independent Non-Executive Directors. Details of their composition by category are as follows:

Executive Directors

Mr. Ling Sheng Hwang (Chairman of the Board and Chief Executive Officer)
Mr. Ling Sheng Chung

Non-Executive Director

Mr. Ling Sheng Shyan

Independent Non-Executive Directors

Ms. Eugenia Yang
Mr. Lee Yan Kit
Mr. Wong Son Heng

The biographical details of each of the Directors are set out in the section headed "Biographies of Directors and Senior Management" of this annual report. Save as disclosed in the biographies of the Directors, none of the Directors has any personal relationship (including financial, business, family or other material/relevant relationship) with any other Directors or any chief executive.

董事進行證券交易的標準守則

本公司已採納標準守則作為董事進行證券交易的行為守則。

由於本公司於2019年12月31日尚未在聯交所上市，故截至2019年12月31日止年度，董事應遵守的上市規則有關標準守則的相關規定不適用於本公司。經向全體董事作出特定查詢後，全體董事均確認，彼等於自上市日期起直至本年報日期止期間均已遵守標準守則所載須予遵守的交易準則。

董事會

組成

本公司始終認為董事會應具備執行董事、非執行董事及獨立非執行董事的均衡組合，從而使董事會具有高度獨立性，以便有效作出獨立判斷。目前，董事會由六名董事組成，包括兩名執行董事、一名非執行董事及三名獨立非執行董事。彼等按類別劃分的組成詳情如下：

執行董事

Ling Sheng Hwang先生（董事會主席兼行政總裁）
Ling Sheng Chung先生

非執行董事

Ling Sheng Shyan先生

獨立非執行董事

楊元晶女士
李殷傑先生
Wong Son Heng先生

各董事的履歷詳情載於本年報「董事及高級管理層履歷」一節。除董事履歷所披露者外，概無董事與任何其他董事或任何最高行政人員擁有任何私人關係（包括財務、業務、家族或其他重大／相關關係）。

CORPORATE GOVERNANCE REPORT

企業管治報告

Responsibilities

The Board is the primary decision making body of the Company. The Board and Management are charged with promoting the success of the Company by directing and supervising its affairs. All Directors, including Non-Executive Director and Independent Non-Executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Board would regularly review the contribution required from each Director to perform his/her responsibilities to the Company and whether he/she has sufficient time and attention to the Company's affairs. The Board has general powers for the management and conduct of the Company's business, in particular, decision in all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant operational matters of the Company. The day-to-day operations and management are delegated by the Board to the management of the Company, who will implement the strategy and direction as determined by the Board.

Directors' and Officers Liabilities Insurance

The Company has arranged for appropriate insurance cover for Directors' liabilities in respect of legal actions that may be brought against the Directors.

Appointment and Re-election of Directors

Code Provision A.4.1 of the CG Code stipulates that non-executive directors shall be appointed for a specific term, subject to re-election, whereas Code Provision A.4.2 states that all directors appointed to fill a casual vacancy shall be subject to election by Shareholders at the first general meeting after appointment and that every director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

職責

董事會乃本公司的主要決策機構。董事會及管理層負責通過指導及監督本公司事務來促成本公司的成功。全體董事（包括非執行董事及獨立非執行董事）均為董事會帶來廣泛且寶貴的商業經驗、知識及專業精神，使董事會能夠有效運作。全體董事均全面並適時獲得本公司所有資料，且可於適當的情況下提出要求尋求獨立專業意見。相關費用由本公司承擔，以令彼等履行於本公司的職責。

董事會將定期檢討各董事為履行其對本公司的職責所需作出的貢獻及有足夠時間專注於本公司事務。董事會對管理及開展本公司業務擁有一般權力，尤其是有關本公司政策事宜、策略及預算、內部控制及風險管理、重大交易（尤其是可能涉及利益衝突者）、財務資料、委任董事及其他重要營運事項的所有主要事項。董事會將日常經營及管理權力轉授予本公司管理層，管理層將執行董事會釐定的策略及指引。

董事及高級職員的責任保險

本公司已為可能針對董事提起的法律訴訟安排投保適當的保險，以涵蓋董事的責任。

委任及重選董事

企業管治守則的守則條文第A.4.1條規定，非執行董事須有指定任期，並須接受重選，而守則條文第A.4.2條指出，所有獲委任填補臨時空缺的董事應在獲委任後的首次股東大會上由股東選舉，且每名董事（包括按指定任期委任的董事）須至少每三年輪值退任一次。

CORPORATE GOVERNANCE REPORT

企業管治報告

Each of the Directors is appointed under a service agreement for a term of three years. For more details, please refer to the paragraph headed “Directors’ Service Contracts” in the Directors’ report.

In accordance with the Articles of Association, one-third of the Directors for the time being, or, if their number is not a multiple of three, the number nearest to but not less than one-third, shall retire from office by rotation at each annual general meeting provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years and shall be eligible for re-election. Any additional Directors appointed by the Board shall hold office only until the next following annual general meeting and shall then be eligible for re-election.

Accordingly, Mr. F Ling, Mr. W Ling and Mr. S Ling will retire from office and, being eligible, have offered themselves for re-election at the 2020 AGM.

Directors’ Induction and Continuing Professional Development

All Directors confirmed that they had complied with Code Provision A.6.5 of the Code during the year and up to the date of this annual report, that all Directors had participated in continuous professional development to develop and refresh their knowledge and skills. The Company has arranged an in-house training on the Listing Rules in the form of a seminar during the year conducted by the Legal Advisor of the Company and relevant training material has been distributed to all the Directors. All Directors had attended the in-house training. The training covered topics which include, directors’ duties, the disclosure obligations under laws of Hong Kong and other applicable laws, the requirements of disclosable transactions and connected transactions etc. under the Listing Rules.

Meetings of Board, Committees Meetings and General Meetings

Code Provision A.1.1 of the CG Code stipulates that board meetings should be held at least four times a year at approximately quarterly intervals with active participation of the majority of the Directors, either in person or through electronic means of communication.

The Company had not been listed on the Stock Exchange as at 31 December 2019 and was only listed on 27 March 2020. Since the Listing Date and up to the date of this annual report, there was one Board meeting held, at which the Directors approved, among other things, the annual report of the Group for the year ended 31 December 2019.

各董事均根據服務協議獲委任，為期三年。有關更多詳情，請參閱董事報告「董事的服務合約」一段。

根據組織章程細則，於每屆股東週年大會上，三分之一在任董事（或倘董事人數並非三的倍數，則最接近但不少於三分之一的人數）須輪值告退，惟每名董事（包括以特定任期委任的董事）須最少每三年輪值告退一次，並將符合資格重選連任。由董事會委任的新增董事的任期僅至下一屆股東週年大會為止，屆時將符合資格重選連任。

據此，F Ling先生、W Ling先生以及S Ling先生將於2020年股東週年大會上退任，並符合資格且願意重選連任。

董事就任須知及持續專業發展

全體董事確認，彼等於年內及截至本年報日期止期間已遵守守則條文第A.6.5條，全體董事均已參加持續專業培訓，以培養及更新知識及技能。本公司已於年內安排有關上市規則的內部培訓，由本公司的法律顧問以研討會的方式進行，有關培訓資料已向所有董事分發。全體董事均有參加內部培訓，培訓範圍涵蓋董事職責、香港法律及其他適用法律下的披露責任以及上市規則項下有關須予披露交易及關連交易的規定。

董事會會議、委員會會議及股東大會

企業管治守則的守則條文第A.1.1條規定，董事會會議應每年舉行至少四次，約每季度舉行一次，大多數董事應親身或以電子通訊方式積極出席。

本公司於2019年12月31日尚未在聯交所上市，而僅於2020年3月27日上市。自上市日期起直至本年報日期止期間，本公司曾舉行一次董事會會議，會上董事批准（其中包括）本集團截至2019年12月31日止年度的年報。

CORPORATE GOVERNANCE REPORT

企業管治報告

Number of meeting(s) attended/number of meeting(s) held since the Listing Date and up to the date of this annual report is set out in the below table:

下表載列自上市日期起直至本年報日期止期間出席的會議次數／舉行的會議次數：

Name of Director 董事姓名		General meeting 股東大會	Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會
Executive Directors:	執行董事：					
Mr. Ling Sheng Hwang	Ling Sheng Hwang先生	N/A 不適用	1/1	N/A 不適用	N/A 不適用	1/1
Mr. Ling Sheng Chung	Ling Sheng Chung先生	N/A 不適用	1/1	N/A 不適用	N/A 不適用	1/1
Non-Executive Director:	非執行董事：					
Mr. Ling Sheng Shyan	Ling Sheng Shyan先生	N/A 不適用	1/1	1/1	N/A 不適用	N/A 不適用
Independent Non-Executive Directors:	獨立非執行董事：					
Ms. Eugenia Yang	楊元晶女士	N/A 不適用	1/1	1/1	N/A 不適用	1/1
Mr. Lee Yan Kit	李殷傑先生	N/A 不適用	1/1	1/1	N/A 不適用	1/1
Mr. Wong Son Heng	Wong Son Heng先生	N/A 不適用	1/1	1/1	N/A 不適用	1/1

Independence of Independent Non-Executive Directors

Throughout the period commencing from the Listing Date through to the date of this annual report, the Company has three Independent Non-Executive Directors, which at all times meets the requirement of the Listing Rules that the number of Independent Non-Executive Directors must represent at least one-third of the Board and should not be less than three, and that at least one of the independent Non-Executive Directors has appropriate professional qualifications or accounting or related financial management expertise.

Each of the Independent Non-Executive Directors has made an annual confirmation of independence in writing pursuant to Rule 3.13 of the Listing Rules and the Board is satisfied that all the independent non-executive Directors have been independent and met the independence guidelines set out in Rule 3.13 of the Listing Rules since the Listing Date and up to the date of this annual report.

獨立非執行董事的獨立性

自上市日期起直至本年報日期止整個期間，本公司共有三名獨立非執行董事，一直符合上市規則有關獨立非執行董事人數須佔董事會成員人數至少三分之一且不得少於三人，以及至少一名獨立非執行董事須具備適當專業資格或會計或相關財務管理專業知識的規定。

各獨立非執行董事已根據上市規則第3.13條作出書面年度獨立性確認，且董事會信納，自上市日期起直至本年報日期止期間，全體獨立非執行董事均具獨立性並符合上市規則第3.13條所載的獨立性指引。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES

The Company has established three board committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee, for overseeing particular aspects of the Company's affairs. Each of the Board committees operates under defined written terms of reference. The terms of reference of the Board committees are available on the websites of the Company and the Stock Exchange.

Audit committee

We have established our Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the CG Code on 11 March 2020. The primary duties of the Audit Committee are mainly to assist our Board in providing an independent view of the effectiveness of our financial reporting process, internal control and risk management system, overseeing the audit process and performing other duties and responsibilities as assigned by our Board.

The Audit Committee consists of three independent non-executive Directors, namely Mr. Wong Son Heng, Mr. Lee Yan Kit and Ms. Eugenia Yang, and the non-executive Director, Mr S Ling. Mr. Wong Son Heng is the Chairman of the Audit Committee.

As the Company was listed on 27 March 2020, no Audit Committee meeting was held during the year ended 31 December 2019.

Since the year ended 31 December 2019 and up to the date of this annual report, one Audit Committee meeting was held at which the Audit Committee (i) reviewed the audited consolidated financial statements of the Company for the year ended 31 December 2019; and (ii) reviewed the internal control and risk management system of the Group.

The Audit Committee also had a meeting with Ernst & Young PLT, the Independent auditor of the Company.

Remuneration committee

We established our Remuneration Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the CG Code on 11 March 2020. The primary duties of the Remuneration Committee are mainly to evaluate the performance of our Directors and senior management and determine the remuneration package of our Directors and members of our senior management.

董事委員會

本公司已成立三個董事委員會（即審核委員會、薪酬委員會及提名委員會），以監督本公司的各項特定事務。各董事委員會均按界定的書面職權範圍運作。董事委員會職權範圍可於本公司及聯交所網站查閱。

審核委員會

我們已於2020年3月11日成立審核委員會，其書面職權範圍符合上市規則第3.21條及企業管治守則的規定。審核委員會的主要職責主要為協助董事會就財務報告流程、內部控制及風險管理系統的有效性提供獨立意見、監督審核流程及履行董事會所分配的其他職責及責任。

審核委員會由三名獨立非執行董事（即Wong Son Heng先生、李殷傑先生及楊元晶女士）及非執行董事S Ling先生組成。Wong Son Heng先生目前擔任審核委員會主席。

由於本公司於2020年3月27日上市，故截至2019年12月31日止年度並無舉行審核委員會會議。

截至2019年12月31日止年度起及直至本年報日期，審核委員會曾舉行一次會議，會上審核委員會(i)審閱了本公司截至2019年12月31日止年度的經審核綜合財務報表；及(ii)檢討了本集團的內部監控及風險管理系統。

審核委員會亦與本公司獨立核數師Ernst & Young PLT舉行一次會議。

薪酬委員會

我們已於2020年3月11日成立薪酬委員會，其書面職權範圍符合上市規則第3.25條及企業管治守則的規定。薪酬委員會的主要職責主要為評估董事及高級管理層的表現，以及釐定董事及高級管理層成員的薪酬待遇。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Remuneration Committee consists of three independent Non-Executive Directors, namely Mr. Wong Son Heng, Mr. Lee Yan Kit and Ms. Eugenia Yang and two Executive Directors, namely Mr. F Ling and Mr. W Ling. Mr Wong Son Heng is the Chairman of the Remuneration Committee.

As the Company was listed on 27 March 2020, no Remuneration Committee meeting was held during the year ended 31 December 2019.

Since the year ended 31 December 2019 and up to the date of this annual report, no Remuneration Committee meeting was held.

Details of the remuneration of the Directors and senior management for the year ended 31 December 2019 are set out in Note 10 of the Notes to the consolidated financial statements in this annual report.

The annual remuneration of the senior management of the Group by band for the year ended 31 December 2019 is set out below:

Remuneration of the Senior Management (including two Executive Directors) by bands

		Number of senior management 高級 管理層人數
Nil — HK\$1,000,000	零至1,000,000港元	1
HK\$1,000,001 — HK\$1,500,000	1,000,001港元至1,500,000港元	—
HK\$1,500,001 — HK\$2,000,000	1,500,001港元至2,000,000港元	2
HK\$2,000,001 — HK\$2,500,000	2,000,001港元至2,500,000港元	—
HK\$2,500,001 — HK\$3,000,000	2,500,001港元至3,000,000港元	—

Save as disclosed in this annual report, (i) no remuneration was paid to our Directors or the five highest paid individuals as an inducement to join, or upon joining, our Group; (ii) no compensation was paid to, or receivable by, our Directors or past Directors or the five highest paid individuals during the year ended 31 December 2019 for the loss of office as director of any member of our Group or of any other office in connection with the management of the affairs of any member of our Group; and (iii) none of our Directors waived any emoluments during the same period.

薪酬委員會由三名獨立非執行董事（即Wong Son Heng先生、李殷傑先生及楊元晶女士）及兩名執行董事（即F Ling先生及W Ling先生）組成。Wong Son Heng先生目前擔任薪酬委員會主席。

由於本公司於2020年3月27日上市，故截至2019年12月31日止年度並無舉行薪酬委員會會議。

截至2019年12月31日止年度起及直至本年報日期，本公司並無舉行薪酬委員會會議。

截至2019年12月31日止年度，董事及高級管理層的薪酬詳情載於本年報綜合財務報表附註之附註10。

本集團高級管理層於截至2019年12月31日止年度的年度薪酬範圍載列如下：

高級管理層成員（包括兩名執行董事）的薪酬範圍

除本年報所披露者外，(i)概無向董事或五名最高薪酬人士支付任何酬金作為加入本集團或於加入本集團時的獎勵；(ii)截至2019年12月31日止年度，董事或前任董事或五名最高薪酬人士概無因失去本集團任何成員公司董事職位或任何其他管理本集團任何成員公司事務的職位而獲支付或應收任何補償；及(iii)概無董事於同期放棄任何酬金。

CORPORATE GOVERNANCE REPORT

企業管治報告

Further to the above, no Director or none of the five highest paid individuals has been paid in cash or shares or otherwise by any person either to induce him to become, or to qualify him as a Director, or otherwise for service rendered by him in connection with the promotion or formation of us save as disclosed in this annual report.

Nomination committee

We have established our Nomination Committee with written terms of reference in compliance with the CG Code on 11 March 2020. The primary duties of the Nomination Committee are mainly to make recommendations to our Board on the appointment of our Directors and members of our senior management.

Our Nomination Committee consists of three Independent Non-Executive Directors, namely Mr. Wong Son Heng, Mr. Lee Yan Kit and Ms. Eugenia Yang and two Executive Directors, namely Mr. F Ling and Mr. W Ling. Mr. F Ling is the Chairman of the Nomination Committee.

As the Company was listed on 27 March 2020, no Nomination Committee meeting was held during the year ended 31 December 2019.

Since the year ended 31 December 2019 and up to the date of this annual report, one Nomination Committee meeting was held to review the Board composition and make recommendation to the Board for Directors to be re-elected in the 2020 AGM.

BOARD DIVERSITY POLICY

With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

除上文所述者外，董事或五名最高薪酬人士概無獲任何人士支付現金或股份或其他形式的利益，促使其出任董事或符合資格成為董事，或作為其為發起或成立本公司而提供服務的報酬（除本報告所披露者外）。

提名委員會

我們已於2020年3月11日成立提名委員會，其書面職權範圍符合企業管治守則的規定。提名委員會的主要職責主要為就委任董事及高級管理層成員向董事會提供推薦建議。

提名委員會由三名獨立非執行董事（即Wong Son Heng先生、李殷傑先生及楊元晶女士）及兩名執行董事（即F Ling先生及W Ling先生）組成。F Ling先生為提名委員會主席。

由於本公司於2020年3月27日上市，故截至2019年12月31日止年度並無舉行提名委員會會議。

截至2019年12月31日止年度起及直至本年報日期，本公司曾舉行一次提名委員會會議，以檢討董事會的組成及就將於2020年股東週年大會上獲重選的董事向董事會提出推薦建議。

董事會多元化政策

為實現可持續的平衡發展，本公司將提高董事會層面多元化視為支持實現其戰略目標及其可持續發展的重要因素。本公司於設定董事會成員的組成時，會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期。董事會所有委任均以用人唯才為原則，按客觀準則篩選董事候選人並充分顧及董事會成員多元化的益處。

CORPORATE GOVERNANCE REPORT

企業管治報告

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.

NOMINATION POLICY

The Board has adopted a nomination policy (the “Nomination Policy”) which aims to:

- set out the criteria and process in the nomination and appointment of Directors;
- ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company; and
- ensure the Board’s continuity and appropriate leadership at Board level.

Criteria

The Nomination Committee shall consider the following criteria in evaluating and selecting candidates for directorships:

- character, reputation and integrity;
- qualifications, experience and accomplishments, including 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 a Board member and other directorships and significant commitments;
- requirement for the Board to have independent directors in accordance with the Listing Rules and whether the candidates would be considered independent by reference to the independence guidelines set out in the Listing Rules;

候選人將基於一系列多元化角度進行甄選，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期。最終決定將視乎候選人將為董事會帶來的價值及貢獻而定。

提名政策

董事會已採納提名政策（「提名政策」），其旨在：

- 載列提名及委任董事的準則及程序；
- 確保董事會具備切合本公司所需的技能、經驗及多元化觀點；及
- 確保董事會的持續性及維持其領導角色。

準則

提名委員會在評估及甄選候選人擔任董事時應考慮下列準則：

- 品格、聲譽及誠信；
- 資歷、經驗及成就，包括與本公司業務及企業策略相關的專業資格、技能、知識及經驗；
- 是否願意投入足夠時間履行身為董事會成員的職責及其他董事及重大承擔；
- 根據上市規則，董事會需包括獨立董事的規定，以及參考上市規則所載有關獨立性的指引，候選人是否被視為獨立；

CORPORATE GOVERNANCE REPORT

企業管治報告

- Board diversity policy and any measurable objectives adopted by the Nomination Committee for achieving diversity on the Board;
- any other perspectives that are appropriate to the Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of Directors and succession planning; and
- such other perspectives appropriate to the Company's business.
- 提名委員會為達致董事會成員多元化而採納的董事會多元化政策及任何可計量目標；
- 適用於本公司業務及其繼任計劃的任何其他因素，及董事會及/或提名委員會可不時採納及/或修訂有關董事提名及繼任計劃的因素（如適用）；及
- 適用於本公司業務的該等其他觀點。

Nomination Procedures

(A) Appointment of New Director

- (i) The Nomination Committee shall, upon receipt of the proposal on appointment of the new Director, the biographical information (or relevant details) of such candidate and evaluate such candidate based on the criteria as set out in above paragraph of "Criteria" to determine whether such candidate is qualified for directorship.
- (ii) The Nomination Committee may request candidates to provide additional information and documents, if considered necessary.
- (iii) If the process yields one or more desirable candidates, the Nomination Committee shall rank them by order of preference based on the needs of the Company (including but not limited to ensuring that the Board has a balance of skills, experience and diversity of perspectives) and reference check of each candidate (where applicable).
- (iv) The Nomination Committee shall then recommend appointment of the appropriate candidate for directorship and the candidate shall provide his/her written consent (a) to be appointed as a Director, and (b) to the public disclosure of his/her personal data on any documents or the relevant websites for the purpose of or in relation to his/her standing for election as a Director.

提名程序

(A) 委任新董事

- (i) 提名委員會應在收到委任新董事的建議及該候選人的個人資料（或相關詳情）後，依據上段「準則」所載之準則評估該候選人以決定該候選人是否合資格擔任董事。
- (ii) 提名委員會可要求候選人提供額外資料及文件（如有必要）。
- (iii) 倘過程涉及一個或多個合意的候選人，則提名委員會應根據本公司的需要（包括但不限於確保董事會擁有平衡的技能、經驗及多元化觀點）及每位候選人的證明審查（如適用）排列彼等的優先次序。
- (iv) 提名委員會隨後應就委任合適候選人擔任董事一事提出建議，而候選人應就(a)獲委任為董事；(b)為其參選董事在任何文件或相關網站公開披露其個人資料等事宜提供其書面同意。

CORPORATE GOVERNANCE REPORT

企業管治報告

- (v) For any person that is nominated by a Shareholder for election as a Director at the general meeting of the Company, the Nomination Committee shall evaluate such candidate based on the above paragraph of “Criteria” to determine whether such candidate is qualified for directorship and where appropriate, the Nomination Committee and/or the Board shall make recommendation to the Shareholders in respect of the proposed election of Director at the general meeting.
- (vi) The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

(B) Re-Election of Director at General Meeting

- (i) Retiring Directors are eligible for nomination by the Board to stand for re-election at a general meeting of the Company.
- (ii) The Nomination Committee shall review the retiring Director’s overall contribution and service to the Company, including his/her attendance of Board meetings and, where applicable, general meetings, and his/her level of participation and performance on the Board.
- (iii) The Nomination Committee shall also review and determine whether the retiring Director continues to meet the criteria as set out in above paragraph.
- (iv) the Nomination Committee and/or the Board shall then make recommendation to the Shareholders in respect of the proposed re-election of the Director at the general meeting.
- (v) The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for re-election at any general meeting.

- (v) 就任何經股東提名於本公司股東大會上選舉為董事的人士而言，提名委員會應依據上段「準則」評估該候選人，以釐定該候選人是否合資格擔任董事及提名委員會及/或董事會應就於股東大會上委任董事的提案向股東提出建議（如適用）。

- (vi) 對推薦候選人於股東大會上參選的所有事宜，董事會擁有最終決定權。

(B) 於股東大會上重選董事

- (i) 退任董事合資格獲董事會提名在本公司股東大會上參選。
- (ii) 提名委員會應檢討退任董事對公司的整體貢獻及服務，包括其董事會會議及（如適用）股東大會出席率以及在董事會的參與程度及表現。
- (iii) 提名委員會亦應檢討及釐定退任董事是否仍然符合上段所載準則。
- (iv) 提名委員會及/或董事會應就於股東大會上重選董事的提案向股東提出建議。
- (v) 對推薦候選人於股東大會上參選的所有事宜，董事會擁有最終決定權。

CORPORATE GOVERNANCE REPORT

企業管治報告

Regular Review

The Nomination Committee will conduct regular review on:

- (i) the effectiveness of the Nomination Policy to ensure that it remains relevant to the Company's needs and reflects both current regulatory requirements and good corporate governance practice; and
- (ii) the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and business needs.

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the functions set out the Code Provision D.3.1 of the CG Code. The Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and written employee guidelines, and the Company's compliance with the CG Code and disclosure in this corporate governance report.

AUDITOR'S REMUNERATION

Ernst & Young PLT is appointed as the external auditor of the Company. For the year ended 31 December 2019, the fees paid to Ernst & Young PLT for the audit of the annual financial statements of the Group are RM200,000 (excluding the expenses on the audit and non-audit service provided by Ernst & Young related to the Share Offer of the Company).

The fees charged by Ernst & Young PLT in respect of the non-auditing services for the year are approximately RM411,000.

定期檢討

提名委員會將會定期檢討：

- (i) 提名政策的效率，以確保其與本公司需求相關以及可反映現時的法規規定及良好的企業管治常規；及
- (ii) 董事會的架構、規模及組成以及在有需要時向董事會提出修訂建議，以完善本公司企業策略及切合業務需要。

企業管治職能

董事會負責履行企業管治守則第D.3.1條所載的職能。董事會已檢討本公司的企業管治政策及常規、董事及高級管理層的培訓及持續專業發展、本公司對於遵守法律及監管規定的政策及常規、遵守標準守則及僱員書面指引的情況、本公司遵守企業管治守則的情況及本企業管治報告的披露。

核數師酬金

Ernst & Young PLT獲委任為本公司的外部核數師。截至2019年12月31日止年度，就審核本集團年度財務報表向Ernst & Young PLT支付的費用為200,000令吉特（不包括Ernst & Young PLT提供的有關股份發售的審計及非審計服務費用）。

Ernst & Young PLT就年內非審計服務收取的費用約為411,000令吉特。

CORPORATE GOVERNANCE REPORT

企業管治報告

DIRECTORS' ACCOUNTABILITY AND AUDIT

The Directors are responsible for overseeing the preparation of the consolidated financial statements which give a true and fair view of the state of affairs of the Group and of the results and cash flow during the reporting period. In preparing the consolidated financial statements for the year ended 31 December 2019, the Directors have selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the consolidated financial statements on a going concern basis. There are no material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. A statement from the external auditors about its reporting responsibilities on the consolidated financial statements is set out on pages 74 to 76 of this annual report.

INTERNAL CONTROLS AND RISK MANAGEMENT

The Board is responsible for maintaining sound and effective internal control and risk management systems in order to safeguard the Group's assets and Shareholders' interests and reviewing the effectiveness of the Company's internal control and risk management systems on an annual basis so as to ensure that internal control and risk management systems in place are adequate. The Company outsourced its internal audit function to an external consultant who reports directly to the Board. The internal audit function primarily carries out the analysis and independent appraisal of the adequacy and effectiveness of the issuer's risk management and internal control systems, and reports their findings to the Board on, at least, an annual basis.

The Group's internal control system includes a well-established organizational structure with clearly defined lines of responsibility and authority. The day-to-day departmental operations are entrusted to individual department which is accountable for its own conduct and performance and is required to operate its own department's business within the scope of the delegated authority and to implement and strictly adhere to the strategies and policies set by the Company from time to time. Each department is also required to keep the Board informed of material developments of the department's business and implementation of the policies and strategies set by the Board on a regular basis.

董事的問責性及審計

董事負責監督編製真實而公平地反映本集團於報告期內事務狀況以及業績及現金流量的綜合財務報表。於編製截至2019年12月31日止年度的綜合財務報表時，董事選擇適當的會計政策並貫徹應用、作出審慎而公平合理的判斷及估計以及按持續經營基準編製綜合財務報表。概無與可能對本公司持續經營能力構成重大疑問的事件或狀況相關的任何重大不明朗因素。外聘核數師有關綜合財務報表報告責任的聲明載於本年報第74至76頁。

內部監控及風險管理

董事會負責維持健全有效的內部監控及風險管理制度，以保障本集團資產及股東利益，並每年檢討本公司內部監控及風險管理制度的成效，致力確保內部監控及風險管理制度充足。本公司將其內部審核職能外判予直接向董事會報告的外聘顧問。內部審核職能主要對發行人風險管理及內部監控制度的充足性及有效性進行分析及獨立評估，並至少每年向董事會報告調查結果。

本集團的內部監控制度包含完善組織架構，明確界定責任及權限。日常部門運作交由個別部門負責，其須對本身行為及表現承擔責任，並在授權範圍內處理所屬部門事務，以及落實及嚴格奉行本公司不時制訂的策略及政策。各部門亦須向董事會匯報部門事務的重大發展情況，並定期執行董事會制定的政策及策略。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the year ended 31 December 2019, the Board has reviewed the effectiveness of the internal control and risk management systems of the Group to ensure that a sound system is maintained and operated by the management in compliance with the agreed procedures and standards. The review covered all material controls, including financial, operational and compliance controls and risk management functions. In particular, the Board considered the adequacy of resources, staff qualifications and experience, training programs and budget of the Company's accounting, internal audit and financial reporting functions. The review was made by discussions with the management of the Company and the assessment conducted by the Audit Committee. The Board believes that the existing internal control system is adequate and effective, in particular, for financial reporting and Listing Rules compliance.

HANDLING AND DISSEMINATION OF INSIDE INFORMATION

With respect to procedures and internal controls for the handling and dissemination of inside information, the Company takes seriously of its obligations under Part XIVA of the SFO and the Listing Rules. The Company has adopted a Continuous Disclosure Compliance Policy which sets out guidelines and procedures to the Directors and officers of the Group to ensure inside information of the Group is to be disseminated to the public in an equal and timely manner. Briefing session is held regularly for officers to facilitate their understanding and compliance with the policy.

COMPANY SECRETARY

Directors have access to the services of the company secretary to ensure that the Board procedures are followed. The company secretary of the Company is Ms. Chan Lok Yee. Ms. Chan has over six years of experience in the provision of a full range of company secretarial and compliance services and has held positions in various corporate secretarial companies in Hong Kong. She has been a manager of corporate services in Vistra Corporate Services (HK) Limited since February 2019, and is currently serving a portfolio of clients, including public listed companies and private companies. In compliance with Rule 3.29 of the Listing Rules, Ms. Chan Lok Yee has undertaken not less than 15 hours of relevant professional training during the year ended 31 December 2019. Ms. Chan's primary contact with the Company is Mr. Lam Yin Yam, the Group financial controller.

截至2019年12月31日止年度，董事會已檢討本集團內部監控及風險管理制度的成效，以確保管理層按照協定程序及標準維持及運作健全制度。有關檢討涵蓋所有重大控制，包括財務、營運及合規控制以及風險管理職能。董事會尤其考慮本公司會計、內部審核及財務申報職能的資源、員工資歷及經驗、培訓計劃及預算是否充足。檢討乃通過與本公司管理層的討論以及審核委員會的評估而進行。董事會認為現行內部監控制度屬充足有效，尤其於財務申報及遵守上市規則方面。

內幕消息的處理及傳播

就處理及傳播內幕消息的程序及內部監控而言，本公司嚴格按照證券及期貨條例第XIVA部及上市規則的規定履行責任。本公司已採納持續披露合規政策，為董事及本集團高級職員制定指引及程序，確保本集團內幕消息平等及時地向公眾發放。高級職員期須定期參與簡報會，以便了解及遵守有關政策。

公司秘書

董事可獲公司秘書提供服務，以確保董事會程序得到遵守。本公司的公司秘書為陳潔而女士。陳女士在提供全面公司秘書及合規服務方面擁有逾六年經驗，並曾在香港多家公司秘書公司任職。自2019年2月起，彼為Vistra Corporate Services (HK) Limited的公司服務經理，現時為一系列客戶（包括上市公司及私人公司）提供服務。根據上市規則第3.29條，陳女士已於截至2019年12月31日止年度接受不少於15小時的相關專業培訓。陳女士於本公司的主要聯絡人為本集團財務總監林彥欽先生。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDER RIGHTS

The Company's annual general meeting remains the principal forum for dialogue with the Shareholders. The Shareholders are encouraged to participate in the proceedings and ask questions about the resolutions being proposed and the operations of the Group. The Articles allows a Shareholder entitled to attend and vote to appoint more than one proxy to attend and vote on behalf of the Shareholder and also provides that a proxy need not be a Shareholder of the Company.

Code Provision E.1.3 of the CG Code stipulates that the issuer should arrange for the notice to Shareholders to be sent in the case of the annual general meeting at least 20 clear business days before the meeting and in the case of all other general meetings at least 10 clear business days before the meeting. The Company has been in compliance with such Code Provision.

All resolutions put forward at Shareholder meetings will be voted by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange after each Shareholder meeting.

PROCEDURES FOR SHAREHOLDERS TO CONVENE AN EXTRAORDINARY GENERAL MEETING

Pursuant to article 64 of the Articles, the Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Company Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself/herself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company. The said written requisitions can be addressed to the Board or the Company Secretary by mail to Room 1901, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Cay, Hong Kong.

股東權利

本公司視股東週年大會為與股東交流的主要平台，鼓勵股東參與會議並就所提呈決議案及本集團運作提問。細則允許有權出席及投票的股東委任多於一名代表代其出席及投票，並規定受委代表毋須為本公司股東。

企管守則的守則條文E.1.3訂明，就股東週年大會而言，發行人應安排在大會舉行前至少足20個營業日向股東發送通知，而就所有其他股東大會而言，則須在大會舉行前至少足10個營業日發送通知。本公司一直遵守該守則條文的規定。

所有於股東大會上提呈的決議案將根據上市規則以投票方式表決，投票結果將於每次股東大會後登載於本公司網站及聯交所網站。

股東召開股東特別大會的程序

根據細則第64條，董事會可於其認為適合時召開股東特別大會。股東特別大會亦可應一名或多名股東（於要求寄存當日持有不少於本公司有權於股東大會上投票的實繳股本十分之一）要求而召開。該項要求須以書面向董事會或公司秘書提呈，以供董事會就處理該要求內任何指定事務而要求召開股東特別大會。該大會須於該項要求提交後兩個月內舉行。倘董事會於該項要求提交後21日內未能召開該大會，則提出要求者本人（彼等）可以相同方式召開大會，而本公司須向提出要求者償付其因董事會未能召開大會而產生的所有合理開支。上述書面要求可郵寄至董事會或公司秘書，地址為香港銅鑼灣希慎道33號利園一期19樓1901室。

CORPORATE GOVERNANCE REPORT

企業管治報告

PROCEDURES FOR PUTTING FORWARD PROPOSALS AT GENERAL MEETING

There are no provisions allowing Shareholders to propose new resolutions at the general meetings under the Cayman Islands Companies Law (2016 Revision). However, Shareholders who wish to propose resolutions may follow article 64 of the Articles for requisitioning an extraordinary general meeting and including a resolution at such meeting. The requirements and procedures of article 64 are set out above. As regards proposing a person for election as a director, the procedures are available on the website of the Company.

PROCEDURES FOR PUTTING ENQUIRIES TO THE BOARD AND CONTACT DETAILS

Shareholders may, at any time, direct questions, request for publicly available information and provide comments and suggestions to directors or management of the Company. Such questions, requests and comments can be addressed to the Company by mail to Room 1901, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong or by email to investor_relations@cgroup.com.my.

Shareholders should direct their questions about their shareholdings by mail to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong or by telephone at (852) 2862 8555, who has been appointed by the Company to deal with Shareholders for share registration and related matters.

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS RELATIONS

Company believes that effective communication with Shareholders is essential for enhancing investor relations and investors' understanding of the Company's business performance and strategies. The Company also recognises the importance of transparency and timely disclosure of corporate information, which enables Shareholders to make the most informed investment decisions. The goal of our communication activities is to provide a true and fair view of the Company.

於股東大會提呈建議的程序

開曼群島公司法(2016年修訂本)並無條文允許股東於股東大會提呈新決議案。然而，有意提呈決議案的股東可遵循細則第64條要求召開股東特別大會並將決議案納入該大會議程。第64條的要求及程序載於上文。有關提名董事人選的程序可參閱本公司網站。

向董事會發出查詢的程序及聯絡資料

股東可隨時向本公司董事或管理層提出問題、要求索取公開資料及提供意見與建議。有關問題、要求及意見可郵寄至香港銅鑼灣希慎道33號利園一期19樓1901室，或電郵至 investor_relations@cgroup.com.my。

股東可將持股相關問題郵寄至本公司的香港股份過戶登記分處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17M樓)或致電(852) 2862 8555。香港中央證券登記有限公司已獲本公司委任處理股東的股份登記及相關事宜。

與股東及投資者溝通

本公司相信，與股東之間的有效溝通乃提升投資者關係與投資者了解本公司業務表現及策略的重要一環。本公司亦深明透明而適時地披露企業資訊的重要性，可使股東得以作出最知情的決定。我們通訊活動的目標為真實而公平反映本公司的狀況。



CORPORATE GOVERNANCE REPORT

企業管治報告

As such, the Company has established a shareholders' communication policy and a range of communication channels between itself and its Shareholders, investors and other stakeholders. These include (i) the publication of interim and annual reports and/or dispatching circulars, notices, and other announcements; (ii) the annual general meeting and/or extraordinary general meeting providing a forum for Shareholders to raise comments and exchanging views with the Board; (iii) updated and key information of the Group available on the websites of the Stock Exchange and the Company; (iv) the Company's website offering communication channel between the Company and its stakeholders; and (v) the Company's branch share registrar in Hong Kong serving the Shareholders in respect of all share registration matters.

CONSTITUTIONAL DOCUMENTS

During the period from the Listing Date and up to the date of this annual report, there has not been any change in the constitutional documents of the Company.

The amended and restated Memorandum and Articles of Association of the Company are available on the websites of the Company and the Stock Exchange.

因此，本公司已設立股東溝通政策，並在其與股東、投資者及其他持份者之間設立一系列溝通渠道，包括：(i) 刊發中期報告及年報及／或寄發通函、通知及其他公告；(ii) 股東週年大會及／或股東特別大會為股東提供了與董事會提出建議及交換意見的論壇；(iii) 有關本集團的最新及主要資料可於聯交所網站及本公司網站查閱；(iv) 本公司網站提供了本公司與其持份者的溝通渠道；及(v) 本公司的香港股份過戶登記分處為股東辦理所有股份登記事宜。

憲章文件

於自上市日期起及直至本年報日期止期間，本公司的憲章文件並無任何改動。

本公司的經修訂及經重列組織章程大綱及組織章程細則可於本公司網站及聯交所網站查閱。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



**Independent auditors' report to the members of
C-Link Squared Limited**
(Incorporated in Cayman Islands)

Report on the audit of the financial statements

OPINION

We have audited the consolidated financial statements (the “financial statements”) of C-Link Squared Limited (the “Company”) and its subsidiaries (the “Group”), which comprise the consolidated statement of financial position as at 31 December 2019 of the Group and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 78 to 167.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group as at 31 December 2019, and of its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards and the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (“ISAs”). Our responsibilities under those standards are further described in the Auditor’s responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

致股東的獨立核數師報告
C-Link Squared Limited
(於開曼群島註冊成立)

就財務報表審核作出的報告

意見

吾等已審核C-Link Squared Limited（「貴公司」）及其附屬公司（「貴集團」）的綜合財務報表（「財務報表」），該等財務報表包括 貴集團於2019年12月31日的綜合財務狀況表以及 貴集團截至該日止年度的綜合全面收益表、綜合權益變動表及綜合現金流量表以及財務報表附註，包括第78至167頁所載重要會計政策概要。

吾等認為，隨附財務報表根據國際財務報告準則及香港公司條例的披露規定真實而中肯地反映了 貴集團於2019年12月31日的財務狀況及其截至該日止年度的財務表現及現金流量。

意見的基礎

吾等根據國際審核準則（「國際審核準則」）進行審核。吾等於該等準則項下的責任已在本報告「核數師就審核財務報表承擔的責任」一節中作進一步闡述。吾等相信，吾等所獲得的審核憑證能充足及適當地為吾等的意見提供基礎。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

INDEPENDENCE AND OTHER ETHICAL RESPONSIBILITIES

We are independent of the Group in accordance with the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants ("By-Laws") and the International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group for the current financial year. These matters were addressed in the context of our audit of the financial statements of the Group as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditors' responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis of our audit opinion on the accompanying financial statements.

(1) Impairment assessment of intangible assets

(Refer to Note 3.2(b) – Key sources of estimation uncertainty and Note 14 – Intangible assets)

As at 31 December 2019, the carrying amount of intangible assets of the Group amounted to RM3.4 million, representing 21% and 5% of the Group's total non-current assets and total assets respectively. The Group is required to perform impairment assessment for intangible assets with finite useful lives whenever there is an indication that the intangible asset may be impaired and perform impairment assessment annually for intangible assets not yet available for use, or more frequently if the events and circumstances indicate that the carrying value may be impaired.

獨立性及其他道德責任

根據馬來西亞會計師協會細則（關於職業道德、行為及實踐）（「細則」）及國際職業會計師道德守則（包括國際獨立性標準）（「IESBA守則」），吾等獨立於 貴集團，且吾等已根據細則及IESBA守則履行其他道德責任。

關鍵審核事項

關鍵審核事項是根據吾等的專業判斷，認為對 貴集團本財政年度財務報表的審核最為重要的事項。該等事項乃於吾等審核 貴集團整體財務報表及出具意見時進行處理。吾等不會對該等事項提供單獨意見。就下文各事項而言，有關吾等審核時處理該等事項的描述僅適用於該等情況。

吾等已履行本報告「核數師就審核財務報表承擔的責任」一節所述之責任，包括與該等事項相關之責任。因此，吾等之審核工作包括執行為應對財務報表重大錯誤陳述風險評估而設計之程序。審核程序（包括為處理下列事項而執行的程序）的結果為吾等就隨附財務報表發表審核意見提供了基礎。

(1) 無形資產之減值評估

(請參閱附註3.2(b) – 估計不確定因素的主要來源及附註14 – 無形資產)

於2019年12月31日， 貴集團無形資產的賬面值為3.4百萬令吉特，分別佔 貴集團非流動資產總值及資產總值的21%及5%。當有跡象表明具有有限可使用年期的無形資產可能發生減值時， 貴集團須對該無形資產進行減值評估，並每年對不可供使用的無形資產進行減值評估，倘有事件及情況顯示賬面值可能減值，則會更頻密地進行評估。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

The Group estimated the recoverable amounts of the intangible assets based on value in use ("VIU"). Estimating the VIU involves discounting the estimated future cash inflows and outflows expected to be derived from the intangible asset to its present value using an appropriate discount rate.

We identified this as an area of audit focus as the VIU determined using discounted cash flows is complex and involves significant management judgement and estimates, specifically the key assumptions on the gross profit margin, long-term growth rate and discount rate.

Our audit response:

In addressing this area of audit focus, we performed, amongst others, the following procedures:

- a) we obtained an understanding of the methodology adopted by the management in estimating the VIU and assessed whether such methodology is consistent with those used in the industry;
- b) we obtained an understanding from management on their basis of assigning probability to the potential contracts included in the VIU by reference to the stage of negotiation with customers;
- c) we evaluated management's key assumptions on gross profit margin and long-term growth rate, by taking into consideration the current and expected future economic conditions of the industry;
- d) we assessed whether the discount rate used reflects the current market assessments of the time value of money and the risks specific to the asset is the return that investors would require if they were to choose an investment that would generate cash flows of amounts, timing and risk profile equivalent to those that the entity expects to derive from the intangible asset;
- e) we performed sensitivity analysis on key assumptions that will significantly affect the recoverable amounts of the intangible asset; and
- f) we evaluated the adequacy of disclosures of key assumptions to which the outcome of the impairment assessment is most sensitive.

貴集團根據使用價值（「使用價值」）估算無形資產的可收回金額。估計使用價值涉及使用適當的貼現率將無形資產的預期未來現金流入及流出貼現為現值。

吾等將其確定為審核重點，因為使用貼現現金流量確定的使用價值非常複雜，且涉及管理層的重大判斷及估計，尤其是毛利率、長期增長率及貼現率的關鍵假設。

吾等的審核響應：

為處理這一審核重點，吾等執行以下程序，其中包括：

- a) 吾等了解了管理層在估算使用價值時採用的方法，並評估該方法是否與行業內使用的方法一致；
- b) 吾等自管理層了解到，彼等參考與客戶的協商階段為使用價值中包含的潛在合約指定可能性的基準；
- c) 吾等透過考慮行業當前及預期的未來經濟狀況，評估管理層對毛利率及長期增長率的關鍵假設；
- d) 吾等評估所使用的貼現率是否反映貨幣時間價值的當前市場評估，以及資產特定的風險是否是投資者選擇產生的現金流量之金額、時間及風險狀況與實體預期從該無形資產獲得者相同的投資所要求的收益；
- e) 吾等對將對無形資產的可收回金額產生重大影響的關鍵假設進行敏感度分析；及
- f) 吾等評估減值評估結果最為敏感的關鍵假設的披露是否充分。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

(2) Capitalisation of software development expenditure

(Refer to Note 3.2(d) – Key sources of estimation uncertainty and Note 14 – Intangible assets)

During the current financial year ended 31 December 2019, the Group capitalised software development expenditure of RM1.3 million as part of its intangible assets.

Capitalisation of internally developed assets requires management's judgement to evaluate whether the expenditure incurred qualifies for recognition as an asset in accordance with IAS 38 Intangible Assets and with the Group's accounting policies. The Group distinguishes between research costs, which are recognised in the statement of comprehensive income as incurred, and development costs, which are capitalised by the Group provided that the technical feasibility of the project has been established, it can reasonably be expected that its costs will be recovered in future periods and the costs can be measured reliably.

We identified this as an area of audit focus due to the significance of the expenditure capitalised and the judgement required to be made by management.

Our audit response:

In addressing this area of audit focus, we performed, amongst others, the following procedures:

- a) We evaluated accounting policies of the Group on criteria for capitalisation for compliance with IFRS;
- b) we assessed the management's controls over the recording and capitalisation of software development expenditure;

(2) 軟件開發開支的資本化

(請參閱附註3.2(d) – 估計不確定因素的主要來源及附註14 – 無形資產)

於截至2019年12月31日止當前財政年度，貴集團將1.3百萬令吉特的軟件開發開支作為其無形資產的一部分予以資本化。

內部開發資產的資本化要求管理層作出判斷，以評估產生的開支是否可根據國際會計準則第38號無形資產及貴集團的會計政策確認為資產。貴集團區分研究成本（在產生時於全面收益表確認）及開發成本（由貴集團資本化，前提是該項目的技術可行性已經確定，可合理預期其成本將於未來期間收回及成本能可靠計量）。

由於資本化開支的重要性及管理層須作出的判斷，吾等將其確定為審核重點。

吾等的審核響應：

為處理這一審核重點，吾等執行以下程序，其中包括：

- a) 吾等評估貴集團與根據國際財務報告準則資本化的標準有關的會計政策；
- b) 吾等評定管理層對軟件開發開支記錄及資本化的控制；

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

- c) we evaluated management's judgement made in determining whether the costs incurred qualify as development costs, by:
- reviewing the development plan and technical specification of the asset under development and business plans of the Group and evaluating whether they reflect the use of the asset for the Group and the Group's technical feasibility and intention to complete the development; and
 - evaluating the reasonableness of the business plans provided by assessing the existence of a market and whether economic benefits are expected to be generated in the future; and
- d) we assessed the reasonableness of the staff costs capitalised, by:
- assessing the complexity and feature of the asset under development by reviewing its technical specification and evaluating reasonableness of estimated total hours required to develop the asset;
 - agreeing the development team's hours incurred to time charge records and payroll records; and
 - corroborating the complexity of the asset and hours incurred through interviews with key development team members.
- c) 吾等透過以下方式評估管理層於釐定產生的成本是否屬於開發成本時作出的判斷：
- 審閱開發中資產的開發計劃及技術規格以及 貴集團的業務計劃，並評估其是否反映 貴集團對資產的使用以及 貴集團完成開發的的技術可行性及意圖；及
 - 透過評定市場的存在以及未來是否預期會產生經濟利益，評估提供的業務計劃的合理性；及
- d) 吾等透過以下方式評定資本化員工成本的合理性：
- 透過審閱技術規格及評估開發資產所需的估計總工時的合理性，評估開發中資產的複雜性及特徵；
 - 將開發團隊產生的工時與時間收費記錄及工資記錄比對；及
 - 透過與關鍵開發團隊成員訪談，證實資產的複雜性及產生的工時。

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITORS' REPORT THEREON

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements of the Group and our auditors' report thereon.

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

財務報表及其核數師報告以外的資料

貴公司董事須對其他資料負責。其他資料包括年報所載資料，但不包括 貴集團的財務報表及吾等的核數師報告。

吾等對 貴集團財務報表的意見並不涵蓋其他資料，吾等亦不對該等其他資料發表任何形式的核證結論。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE FINANCIAL STATEMENTS

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

In preparing the 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 to cease operations, or have no realistic alternative but to do so.

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the 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. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs 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 financial statements.

就吾等對 貴集團財務報表的審核而言，吾等的責任是閱讀其他資料，並在過程中考慮其他資料是否與 貴集團財務報表或吾等在審核過程中所了解的情況存在重大抵觸或似乎存在重大錯誤陳述的情況。

如基於吾等已執行的工作，吾等認為其他資料存在重大錯誤陳述，吾等需要報告該事實。在此方面，吾等沒有任何報告。

董事就財務報表承擔的責任

貴公司董事須負責根據國際財務報告準則及香港公司條例的披露規定編製真實而中肯的財務報表。董事亦須對其認為使財務資料的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

核數師就審核財務報表承擔的責任

吾等的目標，是對財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括吾等意見的核數師報告。合理保證是高水平的保證，但不能保證按照國際審核準則進行的審核，總能發現存在的某一重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，倘合理預期錯誤陳述可能單獨或共同影響財務報表使用者依賴財務報表所作出的經濟決定，則有關錯誤陳述被視作重大。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

在根據國際審核準則進行審核的過程中，吾等運用了專業判斷，保持了專業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對該等風險，以及獲取充足及適當的審核憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審核相關的內部控制，以設計適當的審核程序，但目的並非對 貴集團內部控制的有效性發表意見。
- 評估董事所採用會計政策的恰當性及作出會計估計及相關披露的合理性。
- 對董事採用持續經營會計基準的恰當性作出結論，並根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意財務報表中的相關披露。倘有關披露不足，則修訂吾等的意見。吾等之結論乃基於截至核數師報告日期所取得之審核憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

核數師就審核財務報表承擔的責任

- 評估財務報表的整體呈列方式、結構及內容（包括披露）以及財務報表是否中肯地反映相關交易及事項。
- 就 貴集團旗下實體或業務活動的財務資料獲取充足、適當的審核憑證，以便對綜合財務報表發表意見。吾等負責集團審核的方向、監督與執行。吾等對審核意見承擔全部責任。

吾等與董事溝通（其中包括）計劃的審核範圍及時間安排、重大審核發現等，包括吾等於審核期間識別出內部控制之任何重大缺陷。

吾等亦向董事提交聲明，說明吾等已符合有關獨立性的相關道德要求，並向彼等溝通可能被合理地認為對吾等之獨立性產生影響之所有關係及其他事項，以及在適用情況下之相關防範措施。

從與董事溝通的事項中，吾等確定哪些事項對 貴集團本期財務報表的審核最為重要，因而構成關鍵審核事項。吾等在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見之情況下，倘合理預期在吾等報告中溝通某事項造成之負面後果超過產生之公眾利益，吾等決定不應在報告中溝通該事項。



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER MATTERS

This report is made solely to the members of the Company, as a body, and for no other purpose. We do not assume responsibility to any other person for the content of this report.

The engagement partner on the audit resulting in this independent auditor's report is HOH, Yoon Hoong.

Ernst & Young PLT
202006000003 (LLP0022760-LCA) & AF 0039
Chartered Accountants

Kuala Lumpur, Malaysia
22 April 2020

其他事項

本報告僅向 貴公司股東（作為整體）出具，別無其他目的。吾等概不就本報告的內容向任何其他人士承擔任何責任。

出具本獨立核數師報告的審核項目合夥人是 HOH, Yoon Hoong。

Ernst & Young PLT
202006000003 (LLP0022760-LCA) & AF 0039
特許會計師

Kuala Lumpur, Malaysia
2020年4月22日

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

Group 本集團		Note 附註	1.1.2019 to 31.12.2019 2019年 1月1日至 2019年 12月31日 RM'000 千令吉特	1.1.2018 to 31.12.2018 2018年 1月1日至 2018年 12月31日 RM'000 千令吉特
Revenue from contracts with customers	來自與客戶訂立合約的收益	4	71,526	67,095
Cost of sales	銷售成本		(41,904)	(40,362)
Gross profit	毛利		29,622	26,733
Other income	其他收入	5	566	241
Administrative expenses	行政開支		(10,258)	(9,949)
Finance costs	融資成本	6	(915)	(410)
Profit before tax	除稅前溢利	7	19,015	16,615
Income tax expense	所得稅開支	11	(5,962)	(4,835)
Profit net of tax representing total comprehensive income for the year	除稅後溢利，指年內全面收益總額		13,053	11,780
Profit attributable to owners of the parent	母公司擁有人應佔溢利		13,053	11,780
Earnings per share attributable to the owners of the parent:	母公司擁有人應佔每股盈利：			
– Basic and diluted (RM sen)	– 基本及攤薄（令吉特分）	8	2.18	1.96

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

隨附會計政策及解釋附註構成財務報表的組成部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2019 於2019年12月31日

Group 本集團	Note 附註	31.12.2019 2019年 12月31日 RM'000 千令吉特	31.12.2018 2018年 12月31日 RM'000 千令吉特
ASSETS	資產		
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	12 9,725	11,411
Right-of-use assets	使用權資產	13 3,362	3,469
Intangible assets	無形資產	14 3,431	2,829
		16,518	17,709
Current assets	流動資產		
Trade and other receivables	貿易及其他應收款項	16 27,619	24,184
Cash and bank balances	現金及銀行結餘	17 26,097	18,351
		53,716	42,535
Total assets	資產總值	70,234	60,244
Equity and liabilities	權益及負債		
Current liabilities	流動負債		
Trade and other payables	貿易及其他應付款項	18 3,354	4,774
Income tax payable	應付所得稅	1,603	1,153
Loans and borrowings	貸款及借款	19 2,118	1,975
Lease liabilities	租賃負債	20 71	67
		7,146	7,969
Net current	流動淨額	46,570	34,566
Non-current liabilities	非流動負債		
Deferred tax liabilities	遞延稅項負債	15 592	600
Loans and borrowings	貸款及借款	19 14,270	16,431
Lease liabilities	租賃負債	20 234	305
		15,096	17,336
Total liabilities	負債總額	22,242	25,305
Net assets	資產淨值	47,992	34,939

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2019 於2019年12月31日

Group 本集團		Note 附註	31.12.2019 2019年 12月31日 RM'000 千令吉特	31.12.2018 2018年 12月31日 RM'000 千令吉特
Equity	權益			
Share capital	股本	21	-	-
Merger reserve	合併儲備	22	4,800	4,800
Retained earnings	保留盈利		43,192	30,139
Total equity	權益總額		47,992	34,939
Total equity and liabilities	權益及負債總額		70,234	60,244

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

隨附會計政策及解釋附註構成財務報表的組成部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

Group 本集團	Note 附註	Share capital (Note 21) 股本 (附註21) RM'000 千令吉特	Merger reserve (Note 22) 合併儲備 (附註22) RM'000 千令吉特	Retained earnings 保留盈利 RM'000 千令吉特	Total equity 權益總額 RM'000 千令吉特
At 1 January 2018	於2018年1月1日	-	4,800	25,359	30,159
Total comprehensive income	全面收益總額	-	-	11,780	11,780
Transaction with owners:	與所有者進行的交易:				
Dividends	股息	28	-	(7,000)	(7,000)
At 31 December 2018	於2018年12月31日	-	4,800	30,139	34,939
At 1 January 2019	於2019年1月1日	-	4,800	30,139	34,939
Total comprehensive income	全面收益總額	-	-	13,053	13,053
At 31 December 2019	於2019年12月31日	-	4,800	43,192	47,992

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

隨附會計政策及解釋附註構成財務報表的組成部分。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

Group 本集團	Note 附註	1.1.2019 to 31.12.2019 2019年 1月1日至 2019年 12月31日	1.1.2018 to 31.12.2018 2018年 1月1日至 2018年 12月31日
		RM'000 千令吉特	RM'000 千令吉特
Cash flows from operating activities	經營活動所得現金流量		
Profit before tax	除稅前溢利	19,015	16,615
Adjustments for:	就下列項目作出調整：		
Interest income	利息收入	(468)	(239)
Interest expense	利息開支	878	384
Amortisation of transaction costs	交易成本攤銷	20	7
Interest on lease liabilities	租賃負債利息	17	19
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,969	1,883
Depreciation of right-of-use assets	使用權資產折舊	107	107
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	-	60
Allowance for expected credit losses on trade receivables	貿易應收款項預期信貸虧損撥備	170	127
Amortisation of intangible assets	無形資產攤銷	677	520
Operating cash flows before changes in working capital	營運資金變動前經營現金流量	22,385	19,483
Changes in working capital:	營運資金變動：		
Trade receivables	貿易應收款項	(1,102)	(3,940)
Other receivables	其他應收款項	(1,985)	(1,384)
Trade payables	貿易應付款項	96	(1,524)
Other payables	其他應付款項	(1,504)	1,372
Amounts due from/to related parties	應收／應付關聯方款項	(518)	8,347
Cash flows from operations	經營活動所得現金流量	17,372	22,354
Tax paid, net of tax refunded	已付稅款，扣除已退稅款	(5,520)	(4,727)
Net cash flows from operating activities	經營活動所得現金流量淨額	11,852	17,627
Cash flows from investing activities	投資活動所得現金流量		
Purchases of property, plant and equipment	購買物業、廠房及設備	(283)	(658)
Payments for software development expenditure	軟件開發開支付款	(1,279)	(1,219)
Interest received	已收利息	468	239
Withdrawal of fixed deposit	提取定期存款	5	-
Net cash flows used in investing activities	投資活動所用現金流量淨額	(1,089)	(1,638)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

Group		Note	1.1.2019 to 31.12.2019 2019年 1月1日至 2019年 12月31日	1.1.2018 to 31.12.2018 2018年 1月1日至 2018年 12月31日
本集團		附註	RM'000 千令吉特	RM'000 千令吉特
Cash flows from financing activities	融資活動所得現金流量			
Dividend paid	已付股息		-	(21,800)
Drawdown of borrowing	提取借款		-	19,000
Payments for transaction costs	交易成本付款		-	(159)
Interest paid	已付利息		(890)	(305)
Repayment of term loan	償還定期貸款		(2,038)	(442)
Repayment of lease liabilities	償還租賃負債		(84)	(51)
Net cash flows used in financing activities	融資活動所用現金流量淨額		(3,012)	(3,757)
Net increase in cash and cash equivalents	現金及現金等價物增加淨額		7,751	12,232
Cash and cash equivalents at the beginning of the year	年初現金及現金等價物		18,346	6,114
Cash and cash equivalents at the end of the year	年末現金及現金等價物	17	26,097	18,346

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

隨附會計政策及解釋附註構成財務報表的組成部分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

1. CORPORATE INFORMATION

C-Link Squared Limited. (the “Company”) is an exempted company with limited liability incorporated in the Cayman Islands. The principal place of business of the Company is located at No. 1, Persiaran Sungai Buloh, Taman Industri Sungai Buloh, 47810 Kota Damansara, Petaling Jaya, Selangor Darul Ehsan, Malaysia.

The registered office of the Company is located at P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands.

The principal activity of the Company is investment holding. During the financial year ended 31 December 2019, the Company’s principal subsidiaries, Coeus Systems Sdn. Bhd. and Compugraphic Media Sdn. Bhd. (the “Companies”), were engaged in the provision of outsourced data and document management services in Malaysia. There have been no significant changes in the nature of the principal activities during the financial year.

In preparation for the listing of the Company’s shares on the Main Board of The Stock Exchange of Hong Kong Limited (“Stock Exchange”), the Group went through a corporate reorganisation (the “Reorganisation”) whereby the Company became the holding corporation of the Companies on 11 January 2019. After the completion of the Reorganisation, the Company is equally owned by the directors, Frank Ling and Will Ling (the “Directors”) via Flash Dragon Ltd. and Jupiter Rain Ltd. respectively.

1. 公司資料

C-Link Squared Limited. (「本公司」) 為一家於開曼群島註冊成立的獲豁免有限公司。本公司的主要營業地點位於No. 1, Persiaran Sungai Buloh, Taman Industri Sungai Buloh, 47810 Kota Damansara, Petaling Jaya, Selangor Darul Ehsan, Malaysia。

本公司的註冊辦事處位於P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands。

本公司的主要活動為投資控股。截至2019年12月31日止財政年度，本公司的主要附屬公司Coeus Systems Sdn. Bhd.及Compugraphic Media Sdn. Bhd. (「該等公司」) 於馬來西亞從事提供外判數據及文件管理服務。於財政年度內，其主要活動的性質並無重大變動。

為籌備本公司股份於香港聯合交易所有限公司(「聯交所」) 主板上市，本集團進行公司重組(「重組」)，據此，本公司於2019年1月11日成為該等公司的控股公司。重組完成後，本公司由董事Frank Ling及Will Ling (「該等董事」) 分別透過Flash Dragon Ltd. 及Jupiter Rain Ltd. 平均擁有。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

1. CORPORATE INFORMATION (Continued)

As at the date of this report, the Company has direct and indirect interests in its subsidiaries, all of which are private limited liability companies (or, if incorporated outside Malaysia, have substantially similar characteristics to a private company incorporated in Malaysia), the particulars of which are set out below:

1. 公司資料(續)

於本報告日期，本公司於其附屬公司擁有直接及間接權益，而所有附屬公司均為私人有限公司（或倘於馬來西亞境外註冊成立，則擁有與於馬來西亞註冊成立的私人公司大體相似的特點），有關詳情載列如下：

Company name	Place and date of incorporation and place of operations	Issued ordinary share capital	Effective proportion of ownership interest 2019	Principal activities
公司名稱	註冊成立地點及日期以及營業地點	已發行普通股股本	2019年實際所有權權益比例	主要活動

Held by the Company:

由本公司持有：

Coeus Systems (BVI) Limited **	BVI 19 June 2018	USD50,000	100	Investment holding
Coeus Systems (BVI) Limited **	英屬處女群島 2018年6月19日	50,000美元	100	投資控股
Compugraphic Media (BVI) Limited **	BVI 19 June 2018	USD50,000	100	Investment holding
Compugraphic Media (BVI) Limited **	英屬處女群島 2018年6月19日	50,000美元	100	投資控股
C-Link Squared Limited **	BVI 6 August 2018	USD50,000	100	Investment holding
C-Link Squared Limited **	英屬處女群島 2018年8月6日	50,000美元	100	投資控股

Held by Coeus Systems (BVI) Limited:

由Coeus Systems (BVI) Limited持有：

Coeus Systems Sdn. Bhd. ("Coeus System") *	Malaysia 12 July 2002	RM2,400,000	100 [#]	Outsourced data and document management services
Coeus Systems Sdn. Bhd. (「Coeus System」) *	馬來西亞 2002年7月12日	2,400,000令吉特	100 [#]	外判數據及文件管理服務

Held by Compugraphic Media (BVI) Limited:

由Compugraphic Media (BVI) Limited持有：

Compugraphic Media Sdn. Bhd. ("Compugraphi Media") *	Malaysia 10 February 2000	RM2,400,000	100 [#]	Outsourced data and document management services
Compugraphic Media Sdn. Bhd. (「Compugraphi Media」) *	馬來西亞 2000年2月10日	2,400,000令吉特	100 [#]	外判數據及文件管理服務

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

1. CORPORATE INFORMATION (Continued)

1. 公司資料 (續)

Company name	Place and date of incorporation and place of operations	Issued ordinary share capital	Effective proportion of ownership interest 2019	Principal activities
公司名稱	註冊成立地點及日期以及營業地點	已發行普通股股本	2019年實際所有權權益比例	主要活動

Held by C-Link Squared Limited:
由C-Link Squared Limited持有：

C-Link Squared Sdn. Bhd. ("C-Link Malaysia") ***	Malaysia 20 June 2018	RM2	100#	Rendering of software services
C-Link Squared Sdn. Bhd. ("C-Link Malaysia") ***	馬來西亞 2018年6月20日	2令吉特	100#	提供軟件服務

* The statutory financial statements of these entities for the year ended 31 December 2018 prepared under Malaysian Private Entities Reporting Standard were audited by Wong Loh Hun & Associates, approved auditor under the Companies Act 2016 in Malaysia. The statutory financial statements of these entities for the year ended 31 December 2019 are not available at the date of this financial statements.

** No audited financial statements have been prepared for these entities since their incorporation as these entities were not subject to any statutory audit requirements under the relevant rules and regulations in its jurisdiction of incorporation.

*** The statutory financial statements of this entity for the period ended 31 December 2018 prepared under Malaysian Private Entities Reporting Standard were audited by CM Chin & Co, approved auditor under the Companies Act 2016 in Malaysia. The statutory financial statements of this entity for the year ended 31 December 2019 are not available at the date of this financial statements.

On 11 January 2019, the Directors of the Company completed the transfer of the entire issued and paid up share capital in the entities to their respective holding corporation. Following the transaction, the entity became an indirect wholly-owned subsidiary of the Company. Prior to this date, the entity was held equally by the Directors of the Company.

The financial statements of the Group were authorised for issue by the Board of Directors of the Company in accordance with a resolution of the Directors on 22 April 2020.

* 根據馬來西亞私營實體報告準則編製的該等實體截至2018年12月31日止年度的法定財務報表已由馬來西亞《2016年公司法》批准的核數師Wong Loh Hun & Associates審核。於本財務報表日期，無法獲得該等實體截至2019年12月31日止年度的法定財務報表。

** 由於該等實體毋須遵守其註冊成立所在司法權區的相關規則及規例項下的任何法定審核規定，故自該等實體註冊成立以來，概無就該等實體編製經審核財務報表。

*** 根據馬來西亞私營實體報告準則編製的該等實體截至2018年12月31日止期間的法定財務報表已由馬來西亞《2016年公司法》批准的核數師CM Chin & Co審核。於本財務報表日期，無法獲得該實體截至2019年12月31日止年度的法定財務報表。

於2019年1月11日，本公司董事完成將實體的全部已發行及繳足股本轉讓予其各自的控股公司。交易後，實體成為本公司的間接全資附屬公司。於該日期之前，實體由本公司董事平均持有。

根據董事於2020年4月22日的決議案，本集團的財務報表經本公司董事會授權發佈。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The Companies were under common control of the Directors before and after the Reorganisation. The Directors have been jointly making decisions in all significance matters of the Companies, including business strategies and opportunities, budget and financial performance.

The Directors have also confirmed this arrangement via a Deed of Confirmation (“Deed”) where the Directors agreed to, and shall continue until the termination of the Deed to, consult each other and reach an unanimous consensus among themselves on such matters being the subject matters of any shareholders’ meeting of the Companies, and have historically voted on such resolutions in the same way.

Accordingly, the financial statements of the Group have been prepared by applying the pooling of interest method as if the Companies have always been combined since the date the Companies had come under common control.

On that basis, the combined statement of comprehensive income, the combined statement of changes in equity and the combined statement of cash flows are prepared as if the current group structure had been in existence throughout the year ended 31 December 2018. The combined statement of financial position as at 31 December 2018 present the aggregated assets and liabilities of the companies now comprising the Group, as if the current group structure had been in existence at those dates.

The financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and the disclosure requirements of the Hong Kong Companies Ordinance.

The financial statements have been prepared on the historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in Ringgit Malaysia (“RM”) and all values are rounded to the nearest thousand, except when otherwise indicated.

2. 重要會計政策概要

2.1 編製基準

重組前後，該等公司均由董事共同控制。董事一直就該等公司的所有重要事項（包括商業策略及機會、預算及財務業績）共同作出決定。

董事已透過確認契據（「契據」）確認有關安排，其中，董事同意且應繼續（直至契據終止為止）就有關事項（即該等公司任何股東大會的標的事項）彼此協商及達成共識，且過去曾以相同方式對有關決議案進行表決。

因此，本集團的財務報表乃採用權益結合法編製，猶如該等公司自彼等受共同控制之日起已合併。

在此基礎上，編製合併全面收益表、合併權益變動表及合併現金流量表時猶如當前的集團架構於截至2018年12月31日止年度一直存在。於2018年12月31日的合併財務狀況表呈列本集團現時旗下公司的資產及負債總額，猶如當前的集團架構於該等日期一直存在。

財務報表乃根據國際會計準則理事會（「國際會計準則理事會」）頒佈的國際財務報告準則（「國際財務報告準則」）及香港公司條例的披露規定編製。

財務報表乃按歷史成本基準編製，惟於下文會計政策所披露者除外。

除另有指明外，財務報表以馬來西亞令吉特（「令吉特」）呈列且所有數額均約整至最接近的千位數。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Changes in accounting policies

The accounting policies adopted are consistent with those of the previous financial year as the Group has early adopted the following standards that are effective for annual financial period beginning on or after 1 January 2019.

IFRS 16 Leases
IFRIC Interpretation 23 Uncertainty over Income Tax Treatments
Amendments to IFRS 9 Prepayment Features with Negative Compensation
Amendments to IAS 28 Long-term Interests in Associates and Joint Ventures
Amendments to IAS 19 Plan Amendments, Curtailment or Settlement
Annual Improvements to IFRSs 2015 – 2017 Cycle:
Amendments to IFRS 3 Business Combinations
Amendments to IFRS 11 Joint Arrangements
Amendments to IAS 12 Income Taxes
Amendments to IAS 23 Borrowing Costs

2. 重要會計政策概要 (續)

2.2 會計政策變動

所採用的會計政策與上一個財政年度的會計政策一致，因為本集團已提前採用了以下準則，該等準則於2019年1月1日或之後開始的年度財政期間生效。

國際財務報告準則第16號租賃
國際財務報告詮釋委員會詮釋第23號
所得稅處理的不確定性
國際財務報告準則第9號修訂本
反向賠償的提前還款特徵
國際會計準則第28號修訂本
於聯營公司及合營公司的長期權益
國際會計準則第19號修訂本
計劃修訂、縮減或清償
國際財務報告準則2015年至2017年週期年度改進：
國際財務報告準則第3號修訂本企業合併
國際財務報告準則第11號修訂本共同安排
國際會計準則第12號修訂本所得稅
國際會計準則第23號修訂本借款成本

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3. Standards issued but not yet effective

The standards that are issued but not yet effective up to the date of issuance of the Group's financial statements are disclosed below.

2. 重要會計政策概要 (續)

2.3. 已頒佈但尚未生效的準則

下文披露截至本集團財務報表發佈之日已頒佈但尚未生效的準則。

Description	描述	Effective for annual periods beginning on or after 於以下日期或之後開始的年度期間生效
Amendments to IFRS 3 Business Combinations	國際財務報告準則第3號修訂本企業合併	1 January 2020 2020年1月1日
Amendments to IAS 1 Presentation of Financial Statements	國際會計準則第1號修訂本財務報表的呈列	1 January 2020 2020年1月1日
Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors	國際會計準則第8號修訂本會計政策、會計估計變動及錯誤	1 January 2020 2020年1月1日
Amendments to IFRS 9, IAS 39 and IFRS 7 Interest Rate Benchmark	國際財務報告準則第9號、國際會計準則第39號及國際財務報告準則第7號修訂本利率基準	1 January 2020 2020年1月1日
IFRS 17 Insurance Contracts	國際財務報告準則第17號保險合約	1 January 2021 2021年1月1日
Amendments to IFRS 10 and IAS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	國際財務報告準則第10號及國際會計準則第28號修訂本投資者與其聯營公司或合資公司之間的資產出售或注資	Deferred 遞延

The Group intends to adopt these standards when they become effective. The directors do not anticipate that the application of these standards and interpretations will have a significant impact on the Group's financial statements.

本集團擬於該等準則生效時採用該等準則。董事預期應用該等準則及詮釋不會對本集團的財務報表造成重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.4 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Group and its subsidiaries as at the reporting date.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
- exposure, or rights, to variable returns from its involvement with the investee;
- the ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- the contractual arrangement(s) with the other vote holders of the investee;
- rights arising from other contractual arrangements;
- the Group's voting rights and potential voting rights.

2. 重要會計政策概要(續)

2.4 綜合基準

綜合財務報表包括本集團及其附屬公司於報告日期的財務報表。

當本集團對參與投資對象業務的可變回報承擔風險或享有權利以及能透過對投資對象的權力影響該等回報時，即取得控制權。具體而言，當且僅當本集團擁有下列各項時方才控制投資對象：

- 對投資對象的權力（即賦予其目前掌控投資對象有關活動的能力的現有權利）；
- 參與投資對象業務產生的可變回報風險或權利；
- 行使對投資對象的權力以影響其回報的能力。

一般情況下，有一個推定，即多數投票權形成控制權。為使此推定成立，倘本集團擁有少於投資對象大多數投票或類似權利的權利，則本集團於評估其是否擁有對投資對象的權力時會考慮一切相關事實及情況，包括：

- 與投資對象其他投票持有人的合約安排；
- 其他合約安排所產生的權利；
- 本集團的投票權及潛在投票權。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.4 Basis of consolidation (Continued)

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income ("OCI") are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value.

2. 重要會計政策概要 (續)

2.4 綜合基準 (續)

倘事實及情況反映三項控制因素其中一項或多項改變，則本集團會重估是否仍然控制投資對象。本集團獲得附屬公司控制權時便開始將附屬公司綜合入賬，於喪失控制權時則終止入賬。年內所收購或出售附屬公司的資產、負債、收入及開支於本集團獲得控制權當日起計入綜合財務報表，直至本集團不再控制該附屬公司為止。

即使導致非控股權益出現負債，損益及其他全面收益（「其他全面收益」）各組成部分歸屬於本集團母公司股權持有人及非控股權益。必要時，需對附屬公司的財務報表作出調整，以使其會計政策與本集團的會計政策保持一致。有關本集團成員公司之間交易的所有集團內公司間資產、負債、權益、收入、開支及現金流量均在綜合入賬時悉數對銷。

附屬公司的所有權權益變動（不涉及失去控制權）按權益交易方式入賬。

倘本集團失去對附屬公司的控制權，則其終止確認關聯資產（包括商譽）、負債、非控股權益及權益的其他組成部分，所產生的任何收益或虧損於損益確認。所保留任何投資按公平值確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 Basis of combination

The combined financial statements comprise the financial statements of subsidiaries as at the reporting date. The financial statements of the subsidiaries used in the preparation of the combined financial statements are prepared using the same reporting date.

Subsidiaries are those corporations, partnerships or other entities (including special purpose entities) in which the Group has power to exercise control over the financial and operating policies so as to obtain benefits from their activities, generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

Subsidiaries are combined from the date of acquisition, being the date on which the Group obtains control, and continue to be combined until the date that such control ceases.

Under the pooling of interest method, the results of the subsidiary are presented as if the combination had been effected throughout the current and previous financial years. The assets and liabilities of the combining entities are reflected at their carrying amounts from the perspective of the common control shareholders. Any difference between the consideration paid and the equity of the “acquired” entity is reflected within equity as merger reserve.

All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated on combination in full.

2. 重要會計政策概要 (續)

2.5 合併基準

合併財務報表包括附屬公司於報告日期的財務報表。編製合併財務報表時使用的附屬公司的財務報表使用相同的報告日期編製。

附屬公司指本集團有權對其財務及經營政策行使控制權以從其活動中獲得利益的公司、合夥企業或其他實體（包括特殊目的實體），通常伴隨有一半以上投票權的股權。於評估本集團是否控制另一實體時，將會考慮現時可予行使或轉換之潛在投票權之存在及影響。

附屬公司自收購日期（即本集團取得控制權當日）起被合併，並繼續合併直至失去有關控制權的日期為止。

根據權益結合法，呈列附屬公司的業績時，猶如合併於當前及過往財政年度已生效。合併實體的資產及負債從共同控制股東的角度以賬面值反映。支付的代價與「被收購」實體的權益之間的任何差額均於權益中反映為合併儲備。

所有集團內公司間結餘、交易及集團內公司間交易產生的未變現收益及虧損以及股息在合併賬目時悉數對銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost. The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to and the cost of the item can be measured reliably.

Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. When significant parts of property, plant and equipment are required to be replaced in intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation, respectively. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the property, plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Property, plant and equipment are depreciated based on the estimated useful lives of the assets as follows:

Factory building	50 years
工廠樓宇	50年
Shop lot	50 years
商舖佔地	50年
Renovation of building	10 years
樓宇翻新	10年
Plant and machinery	5 to 10 years
廠房及機械	5至10年
Computer and software	3 to 5 years
電腦及軟件	3至5年
Motor vehicles	5 years
汽車	5年
Furniture and fittings	10 years
傢俱及裝置	10年
Office equipment	10 years
辦公設備	10年

2. 重要會計政策概要 (續)

2.6 物業、廠房及設備

所有物業、廠房及設備項目初步按成本入賬。當且僅當與物業、廠房及設備項目相關之未來經濟利益可能流入本集團，且該項目之成本能可靠地計量時，方將該項目的成本確認為資產。

確認後，物業、廠房及設備按成本減累計折舊及累計減值虧損計量。倘大部分物業、廠房及設備須不時重置，則本集團會將有關部分確認為具特定使用年期及折舊的個別資產。同樣地，於進行徹底檢查時，當符合確認條件，其成本於物業、廠房及設備的賬面值內確認為重置成本。所有其他維修及保養成本於產生時在損益內確認。

物業、廠房及設備根據下文所載資產估計可使用年期折舊：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Property, plant and equipment (Continued)

Assets under construction included in property, plant and equipment are not depreciated as these assets are not yet available for use.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual value, useful life and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on derecognition of the asset is included in the profit or loss in the period the asset is derecognised.

2.7 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Intangible assets with finite useful lives are amortised over the estimated useful lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method are reviewed at least at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in profit or loss.

2. 重要會計政策概要 (續)

2.6 物業、廠房及設備 (續)

計入物業、廠房及設備的在建資產不計提折舊，因為該等資產不可供使用。

倘出現事件或情況變動顯示物業、廠房及設備賬面值可能無法收回，則須對賬面值進行減值檢討。

本集團於各財政年結日對剩餘價值、可使用年期及折舊方法進行檢查，並在適當時進行前瞻性調整。

物業、廠房及設備項目於出售或預計其使用或出售將並無未來經濟利益時終止確認。終止確認資產產生的任何收益或虧損計入終止確認資產期間的損益。

2.7 無形資產

獨立收購的無形資產初步確認時按成本計量。業務合併中收購的無形資產的成本為於收購日期的公平值。在初步確認後，無形資產按成本減累計攤銷及累計減值虧損列賬。內部產生的無形資產（不包括資本化的開發成本）不會資本化，相關支出會在產生支出期間的損益中反映。

具有限可使用年期的無形資產在估計可使用年期內攤銷，並於有跡象顯示有關無形資產可能減值時評估減值。攤銷期間及攤銷方法至少於各財政年結日進行檢討。資產包含的預期可使用年期或未來經濟利益預期消耗方式的變動透過改變攤銷期間或方法（如適用）入賬，並被視為會計估計的變動。具有限年期的無形資產的攤銷開支於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Intangible assets (Continued)

Intangible assets not yet available for use are tested for impairment annually, or more frequently if the events and circumstances indicate that the carrying value may be impaired either individually or at the cash-generating unit level. Such intangible assets are not amortised.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss.

Software development expenditure

Software development expenditure comprises purchased software, manpower and related overhead incurred directly in the development of computer software. Software development expenditures are recognised as an intangible asset when the Group can demonstrate:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- its intention to complete and its ability to use or sell the asset;
- how the asset will generate future economic benefits;
- the availability of resources to complete the asset;
- the ability to measure reliably the expenditure during development; and
- the ability to use the intangible asset generated.

2. 重要會計政策概要 (續)

2.7 無形資產 (續)

不可供使用的無形資產每年進行減值測試，倘事件及情況顯示賬面值可能個別或在現金產生單位層面出現減值，則會更頻密地進行測試。該等無形資產不會進行攤銷。

無形資產在出售時（即接受方獲得控制權之日）或預計其使用或出售將並無未來經濟利益時終止確認。終止確認資產產生的任何收益或虧損（按出售所得款項淨額與資產的賬面值兩者之間的差額計算）計入損益。

軟件開發開支

軟件開發開支包括購買的軟件、人力以及與電腦軟件開發直接相關的間接費用。當本集團可證明以下各項時方可將軟件開發開支確認為無形資產：

- 完成無形資產以使其可供使用或出售在技術上具有可行性；
- 擬完成該資產且能夠使用或出售該資產；
- 資產產生未來經濟利益的方式；
- 有足夠的資源完成該資產；
- 有能力可靠計量開發階段的開支；及
- 有能力使用產生的無形資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Intangible assets (Continued)

Software development expenditure (Continued)

Following initial recognition of the software development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit at the principal annual amortisation rate of 20%. Amortisation is recorded in cost of sales. During the period of development, the asset is tested for impairment annually.

Software development expenditures which are not or have ceased to be commercially viable are written off.

2.8 Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment.

2. 重要會計政策概要 (續)

2.7 無形資產 (續)

軟件開發開支 (續)

在初步確認軟件開發開支為資產後，資產按成本減累計攤銷及累計減值虧損列賬。資產的攤銷於開發完成且資產可供使用時開始。其按本金年度攤銷率20%於預期未來利益期間攤銷。攤銷計入銷售成本。於開發期間，本集團每年對資產進行減值測試。

本集團撤銷尚未或不再具有商業可行性的軟件開發開支。

2.8 使用權資產

本集團於租賃開始日期（即相關資產可供使用之日）確認使用權資產。使用權資產按成本減任何累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整。使用權資產的成本包括已確認的租賃負債金額、已產生的初始直接成本，以及在開始日期或之前作出的租賃付款減去收到的任何租賃優惠。除非本集團合理確定在租賃期結束時取得租賃資產的擁有權，否則已確認的使用權資產在其估計可使用年期及租賃期的較短者內按直線法計提折舊。使用權資產須予以減值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payment to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or rate, and amounts expected to be paid under residual guarantees. The lease payments also include the exercise price of a purchase option reasonable certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

2.10 Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

2. 重要會計政策概要 (續)

2.9 租賃負債

於租賃開始日期，本集團以租賃期內待作出的租賃付款之現值確認租賃負債。租賃付款包括固定付款（包括實質固定付款）減去任何應收租賃優惠、取決於指數或利率的可變租賃付款，以及預期在剩餘擔保下支付的金額。租賃付款亦包括本集團合理確定行使的購買選擇權之行使價，及終止租賃而需支付的罰款（倘租賃期限反映了本集團行使終止選擇權）。不取決於指數或利率的可變租賃付款於觸發付款的事件或條件發生期間確認為開支。

在計算租賃付款的現值時，倘租賃中所隱含的利率尚未確定，則本集團使用於租賃開始日期的增量借款利率。在開始日期之後，租賃負債的金額增加，以反映利息的增加及就所付之租賃付款減少。此外，如有修改、租賃期限發生變化、實質固定租賃付款發生變化或購買相關資產的評估發生變化，將重新計量租賃負債的賬面值。

2.10 非金融資產減值

本集團於各報告日評估資產有否出現減值跡象。倘存在任何減值跡象，或當須每年就資產進行減值測試，則本集團會估計資產之可收回金額。資產的可收回金額為資產或現金產生單位的公平值減出售成本及使用價值兩者之較高者。本集團就個別資產釐定可收回金額，除非有關資產並無產生大致獨立於其他資產或資產類別的現金流入。倘資產或現金產生單位的賬面值高於其可收回金額，則資產視作已減值，且撇減至其可收回金額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Impairment of non-financial assets (Continued)

The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The value in use calculation is based on a Discounted Cash Flows ("DCF") model. 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. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

Impairment losses are recognised in the profit or loss.

2. 重要會計政策概要 (續)

2.10 非金融資產減值 (續)

公平值減出售成本乃根據來自類似資產按公平基準進行的有約束力銷售交易的可用數據，或可觀察市價減出售資產的增量成本計算得出。釐定公平值減出售成本時，應考慮近期市場交易。倘無法識別有關交易，則使用適當的估值模型。有關計算方法乃以估值倍數、上市公司所報股價或所得其他公平值指標佐證。

使用價值乃根據貼現現金流量（「貼現現金流量」）模型計算。評估使用價值時，會採用反映現時市場對貨幣時間價值及針對該資產的風險評值的稅前貼現率，將估計未來現金流量貼現至其現值。現金流量來自未來五年的預算，不包括本集團尚未承諾的重組活動或將增強資產被測試現金產生單位表現的重大未來投資。對於較長時期，將計算長期增長率並將其應用於第五年之後的項目未來現金流量。可收回金額對貼現現金流量模型所使用的貼現率以及用於推斷目的的預期未來現金流入及增長率敏感。

減值虧損於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Impairment of non-financial assets (Continued)

An assessment is made at each reporting date whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or CGUs recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the profit or loss.

2.11 Financial instruments – initial recognition and subsequent measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

2. 重要會計政策概要 (續)

2.10 非金融資產減值 (續)

於各報告日期，將評估是否有跡象顯示過往已確認之減值虧損不再存在或已減少。如存在該等跡象，本集團會評估資產或現金產生單位的可收回金額。過往已確認之減值虧損僅在自上次確認減值虧損後用以釐定資產可收回金額之假設有變時方會撥回。撥回為有限，致使資產賬面值不會超出其可收回金額，亦不會超過倘過往年度並無就資產確認減值虧損的情況下將予確定的賬面值（扣除折舊）。有關撥回於損益確認。

2.11 金融工具－初步確認及其後計量

金融工具指產生一個實體的金融資產及另一個實體的金融負債或權益工具的任何合約。

(i) 金融資產

初步確認及計量

金融資產於初步確認時分類為其後按攤銷成本、按公平值計入其他全面收益（其他全面收益）及按公平值計入損益計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Financial instruments – initial recognition and subsequent measurement (Continued)

(i) Financial assets (Continued)

Initial recognition and measurement (Continued)

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

2. 重要會計政策概要 (續)

2.11 金融工具 – 初步確認及其後計量 (續)

(i) 金融資產 (續)

初步確認及計量 (續)

於初步確認時，金融資產分類取決於金融資產的合約現金流量特點及本集團管理該等金融資產的業務模式。除並無重大融資成分或本集團已應用可行權宜方法的貿易應收款項外，本集團初步按公平值加上（倘金融資產並非按公平值計入損益）交易成本計量金融資產。並無重大融資成分或本集團已應用可行權宜方法的貿易應收款項按根據國際財務報告準則第15號釐定的交易價格計量。

為使金融資產按攤銷成本或按公平值計入其他全面收益進行分類及計量，需產生「純粹為支付本金及未償還本金利息（純粹為支付本金及利息）」的現金流量。該評估稱為純粹為支付本金及利息測試，並於工具層面執行。

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式確定現金流量是否來自收取合約現金流量、出售金融資產，或兩者兼有。

要求按照市場規定或慣例在特定時間內交付資產的金融資產買賣（一般買賣）於交易日（即本集團承諾購買或出售該資產的日期）予以確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Financial instruments – initial recognition and subsequent measurement (Continued)

(i) Financial assets (Continued)

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- (1) Financial assets at amortised cost (debt instruments)
- (2) Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- (3) Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- (4) Financial assets at fair value through profit or loss

Financial assets at amortised cost (debt instruments)

This category is the most relevant to the Group. The Group measures financial assets at amortised cost if both of the following conditions are met:

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

2. 重要會計政策概要 (續)

2.11 金融工具—初步確認及其後計量 (續)

(i) 金融資產 (續)

其後計量

就其後計量而言，金融資產分為四類：

- (1) 按攤銷成本計量的金融資產 (債務工具)
- (2) 按公平值計入其他全面收益的金融資產，重新確認累計收益及虧損 (債務工具)
- (3) 按公平值計入其他全面收益的金融資產，於終止確認時並無重新確認累計收益及虧損 (權益工具)
- (4) 按公平值計入損益的金融資產

按攤銷成本計量的金融資產 (債務工具)

該類別與本集團最相關。倘滿足以下兩個條件，本集團將按攤銷成本計量金融資產：

- 於旨在持有金融資產以收取合約現金流量的業務模式中持有金融資產；及
- 金融資產的合約條款於特定日期產生的現金流量純粹為支付本金及未償還本金的利息。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Financial instruments – initial recognition and subsequent measurement (Continued)

(i) Financial assets (Continued)

Subsequent measurement (Continued)

*Financial assets at amortised cost (debt instruments)
(Continued)*

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Group's financial assets at amortised cost includes trade and other receivables.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is derecognised when:

- The rights to receive cash flows from the asset have expired;

or

- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

2. 重要會計政策概要 (續)

2.11 金融工具 – 初步確認及其後計量 (續)

(i) 金融資產 (續)

其後計量 (續)

*按攤銷成本計量的金融資產
(債務工具) (續)*

按攤銷成本計量的金融資產其後使用實際利率法計量，並可能受減值影響。當資產終止確認、修訂或減值時，收益及虧損於損益中確認。

本集團按攤銷成本計量的金融資產包括貿易及其他應收款項。

終止確認

金融資產 (或倘適用，作為金融資產或類似金融資產組別一部分) 在下列情況會終止確認：

- 從資產收取現金流量的權利已屆滿；

或

- 本集團已轉讓從資產收取現金流量的權利，或已承擔根據「過手」安排在並無重大延誤下悉數將已收取現金流量支付予第三方的責任；及(a)本集團已將資產的絕大部分風險及回報轉讓，或(b)本集團並無轉讓或保留資產的絕大部分風險及回報，但已轉讓資產的控制權。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Financial instruments – initial recognition and subsequent measurement (Continued)

(i) Financial assets (Continued)

Derecognition (Continued)

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

2. 重要會計政策概要 (續)

2.11 金融工具—初步確認及其後計量 (續)

(i) 金融資產 (續)

終止確認 (續)

倘本集團已轉讓從資產收取現金流量的權利或已訂立過手安排，則本集團會評估是否及在何種程度上保留所有權的風險及回報。倘本集團並無轉讓或保留資產的絕大部分風險及回報，亦無轉讓資產的控制權，則本集團以繼續參與該資產為限確認資產。在該情況下，本集團亦確認相關負債。已轉讓資產及相關負債按反映本集團保留權利及責任的基準計量。

以對已轉讓資產擔保形式作出的持續參與，乃按該資產原賬面值與本集團可能須償還的最高代價金額兩者中的較低者計量。

金融資產減值

本集團就並非按公平值計入損益持有的所有債務工具確認預期信貸虧損（「預期信貸虧損」）撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額釐定，並按原始實際利率的近似值貼現。預期現金流量將包括出售所持抵押品或合約條款所包含的其他信貸升級措施所得的現金流量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Financial instruments – initial recognition and subsequent measurement (Continued)

(i) Financial assets (Continued)

Impairment of financial assets (Continued)

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade and other receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group considers a financial asset in default when contractual payments are 365 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2. 重要會計政策概要 (續)

2.11 金融工具 – 初步確認及其後計量 (續)

(i) 金融資產 (續)

金融資產減值 (續)

預期信貸虧損分兩個階段確認。就初步確認以來信貸風險並無大幅增加的信貸敞口而言，會為未來12個月可能發生的違約事件所產生的信貸虧損計提預期信貸虧損撥備（12個月預期信貸虧損）。就初步確認以來信貸風險大幅增加的信貸敞口而言，須就預期於敞口的餘下年期產生的信貸虧損計提虧損撥備，不論違約的時間（整個可使用年期預期信貸虧損）。

就貿易及其他應收款項而言，本集團採用簡化法計算預期信貸虧損。因此，本集團並無追蹤信貸風險的變動，而是根據各報告日期的整個可使用年期預期信貸虧損確認虧損撥備。本集團已設立根據其過往信貸虧損經驗計算的撥備矩陣，並按債務人特定的前瞻性因素及經濟環境作出調整。

倘合約付款逾期365天，則本集團認為金融資產違約。然而，在若干情況下，倘內部或外部資料顯示，本集團不大可能悉數收取未償還合約款項，則本集團亦可認為金融資產違約。倘無法合理預期收回合約現金流量，則撇銷金融資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Financial instruments – initial recognition and subsequent measurement (Continued)

(ii) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables as appropriate.

All financial liabilities are recognised initially at fair value plus, in the case of loans and borrowings, directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Loan and borrowings

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in profit or loss.

This category generally applies to interest-bearing loans and borrowings.

2. 重要會計政策概要 (續)

2.11 金融工具－初步確認及其後計量 (續)

(ii) 金融負債

初步確認及計量

金融負債於初步確認時分類為按公平值計入損益的金融負債、貸款及借款或應付款項 (如適用)。

所有金融負債均初步按公平值確認，且倘為貸款及借款，則加上直接應佔交易成本。

本集團的金融負債包括貿易及其他應付款項、貸款及借款。

其後計量

金融負債按其分類計量如下：

貸款及借款

該類別與本集團最相關。於初步確認後，計息貸款及借款隨後以實際利率法按攤銷成本計量。當負債終止確認及進行實際利率法攤銷時，收益及虧損於損益確認。

攤銷成本乃計及收購折價或溢價及屬於實際利率不可分割部分的費用或成本。按實際利率的攤銷計入損益內的融資成本。

該類別通常適用於計息貸款及借款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Financial instruments – initial recognition and subsequent measurement (Continued)

(ii) Financial liabilities (Continued)

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

(iii) Offsetting of financial instruments

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

2.12 Foreign currency

(a) Functional and presentation currency

The Group's financial statements are presented in Ringgit Malaysia (RM). The Company's functional currency is Hong Kong Dollar (HKD), i.e., the currency of the primary economic environment in which it operates. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

2. 重要會計政策概要 (續)

2.11 金融工具 – 初步確認及其後計量 (續)

(ii) 金融負債 (續)

終止確認

當負債的責任獲解除或取消或屆滿，即終止確認金融負債。倘現行金融負債以由相同貸款人按極為不同條款作出的另一項金融負債取代，或現行負債之條款大幅修訂，則有關取代或修訂視作終止確認原有負債及確認新負債。各賬面值間的差額於損益確認。

(iii) 抵銷金融工具

倘本集團現時存在一項可依法強制執行的權利可抵銷已確認的金融資產與金融負債，且有意以淨額結算以同時變現資產及償付負債，則金融資產與金融負債可予抵銷，且其淨額乃於財務狀況表內呈報。

2.12 外幣

(a) 功能及呈列貨幣

本集團的財務報表以馬來西亞令吉特（「令吉特」）呈列。本公司的功能貨幣為港元（「港元」），即本公司運營所在的主要經濟環境的貨幣。本集團各實體會釐定其各自功能貨幣，而載於各實體財務報表的項目均採用功能貨幣計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.12 Foreign currency (Continued)

(b) Foreign currency transactions

Transactions in foreign currencies are measured in the respective functional currencies of the entities within the Group and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary items denominated in foreign currencies that are measured at historical cost are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items denominated in foreign currencies measured at fair value are translated using the exchange rates at the date when the fair value was determined.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the reporting date are recognised in profit or loss except for exchange differences arising on monetary items that form part of the Group's operations, which are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity.

Exchange differences arising on the translation of non-monetary items carried at fair value are included in profit or loss for the period except for the differences arising on the translation of non-monetary items in respect of which gains and losses are recognised directly in equity. Exchange differences arising from such non-monetary items are also recognised directly in equity.

2. 重要會計政策概要 (續)

2.12 外幣 (續)

(b) 外幣交易

外幣交易以本集團內實體的各自功能貨幣計量，並在初步確認時按近似於交易日現行匯率的匯率以功能貨幣列賬。以外幣計值的貨幣資產及負債乃按報告日期的現行匯率換算。以外幣計值按歷史成本計量的非貨幣項目按初步交易日期之匯率換算。以外幣計值按公平值計量的非貨幣項目乃採用釐定公平值當日的匯率換算。

於報告日期結算貨幣項目或換算貨幣項目產生的匯兌差額於損益確認，惟構成本集團業務一部分的貨幣項目產生的匯兌差額除外，該等匯兌差額初步於其他全面收益確認，並於權益的外幣換算儲備累計。

換算按公平值列賬的非貨幣項目產生的匯兌差額計入期內損益，惟換算有關收益及虧損直接於權益確認的非貨幣項目產生的差額除外。該等非貨幣項目產生的匯兌差額亦直接於權益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 Cash and cash equivalents

Cash and short-term deposits in the statement of financial position comprise cash at banks and on hand and short-term deposits with a maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

2.14 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic resources will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2. 重要會計政策概要(續)

2.13 現金及現金等價物

財務狀況表中的現金及短期存款包括銀行現金、手頭現金以及到期日為三個月或以下的短期存款，該等款項無重大價值變動風險。

就現金流量表而言，現金及現金等價物包括上文界定的現金及短期存款，扣除未償還銀行透支，因為彼等被視為本集團現金管理不可或缺的一部分。

2.14 撥備

撥備在本集團因過往事件而產生現時義務（法定或推定），可能需要經濟資源的流出以履行該義務，且該義務的金額能可靠估計時予以確認。

本集團於各報告日期檢討撥備並進行調整以反映當前的最佳估計。倘不再可能需要經濟資源的流出以履行義務，則撥回撥備。倘貨幣的時間價值影響屬重大，則撥備使用反映（如適用）負債特定風險之現有除稅前利率貼現。於貼現時，因時間流逝而導致撥備增加的金額則確認為融資成本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.15 Fair value measurement

The Group measures financial instruments at fair value at each reporting date.

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 fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability; or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

2. 重要會計政策概要 (續)

2.15 公平值計量

本集團於各報告日期按公平值計量金融工具。

公平值為市場參與者於計量日期在有序交易中出售資產時收取或轉讓負債時支付的價格。公平值計量依據的假設為出售資產或轉讓負債的交易：

- 於資產或負債主要市場發生；或
- (在無主要市場情況下)在資產或負債的最具優勢市場發生。

主要或最具優勢市場須為本集團可進入的市場。

計量資產或負債的公平值使用市場參與者為該資產或負債定價時所依據的假設，即假設市場參與者為其最佳經濟利益行事。

非金融資產的公平值計量計及市場參與者透過最大限度地利用資產，或將該資產售予另一可最大限度地利用資產的市場參與者產生經濟效益的能力。

本集團採用在有關情況下屬適當且有充足數據可計量公平值的估值技術，盡量使用相關可觀察輸入數據，同時盡量避免使用不可觀察輸入數據。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.15 Fair value measurement (Continued)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. The methods and assumptions used to estimate the fair values of the Group's financial instruments are disclosed in Note 24.

2. 重要會計政策概要(續)

2.15 公平值計量(續)

於財務報表計量或披露公平值的所有資產及負債，均根據對公平值計量整體而言屬重大的最低層級輸入數據在下述公平值層級內進行分類：

- 第1級－相同資產或負債於活躍市場的報價（未經調整）。
- 第2級－對公平值計量而言屬重大的可觀察（直接或間接）最低層級輸入數據的估值方法。
- 第3級－對公平值計量而言屬重大的不可觀察最低層級輸入數據的估值方法。

在財務報表重複確認的資產及負債，本集團於各報告期末重新衡量分類（基於對公平值計量整體而言屬重大的最低層級輸入數據），以釐定公平值層級有否轉移。

就公平值披露而言，本集團根據資產或負債的性質、特徵及風險以及上述公平值層級確定資產及負債的類別。估計本集團金融工具公平值的方法及假設在附註24中披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.16 Employee benefits

(a) Short-term benefits

Wages, salaries, bonuses and social security contributions are recognised as an expenses in the reporting period in which the associated services are rendered by employees of the Group. Short term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensated absences. Short term non-accumulating compensated absences such as sick and medical leave are recognised when the absences occur.

(b) Defined contribution plans

As required by law, companies in Malaysia contribute to the state pension scheme, the Employees Provident Fund ("EPF"). Such contributions are recognised as an expense in the profit or loss as incurred. Once the contributions have been paid, the Group has no further payment obligations.

(c) Employee leave entitlement

Employee entitlements to annual leave are recognised when they accrue to employees. An accrual is made for the estimated liability for annual leave as a result of services rendered by employees up to the reporting date.

2. 重要會計政策概要 (續)

2.16 僱員福利

(a) 短期福利

工資、薪金、花紅及社會保險供款於本集團僱員提供相關服務的報告期間確認為開支。當僱員提供的服務增加其未來帶薪休假的權利時，則確認短期累計帶薪休假（例如帶薪年假）。短期非累計帶薪休假（例如病假）於假期產生時確認。

(b) 定額供款計劃

根據法律規定，馬來西亞的公司須向國家退休金計劃僱員公積金（「僱員公積金」）作出供款。該等供款於產生時於損益內確認為開支。一旦支付該等供款，本集團則無進一步付款義務。

(c) 僱員應享假期

僱員之年假乃於僱員應享有假期時確認。已就僱員截至報告日期提供服務而應享有年假之估計負債計提撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.17 Revenue from contracts with customers

The Group is involved in the business of providing outsourced data and document management services. Revenue from contracts with customers is recognised when control of the goods or services is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements.

(a) Outsourced document management services

The Group enters into contracts with customers for the provision of outsourced document management services and works are performed upon receipt of job orders from the customers, typically on a monthly basis. Outsourced document management services include coding of the format/presentation of the document; converting raw data into the desired format/presentation; and delivering the document to the end-customers in an agreed mode.

Such contracts comprise a single performance obligation because the Group's promise to transfer the services to the customer is not separately identifiable as each service within the series is in fact a phase within the outsourced document management services that are highly interdependent and highly interrelated to each other in producing an integrated/combined output to the customer, i.e., to deliver the document in the desired format to its customers with a copy kept as record. Besides, the Group has not and will not provide part of the services as the customer is not likely to engage multiple parties to perform different phases of the outsourced document management services as each phase is highly interdependent and highly interrelated with each other.

2. 重要會計政策概要(續)

2.17 來自與客戶訂立合約的收益

本集團從事提供外判數據及文件管理服務業務。來自與客戶訂立合約的收益於商品或服務的控制權轉移至客戶時確認，收益金額乃反映本集團預期就交換該等商品或服務有權收取的代價。本集團一般認為其為收益安排的主事人。

(a) 外判文件管理服務

本集團一般按月就提供外判文件管理服務與客戶訂立合約，並於自客戶接獲工作訂單後開展工作。外判文件管理服務包括編排文件的格式／版式；將原始數據轉化為需要的格式／版式；及向最終客戶交付協定模式的輸出文件。

該等合約包括單一履約責任，原因是本集團向客戶轉讓服務的承諾不可單獨識別，因為系列中的各項服務事實上為外判文件管理服務的一個階段且在製作交付予客戶的綜合／合併輸出文件時（即向客戶交付所需格式的文件，留存副本作為記錄）相互依賴及彼此高度相關。此外，本集團並無且不會提供部分服務，原因是各個階段互相依賴且彼此高度相關，客戶不大可能委聘多方進行外判文件管理服務的不同階段。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.17 Revenue from contracts with customers (Continued)

(a) Outsourced document management services (Continued)

The Group recognises revenue from the provision of outsourced document management services at a point in time because the customer will only receive and consume the benefits until the document is delivered to its customers.

(b) Enterprise software solutions

(i) Customised software

The Group provides customised software which is significantly modified to suit the requirements of a customer. The modification, testing and installation of the software are carried out in the customer's computer system.

The Group recognises revenue from the provision of customised software over time, using an input method to measure progress towards complete satisfaction of the service, because the customer simultaneously receives and consumes the benefits provided by the Group.

(ii) Electronic document warehouse services

The Group enters into contracts with customers for the provision of electronic document warehouse services which include:

- Storing customers' document in electronic document warehouse
- Enabling unlimited direct document retrieval by customers

2. 重要會計政策概要 (續)

2.17 來自與客戶訂立合約的收益 (續)

(a) 外判文件管理服務 (續)

本集團按時間點確認提供外判文件管理服務的收益，乃由於客戶於獲交付文件時方會收取及獲得利益。

(b) 企業軟件解決方案

(i) 定制軟件

本集團提供定制軟件，定制軟件會作出重大修改以滿足客戶的要求。軟件的修改、測試及安裝在客戶的電腦系統中進行。

本集團使用計量服務完成進度的投入法，按時間確認提供定制軟件產生的收益，此乃由於客戶同時取得及享有本集團提供之利益。

(ii) 電子文件存儲服務

本集團就提供電子文件存儲服務與客戶訂立合約，其中包括：

- 將客戶的文件存入電子文件庫
- 讓客戶可不受限制直接檢索文件

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.17 Revenue from contracts with customers (Continued)

(b) Enterprise software solutions (Continued)

(ii) Electronic document warehouse services (Continued)

Such contracts comprise of a single performance obligation because the Group's promise to store and enable direct document retrieval to the customer is not separately identifiable as they are highly interdependent and highly interrelated to each other, i.e., the Group will not be able to provide the direct document retrieval service without having to provide the document storage services.

The Group recognises revenue from the provision of electronic document warehouse services over time because the customers receive and consume the benefits as and when the Group provides the access to the electronic document warehouse over time.

(c) Contract assets

A contract asset is the right to consideration in exchange for services transferred to the customer. If the Group performs by transferring services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

(d) Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

2. 重要會計政策概要 (續)

2.17 來自與客戶訂立合約的收益 (續)

(b) 企業軟件解決方案 (續)

(ii) 電子文件存儲服務 (續)

該等合約包括單一履約責任，原因是本集團承諾存儲及讓客戶直接檢索文件不可單獨識別，乃由於其互相關且彼此高度相關，即本集團如不提供數據存儲服務則不能提供直接文件檢索服務。

本集團隨時間確認提供電子文件存儲服務的收益，原因是本集團隨時間提供電子文件存儲渠道時客戶方可收取及獲得利益。

(c) 合約資產

合約資產即就交換轉讓予客戶的服務收取代價的權利。倘本集團於客戶支付代價前或於付款到期前通過向客戶轉讓服務履約，則合約資產就賺取的有條件代價確認。

(d) 貿易應收款項

應收款項指本集團收取代價的無條件權利，即代價到期付款前僅需時間推移。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.17 Revenue from contracts with customers (Continued)

(e) Contract liabilities

A contract liability is the obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

(f) Cost to obtain a contract

The Group pays sales commission to its employees for each contract that they obtain for bundled sales of equipment and installation services. The Group has elected to apply the optional practical expedient for costs to obtain a contract which allows the Group to immediately expense sales commissions (included under employee benefits and part of cost of sales) because the amortisation period of the asset that the Group otherwise would have used is one year or less.

2.18 Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the profit or loss.

2. 重要會計政策概要 (續)

2.17 來自與客戶訂立合約的收益 (續)

(e) 合約負債

合約負債為本集團向客戶轉讓其已向客戶收取代價(或代價金額到期)的服務的責任。倘客戶於本集團向其轉讓商品或服務前支付代價,則於作出付款或付款到期時(以較早者為準)確認合約負債。合約負債於本集團根據合約履約時確認為收益。

(f) 獲得合約的成本

本集團就僱員獲得捆綁銷售設備及安裝服務的每份合約向其僱員支付銷售佣金。本集團已選擇就獲得合約的成本應用可選的可行權宜方法,該方法允許本集團立即支銷銷售佣金(計入僱員福利並作為銷售成本的一部分),因為本集團本應另行使用的資產攤銷期為一年或以下。

2.18 稅項

即期所得稅

即期所得稅資產及負債按預期將從稅務機關所收回或支付予稅務當局的金額計量。計算該金額的稅率及稅務法律為於報告日期已頒佈或實質已頒佈的稅率及稅務法律。

與直接於權益內確認的項目有關的即期所得稅在權益內確認,而非在損益內確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Taxes (Continued)

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

2. 重要會計政策概要 (續)

2.18 稅項 (續)

遞延稅項

遞延稅項使用負債法，就於報告日期資產及負債的稅基與其作財務申報用途的賬面值之間的暫時差額計提撥備。

遞延稅項負債乃就所有應課稅暫時差額而確認，惟下列情況除外：

- 倘若遞延稅項負債產生自一項交易（並非業務合併）初步確認的商譽或資產或負債，而於該項交易進行時對會計溢利或應課稅溢利或虧損均無影響；及
- 就與於附屬公司的投資有關的應課稅暫時差額而言，暫時差額的撥回時間可予控制而該暫時差額於可見未來很有可能不會撥回。

倘很可能有應課稅溢利以動用可扣減暫時差額，以及未動用稅項抵免及未動用稅項虧損的結轉，遞延稅項資產乃就所有可扣減暫時差額、未動用稅項抵免及未動用稅項虧損的結轉予以確認，惟以下情況除外：

- 倘若有關可扣減暫時差額的遞延稅項資產產生自一項交易（並非業務合併）初步確認的資產或負債，而於該項交易進行時對會計溢利或應課稅溢利或虧損均無影響；及

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Taxes (Continued)

Deferred tax (Continued)

- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2. 重要會計政策概要 (續)

2.18 稅項 (續)

遞延稅項 (續)

- 就與於附屬公司的投資有關的可扣減暫時差額而言，遞延稅項資產僅於暫時差額有可能將會於可預見未來撥回及有應課稅溢利以動用暫時差額的情況予以確認。

本集團於各報告日期檢討遞延稅項資產的賬面值，並在不再可能有足夠應課稅溢利以動用全部或部分遞延稅項資產時，相應扣減該賬面值。未確認的遞延稅項資產於各報告日期重估，並在有可能有未來應課稅溢利以收回遞延稅項資產時予以確認。

遞延稅項資產及負債按照於報告日期已頒佈或實質上頒佈的稅率（及稅法），以預計於變現資產或償還負債的年度內適用的稅率計量。

損益外確認項目相關的遞延稅項於損益外確認。遞延稅項項目與相關交易一樣於其他全面收益確認或直接於權益確認。

倘存在以即期所得稅資產抵銷即期所得稅負債可強制執行的合法權利，而遞延稅項涉及同一應課稅實體及同一稅務機關，則遞延稅項資產及遞延稅項負債可互相抵銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Taxes (Continued)

Sales tax

Revenues, expenses and assets are recognised net of the amount of sales tax, except:

- when the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable; and
- receivables and payables that are stated with the amount of sales tax included.

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

Goods and Service Tax (“GST”)

The net amount of GST being the difference between output and input of GST, payable to or receivable from the respective authorities at the reporting date, is included in trade and other payables or trade and other receivables in the statement of financial position.

2.19 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2. 重要會計政策概要 (續)

2.18 稅項 (續)

銷售稅

收益、開支及資產按扣除銷售稅後確認，以下情況除外：

- 因購買資產或服務產生的銷售稅若不可從稅務機關收回，則銷售稅確認為收購資產成本之部分或開支項目之部分（倘適用）；及
- 已包含銷售稅金額之應收款項和應付款項。

可向稅務機關收回或應付稅務機關的銷售稅淨額，在財務狀況表中列為應收款項或應付款項一部分。

商品及服務稅（「商品及服務稅」）

於報告日期應付或應收有關部門的商品及服務稅的淨額（即商品及服務稅輸出與輸入之間的差額）計入財務狀況表的貿易及其他應付款項或貿易及其他應收款項。

2.19 借款成本

收購、建設或生產一項資產（需要相當長時間方可作擬定用途或銷售）直接應佔的借款成本乃資本化為該資產成本的一部分。所有其他借款成本於產生期間支銷。借款成本包括實體就借入資金產生的利息及其他成本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.20 Current versus non-current classification

The Group presents assets and liabilities in the statements of financial position based on current/non-current classification. An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2. 重要會計政策概要 (續)

2.20 流動與非流動分類

本集團根據流動／非流動分類於財務狀況表呈列資產及負債。倘符合以下標準，則一項資產為流動：

- 預期將於正常經營週期變現或有意出售或消耗；
- 主要持作買賣用途；
- 預期將於報告期後十二個月內變現；或
- 現金或現金等價物，除非於報告期後至少十二個月限制兌換或用於償還負債。

所有其他資產則分類為非流動。

倘符合以下標準，則一項負債為流動：

- 預期將於正常經營週期內償付；
- 主要持作買賣用途；
- 須於報告期間後十二個月內償付；或
- 於報告期後至少十二個月並無延遲償付負債的無條件權利。

本集團將所有其他負債分類為非流動。

遞延稅項資產及負債乃分類為非流動資產及負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.21 Contingencies

A contingent liability is:

- (i) A possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or
- (ii) A present obligation that arises from past events but is not recognised because:
 - it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - the amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of uncertain future event(s) not wholly within the control of the Group.

Contingent liabilities and assets are not recognised in the consolidated statement of financial position of the Group.

2. 重要會計政策概要(續)

2.21 或然項目

或然負債為：

- (i) 因過往事件而可能引致之責任，而此等責任的存在須視乎一項或多項不完全受本集團控制之不確定未來事件是否發生方能確定；或
- (ii) 因過往事件引致之現時責任，但因以下原因而未有確認：
 - 需要流出具有經濟利益之資源以履行責任的可能性不大；或
 - 責任金額不能足夠可靠地計量。

或然資產為因過往事件而可能引致之資產，而此等資產的存在須視乎不完全受本集團控制之不確定未來事件是否發生方能確定。

或然負債及資產不會於本集團綜合財務狀況表內確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.22 Related parties

A related party is defined as follows:

- (i) A person or a close member or that person's family is related to the Group if that person:
 - (1) Has control or joint control over the Group;
 - (2) Has significant influence over the Group; or
 - (3) Is a member of the key management personnel of the Group or of a parent of the Group.
- (ii) An entity is related to the Group if any of the following condition applies:
 - (1) The entity and the Group are members of the same Group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (2) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a Group of which the other entity is a member).
 - (3) Both entities are joint ventures of the same third party.
 - (4) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (5) The entity is a post-employment benefit plan for the benefit of employees of either the Group or any entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.

2. 重要會計政策概要 (續)

2.22 關聯方

關聯方定義如下：

- (i) 倘屬以下人士，則該人士或該人士之直系親屬成員與本集團有關連：
 - (1) 控制或共同控制本集團；
 - (2) 對本集團有重大影響；或
 - (3) 為本集團或本集團母公司的主要管理人員。
- (ii) 符合以下任何條件的實體與本集團的有關連：
 - (1) 該實體與本集團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）。
 - (2) 一間實體為另一實體的聯營公司或合營公司（或為另一實體所屬集團之成員公司的聯營公司或合營公司）。
 - (3) 兩間實體均為同一第三方之合營公司。
 - (4) 一間實體為第三方之合營公司，而另一實體為第三方之聯營公司。
 - (5) 該實體為離職後福利計劃，該計劃的受益人為本集團或與本集團有關連的實體的僱員。倘本集團本身為該計劃，提供資助的僱主亦與本集團有關連。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.22 Related parties (Continued)

A related party is defined as follows: (Continued)

- (ii) An entity is related to the Group if any of the following condition applies: (Continued)
- (6) The entity is controlled or jointly controlled by a person identified in (i).
- (7) A person identified in (i)(1) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future.

3.1 Critical judgements made in applying accounting policies

There were no critical judgements made by management in the process of applying the Group's accounting policies that have a significant effect on the amounts recognised in the financial statements during the current financial year.

2. 重要會計政策概要 (續)

2.22 關聯方 (續)

關聯方定義如下：(續)

- (ii) 符合以下任何條件的實體視為本集團的關聯方：(續)
- (6) 該實體受(i)所指定人士控制或受共同控制。
- (7) 於(i)(1)項所指明人士對該實體有重大影響或為該實體(或該實體母公司)的主要管理人員。

3. 重大會計判斷及估計

編製本集團的財務報表需要管理層作出判斷、估計及假設，而此等判斷、估計及假設會影響收益、開支、資產與負債的報告金額，以及於報告日期的或然負債披露。然而，此等假設及估計的不確定性可導致需要對日後受影響的資產及負債的賬面值作出重大調整的結果。

3.1 應用會計政策時作出的關鍵判斷

管理層於應用本集團會計政策的過程中未作出對當前財政年度的財務報表中確認的金額有重大影響的關鍵判斷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

3.2 Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are set out below:

(a) Depreciation of property, plant and equipment and amortisation of intangible asset

The estimates for the residual values, useful lives and related depreciation charges for property, plant and equipment and amortisation of software development expenditure are based on commercial factors which could change significantly as a result of technical innovations and competitors' actions in response to the market conditions. The Group anticipates that the residual values of its property, plant and equipment and software development expenditure will be insignificant. As a result, residual values are not being taken into consideration for the computation of the depreciable amount. Changes in the expected level of usage and technological development could impact the economic useful lives and the residual values of these assets, therefore future depreciation charges could be revised.

3. 重大會計判斷及估計 (續)

3.2 估計不確定因素的主要來源

於報告日期，關於未來的主要假設及估計不確定因素的其他主要來源（具有導致於下一個財政年度對資產及負債賬面值作出重大調整的重大風險）載列如下：

(a) 物業、廠房及設備的折舊及無形資產的攤銷

對物業、廠房及設備的剩餘價值、可使用年期及相關折舊費用以及軟件開發開支攤銷的估計乃基於商業因素作出，而該等因素可能會由於技術創新及競爭對手因應市況採取的行動而發生重大變動。本集團預期，其物業、廠房及設備以及軟件開發開支的剩餘價值將不屬重大。因此，在計算可折舊金額時，並無計及剩餘價值。預期使用水平及技術發展的變動可能會影響該等資產的經濟可使用年期及剩餘價值，因此未來折舊費用可予修訂。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

3.2 Key sources of estimation uncertainty (Continued)

(b) Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs to sell is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

(c) Provision for expected credit losses on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance).

3. 重大會計判斷及估計 (續)

3.2 估計不確定因素的主要來源 (續)

(b) 非金融資產減值

本集團於各報告期末評估所有非金融資產是否出現任何減值跡象。當有跡象表明非金融資產的賬面價值可能無法收回時，會對其進行減值測試。當資產或現金產生單位的賬面值超過其可收回金額（即其公平值減出售成本及使用價值兩者間的較高者）時，則存在減值。公平值減出售成本乃根據按公平原則進行具約束力的類似資產出售交易所得的數據，或可觀察市價減出售資產的增量成本計算得出。計算使用價值時，管理層須估計資產或現金產生單位的預計未來現金流量，並選用適合的貼現率計算該等現金流量的現值。

(c) 貿易應收款項的預期信貸虧損撥備

本集團使用撥備矩陣計算貿易應收款項的預期信貸虧損。撥備率乃根據具有類似虧損模式（即按地理位置、產品類別、客戶類別及評級，以及信用證及其他形式的信用保險的保障範圍）的多個客戶分部組別的逾期天數釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

3.2 Key sources of estimation uncertainty (Continued)

(c) Provision for expected credit losses on trade receivables (Continued)

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic products) are expected to deteriorate over the next year which can lead to an increased number of defaults in the financial sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in Note 25(a).

(d) Development costs

Development costs are capitalised in accordance with the accounting policy for research and development costs in Note 2.7. Determining the amounts to be capitalised requires management to make assumptions regarding the expected future cash generation of the assets, discount rates to be applied and the expected period of benefits. As at 31 December 2019, the carrying amounts of capitalised development costs were RM3.4 million (2018: RM2.8 million).

3. 重大會計判斷及估計 (續)

3.2 估計不確定因素的主要來源 (續)

(c) 貿易應收款項的預期信貸虧損撥備 (續)

撥備矩陣最初基於本集團的歷史觀察違約率計算。本集團將校準矩陣，以前瞻性資料調整歷史信貸虧損經驗。例如，倘預測經濟狀況（即國內生產總值）預期將在未來一年內惡化並可能導致金融業違約數量增加，則會調整歷史違約率。於各報告日期，本集團會更新歷史觀察違約率並分析前瞻性估計的變動。

評估歷史觀察違約率、預測經濟狀況及預期信貸虧損之間的相關性乃屬重要估計。預期信貸虧損金額對情況及預測經濟狀況的變動較敏感。本集團的歷史信貸虧損經驗及經濟狀況預測亦可能無法代表客戶未來的實際違約情況。有關本集團貿易應收款項預期信貸虧損的資料於附註25(a)披露。

(d) 開發成本

開發成本乃根據附註2.7內有關研發成本的會計政策資本化。釐定將予資本化的金額時，管理層須就預期未來資產產生的現金、將採用的貼現率及預期獲益期作出假設。於2019年12月31日，資本化開發成本的賬面值為3.4百萬令吉特（2018年：2.8百萬令吉特）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

4. REVENUE FROM CONTRACTS WITH CUSTOMERS

4.1 Disaggregated revenue information

Set out below is the disaggregation of the Group's revenue from contracts with customers:

4. 來自與客戶訂立合約的收益

4.1 收益分類資料

下文載列本集團來自與客戶訂立合約的收益分類：

Group 本集團		1.1.2019 to 31.12.2019 2019年 1月1日至 2019年 12月31日 RM'000 千令吉特	1.1.2018 to 31.12.2018 2018年 1月1日至 2018年 12月31日 RM'000 千令吉特
Type of services	服務類型		
Outsourced document management services	外判文件管理服務	64,487	65,176
Enterprise software solutions:	企業軟件解決方案：		
– Customised software	– 定制軟件	6,505	1,312
– Electronic document warehouse services	– 電子文件存儲服務	534	607
Total revenue from contracts with customers	來自與客戶訂立合約的總收益	71,526	67,095
Geographical markets	地域市場		
Malaysia	馬來西亞	66,750	66,836
Singapore	新加坡	4,776	259
Total revenue from contracts with customers	來自與客戶訂立合約的總收益	71,526	67,095
Timing of revenue recognition	收益確認的時間		
At a point in time	按時間點	64,487	65,176
Over time	按一段時間	7,039	1,919
Total revenue from contracts with customers	來自與客戶訂立合約的總收益	71,526	67,095

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

4. REVENUE FROM CONTRACTS WITH CUSTOMERS (Continued)

4.2 Performance obligations

Information about the Group's performance obligations is summarised below:

Outsourced document management services

The performance obligation is satisfied at a point in time and payment is generally due upon completion of the service.

Customised software

The performance obligation is satisfied over-time and payment is generally due upon achieving pre-agreed billing milestones.

Electronic document warehouse services

The performance obligation is satisfied over-time and payment is generally due in advance at the beginning of the service period.

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at reporting date are, as follows:

Group 本集團	31.12.2019 2019年 12月31日 RM'000 千令吉特	31.12.2018 2018年 12月31日 RM'000 千令吉特
Expected to be recognised:		
Within one year	1,136	-
More than one year	4,225	-
	5,361	-

The Group applies the practical expedient on the exemption to disclose the information on the remaining performance obligations that have original expected durations of one year or less.

The remaining performance obligations expected to be recognised in more than one year as at 31 December 2019 relate to the maintenance services to be satisfied within six years.

4. 來自與客戶訂立合約的收益(續)

4.2 履約責任

有關本集團履約責任的資料概述如下：

外判文件管理服務

履約責任按時間點履行且一般應於服務完成時付款。

定制軟件

履約責任隨時間履行且一般於達致預先協定的賬款期時到期支付。

電子文件存儲服務

履約責任於一段時間內履行且付款一般應於服務期間開始前到期支付。

於報告日期分配予剩餘履約責任(未履行或部分未履行)的交易價格如下：

本集團就豁免披露預期原期限為一年或以內的剩餘履約責任的資料使用實際權宜法。

於2019年12月31日預期於一年以上確認的剩餘履約責任與將於六年內履行的維護服務有關。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

5. OTHER INCOME

5. 其他收入

		1.1.2019 to 31.12.2019	1.1.2018 to 31.12.2018
		2019年	2018年
		1月1日至 2019年 12月31日	1月1日至 2018年 12月31日
Group		RM'000	RM'000
本集團		千令吉特	千令吉特
Interest income on fixed deposits	定期存款的利息收入	468	239
Insurance compensation	保險賠償	-	2
Others	其他	98	-
		566	241

6. FINANCE COSTS

6. 融資成本

		1.1.2019 to 31.12.2019	1.1.2018 to 31.12.2018
		2019年	2018年
		1月1日至 2019年 12月31日	1月1日至 2018年 12月31日
Group		RM'000	RM'000
本集團		千令吉特	千令吉特
Interest expense on:	下列項目的利息開支：		
- term loan	- 定期貸款	846	337
- overdraft	- 透支	3	34
- others	- 其他	29	13
- lease liabilities (Note 20)	- 租賃負債(附註20)	17	19
Amortisation of transaction costs (Note 19)	交易成本攤銷(附註19)	20	7
		915	410

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

7. PROFIT BEFORE TAX

The following items have been included in arriving at profit before tax:

7. 除稅前溢利

下列各項已計入除稅前溢利：

Group		1.1.2019 to 31.12.2019 2019年 1月1日至 2019年 12月31日	1.1.2018 to 31.12.2018 2018年 1月1日至 2018年 12月31日
本集團		RM'000	RM'000
		千令吉特	千令吉特
Auditors' remuneration – statutory	核數師酬金—法定	247	20
Staff costs (Note 9)	員工成本(附註9)	7,233	8,133
Property, plant and equipment:	物業、廠房及設備：		
– depreciation (Note 12)	– 折舊(附註12)	1,969	1,883
– impairment loss (Note 12)	– 減值虧損(附註12)	–	60
Depreciation of right-of-use assets (Note 13)	使用權資產折舊(附註13)	107	107
Amortisation of intangible assets (Note 14)	無形資產攤銷(附註14)	677	520
Allowance for expected credit losses on trade receivables (Note 16)	貿易應收款項預期信貸虧損撥備 (附註16)	170	127
Listing expenses	上市開支	3,540	4,024
Legal and other professional fees	法律及其他專業費用	195	67

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

8. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the Group's net profit attributable to owners of the parent by the weighted average number of ordinary shares outstanding during the financial year.

The following reflects the income and share data used in the basic and diluted earnings per share computations:

8. 每股盈利

每股基本盈利乃按母公司擁有人應佔本集團純利除以財政年度內發行在外普通股的加權平均數計算。

以下反映計算每股基本及攤薄盈利所用的收益及股份數據：

		1.1.2019 to 31.12.2019 2019年 1月1日至 2019年 12月31日	1.1.2018 to 31.12.2018 2018年 1月1日至 2018年 12月31日
Profit net of tax attributable to owners of the parent (RM'000)	母公司擁有人應佔除稅後溢利 (千令吉特)	13,053	11,780
Weighted average number of ordinary shares for basic earnings per share computation ('000)	用於計算每股基本盈利的普通股 加權平均數(千股)	600,000	600,000
Basic earnings per share (RM sen)	每股基本盈利(令吉特分)	2.18	1.96

The weighted average number of ordinary shares used to calculate the basic earnings per share amounts for the years ended 31 December 2019 and 2018 was based on 600,000,000 ordinary shares, representing the number of ordinary shares of the Company immediately after the Capitalisation Issue (as explained in Note 31), as if all these shares had been in issue throughout the years ended 31 December 2019 and 2018.

The Group had no potential dilutive ordinary shares in issue during the years ended 31 December 2019 and 2018.

用於計算截至2019年及2018年12月31日止年度每股基本盈利金額的普通股加權平均數乃基於600,000,000股普通股，即緊隨資本化發行(解釋見附註31)後本公司普通股數目，猶如所有該等股份於截至2019年及2018年12月31日止整個年度均已發行。

截至2019年及2018年12月31日止年度，本集團並無已發行潛在攤薄普通股。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

9. STAFF COSTS

9. 員工成本

Group 本集團		1.1.2019 to 31.12.2019 2019年 1月1日至 2019年 12月31日 RM'000 千令吉特	1.1.2018 to 31.12.2018 2018年 1月1日至 2018年 12月31日 RM'000 千令吉特
Salaries and performance related bonuses	薪金及與表現相關的花紅	7,718	8,324
Pension scheme contributions	退休金計劃供款	771	963
Other employee benefits	其他僱員福利	23	65
		8,512	9,352
Less: Capitalised as software development expenditure (Note 14)	減：資本化為軟件開發開支（附註14）	(1,279)	(1,219)
		7,233	8,133

Included in staff costs are Executive Directors' remuneration as disclosed in Note 10.

員工成本包括附註10披露的執行董事薪酬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

9. STAFF COSTS (Continued)

The five highest paid employees during the year included two directors (2018: two directors). The details of directors' remuneration are disclosed in Note 10. Details of the remaining three (2018: three) highest paid employees whom are non-directors during the year are as follows:

Group 本集團		1.1.2019 to 31.12.2019 2019年 1月1日至 2019年 12月31日 RM'000 千令吉特	1.1.2018 to 31.12.2018 2018年 1月1日至 2018年 12月31日 RM'000 千令吉特
		Salaries, allowances and benefits in kind	薪金、津貼及實物利益
Performance related bonuses	與表現相關的花紅	37	123
Pension scheme contributions	退休金計劃供款	50	53
		826	536

The number of three highest paid employees of the Group (excluding executive directors) whose total remuneration during the year fell within the following bands are analysed below:

Group 本集團		1.1.2019 to 31.12.2019 2019年 1月1日至 2019年 12月31日	1.1.2018 to 31.12.2018 2018年 1月1日至 2018年 12月31日
		Nil to HK\$1,000,000	零至1,000,000港元

During the year, no (2018: Nil) remuneration was paid by the Group to the Directors or any of the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office.

9. 員工成本 (續)

年內五名最高薪酬僱員包括兩名董事 (2018年：兩名董事)。董事薪酬詳情披露於附註10。年內其餘三名 (2018年：三名) 並非董事的最高薪酬僱員的詳情如下：

年內薪酬總額介乎以下範圍的本集團三名最高薪酬僱員 (不包括執行董事) 數目分析如下：

本年度，本集團概無向董事或任何五名最高薪酬僱員支付薪酬 (2018年：無)，作為加入本集團或在加入本集團時的獎勵或作為離職補償。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

10. DIRECTORS' REMUNERATION

The details of remuneration received/receivable by the Directors of the Group for the financial year are as follows:

10. 董事薪酬

本集團董事於財政年度已收／應收之薪酬詳情如下：

		Fees	Salaries, allowances, and benefits in kind	Pension scheme contributions	Total remuneration
		袍金	薪金、津貼及實物利益	退休金計劃供款	薪酬總額
		RM'000	RM'000	RM'000	RM'000
		千令吉特	千令吉特	千令吉特	千令吉特
31 December 2019	2019年12月31日				
Executive Directors:	執行董事：				
Frank Ling	Frank Ling	-	835	95	930
Will Ling	Will Ling	-	835	95	930
		-	1,670	190	1,860
31 December 2018	2018年12月31日				
Executive Directors:	執行董事：				
Frank Ling	Frank Ling	80	715	82	877
Will Ling	Will Ling	80	715	82	877
		160	1,430	164	1,754

Other Directors of the Group did not receive any remuneration during the financial years ended 31 December 2019 and 31 December 2018.

於截至2019年12月31日及2018年12月31日止財政年度，本集團其他董事並無收取任何薪酬。

There was no (2018: Nil) arrangement under which a Director waived or agreed to waive any remuneration during the financial year.

於本財政年度，概無董事放棄或同意放棄任何薪酬的安排（2018年：無）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

11. INCOME TAX EXPENSE

11. 所得稅開支

		1.1.2019 to 31.12.2019	1.1.2018 to 31.12.2018
		2019年	2018年
		1月1日至 2019年 12月31日	1月1日至 2018年 12月31日
Group		RM'000	RM'000
本集團		千令吉特	千令吉特
Malaysian income tax:	馬來西亞所得稅：		
– Current year	– 當前年度	5,859	4,895
– Under provision	– 撥備不足	111	–
		5,970	4,895
Deferred tax (Note 15):	遞延稅項 (附註15)：		
– Relating to origination and reversal of temporary differences	– 與暫時差額的產生及撥回有關	(8)	(60)
Income tax expense	所得稅開支	5,962	4,835

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

11. INCOME TAX EXPENSE (Continued)

Domestic income tax is calculated at the Malaysian statutory tax rate of 24% of the estimated assessable profit for the year.

Pursuant to the rules and regulations of the Cayman Islands, the Company is not subject to any income tax in the Cayman Islands.

A reconciliation of income tax expense applicable to profit before tax at the statutory income tax rate to income tax expense at the effective income tax rate of the Group is as follows:

11. 所得稅開支(續)

國內所得稅乃就年內估計應課稅溢利按馬來西亞法定稅率24%計算。

根據開曼群島的規則及法規，本公司毋須於開曼群島繳納任何所得稅。

適用於按法定所得稅稅率計算的除稅前溢利的所得稅開支與按本集團實際所得稅稅率計算的所得稅開支的對賬如下：

Group 本集團		1.1.2019 to 31.12.2019 2019年 1月1日至 2019年 12月31日 RM'000 千令吉特	1.1.2018 to 31.12.2018 2018年 1月1日至 2018年 12月31日 RM'000 千令吉特
Profit before tax	除稅前溢利	19,015	16,615
Tax at Malaysian statutory tax rate of 24% (2018: 24%)	按馬來西亞法定稅率24%計算的稅項 (2018年：24%)	4,564	3,988
Expenses not deductible for tax purposes	就稅項而言不可扣除的開支	1,357	1,063
Effect of tax savings*	節稅的影響*	(70)	(60)
Incentive on increased chargeable income	應課稅收益增加的獎勵	-	(156)
Under provision of income tax in prior years	過往年度所得稅撥備不足	111	-
Income tax expense for the year	年內所得稅開支	5,962	4,835

* Malaysian companies with paid up capital of not more than RM2.5 million are subject to a tax rate of 17% (2018: 18%) on their first RM500,000 of chargeable income.

* 繳足資本不超過2.5百萬令吉特的馬來西亞公司首500,000令吉特應課稅收益的稅率為17% (2018年：18%)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

12. PROPERTY, PLANT AND EQUIPMENT

12. 物業、廠房及設備

Group 本集團		Factory building	Shop lot	Renovation of building	Plant and machinery	Computer and software	Motor vehicles	Furniture and fittings	Office equipment	Capital work in progress 在建 資本工程	Total 總計
		RM'000 千令吉特	RM'000 千令吉特	RM'000 千令吉特	RM'000 千令吉特	RM'000 千令吉特	RM'000 千令吉特	RM'000 千令吉特	RM'000 千令吉特	RM'000 千令吉特	RM'000 千令吉特
31 December 2019	2019年12月31日										
Cost	成本										
At 1 January 2019	於2019年1月1日	1,487	3,505	4,579	5,954	3,972	711	477	1,049	780	22,514
Additions	添置	-	-	-	18	225	-	32	8	-	283
Write off	撇銷	-	-	(30)	(1,881)	(56)	-	(16)	(85)	-	(2,068)
Reclassification	重新分類	-	-	-	530	250	-	-	-	(780)	-
At 31 December 2019	於2019年12月31日	1,487	3,505	4,549	4,621	4,391	711	493	972	-	20,729
Accumulated depreciation	累計折舊										
At 1 January 2019	於2019年1月1日	377	380	1,764	4,672	1,473	676	345	767	-	10,454
Charge for the year (Note 7)	年內開支(附註7)	30	70	439	386	865	26	39	114	-	1,969
Write off	撇銷	-	-	-	(1,281)	(39)	-	(16)	(83)	-	(1,419)
At 31 December 2019	於2019年12月31日	407	450	2,203	3,777	2,299	702	368	798	-	11,004
Accumulated impairment	累計減值										
At 1 January 2019	於2019年1月1日	-	-	-	649	-	-	-	-	-	649
Write off	撇銷	-	-	-	(649)	-	-	-	-	-	(649)
At 31 December 2019	於2019年12月31日	-	-	-	-	-	-	-	-	-	-
Net carrying amount	賬面淨值	1,080	3,055	2,346	844	2,092	9	125	174	-	9,725

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

12. PROPERTY, PLANT AND EQUIPMENT (Continued)

12. 物業、廠房及設備 (續)

Group 本集團		Factory building	Shop lot	Renovation of building	Plant and machinery	Computer and software	Motor vehicles	Furniture and fittings	Office equipment	Capital work in progress	Total
		工廠樓宇 RM'000 千令吉特	商舖佔地 RM'000 千令吉特	樓宇翻新 RM'000 千令吉特	廠房及機械 RM'000 千令吉特	電腦及軟件 RM'000 千令吉特	汽車 RM'000 千令吉特	傢俱及裝置 RM'000 千令吉特	辦公設備 RM'000 千令吉特	資本工程 RM'000 千令吉特	總計 RM'000 千令吉特
31 December 2018	2018年12月31日										
Cost	成本										
At 1 January 2018	於2018年1月1日	1,487	3,505	4,515	5,954	2,450	711	438	1,011	1,785	21,856
Additions	添置	-	-	64	-	517	-	39	38	-	658
Reclassification	重新分類	-	-	-	-	1,005	-	-	-	(1,005)	-
At 31 December 2018	於2018年12月31日	1,487	3,505	4,579	5,954	3,972	711	477	1,049	780	22,514
Accumulated depreciation	累計折舊										
At 1 January 2018	於2018年1月1日	347	310	1,314	4,017	953	646	323	661	-	8,571
Charge for the year (Note 7)	年內開支 (附註7)	30	70	450	655	520	30	22	106	-	1,883
At 31 December 2018	於2018年12月31日	377	380	1,764	4,672	1,473	676	345	767	-	10,454
Accumulated impairment	累計減值										
At 1 January 2018	於2018年1月1日	-	-	-	589	-	-	-	-	-	589
Charge for the year (Note 7)	年內開支 (附註7)	-	-	-	60	-	-	-	-	-	60
At 31 December 2018	於2018年12月31日	-	-	-	649	-	-	-	-	-	649
Net carrying amount	賬面淨值	1,110	3,125	2,815	633	2,499	35	132	282	780	11,411

As at 31 December 2019, factory building and shop lot with carrying amounts totaling RM4,135,000 (2018: RM4,235,000) are pledged as security for banking facilities of the Group as disclosed in Note 19.

於2019年12月31日，賬面總值為4,135,000令吉特(2018年：4,235,000令吉特)的工廠樓宇及商舖佔地已質押作為附註19所披露的本集團銀行融資的抵押。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

13. RIGHT-OF-USE ASSETS

The Group has lease contracts for leasehold land and office premise used in its operations. Lease of leasehold land generally has lease term between 85 and 97 years, while office premise generally has lease terms between 5 and 10 years.

13. 使用權資產

本集團就其營運所用租賃土地及辦公室物業訂立租賃合約。租賃土地租約的租期一般介乎85至97年，而辦公室物業租約的租期一般介乎5至10年。

Group 本集團		Leasehold	Office premise	Total
		land 租賃土地	辦公室物業	總計
		RM'000 千令吉特	RM'000 千令吉特	RM'000 千令吉特
31 December 2019	2019年12月31日			
Cost	成本			
At 1 January/31 December 2019	於2019年1月1日/12月31日	3,621	482	4,103
Accumulated depreciation	累計折舊			
At 1 January 2019	於2019年1月1日	449	185	634
Charge for the year (Note 7)	年內開支(附註7)	48	59	107
As at 31 December 2019	於2019年12月31日	497	244	741
Net carrying amount	賬面淨值	3,124	238	3,362
31 December 2018	2018年12月31日			
Cost	成本			
At 1 January/31 December 2018	於2018年1月1日/12月31日	3,621	482	4,103
Accumulated depreciation	累計折舊			
At 1 January 2018	於2018年1月1日	401	126	527
Charge for the year (Note 7)	年內開支(附註7)	48	59	107
As at 31 December 2018	於2018年12月31日	449	185	634
Net carrying amount	賬面淨值	3,172	297	3,469

As at 31 December 2019, leasehold land is pledged as security for banking facilities of the Group as disclosed in Note 19.

於2019年12月31日，租賃土地已質押作為附註19所披露的本集團銀行融資的抵押。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

14. INTANGIBLE ASSETS

Software development expenditure

14. 無形資產

軟件開發開支

Group 本集團		Streamline output management system ("OMS")	Streamline electronic data warehouse ("EDW")	Streamline document management system phase I ("DMS phase I") Streamline document management system phase II ("DMS phase II")	Streamline document management system phase II ("DMS phase II")	Total 總計
		Streamline output management system ("OMS")	Streamline electronic data warehouse ("EDW")	Streamline document management system phase I ("DMS phase I")	Streamline document management system phase II ("DMS phase II")	
		RM'000 千令吉特	RM'000 千令吉特	RM'000 千令吉特	RM'000 千令吉特	RM'000 千令吉特
31 December 2019	2019年12月31日					
Cost	成本					
At 1 January 2019	於2019年1月1日	848	1,354	1,185	437	3,824
Additions (Note 9)	添置 (附註9)	-	-	-	1,279	1,279
At 31 December 2019	於2019年12月31日	848	1,354	1,185	1,716	5,103
Accumulated amortisation	累計攤銷					
At 1 January 2019	於2019年1月1日	510	406	79	-	995
Charge for the year (Note 7)	年內開支 (附註7)	170	271	236	-	677
At 31 December 2019	於2019年12月31日	680	677	315	-	1,672
Net carrying amount	賬面淨值	168	677	870	1,716	3,431
31 December 2018	2018年12月31日					
Cost	成本					
At 1 January 2018	於2018年1月1日	848	1,354	403	-	2,605
Additions (Note 9)	添置 (附註9)	-	-	782	437	1,219
At 31 December 2018	於2018年12月31日	848	1,354	1,185	437	3,824
Accumulated amortisation	累計攤銷					
At 1 January 2018	於2018年1月1日	340	135	-	-	475
Charge for the year (Note 7)	年內開支 (附註7)	170	271	79	-	520
At 31 December 2018	於2018年12月31日	510	406	79	-	995
Net carrying amount	賬面淨值	338	948	1,106	437	2,829

Software development expenditure relates to staff costs (Note 9) incurred for the development of software used by the Group to generate revenue.

軟件開發開支與開發本集團用於創造收益的軟件產生的員工成本 (附註9) 有關。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

14. INTANGIBLE ASSETS (Continued)

Amortisation

Amortisation of software development expenditure is included in the "Cost of sales" line item in the consolidated statements of comprehensive income.

Impairment testing

The carrying value of the intangible assets is expected to be recovered from probable future economic benefits that are expected to be generated from the commercial exploitation of these intangible assets. The remaining amortisation period at the financial year end is less than 5 years.

Impairment testing of intangible assets not yet available for use

Impairment testing for intangible assets not yet available for use was carried out at the reporting dates, irrespective of whether there is any indicator of impairment.

DMS phase II (applicable as at 31 December 2019 and 31 December 2018)

Key assumptions:

關鍵假設：

Growth rate – growth rate is based on management's expectation of the long-term forecast growth rate of the industry with reference to external industry report.

Budgeted gross margin – budgeted gross margin represents the past performance of the Group and expected market development.

Discount rate – pre-tax discount of 15% is used which reflects specific risks and are determined by reference to the discount rate for the industry.

14. 無形資產 (續)

攤銷

軟件開發開支攤銷計入綜合全面收益表的「銷售成本」項目內。

減值測試

無形資產的賬面值預計將從預期從該等無形資產的商業開發中產生的未來經濟利益中收回。於財政年度末的剩餘攤銷期少於5年。

不可供使用的無形資產減值測試

於報告日期對不可供使用的無形資產進行減值測試（不論是否有任何減值跡象）。

DMS第II階段（於2019年12月31日及2018年12月31日適用）

	Budgeted	
Growth rate	gross margin	Discount rate
增長率	預計毛利率	貼現率
11.1%	85.1%	15.0%

增長率—增長率乃基於管理層參考外部行業報告對行業長期預測增長率的預期。

預計毛利率—預計毛利率指本集團的過往表現及預期市場發展。

貼現率—15%的除稅前貼現率乃獲採用且反映特定風險，並參考行業的貼現率釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

14. INTANGIBLE ASSETS (Continued)

Impairment testing of intangible assets not yet available for use (Continued)

DMS phase II (applicable as at 31 December 2019 and 31 December 2018) (Continued)

Business development – there will be no major changes in the existing political, legal and economic conditions in Malaysia.

The following sensitivity analysis illustrates the impact of hypothetical increase of pre-tax discount rate by 1% or decrease of our growth rate by 1% on the headroom:

Had the assumptions changed as below, the headroom would decrease by:

Pre-tax discount rate increased by 1%	除稅前貼現率增加1%
Growth rate decreased by 1%	增長率減少1%

Based on the result of the sensitivity analysis above, the directors considered that there is no reasonable possible change in any of the key assumptions that would cause the carrying amount of the intangible asset that are not yet available for use as at the reporting date to exceed its recoverable amount.

14. 無形資產(續)

不可供使用的無形資產減值測試(續)

DMS第II階段(於2019年12月31日及2018年12月31日適用)(續)

業務發展—馬來西亞的當前政治、法律及經濟狀況將無重大變動。

下列敏感度分析說明假設除稅前貼現率增加1%或我們的增長率減少1%對餘額的影響：

倘假設按如下變動，餘額將減少：

31.12.2019	31.12.2018
2019年	2018年
12月31日	12月31日
RM'000	RM'000
千令吉特	千令吉特

		45	28
		28	21

根據上述敏感度分析結果，董事認為，關鍵假設並無任何合理可能變動從而導致於報告日期不可供使用的無形資產的賬面值超過其可收回金額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

15. DEFERRED TAX LIABILITIES

15. 遞延稅項負債

Group 本集團		31.12.2019 2019年 12月31日 RM'000 千令吉特	31.12.2018 2018年 12月31日 RM'000 千令吉特
At beginning of the year	於年初	600	660
Recognised in profit or loss (Note 11)	於損益內確認(附註11)	(8)	(60)
At end of the year	於年末	592	600

The components and movements of deferred tax liabilities and assets during the financial years prior to offsetting are as follows:

於抵銷前財政年度內的遞延稅項負債及資產的組成部分及變動如下：

Group 本集團		Property, plant and equipment 物業、 廠房及設備 RM'000 千令吉特	Intangible assets 無形資產 RM'000 千令吉特	Other temporary differences 其他暫時 差額 RM'000 千令吉特	Total 總計 RM'000 千令吉特
At 1 January 2019	於2019年1月1日	190	679	(269)	600
Recognised in profit or loss	於損益內確認	(96)	144	(56)	(8)
At 31 December 2019	於2019年12月31日	94	823	(325)	592
At 1 January 2018	於2018年1月1日	444	511	(295)	660
Recognised in profit or loss	於損益內確認	(254)	168	26	(60)
At 31 December 2018	於2018年12月31日	190	679	(269)	600

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

16. TRADE AND OTHER RECEIVABLES

16. 貿易及其他應收款項

Group		31.12.2019	31.12.2018
本集團		2019年	2018年
		12月31日	12月31日
		RM'000	RM'000
		千令吉特	千令吉特
Trade receivables	貿易應收款項		
Third parties	第三方	19,995	18,893
Less: Allowance for expected credit losses	減：預期信貸虧損撥備	(766)	(596)
Trade receivables, net	貿易應收款項淨額	19,229	18,297
Other receivables	其他應收款項		
Deposits	按金	303	129
Sundry receivables	其他應收款項	537	277
GST receivable from customers	應收客戶的商品及服務稅	83	83
GST recoverable	應收商品及服務稅	635	635
Prepayments	預付款項	2,939	1,388
Amounts due from related parties	應收關聯方款項	6	59
Amounts due from directors	應收董事款項	3,887	3,316
Other receivables, net	其他應收款項淨額	8,390	5,887
Total trade and other receivables	貿易及其他應收款項總額	27,619	24,184
Less: GST recoverable	減：可收回商品及服務稅	(635)	(635)
Less: Prepayments	減：預付款項	(2,939)	(1,388)
Total debt instruments at amortised costs (excluding cash and bank balances)	按攤銷成本計量的債務工具總額 (不包括現金及銀行結餘)	24,045	22,161

Trade receivables

Trade receivables are non-interest bearing and are generally on 30 days terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

貿易應收款項

貿易應收款項不計息，期限通常為30天。其按原發票金額確認，有關金額代表其於初步確認時的公平值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

16. TRADE AND OTHER RECEIVABLES (Continued)

Trade receivables (Continued)

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

Group 本集團		31.12.2019	31.12.2018
		2019年 12月31日	2018年 12月31日
		RM'000	RM'000
		千令吉特	千令吉特
Within 1 month	1個月內	7,947	6,498
1 to 2 months	1至2個月	3,026	4,768
2 to 3 months	2至3個月	1,599	2,967
Over 3 months	3個月以上	6,657	4,064
		19,229	18,297

Set out below is the movement in the allowance for expected credit losses of trade receivables:

Group 本集團		31.12.2019	31.12.2018
		2019年 12月31日	2018年 12月31日
		RM'000	RM'000
		千令吉特	千令吉特
At beginning of the year	於年初	596	469
Allowance during the year (Note 7)	年內撥備(附註7)	170	127
At end of the year	於年末	766	596

The information about the credit exposures are disclosed in Note 25(a).

Amounts due from related parties and directors

These amounts are unsecured, non-interest bearing and are repayable on demand. These amounts have been recovered subsequent to year end.

16. 貿易及其他應收款項(續)

貿易應收款項(續)

於報告期末按發票日期並扣除虧損撥備後的貿易應收款項的賬齡分析如下:

Group 本集團		31.12.2019	31.12.2018
		2019年 12月31日	2018年 12月31日
		RM'000	RM'000
		千令吉特	千令吉特
Within 1 month	1個月內	7,947	6,498
1 to 2 months	1至2個月	3,026	4,768
2 to 3 months	2至3個月	1,599	2,967
Over 3 months	3個月以上	6,657	4,064
		19,229	18,297

下文載列貿易應收款項預期信貸虧損撥備的變動:

Group 本集團		31.12.2019	31.12.2018
		2019年 12月31日	2018年 12月31日
		RM'000	RM'000
		千令吉特	千令吉特
At beginning of the year	於年初	596	469
Allowance during the year (Note 7)	年內撥備(附註7)	170	127
At end of the year	於年末	766	596

有關信貸敞口的資料披露於附註25(a)。

應收關聯方及董事款項

該等款項為無抵押、不計息及須按要求償還。該等款項已於年底後收回。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

17. CASH AND BANK BALANCES

17. 現金及銀行結餘

		31.12.2019	31.12.2018
		2019年	2018年
		12月31日	12月31日
Group		RM'000	RM'000
本集團		千令吉特	千令吉特
Cash on hand and at banks	手頭現金及銀行存款	7,189	8,345
Deposits with licensed banks	於持牌銀行的存款	18,908	10,006
		26,097	18,351

Cash at banks earns interest at floating rates based on daily bank deposit rates. Deposits with licensed banks are made for varying periods between 1 day and 3 months depending on the immediate cash requirements of the Group, except for a deposit amounting to RM5,000 as at 31 December 2018 which has a maturity term of 365 days. The deposit amounting to RM5,000 has been fully withdrawn as at 31 December 2019. During the financial year ended 31 December 2019, the interest rates of short-term deposits of the Group range from 3.10% to 3.55% (2018: from 3.10% to 3.95%) per annum.

For the purpose of the consolidated statements of cash flows, cash and cash equivalents comprise the following at the reporting date:

銀行存款按根據每日銀行存款利率計算的浮動利率賺取利息。於持牌銀行的存款的期限各異，介乎一天至三個月不等，視乎本集團的即時現金需求而定，於2018年12月31日5,000令吉特的存款除外，該存款的到期期限為365天。於2019年12月31日，該5,000令吉特的存款已悉數提取。截至2019年12月31日止財政年度，本集團短期存款的年利率介乎3.10%至3.55%（2018年：3.10%至3.95%）。

就綜合現金流量表而言，於報告日期，現金及現金等價物包括下述各項：

		31.12.2019	31.12.2018
		2019年	2018年
		12月31日	12月31日
Group		RM'000	RM'000
本集團		千令吉特	千令吉特
Cash and bank balances	現金及銀行結餘	26,097	18,351
Less: Deposit with a licensed bank with maturity more than 3 months	減：於持牌銀行的存款 (到期日限超過3個月)	-	(5)
Cash and cash equivalents	現金及現金等價物	26,097	18,346

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

18. TRADE AND OTHER PAYABLES

18. 貿易及其他應付款項

Group 本集團		31.12.2019 2019年 12月31日 RM'000 千令吉特	31.12.2018 2018年 12月31日 RM'000 千令吉特
Trade payables	貿易應付款項		
Third parties	第三方	969	865
Amounts due to related parties	應付關聯方款項	224	232
		1,193	1,097
Other payables	其他應付款項		
Accruals	應計費用	1,634	3,172
Sundry payables	其他應付款項	328	353
Deferred revenue	遞延收益	28	32
SST/GST payable	應付服務稅／商品及服務稅	171	120
		2,161	3,677
Total trade and other payables	貿易及其他應付款項總額	3,354	4,774
Add: Loans and borrowings (Note 19)	加：貸款及借款（附註19）	16,388	18,406
Add: Lease liabilities (Note 20)	加：租賃負債（附註20）	305	372
Less: Deferred revenue	減：遞延收益	(28)	(32)
Less: SST/GST payable	減：應付服務稅／商品及服務稅	(171)	(120)
Total other financial liabilities at amortised cost	其他按攤銷成本計量的 金融負債總額	19,848	23,400

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

18. TRADE AND OTHER PAYABLES (Continued)

An ageing analysis of the trade payables at the end of the reporting period, based on the invoice date, is as follows:

Group 本集團		31.12.2019 2019年 12月31日 RM'000 千令吉特	31.12.2018 2018年 12月31日 RM'000 千令吉特
	Within 1 month	1個月內	435
1 to 2 months	1至2個月	556	393
2 to 3 months	2至3個月	-	20
Over 3 months	3個月以上	202	239
		1,193	1,097

Trade payables

These amounts are non-interest bearing and the normal trade terms are 30 days.

Sundry payables

These amounts are non-interest bearing. Other payables are normally settled on an average term of 6 months.

Deferred revenue

This relates to advanced billing to customers for the provision of output management services that is to be satisfied within one year.

18. 貿易及其他應付款項 (續)

於報告期末貿易應付款項基於發票日期的賬齡分析如下：

	31.12.2019 2019年 12月31日 RM'000 千令吉特	31.12.2018 2018年 12月31日 RM'000 千令吉特
Within 1 month	435	445
1 to 2 months	556	393
2 to 3 months	-	20
Over 3 months	202	239
	1,193	1,097

貿易應付款項

該等款項不計息，正常的貿易期限為30天。

其他應付款項

該等款項不計息。其他應付款項通常按6個月的平均期限結算。

遞延收益

該款項與就將於一年內履行的輸出管理服務向客戶提前開具的賬單有關。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

19. LOANS AND BORROWINGS

19. 貸款及借款

Group 本集團		31.12.2019 2019年 12月31日 RM'000 千令吉特	31.12.2018 2018年 12月31日 RM'000 千令吉特
Current	流動		
Secured:	有抵押:		
Term loan 1	定期貸款1	2,136	1,995
Less: Unamortised transaction costs	減: 未攤銷交易成本	(18)	(20)
		2,118	1,975
Non-current	非流動		
Secured:	有抵押:		
Term loan 1	定期貸款1	14,384	16,563
Less: Unamortised transaction costs	減: 未攤銷交易成本	(114)	(132)
		14,270	16,431
Total loans and borrowings	貸款及借款總額	16,388	18,406
Unamortised transaction costs	未攤銷交易成本		
At beginning of the year	於年初	152	-
Incurred during the year	年內產生	-	159
Amortisation for the year (Note 6)	年內攤銷(附註6)	(20)	(7)
At end of the year	於年末	132	152

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

19. LOANS AND BORROWINGS (Continued)

The remaining maturities of the loans and borrowings at year end are as follows:

Group 本集團		31.12.2019 2019年 12月31日 RM'000 千令吉特	31.12.2018 2018年 12月31日 RM'000 千令吉特
Within 1 year	1年內	2,118	1,975
Later than 1 year but not later than 2 years	遲於1年但不遲於2年	2,220	2,075
Later than 2 years but not later than 5 years	遲於2年但不遲於5年	7,337	6,891
Later than 5 years	遲於5年	4,713	7,465
		16,388	18,406

Term loan 1 (floating rate)

Term loan 1 of RM19,000,000 was drawn down in 2018 for working capital purposes and to finance the listing exercise of the Group. The term loan is repayable by 96 monthly instalments and is secured by:

- (i) first party open charge over the factory building of the Group;
- (ii) first party open charge over shophot of the Group; and
- (iii) joint and several guarantee by the directors of the Group.

The interest rate per annum at the reporting date for the loans and borrowings are as follows:

Group 本集團		31.12.2019 2019年 12月31日 %	31.12.2018 2018年 12月31日 %
Term loan 1	定期貸款1	4.75	4.90

19. 貸款及借款(續)

於年末貸款及借款的餘下到期日如下：

Group 本集團		31.12.2019 2019年 12月31日 RM'000 千令吉特	31.12.2018 2018年 12月31日 RM'000 千令吉特
Within 1 year	1年內	2,118	1,975
Later than 1 year but not later than 2 years	遲於1年但不遲於2年	2,220	2,075
Later than 2 years but not later than 5 years	遲於2年但不遲於5年	7,337	6,891
Later than 5 years	遲於5年	4,713	7,465
		16,388	18,406

定期貸款1(浮動利率)

19,000,000令吉特的定期貸款1於2018年提取，用於營運資金用途及為本集團的上市活動提供資金。定期貸款分96個月每月還款，並以下列各項作抵押：

- (i) 對本集團工廠樓宇的第一方公開押記；
- (ii) 對本集團商舖佔地的第一方公開押記；及
- (iii) 本集團董事的共同及個別擔保。

貸款及借款於報告日期的年利率如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

20. LEASE LIABILITIES

20. 租賃負債

		31.12.2019	31.12.2018
		2019年	2018年
		12月31日	12月31日
		RM'000	RM'000
Group		千令吉特	千令吉特
本集團			
Current	流動		
Lease payment on office premise	辦公室物業租賃付款	71	67
Non-current	非流動		
Lease payment on office premise	辦公室物業租賃付款	234	305
Total lease liabilities	租賃負債總額	305	372

Set out below is the movement in lease liabilities:

下文載列租賃負債的變動：

		31.12.2019	31.12.2018
		2019年	2018年
		12月31日	12月31日
		RM'000	RM'000
Group		千令吉特	千令吉特
本集團			
At beginning of the year	於年初	372	404
Accretion of interest (Note 6)	利息增加(附註6)	17	19
Payment of lease liabilities	支付租賃負債	(84)	(51)
At end of the year	於年末	305	372

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

20. LEASE LIABILITIES (Continued)

The remaining maturities of the lease liabilities at year end are as follows:

Group 本集團		31.12.2019 2019年 12月31日 RM'000 千令吉特	31.12.2018 2018年 12月31日 RM'000 千令吉特
Within 1 year	1年內	71	67
Later than 1 year but not later than 2 years	遲於1年但不遲於2年	74	71
Later than 2 years but not later than 5 years	遲於2年但不遲於5年	160	234
		305	372

The interest rates per annum at the reporting date for the lease liabilities are as follows:

Group 本集團		31.12.2019 2019年 12月31日 %	31.12.2018 2018年 12月31日 %
Lease payment on office premise	辦公室物業租賃付款	4.90	4.90

20. 租賃負債(續)

於年末租賃負債的餘下到期日如下：

租賃負債於報告日期的年利率如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

21. SHARE CAPITAL

The Company was incorporated as an exempted company with limited liability in the Cayman Island on 13 June 2018 with authorised share capital of HK\$380,000 divided into 38,000,000 shares of HK\$0.01 each.

On 13 June 2018, (i) one share was issued and allotted to an independent third party and then transferred from the same to Flash Dragon Company Limited (“Flash Dragon”) at par value of HK\$0.01, and (ii) 99 and 100 fully paid ordinary shares were allotted and issued to Flash Dragon and Jupiter Rain Company Limited (“Jupiter Rain”) respectively, at par value. Flash Dragon and Jupiter Rain are ultimately owned by Frank Ling and Will Ling respectively.

21. 股本

本公司於2018年6月13日在開曼群島註冊成立為獲豁免有限公司，其法定股本為380,000港元，分為38,000,000股每股面值0.01港元的股份。

於2018年6月13日，(i)一股股份按面值0.01港元發行及配發予一名獨立第三方，隨後由其轉讓予Flash Dragon Company Limited (「Flash Dragon」)，及(ii)99股及100股繳足普通股分別按面值配發及發行予Flash Dragon及Jupiter Rain Company Limited (「Jupiter Rain」)。Flash Dragon及Jupiter Rain分別由Frank Ling及Will Ling最終擁有。

		Number of shares 股份數目	HK\$ 港元
Authorised:	法定：		
At 13 June 2018 (date of incorporation), 31 December 2018 and 31 December 2019	於2018年6月13日(註冊成立日期)、 2018年12月31日及2019年 12月31日	38,000,000	380,000
Issued and fully paid:	已發行及繳足：		
At 13 June 2018 (date of incorporation), 31 December 2018 and 31 December 2019	於2018年6月13日(註冊成立日期)、 2018年12月31日及2019年 12月31日	200	2

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

22. MERGER RESERVE

At 31 December 2018, merger reserve represents the aggregate of the paid-up capital of the subsidiaries now comprising the Group, pursuant to the Reorganisation as detailed in Note 1 above.

At 31 December 2019, following the completion of the Reorganisation, merger reserve represents the excess of the aggregate of the paid-up capital of the subsidiaries over the consideration paid to effect the transfer of shares in Coeus Systems, Compugraphic Media and C-Link Malaysia as stated on Note 1.

23. SIGNIFICANT RELATED PARTY TRANSACTIONS

Sale and purchase of goods and services

In addition to the related party information disclosed elsewhere in the financial statements, the following significant transactions between the Group and its related parties took place at terms agreed between the parties during the financial years:

Group 本集團		1.1.2019 to 31.12.2019 2019年 1月1日至 2019年 12月31日 RM'000 千令吉特	1.1.2018 to 31.12.2018 2018年 1月1日至 2018年 12月31日 RM'000 千令吉特
Related parties:	關聯方：		
Purchase of goods	購買商品	973	1,394
Director:	董事：		
Rental payable	應付租金	84	51

Information regarding outstanding balances arising from related party transactions as at reporting date are disclosed in Notes 16 and 18.

22. 合併儲備

於2018年12月31日，合併儲備指根據上文附註1所詳述的重組產生的本集團現時旗下附屬公司的繳足股本總額。

於2019年12月31日，重組完成後，合併儲備指附屬公司的繳足股本總額超過就附註1所述Coeus Systems、Compugraphic Media及C-Link Malaysia的股份轉讓支付的代價的部分。

23. 重大關聯方交易

買賣商品及服務

除財務報表其他地方披露的關聯方資料外，本集團與其關聯方之間的下述重大交易於財政年度按各方協定的條款進行：

有關於報告日期關聯方交易產生的未償還結餘的資料披露於附註16及18。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

23. SIGNIFICANT RELATED PARTY TRANSACTIONS (Continued)

Compensation of key management personnel

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly including any directors.

23. 重大關聯方交易 (續)

主要管理人員薪酬

主要管理人員指有權及有責任直接或間接規劃、領導及控制本集團活動的人員，包括任何董事。

Group 本集團		1.1.2019 to 31.12.2019 2019年 1月1日至 2019年 12月31日 RM'000 千令吉特	1.1.2018 to 31.12.2018 2018年 1月1日至 2018年 12月31日 RM'000 千令吉特
Fees	袍金	-	160
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	2,143	1,492
Pension scheme contributions	退休金計劃供款	199	164
		2,342	1,816
Included in total key management personnel compensation are:	主要管理人員薪酬總額包括：		
Directors' remuneration (Note 10)	董事薪酬 (附註10)	1,860	1,754

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

24. FAIR VALUE OF FINANCIAL INSTRUMENTS

Financial instruments that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value

The following are classes of financial instruments that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value:

		Note 附註
Trade and other receivables	貿易及其他應收款項	16
Trade and other payables	貿易及其他應付款項	18
Loans and borrowings	貸款及借款	19

The carrying amounts of these financial assets and liabilities are reasonable approximation of fair values, either due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the reporting date or the impact of discounting is insignificant.

24. 金融工具的公平值

並非按公平值列賬但其賬面值為公平值的合理近似值的金融工具

以下為並非按公平值列賬但其賬面值為公平值的合理近似值的金融工具的類別：

該等金融資產及負債的賬面值為公平值的合理近似值，原因為其短期性質，或其為於報告日期或前後重新定價為市場利率的浮動利率工具，或貼現的影響並不重大。

25. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's financial risk management policy is to ensure that adequate financial resources are available for the development of the Group's operations whilst managing its financial risks, including credit risk, interest risk and liquidity risk.

The Group operates within clearly defined guidelines that are approved by the Board and the Group's policy is not to engage in speculative transactions.

The following sections provide details regarding the Group's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

25. 財務風險管理目標及政策

本集團的財務風險管理政策旨在確保有足夠的財務資源可用於本集團的業務發展，同時管理其財務風險，包括信貸風險、利息風險及流動資金風險。

本集團按照董事會批准的明確定義的指引進行運作，且本集團的政策是不從事投機交易。

以下各節詳述本集團上述財務風險的敞口及管理該等風險的目標、政策及程序。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

25. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(a) Credit risk

Credit risk is the risk of a financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk arises principally from its receivables from customers and deposits with banks and financial institutions.

The Group has adopted a policy of only dealing with creditworthy counterparties. Management has a credit policy in place to control credit risk by dealing with creditworthy counterparties and deposit with banks and financial institutions with good credit rating. The exposure to credit risk is monitored on an ongoing basis and action will be taken for long outstanding debts.

Exposure to credit risk

At the reporting date, the Group's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statement of financial position.

Credit risk concentration profile

The Group's customers are financial institutions which include banks and insurance companies.

As at 31 December 2019, there were two customers (2018: four customers) accounted for 36% (2018: 63%) of the total net trade receivables.

25. 財務風險管理目標及政策(續)

(a) 信貸風險

信貸風險指金融工具的客戶或對手方未能履行其合約義務而給本集團造成財務損失的風險。本集團承受的信貸風險主要來自應收客戶款項以及於銀行及金融機構的存款。

本集團已採取僅與信譽良好的對手方交易的政策。管理層制定一項信貸政策，透過與信譽良好的對手方交易並將資金存入信用評級良好的銀行及金融機構控制信貸風險。本集團持續監控信貸風險，並將就長期未償債務採取行動。

信貸風險敞口

於報告日期，本集團的最大信貸風險敞口由於財務狀況表內確認的各類金融資產的賬面值呈列。

信貸風險集中狀況

本集團的客戶為金融機構，包括銀行及保險公司。

於2019年12月31日，兩名客戶(2018年：四名客戶)佔貿易應收款項淨額總額的36%(2018年：63%)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

25. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(a) Credit risk (Continued)

Credit risk concentration profile (Continued)

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. As the customers are mainly financial institutions and insurance companies in Malaysia with similar loss patterns, the provision rates are based on days past due of the overall trade receivables. The calculation reflects the probability-weighted outcome, and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the financial IT services sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is an estimate. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

Generally, trade receivables are written-off if past due for more than two years and are not subject to enforcement activity. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 16. The Group does not hold collateral as security.

25. 財務風險管理目標及政策(續)

(a) 信貸風險(續)

信貸風險集中狀況(續)

於各報告日期使用撥備矩陣進行減值分析，以計量預期信貸虧損。由於客戶主要為馬來西亞的金融機構及保險公司，虧損模式相似，故撥備率乃基於貿易應收款項總額的逾期天數計算。該計算反映了概率加權結果以及於報告日期可獲得的關於過往事件、當前狀況及未來經濟狀況預測的合理和可支持的信息。

撥備矩陣最初基於本集團的歷史觀察違約率計算。本集團將校準矩陣，以前瞻性資料調整歷史信貸虧損經驗。例如，倘預測經濟狀況（即國內生產總值）預期將在未來一年內惡化並可能導致金融IT服務業違約數量增加，則會調整歷史違約率。於各報告日期，本集團會更新歷史觀察違約率並分析前瞻性估計的變動。評估歷史觀察違約率、預測經濟狀況及預期信貸虧損之間的相關性乃屬估計。本集團的歷史信貸虧損經驗及經濟狀況預測亦可能無法代表客戶未來的實際違約情況。

一般而言，貿易應收款項如逾期超過兩年並且不受執法活動影響則予以撇銷。於報告日期的最高信貸風險為於附註16披露的各類金融資產的賬面值。本集團並無持有任何抵押品作抵押。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

25. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 25. 財務風險管理目標及政策(續)

(a) Credit risk (Continued)

Credit risk concentration profile (Continued)

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

(a) 信貸風險(續)

信貸風險集中狀況(續)

以下載列有關本集團貿易應收款項使用撥備矩陣的信貸風險的資料：

Group 本集團		Expected	Estimated total	Expected
		credit loss	gross carrying	
		rate	amount at	
		預期信貸	估計違約	預期信
		虧損率	賬面值總額	貸虧損
		%	RM'000	RM'000
		%	千令吉特	千令吉特
31 December 2019	2019年12月31日			
Neither past due nor impaired	既未逾期亦未減值	0.12%	7,571	9
1 to 30 days past due not impaired	逾期1至30天但未減值	0.03%	3,203	1
31 to 60 days past due not impaired	逾期31至60天但未減值	0.40%	3,285	13
61 to 90 days past due not impaired	逾期61至90天但未減值	0.40%	1,245	5
More than 90 days past due not impaired	逾期90天以上但未減值			
impaired		15.73%	4,691	738
Total	總計	16.68%	19,995	766
31 December 2018	2018年12月31日			
Neither past due nor impaired	既未逾期亦未減值	0.06%	6,656	4
1 to 30 days past due not impaired	逾期1至30天但未減值	0.02%	4,824	1
31 to 60 days past due not impaired	逾期31至60天但未減值	0.42%	3,030	13
61 to 90 days past due not impaired	逾期61至90天但未減值	0.34%	1,162	4
More than 90 days past due not impaired	逾期90天以上但未減值			
impaired		17.82%	3,221	574
Total	總計	18.67%	18,893	596

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

25. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market interest rates.

The Group is exposed to interest rate risk arising from bank borrowings. The Group does not use derivative financial instruments to hedge its exposure to interest rate fluctuations. However, it is the Group's policy to obtain the most favourable interest rates available whenever the Group obtains additional financing through bank borrowings.

The information on maturity dates and effective interest rates of financial liabilities is disclosed in their respective notes.

Interest rate sensitivity

The Group's term loans at floating rates were denominated in Ringgit Malaysia. At the reporting date, if interest rates had been 50 basis point higher/lower with all other variables held constant, the Group's profit before tax would have been lower/higher, as follows:

		1.1.2019 to 31.12.2019 2019年 1月1日至 2019年 12月31日 RM'000 千令吉特	1.1.2018 to 31.12.2018 2018年 1月1日至 2018年 12月31日 RM'000 千令吉特
Group			
本集團			
Effect on profit before tax	對除稅前溢利的影響	89	34

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

25. 財務風險管理目標及政策 (續)

(b) 利率風險

利率風險為本集團金融工具的公平值或未來現金流量將因市場利率變動而波動所帶來的風險。

本集團須承擔銀行借款產生的利率風險。本集團並無使用衍生金融工具對沖其利率波動風險。然而，本集團的政策是自銀行借款取得額外融資並獲得最優惠利率。

有關金融負債到期日及實際利率的資料於各自的附註中披露。

利率敏感度

本集團按浮動利率計息的定期貸款乃以馬來西亞令吉特計值。於報告日期，在所有其他變量維持不變的情況下，倘利率上升／下降50個基點，則本集團的除稅前溢利將減少／增加，如下：

利率敏感度分析假設的基點變動乃基於當前可觀察的市場環境。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

25. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 25. 財務風險管理目標及政策(續)

(c) Liquidity risk

Liquidity risk refers to the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due. The Group's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities.

The Group's funding requirements and liquidity risk are managed with the objective of meeting business obligations on a timely basis. The Group finances its liquidity through internally generated cash flows and minimises liquidity risk by keeping committed credit lines available.

The table below summarises the maturity profile of the Group's liabilities at the reporting date based on contractual undiscounted repayment obligations.

Group 本集團		On demand or within one year 按要求或 於一年內 RM'000 千令吉特	Two to five years 二至五年 RM'000 千令吉特	More than five years 五年以上 RM'000 千令吉特	Total 總計 RM'000 千令吉特
At 31 December 2019		於2019年12月31日			
Financial liabilities	金融負債				
Trade payables and other payables	貿易應付款項及其他應付款項	3,155	-	-	3,155
Loans and borrowings	貸款及借款	2,809	11,502	4,954	19,265
Lease liabilities	租賃負債	84	252	-	336
		6,048	11,754	4,954	22,756
At 31 December 2018		於2018年12月31日			
Financial liabilities	金融負債				
Trade payables and other payables	貿易應付款項及其他應付款項	4,622	-	-	4,622
Loans and borrowings	貸款及借款	2,797	11,503	8,075	22,375
Lease liabilities	租賃負債	84	336	-	420
		7,503	11,839	8,075	27,417

All financial liabilities of the Company are repayable on demand or within one year.

(c) 流動資金風險

流動資金風險指本集團難以履行其到期財務義務的風險。本集團面對的流動資金風險主要來自金融資產及負債到期日的錯配。

本集團的資金需求及流動資金風險的管理旨在及時履行業務義務。本集團透過內部產生的現金流量為其流動資金提供資金，並透過保持可用的承諾信貸額度以最大程度地降低流動資金風險。

下表概述於報告日期基於合約未貼現償還義務的本集團負債到期情況。

本公司所有金融負債須按要求或於一年內償還。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

26. CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

26. 融資活動產生的負債變動

Group 本集團		Lease	Loans and	Dividend	Total
		liabilities	borrowings	payable	liabilities from
		(excluding	overdraft)		financing
		overdraft)			activities
		租賃負債	貸款及借款	應付股息	產生的
		RM'000	(不包括透支)	RM'000	負債總額
		千令吉特	千令吉特	千令吉特	千令吉特
		(Note 20)	(Note 19)		
		(附註20)	(附註19)		
1 January 2018	2018年1月1日	404	1,917	14,800	17,121
Dividend declared (Note 28)	已宣派股息(附註28)	-	-	7,000	7,000
Dividend paid	已付股息	-	-	(21,800)	(21,800)
Drawdown of borrowing	提取借款	-	19,000	-	19,000
Payments for transaction costs	交易成本付款	-	(159)	-	(159)
Repayment of lease liabilities	償還租賃負債	(51)	-	-	(51)
Repayment of term loan	償還定期貸款	-	(442)	-	(442)
Interest expense	利息開支	19	384	-	403
Amortisation of transaction costs	交易成本攤銷	-	7	-	7
Interest paid	已付利息	-	(305)	-	(305)
Others	其他	-	(1,996)	-	(1,996)
31 December 2018	2018年12月31日	372	18,406	-	18,778
1 January 2019	2019年1月1日	372	18,406	-	18,778
Repayment of lease liabilities	償還租賃負債	(84)	-	-	(84)
Repayment of term loan	償還定期貸款	-	(2,038)	-	(2,038)
Interest expense	利息開支	17	878	-	895
Amortisation of transaction costs	交易成本攤銷	-	20	-	20
Interest paid	已付利息	-	(890)	-	(890)
Others	其他	-	12	-	12
31 December 2019	2019年12月31日	305	16,388	-	16,693

The "Others" line item includes the effect of accrued interest on loans and borrowings and repayment of a term loan by directors of the Group. This term loan was obtained in 2007 to finance the acquisition of a residential property owned by the directors of the Group. Pursuant to the loan agreement, both the directors (as borrowers) and an entity within of the Group (as assignor) are jointly liable to repay. This term loan was fully settled by the directors of the Group in 2018.

「其他」項目包括貸款及借款應計利息以及本集團董事償還定期貸款的影響。該定期貸款於2007年獲得，以為收購本集團董事擁有的住宅物業投資。根據貸款協議，董事（作為借款人）及本集團內的實體（作為轉讓人）共同承擔還款責任。該定期貸款已於2018年由本集團董事悉數償還。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

27. CAPITAL MANAGEMENT

The Group's capital management is to maintain a strong capital base and safeguard the Group's ability to continue as a going concern and maintains an optimal capital structure, so as to maximise shareholders value. Management reviews the capital structure by considering the cost of capital and the risks associated with the capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividend paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital using a gearing ratio. The Group's policy is to maintain a prudent level of gearing ratio that complies with debt covenant and regulatory requirement. The gearing ratios at end of the reporting period are as follows:

		31.12.2019	31.12.2018
		2019年	2018年
		12月31日	12月31日
		RM'000	RM'000
Group		千令吉特	千令吉特
本集團			
Loans and borrowings	貸款及借款	16,388	18,406
Lease liabilities	租賃負債	305	372
Trade and other payables	貿易及其他應付款項	3,354	4,774
Less: Cash and bank balances	減：現金及銀行結餘	(26,097)	(18,351)
Net (asset)/debt	(資產)/負債淨額	(6,050)	5,201
Equity attributable to the owners representing total capital	擁有人應佔權益，指資本總額	47,992	34,939
Capital and net (asset)/debt	資本及(資產)/負債淨額	41,942	40,140
Gearing ratio	資產負債比率	-	13%

There were no changes in the Group's approach to capital management during the financial year.

27. 資金管理

本集團的資本管理旨在維持強大的資本基礎，保障本集團持續經營的能力，並維持最佳的資本架構，以使股東價值最大化。管理層透過考慮資本成本及與資本相關的風險以檢討資本架構。

為維持或調整資本架構，本集團或會調整派付予股東的股息金額、向股東歸還資本、發行新股或出售資產以減少債務。

本集團使用資產負債比率監督資本。本集團的政策是維持審慎的資產負債比率，以符合債務契諾及監管規定。於報告期末的資產負債比率如下：

於財政年度內，本集團的資本管理方式並無變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

28. DIVIDENDS

Dividends paid in respect of ordinary shares for the financial years are as follows:

Group 本集團	1.1.2019 to 31.12.2019 2019年 1月1日至 2019年 12月31日 RM'000 千令吉特	1.1.2018 to 31.12.2018 2018年 1月1日至 2018年 12月31日 RM'000 千令吉特
Recognised during the financial year:		
Dividends on ordinary shares:		
– Tax exempt (single-tier) dividend for 2018: Compugraphic Media	– 免稅(單層)股息 2018年: Compugraphic Media	
– 250.00 cent per share	– 每股250.00分	6,000
2018: Coeus Systems	2018年: Coeus Systems	
– 41.67 cent per share	– 每股41.67分	1,000
	–	7,000

Group 本集團	1.1.2019 to 31.12.2019 2019年 1月1日至 2019年 12月31日 RM'000 千令吉特	1.1.2018 to 31.12.2018 2018年 1月1日至 2018年 12月31日 RM'000 千令吉特
Proposed but not recognised as a liabilities as at year end		
Dividends on ordinary shares:		
– Tax exempt dividend for 2019: C-Link Squared Limited – RM65,000 per share	於年末建議但未確認為負債 普通股股息: – 2019年免稅股息: C-Link Squared Limited – 每股65,000令吉特	
	13,000	–

On 12 March 2020, the Company declared and paid an interim tax exempt dividend in respect of 31 December 2019, amounting to approximately RM13 million representing RM65,000 per share which was paid on 14 March 2020. The dividend will be accounted for in equity as an appropriation of retained earnings in the financial year ending 31 December 2020.

於2020年3月12日，本公司就2019年12月31日宣派及派付中期免稅股息，金額約為13百萬令吉特，相當於每股65,000令吉特，於2020年3月14日派付。該股息將於截至2020年12月31日止財政年度作為保留盈利分派計入權益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

29. SEGMENT INFORMATION

For management purposes, the Group has only one reportable operating segment, which is the provision of outsourced data and document management services. Since this is the only operating segment of the Group, no further operating segment analysis thereof is presented.

The Group's revenue from external customers was derived solely from its operations in Malaysia, and the non-current assets of the Group were located in Malaysia as at 31 December 2019 and 2018.

(a) Geographical information

Geographical information for the Group is presented in Note 4.1.

(b) Information about major customers

Revenue from top 5 customer groups of the Group's revenue for each reporting period is set out below:

29. 分部資料

就管理而言，本集團僅有一個可報告經營分部，即提供外判數據及文件管理服務。由於這是本集團唯一的經營分部，故並無呈列其進一步經營分部分析。

本集團來自外部客戶的收益完全來自其於馬來西亞的業務，而於2019年及2018年12月31日，本集團的非流動資產位於馬來西亞。

(a) 地域資料

本集團地域資料呈列於附註4.1。

(b) 有關主要客戶的資料

於各個報告期間來自本集團五大客戶組別的收益載列如下：

Group 本集團		Representing % of total revenue 佔總收益的 百分比	Sales amount 銷售額 RM'000 千令吉特
For the financial year ended 31 December 2019			
截至2019年12月31日止財政年度			
Bank Group A	銀行集團A	18.53%	13,254
Bank Group B	銀行集團B	14.47%	10,350
Bank Group C	銀行集團C	11.65%	8,330
Insurance Group D	保險集團D	10.49%	7,500
Retail Customer E	零售客戶E	5.74%	4,103
Total	總計	60.88%	43,537
For the financial year ended 31 December 2018			
截至2018年12月31日止財政年度			
Bank Group A	銀行集團A	21.48%	14,411
Bank Group B	銀行集團B	16.90%	11,337
Bank Group C	銀行集團C	11.91%	7,991
Insurance Group D	保險集團D	9.45%	6,338
Insurance Group F	保險集團F	6.74%	4,529
Total	總計	66.48%	44,606

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

30. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

30. 本公司財務狀況表

於報告期末有關本公司財務狀況表的資料如下：

		31.12.2019	31.12.2018
		2019年	2018年
		12月31日	12月31日
		RM'000	RM'000
		千令吉特	千令吉特
Assets	資產		
Non-current asset	非流動資產		
Investments in subsidiaries	於附屬公司的投資	1	-
Current assets	流動資產		
Other receivables	其他應收款項	2,961	1,388
Cash and bank balances	現金及銀行結餘	42	-
		3,003	1,388
Total assets	資產總值	3,004	1,388
Equity and liabilities	權益及負債		
Current liability	流動負債		
Other payables	其他應付款項	11,397	5,474
Net current liabilities	流動負債淨額	(8,394)	(4,086)
Net liabilities	負債淨額	(8,393)	(4,086)
Equity	權益		
Share capital	股本	-	-
Accumulated losses	累計虧損	(8,393)	(4,086)
Total equity	權益總額	(8,393)	(4,086)
Total equity and liabilities	權益及負債總額	3,004	1,388

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

30. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued) 30. 本公司財務狀況表(續)

Note:

A summary of the Company's reserves is as follows:

附註：

本公司儲備的概要如下：

		1.1.2019 to 31.12.2019 2019年 1月1日至 2019年 12月31日 RM'000 千令吉特	1.1.2018 to 31.12.2018 2018年 1月1日至 2018年 12月31日 RM'000 千令吉特
Accumulated losses	累計虧損		
At beginning of the year/period	於年／期初	(4,086)	-
Total comprehensive loss	全面虧損總額	(4,307)	(4,086)
At end of the year/period	於年／期末	(8,393)	(4,086)

31. SIGNIFICANT SUBSEQUENT EVENTS

(a) Increase of authorised share capital

On 11 March 2020, the Company's shareholders approved the increase of authorised share capital of the Company from HK\$380,000 divided into 38,000,000 shares of a par value of HK\$0.01 each to HK\$15,000,000 divided into 1,500,000,000 shares of a par value of HK\$0.01 each by the creation of an additional 1,462,000,000 shares of a par value of HK\$0.01 each.

(b) Capitalisation issue

Pursuant to the resolutions of the shareholder passed on 11 March 2020, the Company allotted and issued a total of 599,999,800 ordinary shares, credited as fully paid at par, to Flash Dragon Company Limited and Jupiter Rain Company Limited equally on 27 March 2020 by way of capitalisation of the sum of HK\$5,999,998 standing to the credit of the share premium account of the Company.

31. 重大期後事項

(a) 法定股本增加

於2020年3月11日，本公司股東批准透過增設額外1,462,000,000股每股面值0.01港元的股份，將本公司法定股本由380,000港元（分為38,000,000股每股面值0.01港元的股份）增至15,000,000港元（分為1,500,000,000股每股面值0.01港元的股份）。

(b) 資本化發行

根據於2020年3月11日通過的股東決議案，本公司透過將本公司股份溢價賬的進賬額5,999,998港元資本化，於2020年3月27日按面值平均向Flash Dragon Company Limited及Jupiter Rain Company Limited配發及發行合共599,999,800股入賬列為繳足的普通股。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the financial year ended 31 December 2019 截至2019年12月31日止財政年度

31. SIGNIFICANT SUBSEQUENT EVENTS

(Continued)

(c) Listing of the shares

In connection with the listing of the shares of the Company on the Stock Exchange, 200,000,000 new ordinary shares of HK\$0.01 each of the Company were issued at a price of HK\$0.63 per share for a total cash consideration, before expenses, of HK\$126,000,000. Dealings in the shares of the Company on the Stock Exchange commenced on 27 March 2020.

(d) Outbreak of Coronavirus

The wide spread pandemic of the novel Coronavirus in Malaysia and other countries in the world since the beginning of 2020 is a fluid and challenging situation facing all industries today. The Malaysian Government has also implemented a Movement Control Order ("MCO") on 18 March 2020 whereby, citizens are not encouraged to work at commercial buildings or be at public areas other than for groceries, medication or is a person in the essential industry. The Group is involved in the provision of essential services and is allowed by Bank Negara Malaysia to operate during the MCO period. The Group is in the midst of assessing the overall impact of the situation on the operation of the Group and taken all possible effective measures to limit and keep the impact in control, given the fluid situation. The Group will continuously monitor the changes of the situation and make timely response and adjustments in the future.

31. 重大期後事項 (續)

(c) 股份上市

就本公司股份於聯交所上市而言，本公司200,000,000股每股面值0.01港元的新普通股按每股0.63港元的價格發行，總現金代價（扣除開支前）為126,000,000港元。本公司股份於2020年3月27日開始在聯交所買賣。

(d) 冠狀病毒爆發

自2020年初以來，新型冠狀病毒於馬來西亞及世界其他國家的大流行是當今所有行業面臨的不穩定及挑戰性局面。馬來西亞政府亦已於2020年3月18日執行行動管制令（「行動管制令」），該法令不鼓勵公民於商業建築物或公共場所工作，雜貨、藥物或基本行業的人士除外。於行動管制令期間，本集團參與提供必要服務並獲馬來西亞國家銀行准許營運。本集團正在評估有關情況對本集團營運的整體影響，並在形勢不穩定的情況下採取一切可能的有效措施，以限制影響並將其保持在控制範圍之內。本集團將持續監察形勢變化，並在未來作出及時反應及調整。

FINANCIAL SUMMARY

財務概要

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

A summary of the audited consolidated results and assets and liabilities of the Group for the past four financial years is set out below:

本集團最近四個財務政年度的經審核綜合業績及資產及負債摘要如下：

RESULTS

業績

		Year ended 31 December 截至12月31日止年度			
		2019 2019年 RM'000 千令吉特	2018 2018年 RM'000 千令吉特	2017 2017年 RM'000 千令吉特	2016 2016年 RM'000 千令吉特
Revenue	收益	71,526	67,095	71,044	68,198
Profit before tax	除稅前溢利	19,015	16,615	14,546	12,099
Income tax expense	所得稅開支	(5,962)	(4,835)	(3,391)	(2,884)
Profit for the year	年內溢利	13,053	11,780	11,155	9,215
Profit for the year attributable to: Owners of the Company	應佔年內溢利： 本公司擁有人	13,053	11,780	11,155	9,215

ASSETS AND LIABILITIES

資產及負債

		At 31 December 於12月31日			
		2019 2019年 RM'000 千令吉特	2018 2018年 RM'000 千令吉特	2017 2017年 RM'000 千令吉特	2016 2016年 RM'000 千令吉特
Total assets	總資產	70,234	60,244	53,854	51,227
Total liabilities	總負債	(22,242)	(25,305)	(23,695)	(12,423)
		47,992	34,939	30,159	38,804
Total equity attributable to: Owners of the Company	應佔總權益： 本公司擁有人	47,992	34,939	30,195	38,804

Note: The summary of financial information of the Group for the years of 2016 to 2018 have been extracted from the Prospectus. Since the Company was listed on the Stock Exchange on 27 March 2020, the financial information for the year ended 31 December 2015 has not been prepared. The summary above does not form part of the audited financial statements.

附註：本集團2016年至2018年的財務資料概要摘錄自招股章程。自本公司於2020年3月27日在聯交所上市以來，並無編製截至2015年12月31日止年度的財務資料。上述的概要並不構成經審核財務報表的一部分。

DEFINITIONS

釋義

The following expressions shall, unless the content otherwise states, have the following meanings: 除文義另有所指外，以下詞彙具有下列涵義：

“2020 AGM”		the 2020 annual general meeting of the company to be held on Monday, 29 June 2020
「2020年股東週年大會」	指	本公司將於2020年6月29日（星期一）舉行的2020年股東週年大會
“Articles”		the memorandum and articles of association of our Company as amended from time to time
「細則」	指	本公司的組織章程大綱及細則（經不時修訂）
“Audit Committee”		the audit committee of the Company
「審核委員會」	指	本公司審核委員會
“Board”		the board of Directors
「董事會」	指	董事會
“BVI”		the British Virgin Islands
「英屬處女群島」	指	英屬處女群島
“CG Code”		the Corporate Governance Code contained in Appendix 14 to the Listing Rules, as amended from time to time
「企業管治守則」	指	上市規則附錄14所載《企業管治守則》（經不時修訂）
“Code Provision(s)”		the code provisions set out in the CG Code
「守則條文」	指	企業管治守則所載守則條文
“Company” or “our Company”		C-Link Squared Limited, an exempted company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 1463)
「本公司」	指	C-Link Squared Limited，於開曼群島註冊成立的獲豁免有限公司，其已發行股份在聯交所主板上市及買賣（股份代號：1463）
“Companies Law”		the Companies Law (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
「公司法」	指	開曼群島公司法（經修訂），經不時修訂、補充或以其他方式修改
“Companies Ordinance”		Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
「公司條例」	指	香港法例第622章公司條例
“Controlling Shareholder(s)”		Mr. Ling Sheng Hwang, Mr Ling Sheng Chung, Flash Dragon Company Limited and Jupiter Rain Company Limited, being the controlling shareholders of our Company
「控股股東」	指	Ling Sheng Hwang先生、Ling Sheng Chung先生、Flash Dragon Company Limited及Jupiter Rain Company Limited（為本公司的控股股東）

DEFINITIONS

釋義

“Deed” 「契據」	指	the deed of non-competition 不競爭契據
“Directors” 「董事」	指	the director(s) of our Company 本公司董事
“Group”, “our Group”, “we”, “our” or “us” 「本集團」或「我們」	指	our Company and its subsidiaries (or our Company and any one or more of its subsidiaries, as the content may require) or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the present subsidiaries of our Company and the businesses carried on by such subsidiaries or (as the case may be) their respective predecessors 本公司及其附屬公司（或本公司及其任何一家或多家附屬公司，視乎內容需要而定），或如文義所需，於本公司成為其現有附屬公司的控股公司之前期間，則指本公司的現有附屬公司及該等附屬公司所從事的業務或（視乎情況而定）彼等各自的前身公司
“Hong Kong” 「香港」	指	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“HK\$”, “HKD”, “Hong Kong dollar(s)” or “cent(s)” 「港元」或「港仙」	分別指	Hong Kong dollar(s) and cent(s), respectively, the lawful currency of Hong Kong 香港法定貨幣港元及港仙
“Listing” 「上市」	指	the listing of Shares on the Main Board of the Stock Exchange 股份於聯交所主板上市
“Listing Date” 「上市日期」	指	27 March 2020, the date on which dealings in the Shares on the Main Board first commence 2020年3月27日，即股份首次開始在主板買賣的日期
“Listing Rules” 「上市規則」	指	the Rules Governing the Listing of Securities on the Main Board as amended, supplemented or otherwise modified from time to time 主板證券上市規則（經不時修訂、補充或以其他方式修改）
“Main Board” 「主板」	指	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operating in parallel with the Growth Enterprise Market of the Stock Exchange 由聯交所運作的證券交易所（不包括期權市場），獨立於聯交所GEM並與之並行運作

DEFINITIONS

釋義

“Model Code” 「標準守則」	指	the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules, as amended from time to time 上市規則附錄10所載《上市發行人董事進行證券交易的標準守則》（經不時修訂）
“Mr. F Ling” 「F Ling先生」	指	Mr. Ling Sheng Hwang Ling Sheng Hwang先生
“Mr. S Ling” 「S Ling先生」	指	Mr. Ling Sheng Shyan Ling Sheng Shyan先生
“Mr. W Ling” 「W Ling先生」	指	Mr. Ling Sheng Chung Ling Sheng Chung先生
“Nomination Committee” 「提名委員會」	指	the nomination committee of the Company 本公司提名委員會
“Prospectus” 「招股章程」	指	the prospectus of the Company dated 17 March 2020 本公司日期為2020年3月17日的招股章程
“Remuneration Committee” 「薪酬委員會」	指	the remuneration committee of the Company 本公司薪酬委員會
“Reporting Period” 「報告期」	指	the year ended 31 December 2019 截至2019年12月31日止年度
“RM” or “RM cents” 「令吉特」或「令吉特仙」	指	Ringgit and Ringgit cents, the lawful currency of Malaysia 馬來西亞法定貨幣令吉特及令吉特仙
“Senior Management” 「高級管理層」	指	the senior management of the Company 本公司高級管理層
“SFC” 「證監會」	指	the Securities and Futures Commission of Hong Kong 香港證券及期貨事務監察委員會
“SFO” 「證券及期貨條例」	指	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time 香港法例第571章證券及期貨條例（經不時修訂及補充）
“Share Option Scheme” 「購股權計劃」	指	the share option scheme adopted by our Company on 11 March 2020 本公司於2020年3月11日採納的購股權計劃
“Share(s)” 「股份」	指	ordinary shares of HK\$0.01 each in the share capital of our Company 本公司股本中每股面值0.01港元的普通股

DEFINITIONS

釋義

“Shareholder(s)” 「股東」	指	the holder(s) of the Shares 股份持有人
“Stock Exchange” or “HKEx” 「聯交所」或「HKEx」	指	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“Takeovers Code” 「收購守則」	指	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time 證監會頒佈的《公司收購、合併及股份回購守則》（經不時修訂、補充或以其他方式修改）
“%” 「%」	指	per cent 百分比

