



**Neway Group Holdings Limited**  
**中星集團控股有限公司**

(Incorporated in Bermuda with limited liability 於百慕達註冊成立之有限公司)  
Stock Code 股份代號: 00055

Annual **2019**  
Report 年報

# CONTENTS

## 目 錄

Neway Group Holdings Limited  
中星集團控股有限公司  
Annual Report 年報 2019

- 2 Corporate Information  
公司資料
- 4 Chairman's Statement  
主席報告
- 6 Management Discussion and Analysis  
管理層討論及分析
- 28 Corporate Governance Report  
企業管治報告
- 49 Biographical Details of Directors and Senior Executives  
董事及高級行政人員之簡歷
- 54 Directors' Report  
董事會報告
- 75 Environmental, Social and Governance Report  
環境、社會及管治報告
- 118 Independent Auditor's Report  
獨立核數師報告
- 126 Consolidated Statement of Profit or Loss and  
Other Comprehensive Income  
綜合損益及其他全面收入報表
- 128 Consolidated Statement of Financial Position  
綜合財務狀況表
- 130 Consolidated Statement of Changes in Equity  
綜合權益變動表
- 131 Consolidated Statement of Cash Flows  
綜合現金流量報表
- 133 Notes to the Consolidated Financial Statements  
綜合財務報表附註
- 298 Principal Properties  
主要物業
- 300 Financial Summary  
財務概要

# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive directors:

Mr. SUEK Ka Lun, Ernie (*Chairman*)  
Mr. SUEK Chai Hong (*Chief Executive Officer*)

#### Non-executive directors:

Dr. NG Wai Kwan  
Mr. CHAN Kwing Choi, Warren  
Mr. WONG Sun Fat

#### Independent non-executive directors:

Mr. LEE Kwok Wan  
Mr. LAI Sai Wo, Ricky  
Mr. CHU Gun Pui

#### Alternate director:

Mr. LAU Kam Cheong  
(*Alternate director to Dr. NG Wai Kwan*)

### COMPANY SECRETARY

Ms. CHEUNG Yuk Shan

### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Chung Tai Printing Group Building  
11 Yip Cheong Street  
On Lok Tsuen, Fanling  
New Territories  
Hong Kong

### 董事會

#### 執行董事：

薛嘉麟先生 (*主席*)  
薛濟匡先生 (*行政總裁*)

#### 非執行董事：

吳惠群博士  
陳焯材先生  
黃新發先生

#### 獨立非執行董事：

李國雲先生  
賴世和先生  
朱瑾沛先生

#### 替任董事：

劉錦昌先生  
(*吳惠群博士之替任董事*)

### 公司秘書

張玉珊小姐

### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### 香港總辦事處及主要營業地點

香港  
新界  
粉嶺安樂工業村  
業暢街11號  
中大印刷集團大廈

# Corporate Information

## 公司資料

### PRINCIPAL BANKERS<sup>+</sup>

Bank of China (Hong Kong) Limited  
Bank of Communications (Hong Kong) Limited  
The Hongkong and Shanghai  
Banking Corporation Limited

+ names are in alphabetical order

### LEGAL ADVISER AS TO HONG KONG LAW

LCH Lawyers LLP

### AUDITOR

Deloitte Touche Tohmatsu  
Registered Public Interest Entity Auditors

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

### WEBSITE

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

### STOCK CODE

00055

### 主要往來銀行<sup>+</sup>

中國銀行(香港)有限公司  
交通銀行(香港)有限公司  
香港上海滙豐銀行有限公司

+ 名稱以英文字母次序排列

### 有關香港法律之法律顧問

呂鄭洪律師行有限法律責任合夥

### 核數師

德勤•關黃陳方會計師行  
註冊公眾利益實體核數師

### 主要股份登記及過戶處

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

### 香港之股份過戶登記分處

卓佳秘書商務有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心54樓

### 公司網址

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

### 股份代號

00055

## Chairman's Statement 主席報告

On behalf of the board of directors ("the Board") of Newway Group Holdings Limited (the "Company"), I would like to present to shareholders the results of the Company and its subsidiaries (together, the "Group") for the year ended 31 December 2019 (the "Year").

During the Year, the Group continued to be exposed to various market challenges and uncertainties, including but not limited to the prolonged trade dispute between the United States (the "U.S.") and the People's Republic of China (the "PRC"), of which the negative impact is gradually seen in the financial performance of the Group for the Year, and the political unrest in Hong Kong which has adversely affected the operation of some business segments of the Group. To cope with these challenges, the Group has adopted more stringent cost control measures to minimize waste in all aspects. At the same time, the Group has actively adjusted and repositioned the business objectives of various business segments with continuous input of financial and human resources to create additional values for the Group. Detailed analysis and measures adopted by each business segment are covered in the section headed "Management Discussion and Analysis" of this report.

Looking forward, the business environment continues to be challenging among all business segments of the Group. Packaging printing remains one of the most challenging businesses under the Manufacturing and Sales business of the Group due to the punitive tariffs imposed by the U.S. under the trade dispute, together with the volatility of foreign currencies which shifts the supply chain of all manufacturing activities out of the PRC to other countries. Coronavirus disease 2019 (COVID-19) pandemic is also affecting people's daily life and the global economy. Business diversification is the main development goal of the Group, aiming to balance the intensifying instability among different sectors globally. At the same time, the operating goal of the Group is to increase the profit margin and enlarge the scale of each business segment through continuous improvement and reinvention of our operation and business model. The Group will maintain a balance between the risks and rewards under the current moment of turbulence.

本人謹代表Newway Group Holdings Limited中星集團控股有限公司\*（「本公司」）董事會（「董事會」）欣然向股東提呈本公司及其附屬公司（統稱「本集團」）截至二零一九年十二月三十一日止年度（「本年度」）的業績。

本集團於本年度繼續面對各種市場挑戰及不明朗因素，包括但不限於美利堅合眾國（「美國」）及中華人民共和國（「中國」）之間的長期貿易爭端（其中的負面影響逐漸反映於本集團本年度的財務表現）及香港不穩的政治形勢（已對本集團部分業務分部的營運產生不利影響）。為應付種種挑戰，本集團已採取多項嚴格控制成本的措施，以求在各層面盡量減少浪費情況。同時，本集團已藉持續投入的財務及人力資源，積極調整各個業務部門的業務目標及進行重新定位，為本集團創造額外價值。有關各業務分部的詳盡分析和各業務分部採取的措施，請參閱本報告「管理層討論及分析」一節。

展望未來，營商環境對本集團所有業務分部依然充滿挑戰。本集團製造及銷售業務旗下的包裝印刷仍然是最具挑戰性的業務之一，原因是美國在貿易爭端下施加懲罰性關稅，以及外幣波動導致所有製造業活動的供應鏈從中國轉移到其他國家。二零一九年冠狀病毒疾病（COVID-19）疫情亦正影響民眾的日常生活及環球經濟。業務多元化為本集團的主要發展目標，旨在平衡全球不同行業愈加不穩的情況。同時，本集團的經營目標為透過不斷改善及重塑我們的經營及商業模式，從而提高各業務分部的利潤率及擴大其規模。本集團將在當前的動盪時刻在風險與回報之間保持平衡。

\* 僅供識別

## Chairman's Statement 主席報告

On behalf of the Board, I would like to take this opportunity to express my sincerest gratitude to all shareholders, investors, business partners and staff for their continuous support and dedication to the Group throughout the Year.

**SUEK Ka Lun, Ernie**

*Chairman*

Hong Kong  
25 March 2020

全體股東、投資者、業務夥伴及員工於本年度一直鼎力支持本集團及為本集團竭誠服務，本人謹藉此機會代表董事會向彼等衷心致謝。

主席  
薛嘉麟

香港  
二零二零年三月二十五日

# Management Discussion and Analysis

## 管理層討論及分析

### OVERVIEW

During the year ended 31 December 2019 (the “Year”), Newway Group Holdings Limited (the “Company”) and its subsidiaries (collectively the “Group”) were exposed to all sorts of market challenges and uncertainties, including but not limited to the trade dispute between the United States (the “U.S.”) and the People’s Republic of China (the “PRC”) and the political unrest in Hong Kong which adversely affected the turnover of most of the business segments of the Group. In light of this, the Group allocated more financial resources to develop the domestic market and adopted various cost tightening policies to lower the operating costs and therefore, the results of certain business segments improved as compared with the year ended 31 December 2018 (the “Year 2018”).

The detailed business and financial review of each business segment is stated below.

### BUSINESS AND FINANCIAL REVIEW

#### Total Revenue from Continuing Operations and Gross Profit Margin

During the Year, total revenue from continuing operations of the Group was approximately HK\$560.6 million (Year 2018: approximately HK\$592.2 million) and the gross profit margin was approximately 27.1% (Year 2018: 23.1%). The contribution of each business segment to the revenue from continuing operations of the Group is as follows:

		2019	Approximate % to total revenue	2018	Approximate % to total revenue
		二零一九年 HK\$ 港元	估總收益 概約百分比	二零一八年 HK\$ 港元 (Re-presented) (經重列)	估總收益 概約百分比
Lending Business	放貸業務	8,491,405	1.5%	7,197,071	1.2%
Manufacturing and Sales Business	製造及銷售業務	490,000,611	87.4%	525,690,488	88.8%
Music and Entertainment Business	音樂及娛樂業務	11,881,910	2.1%	18,133,494	3.1%
Property Business	物業業務	7,310,989	1.3%	7,304,238	1.2%
Trading Business	貿易業務	42,900,332	7.7%	33,838,152	5.7%
<b>Total revenue</b>	<b>總收益</b>	<b>560,585,247</b>	<b>100.0%</b>	<b>592,163,443</b>	<b>100.0%</b>

### 概覽

於截至二零一九年十二月三十一日止年度（「本年度」），Newway Group Holdings Limited 中星集團控股有限公司\*（「本公司」）及其附屬公司（統稱「本集團」）面對各種市場挑戰及不明朗因素，包括但不限於美國（「美國」）與中華人民共和國（「中國」）之間的貿易爭端及香港的政治動盪，對本集團大部分業務分類的營業額造成不利影響。有鑑於此，本集團分配更多財務資源開拓國內市場，並採取各種成本緊縮政策以降低營運成本，因此，與截至二零一八年十二月三十一日止年度（「二零一八年度」）相比，若干業務分類的業績有所改善。

各業務分類的業務和財務回顧詳列如下。

### 業務和財務回顧

#### 來自持續經營業務之總收益和毛利率

於本年度，本集團來自持續經營業務之總收益約為560,600,000港元（二零一八年度：約592,200,000港元），而毛利率約為27.1%（二零一八年度：23.1%）。各業務分類對本集團來自持續經營業務之收益的貢獻如下：

\* 僅供識別

# Management Discussion and Analysis

## 管理層討論及分析

### Lending Business

The Lending Business included the financial leasing business in Shanghai, the PRC and the money lending business in Hong Kong. For the financial leasing business in Shanghai, no transaction was made during the Year, and the Group is still in search for deals with promising potential.

For the money lending business in Hong Kong, due to the political unrest since the middle of the Year and the global economic downturn brought about by the trade dispute between the U.S. and the PRC, the Group tightened its credit control policy for granting new loans, which adversely affected the number and amount of new loans granted by the Group. Though the Group received the majority of interest income as scheduled, its loan portfolio decreased to approximately HK\$67.6 million as at 31 December 2019 (31 December 2018: HK\$80.8 million). During the Year, the interest income from loans increased by approximately 18.0% to approximately HK\$8.5 million (Year 2018: HK\$7.2 million), mainly attributable to an increase in average loan amount by approximately 14.6% in the Year as compared with Year 2018. The segment results of the Lending Business decreased by approximately 12.6% to HK\$3.7 million (Year 2018: HK\$4.2 million), which was mainly due to the impairment loss of approximately HK\$1.3 million (Year 2018: nil) made during the Year. As the majority of loans receivable were financed by internal resources and little manpower was required for the daily operation of the Lending Business, the Group could maintain low operating costs and achieved a high profit margin accordingly.

### Manufacturing and Sales Business

This segment represented the business of manufacturing and sales of printing products of the Group, such as packaging boxes, labels, paper products and paper shopping bags. The customer base of this segment covered the worldwide market.

### 放貸業務

放貸業務包括於中國上海之融資租賃業務及於香港之放貸業務。在上海之融資租賃業務方面，本年度內並無進行任何交易，而本集團仍在物色具潛力之交易項目。

在香港之放貸業務方面，由於本年度年中以來的政治動盪以及中美貿易爭端帶來的全球經濟下滑，本集團收緊了對授出新貸款的信貸控制政策，對本集團所授出新貸款的數量及金額產生了不利影響。儘管本集團如期收訖大部分利息收入，但其貸款組合於二零一九年十二月三十一日減少至約67,600,000港元（二零一八年十二月三十一日：80,800,000港元）。於本年度，貸款利息收入增加約18.0%至約8,500,000港元（二零一八年度：7,200,000港元），主要由於本年度的平均貸款金額較二零一八年度增加約14.6%。放貸業務的分類業績減少約12.6%至3,700,000港元（二零一八年度：4,200,000港元），主要由於本年度的減值虧損約1,300,000港元（二零一八年度：無）。由於大部分應收貸款均由內部資源撥付，而放貸業務的日常營運需要較少人手，本集團得以維持較低的營運成本，並因此達致高利潤率。

### 製造及銷售業務

本分類乃指製造及銷售本集團印刷產品的業務，例如包裝用紙箱、標籤、紙類產品和購物紙袋。本分類客戶群遍佈全球各地的市場。



## Management Discussion and Analysis 管理層討論及分析

During the Year, the Manufacturing and Sales Business continued to adopt the same strategy as in Year 2018, including: (i) continuous cost reduction as well as efficiency and quality enhancement of factories in the PRC; and (ii) expansion of sales network to clients with higher profit margin. During the Year, the Group further extended its sales activities to a new market in the PRC. In order to meet the stringent quality requirements of our clients, the Group devoted more financial resources in: (i) the acquisition of new machines for replacing labour intensive workflows and aging machines and increasing production capacity and efficiency; and (ii) the renovation and reorganization of production zones of different product lines in factories in Shenzhen, the PRC for improving the efficiency and effectiveness and shortening the lead time between each process.

The segment revenue decreased by approximately 6.8% to HK\$490.0 million for the Year (Year 2018: approximately HK\$525.7 million), which was mainly caused by the decrease in orders from certain existing overseas and domestic clients. In particular, those of packaging and paper shopping bags decreased by approximately 22.0% and 24.3% respectively. However, the decrease was partially offset by the increase in sales of label printing of approximately 6.5%.

The segment profit for the Year increased significantly by approximately 420.8% to approximately HK\$14.5 million (Year 2018: approximately HK\$2.8 million). The segment profit margin for the Year increased to approximately 3.0% (Year 2018: approximately 0.5%), which was mainly attributable to the following factors:

- (i) Given the adjusted product mix, the material consumption ratio decreased by approximately 4.2% as compared with Year 2018. During the Year, the Group further extended its sales activities to a new market in the PRC with a higher profit margin. The adjusted product mix also resulted in a lowered material consumption ratio because the quantity of products requiring more materials decreased during the Year. Though the price of major materials remained stable throughout the Year, the Group continued to source alternative materials to lower the overall materials costs. Both of these factors served to lower the overall material consumption ratio.
- (ii) The ratio of total staff costs and other related expenses to sales for the Year remained constant as compared with Year 2018. During the Year, the Group employed more production staff members to enhance the efficiency of work processes and the quality of products.

於本年度，製造及銷售業務繼續採取與二零一八年度相同的策略，包括：(i)繼續削減成本，以及提高中國廠房的效率和產品質素；及(ii)將銷售網絡擴展至利潤率較高的客戶。於本年度，本集團進一步將其銷售活動擴展至中國的新市場。為滿足客戶嚴格的質量要求，本集團投入更多財務資源於：(i)購置新機器以取代勞動密集型工作流程及老化機器，並提高產能及效率；及(ii)翻新及重組中國深圳工廠不同生產線的生產區，以提高效率及效益，並縮短各工序間的交付時間。

本年度的分類收益減少約6.8%至490,000,000港元（二零一八年度：約525,700,000港元），主要由於若干現有海外及國內客戶的訂單減少所致。特別是，包裝及購物紙袋的訂單分別減少約22.0%及24.3%。然而，該減少部分被標籤印刷銷售額增加約6.5%所抵銷。

本年度的分類溢利大幅增加約420.8%至約14,500,000港元（二零一八年度：約2,800,000港元）。本年度的分類利潤率增至約3.0%（二零一八年度：約0.5%），主要由於以下因素：

- (i) 由於經調整產品組合，原料消耗率較二零一八年度減少約4.2%。於本年度，本集團進一步將其銷售活動擴展至中國利潤率較高的新市場。經調整產品組合亦令原料消耗率降低，因為本年度需要更多原料的產品數量減少。儘管本年度主要原料的價格保持穩定，但本集團繼續採購替代原料以降低整體原料成本。這兩個因素均降低了整體原料消耗率。
- (ii) 本年度員工成本總額及其他相關開支佔銷售額的比率與二零一八年度相比保持不變。於本年度，本集團僱用更多生產員工以提升工作效率及產品質量。

## Management Discussion and Analysis 管理層討論及分析

- (iii) The average exchange rate of Renminbi (“RMB”) against Hong Kong dollars depreciated by approximately 3.9% as compared with Year 2018. The fluctuation brought a positive impact on the segment profit as most of the production and operating expenses were denominated in RMB while approximately 63.8% of the sales of this segment was denominated in Hong Kong dollars or currencies other than RMB.
- (iv) The net impairment loss on financial assets and contract assets decreased by approximately HK\$11.1 million to approximately HK\$0.3 million (Year 2018: HK\$11.4 million).

### Music and Entertainment Business

Revenue from this segment mainly consisted of income from concerts and shows, artiste management fee income, album distribution income, promotion income and musical work licensing income.

The revenue of this segment decreased by approximately 34.5% to HK\$11.9 million (Year 2018: approximately HK\$18.1 million) and the segment loss for the Year was approximately HK\$7.2 million (Year 2018: approximately HK\$2.8 million).

The decrease in revenue was mainly attributable to the following factors:

- (i) The revenue from concerts and shows decreased by approximately 57.3% to HK\$3.2 million (Year 2018: approximately HK\$7.6 million). Given the Group’s scaled-down investment in concerts, only one concert was organized by a subsidiary of the Company for Mr. Ng Yip Kwan during the Year.
- (ii) The musical work licensing income decreased by approximately 47.3% to HK\$3.1 million (Year 2018: approximately HK\$5.9 million) because no licensing income from the International Federation of the Phonographic Industry was received during the Year.

The segment loss further deteriorated to 60.3% in the Year from 15.6% in Year 2018, mainly due to the loss incurred in investment in concerts and shows and the increase in production costs of physical albums in the Year.

- (iii) 人民幣（「人民幣」）兌港元的平均匯率較二零一八年度貶值約3.9%。由於大多數的生產及經營開支均以人民幣計值，而本分類之銷售約63.8%以港元或人民幣以外的貨幣計值，匯率波動對分類溢利造成積極影響。
- (iv) 金融資產及合約資產的減值虧損淨額減少約11,100,000港元至約300,000港元（二零一八年度：約11,400,000港元）。

### 音樂及娛樂業務

本分類收益主要包括演唱會和表演收入、藝人管理費收入、唱片發行收入、宣傳收入和音樂作品特許收入。

本年度的分類收益減少約34.5%至11,900,000港元（二零一八年度：約18,100,000港元），而本年度的分類虧損約為7,200,000港元（二零一八年度：約2,800,000港元）。

收益減少主要由於以下因素：

- (i) 演唱會和表演的收益減少約57.3%至3,200,000港元（二零一八年度：約7,600,000港元）。鑑於本集團縮減演唱會投資規模，本公司附屬公司於本年度僅為吳業坤先生舉辦一場演唱會。
- (ii) 音樂作品特許收入減少約47.3%至3,100,000港元（二零一八年度：約5,900,000港元），因為於本年度未收到來自國際唱片業協會的特許收入。

分部虧損由二零一八年度的15.6%進一步惡化至本年度的60.3%，主要由於演唱會和表演投資虧損及本年度實體唱片製作成本增加。

# Management Discussion and Analysis

## 管理層討論及分析

### Property Business

#### *Property development business*

During the Year, the Group completed the disposal of its 16.67% interest in 四川英華房地產有限公司 (unofficial English translation being Sichuan Yinghua Real Estate Co., Ltd.) (“Yinghua”) through disposal of a wholly-owned subsidiary. Yinghua is a property development project which was classified as an equity instrument at fair value through other comprehensive income (“FVTOCI”) of the Group as at 31 December 2018.

Yinghua held the land use right of a commercial land parcel in Chengdu, the PRC and the related property consisted of both residential and commercial units. On 24 July 2017, the Group served an exercise notice to Kwong Da Enterprises Limited (“Kwong Da”) to exercise the put option by which Kwong Da should acquire the entire issued share capital of a subsidiary of the Group which indirectly owned 16.67% interest in Yinghua at the put option consideration of RMB30 million. The disposal was agreed to be completed on or before 10 January 2018 originally.

On 10 January 2018, the Group agreed with Kwong Da in writing to extend the completion date to a day on or before 31 May 2018 (or such other date as may be agreed by both parties in writing) and Kwong Da agreed and undertook to pay interest on the outstanding put option consideration of RMB22 million at the rate of 10% per annum, calculated from 10 January 2018 to the completion date. On 31 May 2018, the Company announced that the disposal of Yinghua was not completed and the Company was closely following up with Kwong Da. The Group received interest payment and partial payment of the put option consideration subsequent to the end of 2018 and the completion date was further extended to a day on or before 31 December 2018 (or such other date as may be agreed by both parties in writing).

### 物業業務

#### *物業發展業務*

於本年度，本集團透過出售一家全資附屬公司完成出售其於四川英華房地產有限公司（「英華房地產」）的16.67%權益。英華房地產為一項物業發展項目，其於二零一八年十二月三十一日被分類為本集團透過其他全面收入按公平值列賬（「透過其他全面收入按公平值列賬」）之股本工具。

英華房地產於中國成都持有一幅商業用地的土地使用權，相關物業包括住宅和商業單位。於二零一七年七月二十四日，本集團向坤達實業投資有限公司（「坤達」）發出一份行使通知，以行使認沽期權，要求坤達按認沽期權代價人民幣30,000,000元收購本集團一家附屬公司（間接擁有英華房地產16.67%權益）的全部已發行股本。該出售事項原先協定於二零一八年一月十日或之前完成。

於二零一八年一月十日，本集團與坤達書面協定將完成日期押後至二零一八年五月三十一日或之前（或雙方可能書面協定之有關其他日期），而坤達同意及承諾按年息10厘支付尚未償還認沽期權代價人民幣22,000,000元之利息，由二零一八年一月十日起計直至完成日期。於二零一八年五月三十一日，本公司宣佈尚未完成對英華房地產的出售，且本公司正在與坤達密切跟進。本集團於二零一八年底後收取利息付款及認沽期權代價的部分付款，且完成日期進一步押後至二零一八年十二月三十一日或之前（或雙方可能書面協定之有關其他日期）。

## Management Discussion and Analysis 管理層討論及分析

Since the disposal was not completed on or before 31 December 2018, the Group, Kwong Da, Kada Capital Investments Limited (“Kada”) and the common director of Kwong Da and Kada (the “Guarantor”) entered into a confirmation deed on 28 March 2019 to reach a loan agreement and a completion agreement for the disposal of Yinghua after lengthy negotiation and discussion between related parties. It was conditionally agreed that the Group would provide a loan, through Grand Prospects Finance International Limited (“Grand Prospects”), a wholly-owned subsidiary of the Group, to Kada in an amount sufficient to settle the outstanding put option consideration and accrued interest payable by Kwong Da to the Group so that the disposal of Yinghua would be completed upon drawdown of the loan. The confirmation deed was subject to approval by the shareholders of the Company. The shareholder approval was obtained on 12 August 2019 and the loan of approximately RMB21.7 million was drawn down on 13 August 2019. The disposal transaction was completed on 23 December 2019. The gain on disposal of subsidiary was approximately HK\$11.8 million but partially offset by the fair value loss of financial derivatives of approximately HK\$6.7 million derived from the put option value. The net financial impact of the disposal was approximately HK\$5.1 million as recorded in the Year.

As at 31 December 2019, the Group has one property development project named 清遠市中清房地產開發有限公司 (unofficial English translation being Qingyuan Zhongqing Property Development Co., Ltd.) (“Zhongqing”), a non-wholly owned subsidiary of the Company. Zhongqing holds the land use right of two commercial land parcels in Qingyuan, the PRC. On 18 June 2014, 深圳市中星國盛投資發展有限公司 (unofficial English translation being Shenzhen Zhongxing Guosheng Investment Development Co., Ltd.) (“Zhongxing Guosheng”), a wholly-owned subsidiary of the Company, initiated civil proceedings against Zhongqing in the People’s Court of Baoan District (the “Court”) for, among other matters, the repayment of the shareholder’s loan contributed by Zhongxing Guosheng in an amount of RMB23,479,330 (the “Litigation”). On 19 June 2014, pursuant to an application made by Zhongxing Guosheng for freezing and preserving the assets of Zhongqing with a total value of RMB23,400,000, an order was granted by the Court to freeze and preserve the two land parcels owned by Zhongqing from 24 June 2014 to 23 June 2016 (the “Freeze Order”), aiming to ensure that Zhongqing would have sufficient assets to repay the shareholder’s loan to the Group.

由於該出售事項未於二零一八年十二月三十一日或之前完成，有關訂約各方經過長時間磋商及討論後，本集團、坤達、匯金資本投資有限公司（「匯金」）以及坤達及匯金之共同董事（「擔保人」）於二零一九年三月二十八日訂立確認契據，以達成貸款協議及出售英華房地產之完成協議。訂約各方有條件同意本集團將透過本集團之全資附屬公司華泰財務國際有限公司（「華泰」）向匯金提供貸款，貸款金額足以結清坤達應付本集團之未付認沽期權代價及應計利息，以便於提取貸款後完成對英華房地產的出售。確認契據須經本公司股東批准。股東批准已於二零一九年八月十二日取得，而約人民幣21,700,000元的貸款已於二零一九年八月十三日提取。出售交易於二零一九年十二月二十三日完成。出售附屬公司之收益約為11,800,000港元，但部分被認沽期權價值產生之金融衍生工具之公平值虧損約6,700,000港元所抵銷。於本年度錄得出售事項之財務影響淨額約為5,100,000港元。

於二零一九年十二月三十一日，本集團擁有一個名為清遠市中清房地產開發有限公司（「中清」，為本公司之非全資附屬公司）的物業發展項目。中清於中國清遠持有兩幅商業用地之土地使用權。於二零一四年六月十八日，深圳市中星國盛投資發展有限公司（「中星國盛」，本公司之全資附屬公司）就（其中包括）償還其提供之股東貸款人民幣23,479,330元向寶安區人民法院（「該法院」）提出對中清之民事訴訟（「該訴訟」）。於二零一四年六月十九日，根據中星國盛就凍結及保存中清總值人民幣23,400,000元之資產提出之申請，該法院頒令，於二零一四年六月二十四日起至二零一六年六月二十三日止期間凍結及保存中清擁有之兩幅土地（「凍結令」），旨在確保中清將有足夠資產向本集團償還股東貸款。

## Management Discussion and Analysis 管理層討論及分析

Two hearings sessions of the Litigation were held on 18 August 2014 and 25 September 2014 respectively. On 15 October 2014, the Group received a civil mediation document (the “Document”) dated 30 September 2014 from the Court, acknowledging that: (i) the Group and Zhongqing confirmed that Zhongqing was indebted to Zhongxing Guosheng in a sum of RMB23,479,330; (ii) Zhongqing agreed to repay to Zhongxing Guosheng a sum of RMB23,479,330, together with interests accrued from 18 June 2014 to the date of repayment, which was within 15 days of the effective date of the Document; and (iii) where Zhongqing failed to repay the agreed amount, Zhongxing Guosheng was entitled to request Zhongqing to pay default interests calculated at two times of the lending rate of the People’s Bank of China over the same period.

As advised by the Group’s legal advisers in the PRC, the effective date of the Document was 15 October 2014 and thus, the deadline for repayment by Zhongqing was 30 October 2014. As at 30 October 2014, Zhongqing had not repaid the outstanding shareholder’s loan and accrued interests to Zhongxing Guosheng.

On 27 May 2016, Zhongxing Guosheng submitted an application to the Court for the extension of the period covered by the Freeze Order and the application was accepted. The extended period covered by the Freeze Order started on 13 June 2016 and ended on 12 June 2019. In May 2019, Zhongxing Guosheng submitted an application to the Court again for the further extension of the period covered by the Freeze Order and the application was accepted. The extended period covered by the Freeze Order started on 13 May 2019 and will end on 12 May 2022.

During the Year, no further action was taken by the Group. The Group will closely monitor the property market and the development plan of Qingyuan and will take further action if necessary. Currently, the Group is still seeking the opportunity to dispose of the land parcels.

### Property investment business

During the Year, the property investment business included: (i) the mini storage business operated by a wholly-owned subsidiary of the Company; (ii) the office leasing business operated by a joint venture; and (iii) the leasing of several commercial units in Hong Kong and the PRC.

該訴訟分別於二零一四年八月十八日及二零一四年九月二十五日進行兩次聆訊。於二零一四年十月十五日，本集團收到該法院日期為二零一四年九月三十日之民事調解書（「該文件」），其中確認：(i)本集團與中清確認，中清結欠中星國盛合共人民幣23,479,330元；(ii)中清同意向中星國盛償還合共人民幣23,479,330元，連同由二零一四年六月十八日起至還款日期（於該文件生效日期起計15天內）止累計之利息；及(iii)倘中清未能償還協定款項，則中星國盛有權要求中清支付違約利息，金額乃按同一期間中國人民銀行借貸利率之兩倍計算。

誠如本集團中國法律顧問所告知，該文件之生效日期為二零一四年十月十五日，因此，中清之還款限期為二零一四年十月三十日。於二零一四年十月三十日，中清尚未向中星國盛償還未償還之股東貸款及應計利息。

於二零一六年五月二十七日，中星國盛向該法院提交有關延長凍結令有效期之申請，而有關申請已獲接納。延長後之凍結令有效期於二零一六年六月十三日開始，於二零一九年六月十二日結束。於二零一九年五月，中星國盛再次向該法院提交有關進一步延長凍結令有效期之申請，而有關申請已獲接納。延長後之凍結令有效期於二零一九年五月十三日開始，將於二零二二年五月十二日結束。

於本年度，本集團未採取進一步行動。本集團將密切關注清遠的房地產市場及發展計劃，並在必要時採取進一步行動。目前，本集團仍在尋求機會出售土地。

### 物業投資業務

於本年度，物業投資業務包括：(i)由本公司一家全資附屬公司經營之迷你倉業務；(ii)由一家合營公司經營之辦公室租賃業務；及(iii)在香港及中國出租若干商業單位。

# Management Discussion and Analysis

## 管理層討論及分析

### Mini storage business

The ground floor, 1st floor, 2nd floor and half of the floor area of the 4th floor of a self-owned industrial building in Fanling, Hong Kong (the "Fanling Building") are used for the operation of the mini storage business. As at 31 December 2019, the occupancy rate of the storage units significantly decreased to approximately 61% (31 December 2018: approximately 83%).

During the Year, in order to meet the safety requirements stipulated by relevant government authorities, the ground floor and 1st floor of the Fanling Building were under renovation. As at 31 December 2019, the renovation of ground floor and 1st floor was complete and pending a final inspection by the relevant government authorities, which is expected to be delayed due to the coronavirus disease 2019 (COVID-19) pandemic. As there were more storage units on the 1st floor as compared with that on the ground floor, more storage units were not available for leasing during the renovation period and the occupancy rate was affected as a result.

### Office leasing business

The office leasing business, being the operation of a business service centre in Kwun Tong, Hong Kong, was operated by Estate Summit Limited ("Estate Summit"), a joint venture of the Group and an independent third party with extensive management and operating experience. A brand name of "Prime Business Centres" was established in this regard. After evaluating the financial performance of the business service centre, the demand and supply condition and the keen market competition from other business service centres in Kwun Tong, all contracts with customers were terminated and the operation ceased in February 2019.

### Property leasing and investment

The property leasing business involved two properties. The first one was a commercial property in Yuen Long, Hong Kong (the "Yuen Long Property"). It was leased to a related company of the Group and was operating as a karaoke outlet as at 31 December 2019. The revenue from such lease remained stable as compared with Year 2018. Approximately 60.7% of revenue of the Property Business was derived from the Yuen Long Property.

The second property was a commercial property situated in Beijing, the PRC (the "Beijing Property"). During the Year, the Beijing Property was leased to an independent third party and the rental income was approximately HK\$725,000 for the Year.

### 迷你倉業務

一幢位於香港粉嶺的自置工業大廈（「粉嶺大廈」）的地下、一樓、二樓及四樓一半的樓面面積用作經營迷你倉業務。於二零一九年十二月三十一日，倉庫單位出租率大幅跌至約61%（二零一八年十二月三十一日：約83%）。

於本年度，為符合有關政府當局所訂的安全規定，粉嶺大廈的地下及一樓正進行翻新。於二零一九年十二月三十一日，地下及一樓的翻新已完成，有待有關政府部門進行最後檢查，由於爆發二零一九年冠狀病毒（COVID-19）流行病，預計檢查時間將被推遲。由於一樓的倉庫單位較地下多，於翻新期間，更多倉庫單位未能出租，因此出租率受到影響。

### 辦公室租賃業務

辦公室租賃業務乃在香港觀塘經營的商務服務中心業務，該中心由本集團與擁有豐富管理和營運經驗的一名獨立第三方所成立一家名為Estate Summit Limited（「Estate Summit」）的合營公司經營。就此創立了「Prime Business Centres」品牌。於評估商務服務中心之財務表現、觀塘其他商務服務中心之供求情況及激烈市場競爭後，已終止與客戶之所有合約，並於二零一九年二月終止該項業務。

### 物業租賃及投資

物業租賃業務涉及兩項物業。第一項為位於香港元朗的商用物業（「元朗物業」）。於二零一九年十二月三十一日，其已租賃予本集團一家關連公司，作經營卡拉OK之用。來自該租賃之收益與二零一八年度比較維持穩定。物業業務約60.7%收益乃產生自元朗物業。

第二項物業為位於中國北京的商用物業（「北京物業」）。於本年度，北京物業已租賃予一名獨立第三方，本年度租金收入約為725,000港元。

## Management Discussion and Analysis 管理層討論及分析

According to the Group's accounting standard, the Fanling Building, the Yuen Long Property and the Beijing Property were classified as investment properties of the Group and were carried at market value. A fair value loss of approximately HK\$18.0 million was recorded in "other gains and losses" of the Group during the Year (Year 2018: fair value gain of approximately HK\$10.9 million). The fair value loss was mainly due to the decrease in market value of the Yuen Long Property, which was caused by the political unrest in Hong Kong in the second half of the Year.

### Trading Business

Revenue from the Trading Business increased significantly to approximately HK\$42.9 million (Year 2018: approximately HK\$33.8 million). The segment profit margin for the Year also improved to approximately 15.4% (Year 2018: 6.5%). The increase in both revenue and profit margin was mainly attributable to: (i) an increase in sales and profit margin of the trading company in Hong Kong arising from the tightened control on sales discount offered to clients and an increase in sales to an individual client during the Year; and (ii) an increase in sales of a trading company in the PRC resulted from the Group's increased resources for the expansion of sales and operation teams in the PRC, which drove the sales up by approximately 92.4% as compared with Year 2018. The operation of neighbourhood stores in the PRC was terminated during the Year.

### Securities Trading and Equity Investments Business

The Group's equity instruments at FVTOCI and financial assets at fair value through profit and loss ("FVTPL") as at 31 December 2019 amounted to approximately HK\$82.7 million (31 December 2018: approximately HK\$114.1 million). During the Year, the Group recorded a fair value loss of securities trading investments listed in Hong Kong of approximately HK\$15.2 million (Year 2018: approximately HK\$35.5 million), a realized loss of approximately HK\$537,000 (Year 2018: approximately HK\$8.6 million) and a dividend income of approximately HK\$1.1 million (Year 2018: approximately HK\$2.8 million).

根據本集團的會計準則，粉嶺大廈、元朗物業及北京物業分類為本集團的投資物業，並以市值列賬。於本年度，公平值虧損約18,000,000港元（二零一八年度：公平值收益約10,900,000港元）入賬列作本集團「其他收益及虧損」。公平值虧損主要由於元朗物業市值下跌所致，原因是本年度下半年香港政局動盪。

### 貿易業務

來自貿易業務之收益大幅增至約42,900,000港元（二零一八年度：約33,800,000港元）。本年度分類利潤率亦改善至約15.4%（二零一八年度：6.5%）。收益及利潤率同時上升主要是由於：(i)香港的貿易公司因本年度內收緊控制向客戶提供之銷售折扣，以及對個別客戶之銷售增加，使銷售額及利潤率上升；及(ii)中國的貿易公司因本集團增加資源擴充在中國之銷售及營運團隊令銷售額上升，與二零一八年度比較，銷售額上升約92.4%。於本年度，在中國經營社區店舖的業務被終止。

### 證券買賣及股本投資業務

於二零一九年十二月三十一日，透過其他全面收入按公平值列賬之股本工具及透過損益按公平值列賬（「透過損益按公平值列賬」）之金融資產約為82,700,000港元（二零一八年十二月三十一日：約114,100,000港元）。於本年度，本集團就香港上市證券買賣投資錄得公平值虧損約15,200,000港元（二零一八年度：約35,500,000港元）、已變現虧損約537,000港元（二零一八年度：約8,600,000港元）及股息收入約1,100,000港元（二零一八年度：約2,800,000港元）。

## Management Discussion and Analysis 管理層討論及分析

The Group's investments as at 31 December 2019 included securities of 16 listed companies on the Main Board or GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), investment in an offshore investment fund and a Hong Kong private company. Each of the Group's investments has a carrying amount that accounts for less than 5% of the Group's audited total assets as at 31 December 2019. The largest investment is the securities in Wang On Properties Limited ("Wang On") (stock code: 01243), which represented approximately 0.39% of the total share capital of Wang On. Wang On is principally engaged in property development and property investment. Its fair value as at 31 December 2019 amounted to approximately HK\$45.7 million, representing approximately 3.9% of the Group audited total assets as at 31 December 2019.

The Group will carefully study the market and the information related to prospective investees before purchasing any securities, and will closely monitor the performance of the investments after purchase as well as revise the investment strategy in a cautious manner as and when necessary to minimize the impact of market volatility.

### Gaming Distribution Business

After a thorough study of the investment return of this business segment and the resources allocation among segments of the Group, the Group has discontinued the operation of this business during the Year and has classified it as discontinued operation in the consolidated financial statements of the Group.

本集團於二零一九年十二月三十一日的投資包括香港聯合交易所有限公司（「聯交所」）主板或創業板的16家上市公司的證券、投資離岸投資基金及一間香港私人公司。於二零一九年十二月三十一日，本集團各項投資的賬面值均佔本集團經審核總資產5%以下。最大的投資為宏安地產有限公司（「宏安」，股份代號：01243）的證券，其佔宏安股本總額約0.39%。宏安主要從事物業發展及物業投資。其於二零一九年十二月三十一日的公平值約為45,700,000港元，佔本集團於二零一九年十二月三十一日經審核總資產約3.9%。

於購買任何證券前，本集團會審慎研究市場及與潛在被投資方有關之資料，並將於購入後密切監察投資表現，並在有需要的情況下審慎地修訂投資策略，以盡量降低市場波動之影響。

### 遊戲分銷業務

經深入研究本業務分類的投資回報及本集團各分類之間的資源分配後，本集團於本年度終止本業務的營運並於本集團綜合財務報表內將其分類為已終止經營業務。



# Management Discussion and Analysis

## 管理層討論及分析

### OTHER GAINS AND LOSSES

Other gains and losses for the Year mainly comprised the following items:

### 其他收益及虧損

本年度其他收益及虧損主要包括以下項目：

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Change in fair value of financial assets at FVTPL (Note d)	透過損益按公平值列賬之金融資產的公平值變動 (附註d)	<b>(21,840,204)</b>	(36,657,753)
Change in fair value of investment properties (Note b)	投資物業的公平值變動 (附註b)	<b>(17,966,974)</b>	10,942,146
Gain (loss) recognized in respect of loans to joint ventures (Note c)	就借予合營公司貸款確認的收益(虧損) (附註c)	<b>1,775,100</b>	(1,391,092)
Gain on disposal of a subsidiary (Note a)	出售一家附屬公司之收益 (附註a)	<b>11,807,968</b>	-
Net foreign exchange gain	外匯收益淨額	<b>980,712</b>	946,511
Net gain on disposal of property, plant and equipment	出售物業、廠房及設備的收益淨額	<b>619,578</b>	260,845
<b>Total</b>	<b>總計</b>	<b>(24,623,820)</b>	(25,899,343)

Notes:

- (a) On 28 March 2019, Dream Class Limited ("Dream Class") and Grand Prospects, both are wholly-owned subsidiaries of the Company, Kwong Da, Kada and the Guarantor entered into a confirmation deed for the settlement and completion arrangement for the disposal of Star Rank Limited ("Star Rank"), a wholly-owned subsidiary of Dream Class which holds 16.67% equity interest of Yinghua, to Kwong Da. Grand Prospects signed a loan agreement with Kada which holds 83.33% equity interest of Yinghua to provide a 2-year loan to Kada at an amount equal to the outstanding consideration of RMB21,693,205, bearing interest calculated at 10.5% per annum. Upon signing of the loan agreement, the disposal of Star Rank was completed on 23 December 2019 and Dream Class ceased control on Star Rank since then.
- (b) The fair value loss of investment properties was mainly due to the Yuen Long Property. For the reason of such loss, please refer to the business and financial review of the Property Business stated above.

附註：

- (a) 於二零一九年三月二十八日，Dream Class Limited (「Dream Class」) 及華泰 (兩家公司均為本公司之全資附屬公司)、坤達、匯金與擔保人訂立確認契據，內容有關向坤達出售 Star Rank Limited (「Star Rank」)，Dream Class 之全資附屬公司，其持有英華房地產 16.67% 股權) 之付款及完成安排。華泰與匯金 (其持有英華房地產 83.33% 股權) 簽訂貸款協議，以向匯金提供一筆金額相當於尚未支付代價人民幣 21,693,205 元的兩年期貸款，按年利率 10.5% 計息。於簽署貸款協議後，Star Rank 出售事項於二零一九年十二月二十三日完成，此後，Dream Class 不再控制 Star Rank。
- (b) 投資物業的公平值虧損主要由於元朗物業。有關該虧損的原因，請參閱上述物業業務的業務和財務回顧。

## Management Discussion and Analysis 管理層討論及分析

- (c) The Group recognized a gain in respect of its loan to Estate Summit Limited, a joint venture of the Group (Year 2018: loss).
- (d) The change in fair value of financial assets at FVTPL consisted of the fair value loss of securities traded in The Stock Exchange of Hong Kong Limited of approximately HK\$15.2 million and the fair value loss of financial derivative derived from Yinghua of approximately HK\$6.7 million.

- (c) 本集團就給予本集團合營公司Estate Summit Limited之貸款確認收益(二零一八年度:虧損)。
- (d) 透過損益按公平值列賬之金融資產公平值變動包括於香港聯合交易所有限公司買賣之證券之公平值虧損約15,200,000港元及英華房地產產生之金融衍生工具公平值虧損約6,700,000港元。

### LIQUIDITY, CAPITAL RESOURCES AND CAPITAL STRUCTURE

The following table sets out the Group's current ratio, quick ratio and gearing ratio as at 31 December 2019 and 31 December 2018:

		Notes 附註	As at 31 December 2019 於二零一九年 十二月三十一日 HK\$ 港元	As at 31 December 2018 於二零一八年 十二月三十一日 HK\$ 港元
Current ratio	流動比率	(a)	2.6	3.0
Quick ratio	速動比率	(b)	2.3	2.7
Gearing ratio (%)	資產負債比率(%)	(c)	18.5	11.3

Notes:

- (a) Current ratio is calculated by dividing total current assets by total current liabilities as at the end of respective year.
- (b) Quick ratio is calculated by dividing total current assets less inventories and properties under development for sale by total current liabilities as at the end of respective year.
- (c) Gearing ratio is calculated by dividing total borrowings by total equity as at the end of respective year and then multiplying it by 100%. Total borrowings include: (i) the amount due to a related company, (ii) bank borrowings, (iii) the amount due to a non-controlling shareholder of a subsidiary; and (iv) lease liabilities.

### 流動資金、資本資源及資本架構

下表載列本集團於二零一九年十二月三十一日及二零一八年十二月三十一日的流動比率、速動比率及資產負債比率：

附註：

- (a) 流動比率乃根據各年度終結時的總流動資產除以總流動負債計算。
- (b) 速動比率乃根據各年度終結時的總流動資產減存貨及待售發展中物業除以總流動負債計算。
- (c) 資產負債比率乃根據各年度終結時的總借貸除以權益總額再乘以100%計算。總借貸包括：(i)應付一家關連公司款項；(ii)銀行借款；(iii)應付一家附屬公司一名非控股股東款項；及(iv)租賃負債。

## Management Discussion and Analysis 管理層討論及分析

As at 31 December 2019, the Group had short-term bank deposits and cash and cash equivalents of approximately HK\$232.2 million (31 December 2018: approximately HK\$209.5 million) and total borrowings of approximately HK\$164.0 million (31 December 2018: approximately HK\$104.3 million).

Total borrowings included: (i) the amount due to a related company, (ii) bank borrowings, (iii) the amount due to a non-controlling shareholder of a subsidiary; and (iv) lease liabilities. The amount due to a related company was unsecured, payable after five years and carried interests at fixed-interest rates ranging from 18%-20% per annum. Secured bank borrowings were payable within five years and carried interest at the Hong Kong Inter-bank Offered Rate plus 1.25% to 2.5% per annum. The amount due to a non-controlling shareholder of a subsidiary was unsecured, interest-free and repayable on demand. Lease liabilities carried incremental borrowing rates ranging from 4.4% to 5.4%.

All borrowings were denominated in Hong Kong dollars and RMB and the majority of cash and cash equivalents was denominated in RMB, Hong Kong dollars and U.S. dollars.

The current ratio and quick ratio indicated an ample cash flow and a stable liquidity position as at 31 December 2019. However, these ratios had lowered because: (i) bank borrowings were increased to finance the daily operation of the Manufacturing and Sales Business; (ii) the Group maintained a lower inventory level during the Year; (iii) a decrease in loan receivables in the Lending Business; and (iv) a decrease in financial assets at FVTPL mainly due to the loss in fair value as at 31 December 2019.

The gearing ratio of the Group increased from 11.3% to 18.5% as at 31 December 2019, mainly attributable to the lease liabilities of approximately HK\$54.6 million arising from the adoption of new accounting standards Hong Kong Financial Reporting Standards 16 "Leases" during the Year. If the lease liabilities were excluded, the gearing ratio of the Group remained stable as compared with that as at 31 December 2018.

於二零一九年十二月三十一日，本集團的短期銀行存款以及現金及現金等值約為232,200,000港元（二零一八年十二月三十一日：約209,500,000港元）及借貸總額約為164,000,000港元（二零一八年十二月三十一日：約104,300,000港元）。

總借貸包括：(i)應付一家關連公司款項；(ii)銀行借款；(iii)應付一家附屬公司一名非控股股東款項；及(iv)租賃負債。應付一家關連公司款項為無抵押、須於五年後支付，並按介乎18%至20%的固定年利率計息。有抵押銀行借款須於五年內支付，並按香港銀行同業拆息加1.25%至2.5%之年利率計息。應付一家關連公司一名非控股股東款項為無抵押、免息及須按要求償還。租賃負債按介乎4.4%至5.4%的增量借貸利率計息。

所有借貸均以港元及人民幣計值，而大多數現金及現金等值以人民幣、港元及美元計值。

於二零一九年十二月三十一日，流動比率及速動比率顯示充足的現金流量及穩定的流動資金狀況。然而，該等比率下調，乃由於：(i)銀行借款增加，以為製造及銷售業務的日常營運提供資金；(ii)本集團於本年度保持較低存貨水平；(iii)放貸業務應收貸款減少；及(iv)主要由於於二零一九年十二月三十一日公平值虧損導致透過損益按公平值列賬之金融資產減少。

於二零一九年十二月三十一日，本集團資產負債比率由11.3%增至18.5%，主要由於本年度採納新會計準則香港財務報告準則第16號「租賃」產生租賃負債約54,600,000港元。倘不計入租賃負債，與二零一八年十二月三十一日相比，本集團資產負債比率維持穩定。

# Management Discussion and Analysis

## 管理層討論及分析

The Group generally finances its operation with cash flows generated internally and bank facilities obtained in Hong Kong and the PRC. Taking into account the amount of the anticipated funds generated internally and the available banking facilities, the Group will have adequate resources to meet its future capital expenditure and working capital requirements. The Group will continue to implement a prudent policy in managing cash balances, thereby maintaining a strong and healthy liquidity level to capitalize any potential business opportunity.

### FUTURE OUTLOOK

Looking forward to the year ending 31 December 2020 (the “Year 2020”), it is expected that the Group will be challenged by all sorts of adversities as the global market continues to be shadowed by economic and political risks, including the prolonged trade dispute between the U.S. and the PRC, the political unrest in Hong Kong and the coronavirus disease 2019 (COVID-19) pandemic that will cast a severe negative impact on every business sector of the world and significantly slow down global economic growth. In order to cope with these complicated and difficult situations, the Group will carefully revise the strategy for all its business segments, diversify and expand the businesses in a cautious way.

### Lending Business

Given the global economic uncertainty and the keen market competition, the risks and difficulties facing the Lending Business will be intensified when the Group expands its loan portfolio. The Group will closely monitor the solvency of borrowers and perform risk assessments on loan applications prudently. Meanwhile, the development of the Group’s online money lending platform with more fin-tech elements, which aims to provide more value-added services to our clients, especially those seeking personal loans is at the final testing stage. The Group will also continue to identify new clients and allocate more financial resources for business development in the future.

本集團一般以內部產生之現金流量，以及從香港及中國獲得的銀行融資為業務營運撥資。經計及預期內部可產生之資金及可供動用之銀行融資後，本集團將具備充裕資源應付未來資本開支及營運資金需求。本集團將繼續秉承其審慎理財政策以管理現金結餘，從而維持雄厚穩健的流動資金，以把握任何潛在商機。

### 前景展望

展望截至二零二零年十二月三十一日止年度（「二零二零年度」），由於全球市場持續籠罩在經濟及政治風險的陰影下，包括美國與中國之間的長期貿易爭端、香港政治動蕩以及近期爆發二零一九年冠狀病毒(COVID-19)流行病，將對全世界所有行業造成負面影響並使全球經濟增長大幅下滑，預計本集團將面臨各種逆境的挑戰。為應對該等複雜及困難的局面，本集團將認真修訂其所有業務分類的策略，以審慎方式使業務多元化及擴大業務。

### 放貸業務

鑒於全球經濟的不確定性及市場競爭激烈，本集團擴大其貸款投資組合時，放貸業務面臨的風險及困難將隨之加強。本集團將密切監控借款人的償還能力，並謹慎對貸款申請進行風險評估。同時，本集團具備更多金融科技元素的在線放債平台的發展處於最後測試階段，旨在為我們的客戶（尤其是尋求個人貸款的客戶）提供更多增值服務。本集團亦將於日後繼續識別新客戶及分配更多財務資源用於業務發展。

\* 僅供識別

# Management Discussion and Analysis

## 管理層討論及分析

### Manufacturing and Sales Business and Trading Business

Year 2020 will be an extremely challenging year, especially for the Manufacturing and Sales Business. The demand for and supply of China-made products have been negatively affected by the punitive tariffs imposed by the U.S. government which have driven orders away from the PRC to other Asian countries. The impact is gradually seen in the financial performance of the Group and is expected to persist throughout Year 2020. Moreover, the coronavirus disease 2019 (COVID-19) pandemic is affecting people's daily life and the global economy. Although the outbreak seems to have stabilized in the PRC, it is rapidly spreading elsewhere in the world. Unfortunately, since a viable vaccine is still under development, the growth of global economy will be jeopardized because more and more countries or cities enter into lockdown and half the movement of people to combat this public health emergency. In addition, the impact of Brexit is unknown and yet to be seen. Accordingly, it will not be easy for the Group to deliver the annual sales target set for Year 2020.

All of the above factors will negatively affect both export and domestic sales of this business segment to varied extents. As a result, the Group will carefully revise its sales strategy in the expansion of these market segments and spare sufficient cash flow to cope with any sudden or prolonged adverse situation beyond its expectation. During the Year, a subsidiary of the Group successfully extended its sales of labels to a new market with a higher profit margin and promising market potential in the PRC by adopting advanced printing technologies. The Group decided to expand the production lines of the new product in a self-owned factory in Shenzhen in Year 2020, and certain portions of the factory will be renovated to meet the requirements of a fully automated workshop for high quality products. The Group also intends to acquire new printing machines and ancillary equipment for the expanded production line to increase the production efficiency and lower the defect rate in production activities. After taking production needs and clients' demands into consideration, the renovation will start in April 2020 in phases. The Group plans to fund these plans by its internal resources and/or proceeds to be raised in the proposed rights issue (as referred to on page 26 of this report).

### 製造及銷售業務及貿易業務

二零二零年度將是極具挑戰性的一年，尤其是對製造及銷售業務而言。中國製造產品需求及供應受到美國政府施加懲罰性關稅以將訂單從中國轉移至其他亞洲國家的負面影響。影響逐漸體現在本集團的財務表現上，預計於整個二零二零年度繼續。此外，二零一九年冠狀病毒(COVID-19)流行病正影響人們的日常生活及全球經濟。儘管中國的疫情似乎穩定下來，但其迅速在世界其他地方蔓延。不幸的是，由於可用的疫苗仍在開發中，全球經濟增長將因越來越多的國家或城市進入封鎖狀態及禁止人民活動以應付該突發公共衛生事件而受到威脅。此外，英國脫歐的影響尚不可知，有待觀察。因此，本集團達成二零二零年度的年度銷售目標將屬不易。

上述所有因素將對這個業務分類的出口及國內銷售造成不同程度的負面影響。因此，本集團將認真修訂其銷售策略，以擴大該等市場分類，並備用足夠的現金流，以應付超出其預期的任何突發或長期的不利情況。於本年度，本集團一家附屬公司通過採納更先進的印刷技術，成功將其標籤銷售擴大至擁有更高利潤率及廣闊市場潛力的中國新市場。本集團決定於二零二零年度在深圳的自有工廠擴大新產品生產線，而工廠的若干部分將被翻新，以滿足高質量產品對全自動化車間的要求。本集團亦擬購買新印刷機器及配套設備，用於擴大後的生產線，以提高生產效率及降低生產活動中的不良率。經考慮生產需要及客戶需求後，翻新將於二零二零年四月開始，分期進行。本集團計劃由其內部資源及／或建議供股所得款項資助該等計劃（按本報告第26頁所述）。

## Management Discussion and Analysis 管理層討論及分析

Quality management and enhancement and credit control on the receivables will be the top priorities of the Manufacturing and Sales Business in Year 2020. The Group adopted a new quality management policy during the Year and satisfactory results were recorded. The importance of quality management continues to be communicated to all levels of staff members to raise their awareness of good quality. For credit control on the receivables, the Group will closely monitor the collection of receivables and be caution for any risk of bad debt may arise of our customers. Meanwhile, the Group will also spare dedicated resources to expand the luxury packaging and paper product which enjoy a higher profit margin. Although economic activities are expected to slow down due to the coronavirus disease 2019 (COVID-19) pandemic, the Group will take this opportunity to diversify into the target market sectors with tightened and prudent control on operating costs.

In addition, to cope with the challenges experienced by the printing industry and to maintain the profitability of this segment, the Group will continue to step up its efforts on the following aspects: (i) efficiency and effectiveness enhancement by streamlining the production process of its factories to reduce operation and production wastage; (ii) talent recruitment, provision of value-added services and continuous upgrade of its technology infrastructure, under which a new enterprise resources planning system has been installed and is under a trial run in the Group's factory in Shenzhen; (iii) procurement of alternative materials, verification of their quality and negotiation with vendors for more favourable terms and; (iv) market expansion to cover high value products and explore any long term cooperation or joint venture opportunities with other industry players with production facilities in other Asian countries to further diversify the risks arising from the trade dispute between the U.S. and the PRC in a caution manner; and (v) allocation of more resources to facilities upgrade and recruitment of skilled labours to meet the various requirements of clients. All the strategies adopted by the Group will further equip it with the strength and core competence necessary to tackle unknown challenges in the coming years.

For the Trading Business, the Group will continue to spare more resources to expand and develop the sales team in Hong Kong and the PRC so as to broaden the clientele and optimize the product mix.

質量管理及提升及應收款項信貸控制將是二零二零年度製造及銷售業務的重點。本集團於本年度採納新的質量管理政策並錄得圓滿的結果。本集團繼續向各級員工傳達質量管理的重要性，以提升彼等的優質意識。就應收款項信貸控制而言，本集團將密切監控應收賬款的收款，並對我們客戶可能產生的壞賬風險保持謹慎。同時，本集團亦將分出專用資源，以擴大具有高利潤率的豪華包裝及紙製品。儘管預計經濟活動因二零一九年冠狀病毒(COVID-19)流行病而下滑，本集團將藉此機會開拓目標市場行業，並嚴格審慎控制經營成本。

此外，為應對印刷行業所經歷的挑戰及維持該分類的盈利能力，本集團將繼續在以下方面加大努力：(i)通過簡化其工廠生產流程，提升效率及效益，以減少營運及生產浪費；(ii)人才招聘，提供增值服務及持續升級其技術基礎設施，據此已安裝新的企業資源計劃系統並在本集團的深圳工廠試運行；(iii)採購替代材料，檢驗其質量，並與賣方就更多有利條款進行磋商；(iv)擴大市場，以覆蓋高價值產品，及物色任何與生產設施在其他亞洲國家的其他行業參與者之間的長期合作或合營企業機會，以進一步審慎分散美國與中國之間的貿易糾紛所產生的風險；及(v)分配更多資源用於升級設施及招聘技能熟練勞工，以滿足客戶各種需求。本集團所採納的所有策略將進一步增強其在未來數年應付未知挑戰的必備實力及核心競爭力。

就貿易業務而言，本集團將繼續分出更多資源，以擴大及發展香港及中國的銷售團隊，從而擴大客戶及優化產品組合。

# Management Discussion and Analysis

## 管理層討論及分析

### Music and Entertainment Business

In Year 2020, the Group will increase its financial resources to expand the entertainment business in the PRC whereas that for the Hong Kong market will be reduced accordingly. The Group has been contracted to produce a famous overseas talent show and it will work with independent parties to film the show in the Greater Bay Area of the PRC. Although promotional activities of this TV show have been delayed by the coronavirus disease 2019 (COVID-19) pandemic, the Group, together with the independent parties mentioned above, will resume the production of the show when the pandemic subsides. Meanwhile, the Group will continue to devote financial resources to produce and release physical albums and, if think fit, invest in potential projects in the PRC and overseas.

### Property Business

In respect of the property development business, apart from the possible disposal or development of the commercial land parcels held by Zhongqing in Qingyuan as mentioned in the business and financial review section of the Property Business above, the Group is also seeking cooperation opportunities with third parties to develop the industrial land located in Qingyuan in these two years. At the beginning of Year 2020, the Group took an active role to discuss and evaluate the potential cooperation with an independent third party who referred a biomedical industrial park project to the Group. At the moment, the Group is still negotiating and working on the details of cooperation with this potential partner and it is very likely for both parties to reach a final deal for cooperation shortly. According to the original planning, the land parcel was to be used by the Group as printing factories. As advised by the potential partner, the Group filed an application to revise the current planning of the land parcel so that it can be redeveloped into an industrial park for rental or sales separately in the future. The Group has received the approval from the local government and will make disclosure on the cooperation details in due course.

The Group plans to construct one block of industrial building on the land parcel and the construction is expected to commence by mid-2020. The construction of the new industrial building will cause no impact on the future cooperation with the potential partner.

### 音樂及娛樂業務

於二零二零年度，本集團將增加其財務資源，以擴大其中國的娛樂業務，香港市場的娛樂業務將因此減少。本集團已就製作海外著名選秀節目訂約，並將與獨立各方合作，在中國大灣區拍攝製作該節目。儘管該電視節目的推廣活動因二零一九年冠狀病毒(COVID-19)流行病被推遲，本集團連同上述獨立各方將於疫情減弱時恢復節目製作。同時，本集團將繼續投入財務資源，以製作發行實體唱片，並（倘適合）投資中國及海外的潛在項目。

### 物業業務

就物業發展業務而言，除可能出售或開發上述物業業務的業務和財務回顧一節所述中清在清遠所持商業地塊外，本集團現亦尋求與第三方的合作機會，以於這兩年內開發位於清遠的工業土地。於二零二零年度初，本集團積極與向本集團推薦生物醫藥產業園項目的獨立第三方討論及評估潛在合作。此時，本集團仍在與該潛在合夥人就合作詳情進行磋商及工作，雙方很可能很快達成最終合作協議。根據原計劃，地塊將被本集團用作印刷工廠。經潛在合夥人建議，本集團已提交申請，以修訂地塊當前的規劃，從而使其日後可被重新開發成用於單獨租賃或銷售的工業園。本集團已收到當地政府批准，並將適時就合作詳情作出披露。

本集團計劃在地塊上建造一棟工業大廈，預計施工將於二零二零年年中開始。建造新工業大廈將不會影響與潛在合夥人之間的未來合作。

# Management Discussion and Analysis

## 管理層討論及分析

In respect of the property investment business, the Group completed the renovation of mini-storage spaces on the ground floor and 1st floor of the Fanling Building during the Year and is pending an approval from relevant government authorities, which is expected to be delayed due to the coronavirus disease 2019 (COVID-19) pandemic. The Group will allocate more resources to promote the mini-storage business and facilitate a rebound of the decreased occupancy rate due to renovation work during the Year.

### Securities Trading Business

The Group expects that the fair value of equity securities listed in Hong Kong may keep fluctuating in the foreseeable future due to the volatile global economy. In light of this, the Group will closely monitor the general market and market data related to the prospective investees before committing to any securities investment, and will pay attention to the performance of the investments after purchasing as well as make necessary adjustment to the investment strategy in a cautious manner so as to alleviate the impact of extreme market swings. The Group will reduce its financial resources for the Securities Trading Business gradually to spare more resources for the development of other business segments.

### Other Business

In view of the significant surge in demand for surgical masks brought about by the coronavirus disease 2019 (COVID-19) pandemic, the Group has decided to establish two production lines of surgical masks in the Fanling Building to meet the huge demand in Hong Kong and overseas. As at the date of this report, the renovation of clean room is in progress and all the machineries and raw materials necessary for the production of surgical masks are expected to be delivered to the Fanling Building by April 2020. The mass production of surgical masks is planned to start thereafter in 2020. Apart from the production of surgical masks, the Group will also consider to further expand its presence in the medical and healthcare product industry.

就物業投資業務而言，本集團於本年度完成粉嶺大廈地下及一樓迷你倉的翻新工作，有待相關政府機構批准，預計因二零一九年冠狀病毒(COVID-19)流行病將被推遲。本集團將分配更多資源，以推廣迷你倉業務，並促進改善本年度翻新工作所導致的出租率下降的情況。

### 證券買賣業務

本集團預計，由於全球經濟波動，於香港上市的股本證券公平值於可預見將來會持續波動。有鑒於此，在承諾進行任何證券投資前，本集團將密切監控與潛在被投資人有關的一般市場及市場數據，並將於收購後關注投資表現以及審慎對投資策略作出必要調整，以緩解極端市場波動的影響。本集團將逐漸減少其用於證券買賣業務的財務資源，以分出更多資源用於開發其他業務分類。

### 其他業務

鑒於二零一九年冠狀病毒(COVID-19)流行病所帶來的外科口罩需求大幅增加，本集團已決定在粉嶺大廈建立兩條外科口罩生產線，以滿足香港及海外的巨大需求，於本報告日期，無塵車間的翻新工作正在進行中，生產外科口罩所必要的所有機器及原材料預計於二零二零年四月送達粉嶺大廈。預計於二零二零年其後時間開始外科口罩的大量生產。除生產外科口罩外，本集團亦將考慮進一步擴大其於醫療及保健產品行業的存在度。



# Management Discussion and Analysis

## 管理層討論及分析

### FOREIGN EXCHANGE RISK

The Group's sales and purchases are principally denominated in Renminbi, Hong Kong dollars and U.S. dollars. Except for RMB, there was no significant fluctuation in the exchange rate of Hong Kong dollars and U.S. dollars during the Year. The management will closely monitor the foreign exchange rate risk of RMB and identify significant adverse impact (if any) it may cause to the Group's operations in the PRC. The Group will consider using appropriate hedging solutions when necessary. The Group did not use any financial instrument for hedging purpose during the Year and it did not have any outstanding hedging instrument as at 31 December 2019.

### CAPITAL EXPENDITURE

During the Year, capital expenditure of the Group for property, plant and equipment amounted to approximately HK\$66.7 million (Year 2018: approximately HK\$48.0 million). The capital expenditure for the Year was mainly attributable to the acquisition of machineries for production in the PRC, the renovation work of two factories in Shenzhen and the construction work conducted on the industrial land in Qingyuan.

### CAPITAL COMMITMENTS

As at 31 December 2019, the Group had capital commitments of approximately HK\$20.3 million (31 December 2018: approximately HK\$5.7 million) which had been contracted for but had not been provided for in the financial statements for the acquisition of property, plant and equipment. The Group did not have any capital commitment for the acquisition of property, plant and equipment that had been authorised but not contracted for in both reporting periods. The Group expects to finance the capital commitments by internal resources.

### CONTINGENT LIABILITIES

The Group did not have any material contingent liabilities as at 31 December 2019 and 2018.

### 外匯風險

本集團之買賣主要以人民幣、港元及美元列值。除人民幣外，港元兌美元之匯率於本年度並無重大波動。管理層將密切監察人民幣之外匯風險，並識別其對本集團中國業務可能造成之重大不利影響（如有）。本集團將考慮按需要採用合適對沖方案。於本年度，本集團並無使用任何金融工具作對沖用途，於二零一九年十二月三十一日亦無任何尚未平倉之對沖工具。

### 資本開支

於本年度，本集團物業、廠房及設備之資本開支約為66,700,000港元（二零一八年度：約48,000,000港元）。本年度的資本開支主要來自購置中國生產業務所用之機器、深圳兩間工廠的翻新工程及清遠工業用地的建設工程。

### 資本承擔

於二零一九年十二月三十一日，本集團就購置物業、廠房及設備之已訂約但未在財務報表撥備之資本承擔約為20,300,000港元（二零一八年十二月三十一日：約5,700,000港元）。本集團於兩個報告期間均無就已獲授權但未訂約之物業、廠房及設備購置作出任何資本承擔。本集團預期以內部資源為資本承擔提供資金。

### 或然負債

於二零一九年及二零一八年十二月三十一日，本集團並無任何重大或然負債。

# Management Discussion and Analysis

## 管理層討論及分析

### PLEDGE OF ASSETS

As at 31 December 2019, the Group had pledged leasehold building and investment properties with an aggregate carrying value of approximately HK\$217.0 million (31 December 2018: approximately HK\$233.5 million) to secure the mortgage loan of certain investment properties and general banking facilities granted to the Group. Save as aforesaid, no other assets were pledged by the Group as at 31 December 2019.

### SHARE CAPITAL AND CAPITAL STRUCTURE

There was no change in the share capital and capital structure of the Company during the Year.

### HUMAN RESOURCES

As at 31 December 2019, the Group had approximately 1,520 full-time employees (31 December 2018: approximately 1,600). Total staff costs (including Directors' remuneration) for the Year were approximately HK\$173.0 million (Year 2018: approximately HK\$175.3 million).

The remuneration schemes of the Group are generally structured with reference to market conditions and the qualifications of the employees and the reward packages, including discretionary bonus, for the staff are generally reviewed on an annual basis, depending on the staff's and the Group's performance. Apart from salary payments and contributions to retirement benefit schemes, other staff benefits include participation in share option scheme and medical insurance for eligible employees. In-house and external training programmes are also provided as and when required.

### 資產質押

於二零一九年十二月三十一日，本集團已將賬面總值約217,000,000港元（二零一八年十二月三十一日：約233,500,000港元）之租賃樓宇及投資物業質押，以作為若干投資物業之按揭貸款及本集團獲授之一般銀行融資之擔保。除上述者外，本集團於二零一九年十二月三十一日概無質押其他資產。

### 股本及股本架構

本公司之股本及股本架構於本年度內並無任何變動。

### 人力資源

於二零一九年十二月三十一日，本集團共有約1,520名（二零一八年十二月三十一日：約1,600名）全職僱員。於本年度，員工總成本（包括董事薪酬）約為173,000,000港元（二零一八年度：約175,300,000港元）。

本集團薪酬待遇的構成一般參考市況及僱員資歷而釐定，而員工之待遇（包括酌情花紅）通常每年按照員工表現及本集團業績進行檢討。除薪金及退休福利計劃供款外，其他員工福利包括讓合資格僱員參與購股權計劃及為彼等投購醫療保險。本集團亦按需要提供內部及外界培訓計劃。

# Management Discussion and Analysis

## 管理層討論及分析

### EVENTS AFTER REPORTING PERIOD

#### (1) Termination agreement in relation to the lease agreement and the new lease agreement

Reference is made to the announcements of the Company dated 30 October 2019 and 8 January 2020 respectively. On 8 January 2020, 錦翰印刷(深圳)有限公司 (unofficial English translation being Kam Hon Printing (Shenzhen) Company Limited), a wholly-owned subsidiary of the Company, entered into a termination agreement with the landlord, pursuant to which the lease agreement and supplemental agreements both dated 30 October 2019 ("Previous Agreements") are terminated with effect from 8 January 2020 as the landlord is unable to fulfill certain conditions which are prerequisite to the use of the leased premises under the Previous Agreements. As a result of the termination of the Previous Agreements, 雅大印刷(清遠)有限公司 (unofficial English translation being The Greatime Printing (Qingyuan) Company Limited), a wholly-owned subsidiary of the Company, entered into a new lease agreement with another landlord on the same date in respect of the lease of the factory premises situated at Building No.3, No.8 Shangsha Zhongnan South Road, Shangsha Community, Chang'an Town, Dongguan City, Guangdong Province, the PRC (中國廣東省東莞市長安鎮上沙社區上沙中南南路8號3號樓) for a term of 5 years.

#### (2) Proposed rights issue

Reference is made to the announcements of the Company dated 10 January 2020, 31 January 2020 and 28 February 2020 respectively. On 10 January 2020, the Company proposed to raise gross proceeds of approximately HK\$101.46 million (before deduction of the estimated costs and expenses to be incurred) on the basis of two (2) rights shares for every one (1) share held on the record date by issuing 507,278,912 rights shares at the subscription price of HK\$0.20 per rights share. The proposed rights issue will be subject to the approval of the independent shareholders of the Company at the general meeting.

### 報告期後事項

#### (1) 有關租賃協議之終止協議及新租賃協議

茲提述本公司日期分別為二零一九年十月三十日及二零二零年一月八日之公告。於二零二零年一月八日，由於業主未能達成先前協議項下對使用租賃物業而言屬必須之若干條件，故錦翰印刷(深圳)有限公司(為本公司之全資附屬公司)與業主訂立終止協議，據此，兩份日期均為二零一九年十月三十日的租賃協議及補充協議(「先前協議」)被終止，自二零二零年一月八日起生效。由於先前協議被終止，雅大印刷(清遠)有限公司於同日與另一名業主訂立新租賃協議，內容有關租賃位於中國廣東省東莞市長安鎮上沙社區上沙中南南路8號3號樓之廠房物業，租期為5年。

#### (2) 建議供股

茲提述本公司日期分別為二零二零年一月十日、二零二零年一月三十一日及二零二零年二月二十八日之公告。於二零二零年一月十日，本公司建議按於記錄日期每持有一(1)股股份獲發兩(2)股供股股份之基準，以認購價每股供股股份0.20港元發行507,278,912股供股股份，藉以籌集所得款項總額約101,460,000港元(扣除估計將產生的成本及開支前)。建議供股將須待本公司獨立股東於股東大會上批准方可作實。

## Management Discussion and Analysis 管理層討論及分析

### (3) Coronavirus Disease 2019 (COVID-19)

Since January 2020, the outbreak of coronavirus disease (COVID-19) has impacted the global business environment. Up to the date of this report, coronavirus disease (COVID-19) has not resulted in material impact to the Group. Pending on the subsequent development and spread of coronavirus disease COVID-19, further changes in economic conditions for the Group arising thereof may have impact on the financial results of the Group. The extent of effect could not be estimated as at the date of this report. The Group will keep continuous attention on the situation of coronavirus disease (COVID-19) and react actively to its impact on the financial position and operating results of the Group.

### (3) 二零一九年冠狀病毒病 (COVID-19)

自二零二零年一月起，冠狀病毒病 (COVID-19) 疫情已影響全球商業環境。直至本報告日期，冠狀病毒病 (COVID-19) 尚未對本集團造成重大影響。待冠狀病毒病 (COVID-19) 的後續發展及爆發，其對本集團經濟狀況造成的進一步變動可能會對本集團的財務業績造成影響。於本報告日期，尚無法估計影響程度。本集團將繼續關注冠狀病毒病 (COVID-19) 的狀況，並積極應對其對本集團財務狀況及經營業績所造成的影響。

# Corporate Governance Report

## 企業管治報告

The Board (the “Board”) of directors (the “Directors”) of Newway Group Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) is pleased to present this Corporate Governance Report in the annual report of the Company for the year ended 31 December 2019 (the “Year”).

The Company acknowledges the important roles of the Board in providing effective leadership and direction to the Company’s business and ensuring transparency and accountability of the Company operations. The Board recognises that good corporate governance practices are vital to maintain and promote shareholder value and investor confidence and has adopted the code provisions as set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Listing Rules. The Company is committed to enhancing and reviewing its corporate governance practices from time to time to ensure that they align with the latest development of the Group.

In the opinion of the Board, save for the deviations disclosed in this Corporate Governance Report, the Company has applied the principles of and complied with the code provisions set out in the CG Code throughout the Year.

## THE BOARD

### Responsibilities

The overall management of the Company’s business is vested in the Board, which assumes responsibility for leadership and control of the Company and is responsible for promoting the success of the Company by directing and supervising its affairs. All Directors take decisions objectively in the interests of the Company and in the attainment of the objective of creating value to the shareholders of the Company. Every Director carries out his duty in good faith in compliance with the standards of applicable laws and regulations and acts in the interests of the Company and its shareholders as a whole at all times.

### Board Composition

The Board comprises eight members during the Year and as at the date of this Corporate Governance Report, which include two executive Directors, three non-executive Directors and three independent non-executive Directors. The composition of the Board has a balance of expertise, skills and experience necessary for independent decision-making.

Newway Group Holdings Limited 中星集團控股有限公司\* (「本公司」，連同其附屬公司，統稱「本集團」) 董事(「董事」)會(「董事會」)欣然在本公司截至二零一九年十二月三十一日止年度(「本年度」)之年報內呈列本企業管治報告。

本公司知悉董事會在提供有效領導及指引本公司業務，以及確保本公司運作之透明度及問責性方面扮演重要角色。董事會認同良好之企業管治常規對保持及提高股東價值及投資者信心十分重要，並已採納上市規則附錄十四所載企業管治守則(「企業管治守則」)所載之守則條文。本公司致力於提升其企業管治常規，並不時作出檢討，以確保其配合本集團之最新發展。

董事會認為，除本企業管治報告所披露之偏離外，本公司於本年度已應用企業管治守則之原則並遵守企業管治守則所載之守則條文。

## 董事會

### 責任

董事會負責本公司之整體業務管理，負責帶領及掌管本公司，並肩負領導及監督本公司業務以推動本公司成功之責任。全體董事基於本公司利益及達致為本公司股東創造價值之目標，客觀地作出決定。各董事按照適用法律及法規之準則，秉誠執行職責，並時刻以本公司及其股東之整體利益行事。

### 董事會組成

董事會於本年度及於本企業管治報告日期共有八名成員，包括兩名執行董事、三名非執行董事及三名獨立非執行董事，董事會的組成體現專長、技能及經驗之均衡，使董事會得以作出獨立決策。

\* 僅供識別

# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Board Composition (Continued)

The Board comprises the following Directors during the Year and up to the date of this Corporate Governance Report:

##### *Executive Directors:*

Mr. SUEK Ka Lun, Ernie (*Chairman*)

Mr. SUEK Chai Hong (*Chief Executive Officer*)

##### *Non-executive Directors:*

Dr. NG Wai Kwan

Mr. CHAN Kwing Choi, Warren

Mr. WONG Sun Fat

##### *Independent non-executive Directors:*

Mr. LEE Kwok Wan

Mr. LAI Sai Wo, Ricky

Mr. CHU Gun Pui

##### *Alternate Director:*

Mr. LAU Kam Cheong (*alternate Director to Dr. NG Wai Kwan*)

The audit committee of the Board (the "Audit Committee") comprises the following members during the Year and up to the date of this Corporate Governance Report:

Mr. LEE Kwok Wan (*chairman*)

Mr. WONG Sun Fat

Mr. LAI Sai Wo, Ricky

### 董事會 (續)

#### 董事會組成 (續)

於本年度及直至本企業管治報告日期，董事會由以下董事組成：

##### *執行董事：*

薛嘉麟先生 (主席)

薛濟匡先生 (行政總裁)

##### *非執行董事：*

吳惠群博士

陳焯材先生

黃新發先生

##### *獨立非執行董事：*

李國雲先生

賴世和先生

朱瑾沛先生

##### *替任董事：*

劉錦昌先生 (吳惠群博士之替任董事)

於本年度及直至本企業管治報告日期，董事會審核委員會 (「審核委員會」) 由下列成員組成：

李國雲先生 (主席)

黃新發先生

賴世和先生

# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Board Composition (Continued)

The remuneration committee of the Board (the “Remuneration Committee”) comprises the following members during the Year and up to the date of this Corporate Governance Report:

Mr. LEE Kwok Wan (*chairman*)  
Mr. WONG Sun Fat  
Mr. LAI Sai Wo, Ricky

The names of the Directors on the relevant dates are disclosed in all corporate communications issued by the Company pursuant to the Listing Rules.

Mr. SUEK Chai Hong, the chief executive officer of the Company (the “Chief Executive Officer”), is the uncle of Mr. SUEK Ka Lun, Ernie, the chairman of the Company (the “Chairman”). The detailed relationships among members of the Board are disclosed under the section headed “Biographical Details of Directors and Senior Executives” on pages 49 to 53.

During the Year, the Board has at all times met the requirements of the Listing Rules relating to (i) the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise; and (ii) the appointment of independent non-executive Directors representing at least one-third of the Board.

### 董事會 (續)

#### 董事會組成 (續)

於本年度及直至本企業管治報告日期，董事會薪酬委員會（「薪酬委員會」）由下列成員組成：

李國雲先生 (主席)  
黃新發先生  
賴世和先生

根據上市規則，於相關日期之董事姓名在本公司刊發之所有公司通訊中均有披露。

本公司行政總裁（「行政總裁」）薛濟匡先生為本公司主席（「主席」）薛嘉麟先生之叔父。董事會各成員間之關係已在第49頁至第53頁之「董事及高級行政人員之簡歷」一節中詳細披露。

於本年度，董事會一直符合上市規則之規定，包括：(i)委任最少三名獨立非執行董事，而當中最少一名獨立非執行董事具備恰當專業資歷或會計或相關財務管理專長；及(ii)委任佔董事會最少三分之一之獨立非執行董事。

# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Board Composition (Continued)

The Company has received written annual confirmation from each existing independent non-executive Director of his independence pursuant to the requirements of the Listing Rules. The Company considers all existing independent non-executive Directors to be independent in accordance with the independence guidelines set out in the Listing Rules.

The non-executive Directors bring a wide range of business and financial expertise and experiences to the Board. Through participation in Board meetings and serving on Board committees, all non-executive Directors make various contributions to the effective direction of the Company.

#### Chairman and Chief Executive Officer

The positions of the Chairman and the Chief Executive Officer are held by different persons in order to preserve independence and a balanced judgement of views. The Chairman, Mr. SUEK Ka Lun, Ernie, is responsible for the effective functioning of the Board in accordance with good corporate governance practices and is also responsible for chairing the meetings, managing the operations of the Board and ensuring that all major and appropriate issues are discussed by the Board in a timely and constructive manner. The Chief Executive Officer, Mr. SUEK Chai Hong, is responsible for running the Company's businesses and developing and implementing the Group's strategic plans and business goals.

Despite that the Chief Executive Officer and the Chairman are uncle and nephew, they consider issues and make decisions independently.

### 董事會 (續)

#### 董事會組成 (續)

本公司已接獲各在任獨立非執行董事根據上市規則之規定每年就本身獨立性而發出之書面確認。根據上市規則所載之獨立性指引，本公司認為全體在任獨立非執行董事均屬獨立人士。

非執行董事為董事會注入廣泛之業務及財務專業知識及經驗。透過參與董事會會議及擔任董事會委員會成員，全體非執行董事對有效領導本公司方面貢獻良多。

#### 主席及行政總裁

主席及行政總裁之職務分別由不同人士擔任，以便保持獨立性及作出判斷時有平衡意見。主席薛嘉麟先生負責使董事會根據良好之企業管治常規有效運作，亦負責主持董事會會議以及管理董事會之運作，確保董事會能適時就所有重大及適當事宜進行有建設性討論。行政總裁薛濟匡先生負責本公司業務之運作，制訂及執行本集團之策略計劃及落實業務目標。

儘管行政總裁與主席為叔姪關係，但彼等均能獨立考慮問題並作出決定。



# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Appointment and Re-election of Directors

Each of the existing non-executive Directors and independent non-executive Directors has signed a letter of appointment with the Company. Mr. LEE Kwok Wan was appointed for a term of three years from 5 April 2019 to 4 April 2022, Mr. LAI Sai Wo, Ricky was appointed for a term of three years from 19 April 2017 to 18 April 2020, and Mr. CHU Gun Pui was appointed for a term of three years from 23 June 2017 to 22 June 2020. Save for the above, all other non-executive Directors have a term of appointment which commenced from 1 April 2019 and will continue for a period of three years until 31 March 2022. The term of appointment of each Director is subject to retirement by rotation and re-election in accordance with the Company's bye-laws (the "Bye-laws") and the Listing Rules and the terms and conditions of their respective letters of appointment.

The procedures and process of appointment, re-election and removal of Directors are laid down in the Bye-laws and the nomination policy adopted by the Company in December 2018. Please refer to the paragraph headed "Nomination of Directors" below for further details of the nomination policy of the Company.

### 董事會 (續)

#### 委任及重選董事

各在任非執行董事及獨立非執行董事已與本公司簽訂委任書。李國雲先生之任期由二零一九年四月五日起至二零二二年四月四日止為期三年，賴世和先生之任期由二零一七年四月十九日起至二零二零年四月十八日止為期三年，而朱瑾沛先生之任期由二零一七年六月二十三日起至二零二零年六月二十二日止為期三年。除上述者外，所有其他非執行董事之任期均由二零一九年四月一日起至二零二二年三月三十一日止為期三年。各董事之任期均須按照本公司之公司細則（「細則」）、上市規則以及各委任書之條款及條件輪值退任及重選。

董事的委任、重選及罷免程序及流程均載於細則及本公司於二零一八年十二月採納的提名政策。有關本公司的提名政策之進一步詳情，請參閱下文「提名董事」一段。

# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Induction and Continuing Development for Directors

The Directors are encouraged to attend external seminars and training programmes at the Company's expense to update themselves with the legal and regulatory developments and the business and market changes to facilitate the discharge of their responsibilities. Briefings and professional development trainings will be arranged for the Directors whenever necessary.

#### Professional Training for Directors

Each of the existing Directors, namely Mr. SUEK Ka Lun, Ernie, Mr. SUEK Chai Hong, Dr. NG Wai Kwan, Mr. CHAN Kwing Choi, Warren, Mr. WONG Sun Fat, Mr. LEE Kwok Wan, Mr. LAI Sai Wo, Ricky, Mr. CHU Gun Pui and Mr. LAU Kam Cheong confirmed to the Company that he had complied with provision A.6.5 of the CG Code during the Year by reading all materials provided by the company secretary of the Company (the "Company Secretary") and/or attending trainings on the topics relating to the updates on the new requirements under the Listing Rules launched by professional parties.

### COMPANY SECRETARY

Ms. CHEUNG Yuk Shan joined the Group as the Company Secretary since 23 August 2010. Acting as the Company Secretary, Ms. CHEUNG Yuk Shan reports to the Board and is responsible for advising the Board on corporate governance matters. She has taken not less than 15 hours of relevant professional training during the Year in compliance with Rule 3.29 of the Listing Rules.

#### Board Meetings, Board Committee Meetings and General Meetings

##### *Board practices and conduct of meetings*

Notices of regular Board meetings were served to all Directors at least 14 days before the meetings during the Year. For other Board and committee meetings, reasonable notices were given.

### 董事會 (續)

#### 董事之就職及持續發展

本公司亦鼓勵董事出席坊間研討會及培訓課程，一切費用由本公司支付，以獲悉最新之法律及法規發展情況，以及業務及市場變化，協助其履行職責。本公司亦會於有需要時為董事安排簡介及專業發展培訓。

#### 董事專業培訓

各在任董事，即薛嘉麟先生、薛濟匡先生、吳惠群博士、陳焯材先生、黃新發先生、李國雲先生、賴世和先生、朱瑾沛先生及劉錦昌先生均向本公司確認，彼等於本年度已閱覽本公司之公司秘書（「公司秘書」）提供之所有資料，及／或出席由專業團體所舉辦、題目與上市規則新規定之更新有關的培訓，故已遵守企業管治守則第A.6.5條條文。

### 公司秘書

張玉珊小姐自二零一零年八月二十三日起加入本集團出任公司秘書。作為公司秘書，張玉珊小姐向董事會匯報，負責就企業管治事宜向董事會提供意見。彼已根據上市規則第3.29條於本年度接受不少於15個小時之相關專業培訓。

#### 董事會會議、董事委員會會議及股東大會

##### *董事會會議常規及程序*

於本年度召開之定期董事會會議於至少14天前向全體董事發出通知。至於其他董事會會議及委員會會議，亦已給予合理通知。

# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Board Meetings, Board Committee Meetings and General Meetings (Continued)

##### *Board practices and conduct of meetings (Continued)*

Board papers together with all appropriate, complete and reliable information were sent to all Directors at least three days before each Board meeting or committee meeting during the Year to keep the Directors apprised of the latest development and financial position of the Company and to enable them to make informed decisions. The Board and each Director also had separate and independent access to the senior management whenever necessary.

The Company Secretary is responsible for taking and keeping minutes of all Board meetings and committee meetings. During the Year, draft minutes were normally circulated to the Directors for comment within a reasonable time after each meeting and the final version was open for the Directors' inspection.

The Bye-laws contain provisions, with certain permitted exemptions, requiring Director(s) to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Director(s) or any of their respective associates have a material interest.

### 董事會 (續)

#### 董事會會議、董事委員會會議及股東大會 (續)

##### *董事會會議常規及程序 (續)*

董事會文件連同一切適當、完整及可靠之資料已於本年度董事會會議或委員會會議召開之前至少三天寄發予全體董事，以便董事獲悉本公司之最新發展及財政狀況，並在知情情況下作出決定。在有需要時董事會及每名董事，均可個別及自行接觸高級管理人員。

公司秘書負責記錄及保存所有董事會會議及委員會會議之記錄。於本年度，會議記錄初稿一般已於各會議完結後合理時間內分發予董事，以收集董事之意見，最終版本可供董事查閱。

細則載有條文及若干獲准許豁免，規定在批准董事或彼等各自之任何聯繫人擁有重大利益之交易之會議上，有關董事須放棄投票表決，亦不獲計算在有關會議之法定人數內。

# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Board Meetings, Board Committee Meetings and General Meetings (Continued)

##### *Directors' attendance records*

During the Year, the Board held four meetings, two of which were regular Board meetings for reviewing and approving the financial and operating performance of the Group. The Company did not announce its quarterly results and hence did not consider the holding of quarterly meetings necessary.

Provision A.6.7 of the CG Code requires the independent non-executive Directors and other non-executive Directors to attend general meetings of the Company and develop a balanced understanding of the views of the shareholders. During the Year, (i) except Mr. WONG Sun Fat who did not attend the special general meeting of the Company held on 18 April 2019; (ii) except Mr. CHU Gun Pui who did not attend the annual general meeting of the Company held on 21 June 2019; and (iii) except Dr. NG Wai Kwan and Mr. LAI Sai Wo, Ricky who did not attend the special general meeting of the Company held on 12 August 2019, all independent non-executive Directors and other non-executive Directors attended all general meetings during the Year.

### 董事會 (續)

#### 董事會會議、董事委員會會議及股東大會 (續)

##### *董事出席記錄*

於本年度，董事會曾舉行四次會議，其中兩次為董事會就審閱及批准本集團財務及營運業績所舉行之定期會議。本公司並無公佈季度業績，因此認為並無必要舉行季度會議。

企業管治守則第A.6.7條條文規定，獨立非執行董事及其他非執行董事須參加本公司股東大會並全面了解股東的意見。於本年度，(i)除黃新發先生並無出席於二零一九年四月十八日舉行的本公司股東特別大會；(ii)除朱瑾沛先生並無出席於二零一九年六月二十一日舉行的本公司股東週年大會；及(iii)除吳惠群博士及賴世和先生並無出席於二零一九年八月十二日舉行的本公司股東特別大會外，所有獨立非執行董事及其他非執行董事已於本年度悉數出席所有股東大會。

# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Board Meetings, Board Committee Meetings and General Meetings (Continued)

##### Directors' attendance records (Continued)

The individual attendance record of each Director at the meetings of the Board, the Board committees and at the general meetings of the Company for the Year is set out below:

Name of Directors	Attendance/Number of meetings held during the Year 於本年度出席次數/會議舉行次數					
	Board	Audit Committee	Remuneration Committee	Special General Meeting held on 18 April 2019 於二零一九年四月十八日舉行之股東特別大會	Special General Meeting held on 12 August 2019 於二零一九年八月十二日舉行之股東特別大會	Annual General Meeting held on 21 June 2019 於二零一九年六月二十一日舉行之股東週年大會
董事姓名	董事會	審核委員會	薪酬委員會	股東特別大會	股東特別大會	股東週年大會
<b>Executive Directors</b>	<b>執行董事</b>					
- Mr. SUEK Ka Lun, Ernie (Chairman)	- 薛嘉麟先生 (主席)	4/4	N/A 不適用	N/A 不適用	0/1	1/1
- Mr. SUEK Chai Hong (Chief Executive Officer)	- 薛濟匡先生 (行政總裁)	4/4	N/A 不適用	N/A 不適用	1/1	1/1
<b>Non-executive Directors</b>	<b>非執行董事</b>					
- Dr. NG Wai Kwan (Note)	- 吳惠群博士 (附註)	3/4	N/A 不適用	N/A 不適用	1/1	0/1
- Mr. CHAN Kwing Choi, Warren	- 陳焯材先生	4/4	N/A 不適用	N/A 不適用	1/1	1/1
- Mr. WONG Sun Fat	- 黃新發先生	4/4	2/2	2/2	0/1	1/1
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>					
- Mr. LEE Kwok Wan	- 李國雲先生	4/4	2/2	2/2	1/1	1/1
- Mr. LAI Sai Wo, Ricky	- 賴世和先生	4/4	2/2	2/2	1/1	0/1
- Mr. CHU Gun Pui	- 朱瑾沛先生	4/4	N/A 不適用	N/A 不適用	1/1	1/1

Note:

The board meeting of the Company held on 19 August 2019 was attended by his alternate director.

### 董事會 (續)

#### 董事會會議、董事委員會會議及股東大會 (續)

##### 董事出席記錄 (續)

以下所載為各董事於本年度出席本公司董事會會議、董事委員會會議及股東大會之記錄：

附註：

於二零一九年八月十九日舉行之本公司董事會會議由其替任董事出席。

# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Model Code for Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules as the code of conduct regarding Directors’ securities transactions.

The Company has made specific enquiry of all Directors and the Directors have confirmed that they have complied with the required standards set out in the Model Code throughout the Year.

The Company has also established written guidelines on terms no less exacting than the Model Code (the “Employees Written Guidelines”) for securities transactions by employees who are likely to be in possession of unpublished inside information of the Company.

No incident of non-compliance of the Employees Written Guidelines was noted by the Company during the Year.

#### DIRECTORS’ INSURANCE

The Company has arranged appropriate liability insurance for the directors and officers of the Group for indemnifying their liabilities arising from corporate activities. The insurance coverage is reviewed on an annual basis.

#### DELEGATION

In practice, the Board takes responsibility for decision making in all major matters of the Company including the approval and monitoring of all policy matters, the setting of objectives and overall strategies, internal controls and risk management systems, material transactions (in particular those may involve a conflict of interests), appointment of Directors and other significant financial and operational matters. The day-to-day management, administration and operation of the Company are delegated to the senior executives. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by these senior executives and they have the Board’s full support in the discharge of their responsibilities.

### 董事會 (續)

#### 證券交易之標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)，作為有關董事證券交易的行為守則。

本公司已向全體董事作出具體查詢，而董事確認彼等於本年度一直遵守標準守則所載的規定標準。

本公司亦已就有機會管有本公司未經公佈內幕消息之僱員進行之證券交易，按不比標準守則寬鬆之條款制訂書面指引(「僱員書面指引」)。

於本年度，本公司並未發現任何違反僱員書面指引之事件。

#### 董事保險

本公司已為本集團董事及高級人員安排適當之責任保險，就彼等因公司活動而引起之責任作出彌償。承保範圍每年進行檢討。

#### 權力轉授

實際上，董事會負責本公司一切重要決策，包括批准及監察所有政策事宜、釐定目標及整體策略、內部監控及風險管理系統、重大交易(尤其是可能涉及利益衝突之交易)、委任董事及其他有關財務及營運之重大事項。本公司之日常管理、行政及營運則交由高級行政人員主理。轉授之職能及工作定期作出檢討。高級行政人員訂立任何重大交易前必須獲得董事會批准，而董事會會全力支持彼等履行職責。

# Corporate Governance Report

## 企業管治報告

### DELEGATION (Continued)

All Directors have full and timely access to all relevant information as well as the advice and services of the Company Secretary, with a view to ensuring that Board procedures and all applicable rules and regulations are followed. Each Director is normally able to seek independent professional advice in appropriate circumstances at the Company's expense, upon making request to the Board.

The Board has established three committees, namely, the Remuneration Committee, the Audit Committee and the investment management committee (the "Investment Management Committee") for overseeing particular aspects of the Company's affairs. All Board committees are established with defined written terms of reference.

### Remuneration Committee

As at the date of this Corporate Governance Report, the Remuneration Committee comprises two independent non-executive Directors, namely Mr. LEE Kwok Wan (chairman) and Mr. LAI Sai Wo, Ricky, and one non-executive Director, namely Mr. WONG Sun Fat, the majority of them was independent non-executive Directors.

The primary functions of the Remuneration Committee include making recommendations on the remuneration policy and structure and remuneration packages of the executive Directors and the senior management. The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his associates will participate in deciding such Director's remuneration. Remuneration of each Director is determined by reference to the Group's operating results, the duties and responsibilities of the Director with the Company, the performance of the Director and the Company as well as market practice and conditions. The Remuneration Committee shall consult the Chairman and/or the Chief Executive Officer in relation to its proposals relating to the remuneration of the executive Directors and shall have access to professional advice at the Company's expense, if necessary.

### 權力轉授 (續)

全體董事均可隨時取得一切有關資料，以及得到公司秘書之意見及服務，務求確保遵從董事會規程及一切適用規則及規例。在適當情況下，各董事一般可向董事會提出要求尋求獨立專業意見，費用由本公司支付。

董事會已成立三個委員會，分別為薪酬委員會、審核委員會及投資管理委員會（「投資管理委員會」），以監察本公司特定層面之事務。所有董事委員會均以書面設定職權範圍。

### 薪酬委員會

於本企業管治報告日期，薪酬委員會由兩名獨立非執行董事，即李國雲先生（主席）及賴世和先生，以及一名非執行董事，即黃新發先生組成，大部分成員均為獨立非執行董事。

薪酬委員會之首要職責包括建議執行董事及高級管理人員之薪酬政策與架構及薪酬方案。薪酬委員會亦負責建立具透明度之程序以制訂該等薪酬政策與架構，從而確保董事或其任何聯繫人不會參與釐定有關董事之薪酬。每名董事之薪酬乃參考本集團之營運業績、董事於本公司的職責、董事之表現及本公司之業績以及市場慣例及市況釐定。薪酬委員會須就其有關執行董事之薪酬建議徵詢主席及／或行政總裁之意見，並可於有需要時尋求專業意見，費用由本公司支付。

# Corporate Governance Report

## 企業管治報告

### DELEGATION (Continued)

#### Remuneration Committee (Continued)

During the Year, the Remuneration Committee held two meetings to review the remuneration of the existing Directors and senior management and made recommendation to the Board in relation thereto.

The written terms of reference for the Remuneration Committee is posted on the websites of the Company ([www.newwaygroup.com.hk](http://www.newwaygroup.com.hk)) and of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and is available to shareholders upon request.

#### Investment Management Committee

For the purpose of effective and timely management of the investment matters of the Company, and in order to cope with the Company's business development in the future, a committee of the Board known as the Investment Management Committee was established in March 2014 for identifying, assessing and analysing all investment opportunities for the Group and to make recommendations on acquisition and/or disposal of the Group to the Board from time to time.

The Investment Management Committee comprises five members, namely Mr. SUEK Ka Lun, Ernie (Chairman), Mr. SUEK Chai Hong, Mr. CHAN Kwing Choi, Warren, Mr. CHOW Yun Cheung, and Ms. CHEUNG Yuk Shan throughout the Year and up to the date of this Corporate Governance Report, all of whom possess experience and familiarity with financial and investment analysis.

During the Year, the Investment Management Committee held two meetings and all members of the Investment Management Committee attended such meetings.

### 權力轉授 (續)

#### 薪酬委員會 (續)

於本年度，薪酬委員會曾舉行兩次會議，以檢討在任董事及高級管理人員之薪酬，並就有關事項向董事會提供建議。

薪酬委員會之書面職權範圍已列載本公司網站([www.newwaygroup.com.hk](http://www.newwaygroup.com.hk))及聯交所網站([www.hkexnews.hk](http://www.hkexnews.hk))，股東亦可要求索閱。

#### 投資管理委員會

為有效及適時管理本公司之投資事宜，並應付本公司未來業務發展，董事會已於二零一四年三月成立名為投資管理委員會之董事會委員會，為本集團物色、評估及分析所有投資商機，以及不時就本集團的收購及／或出售事宜向董事會提供推薦建議。

於本年度全年及直至本企業管治報告日期，投資管理委員會由五名成員組成，分別為薛嘉麟先生（主席）、薛濟匡先生、陳焯材先生、周潤璋先生及張玉珊小姐，彼等均具備財務及投資分析經驗及知識。

於本年度，投資管理委員會曾舉行兩次會議，全體成員均有出席會議。



# Corporate Governance Report

## 企業管治報告

### NOMINATION OF DIRECTORS

The Board has not established a nomination committee which was in deviation of Provisions A.5.1 to A.5.5 of the CG Code. At present, the Company does not consider it necessary to have a nomination committee as the full Board is responsible for reviewing the structure, size and composition of the Board and the appointment of new Directors from time to time, so as to ensure that it has a balanced composition of candidates appropriate for the requirements of the businesses of the Company. The Board as a whole is also responsible for assessing the independence of the independent non-executive Directors and reviewing the succession plan for the Directors, in particular the chairman of the Board.

Since December 2018, the Company has adopted a nomination policy ("Nomination Policy") for the nomination of directors so as to ensure the Board has the appropriate balance of skills, experience and diversity of perspectives that are required to support the execution of the Company's business strategy and in order for the Board to be effective.

The Board has primary responsibility for identifying suitably qualified candidates to become members of the Board and making recommendations to shareholders of the Company for election as Directors at general meetings or appoint Directors to fill casual vacancies, and in carrying out this responsibility, will give adequate consideration to the Nomination Policy.

According to the Nomination Policy, Board appointments will be made on merit and candidates will be considered against objective criteria. In assessing the suitability of a proposed Director, the Board will consider the candidate's academic background and qualifications; experience in the industry; character and integrity; willingness and capacity to devote adequate time in the discharge of a director's duties; and will also consider whether the candidate can contribute to the Board a diversity of perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

Any Board member may nominate or invite a candidate for appointment as a Director for consideration. The Board shall evaluate the personal profile of each of the candidates based on the criteria as set out in the Nomination Policy. The Board shall also undertake adequate due diligence in respect of each candidate and make recommendation for the Board's consideration and approval.

### 提名董事

董事會尚未成立提名委員會，此舉偏離企業管治守則第A.5.1條至第A.5.5條條文。目前，由於董事會全體負責不時審閱董事會之架構、人數及組成以及委任新董事，以確保於配合本公司業務所需之候選人組成方面達致平衡，故本公司認為目前毋須設立提名委員會。董事會全體共同負責評估獨立非執行董事之獨立性及審閱董事（尤其是董事會主席）之繼任計劃。

自二零一八年十二月起，本公司已就提名董事採納提名政策（「提名政策」），以確保董事會成員在技巧、經驗及觀點多樣化方面保持適當的平衡，以支持本公司業務策略的執行及令董事會有效運作。

董事會主要負責物色董事會成員之合適候選人並向本公司股東提出建議，以於股東大會上選舉董事或委任董事填補臨時空缺，而於履行此責任時亦將充分考慮提名政策。

根據提名政策，董事會所有委任均以用人唯才為原則，以客觀標準考慮候選人。在評估擬議董事是否適合時，董事會將考慮候選人的學術背景及資格、行業經驗、品格與品德、是否願意及能夠投入足夠的時間履行董事職責，亦將考慮候選人是否可以向董事會提供多元化觀點，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年限。

任何董事會成員均可提名或邀請候選人擔任董事以供審議。董事會須根據提名政策所載標準評估每位候選人的個人資料。董事會亦須對每位候選人進行充分之盡職審查，並提出推薦建議以供董事會審議及批准。

# Corporate Governance Report

## 企業管治報告

### CORPORATE GOVERNANCE FUNCTION

The Board has not established a corporate governance committee. Instead, the full Board is responsible for performing the corporate governance function such as developing and reviewing the policies and practices of the Company on corporate governance, reviewing and monitoring the training and continuous professional development of the Directors and senior management, reviewing the policies and practices of the Company on compliance with legal and regulatory requirements and developing and reviewing and monitoring the codes of conduct applicable to employees and Directors. During the Year, the Board reviewed the Company's compliance with the CG Code and the disclosure in this Corporate Governance Report.

### BOARD DIVERSITY

The Board has adopted a board diversity policy since 1 September 2013 (the "Board Diversity Policy"). In assessing the Board composition, the Board would consider various aspects set out in the Board Diversity Policy, including but not limited to gender, age, cultural and educational background, knowledge, professional experience and skills. The ultimate decision will be based on merit and the contribution that the selected candidates may bring to the Board. Despite the Board does not consist of any female members as at the date of this Corporate Governance Report, the Board considers that an appropriate balance of diversity in terms of experience and knowledge of the Board has been maintained.

### ACCOUNTABILITY AND AUDIT

#### Directors' Responsibilities in respect of Financial Statements

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the Year.

The Board is responsible for presenting a balanced, clear and understandable assessment in annual and interim reports, price-sensitive announcements and other disclosures required under the Listing Rules and other regulatory requirements.

The management provides such explanation and information to the Board so as to enable the Board to make an informed assessment of the financial information put to the Board for approval and the financial position of the Company.

Further explanation as to how the Company generates or preserves value over the longer term and the strategy for delivering the Company's objectives is set out under "Management Discussion and Analysis" from pages 6 to 27 of this report.

### 企業管治職能

董事會並無成立企業管治委員會，惟由全體董事會負責履行企業管治職能，例如制訂及檢討本公司之企業管治政策及常規、檢討及監察董事及高級管理人員之培訓及持續專業發展、檢討本公司遵守法律及監管規定之政策及常規，以及制訂、檢討及監察適用於僱員及董事的行為守則。於本年度，董事會已檢討本公司有關企業管治守則之合規情況及於本企業管治報告中所作之披露。

### 董事會多元化

自二零一三年九月一日起，董事會已採納董事會多元化政策（「董事會多元化政策」）。在評估董事會組成時，董事會會考慮董事會多元化政策所載之不同範疇，包括但不限於性別、年齡、文化及教育背景、知識、專業經驗及技能。最終決定將本着用人唯材，以及候選人可為董事會帶來之貢獻為宗旨。儘管於本企業管治報告日期董事會並無任何女性成員，但董事會認為就經驗及知識而言，董事會多元化維持了適當的平衡。

### 問責性及審計

#### 董事就財務報表須承擔之責任

董事確認彼等負有編製本公司於本年度之財務報表之責任。

董事會負責就年度及中期報告、股價敏感資料公告，以及上市規則與其他監管規定要求之其他披露事項作出中肯、清晰及易於理解之評估。

管理層已向董事會提供所需解釋及資料，使董事會得以對提呈予董事會以供批准之財務資料及本公司之財務狀況作出知情評估。

有關本公司如何產生或保留長期價值以及實現本公司目標的策略的進一步闡述載於本報告第6頁至第27頁的「管理層討論及分析」。

# Corporate Governance Report

## 企業管治報告

### ACCOUNTABILITY AND AUDIT (Continued)

#### Risk Management and Internal Control

During the Year, the Group complied with Provision C.2 of the CG Code by maintaining appropriate and effective risk management and internal control systems. The management of the Company is responsible for the design, implementation and monitoring of such system while the Board oversees the management in performing its duties on an ongoing basis. Main features of the risk management and internal control systems are described below:

#### *Risk Management System*

The Group adopts a risk management system which manages the risk associated with its business and operations. The system comprises the following phases:

- Identification: Identify ownership of risks, business objectives and risks that could affect the achievement of objectives;
- Evaluation: Analyse the likelihood and impact of risks and evaluate the risk portfolio accordingly; and
- Management: Consider the risk responses, ensure effective communication to the Board and monitor the residual risks on an on-going basis.

Based on the risk assessments conducted during the Year, no significant risk was identified.

#### *Internal Control System*

The Company has in place an internal control system which is compatible with the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO") 2013 framework. The framework enables the Group to achieve objectives regarding effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable laws and regulations. The components of the framework are shown as follows:

- Control environment: A set of standards, processes and structures that provide the basis for carrying out internal control across the Group;
- Risk assessment: A dynamic and iterative process for identifying and analysing risks to achieve the Group's objectives, forming a basis for determining how risks should be managed;

### 問責性及審計 (續)

#### 風險管理及內部監控

於本年度，本集團遵從企業管治守則第C.2條條文，維持適當及高效的風險管理及內部監控系統。本公司管理層負責設計、執行及監督該等系統，而董事會則持續監督管理層履行其職責。風險管理及內部監控系統的主要特點如下：

#### *風險管理系統*

本集團採納風險管理系統以管理與其業務及經營有關的風險。該系統包括以下幾個階段：

- 識別：識別風險所屬、業務目標及可能影響達致目標之風險；
- 評估：分析風險的可能性及影響，並相應地評估風險組合；及
- 管理：考慮如何應付風險，確保與董事會有效溝通並按持續經營基準監督剩餘風險。

根據於本年度進行的風險評估，未有識別重大風險。

#### *內部監控系統*

本公司設有內部監控系統，與Committee of Sponsoring Organizations of the Treadway Commission (「COSO」)二零一三年框架相符。該框架使本集團能夠實現經營的效力及效率、財務報告的可靠性及適用法律法規的遵循之目標。該框架的組成如下所示：

- 控制環境：一套可作為本集團實施內部監控的基礎的標準、程序及架構；
- 風險評估：一個識別及分析風險的動態及迭代過程，以達致本集團的目標，為確定如何管理風險奠定基礎；

# Corporate Governance Report

## 企業管治報告

### ACCOUNTABILITY AND AUDIT (Continued)

#### Risk Management and Internal Control (Continued)

##### Internal Control System (Continued)

- Control activities: Actions established by policies and procedures to help ensure that management directives to mitigate risks for the achievement of objectives are carried out;
- Information and communication: Internal and external communications to provide the Group with the information needed to carry out day-to-day controls; and
- Monitoring: Ongoing and separate evaluations to ascertain whether each component of the internal control system is present and functioning.

In order to enhance the Group's system of handling inside information and to ensure the truthfulness, accuracy, completeness and timeliness of its public disclosures, the Group also adopts and implements an inside information policy and procedures. Certain reasonable measures have been taken from time to time to ensure that proper safeguards exist to prevent a breach of disclosure requirement in relation to the Group, which include:

- the access of information is restricted to a limited number of employees on a need-to-know basis. Employees who are in possession of inside information are fully conversant with their obligations to preserve confidentiality;
- confidentiality agreements are in place when the Group enters into significant negotiations; and
- the executive Directors are designated persons who speak on behalf of the Company when communicating with external parties such as the media, analysts or investors.

Based on the internal control reviews conducted during the Year, no significant control deficiency was identified. The Group has introduced the Enterprise Resource Planning ("ERP") system since the beginning of the year. This measure was also included in the Year's internal audit review scope.

### 問責性及審計 (續)

#### 風險管理及內部監控 (續)

##### 內部監控系統 (續)

- 監控活動：通過政策及程序制定行動，以確保管理層為實現目標而緩解風險的指令能落實執行；
- 資料及溝通：內部及外部的溝通為本集團提供進行日常監控所需的資料；及
- 監督：持續及獨立的評估以確定內部監控系統的各組成部分是否存在及產生作用。

為加強本集團處理內幕消息的系統，以及確保其公開披露的真實性、準確性、完整性及適時性，本集團亦採納及執行內幕消息政策及程序。本集團已不時採取若干合理措施，以確保有適當的防範措施以避免違反與本集團有關的披露要求，其中包括：

- 資料在需要知情的基礎上，僅限供少數僱員接觸。擁有內幕消息的僱員須充分認識彼等的保密義務；
- 本集團進行重大協商時，會簽訂保密協議；及
- 執行董事是與媒體、分析員或投資者等外界人士溝通時代表本公司發言的指定人士。

根據於本年度進行的內部監控檢討，並未發現監控顯著不足。本集團自本年初引入企業資源計劃(「ERP」)系統，而是項措施亦被納入本年度的內部審核檢視範圍。

# Corporate Governance Report

## 企業管治報告

### ACCOUNTABILITY AND AUDIT (Continued)

#### Risk Management and Internal Control (Continued)

##### *Internal Audit Function*

The Group has an Internal Audit (“IA”) function, which consists of professional staff with relevant expertise (such as Certified Public Accountant). The IA function is independent of the Group’s daily operation and carries out appraisal of the risk management and internal control systems by conducting interviews, walkthroughs and tests of operating effectiveness.

An IA plan has been approved by the Board. According to the established plan, review of the risk management and internal control systems is conducted annually, covering a period of each financial year and the results are reported to the Board via the Audit Committee afterwards.

##### *Effectiveness of the Risk Management and Internal Control Systems*

The Board is responsible for the risk management and internal control systems of the Group and ensuring review of the effectiveness of these systems has been conducted annually. Several areas have been considered during the Board’s review, which include but are not limited to (i) the changes in the nature and extent of significant risks since the last annual review and the Group’s ability to respond to changes in its business and the external environment; and (ii) the scope and quality of management’s on-going monitoring of risks and of the internal control systems.

The Board and the IA function conducted a review of the effectiveness of the risk management and internal control systems during the Year. The Board, through its review and the review made by the IA function and the Audit Committee, concluded that the risk management and internal control systems were effective and adequate. Such systems, however, are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. It was also considered that the resources, qualifications and experience of relevant staff were adequate and the training programs and budget provided were sufficient.

### 問責性及審計 (續)

#### 風險管理及內部監控 (續)

##### *內部審計職能*

本集團設有內部審計(「內部審計」)職能，由具備相關專業知識的專業員工(例如執業會計師)組成。內部審計職能獨立於本集團日常運作，並通過面談、巡視及效力測試，對風險管理及內部監控等系統進行評估。

董事會已批准一項內部審計計劃。根據既定的計劃，每年(指每個財政年度)對風險管理及內部監控系統進行審查，且之後通過審核委員會向董事會匯報結果。

##### *風險管理及內部監控系統的有效性*

董事會負責本集團的風險管理及內部監控系統，以確保每年審查該等制度的有效性。董事會進行審查時已作出多方面的考慮，其中包括(但不限於)：(i)自上次年度審查後，重大風險性質及程度的改變，以及本集團於其業務及外部環境中應對變化的能力；及(ii)管理層持續監督風險及內部監控系統的範圍及質量。

於本年度，董事會及內部審計職能已檢討風險管理及內部監控系統的有效性。董事會通過其審查和審計職能與審核委員會的審查，認定風險管理和內部監控系統均屬有效及適當。然而，該等制度旨在管理而非杜絕未能實現業務目標的風險，並且只能就防止重大失實陳述或損失提供合理而非絕對的保證。資源、相關員工的資歷及經驗視作足夠，提供的培訓項目及預算亦屬充裕。

# Corporate Governance Report

## 企業管治報告

### ACCOUNTABILITY AND AUDIT (Continued)

#### Audit Committee

As at the date of this Corporate Governance Report, the Audit Committee comprises two independent non-executive Directors, namely Mr. LEE Kwok Wan (chairman) and Mr. LAI Sai Wo, Ricky, and one non-executive Director, namely Mr. WONG Sun Fat, the majority of them was independent non-executive Directors (including at least one independent non-executive Director who possesses the appropriate professional qualifications or accounting or related financial management expertise). None of the members of the Audit Committee was a former partner of the Company's existing external auditors.

The written terms of reference for the Audit Committee is published on the websites of the Company ([www.newwaygroup.com.hk](http://www.newwaygroup.com.hk)) and of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and is available to shareholders upon request.

The main duties of the Audit Committee include the following:

- to review the financial statements and reports of the Company and consider any significant or unusual items raised by the Company's staff responsible for the accounting and financial reporting function and external auditors before submission to the Board;
- to review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management systems via the IA function and their associated procedures; and
- to review the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement and make recommendation to the Board on the appointment, re-appointment and removal of external auditors.

### 問責性及審計 (續)

#### 審核委員會

於本企業管治報告日期，審核委員會由兩名獨立非執行董事（即李國雲先生（主席）及賴世和先生）及一名非執行董事（即黃新發先生）組成，大部分成員均為獨立非執行董事（其中包括最少一名具備適當專業資歷或會計或相關財務管理專長之獨立非執行董事）。審核委員會之成員均非本公司現任外聘核數師之前度合夥人。

審核委員會之書面職權範圍已刊載於本公司網站([www.newwaygroup.com.hk](http://www.newwaygroup.com.hk))及聯交所網站([www.hkexnews.hk](http://www.hkexnews.hk))，股東亦可要求索閱。

審核委員會之主要職責包括下列各項：

- 於向董事會提交本公司財務報表與報告之前，先行審閱該等報表及報告，並考慮由本公司負責會計及財務申報職能之員工及外聘核數師提出之任何重大或不尋常事項；
- 通過內部審計職能檢討本公司之財務申報系統、內部監控系統及風險管理系統以及以上各項的相關程序是否足夠及有效；及
- 參考核數師執行之工作、其費用及聘用條款，以檢討與外聘核數師之關係，並就委聘、續聘及撤換外聘核數師向董事會作出推薦建議。

# Corporate Governance Report

## 企業管治報告

### ACCOUNTABILITY AND AUDIT (Continued)

#### Audit Committee (Continued)

During the Year, the Audit Committee held two meetings and reviewed the Group's final results and annual report for the year ended 31 December 2018 and interim results for the six months ended 30 June 2019. The Audit Committee also reviewed with the management the Group's accounting policies, the risk management and internal control systems via the IA function and the effectiveness of the Company's IA function. It also discussed auditing, internal controls and financial reporting matters of the Group, reported to the Board on material issues, if any, and made recommendations to the Board. It reviewed the work performed and fees charged by the external auditors and made recommendation to the Board on the re-appointment of external auditors.

The Company's final results for the Year have been reviewed by the Audit Committee. 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.

There is no disagreement between the Board and the Audit Committee regarding the selection and appointment of external auditors.

#### External Auditors and Auditor's Remuneration

The statement of the external auditors of the Company about their reporting responsibilities on the financial statements is set out in the "Independent Auditor's Report" on pages 118 to 125.

For the Year, the remuneration paid/payable to the external auditors of the Company in respect of audit services and non-audit services amounted to HK\$1.85 million and HK\$0.45 million respectively. The non-audit services charged by the external auditors of the Company for the Year included (i) interim review of the financial statements of the Company for the six months ended 30 June 2019; (ii) filling of tax return of the Company and its subsidiaries; and (iii) professional services rendered on a very substantial disposal of the Company under Chapter 14 of the Listing Rules conducted during the Year.

### 問責性及審計 (續)

#### 審核委員會 (續)

於本年度，審核委員會曾舉行兩次會議，審閱本集團截至二零一八年十二月三十一日止年度之全年業績及年報以及截至二零一九年六月三十日止六個月之中期業績。審核委員會亦已聯同管理層通過內部審計職能審閱本集團之會計政策、風險管理及內部監控系統及本公司內部審計職能之成效，並就本集團之審核、內部監控及財務申報事宜進行討論，就重大事宜（如有）向董事會匯報並向董事會提供建議。審核委員會審閱外聘核數師之工作及其收費，並就續聘外聘核數師向董事會提供推薦建議。

本公司本年度之全年業績由審核委員會審閱。目前並無任何可能令本公司持續經營之能力存在重大疑問之重大不明朗事件或情況。

董事會與審核委員會之間並無就甄選及委任外聘核數師之事宜出現意見分歧。

#### 外聘核數師及核數師酬金

本公司外聘核數師有關其須就財務報表履行申報責任之聲明載於第118頁至第125頁「獨立核數師報告」內。

於本年度，就核數服務及非核數服務而向本公司外聘核數師已支付／應支付之酬金分別為1,850,000港元及450,000港元。於本年度，本公司外聘核數師收取的非核數服務之費用包括：(i)對本公司截至二零一九年六月三十日止六個月財務報表的中期審核；(ii)填寫本公司及其附屬公司之報稅表；及(iii)就本公司於本年度進行上市規則第十四章所指的非常重大出售事項提供專業服務。

# Corporate Governance Report

## 企業管治報告

### COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company believes that effective communications with shareholders are essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies. The Group also recognises the importance of transparency and timely disclosure of corporate information to enable shareholders and investors to make the best investment decision.

The Company continues to enhance communications and relationships with its investors. Designated senior executives maintain regular dialogue with institutional investors and analysts to keep them abreast of the Company's developments. Investors may write directly to the Company at the principal place of business in Hong Kong for any enquiries. Enquiries from investors are dealt with in an informative and timely manner.

The general meetings of the Company provide a forum for communication between the Board and the shareholders. The Company encourages its shareholders to attend general meetings to ensure a high level of accountability to the shareholders and for the shareholders to stay informed of the Group's strategy and goals. External auditors, the Chairman as well as the chairmen of the Remuneration Committee and the Audit Committee or, in their absence, other members of the respective committees, normally attend the annual general meeting and other relevant general meetings of the Company to answer questions from the shareholders.

Pursuant to Bye-law 58 of the Company's Bye-laws, shareholders of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with Section 74(3) of the Companies Act 1981 of Bermuda, as amended from time to time. The written requisition must state the objects of the meeting, and must be signed by the relevant shareholder(s) and deposited to the Company Secretary at the Company's principal place of business.

### 與股東及投資者之溝通

本公司相信，與股東建立有效溝通，對於加強投資者關係以及投資者對本集團業務表現及策略的了解非常重要。本集團亦明白，具透明度及適時披露公司資料讓股東及投資者能作出最佳投資決定之重要性。

本公司不斷加強與投資者之間的溝通及關係。指定高級行政人員亦會與機構投資者及分析員保持定期對話，向彼等提供有關本公司發展之最新訊息。投資者如有任何查詢，可直接致函本公司在香港之主要營業地點。投資者提出之查詢將會儘快獲得圓滿答覆。

本公司之股東大會在董事會與股東之間提供了一個溝通平台。本公司鼓勵其股東出席股東大會，以確保對股東有高度之問責性，並讓股東緊貼本集團之策略和目標。外聘核數師、主席以及薪酬委員會及審核委員會之主席（或倘主席未克出席，則指個別委員會之其他成員）一般會出席本公司股東週年大會及其他有關股東大會，以解答股東之提問。

根據本公司之公司細則第58條，於遞呈要求日期持有不少於本公司實繳股本（賦有於本公司股東大會上投票之權利）十分之一之本公司股東，有權隨時透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明之任何事項；且該大會須於遞呈該要求後兩個月內舉行。倘於遞呈後二十一日期內，董事會未有召開該大會，則遞呈要求人士可根據百慕達一九八一年公司法（經不時修訂）第74(3)條之規定自行召開大會。書面要求必須載列大會目的，並須經相關股東簽署及送達公司秘書（地址為本公司主要營業地點）。



# Corporate Governance Report

## 企業管治報告

### COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS (Continued)

Pursuant to the Companies Act 1981 of Bermuda, (i) shareholders representing not less than one-twentieth of the total voting rights of all shareholders having a right to vote at the general meeting; or (ii) not less than one hundred shareholders, can submit a written requisition stating the resolution which is intended to be moved at a general meeting, or to submit a statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

Shareholders who wish to put forward any enquiry to the Board may send such written enquiry to the Company's principal place of business in Hong Kong, to the attention of the Company Secretary.

The Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, deals with shareholders' questions on their shareholdings and related share registration matters.

### SHAREHOLDERS' RIGHTS

To safeguard the shareholders' interests and rights, a separate resolution is proposed at general meetings on each substantially separate issue, including the election of individual Director.

All resolutions put forward at a general meeting will be taken by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company ([www.newaygroup.com.hk](http://www.newaygroup.com.hk)) and of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) after the general meeting.

### CONSTITUTIONAL DOCUMENTS

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

### 與股東及投資者之溝通 (續)

根據百慕達一九八一年公司法，(i)佔有權在股東大會上投票的所有股東之投票權總額不少於二十分之一之股東；或(ii)不少於一百名股東，可遞交呈請書闡明有意於股東大會上動議之決議案，或就任何將於大會上擬提呈之決議案或事務所提述之事項，遞交不多於一千字的聲明書。

有意向董事會作出任何查詢之股東，可將有關書面查詢寄往本公司於香港之主要營業地點，收件人註明為公司秘書。

本公司之香港股份過戶登記分處卓佳秘書商務有限公司負責處理股東有關本身股權及相關股份登記事宜之問題。

### 股東權利

為保障股東利益及權利，於股東大會上，各項重大事宜（包括推選個別董事）均會以獨立決議案之方式提呈大會。

所有於股東大會提呈之決議案將根據上市規則進行投票表決，投票結果將於股東大會後刊登於本公司網站 ([www.newaygroup.com.hk](http://www.newaygroup.com.hk))及聯交所網站 ([www.hkexnews.hk](http://www.hkexnews.hk))。

### 憲章

於本年度，本公司之憲章並無重大變更。

# Biographical Details of Directors and Senior Executives

## 董事及高級行政人員之簡歷

### EXECUTIVE DIRECTOR

**Mr. SUEK Ka Lun, Ernie**, aged 41, was appointed as the Chairman since August 2009. He has been an executive Director since July 2004 and the chief executive officer of the Company from November 2007 to 31 August 2009. He is also a director of a number of subsidiaries of the Company. Mr. SUEK Ka Lun, Ernie obtained an EMBA degree and a Master degree in marketing from The Chinese University of Hong Kong in 2008 and 2003 respectively. He had two years of experience in investment banking and subsequently moved to commercial sector and acted as a director of a private company for two years. Mr. SUEK Ka Lun, Ernie possesses sophisticated and professional management experience and is familiar with investment analysis. He is responsible for monitoring the Group's business development and to search for business opportunities in the PRC market and overseas. Mr. SUEK Ka Lun, Ernie has not entered into any service contract with the Company and there is no designated length of service but his appointment is subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules. As at the date of this report, Mr. SUEK Ka Lun, Ernie is entitled to receive a remuneration of HK\$2,310,000 per annum.

Mr. SUEK Ka Lun, Ernie is the nephew of Mr. SUEK Chai Hong, an executive Director and the Chief Executive Officer, and Dr. NG Wai Kwan, a non-executive Director.

Mr. SUEK Ka Lun, Ernie, is a director of CNA Company Limited, which has an interest in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and Divisions 3 of Part XV of the Securities and Futures Ordinance.

**Mr. SUEK Chai Hong**, aged 58, was appointed as the Chief Executive Officer since August 2009 and has been appointed as an executive Director since 1992. He is also a director of a number of subsidiaries of the Company. Mr. SUEK Chai Hong obtained a Bachelor degree of Business Administration in Finance from the York University, Canada. He has more than 30 years of experience in marketing and is responsible for running the Company's businesses and developing and implementing the Group's strategic plans and business goals. Mr. SUEK Chai Hong has not entered into any service contract with the Company and there is no designated length of service but his appointment is subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules. As at the date of this report, Mr. SUEK Chai Hong is entitled to receive a remuneration of HK\$1,386,000 per annum.

Mr. SUEK Chai Hong is the uncle of Mr. SUEK Ka Lun, Ernie, an executive Director and the Chairman.

### 執行董事

**薛嘉麟先生**，現年41歲，於二零零九年八月獲委任為主席，彼於二零零四年七月出任執行董事，並於二零零七年十一月至二零零九年八月三十一日期間擔任本公司行政總裁。彼亦為本公司多間附屬公司之董事。薛嘉麟先生分別於二零零八年及二零零三年獲香港中文大學頒授行政人員工商管理碩士學位及市場學碩士學位。彼曾任職於投資銀行界兩年，後轉投商界，於一間私人公司擔任董事兩年。薛嘉麟先生擁有豐富及專業管理經驗，亦熟悉投資分析。彼現負責監督本集團業務發展及開拓中外市場，尋求商機。薛嘉麟先生並未與本公司訂立任何服務合約，且無指定服務期限，惟彼須輪值退任及重選並遵守細則及上市規則訂明的其他相關條文。於本報告日期，薛嘉麟先生有權收取年薪2,310,000港元。

薛嘉麟先生為執行董事兼行政總裁薛濟匡先生之姪兒，亦為非執行董事吳惠群博士之外甥。

薛嘉麟先生為CNA Company Limited之董事，該公司於本公司的股份及相關股份中擁有權益，根據證券及期貨條例第XV部第2分部及第3分部之條文，須向本公司披露該等權益。

**薛濟匡先生**，現年58歲，於二零零九年八月獲委任為行政總裁，自一九九二年起獲委任為執行董事。彼亦為本公司若干附屬公司之董事。薛濟匡先生持有加拿大約克大學財務系工商管理學士學位，彼從事市場拓展工作逾30年，負責本公司業務之運作及制訂及執行本集團之策略計劃及落實業務目標。薛濟匡先生並未與本公司訂立任何服務合約，且無指定服務期限，惟彼須輪值退任及重選並遵守細則及上市規則訂明的其他相關條文。於本報告日期，薛濟匡先生有權收取年薪1,386,000港元。

薛濟匡先生為執行董事兼主席薛嘉麟先生之叔父。

# Biographical Details of Directors and Senior Executives

## 董事及高級行政人員之簡歷

### NON-EXECUTIVE DIRECTORS

**Dr. NG Wai Kwan**, aged 70, was appointed as a non-executive Director in March 2007. Dr. NG Wai Kwan holds an engineering doctorate degree from the University of Warwick in the United Kingdom. Dr. NG Wai Kwan has over 40 years' experience in global supply chain management, logistics planning, innovation and executive and leadership development.

Pursuant to the letter of appointment entered into between Dr. NG Wai Kwan and the Group, Dr. NG Wai Kwan has been appointed for a term of three years commenced from 1 April 2019 until 31 March 2022 subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules and the terms and conditions of his letter of appointment. As at the date of this report, Dr. NG Wai Kwan is entitled to receive a remuneration of HK\$120,000 per annum.

Dr. NG Wai Kwan is the uncle of Mr. SUEK Ka Lun, Ernie, an executive Director and the Chairman.

**Mr. CHAN Kwing Choi, Warren**, aged 68, was appointed as an independent non-executive Director in February 2002 and was re-designated as a non-executive Director in November 2007. He is a director of a subsidiary of the Company. Mr. CHAN Kwing Choi, Warren is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Chartered Institute of Management Accountants (UK) and a fellow member of the Institute of the Chartered Accountants in England and Wales, the Institute of Chartered Secretaries & Administrators (UK), the Hong Kong Institutes of Chartered Secretaries and the Chartered Global Management Accountant.

Mr. CHAN Kwing Choi, Warren has over 40 years of experience in financial management, corporate administration and corporate finance in several multinational corporations and listed public companies.

Pursuant to the letter of appointment entered into between Mr. CHAN Kwing Choi, Warren and the Group, Mr. CHAN Kwing Choi, Warren has been appointed for a term of three years commenced from 1 April 2019 until 31 March 2022 subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules and the terms and conditions of his letter of appointment. As at the date of this report, Mr. CHAN Kwing Choi, Warren is entitled to receive a remuneration of HK\$170,000 per annum.

### 非執行董事

**吳惠群博士**，現年70歲，於二零零七年三月獲委任為非執行董事。吳惠群博士持有英國華威大學工程學博士學位，於全球供應鏈管理、物流規劃、創新、行政及領袖培訓方面具有逾40年經驗。

根據吳惠群博士與本集團訂立之委任函，吳惠群博士之任期由二零一九年四月一日起至二零二二年三月三十一日止，為期三年，惟須輪值退任並重選以及遵守細則及上市規則所訂明的其他有關條文以及其委任函之條款及條件。於本報告日期，吳惠群博士有權收取年薪120,000港元。

吳惠群博士為執行董事兼主席薛嘉麟先生之舅父。

**陳焯材先生**，現年68歲，於二零零二年二月獲委任為獨立非執行董事，並於二零零七年十一月調任非執行董事。彼為本公司一間附屬公司之董事。陳焯材先生為香港會計師公會及英國特許管理會計師公會之資深會員，以及英格蘭及威爾斯特許會計師公會、英國特許秘書及行政人員公會及香港特許秘書公會資深會員，亦為全球特許管理會計師。

陳焯材先生曾為多家跨國企業及上市公司服務，擁有超過40年財務管理、企業行政及企業融資經驗。

根據陳焯材先生與本集團訂立之委任函，陳焯材先生之任期由二零一九年四月一日起至二零二二年三月三十一日止，為期三年，惟須輪值退任並重選以及遵守細則及上市規則所訂明的其他有關條文以及其委任函之條款及條件。陳焯材先生有權收取年薪170,000港元。

## Biographical Details of Directors and Senior Executives 董事及高級行政人員之簡歷

**Mr. WONG Sun Fat**, aged 64, was appointed as an independent non-executive Director from December 1994 to August 2009 and re-designated as a non-executive Director in August 2009. He is currently a member of the Audit Committee and the Remuneration Committee. Mr. WONG Sun Fat holds a Bachelor degree of Arts from The University of Hong Kong and has over 35 years of experience in electronic products business and vast experience in manufacturing operations.

Pursuant to the letter of appointment entered into between Mr. WONG Sun Fat and the Group, Mr. WONG Sun Fat has been appointed for a term of three years commenced from 1 April 2019 until 31 March 2022 subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules and the terms and conditions of his letter of appointment. As at the date of this report, Mr. WONG Sun Fat is entitled to receive a remuneration of HK\$120,000 per annum.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. LEE Kwok Wan**, aged 52, was appointed as an independent non-executive Director in April 2013. He is currently the chairman of the Audit Committee and the Remuneration Committee. Mr. LEE Kwok Wan holds a MBA degree in Business Administration and a Bachelor degree in Commerce and Accountancy and is an associate member of the Hong Kong Institute of Certified Public Accountants, the CPA Australia, the Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries. Mr. LEE Kwok Wan has more than 25 years of accounting and management experience. He is the chief financial officer of a sizable company in Hong Kong engaging in the manufacturing of watches. He was once appointed as the company secretary of the Company from March 2007 to May 2008.

Pursuant to the letter of appointment entered into between Mr. LEE Kwok Wan and the Group, Mr. LEE Kwok Wan has been appointed for a term of three years commenced from 5 April 2019 until 4 April 2022 subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules and the terms and conditions of his letter of appointment. As at the date of this report, Mr. LEE Kwok Wan is entitled to receive a remuneration of HK\$120,000 per annum.

**黃新發先生**，現年64歲，曾於一九九四年十二月至二零零九年八月期間出任獨立非執行董事，並於二零零九年八月調任非執行董事。彼現為審核委員會及薪酬委員會成員。黃新發先生持有香港大學文學士學位，從事電子產品業務逾30年，對製造營運有豐富經驗。

根據黃新發先生與本集團訂立之委任函，黃新發先生之任期由二零一九年四月一日起至二零二二年三月三十一日止，為期三年，須輪值退任並重選以及遵守細則及上市規則所訂明的其他有關條文以及其委任函之條款及條件。於本報告日期，黃新發先生有權收取年薪120,000港元。

### 獨立非執行董事

**李國雲先生**，現年52歲，於二零一三年四月獲委任為獨立非執行董事。彼現時為審核委員會及薪酬委員會的主席。李國雲先生持有工商管理碩士學位及商業及會計學學士學位，並為香港會計師公會、澳洲會計師公會、英國特許秘書及行政人員公會及香港特許秘書公會會員。李國雲先生於會計及管理方面擁有逾25年經驗。彼現時於一家在香港從事腕錶製造業務、規模宏大之公司出任首席財務官。彼曾於二零零七年三月至二零零八年五月期間獲委任為本公司公司秘書。

根據李國雲先生與本集團訂立之委任函，李國雲先生之任期由二零一九年四月五日起至二零二二年四月四日止，為期三年，惟須輪值退任並重選以及遵守細則及上市規則所訂明的其他有關條文以及其委任函之條款及條件。於本報告日期，李國雲先生有權收取年薪120,000港元。

## Biographical Details of Directors and Senior Executives 董事及高級行政人員之簡歷

**Mr. LAI Sai Wo, Ricky**, aged 46, was appointed as an independent non-executive Director in April 2017. He is currently a member of the Audit Committee and the Remuneration Committee. He holds a Master degree of Corporate Governance from The Hong Kong Polytechnic University and a Bachelor degree of Arts (Honours) in Accountancy from the City University of Hong Kong. Mr. LAI Sai Wo, Ricky is a practising accountant of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountant and an associate member of The Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries.

Mr. LAI Sai Wo, Ricky has more than 20 years of accounting and management experience. He is currently the financial controller and the company secretary of Jolimark Holdings Limited (Stock Code: 2028), whose shares are listed on the Main Board of the Stock Exchange. Mr. LAI Sai Wo, Ricky was once appointed as the company secretary of the Company from August 2006 to March 2007.

Entered into between Mr. LAI Sai Wo, Ricky and the Group, Mr. LAI Sai Wo, Ricky has been appointed for a term of three years commenced from 19 April 2017 to 18 April 2020 subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules and the terms and conditions of his letter of appointment. As at the date of this report, Mr. LAI Sai Wo, Ricky is entitled to receive a remuneration of HK\$120,000 per annum.

**Mr. CHU Gun Pui**, aged 40, was appointed as an independent non-executive Director in June 2017. Mr. CHU Gun Pui holds a Bachelor degree of Commerce majoring in marketing and a Bachelor degree of Science majoring in computer science from The University of Auckland. Mr. CHU Gun Pui has over 15 years of experience in sales and marketing field in entertainment industry.

Pursuant to the letter of appointment entered into between Mr. CHU Gun Pui and the Group, Mr. CHU Gun Pui has been appointed for a term of three years commenced from 23 June 2017 until 22 June 2020 subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules and the terms and conditions of his letter of appointment. As at the date of this report, Mr. CHU Gun Pui is entitled to receive a remuneration of HK\$120,000 per annum.

**賴世和先生**，46歲，於二零一七年四月獲委任為獨立非執行董事。彼現為審核委員會及薪酬委員會的成員。彼持有香港理工大學企業管治碩士學位及香港城市大學會計學（榮譽）文學士學位。賴世和先生為香港會計師公會執業會計師及特許公認會計師公會資深會員，並為特許秘書及行政人員公會及香港特許秘書公會會員。

賴世和先生於會計及管理方面擁有逾20年經驗。彼現任映美控股有限公司（股份代號：2028）財務總監及公司秘書，該公司股份於聯交所主板上市。賴世和先生曾於二零零六年八月至二零零七年三月獲委任為本公司的公司秘書。

根據賴世和先生與本集團所訂立，賴世和先生之任期由二零一七年四月十九日起至二零二零年四月十八日止，為期三年，惟須輪值退任並重選以及遵守細則及上市規則所訂明的其他有關條文以及其委任函之條款及條件。於本報告日期，賴世和先生有權收取年薪120,000港元。

**朱瑾沛先生**，40歲，於二零一七年六月獲委任為獨立非執行董事。朱瑾沛先生持有奧克蘭大學商業學士學位（主修市場學）及理學學士學位（主修電腦科學）。朱瑾沛先生於娛樂業之銷售及市場推廣領域擁有逾15年經驗。

根據朱瑾沛先生與本集團訂立之委任函，朱瑾沛先生之任期由二零一七年六月二十三日起至二零二零年六月二十二日止，為期三年，惟須輪值退任並重選以及遵守細則及上市規則所訂明的其他有關條文以及其委任函之條款及條件。於本報告日期，朱瑾沛先生有權收取年薪120,000港元。

## Biographical Details of Directors and Senior Executives 董事及高級行政人員之簡歷

As at the date of this report, each of Mr. SUEK Ka Lun, Ernie, Mr. SUEK Chai Hong, Dr. NG Wai Kwan and Mr. WONG Sun Fat has an interest in the shares and underlying shares of the Company and/or its associated corporations which would fall to be disclosed to the Company under the provisions of Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong). For further details, please refer to the paragraphs headed "Directors' interests in shares, underlying shares and debentures" of the Directors' Report of this annual report. There is no change in such Director's interests in the shares and underlying shares of the Company and/or its associated corporations within the meaning of Part XV of the SFO from 31 December 2019 up to the date of this report.

### ALTERNATE DIRECTOR

**Mr. LAU Kam Cheong**, aged 57, was appointed as the alternate Director to Dr. NG Wai Kwan, a non-executive Director, in July 2008. He is a manager of Delight Source Limited. Mr. LAU Kam Cheong joined the Group in 2001. He holds a Master degree in Business Administration and a Master degree in Professional Accounting from The Open University of Hong Kong. He is a member of the Chartered Institute of Marketing in the United Kingdom and has over 30 years of experience in management, sales and marketing.

### SENIOR EXECUTIVES

**Ms. NG Wai Chi**, aged 60, has over 35 years of experience in label and silkscreen printing. She joined the Group in 1992 and is currently the vice president of Chung Tai Printing Company Limited and Chung Tai Printing (International) Company Limited. Ms. NG Wai Chi holds a Master of Science degree in Engineering Business Management jointly awarded by The Hong Kong Polytechnic University and the University of Warwick, United Kingdom. She is responsible for the corporate social responsibility and quality management of the Group and is currently a committee member of Green Council Certification Scheme (GCCS) of Green Council.

**Mr. WAN Kwok Leung, Nicholas**, aged 40, is a director of various companies under the Music and Entertainment Business of the Group. He joined the Group in 2009. He was the human resources manager of Neway Karaoke Box Limited for the period from 2001 to 2007 before being appointed as an executive director thereof. Mr. WAN Kwok Leung, Nicholas has over 15 years of experience in the related fields of management and holds a Bachelor degree in human resources management from the Hong Kong Baptist University and a Master of Science degree of management from The Hong Kong Polytechnic University.

於本報告日期，薛嘉麟先生、薛濟匡先生、吳惠群博士及黃新發先生各自於本公司及／或其相聯法團之股份及相關股份中享有權益，須根據香港法例第571章證券及期貨條例第XV部第7及第8分部之條文向本公司披露。有關進一步詳情，請參閱本年報中董事會報告內「董事於股份、相關股份及債券中之權益」各段。由二零一九年十二月三十一日起及直至本報告日期止，董事於本公司股份及相關股份之權益（定義見證券及期貨條例第XV部）並無變動。

### 替任董事

**劉錦昌先生**，現年57歲，於二零零八年七月獲委任為非執行董事吳惠群博士之替任董事。彼為亮燃有限公司之經理。劉錦昌先生於二零零一年加盟本集團，持有香港公開大學之工商管理碩士學位及專業會計碩士學位。彼為英國特許市務學會之會員，於管理、銷售及市場推廣方面擁有逾30年經驗。

### 高級行政人員

**吳惠芝女士**，現年60歲，從事標籤及絲網印刷業務逾35年。彼於一九九二年加入本集團，現為中大印刷有限公司及中大印刷（國際）有限公司之副總裁。吳惠芝女士持有香港理工大學與英國華威大學聯合頒授之工程商業管理理學碩士學位。彼負責本集團之企業社會責任及品質管理工作，現為環保促進會轄下環保促進會認證服務計劃委員會成員。

**溫國樑先生**，現年40歲，為本集團音樂及娛樂業務項下多家公司之董事。彼於二零零九年加入本集團。彼曾於二零零一年至二零零七年出任Neway Karaoke Box Limited之人力資源經理，隨後獲委任為該公司執行董事。溫國樑先生於相關管理工作方面擁有逾15年經驗，並持有香港浸會大學人力資源管理學士學位及香港理工大學管理理學碩士學位。

# Directors' Report

## 董事會報告

The board (the "Board") of directors (the "Directors") of Newway Group Holdings Limited (the "Company", together with its subsidiaries, the "Group") present its annual report for the year ended 31 December 2019 (the "Year"). All cross-references mentioned in this Directors' Report form part of this Directors' Report.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company. During the Year, the principal activities of the Group include (i) money lending; (ii) manufacturing and sales of printing products; (iii) artistes management, production and distribution of music albums and movies; (iv) property development and investment; (v) securities trading; and (vi) trading of printing products. The principal activities and other details of the principal subsidiaries of the Company are set out in note 46 to the consolidated financial statements.

### RESULTS AND APPROPRIATIONS

The results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on pages 126 to 127.

No dividend was paid or proposed during the Year.

The Board did not recommend the payment of a final dividend for the Year (Year ended 31 December 2018 ("Year 2018"): Nil).

### BUSINESS REVIEW

A review of the Group's businesses with analysis using key performance indicators, the particulars of important events affecting the Group after the reporting period and the likely future development of the Group are set out in the section headed "Management Discussion and Analysis" on pages 6 to 27.

Newway Group Holdings Limited 中星集團控股有限公司\* (「本公司」, 連同其附屬公司, 統稱為「本集團」) 董事 (「董事」) 會 (「董事會」) 謹此提呈截至二零一九年十二月三十一日止年度 (「本年度」) 之年報。本董事會報告內之所有相互參照均構成本董事會報告之一部分。

### 主要業務

本公司為一家投資控股公司。於本年度, 本集團的主要業務包括: (i) 放貸; (ii) 印刷品製造及銷售; (iii) 藝人管理、唱片及電影製作及分銷; (iv) 物業發展與投資; (v) 證券買賣; 及 (vi) 印刷產品貿易。本公司各主要附屬公司之主要業務及其他詳情載於綜合財務報表附註46。

### 業績與分配

本集團本年度之業績載於第126頁至第127頁之綜合損益及其他全面收入報表內。

於本年度並無派付或建議派付股息。

董事會不建議就本年度派付末期股息 (截至二零一八年十二月三十一日止年度 (「二零一八年度」): 無)。

### 業務回顧

運用關鍵績效指標之本集團業務回顧分析、於報告期後影響本集團之重大事件之詳情及本集團未來可能之發展列載於第6頁至第27頁的「管理層討論與分析」一節。

\* 僅供識別

# Directors' Report

## 董事會報告

### PROPERTY, PLANT AND EQUIPMENT

The Group acquired property, plant and equipment at an aggregate cost of approximately HK\$66.7 million (Year 2018: approximately HK\$48.0 million) during the Year in order to increase its production capacity. Details of such acquisitions and other movements in the property, plant and equipment of the Group during the Year are set out in note 16 to the consolidated financial statements.

### SHARE CAPITAL

There was no change in the share capital and capital structure of the Company during the Year.

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Year.

### ISSUE OF SHARES OR DEBENTURES

During the Year, the Company did not issue any shares or debentures.

### DISTRIBUTABLE RESERVES

As at 31 December 2019, the reserves of the Company available for distribution to its shareholders were approximately HK\$639.5 million (Year 2018: approximately HK\$634.1 million), calculated in accordance with the Companies Act 1981 of Bermuda.

### FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the past five financial years is set out on page 300.

### 物業、廠房及設備

於本年度，本集團購置物業、廠房及設備合共支出約66,700,000港元（二零一八年度：約48,000,000港元），以增加生產力。該等購置之詳情及於本年度本集團之物業、廠房及設備之其他變動載於綜合財務報表附註16。

### 股本

本公司股本及資本架構於本年度並無變動。

於本年度，本公司及其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

### 發行股份或債券

於本年度，本公司概無發行任何股份或債券。

### 可供分派儲備

截至二零一九年十二月三十一日止，本公司可供分派予其股東之儲備約為639,500,000港元（二零一八年度：約634,100,000港元），此乃根據百慕達一九八一年公司法計算。

### 財務摘要

本集團過去五個財政年度之業績及資產與負債概要載於第300頁。



# Directors' Report

## 董事會報告

### DIRECTORS

The Board comprises the following Directors during the Year and up to the date of this Directors' Report:

#### Executive Directors:

Mr. SUEK Ka Lun, Ernie (*Chairman*)  
Mr. SUEK Chai Hong (*Chief Executive Officer*)

#### Non-executive Directors:

Dr. NG Wai Kwan  
(*alternate Director: Mr. LAU Kam Cheong*)  
Mr. CHAN Kwing Choi, Warren  
Mr. WONG Sun Fat

#### Independent non-executive Directors:

Mr. LEE Kwok Wan  
Mr. LAI Sai Wo, Ricky  
Mr. CHU Gun Pui

In accordance with Bye-law 87(1) of the Company's bye-laws (the "Bye-laws"), Mr. SUEK Chai Hong, Mr. CHAN Kwing Choi, Warren, and Mr. LEE Kwok Wan will retire at the forthcoming annual general meeting (the "2020 AGM") of the Company. Being eligible, each of Mr. SUEK Chai Hong, Mr. CHAN Kwing Choi, Warren, and Mr. LEE Kwok Wan will offer themselves for re-election at the 2020 AGM.

### DIRECTORS' SERVICE CONTRACTS

No Director being proposed for re-election at the 2020 AGM has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

### 董事

於本年度及截至本董事會報告日期，董事會由下列董事組成：

#### 執行董事：

薛嘉麟先生 (*主席*)  
薛濟匡先生 (*行政總裁*)

#### 非執行董事：

吳惠群博士  
(*替任董事：劉錦昌先生*)  
陳焯材先生  
黃新發先生

#### 獨立非執行董事：

李國雲先生  
賴世和先生  
朱瑾沛先生

根據本公司之公司細則（「細則」）第87(1)條，薛濟匡先生、陳焯材先生及李國雲先生將於本公司應屆股東週年大會（「二零二零年股東週年大會」）上退任。薛濟匡先生、陳焯材先生及李國雲先生均符合資格並願意於二零二零年股東週年大會上膺選連任。

### 董事之服務合約

獲提名在二零二零年股東週年大會上重選之董事概無與本集團訂立任何不可於一年內終止而毋須作出補償（法定賠償除外）之服務合約。

# Directors' Report

## 董事會報告

### DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2019, the interests of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers were as follows:

**(i) Long positions in the ordinary shares of HK\$0.01 each of the Company (the "Shares")**

Name of director 董事姓名	Capacity 身份	Number of ordinary Shares held 持有普通股數目	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
Mr. SUEK Ka Lun, Ernie 薛嘉麟先生	Founder of a discretionary trust who can influence how the trustee exercises his discretion ( <i>Note</i> ) 可影響受託人行使酌情權的全權信託的創辦人 ( <i>附註</i> )	39,872,000	
	Beneficial owner 實益擁有人	1,210,000	
		41,082,000	16.20%
Mr. SUEK Chai Hong 薛濟匡先生	Beneficial owner 實益擁有人	700,000	0.28%
Dr. NG Wai Kwan 吳惠群博士	Beneficial owner 實益擁有人	8,000	0.01%
Mr. WONG Sun Fat 黃新發先生	Beneficial owner 實益擁有人	100,000	0.04%

*Note:* These Shares were held by CNA Company Limited ("CNA") which in turn is beneficially owned by Preserve Capital Trust, a discretionary trust set up by Mr. SUEK Ka Lun, Ernie, the beneficiaries of which include a family member of Mr. SUEK Ka Lun, Ernie and a charitable institution set up in Hong Kong.

*附註:* 該等股份乃由CNA Company Limited (「CNA」)持有，而該公司則由Preserve Capital Trust (一項由薛嘉麟先生成立之全權信託，其受益人包括薛嘉麟先生一名家族成員及一間於香港成立的慈善機構)實益擁有。

### 董事於股份、相關股份及債券中之權益

截至二零一九年十二月三十一日止，本公司之董事及最高行政人員於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中，擁有根據證券及期貨條例第352條須予存置之登記冊所記錄，或根據上市發行人董事進行證券交易的標準守則須知會本公司及聯交所之權益如下：

**(i) 於本公司每股面值0.01港元之普通股(「股份」)之好倉**

Number of ordinary Shares held 持有普通股數目	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
41,082,000	16.20%

700,000	0.28%
8,000	0.01%
100,000	0.04%

# Directors' Report

## 董事會報告

### DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES (Continued)

#### (ii) Long positions in the shares of associated corporations

As at 31 December 2019, CNA beneficially owned deferred non-voting shares in the following subsidiaries of the Company:

Name of subsidiary 附屬公司名稱	Number of deferred non-voting shares held 持有無投票權遞延股數目
New Box Mini Storage Limited 中大迷你倉有限公司	2
Chung Tai Printing (China) Company Limited 中大印刷(中國)有限公司	100
Chung Tai Printing Company Limited 中大印刷有限公司	3,000
Profit Link Investment Limited 中大投資管理有限公司	2
The Greatime Offset Printing Company Limited 雅大柯式印刷有限公司	9,500

The rights and restrictions of such deferred non-voting shares are set out in note 46 to the consolidated financial statements.

CNA is beneficially owned by Preserve Capital Trust, a discretionary trust set up by Mr. SUEK Ka Lun, Ernie and the beneficiaries of which include a family member of Mr. SUEK Ka Lun, Ernie and a charitable institution set up in Hong Kong. Mr. SUEK Ka Lun, Ernie is deemed to be interested in all the deferred non-voting shares owned by CNA in the above subsidiaries of the Company.

Other than as disclosed above, no Directors nor chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at 31 December 2019.

### 董事於股份、相關股份及債券中之權益(續)

#### (ii) 於相聯法團股份之好倉

截至二零一九年十二月三十一日止，CNA實益擁有本公司下列附屬公司之無投票權遞延股：

該等無投票權遞延股附帶之權利及限制載於綜合財務報表附註46。

CNA由Preserve Capital Trust(一項由薛嘉麟先生成立之全權信託，其受益人包括薛嘉麟先生一名家族成員及一間於香港成立的慈善機構)實益擁有。薛嘉麟先生被視為於CNA所擁有的上述本公司附屬公司全部無投票權遞延股中擁有權益。

除上文所披露者外，截至二零一九年十二月三十一日止，並無本公司之董事或最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之任何股份、相關股份或債券中擁有任何權益或淡倉。

# Directors' Report

## 董事會報告

### SUBSTANTIAL SHAREHOLDERS

As at 31 December 2019, the interests or short positions of every person (other than the Directors or chief executive of the Company) in the Shares and underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

#### Long Positions

Name of shareholder 股東名稱	Capacity 身份	Number of ordinary Shares held 持有普通股數目	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
CNA <sup>1</sup>	Beneficial owner 實益擁有人	39,872,000	15.72%
Fiducia Suisse SA	Trustee 受託人	39,872,000 <sup>2</sup>	15.72%
David Henry Christopher Hill	Interest in a controlled corporation 於控制法團之權益	39,872,000 <sup>2</sup>	15.72%
Rebecca Ann Hill <sup>3</sup>	Interest of spouse 配偶權益	39,872,000 <sup>2</sup>	15.72%

#### Notes:

- CNA is beneficially owned by Preserve Capital Trust, a discretionary trust set up by Mr. SUEK Ka Lun, Ernie, the beneficiaries of which include a family member of Mr. SUEK Ka Lun, Ernie and a charitable institution set up in Hong Kong. Fiducia Suisse SA, which is wholly-owned by Mr. David Henry Christopher Hill, is the trustee of Preserve Capital Trust.
- These 39,872,000 Shares duplicate with those held by CNA.
- Spouse of Mr. David Henry Christopher Hill.

Save as disclosed above, the Directors are not aware of any other persons who had any interests or short positions in any Shares or underlying Shares as at 31 December 2019.

### 主要股東

截至二零一九年十二月三十一日止，各人士（本公司之董事或最高行政人員除外）於本公司按照證券及期貨條例第336條須予存置之登記冊中所記錄之股份及相關股份之權益或淡倉如下：

#### 好倉

Name of shareholder 股東名稱	Capacity 身份	Number of ordinary Shares held 持有普通股數目	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
CNA <sup>1</sup>	Beneficial owner 實益擁有人	39,872,000	15.72%
Fiducia Suisse SA	Trustee 受託人	39,872,000 <sup>2</sup>	15.72%
David Henry Christopher Hill	Interest in a controlled corporation 於控制法團之權益	39,872,000 <sup>2</sup>	15.72%
Rebecca Ann Hill <sup>3</sup>	Interest of spouse 配偶權益	39,872,000 <sup>2</sup>	15.72%

#### 附註：

- CNA由Preserve Capital Trust（一項由薛嘉麟先生成立之全權信託，其受益人包括薛嘉麟先生一名家族成員及一間於香港成立的慈善機構）實益擁有。Fiducia Suisse SA（由David Henry Christopher Hill先生全資擁有）為Preserve Capital Trust的受託人。
- 該等39,872,000股股份指由CNA持有之同一批股份。
- David Henry Christopher Hill先生之配偶。

除上文所披露者外，董事概不知悉於二零一九年十二月三十一日有任何其他人士於任何股份或相關股份中擁有任何權益或淡倉。

# Directors' Report

## 董事會報告

### SHARE OPTION SCHEME

On 13 February 2014, a share option scheme (the "Share Option Scheme") was approved by shareholders of the Company and adopted by the Company. Unless otherwise cancelled or amended, the Share Option Scheme will remain in force for a period of 10 years commenced on the date on which the Share Option Scheme is adopted.

The purpose of the Share Option Scheme is to enable the Company to grant options to eligible participants as incentives or rewards for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any entity in which the Group holds an equity interest (the "Invested Entity").

The Directors may, subject to the provisions of the Share Option Scheme and the Listing Rules, invite any person belonging to any of the following classes of participants to take up the options:

- (a) any employee (whether full time or part time, including any executive director but excluding any non-executive director) of the Company, any of its subsidiary or any Invested Entity;
- (b) any non-executive Director (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity;
- (c) any supplier of goods or services to any member of the Group or any Invested Entity;
- (d) any customer of any member of the Group or any Invested Entity;
- (e) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity;
- (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;
- (g) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity; and

### 購股權計劃

於二零一四年二月十三日，本公司股東批准並採納一項購股權計劃（「購股權計劃」）。除非另行註銷或修訂，否則購股權計劃將由購股權計劃獲採納當日起計十年內有效。

購股權計劃旨在使本公司可向合資格參與者授出購股權，藉以獎勵或回報合資格參與者為本集團作出之貢獻，及／或有助本集團羅致及挽留優秀僱員，並招攬對本集團及本集團持有權益的任何實體（「被投資實體」）有價值之人力資源。

董事可在購股權計劃之條文及上市規則之規限下，邀請屬於以下任何類別參與者的人士接納購股權：

- (a) 本公司、任何附屬公司或任何被投資實體的任何僱員（不論全職或兼職，包括任何執行董事但不包括任何非執行董事）；
- (b) 本公司、其任何附屬公司或任何被投資實體的任何非執行董事（包括獨立非執行董事）；
- (c) 本集團任何成員公司或任何被投資實體的商品或服務之任何供應商；
- (d) 本集團任何成員公司或任何被投資實體的任何客戶；
- (e) 向本集團任何成員公司或任何被投資實體提供研究、開發或其他技術支援的任何人士或實體；
- (f) 本集團任何成員公司或任何被投資實體的任何股東，或本集團任何成員公司或任何被投資實體發行的任何證券的任何持有人；
- (g) 本集團任何成員公司或任何被投資實體的任何業務範疇或業務發展的任何顧問（專業或其他）或諮詢人；及

# Directors' Report

## 董事會報告

### SHARE OPTION SCHEME (Continued)

- (h) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangements to the development and growth of the Group.

and, for the purposes of the Share Option Scheme, the offer may be made to any company wholly owned by one or more persons belonging to any of the above classes of eligible participants.

The total number of Shares which may be allotted and issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes must not in aggregate exceed 10% of the aggregate number of issued Shares at the day on which the Share Option Scheme was adopted, which was 10,193,545 Shares (restated to reflect the share consolidation effected on 5 April 2016), representing approximately 4.02% of the issued Shares as at the date of this Directors' Report. The maximum number of Shares which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes must not in aggregate exceed 30% of aggregate number of issued Shares from time to time.

The total number of Shares issued and to be issued upon exercise of the options granted under the Share Option Scheme and any other schemes to each participant in any 12-month period shall not exceed 1% of the aggregate number of issued Shares from time to time. Share options granted to a Director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by the independent non-executive Directors (excluding independent non-executive Director who is a grantee of the options). Where any grant of options would result in the Shares issued or to be issued upon exercise of all options already granted to a substantial shareholder of the Company or an independent non-executive Director or any of their respective associate in excess of 0.1% of the aggregate number of issued Shares and having an aggregate value, based on the closing price of the Shares at the date of grant, in excess of HK\$5 million in the 12-month period up to and including the date of such grant, such further grant of options must be approved by the shareholders of the Company in general meeting.

### 購股權計劃 (續)

- (h) 通過合營企業、業務聯盟或其他業務安排對本集團的發展及增長已作出或可能作出貢獻的任何其他組別或類別的參與人士。

並且，就購股權計劃而言，可能會向由屬於任何一個或多個上述類別的合資格參與者全資擁有的任何公司作出要約。

根據購股權計劃及任何其他計劃將授出之所有購股權獲行使時，可予配發及發行之股份總數合計不得超過於採納購股權計劃之日已發行股份總數之10%（即10,193,545股股份，已重列以反映於二零一六年四月五日生效之股份合併，相當於截至本董事會報告日期為止已發行股份約4.02%）。所有根據購股權計劃及任何其他計劃已授出但尚未行使之購股權獲行使時，可予配發及發行之股份總數最多不得超過不時已發行股份總數之30%。

於任何十二個月內，根據購股權計劃及任何其他計劃向每名參與者授出之購股權獲行使時已發行及將予發行之股份總數不得超過不時已發行股份總數之1%。向本公司董事、最高行政人員或主要股東或彼等各自之任何聯繫人授出購股權必須獲獨立非執行董事（不包括身為該等購股權承授人之獨立非執行董事）批准。倘任何授出之購股權將導致於截至授出購股權當日（包括該日）止十二個月期間因行使向本公司主要股東或獨立非執行董事或彼等各自之任何聯繫人已授出之全部購股權後所發行或將予發行之股份數目超過已發行股份總數0.1%及總值（按於授出日期股份的收市價計算）超過5,000,000港元，則進一步授出該等購股權必須獲本公司股東於股東大會上批准。

# Directors' Report

## 董事會報告

### SHARE OPTION SCHEME (Continued)

The subscription price for Shares under the Share Option Scheme shall be a price determined by the Directors, but shall not be less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the offer date, which must be a business day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the offer date; and (iii) the nominal value of a Share. A nominal consideration of HK\$1.00 is payable on acceptance of the grant of an option.

An option may be accepted by a participant within 21 days from the date of the offer for grant of the option.

Unless otherwise determined by the Directors and stated in the offer for the grant of options to grantees, there is no performance target and no minimum period for which an option must be held before it can be exercised under the Share Option Scheme.

No dividend will be payable and no voting rights will be exercisable in relation to an option that has not been exercised.

During the Year, no share option was granted, exercised, cancelled or lapsed under the Share Option Scheme. There was no outstanding share option under the Share Option Scheme as at 1 January 2019 and 31 December 2019.

### EQUITY-LINKED AGREEMENTS

Save for the Share Option Scheme, no equity-linked agreements were entered into by the Group during the Year or subsisted at the end of the Year.

### 購股權計劃 (續)

根據購股權計劃認購股份之認購價須為由董事釐定之價格，惟不得低於下列各項之最高者：(i)股份於要約日期（須為營業日）於聯交所每日報價表所列之收市價；(ii)股份於緊接要約日期前五個營業日在聯交所每日報價表所列之平均收市價；及(iii)一股股份之面值。接納所授出購股權時須支付象徵式代價1.00港元。

參與者可於購股權提呈授出日期後21日內接納購股權。

除非董事另行釐定並於向承授人提呈授出購股權時列明，否則購股權計劃概無有關績效目標及於行使前必須持有購股權之最短時間之規定。

尚未行使之購股權概不會獲派付任何股息，亦概無可行使之投票權。

於本年度，概無購股權根據購股權計劃授出、行使、註銷或失效。於二零一九年一月一日及二零一九年十二月三十一日，概無任何根據購股權計劃授出而尚未行使之購股權。

### 權益掛鈎協議

除購股權計劃外，於本年度內本集團並無訂立或本年度末並無仍然有效之與權益掛鈎之協議。

# Directors' Report

## 董事會報告

### COMPETING INTERESTS

During the Year, none of the Directors had any interest in any business which competed or was likely to compete, either any directly or indirectly, with the business of the Group.

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

Save for the Share Option Scheme, at no time during the Year was the Company, or any of its subsidiaries, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Save as disclosed in note 41 to the consolidated financial statements, and the paragraphs headed "Connected Transactions and Continuing Connected Transactions" below, none of the Directors or an entity connected with a Director had a material interest, whether directly or indirectly, in any transaction, arrangement or contract of significance to which the Company, or any of its subsidiaries or fellow subsidiaries was a party and which was subsisting as at the end of the Year or at any time during the Year.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the existing independent non-executive Directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all of the existing independent non-executive Directors are independent.

### 競爭權益

於本年度，概無董事於任何與或可能與本集團業務直接或間接競爭之業務中擁有任何權益。

### 董事於交易、安排及合約之權益

除購股權計劃外，於本年度任何時間，本公司或其任何附屬公司概無訂立任何安排，致使董事可藉購入本公司或任何其他法人團體之股份或債券而獲益。

除綜合財務報表附註41及下文「關連交易及持續關連交易」各段所披露者外，於本年度年末或本年度任何時間，概無董事或與董事相關之實體於本公司、其任何附屬公司或同系附屬公司所訂立的任何現存交易、安排或重大合約中直接或間接擁有重大權益。

### 獨立非執行董事

本公司已接獲各現任獨立非執行董事根據上市規則第3.13條就本身之獨立地位而發出之年度確認聲明。本公司認為，全體現任獨立非執行董事均具有獨立地位。



# Directors' Report

## 董事會報告

### CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the Year, the Group has engaged in certain connected transactions and continuing connected transactions which are subject to annual reporting requirement in Chapter 14A of the Listing Rules. Details of these transactions are set out below:

#### Connected Transaction

##### *Loan arrangement*

On 12 July 2019, Grand Prospects (a wholly-owned subsidiary of the Company) together with Topgold Universal Limited ("Topgold") and 4 other co-lenders entered into a loan agreement with an independent borrower and guarantors, pursuant to which the lenders agreed to grant to the borrower a loan in the aggregate principal amount of HK\$120 million for a term of 6 months, bearing interest at the prime rate plus 18.625% per annum (i.e. 24% per annum). The principal amount contributed by Grand Prospects and Topgold to the loan is HK\$4.5 million and HK\$25.5 million respectively. Also on 12 July 2019, the lenders entered into a memorandum of cooperation which governs the rights and obligations among them in respect of the loan.

A family member of Mr. SUEK Ka Lun, Ernie (an executive Director and the chairman of the Company) is the sole ultimate beneficial owner of Topgold. As such, Topgold is a connected person of the Company under the Listing Rules.

### 關連交易及持續關連交易

於本年度，本集團已從事若干關連交易及持續關連交易，有關交易須遵守上市規則第14A章內的年度報告規定。該等交易之詳情如下：

#### 關連交易

##### *貸款安排*

於二零一九年七月十二日，華泰（本公司之全資附屬公司，連同金泰環球有限公司（「金泰」）及4名其他共同貸款人）與獨立借款人及擔保人訂立貸款協議，據此，該等貸款人同意向借款人授出該貸款，本金總額為120,000,000港元，為期6個月，按最優惠利率加年息18.625厘（即年利率為24厘）計息。華泰及金泰對該貸款出資之本金額分別為4,500,000港元及25,500,000港元。另外，於二零一九年七月十二日，該等貸款人訂立合作備忘錄，其規限該等貸款人就該貸款之權利及義務。

本公司執行董事兼主席薛嘉麟先生之一名家庭成員為金泰之唯一最終實益擁有人，故根據上市規則，金泰為本公司之關連人士。

# Directors' Report

## 董事會報告

### CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS (Continued)

#### Continuing Connected Transactions

##### *Lease of commercial properties in Hong Kong*

The Group completed the acquisition of the entire issued share capital of Supreme Cycle Inc. ("Supreme Cycle") on 30 November 2016. The principal activities of Supreme Cycle are investment holding and property investment and its principal assets are units 21, 22, 23, 41 and 77 of 1/F and the whole of 3/F, Hop Yick Commercial Centre (Phase I), No. 33 Hop Choi Street, Yuen Long, New Territories, Hong Kong (the "Yuen Long Properties"). Pursuant to the tenancy agreement (the "Tenancy Agreement") dated 16 March 2016 entered into between Supreme Cycle as landlord and Well Dragon Limited ("Well Dragon") as tenant, the Yuen Long Properties have been leased to Well Dragon for an initial term of three years from 16 March 2016 to 15 March 2019. Since Well Dragon is wholly-owned by a trustee of a discretionary trust of which Mr. SUEK Ka Lun, Ernie is one of the discretionary objects, Well Dragon is a connected person of the Company under the Listing Rules and the transaction contemplated under the Tenancy Agreement constitutes a continuing connected transaction of the Company under the Listing Rules upon completion of the acquisition of Supreme Cycle on 30 November 2016.

### 關連交易及持續關連交易 (續)

#### 持續關連交易

##### 於香港租賃商用物業

本集團於二零一六年十一月三十日完成收購Supreme Cycle Inc. (「Supreme Cycle」)的全部已發行股本。Supreme Cycle之主要業務為投資控股及物業投資，其主要資產為香港新界元朗合財街33號合益商業中心(I期)一樓的21、22、23、41及77號單位及三樓全層(「元朗物業」)。根據Supreme Cycle作為業主與樺龍有限公司(「樺龍」)作為租戶訂立日期為二零一六年三月十六日之租賃協議(「租賃協議」)，元朗物業已租賃予樺龍，初步年期為三年，自二零一六年三月十六日至二零一九年三月十五日。由於樺龍乃由全權信託之一名受託人全資擁有，而薛嘉麟先生為該全權信託之全權受益人之一，因此，根據上市規則，樺龍為本公司的關連人士，且根據上市規則，於二零一六年十一月三十日完成收購Supreme Cycle後，按照租賃協議擬進行之交易構成本公司之持續關連交易。

# Directors' Report

## 董事會報告

### CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS (Continued)

#### Continuing Connected Transactions (Continued)

##### *Lease of commercial properties in Hong Kong (Continued)*

###### *Principal terms*

The terms of the Tenancy Agreement were determined after arm's length negotiations between the parties thereto. The principal terms of the Tenancy Agreement are set out below:

Use: Operation of a karaoke outlet or related business ancillary to karaoke operations conducted by Well Dragon and its affiliated companies.

Term: An initial fixed term of three years commenced from 16 March 2016 and ending on 15 March 2019 (both days inclusive) (the "Initial Term").

Subject to the terms and conditions of the Tenancy Agreement, Well Dragon has an option to renew the tenancy for a further term of three years from the expiration of the Initial Term (the "First Renewal Term") by giving Supreme Cycle prior written notice not less than six months before the expiration of the Initial Term. During the Year, Well Dragon exercised the option and renewed the term to 15 March 2022.

Subject to the terms and conditions of the tenancy agreement for the First Renewal Term, Well Dragon has an option to renew the tenancy for a further term of three years from the expiration of the First Renewal Term (the "Second Renewal Term") by giving Supreme Cycle prior written notice not less than six months before the expiration of the First Renewal Term.

### 關連交易及持續關連交易 (續)

#### 持續關連交易 (續)

##### 於香港租賃商用物業 (續)

###### 主要條款

租賃協議之條款乃由雙方經公平磋商釐定。租賃協議之主要條款載列如下：

用途：由樺龍及其聯屬公司經營卡拉OK專門店或經營卡拉OK之相關附屬業務。

年期：初步固定年期為三年，由二零一六年三月十六日起至二零一九年三月十五日止（包括首尾兩日）（「初步年期」）。

在租賃協議之條款及條件之規限下，樺龍有權選擇於初步年期屆滿前不少於六個月向 Supreme Cycle 發出事先書面通知，由初步年期屆滿起計，為租約再續期三年（「首次續租年期」）。於本年度，樺龍已行使期權及續租至二零二零年三月十五日。

在首次續租年期的租賃協議之條款及條件之規限下，樺龍有權選擇於首次續租年期屆滿前不少於六個月向 Supreme Cycle 發出事先書面通知，由首次續租年期屆滿起計，為租約再續期三年（「第二次續租年期」）。

# Directors' Report

## 董事會報告

### CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS (Continued)

#### Continuing Connected Transactions (Continued)

##### *Lease of commercial properties in Hong Kong (Continued)*

###### *Principal terms (Continued)*

Rent: For the Initial Term, a monthly rent of HK\$370,000 exclusive of rates, government rent, management fee and air-conditioning expense.

For the First Renewal Term, a monthly rent as agreed by Supreme Cycle and Well Dragon and in any event the increase of monthly rent shall be within a range of 0% to 10% of the monthly rent of the Initial Term. The parties agreed that the monthly rent during the First Renewal Term is HK\$370,000.

For the Second Renewal Term, a prevailing market rent to be agreed by Supreme Cycle and Well Dragon and in the absence of agreement, to be determined by an independent surveyor nominated by the president of the Hong Kong Institute of Surveyors.

The monthly rent under the Tenancy Agreement was arrived at after arm's length negotiations between the parties thereto with reference to the prevailing market rents in the same district.

During the Year, the rental income charged by the Group to Well Dragon was HK\$4,440,000 (Year 2018: HK\$4,440,000).

### 關連交易及持續關連交易 (續)

#### 持續關連交易 (續)

##### 於香港租賃商用物業 (續)

###### 主要條款 (續)

租金：就初步年期而言，每月租金為370,000港元，不包括差餉、地租、管理費及空調費用。

就首次續租年期而言，每月租金按Supreme Cycle與樺龍所協定，且無論如何，每月租金之增幅須為初步年期每月租金之0%至10%範圍內。由各訂約方同意於首次續租年期內每月租金為370,000港元。

就第二次續租年期而言，Supreme Cycle與樺龍協定之當前市值租金，如未有協定，則由香港測量師學會會長提名之獨立測量師釐定。

租賃協議訂明之每月租金乃由各訂約方參考同區當前市值租金，經公平磋商後達致。

於本年度，本集團向樺龍收取之租金收入為4,440,000港元（二零一八年度：4,440,000港元）。

# Directors' Report

## 董事會報告

### CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS (Continued)

#### Continuing Connected Transactions (Continued)

##### *Lease of commercial properties in Hong Kong (Continued)*

###### *Annual caps*

The annual caps for the transactions contemplated under the Tenancy Agreement are set out below:

**For the year  
ended/ending 31 December**  
截至十二月三十一日止年度

		<b>Annual Caps amount</b> 年度上限金額 (HK\$) (港元)
2016	二零一六年	3,515,000
2017	二零一七年	4,440,000
2018	二零一八年	4,440,000
2019	二零一九年	4,791,500
2020	二零二零年	4,884,000
2021	二零二一年	4,884,000
2022	二零二二年	5,270,650
2023	二零二三年	5,372,400
2024	二零二四年	5,372,400
2025	二零二五年	1,119,250

The above annual caps were determined based on the rental income receivable by Supreme Cycle from Well Dragon under the Tenancy Agreement taking into account the maximum 10% increment of the monthly rent for the First Renewal Term as agreed under the Tenancy Agreement and a further 10% increment of the monthly rent estimated for the Second Renewal Term.

Details of the above transaction have been set out in the announcements of the Company dated 25 April 2016 and 30 November 2016 and the circular of the Company dated 20 July 2016.

The Company has followed the policies and guidelines when determining the prices and terms of the continuing connected transactions.

### 關連交易及持續關連交易 (續)

#### 持續關連交易 (續)

##### 於香港租賃商用物業 (續)

###### 年度上限

根據租賃協議擬進行之交易的年度上限載列如下：

上述年度上限乃基於Supreme Cycle根據租賃協議應收樺龍之租金收入而釐定，當中已計及根據租賃協議所協定首次續租年期之每月租金最高增幅10%，以及第二次續租年期估計每月租金之進一步增幅10%。

上述交易之詳情已載列於本公司日期為二零一六年四月二十五日及二零一六年十一月三十日之公告及日期為二零一六年七月二十日之通函。

於釐定持續關連交易之價格及條款時，本公司已遵守有關政策及指引。

# Directors' Report

## 董事會報告

### CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS (Continued)

#### Continuing Connected Transactions (Continued)

The continuing connected transactions have been reviewed by the independent non-executive Directors. The independent non-executive Directors have confirmed that the continuing connected transactions were entered into (i) in the ordinary and usual course of business of the Company; (ii) on normal commercial terms; and (iii) in accordance with the Tenancy Agreement and on terms that are fair and reasonable and in the interest of the Company and the shareholders of the Company as a whole.

Pursuant to Rule 14A.56 of the Listing Rules, the Company has engaged the external auditors of the Company to perform certain agreed-upon procedures in respect of these continuing connected transactions of the Group. The auditors have reported to the Board that:

- (i) nothing has come to the external auditors' attention that causes them to believe that the non-exempt continuing connected transactions have not been approved by the Board;
- (ii) for transactions involving the provision of goods or services by the Group, nothing has come to external auditors' attention that causes them to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Company;
- (iii) nothing has come to the external auditors' attention that causes them to believe that the transactions were not entered into, in all material respects, in accordance with the Tenancy Agreement; and
- (iv) with respect to the aggregate amount of the non-exempt continuing connected transactions, nothing has come to the external auditors' attention that causes them to believe that the non-exempt continuing connected transactions have exceeded the maximum aggregate annual caps disclosed in the relevant announcements of the Company in respect of the non-exempt continuing connected transactions.

The Directors confirmed that the related party transactions as disclosed in note 41 to the consolidated financial statements fall under the definition of "connected transaction" or "continuing connected transaction" (as the case may be) under Chapter 14A of the Listing Rules. The Directors confirmed that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in respect of such transactions.

### 關連交易及持續關連交易 (續)

#### 持續關連交易 (續)

獨立非執行董事已審閱持續關連交易。獨立非執行董事已確認，持續關連交易乃：(i)於本公司日常及一般業務過程中訂立；(ii)按一般商業條款訂立；及(iii)根據租賃協議進行，而有關協議之條款屬公平合理，並符合本公司及本公司股東之整體利益。

根據上市規則第14A.56條，本公司已委聘本公司外聘核數師就該等本集團持續關連交易執行若干協定程序。核數師已向董事會報告：

- (i) 外聘核數師並無發現任何事宜會令彼等相信不獲豁免持續關連交易未獲董事會批准；
- (ii) 就涉及本集團提供貨品或服務之交易而言，外聘核數師並無發現任何事宜會令彼等相信有關交易在各重大方面未有遵守本公司之定價政策；
- (iii) 外聘核數師並無發現任何事宜會令彼等相信有關交易在各重大方面並非按照租賃協議訂立；及
- (iv) 就不獲豁免持續關連交易之總額而言，外聘核數師並無發現任何事宜會令彼等相信，不獲豁免持續關連交易已超出本公司有關不獲豁免持續關連交易之相關公告內所披露之年度總值上限。

董事確認，綜合財務報表附註41所披露之關連人士交易符合上市規則第14A章內有關「關連交易」或「持續關連交易」（視情況而定）之定義。董事確認，就有關交易而言，本公司已遵守上市規則第14A章之披露規定。

# Directors' Report

## 董事會報告

### EMOLUMENT POLICY

The emolument policy of the general staff of the Group is determined by the management of the Group with reference to the market conditions and qualifications of the employees. The reward packages for the staff are generally reviewed on an annual basis, depending on the staff's and the Group's performance.

The emoluments of the Directors and senior management of the Company are recommended by the Remuneration Committee and approved by the Board having regard to the Company's operating results, individual duties and responsibilities and performance and market practice and conditions.

Both Ms. NG Wai Chi and Mr. WAN Kwok Leung, Nicholas, the senior management of the Company received an emolument which falls within the band of HK\$0 to HK\$1,000,000 for the Year.

The Share Option Scheme as set out on pages 60 to 62 above was also adopted by the Company as a long-term incentive or rewards for the staff's contribution.

### CORPORATE GOVERNANCE

Throughout the Year, the Company applied the principles of and complied with all the provisions of the Corporate Governance Code contained in Appendix 14 to the Listing Rules, save for certain deviations. Details of the corporate governance practices of the Group during the Year are set out in Corporate Governance Report on pages 28 to 48.

### PERMITTED INDEMNITY PROVISION

During the Year and as at the date of this Directors' Report, an indemnity provision was in force such that the Directors should be indemnified by Company against all actions, costs, charges, losses, damages and expenses they may incur or sustain in the execution of their duty.

The Company has arranged for appropriate liability insurance for the directors and officers of the Group for indemnifying their liabilities arising out of corporate activities of the Company.

### PRE-EMPTIVE RIGHTS

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

### 薪酬政策

本集團一般員工之薪酬政策乃由本集團管理層參考市況及僱員資格後釐定。為員工提供之薪酬待遇一般會每年檢討，當中會因應員工及本集團的表現調整。

董事及高級管理人員之薪酬由薪酬委員會推薦及由董事會批准，並已考慮本公司之經營業績、個別人士之職責及表現及市場慣例及市況。

本公司高級管理層吳惠芝女士及溫國樑先生於本年度均已收取介乎零港元至1,000,000港元的薪酬。

本公司亦採納上文第60頁至第62頁所載之購股權計劃作為員工對本公司貢獻的一項長期激勵或獎勵。

### 企業管治

除若干偏離外，本公司於本年度一直應用上市規則附錄14所載企業管治守則之原則，並遵守所有條文。有關本集團本年度企業管治常規之詳情載於第28頁至第48頁之企業管治報告。

### 獲准許的彌償條文

於本年度及截至本董事會報告日期為止，彌償條文已生效，據此，董事獲本公司彌償彼等於履行職責時可能產生或面臨的所有訴訟、成本、費用、虧損、損失及開支。

本公司已為董事及本集團之高級人員安排合適之責任保險，以為彼等因本公司企業活動而產生之法律責任提供彌償保證。

### 優先認購權

本公司之公司細則或百慕達法律並無關於優先認購權，以規定本公司須按比例向其現有股東提呈新股份之條文。

# Directors' Report

## 董事會報告

### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors as at the latest practicable date prior to the date of this Directors' Report, at least 25% of the issued Shares were held by the public throughout the Year.

### DONATIONS

The Group made donations for charitable or other purposes totalling HK\$133,000 for the Year (Year 2018: HK\$575,000).

### SOCIAL RESPONSIBILITIES AND ENVIRONMENTAL POLICIES

The Group is committed to the long term sustainability of the environment and communities in which it engages. Acting in an environmentally responsible manner, the Group endeavours to identify and adopt effective measures to achieve efficient use of resources, energy saving and waste reduction. Please refer to the Environmental, Social and Governance Report on pages 75 to 117 for further information on the work done and efforts made by the Company on environmental protection and other aspects for sustainable growth and development of the business of the Group.

### PRINCIPAL RISKS AND UNCERTAINTIES

The Group's financial performance, operating results, business operation and prospects may be affected by a number of risks and uncertainties. The key risks and uncertainties identified by the Group are set out below. However, there may be other risks and uncertainties in addition to those shown below, which are not known to the Group or which may not be material now but could become material in the future. The management of the Company meets periodically to discuss these risks, and where appropriate, will monitor these risks closely and adopt any necessary risk mitigation measures. In respect of the details of the risk management system and internal audit function of the Company, please refer to the paragraphs headed "Risk Management and Internal Control" on pages 42 to 44.

### 足夠公眾持股量

基於本公司可公開獲得之資料及據董事所知悉，於本董事會報告日期前之最後實際可行日期，於本年度內公眾最少持有已發行股份之25%。

### 捐款

於本年度，本集團因慈善或其他目的所作的捐款總額為133,000港元（二零一八年度：575,000港元）。

### 社會責任及環境政策

本集團致力在所處環境及社區實現長期可持續發展。本集團以對環境負責的方式行事，努力物色及採取有效措施以有效地利用資源、節約能源及減少浪費。有關本公司為環境保護及本集團業務可持續增長及發展的其他方面所作的工作及努力，請參閱第75頁至第117頁所載之環境、社會及管治報告以進一步了解詳情。

### 主要風險及不明朗因素

本集團的財務表現、經營業績、業務營運及前景可能受多項風險及不明朗因素所影響。本集團已識別的主要風險及不明朗因素載於下文。然而，除下文所示者外，亦可能出現本集團所知以外，或現時並不重大但日後可能屬重大的其他風險及不明朗因素。本公司管理層定期會面討論該等風險，並將於適當時緊密監督該等風險，並採納任何必要的風險緩解措施。有關本公司風險管理系統及內部審計職能之詳情，請參閱第42頁至第44頁題為「風險管理及內部監控」各段。



# Directors' Report

## 董事會報告

### PRINCIPAL RISKS AND UNCERTAINTIES (Continued)

#### Business Risk

The Group currently has seven operating segments in various industries and each operating segment has its specific business risks. For the Manufacturing and Sales Business and the Trading Business, the Group is subject to intense competition in terms of product prices and production costs, and is also affected by seasonal factors prevailing in the countries of targeted and existing customers. For the Lending Business, the collectability of outstanding loans and the customer network of the Group are both affecting the financial performance of the segment. The Music and Entertainment Business may be affected by the economic environment of Hong Kong and the PRC as it will have impact on the consumption behaviors of both individual and corporate customers. With respect to the Property Business, alternatives can be found in the respective location of the Group's premises and thus the rentals of its units offered to customers are subject to fierce market competition. To maintain the competitiveness of the Group, the management of the Company will meet regularly with the head of the respective business units to keep itself up-to-date with the business environment.

#### Environmental Risk

The Group's Manufacturing and Sales Business is obliged to comply with a variety of environment protection laws and regulations on the discharge and disposal of waste materials, water and gas imposed by relevant governmental bodies in the PRC. These law and regulations govern the disposal of these wastes and impose fines and penalties for serious violation of environmental requirements, and any non-compliance may jeopardise the operating licences of the Group's subsidiaries engaged in the Manufacturing and Sales Business.

Moreover, environmental laws and regulations applicable to the Group are subject to change from time to time. It may be impracticable for the Group to continuously quantify the costs of complying with such laws and regulations, and any further change may also lead to a substantial increase in the operating costs of the Group. In this regard, the management of the Company regularly reviews adherence to relevant environmental laws and regulations with the head of the Manufacturing and Sales Business.

### 主要風險及不明朗因素 (續)

#### 業務風險

本集團現時擁有七個不同行業的營運分部，各營運分部均面對特定的業務風險。就製造及銷售業務以及貿易業務而言，本集團面對產品價格及生產成本的激烈競爭，亦受目標客戶及現有客戶所在國家當前的季節性因素所影響。就放貸業務而言，未償還貸款的可收回性及本集團的客戶網絡均影響分部的財務表現。音樂及娛樂業務可能受香港及中國的經濟環境所影響，而中港兩地的經濟會影響個人及公司客戶的消費行為。就物業業務而言，本集團的物業各自所在的地點存在其他選擇，因而向客戶提供的單位租金面對激烈的市場競爭。為維持本集團的競爭力，本公司管理層將與各業務部門主管定期會面，以緊貼最新的業務環境。

#### 環境風險

本集團的製造及銷售業務有責任就排放及處理廢棄物料、廢水及廢氣遵守由中國相關政府機關頒佈的多項環保法例及規例。有關法例及規例監管此等廢棄物料處理方法，並對嚴重違反環保規定者施加罰款及處罰，而任何不合規情況可能會對本集團旗下從事製造及銷售業務的附屬公司的經營執照造成不利影響。

此外，適用於本集團之環保法例及規例可能不時變動。本集團持續計算遵守有關法例及規例的合規成本可能屬不切實際，而任何其他變動均可能令本集團的營運成本大增。就此而言，本公司管理層與製造及銷售業務主管定期審閱相關環境法例及規例的合規情況。

# Directors' Report

## 董事會報告

### PRINCIPAL RISKS AND UNCERTAINTIES (Continued)

#### Market Price Risk

The Group's Securities Trading Business is exposed to the risk of decreasing fair values of equity securities as a result of the volatile market changes. The management of the Company together with the Investment Management Committee of the Board monitor the changes of respective securities' prices and may change the investment portfolio held and investment strategy whenever necessary.

### COMPLIANCE WITH LAWS AND REGULATIONS

The Group's operations are carried out both in Hong Kong and the PRC and are regulated by their laws and regulations accordingly. In particular, the Group's Manufacturing and Sales Business is obliged to comply with a variety of environmental protection laws and regulations on the discharge of waste, water and pollutants and the labour law in the PRC. While any non-compliance may attract fines and penalties and jeopardise the operating licenses of the Group, the imposition of more stringent regulations may also increase the operating costs of the business segment.

During the Year and up to date of this Directors' Report, the Group has complied with the relevant laws and regulations that have significant impact in Hong Kong and the PRC. For details, please refer to the Environmental, Social and Governance Report on pages 75 to 117.

### 主要風險及不明朗因素 (續)

#### 市場價格風險

本集團的證券買賣業務正面臨由於不穩定的市場變化而導致股本證券公平值下降的風險。本公司管理層連同董事會轄下的投資管理委員會監察各項證券價格的變動，並在有需要之情況下，可能會改變持有的投資組合及投資策略。

#### 遵守法律及規例

本集團在香港及中國營運業務，因此受兩地法律及規例監管。本集團的製造及銷售業務尤其須遵守多項有關廢物、污水及污染物排放的環保法律及規例，以及中國的勞動法。任何違規可能會招致罰款及懲處，並會危及本集團的經營牌照，而實施更嚴謹的規管亦可能會令本業務分類的經營成本上升。

於本年度及截至本董事會報告日期為止，本集團已遵守具重大影響力的香港及中國相關法律及規例。請參閱第75頁至第117頁之環境、社會及管治報告以進一步了解詳情。

# Directors' Report

## 董事會報告

### MAJOR CUSTOMERS AND SUPPLIERS

During the Year, the percentage of purchases attributable to the 5 largest suppliers combined was less than 30%. The percentage of revenue from sales of goods or rendering of services attributable to the 5 largest customers combined was also less than 30%.

### RELATIONSHIP WITH KEY STAKEHOLDERS

The Group strives to maintain a strong relationship with its suppliers, customers, employees and other stakeholders to meet its immediate and long-term goals. Please refer to the Environmental, Social and Governance Report on pages 75 to 117 for further information.

### AUDITOR

The financial statements have been audited by Deloitte Touche Tohmatsu who shall retire and, being eligible, will offer themselves for re-appointment at the 2020 AGM. A resolution will be proposed at the 2020 AGM to re-appoint Messrs. Deloitte Touche Tohmatsu as the auditors of the Company.

There has been no change of auditors of the Company in any of the preceding three financial years.

On behalf of the Board

**SUEK Ka Lun, Ernie**  
*Chairman*

Hong Kong, 25 March 2020

### 主要客戶及供應商

於本年度，五大供應商應佔之採購額百分比合併計算不足30%。五大客戶應佔來自出售貨品或提供服務之收益百分比合併計算不足30%。

### 與主要持份者之關係

本集團努力與供應商、客戶、僱員及其他持份者保持緊密關係，藉此達到其短期及長遠目標。有關進一步資料請參閱第75頁至第117頁所載之環境、社會及管治報告。

### 核數師

財務報表由德勤•關黃陳方會計師行審核。德勤•關黃陳方會計師行將退任，惟符合資格於二零二零年股東週年大會上膺選連任。本公司將於二零二零年股東週年大會上提呈續聘德勤•關黃陳方會計師行為本公司核數師之決議案。

於過往三個財政年度，本公司之核數師並無變動。

代表董事會

主席  
**薛嘉麟**

香港，二零二零年三月二十五日

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ABOUT THIS REPORT

This is the fourth Environmental, Social and Governance (“ESG”) report of Newway Group Holdings Limited (the “Company”, together with its subsidiaries, the “Group”), presenting the environmental and social impacts of its business activities during the Year ended 31 December 2019, and its performance in measuring and managing these sustainability aspects during the Year.

The Board of Directors acknowledges its responsibility for ensuring the integrity of this report. To the best of its knowledge, this ESG Report addresses all relevant material issues and fairly presents the ESG performance of the Group. The Board of Directors confirms that it has reviewed and approved this ESG Report.

### Reporting Boundary and Scope

This ESG Report has been prepared in compliance with ESG Reporting Guide set out in Appendix 27 to the Listing Rules on the Stock Exchange of Hong Kong Limited (“HKEX”), focusing on environmental and social performance of the Group’s printing products manufacturing and sales business, being the largest business segment of the Group in terms of its contribution to the revenue for the Year. This report has fulfilled the “Comply or Explain” stipulation and is centred on the reporting principles of “Materiality”, “Quantitative”, “Balance”, and “Consistency”. Quantitative data are analysed and presented in a way that allows for consistent comparison.

The boundary of this ESG Report remains unchanged from the previous year, encompassing the ESG performance of (1) Chung Tai Printing (International) Company Limited, (2) its wholly-owned subsidiary, namely 中星中大印刷(深圳)有限公司 (unofficial English translation being Newway Chung Tai Printing (Shenzhen) Company Limited) (“Newway Chung Tai Printing”); and (3) 錦翰印刷(深圳)有限公司 (unofficial English translation being Kam Hon Printing (Shenzhen) Company Limited) (“Kam Hon Printing”). These are the three principal subsidiaries of the Group’s printing products manufacturing and sales business. For governance section, please refer to the Corporate Governance Report on pages 28 to 48 of this Annual Report.

### 關於本報告

本報告為Newway Group Holdings Limited 中星集團控股有限公司\*（「本公司」，連同其附屬公司，統稱「本集團」）第四份環境、社會及管治報告，呈列截至二零一九年十二月三十一日止年度業務活動對環境及社會的影響，以及於本年度在衡量和管理可持續發展議題方面的表現。

董事會知悉其有確保本報告真確的責任。據其所知，本環境、社會及管治報告涵蓋所有相關重大議題，並公允地呈列本集團的環境、社會及管治表現。董事會確認已審閱並通過本環境、社會及管治報告。

### 報告邊界及範圍

本環境、社會及管治報告乃根據香港聯合交易所有限公司（「聯交所」）上市規則附錄二十七所載《環境、社會及管治報告指引》而編製，集中披露本集團印刷產品製造及銷售業務（以本年度對本集團的收益貢獻計算為本集團的最大業務分類）的環境及社會表現。本報告已符合「不遵守就解釋」規定，並以「重要性」、「量化」、「平衡」及「一致性」的報告原則為中心。量化數據經分析後以可作一致的比較方式呈列。

本環境、社會及管治報告的披露邊界包括：(1)中大印刷(國際)有限公司、(2)其全資附屬公司中星中大印刷(深圳)有限公司（「中星中大印刷」）；及(3)錦翰印刷(深圳)有限公司（「錦翰印刷」）的環境、社會及管治表現。該三間公司為本集團印刷產品製造及銷售業務的主要附屬公司。有關管治一節，請參閱本年報第28頁至第48頁的企業管治報告。

\* 僅供識別

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ESG MANAGEMENT APPROACH

Principally engaged in manufacturing and sales of paper products, the Group understands its responsibility to minimise environmental impacts of its operations while delivering quality products to its customers. Both Neway Chung Tai Printing and Kam Hon Printing have obtained ISO 9001, ISO 14001 and OHSAS 18001 certifications for their quality management, environmental management and occupational health and safety management systems.

Adhering to SA8000 Standard, our Social Responsibility Management System is spearheaded by the Senior Vice President and collectively overseen by the top management and five executive committees. Each year, our ESG performance is tracked by a set of quantitative targets which are monitored and reviewed by our Management Systems Executive Committee to ensure progressive improvements in various ESG aspects.

### 環境、社會及管治管理方法

本集團主要從事製造及銷售紙類產品，理解到在向客戶提供優質產品的同時，有責任將營運對環境的影響降至最低。中星中大印刷及錦翰印刷的質量管理、環境管理以及職業健康及安全管理體系均已取得ISO 9001、ISO 14001及OHSAS 18001認證。

我們的社會責任管理系統遵循SA8000標準，由高級副總裁領導並由高級管理層及五個執行委員小組集體監督。我們的環境、社會及管治績效每年由一系列量化目標跟蹤，這些目標由我們的管理體系執行委員小組監察及檢討，以確保環境、社會及管治各層面可持續改善，邁向目標。



Social Responsibility Management Organisational Structure and the Management Areas of the Executive Committees

社會責任管理組織架構及執行委員小組之管理範圍

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ESG MANAGEMENT APPROACH (Continued)

#### Stakeholder Engagement

The Group's stakeholders have a significant impact on its business, or are expected to be significantly affected by its operations. We, therefore, understand the importance of not only listening to the stakeholders but also responding to issues of their concern. We are committed to engaging our stakeholders, including customers, employees, suppliers, investors, the government and the community through channels such as annual reports, surveys, meetings, etc.

### 環境、社會及管治管理方法 (續)

#### 持份者參與

本集團的持份者對其業務有重大影響或預計大受其業務影響。因此，我們深明不單聆聽持份者更要回應其關注的重要性。我們致力透過年報、調查、會議等渠道與持份者聯繫，包括客戶、僱員、供應商、投資者、政府及社區。

Stakeholder Groups 持份者群組	Communication Channels 溝通渠道	Issues of Concern 關注事項	Our Actions in 2019 我們於二零一九年的措施
<b>Customers</b> 客戶	<ul style="list-style-type: none"> <li>Company website 本公司網站</li> <li>Feedback by phone 電話反饋意見</li> <li>Formal process for handling complaints 處理投訴的正式程序</li> </ul>	<ul style="list-style-type: none"> <li>Customer satisfaction 客戶滿意程度</li> <li>Data privacy 數據隱私</li> </ul>	<ul style="list-style-type: none"> <li>Conducted customer survey and maintained over 90% customer satisfaction 進行客戶調查並保持90%以上的客戶滿意度</li> </ul>
<b>Employees</b> 僱員	<ul style="list-style-type: none"> <li>Staff meetings 員工會議</li> <li>Annual appraisals 年度評估</li> </ul>	<ul style="list-style-type: none"> <li>Training and development 培訓及發展</li> <li>Occupational Health and Safety 職業健康及安全</li> </ul>	<ul style="list-style-type: none"> <li>Developed and implemented an annual training plan, providing 48,740 hours of training covering 98% of the workforce 制定並實施年度培訓計劃，為98%僱員提供48,740小時的培訓</li> <li>Achieved OHS targets of zero cases of explosion incidents, fire incidents and occupational disease 達到爆炸事故、火災事故及職業病零個案的職業健康及安全目標</li> </ul>
<b>Suppliers</b> 供應商	<ul style="list-style-type: none"> <li>Website for prospective suppliers 潛在供應商網站</li> <li>Supplier assessment 供應商評估</li> <li>Supplier conference 供應商會議</li> </ul>	<ul style="list-style-type: none"> <li>Third party risk management 第三方風險管理</li> </ul>	<ul style="list-style-type: none"> <li>Conduct monthly and annual supplier assessment 每月及每年進行供應商評估</li> </ul>

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ESG MANAGEMENT APPROACH (Continued)

### 環境、社會及管治管理方法 (續)

### Stakeholder Engagement (Continued)

### 持份者參與 (續)

Stakeholder Groups 持份者群組	Communication Channels 溝通渠道	Issues of Concern 關注事項	Our Actions in 2019 我們於二零一九年的措施
<b>Investors</b> 投資者	<ul style="list-style-type: none"> <li>Annual reports and interim reports 年報及中期報告</li> <li>Corporate communications and press releases 企業通訊及新聞稿</li> </ul>	<ul style="list-style-type: none"> <li>Corporate governance 企業管治</li> <li>Business operations 業務運作</li> <li>Information disclosure 資料披露</li> </ul>	<ul style="list-style-type: none"> <li>Obtained one patent 取得一項專利</li> <li>Compliance with relevant laws and regulations 遵守相關法律法規</li> </ul>
<b>Government</b> 政府	<ul style="list-style-type: none"> <li>Compliance with applicable laws and regulations 遵守適用法律法規</li> </ul>	<ul style="list-style-type: none"> <li>Legitimacy of service and business ethics 服務合法性及商業道德</li> <li>Tax compliance 稅務合規</li> </ul>	<ul style="list-style-type: none"> <li>Zero corruption cases 貪腐零個案</li> <li>Compliance with relevant laws and regulations 遵守相關法律法規</li> </ul>
<b>Community</b> 社區	<ul style="list-style-type: none"> <li>Compliance with applicable laws and regulations 遵守適用法律法規</li> <li>Support charitable institutions 支持慈善組織</li> </ul>	<ul style="list-style-type: none"> <li>Environmental protection 環境保護</li> <li>Contribution to the community 對社區的貢獻</li> </ul>	<ul style="list-style-type: none"> <li>Made donation for charitable or other purposes totalling HK\$133,000 為慈善或其他用途作出捐款合共133,000港元</li> <li>Attained 100% achievement rate in 5 aspects of environmental targets set for the Year 本年度所訂五個環保目標已100%達標</li> </ul>

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ENVIRONMENTAL PROTECTION

*Striving to improve its overall environmental performance, the Group optimises its operational efficiency and sets quantitative targets for a wide range of aspects.*

#### Environmental Management

The Environmental Executive Committee appointed by the Group is responsible for identifying potential impacts of its operations, including pollution mitigation and resources conservation, through site inspections and reviewing documents. Management of the Group ensures the required resources are allocated to support implementation of the environmental management system (“EMS”) and to ensure stringent control of environmental factors. The EMS of the Group’s two subsidiaries, Newway Chung Tai Printing and Kam Hon Printing, has been certified with the ISO 14001:2015 Standard.

The Group sets environmental targets to achieve better management of material environmental factors and their corresponding performance. In 2019, these targets cover resources conservation, waste management, emissions control, etc., applicable to both Newway Chung Tai Printing and Kam Hon Printing.

### 環境保護

本集團致力改善整體環保表現、優化其營運效率並在多方面訂立定量目標。

#### 環境管理

由本集團委任的環境執行委員小組負責透過實地視察及審閱文件，識別其營運的潛在影響，包括減少污染及節約資源。本集團管理層確保調撥資源以支持環境管理體系（「環境管理體系」），並確保嚴格控制環境因素。本集團兩家附屬公司中星中大印刷及錦翰印刷的環境管理體系已通過ISO 14001:2015標準認證。

本集團制定環境目標以達到更有效管理重要環境因素及其相應績效。於二零一九年，這些目標涵蓋節約資源、廢物管理、排放控制等，並適用於中星中大印刷及錦翰印刷。











# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ENVIRONMENTAL PROTECTION (Continued)

#### Environmental Management (Continued)

Among the 13 targets set in eight environmental aspects, we attained a 100% achievement rate in 10 targets, including targets management of stationary source emissions, mobile source emissions, wastewater discharge, hazardous waste, and noise emissions. For details of each target, kindly refer to the corresponding environmental sections of this report.

Aspects of Environmental Targets 各層面的環境目標	Newway Chung Tai Printing 中星中大印刷	Kam Hon Printing 錦翰印刷
 Paper Consumption 紙張消耗	>70% achieved >70%達標	100% achieved 100%達標
 Electricity Consumption 電力消耗		
 Water Consumption 水資源消耗		
 Stationary Source Emissions 固定源排放	100% achieved 100%達標	
 Mobile Source Emissions 移動源排放		
 Wastewater Discharge 廢水排放		
 Hazardous Waste 有害廢棄物		
 Noise Emissions 噪音排放		

During the Year, we complied with all applicable environmental requirements<sup>1</sup> at all locations where we have operations. The management of the Group regularly reviews the relevant laws and regulations, making sure the EMS is up-to-date and in compliance with the latest standards and requirements. The Group was not aware of any non-compliance of relevant laws and regulations that have a significant impact on the Group relating to air and greenhouse gas (GHG) emissions, discharges into water or land, and generation of hazardous and non-hazardous waste.

<sup>1</sup> Please refer to **Laws and Regulations** section for environment related laws and regulations.

### 環境保護 (續)

#### 環境管理 (續)

在八個環境層面所定的13個目標中，我們於10個目標100%達標，包括固定源氣體排放、移動源氣體排放、廢水排放、有害廢棄物及噪音排放。有關各目標的詳情，請參閱本報告相應環境各節。

於本年度，我們於所有業務所在地點均遵守所有適用環境要求<sup>1</sup>。本集團的管理層定期審視相關法律法規，確保環境管理體系經更新並符合最新標準及要求。本集團並不知悉任何違反有關廢氣及溫室氣體排放、向水或土地排污及產生有害及無害廢棄物的法律法規且對本集團造成重大影響的事宜。

<sup>1</sup> 環境相關法律法規，請參閱**法律及法規**一節。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ENVIRONMENTAL PROTECTION (Continued)

#### Resources Conservation

##### Paper Usage and Packaging

Paper is the major material used in our production process, excellent resource management, especially in paper usage, is vital to the Group's operations. We procure paper certified with Forest Stewardship Council (FSC) Chain-of-Custody Certification, ensuring the paper used in our operations is produced from licenced logging activities in well-managed certified forests to reduce impacts on the environment.

In pursuit of paper saving, the Group has implemented green office practices such as promoting duplex printing in order to minimise the use of paper. Paper consumption is strictly monitored monthly by the Group's Administration Department and investigates any abnormal consumption behaviour. During the Year, Kam Hon Printing achieved the target of average monthly consumption of not more than 48,000 pieces of paper.

### 環境保護 (續)

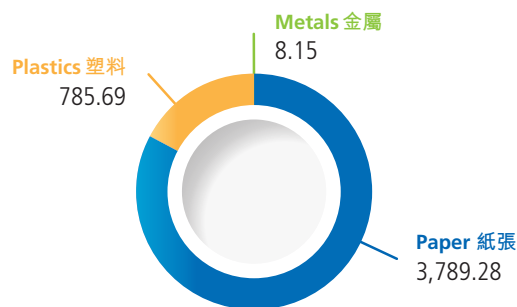
#### 節約資源

##### 紙張使用及包裝

紙張是生產過程中使用的主要材料，卓越的資源管理（尤其是紙張使用）對本集團的營運至關重要。我們採購經森林管理委員會(FSC)發出的產銷監管鏈證書認證的紙張，確保我們作業使用的紙張生產自於管理完善並經認證森林的獲許可伐木活動，以減少對環境的影響。

為求節省紙張，本集團已推行綠色辦公室措施，例如推廣雙面印刷以減少用紙。本集團行政部按月監測紙張消耗量，並且調查任何異常消耗情況。於本年度，錦翰印刷實現每月平均耗紙量不超過48,000張的目標。

Packaging Materials Consumption (Tonne)  
包裝材料耗量 (噸)



The Group consumes paper, plastics and metals in finished products packaging. During the Year, the Group consumed 3,789.28 tonnes of paper, 785.69 tonnes of plastics and 8.15 tonnes of metals for packaging. The increase in consumption was due to the rise in orders during the Year. We encourage clients to return carton boxes for reuse, reducing the consumption of packaging materials.

本集團在包裝製成品時消耗紙張、塑料及金屬。於本年度，本集團消耗3,789.28噸紙張、785.69噸塑料及8.15噸金屬作包裝之用。消耗量增加乃由於本年度訂單增加。我們鼓勵客戶退還包裝箱，以便重用及減少包裝材料耗量。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ENVIRONMENTAL PROTECTION (Continued)

#### Resources Conservation (Continued)

##### Paper Usage and Packaging (Continued)

### 環境保護 (續)

#### 節約資源 (續)

##### 紙張使用及包裝 (續)

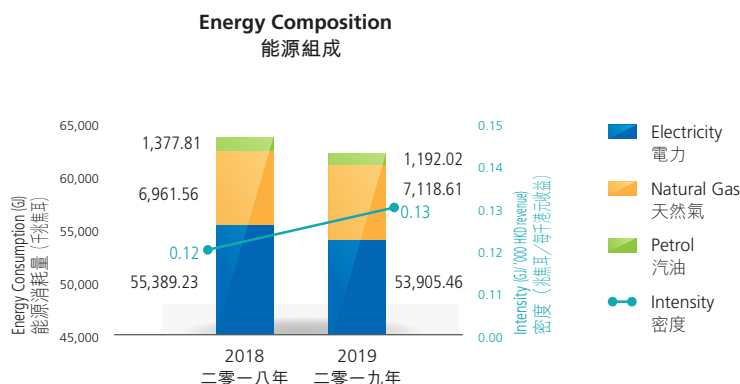
2019 Targets and Indicators 二零一九年目標及指標		Result 結果
Newway Chung Tai Printing 中星中大印刷	Consuming ≤4 pieces of paper per thousand press pile boards of production units 每千印刷生產單位的耗紙量不超過四張	72% achieved 72%達標
Kam Hon Printing 錦翰印刷	Average monthly consumption of ≤48,000 pieces of paper 每月平均耗紙量不超過48,000張	100% achieved 100%達標

### Energy

The Group's energy consumption comprises purchased electricity, petrol for company vehicles and natural gas consumed in boilers. During the Year, the Group's total energy consumption amounted to 62,216.09 GJ, a decline of 2% as compared to 63,728.60 GJ in 2018. The energy intensity was computed as 0.13 GJ per thousand Hong Kong Dollars revenue.

### 能源

本集團的能源消耗包括購買電力、公司車輛所用汽油及鍋爐所消耗的天然氣。於本年度，本集團的能源消耗總量為62,216.09千兆焦耳，較二零一八年的63,728.60千兆焦耳下跌2%。能源密度以每千港元收益0.13千兆焦耳計算。



Striving for higher energy performance and output efficiency, the Group has implemented an array of conservation measures. For instance, it has faded out the use of diesel in its operations, strengthened indoor ventilation, controlled the room temperature and adopted energy-saving water dispensers for replacement of energy-intensive models to minimise the daily energy consumption. The non-invasive electromagnetic scale control system implemented in earlier years has reduced energy consumption by 12% and extended the boilers' lifespan effectively.

為追求更佳能源表現及輸出效率，本集團已推行多項節約措施。例如，其已不再於作業使用柴油、已加強室內通風、控制室溫及採用節能飲水機以取代能源密集型款式以盡量減少每日能源消耗量。較早前落實的非嵌入式電磁波水垢清除系統已減少能源消耗量12%並有效延長鍋爐的壽命。

To raise the awareness about energy conservation, the Group provides training to selected employees from each department on judicious use of resources. The training is a pre-requisite for employees who handle energy facilities, before their jobs commence.

為了提高節約能源的意識，本集團向各部門的選定僱員提供有關明智運用資源的培訓。對於處理能源設施的僱員，接受有關培訓乃屬入職前的首要工作。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ENVIRONMENTAL PROTECTION (Continued)

#### Resources Conservation (Continued)

#### Energy (Continued)

### 環境保護 (續)

#### 節約資源 (續)

#### 能源 (續)

2019 Targets and Indicators 二零一九年目標及指標		Result 結果
Newway Chung Tai Printing 中星中大印刷	Consuming $\leq 30$ kWh of electricity per thousand press pile boards of production units 每千印刷生產單位的用電量不超過30千瓦時	75% achieved 75%達標
Kam Hon Printing 錦翰印刷	Electricity cost rate of $\leq 450$ RMB/10,000 RMB stock-in quantity 每人民幣萬元入庫額的用電量成本率不超過人民幣450元	100% achieved 100%達標

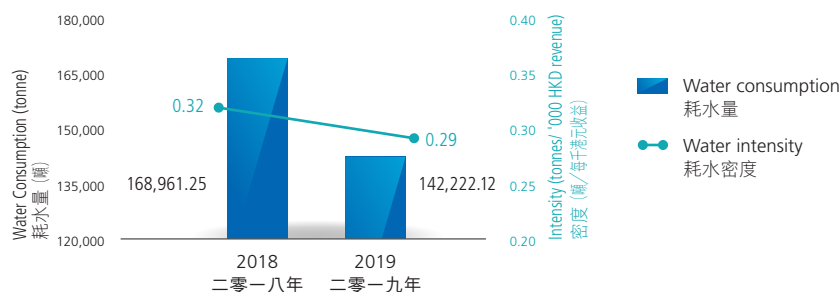
#### Water

The major part of water consumption of the Group is in its production processes. During the Year, the Group's total water consumption was approximately 142,222.12 tonnes. Intensity was approximately 0.29 tonnes per thousand Hong Kong Dollars revenue. The Group did not have any issue in sourcing water that is fit for the purpose during the Year.

#### 水資源

本集團主要於其生產過程耗水。於本年度，本集團的總耗水量約為142,222.12噸。耗水密度約為每千港元收益約0.29噸。於本年度，本集團在取得適用水源方面並無任何問題。

Water Consumption and Intensity  
耗水量及密度



The Group is committed to conserving water resources by various measures, including regular monitoring of water consumption to prevent excessive water use, site inspection and maintenance of water facilities to avoid leakage. The Group will strive to explore and realise practical ways of water conservation to reach all water targets in the future.

本集團致力透過各項措施節約水資源，包括定期監控用水量以防止過度用水、實地視察及維護水設施以避免漏水。本集團將努力探索及實現節水的實際方法，以於未來達到所有用水目標。

2019 Targets and Indicators 二零一九年目標及指標		Result 結果
Newway Chung Tai Printing 中星中大印刷	Consuming $\leq 0.23$ tonnes of water per thousand press pile boards of production units 每千印刷生產單位的耗水量不超過0.23噸	73% achieved 73%達標
Kam Hon Printing 錦翰印刷	Water consumption rate of $\leq 45$ RMB/person 耗水率不超過人均人民幣45元	100% achieved 100%達標

# Environmental, Social and Governance Report

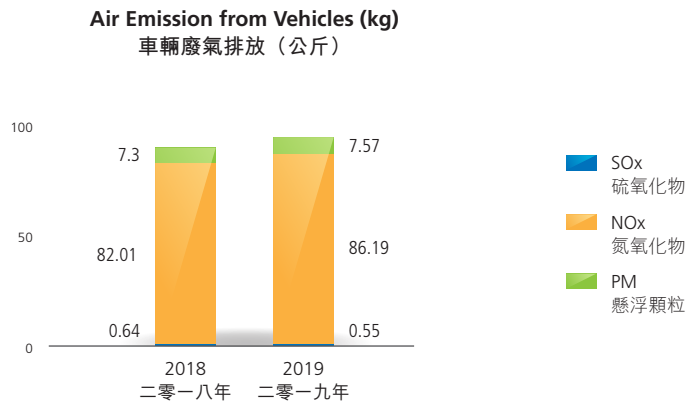
## 環境、社會及管治報告

### ENVIRONMENTAL PROTECTION (Continued)

#### Emission Control

##### Air Emissions

Air emissions from the Group's operations comprise mobile emissions from company vehicles and stationary emissions of Volatile Organic Compounds (VOCs) from the production process. During the Year, the Group's vehicles generated a total of 0.55 kg, 86.19 kg and 7.57 kg of sulphur oxides (SOx), nitrogen oxides (NOx) and particulate matter (PM), respectively.



To mitigate air pollutants emission arising from motor vehicles, the Group carries out annual maintenance of exhaust gas treatment systems. High energy-efficiency fuel has been adopted for certain vehicles in order to reduce friction, increasing dirt busting and eventually enhancing the performance of the vehicle engine. The Group also conducts vehicles' exhaust gas tests annually to ensure strict compliance with the Shenzhen Motor Vehicle Exhaust Emission Standard.

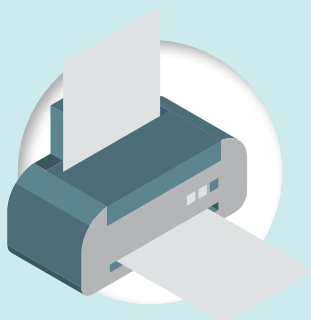
### 環境保護 (續)

#### 排放控制

##### 空氣排放物

本集團的空氣排放物包括公司車輛的移動排放及從生產程序固定排放的揮發性有機化合物。於本年度，本集團的車輛產生0.55公斤硫氧化物、86.19公斤氮氧化物及7.57公斤懸浮顆粒。

為減少汽車的空氣污染物排放，本集團每年均會對廢氣處理系統進行維護。若干車輛已使用高效能燃料以減少摩擦、加強除垢及最終提高車輛發動機的性能。本集團亦每年進行車輛的廢氣排放測試，以確保符合深圳機動車尾氣排放標準。



#### VOC Treatment

##### 揮發性有機化合物處理

Ink is the key input for printing and VOCs are inevitably generated during our production processes. For maintaining a low emission of VOCs, the Group has installed an exhaust gas treatment facility for removal of VOCs before the discharge from the stream to control and minimise VOCs emissions.

油墨為打印的關鍵輸入物料，而生產過程使用的油墨無可避免地產生揮發性有機化合物。為保持揮發性有機化合物的低排放量，本集團已安裝廢氣處理設施，於排放前清除揮發性有機化合物，以控制及盡量減少排放揮發性有機化合物。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ENVIRONMENTAL PROTECTION (Continued)

#### Emission Control (Continued)

#### Air Emissions (Continued)

### 環境保護 (續)

#### 排放控制 (續)

#### 空氣排放物 (續)

2019 Targets and Indicators 二零一九年目標及指標	Result 結果
All subsidiaries 所有附屬公司	100% achieved 100%達標
Conduct annual test for vehicle exhaust gas to ensure compliance with the Shenzhen Motor Vehicle Emission Standard 每年進行車輛的廢氣排放測試，以確保符合深圳機動車尾氣排放標準	100% achieved 100%達標
Monitor the VOC level and other parameters for stationary exhaust gas to ensure compliance with the Printing Industry VOC Emission Standard DB44/815-2010 and Guangdong Province Standards for Air Pollution Emission Limit Value DB44/27-2001 監控揮發性有機化合物水平及固定廢氣的其他系數，確保符合DB44/815-2010印刷行業揮發性有機化合物排放標準及DB44/27-2001廣東省大氣污染排放限值標準	100% achieved 100%達標

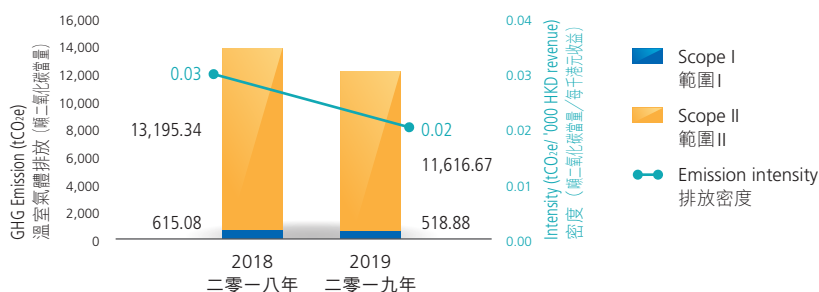
### GHG Emissions

The Group's major sources of the GHG emissions were from purchased electricity, combustion of petrol and natural gas used by its vehicles and boilers. In 2019, the Group's total greenhouse gas (GHG) generation was 12,135.55 tonnes of carbon dioxide equivalent (tCO<sub>2</sub>e), comprising 518.88 tCO<sub>2</sub>e in direct emissions (Scope I) and 11,616.67 tCO<sub>2</sub>e in indirect emissions (Scope II). A reduction of 12% is observed as compared to the total GHG emissions in 2018.

### 溫室氣體排放

本集團的溫室氣體排放主要源自購買電力、燃燒汽油及其車輛及鍋爐所用的天然氣。於二零一九年，本集團的溫室氣體總產量為12,135.55噸二氧化碳當量，包括直接排放量（範圍I）達518.88噸二氧化碳當量及間接排放量（範圍II）達11,616.67噸二氧化碳當量。溫室氣體排放總量較二零一八年減少12%。

GHG Emission and Intensity  
溫室氣體排放及密度



To minimise GHG emissions, natural gas, a cleaner fuel source, has been used in boilers since 2012. Moreover, the non-invasive electromagnetic scale control system has ensured high energy efficiency in the operation process of the boilers, reducing consumption of 24,806 m<sup>3</sup> of natural gas, equivalent to 53.63 tonnes of GHG emissions for generating the equivalent amount of energy.

為盡量減少溫室氣體排放，本集團已由二零一二年起於鍋爐採用更清潔的燃料天然氣。此外，非嵌入式電磁波水垢清除系統已確保於鍋爐運作過程中達到高能源效益，減少耗用天然氣24,806立方米，相當於產生相等能源量的53.63噸二氧化碳當量溫室氣體排放。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ENVIRONMENTAL PROTECTION (Continued)

#### Effluent and Waste Management

The Group ensures proper management of effluent discharge in compliance with the Discharge Limits of Water Pollutants in Guangdong Province. We appoint an external party to conduct regular discharged wastewater testing. During the Year, the total wastewater discharged was approximately 14,168 tonnes, representing a drop of 52% year-on-year.

In respect of waste management, the Group strictly observes relevant laws and regulations such as the Law of the PRC on the Prevention and Control of Environmental Pollution by Solid Waste. During the Year, 14.27 tonnes of hazardous waste were generated, and all was transferred and handled by a qualified third-party collector. 200.00 tonnes of non-hazardous waste were generated and recycled.

The Group has adopted a systematic waste management approach to categorise and handle each type of waste generated in the production line. With the installation of the non-invasive electromagnetic scale control system in earlier years, the amount of the hydrochloric acid waste produced from our operations was reduced by 8 tonnes per year.

### 環境保護 (續)

#### 污水及廢棄物管理

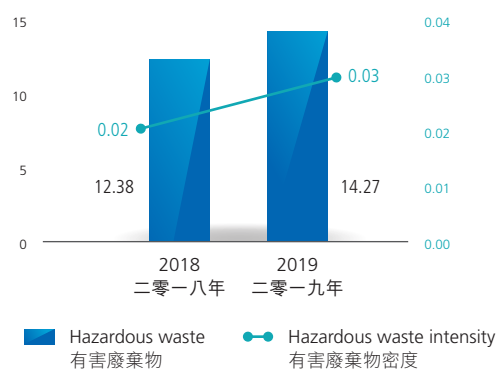
本集團確保污水排放妥為管理，以符合《廣東省水污染物排放限值》標準。我們委任外部人士定期測試排放廢水。於本年度，廢水排放總量約為14,168噸，按年下跌52%。

在廢物管理方面，本集團嚴格遵守《中國固體廢物污染環境防治法》等相關法律法規。於本年度，本集團產生有害廢棄物14.27噸（全部由合格的第三方收集商轉移及處理），而產生及回收的非有害廢棄物達200.00噸。

本集團採用有系統的廢物管理方法將生產線產生的各類廢物進行分類及處理。於較早前安裝非嵌入式電磁波水垢清除系統後，由我們營運時產生的鹽酸廢物的每年排放量減少了8噸。

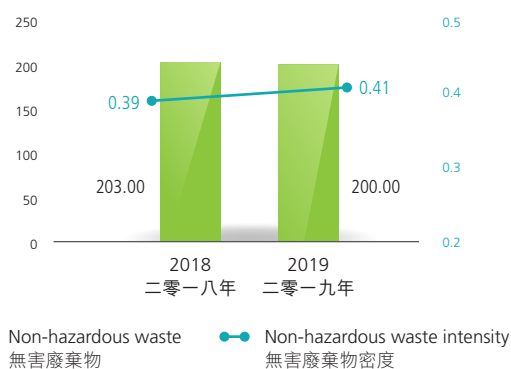
**Hazardous Waste Generation (tonnes) and Intensity (tonnes/ '000 HKD revenue)**

有害廢棄物產生量 (噸) 及密度 (噸/千港元收益)



**Non-hazardous Waste Generation (tonnes) and Intensity (tonnes/ '000 HKD revenue)**

無害廢棄物產生量 (噸) 及密度 (噸/千港元收益)



#### 2019 Targets and Indicators

二零一九年目標及指標

#### Result

結果

All subsidiaries 所有附屬公司	Monitor various parameters for effluents to ensure compliance with the Discharge Limits of Water Pollutants in Guangdong Province DB44/26-2001 監察污水各項參數以確保符合DB44/26-2001《廣東省水污染物排放限值》	100% achieved 100%達標
	100% transfer of hazardous waste 100%轉移有害廢棄物	100% achieved 100%達標

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ENVIRONMENTAL PROTECTION (Continued)

#### Noise Management

To minimise noise nuisance to the surrounding environment, the Group has set a target to maintain noise levels at operational locations at a level not exceeding 60dB during daytime and 50dB at night. The Group has also obtained third party assurance of compliance with the Emission Standard for Industrial Enterprises Noise at Boundary.

### 環境保護 (續)

#### 噪音管理

為盡量減少對周圍環境的噪音滋擾，本集團已制定目標，在營運地點日間音量不得超過60分貝及晚間不得超過50分貝。本集團亦已獲得第三方對遵守《工業企業廠界環境噪聲排放標準》的核證。

2019 Targets and Indicators 二零一九年目標及指標		Result 結果
Newway Chung Tai Printing 中星中大印刷	Not exceeding 60 decibel (dB) during daytime and 50 dB at night 日間音量不得超過60分貝及晚間不得超過50分貝	100% achieved 100%達標
Kam Hon Printing 錦翰印刷	Not exceeding 65 decibel (dB) during daytime and 55 dB at night 日間音量不得超過65分貝及晚間不得超過55分貝	100% achieved 100%達標

#### Promoting Green Products

Striving to minimise the environmental impacts of our activities and to protect the environment, the Group has been continuously exploring opportunities to produce greener and environmentally-considerate products for customers. In addition to launching green products accredited with FSC, we ensure that the paper used as raw material in our printing business is certified with FSC, and that all the purchased wood products are strictly managed in the production process. During the Year, Kam Hon Printing successfully achieved the target of reaching a 5% increase in proportion of FSC products in its sales on a year-on-year basis. The Group will continue to seek opportunities to promote sustainability along its business development.

#### 推廣綠色產品

本集團致力盡量減少我們業務對環境的影響，一直不斷探索為客戶生產更環保及更能保護環境的產品。除推出獲得FSC認證的綠色產品外，我們確保於印刷業務用作原材料的紙張經FSC認證，以及所有購買的木類產品於生產程序中受到嚴格管理。於本年度，錦翰印刷成功達到在其銷售中按年增加FSC產品比例5%的目標。本集團將繼續尋求在其業務發展中促進可持續發展的機會。

2019 Targets and Indicators 二零一九年目標及指標		Result 結果
Kam Hon Printing 錦翰印刷	5% increase in proportion of FSC products in its sales on a year-on-year basis 在其銷售中按年增加FSC產品比例5%	100% achieved 100%達標



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### OUR PEOPLE

The Group aims to cultivate a people-centric workplace by improving its management of occupational health and safety, training, inclusion and employee wellbeing.

#### Employee Profile

As at 31 December 2019, the Group had approximately 1,527 full-time employees, over 94% of whom were employed in the PRC. The ratio of male to female employees is 53:47. 81% of our employees are aged 31 – 50. In terms of educational profile, approximately 13% of our employees have tertiary qualifications. Our team comprises 23% managerial staff and 77% general staff.

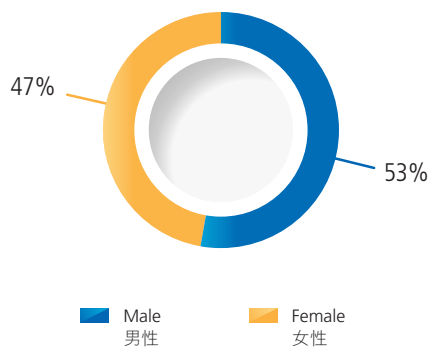
### 員工

本集團旨在透過改善職業健康與安全、培訓、包容性及員工福祉的管理以營造以人為本的工作環境。

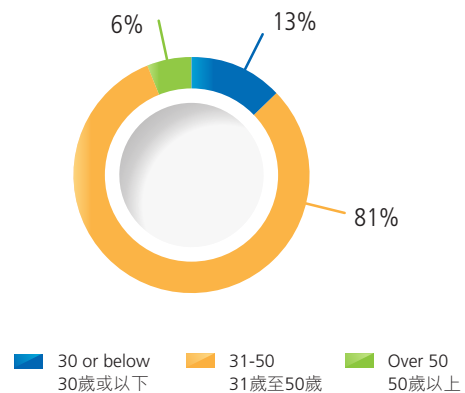
#### 僱員概覽

截至二零一九年十二月三十一日，本集團約有1,527名全職僱員，當中逾94%於中國僱用。男性僱員與女性僱員的比例約為53:47。31歲至50歲者佔全體僱員81%。在教育情況方面，約13%擁有大專學歷。我們的團隊中，約23%為管理人員，77%為一般員工。

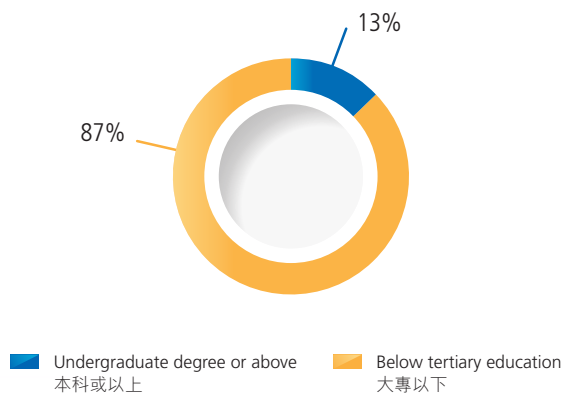
Employee Profile by Gender  
按性別分佈的僱員概覽



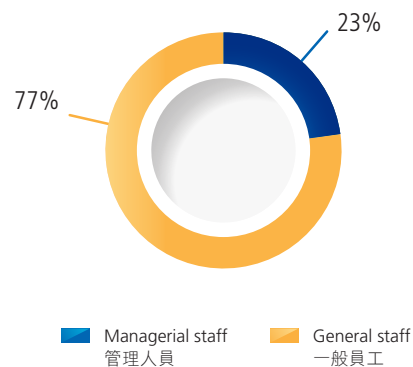
Employee Profile by Age  
按年齡分佈的僱員概覽



Employee Profile by Education  
按教育分佈的僱員概覽



Employee Profile by Function  
按職能分佈的僱員概覽



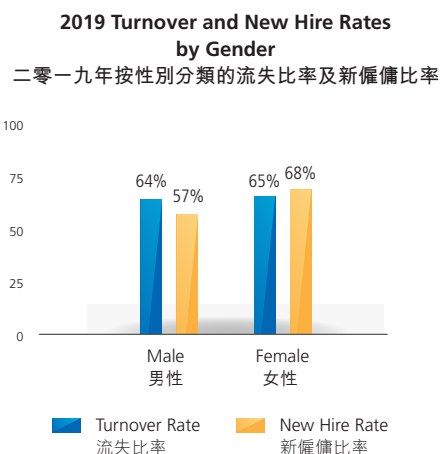
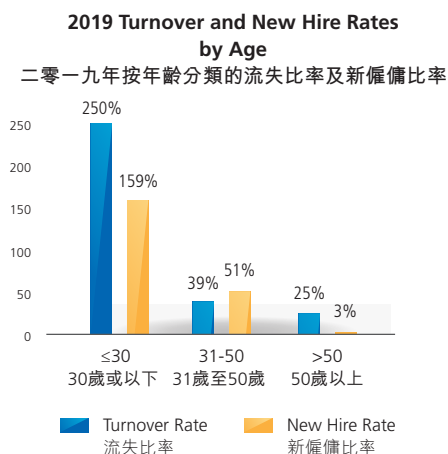
# Environmental, Social and Governance Report

## 環境、社會及管治報告

### OUR PEOPLE (Continued)

#### Employee Profile (Continued)

During the Year, the overall turnover rate and new hire rate were 65% and 62% respectively. The proportion of employee turnover and new hires by age and gender are presented in the graphs below.



The Group strives to create a workplace that respects diversity, protects human rights and is free of discrimination and harassment. We treat every talent fairly and equally regardless of age, gender, marital status, sexual orientation, race, religion, disability, or political background. In case any discrimination is discovered, members of the Group are encouraged to report it to the Human Resources (HR) Department. All cases are handled anonymously according to the Group's anti-discrimination management procedures.

#### Employee Communication

The Group pays close attention to its employees' opinions and feedback. The Management Systems Executive Committee ensures an effective grievance system and communication channels such as WeChat public account are in place, where employees can provide feedback and report grievance relating to any labour matters. The Group also encourages its employees to join unions.

### 員工 (續)

#### 僱員概覽 (續)

於本年度，整體流失比率及新僱傭比率分別為65%及62%。僱員流失及新僱傭按年齡及性別劃分的比例如下圖所示。

本集團致力創造一個尊重多元、保障人權及免受歧視及騷擾的工作環境。我們公平及平等對待每一個人才，而不論年齡、性別、婚姻狀況、性傾向、種族、宗教、殘障與否或政治背景。倘發現有任何歧視情況，我們鼓勵本集團成員向人力資源部報告。所有個案均根據本集團反歧視管理程序以匿名方式處理。

#### 僱員溝通

本集團密切關注員工的意見及反饋。管理體系執行委員小組確保建立有效的申訴系統及微信公眾賬號等通訊渠道，員工可在其中提供反饋意見並報告任何有關勞工事宜的申訴。本集團亦鼓勵僱員加入工會。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### OUR PEOPLE (Continued)

#### Employment Practices

The Group retains talents by providing attractive remuneration and benefits packages. Whilst employees can refuse to work overtime or on holidays, allowance is offered to compensate employees who work overtime. Matters relating to labour rights and welfare are managed by the Labour Executive Committee, ensuring strict compliance with all labour laws and regulations<sup>2</sup> in Hong Kong and the PRC.

The Group strictly prohibits child or forced labour. The HR Department inspects identification documents of candidates and new joiners to ensure they are aged 16 or above. If any suspected cases are discovered, the group immediately schedules them for check-ups and report to the local labour departments.

During the reporting period, the Group was not aware of any non-compliance of relevant laws and regulations that have a significant impact on the Group relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.

### 員工（續）

#### 僱傭常規

本集團提供具吸引力的薪酬及福利以保留人才。僱員加班可獲補償，但他們可拒絕加班或在假期工作。有關勞工權利及福利的事宜由勞工執行委員小組管理，確保嚴格遵守香港及中國所有勞工法律法規<sup>2</sup>。

本集團嚴禁聘用童工或強制勞工。人力資源部查核求職者及新入職者的身份證明文件，以確保他們年滿16歲或以上。倘發現任何懷疑個案，本集團會即時安排他們接受檢查並向地方勞工部門報告。

於報告期內，本集團並不知悉任何違反有關賠償及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的法律法規且對本集團造成重大影響的事宜。

2019 Targets and Indicators 二零一九年目標及指標		Result 結果
All Subsidiaries 所有附屬公司	0 employees aged 16 or below 未滿16歲的僱員數目為0	100% achieved 100%達標
	100% coverage of employee social insurance 100%員工受僱員社會保險保障	100% achieved 100%達標

<sup>2</sup> Please refer to **Laws and Regulations** section for labour-related laws and regulations.

<sup>2</sup> 僱傭相關法律法規，請參閱**法律及法規**一節。

# Environmental, Social and Governance Report

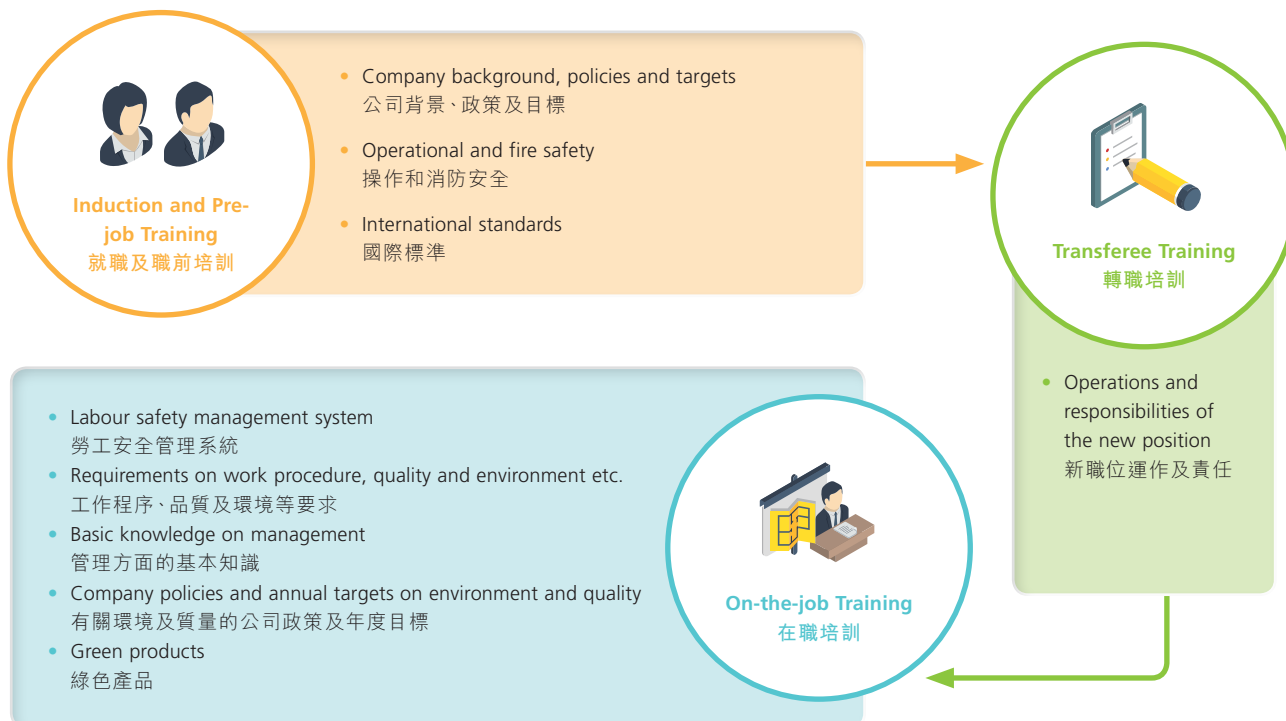
## 環境、社會及管治報告

### OUR PEOPLE (Continued)

#### Training and Development

The Group has formulated and implemented internal policies, such as training operation guide, to manage employee development and occupational training, aiming to provide wide-ranging training opportunities. The HR Department is responsible for the overall annual training and development plan, as well as monitoring and follow-up on the training status. The needs of staff training are assessed and determined by the head of each department in order to arrange the required training programmes.

We provide various types of training opportunities for employees from different stages, including induction and pre-job training, transferee training and on-the-job training:



### 員工（續）

#### 培訓及發展

本集團已制定並實施培訓操作指引等內部政策以管理員工發展及職業培訓，旨在提供廣泛的培訓機會。人力資源部負責整體年度培訓及發展計劃，以及監察及跟進培訓狀況。員工培訓需要由各部門主管評估及確定，以便安排所需培訓計劃。

我們為不同階段的員工提供多類培訓機會，包括就職及職前培訓、轉職培訓及在職培訓：

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### OUR PEOPLE (Continued)

#### Training and Development (Continued)

We encourage internal knowledge transfer by experienced and qualified employees. Training on management skills and professional techniques is delivered by department heads or qualified internal instructors, while training on international standards such as ISO 9001 and ISO 14001 is delivered by qualified professionals. The Group also encourages and subsidises employees participation in external training according to the needs of work. During the Year, the Group conducted training amounting to 48,740 hours.

#### Occupational Health and Safety

The Group views employees' safety and health as one of its top priorities. By raising their awareness of occupational safety and health and cultivating a safety culture, we are committed to providing our employees with a safe and healthy workplace.

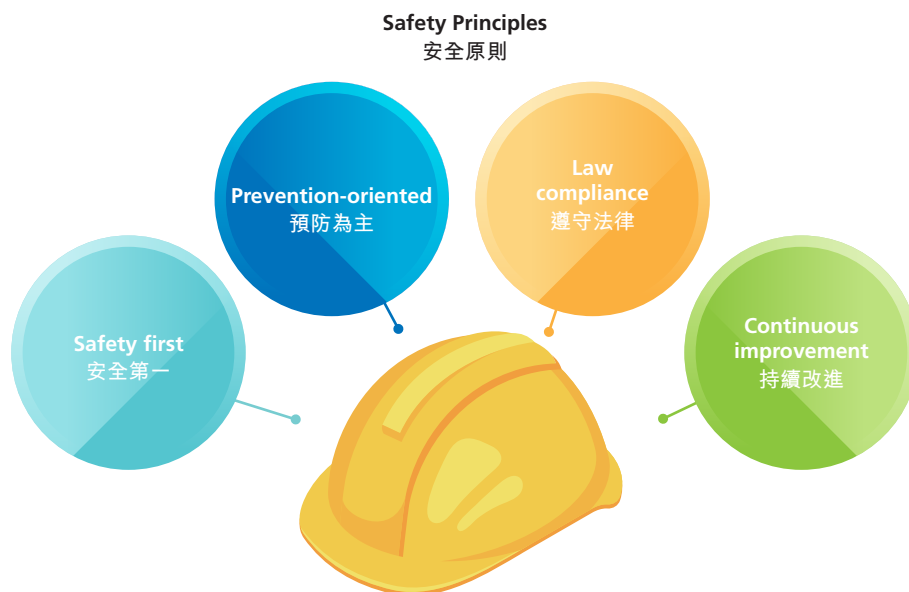
### 員工 (續)

#### 培訓及發展 (續)

本集團鼓勵符合資格的資深僱員進行內部知識傳遞。有關管理技巧及專業技術的培訓由部門主管或合資格內部會教員負責，而有關ISO 9001及ISO 14001等國際標準的培訓則由合資格的專業人士負責。本集團亦鼓勵及資助員工根據工作需要參與外部培訓。於本年度，本集團進行培訓達48,740小時。

#### 職業健康及安全

本集團視員工安全及健康為首要事項之一。透過提高他們對職業安全與健康的認識並培養安全文化，我們致力為員工提供一個安全及健康的工作場所。



#### OHS Management System

The Group's production sites are certified for the Occupational Health and Safety Management System (OHSAS) 18001:2007/GB/T28001-2011 standard. Our Occupational Health and Safety (OHS) System comprises representatives from different departments to manage safety related issues.

#### 職業健康及安全管理系統

本集團的生產場地符合職業健康及安全管理體系(OHSAS) 18001:2007/GB/T28001-2011標準。我們的職業健康及安全管理系統由不同部門代表組成，以管理安全相關問題。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### OUR PEOPLE (Continued)

#### Occupational Health and Safety (Continued)

##### OHS Management System (Continued)

### 員工 (續)

#### 職業健康及安全 (續)

##### 職業健康及安全管理系統 (續)

###### Senior Vice President

###### 高級副總裁

- Leads the overall policies, goals and management plans in relation to occupational health and safety  
領導有關職業健康及安全的整體政策、目標及管理計劃
- Provides necessary support and resources for the OHS system  
為職業健康及安全管理體系提供必要支援及資源

###### Management Representative

###### 管理層代表

- Implements the OHS system  
實施職業健康及安全管理體系
- Organises annual occupational safety management evaluation, which is conducted by well-trained internal inspectors  
組織由訓練有素的內部調查員進行的年度職業安全管理評估

###### Responsible Departments

###### 負責部門

- Adopt corrective and preventive measures according to the outcomes of the occupational safety management evaluations  
根據職業安全管理評估的結果採納修正及防範措施

The Group strictly complies with relevant laws and regulations<sup>3</sup> at locations where it has operations. To ensure strict compliance, an environmental, health and safety management manual is in place to enhance safety management and strengthen the prevention of safety risks.

During the Year, there were 21 work-related incidents and the number of lost days due to work injuries was 265. There were no work-related fatalities reported. The Group was not aware of any non-compliance of relevant laws and regulations that have a significant impact on the Group regarding the provision of a safe working environment and protection of employees from occupational hazards.

本集團嚴格遵守業務所在地點的相關法律及法規<sup>3</sup>。為確保嚴格遵守法律法規，本集團訂有環境、健康與安全管理手冊，以加強安全管理及預防安全風險。

於本年度，工作相關事故共21宗，因工傷損失工作日數共265天。未有發生工作相關死亡事故。本集團並不知悉任何不遵守有關提供安全工作環境及保障僱員免受職業危害的法律法規且對本集團造成重大影響的事宜。

<sup>3</sup> Please refer to **Laws and Regulations** section for health and safety-related laws and regulations.

<sup>3</sup> 健康及安全相關法律法規，請參閱**法律及法規**一節。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### OUR PEOPLE (Continued)

#### Occupational Health and Safety (Continued)

##### *Safety at Work*

To protect employees from safety hazards and occupational diseases, all employees are equipped with personal protective equipment in accordance with their respective work related needs. For employees who are engaged in toxic and harmful operations, we arrange health check-ups before they report to duty, during the employment on an annual basis and before they leave the post to identify and eliminate occupation related health issues in advance. We also conduct regular inspections of machinery and equipment, ensuring safety in machine operations. Rectification and preventive measures are adopted immediately for identified issues. During the Year, the Group did not record any cases of occupational diseases.

##### *Managing Potential Safety Hazards*

The Group strives to eliminate potential safety hazards to ensure workplace safety. We have formulated hazard source identification and risk assessment control procedures to identify hazard sources and reduce risks.



To strengthen management of the use and storage of hazardous materials, we have in place management procedures to be followed in respect of dangerous chemicals and hazardous waste to prevent the occurrence of incidents. We also ensure that the fire protection system is always in the best state by conducting regular inspections and maintenance of fire safety facilities and organising fire emergency drills at least twice a year, ensuring that fire emergency incidents are handled in a timely and appropriate manner.

### 員工 (續)

#### 職業健康及安全 (續)

##### *工作安全*

為保障員工免受安全隱患及職業病危害，所有員工均根據各自的工作相關需要獲配備個人防護設備。就從事有毒及有害操作的員工而言，我們會安排他們上班前、每年受聘期間及離職前接受健康檢查，以事先識別並消除與職業有關的健康問題。我們亦定期檢查機器及設備，以確保機器操作安全。對於已發現的問題，本集團會立即採取糾正及預防措施。於本年度，本集團並無錄得任何職業病個案。

##### *管理潛在的安全隱患*

本集團致力消除潛在的安全隱患，以確保工作場所安全。我們已制定危險源識別及風險評估控制程序，以識別危險源頭並減少風險。

為加強管理有害物料的使用及儲存，我們制定有關危險化學品及有害廢棄物的管理程序，以防止發生事故。我們亦透過定期檢查及維護消防安全設施並每年至少兩次組織消防應急演習確保消防系統時刻處於最佳狀態，以確保及時、適當地處理火災緊急事故。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### OUR PEOPLE (Continued)

#### Occupational Health and Safety (Continued)

##### Safety Training

The Group has continued to strengthen safety training, aiming to reinforce safety culture and equip employees with necessary safety-related knowledge and skills. Keeping close communication on safety related issues both internally and externally, we disseminate information on the Group's occupational health and safety initiatives to suppliers and contractors and announce updates of related internal policies to employees in a timely manner.

We conduct safety training for employees regularly, ensuring their understanding of occupational safety-related regulations, safety related operational procedures and other relevant information. New staff and transferees must receive safety training for requirements of their respective positions before they come on board. We also arrange specific training for employees working in positions with higher potential risks and special operations to ensure their qualifications and improve their safety awareness and operational skills. To enhance the ability of managerial staff for managing and monitoring the internal safety system, they learn more about the relevant, as well as the updated governmental and internal laws and regulations.

### 員工 (續)

#### 職業健康及安全 (續)

##### 安全培訓

本集團持續加強安全培訓，旨在鞏固安全文化並為員工提供必要的安全相關知識及技能。我們就安全相關事宜與內部及外界保持密切通訊，向供應商及承包商傳達有關本集團職業健康及安全計劃的資訊及適時向員工公佈有關相關內部政策之更新。

我們定期為員工提供安全培訓，確保他們理解與職業安全相關的法規、與安全相關的操作程序以及其他相關資訊。新員工及轉職員工須於就職前接受相關崗位安全要求的培訓。我們亦為在潛在風險較高崗位工作及進行特別作業的僱員安排特別培訓，確保他們的資歷並提高他們的安全意識及操作技巧。為加強管理人員管理及監察內部安全體系的能力，他們會學習更多有關相關及最新政府及內部法律法規的知識。

2019 Targets and Indicators 二零一九年目標及指標		Result 結果
All Subsidiaries 所有附屬公司	0 cases of occupational disease 0宗職業病個案	100% achieved 100%達標
	0 incidents in relation to combustible substance explosion, fire incidents induced by chemicals, smoking, open flame operation and circuit 0宗有關可燃物質爆炸的事件以及化學物質、吸煙、明火作業及電路引起的火災	100% achieved 100%達標
	100% coverage in employee check-up 100%員工接受職業健康及安全檢查	100% achieved 100%達標
	100% coverage in employee EHS knowledge training 100%員工接受有關EHS的知識培訓	100% achieved 100%達標



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### OUR PEOPLE (Continued)

#### Community Involvement

The Group values positive interaction with the community where its operations are located and actively takes on the social responsibility to achieve mutual benefits in social and economic perspectives.

During the Year, the Group donated HK\$133,000 in community investment, of which HK\$104,951 donated to the employment security fund for the disadvantaged group in the PRC supporting the development and employment of the physically disadvantaged. In the future, the Group will continue to implement the philosophy of "taking from society and giving back to society", contributing to establishment of a better and more harmonious society.

### OPERATING PRACTICES

The Group strives to deliver products and services of the highest standards and quality to customers, through effective supply chain and product management systems.

#### Quality Management and Assurance

Spearheaded by the Senior Vice President, the quality management system comprises three aspects which include a suitable working environment, monitoring and evaluation of production process and products in accordance with international and national standards, as well as the necessary knowledge, providing the necessary resources to facilitate its implementation, maintenance and improvement.

In addition to maintaining the ISO 9001:2015-certified quality management system, we conduct quality testing at various stages throughout the production process to ensure quality production and delivery.

### 員工 (續)

#### 社區參與

本集團重視與於業務所在的社區互動並積極承擔社會責任，以從社會及經濟的角度達到互惠互利。

於本年度，本集團捐出133,000港元作社區投資，其中104,951港元捐予中國殘疾人士組織的就業保障金，支援傷殘人士的發展與就業。於未來，本集團將繼續落實「取諸社會並用諸社會」的理念，為建立更美好及更和諧的社會作出貢獻。

#### 營運常規

本集團透過有效的供應鍊及產品管理系統，致力為客戶提供最高標準及質量的產品和服務。

#### 質量管理與保證

由高級副總裁領導的質量管理系統分為三個範疇，包括適當工作環境、根據國際及國家標準監察及評估生產程序及產品以及必要知識，提供促進系統實施、維護及改進的必要資源。

除維持獲ISO 9001:2015認證的質量管理系統之外，我們於整個生產程序不同階段進行質量測試，以確保優質生產及交付。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### OPERATING PRACTICES (Continued)

#### Quality Management and Assurance (Continued)

### 營運常規 (續)

#### 質量管理與保證 (續)



### Customer Satisfaction

The Group maintains close and effective communication with its customers to fully understand their needs and expectations. We conduct survey annually to assess customer satisfaction with the Group's products, services, quality and timely delivery, which helps us identify our room for improvement. During the Year, the Group achieved a satisfaction rate of over 93.5%.

We engage with customers before production commences and verify the working procedures and materials cautiously to ensure fulfilment of their requirements. During manufacturing, we strictly monitor the production process and take necessary actions to recall and/or reproduce unqualified products.

### 客戶滿意度

本集團與其客戶保持密切及有效的溝通，以充分了解他們的需要及期望。我們每年進行一次調查，以評估客戶對本集團產品、服務、質量與及時交付的滿意度，藉此有助我們識別改進的空間。於本年度，本集團取得93.5%以上的滿意度。

在展開生產前，我們會與客戶溝通並謹慎驗證工作程序及材料，以確保滿足他們的要求。在製造過程中，我們嚴格監控生產程序並採取必要措施回收及／或重新生產不合格產品。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### OPERATING PRACTICES (Continued)

#### Customer Satisfaction (Continued)

We have in place a product recall control procedure to enhance the efficiency and effectiveness of the recall of unqualified products. The Recall Team is responsible for analysis of the reasons of product recall, as well as to carry out rectification and take preventive measures to ensure that the products meet customers' requirements. In 2019, there were 59 complaints received and all were satisfactorily settled. When handling complaints, we strictly follow the customer communication management procedure which helps standardise the complaint handling procedure.



#### Responsible Advertising

The Group strictly prohibits the use of advertisements or other methods to deliver misleading information about the quality, properties and use of products, as well as improper means of engaging in market trading. We are committed to protecting the confidentiality of materials of customers, suppliers and other related parties when carrying out advertising campaigns.

#### 營運常規 (續)

#### 客戶滿意度 (續)

我們制定產品回收控制程序以提升回收不合格產品的效率及效能。回收團隊負責分析產品回收的原因並進行糾正及採取預防措施，以確保產品符合客戶的要求。於二零一九年，我們共收到59宗投訴，所有投訴得到圓滿解決。在處理投訴時，我們嚴格遵循客戶溝通管理程序，此有助投訴處理程序的標準化。

#### 負責任的廣告宣傳

本集團嚴格禁止使用廣告或其他方法傳達有關產品質量、性能及用途的誤導資訊，以及不正當的市場交易手法。我們致力於開展廣告活動時，對客戶、供應商及其他關聯方的材料保密。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### OPERATING PRACTICES (Continued)

#### Responsible Advertising (Continued)

During the Year, the Group was not aware of any non-compliance of relevant laws and regulations<sup>4</sup> that have a significant impact on the Group relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.

#### Supply Chain Management

To increase the quality and efficiency of the procurement process, the Group has formulated a comprehensive mechanism for selection and evaluation of suppliers and sub-contractors. Besides considering suppliers who possess relevant operational licenses, high product quality, and reasonable price, we prioritise suppliers who follow responsible ESG practices, such as undertaking social responsibilities, implementing sound management in chemical safety and security, and ensuring green procurement. We conduct quality checks of samples and on-site evaluation during the selection process.

### 營運常規 (續)

#### 負責任的廣告宣傳 (續)

於本年度，本集團並不知悉任何不遵守有關所提供產品及服務的健康及安全、廣告、標籤、私隱事宜及糾正方法的法律法規<sup>4</sup>且對本集團造成重大影響的事宜。

#### 供應鏈管理

為增加採購程序的質量及效率，本集團已制訂甄選及評估供應商及分包商的完善機制。除考慮持有相關營運牌照、產品高品質、合理價格的供應商外，我們優先考慮遵循負責任的環境、社會及管治常規的供應商，如承擔社會責任、在化學品安全及保安方面實施完善管理以及確保綠色採購。我們在甄選過程中對樣本進行質量檢查及實地評估。



<sup>4</sup> Please refer to **Laws and Regulations** section for product responsibility-related laws and regulations.

<sup>4</sup> 產品責任相關法律及法規，請參閱法律及法規一節。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### OPERATING PRACTICES (Continued)

#### Supply Chain Management (Continued)

During the Year, the Group had a total of 911 approved suppliers and sub-contractors, of which 55 are located in Hong Kong, 848 are in mainland China and 8 are in other regions. For management of existing suppliers and sub-contractors, we have in place a supplier social responsibility management procedure that lists our requirements and expectations in respect of social responsibility standards, ensuring gradual improvement in their performances. Suppliers are required to sign a CSR Agreement, acknowledging their commitment to adhere to the social responsibility standards and ensure ethical practices in their business activities with the Group.

To ensure consistently high-quality products and services from our suppliers and sub-contractors, we have in place a grading system for annual assessment. Suppliers and sub-contractors who receive points of 90 or above continue to be recorded in the Approved Sub-contractor List. Those with unsatisfactory results (with points less than 75) are required to adopt rectification measures within an assigned period of time, otherwise the Group terminates the cooperation relationship with them.

### 營運常規 (續)

#### 供應鏈管理 (續)

於本年度，本集團共有911個獲批准的供應商及分包商，其中55個位於香港，848個位於中國內地及8個位於其他地區。為管理現有供應商及分包商，我們制訂供應商社會責任管理程序，列明我們對社會責任標準的要求及期望，確保有關表現逐步改善。供應商須簽訂企業社會責任協議，確認他們承諾遵守社會責任標準並確保其與本集團的商業活動遵守道德規範。

為確保供應商及分包商提供一貫的優質產品及服務，我們訂立年度評估評分系統。獲得90分或以上的供應商及分包商將繼續列入認可分包商名單內。成績不滿意（75分以下）者須在指定時間內採取糾正措施，否則本集團會終止與該等的合作關係。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### OPERATING PRACTICES (Continued)

#### Supply Chain Management (Continued)

##### *Sustainable Procurement*

The Group strives to produce greener products that are safe for customers, employees and the environment, by sourcing sustainable products and materials for its operations. We choose suppliers carefully and give priority to those who adopt eco-friendly measures and meet environmental standards. Suppliers involved in green products production are required to sign a hazardous material management contract and provide the Group with the relevant environmental testing reports issued by credible third parties and other related documents to ensure the chemical safety of the product.

We strictly follow the FSC Chain of Custody management manual to standardise management practices, ensuring the procured paper is produced from materials coming from FSC-certified, controlled and protected forests. The Procurement Department is responsible for assessing the validity of suppliers' quality to ensure the effectiveness and eligibility of the procured materials. We classify and strictly control the FSC materials during storage and production process, avoiding mixing up with materials which do not meet the FSC standards.

##### Intellectual Property Rights

The Group values and respects intellectual property rights. During the Year, the Group obtained 1 patent. To strengthen protection of intellectual property rights of its own as well as those of other parties, we have in place an intellectual property evaluation and protection procedure to standardise the management of intellectual property rights. The general manager is responsible for the management of intellectual property rights, ensuring that our intellectual property rights are protected, and relevant contracts and agreements are properly executed.

The customers, suppliers and other related parties of the Group can only legally use the patents, trademarks, technologies and other intellectual property rights owned by the Group with its authorisation. During the Year, the Group was not involved in any litigation relating to infringement of any intellectual property rights.

##### 營運常規 (續)

##### 供應鏈管理 (續)

##### 可持續採購

本集團透過為其業務採購可持續產品及材料，致力生產對客戶、員工及環境安全的綠色產品。我們會審慎甄選供應商並優先考慮該等採取環保措施並符合環保標準的供應商。涉及生產綠色產品的供應商必須簽署有害物質管理合約並向本集團提供由可信賴的第三方發出的相關環境測試報告及其他相關文件，以確保產品符合化學品安全。

我們嚴格遵守FSC的監管鏈管理手冊以規範管理常規，確保所購紙張均產自經FSC認證、受管控及受保護森林的材料。採購部負責評估供應商質量是否有效，以確保所購材料有效及合格。我們在儲存及生產過程中對FSC材料進行分類及嚴控，避免與不符合FSC標準的材料混淆。

##### 知識產權

本集團重視及尊重知識產權。於本年度，本集團取得一項專利。為加強保護本身及其他各方之知識產權，我們制訂知識產權評估及保護程序，以規範管理知識產權。總經理負責管理知識產權，確保我們的知識產權獲得保護，以及相關合約及協議妥為執行。

本集團的客戶、供應商及其他相關方須經本集團授權方可合法使用本集團擁有的專利、商標、技術及其他知識產權。於本年度內，本集團並無涉及任何有關侵犯任何知識產權的訴訟。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### OPERATING PRACTICES (Continued)

#### Data Privacy Protection

The Group is committed to ensuring data security and privacy of its suppliers, customers, consumers and employees. Internal privacy policies are applicable to both internal and external stakeholders, to prevent leakage of confidential documents and products, as well as details of products which have not yet been launched. The whole production process of confidential products is also handled by appointed personnel to prevent data leakage.

##### External Parties

###### 外界人士

- Clients and suppliers are prohibited to visit confidential production areas without being accompanied by staff  
客戶及供應商不得在沒有員工陪同下參觀機密生產範圍
- A confidential agreement is signed with clients for every order received  
就每份收到的訂單與客戶簽署保密協議
- A designated responsible person from each department follows up the whole production process  
各部門指定一名負責人跟進整個生產工序

##### Employees

###### 員工

- To comply with the Employee Code of Ethics  
遵守《員工道德規範守則》
- Disclosure or publishing of any confidential documents of the Group is prohibited; the confidentiality obligation remains valid after termination of services also  
不得披露或發佈本集團的任何機密文件；保密責任於服務終止後依然有效
- Training and inspection in relation to data protection and privacy are conducted to enhance employees' awareness  
提供有關數據保護及私隱的培訓及檢查，以提高員工的有關意識

#### Anti-corruption

Considering integrity and honesty as some of the most important corporate assets, the Group adheres to high ethical and morality standards and follows the principle of “zero tolerance” to any unethical activity. We stringently comply with all anti-corruption related laws and regulations<sup>5</sup> applicable in the regions where our operations are located.

#### 營運常規 (續)

#### 數據隱私保護

本集團致力確保其供應商、客戶、消費者及僱員的數據安全及私隱。內部私隱政策同時適用於內部及外部持份者，以避免洩漏保密文件及產品以及尚未推出市場的產品資料。保密產品的整個生產過程亦由委任人士處理，以防數據外洩。

#### 反貪污

考慮到誠信及誠實為企業最重要的資產之一，本集團遵守高道德標準並對任何不道德行為採取「零容忍」原則。我們嚴格遵守所有適用於業務所在地區的反貪污法律法規<sup>5</sup>。

<sup>5</sup> Please refer to **Laws and Regulations** section for health and safety-related laws and regulations.

<sup>5</sup> 反貪污相關法律及法規，請參閱**法律及法規**一節。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### OPERATING PRACTICES (Continued)

#### Anti-corruption (Continued)

All employees are prohibited from soliciting any form of advantage from clients, suppliers and any other parties that have connections with our business. When the Group's interests are expected to suffer, employees are expected to reject all advantages offered by any external parties. During the Year, the Group has achieved the annual target of zero corruption activity and was not aware of any non-compliance of laws and regulations regarding bribery, extortion, fraud and money laundering that have a significant impact to the Group.

The Group has formulated a series of internal anti-corruption policies such as Social Accountability Management Manual and Corporate Integrity Policy, to formulate the code of conduct for all employees and regulate their behaviours. The Group has also established a comprehensive whistle-blowing system with high confidentiality to encourage all employees to report any existing or suspected corruption cases.

Once reported cases get confirmed as corruption activities, the involved employees are subjected to disciplinary punishment, including termination of the employment relationship. Besides, relevant departments must propose response plans for further preventive actions. The investigation and follow-up work are assigned to an independent group, and all information of the whistle-blower is kept strictly confidential.

### 營運常規 (續)

#### 反貪污 (續)

所有員工不得向客戶、供應商及任何與我們業務有聯繫的其他人士索取任何形式的利益。當預計本集團的利益將受損害時，員工預期拒絕任何外部人士提供的所有利益。於本年度，本集團已達至零貪污的年度目標，且不知悉任何違反有關賄賂、勒索、欺詐及洗錢的法律法規且對本集團影響重大的事宜。

本集團已制定社會責任管理手冊及企業誠信政策等一系列內部反貪污政策，以為所有員工制定行為準則並規範其行為。本集團亦建立高度保密的全面舉報制度，以鼓勵所有員工舉報任何現有或涉嫌貪污個案。

舉報個案一旦被確認為貪污行為，相關員工將受到紀律處分，包括終止僱傭關係。此外，有關部門必須提出應對計劃作進一步預防措施。調查及跟進工作將被分配予一獨立小組，而舉報者的所有資料均嚴格保密。

#### 2019 Targets and Indicators

##### 二零一九年目標及指標

2019 Targets and Indicators		Result
二零一九年目標及指標		結果
All Subsidiaries	0 corruption cases	100% achieved
所有附屬公司	0宗貪污個案	100%達標



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### LAWS AND REGULATIONS

The Group has established and implemented a management approach toward each aspect of ESG, for example, policies and initiatives to ensure compliance with all applicable laws and regulations. The list of applicable laws and regulations is as follows:

### 法律及法規

本集團已就環境、社會及管治各方面訂立及實施管理方針，例如，為確保遵守所有適用法律法規的政策及計劃。適用法律法規名單如下：

Aspect 層面	Applicable Laws and Regulations 適用法律法規	Section 章節
<b>Emissions</b> 排放物	<ul style="list-style-type: none"> <li>Environmental Protection Law of the PRC 中華人民共和國環境保護法</li> <li>Water Pollution Prevention and Control Law of the PRC 中華人民共和國水污染防治法</li> <li>Atmospheric Pollution Prevention and Control Law of the PRC 中華人民共和國大氣污染防治法</li> <li>Law of the PRC on the Prevention and Control of Environmental Pollution by Solid Waste 中華人民共和國固體廢物污染環境防治法</li> <li>Law of the PRC on Prevention and Control of Environmental Noise Pollution 中華人民共和國環境噪聲污染防治法</li> <li>The National Hazardous Waste List 國家危險廢物名錄</li> <li>Integrated Air Pollutant Discharge Standard 大氣污染物綜合排放標準</li> <li>Integrated Wastewater Discharge Standard 污水綜合排放標準</li> <li>Boiler Air Pollutants Emission Standard 鍋爐大氣污染物排放標準</li> </ul>	Environmental Protection – Emission control 環境保護－排放控制
<b>Use of Resources</b> 資源使用	<ul style="list-style-type: none"> <li>Energy Conservation Law of the PRC 中華人民共和國節約能源法</li> <li>Cleaner Production Promotion Law of the PRC 中華人民共和國清潔生產促進法</li> </ul>	Environmental Protection – Resources Conservation 環境保護－節約資源
<b>Environmental and Natural Resources</b> 環境及天然資源	<ul style="list-style-type: none"> <li>Forest Law of the PRC 中華人民共和國森林法</li> <li>Regulations of Guangdong Province on Forest Protection Management 廣東省森林保護管理條例</li> </ul>	Environmental Protection – Noise Management, Promoting Green Products 環境保護－噪音管理、 推廣綠色產品

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### LAWS AND REGULATIONS (Continued)

### 法律及法規 (續)

Aspect 層面	Applicable Laws and Regulations 適用法律法規	Section 章節
<b>Labour</b> 勞工	<ul style="list-style-type: none"> <li>• Labour Law of the PRC 中華人民共和國勞動法</li> <li>• Labour Contract Law of the PRC 中華人民共和國勞動合同法</li> <li>• Law of the PRC on the Protection of Disabled Persons 中華人民共和國殘疾人保護法</li> <li>• Law of the PRC on the Protection of Minorities 中華人民共和國少數民族保護法</li> <li>• Trade Union Law of the PRC 中華人民共和國工會法</li> <li>• Women's Right Protection Law of the PRC 中華人民共和國婦女權益保障法</li> <li>• Special Rules on the Labour Protection of Female Employees 中華人民共和國女職工勞動保護特別規定</li> <li>• The Employment Ordinance in Hong Kong 香港僱傭條例</li> <li>• The Employee's Compensation Ordinance in Hong Kong 香港僱員補償條例</li> <li>• The Sex Discrimination Ordinance in Hong Kong 香港性別歧視條例</li> <li>• The Race Discrimination Ordinance in Hong Kong 香港種族歧視條例</li> <li>• The Disability Discrimination Ordinance in Hong Kong 香港殘疾歧視條例</li> </ul>	Our People – Employee Communication, Employment Practices 員工－僱員溝通、僱傭常規
<b>Health and Safety</b> 健康與安全	<ul style="list-style-type: none"> <li>• Production Safety Law of the PRC 中華人民共和國安全生產法</li> <li>• Special Equipment Safety Law of the PRC 中華人民共和國特種設備安全法</li> <li>• Fire Protection Law of the PRC 中華人民共和國消防法</li> <li>• Law of the PRC on the Prevention and Control of Occupational Diseases 中華人民共和國職業病防治法</li> <li>• The Occupational Safety and Health Ordinance in Hong Kong. 香港職業安全及健康條例</li> </ul>	Our People – Occupational Health and Safety 員工－職業健康及安全

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### LAWS AND REGULATIONS (Continued)

### 法律及法規（續）

Aspect 層面	Applicable Laws and Regulations 適用法律法規	Section 章節
<b>Labour standards</b> 勞工準則	<ul style="list-style-type: none"> <li>• Law of the PRC on the Protection of Minors 中華人民共和國未成年人保護法</li> <li>• Provisions on the Prohibition of Using Child Labour 禁止使用童工規定</li> </ul>	Our People – Employment Practices 員工－僱傭常規
<b>Product Responsibility</b> 產品責任	<ul style="list-style-type: none"> <li>• Product Quality Law of the PRC 中華人民共和國產品質量法</li> <li>• Production Safety Law of the PRC 中華人民共和國安全生產法</li> <li>• Intellectual Property Laws of the PRC 中華人民共和國知識產權法</li> <li>• Cybersecurity Law of the PRC 中華人民共和國網絡安全法</li> <li>• Patent Law of the PRC 中華人民共和國專利法</li> <li>• The Personal Data Ordinance in Hong Kong 香港個人資料條例</li> </ul>	Operating Practices – Quality Management and Assurance, Intellectual Property Rights, Data Privacy Protection 營運常規－質量管理及保證、知識產權、數據隱私保護
<b>Anti-corruption</b> 反貪污	<ul style="list-style-type: none"> <li>• Criminal Law of the PRC 中華人民共和國刑法</li> <li>• Anti-Unfair Competition Law of the PRC 中華人民共和國反不正當競爭法</li> <li>• The Prevention of Bribery Ordinance in Hong Kong 香港防止賄賂條例</li> </ul>	Operating Practices – Anti-corruption 營運常規－反貪污

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### PERFORMANCE DATA SUMMARY

### 表現數據概要

			2019 二零一九年	2018 二零一八年
Environment 環境	<b>Total Energy Consumption</b> 能源消耗總量	GJ 千兆焦耳	<b>62,216.09</b>	63,728.60
	Energy consumption intensity 能耗密度	GJ/HKD ('000) 千兆焦耳／港元 (千)	<b>0.13</b>	0.12
	Electricity 電力	kWh 千瓦時	<b>14,973,740.00</b>	15,385,896.00
	Natural gas 天然氣	m <sup>3</sup> 立方米	<b>182,852.00</b>	178,818.00
	Petrol 汽油	litres 公升	<b>37,400.37</b>	43,234.56
	<b>Water Consumption</b> 耗水量		<b>142,222.12</b>	168,961.25
	Water consumption intensity 耗水密度	tonnes/HKD ('000) 噸／港元(千)	<b>0.29</b>	0.32
	<b>Packaging Materials</b> 包裝材料			
	Paper 紙張	tonnes 噸	<b>3,789.28</b>	1,335.18
	Plastic 塑料	tonnes 噸	<b>785.69</b>	584.18
	Metal 金屬	tonnes 噸	<b>8.15</b>	2.00
	<b>Greenhouse Gases (GHG) Emissions</b> 溫室氣體排放			
	Scope 1: direct carbon emissions 範圍I：直接碳排放	tCO <sub>2</sub> e 噸二氧化碳當量	<b>518.88</b>	615.08
	Scope 2: indirect carbon emissions 範圍II：間接碳排放	tCO <sub>2</sub> e 噸二氧化碳當量	<b>11,616.67</b>	13,195.34
	Total GHG emissions 溫室氣體排放總量	tCO <sub>2</sub> e 噸二氧化碳當量	<b>12,135.55</b>	13,810.42
	Total GHG emission intensity* 溫室氣體排放密度總量*	tCO <sub>2</sub> e/HKD ('000) 噸二氧化碳當量／ 港元(千)	<b>0.02</b>	0.03
	<b>Air Pollutants</b> 空氣污染物			
	SO <sub>x</sub> 硫氧化物	kg 公斤	<b>0.55</b>	0.64
	NO <sub>x</sub> 氮氧化物	kg 公斤	<b>86.19</b>	82.01
	PM 懸浮顆粒	kg 公斤	<b>7.57</b>	7.30
VOC 揮發性有機化合物	tonnes 噸	<b>0.00</b>	0.03	

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### PERFORMANCE DATA SUMMARY (Continued)

### 表現數據概要 (續)

			2019 二零一九年	2018 二零一八年
Environment 環境	<b>Waste</b> 廢棄物			
	Hazardous waste 有害廢棄物	tonnes 噸	14.27	12.38
	Hazardous waste intensity 有害廢棄物密度	kg/HKD ('000) 公斤/港元(千)	0.03	0.02
	Non-hazardous waste 無害廢棄物	tonnes 噸	200.00	203.00
	Non-hazardous waste intensity 無害廢棄物密度	kg/HKD ('000) 公斤/港元(千)	0.41	0.39
	Effluent 污水	tonnes 噸	14,168.00	29,502.30
	Effluent intensity 污水密度	tonnes/HKD ('000) 噸/港元(千)	0.03	0.06
Workforce Demographics 勞動力 人數統計	<b>Total Headcount</b> 員工總額		1,527	1,597
	<b>By Geographical Distribution</b> 按地區分佈			
	PRC 中國		1,437	1,498
	Hong Kong 香港		90	99
	<b>By Age</b> 按年齡			
	30 or Below 30歲或以下		196	467
	31-50 31歲至50歲		1,234	1,062
	Above 50 50歲以上		97	68
	<b>By Gender</b> 按性別			
	Male 男性		811	850
	Female 女性		716	747
	<b>By Educational Background</b> 按教育背景			
Bachelor's degree or above 學士學位或以上		191	218	
Below bachelor's degree 學士學位以下		1,336	1,379	

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### PERFORMANCE DATA SUMMARY (Continued)

### 表現數據概要 (續)

		2019 二零一九年	2018 二零一八年
Workforce Demographics 勞動力 人數統計	<b>By Professional Profile</b> 按職能		
	Management 管理人員	348	364
	General staff 一般員工	1,179	1,233
	<b>Employee Turnover Rate</b> 僱員流失比率		
	Total 總額	65%	83%
	<b>By Age</b> 按年齡		
	30 or Below 30歲或以下	250%	154%
	31-50 31歲至50歲	39%	56%
	Above 50 50歲以上	25%	22%
	<b>By Gender</b> 按性別		
	Male 男性	64%	84%
	Female 女性	65%	82%
	<b>Employee New Hire Rate</b> 僱員新僱備比率		
	Total 總額	62%	78%
	<b>By Age</b> 按年齡		
	30 or Below 30歲或以下	159%	140%
	31-50 31歲至50歲	51%	56%
	Above 50 50歲以上	3%	7%
	<b>By Gender</b> 按性別		
	Male 男性	57%	81%
Female 女性	68%	75%	

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### PERFORMANCE DATA SUMMARY (Continued)

### 表現數據概要 (續)

			2019	2018
			二零一九年	二零一八年
Training and Development 培訓及發展	<b>Percentage of Employees Trained</b> 受訓僱員百分比		98%	96%
	<b>By Gender</b> 按性別			
	Male 男性		98%	–
	Female 女性		98%	–
	<b>By Professional Profile</b> 按職能			
	Management 管理人員		99%	–
	General staff 一般員工		97%	–
	<b>Average Training Hours per Person</b> 每人平均培訓時數		16	11
	<b>By Gender</b> 按性別			
	Male 男性	hours 小時	16	–
	Female 女性	hours 小時	16	–
	<b>By Professional Profile</b> 按職能			
	Management 管理人員	hours 小時	17	–
	General staff 一般員工	hours 小時	16	–
Health and Safety 健康及安全	Work-related incident 工作相關事故	cases 宗數	21	14
	Lost days due to work-related injury 工傷損失工作日數	days 天	265	258
	Work-related fatalities 工作相關死亡人數	no. of employees 僱員人數	0	0
	Number of employees participating in safety training 參與安全培訓僱員人數	person-times 人次	2,654	2,399
	Total safety training hours 安全培訓總時數	hours 小時	5,836	8,069
Community Investment 社區投資	Donations 捐款	HK\$ 港元	133,000	575,000

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### HKEX ESG CONTENT INDEX

### 聯交所環境、社會及管治內容指引

KPIs 關鍵績效指標	HKEX ESG Reporting Guide Requirements 聯交所環境、社會及管治報告指引要求	Section 章節	
<b>A. Environmental</b> A. 環境			
<b>Aspect A1: Emissions</b> 層面A1： 排放物	<b>General Disclosure</b> Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. <b>一般披露</b> 有關氣體及溫室氣體排放、向水及土地排污、有害及無害廢棄物的產生的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Environmental Protection 環境保護	
	<b>KPI A1.1</b> 關鍵績效指標A1.1	Types of emissions and their respective emissions data. 排放物種類及其相關排放數據。	Environmental Protection – Emission Control 環境保護－排放控制
	<b>KPI A1.2</b> 關鍵績效指標A1.2	Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity. 溫室氣體總排放量（以噸計算）及密度（如適用）。	
	<b>KPI A1.3</b> 關鍵績效指標A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity. 所產生有害廢棄物總量（以噸計算）及密度（如適用）。	Environmental Protection – Effluent and Waste Management 環境保護－污水及廢棄物管理
	<b>KPI A1.4</b> 關鍵績效指標A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity. 所產生無害廢棄物總量（以噸計算）及密度（如適用）。	
	<b>KPI A1.5</b> 關鍵績效指標A1.5	Description of measures to mitigate emissions and results achieved. 描述減低排放量的措施及所得成果。	Environmental Protection – Emission Control 環境保護－排放控制
	<b>KPI A1.6</b> 關鍵績效指標A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	Environmental Protection – Effluent and Waste Management 環境保護－污水及廢棄物管理



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### HKEX ESG CONTENT INDEX (Continued)

### 聯交所環境、社會及管治內容指引 (續)

KPIs 關鍵績效指標	HKEX ESG Reporting Guide Requirements 聯交所環境、社會及管治報告指引要求	Section 章節	
<b>Aspect A2:</b> <b>Use of Resources</b> 層面A2： 資源使用	<b>General Disclosure</b> Policies on the efficient use of resources, including energy, water and other raw materials. 一般披露 有效使用資源（包括能源、水及其他原材料）的政策。	Environmental Protection 環境保護	
	<b>KPI A2.1</b> 關鍵績效指標A2.1	Direct and/or indirect energy consumption by type in total (kWh in '000s) and intensity. 按類型劃分的直接及／或間接能源消耗總量（以千個千瓦時計算）及密度。	Environmental Protection – Resources Conservation 環境保護－節約資源
	<b>KPI A2.2</b> 關鍵績效指標A2.2	Water consumption in total and intensity. 總耗水量及密度。	
	<b>KPI A2.3</b> 關鍵績效指標A2.3	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	
	<b>KPI A2.4</b> 關鍵績效指標A2.4	Description of whether there is any issue in sourcing water that is fit for the purpose, water efficiency initiatives and results achieved. 描述求取適用水源可有任何問題，以及提升用水效益計劃及所得成果。	Environmental Protection – Resources Conservation 環境保護－節約資源
	<b>KPI A2.5</b> 關鍵績效指標A2.5	Total packaging materials used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料總量（以噸計算）及每生產單位佔量（如適用）。	Environmental Protection – Resources Conservation 環境保護－節約資源
<b>Aspect A3:</b> <b>The Environment and Natural Resources</b> 層面A3： 環境及天然資源	<b>General Disclosure</b> Policies on minimising the issuers' significant impact on the environment and natural resources. 一般披露 減低發行人對環境及天然資源造成重大影響的政策。	Environmental Protection 環境保護	
	<b>KPI A3.1</b> 關鍵績效指標A3.1	Description of significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	Environmental Protection – Noise Management, Promoting Green Products 環境保護－噪音管理、推廣綠色產品

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### HKEX ESG CONTENT INDEX (Continued)

### 聯交所環境、社會及管治內容指引 (續)

KPIs 關鍵績效指標	HKEX ESG Reporting Guide Requirements 聯交所環境、社會及管治報告指引要求	Section 章節	
<b>B. Social</b> B. 社會			
<b>Aspect B1: Employment</b> 層面B1： 僱傭	<p><b>General Disclosure</b></p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.</p> <p><b>一般披露</b></p> <p>有關賠償及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例的資料。</p>	Our People 員工	
	<p><b>KPI B1.1</b> 關鍵績效 指標B1.1</p>	Total workforce by gender, employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。	Our People – Employee Profile 員工－僱員概覽
	<p><b>KPI B1.2</b> 關鍵績效 指標B1.2</p>	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。	

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### HKEX ESG CONTENT INDEX (Continued)

### 聯交所環境、社會及管治內容指引 (續)

KPIs 關鍵績效指標	HKEX ESG Reporting Guide Requirements 聯交所環境、社會及管治報告指引要求	Section 章節	
<b>Aspect B2:</b> <b>Health and Safety</b> 層面B2： 健康與安全	<b>General Disclosure</b> Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. <b>一般披露</b> 有關提供安全工作環境及保障僱員免受職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Our People – Occupational Health and Safety 員工－職業健康及安全	
	<b>KPI B2.1</b> 關鍵績效 指標B2.1		Number and rate of work-related fatalities. 因工作關係而死亡的人數及比率。
	<b>KPI B2.2</b> 關鍵績效 指標B2.2		Lost days due to work injuries. 因工傷損失工作日數。
	<b>KPI B2.3</b> 關鍵績效 指標B2.3		Description of occupational health and safety measures adopted, how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### HKEX ESG CONTENT INDEX (Continued)

### 聯交所環境、社會及管治內容指引 (續)

KPIs 關鍵績效指標	HKEX ESG Reporting Guide Requirements 聯交所環境、社會及管治報告指引要求	Section 章節	
<b>Aspect B3:</b> <b>Development and Training</b> 層面B3： 發展及培訓	<b>General Disclosure</b> Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 一般披露 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	Our People – Training and Development 員工－培訓及發展	
	<b>KPI B3.1</b> 關鍵績效 指標B3.1		The percentage of employees trained by gender and employee category. 按性別及僱員類別劃分的受訓僱員百分比。
	<b>KPI B3.2</b> 關鍵績效 指標B3.2		The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成的平均培訓時數。
<b>Aspect B4:</b> <b>Labour Standards</b> 層面B4： 勞工準則	<b>General Disclosure</b> Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child or forced labour. 一般披露 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Our People 員工	
	<b>KPI B4.1</b> 關鍵績效 指標B4.1		Description of measures to review employment practices to avoid child and forced labour. 描述檢討僱傭常規的措施以避免童工及強制勞工。
	<b>KPI B4.2</b> 關鍵績效 指標B4.2		Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關常規所採取的步驟。
<b>Aspect B5:</b> <b>Supply Chain Management</b> 層面B5： 供應鏈管理	<b>General Disclosure</b> Policies on managing environmental and social risks of the supply chain 一般披露 管理供應鏈的環境及社會風險政策。	Operating Practices – Supply Chain Management 營運常規－供應鏈管理	
	<b>KPI B5.1</b> 關鍵績效 指標B5.1		Number of suppliers by geographical region. 按地區劃分的供應商數目。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### HKEX ESG CONTENT INDEX (Continued)

### 聯交所環境、社會及管治內容指引 (續)

KPIs 關鍵績效指標	HKEX ESG Reporting Guide Requirements 聯交所環境、社會及管治報告指引要求	Section 章節	
<b>Aspect B6: Product Responsibility</b> 層面B6： 產品責任	<b>General Disclosure</b> Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. <b>一般披露</b> 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Operating Practices 營運常規	
	<b>KPI B6.2</b> 關鍵績效 指標B6.2	Number of products and service related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及處理方法。	Operating Practices – Customer Satisfaction 營運常規 – 客戶滿意度
	<b>KPI B6.3</b> 關鍵績效 指標B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的常規。	Operating Practices – Intellectual Property Rights 營運常規 – 知識產權
	<b>KPI B6.4</b> 關鍵績效 指標B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序。	Operating Practices – Quality Management and Assurance 營運常規 – 質量管理與保證
	<b>KPI B6.5</b> 關鍵績效 指標B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored. 描述消費者數據保護及私隱政策，以及相關執行及監察方法。	Operating Practices – Data Privacy Protection 營運常規 – 數據隱私保護

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### HKEX ESG CONTENT INDEX (Continued)

### 聯交所環境、社會及管治內容指引 (續)

KPIs 關鍵績效指標	HKEX ESG Reporting Guide Requirements 聯交所環境、社會及管治報告指引要求	Section 章節	
<b>Aspect B7:</b> <b>Anti-corruption</b> 層面B7： 反貪污	<b>General Disclosure</b> Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. <b>一般披露</b> 有關賄賂、勒索、欺詐及洗錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Operating Practices – Anti-corruption 營運常規－反貪污	
	<b>KPI B7.1</b> <b>關鍵績效</b> <b>指標B7.1</b>		Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and outcomes of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。
	<b>KPI B7.2</b> <b>關鍵績效</b> <b>指標B7.2</b>		Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored. 描述防範措施及舉報程序，以及相關執行及監察方法。
<b>Aspect B8:</b> <b>Community Investment</b> 層面B8： 社區投資	<b>General Disclosure</b> Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. <b>一般披露</b> 有關以社區參與來了解發行人營運所在的社區需要和確保其業務活動會考慮社區利益的政策。	Our People – Community Involvement 員工－社區參與	
	<b>KPI B8.1</b> <b>關鍵績效</b> <b>指標B8.1</b>		Focus areas of contribution. 專注貢獻範疇。
	<b>KPI B8.2</b> <b>關鍵績效</b> <b>指標B8.2</b>		Resources contributed to the focus area. 在專注範疇所動用資源。

# Independent Auditor's Report

## 獨立核數師報告

# Deloitte.

# 德勤

**TO THE SHAREHOLDERS OF NEWAY GROUP HOLDINGS LIMITED**  
(incorporated in Bermuda with limited liability)

**致Neway Group Holdings Limited**  
中星集團控股有限公司 \*股東  
(於百慕達註冊成立之有限公司)

### OPINION

We have audited the consolidated financial statements of Neway Group Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 126 to 297, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

### BASIS FOR OPINION

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

### 意見

本核數師(以下簡稱「我們」)已審計列載於第126頁至第297頁的Neway Group Holdings Limited中星集團控股有限公司\*(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表,此財務報表包括於二零一九年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收入報表、綜合權益變動表及綜合現金流量報表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「香港財務報告準則」)真實而中肯地反映了貴集團於二零一九年十二月三十一日的綜合財務狀況,以及其於截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港《公司條例》的披露要求妥為擬備。

### 意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》(「香港審計準則」)進行審計。我們在該等準則項下承擔的責任在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(「守則」),我們獨立於貴集團,並已履行守則中的其他道德責任。我們相信,我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

\* 僅供識別

# Independent Auditor's Report

## 獨立核數師報告

### KEY AUDIT MATTERS

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

Key audit matter	How our audit addressed the key audit matter
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#### *Valuation of investment properties*

We identified the valuation of investment properties as a key audit matter due to the inherent level of complex and subjective judgement and estimates required in determining the fair values.

The Group's investment properties portfolio comprises commercial and industrial properties located in Hong Kong and the People Republic of China (the "PRC") and is stated at fair value of HK\$220,915,017 as at 31 December 2019 with a fair value loss of HK\$17,966,974 recognised in the consolidated statement of profit or loss and other comprehensive income for the year then ended.

Our procedures in relation to the valuation of investment properties included:

- Evaluating the competence, capabilities and objectivity of the valuers and obtaining an understanding of the valuers' scope of work and their terms of engagement;

### 關鍵審計事項

關鍵審計事項是我們的專業判斷，認為對審計本期綜合財務報表最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

關鍵審計事項	我們的審計如何對關鍵審計事項進行處理
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#### *投資物業的估值*

我們認為投資物業的估值為關鍵審計事項，此乃由於釐定公平值時需要無可避免地作出複雜及主觀的判斷及估計。

貴集團的投資物業組合包括位於香港及中華人民共和國（「中國」）的商業及工業物業，並以於二零一九年十二月三十一日的公平值220,915,017港元列值，並於截至當日止年度的綜合損益及其他全面收入報表內確認公平值收益17,966,974港元。

我們有關投資物業的估值的程序包括：

- 評估估值師的資格、能力及客觀性，以及了解估值師的工作範圍及彼等的委聘條款；



# Independent Auditor's Report

## 獨立核數師報告

### KEY AUDIT MATTERS (Continued)

Key audit matter	How our audit addressed the key audit matter
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#### *Valuation of investment properties* (Continued)

The Group's investment properties are measured using the fair value model based on a valuation performed by independent qualified professional valuers. As disclosed in notes 5 and 18 to the consolidated financial statements, in determining the fair values of the Group's investment properties, the valuers have applied income capitalisation approach or direct comparison approach, as appropriate, for respective properties, which involve, inter-alia, certain estimates, including appropriate capitalisation rates, reversionary income potential and market transactions of comparable properties, as appropriate.

- Evaluating the appropriateness of the valuers' valuation approaches to assess if they meet the requirements of the HKFRSs and industry norms;
- Challenging the reasonableness of the key assumptions and appropriateness of valuation models applied based on available market data and our knowledge of the property industry and whether the assumptions and methodologies are consistent with the bases used in prior year; and
- Assessing the reasonableness of key inputs used in the valuation, on a sample basis, by checking to the publicly available information on market transactions of comparable properties, comparing rental income, terms of existing leases to the existing lease summaries of the Group and evaluating whether capitalisation rates adopted are comparable to the market.

### 關鍵審計事項 (續)

關鍵審計事項	我們的審計如何對關鍵審計事項進行處理
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#### *投資物業的估值 (續)*

貴集團的投資物業乃使用公平值模式，根據獨立合資格專業估值師所進行的估值計量。誠如綜合財務報表附註5及18所披露，於釐定貴集團投資物業的公平值時，估值師已對該等物業應用收入資本法或直接比較法（視何者適用），當中涉及（其中包括）若干估計（包括合適的資本化率、復歸收入潛力及可資比較物業之市場交易（如適用））。

- 評估估值師所採用的估值方法是否適當，以評估彼等是否符合香港財務報告準則及行業慣例；
- 根據可得的市場數據及我們對物業行業的認識以及假設及方法是否與上年所用基準一致，對所應用的主要假設的合理性及估值模型的適合性提出質疑；及
- 透過核對可資比較物業市場交易的公開可得資料、將現有租約租金收入、條款與貴集團現有租約概要進行比較，抽樣評定估值所使用的主要輸入數據的合理性，以及評估所採用的資本化率是否與市場可資比較者相若。

# Independent Auditor's Report

## 獨立核數師報告

### KEY AUDIT MATTERS (Continued)

Key audit matter	How our audit addressed the key audit matter
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#### *Net realisable value assessment of properties under development for sale*

We identified the net realisable value assessment of properties under development for sale as a key audit matter because of the management's judgement and estimate involved in the net realisable value assessment for the relevant project.

Included in the consolidated statement of financial position are the properties under development for sale amounted to HK\$42,598,351 as at 31 December 2019, which is stated at the lower of cost and net realisable value.

As set out in note 5 to the consolidated financial statements, management has estimated the net realisable value assessment of the Group's properties under development for sale with reference to the comparable market transactions in similar locations.

Our procedures in relation to evaluating the appropriateness of the management's net realisable value assessment of properties under development for sale included:

- Discussing with management to obtain an understanding of the net realisable value assessment;
- Evaluating the appropriateness of the comparable market transactions in similar locations identified by the management; and
- Obtaining legal opinion on whether there is any restrictions for the Group to realise the properties under development for sale pursuant to the Updated Freeze Order (as defined in note 23 to the consolidated financial statements).

### 關鍵審計事項 (續)

關鍵審計事項	我們的審計如何對關鍵審計事項進行處理
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#### 對待售發展中物業的可變現淨值評估

我們認為待售發展中物業的可變現淨值為關鍵審計事項，因為相關項目的可變現淨值評估涉及管理層判斷及評估。

綜合財務狀況表包括於二零一九年十二月三十一日的待售發展中物業42,598,351港元，其乃以成本及可變現淨值之較低者列賬。

誠如綜合財務報表附註5所載，管理層通過參考相若位置的可資比較市場交易，估計貴集團待售發展中物業的可變現淨值評估。

我們有關評估管理層對待售發展中物業的可變現淨值評估是否適當的程序包括：

- 與管理層討論，以了解可變現淨值評估；
- 評估管理層識別的相若位置可資比較市場交易是否適當；及
- 就貴集團根據更新凍結令（定義見綜合財務報表附註23）將待售發展中物業變現是否存在任何限制獲取法律意見。

# Independent Auditor's Report

## 獨立核數師報告

### OTHER INFORMATION

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

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

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

### RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

### 其他資訊

貴公司董事對其他資訊負責。其他資訊包括刊載於年報內的資訊，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資訊，我們亦不對該等資訊發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他資訊，在此過程中，考慮其他資訊是否與綜合財務報表或我們在審計過程中所瞭解的情況存在重大抵觸，或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他資訊存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

### 董事及管治層就綜合財務報表須承擔的責任

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

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

管治層須負責監督貴集團的財務報告過程。

# Independent Auditor's Report

## 獨立核數師報告

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

### 核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並按照百慕達公司法第90條的規定僅向閣下（作為全體成員）出具包括我們意見的核數師報告。除此之外，我們的報告不可用作其他用途。本行並不就本報告之內容對任何其他人士承擔任何責任或接受任何義務。合理保證是高水準的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程式以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致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。
- 瞭解與審核相關的內部控制，以設計適當的審計程式，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計及相關披露的合理性。

# Independent Auditor's Report

## 獨立核數師報告

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 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 those charged with governance 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 those charged with governance 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.

### 核數師就審計綜合財務報表承擔的責任（續）

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們須修訂意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體呈列方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 就 貴集團內各實體或業務活動的財務資訊獲取充足、適當的審計憑證，以對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與管治層溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們亦向管治層提交聲明，說明我們已符合有關獨立性的相關道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

# Independent Auditor's Report

## 獨立核數師報告

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

The engagement partner on the audit resulting in the independent auditor's report is Mr. CHAU Chi Ka.

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*

Hong Kong  
25 March 2020

### 核數師就審計綜合財務報表承擔的責任（續）

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

出具本獨立核數師報告的審計專案合夥人為周志嘉先生。

執業會計師  
德勤•關黃陳方會計師行

香港  
二零二零年三月二十五日

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收入報表

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

		NOTES 附註	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元 (Re-presented) (經重列)
Total revenue	總收益		560,585,247	592,625,942
Gross proceeds from sale of held-for-trading investments	出售持作買賣投資之所得款項總額		8,955,639	39,230,890
			569,540,886	631,856,832
<b>Continuing operations</b>	<b>持續經營業務</b>			
Revenue	收益	6		
Revenue from goods and services	來自貨品及服務之收益		544,782,853	577,662,134
Rental income	租金收入		7,310,989	7,304,238
Interest income from lending business	來自放貸業務之利息收入		8,491,405	7,197,071
Total revenue from continuing operations	來自持續經營業務總收益		560,585,247	592,163,443
Cost of sales	銷售成本		(408,798,120)	(455,564,786)
Gross profit	毛利		151,787,127	136,598,657
Other interest income	其他利息收入		1,343,276	2,366,386
Other income	其他收入		5,717,225	8,171,626
Selling and distribution expenses	銷售及經銷開支		(34,827,860)	(29,784,530)
Administrative expenses	行政開支		(109,972,468)	(105,084,670)
Other gains and losses	其他收益及虧損	8	(24,623,820)	(25,899,343)
Net impairment losses on financial assets and contract assets	金融資產及合約資產之減值虧損淨額		(4,869,880)	(11,402,625)
Finance costs	融資成本	9	(5,920,964)	(3,098,378)
Share of results of joint ventures	應佔合營公司之業績		(9,268)	(7,518)
Loss before taxation from continuing operations	來自持續經營業務除稅前虧損		(21,376,632)	(28,140,395)
Taxation	稅項	11	(5,979,227)	(3,004,214)
Loss for the year from continuing operations	來自持續經營業務本年虧損	12	(27,355,859)	(31,144,609)
<b>Discontinued operation</b>	<b>已終止經營業務</b>			
Loss for the year from discontinued operation	來自已終止經營業務本年虧損	13	(3,617,421)	(7,079,906)
Loss for the year	本年虧損		(30,973,280)	(38,224,515)

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收入報表

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

	NOTE 附註	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元 (Re-presented) (經重列)
<b>Other comprehensive expense:</b>	<b>其他全面開支：</b>		
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可重新分類至損益之項目：</i>		
Exchange differences arising on translation of foreign operations	換算海外業務所產生之匯兌差額	(9,129,367)	(32,468,608)
Transfer of translation reserve to profit or loss upon disposal of a subsidiary (note 37)	於出售一間附屬公司時轉撥換算儲備至損益(附註37)	(960,888)	-
<i>Item that will not be reclassified to profit or loss:</i>	<i>不會重新分類至損益之項目：</i>		
Fair value loss on equity instruments at fair value through other comprehensive income ("FVTOCI")	透過其他全面收入按公平值列賬(「透過其他全面收入按公平值列賬」)之股本工具之公平值虧損	-	(12,705,867)
		<b>(10,090,255)</b>	(45,174,475)
<b>Total comprehensive expense for the year</b>	<b>本年全面開支總額</b>	<b>(41,063,535)</b>	(83,398,990)
Loss for the year attributable to owners of the Company	本公司擁有人應佔本年虧損		
- from continuing operations	- 來自持續經營業務	(27,165,061)	(30,842,663)
- from discontinued operation	- 來自已終止經營業務	(3,617,421)	(7,079,906)
		<b>(30,782,482)</b>	(37,922,569)
Loss for the year attributable to non-controlling interests	非控股權益應佔本年虧損		
- from continuing operations	- 來自持續經營業務	(190,798)	(301,946)
		<b>(30,973,280)</b>	(38,224,515)
<b>Total comprehensive expense for the year attributable to:</b>	<b>以下人士應佔本年全面開支總額：</b>		
Owners of the Company	本公司擁有人	(40,590,247)	(82,359,444)
Non-controlling interests	非控股權益	(473,288)	(1,039,546)
		<b>(41,063,535)</b>	(83,398,990)
Loss per share	每股虧損		
From continuing and discontinued operations	來自持續經營業務及已終止經營業務		
Basic (HK cents)	基本(港仙)	(12.14)	(14.95)
From continuing operations	來自持續經營業務		
Basic (HK cents)	基本(港仙)	(10.71)	(12.16)



# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31 December 2019

於二零一九年十二月三十一日

		NOTES 附註	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元 (Re-presented) (經重列)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	302,279,837	149,486,645
Prepaid lease payments	預付租賃款項	17	–	59,050,906
Investment properties	投資物業	18	220,915,017	239,199,410
Equity instruments at FVTOCI	透過其他全面收入 按公平值列賬之 股本工具	19	17,854,928	11,573,728
Club membership	會所會籍		3,403,700	3,403,700
Prepayments and deposits	預付款項及訂金	24	4,720,010	4,411,600
Interests in joint ventures	於合營公司之權益	21	404,482	413,750
Loans receivable	應收貸款	25	23,010,523	–
Deposit paid for acquisition of property, plant and equipment	已付購置物業、廠房 及設備之訂金		11,931,211	24,871,390
			<b>584,519,708</b>	492,411,129
Current assets	流動資產			
Inventories	存貨	22	24,334,274	32,510,153
Properties under development for sale	待售發展中物業	23	42,598,351	43,325,216
Financial assets at fair value through profit or loss (“FVTPL”)	透過損益按公平值 列賬(「透過損益 按公平值列賬」) 之金融資產	19	64,833,700	87,895,380
Equity instruments at FVTOCI	透過其他全面收入 按公平值列賬之 股本工具	19	–	14,679,744
Trade and other receivables, prepayments and deposits	貿易及其他 應收款項、預付 款項以及訂金	24	159,113,114	172,847,625
Contract assets	合約資產	20	19,008,737	15,719,178
Loans to joint ventures	給予合營公司之貸款	21	–	3,215,059
Loans receivable	應收貸款	25	44,575,290	80,750,879
Prepaid lease payments	預付租賃款項	17	–	1,280,138
Amounts due from related companies	應收關連公司款項	26	1,303,402	2,433,094
Tax recoverable	可收回稅項		–	571,625
Short-term bank deposits	短期銀行存款	27	23,493,383	23,682,998
Cash and cash equivalents	現金及現金等值	27	208,721,286	185,786,206
			<b>587,981,537</b>	664,697,295

# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31 December 2019

於二零一九年十二月三十一日

		NOTES 附註	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元 (Re-presented) (經重列)
Current liabilities	流動負債			
Trade and other payables and accruals	貿易及其他應付款項 以及應計款項	28	100,146,752	108,141,167
Lease liabilities	租賃負債	29	6,452,993	–
Contract liabilities	合約負債	30	4,635,602	3,330,271
Tax liabilities	稅項負債		9,457,374	3,401,860
Amount due to a non-controlling shareholder of a subsidiary	應付一家附屬公司 一名非控股股東 款項	31	16,716,817	17,080,392
Amount due to a related company	應付一家關連公司 款項	32	165,848	129,334
Bank borrowings	銀行借貸	33	92,168,478	86,807,056
			<b>229,743,864</b>	218,890,080
Net current assets	流動資產淨值		<b>358,237,673</b>	445,807,215
Total assets less current liabilities	總資產減流動負債		<b>942,757,381</b>	938,218,344
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	29	48,178,621	–
Amount due to a related company	應付一家關連公司 款項	32	269,169	328,478
Deferred taxation	遞延稅項	34	8,091,205	10,607,945
			<b>56,538,995</b>	10,936,423
Net assets	資產淨值		<b>886,218,386</b>	927,281,921
Capital and reserves	資本及儲備			
Share capital	股本	35	2,536,395	2,536,395
Reserves	儲備		886,905,710	927,495,957
Total attributable to owners of the Company	本公司擁有人應佔總額		<b>889,442,105</b>	930,032,352
Non-controlling interests	非控股權益		<b>(3,223,719)</b>	(2,750,431)
Total equity	權益總額		<b>886,218,386</b>	927,281,921

The consolidated financial statements on pages 126 to 297 were approved and authorised for issue by the Board of Directors on 25 March 2020 and are signed on its behalf by:

載於第126頁至第297頁之綜合財務報表已由董事會於二零二零年三月二十五日批准及授權刊發，並由以下董事代表簽署：

SUEK Ka Lun, Ernie 薛嘉麟  
Chairman 主席

SUEK Chai Hong 薛濟匡  
Director 董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔											
		Share capital	Share premium	Deemed contribution from a shareholder	Capital redemption reserve	Contributed surplus	Properties valuation reserve	Investment revaluation reserve	Translation reserve	Retained profits	Sub-total	Non-controlling interests	Total
		股本	股份溢價	視作一名股東之貢獻	資本贖回儲備	實繳盈餘	物業估值儲備	投資重估儲備	匯兌儲備	保留溢利	小計	非控股權益	總計
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元	港元	港元	港元	港元	港元	港元
At 1 January 2018	於二零一八年一月一日	2,536,395	368,949,127	188,956,957	62,400	103,571,033	63,252,165	(13,063,890)	39,791,222	258,336,387	1,012,391,796	(1,710,885)	1,010,680,911
Loss for the year	本年虧損	-	-	-	-	-	-	-	-	(37,922,569)	(37,922,569)	(301,946)	(38,224,515)
Exchange differences arising on translation of foreign operations	換算海外業務所產生之匯兌差額	-	-	-	-	-	-	-	(31,731,008)	-	(31,731,008)	(737,600)	(32,468,608)
Fair value loss on equity investments at FVTOCI	透過其他全面收入按公平值列賬之股本投資之公平值虧損	-	-	-	-	-	-	(12,705,867)	-	-	(12,705,867)	-	(12,705,867)
Other comprehensive expense for the year	本年其他全面開支	-	-	-	-	-	-	(12,705,867)	(31,731,008)	-	(44,436,875)	(737,600)	(45,174,475)
Total comprehensive expense for the year	本年全面開支總額	-	-	-	-	-	-	(12,705,867)	(31,731,008)	(37,922,569)	(82,359,444)	(1,039,546)	(83,398,990)
At 31 December 2018	於二零一八年十二月三十一日	2,536,395	368,949,127	188,956,957	62,400	103,571,033	63,252,165	(25,769,757)	8,060,214	220,413,818	930,032,352	(2,750,431)	927,281,921
Loss for the year	本年虧損	-	-	-	-	-	-	-	-	(30,782,482)	(30,782,482)	(190,798)	(30,973,280)
Exchange differences arising on translation of foreign operations	換算海外業務所產生之匯兌差額	-	-	-	-	-	-	-	(8,846,877)	-	(8,846,877)	(282,490)	(9,129,367)
Transfer of translation reserve to profit or loss upon disposal of a subsidiary (note 37)	於出售一間附屬公司時轉撥匯兌儲備至損益(附註37)	-	-	-	-	-	-	-	(960,888)	-	(960,888)	-	(960,888)
Other comprehensive expense for the year	本年其他全面開支	-	-	-	-	-	-	-	(9,807,765)	-	(9,807,765)	(282,490)	(10,090,255)
Total comprehensive expense for the year	本年全面開支總額	-	-	-	-	-	-	-	(9,807,765)	(30,782,482)	(40,590,247)	(473,288)	(41,063,535)
Transfer of cumulative gain on an equity instrument at FVTOCI to retained profits upon disposal of a subsidiary	於出售一間附屬公司時轉撥透過其他全面收入按公平值列賬之股本工具之累計收益至保留溢利	-	-	-	-	-	-	(68,238)	-	68,238	-	-	-
At 31 December 2019	於二零一九年十二月三十一日	2,536,395	368,949,127	188,956,957	62,400	103,571,033	63,252,165	(25,837,995)	(1,747,551)	189,699,574	889,442,105	(3,223,719)	886,218,386

# Consolidated Statement of Cash Flows

## 綜合現金流量報表

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
OPERATING ACTIVITIES	經營業務		
Loss before taxation	除稅前虧損	<b>(24,994,053)</b>	(35,220,301)
Adjustments for:	已作出下列調整：		
Write-down of inventories	撇減存貨	<b>791,079</b>	52,585
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>30,663,694</b>	14,349,985
Amortisation of prepaid lease payments	預付租賃款項攤銷	-	1,279,870
Net gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益淨額	<b>(619,578)</b>	(260,845)
Gain on disposal of a subsidiary (note 37)	出售一家附屬公司之收益(附註37)	<b>(11,807,968)</b>	-
Change in fair value of investment properties	投資物業之公平值變動	<b>17,966,974</b>	(10,942,146)
(Gain) loss recognised in respect of loans to joint ventures	就貸款予合營公司確認的(收益)虧損	<b>(1,775,100)</b>	1,391,092
Net impairment losses on trade receivables	貿易應收款項之減值虧損淨額	<b>229,681</b>	11,467,527
Net impairment losses (reversal of impairment losses) on contract assets	合約資產之減值虧損(減值虧損撥回)淨值	<b>68,705</b>	(64,902)
Impairment losses on loan to a joint venture	貸款予一間合營公司之減值虧損	<b>3,222,914</b>	-
Impairment losses on loans receivable	應收貸款之減值虧損	<b>1,348,580</b>	-
Share of results of joint ventures	應佔合營公司之業績	<b>9,268</b>	7,518
Dividend income	股息收入	<b>(1,087,856)</b>	(4,667,276)
Interest expense	利息開支	<b>5,920,964</b>	3,098,378
Other interest income	其他利息收入	<b>(1,343,276)</b>	(2,366,386)
Operating cash flows before movements in working capital	未計營運資金變動前之經營現金流量	<b>18,594,028</b>	(21,874,901)
Decrease (increase) in inventories	存貨減少(增加)	<b>6,826,927</b>	(7,651,616)
Decrease in trade and other receivables, prepayments and deposits	貿易及其他應收款項、預付款項以及訂金減少	<b>9,486,539</b>	48,922
(Increase) decrease in contract assets	合約資產(增加)減少	<b>(3,358,264)</b>	3,133,084
Decrease (increase) in amount due from related companies	應收關連公司款項減少(增加)	<b>1,129,692</b>	(1,122,638)
Decrease in financial assets at FVTPL	透過損益按公平值列賬之金融資產減少	<b>23,061,680</b>	27,330,456
Decrease (increase) in loans receivable	應收貸款減少(增加)	<b>37,340,311</b>	(49,695,078)
Increase in trade and other payables and accruals	貿易其他應付款項以及應計款項增加	<b>9,208,453</b>	4,667,138
Increase (decrease) in contract liabilities	合約負債增加(減少)	<b>1,305,331</b>	(4,872,028)
Cash from (used in) operations	經營所得(所耗)之現金	<b>103,594,697</b>	(50,036,661)
Dividend income	股息收入	<b>1,087,856</b>	4,667,276
Hong Kong Profits Tax paid	已付香港利得稅	<b>(646,035)</b>	(2,056,171)
Overseas tax paid	已付海外稅項	<b>(1,222,793)</b>	(2,888,847)
NET CASH FROM (USED IN) OPERATING ACTIVITIES	經營業務所得(所耗)現金淨額	<b>102,813,725</b>	(50,314,403)

# Consolidated Statement of Cash Flows

## 綜合現金流量報表

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
INVESTING ACTIVITIES	投資活動		
Investments in equity instruments at FVTOCI	投資於透過其他全面收入按公平值列賬之股本工具投資	(6,281,200)	(3,134,800)
Deposit paid for acquisition of property, plant and equipment	已付購置物業、廠房及設備之訂金	(11,696,796)	(25,760,678)
Placement of short-term bank deposits	存放短期銀行存款	(320,140)	(78,317,944)
Withdrawal of short-term bank deposits	提取短期銀行存款	-	149,404,263
Loans to joint ventures	給予合營公司之貸款	(114,163)	(1,401,697)
Repayment from loan to a joint venture	給予一家合營公司之貸款還款	1,881,408	669,555
Purchase of property, plant and equipment	購入物業、廠房及設備	(42,286,518)	(42,530,339)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	1,106,418	4,647,166
Interest received	已收利息	1,266,643	2,366,386
Refundable deposit (refunded) received for potential disposal	就潛在出售(已退還)已收之可退還訂金	(15,000,000)	15,000,000
NET (USED IN) CASH FROM INVESTING ACTIVITIES	投資活動(所耗)所得現金淨額	(71,444,348)	20,941,912
FINANCING ACTIVITIES	融資活動		
Repayment of bank borrowings	償還銀行借貸	(57,312,749)	(6,672,784)
New bank borrowings raised	新增銀行借貸	62,674,171	33,587,040
Payments of lease liabilities	租賃負債付款	(6,265,984)	-
Repayment to a related company	向一家關連公司之還款	(22,795)	(825,525)
Repayment of obligations under finance leases	償還融資租賃責任	-	(182,179)
Interest paid	已付利息	(5,920,964)	(3,098,378)
NET CASH (USED IN) FROM FINANCING ACTIVITIES	融資活動(所耗)所得現金淨額	(6,848,321)	22,808,174
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等值增加(減少)淨額	24,521,056	(6,564,317)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	年初之現金及現金等值	185,786,206	199,687,987
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	匯率變動影響	(1,585,976)	(7,337,464)
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	年終之現金及現金等值	208,721,286	185,786,206
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值結餘之分析		
Bank balances and cash	銀行結餘及現金	208,721,286	185,786,206

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 1. GENERAL

Newway Group Holdings Limited (the “Company”) is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited. The addresses of the registered office and principal place of business of the Company are disclosed in Corporate Information to the annual report.

The Company acts as an investment holding company. The principal activities and other details of its subsidiaries are set out in note 46.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company.

### 2. LAPSE OF DISPOSAL TRANSACTION IN RESPECT OF ASSETS HELD FOR SALE

On 30 April 2019, a wholly-owned subsidiary of the Company entered into a termination agreement with the purchaser pursuant to which all parties agreed to terminate the sale and purchase agreement in relation to the disposal of Zen Vantage Limited by the Group. Therefore, property, plant and equipment, prepaid lease payments and other receivables with carrying amount of HK\$80,298,804, HK\$2,409,720 and HK\$5,475,000 previously included in assets classified as held for sale were reclassified to property, plant and equipment, prepaid lease payments and other receivables respectively as at 31 December 2018.

### 1. 一般資料

Newway Group Holdings Limited 中星集團控股有限公司\*（「本公司」）於百慕達註冊成立為一家受豁免之有限責任公司，其股份在香港聯合交易所有限公司上市。本公司之註冊辦事處及主要營業地點的地址於本年報之公司資料內披露。

本公司為一家投資控股公司。其附屬公司的主要業務及其他詳情載列於附註46。

綜合財務報表以港元（「港元」）呈列，而港元亦為本公司之功能貨幣。

### 2. 有關持作出售資產之出售交易失效

於二零一九年四月三十日，本公司一間全資附屬公司與買方訂立終止協議，據此，所有訂約方同意終止有關本集團出售Zen Vantage Limited之買賣協議。因此，過往計入分類為持作出售之資產中賬面值分別為80,298,804港元、2,409,720港元及5,475,000港元的物業、廠房及設備、預付租賃款項及其他應收款項已於二零一八年十二月三十一日重新分類至物業、廠房及設備、預付租賃款項及其他應收款項。

\* 僅供識別

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 2. LAPSE OF DISPOSAL TRANSACTION IN RESPECT OF ASSETS HELD FOR SALE (Continued)

Based on the requirement of HKFRS 5 paragraph 28, the following reclassification adjustments were made to the comparative financial information of consolidated statement of financial position as at 31 December 2018 in respect of the assets held for sale previously reported as at 31 December 2018 upon the lapse of disposal transaction during the year ended 31 December 2019. Line items that were not affected by the changes have not been included.

### 2. 有關持作出售資產之出售交易失效(續)

根據香港財務報告準則第5號第28段的規定，已於出售交易在截至二零一九年十二月三十一日止年度失效後，對二零一八年十二月三十一日的綜合財務狀況表中有關過往於二零一八年十二月三十一日呈報的持作出售資產的比較財務資料作出以下重新分類調整。概無包括並無受變動影響之個別項目。

At 31 December 2018

於二零一八年十二月三十一日

	As previously reported	Reclassification adjustments	As re-represented
	過往呈報	重新分類調整	經重列
	HK\$	HK\$	HK\$
	港元	港元	港元
<b>Non-current assets</b>			
Property, plant and equipment			
Prepaid lease payments			
<b>Current assets</b>			
Trade and other receivables, prepayments and deposits			
Prepaid lease payments			
Assets classified as held for sale			

	As previously reported	Reclassification adjustments	As re-represented
	過往呈報	重新分類調整	經重列
	HK\$	HK\$	HK\$
	港元	港元	港元
<b>非流動資產</b>			
物業、廠房及設備	69,187,841	80,298,804	149,486,645
預付租賃款項	56,729,796	2,321,110	59,050,906
<b>流動資產</b>			
貿易及其他應收款項、預付款項以及訂金	167,372,625	5,475,000	172,847,625
預付租賃款項	1,191,528	88,610	1,280,138
分類為持作出售之資產	88,183,524	(88,183,524)	-

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

#### New and amendments to HKFRSs that are mandatorily effective for the current year

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

HKFRS 16	Leases
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015 – 2017 Cycle

Except as described below, the application of the new and amendments to HKFRSs in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

#### 3.1 HKFRS 16 “Leases”

The Group has applied HKFRS 16 for the first time in the current year. HKFRS 16 superseded HKAS 17 “Leases” (“HKAS17”), and the related interpretations.

#### Key changes in accounting policies resulting from application of HKFRS 16

The Group applied the following accounting policies in accordance with the transition provisions of HKFRS 16.

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂

#### 於本年度強制生效的新訂香港財務報告準則及準則修訂

本集團已於本年度首次應用下列由香港會計師公會（「香港會計師公會」）頒佈之新訂香港財務報告準則及準則修訂：

香港財務報告準則第16號	租賃
香港（國際財務報告詮釋委員會）— 詮釋第23號	所得稅處理之不確定性
香港會計準則第19號之修訂	計劃修訂、縮減或結算
香港會計準則第28號之修訂	於聯營公司及合營公司之長期權益
香港財務報告準則之修訂	二零一五年至二零一七年週期香港財務報告準則之年度改進

除下文所述者外，於本年度應用新訂香港財務報告準則及準則修訂對本集團本年度及過往年度之財務狀況及表現及／或該等綜合財務報表所載之披露資料並無重大影響。

#### 3.1 香港財務報告準則第16號「租賃」

本集團於本年度首次應用香港財務報告準則第16號。香港財務報告準則第16號已取代香港會計準則第17號「租賃」（「香港會計準則第17號」）及相關詮釋。

#### 應用香港財務報告準則第16號造成的主要會計政策變動

本集團已按照香港財務報告準則第16號的過渡條文應用下列會計政策。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

##### 3.1 HKFRS 16 “Leases” (Continued)

*Key changes in accounting policies resulting from application of HKFRS 16 (Continued)*

#### Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC) – Int 4 “Determining whether an Arrangement contains a Lease” and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 January 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

#### As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019.

As at 1 January 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities adjusted by any prepaid or accrued lease payments by applying HKFRS 16.C8(b)(ii) transition. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

#### 於本年度強制生效的新訂香港財務報告準則及準則修訂（續）

##### 3.1 香港財務報告準則第16號「租賃」（續）

*應用香港財務報告準則第16號造成的主要會計政策變動（續）*

#### 租賃的定義

本集團選擇以實務中的簡易處理方法將香港財務報告準則第16號應用於過往應用香港會計準則第17號及香港（國際財務報告詮釋委員會）—詮釋第4號「釐定一項安排是否包括租賃」識別為租賃的合約，且不會將是項準則應用於過往未有被識別為包含租賃的合約。因此，本集團並無重新評估於首次應用當日前已存在的合約。

就於二零一九年一月一日或之後訂立或修訂的合約而言，本集團根據香港財務報告準則第16號所載的規定應用租賃的定義來評估合約是否包含租賃。

#### 作為承租人

本集團已追溯應用香港財務報告準則第16號，並於二零一九年一月一日首次應用日期確認累計影響。

於二零一九年一月一日，本集團應用香港財務報告準則第16.C8(b)(ii)的過渡規定，按相當於相關租賃負債經就任何預付或應計租賃付款作出調整後的金額，確認額外租賃負債及使用權資產。於首次應用日期的任何差額均會於期初保留溢利中確認，惟並無對比較資料進行重列。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

**New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)**

#### 3.1 HKFRS 16 “Leases” (Continued)

*Key changes in accounting policies resulting from application of HKFRS 16 (Continued)*

As a lessee (Continued)

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- i. relied on the assessment of whether leases are onerous by applying HKAS 37 “Provisions, Contingent Liabilities and Contingent Assets” as an alternative of impairment review;
- ii. excluded initial direct costs from measuring the right-of-use assets at the date of initial application;
- iii. applied a single discount rate to a portfolio of leases with a similar remaining terms for similar class of underlying assets in similar economic environment. Specifically, discount rate for certain leases of properties in Hong Kong was determined on a portfolio basis; and
- iv. use hindsight based on facts and circumstances as at date of initial application in determining the lease term for the Group’s leases with termination options.

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

**於本年度強制生效的新訂香港財務報告準則及準則修訂（續）**

#### 3.1 香港財務報告準則第16號「租賃」（續）

*應用香港財務報告準則第16號造成的主要會計政策變動（續）*

作為承租人（續）

於過渡時應用香港財務報告準則第16號的經修訂追溯法時，本集團對過往根據香港會計準則第17號分類為經營租賃的租賃應用下列實務中的簡易處理方法，惟以相關租賃合約屬以下情況者為限：

- i. 依賴應用香港會計準則第37號「撥備、或然負債及或然資產」對租賃是否出現虧損的評估作為替代減值審閱；
- ii. 於首次應用日期計算使用權資產時剔除初始直接成本；
- iii. 就類似經濟環境中餘下租期相若的類近相關資產的租賃組合應用單一貼現率。具體而言，香港若干物業租賃的貼現率乃按組合基準釐定；及
- iv. 根據首次應用日期的事實及情況，於事後釐定本集團具有終止選擇權的租賃的租期。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

**New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)**

#### 3.1 HKFRS 16 “Leases” (Continued)

*Key changes in accounting policies resulting from application of HKFRS 16 (Continued)*

As a lessee (Continued)

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average incremental borrowing rate applied is 4.59%.

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

於本年度強制生效的新訂香港財務報告準則及準則修訂（續）

#### 3.1 香港財務報告準則第16號「租賃」（續）

*應用香港財務報告準則第16號造成的主要會計政策變動（續）*

作為承租人（續）

於確認先前分類為經營租賃的租賃負債時，本集團已應用於首次應用日期相關集團實體的增量借貸利率。所應用的加權平均增量借貸利率為4.59%。

**As at**  
**1 January 2019**  
於二零一九年  
一月一日  
HK\$  
港元

Operating lease commitments disclosed as at 31 December 2018	於二零一八年十二月三十一日披露的經營租賃承擔	91,298,180
Lease liabilities discounted at relevant incremental borrowing rates as at 1 January 2019	租賃負債按於二零一九年一月一日的相關增量借貸利率貼現	61,295,313
Analysed as:	分析如下：	
Current	流動	6,283,456
Non-current	非流動	55,011,857
		61,295,313

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

#### 3.1 HKFRS 16 "Leases" (Continued)

Key changes in accounting policies resulting from application of HKFRS 16 (Continued)

As a lessee (Continued)

The carrying amount of right-of-use assets for own use as at 1 January 2019 comprises the following:

		Notes 附註	Right-of-use assets 使用權資產 HK\$ 港元
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16	應用香港財務報告準則第16號後確認經營租賃相關使用權資產		61,295,313
Reclassified from prepaid lease payments	由預付租賃款項重新分類	(a)	60,331,044
Adjustments on rental deposits at 1 January 2019	於二零一九年一月一日之租金按金調整	(b)	293,589
			121,919,946
By class:	按類別：		
Leasehold land and buildings	租賃土地及樓宇		121,919,946

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

於本年度強制生效的新訂香港財務報告準則及準則修訂（續）

#### 3.1 香港財務報告準則第16號「租賃」（續）

應用香港財務報告準則第16號造成的主要會計政策變動（續）

作為承租人（續）

於二零一九年一月一日自用使用權資產賬面值包括下列項目：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

##### 3.1 HKFRS 16 “Leases” (Continued)

*Key changes in accounting policies resulting from application of HKFRS 16 (Continued)*

##### As a lessee (Continued)

Notes:

- (a) Upfront payments for leasehold lands in the People’s Republic of China (the “PRC”) were classified as prepaid lease payments as at 31 December 2018. Upon application of HKFRS 16, the current and non-current portion of prepaid lease payments amounting to HK\$1,280,138 and HK\$59,050,906 respectively were reclassified to right-of-use assets.
- (b) Before the application of HKFRS 16, the Group considered refundable rental deposits paid as rights and obligations under leases to which HKAS 17 applied under other receivables. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right to use of the underlying assets and were adjusted to reflect the discounting effect at transition. Accordingly, HK\$293,589 was adjusted to refundable rental deposits paid and right-of-use assets.

Effective from 1 January 2019, leasehold lands which were classified as properties under development for sale are measured under HKFRS 16 at cost less any accumulated depreciation and any impairment losses.

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

#### 於本年度強制生效的新訂香港財務報告準則及準則修訂（續）

##### 3.1 香港財務報告準則第16號「租賃」（續）

*應用香港財務報告準則第16號造成的主要會計政策變動（續）*

##### 作為承租人（續）

附註：

- (a) 於中華人民共和國（「中國」）之租賃土地的首期付款於二零一八年十二月三十一日分類為預付租賃款項。於應用香港財務報告準則第16號後，預付租賃款項之即期及非即期部分分別為1,280,138港元及59,050,906港元已重新分類至使用權資產。
- (b) 於應用香港財務報告準則第16號前，本集團根據香港會計準則第17號將對其他應收款項下的已付可退還租金按金視為租賃權利及責任。根據香港財務報告準則第16號租賃付款的定義，該等按金並非有關相關資產使用權的付款，並於過渡時作出調整反映貼現的效果。因此，293,589港元已調整為已付可退還租金按金及使用權資產。

由二零一九年一月一日起生效，分類為待售發展中物業的租賃土地乃根據香港財務報告準則第16號，以成本減任何累計折舊及任何減值虧損計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

**New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)**

#### 3.1 HKFRS 16 “Leases” (Continued)

*Key changes in accounting policies resulting from application of HKFRS 16 (Continued)*

##### As a lessor

In accordance with the transitional provisions in HKFRS 16, the Group is not required to make any adjustment on transition for leases in which the Group is a lessor but account for these leases in accordance with HKFRS 16 from the date of initial application and comparative information has not been restated.

Upon application of HKFRS 16, new lease contracts entered into but commence after the date of initial application relating to the same underlying assets under existing lease contracts are accounted as if the existing leases are modified as at 1 January 2019. The application has had no impact on the Group's consolidated statement of financial position at 1 January 2019. However, effective 1 January 2019, lease payments relating to the revised lease term after modification are recognised as income on straight-line basis over the extended lease term.

Before application of HKFRS 16, refundable rental deposits received were considered as rights and obligations under leases to which HKAS 17 applied under trade and other payables. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right-of-use assets and were adjusted to reflect the discounting effect at transition. No adjustments have been made to refundable rental deposits received as at 1 January 2019 as the directors of the Company considered the discounting effect is insignificant.

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

於本年度強制生效的新訂香港財務報告準則及準則修訂（續）

#### 3.1 香港財務報告準則第16號「租賃」（續）

*應用香港財務報告準則第16號造成的主要會計政策變動（續）*

##### 作為出租人

根據香港財務報告準則第16號的過渡條文，本集團毋須於過渡時就本集團作為出租人的租賃作出任何調整，惟須自首次應用日期起將該等租賃按照香港財務報告準則第16號入賬，且並無重列比較資料。

於應用香港財務報告準則第16號後，就現有租賃合約下相同的相關資產所訂立但於首次應用日期後方開始的新租賃合約而言，將猶如現有租賃於二零一九年一月一日修改般入賬。應用是項準則對本集團於二零一九年一月一日的綜合財務狀況表並無影響。然而，自二零一九年一月一日起，有關修改後經修訂租期的租賃付款乃於延長租期內按直線法確認為收入。

於應用香港財務報告準則第16號前，已收可退還租金按金根據所應用的香港會計準則第17號視為貿易及其他應付款項下的租賃權利及責任。根據香港財務報告準則第16號租賃付款的定義，該等按金並非有關使用權資產的付款，並於過渡時作出調整以反映貼現的效果。由於本公司董事認為貼現影響輕微，故並無對於二零一九年一月一日的已收可退還租金按金作出調整。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

**New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)**

#### 3.1 HKFRS 16 “Leases” (Continued)

*Key changes in accounting policies resulting from application of HKFRS 16 (Continued)*

The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 January 2019. Line items that were not affected by the changes have not been included.

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

**於本年度強制生效的新訂香港財務報告準則及準則修訂（續）**

#### 3.1 香港財務報告準則第16號「租賃」（續）

*應用香港財務報告準則第16號造成的主要會計政策變動（續）*

於二零一九年一月一日綜合財務狀況表中確認的金額已作出以下調整。概無包括並無受變動影響之個別項目。

		Carrying amounts previously reported at 31 December 2018	Adjustments	Carrying amounts under HKFRS 16 at 1 January 2019
		先前於二零一八年十二月三十一日呈報的賬面值	調整	於二零一九年一月一日香港財務報告準則第16號的賬面值
		HK\$	HK\$	HK\$
		港元	港元	港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	149,486,645*	121,919,946	271,406,591
Prepaid lease payments	預付租賃款項	59,050,906*	(59,050,906)	-
<b>Current assets</b>	<b>流動資產</b>			
Trade and other receivables, prepayments and deposits	貿易及其他應收款項、預付款項以及訂金	172,847,625*	(293,589)	172,554,036
Prepaid lease payments	預付租賃款項	1,280,138*	(1,280,138)	-
<b>Current liabilities</b>	<b>流動負債</b>			
Lease liabilities	租賃負債	-	6,283,456	6,283,456
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債	-	55,011,857	55,011,857

\* The amounts included the reclassification as stated in note 2.

\* 金額包括附註2所載之重新分類。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 17	Insurance Contracts <sup>1</sup>
Amendments to HKFRS 3	Definition of a Business <sup>2</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to HKAS 1 and HKAS 8	Definition of Material <sup>4</sup>
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform <sup>4</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2021

<sup>2</sup> Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020

<sup>3</sup> Effective for annual periods beginning on or after a date to be determined

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2020

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

#### 已頒佈但尚未生效之新訂香港財務報告準則及準則修訂

本集團並未提早應用下列已頒佈但尚未生效之新訂香港財務報告準則及準則修訂：

香港財務報告準則第17號	保險合約 <sup>1</sup>
香港財務報告準則第3號之修訂	業務的定義 <sup>2</sup>
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營公司之資產出售或注資 <sup>3</sup>
香港會計準則第1號及香港會計準則第8號之修訂	重大的定義 <sup>4</sup>
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號之修訂	利率基準改革 <sup>4</sup>

<sup>1</sup> 於二零二一年一月一日或之後開始之年度期間生效

<sup>2</sup> 適用於收購日期為於二零二零年一月一日或之後開始之首個年度期間開始時或之後之業務合併及資產收購

<sup>3</sup> 於有待釐定之日期或之後開始之年度期間生效

<sup>4</sup> 於二零二零年一月一日或之後開始之年度期間生效



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### New and amendments to HKFRSs in issue but not yet effective (Continued)

In addition to the above new and amendments to HKFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, the Amendments to References to the Conceptual Framework in HKFRS Standards, will be effective for annual periods beginning on or after 1 January 2020.

Except those mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the Group’s financial position and performance in the foreseeable future.

#### Amendments to HKAS 1 and HKAS 8 Definition of Material

The amendments provide refinements to the definition of material by including additional guidance and explanations in making materiality judgments. In particular, the amendments:

- include the concept of “obscuring” material information in which the effect is similar to omitting or misstating the information;
- replace threshold for materiality influencing users from “could influence” to “could reasonably be expected to influence”; and
- include the use of the phrase “primary users” rather than simply referring to “users” which was considered too broad when deciding what information to disclose in the financial statements.

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

#### 已頒佈但尚未生效之新訂香港財務報告準則及準則修訂（續）

除上述新訂香港財務報告準則及準則之修訂外，經修訂財務報告概念框架已於二零一八年刊發。其相關修訂，提述香港財務報告準則概念框架之修訂將於二零二零年一月一日或之後開始之年度期間生效。

除下文所述者外，本公司董事預期，應用所有其他新訂香港財務報告準則及準則修訂於可見將來不會對本集團財務狀況及表現造成重大影響。

#### 香港會計準則第1號及香港會計準則第8號重大的定義之修訂

該等修訂透過載入作出重大判斷時的額外指引及解釋，對重大之定義進行修訂。尤其是，有關修訂：

- 包含「隱藏」重要資料之概念，其與遺漏或誤報資料有類似效果；
- 就影響使用者重要性的範圍以「可合理預期影響」取代「可影響」；及
- 包含使用詞組「主要使用者」，而非僅指「使用者」，於決定於財務報表披露何等資料時，該用語被視為過於廣義。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### Amendments to HKAS 1 and HKAS 8 Definition of Material (Continued)

The amendments also align the definition across all HKFRSs and will be mandatorily effective for the Group’s annual period beginning on 1 January 2020. The application of the amendments is not expected to have significant impact on the financial position and performance of the Group but may affect the presentation and disclosures in the consolidated financial statements.

#### Conceptual Framework for Financial Reporting 2018 (the “New Framework”) and the Amendments to References to the Conceptual Framework in HKFRS Standards

The New Framework:

- reintroduces the terms stewardship and prudence;
- introduces a new asset definition that focuses on rights and a new liability definition that is likely to be broader than the definition it replaces, but does not change the distinction between a liability and an equity instrument;
- discusses historical cost and current value measures, and provides additional guidance on how to select a measurement basis for a particular asset or liability;
- states that the primary measure of financial performance is profit or loss, and that only in exceptional circumstances other comprehensive income will be used and only for income or expenses that arise from a change in the current value of an asset or liability; and
- discusses uncertainty, derecognition, unit of account, the reporting entity and combined financial statements.

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

#### 香港會計準則第1號及香港會計準則第8號重大的定義之修訂（續）

該等修訂亦符合所有香港財務報告準則的定義並將於本集團於二零二零年一月一日開始的年度期間強制生效。預期應用該等修訂將不會對本集團的財務狀況及表現造成重大影響，惟可能影響綜合財務報表的呈列及披露。

#### 二零一八年財務報告的概念框架（「新框架」）及提述香港財務報告準則概念框架之修訂

新框架：

- 重新引入管理及審慎此等術語；
- 引入著重權利的新資產定義以及範圍可能比所取代定義更廣的新負債定義，惟不會改變負債與權益工具之間的區別；
- 討論歷史成本及現值計量，並就如何為某一資產或負債選擇計量基準提供額外指引；
- 指出財務表現主要計量標準為損益，且於特殊情況下方會使用其他全面收入，且僅用於資產或負債現值產生變動的收入或開支；及
- 討論不確定因素、終止確認、會計單位、報告實體及合併財務報表。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### Conceptual Framework for Financial Reporting 2018 (the “New Framework”) and the Amendments to References to the Conceptual Framework in HKFRS Standards (Continued)

Consequential amendments have been made so that references in certain HKFRSs have been updated to the New Framework, whilst some HKFRSs are still referred to the previous versions of the framework. These amendments are effective for annual periods beginning on or after 1 January 2020, with earlier application permitted. Other than specific standards which still refer to the previous versions of the framework, the Group will rely on the New Framework on its effective date in determining the accounting policies especially for transactions, events or conditions that are not otherwise dealt with under the accounting standards.

### 4. SIGNIFICANT ACCOUNTING POLICIES

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

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments that are measured at fair values at the end of the reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

### 3. 應用新訂香港財務報告準則（「香港財務報告準則」）及準則修訂（續）

#### 二零一八年財務報告的概念框架（「新框架」）及提述香港財務報告準則概念框架之修訂（續）

已作出相應修訂，致使有關若干香港財務報告準則中的提述已更新至符合新框架，惟部分香港財務報告準則仍參考該框架的先前版本。該等修訂於二零二零年一月一日或之後開始的年度期間生效，並可提早應用。除仍參考該框架先前版本的特定準則外，本集團將於其生效日期按新框架決定會計政策，尤其是會計準則未有處理的交易、事件或條件。

### 4. 主要會計政策

綜合財務報表乃按照香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表載有香港聯合交易所有限公司證券上市規則及香港《公司條例》所規定之適用披露事項。

綜合財務報表乃按歷史成本基準編製，惟誠如下文所載會計政策所闡述，於報告期末按公平值計量之投資物業及若干金融工具除外。

歷史成本一般以就交換貨品及服務給予之代價之公平值為基礎。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 "Share-based Payment", leasing transactions that are accounted for in accordance with HKFRS 16 (since 1 January 2019) or HKAS 17 (before application of HKFRS 16), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 "Inventories" or value in use in HKAS 36 "Impairment of Assets".

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.

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that the results of the valuation technique equals the transaction price.

### 4. 主要會計政策 (續)

公平值指市場參與者之間在計量日期進行有序交易中出售一項資產所收取或轉移一項負債所支付之價格，而不論該價格是否可直接觀察或採用其他估值技術估計。在對資產或負債之公平值作出估計時，倘市場參與者在計量日期為該資產或負債定價時將會考慮有關該資產或負債之特點，則本集團亦會考慮該等特點。在此等綜合財務報表中就計量及／或披露用途而採用之公平值均按此基礎釐定，惟香港財務報告準則第2號「以股份為基礎付款」範圍界定之以股份為基礎付款交易、根據香港財務報告準則第16號（自二零一九年一月一日起）或香港會計準則第17號（於應用香港財務報告準則第16號前）入賬之租賃交易及與公平值部分相若但非公平值之計量（例如，香港會計準則第2號「存貨」中之可變現淨值或香港會計準則第36號「資產減值」中之使用價值）除外。

非金融資產之公平值計量會計及市場參與者將資產用於最高價值及最佳用途或售予會將資產用於最高價值及最佳用途之另一名市場參與者而產生經濟利益的能力。

就按公平值轉撥，且需要使用不可觀察輸入數據的估計技術計量其其後期間公平值的金融工具及投資物業而言，有關估值技術會作出調整以使估值技術的結果與交易價相同。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

#### Basis of consolidation

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

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

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

### 4. 主要會計政策 (續)

此外，就財務申報而言，公平值計量按照公平值計量之輸入數據可觀察程度及公平值計量輸入數據之整體重要性，分類為1級、2級或3級，情況如下所述：

- 1級輸入數據是實體於計量日期可取得之相同資產或負債於活躍市場之報價（未經調整）；
- 2級輸入數據是就資產或負債直接或間接地可觀察之輸入數據（1級包括之報價除外）；及
- 3級輸入數據是資產或負債之不可觀察輸入數據。

主要會計政策載列如下。

#### 綜合賬目基準

綜合財務報表包括本公司以及本公司及其附屬公司控制之實體財務報表。當本公司出現以下情況時，即取得控制權：

- 可向被投資方行使權力；
- 因參與被投資方事務而承擔風險或有權擁有被投資方之可變回報；及
- 有能力運用其對被投資方之權力影響回報。

倘事實及情況顯示上述三項控制權元素中一項或以上有所變動，則本集團會重新評估是否對被投資方擁有控制權。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Basis of consolidation (Continued)

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

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

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

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

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

#### **Changes in the Group's interests in existing subsidiaries**

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets and liabilities of the subsidiary attributable to the owners of the Company.

### 4. 主要會計政策 (續)

#### 綜合賬目基準 (續)

附屬公司之綜合入賬自本集團取得有關附屬公司之控制權起開始，並於本集團失去有關附屬公司之控制權時終止。具體而言，年內所收購或出售附屬公司之收入及開支自本集團取得控制權之日期起計入綜合損益及其他全面收入報表，直至本集團不再控制有關附屬公司之日期為止。

損益及其他全面收入之各項目歸屬於本公司擁有人及非控股權益。附屬公司之全面收入總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益產生虧絀結餘。

附屬公司之財務報表視乎需要作出調整，以使其會計政策與本集團之會計政策一致。

本集團內各公司間所有資產及負債、權益、收入、開支及與本集團成員公司間交易有關的現金流量均於綜合賬目時悉數對銷。

附屬公司之非控股權益與本集團於附屬公司之權益分開呈列，指現時擁有之權益且賦予持有人權利於清盤時按比例分佔相關附屬公司淨資產。

#### **本集團於現有附屬公司權益之變動**

當本集團失去一間附屬公司的控制權，則終止確認該附屬公司資產及負債。收益或虧損於損益中確認，並以(i)所收取代價之公平值及任何保留權益之公平值之總額與(ii)本公司擁有人應佔附屬公司之資產及負債之賬面值之差額計算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Interests in joint ventures

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the joint venture. When the Group's share of losses of a joint venture exceeds the Group's interest in that joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture.

An investment in a joint venture is accounted for using the equity method from the date on which the investee becomes a joint venture. On acquisition of the investment in a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

### 4. 主要會計政策 (續)

#### 於合營公司之權益

合營公司指一項聯席安排，對安排擁有共同控制權之訂約方據此對聯席安排之資產淨值擁有權利。共同控制權指按照合約協定對一項安排所共有之控制權，僅在相關活動必須獲得共同享有控制權之各方一致同意方能決定時存在。

合營公司之業績及資產與負債使用權益會計法計入綜合財務報表。就權益會計法所用合營公司之財務報表，採用本集團於類似情況下類似交易及事項所用之相同會計政策編製。根據權益法，於合營公司之投資初始於綜合財務狀況表按成本確認，其後作出調整，以確認本集團應佔合營公司之損益及其他全面收入。倘本集團應佔合營公司虧損超出本集團於該合營公司之權益（包括大致上構成本集團於合營公司之投資淨額部分之長期權益），則本集團會終止確認應佔之進一步虧損。額外虧損僅於本集團產生法定或推定責任或代表合營公司付款時確認。

自被投資方成為一家合營公司當日起，於合營公司之投資採用權益法入賬。於收購一間合營公司之投資時，投資成本超出本集團分佔該被投資方可識別資產及負債公平淨值之任何差額會確認為商譽，並計入投資賬面值。本集團所佔可識別資產及負債於重新評估後之公平淨值與投資成本之任何差額，會於收購投資期間即時於損益確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Interests in joint ventures (Continued)

The Group assesses whether there is an objective evidence that the interest in a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of investment (include goodwill) is tested for impairment in accordance with HKAS 36 "Impairment of Assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

#### Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in the relevant subsidiary after the sale.

### 4. 主要會計政策 (續)

#### 於合營公司之權益 (續)

本集團評估是否有客觀證據表明於合營公司之權益可能出現減值。倘存在任何客觀證據，該項投資之全部賬面值（包括商譽）會根據香港會計準則第36號「資產減值」，以單一資產方式進行減值測試，比較其可收回金額（即使用價值與公平值減出售成本之較高者）與賬面值。任何已確認減值虧損構成該項投資賬面值一部分。有關減值虧損之任何撥回乃於該項投資之可收回金額其後增加時根據香港會計準則第36號確認。

#### 持作出售的非流動資產

非流動資產及出售組別之賬面值如可透過出售交易而非透過持續使用而收回，則會分類為持作出售。此條件僅於資產（或出售組別）可以其現況供即時出售，出售條款僅屬出售該資產（或出售組別）之一般慣常條款，且極有可能出售時，方告達成。管理層必須承諾進行出售，即應預期於分類日期起計一年內合資格確認為一項已完成出售。

當本集團承諾進行涉及失去一間附屬公司控制權之出售計劃，倘符合上述條件，該附屬公司之所有資產及負債均分類為持作出售，不論本集團會否於出售後保留有關附屬公司之非控股權益。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Non-current assets held for sale (Continued)

When the Group is committed to a sale plan involving disposal of an investment, or a portion of an investment, in an associate or joint venture, the investment or the portion of the investment that will be disposed of is classified as held for sale when the criteria described above are met, and the Group discontinues the use of the equity method in relation to the portion that is classified as held for sale from the time when the investment (or a portion of the investment) is classified as held for sale.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs of disposal.

If the Group has classified an asset (or disposal group) as held for sale, but the criteria stated above are no longer met, the Group ceases to classify the asset (or disposal group) as held for sale. Consolidation financial statements for the periods since classification as held for sale is amended accordingly if the disposal group or non-current asset that ceases to be classified as held for sale is a subsidiary, joint operation, joint venture, associate, or a portion of an interest in a joint venture or an associate.

#### Revenue from contracts with customers

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

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

### 4. 主要會計政策 (續)

#### 持作出售的非流動資產 (續)

當本集團承諾進行涉及出售於聯營公司或合營企業之投資或部分投資之出售計劃，倘符合上述條件，將予出售之該項投資或部分投資分類為持作出售，而本集團將由投資（或其部分）分類為持作出售之時起，終止就該分類為持作出售之部分使用權益法。

分類為持作出售之非流動資產（及出售組別）按其先前賬面值與公平值減出售成本之較低者計量。

倘若本集團已將一項資產（或出售組別）分類為持作出售，但上述標準不再達致，則本集團不再將該資產（或出售組別）分類為持作出售。倘不再分類為持作出售的出售組別或非流動資產為一間附屬公司、聯合經營公司、合營公司、聯營公司或於合營公司或聯營公司的權益一部分，則自分類為持作出售的期間的綜合財務報表相應地作出修訂。

#### 客戶合約收益

本集團於（或當）完成履約責任時（即於與特定履約責任相關之貨品或服務之「控制權」轉讓予客戶時）確認收益。

履約責任指一項明確貨品或服務（或一批貨品或服務）或一系列大致相同的明確貨品或服務。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Revenue from contracts with customers (Continued)

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

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

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

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

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

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

### 4. 主要會計政策 (續)

#### 客戶合約收益 (續)

倘符合以下其中一項條件，則控制權為隨時間轉移，而收益則參考相關履約責任的完成進度隨時間確認：

- 客戶於本集團履約時同時收取及消耗本集團履約所提供的利益；
- 本集團的履約創建及增強客戶於本集團履約時控制的資產；或
- 本集團的履約未創造對本集團具有替代用途的資產，而本集團有強制執行權收取至今已履約部分的款項。

否則，收益於客戶獲得明確貨品或服務控制權時確認。

合約資產指本集團對就其向客戶轉讓貨品或服務所換取的代價但尚未成為無條件的權利。其按照香港財務報告準則第9號評估減值。相反，應收款項為本集團對代價的無條件權利，即代價到期支付前只須待時間流逝。

合約負債指本集團就其已向客戶收取的代價（或代價到期支付）而向客戶轉讓貨品或服務的責任。

相同合約相關合約資產及合約負債按淨額基準入賬及呈列。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Revenue from contracts with customers (Continued)

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

###### *Input method*

The progress towards complete satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

##### ***Incremental costs of obtaining a contract***

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained.

The Group recognises such costs (sales commissions) as an asset if it expects to recover these costs. The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate.

The Group applies the practical expedient of expensing all incremental costs to obtain a contract if these costs would otherwise have been fully amortised to profit or loss within one year.

### 4. 主要會計政策 (續)

#### 客戶合約收益 (續)

##### **按時間確認收益：計量完成履約責任的進度**

###### 投入法

完成履約責任的進度是根據投入法計量，此方法乃根據本集團為完成履約責任而付出的努力或投入，相對於完成該項履約責任而預期的總投入，以確認收益，亦最能反映本集團於轉讓貨品或服務控制權方面的表現。

##### **獲得合約的增量成本**

獲得合約的增量成本指本集團與客戶訂立合約產生之倘未獲得該合約則不會產生的成本。

倘預期可收回有關成本（如銷售佣金），則本集團確認該等成本為一項資產，隨後按與向客戶轉讓有關該資產之貨品或服務一致的系統基準於損益攤銷。

倘該等成本將在一年內悉數於損益攤銷，本集團將應用簡易實務處理方式把取得一項合約的所有增量成本列為開支。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leases

##### **Definition of a lease (upon application of HKFRS 16 in accordance with transitions in note 3)**

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

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

##### **The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 3)**

##### *Allocation of consideration to components of a contract*

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

##### *Short-term leases and leases of low-value assets*

The Group applies the short-term lease recognition exemption to leases of office that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

### 4. 主要會計政策 (續)

#### 租賃

##### **租賃的定義 (於根據附註3的過渡規定應用香港財務報告準則第16號時)**

如果某合約將某已識別資產的使用權讓與一段時間以換取代價，則該合約為租賃或包含租賃。

但凡於初次應用之日或之後訂立或修改的合約，本集團會於合約開始時、修改日或收購日根據香港財務報告準則第16號項下的定義評估合約是否為租賃或包含租賃。除非該合約的條款及條件隨後有更改，否則不會重新評估。

##### **本集團作為承租人 (於根據附註3的過渡規定應用香港財務報告準則第16號時)**

##### *將代價分配至合約各組成部分*

就包含租賃組成部分以及一項或多項額外租賃或非租賃組成部分之合約而言，本集團根據租賃組成部分之相對獨立價格及非租賃組成部分之合計獨立價格基準將合約代價分配至各項租賃組成部分。

##### *短期租賃和低價值資產租賃*

本集團將短期租賃確認豁免應用於自開始日期起租期為12個月或以下之辦公室租賃且不包含購買選擇權。其亦適用於低價值資產租賃的確認。低價值資產租賃的租賃付款在租賃期內按直線法或另一系統基準確認為費用。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leases (Continued)

#### *The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 3) (Continued)*

##### *Right-of-use assets*

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets that do not meet the definition of investment property or inventory in "property, plant and equipment", the same line item within which the corresponding underlying assets would be presented if they were owned. Right-of-use assets that meet the definition of inventory are presented within "properties under development for sale".

### 4. 主要會計政策 (續)

#### 租賃 (續)

#### *本集團作為承租人 (於根據附註3的過渡規定應用香港財務報告準則第16號時) (續)*

##### *使用權資產*

使用權資產之成本包括：

- 租賃負債之初步計量金額；
- 於開始日期或之前作出之任何租賃付款，減任何已收租賃優惠；
- 本集團產生之任何初步直接成本；及
- 本集團拆卸及移除相關資產、復原相關資產所在場地或復原相關資產至租賃條款及條件所規定之狀況之過程中所產生的估計成本。

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進行調整。

倘本集團可合理確定於租期結束時獲得使用權資產項下相關租賃資產之擁有權，使用權資產將自開始日期起至可使用年期結束為止計提折舊。否則，使用權資產按直線基準於估計可使用年期與租期之間之較短者計提折舊。

本集團將不符合投資物業或存貨定義的使用權資產呈列於「物業、廠房及設備」，倘本集團擁有相應的相關資產，則該等資產於相同的項目內呈列。符合存貨定義的使用權資產呈列於「待售發展中物業」。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leases (Continued)

#### *The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 3) (Continued)*

##### *Refundable rental deposits*

Refundable rental deposits paid are accounted under HKFRS 9 “Financial Instruments” (“HKFRS 9”) and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

##### *Lease liabilities*

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

### 4. 主要會計政策 (續)

#### 租賃 (續)

#### *本集團作為承租人 (於根據附註3的過渡規定應用香港財務報告準則第16號時) (續)*

##### *可退還的租賃按金*

已支付的可退還租賃按金根據香港財務報告準則第9號「金融工具」(「香港財務報告準則第9號」)入賬，並初步按公平值計量。初始確認時對公平值的調整被視為額外的租賃付款，並包括在使用權資產成本中。

##### *租賃負債*

於租賃開始日，本集團按當時尚未支付的租賃付款的現值確認並計量租賃負債。在計算租賃付款的現值時，如果租賃中隱含的利率難以確定，則本集團在租賃開始日使用增量借款利率。

租賃付款包括固定付款 (包括實質上是固定之付款) 減任何應收租賃優惠。

於開始日期後，租賃負債乃透過增計利息及租賃付款進行調整。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leases (Continued)

#### *The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 3) (Continued)*

#### *Lease liabilities (Continued)*

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

#### *Lease modifications*

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

### 4. 主要會計政策 (續)

#### 租賃 (續)

#### *本集團作為承租人 (於根據附註3的過渡規定應用香港財務報告準則第16號時) (續)*

#### *租賃負債 (續)*

倘租期有所變動或行使購買選擇權之評估發生變化，本集團會重新計量租賃負債（並對相關使用權資產作出相應調整），在此情況下，相關租賃負債透過使用重新評估日期之經修訂貼現率貼現經修訂租賃付款而重新計量。

本集團將租賃負債作為單獨項目於綜合財務狀況表內呈列。

#### *租賃修改*

倘出現以下情況，本集團將租賃修改作為獨立租賃入賬：

- 修改透過加入使用一項或以上相關資產之權利擴大租賃範圍；及
- 租賃代價增加，增加之金額相當於範圍擴大對應之單獨價格及為反映特定合約之實際情況而對該單獨價格進行之任何適當調整。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leases (Continued)

#### *The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 3) (Continued)*

##### *Lease modifications (Continued)*

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities and lease incentives from lessor by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

#### *The Group as a lessee (prior to 1 January 2019)*

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

Lease incentives relating to operating leases are considered as integral part of lease payments, the aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis.

### 4. 主要會計政策 (續)

#### 租賃 (續)

#### *本集團作為承租人 (於根據附註3的過渡規定應用香港財務報告準則第16號時) (續)*

##### *租賃修改 (續)*

就未作為單獨租賃入賬之租賃修改而言，本集團按透過使用修改生效日期之經修訂貼現率貼現經修訂租賃付款之經修改租賃之租期重新計量租賃負債。

本集團通過對相關使用權資產進行相應調整，對出租人的租賃負債及租賃優惠的重新計量進行會計處理。當修改後的合約包含租賃組成部分和一個或多個其他租賃或非租賃組成部分時，本集團會根據租賃組成部分的相對獨立價格及非租賃組成部分的總獨立價格將修改後的合約中的代價分配至每個租賃組成部分。

#### *本集團作為承租人 (於二零一九年一月一日之前)*

當租賃之條款實質上將擁有權所產生之絕大部分風險及回報轉移至承租人時，該等租賃被分類為融資租賃。所有其他租賃則分類為經營租賃。

經營租賃款項於租期內按直線法確認為開支。

與經營租賃有關的租賃優惠視為租賃付款的組成部分，優惠總利益按直線法確認為扣減租金開支。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leases (Continued)

##### *The Group as a lessor*

##### *Classification and measurement of leases*

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

Rental income which are derived from the Group's ordinary course of business (i.e. Property Business as defined in note 7) are presented as revenue.

##### *The Group as a lessor (upon application of HKFRS 16 in accordance with transitions in note 3)*

##### *Allocation of consideration to components of a contract*

When a contract includes both leases and non-lease components, the Group applies HKFRS 15 to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

##### *Refundable rental deposits*

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

### 4. 主要會計政策 (續)

#### 租賃 (續)

##### 本集團作為出租人

##### 租賃的分類及計量

本集團作為出租人的租賃分類為融資租賃或經營租賃。當租賃的條款實質上將與相關資產所有權相關的所有風險及回報轉讓給承租人時，該項合約被歸類為融資租賃。所有其他租賃應歸類為經營租賃。

經營租賃的租金收入在相關租賃期限內按照直線法確認為損益。磋商及安排經營租賃時產生的初始直接成本計入租賃資產的賬面值，有關成本於租賃期內按直線法確認為開支，根據公平值模式計量的投資物業除外。

於本集團的日常業務（例如附註7所界定的物業業務）過程中產生的租金收入呈列為收益。

##### 本集團作為出租人（於根據附註3的過渡規定應用香港財務報告準則第16號時）

##### 將代價分配至合約各組成部分

倘合約包括租賃及非租賃組成部分，本集團應用香港財務報告準則第15號，將合約代價分攤至租賃及非租賃組成部分。非租賃組成部分與租賃組成部分基於相關的單獨銷售價格進行分拆。

##### 可退還租賃按金

已收到的可退還租賃按金根據香港財務報告準則第9號進行核算，並初始按公平值計量。初始確認時的公平值調整視為承租人的額外租賃付款。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leases (Continued)

#### *The Group as a lessor (upon application of HKFRS 16 in accordance with transitions in note 3) (Continued)*

##### *Lease modification*

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

#### **Investment properties**

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are classified and accounted for as investment properties and are measured using fair value model. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

### 4. 主要會計政策 (續)

#### 租賃 (續)

#### *本集團作為出租人 (於根據附註3的過渡規定應用香港財務報告準則第16號時) (續)*

##### *租賃修改*

本集團應當自修改生效日起，將經營租賃的修改作為一項新租賃進行會計處理，並將任何與原租賃相關的預付或應計租賃付款視為新租賃的租賃付款一部分。

#### **投資物業**

投資物業乃指持有作為賺取租金及／或作為資本增值的物業。

投資物業初步按成本計量，包括任何直接相關支出。於初步確認後，投資物業按公平值計量。本集團就賺取租金或資本增值而根據經營租約持有之全部物業權益分類並作為投資物業入賬，且使用公平值模式計量。投資物業公平值變動產生的收益或虧損，已計入其產生期間的損益內。

投資物業於出售後或在投資物業永久不再使用及預期出售該等物業不會產生未來經濟利益時取消確認。取消確認物業所產生的任何收益或虧損（按出售所得款項淨額與資產賬面值的差額計算）將計入該物業取消確認期間的損益內。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Property, plant and equipment

Property, plant and equipment including buildings, leasehold land (classified as finance leases) are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes other than properties construction in progress as described below, are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

#### *Ownership interests in leasehold land and building*

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as "right-of-use assets" (upon application of HKFRS 16) or "prepaid lease payments (before application of HKFRS 16) in the consolidated statement of financial position except for those that are classified and accounted for as investment properties under the fair value model. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

### 4. 主要會計政策 (續)

#### 物業、廠房及設備

物業、廠房及設備(包括乃持作生產或供應貨品或服務或行政用途的樓宇、租賃土地(分類為融資租賃)的有形資產(下文所述的在建物業工程除外))乃於綜合財務狀況表按成本減其後累計折舊及累計減值虧損(如有)後列賬。

供生產、供應或行政用途之在建物業按成本減任何已確認減值虧損列賬。成本包括將資產運至必要地點及達到必要條件以能按管理層擬定的方式運行所直接產生的任何成本及(就合資格資產而言)按照本集團會計政策撥充資本之借貸成本。有關物業於竣工及已可作擬定用途時歸類為物業、廠房及設備之適當類別。該等資產在已可作擬定用途時按與其他物業資產相同之基準開始計算折舊。

#### *於租賃土地及樓宇的擁有權權益*

當本集團就於物業的擁有權權益(包括租賃土地及樓宇成分)付款時,全部代價於租賃土地及樓宇成分之間按初始確認時的相對公平值的比例分配。

倘相關付款能夠做出可靠分配,則於租賃土地的權益於綜合財務狀況表內呈列為「使用權資產」(於應用香港財務報告準則第16號時)或「預付租賃款項」(於應用香港財務報告準則第16號前),惟分類為及列賬為公平值模式項下的投資物業除外。當代價無法在相關租賃土地的非租賃樓宇成分及未分割權益之間可靠分配時,整項物業分類為物業、廠房及設備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

Depreciation is recognised so as to write off the cost of assets, other than construction in progress, over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories are determined on a first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

#### Properties under development for sale

Properties under development for sale which are intended to be sold upon completion of development and properties for sale are classified as current assets. Except for the leasehold land element which is measured at cost model in accordance with the accounting policies of right-of-use assets upon the application of HKFRS 16, properties under development for sale are carried at the lower of cost and net realisable value. Cost is determined on a specific identification basis including allocation of the related development expenditure incurred and where appropriate, borrowing costs capitalised. Net realisable value represents the estimated selling price for the properties less estimated cost to completion and costs necessary to make the sales.

Properties under development for sale are transferred to properties for sale upon completion.

### 4. 主要會計政策 (續)

#### 物業、廠房及設備 (續)

折舊乃根據資產(在建工程除外)之估計可使用年期以直線法確認撇銷之成本。估計可使用年期、剩餘價值及折舊方法會在各報告期末檢討，並按未來基準法將任何估計變更之影響入賬。

物業、廠房及設備項目於出售或當預期持續使用該資產將不會產生未來經濟利益時終止確認。出售物業、廠房及設備項目或將有關項目報廢所產生之任何收益或虧損乃以銷售所得款項與該資產之賬面值之差額釐定，並於損益中確認。

#### 存貨

存貨以成本與可變現淨值兩者中之較低值入賬。存貨成本按先進先出方法釐定。可變現淨值指估計存貨售價減所有估計完成成本及銷售所需成本。

#### 待售發展中物業

擬於發展完成時出售的待售發展中物業及待售物業分類為流動資產。除租賃土地部分於應用香港財務報告準則第16號後按照使用權資產之會計政策計量外，待售發展中物業以成本及可變現淨值兩者之較低者入賬。成本按特定識別基準釐定，包括分配所產生之有關開發成本及(倘適用)資本化借貸成本。可變現淨值指物業估計售價減完成銷售之估計成本及作出銷售之必要成本。

待售發展中物業於完成時轉撥至待售物業。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Impairment on assets other than financial assets

At the end of the reporting period, the Group reviews the carrying amounts of its assets other than financial assets with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of assets other than financial assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are also allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Before the Group recognises an impairment loss for assets capitalised as contract costs under HKFRS 15, the Group assesses and recognises any impairment loss on other assets related to the relevant contracts in accordance with applicable standards. Then, impairment loss, if any, for assets capitalised as contract costs is recognised to the extent the carrying amounts exceeds the remaining amount of consideration that the Group expects to receive in exchange for related goods or services less the costs which relate directly to providing those goods or services that have not been recognised as expenses. The assets capitalised as contract costs are then included in the carrying amount of the cash-generating unit to which they belong for the purpose of evaluating impairment of that cash-generating unit.

### 4. 主要會計政策 (續)

#### 金融資產以外的資產之減值

於報告期末，本集團檢討其具有有限可使用年期的金融資產以外的資產之賬面值，以釐定有否跡象顯示該等資產出現減值虧損。倘出現任何有關跡象，則須估計相關資產之可收回金額，以釐定減值虧損（如有）之程度。

金融資產以外的資產的可收回金額可單獨估計。倘無法個別估計可收回金額，則本集團會估計該資產所屬現金產生單位之可收回金額。

此外，本集團評估是否有跡象表示企業資產可能減值。倘存在該跡象，則企業資產亦會分配至個別現金產生單位，倘可識別合理及一致之分配基準，或分配至可識別合理及一致分配基準之最小組別現金產生單位。

在本集團根據香港財務報告準則第15號將資本化資產減值虧損確認為合約成本前，本集團按適用準則評估和確認任何與相關合約有關的其他資產減值虧損。屆時，倘賬面值超過本集團預期收取以換取相關貨品或服務的代價餘額減與直接關於提供該等貨品或服務的成本（未確認為開支），則就作為合約成本的資本化資產而言之減值虧損（如有）得以確認。作為合約成本的資本化資產屆時就評估相關現金產生單位減值，而計入它們所屬的現金產生單位之賬面值。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Impairment on assets other than financial assets (Continued)

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or a group of cash-generating unit. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

### 4. 主要會計政策 (續)

#### 金融資產以外的資產之減值 (續)

可收回金額為公平值(減出售成本)與使用價值兩者中之較高值。於評估使用價值時,乃以反映目前市場對金錢時間價值及資產(或現金產生單位)於估計未來現金流量調整前之獨有風險之稅前貼現率貼現估計未來現金流量至其現值。

倘估計資產(或現金產生單位)之可收回金額少於其賬面值,資產(或現金產生單位)之賬面值被削減至其可收回金額。就未能按合理一致的基準分配至現金產生單位的企業資產或部分企業資產,本集團會比較一個組別的現金產生單位賬面值(包括已分配至該組現金產生單位的企業資產或部分企業資產的賬面值)與該組現金產生單位的可收回金額。於分配減值虧損時,減值虧損首先分配以扣減任何商譽(如適用)的賬面值,然後按該單位或一組現金產生單位各項資產的賬面值所佔比例分配至其他資產。資產的賬面值不會被調低至低於其公平值減出售成本(如可計量)、其使用價值(如可釐定)及零(以最高者為準)。其他已分配至資產的減值虧損金額則按比例分配至該單位或該組現金產生單位內的其他資產。減值虧損即時於損益確認。

倘減值虧損於其後撥回,則該項資產(或現金產生單位)之賬面值會增加至其經修訂之估計可收回金額,惟增加後之賬面值不得超出假設過往年度並無就該項資產(或現金產生單位或該組現金產生單位)確認減值虧損原應釐定之賬面值。減值虧損撥回即時於損益確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised as and included in profit or loss in the period in which they are incurred.

#### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

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

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

### 4. 主要會計政策 (續)

#### 借貸成本

收購、建造或生產合資格資產(即需要長時間準備方可作擬定用途或銷售之資產)直接應佔之借貸成本,會加入該等資產之成本,直至該等資產已大致完成可作擬定用途或銷售為止。

所有其他借貸成本均於產生期間確認,並計入損益。

#### 稅項

所得稅開支指現時應付稅項及遞延稅項之總和。

現時應付稅項乃按本年內應課稅溢利計算。應課稅溢利與除稅前虧損不同,乃由於在其他年度應課稅或可扣稅之收入或開支及從不課稅或扣稅之項目所致。本集團之即期稅項負債乃採用於報告期末經已生效或實際上已生效之稅率計算。

遞延稅項乃就綜合財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基兩者間之臨時差額確認。遞延稅項負債通常會就所有應課稅臨時差額確認。遞延稅項資產通常會在有可能利用可扣稅臨時差額抵銷應課稅溢利時,就所有可扣稅臨時差額確認。若於一項交易中,因業務合併以外原因開始確認其他資產及負債而引致之臨時差額既不影響應課稅溢利亦不影響會計溢利,則不會確認該等遞延稅項資產及負債。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Taxation (Continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of a deferred tax asset is reviewed at the end of the reporting period 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 asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

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

### 4. 主要會計政策 (續)

#### 稅項 (續)

遞延稅項負債會就與投資於附屬公司之投資及合營公司之權益有關之應課稅臨時差額確認，惟本集團能夠控制臨時差額之撥回，且臨時差額在可見將來可能不會撥回則作別論。與該等投資相關之可扣稅臨時差額所產生之遞延稅項資產於可能有足夠應課稅溢利可以使用臨時差額之益處，且預計於可見將來可以撥回時方會確認。

遞延稅項資產之賬面值於報告期末檢討，並在不大可能有足夠應課稅溢利抵銷將予收回之全部或部分資產時調減。

遞延稅項資產及負債基於報告期末經已生效或實際上已生效之稅率（及稅法）按預期於清償負債或變現資產之期間適用之稅率計量。

遞延稅項負債及資產之計量方式反映本集團預期於報告期末收回資產或清償負債賬面值之方式所產生之稅務影響。

就使用公平值模式計量的投資物業而言，在計量其遞延稅項時，這些物業之賬面值乃假設是透過出售時全數收回，除非假設被推翻。當投資物業可予折舊及以一個商業模式持有，而有關模式的目的並非透過出售而是隨時間流逝耗用投資物業所包含的絕大部分經濟利益，則假設會被推翻。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Taxation (Continued)

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 Income Taxes requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

#### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchange prevailing on the dates of transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

### 4. 主要會計政策 (續)

#### 稅項 (續)

就稅項扣減歸因於租賃負債之租賃交易而言，本集團將香港會計準則第12號所得稅規定應用於整個租賃交易。有關使用權資產及租賃負債之暫時差額按淨額評估。由於使用權資產折舊超過租賃負債主要部分之租金，而導致可扣除暫時淨差額。

即期及遞延稅項於損益中確認，惟在其與於其他全面收入或直接於權益內確認的項目有關的情況下，即期及遞延稅項亦會分別於其他全面收入或直接於權益內確認。

#### 外幣

於編製各集團實體之財務報表時，以該實體之功能貨幣以外貨幣（外幣）進行之交易按交易日期之通用匯率確認。於報告期末，以外幣列值之貨幣項目按該日之通用匯率重新換算。按公平值列賬及以外幣計值之非貨幣項目按釐定公平值當日之通用匯率重新換算。以外幣及按歷史成本計量之非貨幣項目不會重新換算。

結算貨幣項目及貨幣項目之重新換算產生之匯兌差額於產生期間之損益內確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Foreign currencies (Continued)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rate prevailing at the end of the reporting period. Income and expenses items are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of the translation reserve (attributable to non-controlling interests as appropriate).

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

#### Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Government grants related to subsidy income from government for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

#### Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

### 4. 主要會計政策 (續)

#### 外幣 (續)

就呈列綜合財務報表而言，本集團之海外業務資產及負債使用於報告期末之通用匯率換算為本集團之呈列貨幣（即港元）。收入及開支項目按該年度之平均匯率換算，惟倘期內之匯率大幅波動，則使用交易當日之匯率換算。所產生之匯兌差額（如有）於其他全面收入中確認及於匯兌儲備中的權益累計（計入非控股權益（如適用））。

對於出售海外業務（即出售集團在海外業務中的全部權益，或者出售涉及喪失對擁有海外業務的附屬公司的控制權，或部分出售於合營安排或聯營公司的權益（包括保留權益成為金融資產的一項海外業務）），就歸屬於本公司擁有的該項業務累計計入權益的所有匯兌差額均重新分類至損益。

#### 政府補助

政府補助於能合理確保本集團將會符合補助所附帶的條件及將會收到補助金前不予確認。

政府補助於本集團將本集團補助擬補償的相關成本確認為開支的期間內，有系統地於損益中確認。就為本集團提供即時財政援助而不涉及未來相關成本的政府補貼收入的政府補助金，均於應收的期間內在損益中確認。

#### 研發開支

研究活動開支於其產生期間確認為開支。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Retirement benefit costs

Payments to defined contribution retirement benefits scheme, state-managed retirement benefit scheme and Mandatory Provident Fund Scheme ("MPF Scheme") are recognised as an expense when employees have rendered service entitling them to the contributions.

#### Short-term and other long-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries and annual leave) after deducting any amount already paid.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.

#### Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instruments. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

### 4. 主要會計政策 (續)

#### 退休福利成本

定額供款退休福利計劃、國家管理退休福利計劃及強制性公積金計劃(「強制性公積金計劃」)之供款均於僱員提供服務而使其有權享有供款時確認為開支。

#### 短期及其他長期僱員福利

短期僱員福利按預期於僱員提供服務時支付的福利的未貼現金額確認。除非另一項香港財務報告準則規定或允許將福利計入一項資產的成本中，否則所有短期僱員福利會確認為開支。

負債於扣除任何已付金額後就僱員的累計福利(如工資及薪金以及年假)確認。

就其他長期僱員福利確認的負債乃按本集團預期就僱員於截至本報告日期所提供之服務估計之未來現金流出之現值計量。負債賬面值因服務成本、利息及重新計量導致的變動乃於損益中確認，除非另一項香港財務報告準則規定或允許將有關變動計入一項資產的成本中。

#### 金融工具

當某集團實體成為工具合約條文之一方時，會確認金融資產及金融負債。所有以正規途徑購入或銷售之金融資產乃按交易日期基準確認及取消確認。正規途徑購入或銷售乃按市場所在地法規或慣例所確定之時間框架內交付資產之金融資產購入或銷售。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers, including trade related amounts due from related companies, which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial assets or financial liabilities and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial assets or financial liabilities, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income which are derived from the Group's ordinary course of business (i.e. Lending Business as defined in note 7) are presented as revenue.

### 4. 主要會計政策 (續)

#### 金融工具 (續)

金融資產及金融負債在初始時以公平值計量，惟客戶合約所產生的貿易應收款項（包括根據香港財務報告準則第15號初步計量之應收關連公司貿易相關款項）除外。購置或發行金融資產及金融負債（按公平值計入損益之金融資產或金融負債除外）直接應佔之交易成本在初始確認時計入或扣自各金融資產或金融負債（倘適用）之公平值。購置按公平值計入損益之金融資產或金融負債直接應佔之交易成本即時在損益中確認。

實際利率法為一種計算相關期間內金融資產或金融負債之攤銷成本及利息收入及利息開支分配之方法。實際利率乃於金融資產或金融負債預期年期或（如適用）更短期間將估計未來現金收款及付款（包括構成實際利率不可或缺部分的所有已付或已收費用、交易成本及其他溢價或折讓）準確貼現至初步確認時賬面淨值的利率。

本集團一般業務過程中（即放貸業務（定義見附註7））產生的利息收入呈列為收益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets

##### *Classification and subsequent measurement of financial assets*

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to 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.

Financial assets that meet the following conditions are subsequently measured at FVTOCI:

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

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application of HKFRS 9/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 "Business Combinations" applies.

### 4. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產

##### *金融資產的分類及其後計量*

符合下列條件之金融資產其後按攤銷成本計量：

- 金融資產乃於以持有金融資產以收取合約現金流量為目標的業務模式中持有；及
- 金融資產合約條款會導致於指定日期產生之現金流量純粹為支付本金及未償還本金額的利息。

符合下列條件之金融資產其後透過其他全面收入按公平值列賬的方式計量：

- 金融資產乃於同時以出售及收取合約現金流量為目標的業務模式中持有；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

除於初次應用香港財務報告準則第9號／初始確認金融資產日期本集團可能不可逆轉地選擇於其他全面收入呈列股本投資的公平值隨後變動外（倘該股本投資並非持作買賣或收購人於香港財務報告準則第3號「業務合併」應用的業務合併確認的或然代價），所有其他金融資產其後透過損益按公平值列賬計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### Classification and subsequent measurement of financial assets (Continued)

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

##### Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

### 4. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

##### 金融資產的分類及其後計量 (續)

倘符合下列條件，金融資產持作買賣：

- 其獲收購乃主要為於短期內出售；或
- 於初始確認時，其為本集團共同管理之可識別金融工具組合的一部分，並具有短期套利的近期實際模式；或
- 其屬並非指定及作為對沖工具生效的衍生工具。

此外，倘如此可消除或大幅減少會計錯配，則本集團可不可撤銷地將須按攤銷成本或透過其他全面收入按公平值列賬計量之金融資產指定為透過損益按公平值列賬計量。

##### 攤銷成本及利息收入

利息收入就其後按攤銷成本計量之金融資產採用實際利率法確認。利息收入透過將實際利率用於金融資產總賬面值來計算，惟其後已變為信貸減值的金融資產（見下文）除外。就其後已變為信貸減值的金融資產而言，利息收入透過將實際利率用於自下個報告期起計的金融資產攤銷成本來確認。倘信貸減值金融工具的信貸風險降低令金融資產不再維持信貸減值，則利息收入在斷定資產不再維持信貸減值後，透過將實際利率用於自報告期開始起計的金融資產總賬面值來確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### *Financial assets (Continued)*

##### *Equity instruments designated as at FVTOCI*

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investment revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained profits/will continue to be held in the investment revaluation reserve.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "other income" line item in profit or loss.

##### *Financial assets at FVTPL*

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of the reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item.

### 4. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

##### 指定為透過其他全面收入按公平值列賬的股本工具

透過其他全面收入按公平值列賬的股本工具投資其後按公平值計量，公平值變動所產生之收益及虧損於其他全面收入確認，並於投資重估儲備中累計；且毋須作減值評估。出售股本投資的累計收益或虧損將不會重新分類至損益，並將轉撥至保留溢利／繼續於投資重估儲備中持有。

該等股本工具投資之股息於本集團收取股息之權利獲確立時在損益中確認，惟股息明顯為收回部分投資成本則除外。股息計入損益中之「其他收入」一項。

##### 透過損益按公平值列賬之金融資產

並不符合按攤銷成本或透過其他全面收入按公平值列賬計量或指定為透過其他全面收入按公平值列賬的金融資產乃透過損益按公平值列賬計量。

透過損益按公平值列賬的金融資產按於報告期末的公平值計量，而任何公平值收益或虧損均於損益內確認。於損益內確認的淨收益或虧損不包括就金融資產賺取的任何股息或利息，並計入「其他收益及虧損」項目。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

*Impairment of financial assets and other items subject to impairment assessment under HKFRS 9*

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade and other receivables and deposits, loans to joint ventures, loans receivable, trade related amounts due from related companies, short-term bank deposits and cash and cash equivalents), contract assets and rental deposits which are subject to impairment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables, contract assets and trade related amounts due from related companies without significant financing component. Contract assets and trade receivables with outstanding significant balances exceeding HK\$2,500,000 and trade related amounts due from related companies have been assessed individually, the remaining contract assets and trade receivables balances are assessed collectively using a provision matrix grouped with internal credit rating. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for the trade receivables and the contract assets on the same basis.

### 4. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

*須根據香港財務報告準則第9號進行減值評估的金融資產及其他項目之減值*

本集團根據預期信貸虧損(「預期信貸虧損」)模式就金融資產(包括貿易及其他應收款項以及訂金、給予合營公司之貸款、應收貸款、應收關連公司貿易相關款項、短期銀行存款以及現金及現金等值)及須根據香港財務報告準則第9號進行減值的合約資產及租金進行減值評估。預期信貸虧損金額於各報告日期更新，以反映自初始確認起的信貸風險變動。

全期預期信貸虧損指在相關工具預期年期內所有可能出現的違約事件所產生的預期信貸虧損。相反，十二個月預期信貸虧損指預期自可能於報告日期後十二個月內出現的違約事件所產生的全期預期信貸虧損的部分。有關評估乃根據本集團過往的信用損失經驗作出，並就債務人的特定因素、整體經濟環境，以及對於報告日期的當前情況及未來情況的預測所作出的評估作出調整。

本集團一直就貿易應收款項、合約資產及無重大金融部件之應收關連公司貿易相關款項確認全期預期信貸虧損。未償還重大結餘超過2,500,000港元的合約資產及貿易應收款項，及應收關連公司貿易相關款項已進行單獨評估，餘下合約資產及貿易應收款項結餘已採用按內部信貸評級分類的撥備矩陣進行集體評估。合約資產涉及未入賬在製品，且與相同類型合約的貿易應收款項具有大致相同的風險特徵。因此，本集團認為，貿易應收款項及合約資產的預期虧損率基於相同基準。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### *Financial assets (Continued)*

*Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)*

For all other instruments, the Group measures the loss allowance equal to 12-month ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

##### *Significant increase in credit risk*

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

### 4. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

須根據香港財務報告準則第9號進行減值評估的金融資產及其他項目之減值 (續)

至於所有其他工具，本集團計算的虧損撥備與十二個月預期信貸虧損相同，除非自首次確認以來信用風險大幅增加，則本集團會確認全期預期信貸虧損。評估是否需要確認全期預期信貸虧損乃以自首次確認以來出現違約的可能性或風險是否大幅上升而定。

##### 信貸風險大幅增加

於評估信貸風險自首次確認以來是否大幅增加時，本集團會將報告日期金融工具的違約風險與首次確認日期金融工具的違約風險進行比較。於作出有關評估時，本集團會考慮合理及有理據支持的定量及定性資料，包括無須不必要的成本或努力即可獲得的過往經驗及前瞻性資料。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### Significant increase in credit risk (Continued)

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

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

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

### 4. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

##### 信貸風險大幅增加 (續)

此外，於評估信貸風險是否已大幅增加時，會考慮下列資料：

- 金融工具的外部（如有）或內部信用評級出現或預期出現重大惡化；
- 外部市場的信貸風險指標重大惡化，如信用息差大幅擴大、應收款項的信用違約掉期價格大幅上升；
- 業務、財務或經濟狀況現時或預期的不利變動，預期會令債務人履行其債務責任的能力大幅下跌；
- 債務人的營運業績出現或預期出現重大惡化；
- 債務人所在的監管、經濟或科技環境出現或預期出現重大不利變動，導致債務人履行其債務責任的能力大幅下跌。

不論上述評估的結果，當合約付款已逾期超過30日，本集團會假定信用風險自首次確認以來已大幅增加，除非本集團具有合理及有理據支持的資料顯示情況並非如此。

本集團定期監控用以識別信貸風險有否大幅增加的標準之有效性，且修訂標準（如適當）來確保標準能在金額逾期前識別信貸風險大幅增加。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

###### Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when the instrument is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

###### Credit-impaired financial assets

A financial asset is "credit-impaired" when one or more events that have a detrimental impact on the estimated future cash flows of the financial assets have been occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer of the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- it is becoming probably that the borrower will enter bankruptcy or other financial reorganisation.

### 4. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

###### 違約定義

就內部信貸風險管理而言，本集團認為，違約事件在內部制訂或得自外界來源的資料顯示債務人不大可能悉數向債權人（包括本集團）還款（未計及本集團所持任何抵押品）時發生。

無論上述情形如何，本集團認為，當工具逾期超過90天，則發生違約，除非本集團有合理且可支持的資料證明更滯後的違約標準屬更合適。

###### 信貸減值金融資產

當一項或多項對金融資產估計未來現金流量產生有害影響的事件發生時，金融資產會被視為出現「信貸減值」。金融資產出現信貸減值的證據包括以下事件的可觀察數據：

- 借款人之發行人面臨重大財政困難；
- 違約，例如拖欠或逾期還款；
- 借款人之放款人因與借款人有關之經濟或合約原因，向借款人授出放款人在其他情況下不會考慮授出之優惠；或
- 借款人可能將會破產或進行其他財務重組。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### *Financial assets (Continued)*

##### *Write-off policy*

The Group writes off a financial asset when the Group has no reasonable expectations of recovering the relevant financial asset in its entirety or a portion thereof. A write-off constitutes a derecognition event. The Group usually writes off when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables and trade related amounts due from related companies, when the amounts are over one year past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice when appropriate. Any recoveries are recognised in profit or loss.

##### *Measurement and recognition of ECL*

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

### 4. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

##### 撇銷政策

當本集團並無合理預期收回全部或部分金融資產，則會撇銷相關金融資產。撇銷構成取消確認事項。倘有資料顯示對手方面對嚴重財務困難，且實際上並無收回款項的前景（如對手方被清盤或進入破產程序，或（如為貿易應收款項及應收關連公司貿易相關款項）金額已逾期超過一年（以較早發生者為準）），本集團一般會進行撇銷。於適當時，在考慮法律意見後，本集團可能仍會根據收款程序處理被撇銷的金融資產。所收回的任何款項於損益中確認。

##### 預期信貸虧損的計量及確認

預期信貸虧損的計量為違約概率、違約損失率（即違約損失程度）及違約風險的函數。違約概率及違約損失率乃基於根據前瞻性資料調整的歷史數據評估。預期信貸虧損的預估乃無偏概率加權平均金額，以發生違約的風險為權重確定。

一般而言，預期信貸虧損按本集團根據合約應收的所有合約現金流量與本集團預計收取的現金流量之間的差額估計，並按初始確認時釐定的實際利率貼現。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### Measurement and recognition of ECL (Continued)

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Group's trade receivables and contract assets are each assessed as a separate group. Loans to joint ventures, loans receivable and trade related amounts due from related companies are assessed for ECL on an individual basis);
- Past-due status;
- Nature, size and industry of debtors; and
- external credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables, contract assets, trade related amounts due from related companies, loan to a joint venture and loans receivable where the corresponding adjustment is recognised through a loss allowance account.

### 4. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

##### 預期信貸虧損的計量及確認 (續)

倘預期信貸虧損按集體基準計量或迎合個別工具水平證據未必存在的情況，則金融工具按以下基準歸類：

- 金融工具之性質（即本集團貿易應收款項及合約資產均評估為一個單一類別。給予合營公司之貸款、應收貸款及應收關連公司貿易相關款項按個別基準就預期信貸虧損進行評估）；
- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級（倘可獲得）。

分組工作經管理層定期檢討，以確保各組別成分繼續具備類似信貸風險特性。

利息收入按金融資產的總賬面值計算，惟倘金融資產信貸減值，則利息收入按金融資產的攤銷成本計算。

本集團通過調整所有金融工具的賬面值於損益確認彼等之減值收益或虧損，惟貿易應收款項、合約資產、應收關連公司貿易相關款項、貸款予一間合營公司及應收貸款除外，此種情況下透過虧損撥備賬確認相應調整。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### Derecognition of financial asset

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investment revaluation reserve is not reclassified to profit or loss, but is transferred to retained profits.

##### Financial liabilities and equity instruments

##### Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

##### Financial liabilities at amortised cost

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

### 4. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產 (續)

##### 金融資產終止確認

僅當自資產收取現金流量之合約權利屆滿或當其轉移金融資產及該資產的絕大部分風險及所有權回報轉移予另一實體時，本集團方會終止確認金融資產。

於終止確認按攤銷成本計量的金融資產時，該資產賬面值與已收及應收代價總和之差額於損益內確認。

終止確認一項在初始確認時本集團選擇透過其他全面收入按公平值列賬之股本工具投資時，先前在投資重估儲備中累計的累計收益或虧損不會重新分類至損益，而會轉入保留溢利。

##### 金融負債及股本工具

##### 分類為債務或股本

債務及股本工具按照合約安排之實質內容以及金融負債及股本工具之定義歸類為金融負債或權益。

##### 股本工具

股本工具指能證明擁有本集團在減除其所有負債後之資產中之剩餘權益之任何合約。本公司發行之股本工具按已收所得款項減除直接發行成本後確認。

##### 按攤銷成本計量之金融負債

所有金融負債其後以實際利率法按攤銷成本計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

#### *Financial liabilities and equity instruments (Continued)*

##### *Derivative financial instrument*

Derivative is initially recognised at fair value at the dates when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

Forward contracts to dispose an equity investment at a future disposal date are accounted for as derivative financial instruments. Changes in fair value of such contracts are recognised in profit or loss up to the completion of the disposal.

##### *Derecognition of financial liabilities*

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

### 4. 主要會計政策 (續)

#### 金融工具 (續)

#### 金融負債及股本工具 (續)

##### *衍生金融工具*

衍生工具於訂立衍生工具合約時按公平值初始確認，其後按報告期末之公平值重新計量。由此產生的收益或虧損立即於損益確認，惟倘該衍生工具被指定為有效對沖工具則除外，在該情況下，於損益確認之時間乃視乎對沖關係之性質而定。

於未來出售日期出售股本投資的遠期合約作為衍生金融工具入賬。有關合約截至出售完成前的公平值變動於損益確認。

##### *終止確認金融負債*

本集團僅會在本集團之責任解除、取消或到期時，方會終止確認金融負債。已終止確認之金融負債賬面值與已付及應付代價兩者間之差額會於損益中確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

#### Critical judgements in applying accounting policies

The followings are the critical judgements, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

#### *Deferred tax arising from fair value changes in investment properties*

For the purposes of measuring deferred tax arising from investment properties that are measured using the fair value model, the directors of the Company have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in determining the Group's deferred taxation on investment properties, the directors of the Company have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted.

### 5. 關鍵會計判斷及估計不確定因素之主要來源

在應用附註4所述本集團之會計政策期間，本公司董事須對不可隨時從其他來源取得之資產及負債賬面值作出判斷、估計及假設。該等估計乃基於過往經驗及其他視為相關之因素作出。實際結果可能與該等估計不同。

有關估計會持續予以檢討。倘會計估計之修訂僅影響作出修訂之期間，則於修訂估計期間確認有關修訂；倘修訂同時影響當前及未來期間，則於修訂期間及未來期間確認有關修訂。

#### 應用會計政策時作出之關鍵判斷

以下是本公司董事在應用本集團之會計政策過程中所作出，且對綜合財務報表中確認之金額產生的影響最為重大之關鍵判斷（涉及估計者除外（見下文））。

#### *投資物業公平值變動產生的遞延稅項*

為計量使用公平值模式計量之投資物業所產生之遞延稅項，本公司董事已審閱本集團之投資物業組合，並斷定本集團之投資物業並非按目的為隨時間消耗投資物業所體現之絕大部分經濟利益之業務模式持有。因此，在釐定本集團之投資物業遞延稅項時，本公司董事確定全數透過出售收回使用公平值模式計量之投資物業之賬面值這個假定不被推翻。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets within the next financial year.

#### *Fair value of investment properties*

As at the end of the reporting period, the Group's investment properties are stated at fair value based on the valuation performed by independent qualified professional valuers. In determining the fair value, the valuers have based its valuation on income capitalisation approach or direct comparison, as appropriate for respective investment properties, which involves certain estimates, including appropriate capitalisation rates, reversionary income potential and market transactions of comparable properties, as appropriate. In relying on the valuation, management has exercised its judgement and is satisfied that the methods of valuation adopted are appropriate for the relevant property and reflective of current market conditions. As at 31 December 2019, the aggregate fair value of investment properties is HK\$220,915,017 (2018: HK\$239,199,410). Details of the valuation methodology are disclosed in note 18.

#### *Net realisable value assessment of properties under development for sale*

As at 31 December 2019, properties under development for sale of HK\$42,598,351 (2018: HK\$43,325,216) is stated at lower of cost and net realisable value. The management uses their judgement and estimates in determining the net realisable value of properties under development for sale with reference to the comparable market transactions in similar locations. Where there are any changes to the market conditions in the PRC causing the net realisable value of the properties under development for sale below its cost the properties under development for sale is written down to its net realisable value. As at 31 December 2019, the carrying amount of properties under development for sale is HK\$42,598,351 (2018: HK\$43,325,216).

### 5. 關鍵會計判斷及估計不確定因素之主要來源 (續)

#### 估計不確定因素之主要來源

下文載述之未來主要假設及於報告期末存在之其他估計不確定因素主要來源存在重大風險，可能導致須於下一財政年度對資產之賬面值作出重大調整。

#### *投資物業公平值*

於報告期末，本集團的投資物業乃根據獨立專業估值師所進行的估值按公平值列值。於釐定公平值時，估值師已根據收入資本化法或直接比較法（視何者適用）對各項投資物業進行估值，當中涉及若干估計，包括合適的資本化率、復歸收入潛力，以及可資比較物業的市場交易（如適用）。於依賴估值時，管理層已作出判斷，並信納所採納的估值方法就相關物業而言屬合適，並可反映當前市場狀況。於二零一九年十二月三十一日，投資物業公平值總額為220,915,017港元（二零一八年：239,199,410港元）。估值方法的詳情已於附註18內披露。

#### *待售發展中物業的可變現淨值評估*

於二零一九年十二月三十一日，待售發展中物業之價值為42,598,351港元（二零一八年：43,325,216港元），乃按成本及可變現淨值之較低者列賬。管理層於釐定待售發展中物業的可變現淨值時運用了彼等之判斷及估計，並參考相若位置的可比較市場交易。倘中國市場狀況出現任何變動，令待售發展中物業之可變現淨值低於其成本，則待售發展中物業撇減至其可變現淨值。於二零一九年十二月三十一日，待售發展中物業之賬面值為42,598,351港元（二零一八年：43,325,216港元）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

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

##### *Fair value measurement of equity instruments at FVTOCI*

As at 31 December 2019, equity instruments at FVTOCI amounting to HK\$17,854,928 (2018: HK\$26,253,472) are measured at fair value with fair value being determined based on significant unobservable inputs using valuation techniques. Judgment and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof. Changes in assumptions relating to these factors could result in material adjustments to the fair value of these instruments. See note 43 for further disclosures.

##### *Provision of ECL for trade receivables, contract assets, loans receivable and trade related amounts due from related companies*

Trade receivables with outstanding significant balances exceeding HK\$2,500,000 and relevant contract assets, trade related amounts due from related companies, loans receivable and credit-impaired financial assets are assessed for ECL individually. In addition, the Group uses provision matrix to calculate ECL for the remaining trade receivables and contract assets. The provision rates are based on internal credit ratings as groupings of various debtors that have similar loss patterns. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables, contract assets, loans receivable and trade related amounts due from related companies are disclosed in notes 43. The carrying amount of trade receivables, contract assets, loans receivable and trade related amounts due from related companies are HK\$135,468,973 (2018: HK\$147,056,546), HK\$19,008,737 (2018: HK\$15,719,178), HK\$67,585,813 (2018: HK\$80,750,879) and HK\$1,303,402 (2018: HK\$2,433,094), respectively.

### 5. 關鍵會計判斷及估計不確定因素之主要來源 (續)

#### 估計不確定因素之主要來源 (續)

##### *透過其他全面收入按公平值列賬的股本工具公平值計量*

於二零一九年十二月三十一日，透過其他全面收入按公平值列賬的股本工具為17,854,928港元（二零一八年：26,253,472港元）乃按公平值計量，而其公平值乃採用估值技術基於重大可觀察輸入數據釐定。於確定相關估值技術及其相關輸入數據時需要作出判斷及估計。與該等因素有關的假設變動或會導致該等工具的公平值出現重大調整。進一步披露請見附註43。

##### *就貿易應收款項、合約資產、應收貸款及應收關連公司的貿易相關款項的預期信貸虧損計提撥備*

重大未償還結餘超過2,500,000港元的貿易應收款項、相關合約資產、應收關連公司的貿易相關款項、應收貸款及信貸減值的金融資產個別就預期信貸虧損進行評估。此外，本集團使用撥備矩陣以計算餘下貿易應收款項及合約資產的預期信貸虧損。撥備率乃基於就擁有類似虧損模式之不同債務人分組內部信貸評級。撥備矩陣根據本集團過往違約率，並考慮毋須花費不必要成本及精力而能夠取得的合理且有理據支持的前瞻性資料而釐定。於各報告日期，本集團會重新評估過往可觀察違約率並考慮前瞻性資產的變動。

預期信貸虧損撥備容易受估計變動影響。有關預期信貸虧損及本集團的貿易應收款項、合約資產、應收貸款及應收關連公司的貿易相關款項的資料於附註43披露。貿易應收款項、合約資產、應收貸款及應收關連公司的貿易相關款項的賬面值分別為135,468,973港元（二零一八年：147,056,546港元）、19,008,737港元（二零一八年：15,719,178港元）、67,585,813港元（二零一八年：80,750,879港元）及1,303,402港元（二零一八年：2,433,094港元）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 6. REVENUE

#### (i) Revenue from goods and services

Revenue represents the amounts received and receivable for goods sold and services provided by the Group, less discounts and sales related taxes during the year.

An analysis of the Group's revenue from goods and services by segment for the year is as follows:

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元 (Re-presented) (經重列)
Types of goods or services from continuing operations:	來自持續經營業務的貨品或服務類型：		
Manufacturing and Sales Business*	製造及銷售業務*		
– Income from manufacturing and sales of printing products	– 來自印刷品製造及銷售之收入	490,000,611	525,690,488
Music and Entertainment Business*	音樂及娛樂業務*		
– Artistes management fee income	– 藝人管理費收入	862,133	1,412,566
– Concerts and shows income	– 演唱會及表演收入	3,236,150	7,580,861
– Income from the licensing of the musical works	– 音樂作品特許收入	3,100,522	5,887,796
– Promotion income	– 宣傳收入	750,367	991,841
– Sales of albums	– 銷售唱片	3,808,198	2,116,211
– Other music and entertainment services	– 其他音樂及娛樂服務	124,540	144,219
		<b>11,881,910</b>	18,133,494
Trading Business*	貿易業務*		
– Sales of printing products	– 印刷品銷售	42,900,332	33,838,152
		<b>544,782,853</b>	577,662,134

\* The segment names are defined in the section "Segment information" in note 7.

### 6. 收益

#### (i) 來自貨品及服務之收益

收益指本集團年內就售出貨品及提供服務所收及應收之款項（減折扣及銷售相關稅項）。

本集團本年來自貨品及服務之收益按分類分析如下：

\* 分類名稱之定義見附註7「分類資料」一節。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 6. REVENUE (Continued)

#### (i) Revenue from goods and services (Continued)

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元 (Re-presented) (經重列)
<b>Continuing operations:</b>	<b>持續經營業務：</b>		
Geographical markets:	地區市場：		
Hong Kong	香港	<b>195,880,622</b>	243,294,595
The PRC	中國	<b>242,223,079</b>	212,393,622
Europe	歐洲	<b>38,338,407</b>	39,016,945
United States	美國	<b>41,805,786</b>	57,217,365
Others	其他	<b>26,534,959</b>	25,739,607
		<b>544,782,853</b>	577,662,134

Information about the Group's revenue from external customers is presented based on the locations of the shipments of goods or the services provided.

有關本集團來自外部客戶之收益之資料按所提供貨品或服務之付運地區呈列。

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元 (Re-presented) (經重列)
<b>Continuing operations:</b>	<b>持續經營業務：</b>		
Timing of revenue recognition:	收益確認時間：		
Over time	隨時間	<b>490,000,610</b>	525,690,488
A point in time	於某個時間點	<b>54,782,243</b>	51,971,646
		<b>544,782,853</b>	577,662,134

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 6. REVENUE (Continued)

#### (i) Revenue from goods and services (Continued)

Set out below is the reconciliation of the revenue from contracts with customers from continuing operations with the amounts disclosed in the segment information.

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元 (Re-presented) (經重列)
Manufacturing and Sales Business	製造及銷售業務	<b>490,000,611</b>	525,690,488
Music and Entertainment Business	音樂及娛樂業務	<b>11,881,910</b>	18,133,494
Trading Business	貿易業務	<b>42,900,332</b>	33,838,152
Revenue from contracts with customers from continuing operations	來自持續經營業務的客戶合約收益	<b>544,782,853</b>	577,662,134
Rental income	租金收入	<b>7,310,989</b>	7,304,238
Interest income from lending business	來自放貸業務之利息收入	<b>8,491,405</b>	7,197,071
Total revenue from continuing operations	來自持續經營業務的總收益	<b>560,585,247</b>	592,163,443

### 6. 收益 (續)

#### (i) 來自貨品及服務之收益 (續)

下文載列來自持續經營業務的客戶合約收益與分類資料所披露金額的對賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 6. REVENUE (Continued)

#### (i) Revenue from goods and services (Continued)

##### *Performance obligations for contracts with customers*

##### *Revenue from trading of printing products/sales of albums*

Revenue from trading of printing products/sales of albums is recognised when control of the printing products, which are not manufactured by the Group, and albums has been transferred to the customers, being at the point the goods are delivered to the customer's specific location. Transportation and other related activities that occur before customers obtains control of the related good are considered as fulfilment activities. A receivable is recognised by the Group when the goods are delivered to the customers as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due. The normal credit term is 60 to 90 days upon delivery, which is approximate the time of issuing the invoices to the customers. The Group requires certain customers to provide upfront deposits range from 10% to 30% of total contract sum, when the Group receives a deposit before the printing products delivery, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the specific contract exceeds the amount of the deposit.

##### *Revenue from manufacturing and sales of printing products*

The Group provides tailored-manufacturing of printing products to the customers. Such revenue from manufacturing and sales of printing products are recognised as this performance obligation satisfied over time because the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

### 6. 收益 (續)

#### (i) 來自貨品及服務之收益 (續)

##### *與客戶合約之履約責任*

##### *來自印刷產品貿易/唱片之銷售之收益*

買賣印刷產品/唱片之銷售之收益於並非由本集團生產的印刷產品及唱片之控制權轉移至客戶，即貨品運送至客戶指定之目的地時確認。在客戶取得相關貨品控制權前進行的交通及其他相關活動被視為履約活動。本集團於貨品交付予客戶時確認應收款項，原因為待付款到期前僅須時間過去，此代表收取代價之權利成為無條件之時間點。一般信貸期限為交付（即與向客戶開發票的時間相若）後60至90日。本集團要求若干客戶按合約總金額的10%至30%提供預付訂金。當本集團於印刷產品交付前收到訂金，則此將於合約開始時產生合約負債，直至就指定合約確認的收益超過訂金金額。

##### *製造及銷售印刷產品之收益*

本集團向客戶提供特定製造的印刷產品。製造及銷售印刷產品之有關收益於有關履約責任隨時間履行時確認，原因為本集團的履約並無創造對本集團而言具替代用途的資產，且本集團對迄今完成的履約的付款有強制執行的權利。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 6. REVENUE (Continued)

#### (i) Revenue from goods and services (Continued)

##### *Performance obligations for contracts with customers (Continued)*

##### *Revenue from manufacturing and sales of printing products (Continued)*

The progress towards completing satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group's efforts (i.e. materials costs, direct staff costs and other direct overhead costs incurred) to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depicts the Group's performance in transferring control of products. Contract assets arise when the Group has right to consideration for satisfaction of a performance obligation under the relevant contracts, and the right is conditioned on factors other than passage of time. Contract assets are reclassified to trade receivables when such right become unconditional other than the passage of time. Invoices to the customers were issued upon the delivery of manufactured printing products to the customers. The normal credit term is 60 to 120 days upon the issuance of invoices to the customers. The Group requires certain customers to provide upfront deposits range from 10% to 50% of total contract sum, when the Group receives a deposit before manufacturing of printing products commences, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the specific contract exceeds the amount of the deposit.

### 6. 收益 (續)

#### (i) 來自貨品及服務之收益 (續)

##### *與客戶合約之履約責任 (續)*

##### *製造及銷售印刷產品之收益 (續)*

完成履約責任的進度按輸入法計量，即根據本集團完成履約責任所付出的努力（即所產生的物料成本、直接員工成本及其他直接的經常性開支）對完成履約責任預期所需的輸入確認收益，此方法能最有效地反映本集團於轉讓商品控制權時的履約情況。當本集團有權就完成有關合約的履約責任收取代價，且該權利的條件為隨時間流逝以外的因素時，即產生合約資產。合約資產在有關權利成為無條件（隨時間流逝除外）時重新分類至貿易應收款項。於向客戶交付製造印刷產品後向客戶開發票。一般信貸期限為向客戶開發票後60至120日。本集團要求若干客戶按合約總金額的10%至50%提供預付訂金。當本集團於製造印刷產品開始前收到訂金，則此將於合約開始時產生合約負債，直至就指定合約確認的收益超過訂金金額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 6. REVENUE (Continued)

#### (i) Revenue from goods and services (Continued)

##### *Performance obligations for contracts with customers (Continued)*

##### *Income from licensing of the musical works*

Revenue is recognised at a point in time when licenses of the Group's musical works were granted to the customers, being at the point the customer has the rights to use the musical works at their own desires. A receivable is recognised by the Group when the licenses of the Group's musical works are granted to the customers as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

##### *Concerts and show income*

Concerts and show income are recognised at the point of completion of concerts and show to the customers. Full payments from customers before the start of the concerts and show are recognised as contract liabilities by the Group until the concerts and show have been performed to the customers. The Group requires certain customers to provide upfront deposits range from 10% to 30% of total contract sum, when the Group receives a deposit before the completion of concert and show, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the specific contract exceeds the amount of the deposit.

### 6. 收益 (續)

#### (i) 來自貨品及服務之收益 (續)

##### *與客戶合約之履約責任 (續)*

##### *音樂作品特許收入*

收益當本集團音樂作品特許權授予客戶(即客戶有權按其意願使用音樂作品)之時間點確認。本集團於本集團音樂作品特許權授予客戶時確認應收款項,原因為此舉表明有權收取代價的時間點成為無條件,即到期支付前只須待時間流逝。

##### *演唱會和表演收入*

演唱會和表演收入於向客戶提供的演唱會和表演服務完成的時間點確認。客戶於演唱會及表演開始前悉數支付的款項由本集團確認為合約負債,直至已向客戶提供演唱會和表演服務。本集團要求若干客戶按合約總金額的10%至30%提供預付訂金。當本集團於演唱會和表演結束前收到訂金,則此將於合約開始時產生合約負債,直至就指定合約確認的收益超過訂金金額。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 6. REVENUE (Continued)

#### (i) Revenue from goods and services (Continued)

##### *Transaction price allocated to the remaining performance obligations*

All the Group's contracts with customers with unsatisfied performance obligations have original expected duration of one year or less. As permitted under HKFRS 15, the transaction price allocated to the remaining performance obligations (unsatisfied or satisfied) as at 31 December 2019 is not disclosed.

#### (ii) Leases

### 6. 收益 (續)

#### (i) 來自貨品及服務之收益 (續)

##### *分配至餘下履約責任的交易價*

本集團所有未完成履約責任的客戶合約收益的原有預期期限為一年或以下。根據香港財務報告準則第15號所批准，並無披露於二零一九年十二月三十一日分配至(未履行或履行的)餘下履約責任的交易價。

#### (ii) 租賃

		2019 二零一九年 HK\$ 港元
For operating leases:	就經營租賃而言：	
Lease payments that are fixed	固定租賃付款	7,310,989

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 7. SEGMENT INFORMATION

#### Segment revenue and results

Information reported to the executive directors of the Company, being the chief operating decision maker, for the purposes of resources allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

The Group's reportable and operating segments are therefore as follows:

- (a) Money lending ("Lending Business");
- (b) Manufacturing and sales of printing products ("Manufacturing and Sales Business");
- (c) Artistes management, production and distribution of music albums and movies ("Music and Entertainment Business");
- (d) Property development and investment ("Property Business"), including properties development projects and properties leasing and investments in the PRC, mini storage business and office leasing and properties leasing and investment in Hong Kong;
- (e) Securities trading ("Securities Trading Business"); and
- (f) Trading of printing products ("Trading Business").

An operating segment regarding the distribution of gaming machines ("Gaming Distribution Business") was discontinued in the current year. The segment information reported does not include any amounts for the discontinued operation, which are described in more details in note 13. Accordingly, certain comparative information related to the discontinued operation are re-presented in these consolidated financial statements.

### 7. 分類資料

#### 分類收益及業績

就資源分配及分類表現評估而向本公司執行董事（即主要經營決策者）報告之資料，主要按所交付貨品或所提供服務類型劃分。

因此，本集團之可報告及經營分類如下：

- (a) 放貸（「放貸業務」）；
- (b) 印刷產品製造及銷售（「製造及銷售業務」）；
- (c) 藝人管理、製作及發行音樂唱片及電影（「音樂及娛樂業務」）；
- (d) 物業發展及投資（「物業業務」）（包括於中國之物業發展項目及物業租賃及投資，以及於香港之迷你倉業務、辦公室租賃、物業租賃及投資）；
- (e) 證券買賣（「證券買賣業務」）；及
- (f) 印刷產品貿易（「貿易業務」）。

分銷遊戲機之經營分類（「遊戲分銷業務」）於本年度已終止經營。所呈報分類資料並不包括已終止經營業務之任何金額，更多詳情於附註13描述。因此，於該等綜合財務報表中已重列有關已終止經營業務之若干比較資料。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 7. SEGMENT INFORMATION (Continued)

#### Segment revenue and results (Continued)

The following is an analysis of the Group's revenue and results from continuing operations by operating and reportable segment.

### 7. 分類資料 (續)

#### 分類收益及業績 (續)

本集團按經營及可報告分類劃分之收益及業績分析如下。

		Revenue 收益		Segment profit (loss) 分類溢利 (虧損)	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元 (Re-presented) (經重列)	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元 (Re-presented) (經重列)
Lending Business	放貸業務	8,491,405	7,197,071	3,677,784	4,207,173
Manufacturing and Sales Business	製造及銷售業務	490,000,611	525,690,488	14,474,423	2,779,057
Music and Entertainment Business	音樂及娛樂業務	11,881,910	18,133,494	(7,165,748)	(2,819,534)
Property Business	物業業務	7,310,989	7,304,238	(9,051,586)	12,127,985
Securities Trading Business	證券買賣業務	-	-	(14,924,641)	(36,052,451)
Trading Business	貿易業務	42,900,332	33,838,152	6,621,250	2,206,490
<b>Total</b>	<b>總計</b>	<b>560,585,247</b>	<b>592,163,443</b>	<b>(6,368,518)</b>	<b>(17,551,280)</b>
Bank interest income	銀行利息收入			1,266,643	2,366,386
Impairment losses on loan to a joint venture	貸款予一間合營公司之 減值虧損			(3,222,914)	-
Unallocated corporate expenses	未分配企業開支			(13,042,575)	(12,947,983)
Unallocated share of results of joint ventures	未分配之應佔合營公司 業績			(9,268)	(7,518)
Loss before taxation from continuing operations	來自持續經營業務除稅前 虧損			<b>(21,376,632)</b>	<b>(28,140,395)</b>

All of the segment revenue reported above is from external customers.

上文所報告之所有分類收益均來自外部客戶。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 7. SEGMENT INFORMATION (Continued)

#### Segment revenue and results (Continued)

The accounting policies of the operating and reportable segments are the same as the Group's accounting policies described in note 4. Segment (loss) profit represents the profit earned/loss incurred by each segment without allocation of bank interest income, impairment losses on loan to a joint venture, unallocated corporate expenses, unallocated share of results of joint ventures and taxation. This is the measure reported to the Group's management for the purpose of resources allocation and performance assessment.

#### Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by operating and reportable segment:

As at 31 December 2019

		Lending Business 放貸業務 HK\$ 港元	Manufacturing and Sales Business 製造及銷售業務 HK\$ 港元	Music and Entertainment Business 音樂及娛樂業務 HK\$ 港元	Property Business 物業業務 HK\$ 港元	Securities Trading Business 證券買賣業務 HK\$ 港元	Trading Business 貿易業務 HK\$ 港元	Segment total 分類總計 HK\$ 港元	Elimination 對銷 HK\$ 港元	Consolidated 綜合 HK\$ 港元
Segment assets Other assets	分類資產 其他資產	68,241,931	424,396,848	12,770,723	274,896,424	65,348,117	14,313,104	859,967,147	-	859,967,147 312,534,098
Consolidated assets	綜合資產									1,172,501,245
Segment liabilities Inter-group liabilities	分類負債 集團間負債	1,338,495 96,555,847	210,650,931 -	4,557,481 -	39,973,577 -	119,465 94,490,774	9,188,340 -	265,828,289 191,046,621	- (191,046,621)	265,828,289 -
Total	合計	97,894,342	210,650,931	4,557,481	39,973,577	94,610,239	9,188,340	456,874,910	(191,046,621)	265,828,289
Other liabilities	其他負債									20,454,570
Consolidated liabilities	綜合負債									286,282,859

### 7. 分類資料 (續)

#### 分類收益及業績 (續)

經營及可報告分類之會計政策與附註4所述之本集團會計政策相同。分類(虧損)溢利指各分類賺取之溢利/產生之虧損，當中並無分配銀行利息收入、貸款予一間合營公司之減值虧損、未分配企業開支、未分配之應佔合營公司業績及稅項。此為就資源分配及表現評估向本集團管理層報告之計量方法。

#### 分類資產及負債

本集團按經營及可報告分類劃分之資產及負債分析如下：

於二零一九年十二月三十一日

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 7. SEGMENT INFORMATION (Continued)

#### Segment assets and liabilities (Continued)

As at 31 December 2018

		Gaming Distribution Business	Lending Business	Manufacturing and Sales Business	Music and Entertainment Business	Property Business	Securities Trading Business	Trading Business	Segment total	Elimination	Consolidated
		遊戲分銷業務 HK\$ 港元	放貸業務 HK\$ 港元	製造及 銷售業務 HK\$ 港元	音樂及 娛樂業務 HK\$ 港元	物業業務 HK\$ 港元	證券買賣 業務 HK\$ 港元	貿易業務 HK\$ 港元	分類總計 HK\$ 港元	對銷 HK\$ 港元	綜合 HK\$ 港元
Segment assets	分類資產	2,250,228	82,627,111	355,428,243	15,384,072	316,381,882	81,904,293	16,288,169	870,263,998	-	870,263,998
Other assets	其他資產										286,844,426
Consolidated assets	綜合資產										1,157,108,424
Segment liabilities	分類負債	537,296	961,664	159,124,424	4,192,576	42,560,880	15,000	6,396,715	213,788,555	-	213,788,555
Inter-group liabilities	集團間負債	-	72,506,397	-	-	-	92,759,907	-	165,266,304	(165,266,304)	-
Total	合計	537,296	73,468,061	159,124,424	4,192,576	42,560,880	92,774,907	6,396,715	379,054,859	(165,266,304)	213,788,555
Other liabilities	其他負債										16,037,948
Consolidated liabilities	綜合負債										229,826,503

For the purposes of monitoring segment performance and allocating resources among segments:

- all assets are allocated to operating and reportable segments other than certain property and equipment, certain interest in a joint venture, certain loan to a joint venture, certain equity instruments at FVTOCI, club membership, certain other receivables, prepayments and deposits, tax recoverable, short-term bank deposits and cash and cash equivalents.
- all liabilities are allocated to operating and reportable segments other than certain other payables and accruals, tax liabilities and deferred taxation.

### 7. 分類資料 (續)

#### 分類資產及負債 (續)

於二零一八年十二月三十一日

就監察分類表現及於分類間分配資源而言：

- 除若干物業及設備、於一間合營公司之若干權益、給予合營公司之若干貸款、透過其他全面收入按公平值列賬之若干股本工具、會所會籍、若干其他應收款項、預付款項及訂金、可收回稅項、短期銀行存款以及現金及現金等值外，所有資產會分配至經營及可報告分類。
- 除若干其他應付款項及應計款項、稅項負債及遞延稅項外，所有負債會分配至經營及可報告分類。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 7. SEGMENT INFORMATION (Continued)

#### Other segment information

For the year ended 31 December 2019

### 7. 分類資料 (續)

#### 其他分類資料

截至二零一九年十二月三十一日止年度

	Lending Business	Manufacturing and Sales Business	Music and Entertainment Business	Property Business	Securities Trading Business	Trading Business	Segment total	Unallocated	Consolidated
	放貸業務	製造及銷售業務	音樂及娛樂業務	物業業務	證券買賣業務	貿易業務	分類總計	未分配	綜合
	HKS	HKS	HKS	HKS	HKS	HKS	HKS	HKS	HKS
	港元	港元	港元	港元	港元	港元	港元	港元	港元
Amounts included in the measure of segment results from continuing operations or segment assets:									
Interest income (exclusion of interest income from Lending Business)	(4,372)	(69,087)	-	-	(613)	(2,561)	(76,633)	(1,266,643)	(1,343,276)
Interest expenses	117,310	4,929,768	-	846,048	7,161	20,677	5,920,964	-	5,920,964
Depreciation of property, plant and equipment	285,773	28,116,894	50,640	1,062,793	75,314	419,438	30,010,852	140,455	30,151,307
Write-down of inventories	-	-	-	-	-	791,079	791,079	-	791,079
Net impairment losses (reversal of impairment losses) on trade receivables	-	184,140	47,068	-	-	(1,527)	229,681	-	229,681
Net impairment losses on contract assets	-	68,705	-	-	-	-	68,705	-	68,705
Impairment losses on loan to a joint venture	-	-	-	-	-	-	-	3,222,914	3,222,914
Impairment losses on loans receivables	1,348,580	-	-	-	-	-	1,348,580	-	1,348,580
Gain on disposal of property, plant and equipment	-	(619,578)	-	-	-	-	(619,578)	-	(619,578)
Additions to property, plant and equipment	5,456	65,577,037	-	971,883	-	150,353	66,704,729	-	66,704,729
Gain recognised in respect of loans to joint ventures	-	-	-	(1,775,100)	-	-	(1,775,100)	-	(1,775,100)
Change in fair value of financial assets at FVTPL	-	-	-	6,651,180	15,189,024	-	21,840,204	-	21,840,204
Change in fair value of investment properties	-	-	-	17,966,974	-	-	17,966,974	-	17,966,974
Gain on disposal of a subsidiary	-	-	-	(11,807,968)	-	-	(11,807,968)	-	(11,807,968)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 7. SEGMENT INFORMATION (Continued)

#### Other segment information (Continued)

For the year ended 31 December 2018 (re-presented)

### 7. 分類資料 (續)

#### 其他分類資料 (續)

截至二零一八年十二月三十一日止年度 (經重列)

	Lending Business	Manufacturing and Sales Business	Music and Entertainment Business	Property Business	Securities Trading Business	Trading Business	Segment total	Unallocated	Consolidated
	放貸業務	製造及銷售業務	音樂及娛樂業務	物業業務	證券買賣業務	貿易業務	分類總計	未分配	綜合
	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
	港元	港元	港元	港元	港元	港元	港元	港元	港元
Amounts included in the measure of segment results from continuing operations or segment assets:									
Interest income (exclusion of interest income from Lending Business)	-	-	-	-	-	-	-	(2,366,386)	(2,366,386)
Interest expenses	94,696	2,257,328	-	744,204	-	2,150	3,098,378	-	3,098,378
Amortisation of prepaid lease payments	-	1,279,870	-	-	-	-	1,279,870	-	1,279,870
Depreciation of property, plant and equipment	74,518	11,245,268	56,712	1,178,528	-	220,835	12,775,861	123,111	12,898,972
Write-down of inventories	-	-	-	-	-	52,585	52,585	-	52,585
Net impairment losses (reversal of impairment losses) on trade receivables	-	11,469,155	16,662	-	-	(18,290)	11,467,527	-	11,467,527
Net reversal of impairment losses on contract assets	-	(64,902)	-	-	-	-	(64,902)	-	(64,902)
Gain on disposal of property, plant and equipment	-	(260,845)	-	-	-	-	(260,845)	-	(260,845)
Additions to property, plant and equipment	935	47,315,382	139,078	8,052	-	113,641	47,577,088	-	47,577,088
Loss recognised in respect of loans to joint ventures	-	-	-	1,391,092	-	-	1,391,092	-	1,391,092
Change in fair value of financial assets at FVTPL	-	-	-	1,200,000	35,457,753	-	36,657,753	-	36,657,753
Change in fair value of investment properties	-	-	-	(10,942,146)	-	-	(10,942,146)	-	(10,942,146)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 7. SEGMENT INFORMATION (Continued)

#### Revenue from major products and services

The following is an analysis of the Group's revenue from continuing operations from its major products and services:

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元 (Re-presented) (經重列)
Sales of printing products	印刷產品銷售	<b>532,900,943</b>	559,528,640
Artistes management fee income	藝人管理費收入	<b>862,133</b>	1,412,566
Concerts and shows income	演唱會及表演收入	<b>3,236,150</b>	7,580,861
Income from the licensing of the musical works	音樂作品特許收入	<b>3,100,522</b>	5,887,796
Loan interest income from Lending Business	來自放貸業務之貸款 利息收入	<b>8,491,405</b>	7,197,071
Other music and entertainment services	其他音樂及娛樂服務	<b>124,540</b>	144,219
Promotion income	宣傳收入	<b>750,367</b>	991,841
Rental income	租金收入	<b>7,310,989</b>	7,304,238
Sales of albums	唱片銷售	<b>3,808,198</b>	2,116,211
		<b>560,585,247</b>	592,163,443

#### Geographical information

The Group's operation of Manufacturing and Sales Business and Property Business are located in Hong Kong and the PRC. The Group's operation of Lending Business, Trading Business, Music and Entertainment Business and Securities Trading Business are located in Hong Kong.

### 7. 分類資料 (續)

#### 來自主要產品及服務之收益

以下為本集團來自其主要產品及服務之持續經營業務收益分析：

#### 地區資料

本集團之製造及銷售業務及物業業務均在香港及中國經營。本集團之放貸業務、貿易業務、音樂及娛樂業務以及證券買賣業務則在香港經營。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 7. SEGMENT INFORMATION (Continued)

#### Geographical information (Continued)

The Group's revenue from continuing operations from external customers and information about non-current assets by geographical location of the customers and assets respectively are set out below:

		Revenue from external customers 來自外部客戶之收益		Non-current assets 非流動資產	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元 (Re-presented) (經重列)	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元 (Re-presented) (經重列)
Hong Kong	香港	211,157,605	257,464,743	226,655,112	241,874,638
The PRC	中國	242,748,490	212,724,783	315,565,055	238,962,763
Europe	歐洲	38,338,407	39,016,945	-	-
United States	美國	41,805,786	57,217,365	-	-
Others	其他	26,534,959	25,739,607	-	-
		560,585,247	592,163,443	542,220,167	480,837,401

Note: Non-current assets exclude financial assets.

#### Information about major customers

There was no customer contributing over 10% of total sales of the Group for the years ended 31 December 2019 and 2018.

### 7. 分類資料 (續)

#### 地區資料 (續)

本集團來自外部客戶之持續經營業務收益及有關非流動資產之資料分別按客戶及資產所在地區載列如下：

附註：非流動資產不包括金融資產。

#### 主要客戶資料

於截至二零一九年及二零一八年十二月三十一日止年度，概無客戶貢獻佔本集團銷售總額超過10%。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 8. OTHER GAINS AND LOSSES

### 8. 其他收益及虧損

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
<b>Continuing operations:</b>	<b>持續經營業務：</b>		
Net foreign exchange gain	外匯收益淨額	980,712	946,511
Change in fair value of investment properties (note 18)	投資物業之公平值變動 (附註18)	(17,966,974)	10,942,146
Gain on disposal of a subsidiary (note 37)	出售一家附屬公司之收益 (附註37)	11,807,968	-
Net gain on disposal of property, plant and equipment	出售物業、廠房及設備之 收益淨額	619,578	260,845
Gain (loss) recognised in respect of loans to joint ventures	就給予合營公司貸款 確認之收益(虧損)	1,775,100	(1,391,092)
Change in fair value in financial assets at FVTPL	透過損益按公平值列賬之 金融資產之公平值變動	(21,840,204)	(36,657,753)
		<b>(24,623,820)</b>	<b>(25,899,343)</b>

### 9. FINANCE COSTS

### 9. 融資成本

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
<b>Continuing operations:</b>	<b>持續經營業務：</b>		
Interest on:	以下項目之利息：		
Bank borrowings	銀行借貸	3,211,865	3,001,532
Amount due to a related company	應付一間關連公司款項	96,425	94,696
Obligations under finance leases	融資租賃責任	-	2,150
Lease liabilities	租賃負債	2,612,674	-
		<b>5,920,964</b>	<b>3,098,378</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 10. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

#### Directors' and chief executive's remuneration

The emoluments paid or payable to each of the nine (2018: nine) directors are as follows:

		Executive directors 執行董事		Non-executive directors 非執行董事			Independent non-executive directors 獨立非執行董事			Alternate director 替任董事	Total
		SUEK Ka Lun, Ernie 薛嘉麟 HK\$ 港元	SUEK Chai Hong 薛濟匡 HK\$ 港元 <i>(note i)</i> (附註i)	CHAN Kwing Choi, Warren 陳炳材 HK\$ 港元	WONG Sun Fat 黃新發 HK\$ 港元	NG Wai Kwan 吳惠群 HK\$ 港元	LEE Kwok Wan 李國雲 HK\$ 港元	CHU Gun Pui 朱運沛 HK\$ 港元	LAI Sai Wo, Ricky 賴世和 HK\$ 港元	LAU Kam Cheong 劉錦昌 HK\$ 港元	Total 總計 HK\$ 港元
2019	二零一九年										
Fees	袍金	-	-	161,492	120,000	120,000	120,000	120,000	-	761,492	
Other emoluments	其他酬金										
- Salaries and other benefits	- 薪金及其他福利	2,292,000	1,368,000	-	-	-	-	-	463,640	4,123,640	
- Contributions to retirement benefits schemes	- 退休福利計劃供款	18,000	18,000	8,500	-	-	-	-	18,000	62,500	
Total emoluments	酬金總額	2,310,000	1,386,000	169,992	120,000	120,000	120,000	120,000	481,640	4,947,632	

### 10. 董事、行政總裁及僱員酬金

#### 董事及行政總裁酬金

以下為已付或應付予九名(二零一八年:九名)董事之酬金:

		Executive directors 執行董事		Non-executive directors 非執行董事			Independent non-executive directors 獨立非執行董事			Alternate director 替任董事	Total
		SUEK Ka Lun, Ernie 薛嘉麟 HK\$ 港元	SUEK Chai Hong 薛濟匡 HK\$ 港元 <i>(note i)</i> (附註i)	CHAN Kwing Choi, Warren 陳炳材 HK\$ 港元	WONG Sun Fat 黃新發 HK\$ 港元	NG Wai Kwan 吳惠群 HK\$ 港元	LEE Kwok Wan 李國雲 HK\$ 港元	CHU Gun Pui 朱運沛 HK\$ 港元	LAI Sai Wo, Ricky 賴世和 HK\$ 港元	LAU Kam Cheong 劉錦昌 HK\$ 港元	Total 總計 HK\$ 港元
2018	二零一八年										
Fees	袍金	-	-	156,744	115,000	115,000	115,000	115,000	-	731,744	
Other emoluments	其他酬金										
- Salaries and other benefits	- 薪金及其他福利	2,292,000	1,368,000	-	-	-	-	-	474,115	4,134,115	
- Bonus <i>(note iii)</i>	- 花紅 <i>(附註iii)</i>	2,887,500	346,500	-	-	-	-	-	-	3,234,000	
- Contributions to retirement benefits schemes	- 退休福利計劃供款	18,000	18,000	8,250	-	-	-	-	18,000	62,250	
Total emoluments	酬金總額	5,197,500	1,732,500	164,994	115,000	115,000	115,000	115,000	492,115	8,162,109	

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 10. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

#### Directors' and chief executive's remuneration (Continued)

Notes:

- (i) Mr. Suek Chai Hong is also the chief executive of the Company and his remuneration disclosed above included those for services rendered by him as chief executive.
- (ii) The emoluments of executive directors were for their services in connection with the management of the affairs of the Company and the Group. The emoluments of non-executive directors and independent non-executive directors were for their services as the directors of the Company.
- (iii) Incentive performance bonuses for the years ended 31 December 2019 and 2018 were determined by the remuneration committee and approved by the board of directors having regard to the performance and duties of directors.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

No emoluments were paid by the Group to the directors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office in any of the year.

### 10. 董事、行政總裁及僱員酬金 (續)

#### 董事及行政總裁酬金 (續)

附註：

- (i) 薛濟匡先生亦為本公司之行政總裁，其於上文披露之酬金已包括其身為行政總裁所提供服務之酬金。
- (ii) 執行董事之薪酬乃就彼等管理本公司及本集團的事宜所提供之服務發放。非執行董事及獨立非執行董事之薪酬乃就彼等作為本公司董事所提供之服務而發放。
- (iii) 截至二零一九年及二零一八年十二月三十一日止年度的獎勵表現花紅乃由本公司薪酬委員會釐定，並經董事會批准，當中已考慮董事的表現及職務。

於本年度，概無董事或行政總裁放棄或同意放棄任何薪酬之安排。

於任何有關年度，本集團概無向本公司董事支付任何酬金，作為加入本集團或加盟後之獎勵或失去職位之補償。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 10. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

#### Employees' emoluments

Of the five individuals with the highest emoluments in the Group, two (2018: two) were directors of the Company whose emoluments are set out above. The emoluments of the remaining three (2018: three) highest paid employees who were neither a director nor chief executive of the Company are as follows:

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Salaries and other benefits	薪金及其他福利	3,092,400	3,079,240
Bonus (note)	花紅(附註)	26,631	325,724
Contributions to retirement benefits schemes	退休福利計劃供款	54,000	54,000
		<b>3,173,031</b>	3,458,964

Note: Bonus was determined based on their duties and responsibilities of the relevant individuals within the Group and the Group's performance.

### 10. 董事、行政總裁及僱員酬金 (續)

#### 僱員酬金

在本集團五名最高薪人士中，兩名(二零一八年：兩名)為本公司董事，彼等酬金之詳情已載於上文。其餘三名(二零一八年：三名)並非本公司董事或行政總裁之最高薪僱員之酬金如下：

附註：花紅乃根據彼等各自於本集團的職責及責任以及本集團的業績釐定。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 10. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

#### Employees' emoluments (Continued)

The number of the highest paid employees who were not the directors of the Company and whose remuneration fell within the following bands is as follows:

		2019 二零一九年 Number of employees 僱員人數	2018 二零一八年 Number of employees 僱員人數
Nil to HK\$1,000,000	零至1,000,000港元	2	2
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至 1,500,000港元	-	-
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至 2,000,000港元	1	1
		<b>3</b>	<b>3</b>

No emoluments were paid by the Group to the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office in any of the years.

### 10. 董事、行政總裁及僱員酬金 (續)

#### 僱員酬金 (續)

並非本公司董事之最高薪僱員的酬金屬於以下範圍之人數如下：

於任何年度，本集團概無向五名最高薪人士支付任何酬金，作為加入本集團或加盟後之獎勵或失去職位之補償。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 11. TAXATION

### 11. 稅項

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
<b>Continuing operations:</b>	<b>持續經營業務：</b>		
The taxation comprises:	稅項包括：		
Hong Kong Profits Tax	香港利得稅		
Charge for the year	本年支出	<b>2,285,026</b>	1,574,200
Overprovision in prior years	過往年度超額撥備	<b>(122,914)</b>	(159,049)
		<b>2,162,112</b>	1,415,151
PRC Enterprise Income Tax	中國企業所得稅		
Charge for the year	本年支出	<b>6,296,056</b>	1,673,941
		<b>8,458,168</b>	3,089,092
Deferred tax credit for the year (note 34)	本年遞延稅項抵免 (附註34)	<b>(2,478,941)</b>	(84,878)
		<b>5,979,227</b>	3,004,214

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

For the years ended 31 December 2019 and 2018, Hong Kong Profits Tax is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits of one of the subsidiaries of the Company and at 16.5% on the estimated assessable profits above HK\$2 million. The profits of corporation not qualified for the two-tier profit tax regime will continue to be taxed at a flat rate of 16.5%.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulations of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

於二零一八年三月二十一日，香港立法會通過《2017年稅務（修訂）（第7號）條例草案》（「草案」），引入兩級利得稅稅率制度。草案於二零一八年三月二十八日獲簽署成為法律，並於翌日刊憲。根據兩級利得稅稅率制度，合資格集團實體的首2,000,000港元溢利將按8.25%徵稅，而超過2,000,000港元的部分則按16.5%徵稅。不符合兩級利得稅稅率制度的集團實體，其溢利將繼續劃一按16.5%徵稅。

於截至二零一九年及二零一八年十二月三十一日止年度，香港利得稅乃按本公司其中一間附屬公司估計應課稅溢利之首2,000,000港元按8.25%計算，而超過2,000,000港元的估計應課稅溢利則按16.5%計算。不符合兩級利得稅稅率制度的企業的溢利，將繼續劃一按16.5%徵稅。

根據《中國企業所得稅法》（「《企業所得稅法》」）及《企業所得稅法實施條例》，中國附屬公司於兩個年度之稅率均為25%。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 11. TAXATION (Continued)

The taxation for the year can be reconciled to the loss before taxation from continuing operations per the consolidated statement of profit or loss and other comprehensive income as follows:

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元 (Re-presented) (經重列)
Loss before taxation from continuing operations	來自持續經營業務的除稅前虧損	<b>(21,376,632)</b>	(28,140,395)
Tax at the income tax rate of 16.5% (2018: 16.5%)	按所得稅稅率16.5%計算之稅項 (二零一八年: 16.5%)	<b>(3,527,144)</b>	(4,643,165)
Tax effect of expenses not deductible for tax purposes	不可扣稅開支之稅務影響	<b>4,958,676</b>	2,334,726
Tax effect of income not taxable for tax purposes	毋須課稅收入之稅務影響	<b>(2,615,189)</b>	(3,045,762)
Tax effect of tax losses/deductible temporary differences not recognised	未獲確認稅務虧損/ 可扣減臨時差額之稅務影響	<b>9,243,029</b>	2,989,629
Overprovision in prior years	過往年度超額撥備	<b>(122,914)</b>	(159,049)
Utilisation of tax losses previously not recognised	動用先前未確認稅務虧損	-	(202,030)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之附屬公司不同稅率之影響	<b>3,206,240</b>	728,625
Tax effect of share of results of joint ventures	分佔合營公司業績之稅務影響	<b>1,529</b>	1,240
Tax effect of two-tiered tax rate	兩級稅率之稅務影響	<b>(165,000)</b>	-
Tax effect of deferred tax liabilities resulting from withholding tax on undistributed profits	未分配溢利的預扣稅產生的遞延稅項負債的稅務影響	<b>(5,000,000)</b>	5,000,000
Taxation for the year from continuing operations	來自持續經營業務的年內稅項	<b>5,979,227</b>	3,004,214

### 11. 稅項 (續)

年內稅項可與綜合損益及其他全面收入報表所示來自持續經營業務的除稅前虧損對賬如下:



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 12. LOSS FOR THE YEAR FROM CONTINUING OPERATIONS

### 12. 來自持續經營業務本年虧損

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元 (Re-presented) (經重列)
Loss for the year from continuing operations has been arrived at after charging (crediting):	計算來自持續經營業務本年虧損時已扣除(計入):		
Auditor's remuneration	核數師酬金	2,100,000	2,000,000
Cost of inventories recognised as an expense (including write-down of inventories of HK\$791,079 (2018: HK\$52,585))	確認為開支之存貨成本(包括撇減存貨791,079港元(二零一八年: 52,585港元))	210,084,515	212,661,850
Depreciation of right-of-use assets	使用權資產折舊	9,687,255	-
Depreciation of other property, plant and equipment	其他物業、廠房及設備折舊	20,464,052	12,898,972
Depreciation of property, plant and equipment	物業、廠房及設備折舊	30,151,307	12,898,972
Less: included in cost of sales	減: 計入銷售成本	(18,795,412)	(9,265,323)
		11,355,895	3,633,649
Amortisation of prepaid lease payments	預付租賃款項攤銷	-	1,279,870
Minimum lease payments in respect of office/factory premises	辦公室/工廠物業之最低租金	-	16,589,853
Staff costs including directors' emoluments	員工成本(包括董事酬金)		
– Salaries, wages and other benefits	– 薪金、工資及其他福利	162,350,679	159,226,844
– Contributions to retirement benefits schemes	– 退休福利計劃供款	9,131,076	9,254,186
Less: included in cost of sales	減: 計入銷售成本	(97,328,520)	(102,824,847)
Total staff costs	總員工成本	74,153,235	65,656,183

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 12. LOSS FOR THE YEAR FROM CONTINUING OPERATIONS (Continued)

#### 12. 來自持續經營業務本年虧損(續)

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元 (Re-presented) (經重列)
Bank interest income (included in other interest income)	銀行利息收入(計入其他 利息收入內)	<b>(1,266,643)</b>	(2,366,386)
Interest income on rental deposits (included in other interest income)	租金按金之利息收入 (計入其他利息收入內)	<b>(76,633)</b>	-
Dividend income (included in other income)	股息收入 (計入其他收入內)	<b>(1,087,856)</b>	(4,667,276)
Government grants (included in other income)	政府補助 (計入其他收入內)	<b>(4,433,645)</b>	(1,267,175)
Gross rental income from investment properties	來自投資物業之租金收入 總額	<b>(7,310,989)</b>	(7,304,238)
Less: Direct operating expenses incurred for investment properties that generated rental income during the year	減: 本年產生租金收入之 投資物業產生之 直接經營開支	<b>286,707</b>	12,248
		<b>(7,024,282)</b>	(7,291,990)
The following items are included in net impairment loss on financial assets and contract assets:	以下項目已計入金融資產 及合約資產之減值虧損 淨額:		
Net impairment losses on trade receivables	貿易應收款項之減值虧損 淨額	<b>229,681</b>	11,467,527
Net impairment losses (reversal of impairment losses) on contract assets	合約資產之減值虧損淨額 (撥回減值虧損)	<b>68,705</b>	(64,902)
Impairment losses on loans receivable	應收貸款之減值虧損	<b>1,348,580</b>	-
Impairment losses on loan to a joint venture	貸款予一間合營公司之 減值虧損	<b>3,222,914</b>	-

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 13. DISCONTINUED OPERATION

Taking into consideration the adverse impact of the Gaming Distribution Business on the Group's overall financial performance and other factors, the directors of the Company determined to terminate this business in June 2019 and thus the operation of the Gaming Distribution Business had been discontinued.

The comparative figures in the consolidated statement of profit or loss and other comprehensive have been restated to represent the Gaming Distribution Business as a discontinued operation. The results of the Gaming Distribution Business for the years ended 31 December 2019 and 2018, which have been included in the consolidated statement of profit or loss and other comprehensive income for the years ended 31 December 2019 and 2018, were as follows:

### 13. 已終止經營業務

經考慮遊戲分銷業務對本集團之整體財務表現之不利影響及其他因素，本公司董事決定於二零一九年六月終止此業務，因此遊戲分銷業務已終止營運。

綜合損益及其他全面收入報表之比較數字已經重列，以把遊戲分銷業務重列作已終止經營業務。遊戲分銷業務於截至二零一九年及二零一八年十二月三十一日止年度之業績，已計入截至二零一九年及二零一八年十二月三十一日止年度之綜合損益及其他全面收入報表如下：

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Revenue	收益	-	462,499
Cost of sales	銷售成本	-	(651,496)
Gross loss	毛損	-	(188,997)
Other income	其他收入	944	5,023,630
Administrative expenses	行政開支	(3,618,365)	(11,914,539)
Loss before taxation from discontinued operation	來自己終止經營業務 除稅前虧損	(3,617,421)	(7,079,906)
Taxation	稅項	-	-
Loss for the year from discontinued operation	來自己終止經營業務 本年虧損	(3,617,421)	(7,079,906)

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 13. DISCONTINUED OPERATION (Continued)

Loss for the year from discontinued operation has been arrived at after charging (crediting):

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Cost of inventories recognised as an expense	確認存貨成本為開支	–	448,746
Depreciation of property and equipment	物業及設備折舊	<b>512,387</b>	1,451,013
Staff costs:	員工成本：		
– Salaries, wages and other benefits	– 薪金、工資及其他福利	<b>1,471,142</b>	6,526,811
– Contributions to retirement benefits schemes	– 退休福利計劃供款	<b>83,086</b>	290,315
Total staff cost	總員工成本	<b>1,554,228</b>	6,817,126
Research expenses (included in administrative expenses)	研究開支（計入行政開支內）	–	3,541,487
Technical consultancy services income (included in other income)	技術顧問服務收入（計入其他收入內）	–	(4,695,170)
Additions to property and equipment	添置物業及設備	–	404,934

#### 14. DIVIDENDS

No dividend was paid or proposed for the years ended 31 December 2019 and 2018, nor has any dividend been proposed since the end of the reporting period.

#### 13. 已終止經營業務（續）

計算來自已終止經營業務本年虧損時已扣除（計入）：

#### 14. 股息

截至二零一九年及二零一八年十二月三十一日止年度內並無派付或建議派發任何股息，自報告期末以來亦無建議派發任何股息。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 15. LOSS PER SHARE

#### From continuing operations

The calculation of the basic loss per share attributable to the owners of the Company is based on the following data:

Loss figures are calculated as follows:

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Loss for the year attributable to owners of the Company	本公司擁有人應佔本年虧損	<b>(30,782,482)</b>	(37,922,569)
Less: loss for the year from discontinued operation	減：來自已終止經營業務本年虧損	<b>3,617,421</b>	7,079,906
Loss for the purpose of calculating basic loss per share	用於計算每股基本虧損之虧損	<b>(27,165,061)</b>	(30,842,663)

		2019 二零一九年	2018 二零一八年
Number of ordinary shares in issue for the purpose of calculating basic loss per share	用於計算每股基本虧損之已發行普通股數目	<b>253,639,456</b>	253,639,456

No separate diluted loss per share information has been presented as there were no potential ordinary shares outstanding issue for both years.

### 15. 每股虧損

#### 來自持續經營業務

本公司擁有人應佔每股基本虧損乃基於以下數據計算：

虧損數字計算如下：

由於兩個年度均並無發行在外之潛在普通股，故並無獨立呈列每股攤薄虧損之資料。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 15. LOSS PER SHARE (Continued)

#### From continuing and discontinued operations

The calculation of the basic loss per share from continuing and discontinued operations attributable to the owners of the Company is based on the following data:

	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Loss for the year attributable to owners of the Company for the purpose of calculating basic loss per share	<b>(30,782,482)</b>	(37,922,569)

The denominators used are the same as those detailed above for both basic loss per share.

#### From discontinued operation

Basic loss per share for the discontinued operations is HK1.43 cents per share (2018: HK2.79 cents per share) for the year ended 31 December 2019, based on the loss for the year from the discontinued operation of HK\$3,617,421 (2018: HK\$7,079,906) and the denominators detailed above for both basic loss per share.

### 15. 每股虧損 (續)

#### 來自持續經營及已終止經營業務

本公司擁有人應佔來自持續經營及已終止經營業務之每股基本虧損乃基於以下數據計算：

每股基本虧損採用之分母與以上詳述者相同。

#### 來自已終止經營業務

於截至二零一九年十二月三十一日止年度，已終止經營業務之每股基本虧損為每股1.43港仙（二零一八年：每股2.79港仙），乃根據來自已終止經營業務本年虧損3,617,421港元（二零一八年：7,079,906港元）及上文所詳述計算每股基本虧損所採用之分母計算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 16. PROPERTY, PLANT AND EQUIPMENT

### 16. 物業、廠房及設備

		Construction in progress	Leasehold land and buildings	Leasehold improvements	Furniture, fixtures and office equipment	Machinery and equipment	Motor vehicles	Total
		在建工程	租賃土地 及樓宇	租賃 物業裝修	傢俬、裝置及 辦公室設備	機器及設備	汽車	總計
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
<b>COST</b>	<b>成本</b>							
At 1 January 2018	於二零一八年一月一日	-	147,362,152	62,916,287	49,780,593	463,147,946	15,009,666	738,216,644
Exchange adjustments	匯兌調整	(312,682)	-	(927,360)	(357,997)	(6,250,505)	(144,609)	(7,993,153)
Additions	添置	8,773,065	-	13,894,720	2,172,935	22,045,475	1,095,827	47,982,022
Disposals	出售	-	-	-	(549,509)	(4,701,550)	-	(5,251,059)
Written-off	撇銷	-	-	(18,056,093)	-	-	-	(18,056,093)
At 31 December 2018 (re-presented)	於二零一八年十二月三十一日 (經重列)	8,460,383	147,362,152	57,827,554	51,046,022	474,241,366	15,960,884	754,898,361
Adjustments upon application of HKFRS 16	於應用香港財務報告準則 第16號時調整	-	121,919,946	-	-	-	-	121,919,946
At 1 January 2019 (restated)	於二零一九年一月一日 (經重列)	8,460,383	269,282,098	57,827,554	51,046,022	474,241,366	15,960,884	876,818,307
Exchange adjustments	匯兌調整	(283,363)	(1,718,320)	(509,811)	(174,306)	(3,423,586)	(89,803)	(6,199,189)
Additions	添置	5,865,104	-	4,496,650	2,237,504	50,675,992	3,429,479	66,704,729
Disposals	出售	-	-	-	(6,536)	(1,344,037)	-	(1,350,573)
Written-off	撇銷	-	-	(940,081)	(1,761,504)	-	-	(2,701,585)
At 31 December 2019	於二零一九年十二月三十一日	14,042,124	267,563,778	60,874,312	51,341,180	520,149,735	19,300,560	933,271,689
<b>DEPRECIATION AND IMPAIRMENT</b>	<b>折舊及減值</b>							
At 1 January 2018	於二零一八年一月一日	-	54,366,212	60,626,363	45,650,463	439,639,388	12,521,772	612,804,198
Exchange adjustments	匯兌調整	-	-	(394,014)	(139,895)	(2,197,196)	(90,531)	(2,821,636)
Provided for the year	本年撥備	-	1,944,348	4,190,165	2,459,258	4,580,611	1,175,603	14,349,985
Eliminated on disposals	出售時對銷	-	-	-	(415,481)	(449,257)	-	(864,738)
Eliminated on written-off	撇銷時對銷	-	-	(18,056,093)	-	-	-	(18,056,093)
At 31 December 2018 (re-presented)	於二零一八年十二月三十一日 (經重列)	-	56,310,560	46,366,421	47,554,345	441,573,546	13,606,844	605,411,716
Exchange adjustments	匯兌調整	-	(120,910)	(265,754)	(81,725)	(1,003,086)	(46,765)	(1,518,240)
Provided for the year	本年撥備	-	13,153,543	6,322,162	1,974,477	7,577,407	1,636,105	30,663,694
Eliminated on disposals	出售時對銷	-	-	-	(1,507)	(862,226)	-	(863,733)
Eliminated on written-off	撇銷時對銷	-	-	(940,081)	(1,761,504)	-	-	(2,701,585)
At 31 December 2019	於二零一九年十二月三十一日	-	69,343,193	51,482,748	47,684,086	447,285,641	15,196,184	630,991,852
<b>CARRYING VALUES</b>	<b>賬面值</b>							
At 31 December 2019	於二零一九年十二月三十一日	14,042,124	198,220,585	9,391,564	3,657,094	72,864,094	4,104,376	302,279,837
At 31 December 2018 (re-presented)	於二零一八年十二月三十一日 (經重列)	8,460,383	91,051,592	11,461,133	3,491,677	32,667,820	2,354,040	149,486,645

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 16. PROPERTY, PLANT AND EQUIPMENT (Continued)

The above items of property, plant and equipment, other than construction in progress, are depreciated on a straight-line basis at the following rates per annum:

Leasehold lands and buildings	Over the shorter of the lease terms or 30 – 50 years
Leasehold improvements	12.5% – 20%
Furniture, fixtures and office equipment	10% – 25%
Machinery and equipment	10% – 25%
Motor vehicles	25% – 33 $\frac{1}{3}$ %

#### 16. 物業、廠房及設備（續）

上述物業、廠房及設備項目（在建工程除外）之折舊乃採用以下年率按直線法計算：

租賃土地及樓宇	按租約期限或30至50年（以較短者為準）
租賃物業裝修傢俬、裝置及辦公室設備	12.5% – 20%
機器及設備	10% – 25%
汽車	25% – 33 $\frac{1}{3}$ %

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元 (Re-presented) (經重列)
The carrying values of leasehold land and buildings shown above comprise:	上述租賃土地及樓宇之賬面值包括：		
Leasehold land and buildings in Hong Kong	位於香港之租賃土地及樓宇	<b>10,910,677</b>	10,752,788
Leasehold land and buildings in PRC	位於中國之租賃土地及樓宇	<b>187,309,908</b>	80,298,804
		<b>198,220,585</b>	91,051,592



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 16. PROPERTY, PLANT AND EQUIPMENT (Continued)

#### The Group as lessee

#### *Right-of-use assets (included in the property, plant and equipment)*

### 16. 物業、廠房及設備 (續)

#### 本集團作為承租人

#### 使用權資產 (計入物業、廠房及設備)

		Leasehold land and building 租賃土地及樓宇 HK\$ 港元
<b>At 1 January 2019</b>	於二零一九年一月一日	
Carrying amount	賬面值	121,919,946
<b>At 31 December 2019</b>	於二零一九年十二月三十一日	
Carrying amount	賬面值	110,635,281
<b>For the year ended 31 December 2019</b>	截至二零一九年十二月三十一日止年度	
Depreciation charge	折舊費用	9,687,255
Expense relating to short-term leases and other leases with lease terms end within 12 months of the date of initial application of HKFRS 16	與短期租賃及租賃期於初始應用香港財務報告準則第16號的日期的12個月內屆滿的其他租賃有關的開支	657,493
Expense relating to leases of low-value assets	與低價值資產的租賃有關的開支	24,420
Total cash outflow for leases	租賃的現金流出總額	9,560,571

For both years, the Group leases various offices, warehouses and factory for its operations. Lease contracts are entered into for fixed term of one to fifty years.

In addition, the Group reassesses whether it is reasonably certain not to exercise a termination option, upon the occurrence of either a significant event or a significant change in circumstances that is within the control of the lessee. During the year ended 31 December 2019, there is no such triggering event.

於兩個年度，本集團為其營運租賃若干辦公室、倉庫及工廠。租賃合約按固定期限一至五十年訂立。

此外，於發生在承租人的控制範圍內的重大的事件或情況出現重大變化時，則本集團重新評估是否可合理確定不行使終止選擇權。於截至二零一九年十二月三十一日止年度，並無觸發有關事件。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 16. PROPERTY, PLANT AND EQUIPMENT (Continued)

#### The Group as lessee (Continued)

#### Right-of-use assets (included in the property, plant and equipment) (Continued)

Property, plant and equipment with an aggregate carrying value of HK\$10,330,660 (2018: HK\$10,752,788) has been pledged to banks to secure general banking facilities granted to the Group (2018: pledged to banks to secure general banking facilities granted to the Group).

Leasehold improvements with an aggregate cost of HK\$41,280,050 (2018: HK\$41,449,182) were fully depreciated are still in use as at 31 December 2019.

### 17. PREPAID LEASE PAYMENTS

The Group's prepaid lease payments comprise:

Leasehold land in the PRC

本集團之預付租賃款項包括：

位於中國之租賃土地

60,331,044

Analysed for reporting purposes as:

就報告用途分析為：

Current asset

流動資產

1,280,138

Non-current asset

非流動資產

59,050,906

60,331,044

The carrying amount of the leasehold land is charged to consolidated statement of profit or loss and other comprehensive income on a straight-line basis over the remaining term of the leases.

Upon application of HKFRS 16 on 1 January 2019, prepaid lease payments were reclassified to leasehold lands and buildings and included in property, plant and equipment as disclosed in note 16.

租賃土地之賬面值乃按直線法於剩餘租約期內自綜合損益及其他全面收入報表扣除。

於二零一九年一月一日應用香港財務報告準則第16號時，預付租賃款項重新分類為租賃土地及樓宇，並按附註16所述計入物業、廠房及設備。

### 16. 物業、廠房及設備 (續)

#### 本集團作為承租人 (續)

#### 使用權資產 (計入物業、廠房及設備) (續)

賬面值合共10,330,660港元 (二零一八年: 10,752,788港元) 之物業、廠房及設備已質押予銀行，作為本集團獲授之一般銀行信貸之抵押 (二零一八年: 質押予銀行，作為本集團獲授之一般銀行信貸之抵押)。

成本合共41,280,050港元 (二零一八年: 41,449,182港元) 的租賃物業裝修已悉數折舊，並於二零一九年十二月三十一日仍然使用。

### 17. 預付租賃款項

2018  
二零一八年  
HK\$  
港元  
(Re-presented)  
(經重列)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 18. INVESTMENT PROPERTIES

The Group leases out various offices in the PRC and commercial and industrial premises in Hong Kong under operating leases with rentals payable monthly. The leases typically run for an initial period of one to three years.

### 18. 投資物業

本集團根據經營租賃出租在中國的多間辦公室及在香港的工商物業，租金須每月支付。租期一般為一至三年。

		HK\$ 港元
At 1 January 2018	於二零一八年一月一日	229,165,879
Fair value change recognised in profit or loss	於損益確認之公平值變動	10,942,146
Exchange adjustments	匯兌調整	(908,615)
At 31 December 2018	於二零一八年十二月三十一日	239,199,410
Fair value change recognised in profit or loss	於損益確認之公平值變動	(17,966,974)
Exchange adjustments	匯兌調整	(317,419)
At 31 December 2019	於二零一九年十二月三十一日	220,915,017
Unrealised (loss) gain on property revaluation included in other gains and losses	包含於其他損益內的未變現物業重估(虧損)收益	
– for the year ended 31 December 2019	– 截至二零一九年十二月三十一日止年度	(17,966,974)
– for the year ended 31 December 2018	– 截至二零一八年十二月三十一日止年度	10,942,146

The fair value of all investment properties has been arrived at on the basis of valuations carried out by Peak Vision Appraisals Limited as at 31 December 2019. The fair value of investment properties has been arrived at on the basis of valuations carried out by Peak Vision Appraisals Limited and Citiland Surveyors Limited for properties located in Hong Kong and 北京市洪州資產評估有限責任公司 for properties located in the PRC as at 31 December 2018. They are independent qualified professional valuers not related to the Group.

所有投資物業公平值均乃根據灤鋒評估有限公司於二零一九年十二月三十一日進行的估值得出。投資物業公平值乃根據灤鋒評估有限公司及天俊測量師行有限公司就位於香港的物業及北京市洪州資產評估有限責任公司就位於中國的物業於二零一八年十二月三十一日進行的估值得出。該等公司均為與本集團並無關連的獨立合資格專業估值師。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 18. INVESTMENT PROPERTIES (Continued)

Investment properties with fair value of HK\$97,650,000 (2018: HK\$116,199,410) as at 31 December 2019 was determined based on the direct comparison approach assuming sale of each of these properties in existing state and by making reference to comparable sales transactions as available in the relevant market and adjusted for differences in the nature and location.

Investment properties with fair value of HK\$123,265,017 (2018: HK\$123,000,000) as at 31 December 2019 are determined based on the income capitalisation approach, where the market rentals of all lettable units of the properties are assessed and discounted at the market yield expected by investors for this type of properties. The market rentals are assessed based on estimates of future cash flows, supported by the terms of existing lease and the market rentals of the similar properties in the neighbourhood. The capitalisation rate is determined by reference to the yields derived from analysing the sales transactions of similar properties and adjusted to take into account the market expectation from property investors to reflect factors specific to the Group's investment properties.

In estimating the fair value of the investment properties, the highest and best use of the properties is their current use. At the end of the reporting period, the financial controller works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs into the model. Where there is a material change in the fair value of the assets, the causes of the fluctuations will be reported to management of the Group.

There were no transfers into or out of Level 3 during the year.

### 18. 投資物業 (續)

於二零一九年十二月三十一日之公平值為97,650,000港元(二零一八年: 116,199,410港元)之投資物業乃按直接比較法釐定,當中假設各項物業按現狀出售,並已參考相關市場上可得之可資比較銷售交易以及就性質及位置差異作出調整。

於二零一九年十二月三十一日之公平值為123,265,017港元(二零一八年: 123,000,000港元)之投資物業乃按收入資本化法釐定,所有物業可出租單位的市場租金按照投資者對該類型物業的預期市場收益率進行評估及貼現。市場租金乃根據未來現金流量預測進行評估,並以現存租賃條款及附近相似物業的市值租金作證明。資本化率乃參考分析類似物業銷售交易得出的收益率釐定,並考慮到物業投資者的市場預期進行調整,以反映本集團投資物業的獨有因素。

於估計投資物業之公平值時,有關物業之最高及最佳用途即為其當前用途。於報告期末,財務總監與外部合資格估值師緊密合作,選定合適的估值技術及輸入模式之數據。倘資產的公平值出現重大變動,將向本集團管理層匯報波動的原因。

年內,概無第三級別轉入或轉出。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 18. INVESTMENT PROPERTIES (Continued)

#### Information about fair value measurements using significant unobservable inputs

The following table shows the valuation techniques used in the determination of fair values for investment properties and unobservable inputs used in the valuation models.

Description 概述	Fair value as at 公平值		Fair value hierarchy 公平值層級	Valuation techniques 估值技術	Significant unobservable inputs 重大不可觀察輸入數據	Range of significant unobservable inputs 重大不可觀察輸入數據範圍		Inter relationship between significant unobservable inputs and fair value measurement 重大不可觀察輸入數據與公平值計量之間的相互關係
	31 December 2019 二零一九年十二月三十一日 HK\$ 港元	31 December 2018 二零一八年十二月三十一日 HK\$ 港元				2019 二零一九年	2018 二零一八年	
Industrial properties in Fanling, Hong Kong 於香港粉嶺之工業物業	97,650,000	99,710,000	Level 3	Direct comparison approach (2018: Direct comparison approach 直接比較法 (二零一八年: 直接比較法))	(i) Based on market observable transactions of comparable properties 根據可比較物業之市場可觀察交易  (ii) Level adjustments  (iii) Location adjustments  (iii) 位置調整	HK\$3,100 to HK\$3,599 per square feet 每平方呎 3,100港元至 3,599港元	HK\$2,927 to HK\$4,144 per square feet 每平方呎 2,927港元至 4,144港元	The higher the market price, the higher the fair value. 市價愈高，公平值愈高。  The increase/decrease in level adjustment/location adjustment, the higher or lower the fair value. 級別調整/位置調整愈高/愈低，公平值愈高或愈低。  The increase/decrease in level adjustment/location adjustment, the higher or lower the fair value. 級別調整/位置調整愈高/愈低，公平值愈高或愈低。
Properties in the PRC 位於中國的物業	14,265,017	16,489,410	Level 3	Income capitalisation approach (2018: Direct comparison approach (Note) 收入資本化法 (二零一八年: 直接比較法) (附註))	(i) Based on market observable transactions of comparable properties 根據可比較物業之市場可觀察交易  (ii) Level adjustments  (iii) Location adjustments  (iii) 位置調整  (iv) Capitalisation rate taking into account the capitalisation of market rental value 資本化率 (計入市場租金價值的資本化)  (iv) Market rental value 市場租金價值	N/A  不適用  不適用  RMB136 to RMB160 per square meter 每平方米 人民幣136元至 人民幣160元	RMB73,378 to RMB88,519 per square meter 每平方米 人民幣73,378元至 人民幣88,519元  0% to 1%  0% to 1%  1% to 2%  N/A  不適用	The higher the market price, the higher the fair value. 市價愈高，公平值愈高。  The increase/decrease in level adjustment/location adjustment, the higher or lower the fair value. 級別調整/位置調整愈高/愈低，公平值愈高或愈低。  The increase/decrease in level adjustment/location adjustment, the higher or lower the fair value. 級別調整/位置調整愈高/愈低，公平值愈高或愈低。  The lower the capitalisation rate, the higher the fair value. 資本化率愈低，公平值愈高。  The higher the market rental value, the higher the fair value. 市場租金價值愈高，公平值愈高。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 18. INVESTMENT PROPERTIES (Continued)

#### Information about fair value measurements using significant unobservable inputs (Continued)

Description 概述	Fair value as at 公平值		Fair value hierarchy 公平值層級	Valuation techniques 估值技術	Significant unobservable inputs 重大不可觀察輸入數據	Range of significant unobservable inputs 重大不可觀察輸入數據範圍		Inter relationship between significant unobservable inputs and fair value measurement 重大不可觀察輸入數據與公平值計量之間的相互關係
	31 December 2019 二零一九年十二月三十一日 HK\$ 港元	31 December 2018 二零一八年十二月三十一日 HK\$ 港元				2019 二零一九年	2018 二零一八年	
Commercial properties in Yuen Long, Hong Kong 於香港元朗之商用物業	109,000,000	123,000,000	Level 3 第三級別	Income capitalisation approach (2018: Income capitalisation approach) 收入資本化法(二零一八年: 收入資本化法)	(i) Capitalisation rate taking into account the capitalisation of market rental value 資本化率(計入市場租金價值的資本化)  (ii) Market rental value 市場租金價值	4%   HK\$21 to HK\$75 per square feet 每平方呎21港元至75港元	4%   HK\$34 to HK\$89 per square feet 每平方呎34港元至89港元	The lower the capitalisation rate, the higher the fair value. 資本化率越低, 公平值愈高。  The higher the market rental value, the higher the fair value. 市場租金價值越高, 公平值愈高。

*Note:* As at 31 December 2019, the valuation techniques used for determining the fair value of the investment properties in the PRC were changed from direct comparison approach to income capitalisation approach as the management of the Group considers that it represents the highest and best use of the properties and the management of the Group also considers that change in the valuation technique would not result in the change in fair value of investment properties as at 31 December 2018.

The Group's investment properties are located in Hong Kong and the PRC. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

As at 31 December 2019, investment properties with aggregate carrying value of HK\$206,650,000 (2018: HK\$222,710,000) were pledged to banks to secure bank borrowings as stated in note 33 and general banking facilities granted to the Group.

### 18. 投資物業(續)

#### 使用重大不可觀察輸入數據之公平值計量之資料(續)

*附註:* 於二零一九年十二月三十一日, 用於釐定於中國的投資物業公平值的估值技術由直接比較法變更為收入資本化法, 此乃由於本集團管理層認為其代表物業的最高及最佳使用, 且本集團管理層亦認為估值技術的變更更無導致投資物業於二零一八年十二月三十一日的公平值變動。

本集團投資物業乃位於香港及中國。本集團就賺取租金或資本增值而根據經營租賃持有之所有物業權益乃以公平值模式計量, 並分類及作為投資物業入賬。

於二零一九年十二月三十一日, 總賬面值206,650,000港元(二零一八年: 222,710,000港元)之投資物業已質押予銀行, 作為附註33所述銀行借貸及本集團獲授之一般銀行信貸之擔保。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 19. EQUITY INSTRUMENTS AT FVTOCI/FINANCIAL ASSETS AT FVTPL

##### Equity instruments at FVTOCI

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Unlisted equity securities established in the PRC (note i)	於中國成立之非上市股本證券 (附註i)	–	14,679,744
Unlisted equity securities established in Hong Kong, the PRC and overseas (note ii)	於香港、中國及海外成立之非上市股本證券 (附註ii)	<b>17,854,928</b>	11,573,728
		<b>17,854,928</b>	26,253,472
Analysed for reporting purposes as:	就報告用途分析為：		
Non-current asset	非流動資產	<b>17,854,928</b>	11,573,728
Current asset	流動資產	–	14,679,744
		<b>17,854,928</b>	26,253,472

#### 19. 透過其他全面收入按公平值列賬之股本工具／透過損益按公平值列賬之金融資產

透過其他全面收入按公平值列賬之股本工具

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 19. EQUITY INSTRUMENTS AT FVTOCI/FINANCIAL ASSETS AT FVTPL (Continued)

#### Equity instruments at FVTOCI (Continued)

Notes:

- (i) As at 31 December 2018, the Group has an obligation to dispose of an indirect wholly-owned subsidiary which holds 16.67% equity interest in Sichuan Yinghua Real Estate Co., Ltd. ("Yinghua") in cash in the future. The disposal of Yinghua is expected to be completed within one year from the end of the reporting period and thus this equity investment at FVTOCI is classified as current asset as at 31 December 2018. Yinghua is principally engaged in the property development in the PRC.

The 16.67% equity interest in Yinghua has been disposed through disposal of a subsidiary during the year ended 31 December 2019 as disclosed in note 37.

- (ii) During the year ended 31 December 2019, there was an additional investment of HK\$6,281,200 (2018: HK\$3,134,800) in an unlisted equity security established in overseas. As at 31 December 2019 and 2018, the Group has investments in three unlisted equity securities established in the PRC, two unlisted equity securities established in overseas and one unlisted equity security incorporated in Hong Kong which were held for an identified long term strategic purpose.

These investments in equity instruments are not held for trading. Instead, they are held for medium to long-term strategic purposes. Accordingly, the directors of the Company have elected to designate these investments in equity instruments as at FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

### 19. 透過其他全面收入按公平值列賬之股本工具／透過損益按公平值列賬之金融資產（續）

#### 透過其他全面收入按公平值列賬之股本工具（續）

附註：

- (i) 於二零一八年十二月三十一日，本集團有責任於未來出售持有四川英華房地產有限公司（「英華房地產」）的16.67%股本權益的間接全資附屬公司以換取現金。出售英華房地產預期於報告期末起計一年內完成，因此，是項透過其他全面收入按公平值列賬的股本投資於二零一八年十二月三十一日分類為流動資產。英華房地產主要於中國從事物業開發。

於截至二零一九年十二月三十一日止年度，於英華房地產的16.67%股權已透過出售一間附屬公司而出售，如附註37所披露。

- (ii) 於截至二零一九年十二月三十一日止年度，有一項對在海外成立的非上市股本證券所作之額外投資6,281,200港元（二零一八年：3,134,800港元）。於二零一九年及二零一八年十二月三十一日，本集團對在中國成立的三家非上市股本證券、在海外成立的兩家非上市股本證券及於香港註冊成立的一家非上市股本證券進行投資，該等投資乃持有作認定的長遠策略用途。

該等股本工具投資並非持作買賣，相反，彼等乃持作中長期策略用途。因此，本公司董事已選擇將該等股本工具投資指定為透過其他全面收入按公平值列賬，原因為彼等認為，確認該等投資於損益反映的公平值的短期波動與本集團為長遠目的持有該等投資及實現其長遠潛在表現的策略不符。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 19. EQUITY INSTRUMENTS AT FVTOCI/FINANCIAL ASSETS AT FVTPL (Continued)

#### Equity instruments at FVTOCI (Continued)

Details of the fair value measurement on equity instruments at FVTOCI are disclosed in note 43.

#### Financial assets at FVTPL

### 19. 透過其他全面收入按公平值列賬之股本工具／透過損益按公平值列賬之金融資產（續）

#### 透過其他全面收入按公平值列賬之股本工具（續）

透過全面收入按公平值列賬之股本工具之公平值計量詳情於附註43披露。

#### 透過損益按公平值列賬之金融資產

	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Listed equity investments in Hong Kong 於香港之上市股本投資	64,833,700	81,244,200
Derivative financial instrument (note) 衍生金融工具（附註）	-	6,651,180
	<b>64,833,700</b>	<b>87,895,380</b>

*Note:* Derivative financial instrument as at 31 December 2018 represented the Group's obligation to dispose of the indirect wholly-owned subsidiary which holds 16.67% equity interest in Yinghua in the future. Such forward contract was classified as financial asset at FVTPL in accordance with HKFRS 9. The disposal of a subsidiary has been completed during the year ended 31 December 2019 as disclosed in note 37.

Details of the fair value measurement on financial assets at FVTPL are disclosed in note 43.

*附註：* 於二零一八年十二月三十一日的衍生金融工具指本集團有責任於未來出售持有英華房地產16.67%股本權益的間接全資附屬公司以換取現金。有關遠期合約根據香港財務報告準則第9號分類為透過損益按公平值列賬之金融資產。出售一間附屬公司已於截至二零一九年十二月三十一日止年度完成，如附註37所披露。

透過損益按公平值列賬之金融資產之公平值計量詳情於附註43披露。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 20. CONTRACT ASSETS

### 20. 合約資產

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Contract assets from Manufacturing and Sales Business	製造及銷售業務的合約資產	19,296,363	15,938,099
Less: allowance for credit loss	減：信貸虧損撥備	(287,626)	(218,921)
		<b>19,008,737</b>	15,719,178

The contract assets primarily relate to the Group's right to consideration from the customers for the manufacturing and sales of printing products. Contract assets arise when the Group has right to consideration for the work completed under relevant contracts and their right is conditioned on factors other than passage of time. The contract assets are transferred to trade receivables upon the delivery and acceptance of products by customers.

Typical payment terms is 60 to 120 days upon delivery.

The Group classifies these contract assets as current assets because the Group expects to realise them in its normal operating cycle which is within 12 months after the end of the reporting period.

Details of the impairment assessment are set out in note 43.

合約資產主要有關本集團就製造及銷售印刷產品向客戶收取代價之權利。合約資產於本集團有權取得根據有關合約所完成工作的代價，且彼等的權利須以時間流逝以外的因素為條件時產生。合約資產於客戶交付及接納產品時轉撥至貿易應收款項。

一般付款期限為交付後60至120日。

本集團將該等合約資產分類為流動資產，原因為本集團預期於正常營運週期（即報告期末後十二個月內）將該等資產變現。

減值評估詳情於附註43披露。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 21. LOANS TO JOINT VENTURES/INTERESTS IN JOINT VENTURES

#### 21. 給予合營公司之貸款／於合營公司之權益

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Costs of investments in unlisted joint ventures	於非上市合營公司之投資成本	16	16
Share of post-acquisition profit and other comprehensive income	應佔收購後溢利及其他全面收入	404,466	413,734
		<b>404,482</b>	413,750
Loan to Reliance Partner Limited ("Reliance Partner") (note i)	給予Reliance Partner Limited (「Reliance Partner」)之貸款 (附註i)	3,222,914	3,215,059
Less: allowance for credit losses (note i)	減：信貸虧損撥備 (附註i)	<b>(3,222,914)</b>	-
		-	3,215,059
Loan to Estate Summit Limited ("Estate Summit") (note ii)	給予Estate Summit Limited (「Estate Summit」)之貸款 (附註ii)	12,170,377	13,945,477
Share of post-acquisition losses and other comprehensive expense	應佔收購後虧損及其他全面開支	<b>(4,411,177)</b>	(4,411,177)
Less: loss recognised (note ii)	減：已確認虧損 (附註ii)	<b>(7,759,200)</b>	(9,534,300)
		-	-
		-	3,215,059
Less: amount repayable within one year shown under current asset	減：流動資產項下所顯示須於一年內償還之金額	-	(3,215,059)
Amount repayable after one year	須於一年後償還之金額	-	-

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 21. LOANS TO JOINT VENTURES/INTERESTS IN JOINT VENTURES (Continued)

Notes:

- (i) Loan to Reliance Partner is classified as current assets as the directors of the Company consider that the loan will be repaid within twelve months as at 31 December 2019. During the year ended 31 December 2019, Reliance Partner defaulted in repayment continuously and no settlement was made for the outstanding balances during the year. The management of the Group considered that the credit risk on the loan to this joint venture significantly increased during the year. In view of this, the management started to assess the ECL on loan to Reliance Partner changing from 12-month ECL to lifetime ECL during the year ended 31 December 2019. In view of the probability of the default is no longer insignificant as at 31 December 2019, an impairment losses of HK\$3,222,914 was recognised.
- (ii) Loan to Estate Summit is considered as a net investment, the Group has recognised its share of loss of Estate Summit in excess of the cost of investment against its loan as at 31 December 2019 and 2018. During the year ended 31 December 2019, the Group has recognised a gain of HK\$1,775,100 on the loan to Estate Summit due to the settlement from Estate Summit. During the year ended 31 December 2018, the Group recognised a loss of HK\$1,391,092 on the loan to Estate Summit.

Details of impairment assessment of loan to a joint venture for the year ended 31 December 2019 are set out in note 43.

### 21. 給予合營公司之貸款／於合營公司之權益（續）

附註：

- (i) 於二零一九年十二月三十一日，給予Reliance Partner之貸款已分類為流動資產，原因是本公司董事認為有關貸款將於十二個月內償還。於截至二零一九年十二月三十一日止年度，Reliance Partner持續違約還款且於年內並無結清未償還結餘。本集團管理層認為，於年內有關給予該合營公司之貸款的信貸風險大幅增大。有鑒於此，於截至二零一九年十二月三十一日止年度，管理層開始評估給予Reliance Partner之貸款的預期信貸虧損由十二個月預期信貸虧損變更為全期預期信貸虧損。鑒於違約的可能性於二零一九年十二月三十一日不再甚微，減值虧損3,222,914港元予以確認。
- (ii) 給予Estate Summit之貸款被認為是淨投資，於二零一九年及二零一八年十二月三十一日，本集團已確認其分佔之Estate Summit虧損超過於其貸款的投資成本。於截至二零一九年十二月三十一日止年度，由於Estate Summit結清有關款項，本集團已確認給予Estate Summit之貸款的收益1,775,100港元。截至二零一八年十二月三十一日止年度，本集團確認給予Estate Summit之貸款虧損1,391,092港元。

截至二零一九年十二月三十一日止年度給予合營公司之貸款的減值評估詳情載列於附註43。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 21. LOANS TO JOINT VENTURES/INTERESTS IN JOINT VENTURES (Continued)

As at 31 December 2019 and 2018, the Group had interests in the following joint ventures:

Name of entity 實體名稱	Form of business structure 業務結構形式	Country of incorporation 註冊成立國家	Principal place of operation 主要營業地點	Class of share held 所持股份類別	Proportion of nominal value of issued capital held by the Group 本集團所持已發行股本面值比例		Proportion of voting power held 所持投票權比例		Principal activities 主要業務
					2019 二零一九年 %	2018 二零一八年 %	2019 二零一九年 %	2018 二零一八年 %	
Reliance Partner Limited	Incorporated 註冊成立	Anguilla 安圭拉	Hong Kong 香港	Ordinary 普通股	50	50	50	50	Investment holding 投資控股
Estate Summit	Incorporated 註冊成立	British Virgin Islands ("BVI") 英屬處女群島 ([英屬處女群島])	Hong Kong 香港	Ordinary 普通股	50	50	50	50	Office sub-leasing at Hong Kong 於香港進行辦公室分租

#### Summarised financial information of material joint venture

Summarised financial information in respect of the Group's material joint venture is set out below. The summarised financial information below represents amounts shown in the joint venture's financial statements prepared in accordance with HKFRSs.

The joint ventures are accounted for using the equity method in these consolidated financial statements.

#### Estate Summit

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Current assets	流動資產	144,924	3,363,168
Current liabilities	流動負債	(12,149,389)	(15,311,757)
Net liabilities	負債淨值	(12,004,465)	(11,948,589)

### 21. 給予合營公司之貸款／於合營公司之權益 (續)

於二零一九年及二零一八年十二月三十一日，本集團於以下合營公司擁有權益：

#### 重大合營公司之財務資料概要

本集團重大合營公司之財務資料概要載列如下。以下財務資料概要反映該等合營公司按照香港財務報告準則編製之財務報表所示金額。

於此等綜合財務報表內，該等合營公司乃使用權益法入賬。

#### Estate Summit

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 21. LOANS TO JOINT VENTURES/INTERESTS IN JOINT VENTURES (Continued)

##### Summarised financial information of material joint venture (Continued)

##### *Estate Summit (Continued)*

The above amounts of assets and liabilities include the following:

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Cash and cash equivalents	現金及現金等值	118,717	1,824,778
Current financial liabilities (excluding trade and other payables and provisions)	流動金融負債 (不包括貿易及 其他應付款項及撥備)	12,149,389	13,919,389
Income	收入	590,328	4,419,266
Loss for the year	年度虧損	(55,876)	(3,126,236)
Cumulative unrecognised share of loss	累積未確認應佔虧損	(1,591,056)	(1,563,118)

The above loss for the year includes the following:

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Depreciation of property, plant and equipment	物業、廠房及設備折舊	-	919,341
Impairment of property, plant and equipment	物業、廠房及設備減值	-	1,092,571

#### 21. 給予合營公司之貸款／於合營公司之權益 (續)

##### 重大合營公司之財務資料概要 (續)

##### *Estate Summit (續)*

上述資產及負債金額包括下列各項：

上述年度虧損包括以下項目：

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 21. LOANS TO JOINT VENTURES/INTERESTS IN JOINT VENTURES (Continued)

##### Summarised financial information of material joint venture (Continued)

##### *Estate Summit (Continued)*

Reconciliation of the above summarised financial information to the carrying amount of the interest in Estate Summit:

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Net liabilities of Estate Summit	Estate Summit負債淨額	<b>(12,004,465)</b>	(11,948,589)
Proportion of the Group's ownership interest in Estate Summit	本集團於Estate Summit之擁有權權益比例	<b>50%</b>	50%
Group's share of net liabilities of Estate Summit	本集團應佔Estate Summit之負債淨額	<b>(6,002,233)</b>	(5,974,295)

##### Aggregate information of joint venture that is not individually material

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
The Group's share of loss	本集團應佔虧損	<b>9,268</b>	7,518

#### 21. 給予合營公司之貸款／於合營公司之權益 (續)

##### 重大合營公司之財務資料概要 (續)

##### *Estate Summit (續)*

上述財務資料概要與於Estate Summit權益之賬面值對賬：

##### 個別並不重大之合營公司匯總資料

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 22. INVENTORIES

#### 22. 存貨

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Raw materials	原材料	14,220,571	20,053,326
Finished goods	製成品	10,113,703	12,456,827
		<b>24,334,274</b>	32,510,153

During the year ended 31 December 2019, certain finished goods were damaged and as a result, a write-down of inventories of HK\$791,079 (2018: HK\$52,585) has been recognised and included in cost of sales in the current year.

於截至二零一九年十二月三十一日止年度，若干製成品被損壞。因此，已確認存貨撇減791,079港元（二零一八年：52,585港元），並計入本年度的銷售成本中。

#### 23. PROPERTIES UNDER DEVELOPMENT FOR SALE

#### 23. 待售發展中物業

		HK\$ 港元
Carrying amount at 1 January 2018	於二零一八年一月一日的賬面值	45,351,716
Exchange differences	匯兌差額	(2,026,500)
Carrying amount at 31 December 2018	於二零一八年十二月三十一日的賬面值	43,325,216
Exchange differences	匯兌差額	(726,865)
Carrying amount at 31 December 2019	於二零一九年十二月三十一日的賬面值	42,598,351

The properties under development for sale of the Group are situated on the land located in the PRC.

本集團之待售發展中物業位於中國之土地上。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 23. PROPERTIES UNDER DEVELOPMENT FOR SALE (Continued)

The properties under development for sale are developed on the land in the PRC owned by 清遠市中清房地產開發有限公司 (“Zhongqing”), a non-wholly-owned subsidiary of the Company. On 18 June 2014, 深圳市中星國盛投資發展有限公司 (“Zhongxing Guosheng”), a wholly-owned subsidiary of the Company and the immediate holding company of Zhongqing, initiated civil proceedings against Zhongqing in the 深圳市寶安區人民法院 (“People’s Court of Baoan District”) for the repayment of the shareholder’s loan owing by Zhongxing Guosheng of RMB23,479,330. On 19 June 2014, pursuant to an application made by Zhongxing Guosheng to freeze and preserve assets of Zhongqing in the total value of RMB23,400,000, an order was granted by the People’s Court of Baoan District to freeze and preserve the lands owned by Zhongqing during the period from 24 June 2014 to 23 June 2016 (“Freeze Order”).

On 15 October 2014, the Group received the civil mediation document (民事調解書) issued by the People’s Court of Baoan District that (i) both Zhongqing and the Group confirmed the shareholder’s loan was in sum of RMB23,479,330; (ii) Zhongqing agreed to repay to Zhongxing Guosheng the sum of RMB23,479,330 together with the interests accrued from 18 June 2014 until the date of repayment within 15 days after the effective date of the civil mediation document (i.e. 15 October 2016); and (iii) if Zhongqing fails to repay the amount stated in (ii) in full on time, the Group has the right to request Zhongqing to pay default interests calculated at two times of the lending rate of the People’s Bank of China over the same period.

On 27 May 2016, the Group received the assistance execution notice (協助執行通知書) issued by the People’s Court of Baoan District to freeze and preserve the land owned by Zhongqing during the period from 13 June 2016 to 12 June 2019.

### 23. 待售發展中物業 (續)

待售發展中物業於由清遠市中清房地產開發有限公司(「中清房地產」, 本公司之非全資附屬公司)於中國擁有之土地上發展。於二零一四年六月十八日, 深圳市中星國盛投資發展有限公司(「中星國盛」, 本公司之全資附屬公司及中清房地產之直接控股公司)就償還結欠中星國盛之股東貸款人民幣23,479,330元向深圳市寶安區人民法院(「寶安區人民法院」)對中清房地產提出民事訴訟。於二零一四年六月十九日, 因應中星國盛申請凍結及保存中清房地產價值合共人民幣23,400,000元之資產, 寶安區人民法院頒令, 於二零一四年六月二十四日至二零一六年六月二十三日期間凍結及保存中清房地產擁有之土地(「凍結令」)。

於二零一四年十月十五日, 本集團收到由寶安區人民法院所發出之民事調解書, 內容為(i)中清房地產及本集團均確認股東貸款為人民幣23,479,330元; (ii)中清房地產已同意於民事調解書生效日期後15天(即二零一六年十月十五日)內向中星國盛償還人民幣23,479,330元, 連同由二零一四年六月十八日起至還款日期止累計之利息; 及(iii)倘中清房地產未能準時全數償還(ii)所載之款項, 則本集團有權要求中清房地產支付違約利息, 金額乃按同一期間中國人民銀行借貸利率之兩倍計算。

於二零一六年五月二十七日, 本集團收到由寶安區人民法院發出的協助執行通知書, 以於二零一六年六月十三日至二零一九年六月十二日期間凍結及保存中清房地產擁有之土地。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 23. PROPERTIES UNDER DEVELOPMENT FOR SALE (Continued)

On 15 May 2019, the Group received the notice of seizure period (查封期限通知書) issued by the People's Court of Baoan District to freeze and preserve the land owned by Zhongqing during the period from 13 May 2019 to 12 May 2022 (the "Updated Freeze Order").

At the date of this report, the shareholder's loan has not yet been settled by Zhongqing. In the opinion of the directors of the Company, the Updated Freeze Order is for the purpose of securing the Group's rights and to ensure that Zhongqing has sufficient assets to repay the shareholder's loan to the Zhongxing Guosheng. Therefore, the directors of the Company considered there is no impairment on both the properties under development for sale and the shareholder's loan. Zhongxing Guosheng can withdraw the court order for the repayment of the shareholder's loan and then release the Updated Freeze Order from the People's Court of Baoan District at any time and Zhongxing Guosheng remains in control over Zhongqing as its operation other than the construction on the land owned by Zhongqing is not affected by the Freeze Order or the Updated Freeze Order.

### 23. 待售發展中物業 (續)

於二零一九年五月十五日，本集團接獲寶安區人民法院發出之查封期限通知書，以於二零一九年五月十三日至二零二二年五月十二日期間凍結及保存中清擁有之土地（「最新凍結令」）。

於本報告日期，中清房地產尚未清償股東貸款。本公司董事認為，更新凍結令旨在保障本集團之權利，確保中清房地產備有足夠資產向中星國盛償還股東貸款。因此，本公司董事認為待售發展中物業及股東貸款概無減值。中星國盛可以隨時撤回法院就償還股東貸款作出的頒令，然後解除寶安區人民法院頒佈的更新凍結令，中星國盛仍可控制中清房地產，因為除於中清房地產所擁有土地上的建造外，其營運不受凍結令或更新凍結令的影響。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 24. TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

#### 24. 貿易及其他應收款項、預付款項以及訂金

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元 (Re-presented) (經重列)
Trade receivables	貿易應收款項	<b>137,764,692</b>	163,487,237
Less: allowance for credit losses	減：信貸虧損撥備	<b>(2,295,719)</b>	(16,430,691)
		<b>135,468,973</b>	147,056,546
Receivables with brokers' houses	經紀行應收款項	<b>457,856</b>	634,093
Deposits and other receivables	訂金及其他應收款項	<b>13,820,892</b>	12,719,996
Other tax recoverable	其他可收回稅項	<b>3,446,943</b>	3,436,230
Prepayments	預付款項	<b>10,638,460</b>	13,412,360
		<b>163,833,124</b>	177,259,225
Analysed for reporting purposes as:	就報告用途分析為：		
Current assets	流動資產	<b>159,113,114</b>	172,847,625
Non-current assets	非流動資產	<b>4,720,010</b>	4,411,600
		<b>163,833,124</b>	177,259,225

As at 1 January 2018, trade receivables from contracts with customers amounted to HK\$152,122,389.

於二零一八年一月一日，來自與客戶訂立之合約之貿易應收款項為152,122,389港元。

The Group's credit terms on Manufacturing and Sales Business and Trading Business generally range from 60 to 90 days. Credit period of 120 days is granted to a few customers of the Manufacturing and Sales Business with whom the Group has a good business relationship and who are in sound financial condition. The Group allows an average credit period of 60 to 90 days to its customers of Music and Entertainment Business. The following is an ageing analysis of the trade receivables net of allowance for credit losses presented based on the invoice date at the end of the reporting period.

本集團製造及銷售業務以及貿易業務之信貸期限一般介乎60至90日。少數與本集團有良好業務關係且財務狀況良好之製造及銷售業務客戶可享有120日之信貸期。本集團給予音樂及娛樂業務客戶之信貸期限平均為60至90日。以下為於報告期末根據發票日期呈列之貿易應收款項（已扣除信貸虧損撥備）賬齡分析。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 24. TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS (Continued)

#### 24. 貿易及其他應收款項、預付款項以及訂金（續）

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Manufacturing and Sales Business and Trading Business: 製造及銷售業務以及貿易業務：			
0 – 30 days	0至30日	<b>72,774,483</b>	76,230,986
31 – 60 days	31至60日	<b>32,715,228</b>	36,395,013
61 – 90 days	61至90日	<b>20,317,316</b>	24,413,368
Over 90 days	超過90日	<b>8,376,318</b>	7,817,443
		<b>134,183,345</b>	144,856,810
Music and Entertainment Business: 音樂及娛樂業務：			
0 – 30 days	0至30日	<b>821,801</b>	1,379,153
31 – 60 days	31至60日	<b>77,990</b>	245,948
61 – 90 days	61至90日	<b>266,194</b>	24,136
Over 90 days	超過90日	<b>119,643</b>	550,499
		<b>1,285,628</b>	2,199,736
Total trade receivables	貿易應收款項總額	<b>135,468,973</b>	147,056,546

Trade receivables of approximately HK\$31,158,000 (2018: HK\$32,481,000) were denominated in United States dollars ("USD") as at 31 December 2019, the currency other than the functional currency of the respective group entities.

於二零一九年十二月三十一日，為數約31,158,000港元（二零一八年：32,481,000港元）之貿易應收款項以美元（「美元」）為單位，該貨幣並非個別集團實體之功能貨幣。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 24. TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS (Continued)

As at 31 December 2019, included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK\$8,495,961 (2018: HK\$8,367,942) which are past due as at the reporting date. Out of the past due balances, HK\$78,017 (2018: HK\$2,038,551) has been past due 90 days or more and is not considered as in default. With reference to the historical records, past experience and also available reasonable and supportive forward-looking information to those customers, the directors of the Company do not consider these receivables as credit-impaired as these customers have a good business relationship with the Group and recurring overdue records of these customers with satisfactory settlement history.

Rental deposit paid of HK\$594,686 (2018: nil) in respect of the non-cancellable short-term operating lease with a related party as disclosed in note 41 is included in deposits and other receivables as at 31 December 2019.

Details of impairment assessment of trade and other receivables and deposits for the year ended 31 December 2019 are set out in note 43.

#### 24. 貿易及其他應收款項、預付款項以及訂金（續）

於二零一九年十二月三十一日，本集團之貿易應收款項結餘中，包括賬面總額8,495,961港元（二零一八年：8,367,942港元）之應收款項，該等應收款項於報告日期已逾期。在逾期結餘中，78,017港元（二零一八年：2,038,551港元）已逾期90日或以上，且並非視為違約。經參考該等客戶的歷史記錄、過往經驗以及可獲得的合理及有依據前瞻性資料，本公司董事並不認為該等應收款項已出現信貸減值，原因為該等客戶與本集團維持良好業務關係，且該等客戶的經常性逾期記錄表明其還款記錄理想。

誠如附註41所披露，就與一名關連方簽訂的不可撤銷短期經營租賃已付之租金按金594,686港元（二零一八年：無）計入於二零一九年十二月三十一日之訂金及其他應收款項。

截至二零一九年十二月三十一日止年度的貿易及其他應收款項以及訂金的減值評估詳情載於附註43。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 25. LOANS RECEIVABLE

#### 25. 應收貸款

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Fixed-rate loans receivable	應收定息貸款	<b>68,934,393</b>	80,750,879
Less: allowance for credit losses	減：信貸虧損撥備	<b>(1,348,580)</b>	-
		<b>67,585,813</b>	80,750,879
Analysed for reporting purposes as:	就呈報目的分析為：		
Current assets	流動資產	<b>44,575,290</b>	80,750,879
Non-current assets	非流動資產	<b>23,010,523</b>	-
		<b>67,585,813</b>	80,750,879

The loans receivable has contractual maturity with one to two years (2018: within one year) as at 31 December 2019. The average interest rate for the fixed-rate loans receivable was ranging from 5% to 24% (2018: 5% to 20%) per annum.

於二零一九年十二月三十一日，應收貸款的合約到期日為一至兩年（二零一八年：一年內）。定息應收貸款之平均年利率介乎5%至24%（二零一八年：5%至20%）。

There is no loans receivable which was past due at the end of the reporting period.

於報告期末，並無已逾期但尚未減值之應收貸款。

Loans receivable of HK\$41,097,461 (2018: HK\$76,553,412) as at 31 December 2019 is secured by properties located in Hong Kong. The fair values of these properties are higher than the carrying amounts of the respective loans receivable. The Group is not permitted to sell or repledge the properties in the absence of default by the borrower. There has not been any significant changes in the quality of the collateral held for the loans receivable. The Group has not recognised a loss allowance for the loans receivable as a result of these collaterals.

於二零一九年十二月三十一日應收貸款41,097,461港元（二零一八年：76,553,412港元）已由位於香港的物業作抵押。該等物業的公平值較相關應收貸款的賬面值為高。在借款人未違約的情況下，本集團不得出售或再抵押該等物業。就該等應收貸款所持有的抵押品質素並無任何重大變動。本集團並無因該等抵押品而確認應收貸款的虧損撥備。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 25. LOANS RECEIVABLE (Continued)

Loans receivable of HK\$23,010,523 as at 31 December 2019 is secured by the entire issued share capital of immediate holding company of the borrower and guaranteed by the son of the ultimate beneficial owner of the borrower. The grant of this loan is disclosed in note 37. The remaining loans receivable of HK\$3,477,829 (2018: HK\$4,197,467) are unsecured.

Loss allowance of HK\$1,348,580 (2018: nil) have been recognised in respect of these loans receivables during the year ended 31 December 2019.

Details of impairment assessment of loans receivable for the year ended 31 December 2019 are set out in note 43.

#### 26. AMOUNTS DUE FROM RELATED COMPANIES

The amounts due from related companies represent trade related balances from two related companies. One of the related companies is controlled by Dr. SUEK Chai Kit, Christopher ("Dr. SUEK") and another one is held as to 52.47% by the trustee of a discretionary trust of which the immediate family member of Mr. SUEK Ka Lun, Ernie is one of the discretionary objects. The Group's credit term of 30 days has been granted to the related companies.

As at 1 January 2018, amounts due from related companies amounted to HK\$1,310,456.

#### 25. 應收貸款 (續)

於二零一九年十二月三十一日之應收貸款23,010,523港元乃以借款人的直接控股公司的全部已發行股本作抵押，並由該借款人的最終實益擁有人之兒子作擔保。此貸款的授出於附註37所披露。餘下應收貸款3,477,829港元(二零一八年：4,197,467港元)乃無抵押。

於截至二零一九年十二月三十一日止年度，已就該等應收貸款確認減值撥備1,348,580港元(二零一八年：無)。

截至二零一九年十二月三十一日止年度的應收貸款的減值評估詳情載於附註43。

#### 26. 應收關連公司款項

應收關連公司款項指兩家關連公司的貿易相關結餘。其中一家關連公司由薛濟傑博士(「薛博士」)控制，而另一家關連公司由一項全權信託之受託人擁有52.47%權益，而薛嘉麟先生的直系家庭成員乃該全權信託對象之一。本集團向關連公司授予30日之信貸期。

於二零一八年一月一日，應收關連公司款項為1,310,456港元。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 26. AMOUNTS DUE FROM RELATED COMPANIES (Continued)

The following is an ageing analysis of the amounts due from related companies presented based on the invoice date at the end of the reporting period.

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
0 – 30 days	0至30日	–	876,200
31 – 60 days	31至60日	–	592,086
61 – 90 days	61至90日	–	150,000
91 – 180 days	91至180日	–	330,000
Over 180 days	超過180日	1,303,402	484,808
		1,303,402	2,433,094

As at 31 December 2019, included in the Group's amounts due from related companies balance with aggregate carrying amount of HK\$1,303,402 (2018: HK\$1,556,894) which are past due as at the reporting date. Out of the past due balances, HK\$1,303,402 (2018: HK\$484,808) has been past due 90 days or more and is not considered as in default. Subsequent to 31 December 2019, the Group has agreed with the related companies on the repayment schedules of the outstanding receivables. As the Group has good understanding on the financial position of the related companies and recurring overdue records of the related companies with satisfactory settlement history. Thus, no allowance for ECL is provided as the amount is insignificant.

Details of impairment assessment of trade related amounts due from related companies for the year ended 31 December 2019 are set out in note 43.

#### 26. 應收關連公司款項 (續)

以下為於報告期末根據發票日期呈列之應收關連公司款項之賬齡分析。

於二零一九年十二月三十一日，應收關連公司款項結餘中，包括於報告日期已逾期的賬面總額1,303,402港元（二零一八年：1,556,894港元）之應收關連公司款項。在逾期結餘中，1,303,402港元（二零一八年：484,808港元）已逾期90日或以上，且並非視為違約。於二零一九年十二月三十一日之後，本集團與關連公司協定未償還應收款項的還款時間表，原因為本集團對該等關連公司的財務狀況瞭如指掌，且該等關連公司的經常性逾期記錄表明其還款記錄理想。因此，並無就預期信貸虧損計提撥備，原因為該筆款項並不重大。

截至二零一九年十二月三十一日止年度的應收關連公司的貿易相關款項減值評估詳情載於附註43。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 27. SHORT-TERM BANK DEPOSITS/CASH AND CASH EQUIVALENTS

Short-term bank deposits and cash and cash equivalents comprise cash held by the Group and bank deposits with an original maturity of three months or less. As at 31 December 2019, bank balances and short-term bank deposits of approximately HK\$6,981,000 (2018: HK\$19,073,000), HK\$3,226,000 (2018: HK\$4,607,000), and HK\$98,000 (2018: HK\$258,000) were denominated in USD, HK\$ and RMB respectively and bank balances of approximately HK\$613,000 were denominated in Euro ("EURO") as at 31 December 2018, the currencies other than the functional currency of the respective group entities.

Furthermore, included in the short-term bank deposits and cash and cash equivalents are amounts denominated in RMB of approximately HK\$123,161,000 (2018: HK\$119,321,000), which are not freely convertible into other currencies.

The bank balances and short-term bank deposits carry interest rates with a range from 0.1% to 2.5% (2018: 0.1% to 2.5%) per annum.

For the year ended 31 December 2019, the Group performed impairment assessment on short-term bank deposits and cash and cash equivalents and concluded that the probability of defaults of the counterparty banks are insignificant and accordingly, no allowance for credit losses is provided.

Details of impairment assessment of short-term bank deposits and cash and cash equivalents for the year ended 31 December 2019 are set out in note 43.

### 27. 短期銀行存款／現金及現金等值

短期銀行存款以及現金及現金等值包括本集團所持現金及原到期日為三個月或以下之銀行存款。於二零一九年十二月三十一日，為數約6,981,000港元（二零一八年：19,073,000港元）、3,226,000港元（二零一八年：4,607,000港元）及98,000港元（二零一八年：258,000港元）之銀行結餘及短期銀行存款分別以美元、港元及人民幣計值，而為數約613,000港元之銀行結餘於二零一八年十二月三十一日以歐元（「歐元」）計值，有關貨幣均非個別集團實體之功能貨幣。

此外，短期銀行存款以及現金及現金等值包括約123,161,000港元（二零一八年：119,321,000港元）以人民幣計值之款項，該筆款項不可自由兌換為其他貨幣。

銀行結餘及短期銀行存款按年利率介乎0.1%至2.5%（二零一八年：0.1%至2.5%）計息。

於截至二零一九年十二月三十一日止年度，本集團對短期銀行存款以及現金及現金等值進行減值評估，並斷定對手方銀行違約的可能性甚微。因此，並無就信貸虧損計提撥備。

截至二零一九年十二月三十一日止年度的短期銀行存款以及現金及現金等值的減值評估詳情載於附註43。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 28. TRADE AND OTHER PAYABLES AND ACCRUALS

The following is an ageing analysis of trade payables presented based on the invoice date at the end of the reporting period.

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
0 – 30 days	0至30日	50,325,121	38,980,474
31 – 60 days	31至60日	6,965,381	11,879,341
61 – 90 days	61至90日	3,063,315	4,100,484
Over 90 days	超過90日	3,352,350	4,092,557
		<b>63,706,167</b>	59,052,856
Accrued expenses and other payables	應計開支及其他應付款項	<b>36,440,585</b>	34,088,311
Refundable deposit received for potential disposal of a subsidiary	就可能出售一家附屬公司所收取的可退還訂金	–	15,000,000
		<b>100,146,752</b>	108,141,167

The credit period ranges from 90 days to 120 days. The Group has financial risk management policies in place to ensure that all payables are within the credit timeframe.

Trade and other payables of approximately HK\$3,958,000 (2018: HK\$4,180,000) and HK\$498,000 (2018: HK\$956,000) were denominated in RMB and USD respectively, the currencies other than the functional currency of the respective group entities, as at 31 December 2019.

Rental deposit received of HK\$370,000 (2018: HK\$1,110,000) in respect of the non-cancellable operating leases with a related party as disclosed in note 38 is included in other payables as at 31 December 2019.

### 28. 貿易及其他應付款項以及應計款項

以下為於報告期末根據發票日期載列之貿易應付款項的賬齡分析。

信貸期介乎90日至120日。本集團已制定財務風險管理政策，以確保所有應付款項按期支付。

於二零一九年十二月三十一日，為數約3,958,000港元（二零一八年：4,180,000港元）及498,000港元（二零一八年：956,000港元）之貿易及其他應付款項分別以人民幣及美元計值，而有關貨幣均並非個別集團實體之功能貨幣。

附註38所披露就與一名關連人士所訂立的不可撤銷經營租賃收取的租金按金370,000港元（二零一八年：1,110,000港元）已計入於二零一九年十二月三十一日之其他應付款項中。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 29. LEASE LIABILITIES

#### 29. 租賃負債

		2019 二零一九年 HK\$ 港元
Lease liabilities payable:	應付租賃負債：	
Within one year	於一年內	6,452,993
Within a period of more than one year but not more than two years	超過一年但不超過兩年的期間內	6,088,746
Within a period of more than two years but not more than five years	超過兩年但不超過五年的期間內	8,585,066
Within a period of more than five years	超過五年的期間內	33,504,809
		<b>54,631,614</b>
Less: Amount due for settlement with 12 months shown under current liabilities	減：於流動負債項下列示的12個月內 到期償還款項	<b>(6,452,993)</b>
Amount due for settlement after 12 months shown under non-current liabilities	於流動負債項下列示的12個後到期 償還款項	<b>48,178,621</b>
Lease obligations that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:	以相關集團實體的功能貨幣之外的 貨幣計值的租賃負債載於下 文：	
		RMB HK\$ 人民幣 港元
As at 31 December 2019	於二零一九年十二月三十一日	36,560,280

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 30. CONTRACT LIABILITIES

### 30. 合約負債

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Contract liabilities from Trading Business	來自貿易業務的合約負債	685,883	—
Contract liabilities from Music and Entertainment Business	來自音樂及娛樂業務的合約負債	552,917	—
Contract liabilities from Manufacturing and Sales Business	來自製造及銷售業務的合約負債	3,396,802	3,330,271
		<b>4,635,602</b>	3,330,271

Contract liabilities are classified as current liabilities because the Group expects to settle them within 12 months after the end of the reporting period.

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

When the Group receives a deposit before the printing products delivery, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the specific contract exceeds the amount of the deposit. The Group receives a 10% to 30% deposit on acceptance of orders for trading of printing products from certain customers.

When the Group receives a deposit before the completion of concert and show, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the specific contract exceeds the amount of the deposit. The Group receives a 10% to 30% deposit on from certain customers when the contract for concert and show signed.

When the Group receives a deposit before the manufacturing of printing product commences, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the relevant contract exceeds the amount of the deposit. The Group receives a 10% to 50% deposit on acceptance of manufacturing orders from certain customers.

合約負債分類為流動負債，原因為本集團預期於報告期末後十二個月內償付合約負債。

對已確認合約負債金額產生影響的一般支付條款如下：

當本集團於印刷產品交付前收到訂金，則此將於合約開始時產生合約負債，直至就指定合約確認的收益超過訂金金額。本集團於自若干客戶收到印刷產品貿易訂單後收取10%至30%的訂金。

當本集團於演唱會和表演完成前收到訂金，則此將於合約開始時產生合約負債，直至就指定合約確認的收益超過訂金金額。本集團於演唱會和表演的合約經簽署時自若干客戶收取10%至30%的訂金。

當本集團於製造印刷產品開始前收到訂金，則此將於合約開始時產生合約負債，直至就指定合約確認的收益超過訂金金額。本集團於自若干客戶收到製造訂單後收取10%至50%的訂金。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 30. CONTRACT LIABILITIES (Continued)

The following table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities.

### 30. 合約負債 (續)

下表列示於本年度確認的收益金額，涉及結轉合約負債。

HK\$  
港元

<b>For the year ended 31 December 2019</b>	<b>截至二零一九年十二月三十一日 止年度</b>	
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	計入年初合約負債結餘的 已確認收益	3,330,271
<b>For the year ended 31 December 2018</b>	<b>截至二零一八年十二月三十一日 止年度</b>	
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	計入年初合約負債結餘的 已確認收益	8,202,299

### 31. AMOUNT DUE TO A NON-CONTROLLING SHAREHOLDER OF A SUBSIDIARY

The amount is unsecured, interest-free and repayable on demand.

### 31. 應付一家附屬公司一名非控股股東款項

該筆款項為無抵押、免息及須按要求償還。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 32. AMOUNT DUE TO A RELATED COMPANY

#### 32. 應付一家關連公司款項

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Carrying amount that is repayable:	應償還賬面值：		
– within one year	– 一年內	<b>165,848</b>	129,334
– over one year but less than two years	– 超過一年但少於兩年	<b>45,807</b>	62,551
– over two years but less than five years	– 超過兩年但少於五年	<b>112,376</b>	140,114
– over five years	– 超過五年	<b>110,986</b>	125,813
		<b>435,017</b>	457,812
Less: Amount due for settlement within one year (shown under current liabilities)	減：一年內到期償還款項（於流動負債項下列示）	<b>(165,848)</b>	(129,334)
Amount due for settlement after one year	一年後到期償還款項	<b>269,169</b>	328,478

The amount is unsecured and fixed-interest bearing at a range from 18% – 20% per annum (2018: 18% – 20% per annum). The related company is controlled by Mr. SUEK Ka Lun, Ernie, who is a director of the Company.

該筆款項為無抵押、按固定年利率介乎18%至20%（二零一八年：年利率18%至20%）計息。該關連公司由本公司董事薛嘉麟先生控制。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 33. BANK BORROWINGS

#### 33. 銀行借貸

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Secured bank borrowings	有抵押銀行借貸	<b>92,168,478</b>	86,807,056
The carrying amount of bank borrowings (shown under current liabilities) contains a repayment on demand clause:	包含按要求償還條款之銀行借貸之賬面值（於流動負債項下列示）：		
– Within one year	– 一年內	<b>41,923,771</b>	46,053,281
– Within a period of more than one year, but not exceeding two years	– 超過一年但不超過兩年的期間內	<b>13,577,523</b>	1,449,600
– Within a period of more than two years, but not exceeding five years	– 超過兩年但不超過五年的期間內	<b>36,667,184</b>	39,304,175
		<b>92,168,478</b>	86,807,056
Less: Amount due within one year shown under current liabilities	減：於流動負債項下列示之一年內到期款項	<b>(92,168,478)</b>	(86,807,056)
Amount due after one year	一年後到期款項	–	–

Details of the pledged assets for the secured bank borrowings are disclosed in notes 16 and 18.

有抵押銀行借貸的抵押資產詳情於附註16及18披露。

The secured bank borrowings carry interest at Hong Kong Interbank Offered Rate (“HIBOR”) plus 1.25% to 2.5% (2018: 1.85% to 2.5%) per annum.

有抵押銀行借貸按香港銀行同業拆息加1.25%至2.5%（二零一八年：1.85%至2.5%）之年利率計息。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 34. DEFERRED TAXATION

The following are the major deferred tax liabilities (asset) recognised and movements thereon during the current year and prior years:

		Accelerated tax depreciation	Tax losses	Change in fair value of financial assets at FVTPL 透過損益 按公平值 列賬之 金融資產的 公平值變動	Others	Total
		加速 稅務折舊 HK\$ 港元	稅務虧損 HK\$ 港元	公平值變動 HK\$ 港元	其他 HK\$ 港元 (Note) (附註)	總計 HK\$ 港元
At 1 January 2018	於二零一八年一月一日	3,428,747	(5,588,687)	10,539,375	2,342,966	10,722,401
Charge (credit) to profit or loss for the year	扣自(撥入)本年損益	170,120	(679,063)	(4,432,721)	4,856,786	(84,878)
Exchange adjustments	匯兌調整	-	-	-	(29,578)	(29,578)
At 31 December 2018	於二零一八年十二月三十一日	3,598,867	(6,267,750)	6,106,654	7,170,174	10,607,945
Charge (credit) to profit or loss for the year	扣自(撥入)本年損益	1,997,803	1,688,842	(1,688,842)	(4,476,744)	(2,478,941)
Exchange adjustments	匯兌調整	-	-	-	(37,799)	(37,799)
At 31 December 2019	於二零一九年十二月三十一日	5,596,670	(4,578,908)	4,417,812	2,655,631	8,091,205

*Note:* As at 31 December 2019, the deferred tax liabilities are arising from the revaluation of investment properties upon change of use of certain premises from owner-occupation to leasing out for rental income and the temporary difference arising from the revenue recognised over time from manufacturing and sales of printing products for PRC subsidiaries under HKFRS15.

### 34. 遞延稅項

以下為於本年度及過往年度確認之主要遞延稅項負債(資產)及其變動:

*附註:* 於二零一九年十二月三十一日,遞延稅項負債乃於若干物業的用途由自用轉為出租以賺取租金收入時對投資物業進行重估時產生,而臨時差額於根據香港財務報告準則第15號隨著時間確認來自中國附屬公司印刷產品製造及銷售的收益時產生。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 34. DEFERRED TAXATION (Continued)

At the end of the reporting period, the Group has estimated unused tax losses of approximately HK\$280,501,000 (2018: HK\$231,101,000) available to offset against future profits. A deferred tax asset has been recognised in respect of approximately HK\$27,751,000 (2018: HK\$37,986,000) of the tax losses. No deferred tax asset has been recognised in respect of the remaining tax losses of HK\$252,750,000 (2018: HK\$193,115,000) due to the unpredictability of future profit streams. Included in unused tax losses of HK\$16,149,000 (2018: HK\$24,101,000) that can be carried forward for five years from the year in which the losses arose. Other losses may be carried forward indefinitely.

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to retained profits of the PRC subsidiaries amounting to approximately HK\$79,198,000 (2018: HK\$54,341,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

#### 34. 遞延稅項 (續)

於報告期末，本集團可供抵銷未來溢利之估計未動用稅務虧損約為280,501,000港元（二零一八年：231,101,000港元）。本集團已就為數約27,751,000港元（二零一八年：37,986,000港元）之稅務虧損確認遞延稅項資產。由於難以預測未來溢利流量，故並無就其餘稅務虧損252,750,000港元（二零一八年：193,115,000港元）確認遞延稅項資產。計入未動用稅項虧損16,149,000港元（二零一八年：24,101,000港元），有關虧損可由虧損產生年度起結轉五年。其他虧損可無限期結轉。

根據中國企業所得稅法，中國附屬公司由二零零八年一月一日起賺取之溢利宣派之股息須繳納預扣稅。由於本集團可控制中國附屬公司累計溢利所產生之臨時差額之撥回時間，且臨時差額不大可能於可見將來撥回，故並無於綜合財務報表內就約79,198,000港元（二零一八年：54,341,000港元）之臨時差額作出遞延稅項撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 35. SHARE CAPITAL

		Number of shares 股份數目	HK\$ 港元
Shares of HK\$0.01 each	每股面值0.01港元之股份		
Authorised:	法定：		
At 1 January 2018, 31 December 2018 and 2019	於二零一八年一月一日、 二零一八年及 二零一九年 十二月三十一日	50,000,000,000	500,000,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2018, 31 December 2018 and 2019	於二零一八年一月一日、 二零一八年及 二零一九年 十二月三十一日	253,639,456	2,536,395

There was no movement in the Company's share capital for both years.

本公司股本於兩個年度並無變動。

### 36. SHARE OPTION SCHEME

On 13 February 2014, a share option scheme (the "Share Option Scheme") was approved by shareholders of the Company and adopted by the Company. The Share Option Scheme will remain in force for a period of 10 years commencing on the date on which the Share Option Scheme is adopted.

The purpose of the Share Option Scheme is to enable the Company to grant options to eligible participants as incentives or rewards for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any invested entity.

Under the Share Option Scheme, the directors of the Company may grant options to eligible employees, including directors of the Company and its subsidiaries, to subscribe for shares of the Company. Additionally, the Company may, from time to time, grant share options to outside third parties for settlement in respect of goods or services provided to the Company. Details of the share option scheme are disclosed in the directors' report of this annual report.

No share options have been granted since the adoption of the Share Option Scheme.

### 36. 購股權計劃

於二零一四年二月十三日，本公司股東批准一項購股權計劃（「購股權計劃」），並由本公司採納。購股權計劃將由購股權計劃獲採納當日起計十年內有效。

購股權計劃旨在使本公司可向合資格參與者授出購股權，作為彼等對本集團作出貢獻的激勵或獎勵，及／或讓本集團可羅致及挽留優秀僱員，並招攬對本集團及任何被投資實體有價值之人力資源。

根據購股權計劃，本公司董事可向合資格僱員授出購股權，包括本公司及其附屬公司的董事，以認購本公司的股份。此外，本公司可不時就結算向本公司提供的商品或服務向外部第三方授出購股權。有關購股權計劃的詳情於本年報的董事會報告中披露。

自採納購股權計劃當日起並無授出購股權。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 37. DISPOSAL OF A SUBSIDIARY

On 28 March 2019, Dream Class Limited (“Dream Class”) and Grand Prospects Finance International Limited (“Grand Prospects”), which are both wholly-owned subsidiaries of the Company, and Kwong Da Enterprises Limited (“Kwong Da”), the ultimate holdings of the major shareholder of Yinghua, entered into a confirmation deed for the settlement and completion arrangement for the disposal of Star Rank Limited (“Star Rank”), a wholly-owned subsidiary of Dream Class which holds 16.67% equity interest of Yinghua, to Kwong Da. Grand Prospects signed a loan agreement with Kada Capital Investments Limited (“Kada”), which holds 83.33% equity interest of Yinghua, to provide a 2-year loan to Kada with an amount equal to the outstanding consideration payable of RMB21,693,205 (equivalent to HK\$25,523,825) bearing 10.5% annual interest. Upon signing of the loan agreement, the disposal of Star Rank is completed on 23 December 2019 and Dream Class ceased control on Star Rank since then.

### 37. 出售一家附屬公司

於二零一九年三月二十八日，Dream Class Limited（「Dream Class」）及華泰財務國際有限公司（「華泰」）（均為本公司之全資附屬公司）及坤達實業有限公司（「坤達」，英華房地產主要股東之最終控股公司）訂立確認契據，內容有關向坤達出售Star Rank Limited（「Star Rank」），Dream Class之全資附屬公司，其持有英華房地產之16.67%股權）之付款及完成安排。華泰與匯金資本投資有限公司（「匯金」）（持有英華房地產之83.33%股權）簽訂貸款協議，以向匯金提供一筆金額相當於尚未支付代價人民幣21,693,205元（相當於25,523,825港元）的兩年期貸款，按年利率10.5%計息。於簽署貸款協議後，出售Star Rank於二零一九年十二月二十三日完成，而Dream Class自當時起不再對Star Rank有控制權。

		HK\$ 港元
Net assets disposed of:	出售之資產淨值：	
Equity instruments at FVTOCI	透過其他全面收入按公平值列賬之股本工具	14,679,744
Bank balances	銀行結餘	1,232,670
Other payables	其他應付款項	(2,999)
		15,909,415
Gain on disposal of a subsidiary:	出售一家附屬公司之收益：	
Consideration	代價	26,756,495
Net assets disposed of	出售之資產淨值	(15,909,415)
Cumulative exchange differences in respect of the net assets of the subsidiary reclassified from equity to profit or loss on loss of control of the subsidiary	有關該附屬公司的資產淨值自權益重新分類至有關對該附屬公司喪失控制權的損益之累計匯兌差額	960,888
		11,807,968
Net cash inflow arising on disposal:	出售產生之現金流入淨額：	
Consideration	代價	26,756,495
Less: bank balances disposed of loan granted by the Group (note)	減：出售由本集團授出的貸款的銀行結餘（附註）	(1,232,670) (25,523,825)
		-

Note: The outstanding consideration is settled by the loan granted by the Group. Details of the loan grant is disclosed in note 25.

附註：未支付代價透過本集團授出的貸款結清。貸款授出的詳情於附註25披露。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 37. DISPOSAL OF A SUBSIDIARY (Continued)

The results of Star Rank for the period from 1 January 2019 to 23 December 2019, which have been included in the consolidated statement of profit or loss and other comprehensive income, are as follows:

		HK\$ 港元
Loss from the operation of Star Rank and its subsidiaries	來自經營Star Rank及其附屬公司的虧損	(18,377)
Gain on disposal of Star Rank (included in other gains and losses)	出售Star Rank的收益 (計入其他收益及虧損)	11,807,968
		11,789,591

During the year ended 31 December 2019, Star Rank and its subsidiaries contribute operating cash outflows of HK\$18,377 to the Group.

### 37. 出售一家附屬公司 (續)

Star Rank於二零一九年一月一日至二零一九年十二月二十三日止期間的業績(已計入綜合損益及其他全面收入報表中)如下:

	HK\$ 港元
截至二零一九年十二月三十一日止年度，Star Rank及其附屬公司為本集團貢獻經營現金流出18,377港元。	(18,377)
	11,807,968
	11,789,591

### 38. OPERATING LEASES

#### The Group as lessee

At the end of the reporting period, the Group has commitments for future minimum lease payments under non-cancellable operating leases in respect of premises which fall due as follows:

		2018 二零一八年 HK\$ 港元
Within one year	一年內	9,428,283
In the second to fifth year inclusive	第二至第五年內(包括首尾兩年)	27,649,897
Over five years	超過五年	54,220,000
		91,298,180

Operating lease payments represent rentals payable by the Group for land use rights, factory premises and staff quarters in the PRC. Leases for land use rights, factory premises and staff quarters are negotiated for terms of one to fifty years. Rentals are fixed for one to fifty years.

### 38. 經營租賃

#### 本集團作為承租人

於報告期末，本集團就物業之不可撤銷經營租賃於以下期間到期繳付之未來最低租賃款項承擔如下:

	2018 二零一八年 HK\$ 港元
經營租賃款項指本集團就位於中國之土地使用權、工廠物業及員工宿舍應付之租金。土地使用權、工廠物業及員工宿舍之租期議定為一至五十年不等。租金於一至五十年內固定不變。	9,428,283
	27,649,897
	54,220,000
	91,298,180

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 38. OPERATING LEASES (Continued)

#### The Group as lessor

All of the Group's properties held for rental purposes have committed tenants for the next one to three years. At the end of the reporting period, the Group has contracted with tenants for the future minimum lease payments under non-cancellable operating leases in respect of rented premises which fall due as follows:

Minimum lease payments receivable on leases are as follows:

		2019 二零一九年 HK\$ 港元
Within one year	一年內	4,691,272
In the second year	第二年	4,440,000
In the third year	第三年	1,110,000
		<b>10,241,272</b>
		2018 二零一八年 HK\$ 港元
Within one year	一年內	1,554,780

At the end of the reporting period, the Group has contracted with a related party of HK\$9,990,000 (2018: HK\$1,110,000) for the future minimum lease payments.

### 38. 經營租賃 (續)

#### 本集團作為出租人

本集團所有持作出租用途之物業於未來一至三年均有租客承租。於報告期末，本集團與租戶訂約，就出租物業之不可撤銷經營租賃於下列期間到期收取之未來最低租賃款項如下：

租約項下之最低應收租賃款項如下：

於報告期末，本集團已與一名關連人士就未來最低租賃付款9,990,000港元（二零一八年：1,110,000港元）訂約。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 39. CAPITAL COMMITMENTS

	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of: – acquisition of property, plant and equipment	20,302,233	5,736,034

就以下各項已訂約但未在綜合財務報表中提撥準備之資本開支：  
– 購置物業、廠房及設備

### 40. RETIREMENT BENEFITS SCHEMES

The Group participates in both a defined contribution scheme which is registered under the Occupational Retirement Schemes Ordinance (the ORSO Scheme) and a Mandatory Provident Fund Scheme (the MPF Scheme) established under the Mandatory Provident Fund Schemes Ordinance in December 2000. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. Employees who were members of the ORSO Scheme prior to the establishment of the MPF Scheme were offered a choice of staying within the ORSO Scheme or switching to the MPF Scheme, whereas all new employees joining the Group on or after 1 December 2000 are required to join the MPF Scheme.

For members of the MPF Scheme, the Group contributes 5% of relevant payroll costs to the MPF Scheme, which contribution is matched by the employee.

The ORSO Scheme is funded by monthly contributions from both employees and the Group at a rate of 5% of the employee's basic salary, depending on the length of service with the Group.

The employees of the Group's subsidiaries in PRC are members of a state-managed retirement benefit scheme operated by the local municipal government of Shenzhen. The subsidiary is required to contribute 5% of payroll costs to the retirement benefit scheme to fund the benefits.

The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

### 39. 資本承擔

### 40. 退休福利計劃

本集團參與一項定額供款計劃（「ORSO計劃」，該計劃已根據職業退休計劃條例註冊）及一項強制性公積金計劃（「強積金計劃」，該計劃乃根據強積金條例於二零零零年十二月設立）。該等計劃之資產乃與本集團之資產分開持有，存於信託人控制之基金。於強積金計劃設立前為ORSO計劃成員之僱員，可選擇繼續參加ORSO計劃或轉至強積金計劃，而所有於二零零零年十二月一日或之後加入本集團的新僱員須參與強積金計劃。

對於強積金計劃之成員而言，本集團按有關工資成本之5%向強積金計劃供款，有關供款額與僱員相同。

ORSO計劃乃根據僱員於本集團服務之年期，由僱員及本集團按月供款，供款數額為僱員基本薪金之5%。

本集團在中國附屬公司聘用之僱員為由深圳地方市政府營辦之國營退休福利計劃之成員。該附屬公司須按僱員工資成本之5%對退休福利計劃作出供款，以提供僱員福利所需之資金。

本集團於有關退休福利計劃中僅有之責任為作出指定之供款。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 40. RETIREMENT BENEFITS SCHEMES (Continued)

At 31 December 2019 and 2018, there were no significant forfeited contributions which arose upon employees leaving the schemes before they are fully vested in the contributions and which are available to reduce the contributions payable by the Group in the future.

The total expenses recognised in profit or loss of approximately HK\$9,214,162 (2018: HK\$9,544,501) represent contributions payable to these plans by the Group at rates specified in the rules of the plans.

### 41. RELATED PARTY TRANSACTIONS

(a) Save as disclosed in elsewhere of the consolidated financial statements, the Group has entered into significant transactions between related parties and subsidiaries of the Company as follows:

### 40. 退休福利計劃 (續)

於二零一九年及二零一八年十二月三十一日，概無因僱員於供款全數歸屬前退出該等計劃而沒收，並可用以扣減本集團之未來應繳供款之重大沒收供款。

於損益內確認的開支總額為9,214,162港元（二零一八年：9,544,501港元）指本集團按該等計劃規則訂明之供款率的應付供款。

### 41. 關連人士交易

(a) 除綜合財務報表其他地方所披露者外，本集團已與本公司關連人士及附屬公司進行下列重大交易：

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Licensed fee income (note 1)	特許費收入 (附註1)	—	1,490,000
Sales of goods (note 2)	出售貨品 (附註2)	—	448,746
Rental income (note 1)	租金收入 (附註1)	4,440,000	4,440,000
Rental income (note 2)	租金收入 (附註2)	—	170,126
Technical consultancy services income (note 2)	技術諮詢服務收入 (附註2)	—	4,695,170
Office rental expenses (note 1)	辦公室租金開支 (附註1)	657,343	360,000
Finance costs (note 1)	融資成本 (附註1)	96,425	94,696
Sales of property, plant and equipment (note 2)	出售物業、廠房及設備 (附註2)	—	200,000
Consultancy services expenses (note 2)	諮詢服務開支 (附註2)	—	500,000

Notes:

- (1) The transactions were carried out with related companies which are controlled by Dr. SUEK.
- (2) The transaction was carried out with a related company which is held as to 52.47% by the trustee of a discretionary trust of which the immediate family member of Mr. SUEK Ka Lun, Ernie is one of the discretionary objects.

附註：

- (1) 該等交易乃與由薛博士控制之關連公司進行。
- (2) 該交易乃與一家關連公司進行，該公司由一項全權信託之受託人擁有52.47%權益，而薛嘉麟先生的直系家庭成員為該全權信託的受益人之一。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 41. RELATED PARTY TRANSACTIONS (Continued)

#### (b) Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Short-term benefits	短期福利	6,809,378	12,147,424
Post-employment benefits	離職後福利	125,760	157,260
		<b>6,935,138</b>	12,304,684

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

### 42. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to owners through the optimisation of the debt and equity balance.

The capital structure of the Group consists of debt, which includes amount due to a related company and bank borrowings as at 31 December 2019 and 2018 disclosed in notes 32 and 33, respectively, net of cash and cash equivalents and equity attributable to owners of the Company, comprising share capital and reserves.

The management of the Group reviews the capital structure on a continuous basis taking into account the cost of capital and the risk associated with the capital. The Group will balance its overall capital structure through new share issues, repurchase of shares and the issue of new debt or the redemption of the existing debt.

The Group's overall strategy remains unchanged from prior year.

### 41. 關連人士交易（續）

#### (b) 主要管理人員之報酬

以下為董事及其他主要管理人員於年內之薪酬：

	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Short-term benefits	6,809,378	12,147,424
Post-employment benefits	125,760	157,260
	<b>6,935,138</b>	12,304,684

董事及主要行政人員之薪酬乃由薪酬委員會按個別人士之表現及市場趨勢釐定。

### 42. 資本風險管理

本集團管理其資本以確保本集團旗下各實體能持續經營，同時透過維持良好的債項及權益平衡，盡量提高擁有人回報。

本集團之資本架構由債項（包括附註32及33分別披露之於二零一九年及二零一八年十二月三十一日之應付一家關連公司款項及銀行借貸，扣除現金及現金等值）及本公司擁有人應佔權益（包括股本及儲備）組成。

本集團之管理層持續檢討資本架構，當中會考慮資本成本及與資本相關之風險。本集團將透過發行新股、購回股份及發行新債或贖回現有債項平衡其整體資本架構。

本集團之整體策略與上年度維持不變。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 43. FINANCIAL INSTRUMENTS

#### Categories of financial instruments

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
<b>Financial assets</b>	<b>金融資產</b>		
Equity instruments at FVTOCI	透過其他全面收入按 公平值列賬之股本工具	<b>17,854,928</b>	26,253,472
Financial assets at FVTPL	透過損益按公平值列賬之 金融資產	<b>64,833,700</b>	87,895,380
Financial assets at amortised cost	按攤銷成本計量金融資產	<b>444,076,605</b>	448,956,804
<b>Financial liabilities</b>	<b>金融負債</b>		
Amortised cost	攤銷成本	<b>204,663,722</b>	192,069,681

#### Financial risk management objectives and policies

The Group's major financial instruments include equity instruments at FVTOCI, financial assets at FVTPL, loans to joint ventures, trade and other receivables and deposits, loans receivable, trade related amounts due from related companies, short-term bank deposits, cash and cash equivalents, trade and other payables and accruals, amount due to a non-controlling shareholder of a subsidiary, amount due to a related company and bank borrowings. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (interest rate risk, currency risk and price risk), credit risk and liquidity risk and the policies on how to mitigate these risks are set out below. The directors of the Company manage and monitor these exposures to ensure appropriate measures are implemented on a timely and effective manner.

### 43. 金融工具

#### 金融工具之類別

#### 財務風險管理目標及政策

本集團之主要金融工具包括透過其他全面收入按公平值列賬之股本工具、透過損益按公平值列賬之金融資產、給予合營公司之貸款、貿易及其他應收款項以及訂金、應收貸款、應收關連公司貿易相關款項、短期銀行存款、現金及現金等值、貿易及其他應付款項以及應計款項、應付一家附屬公司一名非控股股東款項、應付一家關連公司款項及銀行借貸。此等金融工具之詳情於有關附註披露。與此等金融工具有關之風險包括市場風險（利率風險、貨幣風險及價格風險）、信貸風險及流動資金風險，而減低有關風險之政策載於下文。本公司董事管理及監察該等風險，確保及時採取適當有效措施。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 43. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Market risk

##### (i) Currency risk

Several subsidiaries of the Group have foreign currency sales and purchases, which expose the Group to foreign currency risk. In addition, certain trade receivables, bank balances, short-term bank deposits, trade payables of the Group are denominated in RMB, USD, HK\$ and EURO, the currencies other than the functional currency of the respective group entities as disclosed in notes 24, 27 and 28 respectively. Approximately 24% (2018: 25%) of the Group's total revenue are denominated in currencies other than the functional currency of the group entity making the sale, whilst almost 13% (2018: 11%) of costs are denominated in currencies other than the functional currency of the group entity's functional currency.

The Group currently does not have a foreign currency hedging policy. However, directors of the Company monitor foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

### 43. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

##### 市場風險

##### (i) 貨幣風險

本集團旗下多家附屬公司以外幣進行買賣交易，因而令本集團須承受外幣風險。此外，本集團有若干貿易應收款項、銀行結餘、短期銀行存款、貿易應付款項以人民幣、美元、港元及歐元（均非有關集團實體之功能貨幣）計值，分別於附註24、27及28披露。本集團約24%（二零一八年：25%）之總收益以進行銷售之集團實體之功能貨幣以外之貨幣計值，而接近13%（二零一八年：11%）之成本以集團實體功能貨幣以外之貨幣計值。

本集團目前並無實施外幣對沖政策。然而，本公司董事監察外匯風險，在有需要時將會考慮對沖重大外幣風險。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 43. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (i) Currency risk (Continued)

The Group's intra-group balances do not form part of the net investment in foreign operations. The carrying amounts of the foreign currency denominated intra-group balances which have been eliminated in the consolidated financial statements of certain subsidiaries of which the functional currency is HK\$ and RMB at the end of the reporting period are as follows:

	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Net amounts due (to) from companies denominated in RMB against HK\$ (應付)應收公司按人民幣兌港元計值的淨款項	<b>(885,000)</b>	1,824,000

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are approximately as follows:

		Assets 資產		Liabilities 負債	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
USD against HK\$	美元兌港元	<b>38,139,000</b>	51,554,000	<b>498,000</b>	956,000
HK\$ against RMB	港元兌人民幣	<b>3,226,000</b>	4,607,000	-	-
RMB against HK\$	人民幣兌港元	<b>98,000</b>	258,000	<b>3,958,000</b>	4,180,000
EURO against HK\$	歐元兌港元	-	613,000	-	-

### 43. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

##### 市場風險 (續)

##### (i) 貨幣風險 (續)

本集團集團間結餘不構成海外業務淨投資的一部分。已於若干在報告期末以港元及人民幣為功能性貨幣的若干附屬公司的綜合財務報表中對銷的以外幣計值的集團間結餘的賬面值如下：

本集團以外幣計值之貨幣資產及貨幣負債於報告期末之概約賬面值載列如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 43. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (i) Currency risk (Continued)

##### Sensitivity analysis

Since the exchange rate of HK\$ is pegged with USD, the Group does not expect any significant movements in the USD/HK\$ exchange rates.

The following table details the Group's sensitivity to a 10% (2018: 10%) increase and decrease in functional currency of respective group entity against relevant foreign currencies (other than USD) and all other variables were held constant. 10% (2018: 10%) is the sensitivity rate used and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items, and adjusts their translation at the end of the reporting period for a 10% (2018: 10%) change in foreign currency rates. A positive number below indicates an increase in post-tax loss (2018: increase in post-tax loss) for the year where functional currency of respective group entity strengthen 10% (2018: 10%) against foreign currencies. For a 10% (2018: 10%) weakening of functional currency of respective group entity against foreign currencies, there would be an equal and opposite impact on the result for the year.

### 43. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

##### 市場風險 (續)

##### (i) 貨幣風險 (續)

##### 敏感度分析

由於港元匯率與美元掛鈎，本集團預期美元／港元之匯率不會出現任何重大變動。

下表詳列在一切其他可變因素不變的情況下，本集團對個別集團實體之功能貨幣兌有關外幣（不包括美元）升值及貶值10%（二零一八年：10%）之敏感度。所用敏感度比率為10%（二零一八年：10%），乃管理層所評估匯率可能出現之合理變動。敏感度分析只包括以外幣計值之未償還貨幣項目，並就匯率出現10%（二零一八年：10%）變動調整彼等於報告期末之換算金額。下文正數反映在個別集團實體之功能貨幣兌外幣升值10%（二零一八年：10%）之情況下，本年除稅後虧損有所增加（二零一八年：除稅後虧損增加）。倘個別集團實體之功能貨幣兌外幣貶值10%（二零一八年：10%），則對本年業績有相同數額但相反之影響。

		Impact of HK\$ 港元之影響	Impact of EURO 歐元之影響	Impact of RMB 人民幣之影響
		HK\$ 港元	HK\$ 港元	HK\$ 港元
<b>2019</b>	<b>二零一九年</b>			
<b>Increase (decrease) in loss for the year</b>	<b>年度虧損增加(減少)</b>	269,000	–	(322,000)
<b>2018</b>	<b>二零一八年</b>			
<b>Increase (decrease) in loss for the year</b>	<b>年度虧損增加(減少)</b>	385,000	51,000	(327,000)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 43. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (ii) Interest rate risk

The Group is exposed to cash flow interest rate risk primarily relates to variable-rate short-term bank deposits, bank balances and bank borrowings as at 31 December 2019 and 2018. The Group is also exposed to fair value interest rate risk relates primarily to the fixed-rate loans receivable, amount due to a related company, interest-free loans to joint ventures and amount due to a non-controlling shareholder of the subsidiary as at 31 December 2019 and 2018 and lease liabilities as at 31 December 2019. The Group has not used any derivative instruments in order to mitigate its exposure associated with fluctuations relating to interest cash flows. However, the directors of the Company monitor interest rate exposure and will consider other necessary actions when significant interest rate exposure is anticipated.

Total interest revenue/income from financial assets that are measured at amortised cost during the years ended 31 December 2019 and 2018 is as follows:

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Interest revenue	利息收益		
Financial assets at amortised cost	按攤銷成本計量之 金融資產	8,491,405	7,197,071
Other income	其他收入		
Financial assets at amortised cost	按攤銷成本計量之 金融資產	1,343,276	2,366,386
Total interest income	利息收入總額	9,834,681	9,563,457

### 43. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

##### 市場風險 (續)

##### (ii) 利率風險

於二零一九年及二零一八年十二月三十一日，本集團承受之現金流量利率風險主要與浮息短期銀行存款、銀行結餘及銀行借貸相關。本集團亦承受主要與定息應收貸款、應付一家關連公司款項、給予合營公司之免息貸款及二零一九年及二零一八年十二月三十一日的應付一家附屬公司一名非控股股東之款項以及二零一九年十二月三十一日的租賃負債相關之公平值利率風險。本集團並無採用任何衍生工具減低所承受與利息現金流量波動有關之風險。然而，本公司董事監察利率風險，並將考慮於預期須承受重大利率風險時採取其他所需行動。

於截至二零一九年及二零一八年十二月三十一日止年度，來自按攤銷成本計量之金融資產之利息收益／收入總額如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 43. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (ii) Interest rate risk (Continued)

Interest expense on financial liabilities not measured at fair value through profit or loss during 31 December 2019 and 2018 is as follows:

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Financial liabilities at amortised cost	按攤銷成本計量之 金融負債	3,308,290	3,096,228

##### Sensitivity analysis

The management of the Group considers that the Group's exposure to future cash flow risk on variable-rate bank balances as a result of the change of market interest rate is insignificant and thus variable-rate bank balances are not included in the sensitivity analysis.

The impact on the Group's cash flow is due in part to its sensitivity to interest rate which has been determined based on the exposure to the variable-rate short-term bank deposits and bank borrowings. The analysis is prepared assuming the amount of asset outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used which represents management's assessment of the reasonable possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's post-tax loss for the year would increase/decrease by approximately HK\$287,000 (2018: HK\$264,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate short-term bank deposits and bank borrowings.

### 43. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

##### 市場風險 (續)

##### (ii) 利率風險 (續)

於截至二零一九年及二零一八年十二月三十一日止年度，並非透過損益按公平值計量之金融負債利息開支：

##### 敏感度分析

本集團管理層認為，本集團因市場利率變動而就浮息短期銀行結餘承受之未來現金流量風險輕微，因此，浮息銀行結餘並未包括在敏感度分析內。

對本集團現金流量造成的影響部分是由於其對利率之敏感度所致，該敏感度乃根據所承受之浮息短期銀行存款及銀行借貸風險而釐定。該分析乃假設於報告期末未償還之資產金額於整個年度亦為未償還而得出。所採用之50個基點上落幅度乃管理層所評估利率可能出現之合理變動。

倘利率上升／下降50個基點，而所有其他可變因素不變，本集團本年之除稅後虧損將增加／減少約287,000港元（二零一八年：264,000港元）。有關變化主要來自本集團就浮息短期銀行存款及銀行借貸所承受之利率風險。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 43. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (iii) Other price risk

The Group is exposed to price risk in respect of held-for-trading investments in listed equity securities and unlisted equity investments in Hong Kong and PRC as at 31 December 2019 and 2018.

##### Sensitivity analysis

The sensitivity analyses on held-for-trading investments in relation to listed equity investments in Hong Kong and unlisted equity investments in Hong Kong and PRC during the year have been determined based on the exposure to equity price risks at the end of the reporting period. For sensitivity analysis purpose, the sensitivity rate considers at 10% in the current year. If the prices of the respective equity instruments had been 10% higher/lower and all other variables were held constant, the Group's post-tax loss for the year would decrease/increase by approximately HK\$6,905,000 (2018: HK\$7,750,000) as a result of the changes in fair value of held-for-trading investments.

No sensitivity analysis is provided on equity instrument at FVTOCI for the 16.67% equity interest in Yinghua and the respective financial assets at FVTPL in relation to the derivative financial instrument as at 31 December 2018 as the management of the Group considers that the effect of the price fluctuation on the fair value of equity instruments at FVTOCI and financial assets at FVTPL in relation to the derivative financial instrument is considered as insignificant and they will offset with each other.

### 43. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

##### 市場風險 (續)

##### (iii) 其他價格風險

於二零一九年及二零一八年十二月三十一日本集團須就上市股本證券之持作買賣投資及於香港及中國的非上市股本投資承受價格風險：

##### 敏感度分析

年內之與香港上市股本投資及於香港及中國的非上市股本投資有關的持作買賣投資敏感度分析乃根據於報告期末之股本價格風險釐定。就敏感度分析而言，敏感度比率於本年度被視為10%。倘各項股本工具之價格上升／下跌10%，而所有其他可變因素不變，則本集團本年之除稅後虧損將因持作買賣投資公平值變動而減少／增加約6,905,000港元（二零一八年：7,750,000港元）。

於二零一八年十二月三十一日，並未就透過其他全面收入按公平值列賬之股本工具（有關英華房地產16.67%股本權益）及有關衍生金融工具之透過損益按公平值列賬之各金融資產提供敏感度分析，因為本集團管理層認為價格波動對透過其他全面收入按公平值列賬之股本工具及有關衍生金融工具之透過損益按公平值列賬之金融資產公平值的影響並不重大，並可相互對銷。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 43. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### *Credit risk and impairment assessment*

The Group's credit risk is primarily attributable to trade and other receivables and deposits, loans receivable, amounts due from related companies, loans to joint ventures, short-term bank deposits and bank balances as at 31 December 2019 and 2018.

As at 31 December 2019, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is the carrying amounts of the respective recognised financial assets as stated in the consolidated statement of financial position. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets, except that the credit risks associated with loans receivable is mitigated because they are secured over properties located in Hong Kong.

### 43. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

##### *信貸風險及減值評估*

本集團之信貸風險主要來自於二零一九年及二零一八年十二月三十一日之貿易及其他應收款項及訂金、應收貸款、應收關連公司款項、給予合營公司之貸款、短期銀行存款及銀行結餘。

於二零一九年十二月三十一日，本集團因對手方未能履行責任將蒙受財務損失而承受之最高信貸風險，為綜合財務狀況表所載個別已確認金融資產之賬面值。本集團並無持有任何抵押品或其他信貸增強措施以為其金融資產相關之信貸風險提供保障，惟應收貸款有關之信貸風險減低除外，原因為該等應收貸款以位於香港的物業作抵押。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 43. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### *Credit risk and impairment assessment (Continued)*

*Trade receivables, contract assets arising from contracts with customers and trade related amounts due from related companies*

In order to minimise the credit risk, the directors of the Company have delegated a team responsible for determination of credit limits and credit approvals. Before accepting any new customer, the Group uses an internal credit rating system to assess the potential customer's credit quality and defines credit limits by customer. Except for (i) debtors who are credit-impaired; (ii) customers with outstanding significant balances exceeding HK\$2,500,000 and relevant contract assets; and (iii) trade related amounts due from related companies, which are assessed for impairment individually, the remaining trade receivables and contract assets are grouped under a provision matrix into four internal credit rating buckets (namely: low risk, medium risk, high risk and doubtful) based on shared credit risk characteristics by reference to repayment histories for recurring customers and current past due exposure for the new customers. The contract assets have substantially the same risk characteristics as the trade receivables for the same type of contracts. Limits and scoring attributed to customers are reviewed twice a year. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts.

### 43. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

##### *信貸風險及減值評估 (續)*

*客戶合約產生之貿易應收款項、合約資產及應收關連公司貿易相關款項*

為盡量減低信貸風險，本集團董事已指派團隊負責釐定信貸限額及批核信貸。於接受任何新客戶前，本集團採用內部信貸評級系統評估潛在客戶之信貸質素及界定客戶之信貸額度，惟(i)應收賬款出現信貸減值；(ii)未償還重大結餘超過2,500,000港元的客戶及有關合約資產；及(iii)應收關連公司貿易相關款項已進行單獨減值評估，餘下貿易應收款項及合約資產根據撥備矩陣，參照經常性客戶的償還歷史及新客戶現時已逾期的金額所得出的共同信貸風險特質分為四個內部信貸評級組別(即低風險、中風險、高風險及存疑)除外。合約資產與相同類型合約的貿易應收款項具有大致相同的風險特徵。每年兩次審閱客戶信貸額度及評分。亦有制訂其他監控程序確保有採取跟進行動收回逾期債務。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 43. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

#### Credit risk and impairment assessment (Continued)

##### Loans receivable

In order to minimise the credit risk, the directors of the Company have delegated a team responsible for determination of credit limits, interest rate offered to customers and collaterals received. Monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. The Group has concentration of credit risk as 49% (2018: 62%) of the total loans receivable was due from two (2018: three) independent third parties of total of approximately HK\$33,011,000 (2018: HK\$50,000,000). Loans receivable are assessed individually.

The directors of the Company estimate the estimated loss rates of loans receivable based on historical credit loss experience of the debtors as well as the fair value of the collateral pledged by the customers to the loans receivable. For those loans receivable secured by properties located in Hong Kong with aggregate amount of HK\$41,097,461, the directors of the Company considered the loss given default is low in view of the fair value of the collaterals are higher than the carrying amounts of the respective loans receivable. For the remaining loans receivable of HK\$26,488,352, the directors of the Company considered the loss given default is relatively high in view of the loans are either unsecured or secured by other assets. In this regard, the Group considers that the Group's credit risk are significantly reduced.

### 43. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

#### 信貸風險及減值評估 (續)

##### 應收貸款

為盡量減低信貸風險，本公司董事已指派團隊負責釐定客戶享有的信貸限額、利率及收取的抵押品。已制訂監控程序確保有採取跟進行動收回逾期債務。由於向兩位 (二零一八年：三位) 獨立第三方借予總額為約33,011,000港元 (二零一八年：50,000,000港元) 之款項，佔應收貸款總額的49% (二零一八年：62%)，本集團面對信貸集中風險之情況。應收貸款單獨進行評估。

本公司董事根據應收賬款過往信貸虧損經驗以及客戶就應收貸款抵押的抵押品公平值估計應收貸款的估計虧損率。就以位於香港的總額為41,097,461港元的物業作抵押的該等應收貸款而言，本公司董事認為，鑒於抵押品的價值高於各應收貸款的賬面值，違約損失率較低。就金額為26,488,352港元的餘下應收貸款而言，本公司董事認為，鑒於貸款乃無抵押及並無以其他資產作抵押，違約損失率相對較高。就此，本集團認為本集團的信貸風險已大幅減少。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 43. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

#### Credit risk and impairment assessment (Continued)

##### Loan to a joint venture

The Group has concentration of credit risk on loan to Reliance Partner as at 31 December 2019 and 2018. The directors of the Company continuously monitor the credit quality and financial position of the counterparty and the level of exposure to ensure that the follow-up action is taken to recover the debt. Loan to a joint venture is assessed individually. During the year ended 31 December 2019, the management of the Group considers that the credit risk on the loan to this joint venture is significantly increased. In view of this, the management started to assess the ECL on loan to Reliance Partner changing from 12-month ECL to lifetime ECL during the year ended 31 December 2019. In view of the probability of the default is no longer insignificant as at 31 December 2019, an impairment losses of HK\$3,222,914 was recognised.

##### Other receivables and deposits

For other receivables and deposits, the directors of the Company make individual assessment on other receivables and deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information starting from 1 January 2018. The directors of the Company believe that there is no material credit risk inherent in the Group's outstanding balance of other receivables and deposits. The Group assessed the ECL for other receivables and deposits were immaterial. Thus no loss allowance was recognised.

### 43. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

#### 信貸風險及減值評估 (續)

##### 給予一家合營公司之貸款

於二零一九年及二零一八年十二月三十一日，本集團就給予 Reliance Partner 之貸款而有集中信貸風險。本公司董事持續監察信貸質素及對手方之財務狀況以及風險水平，以確保有採取跟進行動收回債項。給予一家合營公司之貸款單獨進行評估。於截至二零一九年十二月三十一日止年度，本集團管理層認為，給予該合營公司之貸款的信貸風險大幅增大。有鑒於此，於截至二零一九年十二月三十一日止年度，管理層開始評估給予 Reliance Partner 之貸款的預期信貸虧損由十二個月預期信貸虧損變更為全期預期信貸虧損。鑒於違約的可能性於二零一九年十二月三十一日不再甚微，減值虧損 3,222,914 港元予以確認。

##### 其他應收款項及訂金

至於其他應收款項及訂金，本公司董事自二零一八年一月一日起會根據歷史償還記錄、過往經驗以及合理及有理據支持的定量及定性資料以及前瞻性資料對其他應收款項及訂金進行個別評估。本公司董事認為本集團其他應收款項及訂金的未償還結餘並無固有的重大信貸風險。本集團評估其他應收款項及訂金的預期信貸虧損甚微。因此並無確認虧損撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 43. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

#### *Credit risk and impairment assessment (Continued)*

#### *Short-term bank deposits/cash and cash equivalents*

The Group only transacts with reputable banks with high credit ratings assigned by international credit-rating agencies and therefore the directors of the Company consider the risk of default is low. The Group uses 12-month ECL to perform the assessment under ECL on short-term bank deposits and cash and cash equivalents individually based on the average loss rate by reference to credit ratings assigned by international credit-rating agencies. The Group assessed the ECL for short-term bank deposits and cash and cash equivalents were immaterial. Thus no loss allowance was recognised.

### 43. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

#### *信貸風險及減值評估 (續)*

#### *短期銀行存款／現金及現金等值*

本集團僅會與獲國際信貸評級機構給予高信貸評級且信譽良好的銀行交易，因此，本公司董事認為違約風險不高。本集團使用十二個月預期信貸虧損模式，基於平均虧損率並參照國際信貸評級機構之信貸評級，個別評估短期銀行存款及現金及現金等值的預期信貸虧損。本集團評估短期銀行存款及現金及現金等值的預期信貸虧損甚微。因此，並無確認虧損撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 43. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

#### Credit risk and impairment assessment (Continued)

Short-term bank deposits/cash and cash equivalents (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade receivables/ contract assets/trade related amounts due from related parties 貿易應收款項/ 合約資產/ 應收關連人士 貿易相關款項	Other financial assets
內部信貸評級	描述		其他金融資產
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 對手方的違約風險較低，且並無任何逾期款項	Lifetime ECL – not credit-impaired 全期預期信貸虧損－ 未出現信貸減值	12-month ECL 十二個月預期信貸虧損
Medium risk 中風險	Debtor has past-due balance overdue less than 90 days as at year end 債務人於年末擁有逾期少於90日的逾期結餘	Lifetime ECL – not credit-impaired 全期預期信貸虧損－ 未出現信貸減值	12-month ECL 十二個月預期信貸虧損
High risk 高風險	Debtor has past-due balance overdue more than 90 days as at year end 債務人於年末擁有逾期超過90日的逾期結餘	Lifetime ECL – not credit-impaired 全期預期信貸虧損－ 未出現信貸減值	12-month ECL 十二個月預期信貸虧損
Doubtful 存疑	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 信貸風險自初始確認以來顯著增加 (透過內部或外部資源開發之信息)	Lifetime ECL – not credit-impaired 全期預期信貸虧損－ 未出現信貸減值	Lifetime ECL – not credit-impaired 全期預期信貸虧損－ 未出現信貸減值
Loss 虧損	There is evidence indicating the asset is credit-impaired 有證據顯示有關資產已出現信貸減值	Lifetime ECL – credit-impaired 全期預期信貸虧損－ 已出現信貸減值	Lifetime ECL – credit-impaired 全期預期信貸虧損－ 已出現信貸減值
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據顯示債務人陷入嚴重的財務困難且 本集團不認為日後可收回有關款項	Amount is written off 撇銷有關金額	Amount is written off 撇銷有關金額

### 43. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

#### 信貸風險及減值評估 (續)

短期銀行存款／現金及現金等值 (續)

本集團內部信貸等級評估包括以下類別：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 43. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

#### Credit risk and impairment assessment (Continued)

The tables below detail the credit risk exposures of the Group's financial assets (trade receivables, other receivables and deposits, loan to a joint venture, loans receivable, trade related amounts due from related companies, short-term bank deposits, cash and cash equivalents), contract assets and rental deposits, which are subject to ECL assessment:

	Notes 附註	External credit rating 外部 信貸評級	Internal credit rating 內部 信貸評級	12-month or lifetime ECL 十二個月或全期預期信貸虧損	Gross carrying amounts	
					賬面總額	
					2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
<b>Financial assets at amortised cost</b>	<b>按攤銷成本計量 金融資產</b>					
Trade receivables	貿易應收款項	24	N/A 不適用	(note 1) (附註1) Lifetime ECL (provision matrix) 全期預期信貸虧損 (撥備矩陣) Lifetime ECL 低風險 全期預期信貸虧損 Loss Credit-impaired 虧損 信貸減值	101,037,022	93,279,148
					36,727,670	56,194,179
					-	14,013,910
Other receivables and deposits	其他應收款項及訂金	24	N/A 不適用	(note 2) (附註2) 12-month ECL 十二個月預期信貸虧損	7,503,748	6,032,022
Loan to a joint venture	給予一家合營公司之貸款	21	N/A 不適用	Low risk 低風險 Credit-impaired (2018: 12-month ECL) 信貸減值 (二零一八年: 十二個月預期信貸虧損)	3,222,914	3,215,059
Loans receivable	應收貸款	25	N/A 不適用	Low risk 低風險 High risk 高風險 12-month ECL 十二個月預期信貸虧損 12-month ECL 十二個月預期信貸虧損	42,446,041	80,750,879
					26,488,352	-
Amounts due from related companies	應收關連公司款項	26	N/A 不適用	Low risk 低風險 Lifetime ECL 全期預期信貸虧損	1,303,402	2,433,094
Short-term bank deposits	短期銀行存款	27	BBB 不適用	N/A 不適用 12-month ECL 十二個月預期信貸虧損	23,493,383	23,682,998
Cash and cash equivalents	現金及現金等值	27	BBB 不適用	N/A 不適用 12-month ECL 十二個月預期信貸虧損 12-month ECL 十二個月預期信貸虧損	67,075,460	53,692,368
			A or above A或以上 不適用		141,645,826	132,093,838
<b>Other items</b>	<b>其他項目</b>					
Contract assets	合約資產	20	N/A 不適用	(note 1) (附註1) Lifetime ECL (provision matrix) 全期預期信貸虧損 (撥備矩陣) Lifetime ECL Low risk 低風險 全期預期信貸虧損	12,841,864	9,265,852
					6,454,499	6,672,247
Rental deposits	租金按金	24	N/A 不適用	(note 2) (附註2) 12-month ECL 十二個月預期信貸虧損	-*	1,847,067

\* Upon the application of HKFRS 16, refundable rental deposits are accounted under HKFRS 9 and included in other receivables and deposits as stated above.

### 43. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

#### 信貸風險及減值評估 (續)

下表詳細列出本集團金融資產 (貿易應收款項、其他應收款項及訂金、給予一家合營公司之貸款、應收貸款、應收關連公司貿易相關款項、短期銀行存款、現金及現金等值)、合約資產及租金按金的信貸風險敞口，該等金融資產須進行預期信貸虧損評估：

\* 於應用香港財務報告準則第16號後，可退還租賃按金乃根據香港財務報告準則第9號進行核算，並如上文所列計入其他應收款項及按金。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 43. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

#### Credit risk and impairment assessment (Continued)

Notes:

1. For trade receivables and contract assets, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Apart of debtors with credit-impaired and customers with outstanding significant balances exceeding HK\$2,500,000 and relevant contract assets, the Group determines the ECL on these items using a provision matrix grouped with reference to past default experience for recurring customers and current past due exposure for new customers.

As part of the Group's credit risk management, the Group applies internal credit rating for its customers in relation to its Group's operation. Customers with outstanding significant balances exceeding HK\$2,500,000 and relevant contract assets with gross carrying amounts of HK\$36,727,670 (2018: HK\$56,194,179) and HK\$6,454,499 (2018: HK\$6,672,247) respectively as at 31 December 2019 and debtors with credit impaired with gross carrying amounts of HK\$14,013,910 as at 31 December 2018 were assessed individually. The following table provides information about the exposure to credit risk for trade receivables and contract assets which are assessed based on provision matrix as at 31 December 2019 and 2018 within lifetime ECL (not credit-impaired).

### 43. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

#### 信貸風險及減值評估 (續)

附註：

1. 至於貿易應收款項及合約資產，本集團採用香港財務報告準則第9號的簡易方法按全期預期信貸虧損計量虧損撥備。除已出現信貸減值的應收賬款及未償還重大結餘超過2,500,000港元的客戶及有關合約資產外，本集團就該等項目根據參照經常性客戶的過往違約經歷及新客戶現時已逾期的金額分類的撥備矩陣釐定預期信貸虧損。

作為本集團信貸風險管理之一部分，本集團就本集團業務有關的客戶採用內部信貸評級。未償還重大結餘超過2,500,000港元及有關合約資產的賬面總額於二零一九年十二月三十一日分別為36,727,670港元（二零一八年：56,194,179港元）及6,454,499港元（二零一八年：6,672,247港元）的客戶以及已出現信貸減值於二零一八年十二月三十一日賬面總額為14,013,910港元的債務人已進行單獨評估。下表提供有關貿易應收款項及合約資產（於二零一九年及二零一八年十二月三十一日根據撥備矩陣按全期預期信貸虧損（未出現信貸減值）進行評估）的信貸風險敞口的詳情。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 43. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

#### Credit risk and impairment assessment (Continued)

Notes: (Continued)

1. (Continued)

2019

Gross carrying amount

Internal credit rating	內部信貸評級	Average loss rate 平均虧損率 %	Trade receivables 貿易應收款項 HK\$ 港元	Contract assets 合約資產 HK\$ 港元
Low risk	低風險	0.1	12,714,976	3,222,643
Medium risk	中風險	1.5	46,887,611	3,678,738
High risk	高風險	3.75	41,434,435	5,940,483
			<b>101,037,022</b>	<b>12,841,864</b>

2018

Gross carrying amount

Internal credit rating	內部信貸評級	Average loss rate 平均虧損率 %	Trade receivables 貿易應收款項 HK\$ 港元	Contract assets 合約資產 HK\$ 港元
Low risk	低風險	0.1	24,691,433	1,357,606
Medium risk	中風險	1.5	18,463,435	1,409,017
High risk	高風險	3.75	50,124,280	6,499,229
			<b>93,279,148</b>	<b>9,265,852</b>

### 43. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

#### 信貸風險及減值評估 (續)

附註: (續)

1. (續)

二零一九年

賬面總額

二零一八年

賬面總額



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 43. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

#### Credit risk and impairment assessment (Continued)

Notes: (Continued)

1. (Continued)

The estimated loss rates on trade receivables are estimated based on historical credit loss experience of the debtors and study of other corporates' default and recovery data from international credit-rating agencies including Moody's and Standard and Poor's, and are adjusted for forward-looking information (for example, the current and forecasted economic growth rates in Hong Kong, the PRC, Europe and the United States, which reflect the general economic conditions of the industry in which the debtors operate) that is available without undue cost or effort. The contract assets have the same risk characteristics as the trade receivables for the same type of contracts would apply the same internal credit rating and loss rate. The grouping is regularly reviewed by management to ensure relevant information about specific debtors and contract assets is updated.

During the year ended 31 December 2019, the Group provided net reversal of impairment allowance of HK\$68,838 (2018: net impairment allowance of HK\$563,905) and net impairment allowance of HK\$68,923 (2018: net reversal of impairment allowance of HK\$65,386) for trade receivables and contract assets respectively, based on the provision matrix during the year ended 31 December 2019. Net reversal of impairment allowance of HK\$19,866 (2018: HK\$3,196) and net reversal of impairment allowance of HK\$218 (2018: net impairment allowance of HK\$484) was provided respectively for trade receivables and contract assets which are assessed individually with outstanding significant balances exceeding HK\$2,500,000. Net impairment allowance of HK\$318,385 (2018: HK\$10,906,818) were made on credit-impaired debtors during the year ended 31 December 2019.

### 43. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

#### 信貸風險及減值評估 (續)

附註: (續)

1. (續)

貿易應收款項的估計虧損率乃基於應收賬款於預期年期的債務人過往信貸虧損經驗及對國際信貸評級機構(包括穆迪和標準普爾)發佈的其他公司違約及收回數據進行的研究而估計,並按毋需花費過多成本或精力可取得的前瞻性資料(例如,香港、中國、歐洲及美國的當前及預測經濟增長率,該增長率可反映債務人經營所處行業的整體經濟狀況)予以調整。合約資產與相同類型合約的貿易應收款項具有大致相同的風險特徵,並應用相同國際信貸評級及虧損率。管理層定期審閱該類別以確保更新有關具體應收賬款及合約資產的相關資料。

於截至二零一九年十二月三十一日止年度,本集團根據截至二零一九年十二月三十一日止年度的撥備矩陣就貿易應收款項及合約資產分別計提減值撥備撥回淨額68,838港元(二零一八年:減值撥備淨額563,905港元)及減值撥備淨額68,923港元(二零一八年:減值撥備撥回淨額65,386港元)。就單獨評估且尚未償還重大結餘超過2,500,000港元的貿易應收款項及合約資產計提的減值撥備撥回及減值撥備淨額分別為19,866港元(二零一八年:3,196港元)及減值撥備撥回淨額218港元(二零一八年:減值撥備淨額484港元)。於截至二零一九年十二月三十一日止年度,就出現信貸減值的應收賬款作出減值撥備淨額318,385港元(二零一八年:10,906,818港元)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 43. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

#### Credit risk and impairment assessment (Continued)

Notes: (Continued)

2. For the purposes of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition.

2019

		Past due	Not past due/ no fixed repayment terms	Total
		逾期 HK\$ 港元	未逾期/ 無固定償還條款 HK\$ 港元	總計 HK\$ 港元
<b>Financial assets at amortised cost</b>	<b>按攤銷成本計量金融資產</b>			
Other receivables and deposits	其他應收款項及訂金	–	7,503,748	7,503,748

2018

		Past due	Not past due/ no fixed repayment terms	Total
		逾期 HK\$ 港元	未逾期/ 無固定償還條款 HK\$ 港元	總計 HK\$ 港元
<b>Financial assets at amortised cost</b>	<b>按攤銷成本計量金融資產</b>			
Other receivables and deposits	其他應收款項及訂金	–	6,032,022	6,032,022
<b>Other items</b>	<b>其他項目</b>			
Rental deposits	租金按金	–	1,847,067	1,847,067

### 43. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

#### 信貸風險及減值評估 (續)

附註：(續)

2. 就內部信貸風險管理而言，本集團應用逾期資料評估信貸風險自首次確認以來是否顯著增加。

二零一九年

二零一八年

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 43. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

#### Credit risk and impairment assessment (Continued)

The following table shows the movement in lifetime ECL that has been recognised for trade receivables, contract assets, loan to a joint venture and loans receivable under the simplified approach.

		Trade receivables under lifetime ECL (credit impaired)	Trade receivables under lifetime ECL (not credit impaired)	Contract assets under lifetime ECL (not credit impaired)	Loan to a joint venture under lifetime ECL (credit-impaired)	Loans receivable under 12-month ECL (not credit-impaired)	Total
		按全期預期信貸虧損 (已出現信貸減值) 列賬的貿易應收款項	按全期預期信貸虧損 (未出現信貸減值) 列賬的貿易應收款項	按全期預期信貸虧損 (未出現信貸減值) 列賬的合約資產	按全期預期信貸虧損 (已出現信貸減值) 列賬的合營公司之貸款	按十二個月預期信貸虧損 (未出現信貸減值) 列賬的應收貸款	總計
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元
As at 1 January 2018	於二零一八年一月一日	3,127,071	1,904,536	283,823	-	-	5,315,430
Changes due to financial instruments recognised as at 1 January:	因於一月一日確認的金融工具出現的變動:						
- Impairment loss reversed	- 已撥回減值虧損	(2,152,800)	(1,904,536)	(283,823)	-	-	(4,341,159)
New financial assets originated	新增源生金融資產	13,059,618	2,465,245	218,921	-	-	15,743,784
Exchange adjustments	匯兌調整	(19,979)	(48,464)	-	-	-	(68,443)
As at 31 December 2018	於二零一八年十二月三十一日	14,013,910	2,416,781	218,921	-	-	16,649,612
Changes due to financial instruments recognised as at 1 January:	因於一月一日確認的金融工具出現的變動:						
- Transfer to credit-impaired	- 轉撥至信貸減值	2,709	(2,709)	-	-	-	-
- Impairment loss recognised	- 已確認減值虧損	318,385	-	-	3,222,914	-	3,541,299
- Written off	- 撇銷	(14,335,004)	-	-	-	-	(14,335,004)
- Impairment loss reversed	- 已撥回減值虧損	-	(2,412,901)	(218,921)	-	-	(2,631,822)
New financial assets originated	新增源生金融資產	-	2,324,197	287,626	-	1,348,580	3,960,403
Exchange adjustments	匯兌調整	-	(29,649)	-	-	-	(29,649)
As at 31 December 2019	於二零一九年十二月三十一日	-	2,295,719	287,626	3,222,914	1,348,580	7,154,839

### 43. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

#### 信貸風險及減值評估 (續)

下表列示根據簡易方法就貿易應收款項、合約資產、給予一家合營公司之貸款及應收貸款確認的全期預期信貸虧損變動。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 43. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

#### Credit risk and impairment assessment (Continued)

Changes in the loss allowance for trade receivables during the years ended 31 December 2019 and 2018 are mainly due to:

### 43. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

#### 信貸風險及減值評估 (續)

截至二零一九年及二零一八年十二月三十一日止年度的貿易應收款項虧損撥備變動主要由於：

		(Decrease) increase in lifetime ECL 全期預期信貸虧損(減少)增加			
		2019 二零一九年		2018 二零一八年	
		Not credit- impaired 未出現 信貸減值 HK\$ 港元	Credit- impaired 已出現 信貸減值 HK\$ 港元	Not credit- impaired 未出現 信貸減值 HK\$ 港元	Credit- impaired 已出現 信貸減值 HK\$ 港元
Settlement in full of trade receivables	悉數結算賬面貿易 應收款項	(2,412,901)	-	(1,904,536)	(2,152,800)
Impairment allowance recognised for trade receivables	就貿易應收款項確認 減值撥備	2,324,197	318,385	2,465,245	13,059,618

During the year ended 31 December 2019, impairment loss of HK\$318,385 (2018: HK\$13,059,618) was recognised for credit-impaired debtors who were defaulted in repayment continuously and no settlement was made for the sales to this debtor during the year. The Group has taken legal action against these debtors to recover the amount due.

於截至二零一九年十二月三十一日止年度，就持續拖欠支付的已出現信貸減值的應收賬款確認減值虧損318,385港元(二零一八年：13,059,618港元)，且年內並無結算該應收賬款的銷售。本集團已對該等債務人採取法律行動，以收回應收款項。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 43. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

#### Credit risk and impairment assessment (Continued)

Changes in the loss allowance for contract assets during the years ended 31 December 2019 and 2018 are mainly due to:

		(Decrease) increase in lifetime ECL	
		Not credit-impaired	
		全期預期信貸虧損(減少)增加 未出現信貸減值	
		2019	2018
		二零一九年	二零一八年
		HK\$	HK\$
		港元	港元
Settlement in full of contract assets	悉數結算合約資產	(218,921)	(283,823)
Impairment allowance recognised for contract assets	就合約資產確認的減值撥備	287,626	218,921

Changes in the loss allowance for loan to a joint venture during the years ended 31 December 2019 and 2018 are mainly due to:

		Increase in lifetime ECL	
		Credit-impaired	
		全期預期信貸虧損增加 已出現信貸減值	
		2019	2018
		二零一九年	二零一八年
		HK\$	HK\$
		港元	港元
Impairment allowance recognised for loan to a joint venture	就給予一家合營公司之貸款確認的減值撥備	3,222,914	-

### 43. 金融工具(續)

#### 財務風險管理目標及政策(續)

#### 信貸風險及減值評估(續)

於截至二零一九年及二零一八年十二月三十一日止年度，合約資產的虧損撥備變動主要由於：

於截至二零一九年及二零一八年十二月三十一日止年度，給予一家合營公司之貸款的虧損撥備變動主要由於：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 43. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

#### Credit risk and impairment assessment (Continued)

Changes in the loss allowance for loans receivable during the years ended 31 December 2019 and 2018 are mainly due to:

		Increase in 12-month ECL Not credit-impaired 十二個月預期信貸虧損增加 未出現信貸減值	
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Impairment allowance recognised for loans receivable	就應收貸款確認的減值撥備	1,348,580	—

#### Liquidity risk

The Group manages its liquidity risk by monitoring and maintaining a level of cash and cash equivalents secured adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensure compliance with loan covenants.

The following table details the Group's remaining contractual maturity for its financial liabilities and lease liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank borrowings with a repayment on demand clause are included in the earliest time band regardless of the probability of the financial institutions choosing to exercise their rights. The maturity dates for other financial liabilities and lease liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from prevailing market rate at the end of the reporting period.

### 43. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

#### 信貸風險及減值評估 (續)

於截至二零一九年及二零一八年十二月三十一日止年度，應收貸款的虧損撥備變動主要由於：

	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
十二個月預期信貸虧損增加 未出現信貸減值	1,348,580	—

#### 流動資金風險

本集團管理流動資金風險之方法乃由管理層監控及維持充裕之現金及現金等值水平，以撥付本集團業務經營所需資金及減低現金流量波動之影響。管理層監控銀行借貸之使用情況，確保遵循貸款契諾。

下表詳述本集團根據其須付款之最早日期釐定之金融負債及租賃負債餘下合約到期情況。具體而言，附帶按要求償還條款之銀行借貸均計入最早償還時間範圍，而不論財務機構選擇行使其權利之可能性。其他金融負債及租賃負債之到期日根據協定還款日期釐定。

下表包括利息及本金現金流量。倘利息流為按浮動利率計息，則未貼現金額按報告期末之當前市場利率計算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 43. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

#### Liquidity risk (Continued)

#### Liquidity tables

		Weighted average effective interest rate	On demand	Within 3 months	3 months to	1 year to	2 years to	Over 5 years	Total undiscounted cash flows	Carrying amount at the end of 31 December 2019
					1 year	2 years	5 years			
		加權平均實際利率 %	按要求 HK\$ 港元	三個月內 HK\$ 港元	三個月至一年 HK\$ 港元	一年至兩年 HK\$ 港元	兩年至五年 HK\$ 港元	超過五年 HK\$ 港元	未貼現現金流量總額 HK\$ 港元	二零一九年十二月三十一日未之賬面值 HK\$ 港元
2019	二零一九年									
Trade payables	貿易應付款項	N/A 不適用	-	63,706,167	-	-	-	-	63,706,167	63,706,167
Other payables and accruals	其他應付款項及應計款項	N/A 不適用	-	31,637,243	-	-	-	-	31,637,243	31,637,243
Amount due to a non-controlling shareholder of a subsidiary	應付一家附屬公司一名非控股股東款項	N/A 不適用	16,716,817	-	-	-	-	-	16,716,817	16,716,817
Amount due to a related company	應付一家關連公司款項	Note 1 附註1	116,063	19,514	81,056	93,841	182,439	128,383	621,296	435,017
Secured bank borrowings	有抵押銀行貸款	Note 2 附註2	92,168,478	-	-	-	-	-	92,168,478	92,168,478
Leases liabilities	租賃負債	Note 3 附註3	-	2,332,953	6,406,227	8,082,579	13,216,592	49,840,000	79,878,351	54,631,614
			109,001,358	97,695,877	6,487,283	8,176,420	13,399,031	49,968,383	284,728,352	259,295,336

		Weighted average effective interest rate	On demand	Within 3 months	3 months to	1 year to	2 years to	Over 5 years	Total undiscounted cash flows	Carrying amount at the end of 31 December 2018
					1 year	2 years	5 years			
		加權平均實際利率 %	按要求 HK\$ 港元	三個月內 HK\$ 港元	三個月至一年 HK\$ 港元	一年至兩年 HK\$ 港元	兩年至五年 HK\$ 港元	超過五年 HK\$ 港元	未貼現現金流量總額 HK\$ 港元	二零一八年十二月三十一日未之賬面值 HK\$ 港元
2018	二零一八年									
Trade payables	貿易應付款項	N/A 不適用	-	59,052,856	-	-	-	-	59,052,856	59,052,856
Other payables and accruals	其他應付款項及應計款項	N/A 不適用	-	28,671,565	-	-	-	-	28,671,565	28,671,565
Amount due to a non-controlling shareholder of a subsidiary	應付一家附屬公司一名非控股股東款項	N/A 不適用	17,080,392	-	-	-	-	-	17,080,392	17,080,392
Amount due to a related company	應付一家關連公司款項	Note 1 附註1	87,285	19,514	87,813	117,084	248,782	148,641	709,119	457,812
Secured bank borrowings	有抵押銀行貸款	Note 2 附註2	86,807,056	-	-	-	-	-	86,807,056	86,807,056
			103,974,733	87,743,935	87,813	117,084	248,782	148,641	192,320,988	192,069,681

### 43. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

#### 流動資金風險 (續)

#### 流動資金表

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 43. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Liquidity risk (Continued)

##### Liquidity tables (Continued)

Notes:

- (1) The amount due to a related company carried at interest rate ranging from 18% to 20% (2018: 18% to 20%) per annum.
- (2) The secured bank borrowings carry at HIBOR plus 1.25% to 2.5% (2018: HIBOR plus 1.85% to 2.5%) per annum.
- (3) The incremental borrowing rates for lease liabilities ranging from 4.38% to 5.38%.

Bank borrowings with a repayment on demand clause as at 31 December 2019 and 2018 are included in the "on demand" time band in the above maturity analysis. The carrying amount of the bank borrowings amounted to HK\$92,168,478 (2018: HK\$86,807,056) as at 31 December 2019. Taking into account the Group's financial position and assets pledged for the bank borrowings, the directors of the Company do not believe that it is probable that the financial institution would exercise the discretionary rights to demand immediate payment. As at 31 December 2019, the directors of the Company believed that such bank borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements. The aggregate principal and interest cash outflows amounted to HK\$97,436,502 (2018: HK\$91,084,901) as at 31 December 2019. The repayment schedule based on the scheduled repayment dates is set out below:

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Within one year	一年內	43,071,093	47,346,334
Over one year but less than two years	超過一年但少於兩年	15,529,762	2,330,784
Over two years but less than five years	超過兩年但少於五年	38,835,647	41,407,783
		<b>97,436,502</b>	91,084,901

### 43. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

##### 流動資金風險 (續)

##### 流動資金表 (續)

附註:

- (1) 應付一家關連公司款項按介乎18%至20% (二零一八年: 18%至20%) 之年利率計息。
- (2) 有抵押銀行借貸按香港銀行同業拆息加1.25%至2.5% (二零一八年: 香港銀行同業拆息加1.85%至2.5%) 之年利率計息。
- (3) 租賃負債的增量借貸利率介乎4.38%至5.38%。

於二零一九年及二零一八年十二月三十一日附帶按要求償還條款之銀行借貸在上述到期日分析中計入「按要求」之時間範圍內。於二零一九年十二月三十一日，銀行借貸的賬面值約為92,168,478港元 (二零一八年: 86,807,056港元)。考慮到本集團之財務狀況及就銀行借貸質押之資產，本公司董事相信，財務機構不可能行使酌情權要求即時付款。於二零一九年十二月三十一日，本公司董事相信，該等銀行借貸將根據貸款協議所載預定還款日期償還。於二零一九年十二月三十一日，本金及利息現金流出總額為97,436,502港元 (二零一八年: 91,084,901港元)。根據預定還款日期，還款時間表如下：



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 43. FINANCIAL INSTRUMENTS (Continued)

#### Fair value measurements of financial instruments

This note provides information about how the Group determines fair values of various financial assets.

#### *Fair value measurement and valuation process*

The financial controller of the Company is responsible to determine the appropriate valuation techniques and key inputs for fair value measurements.

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engaged independent qualified professional valuers to perform the valuation. The financial controller works closely with independent qualified professional valuers to establish the appropriate valuation techniques and key inputs to the model. Financial controller reports to executive directors semi-annually to explain the cause of fluctuations in the fair value of the assets.

Information about the valuation techniques and key inputs used in determining the fair value of various assets are disclosed above.

### 43. 金融工具 (續)

#### 金融工具之公平值計量

此附註提供本集團如何釐訂各項金融資產公平值之資料。

#### *公平值計量及估值程序*

本公司財務總監負責釐定適當的估值方法及公平值計量主要輸入數據。

於估計資產或負債的公平值時，本集團在其可獲得的情況下使用市場可觀察數據。未能獲得第一級輸入數據時，本集團委聘第三方獨立合資格專業估值師進行估值。財務總監與獨立合資格專業估值師緊密合作確立適當的估值方法及模式的主要輸入數據。財務總監每半年向執行董事匯報以闡釋資產公平值波動的原因。

有關釐定不同資產公平值所用的估值方法及主要輸入數據的資料於上文披露。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 43. FINANCIAL INSTRUMENTS (Continued)

#### Fair value measurements of financial instruments (Continued)

#### *Fair value of the Group's financial assets that are measured at fair value on a recurring basis*

Some of the Group's financial assets are measured at fair value at the end of the reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and key inputs used).

Financial assets 金融資產	Fair value as at 31 December 於十二月三十一日之公平值		Fair value hierarchy 公平值層級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Sensitivity 敏感度
	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元			
Held-for-trading non-derivative financial assets classified as financial assets at FVTPL 分類為透過損益按公平值列賬之金融資產之持作買賣非衍生金融資產	64,833,700	81,244,200	Level 1 第1層	Quoted bid prices in an active market 活躍市場上之買入報價	N/A 不適用
Investments in equity securities established in the PRC measured at FVTOCI 透過全面收入按公平值列賬計量之於中國成立之股本證券投資	–	14,679,744	Level 3 第3層	Asset-based approach with key inputs of 資產法·主要輸入數據為  (i) Fair value of the underlying assets of the investees; and (i) 被投資方的相關資產公平值; 及  (ii) Marketability discount of 10% (ii) 10%的流通性折讓	A significant increase in the comparable market transactions price used would result in a significant increase in fair value, and vice versa. 可資比較市場交易價格大幅上升, 導致公平值大幅上升, 反之亦然。  A significant increase in the discount rate used would result in a significant decrease in fair value, and vice versa. 折讓率大幅上升, 導致公平值大幅下跌, 反之亦然。

### 43. 金融工具 (續)

#### 金融工具之公平值計量 (續)

#### *本集團按照經常性基準按公平值計量之金融資產之公平值*

本集團部分金融資產於報告期末按公平值計量。下表列出有關釐定該等金融資產公平值方法之資料 (尤其是所用估值技術及主要輸入數據)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 43. FINANCIAL INSTRUMENTS (Continued)

#### Fair value measurements of financial instruments (Continued)

*Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)*

### 43. 金融工具 (續)

#### 金融工具之公平值計量 (續)

本集團按照經常性基準按公平值計量之金融資產之公平值 (續)

Financial assets 金融資產	Fair value as at 31 December 於十二月三十一日之公平值		Fair value hierarchy 公平值層級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Sensitivity 敏感度
	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元			
Investments in equity securities established in Hong Kong, the PRC and overseas measured at FVTOCI 透過全面收入按公平值列賬計量之於香港、中國及海外成立之股本證券投資	17,854,928	11,573,728	Level 3 第3層	Asset-based approach with key inputs of 資產法，主要輸入數據為  (i) Fair value of the underlying assets of the investees; and (ii) 被投資方的相關資產公平值；及  (ii) Marketability discount of 19% (ii) 19%的流通性折讓	A significant increase in the comparable market transactions price used would result in a significant increase in fair value, and vice versa. 可資比較市場交易價格大幅上升，導致公平值大幅上升，反之亦然。  A significant increase in the discount rate used would result in a significant decrease in fair value, and vice versa. 折讓率大幅上升，導致公平值大幅下跌，反之亦然。
Forward contract classified as financial assets at FVTPL 分類為透過損益按公平值列賬之金融資產之遠期合約	–	6,651,180	Level 3 第3層	Discounted cash flow method and discount rate (note) 貼現現金流量法及折讓率 (附註)	A significant increase in the discount rate used would result in a significant decrease in fair value, and vice versa. 折讓率大幅上升，導致公平值大幅下跌，反之亦然。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 43. FINANCIAL INSTRUMENTS (Continued)

#### Fair value measurements of financial instruments (Continued)

#### Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)

Note: The Group has an obligation to dispose of the indirect wholly-owned subsidiary which holds 16.67% equity interest in Yinghua in cash in the future. Such forward contract is classified as financial asset at FVTPL in accordance with HKFRS 9. Forward contract is calculated on a discounted cash flow approach with discount factor of 24.6% on agreed price of disposal of the indirect wholly-owned subsidiary which holds 16.67% equity interest in Yinghua.

There were no transfers between Level 1, 2 and 3 during the years.

#### Reconciliation of Level 3 fair value measurements

### 43. 金融工具 (續)

#### 金融工具之公平值計量 (續)

#### 本集團按照經常性基準按公平值計量之金融資產之公平值 (續)

附註：本集團有責任於未來出售持有英華房地產的16.67%股權的間接全資附屬公司以換取現金。有關遠期合約根據香港財務報告準則第9號分類為透過損益按公平值列賬的金融資產。遠期合約根據出售持有英華房地產16.67%股權的間接全資附屬公司的協定價格以24.6%的折讓因素按貼現現金流法計算。

於年內，第一層、第二層及第三層間並無轉撥情況。

#### 第三層公平值計量之對賬

		Equity instruments at FVTOCI 透過其他全面收入 按公平值列賬 之股本工具 HK\$ 港元	Financial assets at FVTPL 透過損益 按公平值列賬 之金融資產 HK\$ 港元
At 1 January 2018	於二零一八年一月一日	35,942,280	7,851,180
Purchase of equity investments at FVTOCI	購入透過其他全面收入按公平值列賬之股本投資	3,134,800	-
Unrealised loss in other comprehensive income	其他全面收入中未變現虧損	(12,705,867)	-
Unrealised loss in profit or loss	損益中未變現虧損	-	(1,200,000)
Exchange difference	匯兌差額	(117,741)	-
At 31 December 2018	於二零一八年十二月三十一日	26,253,472	6,651,180
Purchase of equity investments at FVTOCI	購入透過其他全面收入按公平值列賬之股本投資	6,281,200	-
Disposal upon disposal of a subsidiary (note 37)	於出售一間附屬公司時出售 (附註37)	(14,679,744)	-
Realised loss in profit or loss	損益中已變現虧損	-	(6,651,180)
At 31 December 2019	於二零一九年十二月三十一日	17,854,928	-

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 43. FINANCIAL INSTRUMENTS (Continued)

##### Fair value measurements of financial instruments (Continued)

##### *Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)*

*Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis*

The directors of the Company estimate the fair value of its financial assets and financial liabilities measured at amortised cost using the discounted cash flows analysis.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated statement of financial position approximate their fair values.

#### 43. 金融工具 (續)

##### 金融工具之公平值計量 (續)

##### *本集團按照經常性基準按公平 值計量之金融資產之公平值 (續)*

*本集團並非按照經常性基準  
按公平值計量之金融資產及  
金融負債之公平值*

本公司董事採用貼現現金流量分析估計按攤銷成本計量之金融資產及金融負債之公平值。

本公司董事認為，按攤銷成本列入綜合財務狀況表之金融資產及金融負債之賬面值與其公平值相若。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 44. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

		Amount due to a related company 應付一家 關連公司款項 HK\$ 港元	Obligations under finance leases 融資租賃 責任 HK\$ 港元	Lease liabilities 租賃負債 HK\$ 港元	Bank borrowings 銀行借貸 HK\$ 港元	Total 總額 HK\$ 港元
At 1 January 2018	於二零一八年一月一日	1,283,337	182,179	-	59,892,800	61,358,316
Financing cash flows (note)	融資現金流量 (附註)	(920,221)	(184,329)	-	23,912,724	22,808,174
Finance costs	融資成本	94,696	2,150	-	3,001,532	3,098,378
At 31 December 2018	於二零一八年十二月三十一日	457,812	-	-	86,807,056	87,264,868
Adjustments upon application of HKFRS 16	於應用香港財務報告準則第16號時調整	-	-	61,295,313	-	61,295,313
At 1 January 2019 (restated)	於二零一九年一月一日 (經重列)	457,812	-	61,295,313	86,807,056	148,560,181
Financing cash flows (note)	融資現金流量 (附註)	(119,220)	-	(8,878,658)	2,149,557	(6,848,321)
Finance costs	融資成本	96,425	-	2,612,674	3,211,865	5,920,964
Exchange adjustments	匯兌調整	-	-	(397,715)	-	(397,715)
At 31 December 2019	於二零一九年 十二月三十一日	435,017	-	54,631,614	92,168,478	147,235,109

**Note:** The cash flows in relation to repayments to a related company, repayments for obligations under finance leases, lease liabilities and bank borrowings and finance costs.

**附註：** 與向一家關連公司還款、融資租賃責任、租賃負債及銀行貸款還款相關的現金流量以及融資成本。

### 44. 融資活動所產生負債的對賬

下表載列本集團的融資活動所產生負債的變動詳情，包括現金及非現金變動。融資活動所產生的負債為現金流量或未來現金流量會於本集團綜合現金流量表中被分類為融資活動現金流量的負債。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 45. EVENT AFTER THE REPORTING PERIOD

On 10 January 2020, the Company announced the proposed rights issue of 507,278,912 rights shares at HK\$0.2 per rights issue on the basis of two rights shares for every one existing share held on the record date (the "Rights Issue"). The gross proceeds of the Rights Issue will be approximately HK\$101.46 million. The estimated issued costs and related expenses will be approximately HK\$3.5 million. The proposed Rights Issue is subject to shareholder's approval of the Company as at the date of approval for issuance of these consolidated financial statements. Details of the Rights Issue are disclosed in the announcement of the Company dated 10 January 2020.

Since January 2020, the outbreak of Novel Coronavirus ("COVID-19") has impact on the global business environment. Up to the date of approval for issuance of the consolidated financial statements for the year ended 31 December 2019, COVID-19 has not resulted in material impact to the Group. Pending on the development and spread of COVID-19 subsequent to the issuance of the consolidated financial statement for the year ended 31 December 2019, further changes in economic conditions for the Group arising thereof may have impact on the financial results of the Group. The extent of effect could not be estimated as at the date of issuance of the consolidated financial statement for the year ended 31 December 2019. The Group will keep continuous attention on the situation of the COVID-19 and react actively to its impact on the financial position and operating results of the Group.

### 45. 報告期後事項

於二零二零年一月十日，本公司宣佈建議按於記錄日期每持有一股現有股份獲發兩股供股股份之基準以每股供股股份0.2港元供股發行507,278,912股供股股份（「供股」）。供股的所得款項總額將約為101,460,000港元。估計發行成本及相關開支將約為3,500,000港元。建議供股須於該等綜合財務報表的批准刊發日期取得本公司股東的批准。供股的詳情於本公司日期為二零二零年一月十日的公告中披露。

自二零二零年一月起，冠狀病毒病（「COVID-19」）疫情已影響全球商業環境。直至截至二零一九年十二月三十一日止年度綜合財務報表的批准刊發日期，COVID-19尚未對本集團造成重大影響。待於截至二零一九年十二月三十一日止年度綜合財務報表經刊發後COVID-19的發展及傳播，其對本集團經濟狀況造成的進一步變動可能會對本集團的財務業績造成影響。於截至二零一九年十二月三十一日止年度綜合財務報表的刊發日期，尚無法估計影響程度。本集團將繼續關注COVID-19的狀況，並積極應對其對本集團財務狀況及經營業績所造成的影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 46. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Particulars of the subsidiaries of the Company at 31 December 2019 and 2018.

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 註冊成立/註冊地點	Paid up issued/registered share capital 實繳已發行/註冊股本	Effective percentage of issued share capital/ registered capital held by the Company 本公司所持已發行股本/註冊資本實際百分比		Principal activities 主要業務
			2019 二零一九年 %	2018 二零一八年 %	
Chung Tai Printing Holdings Limited 中大印刷集團有限公司	BVI 英屬處女群島	HK\$10,000 ordinary 10,000港元普通股	100	100	Investment holding 投資控股
Chung Tai Printing Company Limited 中大印刷有限公司	Hong Kong 香港	HK\$1,000 ordinary HK\$500,000 deferred non-voting 1,000港元普通股 500,000港元 無投票權遞延股	100	100	Investment holding 投資控股
深圳市精準檢測技術服務有限公司 (note 1) (附註1)	The PRC 中國	RMB1,000,000 registered capital 人民幣1,000,000元 註冊資本	100	100	Testing of printing products 印刷品檢測
錦翰印刷(深圳)有限公司 (note 1) (附註1)	The PRC 中國	HK\$30,000,000 registered capital 30,000,000港元 註冊資本	100	100	Label and paper products printing 標籤及紙製品印刷
Chung Tai Printing (China) Company Limited 中大印刷(中國)有限公司	Hong Kong 香港	HK\$1,000 ordinary HK\$10,000 deferred non-voting 1,000港元普通股 10,000港元 無投票權遞延股	100	100	Trading of label, packaging and paper products and printing products 買賣標籤、包裝和 紙製品及印刷品
Chung Tai Smart Labelling Company Limited 中大標籤科技有限公司	Hong Kong 香港	HK\$1 ordinary 1港元普通股	100	100	Trading of label and printing products 買賣標籤及印刷品

### 46. 主要附屬公司之詳情

本公司附屬公司於二零一九年及二零一八年十二月三十一日之詳情。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 46. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

### 46. 主要附屬公司之詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 註冊成立/註冊地點	Paid up issued/registered share capital 實繳已發行/註冊股本	Effective percentage of issued share capital/ registered capital held by the Company 本公司所持已發行股本/註冊資本實際百分比		Principal activities 主要業務
			2019 二零一九年 %	2018 二零一八年 %	
Chung Tai Printing (International) Company Limited 中大印刷(國際)有限公司	Hong Kong 香港	HK\$1 ordinary 1港元普通股	100	100	Investment holding 投資控股
中星中大印刷(深圳)有限公司 (note 1) (附註1)	The PRC 中國	HK\$98,000,000 registered capital 98,000,000港元 註冊資本	100	100	Label, packaging and paper products printing 標籤、包裝及紙製品印刷
Delight Source Limited 亮燃有限公司	Hong Kong 香港	HK\$200,000 ordinary 200,000港元普通股	100	100	Trading of printing products 買賣印刷產品
Profit Link Investment Limited 中大投資管理有限公司	Hong Kong 香港	HK\$100 ordinary HK\$2 deferred non-voting 100港元普通股 2港元 無投票權遞延股	100	100	Property investment 物業投資
New Box Mini Storage Limited 中大迷你倉有限公司	Hong Kong 香港	HK\$100 ordinary HK\$2 deferred non-voting 100港元普通股 2港元 無投票權遞延股	100	100	Provision of mini storage services 提供迷你倉儲存服務
Star Entertainment (Universe) Limited 星娛樂(環宇)有限公司	Hong Kong 香港	HK\$1 Ordinary 1港元普通股	100	100	Provision of artistes management and music licensing services and sales of music albums 提供藝人管理及音樂特許服務及銷售音樂唱片

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 46. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

### 46. 主要附屬公司之詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 註冊成立/註冊地點	Paid up issued/registered share capital 實繳已發行/註冊股本	Effective percentage of issued share capital/ registered capital held by the Company 本公司所持已發行股本/註冊資本實際百分比		Principal activities 主要業務
			2019 二零一九年 %	2018 二零一八年 %	
Newway Smart Technology (International) Company Limited 中星智能科技(國際)有限公司	Hong Kong 香港	HK\$10,000 ordinary 10,000港元普通股	100	100	RFID printing products and RFID label 無線射頻印刷產品及無線射頻標籤
Newway Star Limited 新時代星工廠有限公司	Hong Kong 香港	HK\$10,000 ordinary 10,000港元普通股	100	100	Provision of music licensing services, sales of music albums and investment holding 提供音樂特許服務、銷售音樂唱片及投資控股
Newway Star Artiste Management Limited 新時代藝員管理有限公司	Hong Kong 香港	HK\$10,000 ordinary 10,000港元普通股	100	100	Provision of artistes management services 提供藝人管理服務
Showtimes (Asia) Limited 演藝時代(亞洲)有限公司	Hong Kong 香港	HK\$1 ordinary 1港元普通股	100	100	Organisation of concerts and shows 籌辦演唱會及表演
Kingbay Investments Limited 始昇投資有限公司	Hong Kong 香港	HK\$1 ordinary 1港元普通股	100	100	Securities trading 買賣證券
Fruitful Global Co., Limited 豐薈國際有限公司	Hong Kong 香港	HK\$1 ordinary 1港元普通股	100	100	Trading of printing products 買賣印刷品
Grand Prospects 華泰	Hong Kong 香港	HK\$100,000 ordinary 100,000港元普通股	100	100	Money lending 放貸

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 46. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

### 46. 主要附屬公司之詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 註冊成立/註冊地點	Paid up issued/registered share capital 實繳已發行/ 註冊股本	Effective percentage of issued share capital/ registered capital held by the Company 本公司所持已發行 股本/註冊資本 實際百分比		Principal activities 主要業務
			2019 二零一九年 %	2018 二零一八年 %	
Supreme Cycle	BVI 英屬處女群島	US\$1 ordinary 1美元普通股	100	100	Property investment 物業投資
上海中星富達融資租賃有限公司 (note 1) (附註1)	The PRC 中國	US\$20,000,000 registered capital 20,000,000美元 註冊資本	100	100	Financial leasing 融資租賃
Zhongxing Guosheng (note 2) 中星國盛 (附註2)	The PRC 中國	RMB2,000,000 registered capital 人民幣2,000,000元 註冊資本	100	100	Investment holding 投資控股
Zhongqing (note 2) 中清 (附註2)	The PRC 中國	RMB2,000,000 registered capital 人民幣2,000,000元 註冊資本	60	60	Property development 物業發展

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 46. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Notes:

- (1) These subsidiaries are wholly foreign owned enterprises in the PRC.
- (2) These subsidiaries are domestic-invested enterprises established in the PRC.

The operations of all subsidiaries are carried out principally in Hong Kong and the PRC.

Exception for Chung Tai Printing Holdings Limited, which is directly owned by the Company, all other subsidiaries are indirectly owned by the Company.

The above table only includes those subsidiaries which, in the opinion of the directors of the Company, principally affected the results of the Group for the year or formed a substantial portion of the net assets of the Group. To give details of all subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length. The deferred non-voting shares, which are not held by the Group, practically carry no rights to dividends nor to receive notice of nor to attend or vote at any general meeting of the relevant companies or to participate in any distribution on winding up.

None of the subsidiaries had any debt securities outstanding at the end of the year or at any time during the years.

### 46. 主要附屬公司之詳情 (續)

附註：

- (1) 該等附屬公司乃中國之外商獨資企業。
- (2) 該等附屬公司乃於中國成立之內資企業。

所有附屬公司的業務主要於香港及中國進行。

除中大印刷集團有限公司由本公司直接擁有外，所有其他附屬公司由本公司間接擁有。

上表僅包括本公司董事認為主要影響本集團本年度業績或構成本集團淨資產主要部分的附屬公司。董事認為詳述所有附屬公司將導致資料過於冗長。無投票權遞延股（非由本集團持有）實質上並無附有權利獲派股息及接收有關公司之股東大會通告或出席任何股東大會或於會上投票，或於清盤時參與任何分派。

附屬公司於年終或年內任何時間概無任何尚未償還之債務證券。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 46. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

The table below shows details of non-wholly-owned subsidiaries of the Group that have non-controlling interests:

### 46. 主要附屬公司之詳情 (續)

下表顯示本集團擁有非控股權益之非全資附屬公司詳情：

Name of subsidiaries 附屬公司名稱	Place of establishment and principal place of business 成立地點及主要營業地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益所持擁有權權益及投票權之比例		Loss allocated to non-controlling interests 分配至非控股權益之虧損		Accumulated non-controlling interests 累計非控股權益	
		2019 二零一九年	2018 二零一八年	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Zhongqing 中清	The PRC 中國	40%	40%	(189,624)	(299,862)	(2,773,001)	(2,300,887)
Individually immaterial subsidiaries with non-controlling interests 擁有非控股權益之個別不重大附屬公司				(1,174)	(2,084)	(450,718)	(449,544)
				(190,798)	(301,946)	(3,223,719)	(2,750,431)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 46. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Summarised financial information for the years ended 31 December 2019 and 2018 in respect of the Group's subsidiaries that have material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

#### Zhongqing

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Non-current assets	非流動資產	13,219	15,965
Current assets	流動資產	43,509,740	44,410,619
Current liabilities	流動負債	(55,794,367)	(55,517,709)
<b>Total equity</b>	<b>權益總額</b>	<b>(12,271,408)</b>	(11,091,125)
Equity attributable to the owners of the Company	本公司擁有人應佔權益	(7,362,845)	(6,654,675)
Non-controlling interests of Zhongqing	中清非控股權益	(4,908,563)	(4,436,450)
		<b>(12,271,408)</b>	(11,091,125)
Expenses	開支	(474,059)	(749,655)
Loss for the year	本年虧損	(474,059)	(749,655)
Other comprehensive expense for the year	本年其他全面開支	(706,224)	(1,844,000)
<b>Total comprehensive expense for the year</b>	<b>本年全面開支總額</b>	<b>(1,180,283)</b>	(2,593,655)

### 46. 主要附屬公司之詳情 (續)

本集團擁有重大非控股權益之附屬公司截至二零一九年及二零一八年十二月三十一日止年度之財務資料概要載列如下。以下財務資料概要指未作出集團內公司間撇銷前之金額。

#### 中清

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 46. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

#### Zhongqing (Continued)

### 46. 主要附屬公司之詳情 (續)

#### 中清(續)

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Loss for the year since acquisition attributable to	以下人士應佔 自收購以來本年虧損		
– owners of the Company	– 本公司擁有人	<b>(284,435)</b>	(449,793)
– non-controlling interests of Zhongqing	– 中清非控股權益	<b>(189,624)</b>	(299,862)
Loss for the year	本年虧損	<b>(474,059)</b>	(749,655)
Other comprehensive expense for the year attributable to	以下人士應佔本年 其他全面開支		
– owners of the Company	– 本公司擁有人	<b>(423,734)</b>	(1,106,400)
– non-controlling interests of Zhongqing	– 中清非控股權益	<b>(282,490)</b>	(737,600)
Other comprehensive expense for the year	本年其他全面 開支	<b>(706,224)</b>	(1,844,000)
Total comprehensive expense for the year attributable to	以下人士應佔 本年全面開支總額		
– owners of the Company	– 本公司擁有人	<b>(708,169)</b>	(1,556,193)
– non-controlling interests of Zhongqing	– 中清非控股權益	<b>(472,114)</b>	(1,037,462)
Total comprehensive expense for the year	本年全面開支總額	<b>(1,180,283)</b>	(2,593,655)

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

#### 46. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

##### Zhongqing (Continued)

#### 46. 主要附屬公司之詳情 (續)

##### 中清(續)

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Net cash outflow from operating activities	經營業務現金流出淨額	(599,638)	(824,778)
Net cash inflow from financing activities	融資活動現金流入淨額	453,772	843,074
Net cash (outflow) inflow	現金(流出)流入淨額	(145,866)	18,296
Dividend paid to non-controlling shareholder of Zhongqing	已付中清非控股股東股息	-	-



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 47. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

### 47. 本公司財務狀況表

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
<b>Assets</b>	<b>資產</b>		
<b>Non-current assets</b>	<b>非流動資產</b>		
Investments in subsidiaries	於附屬公司之投資	42,671,967	42,671,967
Amounts due from subsidiaries	應收附屬公司款項	791,147,417	758,453,145
		<b>833,819,384</b>	801,125,112
<b>Current assets</b>	<b>流動資產</b>		
Other receivables, deposits and prepayments	其他應收款項、訂金及預付款項	197,075	209,526
Loans to joint ventures	給予合營公司之貸款	50,000	50,000
Bank balances and cash	銀行結餘及現金	18,426,910	15,754,704
		<b>18,673,985</b>	16,014,230
<b>Liabilities</b>	<b>負債</b>		
<b>Current liabilities</b>	<b>流動負債</b>		
Other payables and accrued charges	其他應付款項及應計費用	490,254	755,154
Amounts due to subsidiaries	應付附屬公司款項	86,531,949	56,286,425
		<b>87,022,203</b>	57,041,579
<b>Net current liabilities</b>	<b>流動負債淨額</b>	<b>(68,348,218)</b>	(41,027,349)
<b>Total assets less total liabilities</b>	<b>總資產減總負債</b>	<b>765,471,166</b>	760,097,763
<b>Capital and reserves</b>	<b>資本及儲備</b>		
Share capital	股本	2,536,395	2,536,395
Reserves (note)	儲備 (附註)	762,934,771	757,561,368
<b>Total equity</b>	<b>權益總額</b>	<b>765,471,166</b>	760,097,763

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019

截至二零一九年十二月三十一日止年度

### 47. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

#### Reserves

		Share premium	Capital redemption reserve	Contributed surplus	Reorganisation reserve	Retained profits	Total
		股份溢價	資本贖回儲備	實繳盈餘	重組儲備	保留溢利	總計
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元
At 1 January 2018	於二零一八年一月一日	368,949,127	62,400	103,571,033	19,782,427	263,034,431	755,399,418
Profit and total comprehensive income for the year	本年溢利及全面收入總額	-	-	-	-	2,161,950	2,161,950
At 31 December 2018	於二零一八年十二月三十一日	368,949,127	62,400	103,571,033	19,782,427	265,196,381	757,561,368
Profit and total comprehensive income for the year	本年溢利及全面收入總額	-	-	-	-	5,373,403	5,373,403
At 31 December 2019	於二零一九年十二月三十一日	368,949,127	62,400	103,571,033	19,782,427	270,569,784	762,934,771

Note: There is no material impact upon application of HKFRS 16 on 1 January 2019.

### 47. 本公司財務狀況表 (續)

附註：

#### 儲備

附註：於二零一九年一月一日應用香港財務報告準則第16號時並無重大影響。

## Principal Properties 主要物業

At 31 December 2019

於二零一九年十二月三十一日

### A. INVESTMENT PROPERTIES

### A. 投資物業

Location 地點	Group's effective interest in the properties 本集團於物業中之實際權益	Approximate gross floor area 概約總樓面面積 (sq. m) (平方米)	Usage 用途	Category of lease 租約類別
Lot. No. 5378 IN D.D.51, G/F-2/F, 4/F, Chung Tai Printing Group Building No. 11 Yip Cheong Street, On Lok Tsuen, Fanling, New Territories, Hong Kong 香港新界粉嶺安樂工業村業暢街11號 中大印刷集團大廈丈量約分51號 地段5378號、地下至2樓及4樓	100%	4,859	Industrial 工業	Medium-term lease 中期租約
Yuen Long Town Lot No. 292, Units 21, 22, 23, 41 and 77 of 1/F and the whole of 3/F, Hop Yick Commercial Centre (Phase I), No. 33 Hop Choi Street, Yuen Long, New Territories, Hong Kong 香港新界元朗合財街33號 合益商業中心(一期)一樓之21、22、 23、41及77號單位及三樓全層 元朗市地段292號	100%	1,063.82	Commercial 商業	Medium-term lease 中期租約
No. 1801, 15th floor, Block 4, Yard 89, 89 Jianguo Road, Chaoyang District, Beijing, the PRC 中國北京朝陽區建國路89號 89號院4號樓15層1801室	100%	175.66	Commercial 商業	Medium-term lease 中期租約

## Principal Properties 主要物業

At 31 December 2019

於二零一九年十二月三十一日

### B. PROPERTIES UNDER DEVELOPMENT FOR SALE

### B. 待售發展中物業

Location 地點	Group's effective interest in the properties 本集團於物業中之實際權益	Approximate site area 概約地盤面積 (sq. m) (平方米)	Usage 用途	Category of lease 租約類別
Two parcels of land designated located at Lot No. B19001-1*1 and No. B19001-2*1 of Villagers Committee of Lian Tang Village, Dong Cheng Sub-district Office, Qingcheng District, Qingyuan City, the PRC 兩幅位於中國清遠市清城區東城街辦事處蓮塘村民委員會之指定土地（地段編號第B19001-1*1號及第B19001-2*1號）	60%	5,853.40	Mixed Residential 綜合住宅	Medium-term lease 中期租約

# Financial Summary

## 財務概要

### RESULTS

### 業績

		For the year ended 31 December 截至十二月三十一日止年度				
		2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018* 二零一八年* HK\$'000 千港元	2019* 二零一九年* HK\$'000 千港元
Revenue	收益	521,256	562,911	515,534	592,626	<b>560,585</b>
(Loss) profit before taxation	除稅前(虧損)溢利	(68,269)	86,724	52,092	(35,220)	<b>(24,994)</b>
Taxation	稅項	726	(12,720)	(4,142)	(3,004)	<b>(5,979)</b>
(Loss) profit for the year	本年(虧損)溢利	(67,543)	74,004	47,950	(38,224)	<b>(30,973)</b>
Attributable to:	以下人士應佔:					
Owners of the Company	本公司擁有人	(67,262)	74,206	48,146	(37,922)	<b>(30,782)</b>
Non-controlling interests	非控股權益	(281)	(202)	(196)	(302)	<b>(191)</b>
		(67,543)	74,004	47,950	(38,224)	<b>(30,973)</b>

### ASSETS AND LIABILITIES

### 資產及負債

		As at 31 December 於十二月三十一日				
		2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018* 二零一八年* HK\$'000 千港元	2019* 二零一九年* HK\$'000 千港元
Total assets	資產總值	1,004,702	1,116,246	1,206,500	1,157,108	<b>1,172,501</b>
Total liabilities	負債總額	(157,626)	(202,412)	(196,987)	(229,826)	<b>(286,283)</b>
Total equity	權益總額	847,076	913,834	1,009,513	927,282	<b>886,218</b>
Equity attributable to owners of the Company	本公司擁有人應佔權益	848,461	916,374	1,011,224	930,032	<b>889,442</b>
Non-controlling interests	非控股權益	(1,385)	(2,540)	(1,711)	(2,750)	<b>(3,224)</b>
		847,076	913,834	1,009,513	927,282	<b>886,218</b>

\* The amounts for the year ended 31 December 2018 were presented upon the application of HKFRS 9 and HKFRS 15, which the comparative financial information was not restated. The amounts for the year ended 31 December 2019 were presented upon the application of HKFRS 16, which the comparative financial information was not restated.

\* 於截至二零一八年十二月三十一日止年度之金額於應用香港財務報告準則第9號及香港財務報告準則第15號後呈列，其比較財務資料並無經重列。於截至二零一九年十二月三十一日止年度之金額於應用香港財務報告準則第16號後呈列，其比較財務資料並無經重列。

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**中星集團控股有限公司**

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