



Q P Group Holdings Limited 雋思集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock code 股份代號 : 1412



2020

ANNUAL REPORT

年報

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BOARD OF DIRECTORS

Executive Directors

Mr. CHENG Wan Wai (*Chairman*)
Mr. YEUNG Keng Wu Kenneth
Ms. LIU Shuk Yu Sanny
Mr. CHAN Wang Tao Thomas
Ms. HUI Li Kwan
Mr. MAK Chin Pang

Independent non-executive Directors

Mr. CHAN Hiu Fung Nicholas, *MH*
Prof. CHENG Man Chung Daniel, *BBS, MH, JP*
Mr. NG Shung, *JP (Australia)*

AUDIT COMMITTEE

Mr. NG Shung, *JP (Australia) (Chairman)*
Mr. CHAN Hiu Fung Nicholas, *MH*
Prof. CHENG Man Chung Daniel, *BBS, MH, JP*

REMUNERATION COMMITTEE

Mr. CHAN Hiu Fung Nicholas, *MH (Chairman)*
Prof. CHENG Man Chung Daniel, *BBS, MH, JP*
Mr. NG Shung, *JP (Australia)*
Mr. MAK Chin Pang

NOMINATION COMMITTEE

Prof. CHENG Man Chung Daniel, *BBS, MH, JP (Chairman)*

Mr. CHAN Hiu Fung Nicholas, *MH*
Mr. NG Shung, *JP (Australia)*
Mr. MAK Chin Pang

RISK MANAGEMENT COMMITTEE

Mr. MAK Chin Pang (*Chairman*)
Mr. CHAN Hiu Fung Nicholas, *MH*
Prof. CHENG Man Chung Daniel, *BBS, MH, JP*
Mr. NG Shung, *JP (Australia)*

董事會

執行董事

鄭穩偉先生 (*主席*)
楊鏡湖先生
廖淑如女士
陳宏道先生
許莉君女士
麥展鵬先生

獨立非執行董事

陳曉峰先生，榮譽勳章
鄭文聰教授，銅紫荊星章、榮譽勳章、太平紳士
吳嵩先生，太平紳士 (澳大利亞)

審核委員會

吳嵩先生，太平紳士 (澳大利亞) (*主席*)
陳曉峰先生，榮譽勳章
鄭文聰教授，銅紫荊星章、榮譽勳章、太平紳士

薪酬委員會

陳曉峰先生，榮譽勳章 (*主席*)
鄭文聰教授，銅紫荊星章、榮譽勳章、太平紳士
吳嵩先生，太平紳士 (澳大利亞)
麥展鵬先生

提名委員會

鄭文聰教授，銅紫荊星章、榮譽勳章、太平紳士
(*主席*)
陳曉峰先生，榮譽勳章
吳嵩先生，太平紳士 (澳大利亞)
麥展鵬先生

風險管理委員會

麥展鵬先生 (*主席*)
陳曉峰先生，榮譽勳章
鄭文聰教授，銅紫荊星章、榮譽勳章、太平紳士
吳嵩先生，太平紳士 (澳大利亞)

AUTHORISED REPRESENTATIVES

Mr. MAK Chin Pang
Mr. WONG Hung Pan

COMPANY SECRETARY

Mr. WONG Hung Pan (FCPA, ACG, ACS)

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants and
Registered Public Interest Entity Auditor
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HONG KONG LEGAL ADVISER

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WEBSITE ADDRESS

www.qpp.com

STOCK CODE

1412

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Standard Chartered Bank (Hong Kong) Limited
DBS Bank (Hong Kong) Limited

授權代表

麥展鵬先生
黃鴻斌先生

公司秘書

黃鴻斌先生 (FCPA · ACG · ACS)

核數師

羅兵咸永道會計師事務所
執業會計師及
註冊公眾利益實體核數師
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香港法律顧問

的近律師行
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合規顧問

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公司網址

www.qpp.com

股份代號

1412

主要往來銀行

香港上海滙豐銀行有限公司
渣打銀行(香港)有限公司
星展銀行(香港)有限公司

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Hong Kong

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71 Fort Street
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Grand Cayman KY1-1106
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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註冊辦事處

Windward 3, Regatta Office Park
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Grand Cayman KY1-1108
Cayman Islands

香港總辦事處及主要營業地點

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新界沙田
石門安群街1號
京瑞廣場2期21樓J室

股份過戶登記總處

Appleby Global Services (Cayman) Limited
71 Fort Street
P.O. Box 500
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Grand Cayman KY1-1106
Cayman Islands

香港股份過戶登記分處

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香港
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合和中心17樓
1712-1716號舖

On behalf of the board (the “**Board**”) of directors (the “**Directors**”) of Q P Group Holdings Limited (the “**Company**”) and together with its subsidiaries, the “**Group**”), I am pleased to present to you the annual report of the Group for the year ended 31 December 2020 (“**FY2020**”).

Most of the world had endured a difficult year in 2020 under the global impact of COVID-19 pandemic. Outbreaks of COVID-19 caused nationwide lockdowns and travel restrictions, and disrupted a wide range of business activities, which in turn weighed heavily on the global economy. While the unprecedented business environment under the COVID-19 pandemic produced grave crises in numerous businesses of a wide spectrum of industries, it also opened up opportunities for some others. The manufacturing sector in the PRC is considered to be one of the industries that were able to recover more quickly. Thanks to a series of effective disease control measures, many factories in the PRC were able to resume operations after short and temporary closure, which allowed the sector to capitalise on the surge in demand for various materials and products intended for different needs that emerged during the pandemic such as disease prevention, work-from-home working mode, household and indoor entertainment products for social distancing, etc. On the other hand, the e-commerce market continued to thrive as the pandemic limited outdoor activities and hence shopping at physical stores. The pandemic also gave rise to ongoing disputes among certain economic powers, however, with the global attention being dominated by combating COVID-19, the Sino-US trade relation, following the signing of a trade deal between the PRC and the US in January 2020, had overall come to a relatively stable state throughout the year.

本人謹代表雋思集團控股有限公司(「本公司」)，連同其附屬公司統稱(「本集團」)的董事(「董事」)會(「董事會」)欣然向閣下提呈本集團截至二零二零年十二月三十一日止年度(「二零二零年財政年度」)的年度報告。

2020年對全球而言無疑是艱巨的一年，各國均深受COVID-19的影響。COVID-19疫情爆發導致全國封城及旅遊限制，多項業務活動中斷，對全球經濟造成沉重打擊。儘管COVID-19疫情帶來空前困難的商業環境，對廣泛行業造成嚴峻危機，疫情亦造就了其他機遇。中國的製造業被視為其中一個復甦得較快的行業。在一連串有效的防控措施下，中國不少廠房能夠在短暫關閉後恢復營運，使製造業得以迎合疫情期間因應不同需要(如預防疾病、在家工作、社交距離限制下的家居及室內康樂用品等)而對各種物料及產品急增的需求。另一方面，由於疫情限制室外活動及到實體店購物，令電子商貿市場持續蓬勃發展。疫情亦導致經濟強國之間的爭議持續，然而，由於全球將注意力集中在對抗COVID-19疫情上，使中美兩國在二零二零年一月簽訂貿易協議後，中美貿易關係於年內整體保持平穩。

MAJOR BUSINESS MOVES AND ACHIEVEMENTS

The outbreak of COVID-19 in January 2020 resulted in a temporary interruption of operations in our Group's Dongguan and Heshan plants as many of our workers were not able to return to our plants from their hometown and resume duty right after the Chinese New Year break. As the outbreak was known, we immediately implemented stringent disease control measures to prevent outbreaks of COVID-19 inside our plants. The lockdowns and travel bans carried out by the local governments in the PRC also played an important role in stopping the spread of COVID-19 across cities. As a result, our plants were able to resume and maintain proper operations since February 2020. In spite of different challenges, we achieved improvements in operational efficiency and reduction in production costs in our plants, accounting for our accomplishment of better overall business performance.

For the last decade, our Group has been making efforts to gradually establish our web sales business, which included development of websites and back-end web-to-print system, as well as implementation of various digital marketing strategies. Our well-established infrastructure and digital presence in our target markets enabled us to share a slice of the pie in the booming global e-commerce market during the COVID-19 pandemic. Last year, we further strengthened our web sales business through developing websites in more languages, expanding product offerings, enhancing our web sales platforms' compatibility, and advancing their personalisation functions, etc. Such initiatives sharpened our competitiveness in the online market of paper-based product personalisation services and allowed us to realise considerable growth in the web sales segment.

主要業務動向及成就

二零二零年一月爆發的COVID-19疫情，使不少工人在春節假期後無法即時從家鄉返回廠房工作，令本集團東莞及鶴山廠房的營運短暫受阻。得悉疫情爆發後，我們隨即在廠房內實施嚴格的防控措施，預防COVID-19爆發。中國地方政府實施的封城及旅遊限制亦在阻止COVID-19在城市間擴散上扮演重要角色。因此，我們的廠房得以在二零二零年二月起復工及維持正常營運。儘管面對不同挑戰，我們成功改善廠房的營運效率及減低生產成本，使我們的整體業務能夠達到更理想的表現。

過去十年，本集團一直努力逐步建立自身的網站銷售業務，包括開發網站及後台網絡印刷系統，以及實施多項數碼營銷策略。我們在目標市場已建立良好的基礎和認受性，使我們能夠在COVID-19疫情期間進一步急速發展的全球電子商貿市場中分一杯羹。去年，我們積極開發更多不同語言的網站，豐富產品組合，提升網站銷售平台的相容性及改善客製化功能等，從而進一步加強網站銷售業務。該等措施增強我們在線上客製化紙製品市場的競爭力，使我們能夠在網站銷售業務實現龐大增長。

Due to the restriction on outdoor activities of social distancing policies in different countries, people began to shift away from outdoor activities to in-home, and home became the hub of various activities including recreation and entertainment. Such a phenomenon stimulated the demand for tabletop game products, especially puzzles. In recent years, our Group has been endeavouring to optimise our product mix and production specialisation in tabletop game products by consolidating our production capacities in two plants to enhance operational efficiency. This strategy led to sufficient production capacity and flexibility for absorbing the markedly rising demand for tabletop game products in the European and the US markets. In addition, our business expansion strategies, including appointment of overseas sales representatives, have enabled us to keep enlarging our customer base in the tabletop games segment. To further strengthen our competitiveness, last year we allocated extra resources to enhance the sophistication of our tabletop games production to meet the highest quality standards of some leading paper-based game publishers. As a result, we successfully built up significant new business relationships in the tabletop games segment, driving our tabletop games sales to soar since the second quarter of 2020 and maintain a high level throughout the year.

由於不同國家社交距離措施的室外活動限制，人們的活動範圍開始由室外改為家中，令家居成為消閒娛樂的中心。這現象刺激對桌遊產品(特別是拼圖)的需求。近年來，本集團加強兩個廠房的生產能力，提升營運效率，致力優化產品組合及桌遊的生產專門化。此策略使我們有足夠的生產能力及彈性吸納歐美市場對桌遊產品顯著上升的需求。此外，我們的業務拓展策略，包括委任海外銷售代表，使我們能夠擴大桌遊業務的客戶基礎。為進一步加強我們的競爭力，我們去年分配額外資源提升桌遊生產的品質，以切合部分領先的紙製遊戲出版商的最高質量標準。因此，我們成功在桌遊分部建立重要的新業務關係，帶動我們的桌遊銷售自二零二零年第二季起急升，並在整年內維持在高水平。

FINANCIAL RESULTS AND DIVIDENDS

We recorded considerable growth in different key financial performance indicators. Our adjusted net profit for FY2020 increased by approximately 42.1% to approximately HK\$130.5 million from approximately HK\$91.9 million for the year ended 31 December 2019 (“FY2019”). The adjusted net profit margin increased from approximately 7.7% in FY2019 to approximately 10.6% in FY2020. We believe that such growth is attributable to the increase in the proportion of our web sales, which have a relatively higher gross profit margin compared to our original equipment manufacturer (“OEM”) sales, as well as different cost reduction measures and opportunities. For FY2020, revenue generated from our web sales increased significantly from approximately HK\$103.5 million for FY2019 to approximately HK\$158.0 million for FY2020, representing an increase of approximately 52.6%, and its proportion in our total revenue rose from 8.7% in FY2019 to 12.8% in FY2020. The overall gross profit of the Group also increased by approximately HK\$71.3 million or 19.5% to approximately HK\$436.9 million in FY2020, while gross profit margin increased to approximately 35.4% in FY2020 from approximately 30.6% in FY2019. On the revenue side, we achieved a moderate increase of approximately 3.3% to approximately HK\$1,232.6 million driven by the increase in web sales.

The Board has proposed to pay a final dividend of HK12 cents per share amounting to approximately HK\$63.8 million for FY2020, which is expected to be paid on or around Thursday 3 June 2021. In making the decision, the Board has prudently considered its current and future cash flows, the uncertainties in the economy, the outlook for further growth and profitability and views of key stakeholders, including regulators and shareholders. The dividend is subject to approval at the Annual General Meeting. If approved, this will represent total dividends for the financial year of HK14 cents per share.

財務業績及股息

我們在不同主要財務績效指標均錄得大幅增長。我們的經調整純利由截至二零一九年十二月三十一日止年度（「二零一九年財政年度」）的約91.9百萬港元增加約42.1%至二零二零年財政年度約130.5百萬港元。經調整純利率由二零一九年財政年度約7.7%增加至二零二零年財政年度約10.6%。我們相信，該增長乃由於我們的網站銷售比例增加，而網站銷售的毛利率較原始設備製造商（「OEM」）銷售為高，以及不同的節省成本措施及機遇。於二零二零年財政年度，我們網站銷售產生的收益由二零一九年財政年度約103.5百萬港元大幅增長至二零二零年財政年度約158.0百萬港元，增幅約52.6%，其總收益佔比由二零一九年財政年度的8.7%增加至二零二零年財政年度的12.8%。本集團二零二零年財政年度的整體毛利亦增加約71.3百萬港元或19.5%至約436.9百萬港元，而毛利率由二零一九年財政年度約30.6%增加至二零二零年財政年度約35.4%。受網站銷售增長所帶動，我們的收益溫和增長約3.3%至約1,232.6百萬港元。

董事會建議就截至二零二零年財政年度派付期末股息每股12港仙，合共約63.8百萬港元，預期將於二零二一年六月三日（星期四）或前後派付。作出此決定時，董事會已審慎考慮其目前及未來的現金流量、經濟的不確定性、未來增長及盈利能力的展望及關鍵持份者（包括監管人及股東）的意見。股息須待股東週年大會上批准後方告作實。如獲批准，財政年度的股息總額將為每股14港仙。

OUTLOOK & PROSPECTS

Despite signs of alleviation of the COVID-19 pandemic in certain regions and rollout of vaccines, the pandemic may continue to retard economic recovery in some major economies and bring uncertainties to the globe extensively in the near future. Also, although the new US administration is deemed comparatively favourable for halting escalation of the Sino-US trade tensions, the complications caused by COVID-19 and other geopolitical dynamics may fuel political volatility. Nevertheless, we remain cautiously optimistic about our Group's prospect in the coming year. Specifically, riding on our web sales business's solid foundation and accumulated customer base, we aim to develop it as our long-term growth driver and further increase its proportion in our Group's revenue. Adhering to our long-term strategy to develop professional and specialised e-commerce websites, we intend to create new websites specialising in one single product category that showed growing popularity in our existing website. We will also explore the business-to-business-to-consumer model to provide innovative solutions for corporate customers to offer personalised products on their own platforms through our application programming interface. To facilitate the development, we are expanding our digital marketing team to boost the market presence of our different websites and reach more potential individual and corporate customers.

Our strategy of establishing a new production site in Vietnam remains unchanged. The progress of acquisition of certain land, factories, machines and assets in Vietnam, as disclosed in previous announcements, has been slightly affected because of certain legal procedures. With our determination to provide one more geographical option for our OEM customers and further consolidate our production capacity to cater for upcoming business expansion, we will continue to pursue our development in Vietnam in the coming years.

展望及前景

儘管部分地區的COVID-19疫情有緩和跡象，而疫苗亦陸續推出市面，疫情仍可能繼續妨礙部分主要經濟體的復甦，並於可見未來持續為全球帶來廣泛的不確定性。另外，雖然新任美國政府被認為或有助緩和中美貿易緊張局勢，但COVID-19引起的影響及其他地緣政治因素仍有可能會帶來政治的不穩定性。然而，我們對本集團來年的前景依然審慎樂觀。具體而言，憑藉我們網站銷售業務的堅實基礎及累積的客戶基礎，我們將著力發展其成為我們長遠的增長動力，進一步增加其於本集團收益的佔比。貫徹我們發展專業及專門電子商貿網站的長期策略，我們擬為現有網站上特別受歡迎的個別產品類別增設專門的銷售網站。我們亦會探索「商家對商家對顧客」的商業模式，透過我們的應用程式介面在其他企業商戶的平台上提供客製化產品，為企業提供創新解決方案。為配合業務發展，我們正擴充數碼營銷團隊，以提升我們旗下網站的市場地位，吸納更多潛在的個人及企業客戶。

我們在越南設立新生產場地的策略保持不變。於先前公告內披露在越南收購若干土地、廠房、機器及資產的進展因若干法律程序受到輕微影響。然而，我們決心為OEM客戶提供多一個生產地點的選擇，並進一步加強生產能力以配合業務擴展，因此我們未來數年將繼續推進在越南的發展項目。

APPRECIATION

On behalf of the Board, I would like to take this opportunity to express my sincere appreciation to all of our employees who rose to the challenges and contributed to the growth of our Group with their dedication and professionalism in such a difficult year. Special thanks go to those who braved hardships to stay in their posts during the pandemic. I also thank our shareholders, business partners and professional parties for their tremendous support throughout the year. I believe with all of us standing together, our Group are ready to embrace the challenges ahead for a brighter future.

CHENG Wan Wai

Chairman

Hong Kong, 30 March 2021

致謝

本人謹藉此機會代表董事會向全體僱員衷心致謝，感謝他們在這艱巨的一年能夠迎難而上，秉持專業精神，努力不懈為本集團的發展作出貢獻。特別感謝在疫情期間無懼困難在各地堅守崗位的員工。本人亦感謝股東、業務夥伴及專業團隊這一年來的鼎力支持。本人相信，各方攜手合作，本集團必定能夠克服挑戰，邁向更光明的未來。

主席

鄭穩偉

香港，二零二一年三月三十日

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

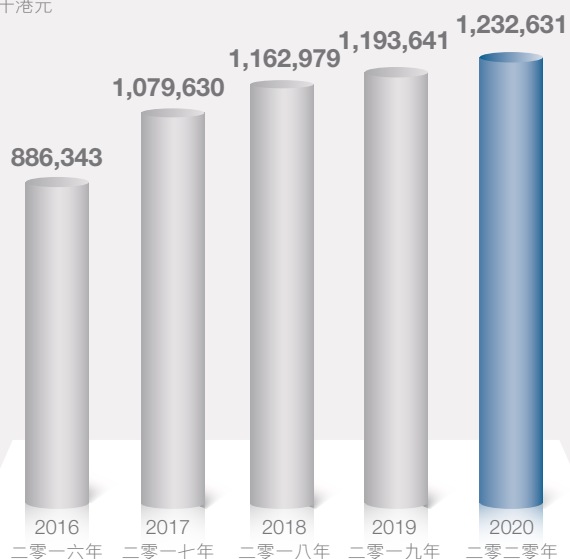
2020
二零二零年
HK\$'000
千港元

2019
二零一九年
HK\$'000
千港元

Revenue	收益	1,232,631	1,193,641
Gross profit	毛利	436,866	365,558
Profit for the year	年內溢利	129,348	84,288
Listing expenses	上市開支	1,166	7,573
Adjusted net profit	經調整純利	130,514	91,861
Earnings per shares (HK cents)	每股盈利(港仙)		
— Basic and diluted	— 基本及攤薄	24.57	21.12

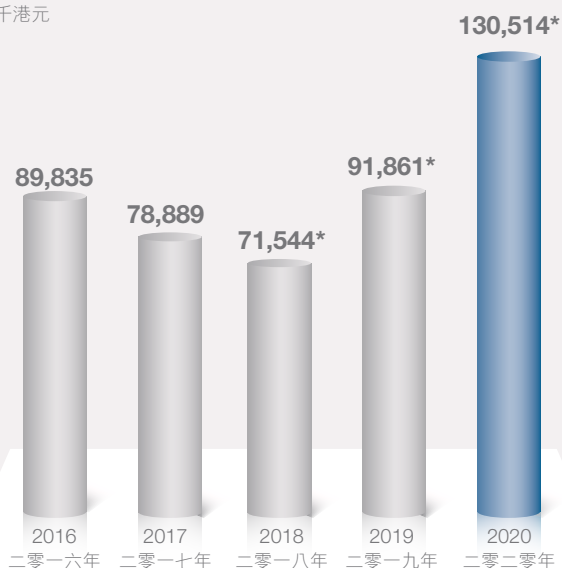
Revenue
收益

HK\$'000
千港元



Adjusted Profit Attributable to
Equity Holders of the Company
經調整本公司權益股東應佔溢利

HK\$'000
千港元



* Eliminated the effect of non-recurring listing related expenses of HK\$20.6 million, HK\$7.6 million and HK\$1.2 million for FY2018, FY2019 and FY2020, respectively
除去分別於二零一八年財政年度、二零一九年財政年度及二零二零財政年度的非經常性上市相關開支20.6百萬港元、7.6百萬港元及1.2百萬港元的影響

BUSINESS REVIEW

Corporate Profile

The Group is a long-established paper product manufacturing and printing services provider. Headquartered in Hong Kong, we operate two key production plants at Dongguan and Heshan in Guangdong Province of the People's Republic of China (the “**PRC**”), with the capability to offer value-adding and customised product engineering services and printing solutions to our customers for a wide spectrum of products. We have over 30 years of operating history, and have established stable business relationships with our major customers in the United States of America (the “**U.S.**”) and countries in Europe.

Our principal product categories are tabletop games, greeting cards, educational items and premium packaging. Our products are sold to (i) OEM customers who generally order mass quantities for direct sales and distribution through their own sales network; and (ii) individual and corporate customers who generally order smaller quantities through online sales channels. Our major OEM customers include an international greeting cards publisher, and multinational children educational products and toys brands.

Business Overview

The financial year of 2020 under review was certainly a challenging and unprecedented time as the outbreak of coronavirus disease 2019 (“**COVID-19**”) severely affected the global economy. Coupled with the uncertainties caused by the ongoing trade tensions between the PRC and the U.S. as well as the U.S. presidential election, the Group remained alert to the difficult environments and became more cautious regarding the application of its resources during the year under review.

業務回顧

公司簡介

本集團是一間歷史悠久的紙製品製造及印刷服務供應商。我們的總部位於香港，於中華人民共和國（「**中國**」）廣東省東莞市及鶴山市營運兩個主要生產廠房，有能力就多種產品為客戶提供增值及定制產品工程服務及印刷解決方案。我們擁有逾30年的經營歷史，並已與我們於美國（「**美國**」）及歐洲各國的主要客戶建立穩定的業務關係。

我們的主要產品類別為桌遊、賀卡、幼教用品及包裝彩盒。我們的產品銷售予(i)通常大量訂購以通過其銷售網絡直銷及分銷的OEM客戶；及(ii)通常透過線上銷售渠道訂購數量較少產品的個體及公司客戶。我們的主要OEM客戶包括一間國際賀卡出版商，以及若干跨國兒童教育產品及玩具品牌。

業務概覽

回顧二零二零年財政年度，由於二零一九冠狀病毒病（「**COVID-19**」）的爆發嚴重影響全球經濟，令這一年前所未有充滿挑戰。加上中美貿易緊張局勢持續，以及美國總統大選所帶來的不明朗因素，本集團於回顧年度對困難環境保持警惕，並對資源運用更為審慎。

With the continuing uncertainties of the global economy, the Group imposed various cost control measures such as the streamlining of work processes through the use of advanced technology and other possible approaches for production planning and control, and lowering operating costs through the introduction of new suppliers and negotiations with service providers for better prices. In addition, the Group continued to relocate part of the end-to-end production of our Group's products for the U.S. market to Vietnam through cooperation with a subcontractor. On the other hand, the Group has been continuing to improve its operational efficiencies and actively pursue Industry 4.0 while staying focused on its long-term opportunities.

Despite the unfavourable market conditions, our revenue increased moderately by approximately 3.3% from approximately HK\$1,193.6 million for FY2019 to approximately HK\$1,232.6 million for FY2020.

At the beginning of 2020, the outbreak of COVID-19 adversely affected the OEM sales of the Group. The business operations of several customers located in the U.S. and Europe suffered from the widespread disruption to economic activities due to COVID-19. In view of such challenges, the Group closely communicated with its customers and provided different solutions to accommodate their situation and overcome this crisis. As a result of our efforts, our export orders have been restored to a normal level since the second half of 2020. Overall, the revenue derived from OEM sales recorded a slight decrease of approximately HK\$15.5 million or 1.4% from approximately HK\$1,090.1 million for FY2019 to approximately HK\$1,074.6 million for FY2020.

While the outbreak of COVID-19 has significantly impacted the business trading environment, it has also pushed e-commerce and online shopping to become one of the fastest growing channels under various travel bans and social distancing policies worldwide. During the year under review, the Group was able to capture such opportunities and achieved a considerable growth in the web sales business. Amid lockdowns and tightening of preventive measures, consumers have changed their behaviours accordingly. Under the trend of the stay-at-home economy, customers have been shifting to online and digital solutions as well as other contact-minimising channels to purchase goods. During FY2020, our web sales business yielded a remarkable

在全球經濟持續不明朗的情況下，本集團實施各種成本控制措施，例如通過使用先進技術及其他可能的生產計劃及管控方法來精簡工作流程，並通過引入新供應商及與服務供應商協商以獲得更優惠的價格來降低運營成本。此外，本集團繼續通過與分包商合作，將本集團售往美國之產品的部分端到端生產轉移至越南。另一方面，本集團一直持續提高其營運效率，亦正積極推行工業4.0，並密切注視其長遠帶來的機遇。

儘管市況欠佳，惟我們的收益由二零一九年財政年度的約1,193.6百萬港元溫和增長約3.3%至二零二零年財政年度的約1,232.6百萬港元。

二零二零年初，COVID-19的爆發對本集團的OEM銷售造成不利影響。位於美國及歐洲的若干客戶的業務營運因COVID-19導致經濟活動廣泛中斷而受到影響。面對該等挑戰，本集團與客戶密切溝通，並提供不同的解決方案，以應對客戶的情況及克服這場危機。在我們的努力下，我們的出口訂單自二零二零年下半年起已恢復至正常水平。整體而言，來自OEM銷售的收益由二零一九年財政年度的約1,090.1百萬港元輕微減少約15.5百萬港元或1.4%至二零二零年財政年度的約1,074.6百萬港元。

COVID-19的爆發對商業貿易環境造成重大影響，同時亦推動了電子商務及線上購物成為全球不同旅遊禁令及社交距離政策下發展最迅速的渠道之一。於回顧年度，本集團能夠把握該等機會，並在網站銷售業務上實現可觀增長。在封城及防疫措施收緊的情況下，消費者的行為亦有所轉變。在「宅經濟」的趨勢下，消費者已轉移至線上及數碼解決方案，以及其他減少接觸的渠道來購買商品。於二零二零年財政年度，我們的網站銷售業務收益錄得顯著增長，由二零一九年財政年度的約103.5百萬港元增加約54.5百萬港元

increase in revenue of approximately HK\$54.5 million or 52.6% from approximately HK\$103.5 million for FY2019 to approximately HK\$158.0 million for FY2020. In particular, the Group recognised a significant growth of approximately 397.2% in the total sales amount mainly derived from jigsaw puzzle products through www.createjigsawpuzzles.com for FY2020 compared with that of FY2019, which was the result of the increased time spent on those products by people in the U.S., and hence the rising demand, due to the COVID-19 related social distancing policies which encouraged indoor activities within household. Meanwhile, the number of active registered user accounts, which refers to the number of registered user accounts with order(s) placed in our five major websites namely www.makeplayingcards.com, www.boardgamesmaker.com, www.createjigsawpuzzles.com, www.printerstudio.com and www.gifthing.com, also increased by approximately 37.2% from approximately 34,900 as at 31 December 2019 to approximately 47,900 as at 31 December 2020.

In spite of huge fluctuations in the world economy during the year under review, the Group achieved the highest profit level for FY2020 in its operating history. During the year under review, the Group recorded a considerable growth in adjusted net profit of HK\$38.6 million or 42.1% from approximately HK\$91.9 million for FY2019 to approximately HK\$130.5 million for FY2020, with an increase in adjusted net profit margin from approximately 7.7% for FY2019 to approximately 10.6% for FY2020. Such increase was mainly attributable to:

- (i) the increase in the proportion of our web sales which has a relatively higher gross profit margin compared to our OEM sales;
- (ii) the decrease in the production costs of our factories located in the PRC due to cost control measures imposed by the Group;
- (iii) the absence of consultancy fees and taxation charges in relation to the transfer of the land parcels and the application of real estate ownership certificates for certain building blocks in the Dongguan factory recorded during FY2019; and

或52.6%至二零二零年財政年度的約158.0百萬港元。尤其是，本集團於二零二零年財政年度透過www.createjigsawpuzzles.com出售主要為拼圖產品的銷售總額較二零一九年財政年度顯著增長約397.2%，乃因COVID-19相關的社交距離政策鼓勵留在家中進行室內活動導致美國人於該等產品花費的時間增加，需求因而上升。同時，活躍註冊用戶賬戶數目(指於我們的五大網站，即www.makeplayingcards.com、www.boardgamesmaker.com、www.createjigsawpuzzles.com、www.printerstudio.com及www.gifthing.com，下達訂單的註冊用戶賬戶數目)亦由二零一九年十二月三十一日約34,900個增加約37.2%至二零二零年十二月三十一日約47,900個。

儘管於回顧年度世界經濟出現巨大波動，惟本集團於二零二零年財政年度仍實現其營運歷史最高的盈利水平。於回顧年度，本集團經調整純利錄得大幅增長，由二零一九年財政年度的約91.9百萬港元增加38.6百萬港元或42.1%至二零二零年財政年度的約130.5百萬港元，經調整純利率則由二零一九年財政年度的約7.7%增至二零二零年財政年度的約10.6%。該增長主要歸因於：

- (i) 我們的網站銷售比例增加，而網站銷售的毛利率較OEM銷售為高；
- (ii) 由於本集團實施成本控制措施，我們位於中國的工廠的生產成本減少；
- (iii) 並無錄得於二零一九年財政年度有關轉讓地塊及就東莞工廠的若干樓宇辦理房地產權證的諮詢費用及稅項支出；及

(iv) the reduction and exemption of corporate social insurance premiums in the PRC according to the notice jointly released by the Ministry of Human Resources and Social Security, the Ministry of Finance, and the State Taxation Administrative of the PRC in February 2020, as well as the receipt of subsidy under the Employment Support Scheme of the Hong Kong Special Administrative Region Government.

(iv) 根據中國人力資源和社會保障部、財政部及國家稅務總局於二零二零年二月聯合發佈的通知，中國企業社會保險保費獲得減免，以及獲得香港特別行政區政府的保就業計劃之補貼。

Future Outlook

The COVID-19 pandemic and the trade tensions between the PRC and the U.S. are expected to subsist for a foreseeable period of time. The increasing labour and material costs within the PRC will also pose major challenges in the coming years. The Group will continue to closely assess and monitor the development of these risks and uncertainties and will take appropriate actions to mitigate their impacts.

Adhering to our long-term business development strategies, we have been striving to continuously expand our web sales business and diversify our sales in different markets. We are pleased to have witnessed some desirable outcomes including the encouraging performance of our web sales business and the increases in both volume and proportion of our sales in European markets in FY2020. Thus, we expect to continue devoting efforts and resources to such strategies in order to further expand our customer base and increase our revenue.

未來展望

我們預期COVID-19疫情及中美貿易緊張局勢將在可預見的一段時間內持續。中國境內的勞工及材料成本上升亦成為本集團於未來數年的主要挑戰。本集團將繼續密切評估及監察該等風險及不明朗因素的發展情況，並採取適當行動以減輕其影響。

我們貫徹長期業務發展策略，不斷發展我們的網站銷售業務，並一直致力使我們的銷售分佈於不同市場。我們樂見部分理想的成果，包括我們於二零二零年財政年度的網站銷售業務令人鼓舞的業績，以及於歐洲市場的銷量及銷售佔比的增長。因此，我們預期繼續為有關策略投放精力及資源，以進一步擴大我們的客戶群並增加我們的收益。

The expansion of manufacturing capacities outside the PRC remains a key strategy of the Group. As disclosed in the Company's prospectus dated 31 December 2019 (the "**Prospectus**"), the Group intends to set up a production site in Vietnam and acquire machines for use in such production site. The Group entered into a non-legally binding memorandum of understanding ("**MOU**") with a vendor in June 2020 pursuant to which it intends to acquire certain land, factories, machines and assets located at Hai Duong Province, Vietnam. The Board believes that such an acquisition will allow the Group to set up its own production site in order to tackle the impacts arising from the trade tensions between the PRC and the U.S. and perform end-to-end production of the Group's principal products for its customers in the U.S. as well as to diversify the operational risks. Details of the MOU in relation to such proposed acquisition were disclosed in the announcements of the Company dated 30 June 2020 and 29 December 2020.

In the current rapidly changing business environment, the management is continuing to develop and procure more orders to maintain a continuous business growth for the Group. In the long run, the Group remains confident in the growth of the overseas tabletop games market especially through online sales channels. The Group will continue to employ additional staff and reinforce the resources of the web sales business segment in order to enhance our competitive advantage and further expand our business.

於中國境外擴展生產能力仍然為本集團的一項重要策略。誠如本公司日期為二零一九年十二月三十一日的招股章程(「招股章程」)所披露，本集團擬於越南設立生產場地及購買機器以供該生產場地使用。本集團於二零二零年六月與一名賣方訂立無法律約束力的諒解備忘錄(「諒解備忘錄」)，據此，本集團擬收購位於越南海陽省的若干土地、廠房、機器及資產。董事會相信，該收購事項將使本集團能夠建立自有生產場地，以應對中美貿易緊張局勢所產生的影響，並為美國客戶進行本集團主要產品的端到端生產以及分散營運風險。有關該建議收購事項的諒解備忘錄詳情已於本公司日期為二零二零年六月三十日及二零二零年十二月二十九日的公告中披露。

在當前瞬息萬變的商業環境下，管理層正持續開發及獲取更多訂單，以保持本集團業務的持續增長。長遠而言，本集團仍對海外桌遊市場的增長充滿信心，尤其是透過線上銷售渠道。本集團將繼續為網站銷售業務增聘員工及鞏固資源，以提升競爭優勢及進一步拓展我們的業務。

As the COVID-19 pandemic is not yet completely under control as at the date of this report, the Group expects that the economic development and business activities in the U.S. and Europe may still be affected in the foreseeable future. As a major part of the Group's revenue is generated from the U.S. and European markets, the Group expects that its future financial performance will continue to be largely dependent on the economic states of these markets. The Group is pleased to see that its financial performance remained strong in FY2020 despite the COVID-19 outbreak as it was able to capture opportunities to expand its e-commerce and online shopping business and therefore achieved a considerable growth in the web sales business. Despite the potential risks brought by the COVID-19 pandemic, the Group expects that its web sales business will continue to grow in the future. Meanwhile, any unfavourable developments of the trade tensions between the PRC and the U.S. such as the imposition of tariffs is out of the Group's control and may significantly affect its business operations and financial results. The Group will continue to (i) pay close attention to the development of the COVID-19 pandemic and the trade tensions between the PRC and the U.S.; (ii) evaluate their impact on the financial position, cash flows and operating results of the Group; and (iii) impose appropriate measures accordingly.

由於截至本年報日期，COVID-19疫情尚未完全受控，本集團預期在可見將來，美國及歐洲的經濟發展及業務活動仍將受到影響。由於本集團的主要收益來自美國及歐洲市場，本集團預期其未來財務表現將繼續主要取決於該等市場的經濟狀況。儘管COVID-19爆發，惟本集團樂見其於二零二零年財政年度的財務表現仍然強勁，乃由於能夠把握機會擴展其電子商務及線上購物業務，並於網站銷售業務實現可觀增長。儘管COVID-19疫情有可能帶來風險，但本集團預期網站銷售業務未來將繼續增長。此外，中美貿易緊張局勢的任何不利發展(如徵收關稅)均非本集團所能控制，並可能對我們的業務經營和財務業績造成重大影響。本集團將繼續(i)密切關注COVID-19疫情及中美貿易緊張局勢的發展情況；(ii)評估其對本集團財務狀況、現金流量及經營業績的影響；及(iii)採取相應適當措施。

FINANCIAL REVIEW

Revenue

The Group achieved a revenue of approximately HK\$1,232.6 million for FY2020, representing an increase of approximately 3.3% as compared with approximately HK\$1,193.6 million for FY2019. The increase in the Group's revenue for FY2020 was driven by the increase in web sales.

The following table sets forth a breakdown of total revenue for the periods indicated by business segment:

		For the year ended 31 December 截至十二月三十一日止年度			
		2020 二零二零年		2019 二零一九年	
		HK\$'000 千港元	%	HK\$'000 千港元	%
OEM sales	OEM銷售	1,074,643	87.2	1,090,129	91.3
Web sales	網站銷售	157,988	12.8	103,512	8.7
Total	總計	1,232,631	100.0	1,193,641	100.0

OEM sales decreased slightly from approximately HK\$1,090.1 million for FY2019 to approximately HK\$1,074.6 million for FY2020, representing a decrease of approximately 1.4%. The decrease was due to the outbreak of COVID-19 which seriously affected the global retail market at the beginning of 2020. Since the second half of 2020, OEM export orders have been restored to a normal level and offset part of the unfavourable impact on our business during the early phase of the COVID-19 outbreak at the beginning of 2020.

財務回顧

收益

本集團於二零二零年財政年度實現收益約1,232.6百萬港元，較二零一九年財政年度約1,193.6百萬港元增加約3.3%。本集團於二零二零年財政年度的收益有所增加乃由於網站銷售增加所致。

下表載列於所示期間按業務分部劃分的總收益明細：

OEM銷售額由二零一九年財政年度的約1,090.1百萬港元輕微減少至二零二零年財政年度的約1,074.6百萬港元，減少約1.4%。其減少乃由於二零二零年年初爆發COVID-19嚴重影響全球零售市場。自二零二零年下半年以來，OEM出口訂單已恢復至正常水平，抵銷部分在二零二零年初爆發COVID-19早期階段對我們業務的不利影響。

Web sales increased significantly from approximately HK\$103.5 million for FY2019 to approximately HK\$158.0 million for FY2020, representing an increase of approximately 52.6%. The increase was primarily due to the surging orders of jigsaw puzzles and the organic growth of playing cards sales during the year under review.

網站銷售額由二零一九年財政年度的約103.5百萬港元顯著增加至二零二零年財政年度的約158.0百萬港元，增幅約為52.6%。其增加主要是由於回顧年度的拼圖訂單激增以及紙牌銷售的自身增長所致。

The table below summarises the geographical revenue based on the destination of delivery for the periods indicated:

下表概述於各所示期間按交付目的地劃分的地區收益：

		For the year ended 31 December 截至十二月三十一日止年度			
		2020 二零二零年		2019 二零一九年	
		HK\$'000 千港元	%	HK\$'000 千港元	%
The United States of America	美國	852,848	69.2	898,883	75.3
Europe	歐洲	197,261	16.0	138,419	11.6
The PRC (including Hong Kong)	中國(包括香港)	97,059	7.9	95,511	8.0
Others	其他	85,463	6.9	60,828	5.1
Total	總計	1,232,631	100.0	1,193,641	100.0

The U.S. and Europe were the two largest overseas markets of the Group which in aggregate accounted for 85.2% and 86.9% of the total revenue for FY2020 and FY2019, respectively. The decrease in sales of the U.S. market was mainly attributable to one of our major customers, which is headquartered in the U.S. and principally engages in the sales of greeting cards, gift wrap and related products, suffering from the decrease in demand for greeting card products during the outbreak of COVID-19. The increase in sales of the European market was mainly due to the increase in demand for tabletop games in Europe during the year under review.

美國及歐洲為本集團兩大海外市場，合計分別佔二零二零年財政年度及二零一九年財政年度總收益的85.2%及86.9%。美國市場的銷售額減少乃主要由於我們其中一名主要客戶(其總部設於美國，主要從事賀卡、禮品包裝及相關產品的銷售)於COVID-19爆發期間對賀卡產品需求下降所致。歐洲市場的銷售增長主要由於歐洲於回顧年度對桌遊的需求增加。

Cost of sales

Our Group's cost of sales mainly consists of cost of raw materials, staff costs in relation to production, sub-contracting charges, depreciation, utilities and factory overhead. The Group recorded a decrease in cost of sales of approximately 3.9% from approximately HK\$828.1 million for FY2019 to approximately HK\$795.8 million for FY2020. The decrease in cost of sales was primarily attributable to (i) the decrease in staff costs incurred in cost of sales as a result of the decrease in the number of production staff and the reduction and exemption of corporate social insurance premiums for enterprises in the PRC during the year under review; and (ii) the decrease in sub-contracting charges as a result of the decrease in sales of greeting card products during FY2020 for which we generally engage our subcontractors for greeting card assembly works.

Gross profit and gross profit margin

For FY2020, the gross profit of the Group was approximately HK\$436.9 million, representing an increase of approximately HK\$71.3 million or approximately 19.5% as compared to approximately HK\$365.6 million for FY2019. The gross profit margin increased from approximately 30.6% for FY2019 to approximately 35.4% for FY2020 and such increment was primarily attributable to (i) the increase in the proportion of our web sales which has a relatively higher gross profit margin comparing to our OEM sales; (ii) the decrease in production cost of our factories located in the PRC due to cost control measures imposed by the Group; and (iii) the reduction and exemption of several corporate social insurance premiums for enterprises in the PRC during the year under review.

銷售成本

本集團的銷售成本主要包括原材料成本、與生產相關的員工成本、分包費用、折舊、公用設施費用及工廠日常開支。本集團錄得銷售成本由二零一九年財政年度的約828.1百萬港元減少約3.9%至二零二零年財政年度的約795.8百萬港元。銷售成本減少主要由於(i)銷售成本產生的員工成本減少，乃由於回顧年度內生產員工人數減少及中國企業的企業社會保險費獲得減免所致；及(ii)分包費用減少，乃由於二零二零年財政年度賀卡產品的銷售額減少，而我們一般委聘分包商進行賀卡的組裝工作。

毛利及毛利率

於二零二零年財政年度，本集團的毛利約為436.9百萬港元，較二零一九年財政年度的約365.6百萬港元增加約71.3百萬港元或約19.5%。毛利率由二零一九年財政年度的約30.6%增加至二零二零年財政年度的約35.4%，此增加主要由於(i)與OEM銷售比較，毛利率較高的網站銷售佔比增加；(ii)由於本集團實施成本控制措施，導致我們位於中國的工廠的生產成本減少；及(iii)中國企業於回顧年度獲減免多項企業社會保險費。

Other (losses)/gains, net

The Group's other (losses)/gains, net mainly consist of foreign exchange gains/loss, fair value gain on derivative financial instruments and gain/loss on disposal of property, plant and equipment. The fluctuations of other (losses)/gains, net was primarily due to the fluctuation of the exchange rate of the RMB against the HKD during FY2020.

Other income, net

The Group's other income, net mainly consists of sales of scrap materials and government grants. The increase in other income, net was mainly due to the receipt of subsidy under the Employment Support Schedule of the Hong Kong Special Administrative Region Government during FY2020.

Selling and distribution expenses

Our selling and distribution expenses primarily consist of transportation expenses, staff costs of our sales personnel, commission paid to our sales representatives and service charges of payment gateways. The selling and distribution expenses amounted to approximately HK\$99.2 million for FY2019, increased by approximately HK\$9.6 million or 9.7%, to approximately HK\$108.8 million for FY2020, which was mainly due to (i) the increase in transportation expenses, which mainly represent expenses incurred in relation to the delivery of finished goods; (ii) the increase in service charges of payment gateways; and (iii) the increase in commission paid during the year under review.

其他(虧損)／收益淨額

本集團的其他(虧損)／收益淨額主要包括匯兌收益／虧損、衍生金融工具的公平值收益及出售物業、廠房及設備之收益／虧損。其他(虧損)／收益淨額的波動主要由於人民幣兌港元於二零二零年財政年度出現波動。

其他收入淨額

本集團的其他收入淨額主要包括銷售廢料及政府補助。其他收入淨額增加乃主要由於在二零二零年財政年度收取香港特別行政區政府保就業計劃項下的補助。

銷售及分銷開支

我們的銷售及分銷開支主要包括運輸費用、銷售人員員工成本、支付銷售代表的佣金及支付網關服務費。二零二零年財政年度的銷售及分銷開支約為108.8百萬港元，較二零一九年財政年度的約99.2百萬港元增加約9.6百萬港元或9.7%，主要由於(i)運輸費用，主要指就運送成品產生的費用增加；(ii)支付網關服務費增加；及(iii)回顧年度所支付的佣金增加。

Administrative expenses

Our administrative expenses mainly comprise staff cost, listing expenses, depreciation and amortisation, legal and professional fees and travelling expenses. The Group's administrative expenses decreased by approximately HK\$17.9 million or 9.8% from approximately HK\$183.1 million for FY2019 to approximately HK\$165.2 million for FY2020. Such decrease was primarily attributable to (i) the absence of consultancy fees and taxation charge in relation to the transfer of the land parcels and the application of real estate ownership certificate for certain building blocks in our Dongguan factory during FY2019; (ii) the decrease in the number of staff during FY2020 as compared with FY2019 as a result of cost control measures imposed by the Group during the year under review; and (iii) the decrease in listing expenses.

Finance costs, net

Our finance costs, net decreased by approximately HK\$4.6 million or 61.6% from approximately HK\$7.5 million for FY2019 to approximately HK\$2.9 million for FY2020, mainly due to the decrease in average bank borrowings balance for FY2020 compared with that of FY2019.

Income tax expense

Our income tax expense increased by approximately HK\$12.9 million, or 75.6% from approximately HK\$17.2 million for FY2019 to approximately HK\$30.1 million for FY2020. The increment was primarily due to higher portion of profit generated by our Heshan Factory which had a relatively higher effective tax rate during the year under review.

行政開支

我們的行政開支主要包括員工成本、上市開支、折舊及攤銷、法律及專業費用以及差旅費用。本集團的行政開支由二零一九年財政年度的約183.1百萬港元減少約17.9百萬港元或9.8%至二零二零年財政年度的約165.2百萬港元。有關減少乃主要由於(i)並無錄得於二零一九年財政年度與轉讓地塊及就東莞工廠的若干樓宇辦理房地產權證有關的諮詢費用及稅項開支；(ii)二零二零年財政年度的員工人數較二零一九年財政年度有所減少因本集團回顧年度內實施的成本控制措施；及(iii)上市開支減少。

融資成本淨額

我們的融資成本淨額由二零一九年財政年度的約7.5百萬港元減少約4.6百萬港元或61.6%至二零二零年財政年度的約2.9百萬港元，乃主要由於於二零二零年財政年度的平均銀行借款餘額較二零一九年財政年度有所減少。

所得稅開支

我們的所得稅開支由二零一九年財政年度的約17.2百萬港元增加約12.9百萬港元或75.6%至二零二零年財政年度的約30.1百萬港元。該增加主要由於我們的鶴山工廠產生的溢利佔比有所上升，而該廠在回顧年度的實際稅率相對較高。

Profit for the year

The Group's profit increased by approximately HK\$45.0 million or 53.5% from approximately HK\$84.3 million for FY2019 to approximately HK\$129.3 million for FY2020. The net profit margin also increased from approximately 7.1% in FY2019 to approximately 10.5% in FY2020. Before taking into account the listing expenses, the adjusted net profit attributable to equity holders of the Company increased by approximately 42.1% from approximately HK\$91.9 million in FY2019 to approximately HK\$130.5 million in FY2020. The adjusted net profit margin also increased from approximately 7.7% in FY2019 to approximately 10.6% in FY2020.

CAPITAL STRUCTURE

The shares (the "Shares") of the Company were listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 16 January 2020 (the "Listing"). There has been no change in the share capital of our Group since then and share capital of our Group only comprises ordinary shares. As at the date of this annual report, the Company has 532,000,000 ordinary shares in issue.

The Group relies principally on its internally generated capital and bank borrowings to fund its business. Details of the borrowings (including the maturity profile of borrowings) are set out in note 29 to the consolidated financial statements.

LIQUIDITY AND FINANCIAL RESOURCES

During FY2020, the Group maintained a healthy liquidity position, with working capital financed mainly by internal resources. The Group adopts a prudent cash and financial management policy.

年內溢利

本集團的溢利由二零一九年財政年度的約84.3百萬港元增加約45.0百萬港元或53.4%至二零二零年財政年度的約129.3百萬港元。純利率亦由二零一九年財政年度的約7.1%增加至二零二零年財政年度的約10.5%。不計及上市開支，本公司權益股東應佔經調整純利由二零一九年財政年度的約91.9百萬港元增加約42.1%至二零二零年財政年度的約130.5百萬港元，經調整純利率亦由二零一九年財政年度的約7.7%增至二零二零年財政年度的約10.6%。

資本結構

本公司股份(「股份」)於二零二零年一月十六日在香港聯合交易所有限公司(「聯交所」)上市(「上市」)。自此，本集團股本並無變化，本集團股本僅包括普通股。於本年報日期，本公司已發行普通股532,000,000股。

本集團主要依靠其內部產生資本及銀行借貸為其業務撥資。借款詳情(包括借款到期日)載列於綜合財務報表附註29。

流動資金及財務資源

本集團於二零二零年財政年度維持健康的流動資金狀況，營運資金主要由內部資源提供。本集團採取審慎的現金及財務管理政策。

As at 31 December 2020, the Group reported net current assets of approximately HK\$232.5 million, as compared with approximately HK\$114.6 million as at 31 December 2019. As at 31 December 2020, the Group's cash and cash equivalents was approximately HK\$236.7 million, representing an increase of approximately HK\$131.9 million as compared to approximately HK\$104.8 million as at 31 December 2019. The cash and cash equivalents mainly consisted majority of Hong Kong dollars, Renminbi and United states dollars.

As at 31 December 2020, total borrowings and lease liabilities for the Group amounted to approximately HK\$92.9 million (31 December 2019: approximately HK\$192.6 million). The borrowings were denominated in HKD and lease liabilities were denominated in HKD and RMB. All bank borrowings are at floating rates and lease liabilities are at fixed rates.

For FY2020, the net cash generated from operating activities was approximately HK\$193.6 million (FY2019: approximately HK\$152.6 million). The net cash generated from operating activities was mainly derived from the profits recorded during the period. The net cash used in investing activities was approximately HK\$47.7 million (FY2019: approximately HK\$42.3 million). The net cash used in financing activities was approximately HK\$17.9 million (FY2019: approximately HK\$65.9 million). For FY2020, the net cash used in investing activities was mainly attributable to payment in relation to the purchase of property, plant and equipment and the net cash used in financing activities was mainly attributable to the net repayment of borrowings and the dividend payment, and partially offset by the proceeds from the Listing during the year under review.

CONTINGENT LIABILITIES

As at 31 December 2020, the Group had no significant contingent liabilities (31 December 2019: nil).

於二零二零年十二月三十一日，本集團報告流動資產淨值約232.5百萬港元，而於二零一九年十二月三十一日則約為114.6百萬港元。於二零二零年十二月三十一日，本集團的現金及現金等價物約為236.7百萬港元，較於二零一九年十二月三十一日的約104.8百萬港元增加約131.9百萬港元。現金及現金等價物主要由港元、人民幣及美元組成。

於二零二零年十二月三十一日，本集團的借款總額及租賃負債約為92.9百萬港元(二零一九年十二月三十一日：約192.6百萬港元)。借款以港元計值，而租賃負債則以港元及人民幣計值。所有銀行借款按浮息計息，以租賃負債則以定息計息。

於二零二零年財政年度，經營活動所得現金淨額約為193.6百萬港元(二零一九年財政年度：約152.6百萬港元)。經營活動所得現金淨額乃主要來自期內錄得的溢利。投資活動所用現金淨額約為47.7百萬港元(二零一九年財政年度：約42.3百萬港元)。融資活動所用現金淨額約為17.9百萬港元(二零一九年財政年度：約65.9百萬港元)。於二零二零年財政年度，投資活動所用現金淨額主要歸因於購買物業、廠房及設備的付款，而融資活動所用現金淨額主要由於償還借款淨額及支付股息，惟部分被回顧年度上市所得款項所抵銷。

或然負債

於二零二零年十二月三十一日，本集團並無重大或然負債(二零一九年十二月三十一日：無)。

CAPITAL COMMITMENTS

As at 31 December 2020, the Group had approximately HK\$6.4 million (31 December 2019: approximately HK\$11.5 million) capital commitments in relation to the purchase of property, plant and equipment.

GEARING RATIO

Gearing ratio is calculated by the total debt (being borrowings and lease liabilities) less cash and cash equivalents and divided by the total equity as at the end of the respective reporting periods and multiplied by 100%. The Group had a net cash position as at 31 December 2020 and gearing ratio of approximately 16.4% as at 31 December 2019. The Group reported a net cash position as at 31 December 2020 primarily because of the decrease in its level of bank borrowings level and the increase in cash and cash equivalents during FY2020.

We will closely monitor our gearing ratio. We analyse the maturity profiles of our borrowings and manage our liquidity level to ensure a sufficient cash flow to service our indebtedness and meet cash requirements arising from our business. We will explore various financing opportunities to improve our capital structure and reduce our cost of capital.

資本承擔

於二零二零年十二月三十一日，本集團就購買物業、廠房及設備的資本承擔約為6.4百萬港元(二零一九年十二月三十一日：約11.5百萬港元)。

資本負債比率

資本負債比率乃按總債務(即借款及租賃負債)減現金及現金等價物及除以有關報告期間之總股本再乘以100%計算。於二零二零年十二月三十一日處於淨現金狀況及於二零一九年十二月三十一日的資本負債比率約為16.4%。本集團於二零二零年十二月三十一日錄得淨現金狀況，主要由於二零二零年財政年度其銀行借款水平下降及現金及現金等價物增加。

我們會密切監察資本負債比率。我們分析借款的到期情況並管理流動資金水平，以確保有足夠的現金流量償還債務，並滿足業務產生的現金需求。我們會探索各種融資機會，以改善我們的資本結構並降低資本成本。

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES AND RELATED HEDGES

As the Group is headquartered in Hong Kong and our production facilities are primarily located in the PRC, most of our production cost and operating expenses are primarily denominated in HKD and RMB, while our revenue is mainly denominated in U.S. Dollars and HKD, we are exposed to foreign currency risks primarily as a result of revenue, production costs and operating expenses that are denominated in foreign currencies other than HKD. The Group's foreign currency exposure also comprises assets and liabilities denominated in currencies other than the subsidiaries' functional currencies.

The Group has set up a policy to manage its foreign currency risk by closely monitoring the movement of the foreign currency rates and employing financial instruments for hedging should the need arise. The Group does not adopt a formal hedge accounting policy. During FY2020, the Group entered into certain forward foreign currency contracts based on actual demand to sell USD and purchase RMB with a licensed bank in Hong Kong. The Group categorises these contracts as being entered into for hedging purpose.

As at 31 December 2020, the notional principal amounts of the outstanding forward foreign exchange contracts were approximately HK\$117.0 million (31 December 2019: nil). For FY2020, fair value gain on derivative financial instruments of approximately HK\$3.9 million (FY2019: nil) was recognised in the consolidated statement of profit or loss and other comprehensive income.

SIGNIFICANT INVESTMENTS

As at 31 December 2020, the Group did not hold any significant investments (31 December 2019: nil).

匯率波動風險及相關對沖

我們的總部位於香港，而我們的生產設施主要位於中國，我們的大部分生產成本及營運開支主要以港元及人民幣計值，惟我們的收益主要以美元及港元計值。我們須承受外幣風險，主要由於我們的收益、生產成本及營運開支是以港元以外的外幣計值所致。本集團的外幣風險亦包括以附屬公司功能貨幣以外的貨幣計值的資產及負債。

本集團已制定政策，透過密切監察外幣匯率的變動管理外幣風險，並在有需要時採用金融工具進行對沖。本集團並無採用正式的對沖會計政策。於二零二零年財政年度，本集團與一間香港持牌銀行訂立若干遠期外匯合約，按照實際需求出售美元及購買人民幣。本集團將該等合約歸類為為對沖目的而訂立的合約。

於二零二零年十二月三十一日，未到期遠期外匯合約的名義本金額約為117.0百萬港元(二零一九年十二月三十一日：零)。於二零二零年財政年度，衍生金融工具的公平值收益約為3.9百萬港元(二零一九年財政年度：無)，已於綜合損益及其他全面收益表確認。

重大投資

於二零二零年十二月三十一日，本集團並無持有任何重大投資(二零一九年十二月三十一日：無)。

MATERIAL ACQUISITIONS OR DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

On 30 June 2020, the Group entered into the non-legally binding MOU with a vendor, an independent third party, to acquire certain land, factories, machines and assets in Vietnam. Subsequently, the Group and the vendor have agreed to enter into the supplemental MOU on 29 December 2020 to extend the exclusivity period and the long stop date of the proposed acquisition. Details of the MOU and the supplemental MOU in relation to such proposed acquisition were disclosed in the announcements of the Company dated 30 June 2020 and 29 December 2020. As at the date of this annual report, no binding agreement in relation to the proposed acquisition has been entered into. In the event that a binding agreement is entered into by the parties, the Group will make further announcement as and when appropriate.

On 11 February 2021, the Group entered into a non-legally binding offer letter with two independent third parties as sellers, to acquire the entire issued share capital of four companies incorporated in Hong Kong with limited liability. The principal assets of the companies are a group of properties located on the same floor of the existing head office of the Group in Hong Kong. The properties are intended to be acquired and held by the Group for its own use. To cope with the business development and expansion of the Group, the Directors consider that it is beneficial for the Group to expand its office in Hong Kong. Details of the proposed acquisition were disclosed in the announcement of the Company dated 11 February 2021. As at the date of this annual report, no binding agreement in relation to the proposed acquisition has been entered into. In the event that a binding agreement is entered into by the parties, the Group will make further announcement as and when appropriate.

Save as disclosed above, the Group did not have any material acquisitions or disposals of subsidiaries, associates and joint ventures during FY2020 (FY2019: nil).

附屬公司、聯營公司及合營企業的重大收購或出售事項

於二零二零年六月三十日，本集團與一名賣方(為獨立第三方)訂立無法律約束力的諒解備忘錄，以收購位於越南的若干土地、廠房、機器及資產。其後，本集團與賣方已同意於二零二零年十二月二十九日訂立補充諒解備忘錄，以延長建議收購事項的獨家期間及最後截止日期。有關相關建議收購事項的諒解備忘錄及補充諒解備忘錄的詳情已於本公司日期為二零二零年六月三十日及二零二零年十二月二十九日的公告中披露。於本年報日期，尚未就建議收購事項訂立任何具約束力的協議。倘各方訂立具約束力的協議，本集團將於適當時另行公告。

於二零二一年二月十一日，本集團與兩名賣方(皆為獨立第三方)訂立不具法律約束力的要約函，以收購四家在香港註冊成立的有限公司的全部已發行股本。該等公司的主要資產為位於本集團香港現有總辦事處同一樓層的一組物業。該等物業擬由本集團收購及持有作自用。為配合本集團的業務發展及擴展，董事認為本集團擴展其於香港的辦公室乃屬有利。建議收購的詳情已於本公司日期為二零二一年二月十一日的公告中披露。於本年報日期，尚未就建議收購訂立任何具約束力的協議。倘各方訂立具約束力的協議，本集團將於適當時候作出進一步公告。

除上文所披露者外，本集團於二零二零年財政年度並無任何附屬公司、聯營公司及合營企業的重大收購或出售事項(二零一九年財政年度：無)。

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as those disclosed in the Prospectus or otherwise in this annual report, there were no other plans for material investments or capital assets during the year under review.

PLEDGE OF ASSETS

As at 31 December 2020, right-of-use assets amounted to approximately HK\$59.1 million property, plant and equipment amounted to approximately HK\$35.0 million have been charged as security for bank borrowings of the Group.

As at 31 December 2019, right-of-use assets amount to approximately HK\$60.4 million, property, plant and equipment amounted to approximately HK\$36.6 million and bank deposit amount to HK\$0.4 million have been charged as security for bank borrowings of the Group.

Details of pledge of assets are set out in note 29 to the consolidated financial information.

USE OF PROCEEDS

The Shares of the Company were listed on the Main Board of the Stock Exchange on 16 January 2020 of which 133,000,000 ordinary shares (comprising 13,300,000 Hong Kong offer shares and 119,700,000 international placing shares) had been allotted and issued under the global offering, at an offer price of HK\$1.18 per Share. The actual net proceeds from the Listing were approximately HK\$111.9 million (after deduction of the listing expenses).

As at the date of this annual report, the Company intends to continue to apply the net proceeds in the manner consistent with that described in the section headed “Future Plans and Use of Proceeds” in the Prospectus. However, the Directors will continue to evaluate the Group’s business objectives and will change or modify the plans according to the changing market condition to create greater value for the Shareholders. Should there be any material change in the intended use of the net proceeds, the Company will make appropriate announcement(s) in due course.

重大投資或資本資產的未來計劃

除招股章程或本年報另行披露者外，於回顧年度並無其他有關重大投資或資本資產的計劃。

資產抵押

於2020年12月31日，約59.1百萬港元的使用權資產及約35.0百萬港元的物業、廠房及設備已用作本集團銀行借款的抵押。

於2019年12月31日，約60.4百萬港元的使用權資產、約36.6百萬港元的物業、廠房及設備及0.4百萬港元的銀行存款已用作本集團銀行借款的抵押。

有關資產抵押的詳情載於綜合財務資料報表附註29。

所得款項用途

本公司的股份於二零二零年一月十六日在聯交所主板上市，其中133,000,000股普通股(包括13,300,000股香港發售股份及119,700,000股國際配售股份)已透過全球發售按發售價每股股份1.18港元配發及發行。上市的實際所得款項淨額約為111.9百萬港元(經扣除上市開支)。

於本年報日期，本公司擬繼續按招股章程「未來計劃及所得款項用途」一節所述方式應用所得款項淨額。然而，董事將繼續評估本集團的業務目標，及將根據不斷變化的市場狀況變更或修改計劃，為股東創造更大價值。若所得款項淨額的擬定用途有任何重大變動，本公司將適時作出適當公告。

The table below sets out an adjusted allocation as adjusted in the same manner and same proportions as shown in the Prospectus and the actual use of the net proceeds as at 31 December 2020:

下表載列於二零二零年十二月三十一日的所得款項淨額經調整分配(按招股章程所示的相同方式及相同比例調整)及實際用途:

Intended use of proceeds as stated in the Prospectus	Actual net proceeds	Actual use of net proceeds up to 31 December 2020	Unutilised net proceeds as at 31 December 2020	Expected timeline for utilising the remaining net proceeds (Note)
招股章程所述所得款項擬定用途	實際所得款項淨額 HK\$'000 千港元	二零二零年十二月三十一日所得款項淨額的實際用途 HK\$'000 千港元	二零二零年十二月三十一日尚未動用所得款項淨額 HK\$'000 千港元	動用餘下所得款項淨額的預期時間表 (附註) HK\$'000 千港元
(i) Enhance the Group's production capacity and operational flexibility 提高本集團的生產能力及經營靈活性	58,726	27,699	31,027	By 31 December 2021 二零二一年十二月三十一日前
(ii) Optimise the Group's product mix and production specialisation by, among others, reallocating the Group's production capacity to Heshan and enhancing the Group's operational efficiency 通過(其中包括)將本集團的產能重新分配至鶴山及提升本集團的運營效率,以優化本集團的產品組合及生產專業度	27,964	2,963	25,001	By 31 December 2021 二零二一年十二月三十一日前
(iii) Enhance the Group's technological capability and upgrading the Group's IT infrastructure 提升本集團的技術能力及升級本集團的資訊科技基礎設施	13,087	3,626	9,461	By 31 December 2021 二零二一年十二月三十一日前
(iv) Working capital and other general corporate purposes 營運資金及其他一般企業用途	12,081	12,081	—	N/A 不適用
	111,858	46,369	65,489	

Note: The expected timeline for utilising the remaining net proceeds is based on the best estimation of the future market conditions made by the Group and is consistent with that as described in the Prospectus. It might be subject to changes based on the current and future development of the market conditions.

附註: 動用餘下所得款項淨額的預期時間表乃基於本集團對未來市場狀況的最佳估計而作出,且與招股章程所述者一致。其可能因市場狀況目前及未來發展出現變動。

The unutilised net proceeds have been placed as bank deposits with licensed banks in Hong Kong.

尚未動用所得款項淨額已存入香港持牌銀行作為銀行存款。

EXECUTIVE DIRECTORS

Mr. CHENG Wan Wai (鄭穩偉), aged 62, is one of our founders, an executive Director, chairman of our Board and chief executive officer of our Company. Mr. Cheng was appointed as a Director in April 2018 and redesignated as an executive Director in January 2019. Mr. Cheng also serves as a director of Archer Praise Limited, Eternity Year Investment Limited, Multi International Investment Group Limited, Q P Enterprises Limited, QP Holdings Limited, Q P Holdings (Vietnam) Limited, Q P International Limited, Q P Printing Limited, Q P Sourcing Limited, Q P Trading Limited, QP (HK) Limited, Radiant Keen Limited, DPI Laboratory Services Limited and Printer's Studio Limited, a director and legal representative of TianJin ZenSee Technology Co, Ltd., Taunus Printing (Heshan) Company Limited*, Dongguan ZenSee Product Testing Limited, Dongguan Zensee Printing Limited, Shenzhen Zen See Information Technology Co., Ltd.* and Q P Trading (Vietnam) Company Limited. He is responsible for formulating overall strategies, planning and business directions of our Group. Mr. Cheng has over 35 years of experience in the printing industry. He established our Group in 1985 with Mr. Yeung Keng Wu Kenneth and served as a director of Q P Printing Limited since its incorporation. Mr. Cheng is the spouse of Ms. Hui Li Kwan, an executive Director of our Group.

Since December 2016, Mr. Cheng has been serving as a vice chairman of the board of directors of the Hong Kong Shine Tak Foundation, a charity organisation, and has been serving as a permanent honorary president since December 2014.

執行董事

鄭穩偉先生，62歲，我們的創始人之一，本公司執行董事、董事會主席兼行政總裁。鄭先生於二零一八年四月獲委任為董事，且於二零一九年一月被調任為執行董事。鄭先生亦擔任弘億有限公司、萬年投資有限公司、萬達國際投資集團有限公司、雋思企業有限公司、QP Holdings Limited、Q P Holdings (Vietnam) Limited、雋思國際企業有限公司、雋思印刷有限公司、雋思物料開發有限公司、雋思貿易有限公司、雋思(香港)有限公司、瑞兆有限公司、雋思檢測服務有限公司及Printer's Studio Limited的董事，以及天津雋思科技有限公司、騰達印刷(鶴山)有限公司、東莞市雋思產品檢測有限公司、東莞雋思印刷有限公司、深圳雋思信息科技有限公司及Q P Trading (Vietnam) Company Limited的董事及法定代表。彼負責制定本集團整體策略、規劃及業務方向。鄭先生於印刷業擁有逾35年經驗。彼於一九八五年與楊鏡湖先生成立本集團，且自雋思印刷有限公司註冊成立起一直擔任其董事。鄭先生為本集團執行董事許莉君女士之配偶。

自二零一六年十二月以來，鄭先生一直擔任慈善機構香港善德基金會董事局副主席，並自二零一四年十二月以來一直為其永遠名譽會長之一。

Mr. YEUNG Keng Wu Kenneth (楊鏡湖), aged 62, is one of our founders and an executive Director, and is responsible for formulating overall strategies and planning, and overseeing the manufacturing operations of our Group. Mr. Yeung was appointed as our Director in April 2018 and redesignated as an executive Director in January 2019. Mr. Yeung also serves as director of Archer Praise Limited, Eternity Year Investment Limited, Multi International Investment Group Limited, Q P Enterprises Limited, QP Holdings Limited, Q P Holdings (Vietnam) Limited, Q P International Limited, Q P Printing Limited, Q P Sourcing Limited, Q P Trading Limited, QP (HK) Limited, Radiant Keen Limited, Printer's Studio Limited, TianJin ZenSee Technology Co, Ltd., Taunus Printing (Heshan) Company Limited* and Dongguan Zensee Printing Limited. He has over 35 years of experience in the printing industry. He established our Group in 1985 with Mr. Cheng Wan Wai and served as a director of Q P Printing Limited since its incorporation.

Between January 2012 and January 2017, Mr. Yeung had been a member of the 12th Dongguan Committee of the Chinese People's Political Consultative Conference. He has been serving as a permanent honorary president of Hong Kong Shine Tak Foundation, a charity organisation, since December 2014.

楊鏡湖先生，62歲，我們的創始人之一且為執行董事，負責制定本集團整體策略及規劃，並監督生產經營。楊先生於二零一八年四月獲委任為董事，且於二零一九年一月被調任為執行董事。楊先生亦擔任弘億有限公司、萬年投資有限公司、萬達國際投資集團有限公司、雋思企業有限公司、QP Holdings Limited、Q P Holdings (Vietnam) Limited、雋思國際企業有限公司、雋思印刷有限公司、雋思物料開發有限公司、雋思貿易有限公司、雋思(香港)有限公司、瑞兆有限公司、Printer's Studio Limited、天津雋思科技有限公司、騰達印刷(鶴山)有限公司及東莞雋思印刷有限公司的董事。彼於印刷業擁有逾35年經驗，彼於一九八五年與鄭穩偉先生成立本集團，且自雋思印刷有限公司註冊成立起一直擔任其董事。

於二零一二年一月至二零一七年一月期間，楊先生一直為中國人民政治協商會議第十二屆東莞市委員會委員。自二零一四年十二月以來，彼一直為慈善機構香港善德基金會的永遠名譽會長之一。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

Ms. LIU Shuk Yu Sanny (廖淑如), aged 58, is an executive Director, and is responsible for formulating strategic planning, overseeing overseas sales, human resources, administration and training functions of our Group. Ms. Liu was appointed as our Director in April 2018 and redesignated as an executive Director in January 2019. Ms. Liu also serves as director of Archer Praise Limited, Eternity Year Investment Limited, Multi International Investment Group Limited, Q P Enterprises Limited, QP Holdings Limited, Q P Holdings (Vietnam) Limited, Q P International Limited, Q P Printing Limited, Q P Sourcing Limited, Q P Trading Limited, QP (HK) Limited, Radiant Keen Limited, Printer's Studio Limited, TianJin ZenSee Technology Co, Ltd., Taunus Printing (Heshan) Company Limited* and Dongguan Zensee Printing Limited. She joined our Group in September 1990 and has over 35 years of experience in the printing industry. Ms. Liu obtained a degree of Executive Master of Business Administration from the Hong Kong University of Science and Technology in May 2004.

Mr. CHAN Wang Tao Thomas (陳宏道), aged 57, is an executive Director, and is responsible for overseeing business development and sales functions of our Group. Mr. Chan was appointed as our Director in April 2018 and redesignated as an executive Director in January 2019. Mr. Chan also serves as director of Archer Praise Limited, Eternity Year Investment Limited, Multi International Investment Group Limited, Product Innovator Limited, Q P Enterprises Limited, QP Holdings Limited, Q P Holdings (Vietnam) Limited, Q P International Limited, Q P Printing Limited, Q P Sourcing Limited, Q P Trading Limited, QP (HK) Limited, Radiant Keen Limited and Printer's Studio Limited. He joined our Group in October 2000 and possesses over 20 years of experience in the paper-based items manufacturing and printing industry. Mr. Chan obtained a degree of Executive Master of Business Administration from The Chinese University of Hong Kong in November 2013.

廖淑如女士，58歲，執行董事，負責制定本集團策略規劃、監督海外銷售、人力資源、行政及培訓職能。廖女士於二零一八年四月獲委任為董事，且於二零一九年一月被調任為執行董事。廖女士亦擔任弘億有限公司、萬年投資有限公司、萬達國際投資集團有限公司、雋思企業有限公司、QP Holdings Limited、Q P Holdings (Vietnam) Limited、雋思國際企業有限公司、雋思印刷有限公司、雋思物料開發有限公司、雋思貿易有限公司、雋思(香港)有限公司、瑞兆有限公司、Printer's Studio Limited、天津雋思科技有限公司、騰達印刷(鶴山)有限公司及東莞雋思印刷有限公司的董事。彼於一九九零年九月加入本集團，在印刷業擁有逾35年經驗。廖女士於二零零四年五月取得香港科技大學行政人員工商管理碩士學位。

陳宏道先生，57歲，執行董事，負責監督本集團的業務發展及銷售職能。陳先生於二零一八年四月獲委任為董事，且於二零一九年一月被調任為執行董事。陳先生亦擔任弘億有限公司、萬年投資有限公司、萬達國際投資集團有限公司、創意產品發展有限公司、雋思企業有限公司、QP Holdings Limited、Q P Holdings (Vietnam) Limited、雋思國際企業有限公司、雋思印刷有限公司、雋思物料開發有限公司、雋思貿易有限公司、雋思(香港)有限公司、瑞兆有限公司以及Printer's Studio Limited的董事。彼於二零零零年十月加入本集團，於紙製品製造及印刷業擁有逾20年經驗。陳先生於二零一三年十一月取得香港中文大學行政人員工商管理碩士學位。

Ms. HUI Li Kwan (許莉君), aged 59, is an executive Director, and is responsible for managing material development and supply. Ms. Hui was appointed as our Director in April 2018 and redesignated as an executive Director in January 2019. Ms. Hui also serves as director of Archer Praise Limited, Eternity Year Investment Limited, Multi International Investment Group Limited, Q P Enterprises Limited, QP Holdings Limited, Q P Holdings (Vietnam) Limited, Q P International Limited, Q P Printing Limited, Q P Sourcing Limited, Q P Trading Limited, QP (HK) Limited, Radiant Keen Limited and Printer's Studio Limited. She joined our Group in July 1985 and has over 35 years of experience in the printing industry. Ms. Hui is the spouse of Mr. Cheng Wan Wai, an executive Director and chairman of our Group.

Mr. MAK Chin Pang (麥展鵬), aged 49, is an executive Director, and is responsible for overseeing administrative and legal compliance matters, accounting and corporate finance functions of our Group. He was appointed as our Director in April 2018 and redesignated as an executive Director in January 2019. Mr. Mak also serves as director of Archer Praise Limited, Eternity Year Investment Limited, Multi International Investment Group Limited, Product Innovator Limited, Q P Enterprises Limited, QP Holdings Limited, Q P Holdings (Vietnam) Limited, Q P International Limited, Q P Printing Limited, Q P Sourcing Limited, Q P Trading Limited, QP (HK) Limited, Radiant Keen Limited, DPI Laboratory Services Limited and Printer's Studio Limited. He is the chairman of the risk management committee and a member of the remuneration committee and nomination committee of our Company. He joined our Group in May 2001 and has over 20 years of experience in accounting, finance, corporate governance, capital management and strategic planning matters.

Mr. Mak obtained a degree of Bachelor of Business Administration in Finance from the Hong Kong University of Science and Technology in November 1994. He obtained a membership of the Hong Kong Institute of Certified Public Accountants (HKICPA) in April 2001, and was admitted a fellow of the Association of Chartered Certified Accountants (ACCA) in November 2005. He also obtained Six Sigma Green Belt from Six Sigma Institute in July 2013.

許莉君女士，59歲，執行董事，負責管理物料開發及供應。許女士於二零一八年四月獲委任為董事，且於二零一九年一月被調任為執行董事。許女士亦擔任弘億有限公司、萬年投資有限公司、萬達國際投資集團有限公司、雋思企業有限公司、QP Holdings Limited、Q P Holdings (Vietnam) Limited、雋思國際企業有限公司、雋思印刷有限公司、雋思物料開發有限公司、雋思貿易有限公司、雋思(香港)有限公司、瑞兆有限公司及Printer's Studio Limited的董事。彼於一九八五年七月加入本集團，於印刷業擁有逾35年經驗。許女士為本集團執行董事及主席鄭穩偉先生之配偶。

麥展鵬先生，49歲，執行董事，並負責監督本集團行政及法律合規事宜、會計及企業融資職能。彼於二零一八年四月獲委任為董事，並於二零一九年一月被調任為執行董事。麥先生亦擔任弘億有限公司、萬年投資有限公司、萬達國際投資集團有限公司、創意產品發展有限公司、雋思企業有限公司、QP Holdings Limited、Q P Holdings (Vietnam) Limited、雋思國際企業有限公司、雋思印刷有限公司、雋思物料開發有限公司、雋思貿易有限公司、雋思(香港)有限公司、瑞兆有限公司、雋思檢測服務有限公司及Printer's Studio Limited的董事。彼為本公司風險管理委員會主席以及薪酬委員會及提名委員會成員。彼於二零零一年五月加入本集團，於會計、財務、企業管治、資本管理及策略規劃方面擁有逾20年經驗。

麥先生於一九九四年十一月畢業於香港科技大學，取得工商管理(金融)學士學位。彼於二零零一年四月成為香港會計師公會(HKICPA)會員，並於二零零五年十一月成為特許公認會計師公會(ACCA)的資深會員。彼亦於二零一三年七月自六式碼學會取得六式碼綠帶。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. CHAN Hiu Fung Nicholas (陳曉峰), *MH*, aged 47, was appointed as our independent non-executive Director in December 2019. He is also the chairman of the remuneration committee and a member of the audit committee, nomination committee and risk management committee of our Company. Mr. Chan is currently a practising solicitor in Hong Kong and has over 20 years of experience in the legal practice. He has become a partner of Squire Patton Boggs, a law firm since September 2005.

Mr. Chan was admitted to practise law as a solicitor in Hong Kong in May 1999 and has since then become a member of The Law Society of Hong Kong. He was admitted to practice law in the Australian Capital Territory and Victoria, Australia in June 1997 and October 2000, respectively, and was admitted to practice as a solicitor in England and Wales in October 2007. Mr. Chan graduated from The University of Melbourne, Australia, with a double degree of Bachelor of Laws and Bachelor of Science in March 1997.

獨立非執行董事

陳曉峰先生，榮譽勳章，47歲，於二零一九年十二月獲委任為我們的獨立非執行董事。彼亦為本公司薪酬委員會主席及審核委員會、提名委員會及風險管理委員會成員。陳先生現為香港執業律師，於法律實務方面擁有逾20年經驗。彼自二零零五年九月成為翰宇國際律師事務所合夥人。

陳先生於一九九九年五月在香港取得執業律師資格，並自此一直為香港律師會會員。彼於一九九七年六月及二零零零年十月分別在澳洲首都領地及澳洲維多利亞省取得執業律師資格，並於二零零七年十月獲取英格蘭及威爾斯的執業律師資格。陳先生於一九九七年三月畢業於澳洲墨爾本大學，並取得法學學士及管理學學士雙學位。

Mr. Chan served as a council member of The Law Society of Hong Kong from December 2014 to May 2019. He has also been serving as a council member of The Hong Kong University of Science and Technology since April 2016. In August 2018, he was appointed as a member to the Legal Aid Services Council for a term of two years from 1 September 2018. He was also appointed as a lay assessor to the Medical Council of Hong Kong. He was appointed as chairman and has been re-designated as vice chairman of eBRAM International Online Dispute Resolution Centre Limited (formerly known as eBRAM Centre Limited), an independent and not-for-profit organisation under Hong Kong law as a company limited by guarantee since May 2020. Since November 2018, he has been serving as a council member of Fu Hong Society, a non-governmental organisation in Hong Kong dedicated to help the mentally handicapped and those in need to live with dignity. He has also been appointed as a member of the Hospital Governing Committee of Castle Peak Hospital and Siu Lam Hospital. Mr. Chan was awarded the Medal of Honours from the Government of Hong Kong in July 2016. Mr. Chan was appointed as a representative of the 13th National People's Congress of the PRC in 2019.

Mr. Chan has been appointed as an independent non-executive director of Sa Sa International Holdings Limited (Stock Code: 178), a company listed on the Main Board of the Stock Exchange, since September 2019, and Pangaea Connectivity Technology Limited (Stock Code: 1473), also a company listed on the Main Board of the Stock Exchange, since January 2021.

陳先生自二零一四年十二月至二零一九年五月擔任香港律師會理事會成員。彼亦自二零一六年四月起一直擔任香港科技大學校董會成員。於二零一八年八月，彼獲委任為法律援助服務局成員，任期自二零一八年九月一日起為期兩年。彼亦獲委任為香港醫務委員會業外審裁員。彼獲委任為一邦國際網上仲調中心有限公司(一間根據香港法律成立的獨立且非營利性有限責任公司)(前稱一帶一路仲裁及調解中心有限公司)的主席，並自二零二零年五月起調任為副主席。自二零一八年十一月起，彼一直擔任香港非政府組織扶康會的董事局成員，該組織致力於幫助智障人士及有需要的人士活得有尊嚴。彼亦獲委任為青山醫院及小欖醫院之醫院管治委員會成員。陳先生於二零一六年七月獲得香港政府授予榮譽勳章。陳先生於二零一九年獲委任為中華人民共和國第十三屆全國人大代表。

陳先生自二零一九年九月起獲委任為聯交所主板上市公司莎莎國際控股有限公司(股份代號：178)的獨立非執行董事，亦自二零二一年一月起獲委任為聯交所主板上市公司環聯連訊科技有限公司(股份代號：1473)的獨立非執行董事。

Prof. CHENG Man Chung Daniel (鄭文聰), *BBS, MH, JP*, aged 63, was appointed as our independent non-executive Director in December 2019. He is also the chairman of the nomination committee and a member of the audit committee, remuneration committee and risk management committee of our Company. He has over 20 years of experience in the engineering industry.

Since August 1993, he has been serving as the Managing Director of Dunwell Group (including Dunwell Industrial (Holdings) Ltd., Dunwell Technology (Holdings) Ltd., and Dunwell Enviro-Tech International Ltd.). The business of its group of companies covers collection and handling of waste oil, wastewater and chemical waste, manufacturing and installation of wastewater treatment and recycling system and provision of technical advisory services.

Prof. Cheng serves as the President of the Hong Kong Environmental Industry Association. Between July 2015 and July 2017, he served as the chairman of the Federation of Hong Kong Industries, and was appointed as its Honorary President since July 2017. He also currently serves as a member of the Chief Executive's Council of Advisers on Innovation and Strategic Development and the Committee on Innovation, Technology and Re-industrialisation. He is a Fellow of The Hong Kong Institute of Engineers and a registered professional engineer of the Engineers Registration Board.

Prof. Cheng was appointed by The University of Hong Kong as Honorary Professor for the period from March 2016 to February 2019 and as Adjunct Professor for the period from March 2019 to February 2021 in the Department of Industrial and Manufacturing Systems Engineering. He has also been appointed by The Hong Kong Polytechnic University as Professor of Practice (Management) in the Department of Management and Marketing. He was awarded the Medal of Honours from the Government of Hong Kong in July 2007 and appointed as a Justice of the Peace by the Government of Hong Kong in July 2011. In 2017, he received the Bronze Bauhinia Star (*BBS*) from the Government of Hong Kong.

鄭文聰教授，*銅紫荊星章、榮譽勳章、太平紳士*，63歲，於二零一九年十二月獲委任為我們的獨立非執行董事。彼亦為本公司提名委員會主席及審核委員會、薪酬委員會及風險管理委員會成員。彼於工程行業擁有逾20年的經驗。

彼自一九九三年八月起一直擔任正昌集團(包括正昌(集團)有限公司、正昌科技(集團)有限公司及正昌環保科技(集團)有限公司)的董事總經理。該集團公司之業務涵蓋廢油、廢水及化學廢物的收集及處理、廢水處理及回收系統的製造及安裝以及提供技術諮詢服務。

鄭教授擔任香港環保產業協會會長。彼於二零一五年七月至二零一七年七月期間擔任香港工業總會主席，且於二零一七年七月獲委任為其名譽會長。彼目前亦擔任行政長官創新及策略發展顧問團及創新、科技及再工業化委員會委員。彼為香港工程師學會資深會員，並為工程師註冊管理局的註冊專業工程師。

鄭教授獲香港大學任命為名譽教授，任期由二零一六年三月至二零一九年二月，並獲該校工業及製造系統工程系委任為客席教授，任期由二零一九年三月至二零二一年二月。彼亦獲香港理工大學委任為管理及市場系應用(管理)教授。彼於二零零七年七月獲得香港政府授予榮譽勳章，並於二零一一年七月獲香港政府委任為太平紳士。彼於二零一七年獲得香港政府頒發銅紫荊星章。

Prof. Cheng obtained a degree of Bachelor of Science in Industrial Engineering from the California State Polytechnic University, Pomona, the United States, in June 1981. In February 2014, he received the Certificate of Congressional Recognition for his induction into the Hall of Fame Class of 2014 from the California State Polytechnic University, Pomona, the United States.

Mr. NG Shung (吳嵩), *JP (Australia)*, aged 57, was appointed as our independent non-executive Director in December 2019. He is also the chairman of the audit committee and a member of the remuneration committee, nomination committee and risk management committee of our Company. He is a fellow certified public accountant in Hong Kong and has over 10 years of experience in professional accounting. He has been serving as the chairman of the board of directors of Racing World Publications Limited since 2003.

Mr. Ng obtained a degree of Bachelor of Economics from Macquarie University, Australia, in April 1986, and a degree of Master of Commerce in Organizational Behaviour from the University of New South Wales, Australia, in April 1988. He was admitted to the status of Certified Practising Accountant of the Australian Society of Certified Practising Accountants in September 1992, and was issued a Public Practice Certificate by the Australian Society of Certified Practising Accountants in February 1993. He was admitted as a fellow of the Hong Kong Institute of Certified Public Accountants (formerly known as the Hong Kong Society of Accountants) in March 1999. He was also admitted as a fellow of The Hong Kong Institute of Director in January 2018.

鄭教授於一九八一年六月取得美國波莫納加州州立理工大學工業工程理學學士學位。彼於二零一四年二月被列入美國波莫納加州州立理工大學二零一四年度名人堂而獲頒發美國眾議院榮譽狀。

吳嵩先生，*太平紳士(澳大利亞)*，57歲，於二零一九年十二月獲委任為我們的獨立非執行董事。彼亦為本公司審核委員會主席及薪酬委員會、提名委員會及風險管理委員會成員。彼為一名香港資深會計師，並於專業會計方面擁有逾10年經驗。彼自二零零三年起一直擔任賽馬天下出版有限公司董事會主席。

吳先生於一九八六年四月在澳洲麥覺理大學取得經濟學學士學位且於一九八八年四月取得澳洲新南威爾士大學商業(組織行為學)碩士學位。彼於一九九二年九月成為澳洲會計師公會認可之執業會計師，並於一九九三年二月獲得澳洲會計師公會頒發的執業會計證書。彼於一九九九年三月獲准成為香港會計師公會(前稱香港會計師學會)資深會員。彼亦於二零一八年一月獲准成為香港董事學會資深會員。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

Mr. Ng had served in the Executive Committee of the Hong Kong Paralympic Committee & Sports Association For The Physically Disabled from 2009 to 2015, and had been the chairman of its public relations and marketing sub-committee from 2010 to 2013. He had served as chairman of the Public Relations and Fundraising Subcommittee and an Elected Member of the General Committee of Riding For The Disabled Association Limited from 2003 to 2010, and the vice-chairman of the International Liaison Subcommittee and vice-chairman of the Rehab Subcommittee from 2011 to 2013 and 2012 to 2015, respectively. He was re-elected as chairman of the Public Relations and Fundraising Subcommittee and an Elected Member of the General Committee and served such roles from 2015 to 2016. He had also served as the president of Hong Kong Racehorse Owners Association from 2014 to 2015. He was appointed as a Voting Member of the Hong Kong Jockey Club in 2016. He was appointed as Justice of the Peace by the Government of New South Wales, Australia, in 1992, and was awarded Chief Executive's Commendation for Community Service by the Government of Hong Kong in 2009.

吳先生於二零零九年至二零一五年在香港殘疾人奧委會暨傷殘人士體育協會執行委員會任職，並於二零一零年至二零一三年擔任其公關及市務委員會主席。彼曾於二零零三年至二零一零年擔任香港傷健策騎協會有限公司公關及籌募委員會主席及理事會選任理事，並於二零一一年至二零一三年及二零一二年至二零一五年分別擔任國際聯絡委員會副主席和復康委員會副主席。彼於二零一五年至二零一六年期間再次獲選為公關及籌募委員會主席及理事會選任理事。彼亦於二零一四年至二零一五年擔任香港馬主協會會長。彼於二零一六年獲委任為香港賽馬會遴選會員。彼於一九九二年獲澳大利亞新南威爾士政府委任為太平紳士，並於二零零九年獲香港政府頒授行政長官社區服務獎狀。

SENIOR MANAGEMENT

Mr. HUNG Wai Ming Kenny (洪偉明), aged 60, joined our Group in May 1994. Mr. Hung is the general manager of Taunus Printing (Heshan) Company Limited*, and is responsible for the management and supervision of the production and operation of Heshan factory. Mr. Hung had been served as a director of Q P International Limited between January 2018 and December 2020. Mr. Hung has over 30 years of experience in production management.

Mr. HA Kevin Tu Hao (何賜豪), aged 55, joined our Group in November 2003. Mr. Ha is the director of technology development of our Group, and is responsible for the management and supervision of our technology department. Mr. Ha had been served as a director of Q P International Limited between January 2018 and December 2020. Mr. Ha has over 20 years of experience in the printing and publishing industry.

Mr. WOO Yu Sing Kevin (胡銳成), aged 57, joined our Group in March 2018. Mr. Woo is the director of product integrity of our Group, and is responsible for the management and supervision of our product integrity department to safeguard the product integrity and safety, quality system and assurance, and compliance. Mr. Woo had been served as a director of DPI Laboratory Services Limited between March 2018 and December 2020. Mr. Woo has over 35 years of experience in the quality system, quality control and assurance management in the manufacturing industry, as well as the laboratory management.

Mr. CHU Chong Kei Elvis (朱創基), aged 57, joined our Group in November 2008. Mr. Chu is the director of quality assurance and compliance of our Group, and is responsible for the management and supervision of our quality assurance and compliance department. Mr. Chu had been served as a director of Q P International Limited between January 2018 and December 2020. Mr. Chu has over 25 years of experience in the quality control and assurance management in the manufacturing industry.

高級管理層

洪偉明先生，60歲，於一九九四年五月加入本集團。洪先生現任騰達印刷(鶴山)有限公司的總經理，負責管理及監督鶴山廠房的生產及營運業務。洪先生亦於二零一八年一月至二零二零年十二月擔任雋思國際企業有限公司的董事。洪先生擁有逾30年的生產管理經驗。

何賜豪先生，55歲，於二零零三年十一月加入本集團。何先生現任本集團的技術發展總監，負責管理及監督技術部門。何先生亦於二零一八年一月至二零二零年十二月擔任雋思國際企業有限公司的董事。何先生於印刷出版業擁有逾20年經驗。

胡銳成先生，57歲，於二零一八年三月加入本集團。胡先生現任本集團的產品整合總監，負責管理及監督產品整合部，以保障產品的整合及安全、質量體系及保證以及合規性。胡先生亦於二零一八年三月至二零二零年十二月擔任雋思產品檢測有限公司的董事。胡先生於製造業的質量體系、質量控制及保證管理以及實驗室管理方面擁有逾35年的經驗。

朱創基先生，57歲，於二零零八年十一月加入本集團。朱先生現任本集團的品質保證及遵章管理總監，負責管理及監督我們的品質保證及遵章部門。朱先生亦於二零一八年一月至二零二零年十二月擔任雋思國際企業有限公司的董事。朱先生於製造業擁有逾25年的質量控制與保證管理經驗。

Mr. CHEUNG Chun Man (張俊文), aged 48, joined our Group in October 2012. Mr. Cheung is the IT director of our Group, and is responsible for management and supervision of our IT department. Mr. Cheung has over 20 years of experience in the information and technology. Mr. Cheung obtained a degree of Bachelor of Mathematics from the University of Waterloo in Canada in May 1997.

Dr. YUEN Wai Hung (袁偉雄), *Ph.D. (Chem), MRSC, CChem, CSci*, aged 53, joined our Group in April 2011 till January 2020 and rejoined us in May 2020. Dr. Yuen is the senior research and application manager of our Group, and is responsible for the management and supervision of our research and application activities. Dr. Yuen had been served as a director of DPI Laboratory Services Limited between June 2012 and January 2020. Dr. Yuen has over 20 years of chemistry research experience and industrial applications, and provides scientific and technological advice to internal stakeholders and clients. Dr. Yuen obtained a degree of Doctor of Philosophy (Ph.D.) from the University of Manchester Institute of Science and Technology (UMIST) and the Victoria University of Manchester in 1997. He has been awarded the status of Member (MRSC) and Chartered Chemist (CChem) by the Royal Society of Chemistry in 1994 and recognized as a Chartered Scientist (CSci) by the Science Council in 2004. He is a member of China Association of Inventions (CAI) and serving as Technical Committees Member of ASTM International since 2011. Dr. Yuen is currently the inventors of four China Invention Patents and one China utility model patent. He had been appointed as lecturer and Honorary Assistant Professor in the Department of Chemistry by different universities in Hong Kong.

張俊文先生，48歲，於二零一二年十月加入本集團。張先生現任本集團資訊科技總監，負責管理及監督我們的資訊科技部門。張先生於資訊科技領域擁有逾20年經驗。張先生於一九九七年五月畢業於加拿大滑鐵盧大學，取得數學學士學位。

袁偉雄博士 *Ph.D. (Chem), MRSC, CChem, CSci*，53歲，於二零一一年四月加入本集團（於二零二零年一月離任），並於二零二零年五月再次加入本集團，袁博士現任本集團高級研發及應用經理，負責管理及監督我們的研發及應用工作。袁博士曾於二零一二年六月至二零二零年一月擔任雋思檢測服務有限公司的董事。袁博士於化學研究及工業應用方面擁有逾20年的經驗，並為內部利益相關者及客戶提供科學及技術諮詢。袁博士於一九九七年在英國曼徹斯特理工大學 (UMIST) 及曼徹斯特維多利亞大學取得博士學位 (Ph.D.)。彼於一九九四年獲英國皇家化學學會授予會員 (MRSC) 及特許化學家 (CChem) 資格，並於二零零四年獲英國皇家化學學會及科學理事會認可為特許科學家 (CSci)。彼為中國發明協會 (CAI) 會員，自二零一一年起擔任美國材料和試驗協會技術委員會委員。袁博士目前是四項中國發明專利及一項中國實用新型專利的發明者。彼曾獲香港多所大學聘請為化學系講師及名譽助理教授。

Mr. HUI Chun Yip David (許駿業), aged 42, joined our Group in November 2009. Mr. Hui is the engineering director of our Group, and is responsible for the management and supervision of our engineering department. Mr. Hui had been served as a director of Q P International Limited between January 2018 and December 2020. Mr. Hui has over 19 years of experience in the engineering area of the manufacturing industry. He obtained a degree of Bachelor of Engineering in Manufacturing Informatics and Systems Engineering from the City University of Hong Kong in November 2006 and a degree of Master of Engineering in Engineering Management from the Open University of Hong Kong in October 2016. Mr. Hui was certified as a Registered Lean Specialist (Life Type Registration) in October 2014 and a registered Lean Sigma Black Belt in March 2015 by the Six Sigma Institute of Hong Kong. In September 2015, he obtained a certificate of certified Six Sigma Black Belt from the China Association for Quality. He completed the Industry 4.0 Program Facilitator Training in June 2017 and was awarded a certificate of completion from the Fraunhofer Institutes of Production Technology and the Hong Kong Productivity Council.

Mr. WONG Hung Pan (黃鴻斌), aged 35, joined our Group in March 2017. Mr. Wong is the financial controller of our Group and the company secretary of our Company, and is responsible for financial matters, corporate governance, capital management, company secretarial matters and strategic planning. Mr. Wong has over 13 years of experience in audit and assurance, financial management, and corporate governance with several international accounting firms and listed companies in Hong Kong. Mr. Wong obtained a degree of Bachelor of Arts in Accounting and Finance from the University of Exeter, the United Kingdom in July 2007 and further obtained a degree of Master of Corporate Governance from the Hong Kong Polytechnic University in September 2019. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, and an associate member of The Hong Kong Institute of Chartered Secretaries and The Chartered Governance Institute.

* The English translation of the names is for reference only. The official names of these companies are in Chinese.

許駿業先生，42歲，於二零零九年十一月加入本集團。許先生現任本集團的工程總監，負責管理及監督我們的工程部門。許先生亦於二零一八年一月至二零二零年十二月擔任雋思國際企業有限公司的董事。許先生於製造業的工程領域擁有逾19年經驗。彼於二零零六年十一月取得香港城市大學製造業信息與系統工程學士學位，並於二零一六年十月取得香港公開大學工程管理工程碩士學位。許先生於二零一四年十月及於二零一五年三月分別獲香港六式碼學會認證為註冊精益專家(終身制資格註冊)及註冊精益六式碼黑帶。於二零一五年九月，彼取得中國質量協會的註冊六式碼黑帶證書。彼於二零一七年六月完成工業4.0項目促進員培訓，並取得弗朗霍夫研究院生產技術研究所及香港生產力促進局頒發結業證書。

黃鴻斌先生，35歲，於二零一七年三月加入本集團。黃先生為本集團財務總監及本公司公司秘書，負責財務事宜、企業管治、資本管理、公司秘書事務及策略規劃工作。黃先生在香港多家國際會計師事務所及上市公司擁有超過13年審計及保證、財務管理及企業管治經驗。黃先生於二零零七年七月取得英國埃克塞特大學的會計及財務文學學士學位，並於二零一九年九月再取得香港理工大學企業管治碩士學位。彼為香港會計師公會資深會員及為香港特許秘書公會及特許公司治理公會會員。

* 英文譯名僅供參考，此公司的官方名稱為中文。

The Board is pleased to report to the Shareholders on the corporate governance of the Company for the year ended 31 December 2020.

CORPORATE GOVERNANCE PRACTICES

The Board is committed to high level of corporate governance to safeguard the interests of Shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability. The Company has adopted the principles and code provisions of the Corporate Governance Code (“**CG Code**”) contained in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) as its own code of corporate governance.

董事會欣然向股東報告本公司截至二零二零年十二月三十一日止年度的企業管治。

企業管治常規

董事會力求達至高水平的企業管治，以保障股東權益、提高企業價值、制定其業務策略及政策、並提高其透明度及問責性。本公司已採納聯交所證券上市規則（「上市規則」）附錄十四所載之企業管治守則（「企業管治守則」）的原則及守則條文，作為其本身的企業管治守則。

Since 16 January 2020 (the “**Listing Date**”) and up to 31 December 2020, the Company has applied and complied with the CG Code in each case as set out in Appendix 14 to the Listing Rules, except for the deviation from the CG Code of code provision A.2.1. Under code provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separated and should not be performed by the same individual and the division of responsibilities between the chairman and chief executive should be clearly established and set out in writing. Mr. Cheng Wan Wai currently holds both positions of the chairman of the Board and the chief executive officer of the Company, being responsible for the effective functioning of the Board in accordance with good corporate governance practice and implementing objectives, policies and strategies approved by members of the Board from time to time. Mr. Cheng has been the key leadership figure of the Group who has been primarily involved in the formulation of business strategies and, more importantly, the determination of the overall direction of the Group since 1985. The Board considers that having Mr. Cheng acting as both our chairman and chief executive officer provides strong and consistent leadership to our Group and facilitate the efficient execution of our business strategies. Also, the Board considers there are adequate safeguards in place to ensure sufficient balance of powers within the Board, such as major issues affecting the operations of the Company are made in consultation with experienced and high caliber Directors in regular Board meetings, the delegation of authorities to the management and the supervision of the management by the members of the Board and the relevant Board committees. Having considered the factors mentioned above, the Board considers Mr. Cheng is the best candidate for both positions and the present arrangements are beneficial and in the interest of the Group and the Shareholders as a whole. The Board will continue to review and consider segregating the roles of the chairman and chief executive officer at an appropriate time, taking into account the circumstances of the Group as a whole.

自二零二零年一月十六日(「上市日期」)起及直至二零二零年十二月三十一日止，本公司已應用及遵守上市規則附錄十四所載的企業管治守則，惟偏離企業管治守則的守則條文第A.2.1條除外。根據企業管治守則的守則條文第A.2.1條，主席與行政總裁的角色應有區分，並不應由一人同時兼任，且主席與行政總裁之間職責的分工應清楚界定並以書面列載。鄭穩偉先生目前兼任本公司董事會主席及行政總裁，負責帶領董事會根據良好企業管治常規有效運作，並實施董事會成員不時批准的目標、政策及策略。鄭先生自一九八五年起一直為本集團的主要領導人，主要涉及制定業務策略，且更重要的是，負責釐定本集團的整體方向。董事會認為，由鄭先生兼任主席與行政總裁可為本集團提供強而有力及貫徹一致的領導，並促進我們業務策略的有效執行。此外，董事會相信已有足夠措施保障董事會內的權力平衡，例如影響本公司業務的重大事項均在定期董事會會議先諮詢經驗豐富及優秀的董事，下放權力至管理層及由董事會成員與相關董事委員會監督管理層。經考慮上述因素後，董事會認為鄭先生為該兩個職位的最佳人選，而現時的安排屬有利且符合本集團及股東之整體利益。董事會將繼續檢討，並在參考本集團整體情況的前提下考慮於適當時候分拆主席與行政總裁的職位。

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard indicated by the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules.

All Directors have confirmed, following specific enquiry by the Company, that they have complied with the required standard set out in the Model Code adopted by the Company since the Listing Date and up to the date of this annual report.

BOARD OF DIRECTORS Roles and Responsibilities

The Company is headed by an effective Board which oversees the Group's businesses, strategic decisions and performance and takes decisions objectively in the best interests of the Company. The Board directly and indirectly through its committees, leads and provides direction to the management by laying down strategies and overseeing their implementation by the management. The Board monitors the operating and financial performance of the Group, reviews the internal control policies of the Group, and ensures that effective governance and sound internal control and risk management systems are in place. The Board operates under defined terms of reference which set out matters specifically reserved for its decision. The terms of reference are available on the website of the Company.

The Board should regularly review the contribution required from a Director to perform his responsibilities to the Company, and whether the Director is spending sufficient time performing them.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances at the Company's expenses for discharging their duties to the Company. The Directors shall disclose to the Company details of other offices held by them.

證券交易之標準守則

本公司已採納有關董事進行證券交易的操守守則，其條款不遜於上市規則附錄十所載上市發行人董事進行證券交易之標準守則（「標準守則」）。

經本公司作出具體查詢後，全體董事均確認自上市日期起至本年報日期已遵守本公司採納的標準守則所載所需標準。

董事會 角色及責任

本公司由高效的董事會領導，董事會監察本集團之業務、策略方針及表現，並以本公司最大利益為目的作出客觀的決定。董事會直接及間接地透過委員會制訂策略及監督管理層執行該等策略，以領導及指引管理層。董事會監察本集團的經營及財務表現，檢討本集團的內部控制政策，並確保設有有效的監管以及健全的內部控制與風險管理體系。董事會按既定職權範圍行事，其中載有須由董事會決定的具體事項。職權範圍載於本公司網站。

董事會應定期審查董事就向本公司履行其職責時需作出的貢獻，及董事有否投入充足時間履行其職責。

全體董事均可全面並及時獲得本公司所有資料，並可於要求時在適當情況下尋求獨立專業意見，以向本公司履行其職責，費用由本公司承擔。董事須向本公司披露其所擔任的其他職位的詳情。

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and coordinating the daily operation and management of the Company are delegated to the management.

Board Composition

The Board currently comprises nine Directors, consisting of six executive Directors and three independent non-executive Directors, whose biographical information set out in the section headed “Biographical Details of Directors and Senior Management” of this annual report. The composition of the Board is as follow:

Executive Directors

Mr. CHENG Wan Wai (*Chairman*)
Mr. YEUNG Keng Wu Kenneth
Ms. LIU Shuk Yu Sanny
Mr. CHAN Wang Tao Thomas
Ms. HUI Li Kwan
Mr. MAK Chin Pang

Independent Non-Executive Directors

Mr. CHAN Hiu Fung Nicholas
Prof. CHENG Man Chung Daniel
Mr. NG Shung

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations. The independent non-executive Directors will also be able to provide an impartial, external opinion to protect the interests of our public Shareholders.

董事會負責決定所有與政策事宜、策略及預算、內部控制及風險管理、重大交易(尤其是涉及利益衝突者)、財務資料、委任董事及本公司其他重大營運事宜有關的重大事宜。有關執行董事會決策、指導及協調本公司日常營運及管理的責任則下放管理層。

董事會組成

董事會目前共有九位董事，包括六位執行董事以及三位獨立非執行董事，本公司各董事履歷詳情載於本年報「董事及高級管理層履歷」一節。董事會組成如下：

執行董事

鄭穩偉先生(主席)
楊鏡湖先生
廖淑如女士
陳宏道先生
許莉君女士
麥展鵬先生

獨立非執行董事

陳曉峰先生
鄭文聰教授
吳嵩先生

全體董事(包括獨立非執行董事)均為董事會帶來各種不同的寶貴業務經驗、知識及專業，使其可高效和有效運作。獨立非執行董事負責確保本公司有高標準的監管報告，並就企業行動及營運作出有效獨立判斷，為董事會帶來平衡。獨立非執行董事亦可提供公正的外部意見，保障公眾股東的權益。

Board Meetings and Directors' Attendance Records

The Board is scheduled to meet regularly at least four times a year at approximately quarterly intervals. Such Board meetings involve the active participation, either in person or through other electronic means of communication, of a majority of Directors. Notices of not less than fourteen days will be given for all regular board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for regular board meetings.

During FY2020, four Board meetings was held at regular interval, at which the Directors approved, among other things, (i) the annual results of the Group for the year ended 31 December 2019, (ii) the interim results for the six months ended 30 June 2020 and (iii) the distribution of dividends as well as discussed the overall strategy, business progress, operation updates, and quarterly results.

The attendance records of each director at the Board, Board Committee meetings and annual general meeting (“AGM”) during the financial year are set out in the table below:

Name of Directors	董事姓名	Attendance/Number of Meetings 出席/會議次數					Risk	AGM 股東 週年大會
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Management Committee 管理委員會	Management Committee 風險 管理委員會	
Mr. CHENG Wan Wai (Chairman)	鄭穩偉先生(主席)	4/4	–	–	–	–	–	1/1
Mr. YEUNG Keng Wu Kenneth	楊鏡湖先生	4/4	–	–	–	–	–	1/1
Ms. LIU Shuk Yu Sanny	廖淑如女士	4/4	–	–	–	–	–	1/1
Mr. CHAN Wang Tao Thomas	陳宏道先生	4/4	–	–	–	–	–	1/1
Ms. HUI Li Kwan	許莉君女士	4/4	–	–	–	–	–	1/1
Mr. MAK Chin Pang	麥展鵬先生	4/4	–	1/1	1/1	2/2	–	1/1
Mr. CHAN Hiu Fung Nicholas	陳曉峰先生	4/4	2/2	1/1	1/1	2/2	–	0/1
Prof. CHENG Man Chung Daniel	鄭文聰教授	4/4	2/2	1/1	1/1	2/2	–	1/1
Mr. NG Shung	吳嵩先生	4/4	2/2	1/1	1/1	2/2	–	1/1

Apart from regular Board meetings, the Chairman also held a meeting with the independent non-executive Directors without the presence of other Directors during the financial year.

董事會會議及董事出席紀錄

董事會每年至少召開四次定期會議，大約每季度一次。該等董事會會議須由大多數董事親身或透過其他電子通訊方式積極參與。所有定期董事會會議將發出不少於十四天的通知，以使全體董事有機會出席並將事項納入定期董事會會議議程。

於二零二零年財政年度，四次董事會會議定期舉行，於會議上，董事會批准(其中包括)(i)本集團截至二零一九年十二月三十一日止年度的年度業績、(ii)截至二零二零年六月三十日止六個月的中期業績及(iii)股息分派，並討論整體策略、業務進展、營運最新情況以及季度業績。

各董事於財政年度內出席董事會、董事會委員會會議及股東週年大會(「股東週年大會」)的記錄載於下表：

Independent non-executive Directors

Each of the independent non-executive Directors have signed a service contract with the Company for a fixed term of three years commencing from 16 January 2020. Such appointment may be terminated in accordance with the terms of the letters of appointment, including by either party giving to the other party not less than one month's advance written notice of termination.

The independent non-executive Directors have brought in a wide range of business and financial expertise, experience and independent judgement to the Board. Through active participation in the Board meetings and serving on various Board committees, all independent non-executive Directors will continue to make various contributions to the Company.

Throughout the Reporting Period, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing at least one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. Based on such confirmations, the Company is of the view that all independent non-executive Directors are independent during the Reporting Period.

Appointment and Re-election of Directors

Each of the Directors has entered into a service agreement or a letter of appointment with the Company for a specific term and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles.

獨立非執行董事

本公司已與各位獨立非執行董事簽訂服務合約，任期自二零二零年一月十六日起，為期三年。該委任可根據委任書的條款終止，包括其中一方可向另一方於不少於一個月提前發出書面終止通知。

獨立非執行董事為董事會帶來廣泛業務及財務專業知識、經驗及獨立判斷。通過積極參與董事會會議並於各董事會委員會任職，所有獨立非執行董事將繼續為本公司作出各種貢獻。

於報告期間內，董事會一直遵守上市規則有關委任最少三名獨立非執行董事且當中最少一名擁有適當專業會計資格或相關財務管理專業知識的規定以及獨立非執行董事數目佔董事會最少三分之一。

本公司已接獲各獨立非執行董事根據上市規則第3.13條所載獨立性指引提交的年度獨立性確認書。根據有關確認書，本公司認為所有獨立非執行董事於報告期間內均為獨立。

董事之委任及重選

各董事均已與本公司訂立特定期限的服務協議或委任書，並受其中終止條文及細則所載的董事輪席退任規定限制。

At any time or from time to time, the Board shall have the power to appoint any person as a Director either to fill a casual vacancy on the Board or as an additional Director to the existing Board subject to any maximum number of Directors, if any, as may be determined by the shareholders of the Company (the “**Shareholders**”) in general meeting. Any Director so appointed to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director so appointed as an addition to the existing Board shall hold office only until the first AGM of the Company after his appointment and be eligible for re-election at such meeting. Any Director so appointed by the Board shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an AGM.

At each AGM, one third of the Directors for the time being shall retire from office by rotation. However, if the number of Directors is not a multiple of three, then the number nearest to but not less than one third shall be the number of retiring Directors. The Directors to retire in each year shall be those who have been in office longest since their last re-election or appointment but, as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected has been lodged at the head office or at the registration office of the Company. The period for lodgment of such notices shall commence no earlier than the day after despatch of the notice of the relevant general meeting and end no later than seven days before the date of such general meeting and the minimum length of the period during which such notices to the Company may be lodged must be at least seven days.

董事會有權隨時或不時委任任何人士為董事，以填補董事會臨時空缺或增加現有董事會的人數，惟須受本公司股東（「股東」）可能於股東大會上釐定的董事人數上限（如有）規限。任何以此方式獲委任以填補董事會臨時空缺的董事的任期僅至其委任後本公司首屆股東大會為止，屆時有資格於有關會議膺選連任。任何以此方式獲委任以增加現有董事會人數的董事的任期僅至其委任後本公司首屆股東週年大會為止，屆時有資格於有關會議膺選連任。於確定股東週年大會輪值退任的董事或董事人數時，不考慮任何以此方式獲董事會委任的董事。

在每屆股東週年大會上，當時三分之一董事將輪席退任。若董事人數並非三的倍數，則以最接近但不少於三分之一的人數為準。每年須退任的董事將為自上次獲選連任或委任後任期最長的董事，惟倘多位董事於同一日成為董事或獲選連任，則以抽籤決定須退任的董事名單（除非彼等之間另有協定）。

退任董事以外的人士概無資格於任何股東大會膺選董事職務，除非經董事會推薦，並須將推舉有關人士為董事的意向的書面通知，以及有關獲推舉人士表示願意接受膺選的書面通知，送呈本公司總辦事處或註冊辦事處。寄發該等通知書的期間由不早於寄發相關股東大會通告當日至不遲於該股東大會日期前七日止，而向本公司發出有關通知書的通知期亦必須為最少七天。

Continuous Professional Development of Directors

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant. The Directors are encouraged to participate in appropriate continuous professional development to develop and refresh their knowledge and skills. Internally-facilitated briefings for Directors would be arranged and reading materials on relevant topics would be provided to Directors where appropriate.

Every newly appointed Director shall receive a formal and comprehensive induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements. Such induction shall be supplemented by visits to the Company's key plant sites and meetings with senior management of the Company.

Prior to the Listing, all Directors have been given the training regarding the directors' duties and responsibilities, corporate governance and regulatory updates and relevant reading materials including compliance manual/legal and regulatory updates/seminar handouts have been provided to the Directors for their reference and studying.

During the financial year, our legal adviser has provided an online training and relevant materials to all Directors on continuous professional development for directors.

董事的持續專業發展

董事應及時了解監管發展及變化，以助彼等有效地履行職責，以確保其繼續在具備全面資訊及切合所需的情況下對董事會作出貢獻。本公司鼓勵董事參與適當的持續專業發展，培養及更新其知識與技能。我們會於需要時為董事安排內部簡介會及提供相關主題的讀物。

每名新任董事於首次獲委任時均會獲提供正式及全面的入職介紹，確保新董事可適當掌握本公司業務及營運，並完全了解於上市規則及相關法規要求下的董事職責及責任。有關入職介紹應包括考察本公司的主要廠房場地，及與本公司的高級管理層會面。

上市前，所有董事均已就作為董事的職責及責任、企業管治及監管更新獲提供培訓，董事亦獲提供有關閱讀材料(包括合規手冊／法律及監管更新／研討會講義)，供彼等參考和研究。

於財政年度內，本公司的法律顧問為全體董事提供了有關董事持續專業發展的一次線上培訓及相關資料。

Up to the date of this annual report, the current Board members have participated in the following training programs:

截至本年度報告日期，現任董事會成員已參加了以下培訓項目：

Name of Directors	董事姓名	Types of training	
		Attending online training organised by our legal adviser 參加由我們的法律顧問籌辦的線上培訓	Reading materials relating to general business, regulatory updates on listing rules and board practices 閱讀有關一般業務、上市規則及董事會慣例的最新監管資料
Executive Directors			
Mr. CHENG Wan Wai (<i>Chairman</i>)	鄭穩偉先生(主席)	✓	✓
Mr. YEUNG Keng Wu Kenneth	楊鏡湖先生	✓	✓
Ms. LIU Shuk Yu Sanny	廖淑如女士	✓	✓
Mr. CHAN Wang Tao Thomas	陳宏道先生	✓	✓
Ms. HUI Li Kwan	許莉君女士	✓	✓
Mr. MAK Chin Pang	麥展鵬先生	✓	✓
Independent non-executive Directors			
Mr. CHAN Hiu Fung Nicholas	陳曉峰先生	✓	✓
Prof. CHENG Man Chung Daniel	鄭文聰教授	✓	✓
Mr. NG Shung	吳嵩先生	✓	✓

BOARD COMMITTEES

The Board has established four committees, namely, the audit committee, remuneration committee, nomination committee and risk management committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with specific written terms of reference which deal clearly with their authority and duties. The terms of reference of the Board Committees are posted on the Company's website and the Stock Exchange's website and are available to Shareholders upon request.

董事委員會

董事會已成立四個委員會，即審核委員會、薪酬委員會、提名委員會及風險管理委員會，以監管本公司事務的特定層面。本公司所有董事委員會均已訂明書面職權範圍，清楚說明彼等之權限及職責。董事委員會的職權範圍刊登於本公司網站及聯交所網站，並可應要求供股東查閱。

Audit Committee

The audit committee of the Company (“**Audit Committee**”) consists of three independent non-executive Directors, namely Mr. NG Shung, Mr. CHAN Hiu Fung Nicholas and Prof. CHENG Man Chung Daniel, and is chaired by Mr. NG Shung who has appropriate professional qualifications, accounting and related financial management expertise as required under Rule 3.10(2) of the Listing Rules.

Under its terms of reference, the primary duties of the Audit Committee are to (i) make recommendations to the Board on the appointment and removal of the external auditor; (ii) review the financial statements of the Group and monitoring the integrity of such financial statements; (iii) oversee the financial reporting, risk management and internal control systems of the Group; and (iv) oversee and manage the relationship with external auditors.

During the year ended 31 December 2020, the Audit Committee held two meetings to (i) review the audited annual results and annual report for the year ended 31 December 2019; (ii) review the unaudited interim results and interim report for the six-month ended 30 June 2020; (iii) review the remuneration, terms of engagement, the relationship, and independence of the Group’s external auditor; and (iv) monitor the effectiveness of the internal audit function by reviewing the internal audit programme and the major investigation findings. The Audit Committee also met the external auditor once without the presence of the executive Directors.

The Company’s consolidated financial statements for the year ended 31 December 2020 have been reviewed by the Audit Committee. The Audit Committee considered that the relevant financial statements have been prepared in compliance with the applicable accounting principles and requirements of the Stock Exchange and disclosures have been fully made.

審核委員會

本公司審核委員會(「**審核委員會**」)包括三名獨立非執行董事，即吳嵩先生、陳曉峰先生及鄭文聰教授。吳嵩先生擔任主席，其具備上市規則第3.10(2)條所規定之適當專業資格、會計及相關財務管理專業知識。

根據職權範圍，審核委員會的主要職責為(i)向董事會提出有關聘任及罷免外聘核數師之建議；(ii)審閱本集團的財務報表並監控該等財務報表的完整性；(iii)監察本集團的財務報告、風險管理及內部監控系統；及(iv)監察及管理與外聘核數師的關係。

於截至二零二零年十二月三十一日止年度，審核委員會舉行了兩次會議，以(i)審閱截至二零一九年十二月三十一日止年度的經審核年度業績及年度報告；(ii)審閱截至二零二零年六月三十日止六個月的未經審核中期業績及中期報告；(iii)審閱本集團外聘核數師的薪酬、委聘條款、關係及獨立性；及(iv)通過審閱內部審核項目及主要調查結果，監察內部審核職能的成效。審核委員會亦於執行董事避席的情況下與外聘核數師有一次會面。

審核委員會已審查本公司截至二零二零年十二月三十一日止年度的綜合財務報表。審核委員會認為，有關財務報表已按照聯交所適用之會計原則及規定編製，並已作出充分披露。

Remuneration Committee

The remuneration committee of the Company (“**Remuneration Committee**”) comprises three independent non-executive Directors, namely Mr. CHAN Hiu Fung Nicholas, Prof. CHENG Man Chung Daniel and Mr. NG Shung and one executive Director, namely Mr. MAK Chin Pang, and is chaired by Mr. CHAN Hiu Fung Nicholas.

Under its terms of reference, the primary duties of the Remuneration Committee are to review and determine the terms of remuneration packages, bonuses and other compensation payable to Directors and senior management of our Group.

During the year ended 31 December 2020, the Remuneration Committee held one meeting to (i) review the remuneration policy of the Group; (ii) assess the performance of executive Directors with reference to the corporate goals and objectives; (iii) review the remuneration packages of individual executive Directors and senior management of the Group; and (iv) make recommendations to the Board on respective remuneration packages.

Details of the remuneration of the Company’s Directors and five highest paid individuals are set out in note 9 to the consolidated financial statements for the year ended 31 December 2020. The range of remuneration of the senior management are as follows:

薪酬委員會

本公司薪酬委員會(「**薪酬委員會**」)包括三名獨立非執行董事陳曉峰先生、鄭文聰教授及吳嵩先生以及一名執行董事麥展鵬先生。陳曉峰先生擔任主席。

根據職權範圍，薪酬委員會的主要職責為檢討及釐定應付本集團董事及高級管理層之薪酬待遇，花紅及其他報酬之條款。

於截至二零二零年十二月三十一日止年度，薪酬委員會舉行了一次會議，以(i)審閱本集團的薪酬政策；(ii)參考企業目標及宗旨評估執行董事的表現；(iii)審閱本集團個別執行董事及高級管理層的薪酬待遇；及(iv)就有關薪酬待遇向董事會提出建議。

有關本公司董事及五名最高薪人士薪酬的詳情載於截至二零二零年十二月三十一日止年度綜合財務報表附註9。高級管理層的薪酬範圍如下：

Range of Remuneration	薪酬範圍	Number of Senior Management 高級管理層人數
HK\$nil to HK\$1,000,000	零港元至1,000,000港元	1
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	5
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	2

Nomination Committee

The nomination committee of the Company (“**Nomination Committee**”) comprises three independent non-executive Directors, namely Prof. CHENG Man Chung Daniel, Mr. CHAN Hiu Fung Nicholas and Mr. NG Shung and one executive Director, namely MAK Chin Pang, and is chaired by Prof. CHENG Man Chung Daniel.

Under its terms of reference, the primary duties of the Nomination Committee are to make recommendations to our Board on the appointment and removal of our Directors. In assessing the Board composition, the Nomination Committee would take into account various aspects as well as factors concerning Board diversity as set out in the Company’s Board diversity policy. The Nomination Committee would discuss and agree on measurable objectives for achieving and maintaining diversity on the Board, where necessary, and recommend them to the Board for adoption.

Pursuant to Director nomination policy of the Group, the Nomination Committee will recommend to the Board for the appointment of a Director in accordance with the following selection criteria, procedures and process for nomination of Directors:

- (i) The Nomination Committee shall consider the following factors when nominating potential candidates for the appointment and reappointment of Directors:
- whether the individual’s educational background and qualification, skills and experience are relevant to the Company’s business model and specific needs;
 - the individual’s character and reputation for integrity;
 - whether the individual would be able to devote sufficient time to the Board;

提名委員會

本公司提名委員會(「**提名委員會**」)包括三名獨立非執行董事鄭文聰教授、陳曉峰先生、吳嵩先生以及一名執行董事麥展鵬先生。鄭文聰教授擔任主席。

根據職權範圍，提名委員會的主要職責為就董事的委任及罷免向董事會提出建議。於評估董事會組成時，提名委員會將考慮本公司董事會多元化政策中載列的董事會多元化的各個方面和因素。提名委員會將討論並在必要時商定實現和維持董事會多元化的可計量目標，並建議董事會採納。

根據本集團的董事提名政策，提名委員會將按照以下董事提名的甄選標準、程序及流程向董事會推薦任命董事：

- (i) 提名委員會在提名委任及重新委任董事的潛在候選人時，應考慮以下因素：
- 該人士的教育背景及資格、技能及經驗是否與本公司的業務模式及具體需求相關；
 - 該人士的品格及誠信聲譽；
 - 該人士是否能夠為董事會投入足夠的時間；

- In respect of appointment and reappointment of independent non-executive Directors, to consider the independence of the individual with reference to the independence criteria set out in Rule 3.13 of the Listing Rules;
 - how the individual would be able to contribute to the diversity of the Board with reference to the factors set out in the Board diversity policy of the Company from time to time in force; and
 - Board succession planning considerations.
- (ii) The Board or the Nomination Committee shall deploy such channel(s) for identifying suitable director candidates as it deems appropriate, including but not limited to referrals from existing Directors, Shareholders, advisers and third party agency firms and advertisements.
- (iii) The Nomination Committee shall adopt such process as it deems appropriate in evaluating the suitability of the potential candidates, such as interviews, background checks and third party reference checks, and select or make recommendations to the Board on the selection of individuals to be nominated for directorships based on the selection criteria set out in paragraph (i) above.
- (iv) The ultimate responsibility for the selection and appointment of Directors shall rest with the entire Board.
- 就委任及重新委任獨立非執行董事而言，參考上市規則第3.13條所載的獨立性標準，以考慮該人士的獨立性；
 - 參考本公司不時生效的董事會多元化政策所載的因素，考慮該人士如何為董事會多元化作出貢獻；及
 - 董事會的繼任計劃考慮因素。
- (ii) 董事會或提名委員會應在其認為適當的情況下透過各種途徑物色合適的董事候選人，包括但不限於由現任董事、股東、顧問以及第三方代理公司及廣告。
- (iii) 提名委員會於評估潛在候選人的合適性時，應採用其認為適當的程序，例如面試、背景審查及第三方資歷查核，並根據上文第(i)段所載甄選標準，甄選提名擔任董事職位的人選或就其甄選向董事會提供推薦建議。
- (iv) 甄選及委任董事的最終責任由整個董事會負責。

During the year ended 31 December 2020, Nomination Committee held one meeting to (i) review the structure, size and composition of the Board; (ii) make recommendations to the Board on the re-appointment of Directors; (iii) assess the independence of independent non-executive Directors; and (iv) review its own performance, constitution and term of reference and recommend any changes if considers necessary to the Board for approval.

於截至二零二零年十二月三十一日止年度，提名委員會舉行了一次會議，以(i)審閱董事會的架構、規模及組成；(ii)就重新委任董事向董事會提出建議；(iii)評估獨立非執行董事的獨立性；及(iv)審閱其本身的表現、章程及職權範圍，並在認為有需要時向董事會建議任何更改，以供批准。

Risk Management Committee

The risk management committee of the Company (“**Risk Management Committee**”) comprises three independent non-executive Directors, namely Mr. CHAN Hiu Fung Nicholas, Prof. CHENG Man Chung Daniel and Mr. NG Shung and one executive Director, namely Mr. Mak Chin Pang, and is chaired by Mr. Mak Chin Pang.

Under its terms of reference, the primary duties of the Risk Management Committee include, but are not limited to, the following: (i) reviewing the risk management system of the Group and ensure that the management has performed its duties to establish an effective risk management system; (ii) formulating risk policies and standards; (iii) reviewing the material risk exposures of the Group; (iv) reviewing annually the changes in nature and extent of significant risks; (v) reviewing annually the scope and quality of management's ongoing monitoring of risk management systems; (vi) reviewing the Directors' decisions on entering into hedge arrangements; (vii) reviewing the effectiveness of the hedge policy; and (viii) providing recommendations to the Board on improving the hedge policy, where appropriate and if necessary.

During the year ended 31 December 2020, the Risk Management Committee held two meetings to monitor the risk management and internal control system by reviewing major investigation findings on risk management and internal control matters and response from management to these findings.

Our Directors have a balanced mix of knowledge and skills, including, strategies and management planning, human resources, administration, training, business development, sales, material development, procurement, accounting and corporate finance, engineering, information technology and legal compliance. We have three independent non-executive Directors with different industry backgrounds, representing one third of the members of our Board. Taking into account our existing business model and specific needs as well as the different background of our directors, the composition of our Board satisfies our Board diversity policy.

風險管理委員會

本公司風險管理委員會(「**風險管理委員會**」)包括三名獨立非執行董事陳曉峰先生、鄭文聰教授及吳嵩先生以及一名執行董事麥展鵬先生。麥展鵬先生擔任主席。

根據職權範圍，風險管理委員會的主要職責包括(但不限於)：(i)審閱本集團的風險管理制度，並確保管理層已履行其職責以建立有效的風險管理制度；(ii)制定風險政策及標準；(iii)審閱本集團的重大風險敞口；(iv)每年審閱重大風險於性質與程度上的變化；(v)每年審閱管理層對風險管理系統進行持續監控之範圍和質量；(vi)審閱董事作出對沖安排之決定；(vii)審閱對沖政策之成效；及(viii)在適當及有必要的情況下，向董事會提供有關改善對沖政策之建議。

於截至二零二零年十二月三十一日止年度，風險管理委員會舉行了兩次會議，通過審查風險管理及內部控制事項的重大調查結果以及管理層對該等結果的回應，來監督風險管理及內部控制制度。

董事具備均衡的知識及技能組合，包括戰略管理及策劃、人力資源、行政、培訓、業務發展、銷售、物料開發、採購、會計及企業融資、工程、資訊科技及法律合規性。我們有三名獨立非執行董事，具有不同的行業背景，佔董事會成員的三分之一。考慮到我們現有的業務模式及特定需求以及董事的不同背景，董事會的組成符合我們的董事會多元化政策。

Board Diversity Policy

In order to enhance the effectiveness of our Board and to maintain the high standard of corporate governance, we have adopted the Board diversity policy which is available on the Company's website. It sets out the objective and approach to achieve and maintain diversity of our Board. Pursuant to the Board diversity policy, we seek to achieve Board diversity through the consideration of a number of factors when selecting the candidates to our Board, including but not limited to gender, skills, age, professional experience, knowledge, cultural, education background, ethnicity and length of service. The ultimate decision of the appointment will be based on merit and the contribution which the selected candidates will bring to our Board.

Our Nomination Committee is responsible for ensuring the diversity of our Board members. After the Listing, our Nomination Committee will review the Board diversity policy from time to time to ensure its continued effectiveness and we will disclose in our corporate governance report about the implementation of the Board diversity policy on an annual basis.

Corporate Governance Functions

The Board is responsible for performing the functions set out in the Code Provision D.3.1 of the CG Code.

During the Reporting Period, the Board had reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and the Company's compliance with the CG Code and disclosure in this corporate governance report.

董事會多元化政策

為提高董事會的效能及維持高企業管治水平，本公司已採納董事會多元化政策，其載於本公司網站，載列達致及維持董事會多元化的目的及方法。根據董事會多元化政策，本公司透過於甄選董事會人選時考慮多項因素而力求達致董事會多元化，其中包括但不限於性別、技能、年齡、專業經驗、知識、文化、教育背景、種族及服務年期。最終的委任決定將根據有能者居之的原則以及獲選人員將為董事會帶來的貢獻而決定。

我們的提名委員會負責確保董事會成員的多元化。上市後，我們的提名委員會將不時檢討董事會多元化政策，以確保其持續有效，以及我們每年會在企業管治報告中披露有關董事會多元化政策的落實情況。

企業管治職能

董事會負責履行企業管治守則之守則條文第D.3.1條所載之職能。

於報告期間，董事會已審閱本公司的企業管治政策及常規、董事及高級管理層的培訓及持續專業發展、本公司遵守法律和法規要求的政策及常規、標準守則遵守情況、本公司遵守企業管治守則，以及本企業管治報告的披露。

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness. Such systems 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.

In order to ensure the internal control operate effectively, the Company has adopted a series of internal control policies, procedures and programmes designed to provide reasonable assurance for achieving objectives including effective and efficient operations, reliable financial reporting and compliance with applicable laws and regulations. The Board reviews the risk management and internal controls annually. Highlights of the Company's internal control system include the following:

Code of conduct — Our code of conduct explicitly communicates to each employee our values, acceptable criteria for decision-making and our ground rules for behavior.

Internal audit — Our Group has its own internal audit team which regularly monitors key controls and procedures in order to assure our management and the Board of Directors that the internal control system is functioning as intended. The internal audit department carries out an annual risk assessment on each identified audit area and revised an annual audit plan according to the nature of business and risk exposures. The audit plan is reviewed and agreed by the Audit Committee. In addition to the agreed schedule of work, the internal audit department conducts other review and investigation work as may be required. The internal audit department is also responsible for following up corrective actions to ensure that satisfactory controls are maintained. The Audit Committee receives summary reports from the internal audit department periodically while the results of internal audit reviews and responses to the recommended corrective actions are also reported to the executive Directors.

風險管理及內部監控

董事會確認其有關風險管理及內部監控系統以及檢討彼等成效之責任。該等系統乃旨在管理而非消除未能達成業務目標之風險，且只能就不會出現重大失實陳述或損失作出合理而非絕對保證。

為確保內部監控有效運行，本公司已採納一系列內部監控政策、程序及計劃以合理確保實現高效運營、可靠的財務報告並符合適用法律及法規等目標。董事會每年檢討風險管理及內部監控。本公司的內部監控制度概要如下：

行為守則 — 行為守則向各員工切實表明我們的價值、決策的可接受標準及行為基本規則。

內部審核 — 本集團擁有自己的內部審核團隊，其定期監察主要控制及程序，以向管理層及董事會保證內部監控系統按預期運作。內部審核部門對每個已確定的審核領域進行年度風險評估，並根據業務性質及風險敞口修訂年度審核計劃。審核計劃由審核委員會審閱及協定。除協定的工作時間表外，內部審核部門亦在可能有需要的時候進行其他審查及調查工作。內部審核部門亦負責跟進糾正行動，以確保維持令人滿意的控制。審核委員會定期收到內部審核部門的總結報告，同時亦向執行董事報告內部審核審查結果及對建議糾正行動的回應。

Compliance with Listing Rules — Our various policies aim to ensure compliance with the Listing Rules, including but not limited to aspects related to corporate governance, connected transactions and securities transactions by the Directors.

Enhanced internal control procedures to prevent the recurrence of non-compliance incidents — The Company also adopted a number of enhanced internal control procedures to prevent the recurrence of non-compliance incidents.

We have established a set of risk management policies and measures to identify, evaluate and manage risks arising from our operations. Our risk management process starts with identifying the major risks associated with our corporate strategy, goals and objectives. Each of our operating departments is responsible for identifying and analyzing risks associated with its function, maintaining a comprehensive risk register, preparing risk mitigation plans, measuring effectiveness of such risk mitigation plans and reporting the status of risk management. Our Risk Management Committee, Audit Committee and ultimately the Board supervise the implementation of our risk management policy at the corporate level by bringing together each operating department, such as quality control, research and development and sales, to collaborate on risk issues among different functions.

遵守上市規則 — 我們各種政策旨在確保遵守上市規則有關(包括但不限於)企業管治、關連交易及董事進行證券交易的規定。

加強內部監控程序以防止不合規事件再次發生 — 本公司亦已採納多項經加強的內部監控程序，防止不合規事件再次發生。

我們已設立一套風險管理政策及措施，以識別、評估及管理營運產生的風險。風險管理程序始於識別與企業策略、宗旨及目標有關的主要風險。各營運部門負責識別及分析與其職能有關的風險，維持全面的風險紀錄冊、編製降低風險計劃、計量有關降低風險計劃的成效及報告風險管理情況。我們的風險管理委員會、審核委員會及最終董事會監管企業層面風險管理政策的執行情況，透過質量管理、研發及銷售等各營運部門的合作，於不同職能的風險管理事宜上互相配合。

The Board is accountable for the overall responsibility in respect of monitoring the implementation of internal control and risk management procedures and other measures in the Group. The Company's risk management and internal control system aims at managing but not eliminating the risk for not being able to achieve the business objective. Moreover, only reasonable but not absolute guarantee is made for materially untrue statement or loss. Such annual review was done with a view to ensuring that resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal control and financial reporting functions are adequate. In this respect, the Risk Management Committee and Audit Committee communicated any material issues to the Board.

The Board, through the Risk Management Committee and Audit Committee, conducted an annual review of both design and implementation effectiveness of the risk management and internal control systems of the Group, which covered all material controls including financial, operational and compliance control for the year ended 31 December 2020. The Directors satisfied and confirmed that the risk management and internal control systems were effective and adequate.

董事會就監督及落實本集團的內部監控與風險管理程序以及其他措施承擔整體責任。本公司的風險管理及內部監控制度旨在管理而非消除未能達成業務目標的風險。此外，只能就有重大的失實陳述或損失的陳述作出合理而非絕對的保證。有關年度審閱旨在確保本集團的資源、員工資歷及經驗、培訓計劃以及集團在會計、內部監控及財務報告職能的預算充足。就此方面，風險管理委員會及審核委員會向董事會報告任何重大事宜。

董事會透過風險管理委員會及審核委員會對本集團的風險管理及內部監控系統的設計及執行成效進行年度檢討，當中涵蓋截至二零二零年十二月三十一日止年度的所有重大監控，包括財務、營運及合規監控。董事信納並確認，風險管理及內部監控系統屬有效及足夠。

HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Group regulates the handling and dissemination of inside information to ensure inside information remains confidential until the disclosure of such information is appropriately approved, and the dissemination of such information is efficiently and consistently made. The Group is committed to ensure that information contained in announcements are not false or misleading as to a material fact, or false or misleading through the omission of a material fact in view of disclosure of inside information in a balanced, adequate and effective way.

The Group sets out written guidelines and procedures to the employees or directors of the Group, while the employees or directors of the Group undertake to ensure inside information of the Group is not to be disseminated to the public unless the Board decides such information is regarded as inside information and requires disclosure in accordance with the Listing Rules and the Securities and Future Ordinance. Measures are in place to preserve the confidentiality of inside information and to ensure that its recipients recognise their obligations to maintain its confidentiality. In communicating with external parties, only designated officers are authorised to respond to enquiries in allocated areas of issues. The written guidelines and procedures will be subject to be reviewed by the Company as and when it thinks appropriate.

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2020.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

處理及發放內幕消息

本集團對內幕消息的處理及發放進行監管，以確保內幕消息於獲得適當批准及披露前保密，並有效及一致地發放該等消息。鑑於內幕消息乃以平衡、充分及有效的方式進行披露，本集團承諾確保公告所載消息於重大事實方面不存在虛假或誤導，或因遺漏重大事實而存在虛假或誤導。

本集團為本集團僱員或董事制定書面指引及程序，而本集團僱員或董事則承諾確保本集團的內幕消息不會向公眾傳播，惟董事會決定該等消息被視為內幕消息，且需要根據上市規則及證券及期貨條例進行披露。本集團已採取措施為內幕消息保密，並確保其接收人知悉其有責任對此保密。在與外界人士溝通時，僅指定高級職員有權回應獲分配領域的事宜的查詢。本公司將在其認為適當的時候對書面指引及程序進行審查。

董事有關財務報表的責任

董事知悉彼等編製本公司截至二零二零年十二月三十一日止年度財務報表的職責。

就董事所知，並無任何重大不明朗事件或情況可能會嚴重影響本公司持續經營的能力。

The statement of the independent auditors of the Company about their reporting responsibilities on the financial statements is set out in the section of “Independent Auditor’s Report” of this annual report.

本公司獨立核數師就等有關財務報表之申報責任之聲明載於本年報「獨立核數師報告」一節。

AUDITOR’S REMUNERATION

The remuneration paid/payable to the Company’s external auditor, PricewaterhouseCoopers, in respect of audit services and non-audit services for the year ended 31 December 2020 amounted to approximately HK\$1.9 million and approximately HK\$0.5 million respectively, details of which are set out below:

核數師酬金

於截至二零二零年十二月三十一日止年度，就審核服務及非審核服務已付／應付本公司外聘核數師羅兵咸永道會計師事務所的酬金分別為約1.9百萬港元及約0.5百萬港元，詳情如下：

Service Category	服務類別	Fees Paid/ Payable 已付／應付費用 HK\$’000 千港元
Audit Services	審核服務	1,850
Non-audit services (mainly represented interim review and taxation services provided by PricewaterhouseCoopers and its affiliates)	非審核服務(主要指羅兵咸永道會計師事務所及其聯屬公司提供的中期審閱及稅務服務)	513
Total	總計	2,363

COMPANY SECRETARY

Mr. WONG Hung Pan has been appointed as the company secretary of the Company (the “**Company Secretary**”). He is an employee of the Group and have day-to-day knowledge of the issuer’s affairs. His biography is set out in the section of “Biographical Details of Directors and Senior Management” of this annual report.

公司秘書

黃鴻斌先生已獲委任為本公司的公司秘書(「**公司秘書**」)。彼為本集團的僱員，對發行人事宜有日常認識。其履歷載於本年報「董事及高級管理層履歷」一節。

All Directors have access to the advice and services of the Company Secretary on corporate governance and Board process. For the year ended 31 December 2020, the Company Secretary had attended not less than 15 hours of relevant professional training as required under Rule 3.29 of the Listing Rules.

全體董事均可獲得公司秘書就企業管治及董事會程序提供的意見及服務。截至二零二零年十二月三十一日止年度，公司秘書已按上市規則第3.29條的規定參加不少於15個小時的相關專業培訓。

SHAREHOLDERS' RIGHTS

The Company engages with Shareholders through various communication channels. To safeguard Shareholders' interests and rights, separate resolution should be proposed for each substantially separate issue at general meetings, including the election of individual Director. All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each general meeting.

Convening an Extraordinary General Meeting by the Shareholders

Pursuant to Article 64 of the Company's amended and restated memorandum and articles of association (the "**Articles**"), the Board may whenever it thinks fit, convene an extraordinary general meeting ("**EGM**"). EGM shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Company Secretary for the purpose of requiring an EGM to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

股東權利

本公司以各種溝通渠道與股東接觸。為保障股東利益及權利，應就各重大個別事項(包括選舉個別董事)於股東大會上提出單獨決議案。所有於股東大會上提出的決議案，將根據上市規則以投票方式表決，表決結果將於各股東大會後登載於本公司及聯交所網站。

股東召開股東特別大會

根據本公司經修訂及重列的組織章程大綱及細則(「**細則**」)第64條，董事會可於其認為合適的時候召開股東特別大會(「**股東特別大會**」)。股東特別大會可應一位或多於一位於請求書提交日期持有附帶可於股東大會上投票的本公司已繳足股本不少於十份之一的股東要求召開。該等請求書須以書面提交董事會或本公司秘書，以要求董事會召開股東特別大會處理該等請求書列明的任何事項。有關大會須於遞交請求書後兩個月內舉行。倘董事會未能於請求書遞交日期後21日內安排召開有關大會，則請求人可自行以相同方式召開大會，而本公司將會向請求人償付因董事會未能召開大會而令請求人產生的所有合理開支。

Putting Forward Proposals at General Meetings

A Shareholder shall make a written requisition to the Board or the Company Secretary at the principal place of business in Hong Kong of the Company at Flat J, 21/F, Kings Wing Plaza 2, No. 1 On Kwan Street, Shek Mun, Shatin, New Territories, Hong Kong, specifying the shareholding information of the Shareholder, his/her contact details and the proposal he/she intends to put forward at general meeting regarding any specified transaction/business and its supporting documents.

Putting Forward Enquiries to the Board

Shareholders have the right to put forward enquiries to the Board at general meeting or send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: Flat J, 21/F, Kings Wing Plaza 2, No. 1 On Kwan Street, Shek Mun, Shatin, New Territories, Hong Kong
(For the attention of the Board/Company Secretary)

For the avoidance of doubt, Shareholders must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

於股東大會上提呈建議

股東可向本公司香港主要營業地點(地址為香港新界沙田石門安群街1號京瑞廣場2期21樓J室)之董事會或公司秘書提出書面請求，當中須註明該股東之股權資料，其聯繫方式及擬就任何具體事務／事宜而於股東大會上提呈之建議及其證明文件。

向董事會作出查詢

股東有權於股東大會上向董事會作出查詢或向本公司作出書面查詢。本公司一般不會處理口頭或匿名查詢。

股東可將上述查詢或請求發送至以下地址：

地址：香港新界沙田石門安群街1號
京瑞廣場2期21樓J室
(註明收件人為董事會／公司秘書)

為免生疑慮，股東必須將正式簽署的書面請求、通知或聲明或查詢(視情況而定)的正本送交及寄往上述地址，同時提供全名、聯絡詳情及身份，方為有效。股東資料或會按法例規定披露。

Procedures for Shareholders to Propose a Person for Election as a Director of the Company

The Company adopts a formal, considered and transparent procedure for Shareholders to propose a person for election as a Director of the Company. The following procedures are subject to the Articles, the Companies Law of the Cayman Islands and applicable legislation and regulation:

- If a Shareholder, who is entitled to attend and vote at the general meeting convened to deal with the appointment or election of Director(s), wishes to propose a person (other than himself/herself) for election as a Director at that meeting, he/she may lodge a written notice with the Company Secretary at Flat J, 21/F, Kings Wing Plaza 2, 1 On Kwan Street, Shek Mun, Shatin, New Territories, Hong Kong.
- In order for the Company to inform all Shareholders of that proposal, the written notice must state (i) his/her intention to propose such person for election as a Director, and (ii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules for publication by the Company and be signed by the Shareholder concerned and the person who has been proposed indicating his/her willingness to be elected.
- The period for lodgement of the above notice shall be a seven-day (7) period commencing on a day after the despatch of the notice of the general meeting appointed for such election of Director(s). If the Directors should determine and notify the Shareholders of a different period for lodgement of the above notice, such period shall in any event be a period of not less than seven (7) days, commencing no earlier than the day after the despatch of the notice of the general meeting appointed for such election and ending no later than seven (7) days prior to the date of such general meeting.

股東提議推選個別人士參選本公司董事的程序

本公司就股東提議推選個別人士參選本公司董事採納正式、深思熟慮且透明的程序。以下程序受細則、開曼群島公司法，以及適用法例及規例所限：

- 如個別股東(其有權出席就處理委任或選舉董事而召開的股東大會並於會上表決)擬提議推選個別人士(該名股東本人除外)於該大會上選舉為董事，彼可將書面通知送交公司秘書，地址為香港新界沙田石門安群街1號京瑞廣場2期21樓J室。
- 為確保本公司就提議推選董事知會所有股東，書面通知須列明(i)該股東擬提議推選個別人士選舉為董事的意向，及(ii)按上市規則第13.51(2)條所規定及供本公司作出公佈的該名獲提名候選人履歷詳情，並由該名作出提議推選的股東簽署並列明該名獲推選人士願意參選為董事的意向。
- 供股東遞交上述通知的期限為寄發就該推選董事所指定舉行股東大會的通告後起計七(7)天。倘董事釐定並知會股東的期限與遞交上述通知期限不同，在任何情況下，該期限應為不少於七(7)天的期限，須由不早於就選舉董事指定召開股東大會的通告寄發日期翌日起，直至不遲於舉行該股東大會日期前七(7)天為止。

- Upon receipt of the above notice from a Shareholder which is received after publication of the notice of general meeting, the Company shall, prior to the general meeting, publish an announcement or issue a supplementary circular disclosing the particulars of the proposed Director pursuant to Rule 13.51(2) of the Listing Rules.
- 倘於股東大會通告刊發後收到股東遞交上述通知，本公司將須於股東大會舉行前，根據上市規則第13.51(2)條的規定就披露有關獲提議推選董事候選人個人資料，發出公告或補充通函。

Shareholders who have enquiries regarding the above procedures may write to the Company Secretary at Flat J, 21/F, Kings Wing Plaza 2, 1 On Kwan Street, Shek Mun, Shatin, New Territories, Hong Kong.

股東對上述程序如有疑問，可致函公司秘書，地址為香港新界沙田石門安群街1號京瑞廣場2期21樓J室。

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS/INVESTOR RELATIONS

與股東及投資者溝通／投資者關係

The Company's website (www.qpp.com) provides comprehensive and accessible news and information of the Company to the Shareholders, other stakeholders and investors. The Company will also update the website information from time to time to inform Shareholders and investors of the latest development of the Company.

本公司網站(www.qpp.com)向股東、其他利益相關者及投資者提供有關本公司之全面及可取得的消息及資訊。本公司亦將不時更新網站資料，以通知股東及投資者有關本公司之最新發展。

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company is endeavours to maintain an on-going dialogue with Shareholders and in particular, through AGM and other general meetings. At the AGM, Directors (or their delegates as appropriate) are available to meet Shareholders and answer their enquiries.

本公司認為，與股東的有效溝通對加強投資者關係及對投資者了解本集團的業務、表現及策略攸關重要。本公司致力與股東保持持續對話，尤其是透過股東週年大會及其他股東大會等渠道。於股東週年大會上，董事(或其代表(如適用))將於會上與股東會面並回答彼等之查詢。

In preparation for the Listing, the Company has adopted the Articles pursuant to a special resolution passed by the Shareholders on 20 December 2019. Since then, the Company has not made any changes to the Articles. An up to date version of the Articles is also available on the Company's website and the Stock Exchange's website.

於籌備上市時，本公司已根據股東於二零一九年十二月二十日通過之特別決議案通過經修訂及重列的細則。自此，本公司並無對其細則作出任何更改。本公司之最新細則亦可於本公司網站及聯交所網站查閱。

Shareholders' Communication Policy

The Company has in place a Shareholders' communication policy to ensure that Shareholders' views and concerns are appropriately addressed. The policy is regularly reviewed to ensure its effectiveness.

Constitutional Documents

During the year ended 31 December 2020 and up to the date of this annual report, there is no significant change in the Company's constitutional documents.

Dividend Policy

The Company has adopted a dividend policy on payment of dividends. Our Directors may recommend a payment of dividends after taking into account, among others, our operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions, capital expenditure and future development requirements, Shareholders' interests and other factors which they may deem relevant at such time. We expect to pay a dividend in respect of each financial year of not less than 30% of our distributable profits each year. The payment and amounts of dividends, if any, depend on our results of operations, cash flows, financial position, statutory and regulatory restrictions on the dividends paid by us, future prospects and other factors which we consider relevant. Holders of our Shares will be entitled to receive such dividends pro rata according to the amounts paid up or credited as paid up on the shares. The declaration, payment and amount of dividends will be subject to our discretion. The proposed payment of dividends is also subject to the absolute discretion of the Board and any declaration of final dividend for the year will be subject to the approval of our Shareholders. The Board will review the dividend policy on an annual basis.

Any distributable profits that are not distributed in any given year will be retained and available for distribution in subsequent years. To the extent profits are distributed as dividends, such portion of profits will not be available to be reinvested in our operations.

股東通訊政策

本公司已制定股東通訊政策，確保妥善處理股東的意見及關注，並定期檢討該政策以確保其成效。

章程文件

於截至二零二零年十二月三十一日止年度及直至本年報日期，本公司章程文件並無任何重大變動。

股息政策

本公司已採納派付股息的股息政策。董事可在考慮(其中包括)我們的營運及盈利、資本要求及盈餘、一般財務狀況、合約限制、資本支出及未來發展要求、股東利益以及彼等當時認為相關的其他因素後建議派發股息。我們預計每個財政年度派發的股息不會少於我們每年可分配利潤的30%。股息(如有)的支付和金額取決於我們的經營業績、現金流量、財務狀況、對我們支付的股息的法定和監管限制、未來前景以及我們認為相關的其他因素。我們股份的持有人將有權根據繳足或入賬列為繳足股份的金額按比例收取股息。股息的宣派、支付及金額將由我們酌情決定。擬派的股息亦取決於董事會的絕對酌情決定權，本年度任何期末股息之宣派均須獲得股東批准。董事會將每年檢討股息政策。

在任何既定年度未作分派的任何可分派溢利將被保留，並可用於其後年度的分派。倘將溢利作為股息分派，則該部分溢利將不可用於再投資我們的業務。

The Board herein presents their report and the audited consolidated financial statements of the Group for the year ended 31 December 2020.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are set out in note 14 to the consolidated financial statements.

RESULTS AND DIVIDENDS

The Group's results for the year ended 31 December 2020 are set out in the consolidated statement of profit or loss and other comprehensive income on page 152.

The Directors recommended the declaration of a final dividend at the rate of HK12.0 cents per share amounting to approximately HK\$63.8 million for the year ended 31 December 2020, which is expected to be paid on or around Thursday, 3 June 2021 to all persons registered as holders of shares of the Company on Thursday, 27 May 2021, subject to the approval of the Shareholders at the AGM.

BUSINESS REVIEW

A fair review of the Group's business during the year, a discussion on the prospect of the Group's future business development, a description of the principal risks and uncertainties that the Group may be facing are provided in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" of this annual report.

The financial risk management objectives and policies of the Group are shown in note 3 to the consolidated financial statements.

An analysis of the Group's performance during the year using financial key performance indicators is provided in the sections headed "Chairman's Statement", "Financial Highlights" and "Financial Summary" of this annual report.

董事會謹此提呈其報告及本集團截至二零二零年十二月三十一日止年度之經審核綜合財務報表。

主要業務

本公司主要業務為投資控股。其附屬公司的主要業務載於綜合財務報表附註14。

業績及股息

本集團截至二零二零年十二月三十一日止年度之業績載於第152頁綜合損益及其他全面收益表。

董事建議宣派截至二零二零年十二月三十一日止年度每股股份12.0港仙之期末股息，金額約為63.8百萬港元，待股東於股東週年大會上批准後，預期將於二零二一年六月三日(星期四)或前後向於二零二一年五月二十七日(星期四)登記為本公司股份持有人的所有人士支付。

業務回顧

本集團年內業務的中肯回顧、本集團未來業務發展前景的討論以及本集團可能面臨的主要風險及不明朗因素的描述載於本年報「主席報告」及「管理層討論及分析」各節。

本集團的金融風險管理目標及政策載於綜合財務報表附註3。

本集團年內表現分析(應用財務關鍵表現指標)載於本年報「主席報告」、「財務摘要」及「財務概要」各節。

ENVIRONMENTAL POLICIES AND PERFORMANCE

As a socially responsible corporation, the Group has endeavoured to strictly comply with laws and regulations regarding environmental protection. The Company recognises the importance of environmental protection. The Company is committed to providing an eco-friendly energy environment for our staff and has developed energy conservation and carbon reduction policy so as to minimise negative environmental impacts. The details are set out in the section headed “Environmental, Social and Governance Report” of this annual report.

COMPLIANCE WITH LAWS AND REGULATIONS

During the financial year, as far as the Company is aware, there was no material breach of or non-compliance with applicable laws and regulations by our Group that has a significant impact on the business and operations of the Group.

RELATIONSHIP WITH STAKEHOLDERS

We fully understand that employees, customers and vendors, and other stakeholders (together “**Stakeholders**”) are the key to our sustainable and stable development. We are committed to maintaining a good relationship with our Stakeholders so as to ensure our continuing development.

The Group regarded our staff as the most valuable assets of the Company. The Group is providing a fair and harmonious workplace where individuals with diverse cultural backgrounds are treated equally. The Group offer a reasonable remuneration package and fair opportunities for career advancement based on employees’ performance. The Group also provides our staff with different trainings, including on-the-job training and training courses provided by professional organisations in order to enhance our staff’s career progression.

The Group believes that our vendors (including subcontractors) are equally important in business operation and development. We proactively communicate with our vendors to ensure they are committed to delivering high-quality and sustainable output.

環境政策及表現

作為一間負有社會責任的公司，本集團已致力嚴格遵守有關環境保護的法律及法規。本公司明白保護環境的重要性。本公司承諾為員工提供一個環保節能的工作環境及制定節能減碳政策，以降低對環境的負面影響。有關詳情載於本年報「環境、社會及管治報告」一節。

遵守法律及法規

於財政年度內，就本公司所知，本集團概無重大違反或不遵守對本集團業務及營運有重大影響的適用法律及法規。

與利益相關者的關係

本公司充分明白，對於本公司的可持續穩定發展而言，僱員、客戶及供應商以及其他利益相關者（統稱「利益相關者」）極其重要。本公司致力與其利益相關者保持良好關係以確保本公司可持續發展。

本集團將其員工視為本公司最為寶貴的資產。本集團提供公平及和諧的工作場所，具有不同文化背景的人士在此受到平等對待。本集團根據僱員的表現提供合理的薪酬待遇及公平的事業發展機會。本集團亦為其僱員提供不同培訓（包括在職培訓及由專業機構提供的培訓課程），以提升其員工的事業進展。

本集團認為，我們的供應商（包括分包商）於業務營運及發展中同等重要。我們積極與供應商溝通以確保供應商致力於持續提供優質及可持續的產品。

FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for each of the last five financial years is set out in the section headed “Financial Summary” of this annual report. This summary does not form part of the audited consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year ended 31 December 2020 are set out in note 15 to the consolidated financial statements.

CHARITABLE DONATIONS

Charitable and other donations made by the Group during the year ended 31 December 2020 amounted to approximately HK\$551,000 (2019: HK\$664,000).

EQUITY-LINKED AGREEMENTS

No equity-linked agreements were entered into by the Group, or existed during the year ended 31 December 2020.

SHARE CAPITAL

Details of the movements in the Company’s share capital during the year ended 31 December 2020 are set out in note 16 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles or the Companies Law of the Cayman Islands which would oblige the Company to offer new shares on a pro-rata basis to existing Shareholders unless otherwise as required by the Stock Exchange.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the year ended 31 December 2020, neither the Company nor any of its subsidiaries had purchased, redeemed or sold any of the Company’s listed securities.

財務概要

本集團於過往五個財政年度各年之業績、資產及負債概要載於本年報「財務概要」一節。該概要並不構成經審核綜合財務報表之一部分。

物業、廠房及設備

本集團截至二零二零年十二月三十一日止年度的物業、廠房及設備變動詳情載於綜合財務報表附註15。

慈善捐款

截至二零二零年十二月三十一日止年度，本集團作出的慈善及其他捐款約為551,000港元(二零一九年：664,000港元)。

股票掛鈎協議

截至二零二零年十二月三十一日止年度，本集團並無訂立亦不存在任何股票掛鈎協議。

股本

截至二零二零年十二月三十一日止年度，本公司股本變動詳情載於綜合財務報表附註16。

優先購股權

細則或開曼群島公司法均無載有規定本公司須按比例向現有股東發售新股份之優先購股權條文，惟聯交所另有規定者除外。

購買、贖回或出售本公司上市證券

截至二零二零年十二月三十一日止年度，本公司或其任何附屬公司概無購買、贖回或出售任何本公司的上市證券。

DISTRIBUTABLE RESERVES

Our Company may pay dividends out of share premium, retained earnings and other reserves. As at 31 December 2020, the Company's reserve available for distribution amounted to approximately HK\$142.8 million.

Details of movements in the reserves of the Company during the year are set out in note 36 to the consolidated financial statements of this annual report.

MAJOR CUSTOMERS, SUPPLIERS AND SUBCONTRACTORS

During the year ended 31 December 2020, sales to the Group's five largest customers accounted for approximately 65.8% of the total sales for the year and sales to the largest customer included therein amounted to approximately 24.7%.

During the year ended 31 December 2020, purchases from the Group's five largest suppliers accounted for approximately 38.6% of the total purchases for the year and purchase from the largest supplier included therein amounted to approximately 16.6%.

During the year ended 31 December 2020, subcontracting fees charged by the Group's five largest subcontractors account for approximately 85.1% of the total subcontracting fees for the year and the subcontracting fee charged by our largest subcontractor included therein amounted to approximately 25.4%.

None of the Directors of the Company or any of their associates or any Shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers, suppliers and subcontractors during the year ended 31 December 2020.

可分派儲備

本公司可由股份溢價、保留盈利及其他儲備派發股息。於二零二零年十二月三十一日，本公司之可供分派儲備約為142.8百萬港元。

年內本公司儲備變動詳情載於本年報綜合財務報表附註36。

主要客戶、供應商及分包商

截至二零二零年十二月三十一日止年度，本集團五大客戶的銷售額佔年內總銷售額約65.8%，當中最大客戶的銷售額佔約24.7%。

截至二零二零年十二月三十一日止年度，本集團五大供應商的採購額佔年內總採購額約38.6%，當中最大供應商的採購額佔約16.6%。

截至二零二零年十二月三十一日止年度，本集團五大分包商向我們收取的分包費用佔該年度分包費用總額約85.1%，當中最大分包商向我們收取的分包費用約為25.4%。

截至二零二零年十二月三十一日止年度，本公司董事或任何彼等的聯繫人或任何股東(就董事所深知，擁有本公司已發行股本超過5%的股東)概無於本集團五大客戶、供應商及分包商中擁有任何實益權益。

BANK BORROWING

Details of the bank borrowing of the Group as at 31 December 2020 are set out in note 29 to the consolidated financial statements.

CORPORATE GOVERNANCE

The Board is committed to maintaining a high standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the section headed “Corporate Governance Report” of this annual report.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the qualification as Shareholders of the Company to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 13 May 2021 to Tuesday, 18 May 2021, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Wednesday, 12 May 2021, being the last share registration date.

For the purpose of determining the entitlement to the proposed final dividend (subject to the approval of the Shareholders at the AGM), the register of members of the Company will be closed from Tuesday, 25 May 2021 to Thursday, 27 May 2021, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the entitlement to the proposed final dividend, unregistered holders of shares of the Company are required to lodge all transfer documents accompanied by the relevant share certificates with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 May 2021.

銀行借款

有關本集團於二零二零年十二月三十一日之銀行借款詳情，載於綜合財務報表附註29。

企業管治

董事會致力於維持高水平之企業管治常規。有關本公司所採納企業管治常規的資料載於本年報「企業管治報告」一節。

暫停辦理股份過戶登記手續

為釐定本公司股東出席股東週年大會及於會上投票之資格，本公司將自二零二一年五月十三日(星期四)起至二零二一年五月十八日(星期二)止期間(包括首尾兩天)暫停辦理股份過戶登記手續，期間將不會辦理任何股份過戶登記手續。為符合資格出席股東週年大會及於會上投票，所有過戶文件連同相關股票須於二零二一年五月十二日(星期三)(即股份登記截止日期)下午四時三十分前交回本公司於香港之股份過戶登記分處，即香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712–1716號舖。

為釐定股東獲派發擬定期末股息之權利(待股東於股東週年大會上批准後方可作實)，本公司將自二零二一年五月二十五日(星期二)起至二零二一年五月二十七日(星期四)止期間(包括首尾兩天)暫停辦理股份過戶登記手續，期間將不會辦理任何股份過戶登記手續。為符合資格享有獲派發擬定期末股息之權利，未登記的本公司股份持有人須將所有過戶文件連同相關股票於二零二一年五月二十四日(星期一)下午四時三十分前交回本公司於香港之股份過戶登記分處，即香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712–1716號舖。

DIRECTORS

The Directors of the Company during the Reporting Period were:

Executive Directors

Mr. CHENG Wan Wai (*Chairman*)
Mr. YEUNG Keng Wu Kenneth
Ms. LIU Shuk Yu Sanny
Mr. CHAN Wang Tao Thomas
Ms. HUI Li Kwan
Mr. MAK Chin Pang

Independent non-executive Directors

Mr. CHAN Hiu Fung Nicholas, *MH*
Prof. CHENG Man Chung Daniel, *BBS, MH, JP*
Mr. NG Shung, *JP (Australia)*

In accordance with Article 108(a) and (b) of the Articles, Mr. YEUNG Keng Wu Kenneth, Ms. LIU Shuk Yu Sanny, and Ms. HUI Li Kwan shall retire by rotation and being eligible, offer themselves for re-election at the AGM. The Company has received annual confirmations of independence from all independent non-executive Directors, and still considers them to be independent as at the date of this annual report.

BIOGRAPHICAL DETAILS OF DIRECTORS

Biographical details of the existing Directors of the Company are set out in section headed “Biographical Details of Directors and Senior Management” of this annual report.

DIRECTORS AND OFFICERS LIABILITY INSURANCE

Promoting good corporate governance and managing enterprise wide risk is a priority of the Company. The Company convinced that corporate governance and Directors and Officers Liability Insurance (the “**D&O Insurance**”) complement each other. The Company has arranged appropriate D&O Insurance coverage on Directors’ and officers’ liabilities in respect of legal actions against Directors and senior management arising out from corporate activities. The D&O Insurance will be reviewed and renewed annually.

董事

於報告期間內，本公司董事為：

執行董事

鄭穩偉先生(主席)
楊鏡湖先生
廖淑如女士
陳宏道先生
許莉君女士
麥展鵬先生

獨立非執行董事

陳曉峰先生，榮譽勳章
鄭文聰教授，銅紫荊星章，榮譽勳章，太平紳士
吳嵩先生，太平紳士(澳大利亞)

根據細則第108(a)及(b)條，楊鏡湖先生、廖淑如女士及許莉君女士將於股東週年大會上輪值退任，惟符合資格並願意膺選連任。本公司已收到全體獨立非執行董事發出之年度獨立性確認書，於本年報日期仍視彼等為獨立人士。

董事履歷詳情

本公司現任董事的履歷詳情載於本年報「董事及高級管理層履歷」一節。

董事及高級職員責任保險

促進良好的企業管治及管理整個企業的風險為本公司的一項工作重點。本公司相信，企業管治與董事及高級職員責任保險(「**董事及高級職員保險**」)乃相輔相成。對於因公司活動而引致的針對董事及高級管理人員的法律訴訟，本公司已就董事及高級職員的責任安排適當的董事及高級職員保險保障。董事及高級職員保險每年均會進行檢討及續保。

DIRECTORS' SERVICE CONTRACTS

Each of the existing executive Directors has been appointed for a term of three years subject to the provision of retirement and rotation of directors under the Articles. Either party has the right to terminate the service agreement by giving not less than three months' written notice to other party.

Each of the independent non-executive Directors has been appointed for a term of three years at an annual remuneration set out in their appointment letters subject to the provision of retirement and rotation of Directors under the Articles. Either party has the right to terminate the service agreement by giving not less than one month's written notice to other party.

None of the Directors who are proposed for re-election at the forthcoming AGM have entered into service contract with the Company which are not determined by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

Other than as disclosed in note 9 and note 35 to the consolidated financial statements, there were no transactions, arrangements and contracts of significance in relation to the business of the Group to which the Company, or its holding company, or any of its subsidiaries was a party and in which a Director or a connected entity of a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year, nor were there any transactions, arrangements or contracts of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder (as defined in the Listing Rules) or any of its subsidiaries for the year. There were also no contracts of significance between the Company or one of the subsidiaries and the controlling shareholders or any of its subsidiaries.

董事服務合約

各現任執行董事均已獲委以三年任期，惟須遵守細則之董事退任及輪值退任條文。雙方均有權向另一方事先發出不少於三個月的書面通知終止服務協議。

各獨立非執行董事均已獲委以三年任期，年度薪酬載於其委任函內，惟須遵守細則之董事退任及輪值退任條文。雙方均有權向另一方事先發出不少於一個月的書面通知終止服務協議。

概無擬於應屆股東週年大會膺選連任的董事與本公司訂有本公司未支付賠償(法定賠償除外)即不可於一年內終止的服務合約。

董事及控股股東於合約中擁有的權益

除於綜合財務報表附註9及附註35內所披露者外，概無由本公司或其控股公司或其任何附屬公司訂立，而董事或董事的關連實體於其中直接或間接擁有重大利益之有關本集團業務的重大交易、安排及合約於年末或年內任何時間存續，而年內亦概無有關控股股東(定義見上市規則)或其任何附屬公司為本公司或其任何附屬公司提供服務的任何重大交易、安排或合約。本公司或任何一間附屬公司與控股股東或其任何附屬公司之間亦概無重大合約。

MANAGEMENT CONTRACT

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

EMPLOYEES AND REMUNERATION POLICY

The Group had a total of 2,333 (31 December 2019: 2,554) full time employees as at 31 December 2020. The Group's employee benefit expenses mainly included salaries, over time payments and discretionary bonuses, other staff benefits and contributions to retirement schemes. For FY2020, the total staff costs of the Group (including the Directors' remuneration) were approximately HK\$300.0 million (FY2019: approximately HK\$320.4 million).

The remuneration policy of the Company is reviewed regularly, making reference primarily to the market conditions and performance of the Company and individual staff members (including the Directors). Remuneration packages include, as the case may be, basic salary, Director's remuneration, contribution to pension schemes, discretionary bonus relating to financial performance of our Group and individual performance. During the financial year, the remuneration policy and remuneration packages of the Directors and senior management are reviewed by the Remuneration Committee of the Company, with the consideration given in regard to experience, duties and responsibilities, performance and achievement of the individuals, with reference to the market condition in relation to the Group's performance and profitability.

管理合約

本年度並無訂立或存在有關本公司全部或任何主要業務部分之管理及行政之合約。

僱員及薪酬政策

本集團於二零二零年十二月三十一日有合共2,333名(二零一九年十二月三十一日: 2,554名)全職僱員。本集團的僱員福利開支主要包括薪金、超時加班津貼及酌情花紅、其他員工福利及退休計劃供款。於二零二零年財政年度,本集團的員工成本總額(包括董事的薪酬)約為300.0百萬港元(二零一九年財政年度:約320.4百萬港元)。

本公司主要參考市況及本公司與個別員工(包括董事)的表現定期檢討薪酬政策。薪酬待遇包括(視情況而定)基本薪酬、董事酬金、退休金計劃供款以及與本集團財務表現及個人表現掛鈎的酌情花紅。於財政年度內,本公司薪酬委員會參考市場情況、本集團的表現及盈利能力,基於個別人士的經驗、職務與職責表現及成就檢討董事及高級管理層的薪酬政策和薪酬待遇。

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles and subject to the applicable laws and regulations, every Director shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done, concurred in or omitted in or omitted in or about the execution of their duty or supposed duty in their respective offices except such (if any) as they shall incur or sustain through their own dishonesty, wilful default or fraud.

During FY2020, the Company has taken out and maintained appropriate insurance to protect the Directors against potential costs and liabilities arising from claims brought against the Directors.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2020, the interests and/or short positions of the Directors and chief executives of our Company in the Shares, underlying shares and debentures of the Company and our associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (“SFO”) which will be required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be entered in the register referred to in that section, or which will be required, pursuant to the Model Code, to be notified to our Company and the Stock Exchange, were as follows:

已獲批准之彌償保證條文

根據細則及在適用法律及法規的規限下，每名董事均可從本公司的資產獲得彌償，該等人士或任何該等人士就各自的職務執行其職責或假定職責時因所作出、發生的作為或不作為而招致或蒙受的所有訴訟、費用、收費、損失、損害及開支，可獲確保免就此受任何損害，惟因(如有)該等人士本身不誠實、故意失責或欺詐而招致或蒙受者除外。

於二零二零年財政年度內，本公司已設有及投購適當保險，以保障董事免受向其索償所產生之任何潛在費用及債務影響。

董事及主要行政人員於股份及相關股份中擁有的權益及淡倉

於二零二零年十二月三十一日，本公司董事及主要行政人員於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中擁有的根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及／或淡倉(包括彼等根據證券及期貨條例相關條文被當作或視為擁有的權益或淡倉)，或根據證券及期貨條例第352條須紀錄於該條所指的登記冊內的權益及／或淡倉，或根據標準守則須知會本公司及聯交所的權益及／或淡倉如下：

(i) Long position in the ordinary shares of the Company

(i) 本公司普通股的好倉

Name of Directors and chief executives	Capacity/ nature of interest	Number of Underlying Shares held <i>(Note 1)</i> 持有相關股份數目 <i>(附註1)</i>	Percentage of shareholding
董事及主要行政人員名稱	身份／權益性質		持股百分比
Mr. CHENG Wan Wai 鄭穩偉先生	Interest in a controlled corporation ^(Note 2) 受控制法團權益 ^(附註2)	310,353,954 (L)	58.34%
Mr. YEUNG Keng Wu Kenneth 楊鏡湖先生	Interest in a controlled corporation ^(Note 2) 受控制法團權益 ^(附註2)	310,353,954 (L)	58.34%
Ms. LIU Shuk Yu Sanny 廖淑如女士	Interest in a controlled corporation ^(Note 3) 受控制法團權益 ^(附註3)	64,706,046 (L)	12.16%
Mr. CHAN Wang Tao Thomas 陳宏道先生	Interest in a controlled corporation ^(Note 4) 受控制法團權益 ^(附註4)	19,950,000 (L)	3.75%
Ms. HUI Li Kwan 許莉君女士	Interest of spouse ^(Note 5) 配偶權益 ^(附註5)	310,353,954 (L)	58.34%
Mr. MAK Chin Pang 麥展鵬先生	Interest in a controlled corporation ^(Note 6) 受控制法團權益 ^(附註6)	3,990,000 (L)	0.75%

Notes:

1. The Letter "L" denotes a person's long position (as defined under Part XV of the SFO) in such Shares.
2. The shares are held by Good Elite Holdings Limited ("**Good Elite**"), the entire issued share capital of which is owned as to 50% by Mr. CHENG Wan Wai and as to 50% by Mr. YEUNG Keng Wu Kenneth.
3. The shares are held by Cypress Spurge Holdings Limited ("**Cypress Spurge**"), the entire issued share capital of which is wholly-owned by Ms. LIU Shuk Yu Sanny.
4. The shares are held by Dawn Gain Investment Limited, the entire issued share capital of which is wholly-owned by Mr. CHAN Wang Tao Thomas.
5. Under the SFO, Mr. CHENG Wan Wai is deemed to be interested in the same number of Shares held by Good Elite. Ms. HUI Li Kwan is the spouse of Mr. CHENG Wan Wai. Under the SFO, Ms. HUI Li Kwan is deemed to be interested in all our Shares in which Mr. CHENG Wan Wai is interested.
6. The shares are held by Welcome Mark Investment Limited, the entire issued share capital is wholly-owned by Mr. MAK Chin Pang.

附註：

1. 英文字母[L]指該名人士於該等股份中的好倉(定義見證券及期貨條例第XV部)。
2. 股份由Good Elite Holdings Limited (「**Good Elite**」)持有，其全部已發行股本由鄭穩偉先生及楊鏡湖先生分別擁有50%及50%。
3. 股份由Cypress Spurge Holdings Limited (「**Cypress Spurge**」)持有，其全部已發行股本由廖淑如女士全資擁有。
4. 股份由Dawn Gain Investment Limited持有，其全部已發行股本由陳宏道先生全資擁有。
5. 根據證券及期貨條例，鄭穩偉先生被視為於Good Elite持有的相同數目的股份中擁有權益。許莉君女士為鄭穩偉先生的配偶。根據證券及期貨條例，許莉君女士被視為於鄭穩偉先生擁有權益的所有股份中擁有權益。
6. 股份由Welcome Mark Investment Limited持有，其全部已發行股本由麥展鵬先生全資擁有。

(ii) Long position in the ordinary shares of associated corporations (ii) 相聯法團普通股的好倉

Name of Directors and chief executives 董事及 主要行政人員名稱	Name of associate corporations 相聯法團名稱	Capacity/nature of interest 身份／權益性質	Number of Underlying Shares held (Note 1) 持有相關 股份數目 (附註1)	Percentage of shareholding 持股百分比
Mr. CHENG Wan Wai 鄭穩偉先生	Good Elite	Beneficial owner 實益擁有人	1 (L)	50%
Mr. YEUNG Keng Wu Kenneth 楊鏡湖先生	Good Elite	Beneficial owner 實益擁有人	1 (L)	50%
Ms. LIU Shuk Yu Sanny 廖淑如女士	Cypress Spurge	Beneficial owner 實益擁有人	1 (L)	100%
Mr. CHAN Wang Tao Thomas 陳宏道先生	Dawn Gain Investment Limited	Beneficial owner 實益擁有人	1 (L)	100%
Ms. HUI Li Kwan 許莉君女士	Good Elite	Interest of spouse 配偶權益	1 (L)	50%
Mr. MAK Chin Pang 麥展鵬先生	Welcome Mark Investment Limited	Beneficial owner 實益擁有人	1 (L)	100%

Notes:

1. The Letter "L" denotes a person's long position (as defined under Part XV of the SFO) in such Shares.

附註:

1. 英文字母[L]指該名人士於該等股份中的好倉(定義見證券及期貨條例第XV部)。

Save as disclosed above, none of the Directors or chief executives of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at 31 December 2020.

Directors' rights to acquire shares or debentures

None of the Directors or their spouses or children under the age of 18, had been granted any right to subscribe for the equity or debt securities of the Company or any of its associated corporations, or had exercised any such right during the year ended 31 December 2020.

DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors or any of their respective associates had any interest in a business which competed or was likely to compete with the business of the Group during the year ended 31 December 2020 and up to the date of this annual report.

除上文所披露者外，於二零二零年十二月三十一日，概無董事或本公司主要行政人員於本公司及其任何相聯法團的股份、相關股份或債權證中擁有或被視為擁有任何權益或淡倉（定義見證券及期貨條例第XV部）。

董事購買股份或債權證之權利

於截至二零二零年十二月三十一日止年度，董事或彼等之配偶或18歲以下子女概無獲授任何可認購本公司或其任何相聯法團之股本或債務證券之權利或已行使任何該等權利。

董事於競爭業務中擁有的權益

於截至二零二零年十二月三十一日止年度及直至本年報日期，董事或任何彼等各自的聯繫人概無於與本集團業務構成競爭或可能構成競爭的業務中擁有任何權益。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2020, to the best knowledge of the Directors, the following persons (other than a Director or chief executive of the Company) or corporations who had interests or short positions of in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which will be required, pursuant to Section 336 of the SFO, to be entered in the register referred to in that section, or which will be required, to be notified to the Stock Exchange, were as follows:

主要股東及其他人士於股份及相關股份的權益及淡倉

於二零二零年十二月三十一日，據董事所深知，以下人士(除董事或本公司主要行政人員外)或法團於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部規定須向本公司披露的權益或淡倉，或根據證券及期貨條例第336條規定須記錄在該條所述登記冊的權益或淡倉，或被規定須知會聯交所的權益或淡倉如下：

Name of substantial Shareholders or other persons 主要股東及其他人士名稱	Nature of interest 權益性質	Number of Underlying Shares held (Note 1) 持有的相關股份數目 (附註1)	Percentage of shareholding 持股百分比
Ms. WONG Lai Ying 黃麗英女士	Interest of spouse ^(Note 2) 配偶權益 (附註2)	310,353,954 (L)	58.34%
Good Elite	Beneficial owner ^(Note 3) 實益擁有人 (附註3)	310,353,954 (L)	58.34%
Cypress Spurge	Beneficial owner ^(Note 4) 實益擁有人 (附註4)	64,706,046 (L)	12.16%

Notes:

- The Letter "L" denotes a person's long position (as defined under Part XV of the SFO) in such Shares.
- Under the SFO, Mr. YEUNG Keng Wu Kenneth is deemed to be interested in the same number of Shares held by Good Elite. Ms. WONG Lai Ying is the spouse of Mr. YEUNG Keng Wu Kenneth. Under the SFO, Ms. WONG Lai Ying is deemed to be interested in all our Shares in which Mr. YEUNG Keng Wu Kenneth is interested.
- Good Elite is beneficially owned equally by Mr. CHENG Wan Wai and Mr. YEUNG Keng Wu Kenneth. Each of Mr. CHENG Wan Wai and Mr. YEUNG Keng Wu Kenneth is deemed to be interested in the same number of Shares that are held by Good Elite under the SFO.
- Cypress Spurge is beneficially wholly-owned by Ms. LIU Shuk Yu Sanny. Ms. LIU Shuk Yu Sanny is deemed to be interested in the same number of Shares that are held by Cypress Spurge under the SFO.

附註：

- 英文字母「L」指該名人士於該等股份中的好倉(定義見證券及期貨條例第XV部)。
- 根據證券及期貨條例，楊鏡湖先生被視為於Good Elite持有的相同數目的股份中擁有權益。黃麗英女士為楊鏡湖先生的配偶。根據證券及期貨條例，黃麗英女士被視為於楊鏡湖先生擁有權益的所有股份中擁有權益。
- Good Elite由鄭穩偉先生及楊鏡湖先生平均實益擁有。根據證券及期貨條例，鄭穩偉先生及楊鏡湖先生各自被視為於Good Elite持有相同數目的股份中擁有權益。
- Cypress Spurge由廖淑如女士實益全資擁有。根據證券及期貨條例，廖淑如女士被視為於Cypress Spurge所持相同數目的股份中擁有權益。

Save as disclosed above, as at 31 December 2020, according to the register of interests required to be kept by the Company under Section 336 of the SFO, there was no person who had any interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

SHARE OPTION SCHEME

On 20 December 2019, the Company adopted the Share Option Scheme (the “**Share Option Scheme**”) for the purpose of providing incentives or rewards to selected eligible persons for their contributions to the Group. The terms of the Share Option Scheme are in compliance with the provisions of Chapter 17 of the Listing Rules.

Purpose

The purpose of the Share Option Scheme is to motivate Eligible Persons (as set out in below) (i) to optimise their future contributions to our Group; (ii) to reward them for their past contributions; and (iii) to attract, retain or otherwise maintain on-going relationships with Eligible Persons who are significant to and/or whose contributions are or will be beneficial to the performance, growth and success of our Group.

除上述披露者外，於二零二零年十二月三十一日，根據證券及期貨條例第336條規定本公司保存之權益登記冊，概無人士於本公司股份或相關股份中擁有須根據證券及期貨條例第XV部第2及第3分部向本公司披露的任何權益或淡倉。

購股權計劃

於二零一九年十二月二十日，本公司採納購股權計劃（「購股權計劃」），旨在向選定的合資格人士提供激勵或獎勵，以表彰彼等對本集團作出的貢獻。購股權計劃的條款符合上市規則第17章的規定。

目的

購股權計劃旨在鼓勵合資格人士（載於下文）(i) 於日後對本集團作出最大貢獻；(ii) 獎勵彼等過往作出的貢獻；及 (iii) 吸納及挽留對本集團而言屬重要及／或其貢獻有利或將有利於本集團表現、增長及所得成果的合資格人士，或以其他方式與彼等維持持續關係。

Eligible persons

Our Board may, at its sole discretion, invite any director or proposed director (including an independent non-executive director) of any member of our Group, any executive director of, manager of, or other employee holding an executive, managerial, supervisory or similar position in, any member of our Group (an “**Employee**”), any proposed Employee, any full-time or part-time Employee, or a person for the time being seconded to work full-time or part-time for any member of our Group (an “**Executive**”), a consultant, business or sole venture partner, franchisee, contractor, agent or representative of any member of our Group, a person or entity that provides research, development or other technological support or any advisory, consultancy, professional or other services to any member of our Group, or an associate (as defined under the Listing Rules) of any of the foregoing persons (together, “**Eligible Persons**” and each an “**Eligible Person**”).

Acceptance of an offer of options

An offer of the grant of an option shall be deemed to have been accepted when the duplicate letter comprising acceptance of the option duly signed by the grantee together with a remittance in favour of the Company of HK\$1.0 by way of consideration for the grant thereof is received by the Company within the period specified in the letter containing the offer of the grant of the option. Such remittance shall in no circumstances be refundable. Once such acceptance is made, the option shall be deemed to have been granted and to have taken effect from the offer date.

合資格人士

董事會可全權酌情邀請本集團任何成員公司之任何董事或建議董事(包括獨立非執行董事)、任何執行董事、經理或在本集團任何成員公司擔任行政、管理、監督或類似職位之其他僱員(「僱員」)、任何建議僱員、任何全職或兼職僱員、或當時調入本集團任何成員公司作全職或兼職工作之任何人士(「行政人員」)、本集團任何成員公司之顧問、業務或獨資公司夥伴、特許經營商、承包商、代理或代表、向本集團任何成員公司提供研究、開發或其他技術支援或任何諮詢、顧問、專業或其他服務之個人或實體、任何上述人士之聯繫人(定義見上市規則)(統稱為「合資格人士」，各為一名「合資格人士」)。

接納購股權要約

當本公司於載有建議授出購股權的函件所指定的期間內收到由承授人正式簽署的接納購股權的函件副本，連同以本公司為受益人的匯款1.0港元作為獲授購股權的代價時，建議授出的購股權將被視為已獲接納。該匯款在任何情況下均不得退還。一經接納，購股權將被視為已授出，並於授出日期起生效。

Maximum number of Shares available for subscription

The maximum number of Shares to be issued upon exercise of all options which may be granted under the Share Option Scheme (and under any other post-IPO share option scheme of our Company) shall not in aggregate exceed 10% of the Shares representing 53,200,000 Shares in issue immediately after completion of the Global Offering and as at the Listing Date (“**Scheme Mandate Limit**”), provided that our Company may at any time as our Board may think fit seek approval from the Shareholders to refresh the Scheme Mandate Limit, except that the maximum number of Shares to be issued upon exercise of all options which may be granted under the Share Option Scheme (and under any other post-IPO share option scheme of our Company) shall not exceed 10% of the Shares in issue as at the date of approval by the Shareholders in general meeting where such limit is refreshed. Options previously granted under the Share Option Scheme and any other post-IPO share option scheme (including those outstanding, cancelled and lapsed in accordance with the terms and conditions of the Share Option Scheme or any other post-IPO share option scheme or exercised options under the said schemes of our Company) shall not be counted for the purpose of calculating the limit as refreshed. Our Company shall issue a circular containing the information required under Rule 17.02(2)(d) and the disclaimer required under Rule 17.02(4) of the Listing Rules to the Shareholders. In addition, our Company may seek separate approval from the Shareholders in general meeting for granting options beyond the Scheme Mandate Limit, provided that the options in excess of the Scheme Mandate Limit are granted only to the Eligible Persons specified by our Company before such approval is sought and for whom specific approval is obtained. Our Company shall issue a circular to the Shareholders containing the information required under Rule 17.03(3) of the Listing Rules.

Notwithstanding the preceding paragraph, the maximum number of Shares to be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme (and under any other post-IPO share option scheme of our Company) shall not exceed 30% of the Shares in issue from time to time.

可供認購股份數目上限

因根據購股權計劃(及根據本公司任何其他首次公開發售後購股權計劃)可能授出的所有購股權獲行使而將予發行的股份數目，最多合共不得超過緊隨全球發售完成後及於上市日期的已發行股份的10%(相當於53,200,000股股份)(「**計劃授權上限**」)，惟本公司可於董事會認為合適的情況下隨時尋求股東批准更新計劃授權上限，惟因行使根據購股權計劃(及根據本公司任何其他首次公開發售後購股權計劃)可能授出的所有購股權而將予發行的股份數目，最多不得超過股東於股東大會上批准更新該上限之日已發行股份的10%。之前根據購股權計劃及任何其他首次公開發售後購股權計劃授出的購股權(包括尚未行使、已註銷及根據購股權計劃或任何其他首次公開發售後購股權計劃的條款及條件作失效論或已根據本公司上述計劃行使的購股權)將不會計入經更新上限內。本公司須向股東發出通函，當中載有上市規則第17.02(2)(d)條所規定的資料及第17.02(4)條所規定的免責聲明。此外，本公司可於股東大會上尋求股東另行批准授出超過計劃授權上限的購股權，惟超過計劃授權上限的購股權僅可授予本公司在尋求上述批准前所指定並就其取得特別批准的合資格人士。本公司須向股東發出通函，當中載有上市規則第17.03(3)條規定的資料。

儘管有前段所述者，惟因行使根據購股權計劃(及根據本公司任何其他首次公開發售後購股權計劃)授出而尚未行使及有待行使的所有購股權而將予發行的股份數目，最多不得超過不時已發行股份的30%。

The maximum number of Shares issued and to be issued upon exercise of the options granted to any one Eligible Person (including exercised and outstanding options) in any 12-month period shall not exceed 1% of the Shares in issue from time to time. Where any further grant of options to such an Eligible Person would result in the Shares issued and to be issued upon exercise of all options granted and which may be granted to such Eligible Person (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the Shares in issue, such further grant shall be separately approved by the Shareholders in general meeting with such Eligible Person and his associates or close associates (as the case may be) abstaining from voting. The applicable requirements of Rule 17.03(4) of the Listing Rules shall be complied with.

The maximum numbers set out in this paragraph shall be subject to adjustment in accordance with the lapse of options but shall not in any event exceed the limits imposed by Chapter 17 of the Listing Rules.

在任何12個月期間內因授予任何一名合資格人士的購股權(包括已行使及尚未行使的購股權)獲行使而已發行及將予發行的股份數目,最多不得超過不時已發行股份的1%。倘向該合資格人士增授購股權會導致截至增授購股權之日(包括該日)止12個月期間因行使已授予及可能授予該合資格人士的所有購股權(包括已行使、已註銷及尚未行使的購股權)而已發行及將予發行的股份,合共超過已發行股份的1%,則該增授購股權須在股東大會上取得股東另行批准,而該合資格人士及其聯繫人或緊密聯繫人(視情況而定)均須放棄投票。本公司須遵守上市規則第17.03(4)條的適用規定。

本段所載的數目上限可根據購股權之失效予以調整,但無論如何不得超過上市規則第17章規定的上限。

Grant of options to core connected persons

Insofar as and for so long as the Listing Rules require, where any offer of an option is proposed to be made to a Director, chief executive of our Company or Substantial Shareholder or any of their respective associates, such offer must first be approved by the independent non-executive Directors (excluding any independent non-executive Director who is or whose associate is the Grantee to whom the option is proposed to be granted). Insofar and for so long as the Listing Rules so require, no option may be granted to any Substantial Shareholder or Independent Non-executive Director or any of their respective associates which would result in the Shares issued and to be issued upon exercise of all options already granted or to be granted (including options exercised, cancelled and outstanding) to such person under the Share Option Scheme (and under any other share option scheme of our Company) in the 12-month period up to and including the date of board meeting for proposing such further grant (i) representing in aggregate over 0.1% of the share capital of our Company in issue; or (ii) having an aggregate value, based on the closing price of the Shares at the date of the board meeting for proposing such further grant, in excess of HK\$5 million, unless such further grant is approved by the Shareholders in general meeting. Before seeking such approval, our Company shall issue a circular containing such information as required by the Listing Rules to the Shareholders. At such general meeting, the grant of options to the Substantial Shareholder or independent non-executive Director or any of their respective associates shall, for so long and insofar as the Listing Rules so required, be approved by the Shareholders by way of poll with the Grantee, his associates and all core connected persons of our Company abstaining from voting, except that any such person may vote against such resolution provided that he has informed our Company of his intention to do so and such intention has been stated in the relevant circular to the Shareholders.

向核心關連人士授出購股權

只要在上市規則規定的範圍內，每當建議向董事、本公司主要行政人員或主要股東或彼等各自的任何聯繫人作出有關授出購股權的任何要約時，該要約須事先獲獨立非執行董事(不包括其本身或其聯繫人為建議可獲授購股權的承授人的任何獨立非執行董事)批准。只要在上市規則規定的範圍內，倘向任何主要股東或獨立非執行董事或彼等各自的任何聯繫人授出購股權會導致截至提呈該增授購股權的董事會會議日期(包括該日)止12個月期間內，因根據購股權計劃(及根據本公司任何其他購股權計劃)已授予或將授予該人士的所有購股權(包括已行使、已註銷及尚未行使的購股權)獲行使而已發行及將予發行的股份(i)合共佔本公司已發行股本逾0.1%；或(ii)根據提呈該增授購股權的董事會會議日期的股份收市價計算總值逾5百萬港元，則不得授出有關購股權，除非該增授購股權已獲股東於股東大會上批准。在尋求上述批准前，本公司須向股東發出通函，當中載有上市規則規定的有關資料。只要在上市規則規定的範圍內，在有關股東大會上，向主要股東或獨立非執行董事或彼等各自的任何聯繫人授出購股權須獲股東以投票表決方式批准，而承授人、其聯繫人及本公司所有核心關連人士均須放棄投票，惟若任何前述人士投票反對該決議案則除外，前提為其已通知本公司其如此行事的意向以及該意向已於向股東發出的相關通函內列明。

Subscription price of the Shares

The subscription price in respect of any particular option shall be such price as our Board may in its absolute discretion determine at the time of the grant of the relevant option (and shall be stated in the letter containing the offer of the grant of the option) but the subscription price shall not be less than whichever is the highest of:

- (i) the nominal value of a Share;
- (ii) the closing price of Shares as stated in the Stock Exchange's daily quotations sheet on the offer date; and
- (iii) the average of the closing prices of Shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the offer date. The subscription price shall also be subject to adjustment in accordance with the reorganization of capital structure.

Minimum period for which an option must be held before it can be exercised

There is no minimum period for which an option must be held before it can be exercised, and the period during which an option may be exercised will be determined by the Board in its absolute decision. However, no offer shall be capable of or remain open for acceptance after the expiry of 10 years commencing on the Listing Date.

Duration

The Share Option Scheme shall be valid and effective for a period of ten years commencing on the Listing Date. However, the Shareholders may by a resolution in general meeting at any time terminate the Share Option Scheme. Upon expiry or termination of the Share Option Scheme, no further options shall be offered but in all other respects the provisions of the Share Option Scheme shall remain in full force and effect. All options granted before such expiry or termination (as the case may be) and not then exercised shall continue to be valid and exercisable subject to and in accordance with the terms of the Share Option Scheme. In respect of any option granted, the Board may in its

股份之認購價

任何特定購股權所涉及之認購價，乃董事會於有關購股權授出時全權酌情釐定之價格(須於載有授出購股權建議之函件內列明)，惟認購價不得低於下列之最高者：

- (i) 股份之面值；
- (ii) 於要約日期聯交所每日報價表所報股份之收市價；及
- (iii) 緊接要約日期前五個營業日聯交所每日報價表所報股份之平均收市價。認購價亦可根據股本架構重組予以調整。

購股權可獲行使前須持有的最低期限

購股權可獲行使前不設須持有的最低期限，而購股權可獲行使的期限將由董事會全權釐定。然而，自上市日期起10年期限屆滿後，任何要約均不可或仍可供接納。

期限

購股權計劃由上市日期起計十年內生效及有效。然而，股東可隨時於股東大會上以決議案終止購股權計劃。在購股權計劃屆滿或終止後，概不會再建議授出購股權，惟購股權計劃之條文於所有其他方面均仍然具有十足效力及作用。根據購股權計劃之條款並在其規限下，上述屆滿或終止(視情況而定)前授出而當時尚未行使其所有購股權將繼續有效及

discretion determine the exercise periods, provided that such period shall not be longer than 10 years commencing on the commencement date of such report.

Option Granted

No option has been granted under the Share Option Scheme since 20 December 2019 and up to the date of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Board, the Board confirms that the Company has maintained the public float as required by the Listing Rules as at 31 December 2020 prior to the issue of this annual report.

TAX RELIEF

The Company is not aware of any relief from taxation available to the Shareholders by reason of their holdings of the Shares.

RELATED PARTY TRANSACTIONS

Details of the related party transactions are set out in note 35 to the consolidated financial statements. The transaction related to the rental payment to a related party, which constituted a de minimis connected transaction under Chapter 14A of the Listing Rules, was fully exempt from the requirements of reporting, annual review, announcement, approval of independent shareholders and other relevant disclosure requirements under Chapter 14A of the Listing Rules. Other than the transaction mentioned above, the Directors confirm that the related parties transactions did not constitute connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules.

可予行使。就任何已授出購股權而言，董事會可酌情釐定行使期，惟該期間不得超過自該報告開始日期起計10年。

已授出購股權

自二零一九年十二月二十日及直至本年報日期，本公司並無根據購股權計劃授出任何購股權。

充足的公眾持股量

根據本公司可公開獲得的資料及就董事會所知，董事會確認，於截至二零二零年十二月三十一日止年度及截至本年報刊發前，本公司已維持上市規則所規定的公眾持股量。

減免稅項

本公司並不知悉任何股東因持股而可減免稅項。

關聯方交易

關聯方交易詳情載於綜合財務報表附註35。有關向一名關聯方支付租金的交易，根據上市規則第14A章構成微不足道的一項關連交易，並完全豁免遵守上市規則第14A章的申報、年度審閱、公告、獨立股東批准及其他相關披露規定。除上述交易外，董事確認，關聯方交易並不構成上市規則第14A章項下的關連交易或持續關連交易。

AUDIT COMMITTEE

The Audit Committee, comprising Mr. NG Shung as chairman as well as Mr. CHAN Hiu Fung Nicholas and Prof. CHENG Man Chung Daniel as members, has reviewed, together with the participation of the management, the accounting principles and practices adopted by the Group and discussed auditing and financial reporting matters including the review of the audited financial statements of the Group for the year ended 31 December 2020.

EVENTS AFTER THE REPORTING PERIOD

There were no significant events after 31 December 2020 and up to date of this annual report.

INDEPENDENT AUDITOR

The consolidated financial statements for the year ended 31 December 2020 have been audited by PricewaterhouseCoopers, who will retire and, being eligible, offer themselves for re-appointment. The Board has taken the Audit Committee's recommendation that a resolution for their re-appointment as independent auditor of the Company will be proposed at the forthcoming AGM.

There is no change of independent auditor in any of the preceding three years.

By order of the Board

CHENG Wan Wai

Chairman

Hong Kong, 30 March 2021

審核委員會

審核委員會包括主席吳嵩先生以及成員陳曉峰先生及鄭文聰教授，審核委員會已在與管理層的參與下審閱本集團採納的會計原則及慣例，並討論審核及財務事宜，包括審閱本集團截至二零二零年十二月三十一日止年度之經審核財務報表。

報告期後事件

自二零二零年十二月三十一日起至本年度報告日期為止期間，並無重大事件發生。

獨立核數師

截至二零二零年十二月三十一日止年度之綜合財務報表已由羅兵咸永道會計師事務所審核，其將退任，並符合資格膺選連任。董事會已採納審核委員會的推薦建議，將於應屆股東週年大會上提呈有關重新委任其為本公司獨立核數師的決議案。

於過去三個年度，並無更換獨立核數師。

承董事會命

主席

鄭穩偉

香港，二零二一年三月三十日

I. ABOUT THIS REPORT

The board of directors (the “**Board**”) of Q P Group Holdings Limited (the “**Company**”) is pleased to publish the Environmental, Social and Governance (“**ESG**”) Report (the “**Report**”) of the Company and its subsidiaries (collectively as the “**Group**” or “**We**”). This ESG Report summarises our policies, approaches and practices towards ESG management to its stakeholders and enabling them to have a better understanding about the progress and performance of the Group’s ESG development.

Scope of Report

This ESG Report covers the Group’s business in paper product manufacturing and printing of its headquarter in Hong Kong and two key production plants at Dongguan and Heshan in Guangdong Province of the People’s Republic of China (the “**PRC**”) for the year ended on 31 December 2020 (the “**Reporting Period**” or “**FY2020**”). The Company will continue to review the scope of reporting regularly according to our materiality principles and the key stakeholders’ opinions, and will extend the scope in future if necessary.

一、關於本報告

雋思集團控股有限公司(「本公司」)董事會(「董事會」)欣然發表本公司及其附屬公司(統稱「本集團」或「我們」)之環境、社會及管治報告(「本報告」)。本環境、社會及管治報告向持份者總結了我們在管理環境、社會及管治方面的政策、方法及常規，令其可更好地瞭解本集團在發展環境、社會及管治方面的進度及表現。

報告範圍

本報告涵蓋本集團截至二零二零年十二月三十一日止年度(「報告期間」或「二零二零年財政年度」)位於香港的總部以及位於中華人民共和國(「中國」)廣東省東莞市及鶴山市的兩個主要生產廠房的紙製品製造及印刷業務。本公司將繼續根據其重要性原則及主要持份者的意見定期檢討報告範圍，並在日後必要時擴大有關範圍。

Reporting Standard

This Report has been prepared in accordance with the “comply or explain” provisions as well as part of the “recommended disclosures” of the Environmental, Social and Governance Reporting Guide under Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**HKEx ESG Reporting Guide**”). The Board has acknowledged its responsibility to oversee the Group’s sustainable development and review the truthfulness, accuracy and completeness of this report.

Contact and Feedback

The Group values your feedback on this Report and our ESG performance. If you have any comments or suggestions, please feel free to contact us via email at investorrelations@qpp.com.

II. STAKEHOLDER ENGAGEMENT

The Group believes that it is of paramount importance to achieve sustainable development of its business and environmental protection in its operations. The Group maintains a close tie with its stakeholders, including governmental/regulatory organisations, shareholders/investors, employees, customers, suppliers, community partners, etc. and strives to balance their expectations and concerns when assessing and determining our ESG directions. The Group ensures that the relevant risk management measures and internal control systems are operating effectively. The following table shows the management response to the stakeholders’ expectations and concerns:

報告標準

本報告按香港聯合交易所有限公司證券上市規則附錄二十七《環境、社會及管治報告指引》(「**聯交所環境、社會及管治報告指引**」)下的「不遵守就解釋」條文以及部分「建議披露」編製。董事會已確認其監督本集團可持續發展以及檢討本報告真實性、準確性及完整性的責任。

聯絡及反饋

本集團重視閣下對本報告及我們環境、社會及管治表現的反饋。閣下如有任何意見或建議，歡迎透過電郵 investorrelations@qpp.com 聯絡我們。

二、持份者參與

本集團相信，在營運過程中實現業務可持續發展及環保至關重要。本集團與其持份者保持密切聯繫(包括政府／監管組織、股東／投資者、員工、客戶、供應商、社區合作夥伴等)，力求在評估及確定我們的企業、社會及管治方向時在其期望與要求之間達致平衡。本集團確保相關風險管理措施及內部控制系統妥善及有效地運行。有關持份者的期望與要求及管理層的回應如下表：

STAKEHOLDERS 持份者	EXPECTATIONS AND CONCERNS 期望與要求	MANAGEMENT RESPONSE 管理層回應
Government/ regulatory organisations 政府／監管組織	<ul style="list-style-type: none"> ➢ Compliance in laws and regulations 遵守法律及法規 ➢ Fulfill tax obligation 履行稅務責任 	<ul style="list-style-type: none"> ➢ Uphold integrity and compliance in operations 於營運中秉持誠信及合規 ➢ Establish comprehensive and effective internal control system 建立全面有效的內部控制系統 ➢ Compliance with relevant laws, regulatory requirements and industry standards 遵守相關法律、監管規定及行業標準 ➢ Pay tax on time, and contribute to the society 按時繳稅及回饋社會
Shareholders/ investors 股東／投資者	<ul style="list-style-type: none"> ➢ Return on investment 投資回報 ➢ Information transparency 資訊透明度 ➢ Corporate governance system 企業管治制度 	<ul style="list-style-type: none"> ➢ Management possesses relevant experience and expertise to optimise the sustainability and profitability of the Group's business 管理層具有相關經驗和專業知識，確保本集團業務的可持續性及盈利能力 ➢ Regular information dissemination by publications on the websites of The Stock Exchange of Hong Kong Limited ("HKEX") and the Company 於香港聯合交易所有限公司(「聯交所」)及本公司網站定期發放資訊 ➢ Dedicated to business growth, risk management and improvement in internal control 致力於業務增長，風險管理和內部控制改進
Employees 員工	<ul style="list-style-type: none"> ➢ Labour rights 勞工權益 ➢ Career development 職業發展 ➢ Compensation and welfare 薪酬及福利 ➢ Health and workplace safety 健康與工作場所安全 	<ul style="list-style-type: none"> ➢ Set up contractual obligations to protect employees' rights and welfare 制定合約責任以保護僱員權益與福利 ➢ Encourage employees to participate in continuous education and professional training 鼓勵僱員參與持續教育及專業培訓 ➢ Establish a structural human resource evaluation framework for staff development and promotion 建立結構性人力資源評估框架，促進員工發展及晉升 ➢ Establish a fair, reasonable and competitive remuneration system 建立公平、合理和具競爭力的薪酬體系 ➢ Enhance occupational health and workplace safety level 提升職業健康及工作場所安全水平

STAKEHOLDERS 持份者	EXPECTATIONS AND CONCERNS 期望與要求	MANAGEMENT RESPONSE 管理層回應
Customers 客戶	<ul style="list-style-type: none"> ➢ High quality and safety products 優質及安全產品 ➢ Timely delivery 及時交貨 ➢ Reasonable pricing 價格合理 ➢ Operational compliance 合規營運 	<ul style="list-style-type: none"> ➢ Maintain a high standard of product quality 保持高標準的產品質量 ➢ Provide customer service and product engineering solutions to satisfy customers' specific needs 提供客戶服務及產品工程解決方案，以滿足客戶的特定需要 ➢ Formulate comprehensive quality assurance process and recall procedures 制定全面的質量保證流程和召回程序 ➢ Ensure adequate production capacity and stable operation for order fulfilment 確保足夠生產能力及穩定的營運以完成訂單 ➢ Ensure the performance of contractual obligations 確保履行合約責任 ➢ Improve efficiency and cost-effectiveness of operation and production 改善營運及生產的效率及成本效益 ➢ Ensure compliance with international standards on quality, security, environment and social responsibilities 確保遵守質量、安全、環境及社會責任方面的國際標準 ➢ Protect customers' intellectual property rights 保護客戶知識產權
Suppliers 供應商	<ul style="list-style-type: none"> ➢ Stable demand 需求穩定 ➢ Good relationship with the Company 與本公司保持良好關係 ➢ Corporate reputation 企業信譽 	<ul style="list-style-type: none"> ➢ Ensure the performance of proper contractual obligations are in place 確保履行適當合約責任 ➢ Maintain an effective supply chain management system 保持高效供應鏈管理體系 ➢ Establish and maintain strong and long-term co-operating relationship with good quality suppliers 與高質供應商建立及保持牢固與長期的合作關係 ➢ Ensure timely payment in accordance with purchase contract 根據採購合約確保及時付款

STAKEHOLDERS 持份者	EXPECTATIONS AND CONCERNS 期望與要求	MANAGEMENT RESPONSE 管理層回應
Community 社區	<ul style="list-style-type: none"> ➤ Environmental protection 環境保護 ➤ Community contribution 社區貢獻 ➤ Economic development 經濟發展 	<ul style="list-style-type: none"> ➤ Establish an effective and efficient system for disposal of hazardous and non-hazardous wastes 建立有效及高效的有害及無害廢物處置系統 ➤ Implement eco-friendly measures to reduce use of energy, water and paper 實施環保措施，減少使用能源、水及紙張 ➤ Perform periodic third-party environmental assessments 進行定期的第三方環境評估 ➤ Contribute to the community through donations to registered charities 通過向註冊慈善機構捐款，貢獻社區 ➤ Encourage employees to participate in charitable activities and voluntary services 鼓勵員工參加慈善活動及志願服務 ➤ Maintain a good and stable financial performance and business growth 保持良好及穩定的財務業績和業務增長

III. MATERIALITY MATRIX

The Group has evaluated a number of environmental, social and operating criteria and assessed their significance for the Group and its stakeholders. This assessment helps to ensure that the Group's business objectives and development direction are in line with the stakeholders' expectations and requirements. The Group's and stakeholders' matters of concern are presented in the following materiality matrix:

三、重要性矩陣

本集團已評估多項環境、社會及營運標準，並評估對本集團及其持份者的重要性。此等評估有助本集團確保業務目標與發展方向能符合持份者的期望與要求。而本集團和持份者所關心的事項均呈現於以下的重要性矩陣內：

		MATERIALITY MATRIX 重要性矩陣		
		Low 低	Medium 中	High 高
Importance to Stakeholders 對持份者的重要性	High 高	<ul style="list-style-type: none"> ◇ Promotion opportunities ◇ Staff compensation and welfare policies ◇ 晉升機會 ◇ 員工薪酬與福利政策 	<ul style="list-style-type: none"> ◇ Hazardous wastes and sewage ◇ Occupational health and safety > Operational compliance > Product quality and safety > Customers' satisfaction level > Customer data protection and privacy > Intellectual property rights > Anti-corruption ◇ 有害廢物及廢水 ◇ 職業健康及安全 > 營運合規 > 產品質量與安全 > 客戶滿意度 > 客戶資料保護及隱私 > 知識產權 > 反貪污 	
	Medium 中		<ul style="list-style-type: none"> > Community involvement > 社區參與 	<ul style="list-style-type: none"> ◇ Compliance of environmental laws and regulations ◇ Talent management ◇ Anti-discrimination ◇ Protecting human rights ◇ Training and development ◇ Preventive measures for child and forced labour > Vendor management ◇ 遵守環境法律法規 ◇ 人才管理 ◇ 反歧視 ◇ 保護人權 ◇ 培訓與發展 ◇ 童工及強迫勞工的預防措施 > 供應商管理
	Low 低	<ul style="list-style-type: none"> ◇ Clean production ◇ Use of raw materials ◇ 潔淨生產 ◇ 原材料的使用 		
		Importance to the Group 對本集團的重要性		
		Low 低	Medium 中	High 高

◇ Environmental ◇ 環境方面	◇ Employee ◇ 員工方面	> Operation > 營運方面
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IV. ENVIRONMENTAL PROTECTION

四、環境保護

Environmental Protection Policy 環保政策

- Complying with all applicable environmental laws and regulations
遵守所有適用的環境法律及法規
- Emphasising on energy saving and waste reduction
強調節能減廢
- Raising environmental awareness of our staff
提高員工環保意識
- Adopting pollution prevention and mitigation measures to protect the environment
採取防止及減輕污染措施以保護環境
- Increasing the internal recycling rate
提高內部回收利用率
- Implementing efficient management method
實施高效的管理方法
- Striving for continuous improvement
致力持續改善

1. Management of Emissions

The Group mainly manufactures and sells paper products including tabletop games, greeting cards, educational items and premium packaging. We are fully aware of the exhaust air, wastewater, noise and various wastes generated during the production process and living that had brought a certain impact on the environment. We believe that our long-term business growth and success are closely linked to our efforts in maintaining environment sustainability and resources protection. Hence, we are committed to controlling our impact on the environment by various means, including reducing emissions, utilizing resources effectively as well as cultivating an environmentally friendly culture in the workplace.

1. 排放物的管理

本集團主要從事紙製品(包括桌遊、賀卡、幼教用品及包裝彩盒)之製造及銷售。我們充分瞭解到於生產過程和日常產生的廢氣、廢水、噪音和各類廢物為環境帶來一定的影響。我們相信，我們的長期業務增長及成功與我們在維持環境可持續發展及資源保護方面的努力密切相關。因此，我們致力於通過各種方式控制我們對環境的影響，包括減少排放、有效利用資源以及在工作場所培養環保文化。

Our environmental management system (“**EMS**”) is certified by international standard (ISO 14001:2015) and implemented in various operations to work as a foundation for developing further environmental strategies with the concept of “Prevention and Control”. Mitigation measures and working guidelines are developed based on the significant environmental aspects and risks identified by the EMS, to provide guidance for employees to follow during operations. In addition, the system precisely clarifies each position’s environmental responsibility to motivate all employees work together in a hand-in-hand manner.

Management of Exhaust Air and Greenhouse Gas Emissions

During the production processes of offset printing, silk-screen printing, paper surface treatment, and daily use of kitchens and vehicles, it generates certain exhaust air including benzene, toluene, xylene, volatile organic compounds (“**VOCs**”) and Inorganic gases such as heat exhaust gas.

我們的環境管理體系(「**環境管理體系**」)已通過國際標準(ISO 14001:2015)認證，並已於各方面的業務營運中實施，作為以「預防為主、防治結合」理念制定進一步環境策略的基礎。緩解措施及工作指引乃根據環境管理體系所識別的重要環境因素及風險而制定，旨在為員工提供業務營運中所應遵循的指引。此外，該系統清晰地闡明每個職位的環境責任，以推動所有員工攜手合作。

廢氣及溫室氣體排放的管理

在柯式印刷、絲網印刷、紙面處理的生產過程以及日常使用廚房及車輛中，此會產生若干廢氣，包括苯、甲苯、二甲苯、揮發性有機化合物(「**揮發性有機化合物**」)及熱廢氣等無機氣體。

As a manufacturer in the printing industry, we are obliged to comply with the Emission Standard of Volatile Organic Compounds for Printing Industry of the PRC. In view of that, the Group is dedicated to minimising its air emissions generated during the manufacturing processes and daily operations by adopting mitigation measures as stated in our internal air emission management procedure. Regarding the gas nature (i.e. organic or inorganic), we have initiated two sets of emission control measures.

作為印刷行業的製造商，我們有義務遵守中國的《印刷行業揮發性有機化合物排放標準》。有鑒於此，本集團致力於通過採取我們內部氣體排放管理程序內所列明的緩解措施，盡量減少在製造過程及日常營運過程中產生的氣體排放。針對氣體性質(即有機或無機)，我們已採取兩套控排措施。

Organic Gas (e.g. VOCs)

有機氣體

(如揮發性有機化合物)

- Using gas collection hoods
- 利用氣體收集罩進行收集
- Passing through UV photocatalysis facilities
- 通過紫外光催化設施
- Purified by activated carbon adsorption device
- 使用活性炭吸收裝置進行淨化
- Emitted at high altitude in accordance with statutory regulations
- 按照法規在高處排放
- Measuring the emission level periodically
- 定期測量排放水平

Inorganic Gas (e.g. CO₂ SO₂ NO_x)

無機氣體

(如二氧化碳、二氧化硫、氮氧化物)

- Extracted by exhaust fan
- 藉助排氣扇抽出
- Passing through dust filter before discharge
- 在排放前通過除塵器
- Purified by eco-friendly air conditioners
- 使用環保空調進行淨化

We provide regular maintenance for the air treatment equipment to ensure they operate effectively at all time. To have a better monitoring and control of the gas emitted, a real-time monitoring system has also been installed at the gas effluent for measuring significant parameters of VOCs in Dongguan plant during the reporting period. Apart from this, internal inspection is conducted regularly to check the functionality of the air treatment. Remedial actions will be taken immediately if any defects are found. Every year, we entrust qualified third parties to conduct external inspection to ensure compliance with relevant emission standards such as the Prevention and Control of Atmospheric Pollution of PRC.

Our major air pollutants include nitrogen oxides, sulfur oxides and particles. In the Reporting Period, emission of major air pollutants was within the permitted levels.

Type of pollutants 污染物類型	Unit 單位	2020 二零二零年
Nitrogen oxides 氮氧化物	Tonnes 噸	0.28
Sulfur oxides 硫氧化物	Tonnes 噸	0.001
Particles 顆粒物	Tonnes 噸	0.03

Climate change is the global concern which can bring an impact to each business sector. We try to reduce our carbon footprint as far as practicable. In 2020, the total greenhouse gas emission (“GHG”) was 20,902.17 tonnes of carbon dioxide equivalent (“tonnes CO₂e”). The major GHG in our business came from the consumption of Scope 2 Emission, which accounts for 20,565.72 tonnes CO₂e or 98.4% of the total emission.

我們對空氣處理設備進行定期維護，以確保其一直有效運作。為更理想地監察及控制所排放的氣體，我們於報告期內在東莞工廠的排氣口安裝了實時監控系統，以測量揮發性有機化合物的重要參數。除此之外，我們亦定期進行內部檢查以檢視空氣處理功能。如發現任何問題，我們將立即採取補救措施。我們每年委託合格的第三方進行外部檢查，以確保符合相關排放標準，如《中華人民共和國大氣污染防治》。

我們的主要空氣污染物包括氮氧化物、硫氧化物及顆粒物。於報告期內，主要大氣污染物的排放量符合許可水平。

氣候變化可能會對各行各業帶來影響，因而受到全球關注。我們盡可能減少碳足跡。於二零二零年，溫室氣體排放總量為20,902.17噸二氧化碳當量。我們業務中的主要溫室氣體排放來自範圍二排放量，佔20,565.72噸二氧化碳當量或總排放量的98.4%。

**Greenhouse Gases (GHG)
emission**
溫室氣體排放量

Total GHG Emission 溫室氣體排放總量	Tonnes CO ₂ e 噸 二氧化碳當量	20,902.17
Scope 1 Emission ¹ 範圍1排放量 ¹	Tonnes CO ₂ e 噸 二氧化碳當量	336.45
Scope 2 Emission ² 範圍2排放量 ²	Tonnes CO ₂ e 噸 二氧化碳當量	20,565.72
Total GHG Emission Intensity 溫室氣體排放總量密度	Tonnes CO ₂ e per HK\$1 million of revenue 噸 二氧化碳當量/ 每百萬港元收益	16.96

Compliance

During FY2020, we were not involved in any confirmed violations related to emissions that had significant impact on the Group.

Management of Wastewater

The Group's plants and offices always comply with the "Law of the People's Republic of China on Water Pollution Prevention and Control", "Emission Limit of Water Pollutants" and other applicable laws, regulations and standards. We have established related internal policies and procedures and set up various emission-reduction measures in order to effectively control and manage the wastewater discharges in production plants, offices, staff dormitories and canteens. Furthermore, we regularly conduct repair and maintenance for the wastewater treatment facilities and pipelines to ensure that they operate properly to prevent leakage, and also to reduce water resources wastage and secondary pollution to the environment.

1 Scope 1 represents direct GHG emissions generated by the use of gasoline, diesel and refrigerant.

2 Scope 2 represents indirect GHG emissions generated by the use of purchased electricity from local power companies.

合規

於二零二零年財政年度內，我們並無涉及任何與排放相關且對本集團造成重大影響的已確認違規事件。

廢水排放的管理

本集團各廠房及辦公室一直遵守《中華人民共和國水污染防治法》、《水污染物排放限值》及其他適用法律、法規及標準。我們制定了相關的內部政策程序及各種減排措施，以有效地控制與管理生產工廠、辦公室、員工宿舍及食堂的廢水排放。此外，我們對廢水處理設施及管道進行定期維修及維護，確保其正常運作以防止泄漏，從而減少水資源浪費及對環境造成二次污染。

1 範圍1指通過使用汽油、柴油及製冷劑產生的直接溫室氣體排放量。

2 範圍2指通過使用採購自當地電力公司的電力所產生的間接溫室氣體排放量。

Hazardous Wastewater

The hazardous wastewater generated by the Group in the manufacture of paper products are mainly wastewater produced from cleaning printing blankets and machinery, wastewater from laboratories and wastewater containing air compressor oil. We have introduced different measures to reduce the amount of hazardous wastewater. For example, workers are required to wipe off the glue by a method that minimises the use of water. A water reuse system, designed by a qualified environmental specialist firm, is put in place to recycle the wastewater. This system is a combination of chemical coagulation-flocculation and membrane bio-reactor, which can effectively purify wastewater and ensure it meets the standard for reuse in the production process after the treatment. It was established based on the specification that reuse rate of wastewater (restricted to use in production) could be up to 90%. Besides, we use water circulation filtration system at the printing plate-making department to recycle water and to reduce wastewater. The sewage water will then be purified at our wastewater treatment station. The sedimentation tank at the station is cleaned regularly. We entrust qualified companies to collect the hazardous wastewater and the sludge deposited in the sedimentation tank containing hazardous substances (such as heavy metals).

有害廢水

本集團製造紙製品產生的有害廢水主要是清洗印刷膠布及機器時產生的廢水、實驗室廢水及含空氣壓縮機油的廢水。我們採取了不同的措施減少有害廢水量，例如工人須以盡量減少用水的方法擦拭膠水。我們亦安裝了由合格的環境專業公司設計的水回用系統以回收廢水。此系統結合了化學混凝—絮凝方法及膜生物反應器，可有效淨化廢水，確保處理後達到在生產過程中回用的標準。此系統是按照高達90%廢水回用率之規格建立。此外，我們在製版部門使用水循環過濾系統以循環用水及減少廢水，然後在我們的廢水處理站對污水進行淨化處理。我們亦定期清洗站內沉澱池。我們委託合資格公司收集及回收有害廢水和沉澱池中沉積並含有害物質(如重金屬)的污泥。

Non-hazardous Wastewater

The non-hazardous wastewater produced in our operations mainly comes from domestic wastewater from offices and staff dormitories, and oily wastewater generated in the canteen.

We have established a series of water-saving and emission-reduction measures to reduce the generation of domestic wastewater. Please refer to the “Conservation of Water” section below for details of the measures. For oily wastewater, we have established certain facilities for the decomposition of oil and slag. All wastewater produced by canteen must pass through such facilities before it meets the standard to be discharged together with the domestic wastewater. Also, we have our own septic tanks for our domestic wastewater, and after a series of treatment, all wastewater is discharged to local sewage treatment plants.

To ensure our discharge fulfil the legal requirements, a monitoring system has been installed at the effluent to measure the relevant parameters, including pH value and conductivity of the discharged wastewater in real-time and simultaneously transmit the data to the local government authority.

Moreover, our safety officers are responsible to conduct daily inspection and maintenance for the wastewater facilities to prevent any malfunctions. In the Reporting Period, the Group complied with the laws and regulations including the Law of the People’s Republic of China on Water Pollution Prevention and Control.

無害廢水

我們於營運中產生的無害廢水主要是辦公室及員工宿舍的生活廢水，以及食堂產生的含油廢水。

我們已制定一系列節水減排措施，以減少產生生活廢水。有關措施的詳情，請參閱下文「節約用水」一節。對於含油廢水，我們已建立若干設施以分解油渣。食堂產生的所有廢水必須通過該等設施，方可達至標準與生活廢水一併排放。此外，我們擁有自己的生活廢水化糞池，經過一系列處理後，所有廢水均排放至當地污水處理廠。

為確保我們的排放滿足法律要求，我們已在出水處安裝監控系統，以實時測量所排放廢水的相關參數(包括酸鹼值及電導率)，並同時將數據傳送至當地政府部門。

此外，我們的安全人員負責對廢水設施進行日常檢查及維護，以防止任何故障。於報告期內，本集團已遵守《中華人民共和國水污染防治法》等法律及法規。

Management of Disposal of Solid Wastes

As governed by our internal waste management procedure, all handling and storage of wastes are standardised and followed by all employees to ensure that our waste disposal fulfils relevant laws and regulations such as the Law of the PRC on the Prevention and Control of Environmental Pollution by Solid Waste.

To engage our employees in nurturing a disciplinary waste disposal habit, a multi-coloured waste separation system is adopted. Wastes are then be handled according to their nature.

We have also made a commitment in striving for excellent waste management by signing a commitment letter with the relevant local governments. In addition, related training is organised to deliver professional knowledge of waste handling to employees.

固體廢物處置的管理

根據我們內部廢物管理程序的規定，所有廢物處理及儲存均已標準化，並且所有員工必須遵守，以確保我們的廢物處置符合相關法律及法規，如《中華人民共和國固體廢物污染環境防治法》。

為使我們的員工養成有紀律的廢物處置習慣，我們採用了多色廢物分類方法，並基於廢物性質作進一步處理。

我們亦與各相關地方政府簽署承諾書，承諾實現卓越的廢物管理。此外，我們亦組織相關培訓，以令員工學習有關廢物處理的專業知識。

Hazardous Solid Wastes

Hazardous or harmful wastes refer to the waste items on the national hazardous wastes catalog. Chemicals are inevitably consumed during our production. Improper handling of chemical waste may cause environmental and safety concerns. To minimise the environmental impacts and comply with relevant laws and regulations, we have established a series of guidelines specifically for hazardous waste to manage the handling, disposal, transportation, storage and documentation of toxic and harmful substances. They should be stored in properly labelled and sealed containers located in assigned storage areas to avoid mixing with other waste and prevent secondary pollution. The hazardous wastes are handled by qualified professional environmental agents.

有害固體廢物

有害或危險固體廢物指國家危險廢物名錄中的廢物項目。我們的生產過程中無可避免會使用到化學品。如對化學廢物處理不當，可能會導致環境及安全問題。為盡量減少對環境的影響並遵守相關法律及法規，我們已針對危險廢物設立一系列指引，以管理有毒及有害物質的處理、報廢、運輸、儲存及記錄。該等廢物應存儲在置於指定儲存區域並貼有妥當標識及密封的容器內，以避免與其他廢物混合，防止二次污染。有害廢物由合資格的專業環保代理進行處理。

Waste Management 廢物管理	Unit 單位	2020 二零二零年
Hazardous Waste 有害廢物	Tonnes 噸	203.28
Waste oil rags and chemical waste containers 廢油布及化學廢物容器	Tonnes 噸	171.43
Others such as waste activated carbon 其他，例如廢活性炭	Tonnes 噸	31.85
Hazardous Waste Intensity 有害廢物密度	Tonnes per HK\$1 million of revenue 噸／每百萬港元收益	0.16

Non-hazardous Solid Wastes

Non-hazardous wastes are divided into recyclable and non-recyclable wastes. The main recyclable waste streams from our business operations are scrap paper, waste pallets, waste bronzing paper, waste printing blankets and waste zine plates.

Non-recycling wastes mainly consists of office garbage, domestic garbage, kitchen wastes and wastes generated from maintenance works. They are placed in non-recyclable garbage areas or garbage bins, and are transported to the sanitation department for disposal.

Recycling reduces the need for extracting, refining and processing raw materials all of which create substantial air and water pollution. Hence, the Group is devoted to the promotion of recycling practices, such as reuse of production paper scrap in production process and office and sale of metals and paper scrap to recycling companies. We place recycling bins in workplace as well as in dormitory and encourage our staff to step up for environment conservation.

During the Reporting Period, the Group generated 8,643.59 tonnes of non-hazardous waste in its manufacturing factories, with an intensity of 7.01 tonnes per HK\$1 million of revenue.

無害固體廢物

無害廢物可分為可回收廢物及不可回收廢物。我們業務營運中產生的主要可回收廢物為廢紙、廢卡板、廢燙金紙、廢印刷膠布及廢鋅板。

不可回收廢物主要包括辦公室垃圾、生活垃圾、廚餘廢物及維護工程產生的廢物。該等廢物被置於不可回收垃圾區域或垃圾箱中，之後運往衛生部門進行處理。

回收利用能減少提取、精煉及加工原材料的需求，而該等過程均會造成嚴重的空氣及水污染。因此，本集團致力推動循環再用，如在生產工序及辦公室重複使用生產廢紙，以及向回收公司出售金屬及廢紙。我們亦在工作場所以及宿舍放置回收箱，並鼓勵我們的員工加強環境保護。

於報告期內，本集團的廠房產生8,643.59噸無害廢物，密度為7.01噸／每百萬港元收益。

Waste Management 廢物管理	Unit 單位	2020 二零二零年
Non-hazardous Waste 無害廢物	Tonnes 噸	8,643.59
Waste paper 廢紙	Tonnes 噸	7,897.32
Domestic waste 生活廢物	Tonnes 噸	457.40
Others 其他	Tonnes 噸	288.87
Non-hazardous Waste Intensity 無害廢物密度	Tonnes per HK\$1 million of revenue 噸／每百萬港元收益	7.01

The Group strictly complies with all applicable environmental laws and regulations, including but not limited to the Environmental Protection Law of the PRC and the Environmental Protection Tax Law of the PRC. We pay close attention to the updates in national and local environmental protection laws and regulations. During the Reporting Period, the Group was not involved of any breaches of relevant laws and regulations that have a significant impact on the Group relating to generation and discharge of hazardous waste and non-hazardous waste.

Management of Noise

The noise produced by the Group's operations mainly comes from production machinery and equipment, vehicles and forklifts. We control the noise level and its impact on the environment through restricting the production workshop location, using low-noise equipment as a priority, regularly conducting repair and maintenance for machinery and equipment and limiting the whistling noise from vehicles and forklifts in the factory area. At the same time, we equip our employees with earplugs to reduce the chance of occupational deafness.

The Group emphasizes on complying with the relevant laws and regulations including Emission Standard for Industrial Enterprises Noise at Boundary (GB 12348-2008) of the PRC. External inspection on noise conditions of operation facilities is conducted annually.

本集團嚴格遵守所有適用的環境法律及法規，包括但不限於《中華人民共和國環境保護法》及《中華人民共和國環境保護稅法》。我們密切關注國家及地方環保法律及法規的更新。於報告期內，本集團並無涉及在產生及排放有害廢物及無害廢物方面有任何違反相關法律及法規而對本集團造成重大影響的情況。

噪音的管理

本集團營運中產生的噪音主要來自生產機器設備、車輛及鏟車。我們透過生產車間位置的規劃、優先使用低噪音設備、定期對機器設備進行維修保養，以及限制廠區內車輛及鏟車鳴笛，以控制噪音及其對環境的影響。同時，我們為員工配備耳塞，降低患上職業性失聰的機率。

本集團注重遵守相關的法律及法規，包括中國《工業企業廠界環境噪聲排放標準》(GB 12348-2008)，並每年對營運設施的噪聲狀況進行外部檢查。

2. Management of Resources Utilisation

Use of Energy

The Group highly emphasises proper usage of energy and resources. We adopt ISO 50001 energy management system. We conduct an identification and evaluation of the major source and use of energy and materials every year. An energy efficiency plan is also drafted once a year with the collaboration of all relevant departments to set an energy saving target.

Resources used by the Group mainly include gasoline, diesel, electricity, water and paper. We strictly comply with the Energy Conservation Laws of the PRC, Water Law of the PRC and other applicable laws and regulations on resource conservation, and continuously identify and reduce the impact from our business operations on the environment. The production department, offices, staff dormitories and canteens have implemented a number of relevant measures, and we illustrate to our employees the importance of resources saving, and demand everyone to make best use of resources, to maximise their effectiveness and to eliminate waste of resources. Our measures for effective use of various resources are detailed below:

2. 資源使用的管理

能源使用

本集團高度重視能源及資源的合理使用。我們採用了ISO 50001能源管理系統。我們每年對能源及物料的主要來源及使用進行識別及評估。在所有相關部門的協作下，我們還每年制定能效計劃，以設定節能目標。

本集團使用的資源主要包括汽油、柴油、電力、水及紙張。我們嚴格遵守《中華人民共和國節約能源法》、《中華人民共和國水法》及其他相關節約資源的法律法規，並持續辨識及減少我們的業務營運對環境所造成的影響。生產部門、辦公室、職工宿舍及食堂均已實施多項相關措施，我們亦向員工說明節約資源的重要性，並要求各員工充分利用資源，發揮其最大效能並杜絕資源浪費的現象。我們對於各種資源有效利用的措施詳述如下：

Conservation of Energy

Conservation of Gasoline and Diesel

Gasoline and diesel are mainly used in vehicles and forklifts. Our factories and offices have set up a number of conservation measures to regulate the use of gasoline and diesel in order to reduce emissions of exhaust air and greenhouse gases. The administrative department checks the condition of vehicles and forklifts regularly, and conducts periodic repairs and maintenance to ensure that they are in good condition, to raise the efficiency of energy use, and to prevent excessive fuel consumed and exhaust air generated due to parts failure. Drivers are required to plan the route in advance and stop the car engine while idling. To reduce the use of diesel, electric forklifts are widely adopted as they are more environmentally friendly.

Conservation of Electricity

“Reduction at source” is the Group’s energy management strategy, for which we set up energy management implementation plans. An energy online monitoring system is installed in our production plant which provides real-time data of electricity consumption in different control points, including major printing presses, die-cutting machines, surface coating machines, air-conditioning and lighting respectively. The administrative department is responsible for monitoring and analysing the data and takes necessary actions in case of any abnormality found.

節約能源

節約使用汽油及柴油

汽油及柴油主要用於汽車及叉車。我們的工廠及辦公室已制定多項節約措施，規範汽油及柴油的使用，以減少廢氣及溫室氣體的排放。行政部門定期檢查車輛及鏟車的狀況，並定期進行維修保養，確保其狀況良好，提高能源使用效率，防止因零件故障而導致的燃油過度消耗和廢氣排放。我們要求司機預先規劃路線，停車時關掉引擎。為減少使用柴油，我們已廣泛採用更為環保的電動鏟車。

節約用電

本集團的能源管理策略是「源頭減排」，並按此制定能源管理實施方案。我們的生產廠房已安裝能源綫上監測系統，提供不同控制點(包括主要印刷機、模切機、表面處理機、空調及照明)的實時用電數據。行政部門負責監控及分析數據，並於發現任何異常情況時採取必要行動。

We also actively promote the energy conservation and consumption reduction policy pursuant to the “Energy Conservation Law of the People’s Republic of China” and other applicable laws and regulations, and implement a series of energy conservation measures to educate employees on the relationship between energy use and earth sustainability, so that they can build a good habit of using electricity. For example, the air conditioners in the office are used according to seasonal and temperature changes; energy-efficient LED lighting is used in our production plants; motion-activated switches for lighting is used at stairs and corridor; production and electrical equipment are maintained regularly to reduce wasted power due to malfunctioning.

During the Reporting Period, electricity was the main source of energy consumption in our production sites and office, in which we consumed about 25,620.83 MWh with an intensity of 20.79. We also consumed about 41,620.37 litres gasoline and 15,576.40 litres diesel.

我們亦根據《中華人民共和國節約能源法》及其他適用法律法規，積極推廣節能降耗政策，並實施一系列節能措施向員工灌輸能源利用與地球可持續發展的關係，使其能建立良好的用電習慣。例如，辦公室的空調應根據季節及氣溫變化使用；在生產廠房採用節能LED照明；樓梯及走廊照明採用動作感應開關；定期維護生產及用電設備，減少因故障耗費的電力。

於報告期內，用電為製造廠房及辦公室中能源消耗的主要來源，我們的生產基地及辦公室消耗約25,620.83兆瓦時，密度為20.79。我們亦消耗了約41,620.37公升汽油及約15,576.40公升柴油。

Energy Consumption 能源消耗		Unit 單位	2020 二零二零年
Direct Energy — Mobile Fuel 直接能源 — 移動燃料	Gasoline 汽油	Litres 公升	41,620.37
	Diesel 柴油	Litres 公升	15,576.40
Indirect Energy 間接能源	Electricity 用電	MWh 兆瓦時	25,620.83

Conservation of water

We are fully aware of the importance of water resources to our production and living needs. To conserve this precious resource, regular inspections and maintenance are conducted on water facilities such as fresh water pipes and water coolers to avoid water leakage.

Water use in production process is mainly related to printing process. In order to reduce water consumption in production and to increase the utilisation rate of water resources, we have installed a water reuse system and a water circulation filtration system in our production plants to recycle and reuse wastewater in the production process.

There was no water sourcing issue during the Reporting Period as all water is supplied by the local water supply authority.

節約用水

我們深明水資源對於生產和日常生活的重要性。為保護此珍貴資源，我們會對用水設施(如淡水管道及飲水機)進行定期檢查及維護，以避免出現漏水情況。

生產過程中的用水主要涉及印刷工序。為減少生產用水、提高水資源利用率，我們於生產廠房安裝了水回用系統及水循環過濾系統，循環再用生產過程中的廢水。

由於所有用水均由當地供水部門供應，因此於報告期內並無水源採購問題。

Type ¹ 類別 ¹	Unit 單位	2020 二零二零年
Water Consumption 用水量	Tonnes 噸	159,030.18
Water Consumption Intensity 用水密度	Tonnes per HK\$1 million of revenue 噸／每百萬港元收益	129.02

¹ The water consumption and water recycled/reused accounts for the water used in the production processes.

¹ 用水量及循環／再利用水量構成生產過程中的用水量。

Management of Use of Paper

For Production Use

Paper is the major raw material used in production. The amount and type of paper to be used in production are determined by the design and features of products, as well as the way of manufacture. In our OEM business, we make strenuous effort in product engineering to make full use of paper and avoid wastage. We also establish various internal policies and procedures to regulate the entire production process in raw materials selection and procurement, printing, warehousing, and quality inspection. The procurement department selects paper that meets our production and quality requirements (Please refer to “Supply Chain Management” below for details) with the aim to produce the highest quality products with least wastage. The purchase and use of paper are based on the production plan and paper is distributed based on work orders. We provide professional training together with assessment tests to our employees to ensure that they are familiar with the standard operating procedures of the production process and are able to meet the quality and efficiency requirements. Our efforts in quality assurance in the initial stage of production such as pre-press preparation, trial print and colour check also help reduce wastage and maximise resources utilisation.

紙張使用的管理

生產用紙

紙張是生產中使用的主要原材料。生產所用紙張的數量及類型乃根據產品設計及特性以及製造方式釐定。在OEM業務方面，我們在產品工藝工程方面不遺餘力，充分利用紙張，避免浪費。我們亦制定各類內部政策及程序，規範原材料挑選及採購、印刷、倉儲及質檢的整個生產過程。採購部選取符合生產及質量要求的紙張(詳情請參閱下文「供應鏈管理」)，以最少的浪費生產最優質的產品。紙張的購買及使用遵循生產計劃，並基於工作訂單進行分配。我們為員工提供專業培訓及評估測試，確保其熟悉印刷過程的標準操作程序，並能夠達到質量及效率要求。我們在生產的初始階段進行的品質保證的工作如印前準備、試印及驗色等，亦有助減少浪費，確保資源有效利用。

In order to prevent raw materials from damages and deterioration, we pay attention to raw materials storage and warehouse management. For example, all raw materials are properly packed and labelled, having raw materials uncovered or stored outside warehouses is forbidden. We also impose certain instructions on materials storage inside warehouses, such as keeping a clearance from the wall and the floor. The raw material warehouse keeper prepares monthly reports on paper consumption, conducts analytical review on paper purchased, used and losses during production. During FY2020, the Group consumed approximately 32,415.66 tonnes of paper in production.

For Office Use

In order to establish a “green office”, we advocate conservation of paper and encourage employees to send files in electronic form whenever possible to reduce physical copies. We assign printing rights based on work needs and set double-sided printing as default. Scrap paper from production is reused in office if the size and thickness are suitable. We make full use of paper by reusing one-side used paper for photocopying or printing, and collect the double-side wasted paper in recycled paper collection boxes and have the paper recycled by a qualified recycler. During FY2020, the Group has consumed approximately 16.21 tonnes of paper in office.

為避免原材料損壞及變質，我們非常注重原材料儲存及倉庫管理。例如，所有原材料均妥善包裝並貼上標籤，並禁止外露或於倉庫外存放。我們亦對倉庫內的材料存放實施若干規則，例如與牆壁及地面保持一定距離。原材料倉庫管理員就紙張耗用情況編製每月報告，並就生產過程中的紙張購買、使用及損耗進行分析評估。於二零二零年財政年度內，本集團的生產用紙量約32,415.66噸。

辦公用紙

為建立「綠色辦公室」，我們主張節約用紙，鼓勵員工盡量以電子形式發送文件，減少紙張使用。我們按工作需要設定列印權限並將打印機預設為雙面列印模式。倘尺寸及厚度合適，生產中的廢紙會在辦公室再次使用。我們充分善用已單面使用的紙張作影印或列印之用，並放置回收箱收集雙面均已使用的紙張，然後交予合資格回收商處理。於二零二零年財政年度內，本集團的辦公室用紙量約16.21噸。

Use of Packaging Materials

In order to promote recycling, we provide options of recyclable packaging materials for our customers. During the Reported Period, carton box and liner board are our main sources of packaging materials. Details of the packaging materials consumption are illustrated as below.

包裝材料的使用

為鼓勵回收再用，我們為客戶提供使用可回收包裝材料的選項。於報告期內，紙箱及紙板為我們包裝材料的主要來源。包裝材料用量的詳情如下。

Type ² 類型 ²	Unit 單位	2020 二零二零年
Packaging Materials Consumption 包裝材料用量	Tonnes 噸	3,503.24
Packaging Materials Consumption Intensity 包裝材料使用密度	Tonnes per HK\$1 million of revenue 噸／每百萬港元收益	2.84

3. The Environment and Natural Resources

We understand that cutting down trees for making forest products such as paper may lead to long term environmental disturbances in forest habitats and impacts on plant and animal biodiversity, soil fertility and water quality. Therefore, we support the sustainable forest management practice by using FSC-certified papers in a portion of production, aiming at protecting the forests and mitigating our impact on the environment. Forest Stewardship Council, commonly known as FSC, is currently considered to be the most robust certification system to ensure environmentally responsible, socially beneficial and economically viable management of forests; FSC endorses organisations who carry out their business activities in producing consumer products from using forest resources without compromising the health of the world's forests for future generations.

3. 環境及自然資源

我們明白到砍伐樹木用於製造紙張等森林產品可對森林棲息地產生長期的環境干擾，並可能對動植物的生物多樣性、土壤肥力及水質造成影響，因此，我們於部份的生產中使用森林管理委員會認證的紙張，以支持可持續森林管理的實踐，從而保護森林及減輕我們對環境的影響。森林管理委員會（通常稱為FSC）是目前於確保對環境負責、對社會有益以及經濟上可行的森林管理方面最健全的認證體系；森林管理委員會支持有關組織在不損害長遠森林健康的情況下，利用森林資源開展消費品生產等業務活動。

V. EMPLOYMENT AND LABOUR PRACTICES

1. Workforce

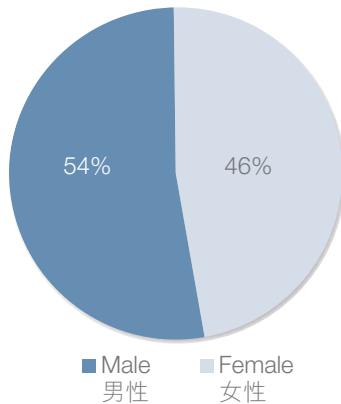
As at 31 December 2020, the headquarter in Hong Kong and two key production sites in the PRC had 2,249 employees in total; 75 in Hong Kong and 2,174 in the PRC. All of them were contracted employees.

Total Workforce

Analyses of Group's employees as at 31 December 2020 by gender and age group are as follows:

(i) Percentage of Employees by Gender
(i) 員工性別比例

As at 31 December 2020
於二零二零年十二月三十一日



Note: The analysis was based on the data at the end of the Reporting Period

五、僱傭及勞工常規

1. 員工

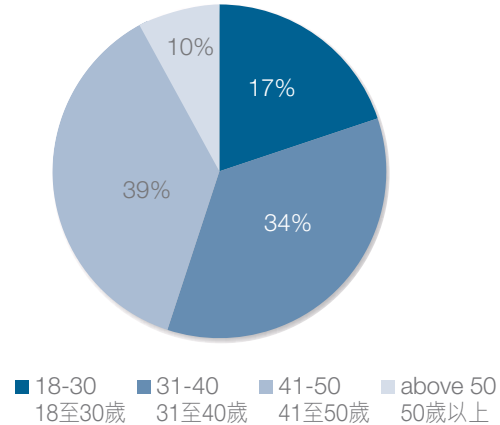
於二零二零年十二月三十一日，香港總部及中國的兩個主要生產基地共有2,249名員工；香港75名，中國2,174名，均為合約員工。

員工總數

於2020年12月31日，本集團員工按性別和年齡組別劃分的分析如下：

(ii) Percentage of Employees by Age Group
(ii) 員工年齡組別比例

As at 31 December 2020
於二零二零年十二月三十一日



註：本分析基於報告期末的數據

Employee Turnover

The average turnover rate¹ of employees is analysed by gender, age group and geographical region as follows:

		2020 二零二零年
By Gender		按性別
> Male	> 男性	3.34%
> Female	> 女性	3.54%
By Age Group		按年齡組別
> 18-30	> 18至30歲	8.79%
> 31-40	> 31至40歲	2.08%
> 41-50	> 41至50歲	1.82%
> Above 50	> 50歲以上	3.10%
By Geographical Region		按地區
> The PRC	> 中國	3.50%
> Hong Kong	> 香港	1.36%

During the Reporting Period, the average turnover rate¹ was approximately 3.43%.

1 the average turnover rate is calculated by averaging the monthly turnover rates. Monthly turnover rate is calculated by number of employees who left the Group/ average number of employees during the months *100%. Employees who left the Group within a month are not counted.

員工流失

員工平均流失率¹按性別、年齡組別及地區分析如下：

於報告期內，平均流失率¹約為3.43%。

1 平均流失率按每月流失率的平均數計算。每月流失率按當月的離職員工人數除以平均員工人數乘以100%計算。於一個月內離開本集團的僱員不計算在內。

2. Employment

The Group is an equal opportunity employer. We are committed to providing equal opportunities throughout employment, including in the remuneration, recruitment, training and promotion of employee. Our human resources policies adhere to the principle of fairness. All appointments and promotions are made on the basis of performance and ability regardless of their age, gender, family status, disability and race.

3. Compensation and Benefits

The Group recognises employees as our most important assets and we value their benefits. We review remuneration package with reference to the comparable market level, employees' performance and our financial performance annually to ensure our competitiveness in retention of high caliber employees. Employee remuneration includes basic salary and discretionary bonus. We also adopted the Share Option Scheme for the purpose of providing incentives or rewards to selected eligible persons for their contributions to the Group. In addition to the statutory leave entitlement, our employees are also entitled to extra annual leave, sick leave, marriage leave and compassionate leave. Apart from the compensation insurance according to the law, our employees are entitled to medical check-up and medical insurance. In special occasions, the Group offers compassion gifts to employees such as gift cheque for marriage and condolence money.

2. 員工僱用

本集團為平等機會僱主，並致力為僱員在薪酬、招聘、培訓及晉升等各方面提供平等機會。我們的人力資源政策貫徹公平原則。我們根據人員的表現和能力作出聘任和晉升，而不論年齡、性別、家庭崗位、殘疾或種族。

3. 薪酬及福利

本集團視員工為重要資產，並十分重視員工福利。我們每年根據市場水平、員工表現及我們的業績表現檢討員工的薪酬待遇，確保我們有足夠競爭力挽留人才。員工的薪酬包含基本薪金和酌情花紅。本公司亦採納購股權計劃，旨在向選定的合資格人士提供激勵或獎勵。除法例規定的有薪假期外，我們的員工享有額外的有薪年假、病假、婚假及恩恤假。另外，除按法例規定的僱員補償保險外，我們的員工亦享有身體檢查及醫療保險。在特別情況，本集團會向員工致送禮物例如新婚禮金及慰問金等，表達心意。

As a family-friendly employer, we promote the concept of work-life balance to our employees. The Group adopt a five-day work week to enable our employees to spend more time with their family. We allow flexible working hours and special work-from-home arrangement for employees who are in need of flexibility to balance their family obligations and work duties.

In light of the COVID-19 situation, we let our employees work from home to help them minimise contact with people and reduce the risk of infection.

We believe that employees' health, safety and well-being come before work and we always seek to provide better working environment for them. Sport facilities such as basketball court and table tennis table are provided for our employees in the factory to encourage physical exercise and social interaction.

During FY2020, most of the staff recreational activities were suspended due to control measures against COVID-19. We initiated alternative approaches to maintain staff relations and momentum such as providing festive gifts and organising online lucky draw activities.

4. Training and Development

Human resources are our most precious asset. To achieve our corporate goals and development, we make continuous efforts in providing our employees with training and development opportunities as well as formulating relevant policies and initiatives for promoting staff skills uplift and growth. We have been recognised by the Employees Retraining Board as a Manpower Developer for our achievement in manpower development.

作為家庭友善的僱主，我們致力促進僱員工作與生活的平衡。本集團實行五天工作周，讓員工有更多家庭時間。當員工有需要更靈活地平衡家庭責任和工作，我們容許彈性上班時間及在家工時。

在COVID-19疫情期間，我們容許員工在家工作，減少與他人接觸，從而降低感染風險。

我們認為員工的安全和身心健康比工作更為重要，因此我們一直致力為員工提供更理想的工作環境。我們為員工提供籃球場及乒乓球桌等運動設施，鼓勵員工多做運動及社交聯誼。

因應COVID-19的防疫措施，於二零二零年財政年度大部分員工活動均被迫取消。因此，我們透過其他方法來維繫員工關係和士氣，如送贈節日禮物、舉辦網上抽獎活動等。

4. 培訓及發展

本集團視人才為公司最重要資產，致力為員工提供持續培訓及發展機會，並訂立相關政策及制度，鼓勵及協助員工提升技能和自我增值，以配合我們的企業目標和業務持續發展。本集團獲僱員再培訓局嘉許為「人才企業」，表揚我們在人才發展上的表現。

Our Group Training Center offers a variety of comprehensive and systematic training programmes covering different training and development needs which include leadership development and management skills, team collaboration skills, personal effectiveness uplift and corporate continuous improvement culture, work ethics, quality awareness, information technology, new staff induction, production and technical skills progression, machinery and equipment technicians apprenticeship scheme, occupational health and safety. Here are some highlights of our training and development programmes and policies:

4.1. Talent Development

We have launched various staff development programmes which aim at building our talent pool and development. These programmes include our Graduate Trainees programmes where we hire fresh Universities graduates with potentials. The programme covers in-house training, cross department rotation and placement. Trainees will be assigned to suitable positions according to their capabilities and career aspirations. We also have the Talent Development Programme and Off-the-Job Training Programme for existing supervisors and officers which aim to enhance their continuous improvement mindset and job skills to get them prepared for future promotion opportunities. These programmes cover a variety of training and development opportunities including in-house training, job rotations, external company visits, mentoring and action learning projects.

本集團的培訓中心為員工提供全面及系統化的各項不同類型培訓，包括：領導能力及管理技巧、團隊合作及相關人際相處合作技巧、個人效能提升、企業持續改善文化、工作道德操守及倡廉、品質意識、資訊科技、新入職員工培訓、生產相關技術、機器設備操作機長學徒培訓以及職業安全及健康等，以下是部分重點培訓及發展項目及政策：

4.1. 人才發展

為培育管理人材，本集團設有「管理見習生培訓計劃」，於大學物色合適及具潛質的畢業生，聘用後提供全面培訓及部門輪崗實習外，並在完成培訓後按照其個人能力及事業發展意向，安排在不同崗位工作。此外，我們亦分別推出「人才培育」及「脫崗培訓」計劃，為具備發展潛質的現職人員提供培訓機會，為他們日後晉升做好準備。培訓方式包括透過課堂培訓、部門輪崗實習、考察、導師指導及實踐項目，助其提升及達至管理崗位所需能力。

4.2. *Qualifications Framework*

Our Qualifications Framework aims to help us define the essential skills, knowledge and relevant skills hierarchy that a job position holder should possess. Staff will be assessed based on their required qualifications so as to identify their continuous improvement opportunities. We have set job required skills for different positions and have conducted assessments according to the skills matrix and requirement standards. Tailored training and development programmes and activities are designed and implemented according to the assessment results. This Qualifications Framework scheme also allows our employees to know their current and future development needs and facilitate their personal growth.

4.3. *Education Allowances Programme*

The Group encourages staff to pursue life-long learning and continuous enhancement so as to enhance their job skills, knowledge and qualifications. We have established an Education Allowances Programme, providing eligible staff with partial to full sponsorship for enrolling education or training programmes organised by external organisations.

4.4. *Professional accreditation programme & skills allowances*

To groom our professional staff and technicians, we have launched different levels of development programmes for professional staff which include engineers and production line leaders. Participants will be trained in a wide range of printing-related knowledge, production skills and management knowledge, and will be awarded extra allowances upon completion of training and assessment. We also provide various skills allowance schemes for other workers so as to encourage them to improve their skillset.

4.2. 資歷架構

資歷架構是一套能力等級制度，以評估員工的持續發展及需提升的能力。我們已為各部門不同職位，制訂所需的能力矩陣及標準，並進行資歷評估，從而制訂合適的個人持續發展提升培訓計劃及安排培訓提升項目，以確保員工符合所需的要求。員工亦可通過這套公開及客觀的資歷等級標準及要求，了解個人長遠發展需要及推動自我提升。

4.3. 進修資助計劃

為鼓勵員工自我增值，持續進修並提升知識技能及學歷，本集團設有進修資助計劃，合資格員工報讀外間院校及培訓機構課程，可獲部份至全額學費資助。

4.4. 專業職系認證培訓課程及技能為本津貼

為培育專業職系技術人員，本集團特別為各個專業職系(包括工程師及生產組長)設有初級至進階的專業培訓課程，內容涵蓋印刷知識、生產技術及管理知識。為鼓勵員工提升技能，員工完成培訓並通過考核後，可獲額外津貼。我們亦為其他工人設有各種技能津貼，通過培訓考核的員工可獲得額外津貼，以鼓勵他們提升及學習更多技能。

4.5. *Collaborations with educational institutions*

The Group has built up close ties with universities, institutions and professional academic bodies to explore collaboration opportunities. In 2020, we completed a 3-year Printing Technician trainees programme with a printing technician institute in Guangdong Province. By leveraging the school tutoring resources and integrating our operations expertise and practical experiences, we have successfully trained up several technician trainees for our plant operations.

4.6. *Programmes to support our latest development*

To support our business goals in web sales and pursuit of smart operation, the Group Training Center has organized various training and development programmes and activities to equip our employees with new knowledge and skills. We have invited external training provider to launch tailored training including Industry 4.0 training, which aims to help our employees to grasp new knowledge and the latest development. We also sponsored staff to attend external training, allowing them to keep advancing their knowledge and broadening their horizon.

4.5. 校企合作

本集團一直與不同大學、院校和專業學術機構保持密切聯繫和合作，例如我們與廣東省內一家技術學校合作推行培訓項目，並於去年完成了一項長達3年的印刷學徒培訓計劃，借助學校培訓資源及師資，結合我們生產廠房的實踐經驗，成功培訓多名理論及實踐兼備的印刷機長學徒。

4.6. 配合公司業務及行業最新發展培訓

為配合本集團發展線上業務及智能運作等長期發展策略，培訓中心致力安排相關培訓，如邀請外間培訓機構為員工提供工業4.0等專門培訓，助其掌握有關知識及最新發展。本集團亦會全數資助員工參加相關的外間培訓課程，讓員工能與時並進，擴闊視野。

5. Labour Standards

The Group emphasises youth protection and forced labour prevention by implementing a series of stringent measures. Other than solidly complying with the national and regional regulations and laws, including the Law on the Protection of Minors of the PRC, Provisions on the Prohibition of Using Child Labour, and the Labour Law of the PRC, the Group has gone an extra mile to address and prevent the child and forced labour issues.

Identity verification and background check are included in the recruiting process to ensure job applicants are fulfilling the legal working age (i.e. 16 years old). For internships and on-job training programmes offered to students, the Group will sign a cooperation agreement with the partner colleges and student participants to obtain consensus on the working terms and conditions. In addition, all contracts are formulated based on the Labour Contract Law of the PRC and all employees are required to sign the legally binding contracts before commencement of work to prevent any form of forced labour.

5. 勞工標準

本集團通過實施一系列嚴格措施，強調青年保護及預防強迫勞工。除嚴格遵守國家及地區法規及法律(包括《中華人民共和國未成年人保護法》、《禁止使用童工規定》及《中華人民共和國勞動法》)外，本集團亦付出額外的努力解決及預防童工及強迫勞工問題。

身份核實及背景調查已納入招聘程序，以確保求職者達到法定工作年齡(即16歲)。對於為學生提供的實習及在職培訓計劃，本集團會與合作院校及學生參與者簽署合作協議，以就工作條款及條件達成共識。此外，所有合約均根據《中華人民共和國勞動合同法》擬定，並要求所有僱員在開始工作前簽署具有法律約束力的合約，以防止任何形式的強迫勞工。

For existing employees, regular unannounced identity checks are conducted in the workplace to eliminate the possibility of child labour employment. The Group has set up a protocol to guide the human resources department to conduct the checks. Should the Group discover any child labour in the workplace, it will take prompt remedial actions including removing that employee from workplace immediately, contacting the employee's guardians and sending the employee back to their guardians.

Employees' consent for working overtime is required to prevent forced overtime work, and they are compensated in accordance with the applicable labour laws and regulations.

During the Reporting Period, the Group was not aware of any breaches of relevant laws and regulations that have a significant impact on the Group relating to preventing child and forced labour in Hong Kong and the PRC.

6. Staff Communication

Communication among all levels of staff is important for promoting positive staff relations and work efficiency. In view of that, the Group has established a wide range of communication channels such as suggestion boxes, telephone hotline, email, intranet, and meetings for its employees to express their views. On the other hand, the Group arranges quarterly meetings with the representatives of the labour union of our PRC plant, which serve as an effective channel to maintain an open, transparent and two-way communication between management and employees. The representatives collect employees' concerns and opinions on the existing policies on employment, working conditions, welfare and benefits and reflect them during the meetings. We listen to their opinions carefully and strive to enhance our policies so as to optimise the balance between their needs and business operations.

我們定期在工作場所對現有員工進行突擊身份檢查，以排除僱用童工的可能。本集團已製定指導人力資源部門進行檢查的規程。若本集團在工作場所發現任何童工，將立即採取補救措施，包括立即讓該僱員離開工作場所，與該僱員的監護人聯繫，並將僱員送到監護人處。

為防止強迫加班，如需加班工作，我們須徵得員工的同意，並根據適用的勞動法律及法規向彼等提供補償。

於報告期內，本集團並無發現有任何違反香港及中國有關防止童工及強迫勞工的相關法律及法規且對本集團造成重大影響的情況。

6. 員工溝通

各級員工間的溝通對促進員工關係及工作效率十分重要。有見及此，本集團已建立不同的溝通渠道如意見箱、電話熱線、電子郵件、內聯網及會議，讓員工表達意見。另一方面，本集團與內地廠房的工會進行季度會議，以有效維持管理層與員工之間開放、透明及雙向的溝通。工會代表會收集員工對僱傭、工作條件及福利等相關政策的意見，並在會議期間向管理層反映。我們會認真聽取員工的意見，並致力完善我們的政策，以在員工的需要及業務營運之間取得最佳平衡。

7. Health and Safety

7. 健康及安全

Occupation Health and Safety Production Policy

職業健康及安全生產政策

- Upholding the principle of “Safety First, Prevention Matters”
秉持「安全第一，預防為主」的原則
- Cultivating a people-oriented safety culture
培養以人為本的安全文化
- Striving for continuous improvement on workplace safety
力爭持續改善工作場所安全

We highly emphasise the importance of safety and health and firmly uphold the principle of “Safety First, Prevention Matters”. To achieve safety risk management and control, the Group has built up an occupational health and safety (“OHS”) management system which has been certified by the international standard (OHSAS 18001:2007). It works as the backbone for the Group to formulate appropriate safety strategies. Several people-oriented safety policies and guidelines have been formulated and implemented to provide detailed and coherent safety instructions for different levels of employees to follow.

To build a safe working environment, it is essential for all departments of the Group to proactively cooperate and take actions. In view of that, safety targets and plans are formulated by each department to regulate their daily operations and safety performances. Every year, top management review safety targets and plans to ensure they align with the Group’s core value. Annual internal safety audit is also conducted to review their safety performances.

We firmly comply with occupational health-related laws and regulations, including the Occupational Safety and Health Ordinance of Hong Kong, the Law of the PRC on Prevention and Control of Occupational Diseases, Production Safety Law of the PRC, and the Fire Control Law of the PRC, that are relevant to the Group’s operations.

我們高度重視安全健康，並堅守「安全第一，預防為主」的原則。為實現安全風險管控，本集團已建立職業健康及安全管理體系，該體系已通過國際標準(OHSAS 18001:2007)認證，為本集團制定適當安全策略的基石。我們已制定並實施多項以人為本的安全政策及指引，以為各級員工提供詳細而清晰的安全指示。

為營造安全的工作環境，本集團各部門須積極配合及採取行動。有鑒於此，各部門已製定安全目標和計劃，以規範其日常營運及安全績效。高層管理者每年都會審查安全目標和計劃，以確保其符合本集團的核心價值觀。本集團亦開展年度內部安全審核，以檢討其安全績效。

我們堅決遵守與職業健康並與本集團之營運相關的法律及法規，包括香港《職業安全及健康條例》、《中華人民共和國職業病防治法》、《中華人民共和國生產安全法》及《中華人民共和國消防法》。

Hazards Identification and Risks Elimination

In the manufacturing business, contacting with objects and equipment, tripping and falling, and mishandling of chemicals are common causes for work-related injuries. The Group has no hesitation in eliminating the potential safety risks. Various measures have been implemented to avoid and mitigate the safety risks and hazards posed to our employees.

Hazards Identification policies are established to stipulate clear procedures of annual hazards identification works. The identification covers various potential risks, including dust and noise generation, falling objects, contacting with objects and equipment, and explosion etc., along the production chain and supporting office. External professional parties are also engaged to conduct reviews and provide recommendations periodically.

Chemical Purchasing and Storing Management

We have formulated working guidelines for chemical purchasing, handling and storing, and ensure they are strictly implemented. All chemicals are purchased from qualified suppliers with certified material safety data sheet (“MSDS”) provided. Dangerous goods are kept in access-restricted area and explosion-proof cabinets with CCTV-cameras installed to prevent accidental leakage.

Regular Safety Inspection

Daily internal safety inspections are conducted by qualified safety officers to ensure sufficient precautionary safety measures and proper practices are enforced. Moreover, qualified external bodies for regular workplace occupational hazard inspections and audits for our continuous improvement and evaluating the effectiveness of our safety management system.

識別危險源及風險消除

在製造業務中，接觸物體和設備、絆倒及化學物質處理不當是造成工傷的常見原因。本集團堅決消除潛在安全風險。本集團已採取各種措施以避免和減輕對我們員工的安全風險和危害。

本集團制定危險源識別政策，為開展年度危險源識別工作制定明確程序。該識別工作覆蓋整個生產鏈中及支援部門的各種潛在風險，包括灰塵及噪音的產生、落物、與物體和設備接觸以及爆炸等。我們也定期委聘外部專業機構進行審核並提供建議。

化學品購買及儲存管理

我們已經制定並確保嚴格執行有關化學品購買、處理及儲存的工作指引。所有化學品均購自能提供經認證的材料安全數據表的合格化學品供應商。危險物品存放在限制進入的化學品存儲區及防爆櫃，並安裝監視器以防止意外洩漏。

定期安全檢查

合資格的安全員會每天進行內部安全檢查，以確保充足的預防性安全措施和正確操作得以實行。此外，本集團亦委聘合資格的外部機構對進行定期的工作場所職業危害檢查及審核，以助我們持續改進及評估我們的安全管理體系的有效性。

Safety Training and Emergency Preparedness

By offering safety training for all employees in respect of the safety management practices and measures, the Group expects to raise the safety awareness of the employees and foster a safety-focus culture in the workplace. A variety of training sessions including introduction on the Working Permit System, OHS management system, machinery safety and operation, chemical use and storage are offered to the employees to acquire necessary competence and qualifications for their daily work. The Group provides extra external training based on employees' job natures and needs to enhance their knowledge of all the potential hazards and dangers in the workplace, and are competent to perform their duties safely.

In addition, a comprehensive contingency plan is developed to cope with various kinds of emergencies such as fire outbreak, chemical leakage and other accidents, to take control of the situation and arrange evacuation if needed.

Regular emergency drills are arranged for our employees to practise for different situations. In FY2020, fire drill and chemical spill drill were organised.

安全培訓及應急準備

通過向所有員工提供有關安全管理常規和措施的安全培訓，本集團希望提高員工的安全意識，並在工作場所培養注重安全的文化。本集團為員工提供各種培訓課程，包括介紹工作許可證制度、職業健康及安全管理系統、機械安全和操作、化學品使用和儲存等，以幫助員工獲取日常工作所需的能力及資格。本集團根據員工的工作性質和需求提供額外的外部培訓，以提升他們對於到工作場所中所有潛在的隱患及危險的知識，並有能力安全地履行職責。

此外，我們建立了一套周詳應急預案以應對各種緊急情況，包括火災、化學物質泄漏及其他事故，並控制有關狀況和按需要安排疏散。

我們定期組織應急演習，使我們的員工對於各種情境有所練習。於二零二零年財政年度內，我們曾組織消防演習及化學品外溢演習。

VI. OPERATING PRACTICES

1. Supply Chain Management

We pay extra attention when choosing business partners to eliminate potential risks on our operations. By building a close and mutually beneficial relationship with trustworthy suppliers, the Group can enhance the quality of its production and maintain its competitive advantage in the industry. We adhere to the principles of openness, fairness and integrity in our supplier and contractor engagement. Suppliers who have established systematic management approaches on product quality assurance and environmental and social responsibilities together with sound records on fulfilling customer requirements are preferred. Potential suppliers are required to undergo a series of selection procedures before being qualified as approved suppliers. In particular, we also require suppliers to obtain the “Customs Trade Partnership Against Terrorism” certification.

During the selection procedures, on-site assessments are carried out to ensure the suppliers meet our requirements. Once the suppliers are approved, they are required to sign a compliance statement to prevent any violation of laws. Approved suppliers’ performance will be continuously reviewed to minimise supply chain risks.

To manage the environmental, occupational health and safety (EHS) performances of our suppliers, we have established a series of straightforward management guidelines aiming to reduce their environmental impact and occupational health risks. Our EHS policies are thoroughly explained to all the business partners to ensure they can align with the Group’s EHS values.

六、營運常規

1. 供應鏈管理

我們十分著重對業務夥伴的選擇，以消除我們營運中的潛在風險。與可信賴的供應商建立密切、互惠的關係，有助提高生產的質量並保持我們在行業中的競爭優勢。我們在委聘供應商及承包商方面秉持公開、公平和誠信的原則。本集團會優先選擇在產品質量保證和對環境與社會責任方面已建立系統化管理方法，並在滿足客戶要求方面有良好記錄的供應商。潛在供應商必須經過一系列篩選程序，才可獲得認可供應商資格。我們亦要求供應商獲得「海關 — 商界反恐夥伴 (Customs-Trade Partnership Against Terrorism)」認證。

在篩選過程中，我們會進行現場審核，確保供應商符合我們的要求。供應商獲得認可後，須簽署合規聲明，以防止任何違反法律的行為。我們會持續評估核准供應商的表現以盡量降低供應鏈風險。

為管理供應商的環境、職業健康及安全表現，我們已制定一系列直接管理指引，旨在降低供應商對環境的影響和職業健康風險。我們向所有業務合作夥伴詳細說明我們的健康及安全政策，以確保其能符合本集團的健康及安全價值觀。

2. Product Responsibility

As a professional paper product manufacturer and printing service provider, the Group is dedicated to satisfying our clients by offering high quality products and customer-oriented services, hence to maintain our competitive position in the industry and sustain the long-term business growth.

During the Reporting Period, the Group was not aware of any breaches of relevant laws and regulations such as the Product Quality Law of the PRC. There was no record of product recall due to safety and health reasons.

Quality Assurance

As an international professional paper product manufacturer and printing service provider, the Group is dedicated to satisfying our clients by consistently providing products of high quality and integrity, so as to maintain our competitive position in the industry and sustain the long-term business growth. Accredited by ISO 9001, our operations include a comprehensive quality management system which covers quality assurance, quality engineering and quality control. This system manages quality throughout the production operations from product development, material sourcing, manufacturing to delivery, to ensure that the designated standards are met. Our quality assurance team is accredited by ANSI-ASQ National Accreditation Board under ISO 17020, which is an international accreditation for an inspection body for demonstrating technical competence in the fields of calibration and testing. We also represent some of our major customers as the certified vendor that we are qualified to conduct inspection on their behalves.

2. 產品責任

作為專業的紙製品製造商及印刷服務提供商，本集團致力於通過提供優質產品及以客戶為本的服務來滿足客戶需求，從而保持我們在行業中的競爭地位並維持長期業務增長。

於報告期內，本集團並無發現有違反《中華人民共和國產品質量法》等有關法律及法規的情況。亦並無因安全及健康原因而出現產品召回的記錄。

品質保證

作為國際專業紙製品製造商及印刷服務提供商，本集團致力於持續提供優質產品以滿足客戶需求，從而保持我們在行業中的競爭地位並維持長期業務增長。我們的營運獲ISO9001認證，並設有一套全面的質量管理體系，涵蓋品質保證、品質工程及品質控制，此品質體系指導從產品開發、材料採購、生產到交付的品質，以確保質量符合指定的標準。我們的品質保證團隊已獲得美國國家標準協會 — 美國品質協會認證機構認可委員會ISO 17020認證，證明其校準及檢測領域的技術能力。我們亦是一些主要客戶的認可供應商，具資格代表其進行檢驗。

Product safety tests on raw materials and products are conducted by our own in-house laboratory which is accredited by different international professional bodies including China National Accreditation Service for Conformity Assessment (CNAS), ANSI-ASQ National Accreditation Board and United States Consumer Product Safety Commission (CPSC). It also meets the requirements of an international standard ISO/IEC 17025:2005, and is qualified to conduct tests in accordance with international standards, such as standards for toys, packaging and general goods in the U.S. and Europe.

We ensure that our operations comply with relevant laws and regulations such as the “Product Quality Law of the People’s Republic of China” and the “Law of the People’s Republic of China on the Protection of Consumer Rights and Interests. During the Reporting Period, there was no record of breaches of the relevant laws and regulations or product recall due to quality or safety reasons.

我們設有內部實驗室，可對原材料和產品進行產品安全測試，並已獲多個國際專業機構認可，包括中國合格評定國家認可委員會(CNAS)、美國國家標準協會 — 美國品質協會認證機構認可委員會及美國消費品安全委員會(CPSC)。我們的實驗室亦符合國際標準ISO/IEC 17025:2005的要求，並合資格根據國際標準(例如美國及歐洲有關玩具、包裝及一般商品的標準)進行檢測。

我們確保我們的業務營運符合《中華人民共和國產品質量法》及《中華人民共和國消費者權益保護法》等相關法律及法規。於報告期內，並無違反相關法律及法規或因質量或安全原因而出現產品召回的記錄。

Customer Satisfaction

Customers' satisfaction is always one of our top priorities. We have an established mechanism to handle customers' complaints. We take appropriate and prompt actions to follow up investigation and analysis of the issue. Also, we collect and review customers' feedback through regular customer satisfaction surveys on different aspects including product quality, customer service, lead time, operation capabilities, and materials sourcing and development. We achieved an overall satisfaction rate of 85.7% in our latest survey. In addition, we fully comply with relevant laws and regulations on advertising and labelling including the Advertising Law of the People's Republic of China to prevent delivering misleading information to customers.

客戶滿意度

我們十分著重客戶滿意度。我們擁有成熟的客戶投訴機制應付客戶提出的問題。我們會採取妥當、及時的措施進行跟進調查及分析問題。此外，我們通過定期的客戶滿意度調查收集及審閱客戶對各個層面的反饋，包括產品質量、客戶服務、交付時間、營運能力以及材料採購及開發。在最近期的調查中，我們的整體滿意率為85.7%。此外，我們全面遵守有關廣告及標籤的相關法律及法規（包括《中華人民共和國廣告法》），以防止向客戶傳遞誤導信息。

Privacy & Intellectual Property Protection

We place a strong emphasis on safeguarding customers' privacy and have formulated our procedures and guidelines for privacy protection. Protection of intellectual property is a crucial part in our operations of both OEM sales and web sales. Based on the relevant policies and procedures, we implement strict measures throughout the production process to prevent unauthorised duplication, illegal use or distribution, or leakage of the designs, specifications and other intellectual properties of our corporate customers' products by our employees or subcontractors. Documents and systems containing confidential or private data can only be accessed by authorised staff who are responsible for relevant job tasks. Any unauthorised access, copy, transfer or disclosure of such information to other third parties is strictly prohibited. We have also established procedures for monitoring and protecting intellectual properties in our web sales operation, which include screening of image files submitted by our customers in their personalization orders to check if any suspected infringement of intellectual property rights of a third party. Our websites also set forth our privacy policy indicating the collection, use and protection of customers' private information on our websites. We also adopt a preventive approach by arranging staff training on cyber security to enhance their awareness of potential risks of data leakage.

During the Reporting Period, the Group was not aware of any infringement of any law and regulations relating to privacy or intellectual property.

私隱及知識產權保護

我們高度重視保障客戶私隱，並已制定私隱保護程序及指引。知識產權保護是我們OEM銷售及網站銷售業務的重要部分。根據相關政策和程序，我們在整個生產過程中實施嚴格措施，以防止員工或承包商擅自複製、非法使用或分發，或洩露企業客戶產品的設計、規格及其他知識產權。含有機密或私人數據的文件及系統只能由負責相關工作任務的獲授權員工接觸。嚴禁任何未經授權人士接觸、複製、轉移或披露此類信息予其他第三方。我們亦已制定用於在我們網站銷售業務中監控及保護知識產權的程序，包括篩查客戶在其定製訂單中提交的圖像文件，以核實是否有任何涉嫌侵犯第三方知識產權的行為。我們的網站亦載有關於在我們的網站上收集、使用及保護客戶私人信息的私隱政策。我們亦未雨綢繆，為員工安排網絡安全培訓，以強化他們對資料洩漏潛在風險的意識。

於報告期內，本集團並無發現有任何違反任何私隱或知識產權相關法律及法規的情況。

3. Anti-corruption

The Group firmly upholds the highest standard of business integrity at all times. As governed by our internal integrity management policy, we ensure that the company's operations meet the requirements of its standards and the relevant laws and regulations including the Prevention of Bribery Ordinance of Hong Kong and the Criminal Law of the PRC. We forbid any form of employee misconduct, such as bribery, extortion and money laundering, and adopts zero-tolerance policy to corruption and fraud practices. All employees are required to strictly follow the relevant rules as stated in the code of conduct on staff handbook and to make a declaration of conflict of interest. On-board training and refresher training were provided for staff to reinforce their knowledge in business integrity and anti-corruption. We also set up a dedicated whistleblowers hotline and email address to manage the message from whistle blowers. Cases reported will be investigated by our internal audit department and reviewed by the audit committee. During the Reporting Period, neither the Group nor its employees were involved any litigation cases in relation to corruption.

3. 反貪污

本集團始終堅定秉持最高的商業誠信標準。根據我們內部誠信管理政策的規定，為確保本公司的業務營運符合其標準以及相關法律及法規（包括香港《防止賄賂條例》及《中華人民共和國刑法》）的要求，我們禁止任何形式的員工不當行為，如賄賂、勒索及洗錢，並對貪污及欺詐行為採取零容忍政策。所有員工均須嚴格遵守員工手冊內行為守則中規定的相關規則，並就利益衝突作出聲明。我們為員工提供在職培訓及進修培訓，以增強其對商業誠信及反貪污方面的認識。我們設立專用的舉報熱綫及電郵地址，以管理舉報人的資訊。舉報的案件將由我們的內部審計部門調查，並由審核委員會進行覆檢。於報告期內，本集團及其員工概無涉及任何貪污相關訴訟案件。

VII. COMMUNITY INVESTMENT

Our care and commitment to the community is embedded in our corporate culture of the Group. As a socially responsible company, we acknowledge the significance of our continuous and active participation in contributing to the society.

In 2020, the Group once again supported the Hong Kong Red Cross by becoming the Diamond Sponsor of its annual fundraising event “Pass-it-On” for the 12th consecutive year. In addition to cash donation, we also provided pro bono printing services for the campaign’s promotional materials, so as to help Red Cross reduce operation costs and maximise its distribution of resources to the needy. Apart from this, we also supported different organisations and communities. For example, we sponsored Hong Kong Shine Tak Foundation’s “Dynamic Online Sports Month” event which aimed to raise funds for its various youth development programmes. In addition, we supported New Sight Eye Care, a registered charity dedicated to making positive changes in the Republic of Congo (“Congo”) to restoring and protecting the vision of people there, for the third consecutive year to launch their annual calendar for charity sales by covering the entire design and production costs, which helped them raise over HK\$270,000 for their eye hospital project in Ouessou, Congo. Through New Sight Eye Care, we also took the opportunity to show our care and support to the deprived communities overseas by donating supplies to children in Congo.

七、社區投資

我們對社區的關懷及承諾已融入本集團的企業文化。作為對社會責任有所承擔的公司，我們深知持續及積極回饋社會的重要性。

於二零二零年，本集團再次贊助香港紅十字會，連續第12年成為其年度籌款活動「愛心相連大行動」的鑽石贊助。除捐款外，我們亦為活動的宣傳材料提供義務印刷服務，以幫助紅十字會降低運營成本並盡量將資源分配給有需要的人。除此之外，我們亦向不同的組織及社區提供支援。例如，我們贊助香港善德基金會的「善德全民線上運動月」活動，該活動旨在為其各項青年發展計劃籌集資金。此外，我們連續第三年支持註冊慈善機構目養計劃。該機構致力在剛果共和國（「剛果」）幫助當地人民恢復及保護視力。我們協助其推出用作慈善義賣的年曆，並承擔全部設計及生產成本，幫助其在剛果韋索的眼科醫院項目籌得超過HK\$270,000港元。通過目養計劃，我們亦向剛果的兒童捐贈物資，以向海外貧困社區表達我們的關懷及支持。

VIII. HONOURS AND CERTIFICATIONS

We have achieved diverse international standards of operation systems, such as ISO 9001:2015, ISO 14001:2015, ISO 50001:2011, to maintain our product quality and ensure our efficiency and compliance. In addition, we have also been given a number of certifications and awards from different organisations.

八、榮譽及認證

我們達到不同國際營運體系標準，如 ISO 9001:2015、ISO 14001:2015、ISO 50001:2011，以保持我們的產品質量，確保我們的效率及合規性。此外，我們亦獲得不同機構頒發多個認證和獎項。

Certifications/Awards 認證／獎項	Awarders 頒授機構	Awardees 獲頒公司
ISO 9001:2015 ISO 14001:2015	SGS United Kingdom Ltd	Q P Printing Ltd/Dongguan Zensee Printing Ltd/Taunus Printing (Heshan) Co. Ltd. 雋思印刷有限公司／ 東莞雋思印刷有限公司／ 騰達印刷(鶴山)有限公司
ISO 50001:2011	SGS-CSTC Standards Technical Services Co., Ltd SGS通標標準技術服務有限公司	Dongguan Zensee Printing Ltd 東莞雋思印刷有限公司
OHSAS 18001:2007	SGS Hong Kong Limited 香港通用檢測認證有限公司	Q P Printing Ltd/Dongguan Zensee Printing Ltd 雋思印刷有限公司／ 東莞雋思印刷有限公司
FSC Chain-of-Custody FSC產銷監管鏈	SGS Hong Kong Limited 香港通用檢測認證有限公司	Dongguan Zensee Printing Ltd/Taunus Printing (Heshan) Co. Ltd./Q P Printing Ltd/QP (HK) Ltd/QP Trading Ltd/ QP International Ltd/QP Sourcing Ltd 東莞雋思印刷有限公司／ 騰達印刷(鶴山)有限公司／ 雋思印刷有限公司／雋思(香港)有限公司／雋思貿易有限公司／雋思國際企業有限公司／雋思物料開發有限公司

Certifications/Awards 認證／獎項	Awarders 頒授機構	Awardees 獲頒公司
C-TPAT Validation 海關 — 商界反恐夥伴 (C-TPAT) 驗證	China-United States Joint Validation Team* 中美聯合驗證小組	Dongguan Zensee Printing Ltd 東莞雋思印刷有限公司
GSV (Global Security Verification) 全球安全認證	Intertek 天祥集團	Dongguan Zensee Printing Ltd/Taunus Printing (Heshan) Co. Ltd. 東莞雋思印刷有限公司／ 騰達印刷(鶴山)有限公司
Seal of Compliance 規範證章	ICTI Ethical Toy Program ICTI玩具業責任規範	Dongguan Zensee Printing Ltd/Taunus Printing (Heshan) Co. Ltd. 東莞雋思印刷有限公司／ 騰達印刷(鶴山)有限公司
China Environmental Labelling Product Certification* 中國環境標誌產品認證	China Environmental United (Beijing) Certification Center Co., Ltd 中環聯合(北京)認證中心有限公司	Dongguan Zensee Printing Ltd 東莞雋思印刷有限公司
Recognition of Achievement (GMI) 成就認可(GMI)#	Graphic Measures International 國際圖形測量公司#	Dongguan Zensee Printing Ltd 東莞雋思印刷有限公司
G7 Master Facility Targeted G7目標管理認證#	Idealliance 國際數碼企業聯盟	Dongguan Zensee Printing Ltd/Taunus Printing (Heshan) Co. Ltd. 東莞雋思印刷有限公司／ 騰達印刷(鶴山)有限公司
High and New Technology Enterprise Certificate 高新技術企業證書	Department of Science and Technology of Guangdong Province, Department of Finance of Guangdong Province, Guangdong Provincial Office of the SAT and Guangdong Local Taxation Bureau 廣東省科學技術廳、廣東省財政 廳、國家稅務總局廣東省稅務局 及廣東省地方稅務局	Dongguan Zensee Printing Ltd 東莞雋思印刷有限公司

Certifications/Awards 認證／獎項	Awarders 頒授機構	Awardees 獲頒公司
10 Years Plus Caring Company Logo 10年Plus「商界展關懷」標誌	The Hong Kong Council of Social Service 香港社會服務聯會	Q P Printing Ltd 雋思印刷有限公司
Caring Certificate 愛心關懷證書	Federation of Hong Kong Industries 香港工業總會	Q P Group Holdings Limited 雋思集團控股有限公司
Listed Company Awards of Excellence 2020 – (Main Board Rising Star Award) 上市公司卓越大獎2020 – (主板新星獎)	Hong Kong Economic Journal 信報財經新聞	Q P Group Holdings Limited 雋思集團控股有限公司
Good MPF Employer Award 積金好僱主	Mandatory Provident Fund Schemes Authority 強制性公積金計劃管理局	Q P Printing Ltd/QP (HK) Ltd/ DPI Laboratory Services Ltd/Product Innovator Ltd/ Printer's Studio Ltd 雋思印刷有限公司／ 雋思(香港)有限公司／ 雋思檢測服務有限公司／ 創業產品發展有限公司／ Printer's Studio Ltd

The Chinese translations of the names are for reference only.

此等名稱的中文譯名僅供參考。

* The English translations of the names are for reference only.

* 此等名稱的英文譯名僅供參考。

IX. VISION OUTLOOK

Adhering to our vision of becoming the most preferred trustworthy business partner in the industry, we are committed to our corporate responsibility in environment, social and governance. As always, the Group will continue to uphold a high standard of business ethics and play its role in the community as a responsible taxpayer and business operator, with the ultimate goal of achieving sustainability in our business as well as the society. We will strive to explore ways to enhance our performance in environment protection in different aspects of operations. We also look to attract talents with competitive remuneration packages, pleasant working environment and good prospect to cater for our business expansion while facilitating our employees' career development. We will also actively identify charitable opportunities and play our part as a caring corporate citizen to provide more support for the underprivileged. We will continue to evaluate our implementation in these areas from time to time and strive for continuous improvement.

九、未來願景

我們將堅持成為行業中首選及最可信賴的合作夥伴的願景，致力於履行我們在環境、社會及管治方面的企業責任。本集團將一如既往，繼續秉承高標準的商業道德，在社區中扮演負責任的納稅人及商業經營者的角色，以達致我們業務及社會的可持續發展。我們將努力探索各種方式，以提高各方面營運在環境保護的表現。我們亦希望通過具有競爭力的薪酬待遇、舒適的工作環境及良好的前景吸引人才，以支持我們的業務擴展，同時促進員工的職業發展。作為關懷社會的企業公民，我們亦將積極物色參與慈善的機會，為弱勢社群提供更多支持。我們將繼續不時評估各方面的落實情況，力求不斷進步。

X. ENVIRONMENTAL PERFORMANCE DATA SUMMARY

十、環境表現數據摘要

		Unit 單位		2020 二零二零年
GREENHOUSE (“GHG”) EMISSIONS		溫室氣體排放量		
Scope 1¹:		範圍一 ¹ :		
Total	總量	Tonnes CO ₂ e	噸二氧化碳當量	336.45
Intensity³	密度³	Tonnes CO ₂ e	噸二氧化碳當量	0.27
Scope 2²:		範圍二 ² :		
Total	總量	Tonnes CO ₂ e	噸二氧化碳當量	20,565.72
Intensity³	密度³	Tonnes CO ₂ e	噸二氧化碳當量	16.69
AIR EMISSIONS		廢氣排放量		
Nitrogen oxides	氮氧化物	Tonnes	噸	0.28
Sulfur oxides	硫氧化物	Tonnes	噸	0.001
Particles	顆粒物	Tonnes	噸	0.03
HAZARDOUS WASTES		有害廢棄物		
Solid Wastes Generated:		產生的固體廢物:		
Total	總量	Tonnes	噸	203.28
Intensity³	密度³	Tonnes	噸	0.16
Wastewater Discharged:		排放的廢水:		
Total	總量	Tonnes	噸	610.13
Intensity³	密度³	Tonnes	噸	0.49
NON-HAZARDOUS WASTES		無害廢棄物		
Solid Wastes Generated:		產生的固體廢物:		
Total	總量	Tonnes	噸	8,643.59
Intensity³	密度³	Tonnes	噸	7.01
Wastewater Discharged:		排放的廢水:		
Total	總量	Tonnes	噸	158,420.05
Intensity³	密度³	Tonnes	噸	128.52
PACKAGING MATERIALS USED FOR FINISHED GOODS		製成品所用包裝材料		
Total	總量	Tonnes	噸	3,503.24
Intensity³	密度³	Tonnes	噸	2.84

		Unit 單位		2020 二零二零年
ENERGY AND WATER RESOURCES CONSUMPTION		能源及水資源消耗量		
Electricity:	電力:			
Total	總量	MWh	兆瓦時	25,620.83
Intensity³	密度³	MWh	兆瓦時	20.79
Gasoline:	汽油:			
Total	總量	Litres	公升	41,620.37
Intensity³	密度³	Litres	公升	33.77
Diesel:	柴油:			
Total	總量	Litres	公升	15,576.40
Intensity³	密度³	Litres	公升	12.64
Water Resources:	水資源:			
Total	總量	Tonnes	噸	159,030.18
Intensity³	密度³	Tonnes	噸	129.02
PAPER CONSUMPTION		用紙量		
Production:	生產:			
Total	總量	Tonnes	噸	32,415.66
Intensity³	密度³	Tonnes	噸	26.30
Office:	辦公室:			
Total	總量	Tonnes	噸	16.21
Intensity³	密度³	Tonnes	噸	0.01

Notes:

- 1 Scope 1 represents direct GHG emissions generated by the use of gasoline, diesel and refrigerant.
- 2 Scope 2 represents indirect GHG emissions generated by the use of purchased electricity from local power companies.
- 3 The emission/production/consumption intensities are calculated in terms of every HK\$1 million of revenue.

附註:

- 1 範圍1指通過使用汽油、柴油及製冷劑產生的直接溫室氣體排放量。
- 2 範圍2指通過使用採購自當地電力公司的電力所產生的間接溫室氣體排放量。
- 3 排放量/生產量/使用量密度以每百萬港元的收益計算。

HKEX ESG REPORTING GUIDE INDEX

聯交所環境、社會及管治報告指引索引

HKEx ESG Reporting Guide General Disclosures & KPIs 聯交所環境、社會及管治報告指引一般披露及關鍵績效指標		Reference Section 參考章節
Aspect A: Environment 層面A:環境		
A1 Emissions	<p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.</p> <p><i>Note:</i> Air emissions include NO_x, SO_x, and other pollutants regulated under national laws and regulations. Greenhouse gases include carbon dioxide, methane, nitrous oxide, hydrofluorocarbons, perfluorocarbons and sulphur hexafluoride. Hazardous wastes are those defined by national regulations.</p>	Environmental Protection – Management of Emissions
A1排放物	<p>有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例的資料。</p> <p>註：廢氣排放包括氮氧化物、硫氧化物及其他受國家法律及規例規管的污染物。溫室氣體包括二氧化碳、甲烷、氧化亞氮、氫氟碳化合物、全氟化碳及六氟化硫。有害廢棄物指國家規例所界定者。</p>	環境保護 – 排放物的管理

HKEx ESG Reporting Guide General Disclosures & KPIs 聯交所環境、社會及管治報告指引一般披露及關鍵績效指標		Reference Section 參考章節
KPI A1.1	The types of emissions and respective emissions data.	Environmental Protection — Management of Emissions; Environmental Performance Data Summary
關鍵績效指標A1.1	排放物種類及相關排放數據。	環境保護 — 排放物的管理；環境表現數據摘要
KPI A1.2	Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Environmental Protection — Management of Emissions; Environmental Performance Data Summary
關鍵績效指標A1.2	溫室氣體總排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	環境保護 — 排放物的管理；環境表現數據摘要
KPI A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Environmental Protection — Management of Wastewater, Management of Disposal of Solid Waste; Environmental Performance Data Summary
關鍵績效指標A1.3	所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	環境保護 — 廢水排放的管理、固體廢物處置的管理；環境表現數據摘要
KPI A1.4	Total non-hazardous waste produced (in tonnes) and where appropriate, intensity (e.g. per unit of production volume, per facility).	Environmental Protection — Management of Wastewater, Management of Disposal of Solid Wastes; Environmental Performance Data Summary
關鍵績效指標A1.4	所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	環境保護 — 廢水排放的管理、固體廢物處置的管理；環境表現數據摘要
KPI A1.5	Description of measures to mitigate emissions and results achieved.	Environmental Protection — Management of Emissions

HKEx ESG Reporting Guide General Disclosures & KPIs 聯交所環境、社會及管治報告指引一般披露及關鍵績效指標		Reference Section 參考章節
關鍵績效指標 A1.5	描述減低排放量的措施及所得成果。	環境保護 — 排放物的管理
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved.	Environmental Protection — Management of Wastewater, Management of Disposal of Solid Wastes
關鍵績效指標 A1.6	描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	環境保護 — 廢水排放的管理、固體廢物的處置管理
A2 Use of Resources	Policies on efficient use of resources including energy, water and other raw materials. <i>Note:</i> Resources may be used in production, in storage, transportation, in buildings, electronic equipment, etc.	Environmental Protection — Management of Resources Utilisation
A2 資源使用	有效使用資源(包括能源、水及其他原材料)的政策。 <i>註:</i> 資源可用於生產、儲存、運輸、樓宇、電子設備等。	環境保護 — 資源使用的管理
KPI A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).	Environmental Protection — Management of Resources Utilisation; Environmental Performance Data Summary
關鍵績效指標 A2.1	按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	環境保護 — 資源使用的管理; 環境表現數據摘要
KPI A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility).	Environmental Protection — Management of Resources Utilisation; Environmental Performance Data Summary
關鍵績效指標 A2.2	總耗水量及密度(如以每產量單位、每項設施計算)。	環境保護 — 資源使用的管理; 環境表現數據摘要
KPI A2.3	Description of energy use efficiency initiatives and results achieved.	Environmental Protection — Management of Resources Utilisation

HKEx ESG Reporting Guide General Disclosures & KPIs 聯交所環境、社會及管治報告指引一般披露及關鍵績效指標		Reference Section 參考章節
關鍵績效指標A2.3	描述能源使用效益計劃及所得成果。	環境保護 — 資源使用的管理
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved.	Environmental Protection — Management of Resources Utilisation
關鍵績效指標A2.4	描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。	環境保護 — 資源使用的管理
KPI A2.5	Total packaging material used for finished products (in tonnes), and, if applicable, with reference to per unit produced.	Environmental Protection — Management of Resources Utilisation; Environmental Performance Data Summary
關鍵績效指標A2.5	製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量。	環境保護 — 資源使用的管理; 環境表現數據摘要
A3 The Environment and Natural Resources	Policies on minimising the issuer's significant impact on the environment and natural resources.	Environmental Protection — The Environmental and Natural Resources
A3環境及天然資源	減低發行人對環境及天然資源造成重大影響的政策。	環境保護 — 環境及自然資源
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	Environmental Protection — The Environmental and Natural Resources
關鍵績效指標A3.1	描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	環境保護 — 環境及自然資源
Aspect B: Social 層面B: 社會		
B1 Employment	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	Employment and Labour Practices — Employment, Compensation and Benefits
B1僱傭	有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	僱傭及勞工常規 — 員工僱用、薪酬及福利

HKEx ESG Reporting Guide General Disclosures & KPIs 聯交所環境、社會及管治報告指引一般披露及關鍵績效指標		Reference Section 參考章節
B2 Health and Safety	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	Employment and Labour Practices — Health and Safety
B2健康與安全	有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	僱傭及勞工常規 — 健康與安全
B3 Development and Training	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. <i>Note:</i> Training refers to vocational training. It may include internal and external courses paid by the employer.	Employment and Labour Practices — Training and Development
B3發展及培訓	有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。 <i>註：</i> 培訓指職業培訓，可包括由僱主付費的內外部課程。	僱傭及勞工常規 — 培訓及發展
B4 Labour Standards	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child or forced labour.	Employment and Labour Practices — Labour Standards
B4勞工準則	有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	僱傭及勞工常規 — 勞工準則
B5 Supply Chain Management	Policies on managing environmental and social risks of the supply chain.	Operating Practices — Supply Chain Management
B5供應鏈管理	管理供應鏈的環境及社會風險政策。	營運常規 — 供應鏈管理

HKEx ESG Reporting Guide General Disclosures & KPIs 聯交所環境、社會及管治報告指引一般披露及關鍵績效指標		Reference Section 參考章節
B6 Product Responsibility	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	Operating Practices – Product Responsibility
B6產品責任	有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	營運常規 – 產品責任
B7 Anti-corruption	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	Operating Practices – Anti-Corruption
B7反貪污	有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	營運常規 – 反貪污
B8 Community Investment	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	Community Investment
B8社區投資	有關以社區參與來瞭解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	社區投資

TO THE SHAREHOLDERS OF Q P GROUP HOLDINGS LIMITED
(incorporated in the Cayman Islands with limited liability)

Opinion

What we have audited

The consolidated financial statements of Q P Group Holdings Limited (the “**Company**”) and its subsidiaries (the “**Group**”) set out on pages 152 to 247, which comprise:

- the consolidated statement of financial position as at 31 December 2020;
- the consolidated statement of profit or loss and other comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致雋思集團控股有限公司股東
(於開曼群島註冊成立的有限公司)

意見

我們已審計的內容

雋思集團控股有限公司(「**貴公司**」)及其附屬公司(「**貴集團**」)列載於第152至247頁的綜合財務報表，包括：

- 於二零二零年十二月三十一日的綜合財務狀況表；
- 截至該日止年度的綜合損益及其他全面收益表；
- 截至該日止年度的綜合權益變動表；
- 截至該日止年度的綜合現金流量表；及
- 綜合財務報表附註，包括主要會計政策概要。

我們的意見

我們認為，該等綜合財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了 貴集團於二零二零年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

Basic for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

Key Audit Matters

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

意見的基礎

我們已根據香港會計師公會頒布的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

獨立性

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

關鍵審計事項

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

Key audit matter identified in our audit is related to provision for inventories write-down. 我們在審計中識別的關鍵審計事項是關於存貨撇減撥備。

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項
<p>Provision for inventories write-down 存貨撇減撥備</p> <p>Refer to Note 4(c) (critical accounting estimates and judgements) and Note 21 to the consolidated financial statements. 請參閱綜合財務報表附註4(c) (重大會計估計及判斷)及附註21。</p> <p>As at 31 December 2020, the Group held inventories of HK\$93,680,000 (2019: HK\$85,706,000), net of provision for write-down of HK\$20,334,000 (2019: HK\$17,655,000). Inventories are carried at the lower of cost and net realisable value (“NRV”). The cost of inventories may not be recoverable if those inventories’ selling prices declined, costs to complete or selling costs increased or they have become obsolete or damaged. 於二零二零年十二月三十一日，本集團持有存貨93,680,000港元(二零一九年：85,706,000港元)，扣除撇減撥備20,334,000港元(二零一九年：17,655,000港元)。存貨乃按成本與可變現淨值(「可變現淨值」)之較低者列賬。倘該等存貨售價下跌、完工成本或銷售成本增加或其已過時或受損，則可能無法收回存貨成本。</p>	<p>We have performed the following procedures in relation to management’s estimation of provision for inventories write-down: 對於管理層估計存貨撇減撥備，我們已進行下列程序：</p> <ul style="list-style-type: none">• Understood the methodology used by management to determine the provision for inventories write-down and evaluated reasonableness of the methodology which took into account of inventory ageing profile, historical and post year-end usage and sales data;• 了解管理層釐定存貨撇減撥備所用方法，並計及存貨賬齡情況、過往及年結日後使用情況及銷售數據評估方法的合理性；• Understood and tested controls over estimation of NRV of inventories and related provision;• 了解及測試對存貨可變現淨值估計及相關撥備的控制權；• Tested, on a sample basis, the inventory ageing by comparing the inventory records with the underlying documents;• 透過相關文件比較存貨記錄抽樣測試存貨賬齡；

Key Audit Matter

關鍵審計事項

Management consistently applies a methodology to make provision for inventories write-down. Management determines the lower of cost and NRV of inventories by considering the estimated selling price of individual inventory items in the ordinary course of business less the estimated costs to complete and the estimated selling expenses, their ageing profile and any obsolescence or damages identified from periodic inventory counts, and by reviewing their subsequent usage and subsequent sales.

管理層貫徹應用計提存貨撇減撥備的方法。管理層透過考慮日常業務過程中個別存貨項目的估計售價減估計完成成本及估計銷售開支、賬齡狀況及定期存貨盤點所識別的任何陳舊或損壞，以及審閱其後續用途及其後銷售，釐定存貨的成本及可變現淨值的較低者。

We focused our work on management's provision for inventories because significant judgements and assumptions are required to be made to determine the estimated selling price of individual products, including historical sales record of selling products of similar nature and expectation of future sales based on current market conditions and sales backlog.

我們的工作集中於管理層的撥備或存貨，因為釐定個別產品的估計售價需要作出重大判斷及假設，包括銷售類似性質產品的過往銷售記錄及基於當前市況及未完成銷售的預期未來銷售。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

- Tested, on a sample basis, the subsequent usage of raw materials and work-in-progress by checking to the subsequent usage report with the underlying documents;
- 通過檢查後續使用報告及相關文件，抽樣測試原材料及在製品的後續使用情況；
- Tested, on a sample basis, the NRV of selected inventory items by comparing the estimated selling price less costs to complete and selling expenses with post year-end sales data, sales backlog, current market analysis, or manufacturing costing reports;
- 通過比較估計售價減完工成本及銷售開支連同年末後銷售數據、未完成銷售訂單、當前市場分析或製造成本報告，抽樣測試選定存貨項目的可變現淨值；
- Observed management's inventory counts to identify any obsolete or damaged inventories; and
- 觀察管理層的存貨盤點以識別任何陳舊或損壞存貨；及
- Tested whether the inventory provisions at the reporting date were calculated in a manner consistent with the Group's inventory provision policy by recalculating the inventory provisions based on aging profile and other parameters in the Group's inventory provision policy.
- 根據 貴集團存貨撥備政策中的賬齡狀況及其他參數重新計算存貨撥備，測試於報告日期的存貨撥備是否按與 貴集團存貨撥備政策一致的方式計算。

Based on the procedures described, we found the management's judgements and estimates in relation to the provision for inventories write-down to be supported by available evidence.

基於上述程序，我們發現管理層有關存貨撇減撥備的判斷及估計有可得證據支持。

Other Information

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

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

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

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

Responsibilities of Directors and the Audit Committee for the Consolidated Financial Statements

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

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee is responsible for overseeing the Group's financial reporting process.

其他資料

貴集團董事須對其他信息負責。其他信息包括年報內的所有信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

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

董事及審核委員會就綜合財務報表須承擔的責任

貴集團董事須負責根據香港會計師公會頒布的《香港財務報告準則》及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

審核委員會須負責監督貴集團的財務報告過程。

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下(作為整體)報告我們的意見，除此之外本報告別無其他目的。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。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Sze To Wai.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 30 March 2021

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是施道偉。

羅兵咸永道會計師事務所
執業會計師

香港，二零二一年三月三十日

CONSOLIDATED
STATEMENT OF PROFIT
OR LOSS AND OTHER
COMPREHENSIVE INCOME

For the year ended 31 December 2020

綜合損益及
其他全面收益表

截至二零二零年十二月三十一日止年度

			The Group 本集團	
			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
		Note 附註		
Revenue	收益	5	1,232,631	1,193,641
Cost of sales	銷售成本	8	(795,765)	(828,083)
Gross profit	毛利		436,866	365,558
Other (losses)/gains, net	其他(虧損)/收益淨額	6	(18,623)	10,131
Other income, net	其他收入淨額	7	18,187	15,594
Selling and distribution expenses	銷售及分銷開支	8	(108,827)	(99,181)
Administrative expenses	行政開支	8	(165,236)	(183,139)
Operating profit	經營溢利		162,367	108,963
Finance income	融資收入	10	1,925	101
Finance costs	融資成本	10	(4,815)	(7,618)
Finance costs, net	融資成本淨額		(2,890)	(7,517)
Profit before income tax	除所得稅前溢利		159,477	101,446
Income tax expense	所得稅開支	11	(30,129)	(17,158)
Profit for the year	年內溢利		129,348	84,288
Earnings per share for profit attributable to equity holders of the Company	本公司權益股東應佔溢利的每股盈利			
— Basic and diluted earnings per share (expressed in HK cents per share)	— 每股基本及攤薄盈利(以每股港仙列示)	12	24.57	21.12
Other comprehensive income/(loss), net of tax	其他全面收益/(虧損)(除稅後):			
<i>Items that may be subsequently reclassified to profit or loss</i>	<i>可能重新分類至損益之項目</i>			
Currency translation differences	貨幣換算差額		37,892	(9,257)
Total comprehensive income for the year attributable to equity holders of the Company	本公司權益股東應佔年內全面收益總額		167,240	75,031

The notes on pages 159 to 247 are an integral part of these consolidated financial statements.

載於第159至247頁之附註為該等綜合財務報表的組成部分。

CONSOLIDATED
STATEMENT OF
FINANCIAL POSITION

As at 31 December 2020

綜合財務狀況表

於二零二零年十二月三十一日

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	383,082	343,985
Investment property	投資物業	17	2,135	2,135
Right-of-use assets	使用權資產	20	122,130	120,759
Intangible assets	無形資產	18	28,407	25,814
Deposits	按金	23	33,842	18,917
Deferred income tax assets	遞延所得稅資產	32	8,390	9,023
			577,986	520,633
Current assets	流動資產			
Inventories	存貨	21	93,680	85,706
Trade receivables	貿易應收款項	22	233,248	167,007
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	23	35,089	58,650
Derivative financial instruments	衍生金融工具	24	3,866	—
Income tax recoverable	可收回所得稅		124	19,108
Pledged deposits	已抵押存款	25	—	381
Cash and cash equivalents	現金及現金等價物	25	236,670	104,775
			602,677	435,627
Total assets	資產總值		1,180,663	956,260
EQUITY	權益			
Equity attributable to equity holders of the Company	本公司權益股東應佔權益			
Share capital	股本	16	5,320	1
Share premium	股份溢價	26	139,593	3,762
Reserves	儲備	26	639,454	530,734
Total equity	權益總額		784,367	534,497

The notes on pages 159 to 247 are an integral part of these consolidated financial statements.

載於第159至247頁之附註為該等綜合財務報表的組成部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2020
於二零二零年十二月三十一日

		Note	2020	2019
		附註	二零二零年	二零一九年
			HK\$'000	HK\$'000
			千港元	千港元
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Borrowings	借款	29	7,456	83,002
Deferred income tax liabilities	遞延所得稅負債	32	16,598	15,843
Lease liabilities	租賃負債	31	2,031	1,841
			26,085	100,686
Current liabilities	流動負債			
Trade payables	貿易應付款項	27	122,423	92,095
Accruals, provisions and other payables	應計費用、撥備及其他應付款項	28	135,451	104,136
Current income tax liabilities	即期所得稅負債		28,881	17,069
Borrowings	借款	29	80,080	105,285
Lease liabilities	租賃負債	31	3,376	2,492
			370,211	321,077
Total liabilities	負債總值		396,296	421,763
Total equity and liabilities	權益及負債總值		1,180,663	956,260

The consolidated financial statements on pages 152 to 247 were approved by the Board of Directors on 30 March 2021 and were signed on its behalf.

第152至247頁的綜合財務報表已於二零二一年三月三十日獲董事會批准，並由以下董事代為簽署。

CHENG Wan Wai
Director

YEUNG Keng Wu Kenneth
Director

董事
鄭穩偉

董事
楊鏡湖

The notes on pages 159 to 247 are an integral part of these consolidated financial statements.

載於第159至247頁之附註為該等綜合財務報表的組成部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2020

綜合權益變動表

截至二零二零年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔						
		Share capital (Note 16) 股本 (附註16) HK\$'000 千港元	Share premium (Note 26) 股份溢價 (附註26) HK\$'000 千港元	Capital reserve (Note 26) 資本儲備 (附註26) HK\$'000 千港元	Statutory reserve (Note 26) 法定儲備 (附註26) HK\$'000 千港元	Translation reserve 換算儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	1	3,762	(3,686)	19,504	7,514	442,371	469,466
Profit for the year	年內溢利	—	—	—	—	—	84,288	84,288
Other comprehensive loss	其他全面虧損							
Currency translation differences	貨幣換算差額	—	—	—	—	(9,257)	—	(9,257)
Total comprehensive income	全面收入總額	—	—	—	—	(9,257)	84,288	75,031
Transactions with owners in their capacity as owners:	與擁有人以其擁有人身份進行的交易:							
Dividends paid (Note 13)	已付股息(附註13)	—	—	—	—	—	(10,000)	(10,000)
Statutory reserve	法定儲備	—	—	—	4,207	—	(4,207)	—
		—	—	—	4,207	—	(14,207)	(10,000)
At 31 December 2019	於二零一九年十二月三十一日	1	3,762	(3,686)	23,711	(1,743)	512,452	534,497

The notes on pages 159 to 247 are an integral part of these consolidated financial statements.

載於第159至247頁之附註為該等綜合財務報表的組成部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2020

截至二零二零年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔						
		Share Capital (Note 16) 股本 (附註16) HK\$'000 千港元	Share Premium (Note 26) 股份溢價 (附註26) HK\$'000 千港元	Capital Reserve (Note 26) 資本儲備 (附註26) HK\$'000 千港元	Statutory Reserve (Note 26) 法定儲備 (附註26) HK\$'000 千港元	Translation reserve 換算儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2020	於二零二零年一月一日	1	3,762	(3,686)	23,711	(1,743)	512,452	534,497
Profit for the year	年內溢利	—	—	—	—	—	129,348	129,348
Other comprehensive income	其他全面收入							
Currency translation differences	貨幣換算差額	—	—	—	—	37,892	—	37,892
Total comprehensive income for the year	年內全面收入總額	—	—	—	—	37,892	129,348	167,240
Paid up of capital	實付資本	1	(1)	—	—	—	—	—
Capitalisation Issue	資本化發行	3,988	(3,988)	—	—	—	—	—
Issuance of ordinary shares	發行普通股	1,330	155,610	—	—	—	—	156,940
Underwriting commissions and other issuance costs	包銷、佣金及其他發行成本	—	(15,790)	—	—	—	—	(15,790)
Dividends paid (Note 13)	已付股息(附註13)	—	—	—	—	—	(58,520)	(58,520)
Statutory reserve	法定儲備	—	—	—	3,271	—	(3,271)	—
		5,319	135,831	—	3,271	—	(61,791)	82,630
At 31 December 2020	於二零二零年十二月三十一日	5,320	139,593	(3,686)	26,982	36,149	580,009	784,367

The notes on pages 159 to 247 are an integral part of these consolidated financial statements.

載於第159至247頁之附註為該等綜合財務報表的組成部分。

CONSOLIDATED
STATEMENT OF
CASH FLOWS

For the year ended 31 December 2020

綜合現金流量表
截至二零二零年十二月三十一日止年度

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
		Note 附註		
Cash flows from operating activities		經營活動所得現金流量		
Cash generated from operations	經營所得現金	33	191,556	171,618
Income tax refund/(paid)	所得稅退款／(支付)		2,075	(18,994)
Net cash generated from operating activities			193,631	152,624
Cash flows from investing activities		投資活動所得現金流量		
Interest received	已收利息		1,925	101
Purchase of property, plant and equipment and deposit for property, plant and equipment	購買物業、廠房及設備以及物業、廠房及設備之按金		(43,941)	(42,742)
Deposit paid in respect of acquisition of a subsidiary	就收購一間附屬公司已付按金		(20,000)	—
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	33	15,551	418
Purchase of intangible assets	購入無形資產		(1,256)	(102)
Net cash used in investing activities			(47,721)	(42,325)

The notes on pages 159 to 247 are an integral part of these consolidated financial statements.

載於第159至247頁之附註為該等綜合財務報表的組成部分。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2020

截至二零二零年十二月三十一日止年度

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Cash flows from financing activities	融資活動所得現金流量		
Proceeds from borrowings	借款所得款項	77,000	89,426
Repayment of borrowings	償還借款	(178,699)	(129,738)
Proceeds from issue of shares	發行股份所得款項	156,940	—
Dividends paid	已付股息	(58,520)	(10,000)
Payment for lease liabilities	租賃負債付款	(3,478)	(3,791)
Listing expenses paid	已付上市開支	(7,841)	(4,879)
Interest paid	已付利息	(3,727)	(6,913)
Release from pledged borrowing	解除已抵押存款	381	—
Net cash used in financing activities	融資活動所用現金淨額	(17,944)	(65,895)
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	127,966	44,404
Cash and cash equivalents at beginning of the year	年初現金及現金等價物	104,775	59,867
Effect of changes in foreign exchange rates	匯率變動的影響	3,929	504
Cash and cash equivalents at end of the year	年末現金及現金等價物	236,670	104,775

The notes on pages 159 to 247 are an integral part of these consolidated financial statements.

載於第159至247頁之附註為該等綜合財務報表的組成部分。

1 GENERAL INFORMATION

The Company is an investment holding company and its subsidiaries are principally engaged in manufacturing and trading of paper products.

The Company was incorporated in the Cayman Islands on 19 April 2018 as an exempted company with limited liability under the Companies Law (Cap. 22, Law 3 of 1961 as consolidated and revised) of the Cayman Islands. The address of the Company's registered office is Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands.

Pursuant to a written resolution of the shareholders of the Company, a total of 398,845,200 shares of HK\$0.01 each were allotted and issued at par value to the shareholders immediately before 16 January 2020 (the "**Listing Date**") by way of capitalisation of HK\$3,988,452 (the "**Capitalisation Issue**") from the Company's share premium account on that day.

On the Listing Date, 133,000,000 new shares were issued at a price of HK\$1.18 per share in connection with the Company's listing on the Main Board of The Stock Exchange of Hong Kong Limited. The net proceeds from the global offering, after deducting the underwriting commission and related expenses payable by the Company in the global offering was approximately HK\$111.9 million.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied throughout the years presented, unless otherwise stated.

1 一般資料

本公司為一間投資控股公司，其附屬公司主要從事紙製品製造及貿易。

本公司於二零一八年四月十九日根據開曼群島法例第22章公司法(一九六一年第三號法例，經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處地址為 Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands。

根據本公司股東通過的書面決議案，合共398,845,200股每股面值0.01港元的股份於二零二零年一月十六日(「上市日期」)透過自本公司股份溢價賬資本化3,988,452港元(「資本化發行」)配發及發行予於緊接該日前當日的股東。

於上市日期，已就本公司於香港聯合交易所有限公司主板上市按每股1.18港元的價格發行133,000,000股新股份。經扣除本公司就全球發售應付的包銷佣金及相關開支後，全球發售所得款項淨額約為111.9百萬港元。

2 主要會計政策概要

下文載有編製此等綜合財務報表所應用的主要會計政策。除另有說明外，該等政策已於所呈列年度貫徹應用。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation

The principal accounting policies applied in the preparation of the consolidated financial statements which are in accordance with the Hong Kong Financial Reporting Standards (“**HKFRS**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) are set out below. The consolidated financial statements has been prepared under the historical cost convention, as modified by the revaluation of investment property and derivatives financial instruments, which is carried at fair value. In addition, the Group has consistently applied HKFRS 16 “Leases” throughout the years ended 31 December 2020 and 2019.

The preparation of the consolidated financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

(i) New standards and amendments to existing standards adopted by the Group

The Group has applied the following amendments for the first time for their reporting commencing 1 January 2020:

Amendments to HKAS 1 and HKAS 8
香港會計準則第1號及香港會計準則第8號(修訂本)

Amendments to HKFRS 3
香港財務報告準則第3號(修訂本)

Amendments to HKFRS 9, HKAS 39 and HKFRS 7
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)

Conceptual Framework for Financial Reporting 2018
二零一八年財務報告概念框架

The new and amended standards and interpretations did not have any impact on the current period or any prior period and is not likely to affect future periods.

2 主要會計政策概要(續)

2.1 編製基準

根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)編製綜合財務報表所應用的主要會計政策載列如下。綜合財務報表已按歷史成本法編製，並經重估按公平值列賬的投資物業及衍生金融工具而修訂。此外，於截至二零二零年及二零一九年十二月三十一日止年度，本集團一直採用香港財務報告準則第16號「租賃」。

編製符合香港財務報告準則的綜合財務報表需要使用若干關鍵會計估計，亦需要管理層在採用本集團的會計政策的過程中作出判斷。各範疇涉及高度判斷或複雜程度，或對綜合財務報表有重大影響的假設及估計均披露於附註4。

(i) 本集團採納的新訂準則及對現有準則之修訂本

自二零二零年一月一日起，本集團首次就其報告應用以下修訂本：

Definition of Material
重大性的定義

Definition of a Business
業務的定義

Interest Rate Benchmark Reform
利率基準改革

Revised Conceptual Framework for Financial Reporting
經修訂財務報告概念框架

新訂及經修訂準則及詮釋對本期間或任何過往期間並無任何影響，且不大可能影響未來期間。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

- (ii) New standards and amendments to existing standards not yet adopted by the Group

2 主要會計政策概要(續)

2.1 編製基準(續)

- (ii) 本集團尚未採納的新訂準則及對現有準則之修訂本

		Effective for annual periods beginning on or after
		於下列日期或之後 開始的年度期間生效
Amendments to HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2	1 January 2021
香港會計準則第39號、香港財務報告準則第4號、香港財務報告準則第7號、香港財務報告準則第9號及香港財務報告準則第16號(修訂本)	利率基準改革 – 第二階段	二零二一年一月一日
HKFRS 16	Covid-19-Related Rent Concessions	1 June 2020
香港會計準則第16號	Covid-19-相關的租金寬減	二零二零年六月一日
Annual Improvements Project	Annual Improvements to HKFRSs 2018-2020	1 January 2022
年度改進項目	香港財務報告準則二零一八年至二零二零年的年度改進	二零二二年一月一日
Amendments to HKFRS 3, HKAS 16 and HKAS 37	Narrow-scope amendments	1 January 2022
香港財務報告準則第3號、香港會計準則第16號及香港會計準則第37號(修訂本)	狹義範疇修訂	二零二二年一月一日
HKAS 1	Classification of Liabilities as Current or Non-current (amendments)	1 January 2023
香港會計準則第1號	將負債分類為流動或非流動(經修訂)	二零二三年一月一日
HKFRS 17	Insurance contracts	1 January 2023
香港財務報告準則第17號	保險合約	二零二三年一月一日
HK Int 5 (2020)	Hong Kong Interpretation 5 (2020)	1 January 2023
香港詮釋第5號(二零二零年)	香港詮釋第5號(二零二零年)	二零二三年一月一日

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

- (ii) New standards and amendments to existing standards not yet adopted by the Group (Continued)

		Effective for annual periods beginning on or after
		於下列日期或之後 開始的年度期間生效
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Asset between an Investor and its Associate or Joint Venture	To be determined
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者及其聯營公司或合營企業之間的資產出售或注資	有待釐定

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2020 reporting periods and have not been early adopted by the Group. These standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

已公佈的若干新訂會計準則及詮釋並非二零二零年十二月三十一日報告期的強制性準則，且本集團並未提前採納。預期該等準則不會對本集團於現時或未來報告期間及可預見未來交易產生重大影響。

2 主要會計政策概要(續)

2.1 編製基準(續)

- (ii) 本集團尚未採納的新訂準則及對現有準則之修訂本(續)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Subsidiaries

2.2.1 Consolidation

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

(a) Business combinations

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

2 主要會計政策概要(續)

2.2 附屬公司

2.2.1 綜合入賬

附屬公司指本集團對其有控制權之實體(包括結構性實體)。當本集團因參與實體而面臨或有權享有可變回報，且能夠透過其對實體的控制權影響相關回報時，本集團控制有關實體。附屬公司於其控制權轉移至本集團當日綜合入賬。附屬公司在控制權終止之日起停止綜合入賬。

(a) 業務合併

本集團應用收購法將業務合併入賬。收購附屬公司之轉讓代價為所轉讓之資產、被收購方前擁有人所產生之負債及本集團所發行之股本權益之公平值。轉讓代價包括或然代價安排所產生之任何資產或負債之公平值。在業務合併過程中所收購之可辨別資產以及所承擔之負債及或然負債，均於收購日期按其公平值作出初步計量。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Subsidiaries (Continued)

2.2.1 Consolidation (Continued)

(a) Business combinations (Continued)

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by HKFRS.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gain or loss arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with HKFRS 9 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

2 主要會計政策概要(續)

2.2 附屬公司(續)

2.2.1 綜合入賬(續)

(a) 業務合併(續)

本集團以逐項收購基準確認被收購方的任何非控股權益。被收購方的非控股權益為現時擁有權權益及賦予其持有人於清盤時按比例分佔實體資產淨值，其可按公平值或現時擁有權權益按比例分佔被收購方可識別資產淨值的已確認金額計量。非控股權益的所有其他部分乃按其收購日期的公平值計量，惟香港財務報告準則規定須採納其他計量基準則除外。

收購相關成本在產生時支銷。

倘業務合併分階段完成，收購方先前持有的被收購方的股本權益於收購日期的賬面值乃按收購日期的公平值重新計量；有關重新計量產生的任何收益或虧損於損益確認。

本集團將轉讓的任何或然代價按收購日期的公平值確認。或然代價(被視為一項資產或負債)公平值的其後變動，根據香港財務報告準則第9號在損益確認或確認為其他全面收益變動。分類為權益的或然代價不會重新計量，後續結算於權益中列賬。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Subsidiaries (Continued)

2.2.1 Consolidation (Continued)

(a) Business combinations (Continued)

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated statement of profit or loss.

Intra-group transactions, balances and unrealised gain on transactions between group companies are eliminated. Unrealised losses are also eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform to the Group's accounting policies.

2.2.2 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries are required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2 主要會計政策概要(續)

2.2 附屬公司(續)

2.2.1 綜合入賬(續)

(a) 業務合併(續)

所轉讓代價、於被收購方任何非控股權益數額及於被收購方任何之前股權在收購日期的公平值超出所收購可識別資產淨值的公平值的金額記錄為商譽。倘所轉讓代價、已確認非控股權益經計量的及先前所持權益的總和低於所收購附屬公司(若為議價收購)資產淨值的公平值，則該差額直接在綜合損益表中確認。

集團間內部交易、結餘及因集團公司間交易產生的未變現收益予以對銷。未變現虧損亦予以對銷。附屬公司所報告的金額已於必要時作出調整，以與本集團會計政策保持一致。

2.2.2 單獨財務報表

於附屬公司的投資乃按成本扣除減值列賬。成本亦包括投資直接應佔成本。本公司按已收及應收股息將附屬公司業績入賬。

倘於附屬公司的投資產生的股息超過附屬公司於宣派股息期間的全面收入總額或倘該投資於單獨財務報表內的賬面值超出投資對象資產淨值(包括商譽)於綜合財務報表內的賬面值，則於收到該等股息時須對該等投資進行減值測試。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors of the Company that make strategic decisions.

2.4 Foreign currency translation

(a) Functional and presentation currency

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

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gain and loss resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of profit or loss, except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges.

2 主要會計政策概要(續)

2.3 分部報告

經營分部的報告方式須與主要經營決策者獲提供的內部報告方式一致。主要經營決策者負責分配資源及評估經營分部表現，並已被確定為作出策略決定的本公司的執行董事。

2.4 外幣換算

(a) 功能及呈列貨幣

本集團各實體的綜合財務報表內所載項目，乃按該實體經營所在的主要經濟環境的貨幣(「**功能貨幣**」)計量。綜合財務報表以本公司的功能貨幣及本集團的呈列貨幣港元呈列。

(b) 交易及結餘

外幣交易按交易日期或重新計量項目估值日期的現行匯率換算為功能貨幣。因結算該等交易及因按年結日匯率換算以外幣計值的貨幣資產及負債而產生的匯兌收益及虧損於綜合損益表確認，惟倘於其他全面收益中遞延為合資格現金流對沖及合資格投資淨額對沖則除外。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.4 Foreign currency translation (Continued)

(c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- (ii) income and expenses for each statement of profit or loss are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (iii) all resulting currency translation differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income.

2 主要會計政策概要(續)

2.4 外幣換算(續)

(c) 集團公司

功能貨幣有別於呈列貨幣的所有集團實體(均無惡性通貨膨脹經濟體的貨幣)的業績及財務狀況乃按以下方式換算為呈列貨幣:

- (i) 各財務狀況表呈列的資產及負債乃按該財務狀況表日期的收市匯率換算;
- (ii) 各損益表的收支乃按平均匯率換算(除非該平均匯率並非各交易日當時匯率的累積影響的合理約數,在此情況下,則收支會按各交易日的匯率換算);及
- (iii) 所有因此而產生的貨幣換算差額均於其他全面收益內確認。

因收購外國實體而產生的商譽及公平值調整均按外國實體的資產及負債處理,並以收市匯率換算。所產生的貨幣換算差額於其他全面收益內確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 Property, plant and equipment

All property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate their costs to their residual values over estimated useful lives as follows:

— Buildings	25 years
— Leasehold improvements	10 years, or over lease term, whichever is the shorter
— Plant and machinery	5–10 years
— Furniture and equipment	5–10 years
— Motor vehicles	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gain and loss on disposals are determined by comparing the proceeds with carrying amount. These are included in consolidated statement of profit or loss.

2 主要計政策概要(續)

2.5 物業、廠房及設備

所有物業、廠房及設備均按歷史成本減折舊列賬。歷史成本包括收購有關項目直接應佔的開支。

後續成本僅會在有關項目的未來經濟利益有可能流向本集團，且該項目的成本能可靠計量時，計入資產賬面值或確認為一項獨立資產(如適用)。已更換零件的賬面值則取消確認。其他所有維修及保養費用乃於其產生的財政期間自損益支銷。

物業、廠房及設備折舊採用直線法計算，以於以下估計可使用年期內分配其剩餘價值之成本：

— 樓宇	25年
— 租賃物業裝修	10年或按租賃期(以較短者為準)
— 廠房及機器	5–10年
— 傢俱及設備	5–10年
— 汽車	5年

於各報告期末，本集團會對資產的剩餘價值及可使用年期進行審查，並作出適當調整。

倘資產的賬面值超過其估計可收回金額，則資產賬面值將即時撇減至其可收回金額。

處置的收益及虧損按所得款項與賬面值的差額釐定。該等收益及虧損計入綜合損益表。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Investment property

Investment property is held for long-term rental yields and is not occupied by the Group. Investment property is initially measured at cost, including related transaction costs and where applicable borrowing costs. Subsequently, it is carried at fair value. Changes in fair values are presented in profit or loss as part of other income.

2.7 Intangible assets

(a) Goodwill

Goodwill arising on the acquisition of subsidiaries represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identified net assets acquired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units (“CGUs”), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

(b) Computer software

Computer software licenses are stated at historical cost less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method to allocate the cost over their estimated useful lives, which are five years.

(c) Golf club membership

Golf club membership is stated at historical cost. The club membership has an indefinite life which is not subject to amortisation and is tested annually for impairment.

2 主要會計政策概要(續)

2.6 投資物業

投資物業乃就長期租金收益持有，且並非由本集團所佔用。投資物業初步按成本計量，包括相關交易成本及(如適用)借款成本。因此，投資物業按公平值列賬。公平值變動將於損益呈列為其他收入的一部分。

2.7 無形資產

(a) 商譽

商譽於收購附屬公司時產生，即所轉讓代價、被收購方的任何非控股權益金額及任何先前於被收購方的股權於收購日期的公平值超出所收購可識別資產淨值公平值的差額。

就減值測試而言，業務合併獲得的商譽獲分配至預期受益於合併協同效應的各現金產生單位(「現金產生單位」)或現金產生單位組別。獲分配商譽的各單位或單位組別即實體內就內部管理目的而監察商譽的最低層次。商譽乃於經營分部層次進行監察。

(b) 電腦軟件

電腦軟件授權乃按歷史成本減累計攤銷及減值虧損列賬。攤銷採用直線法計算，以於估計可使用年期內(五年)分配成本。

(c) 高爾夫俱樂部會籍

高爾夫俱樂部會籍乃按歷史成本列賬。俱樂部會籍年期並不確定，毋須攤銷，且每年進行減值測試。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.8 Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.9 Financial assets

2.9.1 Classification

The Group classifies its financial assets in the following measurement categories:

- (i) those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- (ii) those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

2 主要會計政策概要(續)

2.8 非金融資產減值

使用壽命不確定之商譽及無形資產不作攤銷，每年測試一次是否減值，但倘有事件或情況變動顯示可能出現減值，則會進行更頻繁的測試。如有事項發生或情況變化表明其賬面值可能無法收回時，其他資產需要進行減值測試。當某項資產的賬面值超出其可收回金額時，則超出部分確認為減值虧損。可收回金額指資產公平值扣除出售成本後的價值與可使用價值兩者中的較高者。就評估減值而言，資產按獨立可識別現金流入的最低水平歸類，該可識別現金流入在很大程度上獨立於其他資產或資產組別(現金產生單位)的現金流入。

出現減值的非金融資產(商譽除外)會於各報告期末檢討其減值撥回之可能性。

2.9 金融資產

2.9.1 分類

本集團按下列計量類別對其金融資產進行分類：

- (i) 其後按公平值計量的金融資產(不論計入其他全面收益或計入損益)；及
- (ii) 按攤銷成本計量的金融資產。

分類視乎實體管理金融資產的業務模型及現金流量的合約年期而定。

初始確認時，本集團按其公平值加(倘屬並非按公平值計入損益的金融資產)收購金融資產直接應佔交易成本計量金融資產。按公平值計入損益之金融資產的交易成本計入損益中。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial assets (Continued)

2.9.1 Classification (Continued)

For assets measured at fair value, gain and loss will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

2.9.2 Recognition and measurement

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the Group classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in the consolidated statement of profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- **Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or financial assets at fair value through other comprehensive income are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in 'other gains, net' in the period in which it arises.

2 主要會計政策概要(續)

2.9 金融資產(續)

2.9.1 分類(續)

就按公平值計量的資產而言，收益及虧損將於損益或其他全面收益記賬。就債務工具之投資而言，則視乎投資所持有之商業模式。就權益工具投資而言，則視乎本集團於初始確認時有否作出不可撤回的選擇，將權益投資以按公平值計入其他全面收益的方式入賬。

當且僅當本集團管理該等資產的業務模式改變時，方會對債務投資進行重新分類。

2.9.2 確認及計量

債務工具

債務工具的後續計量取決於本集團管理資產的業務模式及資產的現金流量特徵。本集團將其債務工具分類為二種計量類別：

- **攤銷成本：**持作收回合約現金流量之資產，倘該等資產現金流量僅指支付之本金及利息，則按攤銷成本計量。後續按攤銷成本計量且並非對沖關係之一部份之債務投資之收益或虧損於該資產終止確認或減值時於綜合損益表確認。該等金融資產之利息收入乃按實際利率法計入融資收入。
- **按公平值計入損益：**不符合攤銷成本或按公平值計入其他全面收益標準的金融資產按公平值計入損益計量。其後按公平值計入損益的債務投資產生的收益或虧損且不屬於對沖關係的一部分於損益內確認並於其產生期間的「其他收益淨額」以淨值列示。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial assets (Continued)

2.9.3 Derecognition

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

2.9.4 Impairment of financial assets

The Group has the following types of financial assets subject to HKFRS 9's expected credit loss model:

- Trade receivables
- Other receivables
- Pledged deposits
- Cash and cash equivalents

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Impairment on other receivables is measured as either 12-month expected credit losses or lifetime expected credit loss, depending on whether there has been a significant increase in credit risk since initial recognition, then impairment is measured as lifetime expected credit losses.

To manage risk arising from pledged deposits and cash and cash equivalents, the Group only transacts with state-owned or reputable financial institutions. There has been no recent history of default in relation to these financial institutions.

2 主要會計政策概要(續)

2.9 金融資產(續)

2.9.3 終止確認

當從金融資產中獲得現金流量的權利已到期或被轉移，且本集團已轉移該金融資產所有權絕大部分風險及回報時，該金融資產被終止確認。

2.9.4 金融資產減值

本集團擁有以下類型的金融資產，該等金融資產須應用香港財務報告準則第9號之預期信貸虧損模型：

- 貿易應收款項
- 其他應收款項
- 已抵押存款
- 現金及現金等價物

本集團以預期為基礎，評估其以攤銷成本計量的資產的預期信貸虧損。

對於貿易應收款項，本集團應用香港財務報告準則第9號許可的簡化方法，這要求自應收款項初始確認起確認預期全期虧損。

其他應收款項減值按12個月預期信貸虧損或預期存續期信貸虧損計量，視乎初始確認後信貸風險有否大幅增加而定。倘自初始確認後應收款項信貸風險大幅增加，則減值按全期預期信貸虧損計量。

為管理來自己抵押存款以及現金及現金等價物的風險，本集團僅與國有或商譽卓著的金融機構交易。近期並無與該等金融機構有關之違約記錄。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

2.11 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. It excludes borrowing costs. Costs is determined using the first-in, first-out (FIFO) method. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2.12 Trade receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are subsequently measured at amortised cost using the effective interest method, less provision for impairment.

2 主要會計政策概要(續)

2.10 抵銷金融工具

當存在一項可依法強制執行的權利可抵銷已確認金額且有意以淨額結算或同時變現資產及償付債務時，則金融資產及負債可予抵銷，且將有關淨額列入綜合財務狀況表內。法定可執行權利不得依賴未來事件而定，而在一般業務過程中以及倘公司或對手方一旦出現違約、無償債能力或破產時必須可強制執行。

2.11 存貨

存貨按成本與可變現淨值兩者中的較低者入賬。成本包括直接材料、直接勞工成本及適當比例的可變及固定間接費用支出，後者乃根據正常運營能力分配。成本不包括借款成本。成本按先入先出法釐定。購買的存貨成本在扣除回扣及折扣後確定。可變現淨值乃為日常業務過程中的估計售價減估計完工成本以及銷售所需的估計成本。

2.12 貿易應收款項

貿易應收款項乃於進行日常業務過程中就已售商品或已提供服務應收客戶款項。如貿易及其他應收款項的收回預期在一年或以內(或如屬較長時間，則以一般業務經營週期為準)，則分類為流動資產。如非分類為流動資產，則呈列為非流動資產。

貿易應收款項其後採用實際利率法按攤銷成本減減值撥備計量。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. In the consolidated statement of financial position, bank overdrafts are shown within borrowings in current liabilities.

2.14 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

2.15 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2 主要會計政策概要(續)

2.13 現金及現金等價物

在綜合現金流量表內，現金及現金等價物包括手頭現金、銀行活期存款、原到期日為三個月或以下的其他短期高流動性投資及銀行透支。在綜合財務狀況表內，銀行透支於流動負債的借款內列示。

2.14 股本

普通股分類為權益。

發行新股直接應佔新增成本，於權益顯示為所得款項的減項(扣除稅項)。

2.15 貿易應付款項

貿易應付款項為在日常業務過程中從供應商購買貨品或服務而付款的責任。如款項於一年或以內到期(或如屬較長時間，則以一般業務經營週期為準)，則貿易應付款項分類為流動負債。如非分類為流動負債，則呈列為非流動負債。

貿易應付款項初步按公平值確認，其後以實際利率法按攤銷成本計量。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.16 Borrowings and borrowing costs

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated statement of profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

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

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred.

2 主要會計政策概要(續)

2.16 借款及借款成本

借款初步按公平值(扣除已產生的交易成本)確認。借款其後按攤銷成本列賬；如扣除交易成本後的所得款項及贖回價值出現任何差額，則於借款期內以實際利率法於綜合損益表確認。

在融資額度將很有可能部分或全部提取的情況下，就設立貸款融資支付的費用乃確認為貸款交易成本。在此情況下，該費用將遞延至提取額度發生時。在並無跡象顯示該融資額度將很有可能部分或全部提取的情況下，該費用撥充資本作為流動資金服務的預付款項，並於其相關融資期間內予以攤銷。

借款分類為流動負債，惟本集團具有無條件權利可將償還負債的日期遞延至報告期後至少12個月則除外。

可直接歸屬於收購、建造或生產合資格資產的一般及特定借款成本，於完成資產及將資產達致擬定用途或可供出售狀態所需之一段時間內撥充資本。合資格資產為需經較長時間方能達致其擬定用途或可供出售的資產。

其他借款成本於產生期間支銷。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.17 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the statements of financial position date in the countries where the Group operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(b) Deferred income tax

Inside basis differences

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the consolidated statement of financial position date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

2 主要會計政策概要(續)

2.17 即期及遞延所得稅

期內稅項開支包括即期及遞延稅項。稅項於損益內確認，惟與於其他全面收益或直接在權益確認的項目有關則除外。在該情況下，稅項亦分別於其他全面收益或直接於權益中確認。

(a) 即期所得稅

即期所得稅支出乃根據本集團營運所在及產生應課稅收入的國家於財務狀況表日期已頒佈或實質已頒佈的税法計算。管理層就適用稅務法例詮釋所規限的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定撥備。

(b) 遞延所得稅

內在基準差異

遞延所得稅乃利用負債法確認資產及負債的稅基與其於綜合財務報表的賬面值的差額而產生的暫時性差額。然而，倘遞延所得稅負債來自對商譽的初始確認，則不會確認，以及倘遞延所得稅來自在交易(不包括業務合併)中對資產或負債的初始確認，而在交易時不影響會計或應課稅溢利或虧損，則不作記賬。遞延所得稅乃採用於綜合財務狀況表日期前已頒佈或實質已頒佈，並在有關的遞延所得稅資產變現或遞延所得稅負債結算時預期將會適用的稅率(及法例)而釐定。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.17 Current and deferred income tax (Continued)

(b) Deferred income tax (Continued)

Inside basis differences (Continued)

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Outside basis differences

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

(c) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2 主要會計政策概要(續)

2.17 即期及遞延所得稅(續)

(b) 遞延所得稅(續)

內在基準差異(續)

遞延所得稅資產僅於未來應課稅溢利可抵銷可用的暫時性差額時確認。

外在基準差異

對於附屬公司投資產生的應課稅暫時性差額，計提遞延所得稅負債撥備，惟若暫時性差額撥回的時間由本集團控制，以及暫時性差額在可見將來很可能不會撥回，則作別論。

就於附屬公司投資產生的可扣減暫時性差額確認遞延所得稅資產，但僅限於暫時性差額很可能在將來撥回，並有充足的應課稅溢利抵銷可用的暫時性差額。

(c) 抵銷

當有法定可強制執行權利將即期稅項資產與即期稅項負債抵銷，且遞延所得稅資產與負債涉及由同一稅務機關對應課稅實體或不同應課稅實體所徵收的所得稅，而實體有意以淨額基準結算結餘時，則可將遞延所得稅資產與負債互相抵銷。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Employee benefits

(a) Retirement benefits

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “**MPF Scheme**”) under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees’ basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme. Where employees leave the scheme prior to the full vesting of the employer’s contributions, the amount of forfeited contributions cannot be used to reduce the contributions payable by the Group.

The employees of the Group’s subsidiaries which operate outside Hong Kong are required to participate in the central pension schemes (the “**Pension Schemes**”) operated by the respective local governments. The subsidiaries are required to contribute certain percentages of their payroll costs to the Pension Schemes. The only obligation of the Group with respect to the Pension Schemes is to pay the ongoing contributions under the Pension Schemes. The contributions are charged to profit or loss as they become payable in accordance with the rules of the Pension Schemes.

(b) Bonus plans

The Group recognises a liability and an expense for bonuses, after taking into consideration of the profit attributable to the Company’s shareholders and certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

2 主要會計政策概要(續)

2.18 僱員福利

(a) 退休福利

本集團根據強制性公積金計劃條例為合資格參與強積金計劃的僱員設立一項界定供款的強制性公積金退休福利計劃(「**強積金計劃**」)。供款乃根據強積金計劃的規則按僱員基本薪金的百分比作出，並在應支付供款時於損益中扣除。強積金計劃的資產與本集團的資產分開，由一個獨立管理的基金持有。本集團的僱主供款在向強積金計劃供款時，全部歸屬僱員。倘僱員於僱主供款全數歸屬前離開計劃，則被沒收的供款金額不能用作減少本集團的應付供款。

本集團在香港以外經營的附屬公司的僱員須參加由各當地政府營運的中央退休金計劃(「**退休金計劃**」)。該等附屬公司須按其薪金成本的若干百分比向退休金計劃供款。本集團對退休金計劃的唯一責任是支付退休金計劃的持續供款。根據退休金計劃的規則，供款在成為應付款項時於損益中扣除。

(b) 花紅計劃

經計及本公司股東應佔溢利及作出若干調整後，本集團將花紅確認為負債及開支。本集團於負有合約責任或同一項過往事件引致推定責任時確認撥備。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Employee benefits (Continued)

(c) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the date of consolidated statement of financial position.

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

(d) Long service payments

Employees who have completed the required number of years of service to the Group are eligible for long service payments.

A provision is recognised in respect of the probable future long service payment expected to be made. The provision is measured as the present value of expected future payments, consideration is given to expected future wage and salary levels, experience of employee departures and periods of service.

2.19 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

2 主要會計政策概要(續)

2.18 僱員福利(續)

(c) 僱員假期權利

僱員的年假權利及長期服務假權利於其應享有時確認。本集團就截至綜合財務狀況表日期止因僱員所提供的服務而產生的年假及長期服務假的估計負債作出撥備。

僱員的病假及產假權利於僱員休假時方會確認。

(d) 長期服務金

若干僱員已於本集團服務滿指定要求之年期，有資格獲取長期服務金。

本集團已就預計將來可能支付之長期服務金作出撥備。該撥備按照預期未來付款的現值計量，並考慮預期未來工資及薪金水平、員工離職記錄以及服務期間。

2.19 撥備

倘本集團因過往事件而產生現有法定或推定責任，並可能需要有資源流出以償付責任，且金額已經可靠估計，則須確認撥備。不會就未來經營虧損確認撥備。

如有多項類似責任，於釐定其需流出資源以償付責任的可能性時，會整體考慮該責任的類別。即使在同一責任類別所包含的任何一個項目相關的資源流出的可能性較低，仍須確認撥備。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Provisions (Continued)

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

Contingent asset is not recognised as receipt of the amount remains uncertain.

2.20 Revenue recognition

The Group principally derives revenue from sales of products.

Revenue from the sales of products is recognised when control of the products are transferred to customers. Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods sold, stated net of discounts, returns and value-added taxes. The Group recognises revenue when specific criteria have been met for each of the Group's activities, as described below.

(a) Original equipment manufacturer (“OEM”) sales

Revenue from OEM sales (mainly including products of greeting cards, tabletop games, educational items and premium packaging items) directly to customers is recognised when control of the goods has transferred, in accordance with relevant shipping terms, to customers.

(b) Web sales

Revenue from web sales (mainly including products of playing cards, tabletop games and puzzles) directly to customers is recognised when control of the goods has transferred, being when the products are accepted by the customers, to customers.

2 主要會計政策概要(續)

2.19 撥備(續)

撥備採用稅前利率按照預期需償付有關責任之開支現值計量，該稅前利率反映當時市場對金錢時間值及有關責任固有風險之評估。隨著時間過去而增加之撥備確認為利息開支。

或然資產不會確認為金額尚不確定的收入。

2.20 收益確認

本集團主要自銷售產品產生收益。

銷售產品產生的收益於產品控制權轉移至客戶時確認。收益按已收或應收代價的公平值計量，相當於就所銷售貨物扣除折扣、退貨及增值稅後的應收款項。當符合以下本集團各業務的特定準則時，本集團便會確認收益。

(a) 原始設備製造商(「OEM」)銷售

當貨品的控制權根據相關貨運條款轉移至客戶時，OEM銷售(主要產品包括賀卡、桌遊、幼教用品及包裝彩盒)所得的收益乃獲確認。

(b) 網站銷售

當貨品的控制權轉移至客戶(即客戶已接納產品)時，網站銷售(主要產品包括紙牌、桌遊及拼圖)所得的收益乃獲確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.20 Revenue recognition (Continued)

Upon entering into a contract with customer, the Group obtains rights to receive consideration from the customer and assumes performance obligations to transfer goods to the customer. The combination of those rights and performance give rise to a net asset or a net liability depending on relationship between the remaining rights and performance obligations. The contract is an asset if the measure of remaining conditional rights to consideration exceeds the satisfied performance obligations. Conversely, the contract is a liability and is recognised as a contract liability if the measure of remaining performance obligations exceeds measure of the remaining rights.

Rental income from investment property is recognised on a straight-line basis over the term of the leases.

Interest income is recognised using the effective interest method.

2.21 Leases

The Group leases certain land, properties and motor vehicles. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants.

Leases are recognised as a right-of-use asset and a corresponding liability at the date on which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any incentives receivable; and

2 主要會計政策概要(續)

2.20 收益確認(續)

在與客戶訂立合約時，本集團有權自客戶收取代價，並承擔將貨物轉交予客戶的履約責任。該等權利及履約責任的共同作用可產生資產淨值或負債淨值，此乃取決於剩餘權利與履約責任之間的關係。倘剩餘代價的有條件權利超過已履約責任，則該合約為一項資產。反之，倘剩餘履約責任超過剩餘權利，則該合約為一項負債，並確認為合約負債。

投資物業的租金收入以直線法於相關租期內確認。

利息收入採用實際利息法確認。

2.21 租賃

本集團租賃若干土地、物業及汽車。租賃條款乃在個別基礎上協商，並包含各種不同的條款及條件。租賃協議並無施加任何契諾。

租賃確認為使用權資產，並在租賃資產可供本集團使用之日確認為相應負債。每筆租賃付款乃分配至負債及融資成本。融資成本於租期內自損益扣除，以計算出各期間負債結餘的固定周期利率。

租約產生的資產及負債初步以現值進行計量。租賃負債包括以下租賃付款的淨現值：

- 固定付款(包括實質固定付款)減任何應收獎勵；及

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.21 Leases (Continued)

- payments of penalties for terminating the lease, if the lease reflects the lessee exercising that option.

The lease payments are discounted using the interest rate implicit in the lease, if that rate can be determined, or the entity's incremental borrowing rate.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made on or before the commencement date less any lease incentives received; and
- any initial direct costs.

The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term or less than 12 months.

2.22 Research and development expenses

Research expenditure and development expenditure that do not meet the criteria to capitalise as an intangible assets are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

2.23 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's consolidated statement of financial position and the Company's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

2 主要會計政策概要(續)

2.21 租賃(續)

- 支付終止租賃的罰款(倘租賃條款反映承租人行使權利終止租約)。

租賃付款採用租賃所隱含的利率予以貼現，倘無法釐定該利率，則使用實體的增量借款利率。

使用權資產按成本計量，包括以下各項：

- 租賃負債的初步計量金額；
- 於開始日期或之前所作的任何租賃付款，減去所得的任何租賃獎勵；及
- 任何初始直接成本。

使用權資產乃按資產可用年期及租期(以較短者為準)以直線法折舊。

與短期租賃相關的支付和低價值資產的租賃以直線法於損益確認為開支。短期租賃指租賃期為12個月或少於12個月的租賃。

2.22 研發開支

不符合標準以資本化為無形資產的研發開支於產生時確認為開支。先前確認為開支的開發成本於其後期間不會確認為資產。

2.23 股息分派

分派予本公司股東的股息，於本公司股東或董事(如適用)批准股息的期間內在本集團的綜合財務狀況表及本公司的財務報表中確認為負債。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.24 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the statement of profit or loss over the period necessary to match them with the costs that they are intended to compensate.

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and cash flow and fair value interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group does not use any derivative financial instruments for speculative purposes.

Risk management is carried out by management of the Group. Formal and informal management meetings are held to identify significant risks and to develop procedures to deal with any risks in relation to the Group's businesses.

2 主要會計政策概要(續)

2.24 政府補貼

倘合理確信本集團將可收取補貼及本集團將遵守所有附帶條件，政府補貼按其公平值確認。

成本相關的政府補助予以遞延，並按配合擬補償的成本所需期間於損益表內確認。

3 財務風險管理

3.1 財務風險因素

本集團在開展業務過程中承受各類財務風險，包括市場風險(包括外匯風險、現金流量及公平值利率風險)、信貸風險及流動資金風險。本集團的整體風險管理計劃著重於金融市場不可預期性，並力圖減低其對本集團財務表現的潛在不利影響。本集團不會因投機目的使用任何衍生金融工具。

本集團的管理層實施風險管理。管理層舉行正式及非正式會議以識別重大風險，制定處理與本集團業務有關的任何風險的程序。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk

(i) Foreign exchange risk

Subsidiaries of the Company operate in the People's Republic of China ("PRC") and Hong Kong with most transactions denominated in either Renminbi ("RMB"), Hong Kong dollars or United States dollars ("US\$"). The Group is exposed to foreign exchange risk primarily through sales and purchases transactions that are denominated in a currency other than the functional currency of the relevant subsidiary. The Group considers its foreign currency exposure mainly arises from the exposure of RMB, EUR and US\$. As Hong Kong dollars is pegged to US\$, the Group believes the exposure to transactions denominated in US\$ which are entered into by group companies with a functional currency of Hong Kong dollars to be insignificant.

The Group manages its exposures to foreign currency transactions by monitoring the level of foreign currency receipts and payments. The Group ensures that the net exposure to foreign exchange risk is kept to an acceptable level from time to time. The Group also regularly reviews the portfolio of local and international customers and the currencies in which the transactions are denominated so as to minimise the Group's exposure to foreign exchange risk.

As at 31 December 2020 and 2019, approximately HK\$87,536,000 and HK\$188,287,000 of the Group's borrowings were denominated in Hong Kong dollars respectively. At present, the management does not expect that there will be any significant foreign exchange risk associated with the Group's borrowings and the Group did not use any financial instruments to hedge its foreign exchange risk arising from the Group's borrowings during the year.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險

(i) 外匯風險

本公司之附屬公司於中華人民共和國(「中國」)及香港經營業務，大部份交易主要以人民幣(「人民幣」)、港元或美元(「美元」)計值。本集團所承擔之外匯風險主要來自有關附屬公司以功能貨幣以外的貨幣結算的銷售及採購交易。本集團認為其外匯風險主要來自人民幣、歐元及美元的風險。由於港元與美元掛鈎，本集團相信以港元作為功能貨幣的集團公司訂立以美元計算的交易須承受的風險並不重大。

本集團通過監控外幣收入及支付水平管理其外幣交易所承受的風險。本集團確保其不時之外匯風險淨額維持在可接受的範圍內。本集團亦經常審查本地及國際客戶的組合及交易計值貨幣，以將本集團的外匯風險降至最低。

於二零二零年及二零一九年十二月三十一日，本集團分別有約87,536,000港元及約188,287,000港元之借款以港元計值。目前，管理層預期年內並無與本集團的借款有關的任何重大外匯風險，且本集團並無使用任何金融工具對沖其來自本集團借款的外匯風險。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(i) Foreign exchange risk (Continued)

At 31 December 2020 and 2019, if RMB had strengthened/weakened by 5% against Hong Kong dollars with all other variables held constant, pre-tax profit for the year would have been approximately HK\$317,000 and HK\$150,000 higher/lower respectively, mainly as a result of foreign exchange loss/gain on translation of prepayments, deposits and other receivables, cash and cash equivalents and accruals, provisions and other payables denominated in non-functional currency of the relevant group companies.

(ii) Cash flow and fair value interest rate risk

The Group's interest rate risk mainly arises from borrowings. The Group is exposed to cash flow interest rate risk in relation to variable-rate bank borrowings. The Group's cash flow interest rate risk is mainly related to the fluctuation of Hong Kong Interbank Offered Rate arising from the Group's borrowings.

As at 31 December 2020 and 2019, if interest rates increased or decreased by 50 basis points and all other variables were held constant, the Group's post-tax profit would decrease or increase by approximately HK\$365,000 and HK\$786,000 respectively as a result of increase or decrease in net interest expense.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(i) 外匯風險(續)

於二零二零年及二零一九年十二月三十一日，在所有其他變量保持不變的情況下，倘人民幣兌港元升值／貶值5%，則該等年度的除稅前溢利將分別增加／減少約317,000港元及150,000港元，乃主要由於換算相關集團公司以非功能貨幣計值的預付款項、按金及其他應收款項、現金及現金等價物及應計費用，撥備及其他應付款項時產生匯兌虧損／收益。

(ii) 現金流量及公平值利率風險

本集團的利率風險主要來自借款。按浮動利率取得的銀行借款使本集團承受現金流量利率風險。本集團承受的現金流量利率風險主要與本集團的借款產生的香港銀行同業拆息的波動有關。

倘利率上升或下降50個基點，而所有其他變量保持不變，則本集團於二零二零年及二零一九年十二月三十一日的除稅後溢利將因利息開支淨額增加或減少而分別減少或增加約365,000港元及786,000港元。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(ii) Cash flow and fair value interest rate risk (Continued)

The Group is exposed to fair value interest rate risk in relation to fixed rate short-term bank deposits (Note 25) and lease liabilities (Note 31). The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider other necessary action when significant interest rate exposure is anticipated.

As the Group has no significant interest-bearing assets except for the cash and bank balances, the Group's income and operating cash flows are substantially independent of changes in market interest rates. However, the exposure in this regard is considered to be minimal as the bank balances are all short-term in nature. It is the Group's policy to keep its borrowings at floating rate of interest so as to minimise the fair value interest rate risk.

(b) Credit risk

Credit risk arises mainly from cash deposited with banks and financial institutions and trade receivables.

Credit risk on trade debtors is managed by the management of the individual business units and monitored by the Group's management on a group basis. Most customers are sizable and renowned companies. Management assesses the credit quality of smaller customers by considering their financial position, past experience therewith and other relevant factors. The utilisation of credit limits is regularly monitored.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(ii) 現金流量及公平值利率風險 (續)

本集團面臨與固定利率短期銀行存款相關之公平值利率風險(附註25)及租賃負債(附註31)。本集團當前並無利率對沖政策。然而，管理層監控利率風險並將於重大利率風險預期產生時考慮其他所需行動。

由於本集團並無重大計息資產(現金及銀行結餘除外)，本集團的收入及經營現金流量大致不受市場利率變動所影響。然而，由於銀行結餘均屬短期，因此就此產生的風險甚微。本集團的政策為維持借款按浮動利率計息，從而將公平值利率風險降至最低。

(b) 信貸風險

信貸風險主要來自存於銀行及金融機構的現金及貿易應收款項。

貿易債務人之信貸風險乃由個別業務單元的管理層管理及由本集團管理層以集團層面監控。大部份客戶均為規模較大且知名的公司。管理層按財務狀況、過往經驗及其他有關因素評估規模較小的客戶的信貸質素。信貸限額之使用須定期監控。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

The Group has set up long-term cooperative relationship with these customers. In view of the history of business dealings with the customers and the sound collection history of the receivables due from them, management believes that there is no material credit risk inherent in the Group's outstanding receivable balance due from these customers. Management makes periodic assessment on the recoverability of trade and other receivables based on historical payment records, the length of the overdue period, the financial strength of the debtors and whether there are any disputes with the debtors. The Group's historical experience in collection of trade receivables falls within the recorded allowances and the directors are of the opinion that adequate provision for uncollectible receivables has been made.

In respect of cash deposited with banks and financial institutions, the credit risk is considered to be low as the counterparties are banks with high credit ratings assigned by international credit rating agencies.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating
- external credit rating
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the customers' ability to meet its obligations

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

本集團已與該等客戶建立長期合作關係。鑒於與該等客戶的業務往來及良好的收款記錄，管理層認為在本集團應收該等客戶未付應收款項餘額方面並無重大固有信貸風險。管理層根據債務人的過往還款記錄、拖欠期長短、財務實力以及是否與債務人存在任何糾紛，定期評估貿易及其他應收款項的可回收性。本集團過往收取的貿易應收款項並無超出有關撥備額，而董事認為本集團已就不可收回的應收款項作出充分撥備。

就存於銀行及金融機構的現金而言，信貸風險較低，原因是對手方為獲國際信貸評級機構給予高度信貸評級之銀行。

本集團於資產初步確認時考慮違約的可能性，及信貸風險有否於各報告期間按持續基準大幅增加。為評估信貸風險有否大幅增加，本集團將資產於報告日期的違約風險與於初步確認日期的違約風險進行比較。本集團考慮可獲得的合理及有依據的前瞻性資料，尤其結合下列各項指標：

- 內部信貸評級
- 外部信貸評級
- 業務、財務或經濟條件實際或預期出現會預期引致客戶履行債務的能力出現重大變動的重大不利變動

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

- actual or expected significant changes in the operating results of customers
- significant increases in credit risk on other financial instruments of customers
- significant changes in the expected performance and behavior of customers, including changes in the payment status of customers in the Group and changes in the operating results of the customers.

(i) Trade receivables

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. The Group considers the credit risk characteristics and the days past due to measure the expected credit losses. During the years ended 31 December 2020 and 2019, the expected losses rate for customers of sales of goods is minimal, given there is no history of significant defaults from customers and insignificant impact from forward-looking estimates. The assessed expected credit losses for the trade receivables are not material.

The Group made no write-off of trade receivables during the years ended 31 December 2020 and 2019.

The Group has significant concentration of credit risk from customers. As at 31 December 2020 and 2019, 75% and 72%, respectively of total trade receivables was due from the Group's five largest customers. Based on the past payment history, the directors believe that the credit risk inherent in Group's outstanding trade receivables from this group of customers is low.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

- 客戶的經營業績實際或預期出現重大變動
- 客戶的其他金融工具的信貸風險顯著增加
- 客戶預期表現及行為發生重大變化，包括本集團客戶付款情況變化及經營業績變化。

(i) 貿易應收款項

本集團採用簡化法就香港財務報告準則第9號規定的預期信貸虧損計提撥備，該方法允許就所有貿易應收款項使用全期預期信貸虧損撥備。本集團考慮信貸風險特徵及已逾期日數以計量預期信貸虧損。於截至二零二零年及二零一九年十二月三十一日止年度，鑒於過往並無來自客戶的重大違約記錄及前瞻性估計的影響不重大，向客戶銷售貨物之預期虧損率為最低。貿易應收款項之經評估預期信貸風險並不重大。

於截至二零二零年及二零一九年十二月三十一日止年度，本集團並無撇銷貿易應收款項。

本集團有來自客戶的重大集中的信貸風險。於二零二零年及二零一九年十二月三十一日，來自本集團五大客戶的應收款項分別佔貿易應收款項總額的75%及72%。基於過往付款記錄，董事認為來自此組別客戶之本集團未償還貿易應收款項的固有信貸風險較低。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(i) Trade receivables (Continued)

The Group monitors the outstanding debts from its customers individually due to the concentration of credit risk. Based on historical payment trend, there is no correlation between the risk of default occurring and the collection past-due status as long as there is no significant change in the credit rating of the customers. Historically, the Group's loss arising from risk of default and time value of money is negligible.

(ii) Other receivables

Other debt instruments at amortised cost include other receivables.

As at 31 December 2020 and 2019, management assessed that the expected credit losses for the other receivables and amounts due from related parties are not material when they do not have default history and the issuer has a strong capacity to meet its contractual cash flow obligations in the near term.

(iii) Pledged deposits and cash and cash equivalents

To manage the risk arising from pledged deposits and cash and cash equivalents, the Group only transacts with reputable commercial banks which are all high-credit-quality financial institutions. There has been no recent history of default in relation to these financial institutions. The expected credit loss of pledged deposits and cash and cash equivalents is close to zero.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

(i) 貿易應收款項(續)

由於信貸風險較為集中，本集團單獨監控其客戶的未償還債務。基於過往付款趨勢，發生違約風險與逾期追收狀況之間並無關聯，只要客戶的信貸評級並無任何重大變動。過去，本集團自違約風險及貨幣時間價值產生的虧損可以忽略。

(ii) 其他應收款項

按攤銷成本計量的其他債務工具包括其他應收款項。

於二零二零年及二零一九年十二月三十一日，管理層評定當其並無拖欠記錄時，其他應收款項之預期信貸風險及應收關聯方款項並不重大，且發行人於短期內具有充分履行其合同現金流量義務的能力。

(iii) 已抵押存款以及現金及現金等價物

為管理來自己抵押存款以及現金及現金等價物的風險，本集團僅與商譽卓著的商業銀行(信譽質素高的金融機構)進行交易。近期並無與該等金融機構有關之歷史違約記錄。已抵押存款以及現金及現金等價物之預期信貸虧損接近零。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk

Liquidity risk refers to the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents, the availability of funding from an adequate amount of committed credit facilities from leading banks.

Due to the dynamic nature of the underlying businesses, the Group's management aims to maintain flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Group's liquidity reserve which comprises cash and cash equivalents (Note 25) and undrawn banking facilities (Note 30) on the basis of expected cash flows.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal to their carrying amounts as the impact of discounting is not significant.

3 財務風險管理(續)

3.1 財務風險因素(續)

(c) 流動資金風險

流動資金風險為實體無法履行透過現金或其他金融資產結清金融負債的相關責任而產生的風險。

審慎的流動資金風險管理指維持充足的現金及現金等價物，從主要銀行獲得充裕的承諾信貸額度以維持備用資金的能力。

基於相關業務之活躍多變性質，本集團管理層致力透過保持可動用的已承諾信貸額度維持資金的靈活性。

管理層根據預期現金流量，監控本集團流動資金儲備(包括現金及現金等價物(附註25)及未提取借款融資(附註30)的滾動預測。

下表基於由報告期末至合約到期日的剩餘期間對本集團的金融負債進行相關到期組別分析。在表內披露的金額為合約性未貼現的現金流量。由於貼現的影響並不重大，因此於12個月內需要償付之結餘相等於其賬面值。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

3 財務風險管理(續)

3.1 財務風險因素(續)

(c) 流動資金風險(續)

		Within 1 year or repayable on demand 一年內或 按要求償還 HK\$'000 千港元	Between 1 and 2 years 一年至兩年 HK\$'000 千港元	Between 2 and 5 years 兩年至五年 HK\$'000 千港元	Over 5 years 五年以上 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 31 December 2020	於二零二零年十二月三十一日					
Trade payables	貿易應付款項	122,423	—	—	—	122,423
Accruals, provisions and other payables (excluding accrued staff costs, other taxes payables, contract liabilities and provision for social insurance and housing provident fund)	應計費用、撥備及其他應付款項(不包括應計員工成本、其他應付稅項、合約負債及社會保險及住房公積金撥備)	51,148	—	—	—	51,148
Borrowings (including interest payable)	借款(包括應付利息)	86,271	—	—	—	86,271
Lease liabilities	租賃負債	3,484	1,553	526	—	5,563
		263,326	1,553	526	—	265,405
As at 31 December 2019	於二零一九年十二月三十一日					
Trade payables	貿易應付款項	92,095	—	—	—	92,095
Accruals, provisions and other payables (excluding accrued staff costs, other taxes payables, contract liabilities and provision for social insurance and housing provident fund)	應計費用、撥備及其他應付款項(不包括應計員工成本、其他應付稅項、合約負債及社會保險及住房公積金撥備)	22,982	—	—	—	22,982
Borrowings (including interest payable)	借款(包括應付利息)	134,826	36,731	25,463	—	197,020
Lease liabilities	租賃負債	2,563	1,759	105	—	4,427
		252,466	38,490	25,568	—	316,524

3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Group uses its capital and bank borrowings to finance its operations.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the net gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (include bank borrowings and obligations under finance leases) less cash and cash equivalents. Total capital is calculated as "equity" as shown in the consolidated statement of financial position.

3 財務風險管理(續)

3.2 資本風險管理

本集團管理資本的目標為保障本集團持續經營的能力，從而為股東提供回報並為其他利益相關者提供利益以及保持最佳資本架構以減低資金成本。本集團利用自有資金及銀行借款為其業務提供資金。

為維持或調整資本架構，本集團可調整派付予股東的股息、向股東退還資本、發行新股或出售資產以減少債務。

與業內其他公司一樣，本集團亦根據淨資本負債比率監察資本，該比率以債務淨額除以股本總額計算。債務淨額按借款總額(包括銀行借款及財務租賃承擔)減現金及現金等價物計算。股本總額按綜合財務狀況表所示的「權益」計算。

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Borrowings	借款	87,536	188,287
Lease liabilities	租賃負債	5,407	4,333
Less: cash and cash equivalents (Note 25)	減：現金及現金等價物 (附註25)	(236,670)	(104,775)
Net (cash)/debt	(現金)／債務淨額	(143,727)	87,845
Total equity	權益總額	784,367	534,497
Gearing ratio	資本負債比率	N/A 不適用	16.4%

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation

The Group does not have any financial assets/liabilities that are subject to offsetting, enforceable master netting arrangement and similar agreements during the year.

3.4 Offsetting financial assets and financial liabilities

As at 31 December 2020 and 2019, there were no financial assets or financial liabilities which were subject to offsetting, enforceable master netting or similar agreements.

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Current and deferred income taxes

The Group is subject to income taxes in the PRC and Hong Kong. Judgment is required in determining the provision for income taxes. There are transactions and calculations during the ordinary course of business for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates for whether additional taxes may be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

3 財務風險管理(續)

3.3 公平值估計

年內，本集團概無任何金融資產／負債須予抵銷、可執行總互抵安排或類似協議。

3.4 抵銷金融資產及金融負債

於二零二零年及二零一九年十二月三十一日，概無金融資產或金融負債須予抵銷、可執行總互抵安排或類似協議。

4 關鍵會計估計及判斷

本集團根據過往經驗及其他因素(包括在認為屬合理情況下對未來事件的預期)不斷評估估計及判斷。

本集團對未來作出估計及假設。按照定義，所得的會計估計很少會相等於其相關實際結果。下文載列很可能導致須對下個財政年度的資產及負債的賬面值作出重大調整的估計及假設。

(a) 即期及遞延所得稅

本集團須繳納中國及香港的所得稅。於釐定所得稅撥備時須作出判斷。在日常業務過程中有若干未能確定最終稅項的交易及計算。本集團按照是否出現額外應繳稅項的估計確認預期稅務審計事宜所產生的負債。倘有關的最終稅項結果與最初入賬的金額不同，則該差額會影響釐定稅項期間的所得稅及遞延稅項撥備。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(a) Current and deferred income taxes (Continued)

Deferred income tax assets relating to certain temporary differences and tax losses are recognised when management considers it is probable that future taxable profits will be available against which the temporary differences or tax losses can be utilised. When the expectation is different from the original estimates, such differences will impact the recognition of deferred income tax assets and taxation charges in the period in which such estimate is changed.

(b) Fair value of financial instruments

The fair value of financial instruments that are not traded in an active market (for example, unlisted securities) is determined by using valuation techniques. The Group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

(c) Estimated allowance on inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and applicable variable selling expenses. These estimates are based on current market conditions and the historical experience of manufacturing and selling products of a similar nature. It could change significantly as a result of changes in customer taste and competitor actions in response to industry cycles. Management reassesses these estimates at the end of each reporting period.

(d) Useful lives of property, plant and equipment

Management determines the estimated useful lives and related depreciation charges for its property, plant and equipment. Such estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions.

4 關鍵會計估計及判斷(續)

(a) 即期及遞延所得稅(續)

倘管理層認為可能有未來應課稅溢利抵銷暫時性差額或稅項虧損，則會確認有關若干暫時性差額及稅項虧損的遞延所得稅資產。當預期結果與之前估計不同時，該差異將影響此類估計變更期間的遞延所得稅資產及稅費的確認。

(b) 金融工具的公平值

不在活躍市場交易的金融工具的公平值(如非上市證券)乃採用估值技術釐定。本集團按其判斷選擇多種方法，並主要根據於各報告期末的市況作出假設。

(c) 估計存貨撥備

存貨之可變現淨值乃於日常業務過程中作出之估計售價減估計完成成本及適用可變出售開支。此等估計乃根據現時市況及製造及出售類似性質產品之過往經驗而作出，並會因應客戶品味及競爭對手就任何行業週期所作行動而有重大變化。管理層於各報告期末重新評估該等估計。

(d) 物業、廠房及設備的可使用年期

管理層釐定物業、廠房及設備的估計可使用年期及相關折舊開支。該估計乃根據對於性質及功能相若的物業、廠房及設備的實際可使用年期之過往經驗而作出。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(e) Impairment of non-financial assets

The Group tests annually whether goodwill has suffered any impairment. The recoverable amount of a cash generating unit (CGU) is determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management covering a five-years-period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates. These growth rates are consistent with forecasts included in industry reports specific to the industry in which each CGU operates. Details of impairment charge, key assumptions and impact of possible changes in key assumptions and impact of possible changes in key assumptions are disclosed in Note 18.

Judgement is required to determine key assumptions adopted in the valuation models for impairment review purpose. Changing the assumptions selected by management in assessing impairment could materially affect the result of the impairment test and as a result affect the Group's financial condition and results of operations. If there is a significant adverse change in the key assumptions applied, it may be necessary to take additional impairment charge to the consolidated statement of profit or loss.

4 關鍵會計估計及判斷(續)

(e) 非金融資產減值

本集團每年測試商譽是否出現任何減值。現金產生單位的可收回金額乃基於使用價值計算釐定，當中需要運用假設。有關計算運用現金流量預測，有關預測乃基於管理層批准的涵蓋五年期間的財務預算作出。超過五年期限的現金流量採用估計增長率進行推算。該等增長率與每個現金產生單位所在行業特有的行業報告中的預測一致。減值費用、關鍵假設及關鍵假設可能變動的影響均披露於附註18。

釐定用於減值檢討的估值模型所採用的關鍵假設需加以判斷。管理層評估減值時所選擇的假設有任何變動可能對減值測試的結果產生重大影響，從而影響本集團的財務狀況及經營業績。倘該等關鍵假設發生重大不利變動，額外減值費用可能須計入綜合損益表中。

5 REVENUE AND SEGMENT INFORMATION

(a) Revenue

		Year ended 31 December 截至十二月三十一日止年度	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue	收益		
Sales of paper and other products	銷售紙製品及其他產品	1,232,631	1,193,641

Sales of goods are recognised at the point in time when a group entity has delivered products to customers and fulfilled all the performance obligations as stipulated in the sales contracts.

As at 31 December 2020 and 2019, all performance obligations not yet satisfied by the Group were from contracts with original expected duration of less than one year. Therefore, as permitted by the relevant practical expedient under HKFRS 15, the transaction price allocated to these unsatisfied performance obligations were not disclosed.

Management has determined the operating segments based on the reports reviewed by the chief operating decision-maker that are used for making strategic decisions. The chief operating decision-maker is identified as the executive directors of the Group. The executive directors consider the business from a service perspective and assess the performance of the operating segments based on a measure of gross profit for the purposes of allocating resources and assessing performance. These reports are prepared on the same basis as the consolidated financial statements.

The management has identified two reportable segments based on sales channels, namely (i) web sales and (ii) OEM sales.

5 收益及分部資料

(a) 收益

銷售貨物於集團實體將產品交付客戶並履行銷售合約規定的所有履約責任時予以確認。

於二零二零年及二零一九年十二月三十一日，本集團尚未履行的所有履約責任均來自原預期期限少於一年的合約。因此，經香港財務報告準則第15號下相關實用權宜方法允許，並未披露分配至未履行履約責任之交易價格。

管理層根據經主要營運決策者審閱及用作策略決定的報告釐定經營分部。主要營運決策者被認定為本集團的執行董事。執行董事從服務角度考慮業務及根據毛利的計量評估經營分部的表現，以分配資源及評估表現。該等報告按與綜合財務報表相同的基準編製。

管理層已根據銷售渠道確定兩個可報告分部，分別為(i)網站銷售及(ii)OEM銷售。

5 REVENUE AND SEGMENT INFORMATION (Continued)

(b) Segment information

The segment information provided to the executive directors for the years ended 31 December 2020 and 2019 are as follows:

5 收益及分部資料(續)

(b) 分部資料

向執行董事提供的截至二零二零年及二零一九年十二月三十一日止年度的分部資料如下：

		Year ended 31 December 2020 截至二零二零年十二月三十一日止年度		
		Web sales 網站銷售 HK\$'000 千港元	OEM sales OEM銷售 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue from external customers	來自外部客戶的分部收益	157,988	1,074,643	1,232,631
Cost of sales	銷售成本	(40,677)	(755,088)	(795,765)
Gross profit	毛利	117,311	319,555	436,866
Other losses, net	其他虧損淨額			(18,623)
Other income, net	其他收入淨額			18,187
Selling and distribution expenses	銷售及分銷開支			(108,827)
Administrative expenses	行政開支			(165,236)
Finance costs, net	融資成本淨額			(2,890)
Profit before income tax	除所得稅前溢利			159,477
Income tax expense	所得稅開支			(30,129)
Profit for the year	年內溢利			129,348

5 REVENUE AND SEGMENT INFORMATION (Continued)

5 收益及分部資料(續)

(b) Segment information (Continued)

(b) 分部資料(續)

		Year ended 31 December 2019 截至二零一九年十二月三十一日止年度		
		Web sales 網站銷售 HK\$'000 千港元	OEM sales OEM銷售 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue from external customers	來自外部客戶的分部收益	103,512	1,090,129	1,193,641
Cost of sales	銷售成本	(28,767)	(799,316)	(828,083)
Gross profit	毛利	74,745	290,813	365,558
Other gains, net	其他收益淨額			10,131
Other income, net	其他收入淨額			15,594
Selling and distribution expenses	銷售及分銷開支			(99,181)
Administrative expenses	行政開支			(183,139)
Finance costs, net	融資成本淨額			(7,517)
Profit before income tax	除所得稅前溢利			101,446
Income tax expense	所得稅開支			(17,158)
Profit for the year	年內溢利			84,288

Revenue from major customers who have individually contributed to 10% or more of the total revenue of the Group are as follows:

來自主要客戶(各佔本集團總收益10%或以上)的收益如下:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Customer A	客戶A	299,625	504,150
Customer B	客戶B	304,285	208,366

5 REVENUE AND SEGMENT INFORMATION (Continued)

(b) Segment information (Continued)

Revenue from external customers by location, based on the destination of delivery, are as follows:

		Year ended 31 December 截至十二月三十一日止年度	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
The United States of America	美國	852,848	898,883
Europe	歐洲	197,261	138,419
The PRC (including Hong Kong)	中國(包括香港)	97,059	95,511
Others	其他	85,463	60,828
		1,232,631	1,193,641

Non-current assets, other than deferred income tax assets, are located as follows:

		Year ended 31 December 截至十二月三十一日止年度	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
The PRC (including Hong Kong)	中國(包括香港)	569,596	510,889
The United States of America	美國	—	721
		569,596	511,610

5 收益及分部資料(續)

(b) 分部資料(續)

根據交付目的地，按地點劃分之外部客戶收益如下：

非流動資產(遞延所得稅資產除外)位置如下：

6 OTHER (LOSSES)/GAINS, NET

6 其他(虧損)/收益淨額

		Year ended 31 December 截至十二月三十一日止年度	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Other (losses)/gains, net	其他(虧損)/收益淨額		
Foreign exchange (loss)/gain	匯兌(虧損)/收益	(22,005)	6,360
Fair value loss on investment property	投資物業公平值虧損	—	(140)
Fair value gain on derivative financial instruments	衍生金融工具公平值收益	3,866	—
(Loss)/gain on disposal of property, plant and equipment	出售物業、廠房及設備之(虧損)/收益	(484)	3,911
		(18,623)	10,131

7 OTHER INCOME, NET

7 其他收入淨額

		Year ended 31 December 截至十二月三十一日止年度	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Other income, net	其他收入淨額		
Rental income	租金收入	49	48
Sale of scrap materials	銷售廢料	11,373	11,501
Insurance claims	保險索償	—	391
Government grants (Note)	政府補助(附註)	6,206	3,176
Others	其他	559	478
		18,187	15,594

Note:

This mainly represents government grants received from certain PRC government authorities in relation to export credit insurance, research and development expenses for the years ended 31 December 2020 and 2019 and the receipt of subsidy under the Employment Support Scheme of the Hong Kong Special Administrative Region Government for the year ended 31 December 2020.

附註：

該項主要指截至二零二零年及二零一九年十二月三十一日止年度，自若干中國地方政府機關就出口信用保險及研發費用所獲得的政府補助及截至二零二零年十二月三十一日止年度根據香港特別行政區政府保就業計劃收取的補貼。

8 EXPENSES BY NATURE

8 按性質劃分的開支

		Year ended 31 December 截至十二月三十一日止年度	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Raw materials and consumables used	所用原材料及消耗品	427,320	405,581
Changes in inventories of finished goods and work in progress	成品及半成品之存貨變動	2,002	(226)
Sub-contracting charges	分包費用	123,246	146,949
Electricity expenses	電費開支	17,280	19,315
Repair and maintenance	維修及維護	13,617	16,244
Transportation expenses	運輸費用	56,171	48,282
Employee benefits expenses (including directors' emoluments)	僱員福利開支(包括董事酬金)	300,018	320,422
Lease expenses	租賃開支	484	1,007
Technical maintenance support	技術維護支援	4,401	9,030
Provision of inventory obsolescence	滯銷存貨撥備	1,248	3,406
Amortisation of right-of-use assets	使用權資產攤銷	6,805	7,413
Amortisation of intangible assets	無形資產攤銷	400	184
Depreciation of property, plant and equipment	物業、廠房及設備折舊	44,637	48,599
Legal and professional fee	法律及專業費用	6,262	4,510
Auditor's remuneration	核數師薪酬		
— Audit services	— 審核服務	1,850	1,650
— Non-audit services	— 非審核服務	513	—
Listing expenses	上市開支	1,166	7,573
Others	其他	62,408	70,464
Total cost of sales, selling and distribution expenses and administrative expenses	銷售成本、銷售及分銷開支及行政開支總額	1,069,828	1,110,403

The research and development expenses charged for the years ended 31 December 2020 and 2019 were approximately HK\$23,285,000 and HK\$26,898,000 respectively.

截至二零二零年及二零一九年十二月三十一日止年度支付的研發開支分別約為23,285,000港元及26,898,000港元。

**9 EMPLOYEE BENEFITS EXPENSES
(INCLUDING DIRECTORS'
EMOLUMENTS)**

**9 僱員福利開支(包括董事酬
金)**

		Year ended 31 December 截至十二月三十一日止年度	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Salaries, bonuses and allowances	薪金、花紅及津貼	262,212	264,261
Pension costs defined contribution plans	退休金成本 — 界定供款計劃	28,543	42,021
Other employee benefits	其他僱員福利	9,263	14,140
		300,018	320,422

(a) Independent non-executive Directors

The fees paid to independent non-executive Directors during the year were as follows:

(a) 獨立非執行董事

本年度向獨立非執行董事支付的袍金如下：

		Year ended 31 December 截至十二月三十一日止年度	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Mr. Chan Hiu Fung Nicholas, MH Prof. Cheng Man Chung Daniel, BBS, MH, JP	陳曉峰先生，榮譽勳章 鄭文聰教授，銅紫荊星 章、榮譽勳章、 太平紳士	230	—
Mr. Ng Shung, JP (Australia)	吳嵩先生，太平紳士 (澳大利亞)	230	—
		230	—
		690	—

There were no other emoluments payable to the independent non-executive Directors during the year (2019: nil).

Mr. Chan Hiu Fung Nicholas, MH, Prof. Cheng Man Chung Daniel, BBS, MH, JP and Mr. Ng Shung, JP (Australia) were appointed as independent non-executive Directors of the Company on 20 December 2019 with effect from 11 January 2020.

年內，概無其他應付獨立非執行董事酬金(二零一九年：無)。

陳曉峰先生，榮譽勳章、鄭文聰教授，銅紫荊星章，榮譽勳章，太平紳士及吳嵩先生，太平紳士(澳大利亞)於二零一九年十二月二十日獲委任為本公司獨立非執行董事，自二零二零年一月十一日起生效。

9 EMPLOYEE BENEFITS EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS) (Continued)

(b) Executive Directors and the chief executive

The remuneration of the Executive Directors for the years ended 31 December 2020 and 2019 are set out below:

9 僱員福利開支(包括董事酬金) (續)

(b) 執行董事及主要行政人員

截至二零二零年及二零一九年十二月三十一日止年度，執行董事的薪酬載列如下：

		Year ended 31 December 2020 截至二零二零年十二月三十一日止年度					
Name of Directors	董事姓名	Fees	Salaries	Discretionary bonuses	Allowances and benefits in kind	Employer's contribution to pension scheme	Total
		袍金	薪金	酌情花紅	津貼及實物利益	僱主向退休金計劃供款	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
Executive Directors	執行董事						
– Mr. Cheng Wan Wai	– 鄭穩偉先生	–	1,070	200	1,173	18	2,461
– Mr. Yeung Keng Wu, Kenneth	– 楊鏡湖先生	–	2,210	200	293	18	2,721
– Mrs. Liu Shuk Yu, Sanny	– 廖淑如女士	–	1,950	200	798	18	2,966
– Ms. Hui Li Kwan	– 許莉君女士	–	650	750	99	18	1,517
– Mr. Chan Wang Tao, Thomas	– 陳宏道先生	–	1,540	1,500	460	18	3,518
– Mr. Mak Chin Pang	– 麥展鵬先生	–	1,085	1,500	373	18	2,976
		–	8,505	4,350	3,196	108	16,159

**9 EMPLOYEE BENEFITS EXPENSES
(INCLUDING DIRECTORS'
EMOLUMENTS) (Continued)**

**(b) Executive Directors and the chief
executive (Continued)**

**9 僱員福利開支(包括董事酬金)
(續)**

**(b) 執行董事及主要行政人員
(續)**

		Year ended 31 December 2019 截至二零一九年十二月三十一日止年度					
Name of Directors	董事姓名	Fees	Salaries	Discretionary bonuses	Allowances and benefits in kind	Employer's contribution to pension scheme	Total
		袍金	薪金	酌情花紅	實物利益	津貼及僱主向退休金計劃供款	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
Executive Directors	執行董事						
– Mr. Cheng Wan Wai	– 鄭穩偉先生	–	870	–	1,357	18	2,245
– Mr. Yeung Keng Wu Kenneth	– 楊鏡湖先生	–	2,210	–	292	18	2,520
– Mrs. Liu Shuk Yu Sanny	– 廖淑如女士	–	1,950	–	815	18	2,783
– Ms. Hui Li Kwan	– 許莉君女士	–	650	650	127	18	1,445
– Mr. Chan Wang Tao Thomas	– 陳宏道先生	–	1,540	1,300	439	18	3,297
– Mr. Mak Chin Pang	– 麥展鵬先生	–	1,085	1,300	364	18	2,767
		–	8,305	3,250	3,394	108	15,057

Mr. Cheng Wan Wai, Mr. Yeung Keng Wu Kenneth, Mrs. Liu Shuk Yu Sanny, Ms. Hui Li Kwan, Mr. Chan Wang Tao Thomas and Mr. Mak Chin Pang were appointed as executive Directors of the Company on 19 April 2018.

The remuneration shown above represents remuneration received from the Group by these directors in their capacity as directors or employees of the subsidiaries of the Group. No directors waived any emolument during the years ended 31 December 2020 and 2019.

於二零一八年四月十九日，鄭穩偉先生、楊鏡湖先生、廖淑如女士、許莉君女士、陳宏道先生及麥展鵬先生獲委任為本公司的執行董事。

上文所示薪酬指該等董事作為本集團附屬公司之董事或僱員而自本集團收取的薪酬。概無董事於截至二零二零年及二零一九年十二月三十一日止年度放棄任何酬金。

9 EMPLOYEE BENEFITS EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS) (Continued)

(b) Executive Directors and the chief executive (Continued)

No director fees were paid to these directors in their capacity as directors of the Company or the operating companies and no emoluments were paid by the Company or the operating companies to the directors as an inducement to join the Company or the operating companies, or as compensation for loss of office during the years ended 31 December 2020 and 2019.

(c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group include five directors for the years ended 31 December 2020 and 2019 respectively, whose emoluments are reflected in the analysis presented in Note 9(b).

(d) Directors' retirement and termination benefits

No retirement benefits were paid to or receivable by any directors in respect of their other services in connection with the management of the affairs of the Company or its subsidiaries' undertaking during the years ended 31 December 2020 and 2019.

No payment was made to the directors as compensation for early termination of appointment during the years ended 31 December 2020 and 2019.

(e) Consideration provided to third parties for making available directors' services

No payment was made to any former employers of the directors for making available the services of them as a director of the Company during the years ended 31 December 2020 and 2019.

9 僱員福利開支(包括董事酬金) (續)

(b) 執行董事及主要行政人員 (續)

於截至二零二零年及二零一九年十二月三十一日止年度，概無就作為本公司或營運公司董事而向該等董事支付董事袍金，而本公司或營運公司亦無向董事支付酬金作為加入本公司或營運公司之獎勵或作為離職補償。

(c) 五名最高薪人士

截至二零二零年及二零一九年十二月三十一日止年度，本集團五名最高薪人士包括五名董事，其酬金於附註9(b)呈列的分析中反映。

(d) 董事退休及離職福利

於截至二零二零年及二零一九年十二月三十一日止年度，概無董事就其有關管理本公司或其附屬公司事務之其他服務而獲支付或應收任何退休福利。

於截至二零二零年及二零一九年十二月三十一日止年度，概無就董事提前終止委聘而支付任何補償。

(e) 就提供董事服務向第三方提供代價

於截至二零二零年及二零一九年十二月三十一日止年度，概無就董事出任本公司董事而向董事的前任僱主或董事支付任何款項。

9 EMPLOYEE BENEFITS EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS) (Continued)

(f) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

There were no loans, quasi-loans or other dealings in favour of the directors, controlled bodies corporate by and connected entities with such directors during the years ended 31 December 2020 and 2019.

(g) Directors' material interests in transactions, arrangements or contracts

Save as disclosed in Note 35, no significant transactions, arrangements and contracts in relation to the Group's business to which the Group was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the years or at any time during the years ended 31 December 2020 and 2019.

9 僱員福利開支(包括董事酬金) (續)

(f) 關於惠及董事、受該等董事控制的法人團體及與該等董事有關連的實體的貸款、類似貸款及其他交易的資料

於截至二零二零年及二零一九年十二月三十一日止年度，概無以董事、受該等董事控制的法人團體及與該等董事有關連的實體的貸款、類似貸款或其他交易。

(g) 董事於交易、安排或合約中的重大權益

除附註35所披露者外，本集團概無訂立與本集團業務有關且本公司董事直接或間接於其中擁有重大權益而於年末或截至二零二零年及二零一九年十二月三十一日止年度任何時間存續的重大交易、安排及合約。

10 FINANCE COSTS, NET

10 融資成本淨額

		Year ended 31 December 截至十二月三十一日止年度	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Finance income	融資收入		
Bank interest income	銀行利息收入	1,925	101
Finance costs	融資成本		
Interest expense on bank borrowings	銀行借款利息開支	(4,671)	(7,477)
Interest expense on lease liabilities	租賃負債利息開支	(144)	(141)
		(4,815)	(7,618)
Finance costs, net	融資成本淨額	(2,890)	(7,517)

11 INCOME TAX EXPENSE

11 所得稅開支

		Year ended 31 December 截至十二月三十一日止年度	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current income tax	即期所得稅	29,270	16,478
Deferred income tax	遞延所得稅	859	680
		30,129	17,158

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profit for each of the years ended 31 December 2020 and 2019.

截至二零二零年及二零一九年十二月三十一日止年度，香港利得稅乃按估計應課稅溢利以稅率16.5%作出撥備。

The subsidiaries established and operated in the PRC are subject to the PRC Corporate Income Tax at the rate of 25% during the years ended 31 December 2020 and 2019.

於截至二零二零年及二零一九年十二月三十一日止年度，於中國成立及經營的附屬公司須按25%的稅率繳納中國企業所得稅。

Pursuant to the relevant laws and regulation in the PRC, the Group's subsidiary, Dongguan Zensee Printing Limited (東莞雋思印刷有限公司), was accredited as a high-tech enterprise, and is entitled to the preferential tax rate of 15% for three years since 2017. The Company has renewed the identification of high-tech enterprise for three years since 2020.

根據中國相關法律及法規，本集團的附屬公司東莞雋思印刷有限公司獲認證為高新技術企業，並自二零一七年享有為期三年15%的優惠稅率。本公司已完成重續自二零二零年起為期三年高新技術企業認證。

Pursuant to the relevant laws and regulation in the PRC, certain entities of the Group qualified as small-scale and marginal profit enterprises. As a result, they were entitled to a preferential tax rate of 20% and a reduction in tax base of between 50% and 75% during the years ended 31 December 2020 and 2019.

根據中國相關法律及法規，本集團若干實體合資格成為小規模且擁有邊際溢利的企業。因此，該等實體於截至二零二零年及二零一九年十二月三十一日止年度可享20%的優惠稅率及減免50%至75%的稅基。

The subsidiary established and operated in Vietnam is subject to Vietnam Corporate Income Tax at the rate of 20% during the year ended 31 December 2020.

於截至二零二零年十二月三十一日止年度，已於越南成立及經營的附屬公司須按20%稅率繳納越南企業所得稅。

No provision for the United States of America profits tax has been made as the Group did not generate any assessable profits arising in the United States of America during the years ended 31 December 2020 and 2019.

於截至二零二零年及二零一九年十二月三十一日止年度概無就美國利得稅作出撥備，乃由於本集團並無在美國產生任何應課稅溢利。

11 INCOME TAX EXPENSE (Continued)

Pursuant to the laws and regulations of the British Virgin Islands and Cayman Islands, the Group is not subject to any income tax in the British Virgin Islands and Cayman Islands during the years ended 31 December 2020 and 2019.

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the tax calculated at domestic tax rate applicable to profits in the respective countries/jurisdictions as follows:

11 所得稅開支(續)

根據英屬維爾京群島及開曼群島法律及法規，本集團於截至二零二零年及二零一九年十二月三十一日止年度毋須在英屬維爾京群島及開曼群島繳納任何所得稅。

本集團所得稅前溢利的稅項與按各國家／司法權區溢利適用的國內稅率計算的理論金額有以下差異：

		Year ended 31 December 截至十二月三十一日止年度	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	159,477	101,446
Tax calculated at domestic tax rates applicable to profits in the respective countries/jurisdictions	按有關國家／司法權區溢利適用的當地稅率計算得出的稅項	29,595	17,963
Expenses not deductible for tax purpose	不可扣稅開支	2,959	2,102
Income not subject to tax	毋須課稅收入	(1,030)	(567)
Tax effect of deductible temporary differences not recognised	未確認可扣減暫時差額的稅務影響	(67)	(29)
Additional tax deduction for research and development	研發額外稅項扣減	(2,615)	(3,019)
Tax losses not recognised	未確認稅項虧損	2,265	1,704
Utilisation of previously unrecognised tax losses	動用之前未確認的稅項虧損	(103)	(195)
Effect of preferential tax rate in the PRC	中國優惠稅率的影響	(651)	(510)
Tax exemption	免稅	(224)	(291)
Tax expense	稅務開支	30,129	17,158

The weighted average tax rate was 18.9% (2019: 16.9%). The increase is caused by a change in the profitability of the Group's subsidiaries in the respective countries.

加權平均稅率為18.9%（二零一九年：16.9%）。稅率上升乃因本集團之附屬公司於相關國家之盈利能力出現變動所致。

12 EARNINGS PER SHARE FOR PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The calculation of the basic earnings per share is based on the profit for the year attributable to ordinary equity holders of the Company, and the weighted average number of ordinary shares of 526,549,180 (2019: 399,000,000), as if the 399,000,000 new shares issued pursuant to the Capitalisation Issue (as defined in note 1) had been issued on 1 January 2019.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2020 and 2019.

The calculations of basic and diluted earnings per share are based on:

Earnings

12 本公司權益股東應佔溢利的每股盈利

每股基本盈利乃基於本公司普通權益股東應佔年內溢利及普通股526,549,180股股份(二零一九年: 399,000,000股股份)普通股的加權平均股數, 猶如根據資本化發行(定義見附註1)發行的399,000,000股新股份已於二零一九年一月一日發行。

本集團於截至二零二零年及二零一九年十二月三十一日止年度並無已發行的潛在攤薄普通股。

每股基本及攤薄盈利乃基於以下項目計算:

盈利

		Year ended 31 December 截至十二月三十一日止年度	
		2020 二零二零年	2019 二零一九年
		HK\$'000 千港元	HK\$'000 千港元
Profit attributable to equity holders of the Company, used in the basic and diluted earnings per share calculations	本公司權益股東應佔溢利(用於每股基本及攤薄盈利的計算)	129,348	84,288

12 EARNINGS PER SHARE FOR PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY (Continued)

Shares

12 本公司權益股東應佔溢利的每股盈利(續)

股份

		Number of share 股份數目	
		2020 二零二零年	2019 二零一九年
		'000 千	'000 千
Weighted average number of ordinary shares used in the basic and diluted earnings per share calculations	普通股股份加權平均數 (用於每股基本及攤薄盈利的計算)	526,549	399,000

13 DIVIDENDS

During the year ended 31 December 2019, the Company declared and paid an interim dividend of HK\$10,000,000 to its then shareholders of the Company prior to the Listing in January 2020.

During the year ended 31 December 2020, the Company declared and paid a final dividend in respect of the year ended 31 December 2019 of HK9.0 cents per ordinary share for an aggregate amount of HK\$47,880,000.

During the year ended 31 December 2020, the Company declared and paid an interim dividend of HK2.0 cents per ordinary share, amounting to a total dividend of HK\$10,640,000.

A final dividend in respect of the year ended 31 December 2020 of HK12.0 cents per ordinary share, amounting to a total dividend of HK\$63,840,000 is to be proposed at the forthcoming annual general meeting of the Company to be held on 18 May 2021.

13 股息

於截至二零一九年十二月三十一日止年度，本公司已於二零二零年一月上市前向本公司當時的股東宣派及派付中期股息10,000,000港元。

於截至二零二零年十二月三十一日止年度，本公司已就截至二零一九年十二月三十一日止年度宣派及派付期末股息每股普通股9.0港仙(總額為47,880,000港元)。

於截至二零二零年十二月三十一日止年度，本公司已宣派及派付中期股息每股普通股2.0港仙，合共派發股息10,640,000港元。

就截至二零二零年十二月三十一日止年度建議宣派期末股息每股普通股12.0港仙(股息總額為63,840,000港元)的事項將於本公司於二零二一年五月十八日舉行的應屆股東週年大會上提呈。

14 SUBSIDIARIES

Details of the subsidiaries as at 31 December 2020 are as follows:

14 附屬公司

於二零二零年十二月三十一日的附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	(i) Country of incorporation/ establishment; (ii) Principal country of operations; (iii) Date of incorporation/ establishment (i) 註冊成立/ 成立國家; (ii) 主要營運國家; (iii) 註冊成立/ 成立日期	Issued and paid-up capital/ registered capital 已發行及繳足 股本/ 註冊資本	Effective interest held as at 於下列日期持有的 實際權益 2020 2019 二零二零年二零一九年	Principal activities 主要業務
Directly held 直接持有				
QP Holdings Limited	BVI / Hong Kong / 10 March 1998	HK\$77,400	100%	100% Investment holding
QP Holdings Limited	英屬維爾京群島/ 香港/ 一九九八年三月十日	77,400港元	100%	100% 投資控股
Indirectly held 間接持有				
Q P International Limited	Hong Kong / Hong Kong / 16 March 2006	HK\$1	100%	100% Trading of products and investment holding
雋思國際企業有限公司	香港/ 香港/ 二零零六年三月十六日	1港元	100%	100% 產品貿易及投資控股
Q P Sourcing Limited	Hong Kong / Hong Kong / 2 April 2002	HK\$10,000	100%	100% Sourcing of materials and products
雋思物料開發有限公司	香港/ 香港/ 二零零二年四月二日	10,000港元	100%	100% 材料及產品採購
Q P Printing Limited	Hong Kong / Hong Kong / 5 July 1985	HK\$37,000,000	100%	100% Trading of products and investment holding
雋思印刷有限公司	香港/ 香港/ 一九八五年七月五日	37,000,000港元	100%	100% 產品貿易及投資控股
QP (HK) Limited	Hong Kong / Hong Kong / 2 April 2002	HK\$10,000	100%	100% Trading of products and investment holding
雋思(香港)有限公司	香港/ 香港/ 二零零二年四月二日	10,000港元	100%	100% 產品貿易及投資控股

14 SUBSIDIARIES (Continued)

14 附屬公司(續)

Name of subsidiary 附屬公司名稱	(i) Country of incorporation/ establishment; (ii) Principal country of operations; (iii) Date of incorporation/ establishment (i) 註冊成立/成立國家; (ii) 主要營運國家; (iii) 註冊成立/成立日期	Issued and paid-up capital/ registered capital 已發行及繳足 股本/ 註冊資本	Effective interest held as at		Principal activities 主要業務
			於下列日期持有的 實際權益		
			2020	2019	
			二零二零年	二零一九年	
Indirectly held (Continued) 間接持有(續)					
Q P Trading Limited 雋思貿易有限公司	Hong Kong / Hong Kong / 21 May 2013 香港/香港/ 二零一三年五月二十一日	HK\$10,000 10,000港元	100%	100%	Trading of products 產品貿易
Dongguan Zensee Printing Limited ¹ 東莞雋思印刷有限公司 ¹	PRC / PRC / 15 January 1992 中國/中國/ 一九九二年一月十五日	HK\$211,167,245 211,167,245港元	100%	100%	Manufacturing and trading of products 產品製造及貿易
Q P Enterprises Limited 雋思企業有限公司	Hong Kong / Hong Kong / 16 November 2017 香港/香港/ 二零一七年十一月十六日	HK\$10,000 10,000港元	100%	100%	Investment holding 投資控股
Taurus Printing (Heshan) Company Limited ^{1,*} 騰達印刷(鶴山)有限公司 ¹	PRC / PRC / 17 November 2006 中國/中國/ 二零零六年十一月十七日	US\$8,800,000 8,800,000美元	100%	100%	Manufacturing and trading of paper products 紙製品製造及貿易
DPI Laboratory Services Limited 雋思檢測服務有限公司	Hong Kong / Hong Kong / 22 June 2010 香港/香港/ 二零一零年六月二十二日	HK\$1 1港元	100%	100%	Provision of laboratory testing services 提供實驗室檢測服務
Product Innovator Limited 創意產品發展有限公司	Hong Kong / Hong Kong / 26 September 1996 香港/香港/ 一九九六年九月二十六日	HK\$370,000 370,000港元	100%	100%	Trading and retailing of merchandise and investment holding 商品貿易及零售以及投資控 股
Multi International Investment Group Limited 萬達國際投資集團有限公司	Hong Kong / Hong Kong / 3 March 2015 香港/香港/ 二零一五年三月三日	HK\$2 2港元	100%	100%	Property holding 物業控股

14 SUBSIDIARIES (Continued)

14 附屬公司(續)

Name of subsidiary 附屬公司名稱	(i) Country of incorporation/ establishment; (ii) Principal country of operations; (iii) Date of incorporation/ establishment (i) 註冊成立 / 成立國家; (ii) 主要營運國家; (iii) 註冊成立 / 成立日期	Issued and paid-up capital/ registered capital 已發行及繳足 股本/ 註冊資本	Effective interest held as at 於下列日期持有的 實際權益 2020 二零二零年	2019 二零一九年	Principal activities 主要業務
Indirectly held (Continued) 間接持有(續)					
Eternity Year Investment Limited 萬年投資有限公司	Hong Kong / Hong Kong / 24 October 2014 香港 / 香港 / 二零一四年十月二十四日	HK\$2 2港元	100%	100%	Property holding 物業控股
Archer Praise Limited 弘億有限公司	Hong Kong / Hong Kong / 6 March 2015 香港 / 香港 / 二零一五年三月六日	HK\$2 2港元	100%	100%	Property holding 物業控股
Radiant Keen Limited 瑞兆有限公司	Hong Kong / Hong Kong / 13 March 2015 香港 / 香港 / 二零一五年三月十三日	HK\$2 2港元	100%	100%	Property holding 物業控股
Printer's Studio Limited Printer's Studio Limited	Hong Kong / Hong Kong / 19 October 2009 香港 / 香港 / 二零零九年十月十九日	HK\$10,000 10,000港元	100%	100%	Sales of website products 於網站銷售產品
TianJin ZenSee Technology Co., Ltd ¹ 天津雋思科技有限公司 ¹	PRC / PRC / 19 May 2005 中國 / 中國 / 二零零五年五月十九日	HK\$30,000,000 30,000,000港元	100%	100%	Trading of products 產品貿易
CS Works Corp. CS Works Corp.	United States / United States / 16 May 2016 美國 / 美國 / 二零一六年五月十六日	US\$10 10美元	100%	100%	Provision of customer services 提供客戶服務

14 SUBSIDIARIES (Continued)

14 附屬公司(續)

Name of subsidiary 附屬公司名稱	(i) Country of incorporation/ establishment; (ii) Principal country of operations; (iii) Date of incorporation/ establishment (i) 註冊成立/成立國家; (ii) 主要營運國家; (iii) 註冊成立/成立日期	Issued and paid-up capital/ registered capital 已發行及繳足 股本/ 註冊資本	Effective interest held as at 於下列日期持有的 實際權益 2020 二零二零年	2019 二零一九年	Principal activities 主要業務
Indirectly held (Continued) 間接持有(續)					
Shenzhen Zen See Information Technology Co., Ltd ² *	PRC / PRC / 9 May 2014	RMB100,000	100%	100%	Provision of information technology support for web sales
深圳雋思信息科技有限公司 ²	中國/中國/ 二零一四年五月九日	人民幣100,000元	100%	100%	為網站銷售提供資訊科技 支援
Dongguan ZenSee Product Testing Limited ²	PRC / PRC / 9 February 2010	RMB4,000,000	100%	100%	Provision of laboratory testing services
東莞市雋思產品檢測有限 公司 ²	中國/中國/ 二零一零年二月九日	人民幣4,000,000 元	100%	100%	提供實驗室檢測服務
Q P Holdings (Vietnam) Limited	BVI / Hong Kong 10 September 2020	USD50,000	100%	N/A	Investment holding
Q P Holdings (Vietnam) Limited	英屬維爾京群島/香港/ 二零二零年九月十日	50,000美元	100%	不適用	投資控股
Q P Trading (Vietnam) Company Limited	Vietnam / Vietnam / 16 January 2020	VND300,000,000	100%	N/A	Trading of products
Q P Trading (Vietnam) Company Limited	越南/越南/ 二零二零年一月十六日	300,000,000越南 盾	100%	不適用	產品貿易

Notes:

- These are wholly-owned foreign investment enterprises registered in the PRC.
 - These are wholly-domestic owned enterprises under the PRC law.
- * The English translation of the companies and legal entity types names are for reference only. The official names/types are in Chinese.

附註:

- 該等外商獨資公司乃於中國註冊成立。
 - 該等全內資公司乃根據中國法律註冊成立。
- * 英文譯名僅供參考，此公司/法律實體類型的官方名稱為中文。

15 PROPERTY, PLANT AND EQUIPMENT 15 物業、廠房及設備

		Buildings 樓宇 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Furniture and equipment 傢私及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日							
Cost	成本	165,549	76,408	449,960	92,825	12,188	—	796,930
Accumulated depreciation	累計折舊	(32,723)	(27,875)	(326,724)	(44,738)	(11,871)	—	(443,931)
Net book amount	賬面淨值	132,826	48,533	123,236	48,087	317	—	352,999
Year ended 31 December 2019	截至二零一九年 十二月三十一日 止年度							
Opening net book amount	年初賬面淨值	132,826	48,533	123,236	48,087	317	—	352,999
Additions	添置	—	10,008	39,398	6,522	249	—	56,177
Disposals	出售	—	(62)	(11,266)	(591)	—	—	(11,919)
Depreciation	折舊	(7,522)	(8,018)	(24,325)	(8,275)	(459)	—	(48,599)
Exchange realignment	匯兌調整	(1,524)	(890)	(1,191)	(1,066)	(2)	—	(4,673)
Closing net book amount	年末賬面淨值	123,780	49,571	125,852	44,677	105	—	343,985
At 31 December 2019	於二零一九年 十二月三十一日							
Cost	成本	163,383	84,830	425,305	85,339	11,834	—	770,691
Accumulated depreciation	累計折舊	(39,603)	(35,259)	(299,453)	(40,662)	(11,729)	—	(426,706)
Net book amount	賬面淨值	123,780	49,571	125,852	44,677	105	—	343,985
Year ended 31 December 2020	截至二零二零年 十二月三十一日 止年度							
Opening net book amount	年初賬面淨值	123,780	49,571	125,852	44,677	105	—	343,985
Additions	添置	12,920	9,529	25,607	4,312	1,367	12,375	66,110
Disposals	出售	—	—	(538)	(85)	—	—	(623)
Depreciation	折舊	(7,642)	(9,069)	(19,431)	(8,325)	(170)	—	(44,637)
Exchange realignment	匯兌調整	5,532	3,439	6,295	2,231	15	735	18,247
Closing net book amount	年末賬面淨值	134,590	53,470	137,785	42,810	1,317	13,110	383,082
At 31 December 2020	於二零二零年十二月 三十一日							
Cost	成本	184,632	100,762	479,907	94,134	12,313	13,110	884,858
Accumulated depreciation	累計折舊	(50,042)	(47,292)	(342,122)	(51,324)	(10,996)	—	(501,776)
Net book amount	賬面淨值	134,590	53,470	137,785	42,810	1,317	13,110	383,082

15 PROPERTY, PLANT AND EQUIPMENT (Continued)

Depreciation expenses of approximately HK\$22,593,000 and HK\$29,720,000 have been charged in “Cost of sales”, and approximately HK\$22,044,000 and HK\$18,879,000 have been charged in “Administrative expenses” for the years ended 31 December 2020 and 2019 respectively.

Buildings with a net carrying amount of approximately HK\$35,020,000 and HK\$36,636,000 were pledged as collateral for the banking facilities granted to the Group (Note 30) as at 31 December 2020 and 2019 respectively.

As at 31 December 2020 and 2019, formal real estate ownership certificates have not been obtained for certain of the Group’s properties with total carrying value of approximately HK\$2,691,000 and HK\$2,839,000 respectively. The Group has taken remedial actions and is in the process of obtaining the necessary real estate ownership certificates. In the opinion of the directors, the absence of formal title to these real estate ownership certificates is not an indicator for impairment in the value of these properties as the Group has paid the full purchase consideration for these buildings and the probability of being evicted on the ground of an absence of formal title is remote.

15 物業、廠房及設備(續)

截至二零二零年及二零一九年十二月三十一日止年度，分別約22,593,000港元及29,720,000港元的折舊開支已計入「銷售成本」，及分別約22,044,000港元及18,879,000港元的折舊開支已計入「行政開支」。

賬面淨值約35,020,000港元及36,636,000港元的樓宇已抵押作為本集團分別於二零二零年及二零一九年十二月三十一日獲授的銀行融資(附註30)的抵押品。

於二零二零年及二零一九年十二月三十一日，本集團並未就其總賬面值分別約為2,691,000港元及2,839,000港元的若干物業取得正式房地產權證。本集團已採取補救措施，且正在申請所需的房地產權證。董事認為，由於本集團已支付該等樓宇的全部購買代價及因缺少正式業權而被驅逐的可能性甚微，因此缺少該等房地產權證的正式業權並非表明該等物業的價值出現減值。

16 SHARE CAPITAL

16 股本

		As at 31 December 2020 於二零二零年 十二月 三十一日 Number of shares 股份數目	As at 31 December 2019 於二零一九年 十二月 三十一日 Number of shares 股份數目	As at 31 December 2020 於二零二零年 十二月 三十一日 HK\$'000 千港元	As at 31 December 2019 於二零一九年 十二月 三十一日 HK\$'000 千港元
Authorised:	法定：				
At beginning of the year	年初	2,000,000,000	39,000,000	20,000	390
Increase in share capital (note a)	增加股本(附註a)	—	1,961,000,000	—	19,610
End of the year	年末	2,000,000,000	2,000,000,000	20,000	20,000
Issued and fully paid:	已發行及繳足：				
At beginning of the year	年初	77,400	1	1	—
Issue of shares pursuant to the Reorganisation	根據重組發行股份	—	77,399	—	1
Paid up of capital	實收資本	77,400	—	1	—
Capitalisation issue (note b)	資本化發行(附註b)	398,845,200	—	3,988	—
New issue of shares from Global Offering (note c)	全球發售的新發行股份 (附註c)	133,000,000	—	1,330	—
End of the year	年末	532,000,000	77,400	5,320	1

Notes:

- On 20 December 2019, the authorised share capital of the Company was increased from 39,000,000 shares of HK\$0.01 each to 2,000,000,000 shares of HK\$0.01.
- Pursuant to a written resolution of the then Shareholders, a total of 398,845,200 shares of HK\$0.01 each were allotted and issued at par value to the Shareholders immediately before the listing of the Company's shares on 16 January 2020 by way of capitalisation of HK\$3,988,452 from the Company's share premium account on the Listing Date.
- On 16 January 2020, 133,000,000 new shares were issued at a price of HK\$1.18 per share in connection with the Company's listing on the Main Board of The Stock Exchange of Hong Kong Limited.

附註：

- 於二零一九年十二月二十日，本公司的法定股本由每股0.01港元的39,000,000股股份增至每股0.01港元的2,000,000,000股股份。
- 根據股東的書面決議案，緊接本公司股份於二零二零年一月十六日上市前，本公司於上市日期的股份溢價賬以資本化方式撥出3,988,452港元向股東按面值配發及發行合共398,845,200股每股面值0.01港元的股份。
- 於二零二零年一月十六日，本公司於香港聯合交易所有限公司主板上市並以每股1.18港元價格發行133,000,000股新股。

17 INVESTMENT PROPERTY

17 投資物業

		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Non-current assets — at fair value	非流動資產 — 按公平值		
At beginning of year	年初	2,135	2,275
Fair value changes	公平值變動	—	(140)
End of the year	年末	2,135	2,135

Investment property is situated in Hong Kong and rented out under operating leases. Amounts recognised in profit and loss for investment property are as follows:

投資物業位於香港，按經營租約出租。就投資物業於損益內確認的金額如下：

		Year ended 31 December 截至十二月三十一日止年度	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Rental income recognised in other income	於其他收入確認的租賃收入	49	48
Direct operating expenses	直接營運開支	(6)	(6)
		43	42

The directors performed a valuation of the investment property under the market comparable approach using the current market price and adjusting for factors regarding the location and size of the property to determine the fair value as at 31 December 2020 and 2019. The fair value gain or loss is included in “Other (losses)/gains, net” in the consolidated statement of profit or loss.

董事根據市場可比較方法，使用當前市價及有關該物業位置及規模的調整因素對投資物業進行估值，以釐定於二零二零年及二零一九年十二月三十一日的公平值。公平值損益計入綜合損益表的「其他(虧損)/收益淨額」內。

The fair value measurement is categorised in Level 3 of the fair value hierarchy, and there were no transfers between level 1, 2 and 3 during the years ended 31 December 2020 and 2019.

公平值計量歸入公平值層級的第三層級，且於截至二零二零年及二零一九年十二月三十一日止年度，第一層、第二層及第三層之間並無轉撥。

The key inputs as at 31 December 2020 and 2019 are average market price of similar investment property after adjusting for age, location, condition and surrounding facility. The higher the market price, the higher the fair value.

於二零二零年及二零一九年十二月三十一日的主要輸入數據為就樓齡、位置、狀況及周邊設施作出調整後的類似投資物業的平均市價。市價越高，公平值越高。

18 INTANGIBLE ASSETS

18 無形資產

		Goodwill 商譽 HK\$'000 千港元	Golf club Membership (Note) 高爾夫 俱樂部會籍 (附註) HK\$'000 千港元	Computer software 電腦軟件 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Year ended 31 December 2019	截至二零一九年十二月三十一日止年度				
Opening net book amount	年初賬面淨值	24,715	943	683	26,341
Additions	添置	—	—	102	102
Amortisation (Note 8)	攤銷(附註8)	—	—	(184)	(184)
Exchange realignment	匯兌調整	(435)	—	(10)	(445)
Closing net book amount	年末賬面淨值	24,280	943	591	25,814
At 31 December 2019	於二零一九年十二月三十一日				
Cost	成本	24,280	943	938	26,161
Accumulated amortisation	累計攤銷	—	—	(347)	(347)
Net book amount	賬面淨值	24,280	943	591	25,814
Year ended 31 December 2020	截至二零二零年十二月三十一日止年度				
Opening net book amount	年初賬面淨值	24,280	943	591	25,814
Additions	添置	—	—	1,256	1,256
Amortisation (Note 8)	攤銷(附註8)	—	—	(400)	(400)
Exchange realignment	匯兌調整	1,674	—	63	1,737
Closing net book amount	年末賬面淨值	25,954	943	1,510	28,407
At 31 December 2020	於二零二零年十二月三十一日				
Cost	成本	25,954	943	2,291	29,188
Accumulated amortisation	累計攤銷	—	—	(781)	(781)
Net book amount	賬面淨值	25,954	943	1,510	28,407

Note: Golf club membership is stated at historical cost. The club membership has an indefinite life which is not subject to amortisation and is tested annually for impairment and applied fair value less costs to sell when determining its recoverable amounts. During the years ended 31 December 2020 and 2019, no impairment was made in relation to the golf club membership.

附註：高爾夫俱樂部會籍乃按歷史成本列賬。俱樂部會籍年期並不確定，毋須攤銷，且每年進行減值測試，並於釐定可收回金額時採用公平值減成本進行銷售。截至二零二零年及二零一九年十二月三十一日止年度，並無就高爾夫俱樂部會籍作出減值。

18 INTANGIBLE ASSETS (Continued)

Amortisation expenses relating to computer software of approximately HK\$400,000 and HK\$184,000 have been charged in “Administrative expenses” for the years ended 31 December 2020 and 2019, respectively.

Goodwill arose from the purchase of Taunus Printing (Heshan) Company Limited (“**TPC**”) from certain third parties during the year ended 31 December 2018.

Goodwill arising from acquisition is allocated to the relevant CGU, composed of QPE and TPC, which are expected to benefit from the business combination. Management reviews annually whether the carrying amount of a CGU is higher than the recoverable amount. The recoverable amount of a CGU is determined based on a value-in-use calculation with key parameters including revenue growth rate and gross profit margin. The calculation uses pre-tax cash flow projection based on five-year financial budget approved by management using the estimated growth rate of the relevant CGU, taking into account the Group’s overall growth rate of 3% and gross profit margin of 25%. Cash flows beyond the five-year period are extrapolated assuming a terminal growth rate of 3% and no material change in the existing scope of business, business environment and market conditions. The discount rate applied to the cash flow projections is 15% and management believes it reflects specific risks relating to the segment.

Management believes that any reasonably possible change in any of the key assumptions would not result in an impairment provision of goodwill. There was no impairment provision for intangible assets during the years ended 31 December 2020 and 2019.

18 無形資產(續)

截至二零二零年及二零一九年十二月三十一日止年度，分別約400,000港元及184,000港元的電腦軟件相關攤銷開支已於「行政開支」中扣除。

截至二零一八年十二月三十一日止年度的商譽來自向若干第三方購買騰達印刷(鶴山)有限公司(「**TPC**」)。

收購產生的商譽分配至預期自業務合併中獲益的相關現金產生單位由雋思企業及TPC組成。管理層每年檢討現金產生單位的賬面值是否高於可收回金額。現金產生單位的可收回金額乃基於使用價值計算釐定，其主要參數包括收益增長率及毛利率。該計算方法是以管理層批准的五年財務預算為基礎，採用相關現金生產單位的估計增長率，並計及本集團的整體增長率3%及毛利率25%，進行稅前現金流量預測。超過五年期限的現金流量乃假設最終增長率為3%且現時業務範圍、經營環境及市況並無重大變動進行推算。適用於現金流量預測的貼現率為15%，且管理層認為其可反映與分部有關的特定風險。

管理層認為，倘任何主要假設出現任何合理的可能變動，並不會導致就商譽作出減值撥備。截至二零二零年及二零一九年十二月三十一日止年度，並無就無形資產作出減值撥備。

19 FINANCIAL INSTRUMENTS BY CATEGORY

19 按類別劃分的金融工具

		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Financial assets	金融資產		
Financial assets at amortised cost	按攤銷成本列賬的金融資產		
— Trade receivables	— 貿易應收款項	233,248	167,007
— Prepayments, deposits and other receivables (excluding prepayments and VAT receivables)	— 預付款項、按金及其他應收款項(不包括預付款項及應收增值稅)	27,787	22,206
— Pledged deposits	— 已抵押存款	—	381
— Cash and cash equivalents	— 現金及現金等價物	236,670	104,775
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產		
— Derivative financial instruments	— 衍生金融工具	3,866	—
		501,571	294,369
Financial liabilities	金融負債		
Other financial liabilities at amortised cost	按攤銷成本列賬的其他金融負債		
— Trade payables	— 貿易應付款項	122,423	92,095
— Accruals, provisions and other payables (excluding accrued staff costs, other taxes payables, contract liabilities and provision for social insurance and housing provident fund)	— 應計費用、撥備及其他應付款項(不包括應計員工成本、其他應付稅項、合約負債及社會保險及住房公積金撥備)	51,148	22,982
— Borrowings	— 借款	87,536	188,287
— Lease liabilities	— 租賃負債	5,407	4,333
		266,514	307,697

20 RIGHT-OF-USE ASSETS

20 使用權資產

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Land	土地	115,692	114,633
Properties	物業	5,580	4,490
Motor vehicles	汽車	858	1,636
End of the year	於年末	122,130	120,759

20 RIGHT-OF-USE ASSETS (Continued)

20 使用權資產(續)

		Land 土地 HK\$'000 千港元	Properties 物業 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Year ended 31 December 2019	截至二零一九年十二月三十一日止年度				
Opening net book amount	年初賬面淨值	118,218	5,878	2,415	126,511
Additions	添置	—	3,138	—	3,138
Amortisation (Note 8)	攤銷(附註8)	(2,615)	(4,019)	(779)	(7,413)
Disposal	出售	—	(492)	—	(492)
Exchange realignment	匯兌調整	(970)	(15)	—	(985)
Closing net book amount	年末賬面淨值	114,633	4,490	1,636	120,759
At 31 December 2019	於二零二零年十二月三十一日				
Cost	成本	121,155	10,696	3,894	135,745
Accumulated amortisation	累計攤銷	(6,522)	(6,206)	(2,258)	(14,986)
Net book amount	賬面淨值	114,633	4,490	1,636	120,759
Year ended 31 December 2020	截至二零二零年十二月三十一日止年度				
Opening net book amount	年初賬面淨值	114,633	4,490	1,636	120,759
Additions	添置	—	4,403	—	4,403
Remeasurement	重新計量	—	150	—	150
Amortisation (Note 8)	攤銷(附註8)	(2,602)	(3,425)	(778)	(6,805)
Disposal	出售	—	(220)	—	(220)
Exchange realignment	匯兌調整	3,661	182	—	3,843
Closing net book amount	年末賬面淨值	115,692	5,580	858	122,130
At 31 December 2020	於二零二零年十二月三十一日				
Cost	成本	125,143	13,319	3,894	142,356
Accumulated amortisation	累計攤銷	(9,451)	(7,739)	(3,036)	(20,226)
Net book amount	賬面淨值	115,692	5,580	858	122,130

20 RIGHT-OF-USE ASSETS (Continued)

The statement of profit or loss shows the following amounts relating to leases:

20 使用權資產(續)

損益表列示以下與租賃有關之金額：

		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Expense relating to short-term lease contract (Note 8)	與短期租賃合約相關之 開支(附註8)	484	1,007
Amortisation of right-of-use assets (Note 8)	使用權資產攤銷(附註8)	6,805	7,413
Interest expenses (included in finance cost) (Note 10)	利息開支(計入融資成本) (附註10)	144	141

21 INVENTORIES

21 存貨

		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Raw materials	原材料	36,820	30,313
Work in progress	在製品	30,909	28,719
Finished goods	成品	25,951	26,674
		93,680	85,706

The cost of inventories recognised as expenses and included in "cost of sales" amounted to HK\$429,322,000 and HK\$405,355,000 for the years ended 2020 and 2019 respectively.

截至二零二零年及二零一九年十二月三十一日止年度，存貨成本確認為開支，計入「銷售成本」的金額分別為429,322,000港元及405,355,000港元。

21 INVENTORIES (Continued)

The carrying amount of inventories is stated net of provision for inventory obsolescences of HK\$20,334,000 (2019: HK\$17,655,000).

21 存貨(續)

存貨的賬面值經扣除滯銷存貨撥備20,334,000港元(二零一九年: 17,655,000港元)後呈列。

		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Movement of inventory provision	存貨撥備變動:		
As at 1 January	於一月一日	17,655	14,699
Provision for the year (Note 8)	年內撥備(附註8)	1,248	3,406
Translation adjustment	換算調整	1,431	(450)
As at 31 December	於十二月三十一日	20,334	17,655

22 TRADE RECEIVABLES

22 貿易應收款項

		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Trade receivables	貿易應收款項	233,248	167,007

Trade receivables represent goods sold to third parties. The credit terms granted by the Group are generally 30 to 90 days.

貿易應收款項指向第三方銷售的貨品。本集團授出的信貸期一般為30至90天。

As at 31 December 2020 and 2019, the aging analysis of the trade receivables, based on invoice date, were as follows:

於二零二零年及二零一九年十二月三十一日，按發票日期計算的貿易應收款項的賬齡分析如下：

		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Less than 30 days	少於30天	99,497	74,297
31-60 days	31至60天	74,064	52,396
61-90 days	61至90天	32,854	20,045
Over 90 days	90天以上	26,833	20,269
		233,248	167,007

22 TRADE RECEIVABLES (Continued)

The maximum exposure to credit risk at the reporting date is the carrying value of the trade receivables. The Group does not hold any collateral as security.

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. The Group considers the credit risk characteristics and the days past due to measure the expected credit losses. During the years ended 31 December 2020 and 2019, the expected losses for customers of sales of goods is minimal, given there is no history of significant defaults from customers and no adverse change is anticipated in the future business environment. No provision for impairment of trade receivables has been made throughout the years ended 31 December 2020 and 2019.

The carrying amounts of trade receivables approximate their fair values as at 31 December 2020 and 2019.

The Group's trade receivables were denominated in the following currencies:

22 貿易應收款項(續)

於報告日期面臨的最大信貸風險為貿易應收款項的賬面值。本集團並無持有任何抵押品作抵押。

本集團應用香港財務報告準則第9號所訂明的簡化方法就預期信貸虧損計提撥備，其允許對所有貿易應收款項採用全期預期虧損撥備。本集團考慮信貸風險特徵及已逾期日數，以計量預期信貸虧損。於截至二零二零年及二零一九年十二月三十一日止年度，鑒於過往並無客戶重大違約，及預計未來營商環境並無不利變動，向客戶銷售貨品的預期虧損很小。於截至二零二零年及二零一九年十二月三十一日止年度，概無作出貿易應收款項的減值撥備。

於二零二零年及二零一九年十二月三十一日，貿易應收款項的賬面值與其公平值相若。

本集團的貿易應收款項乃以下列貨幣計值：

		As at 31 December 於十二月三十一日	
		2020 二零二零年	2019 二零一九年
		HK\$'000 千港元	HK\$'000 千港元
US\$	美元	139,042	103,796
HK\$	港元	88,844	58,245
RMB	人民幣	5,156	4,085
EUR	歐元	175	167
Others	其他	31	714
		233,248	167,007

23 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

23 預付款項、按金及其他應收款項

		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Prepayments	預付款項	6,126	20,862
Other receivables	其他應收款項	5,889	20,244
Rental and other deposits	租金及其他按金	35,740	20,879
VAT receivables	應收增值稅	21,176	15,582
		68,931	77,567
Less: Non-current portion (<i>Note</i>)	減：非即期部分 (<i>附註</i>)	(33,842)	(18,917)
Current portion	即期部分	35,089	58,650

Note: Included in the non-current portion prepayment, deposits and other receivables is a deposit paid in respect of acquisition of a subsidiary of HK\$20,000,000 (2019: HK\$nil).

附註： 非即期部分預付款項、按金及其他應收款項包括就收購一家附屬公司支付的按金20,000,000港元(二零一九年：零港元)。

The carrying amounts of prepayments, deposits and other receivables of the Group approximate their fair values as at 31 December 2020 and 2019.

於二零二零年及二零一九年十二月三十一日，本集團的預付款項、按金及其他應收款項的賬面值與其公平值相若。

Their recoverability was assessed with reference to the credit status of each counterparty, and there is no expected credit loss.

其可收回性乃參照交易各方的信用狀況而評定，且並無預期信貸虧損。

23 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (Continued)

The Group's prepayments, deposits and other receivables were denominated in the following currencies:

		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
HK\$	港元	26,171	34,480
US\$	美元	105	340
RMB	人民幣	42,572	42,667
Others	其他	83	80
		68,931	77,567

23 預付款項、按金及其他應收款項(續)

本集團的預付款項、按金及其他應收款項乃以下列貨幣計值：

24 DERIVATIVE FINANCIAL INSTRUMENTS

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Forward foreign exchange contracts As at 1 January	遠期外匯合約 於一月一日	—	—
Fair value gain on derivative financial instruments recognised in consolidated statement of profit or loss (Note 6)	於綜合損益表中確認的 衍生金融工具的公平值 收益(附註6)	3,866	—
As at 31 December	於十二月三十一日	3,866	—

24 衍生金融工具

The total notional principal amounts of the outstanding forward foreign exchange contracts as at 31 December 2020 were US\$15,000,000 (approximately HK\$117,000,000).

於二零二零年十二月三十一日，尚未到期的遠期外匯合約的名義本金總額為15,000,000美元(約117,000,000港元)。

25 PLEDGED DEPOSITS AND CASH AND CASH EQUIVALENTS

25 已抵押存款以及現金及現金等價物

		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Short-term bank deposits	短期銀行存款	46,484	40,000
Cash on hand	手頭現金	441	214
Cash at bank	銀行現金	189,775	64,561
Total cash and cash equivalents	現金及現金等價物總額	236,670	104,775
Pledged deposits (Note)	已抵押存款(附註)	—	381
Total pledged deposits and cash and cash equivalents	已抵押存款以及現金及現金等價物總額	236,670	105,156

Note: The pledged bank deposits are held in designated bank accounts mainly for the Group's banking facilities (Note 30).

附註：於指定銀行賬戶持有的已抵押銀行存款主要用作本集團的銀行融資(附註30)。

The carrying amounts of short-term bank deposits, cash on hand, cash at bank and pledged deposits are denominated in the following currencies:

短期銀行存款、手頭現金、銀行現金及已抵押存款之賬面值乃以下列貨幣計值：

		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Currency type	貨幣類型		
HK\$	港元	131,838	57,340
RMB	人民幣	64,751	19,889
US\$	美元	38,791	26,937
Other	其他	1,290	990
		236,670	105,156

26 SHARE PREMIUM AND RESERVES

Share premium of the Company is mainly attributable to the completion of the reorganisation and issuance of ordinary shares. Reserves during the years ended 31 December 2020 and 2019 comprised of capital reserve, statutory reserve, translation reserve and retained earnings.

As stipulated by the relevant PRC laws and regulations applicable to the Company's subsidiaries established and operated in the PRC, the subsidiaries are required to make appropriation from profit after tax (after offsetting prior years' losses) to statutory reserve. The PRC entities are required to transfer at least 10% of its net profit as determined under the PRC accounting rules and regulations, to their statutory reserve. The appropriations to the statutory reserve are required until the balance reaches 50% of the subsidiaries' registered capital. The statutory reserve can be utilised to offset prior year losses or be utilised for issuance of bonus shares. The Company's PRC subsidiaries are restricted in their ability to transfer a portion of their reserve either in the form of dividends, loans or advances.

The capital reserve of the Group represents the reserves arising from the reorganisation for the purpose of the Listing.

Retained earnings during the years ended 31 December 2020 and 2019 represents the deficits/equities of the operating companies after elimination of inter-company transactions and balances. The movements in retained earnings during the years ended 31 December 2020 and 2019 mainly comprised of profit for the year and dividends paid during the years ended 31 December 2020 and 2019. Please see Note 13 for more detail on the dividends.

26 股份溢價及儲備

本公司股份溢價主要由於重組完成及發行普通股。截至二零二零年及二零一九年十二月三十一日止年度的儲備包括資本儲備、法定儲備、換算儲備及保留盈利。

根據本公司於中國成立及經營之附屬公司適用的相關中國法律及法規的規定，該等附屬公司須將其除稅後溢利（經抵銷過往年度虧損）撥至法定儲備。中國實體須將根據中國會計準則及法規釐定的淨溢利的至少10%轉撥至其法定儲備。撥至法定儲備的金額須直至結餘達到附屬公司註冊資本的50%為止。法定儲備可用作抵銷過往年度虧損或用於發行紅股。本公司的中國附屬公司以股息、貸款或墊款方式轉讓其部分儲備的能力受到限制。

本集團的資本儲備指因本集團上市重組而產生的儲備。

截至二零二零年及二零一九年十二月三十一日止年度的保留盈利指營運公司於對銷公司間交易及結餘後的虧絀／權益。保留盈利於截至二零二零年及二零一九年十二月三十一日止年度的變動主要包括年內溢利及截至二零二零年及二零一九年十二月三十一日止年度已派付的股息。有關股息的更多詳情，請參閱附註13。

27 TRADE PAYABLES

27 貿易應付款項

		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Trade payables	貿易應付款項	122,423	92,095

As at 31 December 2020 and 2019, the aging analysis of the trade payables, based on invoice date, were as follows:

於二零二零年及二零一九年十二月三十一日，按發票日期計算的貿易應付款項的賬齡分析如下：

		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Less than 30 days	少於30天	63,335	45,256
31–60 days	31至60天	33,086	25,951
61–90 days	61至90天	17,288	15,427
Over 90 days	90天以上	8,714	5,461
		122,423	92,095

The carrying amounts of trade payables approximate their fair values as at 31 December 2020 and 2019.

於二零二零年及二零一九年十二月三十一日，貿易應付款項的賬面值與其公平值相若。

The Group's trade payables were denominated in the following currencies:

本集團的貿易應付款項乃以下列貨幣計值：

		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
HK\$	港元	21,380	16,255
US\$	美元	6,684	8,162
RMB	人民幣	94,131	67,678
Others	其他	228	—
		122,423	92,095

28 ACCRUALS, PROVISIONS AND OTHER PAYABLES

28 應計費用、撥備及其他應付款項

		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Accrued staff costs	應計員工成本	42,417	39,152
Accrued expenses	應計開支	6,390	6,065
Other taxes payables	其他應付稅項	1,725	506
Contract liabilities (Note)	合約負債(附註)	9,491	4,751
Listing expenses payable	應付上市開支	—	8,063
Provision for social insurance and housing provident fund	社會保險及住房公積金撥備	30,670	30,191
VAT payables	應付增值稅	10	238
Payable for properties, plants and equipments	就物業、廠房及設備應付款項	16,207	—
Other payables	其他應付款項	28,541	15,170
		135,451	104,136

Note: The amount represents advance payments from customers for goods. The entire contract liabilities balance as at the respective year ended dates has been/will be recognised as revenue in the subsequent year.

附註：該等款項指客戶的預付貨款。於有關年度結束日期的全部合約負債結餘，已／將於下一年度確認為收益。

The carrying amounts of other payables approximate their fair values as at 31 December 2020 and 2019.

於二零二零年及二零一九年十二月三十一日，其他應付款項的賬面值與其公平值相若。

The Group's accruals, provisions, contract liabilities and other payables were denominated in the following currencies:

本集團的應計費用、撥備、合約負債及其他應付款項乃以下列貨幣計值：

		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
HK\$	港元	41,401	26,400
US\$	美元	5,648	1,812
RMB	人民幣	88,270	75,837
EUR	歐元	108	84
Others	其他	24	3
		135,451	104,136

29 BORROWINGS

29 借款

		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Bank borrowings	銀行借款	87,536	188,287
Less: amounts due on demand or within one year shown under current liabilities	減：流動負債項下所示按 要求或於一年內到期的款項	(80,080)	(105,285)
Non-current portion	非即期部分	7,456	83,002

As at 31 December 2020 and 2019, borrowings of approximately HK\$24,773,000 and HK\$53,655,000 are subject to repayable on demand clause.

於二零二零年及二零一九年十二月三十一日的借款約為24,773,000港元及53,655,000港元，須受按
要求償還條款約束。

As at 31 December 2020 and 2019, the Group's borrowings were repayable as follows:

於二零二零年及二零一九年十二月三十一日，本集團借款的還款期如下：

		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Within 1 year	一年以內	58,545	80,719
Between 1 and 2 years	一至兩年	10,700	54,429
Between 2 and 5 years	兩至五年	9,773	35,632
Over 5 years	五年以上	8,518	17,507
		87,536	188,287

The above amounts due are based on the respective scheduled repayment dates set out in the loan agreements and ignore the effect of any repayment on demand clause.

上述到期款項乃根據貸款協議所載各預計還款日期所計算，並無考慮任何按
要求償還條款的影響。

29 BORROWINGS (Continued)

The effective interests rates of the above loans (per annum) at the reporting dates are as follows:

29 借款(續)

上述貸款於報告日期的實際年利率如下：

		As at 31 December 於十二月三十一日	
		2020 二零二零年	2019 二零一九年
Bank borrowings	銀行借款	1-month/ 3-month HIBOR plus 1%–2% 一個月／三個月 香港銀行同業拆息 利率加1%至2%	1-month HIBOR plus 1%–2% 一個月 香港銀行同業拆息 利率加1%至2%

As at 31 December 2020 and 2019, the borrowings are pledged by certain assets with carrying values shown below:

於二零二零年及二零一九年十二月三十一日，借款由若干資產作抵押，其賬面值列示如下：

		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Right-of-use assets	使用權資產	59,112	60,379
Property, plant and equipment	物業、廠房及設備	35,020	36,636
Bank deposits	銀行存款	—	381
		94,132	97,396

The Group's borrowings of approximately HK\$188,287,000 as at 31 December 2019 were guaranteed by directors, namely Mr. Cheng Wan Wai and Mr. Yeung Keng Wu Kenneth. The above guarantees were released during the year ended 31 December 2020.

本集團於二零一九年十二月三十一日的借款約188,287,000港元該等借款由董事(即鄭穩偉先生及楊鏡湖先生)提供擔保。上述擔保已於截至二零二零年十二月三十一日止年度解除。

The carrying amounts of borrowings of the Group approximate their fair values as at 31 December 2020 and 2019.

於二零二零年及二零一九年十二月三十一日，本集團借款的賬面值與其公平值相若。

The Group's borrowings were denominated in HKD.

本集團的借款乃以港元計值。

30 BANKING FACILITIES

As at 31 December 2020, the Group had aggregate banking facilities of approximately HK\$226,333,000 (2019: HK\$340,028,000) for overdrafts, loans, letter of credit and trade financing. Unused facilities as at the same date amounted to approximately HK\$142,919,000 (2019: 143,453,000). These facilities were secured by:

- (i) pledges over the Group's right-of-use assets and property, plant and equipment as set out in Note 29; and
- (ii) pledges over the bank deposits as set out in Note 25 and Note 29.

31 LEASE LIABILITIES

		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current	流動	3,376	2,492
Non-current	非流動	2,031	1,841
		5,407	4,333

The Group leases various properties to operate its businesses and these lease liabilities were measured at net present value of the lease payments during the lease terms that are not yet paid. No extension option and no residual value guarantee are included in such property and equipment leases across the Group.

The total cash outflows for lease payment including lease liabilities, interest expenses on leases, for the years ended 31 December 2020 and 2019 were HK\$3,478,000 and HK\$3,791,000 respectively.

The total cash outflows for payments associated with short-term lease contract for the years ended 31 December 2020 and 2019 were HK\$484,000 and HK\$1,007,000 respectively.

30 銀行融資

於二零二零年十二月三十一日，本集團與透支、貸款、信用證及貿易融資有關的銀行融資合計約為226,333,000港元(二零一九年：340,028,000港元)。於同日未動用的融資額約為142,919,000港元(二零一九年：143,453,000港元)。該等融資乃以以下各項作擔保：

- (i) 抵押附註29所載本集團的使用權資產及物業、廠房及設備；及
- (ii) 抵押附註25及附註29所載的銀行存款。

31 租賃負債

本集團租賃多項物業以經營其業務，且該等租賃負債按租期內未支付租賃款項的現值淨額計量。續租選擇權及剩餘價值擔保概無計入本集團相關物業及設備租賃。

租賃款項的現金流出總額包括截至二零二零年及二零一九年十二月三十一日止年度的租賃負債、租賃利息開支，分別為3,478,000港元及3,791,000港元。

截至二零二零年及二零一九年十二月三十一日止年度與短期租賃合約有關之付款的現金流出總額分別為484,000港元及1,007,000港元。

32 DEFERRED INCOME TAX

The analysis of deferred tax assets and deferred tax liabilities is as follows:

32 遞延所得稅

遞延稅項資產及遞延稅項負債的分析如下：

		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Deferred tax assets to be recovered after more than 12 months	超過12個月後將予收回的遞延稅項資產	7,274	8,100
Deferred tax assets to be recovered within 12 months	12個月內將予收回的遞延稅項資產	1,116	923
		8,390	9,023
Deferred tax liabilities to be recovered after more than 12 months	超過12個月後將予收回的遞延稅項負債	(16,062)	(14,743)
Deferred tax liabilities to be recovered within 12 months	12個月內將予收回的遞延稅項負債	(536)	(1,100)
		(16,598)	(15,843)
Deferred tax liabilities, net	遞延稅項負債淨額	(8,208)	(6,820)

The net movement on the deferred income tax account is as follows:

遞延所得稅的淨變動如下：

		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At 1 January	於一月一日	(6,820)	(6,269)
Charged to profit or loss (Note 11)	於損益扣除 (附註11)	(859)	(680)
Translation adjustment	匯兌調整	(529)	129
Deferred income tax liabilities	遞延所得稅負債	(8,208)	(6,820)

32 DEFERRED INCOME TAX (Continued)

The movement in deferred income tax assets and liabilities during the years ended 31 December 2020 and 2019, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

32 遞延所得稅(續)

遞延所得稅資產及負債於截至二零二零年及二零一九年十二月三十一日止年度(並無考慮結餘可在同一稅務司法權區內抵銷)的變動如下:

Deferred income tax assets

遞延所得稅資產

		Property, plant and equipment 物業、 廠房及設備 HK\$'000 千港元	Inventory provision 存貨撥備 HK\$'000 千港元	Provision for social insurance and housing provident fund 社會保險及 住房公積金 撥備 HK\$'000 千港元	Tax loss 稅項虧損 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balances at 1 January 2019	於二零一九年一月一日的結餘	615	4,424	5,894	1,008	4,235	16,176
Credited/(charged) to profit or loss	計入/(扣除自)損益	255	675	(221)	(1,008)	(835)	(1,134)
Translation adjustment	匯兌調整	(1)	(90)	(100)	—	(59)	(250)
Balances at 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日的結餘	869	5,009	5,573	—	3,341	14,792
Credited/(charged) to profit or loss	計入/(扣除自)損益	(61)	(1,979)	(292)	—	29	(2,303)
Translation adjustment	匯兌調整	2	227	379	—	233	841
Balances at 31 December 2020	於二零二零年十二月三十一日的結餘	810	3,257	5,660	—	3,603	13,330

32 DEFERRED INCOME TAX (Continued)

Deferred income tax liabilities

32 遞延所得稅(續)

遞延所得稅負債

		Property, plant and equipment 物業、 廠房及設備 HK\$'000 千港元	Land use right 土地使用權 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balances at 1 January 2019	於二零一九年一月一日的結餘	14,397	8,048	22,445
Credited to profit or loss	計入損益	(254)	(199)	(453)
Translation adjustment	匯兌調整	(241)	(139)	(380)
Balances at 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日的結餘	13,902	7,710	21,612
Credited to profit or loss	計入損益	(1,247)	(197)	(1,444)
Translation adjustment	匯兌調整	849	521	1,370
Balances at 31 December 2020	於二零二零年十二月三十一日的結餘	13,504	8,034	21,538

The Group takes into account the probability that deductible temporary differences or tax losses carried forward can be utilised against future taxable profits on recognition of deferred income tax assets. In assessing recoverability of deferred income tax assets, the Group takes into account scheduled reversal of deferred income tax liabilities and projected future taxable profit.

本集團於確認遞延所得稅資產時已考慮可扣減暫時性差額或已結轉稅項虧損可用以抵銷未來應課稅溢利的可能性。於評估遞延所得稅資產的可收回性時，本集團考慮遞延所得稅負債的計劃撥回及預計未來應課稅溢利。

32 DEFERRED INCOME TAX (Continued)

Deferred income tax liabilities (Continued)

The expiration of tax losses carried forward for which deferred income tax assets are not recognised is as follows:

		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Tax losses expiring within 5 years	五年內到期的稅項虧損	15,396	8,253
Tax losses expiring after 5 years	五年後到期的稅項虧損	2,768	629
Total	總計	18,164	8,882

As at 31 December 2020 and 2019, deferred income tax liabilities have not been recognised for the withholding tax that would be payable on the distributable retained profit amounting to approximately HK\$198,934,000 and HK\$149,995,000, respectively, of the Company's subsidiaries in the PRC earned after 1 January 2008. Such amounts are not expected to be distributed to the subsidiaries incorporated outside of the PRC in the foreseeable future.

32 遞延所得稅(續)

遞延所得稅負債(續)

已結轉稅項虧損(未確認遞延所得稅資產)的期限如下:

於二零二零年及二零一九年十二月三十一日，尚無就本公司於中國的附屬公司在二零一八年一月一日後賺取的可供分配留存溢利分別約198,934,000港元及149,995,000港元應付的預扣稅確認遞延所得稅負債。於可見將來，預期該等款項不會分派予在中國境外註冊成立的附屬公司。

33 CASH GENERATED FROM OPERATIONS

33 經營所得現金

		Year ended 31 December 截至十二月三十一日止年度	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	159,477	101,446
Adjustments for:	就以下各項作出調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	44,637	48,599
Loss/(gain) on disposal of property, plant and equipment	出售物業、廠房及設備虧損／(收益)	484	(3,911)
Provision of inventory obsolescence	滯銷存貨撥備	1,248	3,406
Amortisation of right of use assets	使用權資產攤銷	6,805	7,413
Amortisation of intangible assets	無形資產攤銷	400	184
Finance income	融資收入	(1,925)	(101)
Finance costs	融資成本	4,815	7,618
Fair value change on investment property	投資物業之公平值變動	—	140
Termination of lease contract	終止租賃合約	(13)	(10)
Reversal of social security insurance provision	社保撥備撥回	(1,523)	—
Fair value change on derivative financial instrument	衍生金融工具之公平值變動	(3,866)	—
Unrealised exchange loss/(gain)	未變現匯兌虧損／(收益)	14,174	(2,948)
		224,713	161,836
Changes in working capital:	營運資金變動：		
Inventories	存貨	(3,401)	(4,854)
Trade receivables	貿易應收款項	(65,915)	26,100
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	(223)	4,648
Trade payables	貿易應付款項	24,439	(18,856)
Accruals, provisions and other payables	應計費用、撥備及其他應付款項	11,943	2,744
Cash generated from operations	經營所得現金	191,556	171,618

33 CASH GENERATED FROM OPERATIONS (Continued)

In the consolidated statement of cash flows, proceeds from disposals of property, plant and equipment and investment property comprise:

33 經營所得現金(續)

在綜合現金流量表中，出售物業、廠房及設備以及投資物業所得款項包括：

		Year ended 31 December 截至十二月三十一日止年度	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Net book amount	賬面淨值	623	11,919
(Loss)/gain on disposals of property, plant and equipment	出售物業、廠房及設備(虧損)/收益	(484)	3,911
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	139	15,830
Decrease/(increase) in receivable as at 31 December	於十二月三十一日的應收款項減少/(增加)	15,412	(15,412)
Cash flow from disposals of property, plant and equipment	來自出售物業、廠房及設備的現金流入	15,551	418

33 CASH GENERATED FROM OPERATIONS (Continued)

This section sets out an analysis of reconciliation of liabilities from financing activities for each of the years presented:

33 經營所得現金(續)

本節載列於所示各年度的融資活動所產生的負債對賬分析：

		Obligations under finance leases 財務租賃 項下的責任 HK\$'000 千港元	Borrowings 借 款 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Year ended 31 December 2019	截至二零一九年十二月三十一日止年度			
As at 1 January 2019	於二零一九年一月一日	6,002	228,034	234,036
Additions	添置	2,951	—	2,951
Proceeds	所得款項	—	89,426	89,426
Repayments	還款	(3,791)	(129,738)	(133,529)
Disposals	出售	(502)	—	(502)
Other non-cash movement	其他非現金變動	(327)	565	238
As at 31 December 2019	於二零一九年十二月三十一日	4,333	188,287	192,620
Year ended 31 December 2020	截至二零二零年十二月三十一日止年度			
As at 1 January 2020	於二零二零年一月一日	4,333	188,287	192,620
Additions	添置	4,553	—	4,553
Proceeds	所得款項	—	77,000	77,000
Repayments	還款	(3,478)	(178,699)	(182,177)
Disposals	出售	(233)	—	(233)
Other non-cash movement	其他非現金變動	232	948	1,180
As at 31 December 2020	於二零二零年十二月三十一日	5,407	87,536	92,943

34 COMMITMENTS

(a) Capital commitments

At 31 December 2020 and 2019 capital expenditure contracted for but not yet incurred is as follows:

		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Capital expenditure contracted for but not yet incurred	已訂約但尚未產生的資本開支		
— Property, plant and equipment	— 物業、廠房及設備	6,392	11,451

(b) Operating lease commitments

(i) As a lessee

As at 31 December 2020 and 2019, the Group had future aggregate minimum lease payments under non-cancellable operating leases in respect of office premises, factory premises and equipments as follows:

		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
No later than one year	一年內	31	30

34 承擔

(a) 資本承擔

於二零二零年及二零一九年十二月三十一日，已訂約但尚未產生的資本開支如下：

(b) 經營租賃承擔

(i) 作為承租人

於二零二零年及二零一九年十二月三十一日，本集團於不可撤銷經營租賃下須就辦公物業、廠房物業及設備支付的未來最低租賃款項總額如下：

34 COMMITMENTS (Continued)

(b) Operating lease commitments (Continued)

(ii) As a lessor

As at 31 December 2020 and 2019, the Group's had future aggregate minimum lease receipts under non-cancellable operating leases in respect of investment property are as follows:

		As at 31 December 於十二月三十一日	
		2020 二零二零年	2019 二零一九年
		HK\$'000 千港元	HK\$'000 千港元
No later than one year	一年內	34	32

34 承擔(續)

(b) 經營租賃承擔(續)

(ii) 作為出租人

於二零二零年及二零一九年十二月三十一日，本集團於不可撤銷經營租賃下就投資物業收取的未來最低租賃款項總額如下：

35 RELATED PARTY TRANSACTIONS

For the purposes of this report, parties are considered to be related to the Group if the party has the ability, directly or indirectly, to exercise significant influence over the Group in making financial and operating decisions. Related parties may be individuals (being members of key management personnel, significant shareholders and/or their close family members) or other entities and include entities which are under the significant influence of related parties of the Group where those parties are individuals. Parties are also considered to be related if they are subject to common control.

35 關聯方交易

就本報告而言，如一方可直接或間接對本集團的財務及營運決策施加重大影響力，則該方被視為與本集團有關聯。關聯方可能是個人(即主要管理人員、主要股東及／或彼等的近親家屬成員)或其他實體，並包括受本集團關聯方(該等關聯方須為個人)重大影響的實體。受共同控制的各方亦被視為有關聯。

35 RELATED PARTY TRANSACTIONS (Continued)

The directors are of the view that the following individuals and companies were related parties that had transactions or balances with the Group during the years ended 31 December 2020 and 2019:

Name of related parties

關聯方姓名／名稱

Relationship with the Company/Group

與本公司／本集團的關係

Big Elegant Limited
鉅雋有限公司

Controlled by two of the Executive Directors of the Company
由本公司的兩名執行董事所控制

Other than those transactions and balances disclosed elsewhere in this report, the following transactions were carried out with related parties during the years ended 31 December 2020 and 2019:

(a) Transaction with a related party

The following transaction was undertaken by the Group with a related party during the years ended 31 December 2020 and 2019:

35 關聯方交易(續)

董事認為，以下個人及公司為於截至二零二零年及二零一九年十二月三十一日止年度與本集團進行交易或錄得結餘的關聯方：

除本報告其他章節所披露的交易及結餘外，以下交易乃與關聯方於截至二零二零年及二零一九年十二月三十一日止年度進行：

(a) 關聯方交易

以下交易乃由本集團與關聯方於截至二零二零年及二零一九年十二月三十一日止年度進行：

		Year ended 31 December	
		截至十二月三十一日止年度	
		2020	2019
		二零二零年	二零一九年
		HK\$'000	HK\$'000
		千港元	千港元
Rental payment to:	支付租賃款項：		
— Big Elegant Limited	— 鉅雋有限公司	1,140	1,340

The amounts shown on the above table represent the cash amount paid to the related party during the years ended 31 December 2020 and 2019.

上表所示金額為截至二零二零年及二零一九年十二月三十一日止年度向關聯方支付的現金金額。

35 RELATED PARTY TRANSACTIONS (Continued)

(a) Transaction with a related party (Continued)

On 1 September 2019, the Group entered into a lease with Big Elegant Limited in respect of a HK property with a lease term from 1 September 2019 to 31 December 2021. At the commencement date of the lease, the Group recognised a right-of-use asset and a lease liability of HK\$2,587,000. As at 31 December 2020, the lease liability balance under this lease amounted to HK\$1,127,000 (2019: HK\$2,227,000).

Such operating lease payment to the related party has been classified and presented as depreciation of the right-of-use assets and interest expense accrued over the lease liabilities due to the adoption of HKFRS 16.

The above transaction with a related party was conducted in the ordinary course of the business of the Group based on the terms mutually agreed between the relevant parties.

(b) Key management compensation

Key management includes directors of the Group. The compensation paid or payable to key management for employee services is disclosed in Note 9.

(c) Guarantees by directors and shareholders

As at 31 December 2019, the Group's banking facilities were secured by personal guarantee provided by the directors of the Group, namely Mr. Cheng Wan Wai and Mr. Yeung Keng Wu, Kenneth, as set out in Note 29. The above guarantees were released during the year ended 31 December 2020.

35 關聯方交易(續)

(a) 關聯方交易(續)

於二零一九年九月一日，本集團與鉅雋有限公司就一處香港物業訂立一項租賃，租期由二零一九年九月一日至二零二一年十二月三十一日。於租賃開始日期，本集團確認使用權資產及租賃負債2,587,000港元。於二零二零年十二月三十一日，該租賃項下的租賃負債結餘為1,127,000港元(二零一九年：2,227,000港元)。

由於採用香港財務報告準則第16號，該等向關聯方支付的經營租賃款項已分類並呈列為使用權資產的折舊及租賃負債的應計利息開支。

上述與關聯方的交易乃於本集團日常業務過程中根據有關各方共同協定的條款進行。

(b) 主要管理層薪酬

主要管理層包括本公司董事。就僱員服務已付或應付主要管理層的薪酬於附註9披露。

(c) 董事及股東提供的擔保

於二零一九年十二月三十一日，本集團的銀行融資由本集團董事鄭穩偉先生及楊鏡湖先生提供的個人擔保作抵押，詳情載列於附註29。上述擔保已於截至二零二零年十二月三十一日止年度解除。

36 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

36 本公司財務狀況及儲備 變動表

Statement of financial position of the Company

本公司財務狀況表

		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
	Note 附註		
Assets			
Non-current assets			
Investment in a subsidiary		3,763	3,763
Current assets			
Prepayment	23	—	10,225
Amounts due from subsidiaries		110,546	27,000
Cash and cash equivalents		72,258	39
Total assets		186,567	41,027
Equity and liabilities			
Equity attributable to equity holders of the Company			
Share capital	16	5,320	1
Share premium		139,593	3,762
Reserves		3,206	(1,319)
Total equity		148,119	2,444
Liabilities			
Current liabilities			
Amount due to a subsidiary		38,433	30,520
Accruals	28	15	8,063
		38,448	38,583
Total liabilities		38,448	38,583
Total equity and liabilities		186,567	41,027

36 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Continued) **36 本公司財務狀況及儲備變動表(續)**

Reserve movement of the Company

本公司儲備變動表

		Share capital 股本 HK\$'000 千港元	Share Premium 股份溢價 HK\$'000 千港元	Retained earnings 保留溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balances at 1 January 2019	於二零一九年 一月一日的結餘	1	3,762	(20,618)	(16,855)
Profit for the year	年內溢利	—	—	29,299	29,299
Dividends paid	已付股息	—	—	(10,000)	(10,000)
Balances at 31 December 2019 and 1 January 2020	於二零一九年 十二月三十一日及 二零二零年一月一日 的結餘	1	3,762	(1,319)	2,444
Profit for the year	年內溢利	—	—	63,045	63,045
Paid up of capital	實付資本	1	(1)	—	—
Capitalisation Issue	資本化發行	3,988	(3,988)	—	—
New issue of shares from Global Offering	全球發售的 新發行股份	1,330	155,610	—	156,940
Share issue costs	股票發行成本	—	(15,790)	—	(15,790)
Dividends paid	已付股息	—	—	(58,520)	(58,520)
		5,319	135,831	(58,520)	82,630
Balance at 31 December 2020	於二零二零年 十二月三十一日的 結餘	5,320	139,593	3,206	148,119

CONSOLIDATED RESULTS

綜合業績

		Year ended 31 December 截至十二月三十一日止年度				2020
		2016	2017	2018	2019	2020
		二零一六年	二零一七年	二零一八年	二零一九年	二零二零年
		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
Revenue	收益	886,343	1,079,630	1,162,979	1,193,641	1,232,631
Profit before taxation	除稅前溢利	111,486	96,259	59,152	101,446	159,477
Income tax expense	所得稅開支	(21,651)	(17,370)	(8,161)	(17,158)	(30,129)
Profit for the year	年內溢利	89,835	78,889	50,991	84,288	129,348
Profit attributable to equity holders of the Company	本公司權益股東應佔溢利	89,835	78,889	50,991	84,288	129,348

CONSOLIDATED ASSETS, EQUITY AND LIABILITIES

綜合資產、權益及負債

		As at 31 December 截至十二月三十一日止年度				2020
		2016	2017	2018	2019	2020
		二零一六年	二零一七年	二零一八年	二零一九年	二零二零年
		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
Assets	資產					
Non-current assets	非流動資產	237,252	404,303	547,907	520,633	577,986
Current assets	流動資產	357,366	391,483	392,010	435,627	602,677
Total assets	資產總值	594,618	795,786	939,917	956,260	1,180,663
Equity and liabilities	權益及負債					
Non-current liabilities	非流動負債	3,452	5,438	109,222	100,686	26,085
Current liabilities	流動負債	225,982	337,476	361,229	321,077	370,211
Total liabilities	負債總值	229,434	342,914	470,451	421,763	396,296
Equity attributable to owners of the Company	本公司擁有人應佔權益	365,184	452,872	469,466	534,497	784,367
Total equity and liabilities	權益及負債總值	594,618	795,786	939,917	956,260	1,180,663



QP Group
雋思集團

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