

China Ocean Industry Group Limited 中海重工集團有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock Code 股份代號: 00651



Annual Report

2019 年報

Contents 目錄

		PAGE 頁次
Corporate Information	公司資料	2
Chairman's Statement	主席報告	4
Management Discussion and Analysis	管理層討論及分析	6
Report on Corporate Governance	企業管治報告	28
Directors' Report	董事會報告	47
Independent Auditor's Report	獨立核數師報告	68
Consolidated Statement of Profit or Loss and Other Comprehensive Income	綜合損益及其他全面收益表	83
Consolidated Statement of Financial Position	綜合財務狀況報表	85
Consolidated Statement of Changes in Equity	綜合權益變動表	88
Consolidated Statement of Cash Flows	綜合現金流量表	91
Notes to the Consolidated Financial Statements	綜合財務報表附註	93
Financial Summary	財務摘要	320

Corporate Information 公司資料

BOARD OF DIRECTORS

Executive directors:

Mr. Li Ming (*Chairman*)
Mr. Zhang Shi Hong (*Chief Executive Officer*)
Mr. Zhang Weibing (resigned on 11 December 2019)
Mr. Liu Jin (retired on 21 June 2019)
Mr. Zhang Chuanjun (appointed on 20 July 2020)

Non-executive director:

Mr. Chau On Ta Yuen (*Honorary Chairman*)
(resigned on 1 December 2019)
Mr. Lin Lie (resigned on 8 May 2019)

Independent non-executive directors:

Mr. Hu Bai He
Ms. Xiang Siying
Ms. Xiang Ying

AUDIT COMMITTEE

Mr. Hu Bai He (*Chairman*)
Ms. Xiang Siying
Ms. Xiang Ying

REMUNERATION COMMITTEE

Ms. Xiang Ying (*Chairman*)
Ms. Xiang Siying
Mr. Hu Bai He
Mr. Zhang Shi Hong

NOMINATION COMMITTEE

Ms. Xiang Ying (*Chairman*)
Ms. Xiang Siying
Mr. Hu Bai He
Mr. Li Ming

COMPANY SECRETARY

Mr. Tong Yiu On

董事會

執行董事：

李明先生 (主席)
張士宏先生 (行政總裁)
張偉兵先生 (於二零一九年十二月十一日辭任)
劉進先生 (於二零一九年六月二十一日退任)
張傳軍先生 (於二零二零年七月二十日獲委任)

非執行董事：

周安達源先生 (名譽主席)
(於二零一九年十二月一日辭任)
林烈先生 (於二零一九年五月八日辭任)

獨立非執行董事：

胡柏和先生
項思英女士
向穎女士

審核委員會

胡柏和先生 (主席)
項思英女士
向穎女士

薪酬委員會

向穎女士 (主席)
項思英女士
胡柏和先生
張士宏先生

提名委員會

向穎女士 (主席)
項思英女士
胡柏和先生
李明先生

公司秘書

唐耀安先生

AUDITOR

Asian Alliance (HK) CPA Limited
8/F., Catic Plaza
8 Causeway Road
Causeway Bay
Hong Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL OFFICE

Unit D, 16/F.,
MG Tower
133 Hoi Bun Road
Kwun Tong
Kowloon
Hong Kong

PRINCIPAL SHARE REGISTRAR

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

BRANCH REGISTRAR IN HONG KONG

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

PRINCIPAL BANKERS

China Merchants Bank Co. Ltd.
Bank of Communications Co. Ltd.
Chiyu Banking Corporation Ltd.
Industrial and Commercial Bank of China (Asia) Limited

COMPANY WEBSITE

www.irasia.com/listco/hk/chinaoceanindustry

STOCK CODE

Stock Exchange of Hong Kong: 0651

核數師

華融(香港)會計師事務所有限公司
香港
銅鑼灣
高士威道8號
航空大廈8樓

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

主要辦公地點

香港
九龍
觀塘
海濱道133號
萬兆豐中心
16樓D室

主要股份過戶登記處

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

股份過戶登記處香港分處

卓佳雅柏勤有限公司
香港
皇后大道東183號
合和中心54樓

主要往來銀行

招商銀行股份有限公司
交通銀行股份有限公司
集友銀行有限公司
中國工商銀行(亞洲)有限公司

公司網址

www.irasia.com/listco/hk/chinaoceanindustry

股份代號

香港聯交所: 0651

Chairman's Statement 主席報告

On behalf of the board of directors, I am pleased to present the annual report of China Ocean Industry Group Limited (the "Company") and its subsidiaries (collectively the "Group") for the year ended 31 December 2019.

For the year ended 31 December 2019, the Group recorded the audited consolidated revenue of debit balance amounting to approximately HK\$19.71 million, and a loss attributable to owners of the Company of approximately HK\$1,088.01 million, representing a decrease of approximately 95.79% and approximately 29.60% compared to last year, respectively.

2019 was the first year for the Group to integrate resources with a focus on Jiangxi Shipbuilding, and also a year of endless efforts in keeping normal operation by the Group. Facing heavy burden left by shipbuilding business, risk arising from the guidance fund of Zhoushan Municipal Government and acceleration of financing issues of the real economy, all businesses of the Group are under huge pressure. In order to cope with risks, on the one hand, we enhance the communication with governments and financial institutions in order to get support and assistance, and on the other hand, we streamline the frontlines of our strategies on the whole to integrate resources by gathering competitive resources.

Presently, Jiangxi Shipbuilding has made progress in its cooperation with stronger shipyards. The use of Jiangxi Shipbuilding's riverbank of the Yangtze River, yards and land resources will enter into a new stage and a business system featuring resource development, yard logistics services and Steel structure processing business will be gradually established, generating new income source for the Group. Based on this, we have initiated negotiation with institutions and partners with the support from governments at different levels in an effort to seek resolutions addressing our debt risks.

In order to optimise asset-liability structure and shorten management chain, the Group is seeking to exit from some investments and dispose some assets. While carrying on such task, the Group will perform merger and acquisition or extension on associated upstream and downstream industries on the basis of consolidating resources, with a hope to create a brand new industrial chain, which can address the lack of liquidity of the Group.

本人謹代表董事會呈報中海重工集團有限公司（「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之年報。

本集團於截至二零一九年十二月三十一日止年度錄得經審核綜合收益借方結餘約19.71百萬港元，及本公司擁有人應佔虧損約1,088.01百萬港元，分別較去年減少約95.79%及約29.60%。

二零一九年是本集團圍繞江西造船整合資源的開篇之年，也是本集團盡一切努力保持正常運營的一年。面對造船業務的沉重歷史包袱，面對舟山市政府引導基金出現的風險，面對實體經濟融資問題的加劇，集團各項業務都面臨著很大壓力。面對各種挑戰，我們一方面加強與政府、金融機構的溝通，取得各方的支持與協助；一方面從整體戰略上收縮戰線，集中優勢資源進行資源整合。

目前，江西造船與優勢船廠的合作已取得積極進展，江西造船長江岸線、碼頭以及土地資源的利用將進入新的階段，以資源開發、碼頭物流服務、鋼結構加工為主的業務體系將逐步搭建，為本集團帶來新的收益來源。以此為依託，在各級政府的協助下，我們與各金融機構和合作夥伴的協商已經開始，以尋求債務風險化解之策。

為優化資產負債結構，縮短管理鏈條，集團正在謀求退出一些投資，對一些資產進行處置。這項工作進行的同時，集團將在整合資源的基礎上，對上下游關聯產業進行併購或延展，以期打造全新產業鏈，應對目前存在集團流動性不足的問題。

Chairman's Statement 主席報告

Looking into 2020, we will have to change pressure into driving force and keep our commitment to the real economy and equipment business by maintaining our shipbuilding business, equipment business and car-parking business and by developing businesses such as logistics, transportation and supply chain. In this regard, we will closely work with financial institutions, investment institutions and business partners in order to raise working capital via multiple ways for promoting business development.

The structural reform of the Chinese economy and the support from the state to the real economy are the reasons behind our confidence in greater efficiency in the Group's resource integration and business extension, not failing shareholders' eager anticipation of us.

In closing, I would like to express my heartfelt appreciation to our shareholders, investors and partners for their strong support. I would also like to express my gratitude to our directors and all Group employees for their diligence and valuable contributions.

展望二零二零年，我們需要變壓力為動力，不改對實體經濟、對裝備產業的堅守，在造船產業、裝備產業、停車場產業繼續保持的同時，開拓物流、運輸和供應鏈貿易等業務，與金融機構、投資機構、合作夥伴密切合作，採取多種方式籌集營運資金，支持業務發展。

中國經濟的結構性改革以及國家對實體經濟的支援，使我們有理由相信本集團的資源整合和業務延展將更加有效，不負廣大股東對我們的熱切期待。

最後，本人對股東、投資者及合作夥伴給予我們之鼎力支持致以衷心感謝。同時，亦感謝董事及集團全體僱員之辛勤付出及貢獻。

Management Discussion and Analysis

管理層討論及分析

OVERVIEW

China Ocean Industry Group Limited is engaged in the intelligent car-parking and automotive electronics, shipbuilding, steel structure engineering and installation business, trading and finance lease business.

Having affected by various unfavorable factors, the global economy has been in a new wave of uncertainty and China's domestic economy has also been experiencing unprecedented difficulties. As an enterprise focusing on manufacturing, the impact on the Group was even more significant. Faced with the continuous downturn in the shipbuilding industry, the Group has encountered difficulties in financing with high cost of funding which were commonly faced by enterprises during the process of transformation, resulting in the standstill of some business segments of the Group. In order to find a way to overcome difficulties, the Group mainly focused on the revitalization of shipbuilding assets and the restructuring of debts in 2019. Under the guidance of the government, the Group promoted cooperation with leading corporations in order to carry out effective utilization of the Group's lands, factories, shorelines of the Yangtze River, etc. and seek the restructuring of debts on this basis. However, due to certain uncontrollable factors, such cooperation has experienced setbacks. Meanwhile, the Company received a winding up petition from a partner in Hong Kong which also affected the Group's new financing plan. Although surrounded by abovementioned unfavorable factors, the Group refused to give up and continued to enhance the communication with the government, financial institutional creditors with a view to introduce new partnerships and implement strategic business restructuring plans.

The current business restructuring plans of the Group has received great supports from different levels of governments in Jiangxi Province and Jiangsu Province, and received positive response from financial institutions. Despite the impact of the COVID-19 virus, the Group has been achieving substantive progress in various aspects.

概覽

中海重工集團有限公司經營智慧停車及汽車電子業務、造船業務、鋼結構工程及安裝業務以及貿易業務及金融租賃業務。

受各種不利因素的影響，全球經濟處於一輪新的不確定期，中國國內實體經濟也遇到了前所未有的困難。本集團作為以製造業為主的企業，受到的衝擊更為明顯，面對造船業的持續低迷，集團在轉型過程中又遇到實體企業普遍遇到的融資難、融資貴的困境，導致部分業務出現停頓。為找到脫困之路，本集團在二零一九年主要圍繞造船資產的盤活以及債務的重整兩條線開展工作，在政府的指導下，推進與優勢企業的合作，以期促使土地、廠房、長江岸線等可以得到有效利用，並在此基礎上尋求債務的重整。然而，由於某些不可控的原因，與相關企業的合作過程出現了波折。與此同時，因香港合作方對本公司提出清盤呈請，也影響到了集團新的融資計劃。面對以上種種不利因素，本集團沒有放棄，繼續加強與政府、債權金融機構的溝通，繼續引進新的合作方，實施戰略性重整計劃。

本集團的業務重整計劃得到了江西省及江蘇省各級政府的大力支持，也得到了各金融機構的積極響應。雖然蒙受新冠病毒疫情的影響，但各項工作正在取得實質性進展。

Management Discussion and Analysis 管理層討論及分析

During the year ended 31 December 2019, the Group recorded an external revenue of debit balance of HK\$19.71 million (2018: debit balance of HK\$468.03 million).

During the year under review, the Group recorded gross loss of HK\$0.97 million (2018: HK\$357.46 million), decreased as compared last year, mainly due to the decrease in the loss of shipbuilding business.

The Group's finance cost increased from HK\$271.84 million to HK\$359.39 million, mainly due to the increase in interests and guarantee fee in connection with borrowings.

During the year under review, the share of loss of joint ventures decreased from HK\$472.15 million to share of profit of HK\$0.13 million, due to the impairment loss accrued by the Group for risky investments last year.

In general, for the year ended 31 December 2019, the Group recorded a loss attributable to owners of the Company of approximately HK\$1,088.01 million (2018: HK\$1,545.44 million), representing a substantial decrease, as compared to last year, mainly due to the gain on the disposal of an associate and the significant decrease in share of loss of joint ventures, and the decrease in administrative cost and impairment losses although loss on deconsolidation of subsidiaries was recorded because of the bankruptcy of the subsidiaries and significant increased finance costs was recorded having the adverse impacts on the financial results.

SHIPBUILDING BUSINESS

The shipbuilding business recorded an external revenue of debit balance of HK\$49.72 million (2018: debit balance of HK\$626.37 million) during the period under year. The external revenue is a debit balance because of the decrease in reversal of revenue.

The Six Vessels

In relation to the six vessels, four of them (the "Four Vessels") which had been rescinded in 2018 are in the course of seeking buyers and relevant intentional agreements have already been reached. Meanwhile, the Group is negotiating with relevant creditor banks and financial institutions in relation to the disposal of these vessels.

截至二零一九年十二月三十一日止年度，本集團錄得借方結餘之外部收益19.71百萬港元（二零一八年：借方結餘468.03百萬港元）。

於回顧年度，本集團錄得毛損為0.97百萬港元（二零一八年：357.46百萬港元），比去年有所減少，主要由於造船業務的虧損減少所致。

本集團之財務成本由271.84百萬港元上升至359.39百萬港元，主要是借貸利息及借貸擔保費增加所致。

於回顧年度，分佔合營企業之虧損由472.15百萬港元下降至分佔溢利0.13百萬港元，源於本集團去年已將出現風險的投資作出計提減值虧損。

總體而言，本集團於截至二零一九年十二月三十一日止年度錄得本公司擁有人應佔虧損約1,088.01百萬港元（二零一八年：1,545.44百萬港元），與去年相比大幅減少，主要是就出售一間聯營公司確認收益及分佔合營企業之虧損大幅減少所致，並且行政費用及減值虧損有所減少，儘管因子公司破產而導致子公司終止綜合入賬虧損出現及融資成本顯著增加等因素也對業績造成不利影響。

造船業務

造船業務於回顧年度錄得借方結餘之外部收益為49.72百萬港元（二零一八年：借方結餘626.37百萬港元）。外部收益為借方結餘的原因是收入回撥減少所致。

六艘船舶

就六艘船舶而言，其中於二零一八年已撤銷的四艘船舶（「四艘船舶」）正在尋找買家，並且已經達成相關意向性協議，正在與債權銀行和金融機構進行協商，對船舶進行變賣處置。

Management Discussion and Analysis

管理層討論及分析

For the remaining two vessels (the “Two vessels”) which had been rescinded during the year ended 31 December 2019 are in the course of seeking buyers. The accumulated revenue recognised and cost of sales incurred in relation to the Two Vessels of approximately HK\$75.75 million and HK\$129.05 million had been reversed during the year ended 31 December 2019. In order to maximize the benefits to the Group, the solutions will be taken account in conjunction with the overall restructuring plan of Jiangxi Jiangzhou Union Shipbuilding Ltd.

Shipbuilding business is the focus of the restructuring of the Group. The Group will gradually adjust the operation model and product structure of the shipbuilding business to reduce the losses of the shipbuilding business.

In order to completely alter the constraints arising from its shipbuilding business to the Group, the Group continues to promote cooperation with relevant state-owned enterprises with a view to restructure the shipbuilding assets of Jiangzhou, Jiangxi Province. Meanwhile, the Group committed to expand the logistic, storage and shipping business leveraging on its geographical advantages and shoreline of Yangtze River, and related work is in progress.

INTELLIGENT CAR-PARKING AND AUTOMOTIVE DEVICE BUSINESS

For the year ended 31 December 2019, the intelligent car-parking and automotive electronics business recorded an external revenue of HK\$7.57 million (2018: HK\$135.34 million), representing a decrease of 94.41% as compared with last year. The intelligent car-parking and automotive electronics business of the Group has been greatly affected by the litigation of associates. The Group has adopted closing part of the production facilities and reducing the number of employees to scale down the business of this segment.

於截至二零一九年十二月三十一日止年度已予撤銷的餘下兩艘船舶（「兩艘船舶」）正在尋找買家。於截至二零一九年十二月三十一日止年度，有關兩艘船舶已予確認的累計收益及產生的銷售成本已撥回約75.75百萬港元及129.05百萬港元。為對本集團利益最大化，該兩艘船舶的解決方案將與江西江州聯合造船有限責任公司的整體重組方案一併考慮。

造船業務是本集團重整的重點，本集團將逐步調整造船業務的經營模式和產品結構，降低造船業務的虧損。

為徹底改變造船業務對本集團的掣肘，本集團繼續推進與相關國有企業的合作，並借此重整江西省江州造船資產，同時利用船廠的區位優勢和長江岸線資源，拓展物流、倉儲、航運服務等業務，相關工作正在進行之中。

智慧停車及汽車電子業務

截至二零一九年十二月三十一日止年度，智慧停車及汽車電子業務錄得外部收益7.57百萬港元（二零一八年：135.34百萬港元），較上年減少94.41%。本集團的智慧停車及汽車電子業務由於受到關聯公司訴訟的影響，業務受到巨大影響，本集團採取了關閉部分工廠、減少員工的辦法，對這部分業務進行了壓縮。

STEEL STRUCTURE ENGINEERING AND INSTALLATION BUSINESS

Due to a series of impacts caused by the planning of the Yangtze River passage in Nantong City, Jiangsu Province, the Group encountered difficulties in carrying out steel structure engineering and installation business and its subsidiaries were held bankrupt by the People's Court in the PRC. The Group will communicate with the government, the Court and bankruptcy administrators to properly solve the problems in relation to the assets and liabilities with a view to do its best endeavour to protect the Group's interests.

FINANCE LEASING BUSINESS

The finance lease company is a company established in Zhoushan jointly by the Group and an investment platform company of the government. In order to improve the balance sheet, the Group may consider to quit this business segment.

IMPAIRMENTS

In view of continuous operating losses in the intelligent car parking and automotive device business segment, the Group performed an impairment assessment as at 31 December 2019 of the goodwill and intangible assets, i.e. the intelligent car parking manufacturing licenses, which belonged to the cash generating unit (the "CGU") represented by the intelligent car parking and automotive device business segment. The carrying amount of the CGU exceeded its recoverable amount, resulting in an impairment loss on goodwill and intangible assets of intelligent car parking and automotive device business segment of approximately HK\$104.73 million and HK\$65.5 million respectively for the year ended 31 December 2019.

鋼結構工程及安裝業務

受江蘇省南通市長江通道規劃所引起的一系列連環影響，本集團鋼結構工程及安裝業務難以正常開展及其子公司被中國人民法院裁定破產。本集團將與政府、法院和破產管理人進行溝通，妥善解決資產和債務問題，盡最大可能保護本集團利益。

金融租賃業務

本集團在舟山與政府投資平台公司合資設立了一家融資租賃公司。為改善資產負債狀況，本集團或考慮退出該業務分部。

減值

鑒於智慧停車及汽車電子業務分部持續錄得經營虧損，本集團於二零一九年十二月三十一日對屬於智慧停車及汽車電子業務分部所代表的現金產生單位（「現金產生單位」）的商譽及無形資產（即智能車庫生產許可）進行減值評估。現金產生單位的賬面值超過其可收回金額，導致截至二零一九年十二月三十一日止年度智慧停車及汽車電子業務分部的商譽及無形資產減值虧損分別約為104.73百萬港元及65.5百萬港元。

Management Discussion and Analysis

管理層討論及分析

In view of continuous operating losses, the Group performed an impairment assessment as at 31 December 2019 of property, plant and equipment and right-of-use assets. The carrying amount of property, plant and equipment and right-of-use assets exceeded their recoverable amount, resulting in an impairment loss on property, plant and equipment and right-of-use assets of approximately HK\$17.67 million and HK\$0, respectively for the year ended 31 December 2019.

The Group performed assessment of expected credit loss (“ECL”) for financial assets, including trade receivables, other receivables, finance lease receivables, pledged bank deposits and restricted cash, bank balances and cash and financial guarantee, as at 31 December 2019 and resulting in total impairment losses of approximately HK\$310.21 million.

UNCERTAINTIES RELATING TO GOING CONCERN

For the year ended 31 December 2019, the Group reported a loss attributable to the owners of the Company of approximately HK\$1,088.01 million. As of that date, the Group’s current liabilities exceeded its current assets by approximately HK\$3,585.01 million and the Group had net liabilities of approximately HK\$3,229.63 million, in which total borrowings amounted to approximately HK\$3,235.68 million, its bank balances and cash were only approximately HK\$9.35 million. It is uncertain about the ability of the Group to maintain adequate future cash flow and the assumptions made by the Directors in preparing the consolidated financial statements on a going concern basis.

In addition, the Group defaulted on the repayment of certain borrowings and payables on their respective due dates during the year ended 31 December 2019.

鑒於持續經營虧損，本集團於二零一九年十二月三十一日對物業、廠房及設備以及使用權資產進行減值評估。物業、廠房及設備以及使用權資產的賬面值超過其可收回金額，導致截至二零一九年十二月三十一日止年度物業、廠房及設備以及使用權資產減值虧損分別約為17.67百萬港元及0港元。

本集團於二零一九年十二月三十一日對金融資產（包括貿易應收款項、其他應收款項、應收融資租賃款項、已抵押銀行存款及受限制現金、銀行結餘及現金以及財務擔保）進行預期信貸虧損（「預期信貸虧損」）評估，導致減值虧損合共約310.21百萬港元。

有關持續經營之不確定性

截至二零一九年十二月三十一日止年度，本集團呈報本公司擁有人應佔虧損約1,088.01百萬港元。截至該日，本集團流動負債超過其流動資產約3,585.01百萬港元，而本集團有負債淨額約3,229.63百萬港元，當中借貸總額約3,235.68百萬港元而其銀行結餘及現金僅約9.35百萬港元。本集團是否有能力維持充足的未來現金流量及董事按持續經營基準編製綜合財務報表時所作假設存在不確定性。

此外，於截至二零一九年十二月三十一日止年度，本集團於若干借貸及應付款項各自到期時未能償還有關款項。

Management Discussion and Analysis 管理層討論及分析

Considering the consensus reached with asset management company, several banks and other financial institutions, as well as the intention to cooperate with relevant state-owned enterprises, the management believe that the consolidated financial statements shall be prepared based on a going concern basis.

The details are as follows:

- (a) The Group actively reorganised the shipbuilding business, introduced large enterprises to integrate the shipbuilding business, and revitalised the shipbuilding assets. The reorganisation plan, which began in March 2018, has been promoted around the business integration of Jiangxi Jiangzhou Union Shipbuilding Co., Ltd (“Jiangxi Shipbuilding”) and the cooperation with large enterprises. Although unpredictable factors have been encountered, the overall work is now being carried out in an orderly manner. At the same time, the revitalisation of spare resources of Jiangxi Shipbuilding such as wharfs and lands is also under way and the storage and logistics business along Yangtze River is expected to commence operation in the future. In addition, we also expect to carry out new activities related to logistics through business diversification or merge and acquisition to contribute stable long-term cash flows to the Group;
- (b) The Group will dispose of part of its assets and investment to obtain funds so as to improve its financial position;
- (c) Under the government’s instruction and with the supports for real economy and private enterprises from all levels of government, the Group is negotiating with lending banks and asset management companies in relation to loan restructuring to extend repayment date and reduce gearing level;

管理層考慮到與資產管理公司、數家銀行及其他金融機構達成的共識，以及與相關國有企業合作的意向，認為綜合財務報表應按持續經營基準編製。

有關內容如下：

- (a) 本集團積極對造船業務進行重整，引進大型企業對造船業務進行整合，並對造船資產進行盤活。二零一八年三月份開始的該項重整計劃，圍繞著對江西江州聯合造船有限責任公司（「江西造船」）的業務整合以及與大型企業的合作開始推進，雖然中間遇到了不可預計的因素，但整體工作正在有序進行。江西造船富餘出來的碼頭、土地等資源的重整工作也在進行，依靠長江的倉儲物流業務將有望開始運作，同時，與物流相關的新業務也有望通過業務延展或併購方式進行，為集團帶來長期穩定現金流；
- (b) 本集團將出售部分資產及投資，獲取資金，以改善其財務狀況；
- (c) 本集團正在政府主導下，利用各級政府對實體經濟和民營企業的支援，與貸款銀行以及資產管理公司磋商，以對貸款進行重整，延長貸款期限，降低負債水平；

Management Discussion and Analysis

管理層討論及分析

- (d) The Group is in contact with a number of investors to issue new shares or convertible bonds;
- (e) The Group is in negotiation with certain suppliers and creditors to extend payment due date and reduce the amount of payment.

The audit committee of the Company (“Audit Committee”) understands the uncertainties in relation to going concern and has discussions with the management in this regard. The Audit Committee concurs the view with the management, particularly, deliberations were focused on the uncertainty and difficulties faced by the asset-heavy related business segments. Notwithstanding this, the Audit Committee believes that the asset revitalization of Jiangxi Shipbuilding and the new business arising therefrom would enable to broaden the revenue stream of the Group and correspond to the Company’s continual effort in transforming its business. Meanwhile, the Audit Committee believes that efforts to reduce debts will relieve the funding pressure of the Company. The Audit Committee is of the view that the Group could address the issue of uncertainties relating to going concern.

- (d) 本集團正在與多名投資者溝通，以發行新的股份或可換股債券；
- (e) 本集團正與部分供應商及債權人磋商延長付款到期日及降低付款金額。

本公司審核委員會（「審核委員會」）了解有關持續經營之不確定性，並就此與管理層討論。審核委員會認同管理層的看法，並特別考慮了集團重資產經營分部所面對的不明朗因素及困難。儘管如此，審核委員會相信江西造船的資產盤活以及由此帶來的業務將能夠拓寬本集團的收益來源並契合本公司進行業務轉型的持續努力。同時，審核委員會相信，減輕債務的努力將釋放本公司的貸款壓力。審核委員會認為，本集團能夠解決有關持續經營之不確定性的問題。

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2019, the Group had bank balances and cash (including pledged bank deposits and restricted cash) of approximately HK\$9.94 million (2018: HK\$12.27 million) of which HK\$0.60 million (2018: HK\$2.27 million) was pledged; short-term borrowings of HK\$3,235.68 million (2018: HK\$3,385.25 million); convertible bonds payable amounted to approximately HK\$8.78 million (2018: HK\$168.14 million) represented the carrying values of principal amount of HK\$11.1 million (2018: HK\$189.00 million). The gearing ratio defined as non-current liabilities and short-term borrowing divided by total shareholders' equity was (1.01) (2018: (1.59)).

INFORMATION OF CONSOLIDATION OF SHARES

As set out in the Circular dated 3 October 2019, among other things, immediately upon the reduction of the paid-up capital of each of the issued Shares and the nominal or par value of each authorised but unissued Share from HK\$0.05 to HK\$0.001 becoming effective, every 40 reduced Shares of HK\$0.001 each in the then issued share capital of the Company will be consolidated into one consolidated Share of HK\$0.04 (the "Consolidated Share(s)") in the share capital of the Company (the "Share Consolidation") and the total number of consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation will be rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the Share Consolidation.

流動資金及財務資源

於二零一九年十二月三十一日，本集團有銀行結餘及現金（包括已抵押銀行存款及受限制現金）約9.94百萬港元（二零一八年：12.27百萬港元），其中0.60百萬港元（二零一八年：2.27百萬港元）已被抵押；3,235.68百萬港元為短期借貸（二零一八年：3,385.25百萬港元）；約8.78百萬港元為應付可換股債券（二零一八年：168.14百萬港元），即本金額11.1百萬港元（二零一八年：189.00百萬港元）之賬面值。負債比率（定義為非流動負債及短期借貸除以股東權益總額之比率）為(1.01)（二零一八年：(1.59)）。

有關股份合併的資料

如日期為二零一九年十月三日之通函所載（其中包括），緊隨削減每股已發行股份之已繳足股本及將每股法定但未發行股份之面額或面值由0.05港元削減至0.001港元生效後，本公司當時已發行股本中每40股每股面值0.001港元的經削減股份，將合併為本公司股本中1股面值0.04港元之合併股份（「合併股份」）（「股份合併」），及將緊隨股份合併後本公司已發行股本中合併股份總數向下調整至整數數目，方式為註銷因股份合併產生之本公司已發行股本中之任何零碎股份。

Management Discussion and Analysis 管理層討論及分析

FUND RAISING FROM ISSUE OF SHARES/ CONVERTIBLE BONDS

The following convertible securities/right to subscribe for convertible securities has ceased during the year ended 31 December 2019:

2017 Convertible Bonds

On 10 November 2017, the Company issued a 2-year convertible bond in principal amount of HK\$189 million with 10% interest rate (“2017 Convertible Bonds”) to Pacific Ocean Marine Limited (“Pacific Ocean”) pursuant to the relevant subscription agreement dated 10 August 2017 (amended and supplemented on 10 October 2017). As the date of this announcement, no conversion shares were issued under the 2017 Convertible Bonds and the conversion period of the 2017 Convertible Bonds ceased in 2019.

The Company conducted a fundraising through issue of shares/convertible securities during the year ended 31 December 2019.

2019 Convertible Bonds

On 19 July 2019, the Company and each of the Subscribers entered into the Subscription Agreement I and Subscription Agreement II, pursuant to which the Company conditionally agreed to issue, and the Subscribers conditionally agreed to subscribe for, the Convertible Bonds with an aggregate principal amount of HK\$110 million due 3 years from the date of issue of the Convertible Bonds at the Conversion Price of HK\$0.64 per Conversion Share upon the Capital Reorganisation becoming effective (“2019 Convertible Bonds”). As at the date of this announcement, the Subscription of the 2019 Convertible Bonds in principal amount of approximately HK\$11.10 million (equivalent to approximately RMB10.00 million) has been completed, the conversion period of Subscription Agreement II ceased on 11 January 2020 and the Subscription Agreement I lapsed on 29 February.

透過發行股份／可換股債券籌集 資金

下列可換股證券／認購可換股證券的權利於截至二零一九年十二月三十一日止年度已經終止：

二零一七年可換股債券

於二零一七年十一月十日，根據日期為二零一七年八月十日的相關認購協議（於二零一七年十月十日經修訂及補充），本公司向太平洋海運有限公司（「太平洋海運」）發行本金額為189百萬港元按利率10%計息之2年期可換股債券（「二零一七年可換股債券」）。於本公告日期，概無根據二零一七年可換股債券發行之任何換股股份，且二零一七年可換股債券之兌換期於二零一九年已經結束。

本公司於截至二零一九年十二月三十一日止年度透過發行股份／可換股證券進行一項集資活動。

二零一九年可換股債券

於二零一九年七月十九日，本公司與各認購人訂立認購協議I及認購協議II，據此，於股本重組生效後，本公司有條件同意發行及認購人有條件同意認購本金總額為110百萬港元之可換股債券，該可換股債券自發行日期起計三年到期，換股價為每股換股股份0.64港元（「二零一九年可換股債券」）。於本公告日期，認購本金額約為11.10百萬港元（相當於約人民幣10.00百萬元）之二零一九年可換股債券已經完成，而認購協議II之轉換期於二零二零年一月十一日終止，且認購協議I於二月二十九日失效。

Management Discussion and Analysis 管理層討論及分析

Details regarding the subscription of convertible bonds under specific mandate and proposed Capital Reorganisation are disclosed in the Company's announcements dated 19 July 2019, 12 January 2020 and 29 February 2020 and circular dated 3 October 2019.

The shareholders' dilution impact in the event of the allotment and issue of Conversion Shares upon full conversion of the Convertible Bonds at the initial Conversion Price of HK\$0.64 per Share are as follows:

有關根據特別授權認購可換股債券及建議股本重組之詳情披露於本公司日期為二零一九年七月十九日、二零二零年一月十二日及二零二零年二月二十九日之公告以及日期為二零一九年十月三日之通函。

倘可換股債券按初步換股價每股股份0.64港元全數轉換，股東因配發及發行換股股份而承受的攤薄影響如下：

Shareholder	股東	At the 31 December 2019		Immediately after full conversion of the Convertible Bonds (Note 2)	
		No. of Shares 股份數目	Approximate percentage 概約百分比	No. of Shares 股份數目	Approximate percentage 概約百分比
Mr. Li Ming	李明先生	31,219,448	9.16%	31,219,448	8.71%
Lead Dragon Limited (Note 1)	Lead Dragon Limited (附註1)	13,550,125	3.97%	13,550,125	3.78%
Mr. Zhang Shi Hong	張士宏先生	1,127,750	0.33%	1,127,750	0.32%
Wise Benefit Investment Limited	惠澤投資有限公司	0	0%	17,343,750	4.84%
Public Shareholders	公眾股東	295,023,648	86.54%	295,023,648	82.35%
Total:	總計:	340,920,971	100.00%	358,264,721	100.00%

Notes:

- Lead Dragon Limited is wholly-owned by Mr. Li Ming, the chairman and an executive Director.
- The shareholding structure set out in this column is shown for illustration purposes only. The Conversion Rights shall only be exercisable so long as not less than 25% of the then total number of issued Shares as enlarged by the issue of the Conversion Shares are being held in public hands and will not result in the relevant Bondholder, its associates and parties acting in concert with it will, in aggregate, control or be interested in 30% or more of the voting rights of the Company unless: (i) a whitewash waiver is obtained in accordance with the requirements of the Takeovers Code; or (ii) a general offer is made in accordance with the requirements of the Takeovers Code.

附註:

- Lead Dragon Limited由主席兼執行董事李明先生全資擁有。
- 本欄所載之股權架構僅供參考。換股權僅可於經發行換股股份擴大後之當時已發行股份總數不少於25%由公眾人士持有，且將不會導致相關債券持有人、其聯繫人及其一致行動人士合共控制本公司30%或以上之投票權或於當中擁有權益之情況下行使，除非：(i)已根據收購守則之規定取得清洗豁免；或(ii)已根據收購守則之規定提出全面要約。

Management Discussion and Analysis

管理層討論及分析

CHARGES ON GROUP ASSETS

As at 31 December 2019, HK\$0.6 million (2018: HK\$2.27 million) of deposits, HK\$26.04 million (2018: HK\$301.21 million) of property, plant and equipment, HK\$139.20 million (2018: HK\$0.00 million) of right-of-use assets and HK\$0 (2018: HK\$208.17 million) of prepaid lease payments were pledged to banks or other parties to secure borrowings, bills payable and facilities granted to the Group. The pledge on the bank deposits will be released upon the settlement of relevant bills payables and borrowings.

As at 31 December 2019, the Company pledged the entire equity interest of a wholly-owned subsidiary of the Company, Jiangxi Jiangzhou Union Shipbuilding Ltd., to secure a bank borrowing amounting to RMB105.51 million (2018: RMB107.41 million).

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES AND ANY RELATED HEDGES

The income and expenditure of the Group were denominated in Renminbi, Hong Kong Dollars and United States Dollars. As at 31 December 2019, the Group did not hedge its exposure to foreign exchange risk profile as the Group could not find a suitable instrument to manage this exposure. The Board will continue to consider the appropriate hedging measures.

NEW BUSINESS, MATERIAL ACQUISITIONS AND DISPOSALS

Disposal of associated company

On 28 February 2019, Merge Limited (“Merge”), a wholly-owned subsidiary of the Company, and the China Medical Services Holdings Limited (“China Medical”) entered into a share purchase agreement (“Share Purchase Agreement”). Pursuant to the Share Purchase Agreement, Merge has conditionally agreed to sell and the China Medical has conditionally agreed to purchase the equity interest of Zhejiang Ocean Leasing Company Limited (“Zhejiang Ocean”) at a maximum Consideration of RMB170 million.

本集團資產抵押

於二零一九年十二月三十一日，存款0.6百萬港元（二零一八年：2.27百萬港元）、物業、廠房及設備26.04百萬港元（二零一八年：301.21百萬港元）、使用權資產139.20百萬港元（二零一八年：0.00百萬港元）及預付租賃款項0港元（二零一八年：208.17百萬港元）已抵押予銀行或其他人士，以為本集團獲授之借貸、應付票據及融資提供擔保。銀行存款之抵押將於償付有關應付票據及借貸後解除。

於二零一九年十二月三十一日，本公司已抵押本公司全資附屬公司江西江州聯合造船有限責任公司的全部股權，作為銀行借貸人民幣105.51百萬元（二零一八年：人民幣107.41百萬元）之抵押。

匯率浮動之風險及任何相關對沖

本集團之收入及開支乃以人民幣、港元及美元計值。於二零一九年十二月三十一日，本集團並無對沖其外匯風險組合，原因是本集團未能物色到管理該風險的合適工具。董事會將繼續考慮適當之對沖措施。

新業務、重大收購及出售

出售聯營公司

於二零一九年二月二十八日，聚合有限公司（「聚合」，本公司之全資附屬公司）與泰和誠醫療集團有限公司（「泰和誠醫療」）訂立購股協議（「購股協議」）。根據購股協議，聚合已有條件同意出售而泰和誠醫療已有條件同意購買浙江海洋租賃股份有限公司（「浙江海洋」）之股權，最高代價為人民幣170百萬元。

Management Discussion and Analysis 管理層討論及分析

On 30 July 2019, Merge and China Medical entered into the second supplemental agreement (the “Second Supplemental Agreement”) to the Share Purchase Agreement (as amended and supplemented by the First Supplemental Agreement) pursuant to which, among other things, the parties agreed that the Consideration shall be determined at RMB162.60 million, which shall represent the final amount of Consideration payable by China Medical to Merge.

As certain conditions precedent under the Share Purchase Agreement have not been fulfilled at or before the Extended Long Stop Date (i.e. 31 December 2019), and the Company and the Purchaser have not agreed on any further extension of the Extended Long Stop Date, the Share Purchase Agreement has lapsed on 31 December 2019 pursuant to the terms of the Share Purchase Agreement.

Details regarding the disposal are disclosed in the Company’s announcements dated 28 February 2019, 6 March 2019, 11 April 2019, 3 May 2019, 17 May 2019, 30 May 2019, 15 July 2019, 31 August 2019, 30 October 2019, 21 November 2019, 17 December 2019 and 31 December 2019 and Company’s circular dated 14 August 2019.

On 20 June 2020, the Company received a notice of conclusion of enforcement dated 16 June 2020 issued by the Intermediate People’s Court of Zhoushan City, Zhejiang Province* (浙江省舟山市中級人民法院) (the “Court”) pursuant to which the Court has ordered the Group to transfer its 20% equity interest in Zhejiang Ocean in satisfaction of the outstanding sum owed to Zhoushan Ocean Leasing New Energy Limited (舟山海租新能源有限公司) (“Claimant”).

In February 2020, the Claimant had applied to enforce a mediation award in the amount of approximately RMB132.30 million against Merge Limited, a direct wholly-owned subsidiary of the Company.

於二零一九年七月三十日，聚合與泰和誠醫療訂立購股協議（經第一份補充協議修訂及補充）之第二份補充協議（「第二份補充協議」），據此（其中包括），訂約方同意代價釐定為人民幣162.60百萬元，其將代表泰和誠醫療應付聚合之代價之最終金額。

由於購股協議項下的若干先決條件未於延期最後截止日期（即二零一九年十二月三十一日）或之前獲達成且本公司與買方並未協定進一步延長延期最後截止日期，根據購股協議的條款，購股協議已於二零一九年十二月三十一日失效。

有關出售事項之詳情披露於本公司日期為二零一九年二月二十八日、二零一九年三月六日、二零一九年四月十一日、二零一九年五月三日、二零一九年五月十七日、二零一九年五月三十日、二零一九年七月十五日、二零一九年八月三十一日、二零一九年十月三十日、二零一九年十一月二十一日、二零一九年十二月十七日及二零一九年十二月三十一日之公告以及本公司日期為二零一九年八月十四日之通函。

於二零二零年六月二十日，本公司接獲一份日期為二零二零年六月十六日由浙江省舟山市中級人民法院（「法院」）發佈的執行結束之通知，據此法院已下令讓本集團轉讓其於浙江海洋20%的股權，以償付結欠舟山海租新能源有限公司（「原告」）的未償還金額。

於二零二零年二月，原告對聚合有限公司（本公司之直接全資附屬公司）申請執行調解裁決金額約人民幣132.30百萬元。

Management Discussion and Analysis

管理層討論及分析

As Merge Limited failed to settle the outstanding sum, in the course of enforcement, the Court has ordered, among others, that Merge Limited shall transfer the 20% equity interest it held in Zhejiang Ocean through Online Judicial Auction and such equity interest was subsequently transferred at a consideration of approximately RMB142.00 million to an independent third party to the Company and its connected persons (as defined in the Listing Rules) in satisfaction of, among others, (i) the outstanding sum in the amount of approximately RMB132.30 million owed to the Claimant by Merge Limited and (ii) taxes, court charges, service charges and other related expenses (the “Forced Transfer”) and the Forced Transfer has taken effect on 10 June 2020.

Details regarding the Forced Transfer are disclosed in the Company’s announcements dated 22 June 2020.

Forced transfer of equity interest in associated company

On 24 May 2019, the Company received an enforcement order (“Enforcement Order”) dated 24 May 2019 issued by the People’s Court of Rugao City, Jiangsu Province (江蘇省如皋市人民法院) (“Court”) pursuant to which the Court has ordered the Group to transfer its 24% equity interest in Nantong Xiangyu Ocean Equipment Company Limited (南通象嶼海洋裝備有限責任公司) (“Nantong Xiangyu”) in satisfaction of the outstanding sum owed to Rugao Fugang Construction Company Limited (如皋市富港工程建設有限公司) and Nantong Tongbao Shipbuilding Company Limited (南通市通寶船舶有限公司) in the totaling amount of approximately RMB60 million.

The change in shareholder in respect of the 24% equity interest in Nantong Xiangyu is registered to have taken place on 24 May 2019.

Details regarding the forced transfer of equity interest in associated company are disclosed in the Company’s announcements dated 24 May 2019 and 8 August 2019.

由於聚合有限公司未能結算未償還金額，於執行過程中，法院已頒令（其中包括）聚合有限公司須透過網絡司法拍賣轉讓其於浙江海洋持有的20%股權，並於其後以代價約人民幣142.00百萬元向本公司及其關連人士之獨立第三方（定義見上市規則）完成轉讓該股權，以清償（其中包括）(i)聚合有限公司結欠原告約人民幣132.30百萬元之尚未償還金額及(ii)繳付稅項、法院費用、服務費及其他相關開支（「強制轉讓」），而強制轉讓已於二零二零年六月十日生效。

有關強制轉讓的詳情於本公司日期為二零二零年六月二十二日之公告披露。

強制轉讓於聯營公司之權益

於二零一九年五月二十四日，本公司接獲江蘇省如皋市人民法院（「法院」）發出之日期為二零一九年五月二十四日之執行裁定書（「執行裁定書」），據此，法院命令本集團轉讓其於南通象嶼海洋裝備有限責任公司（「南通象嶼」）的24%股權，以償付結欠如皋市富港工程建設有限公司及南通市通寶船舶有限公司合共約人民幣60百萬元之未償還金額。

南通象嶼24%股權之股東變動登記已於二零一九年五月二十四日落實。

有關強制轉讓於聯營公司之權益之詳情披露於本公司日期為二零一九年五月二十四日及二零一九年八月八日之公告。

Disposal of equity interest in subsidiary

On 13 June 2019, China Ocean Industry (Shenzhen) Company Limited (“China Ocean Industry (Shenzhen)”), a wholly owned subsidiary of the Company, and Nan Tong Hua Chuan Jiao Tong Zhuang Bei Company Limited (“Hua Chuan”), an independent third party, entered into a disposal agreement (“Disposal Agreement”). Pursuant to the Disposal Agreement, China Ocean Industry (Shenzhen) agreed to sell and Hua Chuan agreed to purchase the equity interest of Nantong Huakai Heavy Industry Company Limited (南通華凱重工有限公司) (“Nantong Huakai”), representing 60% of the equity interest of Nantong Huakai (“Sale Shares”), at a consideration of RMB20 million.

On 19 July 2019, Nantong Huakai received a judgment (“Judgment”) dated 17 July 2019 from the People’s Court (the “Court”) of Rugao City, Jiangsu Province, the People’s Republic of China (“PRC”).

On 20 December 2019, the Court of Rugao City, Jiangsu Province, the PRC held, among other things, Nantong Huakai bankrupt.

On 26 December 2019, the Court held, upon application made by the bankruptcy administrator of Nantong Huakai, the subsidiaries of Nantong Huakai and Nantong Huakai bankrupt in a consolidated manner* (合併破產) (collectively “Bankruptcy”).

Details regarding the disposal are disclosed in the Company’s announcements dated 13 June 2019, 12 July 2019, 15 July 2019, 19 July 2019, 30 September 2019 and 27 December 2019.

In light of the Bankruptcy, the Share Purchase Agreement has lapsed on 31 December 2019 and the Company will not proceed any further with this disposal.

出售附屬公司之股權

於二零一九年六月十三日，中海重工（深圳）有限公司（「中海重工（深圳）」，為本公司之全資附屬公司）與南通華川交通裝備有限責任公司（「華川」，為一名獨立第三方）訂立出售協議（「出售協議」）。根據出售協議，中海重工（深圳）同意出售及華川同意購買南通華凱重工有限公司（「南通華凱」）之股權（相當於南通華凱之60%股權）（「待售股份」），代價為人民幣20百萬元。

於二零一九年七月十九日，南通華凱接獲中華人民共和國（「中國」）江蘇省如皋市人民法院（「法院」）日期為二零一九年七月十七日之判決（「該判決」）。

於二零一九年十二月二十日，中國江蘇省如皋市法院裁定（其中包括）南通華凱破產。

於二零一九年十二月二十六日，法院裁定，基於南通華凱破產管理人申請，南通華凱之附屬公司與南通華凱合併破產（統稱「破產」）。

有關出售事項之詳情披露於本公司日期為二零一九年六月十三日、二零一九年七月十二日、二零一九年七月十五日、二零一九年七月十九日、二零一九年九月三十日及二零一九年十二月二十七日之公告。

鑒於破產，購股協議已於二零一九年十二月三十一日失效及本公司將不再繼續進行該出售事項。

Management Discussion and Analysis

管理層討論及分析

Accordingly, the Group had deconsolidated the subsidiaries of Nantong Huakai and Nantong Huakai (collectively referred to the “Nantong Huakai Group”) as the Directors considered that the Group’s control over the Nantong Huakai Group had been lost.

Save as disclosed elsewhere under the section headed “Management Discussion and Analysis”, there was no new business, material acquisitions and disposals of subsidiaries and associated companies during the year under review.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND EXPECTED SOURCES OF FUNDING

Save as disclosed elsewhere under the section headed “Management Discussion and Analysis”, there was no future plans for material investments and expected sources of funding during the year under review.

The Company, however, will continue to seek investments in companies or projects that could bring synergy to the Group should the targets or opportunities arise. In addition, the Company may also invest in new business projects only if such investment is in favourable to the future development of the Group. Given the current uncertain market conditions, the Company may obtain funding for new projects through fund raising or loans while reserving the internal resources for its core businesses.

HUMAN RESOURCES

The Group had around 350 employees as at 31 December 2019. It has been the Group’s policy to ensure that the pay levels of its employees are rewarded on a performance related basis within the general framework of the Group’s salary and bonus system. The Group has participated in a mandatory provident fund scheme for its employees in Hong Kong. Shares options may also be granted to eligible persons of the Group.

因此，本集團不再將南通華凱之附屬公司及南通華凱（統稱「南通華凱集團」）綜合入賬，乃由於董事認為本集團已喪失對南通華凱集團的控制。

於回顧年度，除「管理層討論及分析」一節其他地方所披露者外，概無新業務、重大收購及出售附屬公司及聯營公司。

未來重大投資計劃及預計資金來源

於回顧年度，除「管理層討論及分析」一節其他地方所披露者外，概無未來重大投資計劃及預計資金來源。

然而，本公司將繼續於目標或機會出現時尋求可為本集團帶來協同效應的公司或項目投資。此外，當投資新業務項目對本集團未來發展有利時，本公司亦可進行有關投資。鑒於目前市況存在不確定性，本公司可透過集資或貸款以獲得資金撥付新項目，同時保留內部資源以供發展核心業務。

人力資源

於二零一九年十二月三十一日，本集團約有350名僱員。本集團之政策為在本集團薪酬及花紅制度之一般架構內，確保其僱員之薪金水平與工作表現掛鈎。本集團為其香港僱員參與一項強制性公積金計劃。本集團之合資格人士亦可獲發購股權。

LITIGATION AND CONTINGENT LIABILITIES

Status and actions of the company in respect of the winding up petition

On 2 August 2019, the Company received a petition (the “Petition”) from Titan Petrochemicals Group Limited (the “Petitioner”) in the matter of the Companies (Winding Up and Miscellaneous Provision) Ordinance (Chapter 32, Laws of Hong Kong) filed in the High Court of the of The Hong Kong Special Administrative Region (the “High Court”) under Companies Winding-up Proceedings No. 230 of 2019 that the Company may be wound up by the High Court on the ground that the Company is insolvent and unable to pay its debt. The court hearing of the winding up petition and the Time Summons were held on 25 September 2019, 20 November 2019, 16 December 2019, 20 January 2020, 31 March 2020 and 19 June 2020 and has been adjourned to 5 October 2020 (the “Hearing Date”).

In order to eliminate the uncertainties arising from the Petition, which are associated with the transfer of the Shares, the subscription of the Convertible Bonds and any issuance of Conversion Shares thereafter, the Company has engaged and consulted legal advisers for application for necessary validation order(s) from the High Court. The Validation Order has been granted by the High Court on 23 September 2019. By the Validation Order, any transfer of Shares since the date of presentation of the Petition is valid and the Company shall proceed with the issuance of the Convertible Bonds.

For more details of the Petition, please refer to the announcements of the Company dated 5 August 2019, 28 August 2019, 23 September 2019, 25 September 2019, 27 September 2019, 20 November 2019, 11 December 2019, 16 December 2019, 31 December 2019, 12 January 2020, 17 January 2020, 20 January 2020, 3 February 2020, 20 March 2020, 25 March 2020, 27 March 2020, 31 March 2020 and 19 June 2020.

訴訟及或然負債

清盤呈請的狀況及本公司採取的行動

於二零一九年八月二日，本公司接獲泰山石化集團有限公司（「呈請人」）根據公司清盤程序二零一九年第230號向香港特別行政區高等法院（「高等法院」）提交之有關香港法例第32章《公司（清盤及雜項條文）條例》的呈請（「呈請」），內容關於本公司可能因本公司無力償債及未能支付其債務而被高等法院清盤。清盤呈請及時間傳票之聆訊已於二零一九年九月二十五日、二零一九年十一月二十日、二零一九年十二月十六日、二零二零年一月二十日、二零二零年三月三十一日及二零二零年六月十九日舉行，並已延後至二零二零年十月五日（「聆訊日期」）。

為消除因呈請而產生有關轉讓股份、認購可換股債券及其後任何發行換股股份的不確定因素，本公司已委聘及諮詢法律顧問向高等法院申請必要的認可令。該認可令已於二零一九年九月二十三日由高等法院授出。透過該認可令，自呈請提交日期起的任何股份轉讓均為有效，及本公司將繼續發行可換股債券。

有關呈請的進一步詳情，請參閱本公司日期為二零一九年八月五日、二零一九年八月二十八日、二零一九年九月二十三日、二零一九年九月二十五日、二零一九年九月二十七日、二零一九年十一月二十日、二零一九年十二月十一日、二零一九年十二月十六日、二零一九年十二月三十一日、二零二零年一月十二日、二零二零年一月十七日、二零二零年一月二十日、二零二零年二月三日、二零二零年三月二十日、二零二零年三月二十五日、二零二零年三月二十七日、二零二零年三月三十一日及二零二零年六月十九日之公告。

Management Discussion and Analysis

管理層討論及分析

As at 31 December 2019, other material pending litigations and contingent liabilities are set out as follows:

- (a) At 31 December 2019, the Group has not paid the social security fund for and on behalf of its employees which expose the Group to the risk of being imposed the penalty by the relevant government authority. The social security fund accrued up to 31 December 2019 of approximately HK\$59,457,000 (equivalent to RMB53,086,000) in aggregate, were recorded as “Trade and other payables” in the consolidated statement of financial position (2018: HK\$47,289,000 (equivalent to RMB41,482,000)).

A repayment agreement was signed between Jiangxi Shipbuilding, a wholly-owned subsidiary of the Company and the relevant government authority on 26 January 2015 in respect of the settlement of the unpaid social security fund. Per the agreement, all outstanding amounts should be repaid before December 2019. The Directors considered that if the Group could settle the unpaid social security fund according to the repayment agreement, no penalty would be imposed by the relevant government authority.

- (b) At 31 December 2019, the Group has not paid the housing provident fund contributions for and on behalf of its employees which expose the Group to the risk of being imposed the penalty by the relevant government authority. The housing provident fund contributions accrued up to 31 December 2019 of approximately HK\$6,445,000 (equivalent to RMB5,755,000) in aggregate, were recorded as “Trade and other payables” in the consolidated statement of financial position (2018: HK\$7,735,000 (equivalent to RMB6,785,000)).

於二零一九年十二月三十一日，其他重大未決訴訟及或然負債載列如下：

- (a) 於二零一九年十二月三十一日，本集團尚未為及代表其僱員繳付社保基金，使本集團承受被相關政府部門處以罰款之風險。截至二零一九年十二月三十一日應計之社保基金合共約59,457,000港元（相當於人民幣53,086,000元）已在綜合財務狀況報表以「貿易及其他應付款項」入賬（二零一八年：47,289,000港元（相當於人民幣41,482,000元））。

本公司之全資附屬公司江西造船與相關政府部門於二零一五年一月二十六日就結付未繳社保基金簽訂還款協議。根據協議，所有未付金額須於二零一九年十二月前償付。董事認為倘本集團根據還款協議結付未繳社保基金，則相關政府部門不會追加罰款。

- (b) 於二零一九年十二月三十一日，本集團尚未為及代表其僱員繳付住房公積金供款，使本集團承受被相關政府部門處以罰款之風險。截至二零一九年十二月三十一日應計之住房公積金供款合共約6,445,000港元（相當於人民幣5,755,000元）已在綜合財務狀況報表以「貿易及其他應付款項」入賬（二零一八年：7,735,000港元（相當於人民幣6,785,000元））。

Management Discussion and Analysis 管理層討論及分析

- (c) The Company had recognised the provision in relation to the litigations of approximately RMB945,501,000 (2018: RMB439,110,000) under “Trade, other payables” and “other borrowings” in the consolidated statement of financial position as at 31 December 2019. The Directors are of the opinion that it is not probable that these claims would result in an out flow of economic benefits exceeding the provisions made by the Group. Details are set out as follows:
- (i) In 2018, a shipbuilding administrator filed litigation to the Intermediate People’s Court of Zhoushan City against Jiangxi Shipbuilding and China Ocean Shipbuilding Holdings Limited for bankruptcy revocation, involving litigation amounts of RMB257,611,000. At 31 December 2018, the litigation was not in trial yet. In 2019, the litigation was judged and the outstanding payable had not been settled at the reporting period.
- (ii) In 2018, a shipbuilding administrator filed litigation to the Intermediate People’s Court of Zhoushan City against Jiangxi Shipbuilding and Jiujiang Jinhua Equipment Manufacturing Company Limited for bankruptcy revocation, involving litigation amounts of RMB63,930,000. At 31 December 2018, the litigation was not in trial yet. In 2019, the litigation was judged and the outstanding payable had not been settled at the reporting period.
- (iii) In 2018, an independent third party filed litigation to the People’s Court of Ruichang City against Jiangxi Shipbuilding for outstanding liabilities, involving litigation amounts of RMB12,000,000. At 31 December 2018, the litigation was not in trial yet. In 2019, the litigation was judged and the outstanding payable of the principal payment and the relevant interests of approximately RMB12,000,000 had not been settled at the reporting period.
- (c) 本公司已在二零一九年十二月三十一日之綜合財務狀況報表中的「貿易及其他應付款項」及「其他借貸」項下就訴訟確認撥備約人民幣945,501,000元（二零一八年：人民幣439,110,000元）。董事認為，該等申索不大可能導致本集團的經濟利益流出超過所作之撥備。詳情載列如下：
- (i) 於二零一八年，一名船廠破產管理人向舟山市中級人民法院提出針對江西造船及中海船舶控股有限公司的破產撤銷權訴訟，訴訟金額人民幣257,611,000元。於二零一八年十二月三十一日，該訴訟尚未開庭。於二零一九年，該訴訟已作出判決，而應付尚未償還款項於報告期間並未結付。
- (ii) 於二零一八年，一名船廠破產管理人向舟山市中級人民法院提出針對江西造船及九江金湖裝備製造有限公司的破產撤銷權訴訟，訴訟金額人民幣63,930,000元。於二零一八年十二月三十一日，該訴訟尚未開庭。於二零一九年，該訴訟已作出判決，而應付尚未償還款項於報告期間並未結付。
- (iii) 於二零一八年，一名獨立第三方就尚未償還負債向瑞昌市人民法院提出針對江西造船的訴訟，訴訟金額人民幣12,000,000元。於二零一八年十二月三十一日，該訴訟尚未開庭。於二零一九年，該訴訟已作出判決，於報告期末，尚未償還之應付本金付款及相關利息約人民幣12,000,000元未結付。

Management Discussion and Analysis

管理層討論及分析

- (iv) In 2018, a contractor filed litigation to Wuhan Marine Court against Jiangxi Shipbuilding for the failure to make payment of service fees, involving the total amount of litigation of approximately RMB6,691,000. At 31 December 2018, the litigation was not judged yet. In 2019, the litigation was judged and the outstanding payable of service fees of approximately RMB4,535,000 had not been settled at the end of reporting period.
 - (v) In 2019, an guarantor filed litigation to the Intermediate People's Court of Wuhan City against Jiangxi Shipbuilding for outstanding liabilities, involving litigation amounts of RMB210,845,000. At 31 December 2019, the litigation was not in trial yet.
 - (vi) In 2019, a supplier filed litigation to the Intermediate People's Court of Jiujiang City against Jiangxi Shipbuilding for outstanding liabilities, involving litigation amounts of RMB36,096,000. At 31 December 2019, the litigation was not judged yet.
 - (vii) In 2019, an independent third party filed litigation to the Intermediate People's Court of Jiangxi Jiujiang City against the Company and China Ocean Industry (Shenzhen) Financial Leasing Company Limited for outstanding borrowings. At 31 December 2019, the litigation was judged and the outstanding payable of approximately RMB360,484,000.
- (iv) 於二零一八年，一名分包商就未支付服務費向武漢海事法院提出針對江西造船的訴訟，訴訟金額合共約人民幣6,691,000元。於二零一八年十二月三十一日，該訴訟尚未開庭。於二零一九年，該訴訟已作出判決，於報告期末，尚未償還之應付服務費約人民幣4,535,000元未結付。
 - (v) 於二零一九年，一名擔保人就尚未償還負債向武漢市中級人民法院提出針對江西造船的訴訟，訴訟金額人民幣210,845,000元。於二零一九年十二月三十一日，該訴訟尚未開庭。
 - (vi) 於二零一九年，一名供應商就尚未償還負債向九江市中級人民法院提出針對江西造船的訴訟，訴訟金額人民幣36,096,000元。於二零一九年十二月三十一日，該訴訟尚未作出判決。
 - (vii) 於二零一九年，一名獨立第三方就尚未償還借款向江西九江市中級人民法院提出針對本公司及中海重工(深圳)融資租賃有限公司之訴訟。於二零一九年十二月三十一日，該訴訟已作出判決及應付尚未償還款項約人民幣360,484,000元。

Management Discussion and Analysis 管理層討論及分析

(d) On 3 December 2015, Merge Limited and other shareholders of Zhejiang Ocean as counter guarantors (collectively referred to the “Counter Guarantor”) entered into the counter guarantee agreement with Zhoushan Marine Comprehensive Development and Investment Co., Ltd (舟山海洋綜合開發投資有限公司) (the “Guarantor”), pursuant to which the Counter Guarantors shall, in proportion to their respective shareholding in Zhejiang Ocean and upon demand of the Guarantor, indemnify the Guarantor for all liabilities and expenses which may be incurred by the Guarantor under any guarantee given or to be given by the Guarantor in favour of Zhejiang Ocean during the period from 1 January 2015 to 31 December 2020 in respect of loan agreements and asset securitization agreements entered into by Zhejiang Ocean (the “Guarantee”), up to an aggregate amount of RMB900,000,000, together with any interests, penalty, compensation and related fees and expenses which may be payable by the Guarantor under the Guarantee. Accordingly, the maximum amount which Merge shall indemnify the Guarantor is 20% of the aforesaid aggregate amount, being RMB180,000,000.

Save as disclosed above, the Directors are of the opinion that the Group has no other material contingent liabilities at 31 December 2019.

(d) 於二零一五年十二月三日，聚合有限公司及浙江海洋之其他股東（作為反擔保方，統稱為「反擔保方」）與舟山海洋綜合開發投資有限公司（「擔保方」）訂立反擔保協議，據此，反擔保方須按彼等各自於浙江海洋之持股比例及擔保方之要求，就擔保方因於二零一五年一月一日至二零二零年十二月三十一日期間就浙江海洋訂立之貸款協議及資產證券化協議給予或將給予以浙江海洋為受益人之任何擔保（「擔保」，總額最高為人民幣900,000,000元）而可能產生的一切負債及開支，連同擔保方於擔保下可能須支付的任何利息、罰款、賠償及相關費用與開支向擔保方作出彌償。因此，聚合應向擔保方作出之彌償之最高金額為上述總金額之20%，即人民幣180,000,000元。

除上文所披露者外，董事認為本集團於二零一九年十二月三十一日並無其他重大或然負債。

Management Discussion and Analysis

管理層討論及分析

CAPITAL COMMITMENTS

資本承擔

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Contracted for but not provided in the consolidated financial statement:	已訂約但未於綜合財務報表計提撥備：		
Unpaid registered capital for the associates	聯營公司之未繳註冊資本	80,845	100,560
Unpaid registered capital for the subsidiaries	附屬公司之未繳註冊資本	397,264	604,428
Unpaid registered capital for a joint venture	一間合營企業之未繳註冊資本	112,605	114,000
Capital expenditure in respect of the acquisition of property, plant and equipment	有關收購物業、廠房及設備之資本支出	—	28,023
		590,714	847,011

EVENTS AFTER THE REPORTING PERIOD

On 10 March 2020, the Company entered into the Subscription Agreements with Subscribers, pursuant to which the Subscribers have conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, 68 million Subscription Shares at the Subscription Price of HK\$0.105 per Subscription Share. The total consideration payable by the Subscribers under the Subscription Agreements amounts to HK\$7.14 million.

For more details of the subscription of shares, please refer to the announcements of the Company dated 10 March 2020 and 17 March 2020.

The outbreak of COVID-19 (“COVID-19”) in early 2020 has affected the Group’s business segment adversely. The Group has closely monitored on the development of the COVID-19 and taken a number of cost control measures to mitigate the impact of this challenging situation. The Group will pay close attention to the change of situation and evaluate its impact on the financial position and operating results of the Group.

呈報期後事項

於二零二零年三月十日，本公司與認購人訂立認購協議，據此，認購人有條件同意認購而本公司有條件同意配發及發行68百萬股認購股份，認購價為每股認購股份0.105港元。認購協議項下認購人應付總代價為7.14百萬港元。

有關認購股份的更多詳情，請參閱本公司日期為二零二零年三月十日及二零二零年三月十七日之公告。

二零二零年初爆發的COVID-19疫情（「COVID-19」）已對本集團的業務分部造成不利影響。本集團已密切監察COVID-19的發展情況，並採取多項成本控制措施以減輕此挑戰性情況所帶來的影響。本集團將密切留意情況的變化及評估其對本集團的財務狀況及經營業績的影響。

Management Discussion and Analysis 管理層討論及分析

Save as discussed elsewhere under the section headed “Management Discussion and Analysis”, the Group had no other material events after the reporting period as at the date of this announcement.

PROSPECTS

The adjustment faced by the China’s real economy, together with the impacts to the economies by the global epidemic of COVID-19, have brought new challenges to the Group’s business transformation. It will also be a challenge for to the Group to tackle the above changes. We believe that there would be more measures and greater efforts from the government to support and rescue the real economy. The Group will actively leverage on relevant policies to promote the business integration and debt restructuring of Jiangxi Shipbuilding so as to achieve substantive breakthroughs as soon as practicable and effectively carry out integration of the wharfs, coastline, land resources, etc. The Group will continue to expand related businesses and combine such expansion with the demand from the local governments for investment promotion and capital introduction, and seek various cooperation opportunities in terms of logistics, storage and transportation of new energy, green building materials and steel structure processing, etc. along the Yangtze River. On this basis, the Group will actively create conditions necessary to reduce the Group’s debt burden through the support from the government to the real economy.

除「管理層討論及分析」一節另有載述者外，本集團於本公告日期並無其他重大呈報期後事項。

前景

中國實體經濟面臨的調整，以及全球COVID-19疫情給經濟帶來的變化，為本集團的實業調整帶來了新的挑戰，如何應對對本集團將是一個挑戰。我們認為，國家層面對實體經濟的支持與救助，措施將會更多，力度將會更大。本集團將積極利用相關政策，努力促使江西造船的業務整合和債務重整盡快取得實質性突破，將碼頭、岸線、土地等資源有效進行整合。本集團將繼續就相關業務的拓展與地方政府招商引資的需求相結合，在長江物流、新能源儲運、綠色建材、鋼結構加工等方面，尋求各類合作機會。在此基礎上，本集團將利用政府對實體經濟的支持，積極創造條件減輕本集團債務負擔。

Report on Corporate Governance 企業管治報告

The Group has recognized the importance of transparency and accountability, and the Board believes that shareholders can be benefited from good corporate governance. The Company aims to achieve good standard of corporate governance. During the year ended 31 December 2019, the Company has complied with the code provisions as set out in Appendix 14 of the Rules Governing the Listing of Securities (“Listing Rules”) on The Stock Exchange of Hong Kong Limited (“Stock Exchange”), except for the deviations from Codes Provision disclosed below.

Code provision A.1.8 stipulates that the Company should arrange appropriate insurance cover in respect of legal action against its directors.

The Company has been looking for a suitable insurance policy to purchase in the market since the expiration of the previous insurance policy.

Code provision A.6.7 stipulates that independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders; while code provision E.1.2 stipulates that the chairman of the board should attend the annual general meeting, and should also invite the chairmen of the audit, remuneration, nomination and any other committees (as appropriate) to attend.

The chairman of the Board and the three independent non-executive Directors were unable to attend the annual general meeting and special general meetings of the Company held on 21 June 2019 and 30 August 2019 and 25 October 2019 respectively due to their other business commitments. An executive Director chaired the annual general meeting and a special general meeting and a non-executive Director chaired a special general meeting whereas other attended Board members were already of sufficient calibre and number for answering questions raised by the shareholders.

本集團深知透明度及問責制度之重要性，董事會相信良好之企業管治對股東有利。本公司銳意達致高水平之企業管治。於截至二零一九年十二月三十一日止年度，本公司已遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載之守則條文，惟下文披露之偏離守則條文者除外。

守則條文第A.1.8條規定，本公司應就其董事可能會面對之法律訴訟作適當投保安排。

本公司自上一份保單到期以來，尚在市場上尋找合適的保單購買。

守則條文第A.6.7條訂明獨立非執行董事及其他非執行董事應出席股東大會，對股東的意見有公正的了解，而守則條文第E.1.2條訂明董事會主席應出席股東週年大會，亦應邀請審核委員會、薪酬委員會、提名委員會及任何其他委員會（視適用者而定）的主席出席。

董事會主席及三名獨立非執行董事因其他業務承擔未能出席本公司於二零一九年六月二十一日舉行的股東週年大會以及分別於二零一九年八月三十日及二零一九年十月二十五日舉行的股東特別大會。股東週年大會及其中一場股東特別大會的主席由一名執行董事擔任，另一場股東特別大會的主席由一名非執行董事擔任，而其他出席之董事會成員亦已具備足夠能力及人數回應股東的提問。

Report on Corporate Governance 企業管治報告

Pursuant to code provision C.1.3, where the directors are aware of material uncertainties relating to events or conditions that may cast significant doubt on the issuer's ability to continue as a going concern, they should be clearly and prominently disclosed and discussed at length in the Corporate Governance Report.

The auditors of the Company issued a disclaimer of opinion over the Group's ability to continue as a going concern due to the conditions indicate the material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern and therefore it may be unable to realise its assets and discharge its liabilities in the normal course of business. They are: (i) the Group reported loss attributable to the owners of the Company of approximately HK\$1,088,011,000 for the year ended 31 December 2019; (ii) as of that date, the Group's current liabilities exceeded its current assets by approximately HK\$3,585,009,000; (iii) the Group had net liabilities of approximately HK\$3,229,631,000, in which total borrowings amounted to approximately HK\$3,235,678,000, while its bank balances and cash amounted to approximately HK\$9,349,000 only; and (iv) the Group defaulted on the repayment of certain borrowings and payables on their respective due dates during the year ended 31 December 2019 and those creditors including banks had taken legal actions against the Group to recover the debts and applied for the winding up petition against the Company.

根據守則條文第C.1.3條，倘董事知悉有重大不明朗事件或情況而可能對發行人的持續經營能力構成重大疑問，董事應在企業管治報告中清楚顯著披露及詳細討論此等不明朗因素。

本公司核數師就本集團持續經營之能力發出無法表示意見，乃由於有情況顯示存在可能令本集團持續經營能力產生嚴重疑問的重大不確定因素，而本集團可能因此無法在正常業務過程中變現其資產及償還其負債。相關情況如下：(i) 截至二零一九年十二月三十一日止年度，本集團錄得本公司擁有人應佔虧損約1,088,011,000港元；(ii) 截至該日，本集團的流動負債超過其流動資產約3,585,009,000港元；(iii) 本集團負債淨額約為3,229,631,000港元，其中借貸總額約為3,235,678,000港元，而本集團銀行結餘及現金僅約為9,349,000港元；及(iv) 於截至二零一九年十二月三十一日止年度，本集團未能於到期日償還部份借貸及應付款項，且相關債權人（包括銀行）已就收回債款向本集團採取法律行動並提交針對本公司的清盤呈請。

Report on Corporate Governance 企業管治報告

The Board has adopted and considered different measures with different dimensions to further improve its cash flow, e.g. (i) revitalising shipbuilding assets of Jiangxi Shipbuilding by using its spare resources such as wharfs and lands for production, storage and transportation and by introduced leading shipbuilding companies to integrate and recognise the shipbuilding business; (ii) negotiating with banks, under government's instruction, to delay the repayment of debt or to apply for additional instalment to decrease the Group's financial burden; (iii) seeking investors to issue new shares and/or convertible bonds; (iv) negotiating with its suppliers and creditors to extend payment due date; and (v) disposing its assets and investment to enable the Group to restructure its core business and to obtain funds to improve its financial position.

In view of the aforesaid, the Board, including the Audit Committee, believes that the above measures, if materialised, will not only bring to the Group a significant improvement on the financial performance but also help to address the Disclaimer of Opinions of the Auditor, and accordingly is of the view that the Group could continue as a going concern.

For more details regarding the uncertainties relating to going concern are disclosed in the session "Management Discussion and Analysis" set out in P.10 to P.12 of this report.

董事會已從多方面採納並考慮不同措施，以進一步改善其現金流量，例如(i)充分利用江西造船的碼頭及土地等閒置資源作生產、倉儲及運輸用途，引入領先造船公司整合及識別造船業務，盤活其造船資產；(ii)在政府指導下與銀行磋商，以延後償還債務或申請額外分期，以降低本集團的財務負擔；(iii)尋求投資者支持以發行新股份及／或可換股債券；(iv)與其供應商及債權人磋商，以延後付款到期日；及(v)出售其資產及投資，以便本集團能夠重組核心業務及取得資金，從而改善其財務狀況。

鑒於以上所述，董事會（包括審核委員會）相信以上措施倘獲落實，不僅將極大改善本集團的財務表現，亦將有助於解決核數師的無法表示意見，因此董事會認為本集團能夠持續經營。

有關持續經營之不確定性之更多詳情，於本報告第10頁至12頁所載「管理層討論及分析」一節披露。

THE BOARD OF DIRECTORS

The Board's primary responsibilities are to formulate the Company's long-term corporate strategy, to oversee the management and to evaluate the performance of the Group.

The Board meets regularly throughout the year to discuss the overall strategy as well as the operation and financial performance of the Group. For the year ended 31 December 2019, the Company has held 16 board meetings in total. The individual attendance of each Director is set out below:

董事會

董事會之主要責任為制定本公司之長期企業策略、監察管理層及評估本集團之表現。

董事會於整個年度內定期會面以討論本集團之整體策略以及經營及財務表現。截至二零一九年十二月三十一日止年度，本公司共舉行16次董事會會議。每名董事之個別出席情況載列如下：

Name 姓名	Board Meetings 董事會會議	2019 AGM 二零一九年 股東週年 大會	SGM 股東特別 大會
Executive directors: 執行董事：			
Mr. Li Ming (Chairman) 李明先生 (主席)	16/16	0/1	0/2
Mr. Zhang Shi Hong (Chief Executive Officer) 張士宏先生 (行政總裁)	15/16	1/1	1/2
Mr. Zhang Weibing 張偉兵先生	0/13 (resigned on 11 December 2019) (於二零一九年十二月十一日辭任)	0/1	0/2
Mr. Liu Jin 劉進先生	0/6 (retired on 21 June 2019) (於二零一九年六月二十一日退任)	0/1	0/2
Non-executive director: 非執行董事：			
Mr. Chau On Ta Yuen (Honorary Chairman) 周安達源先生 (名譽主席)	12/12 (resigned on 1 December 2019) (於二零一九年十二月一日辭任)	1/1	2/2
Mr. Lin Lie 林烈先生	0/4 (resigned on 8 May 2019) (於二零一九年五月八日辭任)	0/1	0/2
Independent non-executive directors: 獨立非執行董事：			
Mr. Hu Bai He 胡柏和先生	16/16	0/1	0/2
Ms. Xiang Si Ying 項思英女士	16/16	0/1	0/2
Ms. Xiang Ying 向穎女士	16/16	0/1	0/2

Report on Corporate Governance 企業管治報告

When the Board considers any material transaction in which a substantial shareholder or a Director has a conflict of interest, a board meeting is held and Independent Non-executive Directors who have no material interest in the transaction will be present at such board meeting. At the meeting, the Director who has an interest in the transaction is required to abstain from voting.

Every Director shall ensure that he/she can contribute sufficient time and effort to the corporate affairs of the Company once he/she accepts the appointment.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Board appointed Mr. Li Ming as the Chairman, who is responsible for the leadership and effective running of the Board to achieve its primary responsibilities. With the support of the executive directors, the Chairman seeks to ensure that all directors are properly briefed on issues arising at board meetings and that all directors receive adequate and reliable information on a timely manner. The Chairman also encourages Directors to be fully engaged in the Board's affair and make contribution in performing the Board's functions. The board appointed Mr. Zhang Shi Hong as Chief Executive Officer, who is vested with executive responsibilities over the business directions and operational decisions of the management and performance of the Group.

當董事會考慮某主要股東或董事於其中有利益衝突之任何重大交易時，將舉行董事會會議，而並無於交易中擁有任何重大權益之獨立非執行董事將出席有關董事會會議。於交易中持有權益之董事須於會上放棄投票。

於接納有關委任後，每名董事均須確保其可為本公司之公司事務投入足夠時間及精力。

主席及行政總裁

董事會委任李明先生為主席，負責帶領董事會及確保董事會有效運作以履行其主要職責。在執行董事之支持下，主席尋求確保所有董事均妥為知悉董事會會議之事項，以及所有董事適時獲得充分及可靠之資料。主席亦鼓勵董事全面參與董事會事務及在履行董事會職能方面作出貢獻。董事會委任張士宏先生為行政總裁，對本集團之業務方向及管理營運決策以及表現負執行責任。

BOARD COMPOSITION

The Board comprises three executive directors and three independent non-executive directors as at the date of this report. The independent non-executive directors constitute over one-third of the Board. In addition, one of the independent non-executive directors possesses appropriate accounting qualifications and financial management expertise. The Directors are considered to have a balance of knowledge and experience appropriate for the requirements of the business of the Group. The independent non-executive directors also serve the important function of ensuring and monitoring the basis of an effective corporate governance framework. The Board considers that each independent non-executive director is independent in character and judgment and that they all meet the specific independent criteria as required by the Listing Rules.

DIVERSIFICATION OF THE BOARD

In determining the composition of the Board, the Company seeks to achieve board diversity through the consideration of a number of factors and measurable criteria, such as age, education background, industry experience, geographical location and duration of service. The Nomination Committee has reviewed the composition of the Board in accordance with the Listing Rules and concluded that the composition of the Board is in compliance with the diversification requirements of the Listing Rules.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Pursuant to the requirement of the Rule 3.13 of the Listing Rules, the Board confirmed that the Company has received written confirmation from each of all three independent non-executive directors of their independence and considers them to be independent throughout the year.

董事會之組成

於本報告日期，董事會由三名執行董事及三名獨立非執行董事組成。獨立非執行董事佔董事會逾三分之一。此外，其中一名獨立非執行董事擁有合適之會計資歷及財務管理專業知識。董事被視為擁有本集團業務所需之合適知識及經驗。獨立非執行董事亦在確保及監察有效企業管治架構之基礎方面擔任重要角色。董事會認為各獨立非執行董事之性格及判斷均為獨立，且彼等均符合上市規則所規定之特定獨立標準。

董事會多元化

於釐定董事會之組成時，本公司透過考慮多項因素及衡量標準，如年齡、教育背景、行業經驗、地理位置及服務年期，而尋求達致董事會多元化。提名委員會已根據上市規則審閱董事會之組成，並得出董事會之組成符合上市規則之多元化規定之結論。

獨立非執行董事之獨立性

根據上市規則第3.13條之規定，董事會確認本公司經已獲全部三名獨立非執行董事各自以書面確認其獨立性，且認為彼等於全年均屬獨立。

Report on Corporate Governance 企業管治報告

Under Code Provision A.4.3 of the CG Code, if an independent non-executive Director serves more than 9 years, his/her further appointment should be subject to a separate resolution to be approved by the Shareholders. As such, although each of Ms. Xiang Si Ying, Mr. Hu Bai He and Ms. Xiang Ying will be serving as an independent non-executive Director for more than nine years at the coming annual general meeting in 2019, the Board considers that each of Ms. Xiang Si Ying, Mr. Hu Bai He and Ms. Xiang Ying is a person of integrity and independent in judgement and character. They are independent of management and free from any business or other relationships or circumstances which could materially interfere with the exercise of their independent judgement. The Board considers that each of Ms. Xiang Si Ying, Mr. Hu Bai He and Ms. Xiang Ying meets the independent guidelines set out in Rule 3.13 of the Listing Rules, and is of the view that their independence is not affected by their long service with the Company.

TERMS OF APPOINTMENT OF NON-EXECUTIVE DIRECTORS

Each of the non-executive directors is appointed for an initial term of not more than two years commencing from his/her date of appointment and is renewable successively for a term of two years until termination. Each of them is subject to retirement by rotation and re-election by shareholders at annual general meeting in accordance with the Bye-laws.

MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTION

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") set out in Appendix 10 of the Listing Rule regarding Directors' securities transactions. Based on specific enquiry of all the Directors of the Company, the Directors have complied with the required standard as set out in the Model Code for the year ended 31 December 2019.

根據企業管治守則的守則條文第A.4.3條，倘一名獨立非執行董事已任職超過九年，其續任須經股東另行通過決議案批准方可作實。因此，儘管於即將舉行的二零一九年股東週年大會，項思英女士、胡柏和先生及向穎女士已各自出任獨立非執行董事超過九年，惟董事會認為項思英女士、胡柏和先生及向穎女士是具有誠信及獨立判斷力及個性的人士。彼等獨立於管理層，亦無任何業務或其他關係或情況可嚴重干擾彼等作出獨立判斷。董事會認為項思英女士、胡柏和先生及向穎女士符合上市規則第3.13條所載獨立指引，並認為彼等於本公司長期服務並未影響其獨立性。

非執行董事之任期

各非執行董事之委任年期由其委任日期起計初步為期不超過兩年，並可於其後不斷重續，每次續期兩年，直至終止為止。彼等各自均須根據公司細則輪值告退及由股東於股東週年大會重選連任。

董事進行證券交易之標準守則

本公司已就董事進行證券交易採納上市規則附錄十所載之上市公司董事進行證券交易之標準守則（「標準守則」）。根據向本公司所有董事作出之特別查詢，董事於截至二零一九年十二月三十一日止年度已遵守標準守則所規定之標準。

NOMINATION COMMITTEE

The Company has set up a Nomination Committee to ensure that there are fair and transparent procedures for the appointment, re-election and removal of directors to the Board. The Nomination Committee comprises the Chairman of the Board and three independent non-executive directors, namely, Mr. Li Ming, Mr. Hu Bai He, Ms. Xiang Si Ying and Ms. Xiang Ying. The Chairman of the Nomination Committee is Ms. Xiang Ying. The terms of reference of the Nomination Committee are consistent with the terms set out in the Code. The Nomination Committee has adopted a nomination policy which sets out the procedures and criteria for nomination of directors. The nomination of directors should take into consideration of the nominee's qualification, experience, ability and potential contributions to the Company.

The nomination policy aims to set out the principles which guide the Nomination Committee to identify and evaluate a candidate for nomination to (i) the Board for appointment or (ii) shareholders of the Company for election as a director of the Company. The Nomination Committee will also take into account the diversification of the Board and the nomination policy when identifying suitably qualified candidates for the Board and would review the policies regularly to ensure their continuing effectiveness. The nomination policy sets out the criteria and procedures in making nominations, including but not limited to, skills, experience and professional expertise; diversity; commitment and standing. When the candidate to be nominated as an independent non-executive director, he/she must satisfy the independence criteria set out in Rule 3.13 of the Listing Rules. Mr. Zhong Chuanjun was nominated for directorship in 2020. The nomination policy can be found and accessible on the website of the Company (www.irasia.com/listco/hk/chinaoceanindustry).

One meetings were held during the year ended 31 December 2019. All members attended the meetings. The members of the Nomination Committee reviewed the details of proposed directors' and made recommendation to the Board for the appointment of directors subject to re-election during the year.

提名委員會

本公司已成立提名委員會，旨在確保有公平透明之程序進行董事會董事之委任、重選及罷免。提名委員會由董事會主席及三名獨立非執行董事（即李明先生、胡柏和先生、項思英女士及向穎女士）組成。提名委員會主席為向穎女士。提名委員會之職權範圍與守則所載條款一致。提名委員會已採納提名政策，當中載列提名董事的程序及標準。提名董事應考慮候選人之資歷、經驗、能力及可能對本公司作出之貢獻。

提名政策旨在為提名委員會物色及評估候選人訂明原則，以提名予(i)董事會以供委任或(ii)本公司股東以供甄選為本公司董事。提名委員會於物色適合的合資格候選人供董事會考慮時亦將考慮董事會多元化及提名政策，並將定期審閱政策以確保其持續有效。提名政策訂明提名標準及程序，包括但不限於技能、經驗及專業知識；多元化；承擔及身份。當提名候選人獲提名為獨立非執行董事時，彼須符合上市規則第3.13條所載獨立性標準。張傳軍先生於二零二零年獲提名為董事。提名政策載於本公司網站(www.irasia.com/listco/hk/chinaoceanindustry)，可供查閱。

提名委員會於截至二零一九年十二月三十一日止年度曾舉行一次會議。全體成員均出席有關會議。提名委員會成員於年內檢討候任董事之詳情並就委任須予重選董事向董事會作出推薦建議。

Report on Corporate Governance

企業管治報告

REMUNERATION COMMITTEE

The Company has set up the Remuneration Committee to ensure that there are formal and transparent procedures for setting up policies on the remuneration of the Directors and senior management. The terms of reference of the Remuneration Committee were consistent with the terms set out in the Code. The Remuneration Committee comprises three independent non-executive directors, namely Mr. Hu Bai He, Ms. Xiang Si Ying and Ms. Xiang Ying and one executive director, namely Mr. Zhang Shi Hong. The Chairman of the Remuneration Committee is Ms. Xiang Ying.

Two meetings were held during the year ended 31 December 2019. All members attended the meetings. They made recommendation to the Board regarding the Company's remuneration policy and the remuneration package of all directors (excluding his own remunerations) of the Company. No Director was involved in deciding his own remuneration during the year under review.

AUDIT COMMITTEE

The specific written terms of reference of the Audit Committee which was re-adopted on 31 March 2016 in light of the amendment of Listing Rules, is available on the websites of the Stock Exchange and the Company. The Audit Committee is primarily responsible for (a) making recommendations to the Board on the appointment, reappointment and removal of the external auditor; (b) approving the remuneration and terms of engagement of external auditor; and (c) reviewing financial information and overseeing the financial reporting system, risk management and internal control procedures.

The Audit Committee comprises three independent non-executive directors, and the chairman of the Audit Committee, Mr. Hu Bai He, possesses a professional accountancy qualification and has substantial experience in accounting and financial matters.

薪酬委員會

本公司已成立薪酬委員會，以確保就訂定董事及高級管理層酬金政策建立正式及透明之程序。薪酬委員會之職權範圍與守則所載之條款一致。薪酬委員會由三名獨立非執行董事胡柏和先生、項思英女士及向穎女士以及一名執行董事張士宏先生組成。薪酬委員會之主席為向穎女士。

薪酬委員會於截至二零一九年十二月三十一日止年度曾舉行兩次會議。全體成員均出席有關會議。彼等就有關本公司之薪酬政策及本公司全體董事之薪酬組合（不包括其本身之薪酬）向董事會作出推薦建議。於回顧年度內，概無董事涉及決定其本身之薪酬。

審核委員會

本集團根據上市規則之修訂於二零一六年三月三十一日重新採納之審核委員會之具體書面職權範圍現已可於聯交所及本公司網站查閱。審核委員會主要負責(a)就委聘、續聘及解聘外部核數師向董事會作出推薦建議；(b)批准外部核數師薪酬及委聘條款；及(c)審閱財務資料及監督財務報告系統、風險管理及內部監控程序。

審核委員會由三名獨立非執行董事組成，而審核委員會之主席胡柏和先生擁有專業會計師資格及在會計及財務事務方面擁有豐富經驗。

Report on Corporate Governance 企業管治報告

Two meetings were held by the Audit Committee during the year ended 31 December 2019. The individual attendance of each member is set out below:

審核委員會於截至二零一九年十二月三十一日止年度曾舉行兩次會議。各成員之出席率載列如下：

Name of member	成員姓名	Number of committee meetings attended 出席委員會會議之次數
Mr. Hu Bai He	胡柏和先生	2/2
Ms. Xiang Si Ying	項思英女士	2/2
Ms. Xiang Ying	向穎女士	2/2

The Group's interim report for the six months ended 30 June 2019 and the annual report for the year ended 31 December 2019 had been reviewed by the Audit Committee and recommendation was provided to the Board for approval.

審核委員會已審閱本集團截至二零一九年六月三十日止六個月之中期報告及截至二零一九年十二月三十一日止年度之年報，並已向董事會提供推薦建議以供批准。

AUDITOR'S REMUNERATION

For the year ended 31 December 2019, the auditors of the Company received approximately HK\$1,700,000 for audit services and approximately HK\$600,000 for other services (including agreed-upon procedures on interim results and disbursement).

核數師酬金

於截至二零一九年十二月三十一日止年度，本公司之核數師就審核服務收取約1,700,000港元及就其他服務（包括有關中期業績之協定程序及墊付費用）收取約600,000港元。

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Group in accordance with statutory requirements and applicable accounting standards.

董事就財務報表承擔之責任

董事確認已根據法定規定及適用會計準則負責編製本集團之財務報表。

The Directors, having made appropriate enquiries, consider that the Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate to adopt the going concern basis in preparing the financial statements.

董事在作出合適之查詢後認為，本集團有足夠資源於可見將來繼續營運，因此以持續經營基準編製財務報表乃屬適當。

Report on Corporate Governance

企業管治報告

CORPORATE GOVERNANCE FUNCTION

In order to achieve enhanced corporate governance of the Company, the Board has undertaken constant review of the policies for corporate governance of the Company, the training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements. During this year, the Board performed the duties relating to corporate governance matters such as appointed external professionals to carry out internal control review.

DIRECTORS' TRAINING AND PROFESSIONAL DEVELOPMENT

Directors are continually updated on the latest development and changes in the Listing Rules, the Code and other regulatory requirements in order to ensure the compliance with the same by the Directors. Directors are also encouraged to participate in professional development courses and seminars to develop and refresh their knowledge and skills. The Directors namely Li Ming, Zhang Shi Hong, Hu Bai He, Xiang Si Ying and Xiang Ying had provided a record of training they received during the year to the Company. According to the training records provided by the Directors, the training attended by them during the reporting period was related to Corporate Governance, regulatory development and training on other relevant topics.

企業管治職能

為達致加強本公司之企業管治，董事會已持續檢討本公司之企業管治政策、董事及高級管理層之培訓及持續專業發展、本公司在遵守法律及監管規定方面之政策及常規。於本年度內，董事會履行有關企業管治事宜之職責，如委任外部專業人士檢討內部監控。

董事之培訓及專業發展

董事獲持續更新上市規則、守則及其他監管規定之最新發展及變動，以確保董事遵守上述規定。本公司亦鼓勵董事參與專業發展課程及研討會，以發展及更新其知識及技能。董事李明、張士宏、胡柏和、項思英及向穎已向本公司提供彼等於年內所接受培訓之記錄。根據董事提供之培訓記錄，彼等於報告期內參加有關企業管治、監管發展及其他相關課題之培訓。

ACCOUNTABILITY AND AUDIT

The Directors acknowledged their responsibilities to prepare the consolidated financial statements of the Group and other financial disclosures required under the Listing Rules and the management has provided such explanation and information to the Board to enable it to make an informed assessment of the financial and other Board decisions. The Directors believed that they have selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent and reasonable. The management has provided all members of the Board with monthly updates on internal financial statements so as to give the Directors a balanced and understandable assessment of the Group's performance, position and prospects.

RISK MANAGEMENT AND INTERNAL CONTROLS

For the year ended 31 December 2019, the group has complied with Principle C.2 of the Corporate Governance Code by establishing appropriate and effective risk management and internal control systems. Management is responsible for the design, implementation and monitoring of such systems, while the board oversees management in performing its duties on an ongoing basis. Main features of the risk management and internal control systems are described in the sections below:

Risk Management System

The Group adopts a risk management system which manages the risks 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.

問責及審計

董事知悉彼等須根據上市規則編製本集團綜合財務報表及其他財務披露資料之責任，而管理層已向董事會提供有關解釋及資料以使董事會能夠就財務及其他董事會決策作出知情評估。董事相信，彼等已挑選合適的會計政策並貫徹應用，並作出謹慎合理的判斷及估計。管理層每月向董事會全體成員提供最新的內部財務報表，以便董事可對本集團之表現、狀況及前景作出均衡及易於理解的評估。

風險管理及內部監控

於截至二零一九年十二月三十一日止年度，本集團已遵守企業管治守則第C.2條原則，建立適當及有效之風險管理及內部監控系統。管理層負責該等系統之設計、實施及監控，而董事會負責監督管理層持續執行其職責。風險管理及內部監控系統之主要特點於下文各節說明：

風險管理系統

本集團採納之風險管理系統管理與其業務及營運相關之風險。該系統包括以下階段：

- 識別：識別風險歸屬、業務目標及可能影響目標實現之風險。

Report on Corporate Governance 企業管治報告

- Evaluation: Analyze the likelihood and impact of risks and evaluate the risk portfolio accordingly.
 - Management: Consider the risk responses, ensure effective communication to the board and on-going monitor the residual risks.
- 評估：分析風險之可能性及影響，並據此評估風險組合。
 - 管理：考慮風險回應措施，確保與董事會有效溝通並持續監控剩餘風險。

Internal Control System and Internal Audit

The Company has in place an internal control system which enables the Company to achieve objectives regarding effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable laws and regulations. The components of the internal system are shown as follow:

- 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 analyzing risks to achieve the Group's objectives, forming a basis for determining how risks should be managed.
- Control Activities: action established by policies and procedures to help ensure that management directives to mitigate risks to the achievement of objectives are carried out.
- Information and Communication: internal and external communication to provide the Group with the information needed to carry out day-to-day controls.
- Monitoring: ongoing and separate evaluations to ascertain whether each components of internal control is present and functioning.

內部監控系統及內部審核

本公司設有內部監控系統，該系統使本公司能夠實現有關營運有效性及效率、財務報告可靠性以及遵守適用法律及法規之目標。內部監控系統之組成部分列示如下：

- 監控環境：為於本集團進行內部監控提供基礎之一套準則、程序及架構。
- 風險評估：識別及分析風險以實現本集團目標，以及為釐定如何管理風險提供基礎之不斷發展及完善之過程。
- 監控活動：根據政策及程序確立之行動，以確保執行管理層為減低風險以達成目標所作出之指示。
- 資訊及溝通：為本集團提供進行日常監控所需資訊之內部及外部溝通。
- 監控：持續及獨立評估以確定內部監控之各組成部分是否存在及運作正常。

Report on Corporate Governance 企業管治報告

For the year ended 31 December 2019, the Group has engaged external professional to conduct an internal audit review of the effectiveness of the Group's risk management and internal control systems. The external professional is assigned with the task to perform reviews on operational, financial and compliance aspects and will alert the management on the audit review findings or irregularities, if any, advise on the implementation of necessary steps and actions to enhance the internal controls of the Group. There is no significant deficiency and weakness on the internal control system has been identified for the year ended 31 December 2019.

The Board considered that, for the year ended 31 December 2019, the risk management and internal control system and procedures of the Group, covering all material controls including financial, operational and compliance controls and risk management functions were reasonably effective and adequate.

With respect to the procedures and internal controls for the handling and dissemination of inside information, the Group has internal procedures which strictly prohibit unauthorised use of inside information and has communicated to all staff.

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 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; (ii) the scope and quality of management's ongoing monitoring of risks and of the internal control systems.

於截至二零一九年十二月三十一日止年度，本集團已委聘外部專業人士對本集團風險管理及內部監控系統之有效性進行內部審核檢討。外部專業人士被委派就營運、財務及合規方面作出檢討，並向管理層報告審核檢討結果或不規範行為（如有）及就實施必要步驟及行動以提高本集團內部監控向彼等提供意見。於截至二零一九年十二月三十一日止年度，概無識別內部監控制度存在任何重大缺陷及缺點。

董事會認為，於截至二零一九年十二月三十一日止年度，本集團之風險管理及內部監控制度及程序（覆蓋所有重要監控，包括財務、營運及合規監控及風險管理職能方面）合理有效並充足。

就處理及發佈內幕消息的程序及內部控制而言，本集團內部程序嚴格禁止擅自使用內幕消息，並已向全體員工傳達。

風險管理及內部監控系統之有效性

董事會負責本集團之風險管理及內部監控系統，並確保每年檢討該等系統之有效性。董事會檢討時已考慮若干領域，其中包括但不限於(i)自上年度檢討以來重大風險性質及程度之變動，以及本集團對其業務及外部環境變動作出反應之能力；(ii)管理層持續監控風險及內部監控系統之範圍及質素。

Report on Corporate Governance 企業管治報告

The Board, through its review made by internal audit function and 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 is also considered that the resources, staff qualifications and experience of relevant staff were adequate and the training programs and budget provided were sufficient.

INSIDER INFORMATION AND INFORMATION DISCLOSURE

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 a 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.
- 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.

董事會透過其由內部審計職能及審核委員會作出之檢討得出結論，認為風險管理及內部監控系統為有效及足夠。然而，該等系統旨在管理而非消除未能達成業務目標之風險，且只能就不會有重大失實陳述或損失作出合理而非絕對之保證。其亦認為資源、員工資歷及相關員工之經驗為足夠，提供之培訓計劃及預算為充足。

內幕消息及信息披露

為加強本集團處理內幕消息之制度，確保公開披露資料之真實性、準確性、完整性與及時性，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，確保存有防止違反披露規定之保障措施，其中包括：

- 只有需要了解之有限數目之僱員可獲取消息。擁有內幕消息之僱員完全了解其保守機密之責任。
- 本集團訂立重大協商時簽訂保密協議。
- 與外界（如媒體、分析師或投資者）溝通時，執行董事為代表本公司發言之指定人士。

COMPANY SECRETARY

Mr. Tong Yiu On, the Company Secretary of the Company, confirmed that he has taken no less than 15 hours relevant professional training during the financial year.

DIVIDEND POLICY

Pursuant to the Dividend Policy of the Company, the Company may consider to propose or declare dividends out of the Company's distributable reserve to the shareholders of the Company (the "Shareholders"). Such declaration and payment of dividends shall remain to be determined at the sole discretion of the Board, subject to the requirements of all applicable laws and regulations and the bye-laws and memorandum of association of the Company.

In deciding whether to propose or declare a dividend and in determining the dividend amount and means of payment, the Board shall take into account, among others, the Group's actual and expected financial performance, retained earnings and distributable reserves, liquidity position, working capital requirements, the capital and debt level, capital expenditure requirements and future development and investment plans, Shareholders' interests, general economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group and other factors that the Board deems appropriate.

The Dividend Policy shall not constitute a legally binding commitment by the Company and there is no assurance that dividends will be proposed, declared or paid by the Company in any particular amount at any time or from time to time. The Board will from time to time review the Dividend Policy and may exercise at its absolute and sole discretion to update, amend and/or modify the Dividend Policy at any time as the Board deems. The Dividend Policy shall be reviewed and revised from time to time as and when considered necessary by the Board.

公司秘書

本公司的公司秘書唐耀安先生確認，彼於財政年度內已接受不少於15個小時的相關專業培訓。

股息政策

根據本公司之股息政策，本公司可考慮以本公司可分派儲備向本公司股東（「股東」）建議或宣派股息。有關宣派及派付股息將由董事會全權酌情決定，並須遵守所有適用法律及法規以及本公司之公司細則及組織章程大綱之規定。

於決定是否建議或宣派股息及釐定股息金額及支付方式時，董事會將考慮（其中包括）本集團之實際及預期財務表現、保留盈利及可分派儲備、流動資金狀況、營運資金需求、資金及債務水平、資金開支需求以及未來發展及投資計劃、股東權益、整體經濟狀況及其他可能影響本集團業務或財務表現及狀況的內部或外部因素及其他董事會認為合適的其他因素。

股息政策將不構成本公司作出的合法且具約束力承擔，且概不保證本公司於任何時候或不時建議、宣派或支付任何特定金額的股息。董事會將不時審閱股息政策，並可行使其全權酌情權於其認為適合時更新、修訂及／或更改股息政策。董事會將不時於其認為必要時審閱及修訂股息政策。

COMMUNICATION WITH SHAREHOLDERS AND SHAREHOLDERS' RIGHT

The Company recognizes the importance of good communications with all shareholders and investors. The Company's annual general meeting is a valuable forum for the Board to communicate directly with the shareholders. All shareholders of the Company are given at least 21 days' notice for the date and venue of such annual general meeting. Shareholders are encouraged to attend general meetings. The Chairman and/or the Directors are available to answer questions on the Group's businesses at the meetings. The Company provides information relating to the Company and its business in its annual and half-year report and also disseminates such information electronically through its website at "www.irasia.com/listco/hk/chinaoceanindustry/" and the website of the Stock Exchange.

As one of the measures to safeguard shareholders' interests and rights, separate resolutions are proposed at general meetings on each material matters, including the election of individual Directors, for shareholder to consider and vote. All resolutions put forward at general meetings will be voted by poll pursuant to the Listing Rules.

Convening a Special General Meeting ("SGM") and Putting Forward Proposals at General Meetings

Pursuant to the Bermuda Companies Act 1981 and Bye-laws of the Company, Shareholder(s) holding at the date of the deposit of the requisition not less than one-tenth (10%) of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall have the right to submit a written requisition requiring a SGM to be called by the Board. The written requisition (a) must state the object(s) of the meeting; and (b) must be signed by the requisitionists and deposited at the principal office of the Company for attention of the Company Secretary, and may consist of several documents, each signed by one or more requisitionists. Such requisitions will be verified with the Company's Hong Kong Branch Share Registrar and upon its confirmation that the requisition is proper and in order, the Company Secretary will ask the Board to convene a SGM by serving sufficient notice to all Shareholders.

與股東溝通及股東權利

本公司認識到與全體股東及投資者進行有效溝通之重要性。本公司之股東週年大會為董事會提供與股東直接交流之寶貴機會。本公司全體股東將獲發最少21日通知，以告知有關股東週年大會之舉行日期及地點。本公司鼓勵股東出席股東大會。主席及／或董事將於會上回答有關本集團業務之問題。本公司在年度及半年度報告中提供有關本公司及其業務之資料，並以電子形式透過其網站「www.irasia.com/listco/hk/chinaoceanindustry/」及聯交所網站發佈有關資料。

作為其中一項保障股東利益及權利之措施，本公司將會於股東大會上就各項重大事宜（包括選舉個別董事）提呈獨立決議案以供股東考慮及表決。於股東大會上提呈之所有決議案均將根據上市規則以投票方式表決。

召開股東特別大會（「股東特別大會」）及在股東大會上提呈決議案

根據百慕達一九八一年公司法及本公司之公司細則，於遞呈請求日期持有本公司已繳足股本不少於十分之一（10%），可於股東大會上投票之股東將有權遞交書面請求，以請求董事會召開股東特別大會。書面請求(a)須列明大會的目的；及(b)須由呈請人簽署並送交本公司之主要辦事處（註明收件人為公司秘書），並可由數份同樣格式的文件組成，而每份由一名或多名呈請人簽署。有關請求將由本公司之香港股份過戶登記分處核實，倘書面請求獲確認屬妥善及適宜，公司秘書將請求董事會給予全體股東足夠通知期，以召開股東特別大會。

Report on Corporate Governance 企業管治報告

If the Directors do not within 21 days from the date of the deposit of the requisition proceed duly to convene a SGM for a day not more than two months after the date of deposit of a proper requisition, the requisitionists or any of them representing more than one-half of the total voting rights of all of them may convene a SGM, but any SGM so convened shall not be held after the expiration of 3 months from the said date of deposit of the requisition. A meeting convened by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by Directors.

Pursuant to the Bermuda Companies Act 1981, either any number of the registered Shareholders holding not less than one-twentieth (5%) of the paid-up capital of the Company carrying the right of voting at general meetings of the Company (“Requisitionists”), or not less than 100 of such registered Shareholders, can request the Company in writing to (a) give to the Shareholders entitled to receive notice of the next annual general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting; and (b) circulate to the Shareholders entitled to have notice of any general meeting any statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting. The requisition signed by all the Requisitionists must be deposited at the principal office of the Company for attention of the Company Secretary with a sum reasonably sufficient to meet the Company’s relevant expenses and not less than six weeks before the meeting in case of a requisition requiring notice of a resolution or not less than one week before the meeting in the case of any other requisition. Provided that if, after a copy of the requisition requiring notice of a resolution has been deposited at the principal office of the Company, an annual general meeting is called for a date six weeks or less after the copy has been deposited, such requisition though not deposited within the time required shall be deemed to have been properly deposited for the purposes thereof.

倘董事在妥善之請求遞呈日期起計21日內，未有正式安排在遞呈有關請求日期後兩個月內召開股東特別大會，則該等呈請人或佔全體呈請人總投票權一半以上之呈請人，可召開股東特別大會，但任何如此召開之股東特別大會不得在上述請求書遞呈日期起計3個月屆滿後舉行。由呈請人召開之大會須盡可能以接近董事召開大會之方式召開。

根據百慕達一九八一年公司法，持有本公司附帶權利可於本公司股東大會投票之繳足股本不少於二十分之一(5%)之任何人數的登記股東(「呈請人」)，或不少於100名有關登記股東，可向本公司提交書面要求：(a)向有權接收下一屆股東週年大會通告之股東發出通知，以告知任何可能於該大會上正式動議及擬於會上動議之決議案；及(b)向有權接收任何股東大會通告之股東傳閱不超過1,000字之陳述書，以告知於該大會上提呈之決議案所述事宜或將處理之事項。由全體呈請人簽署之呈請須送交本公司主要辦事處(註明收件人為公司秘書)，並須在不少於(倘為要求決議案通知之呈請)大會舉行六週前或(倘為任何其他呈請)大會舉行一週前遞交及須支付足以彌補本公司相關開支之款項。惟倘要求決議案通知之呈請副本送交本公司主要辦事處後，在遞交副本六週後或較短期間內之某一日召開股東週年大會，則該呈請雖未有在規定時間內遞交，就此而言亦將被視為已妥為遞交。

Report on Corporate Governance 企業管治報告

Right to Put Enquiries to the Board

Shareholders have the right to put enquiries to the Board. All enquiries shall be in writing and sent by post to the principal place of business of the Company in Hong Kong for the attention of the Company Secretary.

MEMORANDUM OF ASSOCIATION AND BYE-LAWS OF THE COMPANY

During the reporting period, no amendment had been made to the Memorandum of Association and Bye-Laws of the Company.

On behalf of the Board

Li Ming

Chairman

17 August 2020

向董事會作出查詢的權利

股東有權向董事會作出查詢。所有查詢必須以書面作出，並郵寄至本公司於香港的主要營業地點（註明收件人為公司秘書）。

本公司之組織章程大綱及公司細則

於報告期內，本公司之組織章程大綱及公司細則並無作出修訂。

代表董事會

主席

李明

二零二零年八月十七日

The directors present their annual report and the audited consolidated financial statements of the Company and its subsidiaries (hereinafter collectively referred to as the "Group") for the year ended 31 December 2019.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries are set out in Note 51 to the consolidated financial statements.

RESULTS

The results of the Group for the year ended 31 December 2019 are set out in the consolidated statement of profit or loss and other comprehensive income on page 85 of the annual report.

DIVIDENDS

The Directors do not recommend the payment of a dividend.

RESERVES

Movements in the reserves of the Group during the year are set out on page 88 of the annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of movements during the year in property, plant and equipment of the Group are set out in Note 17 to the consolidated financial statements.

董事同寅謹將本公司及其附屬公司(下文統稱為「本集團」)截至二零一九年十二月三十一日止年度之年報連同經審核之綜合財務報表呈覽。

主要業務

本公司為一間投資控股公司，其附屬公司之主要業務載於綜合財務報表附註51。

業績

本集團截至二零一九年十二月三十一日止年度之業績載於年報第85頁之綜合損益及其他全面收益表內。

股息

董事不建議派付股息。

儲備

本集團於年內之儲備變動載於年報第88頁。

物業、廠房及設備

本集團之物業、廠房及設備於年內的變動詳情載於綜合財務報表附註17。

Directors' Report

董事會報告

SHARE CAPITAL

Details of movements in share capital of the Company during the year are set out in Note 37 to the consolidated financial statements.

Pursuant to the special resolution of the shareholders at the special general meeting on 25 October 2019, the Company carried out the capital reorganisation involving the following:

- (i) cancellation of HK\$0.049 paid up capital on each issued existing ordinary share of the Company (“Existing Share(s)”) by way of reduction of capital so that the nominal or par value of each issued Existing Share has been reduced from HK\$0.05 to HK\$0.001 and the nominal or par value of each authorised but unissued ordinary share in the share capital of the Company has been reduced from HK\$0.05 to HK\$0.001 (together, the “Capital Reduction”);
- (ii) immediately following the Capital Reduction, every forty issued ordinary shares of par value HK\$0.001 each in the share capital of the Company be consolidated and every forty authorised but unissued ordinary shares of par value HK\$0.001 each in the share capital of the Company has been consolidated (together, the “Share Consolidation”) into one ordinary share of par value HK\$0.04 (each a “Consolidated Share”) in the share capital of the Company and the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation has been rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the Share Consolidation; and

股本

本公司股本於年內的變動詳情載於綜合財務報表附註37。

根據股東於二零一九年十月二十五日舉行之股東特別大會上通過的特別決議案，本公司進行下列股本重組：

- (i) 通過股本削減的方式註銷本公司每股已發行現有普通股（「現有股份」）繳足股本0.049港元，將每股已發行現有股份的面額或面值由0.05港元削減至0.001港元及將本公司股本中的每股法定但未發行普通股的面額或面值由0.05港元削減至0.001港元（統稱為「股本削減」）；
- (ii) 緊隨股本削減後，本公司股本中每四十(40)股已發行每股面值0.001港元的普通股將合併及本公司股本中每四十(40)股法定但未發行每股面值0.001港元的普通股將合併（統稱為「股份合併」）為本公司股本中一(1)股每股面值0.04港元的普通股（各為一股「合併股份」），而緊隨股份合併後本公司已發行股本之合併股份總數向下調整至整數數目，方式為註銷因股份合併而產生的本公司已發行股本中之任何零碎股份；及

(iii) the credit arising from the Capital Reduction in the amount of HK\$668,205,103 had been transferred to the contributed surplus account of the Company within the meaning of the Companies Act and applied towards offsetting the accumulated losses of the Company as at the date of the Capital Reduction, thereby reducing the accumulated losses of the Company. The balance of credit (if any) had been transferred to the distributable reserve account of the Company which might be utilised by the Directors as a distributable reserve subject to compliance with applicable law

As at 31 December 2019, the authorised share capital of the Company was HK\$50,000,000 divided into 1,250,000,000 shares of par value of HK\$0.04 each, of which 13,636,838,840 shares had been allotted and issued as fully paid or credited as fully paid.

BORROWINGS

Particulars of the Group's borrowings as at 31 December 2019 are set out in Note 34 to the consolidated financial statements.

DISTRIBUTABLE RESERVES OF THE COMPANY

The Company did not have any reserves available for distribution (2018: Nil).

Under the Companies Act 1981 of Bermuda (as amended), the balances in a company's contributed surplus and share premium accounts are available for distribution. However, the company cannot declare or pay a dividend, or make a distribution out of contributed surplus and share premium accounts if:

- (a) the company is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of the assets of the company would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

(iii) 因股本削減而產生之進賬668,205,103港元已轉撥至本公司之實繳盈餘賬(定義見公司法),並用以抵消本公司於股本削減日的累計虧損,從而減少本公司累計虧損。進賬餘款(如有)已轉撥至本公司之可分派儲備賬,其可由董事根據適用法例用作可分派儲備

於二零一九年十二月三十一日,本公司法定股本為50,000,000港元,分為1,250,000,000股每股面值0.04港元的股份,其中13,636,838,840股股份已配發及發行為繳足或入賬列作繳足股份。

借貸

本集團於二零一九年十二月三十一日之借貸詳情載於綜合財務報表附註34。

本公司之可供分派儲備

本公司並無任何可供分派之儲備(二零一八年:無)。

根據百慕達一九八一年公司法(經修訂),一間公司於實繳盈餘及股份溢價賬之結餘可供分派。然而,於下列情況下,此公司不可自實繳盈餘及股份溢價賬中宣派或派發股息或作出分派:

- (a) 此公司在派付後無法支付到期之負債;或
- (b) 此公司之可變現資產值低於其負債及已發行股本及股份溢價賬之總額。

Directors' Report 董事會報告

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 320 of the annual report.

BUSINESS REVIEW

The business review of the Group for the year ended 31 December 2019 is set out under the sections headed “Chairman’s Statement”, “Five Year Financial Summary”, “Management Discussion and Analysis” of this annual report. Those discussions form part of this Report of the Directors.

Further discussion and analysis matters as required by Schedule 5 to the Companies Ordinance (Cap 622 of the Laws of Hong Kong), including are view of the business of the Group, discussion and analysis of the Group’s performance during the year and the material factors underlying its results and financial position, and an indication of the outlook of the business of the Group, are set out under sections headed “Chairman’s Statement” and “Management Discussion and Analysis” of this Annual Report. Those discussions form part of this Report of the Directors.

Compliance with Laws and Regulations

The Group complies with the requirements under the Companies Ordinance, the Listing Rules and the Securities and Futures Ordinance (the “SFO”) for the disclosure of information and corporate governance. The Group also complies with the requirements of Employment Ordinance and ordinances relating to occupational safety for the interest of employees of the Group. Important events affecting the Group occurred after 31 December 2019 are mentioned in the section “Events After the Reporting Period”. As at 31 December 2019 and up to the date of this report, the Board was unaware of any non-compliance with the relevant laws and regulations which had a significant impact on the Company.

五年財務概要

本集團於過去五個財政年度之業績及資產與負債概要載於年報第320頁。

業務回顧

本集團截至二零一九年十二月三十一日止年度的業務回顧載於本年報「主席報告」、「五年財務概要」、「管理層討論及分析」各章節。該等討論構成本董事會報告的一部分。

公司條例（香港法例第622章）附表5所規定的進一步討論及分析事項，包括對本集團業務的看法、對本集團年內表現的討論及分析及其業績及財務狀況相關之重要因素以及本集團業務前景之說明，載於本年報「主席報告」及「管理層討論及分析」各章節。該等討論構成本董事會報告的一部分。

遵守法律法規

本集團遵守公司條例、上市規則及證券及期貨條例（「證券及期貨條例」）中有關資料披露及企業管治之規定。本集團亦遵守僱傭條例及職業安全相關法例之規定，以保障本集團僱員利益。於二零一九年十二月三十一日後發生而對本集團有影響之重要事件載於「呈報期後事項」章節。於二零一九年十二月三十一日及直至本報告日期止，董事會並不知悉任何違反而對本公司有重大影響的相關法律及法規之事項。

Environmental Policies And Performance

The Group is committed to the long term sustainability of the environment and communities in which it operates. The Group encourages environmental protection and promotes awareness towards environmental protection to the employees. It implements green office practices such as double-sided printing and copying, promoting using recycled paper and reducing energy consumption by switching off idle lightings and electrical appliances.

The Group will review its environmental practices from time to time and will consider implementing further eco-friendly measures and practices in the operation of the Group's business to move towards adhering the 3Rs – “Reduce”, “Recycle” and “Reuse” and enhance environmental sustainability.

Please refer to the separately published Environmental, Social and Governance Report of the Company for the year ended 31 December 2019 prepared in accordance with Appendix 27 to the Listing Rules for detailed discussion of the Company's environmental policies and performance.

Principal Risks and Uncertainties

Impact of Local and International Regulations

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

The Group's financial condition, results of operations and business prospects may be affected by a number of risks and uncertainties directly or indirectly pertaining to the Group's businesses. Details of the principal risks and uncertainties are set out in Notes 5, 6 and 7 to the consolidated financial statements of this annual report.

環境政策及表現

本集團致力維持其經營所在環境及社區之長遠可持續發展。本集團鼓勵環保，並促進僱員之環保意識。本集團實施多項綠色辦公室措施，例如雙面打印及複印、提倡使用再造紙及透過關掉閒置之照明及電力裝置以減少耗能。

本集團將不時檢討其環保工作，並將考慮在本集團之業務營運中實施更多環保措施及慣例，以堅守3R原則（即「減廢(Reduce)」、「再造(Recycle)」及「再用(Reuse)」）為目標，加強環境之可持續性。

有關本公司環境政策及表現的詳細討論，請參閱本公司根據上市規則附錄27編製並獨立刊發的截至二零一九年十二月三十一日止年度之環境、社會及管治報告。

主要風險及不確定因素

地方及國際法規的影響

本集團的業務營運亦須遵守政府政策以及監管機構制定的相關法規及指引。倘本集團未能遵守規則及規定，則可能導致監管機構作出懲處、修訂或暫停業務營運。本集團密切監察政府政策、法規及市場的變動，以及進行研究以評估該等變動的影響。

本集團的財務狀況、經營業績及業務前景可能受多種與本集團業務有直接或間接關係的風險及不明確因素所影響。主要風險及不確定因素的詳情載於本年報綜合財務報表附註5、6及7。

Directors' Report

董事會報告

Relationship with Suppliers, Customers, Employees and Other Stakeholders

The Group understands the importance of maintaining a good relationship with its business partners, suppliers, customers, employees and other stakeholders to meet the Group's immediate and long-term goals.

Accordingly, the Group's senior management have kept good communication, promptly exchanged ideas and shared business update with the stakeholders when appropriate. The Group also creates a framework for motivating staff and a formal communication channel in order to maintain healthy relationships with its employees and other stakeholders. Save as disclosed elsewhere under the section headed "Management Discussion and Analysis", during the year, there were no material and significant dispute between the Group and its business partners, suppliers and/or customers.

DIRECTORS

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

Executive directors:

Mr. Li Ming – *Chairman*
Mr. Zhang Shi Hong – *Chief Executive Officer*
Mr. Zhang Weibin (resigned on 11 December 2019)
Mr. Liu Jin (retired on 21 June 2019)
Mr. Zhang Chuanjun (appointed on 20 July 2020)

與供應商、客戶、僱員及其他利益相關者的關係

本集團了解與其業務合作夥伴、供應商、客戶、僱員及其他利益相關者保持良好關係對實現本集團短期及長期目標之重要性。

因此，本集團的高級管理層一直與利益相關者維持良好溝通、適時交流意見及共享最新業務資料（如適用）。本集團亦建立員工激勵框架及正式溝通渠道，旨在維持與其僱員及其他利益相關者之良好關係。於本年度，除「管理層討論及分析」章節所披露者外，本集團與其業務合作夥伴、供應商及／或客戶之間概無嚴重及重大糾紛。

董事

本公司於本年度及截至本報告日期之董事如下：

執行董事：

李明先生—主席
張士宏先生—行政總裁
張偉兵先生（於二零一九年十二月十一日辭任）
劉進先生（於二零一九年六月二十一日退任）
張傳軍先生（於二零二零年七月二十日獲委任）

Non-executive director:

Mr. Chau On Ta Yuen – (resigned on 1 December 2019)
Honorary Chairman
Mr. Lin Lie (resigned on 8 May 2019)

Independent non-executive directors:

Mr. Hu Bai He
Ms. Xiang Siying
Ms. Xiang Ying

In accordance with Clause 87 of the Company's Bye-laws, Mr. Li Ming and Ms. Xiang Siying will retire by rotation and are eligible for re-election at the forthcoming annual general meeting.

Furthermore, under bye-law 86(2) of the Company's Bye-laws, any Director appointed during the year to fill a casual vacancy or as an addition to the existing board shall hold office until the first general meeting after his appointment (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the existing Board). Accordingly, Mr. Zhang Chuanjun will hold office until at the forthcoming annual general meeting and being eligible, will offer himself for re-election.

All of the remaining directors will continue in office.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive directors in writing an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules and the Company considers all the independent non-executive directors to be independent.

非執行董事：

周安達源先生－（於二零一九年十二月一日
名譽主席 辭任）
林烈先生 （於二零一九年五月八日辭任）

獨立非執行董事：

胡柏和先生
項思英女士
向穎女士

根據本公司的公司細則第87條，李明先生及項思英女士將於應屆股東週年大會上輪值告退，且彼等符合資格於會上膺選連任。

此外，根據本公司的公司細則第86(2)條，於本年度內獲委任以填補臨時空缺或增聘加入現有董事會的任何董事，將任職至其獲委任後的首屆股東大會為止（倘屬填補臨時空缺）或本公司下屆股東週年大會為止（倘屬增聘加入現有董事會）。因此，張傳軍先生亦將任職至應屆股東週年大會上，且符合資格並願意膺選連任。

其餘所有董事將繼續留任。

獨立非執行董事之獨立性

本公司已接獲各獨立非執行董事根據上市規則第3.13條就其獨立性發出之書面年度確認，而本公司認為所有獨立非執行董事均具獨立身份。

Directors' Report

董事會報告

BIOGRAPHICAL DETAILS OF DIRECTORS

Brief biographical details of directors as at the date of this report are set out below:

Executive Directors

Mr. Li Ming, aged 57, was appointed as a Director in February 2009 and is the Chairman of the Group. Mr. Li graduated from Jiangxi Finance Institute (now known as Jiangxi University of Finance and Economics) majoring in planning statistics. Prior to joining the Company, Mr. Li held senior positions in a number of well-known companies in the People's Republic of China and had extensive experience in management and business planning. Mr. Li served as a non-executive director of DST ROBOT Co. Ltd (Stock Code: A090710), a company listed on Korean Stock Exchange, from March 2015 to April 2019 and as an independent non-executive director of Skyworth Digital Holdings Limited (Stock code: 00751), a company listed on Hong Kong Stock Exchange, from March 2017 to March 2020. Save as disclosed above, Mr. Li did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas over the last three years.

Mr. Zhang Shi Hong, aged 51, was appointed as a Director in December 2007 and is the Chief Executive Officer of the Group. Mr. Zhang has over 18 years of experience in finance, credit management and investment management. He has worked for the head office of the Bank of China for around nine years, mainly responsible for credit management. He also pursued investment management in various institutions in the People's Republic of China. Mr. Zhang holds a Master's degree in Economics.

董事之個人簡歷

截至本報告日期之董事個人簡歷載於下文：

執行董事

李明先生，57歲，於二零零九年二月獲委任為董事，現兼任本集團主席。李先生畢業於江西財經學院（現稱為江西財經大學），主修計劃統計學。在加入本公司前，李先生曾在中華人民共和國出任多間著名公司之要職，彼在管理及商業策劃方面有極豐富經驗。李先生於二零一五年三月至二零一九年四月擔任DST機器人公司*（DST ROBOT Co. Ltd）（股份代號：A090710，一間於韓國證券交易所上市的公司）的非執行董事。李先生於二零一七年三月至二零二零年三月擔任創維數碼控股有限公司（一間於香港聯交所上市之公司，股份代號：00751）獨立非執行董事。除上文所披露者外，李先生於過往三年並無於證券在香港或海外任何證券市場上市的其他公眾公司擔任任何董事職務。

張士宏先生，51歲，於二零零七年十二月獲委任為董事，現兼任本集團行政總裁。張先生於財務、信貸管理及投資管理方面累積逾18年經驗。彼於中國銀行總行工作約九年，主要負責信貸管理工作。彼亦於中華人民共和國多家機構從事投資管理工作。張先生持有經濟學碩士學位。

Mr. Zhang Chuanjun, aged 49, holds a Master's degree and a Bachelor's degree in Management Accounting and is a senior accountant. He has over 28 years of experience in accounting, corporate finance and treasury. Mr. Zhang currently serves as the partner of Hangzhou Yutao Asset Management Partnership (Limited Partnership). Prior to joining the Company, Mr. Zhang served as an executive director and the chief financial officer of AVIC International Holding (HK) Limited (stock code: 0232), an executive director and a vice president of China Environmental Investment Holdings Limited (currently known as AVIC Joy Holdings (HK) Limited) (stock code: 260) and an executive director of Mongolia Investment Group Limited (currently known as Peace Map Holding Limited), all of which are companies listed on the main board of the Stock Exchange. He was also the deputy chief financial officer of AVIC International Holding Corporation and was also the chief financial officer of AVIC International (HK) Group Limited.

Independent Non-Executive Directors

Mr. Hu Bai He, aged 57, appointed as an independent non-executive Director in May 2008. Mr. Hu was graduated from Jiangxi University of Finance and Economics. He is a senior accountant, certified public accountant, certified public valuer and certified tax agent in the People's Republic of China (the "PRC"). He has extensive experience in finance and accounting field. Mr. Hu is currently the general manager of Peking Certified Public Accountants. Before he joined Peking Certified Public Accountants in 1993, he has had over seven years working experience with Ministry of Finance of the PRC. Mr. Hu has been an independent non-executive director of China Tian Yuan Healthcare Group Limited, the shares of which are listed on the Main Board of the Stock Exchange of Hong Kong Limited, since August 2016. Save as disclosed above, Mr. Hu did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas over the last three years.

張傳軍先生，49歲，持有管理會計學碩士及學士學位，並為高級會計師。彼在會計、企業融資及庫務方面擁有逾28年之工作經驗。張先生現擔任杭州煜韜資產管理合夥企業（有限合夥）合夥人。於加入本公司前，張先生曾擔任中國航空工業國際控股（香港）有限公司（股份代號：0232）之執行董事及財務總監、中國環保投資股份有限公司（現稱幸福控股（香港）有限公司）（股份代號：260）之執行董事兼副總裁及蒙古投資集團有限公司（現稱天下圖控股有限公司）之執行董事，該等公司均為於聯交所主板上市之公司。彼亦曾任中國航空技術國際控股有限公司之副財務總監及中航國際（香港）集團有限公司之財務總監。

獨立非執行董事

胡柏和先生，57歲，於二零零八年五月獲委任為獨立非執行董事。胡先生畢業於江西財經大學。彼為中華人民共和國（「中國」）之高級會計師、註冊會計師、註冊資產評估師及註冊稅務師。彼在財務會計方面有極豐富經驗。胡先生現於中勤萬信會計師事務所擔任總經理。於一九九三年加入中勤萬信會計師事務所前，彼在中國財政部工作逾七年。胡先生自二零一六年八月起為中國天元醫療集團有限公司（其股份於香港聯合交易所有限公司主板上市）之獨立非執行董事。除上文所披露者外，胡先生於過往三年並無於證券在香港或海外任何證券市場上市的其他公眾公司擔任任何董事職務。

Directors' Report

董事會報告

Ms. Xiang Siying, aged 57, was appointed as an independent non-executive Director in May 2008. Ms. Xiang holds an MBA degree from the London Business School. She has extensive experience in all sectors of corporate finance, restructuring and merge and acquisitions practice. From 2010 to April 2016, Ms. Xiang was an executive director of CDH Investments, a leading private equity firm in China. Prior to joining CDH, she had worked for China International Capital Corporation Limited since returning to China in early 2004. Before that Ms. Xiang had long career with International Finance Corporation, the private investment arm of the World Bank Group in Washington, United States of America. Ms. Xiang served as an independent non-executive director of Titan Petrochemicals Group Limited (Stock Code: 01192) from July 2015 to July 2018, she was appointed as an independent non-executive director and then the chairman of Huili Resources (Group) Limited (Stock Code: 01303) in September 2017 and March 2019 respectively. The shares of the aforesaid companies are listed on the Stock Exchange of Hong Kong Limited. Save as disclosed above, Ms. Xiang did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Ms. Xiang Ying, aged 65, was appointed as an independent non-executive Director in August 2009. Ms. Xiang was graduated and obtained her Bachelor's degree in economics from Zhongnan University of Economics and Law. Ms. Xiang is a qualified lawyer and a certified public accountant in the People's Republic of China. She also holds qualifications to act as a senior lecturer in Economic Law. Ms. Xiang has significant experience in the fields of mergers and acquisitions, financial services and risk management. Ms. Xiang has served as an independent director of Guangdong National Technology Co., Ltd, the shares of which are listed on Shenzhen Stock Exchange. During the period from 31 August 2011 to 25 November 2012, she was appointed as an independent director of Anxin Trust & Investment Co. Ltd., the shares of which are listed on Shanghai Stock Exchange. Ms. Xiang was an independent director of Guangdong Sky Dragon Ink Group Co. Ltd, the shares of which are listed on Shenzhen Stock Exchange, from July 2010 to July 2013. Save as disclosed above, Ms. Xiang did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

項思英女士，57歲，於二零零八年五月獲委任為獨立非執行董事。項女士持有倫敦商學院之工商管理碩士學位。彼在企業財務、重組、合併及收購交易各方面均有極豐富經驗。於二零一零年至二零一六年四月，項女士為一間在中國居領先地位的私募股權投資公司鼎暉投資之執行董事。在加入鼎暉投資前，彼自二零零四年初返回中國後任職於中國國際金融股份有限公司。在此之前，項女士在設於美國華盛頓的國際金融公司服務多年，國際金融公司乃在世界銀行集團中承擔私營投資機構的職能。項女士於二零一五年七月至二零一八年七月獲委任為泰山石化集團有限公司（股份代號：01192）之獨立非執行董事。彼亦分別於二零一七年九月及二零一九年三月先後獲委任為滙力資源（集團）有限公司（股份代號：01303）之獨立非執行董事及主席。上述公司之股份均於香港聯合交易所有限公司上市。除上文所披露者外，項女士於過往三年並無於證券在香港或海外任何證券市場上市的其他公眾公司擔任任何董事職務。

向穎女士，65歲，於二零零九年八月獲委任為獨立非執行董事。向女士畢業於中南財經政法大學，並取得經濟學學士學位。向女士為一位在中華人民共和國合資格律師及註冊會計師。彼亦擁有擔任經濟法高級講師的資格。向女士於合併及收購、金融服務及風險管理等範疇有極豐富經驗。向女士擔任廣東國立科技股份有限公司（其股份於深圳證券交易所上市）之獨立董事。於二零一一年八月三十一日至二零一二年十一月二十五日期間，向女士獲委任為安信信託投資股份有限公司（其股份於上海證券交易所上市）之獨立董事。向女士於二零一零年七月至二零一三年七月曾擔任廣東天龍油墨集團股份有限公司（其股份於深圳證券交易所上市）之獨立董事。除上文所披露者外，向女士於過往三年並無於證券在香港或海外任何證券市場上市的其他公眾公司擔任任何董事職務。

DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 December 2019, the interests and short positions of the directors and chief executives in the share capital of the Company or its associated corporations, as defined in Part XV of the SFO and as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

(i) Interest in ordinary shares of the company

Name	Long/ Short position	Capacity	Number of ordinary shares held	Approximate percentage of the issued shares held
姓名	好倉／淡倉	身份	持有之普通 股數目	持有已發行 股份之概約 百分比
Li Ming (Note 2) 李明 (附註2)	Long position 好倉	Beneficial owner 實益擁有人	31,219,448	9.16%
	Long position 好倉	Interest of controlled corporation (Note 3) 受控制法團權益 (附註3)	13,550,125	3.97%
Total 總計			44,769,573	13.13%
Zhang Shi Hong (Note 4) 張士宏 (附註4)	Long position 好倉	Beneficial owner 實益擁有人	1,527,720	0.45%

Note 1: As at 31 December 2019, the Company's issued ordinary share capital was HK\$13,639,839 divided into 340,920,971 Shares of HK\$0.04 each.

Note 2: Mr. Li Ming is an executive director of the Company.

Note 3: These shares are held by Lead Dragon Limited, a company incorporated in the British Virgin Islands whose entire issued share capital is solely and beneficially owned by Mr. Li Ming.

Note 4: Mr. Zhang Shi Hong is an executive director of the Company.

董事於股份及相關股份中擁有之權益

於二零一九年十二月三十一日，董事及最高行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）之股本中，擁有記錄在證券及期貨條例第352條規定本公司須存置之登記冊內，或依據上市發行人董事進行證券交易之標準守則（「標準守則」）另行知會本公司及聯交所之權益及淡倉如下：

(i) 於本公司普通股之權益

附註1：於二零一九年十二月三十一日，本公司已發行普通股股本為13,639,839港元，分為340,920,971股每股0.04港元之股份。

附註2：李明先生為本公司之執行董事。

附註3：該等股份由Lead Dragon Limited持有，該公司於英屬處女群島註冊成立，其全部已發行股本由李明先生全權實益擁有。

附註4：張士宏先生為本公司之執行董事。

Directors' Report

董事會報告

(ii) Rights to acquire shares in the Company

As at 31 December 2019, the directors of the Company had interests in share options to subscribe for shares in the Company as follows:

Name of Director	Company/Name of associated corporation	Nature of interest	Number of underlying shares	Exercise price
董事姓名	相聯法團名稱	權益性質	相關股份數目	行使價
			Note 附註	Note 附註
Zhang Shi Hong 張士宏	Company 本公司	Personal interest (Note) 個人權益(附註)	400,000 400,000	HK\$8.44 8.44港元
Hu Bai He 胡柏和	Company 本公司	Personal interest (Note) 個人權益(附註)	25,000 25,000	HK\$8.44 8.44港元
Xiang Siying 項思英	Company 本公司	Personal interest (Note) 個人權益(附註)	25,000 25,000	HK\$8.44 8.44港元
Xiang Ying 向穎	Company 本公司	Personal interest (Note) 個人權益(附註)	25,000 25,000	HK\$8.44 8.44港元

Notes: The number of options outstanding as at 31 December 2019 represents the number after Capital Reorganisation become effective on 29 October 2019 and the exercise price per share for options granted on 7 May 2014 under the share option scheme of the Company adopted on 27 June 2012 became HK\$8.44 after the Capital Reorganisation. Please refer to the announcements of the Company dated 19 July 2019, 2 August 2019, 23 August 2019, 20 September 2019, 27 September 2019 and 4 October 2019 and circular of the Company dated 3 October 2019.

Save as disclosed in this report, none of the Directors or their associates had any personal, family, corporate or other interests in the equity or debt securities of the Company or any of its associated corporations.

(ii) 購買本公司股份之權利

於二零一九年十二月三十一日，本公司董事擁有購股權之權益以認購本公司股份如下：

附註：於二零一九年十二月三十一日尚未行使購股權之數目指資本重組於二零一九年十月二十九日生效後之數目及根據本公司於二零一二年六月二十七日採納之購股權計劃於二零一四年五月七日授出之購股權之每股行使價於資本重組後為8.44港元。請參閱本公司日期為二零一九年七月十九日、二零一九年八月二日、二零一九年八月二十三日、二零一九年九月二十日、二零一九年九月二十七日及二零一九年十月四日之公告及本公司日期為二零一九年十月三日之通函。

除本報告所披露者外，概無董事或其聯繫人於本公司或其任何相聯法團之股本或債務證券中擁有任何個人、家族、公司或其他權益。

SHARE OPTION SCHEME

The Company has adopted a share option scheme on 27 May 2002 (the "Scheme 2002"). Pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 27 June 2012, the Scheme 2002 was expired and those options under the Scheme 2002 shall remain exercisable pursuant to the rules of the Scheme 2002, and a new share option scheme (the "Scheme 2012") adopted.

Particulars of the Scheme 2002 are set out in Note 44 to the consolidated financial statements. The term of Scheme 2002 is 10 years from its date of adoption. It has expired on 26 May 2012. All options to subscribe for shares granted under the Scheme 2002 have lapsed since 2018. There was no option granted pursuant to the Scheme 2002 outstanding as at 31 December 2019.

Particulars of the Scheme 2012 are set out in Note 44 to the consolidated financial statements. An option may be exercised in accordance with the terms of the Scheme 2012 at any time after the date upon which the option is deemed to be granted and accepted and prior to the expiry of 10 years from that date. The period during which an option may be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than 10 years after it has been granted. No option may be granted more than 10 years after the date of approval of the Scheme 2012. The Scheme 2012 will remain in force for a period of 10 years from 27 June 2012 to 26 June 2022, unless terminated otherwise as in accordance with the provisions of the Scheme 2012.

Without prior approval from the Shareholders, the total number of Shares issued and to be issued upon the exercise of options granted to each participant of the Scheme 2012 and any other share option scheme of the Company (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the issued share capital of the Company.

購股權計劃

本公司已於二零零二年五月二十七日採納一項購股權計劃（「二零零二年計劃」）。根據本公司於二零一二年六月二十七日舉行之股東週年大會上通過之一項普通決議案，二零零二年計劃已屆滿，而二零零二年計劃項下之該等購股權仍可根據二零零二年計劃之規則行使，同時已採納一項新購股權計劃（「二零一二年計劃」）。

二零零二年計劃之詳情載於綜合財務報表附註44。二零零二年計劃期限自其採納日期起為期十年。其已於二零一二年五月二十六日屆滿。根據二零零二年計劃所授出可認購股份之全部購股權已自二零一八年失效。於二零一九年十二月三十一日，概無根據二零零二年計劃授出之購股權尚未行使。

二零一二年計劃之詳情載於綜合財務報表附註44。購股權可根據二零一二年計劃的條款於購股權被視為已授出並獲接納當日之後及自該日起計十年屆滿前隨時行使。購股權可獲行使的期間將由董事會全權酌情確定，惟不得超過授出購股權之日起計十年。於二零一二年計劃獲批准當日起計十年後不得授出購股權。二零一二年計劃將自二零一二年六月二十七日至二零二二年六月二十六日之十年期間維持有效，惟根據二零一二年計劃之規定以其他方式終止者除外。

在未獲股東事先批准前，因於任何十二個月期間行使二零一二年計劃及本公司任何其他購股權計劃各參與人士獲授之購股權（包括已行使及尚未行使之購股權）而已發行及將予以發行之股份總數不得超過本公司已發行股本之1%。

Directors' Report

董事會報告

At the annual general meeting of the Company held on 29 June 2015, the Company was authorised to issue up to 1,017,572,215 shares (i.e. 25,439,305 consolidated shares upon the share consolidation became effective on 29 October 2019) upon exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Scheme 2012 and any other share option scheme of the Group) to be granted under the Scheme 2012 and any other share option scheme of the Group, being 10% of the shares in issue on 29 June 2015 (the "Refreshed Scheme Limit"). The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme 2012 and any other share option scheme of the Company must not in aggregate exceed 30% of the Shares of the Company in issue from time to time.

During the year ended 31 December 2019, no option was grant and no option granted under the 2012 Scheme was lapsed. As at 31 December 2019, the number of Shares in respect of which options had been granted and accepted and remained outstanding under the Scheme 2012 was 8,150,000 upon the share consolidation became effective on 29 October 2019 (2018: 326,000,000), representing approximately 2.39% (2018: 2.39%) of the Company's issued share capital as at the date of the annual report. For details of the Capital Reorganisation, please refer to the announcements of the Company dated 19 July 2019, 2 August 2019, 23 August 2019, 20 September 2019, 27 September 2019 and 4 October 2019 and circular of the Company dated 3 October 2019.

於本公司於二零一五年六月二十九日舉行之股東週年大會上，本公司獲授權就行使根據二零一二年計劃及本集團任何其他購股權計劃將予授出之全部購股權（就此而言，不包括根據二零一二年計劃及本集團任何其他購股權計劃之條文已失效之購股權）發行最多1,017,572,215股股份（即股份合併於二零一九年十月二十九日生效後25,439,305股合併股份），相當於二零一五年六月二十九日已發行股份之10%（「經更新計劃上限」）。根據二零一二年計劃及本公司任何其他購股權計劃已授出但尚未行使之所有尚未行使購股權獲行使而可予發行之最高股份數目，合共不得超過不時已發行本公司股份總數之30%。

於截至二零一九年十二月三十一日止年度，並無授出購股權，亦無根據二零一二年計劃已授出之購股權失效。於二零一九年十二月三十一日，於股份合併於二零一九年十月二十九日生效後，二零一二年計劃項下已授出及接納以及尚未行使購股權之相關股份數目為8,150,000股（二零一八年：326,000,000股），相當於本公司於本年報日期已發行股本之2.39%（二零一八年：2.39%）。股本重組之詳情請參閱本公司日期為二零一九年七月十九日、二零一九年八月二日、二零一九年八月二十三日、二零一九年九月二十日、二零一九年九月二十七日及二零一九年十月四日之公告及本公司日期為二零一九年十月三日之通函。

CONVERTIBLE NOTES

The Company conducted a fundraising through issue of shares/convertible securities during the year ended 31 December 2019:

On 11 December 2019, the Company issued a 3-year convertible bond in principal amount of approximately HK\$11,100,000 with 10% interest rate ("2019 Convertible Bonds") pursuant to the relevant subscription agreement dated 19 July 2019 (amended and supplemented on 7 September 2020 and 30 November 2020). Upon full conversion of the 2019 Convertible Bonds at the initial conversion price of HK\$0.64 per share, a total of 17,343,750 shares would be issued, representing approximately 4.84% of the total enlarged number of issued shares by the allotment and issue of conversion shares. The net proceeds of HK\$10,100,000 from the issuance of the 2019 Convertible Bonds has been fully utilised and was used for general working capital.

The following convertible securities/right to subscribe for convertible securities has ceased during the year ended 31 December 2019:

As at the date of this report, the conversion period of a 2-year convertible bond in principal amount of HK\$189,000,000 with 10% interest rate issued by the Company on 10 November 2017 pursuant to the relevant subscription agreement dated 10 August 2017 (amended and supplemented on 10 October 2017) ceased and no conversion shares were issued under the 2017 Convertible Bonds.

Details of the convertible notes are set out in the Note 38 to the consolidated financial statements.

可換股票據

本公司於截至二零一九年十二月三十一日止年度透過發行股份／可換股證券進行一項集資活動：

於二零一九年十二月十一日，本公司根據日期為二零一九年七月十九日之有關認購協議（於二零二零年九月七日及二零二零年十一月三十日經修訂及補充）發行本金額為約11,100,000港元按利率10%計息之3年期可換股債券（「二零一九年可換股債券」）。按初始換股價每股0.64港元悉數轉換二零一九年可換股債券後，合共17,343,750股股份將予發行，相當於配發及發行換股股份後經擴大已發行股份總數的約4.84%。發行二零一九年可換股債券之所得款項淨額10,100,000港元已悉數動用且已用作一般營運資金。

下列可換股證券／認購可換股證券的權利於截至二零一九年十二月三十一日止年度已經終止：

於本報告日期，本公司根據日期為二零一七年八月十日之相關認購協議（於二零一七年十月十日經修訂及補充）於二零一七年十一月十日發行本金額189,000,000港元按利率10%計息之2年期可換股債券之兌換期已經終止且概無根據二零一七年可換股債券發行任何換股股份。

可換股票據詳情載於綜合財務報表附註38。

Directors' Report

董事會報告

ARRANGEMENTS FOR DIRECTORS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the sections headed “Directors’ Interests in Shares and Underlying Shares” and “Share Option Scheme” in this report, at no time during the year under review was the Company, its holding company or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable a director of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS’ INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as the information disclosed in Note 48 to the consolidated financial statements, no transactions, arrangements or contract of significance to which the Company or its subsidiaries was a party and in which a director of the Company or an entity connected with a director had material interests, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS’ SERVICE CONTRACTS

None of the directors of the Company subject to re-election at the forthcoming annual general meeting has service contract with the Company or any of its subsidiaries, which is not determinable by the employer within one year without payment of compensation, other than statutory compensations.

董事購買股份或債權證之安排

除本報告「董事於股份及相關股份中擁有之權益」及「購股權計劃」章節所披露者外，本公司、其控股公司或其任何附屬公司或同系附屬公司於回顧年度內任何時間概無參與任何安排而可令本公司董事可通過購入本公司或任何其他法人團體的股份或債權證得益。

董事於重大交易、安排或合約之權益

除綜合財務報表附註48披露的資料外，本公司或其附屬公司於本年度終結日或本年度內任何時間，並無訂立本公司董事或與董事有關連實體直接或間接擁有重大權益之任何重要交易、安排或合約。

董事之服務合約

於應屆股東週年大會上重選連任之本公司董事概無與本公司或其任何附屬公司訂立僱主不可於一年內免付賠償（法定賠償除外）而予以終止之服務合約。

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2019, the following persons, other than a Director or chief executive of the Company, had interests or short positions in the shares and underlying shares of the Company as recorded in the register (the "Register") maintained by the Company pursuant to Section 336 of the SFO. Other than as disclosed below, the Company has not been notified of any other interest or short positions in the shares and underlying shares of the Company as at 31 December 2019.

主要股東

於二零一九年十二月三十一日，下列人士（非本公司董事或最高行政人員）於本公司股份及相關股份中擁有記錄於本公司根據證券及期貨條例第336條規定存置之登記冊（「登記冊」）內之權益或淡倉。除下文所披露者外，本公司並無接獲通知於二零一九年十二月三十一日本公司股份及相關股份之任何其他權益或淡倉。

Name	Long/ Short position	Nature of Interests	Number of underlying share held	Approximate percentage of the issued shares held at 31 December 2019 佔於 二零一九年 十二月三十一日 持有已發行 股份之概約 百分比 Note 附註
姓名	好倉／淡倉	權益性質	持有之相關 股份數目	
Wise Benefit Investments Limited	Long	Beneficial owner	17,343,750	5.09%
Wise Benefit Investments Limited	好倉	實益擁有人	17,343,750	5.09%

Note: As at 31 December 2019, the Company's issued ordinary share capital was HK\$13,636,839 divided into 340,920,971 Shares of HK\$0.04 each.

附註：於二零一九年十二月三十一日，本公司已發行普通股股本為13,636,839港元，分為340,920,971股每股面值0.04港元的股份。

Directors' Report

董事會報告

EMOLUMENT POLICY

The emolument policy of the employee of the Company is set up by the executive directors on the basis of their merit, qualifications and competence.

The emoluments of the directors of the Company are decided by the Board of Directors, having regard to their responsibility to the Company, their qualifications, experiences and past remuneration, the Company's performance and current market conditions. The Company has adopted a share option scheme as an incentive to directors and eligible employees. Details of the scheme is set out in Note 42 to the consolidated financial statements.

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

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

EQUITY-LINKED AGREEMENT

Save for the Share Option Scheme as disclosed in the section headed "Share Option Scheme" and the convertible notes as disclosed in the section headed "Convertible Notes" above, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year ended 31 December 2019 or subsisted at the said period.

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate amount of purchase attributable to the Group's largest supplier and five largest suppliers taken together accounted for 20% and 37%, respectively, of the Group's total purchase for the year.

The aggregate amount of turnover attributable to the Group's largest customer and five largest customers taken together accounted for 34% and 57%, respectively of the Group's total turnover for the year.

薪酬政策

本公司僱員之薪酬政策乃由執行董事以僱員之才能、資歷及能力為基準制定。

本公司董事之薪酬由董事會參照彼等於本公司之職責、彼等之資歷、經驗及過往之酬金，以及本公司之表現及現行市況而決定。本公司已採納購股權計劃，作為對董事及合資格僱員之鼓勵。該計劃之詳情載於綜合財務報表附註42。

購買、出售或贖回本公司之上市證券

於本年度內，本公司及其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

股票掛鈎協議

除上文「購股權計劃」一節所披露之購股權計劃及「可換股票據」一節所披露之可換股票據，本公司於截至二零一九年十二月三十一日止年度內並無訂立且於該期間結束時並無存在任何股票掛鈎協議，將會或可能致使本公司發行股份，或要求本公司訂立任何將會或可能致使本公司發行股份的協議。

主要客戶及供應商

本集團之最大供應商及五名最大供應商共同應佔購貨總額分別佔本集團本年度之購貨總額20%及37%。

本集團之最大客戶及五名最大客戶共同應佔營業總額分別佔本集團本年度之營業總額34%及57%。

None of the directors, their associates or shareholders of the Company (which to the knowledge of the directors own more than 5% of the Company's issued share capital) has an interest in any of the Group's largest supplier and customer.

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 pro-rata basis to existing shareholders.

CORPORATE GOVERNANCE

The Group has recognized the importance of transparency and accountability, and the Board believes that shareholders can be benefited from good corporate governance. The Company aims to achieve good standard of corporate governance. The Company has complied with the code provisions as set out in Appendix 14 of the Rules Governing the Listing of Securities ("Listing Rules") on The Stock Exchange of Hong Kong Limited ("Stock Exchange"). Further information on the Company's corporate governance practice is set out in the Corporate Governance Report on pages 28 to 46.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors was interested in any business apart from the Group's business, which competed or was likely to compete either directly or indirectly with business of the Group during the year.

CONNECTED TRANSACTION

Save as disclosed in Note 48 to the consolidated financial statements of this annual report, there was no significant connected party transaction or continuing connected transaction entered into by the Group for the year ended 31 December 2019 that require disclosure under chapter 14A of the Listing Rules.

概無本公司之董事、彼等之聯繫人或股東（指據董事所知擁有本公司5%以上之已發行股本）於本集團之最大供應商及客戶中擁有權益。

優先購買權

本公司之公司細則或百慕達法例並無載入規定本公司須按比例向現有股東發售新股之優先購買權之條文。

企業管治

本集團深知透明度及問責制度之重要性，董事會相信良好之企業管治對股東有利。本公司銳意達致高水平之企業管治。本公司已遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載之守則條文。本公司企業管治常規之進一步資料載於第28至46頁之企業管治報告。

董事於競爭業務之權益

除本集團業務外，董事於年內概無於任何與本集團業務直接或間接構成或可能構成競爭之業務中擁有權益。

關連交易

除本年報綜合財務報表附註48所披露者外，本集團於截至二零一九年十二月三十一日止年度並無訂立根據上市規則第14A章須予披露的重大關連方交易或持續關連交易。

Directors' Report 董事會報告

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, there was sufficient public float of not less than 25% of the Company's issued shares as required under the Listing Rules.

PERMITTED INDEMNITY PROVISION

The bye-laws of the Company provides that each director, the company secretary and other officers of the Company shall be entitled to be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts. In addition, the Company has maintained appropriate directors and officers liability insurance in respect of relevant legal actions against directors of the Company.

Such permitted indemnity provisions have been in force throughout the year ended 31 December 2019 and is currently in force at the time of approval of this report.

MANAGEMENT CONTRACT

Save for employment contracts, no contracts concerning the management and administration of the whole or any principal business of the Company were entered into or subsisted during the year ended 31 December 2019.

足夠公眾人士持股量

根據本公司獲得之公開資料及據董事所知，於本報告日期，公眾人士持股量達到不少於上市規則所規定之本公司已發行股份25%。

獲准許彌償條文

根據本公司之公司細則，本公司董事、公司秘書及其他職員均有權就於履行職務時或有關履行職務而作出、同意或遺漏的行動而可能招致或蒙受的一切訴訟、成本、費用、損失、損害及開支，從本公司之資產及溢利中獲得彌償及補償。此外，本公司已就針對本公司董事的相關法律訴訟購買合適的董事及行政人員責任保險。

有關獲准許彌償條文於截至二零一九年十二月三十一日止年度已生效且目前於本報告批准時仍生效。

管理合約

除僱傭合約外，截至二零一九年十二月三十一日止年度內概無訂立或訂有涉及本公司全部或任何主要業務之管理及運作之合約。

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in Note 54 to the consolidated financial statements of this annual report, there is no material subsequent event undertaken by the Company or by the Group after 31 December 2019 and up to the date of this report.

AUDITOR

Asian Alliance (HK) CPA Limited was appointed as the auditor of the Company on 17 January 2012. The financial statements had been audited by Asian Alliance (HK) CPA Limited who will retire and, being eligible, offer themselves for re-appointment. A resolution will be submitted to the annual general meeting to re-appoint Messrs. Asian Alliance (HK) CPA Limited as auditors of the Company.

On behalf of the Board

LI Ming
Chairman
Hong Kong

17 August 2020

呈報期後事項

除本年報綜合財務報表附註54所披露者外，本公司或本集團於二零一九年十二月三十一日後及直至本報告日期止並無進行任何重大期後事項。

核數師

於二零一二年一月十七日，華融（香港）會計師事務所有限公司獲委任為本公司核數師。財務報表已由華融（香港）會計師事務所有限公司審核，彼將退任及合資格並願續聘。於股東週年大會上將提呈一項決議案，續聘華融（香港）會計師事務所有限公司為本公司之核數師。

承董事會命

主席
李明
香港

二零二零年八月十七日

Independent Auditor's Report

獨立核數師報告



TO THE MEMBERS OF
CHINA OCEAN INDUSTRY GROUP LIMITED
中海重工集團有限公司
(incorporated in Bermuda with limited liability)

致中海重工集團有限公司股東
(於百慕達註冊成立之有限公司)

DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of China Ocean Industry Group Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 83 to 319, 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, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matters described in the *Basis for Disclaimer of Opinion* section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. In all other respects, in our opinion, the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

無法表示意見

本核數師(以下簡稱「我們」)已獲委聘審核中海重工集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)列載於第83至319頁之綜合財務報表,該等綜合財務報表包括於二零一九年十二月三十一日之綜合財務狀況報表,及截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註(包括主要會計政策概要)。

我們並不就 貴集團之綜合財務報表發表意見。基於本報告中「無法表示意見基準」一節所述事宜之重要性,我們未能取得充分及恰當之審核憑證,以就該等綜合財務報表發表審核意見。於所有其他方面,我們認為,綜合財務報表已遵照香港公司條例之披露規定妥為編製。

BASIS FOR DISCLAIMER OF OPINION

(a) Limitation of scope on prior year's scope limitation affecting opening balances, comparative figures and related disclosures

As explained in our report dated 29 March 2019 on the Group's consolidated financial statements for the year ended 31 December 2018, because of the significance of the possible effect of the limitations on the scope of our audit and the material uncertainties relating to the going concern basis, we disclaimed our opinion on the Group's consolidated financial statements for the year ended 31 December 2018 accordingly. Any adjustments found to be necessary to the opening balances as at 1 January 2019 may affect the results and related disclosures in the notes to the consolidated financial statements of the Group for the year ended 31 December 2019. The comparative figures and the related disclosures for the year ended 31 December 2018 shown in these consolidated financial statements may not be comparable with the figures for the current year.

無法表示意見基準

(a) 影響年初餘額、比較數字及相關披露之往年範圍限制之範圍限制

誠如日期為二零一九年三月二十九日之報告對 貴集團截至二零一八年十二月三十一日止年度之綜合財務報表所闡述，由於審核範圍限制潛在影響重大及有關持續經營基準的重大不確定性，因此我們對 貴集團截至二零一八年十二月三十一日止年度之綜合財務報表無法表示意見。任何對二零一九年一月一日之年初結餘作出的必要調整或會影響 貴集團截至二零一九年十二月三十一日止年度之綜合財務報表附註內的業績及相關披露。該等綜合財務報表內所示截至二零一八年十二月三十一日止年度之比較數字及相關披露或不會與本年度之數字有可比性。

Independent Auditor's Report

獨立核數師報告

BASIS FOR DISCLAIMER OF OPINION (CONTINUED)

(b) Limitation of scope of cost of sales and inventories of shipbuilding business

Included in the cost of sales of approximately HK\$18,731,000 for the year ended 31 December 2019 and inventories of approximately HK\$324,386,000 as at 31 December 2019 are approximately HK\$63,201,000 (credit balance) and HK\$269,925,000 related to shipbuilding business respectively.

As disclosed in Note 27 to the consolidated financial statements, according to the arbitral awards dated 27 December 2018 (the "Arbitral Awards") issued by the London Maritime Arbitrators Association (the "Arbitrators Association"), the Arbitration Association has made awards in favour of the customer under the relevant shipbuilding contracts (the "Shipbuilding Contracts") in relation to the four vessels (the "Four Vessels"), the Shipbuilding Contracts had been rescinded and the accumulated revenue recognised and cost of sales incurred in relation to the Four Vessels of approximately HK\$656,214,000 and HK\$1,012,678,000 had been reversed during the year ended 31 December 2018. The cost incurred previously in relation to the Four Vessels had been recognised as inventories of the Group of approximately HK\$213,519,000, net of written down of inventories of approximately HK\$799,159,000 as at 31 December 2018.

In addition, the Group had been notified by the agent of two shipbuilding contracts in relation to two vessels (the "Two Vessels") had been rescinded and the accumulated revenue recognised and cost of sales incurred in relation to the Two Vessels of approximately HK\$75,754,000 and HK\$129,046,000 had been reversed during the year ended 31 December 2019.

無法表示意見基準 (續)

(b) 造船業務之銷售成本及存貨之範圍限制

於截至二零一九年十二月三十一日止年度之銷售成本約18,731,000港元及於二零一九年十二月三十一日之存貨約324,386,000港元中，分別有約63,201,000港元（貸方結餘）及269,925,000港元與造船業務有關。

誠如綜合財務報表附註27所披露，根據由倫敦海事仲裁員協會（「仲裁員協會」）頒佈日期為二零一八年十二月二十七日之仲裁裁決（「仲裁裁決」），仲裁員協會根據有關四艘船舶（「四艘船舶」）之相關造船合約（「造船合約」）已判該客戶勝訴，造船合約已遭撤銷，而就四艘船舶所確認的累計收益及所產生的銷售成本分別約656,214,000港元及1,012,678,000港元已於截至二零一八年十二月三十一日止年度撥回。先前就四艘船舶產生的成本已於二零一八年十二月三十一日確認為 貴集團存貨約213,519,000港元（扣除存貨撇減約799,159,000港元）。

此外，貴集團獲代理通知，有關兩艘船舶（「兩艘船舶」）之兩份造船合約已遭撤銷，而就兩艘船舶所確認的累計收益及所產生的銷售成本分別約75,754,000港元及129,046,000港元已於截至二零一九年十二月三十一日止年度撥回。

BASIS FOR DISCLAIMER OF OPINION (CONTINUED)

(b) Limitation of scope of cost of sales and inventories of shipbuilding business (Continued)

During the year ended 31 December 2019, certain parts (the "Reused Parts") of the Four Vessels and the Two Vessels (collectively referred to the "Rescinded Vessels") were disassembled and used for the construction of other vessels which has been delivered to certain customers. However, we have not been able to obtain sufficient appropriate audit evidence to satisfy ourselves as to whether the carrying values of the Rescinded Vessels before disassemble were free from material misstatements. We could not ascertain whether the cost allocation from the Reused Parts to other vessels recognised as expenses included in cost of sales during the year ended 31 December 2019 was fairly stated.

Also, during the course of our audit, we have not been able to obtain sufficient information and explanation from the management of the Group that we consider necessary in order to enable us to satisfy ourselves as to (i) whether inventories related to shipbuilding business as at 31 December 2019 were stated at the lower of cost and net realisable value; and (ii) whether cost of inventories recognised as expense, included in cost of sales in relation to shipbuilding business, were accurately measured. There were no other alternative audit procedures that we could carry out to satisfy ourselves as to (i) the valuation of inventories related to shipbuilding business as at 31 December 2019; and (ii) accuracy of cost of sales recognised in relation to shipbuilding business for the year ended 31 December 2019.

Any adjustment to inventories and cost of sales found to be necessary would affect the Group's net current liabilities and net liabilities as at 31 December 2019, and the Group's loss for the year then ended and related disclosures to the consolidated financial statements.

無法表示意見基準 (續)

(b) 造船業務之銷售成本及存貨之範圍限制 (續)

於截至二零一九年十二月三十一日止年度，四艘船舶及兩艘船舶（統稱為「撤銷船舶」）的若干部分（「重用部分」）已被拆解及用作建造其他船舶，而該等船舶已交付予若干客戶。然而，我們無法取得充分適當的審核憑證以令我們對撤銷船舶於拆解前的賬面值是否不存在重大錯誤陳述得出信納結果。我們無法確定於截至二零一九年十二月三十一日止年度確認為開支並計入銷售成本之自重用部分分配至其他船舶之成本是否已公允入賬。

此外，於審核過程中，我們無法自貴集團管理層獲得我們認為必要的充足資料及解釋，以令我們信納(i)於二零一九年十二月三十一日有關造船業務的存貨是否按成本與可變現淨值的較低者列賬；及(ii)計入有關造船業務之銷售成本之已確認為開支的存貨成本是否已準確計量。我們無法進行其他替代審核程序以令我們信納(i)於二零一九年十二月三十一日與造船業務有關的存貨估值；及(ii)於截至二零一九年十二月三十一日止年度與造船業務有關的已確認銷售成本的準確性。

任何對存貨及銷售成本作出的必要調整將影響貴集團於二零一九年十二月三十一日的流動負債淨額及負債淨額、貴集團截至該日止年度的虧損及綜合財務報表的相關披露。

Independent Auditor's Report

獨立核數師報告

BASIS FOR DISCLAIMER OF OPINION (CONTINUED)

(c) Limitation of scope on share of profit of associates and assets classified as held for sale

As disclosed in Notes 24 and 41 to the consolidated financial statements, during the year ended 31 December 2019, the Group resolved to dispose its 20% equity interest in Zhejiang Ocean Leasing Company Limited (“Zhejiang Ocean”) and its subsidiaries (collectively referred to as the “Zhejiang Ocean Group”), associates of the Group, in order to finance the Group for repayment to creditors. However, the 20% equity interest in the Zhejiang Ocean Group was yet to be sold as at 31 December 2019. Therefore, as at 31 December 2019, the 20% equity interest in the Zhejiang Ocean Group with carrying amount of approximately HK\$160,000,000 was classified as assets held for sale as at 31 December 2019.

Also, during the course of our audit, we have not been able to obtain sufficient information and explanations from the management of the Zhejiang Ocean Group and the directors of the Company (the “Directors”) that we considered necessary in order to enable us to satisfy ourselves as to whether the Group’s share of profit of the Zhejiang Ocean Group of approximately HK\$8,867,000 included in share of loss of associates and translation reserve of approximately HK\$3,804,000 included in share of translation reserve of associates for the year ended 31 December 2019 and the 20% equity interest in the Zhejiang Ocean Group classified as assets held for sale of approximately HK\$160,000,000 was stated at the lower of its carrying amount and fair value less cost of disposal as at 31 December 2019 and whether the carrying amount of assets and liabilities of the Zhejiang Ocean Group as shown in Note 24 to the consolidated financial statements were fairly stated and properly disclosed. There were no other satisfactory audit procedures that we could adopt to obtain sufficient appropriate audit evidence in this regard.

Any adjustment to the amount of the above assets classified as held for sale found to be necessary would affect the Group’s net liabilities as at 31 December 2019 and the Group’s loss for the year then ended and related disclosures to the consolidated financial statements.

無法表示意見基準 (續)

(c) 分佔聯營公司之溢利及分類為持作出售之資產之範圍限制

誠如綜合財務報表附註24及41所披露，於截至二零一九年十二月三十一日止年度，貴集團決定出售其於其聯營公司浙江海洋租賃股份有限公司（「浙江海洋」）及其附屬公司（統稱「浙江海洋集團」）之20%股權，以為貴集團提供資金還款予債權人。然而，於二零一九年十二月三十一日，浙江海洋集團之20%股權尚未出售。因此，於二零一九年十二月三十一日，賬面值約160,000,000港元之浙江海洋集團20%股權於二零一九年十二月三十一日被分類為持作出售的資產。

此外，於審核過程中，我們未能從浙江海洋集團之管理層及貴公司董事（「董事」）獲得我們認為必要之充足資料及解釋，以令我們就貴集團於截至二零一九年十二月三十一日止年度分佔浙江海洋集團之溢利約8,867,000港元（計入分佔聯營公司虧損）、換算儲備約3,804,000港元（計入分佔聯營公司之換算儲備）及分類為約160,000,000港元之持作出售資產之浙江海洋集團20%股權是否以其於二零一九年十二月三十一日之賬面值及公平值減出售成本（以較低者為準）列賬，以及綜合財務報表附註24所示浙江海洋集團之資產及負債賬面值是否已中肯地列賬並適當地披露得出信納結果。我們無法採取其他妥當的審核程序以就此獲得充分及適當的審核憑證。

若需對上述分類為持作出售之資產之金額作出任何調整，將會影響貴集團於二零一九年十二月三十一日的負債淨額及貴集團截至該日止年度的虧損以及綜合財務報表的相關披露。

**BASIS FOR DISCLAIMER OF OPINION
(CONTINUED)**

(d) Limitation of scope on share of loss and gain on disposal of an associate

As disclosed in Note 24 to the consolidated financial statements, on 24 May 2019, the Group received an enforcement order (the "Enforcement Order") dated 24 May 2019 issued by the People's Court of Rugao City, Jiangsu Province (the "Court") pursuant to which the Court has ordered the Group to transfer its 24% equity interest in Nantong Xiangyu Ocean Equipment Company Limited ("Nantong Xiangyu") to its creditors (the "Forced Transfer") in satisfaction of the outstanding sum owed to its creditors in an aggregate amount of RMB59,920,000. Upon completion of the Forced Transfer on 24 May 2019 (the "Disposal Date"), Nantong Xianyu was ceased to be accounted for as an associate of the Group.

The books and records of Nantong Xianyu were not made available to the Group's management subsequent to the Disposal Date. Under this circumstance, during the course of our audit, we have not been provided with sufficient information and explanations from the management of Nantong Xianyu and the Directors that we considered necessary in order to enable us to satisfy ourselves as to whether the Group's share of loss of Nantong Xianyu of approximately HK\$8,480,000 included in share of loss of associates and share of other comprehensive income of approximately HK\$328,000 included in share of other comprehensive expenses of associates for the year ended 31 December 2019 and thus the carrying amount of the interest in Nantong Xianyu as at the Disposal Date are fairly stated. Consequently, we were not able to carry out procedures which we considered necessary in order to enable us to satisfy ourselves as to whether the gain on disposal of Nantong Xianyu during the year ended 31 December 2019 of approximately HK\$66,408,000 arising thereon was fairly stated. There were no other satisfactory audit procedures that we could adopt to obtain sufficient appropriate evidence in this regard.

無法表示意見基準 (續)

(d) 分佔一間聯營公司之虧損及出售一間聯營公司之收益之範圍限制

誠如綜合財務報表附註24所披露，於二零一九年五月二十四日，貴集團接獲一份日期為二零一九年五月二十四日由江蘇省如皋市人民法院（「法院」）發佈的執行裁定書（「執行裁定書」），據此法院已下令讓貴集團向其債權人轉讓其於南通象嶼海洋裝備有限責任公司（「南通象嶼」）的24%股權（「強制轉讓」），以償付結欠其債權人的未償還金額合共人民幣59,920,000元。於二零一九年五月二十四日完成強制轉讓後（「出售日期」），南通象嶼不再入賬作為貴集團之聯營公司。

於出售日期之後，貴集團之管理層無法繼續獲取南通象嶼之賬簿及記錄。在此情況下，於審核過程中，我們未能從南通象嶼之管理層及董事獲得我們認為必要之充足資料及解釋，以令我們就貴集團於截至二零一九年十二月三十一日止年度分佔南通象嶼之虧損約8,480,000港元（計入分佔聯營公司之虧損）、分佔其他全面收益約328,000港元（計入分佔聯營公司之其他全面開支）及於出售日期於南通象嶼之相應權益賬面值是否已中肯地列賬得出信納結果。因此，我們未能執行我們認為必要的程序，以使我們信納於截至二零一九年十二月三十一日止年度出售南通象嶼產生之收益約66,408,000港元是否已中肯地列賬。我們無法採取其他令人信納的審核程序以就此獲得充分及適當的憑證。

Independent Auditor's Report

獨立核數師報告

BASIS FOR DISCLAIMER OF OPINION (CONTINUED)

(d) Limitation of scope on share of loss and gain on disposal of an associate (Continued)

Any adjustments found to be necessary to the above amounts would affect the Group's net liabilities as at 31 December 2019 and the Group's loss for the year then ended and related disclosures to the consolidated financial statements.

(e) Limitation of scope on loss on deconsolidation of Nantong Huakai Heavy Industries Limited Company ("Nantong Huakai") and its subsidiaries (collectively known as the "Nantong Huakai Group")

As disclosed in Note 42 to the consolidated financial statements, on 19 July 2019, Nantong Huakai, a subsidiary of the Company, received a judgment (the "Judgment") dated 17 July 2019 from the Court, in which the Court held that the application of the creditors of Nantong Huakai complied with the legal requirements and accepted the creditors' application for bankruptcy proceedings against Nantong Huakai, and designated Jiangsu Huahui Liquidation Company Limited as the bankruptcy administrator of Nantong Huakai (the "Bankruptcy Administrator"). On 20 December 2019, the Court held, among other things, Nantong Huakai bankrupt. On 26 December 2019, the Court held, upon application made by the Bankruptcy Administrator of Nantong Huakai, the Nantong Huakai Group bankrupt in a consolidated manner (collectively known as the "Bankruptcy"). Consequently, the Group had deconsolidated the Nantong Huakai Group as the Directors considered that the Group's control over the Nantong Huakai Group had been lost on 17 July 2019 (the "Deconsolidation Date").

無法表示意見基準 (續)

(d) 分佔一間聯營公司之虧損及出售一間聯營公司之收益之範圍限制 (續)

若需對上述金額作出任何調整，將會影響 貴集團於二零一九年十二月三十一日之負債淨額及 貴集團截至該日止年度之虧損及綜合財務報表之相關披露。

(e) 終止綜合入賬南通華凱重工有限公司 (「南通華凱」) 及其附屬公司 (統稱「南通華凱集團」) 之虧損之範圍限制

誠如綜合財務報表附註42所披露，於二零一九年七月十九日， 貴公司附屬公司南通華凱接獲法院日期為二零一九年七月十七日之判決 (「該判決」)，據此，法院認為南通華凱之債權人之申請符合法律規定及接納債權人針對南通華凱之破產程序申請，並指定江蘇華輝清算事務所有限公司為南通華凱之破產管理人 (「破產管理人」)。於二零一九年十二月二十日，法院裁定 (其中包括) 南通華凱破產。於二零一九年十二月二十六日，法院裁定，基於南通華凱之破產管理人作出之申請，南通華凱集團合併破產 (統稱「破產」)。因此，由於董事認為 貴集團已於二零一九年七月十七日 (「終止綜合入賬日期」) 失去對南通華凱集團之控制權， 貴集團已終止綜合入賬南通華凱集團。

**BASIS FOR DISCLAIMER OF OPINION
(CONTINUED)**

(e) Limitation of scope on loss on deconsolidation of Nantong Huakai Heavy Industries Limited Company (“Nantong Huakai”) and its subsidiaries (collectively known as the “Nantong Huakai Group”) (Continued)

The books and records of the Nantong Huakai Group were kept and maintained by the Bankruptcy Administrator, which were not made available to the Group's management subsequent to the Deconsolidation Date. Under the circumstances as explained above, we were not able to carry out procedures which we considered necessary on the books and records of the Nantong Huakai Group, to satisfy ourselves as to the existence, ownership, completeness, accuracy, valuation and classification of its total assets of approximately HK\$873,859,000 and total liabilities of approximately HK\$805,305,000 and the cumulative exchange reserve and investment revaluation reserve of approximately HK\$5,181,000 (debit balance) and HK\$9,240,000 as at the Deconsolidation Date and of its loss of approximately HK\$62,337,000 for the period from 1 January 2019 to the Deconsolidation Date. Consequently, we were unable to satisfy ourselves as to whether the loss on deconsolidation of approximately HK\$142,513,000 arising thereon was fairly stated. There were no other satisfactory audit procedures that we could adopt to obtain sufficient appropriate evidence in this regard.

Any adjustments found to be necessary to the above amounts would affect the amounts recorded in the consolidated statement of profit or loss and other comprehensive income in respect of the Nantong Huakai Group as at Deconsolidation Date, with a corresponding effect on the loss on deconsolidation of subsidiaries, and the related disclosures thereof in the consolidated financial statements.

無法表示意見基準 (續)

(e) 終止綜合入賬南通華凱重工有限公司(「南通華凱」)及其附屬公司(統稱「南通華凱集團」)之虧損之範圍限制 (續)

南通華凱集團的賬簿及記錄由破產管理人保管存置，於終止綜合入賬日期之後並未向貴集團管理層提供。於上述情況下，我們無法對南通華凱集團的賬簿及記錄進行我們認為必要的程序，以令我們信納其於終止綜合入賬日期的總資產約873,859,000港元及總負債約805,305,000港元及累計匯兌儲備及投資重估儲備約5,181,000港元(借方結餘)及9,240,000港元以及其於二零一九年一月一日至終止綜合入賬日期期間的虧損約62,337,000港元的存在、所有權、完整性、準確性、估值及分類。因此，我們無法確信由此產生的終止綜合入賬虧損約142,513,000港元有否公允列報。我們無法採取其他令人信納的審核程序以就此獲得充分及適當的憑證。

若需對上述金額作出任何調整，則會影響綜合損益及其他全面收益表內就南通華凱集團於終止綜合入賬日期錄得的金額，並會對綜合財務報表內終止綜合入賬附屬公司之虧損及其相關披露產生相應影響。

Independent Auditor's Report

獨立核數師報告

BASIS FOR DISCLAIMER OF OPINION (CONTINUED)

(f) Limitation of scope on impairment on goodwill and intangible assets, and amortisation of intangible assets of intelligent car parking and automotive device business segment

As described in Note 23 to the consolidated financial statements, in view of continuous operating losses in the intelligent car parking and automotive device business segment, the Group performed an impairment assessment as at 31 December 2019 of the goodwill and intangible assets, i.e. the intelligent car parking manufacturing licenses, which belonged to the cash generating unit (the "CGU") represented by the intelligent car parking and automotive device business segment. The carrying amount of the CGU exceeded its recoverable amount, resulting in an impairment loss on goodwill and intangible assets of intelligent car parking and automotive device business segment of approximately HK\$104,733,000 and HK\$65,500,000, respectively, being recognised in the consolidated statement of profit or loss and other comprehensive income of the Group for the year ended 31 December 2019. However, we have not been able to obtain sufficient appropriate audit evidence to satisfy ourselves as to whether the opening balances of goodwill and intangible assets of intelligent car parking and automotive device business segment as at 1 January 2019 of approximately HK\$103,156,000 and HK\$100,506,000, respectively, were free from material misstatements and hence whether the impairment loss on goodwill and intangible assets, and amortisation of intangible assets of intelligent car parking and automotive device business segment, amounting to approximately HK\$104,733,000 and HK\$65,500,000, and HK\$36,862,000, respectively, were free from material misstatement for the year ended 31 December 2019.

無法表示意見基準 (續)

(f) 智慧停車及汽車電子業務分部商譽及無形資產減值以及無形資產攤銷之範圍限制

誠如綜合財務報表附註23所述，鑒於智慧停車及汽車電子業務分部持續錄得經營虧損，貴集團於二零一九年十二月三十一日對屬於智慧停車及汽車電子業務分部所代表的現金產生單位（「現金產生單位」）的商譽及無形資產（即智能車庫生產許可）進行減值評估。現金產生單位的賬面值超過其可收回金額，導致智慧停車及汽車電子業務分部的商譽及無形資產減值虧損分別約104,733,000港元及65,500,000港元，於貴集團截至二零一九年十二月三十一日止年度的綜合損益及其他全面收益表內確認。然而，我們無法取得充分適當的審核憑證，以令我們信納智慧停車及汽車電子業務分部的商譽及無形資產於二零一九年一月一日的期初結餘分別約103,156,000港元及100,506,000港元是否不存在重大錯誤陳述，及截至二零一九年十二月三十一日止年度智慧停車及汽車電子業務分部的商譽及無形資產減值虧損及無形資產攤銷分別約104,733,000港元、65,500,000港元及36,862,000港元是否不存在重大錯誤陳述。

**BASIS FOR DISCLAIMER OF OPINION
(CONTINUED)**

(g) Limitation of scope on impairment and depreciation on property, plant and equipment and right-of-use assets

As described in Notes 17 and 18 to the consolidated financial statements, in view of continuous operating losses, the Group performed an impairment assessment as at 31 December 2019 of property, plant and equipment and right-of-use assets. The carrying amount of property, plant and equipment and right-of-use assets exceeded their recoverable amount, resulting in an impairment loss on property, plant and equipment and right-of-use assets of approximately HK\$17,672,000 and HK\$Nil, respectively, being recognised in the consolidated profit or loss and other comprehensive income of the Group for the year ended 31 December 2019. However, we have not been able to obtain sufficient appropriate audit evidence to satisfy ourselves as to whether the opening balances of property, plant and equipment and right-of-use assets (which was reclassified from prepaid lease payments upon adoption of Hong Kong Financial Reporting Standard 16 *Leases* on 1 January 2019) as at 1 January 2019 of approximately HK\$442,726,000 and HK\$358,964,000, respectively, were free from material misstatements and hence whether the impairment loss on property, plant and equipment and right-of-use assets, amounting to approximately HK\$17,672,000 and HK\$Nil, respectively, and depreciation of property, plant and equipment and right-of-use assets, amounting to approximately HK\$41,022,000 and HK\$16,576,000, were free from material misstatement for the year ended 31 December 2019.

無法表示意見基準 (續)

(g) 物業、廠房及設備以及使用權資產減值及折舊之範圍限制

誠如綜合財務報表附註17及18所述，鑒於持續經營虧損，貴集團於二零一九年十二月三十一日對物業、廠房及設備以及使用權資產進行減值評估。物業、廠房及設備以及使用權資產的賬面值超過其可收回金額，導致物業、廠房及設備以及使用權資產減值虧損分別約17,672,000港元及零港元，於貴集團截至二零一九年十二月三十一日止年度的綜合損益及其他全面收益內確認。然而，我們無法取得充分適當的審核憑證，以令我們信納物業、廠房及設備以及使用權資產（於二零一九年一月一日採納香港財務報告準則第16號租賃後自預付租賃付款重新分類）於二零一九年一月一日的期初結餘分別約442,726,000港元及358,964,000港元是否不存在重大錯誤陳述，及截至二零一九年十二月三十一日止年度物業、廠房及設備以及使用權資產減值虧損分別約17,672,000港元及零港元以及物業、廠房及設備以及使用權資產折舊約41,022,000港元及16,576,000港元是否不存在重大錯誤陳述。

**BASIS FOR DISCLAIMER OF OPINION
(CONTINUED)**

**(h) Limitation of scope on expected credit loss
("ECL") for financial assets**

As described in Note 7 to the consolidated financial statements, the Group performed assessment of ECL for financial assets, including trade receivables, other receivables, amounts due from associates, finance lease receivables, pledged bank deposits and restricted cash and bank balances as at 31 December 2019. As at 31 December 2019, the allowance for credit losses of trade receivables, other receivables, amounts due from associates and finance lease receivables are approximately HK\$7,235,000, HK\$52,453,000, HK\$99,000 and HK\$3,917,000, resulting in an impairment loss on trade receivables, other receivables, amounts due from associates and finance lease receivables of approximately HK\$6,505,000, HK\$41,846,000, HK\$99,000 and HK\$3,625,000, respectively, being recognised in the consolidated profit or loss of the Group for the year ended 31 December 2019.

However, we have not been able to obtain sufficient appropriate audit evidence to satisfy ourselves as to whether the opening balances of the allowance for credit losses of trade receivables, other receivables, amounts due from associates, and finance lease receivables as at 1 January 2019 of approximately HK\$4,135,000, HK\$143,690,000, HK\$Nil and HK\$292,000, respectively, were free from material misstatements and hence whether the impairment loss on trade receivables, other receivables, amounts due from associates and finance lease receivables amounting to approximately HK\$6,505,000, HK\$41,846,000, HK\$99,000 and HK\$3,625,000, respectively, were free from material misstatement for the year ended 31 December 2019.

無法表示意見基準 (續)

(h) 金融資產預期信貸虧損 (「預期信貸虧損」) 之範圍限制

誠如綜合財務報表附註7所述，貴集團於二零一九年十二月三十一日對金融資產 (包括貿易應收款項、其他應收款項、應收聯營公司款項、應收融資租賃款項、已抵押銀行存款及受限制現金以及銀行結餘) 進行預期信貸虧損評估。於二零一九年十二月三十一日，貿易應收款項、其他應收款項、應收聯營公司款項及應收融資租賃款項的信貸虧損撥備分別為約7,235,000港元、52,453,000港元、99,000港元及3,917,000港元，導致貿易應收款項、其他應收款項、應收聯營公司款項及應收融資租賃款項減值虧損分別約6,505,000港元、41,846,000港元、99,000港元及3,625,000港元，於貴集團截至二零一九年十二月三十一日止年度的綜合損益內確認。

然而，我們無法取得充分適當的審核憑證，以令我們信納貿易應收款項、其他應收款項、應收聯營公司款項及應收融資租賃款項的信貸虧損撥備於二零一九年一月一日的期初結餘分別約4,135,000港元、143,690,000港元、零港元及292,000港元是否不存在重大錯誤陳述，及截至二零一九年十二月三十一日止年度貿易應收款項、其他應收款項、應收聯營公司款項及應收融資租賃款項減值虧損分別約6,505,000港元、41,846,000港元、99,000港元及3,625,000港元是否不存在重大錯誤陳述。

BASIS FOR DISCLAIMER OF OPINION (CONTINUED)

(i) Material fundamental uncertainties relating to going concern

As described in Note 2 to the consolidated financial statements, the Group reported loss attributable to the owners of the Company of approximately HK\$1,088,011,000 for the year ended 31 December 2019. As of that date, the Group's current liabilities exceeded its current assets by approximately HK\$3,585,009,000 and the Group had net liabilities of approximately HK\$3,229,631,000, in which total borrowings amounted to approximately HK\$3,235,678,000, while its bank balances and cash amounted to approximately HK\$9,349,000 only.

In additions, the Group defaulted on the repayment of certain borrowings and payables on their respective due dates as at 31 December 2019. Those creditors including banks had taken legal actions against the Group to recover the debts and applied for the winding up petition against the Company as disclosed in Note 46 to the consolidated financial statements.

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

As explained in Note 2 to the consolidated financial statements, the consolidated financial statements have been prepared by the Directors on a going concern basis, the validity of which is dependent on the Group's ability to obtain sufficient future funding. Due to the uncertainty of the Group's ability to maintain adequate future cash flows, we were unable to ascertain whether the assumptions made by the Directors in preparing the consolidated financial statements on a going concern basis are proper and appropriate.

無法表示意見基準 (續)

(i) 有關持續經營的重大基本不確定性

誠如綜合財務報表附註2所載，截至二零一九年十二月三十一日止年度，貴集團錄得 貴公司擁有人應佔虧損約1,088,011,000港元。截至該日，貴集團流動負債超過其流動資產約3,585,009,000港元，貴集團的負債淨額約為3,229,631,000港元，當中借貸總額約3,235,678,000港元，而其銀行結餘及現金僅為約9,349,000港元。

此外，貴集團於二零一九年十二月三十一日於相應到期日拖欠償還若干借貸及應付款項。如綜合財務報表附註46所披露，包括銀行在內的該等債權人已對 貴集團提起法律訴訟以收回債務，並提交針對 貴公司的清盤呈請。

該等情況顯示存在可能導致對 貴集團持續經營能力產生重大疑慮的重大不確定性，因此其可能無法於一般業務過程中變現其資產及清償其債務。

誠如綜合財務報表附註2所闡釋，綜合財務報表乃由董事按持續經營基準編製，而該基準的有效性取決於 貴集團日後獲得足夠資金的能力。由於 貴集團日後維持充足現金流量的能力存在不確定性，我們無法確定董事於按持續經營基準編製綜合財務報表過程中作出的假設是否妥當及適當。

Independent Auditor's Report

獨立核數師報告

BASIS FOR DISCLAIMER OF OPINION (CONTINUED)

(i) Material fundamental uncertainties relating to going concern (Continued)

Should the going concern assumption be inappropriate, adjustments would be necessary to reclassify all non-current assets and liabilities as current assets and liabilities respectively, write-down the value of assets to their recoverable amounts and to provide for further liabilities which may arise. The consolidated financial statements have not incorporated any of these adjustments. However, the uncertainties surrounding the Group's future cash flows raises significant doubt about the Group's ability to continue as a going concern. We consider that appropriate disclosures have been made in the consolidated financial statements concerning this situation, but we are unable to obtain adequate evidence concerning the Group's ability to meet any financial obligations as and when they fall due and we consider that this material uncertainty relating to going concern basis.

We consider the cumulative effect of the above matters on the consolidated financial statements is so extreme that we have disclaimed our opinion.

無法表示意見基準 (續)

(i) 有關持續經營的重大基本不確定性 (續)

倘持續經營假設屬不適當，則可能需作出調整，將所有非流動資產及負債分別重新分類為流動資產及負債、撇減資產的價值至其可收回金額及就可能產生的其他負債計提撥備。綜合財務報表並無納入任何該等調整。然而，圍繞 貴集團未來現金流量的不確定性導致對 貴集團繼續持續經營的能力產生重大疑慮。我們認為綜合財務狀況報表中已對此情況作出了適當披露，但我們無法就 貴集團滿足任何到期財務責任的能力取得充足憑證，且我們認為此重大不確定性與持續經營基準相關。

我們認為上述事項對綜合財務報表的累積影響極其重大，以致我們無法表示意見。

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants (“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.

董事及治理層就綜合財務報表須 承擔的責任

董事須負責根據香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則及香港公司條例之披露規定編製真實而中肯的綜合財務報表，並對董事認為為使綜合財務報表之編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需之內部控制負責。

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

治理層須負責監督 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 responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing issued by the HKICPA 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. However, because of the matters described in the *Basis for Disclaimer of Opinion* section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

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.

Asian Alliance (HK) CPA Limited
Certified Public Accountants (Practising)
Cheng Ting Chiu
Practising Certificate Number: P06598

8/F Catic Plaza
8 Causeway Road
Causeway Bay
Hong Kong

17 August 2020

核數師就審核綜合財務報表須承 擔的責任

我們的責任是根據香港會計師公會頒佈的香港審計準則對 貴集團的綜合財務報表進行審核並出具核數師報告，當中載有我們根據百慕達公司法第90條僅向 閣下（作為整體）出具的報告，除此以外本報告不作其他用途。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。然而，由於本報告「無法表示意見基準」一節中所述之事宜，我們未能取得充足適當之審核憑證以為就該等綜合財務報表作出審核意見提供基礎。

根據香港會計師公會頒佈的《專業會計師道德守則》（以下簡稱「守則」），我們獨立於 貴集團，並已履行守則中的其他專業道德責任。

華融（香港）會計師事務所有限公司
執業會計師
鄭丁超
執業證書編號：P06598

香港
銅鑼灣
高士威道8號
航空大廈8樓

二零二零年八月十七日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

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

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Revenue	收益	8		
Contracts with customers	客戶合約		(19,705)	(469,811)
Interest under effective interest method	根據實際利率法計算之利息		—	1,779
Total revenue	總收益		(19,705)	(468,032)
Cost of sales	銷售成本		18,731	110,573
Gross loss	毛損		(974)	(357,459)
Other income	其他收入	9a	9,880	9,901
Other gains and losses	其他收益及虧損	9b	(20,162)	(3,812)
Change in fair value of financial assets mandatorily measured at fair value through profit or loss	強制按公平值計入損益計量之金融資產之公平值變動		(20)	(22)
Gain on disposal of an associate	出售一間聯營公司之收益	24	66,408	—
Loss on deconsolidation of subsidiaries	終止綜合入賬附屬公司之虧損	42	(142,513)	—
Impairment losses recognised in respect of property, plant and equipment	就物業、廠房及設備確認之減值虧損	17	(17,672)	—
Impairment losses recognised in respect of goodwill	就商譽確認之減值虧損	21	(104,733)	(69,740)
Impairment loss recognised in respect of intangible assets	就無形資產確認之減值虧損	22	(65,500)	(26,000)
Impairment losses under expected credit loss model	預期信貸虧損模式項下之減值虧損	10	(310,209)	(120,000)
Changes in fair values of investment properties	投資物業之公平值變動	19	(2,853)	—
Selling and distribution expenses	銷售及分銷開支		(2,333)	(7,433)
Administrative expenses	行政開支		(189,183)	(220,616)
Finance costs	融資成本	11	(359,390)	(271,841)
Share of loss of associates	分佔聯營公司之虧損	24	(183)	(35,092)
Share of profit (loss) of joint ventures	分佔合營企業之溢利(虧損)	25	130	(472,152)
Loss before tax	除稅前虧損		(1,139,307)	(1,574,266)
Income tax credit	所得稅抵免	12	38,570	27,556
Loss for the year	本年度虧損	13	(1,100,737)	(1,546,710)

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

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

	Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Other comprehensive income (expenses):	其他全面收益(開支):		
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益之項目:</i>		
Exchange differences arising on translation of foreign operations	換算海外業務時產生之匯兌差額	58,114	58,114
Share of translation reserve of associates	分佔聯營公司之換算儲備	(7,722)	(13,733)
Share of translation reserve of joint ventures	分佔合營企業之換算儲備	(125)	(8,297)
Release of translation reserve upon deconsolidation of subsidiaries	於終止綜合入賬附屬公司後解除之換算儲備	5,181	–
Release of translation reserve upon disposal of an associate	於出售一間聯營公司後解除之換算儲備	1,302	–
Other comprehensive income for the year, net of income tax	年內其他全面收益，扣除所得稅	56,750	36,084
Total comprehensive expenses for the year	年內全面開支總額	(1,043,987)	(1,510,626)
Loss for the year attributable to:	應佔年內虧損:		
– Owners of the Company	– 本公司擁有人	(1,088,011)	(1,545,435)
– Non-controlling interests	– 非控股權益	(12,726)	(1,275)
		(1,100,737)	(1,546,710)
Total comprehensive expenses attributable to:	應佔全面開支總額:		
– Owners of the Company	– 本公司擁有人	(1,031,540)	(1,509,693)
– Non-controlling interests	– 非控股權益	(12,447)	(933)
		(1,043,987)	(1,510,626)
Loss per share	每股虧損		(Restated) (經重列)
– Basic and diluted	– 基本及攤薄	(HK\$3.19) 3.19港元	(HK\$4.53) 4.53港元

16

Consolidated Statement of Financial Position

綜合財務狀況報表

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\$'000 千港元	2018 二零一八年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	17	46,176	442,726
Right-of-use assets	使用權資產	18	293,060	–
Investment properties	投資物業	19	18,278	21,914
Prepaid lease payments – non-current portion	預付租賃款項—非流動部分	20	–	349,822
Goodwill	商譽	21	–	103,156
Intangible assets	無形資產	22	–	116,872
Interests in associates	於聯營公司之權益	24	33,189	201,094
Interests in joint ventures	於合營企業之權益	25	5,536	5,531
Equity instruments at fair value through other comprehensive income	按公平值計入其他全面收益之權益工具	26	–	23,598
Amount due from an associate – non-current portion	應收一間聯營公司款項—非流動部分	24	–	5,805
Deferred tax asset	遞延稅項資產	39	121	459
			396,360	1,270,977
CURRENT ASSETS	流動資產			
Inventories	存貨	27	324,386	327,173
Trade receivables	貿易應收款項	28	69,920	182,272
Other receivables	其他應收款項	28	362,829	748,467
Prepayment	預付款項	28	29,902	191,751
Contract assets	合約資產	29	–	90,328
Tax recoverable	可回收稅項		5,031	6,007
Amounts due from associates	應收聯營公司款項	24	10,726	4,560
Prepaid lease payments	預付租賃款項	20	–	9,142
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	30	12	32
Finance lease receivables	應收融資租賃款項	31	–	3,695
Pledged bank deposits and restricted cash	已抵押銀行存款及受限制現金	32	592	2,265
Bank balances and cash	銀行結餘及現金	32	9,349	10,005
			812,747	1,575,697
Assets classified as held for sale	分類為持作出售的資產	41	160,000	–
			972,747	1,575,697

Consolidated Statement of Financial Position

綜合財務狀況報表

At 31 December 2019 於二零一九年十二月三十一日

		Notes	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		附註		
CURRENT LIABILITIES	流動負債			
Trade and other payables	貿易及其他應付款項	33	1,012,702	1,357,228
Amounts due to related parties	應付有關聯人士款項	48	28	721
Amounts due to directors	應付董事款項	48	31,719	21,925
Borrowings	借貸	34	3,235,678	3,385,253
Lease liabilities	租賃負債	35	8,175	–
Amounts due to associates	應付聯營公司款項	24	12,363	16,920
Provision for warranty	保證撥備	36	1,242	2,034
Financial guarantee contracts	財務擔保合約	47	255,849	–
Convertible bonds payables	應付可換股債券	38	–	168,138
			4,557,756	4,952,219
NET CURRENT LIABILITIES	流動負債淨額		(3,585,009)	(3,376,522)
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		(3,188,649)	(2,105,545)
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	37	13,637	681,842
Reserves	儲備		(3,490,259)	(3,120,036)
Equity attributable to owners of the Company	本公司擁有人應佔權益		(3,476,622)	(2,438,194)
Non-controlling interests	非控股權益	40	246,991	259,438
TOTAL DEFICITS	總虧絀		(3,229,631)	(2,178,756)

Consolidated Statement of Financial Position

綜合財務狀況報表

At 31 December 2019 於二零一九年十二月三十一日

		Notes	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		附註		
NON-CURRENT LIABILITIES	非流動負債			
Other payables – non-current portion	其他應付款項 – 非流動部分	33	4,982	5,070
Lease liabilities	租賃負債	35	842	–
Convertible bonds payables – non-current portion	應付可換股債券 – 非流動部分	38	8,775	–
Deferred tax liabilities	遞延稅項負債	39	26,383	68,141
			<u>40,982</u>	<u>73,211</u>
			<u>(3,188,649)</u>	<u>(2,105,545)</u>

The consolidated financial statements on pages 83 to 319 were approved and authorised for issue by the board of directors on 17 August 2020 and are signed on its behalf by:

董事會已於二零二零年八月十七日通過及授權刊發載於第83至319頁之綜合財務報表，並由下列董事代表簽署核實：

LI Ming
李明
Director
董事

ZHANG Shi Hong
張士宏
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											Non-controlling interests		Total
		Share capital	Share premium	Contributed surplus	Statutory reserve	Other reserve	Translation reserve	Share option reserve	Convertible bonds reserve	Investment revaluation reserve	Accumulated losses	Total			Total
		股本	股份溢價	繳入盈餘	法定儲備	其他儲備	換算儲備	購股權儲備	債券儲備	儲備	累計虧損	總計	非控股權益	總計	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
		(Note 37)		(Note a)	(Note b)			(Note 38)	(Note 26)						
		(附註37)		(附註a)	(附註b)			(附註38)	(附註26)						
At 1 January 2018	於二零一八年一月一日	681,842	1,869,321	3,368,411	42,594	7,685	132,292	129,910	42,127	9,240	(7,230,626)	(947,204)	51,074	(896,130)	
Loss for the year	本年度虧損	-	-	-	-	-	-	-	-	-	(1,545,435)	(1,545,435)	(1,275)	(1,546,710)	
Other comprehensive income (expenses):	其他全面收益 (開支):														
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益之項目:</i>														
Exchange differences arising on translating foreign operations	換算海外業務時產生之匯兌差額	-	-	-	-	-	57,772	-	-	-	-	57,772	342	58,114	
Share of translation reserve of associates	分佔聯營公司之換算儲備	-	-	-	-	-	(13,733)	-	-	-	-	(13,733)	-	(13,733)	
Share of translation reserve of joint ventures	分佔合營企業之換算儲備	-	-	-	-	-	(8,297)	-	-	-	-	(8,297)	-	(8,297)	
Other comprehensive income for the year, net of income tax	本年度其他全面收益 (扣除所得稅)	-	-	-	-	-	35,742	-	-	-	-	35,742	342	36,084	
Total comprehensive income (expenses) for the year	本年度全面收益 (開支)總額	-	-	-	-	-	35,742	-	-	-	(1,545,435)	(1,509,693)	(933)	(1,510,626)	
Disposal of partial interest in a subsidiary without losing of control (Note 53)	出售一間附屬公司部分權益但不失去控制權 (附註53)	-	-	-	-	18,703	-	-	-	-	-	18,703	209,297	228,000	
Lapse of share options (Note 44)	購股權失效 (附註44)	-	-	-	-	-	-	(92,887)	-	-	92,887	-	-	-	
At 31 December 2018	於二零一八年十二月三十一日	681,842	1,869,321	3,368,411	42,594	26,388	168,034	37,023	42,127	9,240	(8,683,174)	(2,438,194)	259,438	(2,178,756)	

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											Non-controlling interests		Total
		Share capital	Share premium	Contributed surplus	Statutory reserve	Other reserve	Translation reserve	Share option reserve	Convertible bonds reserve	Investment revaluation reserve	Accumulated losses	Total		Total	
		股本	股份溢價	繳入盈餘	法定儲備	其他儲備	換算儲備	購股權儲備	債券儲備	儲備	累計虧損	總計	非控股權益	總計	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
		(Note 37)		(Note a)	(Note b)			(Note 38)	(Note 26)	(Note 26)					
		(附註37)		(附註a)	(附註b)			(附註38)	(附註26)	(附註26)					
At 31 December 2018	於二零一八年十二月三十一日	681,842	1,869,321	3,368,411	42,594	26,388	168,034	37,023	42,127	9,240	(8,683,174)	(2,438,194)	259,438	(2,178,756)	
Loss for the year	本年度虧損	-	-	-	-	-	-	-	-	-	(1,088,011)	(1,088,011)	(12,726)	(1,100,737)	
Other comprehensive income (expenses):	其他全面收益(開支):														
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益之項目:</i>														
Exchange differences arising on translating foreign operations	換算海外業務時產生之匯兌差額	-	-	-	-	-	57,835	-	-	-	-	57,835	279	58,114	
Share of translation reserve of associates	分佔聯營公司之換算儲備	-	-	-	-	-	(7,722)	-	-	-	-	(7,722)	-	(7,722)	
Share of translation reserve of joint ventures	分佔合營企業之換算儲備	-	-	-	-	-	(125)	-	-	-	-	(125)	-	(125)	
Release of translation reserve upon deconsolidation of subsidiaries (Note 42)	於終止綜合入賬附屬公司後解除之換算儲備(附註42)	-	-	-	-	-	5,181	-	-	-	-	5,181	-	5,181	
Release of translation reserve upon disposal of an associate (Note 24)	於出售一間聯營公司後解除之換算儲備(附註24)	-	-	-	-	-	1,302	-	-	-	-	1,302	-	1,302	
Other comprehensive income for the year, net of income tax	本年度其他全面收益(扣除所得稅)	-	-	-	-	-	56,471	-	-	-	-	56,471	279	56,750	
Total comprehensive income (expenses) for the year	本年度全面收益(開支)總額	-	-	-	-	-	56,471	-	-	-	(1,088,011)	(1,031,540)	(12,447)	(1,043,987)	
Capital reduction	股本削減	(668,205)	-	-	-	-	-	-	-	-	668,205	-	-	-	
Recognition of equity component of convertible bonds (Note 38)	確認可換股債券的權益部分(附註38)	-	-	-	-	-	-	-	2,352	-	-	2,352	-	2,352	
Redemption of equity component of convertible bonds upon maturity (Note 38)	於到期時贖回可換股債券之權益部分(附註38)	-	-	-	-	-	-	-	(42,127)	-	42,127	-	-	-	
Release of investment revaluation reserve upon deconsolidation of subsidiaries (Note 42)	於終止綜合入賬附屬公司後解除投資重估儲備(附註42)	-	-	-	-	-	-	-	-	(9,240)	-	(9,240)	-	(9,240)	
At 31 December 2019	於二零一九年十二月三十一日	13,637	1,869,321	3,368,411	42,594	26,388	224,505	37,023	2,352	-	(9,060,853)	(3,476,622)	246,991	(3,229,631)	

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

Notes:

- (a) There were a group reorganisation in 2001 and share consolidation in 2005 and 2006, the aggregate amount of approximately HK\$3,368,411,000 was recorded in contributed surplus.
- (b) According to the relevant laws in the People's Republic of China (the "PRC"), the companies established in the PRC are required to transfer 10% of their net profit after taxation, as determined under the relevant accounting principles and financial regulations, to statutory reserve until balance reaches 50% of their registered capital. The transfer to this statutory reserve must be made before the distribution of dividend to equity owners. Statutory reserve can be used to offset previous years' losses, if any, and is non-distributable other than upon liquidation. The companies established in PRC are also required to maintain a staff welfare and incentive bonus fund, while the amount and allocation basis are decided by the enterprise.

附註：

- (a) 於二零零一年之集團重組及於二零零五年及二零零六年之股份合併，總額約3,368,411,000港元乃於繳入盈餘入賬。
- (b) 根據中華人民共和國（「中國」）相關法律，於中國成立的公司須將根據相關會計準則及財務法規計算的除稅後純利10%轉撥至法定儲備，直至該法定儲備結餘達到其註冊資本的50%。轉撥至該法定儲備須在分派股息予權益持有人前作出。法定儲備可用於抵銷上一年度的虧損（如有），除清盤以外，不可作分派之用。於中國成立的公司亦須維持僱員福利及獎勵基金，而金額及分配基準由該企業決定。

Consolidated Statement of Cash Flows

綜合現金流量表

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

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
OPERATING ACTIVITIES	經營業務		
Loss before tax	除稅前虧損	(1,139,307)	(1,574,266)
Adjustments for:	經以下調整：		
Share of loss of associates	分佔聯營公司之虧損	183	35,092
Share of (profit) loss of joint ventures	分佔合營企業之 (溢利)虧損	(130)	472,152
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	41,022	78,614
Change in fair value of financial assets mandatorily measured at fair value through profit or loss	強制性按公平值計入損益 計量之金融資產 公平值變動	20	22
Change in fair values of investment properties	投資物業之公平值變動	2,853	-
Gain on disposal of an associate	出售一間聯營公司之收益	(66,408)	-
Gain on disposal of investment property	出售投資物業之收益	-	(174)
Loss on disposal of property, plant and equipment	出售物業、廠房及 設備之虧損	3,625	161
Interest income	利息收入	(32)	(429)
Finance costs	融資成本	359,390	271,841
Loss on deconsolidation of subsidiaries	終止綜合入賬附屬公司 之虧損	142,513	-
Disposal of right-of-use assets	出售使用權資產	2,452	-
Depreciation of right-of-use assets	使用權資產折舊	16,576	-
Amortisation of prepaid lease payments	預付租賃款項攤銷	-	8,648
Amortisation of intangible assets	無形資產攤銷	37,130	41,053
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損	104,733	69,740
Impairment loss recognised in respect of intangible asset	就無形資產確認之 減值虧損	65,500	26,000
Impairment loss recognised in respect of property, plant and equipment	就物業、廠房及設備 確認之減值虧損	17,672	-
Impairment loss under excepted credit loss model	預期信貸虧損模式下之 減值虧損	310,209	120,000
Written-down of inventories	存貨撇減	-	799,159
Operating cash flows before movements in working capital	未計營運資金變動前之 經營現金流量	(101,999)	347,613
Increase in inventories	存貨增加	(34,704)	(982,905)
Decrease in trade receivables	貿易應收款項減少	54,605	20,664
(Increase) decrease in deposits and other receivables	按金及其他應收款項 (增加)減少	(39,779)	45,122
Decrease in prepayment	預付款項減少	158,485	66,134
Decrease in finance lease receivables	應收融資租賃款項減少	-	5,190
Decrease in amounts due to related parties	應付有關聯人士款項減少	(680)	(49)
(Decrease) increase in trade and other payables	貿易及其他應付款項 (減少)增加	(89,567)	182,301
Decrease in provision for warranty	保證撥備減少	(774)	(2,310)
(Decrease) increase in contract assets	合約資產(減少)增加	88,743	(409,689)
(Decrease) increase in amount due to an associate	應付一間聯營公司款項 (減少)增加	(4,260)	2,519

Consolidated Statement of Cash Flows

綜合現金流量表

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

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Cash used in operations	經營所用現金	30,070	(725,410)
Interest received	已收利息	32	429
NET CASH FROM (USED) IN OPERATING ACTIVITIES	經營業務所得(所用) 現金淨額	30,102	(724,981)
INVESTING ACTIVITIES	投資業務		
Purchase of property, plant and equipment	購買物業、廠房及設備	(2,459)	(30,009)
Additions on right-of-use assets	添置使用權資產	(5,816)	-
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之 所得款項	2,822	10,690
Proceeds from disposal of investment property	出售投資物業所得款項	-	1,667
Net cash outflow on acquisition of subsidiaries deconsolidation	收購終止綜合入賬附屬公司 之現金流出淨額	(1,984)	-
NET CASH USED IN INVESTING ACTIVITIES	投資業務所用現金淨額	(7,437)	(17,652)
FINANCING ACTIVITIES	融資業務		
Decrease (increase) in pledged bank deposits and restricted cash	已抵押銀行存款及受限制 現金減少(增加)	1,440	(2,030)
Advance from a director	來自一名董事之墊款	10,179	12,342
Borrowings raised	新增借貸	274,501	1,411,205
Repayment of borrowings	償還借貸	(115,723)	(434,839)
Interest paid	已付利息	(167,203)	(232,252)
Repayment of lease liabilities	償還租賃負債	(53,064)	-
Proceeds from issue of convertible bonds	發行可換股債券之所得款項	11,100	-
NET CASH (USED IN) FROM FINANCING ACTIVITIES	融資業務(所用)所得 現金淨額	(38,770)	754,426
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物(減少) 增加淨額	(16,105)	11,793
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於一月一日之現金及 現金等價物	10,005	15,276
Effect of foreign exchange rate changes	匯率變動影響	15,449	(17,064)
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	於十二月三十一日之現金及 現金等價物	9,349	10,005
represented by bank balances and cash	即銀行結餘及現金		

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

1. GENERAL

China Ocean Industry Group Limited (the “Company”) is incorporated in Bermuda as an exempted company with limited liability under the Companies Act of Bermuda. The Company’s shares are listed on The Stock Exchange of Hong Kong Limited (the “Exchange”). The addresses of the registered office and principal place of business of the Company are disclosed in the Corporate Information section to the annual report.

The Company is an investment holding company. The principal activities of its subsidiaries are set out in Note 51 to the consolidated financial statements.

Other than those subsidiaries established in Hong Kong whose functional currencies are Hong Kong dollars (“HK\$”), the functional currency of the Company and its subsidiaries (hereinafter collectively known as the “Group”) was Renminbi (“RMB”). The consolidated financial statements are presented in HK\$ for the convenience of the shareholders as the Company’s shares are listed in Hong Kong.

2. BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

In the preparation of the consolidated financial statements, the directors of the Company (the “Directors”) have considered the liquidity of the Group in future.

For the year ended 31 December 2019, the Group reported a loss for the year attributable to owners of the Company of approximately HK\$1,088,011,000, and as at that date, the Group had net current liabilities and net liabilities of approximately HK\$3,585,009,000 and HK\$3,229,631,000, respectively.

In additions, the Group defaulted on the repayment of certain borrowings and payables on their respective due dates as at 31 December 2019. Those creditors including banks had taken legal actions against the Group to recover the debts and apply for winding up petition against the Company as disclosed in Note 46 to the consolidated financial statements.

1. 一般事項

中海重工集團有限公司(「本公司」)為一間根據百慕達公司法於百慕達註冊成立之獲豁免有限公司。本公司之股份於香港聯合交易所有限公司(「聯交所」)上市。本公司註冊辦事處及主要營業地點之地址於本年報公司資料一節披露。

本公司為一間投資控股公司。其附屬公司主要業務載於綜合財務報表附註51中。

除該等於香港成立之附屬公司的功能貨幣為港元(「港元」)外,本公司及其附屬公司(以下統稱「本集團」)之功能貨幣為人民幣(「人民幣」)。由於本公司股份於香港上市,為方便股東,綜合財務報表以港元呈列。

2. 綜合財務報表編製基準

本公司董事(「董事」)在編製綜合財務報表時,已就本集團之未來流動資金作出考慮。

截至二零一九年十二月三十一日止年度,本集團錄得本公司擁有人應佔年內虧損約1,088,011,000港元,而於該日期,本集團之流動負債淨額及負債淨額分別約為3,585,009,000港元及3,229,631,000港元。

此外,於二零一九年十二月三十一日,本集團於若干借貸及應付款項各自到期時未能償還有關款項。誠如綜合財務報表附註46所披露,有關債權人(包括銀行)已向本集團提起法律訴訟以收回債務,並提交針對本公司的清盤呈請。

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. BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

To improve the Group's operation and financial position, the Directors have been implementing the following operating and financing measures:

- (a) The Group actively reorganised the shipbuilding business, introduced large enterprises to integrate the shipbuilding business, and revitalised the shipbuilding assets. The reorganisation plan, which began in March 2018, has been promoted around the business integration of Jiangxi Jiangzhou Union Shipbuilding Co., Ltd ("Jiangxi Shipbuilding") and the cooperation with large enterprises. Although unpredictable factors have been encountered, the overall work is now being carried out in an orderly manner. At the same time, the revitalisation of spare resources of Jiangxi Shipbuilding such as wharfs and lands is also under way and the storage and logistics business along Yangtze River is expected to commence operation in the future. In addition, we also expect to carry out new activities related to logistics through business diversification or merge and acquisition to contribute stable long-term cash flows to the Group;
- (b) The Group will dispose of part of its assets and investment to obtain funds so as to improve its financial position;
- (c) Under the government's instruction and with the supports for real economy and private enterprises from all levels of government, the Group is negotiating with lending banks and asset management companies in relation to loan restructuring to extend repayment date and reduce gearing level;
- (d) The Group is in contact with a number of investors to issue new shares or convertible bonds;
- (e) The Group is in negotiation with certain suppliers and creditors to extend payment due date and reduce the amount of payment.

Also, the Directors are of the opinion that, taking into account the measures as above, the Group will have sufficient working capital to meet its financial obligations as they fall due in the next twelve months from these consolidated financial statements were authorised to issue. Accordingly, the Directors are of the opinion that it is appropriate to prepare these consolidated financial statements for the year ended 31 December 2019 on a going concern basis. The consolidated financial statements do not include any adjustments that would result from the failure of the Group to obtain sufficient future funding. Should the Group be unable to continue to operate as a going concern, adjustments would have to be made to reduce the carrying amounts of the assets of the Group to their recoverable amounts, to provide further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities, respectively.

2. 綜合財務報表編製基準 (續)

為改善本集團之營運及財務狀況，董事一直進行以下各項營運及融資措施：

- (a) 本集團積極對造船業務進行重整，引進大型企業對造船業務進行整合，並對造船資產進行盤活。二零一八年三月份開始的該項重整計劃，圍繞著對江西江州聯合造船有限責任公司（「江西造船」）的業務整合以及與大型企業的合作開始推進，雖然中間遇到了不可預計的因素，但整體工作正在有序進行。江西造船富餘出來的碼頭、土地等資源的重整工作也在進行，依靠長江的倉儲物流業務將有望開始運作，同時，與物流相關的新業務也有望通過業務延展或併購方式進行，為本集團帶來長期穩定現金流；
- (b) 本集團將出售部分資產及投資，獲取資金，以改善其財務狀況；
- (c) 本集團正在政府主導下，利用各級政府對實體經濟和民營企業的支援，與貸款銀行以及資產管理公司磋商，以對貸款進行重整，延長貸款期限，降低負債水平；
- (d) 本集團正在與多名投資者溝通，以發行新的股份或可換股債券；
- (e) 本集團正與部分供應商及債權人磋商以延長付款到期日及降低付款金額。

此外，董事認為，經考慮上述措施，本集團將有足夠營運資金履行其自該等綜合財務報表獲授權發佈之日起未來十二個月到期之財務責任。因此，董事認為，按持續經營基準編製截至二零一九年十二月三十一日止年度之綜合財務報表屬適當。綜合財務報表並不包括將導致本集團於未來無法取得充裕資金之任何調整。倘本集團無法按持續經營基準繼續經營，則將作出調整，以分別將本集團資產之賬面值減至其可收回金額，提供可能產生之進一步負債並分別將非流動資產及負債重新分類為流動資產及負債。

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

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)-Interpretation (“Int”) 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to Hong Kong Accounting Standards (“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. 應用香港財務報告準則（「香港財務報告準則」）之新訂準則及修訂本

於本年度強制生效之香港財務報告準則之新訂準則及修訂本

本集團已於本年度首次應用以下由香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則之新訂準則及修訂本：

香港財務報告準則第16號	租賃
香港（國際財務報告準則詮釋委員會）—詮釋第23號	所得稅處理之不确定性
香港財務報告準則第9號修訂本	具有負補償之提前還款特點
香港會計準則（「香港會計準則」）第19號修訂本	計劃修訂、縮減或清償
香港會計準則第28號修訂本	於聯營公司及合營企業的長期權益
香港財務報告準則修訂本	香港財務報告準則二零一五年至二零一七年週期之年度改進

除下文所述者外，於本年度應用香港財務報告準則之新訂準則及修訂本對本集團當前及過往年度之財務狀況及表現及／或於此等綜合財務報表所載之披露並無構成重大影響。

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

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)

HKFRS 16 Leases

The Group has applied HKFRS 16 for the first time in the current year. HKFRS 16 superseded HKAS 17 *Leases* (“HKAS 17”), and the related interpretations.

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.

3. 應用香港財務報告準則（「香港財務報告準則」）之新訂準則及修訂本（續）

於本年度強制生效之香港財務報告準則之新訂準則及修訂本（續）

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。

租賃之定義

本集團已選擇簡易實務處理方法，對先前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號釐定安排是否包含租賃識別為租賃的合約應用香港財務報告準則第16號，而並無對先前並未識別為包含租賃的合約應用該準則。因此，本集團並無對於首次應用日期前已存在的合約進行重新評估。

就於二零一九年一月一日或之後訂立或修訂的合約而言，本集團於評估合約是否包含租賃時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。

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)

HKFRS 16 Leases (Continued)

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 accumulated losses and comparative information has not been restated.

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. elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application; and
- iii. excluded initial direct costs from measuring the right-of-use assets at the date of initial application.

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 rates applied by the relevant group entities range from 8.54% to 16.70%.

3. 應用香港財務報告準則（「香港財務報告準則」）之新訂準則及修訂本（續）

於本年度強制生效之香港財務報告準則之新訂準則及修訂本（續）

香港財務報告準則第16號租賃（續）

作為承租人

本集團已追溯應用香港財務報告準則第16號，並將累計影響於首次應用日期（即二零一九年一月一日）確認。

於二零一九年一月一日，本集團透過應用香港財務報告準則第16.C8(b)(ii)過渡按相等於經任何預付或應計租賃付款作出調整的相關租賃負債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於期初累計虧損確認，並無重列比較資料。

於過渡時應用香港財務報告準則第16號項下的經修訂追溯方法時，本集團按逐項租賃基準就先前根據香港會計準則第17號分類為經營租賃且與各租賃合約相關的租賃應用以下簡易實務處理方法：

- 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負有過重義務作出的評估，作為減值審閱的替代方法；
- ii. 選擇不就租期於首次應用日期起計12個月內結束的租賃確認使用權資產及租賃負債；及
- iii. 於首次應用日期計量使用權資產時撇除初始直接成本。

於就先前分類為經營租賃之租賃確認租賃負債時，本集團已採用相關集團實體於首次應用日期的增量借貸利率。相關集團實體採用的加權平均增量借貸利率介乎8.54%至16.70%。

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)

HKFRS 16 Leases (Continued)

As a lessee (Continued)

3. 應用香港財務報告準則（「香港財務報告準則」）之新訂準則及修訂本（續）

於本年度強制生效之香港財務報告準則之新訂準則及修訂本（續）

香港財務報告準則第16號租賃（續）
作為承租人（續）

		At 1 January 2019 於二零一九年 一月一日 HK\$'000 千港元
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	14,203
Lease liabilities discounted at relevant incremental borrowing rates	按有關增量借貸利率折現的租賃負債	13,222
Less: Practical expedient – leases with lease term ending within 12 months from the date of initial application	減：簡易實務處理方法－租期於首次應用日期起計12個月內結束的租賃	(923)
Lease liabilities relating to operating leases recognised upon application of HKFRS 16 as at 1 January 2019	於二零一九年一月一日應用香港財務報告準則第16號後確認的與經營租賃有關之租賃負債	12,299
Add: Accrued lease payments at 31 December 2018	加：於二零一八年十二月三十一日的應計租賃付款	42,997
Lease liabilities as at 1 January 2019	於二零一九年一月一日的租賃負債	55,296
Analysed as:	分析：	
Current	流動	50,143
Non-current	非流動	5,153
		55,296

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)

HKFRS 16 Leases (Continued)

As a lessee (Continued)

The carrying amount of right-of-use assets for own use as at 1 January 2019 comprises the following:

3. 應用香港財務報告準則（「香港財務報告準則」）之新訂準則及修訂本（續）

於本年度強制生效之香港財務報告準則之新訂準則及修訂本（續）

香港財務報告準則第16號租賃（續）

作為承租人（續）

於二零一九年一月一日自用使用權資產的賬面值包括以下各項：

		Right-of-use assets
		使用權資產
	Note	HK\$'000
	附註	千港元
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16	於應用香港財務報告準則第16號後確認的與經營租賃有關之使用權資產	12,299
Reclassified from prepaid lease payments	自預付租賃付款重新分類 (a)	<u>358,964</u>
		<u>371,263</u>

Note:

(a) Upfront payments for leasehold lands in the PRC for own used properties 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 approximately HK\$9,142,000 and HK\$349,822,000 respectively were reclassified to right-of-use assets.

附註：

(a) 於二零一八年十二月三十一日，用於自用物業的中國租賃土地的預付款項被分類為預付租賃付款。於應用香港財務報告準則第16號後，預付租賃付款的流動及非流動部分分別為約9,142,000港元及349,822,000港元，已重新分類為使用權資產。

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)

HKFRS 16 Leases (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.

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 should be adjusted to reflect the discounting effect at transition. Based on the assessment by the management of the Company, the amount of the adjustment is insignificant and therefore no adjustment to refundable rental deposits received has been made.

The transition to HKFRS 16 has no impact on the accumulated losses at 1 January 2019.

3. 應用香港財務報告準則（「香港財務報告準則」）之新訂準則及修訂本（續）

於本年度強制生效之香港財務報表準則之新訂準則及修訂本（續）

香港財務報告準則第16號租賃（續）

作為出租人

根據香港財務報告準則第16號的過渡性條文，本集團無須就本集團作為出租人的租賃於過渡時作出任何調整，但自首次應用日期起，本集團會根據香港財務報告準則第16號對該等租賃進行入賬，而並無重列比較資料。

於應用香港財務報告準則第16號之前，已收可退還租賃按金被視為貿易及其他應付款項項下應用香港會計準則第17號的租賃權利及義務。根據香港財務報告準則第16號對租賃付款的定義，該等按金並非與使用權資產有關的付款，並須作出調整以反映過渡時的貼現影響。根據本公司管理層的評估，調整金額並不重大，因此並無對已收可退還租賃按金作出調整。

過渡至香港財務報告準則第16號對二零一九年一月一日的累計虧損並無影響。

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

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)

HKFRS 16 Leases (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. 應用香港財務報告準則（「香港財務報告準則」）之新訂準則及修訂本（續）

於本年度強制生效之香港財務報告準則之新訂準則及修訂本（續）

香港財務報告準則第16號租賃（續）

本集團於二零一九年一月一日綜合財務狀況報表確認的金額已作出下列調整。沒有受變動影響的項目並不包括在內。

			Carrying amount previously reported at 31 December 2018	Adjustments	Carrying amount under HKFRS 16 at 1 January 2019
		Note	先前於二零一八年十二月三十一日呈報的賬面金額 HK\$'000 千港元	調整 HK\$'000 千港元	於二零一九年一月一日香港財務報告準則第16號項下的賬面金額 HK\$'000 千港元
Non-current assets	非流動資產				
Right-of-use assets	使用權資產		–	371,263	371,263
Prepaid lease payments—non-current portion	預付租賃款項—非流動部分	(a)	349,822	(349,822)	–
Current assets	流動資產				
Prepaid lease payments—current portion	預付租賃款項—流動部分		9,142	(9,142)	–
Current liabilities	流動負債				
Lease liabilities	租賃負債		–	50,143	50,143
Trade and other payables	貿易及其他應付款項		1,357,228	(42,997)	1,314,231
Non-current liabilities	非流動負債				
Lease liabilities	租賃負債		–	5,153	5,153

Note: For the purpose of reporting cash flows from operating activities under indirect method for the year ended 31 December 2019, movements in working capital have been computed based on opening consolidated statement of financial position as at 1 January 2019 as disclosed above.

附註：就截至二零一九年十二月三十一日止年度根據間接法呈報經營活動所得現金流量而言，營運資金變動已根據上文所披露之於二零一九年一月一日之期初綜合財務狀況報表計算。

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

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

New and amendments to HKFRSs in issued 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 ¹
Amendments to HKFRS 3	Definition of Business ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 1 and HKAS 8	Definition of Material ⁴
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform ⁴
Amendments to HKFRS 16	COVID-19 Related Rent Concession ⁵

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

² 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.

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

⁴ Effective for annual periods beginning on or after 1 January 2020.

⁵ Effective for annual periods beginning on or after 1 June 2020.

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.

3. 應用香港財務報告準則（「香港財務報告準則」）之新訂準則及修訂本（續）

已頒佈但尚未生效之香港財務報告準則之新訂準則及修訂本

本集團並無提早應用下列已頒佈但尚未生效之香港財務報告準則之新訂準則及修訂本：

香港財務報告準則第17號	保險合約 ¹
香港財務報告準則第3號修訂本	業務的定義 ²
香港財務報告準則第10號及香港會計準則第28號修訂本	投資者與其聯營公司或合營企業之間的資產出售或注資 ³
香港會計準則第1號及香港會計準則第8號修訂本	重大的定義 ⁴
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號修訂本	利率基準改革 ⁴
香港財務報告準則第16號修訂本	COVID-19相關的租金寬減 ⁵

¹ 就二零二一年一月一日或之後開始之年度期間生效。

² 就收購日期為於二零二零年一月一日或之後開始的首個年度期間開始當日或之後的業務合併及資產收購生效。

³ 就有待確定日期或之後開始之年度期間生效。

⁴ 就二零二零年一月一日或之後開始之年度期間生效。

⁵ 就二零二零年六月一日或之後開始之年度期間生效。

除下文所述之香港財務報告準則之新訂準則及修訂本外，二零一八年頒佈經修訂財務報告概念框架。框架的重大修訂，*提述香港財務報告準則之概念框架修訂本*，將於二零二零年一月一日或之後開始的年度期間生效。

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 issued but not yet effective (Continued)

Except for the new and amendments to HKFRSs mentioned below, the Directors anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements 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.

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.

3. 應用香港財務報告準則（「香港財務報告準則」）之新訂準則及修訂本（續）

已頒佈但尚未生效之香港財務報告準則之新訂準則及修訂本（續）

除下文所述之香港財務報告準則之新訂準則及修訂本外，董事預期，應用所有其他香港財務報告準則之新訂準則及修訂本於可見將來不會對綜合財務報表造成重大影響。

香港會計準則第1號及香港會計準則第8號重大的定義修訂本

該修訂本透過載入作出重大判斷時的額外指引及解釋，對重大的定義進行修訂。尤其是有關修訂：

- 包含「掩蓋」重要資料的概念，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。

該修訂本與各香港財務報告準則的定義一致，並將在本集團於二零二零年一月一日開始的年度期間強制生效。預期應用該修訂本不會對本集團的財務狀況及表現造成重大影響，惟可能影響於綜合財務報表中的呈列及披露。

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

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

New and amendments to HKFRSs in issued but not yet effective (Continued)

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.

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.

3. 應用香港財務報告準則（「香港財務報告準則」）之新訂準則及修訂本（續）

已頒佈但尚未生效之香港財務報告準則之新訂準則及修訂本（續）

二零一八年財務報告概念框架（「新框架」）及提述香港財務報告準則之概念框架修訂本

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，惟不會改變負債與股本工具之間的區別；
- 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益，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。

相應修訂已作出，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。該修訂本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。

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

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 Exchange (the “Listing Rule”) and by the Hong Kong Companies Ordinance (the “CO”).

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 value at the end of each 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.

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 *Lease* (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*.

4. 主要會計政策

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表載有聯交所證券上市規則（「上市規則」）及香港公司條例（「公司條例」）規定之適用披露事項。

於各報告期末，除投資物業及若干金融工具以公平值計量外，綜合財務報表乃根據歷史成本基準編製（詳情見下文會計政策）。

歷史成本一般根據貨品及服務交換所得代價之公平值而釐定。

公平值是於計量日期市場參與者間於有秩序交易中出售資產所收取或轉讓負債須支付之價格，而不論該價格為可直接觀察取得或可使用其他估值方法估計。於估計資產或負債之公平值時，本集團會考慮該等市場參與者於計量日期對資產或負債定價時所考慮之資產或負債之特點。於此等綜合財務報表中作計量及／或披露用途之公平值乃按此基準釐定，惟以下各項除外：屬於香港財務報告準則第2號以股份為基礎之付款範圍內之以股份為付款基礎之交易、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號租賃（應用香港財務報告準則第16號前）入賬之租賃交易，以及其計量與公平值之計量存在某些相似之處但並非公平值，例如香港會計準則第2號存貨之可變現淨值或香港會計準則第36號資產減值之使用價值。

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)

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 at initial recognition the results of the valuation technique equals the transaction price.

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 follow:

- 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.

4. 主要會計政策 (續)

非金融資產之公平值計量計及市場參與者通過以最高及最佳用途使用其資產或將其出售予以最高及最佳用途使用其資產之另一市場參與者，而產生經濟利益之能力。

就按公平值交易的金融工具及投資物業以及於其後期間使用不可觀察輸入數據計量公平值的估值技術而言，估值技術會進行調整，以令初步確認時估值技術的結果等於交易價格。

此外，就財務報告而言，公平值計量分為第一層級、第二層級或第三層級，此等層級之劃分乃根據公平值計量所使用輸入數據的可觀察程度及該數據對公平值計量的整體重要性產生，並概述如下：

- 第一層級輸入數據指該實體於計量日期由活躍市場上獲得的相同資產或負債的報價（未經調整）；
- 第二層級輸入數據指直接或間接可觀察資產或負債（除計入第一層級內的報價外）的輸入數據；及
- 第三層級輸入數據指不可觀察資產或負債的輸入數據。

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

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The principal accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved where 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.

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.

4. 主要會計政策 (續)

主要會計政策載列如下。

綜合基準

綜合財務報表包括本公司及由本公司及其附屬公司控制之實體(包括結構實體)之財務報表。當本公司符合以下情況,即取得控制權:

- 有權控制被投資方;
- 因其參與被投資方業務而承擔可變回報的風險或享有權利;及
- 有能力以其權力影響其回報。

倘有事實及情況顯示上列三項控制權元素之其中一項或多項有變,本集團會重新評估其是否控制被投資方。

本集團於獲得附屬公司控制權時將附屬公司綜合入賬,並於失去附屬公司控制權時終止綜合入賬。具體而言,於本年度內購入或出售之附屬公司之收入及開支,按自本集團獲得控制權當日起至本集團失去附屬公司控制權當日止,計入綜合損益及其他全面收益表內。

損益及其他全面收入之各項目歸本公司擁有人及非控股權益所有。附屬公司之全面收入總額歸本公司擁有人及非控股權益所有,即使由此引致非控股權益結餘為負數。

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)

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

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

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

Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests is adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

4. 主要會計政策 (續)

綜合基準 (續)

必要時會調整附屬公司之財務報表以使其會計政策與本集團會計政策一致。

與本集團成員公司間交易相關的所有集團內公司間資產與負債、權益、收入、開支及現金流量已於綜合賬目時全數對銷。

於附屬公司之非控股權益與本集團於當中的權益分開呈列，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的變動

未導致本集團失去對附屬公司控制權的本集團於附屬公司權益的變動乃以股本交易入賬。本集團相關權益的部分及非控股權益的賬面值會被調整，以反映彼等於附屬公司中相關權益的變動（包括根據本集團及非控股權益的權益比例於本集團及非控股權益之間重新分配相關儲備）。

調整之非控股權益金額與已付或已收代價公平值之間的任何差額直接於權益確認並歸屬於本公司擁有人。

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)

Changes in the Group's interests in existing subsidiaries (Continued)

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) 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 (including goodwill), and liabilities of the subsidiary attributable to owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/ permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

4. 主要會計政策 (續)

綜合基準 (續)

本集團於現有附屬公司權益的變動 (續)

當本集團失去對附屬公司的控制權時，該附屬公司的資產及負債以及非控股權益（如有）將被終止確認。收益或虧損於損益確認，並按(i)已收代價的公平值與任何保留權益公平值之和與(ii)資產（包括商譽）以及本公司擁有人應佔附屬公司負債賬面值之間的差額計算。之前於其他全面收益確認有關該附屬公司的所有金額均按猶如本集團直接出售該附屬公司相關資產或負債的方式入賬（即根據適用香港財務報告準則的規定／許可，重新分類至損益或轉撥至另一類權益）。於失去控制權當日保留於前附屬公司之任何投資之公平值的其後會計處理乃根據香港財務報告準則第9號視為初步確認之公平值，或（如適用）視為初步確認於聯營公司或合營企業投資的成本。

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)

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Income Taxes* and HKAS 19 *Employee Benefits* respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 *Share-based Payment* at the acquisition date (see the accounting policy below); and

4. 主要會計政策 (續)

業務合併

收購業務採用收購法入賬。業務合併所轉撥之代價按公平值計量，而計算方法為本集團所轉讓之資產、本集團向被收購方原擁有人產生之負債及本集團就交換被收購方之控制權發行之股權於收購日期之公平值之總額。有關收購之成本通常於產生時確認於損益中。

於收購日期，所收購可識別資產及所承擔負債按其公平值確認，惟下列項目除外：

- 遞延稅項資產或負債及與僱員福利安排有關的資產或負債分別根據香港會計準則第12號*所得稅*及香港會計準則第19號*僱員福利*確認及計量；
- 與被收購方以股份為基礎之付款安排或本集團訂立以股份為基礎之付款安排取代被收購方以股份為基礎之付款安排有關的負債或股本工具，於收購日期根據香港財務報告準則第2號以*股份為基礎之付款*計量（見下文會計政策）；及

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)

Business combinations (Continued)

- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at the acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

4. 主要會計政策 (續)

業務合併 (續)

- 根據香港財務報告準則第5號持作出售的非流動資產及已終止經營業務分類為持作出售的資產 (或出售組別) 根據該項準則計量; 及
- 租賃負債按餘下租賃付款額的現值 (定義見香港財務報告準則第16號) 確認和計量, 猶如所購租賃於收購日期為新租賃, 惟以下情況的租賃除外: (a) 租期於收購日期的12個月內結束; 或(b) 相關資產屬低價值。使用權資產的確認和計量與相關租賃負債的金額相同, 並進行調整以反映與市場條款相比租賃的有利或不利條款。

商譽乃以所轉讓的代價、任何非控股權益於被收購方中所佔金額及收購方以往持有的被收購方股權 (如有) 公平值的總和超出收購日期所收購可識別資產及所承擔負債淨額的部分計量。倘經過重新評估後, 所收購可識別資產及所承擔負債淨額超出所轉讓代價、任何非控股權益於被收購方中所佔金額及收購方以往持有的被收購方股權 (如有) 公平值的總和, 則超出部分即時於損益內確認為議價收購收益。

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)

Business combinations (Continued)

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value.

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at fair value at subsequent reporting dates, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains controls), and the resulting gain or loss, if any, is recognised in profit or loss or other comprehensive income, as appropriate. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income and measured under HKFRS 9 would be accounted for on the same basis as would be required if the Group had disposed directly of the previously held equity interest.

4. 主要會計政策 (續)

業務合併 (續)

屬現時所有權權益且於清盤時讓持有人有權按比例分佔相關附屬公司資產淨值的非控股權益，可初步按非控股權益應佔被收購方可識別資產淨值的已確認金額比例或公平值計量。

倘本集團於業務合併中轉讓之代價包括或然代價安排，或然代價按其收購日期公平值計量並視為於業務合併中所轉讓代價之一部分。或然代價之公平值變動如符合資格作為計量期調整，則會追溯調整。計量期調整指於「計量期」內取得有關於收購日期存在事實及情況之額外資料而產生之調整。計量期不得超過收購日期起計一年。

不符合計量期調整條件之或然代價，其往後入賬方式應取決於或然代價之分類方法。分類為權益之或然代價於其後之報告日期不會重新計量，其日後結算於權益內入賬。分類為資產或負債之或然代價於其後之報告日期按公平值重新計量，並於損益確認相應收益或虧損。

倘業務合併是分階段達成，本集團先前於被收購方持有的股本權益於收購日期（即本集團取得控制權日期）重新計量其公平值，由此所產生的收益或虧損（如有）於損益或其他全面收益（如適用）中確認。如本集團直接出售先前持有之股權，先前根據香港財務報告準則第9號於其他全面收益確認及計量之於收購日期前於被收購方持有之權益產生之金額將須按同一基準入賬。

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

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Business combinations (Continued)

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted retrospectively during the measurement period (see above), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

Goodwill

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

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

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

4. 主要會計政策 (續)

業務合併 (續)

倘業務合併之初步會計處理於進行合併之報告期末仍未完成，則本集團就仍未完成會計處理之項目呈報暫定金額。該等暫定金額於計量期（見上文）內作出追溯調整，並確認額外資產或負債，以反映就於收購日期已存在事實及情況取得之新資料（倘知悉該等資料，將會影響於當日確認之金額）。

商譽

收購一項業務產生之商譽乃按於業務收購日期（見上文會計政策）所確立之成本減累計減值虧損（如有）列賬。

為進行減值測試，商譽會被分配至預期因合併之協同效應而得益之本集團各個現金產生單位（或現金產生單位組別），即就內部管理而言監察商譽的最低層面及不大於經營分部。

獲分配商譽的現金產生單位（或現金產生單位組別）會每年進行減值測試，或於有跡象顯示該單位可能出現減值時進行更頻密的減值測試。就於某一報告期內因收購所產生之商譽而言，獲分配商譽之現金產生單位（或現金產生單位組別）於該報告期末前進行減值測試。倘現金產生單位（或現金產生單位組別）的可回收金額少於其賬面值，則減值虧損會先用作減低任何分配至商譽的賬面值，其後則按該單位內各項資產賬面值的比例分配至該單位的其他資產。

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)

Goodwill (Continued)

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

The Group's policy for goodwill arising on the acquisition of an associate and a joint venture is described below.

Interests in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

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.

4. 主要會計政策 (續)

商譽 (續)

於出售相關現金產生單位 (或現金產生單位組別內的任何現金產生單位) 時, 會於釐定出售的損益金額時計入商譽的應佔金額。當本集團出售現金產生單位 (或現金產生單位組別內的一個現金產生單位) 內的業務時, 所出售商譽金額按所出售業務 (或現金產生單位) 與所保留現金單位 (或現金產生單位組別) 部分的相對價值計量。

本集團有關收購聯營公司及合營企業所產生商譽之政策載列如下。

於聯營公司及合營企業之權益

聯營公司為一間本集團對其擁有重大影響力之實體。重大影響力乃有權參與被投資方之財務及經營政策決定而非控制或共同控制該等政策。

合營企業指一項聯合安排, 對安排擁有共同控制權之訂約方據此對聯合安排之資產淨值擁有權利。共同控制是指按照合約約定對某項安排所共有的控制, 共同控制僅在當相關活動要求共同享有控制權之各方作出一致同意之決定時存在。

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 associates and joint ventures (Continued)

The results and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is or the portion so classified is accounted for in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*. Any retained portion of an investment in an associate or a joint venture that has not been classified as held for sale continues to be accounted for using the equity method. The financial statements of associates and 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 an associate or 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 associate or joint venture. Changes in net assets of the associate/joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate or joint ventures exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or 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 associate or joint venture.

An interest in an associate or joint ventures is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or 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)

於聯營公司及合營企業之權益 (續)

聯營公司及合營企業之業績及資產與負債以權益會計法綜合計入此等綜合財務報表，惟當投資或其一部分分類為持作出售時除外，於此情況下，其或如此分類的一部分根據香港財務報告準則第5號持作出售的非流動資產及已終止經營業務入賬。尚未分類為持作出售的於聯營公司或合營企業之投資的任何保留部分繼續使用權益法入賬。聯營公司及合營企業用於會計權益之財務報表以與本集團於相似情形下的類似交易及事項所用的一致會計政策編製。根據權益法，於聯營公司或合營企業之投資初步按成本於綜合財務狀況報表確認，並於其後就確認本集團應佔該聯營公司或合營企業之損益及其他全面收益而作出調整。除損益及其他全面收益之外，聯營公司／合營企業資產淨值的變動不會入賬，除非該等變動導致本集團持有的所有權權益出現變動。當本集團應佔聯營公司或合營企業之虧損超出本集團於該聯營公司或合營企業之權益（包括實質上成為本集團於該聯營公司或合營企業投資淨額一部分之任何長期權益）時，本集團終止確認其所佔進一步虧損。僅於本集團已產生法律或推定責任，或已代表該聯營公司或合營企業支付款項之情況下，方會進一步確認虧損。

於被投資方成為一間聯營公司或合營企業當日，於聯營公司或合營企業之權益採用權益法入賬。於收購一間聯營公司或合營企業之投資時，投資成本超過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部分乃確認為商譽，並計入投資之賬面值。於重新評估後本集團所佔可識別資產及負債之公平淨值高於投資成本的任何部分於收購投資之期間即時在損益確認。

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 associates and joint ventures (Continued)

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 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 is not allocated to any asset, including goodwill, that 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.

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of HKFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or joint venture and the fair value of any retained interest and any proceeds from disposing the relevant interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate or joint venture.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

4. 主要會計政策 (續)

於聯營公司及合營企業之權益 (續)

本集團評估是否存在客觀證據顯示於一間聯營公司或合營企業的權益可能存在任何減值。如存在任何客觀證據，該項投資（包括商譽）的全部賬面值將根據香港會計準則第36號以單一資產方式進行減值測試，方法是比較其可收回金額（即使用價值與公平值減出售成本的較高者）與其賬面值。任何已確認減值虧損不分配至構成該項投資賬面值的一部分之任何資產（包括商譽）。有關減值虧損的任何撥回乃於該項投資的可收回金額其後增加時根據香港會計準則第36號確認。

倘本集團不再對聯營公司有重大影響或共同控制合營企業，則按出售於被投資方之全部權益入賬，而所得收益或虧損則於損益中確認。倘本集團保留於原聯營公司或合營企業之權益且該保留權益為香港財務報告準則第9號範疇內的金融資產，則本集團會於該日按公平值計量保留權益，而該公平值被視為於初步確認時之公平值。聯營公司或合營企業之賬面值與任何保留權益及出售聯營公司或合營企業有關權益之任何所得款項公平值間之差額，會於釐定出售該聯營公司或合營企業之收益或虧損時計入。此外，本集團會將先前在其他全面收入就該聯營公司或合營企業確認之所有金額入賬，基準與該聯營公司或合營企業直接出售相關資產或負債所需基準相同。因此，倘該聯營公司或合營企業先前已於其他全面收入確認之收益或虧損，會於出售相關資產或負債時重新分類至損益。本集團會於出售／部分出售相關聯營公司或合營企業時將收益或虧損由權益重新分類至損益（作為重新分類調整）。

當於聯營公司之投資成為於合營企業之投資或於合營企業之投資成為於聯營公司之投資時，本集團將繼續使用權益法。於此類所有權權益變動發生時，公平值不會重新計量。

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)

Interests in associates and joint ventures (Continued)

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

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.

4. 主要會計政策 (續)

於聯營公司及合營企業之權益 (續)

倘本集團削減其於聯營公司或合營企業之所有權權益而本集團繼續採用權益法，若有關收益或虧損會於出售相關資產或負債時重新分類至損益，則本集團會將先前已於其他全面收入確認與削減所有權權益有關之收益或虧損部分重新分類至損益。

當集團實體與本集團之聯營公司或合營企業進行交易時，則與聯營公司或合營企業交易所產生溢利及虧損僅於聯營公司或合營企業之權益與本集團無關時，方於本集團之綜合財務報表確認。

待出售非流動資產

倘非流動資產及出售組別之賬面值將主要透過一項出售交易而非透過持續使用而收回，則該非流動資產及出售組別會分類為待出售。僅當該資產（或出售組別）可於其現況下即時出售（惟須遵守有關出售該資產（或出售組別）的一般及慣常的條款）及該項出售被視為極可能時，方會視為符合本條件。管理層須致力促成出售，且預期自分類日期起計一年內符合資格確認為已完成出售。

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)

Non-current assets held for sale (Continued)

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.

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 to sell.

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)

待出售非流動資產 (續)

倘若本集團承擔一項涉及失去附屬公司控制權的銷售計劃，並符合上述標準時，則該附屬公司之所有資產及負債分類為待出售（不論本集團於該銷售後會否保留於相關附屬公司之非控股權益）。

倘若本集團承擔一項涉及出售於聯營公司或合營公司之投資或部分投資的銷售計劃，並符合上述標準時，則將予出售之投資或部分投資會被分類為待出售，且本集團由該投資（或部分投資）被分類為待出售當日起，就該被分類為待出售的部分終止採用權益法。

分類為待出售非流動資產（及出售組別）則按其先前之賬面值與其公平值減銷售成本兩者之較低者計量。

來自客戶合約的收益

本集團於達成履約責任時確認收入，即當與特定履約責任相關的貨品或服務的「控制權」轉移予客戶時。

履約責任指一個明確貨品或一項明確服務（或一批明確貨品或服務）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 or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

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

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.

4. 主要會計政策 (續)

來自客戶合約的收益 (續)

倘符合下列其中一項標準，則控制權在一段時間內轉移，而收益會參考已完成相關履約責任的進度於一段時間內確認：

- 於本集團履約時，客戶同時取得並耗用本集團履約所提供的利益；
- 本集團的履約產生或提升一項資產，而該項資產於本集團履約時由客戶控制；或
- 本集團的履約並未產生對本集團有替代用途的資產，且本集團對迄今已完成履約的付款具有可強制執行的權利。

否則，收益會在當客戶獲得明確貨品或服務的控制權時在某一時點確認。

合約資產指本集團就本集團已向客戶轉讓的貨品或服務而於交換中收取代價的權利（尚未成為無條件），根據香港財務報告準則第9號評估減值。相反，應收賬款指本集團收取代價的無條件權利，即代價到期付款前僅需時間推移。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the 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)

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.

Contracts with multiple performance obligations (including allocation of transaction price)

For contracts that contain more than one performance obligation, the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis.

The stand-alone selling price of the distinct good or service underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell a promised good or service separately to a customer. If a stand-alone selling price is not directly observable, the Group estimates it using appropriate techniques such that the transaction price ultimately allocated to any performance obligation reflects the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to the customer.

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.

4. 主要會計政策 (續)

來自客戶合約的收益 (續)

合約負債指本集團因已向客戶收取代價 (或已到期收取代價) 而須向客戶轉讓貨品或服務的責任。

與同一合約有關的合約資產及合約負債均按淨額基準入賬及呈列。

具多項履約責任的合約 (包括分配交易價格)

就包含多於一項履約責任的合約而言, 本集團按照相對獨立售價基準將交易價格分配至各履約責任。

有關各履約責任的明確貨品或服務的獨立售價於合約開始時釐定。該價格指本集團將單獨向客戶出售承諾貨品或服務的價格。倘獨立售價不可直接觀察, 本集團將使用適當技術進行估計, 以使最終分配至任何履約責任的交易價格可反映本集團向客戶轉讓承諾貨品或服務預期有權獲得的代價金額。

在一段時間內確認收益: 計量完全完成履行履約責任的進度

投入法

完全完成履行履約責任的進度乃根據投入法計量, 即透過按本集團為完成履約責任而產生的支出或投入 (相對於預期為完成履約責任的總投入) 確認收益, 有關方法最能反映本集團於轉讓貨品或服務控制權方面的履約情況。

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)

Existence of significant financing component

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

For contracts where the period between payment and transfer of the associated goods or services is less than one year, the Group applies the practical expedient of not adjusting the transaction price for any significant financing component.

For advance payments received from customers before the transfer of the associated goods or services in which the Group adjusts for the promised amount of consideration for a significant financing component, the Group applies a discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. The relevant interest expenses during the period between the advance payments were received and the transfer of the associated goods and services are accounted for on the same basis as other borrowing costs.

For contracts where the Group transferred the associated goods or services before payments from customers in which the Group adjusts for the promised amount of consideration for significant financing components, the Group applies a discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. The Group recognises interest income during the period between the payment from customers and the transfer of the associated goods or services.

4. 主要會計政策 (續)

來自客戶合約的收益 (續)

存在重大融資成分

於釐定交易價格時，倘經協定付款時間（不論以暗示或明示方式）為客戶或本集團帶來轉讓貨品或服務予客戶之重大融資利益，本集團將就貨幣時間價值之影響而調整已承諾之代價金額。在該等情況下，合約包括重大融資成分。無論融資承諾是否於合約中明確規定或於合約之訂約方協定的付款條款中隱含，均可能存在重大融資成分。

就付款及轉讓相關貨品或服務之間隔短於一年之合約而言，本集團就任何重大融資成分採用不調整交易價格之可行權宜方法。

就於轉讓本集團已就重大融資成分而調整已承諾之代價金額之相關貨品或服務前自客戶收取之預付款而言，本集團應用將於本集團與客戶之間於合約開始之獨立融資交易中反映之貼現率。收取於預付款期間之相關利息開支，且轉讓相關貨品及服務按相同基準入賬列作其他借貸成本。

就本集團已就重大融資成分而調整已承諾之代價金額的客戶付款前的本集團轉讓相關貨品或服務之合約而言，本集團應用將於本集團與客戶之間於合約開始之獨立融資交易中反映之貼現率。本集團於客戶付款及轉讓相關貨品或服務之期間確認利息收入。

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

The Group as a lessee (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, including contract for acquisition of ownership interests of a property which includes both leasehold land and non-lease building components, unless such allocation cannot be made reliably.

The Group also applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

4. 主要會計政策 (續)

租賃

租賃之定義 (根據附註3所述之過渡安排而應用香港財務報告準則第16號後)

倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約為租賃或包含租賃。

對於在首次應用日期當日或之後訂立或修訂或因業務合併而產生合約，本集團根據香港財務報告準則第16號的定義於初始、修訂日期或收購日期評估合約是否為租賃或包含租賃。除非合約的條款及條件其後出現變動，否則有關合約將不予重新評估。

本集團作為承租人 (根據附註3之過渡條文應用香港財務報告準則第16號後)

將代價分配至合約組成部分

對於包含一項租賃組成部分及一項或多項額外租賃或非租賃組成部分的合約，本集團根據租賃組成部分的相對單獨價格及非租賃組成部分的單獨價格總和將合約代價分配至各個租賃組成部分，包括獲得物業（包括租賃土地及非租賃樓宇部分）所有權權益的合約，除非該等分配不能可靠進行。

本集團亦採用可行權宜方法，不將非租賃部分從租賃部分區分開來，而將租賃部分及任何相關非租賃部分作為一項單獨的租賃部分入賬。

作為可行權宜方法，具有類似特徵的租賃於本集團合理預期其對綜合財務報表的影響將不會與組合內個別租賃出現重大差異時按組合基準入賬。

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

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)

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of offices that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

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 as a separate line item on the consolidated statement of financial position.

4. 主要會計政策 (續)

租賃 (續)

本集團作為承租人 (根據附註3所述之過渡安排而應用香港財務報告準則第16號後) (續)

短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用於租期自開始日期起為12個月或以下並且不包括購買選擇權之辦公室之租賃。其亦對低價值資產租賃應用確認豁免。短期租賃及低價值資產租賃之租賃付款於租期內按直線法或另一系統性基準於租期內確認為開支。

使用權資產

使用權資產成本包括：

- 租賃負債的初步計量金額；
- 於開始日期或之前作出的任何租賃付款，減去所收取的任何租賃優惠；
- 本集團產生的任何初步直接成本；及
- 本集團拆除及移除相關資產、恢復相關資產所在場地或將相關資產恢復至租賃條款及條件所規定狀態產生的估計成本。

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作出調整。

本集團合理確定將於租期結束時取得相關租賃資產之所有權之使用權資產自開始日期起至可使用年期結束折舊。否則，使用權資產於其估計可使用年期及租期之較短者以直線法折舊。

本集團將使用權資產於綜合財務狀況報表呈列為獨立項目。

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)

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;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

4. 主要會計政策 (續)

租賃 (續)

本集團作為承租人 (根據附註3所述之過渡安排而應用香港財務報告準則第16號後) (續)

可退還租賃按金

已付之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」) 入賬及初步按公平值計量。於初步確認時對公平值之調整被視為額外租賃付款並計入使用權資產成本。

租賃負債

於租賃開始日期，本集團按於當日尚未支付之租賃付款之現值確認及計量租賃負債。於計算租賃付款之現值時，倘租賃隱含之利率無法容易釐定，則本集團使用於租賃開始日期之增量借款利率。

租賃付款包括：

- 固定付款 (包括實質固定付款) 減任何應收租賃優惠；
- 基於指數或利率的可變租賃付款，使用開始日期的指數或利率初步計量；
- 剩餘價值擔保下本集團的預期應付款項；
- 本集團合理確定將予行使之購買選擇權之行使價；及
- 支付終止租賃的罰款 (倘租賃條款反映本集團行使終止租賃選擇權)。

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)

Leases (Continued)

Lease liabilities (Continued)

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments. The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

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, including the cost of acquiring land held under operating leases, are recognised as an expense on a straight-line basis over the lease term.

The Group as 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 straightline 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 are presented as revenue.

4. 主要會計政策 (續)

租賃 (續)

租賃負債 (續)

於開始日期後，租賃負債按應計利息及租賃付款調整。本集團將租賃負債於綜合財務狀況報表呈列為獨立項目。

本集團作為承租人 (於二零一九年一月一日之前)

凡租賃之條款將所有權之絕大部分風險及回報轉移至承租人，該等租賃分類為融資租賃。所有其他租賃均列作經營租賃。

經營租賃付款 (包括經營租賃項下持有之土地收購成本) 以直線法，按租期確認為開支。

本集團作為出租人

租賃之分類及計量

本集團為出租人之租賃乃分類為融資或經營租賃。當租賃條款將相關資產擁有權附帶的絕大部分風險及回報轉移至承租人時，該合約乃分類為融資租賃。所有其他租賃乃分類為經營租賃。

經營租賃的租金收入在相關租賃期限內按照直線法於損益確認。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，除根據公平值模型計量之投資物業外，有關成本於租賃期內按直線法確認為開支。

本集團日常業務過程中產生的租金收入呈列為收益。

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)

Property, plant and equipment

Property, plant and equipment are intangible assets that are held for use in the production or supply of goods or services, or for administrative purposes (other than construction in progress). Property, plant and equipment are stated in the consolidated statement of financial position at costs less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Buildings in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised accumulated impairment loss. Costs include professional fees. 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 that is accounted for as an operating lease 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. 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.

Depreciation is recognised so as to write-off the cost of assets other than construction in progress less their residual values 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.

4. 主要會計政策 (續)

物業、廠房及設備

物業、廠房及設備為持有用於生產或供應貨品或服務或持有作行政用途的無形資產(在建工程除外)。物業、廠房及設備於綜合財務狀況報表內按成本減其後累計折舊及其後累計減值虧損(如有)列賬。

用作生產、供應或行政用途的在建樓宇按成本扣除任何已確認累計減值虧損後列賬。成本包括專業費用。該等物業於完工時及可隨時作擬定用途時分類至物業、廠房及設備的適當類別。該等資產可隨時作擬定用途時按與其他物業資產相同的基準開始計提折舊。

於租賃土地及樓宇之擁有權權益

當本集團就物業(包括租賃土地及樓宇成分)的擁有權權益作出付款時,全部代價按於首次確認時之相對公平值比例,於租賃土地及樓宇成分之間進行分配。

倘相關付款分配能可靠計量時,按經營租賃入賬的於租賃土地的權益於綜合財務狀況報表「使用權資產」(於應用香港財務報告準則第16號後)或「預付租賃款項」(於應用香港財務報告準則第16號前)呈列。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。

資產(在建工程除外)之折舊按估計使用年期使用直線法撇銷成本(扣除剩餘價值後)確認。估計使用年期、剩餘價值及折舊方法於各報告期末檢討,而任何估計變動之影響按未來適用基準相應入賬。

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

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment (Continued)

Ownership interests in leasehold land and building (Continued)

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.

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Effective 1 January 2019, investment properties also include leased properties which are being recognised as right-of-use assets upon application of HKFRS 16 and subleased by the Group under operating leases.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value, adjusted to exclude any prepaid or accrued operating lease income.

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 disposal. Effective 1 January 2019, a leased property which is recognised as a right-of-use asset upon application of HKFRS 16 is derecognised if the Group as intermediate lessor classifies the sublease as a finance lease. 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 profit or loss in the period in which the property is derecognised.

4. 主要會計政策 (續)

物業、廠房及設備 (續)

於租賃土地及樓宇之擁有權權益 (續)

物業、廠房及設備項目於出售後或於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。於出售或報廢物業、廠房及設備項目時產生的任何收益或虧損釐定為資產的銷售所得款項與賬面值的差額，於損益確認。

投資物業

投資物業指持作賺取租金及／或待資本增值之物業。

自二零一九年一月一日起，投資物業亦包括應用香港財務報告準則第16號後確認為使用權資產及由本集團根據經營租賃分租的租賃物業。

投資物業初步按成本（包括任何直接應佔開支）計量。於初始確認後，投資物業按公平值計量，並就剔除任何預付或應計經營租賃收入作出調整。

投資物業之公平值變動所產生之盈虧於產生期間計入損益。

投資物業乃於出售後或在投資物業永久不再使用或預期出售物業不會產生未來經濟利益時終止確認。自二零一九年一月一日起，倘本集團作為中間出租人將分租分類為融資租賃，則終止確認於應用香港財務報告準則第16號後確認為使用權資產的租賃物業。終止確認該物業時產生之任何損益（按出售所得款項淨額與該資產之賬面值之差額計算）計入該物業終止確認期間之損益內。

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)

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

Provisions for the expected cost of assurance-type warranty obligations under the relevant contracts with customers are recognised at the date of sale of the relevant products, at the directors' best estimate of the expenditure required to settle the Group's obligation.

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

For onerous contracts relating to leases in which the Group opts to apply HKFRS 16.C10(b) practical expedient at date of initial application of HKFRS 16, the Group adjusted the amount of provision for onerous leases recognised in the consolidated statement of financial position immediately before the date of initial application to the relevant right-of-use assets.

4. 主要會計政策 (續)

撥備

當本集團因過往事件而須承擔現有責任(法定或推定)、本集團很有可能須履行有關責任且能可靠地估計該責任之金額時, 確認有關撥備。

確認為撥備之金額乃計及與責任有關之風險及不明朗因素後, 於報告期末就履行現有責任所須代價所作之最佳估計。若使用就履行現有責任所估計之現金流量來計量撥備, 其賬面值為該等現金流量現值(如貨幣時間價值的影響屬重大)。

相關客戶合約項下保證型質保責任之預期成本撥備於有關產品銷售日期按董事對履行本集團責任所需開支之最佳估計確認。

虧損合約產生之現有責任按撥備確認及計量。當本集團的一項合約內完成合約項下責任的不可避免之成本超出預期自該合約收取之經濟收益, 即視為存在虧損合約。

對於本集團選擇在初始應用香港財務報告準則第16號之日應用香港財務報告準則第16.C10(b)條可行權宜方法的租賃有關的虧損合約而言, 本集團已於緊接初始應用至相關使用權資產日期前調整綜合財務狀況表中確認的虧損合約的撥備金額。

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

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Borrowing costs

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

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 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. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as a deduction from the carrying amount of the relevant asset in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivables as compensation for expenses or losses already incurred or 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.

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

4. 主要會計政策 (續)

借貸成本

所有借貸成本於其產生期間在損益中確認。

政府補助金

在合理地保證本集團會遵守政府補助金的附帶條件以及將會得到補助後，政府補助金方會予以確認。

政府補助金乃就本集團確認有關支出（預期補助可予抵銷成本的支出）期間按系統化的基準於損益中確認。具體而言，以要求本集團購買、建造或收購非流動資產為主要條件的政府補助金乃於綜合財務狀況報表確認為相關資產的賬面值減少，並於相關資產的可用年期內基於系統合理基準轉撥至損益中。

政府補助金是抵銷已產生的支出或虧損或旨在給予本集團的即時財務支援（而無未來有關成本）的應收款項，於有關補助金成為應收款項的期間在損益中確認。

按低於市場利率作出的政府貸款的收益被視為政府補助金，按所收取的所得款項與按現行市場利率計算的貸款公平值之間的差額計量。

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

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 settlement 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.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss (“FVTPL”)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

4. 主要會計政策 (續)

金融工具

倘集團實體成為工具合約條文的訂約方，則就此確認金融資產及金融負債。所有以正常方式購買或銷售之金融資產按結算日之基準確認及終止確認。以正常方式購買或銷售指按照市場規定或慣例於一段期限內須進行資產交付之金融資產買賣。

金融資產及金融負債初步以公平值計量，惟來自客戶合約的貿易應收款項除外，其初步根據香港財務報告準則第15號計量。收購或發行金融資產及金融負債（按公平值計入損益（「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乃於初步確認時在金融資產或金融負債之公平值加入或扣除（如適用）。收購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於損益內確認。

實際利率法乃計算金融資產或金融負債之攤銷成本及按相關期間攤分利息收入及利息開支之方法。實際利率為可準確透過金融資產或金融負債之估計年期或（倘適用）在較短期間內對估計未來現金收入及付款（包括所支付或收取屬實際利率構成部分之全部費用及積分、交易成本及其他溢價或折讓）折算至初步確認之賬面淨值之利率。

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)

Interest/dividend income which are derived from the Group's ordinary course of business are presented as revenue.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

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

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

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

4. 主要會計政策 (續)

金融工具 (續)

本集團日常業務過程中產生的利息／股息收入呈列為收益。

金融資產

金融資產的分類及其後計量

滿足以下條件的金融資產其後按攤銷成本計量：

- 金融資產由一個旨在以收取合約現金流量的業務模式所持有；及
- 合約條款於特定日期產生的現金流量純粹為支付本金及未償還本金之利息。

滿足以下條件的金融資產其後按公平值計入其他全面收益（「按公平值計入其他全面收益」）計量：

- 金融資產由一個以出售及收取合約現金流量來實現目標的業務模式所持有；及
- 合約條款於特定日期產生的現金流量純粹為支付本金及未償還本金之利息。

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

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

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.

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.

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)

所有其他金融資產其後按公平值計入損益計量，但在初始應用香港財務報告準則第9號／初始確認金融資產之日，倘該股本投資既非持作買賣，亦非香港財務報告準則第3號業務合併所適用之業務合併收購方確認的或然代價，本集團可能不可撤銷地選擇於其他全面收益呈列股本投資的其後公平值變動。

金融資產於下列情況下分類為持作買賣：

- 收購的主要目的為於短期作出售用途；或
- 於初始確認時構成本集團合併管理的已識別金融工具組合的一部分，並具有近期實際短期獲利模式；或
- 並非作為指定及有效對沖工具的衍生工具。

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

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments/receivables subsequently measured at FVTOCI. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

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)

此外，本集團可能不可撤銷地指定須按攤銷成本或按公平值計入其他全面收益計量的金融資產為按公平值計入損益計量（倘若此舉可消除或顯著減少會計錯配）。

(i) 攤銷成本及利息收入

其後按攤銷成本計量的金融資產及其後按公平值計入其他全面收益計量的債務工具／應收款項的利息收入乃使用實際利息法予以確認。利息收入乃對一項金融資產賬面總值應用實際利率予以計算，惟其後出現信貸減值的金融資產除外（見下文）。就其後出現信貸減值的金融資產而言，自下一報告期起，利息收入乃對金融資產攤銷成本應用實際利率予以確認。倘信貸減值金融工具的信貸風險好轉，使金融資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期開始起利息收入乃對金融資產賬面總值應用實際利率予以確認。

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)

(ii) 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 accumulated loss.

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.

(iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "change in fair value of finance assets mandatorily measured at fair value through profit or loss" line item.

4. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

(ii) 指定為按公平值計入其他全面收益之股本工具

按公平值計入其他全面收益之股本工具投資乃其後按公平值計量，公平值變動產生的收益及虧損於其他全面收益中確認，並於投資重估儲備中累計；毋須進行減值評估。累計收益或虧損將不重新分類至出售股本投資之損益，並將轉撥至累計虧損。

當本集團確認收取股息的權利時，該等股本工具投資的股息於損益中確認，除非股息明確表示收回部分投資成本。

(iii) 按公平值計入損益之金融資產

並不符合按攤銷成本或按公平值計入其他全面收益計量或指定按公平值計入其他全面收益標準之金融資產，均按公平值計入損益計量。

按公平值計入損益之金融資產於各報告期末按公平值計量，當中任何的公平值收益或虧損於損益中確認。於損益中確認之收益或虧損淨額將不包括金融資產所賺取的任何股息或利息，並計入「強制按公平值計入損益計量之金融資產之公平值變動」項目中。

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

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 receivables, other receivables, contract assets, finance lease receivables, amount due from an associate pledged bank deposits and restricted cash, bank balances and cash and financial guarantee contracts which are subjected to impairment under HKFRS 9). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables and contract assets. The ECL on these assets are assessed collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

4. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產及根據香港財務報告準則第9號須進行減值評估之其他項目之減值

本集團就金融資產(包括貿易應收款項、其他應收款項、合約資產、應收融資租賃款項、應收一間聯營公司款項、已抵押銀行存款及受限制現金、銀行結餘及現金以及根據香港財務報告準則第9號須予減值的財務擔保合約)根據預期信貸虧損(「預期信貸虧損」)模式進行減值評估。預期信貸虧損金額於各報告日期更新,以反映自初始確認起的信貸風險變動。

全期預期信貸虧損指於相關工具之預期壽命內發生的所有可能違約事件而導致的預期信貸虧損。相反,12個月預期信貸虧損(「12個月預期信貸虧損」)則指預期於報告日期後12個月內可能發生的違約事件而導致的部分全期預期信貸虧損。預期信貸虧損根據本集團過往信貸虧損經驗進行評估,並根據應收款項特定因素、一般經濟狀況及於報告日期對當前狀況及未來狀況預測的評估而作出調整。

本集團始終就貿易應收款項及合約資產確認全期預期信貸虧損。該等資產的預期信貸虧損使用具有適當分組的撥備矩陣進行集體評估。

就所有其他工具而言,本集團計量與12個月預期信貸虧損等額的虧損撥備,除非信貸風險自初始確認以來已大幅增加,則本集團確認全期預期信貸虧損。評估是否應確認全期預期信貸虧損,乃基於自初始確認起出現違約的可能性或風險是否大幅增加。

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)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

(i) *Significant increase in credit risk*

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

4. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產及根據香港財務報告準則第9號須進行減值評估之其他項目之減值 (續)

(i) 信貸風險大幅增加

於評估信貸風險是否自初步確認以來大幅增加時，本集團比較金融工具於報告日期出現違約的風險與該金融工具於初步確認日期出現違約的風險。作此評估時，本集團會考慮合理有據的定量及定性資料，包括歷史經驗及毋須花費不必要成本或精力即可獲得的前瞻性資料。

尤其是，評估信貸風險是否大幅增加時會考慮下列資料：

- 金融工具外部 (如有) 或內部信貸評級的實際或預期重大惡化；
- 信貸風險之外部市場指標顯著惡化，例如債務人之信貸息差、信貸違約掉期價格顯著上升；
- 預期將導致債務人履行其債務責任的能力大幅下降的業務、財務或經濟狀況的現有或預測不利變動；

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

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)

(i) *Significant increase in credit risk (Continued)*

- 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.

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

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

4. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產及根據香港財務報告準則第9號須進行減值評估之其他項目之減值 (續)

(i) 信貸風險大幅增加 (續)

- 債務人經營業績的實際或預期重大惡化；
- 導致債務人履行其債務責任的能力大幅下降的債務人監管、經濟或技術環境的實際或預期重大不利變動。

無論上述評估之結果如何，當合約付款逾期超過30日時，本集團假設信貸風險自初步確認以來顯著增加，除非本集團有合理及支持性資料另行證明。

就財務擔保合約而言，為評估減值而初始確認的日期被視為本集團成為不可撤銷承諾的一方的日期。在評估自初步確認財務擔保合約以來信貸風險是否顯著增加時，本集團會考慮特定債務人發生違約風險的變動。

本集團定期監察識別信貸風險有否大幅增加所用準則的有效性，並作出適當修訂，確保該等準則能於有關金額逾期前識別信貸風險的大幅增加。

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)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

(ii) 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 a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;

4. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產及根據香港財務報告準則第9號須進行減值評估之其他項目之減值 (續)

(ii) 違約之定義

就內部信貸風險管理而言，當由內部編製或從外部來源取得的資料顯示債務人不大可能向其債權人（包括本集團）悉數付款（不計及本集團持有的任何抵押品）時，則本集團認為發生違約事件。

無論上述者如何，本集團認為，當金融工具已逾期超過90日，則已經發生違約，除非本集團具有合理有據之資料展示更為滯後的違約準則更為合適。

(iii) 信貸減值金融資產

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

- (a) 發行人或借款人陷入嚴重財務困難；
- (b) 違反合約，例如違約或逾期事件；
- (c) 借款人的貸款人出於與借款人財務困難相關的經濟或合約原因，而向借款人授予貸款人原本不會考慮的優惠；

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)

(iii) Credit-impaired financial assets (Continued)

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or

(e) the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Written-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

4. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產及根據香港財務報告準則第9號須進行減值評估之其他項目之減值 (續)

(iii) 信貸減值金融資產 (續)

(d) 借款人有可能面臨破產或其他財務重組; 或

(e) 因出現財政困難導致該金融資產失去活躍市場。

(iv) 撤銷政策

當有資料顯示對手方出現嚴重財務困難且並無實際收回預期時，例如當對手方被清盤或已進入破產程序時，本集團會撤銷金融資產。經考慮法律建議（如適用），已撤銷的金融資產可能仍須進行本集團收回程序下的執行行動。撤銷構成終止確認事件。所作的任何隨後收回於損益內確認。

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)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 (Continued)

(v) *Measurement and recognition of ECL*

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

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

For ECL on financial guarantee contracts for which the effective interest rate cannot be determined, the Group will apply a discount rate that reflects the current market assessment of the time value of money and the risks that are specific to the cash flows but only if, and to the extent that, the risks are taken into account by adjusting the discount rate instead of adjusting the cash shortfalls being discounted.

4. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產及根據香港財務報告準則第9號須進行減值評估之其他項目之減值 (續)

(v) *預期信貸虧損之計量及確認*

預期信貸虧損的計量為違約可能性、違約虧損率(即出現違約時的虧損幅度)及違約風險的函數。違約可能性及違約虧損率的評估乃按照歷史數據進行,並就前瞻性資料作出調整。預期信貸虧損的估計反映以發生的相關違約風險作為加權數值而確定的無偏概率加權金額。

一般而言,預期信貸虧損為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,並按初步確認時釐定的實際利率貼現。

就財務擔保合約而言,本集團須僅就債務人根據所擔保的工具條款出現違約的情況作出付款。因此,預期虧損為補償持有人出現信貸虧損時作出的預期付款之現價減本集團預期自持有人、債務人或任何其他方收取之任何款項。

就財務擔保合約之預期信貸虧損而言,由於其實際利率未能確定,則本集團將採用反映當前市場對貨幣時間值及現金流特定風險(但以調整貼現率而非調整已貼現現金短缺而計及之風險為限(如有))評估的貼現率。

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)

(v) 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, are each assessed as a separate group. Other receivables, finance lease receivables and amount due from an associate 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.

For financial guarantee contracts, the loss allowances are recognised at the higher of the amount of the loss allowance determined in accordance with HKFRS 9; and the amount initially recognised less, where appropriate, cumulative amount of income recognised over the guarantee period.

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, and other receivables, where the corresponding adjustment is recognized through a loss allowance account.

4. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產及根據香港財務報告準則第9號須進行減值評估之其他項目之減值 (續)

(v) 預期信貸虧損之計量及確認 (續)

倘預期信貸虧損按組合基準計量或為應對可能未獲得證據證明個別工具層面的情況則金融工具按以下基準分組：

- 金融工具的性質 (即本集團之貿易應收款項乃作為各單獨組別進行評估。其他應收款項、應收融資租賃款項及應收一間聯營公司款項按個別基準的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 (如有)

歸類工作經管理層定期檢討，以確保各組別成分繼續分擔類似信貸風險特性。

利息收入按金融資產的賬面總值計算，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。

就財務擔保合約而言，虧損撥備按根據香港財務報告準則第9號釐定之虧損撥備金額與初始確認金額減 (倘適用) 擔保期內累計收入確認金額之較高者確認。

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盈虧，惟貿易應收款項，及其他應收款項除外，在此情況下相應調整透過虧損撥備賬確認。

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)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

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 investments revaluation reserve is not reclassified to profit or loss, but is transferred to accumulated losses.

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 an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

4. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

終止確認金融資產

僅當從資產收取現金流量之合約權利屆滿時，或本集團將金融資產及該項資產所有權之絕大部分風險及回報轉讓至另一實體，本集團方會終止確認該項金融資產。倘本集團並無轉讓或保留所有權之絕大部分風險及回報並繼續控制該已轉讓資產，本集團就其可能須支付的金額確認於資產及相關負債中的保留權益。倘本集團保留已轉讓金融資產所有權之絕大部分風險及回報，則本集團繼續確認該項金融資產，亦就已收所得款項確認一項有抵押借貸。

終止確認按已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額間之差額於損益確認。

於終止確認本集團初步確認時選擇按公平值計入其他全面收益的股本工具投資時，先前於投資重估儲備累計之累計收益或虧損不會重新分類至損益，惟會轉撥至累計虧損。

金融負債及權益工具

分類為債務或股本

債務及權益工具根據所訂立合約安排之內容及金融負債與權益工具之定義分類為金融負債或股本。

權益工具

權益工具指證明於某一實體資產經扣除其所有負債後之剩餘權益之任何合約。本集團發行之權益工具乃按已收所得款項扣除直接發行成本確認。

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 liabilities and equity instruments (Continued)

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

Financial liabilities

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）

金融負債及權益工具（續）

購回本公司自有權益工具於權益中確認並直接從中扣除。並無就購買、出售、發行或註銷本公司自有權益工具而於損益內確認收益或虧損。

金融負債

所有金融負債其後採用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)

Financial liabilities at amortised cost

Financial liabilities including trade and other payables, borrowings, amounts due to related parties, amounts due to associates, amounts due to directors, convertible bonds payables and lease liabilities are subsequently measured at amortised cost, using the effective interest method.

Convertible bonds

Convertible bonds contain equity component

The component parts of convertible bonds are classified separately as financial liability and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component (including any embedded non-equity derivatives features) is estimated by measuring the fair value of similar liability that does not have an associated equity component.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to share premium. Where the conversion option remains unexercised at the maturity date of the convertible bonds, the balance recognised in equity will be transferred to accumulated loss. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

4. 主要會計政策 (續)

金融工具 (續)

金融負債及權益工具 (續)

按攤銷成本計量之金融負債

金融負債(包括貿易及其他應付款項、借貸、應付關聯人士款項、應付聯營公司款項、應付董事款項、應付可換股債券及租賃負債)其後採用實際利率法按攤銷成本計量。

可換股債券

含有權益部分之可換股債券

可換股債券的組成部分根據合約安排內容以及金融負債及權益工具之定義獨立分類為金融負債及權益。倘換股權以固定金額現金或其他金融資產換取固定數目之本公司擁有權益工具的方式結算，則分類為權益工具。

於發行日期，負債部分的公平值(包括任何嵌入式非權益衍生工具)乃透過計量不包含相關權益部分的類似負債之公平值估算。

分類為權益的換股權乃由複合工具整體之公平值扣除負債部分之金額而釐定。此金額在扣除所得稅影響後在權益確認入賬，其後將不會重新計量。此外，分類為權益的換股權將保留在權益中，直至換股權獲行使為止，而在此情況下，在權益中確認的結餘將轉撥至股份溢價。倘換股權於可換股債券到期日仍未獲行使，則在權益中確認的結餘將轉撥至累計虧損。在換股權獲轉換或到期時，不會於損益內確認任何盈虧。

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)

Convertible bonds (Continued)

Convertible bonds contain equity component (Continued)

Transaction costs that relate to the issue of the convertible bonds are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible bonds using the effective interest method.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contract liabilities are measured initially at their fair values. It is subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with HKFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

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)

金融負債及權益工具 (續)

可換股債券 (續)

含有權益部分之可換股債券 (續)

與發行可換股債券有關之交易成本按所得款項總額分配比例分配至負債及權益部分。與權益部分有關之交易成本直接於權益扣除。與負債部分有關之交易成本計入負債部分之賬面值，並於可換股債券期限內按實際利率法攤銷。

財務擔保合約

財務擔保合約為要求發出人對持有人因指定債務人未能根據債務工具之條款於到期時作出付款而引致之損失，作出指定付款以補償持有人之合約。財務擔保合約負債初步按公平值計量，其後按以下兩者之較高者計量：

- 根據香港財務報告準則第9號釐定之虧損撥備金額；及
- 初始確認之金額減（如適用）擔保期內確認之累計攤銷。

終止確認金融負債

本集團當且僅當其責任已被解除、註銷或屆滿時方會終止確認金融負債。終止確認之金融負債賬面值與已付及應付代價之差額乃於損益內確認。

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)

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 tax” as reported in the consolidated statement of profit or loss and other comprehensive income 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 assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

4. 主要會計政策 (續)

稅項

所得稅支出指即期應付稅項及遞延稅項之總和。

即期應付稅項按本年度應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益表所呈報之「除稅前虧損」不同，此乃由於在其他年度應課稅或可扣減之收入或支出項目及永不課稅或可扣減之項目所致。本集團之即期稅項負債是以報告期末前已頒佈或實質已頒佈之稅率計算。

遞延稅項乃以資產及負債於綜合財務報表之賬面值與用於計算應課稅溢利之相應稅基兩者之臨時差額確認。遞延稅項負債一般以所有應課稅臨時差額確認。遞延稅項資產一般於很有可能將有應課稅溢利可使用可扣減暫時差額予以抵銷時，就所有可扣減暫時差額予以確認。倘臨時差額因一項既不影響應課稅溢利亦不影響會計溢利之交易（業務合併除外）中初步確認資產及負債而引致，則不會確認該等遞延稅項資產及負債。此外，倘臨時差額因初步確認商譽而產生，則不會確認遞延稅項負債。

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 associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

4. 主要會計政策 (續)

稅項 (續)

與於附屬公司及聯營公司之投資以及於合營企業之權益有關之應課稅暫時差額會確認為遞延稅項負債，但假若本集團可以控制暫時差額之撥回，且暫時差額很可能在可預見未來不會撥回則除外。與該等投資及權益相關之可扣減暫時差額所產生遞延稅項資產，僅於有可能具有足夠應課稅溢利可使用暫時差額之利益予以抵銷，且預期彼等於可見將來撥回時確認。

遞延稅項資產之賬面值於各報告期末作出檢討，並在不大可能再有足夠應課稅溢利收回全部或部分資產時減少。

遞延稅項資產及負債乃根據報告期末已頒佈或實質頒佈的稅率（及稅法），按預期於負債償還或資產變現期間之適用稅率計量。

遞延稅項負債及資產之計量反映本集團預期於報告期末收回或清償資產及負債賬面值之方式所產生之稅務影響。

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

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation (Continued)

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 *Income Taxes* requirements to 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.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised into profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

4. 主要會計政策 (續)

稅項 (續)

為計量本集團確認使用權資產及相關租賃負債之租賃交易之遞延稅項，本集團會首先釐定稅項扣減是否歸屬於該等使用權資產或租賃負債。

就稅項扣減歸屬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*之規定整體應用於租賃交易。與使用權資產及租賃負債相關之暫時差額按淨額基準評估。使用權資產折舊超出租賃負債本金部分租賃付款之金額會產生可扣減暫時差額淨額。

當有合法執行權利可將即期稅項資產與即期稅項負債抵銷，且與同一稅務機關向同一稅務實體徵收之所得稅有關時，則遞延稅項資產及負債可互相對銷。

即期及遞延稅項會於損益中確認，惟若其有關於其他全面收益或直接於權益中確認之項目，在此情況下，則即期及遞延稅項亦會分別於其他全面收益或直接於權益中確認。倘因業務合併之初步會計處理而產生即期稅項或遞延稅項，有關稅務影響會計入業務合併之會計處理內。

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)

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 exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items 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.

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. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the year, in which case, the exchange rates prevailing at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributable to non-controlling interest as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial assets), 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.

4. 主要會計政策 (續)

外幣

於編製各獨立集團實體之財務報表時，以該實體之功能貨幣以外之貨幣（外幣）進行之交易，按交易當日之適用匯率確認。於報告期末，以外幣列值之貨幣項目以當日之匯率重新換算。按公平值以外幣列值之非貨幣項目按於釐定公平值當日之適用匯率重新換算。以外幣過往成本計算之非貨幣項目不予重新換算。

結算貨幣項目及重新換算貨幣項目所產生之匯兌差額，於其產生期間在損益中確認。

就呈列綜合財務報表而言，本集團海外業務之資產及負債按各報告期末之匯率換算為本集團之呈列貨幣（即港元），而其收支項目按本年度平均匯率換算，惟年內匯率出現重大波幅除外，在此情況下，則採用交易日期之適用匯率。所產生匯兌差額（如有）均於其他全面收益確認並於權益中以匯兌儲備（非控制性權益應佔（如適用））累計。

於出售海外業務（即出售本集團於海外業務之全部權益或涉及失去包含海外業務的附屬公司控制權之出售或出售於包含海外業務的合營安排或聯營公司之部分權益（當中的保留權益成為金融資產））時，就本公司擁有人應佔之該業務於權益累計之所有匯兌差額重新分類至損益。

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)

Foreign currencies (Continued)

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Retirement benefits costs

Payments to the Mandatory Provident Fund Scheme (“MPF”) and state-managed retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-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, annual leave and sick leave) after deducting any amount already paid.

4. 主要會計政策 (續)

外幣 (續)

因於二零零五年一月一日或之後收購海外業務而產生的所購入可識別資產的商譽及公平值調整已按作為該海外業務的資產及負債處理，並按於各報告期末現行的匯率換算。產生的匯兌差額於其他全面收益確認。

存貨

存貨乃按成本及可變現淨值兩者之較低值入賬。存貨成本乃按加權平均法釐定。可變現淨值指存貨估計售價減全部估計完成成本及銷售所需費用。

退休福利成本

強制性公積金計劃(「強積金計劃」)及國家管理退休福利計劃款項於僱員提供服務而有權獲得有關供款時確認為開支。

短期僱員福利

短期僱員福利按預期於僱員提供服務時支付之未貼現福利金額確認。所有短期僱員福利確認為開支，惟另一項香港財務報告準則規定或允許有關福利納入資產成本，則作別論。

在扣除已經支付的任何金額後，對僱員應得的福利(例如工資及薪金、年假及病假)確認負債。

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)

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at costs less accumulated amortisation and accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the assets is derecognised.

Impairment losses on property, plant and equipment, right-of-use assets and intangible assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

4. 主要會計政策 (續)

於業務合併中收購之無形資產

於業務合併中收購之無形資產乃與商譽分開確認，並初步按其於收購當日之公平值（被視為其成本）確認。

於初步確認後，於業務合併中收購之使用年期有限之無形資產按成本減累計攤銷及累計減值虧損呈報。具有有限使用年期的無形資產攤銷乃以直線法按其估計可使用年期確認。估計可使用年期及攤銷方法於各報告期末檢討，任何估計變動的影響按前瞻基準入賬。

無形資產於出售時或倘預期使用或出售不再產生未來經濟利益時終止確認。終止確認無形資產產生之收益及虧損按出售所得款項淨額及資產賬面值之差額計量，並於資產終止確認時於損益內確認。

物業、廠房及設備、使用權資產及無形資產（不包括商譽）之減值虧損

於報告期末，本集團審閱其可使用年期有限之物業、廠房及設備、使用權資產及無形資產之賬面值，以確定該等資產有否出現任何減值虧損跡象。倘出現任何該等跡象，則會估計相關資產之可收回金額以確定減值虧損（如有）之程度。

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 losses on property, plant and equipment, right-of-use assets and intangible assets other than goodwill (Continued)

The recoverable amount of property, plant and equipment, right-of-use assets and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount of an asset 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.

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.

4. 主要會計政策 (續)

物業、廠房及設備、使用權資產及無形資產 (不包括商譽) 之減值虧損 (續)

物業、廠房及設備、使用權資產及無形資產之可收回金額乃按個別基準估計。倘不可能估計個別資產之可收回金額，本集團則估計該資產所屬之現金產生單位之可收回金額。

此外，本集團對是否有跡象顯示公司資產可能出現減值進行評估。倘存在有關跡象，於可識別合理一致的分配基準時，公司資產亦會分配至個別現金產生單位，否則有關資產會分配至可識別合理一致分配基準的現金產生單位最小組別。

可回收金額乃公平值減出售成本及使用價值中之較高者。於評估使用價值時，估計未來現金流量採用反映現時市場對貨幣時間價值及資產 (或現金產生單位) 之特定風險之評估 (並無就此對未來現金流量估計予以調整) 之除稅前貼現率，貼現至其現值。

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 losses on property, plant and equipment, right-of-use assets and intangible assets other than goodwill (Continued)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating 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 or the group of 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 the 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)

物業、廠房及設備、使用權資產及無形資產 (不包括商譽) 之減值虧損 (續)

倘估計資產 (或現金產生單位) 之可收回金額低於其賬面值, 則資產 (或現金產生單位) 之賬面值將減至其可收回金額。就未能按合理及一致之基準分配至現金產生單位的企業資產或部分企業資產而言, 本集團會比較一個現金產生單位組別的賬面值 (包括已分配至該現金產生單位組別的企業資產或部分企業資產的賬面值) 與該現金產生單位組別的可收回金額。於分配減值虧損時, 減值虧損首先分配至減計任何商譽 (如適用) 的賬面值, 然後根據該單位或現金產生單位組別各項資產的賬面值按比例減計其他資產。經減計的資產賬面值不低於下列最高者: 其公平值減去處置費用 (如可計量)、其使用價值 (如可釐定) 及零。而本應分配至該資產的減值虧損金額會按比例分配至該單位或現金產生單位組別的其他資產。減值虧損即時於損益中確認。

倘減值虧損其後撥回, 資產 (或現金產生單位或現金產生單位組別) 賬面值將調高至其經修訂之估計可收回金額, 惟該調高之賬面值不得超過假設以往年度並無確認資產 (或現金產生單位或現金產生單位組別) 之任何減值虧損而應釐定之賬面值。撥回減值虧損於損益中即時確認。

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)

Share-based payment arrangements

Equity-settled share-based payment transactions

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share options reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve. For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to accumulated losses.

4. 主要會計政策 (續)

以股份為基礎之付款安排

以權益結算以股份為基礎之付款交易 授予僱員之購股權

向僱員及提供類似服務的其他人士支付以權益結算以股份為基礎付款之款項乃以權益工具於授出日期的公平值計量。

倘不考慮所有非市場歸屬條件，於授出日期釐定的以權益結算以股份為基礎付款之款項的公平值乃於歸屬期間，基於本集團對將會最終歸屬的權益工具的估計，按直線法支銷，權益（購股權儲備）則相應增加。於各報告期末，本集團根據對所有相關非市場歸屬條件的評估，對估計預期將歸屬的權益工具數目作出修訂。修訂原有估計的影響（如有）於損益內確認，令累計開支反映經修訂估計，並對購股權儲備作出相應調整。對於授出日期立即歸屬的購股權，已授出購股權的公平值將於損益中即時支銷。

當行使購股權時，先前於購股權儲備確認之數額將轉撥至股份溢價。倘購股權於歸屬日期後被沒收或於屆滿日期仍尚未行使，先前於購股權儲備確認之數額將轉撥至累計虧損。

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)

Share-based payment arrangements (Continued)

Equity-settled share-based payment transactions (Continued)

Share options granted to consultants

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the counterparty renders the service. The fair values of the services received are recognised as expenses (unless the services qualify for recognition as assets).

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 to the consolidated financial statements, the Directors 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 and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

(a) Critical judgement in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the Directors 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.

4. 主要會計政策 (續)

以股份為基礎之付款安排 (續)

以權益結算以股份為基礎之付款交易 (續)

授予顧問之購股權

與訂約方(僱員除外)之以權益結算以股份為基礎的付款交易乃按所收取服務之公平值計量,除非該公平值未能可靠計量,而在此情況下,所收取服務乃於實體獲得交易對方提供服務當日按所授出權益工具之公平值計量。所收取服務之公平值確認為開支,除非有關服務合資格確認為資產。

5. 重要會計判斷及估計不明朗因素之主要來源

在應用綜合財務報表附註4所述本集團會計政策時,董事須對無法依循其他途徑得知的資產及負債賬面值作出判斷、估計及假設。該等估計及相關假設乃按照過往經驗及其他被視為相關之因素作出。實際結果或有別於該等估計。

該等估計及相關假設會作持續檢討。如修訂會計估計只會影響當之會計期,當之會計期內會確認有關修訂;如修訂會影響當之會計期及未來之會計期,則會在當之會計期內確認有關修訂。

(a) 應用會計政策之重大判斷

除涉及估計之判斷以外(見下文),以下為董事於應用本集團之會計政策時已作出且對綜合財務報表中確認之金額產生最重大影響之重大判斷。

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)

(a) Critical judgement in applying accounting policies (Continued)

(i) *Going concern and liquidity*

As explained in Note 2 to the consolidated financial statements, the financial position and financial performance of the Group indicates the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. The assessment of the going concern assumptions involves making judgement by the Directors, at a particular point of time, about the future outcome of events or conditions which are inherently uncertain. The Directors consider that the Group has ability to continue as a going concern and the major conditions that may cast significant doubt about the going concern assumptions are set out in Note 2 to the consolidated financial statements.

(ii) *Classification of Zhoushan China Ocean Investment Fund ("Zhoushan Investment Fund") as joint ventures*

Zhoushan Investment Fund is a limited liability company incorporated in the PRC whose legal form confers separation between the parties to the joint arrangements and the parties themselves. There are no contractual arrangements or any other facts and circumstances that indicate that the parties to the joint arrangements have rights to the assets and obligations for the liabilities of the joint arrangements. Furthermore, under the joint venture agreement, the significant investment of Zhoushan Investment Fund requires the consent and approval from all joint venturers. Accordingly, Zhoushan Investment Fund is classified as a joint venture of the Group. Details of the interests in Zhoushan Investment Fund are disclosed in Note 25 to the consolidated financial statements.

5. 重要會計判斷及估計不明朗因素之主要來源 (續)

(a) 應用會計政策之重大判斷 (續)

(i) *持續經營及流動資金*

誠如綜合財務報表附註2所闡釋，本集團之財務狀況及財務表現表明，存在或會使本集團持續經營之能力嚴重成疑之重大不確定因素。對持續經營假設之評估，涉及董事於特定時間就本質上不確定之事件或狀況之未來結果作出判斷。董事認為本集團有能力持續經營，而可能導致持續經營假設嚴重成疑之重大狀況載於綜合財務報表附註2。

(ii) *將舟山中海投創業投資企業(「舟山投資企業」)分類為合營企業*

舟山投資企業為於中國註冊成立的有限公司，其法律形式將合營安排各方與訂約方本身分開。並無合約安排或任何其他事實和情況訂明合營安排各方對合營安排之資產享有權利以及對合營安排之負債負有責任。此外，根據合營協議，舟山投資企業之重大投資須獲得所有合營企業之同意及批准。因此，本集團將舟山投資企業分類為合營企業。有關舟山投資企業之權益詳情披露於綜合財務報表附註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

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

(a) Critical judgement in applying accounting policies (Continued)

(iii) A subsidiary controlled by the Group through contractual arrangement

Jiangxi Shipbuilding, an indirect wholly-owned subsidiary of the Company, entered into the contractual arrangements with Jiujiang Jinhu Equipment Manufacturing Company Limited (“Jiujiang Jinhu”), which enable Jiangxi Shipbuilding to:

- exercise effective financial and operational control over Jiujiang Jinhu;
- irrevocably exercise equity holders’ voting rights of Jiujiang Jinhu;
- receive substantially all of the economic returns generated by Jiujiang Jinhu by way of business support, technical and consulting services provided by Jiangxi Shipbuilding; and
- obtain an irrevocable and exclusive right to purchase the entire equity interest in Jiujiang Jinhu from the respective equity holders.

Even though the Group does not have any equity interest in Jiujiang Jinhu, however through a series of the contractual arrangements, the Group has rights to the variable returns from its involvement in Jiujiang Jinhu and has the ability to affect those returns through its power over Jiujiang Jinhu, and is considered to control Jiujiang Jinhu. Consequently, the Company regards Jiujiang Jinhu as the indirectly wholly-owned subsidiary of the Company. The Group has included the statement of financial position, results and cash flows of Jiujiang Jinhu in the consolidated financial statements.

5. 重要會計判斷及估計不明朗因素之主要來源 (續)

(a) 應用會計政策之重大判斷 (續)

(iii) 本集團透過合約安排控制之附屬公司

本公司之間接全資附屬公司江西造船與九江金湖裝備製造有限公司(「九江金湖」)訂立合約安排，令江西造船可：

- 對九江金湖行使有效的財務及營運控制；
- 不可撤回地行使九江金湖之股權持有人投票權；
- 通過江西造船提供之業務援助、技術及顧問服務，獲得九江金湖所產生之絕大部分經濟回報；及
- 獲得可向各股權持有人購買九江金湖全部股權之不可撤回及獨家權利。

儘管本集團並無持有九江金湖的任何股權，然而透過一系列合約安排，本集團有權通過參與九江金湖的業務而享受可變回報且有能力透過其對九江金湖的權力影響該等回報，並被視為控制九江金湖。因此，本公司將九江金湖視為本公司之間接全資附屬公司。本集團已將九江金湖的財務狀況、業績及現金流量表併入綜合財務報表內。

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

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

(b) 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 and liabilities within the next financial year.

(i) Allowance for inventories

Inventories are valued at the lower of cost and net realisable value. Cost is calculated using the weighted average method. The Group reviews its inventory levels in order to identify slow-moving and obsolete items. When the Group identifies items of inventories which have a net realisable value lower than its carrying amount, the Group estimates the amount of write-down of inventories to net realisable value is recognised as an expense in the period the write-down occur. During the year ended 31 December 2019, no write-down (2018: HK\$799,159,000) were considered necessary by the management of the Group and at 31 December 2019, the carrying amount of inventories amounted to approximately HK\$324,386,000 (2018: HK\$327,173,000).

If the net realisable value of inventories of the Group become lower than its carrying amount subsequently, an additional allowance may be required.

5. 重要會計判斷及估計不明朗因素之主要來源 (續)

(b) 估計不明朗因素之主要來源

下列為於報告期末有關未來之主要假設及估計不明朗因素之其他主要來源，當中涉及須於下一個財政年度對資產及負債賬面值作出重大調整之重大風險。

(i) 存貨撥備

存貨乃以成本及可變現淨值的較低者進行估值。成本乃根據加權平均法計算。本集團會檢討其存貨水平，以識別滯銷及陳舊項目。倘本集團識別存貨項目之可變現淨值低於其賬面值，本集團估計撇減存貨金額為可變現淨值，並於撇減期間確認為開支。截至二零一九年十二月三十一日止年度，本集團管理層認為並無必要作出撇減（二零一八年：799,159,000港元）及於二零一九年十二月三十一日，存貨之賬面值為約324,386,000港元（二零一八年：327,173,000港元）。

倘本集團存貨之可變現淨值其後低於其賬面值，或須作出額外撥備。

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

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

(b) Key sources of estimation uncertainty (Continued)

(ii) *Estimated impairment of property, plant and equipment and right-of-use assets*

The carrying amount of property, plant and equipment and right-of-use assets is reviewed and adjusted for impairment in accordance with HKAS 36 *Impairment of Assets* whenever certain events or changes in circumstances indicate that the carrying amount may not be recoverable. The value-in-use calculation requires the Group to determine the recoverable amount of the assets based on the estimations of future expected cash flows from the usage of these assets and a suitable discount rate. Where the future cash flows are less than expected, a material impairment loss may arise. During the year ended 31 December 2019, impairment loss of HK\$17,672,000 (2018: Nil) was recognised by the Group in respect of property, plant and equipment. Details of the calculation on the recoverable amount for property, plant and equipment are disclosed in Notes 17 and 18 to the consolidated financial statements.

5. 重要會計判斷及估計不明朗因素之主要來源 (續)

(b) 估計不明朗因素之主要來源 (續)

(ii) *物業、廠房及設備以及使用權資產之估計減值*

物業、廠房及設備以及使用權資產之賬面值，在發生若干事件或情況變化，顯示賬面值可能無法收回時，根據香港會計準則第36號資產減值進行減值檢討及調整。使用價值之計算要求本集團基於使用該等資產產生之未來預計現金流量估計及適當貼現率釐定該等資產之可收回金額。倘未來現金流量低於預期，則可能會產生重大減值虧損。於截至二零一九年十二月三十一日止年度，本集團就物業、廠房及設備確認減值虧損為17,672,000港元（二零一八年：無）。物業、廠房及設備之可收回金額計算詳情披露於綜合財務報表附註17及18。

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)

(b) Key sources of estimation uncertainty (Continued)

(iii) *Impairment of financial assets and other items subject to impairment assessment under HKFRS 9*

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9 represent management's best estimate of losses incurred at the reporting date under ECL models.

The measurement of the ECL involves significant management judgements and assumptions, primarily including the selection of appropriate models and determination of relevant key measurement parameters, criteria for determining whether or not there was a significant increase in credit risk or a default was incurred, economic indicators for forward-looking measurement, and the application of economic scenarios and weightings, management consideration due to significant uncertain factors not covered in the models and the estimated future cash flow. Details of the impairment assessment are disclosed in Note 7(b) to the consolidated financial statements.

5. 重要會計判斷及估計不明朗因素之主要來源 (續)

(b) 估計不明朗因素之主要來源 (續)

(iii) *根據香港財務報告準則第9號須進行減值評估之金融資產及其他項目之減值*

根據香港財務報告準則第9號須進行減值評估之金融資產及其他項目之減值指管理層對預期信貸虧損模式項下於報告日期產生的最佳虧損估計。

預期信貸虧損之計量涉及重大管理層判斷及假設，主要包括選擇適當的模式及釐定相關關鍵計量參數、釐定信貸風險是否大幅增加或是否出現違約的條件、前瞻計量的經濟指標及因模式中未涵蓋的重大不確定因素及估計未來現金流量而對經濟場景及加權、管理層考慮的應用。有關減值評估之詳情於綜合財務報表附註7(b)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

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

(b) Key sources of estimation uncertainty (Continued)

(iv) Provision for warranty

The Group provides the cost of warranties granted on shipbuilding products and undertakings to repair or replace items that do not perform satisfactorily at the time revenues for the related items are recognised. The shipbuilding products are covered by warranty for one year from the date of delivery. While the Group has put in place product quality programs and processes, warranty obligations are affected by actual product failure rates and by material usage and service delivery costs incurred in correcting a product failure. The warranty provision is established based upon the best estimates at the amounts necessary to settle future and existing claims on products sold as at the end of the reporting period. While management believes that the Group's warranty provisions are adequate and that the judgements applied are appropriate, the ultimate cost of product warranty could differ materially from the estimates. When the actual cost of quality of the products is lower than management originally anticipated, the Group releases an appropriate proportion of the provision, and if the cost of quality is higher than anticipated, the Group increases the provision.

5. 重要會計判斷及估計不明朗因素之主要來源 (續)

(b) 估計不明朗因素之主要來源 (續)

(iv) 保修撥備

於確認相關項目的收入時，本集團對就造船產品授出的保修及維修或更換性能不良項目的承諾估計保修成本。造船產品的保修期由交付日期起為期一年。雖然本集團制定產品質量計劃及程序，保修責任受實際產品故障率、維修故障產品所用材料及提供服務成本影響。保修撥備根據於報告期末解決售出產品的日後及現有索償所需金額最佳估計釐定。雖然管理層認為本集團的保修撥備足夠且所採用判斷適當，但產品保修最終成本仍可能與該等估計大相逕庭。當產品質量的實際成本低於管理層原本預期時，本集團會減少適當比例的撥備，而倘質量成本高於預期，則本集團將增加撥備。

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

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

(b) Key sources of estimation uncertainty (Continued)

(v) *Estimated impairment of goodwill and intangible assets*

Determining whether goodwill and intangible assets are impaired requires an estimation of the value-in-use of the cash-generating units to which goodwill and intangible assets have been allocated. The value-in-use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. During the year ended 31 December 2019, the Group has recognised an impairment loss of approximately HK\$104,733,000 (2018: HK\$69,740,000) and HK\$65,500,000 (2018: HK\$26,000,000) in respect of goodwill and intangible assets, respectively. Details of the value-in-use calculation are disclosed in Note 23 to the consolidated financial statements.

5. 重要會計判斷及估計不明朗因素之主要來源 (續)

(b) 估計不明朗因素之主要來源 (續)

(v) *商譽及無形資產之估計減值*

釐定商譽及無形資產是否減值要求估計獲分配有關商譽及無形資產的現金產生單位使用價值。計算使用價值要求本集團對預期可自現金產生單位獲得的未來現金流量以及適合計算現值的折現率作出估計。倘實際未來現金流量較預期為少，則可能產生重大減值虧損。截至二零一九年十二月三十一日止年度，本集團已分別確認商譽及無形資產減值虧損約104,733,000港元（二零一八年：69,740,000港元）及65,500,000港元（二零一八年：26,000,000港元）。使用價值計算詳情披露於綜合財務報表附註23。

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. 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 stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The Group also monitors the current and expected liquidity requirements regularly to ensure that sufficient working capital and adequate committed lines of funding are maintained to meet its liquidity requirements. Upon the discovery of any default, the Group would negotiate immediately with the relevant lenders for proper arrangement in order to maintain sufficient working capital. Upon the expectation of any cash insufficiency, the Company would seek new source of funding so as to maintain sufficient working capital.

The capital structure of the Group consists of net debts, which include borrowings, convertible bonds payables, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, reserves and accumulated losses.

The Directors review the capital structure on an annual basis. As part of this review, the Directors consider the cost of capital and the risks associates with each class of capital. Based on the recommendations of the Directors, the Group will balance its overall capital structure through new share issues as well as issue of new debt or the redemption of existing debt.

6. 資本風險管理

本集團管理其資本以確保本集團內實體之持續經營能力，同時透過優化債務及權益結餘為股東提供最大回報。本集團之整體策略與過往年度相比並無變動。

本集團亦定期監察即期及預期流動資金需要，確保維持充足營運資金及足夠已承諾資金額度應付其流動資金需要。發現任何違約後，本集團將即時與有關貸款人磋商作出適當安排以維持充足營運資金。預期有任何現金不足情況時，本公司會尋求新集資來源，以維持充足營運資金。

本集團的資本結構包括債務淨額（包括借貸、應付可換股債券、扣除現金及現金等價物）及本公司擁有人應佔權益（包括已發行股本、儲備及累計虧損）。

董事每年審閱資本架構。董事認為資本成本及各類資本之相關風險乃審閱內容之一部分。根據董事之推薦建議，本集團將透過發行新股及發行新債務或贖回現有債務平衡其整體資本架構。

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. FINANCIAL INSTRUMENTS

7. 金融工具

a. Categories of financial instruments

a. 金融工具類別

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Financial assets	金融資產		
FVTPL	按公平值計入損益		
Mandatorily at FVTPL:	強制按公平值計入損益計量：		
– Investments held for trading	– 持作買賣之投資	12	32
Financial assets at amortised cost	按攤銷成本計量之金融資產	307,225	887,082
Equity instruments at FVTOCI	按公平值計入其他全面收益的股本工具	–	23,598
		<u>307,237</u>	<u>910,712</u>
Financial liabilities	金融負債		
Financial liabilities at amortised cost	按攤銷成本計量之金融負債	4,315,264	4,939,947
Financial guarantee contracts	財務擔保合約	255,849	–
		<u>4,571,113</u>	<u>4,939,947</u>

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. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies

The Group's major financial instruments include trade receivables, other receivables, contract assets, finance lease receivables, financial assets at FVTPL, pledged bank deposits and restricted cash, bank balances and cash, amount due from(to) associates, equity instruments at FVTOCI, trade and other payables, amounts due to related parties, amounts due to directors, borrowings, lease liabilities, convertible bonds payables and financial guarantee contracts. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

(i) Currency risk

The Company and its major operating subsidiaries use RMB as its functional currency and are mainly exposed to currency in respect of United States dollars ("USD"), Euro ("EUR") and HK\$, arising from foreign currency denominated bank balances and cash, trade receivables, other receivables, trade and other payables and convertible bonds payables. The Group's other operating subsidiaries established in Hong Kong whose functional currency is HK\$ and do not have significant foreign currency exposure.

7. 金融工具 (續)

b. 財務風險管理目標及政策

本集團之主要金融工具包括貿易應收款項、其他應收款項、合約資產、應收融資租賃款項、按公平值計入損益之金融資產、已抵押銀行存款及受限制現金、銀行結餘及現金、應收(付)聯營公司款項、按公平值計入其他全面收益的股本工具、貿易及其他應付款項、應付有關聯人士款項、應付董事款項、借貸、租賃負債、應付可換股債券及財務擔保合約。該等金融工具之詳情於相關附註中披露。與該等金融工具有關之風險包括市場風險(貨幣風險、利率風險及其他價格風險)、信貸風險及流動資金風險。下文載列如何減低此等風險之政策。本集團管理層會管理及監控該等風險，以確保及時與有效地採取適當措施。

市場風險

(i) 貨幣風險

本公司及其主要營運附屬公司(均以人民幣作為其功能貨幣)主要承受有關美元(「美元」)、歐元(「歐元」)及港元之外匯風險，由以外幣計值之銀行結餘及現金、貿易應收款項、其他應收款項、貿易及其他應付款項及應付可換股債券所產生。本集團之其他於香港成立的營運附屬公司，其功能貨幣為港元，且並無重大外幣風險。

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

7. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Market risk (Continued)

(i) Currency risk (Continued)

The Group currently does not have a foreign currency hedging policy. However, the management of the Group monitors foreign currency exposure and will consider hedging significant foreign currency exposure should the need arise.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of reporting period are as follows:

7. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

市場風險 (續)

(i) 貨幣風險 (續)

本集團目前並無外幣對沖政策。然而，本集團管理層會監控外幣風險，並於需要時，將會考慮對沖重大外幣風險。

下表列示於報告期末，本集團以外幣列值之貨幣資產及貨幣負債之賬面值：

		Liabilities 負債		Assets 資產	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
USD	美元	17,680	17,748	9,361	164,886
EUR	歐元	–	–	2	2
HK\$	港元	469,832	387,573	2,946	13,394

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. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Market risk (Continued)

(i) Currency risk (Continued)

Sensitivity analysis

The Group is mainly exposed to the foreign currency risk of USD, EUR and HK\$.

The following table details the Group's sensitivity to a 5% (2018: 5%) increase and decrease in RMB against the relevant foreign currencies. 5% (2018: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel 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 translations at the end of the reporting period for a 5% (2018: 5%) change in foreign currency rates. A positive number below indicates a decrease in post-tax loss where RMB strengthens 5% (2018: 5%) against the relevant currency. For a 5% (2018: 5%) weakening of RMB against the relevant currency, there would be an equal and opposite impact on the post-tax loss and the balances below would be negative.

7. 金融工具 (續)

b. 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

本集團主要承受美元、歐元及港元之外幣風險。

下表詳列因應本集團分別對人民幣兌有關外幣升值及貶值5% (二零一八年: 5%) 之敏感度。5% (二零一八年: 5%) 為內部向主要管理人員報告外匯風險時使用的敏感度利率, 並指管理層對匯率可能合理變動之評估。敏感度分析僅包括以外幣計值之尚未平倉貨幣項目, 並於報告期末調整其兌換以反映外幣匯率之5% (二零一八年: 5%) 變動。下列正數表示人民幣兌有關貨幣升值5% (二零一八年: 5%) 所導致的除稅後虧損減少。倘人民幣兌有關貨幣貶值5% (二零一八年: 5%), 將會對除稅後虧損造成相等及相反之影響, 而以下之結餘將成為負數。

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. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Market risk (Continued)

(i) Currency risk (Continued)

Sensitivity analysis (Continued)

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Decrease (increase) in loss	虧損減少(增加)		
– USD Impact	– 美元影響	416	(7,357)
– EUR Impact	– 歐元影響	–	–
– HK\$ Impact	– 港元影響	23,345	18,709

(ii) Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate pledged bank deposits and restricted cash, bank balances and borrowings, and exposed to fair value interest rate risk in relation to fixed-rate finance lease receivables, fixed-rate borrowings, the liability component of convertible bonds payables and lease liabilities.

The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note.

7. 金融工具(續)

b. 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(續)

(ii) 利率風險

本集團承受之現金流量利率風險與浮息已抵押銀行存款及受限制現金、銀行結餘及借貸有關，本集團承受之公平值利率風險與固定利率應收融資租賃款項、固定利率借貸、應付可換股債券及租賃負債之債務部分有關。

本集團目前並無利率對沖政策。然而，管理層會監控利率風險，並於需要時，將會考慮對沖重大利率風險。

本集團金融負債承受之利率風險之詳情於本附註流動資金風險管理一節詳述。

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. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Market risk (Continued)

(ii) Interest rate risk (Continued)

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for variable-rate pledged bank deposits, restricted cash, bank balances and borrowings at the end of the reporting period. The analysis is prepared assuming the amounts outstanding at the end of the reporting period were outstanding for the whole year. A 5 basis points (2018: 5 basis points) increase or decrease in interest rate for pledged bank deposits, restricted cash and bank balances and a 50 basis points (2018: 50 basis points) increase or decrease in interest rate for borrowings are used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rate had been 5 basis points (2018: 5 basis points) higher/lower for pledged bank deposits, restricted cash and bank balances, and all other variables were held constant, the post-tax loss for the year ended 31 December 2019 would decrease/increase by approximately HK\$5,000 (2018: HK\$6,000)

If interest rates had been 50 basis points (2018: 50 basis points) higher/lower for borrowings and all other variables were held constant, the post-tax loss for the year ended 31 December 2019 would increase/decrease by approximately HK\$4,334,000 (2018: HK\$4,147,000).

7. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

市場風險 (續)

(ii) 利率風險 (續)

敏感度分析

下文之敏感度分析已根據於報告期末浮息已抵押銀行存款、受限制現金、銀行結餘及借貸之利率風險而釐定。分析乃假設於報告期末未償還之金額於整個年度內並無償還而予以編製。5個基點(二零一八年: 5個基點)之已抵押銀行存款、受限制現金及銀行結餘利率向上或向下浮動及50個基點(二零一八年: 50個基點)之借貸利率向上或向下浮動用於內部向主要管理層人員報告利率風險並指管理層對利率可能出現合理變動之評估。

倘已抵押銀行存款、受限制現金及銀行結餘利率上升/下降5個基點(二零一八年: 5個基點), 而所有其他可變因素維持不變, 則截至二零一九年十二月三十一日止年度之除稅後虧損將減少/增加約5,000港元(二零一八年: 6,000港元)。

倘借貸之利率上升/下降50個基點(二零一八年: 50個基點)而所有其他可變因素維持不變, 則截至二零一九年十二月三十一日止年度之除稅後虧損將增加/減少約4,334,000港元(二零一八年: 4,147,000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

7. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Market risk (Continued)

(iii) Price risk

The Group is exposed to equity price risk through its investments in equity securities measured at FVTPL and FVTOCI. The management manages this exposure by closely monitoring the price risk and maintaining a portfolio of investments with different risks.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to equity price risks at the reporting date.

If the prices of the respective equity instruments had been 5% (2018: 5%) higher/lower:

- post-tax loss for the year ended 31 December 2019 would decrease/increase by approximately HK\$1,000 (2018: decrease/increase by HK\$2,000) as a result of the changes in fair value of investments at FVTPL; and
- investment revaluation reserve would increase/decrease by approximately HK\$1,180,000 for the Group as a result of the changes in fair value of equity instruments at FVTOCI for the year ended 31 December 2018.

7. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

市場風險 (續)

(iii) 價格風險

本集團因按公平值計入損益及按公平值計入其他全面收益計量之股本權益而須承受股本價格風險。管理層透過密切監察價格風險及維持一組不同風險的投資組合管理該等風險。

敏感度分析

下文之敏感度分析已根據於報告日期之股本價格風險而釐定。

倘有關股本工具之價格上升／下降5% (二零一八年: 5%) :

- 截至二零一九年十二月三十一日止年度之除稅後虧損將因按公平值計入損益之投資之公平值變動減少／增加約1,000港元 (二零一八年: 減少／增加2,000港元); 及
- 截至二零一八年十二月三十一日止年度本集團投資重估儲備將因按公平值計入其他全面收益之權益工具之公平值變動增加／減少約1,180,000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

7. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk is primarily attributable to trade receivables, contract assets, other receivables, finance lease receivables, amounts due from associates, pledged bank deposits and restricted cash and bank balances. The Group does not hold any collateral or other credit enhancements to cover its credit risk associated with its financial assets and financial guarantee contract.

Trade receivables and contract assets arising from contracts with customers

In order to minimise the credit risk, the management of the Group has credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

7. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

信貸風險及減值評估

信貸風險指本集團的對手方違反其合約責任而導致本集團蒙受財務虧損的風險。本集團的信貸風險主要歸因於貿易應收款項、合約資產、其他應收款項、應收融資租賃款項、應收聯營公司款項、已抵押銀行存款以及受限制現金及銀行結餘。本集團並無持有任何抵押品或其他信貸增強措施，以彌補其與金融資產及財務擔保合約有關的信貸風險。

與客戶簽訂合約產生的貿易應收款項及合約資產

為盡量減低信貸風險，本集團之管理層採用信貸批准及其他監管程序，以確保能跟進追討過期債務之事宜。就此，董事認為本集團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

7. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Trade receivables and contract assets arising from contracts with customers (Continued)

In addition, the Group performs impairment assessment under ECL model on trade balances individually or based on provision matrix. Except for credit-impaired balances, which are assessed for impairment individually, the remaining trade receivables and contract assets are grouped under a provision matrix by debtors' aging based on shared credit risk characteristics and the historical observed default rates adjusted by forward looking estimates. Impairment loss of approximately HK\$6,505,000 (2018: Nil) was recognised during the year. Details of the quantitative disclosures are set out below in this note.

Other receivables/finance lease receivables

For other receivables and finance lease receivables, the Directors make periodic individual assessment on their recoverability based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. Except for credit-impaired balances that the Group provided impairment based on lifetime ECL (credit-impaired), the Directors believe that there are no significant increase in credit risk of other receivables since initial recognition and the Group provided impairment based on 12m ECL. Impairment loss of approximately HK\$41,846,000 and HK\$3,625,000 (2018: HK\$120,000,000 and HK\$Nil) were recognised on other receivables and finance lease receivables respectively during the year. Details of the quantitative disclosures are set out below in this note.

7. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

與客戶簽訂合約產生的貿易應收款項及合約資產 (續)

此外，本集團根據預期信貸虧損模式對貿易結餘單獨或基於撥備矩陣進行減值評估。除發生信貸減值的結餘個別進行減值評估外，餘下貿易應收款項及合約資產基於共同信貸風險特征及經前瞻性估計調整的歷史觀察違約率根據應收賬款賬齡按撥備矩陣進行分組。於年內確認減值虧損約6,505,000港元(二零一八年：無)。定量披露詳情載於本附註下文。

其他應收款項／應收融資租賃款項

就其他應收款項及應收融資租賃款項而言，董事根據歷史抵償記錄、過往經驗以及合理且可證實的前瞻性定量及定性資料，對彼等的可收回程度作出定期個別評估。除本集團已按全期預期信貸虧損(發生信貸減值)計提減值撥備的信貸減值結餘外，董事認為，自初步確認以來其他應收款項的信貸風險並無顯著增加，及本集團根據12個月預期信貸虧損計提減值撥備。年內分別確認其他應收款項及應收融資租賃款項之減值虧損約41,846,000港元及3,625,000港元(二零一八年：120,000,000港元及零港元)。定量披露詳情載於本附註下文。

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. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Amounts due from associates

The Group regularly monitors the business performance of the associates. The Group's credit risks in these balances are mitigated through the value of the assets held by these entities and the power to participate the relevant activities of these entities. The Directors believe that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. Impairment loss of approximately HK\$99,000 (2018: Nil) was recognised during the year. Details of the quantitative disclosures are set out below in this note.

Pledged bank deposits/restricted cash/bank balances

Credit risk on pledged bank deposits/restricted cash/bank balances is limited because the banking industry default rate is low. The Group assessed 12m ECL for pledged bank deposits/restricted cash/bank balances by reference to information relating to probability of default of the banking industry. Based on the average loss rates, the 12m ECL on bank balances is considered to be insignificant.

7. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

應收聯營公司款項

本集團定期監察聯營公司的業務表現。本集團於該等結餘的信貸風險通過該等實體所持資產的價值及參與該等實體相關活動的權力減輕。董事認為，自初步確認以來該等金額的信貸風險並無顯著增加，及本集團根據12個月預期信貸虧損計提減值撥備。年內確認減值虧損約99,000港元（二零一八年：無）。定量披露詳情載於本附註下文。

已抵押銀行存款／受限制現金／銀行結餘

由於銀行業違約率較低，故已抵押銀行存款／受限制現金／銀行結餘的信貸風險有限。本集團參考有關銀行業違約概率的資料就已抵押銀行存款／受限制現金／銀行結餘評估12個月預期信貸虧損。基於平均虧損率，銀行結餘的12個月預期信貸虧損被視為不大。

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. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Financial guarantee contract

For financial guarantee contract, the maximum amount that the Group has guaranteed under the guarantee contract was RMB284,929,000 (equivalent to approximately HK\$319,120,000) as at 31 December 2019. At the end of the reporting period, the Directors have performed impairment assessment, and concluded that there has been significant increase in credit risk since initial recognition of the financial guarantee contract. Accordingly, the loss allowance for financial guarantee contract issued by the Group is measured at an amount equal to lifetime ECL (credit-impaired). Impairment loss of approximately HK\$258,134,000 (2018: Nil) was recognised during the year. Details of the financial guarantee contract and quantitative disclosures are set out in Note 47 and this note.

7. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

財務擔保合約

就財務擔保合約而言，於二零一九年十二月三十一日，本集團於擔保合約下擔保的最高金額為人民幣284,929,000元（相等於約319,120,000港元）。於報告期末，董事已進行減值評估，並斷定自初始確認財務擔保合約以來信貸風險大幅增加。因此，本集團發出的財務擔保合約的虧損撥備按等於全期預期信貸虧損之金額計量（發生信貸減值）。約258,134,000港元（二零一八年：無）的減值虧損於年內確認。有關財務擔保合約及定量披露的詳情載於附註47及本附註。

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. FINANCIAL INSTRUMENTS (CONTINUED)

7. 金融工具 (續)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

b. 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

本集團的內部信貸風險評級評估包括以下類別：

Internal credit rating	Description	Trade receivables/ contract assets 貿易應收款項/ 合約資產	Other financial assets 其他金融資產
內部信貸評級	說明		
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 對手方違約的風險較低，且並無任何逾期款項	Lifetime ECL – not credit-impaired 全期預期信貸虧損 – 未發生信貸減值	12m ECL 12個月預期信貸虧損
Watch list 關注	Debtor frequently repays after due dates but usually settle in full 債務人頻繁在到期日後還款，但通常會悉數還款	Lifetime ECL – not credit-impaired 全期預期信貸虧損 – 未發生信貸減值	12m ECL 12個月預期信貸虧損
Doubtful 可疑	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 根據內部資料或外部資源認定信貸風險自初始確認以來大幅增加	Lifetime ECL – not credit-impaired 全期預期信貸虧損 – 未發生信貸減值	Lifetime ECL – not credit-impaired 全期預期信貸虧損 – 未發生信貸減值
Loss 虧損	There is evidence indicating the asset is credit-impaired 有證據顯示資產已發生信貸減值	Lifetime ECL – credit-impaired 全期預期信貸虧損 – 發生信貸減值	Lifetime ECL – credit-impaired 全期預期信貸虧損 – 發生信貸減值
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 有證據顯示債務人出現重大財務困難，且本集團不認為日後可收回相關款項	Amount is written-off 撇銷款項	Amount is written-off 撇銷款項

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

7. FINANCIAL INSTRUMENTS (CONTINUED)

7. 金融工具 (續)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The table below details the credit risk exposures of the Group's financial assets and financial guarantee contract, which are subject to ECL assessment.

b. 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

下表載列本集團金融資產及財務擔保合約根據預期信貸虧損評估的信貸風險詳情。

	Note 附註	External Credit rating 外部信貸評級	Internal Credit rating 內部信貸評級	12m or lifetime ECL 12個月或全期預期信貸虧損	2019 Gross carrying amount 二零一九年賬面總值		2018 Gross carrying amount 二零一八年賬面總值	
					HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Financial assets at amortised costs 按攤銷成本計量的金融資產								
Amounts due from associates 應收聯營公司款項	24	N/A 不適用	(Note 1) (附註1)	12m ECL 12個月預期信貸虧損		10,825		10,365
Trade receivables 貿易應收款項	28	N/A 不適用	(Note 2) (附註2)	Lifetime ECL (Provision matrix) 全期預期信貸虧損 (撥備矩陣)	66,583		182,272	
– contracts with customers – 客戶合約				Loss 虧損	10,572	77,155	4,135	186,407
Other receivables 其他應收款項	28	N/A 不適用	(Note 1) (附註1)	12m ECL 12個月預期信貸虧損	205,972		731,842	
				Loss 虧損	63,119	269,091	–	731,842
Contract assets 合約資產	29	N/A 不適用	(Note 2) (附註2)	Lifetime ECL (Provision matrix) 全期預期信貸虧損 (撥備矩陣)		–		90,328
Finance lease receivables 應收融資租賃款項	31	N/A 不適用	(Note 1) (附註1)	12m ECL 12個月預期信貸虧損	–		3,695	
				Loss 虧損	3,917	3,917	292	3,987
Pledged bank deposits and restricted cash 已抵押銀行存款及受限制現金	32	N/A 不適用	Low risk 低風險	12m ECL 12個月預期信貸虧損		592		2,265
Bank balances 銀行結餘	32	N/A 不適用	Low risk 低風險	12m ECL 12個月預期信貸虧損		9,349		10,005
Other item 其他項目								
Financial guarantee contracts (Note 3) 財務擔保合約 (附註3)	47	N/A 不適用	Loss 虧損	Lifetime ECL – credit-impaired 全期預期信貸虧損 – 發生信貸減值		319,120		–

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. FINANCIAL INSTRUMENTS (CONTINUED)

7. 金融工具 (續)

b. Financial risk management objectives and policies (Continued)

b. 財務風險管理目標及政策 (續)

Credit risk and impairment assessment (Continued)

信貸風險及減值評估 (續)

Notes:

附註：

- 1) 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.

- 1) 就內部信貸風險管理而言，本集團利用逾期資料來評估信貸風險自初步確認以來是否顯著增加。

		Not past due/ No fixed repayment terms 未逾期/ 無固定還款期 HK\$'000 千港元
2019		
Amounts due from associates	二零一九年 應收聯營公司款項	10,825
Other receivables	其他應收款項	205,972
2018		
Amounts due from associates	二零一八年 應收聯營公司款項	10,365
Other receivables	其他應收款項	731,842
Finance lease receivables	應收融資租賃款項	3,695

- 2) For trade receivables and contract assets, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Except for credit-impaired balances, the Group determines the ECL on these items by using a provision matrix, grouped by debtor's aging.

- 2) 就貿易應收款項及合約資產而言，本集團已應用香港財務報告準則第9號的簡化方法以按全期預期信貸虧損計量虧損撥備。除信貸減值結餘外，本集團藉使用撥備矩陣釐定該等項目（按債務人的賬齡分組）的預期信貸虧損。

- 3) For financial guarantee contracts, the gross carrying amount represents the maximum amount the Group has guaranteed under the guarantee contracts.

- 3) 就財務擔保合約而言，賬面總值指本集團根據擔保合約擔保的最高金額。

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

7. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

As part of the Group's credit risk management, the Group uses debtors' aging to assess the impairment financing leasing business for its customers in relation to its shipbuilding business, finance leasing business and intelligent car parking and automotive device business because these customers consist of a large number of small customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The following table provides information about the exposure to credit risk for trade receivables and contract assets, which are assessed based on provision matrix within lifetime ECL (not credit-impaired). Debtors with credit-impaired balances with gross carrying amounts of HK\$10,572,000 respectively as at 31 December 2019 (2018: HK\$4,135,000) were assessed individually.

Gross carrying amount

7. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

作為本集團信貸風險管理的一部分，本集團利用債務人之賬齡評估其船舶製造業務、融資租賃業務及智慧停車以及汽車電子業務相關客戶融資租賃業務的減值情況，原因為該等客戶乃由數量眾多的小型客戶所組成，而彼等具有可反映彼等根據合約條款償還所有應付款項能力的共同風險特性。下表提供有關於全期預期信貸虧損（未發生信貸減值）內基於撥備矩陣評估的貿易應收款項及合約資產之信貸風險的資料。於二零一九年十二月三十一日，賬面總值為10,572,000港元（二零一八年：4,135,000港元）的結餘已發生信貸減值的應收賬款已單獨評估。

賬面總值

	2019 二零一九年		2018 二零一八年	
	Estimated loss rate 估計虧損率	Trade receivables 貿易應收款項 HK\$'000 千港元	Estimated loss rate 估計虧損率	Trade receivables 貿易應收款項 HK\$'000 千港元
Current to 90 days	0.23%	16,218	0.00%	76,777
91 days to 1 year	0.28%	-	0.00%	105,495
Over 1 year	0.32%	50,365	0.00%	-
		66,583		182,272

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. FINANCIAL INSTRUMENTS (CONTINUED)

7. 金融工具 (續)

b. Financial risk management objectives and policies (Continued)

b. 財務風險管理目標及政策 (續)

Credit risk and impairment assessment (Continued)

信貸風險及減值評估 (續)

Gross carrying amount

賬面總值

		2019 二零一九年		2018 二零一八年	
		Estimated loss rate 估計虧損率	Contract assets 合約資產 HK\$'000 千港元	Estimated loss rate 估計虧損率	Contract assets 合約資產 HK\$'000 千港元
Current to 90 days	流動至90日	0.00%	—	0.00%	90,328

The estimated loss rates are estimated based on industry credit benchmarking studies on the industry-wide probability of default term structure over the expected life with forward looking adjustment that is available without undue cost or effort and empirical study on loss given default rate.

估計虧損率的估計乃基於毋須花費過多成本及精力的預期年期內可用的全行業違約期限概率的行業信貸基準研究(作出前瞻性調整)及違約損失率的實證研究。

During the year ended 31 December 2019, the Group provided approximately HK\$198,000 (2018: Nil) impairment allowance for trade receivables based on the provision matrix. Impairment allowance of approximately HK\$6,307,000 (2018: Nil) were made on credit-impaired debtors.

截至二零一九年十二月三十一日止年度，本集團根據撥備矩陣就貿易應收款項作出約198,000港元(二零一八年：無)的減值撥備。減值撥備約6,307,000港元(二零一八年：無)乃就信貸減值債務人作出。

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

7. FINANCIAL INSTRUMENTS (CONTINUED)

b. 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 under the simplified approach.

7. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

下表顯示根據簡化方法就貿易應收款項確認之全期預期信貸虧損變動。

		Lifetime ECL (not credit- impaired) 全期預期信貸 虧損 (未發生 信貸減值) HK\$'000 千港元	Lifetime ECL (credit- impaired) 全期預期信貸 虧損 (發生 信貸減值) HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2018 and 31 December 2018	於二零一八年一月一日及 二零一八年十二月三十一日	-	4,135	4,135
Changes due to financial instruments recognised as at 1 January 2019:	於二零一九年一月一日確認 金融工具而出現變動:			
- Impairment losses recognised	- 已確認減值虧損	161	6,307	6,468
New financial assets originated	新增源生金融資產	37	-	37
Deconsolidation of subsidiaries	終止綜合入賬附屬公司	-	(3,347)	(3,347)
Exchange adjustments	匯兌調整	(2)	(56)	(58)
As at 31 December 2019	於二零一九年十二月三十一日	196	7,039	7,235

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. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Changes in the loss allowance for trade receivables are mainly due to:

7. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

貿易應收款項虧損撥備的變動主要由於以下各項所致：

		2019 二零一九年 Increase (decrease) in lifetime ECL (credit- impaired) 全期預期信貸 虧損增加 (減少) (發生 信貸減值) HK\$'000 千港元
No realistic prospect of recovery	無實際收回預期	6,307
Deconsolidation of subsidiaries	終止綜合入賬附屬公司	(3,347)

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. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The following tables show reconciliation of loss allowances that has been recognised for amounts due from associates:

		12m ECL 12個月預期 信貸虧損 HK\$'000 千港元
As at 1 January 2018 and 31 December 2018	於二零一八年一月一日及 二零一八年十二月三十一日	–
Changes due to financial instruments recognised as at 1 January 2019:	於二零一九年一月一日確認金融工具 所致變動：	
– Impairment losses recognised	– 已確認減值虧損	99
As at 31 December 2019	於二零一九年十二月三十一日	99

Changes in the loss allowance for amounts due from associates are mainly due to:

b. 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

下表載列已就應收聯營公司款項確認的虧損撥備對賬：

		2019 二零一九年 Increase in 12m ECL 12個月預期信 貸虧損增加 HK\$'000 千港元
Changes in the loss allowance for amounts due from associates are mainly due to:	應收聯營公司款項虧損撥備的變動主要由於以下各項所致：	
Change in parameters	參數變動	99

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. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The following tables show reconciliation of loss allowances that has been recognised for other receivables:

7. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

下表載列已就其他應收款項確認的虧損撥備對賬：

		12m ECL	Lifetime ECL (credit- impaired)	Total
		12個月預期 信貸虧損	全期預期信貸 虧損(發生 信貸減值)	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
As at 1 January 2018	於二零一八年一月一日	–	23,690	23,690
Changes due to financial instruments recognised as at 1 January 2018:	於二零一八年一月一日確認 金融工具所致變動：			
– Impairment losses recognised	– 已確認減值虧損	–	120,000	120,000
As at 31 December 2018	於二零一八年十二月三十一日	–	143,690	143,690
Changes due to financial instruments recognised as at 1 January 2019:	於二零一九年一月一日確認 金融工具所致變動：			
– Impairment losses recognised	– 已確認減值虧損	1,640	40,206	41,846
Deconsolidation of subsidiaries	終止綜合入賬附屬公司	–	(133,083)	(133,083)
As at 31 December 2019	於二零一九年十二月三十一日	1,640	50,813	52,453

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. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Changes in the loss allowance for other receivables are mainly due to:

7. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

其他應收款項虧損撥備的變動主要由於：

		2019 二零一九年 Increase (decrease) in lifetime ECL (credit- impaired) 全期預期 信貸虧損增加 (減少)(發生 信貸減值) HK\$'000 千港元	2018 二零一八年 Increase in lifetime ECL (credit- impaired) 全期預期 信貸虧損 增加(發生 信貸減值) HK\$'000 千港元
No realistic prospect of recovery	無實際收回預期	40,206	120,000
Deconsolidation of subsidiaries	終止綜合入賬附屬公司	<u>(133,083)</u>	<u>—</u>

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. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The following tables show reconciliation of loss allowances that has been recognised for finance lease receivables:

7. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

下表載列已就應收融資租賃款項確認的虧損撥備對賬：

		Lifetime ECL (credit- impaired) 全期預期信貸 虧損 (發生 信貸減值) HK\$'000 千港元
As at 1 January 2018 and 31 December 2018	於二零一八年一月一日及 二零一八年十二月三十一日	292
Changes due to financial instruments recognised as at 1 January 2019:	於二零一九年一月一日確認金融工具 所致變動：	
– Impairment losses recognised	– 已確認減值虧損	<u>3,625</u>
As at 31 December 2019	於二零一九年十二月三十一日	<u>3,917</u>

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. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Financial guarantee contract (Continued)

Changes in the loss allowance for finance lease receivables are mainly due to:

No realistic prospect of recovery

無實際收回預期

2019
二零一九年
Increase
in lifetime
ECL (credit-
impaired)
全期預期
信貸虧損
增加(發生
信貸減值)
HK\$'000
千港元

3,625

The following tables show reconciliation of loss allowances that has been recognised for financial guarantee contracts:

下表載列已就財務擔保合約確認的虧損撥備對賬：

Increase in
lifetime ECL
(not credit-
impaired)
全期預期
信貸虧損
增加(未發生
信貸減值)
HK\$'000
千港元

As at 1 January 2019

於二零一九年一月一日

-

New financial assets originated

產生的新金融資產

258,134

Exchange adjustments

匯兌調整

(2,285)

As at 31 December 2019

於二零一九年十二月三十一日

255,849

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. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Liquidity risk

In management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The Group was exposed to liquidity risk at 31 December 2019 as the Group had net current liabilities and net liabilities of approximately HK\$3,585,009,000 and HK\$3,229,631,000 (2018: HK\$3,376,522,000 and HK\$2,178,756,000), respectively. In order to improve the Group's liquidity position, the Directors have been implementing various operating and financing measures, details of which are set out in Note 2 to the consolidated financial statements.

The Group relied on borrowings as significant sources of liquidity, details of which are set out in Note 34 to the consolidated financial statements.

7. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

流動資金風險

於管理流動資金風險之過程中，本集團監控並維持管理層視為足夠為本集團營運提供資金之一定水平的現金及現金等價物並減輕因現金流量浮動帶來的影響。

本集團於二零一九年十二月三十一日面臨流動資金風險，此乃因本集團的流動負債淨額及負債淨額分別約3,585,009,000港元及3,229,631,000港元(二零一八年：3,376,522,000港元及2,178,756,000港元)。為改善本集團的流動資金狀況，董事正推行多項營運及財務措施，有關詳情載於綜合財務報表附註2。

本集團依賴借貸作為流動資金之重要來源，有關詳情載於綜合財務報表附註34。

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. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial 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 banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are at floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

7. 金融工具 (續)

b. 財務風險管理目標及政策 (續)

流動資金風險 (續)

下表載列就非衍生金融負債而言，本集團之其餘合約到期日之詳情。此表乃根據本集團可能最早被要求償還金融負債之日，金融負債之未貼現現金流量而編製。尤其是，含有須按要求償還條款之銀行借貸乃計入最早時間段，而不論銀行是否可能選擇行使彼等之權利。其他非衍生金融負債之到期日乃根據協定之償還日期編製。

下表已載列利息及本金之現金流量。倘利息按浮動利率計算，未貼現金額則按於報告期末之利率計算得出。

		Weighted average effective interest rate	On demand or less than 1 year	Over 1 year but less than 2 years	Over 2 years but less than 5 years	Total undiscounted cash flows	Carrying amount at 31.12.2019
		%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		%	千港元	千港元	千港元	千港元	千港元
2019	二零一九年						
Non-derivative financial liabilities	非衍生金融負債						
Trade and other payables	貿易及其他應付款項	N/A 不適用	1,012,702	4,982	-	1,017,684	1,017,684
Amounts due to associates	應付聯營公司款項	N/A 不適用	12,363	-	-	12,363	12,363
Amounts due to related parties	應付關聯方款項	N/A 不適用	28	-	-	28	28
Amount due to directors	應付董事款項	N/A 不適用	31,719	-	-	31,719	31,719
Convertible bonds payables (Note)	應付可換股債券 (附註)	10	1,172	1,110	12,148	14,430	8,775
Lease liabilities	租賃負債	11.41	9,253	778	145	10,176	9,017
Financial guarantee contracts	財務擔保合約	N/A 不適用	319,120	-	-	319,120	255,849
Borrowings	借貸	-	-	-	-	-	-
- fixed rates	- 定息	8.09	2,368,949	-	-	2,368,949	2,368,949
- variable rates	- 浮息	6.36	866,729	-	-	866,729	866,729
			4,622,035	6,870	12,293	4,641,198	4,571,113

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. FINANCIAL INSTRUMENTS (CONTINUED)

b. Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

2018	二零一八年
Non-derivative financial liabilities	非衍生金融負債
Trade and other payables	貿易及其他應付款項
Amounts due to associates	應付聯營公司款項
Amounts due to related parties	應付有關聯人士款項
Amount due to an directors	應付董事款項
Convertible bonds payables (Note)	應付可換股債券(附註)
Borrowings	借貸
- fixed rates	- 定息
- variable rates	- 浮息

Note: The undiscounted amount represents the coupon interest and redemption amount on maturity on the assumption that there was no conversion prior to maturity.

The amounts included above for financial guarantee contracts are the maximum amounts the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. This estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

At 31 December 2019 and 31 December 2018, there was no principal amount of the Group's bank borrowings with unconditional repayment on demand clause.

The amounts included as above for variable interest rate instruments of non-derivative financial liabilities are subject to change if change in variable interest rates differ to those estimates of interest rate determined at the end of the reporting period.

7. 金融工具(續)

b. 財務風險管理目標及政策(續)

流動資金風險(續)

Weighted average effective interest rate	On demand or less than 1 year	Over 1 year but less than 2 years	Over 2 years but less than 5 years	Total undiscounted cash flows	Carrying amount at 31.12.2019
加權平均實際利率	按要求或少於1年	1年以上但少於2年	2年以上但少於5年	未貼現現金流量總額	於二零一九年十二月三十一日之賬面值
%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
%	千港元	千港元	千港元	千港元	千港元
N/A 不適用	1,341,920	5,070	-	1,346,990	1,346,990
N/A 不適用	12,363	-	-	16,920	16,920
N/A 不適用	721	-	-	721	721
N/A 不適用	21,925	-	-	21,925	21,925
10	226,800	-	-	226,800	168,138
5.53	1,767,281	847,531	26,334	2,641,146	2,555,856
6.35	365,132	479,702	31,620	876,454	829,397
	3,736,142	1,332,303	57,954	5,130,956	4,939,947

附註：未貼現金額指假設於到期前並無轉換之票息及到期贖回款項。

上述財務擔保合約所列金額為倘擔保對手方提出索償，本集團根據安排須就全部擔保金額進行結算的最高金額。該估計視乎對手方根據擔保提出索償的概率（為獲擔保的對手方持有的財務應收款項出現信貸虧損的可能性函數）而可能發生變動。

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，本集團的銀行借貸本金概不附帶無條件按要償還條款。

若浮動利率變動不同於報告期末釐定之利率估計，則上述非衍生金融負債之浮息工具之款項亦會有所改變。

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

7. FINANCIAL INSTRUMENTS (CONTINUED)

c. Fair value measurement of financial instruments

Some of the Group's financial instruments are measured at fair value for financial reporting purposes.

In estimating the fair value, the Group uses market-observation data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation.

This following table gives information about how the Group determines fair values of various financial assets.

7. 金融工具 (續)

c. 金融工具之公平值計量

就財務報告而言，本集團若干金融工具按公平值計量。

於估計公平值時，本集團採用可用之市場可觀察數據。倘第一層級輸入數據不可用時，本集團將委聘第三方合資格估值師進行估值。

下表提供資料說明本集團為各項金融資產釐定公平值的方法。

Financial assets	金融資產	Fair value as at 公平值		Fair value hierarchy	Valuation technique(s) and key input(s)
		31 December 2019 二零一九年 十二月 三十一日 HK\$'000 千港元	31 December 2018 二零一八年 十二月 三十一日 HK\$'000 千港元		
Financial assets at FVTPL	按公平值計入損益之 金融資產				
Held-for-trading listed securities	持作買賣之上市證券	Listed equity securities in Hong Kong – approximately 12 於香港上市之股本證券 —約12	Listed equity securities in Hong Kong – approximately 32 於香港上市之股本證券— 約32	Level 1 第一層級	Quoted prices in an active market 於活躍市場之報價
Equity instruments at FVTOCI	按公平值計入其他全面 收益之權益工具	Nil 無	Listed equity securities in the PRC – approximately 23,598 於中國上市之股本證券 —約23,598	Level 1 第一層級	Quoted prices in an active market 於活躍市場之報價

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. FINANCIAL INSTRUMENTS (CONTINUED)

7. 金融工具 (續)

c. Fair value measurement of financial instruments (Continued)

c. 金融工具之公平值計量 (續)

Fair value hierarchy – Level 1 公平值層級 – 第一層級

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Financial assets	金融資產		
Held-for-trading listed securities	持作買賣上市證券	12	32
Equity instruments at FVTOCI	按公平值計入其他全面收益之權益工具	–	23,598
		<u>12</u>	<u>23,630</u>

There was no transfer between Level 1, 2 and 3 during the year.

The Directors consider that the carrying amounts of other financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their values.

年內第一、第二及第三層級之間概無轉撥。

董事認為，於綜合財務報表內以攤銷成本入賬之其他金融資產及金融負債之賬面值乃與其價值相若。

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

8. REVENUE AND SEGMENT INFORMATION

For the year ended 31 December 2019

Disaggregation of revenue from contracts with customers

8. 收益及分部資料

截至二零一九年十二月三十一日止年度

來自客戶合約的收益細分

Segments	分部	Intelligent car parking and automotive device business 智慧停車及汽車電子業務 HK\$'000 千港元	Steel structure engineering and installation 鋼結構工程及安裝 HK\$'000 千港元	Shipbuilding business 船舶製造業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Geographical markets	地區市場				
The PRC	中國	7,567	22,450	17,422	47,439
Germany	德國	-	-	(67,144)	(67,144)
Total	總計	7,567	22,450	(49,722)	(19,705)
Timing of revenue recognition	收益確認時間				
A point in time	時間點	7,567	22,450	-	30,017
Over time	於一段時間	-	-	(49,722)	(49,722)
Total	總計	7,567	22,450	(49,722)	(19,705)

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. REVENUE AND SEGMENT INFORMATION (CONTINUED)

8. 收益及分部資料 (續)

For the year ended 31 December 2018

截至二零一八年十二月三十一日止年度

Disaggregation of revenue from contracts with customers

來自客戶合約的收益細分

Segments	分部	Intelligent car parking and automotive device business 智慧停車及汽車電子業務 HK\$'000 千港元	Steel structure engineering and installation 鋼結構工程及安裝 HK\$'000 千港元	Shipbuilding business 船舶製造業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Geographical markets	地區市場				
The PRC	中國	135,342	21,213	22,912	179,467
Germany	德國	-	-	(649,278)	(649,278)
Total	總計	135,342	21,213	(626,366)	(469,811)
Timing of revenue recognition	收入確認時間				
A point in time	時間點	135,342	21,213	-	156,555
Over time	於一段時間	-	-	(626,366)	(626,366)
Total	總計	135,342	21,213	(626,366)	(469,811)

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. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information.

8. 收益及分部資料 (續)

下文載列來自客戶合約的收益與分部資料所披露金額之對賬。

		For the year ended 31 December 2019 截至 二零一九年 十二月三十一日 止年度 HK\$'000 千港元	For the year ended 31 December 2018 截至 二零一八年 十二月三十一日 止年度 HK\$'000 千港元
Shipbuilding business	船舶製造業務	(49,722)	(626,366)
Intelligent car parking and automotive device business	智慧停車及汽車電子業務	7,567	135,342
Steel structure engineering and installation	鋼結構工程及安裝	22,450	21,213
Revenue from contracts with customers	來自客戶合約的收益	(19,705)	(469,811)
Interest under effective interest method	根據實際利率法計算之利息	-	1,779
Total revenue	總收益	(19,705)	(468,032)

Revenue from intelligent car parking and automotive device business and steel structure engineering and installation is recognised when the goods, including electronic devices, intelligent carparking and steel structure, are delivered and title has passed, being at the point the goods are delivered to the customers. The credit periods provided to customers ranged from 30 to 90 days.

The Group provides shipbuilding construction services to customers. Revenue from shipbuilding business is recognised as a performance obligation satisfies over time as to the stage of completion of the contract activity at the end of the reporting period, as determined by reference to the standard hours incurred up to the end of the reporting period as a percentage of total estimated standard hours for each contract. The Group provides an one-year warranty on shipbuilding and undertakes to repair or replace items that fail to perform satisfactorily.

智慧停車及汽車電子業務以及鋼結構工程及安裝的收益於貨品（包括電子設備、智慧停車及鋼結構）交付及所有權讓渡（即貨品交付至客戶）時確認。向客戶提供的信貸期介乎30至90日。

本集團向客戶提供造船建造服務。造船業務之收益乃參照於報告期末合約活動之完成階段（參照直至報告期末所產生之工時佔各合約之估計工時總額之百分比而釐定）確認為隨時間履行之履約責任。本集團就造船提供一年的保養期，並承諾維修或替換未達理想表現的項目。

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

8. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Information reported to the board of Directors, being the chief operating decision maker (“CODM”), for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group’s reportable and operating segments under HKFRS 8 *Operating Segments* are as follows:

- a) Shipbuilding business – provision of shipbuilding services under shipbuilding construction contracts and operated in the People’s Republic of China (the “PRC”).
- b) Trading business – provision of trading of electronic appliance and operated in Hong Kong.
- c) Finance leasing business – provision of direct finance leasing, sale and leaseback, advisory services and provision of factoring services in the PRC.
- d) Intelligent car parking and automotive device business – manufacturing and sales of car parking equipment, investment, operation and management of car parks and electronic automotive devices in the PRC.
- e) Steel structure engineering and installation – manufacturing and selling of steel structures and fittings for ship, marine equipment, mining equipment, ro-ro equipment, ship, bridge and building steel structure in the PRC.

8. 收益及分部資料 (續)

向董事會 (其為主要營運決策者 (「主要營運決策者」)) 就分部資源分配及其表現評估而報告之資料集中於所交付或提供之貨品或服務種類。在達致本集團之可呈報分部時，並無合併主要營運決策者所識別之經營分部。

具體而言，本集團根據香港財務報告準則第8號經營分部劃分之可呈報及經營分部如下：

- a) 船舶製造業務—在中華人民共和國 (「中國」) 經營根據造船合約提供船舶製造服務。
- b) 貿易業務—在香港經營電子產品貿易業務。
- c) 融資租賃業務—在中國提供直接融資租賃、售後租回、顧問服務及提供保理服務。
- d) 智慧停車及汽車電子業務—於中國提供停車設備的製造及銷售、投資、運營、管理停車場以及汽車電子業務。
- e) 鋼結構工程及安裝—於中國製造及銷售船用鋼結構及配件、航海設備、採礦設備、滾裝設備以及船舶、橋樑及建築鋼結構。

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. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable and operating segment.

For the year ended 31 December 2019

8. 收益及分部資料 (續)

分部收益及業績

本集團按可呈報及經營分部劃分之收益及業績分析如下。

截至二零一九年十二月三十一日止年度

		Shipbuilding business	Trading business	Finance leasing business	Intelligent car parking and automotive device business	Steel structure engineering and installation	Total
		船舶製造業務	貿易業務	融資租賃業務	智慧停車及 汽車電子業務	鋼結構工程 及安裝	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Segment revenue	分部收益						
- External sales	- 外部收益	(49,722)	-	-	7,567	22,450	(19,705)
Segment result	分部業績	(304,313)	-	(70,865)	(287,973)	(65,821)	(728,972)
Unallocated other gains and losses	未分配其他收益及虧損						(6,657)
Unallocated other income	未分配其他收入						32
Change in fair value of financial assets mandatorily measured at FVTPL	強制按公平值計入損益計量之金融資產之公平值變動虧損						(20)
Gain on disposal of an associate	出售一間聯營公司之收益						66,408
Loss on deconsolidation of subsidiaries	終止綜合入賬附屬公司之虧損						(142,513)
Share of loss of associates	分佔聯營公司之虧損						(183)
Share of profit of joint ventures	分佔合營企業之溢利						130
Unallocated impairment loss under expected credit loss model	未分配預期信貸虧損模式項下之減值虧損						(258,386)
Unallocated corporate expenses	未分配之公司開支						(21,714)
Unallocated finance costs	未分配之融資成本						(47,432)
Loss before tax	除稅前虧損						(1,139,307)

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. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Segment revenue and results (Continued)

For the year ended 31 December 2018

8. 收益及分部資料 (續)

分部收益及業績 (續)

截至二零一八年十二月三十一日止年度

	Shipbuilding business 船舶製造業務	Trading business 貿易業務	Finance leasing business 融資租賃業務	Intelligent car parking and automotive device business 智慧停車及汽車電子業務	Steel structure engineering and installation 鋼結構工程及安裝	Total 總計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment revenue						
- External sales	(626,366)	-	1,779	135,342	21,213	(468,032)
Segment result	(603,014)	-	(34,872)	(107,448)	(279,233)	(1,024,567)
Unallocated other gains and losses						(3,803)
Unallocated other income						429
Change in fair value of financial assets mandatorily measured at FVTPL						(22)
Share of loss of associates						(35,092)
Share of loss of joint ventures						(472,152)
Unallocated corporate expenses						(960)
Unallocated finance costs						(38,099)
Loss before tax						(1,574,266)

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 4. Segment result represents the loss from each segment without allocation of certain other income, certain other gains or losses, change in fair value of financial assets mandatorily measured at FVTPL, gain on disposal of an associate, loss on deconsolidation of subsidiaries, certain finance costs, share of loss of associates, share of profit (loss) of joint ventures, certain impairment loss under expected credit loss model and certain corporate expenses. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

經營分部之會計政策與附註4所述之本集團會計政策相同。分部業績指各分部的虧損，不包括若干其他收入、若干其他收益或虧損、強制按公平值計入損益計量之金融資產之公平值變動、出售一間聯營公司之收益、終止綜合入賬附屬公司之虧損、若干融資成本、分佔聯營公司之虧損、分佔合營企業之溢利(虧損)、預期信貸虧損模式項下之若干減值虧損及若干公司開支之分配。此乃向主要營運決策者呈報以進行資源分配及表現評估之方法。

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. REVENUE AND SEGMENT INFORMATION (CONTINUED)

8. 收益及分部資料(續)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segment:

分部資產及負債

本集團按可呈報及經營分部劃分之資產及負債分析如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Assets	資產		
Segment assets	分部資產		
– Shipbuilding business	– 船舶製造業務	734,221	802,174
– Trading business	– 貿易業務	–	–
– Finance leasing business	– 融資租賃業務	45,856	361,392
– Intelligent car parking and automotive device business	– 智慧停車及汽車電子業務	342,429	615,065
– Steel structure engineering and installation	– 鋼結構工程及安裝	84	810,733
		1,122,590	2,589,364
Total segment assets	分部資產總額		
Pledged bank deposits and restricted cash and bank balances and cash	已抵押銀行存款、受限制現金及銀行結餘以及現金	9,941	12,270
Interests in associates	於聯營公司之權益	33,189	201,094
Interests in joint ventures	於合營企業之權益	5,536	5,531
Investment properties	投資物業	18,278	21,914
Amounts due from associates	應收一間聯營公司款項	10,726	10,365
Assets classified as held for sale	分類為持作出售之資產	160,000	–
Unallocated right-of-use assets	未分配之使用權資產	2,804	–
Unallocated corporate assets	未分配之公司資產	6,043	6,136
		1,369,107	2,846,674
Consolidated assets	綜合資產		
Liabilities	負債		
Segment liabilities	分部負債		
– Shipbuilding business	– 船舶製造業務	3,052,911	2,774,184
– Trading business	– 貿易業務	–	–
– Finance leasing business	– 融資租賃業務	574,987	587,650
– Intelligent car parking and automotive device business	– 智慧停車及汽車電子業務	470,764	446,341
– Steel structure engineering and installation	– 鋼結構工程及安裝	–	777,211
		4,098,662	4,585,386
Total segment liabilities	分部負債總額		
Convertible bonds payables	應付可換股債券	8,775	168,138
Deferred tax liabilities	遞延稅項負債	26,383	68,141
Amounts due to associates	應付聯營公司款項	12,363	16,920
Financial guarantee contracts	財務擔保合約	255,849	–
Unallocated borrowings	未分配借款	59,050	62,815
Unallocated lease liabilities	未分配之租賃負債	2,976	–
Unallocated corporate liabilities	未分配之公司負債	134,680	124,030
		4,598,738	5,025,430
Consolidated liabilities	綜合負債		

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

8. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Segment assets and liabilities (Continued)

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments other than interests in associates, interests in joint ventures, investment properties, certain other receivables, pledged bank deposits and restricted cash, bank balances and cash, assets classified as held for sale, financial assets at FVTPL, amounts due from associates, tax recoverable, deferred tax asset, certain corporate property, plant and equipment and certain right-of-use assets; and
- all liabilities are allocated to operating segments other than convertible bonds payables, deferred tax liabilities, amounts due to associates, amounts due to directors, certain lease liabilities, certain other payables and accruals, financial guarantee contracts, certain borrowings and amounts due to related parties.

8. 收益及分部資料 (續)

分部資產及負債 (續)

為方便監控分部表現及在分部間分配資源：

- 所有資產均分配至經營分部，惟為於聯營公司之權益、於合營企業之權益、投資物業、若干其他應收款項、已抵押銀行存款及受限制現金、銀行結餘及現金、分類為持作出售之資產、按公平值計入損益之金融資產、應收聯營公司款項、可回收稅項、遞延稅項資產、若干公司物業、廠房及設備及若干使用權資產除外；及
- 所有負債均分配至經營分部，惟應付可換股債券、遞延稅項負債、應付聯營公司款項、應付董事款項、若干租賃負債、若干其他應付款項及應計費用、財務擔保合約、若干借款及應付關聯方款項除外。

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. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Other segment information

Year ended 31 December 2019

Amounts included in the measure of segment result or segment assets:

	Shipbuilding business	Trading business	Finance leasing business	Intelligent car parking and automotive device business	Steel structure engineering and installation	Unallocated	Total
	船舶製造業務	貿易業務	融資租賃業務	智慧停車及汽車電子業務	鋼結構工程及安裝	未分配	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Additions to property, plant and equipment	449	-	-	700	1,310	-	2,459
Addition to right-of-use assets	-	-	-	1,299	-	4,517	5,816
Depreciation of property, plant and equipment	24,338	-	109	4,638	11,174	763	41,022
Depreciation of right-of-use assets	7,153	-	-	7,180	-	2,243	16,576
Amortisation of intangible assets	6	-	-	36,862	262	-	37,130
Impairment loss recognised in respect of property, plant and equipment	17,672	-	-	-	-	-	17,672
Impairment losses recognised in respect of goodwill	-	-	-	104,733	-	-	104,733
Impairment losses recognised in respect of intangible assets	-	-	-	65,500	-	-	65,500
Impairment loss under ECL model:							
- Finance lease receivables	-	-	3,625	-	-	-	3,625
- Trade receivables	37	-	14	6,454	-	-	6,505
- Other receivables	3,611	-	32,831	5,251	-	153	41,846
- Amount due from associates	-	-	-	-	-	99	99
- Financial guarantee contracts	-	-	-	-	-	258,134	258,134
Change in fair value of investment properties	-	-	-	2,853	-	-	2,853
Finance costs	213,890	-	34,395	29,380	34,293	47,432	359,390
Other income	(5,381)	-	-	(2,669)	(1,798)	(32)	(9,880)
Other gains and losses	5,358	-	-	6,984	1,163	6,657	20,162

Amounts regularly provided to the CODM but not included in the measure of segment result:

Interest income	(26)	-	-	(4)	(2)	-	(32)
Gain on disposal of an associate	-	-	-	-	-	(66,408)	(66,408)
Loss on deconsolidation of subsidiaries	-	-	-	-	-	142,513	142,513
Change in fair value of financial assets mandatorily measured at FVTPL	-	-	-	-	-	20	20
Share of loss of associates	-	-	-	-	-	183	183
Share of profit of joint ventures	-	-	-	-	-	(130)	(130)

8. 收益及分部資料 (續)

其他分部資料

截至二零一九年十二月三十一日止年度

計量分部業績或分部資產時計入之金額如下：

定期提交予主要營運決策者但在計量分部業績時並無計入之金額如下：

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

8. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Other segment information (Continued)

Year ended 31 December 2018

Amounts included in the measure of segment result or segment assets:

	Shipbuilding business	Trading business	Finance leasing business	Intelligent car parking and automotive device business	Steel structure engineering and installation	Unallocated	Total	
	船舶製造業務	貿易業務	融資租賃業務	智慧停車及汽車電子業務	鋼結構工程及安裝	未分配	總計	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
Additions to property, plant and equipment	添置物業、廠房及設備	392	-	10	325	29,188	94	30,009
Addition to prepaid lease payments	添置預付租賃款項	-	-	-	-	1,697	-	1,697
Addition to intangible assets	添置無形資產	8	-	-	-	-	-	8
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	41,781	-	124	6,783	29,033	893	78,614
Amortisation of prepaid lease payments	預付租賃款項攤銷	7,168	-	-	253	1,227	-	8,648
Amortisation of intangible assets	無形資產攤銷	-	-	-	37,452	3,601	-	41,053
Impairment loss recognised in respect of intangible assets	就無形資產確認之減值虧損	-	-	-	10,000	16,000	-	26,000
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損	-	-	-	22,000	47,740	-	69,740
Impairment loss recognised in respect of other receivables	就其他應收款項確認之減值虧損	-	-	-	-	120,000	-	120,000
Written-down of inventories recognised as cost of sales	撇減已確認為銷售成本之存貨	799,159	-	-	-	-	-	799,159
Finance costs	融資成本	136,724	-	32,534	16,909	47,575	38,099	271,841
Other income	其他收入	(1,679)	-	-	(7,131)	(662)	(429)	(9,901)
Other gains and losses	其他收益及虧損	1,648	-	-	10,644	(12,283)	3,803	3,812

Amounts regularly provided to the CODM but not included in the measure of segment result:

Interest income	利息收入	(1)	-	-	(421)	(7)	-	(429)
Share of loss of joint ventures	分佔合營企業之虧損	-	-	-	-	-	472,152	472,152
Change in fair value of financial assets mandatorily measured at FVTPL	強制按公平值計入損益計量之金融資產之公平值變動	-	-	-	-	-	22	22
Share of loss associates	分佔聯營公司之虧損	-	-	-	-	-	35,092	35,092

8. 收益及分部資料 (續)

其他分部資料 (續)

截至二零一八年十二月三十一日止年度

計量分部業績或分部資產時計入之金額如下：

定期提交予主要營運決策者但在計量分部業績時並無計入之金額如下：

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

8. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Other segment information (Continued)

Geographical information

The Group's operations are located in the PRC and Hong Kong.

Information about the Group's revenue from external customers is presented based on the location of customers. Information about the Group's non-current assets (excluded financial instruments and deferred tax assets) is presented based on the geographical locations of the assets.

8. 收益及分部資料 (續)

其他分部資料 (續)

地區資料

本集團之業務位於中國及香港。

有關本集團之外部客戶收益資料以客戶所在地為基準呈列。有關本集團非流動資產(金融工具及遞延稅項資產除外)資料以資產所在地為基準呈列。

		Revenue from external customers Year ended 31 December 截至十二月三十一日止年度之外部客戶收益		Non-current assets at 31 December 於十二月三十一日之非流動資產	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Germany	德國	(67,144)	(649,278)	-	-
The PRC	中國	47,439	181,246	392,952	1,239,869
Hong Kong	香港	-	-	3,287	1,246
		(19,705)	(468,032)	396,239	1,241,115

Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total revenue of the Group are as follows:

有關主要客戶之資料

於相應年度來自佔本集團總收益逾10%之客戶之收益如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Customer A ¹	客戶A ¹	(70,252)	N/A ³ 不適用 ³
Customer B ²	客戶B ²	3,506	N/A ³ 不適用 ³
Customer C ¹	客戶C ¹	16,935	N/A ³ 不適用 ³
Customer D ²	客戶D ²	N/A ³ 不適用 ³	69,609
Customer E ¹	客戶E ¹	N/A ³ 不適用 ³	(656,214)

¹ Revenue from shipbuilding business
² Revenue from manufacturing of electronic automotive device
³ The corresponding revenue did not contribute over 10% if the total revenue of the Group

¹ 船舶製造業務收益
² 生產汽車電子設備收益
³ 相應收益並無佔本集團總收益的10%以上

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

9a. OTHER INCOME

9a. 其他收入

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Government grants	政府補貼	495	378
Rental income	租金收入	–	2,508
Management fee income	管理費收入	4,997	–
Interests on bank deposits	銀行存款利息	32	429
Others	其他	4,356	6,586
		9,880	9,901

9b. OTHER GAINS AND LOSSES

9b. 其他收益及虧損

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之 虧損	(3,625)	(161)
Gain on disposal of investment property	出售投資物業之收益	–	174
Sales of scrap materials	銷售廢料	(5,109)	15,489
Foreign exchange loss	匯兌虧損	(6,657)	(12,460)
Penalty arising from litigation	訴訟產生的罰款	(405)	(6,719)
Compensation paid to suppliers	支付予供應商的補償	(2,667)	–
Others	其他	(1,699)	(135)
		(20,162)	(3,812)

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. IMPAIRMENT LOSSES UNDER ECL MODEL

10. 預期信貸虧損模式項下之減值虧損

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Impairment losses recognised on	就以下各項確認的減值虧損		
– trade receivables	– 貿易應收款項	6,505	–
– other receivables	– 其他應收款項	41,846	120,000
– amount due from associates	– 應收聯營公司款項	99	–
– finance lease receivables	– 應收融資租賃款項	3,625	–
– financial guarantee contracts	– 財務擔保合約	258,134	–
		310,209	120,000

Details of impairment assessment under ECL model are set out in Note 7b.

有關預期信貸虧損模式項下減值評估之詳情載列於附註7b。

11. FINANCE COSTS

11. 融資成本

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Effect interest expense on convertible bonds (Note 38)	可換股債券之實際利息開支 (附註38)	37,402	38,073
Interests on lease liabilities	租賃負債利息	6,785	–
Interests on borrowings	借貸利息	268,905	230,944
Guarantee fee and fund management fee incurred in connection with borrowings	有關借貸之擔保費及資金管理費	46,298	2,798
Others	其他	–	26
		359,390	271,841

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. INCOME TAX CREDIT

12. 所得稅抵免

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Current tax	即期稅項		
– PRC tax	– 中國稅項	13	10,801
Deferred tax (Note 39)	遞延稅項 (附註39)	(38,583)	(38,357)
		(38,570)	(27,556)

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%.

The Directors considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years. No provision for taxation in Hong Kong has been made as the Group’s income neither arises in, nor is derived from Hong Kong.

Under the law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

Certain subsidiaries of the Group have obtained the qualification of High and New Technology Enterprise from the relevant PRC government authorities and subject to a preferential tax rate of 15%. Certain subsidiaries of the Group in the PRC enjoy the tax holiday and the profits are fully exempted from EIT for three years starting from its first year of profitable operations, followed by 50% reduction in EIT in next three 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」），引入利得稅兩級制。草案於二零一八年三月二十八日簽署成為法律並於翌日刊憲。根據利得稅兩級制，合資格集團實體首2百萬港元溢利將按8.25%徵稅，超過2百萬港元的溢利將按16.5%徵稅。不符合利得稅兩級制資格的集團實體的溢利將繼續按16.5%的劃一稅率徵稅。

董事認為實施利得稅兩級制所涉及的金額就綜合財務報表而言並不重大。於兩個年度，香港利得稅乃就估計應課稅溢利按16.5%之稅率計算。由於本集團之收入並不來自亦或源自香港，因此，並無就香港稅項計提撥備。

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，中國附屬公司於該兩個年度之稅率為25%。

本集團若干附屬公司已獲相關中國政府機構認定為高新技術企業，並可享受稅率優惠15%。本集團之若干中國附屬公司享有免稅期，溢利自其業務盈利首年起三年豁免全部企業所得稅，其後三年則獲減免50%企業所得稅。

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. INCOME TAX CREDIT (CONTINUED)

According to the applicable PRC tax regulations, dividends declared by a company established in the PRC to a foreign investor with respect to profit derived after 1 January 2008 are generally subject to a 10% PRC Withholding Tax. If a foreign investor incorporated in Hong Kong meets the conditions and requirements under the double taxation treaty arrangement between the PRC and Hong Kong, the relevant withholding tax rate will be reduced from 10% to 5%.

Income tax credit for the year can be reconciled to the loss before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

12. 所得稅抵免(續)

根據適用的中國稅務法規，於中國成立的公司就二零零八年一月一日之後賺取的利潤向境外投資者分派股息一般須徵收10%的中國預扣稅。倘若境外投資者於香港註冊成立，並符合中國與香港訂立的雙邊稅務安排項下的條件及規定，相關預扣稅稅率將從10%降低至5%。

本年度所得稅抵免與綜合損益及其他全面收益表所列之除稅前虧損之對賬如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Loss before tax	除稅前虧損	(1,139,307)	(1,574,266)
Tax at applicable domestic income tax rate of 25% (2018: 25%)	按本地適用所得稅稅率25% (二零一八年：25%)	(284,827)	(393,567)
Tax effect of expenses not deductible for tax purpose	就稅務而言不可扣減支出之稅務影響	74,254	164,046
Tax effect of income not taxable for tax purpose	就稅務而言毋須課稅之收入之稅務影響	-	-
Tax effect of tax loss not recognised	未確認之稅項虧損之稅務影響	69,730	172,932
Tax effect of temporary difference not recognised	未確認之暫時差額之稅務影響	97,499	30,000
Effect of different tax rates of subsidiaries operating in other jurisdiction	於其他司法權區經營之附屬公司不同稅率之影響	4,774	452
Utilisation of tax loss previously not recognised	動用先前未確認之稅項虧損	-	(1,419)
Income tax credit for the year	本年度所得稅抵免	(38,570)	(27,556)

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. LOSS FOR THE YEAR

13. 年內虧損

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Loss for the year has been arrived at after charging:	年內虧損已於扣除下列項目後達致：		
Directors' and chief executive's emoluments (Note 14)	董事及主要行政人員之酬金（附註14）	5,983	6,739
Other staff costs:	其他員工成本：		
– Salaries and other benefits	– 薪酬及其他福利	20,927	48,660
– Redundancy fee	– 裁員費用	–	6,725
– Contributions to retirement benefits scheme	– 退休福利計劃供款	6,250	14,632
Total staff costs	員工成本總額	<u>33,160</u>	<u>76,756</u>
Auditor's remuneration	核數師酬金		
– Audit service	– 審核服務	1,700	1,785
– Non-audit service	– 非審核服務	600	580
Cost of inventories recognised as an expense	確認為開支之存貨成本	54,403	181,274
Depreciation of property, plant and equipment	物業、廠房及設備折舊	41,022	78,614
Depreciation of right-of-use assets	使用權資產折舊	16,576	–
Amortisation of prepaid lease payments	預付租賃款項攤銷	–	8,648
Amortisation of intangible assets	無形資產攤銷	37,130	41,053
Minimum lease payments paid under operating leases in respect of rented premises	就租賃物業根據經營租賃支付之最低租賃付款	893	1,585
Shipbuilding contract costs recognised as cost of sales	確認為銷售成本之造船合約成本	(63,201)	(265,026)
Written-down of inventories recognised as costs of sales	確認為銷售成本之存貨撇減	–	799,159
		<u>–</u>	<u>799,159</u>

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

14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Directors' and chief executive's remuneration for the years, disclosed pursuant to the applicable Listing Rules and Hong Kong Companies Ordinance, is as follows:

14. 董事及主要行政人員酬金

於以下年度中根據適用上市規則及香港公司條例披露之董事及主要行政人員酬金如下：

	Year ended 31 December 2019 截至二零一九年十二月三十一日止年度				Year ended 31 December 2018 截至二零一八年十二月三十一日止年度			
	Fees	Salaries	Contributions to retirement benefits scheme	Total	Fees	Salaries	Contributions to retirement benefits scheme	Total
	袍金 HK\$'000 千港元	薪金 HK\$'000 千港元	退休福利 計劃供款 HK\$'000 千港元	總計 HK\$'000 千港元	袍金 HK\$'000 千港元	薪金 HK\$'000 千港元	退休福利 計劃供款 HK\$'000 千港元	總計 HK\$'000 千港元
Executive directors:	執行董事：							
Mr. Li Ming ("Mr. Li") (Chairman)	-	1,354	18	1,372	-	1,431	18	1,449
Mr. Zhang Shi Hong (Chief Executive Officer)	-	1,182	18	1,200	-	1,182	18	1,200
Mr. Liu Jin (Note c)	-	480	9	489	-	942	18	960
Dr. Zhang Weibing (Note d)	-	1,182	18	1,200	-	1,182	18	1,200
Non-executive director:	非執行董事：							
Mr. Chau On Ta Yuen (Honorary Chairman) (Note e)	-	1,210	-	1,210	-	1,430	-	1,430
Mr. Lin Lie (Note f)	212	-	-	212	200	-	-	200
Independent non-executive directors:	獨立非執行董事：							
Mr. Hu Bai He	100	-	-	100	100	-	-	100
Ms. Xiang Siying	100	-	-	100	100	-	-	100
Ms. Xiang Ying	100	-	-	100	100	-	-	100
	512	5,408	63	5,983	500	6,167	72	6,739

Notes:

- The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.
- The independent non-executive directors' and the non-executive directors' emoluments shown above were for their services as directors of the Company.
- Retired as executive director with effect from 21 June 2019.
- Resigned as executive director with effect from 11 December 2019.
- Resigned as non-executive director with effect from 1 December 2019.
- Resigned as non-executive director with effect from 8 May 2019.

There were no arrangements under which a director waived or agreed to waive any emoluments during the years ended 31 December 2019 and 31 December 2018.

附註：

- 上文所示的執行董事酬金乃彼等就管理本公司及本集團事務的服務酬金。
- 上述獨立非執行董事及非執行董事酬金乃就彼等擔任本公司董事所提供服務而發出。
- 於二零一九年六月二十一日退任執行董事。
- 於二零一九年十二月十一日辭任執行董事。
- 於二零一九年十二月一日辭任非執行董事。
- 於二零一九年五月八日辭任非執行董事。

截至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止年度，概無董事放棄或同意放棄任何酬金的安排。

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. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group during the year included four directors (2018: four), detail of whose remuneration are set out in Note 14 above. Details of the remuneration for the year of the remaining one (2018: one) highest paid individual were as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	1,098	1,260

During the years ended 31 December 2019 and 31 December 2018, the remuneration of the highest paid employee who is not the Directors fell within the band of HK\$1,000,000 to HK\$2,000,000.

No emoluments were paid by the Group to any of the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office. None of the five highest paid employees waived any emoluments in both years.

15. 五名最高薪酬僱員

於本年度，本集團之五名最高薪酬僱員包括四名（二零一八年：四名）董事，其薪酬詳情載於上文附註14。年內其餘一名（二零一八年：一名）最高薪酬僱員之薪酬詳情如下：

於截至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止年度，並非董事的最高薪僱員的薪酬介乎於1,000,000港元至2,000,000港元的範圍內。

本集團並無向任何五名最高薪酬僱員支付酬金，作為加入本集團或於加入本集團時的獎勵，或作為離職補償。於兩個年度內，概無五名最高薪酬僱員放棄任何酬金。

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

16. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to owners of the Company is based on the following data:

16. 每股虧損

計算本公司擁有人應佔每股基本及攤薄虧損以下列數據為依據：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Loss	虧損		
Loss for the year attributable to owners of the Company for the purposes of basic and diluted loss per share	用以計算每股基本及攤薄虧損之本公司擁有人應佔年內虧損	(1,088,011)	(1,545,435)
		2019 二零一九年 '000 千股	2018 二零一八年 '000 千股 (Restated) (經重列)
Number of shares	股份數目		
Weighted average number of ordinary shares for the purposes of basic and diluted loss per share	用以計算每股基本及攤薄虧損之普通股加權平均數	340,921	340,921

The computation of diluted loss per share for the years ended 31 December 2019 and 2018 does not assume i) the exercise of the Company's share options because exercise price of the share options was higher than the average market price per share; and ii) the conversion of the Company's outstanding convertible bonds since their assumed exercise would result in a decrease in loss per share for the year.

計算截至二零一九年及二零一八年十二月三十一日止年度之每股攤薄虧損時，i)由於購股權行使價高於每股平均市價，故並無假設本公司之購股權已獲行使；及ii)由於假設行使尚未轉換可換股債券將導致年內每股虧損減少，故並無假設本公司之尚未轉換可換股債券已獲轉換。

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

17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

		Buildings	Furniture and fixtures	Motor vehicles	Plant and machinery	Construction in progress	Total
		樓宇	傢俱及裝置	汽車	廠房及機器	在建工程	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
COST	成本						
At 1 January 2018	於二零一八年一月一日	1,375,787	17,384	25,760	297,667	16,448	1,733,046
Exchange adjustments	匯兌調整	(110,104)	(744)	(1,113)	(4,807)	(846)	(117,614)
Additions	添置	-	340	12	10,641	19,016	30,009
Transfer to inventory (Note)	轉撥至存貨(附註)	-	-	-	-	(15,188)	(15,188)
Disposal	出售	-	(1,433)	(566)	(12,389)	-	(14,388)
Transfer	轉撥	2,499	202	-	13,116	(15,817)	-
At 31 December 2018	於二零一八年十二月三十一日	1,268,182	15,749	24,093	304,228	3,613	1,615,865
Exchange adjustments	匯兌調整	(28,044)	(421)	(623)	(5,040)	(431)	(34,559)
Additions	添置	-	814	1,127	79	439	2,459
Deconsolidation of subsidiaries	終止綜合入賬附屬公司	(246,608)	(226)	(368)	(102,126)	-	(349,328)
Disposal	出售	(8,012)	(5,162)	(838)	(4,394)	-	(18,406)
At 31 December 2019	於二零一九年十二月三十一日	985,518	10,754	23,391	192,747	3,621	1,216,031
ACCUMULATED DEPRECIATION AND IMPAIRMENT	累計折舊及減值						
At 1 January 2018	於二零一八年一月一日	979,447	7,758	23,692	159,891	-	1,170,788
Exchange adjustments	匯兌調整	(62,502)	(352)	(1,070)	(8,802)	-	(72,726)
Charge for the year	年內支出	44,967	1,872	1,093	30,682	-	78,614
Eliminated on disposals	出售時抵銷	-	(242)	(479)	(2,816)	-	(3,537)
At 31 December 2018	於二零一八年十二月三十一日	961,912	9,036	23,236	178,955	-	1,173,139
Exchange adjustments	匯兌調整	(14,052)	(138)	(400)	(3,069)	-	(17,659)
Charge for the year	年內支出	18,891	2,096	837	19,198	-	41,022
Deconsolidation of subsidiaries	終止綜合入賬附屬公司	(20,109)	(175)	(221)	(11,855)	-	(32,360)
Impairment loss recognised in profit or loss	於損益確認之減值虧損	17,672	-	-	-	-	17,672
Eliminated on disposals	出售時抵銷	(4,283)	(4,424)	(257)	(2,995)	-	(11,959)
At 31 December 2019	於二零一九年十二月三十一日	960,031	6,395	23,195	180,234	-	1,169,855
CARRYING VALUES	賬面值						
At 31 December 2019	於二零一九年十二月三十一日	25,487	4,359	196	12,513	3,621	46,176
At 31 December 2018	於二零一八年十二月三十一日	306,270	6,713	857	125,273	3,613	442,726

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

17. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The above items of property, plant and equipment, except for construction in progress, are depreciated on a straight-line basis at the following rates per annum:

Buildings	Over the shorter of the term of the lease, or 5%
Furniture and fixtures	20%
Motor vehicles	12.5%
Plant and machinery	5% – 25%

At 31 December 2019, plant and machinery with carrying values of approximately HK\$10,976,000 (2018: HK\$74,150,000) and buildings of approximately HK\$15,068,000 (2018: HK\$227,060,000) have been pledged to various banks and a financial institution in the PRC to secure the Group's borrowings (Note 43).

Note: During the year ended 31 December 2018, with the amount of inventories approximately HK\$HK\$15,188,000, the Group has changed its intention from held for use in the production or supply of goods or services for administrative purposes to held for sales in the ordinary course of business. Thus, the same amount was reclassified from construction in progress of property, plant and equipment to the finished goods of inventories.

17. 物業、廠房及設備 (續)

上述物業、廠房及設備 (在建工程除外) 項目按直線基準以下列年率計算折舊:

樓宇	按租期或5% (以較短者為準)
傢俱及裝置	20%
汽車	12.5%
廠房及機器	5%至25%

於二零一九年十二月三十一日, 賬面值約10,976,000港元 (二零一八年: 74,150,000港元) 之廠房及機器以及約15,068,000港元 (二零一八年: 227,060,000港元) 之樓宇已抵押予中國多家銀行及一家金融機構, 以獲取本集團借貸 (附註43)。

附註: 於截至二零一八年十二月三十一日止年度, 就金額約15,188,000港元之存貨而言, 本集團已將其持作用於行政用途之生產或供應貨品或服務之意向變更為持作於一般業務過程中出售。因此, 該筆相同金額已由物業、廠房及設備之在建工程重新分類至存貨之製成品。

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

17. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Property, plant and equipment for shipbuilding business segment

For the years ended 31 December 2019 and 2018, the Directors had considered that, after taking into account the economic condition and industrial development prospect, the gross operating loss incurred during both years indicated impairment issue for the Group's property, plant and equipment in the shipbuilding business segment and therefore conducted an impairment review on the carrying amounts of the property, plant and equipment.

As at 31 December 2018, an impairment assessment was carried out by the Directors. As a result of the assessment, the Directors considered that no impairment on the property, plant and equipment is required for the year ended 31 December 2018, as their recoverable amounts, were determined by the Directors based on the value-in-use calculations, exceeded their carrying values as at 31 December 2018. The key assumptions for the value-in-use calculations are those regarding the discount rates, growth rate and the projected sales volume, selling prices and direct costs used in the cash flow forecasts.

17. 物業、廠房及設備 (續)

船舶製造業務分部之物業、廠房及 設備

於截至二零一九年及二零一八年十二月三十一日止年度，董事經考慮經濟情況及行業發展前景後，認為於兩個年度內產生的經營虧損總額顯示本集團船舶製造業務分部之物業、廠房及設備出現減值問題，因此對物業、廠房及設備之賬面值作出減值檢討。

於二零一八年十二月三十一日，董事進行了減值評估。根據評估，董事認為，截至二零一八年十二月三十一日止年度無需對物業、廠房及設備計提減值，原因是於二零一八年十二月三十一日其可收回金額（由董事基於使用價值計算釐定）超過其賬面值。使用價值計算的主要假設乃關於折現率、增長率以及現金流量預測中使用的預測銷量、售價及直接成本的假設。

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

17. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Property, plant and equipment for shipbuilding business segment (Continued)

As at 31 December 2019, the Directors appointed an independent professional valuer, BMI Appraisals Limited (“BMI Appraisals”), an independent professional valuer not connected to the Group, to perform a valuation on the property, plant and equipment. Impairment loss of approximately HK\$17,672,000 on property, plant and equipment was considered necessary as the carrying amount of the assets as at 31 December 2019 exceeded the recoverable amount based on the valuation report issued by BMI Appraisals. The value-in-use calculation is based on a pre-tax discount rate of 15.48% and cash flow projections prepared from financial forecasts approved by the management of the Group, taking into account the current economic condition and operation of shipbuilding industry. Other key assumptions for the value-in-use calculations relate to the estimation of cash inflows/outflows which include budgeted sales, gross margin and relevant facts and circumstances related to the Group’s current situation. Such estimation is based on the management’s expectations about the Group’s shipbuilding business.

17. 物業、廠房及設備（續）

船舶製造業務分部之物業、廠房及 設備（續）

於二零一九年十二月三十一日，董事委任獨立專業估值師中和邦盟評估有限公司（「中和邦盟」），為與本集團並無關連之獨立專業估值師對物業、廠房及設備進行估值。根據中和邦盟發出的估值報告，於二零一九年十二月三十一日之資產賬面值超過可收回金額，故考慮有必要就物業、廠房及設備計提減值虧損約17,672,000港元。使用價值根據除稅前貼現率15.48%及本集團管理層批准之財務預測所編製之現金流量預測計算，並計及現行經濟狀況及造船業之營運。使用價值計算之其他主要假設與現金流入／流出估計有關，包括預計銷售額、毛利率以及有關本集團現況之相關事實及情況。該估計乃以管理層對本集團船舶製造業務之預期為基準。

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

17. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Property, plant and equipment for steel structure engineering and installation business segment

For the year ended 31 December 2018, the Directors had considered that, after taking into account the economic condition and industrial development prospect, the gross operating loss incurred during the year indicated impairment issue for the Group's property, plant and equipment in the steel structure engineering and installation segment and therefore conducted an impairment review on the carrying amounts of the property, plant and equipment. An impairment assessment was carried out by the Directors. As a result of the assessment, the Directors considered that no impairment on the property, plant and equipment is required for the year ended 31 December 2018, as their recoverable amounts, were determined by the Directors based on the value-in-use calculations, exceeded their carrying values as at 31 December 2018. The key assumptions for the value-in-use calculations are those regarding the discount rates, growth rate and the projected sales volume, selling prices and direct costs used in the cash flow forecasts.

Applications for property ownership certificates of certain buildings were still in progress and these property ownership certificates had not been issued by the relevant government authorities at 31 December 2018. The aggregate carrying amounts of those buildings at 31 December 2018 is approximately HK\$159,756,000. The Directors are of the opinion that the Group has acquired the beneficial title to those buildings at 31 December 2018, and the property ownership certificates can be obtained in the near future.

As disclosed in Note 42 to the consolidated financial statements, property, plant and equipment for steel structure engineering and installation segment was derecognised upon deconsolidation of subsidiaries during the year ended 31 December 2019. Therefore, no impairment assessment was performed for property, plant and equipment for steel structure engineering and installation segment as at 31 December 2019.

17. 物業、廠房及設備 (續)

鋼結構工程及安裝業務分部之物業、廠房及設備

截至二零一八年十二月三十一日止年度，董事經考慮經濟情況及行業發展前景後，認為年內產生的經營虧損總額顯示本集團鋼結構工程及安裝分部之物業、廠房及設備出現減值問題，因此對物業、廠房及設備之賬面值作出減值檢討。董事進行了減值評估。根據減值評估，董事認為，截至二零一八年十二月三十一日止年度無需對物業、廠房及設備計提減值，原因是於二零一八年十二月三十一日其可收回金額（由董事基於使用價值計算釐定）超過其賬面值。使用價值計算的主要假設乃關於折現率、增長率以及現金流量預測中使用的預測銷量、售價及直接成本的假設。

若干樓宇之物業所有權證申請仍在進行中，而該等物業所有權證於二零一八年十二月三十一日仍未獲相關政府機關開具。於二零一八年十二月三十一日，該等樓宇之總賬面值為約159,756,000港元。董事認為，本集團於二零一八年十二月三十一日已收購該等樓宇之實益權利，有關物業所有權證可於不久未來獲得。

誠如綜合財務報表附註42所披露，鋼結構工程及安裝分部之物業、廠房及設備已於截至二零一九年十二月三十一日止年度於終止綜合入賬附屬公司後終止確認。因此，於二零一九年十二月三十一日，並無就鋼結構工程及安裝分部之物業、廠房及設備進行減值評估。

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

17. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Property, plant and equipment for intelligent car parking and automotive device business segment

The Group estimates the recoverable amount of the CGU of intelligent car parking and automotive device business segment to which the asset belongs by appointing an independent professional valuer, Valtech Valuation Advisory Limited (“Valtech”) to assist them to determine the recoverable amount.

The recoverable amount of CGU has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by the management of the Group covering the following 5 years with a pre-tax discount rate is 19.12% as at 31 December 2019, respectively. The cash flows beyond the five-year period are extrapolated using 3% growth rate. Another key assumption for the value in use calculated is the budgeted gross margin, which is determined based on the CGUs’ past performance and management expectations for the market development.

Based on the result of the assessment, management of the Group determined that the recoverable amount of the CGU is lower than the carrying amount. After provision of impairment on goodwill and intangible assets (as disclosed in Note 23), no impairment amount has been allocated to each category of property, plant and equipment.

For the year ended 31 December 2018, the Directors had considered that, after taking into account the economic condition and industrial development prospect, the gross operating loss incurred during the year indicated impairment issue for the Group’s property, plant and equipment in the intelligent car parking and automotive device business segment and therefore conducted an impairment review on the carrying amounts of the property, plant and equipment. An impairment assessment was carried out by the Directors. As a result of the assessment, the Directors considered that no impairment on the property, plant and equipment is required for the year ended 31 December 2018, as their recoverable amounts, were determined by the Directors based on the value-in-use calculations, exceeded their carrying values as at 31 December 2018. The key assumptions for the value-in-use calculations are those regarding the pre-tax discount rates, growth rate and the projected sales volume, selling prices and direct costs used in the cash flow forecasts.

17. 物業、廠房及設備 (續)

智慧停車及汽車電子業務分部之物業、廠房及設備

本集團透過委聘獨立專業估值師方程評估有限公司(「方程」)協助彼等釐定可回收金額，以估計該資產所屬的智慧停車及汽車電子業務分部的現金產生單位的可收回金額。

現金產生單位的可收回金額乃根據使用價值之計算而釐定。該計算使用的現金流量預測乃基於本集團管理層於二零一九年十二月三十一日分別批准涵蓋五年期的財務預算及19.12%的除稅前折現率計算。超過五年期的現金流量會以3%增長率推算。使用價值之計算之另一關鍵假設是預算毛利率，其根據現金產生單位的過往表現及管理層對市場發展的預期而釐定。

根據評估結果，本集團管理層釐定現金收回單位的可收回金額低於賬面值。於進行商譽及無形資產之減值撥備後(如附註23所披露)，概無減值金額已分配至物業、廠房及設備之各個類別。

截至二零一八年十二月三十一日止年度，董事經考慮經濟情況及行業發展前景後，認為年內產生的經營虧損總額顯示本集團智慧停車及汽車電子業務分部之物業、廠房及設備出現減值問題，因此對物業、廠房及設備之賬面值作出減值檢討。董事進行了減值評估。根據評估結果，董事認為，截至二零一八年十二月三十一日止年度無需對物業、廠房及設備計提減值，原因是於二零一八年十二月三十一日其可收回金額(由董事基於使用價值計算釐定)超過其賬面值。使用價值計算的主要假設乃關於除稅前折現率、增長率以及現金流量預測中使用的預測銷量、售價及直接成本的假設。

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. RIGHT-OF-USE ASSETS

18. 使用權資產

		Leasehold land 租賃土地 HK\$'000 千港元	Leasehold properties 租賃物業 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2019	於二零一九年一月一日			
Carrying amount	賬面值	358,964	12,299	371,263
As at 31 December 2019	於二零一九年十二月三十一日			
Carrying amount	賬面值	284,719	8,341	293,060
For the year ended 31 December 2019	截至二零一九年 十二月三十一日止年度			
Depreciation charge	折舊費用	(7,400)	(9,176)	(16,576)
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	於首次應用香港財務報告準則 第16號日期起12個月內有關 短期租賃及其他租期租賃之 開支			893
Total cash outflow for leases	租賃現金流出總額			(53,064)
Additions to right-of-use assets	添置使用權資產	-	5,816	5,816
Exchange adjustments	匯兌調整	(1,191)	(598)	(1,789)
Disposal of right-of-use assets	出售使用權資產	(2,452)	-	(2,452)
Deconsolidation of subsidiaries (Note 42)	終止綜合入賬附屬公司 (附註42)	(63,202)	-	(63,202)

For both years, the Group leases various offices for its operations. Lease contracts are entered into for fixed term of 2 to 5 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

Application for land use right certificate of the lake located in Xiachao Lake Ruichang City Jiangxi Province (the "Lake") with aggregate carrying values of approximately HK\$139,203,000 was still in progress and the land use right certificate had not been issued to the Group by the relevant government authorities at 31 December 2019. The Lake is amortised over its estimated useful life of 50 years on a straight-line basis.

於該兩年內，本集團租賃多個辦公室用於營運。租賃合約按兩至五年的固定租期訂立。租期均按個別基準協商，且涵蓋範圍廣，包括不同條款及條件。釐定租期及評估不可撤銷期限的長度時，本集團應用合約定義並釐定合約可執行的期限。

位於江西省瑞昌市下巢湖（「該湖泊」）總賬面值約139,203,000港元之湖泊之土地使用權證申請仍在辦理中，於二零一九年十二月三十一日，本集團尚未獲有關政府機關發出土地使用權證。該湖泊以直線法按其估計可使用年期50年攤銷。

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

18. RIGHT-OF-USE ASSETS (CONTINUED)

The Directors are of the opinion that the Group has acquired the beneficial interest of the Lake at the end of the reporting period, and the land use right certificate can be obtained upon settlement of the purchase consideration.

At 31 December 2019, the Group's certain right of the assets with carrying value of approximately HK\$139,203,000 have been pledged to various banks to secure the Group's borrowings (Note 43).

Right-of-use assets for shipbuilding business segment

Leased land for shipbuilding business segment

As at 31 December 2019, an impairment assessment on the leased land for shipbuilding business segment was carried out by the Directors.

The Directors appointed an independent professional valuer, BMI Appraisals, to perform a valuation on the leased land for shipbuilding business segment at 31 December 2019. No impairment loss on leased land for shipbuilding business segment was considered necessary as the recoverable amount based on the valuation report issued by BMI Appraisals, which exceeded the carrying amount of leased land as at 31 December 2019. The recoverable amount is calculated by comparison approach assuming sale with the benefit of vacant possession and by making reference to comparable sales evidences as available in the relevant market. Other key assumptions for the prepaid lease payments valuation relate to (i) the property is sold in the market without the benefit of deferred terms contract, leaseback, joint venture, management agreement or any other similar arrangement; (ii) no account has been taken of any option or right of preemption concerning or effecting the sale of the property and no forced sale situation in any manner; and (iii) the proper legal title of the property is in possession and the property could be transferred freely in the market at no extra land premium or other onerous payment payable to the government.

18. 使用權資產 (續)

董事認為於報告期末本集團已取得該湖泊之實益權益，將能夠於償清購買代價後取得有關土地使用權證。

於二零一九年十二月三十一日，本集團賬面值約139,203,000港元的若干使用權資產已獲抵押予多家銀行以取得本集團借款（附註43）。

船舶製造業務之使用權資產

船舶製造業務分部之租賃土地

於二零一九年十二月三十一日，就船舶製造業務分部之租賃土地之減值評估乃由董事進行。

董事委任獨立專業估值師中和邦盟對於二零一九年十二月三十一日之船舶製造業務分部之租賃土地進行估值。根據中和邦盟發出的估值報告，可收回金額超過租賃土地於二零一九年十二月三十一日之總賬面值，故考慮無必要就船舶製造業務分部之租賃土地計提減值虧損。可收回金額採用比較法計算並假設物業權益交吉出售並參考相關市場可獲得之可比較銷售憑證。預付租賃款項估值之其他主要假設與以下各項有關：(i)物業將在市場出售，並無遞延條款合約、售後租回、合營企業、管理協議或任何其他類似安排之利益；(ii)並無計及與銷售該物業有關或影響該物業銷售之任何優先購買期權或權利，亦無任何形式之迫售情況；及(iii)已取得該物業之適當合法業權及該物業可於市場上毋須按額外地價或應付政府之其他繁重款項自由地轉讓。

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. RIGHT-OF-USE ASSETS (CONTINUED)

Right-of-use assets for intelligent car parking and automotive device business segment

Leased land for intelligent car parking and automotive device business segment

As at 31 December 2019, an impairment assessment on the leased land for intelligent car parking and automotive device business segment was carried out by the Directors.

The Directors appointed an independent professional valuer, Valtech, to perform a valuation on the prepaid lease payments at 31 December 2019. No impairment loss was considered necessary as the recoverable amount based on the valuation report issued by Valtech, which exceeded the carrying amount of prepaid lease payments as at 31 December 2019. The recoverable amount is calculated by direct comparison approach using market unit rate and taking into account the recent transaction prices for similar properties adjusted for nature, location and conditions of the property.

18. 使用權資產 (續)

智慧停車及汽車電子業務分部之使用權資產

智慧停車及汽車電子業務分部之租賃土地

於二零一九年十二月三十一日，就智慧停車及汽車電子業務分部之租賃土地之減值評估乃由董事進行。

董事委任獨立專業估值師方程對於二零一九年十二月三十一日之預付租賃款項進行估值。根據方程發出的估值報告，可收回金額超過預付租賃款項於二零一九年十二月三十一日之總賬面值，故考慮無必要計提減值虧損。可收回金額採用直接比較法並使用市場單價計算，並計及類似物業的近期交易價格就物業的性質、位置及狀況作出調整。

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

19. INVESTMENT PROPERTIES

19. 投資物業

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Fair value	公平值		
At 1 January	於一月一日	21,914	25,104
Exchange adjustments	匯兌調整	(783)	(1,697)
Disposal	出售	-	(1,493)
Net decrease in fair value recognised in profit or loss	於損益確認之公平值 減少淨額	<u>(2,853)</u>	<u>-</u>
At 31 December	於十二月三十一日	<u>18,278</u>	<u>21,914</u>

The Group's properties 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.

During the year ended 31 December 2019, the Group has the beneficial interests of certain real estates with aggregated carrying values of approximately HK\$18,278,000 (2018: HK\$21,914,000), which were located in Shandong Province and Shaanxi Province through the contractual arrangements with certain property developers.

本集團根據經營租賃持有以賺取租金或實現資本增值為目的之物業權益採用公平值模型計量，且分類並入賬列為投資物業。

於截至二零一九年十二月三十一日止年度，本集團已透過與若干物業開發商之合約安排收購位於山東省及陝西省之若干房地產的實益權益，總賬面值約為18,278,000港元（二零一八年：21,914,000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

19. INVESTMENT PROPERTIES (CONTINUED)

Fair value measurement of the Group's investment properties

The fair value of the Group's investment properties as at 31 December 2019 has been arrived at on the basis of a valuation carried out by Valtech Valuation Advisory Limited ("Valtech"), independent qualified professional valuers, not connected to the Group.

In determining the fair value of the relevant properties, the board of directors of the Company determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

Details of the Group's investment properties and information about the fair value hierarchy as at 31 December 2019 and 31 December 2018 are as follows:

19. 投資物業 (續)

本集團投資物業之公平值計量

本集團於二零一九年十二月三十一日之投資物業公平值乃依據與本集團並無關連的獨立合資格專業估值師方程評估有限公司之(「方程」)發出的估值釐定。

於釐定有關物業之公平值時，本公司董事會釐定公平值計量的合適估值技術及輸入值。

於估計物業公平值時，物業之最高及最佳用途為其當前用途。

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之投資物業詳情及公平值層級資料如下：

		Level 3	Fair value
		第三層級	公平值
		HK\$'000	HK\$'000
		千港元	千港元
2019	二零一九年		
Investment properties	投資物業	18,278	18,278
2018	二零一八年		
Investment properties	投資物業	21,914	21,914

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. INVESTMENT PROPERTIES (CONTINUED)

Fair value measurement of the Group's investment properties (Continued)

There were no transfers into or out of Level 3 during the years ended 31 December 2019 and 31 December 2018.

Information about Level 3 fair value measurements of investment properties:

19. 投資物業 (續)

本集團投資物業之公平值計量 (續)

截至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止年度，概無第三層級轉入或轉出。

有關投資物業第三層級公平值計量之資料：

Valuation technique	Key input	Significant unobservable inputs	Relationship of unobservable inputs to fair value
估值技術	主要輸入數據	重大不可觀察輸入值	不可觀察輸入值與公平值的關係
Direct comparison	Recent sale price of comparable properties, time factor and discount or premium on quality of properties	Market unit rate, taking into account the recent transaction prices for similar properties adjusted for nature, location and conditions of the property, which ranged from HK\$9,301 to HK\$17,361 per square meter ("sqm")	A significant increase in the market unit rate used would result in a significant increase in fair value, and vice versa.
直接比較法	可比較物業之近期售價、時間因素以及物業質量之折讓或溢價	市場單價 (經計及類似物業 (就物業性質、地點及狀況作出調整) 的近期交易價格) 介乎每平方米 (「平方米」) 9,301 港元至 17,361 港元	所用市場單價大幅上升將導致公平值大幅增加，反之亦然。
		Rate of discount on quality of properties range at 8.33% to 11.33%	The higher the discount the lower the fair value of properties
		介乎 8.33% 至 11.33% 之物業質量之折讓率	折讓越高，物業之公平值越低

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. INVESTMENT PROPERTIES (CONTINUED)

Fair value measurement of the Group's investment properties (Continued)

Valuation techniques and inputs used in Level 3 fair value measurements of investment properties:

The fair values of investment properties are determined using direct comparison approach assuming sale in its existing state with the benefit of vacant possession and by reference to comparable sales evidence or asking prices of comparable properties as available in the relevant market.

Reconciliation of Level 3 fair value measurements of investment properties on recurring basis:

19. 投資物業 (續)

本集團投資物業之公平值計量 (續)

投資物業第三層級公平值計量所使用之估值技術及輸入數據：

投資物業之公平值乃使用直接比較法假設物業以其現況交吉出售，並參考相關市場可獲得之可資比較物業之可資比較銷售憑證或詢價而釐定。

按經常性基準之投資物業第三層級公平值計量之對賬：

		Investment properties classified as Level 3 分類為第三層級之投資物業 HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	25,104
Exchange adjustments	匯兌調整	(1,697)
Disposal	出售	(1,493)
At 31 December 2018	於二零一八年十二月三十一日	21,914
Exchange adjustments	匯兌調整	(783)
Net decrease in fair value recognised in profit or loss	於損益中確認之公平值減少淨值	(2,853)
At 31 December 2019	於二零一九年十二月三十一日	18,278

The above net decrease in fair value recognised in the consolidated statement of profit or loss and other comprehensive income and is attributable to the change in fair value of investment properties at the end of the reporting period.

上述公平值減少淨額於綜合損益及其他全面收益表確認並歸因於報告期末投資物業之公平值變動。

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

20. PREPAID LEASE PAYMENTS

The Group's prepaid lease payments comprise:

		2018 二零一八年 HK\$'000 千港元
Leasehold land in the PRC	於中國之租賃土地	
Carrying amount at 1 January	於一月一日之賬面值	371,336
Exchange adjustments	匯兌調整	(5,421)
Additions	添置	1,697
Amortised during the year	年內攤銷	<u>(8,648)</u>
Carrying amount at 31 December	於十二月三十一日之賬面值	<u>358,964</u>
Analysed for reporting purposes as:	就呈報目的分析如下：	
Non-current asset	非流動資產	349,822
Current asset	流動資產	<u>9,142</u>
		<u>358,964</u>

At 31 December 2018, the Group's certain prepaid lease payments with carrying value of approximately HK\$208,166,000 have been pledged to various banks to secure the Group's borrowings (Note 43).

20. 預付租賃款項

本集團之預付租賃款項包括：

	2018 二零一八年 HK\$'000 千港元
於中國之租賃土地	
於一月一日之賬面值	371,336
匯兌調整	(5,421)
添置	1,697
年內攤銷	<u>(8,648)</u>
於十二月三十一日之賬面值	<u>358,964</u>
就呈報目的分析如下：	
非流動資產	349,822
流動資產	<u>9,142</u>
	<u>358,964</u>

於二零一八年十二月三十一日，本集團賬面值約208,166,000港元之若干預付租賃款項已抵押予若干銀行，以獲取本集團借貸（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

20. PREPAID LEASE PAYMENTS (CONTINUED)

Prepaid lease payments for shipbuilding business segment

Application for land use right certificate of the lake located in Xiaochao Lake Ruichang City Jiangxi Province (the "Lake") with aggregate carrying values of approximately HK\$143,766,000 was still in progress and the land use right certificate had not been issued to the Group by the relevant government authorities at 31 December 2018. The Lake is amortised over its estimated useful life of 50 years on a straight-line basis.

The Directors are of the opinion that the Group has acquired the beneficial interest of the Lake at the end of the reporting period, and the land use right certificate can be obtained upon the settlement of the purchase consideration.

For the year ended 31 December 2018, the Directors, after taking into account the economic condition and industrial development prospect, had considered that the gross operating loss incurred by the shipbuilding segment during both years indicated impairment issue for the Group's prepaid lease payments and therefore conducted an impairment review on the carrying amounts of prepaid lease payments for the shipbuilding segment.

As at 31 December 2018, an impairment assessment was carried out by the Directors. As a result of the assessment, the Directors considered that no impairment on the prepaid lease payments is required for the year ended 31 December 2018, as their recoverable amounts, were determined by the Directors based on the value-in-use calculations, exceeded their carrying values as at 31 December 2018. The key assumptions for the value-in-use calculations are those regarding the discount rates, growth rate and the projected sales volume, selling prices and direct costs used in the cash flow forecasts.

20. 預付租賃款項 (續)

船舶製造業務分部之預付租賃款項

位於江西省瑞昌市下巢湖(「該湖泊」)總賬面值約143,766,000港元之湖泊之土地使用權證申請仍在辦理中，於二零一八年十二月三十一日，本集團尚未獲有關政府機關發出土地使用權證。該湖泊以直線法按其估計可使用年期50年攤銷。

董事認為於報告期末本集團已取得該湖泊之實益權益，將能夠於償清購買代價後取得有關土地使用權證。

截至二零一八年十二月三十一日止年度，董事經考慮經濟情況及行業發展前景後，認為於兩個年度內船舶製造分部產生的經營虧損總額顯示本集團之預付租賃款項出現減值問題，因此對船舶製造分部之預付租賃款項之賬面值作出減值檢討。

於二零一八年十二月三十一日，董事進行了減值評估。根據評估，董事認為，截至二零一八年十二月三十一日止年度無需對預付租賃款項計提減值，原因是於二零一八年十二月三十一日其可收回金額(由董事基於使用價值計算釐定)超過其賬面值。使用價值計算的主要假設乃關於折現率、增長率以及現金流量預測中使用的預測銷量、售價及直接成本的假設。

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. PREPAID LEASE PAYMENTS (CONTINUED)

Prepaid lease payments for steel structure engineering and installation business segment

Application for land use right certificates of certain prepaid lease payments for steel structure engineering and installation segment were still in progress and these land use right certificates had not been issued to the Group by the relevant government authorities as at 31 December 2018. The prepaid lease payments are amortised over its estimated useful life of 50 years on a straight-line basis.

The Directors are of the opinion that the Group has acquired the beneficial title to those buildings as at 31 December 2018, and the land use right certificates can be obtained in the near future.

For the year ended 31 December 2018, the Directors, after taking into account the economic condition and industrial development prospect, had considered that the gross operating loss incurred by the steel structure engineering and installation segment during the year ended 31 December 2018 indicated impairment issue for the Group's prepaid lease payments and therefore conducted an impairment review on the carrying amounts of prepaid lease payments for the steel structure engineering and installation segment.

As at 31 December 2018, an impairment assessment was carried out by the Directors. As a result of the assessment, the Directors considered that no impairment on the prepaid lease payments is required for the year ended 31 December 2018, as their recoverable amounts, were determined by the Directors based on the value-in-use calculations, exceeded their carrying values as at 31 December 2018. The key assumptions for the value-in-use calculations are those regarding the discount rates, growth rate and the projected sales volume, selling prices and direct costs used in the cash flow forecasts.

20. 預付租賃款項 (續)

鋼結構工程及安裝業務分部之預付租賃款項

鋼結構工程及安裝分部之若干預付租賃款項之土地使用權證申請仍在辦理中，於二零一八年十二月三十一日，本集團尚未獲得有關政府機關發出土地使用權證。該預付租賃款項以直線法按其估計可使用年期50年攤銷。

董事認為，本集團於二零一八年十二月三十一日已收購該等樓宇之實益所有權，有關土地使用權證可於不久未來獲得。

截至二零一八年十二月三十一日止年度，董事經考慮經濟情況及行業發展前景後，認為截至二零一八年十二月三十一日止年度內鋼結構工程及安裝分部產生的經營虧損總額顯示本集團之預付租賃款項出現減值問題，因此對鋼結構工程及安裝分部之預付租賃款項之賬面值作出減值檢討。

於二零一八年十二月三十一日，董事進行了減值評估。根據評估，董事認為，截至二零一八年十二月三十一日止年度無需對預付租賃款項計提減值，原因是於二零一八年十二月三十一日其可收回金額（由董事基於使用價值計算釐定）超過其賬面值。使用價值計算的主要假設乃關於折現率、增長率以及現金流量預測中使用的預測銷量、售價及直接成本的假設。

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. PREPAID LEASE PAYMENTS (CONTINUED)

Prepaid lease payments for intelligent car parking and automotive device business segment

For the year ended 31 December 2018, the Directors, after taking into account the economic condition and industrial development prospect, had considered that the gross operating loss incurred by the intelligent car parking and automotive device segment during the year ended 31 December 2018 indicated impairment issue for the Group's prepaid lease payments and therefore conducted an impairment review on the carrying amounts of prepaid lease payments for the intelligent car parking and automotive device segment.

As at 31 December 2018, an impairment assessment was carried out by the Directors. As a result of the assessment, the Directors considered that no impairment on the prepaid lease payments is required for the year ended 31 December 2018, as their recoverable amounts, were determined by the Directors based on the value-in-use calculations, exceeded their carrying values as at 31 December 2018. The key assumptions for the value-in-use calculations are those regarding the discount rates, growth rate and the projected sales volume, selling prices and direct costs used in the cash flow forecasts.

20. 預付租賃款項 (續)

智慧停車及汽車電子業務分部之預付租賃款項

截至二零一八年十二月三十一日止年度，董事經考慮經濟情況及行業發展前景後，認為截至二零一八年十二月三十一日止年度內智慧停車及汽車電子分部產生的經營虧損總額顯示本集團之預付租賃款項出現減值問題，因此對智慧停車及汽車電子分部之預付租賃款項之賬面值作出減值檢討。

於二零一八年十二月三十一日，董事進行了減值評估。根據評估，董事認為，截至二零一八年十二月三十一日止年度無需對預付租賃款項計提減值，原因是於二零一八年十二月三十一日其可收回金額（由董事基於使用價值計算釐定）超過其賬面值。使用價值計算的主要假設乃關於折現率、增長率以及現金流量預測中使用的預測銷量、售價及直接成本的假設。

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. GOODWILL

21. 商譽

		HK\$'000 千港元
COST	成本	
At 1 January 2018	於二零一八年一月一日	278,223
Exchange adjustments	匯兌調整	<u>(10,850)</u>
At 31 December 2018	於二零一八年十二月三十一日	267,373
Exchange adjustments	匯兌調整	(1,553)
Deconsolidation of subsidiaries	終止綜合入賬附屬公司	<u>(90,315)</u>
At 31 December 2019	於二零一九年十二月三十一日	<u>175,505</u>
ACCUMULATED IMPAIRMENT	累計減值	
At 1 January 2018	於二零一八年一月一日	96,078
Exchange adjustments	匯兌調整	(1,601)
Impairment loss recognised	已確認減值虧損	<u>69,740</u>
At 31 December 2018	於二零一八年十二月三十一日	164,217
Exchange adjustments	匯兌調整	(3,130)
Impairment loss recognised	已確認減值虧損	104,733
Deconsolidation of subsidiaries	終止綜合入賬附屬公司	<u>(90,315)</u>
At 31 December 2019	於二零一九年十二月三十一日	<u>175,505</u>
CARRYING VALUES	賬面值	
At 31 December 2019	於二零一九年十二月三十一日	<u>-</u>
At 31 December 2018	於二零一八年十二月三十一日	<u>103,156</u>

Particular regarding impairment testing on goodwill are disclosed in Note 23 to the consolidation financial statements.

有關商譽減值測試之詳情披露於綜合財務報表附註23。

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. INTANGIBLE ASSETS

22. 無形資產

		Contracted and uncontracted customer relationships (Note (a)) 已訂約及 未訂約之 客戶關係 (附註(a)) HK\$'000 千港元	Licenses (Note (b)) 許可 (附註(b)) HK\$'000 千港元	Patents (Note (c)) 專利 (附註(c)) HK\$'000 千港元	Software 軟件 HK\$'000 千港元	Total 總計 HK\$'000 千港元
COST	成本					
At 1 January 2018	於二零一八年一月一日	1,753,254	246,776	38,523	–	2,038,553
Exchange adjustments	匯兌調整	(87,743)	(5,100)	(815)	–	(93,658)
Addition	添置	–	–	–	8	8
At 31 December 2018	於二零一八年十二月三十一日	1,665,511	241,676	37,708	8	1,944,903
Exchange adjustments	匯兌調整	(29,248)	(11,352)	(1,753)	–	(42,353)
Deconsolidation of subsidiaries	終止綜合入賬附屬公司	–	–	(35,955)	–	(35,955)
At 31 December 2019	於二零一九年十二月三十一日	1,636,263	230,324	–	8	1,866,595
ACCUMULATED AMORTISATION AND IMPAIRMENT	累計攤銷及減值					
At 1 January 2018	於二零一八年一月一日	1,753,254	99,920	1,969	–	1,855,143
Exchange adjustments	匯兌調整	(87,743)	(6,200)	(222)	–	(94,165)
Amortisation for the year	年內攤銷	–	37,450	3,601	2	41,053
Impairment loss recognised	已確認減值虧損	–	10,000	16,000	–	26,000
At 31 December 2018	於二零一八年十二月三十一日	1,665,511	141,170	21,348	2	1,828,031
Exchange adjustments	匯兌調整	(29,248)	(13,208)	(1,679)	–	(44,135)
Amortisation for the year	年內攤銷	–	36,862	262	6	37,130
Deconsolidation of subsidiaries	終止綜合入賬附屬公司	–	–	(19,931)	–	(19,931)
Impairment loss recognised	已確認減值虧損	–	65,500	–	–	65,500
At 31 December 2019	於二零一九年十二月三十一日	1,636,263	230,324	–	8	1,866,595
CARRYING VALUES	賬面值					
At 31 December 2019	於二零一九年十二月三十一日	–	–	–	–	–
At 31 December 2018	於二零一八年十二月三十一日	–	100,506	16,360	6	116,872

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. INTANGIBLE ASSETS (CONTINUED)

Notes:

(a) Contracted and uncontracted customer relationships was arising from the acquisition of INPAX Technology Limited and its subsidiaries (collectively known as the “INPAX Group”) during the year ended 31 December 2008 and are amortised over its estimated useful life of 10 years on a straight-line basis. The balance had been fully impaired during the year ended 31 December 2010.

(b) Intelligent car parking manufacturing licenses was arising from the acquisition of Success Capture Limited during the year ended 31 December 2015.

Licenses are amortised over its estimated useful life of 6.25 years on a straight-line basis.

(c) A patent represented “a type of trapped-rail running gear” was arising from the acquisition of Nantong Huakai Heavy Industry Company Limited (“Nantong Huakai”) during the year ended 31 December 2017.

Patents are amortised over its estimated useful life of 14.67 years on a straight-line basis.

Particular regarding impairment testing on intangible assets are disclosed in Note 23 to the consolidated financial statements.

22. 無形資產 (續)

附註：

(a) 已訂約及未訂約之客戶關係因於截至二零零八年十二月三十一日止年度收購INPAX Technology Limited及其附屬公司(統稱「INPAX集團」)而產生並以其估計可使用年期10年按直線法攤銷。該結餘已於截至二零一零年十二月三十一日止年度悉數減值。

(b) 智能車庫生產許可因於截至二零一五年十二月三十一日止年度收購Success Capture Limited取得。

該等許可以其估計可使用年期6.25年按直線法攤銷。

(c) 專利指於截至二零一七年十二月三十一日止年度收購南通華凱重工有限公司(「南通華凱」)所得的「一種抱軌行走裝置」。

有關專利以其估計可使用年期14.67年按直線法攤銷。

有關無形資產減值測試之詳情披露於綜合財務報表附註23。

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. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS WITH DEFINITE USEFUL LIVES

For the purposes of impairment testing, goodwill and intangible assets with definite useful lives set out in Notes 21 and 22 have been allocated to two individual CGUs, comprising certain subsidiaries in the intelligent car parking and automotive device business segment and certain subsidiaries in the steel structure engineering and installation business segment. The carrying amounts of goodwill and intangible assets with definite useful lives (net of accumulated impairment losses) allocated to these units are as follows:

For the year ended 31 December 2019

23. 商譽及具有有限可使用年期之無形資產之減值測試

為進行減值測試，附註21及22所載具有有限可使用年期之商譽及無形資產已分配至兩個單獨的現金產生單位，包括若干智慧停車及汽車電子業務分部之附屬公司及鋼結構工程及安裝業務分部之若干附屬公司。分配至該等單位之具有有限可使用年期之商譽及無形資產（扣除累計減值虧損）之賬面值如下：

截至二零一九年十二月三十一日止年度

		Intangible assets with definite useful life 具有有限可使用年期之無形資產			
		Goodwill 商譽 HK\$'000 千港元	Licenses 許可 HK\$'000 千港元	Patents 專利 HK\$'000 千港元	Software 軟件 HK\$'000 千港元
Intelligent car parking and automotive device business segment	智慧停車及汽車電子業務分部	-	-	-	-
Steel structure engineering and installation business segment	鋼結構工程及安裝業務分部	-	-	-	-
		-	-	-	-

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. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS WITH DEFINITE USEFUL LIVES (CONTINUED)

For the year ended 31 December 2018

		Intangible assets with definite useful life 具有有限可使用年期之無形資產			
		Goodwill	Licenses	Patents	Software
		商譽	許可	專利	軟件
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Intelligent car parking and automotive device business segment	智慧停車及汽車電子業務分部	103,156	100,506	-	-
Steel structure engineering and installation business segment	鋼結構工程及安裝業務分部	-	-	16,360	-
Shipbuilding business	船舶製造業務	-	-	-	6
		<u>103,156</u>	<u>100,506</u>	<u>16,360</u>	<u>6</u>

Impairment testing on goodwill and intangible assets of intelligent car parking and automotive device business

The goodwill and intangible assets with definite useful lives has been allocated to one individual CGU for the acquisition of Success Capture Limited and its subsidiaries.

During the year ended 31 December 2019, the Directors conducted a review of the Group's goodwill and intangible assets and appointed an independent professional valuer, Valtech, to assist them to determine the recoverable amount.

23. 商譽及具有有限可使用年期之無形資產之減值測試(續)

截至二零一八年十二月三十一日止年度

智慧停車及汽車電子業務的商譽及無形資產之減值測試

因收購Success Capture Limited及其附屬公司而產生的商譽及具有有限可使用年期的無形資產乃分配至單一的個別現金產生單位。

於截至二零一九年十二月三十一日止年度，董事已審閱本集團商譽及無形資產，並委任獨立專業估值師方程協助彼等釐定可回收金額。

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

23. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS WITH DEFINITE USEFUL LIVES (CONTINUED)

Impairment testing on goodwill and intangible assets of intelligent car parking and automotive device business (Continued)

The recoverable amount of goodwill has been determined based on a value-in-use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a 5-year period, and pre-tax discount rate of 19.12%. The cash flows beyond the 5-year period are extrapolated using a steady growth rate of 3%. This growth rate is based on the relevant industry growth forecasts and does not exceed the average long-term growth rate for the relevant industry. Other key assumptions for the value-in-use calculations relate to the estimation of cash inflows/outflows which include budgeted sales and gross margin, such estimation is based on the unit's past performance and management's expectations for the market development. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount of intelligent car parking and automotive device business to exceed the aggregate recoverable amount of intelligent car parking and automotive device business.

For the purpose of impairment test on the license which had been allocated to the CGU of the intelligent car parking and automotive device business segment, the recoverable amounts were evaluated by an independent professional valuer, Valtech, by using the Multi-period excess earnings method applied to the license, covering a detailed 2.25-year budget plan provided by the management with an after-tax discount rate of 15.91%.

23. 商譽及具有有限可使用年期之無形資產之減值測試 (續)

智慧停車及汽車電子業務的商譽及無形資產之減值測試 (續)

商譽的可收回金額乃根據使用價值之計算而釐定。該計算使用的現金流量預測乃基於管理層批准涵蓋五年期的財務預算及19.12%的除稅前折現率計算。超過五年期的現金流量會以穩定的3%增長率推算。此增長率乃基於有關行業增長預測及並無超出有關行業的平均長期增長率。其他用於計算使用價值的主要假設涉及包括預算銷售及毛利的現金流入／流出估計，該估計乃基於單位的過往表現及管理層對市場發展的預期。管理層認為任何該等假設的任何合理可能變動不會導致智慧停車及汽車電子業務的總賬面值超過其可收回的總金額。

就已分配至智慧停車及汽車電子業務分部的現金產生單位的許可的減值測試而言，可回收金額乃由獨立專業估值師漢華使用適用於許可的多期超額盈餘法進行評估，範圍包括由管理層提供的詳細的2.25年預算計劃及稅後貼現率15.91%得出的推算現金流預測。

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. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS WITH DEFINITE USEFUL LIVES (CONTINUED)

Impairment testing on goodwill and intangible assets of intelligent car parking and automotive device business (Continued)

As a result of the impairment assessments, the Directors considered that impairment loss of HK\$104,733,000 and HK\$65,500,000, respectively, on the goodwill and intangible assets arising from intelligent car parking and automotive device business segment were provided for the year ended 31 December 2019.

During the year ended 31 December 2018, the intelligent car parking and automotive device business segment was downturn due to the Group's failure to realise the expected objective of adjustment of sales strategies of car-parking equipment affected by limitations of local policies on car park construction and insufficient working capital of the Group. The Directors carried out a full scope assessment of the recoverable amount of the CGU of intelligent car parking and automotive device business segment to which goodwill and intangible assets have been allocated. As a result of the impairment assessments, the Directors considered that impairment loss of HK\$22,000,000 and HK\$10,000,000 respectively, on the goodwill and intangible assets arising from intelligent car parking and automotive device business segment were provided for the year ended 31 December 2018. The impairment assessments on the recoverable amount for the CGU performed by the Group were based on value-in-use calculations. The key assumptions for the value-in-use calculations are those regarding the discount rates, growth rate and the projected sales volume, selling prices and direct costs used in the cash flow forecasts.

23. 商譽及具有有限可使用年期之無形資產之減值測試(續)

智慧停車及汽車電子業務的商譽及無形資產之減值測試(續)

經減值評估，董事認為，智慧停車及汽車電子業務分部所產生之商譽及無形資產已於截至二零一九年十二月三十一日止年度計提減值虧損104,733,000港元及65,500,000港元。

於截至二零一八年十二月三十一日止年度，因受地方對停車場建設的政策限制及本集團營運資金不足影響，本集團未能實現停車設備銷售策略調整的預期目標，智慧停車及汽車電子業務分部表現低迷。董事對獲分配商譽及無形資產的智慧停車及汽車電子業務分部現金產生單位的可收回金額進行了全面評估。根據減值評估，董事認為，截至二零一八年十二月三十一日止年度就智慧停車及汽車電子業務分部產生的商譽及無形資產分別計提減值虧損22,000,000港元及10,000,000港元。本集團對現金產生單位的可收回金額進行的減值評估乃基於使用價值計算。使用價值計算的主要假設乃關於折現率、增長率以及現金流量預測中使用的預測銷量、售價及直接成本的假設。

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. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS WITH DEFINITE USEFUL LIVES (CONTINUED)

Impairment testing on goodwill and intangible assets of steel structure engineering and installation business

The goodwill and intangible assets with definite useful lives has been allocated to one individual CGU for the acquisition of Nantong Huakai and its subsidiaries (collectively known as the “Nantong Huakai Group”).

As disclosed in Note 42 to the consolidated financial statements, during the year ended 31 December 2019, Nantong Huakai Group was deconsolidated from the Group. Accordingly, the cost and the accumulated amortisation and impairment of goodwill and intangible assets attributable to the Nantong Huakai Group in the steel structure engineering and installation business segment were derecognised upon deconsolidation of the Nantong Huakai Group.

23. 商譽及具有有限可使用年期之無形資產之減值測試 (續)

鋼結構工程及安裝業務的商譽及無形資產之減值測試

因收購南通華凱及其附屬公司(統稱「南通華凱集團」)而產生的商譽及具有有限可使用年期的無形資產乃分配至單一的個別現金產生單位。

誠如綜合財務報表附註42所披露，於截至二零一九年十二月三十一日止年度，南通華凱集團已從本集團終止綜合入賬。因此，於鋼結構工程及安裝業務分部中，歸屬於南通華凱集團的商譽及無形資產之成本及累計攤銷以及減值已於終止綜合入賬南通華凱集團後終止確認。

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

23. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS WITH DEFINITE USEFUL LIVES (CONTINUED)

Impairment testing on goodwill and intangible assets of steel structure engineering and installation business (Continued)

During the year ended 31 December 2018, the steel structure engineering and installation segment was downturn due to the difficulties facing the shipbuilding industry, the business of ship equipment and ocean engineering related equipment experienced a contraction in sales volume, which fell short of expectation and adversely affected the performance of the steel structure engineering and installation segment. The Directors carried out a full scope assessment of the recoverable amount of CGU of steel structure engineering and installation business segment to which goodwill and intangible assets have been allocated. As a result of the impairment assessments, the Directors considered that impairment loss of HK\$47,740,000 and HK\$16,000,000, respectively on the goodwill and intangible assets arising from steel structure engineering and installation business segment were provided for the year ended 31 December 2018. The impairment assessments on the recoverable amount for the CGU performed by the Group were based on value-in-use calculations. The key assumptions for the value-in-use calculations are those regarding the discount rates, growth rate and the projected sales volume, selling prices and direct costs used in the cash flow forecasts.

23. 商譽及具有有限可使用年期之無形資產之減值測試(續)

鋼結構工程及安裝業務的商譽及無形資產之減值測試(續)

於截至二零一八年十二月三十一日止年度，因造船業面臨困境，船舶設備及海洋工程相關設備業務銷售量萎縮，導致銷售量未達預期，並對鋼結構工程及安裝分部之表現帶來不利影響，鋼結構工程及安裝分部表現低迷。董事對獲分配商譽及無形資產的鋼結構工程及安裝業務分部現金產生單位的可收回金額進行了全面評估。根據減值評估，董事認為，截至二零一八年十二月三十一日止年度就鋼結構工程及安裝業務分部產生的商譽及無形資產分別計提減值虧損47,740,000港元及16,000,000港元。本集團對現金產生單位的可收回金額進行的減值評估乃基於使用價值計算。使用價值計算的主要假設乃關於折現率、增長率以及現金流量預測中使用的預測銷量、售價及直接成本的假設。

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. INTERESTS IN ASSOCIATES

24. 於聯營公司之權益

Details of the Group's interests in associates are as follows:

本集團於聯營公司之權益詳情如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Unlisted cost of investment in associates	於聯營公司之 非上市投資成本	225,901	225,901
Share of post-acquisition profits	分佔收購後溢利	(10,144)	(9,961)
Share of translation reserve of associates	分佔聯營公司之換算儲備	(25,090)	(17,368)
Share of other reserve of associates	分佔聯營公司之其他儲備	2,522	2,522
		193,189	201,094
Reclassification as assets classified as held for sale (Note 41)	重新分類分類為持作 出售之資產(附註41)	(160,000)	-
		33,189	201,094
Amount due from an associate – non-current portion	應收一間聯營公司款項 — 非即期部分	-	5,805
Amounts due from associates within a year	一年內應收聯營公司款項	10,825	4,560
		10,825	10,365
Less: Allowance for credit losses	減：信貸虧損撥備	(99)	-
Total amounts due from associates	應收聯營公司款項總額	10,726	10,365
Amounts due to associates within a year	一年內應付聯營公司款項	(12,363)	(16,920)

As at 31 December 2019 and 31 December 2018, amounts due from (to) associates are unsecured, interest free and repayable on demand.

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，應收(付)聯營公司款項為無抵押、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

24. INTERESTS IN ASSOCIATES (CONTINUED)

24. 於聯營公司之權益 (續)

Details of the Group's material associates at the end of the reporting period are as follow:

本集團主要聯營公司於報告期末之詳情如下：

Name of entities 實體名稱	Place of incorporation/ Principal place of operation 註冊成立地點/ 主要營運地點	Proportion of ownership interests/ Group's effective interest held by the Group 本集團所持所有權權益/ 本集團實際權益比例		Proportion of voting rights held by the Group 本集團所持投票權比例		Principal activities 主營業務
		2019	2018	2019	2018	
		二零一九年	二零一八年	二零一九年	二零一八年	
Zhejiang Ocean Leasing Company Limited ("Zhejiang Ocean") (Note a) 浙江海洋租賃股份有限公司 (「浙江海洋」)(附註a)	PRC/PRC 中國/中國	20%	20%	20%	20%	Finance leasing business 融資租賃業務
Zhoushan Ocean Leasing Company Limited ("Zhoushan Ocean")* (Note a) 舟山海洋租賃有限責任公司 (「舟山海洋」)*(附註a)	PRC/PRC 中國/中國	20%	20%	20%	20%	Finance leasing business 融資租賃業務
Zhoushan Fishing Development Services Company Limited ("Zhoushan Fishing")* (Note a) 舟山遠洋漁業發展服務有限公司 (「舟山漁業」)*(附註a)	PRC/PRC 中國/中國	7%	7%	7%	7%	Ocean fishery industry and providing shipyard finance leasing 遠洋捕魚業及提供船廠融資租賃
Zhejiang Ocean Lihe Capital Management Company Limited ("Zhejiang Lihe")* (Note a) 浙江海洋力合資本管理有限公司 (「浙江力合」)*(附註a)	PRC/PRC 中國/中國	9%	9%	9%	9%	Asset management business 資產管理業務
Beijing ZhongShou Intelligent Parking Management Company Limited 北京中首智慧停車管理有限公司	PRC/PRC 中國/中國	25.24%	25.24%	25.24%	25.24%	Investment and management of car parks 投資及管理停車場
Nantong Xiangyu Ocean Equipment Company Limited ("Nantong Xiangyu") (Note b) 南通象嶼海洋裝備有限責任公司 (「南通象嶼」)(附註b)	PRC/PRC 中國/中國	-	24%	- (Note b) (附註b)	27% (Note b) (附註b)	Shipbuilding, shipping logistics, leasing of ports, shipbuilding financial leasing 造船、船務物流、租賃港口、造船融資租賃
China Ocean Intelligent Equipment Manufacturing (Shenzhen) Company Limited ("China Ocean Intelligent Equipment") (Note c) 中海智能裝備製造(深圳)有限公司 (「中海智能裝備」)(附註c)	PRC/PRC 中國/中國	40%	40%	20% (Note c) (附註c)	20% (Note c) (附註c)	Research and develop intelligent equipment, automate equipment, industrial robot; import and export business 研發智能設備、自動化設備、工業機器人；進出口業務

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

24. INTERESTS IN ASSOCIATES (CONTINUED)

24. 於聯營公司之權益 (續)

Details of the Group's material associates at the end of the reporting period are as follow: (Continued)

本集團主要聯營公司於報告期末之詳情如下：(續)

Name of entities 實體名稱	Place of incorporation/ Principal place of operation 註冊成立地點/ 主要營運地點	Proportion of ownership interests/ Group's effective interest held by the Group 本集團所持所有權權益/ 本集團實際權益比例		Proportion of voting rights held by the Group 本集團所持投票權比例		Principal activities 主營業務
		2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年	
Jiangxi Yihangcheng Port Logistics Company Limited ("Jiangxi Yihang") 江西億航程港口物流有限公司 (「江西億航」)	PRC/PRC 中國/中國	36%	36%	36%	36%	Port logistics business 港口物流業務
JiuJiang BaoPu Assets Management Company Limited ("JiuJiang BaoPu") 九江抱樸資產管理有限公司 (「九江抱樸」)	PRC/PRC 中國/中國	20%	20%	20%	20%	Asset management business 資產管理業務
Zhoushan Sea Rent New Energy Company Limited ("Zhoushan Sea Rent")* (Note a) 舟山海租新能源有限公司 (「舟山海租」) # (附註a)	PRC/PRC 中國/中國	20%	20%	20%	20%	Technology invention of new types of energy business 新能源技術開發業務

* Zhoushan Fishing and Zhejiang Lihe are associates of Zhejiang Ocean

* 舟山漁業及浙江力合為浙江海洋之聯營公司

Zhoushan Ocean and Zhoushan Sea Rent are wholly-owned subsidiaries of Zhejiang Ocean

舟山海洋及舟山海租為浙江海洋之全資附屬公司

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. INTERESTS IN ASSOCIATES (CONTINUED)

Notes:

- (a) On 28 February 2019, Merge Limited, a wholly-owned subsidiary of the Company, as vendor (“Vendor”) and China Medical Services Holdings Limited, as purchaser (“Purchaser”) entered into a share purchase agreement (the “Share Purchase Agreement”) pursuant to which the Vendor has conditionally agreed to sell and the Purchaser has conditionally agreed to purchase the 20% equity interest of Zhejiang Ocean at a maximum consideration of RMB170 million (the “Zhejiang Ocean Disposal”). The Zhejiang Ocean Disposal has been approved by the shareholders of the Company at the special general meeting held on 30 August 2019.

However, as certain conditions precedent under the Share Purchase Agreement have not been fulfilled or waived at or before the extended long stop date, and the Company and the Purchaser have not agreed on any further extension of the extended long stop date, the Share Purchase Agreement has lapsed on 31 December 2019 pursuant to the terms of the Share Purchase Agreement. Details of the Zhejiang Ocean Disposal have been disclosed in the announcement of the Company dated 28 February 2019, 6 March 2019, 11 April 2019, 3 May 2019, 17 May 2019, 30 May 2019, 15 July 2019, 30 July 2019, 31 August 2019, 30 October 2019, 21 November 2019, 17 December 2019 and 31 December 2019 and the circular of the Company dated 14 August 2019.

The Board is actively seeking for the potential vendor to dispose its 20% equity interest of Zhejiang Ocean and it is expected to be sold within twelve months after the reporting date, and therefore classified as assets held for sale and are presented separately its interests in Zhejiang Ocean in the consolidated statement of financial position as at 31 December 2019 (Note 41).

- (b) According to the shareholder agreement of Nantong Xiangyu, China Ocean Industry (Shenzhen) Company Limited, an indirect wholly owned subsidiary of the Company, has 27% proportion of voting rights of Nantong Xiangyu.

On 24 May 2019, the Company received an enforcement order (the “Enforcement Order”) dated 24 May 2019 issued by the People’s Court of Rugao City, Jiangsu Province (the “Court”) pursuant to which the Court has ordered the Group to transfer its equity interest in Nantong Xiangyu in satisfaction of the outstanding sum owed to Rugao Fugang Construction Company Limited* (the “Claimant”).

The Claimant initiated a claim in September 2017 against Nantong Huakai, an indirect wholly-owned subsidiary of the Company, for default in repayment of loan in principal amount of RMB41,000,000 and all related interests (the “Claim”). The Company and China Ocean Industry (Shenzhen) Company Limited* (“China Ocean Shenzhen”), an indirect wholly-owned subsidiary of the Company, being guarantors to the relevant loan, were also named as defendants in the Claim. The Claim was settled by a court-directed mediation in December 2017 and Nantong Huakai was required to repay the outstanding sum in the amount of RMB41,000,000 together with interest accrued thereon to the Claimant in four installments prior to 31 December 2018 (the “Mediation Order”).

* For identification purposes only

24. 於聯營公司之權益 (續)

附註:

- (a) 於二零一九年二月二十八日，聚合有限公司（本公司之全資附屬公司）（作為賣方）（「賣方」）與泰和誠醫療集團有限公司（作為買方）（「買方」）訂立一份購股協議（「購股協議」），據此，賣方已有條件同意出售而買方已有條件同意購買浙江海洋之20%股權，最高代價為人民幣170百萬元（「浙江海洋出售事項」）。浙江海洋出售事項已獲本公司股東於二零一九年八月三十日舉行之股東特別大會上批准。

然而，由於購股協議項下若干先決條件未能於經延長截止日期或之前達成或獲豁免，且本公司與買方並未就經延長截止日期的任何進一步延期達成協議，購股協議已於二零一九年十二月三十一日根據其條款失效。有關浙江海洋出售事項的詳情已於本公司日期為二零一九年二月二十八日、二零一九年三月六日、二零一九年四月十一日、二零一九年五月三日、二零一九年五月十七日、二零一九年五月三十日、二零一九年七月十五日、二零一九年七月三十日、二零一九年八月三十一日、二零一九年十月三十日、二零一九年十一月二十一日、二零一九年十二月十七日及二零一九年十二月三十一日之公告以及本公司日期為二零一九年八月十四日之通函內作出披露。

董事會正積極尋求潛在賣方出售其浙江海洋之20%股權，且董事會預期浙江海洋之20%股權將於報告日期後十二個月內出售，因此將其於浙江海洋之權益分類為持作出售之資產，並於二零一九年十二月三十一日之綜合財務狀況報表單獨呈報（附註41）。

- (b) 根據南通象嶼之股東協議，本公司之間接全資附屬公司中海重工（深圳）有限公司享有南通象嶼27%之投票權益。

於二零一九年五月二十四日，本公司接獲一份日期為二零一九年五月二十四日由江蘇省如皋市人民法院（「法院」）發佈的執行裁定書（「執行裁定書」），據此法院已下令讓本集團轉讓其於南通象嶼的股權，以償付結欠如皋市富港工程建設有限公司（「原告」）的未償還金額。

原告於二零一七年九月對南通華凱（本公司之間接全資附屬公司）因拖欠償還貸款本金額人民幣41,000,000元及所有相關利息而提出索償（「索償」）。本公司及中海重工（深圳）有限公司（「中海重工（深圳）」，本公司之間接全資附屬公司）（即有關貸款之擔保人）亦於索償中被列為被告。索償於二零一七年十二月透過法院直接調解而予以解決，而南通華凱須於二零一八年十二月三十一日前按四期分期付款的形式向原告償還尚未償還款項人民幣41,000,000元連同該款項所產生的利息（「調解書」）。

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. INTERESTS IN ASSOCIATES (CONTINUED)

Notes: (Continued)

(b) (Continued)

As Nantong Huakai failed to settle the outstanding sum according to the Mediation Order, the Court has ordered under the Enforcement Order, among others, that:

- (1) China Ocean Shenzhen shall transfer the 21.23% equity interest it held in Nantong Xiangyu at the consideration of RMB52,993,897, to the Claimant in satisfaction of the outstanding sum in the amount of RMB52,993,897 upon the Enforcement Order being served on the Claimant; and
- (2) China Ocean Shenzhen shall transfer the remaining 2.77% equity interest it held in Nantong Xiangyu at the consideration of approximately RMB6,926,103 to Nantong Tongbao Shipbuilding Company Limited* (南通市通寶船舶有限公司) ("Nantong Tongbao"), a party other than involved in the Claim, in satisfaction of the outstanding sum owed to Nantong Tongbao in the amount of RMB6,926,103 upon the Enforcement Order being served on Nantong Tongbao.

The above transfers are collectively referred as the "Forced Transfer".

Upon completion of the Forced Transfer on 24 May 2019, the Group will cease to hold any equity interest in Nantong Xiangyu and Nantong Xiangyu will cease to be accounted for as an associate of the Group.

The Forced Transfer of 24% equity interest in Nantong Xiangyu is accounted for as a disposal of an associate, and resulted in a gain of approximately HK\$66,408,000 in the consolidated statement of profit or loss and other comprehensive income during the year ended 31 December 2019, calculated as follows:

		2019 二零一九年 HK\$'000 千港元
Consideration transferred by settlement of payables (as mentioned above)	結清應付款項所轉讓代價之代價 (誠如上文所述)	67,710
Less: carrying amount of 24% equity interest in Nantong Xiangyu at the date of completion of the Forced Transfer	減: 南通象嶼24%股權於強制轉讓 完成日期的賬面值	-
Release of translation reserve upon disposal of an associate	於出售一間聯營公司後解除之換算儲備	(1,302)
Gain on disposal of an associate	出售一間聯營公司之收益	66,408

(c) According to the shareholder agreement of China Ocean Intelligent Equipment, China Ocean Shenzhen, an indirect wholly-owned subsidiary of the Company, has 20% proportion of voting rights of China Ocean Intelligent Equipment.

24. 於聯營公司之權益 (續)

附註: (續)

(b) (續)

由於南通華凱未能根據調解書結算未償還金額，故法院已根據執行裁定書頒令，其中包括：

- (1) 中海重工(深圳)須於執行裁定書送達原告後，以代價人民幣52,993,897元向原告轉讓其於南通象嶼持有的21.23%股權，以清償尚未償還總額人民幣52,993,897元；及
- (2) 中海重工(深圳)須於執行裁定書送達南通市通寶船舶有限公司(「南通通寶」，並非涉及索償的一方)後，以代價約人民幣6,926,103元向南通通寶轉讓其於南通象嶼持有餘下2.77%的股權，以清償欠付南通通寶尚未償還總額人民幣6,926,103元。

上述轉讓統稱「強制轉讓」。

於強制轉讓於二零一九年五月二十四日完成後，本集團將不再持有南通象嶼任何股權，及南通象嶼將不再入賬為本集團之聯營公司。

強制轉讓南通象嶼24%的股權將作出售一間聯營公司進行入賬處理，導致截至二零一九年十二月三十一日止年度於綜合損益及其他全面收益表確認收益約66,408,000港元，計算如下：

(c) 根據中海智能裝備之股東協議，本公司間接全資附屬公司中海重工(深圳)享有中海智能裝備20%之投票權益。

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

24. INTERESTS IN ASSOCIATES (CONTINUED)

Summarised financial information of associates

Summarised financial information in respect of the Group's material associates are set out below. The summarised financial information below represents amounts shown in the associates' financial statements prepared in accordance with HKFRSs.

Set out below is the summarised financial information for associates which is accounted for using the equity method.

24. 於聯營公司之權益 (續)

聯營公司之財務資料概要

本集團主要聯營公司之財務資料概要載於下文。下文載列之財務資料概要指根據香港財務報告準則編製的聯營公司之財務報表中列示金額。

使用權益法入賬之聯營公司財務資料概要載於下文。

		Nantong Xiangyu 南通象嶼		Consolidated Zhejiang Ocean 綜合浙江海洋	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Current assets	流動資產	-	1,363,947	1,168,659	655,832
Non-current assets	非流動資產	-	778,063	3,674,891	3,400,738
Current liabilities	流動負債	-	(1,905,882)	(3,038,037)	(2,182,698)
Non-current liabilities	非流動負債	-	(202,159)	(921,150)	(1,020,009)

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. INTERESTS IN ASSOCIATES (CONTINUED)

24. 於聯營公司之權益 (續)

Summarised financial information of associates (Continued)

聯營公司之財務資料概要 (續)

		Nantong Xiangyu 南通象嶼		Consolidated Zhejiang Ocean 綜合浙江海洋	
		For the period from 1 January 2019 to the date of completion of the Forced Transferred 由二零一九年 一月一日起 至強制轉讓 完成日期止 期間 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Revenue	收益	<u>556,972</u>	<u>1,119,940</u>	<u>263,430</u>	<u>241,651</u>
(Loss) profit for the year	年內(虧損)溢利	<u>(64,410)</u>	<u>(137,971)</u>	<u>44,335</u>	<u>22,572</u>
Other comprehensive income (expenses) for the year	年內其他全面收益 (開支)	<u>1,368</u>	<u>(4,125)</u>	<u>(19,020)</u>	<u>(53,180)</u>
Total comprehensive (expenses) income for the year	年內全面(開支) 收益總額	<u>(63,042)</u>	<u>(142,096)</u>	<u>25,315</u>	<u>(30,608)</u>
Dividends received from associates during the year	年內已收聯營公司之 股息	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

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. INTERESTS IN ASSOCIATES (CONTINUED)

Summarised financial information of associates (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interests in associates recognised in the financial statements:

24. 於聯營公司之權益 (續)

聯營公司之財務資料概要 (續)

上述財務資料概要與於財務報表確認之於聯營公司之權益賬面值對賬：

		Nantong Xiangyu 南通象嶼		Consolidated Zhejiang Ocean 綜合浙江海洋	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Net assets	資產淨值	-	33,969	884,363	853,863
Unpaid registered capital	未繳註冊資本	-	-	29,221	152,455
		-	33,969	913,584	1,006,318
Proportion of the Group's ownership interest	本集團之所有權權益比例	-	24%	20%	20%
Unpaid registered capital by the Group	本集團未繳註冊資本	-	-	(23,370)	(46,980)
Exchange adjustments	匯兌調整	-	-	13	13
Goodwill	商譽	-	-	640	640
Carrying amount of the Group's interest	本集團權益之賬面值	-	8,152	160,000	154,937

During the year ended 31 December 2019, Merge Limited, the wholly-owned subsidiary of the Company, had unpaid registered capital of USD3 million to Zhejiang Ocean (2018: USD 6 million).

於截至二零一九年十二月三十一日止年度，本公司之全資附屬公司聚合有限公司有未繳付予浙江海洋之註冊資本3,000,000美元（二零一八年：6,000,000美元）。

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

24. INTERESTS IN ASSOCIATES (CONTINUED)

24. 於聯營公司之權益 (續)

Aggregate information of associates that are not individually material

個別非重大聯營公司之匯總資料

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
The Group's share of loss	本集團分佔虧損	(570)	(6,493)
The Group's share of other comprehensive expenses	本集團分佔其他全面開支	(4,246)	(2,107)
The Group's share of total comprehensive expenses	本集團分佔全面開支總額	(4,816)	(8,600)
Aggregate carrying amount of the Group's interests in these associates	本集團於該等聯營公司之權益之總賬面值	33,189	38,005
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
The unrecognised share of loss of an associate for the year (Note)	未確認之年內分佔一間聯營公司虧損 (附註)	6,978	-
Cumulative unrecognised share of loss of an associate	累計未確認之分佔一間聯營公司虧損	6,978	-

Note: This represented the unrecognised share of loss of Nantong Xiangyu upto the date of completion of the Forced Transfer.

附註：其指未確認截至強制轉讓完成日期分佔南通象嶼之虧損。

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. INTERESTS IN JOINT VENTURES

25. 於合營企業之權益

Details of each of the Group's interests in joint ventures are as follows:

本集團於合營企業之各項權益詳情如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Unlisted cost of investments in joint ventures	於合營企業投資之非上市成本	502,578	502,578
Share of post-acquisition profits, net of dividends received	分佔收購後溢利，扣除已收股息	(472,040)	(472,170)
Share of translation reserve of joint ventures	分佔合營企業之換算儲備	(25,002)	(24,877)
		5,536	5,531

Details of each of the Group's joint ventures at the end of the reporting period are as follow:

本集團各合營企業於報告期末之詳情如下：

Name of entities 實體名稱	Place of incorporation/ Principal place of operation 註冊成立地點/ 主要營運地點	Proportion of ownership interests/ effective interest held by the Group 本集團所持所有權權益/ 實際權益比例		Proportion of voting rights held by the Group 本集團所持投票權比例		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	
Zhoushan Investment Fund (Note a)	PRC/PRC	78.74%	78.74%	33.33%	33.33%	Equity investment using its own capital fund and provision of management consultancy services and consultancy services for setting up enterprises
舟山投資企業(附註a)	中國/中國					以自有資金進行股權投資及提供管理諮詢服務以及為新設企業提供諮詢服務
Jiangxi Yan Jiang Industrial Development Venture Investment Enterprise ("Jiangxi Yan Jiang") (Note b)	PRC/PRC	20.79%	20.79%	40%	40%	Equity investment using its own capital fund and provision of management consultancy services and consultancy services for setting up enterprises
江西沿江產業發展創業投資企業(「江西沿江」)(附註b)	中國/中國					以自有資金進行股權投資及提供管理諮詢服務以及為新設企業提供諮詢服務

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

25. INTERESTS IN JOINT VENTURES (CONTINUED)

Notes:

- (a) Pursuant to a joint venture agreement entered into between an indirect wholly-owned subsidiary of the Company and two joint venture partners on 6 August 2014 in relation to the establishment of a joint venture company, Zhoushan Investment Fund, the Group contributed RMB400 million to Zhoushan Investment Fund, which represented 78.74% of the equity interests in Zhoushan Investment Fund. Under the joint venture agreement, all acquisitions and disposals of significant investments of Zhoushan Investment Fund require the consent and approval from all joint venture parties. The Directors are of the opinion that Zhoushan Investment Fund is therefore classified as joint venture of the Group.
- (b) Pursuant to a joint venture agreement entered into between two indirect non-wholly subsidiaries of the Company and one joint venture partner on 18 March 2016 in relation to the formation of a joint venture company, Jiangxi Yan Jiang. Under the joint venture agreement, all acquisitions and disposals of significant investments of Jiangxi Yan Jiang require the consent and approval from all joint venture parties. The Directors are of the opinion that Jiangxi Yan Jiang is therefore classified as joint venture of the Group.

Summarised financial information of joint ventures

The summarised financial information below represents amounts shown in the joint ventures' financial statements prepared in accordance with HKFRSs.

25. 於合營企業之權益 (續)

附註：

- (a) 根據本公司一間間接全資附屬公司與兩名合營夥伴於二零一四年八月六日就成立合營企業舟山投資企業訂立之合營協議，本集團向舟山投資企業注資人民幣400,000,000元，佔舟山投資企業之78.74%股權。根據合營協議，舟山投資企業之所有重大投資收購及出售均須獲所有合營方之同意及批准。董事認為，舟山投資企業因此而分類為本集團之合營企業。
- (b) 根據本公司兩間間接非全資附屬公司與一名合營夥伴於二零一六年三月十八日就設立合營企業江西沿江訂立之合營協議。根據合營協議，江西沿江之所有重大投資收購及出售均須獲所有合營方之同意及批准。董事認為，江西沿江因此而分類為本集團之合營企業。

合營企業之財務資料概要

以下財務資料概要為根據香港財務報告準則編製之合營企業財務報表所示金額。

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

25. INTERESTS IN JOINT VENTURES (CONTINUED)

Summarised financial information of joint ventures (Continued)

Set out below is the summarised financial information for joint ventures which is accounted for using the equity method.

25. 於合營企業之權益 (續)

合營企業之財務資料概要 (續)

以下載列按權益法入賬之合營企業之財務資料概要。

		Zhoushan Investment Fund 舟山投資企業		Jiangxi Yan Jiang 江西沿江	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Current assets	流動資產	3,448	3,643	5	5
Non-current assets	非流動資產	–	–	48,160	49,020
Current liabilities	流動負債	(3,705)	(3,771)	–	–
Non-current liabilities	非流動負債	–	–	–	–
The above amounts of assets and liabilities include the following:	上述資產及負債金額包括下列各項：				
Cash and cash equivalents	現金及現金等價物	1,814	1,978	5	5
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)	–	–	–	–
Non-current financial liabilities (excluding trade and other payables and provisions)	非流動金融負債 (不包括貿易及其他應付款項及撥備)	–	–	–	–

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. INTERESTS IN JOINT VENTURES (CONTINUED)

25. 於合營企業之權益 (續)

Summarised financial information of joint ventures (Continued)

合營企業之財務資料概要 (續)

		Zhoushan Investment Fund 舟山投資企業		Jiangxi Yan Jiang 江西沿江	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Revenue	收益	—	—	—	—
Loss for the year	年內虧損	(264)	(599,572)	(625)	(233)
Other comprehensive (expenses) income for the year	年內其他全面(開支) 收益	(2)	(10,156)	601	(1,933)
Total comprehensive expenses for the year	年內全面開支總額	(266)	(609,728)	(24)	(2,166)
Dividends receivable from the joint venture during the year	年內應收合營企業之 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

25. INTERESTS IN JOINT VENTURES (CONTINUED)

Summarised financial information of joint ventures (Continued)

The above loss for the year includes the following:

25. 於合營企業之權益 (續)

合營企業之財務資料概要 (續)

上述年內虧損包括以下各項：

		Zhoushan Investment Fund 舟山投資企業		Jiangxi Yan Jiang 江西沿江	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Depreciation and amortisation	折舊及攤銷	-	-	-	-
Interest income	利息收入	-	53,285	94	115
Interest expense	利息開支	-	-	-	-
Income tax expense	所得稅開支	-	-	-	-

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

25. INTERESTS IN JOINT VENTURES (CONTINUED)

Summarised financial information of joint ventures (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in joint ventures recognised in the financial statements:

25. 於合營企業之權益 (續)

合營企業之財務資料概要 (續)

上述財務資料概要與於財務報表確認之於合營企業之權益賬面值對賬：

		Zhoushan Investment Fund 舟山投資企業		Jiangxi Yan Jiang 江西沿江	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Net (liabilities) assets	(負債淨額)資產淨值	(257)	(128)	48,165	49,025
Unpaid registered capital	未繳註冊資本	—	—	517,126	525,861
Net assets attributable to owners	擁有人應佔之資產淨值	—	—	565,291	574,886
Proportion of the Group's ownership interest	本集團之所有權權益比例	78.84%	78.84%	20.79%	20.79%
Unpaid registered capital by the Group (Note a)	本集團未繳註冊資本 (附註a)	—	—	(112,000)	(114,000)
Carrying amount of the Group's interest	本集團權益之賬面值	—	—	5,536	5,531

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. INTERESTS IN JOINT VENTURES (CONTINUED)

Summarised financial information of joint ventures (Continued)

Notes:

- (a) During the year ended 31 December 2019, the Group had unpaid registered capital of RMB104,720,000 (2018: RMB104,720,000) to Jiangxi Yan Jiang.
- (b) On 5 September 2019, (a) the administrator of Zhejiang Ouhua Shipbuilding Company Limited* (“Zhejiang Ouhua”) on the first part, (b) the following subsidiaries of the Company: China Ocean Shipbuilding Holdings Limited, Jiangxi Jiangzhou United Shipbuilding Company Limited* and JiuJiang Jinhua Equipment Manufacturing Company Limited* (collectively the “Relevant Subsidiaries”) on the second part, and (c) NIBO Trading Company Limited (“NIBO”) on the third part, entered into a settlement agreement (the “Settlement Agreement”) pursuant to which the parties thereto agreed to, among other things, the following:
- (1) Zhejiang Ouhua agreed to, within 5 business days from the date of the Settlement Agreement, withdraw two lawsuits relating to disputes over the revoking rights of bankruptcy against the Relevant Subsidiaries and Zhoushan Investment Fund, a joint venture owned as to approximately 78.74% by the Group; whereas the Company shall pay Zhejiang Ouhua a sum of RMB8,113,527 (“Settlement Sum”) by 31 October 2019;
 - (2) the Relevant Subsidiaries shall coordinate Zhoushan Investment Fund to revise its claim of debt amount against Zhejiang Ouhua from RMB545,909,306 to RMB116,059,459 and RMB17,571,300 to RMB3,735,631 respectively;
 - (3) upon payment of the Settlement Sum and the aforesaid revision of the claim of debt amount, the parties agree that all debts between the Group and Zhejiang Ouhua shall be deemed to have been discharged; and
 - (4) within 30 days from payment of the Settlement Sum and revision of the claim of debt amount, NIBO shall transfer the 40% interest in China Ocean Shipbuilding (Hong Kong) Limited (“China Ocean HK”), a non-wholly owned subsidiary of the Company, held by NIBO as nominee on behalf of Zhejiang Ouhua to any of the Relevant Subsidiaries or party designated by the Company at nil consideration.

As at 31 December 2019, the conditions of the Settlement Agreement had not been completed and the Settlement Sum had not been paid by the Company.

* For identification purposes only

25. 於合營企業之權益 (續)

合營企業之財務資料概要 (續)

附註：

- (a) 於截至二零一九年十二月三十一日止年度，本集團有未繳付予江西沿江之註冊資本人民幣104,720,000元（二零一八年：人民幣104,720,000元）。
- (b) 於二零一九年九月五日，(a)浙江歐華造船股份有限公司（「浙江歐華」）管理人（作為第一方），(b)本公司下列附屬公司：中海船舶控股有限公司、江西江州聯合造船有限責任公司及九江金湖裝備製造有限公司（統稱「有關附屬公司」）（作為第二方），及(c) NIBO Trading Company Limited（「NIBO」）（作為第三方）訂立和解協議（「和解協議」），據此，有關訂約方同意（其中包括）下列事項：
- (1) 浙江歐華同意於和解協議日期起計5個營業日內撤回與針對有關附屬公司及舟山投資企業（本集團擁有約78.74%權益的合營企業）破產撤銷權爭議相關的兩起訴訟，而本公司須於二零一九年十月三十一日前向浙江歐華支付總額人民幣8,113,527元（「和解金」）；
 - (2) 有關附屬公司須配合舟山投資企業將向浙江歐華申索的債務金額由人民幣545,909,306元及人民幣17,571,300元分別修改為人民幣116,059,459元及人民幣3,735,631元；
 - (3) 於支付和解金及上述修訂申索債務金額後，訂約方同意本集團與浙江歐華之間的所有債務視為已解除；及
 - (4) 於支付和解金及修訂申索債務金額起計30日內，NIBO須將由NIBO作為代名人代表浙江歐華持有之中海船舶（香港）有限公司（「中海香港」，本公司之非全資附屬公司）之40%權益以零代價轉讓予任何有關附屬公司或本公司指定的任何人士。

於二零一九年十二月三十一日，和解協議之條件尚未完成及本公司並未支付和解金。

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

26. EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

26. 按公平值計入其他全面收益之權益工具

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Equity securities listed in the PRC	於中國上市之股本證券	—	23,598

The equity securities are listed in the National Equities Exchange and Quotations in Beijing, the PRC. They are measured at fair value determined with reference to quoted market prices. The Directors 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. In the current year, the equity securities were derecognised upon deconsolidation of subsidiaries as disclosed in Note 42 to the consolidated financial statements.

該等股本證券於中國北京全國中小企業股份轉讓系統上市。其按經參考市場報價釐定的公平值計量。由於董事認為，於損益確認該等投資之公平值短期波動與本集團持有該等投資作長遠目的及實現其長遠表現潛能的策略不符，因此已選擇將該等權益工具投資指定為按公平值計入其他全面收益。於本年度，如綜合財務報表附註42所披露，於終止綜合入賬附屬公司後，則終止確認股本證券。

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

27. INVENTORIES

27. 存貨

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Raw materials	原材料	40,605	90,512
Work in progress (Note)	在製品 (附註)	269,925	215,921
Finished goods	製成品	13,856	20,740
		324,386	327,173

Note:

According to the arbitral awards dated 27 December 2018 ("Arbitral Awards") issued by the London Maritime Arbitrators Association ("Arbitrators Association"), the Arbitration Association has made awards in favor of the customer under the relevant shipbuilding contracts (the "Shipbuilding Contracts") in relation to the four vessels (the "Four Vessels"), the Shipbuilding Contracts had been rescinded and the accumulated cost of sales incurred in relation to the Four Vessels of approximately HK\$1,012,678,000 had been reversed during the year ended 31 December 2018. The cost incurred previously in relation to the Four Vessels had been recognised as inventories of the Group of approximately HK\$213,519,000, net of written down of inventories of approximately HK\$799,159,000 as at 31 December 2018.

In addition, the Group had been notify by the agent of two shipbuilding contracts in relation to two vessels (the "Two Vessels") had been rescinded and the accumulated cost of sales incurred previously in relation to the Two Vessels of approximately HK\$129,046,000 had been reversed and recognised as inventories during the year ended 31 December 2019.

During the year ended 31 December 2019, certain parts (the "Reused Parts") of the Four Vessels and the Two Vessels were disassembled and use for the construction of other vessels which has been delivered to certain customers.

附註：

根據由倫敦海事仲裁員協會(「仲裁員協會」)頒佈日期為二零一八年十二月二十七日之仲裁裁決(「仲裁裁決」)，仲裁員協會根據有關四艘船舶(「四艘船舶」)之相關造船合約(「造船合約」)已判該客戶勝訴，造船合約已撤銷，而就四艘船舶產生的累計銷售成本約1,012,678,000港元於截至二零一八年十二月三十一日止年度已予撥回。先前就四艘船舶產生的成本已於二零一八年十二月三十一日確認為本集團存貨約213,519,000港元(扣除存貨撇減約799,159,000港元)。

此外，本集團獲兩艘船舶(「兩艘船舶」)有關的兩份造船合約的代理通知，先前有關兩艘船舶已予撤銷及產生的累計銷售成本約129,046,000港元已予撥回並於截至二零一九年十二月三十一日止年度確認為存貨。

於截至二零一九年十二月三十一日止年度，四艘船舶及兩艘船舶的若干部分(「重用部分」)已被拆解及用作建造其他船舶，而該等船舶已交付予若干客戶。

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

28. TRADE RECEIVABLES/DEPOSITS/ OTHER RECEIVABLES/PREPAYMENT

28. 貿易應收款項／按金／其他應 收款項／預付款項

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Trade receivables – contracts with customers	貿易應收款項—客戶合約	77,155	186,407
Less: Allowance for credit losses	減：信貸虧損撥備	(7,235)	(4,135)
Total trade receivables, net of allowance for credit losses (Note a)	貿易應收款項總額（扣除信貸 虧損撥備）（附註a）	<u>69,920</u>	<u>182,272</u>
Deposit paid (Note b)	已付按金（附註b）	72,969	68,400
Other receivables (Note c)	其他應收款項（附註c）	261,640	453,323
Value-added tax recoverable	可收回增值稅項	73,222	72,535
Amounts due from the former shareholders of a subsidiary (Note d)	應收一間附屬公司前股東之 款項（附註d）	–	270,935
Deposit paid for the construction	已付建造按金	–	19,380
Deposits placed to agents and a stakeholder (Note e)	向代理及一名利益相關者存款 （附註e）	7,451	7,584
		<u>415,282</u>	<u>892,157</u>
Less: Allowance for credit losses	減：信貸虧損撥備	(52,453)	(143,690)
Other receivables, net of allowance for credit losses	其他應收款項（扣除信貸 虧損撥備）	<u>362,829</u>	<u>748,467</u>
Prepayment (Note f)	預付款項（附註f）	<u>29,902</u>	<u>191,751</u>

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 RECEIVABLES/DEPOSITS/ OTHER RECEIVABLES/PREPAYMENT (CONTINUED)

Notes:

- (a) As at 1 January 2018, trade receivables from contracts with customers amounted to approximately HK\$213,617,000.

At 31 December 2019 and 31 December 2018, the Group's trade receivables include (1) trade receivables from factoring services with one year credit period; (2) trade receivables from intelligent car parking and automotive device business with average 90 days credit period; and (3) retention receivables for intelligent car parking with range from one to two years under the respective terms of contract; and (4) trade receivables from steel structure engineering and installation with 30 days credit period.

At 31 December 2019, trade receivables are non-interest bearing, except for trade receivables from factoring services with aggregated amount of HK\$4,110,000 (2018: HK\$4,184,000) which bear interest rate of 12% (2018: 12%) per annum.

The following is an aged analysis of trade receivables, net of allowance for credit losses, presented based on contract date/delivery date at the end of the reporting periods:

28. 貿易應收款項／按金／其他應 收款項／預付款項（續）

附註：

- (a) 於二零一八年一月一日，來自客戶合約之貿易應收款項約為213,617,000港元。

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，本集團之貿易應收款項包括(1)來自保理服務之貿易應收款項（信貸期為一年）；(2)來自智慧停車及汽車電子業務之貿易應收款項（平均信貸期為90天）；及(3)有關智慧停車的應收保留金（根據相關合約條款為期一至二年）；及(4)來自鋼結構工程及安裝之貿易應收款項（信貸期為30天）。

於二零一九年十二月三十一日，貿易應收款項為不計息，惟來自保理服務之貿易應收款項共計4,110,000港元（二零一八年：4,184,000港元）按年利率12%（二零一八年：12%）計息。

下列為根據合約日期／交付日期呈列貿易應收款項（扣除信貸虧損撥備）於報告期末之賬齡分析：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
0-90 days	0-90天	16,181	42,205
More than 90 days but not exceeding one year	超過90天但不超過一年	-	34,572
In more than one year	超過一年	53,739	105,495
		69,920	182,272

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 RECEIVABLES/DEPOSITS/ OTHER RECEIVABLES/PREPAYMENT (CONTINUED)

Notes: (Continued)

- (b) At 31 December 2019, the amount mainly represents the non-refundable deposit paid to a property developer for certain carparks for re-sales purpose of approximately HK\$72,969,000 (equivalent to RMB65,151,000) (2018: HK\$68,400,000 (equivalent to RMB65,151,000)) which located in the PRC with the total consideration of approximately HK\$146,888,000 (equivalent to RMB131,150,000) (2018: HK\$149,511,000) (equivalent to RMB131,150,000).

- (c) At 31 December 2019, other receivables mainly represents:

As at 31 December 2019, the amount of HK\$224,000,000 (equivalent to RMB200,000,000) (2018: HK\$228,000,000 (equivalent to RMB200,000,000)) represented consideration receivables from the non-controlling interest of China Ocean Materials Trading in relation to the disposal of 40% of equity interest in China Ocean Materials Trading during the year ended 31 December 2018.

- (d) As at 31 December 2018, approximately HK\$229,527,000 included in the amounts due from the former shareholders of a subsidiary of approximately HK\$270,935,000 represented the amount under the counter guarantee which were provided by the vendors of Nantong Huakai in favour of the Group under the acquisition of 100% equity interest in Nantong Huakai to indemnify the Group for all losses arising from the corporate guarantee referred to in Note 47 to the consolidated financial statements.

During the year ended 31 December 2019, such receivable was derecognised upon deconsolidation of the Nantong Huakai Group as disclosed in Note 42 to the consolidated financial statements.

- (e) During the year ended 31 December 2019, certain vessel buyers have made progress payments for shipbuilding contracts to three agents and one stakeholder (2018: three agents and one stakeholder) rather than directly to the Group. The Group has the entitlement to these progress payments in accordance with the contracts but the balances are in custody of the agents/stakeholder to ensure the progress payments are used to pay for the costs to relevant shipbuilding contracts. The progress payments held in custody will be paid over to the Group based on the shipbuilding progress.

- (f) Prepayment represents amount paid for purchase of raw materials, steel plates and vessel components for shipbuilding, intelligent car parking and automotive device and steel structure at 31 December 2019 and 31 December 2018.

Included in trade receivables, other receivables and prepayment are the following amounts denominated in currencies other than the functional currency of the Group:

USD

美元

2019
二零一九年
'000
千元

1,010

2018
二零一八年
'000
千元

9,651

Details of impairment assessment of trade and other receivables are set out in Note 7b.

28. 貿易應收款項／按金／其他應 收款項／預付款項（續）

附註：（續）

- (b) 於二零一九年十二月三十一日，該金額主要指就以總代價約146,888,000港元（相當於人民幣131,150,000元）（二零一八年：149,511,000港元）（相當於人民幣131,150,000元）收購位於中國之若干用作轉售的停車位已付一名物業開發商之不可退還按金約72,969,000港元（相當於人民幣65,151,000元）（二零一八年：68,400,000港元（相當於人民幣65,151,000元））。

- (c) 於二零一九年十二月三十一日，其他應收款項主要指：

於二零一九年十二月三十一日，金額224,000,000港元（相當於人民幣200,000,000元）（二零一八年：228,000,000港元）（相當於人民幣200,000,000元）指應收來自中海物貿有關出售中海物貿截至二零一八年十二月三十一日止年度之40%股權之非控股權益之代價。

- (d) 於二零一八年十二月三十一日，應收一間附屬公司前股東之款項約270,935,000港元中有約229,527,000港元為南通華凱的賣方就收購南通華凱100%股權以本集團為受益人提供的反擔保的相關款項，以彌償本集團就綜合財務報表附註47所述公司擔保所產生的所有虧損。

於截至二零一九年十二月三十一日止年度，該應收款項已於終止綜合入賬南通華凱集團時終止綜合入賬（如綜合財務報表附註42所披露）。

- (e) 於截至二零一九年十二月三十一日止年度，若干船舶買家向三名代理及一名利益相關者（二零一八年：三名代理及一名利益相關者）而非直接向本集團支付有關造船合約之進度付款。本集團根據合約有權收取該等進度付款，惟該等結餘由代理／利益相關者託管，以確保該等進度付款用於支付相關造船合約產生的成本。受託管的進度付款將根據造船進度支付予本集團。

- (f) 預付款項指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就購買造船、智慧停車及汽車電子以及鋼結構之原材料、鋼板及船舶部件所支付之金額。

貿易應收款項、其他應收款項及預付款項包括下列以本集團功能貨幣以外貨幣計值之款項：

有關貿易及其他應收款項之減值評估之詳情載於附註7b。

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. CONTRACT ASSETS

29. 合約資產

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Construction contracts	建造合約	-	90,328

30. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

30. 按公平值計入損益之金融資產

Financial assets mandatorily measured at FVTPL:

強制性按公平值計入損益計量之金融資產：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Listed securities: Equity securities listed in Hong Kong	上市證券： 於香港上市之股本證券	12	32

31. FINANCE LEASE RECEIVABLES

31. 應收融資租賃款項

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Finance lease receivables within one year	一年內應收融資租賃款項	4,780	4,758
Less: Unearned finance income	減：未賺取融資收入	(863)	(771)
Present value of minimum lease payment receivables	應收最低租賃款項現值	3,917	3,987
Less: Allowance for credit losses	減：信貸虧損撥備	(3,917)	(292)
		-	3,695

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

31. FINANCE LEASE RECEIVABLES (CONTINUED)

There was no unguaranteed residual value in connection with finance lease arrangements or contingent lease arrangements of the Group that need to be recorded as at the end of the reporting period.

The finance lease receivables bear interest rate at 7.6% (2018: 7.6%) per annum.

Detail of impairment assessment are set out in Note 7b.

32. PLEDGED BANK DEPOSITS AND RESTRICTED CASH/BANK BALANCES AND CASH

Bank balances carry interest at market rates which range from 0.01% to 0.35% (2018: from 0.01% to 0.35%) per annum.

During the year ended 31 December 2019, the pledged bank deposits carry fixed interest rate ranging from 0.01% to 0.35% (2018: 0.01% – 0.35%) per annum and were pledged to a bank to secure the Group's borrowings (Note 43).

31. 應收融資租賃款項 (續)

於報告期末，概無有關本集團融資租賃安排或或然租賃安排的未擔保剩餘價值須予入賬。

應收融資租賃款項按年利率7.6% (二零一八年：7.6%)計息。

有關減值評估之詳情載於附註7b。

32. 已抵押銀行存款及受限制現金 ／銀行結餘及現金

銀行結餘按市場利率每年0.01%至0.35% (二零一八年：0.01%至0.35%)計息。

於截至二零一九年十二月三十一日止年度，已抵押銀行存款按固定利率每年0.01%至0.35% (二零一八年：0.01%至0.35%)計息並乃抵押予銀行作為本集團借貸的擔保 (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

32. PLEDGED BANK DEPOSITS AND RESTRICTED CASH/BANK BALANCES AND CASH (CONTINUED)

Included in the pledged bank deposits and restricted cash and bank balances and cash are the following amounts denominated in currencies other than the functional currency of the Group:

		2019 二零一九年 '000 千元	2018 二零一八年 '000 千元
HKD	港元	338	1,107
USD	美元	23	23
EUR	歐元	—	1
		—	—

Included in the pledged bank deposits and restricted cash and bank balances and cash are the following amounts which are subject to foreign exchange control regulations or not freely transferable:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Amounts denominated in RMB	以人民幣計值之款項		
– pledged bank deposits	– 已抵押銀行存款	—	235
– restricted cash	– 受限制現金	592	2,030
– bank balances and cash	– 銀行結餘及現金	8,824	8,788
		9,416	11,053

32. 已抵押銀行存款及受限制現金 ／銀行結餘及現金（續）

已抵押銀行存款及受限制現金以及銀行結餘及現金包含下列以本集團功能貨幣以外貨幣計值之款項：

已抵押銀行存款及受限制現金以及銀行結餘及現金包含下列受外匯管制規例規限或不能自由兌換之款項：

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

33. TRADE AND OTHER PAYABLES

33. 貿易及其他應付款項

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Consideration payable for acquisition of property, plant and equipment – non-current portion 收購物業、廠房及設備之應付代價—非流動部分	4,982	5,070
Trade payables (Note i) 貿易應付款項(附註i)	70,478	139,291
Consideration payable for acquisition of prepaid lease payments 收購預付租賃款項之應付代價	–	42,997
Payable to guarantors (Note ii) 應付擔保人款項(附註ii)	46,584	708
Contribution payables to labour union and education funds 應付工會及教育基金供款	13,323	13,565
Accrual of contractor fees 應計承辦費	12,908	37,463
Accrual of government funds 應計政府基金	2,115	2,152
Other payables and accruals (Note iii) 其他應付款項及應計費用(附註iii)	867,294	1,121,052
	1,012,702	1,357,228

Notes:

- (i) The following is an aged analysis of trade payables presented based on invoice date or issue date, respectively, at the end of the reporting periods:

附註：

- (i) 以下為分別根據發票日期或發出日期呈列貿易應付款項於報告期末之賬齡分析：

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
0 – 30 days 0–30日	76	6,640
31 – 60 days 31–60日	929	16,809
61 – 90 days 61–90日	6	1,261
Over 90 days 超過90日	69,467	114,581
	70,478	139,291

Payment terms are generally 60 to 180 days (2018: 60 to 180 days).

付款期限一般為60至180日(二零一八年:60至180日)。

Trade payables are unsecured, non-interest bearing and repayable on demand.

貿易應付款項為無抵押、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

33. TRADE AND OTHER PAYABLES

Notes: (Continued)

(i) (Continued)

Included in trade payables is the following amounts denominated in a currency other than the functional currency of the Group:

		2019 二零一九年 '000 千元	2018 二零一八年 '000 千元
USD	美元	<u>2,271</u>	<u>2,271</u>

(ii) The balances represented guarantee fee payable to several guarantors in relation to their guarantee on the banking facilities and borrowings obtained by the Group at 31 December 2019 and 31 December 2018.

(iii) Material balances included in other payables and accruals are as follow:

(a) The Group has accrued the land use tax of approximately HK\$48,109,000 (equivalent to RMB42,954,000) at 31 December 2019 (2018: approximately HK\$41,993,000 (equivalent to RMB36,836,000)).

(b) The Group has accrued salaries of approximately HK\$63,990,000 (equivalent to RMB57,134,000) at 31 December 2019 (2018: approximately HK\$62,302,000 (equivalent to RMB54,651,000)) for Jiangxi Shipbuilding.

(c) The Group has accrued the social security fund for its employees of approximately HK\$59,457,000 (equivalent to RMB53,086,000) at 31 December 2019 (2018: approximately HK\$47,289,000 (equivalent to RMB41,482,000)). Pursuant to a repayment agreement signed between Jiangxi Shipbuilding, a wholly-owned subsidiary of the Company and the relevant government authority on 26 January 2015, the amounts of accrued social security fund should be repaid before December 2019.

(d) As at 31 December 2019, included in other payables and accruals of approximately HK\$52,000,000 (2018: HK\$52,000,000) represented the outstanding principal amount of convertible note issued on 27 June 2014 which was matured and was required to be redeemed by the Company in 2017, and the amount of HK\$189,000,000 and HK\$37,800,000 represented the outstanding principal amount and the relevant interest of 2017 Convertible Notes (defined in Note 38) which was matured and was required to be redeemed by the Company in 2019.

33. 貿易及其他應付款項 (續)

附註：(續)

(i) (續)

貿易應付款項包含下列以本集團功能貨幣以外貨幣計值之款項：

	2019 二零一九年 '000 千元	2018 二零一八年 '000 千元
USD	<u>2,271</u>	<u>2,271</u>

(ii) 該等結餘指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就若干擔保人為本集團所取得銀行融資及借貸提供擔保而應付彼等之擔保費用。

(iii) 其他應付款項及應計費用中包含之重大結餘如下：

(a) 於二零一九年十二月三十一日，本集團有應計土地使用稅約48,109,000港元（相當於人民幣42,954,000元）（二零一八年：約41,993,000港元（相當於人民幣36,836,000元））。

(b) 於二零一九年十二月三十一日，本集團就江西造船之應計薪金約為63,990,000港元（相當於人民幣57,134,000元）（二零一八年：約62,302,000港元（相當於人民幣54,651,000元））。

(c) 於二零一九年十二月三十一日，本集團有應計僱員社保基金約59,457,000港元（相當於人民幣53,086,000元）（二零一八年：約47,289,000港元（相當於人民幣41,482,000元））。根據本公司全資附屬公司江西造船與相關政府部門於二零一五年一月二十六日簽訂之還款協議，該等應計社保基金款項須於二零一九年十二月前償還。

(d) 於二零一九年十二月三十一日，其他應付款項及應計費用中有約52,000,000港元（二零一八年：52,000,000港元）為已到期並須由本公司於二零一七年贖回的於二零一四年六月二十七日發行的可換股票據尚未償還本金額，及189,000,000港元及37,800,000港元為已到期並須由本公司於二零一九年贖回的二零一七年可換股票據（定義見附註38）尚未償還本金額及有關利息。

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

33. TRADE AND OTHER PAYABLES

Notes: (Continued)

(iii) (Continued)

- (e) As at 31 December 2018, included in other payables and accruals of approximately HK\$154,774,000 (2018: HK\$170,552,000) represents the amount payable to the Vendor of Nantong Huakai in relation to the contingent consideration and the balance was reclassified from Contingent consideration payable. The amount was unsecured, interest free and repayable on demand.
- (f) As at 31 December 2018, included in other payables and accruals of approximately HK\$229,527,000 (equivalent to approximately RMB201,340,000) represents the payment obligation on the corporate guarantee granted to Huatai Heavy Industry Limited pursuant to the arbitral award and the balance was reclassified from Provision for Financial Guarantee (Note 47).

33. 貿易及其他應付款項 (續)

附註：(續)

(iii) (續)

- (e) 於二零一八年十二月三十一日，其他應付款項及應計費用中有約154,774,000港元(二零一八年：170,552,000港元)為就或然代價應付南通華凱賣方之款項，該項結餘乃從應付或然代價重新分類。該款項為無抵押、免息及須按要求償還。
- (f) 於二零一八年十二月三十一日，其他應付款項及應計費用中有約229,527,000港元(相當於約人民幣201,340,000元)為根據仲裁裁決就給予華泰重工有限公司之公司擔保之付款責任，該項結餘乃從財務擔保撥備(附註47)重新分類。

34. BORROWINGS

34. 借貸

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Bank borrowings	銀行借貸	1,300,404	1,967,413
Other borrowings	其他借貸	1,935,274	1,417,840
		3,235,678	3,385,253
Secured	有抵押	411,294	481,357
Unsecured	無抵押	2,824,384	2,903,896
		3,235,678	3,385,253

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. BORROWINGS (CONTINUED)

34. 借貸 (續)

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
The carrying amounts of the above borrowings are repayable on demand or within one year (Note)	上述借貸之賬面值按要求或於一年內償還(附註)	3,235,678	2,803,397
The carrying amount of borrowings that are repayable on demand due to breach of loan covenants (shown under current liabilities)	因違反貸款契諾而須按求償還之借貸的賬面值(列作流動負債)	—	581,856
Amounts due within one year shown under current liabilities	於一年內到期之款項(列作流動負債)	3,235,678	3,385,253

Note: The amounts due are based on scheduled repayment dates set out in the loan agreements.

附註：到期款項乃以貸款協議所載計劃還款日為基準。

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

34. BORROWINGS (CONTINUED)

The exposure of the Group's fixed-rate borrowings and the contractual maturity dates were as follows:

34. 借貸 (續)

本集團定息借貸的風險及合約到期日如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Fixed-rate borrowings repayable on demand or within one year	須按要求或於一年內償還之定息借貸	2,368,949	2,555,856

The exposure of the Group's variable-rate borrowings and the contractual maturity dates were as follows:

本集團浮息借貸數額及合約到期日如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Variable-rate borrowings repayable on demand or within one year	須按要求或於一年內償還之浮息借貸	866,729	829,397

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. BORROWINGS (CONTINUED)

The ranges of effective interest rates (which are also equal to contracted interest rates) on the Group's borrowings are as follows:

		2019 二零一九年	2018 二零一八年
Effective interest rates:	實際利率：		
Fixed-rate borrowings (bank and other borrowings)	定息借貸（銀行及其他借貸）	4.35% – 36%	4.35% – 36%
Variable-rate borrowings (bank and other borrowings)	浮息借貸（銀行及其他借貸）	4.75% – 7.13%	4.75% – 5.66%

The details of other borrowings are as follows:

- (i) At 31 December 2019, the Group has loan advances from employees of approximately HK\$1,393,000 (equivalent to approximately RMB1,244,000) (2018: approximately HK\$1,404,000 (equivalent to approximately RMB1,232,000)) which bears interest rate of 15% (2018: 15%) per annum and was repayable on demand (2018: repayable on demand).
- (ii) At 31 December 2019, the Group has loan advances from several independent third parties of approximately HK\$1,544,830,000 (equivalent to approximately RMB1,379,311,000) (2018 approximately HK\$997,442,000 (equivalent to approximately RMB874,949,000)). The proceeds were used to finance the daily operation of the Group. The borrowings carry fixed interest of the range from 4.35% to 36% (2018: 4.35% to 36%) per annum repayable on demand.

34. 借貸（續）

本集團借貸之實際利率（亦相等於已訂約利率）範圍如下：

其他借貸之詳情如下：

- (i) 於二零一九年十二月三十一日，本集團有僱員提供之貸款墊款約1,393,000港元（相當於約人民幣1,244,000元）（二零一八年：約1,404,000港元（相當於約人民幣1,232,000元）），按年利率15%（二零一八年：15%）計息及須按要求償還（二零一八年：須按要求償還）。
- (ii) 於二零一九年十二月三十一日，本集團有數名獨立第三方提供之貸款墊款約1,544,830,000港元（相當於約人民幣1,379,311,000元）（二零一八年：約997,442,000港元（相當於約人民幣874,949,000元））。該等所得款項已用於撥付本集團之日常營運。該等借貸按固定利率每年4.35%至36%（二零一八年：4.35%至36%）計息及須按要求償還。

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

34. BORROWINGS (CONTINUED)

- (iii) At 31 December 2019, the Group has loan advances from an independent third party, of approximately HK\$270,966,000 (equivalent to approximately RMB241,934,000) (2018: approximately HK\$275,805,000 (equivalent to approximately RMB241,934,000)). The proceeds were used to finance the daily operation of the Group. The borrowing carries interest of 8.5% (2018: 8.5%) per annum and repayable on demand. Mr. Li, the executive director of the Company and an independent third party have provided a personal guarantee to secure the payment obligations of the borrowing.
- (iv) At 31 December 2019, the Group has loan advances from an associate, Zhejiang Ocean, of approximately HK\$118,085,000 (equivalent to approximately RMB105,433,000) (2018: approximately HK\$143,189,000 (equivalent to approximately RMB125,604,000)). The proceeds were used to finance the daily operation of the Group. The borrowing bears interest rate ranging from 5% to 7.6% (2018: 5% to 7.6%) per annum.

At 31 December 2019, borrowings of approximately HK\$411,294,000 (2018: HK\$481,357,000) were secured by collaterals as details in Note 43 to the consolidated financial statements.

At 31 December 2019, a bank borrowing of HK\$118,171,000 (equivalent to RMB105,510,000) (2018: HK\$122,452,000 (equivalent to RMB107,414,000)), which bears interest at 5.88% (2018: 5.75%) per annum, will be repayable on 31 May 2020 and was secured by the entire equity interests of Jiangxi Shipbuilding (Note 43).

All the borrowings are denominated in RMB as at 31 December 2019 and 31 December 2018.

34. 借貸 (續)

- (iii) 於二零一九年十二月三十一日，本集團有一名獨立第三方提供之貸款墊款約270,966,000港元（相當於約人民幣241,934,000元）（二零一八年：約275,805,000港元（相當於約人民幣241,934,000元））。該等所得款項已用於撥付本集團之日常營運。該借貸按年利率8.5%（二零一八年：8.5%）計息及須按要求償還。本公司之執行董事李先生及一名獨立第三方已提供個人擔保，以擔保該借貸的付款責任。
- (iv) 於二零一九年十二月三十一日，本集團有聯營公司浙江海洋提供之貸款墊款約118,085,000港元（相當於約人民幣105,433,000元）（二零一八年：約143,189,000港元（相當於約人民幣125,604,000元））。該等所得款項已用於撥付本集團之日常營運。該借貸按年利率5%至7.6%（二零一八年：5%至7.6%）計息。

於二零一九年十二月三十一日，借貸約411,294,000港元（二零一八年：481,357,000港元）乃以數項抵押品作抵押（詳情載於綜合財務報表附註43）。

於二零一九年十二月三十一日，銀行借貸約118,171,000港元（相當於人民幣105,510,000元）（二零一八年：122,452,000港元（相當於人民幣107,414,000元））按年利率5.88%（二零一八年：5.75%）計息，須於二零二零年五月三十一日償還，並以江西造船之全部股權作抵押（附註43）。

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，所有借貸均以人民幣計值。

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

35. LEASE LIABILITIES

35. 租賃負債

		2019 二零一九年 HK\$'000 千港元
Lease liabilities payable:	應於下列期間支付之租賃負債：	
Within one year	於一年內	8,175
Within a period of more than one year but not exceeding two years	於一年以上但不超過兩年期間	842
Within a period of more than two years but not exceeding five years	於兩年以上但不超過五年期間	—
		<u>9,017</u>
Less: Amount due for settlement with 12 months shown under current liabilities	減：列作流動負債之於12個月內到期結算之款項	<u>(8,175)</u>
Amount due for settlement after 12 months shown under non-current liabilities	列作非流動負債之於12個月後到期結算之款項	<u>842</u>

36. PROVISION FOR WARRANTY

36. 保修撥備

		HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	4,171
Additional provision for the year	年內額外撥備	2,103
Exchange adjustments	匯兌調整	(69)
Reversal of provision	撥備撥回	<u>(4,171)</u>
At 31 December 2018	於二零一八年十二月三十一日	2,034
Additional provision for the year	年內額外撥備	1,254
Exchange adjustments	匯兌調整	(12)
Reversal of provision	撥備撥回	<u>(2,034)</u>
At 31 December 2019	於二零一九年十二月三十一日	<u>1,242</u>

The Group provides a one-year warranty on shipbuilding and undertakes to repair or replace items that fail to perform satisfactorily. The provision is estimated based on historical data of the level of repairs and replacement.

本集團就造船提供一年的保養期並承諾維修或替換性能未達理想的項目。撥備乃根據維修及替換水平之過往數據而估計。

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. SHARE CAPITAL

37. 股本

		Par value per share 每股面值 HK\$ 港元	Number of ordinary shares 普通股數目	Amount 金額 HK\$'000 千港元
Authorised:	法定：			
At 1 January 2018	於二零一八年一月一日	0.05	20,000,000,000	1,000,000
Increase in authorised share capital (Note a)	增加法定股本(附註a)	0.05	<u>30,000,000,000</u>	<u>1,500,000</u>
At 31 December 2018	於二零一八年十二月三十一日	0.05	50,000,000,000	2,500,000
Capital reduction (Note b(i))	股本削減(附註b(i))	N/A 不適用	-	(2,450,000)
Share consolidation (Note b(ii))	股份合併(附註b(ii))	N/A 不適用	<u>(48,750,000,000)</u>	<u>-</u>
At 31 December 2019	於二零一九年十二月三十一日	0.04	<u>1,250,000,000</u>	<u>50,000</u>
Issued and fully paid:	已發行及繳足：			
At 1 January 2018, 31 December 2018 and 1 January 2019	於二零一八年一月一日、 二零一八年十二月三十一日及 二零一九年一月一日	0.05	13,636,838,840	681,842
Capital reduction (Note b(i))	股本削減(附註b(i))	N/A 不適用	-	(668,205)
Share consolidation (Note b(ii))	股份合併(附註b(ii))	N/A 不適用	<u>(13,295,917,869)</u>	<u>-</u>
At 31 December 2019	於二零一九年十二月三十一日	0.04	<u>340,920,971</u>	<u>13,637</u>

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. SHARE CAPITAL (CONTINUED)

Notes:

- (a) Pursuant to an ordinary resolution at the annual general meeting held on 22 June 2018, the authorised share capital of the Company was increased from HK\$1,000,000,000 divided into 20,000,000,000 ordinary shares to HK\$2,500,000,000 divided into 50,000,000,000 ordinary shares by the creation of additional 30,000,000,000 shares.
- (b) As disclosed in the circular of the Company dated 3 October 2019 and pursuant to a special resolution passed at the Company's special general meeting held 25 October 2019 (the "SGM"), the share consolidation and capital reduction (collectively referred to "Capital Reorganisation") are disclosed in details as below.
- (i) Pursuant to a special resolution passed at the SGM, the Company's issued share capital has been reduced through a cancellation of the paid-up capital of the Company to the extent of HK\$0.049 on each of the issued share such that the nominal or par value of each issued share and each authorised but unissued share has been reduced from HK\$0.05 to HK\$0.001 with effective from 29 October 2019 (the "Capital Reduction"). The credit arising from the Capital Reduction in the amount of HK\$668,205,103 will be transferred to the contributed surplus account of the Company within the meaning of the Companies Act and applied towards offsetting the accumulated losses of the Company as at the effective date of the Capital Reduction, thereby reducing the accumulated losses of the Company. The balance of credit (if any) will be transferred to the distributable reserve account of the Company which may be utilised by the Directors as a distributable reserve subject to compliance with applicable law.
- (ii) Pursuant to a special resolution passed at the SGM, a share consolidation on the basis that every forty issued and unissued shares of HK\$0.001 each in the share capital of the Company had been consolidated into one consolidated share of HK\$0.04 each (the "Consolidated Share") with effective from 29 October 2019 (the "Share Consolidation"). Prior to the date of such Share Consolidation, there were 13,636,838,840 issued shares, after such Share Consolidation, the number of issued shares had changed to 340,920,971.

37. 股本 (續)

附註:

- (a) 根據於二零一八年六月二十二日舉行之股東週年大會上的一項普通決議案，本公司法定股本透過增設30,000,000,000股股份由1,000,000,000港元（分為20,000,000,000股普通股）增加至2,500,000,000港元（分為50,000,000,000股普通股）。
- (b) 誠如本公司日期為二零一九年十月三日之通函所披露及根據於二零一九年十月二十五日舉行之本公司股東特別大會（「股東特別大會」）上通過的一項特別決議案，股份合併及股份削減（統稱為「股本重組」）詳情披露如下。
- (ii) 根據於股東特別大會上通過的一項特別決議案，透過註銷本公司實繳股本之方式削減本公司已發行股本，就每股已發行股份註銷0.049港元，致令每股已發行股份及每股法定但未發行股份之面額或面值由0.05港元削減至0.001港元，自二零一九年十月二十九日起生效（「股本削減」）。因股本削減而產生之進賬額668,205,103港元將轉至本公司實繳盈餘賬（定義見公司法）並用於抵銷本公司於股本削減生效日期之累計虧損，從而減少本公司之累計虧損。進賬額餘額（如有）將轉至董事可用作可分派儲備（須遵守適用法律）之本公司可分派儲備賬。
- (iii) 根據於股東特別大會上通過的一項特別決議案，將本公司股本中每40股每股面值0.001港元的已發行及未發行股份合併為1股每股面值0.04港元之合併股份（「合併股份」），自二零一九年十月二十九日起生效（「股份合併」）。於進行有關股份合併之日前，有13,636,838,840股已發行股份，於進行有關股份合併後，已發行股份數目變更為340,920,971股。

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. CONVERTIBLE BONDS PAYABLES

(a) Issue of convertible bonds – 2017 Convertible Notes

On 10 November 2017, the Company issued convertible bonds with the aggregate principal amount of HK\$189,000,000 (the “2017 Convertible Notes”). The 2017 Convertible Notes is denominated in HK\$. The 2017 Convertible Notes carries interest at 10% per annum and is payable annually. The holder(s) of the 2017 Convertible Notes may convert the whole or part of the principal amount of the 2017 Convertible Notes into ordinary shares of the Company from the issue date to the date before the maturity date on the second anniversary of the issue date, i.e. 11 November 2019, at an initial conversion price of HK\$0.07 per share, subject to certain customary anti-dilutive adjustments. If the 2017 Convertible Notes has not been converted before the maturity date, they will be redeemed on maturity date at principal amount plus the accrued interest. Both the principal and interest will be settled in RMB based on a fixed exchange rate as set out in the agreement.

The 2017 Convertible Notes on initial recognition was considered as a compound financial instrument that includes a debt element and a conversion option that was classified as an equity element. Also, at the initial recognition, the liability component was measured at the present value of the redemption amount. The equity element is presented in equity heading “convertible bonds reserve”. The effective interest rate of the liability component is 25.5578% per annum determined at the initial recognition.

The conversion price was adjusted to HK\$2.8 per share upon share consolidated.

38. 應付可換股債券

(a) 發行可換股債券—二零一七年可換股票據

於二零一七年十一月十日，本公司發行本金總額為189,000,000港元的可換股債券（「二零一七年可換股票據」）。二零一七年可換股票據以港元列值。二零一七年可換股票據按每年10%的利率計息並須每年支付。二零一七年可換股票據持有人可於發行日起至到期日（發行日滿兩週年之日，即二零一九年十一月十一日）前一日按初步兌換價每股0.07港元（可作出若干慣常反攤薄調整）將二零一七年可換股票據的全部或部分本金額兌換為本公司普通股。倘二零一七年可換股票據於到期日前尚未兌換，將於到期日按本金額加應計利息贖回。本金及利息將按協議所列既定匯率以人民幣結清。

二零一七年可換股票據初步確認為包含債務部分及兌換期權（分類為權益部分）之複合金融工具。此外，於初步確認時，負債部分按贖回金額的現值計量。權益部分於「可換股債券儲備」項下呈列為權益。於初步確認時，負債部分的實際利率釐定為每年25.5578%。

換股價於股份合併後調整至每股股份2.8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

38. CONVERTIBLE BONDS PAYABLES (CONTINUED)

(a) Issue of convertible bonds – 2017 Convertible Notes (Continued)

Share price
Exercise price
Contractual life
Risk-free rate
Expected dividend yield
Volatility

No conversion had been made by the holders of the 2017 Convertible Notes during the year ended 31 December 2019 and 2018. On 11 November 2019 the Company was required to redeem the 2017 Convertible Notes at the outstanding principal amount of HK\$189,000,000 on the maturity date.

38. 應付可換股債券 (續)

(a) 發行可換股債券 – 二零一七 年可換股票據 (續)

2017
Convertible
Notes at
10 November
2017
於
二零一七年
十一月十日之
二零一七年
可換股票據

股價 HK\$0.062港元
行使價 HK\$0.070港元
合約年期 2 years年
無風險利率 3.5721%
預期股息率 0%
波幅 40.88%

於截至二零一九年及二零一八年十二月三十一日止年度，二零一七年可換股票據之持有人概無作出兌換。於二零一九年十一月十一日，本公司須按於到期日的未償還本金額189,000,000港元贖回二零一七年可換股票據。

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

38. CONVERTIBLE BONDS PAYABLES (CONTINUED)

(b) Issue of convertible bonds – 2019 Convertible Notes

On 19 July 2019, the Company, subscriber A and subscriber B (collectively the “Subscribers”) entered into the subscription agreements on substantially the same terms, pursuant to which the Company conditionally agreed to issue, and the Subscribers conditionally agreed to subscribe for, the convertible notes with principal amount of HK\$50,000,000 by subscriber A and HK\$60,000,000 by subscriber B, in aggregate of principal of HK\$110,000,000, due 3 years from the date of issue of the convertible notes at the conversion price of HK\$0.64 per conversion share (the “2019 Convertible Notes”) upon the Capital Reorganisation (defined in Note 37) becoming effective. The long stop date and certain terms are amended and supplemented by the supplemental agreements dated 27 September 2019, 30 November 2019, 31 December 2019 and 31 January 2020 (together with the subscription agreement, collectively referred as “CN Subscription Agreements”). The 2019 Convertible Notes is denominated in HK\$. The 2019 Convertible Notes carries interest at 10% per annum and shall be paid on the maturity date of the 2019 Convertible Notes. The holder(s) of the 2019 Convertible Notes may convert the whole or part of the principal amount of the 2019 Convertible Notes into ordinary shares of the Company from the issue date to the date before the maturity date (on the third anniversary of the date of issue of the 2019 Convertible Notes, (i.e. 10 December 2022) at an initial conversion price of HK\$0.64 per share, subject to certain customary anti-dilutive adjustments. If the 2019 Convertible Notes has not been converted before the maturity date, they will be redeemed on maturity date at principal amount plus the accrued interest.

The CN Subscription Agreements was approved by the shareholders of the Company in the special general meeting held on 25 October 2019. On 11 December 2019, the Company issued 2019 Convertible Notes with the aggregated principal amount of HK\$11,100,000 to the subscriber B.

38. 應付可換股債券 (續)

(b) 發行可換股債券 – 二零一九 年可換股票據

於二零一九年七月十九日，本公司、認購人A與認購人B（統稱「認購人」）按大致相同條款訂立認購協議，據此，於股本重組（定義見附註37）生效後，本公司有條件同意發行及認購人有條件同意認購本金總額為110,000,000港元（認購人A的本金額為50,000,000港元及認購人B為60,000,000港元）之可換股票據，自發行可換股票據日期起計三年到期，換股價為每股換股股份0.64港元（「二零一九年可換股票據」）。最後截止日期及若干條款已予修訂及經日期為二零一九年九月二十七日、二零一九年十一月三十日、二零一九年十二月三十一日及二零二零年一月三十一日之補充協議補充（連同認購協議，統稱「可換股票據認購協議」）。二零一九年可換股票據以港元列值。二零一九年可換股票據按每年10%的利率計息並須於二零一九年可換股票據到期日支付。二零一九年可換股票據持有人可於發行日起至到期日（二零一九年可換股票據發行日滿三週年之日（即二零二二年十二月十日））前一日按初步兌換價每股0.64港元（可作出若干慣常反攤薄調整）將二零一九年可換股票據的全部或部分本金額兌換為本公司普通股。倘二零一九年可換股票據於到期日前尚未兌換，將於到期日按本金額加應計利息贖回。

可換股票據認購協議已於本公司於二零一九年十月二十五日舉行之股東特別大會上獲股東批准。於二零一九年十二月十一日，本公司向認購人B發行本金總額為11,100,000港元之二零一九年可換股票據。

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

38. CONVERTIBLE BONDS PAYABLES (CONTINUED)

(b) Issue of convertible bonds – 2019 Convertible Notes (Continued)

The 2019 Convertible Notes on initial recognition was considered as a compound financial instrument that includes a debt element and a conversion option that was classified as an equity element. Also, at the initial recognition, the liability component was measured at the present value of the redemption amount. The equity element is presented in equity heading “convertible bonds reserve”. The effective interest rate of the liability component is 20.047% per annum determined at the initial recognition.

38. 應付可換股債券 (續)

(b) 發行可換股債券 – 二零一九 年可換股票據 (續)

二零一九年可換股票據初步確認為包含債務部分及兌換期權 (分類為權益部分) 之複合金融工具。此外，於初步確認時，負債部分按贖回金額的現值計量。權益部分於「可換股債券儲備」項下呈列為權益。於初步確認時，負債部分的實際利率釐定為每年 20.047%。

**2019
Convertible
Notes at
11 December
2019**
於二零一九年
十二月十一日
之二零一九年
可換股票據

Share price	股價	HK\$0.215 港元
Exercise price	行使價	HK\$0.64 港元
Contractual life	合約年期	3 years 年
Risk-free rate	無風險利率	1.6099%
Expected dividend yield	預期股息率	0%
Volatility	波幅	125.6930%

No conversion had been made by the holders of the 2019 Convertible Notes during the year ended 31 December 2019.

於截至二零一九年十二月三十一日止年度，二零一九年可換股票據之持有人概無作出兌換。

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. CONVERTIBLE BONDS PAYABLES (CONTINUED)

(c) The movements of the liability, derivative and equity component of 2017 Convertible Notes and 2019 Convertible Notes were as follows:

38. 應付可換股債券 (續)

(c) 二零一七年可換股票據及二零一九年可換股票據之負債、衍生工具及權益部分之變動如下：

		Liability component 負債部分 HK\$'000 千港元	Equity component 權益部分 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2018	於二零一八年 一月一日	148,965	42,127	191,092
Interest charged (Note 11)	已支出利息 (附註11)	38,073	-	38,073
Interest payable transfer to other payables	應付利息轉撥至 其他應付款項	(18,900)	-	(18,900)
At 31 December 2018	於二零一八年 十二月三十一日	168,138	42,127	210,265
Issuance of 2019 Convertible Notes	發行二零一九年 可換股票據	8,748	2,352	11,100
Transfer of 2017 Convertible Notes upon maturity (Note 33)	於到期時轉撥二零一七年 可換股票據(附註33)	(189,000)	-	(189,000)
Lapse of 2017 Convertible Notes	二零一七年可換股 票據失效	-	(42,127)	(42,127)
Interest charged (Note 11)	已支出利息 (附註11)	37,402	-	37,402
Interest payable transfer to other payables	應付利息轉撥至 其他應付款項	(16,513)	-	(16,513)
At 31 December 2019	於二零一九年 十二月三十一日	8,775	2,352	11,127

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. CONVERTIBLE BONDS PAYABLES (CONTINUED)

(c) The movements of the liability, derivative and equity component of 2017 Convertible Notes and 2019 Convertible Notes were as follows: (Continued)

38. 應付可換股債券 (續)

(c) 二零一七年可換股票據及二零一九年可換股票據之負債、衍生工具及權益部分之變動如下：(續)

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Convertible bonds – liability and derivative components:	可換股債券—負債及衍生工具部分：		
Analysed for reporting purpose as:	就呈報目的分析為：		
Non-current liabilities	非流動負債	8,775	–
Current liabilities	流動負債	–	168,138
		<u>8,775</u>	<u>168,138</u>

39. DEFERRED TAX

39. 遞延稅項

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	121	459
Deferred tax liabilities	遞延稅項負債	<u>(26,383)</u>	<u>(68,141)</u>
		<u>(26,262)</u>	<u>(67,682)</u>

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. DEFERRED TAX (CONTINUED)

The following are the major deferred tax (assets) liabilities recognised and movements thereon during the current and prior years:

39. 遞延稅項 (續)

下列為於本年度及過往年度已確認之主要遞延稅項(資產)負債及其變動:

		Provision	Withholding tax on undistributed earnings of the PRC subsidiaries	Fair value adjustments on prepaid lease payments, goodwill, intangible assets and investment properties	Total
		撥備 HK\$'000 千港元	中國附屬公司未分派盈利之預扣稅 HK\$'000 千港元	預付租賃款項、商譽、無形資產及投資物業之公平值調整 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	(130)	25,496	81,475	106,841
Exchange adjustments	匯兌調整	6	–	(808)	(802)
Credit to profit and loss (Note 12)	於損益計入(附註12)	(335)	–	(38,022)	(38,357)
At 31 December 2018	於二零一八年十二月三十一日	(459)	25,496	42,645	67,682
Exchange adjustments	匯兌調整	3	–	228	231
Deconsolidation of subsidiaries (Note 42)	終止綜合入賬附屬公司(附註42)	–	–	(3,068)	(3,068)
Credit to profit and loss (Note 12)	於損益計入(附註12)	335	887	(39,805)	(38,583)
At 31 December 2019	於二零一九年十二月三十一日	(121)	26,383	–	26,262

In accordance with the PRC laws and regulations, tax losses could be carried forward for five years to offset against its future taxable profits.

At 31 December 2019, the Group had estimated unused tax losses of approximately HK\$212,565,000 (2018: approximately HK\$212,565,000) and approximately HK\$2,552,591,000 (2018: approximately HK\$2,273,671,000) available for offset against future profits in Hong Kong and the PRC respectively. The Group has not recognised deferred tax assets in respect of the unused tax losses due to unpredictability of future profits streams.

根據中國法律及法規，稅項虧損可於五年內結轉用以抵銷其未來應課稅溢利。

於二零一九年十二月三十一日，本集團分別有可用於抵銷香港及中國未來溢利之估計未動用稅項虧損約212,565,000港元(二零一八年：約212,565,000港元)及約2,552,591,000港元(二零一八年：約2,273,671,000港元)。由於未來溢利來源不可預測，本集團並無就未動用稅項虧損確認遞延稅項資產。

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. NON-CONTROLLING INTERESTS

Details of non-wholly owned subsidiaries that have material non-controlling interests

The table below shows the details of non-wholly-owned subsidiaries of the Group that have material non-controlling interests:

40. 非控股權益

擁有重大非控股權益的非全資附屬公司詳情

下表載列本集團擁有重大非控股權益的非全資附屬公司詳情：

Name of subsidiaries 附屬公司名稱	Place of incorporation and principal place of business 註冊成立地點及主要營業地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益所持所有權權益及投票權比例		(Loss) profit allocated to non-controlling interests 非控股權益獲分配的(虧損)溢利		Total comprehensive (expense) income allocated to non-controlling interests 非控股權益獲分配的全面(開支)收益總額		Accumulated non-controlling interests 累計非控股權益		
		31 December 2019 二零一九年十二月三十一日	31 December 2018 二零一八年十二月三十一日	31 December 2019 二零一九年十二月三十一日	31 December 2018 二零一八年十二月三十一日	31 December 2019 二零一九年十二月三十一日 HK\$'000 千港元	31 December 2018 二零一八年十二月三十一日 HK\$'000 千港元	31 December 2019 二零一九年十二月三十一日 HK\$'000 千港元	31 December 2018 二零一八年十二月三十一日 HK\$'000 千港元	
China Ocean Materials Trading (Shenzhen) Company Limited ("China Ocean Materials Trading") and its subsidiaries (collectively referred to as the "China Ocean Materials Trading Group")	中海物貿(深圳)有限公司 (「中海物貿」)及其附屬公司 (統稱「中海物貿集團」)	PRC 中國	45%	45%	(11,514)	(9,277)	(11,428)	(9,034)	30,987	42,415
China Ocean HK	中海香港	HK 香港	40%	40%	(36)	8,112	(36)	8,112	217,373	217,409
Others	其他				(1,176)	(110)	(983)	(11)	(1,369)	(386)
					(12,726)	(1,275)	(12,447)	(933)	246,991	259,438

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. NON-CONTROLLING INTERESTS (CONTINUED)

Summarised consolidated financial information in respect of China Ocean Materials Trading Group that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intra-group eliminations.

China Ocean Materials Trading Group

40. 非控股權益 (續)

有關擁有重大非控股權益的中海物貿集團之綜合財務資料概要載列如下。下文所載財務資料概要為集團內公司間交易抵銷前的金額。

中海物貿集團

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Current assets	流動資產	202,141	239,305
Non-current assets	非流動資產	23,388	25,194
Current liabilities	流動負債	(180,624)	(194,654)
Non-current liabilities	非流動負債	(19,172)	(19,289)
Equity attributable to owners of China Ocean Materials Trading Group	中海物貿集團擁有人應佔權益	(5,254)	8,141
Non-controlling interests	非控股權益	30,987	42,415

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. NON-CONTROLLING INTERESTS (CONTINUED)

40. 非控股權益 (續)

China Ocean Materials Trading Group (Continued)

中海物貿集團 (續)

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Total revenue	總收益	277	5,745
Total expenses	總開支	<u>(27,286)</u>	<u>(22,330)</u>
Loss for the year	年內虧損	<u>(27,009)</u>	<u>(16,585)</u>
Loss attributable to owners of China Ocean Material Trading Group	中海物貿集團 擁有人應佔虧損	(15,495)	(7,308)
Loss attributable to non-controlling interests of China Ocean Material Trading Group	中海物貿集團 非控股權益應佔虧損	<u>(11,514)</u>	<u>(9,277)</u>
Loss for the year	年內虧損	<u>(27,009)</u>	<u>(16,585)</u>
Other comprehensive expenses attributable to owners of China Ocean Material Trading Group	中海物貿集團 擁有人應佔其他全面開支	(637)	(1,427)
Other comprehensive income attributable to non-controlling interests of China Ocean Material Trading Group	中海物貿集團非控股權益 應佔其他全面收入	<u>86</u>	<u>243</u>
Other comprehensive expenses for the year	年內其他全面開支	<u>(551)</u>	<u>(1,184)</u>
Total comprehensive expenses attributable to owners of China Ocean Material Trading Group	中海物貿集團擁有人 應佔全面開支總額	(16,132)	(8,735)
Total comprehensive expenses attributable to non-controlling interests of China Ocean Material Trading Group	中海物貿集團非控股權益 應佔全面開支總額	<u>(11,428)</u>	<u>(9,034)</u>
Total comprehensive expenses for the year	年內全面開支總額	<u>(27,560)</u>	<u>(17,769)</u>
Dividends paid to non-controlling interests of China Ocean Material Trading Group	向中海物貿集團非控股權益 支付的股息	-	-
Net cash (outflow) inflow from operating activities	經營業務產生之 現金(流出)流入淨額	(5,103)	1,017
Net cash outflow from investing activities	投資業務產生之 現金流出淨額	(4,780)	(61,236)
Net cash inflow from financial activities	融資活動產生之現金流入淨額	<u>295</u>	<u>32,420</u>
Net cash outflow	現金流出淨額	<u>(9,588)</u>	<u>(27,799)</u>

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. NON-CONTROLLING INTERESTS (CONTINUED)

Summarised financial information in respect of China Ocean HK that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intra-group eliminations.

China Ocean HK

40. 非控股權益 (續)

有關擁有重大非控股權益的中海香港之財務資料概要載列如下。下文所載財務資料概要為集團內公司間交易抵銷前的金額。

中海香港

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Current assets	流動資產	<u>258,791</u>	<u>259,255</u>
Non-current assets	非流動資產	<u>–</u>	<u>–</u>
Current liabilities	流動負債	<u>(8)</u>	<u>(8)</u>
Non-current liabilities	非流動負債	<u>(2,879)</u>	<u>(2,879)</u>
Equity attributable to owners of China Ocean HK	中海香港擁有人應佔權益	<u>38,531</u>	<u>38,959</u>
Non-controlling interests	非控股權益	<u>217,373</u>	<u>217,409</u>

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. NON-CONTROLLING INTERESTS (CONTINUED)

40. 非控股權益 (續)

China Ocean HK (Continued)

中海香港 (續)

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Total revenue	總收益	–	205,710
Total expenses	總開支	(89)	(472,586)
Loss for the year	年內虧損	(89)	(266,876)
Loss attributable to owners of China Ocean HK	中海香港擁有人應佔虧損	(53)	(274,988)
(Loss) profit attributable to non-controlling interests of China Ocean HK	中海香港非控股權益應佔 (虧損) 溢利	(36)	8,112
Loss for the year	年內虧損	(89)	(266,876)
Other comprehensive income attributable to owners of China Ocean HK	中海香港擁有人應佔其他全面收入	–	–
Other comprehensive income attributable to non-controlling interests of China Ocean HK	中海香港非控股權益應佔其他全面收入	–	–
Other comprehensive income for the year	年內其他全面收入	–	–
Total comprehensive expenses attributable to owners of China Ocean HK	中海香港擁有人應佔全面開支總額	(53)	(274,988)
Total comprehensive (expenses) income attributable to non-controlling interests of China Ocean HK	中海香港非控股權益應佔全面 (開支) 收益總額	(36)	8,112
Total comprehensive expenses for the year	年內全面開支總額	(89)	(266,876)
Dividends paid to non-controlling interests of China Ocean HK	向中海香港之非控股權益支付的股息	–	–
Net cash outflow from operating activities	經營業務產生之現金流出淨額	(19)	(171)
Net cash inflow from investing activities	投資業務產生之現金流入淨額	–	–
Net cash inflow from financial activities	融資業務產生之現金流入淨額	–	–
Net cash outflow	現金流出淨額	(19)	(171)

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. ASSETS CLASSIFIED AS HELD FOR SALE

As disclosed in Note 24 to the consolidated financial statements, the Group was in the progress to dispose of its 20% equity interest of Zhejiang Ocean but the disposal was lapsed on 31 December 2019. Nonetheless, the Directors are actively seeking for the potential vendor to dispose its 20% equity interest of Zhejiang Ocean and is expected to be sold within twelve months after the reporting date, and therefore the 20% equity interest of Zhejiang Ocean was reclassified from interests in associates to assets classified held for sale and are presented separately in the consolidated statement of financial position as at 31 December 2019.

The estimated net proceeds of disposal are expected to exceed the net carrying amount of the 20% equity interest of Zhejiang Ocean, no impairment loss has been recognised for the year ended 31 December 2019.

The assets classified as held for sale is as follows:

41. 分類為持作出售之資產

誠如綜合財務報表附註24所披露，本集團處於出售其浙江海洋20%之股權的流程中，但出售事項已於二零一九年十二月三十一日失效。然而，董事正積極尋求潛在賣方出售其浙江海洋之20%股權，且預期將於報告期後十二個月內出售，因此，浙江海洋20%股權由於聯營公司之權益重新分類至分類為持作出售之資產，並於二零一九年十二月三十一日之綜合財務狀況報表單獨呈報。

出售事項估計所得款項淨額預計超過浙江海洋20%股權的賬面淨值，於截至二零一九年十二月三十一日止年度並無確認減值虧損。

分類為持作出售之資產如下：

		2019 二零一九年 HK\$'000 千港元
Reclassified from interests in associates and represented asset classified as held for sale (Note 24)	重新分類於聯營公司之權益及經重列分類為持作出售之資產 (附註24)	160,000

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

42. DECONSOLIDATION OF SUBSIDIARIES

On 19 July 2019, Nantong Huakai received a judgment (the “Judgment”) dated 17 July 2019 from the Court.

The creditors of Nantong Huakai had applied to the Court for the bankruptcy and liquidation of Nantong Huakai on the ground that Nantong Huakai is unable to pay its outstanding debt. Pursuant to the Judgment, the Court held that the creditors’ application complied with the legal requirements and accepted the creditors’ application for bankruptcy proceedings against Nantong Huakai, and designated Jiangsu Huahui Liquidation Company Limited as the bankruptcy administrator of Nantong Huakai (the “Bankruptcy Administrator”).

On 20 December 2019, the Court held, among other things, Nantong Huakai bankrupt. On 26 December 2019, the Court held, upon application made by the Bankruptcy Administrator, the subsidiaries of Nantong Huakai and Nantong Huakai (collectively referred to the “Nantong Huakai Group”) bankrupt in a consolidated manner* (collectively the “Bankruptcy”).

Accordingly, the Group had deconsolidated the Nantong Huakai Group as the Directors considered that the Group’s control over the Nantong Huakai Group had been lost on 17 July 2019 (the “Deconsolidation Date”).

42. 終止綜合入賬附屬公司

於二零一九年七月十九日，南通華凱接獲法院日期為二零一九年七月十七日之判決（「該判決」）。

南通華凱之債權人已基於南通華凱未能支付其尚未償還債務而向法院申請南通華凱破產及清盤。根據該判決，法院認為債權人之申請符合法律規定及接納債權人針對南通華凱之破產程序申請，並指定江蘇華輝清算事務所有限公司為南通華凱之破產管理人（「破產管理人」）。

於二零一九年十二月二十日，法院裁定（其中包括）南通華凱破產。於二零一九年十二月二十六日，法院裁定，基於破產管理人作出之申請，南通華凱之附屬公司與南通華凱（統稱「南通華凱集團」）合併破產（統稱「破產」）。

因此，由於董事認為本集團於二零一九年七月十七日（「終止綜合入賬日期」）已失去對南通華凱集團之控制權，本集團已終止綜合入賬南通華凱集團。

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

42. DECONSOLIDATION OF SUBSIDIARIES (CONTINUED)

42. 終止綜合入賬附屬公司 (續)

Analysis of assets and liabilities over which control was lost:

失去控制權之資產及負債之分析：

		HK\$'000 千港元
Property, plant and equipment (Note 17)	物業、廠房及設備 (附註17)	316,968
Right-of-use assets (Note 18)	使用權資產 (附註18)	63,202
Intangible assets (Note 22)	無形資產 (附註22)	16,024
Inventories	存貨	31,751
Trade receivables	貿易應收款項	48,044
Other receivables and prepayment	其他應收款項及預付款項	370,440
Tax recoverable	可收回稅項	1,822
Equity instruments at FVTOCI	按公平值計入其他全面收益之 權益工具	23,391
Pledged bank deposit	已抵押銀行存款	233
Bank balances and cash	銀行結餘及現金	1,984
Trade and other payables	貿易及其他應付款項	(380,387)
Receipts in advances	預收款項	(8,374)
Bank borrowings	銀行借貸	(233,076)
Other borrowings	其他借貸	(180,400)
Deferred tax liabilities (Note 39)	遞延稅項負債 (附註39)	(3,068)
Net assets	資產淨值	68,554
Loss on deconsolidation of the Nantong Huakai Group:	終止綜合入賬南通華凱集團之 虧損：	
Net assets deconsolidated	終止綜合入賬之資產淨值	68,554
Amounts due from the Nantong Huakai Group	應收南通華凱集團之款項	78,018
Release of translation reserve upon deconsolidation of the Nantong Huakai Group	於終止綜合入賬南通華凱 集團後解除之換算儲備	5,181
Release of investment revaluation reserve	解除之投資重估儲備	(9,240)
Loss on deconsolidation	終止綜合入賬之虧損	142,513
Net cash outflow arising on deconsolidation:	終止綜合入賬產生之現金 流出淨額：	
Bank balances and cash of the Nantong Huakai Group	南通華凱集團之銀行結餘及 現金	(1,984)

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. PLEDGE OF ASSETS

At the end of the reporting period, the following assets were pledged for the Group's banking facilities and borrowings:

43. 資產抵押

於報告期末，就本集團銀行融資及借貸而抵押之資產如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Bank deposits (Note 32)	銀行存款(附註32)	–	235
Property, plant and equipment (Note 17)	物業、廠房及設備(附註17)	26,044	301,210
Prepaid lease payments (Note 20)	預付租賃款項(附註20)	–	208,166
Right-of-use assets (Note 18)	使用權資產(附註18)	139,203	–
		165,247	509,611

As at 31 December 2019, the Group pledged the entire equity interests of Jiangxi Shipbuilding to secure a bank borrowing of approximately HK\$118,171,000 (equivalent to approximately RMB105,510,000) (2018: HK\$122,452,000 (equivalent to RMB107,414,000) (Note 34).

於二零一九年十二月三十一日，本集團已抵押江西造船之全部股權，作為銀行借貸約118,171,000港元（相當於約人民幣105,510,000元）（二零一八年：122,452,000港元（相當於人民幣107,414,000元））之抵押（附註34）。

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. SHARE OPTION SCHEME

The Company has adopted a share option scheme on 27 May 2002 (the “Scheme 2002”). Pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 27 June 2012, the Scheme 2002 was expired and those options under the Scheme 2002 shall remain exercisable pursuant to the rules of the Scheme 2002, and a new share option scheme (the “Scheme 2012”) was adopted.

The purpose of the Scheme 2002 and Scheme 2012 is to recognise and motivate the contribution of any employee, adviser, consultant, agent, contractor, client and supplier and/or such other person who in the sole discretion of the board of Directors, has contributed or may contribute to the Group and to provide incentives and help the Company in retaining its existing employees and recruiting additional employees and to provide them with a direct economic interest in attaining the long-term business objectives of the Company.

The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 10% of the shares of the Company in issue at any point in time without prior approval from the Company’s shareholders. Options granted must be taken up within 21 days of the date of grant, upon payment of HK\$1 per person. Options may be exercised at any time during the exercise period. The subscription price of the option shall be determined by the board of Directors but in any case shall not be less than the higher of (i) the closing price of the shares as stated in the daily quotations sheet of the Exchange on the date of grant which must be a trading day; (ii) the average closing price of the shares as stated in the daily quotations sheet of the Exchange for the five trading days immediately preceding the date of grant; or (iii) the nominal value of a share.

At 31 December 2019, the number of outstanding share options under the Scheme 2012 were 8,150,000 (2018: 326,000,000), representing 2.39% (2018: 2.39%) of the shares of the Company in issue at that date.

44. 購股權計劃

本公司於二零零二年五月二十七日採納一項購股權計劃（「二零零二年計劃」）。根據本公司於二零一二年六月二十七日舉行之股東週年大會上通過之一項普通決議案，二零零二年計劃已屆滿，而二零零二年計劃項下之購股權仍可根據二零零二年計劃之規則行使，並已採納一項新購股權計劃（「二零一二年計劃」）。

二零零二年計劃及二零一二年計劃旨在認可及激勵任何僱員、顧問、諮詢師、代理、承包商、客戶及供應商及／或董事會全權酌情認為曾經或可能對本集團作出貢獻的其他人士所作貢獻，以及作為獎勵並協助本公司挽留其現有僱員及招聘新員工，並為彼等提供直接經濟利益，以實現本公司長期業務目標。

就於任何一年內向任何個人已授出及可能授出之購股權而已發行及將予發行股份數目，在未獲本公司股東事先批准前，不得超過任何時間內本公司已發行股份之10%。已授出購股權須於授出日期起計21日內接納，並須每人支付1港元。購股權可於行使期內任何時間行使。購股權之認購價須由董事會釐定，惟於任何情況下不得低於以下較高者：(i)於授出日期（必須為交易日）於聯交所每日報價表所報之股份收市價；(ii)緊接授出日期前五個交易日聯交所每日報價表所報之股份平均收市價；或(iii)股份之面值。

於二零一九年十二月三十一日，二零一二年計劃下尚未行使之購股權數目為8,150,000份（二零一八年：326,000,000份），佔本公司於該日已發行股份之2.39%（二零一八年：2.39%）。

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. SHARE OPTION SCHEME (CONTINUED)

The following tables discloses details of the options held by Directors, employees and other persons and movements in such holdings during the years ended 31 December 2019 and 2018:

Scheme 2002

Name	Date of grant	Exercisable period	Exercise price per share (Note a)	Number of share options outstanding at 1 January 2018 於二零一八年一月一日 尚未行使購股 權數目	Lapsed during the year (Note c)	Number of share options outstanding at 31 December 2018 於二零一八年 十二月三十一日 尚未行使購股 權數目
名稱	授出日期	可行使期間	每股行使價 (附註a)		於年內失效 (附註c)	
Directors 董事	5 March 2008 二零零八年 三月五日	5 March 2008 to 4 March 2018 二零零八年三月五日至 二零一八年三月四日	HK\$5.693 5.693港元	2,529,600	(2,529,600)	-
		5 March 2009 to 4 March 2018 二零零九年三月五日至 二零一八年三月四日	HK\$5.693 5.693港元	1,897,200	(1,897,200)	-
		5 March 2010 to 4 March 2018 二零一零年三月五日至 二零一八年三月四日	HK\$5.693 5.693港元	1,897,200	(1,897,200)	-
				6,324,000	(6,324,000)	-
Directors 董事	7 May 2008 二零零八年 五月七日	7 May 2008 to 6 May 2018 二零零八年五月七日至 二零一八年五月六日	HK\$4.523 4.523港元	1,644,240	(1,644,240)	-
		7 May 2009 to 6 May 2018 二零零九年五月七日至 二零一八年五月六日	HK\$4.523 4.523港元	1,233,180	(1,233,180)	-
		7 May 2010 to 6 May 2018 二零一零年五月七日至 二零一八年五月六日	HK\$4.523 4.523港元	1,233,180	(1,233,180)	-
				4,110,600	(4,110,600)	-
				10,434,600	(10,434,600)	-
Employees 僱員	7 May 2008 二零零八年五 月七日	7 May 2008 to 6 May 2018 二零零八年五月七日至 二零一八年五月六日	HK\$4.523 4.523港元	935,952	(935,952)	-
		7 May 2009 to 6 May 2018 二零零九年五月七日至 二零一八年五月六日	HK\$4.523 4.523港元	701,964	(701,964)	-
		7 May 2010 to 6 May 2018 二零一零年五月七日至 二零一八年五月六日	HK\$4.523 4.523港元	701,964	(701,964)	-
				2,339,880	(2,339,880)	-
Consultants (Note b) 顧問(附註b)	7 May 2008 二零零八年 五月七日	7 May 2008 to 6 May 2018 二零零八年五月七日至 二零一八年五月六日	HK\$4.523 4.523港元	33,675,300	(33,675,300)	-
				46,449,780	(46,449,780)	-
Exercisable at the end of the year 於年末可行使				46,449,780		-

Notes:

- The initial exercise prices of the share options granted on 5 March 2008 and 7 May 2008 are HK\$0.18 and HK\$0.143 respectively. Upon the share consolidation became effective on 25 June 2009 and the open offer and the related bonus element became effective on 7 September 2010, the exercise prices of share options were adjusted to HK\$5.693 and HK\$4.523 accordingly.
- The consultants provided consultancy service with regard to the acquisition and operation of INPAX Group.
- 46,449,780 outstanding share options have been lapsed during the year ended 31 December 2018.

44. 購股權計劃(續)

下表披露於截至二零一九年及二零一八年十二月三十一日止年度董事、僱員及其他人士所持購股權及有關持股變動之詳情：

二零零二年計劃

Name	Date of grant	Exercisable period	Exercise price per share (Note a)	Number of share options outstanding at 1 January 2018 於二零一八年一月一日 尚未行使購股 權數目	Lapsed during the year (Note c)	Number of share options outstanding at 31 December 2018 於二零一八年 十二月三十一日 尚未行使購股 權數目
名稱	授出日期	可行使期間	每股行使價 (附註a)		於年內失效 (附註c)	
Directors 董事	5 March 2008 二零零八年 三月五日	5 March 2008 to 4 March 2018 二零零八年三月五日至 二零一八年三月四日	HK\$5.693 5.693港元	2,529,600	(2,529,600)	-
		5 March 2009 to 4 March 2018 二零零九年三月五日至 二零一八年三月四日	HK\$5.693 5.693港元	1,897,200	(1,897,200)	-
		5 March 2010 to 4 March 2018 二零一零年三月五日至 二零一八年三月四日	HK\$5.693 5.693港元	1,897,200	(1,897,200)	-
				6,324,000	(6,324,000)	-
Directors 董事	7 May 2008 二零零八年 五月七日	7 May 2008 to 6 May 2018 二零零八年五月七日至 二零一八年五月六日	HK\$4.523 4.523港元	1,644,240	(1,644,240)	-
		7 May 2009 to 6 May 2018 二零零九年五月七日至 二零一八年五月六日	HK\$4.523 4.523港元	1,233,180	(1,233,180)	-
		7 May 2010 to 6 May 2018 二零一零年五月七日至 二零一八年五月六日	HK\$4.523 4.523港元	1,233,180	(1,233,180)	-
				4,110,600	(4,110,600)	-
				10,434,600	(10,434,600)	-
Employees 僱員	7 May 2008 二零零八年五 月七日	7 May 2008 to 6 May 2018 二零零八年五月七日至 二零一八年五月六日	HK\$4.523 4.523港元	935,952	(935,952)	-
		7 May 2009 to 6 May 2018 二零零九年五月七日至 二零一八年五月六日	HK\$4.523 4.523港元	701,964	(701,964)	-
		7 May 2010 to 6 May 2018 二零一零年五月七日至 二零一八年五月六日	HK\$4.523 4.523港元	701,964	(701,964)	-
				2,339,880	(2,339,880)	-
Consultants (Note b) 顧問(附註b)	7 May 2008 二零零八年 五月七日	7 May 2008 to 6 May 2018 二零零八年五月七日至 二零一八年五月六日	HK\$4.523 4.523港元	33,675,300	(33,675,300)	-
				46,449,780	(46,449,780)	-
Exercisable at the end of the year 於年末可行使				46,449,780		-

附註：

- 於二零零八年三月五日及二零零八年五月七日授出之購股權之初步行使價分別為0.18港元及0.143港元。於股份合併於二零零九年六月二十五日生效以及公開發售及相關紅利部分於二零一零年九月七日生效後，購股權之行使價分別相應調整至5.693港元及4.523港元。
- 顧問就收購及經營INPAX集團提供顧問服務。
- 46,449,780份尚未行使購股權已於截至二零一八年十二月三十一日止年度內失效。

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

44. SHARE OPTION SCHEME (CONTINUED)

44. 購股權計劃 (續)

Scheme 2012

二零一二年計劃

Name	Date of grant	Exercisable period	Exercise price per share	Exercise price after adjustment	Number of share options 購股權數目					
					Outstanding at 1 January 2018 於二零一八年一月一日尚未行使	Lapsed during the year 於年內失效 (Note b) (附註b)	Reclassification during the year 於年內重新分類 (Note c) (附註c)	Outstanding at 31 December 2018 於二零一八年十二月三十一日尚未行使	Adjustment due to Share Consolidation 因股份合併而調整 (Note d) (附註d)	Outstanding at 31 December 2019 於二零一九年十二月三十一日尚未行使
名稱	授出日期	可行使期間	每股行使價	調整後行使價 (Note d) (附註d)	於二零一八年一月一日尚未行使	於年內失效 (附註b)	於年內重新分類 (附註c)	於二零一八年十二月三十一日尚未行使	因股份合併而調整 (附註d)	於二零一九年十二月三十一日尚未行使
Directors	7 May 2014	7 May 2014 to 6 May 2024	HK\$0.211	HK\$8.44	80,000,000	-	(16,000,000)	64,000,000	(62,400,000)	1,600,000
董事	二零一四年五月七日	二零一四年五月七日至二零二四年五月六日	0.211港元	8.44港元						
	4 November 2015	4 November 2015 to 3 November 2018	HK\$0.28	N/A (Note e) 不適用 (附註e)	270,000,000	(270,000,000)	-	-	-	-
	二零一五年十一月四日	二零一五年十一月四日至二零一八年十一月三日	0.28港元							
					350,000,000	(270,000,000)	(16,000,000)	64,000,000	(62,400,000)	1,600,000
Employees	7 May 2014	7 May 2014 to 6 May 2024	HK\$0.211	HK\$8.44	50,000,000	-	16,000,000	66,000,000	(64,350,000)	1,650,000
僱員	二零一四年五月七日	二零一四年五月七日至二零二四年五月六日	0.211港元	8.44港元						
	4 November 2015	4 November 2015 to 3 November 2018	HK\$0.28	N/A (Note e) 不適用 (附註e)	280,000,000	(280,000,000)	-	-	-	-
	二零一五年十一月四日	二零一五年十一月四日至二零一八年十一月三日	0.28港元							
					330,000,000	(280,000,000)	16,000,000	66,000,000	(64,350,000)	1,650,000
Consultants (Note a)	7 May 2014	7 May 2014 to 6 May 2024	HK\$0.211	HK\$8.44	196,000,000	-	-	196,000,000	(191,100,000)	4,900,000
顧問 (附註a)	二零一四年五月七日	二零一四年五月七日至二零二四年五月六日	0.211港元	8.44港元						
					876,000,000	(550,000,000)	-	326,000,000	(317,850,000)	8,150,000
Exercisable at the end of the year 於年末可行使					876,000,000			326,000,000		8,150,000

Notes:

附註:

- The consultants provided consultancy service with regard to the financing, restructuring and development of the Group.
 - 550,000,000 outstanding share options have been lapsed during the year ended 31 December 2018.
 - There was reclassification of share options from "Directors" to "Employees" due to resignation of executive director.
 - Following the Share Consolidation on 29 October 2019, the exercise price of the outstanding share options was adjusted from HK\$0.211 to HK\$8.44. The numbers of share options were also adjusted from 326,000,000 shares to 8,150,000 as a result of the Share Consolidation.
 - The adjusted exercise price was effective after the share options lapsed.
- 顧問就本集團之融資、重組及發展提供顧問服務。
 - 550,000,000份尚未行使購股權已於截至二零一八年十二月三十一日止年度內失效。
 - 由於執行董事辭任，購股權自「董事」重新分類至「僱員」。
 - 於二零一九年十月二十九日進行股份合併後，尚未行使購股權的行使價由0.211港元調整為8.44港元。由於進行股份合併，購股權數目亦由326,000,000股調整為8,150,000股。
 - 經調整行使價乃於購股權失效後生效。

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

44. SHARE OPTION SCHEME (CONTINUED)

Scheme 2012 (Continued)

The weighted average remaining contractual life of options outstanding at the end of the year was 4.4 years (2018: 5.4 years). The weighted average exercise price of options outstanding at the end of the year was HK\$8.44 (2018: HK\$0.211)

No share options were exercised during the year ended 31 December 2019 (31 December 2018: Nil).

45. RETIREMENT BENEFITS SCHEME

The Group operates a MPF for all its qualifying employees in Hong Kong. The assets of the MPF are held separately from those of the Group and in funds under the control of trustees. The Group contributes 5% or HK\$1,500 since June 2014 in maximum of relevant payroll costs to the MPF, which is matched by employees.

The Company's subsidiaries in the PRC is members of the state-managed retirement benefits scheme operated by the government of PRC. The retirement scheme contributions, which are based on a certain percentage of the basic salaries of the relevant subsidiary's employees, are charged to in the period to which they relate and represent the amount of contributions payable by the subsidiary to the scheme. The only obligation of the Group with respect to the retirement benefits scheme operated by the government of PRC is to make the required contributions under the scheme.

The retirement benefit cost charged to the profit or loss represents contributions paid and payable to the scheme by the Group at rate specified in the rules of the scheme.

44. 購股權計劃 (續)

二零一二年計劃 (續)

於年終，尚未行使購股權的加權平均餘下合約年期為4.4年(二零一八年：5.4年)。於年終，尚未行使購股權的加權平均行使價為8.44港元(二零一八年：0.211港元)。

於截至二零一九年十二月三十一日止年度並無購股權獲行使(二零一八年十二月三十一日：無)。

45. 退休福利計劃

本集團為其香港所有合資格僱員設立一項強積金計劃。強積金計劃之資產與本集團之資產分開持有，由受託人控制之基金管理。本集團按相關工資成本的5%或最高金額1,500港元(二零一四年六月起)向強積金計劃供款，僱員之供款為相同之金額。

本公司於中國的附屬公司為中國政府經營的國家管理退休福利計劃成員。按相關附屬公司僱員基本工資的若干百分比計量的退休計劃供款於其相關期間扣除，為附屬公司應向計劃支付的供款。本集團就中國政府經營之退休福利計劃之責任僅為根據計劃作出規定之供款。

於損益扣除之退休福利成本為本集團按計劃規定指定之比率向計劃已付及應付之供款。

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

46. LITIGATIONS AND CONTINGENT LIABILITIES

- (a) At 31 December 2019, the Group has not paid the social security fund for and on behalf of its employees which expose the Group to the risk of being imposed the penalty by the relevant government authority. The social security fund accrued up to 31 December 2019 of approximately HK\$59,457,000 (equivalent to RMB53,086,000) in aggregate, were recorded as “Trade and other payables” in the consolidated statement of financial position (2018: HK\$47,289,000 (equivalent to RMB41,482,000)).

A repayment agreement was signed between Jiangxi Shipbuilding, a wholly-owned subsidiary of the Company and the relevant government authority on 26 January 2015 in respect of the settlement of the unpaid social security fund. Per the agreement, all outstanding amounts should be repaid before December 2019. The Directors considered that if the Group could settle the unpaid social security fund according to the repayment agreement, no penalty would be imposed by the relevant government authority. The balances had not been settled at the date of this report.

- (b) At 31 December 2019, the Group has not paid the housing provident fund contributions for and on behalf of its employees which expose the Group to the risk of being imposed the penalty by the relevant government authority. The housing provident fund contributions accrued up to 31 December 2019 of approximately HK\$6,445,000 (equivalent to RMB5,755,000) in aggregate, were recorded as “Trade and other payables” in the consolidated statement of financial position (2018: HK\$7,735,000 (equivalent to RMB6,785,000)). The balances had not been settled at the date of this report.

46. 訴訟及或然負債

- (a) 於二零一九年十二月三十一日，本集團尚未為及代表其僱員繳付社保基金，使本集團承受被相關政府部門處以罰款之風險。截至二零一九年十二月三十一日應計之社保基金合共約59,457,000港元（相當於人民幣53,086,000元）已在綜合財務狀況報表以「貿易及其他應付款項」入賬（二零一八年：47,289,000港元（相當於人民幣41,482,000元））。

本公司之全資附屬公司江西造船與相關政府部門於二零一五年一月二十六日就結付未繳社保基金簽訂還款協議。根據協議，所有未付金額須於二零一九年十二月前償付。董事認為倘本集團根據還款協議結付未繳社保基金，則相關政府部門不會追加罰款。該等結餘於本報告日期未結付。

- (b) 於二零一九年十二月三十一日，本集團尚未為及代表其僱員繳付住房公積金供款，使本集團承受被相關政府部門處以罰款之風險。截至二零一九年十二月三十一日應計之住房公積金供款合共約6,445,000港元（相當於人民幣5,755,000元）已在綜合財務狀況報表以「貿易及其他應付款項」入賬（二零一八年：7,735,000港元（相當於人民幣6,785,000元））。該等結餘於本報告日期未結付。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

46. LITIGATIONS AND CONTINGENT LIABILITIES (CONTINUED)

(c) The Company had recognised the provision in relation to the litigations of approximately RMB945,501,000 (2018: RMB439,110,000) under “Trade, other payables” and “other borrowings” in the consolidated statement of financial position as at 31 December 2019. The Directors are of the opinion that it is not probable that these claims would result in an out flow of economic benefits exceeding the provisions made by the Group. Details are set out as follows:

(i) In 2018, an independent third party filed litigation to the Intermediate People’s Court of Nantong City against Nantong Huakai for outstanding liabilities. At 31 December 2018, the litigation was judged and the outstanding payable of the principal payment and the relevant interests accrued of approximately RMB37,478,000 in aggregate. During the year ended 31 December 2019, upon deconsolidation of Nantong Huakai (Note 42), the Group no longer has obligation arising from this litigation.

(ii) In 2018, a supplier filed litigation to the Court against Nantong Huakai for outstanding liabilities. At 31 December 2018, the litigation was mediated and the outstanding payable of the principal payment and the relevant interests accrued of approximately RMB48,000,000 in aggregate. During the year ended 31 December 2019, upon deconsolidation of Nantong Huakai (Note 42), the Group no longer has obligation arising from this litigation.

46. 訴訟及或然負債 (續)

(c) 本公司已在二零一九年十二月三十一日之綜合財務狀況報表中的「貿易及其他應付款項」及「其他借貸」項下就訴訟確認撥備約人民幣945,501,000元(二零一八年:人民幣439,110,000元)。董事認為,該等申索不大可能導致本集團的經濟利益流出超過所作之撥備。詳情載列如下:

(i) 於二零一八年,一名獨立第三方就尚未償還負債向南通市中級人民法院提出針對南通華凱的訴訟。於二零一八年十二月三十一日,該訴訟已作出判決,及尚未償還之應付本金付款及相關應計利息合共約為人民幣37,478,000元。於截至二零一九年十二月三十一日止年度,於終止綜合入賬南通華凱(附註42)後,本集團不再有該訴訟產生的責任。

(ii) 於二零一八年,一名供應商就尚未償還負債向法院提出針對南通華凱的訴訟。於二零一八年十二月三十一日,該訴訟已作出調解,及尚未償還之應付本金付款及相關應計利息合共約為人民幣48,000,000元。於截至二零一九年十二月三十一日止年度,於終止綜合入賬南通華凱(附註42)後,本集團不再有該訴訟產生的責任。

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. LITIGATIONS AND CONTINGENT LIABILITIES (CONTINUED)

(c) (Continued)

- (iii) In 2018, a supplier filed litigation to the People's Court of Chongchuan District against Nantong Huakai for outstanding liabilities. At 31 December 2018, the litigation was judged and the outstanding payable of the principal payment and the relevant interests accrued of approximately RMB8,400,000 in aggregate. During the year ended 31 December 2019, upon deconsolidation of Nantong Huakai (Note 42), the Group no longer has obligation arising from this litigation.
- (iv) In 2018, a supplier filed litigation to the Intermediate People's Court of Shenyang City against Nantong Huakai for outstanding liabilities. At 31 December 2018, the litigation was judged and the outstanding payable of the principal payment and the relevant interests accrued of approximately RMB5,000,000 in aggregate. During the year ended 31 December 2019, upon deconsolidation of Nantong Huakai (Note 42), the Group no longer has obligation arising from this litigation.
- (v) In 2018, a shipbuilding administrator filed litigation to the Intermediate People's Court of Zhoushan City against Jiangxi Shipbuilding and China Ocean Shipbuilding Holdings Limited for bankruptcy revocation, involving litigation amounts of RMB257,611,000. At 31 December 2018, the litigation was not in trial yet. In 2019, the litigation was judged and the outstanding payable had not been settled at the end of reporting period.

46. 訴訟及或然負債 (續)

(c) (續)

- (iii) 於二零一八年，一名供應商就尚未償還負債向崇川區人民法院提出針對南通華凱的訴訟。於二零一八年十二月三十一日，該訴訟已作出判決，及尚未償還之應付本金付款及相關應計利息合共約為人民幣8,400,000元。於截至二零一九年十二月三十一日止年度，於終止綜合入賬南通華凱(附註42)後，本集團不再有該訴訟產生的責任。
- (iv) 於二零一八年，一名供應商就尚未償還負債向瀋陽市中級人民法院提出針對南通華凱的訴訟。於二零一八年十二月三十一日，該訴訟已作出判決，及尚未償還之應付本金付款及相關應計利息合共約為人民幣5,000,000元。於截至二零一九年十二月三十一日止年度，於終止綜合入賬南通華凱(附註42)後，本集團不再有該訴訟產生的責任。
- (v) 於二零一八年，一名船廠破產管理人向舟山市中級人民法院提出針對江西造船及中海船舶控股有限公司的破產撤銷權訴訟，訴訟金額人民幣257,611,000元。於二零一八年十二月三十一日，該訴訟尚未開庭。於二零一九年，該訴訟已作出判決，而應付尚未償還款項於報告期末並未結付。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

46. LITIGATIONS AND CONTINGENT LIABILITIES (CONTINUED)

(c) (Continued)

- (vi) In 2018, a shipbuilding administrator filed litigation to the Intermediate People's Court of Zhoushan City against Jiangxi Shipbuilding and Jiujiang Jinhu Equipment Manufacturing Company Limited for bankruptcy revocation, involving litigation amounts of RMB63,930,000. At 31 December 2018, the litigation was not in trial yet. In 2019, the litigation was judged and the outstanding payable had not been settled at end of the reporting period.
- (vii) In 2018, an independent third party filed litigation to the People's Court of Ruichang City against Jiangxi Shipbuilding for outstanding liabilities, involving litigation amounts of RMB12,000,000. At 31 December 2018, the litigation was not in trial yet. In 2019, the litigation was judged and the outstanding payable of the principal payment and the relevant interests of approximately RMB12,000,000 had not been settled at the end of reporting period.
- (viii) In 2018, a contractor filed litigation to Wuhan Marine Court against Jiangxi Shipbuilding for the failure to make payment of service fees, involving the total amount of litigation of approximately RMB6,691,000. At 31 December 2018, the litigation was not judged yet. In 2019, the litigation was judged and the outstanding payable of service fees of approximately RMB4,535,000 had not been settled at the end of reporting period.

46. 訴訟及或然負債 (續)

(c) (續)

- (vi) 於二零一八年，一名船廠破產管理人向舟山市中級人民法院提出針對江西造船及九江金湖裝備製造有限公司的破產撤銷權訴訟，訴訟金額人民幣63,930,000元。於二零一八年十二月三十一日，該訴訟尚未開庭。於二零一九年，該訴訟已作出判決，而應付尚未償還款項於報告期末並未結付。
- (vii) 於二零一八年，一名獨立第三方就尚未償還負債向瑞昌市人民法院提出針對江西造船的訴訟，訴訟金額人民幣12,000,000元。於二零一八年十二月三十一日，該訴訟尚未開庭。於二零一九年，該訴訟已作出判決，於報告期末，尚未償還之應付本金付款及相關利息約人民幣12,000,000元未結付。
- (viii) 於二零一八年，一名分包商就未支付服務費向武漢海事法院提出針對江西造船的訴訟，訴訟金額合共約人民幣6,691,000元。於二零一八年十二月三十一日，該訴訟尚未開庭。於二零一九年，該訴訟已作出判決，於報告期末，尚未償還之應付服務費約人民幣4,535,000元未結付。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

46. LITIGATIONS AND CONTINGENT LIABILITIES (CONTINUED)

(c) (Continued)

- (ix) In 2019, an guarantor filed litigation to the Intermediate People's Court of Wuhan City against Jiangxi Shipbuilding for outstanding liabilities, involving litigation amounts of RMB210,845,000. At 31 December 2019, the litigation was not in trial yet.
- (x) In 2019, a supplier filed litigation to the Intermediate People's Court of Jiujiang City against Jiangxi Shipbuilding for outstanding liabilities, involving litigation amounts of RMB36,096,000. At 31 December 2019, the litigation was not judged yet.
- (xi) In 2019, an independent third party filed litigation to the Intermediate People's Court of Jiangxi Jiujiang City against the Company and China Ocean Industry (Shenzhen) Financial Leasing Company Limited for outstanding borrowings. At 31 December 2019, the litigation was judged and the outstanding payable of approximately RMB360,484,000.

46. 訴訟及或然負債 (續)

(c) (續)

- (ix) 於二零一九年，一名擔保人就尚未償還負債向武漢市中級人民法院提出針對江西造船的訴訟，訴訟金額人民幣210,845,000元。於二零一九年十二月三十一日，該訴訟尚未開庭。
- (x) 於二零一九年，一名供應商就尚未償還負債向九江市中級人民法院提出針對江西造船的訴訟，訴訟金額人民幣36,096,000元。於二零一九年十二月三十一日，該訴訟尚未作出判決。
- (xi) 於二零一九年，一名獨立第三方就尚未償還借款向江西九江市中級人民法院提出針對本公司及中海重工(深圳)融資租賃有限公司之訴訟。於二零一九年十二月三十一日，該訴訟已作出判決及應付尚未償還款項約人民幣360,484,000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

46. LITIGATIONS AND CONTINGENT LIABILITIES (CONTINUED)

- (d) On 3 December 2015, Merge Limited and other shareholders of Zhejiang Ocean as counter guarantors (collectively referred to the “Counter Guarantor”) entered into the counter guarantee agreement with Zhoushan Marine Comprehensive Development and Investment Co., Ltd (舟山海洋綜合開發投資有限公司) (the “Guarantor”), pursuant to which the Counter Guarantors shall, in proportion to their respective shareholding in Zhejiang Ocean and upon demand of the Guarantor, indemnify the Guarantor for all liabilities and expenses which may be incurred by the Guarantor under any guarantee given or to be given by the Guarantor in favour of Zhejiang Ocean during the period from 1 January 2015 to 31 December 2020 in respect of loan agreements and asset securitisation agreements entered into by Zhejiang Ocean (the “Guarantee”), up to an aggregate amount of RMB900,000,000, together with any interests, penalty, compensation and related fees and expenses which may be payable by the Guarantor under the Guarantee. Accordingly, the maximum amount which Merge Limited shall indemnify the Guarantor is 20% of the aforesaid aggregate amount, being RMB180,000,000.

46. 訴訟及或然負債 (續)

- (d) 於二零一五年十二月三日，聚合有限公司及浙江海洋之其他股東（作為反擔保方，統稱為「反擔保方」）與舟山海洋綜合開發投資有限公司（「擔保方」）訂立反擔保協議，據此，反擔保方須按彼等各自於浙江海洋之持股比例及擔保方之要求，就擔保方因於二零一五年一月一日至二零二零年十二月三十一日期間就浙江海洋訂立之貸款協議及資產證券化協議給予或將給予以浙江海洋為受益人之任何擔保（「擔保」，總額最高為人民幣900,000,000元）而可能產生的一切負債及開支，連同擔保方於擔保下可能須支付的任何利息、罰款、賠償及相關費用與開支向擔保方作出彌償。因此，聚合有限公司應向擔保方作出之彌償之最高金額為上述總金額之20%，即人民幣180,000,000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

46. LITIGATIONS AND CONTINGENT LIABILITIES (CONTINUED)

- (e) On 2 August 2019, the Company received a petition (the “Petition”) from Titan Petrochemicals Group Limited (the “Petitioner”) in the matter of the Companies (Winding Up and Miscellaneous Provision) Ordinance (Chapter 32, Laws of Hong Kong) filed in the High Court of the of The Hong Kong Special Administrative Region (the “High Court”) under Companies Winding-up Proceedings No. 230 of 2019 that the Company may be wound up by the High Court on the ground that the Company is insolvent and unable to pay its debt. The court hearing of the winding up petition and the Time Summons were held on 25 September 2019, 20 November 2019, 16 December 2019, 20 January 2020, 31 March 2020 and 19 June 2020 and has been adjourned to 5 October 2020 (the “Hearing Date”).

For more details of the Petition, please refer to the announcements of the Company dated 5 August 2019, 28 August 2019, 23 September 2019, 25 September 2019, 27 September 2019, 20 November 2019, 11 December 2019, 16 December 2019, 31 December 2019, 12 January 2020, 17 January 2020, 20 January 2020, 3 February 2020, 20 March 2020, 25 March 2020, 27 March 2020, 31 March 2020 and 19 June 2020.

Other than disclosed above, the Directors are of the opinion that the Group has no other material contingent liabilities at 31 December 2019 and 31 December 2018.

46. 訴訟及或然負債 (續)

- (e) 於二零一九年八月二日，本公司接獲泰山石化集團有限公司（「呈請人」）根據公司清盤程序二零一九年第230號向香港特別行政區高等法院（「高等法院」）提交之有關香港法例第32章《公司（清盤及雜項條文）條例》的呈請（「呈請」），內容關於本公司可能因本公司無力償債及未能支付其債務而被高等法院清盤。清盤呈請及時間傳票之聆訊已於二零一九年九月二十五日、二零一九年十一月二十日、二零一九年十二月十六日、二零二零年一月二十日、二零二零年三月三十一日及二零二零年六月十九日舉行，並已延後至二零二零年十月五日（「聆訊日期」）。

有關呈請的進一步詳情，請參閱本公司日期為二零一九年八月五日、二零一九年八月二十八日、二零一九年九月二十三日、二零一九年九月二十五日、二零一九年九月二十七日、二零一九年十一月二十日、二零一九年十二月十一日、二零一九年十二月十六日、二零一九年十二月三十一日、二零二零年一月十二日、二零二零年一月十七日、二零二零年一月二十日、二零二零年二月三日、二零二零年三月二十日、二零二零年三月二十五日、二零二零年三月二十七日、二零二零年三月三十一日及二零二零年六月十九日之公告。

除上文所披露者外，董事認為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並無其他重大或然負債。

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

47. FINANCIAL GUARANTEE CONTRACTS

As at 31 December 2018, payment obligation of approximately HK\$229,527,000 (equivalent to approximately RMB201,340,000) on the corporate guarantee provided by Nantong Huakai to Huatai Heavy Industry Limited pursuant to the arbitral award was reclassified to Trade and Other Payables (Note 33(iii)(f)).

During the year ended 31 December 2019, such payable was derecognised upon the deconsolidation of Nantong Huakai as detailed in Note 42 to the consolidated financial statements.

As at 31 December 2019, payment obligation of approximately HK\$255,849,000 represented the corporate guarantee provided by the Group to Nantong Huakai.

47. 財務擔保合約

於二零一八年十二月三十一日，根據仲裁裁決就南通華凱提供予華泰重工有限公司之公司擔保之付款責任約229,527,000港元（相當於約人民幣201,340,000元）已重新分類至貿易及其他應付款項（附註33(iii)(f)）。

於截至二零一九年十二月三十一日止年度，如綜合財務報表附註42所詳述，該等應付款項於南通華凱終止綜合入賬後已予終止確認。

於二零一九年十二月三十一日，付款責任約255,849,000港元指本集團向南通華凱提供之公司擔保。

48. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the consolidated financial statements, the Group had the following significant transactions and balances with related parties during the year as follows:

(a) Amounts due to related parties

48. 有關聯人士交易

除於綜合財務報表其他部分所披露者外，本集團於年內與有關聯人士之重大交易及結餘如下：

(a) 應付有關聯人士款項

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Mr. Wang San Long ("Mr Wang") (Note i) 汪三龍先生（「汪先生」） (附註i) – consideration payable for the acquisition of Jiujiang Jinhu and accrued salaries 一就收購九江金湖而應付之代價及應計薪金	–	483
Mr. Wu Ge ("Mr Wu") (Note ii) 吳革先生（「吳先生」） (附註ii) – consideration payable for the acquisition of Jiujiang Jinhu and accrued salaries 一就收購九江金湖而應付之代價及應計薪金	28	238
	28	721

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

48. RELATED PARTY TRANSACTIONS (CONTINUED)

48. 有關聯人士交易 (續)

(b) Amounts due to directors

(b) 應付董事款項

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Mr. Li (Note iii)	李先生 (附註iii)	20,779	11,530
Mr. Zhang Shi Hong ("Mr. Zhang") (Note iv)	張士宏先生 (「張先生」) (附註iv)	10,940	10,395
		31,719	21,925

Notes:

- (i) Mr. Wang is the former senior management of the Group. The amount is unsecured, interest-free and repayable on demand.

Mr. Wang had provided a personal guarantee in favour of the Group to guarantee a facility to RMB105,510,000 (2018: RMB158,015,000) granted by banks in the PRC during the year ended 31 December 2019.

- (ii) Mr. Wu is the senior management of the Group. The amount is unsecured, interest-free and repayable on demand.

- (iii) Mr. Li, is the executive director of the Company, the amount is unsecured, interest free and repayable on demand.

Mr. Li has provided a personal guarantee in favor of the Group to guarantee a facility of approximately RMB565,635,000 (2018: RMB692,454,000) granted by banks in the PRC during the year ended 31 December 2019.

Mr. Li also had provided a personal guarantee to secure the payment obligations of the borrowings of approximately RMB71,196,000 (2018: RMB74,659,000) from an independent third party during the year ended 31 December 2019.

- (iv) Mr. Zhang is the executive director of the Company, the amount is unsecured, interest at 12% per annum (2018: 12%) and repayable on demand.

Mr. Zhang has provided a personal guarantee in favour of the Group to guarantee a facility of RMB425,268,000 (2018: RMB430,000,000) granted by banks in the PRC during the year ended 31 December 2019.

附註:

- (i) 汪先生為本集團前高級管理人員。該款項為無抵押、免息及須按要求償還。

於截至二零一九年十二月三十一日止年度，汪先生已以本集團為受益人提供個人擔保以擔保中國之銀行授出之融資人民幣105,510,000元（二零一八年：人民幣158,015,000元）。

- (ii) 吳先生為本集團高級管理人員。該款項為無抵押、免息及須按要求償還。

- (iii) 李先生為本公司執行董事，該款項為無抵押、免息及須按要求償還。

於截至二零一九年十二月三十一日止年度，李先生已以本集團為受益人提供個人擔保以擔保中國之銀行授出之融資約人民幣565,635,000元（二零一八年：人民幣692,454,000元）。

於截至二零一九年十二月三十一日止年度，李先生亦已就擔保償還一名獨立第三方之借款約人民幣71,196,000元（二零一八年：人民幣74,659,000元）之責任提供個人擔保。

- (iv) 張先生為本公司執行董事，該款項為無抵押、按年利率12%（二零一八年：12%）計息及須按要求償還。

於截至二零一九年十二月三十一日止年度，張先生已以本集團為受益人提供個人擔保以擔保中國之銀行授出之融資人民幣425,268,000元（二零一八年：人民幣430,000,000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

48. RELATED PARTY TRANSACTIONS (CONTINUED)

- (c) The key management of the Group comprises all Directors and chief executives, detail of their remuneration are disclosed in Note 14 to the consolidated financial statements. The remuneration of Directors and chief executives recommended by the remuneration committee and with reference to the market trends.
- (d) During the years ended 31 December 2019 and 31 December 2018, the Group entered into the following transactions with several associates.

48. 有關聯人士交易 (續)

- (c) 本集團之主要管理層包括全體董事及主要行政人員，其薪酬詳情於綜合財務報表附註14內披露。董事及主要行政人員之薪酬乃由薪酬委員會經參考市場趨勢而建議。
- (d) 於截至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止年度，本集團與若干聯營公司訂有以下交易。

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Rental income	租金收入	-	77
Interest expenses	利息開支	2,919	6,808
Service income	服務收益	248	409

The Directors are of the view that the terms of the above related party transactions are fair and reasonable, based on normal commercial terms where no charge over the assets of the Group is created in respect of the above transactions

董事認為上述有關聯人士交易之條款屬公平合理及按一般商業條款進行，其中概無就上述交易對本集團之資產設立押記。

49. DIVIDEND

No dividends were paid or proposed for ordinary shareholders of the Company during 2019, nor has any dividend been proposed since the end of the reporting period (2018: Nil).

49. 股息

於二零一九年並無派付或建議派發股息予本公司普通股股東，而自報告期末起亦無建議派發任何股息(二零一八年：無)。

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

50. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

50. 本公司之財務狀況表及儲備

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備		380	968
Right-of-use assets	使用權資產		2,804	–
Investments in subsidiaries	於附屬公司之投資		–	–
			<u>3,184</u>	<u>968</u>
CURRENT ASSETS	流動資產			
Other receivables	其他應收款項		2,435	2,165
Loan to a subsidiary	提供予一間附屬公司之貸款	(b)	–	–
Financial assets at FVTPL	按公平值計入損益 之金融資產		12	32
Bank balances and cash	銀行結餘及現金		218	203
			<u>2,665</u>	<u>2,400</u>
CURRENT LIABILITIES	流動負債			
Other payables	其他應付款項		365,957	106,942
Lease liabilities	租賃負債		2,355	–
Amount due to subsidiaries	應付附屬公司款項		6,255	1,975
Amount due to a director	應付一名董事款項	(a)	20,779	11,530
Borrowings	借貸		74,243	62,815
Convertible bonds payables	應付可換股債券		–	168,138
			<u>469,589</u>	<u>351,400</u>
NET CURRENT LIABILITIES	流動負債淨額		<u>(466,924)</u>	<u>(349,000)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		<u>(463,740)</u>	<u>(348,032)</u>

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

50. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (CONTINUED)

50. 本公司之財務狀況表及儲備 (續)

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
NON-CURRENT LIABILITIES	非流動負債			
Financial guarantee	財務擔保		701,043	701,043
Lease liabilities	租賃負債		621	-
Convertible bonds payables	應付可換股債券		8,775	-
			<u>710,439</u>	<u>701,043</u>
NET LIABILITIES	負債淨額		<u>(1,174,179)</u>	<u>(1,049,075)</u>
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本		13,637	681,842
Reserves	儲備	(c)	<u>(1,187,816)</u>	<u>(1,730,917)</u>
			<u>(1,174,179)</u>	<u>(1,049,075)</u>

The Company's statement of financial position was approved and authorised for issue by the board of directors on 17 August 2020 and signed on its behalf by:

董事會已於二零二零年八月十七日通過及授權刊發本公司財務狀況表，並由下列董事代表簽署核實：

LI Ming
李明
Director
董事

ZHANG Shi Hong
張士宏
Director
董事

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

50. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (CONTINUED)

50. 本公司之財務狀況表及儲備 (續)

Notes:

- (a) Amount due to a director is unsecured, interest free and repayable on demand.
- (b) During the year ended 31 December 2018, impairment loss of approximately HK\$60,000,000 have been recognised in respect of the loan to Jiangxi Shipbuilding.
- (c) Movements in the Company's reserves

附註：

- (a) 應付一名董事款項為無抵押、免息及須按的要求償還。
- (b) 於截至二零一八年十二月三十一日止年度，已就授予江西造船之貸款確認減值虧損約60,000,000港元。
- (c) 本公司儲備之變動

		Share premium	Contributed surplus	Share option reserve	Convertible bonds reserve	Accumulated losses	Total
		股份溢價	繳入盈餘	購股權儲備	可換股債券儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
					(Note 35)		
					(附註35)		
At 1 January 2018	於二零一八年一月一日	1,869,321	3,368,411	129,910	42,127	(6,990,903)	(1,581,134)
Loss for the year, representing total comprehensive expenses for the year	年內虧損 (即年內全面開支總額)	-	-	-	-	(149,783)	(149,783)
Lapse of share options	購股權失效	-	-	(92,887)	-	92,887	-
At 31 December 2018	於二零一八年十二月三十一日	1,869,321	3,368,411	37,023	42,127	(7,047,799)	(1,730,917)
Loss for the year, representing total comprehensive expenses for the year	年內虧損 (即年內全面開支總額)	-	-	-	-	(127,456)	(127,456)
Capital reduction	股本削減	-	-	-	-	668,205	668,205
Recognition of equity component of convertible bonds	確認應付可換股債券之權益部分	-	-	-	2,352	-	2,352
Redemption of equity component of convertible bonds upon maturity	於到期時贖回可換股債券之權益部分	-	-	-	(42,127)	42,127	-
At 31 December 2019	於二零一九年十二月三十一日	1,869,321	3,368,411	37,023	2,352	(6,464,923)	(1,187,816)

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

51. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

51. 本公司之主要附屬公司詳情

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below:

於報告期末，由本公司直接及間接持有的附屬公司詳情如下：

Name of subsidiaries 附屬公司名稱	Place of Incorporation/operation 註冊成立/ 經營業務地點	Paid-up share capital/ registered capital 實繳股本/ 註冊資本	Proportion of ownership effective interests held by the Company 本公司所持所有權實際權益之比例				Proportion of voting power held by the Company 本公司所持投票權之比例				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		
			Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	
INPAX Technology Limited	British Virgin Islands*	50,000 ordinary shares of USD1 each	100	-	100	-	100	-	100	-	Investment holding 投資控股
INPAX Technology Limited	英屬處女群島*	50,000股每股面值1美元之普通股									
Merge Limited	Hong Kong	300,000,000 ordinary shares of HK\$1 each	100	-	100	-	100	-	100	-	Trading and investment holding 貿易及投資控股
聚合有限公司	香港	300,000,000股每股面值1港元之普通股									
China Ocean Shipbuilding Holdings Limited	British Virgin Islands*	1 ordinary share of USD1 each	100	-	100	-	100	-	100	-	Investment holding 投資控股
中海船舶控股有限公司	英屬處女群島*	1股每股面值1美元之普通股									
China Ocean Natural Gas Holdings Limited	British Virgin Islands*	1 ordinary share of USD1 each	100	-	100	-	100	-	100	-	Investment holding 投資控股
China Ocean Natural Gas Holdings Limited	英屬處女群島*	1股每股面值1美元之普通股									
China Ocean Shipbuilding Services Limited	Hong Kong	1 ordinary share of HK\$1 each	-	100	-	100	-	-	-	100	Inactive 暫無業務
中海船舶服務有限公司	香港	1股每股面值1港元之普通股									
China Ocean HK	Hong Kong	1 ordinary share of HK\$1 each	-	60	-	60	-	-	-	60	Investment holding and sale agent for shipbuilding 投資控股及造船銷售代理
中海香港	香港	1股每股面值1港元之普通股									
China Ocean (LNG) Limited	Hong Kong	1 ordinary share of HK\$1 each	-	100	-	100	-	-	-	100	Inactive 暫無業務
中海天然氣有限公司	香港	1股每股面值1港元之普通股									

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

51. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

51. 本公司之主要附屬公司詳情 (續)

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below:

於報告期末，由本公司直接及間接持有的附屬公司詳情如下：

Name of subsidiaries 附屬公司名稱	Place of Incorporation/ operation 註冊成立/ 經營業務地點	Paid-up share capital/ registered capital 實繳股本/ 註冊資本	Proportion of ownership effective interests held by the Company 本公司所持所有權實際權益之比例				Proportion of voting power held by the Company 本公司所持投票權之比例				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		
			Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	
Jiangxi Shipbuilding	PRC**	USD59,000,000 paid-up registered capital	-	100	-	100	-	100	-	100	Manufacturing metal vessel, vessel ancillary products and repair of vessels
江西造船	中國**	59,000,000美元實繳註冊資本									製造金屬船舶、船舶配套產品以及維修船舶
Jiujiang Jinhui Equipment Manufacturing Company Limited	PRC#	RMB30,000,000 paid-up registered capital	-	100	-	100	-	100	-	100	Metal structure and component manufacturing
九江金湖裝備製造有限公司	中國#	人民幣30,000,000元實繳註冊資本									金屬結構及構件製造
China Ocean Industry (Shenzhen) Financial Leasing Company Limited	PRC**	RMB 300,000,000 paid-up registered capital	-	100	-	100	-	100	-	100	Provision of financial leasing, acquisition and sale and lease back of fixed assets and advisory services, and business factoring
中海重工(深圳)融資租賃有限公司	中國**	人民幣300,000,000元實繳註冊資本									於中國提供融資租賃、收購以及出售及租回固定資產及顧問服務，以及業務保理
Jiangxi Jinciao New Energy Development Company Limited	PRC	RMB3,000,000,000 paid-up registered capital	-	100	-	100	-	100	-	100	Development of new energy technology and energy conservation facilities
江西金巢新能源發展有限公司	中國	人民幣3,000,000,000元實繳註冊資本									發展新能源技術及節能設施

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

51. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

51. 本公司之主要附屬公司詳情 (續)

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below:

於報告期末，由本公司直接及間接持有的附屬公司詳情如下：

Name of subsidiaries 附屬公司名稱	Place of Incorporation/ operation 註冊成立/ 經營業務地點	Paid-up share capital/ registered capital 實繳股本/ 註冊資本	Proportion of ownership effective interests held by the Company 本公司所持所有權實際權益之比例				Proportion of voting power held by the Company 本公司所持投票權之比例				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		
			Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	
Brilliant Plus Holdings Limited	British Virgin Islands*	1 ordinary share of USD1 each	100	-	100	-	100	-	100	-	Investment holding
Brilliant Plus Holdings Limited	英屬處女群島*	1股每股面值1美元之普通股									投資控股
Power On Investment Limited	British Virgin Islands*	1 ordinary share of USD1 each	100	-	100	-	100	-	100	-	Investment holding
Power On Investment Limited	英屬處女群島*	1股每股面值1美元之普通股									投資控股
China Ocean Prosperity Logistic Limited	Hong Kong	1 ordinary share of HK\$1 each	-	100	-	100	-	100	-	100	Import and export electronic devices
中海興航有限公司	香港	1股每股面值1港元之普通股									電子設備進出口
China Ocean Materials Trading (Shenzhen) Company Limited (Note a)	PRC**	RMB65,000,000 paid-up registered capital and RMB35,000,000 unpaid registered capital	-	55	-	55	-	75 (Note a) (附註a)	-	75 (Note a) (附註a)	Manufacturing and sales of intelligent car parking in the PRC
中海物貿(深圳)有限公司(附註a)	中國**	人民幣65,000,000元實繳註冊資本及人民幣35,000,000元未繳註冊資本									於中國製造及銷售智能停車設備
Power On Heavy Lift 1071 Limited	Marshall Islands*	1 ordinary share of USD1 each	-	100	-	100	-	100	-	100	Investment holding
Power On Heavy Lift 1071 Limited	馬紹爾群島*	1股每股面值1美元之普通股									投資控股
Power On Heavy Lift 1072 Limited	Marshall Islands*	1 ordinary share of USD1 each	-	100	-	100	-	100	-	100	Investment holding
Power On Heavy Lift 1072 Limited	馬紹爾群島*	1股每股面值1美元之普通股									投資控股
Success Capture Limited	British Virgin Islands*	10,000 ordinary shares of USD1 each	-	100	-	100	-	100	-	100	Investment holding
Success Capture Limited	英屬處女群島*	10,000股每股面值1美元之普通股									投資控股
Shandong Ruitong (Hong Kong) Parking Management Services Company Limited	Hong Kong	10,000 ordinary shares of HK\$1 each	-	100	-	100	-	100	-	100	Investment holding
山東瑞通(香港)停車管理服務有限公司	香港	10,000股每股面值1港元之普通股									投資控股

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

51. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

51. 本公司之主要附屬公司詳情 (續)

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below:

於報告期末，由本公司直接及間接持有的附屬公司詳情如下：

Name of subsidiaries 附屬公司名稱	Place of Incorporation/ operation 註冊成立/ 經營業務地點	Paid-up share capital/ registered capital 實繳股本/ 註冊資本	Proportion of ownership effective interests held by the Company 本公司所持所有權實際權益之比例				Proportion of voting power held by the Company 本公司所持投票權之比例				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		
			Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	
Shenzhen China Ocean Saige Intelligent Parking Development Company Limited	PRC	RMB50,000,000 RMB58,823,500 (Note a)	-	55.25	-	55.25	-	55.25	-	55.25	Investment and management of intelligent car parking in the PRC
深圳中海賽格智慧停車發展有限公司	中國	人民幣50,000,000元 人民幣58,823,500元 (附註a)									於中國投資及管理智能停車場
Liaochen Dereton Industrial Development Co. Ltd	PRC**	USD3,500,000 paid-up registered capital	-	100	-	100	-	100	-	100	Investment holding
聊城德瑞通實業發展有限公司	中國**	3,500,000美元 實繳註冊資本									投資控股
Shandong Dereton Automotive Parking Equipment Co. Ltd	PRC**	RMB30,000,000 paid-up registered capital and RMB20,000,000 unpaid registered capital	-	100	-	100	-	100	-	100	Designing, manufacturing and installation of intelligent automotive parking equipment in the PRC
山東瑞通停車設備有限公司	中國**	人民幣30,000,000元 實繳註冊資本及人民幣 20,000,000元未 繳註冊資本									於中國設計、製造及安裝智能汽車停車設備
Shenzhen Shanling Automotive Electronic Technology Co. Ltd	PRC	RMB5,000,000 paid-up registered capital	-	100	-	100	-	100	-	100	Operating of "Internet of Vehicles" and designing and manufacturing of electronic automotive devices in the PRC
深圳市善領汽車電子科技有限公司	中國	人民幣5,000,000元 實繳註冊資本									於中國從事「車聯網」運營及設計及製造汽車電子設備
Jiangxi Anlianshang Parking Management Service Co. Ltd	PRC	RMB5,000,000 paid-up registered capital and RMB5,000,000 unpaid registered capital	-	60	-	60	-	60	-	60	Investment and management of car parks

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

51. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

51. 本公司之主要附屬公司詳情 (續)

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below:

於報告期末，由本公司直接及間接持有的附屬公司詳情如下：

Name of subsidiaries 附屬公司名稱	Place of Incorporation/ operation 註冊成立/ 經營業務地點	Paid-up share capital/ registered capital 實繳股本/ 註冊資本	Proportion of ownership effective interests held by the Company 本公司所持所有權實際權益之比例				Proportion of voting power held by the Company 本公司所持投票權之比例				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		
			Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	
江西安聯尚停車投資管理有限公司	中國	人民幣5,000,000元 實繳註冊資本及 人民幣5,000,000 元未繳註冊資本	-	60	-	60	-	60	-	60	投資及管理停車場
Shandong Anlianshang Parking Industry Co. Ltd	PRC	RMB1,000,000 paid-up registered capital	-	60	-	60	-	60	-	60	Investment and management of car parks
山東安聯尚停車產業有限公司	中國	人民幣1,000,000元 實繳註冊資本	-	60	-	60	-	60	-	60	投資及管理停車場
China Ocean Shipbuilding Leasing No.1 (Shenzhen) Co., Ltd	PRC	RMB100,000 unpaid registered capital	-	100	-	100	-	100	-	100	Consulting and advisory services
China Ocean Shipbuilding Leasing No.1 (Shenzhen) Co., Ltd	中國	人民幣100,000元 未繳註冊資本	-	100	-	100	-	100	-	100	諮詢及顧問服務
China Ocean Shipbuilding Leasing No.2 (Shenzhen) Co., Ltd	PRC	RMB100,000 unpaid registered capital	-	100	-	100	-	100	-	100	Consulting and advisory services
China Ocean Shipbuilding Leasing No.2 (Shenzhen) Co., Ltd	中國	人民幣100,000元 未繳註冊資本	-	100	-	100	-	100	-	100	諮詢及顧問服務
China Ocean Industry (Shenzhen) Company Limited	PRC**	RMB100,000,000 unpaid registered capital	-	100	-	100	-	100	-	100	Investment holding
中海重工(深圳)有限公司	中國**	人民幣100,000,000 元未繳註冊資本	-	100	-	100	-	100	-	100	投資控股
Jiangxi China Ocean Industry Company Limited (Note b)	PRC	RMB100,000,000 unpaid registered capital	-	-	-	100	-	-	-	100	Inactive
江西中海重工有限公司(附註b)	中國	人民幣100,000,000 元未繳註冊資本	-	-	-	100	-	-	-	100	暫無業務
Xian China Ocean Huafu Parking Management Company Limited	PRC	RMB50,000,000 unpaid registered capital	-	100	-	100	-	100	-	100	Investment and management of intelligent car parking in the PRC
西安中海華富停車管理有限公司	中國	人民幣50,000,000 元未繳註冊資本	-	100	-	100	-	100	-	100	於中國投資及管理智能停車場

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

51. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

51. 本公司之主要附屬公司詳情 (續)

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below:

於報告期末，由本公司直接及間接持有的附屬公司詳情如下：

Name of subsidiaries 附屬公司名稱	Place of Incorporation/ operation 註冊成立/ 經營業務地點	Paid-up share capital/ registered capital 實繳股本/ 註冊資本	Proportion of ownership effective interests held by the Company 本公司所持所有權實際權益之比例				Proportion of voting power held by the Company 本公司所持投票權之比例				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		
			Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	
Shenzhen Qianhai Yuandongli Communication Technology Company Limited 深圳市前海元動力通信技術有限公司	PRC 中國	RMB34,500,000 unpaid registered capital 人民幣34,500,000元未繳註冊資本	-	69	-	69	-	69	-	69	Inactive 暫無業務
Shenzhen Yuandongli Technology Company Limited 深圳市元動力科技有限公司	PRC 中國	RMB500,000 paid-up registered capital 人民幣500,000元實繳註冊資本	-	100	-	100	-	100	-	100	Invention of software and information technology services, selling software 開發軟件及資訊科技服務，銷售軟件
Nantong Huakai 南通華凱	PRC 中國	RMB150,000,000 paid-up registered capital 人民幣150,000,000元實繳註冊資本	-	-	-	100	-	-	-	100	Manufacture and sales of steel structures and fittings for ship, marine equipment, mining equipment 製造及銷售船用鋼結構及配件、航海設備、採礦設備
Nantong Fangzheng Ocean Engineering Technology Company Limited 南通方正海洋工程科技有限公司	PRC 中國	RMB25,000,000 paid-up registered capital 人民幣25,000,000元實繳註冊資本	-	-	-	100	-	-	-	100	Manufacture and sales of steel structure 製造及銷售鋼結構

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

51. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

51. 本公司之主要附屬公司詳情 (續)

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below:

於報告期末，由本公司直接及間接持有的附屬公司詳情如下：

Name of subsidiaries 附屬公司名稱	Place of Incorporation/ operation 註冊成立/ 經營業務地點	Paid-up share capital/ registered capital 實繳股本/ 註冊資本	Proportion of ownership effective interests held by the Company 本公司所持有權實際權益之比例				Proportion of voting power held by the Company 本公司所持投票權之比例				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		
			Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	Directly 直接 %	Indirectly 間接 %	
Nantong Huakai Ship Painting Company Limited	PRC	RMB5,000,000 paid-up registered capital	-	-	-	100	-	-	-	100	Provision of pretreatment and painting services of steel plate
南通華凱船舶塗裝有限公司	中國	人民幣5,000,000元實繳註冊資本									提供鋼板預處理及噴漆服務
Nantong Huakai Software Technology Company Limited	PRC	RMB10,000,000 unpaid registered capital	-	-	-	100	-	-	-	100	Inactive
南通華凱軟件科技有限責任公司	中國	人民幣10,000,000元未繳註冊資本									暫無業務
Ruichang Jinhai Shipping Company Limited	PRC	RMB2,000,000 paid-up registered capital	-	100	-	100	-	100	-	100	Inactive
瑞昌市金海輪船有限公司	中國	人民幣2,000,000元實繳註冊資本									暫無業務
China Ocean Intelligent Equipment Technology Industrial Park (Shenzhen) Company Limited	PRC**	RMB100,000,000 unpaid registered capital	-	100	-	100	-	100	-	100	Inactive
中海智能裝備科技產業園(深圳)有限公司	中國**	人民幣100,000,000元未繳註冊資本									暫無業務
HuNan China Ocean Saige Intelligent Parking Company Limited (Note b)	PRC	RMB25,500,000 unpaid registered capital	-	-	-	51	-	-	-	51	Inactive
湖南中海賽格智慧停車管理有限公司(附註b)	中國	人民幣25,500,000元未繳註冊資本									暫無業務
Shandong Ruitong Intelligent parking Construction and Operation Company Limited (Note b)	PRC	RMB50,000,000 unpaid registered capital	-	-	-	100	-	-	-	100	Operating and management of intelligent car parking in the PRC
山東瑞通智慧停車建設運營有限公司(附註b)	中國	人民幣50,000,000元未繳註冊資本									於中國運營及管理智慧停車場
Shenzhen Shanling Power Technology Company Limited (Note c)	PRC	RMB10,000,000 unpaid registered capital	-	-	-	-	-	-	-	100	Operating of electronic automotive devices in the PRC
Shenzhen Shanling Power Technology Company Limited (附註c)	中國	人民幣10,000,000元未繳註冊資本									於中國經營電子汽車設備

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

51. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

- * The companies are engaged in investment holding and have no specific principal place of operation.
- ** The companies are registered in the form of wholly foreign owned enterprises.
- # Jinjiang Jinhu is controlled by the Company through contracted agreements.

Notes:

- a) The Group is able to exercise control over China Ocean Materials Trading because it appointed three out of four directors of China Ocean Materials Trading.
- b) It was deregistered during the year ended 31 December 2019.
- c) It was newly incorporated during the year ended 31 December 2019.

None of the subsidiaries had any debt securities at 31 December 2019 and 2018 or at any time during both years.

51. 本公司之主要附屬公司詳情 (續)

- * 該等公司從事投資控股，並無固定主要營業地點。
- ** 該等公司以外商獨資企業之形式註冊。
- # 九江金湖由本公司透過合約協議之方式控制。

附註：

- a) 由於本集團委任中海物貿四名董事中的三名，因此能夠對中海物貿行使控制權。
- b) 該公司於截至二零一九年十二月三十一日止年度內撤銷註冊。
- c) 該公司於截至二零一九年十二月三十一日止年度內新註冊成立。

於二零一九年及二零一八年十二月三十一日或於該兩個年度內任何時間，概無附屬公司有任何債務證券。

52. MAJOR NON-CASH TRANSACTION

(i) Settlement of other payables through forced transfer the equity interest disposal of an associate

During the year ended 31 December 2019, China Ocean Shenzhen, an indirect wholly-owned subsidiary of the Company, has forced transfer of its 21.23% and 2.77% equity interest in Nantong Xiangyu to two independent creditors at a consideration of approximately RMB52,993,897 and RMB6,926,103 respectively. The consideration was settled by offsetting the other payables to those independent creditors of the Group (Note 24).

52. 主要非現金交易

(i) 透過強制轉讓一間聯營公司股權出售結付其他應付款項

於截至二零一九年十二月三十一日止年度，本公司間接全資附屬公司中海重工（深圳）被強制以代價分別約人民幣52,993,897元及人民幣6,926,103元轉讓其於南通象嶼之21.23%及2.77%股權予兩名獨立債權人。有關代價以抵銷本集團應付該等獨立債權人之其他應付款項的方式結付（附註24）。

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

52. MAJOR NON-CASH TRANSACTION (CONTINUED)

(ii) Transfer of prepaid lease payments from other receivables

During the year ended 31 December 2018, prepaid lease payments of approximately HK\$1,697,000 was transferred from other receivables as the land use right certificate have been issued to the Group by the relevant government authorities as at 31 December 2018 in which the Group had paid in previous years.

(iii) Equity transaction with non-controlling interest

During the year ended 31 December 2018, the consideration of HK\$228,000,000 (RMB200,000,000) due from the non-controlling shareholder to the Group pursuant to the Disposal Agreement (as defined in Note 53) was included in other receivables as at 31 December 2018.

(iv) Settlement of other payables by dividend receivables

During the year ended 31 December 2018, the dividend receivables of approximately HK\$60,083,000 (approximately RMB50,069,000) from Zhoushan Investment Fund were offset with the payable to one of the shareholders of the Group's associate, Zhejiang Ocean by the Group.

52. 主要非現金交易 (續)

(ii) 預付租賃款項自其他應收款項轉出

於截至二零一八年十二月三十一日止年度，預付租賃款項約1,697,000港元自其他應收款項轉出，原因為於二零一八年十二月三十一日有關政府機構已向本集團發出土地使用權證，而本集團已於往年支付有關款項。

(iii) 與非控股權益之股權交易

於截至二零一八年十二月三十一日止年度，非控股股東根據出售協議（定義見附註53）應付本集團之代價228,000,000港元（人民幣200,000,000元）於二零一八年十二月三十一日計入其他應收款項。

(iv) 以應收股息結付其他應付款項

於截至二零一八年十二月三十一日止年度，應收舟山投資企業之股息約60,083,000港元（約人民幣50,069,000元）已用於抵銷本集團應付本集團聯營公司浙江海洋一名股東之款項。

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

53. DISPOSAL OF EQUITY INTEREST OF A SUBSIDIARY WITHOUT LOSING CONTROL

During the year ended 31 December 2018, an independent third party acquired 40% issued shares of China Ocean HK, a indirect wholly-owned subsidiary of the Company, with the consideration of HK\$228,000,000 (RMB200,000,000) (“Disposal Agreement”), the Group’s equity interests in China Ocean HK was diluted from 100% to 60%. The difference between the consideration receivable and the carrying value of net assets deemed disposed of in an equity transaction with non-controlling interest resulted from the change in the Group’s ownership interest in a subsidiary that do not result in a loss of control over the subsidiary amounting to approximately HK\$18,703,000 was recognised in equity as other reserve and an increase of approximately HK\$209,297,000 was recognised in the non-controlling interests.

54. EVENTS AFTER THE REPORTING PERIOD

(1) On 10 March 2020, the Company entered into the subscription agreements (the “Subscription Agreements”) with subscribers (the “Subscribers”), pursuant to which the Subscribers have conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, 68,000,000 subscription shares at the subscription price of HK\$0.105 per subscription share (the “Subscription”). The total consideration payable by the Subscribers under the Subscription Agreements amounts to HK\$7,140,000. As at the date of this report, the Subscription has not been completed. Details of the Subscription has been disclosed in 10 March 2020, 17 March 2020, 9 April 2020, 15 May 2020, 5 June 2020, 19 June 2020, 10 July 2020 and 31 July 2020.

53. 出售一間附屬公司之股權（並無失去控制權）

於截至二零一八年十二月三十一日止年度，一名獨立第三方以代價228,000,000港元（人民幣200,000,000元）收購本公司間接全資附屬公司中海香港之40%已發行股份（「出售協議」），本集團於中海香港之股權由100%攤薄至60%。本集團於一間附屬公司所有權權益之變動（並無導致失去對附屬公司之控制權）導致與非控股權益股本交易中應收代價與視作已出售資產淨值賬面值之間的差額約18,703,000港元已於權益中作為其他儲備確認，並已確認非控股權益增加約209,297,000港元。

54. 報告期後事項

(1) 於二零二零年三月十日，本公司與認購人（「認購人」）訂立認購協議（「認購協議」），據此，認購人已有條件同意認購而本公司已有條件同意配發及發行68,000,000股認購股份，認購價為每股認購股份0.105港元（「認購事項」）。認購協議項下認購人應付總代價為7,140,000港元。於本報告日期，認購事項尚未完成。有關認購事項的詳情已於二零二零年三月十日、二零二零年三月十七日、二零二零年四月九日、二零二零年五月十五日、二零二零年六月五日、二零二零年六月十九日、二零二零年七月十日及二零二零年七月三十一日作出披露。

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

54. EVENTS AFTER THE REPORTING PERIOD (CONTINUED)

- (2) On 20 June 2020, the Company received a notice of conclusion of enforcement dated 16 June 2020 issued by the Intermediate People's Court of Zhoushan City, Zhejiang Province* (the "Zhoushan Court") pursuant to which the Court has ordered the Group to transfer its 20% equity interest in Zhejiang Ocean Leasing Company Limited* ("Zhejiang Ocean") in satisfaction of the outstanding sum owed to Zhoushan Ocean Leasing New Energy Limited* ("Claimant").

In February 2020, the Claimant had applied to enforce a mediation award in the amount of approximately RMB132.3 million against Merge Limited, a direct wholly-owned subsidiary of the Company.

As Merge Limited failed to settle the outstanding sum, in the course of enforcement, the Zhoushan Court has ordered, among others, that Merge Limited shall transfer the 20% equity interest it held in Zhejiang Ocean through Online Judicial Auction and such equity interest was subsequently transferred at a consideration of approximately RMB142.0 million to an independent third party to the Company and its connected persons (as defined in the Listing Rules) in satisfaction of, among others, (i) the outstanding sum in the amount of approximately RMB132.3 million owed to the Claimant by Merge Limited and (ii) taxes, court charges, service charges and other related expenses (the "Forced Transfer 2") and the Forced Transfer 2 has taken effect on 10 June 2020.

54. 報告期後事項 (續)

- (2) 於二零二零年六月二十日，本公司接獲浙江省舟山市中級人民法院（「舟山法院」）發出的日期為二零二零年六月十六日的執行結束通知書，據此法院已下令讓本集團轉讓其於浙江海洋租賃股份有限公司（「浙江海洋」）20%的股權，以償付結欠舟山海租新能源有限公司（「原告」）的未償還款項。

於二零二零年二月，原告對聚合有限公司（本公司之直接全資附屬公司）申請執行調解裁決金額約人民幣132.3百萬元。

由於聚合有限公司未能結付未償還款項，於執行過程中，舟山法院已頒令（其中包括）聚合有限公司須透過網絡司法拍賣轉讓其於浙江海洋持有的20%股權，並於其後以代價約人民幣142.0百萬元向本公司及其關連人士之一名獨立第三方（定義見上市規則）完成轉讓該股權，以清償（其中包括）(i) 聚合有限公司結欠原告之尚未償還款項為數約人民幣132.3百萬元及(ii) 繳付稅項、法院費用、服務費及其他相關開支（「強制轉讓2」），而強制轉讓2已於二零二零年六月十日生效。

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

54. EVENTS AFTER THE REPORTING PERIOD (CONTINUED)

- (3) The outbreak of COVID-19 (“COVID-19”) in early 2020 has affected the Group’s business segment adversely. The Group has closely monitored on the development of the COVID-19 and taken a number of cost control measures to mitigate the impact of this challenging situation. The Group will pay close attention to the change of situation and evaluate its impact on the financial position and operating results of the Group.

54. 報告期後事項（續）

- (3) 二零二零年初爆發的2019新型冠狀病毒疾病（「COVID-19」）已對本集團的業務分部造成不利影響。本集團密切監察COVID-19的發展情況，並採取多項成本控制措施以減輕此艱難市況帶來的影響。本集團將密切留意情況的變化及評估其對本集團的財務狀況及經營業績的影響。

55. CAPITAL COMMITMENTS

55. 資本承擔

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Contracted for but not provided in the consolidated financial statement: 已訂約但未於綜合財務報表計提撥備：			
Unpaid registered capital for the associates 聯營公司之未繳註冊資本		80,845	100,560
Unpaid registered capital for the subsidiaries 附屬公司之未繳註冊資本		397,264	604,428
Unpaid registered capital for a joint venture 一間合營企業之未繳註冊資本		112,605	114,000
Capital expenditure in respect of the acquisition of property, plant and equipment 有關收購物業、廠房及設備之資本支出		—	28,023
		590,714	847,011

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

56. 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.

56. 融資活動所產生負債之對賬

下表詳列本集團融資活動所產生負債之變動，包括現金及非現金變動。融資活動所產生負債指有關現金流量或未來現金流量已經或將於本集團綜合現金流量表內分類為融資活動所產生現金流量之負債。

		Bank Borrowings (Note 34)	Convertible bonds payables (Note 38)	Contingent consideration payable	Finance costs payables (included in other payables) 應付融資 成本 (計入其他 應付款項)	Total 總計
		銀行借貸 (附註34) HK\$'000 千港元	應付可換股 債券 (附註38) HK\$'000 千港元	應付 或然代價 HK\$'000 千港元	應付融資 成本 (計入其他 應付款項) HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	2,514,180	148,965	170,552	5,528	2,839,225
Changes from cash flows:	現金流量變動：					
- Borrowings raised	- 已籌得借貸	1,411,205	-	-	-	1,411,205
- Repayment of borrowings	- 償還借貸	(434,839)	-	-	-	(434,839)
- Interest paid	- 已付利息	(210,528)	-	-	(21,724)	(232,252)
		<u>765,838</u>	<u>-</u>	<u>-</u>	<u>(21,724)</u>	<u>744,114</u>
Non-cash changes:	非現金變動：					
- Finance costs recognised (Note 11)	- 已確認融資成本 (附註11)	229,667	38,073	-	4,101	271,841
- Interest payable transfer to other payables	- 應付利息轉撥至其他應付款項	-	(18,900)	-	18,900	-
- Reclassify to other payables (Note 33(iii)(e))	- 重新分類至其他應付款項 (附註33(iii)(e))	-	-	(170,552)	-	(170,552)
- Effect of foreign exchange rate changes	- 匯率變動影響	(124,432)	-	-	(219)	(124,651)
		<u>105,235</u>	<u>19,173</u>	<u>(170,552)</u>	<u>22,782</u>	<u>(23,362)</u>
At 31 December 2018	於二零一八年十二月三十一日	<u>3,385,253</u>	<u>168,138</u>	<u>-</u>	<u>6,586</u>	<u>3,559,977</u>

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

56. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (CONTINUED)

56. 融資活動所產生負債之對賬 (續)

		Borrowings (Note 34)	Convertible bonds payables (Note 38)	Lease liabilities (Note 35)	Finance costs payables (included in other payables)	Total
		借貸 (附註34) HK\$'000 千港元	應付可換股 債券 (附註38) HK\$'000 千港元	租賃負債 (附註35) HK\$'000 千港元	應付融資 成本 (計入其他 應付款項) HK\$'000 千港元	總計 HK\$'000 千港元
At 31 December 2018	於二零一八年 十二月三十一日	3,385,253	168,138	-	6,586	3,559,977
Adjustment upon application of HKFRS 16	應用香港財務報告準則 第16號後之調整	-	-	55,296	-	55,296
At 1 January 2019	於二零一九年一月一日	3,385,253	168,138	55,296	6,586	3,615,273
Changes from cash flows:	現金流量變動:					
- Borrowings raised	- 已籌得借貸	274,501	-	-	-	274,501
- Repayment of borrowings	- 償還借貸	(115,723)	-	-	-	(115,723)
- Interest paid	- 已付利息	(120,905)	-	-	(46,298)	(167,203)
- Proceeds from issue of convertible bonds	- 發行可換股債券 所得款項	-	11,100	-	-	11,100
- Repayment of leases	- 租賃還款	-	-	(53,064)	-	(53,064)
		37,873	11,100	(53,064)	(46,298)	(50,389)
Non-cash changes:	非現金變動:					
- Finance costs recognised (Note 11)	- 已確認融資成本 (附註11)	268,994	37,402	6,785	46,209	359,390
- Interest payable transfer to other payables	- 應付利息轉撥至 其他應付款項	-	(16,513)	-	-	(16,513)
- Reclassify to other payables (Note 33(iii)(d))	- 重新分類至其他應付 款項 (附註33(iii)(d))	-	(189,000)	-	-	(189,000)
- Deconsolidation of subsidiaries	- 終止綜合入賬之 附屬公司	(413,476)	-	-	-	(413,476)
- Recognition of equity component of convertible bonds	- 確認可換股債券之 權益部分	-	(2,352)	-	-	(2,352)
- Effect of foreign exchange rate changes	- 匯率變動影響	(42,966)	-	-	(850)	(43,816)
		(187,448)	(170,463)	6,785	45,359	(305,767)
At 31 December 2019	於二零一九年 十二月三十一日	3,235,678	8,775	9,017	5,647	3,259,117

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

57. OPERATING LEASE COMMITMENTS

The Group as lessee

At the end of the reporting period, the Group had commitments for future minimum lease payments payable under non-cancellable operating leases which fall due as follows:

		2018 二零一八年 HK\$'000 千港元
Within one year	一年內	8,614
In the second to fifth years, inclusive	第二至第五年（包括首尾兩年）	5,589
		<u>14,203</u>

Operating lease payments represent rental payables by the Group for certain of its office premises. Leases are negotiated and rentals are fixed for terms ranging from 2 to 3 years.

57. 經營租賃承擔

本集團作為承租人

於報告期末，本集團有根據不可撤銷經營租賃而於下列期間到期應付之未來最低租賃付款承擔：

經營租賃付款指本集團就其若干辦公室物業應付之租金。租賃及租金乃按2至3年的年期磋商及訂定。

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

58. COMPARATIVE FIGURES

During the year ended 31 December 2019, for enhancing the relevance of the presentation of the consolidated financial statements, reclassifications have been made to certain comparative figures presented in the consolidated financial statements in respect of the prior year to achieve comparability with the current year's presentation. As a result, the following line items regarding comparative figures have been amended and adjusted, together with the related notes to conform to the current year's presentations:

58. 比較數字

於截至二零一九年十二月三十一日止年度，為提高綜合財務報表所呈列資料的相關性，已對去年綜合財務報表所呈列的若干比較數字重新分類，使其可與本年度所呈列的資料進行比較。因此，下列有關比較數字的項目已經作出修改及調整，連同相關附註以符合本年度呈列方式：

			Previous reported 先前呈報 HK\$'000 千港元	Reclassification 重新分類 HK\$'000 千港元	As restated 經重列 HK\$'000 千港元
Consolidated statement of profit or loss and other comprehensive income 綜合損益及其他全面收益表					
Impairment losses	減值虧損	Note 附註	215,740	(215,740)	-
Impairment losses recognised in respect of goodwill	就商譽確認之減值虧損	Note 附註	-	69,740	69,740
Impairment losses recognised in respect of intangible assets	就無形資產確認之減值虧損	Note 附註	-	26,000	26,000
Impairment losses under ECL model	預期信貸虧損模式下之減值虧損	Note 附註	-	120,000	120,000

Note:

Impairment loss on goodwill, intangible assets and other receivables were reclassified from "Impairment losses" to "Impairment losses recognised in respect of goodwill", "Impairment losses recognised in respect of intangible assets" and "Impairment losses under ECL model" respectively.

附註：

商譽、無形資產及其他應收款項之減值虧損由「減值虧損」分別重新分類至「就商譽確認之減值虧損」、「就無形資產確認之減值虧損」及「預期信貸虧損模式下之減值虧損」。

Financial Summary

財務摘要

		Year ended 31 December 截至十二月三十一日止年度				
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
RESULTS	業績					
LOSS FOR THE YEAR	本年度虧損	(1,100,737)	(1,546,710)	(620,952)	(359,226)	(500,813)
		At 31 December 於十二月三十一日				
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債					
TOTAL ASSETS	資產總值	1,369,107	2,846,674	3,455,754	2,679,607	2,321,824
TOTAL LIABILITIES	負債總額	(4,598,738)	(5,025,430)	(4,351,884)	(3,284,359)	(2,708,596)
NET LIABILITIES	負債淨額	(3,229,631)	(2,178,756)	(896,130)	(604,752)	(386,772)

