建滔集團有限公司

KINGBOARD HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

Stock Code 股份代號：148

ANNUAL REPORT 2020 年報

LEADING 引領 THE FUTURE 未來

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公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Cheung Kwok Wing *(Chairman)*
Mr. Chang Wing Yiu *(Managing Director)*
Mr. Cheung Kwong Kwan
Mr. Ho Yin Sang
Ms. Cheung Wai Lin, Stephanie
Mr. Cheung Ka Shing
Mr. Chen Maosheng

Independent Non-Executive Directors

Mr. Cheung Ming Man
Dr. Chong Kin Ki
Mr. Leung Tai Chiu (resigned on 31 October 2020)
Mr. Chan Wing Kee
Mr. Stanley Chung Wai Cheong (appointed on 31 October 2020)

董事會

執行董事

張國榮先生*(主席)*
鄭永耀先生*(董事總經理)*
張廣軍先生
何燕生先生
張偉連女士
張家成先生
陳茂盛先生

獨立非執行董事

張明敏先生
莊堅琪醫生
梁體超先生(於二零二零年十月三十一日辭任)
陳永棋先生
鍾偉昌先生(於二零二零年十月三十一日獲委任)

COMPANY SECRETARY

Mr. Lo Ka Leong

公司秘書

羅家亮先生

PRINCIPAL BANKERS

Bank of Communications Co., Ltd.
China Construction Bank Corporation
Citibank, N.A.
DBS Bank Ltd., Hong Kong Branch
Hang Seng Bank Limited
Standard Chartered Bank (Hong Kong) Limited
Sumitomo Mitsui Banking Corporation
The Bank of Tokyo-Mitsubishi UFJ, Ltd., Hong Kong Branch
The Hongkong and Shanghai Banking Corporation Limited

主要往來銀行

交通銀行股份有限公司
中國建設銀行股份有限公司
花旗銀行
星展銀行香港分行
恒生銀行有限公司
渣打銀行(香港)有限公司
三井住友銀行
三菱東京UFJ銀行，香港分行
香港上海滙豐銀行有限公司

AUDITOR

Deloitte Touche Tohmatsu
Certified Public Accountants
Registered Public Interest Entity Auditor

核數師

德勤 • 關黃陳方會計師行
執業會計師
註冊公眾利益實體核數師

CORPORATE INFORMATION
公司資料

HONG KONG LEGAL ADVISERS
Allen & Overy

香港法律顧問
安理國際律師事務所

REGISTERED OFFICE
Whitehall House
238 North Church Street
P.O. Box 1043
George Town
Grand Cayman KY1-1102
Cayman Islands

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George Town
Grand Cayman KY1-1102
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS
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3 On Yiu Street
Shek Mun
Shatin, N.T.
Hong Kong

總辦事處及主要營業地點
香港
新界沙田
石門安耀街3號
匯達大廈23樓

PRINCIPAL SHARE REGISTRAR
Suntera (Cayman) Limited
Suite 3204, Unit 2A,
Block 3, Building D,
P.O. Box 1586, Gardenia Court,
Camana Bay, Grand Cayman,
KY1-1100, Cayman Island

股份登記處總處
Suntera (Cayman) Limited
Suite 3204, Unit 2A,
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P.O. Box 1586, Gardenia Court,
Camana Bay, Grand Cayman,
KY1-1100, Cayman Island

BRANCH SHARE REGISTRAR IN HONG KONG
Tricor Secretaries Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

股份登記處香港分處
卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心54樓

FINANCIAL HIGHLIGHTS
財務摘要

		FY 2020 二零二零年 財政年度 HK$'million 百萬港元	FY 2019 二零一九年 財政年度 HK$'million 百萬港元	Change 變動
Revenue	**營業額**	**43,510.3**	41,160.9	+6%
EBITDA*	**未扣除利息、稅項、折舊及攤銷前盈利***	**10,059.2**	8,245.9	+22%
Profit before tax*	**除稅前溢利***	**7,912.1**	5,565.0	+42%
Net profit attributable to owners of the Company	**本公司持有人應佔純利**			
– Underlying net profit*	－基本純利*	**4,685.8**	3,415.8	+37%
– Reported net profit	－賬面純利	**4,702.9**	3,094.4	+52%
Basic earnings per share	**每股基本盈利**			
– Based on underlying net profit*	－以基本純利計算*	**HK$4.241**	HK$3.146	+35%
– Based on reported net profit	－以賬面純利計算	**HK$4.257**	HK$2.850	+49%
Dividend per share for the year	**每股全年股息**	**HK228 cents**	HK138 cents	+65%
– Interim dividend per share	－每股中期股息	**HK28 cents**	HK28 cents	–
– Proposed final dividend per share	－建議每股末期股息	**HK100 cents**	HK60 cents	+67%
– Proposed special final dividend per share	－建議每股特別末期股息	**HK100 cents**	HK50 cents	+100%
Net asset value per share	**每股資產淨值**	**HK$50.5**	HK$45.4	+11%
Net gearing	**淨負債比率**	**18%**	31%	

* Excluding:

(1) Loss on fair value changes of investment properties with gross amount of HK$5.4 million, net amount of HK$5.2 million after share of non-controlling shareholders and deferred tax (2019: Gain on fair value changes of investment properties with gross amount of HK$6.3 million, net amount of HK$1.1 million after share of non-controlling shareholders and deferred tax).

(2) A share-based payment in 2019 of HK$229.2 million, net amount of HK$199.8 million after share of non-controlling shareholders and deferred tax (2020: Nil).

(3) Gain on disposal of subsidiaries in 2020 with gross amount of HK$29.8 million, net amount of HK$22.4 million after share of non-controlling shareholders and deferred tax (2019: Nil).

(4) Written off of property, plant and equipment in 2019 with gross amount of HK$219.1 million, net amount of HK$122.7 million after share of non-controlling shareholders (2020: Nil).

Non-GAAP financial measures adopted for illustrating the changes and effect resulting from operation of business activities only

* 不包括：

(1) 投資物業公平值變動之虧損分別為總額五百四十萬港元，扣除非控股股東應佔份額及遞延稅項後之淨額五百二十萬港元（二零一九年：投資物業公平值變動之收益分別為總額六百三十萬港元，扣除非控股股東應佔份額及遞延稅項後之淨額一百一十萬港元）。

(2) 於二零一九年，以股份形式付款二億二千九百二十萬港元，扣除非控股股東應佔份額及遞延稅項後之淨額一億九千九百八十萬港元（二零二零年：無）。

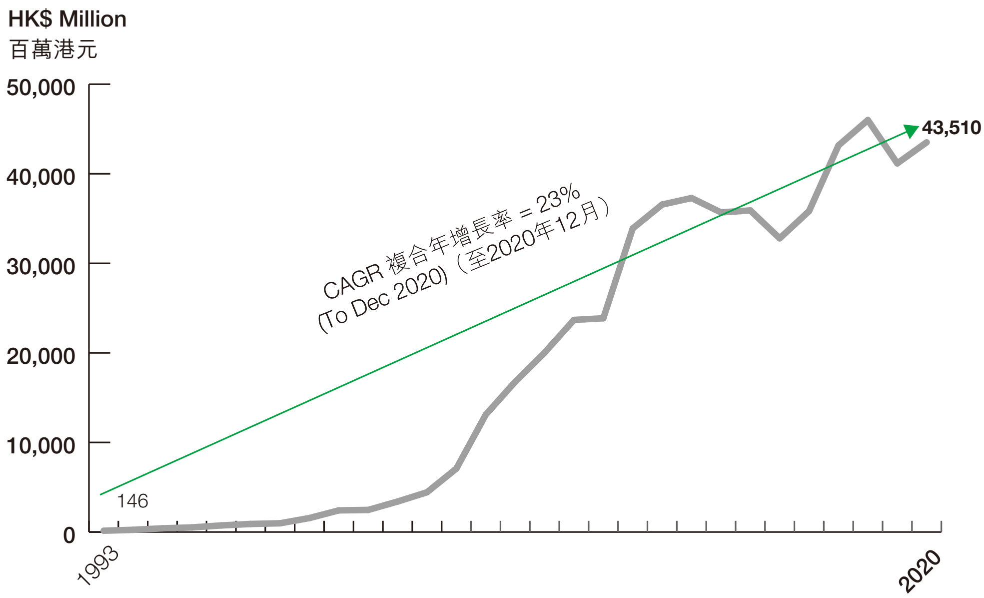
(3) 於二零二零年，出售附屬公司之收益分別為總額二千九百八十萬港元，扣除非控股股東應佔份額及遞延稅項後之淨額二千二百四十萬港元（二零一九年：無）。

(4) 於二零一九年，物業、廠房及設備撇銷分別為總額二億一千九百一十萬港元，扣除非控股股東應佔份額之淨額一億二千二百七十萬港元（二零二零年：無）。

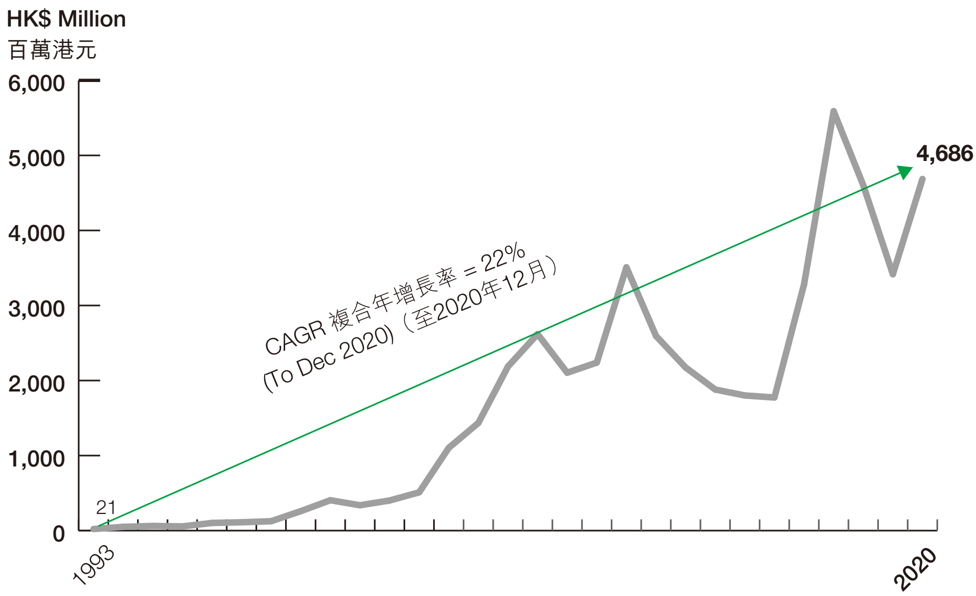
採取非一般公認會計準則財務指標僅以說明經營活動所產生的變化和影響

FINANCIAL HIGHLIGHTS
財務摘要

Revenue
營業額



Underlying net profit attributable to owners of the Company*
本公司持有人應佔基本純利*



* Excluding non-recurring items

* 不包括非經常性項目

CHAIRMAN'S STATEMENT
主席報告

BUSINESS REVIEW

On behalf of the board of directors (the "Board") of Kingboard Holdings Limited, I am delighted to report the full-year performance of the Company and its subsidiaries (the "Group") for the financial year ended 31 December 2020 (the "Period under Review").

2020 was out of the ordinary, with the outbreak of the coronavirus pandemic and the uncertain geopolitical environment adding downward pressure to the world economy, rendering the business environment more complex and volatile. However, on the back of a strategy underpinning a diversified business portfolio, the Group was able to leverage on the synergies derived from its vertical operations, upstream through to downstream. The management team's forward-looking market planning and cost control efforts also helped underscore the Group's brilliant performance.

In a market clouded by a weak economy and waning consumption, the electronics industry displayed decent resilience as demands for different end-user products were gradually unleashed. The market bloom during the second half of the year injected a further stream of momentum into the electronics manufacturing industry. Premised on the vertically integrated production model of the Laminates Division, the Group adopted a proactive sales and marketing strategy to grasp the opportunities stemming from the market rebound. Equipped with capabilities in both laminates and printed circuit boards ("PCBs"), the Group is able to capture a satisfactory growth in orders. Meanwhile, under the demand drive, the market was faced with a shortage of supply. This, coupled with the Group's product portfolio enhancement efforts, has fuelled a steady improvement in the average prices of our products. Both the Laminates and PCBs Divisions hence achieved significant growth. Benefitting from the Mainland economy's early recovery and abating competition from imported products, product prices bounced back rapidly and profit margins expanded. The Property Division recorded partial recognition of sales of The Cavaridge project in Shatin, Hong Kong, thereby boosting its contribution to the Group.

業務回顧

本人謹代表董事會(「董事會」),欣然向各位股東公佈,建滔集團有限公司及其附屬公司(「本集團」)於截至二零二零年十二月三十一日止財政年度(「回顧期」)之全年業績。

二零二零年是極不平凡的一年,新冠病毒的全球大流行和地緣政治不明朗等宏觀環境,令全球經濟面臨巨大的下行壓力,也令營商環境更加複雜而波動。然而本集團貫徹多元化業務組合的策略,發揮上下游產業的協同效應,在管理團隊前瞻性的市場部署及出色的成本控制下,取得了亮麗的業績表現。

面對經濟疲弱及消費下降的市況,電子行業具有良好的抗逆能力,不同終端產品需求接力釋放。尤其是在下半年,更是有百花齊放之勢,為電子製造業注入源源不斷的需求動力。本集團牢牢把握此市場回升的機遇,憑藉覆銅面板部門垂直整合的生產模式以及覆銅面板部門與印刷線路板(「印刷線路板」)部門之間的聯動,採取積極的營銷策略,收穫了理想的訂單增幅。同時,市場在需求拉動下出現供應缺口,加上本集團自身產品組合的優化提升,推動產品平均售價穩步上揚。因此,覆銅面板部門及印刷線路板部門業務均獲得了理想的突破。化工部門受惠於國內經濟率先回暖以及來自進口商品的競爭減弱,產品價格快速回升,利潤率也隨之擴大。地產部門錄得香港沙田駿嶺薈項目部分收入入賬,業務貢獻大增。

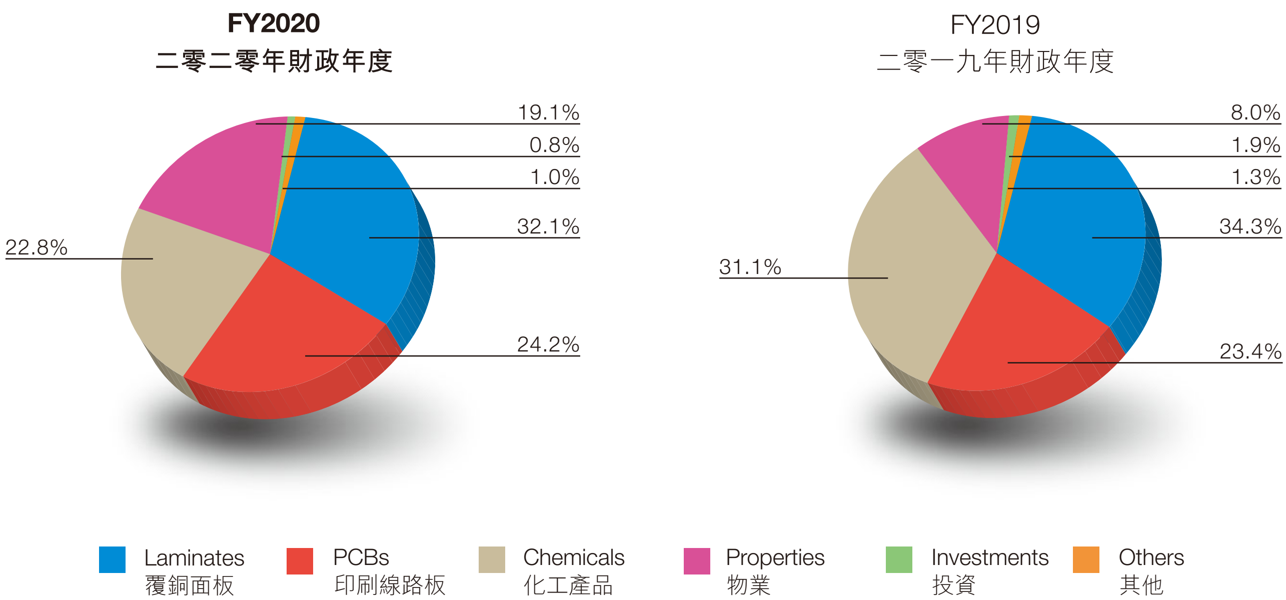
BUSINESS REVIEW (continued)

During the Period under Review, revenue of the Group increased 6% to HK$43,510.3 million, posting an underlying net profit (excluding non-recurring items) of HK$4,685.8 million, up significantly by 37%. The Group maintained a robust financial position, and the Board has therefore proposed a final dividend of HK100 cents per share and a special final dividend of HK100 cents per share, subject to approval by the Shareholders of the Company.

業務回顧(續)

回顧期內，本集團營業額上升6%至四百三十五億一千零三十萬港元，基本純利(不包括非經常性項目)大幅上升37%至四十六億八千五百八十萬港元。本集團財政狀況維持穩健，董事會建議派發末期股息每股100港仙及特別末期股息每股100港仙。此派息建議須待股東決議通過。

Turnover Breakdown by Products 產品營業額分佈



CHAIRMAN'S STATEMENT
主席報告

PERFORMANCE

Laminates Division: On the back of a sound vertical production model, the Group has established market-leading positions for its laminates and upstream materials such as glass yarn, glass fabric and copper foil, in terms of production scale and technological standards. The first half of the year saw a weak demand in the electronics market, but the division demonstrated a strong competitive edge based on its cost advantage. As the demand for electronic products picked up approaching the second half, our orders for laminates rose substantially, with monthly shipment volume breaking an all-time high. Whilst demands for upstream materials grew fast, their supply did not manage to catch up, shooting up these products' prices and thus that of laminates. Since the division is self-sufficient in all upstream materials, it managed to translate the price increase of laminates into enhanced profitability. Segment revenue (including inter-segment sales) went up by 1% to HK$16,592.9 million. Earnings before interest, tax, depreciation and amortisation ("EBITDA") surged by 40% to HK$3,914.3 million.

PCBs Division: Despite the global economic impact of the coronavirus pandemic, the electronics market has not been short of demand. Following a spike in the demand for remote work in the first half of the year, sales of computer-related products rocketed. When the Mainland economy revived in the second half, pent-up demands for home appliances and cars were gradually released. With a market-oriented strategy, the division successfully capitalised on these demand changes to achieve orders and facilities utilisation growth. Drawing on its experience in high-end, high-density inter-connected PCBs, the division seized the opportunity to optimise its product mix. By strengthening its in-depth cooperation with leading downstream factories, the division made a major stride forward into the high-end and high-value-adding market segment. Driven by increased utilisation rates and an optimised product portfolio, the division was able to enjoy increased profitability. Division revenue soared 10% to HK$10,551.1 million, while EBITDA was up by 53% to HK$1,677.6 million. During the Period under Review, the Group completed the privatisation of Elec & Eltek International Company Limited, a subsidiary listed on the Singapore Exchange Securities Trading Limited ("SGX") and The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

Chemicals Division: Capacities of the chemicals industry remained relatively stable, with prices guided mainly by changes in demand. As the Mainland economy returned to the growth track, domestic demand thrived and drove up the prices of such major chemical products. Prices jumped across all our products, in particular during the latter half of the year, with profit margins rising significantly. The Group ceased production of coke and methanol in Xingtai City, Hebei Province during the Period under Review, leading to a 21% decrease in division revenue (including inter-segment sales) to HK$10,558.9 million. Nevertheless, with significant expansion in the profit margins of the other major chemical products, EBITDA reached HK$1,543.4 million on a 13% rise.

業務表現

覆銅面板部門：本集團擁有完善的垂直生產模式，其覆銅面板及玻璃絲、玻璃布、銅箔等上游物料產品，無論是生產規模或者技術指標，均處於行業領先地位。上半年電子市場需求較疲弱，部門憑藉成本優勢，已突顯出極強的優勢。到下半年，隨著電子產品需求提升，覆銅面板訂單大增，單月出貨量更創下新高。於此同時，在需求拉動下，上游物料出現供不應求的市況，價格率先提升，並推動覆銅面板價格多次上調。部門上游物料均可自給自足，因此能將覆銅面板價格的升幅順利地轉化為利潤。部門營業額（包括分部間之銷售）上升1%，至一百六十五億九千二百九十萬港元，未扣除利息、税項、折舊及攤銷前之盈利大幅上升40%，至三十九億一千四百三十萬港元。

印刷線路板部門：儘管新冠疫情對全球經濟帶來衝擊，但電子市場一直不乏需求亮點。上半年，因居家遠程辦公需求激增，電腦相關產品銷量大增；下半年，隨著國內經濟回暖，積累的家電及汽車的需求也逐步釋放。部門專注以市場為導向，成功捕捉需求變化的脈搏，訂單持續暢旺，設備使用率節節攀升。同時，部門亦把握機遇優化產品組合，憑藉豐富的高階高密度互聯印刷線路板生產經驗，加大與下游龍頭廠商的深度合作，從而實現了向高端、高附加值市場的推進。在設備使用率上升及產品組合優化的帶動下，部門利潤空間明顯擴大。部門營業額上升10%至一百零五億五千一百一十萬港元，未扣除利息、税項、折舊及攤銷前之盈利則上升53%至十六億七千七百六十萬港元。同時，本集團於回顧期內，完成了在新加坡證券交易所有限公司（「新交所」）及香港聯合交易所有限公司（「聯交所」）上市的附屬公司依利安達集團有限公司的私有化。

化工部門：化工行業產能相對穩定，價格主要受需求變化主導。國內經濟止跌回升，內需市場快速回暖，推動部門主要化工產品價格上揚。尤其是在下半年，各產品價格均錄得可觀升幅，利潤率大幅增加。本集團在回顧期內關停了位於河北省邢臺市的焦炭及甲醇生產，引致部門營業額（包括分部間之銷售）下降21%，至一百零五億五千八百九十萬港元。但因餘下主要化工產品的利潤率大幅擴張，未扣除利息、税項、折舊及攤銷前之盈利則上升13%，至十五億四千三百四十萬港元。

PERFORMANCE (continued)

Property Division: Spurred by the partial recognition of sales of the Cavaridge project in Shatin, Hong Kong, Kunshan Development Zone Kingboard Yu Garden Phase 1, Qiandeng Kingboard Yu Garden Phase 4, and Huaqiao Kingboard Yu Garden Phases 3, 4 and 5 in Eastern China, the Property Division recorded an increase in revenue by 153% to HK$8,332.1 million. EBITDA also surged 81% to HK$3,521.6 million. Sales turnover from residential projects totalled HK$7,218.1 million, up by 238%. Rental income amounted to HK$1,114.0 million, down by 4%, mainly owing to a slight drop in occupancy amid the pandemic.

業務表現(續)

房地產部門：在香港沙田駿嶺薈項目、中國華東昆山開發區建滔裕花園一期、千燈建滔裕花園四期及花橋建滔裕花園三期、四期及五期等主要項目部分銷售入賬帶動下，房地產部門營業額大幅上升153%至八十三億三千二百一十萬港元，未扣除利息、稅項、折舊及攤銷前之盈利大增81%至三十五億二千一百六十萬港元。其中，住宅銷售營業額為七十二億一千八百一十萬港元，上升238%。租金收入為十一億一千四百萬港元，下降4%。跌幅主要是出租率受疫情影響出現輕微下降。

LIQUIDITY AND CAPITAL RESOURCES

The Group's financial and liquidity position continued to be robust. As at 31 December 2020, net current assets and current ratio of the Group were approximately HK$22,426.2 million (31 December 2019: HK$22,757.5 million) and 1.97 (31 December 2019: 2.04) respectively.

The net working capital cycle increased from 54 days as at 31 December 2019 to 56 days as at 31 December 2020 on the following key metrics:

– Inventories, in terms of stock turnover days, was 35 days (31 December 2019: 34 days).

– Trade receivables, in terms of debtors turnover days, was 62 days (31 December 2019: 60 days).

– Trade and bills payable (excluding bills payable for acquisition of property, plant and equipment), in terms of creditors turnover days, was 41 days (31 December 2019: 40 days).

The Group's net gearing ratio (bank borrowing net of bank balances and cash divided by total equity) was approximately 18% (31 December 2019: 31%), while the proportion of bank borrowings between short term and long term stood at 50%:50% (31 December 2019: 32%:68%). During the Period under Review, the Group invested approximately HK$2.0 billion in acquiring new production capacity and a further HK$2.0 billion in property construction expenses. Backed by a highly experienced professional management team, the Group is confident that these investments will deliver stable and satisfactory returns to Shareholders over the long term.

流動資金及財務狀況

本集團的財務及流動資金狀況持續保持穩健。本集團於二零二零年十二月三十一日之流動資產淨值為二百二十四億二千六百二十萬港元(二零一九年十二月三十一日：二百二十七億五千七百五十萬港元)，流動比率為1.97(二零一九年十二月三十一日：2.04)。

淨營運資金週轉期由二零一九年十二月三十一日的五十四日，增加至二零二零年十二月三十一日的五十六日，細分如下：

– 存貨週轉期為三十五日(二零一九年十二月三十一日：三十四日)。

– 貿易應收款項週轉期為六十二日(二零一九年十二月三十一日：六十日)。

– 貿易及票據應付賬款週轉期(不包括購買物業、廠房及設備之應付票據)為四十一日(二零一九年十二月三十一日：四十日)。

本集團之淨負債比率(扣除銀行結餘及現金後之銀行借貸除以資本總額)約為18%(二零一九年十二月三十一日：31%)。短期與長期借貸的比例為50%：50%(二零一九年十二月三十一日：32%：68%)。回顧期內，本集團分別投資了約二十億港元於添置新的生產設施及房地產建築費用。憑藉管理團隊專業豐富的經驗，本集團深信此等投資將為股東帶來長遠穩定及理想的回報。

LIQUIDITY AND CAPITAL RESOURCES (continued)

The Group continued to adopt a prudent financial management policy. It did not enter into any material derivative financial instruments, nor did the Group have any material foreign exchange exposure during the Period under Review. The Group's revenue, mostly denominated in Hong Kong dollars, RMB and US dollars, was fairly matched with the currency requirements of its operating expenses.

流動資金及財務狀況(續)

回顧期內，本集團繼續採取審慎的財務政策，並無訂立任何重大的衍生金融工具。本集團並無面對重大的外匯風險，收入主要以港元、人民幣及美元結算，與營運開支的貨幣要求比例大致相符。

HUMAN RESOURCES

As at 31 December 2020, the Group employed a global workforce of approximately 36,000 (31 December 2019: 39,000). In addition to offering competitive salary packages, the Group grants share options and discretionary bonuses to eligible employees based on the Group's overall financial achievements and individual employee performance. The Group's continued success relies on a solid human resources strategy. The establishment of the Kingboard Institute of Management has helped nurture middle and senior managers over the years. In addition, the Group recruits potential-filled fresh graduates from mainland China, Hong Kong and Taiwan every year for focused training and development. The Group will continue to carry out training for all types of talents, who will give new impetus to the Group's long-term development.

人力資源

於二零二零年十二月三十一日，本集團在全球合共聘用員工約36,000人(二零一九年十二月三十一日：39,000人)。本集團除了提供具競爭力的薪酬待遇外，亦會根據公司的業績和個別員工的表現，發放購股權及特別獎金予合資格員工。本集團持續取得理想業績，有賴完善的人力資源管理規劃。本集團成立之建滔管理學院，多年來積極培育中層及高級管理人員。此外，本集團每年均從中國內地、香港及台灣招聘具潛力之大學畢業生作重點培育。本集團會繼續推行各種儲備人才的培訓，務求為未來長遠發展注入新的活力。

CONTINGENT LIABILITIES

(a) The Group provided guarantees amounting to approximately HK$586,022,000 (2019: HK$708,163,000) as at 31 December 2020 to facilitate mortgage bank loans applications of purchasers of the properties that were developed by the Group.

The guarantees are given to banks with respect to loans procured by the purchasers of properties that were developed by the Group. Such guarantees will be released by banks upon delivery of the properties to the purchasers and completion of registration of the relevant mortgage properties. In the opinion of the Directors, the fair values of these financial guarantee contracts of the Group are insignificant at initial recognition and the Directors consider that the possibility of default of the parties involved is remote. Accordingly, no value has been recognised at the inception of the guarantee contracts and at the end of the reporting period as at 31 December 2020 and 31 December 2019.

或然負債

(a) 於二零二零年十二月三十一日，本集團為本集團所發展物業之買家之按揭銀行貸款申請提供約586,022,000港元(二零一九年：708,163,000港元)擔保。

本集團就本集團所發展物業之買家取得之貸款向銀行提供擔保。該等擔保將於物業交收予買家及相關按揭物業登記完成時由銀行解除。董事認為，本集團該等財務擔保合約的公平值於初步確認時並不重大，而董事認為有關各方違約的機會極低。因此，於二零二零年十二月三十一日及二零一九年十二月三十一日，於擔保合約開始及報告期間結束時並無確認任何價值。

CONTINGENT LIABILITIES (continued)

(b) On 3 August 2011, Annuity & Re Life Ltd (the "Petitioner"), the non-controlling shareholder of Kingboard Copper Foil Holdings Limited ("KBCF"), presented a petition in the Supreme Court of Bermuda (the "Petition") in respect of KBCF against its controlling shareholders based on a complaint that the affairs of KBCF had been and/or were being conducted in a manner which was oppressive or unfairly prejudicial to the Petitioner.

The controlling shareholders of KBCF were eventually successful in defending the case following a favourable judgment by the Bermuda Court of Appeal dated 24 March 2017. Subsequently, the Petitioner filed an appeal with the Privy Council. Such appeal was withdrawn by the Petitioner following a settlement agreement reached by the Petitioner and the respondents in the Petition.

During the year ended 31 December 2019, the controlling shareholders of KBCF had purchased all of the remaining issued and outstanding ordinary shares in the capital of KBCF and KBCF has become a wholly-owned subsidiary of Kingboard Laminates Holdings Limited ("KLHL").

On 1 November 2018, the Petitioner commenced an action in the Supreme Court of Bermuda under Civil Jurisdiction 2018: No.359 against the respondents in the Petition based on purported breach of the settlement agreement (the "Settlement Action").

On 22 October 2020, the Group filed in an application for striking out part of the Petitioner's claim under the Settlement Action (the "Strike-Out Application"). The Strike Out Application is currently listed to be heard on 28 April 2021.

Based on the advice of the Company's Bermuda Counsel to date, the directors are of the opinion that the Settlement Action appears to be intrinsically defective and that the Company has a more than reasonable chance to succeed. Accordingly, no provision for liability has been made in connection with this claim.

或然負債(續)

(b) 於二零一一年八月三日，建滔銅箔集團有限公司(「建滔銅箔」)非控股股東Annuity & Re Life Ltd(「呈請人」)根據一項指建滔銅箔事務已經或現正進行的方式乃壓搾或不合理地不利於呈請人的投訴，針對建滔銅箔控股股東向百慕達高級法院遞交呈請書(「呈請」)。

建滔銅箔控股股東最終於二零一七年三月二十四日獲百慕達上訴法院頒下有利裁決而成功就該案抗辯。呈請人其後向樞密院提出上訴。經呈請人與呈請的答辯人達成和解協議後，呈請人撤回有關上訴。

截至二零一九年十二月三十一日止年度，建滔銅箔控股股東已收購建滔銅箔股本中所有餘下已發行及發行在外的普通股，而建滔銅箔成為建滔積層板控股有限公司(「建滔積層板」)全資附屬公司。

於二零一八年十一月一日，呈請人根據民事司法管轄範圍2018：第359號針對呈請的答辯人向百慕達高等法院提出訴訟，表示違反和解協議(「和解訴訟」)。

於二零二零年十月二十二日，本集團提交申請撤銷呈請人根據和解訴訟提出的部分申索(「撤銷申請」)。撤銷申請目前排期將於二零二一年四月二十八日進行聆訊。

根據本公司百慕達法律顧問迄今為止的意見，董事認為，和解訴訟似乎在本質上有缺陷，本公司極有可能勝訴。因此，本集團概無就該申索計提責任撥備。

PROSPECTS

We teem with confidence in the Group's development in 2021. In the first quarter of 2021, the Group continued its strong performance at the end of last year. According to preliminary unaudited operating data, the Group's turnover in the first two months increased significantly compared with the same period last year, and its profit was several times that of the same period last year. The management expects that the business growth momentum will remain strong throughout the year. Grasping opportunities from the global 'new development model', the Group will stay steadfast to the synergistic development of its diversified portfolio of businesses. While committed to cost control, it is keen on achieving technology-driven momentum, bringing every business division into a new chapter of growth. The management will remain focused on promoting research and development, safe production, and environmental responsibilities. With sound cash flow management to safeguard its robust financial position, the Group has the capability to proactively grow its market share by pursuing new development opportunities. With a number of large-scale investment projects currently in the pipeline, the Group anticipates its business volume to double within the next decade.

Laminates Division: The strong demands for laminates and other upstream materials were carried through into 2021, keeping the Group's facilities in full capacities and sales. In the wake of further demand growth, the division has made multiple upward adjustments to its product prices. In the future, the division will synchronise the growth paces of production capacity and market development. To this end, the division will increase the capacity for FR4 (epoxy glass laminates) in Shaoguan City, Guangdong Province, 800,000 sheets per month, in rhythm with the building of new capacities for upstream materials including copper foil, glass yarn, glass fabric and epoxy resins. On the other hand, taking aim at the advanced and high-value-adding market through upgrading its thin, high-frequency, high-speed and halogen-free laminates, the division will endeavour to seek customer accreditation and establish a sales network to pursue higher market penetration.

PCBs Division: The electronics market is on a rapid uptrend, helped by the demand growth for car-related products. With multiple-year experience and comprehensive product certifications in automobile PCBs, the division is positioned ahead of its peers in terms of product quality and delivery lead time, helping it to reap a desirable volume of orders. The introduction of 5G into the commercial arena will be a driving force for the imminent upgrade and renewal demand for a widened scope of electronic products. This will bring new growth momentum to the PCBs market. Keeping a close eye on the pulse of market development, the division will reinforce its connection with leading customers downstream, in fostering an upgrade in its product mix and steadily cultivating added value into its products. Capacities at all factories are currently at high levels. In order to meet the demand of a constantly growing market, the division has plans to add 1.2 million square feet of multi-layered PCBs to its monthly capacity.

前景

我們對本集團二零二一年的發展充滿信心。本集團於二零二一年第一季度延續去年底的強勢表現，根據初步未經審核的營運數據，本集團首兩個月的營業額比去年同期有大幅增長，利潤更較去年同期錄得數倍的增幅，管理層預計全年的業務增長勢頭將保持強勁。本集團將把握全球「新發展格局」之機遇，貫徹多元業務協同發展，著力嚴控成本，增添科技驅動力，寄望為各部門業務翻開新的增長篇章。管理團隊將注重研發升級、安全生產和環保提升，強調現金流管理，建立更穩健的資產負債狀況，積極擴大市場佔有率，孜孜不倦尋找拓展良機。目前多個大型投資項目正在謀劃中，展望在未來10年內本集團業務能再翻一翻。

覆銅面板部門：進入二零二一年，覆銅面板及其上游物料的強勁需求延續，各工廠部門持續滿產滿銷的狀態。隨著電子產品需求的進一步增加，部門產品價格已多次上調。未來，部門將在產能提升與市場拓展兩方面同時著墨。一方面在廣東省韶關市新增環氧玻璃纖維覆銅面板每月80萬張的產能，並加速銅箔、玻璃絲、玻璃布及環氧樹脂等上游物料的新產能投建；另一方面，圍繞高端、高附加值市場，著力優化包括薄板、高頻高速及無鹵素覆銅面板等產品，全力加大客戶認證，建立更高行業滲透度的覆銅面板銷售網絡。

印刷線路板部門：電子市場處於快速上升軌道，來自汽車相關產品的需求進一步湧現。部門深耕汽車印刷線路板多年，擁有完善的產品認證，產品質量和交貨時間都領先同儕，因而收穫了理想的訂單量。未來在5G產品商用帶動下，電子產品更新換代熱潮將現，產品邊界也不斷延伸，將為印刷線路板市場帶來新的增長動力。緊隨市場發展的脈搏，部門將加大與下游領先客戶的聯動，務求強強聯合，促進產品組合升級，穩步深化產品的價值提升。目前，各工廠產能使用率均持續於高位，為滿足市場持續增長的熾熱需求，部門計劃新增每月120萬平方呎的多層印刷線路板產能。

PROSPECTS (continued)

Chemicals Division: With crude oil prices treading a dynamic path, and a reduction in chemicals import to China due to overseas capacities contraction, both trends are conducive to the development of the Mainland's chemicals industry. As the Mainland economy recuperates step by step with domestic demand flourishing, the price of chemical products will be further stimulated. The division is committed to improving the use of resources and enhancing environmental protection. It will continue to fully utilise existing facilities on a low-carbon production model as it seeks to increase profitability. Having ploughed its way through the years in the chemicals industry, the Group has accumulated rich experience in the supply chain of phenol acetone, caustic soda and acetic acid. Around these three supply chains, the Group is mapping out various critical investment projects that will yield handsome long-term returns.

Property Division: With the aim of expediting capital recovery, the division will speed up the sales of the residential project in eastern China. Following the expiration of the rent-free period for the commercial properties within the project neighbouring the high-speed railway station in Kunshan City, Jiangsu Province, stable rental income is expected to be generated for the division.

ACKNOWLEDGEMENT

On behalf of the Board, I wish to take this opportunity to extend my sincere gratitude for the unreserved support from all Shareholders, customers, banks, the management and staff members over the previous year.

Cheung Kwok Wing
Chairman
Hong Kong, 22 March 2021

前景(續)

化工部門：原油價格走勢強勁，以及海外化工產能收縮，對中國出口下降，均有利於國內化工市場發展。國內經濟穩步復甦，內需規模持續擴大，進一步刺激化工產品價格提升。部門將致力優化資源利用及加強環境保護，續以高效低碳生產模式，善用現有產能設備，致力創造更大利潤。本集團深耕化工行業多年，尤其在苯酚丙酮、燒鹼及醋酸產業鏈積累了豐富的經驗。圍繞這三大產業鏈，本集團正在籌備規劃多項重要的化工投資項目，並深信此等投資將為本集團帶來長遠及豐厚的回報。

房地產部門：部門將加快位於華東的住宅項目推售，加快資金回收。同時，隨著位於江蘇省昆山市高鐵站項目商用物業免租期屆滿，可為部門帶來穩定的租金收入。

致謝

本人謹代表董事會籍此向各位股東、客戶、銀行、管理人員及員工過去一年對本集團毫無保留的支持以衷心感謝。

主席
張國榮
香港，二零二一年三月二十二日

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES
董事及高級管理人員之資歷

EXECUTIVE DIRECTORS

Mr. CHEUNG Kwok Wing, aged 65, BBS, is the chairman and a co-founder of the Group. He was the chairman and a non-executive director of Elec & Eltek International Company Limited ("EEIC"), which is a subsidiary of the Company listed on SGX and dual-listed on the Stock Exchange until delisted on 25 September 2020 up to 1 August 2019. Mr. Cheung was the chairman and director of Kingboard Copper Foil Holdings Limited which is the subsidiary of the Company (listed on the SGX until delisted on 10 June 2019) up to 3 January 2012. Mr. Cheung is a director of Hallgain Management Limited, a substantial shareholder of the Company. Mr. Cheung is the brother of Ms. Cheung Wai Lin, Stephanie, the cousin of Mr. Cheung Kwong Kwan, the brother-in-law of Mr. Chang Wing Yiu and Mr. Ho Yin Sang and the father of Mr. Cheung Ka Shing. Mr. Cheung had over 13 years' experience in the sales and distribution of electronic components including laminates prior to the establishment of the Group. Mr. Cheung is responsible for the overall strategic planning of the Group and sets the general direction and goals for the Group. Mr. Cheung won the Young Industrialist Award of Hong Kong 1993, which was organized by the Federation of Hong Kong Industries and was described as "far-sighted, enterprising, and having insight in the business". Mr. Cheung was the winner of the DHL/SCMP Hong Kong Business Award, accredited with the Owner-Operator Award in 2006. In 2011, Mr. Cheung was awarded the Honorary University Fellowships of The University of Hong Kong. In 2013, Mr. Cheung was appointed as a member of the National Committee of the Chinese People's Political Consultative Conference of The People's Republic of China. In 2017, Mr. Cheung was awarded the Bronze Bauhinia Star in Hong Kong Special Administrative Region.

Mr. CHANG Wing Yiu, aged 54, is the managing director of the Group. He is the brother-in-law of Mr. Cheung Kwok Wing and Ms. Cheung Wai Lin, Stephanie and the uncle-in-law of Mr. Cheung Ka Shing. He joined the Group in 1989 and has over 31 years' experience in laminates production. Mr. Chang graduated from the Hong Kong Polytechnic University with a higher diploma in marine electronics. He is responsible for the Group's phenol/acetone plant in Yangzhou, Jiangsu province and in Huizhou, Guangdong province. He was re-designated from a non-executive director to an executive director of EEIC with effect from 1 August 2014.

Mr. CHEUNG Kwong Kwan, aged 56, is the cousin of Mr. Cheung Kwok Wing and Ms. Cheung Wai Lin, Stephanie and the uncle of Mr. Cheung Ka Shing. He joined the Group in 1988 and has been working in the PCB industry since 1984 with particularly extensive experience in marketing components and materials required for PCB production. Mr. Cheung is responsible for the Group's chemical business operations and property developments in southern China.

執行董事

張國榮先生，65歲，銅紫荊星章，本集團主席及創辦人之一。張先生曾出任依利安達集團有限公司(「依利安達」)(為本公司之附屬公司，於新交所上市及於聯交所雙重上市直至二零二零年九月二十五日退市)之主席及非執行董事至二零一九年八月一日。張先生曾出任建滔銅箔集團有限公司（為本公司之附屬公司，於新交所上市直至二零一九年六月十日退市)之主席及董事至二零一二年一月三日。張先生為Hallgain Management Limited之董事，Hallgain Management Limited是本公司的主要股東。張先生為張偉連女士之胞兄；張廣軍先生之堂兄；而鄭永耀先生及何燕生先生則為其妹夫及張家成先生之父親。創立本集團前，張先生於銷售及分銷電子零件(包括覆銅面板)有超過13年經驗。張先生現負責本集團整體策略規劃及為本集團制定整體方向及目標。張先生於一九九三年獲香港工業總會頒發香港青年工業家獎，並獲大會評審委員會評為「有遠見卓識」及「富有企業家精神和洞察力」工業家。張先生亦為二零零六年DHL／南華早報香港商業獎之東主營運獎得主。於二零一一年，張先生獲頒香港大學名譽大學院士。於二零一三年，張先生被委任為中華人民共和國中國人民政治協商會議全國委員會委員。於二零一七年，張先生獲頒授香港特別行政區銅紫荊星章。

鄭永耀先生，54歲，本集團之董事總經理。鄭先生為張國榮先生之妹夫、張偉連女士之姐夫及張家成先生之姑丈。一九八九年加盟本集團，於製造覆銅面板方面累積逾31年經驗。鄭先生畢業於香港理工大學，持有航海電子高級文憑。鄭先生負責本集團位於江蘇省揚州和廣東省惠州的苯酚及丙酮廠之業務。鄭先生於二零一四年八月一日起由依利安達之非執行董事調任為執行董事。

張廣軍先生，56歲，為張國榮先生之堂弟、張偉連女士之堂兄及張家成先生之堂叔，於一九八八年加盟本集團。張先生自一九八四年起投身印刷線路板行業，對推廣生產印刷線路板所需零件及材料之經驗尤其豐富。張先生主要負責本集團中國華南地區之化工和房地產發展業務。

EXECUTIVE DIRECTORS (continued)

Mr. HO Yin Sang, aged 66, is the brother-in-law of Mr. Cheung Kwok Wing and Ms. Cheung Wai Lin, Stephanie and the uncle-in-law of Mr. Cheung Ka Shing. He joined the Group in 1989 and is responsible for the Group's chemical business operations in Hebei and Shanxi province.

Ms. CHEUNG Wai Lin, Stephanie, aged 50, is the sister of Mr. Cheung Kwok Wing, the sister-in-law of Mr. Chang Wing Yiu and Mr. Ho Yin Sang, the cousin of Mr. Cheung Kwong Kwan and the auntie of Mr. Cheung Ka Shing. She joined the Group in 2002. Ms. Cheung was appointed as an executive director and the vice chairperson of EEIC with effect from 1 August 2014 and was redesignated from the vice chairperson to the chairperson of EEIC with effect from 1 August 2019. She is responsible for the strategic planning of EEIC. Prior to joining the Group, she worked as an administration assistant manager in a listed company for about 5 years.

Mr. CHEUNG Ka Shing, aged 33, was appointed as an executive Director with effect from 1 August 2014. He joined the Group in 2009 and is responsible for the property development business of the Group in eastern China. Mr. Cheung obtained his Bachelor of Science degree in the study of Management with International Business at the University of London in 2009. Mr. Cheung is the son of Mr. Cheung Kwok Wing, the nephew of Ms. Cheung Wai Lin, Stephanie and Mr. Cheung Kwong Kwan and nephew-in-law of Mr. Chang Wing Yiu and Mr. Ho Yin Sang.

Mr. CHEN Maosheng, aged 57, was appointed as an executive Director on 11 January 2011. He joined the Group in 1996 and is currently the chief financial controller of the Group in the People's Republic of China ("PRC"). He is responsible for the management of the finance and tax matters of the Group in the PRC. Prior to joining the Group, he worked with the finance and economics department of the government of the PRC for 12 years. Mr. Chen graduated from Jiangxi Finance and Economics University (formerly known as Jiangxi Finance and Economics Institution) in 1990. He is an accountant certified by the finance department of the government of the PRC.

執行董事(續)

何燕生先生，66歲，為張國榮先生之妹夫、張偉連女士之姐夫及張家成先生之姑丈。自一九八九年起加盟於本集團，現時負責本集團於河北省及山西省之化工業務營運。

張偉連女士，50歲，為張國榮先生之胞妹、鄭永耀先生及何燕生先生之內妹、張廣軍先生之堂妹及張家成先生之姑姐，於二零零二年加盟本集團。張偉連女士於二零一四年八月一日獲委任為依利安達執行董事兼副主席並於二零一九年八月一日起由依利安達之副主席調任為主席。她負責依利安達之策略規劃工作。於加盟本集團前，彼於一家上市公司任職助理行政經理約五年。

張家成先生，33歲，於二零一四年八月一日獲委任為執行董事。張先生於二零零九年加盟本集團，負責本集團於華東的物業發展業務。張先生於二零零九年取得倫敦大學管理學及國際商務理學學士學位。張先生為張國榮先生之子、張偉連女士之侄兒、張廣軍先生之堂侄及鄭永耀先生與何燕生先生之侄兒。

陳茂盛先生，57歲，於二零一一年一月十一日獲委任為執行董事。彼於一九九六年加入本集團，現任本集團在中華人民共和國(「中國」)之首席財務總監。彼負責管理本集團在中國之財務及税務事宜。加盟本集團前，彼於中國政府轄下之財經管理部門工作12年。陳先生於一九九零年畢業於江西財經大學(前稱江西財經學院)。彼獲中國政府財政部授予會計師之資格。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. CHEUNG Ming Man, aged 64, was appointed as an independent non executive director of the Company with effect from 1 November 2015. Mr. Cheung has extensive experience in the performance and cultural sector. Mr. Cheung has participated in a number of community associations, including the Hong Kong Chinese Importers' & Exporters' Association (Vice Honorary Secretary); The Hong Kong Special Administrative Region Election Committee (First, Second and Third Election Committee Member); Deputy of the National People's Congress of PRC Election Committee (Ninth, Tenth and Eleventh Election Committee Member) and was awarded the Bronze Bauhinia Star in 2010. Mr. Cheung was elected as the Hong Kong deputy to the 12th National People's Congress in December 2012. Mr. Cheung was an independent non-executive director of Mei Ah Entertainment Group Limited (stock code: 00391), a company listed on the Stock Exchange of Hong Kong Limited.

Dr. CHONG Kin Ki, aged 65, was appointed as independent non-executive Director in 1 July 2016. He obtained a Bachelor of Medicine and Bachelor of Surgery from the University of Hong Kong in 1980. He became a Fellow of the Royal College of Surgeons of Edinburgh in 1984, a Foundation Fellow of the Hong Kong Academy of Medicine in 1993, a Foundation Fellow of the Hong Kong College of Surgeons in 1993. Dr. Chong has been a private medical practitioner since 1989 and become a Registered Specialist in General Surgery since 1993.

Mr. CHAN Wing Kee, GBM, GBS, OBE, JP, aged 74, was appointed as an independent non-executive Director on 1 July, 2017. He received a Bachelor's degree in Industrial Engineering in 1970 and he has over 50 years of experience in the textiles and garment manufacturing industry. Mr. Chan joined Yangtzekiang Garment Limited (stock code: 294), a garment manufacturer, in 1970 as was appointed as a managing director in 1987 and has been an executive director of which since then. He is an executive director of YGM Trading Limited (stock code: 375), a marketer and builder of international apparel brands in Asia. He is a Standing Committee Member of The 10th, 11th and 12th of The Chinese People's Political Consultative Conference; Deputy of the 8th and 9th National People's Congress of China; Member of the Selection Committee of the Hong Kong Special Administrative Region; Ex-member of Commission on Strategic Development of Hong Kong Special Administrative Region; Ex-member of Economic Council of Macau Special Administrative Region; Ex-member of the Hong Kong Textile Advisory Board; Committee Member of the Preparatory Committee for Hong Kong Special Administrative Region and Advisor of Hong Kong Affairs.

獨立非執行董事

張明敏先生，64歲，於二零一五年十一月一日獲本公司委任為獨立非執行董事。張先生於演藝及文化界有資深經驗。張先生曾參與多項社會職務，包括香港中華出入口商會常務會副秘書長、香港特別行政區第一、二及三屆推選委員會委員、第九、十及十一屆港區人大選舉會議成員，並於二零一零年獲頒銅紫荊星章。張先生於二零一二年十二月獲選為第十二屆港區人大代表。張先生曾出任美亞娛樂資訊集團有限公司（於聯交所上市之公司（股份代號：00391））之獨立非執行董事。

莊堅琪醫生，65歲，於二零一六年七月一日獲本公司委任為獨立非執行董事。莊醫生於一九八零年取得香港大學內外全科醫學士並於一九八四年成為英國愛丁堡皇家外科醫學院院士、於一九九三年成為香港醫學專科學院創院院士、於一九九三年成為香港外科醫學院創院院士。莊醫生自一九八九年起一直私人執業，並於一九九三年成為外科註冊專科醫生。

陳永棋，大紫荊勳賢，GBS, OBE, JP，74歲，於二零一七年七月一日獲本公司委任為獨立非執行董事。於一九七零年獲工業工程學士學位，在製造紡織品及成衣行業的經驗超過50年。陳先生於一九七零年加入成衣製造商長江製衣有限公司（股份代號：294），於一九八七年獲委任為該公司董事總經理，自此一直擔任執行董事。彼現為YGM貿易有限公司（股份代號：375）的執行董事，該公司的業務為於亞洲營銷和建立國際服裝品牌。陳先生為中華人民共和國第十屆、第十一屆及第十二屆全國政協常務委員；中華人民共和國第八屆及第九屆全國人民代表大會代表；香港特別行政區推選委員會委員；前香港特別行政區政府策略發展委員會委員；前澳門特別行政區經濟委員會委員；前香港特別行政區紡織業諮詢委員會委員；香港特別行政區籌備委員會委員及中國國務院香港事務顧問。

INDEPENDENT NON-EXECUTIVE DIRECTORS (continued)

Mr. Stanley Chung Wai Cheong, aged 51, has appointed as independent non executive director of the Company on 31 October 2020. Mr. Chung graduated with a Bachelor of Commerce Degree from the University of Melbourne in 1993. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and is a certified practicing accountant of CPA Australia. Mr. Chung possesses over 25 years' experience in accounting and financial management. He had also served as the financial controller for a number of listed companies in Hong Kong between 1997 and 2010, and as the Chief Financial Officer in Asia for both private and public multinational companies over the past decade. He is currently the General Manager and Regional Finance Director of AMI Hong Kong Holdco Limited. Mr. Chung was appointed as the financial controller and company secretary of the Company from 1997 to 2001, and as an independent non-executive director of EEIC from 2011 to 12 October 2020.

獨立非執行董事(續)

鍾偉昌先生，51歲，於二零二零年十月三十一日獲委任為本公司獨立非執行董事。於一九九三年在墨爾本大學畢業，持有商務學士學位。彼為香港會計師公會資深會員，亦為澳洲註冊會計師協會的執業會計師。鍾先生擁有逾25年會計及財務管理經驗。彼曾於一九九七年至二零一零年期間先後擔任多家香港上市公司的財務總監，並於過去十年擔任私人及公眾跨國公司在亞洲的首席財務官。彼目前為AMI Hong Kong Holdco Limited的總經理兼區域財務總監。鍾先生於一九九七年至二零零一年期間獲委任為本公司之財務總監及公司秘書，並於二零一一年至二零二零年十月十二日擔任依利安達之獨立非執行董事。

SENIOR MANAGEMENT

Mr. LO Ka Leong, aged 47, the Company Secretary, joined the Group in May 1999. Prior to that, he was an accountant at an international accounting firm. Mr. Lo is a fellow member of Hong Kong Institute of Certified Public Accountants. He holds a Bachelor's Degree in Professional Accountancy from The Chinese University of Hong Kong. He is in charge of the company secretarial work of the Group. He is a non-executive director of KLHL, a 73.17% owned subsidiary listed on the main board of the Stock Exchange. Mr. Lo has taken no less than 15 hours of relevant professional training during the year ended 31 December 2020 in accordance with Rule 3.29 of the Listing Rules.

高級管理人員

羅家亮先生，47歲，公司秘書，於一九九九年五月加盟本集團。於加盟本集團前，羅先生於一所國際會計師行任職會計師。彼為香港會計師公會資深會員，並持有香港中文大學專業會計學學士學位。彼現負責處理本集團之公司秘書工作。羅先生同時為建滔積層板，本公司擁有73.17%權益的附屬公司，其股份於聯交所主板上市)之非執行董事。羅先生根據上市規則第3.29條，截至二零二零年十二月三十一日止年度內參與不少於十五小時的相關專業培訓。

DIRECTORS' REPORT
董事會報告

The Directors present their annual report and the audited consolidated financial statements for the year ended 31 December 2020.

董事提呈本集團截至二零二零年十二月三十一日止年度之年報及經審核綜合財務報表。

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The activities of its principal subsidiaries, an associate and joint ventures are set out in Notes 45, 19 and 20 respectively to the consolidated financial statements.

主要業務

本公司為投資控股公司，其主要附屬公司、聯營公司及合營公司之業務分別載於綜合財務報表附註45、19及20。

BUSINESS REVIEW

The business review of the Group for the year ended 31 December 2020 can be found in the section headed "Chairman's Statement" of this annual report, which forms part of this Directors' Report.

業務回顧

本集團截至二零二零年十二月三十一日止年度的業務回顧載於本年報「主席報告」一節，該部份構成本董事會報告之一部份。

Principal Risks and Uncertainties

The Group is exposed to various risks and uncertainties which are specific to the Group and/or the industries in which the Group operates. These risks may materially affect the Group's business operations, financial condition, results of operations and business prospects. The Group has identified the key risks and uncertainties as follows:

主要風險及不明確因素

本集團面臨多項本集團及／或本集團經營所在行業特有的風險及不明確因素。此等風險可能會重大影響本集團的業務營運、財務狀況、營運業績及業務前景。本集團已識別出以下的主要風險及不明確因素：

Product defects

The products of the Group may contain defects that can only be detected when the electronics systems into which they are incorporated are in use. The Group could be exposed to significant liability claims in the event that its products are found to be defective. While the Group has implemented sound systems to monitor its products at various stages of its production processes, no assurance can be given that the Group's products are free of defects. Any significant liability claims could have an adverse impact on the results of operations and reputation of the Group.

產品缺陷

本集團產品可能帶有缺陷，要待產品被裝設到電子系統裡投用時方能被發現。倘若本集團產品被發現有缺陷時，我們可能會受到重大的責任索償。雖然本集團已設有穩妥的體制在不同生產階段中監察產品，概不保證本集團的產品毫無缺陷。如有重大責任索償，可對本集團的營運業績及聲望帶來不利影響。

Customer contracts

The Group typically enters into one-off purchase orders with its customers. As such, the amount of purchase orders may vary significantly from time to time, and it is difficult to forecast the amount of orders to be received by the Group in the future. No assurance can be given that the Group's customers will continue to place purchase orders with it in the future in similar amounts to prior periods, if at all. As a result, the results of operations of the Group may vary significantly in the future.

客戶合約

本集團一般與客戶訂立一次性的購買訂單。因此，購買訂單的金額不時會有大額差異，難以預測本集團未來會收到的訂單金額。概不保證本集團客戶在未來會繼續下達金額與先前期間相若的購買訂單，甚至可能完全不下達訂單。因此，本集團的營運業績在日後或會有重大差異。

Competitive industry

The business segments in which the Group operates are highly competitive. No assurance can be given that the Group will be able to compete successfully against its current competitors or emerging companies in the future. If the Group fails to compete effectively, the Group's results of operations, financial condition and business prospects may be materially and adversely affected.

行業競爭激烈

本集團營運的業務分部競爭非常激烈。概不保證本集團將來能夠與目前的競爭對手或新晉的公司成功競爭。倘若本集團不能有效地競爭，則本集團的營運業績、財務狀況及業務展望或會受到重大不利影響。

BUSINESS REVIEW (continued)

Principal Risks and Uncertainties (continued)

Recent global market fluctuations and economic conditions

The recent global market fluctuations and economic conditions have adversely affected economies and businesses around the world. A slowdown in the global economy, in particular, the PRC economy, and the impact of COVID-19 could lead to a reduction in demand for the Group's products and may materially and adversely affect its business operations, financial condition and results of operations.

The risks and uncertainties stated above are not meant to be exhaustive. There may be other risks or uncertainties that are not known to the Group or which may not be material now but could turn out to be material in the future.

Environmental Policies and Performance

The Group is committed to achieving environmental sustainability. The Group endeavours to comply with the relevant laws and regulations regarding environmental protection and adopt effective measures to achieve efficient use of resources, waste reduction and energy saving. For instance, the in-house manufacturing facilities of the Group operate in compliance with the relevant environmental rules and regulations. The Group reviews its environmental policies on a regular basis.

In accordance with Rule 13.91 and the ESG Reporting Guide contained in Appendix 27 to the Listing Rules, the Company's Environmental, Social and Governance Report will be available on our website within three months from the publication of this annual report.

Compliance with Relevant Laws and Regulations

The Group and its business operations are subject to various laws, rules and regulations. The Company seeks to ensure adherence to such laws, rules and regulations through various measures such as internal controls, approval procedures, staff trainings and oversight of business operations at different levels of the Group. The Board also monitors the Group's policies and practices on compliance with relevant laws, rules and regulations on a regular basis.

So far as the Directors and senior management are aware, for the year ended 31 December 2020, the Group has obtained the approvals, permits, consents, licences and registrations required for its business and operations, and there was no material breach of the relevant laws and regulations by our Group that have a significant impact on the Group.

業務回顧(續)

主要風險及不明確因素(續)

近來環球市場波動及經濟狀況

近來環球市場波動及經濟狀況已對全世界的經濟體系及企業帶來打擊。全球經濟漸趨疲弱，特別是中國經濟放緩以及新冠肺炎之影響，可能導致本集團產品需求下降，因而對本集團的業務營運、財務狀況及營運業績造成重大不利影響。

風險及不明確因素並不能由上文一一盡錄。可能尚有其他風險或不明確因素未為本集團所知，或者目前仍未屬重大者日後可能變得重大。

環保政策及表現

本集團致力達至環境可持續性。本集團竭力遵守相關環保法律法規，並採取有效措施達至善用資源、減少浪費以及節約能源。例如，本集團的內部生產設施按照相關環境規則及規例運作。本集團定期審視其環保政策。

根據上市規則第13.91條及附錄27所載之環境、社會及管治報告指引，本公司之環境、社會及管治報告將於刊發本年報後三個月內於本公司網站公佈。

遵守相關法律法規

本集團與其經營的業務受多項法律、法規及規例規管。本公司力求遵守法律、法規及規例，為此在本集團不同層面實施如內部監控、批核程序、員工訓練及監察業務營運等措施。董事會亦定期監察本集團的政策及實踐，視察是否遵守相關法律、法規及規例。

依董事及高級管理層所知，截至二零二零年十二月三十一日止年度，本集團已領取其業務及營運所需批准、許可、同意、牌照及註冊，而且本集團並無因重大違反相關法律法規而會對本集團帶來重大影響。

BUSINESS REVIEW (continued)

Key Relationships with Stakeholders

The Company understands the importance of maintaining a good relationship with its employees, customers and suppliers in order to operate in a sustainable manner and to meet its immediate and long-term goals.

The Company strongly believes that employees are its most important and valuable assets. In order to recognise the performance of and provide incentives for its employees, the Group reviews its policies on remuneration and benefits for its employees regularly to ensure that they are in line with the market standard. The Group reviews and improves catering, residence and recreational facilities and services to provide a pleasant living environment to the employees regularly. The Group organises various recreational activities for its staff to participate to maintain a close relationship with its employees.

The Company maintains sound relationships with its customers and suppliers which enable the Group to foster long term business benefits. The Directors and senior management of the Company endeavours to exchange business ideas and updates of the Group with its customers and suppliers from time to time. To maintain its competitiveness, the Group aims to deliver high quality of products and services to its customers.

During the year, there was no material and significant dispute between the Group and its employees, customers or suppliers.

業務回顧(續)

與利益相關人士的主要關係

本公司明白與僱員、客戶及供應商維持良好關係，對以可持續方式經營以及達成短期及長期目標而言，屬相當重要。

本公司深信僱員是其最重要及最寶貴的資產。為表揚僱員表現、激勵僱員，本集團定期審視僱員的薪酬及福利政策，確保符合市場標準。本集團定期審視並提升餐飲、住宿以及康樂設施及服務，為僱員提供舒適怡人的生活環境。為與僱員維持密切關係，本集團為僱員舉行多項康樂活動供其參與。

本公司與客戶及供應商維持友好的關係，讓本集團可促進其長遠業務利益。本公司董事及高級管理層致力於與其客戶及供應商交流業務理念，並不時向其客戶及供應商提供本集團的最新狀況。為保持競爭力，本集團力求向客戶提供盡善盡美的產品和服務。

年內，本集團與其僱員、客戶或供應商並無重大糾紛。

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2020 are set out in the consolidated statement of profit or loss on page 71.

An interim dividend of HK28 cents per ordinary share amounting to HK$309,618,000 in aggregate respectively was declared to the Shareholders during the year. The directors recommend the payment of a final dividend of HK100 cents and special final dividend of HK100 cents per ordinary share respectively to the Shareholders on the register of members of the Company on 1 June 2021, being the record date for determining the entitlement of Shareholders to the proposed final dividend and special final dividend, amounting to HK$1,105,792,000 and HK$1,105,792,000 respectively, in aggregate, and the retention of the remaining profit in the Company.

For the final dividend in respect of year ended 31 December 2020 proposed by the Directors and subject to the approval by the Shareholders in the forthcoming annual general meeting, please refer to Note 12 to the consolidated financial statements.

業績及分派

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71頁之綜合損益表內。

年內，本公司已派付中期股息每股普通股28港仙，合計309,618,000港元予股東。董事已建議向於二零二一年六月一日(即釐定股東獲發建議末期股息及特別末期股息資格的記錄日期)名列本公司股東名冊之股東分別派付末期股息每股普通股100港仙及特別末期股息每股普通股100港仙，金額分別合計為1,105,792,000港元及1,105,792,000港元，並保留剩餘的溢利於本公司。

董事建議宣派但須待股東於應屆股東週年大會上批准的截至二零二零年十二月三十一日止年度的末期股息詳情，請參與綜合財務報表附註12。

DIVIDEND POLICY

The Company has a dividend policy, the objective of which is to allow the Shareholders to participate in the Company's profits whilst retaining adequate reserves to sustain the Group's future growth. The declaration, form, frequency and amount of dividend paid by the Company must be in accordance with relevant laws and regulations and subject to the articles of association of the Company. In deciding whether to declare any dividend, the Board will take into account a number of factors, including the financial results, the distributable reserves, the operations and liquidity requirements, and the current and future development plans of the Company. The Board will review the dividend policy of the Company as appropriate from time to time.

股息政策

本公司的股息政策之目標為讓股東分享盈利，同時保留足夠的儲備維持本集團日後發展。本公司的股息宣派、形式、頻率及金額必須符合相關法律法規，及遵守本公司組織章程細則。董事會在決定是否宣派股息時，考慮多項因素，包括財務業績、可供分派儲備、營運及流動資金需求以及本集團當前及日後的發展計劃。在有需要時，董事會不時檢討本公司的股息政策。

INVESTMENT PROPERTIES

Details of the movements in investment properties of the Group during the year are set out in Note 14 to the consolidated financial statements.

投資物業

本集團之投資物業於年內之變動詳情載於綜合財務報表附註14。

INVESTMENTS

As at 31 December 2020, the Group held in aggregate approximately HK$7,865 million investments in securities instruments, representing 8% of the total asset of the Group as at 31 December 2020. These securities investment consist of mostly securities listed on Main Board of the Stock Exchange and bonds issued mainly by companies listed on the Main Board of the Stock Exchange. The Group acquired its securities instruments through on-market purchases. The Group will from time to time monitor the price movement of prices in securities and bonds and may adjust its investment portfolio as and when appropriate.

投資

於二零二零年十二月三十一日，本集團合共擁有約七十八億六千五百萬港元證券工具投資，佔本集團於二零二零年十二月三十一日總資產8%。證券投資包括主要於聯交所主板上市之證券及主要由在聯交所主板上市之公司發行的債券。本集團透過市場購入收購其證券工具。本集團不時監察證券及債券價格的走勢，並適時調整其投資組合。

INVESTMENTS (continued)

The following table sets out the important investments held by the Group as at 31 December 2020. None of the value of the following or any other securities investments of the Company was on standalone or aggregate basis 5% or more of the total assets of the Company as of the end of the reporting period:

投資(續)

下表披露本集團於二零二零年十二月三十一日持有之重要投資。截至報告期末，本公司以下或任何其他證券投資的價值均未單獨或合計占本公司總資產的5%或以上：

Name of investments 投資名稱		Number of bond held 持有之債券數目 HK$'000 千股	% of bonds held 持有之債券百分比	Investment cost 投資成本 HK$'000 千港元	Fair value as at 31 December 2020 於二零二零年十二月三十一日的公平值 HK$'000 千港元	% to the Group's total assets 佔本集團總資產百分比	Bond interest for the year 本年度債券利息 HK$'000 千港元	Gain (loss) on disposal 出售收益╱(虧損) HK$'000 千港元	Unrealised gain (loss) 未實現收益╱(虧損) '000 千港元
Bonds listed on Singapore Exchange Securities Trading Limited ("SGX-ST") by Country Garden Holdings Limited (HK stock code: 2007) fixed coupon interest 7.125% per annum and maturity date in January 2022	碧桂園控股有限公司(於聯交所上市，股份代號：2007)於新加坡證券交易所有限公司(「新交所」)上市之債券 具有年息7.125厘之固定票息，到期日為二零二二年一月	20,500	4.8%	159,431	168,951	0.2%	18,458	46,659	9,520
Bond listed on SGX-ST by Guangzhou R&F Properties Co., Ltd. (HK stock code: 2777):	廣州富力地產股份有限公司(於聯交所上市，股份代號：2777)於新交所上市之債券：								
(i) fixed coupon rate of 5.875% per annum and maturity date in February 2023	(i) 具有年息5.875厘之固定票息，並於二零二三年二月到期	38,000	7.6%	285,485	261,412	0.3%	5,702	(67,713)	(24,405)
(ii) fixed coupon rate of 8.75% per annum and maturity date in January 2021	(ii) 具有年息8.75厘之固定票息，並於二零二一年一月到期	12,041	2.4%	93,708	97,766	0.1%	8,244	16,500	4,058
(iii) fixed coupon rate of 7% per annum and maturity date in April 2021	(iii) 具有年息7厘之固定票息，並於二零二一年四月到期	26,000	4.3%	202,800	202,832	0.2%	17,943	291	32
(iv) fixed coupon rate of 8.875% per annum and maturity date in September 2021	(iv) 具有年息8.875厘之固定票息，並於二零二一年九月到期	18,500	9.3%	144,232	148,740	0.2%	11,482	16,583	4,508
(v) fixed coupon rate of 12.375% per annum and maturity date in November 2022	(v) 具有年息12.375厘之固定票息，並於二零二二年十一月到期	100,000	27.8%	780,000	801,287	0.9%	13,487	-	21,287

INVESTMENTS (continued)

All of Country Garden Holdings Company Limited (stock code: 2007) ("CGH"), and Guangzhou R&F Properties Co., Ltd (stock code: 2777) ("GRFP") are principally engaged in the properties sector.

Based on the announcements of CGH dated 20 September 2018, the senior notes ("CGH January 2022 Senior Notes") were issued by CGH in September 2019, and due in January 2022. The CGH January 2022 Senior Notes are listed on the SGX-ST and carry an interest of 7.125% per annum and interests are payable semi-annually. The proceeds from the CGH January 2022 Senior Notes were intended to be used mainly for refinancing CGH's existing offshore indebtedness.

According to the announcement of annual results for the year ended 31 December 2020 of CGH, as at 31 December 2020, its group's net gearing ratio increased from 46.3% that as at 31 December 2019 to 55.6%.

投資(續)

碧桂園控股有限公司(股份代號：2007)(「碧桂園」)及廣州富力地產股份有限公司(股份代號：2777)(「廣州富力地產」)均主要從事房地產行業。

根據碧桂園於二零一八年九月二十日刊發的公告，碧桂園於二零一九年九月發行了於二零二二年一月到期的優先票據(「碧桂園二零二二年一月優先票據」)。碧桂園二零二二年一月優先票據於新交所上市，息率每年7.125厘，按半年期分期支付。碧桂園二零二二年一月優先票據發行所得款項主要擬用於碧桂園現有離岸債務再融資。

根據碧桂園截至二零二零年十二月三十一日止年度的年度業績公告，於二零二零年十二月三十一日，該集團淨負債比率由於二零一九年十二月三十一日的46.3%增加至55.6%。

INVESTMENTS (continued)

Based on the announcements of GRFP dated 13 November 2017, 4 January 2019, 18 April 2018, 19 September 2018 and 12 November 2020: (i) the senior notes ("GRFP February 2023 Senior Notes") were issued by GRFP in November 2017, and due in February 2023. The GRFP February 2023 Senior Notes are listed on the SGX and carry an interest of 5.875% per annum and interests are payable semi-annually. The proceeds from the GRFP February 2023 Senior Notes were intended to be used to refinance debt and for general corporate purposes of GRFP; (ii) the senior notes ("GRFP January 2021 Senior Notes") were issued by GRFP in January 2019, and due in January 2021. The GRFP January 2021 Senior Notes are listed on SGX and carry an interest of 8.75% per annum and interests are payable semi-annually. The proceeds from the GRFP January 2021 Senior Notes were mainly for offshore refinancing; (iii) the senior notes due April 2021 ("GRFP April 2021 Senior Notes") were issued by GRFP in April 2018, and due in April 2021. The GRFP April 2021 Senior Notes are listed on the SGX and carry an interest of 7% per annum and interests are payable semi-annually. The proceeds from the GRFP April 2021 Senior Notes were intended to refinance debt and for general corporate purposes, (iv) the senior notes due September 2021 ("GRFP September 2021 Senior Notes") were issued by GRFP in September 2018, and due in September 2021. The GRFP September 2021 Senior Notes are listed on the SGX and carry an interest of 8.875% per annum and interests are payable semi-annually. The net proceeds from the GRFP September 2021 Senior Notes were mainly for offshore refinancing; and (v) the senior notes due November 2022 ("GRFP November 2022 Senior Notes") were issued by GRFP in November 2020, and due in November 2022. The GRFP November 2022 Senior Notes are listed on the SGX and carry on interest of 12.375% per annum and interests are payable semi-annually. The net proceeds from the GRFP November 2022 Senior Notes were mainly for refinancing medium to long-term debt that will be due within one year.

According to the announcement of annual result for the year ended 31 December 2020 of GRFP, the net debt to total equity ratio of GRFP decreased to 130% at 31 December 2020 from 199% at 31 December 2019.

投資(續)

根據廣州富力地產日期為二零一七年十一月十三日、二零一九年一月四日、二零一八年四月十八日及二零一八年九月十九日及二零二零年十一月十二日的公告：(i)優先票據(「廣州富力地產二零二三年二月優先票據」)由廣州富力地產於二零一七年十一月發行，於二零二三年二月到期。廣州富力地產二零二三年二月優先票據於新交所上市，按年利率5.875%計息，每半年派息一次。廣州富力地產二零二三年二月優先票據所得款項擬用於廣州富力地產債務再融資及一般公司用途；(ii)優先票據(「廣州富力地產二零二一年一月優先票據」)由廣州富力地產於二零一九年一月發行，於二零二一年一月到期。廣州富力地產二零二一年一月優先票據於新交所上市，按年利率8.75%計息，每半年派息一次。廣州富力地產二零二一年一月優先票據所得款項主要用於離岸再融資；(iii)二零二一年四月到期的優先票據(「廣州富力地產二零二一年四月優先票據」)由廣州富力地產於二零一八年四月發行，於二零二一年四月到期。廣州富力地產二零二一年四月優先票據於新交所上市，按年利率7%計息，每半年派息一次。廣州富力地產二零二一年四月優先票據所得款項擬用於廣州富力地產債務再融資及一般公司用途；(iv)二零二一年九月到期的優先票據(「廣州富力地產二零二一年九月優先票據」)由廣州富力地產於二零一八年九月發行，於二零二一年九月到期。廣州富力地產二零二一年九月優先票據於新交所上市，按年利率8.875%計息，每半年派息一次。廣州富力地產二零二一年九月優先票據所得款項淨額主要用於離岸再融資；及(v)二零二二年十一月到期的優先票據(「廣州富力地產二零二二年十一月優先票據」)由廣州富力地產於二零二零年十一月發行，於二零二二年十一月到期。廣州富力地產二零二二年十一月優先票據於新交所上市，按年利率12.375%計息，每半年派息一次。廣州富力地產二零二二年十一月優先票據所得款項淨額主要用於一年內到期的中長期債務的再融資。

根據廣州富力地產截至二零二零年十二月三十一日止年度的年度業績公告，廣州富力地產的總資本淨借貸比率由二零一九年十二月三十一日的199%減少至二零二零年十二月三十一日130%。

INVESTMENTS (continued)

For further information of the business and financial performance of the above companies, please refer to the report and announcements referred in the above paragraphs. Please also refer to the respective publications of the above companies from time to time for updates on their prospects and performances. The report and announcements referred above do not form part of this annual report and do not constitute any publication issued by, or any opinion, advice or view of, the Company or any of the Directors.

The Group's Investment Strategy for These Investments

By leveraging our experience in sales and rental properties, our major investments have focused mainly on the securities instruments of issuers engaging in the properties sector. Our investment objectives is to generate stable additional interest income.

投資（續）

有關上述公司業務及財務表現的進一步資料，請參閱上文各段所述報告及公告。有關相關公司前景及表現的更新資料，請同時參閱上述公司不時發出的相關刊物。上述報告及公告概不構成本年報的一部分，亦不構成本公司或其任何董事發出的刊物或提供的意見、建議或見解。

本集團就該等投資的投資策略

憑藉我們銷售及出租物業的經驗，我們的主要投資主要集中於從事房地產業的發行人發行之證券工具。我們的投資目標為產生穩定額外利息收入。

PROPERTIES, PLANT AND EQUIPMENT

Details of the movements in properties, plant and equipment of the Group during the year are set out in Note 15 to the consolidated financial statements.

物業、廠房及設備

本集團之物業、廠房及設備於年內之變動詳情載於綜合財務報表附註15。

SHARE CAPITAL

Details of the movements during the year in the issued share capital of the Company are set out in Note 31 to the consolidated financial statements.

股本

本公司已發行股本於年內之變動詳情載於綜合財務報表附註31。

TAX RELIEF

The Company is not aware of any relief from taxation available to Shareholders by reason of their holding of Company's shares.

稅項減免

本公司並不知悉，股東因持有本公司股份而獲減免任何稅項。

PURCHASE, SALE OR REDEMPTION OF SHARES

During the year, the Company purchased 2,016,000 Shares on the Stock Exchange for an aggregate consideration of HK$44,948,120 before expenses pursuant to the share buy-back mandate approved by our shareholders at the annual general meeting held on 27 May 2019 and 25 May 2020. The bought-back Shares were subsequently cancelled. The purchase was effected by the Board for the enhancement of shareholder value in the long term. Details of the shares purchases are as follows:

購買、出售或贖回本公司之上市證券

於年內，據二零一九年五月二十七日及二零二零年五月二十五日舉行的本公司股東週年大會上股東通過購回股份的授權，本公司於聯交所以總代價44,948,120港元（未計開支）購回2,016,000股股份。購回的股份其後已被註銷。董事會進行回購旨在長遠提高股東價值。有關購回股份之詳情載列如下：

	Purchase consideration per share 每股購買代價			
Date of purchase 購買日期	Highest price paid 所付最高價 HK$ 港元	Lowest price paid 所付最低價 HK$ 港元	No. of shares purchased 購買股份數目	Aggregate consideration 所付總代價 HK$ 港元
9 January 2020 二零二零年一月九日	24.85	24.20	500,000	12,314,450
30 March 2020 二零二零年三月三十日	17.82	17.62	580,000	10,297,830
2 April 2020 二零二零年四月二日	17.76	17.76	29,500	523,920
12 June 2020 二零二零年六月十二日	20.25	19.80	300,000	6,006,220
3 November 2020 二零二零年十一月三日	26.40	26.35	300,000	7,918,775
9 November 2020 二零二零年十一月九日	25.75	25.70	306,500	7,886,925
Total 總計			2,016,000	44,948,120

PURCHASE, SALE OR REDEMPTION OF SHARES (continued)

During the year, the Group has, by way of a voluntary conditional cash offer, purchased 49,289,543 ordinary shares of EEIC with an aggregate sum of HK$875,382,000. EEIC was listed on the main Board of SGX and main board of the Stock Exchange. Following the abovementioned purchase, EEIC was delisted from the Official List of SGX and Stock Exchange on 25 September 2020.

Please refer to the joint announcement of the Company and EEIC dated 3 April 2020 and the announcement of EEIC dated 6 and 18 August 2020 and 1, 4, 21 and 24 September 2020 for details.

During the year, apart from the above, there was no purchase, sale or redemption by the Company, or any of subsidiaries, of its listed securities.

購買、出售或贖回本公司之上市證券(續)

於年內，本集團通過提出自願無條件現金要約的方式，收購依利安達的49,289,543股普通股，總額為875,382,000港元。依利安達於新交所主板及聯交所主板上市。上述收購完成後，依利安達於二零二零年九月二十五日自新交所及聯交所的官方名單中退市。

詳情請參閱本公司及依利安達日期為二零二零年四月三日的聯合公告及依利安達日期為二零二零年八月六日、二零二零年八月十八日、二零二零年九月一日、二零二零年九月四日、二零二零年九月二十一日及二零二零年九月二十四日的公告。

年內，除上述之外，本公司或任何附屬公司概無購買、出售或贖回本公司之上市證券。

DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserves available for distribution to Shareholders as at 31 December 2020 comprised the retained profit of HK$53,443,000 (2019: retained profit of HK$150,435,000).

In addition to the retained profits of the Company, the share premium and the special surplus account of the Company are also available for distribution to Shareholders provided that the Company will be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which any such distribution is proposed to be paid.

At 31 December 2020, the sum of the retained profits and the share premium of the Company amounted to approximately HK$6,619,303,000 (2019: HK$6,717,287,000).

本公司可分派之儲備

於二零二零年十二月三十一日，本公司可向股東分派之儲備包括保留溢利53,443,000港元(二零一九年：保留溢利150,435,000港元)。

除本公司之保留溢利外，本公司之股份溢價及特別盈餘賬目亦可向股東分派，惟於緊隨建議進行上述分派當日後，本公司仍有能力償還在日常業務中到期之欠款。

於二零二零年十二月三十一日，本公司之保留溢利及股份溢價之總額約為6,619,303,000港元(二零一九年：6,717,287,000港元)。

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

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

Executive Directors:

Mr. Cheung Kwok Wing *(Chairman)*
Mr. Chang Wing Yiu *(Managing Director)*
Mr. Cheung Kwong Kwan
Mr. Ho Yin Sang
Ms. Cheung Wai Lin, Stephanie
Mr. Cheung Ka Shing
Mr. Chen Maosheng

Independent non-executive Directors:

Mr. Cheung Ming Man
Dr. Chong Kin Ki
Mr. Leung Tai Chiu (resigned on 31 October 2020)
Mr. Chan Wing Kee
Mr. Stanley Chung Wai Cheong (appointed on 31 October 2020)

At the forthcoming annual general meeting of the Company, each of Mr. Chang Wing Yiu, Mr. Cheung Ka Shing and Mr. Chen Maosheng, being executive Directors and Dr. Chong Kin Ki and Mr. Stanley Chung Wai Cheong, being independent non-executive Directors, will retire from directorship by rotation and will be eligible for re-election at the forthcoming annual general meeting of the Company in accordance with Article 82 and Article 92 of the Company's articles of association. Mr. Chang Wing Yiu, Mr. Cheung Ka Shing and Mr. Chen Maosheng, being executive Directors, and Dr. Chong Kin Ki and Mr. Stanley Chung Wai Cheong, being independent non-executive Directors, will offer themselves for re-election.

Biographical details of the above Directors are set out in the section "Directors' and Senior Management's Biographies".

No Director proposed for re-election at the forthcoming annual general meeting of the Company has a service contract which is not terminable by the Group within one year without payment of compensation (other than statutory compensation).

董事及董事之服務合約

年內及直至本報告日期止任職之董事如下：

執行董事：

張國榮先生*(主席)*
鄭永耀先生*(董事總經理)*
張廣軍先生
何燕生先生
張偉連女士
張家成先生
陳茂盛先生

獨立非執行董事：

張明敏先生
莊堅琪醫生
梁體超先生 （於二零二零年十月三十一日辭任）
陳永棋先生
鍾偉昌先生 （於二零二零年十月三十一日獲委任）

根據本公司組織章程細則第82條及第92條，執行董事鄭永耀先生、張家成先生及陳茂盛先生以及獨立非執行董事莊堅琪醫生及鍾偉昌先生各自將擬於本公司應屆股東週年大會上輪席退任董事，並將合資格重選連任。執行董事鄭永耀先生、張家成先生及陳茂盛先生以及獨立非執行董事莊堅琪醫生及鍾偉昌先生將膺選連任。

上述董事之履歷詳情載於「董事及高級管理人員之資歷」一節。

擬在本公司應屆股東週年大會重選連任之董事概無與本集團訂有任何不可於一年內毋須賠償（法定賠償除外）而終止之服務合約。

DIRECTORS' INTERESTS IN SHARES

董事之股份權益

At 31 December 2020, the interests of the Directors and their associates in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

於二零二零年十二月三十一日，董事及彼等之聯繫人士於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份或債券中，擁有本公司根據證券及期貨條例第352條存置之登記冊所記錄之權益，或根據上市發行人董事進行證券交易的標準守則已知會本公司及聯交所之權益如下：

Long position

長倉

(a) Ordinary shares of HK$0.1 each of the Company ("Shares")

(a) 本公司每股面值0.1港元之普通股(「股份」)

Name of Director 董事姓名	Capacity 權益性質	Number of issued Shares held 所持已發行股份數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本之概約百分比
Mr. Cheung Kwok Wing (Note 1) 張國榮先生(附註1)	Beneficial owner/interest of spouse 實益擁有人／配偶權益	8,924,405	0.8071%
Mr. Chang Wing Yiu (Note 2) 鄭永耀先生(附註2)	Beneficial owner/Interest of spouse 實益擁有人／配偶權益	9,087,228	0.8218%
Mr. Cheung Kwong Kwan 張廣軍先生	Beneficial owner 實益擁有人	4,457,000	0.4031%
Mr. Ho Yin Sang (Note 3) 何燕生先生(附註3)	Beneficial owner/Interest of spouse 實益擁有人／配偶權益	4,186,700	0.3786%
Ms. Cheung Wai Lin, Stephanie (Note 4) 張偉連女士(附註4)	Beneficial owner/Interest of spouse 實益擁有人／配偶權益	2,339,000	0.2115%
Mr. Cheung Ka Shing 張家成先生	Beneficial owner 實益擁有人	1,941,000	0.1755%
Mr. Cheung Ming Man 張明敏先生	Beneficial owner 實益擁有人	35,000	0.0032%
Dr. Chong Kin Ki 莊堅琪醫生	Beneficial owner 實益擁有人	200,000	0.0181%
Mr. Chan Wing Kee 陳永棋先生	Beneficial owner 實益擁有人	285,000	0.0258%

DIRECTORS' INTERESTS IN SHARES (continued)

Long position (continued)

(a) Ordinary shares of HK$0.1 each of the Company ("Shares") (continued)

Notes:

(1) Out of the 8,924,405 Shares, 8,638,905 Shares were held by Mr. Cheung Kwok Wing and 285,500 Shares were held by his spouse.

(2) Out of the 9,087,228 Shares, 8,416,488 Shares were held by Mr. Chang Wing Yiu and 670,740 Shares were held by his spouse.

(3) Out of the 4,186,700 Shares, 3,312,500 Shares were held by Mr. Ho Yin Sang and 874,200 Shares were held by his spouse.

(4) Out of the 2,339,000 Shares, 2,319,000 Shares were held by Ms. Cheung Wai Lin, Stephanie and 20,000 Shares were held by her spouse.

董事之股份權益(續)

長倉(續)

(a) 本公司每股面值0.1港元之普通股(「股份」)(續)

附註：

(1) 於該8,924,405股股份當中，其中8,638,905股股份乃由張國榮先生本人持有，而285,500股股份則由其配偶持有。

(2) 於該9,087,228股股份當中，其中8,416,488股股份乃由鄭永耀先生本人持有，而670,740股股份則由其配偶持有。

(3) 於該4,186,700股股份當中，其中3,312,500股股份乃由何燕生先生本人持有，而874,200股股份則由其配偶持有。

(4) 於該2,339,000股股份當中，其中2,319,000股股份乃由張偉連女士本人持有，而20,000股股份則由其配偶持有。

(b) Share options of the Company ("Share Options")

(b) 本公司購股權(「購股權」)

Name of Director 董事姓名	Capacity 權益性質	Interest in underlying Shares pursuant to the Share Options 根據購股權於有關股份的權益
Mr. Ho Yin Sang 何燕生先生	Beneficial owner 實益擁有人	1,500,000
Mr. Cheung Ka Shing 張家成先生	Beneficial owner 實益擁有人	1,520,000

DIRECTORS' INTERESTS IN SHARES (continued)

董事之股份權益(續)

Long position (continued)

(c) Ordinary shares of HK$0.1 each ("KLHL Shares") in KLHL, a non-wholly owned subsidiary of the Company

長倉(續)

(c) 本公司非全資擁有附屬公司建滔積層板每股面值0.1港元之普通股(「建滔積層板股份」)

Name of Director 董事姓名	Capacity 權益性質	Number of issued KLHL Shares held 所持已發行建滔積層板股份數目	Approximate percentage of the issued share capital of KLHL 佔建滔積層板已發行股本之概約百分比
Mr. Cheung Kwok Wing (Note 1) 張國榮先生(附註1)	Beneficial owner/Interest of spouse 實益擁有人/配偶權益	6,939,500	0.2224%
Mr. Chang Wing Yiu (Note 2) 鄭永耀先生(附註2)	Beneficial owner/Interest of spouse 實益擁有人/配偶權益	15,532,500	0.4978%
Mr. Ho Yin Sang (Note 3) 何燕生先生(附註3)	Beneficial owner/Interest of spouse 實益擁有人/配偶權益	5,200,000	0.1667%
Mr. Cheung Kwong Kwan 張廣軍先生	Beneficial owner 實益擁有人	2,000,000	0.0641%
Mr. Cheung Ka Shing 張家成先生	Beneficial owner 實益擁有人	2,379,000	0.0763%
Ms. Cheung Wai Lin, Stephanie 張偉連女士	Beneficial owner 實益擁有人	2,000,000	0.0641%

Note:

(1) Out of the 6,939,500 KLHL Shares, 6,459,500 KLHL Shares were held by Mr. Cheung Kwok Wing and 480,000 KLHL Shares were held by his spouse.

(2) Out of the 15,532,500 KLHL Shares, 14,732,500 KLHL Shares were held by Mr. Chang Wing Yiu and 800,000 KLHL Shares were held by his spouse.

(3) Out of the 5,200,000 KLHL Shares, 4,200,000 KLHL Shares were held by Mr. Ho Yin Sang and 1,000,000 KLHL Shares were held by his spouse.

附註:

(1) 於該6,939,500股建滔積層板股份當中,其中6,459,500股建滔積層板股份乃由張國榮先生本人持有,而480,000股建滔積層板股份則由其配偶持有。

(2) 於該15,532,500股建滔積層板股份當中,其中14,732,500股建滔積層板股份乃由鄭永耀先生本人持有,而800,000股建滔積層板股份則由其配偶持有。

(3) 於該5,200,000股建滔積層板股份當中,其中4,200,000股建滔積層板股份乃由何燕生先生本人持有,而1,000,000股建滔積層板股份則由其配偶持有。

DIRECTORS' INTERESTS IN SHARES (continued)

Long position (continued)

(d) Non-voting deferred shares of HK$1 each in the share capital of Kingboard Laminates Limited, a non-wholly owned subsidiary of the Company

Name of Director 董事姓名	Capacity 權益性質	Number of non-voting deferred shares held (Note) 所持無投票權遞延股份數目（附註）
Mr. Cheung Kwok Wing 張國榮先生	Beneficial owner 實益擁有人	1,904,400
Mr. Chang Wing Yiu 鄭永耀先生	Beneficial owner 實益擁有人	423,200
Mr. Cheung Kwong Kwan 張廣軍先生	Beneficial owner 實益擁有人	846,400
Mr. Ho Yin Sang 何燕生先生	Beneficial owner 實益擁有人	529,000

Note: None of the non-voting deferred shares of Kingboard Laminates Limited are held by the Group. Such deferred shares carry no rights to receive notice of or to attend or vote at any general meeting of Kingboard Laminates Limited and have practically no rights to dividends or to participate in any distribution on winding up.

Other than as disclosed above, none of the Directors nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at 31 December 2020. Further details of the share options of the Company and its subsidiaries and the Directors' interests in them are available in the section headed "Share Options" in and note 32 to the consolidated financial statements of this Report.

董事之股份權益（續）

長倉（續）

(d) 本公司非全資擁有附屬公司建滔積層板有限公司股本中每股面值1港元之無投票權遞延股份

附註： 本集團概無持有建滔積層板有限公司之無投票權遞延股份。該等遞延股份並無附帶可收取建滔積層板有限公司任何股東大會通告或出席股東大會及於會上投票之權利，亦沒有收取股息或於清盤時獲得任何分派之實際權利。

除上述披露者外，於二零二零年十二月三十一日，概無董事或彼等之聯繫人士於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份或債券中擁有任何權益或短倉。有關本公司及其附屬公司的購股權以及董事於當中的權益詳情，載於本報告「購股權」一節以及綜合財務狀況表附註32。

SHARE OPTIONS

Particulars of the share option schemes of the Company, and EEIC and KLHL (including their vesting and exercise period) are set out in Note 32 to the consolidated financial statements.

Under the Scheme of the Company, on 16 September 2020 and 30 November 2020, an aggregate of 2,650,000 share options were exercised at the exercise prices of HK$17.304 per share with closing market price of HK$26.75 and HK$30.10 on the immediately preceding business days respectively and weighted average closing prices of HK$26.25 and HK$29.64 on the immediately preceding five business day respectively.

The following table discloses movements in the Share Options under the Scheme during the year:

購股權

本公司、依利安達及建滔積層板購股權計劃詳情（包括其歸屬期及行使期）載於綜合財務報表附註32。

根據本公司的計劃，於二零二零年九月十六日及二零二零年十一月三十日，合共2,650,000份購股權已按每股17.304港元的行使價獲行使，而於緊接行使本公司普通股的購股權之日前一個營業日的收市價分別為26.75港元及30.10港元及前五日的加權平均收市價分別為26.25港元及29.64港元。

下表披露該計劃項下優先購股權於年內之變動：

		Outstanding as at 1 January 2020 於二零二零年一月一日尚未行使	Granted during the year 於年內授出	Exercised during the year 於年內行使	Outstanding as at 31 December 2020 於二零二零年十二月三十一日尚未行使
Category 1: Directors	第1類：董事				
Mr. Ho Yin Sang	何燕生先生	1,500,000	–	–	1,500,000
Ms. Cheung Wai Lin, Stephanie	張偉連女士	1,750,000	–	(1,750,000)	–
Mr. Cheung Ka Shing	張家成先生	1,980,000	–	(460,000)	1,520,000
		5,230,000	–	(2,210,000)	3,020,000
Category 2: Employees	第2類：僱員	440,000	–	(440,000)	–
Total for all categories	所有類別合計	5,670,000	–	(2,650,000)	3,020,000

Under the Scheme of KLHL, on 11 September 2020, 18 September 2020, 14 October 2020, 10 November 2020 and 23 November 2020, an aggregate of 39,000,000 KLHL share options were exercised at the exercise price of HK$8.39 per share with closing market prices of HK$10.30, HK$10.84, HK$12.32, HK$11.62 and HK$12.60 on the immediately preceding business days respectively and weighted average closing prices of HK$10.72, HK$10.52, HK$11.11, HK$12.39 and HK$12.39 on the immediately preceding five business day respectively when the KLHL options were exercised.

根據建滔積層板的計劃，於二零二零年九月十一日、二零二零年九月十八日、二零二零年十月十四日、二零二零年十一月十日及二零二零年十一月二十三日，合共39,000,000份建滔積層板購股權已按每股8.39港元的行使價獲行使，而於緊接行使建滔積層板購股權之日前一個營業日的收市價分別為10.30港元、10.84港元、12.32港元、11.62港元及12.60港元及前五日的加權平均收市價分別為10.72港元、10.52港元、11.11港元、12.39港元及12.39港元。

SHARE OPTIONS (continued)

購股權(續)

The following table discloses movements in KLHL Share Options during the year:

下表披露建滔積層板購股權於年內之變動：

		Outstanding as at 1 January 2020 於二零二零年一月一日尚未行使	Granted during the year 於年內授出	Exercised during the year 於年內行使	Outstanding as at 31 December 2020 於二零二零年十二月三十一日尚未行使
KLHL Directors and employees	建滔積層板董事及僱員	39,000,000	–	(39,000,000)	–
Total	總計	39,000,000	–	(39,000,000)	–

Save as disclosed, no share option was exercised during the year under review. There was no share option granted, cancelled or had lapsed under the Company's or its subsidiaries share option schemes during the year under review.

除上文披露者外，於回顧年度內概無購股權獲行使。本公司及其附屬公司之購股權計劃項下於回顧年度內並無授出、註銷購股權或購股權失效。

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

購買股份或債券之安排

Other than the options as disclosed above, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

除上文披露購股權外，本公司或其任何附屬公司於年內任何時間概無參與訂立任何安排，致使董事可藉購入本公司或任何其他法人團體之股份或債券而獲益。

TRANSACTIONS, ARRANGEMENT OR CONTRACTS OF SIGNIFICANCE

重大交易、安排或合約

Save as disclosed in the paragraph headed "Connected Transactions" in this report and in Note 44 to the consolidated financial statements, (a) there is no transaction, arrangement or contract of significant subsisting during or at the end of 31 December 2020 in which a Director or a an entity connected with a Director is or was materially interested, either directly or indirectly; (b) there is no contract of significance between the Company or any of its subsidiaries, and the controlling shareholder of the Company or any of its subsidiaries; (c) there is no contract of significance for the provision of services to the Company or any of its subsidiaries by the controlling shareholder of the Company or any of its subsidiaries.

除本報告「關連交易」一段及綜合財務報表附註44所披露者外，(a)概無於截至二零二零年十二月三十一日止年度內或年末仍然生效而董事或與董事有關連之實體直接或間接擁有重大權益之重大交易、安排或合約；(b)本公司或其任何附屬公司概無與本公司或其任何附屬公司之控股股東訂立重大合約；(c)本公司或其任何附屬公司之控股股東概無訂立重大合約，以向本公司或其任何附屬公司提供服務。

SUBSTANTIAL SHAREHOLDERS

At 31 December 2020, the register of substantial Shareholders maintained by the Company pursuant to Section 336 of the SFO shows that, other than the interests disclosed above in respect of certain Directors, the following Shareholders had notified the Company of relevant interests or short positions in the issued share capital of the Company.

主要股東

根據本公司按證券及期貨條例第336條須存置之主要股東名冊所記錄，於二零二零年十二月三十一日，下列股東(上文所披露若干董事之權益除外)已知會本公司彼等於本公司已發行股本中擁有之相關權益或短倉。

Name of shareholder 股東名稱	Capacity 權益性質	Number of issued Shares held 所持已發行股份數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本之概約百分比
Hallgain Management Limited ("Hallgain") (Note)（附註）	Beneficial owner 實益擁有人	438,943,500 (L)	39.69%
FMR LLC	Investment manager 投資經理	110,740,321 (L)	10.01%
Fidelity Purition Trust	Investment Manager 投資經理	88,588,921 (L)	8.01%

(L) The letter "L" denotes a long position.

Note: As at 31 December 2020: (i) no shareholder of Hallgain was entitled to exercise, or control the exercise of, directly or indirectly, one-third or more of the voting power at general meetings of Hallgain, and Hallgain and its directors were not accustomed to act in accordance with any shareholder's direction; and (ii) Mr. Cheung Kwok Wing, being a Director, was also a director of Hallgain.

(L) 「L」字代表長倉。

附註： 於二零二零年十二月三十一日：(i)概無Hallgain股東有權於Hallgain股東大會行使或直接或間接控制行使三分一或以上之表決權，而Hallgain及其董事並不慣常根據任何股東指示行事；及(ii)董事張國榮先生亦為Hallgain之董事。

Other than as disclosed above, the Company had not been notified of any other relevant interests or short positions in the issued share capital of the Company as at 31 December 2020 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 were recorded in the register required to be kept by the Company under Section 336 of the SFO.

除上述披露者外，本公司概無獲知會於二零二零年十二月三十一日之本公司已發行股本中根據證券及期貨條例第XV部第2及3分部之規定須向本公司披露之任何其他相關權益或短倉，或根據證券及期貨條例第336條規定本公司須保存之登記冊中記錄之任何其他相關權益或短倉。

CORPORATE GOVERNANCE

In the opinion of the Directors, the Company has adopted the principles of good corporate governance and complied with the applicable code provisions as set out in the Corporate Governance Code (the "CG Code") contained in Appendix 14 to the Listing Rules throughout the year ended 31 December 2020, save for the deviation that independent non-executive Directors are not appointed for specific terms pursuant to paragraph A.4.1 of the CG Code.

For further information on the Group's corporate governance practices during the year, please refer to the Corporate Governance Report in this annual report.

企業管治

董事認為，除獨立非執行董事並非根據企業管治守則(「企業管治守則」)條文第A.4.1段按特定任期委任之偏離情況之外，本公司截至二零二零年十二月三十一日止年度內已採取良好企業管治原則及遵守上市規則附錄14項下之企業管治守則所載列之適用守則條文。

有關本集團年內的企業管治常規的更多詳情，請參閱本年報內之企業管治報告。

CONNECTED TRANSACTIONS

On 3 January 2020, Golden Concept Development Limited, a non-wholly owned subsidiary of the Company entered into a preliminary sale and purchase agreement (the "Sale and Purchase Agreement") with Mr. Zhang Guanghui, for the sale of an apartment under the Cavaridge Project. The transaction constituted as a non-exempt connected transactions (which are also related party transactions) within the meaning of Chapter 14A of the Listing Rules.

The following table sets out the information of the property to be sold under the Sale and Purchase Agreement:

關連交易

於二零二零年一月三日，本公司非全資附屬公司創金發展有限公司與張廣輝先生就銷售駿嶺薈項目下一間公寓訂立一項初步買賣協議(「買賣協議」)。該交易構成上市規則第14A章所指的不獲豁免關連交易(同時為關聯方交易)：

下表載列根據買賣協議將出售之物業的資料：

Name 姓名	Major connected relationship with the Company 與本公司之主要關連關係	Saleable size 可銷售面積 (sq.ft.) (平方呎)	Consideration 代價 (HK$) (港元)
Mr. Zhang Guanghui 張廣輝先生	Brother of Mr. Cheung Kwong Kwan, an executive Director 執行董事張廣軍先生的弟弟	2,233	44,716,000 (Note) (附註)

Note: The sale of the apartment under The Cavaridge Project includes also residential car parking space.

附註： 駿嶺薈項目下之公寓銷售同時包括住宅停車位。

In 2020, the Group had the following non-exempt continuing connected transactions (which are also related party transactions) within the meaning of Chapter 14A of the Listing Rules:

二零二零年，本集團有以下上市規則第14A章所界定的不獲豁免持續關連交易(亦屬於關聯方交易)：

CONNECTED TRANSACTIONS (continued)

(a) **KHL/Hallgain Purchase Framework Agreement**

On 25 October 2019, the Company and Hallgain (controlling shareholder of the Company) entered into a purchase framework agreement (the "KHL/Hallgain Purchase Framework Agreement") pursuant to which the Group agreed to purchase certain materials for the production of PCBs such as copper balls and drill bits from Hallgain and its subsidiaries (the "Hallgain Group") from 1 January 2020 to 31 December 2022. Under the KHL/Hallgain Purchase Framework Agreement, the amount of materials to be purchased is not fixed but is to be determined and agreed between the parties from time to time. The actual quantity, specification and price (with reference to the prevailing market price) of the materials under the KHL/Hallgain Purchase Framework Agreement will be subject to the individual orders placed by the Group with the Hallgain Group.

The transactions contemplated under the KHL/Hallgain Purchase Framework Agreement constituted continuing connected transactions for the Company pursuant to Chapter 14A of the Listing Rules on the basis that Hallgain is a substantial Shareholder and hence a connected person of the Company under the Listing Rules.

The annual cap and the actual transaction amount of the transactions contemplated under the KHL/Hallgain Purchase Framework Agreement for the year ended 31 December 2020 are set out in the table below. Details of the KHL/Hallgain Purchase Framework Agreement were disclosed in the Company's joint announcement dated 25 October 2019.

關連交易(續)

(a) **建滔集團／Hallgain購買框架協議**

於二零一九年十月二十五日，本公司與Hallgain(本公司之控股股東)訂立購買框架協議(「建滔集團／Hallgain購買框架協議」)，據此，本集團同意於二零二零年一月一日至二零二二年十二月三十一日向Hallgain及其附屬公司(「Hallgain集團」)購買銅球及鑽咀等生產印刷線路板的若干材料。根據建滔集團／Hallgain購買框架協議，將購買之材料數量並非固定，而是由訂約方不時釐定及同意。建滔集團／Hallgain購買框架協議項下之材料實際數量、規格及價格(參考現行市價)將視乎本集團向Hallgain集團作出之個別訂單而定。

由於Hallgain為主要股東，根據上市規則為本公司之關連人士，故根據上市規則第14A章，建滔集團／Hallgain購買框架協議項下之交易構成本公司之持續關連交易。

建滔集團／Hallgain購買框架協議項下之交易截至二零二零年十二月三十一日止年度之年度上限及實際交易額載於下表。建滔集團／Hallgain購買框架協議之詳情已於本公司日期為二零一九年十月二十五日之聯合公告中披露。

CONNECTED TRANSACTIONS (continued)

(b) KLHL/Hallgain Supply Framework Agreement

On 25 October 2019, KLHL and Hallgain entered into a supply framework agreement (the "KLHL/Hallgain Supply Framework Agreement") pursuant to which the KLHL Group agreed to supply copper and laminates to the Hallgain Group from 1 January 2020 to 31 December 2022. Under the KLHL/Hallgain Supply Framework Agreement the amount to be supplied is not fixed but is to be determined and agreed between the parties from time to time. The actual quantity, specification and price (with reference to the prevailing market price) of the products under the KLHL/Hallgain Supply Framework Agreement will be subject to the individual orders placed by the Hallgain Group with the KLHL Group.

The transactions contemplated under the KLHL/Hallgain Supply Framework Agreement constituted continuing connected transactions for the Company pursuant to Chapter 14A of the Listing Rules on the basis that Hallgain is a substantial Shareholder and hence a connected person of the Company under the Listing Rules, and KLHL is a subsidiary of the Company.

The annual cap and the actual transaction amount of the transactions contemplated under the KLHL/Hallgain Supply Framework Agreement for the year ended 31 December 2020 are set out in the table below. Details of the KLHL/Hallgain Supply Framework Agreement were disclosed in the Company's joint announcement dated 25 October 2019, and KLHL's circular dated 21 November 2019.

關連交易(續)

(b) 建滔積層板／Hallgain供應框架協議

於二零一九年十月二十五日，建滔積層板與Hallgain訂立供應框架協議(「建滔積層板／Hallgain供應框架協議」)，據此，建滔積層板集團同意於二零二零年一月一日至二零二二年十二月三十一日向Hallgain集團供應銅及覆銅面板。根據建滔積層板／Hallgain供應框架協議，將供應之數量並非固定，而是由訂約方不時釐定及同意。建滔積層板／Hallgain供應框架協議項下之產品實際數量、規格及價格(參考現行市價)將視乎Hallgain集團向建滔積層板集團作出之個別訂單而定。

由於Hallgain為主要股東，根據上市規則為本公司之關連人士，而建滔積層板則為本公司之附屬公司，故根據上市規則第14A章，建滔積層板／Hallgain供應框架協議項下之交易構成本公司之持續關連交易。

建滔積層板／Hallgain供應框架協議項下之交易截至二零二零年十二月三十一日止年度之年度上限及實際交易額載於下表。建滔積層板／Hallgain供應框架協議之詳情已於本公司日期為二零一九年十月二十五日之聯合公告中，以及建滔積層板於二零一九年十一月二十一日之通函中披露。

CONNECTED TRANSACTIONS (continued)

(c) KLHL/Hallgain Purchase Framework Agreement

On 25 October 2019, KLHL and Hallgain entered into a purchase framework agreement (the "KLHL/Hallgain Purchase Framework Agreement") pursuant to which the KLHL Group agreed to purchase materials for production of laminates such as drill bits and machineries from the Hallgain Group from 1 January 2020 to 31 December 2022. Under the KLHL/Hallgain Purchase Framework Agreement, the amount to be purchased is not fixed but is to be determined and agreed between the parties from time to time. The actual quantity, specification and price (with reference to the prevailing market price) of materials under the KLHL/Hallgain Purchase Framework Agreement will be subject to the individual orders placed by the KLHL Group with the Hallgain Group.

The transactions contemplated under the KLHL/Hallgain Purchase Framework Agreement constituted continuing connected transactions for the Company pursuant to Chapter 14A of the Listing Rules on the basis that Hallgain is a substantial Shareholder and hence a connected person of the Company under the Listing Rules, and KLHL is a subsidiary of the Company.

The annual cap and the actual transaction amount of the transactions contemplated under the KLHL/Hallgain Purchase Framework Agreement for the year ended 31 December 2020 are set out in the table below. Details of the KLHL/Hallgain Purchase Framework Agreement were disclosed in the Company's joint announcement dated 25 October 2019 and KLHL's circular dated 21 November 2019.

關連交易（續）

(c) 建滔積層板╱Hallgain購買框架協議

於二零一九年十月二十五日，建滔積層板與Hallgain訂立購買框架協議（「建滔積層板╱Hallgain購買框架協議」），據此，建滔積層板集團同意於二零二零年一月一日至二零二二年十二月三十一日向Hallgain集團購買鑽咀及機器等生產覆銅面板的材料。根據建滔積層板╱Hallgain購買框架協議，將購買之數量並非固定，而是由訂約方不時釐定及同意。建滔積層板╱Hallgain購買框架協議項下之材料實際數量、規格及價格（參考現行市價）將視乎建滔積層板集團向Hallgain集團作出之個別訂單而定。

由於Hallgain為主要股東，根據上市規則為本公司之關連人士，而建滔積層板則為本公司之附屬公司，故根據上市規則第14A章，建滔積層板╱Hallgain購買框架協議項下之交易構成本公司之持續關連交易。

建滔積層板╱Hallgain購買框架協議項下之交易截至二零二零年十二月三十一日止年度之年度上限及實際交易額載於下表。建滔積層板╱Hallgain購買框架協議之詳情已於本公司日期為二零一九年十月二十五日之聯合公告及建滔積層板於二零一九年十一月二十一日之通函中披露。

CONNECTED TRANSACTIONS (continued)

關連交易（續）

The annual caps and actual transaction amounts of the continuing connected transactions disclosed above for the year ended 31 December 2020 are set out in the table below.

下表載列上文所披露之截至二零二零年十二月三十一日止年度的持續關連交易之年度上限及實際交易金額。

		Amounts 金額 HK$'000 千港元	Annual caps 年度上限 HK$'000 千港元
(i) Purchase of copper balls and drill bits from the Hallgain Group by the Group under the KHL/Hallgain Purchase Framework Agreement	(i) 本集團根據建滔集團／Hallgain購買框架協議向Hallgain集團購買銅球及鑽咀	601,436	610,000
(ii) Sales of coppers and laminates to the Hallgain Group by the KLHL Group under the KLHL/Hallgain Supply Framework Agreement	(ii) 建滔積層板集團根據建滔積層板／Hallgain供應框架協議向Hallgain集團出售銅及覆銅面板	315,451	568,000
(iii) Purchase of drill bits and machineries from the Hallgain Group by the KLHL Group under the KLHL/Hallgain Purchase Framework Agreement	(iii) 建滔積層板集團根據建滔積層板／Hallgain購買框架協議向Hallgain集團購買鑽咀及機器	213,809	345,000

The amounts of the above transactions did not exceed the corresponding annual caps for the financial year ended 31 December 2020 as announced by the Group.

上述交易的金額並不超過本集團所公佈截至二零二零年十二月三十一日止財政年度之相關年度上限。

The independent non-executive Directors had reviewed the above continuing connected transactions and confirmed that the transactions have been entered into in the ordinary and usual course of business of the Group, on normal commercial terms, according to agreement governing them and that the terms thereof and the relevant annual caps thereto are fair and reasonable and in the interests of the Company and the Shareholder as a whole.

獨立非執行董事已審閱上述持續關連交易，彼等確認該等交易根據規管該等交易之協議乃於本集團的日常及一般業務過程中按正常商業條款訂立，且該等條款及相關年度上限為公平合理及符合本公司及股東的整體利益。

CONNECTED TRANSACTIONS (continued)

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing the auditor's findings and conclusions in respect of the continuing connected transactions for the year ended 31 December 2020 disclosed by the Group from pages 36 to 40 of this annual report in accordance with Listing Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange. The auditors has confirmed that nothing has come to its attention that causes it to believe that the continuing connected transactions entered into by the Group for the year ended 31 December 2020:

(a) have not been approved by the board;

(b) were not, in all material respects, in accordance with the pricing policies of the Group;

(c) were not entered into, in all material respects, in accordance with the relevant agreements governing the transactions; and

(d) have exceeded the cap.

The Directors confirm that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in respect of transactions during the year ended 31 December 2020.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

The Group does not have any plans for material investments and capital assets as at the date of this report.

關連交易（續）

本公司核數師獲委聘遵照香港會計師公會頒佈的香港鑒證業務準則第3000號「非審核或審閱過往財務資料的鑒證工作」，並參照實務説明第740號「關於香港上市規則所述持續關連交易的核數師函件」，對本集團的持續關連交易作出報告。核數師已根據上市規則第14A.56條發出載有其有關截至二零二零年十二月三十一日止年度的持續關連交易之結果及結論的無保留意見函件，並由本集團於本年報第36至40頁中披露。本公司已將核數師函件副本呈交聯交所。核數師已確認並無注意到任何情況致使其認為本集團於截至二零二零年十二月三十一日止年度訂立的持續關連交易：

(a) 未經董事會批准；

(b) 於所有重大方面並不符合本集團定價政策；

(c) 於所有重大方面並未根據監管該等交易的相關協議訂立；及

(d) 已超出上限。

董事確認於截至二零二零年十二月三十一日止年度，本公司已就該等交易遵守上市規則第14A章的披露規定。

重大投資及資本資產之未來計劃

截至本報告日期，本集團並無重大投資及資本資產之計劃。

EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merits, qualifications and competence.

The emoluments of the Directors are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme as an incentive to Directors and eligible employees. Details of the scheme are set out in Note 32 to the consolidated financial statements.

The remuneration paid to a senior management (excluding the directors) during the year ended 31 December 2020 was within the following band:

薪酬政策

薪酬委員會根據本集團僱員之表現、資歷及工作能力制定員工之薪酬政策。

薪酬委員會經參考本公司經營業績、個別董事之表現及可比較之市場統計數據後決定董事之薪酬。

本公司已採納購股權計劃，作為對董事及合資格僱員之獎勵。計劃詳情載於綜合財務報表附註32。

截至二零二零年十二月三十一日止年度，支付予高級管理層（不包括董事）之薪酬介乎以下範圍：

Bands 範圍		Number of senior management 高級管理層人數
HK$2,000,001 or above	2,000,001港元或以上	1

MATERIAL ACQUISITIONS AND DISPOSALS

Save as disclosed in this report, the Group did not have any other material acquisitions and disposal of subsidiaries, associated companies or joint ventures for the year ended 31 December 2020.

重大收購及出售事項

除本年報所披露者外，截至二零二零年十二月三十一日止年度，本集團並無任何其他重大收購及出售的附屬公司、聯營公司或合營公司之事項。

PRE-EMPTIVE RIGHTS

There are no provision for pre-emptive rights under the Company's articles of association although there are no restrictions against such rights under company laws in the Cayman Islands.

優先權

儘管開曼群島公司法律並無對優先權作出任何限制，本公司組織章程細則並無關於優先權之規定。

SUFFICIENCY OF PUBLIC FLOAT

Based on information publicly available to the Company and to the knowledge of the Directors, as at the date of this annual report, there was a sufficient public float of the Company's issued shares as required under the Listing Rules.

充足公眾持股量

根據本公司透過公開渠道可得的資料並據董事所知，於本年報日期，本公司的已發行股份已如上市規則規定具有足夠的公眾持股量。

PERMITTED INDEMNITY PROVISION

According to the articles of association of the Company, every Director, agent, auditor, secretary or other officer for the time being and from time to time of the Company (and the personal representatives of those persons, as the case may be) shall be indemnified and secured harmless out of the assets and funds of the Company against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by him in or about the conduct of the Company's business or affairs or in the execution or discharge of his duties, powers, authorities or discretions, including, without prejudice to the generality of the foregoing, any costs, expenses, losses or liabilities incurred by him in defending (whether successfully or otherwise) any civil proceedings concerning the Company or its affairs in any court whether in the Cayman Islands or elsewhere.

Appropriate insurance covering for the Directors' and senior management's liabilities arising out of activities of the Group has been arranged by the Company.

獲准許的彌償條文

根據本公司組織章程細則，本公司當時及不時之各董事、代理、核數師、秘書或其他高級人員(及該等人士之遺產管理人，視情況而定)就各於或有關執行本公司業務或事務或於執行或履行其職務、權力、授權或酌情權時所產生或承受之所有行動、訴訟、成本、支出、開支、損失、傷害或負債，包括但無損上文所述各項，任何彼就本公司或其事務不論於開曼群島或其他地點之法院民事抗辯(不論成功與否)而產生之成本、開支、損失或負債，均可從本公司之資產及資金中獲得彌償並確保免就此遭受任何損害。

本公司已安排合適的保險保障董事及高級管理層因本集團活動引起的責任。

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the aggregate sales or purchases attributable to the Group's five largest customers combined or suppliers combined were less than 30% of the Group's sales or purchases respectively.

主要客戶及供應商

年內，本集團五名最大客戶合計或供應商合計之銷售額或購貨額分別少於本集團之銷售額或購貨額之30%。

EQUITY-LINKED AGREEMENTS

Save for the share option scheme of the Company, no equity-linked agreement was entered into by the Group, or existed during the year under review.

股權掛鈎協議

回顧年度內，除本公司之優先購股權外，本集團並無訂立股權掛鈎協議，或並無相關協議存續。

AUDITOR

A resolution will be submitted to the annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

核數師

將於股東週年大會上提呈一項決議案，以續聘德勤 • 關黃陳方會計師行為本公司核數師。

On behalf of the Board
Cheung Kwok Wing
CHAIRMAN

22 March 2021

承董事會命
張國榮
主席

二零二一年三月二十二日

CORPORATE GOVERNANCE REPORT
企業管治報告

The Board recognises the importance of corporate governance practice of a listed company. It is in the interest of the stakeholders and shareholders for a listed company to operate in a transparent manner with the adoptions of various self-regulatory policies, procedures and monitoring mechanisms and a clear definition of accountability of directors and management.

The Company complied with the code provisions as set out in the CG Code throughout the year ended 31 December 2020, save for the deviation from paragraph A.4.1 of the CG Code since the independent non-executive Directors are not appointed for a specific term. Notwithstanding the aforesaid deviation, all the Directors (including the independent non-executive Directors) are subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Company's articles of association. As such, the Company considers that steps have been taken with a view to ensure that the Company's corporate governance practices are in line with the principles of the CG Code.

In addition to applying the principles in the CG Code, which is mandatory in nature, the Board also observes certain recommended best practices ("Recommended Best Practices") contained in Appendix 14 to the Listing Rules and has adopted certain Recommended Best Practices which are suitable to the Company's current situation. The Board will continuously enhance the corporate governance standard of the Company by reference to the Recommended Best Practices whenever suitable and appropriate.

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code"). Having made specific enquiry of all Directors, each Director has confirmed that he or she has complied with the required standard set out in the Model Code and the code of conduct regarding Director's securities transactions adopted by the Company throughout the year ended 31 December 2020.

董事會明瞭上市公司企業管治常規之重要性。上市公司之營運具透明度，採納各種自行規管政策與程序以及監控機制，並清楚界定董事與管理層權責，乃符合權益持有人及股東之利益。

除獨立非執行董事並非根據企業管治守則條文第A.4.1段按特定任期委任之偏離情況之外，本公司於截至二零二零年十二月三十一日止年度內已一直遵守企業管治守則所載列之守則條文。儘管有上述偏離情況，所有董事(包括獨立非執行董事)均遵照本公司組織章程細則於本公司股東週年大會上輪值退任，並可於會上重選連任。因此，本公司認為已採取措施，以確保本公司的企業管治常規符合企業管治守則的原則。

除屬強制性質之企業管治守則外，董事會亦參考上市規則附錄14所載之若干建議最佳常規(「建議最佳常規」)，並採納適合本公司現行情況之若干建議最佳常規。董事會將於合適及適當情況下參考建議最佳常規，持續提升本公司之企業管治水平。

就董事進行證券交易方面，本公司已採納條款不寬鬆於上市規則附錄10所載之上市發行人董事進行證券交易之標準守則(「標準守則」)規定標準之操守守則。經對所有董事作出特定查詢後，各董事確認，截至二零二零年十二月三十一日止年度，彼等一直遵守標準守則所載規定標準及本公司所採納有關董事進行證券交易之操守守則。

A. DIRECTORS

The Board

The Board is responsible for the leadership and control of the Group and is entrusted with the responsibility to supervise the management of the business and the affairs of the Group. The Group has adopted internal guidelines in setting forth matters that require the Board's approval. Apart from its statutory responsibilities, the Board approves the Group's strategic plan, annual budget, key operational initiatives, major investments and funding decisions. It also reviews the Group's financial performance, identifies principal risks of the Group's business and ensures implementation of appropriate systems to manage these risks. Daily business operations and administrative functions of the Group are delegated to the management.

The Board meets regularly and as warranted by particular circumstances. Notices and agendas are prepared by the Company Secretary as delegated by the Chairman of the Board and distributed to the Board members within reasonable time before the meetings. Relevant meeting papers are also sent to Directors well before the meetings, informing them of the background and giving explanation on matters to be brought before the Board. All Directors are given the opportunity to include matters in the agendas for Board meetings. To ensure the Directors make decisions objectively and in the interests of the Company, the Company's articles of association provide that any Director shall abstain from voting on any resolutions in which he or his associates is/are materially interested nor be counted in the quorum of the meeting. Draft and final versions of the minutes of Board meetings are sent to all Directors for their comment and records respectively within a reasonable time after the Board meetings and are kept by the Company Secretary.

A. 董事

董事會

董事會負責領導及管理本集團，同時亦授責監督本集團之業務及事務管理事宜。本集團已採納內部指引訂明需經董事會批准之事項。除法定責任外，董事會亦負責批准本集團之策略計劃、年度預算、主要營運措施、重大投資及集資決定。董事會同時審閱本集團財務表現、識別本集團業務之主要風險及確保實施適當措施以管理有關風險。本集團日常業務運作及行政職能之職責已委派予管理層負責。

董事會定期及於特定情況所需時舉行會議。召開董事會會議之通告及議程由董事會主席委派公司秘書負責編製並於會議前合理時間內派發予董事會成員。相關會議文件亦會於會議前的充份時間送交董事，以通知彼等將提呈董事會之事項之背景資料並提供説明。各董事可於董事會會議議程上加入討論事項。為確保董事作出客觀及符合本公司利益之決定，本公司之組織章程細則規定，倘董事會會議上任何決議案涉及董事或其聯繫人士的重大權益，有關董事必須放棄投票，且不得計入會議法定人數。董事會會議記錄初稿及最終定稿將於董事會會議後合理時間內發送予全體董事，分別作表達意見及記錄之用，並由公司秘書存檔。

A. DIRECTORS (continued)

The Board (continued)

During the year under review, the Board had held four meetings and the Company held an annual general meeting. The Directors' attendance at Board meetings, Board committees' meetings and the general meeting was as follows:

A. 董事(續)

董事會(續)

於回顧年度內，董事會舉行了四次會議及本公司舉行了一次股東週年大會。董事於董事會會議、董事委員會會議及股東大會之出席記錄如下：

		Board Meeting 董事會會議	Audit Committee Meeting 審核委員會會議	Nomination Committee Meeting 提名委員會會議	Remuneration Committee Meeting 薪酬委員會會議	General Meeting 股東大會 (Note)(附註)
Number of Meeting	**會議數目**	4	3	2	2	1
Executive Directors	**執行董事**					
Cheung Kwok Wing *(Chairman)*	張國榮*(主席)*	4	–	–	–	–
Chang Wing Yiu *(Managing Director)*	鄭永耀*(董事總經理)*	4	–	–	–	–
Cheung Kwong Kwan	張廣軍	4	–	–	–	–
Ho Yin Sang	何燕生	4	–	–	–	–
Cheung Wai Lin, Stephanie	張偉連	4	–	–	–	–
Cheung Ka Shing	張家成	4	–	–	–	1
Chen Maosheng	陳茂盛	4	–	–	–	–
Independent non-executive Directors	**獨立非執行董事**					
Cheung Ming Man	張明敏	4	3	2	2	–
Chong Kin Ki	莊堅琪	4	3	2	2	–
Leung Tai Chiu (resigned on 31 October 2020)	梁體超(於二零二零年十月三十一日辭任)	3	2	2	2	1
Chan Wing Kee	陳永棋	4	–	–	–	–
Stanley Chung Wai Cheong (appointed on 31 October 2020)	鍾偉昌(於二零二零年十月三十一日獲委任)	1	1	–	–	–

Note:

General meeting refers to the Company's annual general meeting held on 25 May 2020.

附註：

股東大會指本公司於二零二零年五月二十五日舉行的股東週年大會。

A. DIRECTORS (continued)

The Board (continued)

The Directors have observed the importance of directing and supervising the Company's affairs at a more regular interval. After consulting all Directors, Board meetings have been preliminarily scheduled to be held at quarterly interval and no less than four times in the coming year.

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

During the year under review, the Board met once to review 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.

Division and responsibilities

During the year under review, the Board was headed by the Chairman whose role differs from that of the Managing Director of the Company. The roles of the Chairman and Managing Director were segregated and are not exercised by the same individual.

The duties of the Chairman include (but not limited to) the following:

- scheduling meetings that enable the Board to perform its duties and responsibilities and to ensure all key and appropriate issues are discussed by the Board in a timely manner without interfering the Company's operations;
- preparing meeting agenda after consultation with the Managing Director;
- exercising control over quality, quantity and timeliness of the flow of information between Management and the Board and to ensure decisions are made on a fully informed basis by the Directors; and
- assisting in ensuring compliance with the Listing Rules and the Company's guidelines on corporate governance.

The Managing Director was mainly responsible for the overall strategic planning and day-to-day management of the Group.

A. 董事(續)

董事會(續)

董事明瞭更頻密地定期領導及監管本公司事務之重要性。經徵詢全體董事後，董事會初步計劃來年董事會會議將每季度舉行，全年舉行不少於四次會議。

董事會負責履行企業管治守則第D.3.1條所載職能。

於回顧年度，董事會舉行一次會議以審閱本公司企業管治政策及常規、董事及高級管理層培訓及持續專業發展、本公司遵守法律及監管規定的政策及常規、遵守標準守則的情況及本公司遵守企業管治守則及本企業管治報告披露的情況。

分工及職責

於回顧年度，董事會由主席領導，其職務有別於本公司董事總經理。主席及董事總經理各有獨立職務，且非由同一名人士擔任。

主席職責包括但不限於以下各項：

- 安排會議以便董事會履行職務及責任，並確保董事會及時討論所有重要及適當事宜，而不會妨礙本公司之營運；
- 經與董事總經理磋商後編製會議議程；
- 控制管理層與董事會之間資訊流通的質量、數量和及時性，確保董事於完全知情情況下作出決定；及
- 協助確保遵從上市規則及本公司之企業管治指引。

董事總經理主要負責整體策略規劃及本集團日常管理工作。

A. DIRECTORS (continued)

Board composition

The Board currently comprises eleven members, seven of whom are executive Directors and four of whom are independent non-executive Directors who are expressly identified in all corporate communications that disclose the names of the Directors. One of the independent non-executive Directors possesses appropriate professional qualifications (or accounting or related financial management expertise) as required by the Listing Rules. The composition of the Board as of the report date is as follows:

Executive Directors
Cheung Kwok Wing *(Chairman)*
Chang Wing Yiu *(Managing Director)*
Cheung Kwong Kwan
Ho Yin Sang
Cheung Wai Lin, Stephanie
Cheung Ka Shing
Chen Maosheng

Independent non-executive Directors
Cheung Ming Man
Chong Kin Ki
Leung Tai Chiu (resigned on 31 October 2020)
Chan Wing Kee
Stanley Chung Wai Cheong (appointed on 31 October 2020)

Ms. Cheung Wai Lin, Stephanie is the sister of Mr. Cheung Kwok Wing. Mr. Cheung Kwong Kwan is a cousin of Mr. Cheung Kwok Wing and Ms. Cheung Wai Lin, Stephanie. Mr. Chang Wing Yiu and Mr. Ho Yin Sang are brothers-in-law of Mr. Cheung Kwok Wing and Ms. Cheung Wai Lin, Stephanie. Mr. Cheung Ka Shing is the son of Mr. Cheung Kwok Wing, the nephew of Ms. Cheung Wai Lin, Stephanie and Mr. Cheung Kwong Kwan and the nephew-in-law of Mr. Chang Wing Yiu and Mr. Ho Yin Sang.

During the year under review, the independent non-executive Directors were not appointed for specific terms but are subject to retirement by rotation and are eligible for re-election. The Board considers that although such arrangement deviates from paragraph A.4.1 of the CG Code, sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the CG Code.

A. 董事（續）

董事會成員

董事會現由十一名成員組成，其中七名為執行董事及四名為獨立非執行董事，彼等之身分均於所有載有董事姓名的公司通訊中明確説明。其中一名獨立非執行董事具備上市規則規定之適當專業資格（或會計或相關財務管理專業知識）。於本報告日期，董事會由下列成員組成：

執行董事
張國榮*（主席）*
鄭永耀*（董事總經理）*
張廣軍
何燕生
張偉連
張家成
陳茂盛

獨立非執行董事
張明敏
莊堅琪
梁體超（於二零二零年十月三十一日辭任）
陳永棋
鍾偉昌（於二零二零年十月三十一日獲委任）

張偉連女士為張國榮先生之胞妹。張廣軍先生為張國榮先生及張偉連女士之堂兄弟。鄭永耀先生及何燕生先生為張國榮先生及張偉連女士之妹夫／姐夫。張家成先生為張國榮先生之子、張偉連女士之侄兒、張廣軍先生之堂侄及鄭永耀先生與何燕生先生之侄兒。

於回顧年度，獨立非執行董事之委任並無指定任期，惟須輪席退任並符合資格膺選連任。董事會認為雖然上述安排與企業管治守則條文第A.4.1段有所偏離，但本公司已採取足夠措施以確保本公司企業管治常規不比企業管治守則寬鬆。

A. DIRECTORS (continued)

Board composition (continued)

The Company has received from each of the independent non-executive Directors an annual confirmation of his independence as required under Rule 3.13 of the Listing Rules. The Board also considers that the independent non-executive Directors remain independent.

The Board comprises Directors who collectively provide core competencies, sales and marketing experience and technical knowledge in laminates, printed circuit boards, property developments and chemical products, administration and management experience in the PRC factories, financial and accounting skills. The Company believes that the current Board with a balance of skills and experience is appropriate for effective decision making, taking into account the nature and scope of the operations of the Company.

Appointment, re-election and removal

The Company's articles of association set out a formal, considered and transparent procedure for the appointment of new Directors to the Board. Any Director appointed by the Board either to fill a casual vacancy or as addition to the Board, shall retire and be eligible for re-appointment at the next following general meeting (in the case of filling a casual vacancy) or annual general meeting (in the case of an additions to the Board) after appointment. The appointment of Directors are not fixed for a specified term, but at every annual general meeting one-third of the directors, including the Chairman, shall be subject to retirement by rotation and re-appointment by Shareholders. The Directors appointed by the Board who are subject to retirement and re-appointment as mentioned above shall be taken into account in calculating the total number of Directors for the time being but shall not be taken into account in calculating the number of Directors who are to retire by rotation. All Directors eligible for re-appointment shall have their biographical details made available to the Shareholders to enable them to make an informed decision on their re-appointment. Any appointment, resignation, removal or re-designation of Director shall be timely disclosed to the Shareholders by announcement and the reasons given by the Director for his resignation shall be included in the announcement.

Responsibilities of Directors

The Company and the Board require each Director to keep abreast of his responsibilities as a director of the Company and of the conduct, business activities and development of the Company. Every Director is required to devote sufficient time and involvement in the affairs of the Board and the material matters of the Company and to serve the Board with such degree of care and due diligence given his own expertise, qualification and professionalism.

A. 董事(續)

董事會成員(續)

本公司已按上市規則第3.13條的規定，取得各獨立非執行董事之年度獨立性確認書。董事同時認為，獨立非執行董事仍屬獨立人士。

董事會由多名董事組成，共同提供有關覆銅面板、印刷線路板、房地產發展及化工產品之核心競爭力、銷售及市場推廣經驗及技術知識、中國工廠之行政及管理經驗、財務及會計技巧。本公司相信，目前董事會擁有不同資歷及經驗，考慮到本公司之業務性質及規模，董事會成員人數對其決策效率而言實屬合適。

委任、重選及罷免

本公司之組織章程細則訂明一套正式、考慮周詳及具透明度之委任新董事程序。董事會委任之任何董事(不論為填補臨時空缺或屬董事會新增成員)均須於獲委任後首個股東大會(在填補臨時空缺之情況下)或於獲委任後首個股東週年大會(屬董事會新增成員之情況下)退任並合資格膺選連任。董事之委任並無固定任期，惟於每屆股東週年大會上，三分一之董事(包括主席)均須輪席退任及由股東重新委任。於計算當時董事總數時，將會計入按上文所述由董事會委任而須輪席退任及獲重新委任之董事，惟於計算將輪席退任董事人數時則不予計算。所有符合資格獲重新委任之董事均須向股東披露個人履歷，以便股東於重新委任時作出知情決定。任何董事委任、辭任、罷免或調任事宜均須以公佈形式及時向股東披露，並須在公佈中註明該董事辭任之理由。

董事責任

本公司及董事會要求每名董事清楚彼作為本公司董事之職責，以及了解本公司之經營方式、業務活動及發展。每名董事均須投入足夠時間及精神處理董事會事務及本公司重要事宜，並按照各自之專門知識、資歷及專業技能，以謹慎盡責之態度為董事會服務。

A. DIRECTORS (continued)

Responsibilities of Directors (continued)

Every newly appointed Director shall receive a comprehensive, formal and tailored induction on the first occasion of his appointment. All Directors shall be updated and briefed on continuing professional development as is necessary to ensure that they have a proper understanding of the operations and the business of the Company and that they are fully aware of their responsibilities under the applicable laws and regulations. The Board has a procedure for Directors, either individually or as a group, in the furtherance of their duties, to take independent professional advice, if necessary, at the Company's expenses to enable and facilitate the Directors to make well considered decisions. Appropriate insurance coverage for Directors' and officers' liability has been arranged against possibility of legal action to be taken against the Directors and the management.

According to A.6.5 of the CG Code, Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant.

During the year under review, the Directors also participated in the following trainings:

A. 董事(續)

董事責任(續)

每名新委任董事於首次獲委任時均會獲得一份全面兼特為其而設的正式就任須知。全體董事於有需要時將參與持續專業發展計劃，以確保彼等清楚了解本公司之營運及業務，且充分明瞭彼等於適用法律及規定下之責任。董事會設立既定程序，董事於履行職務時，在有需要的情況下可個別或共同徵詢獨立專業顧問意見，以作出充份考慮的決定，有關費用由本公司承擔。本公司已就董事及管理人員可能面對之法律行動而為董事及管理人員安排適當責任保險。

根據企業管治守則第A.6.5條，董事應參與合適的持續專業發展，發展並更新其知識及技能，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。

於回顧年度，董事亦參與以下培訓：

Name of Directors	董事姓名	Attending or participating in the briefing session/seminars/ programmes relevant to the business/directors' duties 出席或參與有關業務／董事職務的簡介會／座談會／計劃
Executive Directors	執行董事	
Cheung Kwok Wing *(Chairman)*	張國榮*(主席)*	✔
Chang Wing Yiu *(Managing Director)*	鄭永耀*(董事總經理)*	✔
Cheung Kwong Kwan	張廣軍	✔
Ho Yin Sang	何燕生	✔
Cheung Wai Lin, Stephanie	張偉連	✔
Cheung Ka Shing	張家成	✔
Chen Maosheng	陳茂盛	✔
Independent non-executive Directors	獨立非執行董事	
Cheung Ming Man	張明敏	✔
Chong Kin Ki	莊堅琪	✔
Leung Tai Chiu (resigned on 31 October 2020)	梁體超(於二零二零年十月三十一日辭任)	–
Chan Wing Kee	陳永棋	✔
Stanley Chung Wai Cheong (appointed on 31 October 2020)	鍾偉昌(於二零二零年十月三十一日獲委任)	✔

The Directors confirmed that they have complied with A.6.5 of the CG Code on Directors' training for the year ended 31 December 2020.

Mr. Leung Tai Chiu was resigned as director before the sessions/seminars/programmes held by the Company, but has participated in other trainings and development in relation to directors' duties.

董事確認，截至二零二零年十二月三十一日止年度，彼等已遵守有關董事培訓之企業管治守則第A.6.5條。

梁體超先生於本公司舉辦簡介會／座談會／計劃前辭任為董事，但梁先生有參加其他有關董事職責相關的培訓及發展。

A. DIRECTORS (continued)

Supply of and access to information

The management of the Company has an obligation to furnish the Board with complete, adequate and appropriate information in such form and such quality in a timely manner so as to enable them to make an informed decision and to discharge their duties and responsibilities as Directors of the Company. All the Directors are given separate and independent access to the Company's senior management.

All the Directors are given separate and independent access to the Company Secretary, whose role includes ensuring that Board procedures are observed and followed, and that applicable rules and regulations are complied with. The Company Secretary attends all the meetings of the Board and Board committees and is responsible for drafting minutes and keeping minutes records which can be accessed by any Director for inspection.

B. REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The level and make-up of remuneration and disclosure

The Board has set up a remuneration committee (the "Remuneration Committee") which comprises three independent non-executive Directors, namely Dr. Chong Kin Ki (Chairman), Mr. Stanley Chung Wai Cheong and Mr. Cheung Ming Man as at the date of the report. The role of the Remuneration Committee is to formulate policies and procedures for determining the remuneration of Directors and senior management and other remuneration related matters. The Remuneration Committee is set up with written terms of reference which set out clearly its duties and authorities delegated by the Board, including the following duties:

- formulate the framework or Board policy for determining the remuneration of the Company's Board and senior management. The objective of such policy should ensure that members of the senior management of the Company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and reasonable manner, rewarded for their individual contributions to the success of the Company;

A. 董事(續)

提供及獲取資料

本公司管理層有責任及時向董事會提供完整、充足及適當形式和質量的資料，以便董事會作出知情決定及履行作為本公司董事之職務及責任。全體董事均可個別地及獨立地接觸本公司高級管理人員。

全體董事均可個別及獨立地接觸公司秘書。公司秘書之職責包括確保貫徹遵循董事會程序，同時遵守適用規則及規例。公司秘書出席董事會及董事委員會所有會議，負責編寫及存檔會議記錄，以供董事查閱。

B. 董事及高級管理人員薪酬

薪酬及披露的水平及組成

董事會已成立薪酬委員會(「薪酬委員會」)，於本報告日期由三名獨立非執行董事：莊堅琪醫生(主席)、鍾偉昌先生及張明敏先生組成。薪酬委員會之角色為負責制定董事及高級管理人員薪酬之政策及程序以及其他薪酬相關事宜。薪酬委員會已書面訂明其職權範圍，明確列示董事會委派予其之職責及權力，包括下列職務：

- 制定薪酬架構或董事會政策以釐定本公司董事會及高級管理人員之薪酬。該等政策旨在確保本公司高級管理人員獲提供適當獎勵，以鼓勵彼等提升表現，並保證本公司以公平合理方式獎勵高級管理人員對本公司成就所作之個人貢獻；

B. REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT (continued)

The level and make-up of remuneration and disclosure (continued)

- recommend specific remuneration packages including, where appropriate, allowances, bonuses, benefits in kind, incentive payments, and share options, if any, for each executive Director and the Managing Director and such other members of senior management as it is designated to consider;
- recommend targets for any performance-linked pay schemes operated by the Company, taking into account remuneration and employment conditions within the industry and in comparable companies; and
- recommend to the Board the remuneration of independent non-executive Directors (including non-executive Directors, if any), taking into account factors such as effort, time spent and responsibilities.

When recommending the remuneration package for each individual Director, the Remuneration Committee will consider his qualification and experience, specific duties and responsibilities assigned to him by the Board and the prevailing market packages available for similar position. The emoluments of the Directors on a named basis for the year under review is set out on pages 161 to 165 in Note 11 to the financial statements. Review and comparison in terms of Directors' emoluments package and net profits of the Group are made from time to time with comparable listed industrial companies with similar capitalisation to the Group. Considering all such factors, the Remuneration Committee would make recommendation on the remuneration package for each Director after consultation with the Chairman.

During the year under review, the Remuneration Committee had convened two meetings during which the Remuneration Committee, among other things, assessed the performance, and determined the remuneration policy and packages for all Directors and senior management.

B. 董事及高級管理人員薪酬(續)

薪酬及披露的水平及組成(續)

- 就每名執行董事、董事總經理及其他指定高級管理人員，建議特定薪酬待遇，包括(如適用)津貼、花紅、實物利益、獎金及購股權(如有)；
- 按照業內及同類型公司之薪酬水平及就業狀況，為本公司任何與表現掛鈎的獎勵計劃建議目標；及
- 參考獨立非執行董事(包括非執行董事(如有))所付出之努力、時間及職責，就彼等之薪酬向董事會提出建議。

薪酬委員會就個別董事建議薪酬待遇時，將考慮彼之資格及經驗、董事會指派予彼之特定職責以及市場現行給予同類職位之待遇。於回顧年度內，每名董事之酬金按姓名詳列於第161至165頁財務報表附註11。本公司不時就董事薪酬待遇及集團純利狀況，與本集團市值相若之上市工業公司進行檢討及比較。考慮上述因素後，薪酬委員會經諮詢主席意見後將就每名董事之薪酬待遇提出建議。

於回顧年度內，薪酬委員會召開兩次會議，會議上薪酬委員會(其中包括)評估所有董事及高級管理人員之表現，並釐定彼等的薪酬政策及待遇。

C. ACCOUNTABILITY AND AUDIT

Financial reporting

The Directors acknowledge their responsibilities for preparing the Company's account which gives a true and fair view of the financial position of the Group. The Company deploys appropriate and sufficient resources to prepare unaudited half-yearly account and audited yearly account. Senior management is required to present and explain the financial reporting and matters that materially affect or may have material impact on the financial performance and operations of the Company to the Audit Committee and the Board and respond to the queries and concerns raised by the Audit Committee and the Board to their satisfaction. The statement of the auditor of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 64 to 70 of this annual report.

Risk Management, Internal Control and Responsibility of the Board

The Board acknowledges its accountability to the risk management and internal control systems and its responsibility to review the effectiveness of the systems. The Board also clarifies that the systems are purported to manage, but not eliminate, the risk of failure to fulfil business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

Management is responsible for setting the appropriate tone from the top, performing risk assessment, and owning the design, implementation and maintenance of internal control. Essential to such risk management and internal control systems are well defined policies and procedures that are properly documented and communicated to employees.

The Group has in place a system of internal controls, the key elements of which are as follows:

- formal policies and procedures are in place, including the documentation of key processes, procedures and rules relating to the delegation of authorities. These allow the monitoring of controls and restrict the unauthorised use of the Group assets;
- experienced and suitably qualified staff take responsibility for important business functions. Annual appraisal procedures have been established to maintain standards of performance;
- monthly business and financial reports are prepared, providing relevant, timely, reliable and up-to-date financial and other information; budget variances are investigated as appropriate; and
- an internal audit function, which reports directly to the Audit Committee, is in place to determine whether the above procedures are properly carried out.

C. 問責及核數

財務匯報

董事確認編製能真實及公平反映本集團的財務狀況之本公司賬目乃彼等之責任。本公司調配合適及足夠的資源編製未經審核半年度賬目及經審核年度賬目。高級管理層須向審核委員會及董事會呈報及闡釋對本公司財務表現及營運構成或可能構成重大影響之財務匯報及事宜，並就審核委員會及董事會提出之查詢及關注作出令彼等信納之回應。本公司核數師就其對財務報表承擔之申報責任作出之聲明載於本年報第64至70頁之獨立核數師報告。

風險管理、內部監控及董事會責任

董事會承認其須對風險管理及內部監控系統負責，並有責任檢討該系統之效益。董事會亦闡釋該系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

管理層負責從頂層為監控定調、執行風險評估、並設計、實施及維護內部監控。對風險管理及內部監控系統不可或缺的是明確妥善訂立書面政策和程序，並向員工傳達。

本集團已設立內部監控制度，其主要要點如下：

- 具備正式政策及程序，包括有關授權之主要過程、程序及規則的文件。上述措施令本集團得以監控及防止未經授權而挪用本集團資產；
- 由具備經驗及合適資格之員工擔任重要業務職責。本集團已設立每年評審程序，以維持表現水準；
- 編製每月業務及財務報告，提供相關、適時、可靠及最新財務及其他資料，並於適當時調查預算偏差；及
- 設立內部核數職能並直接向審核委員會匯報，以確定上述程序已適當地予以執行。

C. ACCOUNTABILITY AND AUDIT (continued)

Risk Management, Internal Control and Responsibility of the Board (continued)

The Group has established an internal audit department to review the financial condition, operational condition, risk management, compliance control and internal control of the Group. For 2020, the Board has conducted a review on the effectiveness of the above internal control system of the Group including financial, operational and compliance controls and risk management and will conduct such review at least once a year, so as to ensure the Shareholders' investment and the Group's assets are properly safeguarded. The Board is satisfied that, based on the information supplied, coupled with its own observations and with the assistance of the Audit Committee, the present internal controls and risk management processes are satisfactory, effective and adequate for the nature and size of the Group's operations and business.

In addition to the internal control system, the Board has established an internal audit team that reports directly to the Audit Committee. The internal audit team will independently audit various functions, operations and systems that exist in the Company according to their weight of significance to the Company as well as the priority list recommended by the Audit Committee. The internal audit team will prepare an internal audit report highlighting the deficiencies and weaknesses in existing audit functions, operations and systems for discussion by the Audit Committee and the Board, and based on these findings the Board will instruct the senior management to take appropriate corrective and improvement actions.

C. 問責及核數（續）

風險管理、內部監控及董事會責任（續）

本集團已成立內部審核部門，負責審閱本集團之財務狀況、經營狀況、風險管理、規章監控及內部監控。於二零二零年，董事會已檢討上述本集團內部監控制度之效能，包括財務、營運及合規監控及風險管理效能，並將每年至少進行一次該等檢討，以確保妥善保障股東的投資及本集團資產。董事會根據所獲資料，連同其本身觀察，在審核委員會協助下，信納就本集團營運及業務之性質及規模而言，現行內部監控及風險管理程序達滿意水平，屬有效適切。

除內部監控制度外，董事會已設立內部核數隊伍，直接向審核委員會匯報。內部核數隊伍將會按照本公司現存各項職能、運作及系統之重要性，以及審核委員會建議之優先次序，獨立審核該等職能、運作及系統。內部核數隊伍將會編製內部核數報告，指出現時審核職能、運作及系統之漏洞及缺點，以供審核委員會及董事會討論，而董事會將根據該等核數結果指示高級管理層採取適當糾正及改善措施。

C. ACCOUNTABILITY AND AUDIT (continued)

Audit Committee

The Board has established the Audit Committee with specific written terms of reference setting out duties, responsibilities and authorities delegated to them by the Board. The major duties and responsibilities of the Audit Committee include the following:

- review with the external auditor, the audit plan;
- review with the external auditor, their evaluation of the system of internal accounting controls;
- review the scope and results of the internal audit procedures;
- review the statement of financial position and statement of profit or loss of the Company and the consolidated statement of financial position and statement of profit or loss of the Group and submit them to the Board;
- nominate persons as auditor;
- review with the internal and external auditors their findings on their evaluation of the Company's system of internal controls for the purpose of assisting the Board in developing policies that would enhance the controls and operating systems of the Company; and
- review connected transactions and examine the adequacy of internal controls of the Group as part of the standard procedures.

C. 問責及核數（續）

審核委員會

董事會已設立審核委員會，並已書面訂明其具體職權範圍，載列董事會所委派職務及責任及所授權力。審核委員會之主要職務及責任包括下列各項：

- 與外聘核數師審閱核數計劃；
- 與外聘核數師檢討彼等對內部會計監控制度之評審；
- 檢討內部核數程序之範圍及成效；
- 審閱本公司之財務狀況表及損益表以及本集團之綜合財務狀況表及損益表，並呈交董事會；
- 提名核數師；
- 與內部及外聘核數師檢討彼等對本公司內部監控制度之評審結果，以協助董事會制訂有助提升本公司監控及運作制度之政策；及
- 作為標準程序之一部分，審閱關連交易及審查本集團內部監控是否足夠。

C. ACCOUNTABILITY AND AUDIT (continued)

Audit Committee (continued)

The Audit Committee assists the Board to fulfil its oversight role over the Group's risk management and internal control functions by reviewing and evaluating the effectiveness of our overall risk management and internal control systems at least annually.

The Group's risk management and internal control systems is embedded within our business processes so that it functions as an integral part of the overall operation of the Group. The systems comprises a comprehensive organisation structure with assignment of definite accountabilities and delegation of corresponding authorities to each post. Based on our organisation structure, a reporting system has been developed including reporting channels from division heads of business units to the Board.

The risk management and internal control systems and accounting system of the Group are aimed at identifying and evaluating the Group's risk and formulate risk mitigation strategies, and to provide reasonable assurance that assets are safeguarded against unauthorised use or disposition, transactions are executed in accordance with management's authorisation, and the accounting records are reliable for preparing financial information used within the business for publication, maintaining accountability for assets and liabilities and ensuring the business operations are in accordance with relevant legislation, regulations and internal guidelines.

The Group has a defined organisational structure with clearly defined lines of responsibility and authority. Each department is accountable for its daily operations and is required to report to executive Directors on a regular basis. Policies and procedures are set for each department, which includes establishing and maintaining effective policies to enhance risks identification to which the Group is exposed and taking appropriate actions to manage such risks, establishing a structure with defined authorities and proper segregation of duties; monitoring the strategic plan and performance; designing an effective accounting and information system; controlling price sensitive information; and ensuring swift actions and timely communication with our stakeholders.

Procedures and Controls over Handling and Dissemination of Inside Information

With respect to the procedures and internal controls for the handling and dissemination of inside information, the Group has internal policy and procedures which strictly prohibit unauthorised use of inside information and has communicated to all staff; the Board is aware of its obligations to announce any inside information in accordance with the Listing Rules and conducts the affairs with reference to the "Guidelines on Disclosure of Inside Information" issued by the Securities and Futures Commission in June 2012. In addition, only Directors and delegated officers can act as the Group's spokesperson and respond to external enquiries about the Group's affairs.

C. 問責及核數(續)

審核委員會(續)

審核委員會協助董事會履行其在本集團風險管理及內部監控功能上的監管角色，每年至少一次審閱及評估風險管理及內部監控系統整體的效益。

本集團的風險管理及內部監控系統已納入業務流程中，成為本集團整體營運中不可分割的一部份。該系統包括一個全面的組織架構，當中每個崗位都委以明確責任，並授予相應權力。本集團根據組織架構建立了匯報制度，當中包括每個主要業務單位的主管向董事會匯報的渠道。

本集團設立風險管理及內部監控制度，以及會計制度，用以確認及評估本集團之風險，並制定減低風險之策略，以及合理確保資產不會在未經授權情況下被使用或出售，及各項交易均在管理層授權之情況下進行，以及會計賬目能夠可靠地被用作編製業務中可供刊發之財務資料、維持資產與負債之責任性及確保業務運作根據相關之法規、條例及內部指引開展。

本集團設有權責分明之組織架構。每個部門對其日常運作負責，並需定期向執行董事匯報。每個部門已設有既定政策及程序，其中包括建立及維持有效之政策以確保本集團之風險得以妥善識別，並採取合適之行動以管理該等風險；建立權責分明、職責恰當劃分之架構；監察策略計劃及表現，設計一個有效之會計及資訊系統；控制影響股價之敏感資料；及確保本集團利益相關者維持快捷及時之通訊。

處理及傳播內幕消息之程序及監控

有關處理及傳播內幕消息之程序及內部監控，本集團設有嚴格禁止未經授權使用內幕消息之內部政策及程序，並已知會全體員工；董事會意識到其應根據上市規則公佈任何內幕消息，並參照證券及期貨事務監察委員會於二零一二年六月發佈之「內幕消息披露指引」進行業務之責任。此外，僅董事及獲任命之高級職員方可擔任本集團之發言人及回應有關本集團業務之外界查詢。

C. ACCOUNTABILITY AND AUDIT (continued)

Audit Committee (continued)

The duties of the Audit Committee include reviewing the scope and results of the audit and its cost effectiveness, and the independence and objectivity of the Company's auditor, Deloitte Touche Tohmatsu. The Audit Committee will review the independence of the Company's auditor, the resources and adequacy of the internal audit function, at least once a year. Where the auditor also supplies non-audit services to the Company, the Committee will keep the nature and extent of such services under review, seeking to balance between the maintenance of objectivity and value for money. During the year under review, the fees paid/payable to the Company's auditor in respect of audit and non-audit services provided by the Company's auditor to the Group were as follows:

C. 問責及核數（續）

審核委員會（續）

審核委員會之職責包括檢討核數之範疇、結果及其成本效益，以及本公司核數師德勤 • 關黃陳方會計師行之獨立性及客觀性。審核委員會每年至少一次檢討本公司核數師之獨立性、內部核數職能的資源及充份性。倘若核數師向本公司提供非核數服務，委員會亦會持續檢討該等服務之性質及所涉範圍，務求在保持客觀性及成本之間取得平衡。於回顧年度內，就本公司核數師向本集團提供之核數及非核數服務而已付／應付本公司核數師費用如下：

Nature of services	服務性質	Amount (HK$) 金額（港元）
Audit services	核數服務	12,750,000
Non-audit services	非核數服務	
(i) Tax services	(i) 稅務服務	852,000
(ii) Other services (comprising compliance review, internal control review and ESG report)	(ii) 其他服務（包括合規審查、內部監控審查及環境、社會及管治報告）	910,000

The Audit Committee has undertaken a review of all the non-audited services provided by the Company's auditor and concluded that in their opinion such services did not affect the independence of the auditor. The Board has appointed an accountant to be responsible for the accounting and financial matters of the Group and the Audit Committee has free access to the accountant and senior management of the Group and to any financial and relevant information which enables them to discharge their audit committee function effectively and efficiently. Besides internal assistance being available, the Audit Committee may request for assistance and advice from external auditor as and when it considers necessary at the expenses of the Company. The Audit Committee shall meet with external auditor without the presence of executive Directors to discuss the Group's financial reporting and any major and financial matters arising during the year under review at least once a year.

審核委員會已檢討本公司核數師所提供之全部非核數服務，並認為該等服務並不影響核數師之獨立性。董事會已委任一名會計師負責本集團會計及財務事宜，而審核委員會有權隨時接觸本集團會計師及高級管理人員，以及索取任何財務及相關資料，以便能夠有效地履行其作為審核委員會之職責。除獲得內部協助外，審核委員會亦可於彼等認為有需要時要求外聘核數師提供協助及建議，費用由本公司承擔。審核委員會每年至少一次在執行董事不在場之情況下與外聘核數師會面，以討論本集團之財務申報及回顧年度內出現之任何重大及財務事宜。

C. ACCOUNTABILITY AND AUDIT (continued)

Audit Committee (continued)

In addition, the Audit Committee is authorised:

- to investigate any matter within its written terms of reference;
- to have full access to and co-operation by the management;
- to have full discretion to invite any Director or executive officer to attend its meetings; and
- to have reasonable resources to enable it to discharge its functions properly.

The Board will ensure that the members of the Audit Committee are appropriately qualified to discharge their responsibilities and at least one member has accounting and related financial management expertise or experience. The Audit Committee comprises three independent non-executive Directors as at the date of this report, namely Mr. Stanley Chung Wai Cheong (Chairman), Dr. Chong Kin Ki and Mr. Cheung Ming Man.

During the year under review, the Audit Committee had performed the following works:

- review of the scope of audit work;
- review and discussion of the annual financial results and report in respect of the year ended 31 December 2019 and interim financial results and report for the six months ended 30 June 2020 and discussion with the management of the accounting principles and practices adopted by the Group;
- discussion and recommendation of the re-appointment of the external auditors; and
- review of the internal control, financial reporting and risk management systems of the Group.

During the year under review, the Audit Committee had convened three meetings.

C. 問責及核數(續)

審核委員會(續)

此外，審核委員會獲授權：

- 在其書面訂明職權範圍內調查任何事宜；
- 與管理層全面接觸及獲其衷誠合作；
- 全權酌情邀請任何董事或高級行政人員出席其會議；及
- 獲得合理資源讓其能夠適當地履行職責。

董事會將確保審核委員會成員具備合適資格履行職務，及至少一名成員具備會計及相關財務管理專業知識或經驗。審核委員會於本報告日期由三名獨立非執行董事：鍾偉昌先生(主席)、莊堅琪醫生及張明敏先生組成。

於回顧年度，審核委員會進行了以下工作：

- 審閱審核工作範圍；
- 審閱及討論截至二零一九年十二月三十一日止年度之全年財務業績及報告及截至二零二零年六月三十日止六個月之中期財務業績及報告，與管理層討論本集團所採納之會計原則及常規；
- 討論及推薦續聘外聘核數師；及
- 審閱本集團內部監控、財務申報及風險管理系統。

於回顧年度內，審核委員會舉行了三次會議。

D. DELEGATION BY THE BOARD

Management function

The Company's articles of association set out matters which are specifically reserved to the Board for its decision. Executive Directors normally meet on an informal basis every two weeks and participate in senior management meetings on a regular basis to keep abreast of the latest operations and performance of the Group and to monitor and ensure the management carry out the directions and strategies set by the Board correctly and appropriately. Clear instructions are given to the management as to the matters which should bring to the attention and be determined by the Board on behalf of the Company.

Board committees

The Board has set up three Board committees, namely Audit Committee, Nomination Committee and Remuneration Committee, each chaired by a different independent non-executive Director, to assist the Board in discharging functions specific to each committee. Each Board committee has its own written terms of reference setting out the principles, procedures and arrangements which are substantially the same as those for the Board.

The Nomination Committee comprises three members who are independent non-executive Directors, namely Mr. Cheung Ming Man (Chairman), Dr. Chong Kin Ki and Mr. Stanley Chung Wai Cheong as at the date of this report. According to the written terms of reference of the Nomination Committee, the major responsibilities of the Nomination Committee include:

- regularly review the structure, size and composition of the Board and make recommendations to the Board with regard to any adjustments that are deemed necessary;
- review whether or not an independent non-executive Director is independent for the purpose of the Listing Rules on an annual basis;
- identify and nominate for the approval of the Board, candidates to fill board vacancies as and when they arise;
- assess the effectiveness of the Board as a whole and the contribution by each individual Director to the effectiveness of the Board; and
- re-nominate a Director as an independent non-executive Director, if applicable, having regard to his contribution and performance

D. 董事會權力的轉授

管理功能

本公司之組織章程細則載列指明須由董事會決定之事項。執行董事一般每兩星期舉行非正式會議，並定期參與高級管理層之會議，以便掌握本集團最近期之營運及表現，且監察及確保管理層正確及恰當地執行董事會制訂之指示及策略。管理層已獲清晰指示，得知須提呈董事會垂注並由董事會代表本公司作出決定之事宜。

董事委員會

董事會已設立三個董事委員會，分別為審核委員會、提名委員會及薪酬委員會，分別由不同獨立非執行董事出任主席，以協助董事會履行委派各委員會之特定職能。各董事委員會均書面訂明其特定的職權範圍，所載列之原則、程序及安排均與董事會之原則、程序及安排大致相同。

提名委員會由三名獨立非執行董事：張明敏先生（主席）、莊堅琪醫生及鍾偉昌先生組成。根據提名委員會書面訂明的職權範圍，提名委員會之主要職責包括：

- 定期檢討董事會之架構、人數及組成，並就任何認為需作出的調整向董事會提供推薦建議；
- 就上市規則而言，每年檢討獨立非執行董事是否屬獨立人士；
- 在董事會出現空缺時物色及提名人選，以供董事會批准，藉以填補有關空缺；
- 評估董事會整體成效及各董事對董事會效能之貢獻；及
- 考慮董事的貢獻及表現，再次委任董事為獨立非執行董事（如適用）。

D. DELEGATION BY THE BOARD (continued)

Board committees (continued)

During the year under review and up to the date of this report, the Nomination Committee had convened two meetings during which, among other things, considered which should retire by rotation pursuant to the Company's articles of association and the CG Code. The Nomination Committee had resolved that Mr. Chang Wing Yiu, Mr. Cheung Ka Shing and Mr. Chen Maosheng, being executive Directors and Mr. Chong Kin Ki and Mr. Stanley Chung Wai Cheong, being independent non-executive Directors, shall be subject to retirement by rotation at the forthcoming annual general meeting of the Company. Mr. Chang Wing Yiu, Mr. Cheung Ka Shing and Mr. Chen Maosheng, being executive Directors and Mr. Chong Kin Ki and Mr. Stanley Chung Wai Cheong, being independent non-executive Directors, will offer themselves for re-election. During the meetings of the Nomination Committee, it had considered the policy for the nomination of Directors, and the process and criteria adopted by the Nomination Committee to select and recommend candidates for directorship.

It had also reviewed the structure, size and composition of the Board to ensure that it has a balance of expertise, skills and experience appropriate to the requirements of the business of the Company and assessed the independence of all the independent non-executive Directors. All the above-named Directors were nominated by the Nomination Committee to stand for re-election at the forthcoming annual general meeting of the Company.

The Board has adopted a board diversity policy in accordance with the CG Code. The policy aims to achieve diversity on the members of the Board. In designing the Board's composition, a number of aspects would be considered, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

D. 董事會權力的轉授(續)

董事委員會(續)

於回顧年度及截至本報告日期為止，提名委員會召開兩次會議，(其中包括)考慮應根據本公司之組織章程細則及企業管治守則輪席退任之董事名單。提名委員會議決通過執行董事鄭永耀先生，張家成先生及陳茂盛先生以及獨立非執行董事莊堅琪醫生及鍾偉昌先生須於本公司應屆股東週年大會輪席退任。執行董事鄭永耀先生，張家成先生及陳茂盛先生以及獨立非執行董事莊堅琪醫生及鍾偉昌先生將膺選連任。在提名委員會會議期間，其已考慮董事提名之政策，及提名委員會就挑選及推薦董事職位人選所採納的過程及準則。

提名委員會亦已檢討董事會架構、規模及組成，確保其具備切合本公司業務所需之專業知識、技能及經驗並取得平衡，及評估所有獨立非執行董事之獨立性。上述全部董事均獲提名委員會提名於本公司應屆股東週年大會膺選連任。

董事會已根據企業管治守則採納董事會多元化政策。政策目的在於令董事會成員達致多元化。在制訂董事會的人事組成時，將考慮多項元素，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及效力年期。

E. COMMUNICATION WITH SHAREHOLDERS

The Board endeavours to maintain an on-going dialogue with Shareholders. All Directors are encouraged to attend the general meetings to have personal communication with Shareholders. In annual general meeting, Chairman of the Board and the chairman of each committee are required to attend and answer questions from Shareholders in respect of the matters that they are responsible and accountable for. The external auditor is also required to be present to assist the Directors in addressing any relevant queries by Shareholders. The Company has also set up a public relations website which enables the Shareholders and public to post their questions, comments and opinions in relation to the Group to the Board.

The Company's annual general meeting ("AGM") and extraordinary general meeting ("EGM") provide good opportunities for Shareholders to air their views and ask Directors and management questions regarding the Company. All Shareholders receive the annual report, circulars and notices of AGM and EGM and other corporate communications. The notices are also published on the Company's website at www.kingboard.com. Separate resolutions are required at general meetings on each distinct issue. Each Shareholder is permitted to appoint a proxy to attend and vote in his stead.

E. 與股東的溝通

董事會致力與股東保持持續對話。本集團鼓勵全體董事出席股東大會並親身與股東進行溝通。董事會主席及各委員會主席均須出席股東週年大會，並回應股東就彼等負責之事宜所作出之提問。外聘核數師亦須出席股東週年大會以協助董事回應股東任何有關提問。本公司亦已設立一公共關係網站，供股東及公眾向董事會發表有關本集團之問題、評論及意見。

藉本公司股東週年大會(「股東週年大會」)及股東特別大會(「股東特別大會」)，股東可表達彼等對本公司之意見及向董事及管理層提問。全體股東均獲寄發年報、通函、股東週年大會及股東特別大會通告以及其他公司通訊。通告亦會於本公司網站www.kingboard.com刊登。本公司須就各項不同事項於股東大會上個別提呈決議案。每名股東可委派一名代表出席大會及代其投票。

F. SHAREHOLDERS' RIGHTS

To safeguard Shareholders' interests and rights, separate resolutions are proposed at Shareholders' meetings on each substantial issue, including the election of individual Directors, for Shareholders' consideration and voting. Besides, pursuant to the Company's articles of association, Shareholder(s) holding not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings may request the Company to convene an EGM by sending a written requisition to the Board or the Company Secretary. The objects of the meeting must be stated in the written requisition.

Shareholders may send written enquiries to the Company for putting forward any enquiries or proposals to the Board. Contact details are as follows:

Address:	23/F, Delta House 3 On Yiu Street Shek Mun Shatin, N.T. Hong Kong
Fax:	(852) 2691 0445/2691 5245
Email:	enquiry@kingboard.com

For the avoidance of doubt, Shareholder(s) 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.

During the year under review, the Company has not made any changes to its articles of association.

An up to date version of the Company's articles of association is available on the Company's website and the Stock Exchange's website. Shareholders may refer to the Company's articles of association for further details of their rights.

All resolutions put forward at Shareholders' meetings will be voted by poll pursuant to the Listing Rules and the poll voting results will be posted on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.kingboard.com) immediately after the relevant general meetings.

F. 股東權利

為了保障股東權益及權利，股東大會上會就各重大事項(包括選舉個別董事)提呈獨立決議案，供股東考慮及投票。此外，根據本公司組織章程細則，持有不少於十分之一本公司附有股東大會投票權的繳足股本的股東可透過向董事會或公司秘書發出書面要求，要求本公司召開股東特別大會。召開會議的目的必須載於書面要求內。

股東可向本公司寄發書面查詢或建議以向董事會作出任何查詢。聯絡詳情如下：

地址：	香港 新界 沙田 石門安耀街3號 匯達大廈23樓
傳真：	(852) 2691 0445/2691 5245
電子郵件：	enquiry@kingboard.com

為免生疑問，股東須將妥為簽署的書面要求、通知或聲明或查詢(視情況而定)的正本存放於及寄發至上述地址，並提供彼等的全名、聯絡詳情及身分，以使其生效。股東資料可能根據法律規定而予以披露。

在回顧年內，本公司並無對其組織章程細則作出任何變動。

本公司之組織章程細則的最新版本可在本公司網站及聯交所網站查閱。股東亦可參考本公司組織章程細則以取得有關其權利的更多詳情。

根據上市規則，所有在股東大會提呈的決議案均將以按股數投票方式表決，且投票表決結果將緊隨有關股東大會召開後於香港聯合交易所有限公司網站(www.hkexnews.hk)及本公司網站(www.kingboard.com)發佈。

INDEPENDENT AUDITOR'S REPORT
獨立核數師報告

Deloitte. 德勤

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

OPINION

We have audited the consolidated financial statements of Kingboard Holdings Limited (the "Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 71 to 272, which comprise the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 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.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, 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.

致建滔集團有限公司
股東
（於開曼群島註冊成立的有限公司）

意見

本核數師（以下簡稱「我們」）已審計載列於第71至272頁的建滔集團有限公司（以下簡稱「貴公司」）及其附屬公司（統稱「貴集團」）的綜合財務報表，此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與截至該日止年度的綜合損益表及綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會頒布的《香港財務申報準則》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截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露要求妥為擬備。

意見的基礎

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

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 MATTERS (continued) 關鍵審計事項(續)

Key audit matter 關鍵審計事項	How our audit addressed the key audit matter 我們的審計如何對關鍵審計事項進行處理
Assessment of net realisable values of properties held for development ("PHD") **評估待發展物業(「待發展物業」)的可變現淨值**	
We identified the assessment of net realisable values of PHD as a key audit matter due to the significance of the amounts and judgements involved in estimating their net realisable values and the future costs to completion of the PHD. The carrying value of the Group's PHD amounted to HK$19.8 billion as at 31 December 2020. The Group's PHD are all situated in Hong Kong and the People's Republic of China (the "PRC"). As disclosed in Notes 4 and 26 to the consolidated financial statements, the net realisable values of the PHD are determined by reference to the estimated future selling prices. The future selling prices are estimated by reference to the recent selling prices of similar properties in the same project or relevant locations. In addition, the management estimates the future costs to complete the PHD by reference to the actual development costs incurred and the completion status.	Our procedures in relation to the assessment of net realisable values of PHD included: • Evaluating the reasonableness of the costs recognised in PHD, on a sample basis, by obtaining the direct confirmations from independent qualified surveyors in respect of the costs incurred and the completion status; • Assessing the appropriateness of the estimated future selling prices of the PHD, on a sample basis, by comparing them to recent transaction prices of similar properties in the same project or relevant locations, based on our knowledge of the property markets of the relevant locations; and • Evaluating the reasonableness of the estimated future costs to completion of the PHD, on a sample basis, based on the actual development costs incurred and the completion status of the properties of the Group with the adjustments, taking into account the current market data and the past history of the similar projects.
我們將評審待發展物業的可變現淨值識別為關鍵審計事項,此乃由於估計其可變現淨值和完成待發展物業未來費用涉及重大金額及判斷。 於二零二零年十二月三十一日, 貴集團擁有待發展物業賬面值為一百九十八億港元。 貴集團的待發展物業全部位於香港及中國(「中國」)。 誠如綜合財務報表附註4及26所載,待發展物業的可變現淨值參考估計日後售價所釐定。日後售價參考同一項目或相關地點類似物業的近期售價估計。此外,管理層參考已產生的實際發展成本及完成進度,以估計完成待發展物業的未來費用。	我們評審待發展物業的可變現淨值的程序包括: • 透過獲取獨立合資格測量師有關已產生的成本及完成進度的直接確認,抽樣評估待發展物業確認的成本合理性; • 按照我們對有關地點物業市場的認識,透過將待發展物業與同一項目或相關地點類似物業的近期交易價作比較,抽樣評審待發展物業的估計日後售價的適當性;及 • 基於已產生的實際開發成本及 貴集團物業的完工進度(連同有關調整),再計及現行市場數據及類似物業之歷史記錄,抽樣評估完成待發展物業的估計日後成本的合理性。

KEY AUDIT MATTERS (continued) 關鍵審計事項(續)

Key audit matter 關鍵審計事項	How our audit addressed the key audit matter 我們的審計如何對關鍵審計事項進行處理

Valuation of investment properties
投資物業的估值

Key audit matter

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

The Group's investment property portfolio comprises commercial, residential and industrial properties located in Hong Kong, the PRC and the United Kingdom, which was stated at fair value of HK$20.1 billion, accounting for approximately 21.5% of the Group's total assets as at 31 December 2020 with a loss on fair value change of HK$5.4 million recognised in the consolidated statement of profit or loss for the year then ended.

As further disclosed in Notes 4 and 14 to the consolidated financial statements, in estimating the fair values of these investment properties, the Group engaged a professional independent valuer (the "Valuer"), to carry out the valuation. The management provided information to the Valuer and the Valuer established and determined the appropriate technique and inputs to the valuation model. The significant unobservable input of the approach is the price per square metre of comparable properties. Changes in the comparable properties adopted may result in a significant increase or decrease in fair values.

How our audit addressed the key audit matter

Our procedures in relation to the management's valuation of investment properties included:

- Evaluating the competence, capability, and objectivity of the Valuer;
- Understanding the key assumptions applied to the valuation based on available market data and evaluating their reasonableness; and
- Assessing the reasonableness of the price per square metre of comparable properties and information used by the Valuer and the management in the valuation model, including adjustment factors for location and other individual factors such as road frontage, size of property and facilities, on a sample basis, in order to assess the appropriateness, completeness and accuracy of these inputs and comparing the comparable properties adopted with fair market unit price.

關鍵審計事項

我們將評估投資物業識別為關鍵審計事項，此乃由於釐定公平值所需的內在主觀判斷及複雜估計。

貴集團投資物業組合包括位於香港、中國及英國的商業、住宅及工業物業，公平值為二百零一億港元，連同截至二零二零年十二月三十一日止年度於綜合損益表確認的公平值變動虧損五百四十萬港元，於二零二零年十二月三十一日， 貴集團投資物業組合佔　貴集團總資產約21.5%。

誠如綜合財務報表附註4及14的進一步披露，為估計該等投資物業的公平值， 貴集團委聘專業獨立估值師(「估值師」)進行估值。管理層向估值師提供資料，以及估值師確立及釐定合適估值技術及估值模型的輸入數據。模型的重大不可觀察輸入數據乃可比較物業的每平方米售價。所採用的可比較物業變動將使公平值大幅上升或下降。

我們的審計如何對關鍵審計事項進行處理

我們對於管理層評估投資物業的審計程序包括：

- 評估估值師的資格、能力及客觀程度；
- 基於可獲取的市場數據了解估值時應用之主要假設，並評估其合理性；及
- 抽樣評審估值師及管理層於估值模型所用的可比較物業的每平方米價格及資料的合理性，包括位置的調整因素及其他個別因素(如臨街地、物業及設施的規模)，以評審該等輸入數據的合適性、完整性及準確性，並以公平市場單位價比較可供比較物業。

INDEPENDENT AUDITOR'S REPORT
獨立核數師報告

OTHER INFORMATION

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

其他資料

貴公司董事需對其他資訊負責。其他資訊包括刊載於年報內的資訊，但不包括綜合財務報表及我們的核數師報告。

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

就我們對綜合財務報表的審計，我們的責任是閱讀其他資訊，在此過程中，考慮其他資訊是否與綜合財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他資訊存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

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

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

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務申報準則》及香港《公司條例》的披露要求擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

治理層須負責監督　貴集團的財務申報過程。

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 solely to you, as a body, in accordance with our agreed terms of engagement, 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 skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並按照我們商定的業務約定條款僅向全體股東出具包括我們意見的核數師報告。除此以外，我們的報告不可用作其他用途。我們並不就本報告之內容對任何其他人士承擔任何責任或接受任何義務。合理保證是高水準的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴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。

- 瞭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。

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

核數師就審計綜合財務報表承擔的責任（續）

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們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資訊獲取充足、適當的審計憑證，以對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與治理層溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向治理層提交聲明，説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，相關的防範措施。

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

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

The engagement partner on the audit resulting in the independent auditor's report is Tsang Chi Wai.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
22 March 2021

核數師就審計綜合財務報表承擔的責任(續)

從與治理層溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不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專案合夥人是曾志偉。

德勤 • 關黃陳方會計師行
執業會計師
香港
二零二一年三月二十二日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS
綜合損益表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		NOTES 附註	**2020 二零二零年 HK$'000 千港元**	2019 二零一九年 HK$'000 千港元
Revenue	營業額	5	**43,510,274**	41,160,851
Cost of sales and services rendered	銷售及提供服務成本		**(31,283,450)**	(32,146,545)
Gross profit	毛利		**12,226,824**	9,014,306
Other income, gains and losses	其他收入、收益及虧損	7	**96,969**	(93,519)
Distribution costs	分銷成本		**(1,165,401)**	(1,185,765)
Administrative costs	行政成本		**(1,992,291)**	(2,194,975)
(Loss) gain on fair value changes of equity instruments at fair value through profit or loss	按公平值計入損益之權益工具之公平值變動(虧損)收益		**(978,285)**	40,920
Gain on disposal of debt instruments at fair value through other comprehensive income	出售按公平值計入其他全面收益之債務工具之收益		**106,245**	142,140
(Loss) gain on fair value changes of investment properties	投資物業公平值變動之(虧損)收益	14	**(5,437)**	6,263
Gain on disposal of subsidiaries	出售附屬公司之收益	35	**29,776**	–
Finance costs	融資成本	8	**(457,179)**	(752,001)
Share of results of joint ventures	應佔合營公司業績		**77,868**	93,867
Share of result of an associate	應佔聯營公司業績		**(2,673)**	51,677
Profit before taxation	除税前溢利		**7,936,416**	5,122,913
Income tax expense	所得税開支	9	**(2,108,063)**	(1,353,933)
Profit for the year	年內溢利	10	**5,828,353**	3,768,980
Profit for the year attributable to:	本年度溢利應佔份額：			
Owners of the Company	本公司持有人		**4,702,884**	3,094,421
Non-controlling interests	非控股權益		**1,125,469**	674,559
			5,828,353	3,768,980
Earnings per share	每股盈利	13		
– Basic	－基本		**HK$4.257港元**	HK$2.850港元
– Diluted	－攤薄		**HK$4.252港元**	HK$2.849港元

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
綜合損益及其他全面收益表

For the year ended 31 December 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
Profit for the year	年內溢利	**5,828,353**	3,768,980
Other comprehensive income (expense) for the year	*本年度其他全面收益(開支)*		
Items that will not be reclassified to profit or loss:	不會被重新分類至損益之項目：		
Translation reserve:	匯兑儲備：		
Exchange differences arising from translation to presentation currency	因折算至呈報貨幣而產生之匯兑差額	**3,658,394**	(472,420)
Investment revaluation reserve:	投資重估儲備：		
Fair value loss on equity instruments at fair value through other comprehensive income	按公平值計入其他全面收益之權益工具之公平值虧損	**(162,918)**	(1,206)
Property revaluation reserve:	物業重估儲備：		
Gain on revaluation of properties, plant and equipment upon transfer to investment properties	物業、廠房及設備轉移至投資物業時的重估收益	**–**	24,211
		3,495,476	(449,415)
Items that may be reclassified subsequently to profit or loss:	*或會於其後被重新分類至損益之項目：*		
Investment revaluation reserve:	投資重估儲備：		
Fair value (loss) gain on debt instruments at fair value through other comprehensive income	按公平值計入其他全面收益之債務工具之公平值(虧損)收益	**(38,148)**	786,356
Reclassify to profit or loss upon disposal of debt instruments at fair value through other comprehensive income	因出售按公平值計入其他全面收益之債務工具而重新分類至損益	**(106,245)**	(142,140)
Translation reserve:	匯兑儲備：		
Exchange differences arising from translation of foreign operations	因折算外地經營而產生之匯兑差額	**13,268**	41,538
		(131,125)	685,754
Other comprehensive income for the year	本年度其他全面收益	**3,364,351**	236,339
Total comprehensive income for the year	本年度全面收益總額	**9,192,704**	4,005,319
Total comprehensive income for the year attributable to:	本年度全面收益總額應佔份額：		
Owners of the Company	本公司持有人	**7,804,070**	3,244,353
Non-controlling interests	非控股權益	**1,388,634**	760,966
		9,192,704	4,005,319

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
綜合財務狀況表

At 31 December 2020 於二零二零年十二月三十一日

		NOTES 附註	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	非流動資產			
Investment properties	投資物業	14	**20,053,947**	19,082,748
Properties, plant and equipment	物業、廠房及設備	15	**14,576,075**	14,800,958
Right-of-use assets	使用權資產	16	**1,736,680**	1,692,326
Goodwill	商譽	17	**2,670,528**	2,670,528
Intangible assets	無形資產	18	**54,360**	60,840
Interests in an associate	於聯營公司之權益	19	**369,314**	397,950
Interests in joint ventures	於合營公司之權益	20	**2,609,520**	2,536,434
Equity instruments at fair value through profit or loss	按公平值計入損益之權益工具	21	**3,327,715**	2,366,024
Equity instruments at fair value through other comprehensive income	按公平值計入其他全面收益之權益工具		**–**	162,918
Debt instruments at fair value through other comprehensive income	按公平值計入其他全面收益之債務工具	22	**1,741,763**	7,016,503
Loan receivable	應收貸款	23	**–**	600,000
Entrusted loans	委托貸款	27(a)	**398,241**	465,859
Deposits paid for acquisition of properties, plant and equipment and investment properties	購買物業、廠房及設備及投資物業之已付訂金		**150,858**	611,724
Deferred tax assets	遞延税項資產	24	**2,667**	2,539
			47,691,668	52,467,351
Current assets	流動資產			
Inventories	存貨	25	**3,010,897**	2,962,386
Properties held for development	待發展物業	26	**19,842,807**	21,115,592
Trade and other receivables and prepayments	貿易及其他應收賬款及預付款項	27(a)	**8,953,048**	8,771,416
Bills receivables	應收票據	27(b)	**3,768,013**	4,085,752
Loan receivable	應收貸款	23	**600,000**	–
Equity instruments at fair value through profit or loss	按公平值計入損益之權益工具	21	**2,333,796**	491,397
Debt instruments at fair value through other comprehensive income	按公平值計入其他全面收益之債務工具	22	**461,584**	866,041
Taxation recoverable	可收回税項		**18,468**	18,227
Bank balances and cash	銀行結餘及現金	27(c)	**6,568,857**	6,256,964
			45,557,470	44,567,775

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
綜合財務狀況表

		NOTES 附註	2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付賬款	28	**6,538,122**	5,841,173
Bills payables	應付票據	28	**377,036**	359,920
Contract liabilities	合約負債	28	**3,789,029**	6,374,105
Dividend payable	應付股息		**1,930,710**	–
Taxation payable	應繳税項		**1,880,064**	1,369,201
Bank borrowings	銀行借貸	29		
– amount due within one year	一一年內到期之款項		**8,612,099**	7,862,991
Lease liabilities	租賃負債	30	**4,212**	2,906
			23,131,272	21,810,296
Net current assets	流動資產淨值		**22,426,198**	22,757,479
Total assets less current liabilities	資產總值減流動負債		**70,117,866**	75,224,830
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延税項負債	24	**690,621**	697,954
Bank borrowings	銀行借貸	29		
– amount due after one year	一一年後到期之款項		**8,618,747**	16,546,918
Lease liabilities	租賃負債	30	**9,792**	10,308
			9,319,160	17,255,180
			60,798,706	57,969,650
Capital and reserves	股本及儲備			
Share capital	股本	31	**110,579**	110,576
Reserves	儲備		**55,754,324**	50,077,989
Equity attributable to owners of the Company	本公司持有人應佔權益		**55,864,903**	50,188,565
Non-controlling interests	非控股權益	33	**4,933,803**	7,781,085
Total equity	資本總額		**60,798,706**	57,969,650

The consolidated financial statements on pages 71 to 272 were approved and authorised for issue by the Board of Directors on 22 March 2021 and are signed on its behalf by:

董事會於二零二一年三月二十二日已批准及授權刊發第71至272頁之綜合財務報表，並由下列董事代表簽署：

Cheung Kwok Wing
張國榮
DIRECTOR
董事

Chang Wing Yiu
鄭永耀
DIRECTOR
董事

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 本公司持有人應佔													
		Share capital 股本 HK$'000 千港元	Share premium 股份溢價 HK$'000 千港元	Capital redemption reserve 資本贖回儲備 HK$'000 千港元	Share-based payments reserve 以股份形式付款儲備 HK$'000 千港元	Special surplus account 特別盈餘賬目 HK$'000 千港元 (Note a) (附註a)	Statutory reserve 法定儲備 HK$'000 千港元 (Note b) (附註b)	Property revaluation reserve 物業重估儲備 HK$'000 千港元 (Note c) (附註c)	Goodwill reserve 商譽儲備 HK$'000 千港元 (Note d) (附註d)	Investment revaluation reserve 投資重估儲備 HK$'000 千港元	Translation reserve 匯兌儲備 HK$'000 千港元	Retained profits 保留溢利 HK$'000 千港元	Sub-total 小計 HK$'000 千港元	Non-controlling interests 非控股權益 HK$'000 千港元	Total equity 資本總額 HK$'000 千港元
Balance at 1 January 2019	於二零一九年一月一日之結餘	108,315	6,074,903	1,911	–	10,594	1,213,203	256,370	1,728,844	(390,431)	(143,033)	38,472,309	47,332,985	7,300,286	54,633,271
Profit for the year	年內溢利	–	–	–	–	–	–	–	–	–	–	3,094,421	3,094,421	674,559	3,768,980
Fair value gain on debt instruments at fair value through other comprehensive income	按公平值計入其他全面收益之債務工具之公平值收益	–	–	–	–	–	–	–	–	624,507	–	–	624,507	161,849	786,356
Reclassify to profit or loss upon disposal of debt instruments at fair value through other comprehensive income	因出售按公平值計入其他全面收益之債務工具而重新分類至損益	–	–	–	–	–	–	–	–	(111,793)	–	–	(111,793)	(30,347)	(142,140)
Fair value loss on equity instruments at fair value through other comprehensive income	按公平值計入其他全面收益之權益工具之公平值虧損	–	–	–	–	–	–	–	–	(838)	–	–	(838)	(368)	(1,206)
Gain on revaluation of properties, plant and equipment upon transfer to investment properties	物業、廠房及設備轉移至投資物業時的重估收益	–	–	–	–	–	–	24,211	–	–	–	–	24,211	–	24,211
Exchange differences arising from translation to presentation currency	因折算至呈報貨幣而產生之匯兌差額	–	–	–	–	–	–	–	–	–	(430,284)	–	(430,284)	(42,136)	(472,420)
Exchange differences arising from translation of foreign operations	因折算外地經營而產生之匯兌差額	–	–	–	–	–	–	–	–	–	44,129	–	44,129	(2,591)	41,538
Total comprehensive income (expense) for the year	本年度全面收益(開支)總額	–	–	–	–	–	–	24,211	–	511,876	(386,155)	3,094,421	3,244,353	760,966	4,005,319
Issue of new shares from exercise of share options	因行使購股權而發行新股份	2,383	517,105	–	(107,134)	–	–	–	–	–	–	–	412,354	–	412,354
Recognition of equity-settled share-based payments (Note 32)	確認以權益結算的股份形式付款(附註32)	–	–	–	132,625	–	–	–	–	–	–	–	132,625	96,609	229,234
Final dividend for the year ended 31 December 2018 (Note 12)	截至二零一八年十二月三十一日止年度之末期股息(附註12)	–	–	–	–	–	–	–	–	–	–	(758,207)	(758,207)	–	(758,207)
Interim dividend for the year ended 31 December 2019 (Note 12)	截至二零一九年十二月三十一日止年度之中期股息(附註12)	–	–	–	–	–	–	–	–	–	–	(303,206)	(303,206)	–	(303,206)
Acquisitions of additional interests in subsidiaries (Note 45(b))	收購附屬公司額外權益(附註45(b))	–	–	–	–	–	–	–	10,258	–	–	–	10,258	(424,874)	(414,616)
Disposal of partial interests in a subsidiary (Note 45(b))	出售附屬公司部分權益(附註45(b))	–	–	–	–	–	–	–	156,492	–	–	–	156,492	372,765	529,257
Capital contribution from non-controlling shareholders of a subsidiary	附屬公司非控股股東出資額	–	–	–	–	–	–	–	–	–	–	–	–	128,000	128,000
Dividends paid to non-controlling shareholders of subsidiaries	支付予附屬公司之非控股股東之股息	–	–	–	–	–	–	–	–	–	–	–	–	(452,667)	(452,667)
Repurchase and cancellation of ordinary shares (Note 31)	回購及註銷普通股(附註31)	(122)	(25,156)	(13,811)	–	–	–	–	–	–	–	–	(39,089)	–	(39,089)
Transfers to reserve	轉撥至儲備	–	–	–	–	–	259,747	–	–	–	–	(259,747)	–	–	–
		2,261	491,949	(13,811)	25,491	–	259,747	–	166,750	–	–	(1,321,160)	(388,773)	(280,167)	(668,940)
Balance at 31 December 2019	於二零一九年十二月三十一日的結餘	110,576	6,566,852	(11,900)	25,491	10,594	1,472,950	280,581	1,895,594	121,445	(529,188)	40,245,570	50,188,565	7,781,085	57,969,650

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
綜合權益變動表

		Attributable to owners of the Company 本公司持有人應佔													
		Share capital 股本 HK$'000 千港元	Share premium 股份溢價 HK$'000 千港元	Capital redemption reserve 資本贖回儲備 HK$'000 千港元	Share-based payments reserve 以股份形式付款儲備 HK$'000 千港元	Special surplus account 特別盈餘賬目 HK$'000 千港元 (Note a) (附註a)	Statutory reserve 法定儲備 HK$'000 千港元 (Note b) (附註b)	Property revaluation reserve 物業重估儲備 HK$'000 千港元 (Note c) (附註c)	Goodwill reserve 商譽儲備 HK$'000 千港元 (Note d) (附註d)	Investment revaluation reserve 投資重估儲備 HK$'000 千港元	Translation reserve 匯兌儲備 HK$'000 千港元	Retained profits 保留溢利 HK$'000 千港元	Sub-total 小計 HK$'000 千港元	Non-controlling interests 非控股權益 HK$'000 千港元	Total equity 資本總額 HK$'000 千港元
Balance at 1 January 2020	於二零二零年一月一日之結餘	110,576	6,566,852	(11,900)	25,491	10,594	1,472,950	280,581	1,895,594	121,445	(529,188)	40,245,570	50,188,565	7,781,085	57,969,650
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	-	-	4,702,884	4,702,884	1,125,469	5,828,353
Fair value loss on debt instruments at fair value through other comprehensive income	按公平值計入其他全面收益之債務工具之公平值虧損	-	-	-	-	-	-	-	-	(21,617)	-	-	(21,617)	(16,531)	(38,148)
Reclassify to profit or loss upon disposal of debt instruments at fair value through other comprehensive income	因出售按公平值計入其他全面收益之債務工具而重新分類至損益	-	-	-	-	-	-	-	-	(82,728)	-	-	(82,728)	(23,517)	(106,245)
Fair value loss on equity instruments at fair value through other comprehensive income	按公平值計入其他全面收益之權益工具之公平值虧損	-	-	-	-	-	-	-	-	(161,062)	-	-	(161,062)	(1,856)	(162,918)
Exchange differences arising from translation to presentation currency	因折算至呈報貨幣而產生之匯兌差額	-	-	-	-	-	-	-	-	-	3,354,050	-	3,354,050	304,344	3,658,394
Exchange differences arising from translation of foreign operations	因折算外地經營而產生之匯兌差額	-	-	-	-	-	-	-	-	-	12,543	-	12,543	725	13,268
Total comprehensive (expense) income for the year	本年度全面(開支)收益總額	-	-	-	-	-	-	-	-	(265,407)	3,366,593	4,702,884	7,804,070	1,388,634	9,192,704
Issue of new shares from exercise of share options	因行使購股權而發行新股份	265	57,505	-	(11,914)	-	-	-	-	-	-	-	45,856	-	45,856
Final dividend for the year ended 31 December 2019 (Note 12)	截至二零一九年十二月三十一日止年度之末期股息(附註12)	-	-	-	-	-	-	-	-	-	-	(662,430)	(662,430)	-	(662,430)
Special final dividend for the year ended 31 December 2019 (Note 12)	截至二零一九年十二月三十一日止年度之特別末期股息(附註12)	-	-	-	-	-	-	-	-	-	-	(552,025)	(552,025)	-	(552,025)
Interim dividend for the year ended 31 December 2020 (Note 12)	截至二零二零年十二月三十一日止年度之中期股息(附註12)	-	-	-	-	-	-	-	-	-	-	(309,618)	(309,618)	-	(309,618)
Acquisitions of additional interests in subsidiaries (Note 45(b))	收購附屬公司額外權益(附註45(b))	-	-	-	-	-	-	-	(604,567)	-	-	-	(604,567)	(1,675,312)	(2,279,879)
Disposal of a subsidiary (Note 35(b))	出售一間附屬公司(附註35(b))	-	-	-	-	-	-	-	-	-	-	-	-	55,296	55,296
Capital redemption from non-controlling shareholders of a subsidiary (note 45(b))	從一間附屬公司非控股股東贖回資本(附註45(b))	-	-	-	-	-	-	-	-	-	-	-	-	(358,400)	(358,400)
Dividends paid to non-controlling shareholders of subsidiaries	支付予附屬公司之非控股股東之股息	-	-	-	-	-	-	-	-	-	-	-	-	(2,257,500)	(2,257,500)
Repurchase and cancellation of ordinary shares (Note 31)	購回及註銷普通股(附註31)	(262)	(58,497)	13,811	-	-	-	-	-	-	-	-	(44,948)	-	(44,948)
Transfers to reserve	轉撥至儲備	-	-	-	-	-	468,149	-	-	-	-	(468,149)	-	-	-
		3	(992)	13,811	(11,914)	-	468,149	-	(604,567)	-	-	(1,992,222)	(2,127,732)	(4,235,916)	(6,363,648)
Balance at 31 December 2020	於二零二零年十二月三十一日之結餘	110,579	6,565,860	1,911	13,577	10,594	1,941,099	280,581	1,291,027	(143,962)	2,837,405	42,956,232	55,864,903	4,933,803	60,798,706

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
綜合權益變動表

Notes:

(a) Special surplus account represents the difference between the nominal amount of the shares issued by the Company and the nominal amount of the issued share capitals of the subsidiaries which were acquired by the Company under the Group reorganisation in 1993.

(b) Statutory reserve comprises statutory fund, which is non-distributable, represents capitalisation of retained profits of certain subsidiaries established in the People's Republic of China ("PRC") for capital re-investment in these subsidiaries and funds shall be used to (i) make up prior year losses or (ii) expand production operations.

(c) The property revaluation reserve of the Group represents the gain on revaluation of certain properties of the Group for own use as a result of transfer of those properties from properties, plant and equipment to investment properties.

(d) Goodwill reserve represents the effects of changes in ownership in certain subsidiaries when there is no change in control.

附註：

(a) 特別盈餘賬目指本公司發行的股份面值與本公司於一九九三年根據集團重組收購之附屬公司已發行股本面值之差額。

(b) 法定儲備包括不可分派之法定基金，指把若干於中華人民共和國（「中國」）成立的附屬公司之保留溢利資本化作為於該等附屬公司之再投資資本，基金應用作(i)彌補以前年度虧損或(ii)擴充生產營運。

(c) 本集團物業重估儲備指由於將本集團若干自用之物業由物業、廠房及設備轉撥至投資物業所產生之重估收益。

(d) 商譽儲備指若干附屬公司在控制權沒有變動的情況下之擁有權變動影響。

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

		NOTE 附註	2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
OPERATING ACTIVITIES	**經營活動**			
Profit before taxation	除税前溢利		**7,936,416**	5,122,913
Adjustments for:	調整：			
Share of results of joint ventures	應佔合營公司業績		**(77,868)**	(93,867)
Share of result of an associate	應佔聯營公司業績		**2,673**	(51,677)
Depreciation of properties, plant and equipment	物業、廠房及設備之折舊		**1,636,392**	1,880,145
Depreciation of right-of-use assets	使用權資產折舊		**47,041**	44,849
Amortisation of intangible assets	無形資產攤銷		**6,480**	3,960
Impairment loss on trade receivables, net of reversal	就貿易應收賬款確認之減值虧損，扣除撥回		**13,797**	183,210
Finance costs	融資成本		**457,179**	752,001
Interest income on bank balances, deposits, entrusted loans and loan receivable	銀行結餘、存款、委託貸款及應收貸款之利息收入		**(126,975)**	(120,720)
Loss (gain) on fair value changes of equity instruments at fair value through profit or loss	按公平值計入損益之權益工具之公平值變動虧損（收益）		**978,285**	(40,920)
Gain on disposal of debt instruments at fair value through other comprehensive income	出售按公平值計入其他全面收益之債務工具之收益		**(106,245)**	(142,140)
Loss (gain) on fair value changes of investment properties	投資物業公平值變動之虧損（收益）		**5,437**	(6,263)
Gain on disposal of subsidiaries	出售附屬公司之收益	35	**(29,776)**	–
Write down of inventories	撇銷存貨		**7,556**	181,093
Loss on disposal and written off of properties, plant and equipment	出售及撇銷物業、廠房及設備虧損		**91,624**	228,249
Share-based payments	以股份形式付款		**–**	229,234
Operating cash flows before movements in working capital	未計營運資金變動前之經營現金流量		**10,842,016**	8,170,067
Decrease in inventories	存貨減少		**117,881**	472,461
Decrease (increase) in properties held for development	待發展物業減少（增加）		**2,064,767**	(2,416,214)
Decrease (increase) in trade and other receivables and prepayments	貿易及其他應收賬款及預付款項減少（增加）		**329,891**	(113,522)
Decrease in bills receivables	應收票據減少		**524,926**	450,489
Increase in equity instruments at fair value through profit or loss	按公平值計入損益之權益工具增加		**(908,727)**	(29,526)
Decrease (increase) in debt instruments at fair value through other comprehensive income	按公平值計入其他全面收益之債務工具減少（增加）		**113,164**	(151,596)
Increase (decrease) in trade and other payables	貿易及其他應付賬款增加（減少）		**709,530**	(726,879)
Decrease in bills payables	應付票據減少		**(3,711)**	(55,505)
(Decrease) increase in contract liabilities	合約負債（減少）增加		**(2,707,086)**	3,121,405

CONSOLIDATED STATEMENT OF CASH FLOWS
綜合現金流量表

		NOTES 附註	2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Cash generated from operations	經營業務所得現金		**11,082,651**	8,721,180
Other income taxes paid	其他已繳所得稅		**(1,259,416)**	(834,786)
PRC Land Appreciation Tax ("LAT") paid	已繳中國土地增值稅（「土地增值稅」）		**(298,390)**	(523,748)
Hong Kong Profits Tax paid	已繳香港利得稅		**(25,153)**	(71,835)
NET CASH FROM OPERATING ACTIVITIES	**經營活動所得現金淨額**		**9,499,692**	7,290,811
INVESTING ACTIVITIES	**投資活動**			
Net purchase of equity investments at fair value through profit or loss	按公平值計入損益之權益投資的購買淨額		**(2,873,648)**	(1,495,441)
Purchase of debt investments at fair value through other comprehensive income	購買按公平值計入其他全面收益之債務投資		**(1,574,660)**	(1,589,896)
Purchase of properties, plant and equipment	購買物業、廠房及設備		**(1,467,796)**	(2,093,742)
Deposits paid for acquisition of properties, plant and equipment and investment properties	購買物業、廠房及設備及投資物業之已付訂金		**(150,858)**	(611,724)
Payments for right-of-use assets	使用權資產付款		**(52,177)**	(92,787)
Proceeds from disposal or on maturity of debt instruments at fair value through other comprehensive income	出售按公平值計入其他全面收益之債務工具（或到期）所得款項		**7,102,545**	3,600,136
Proceeds from disposal of properties, plant and equipment	出售物業、廠房及設備所得款項		**1,119,779**	305,119
Net cash inflow arising on disposal of subsidiaries	出售附屬公司所產生之淨現金流入	35	**288,936**	–
Repayment received on entrusted loans	委託貸款已收還款		**100,095**	127,458
Interest received	已收利息		**81,293**	120,720
Dividend received from a joint venture	已收一間合營公司股息		**80,319**	75,302
Proceeds from disposal of right-of-use assets	出售使用權資產所得款項		**59,607**	–
Dividend received from an associate	已收一間聯營公司股息		**51,131**	184,043
Net cash outflow arising on acquisitions of subsidiaries	收購附屬公司產生之淨現金流出	34	**–**	(1,445,540)
Loan to an independent third party	給予獨立第三方貸款		**–**	(600,000)
Purchase of investment properties	購買投資物業		**–**	(39,190)
Proceeds from disposal of right-of-use assets	出售使用權資產所得款項		**–**	1,116
NET CASH FROM (USED IN) INVESTING ACTIVITIES	**投資活動所得（所用）現金淨額**		**2,764,566**	(3,554,426)

CONSOLIDATED STATEMENT OF CASH FLOWS
綜合現金流量表

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
FINANCING ACTIVITIES	**融資活動**		
New bank borrowings raised	新增銀行借貸	**10,313,336**	10,344,987
Repayment of bank borrowings	償還銀行借貸	**(17,545,764)**	(13,470,267)
Repayment of lease liabilities	償還租賃負債	**(3,245)**	(2,342)
Dividend paid on ordinary shares	已派付普通股股息	**(1,214,455)**	(1,061,413)
Dividends paid to non-controlling shareholders of subsidiaries	支付予附屬公司之非控股股東之股息	**(636,408)**	(452,667)
Interest paid	已付利息	**(552,875)**	(849,201)
Consideration paid for acquisition of additional interests in subsidiaries	收購附屬公司額外權益所付代價	**(2,607,089)**	(414,616)
Proceeds from the partial disposal of a subsidiary	出售附屬公司部分權益所得款項	**–**	529,257
Proceeds from exercise of share options of the Company and a subsidiary	行使本公司及一間附屬公司之購股權所得款項	**373,066**	412,354
Payment on repurchase of shares	回購股份付款	**(44,948)**	(39,089)
Capital (redemption) contribution from non-controlling shareholders of a subsidiary	附屬公司之非控股股東(撤資)出資額	**(358,400)**	128,000
NET CASH USED IN FINANCING ACTIVITIES	**融資活動所用現金淨額**	**(12,276,782)**	(4,874,997)
NET DECREASE IN CASH AND CASH EQUIVALENTS	**現金及現金等價物減少淨額**	**(12,524)**	(1,138,612)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	**年初之現金及現金等價物**	**6,256,964**	7,473,324
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	**匯率變動影響**	**324,417**	(77,748)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR, REPRESENTING BANK BALANCES AND CASH	**年末之現金及現金等價物，即銀行結餘及現金**	**6,568,857**	6,256,964

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

1. GENERAL INFORMATION

Kingboard Holdings Limited (the "Company") is a public limited company incorporated in the Cayman Islands and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The addresses of the registered office and principal place of business of the Company are disclosed in the "Corporate Information" section of the annual report.

The Company is an investment holding company and the principal activities of its subsidiaries are set out in Note 45.

The principal activities of its subsidiaries are the manufacture and sales of laminates, printed circuit boards ("PCBs"), chemicals, magnetic products, property development and investments and investment business.

The consolidated financial statements are presented in Hong Kong dollars ("HK$"), which the directors of the Company ("Directors") considered it is more relevant for the users of the consolidated financial statements.

1. 一般資料

建滔集團有限公司(「本公司」)在開曼群島註冊成立為上市有限公司，其股份在香港聯合交易所有限公司(「聯交所」)之主板上市。本公司註冊辦事處之地址及主要營業地點於本年報「公司資料」一節中披露。

本公司為投資控股公司，其附屬公司之主要業務載於附註45。

其附屬公司的主要業務為製造及銷售覆銅面板、印刷電路板、化工產品、磁石產品、房地產發展及投資以及投資業務。

本公司董事(「董事」)認為以港元(「港元」)呈列綜合財務報表對使用者更為相關，故綜合財務報表以港元呈列。

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the "Amendments to References to the Conceptual Framework in HKFRS Standards" and the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2020 for the preparation of the consolidated financial statements:

Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKFRS 3	Definition of a Business
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform

2. 應用經修訂之香港財務申報準則(「香港財務申報準則」)

於本年度已強制生效之經修訂之香港財務申報準則

於本年度，本集團已首次應用香港會計師公會(「香港會計師公會」)頒布且已於2020年1月1日或之後開始之年度期間強制生效的香港財務申報準則經修訂概念框架指引及以下之經修訂香港財務申報準則，以編製綜合財務報表：

香港會計準則第1號及香港會計準則第8號(修訂本)	有關重大的定義
香港財務申報第3號(修訂本)	有關業務的定義
香港財務申報準則第9號、香港會計準則第39號及香港財務申報準則第7號(修訂本)	利率基準改革

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (continued)

Amendments to HKFRSs that are mandatorily effective for the current year (continued)

Except as described below, the application of the "Amendments to References to the Conceptual Framework in HKFRS Standards" and the amendments to HKFRSs in the current year had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

Impacts on application of Amendments to HKAS 1 and HKAS 8 "Definition of Material"

The Group has applied the Amendments to HKAS 1 and HKAS 8 for the first time in the current year. The amendments provide a new definition of material that states "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." The amendments also clarify that materiality depends on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements taken as a whole.

The application of the amendments in the current year had no impact on the consolidated financial statements.

2. 應用經修訂之香港財務申報準則(「香港財務申報準則」)(續)

於本年度已強制生效之經修訂之香港財務申報準則(續)

除下文所述者外，本期間應用香港財務申報準則概念框架的修訂及經修訂香港財務申報準則對本集團於本期間及過往期間之財務表現及狀況及／或載於簡明合併財務報表之披露並無重大影響。

採用香港財務申報準則第1號及香港會計準則第8號「有關重大的定義」(修訂本)之影響

本集團於本年度首次應用香港財務申報準則第1號和香港財務申報準則第8號。修訂本為重要性落下新定義，訂明「如果遺漏、錯誤陳述或掩飾某項資料可能合理預期會影響通用財務報表主要使用者根據該等財務報表(提供有關特定申報實體的財務資料)作出的決策，則有關資料屬重要的。」修訂本亦澄清重大程度取決於資料的性質或以整體財務報表來看的重要程度(不論為個別或與其他資料結合考慮)。

於本年度應用修訂本對合併財務報表並無影響。

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (continued)

Amendments to HKFRSs that are mandatorily effective for the current year (continued)

Impacts on application of Amendments to HKFRS 3 "Definition of a Business"

The Group has applied the amendments for the first time in the current year. The amendments clarify that while businesses usually have outputs, outputs are not required for an integrated set of activities and assets to qualify as a business. To be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs.

The amendments remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs. The amendments also introduce additional guidance that helps to determine whether a substantive process has been acquired.

In addition, the amendments introduce an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. Under the optional concentration test, the acquired set of activities and assets is not a business if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. The election on whether to apply the optional concentration test is available on transaction-by-transaction basis.

The amendments had no impact on the consolidated financial statements of the Group but may impact future periods should the Group make any acquisition.

2. 應用經修訂之香港財務申報準則(「香港財務申報準則」)(續)

於本年度已強制生效之經修訂之香港財務申報準則(續)

採用香港財務申報準則第3號「有關業務的定義」

本集團於本年度首次應用該等修訂本。該等修訂釐清，儘管業務通常具有產出，但產出毋須為一組完整的活動及資產才成為一項業務。為符合業務定義，所收購的一組活動及資產必須至少包括投入及實質流程，且兩者結合能顯著促進創造產出的能力。

該等修訂移除對市場參與者能否取代失去的投入或流程及繼續提供產出的評估。該等修訂亦引入額外指引，有助釐定是否已收購實質流程。

此外，該等修訂引入一項選擇性之集中度測試，允許將所收購之一組活動及資產是否屬於業務作出簡化評估。根據該選擇性之集中度測試，若所收購的總資產之絕大部分公平價值集中於單個可識別資產或一組類似資產，則所收購之一組活動及資產並非業務。評估下之總資產不包括現金及現金等價物、遞延稅項資產及因遞延稅項負債的影響而產生之商譽。選用該選擇性之集中度測試與否可依個別交易為基準。

該等修訂對本集團綜合財務報表並無影響，惟倘本集團於往後期間作出任何收購則可能有所影響。

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (continued)

New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17	Insurance Contracts and the related Amendments[1]
Amendments to HKFRS 3	Reference to the Conceptual Framework[2]
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2[5]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]
Amendment to HKFRS 16	Covid-19-Related Rent Concessions[4]
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)[1]
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use[2]
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract[2]
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018–2020[2]

1 Effective for annual periods beginning on or after 1 January 2023

2 Effective for annual periods beginning on or after 1 January 2022

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

4 Effective for annual periods beginning on or after 1 June 2020

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

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

2. 應用經修訂之香港財務申報準則(「香港財務申報準則」)(續)

已頒佈但尚未生效的新增及經修訂香港財務申報準則

本集團並無提早應用以下已頒佈但尚未生效的新增及經修訂香港財務申報準則：

香港財務申報準則第17號	保險合約及相關修訂[1]
香港會計準則第3號(修訂本)	對概念框架的提述[2]
香港財務申報準則第9號、香港會計準則第39號、香港財務申報準則第7號、香港財務申報準則第4號及香港財務申報準則第16號(修訂本)	利率基準改革－第2階段[5]
香港財務申報準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間出售或注入資產[3]
香港財務申報準則第16號(修訂本)	Covid-19有關租金寬減[4]
香港會計準則第1號(修訂本)	將負債分類為流動或非流動及對香港詮釋第5(2020)號的有關修訂[1]
香港會計準則第16號(修訂本)	物業、廠房及設備－作擬定用途前的所得款項[2]
香港會計準則第37號(修訂本)	虧損合約－履行合約的成本[2]
香港財務申報準則(修訂本)	香港財務申報準則2018年至2020年之年度改進[2]

1 於二零二三年一月一日或之後開始之年度期間生效

2 於二零二二年一月一日或之後開始之年度期間生效

3 於待釐定日期或之後開始之年度期間生效

4 於二零二零年六月一日或之後開始之年度期間生效

5 於二零二一年一月一日或之後開始之年度期間生效

除下文所述經修訂香港財務申報準則外，董事預期應用所有其他新訂及經修訂香港財務申報準則於可見將來不會對綜合財務報表構成重大影響。

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (continued)

New and amendments to HKFRSs in issue but not yet effective (continued)

Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 "Interest Rate Benchmark Reform – Phase 2"

Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 "Interest Rate Benchmark Reform – Phase 2" relate to the modification of financial assets, financial liabilities and lease liabilities, specific hedge accounting requirements and disclosure requirements applying HKFRS 7 "Financial Instruments: Disclosures" to accompany the amendments regarding modifications and hedge accounting.

- **Modification of financial assets, financial liabilities and lease liabilities.** A practical expedient is introduced for modifications required by the reform (modifications required as a direct consequence of the interest rate benchmark reform and made on an economically equivalent basis). These modifications are accounted for by updating the effective interest rate. All other modifications are accounted for using the current HKFRSs requirements. A similar practical expedient is proposed for lessee accounting applying HKFRS 16;

- **Hedge accounting requirements.** Under the amendments, hedge accounting is not discontinued solely because of the interest rate benchmark reform. Hedging relationships (and related documentation) are required to be amended to reflect modifications to the hedged item, hedging instrument and hedged risk. Amended hedging relationships should meet all qualifying criteria to apply hedge accounting, including effectiveness requirements; and

2. 應用經修訂之香港財務申報準則(「香港財務申報準則」)(續)

已頒佈但尚未生效的新增及經修訂香港財務申報準則(續)

香港財務申報準則第9號、香港會計準則第39號、香港財務申報準則第7號、香港財務申報準則第4號及香港財務申報準則第16號(修訂本)「利率基準改革－第二階段」

香港財務申報準則第9號、香港會計準則第39號、香港財務申報準則第7號、香港財務申報準則第4號及香港財務申報準則第16號之修訂本「利率基準改革－第二階段」，乃關乎應用香港財務申報準則第7號「財務工具：披露」之財務資產、財務負債及租賃負債之改動、具體對沖會計要求及披露要求，以配合有關改動及對沖會計之修訂。

- **財務資產、財務負債及租賃負債之改動。**該等修訂本對改革所需作出之改動(因利率基準改革直接導致並按經濟上等同之基準作出之改動)，引入可行的權宜之計。該等改動乃透過更新實際利率之方式入賬，其他所有改動則採用現行之香港財務申報準則要求入賬。該等修訂本建議應用香港財務申報準則第16號，對承租人之會計處理採用類似可行的權宜之計；

- **對沖會計要求。**根據該等修訂本，對沖會計不會純粹因利率基準改革而終止。對沖關係(及相關文件)須予修訂，以反映對沖項目、對沖工具及對沖風險之改動。修訂後之對沖關係應符合應用對沖會計之所有資格條件，當中包括效能要求；及

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (continued)

New and amendments to HKFRSs in issue but not yet effective (continued)

Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 "Interest Rate Benchmark Reform – Phase 2" (continued)

- **Disclosures.** The amendments require disclosures in order to allow users to understand the nature and extent of risks arising from the interest rate benchmark reform to which the Group is exposed to and how the entity manages those risks as well as the entity's progress in transitioning from interbank offered rates to alternative benchmark rates, and how the entity is managing this transition.

As at 31 December 2020, the Group has several London Interbank Offered Rate ("LIBOR") and Hong Kong Interbank Offered Rate ("HIBOR") bank loans which will or may be subject to interest rate benchmark reform. The Group expects no significant gains or losses should the interest rate benchmark for these loans change resulting from the reform on application of the amendments.

Amendments to HKAS 1 "Classification of Liabilities as Current or Non-current" and related amendments to Hong Kong Interpretation 5 (2020)

The amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that:

  (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and

  (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date; and

2. 應用經修訂之香港財務申報準則(「香港財務申報準則」)(續)

已頒佈但尚未生效的新增及經修訂香港財務申報準則(續)

香港財務申報準則第9號、香港會計準則第39號、香港財務申報準則第7號、香港財務申報準則第4號及香港財務申報準則第16號(修訂本)「利率基準改革－第二階段」(續)

- **披露。**該等修訂本要求作出披露，以讓使用者了解利率基準改革之性質及本集團承受之風險程度、實體管理有關風險之方式、實體由銀行同業拆息轉為其他基準利率之進度，以及實體管理此項轉變之方式。

於二零二零年十二月三十一日，本集團有多筆以倫敦銀行同業拆息(「倫敦銀行同業拆息」)以及香港銀行同業拆息(香港銀行同業拆息)計息之銀行貸款將或可能須進行利率基準改革。本集團預期，倘於應用該等修訂本時，該等貸款之利率基準因改革而出現變動，所錄得之收益或虧損亦不會重大。

香港會計準則第1號(修訂本)「將負債分類為流動或非流動」以及香港詮釋第5(2020)號之有關修訂

該等修訂闡明及補充指導如何評估延遲結付期最少至報告日期後十二個月的權利以將負債分類為流動負債或非流動負債，其中：

- 規定負債分類為流動負債或非流動負債應基於報告期末所存在的權利。該等修訂尤其闡明：

  (i) 分類不應受到管理管理意圖或期望在12個月內清償負債的影響；及

  (ii) 倘該權利以遵守契約為條件，則即使貸款人於較後日期才測試遵守情況，倘於報告期滿足條件，該權利亦存在；及

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (continued)

New and amendments to HKFRSs in issue but not yet effective (continued)

Amendments to HKAS 1 "Classification of Liabilities as Current or Non-current" and related amendments to Hong Kong Interpretation 5 (2020) (continued)

- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 "Financial Instruments: Presentation".

In addition, Hong Kong Interpretation 5 was revised as a consequence of the Amendments to HKAS 1 to align the corresponding wordings with no change in conclusion.

Based on the Group's outstanding liabilities as at 31 December 2020, the application of the amendments will not result in reclassification of the Group's liabilities.

Amendments to HKAS 16 "Property, Plant and Equipment – Proceeds before Intended Use"

The amendments specify that the costs of any item that were produced while bringing an item of property, plant and equipment to the location and condition necessary for it to be capable of operating in the manner intended by management (such as samples produced when testing whether the relevant property, plant and equipment is functioning properly) and the proceeds from selling such items should be recognised and measured in the profit or loss in accordance with applicable standards. The cost of the items are measured in accordance with HKAS 2 "Inventories" ("HKAS 2").

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

2. 應用經修訂之香港財務申報準則（「香港財務申報準則」）（續）

已頒佈但尚未生效的新增及經修訂香港財務申報準則（續）

香港會計準則第1號（修訂本）「將負債分類為流動或非流動」以及香港詮釋第5(2020)號之有關修訂（續）

- 澄清倘若負債具有條款，可由對手方選擇透過轉讓實體本身的權益工具進行結清，僅當實體應用香港會計準則第32號金融工具：呈列將選擇權單獨確認為權益工具，該等條款則不影響將其分類為流動或非流動。

此外，香港詮釋第5號因香港會計準則第1號之修訂本而進行修訂，以使相應措辭保持一致而結論不變。

根據本集團於二零二零年十二月三十一日的未償還負債，該等修訂的應用不會導致重新分類本集團的負債。

香港會計準則第16號（修訂本）「物業、廠房及設備－作擬定用途前的所得款項」

修訂本規定，在將物業，廠房和設備項目帶到使其能夠按照管理層預期的方式運作所必需的位置和條件的同時，所產生的任何項目的成本（例如在測試產品是否符合要求時所產生的樣品於相關物業，廠房和設備是否正常運行）及出售此類物品的收益應按照適用的標準在損益中確認和計量。項目的成本根據香港會計準則第2號「存貨」計量。

預期應用該等修訂不會對本集團的財務狀況及表現造成重大影響。

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (continued)

New and amendments to HKFRSs in issue but not yet effective (continued)

Amendments to HKAS 37 "Onerous Contracts – Cost of Fulfilling a Contract"

The amendments specify that, when an entity assesses whether a contract is onerous in accordance with HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets", the unavoidable costs under the contract should reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. Costs of fulfilling the contract include incremental costs and an allocation of other costs that relate directly to fulfilling contracts (for example, an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

The amendments are applicable to contracts for which the Group has not yet fulfilled all its obligations as at the date of initial application. The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

Amendments to HKFRSs "Annual Improvements to HKFRSs 2018–2020"

The annual improvements make amendments to the following standards.

HKFRS 9 "Financial Instruments" ("HKFRS 9")

The amendment clarifies that for the purpose of assessing whether modification of terms of original financial liability constitutes substantial modification under the "10 per cent" test, a borrower includes only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or the lender on the other's behalf.

HKFRS 16 "Leases" ("HKFRS 16")

The amendment to Illustrative Example 13 accompanying HKFRS 16 removes from the example the illustration of reimbursement relating to leasehold improvements by the lessor in order to remove any potential confusion.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

2. 應用經修訂之香港財務申報準則(「香港財務申報準則」)(續)

已頒佈但尚未生效的新增及經修訂香港財務申報準則(續)

香港會計準則第37號「虧損合約－履行合約的成本」

修訂本規定，當主體根據香港會計準則37撥備、或然負債及或然資產評估合約是否虧損時，合約下的不可避免成本應反映出退出合約的淨成本最少，即較低者。履行費用以及因未能履行而產生的任何補償或罰款。履行合約的成本包括增量成本及與履行合約直接相關的其他成本的分配(例如，分配用於履行合同的不動產，廠房和設備的折舊費)。

該等修訂適用於本集團於首次採用日期尚未履行其所有責任的合約。預期應用該等修訂不會對本集團的財務狀況及表現造成重大影響。

香港財務申報準則(修訂本)「香港財務申報準則2018年至2020年之年度改進」

年度改進對以下準則作出修訂。

香港財務申報準則第9號「金融工具」(「香港財務申報準則第9號」)

該修訂澄清為了對原本金融負債的條款修改以「百分之十」測試進行評估是否構成重大修改，借款人僅包括借款人與貸款人之間已付或已收的費用，包括借款人或貸款人的代表者已付或已收的費用。

香港財務申報準則第16號「租賃」(香港財務申報準則第16號)

該修訂對在香港財務申報準則16中的第13號説明性例子刪除了有關出租人為租賃改善作報銷的説明性例子以消除任何潛在的混淆。

預期應用該等修訂不會對本集團的財務狀況及表現造成重大影響。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decision made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules") and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments, that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 "Share-based Payment" ("HKFRS 2"), leasing transactions that are accounted for in accordance with HKFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36 "Impairment of Assets" ("HKAS 36").

3. 綜合財務報表編製基準及主要會計政策

3.1 綜合財務報表編製基準

綜合財務報表乃按香港會計師公會頒佈的香港財務申報準則編製。就編製綜合財務報表而言，倘有關資料可合理預期將會影響主要使用者之決定，則該等資料被視為重要。此外，綜合財務報表載有聯交所證券上市規則(「上市規則」)及香港公司條例之適用披露規定。

綜合財務報表乃按歷史成本基準編製，惟如下列會計政策所闡述，於各報告期末，投資物業及若干金融工具則按公平值計量。

歷史成本一般按為換取貨品及服務而付出的代價的公平值計算。

公平值是於計量日期市場參與者間於有秩序交易中出售資產所收取或轉讓負債須支付之價格，而不論該價格為可直接觀察取得或可使用其他估值方法估計。於估計資產或負債之公平值時，本集團會考慮該等市場參與者於計量日期對資產或負債定價時所考慮之資產或負債之特點。於該等綜合財務報表中作計量及／或披露用途之公平值乃按此基準釐定，惟以下各項除外：屬於香港財務申報準則第2號「以股份形式付款」(「香港財務申報準則第2號」)範圍內之以股份形式付款交易、按照香港財務申報準則第16號入賬之租賃交易，以及與公平值存在某些相似之處但並非公平值之項目計量，例如香港會計準則第2號之可變現淨值或香港會計準則第36號「資產減值」(香港會計準則第36號)之使用價值。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.1 Basis of preparation of consolidated financial statements (continued)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

3. 綜合財務報表編製基準及主要會計政策(續)

3.1 綜合財務報表編製基準(續)

非金融資產公平值之計量則參考市場參與者可從使用該資產得到之最高及最佳效用，或把該資產售予另一可從使用該資產得到最高及最佳效用之市場參與者所產生之經濟效益。

就其後期間使用不可觀察輸入數據按公平值計量的金融工具及投資物業，估值方法已經校準，使估值方法的結果與交易價格相等。

此外，就財務申報而言，公平值計量分為第一級別、第二級別或第三級別，此等級別之劃分乃根據公平值計量輸入數據的可觀察程度及該輸入數據對公平值計量的整體重要性，概述如下：

- 第一級別輸入數據指該實體於計量日期由活躍市場上相同資產或負債獲得的報價(未經調整)；
- 第二級別輸入數據指除第一級別所包含之報價以外，資產或負債可直接或間接觀察得出的數據；及
- 第三級別輸入數據指資產或負債的不可觀察數據。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

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

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

3. 綜合財務報表編製基準及主要會計政策（續）

3.2 主要會計政策

綜合賬目基準

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

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

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

當本集團取得附屬公司之控制權，便將該附屬公司綜合入賬；當本集團失去附屬公司之控制權，便停止將該附屬公司綜合入賬。具體而言，年內所收購或出售附屬公司之收入及開支於本集團獲得控制權日期計入綜合損益表，直至本集團不再控制該附屬公司為止。

損益及其他全面收益的各個項目乃歸屬於本公司持有人及非控股權益。附屬公司的全面收益總額乃歸屬於本公司持有人及非控股權益，即使此舉會導致非控股權益產生虧絀結餘。

如有需要，將會就附屬公司之財務報表作出調整，以確保其會計政策與本集團會計政策貫徹一致。

有關本集團成員公司間交易之所有集團內公司間資產和負債、股權、收入、開支及現金流量於綜合賬目時全數對銷。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Basis of consolidation (continued)

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

Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries.

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

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs).

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

綜合賬目基準(續)

於附屬公司非控股權益獨立於本集團股權呈列，其代表現時擁有權權益，持有人藉此有權於有關附屬公司清盤時按比例分佔資產淨值。

本集團於現有附屬公司之權益之變動

倘本集團於附屬公司的權益變動並無導致本集團失去附屬公司的控制權，則列賬為股本交易。本集團擁有的相關權益組成部份及非控股權益的賬面值經已調整，以反映其於附屬公司的有關權益變動。

非控股權益調整金額與所付或所收代價公平值兩者之間的差額直接於權益內確認，並由本公司持有人分佔。

當本集團失去一間附屬公司的控制權時，則終止確認該附屬公司及非控股權益(如有)的資產及負債，盈虧於損益內確認，並按：(i)已收代價公平值及任何保留權益公平值總額與(ii)本公司持有人應佔的附屬公司的資產(包括商譽)及負債的賬面值之間的差額計算。所有先前於其他全面收益就該附屬公司確認的金額會予以入賬，猶如本集團已直接出售該附屬公司的相關資產或負債(即按適用香港財務申報準則的規定／許可重新分類至損益或轉撥至另一類權益)。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Business combinations or asset acquisitions

Optional concentration test

Effective from 1 January 2020, the Group can elect to apply an optional concentration test, on a transaction – by-transaction basis, that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

Asset acquisitions

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to investment properties which are subsequently measured under fair value model and financial assets/financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

業務合併或資產收購

選擇性集中度測試：

自二零二零年一月一日起，本集團可選擇按逐項交易基準應用選擇性集中度測試，可簡化對所收購的一系列活動及資產是否並非一項業務之評估。倘所收購總資產的公平值絕大部分集中在單一可識別資產或一組類似可識別資產中，則符合集中度測試。評估下之總資產不包括現金及現金等價物、遞延税項資產及因遞延税項負債的影響而產生之商譽。倘符合集中度測試，則該組活動及資產被釐定為並非業務及毋須作進一步評估。

資產收購

當本集團收購資產及負債組別並不構成業務時，本集團識別及確認所收購之個別可識別資產及所承擔之負債，方法為首先將購買價按各自之公平值分配至投資物業(其後按公平值模型計量)以及財務資產／財務負債，然後將購買價之結餘分配至其他個別可識別資產及負債，基準為按其於購買日期之相對公平值。該項交易不會產生商譽或議價購買收益。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Business combinations or asset acquisitions (continued)

Business combinations

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

Except for certain recognition exemptions, the identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the "Framework for the Preparation and Presentation of Financial Statements" (replaced by the "Conceptual Framework for Financial Reporting" issued in October 2010).

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

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 "Income Taxes" and HKAS 19 "Employee Benefits" respectively;

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

業務合併或資產收購(續)

業務合併

業務收購乃採用收購法入賬。於業務合併轉撥之代價按公平值計量，而計算方法為本集團所轉撥資產、本集團對被收購方原持有人產生之負債及本集團就交換被收購方之控制權發行之股權於收購日期之公平值總和。與收購事項有關之成本一般於產生時在損益中確認。

除若干確認豁免外，所收購可識別資產及所承擔負債必須符合財務報表編製及呈報框架中的資產及負債定義(由二零一零年十月頒佈之財務報告概念框架取代)。

於收購日期，已收購之可識別資產及已承擔負債按其公平值予以確認，惟下列各項除外：

- 遞延税項資產或負債及與僱員福利安排有關之資產或負債分別根據香港會計準則第12號「所得税」及香港會計準則第19號「僱員福利」確認及計量；

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Business combinations or asset acquisitions (continued)

Business combinations (continued)

- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 at the acquisition date (see the accounting policy below);
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations" are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

業務合併或資產收購(續)

業務合併(續)

- 與被收購方以股份形式支付安排有關之負債或權益工具或以本集團訂立之以股份形式支付安排取代被收購方以股份形式支付安排於收購日期根據香港財務申報準則第2號計量(請參考下文會計政策);
- 根據香港財務申報準則第5號「持作出售之非流動資產及已終止經營業務」劃分為持作出售之資產(或出售組合)會根據該項準則計量;及
- 租賃負債按餘下租賃付款(定義見香港財務申報準則第16號)的現值確認及計量,猶如已收購租賃於收購日期為新租賃,惟以下情況除外(a)租期於收購日期起12個月內結束;或(b)有關資產屬低價值資產。使用權資產按有關租賃負債的同一金額確認及計量,並作出調整以反映與市場條款相比租賃條款較為有利或遜色之處。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Business combinations or asset acquisitions (continued)

Business combinations (continued)

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

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

Goodwill

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

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

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

業務合併或資產收購(續)

業務合併(續)

所轉撥代價、與被收購方之任何非控股權益之金額及收購方先前持有被收購方股權(如有)之公平值合計,倘超出所收購可識別資產及所承擔負債於收購日期之淨額,超出之部分確認為商譽。倘(經重新評估後)已收購之可識別資產及承擔之負債之淨額超出所轉撥代價、於被收購方任何非控股權益之金額及收購方先前持有被收購方權益(如有)之公平值總和,超出部分即時於損益中確認為議價收購收益。

屬現時擁有權權益且於清盤時賦予其持有人按比例分佔相關附屬公司資產淨值之非控股權益初步按非控股權益應佔被收購方可識別資產淨值之已確認金額比例或公平值計量。

商譽

收購業務所產生之商譽,按於收購業務當日建立的成本(請參考上文會計政策)減累計減值虧損(如有)列賬。

就減值測試而言,商譽分配到預期從合併之協同效應中受益的本集團各有關現金產生單位(「現金產生單位」),或現金產生單位之組別,而該單位或單位組合為就內部管理目的的監察商譽的最低水平且不超過經營分部。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Goodwill (continued)

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

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

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

Investments in an associate and joint ventures

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

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

商譽(續)

已獲分配商譽之現金產生單位(或現金產生單位組別)每年或凡該單位有跡象顯示出現減值時進行較頻繁之減值測試。就於報告期間之收購所產生之商譽而言，已獲分配商譽之現金產生單位(或現金產生單位組別)於該報告期間完結前進行減值測試。倘可收回金額少於該單位之賬面值，則減值虧損被分配，以首先削減任何商譽之賬面值，及其後以單位各資產之賬面值為基準，按比例分配到該單位(或現金產生單位組別)之其他資產。

出售有關現金產生單位或現金產生單位組別內任何現金產生單位時，則商譽應佔金額於出售時計入釐定損益之金額。倘本集團出售現金產生單位(或現金產生單位組別內的一個現金產生單位)的營運，出售的商譽金額按已出售營運(或現金產生單位)的相對價值及保留現金產生單位(或現金產生單位組別)的部份作基礎計算。

本集團有關收購一間聯營公司及合營公司所產生之商譽的政策概述如下。

於一間聯營公司及合營公司之投資

聯營公司指本集團對其有重大影響力之實體。重大影響力指參與投資對象之財務及經營政策決策之權力，但並無控制或共同控制該等政策。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Investments in an associate and joint ventures (continued)

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of an associate and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of an associate and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. Changes in net assets of the associate/joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate or joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

於一間聯營公司及合營公司之投資(續)

合營公司乃一種共同安排，即共同控制安排的各方有權利享受安排之資產淨額。共同控制權指按照合約協定對一項安排所共有之控制權，僅在相關活動必須獲得共同享有控制權之各方一致同意方能決定時存在。

聯營公司及合營公司之業績及資產與負債乃按權益會計法納入綜合財務報表內。作權益法用途的聯營公司及合營公司之財務報表乃按與本集團就同類交易及同類事項的統一會計政策編製。根據權益法，於聯營公司或合營公司之投資，乃初步按成本於綜合財務狀況表列賬，並隨後作出調整以確認本集團應佔該聯營公司或合營公司之損益及其他全面收益。損益及其他全面收益以外的聯營公司或合營公司淨資產變動不予入賬，除非有關變動導致本集團所持擁有權權益發生變動。當本集團應佔一間聯營公司或合營公司之虧損超出其於該聯營公司或合營公司之權益(包括實質上構成本集團於聯營公司或合營公司或之淨投資的一部分的任何長期權益)，則本集團不再確認其應佔之進一步虧損。額外虧損會作出確認，惟僅以本集團已產生之法定或推定責任或代表該聯營公司或合營公司支付之款項為限。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Investments in an associate and joint ventures (continued)

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

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

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

於一間聯營公司及合營公司之投資(續)

於被投資方成為一家聯營公司或一間合營公司當日，對聯營公司或合營公司的投資採用權益法入賬。於收購一間聯營公司或一間合營公司的投資時，投資成本超過本集團分佔該被投資方可識別資產及負債公平值淨額的任何部分乃確認為商譽，並計入投資之賬面值。本集團應佔可識別資產及負債的公平值淨額超出投資成本的任何差額，於重新評估後即時於投資被收購之期間於損益確認。

本集團評估是否存在客觀證據顯示於一間聯營公司或合營企業的權益可能存在任何減值。如存在任何客觀證據，投資全數賬面值(包括商譽)根據香港會計準則第36號作為單一資產作減值測試，方法為將可收回金額(使用價值與公平值減出售成本之較高者)與賬面值加以比較。任何並非分配至資產(包括商譽)的已確認之減值虧損構成該投資賬面值的一部分。倘該投資之可收回金額其後增加，則根據香港會計準則第36號確認該減值虧損之撥回。

當某集團實體與本集團之聯營公司或合營公司交易時，與該聯營公司或合營公司交易所產生的損益只會在有關聯營公司或合營公司的權益與本集團無關的情況下，方會於本集團的綜合財務報表確認。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

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

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

客戶合約收益

本集團於履行履約義務時(或就此)確認收益，即與特定履約義務相關的貨品或服務的「控制權」轉移予客戶時確認收益。

履約責任指一項明確貨品或服務(或一批貨品或服務)或一系列大致相同之明確貨品或服務。

倘符合下列其中一項標準，貨品或服務的控制權在一段時間內轉移，而我們會按一段時間內已完成相關履約責任的進度確認收益：

- 客戶同時收取及耗用由本集團履約所帶來的利益；
- 本集團履約導致創建或提升於本集團履約時由客戶控制的資產；或
- 本集團履約並無產生對本集團有替代用途的資產，且本集團可享有強制執行權，以收回至今已履約部分的款項。

否則，收益於客戶獲得明確商品或服務的控制權時確認。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Revenue from contracts with customers (continued)

The revenue of the Group arising from sales of laminates, PCBs and chemicals is recognised at a point in time. Under the transfer-of-control approach in HKFRS 15 "Revenue from contracts with customers" ("HKFRS 15"), revenue from these sales is recognised when customer acceptance has been obtained, which is the point of time when the goods are delivered based on the agreed shipping terms and the location specified by the customers, and when the customer has the ability to direct the use of these products and obtain substantially all of the remaining benefits of these products.

The revenue of the Group arising from sales of properties in the ordinary course of business is recognised at a point in time when the customer obtains control of the respective properties.

Revenue from hotel accommodation and service income from drilling services are recognised over time, as the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs.

Revenue from property investment and licence fee income will be accounted for accordance with HKFRS 16, whereas dividend income and interest income from investments will be accounted for in accordance with HKFRS 9.

A contract liability represents the Group's obligation to transfer goods, properties or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

客戶合約收益(續)

本集團自銷售覆銅面板、印刷線路板、化工產品所產生的收益乃於某一時間點確認。根據香港財務申報準則第15號「客戶合約收益」(「香港財務申報準則第15號」)的控制權轉移法，該等銷售營業額乃於獲得客戶接受時確認，即按協定運送條款及客戶指定位置交付貨品，以及當客戶有能力主導該等產品的使用及獲得該等產品絕大部分餘下利益的時間點。

本集團於日常業務過程中銷售物業產生的收益於客戶獲得有關物業的控制權之時間點予以確認。

酒店住宿營業額及鑽孔服務之服務收入隨時間確認，因為客戶隨本集團履約同時收取及耗用由本集團履約所帶來的利益。

物業投資收益及授權費收入將繼續按照香港財務申報準則第16號入賬，其中投資的股息收入及利息收入將根據香港財務申報準則第9號入賬。

合約負債指本集團向客戶轉讓本集團已收取代價(或應自客戶收取代價金額)的貨品、物業或服務的責任。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Revenue from contracts with customers (continued)

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Output method

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

Existence of significant financing component

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

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

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

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

客戶合約收益(續)

隨時間確認收益：計量完全履行履約責任的進度

產量法

完全履行履約責任之進度乃根據產量法計量，即透過直接計量迄今已轉讓予客戶的貨品或服務價值，相對合約下承諾提供的餘下貨品或服務價值確認收益，該方法最能反映本集團於轉讓貨品或服務控制權方面的履約情況。

存在重大融資部分

釐定交易價時，倘協定之付款時間(明示或暗示)為客戶或本集團提供有關向客戶轉讓貨品或服務之重大融資利益，本集團會就貨幣時間價值之影響調整承諾代價金額。於該等情況下，合約即包含重大融資部分。不論融資承諾是否明確列於合約或隱含在合約訂約方協定之付款條款中，均可能存在重大融資部分。

對於付款與轉讓相關貨品、物業或服務相隔期間不足一年之合約，本集團應用可行權宜之計，而不就任何重大融資部分調整交易價。

就於轉移本集團已就任何重大融資部分而調整已承諾之代價金額之相關貨品、物業或服務前自客戶收取之預付款項而言，本集團應用將於本集團與客戶之間於合約開始之獨立融資交易中反映之貼現率。預收款項與轉讓相關貨品及服務兩者期間之有關利息開支，使用與借貸成本相同的基準入賬。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 Significant accounting polices (continued)

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

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

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components, including contract for acquisition of ownership interests of a property which includes both leasehold land and non-lease building components, unless such allocation cannot be made reliably.

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

3.2 主要會計政策(續)

租賃

租賃的定義

倘合約為換取代價而給予在一段時間內控制使用可識別資產的權利，則該合約屬租賃或包含租賃。

就於首次應用日期或之後訂立或修改或源於業務合併的合約而言，本集團根據香港財務申報準則第16號的定義於初始或修改或收購日期(視乎情況而定)評估該合約是否為租賃或包含租賃。除非合約的條款及條件其後出現變動，否則有關合約將不予重新評估。

本集團作為承租人

將代價分配至合約組成部分

就包含租賃組成部分以及一項或多項額外租賃或非租賃組成部分的合約而言，本集團根據租賃組成部分的相對獨立價格及非租賃組成部分的合計獨立價格基準將合約代價分配至各項租賃組成部分，包括收購含有租賃土地及非租賃樓宇組成部分的物業的所有權權益的合約，惟有關分配無法可靠作出則除外。

本集團應用可行權宜之計不將非租賃組成部分與租賃組成部分分開，而將租賃組成部分及任何相關非租賃組成部分作為單一租賃組成部分入賬。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Leases (continued)

The Group as a lessee (continued)

Short-term leases

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

Right-of-use assets

The cost of right-of-use asset includes:

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

Except for those that are classified as investment properties and measured under fair value model, right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

短期租賃

本集團將短期租賃確認豁免應用於租賃物業的租賃，有關租賃的租賃期為自開始日期起十二個月或以下並且不包括購買選擇權。短期租賃的租賃付款在租賃期內按直線法或其他系統基準確認為支出。

使用權資產

使用權資產的成本包括：

- 租賃負債的初步計量金額；
- 於開始日期或之前作出的任何租賃付款，減任何已收租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團於拆解及搬遷相關資產、復原相關資產所在場地或復原相關資產至租賃的條款及條件所規定的狀況時產生的成本估計。

除分類為投資物業並按公平值模式計量的使用權資產外，使用權資產按成本減任何累計折舊及減值虧損計量，並於任何租賃負債重新計量時作出調整。

使用權資產於估計使用年期及租賃期(以較短者為準)內以直線法折舊。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Leases (continued)

The Group as a lessee (continued)

Right-of-use assets (continued)

The Group presents right-of-use assets that do not meet the definition of investment property or inventory as a separate line item on the consolidated statement of financial position. Right-of-use assets that meet the definition of investment property or inventory are presented within "investment properties" and "properties held for development" respectively.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

使用權資產(續)

本集團於綜合財務狀況表的單獨項目呈列並不符合投資物業或存貨定義的使用權資產。符合投資物業或存貨定義的使用權資產分別呈列為「投資物業」及「待發展物業」。

可退回租賃按金

已付的可退回租賃按金乃根據香港財務申報準則第9號入賬,並初步按公平值計量。初步確認公平值的調整被視為額外租賃款項,並計入使用權資產的成本內。

租賃負債

於租賃開始日期,本集團按該日未付的租賃款項現值確認及計量租賃負債。倘租賃隱含的利率難以釐定,則本集團會使用租賃開始日期的增量借款利率計算租賃付款的現值。

租賃付款包括:

- 固定付款(包括實質性的固定付款)減任何應收租賃優惠;
- 視乎指數或比率而定的可變租賃付款,於開始日期初始使用指數或比率計量;

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Leases (continued)

The Group as a lessee (continued)

Lease liabilities (continued)

- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃負債(續)

- 根據剩餘價值擔保本集團預期將支付的金額;
- 本集團合理確定行使購買權的行使價;及
- 於租期反映本集團會行使選擇權終止租賃時,終止租賃的相關罰款。

於開始日期後,租賃負債根據利息增長及租賃付款作出調整。

倘出現以下情況,本集團會重新計量租賃負債(並對相關使用權資產作出相應調整):

- 租期有所變動或行使購買選擇權的評估產生變化,在此情況下,相關租賃負債透過使用重新評估日期的經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因檢討市場租金後市場租金率變動而出現變動,在此情況下,相關租賃負債透過使用初始貼現率貼現經修訂租賃付款而重新計量。

本集團於綜合財務狀況表的單獨項目呈列租賃負債。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Leases (continued)

The Group as a lessee (continued)

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃的修改

倘出現以下情況，本集團會將租賃的修改列賬為個別租賃：

- 該項修改通過增加使用一項或多項相關資產的權利擴大了租賃範圍；及
- 租賃代價增加，增加的金額相當於範圍擴大對應的單獨價格，加上為反映特定合約的實際情況而對單獨價格進行的任何適當調整。

就未入賬為一項單獨租賃的租賃修改而言，本集團透過使用修訂生效日期的經修訂貼現率貼現經修訂租賃付款的經修改租賃的租期，重新計量租賃負債。

本集團通過對使用權資產作出相應調整，將租賃負債的重新計量入賬。倘經修訂合約包含租賃部分以及一個或多個額外租賃或非租賃部分，本集團按租賃部分的相對獨立價格以及非租賃部分的獨立價格合計，將經修訂合約的代價分配至各租賃部分。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Leases (continued)

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases and licence fee income are recognised in profit or loss on a straight-line basis over the term of the relevant lease and licence agreement. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

Rental income and licence fee income which are derived from the Group's ordinary course of business are presented as revenue.

Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃(續)

本集團作為出租人

租賃的分類及計量

本集團作為出租人的租賃分類為融資或經營租賃。倘租賃條款將有關資產擁有權附帶的絕大部分風險及回報轉讓予承租人，合約分類為融資租賃。所有其他租賃均分類為經營租賃。

經營租賃之租金收入及授權使用費收入乃按相關租賃及授權使用協議以直線法於損益確認。磋商及安排經營租賃過程中產生的初始直接成本計入租賃資產的賬面值，有關成本於租期內按直線法確認為開支，按公平值模式計量的投資物業除外。

本集團日常業務過程中產生的租賃收入及牌照費呈列為收入。

可退回租賃按金

已收的可退回租賃按金乃根據香港財務申報準則第9號入賬，並初步按公平值計量。初步確認公平值的調整被視為額外租賃款項。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Leases (continued)

The Group as a lessor (continued)

Lease modification

Changes in considerations of lease contracts that were not part of the original terms and conditions are accounted for as lease modifications, including lease incentives provided through forgiveness or reduction of rentals.

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

Investment properties

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

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

Gains or losses arising from changes in the fair value of investment properties are included in profit or loss in the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the year in which the item is derecognised.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃(續)

本集團作為出租人(續)

租賃的修改

不屬於原有條款及條件的租賃合約考慮因素的變化作為租賃修改入賬，包括通過免除或減少租金提供的租賃激勵。

本集團自修改生效日期起將經營租賃修訂入賬為新租賃，將任何與原有租賃有關之預付或應計租賃付款視作新租賃之租賃付款的一部分。

投資物業

投資物業乃持作賺取租金及╱或資本增值之物業。

投資物業乃初步按成本(包括直接應佔開支)計量。於初步確認後，投資物業按公平值計量，經調整至不包括任何預付或累計經營租賃收入。

投資物業公平值變動產生之盈虧計入其產生期間之損益內。

投資物業於出售後，或當永久停止使用該投資物業，及預期出售不會產生未來經濟利益時剔除確認。剔除確認該物業所產生之任何盈虧乃按出售所得款項淨額與該資產賬面值間之差額計算，並計入剔除確認項目年度之損益內。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Properties held for development

Properties held for development which are intended to be sold upon completion of development are classified as current assets. Except for the leasehold land element which is measured at cost model in accordance with the accounting policies of right-of-use assets, properties held for development are carried at the lower of cost and net realisable value. Cost is determined on a specific identification basis including allocation of the related development expenditure incurred and where appropriate, borrowing costs capitalised. Net realisable value represents the estimated selling price for the properties less estimated cost to completion and costs necessary to make the sales.

The Group transfers properties held for development to investment properties when there is a change of intention to hold the properties to earn rentals or/and for capital appreciation rather than for sale in the ordinary course of business, which is evidenced by the inception of an operating lease to another party. Any difference between the fair value at the date of transfer and its previous carrying amount is recognised in profit or loss.

The Group transfers properties held for development for sale to properties, plant and equipment when there is a change of intention to hold the properties for the Group's own use rather than for sale in the ordinary course of business. Its previous carrying amount of the properties becomes the deemed cost upon transfers to properties, plant and equipment.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

待發展物業

開發完成後旨在出售的待發展物業分類為流動資產。除租賃土地部分根據使用權資產的會計政策按成本模式計量外，待發展物業按成本及可變現淨值(以較低者為準)計量。成本按特定識別基準釐定，包括分配已產生的相關發展開支以及(如適用)資本化的借貸成本。可變現淨值指物業的估計售價減估計完成成本以及促成銷售必需的成本。

當本集團意向有變，由日常業務過程中出售改為持有物業以賺取租金或／及資本增值時，本集團將待發展物業轉撥至投資物業，以與其他方訂立的經營租賃作為憑證。於轉撥日期公平值與以往賬面值之間的差額，在損益確認。

當本集團意向有變，由日常業務過程中出售改為持有物業自用時，本集團將待售待發展物業轉撥至物業、廠房及設備。物業以往賬面值成為視作轉撥至物業、廠房及設備後的成本。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Properties, plant and equipment

Properties, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes (other than freehold land and properties, plant and equipment under construction as described below). Properties, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Freehold lands are not depreciated and are measured at cost less subsequent accumulated impairment losses.

Properties, plant and equipment in the course of construction for production, supply or administrative purposes, are carried at cost less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

If a property becomes an investment property because its use has changed as evidenced by end of owner-occupation, any revaluation increase arising from revaluation of property, plant and equipment is recognised in other comprehensive income and accumulated in revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognise in profit or loss, in which case the increase is credited to profit or loss to the extent of the decrease previously charged. A decrease in net carrying amount arising on revaluation of property, plant and equipment is recognised in profit or loss to the extent that it exceeds the balance, if any, on the revaluation reserve relating to a previous revaluation of that asset. On the subsequent sale or retirement of a revalued asset, the attributable revaluation surplus is transferred to retained profits.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

物業、廠房及設備

物業、廠房及設備為持作用於生產或供應貨品或服務或作行政用途的有形資產(但不包括下文所述永久產權土地及在建物業、廠房及設備)。物業、廠房及設備乃按成本減其後累計折舊及任何累計減值虧損(如有)在綜合財務狀況表列賬。

永久業權土地為淨折舊，按成本減其後累計減值虧損計量。

為生產、供應或行政用途在建之物業、廠房及設備按成本減任何已確認減值虧損列賬。成本包括使資產達到能夠按照管理層擬定的方式開展經營所必要的位置及條件而直接產生的任何成本，就合資格資產而言，包括根據本集團會計政策資本化的借貸成本。該等資產在可作擬定用途時按其他物業資產之相同基準開始計提折舊。

倘一項物業於擁有人佔用完結時有證據表明用途變成為投資物業，則因重估物業、廠房及設備產生之任何重估增加於其他全面收益內確認並於租賃物業重估儲備內累計，惟其撥回同一資產先前已於損益內確認之重估虧絀則除外，在此情況下，有關增加會以先前就虧絀扣除之適用金額記入損益。重估物業、廠房及設備所產生之賬面淨值減少若超過與該項資產先前重估有關之重估儲備之結餘(如有)，則超過部份於損益中確認。在日後出售或棄用經重估後之資產時，應佔重估增值均轉撥至保留溢利。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Properties, plant and equipment (continued)

Artwork are stated at cost less impairment loss, if any. No depreciation is provided as the artwork are held primarily for office aesthetics with no intention to sell and are high value paintings with indefinite useful lives and estimated residual values of not less than their costs.

Depreciation is recognised so as to write off the cost of assets (other than freehold land, artwork and properties, plant and equipment under construction) less their residual value over their estimated useful lives using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of properties, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of properties, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

物業、廠房及設備(續)

藝術品按成本間減值虧損(如有)入賬。由於藝術品主要用作裝飾辦公室，我們無意出售，藝術品屬使用年期無限長的高價油畫，其估計剩餘價值不低於成本，因此毋須計提折舊。

資產(不包括永久業權土地藝術品以及在建物業、廠房及設備)之折舊乃減去剩餘價值後，根據其估計可使用年期，以直線法撇銷其成本予以確認。估計可使用年期、剩餘價值及折舊方法於各報告期間結束當日予以檢討，估計如有任何變動，其影響在日後入賬。

物業、廠房及設備項目於出售或預期持續使用該資產不會產生未來經濟利益時剔除確認。出售或報廢物業、廠房及設備項目所產生的任何盈虧為該資產出售所得款項與賬面值之間的差額，該差額在損益中確認。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Licenced properties, plant and equipment

Licenced properties, plant and equipment (included in properties, plant and equipment) held to earn licence fee income are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and any accumulated impairment losses, if any.

Depreciation is recognised as to write off the cost of items of licenced properties, plant and equipment less their residual values over their estimated useful lives using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Intangible assets

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at costs less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

授權使用物業、廠房及設備

持作賺取授權使用費的授權使用物業、廠房及設備(計入物業、廠房及設備),乃按成本減其後累計折舊及任何累計減值虧損(如有)在綜合財務狀況表列賬。

授權使用物業、廠房及設備項目之折舊乃根據其估計可使用年期,於扣減其剩餘價值後,以直線法撇銷其成本。估計可使用年期、剩餘價值及折舊方法於各報告期間結束當日予以檢討,估計如有任何變動,其影響在日後入賬。

無形資產

於業務合併中收購之無形資產

業務合併中收購之無形資產與商譽分開確認,初步按其於收購日期之公平值(被視作其成本)確認。

於初步確認後,於業務合併中收購之具有限可使用年期之無形資產按與單獨收購之無形資產相同之基準,以成本減累計攤銷及任何累計減值虧損呈報。

無形資產於出售時或預計使用或出售該資產並無未來經濟利益時剔除確認。剔除確認無形資產所產生之收益及虧損,按該資產之出售所得款項淨額與其賬面值之差額計量,在資產剔除確認時於損益確認。

存貨

存貨按成本或可變現淨值兩者中之較低者入帳。存貨成本按加權平均法計算。可變現淨值指存貨估計售價減估計完成所需之全部成本以及銷售所需之成本。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Impairment on properties, plant and equipment, right-of-use assets and intangible assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its properties, plant and equipment, right-of-use assets and intangible assets with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of properties, plant and equipment, right-of-use assets and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the CGU to which the asset belongs.

In testing a CGU for impairment, corporate assets are allocated to the relevant CGU when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the CGU or group of CGUs to which the corporate asset belongs, and is compared with the carrying amount of the relevant CGU or group of CGUs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a CGU) for which the estimates of future cash flows have not been adjusted.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

物業、廠房及設備、使用權資產以及無形資產之減值(商譽除外)

於報告期間結束當日，本集團須審閱其有限可使用年期物業、廠房及設備、使用權資產以及無形資產之賬面值，以確定是否有任何跡象顯示該等資產出現減值虧損。倘出現任何有關跡象，則估計資產可收回金額，以釐定減值虧損的幅度(如有)。

物業、廠房及設備、使用權資產以及無形資產的可收回金額個別估計。倘不能估計單一資產的可收回金額，則本集團會估計其資產所屬現金產生單位的可收回金額。

對賺取現金單位進行減值測試時，在可建立合理一致分配基準的情況下，企業資產會被分配至相關賺取現金單位，否則會被分配至可建立合理一致分配基準之最小賺取現金單位組別中。釐定公司資產所屬現金產生單位或現金產生單位組別的可收回金額，並將其與有關現金產生單位或現金產生單位組別的的賬面值相比較。

可收回金額為公平值減出售成本或使用價值之較高者。評估使用價值時，估計未來現金流量乃使用稅前貼現率折現至其現值，該貼現率反映目前市場對資金時間值之評估以及估計未來現金流量未經調整之資產(或現金產生單位)的獨有風險。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Impairment on properties, plant and equipment, right-of-use assets and intangible assets other than goodwill (continued)

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a CGU, the Group compares the carrying amount of a group of CGUs, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of CGUs, with the recoverable amount of the group of CGUs. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of CGUs. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of CGUs. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a CGU or a group of CGUs) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a CGU or a group of CGUs) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

物業、廠房及設備、使用權資產以及無形資產之減值(商譽除外)(續)

倘某項資產(或現金產生單位)之可收回金額估計低於其賬面值，則該項資產(或現金產生單位)之賬面值須削減至其可收回金額。至於無法按合理和一貫的基準分配至現金產生單位的企業資產或部分企業資產，本集團將比較現金產生單位組別的賬面值(包括分配至現金產生單位組別的企業資產或部分企業資產的賬面值)與現金產生單位組別的可收回金額。於分配減值虧損時，首先分配減值虧損以減少任何商譽的賬面值(如適用)，然後按比例根據該單位或現金產生單位組合各資產的賬面值分配至其他資產。資產賬面值不得減少至低於其公平值減出售成本(如可計量)、其使用價值(如可計量)及零之中的最高值。已另行分配至資產之減值虧損數額按比例分配至該單位或現金產生單位組合其他資產。減值虧損即時在損益中確認。

倘日後撥回減值虧損，有關資產(或現金產生單位或現金產生單位組合)之賬面值須增至其經重新估計之可收回金額，惟增加之賬面值不得超出倘有關資產(或現金產生單位或現金產生單位組合)並無於以往年度確認任何減值虧損所應釐定之賬面值。撥回之減值虧損即時於損益確認。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. HK$) using exchange rates prevailing at the end of the reporting period. Income and expenses are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (that is a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

外幣

編製各個別集團實體之財務報表時，以該實體之功能貨幣以外貨幣(外幣)進行之交易乃按交易日期當時之匯率確認。於報告期間結束當日，以外幣列值之貨幣項目以該日之匯率重新匯兑。按公平值列賬且按外幣列值之非貨幣項目乃按釐定公平值當日匯率重新匯兑。以外幣按歷史成本計量之非貨幣項目不予重新匯兑。

因結算貨幣項目及重新換算貨幣項目之匯兑差額乃於產生期間內於損益確認。

就呈列綜合財務報表而言，本集團海外業務之資產及負債均按報告期間結束當日匯率匯兑為本集團之呈報貨幣(即港元)。收入及開支項目乃按期內平均匯率匯兑。所產生匯兑差額(如有)於其他全面收益確認，並於權益以匯兑儲備名目(歸入非控股權益(如適用))累計。

出售海外業務時(即出售本集團海外業務之全部權益，或出售涉及喪失擁有海外業務之附屬公司之控制權、或出售部分於擁有海外業務的合營安排或聯營公司的權益(該保留權益計入金融資產))，本公司持有人應佔該業務之所有累計於權益中之匯兑差額，則重新分類至損益。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Foreign currencies (continued)

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Exchange differences relating to the retranslation of the Company's net assets in RMB to the Group's presentation currency (i.e. HK$) are recognised directly in other comprehensive income and accumulated in translation reserve. Such exchange differences accumulated in the translation reserve are not reclassified to profit or loss subsequently.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation before 1 January 2005 is treated as non-monetary foreign currency items of the acquirer and reported using the historical cost prevailing at the date of acquisition.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

外幣(續)

另外，部分出售但未導致本集團失去控制權的附屬公司，其累計匯兑差額按相應比例再次計入非控股權益，不會於損益確認。至於所有其他部分出售(即部分出售聯營公司或合營安排，而不會導致本集團喪失重大影響力或共同控制權)，累計匯兑差額按比例重新分類至損益。

將本公司以人民幣計值的淨資產重新換算至本集團的呈報貨幣(即港元)產生的匯兑差額直接於其他全面收益中確認，並於換算儲備累計。於換算儲備累計的匯兑差額其後不會重新分類至損益。

於二零零五年一月一日前因收購海外業務而產生之商譽及就收購可識別資產作出公平值調整被視為收購方之非貨幣外幣項目，以收購當日之歷史成本呈報。

於二零零五年一月一日或之後，因收購海外業務而產生之商譽及可識別資產公平價值調整，均被視作為該海外業務之資產及負債，並按各報告期末之匯率換算。匯兑差額於其他全面收益中確認。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sales, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under "other income, gains and losses".

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

借貸成本

與收購、建造或生產合資格資產(需一段長時間方可作擬定用途或可供銷售的資產)直接有關之借貸成本均加至該等資產之成本，直至該等資產大致可作其擬定用途或可供銷售為止。

待有關資產可作擬定用途或可供銷售後，仍未償還的特定借貸計入總借貸池，以計算總借貸的資本化率。特定借貸中，在其應用於合資格的資產之前所作的臨時投資所賺取的投資收入，須於合資格資本化的借貸成本中扣除。

所有其他借貸成本均於產生期間於損益中確認。

政府補貼

在合理地確定本集團會遵守政府補貼的附帶條件以及將會得到補貼後，政府補貼方會予以確認。

政府補貼是抵銷已產生的支出或虧損或旨在給予本集團的即時財務支援(而無未來有關成本)，於有關補助成為應收賬項的期間在損益中確認。該等補貼於「其他收入、收益及虧損」項下呈列。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Retirement benefit costs

Payments to defined contribution retirement benefit plans, state-managed retirement benefit schemes and the Mandatory Provident Fund Schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Share-based payments

Equity-settled share-based payment transactions

Share options granted to the Directors and employees of the Group

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share-based payments reserve).

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

退休福利成本

向定額供款退休福利計劃、國家管理退休福利計劃及強積金計劃支付之供款均於僱員提供服務致使其有權獲得有關供款時以開支形式確認。

短期僱員福利

短期僱員福利在僱員提供服務期間按預期就服務所支付的福利未折現金額確認。所有短期僱員福利確認為開支，除非另一項香港財務申報準則規定或許可將福利計入資產成本中。

僱員就工資、薪金、年假及病假應計之福利在扣減任何已付金額後確認為負債。

股份形式付款

以權益結算的股份形式付款交易

授予本集團董事及僱員之購股權

給予僱員的以權益結算的股份形式付款以及提供的其他類似服務按授出日期權益工具之公平值計量。

於授出日期不計及所有非市場歸屬條件而釐定的以股份形式付款的公平值於歸屬期內根據本集團對最終將會歸屬之股權工具之估計，按直線法支銷，且於權益(以股份形式付款交易儲備)中作相應增加。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Share-based payments (continued)

Equity-settled share-based payment transactions (continued)

Share options granted to the Directors and employees of the Group (continued)

At end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates during the vesting period, if any, is recognised in profit or loss, such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share-based payments reserve. For share options that are vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

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

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

股份形式付款(續)

以權益結算的股份形式付款交易(續)

授予本集團董事及僱員之購股權(續)

於每個呈報期結束時，本集團會根據所有相關非市場性質的歸屬條件的評估，修訂預期會歸屬之購股權估計數目。並將修訂歸屬期內原先估計的影響(如有)於損益內確認，使累計開支反映經修訂估計，以股份形式付款儲備亦作相應之調整。就於授出日期即時歸屬的購股權而言，已獲授購股權的賬面值即時於損益支銷。

稅項

所得稅開支指現時應繳稅項及遞延稅項之總和。

現時應繳稅項乃按本年度應課稅溢利計算。基於其他年度應課稅或可扣稅的收入或開支項目，以及毋須課稅或扣稅項目，因此應課稅溢利與除稅前溢利不同。本集團即期稅項負債乃按報告期間結束當日已頒佈或實際已頒佈之稅率計算。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Taxation (continued)

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

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and an associate and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

稅項(續)

遞延稅項乃根據綜合財務報表資產及負債賬面值與計算應課稅溢利所採用相應稅基間之臨時差額確認。遞延稅項負債通常會就所有應課稅暫時差額確認。遞延稅項負債一般會就所有應課稅臨時差額確認，而遞延稅項資產一般在可能出現可利用臨時差額扣稅之應課稅溢利時就所有可扣減臨時差額確認。因業務合併以外交易初步確認資產及負債且不影響應課稅溢利亦不影響會計溢利而引致之臨時差額，則不會確認該等遞延稅項資產及負債。此外，不會就因初步確認商譽而引致之臨時差額確認遞延稅項負債。

遞延稅項負債乃按與於附屬公司及聯營公司之投資及合營公司權益有關之應課稅臨時差額而確認，惟若本集團可控制臨時差額之撥回及臨時差額有可能不會於可見將來撥回之情況則除外。與該等投資及權益相關的可扣減臨時差額所產生的遞延稅項資產，僅在可能出現可利用臨時差額扣稅之足夠應課稅溢利時，並預期於可見將來回撥時確認。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Taxation (continued)

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale, except for freehold land, which is always presumed to be recovered entirely through sale.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related liabilities, the Group first determines whether the tax deductions are attributable the right-of-use assets or the lease liabilities.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

稅項(續)

遞延稅項資產之賬面值於各報告期間結束當日作檢討，並在沒可能會有足夠應課稅溢利收回全部或部分資產時加以遞減。

根據報告期間結束當日已頒佈或實際已頒佈之稅率(及稅法)，遞延稅項資產及負債按負債清償或資產變現期間預期適用之稅率計量。

遞延稅項負債及資產之計量反映本集團預期於報告期間結束當日將出現的稅務後果，以收回資產或清償負債之賬面值。

就計量以公平值模式計量投資物業之遞延稅項而言，假定該等物業之賬面值可從出售中全數收回，除非假定被駁回則另作別論。當投資物業可予折舊，並按業務模式持有該等物業，其目的是隨時間耗用投資物業所包含的絕大部分經濟利益(而並非透過出售)時，該假定被駁回，惟通常被認為通過出售方能完全收回的永久產權土地除外。

就本集團確認使用權資產及相關租賃負債的租賃交易計量遞延稅項而言，本集團首先釐定使用權資產或租賃負債是否應佔稅項扣減。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Taxation (continued)

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to right-of-use assets and lease liabilities separately. Temporary differences on initial recognition of the relevant right-of-use assets and lease liabilities are not recognised due to application of the initial recognition exemption. Temporary differences arising from subsequent revision to the carrying amounts of right-of-use assets and lease liabilities, resulting from remeasurement of lease liabilities and lease modifications, that are not subject to initial recognition exemption are recognised on the date of remeasurement or modification.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxation entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

稅項(續)

就稅項扣減歸屬於租賃負債之租賃交易而言，本集團會對使用權資產及租賃負債分開應用香港會計準則第12號之規定。由於應用初始確認豁免，故不會確認有關使用權資產及租賃負債於初始確認時之暫時差額。其後修訂使用權資產及租賃負債賬面值、重新計量租賃負債及租賃修訂產生的暫時差額(不適用於初始確認豁免)，於重新計量或修訂日期確認入賬。

當有合法執行權利許可將即期稅項資產與即期稅項負債抵銷，且與同一稅務機關向同一稅務實體徵收之所得稅有關時，則遞延稅項資產及負債可互相對銷。

即期及遞延稅項於損益確認，惟當與於其他全面收益確認或直接於權益確認之項目有關時，在此情況下，即期及遞延稅項亦會分別於其他全面收益確認或直接於權益確認。當業務合併初始會計處理時產生即期稅項或遞延稅項，稅項影響計入該業務合併的會計處理中。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

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

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

Interest income from debt instruments at fair value through other comprehensive income ("FVTOCI") and dividend income from equity instruments which are derived from the Group's ordinary course of business are presented as revenue. Interest income from bank balances and deposits are included in other income, gain and losses.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具

當集團實體成為工具訂約條文之訂約方時，會確認金融資產及金融負債。所有日常買賣之金融資產於交易日確認及剔除確認。日常買賣之金融資產指須根據市場規則或慣例訂立之時間內交收金融資產之買賣。

金融資產及金融負債初步按公平值計算(根據香港財務申報準則第15號初步計量的客戶合約產生貿易應收賬款除外)。因收購或發行金融資產及金融負債(按公平值計入損益的金融資產及金融負債除外)而直接應佔之交易成本於初步確認時，按適用情況加入或扣自該項金融資產或金融負債之公平值。因收購按公平值計入損益之金融資產及金融負債而直接應佔之交易成本，會即時於損益確認。

實際利率法是一種計算金融資產或金融負債攤銷成本與相關期間分派利息收入及利息支出之方法。實際利率是於金融資產或金融負債的估計可使用年期或(如適用)更短期間將估計未來現金收入及付款(包括所有已付或已收並構成實際利率一部分之費用、交易成本及其他溢價或折價)精確折現至初步確認時之賬面淨值之比率。

於本集團日常業務過程中來自按公平值計入其他全面收益的債務工具的利息收入及來自權益工具的股息收入呈列為營業額。銀行結餘及存款利息收入計入其他收入、收益及虧損。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Financial instruments (continued)

Financial assets

Classification and subsequent measurement of financial asset

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

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and

- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and

- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產

金融資產分類及後續計量

符合下列條件的金融資產隨後按攤銷成本計量：

- 持有金融資產的業務模式是以此收取合約現金流量為目標；及

- 合約條款規定，於特定日期產生的現金流量僅為對本金及未償還本金的利息的支付。

符合下列條件的金融資產隨後按公平值計入其他全面收益：

- 持有金融資產的業務模式同時以出售及收取合同現金流量為目標；及

- 合約條款規定，於特定日期產生的現金流量僅為對本金及未償還本金的利息的支付。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial asset (continued)

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income ("OCI") if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 "Business Combinations" applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

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

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產分類及後續計量(續)

所有其他金融資產後續按公平值計入損益，惟於首次應用金融資產初始確認時，如股本投資既非持作交易性目的，亦非香港財務申報準則第3號「業務合併」規範的業務合併中收購方確認的或有對價，本集團可不可撤回地選擇將該權益投資公平值的後續變動於其他全面收益(「其他全面收益」)呈列。

倘符合以下條件，金額資產屬於持作買賣：

- 購買時主要打算於近期出售圖利；或
- 初始確認時，其作為本集團統一管理的可識別金融工具組合的一員，近期該組合實質上呈現短期獲利特徵；或
- 並非指定為有效對沖工具的衍生工具。

此外，如將符合以攤銷成本計量或按公平值計入其他全面收益標準的金融資產指定為按公平值計入損益能消除或顯著減少會計錯配，本集團可不可撤回地作出該指定。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial asset (continued)

(i) Amortised cost and interest income

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

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產分類及後續計量(續)

(i) 攤銷成本及利息收入

對於後續按攤銷成本計量的金融資產及後續按公平值計入其他全面收益的的債務工具,利息收入使用實際利率法確認。利息收入通過對金融資產的賬面總值應用實際利率計算,惟其後出現信用減值的金融資產除外。就其後出現信用減值的金融資產而言,利息收入自下個報告期起通過對金融資產的攤銷成本應用實際利率確認。倘已發生信貸減值金融工具的信貸風險得以改善,使金融資產不再信貸減值,利息收入通過對釐定資產不再信貸減值後的報告期初金融資產的賬面總值應用實際利率確認。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial asset (continued)

(ii) Debt instruments classified as at FVTOCI

Subsequent changes in the carrying amounts for debt instruments classified as at FVTOCI as a result of interest income calculated using the effective interest method, and foreign exchange gains and losses are recognised in profit or loss. All other changes in the carrying amount of these debt instruments are recognised in OCI and accumulated under the heading of investment revaluation reserve. Impairment allowances are recognised in profit or loss with corresponding adjustment to OCI without reducing the carrying amounts of these debt instruments. When these debt instruments are derecognised, the cumulative gains or losses previously recognised in OCI are reclassified to profit or loss.

(iii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI, are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in OCI and accumulated in the investment revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained profits.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產分類及後續計量(續)

(ii) 分類為按公平值計入其他全面收益的債務工具

因使用實際利率法計算的利息收入導致的分類為按公平值計入其他全面收益的債務工具的後續賬面價值變動及匯兑損益於損益確認。該等債務工具賬面價值的所有其他變動於其他全面收益確認，並於投資重估儲備下累計。減值撥備於損益確認，並對其他全面收益作出相應調整，不減少該等債務工具的賬面值。當該等債務工具終止確認時，早前於其他全面收益確認的累計收益或虧損重新分類至損益。

(iii) 指定為按公平值計入其他全面收益的權益工具

按公平值計入其他全面收益的權益工具投資其後按公平值計量，因公平值變動產生的收益及虧損於其他全面收益確認並於投資重估儲備下累計；毋須進行減值評估。累計收益或虧損不會於處置權益投資時重新分類至損益，將轉入保留溢利。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial asset (continued)

(iii) Equity instruments designated as at FVTOCI (continued)

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in revenue.

(iv) Financial assets at FVTPL

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

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "Gain (loss) on fair value changes of equity instruments at FVTPL".

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產分類及後續計量(續)

(iii) 指定為按公平值計入其他全面收益的權益工具(續)

在本集團收取股息的權利確立時，該等權益工具投資的股息於損益確認，除非股息明確為收回部分投資成本。股息計入收益內。

(iv) 按公平值計入損失的金融資產

按公平值計入損益的金融資產不符合按攤銷成本計量或按公平值計入其他全面收益或指定為按公平值計入其他全面收益的金融資產，按公平值計入損益。

按公平值計入損益的金融資產於各報告期末按公平值計量，任何公平值收益或虧損於損益確認。於損益確認之收益或虧損淨額不包括從該金融資產賺取之任何股息或利息，並計入「按公平值計入損益的權益工具之公平值變動收益(虧損)」。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets (including trade receivables, other receivables, bills receivables, entrusted loans, loan receivable, debt instruments at FVTOCI and bank balances) and financial guarantee contracts which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

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

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually and/or collectively based on appropriate groupings.

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

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值

本集團根據香港財務申報準則第9號的減值規定，按預期信貸虧損模型對金融資產(包括貿易應收賬款、其他應收賬款、應收票據、委託貸款、應收貸款、按公平值計入其他全面收益的債務工具及銀行結餘)和財務擔保進行減值評估。預期信貸虧損金額於各報告日期更新，以反映自首次確認以來信貸風險的變化。

全期預期信貸虧損指將因相關工具預計存續期內所有可能違約事件而導致的預期信貸虧損。12個月預期信貸虧損指預計因報告日期後12個月內可能出現的違約事件導致的全期預期信貸虧損的一部分。評估基於本集團的過往信用損失經驗作出，並就債務人特定因素、整體經濟狀況及報告日期現行狀況的評估及未來狀況預測而作出調整。

本集團始終就貿易應收賬款確認全期預期信貸虧損。該等資產的預期信貸虧損進行單項評估及／或使用適當分組的組合評估。

就所有其他工具而言，本集團計量等於12個月預期信貸虧損的減值撥備，除非自初始確認起信貸風險顯著增加，則本集團確認全期預期信貸虧損。對是否應確認全期預期信貸虧損的評估，基於自初始確認起發生違約的可能性或風險顯著增加。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(i) Significant increase in credit risk

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

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

3. 綜合財務報表編製基準及主要會計政策（續）

3.2 主要會計政策（續）

金融工具（續）

金融資產（續）

金融資產減值（續）

(i) 信貸風險顯著增加

在評估自初始確認起信貸風險是否顯著增加時，本集團將金融工具於報告日發生違約的風險與金融工具於初始確認日期發生違約的風險進行比較。在作出本評估時，本集團考慮合理並有支持的定量及定性資料，包括過往經驗及無需付出不必要的額外成本或努力即可獲得的前瞻性信息。

具體而言，在評估信貸風險有否顯著增加時考慮以下信息：

- 金融工具外部（如有）或內部信貸評級的實際或預期的顯著轉差；
- 信貸風險的外部市場指數顯著轉差，如信貸息差大幅上升、債務人信貸違約掉期價格顯著上升；
- 預期將導致債務人履行其償債義務的能力顯著下降的業務、財務或經濟狀況的現有或預測的不利變化；

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(i) Significant increase in credit risk (continued)

- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk of financial assets has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the aforegoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of "investment grade" as per globally understood definitions.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(i) 信貸風險顯著增加(續)

- 債務人經營成果的實際或預期的顯著轉差；
- 導致債務人履行其償債義務的能力顯著下降的債務人所處的監管、經濟或技術環境的實際或預期的顯著不利變化。

不論上述評估的結果如何，本集團假設當合約付款已逾期超過30日，則自初始確認起金融資產信貸風險已顯著增加，除非本集團有合理和支持資料顯示並非如此。

儘管存在上述情況，倘債務工具於報告日期只具有低信貸風險，本集團假設債務工具的信貸風險自初始確認起並未顯著增加。倘i)其違約風險偏低，ii)借方有強大能力於短期滿足其合約現金流量責任，及iii)較長期的經濟及業務狀況存在不利變動，未必削弱借方履行其合約現金流量義務的能力，則債務工具的信貸風險會被釐定為偏低。當債務工具的內部或外部信貸評級為「投資級別」(按照全球理解的釋義)，則本集團會視該債務工具的信貸風險偏低。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(i) Significant increase in credit risk (continued)

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(i) 信貸風險顯著增加(續)

就財務擔保合約而言，本集團成為不可撤回承諾的壹方的日期被視為初步確認日期，以評估減值。於評估信貸風險是否自最初確認財務擔保合同以來顯著增加時，本集團考慮了指定債務人合約違約的風險變化。

本集團定期監控用以確定信貸風險是否顯著增加的標準的有效性，並於適當時候作出修訂，從而確保有關標準能夠於款項逾期前確定信貸風險顯著增加。

(ii) 有關違約的定義

就內部信貸風險管理而言，本集團認為，倘若內部生成或自外部來源獲得的資料顯示債務人不太可能向其債權人(包括本集團)悉數付款(不考慮本集團持有的任何抵押品)，則發生違約事件。

無論上述情形如何，本集團認為，倘若金融資產逾期超過90日，則發生違約事件，除非本集團有合理有據資料能說明更寬鬆的違約標準更為合適，則作別論。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

(a) significant financial difficulty of the issuer or the borrower;

(b) a breach of contract, such as a default or past due event;

(c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or

(e) the disappearance of an active market for that financial asset because of financial difficulties.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(iii) 信貸減值金融資產

當發生一項或多項對金融資產估計未來現金流量有不利影響之事件時，金融資產出現信貸減值。金融資產信貸減值之證據包括以下可觀察事件：

(a) 發行人或借款人發生重大財務困難；

(b) 違反合約，如違約或逾期事件；

(c) 借款人之放款人因與借款人有關之經濟或合約原因，向借款人授出放款人在其他情況下不會考慮授出之優惠；

(d) 債務人很可能破產或進行其他財務重組；或

(e) 因財務困難，該金融資產無法在活躍市場繼續交易。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(iv) 撇銷政策

倘有資料顯示對手方面對嚴重財務困難，且實際上並無收回款項的前景(如對手方被清盤或進入破程訴訟)，本集團會撇銷金融資產。於適當時，在考慮法律意見後，本集團可能仍會根據收款程序處理被撇銷的金融資產。撇銷構成取消確認事項。隨後收回的任何款項於損益中確認。

(v) 預期信貸虧損的計量及確認

預期信貸虧損的計量取決於違約概率、違約損失率(即如存在違約時的損失程度)及違約風險。對違約概率及違約損失率的評估基於歷史數據和前瞻性信息。預期信貸虧損的估計反映以發生相關違約的風險為權重的無偏概率加權金額。

一般而言，預期信貸虧損為本集團按初始確認時釐定的實際利率貼現，按照合約應收到的所有合約現金流量與本集團預計收到的所有現金流量之間的差額。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(v) Measurement and recognition of ECL (continued)

For a financial guarantee contract, the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed. Accordingly, the ECL is the present value of the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

Lifetime ECL for certain trade receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(v) 預期信貸虧損的計量及確認(續)

對於財務擔保合約，僅在債務人違約的情況下，本集團才需要根據所擔保工具的條款要求付款。因此，預期損失是償還擁有人信貸損失的預期付款的現值，該信貸損失減去本集團預期從擁有人，債務人或任何其他方獲得的任何金額。

若干貿易應收款項之全期預期信貸虧損是在綜合考慮逾期信息和相關信貸信息(如前瞻性宏觀經濟信息)的基礎上考慮的。

就統一評估而言，本集團劃分組別時考慮以下特徵：

- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(如有)。

歸類工作經管理層定期檢討，以確保各組別成分繼續分擔類似信貸風險特性。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(v) Measurement and recognition of ECL (continued)

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

Except for investments in debt instruments that are measured at FVTOCI and financial guarantee contracts, the Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables, where the corresponding adjustment is recognised through a loss allowance account. For investments in debt instruments that are measured at FVTOCI, the loss allowance is recognised in OCI and accumulated in the investment revaluation reserve without reducing the carrying amount of these debt instruments. Such amount represents the changes in the investment revaluation reserve in relation to accumulated loss allowance.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(v) 預期信貸虧損的計量及確認(續)

利息收入按金融資產的賬面總值計算,除非金融資產出現信貸減值,在這種情況下,利息收入按金融資產的攤銷成本計算。

除按公平值計入其他全面收益和基於財務擔保合約的債務工具投資外,本集團就所有金融工具通過調整賬面價值而於損益確認減值盈虧,惟貿易應收賬款的相應調整以撥備賬確認除外。就按公平值計入其他全面收益的債務工具投資而言,虧損撥備於其他全面收益確認並於投資重估儲備累計,不減少該等債務工具的賬面價值。有關金額為與累計虧損撥備有關的投資重估儲備變動。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Financial instruments (continued)

Financial assets (continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investment revaluation reserve is not reclassified to profit or loss, but is transferred to retained profits.

3. 綜合財務報表編製基準及主要會計政策（續）

3.2 主要會計政策（續）

金融工具（續）

金融資產（續）

剔除確認金融資產

若從資產收取現金流量之合約權利已到期，或本集團轉讓金融資產及已將其於資產擁有權之絕大部份風險及回報轉移予另一實體，本集團方會剔除確認金融資產。

於剔除確認按攤銷成本計量之金融資產時，資產賬面值與已收和應收代價之總和兩者間之差額於損益中確認。

於剔除確認分類為按公平值計入其他全面收益的債務工具投資時，先前於投資重估儲備中累計的累計收益或虧損將重新分類至損益。

於剔除確認本集團初始確認時選擇按公平值計入其他全面收益的權益工具投資時，先前於投資重估儲備中累計的累計收益或虧損並無重新分類至損益，但轉移至保留溢利。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Financial instruments (continued)

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity and recognised in capital redemption reserve. No gain or loss is recognised in profit or loss on purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities at amortised cost

Financial liabilities including trade and other payables, bills payables and bank borrowings are subsequently measured at amortised cost, using the effective interest method.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融負債及權益

債務或權益的分類

債務及權益工具按合約安排內容，以及金融負債及權益工具之定義而分類為金融負債或權益。

權益工具

權益工具為證明本集團資產剩餘權益(經扣除其所有負債)之任何合約。本公司發行的權益工具按收取所得款項減直接發行成本確認。

回購本集團自身的權益工具直接於權益確認及扣除，並於資本贖回儲備確認。概無就購買、出售、發行及註銷本公司自身的權益工具於損益確認任何收益或虧損。

按攤銷成本計量的金融負債

金融負債包括貿易及其他應付賬款、應付票據及銀行借貸乃採用實際利率法其後按攤銷成本計量。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Significant accounting polices (continued)

Financial instruments (continued)

Financial liabilities and equity (continued)

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts liabilities are initially measured at their fair values. It is subsequently measured at the higher of:

(i) the amount of the loss allowance determined in accordance with HKFRS 9; and

(ii) the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融負債及權益(續)

財務擔保合約

財務擔保合約是一種要求發行人須對持有者就個別債務人未能履行債務工具的條款在付款期限前作出付款時承諾補償持有者之損失的合約。財務擔保合約負債按公平值初步確認，其後按以下兩者中之較高者計量：

(i) 根據香港財務申報準則第9號釐定的虧損撥備金額；及

(ii) 初步確認之金額減(倘適用)於擔保期間確認之累計攤銷。

剔除確認金融負債

倘本集團之責任獲解除、註銷或到期，本集團方會剔除確認金融負債。剔除確認之金融負債賬面值與已付及應付代價之差額於損益中確認。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if revision affects both current and future periods.

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in consolidated financial statements.

Deferred taxation on investment properties (Notes 14 and 24)

For the purposes of measuring deferred tax liabilities or deferred tax assets arising from investment properties that are measured using the fair value model, the Directors have reviewed the Group's investment property portfolios as at 31 December 2020, and concluded that the investment properties located in the PRC with carrying amount of approximately HK$11,895,001,000 (2019: HK$11,012,868,000) are held under a business model which objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, the Directors have determined the presumption that the carrying amounts of such investment properties are recovered entirely through sale is rebutted. As a result, the Group has not recognised deferred taxes on LAT in respect of changes in fair value of such investment properties but has recognised deferred tax on Enterprise Income Tax ("EIT") on the assumption that these investment properties will be recovered through use.

4. 重大會計判斷及估計不明朗因素之主要來源

在應用本集團之會計政策(於附註3載述)過程中，董事須就未能即時自其他來源取得資產及負債賬面值，作出判斷、估計及假設。該等估計及相關假設按照過往經驗及其他被視為相關的其他因素釐定。實際結果可能有別於該等估計。

估計及相關假設會持續審閱。如會計估計的修改僅影響修改的期間，則在該期間確認。如修改影響現時及未來期間，則在修改期間及未來期間均會確認。

應用會計政策之重大判斷

除涉及估計(見下文)外，以下為董事應用本集團會計政策過程中作出，並對綜合財務報表內確認之款額造成最重大影響的重大判斷。

投資物業之遞延稅項(附註14及24)

就計量利用公平值模式的投資物業所產生的遞延稅項負債或遞延稅項資產而言，董事已檢討本集團於二零二零年十二月三十一日的投資物業組合併斷定本集團賬面值約為11,895,001,000港元(二零一九年：11,012,868,000港元)位於中國的投資物業乃按業務模式持有該等物業，其目的是隨時間耗用投資物業所包含的絕大部分經濟利益(而非透過出售)。故董事決定駁回有關投資物業的賬面值可全數透過出售而收回的假定。因此，本集團並無就有關投資物業的公平值變動確認土地增值稅的遞延稅項，惟因假設該等投資物業將透過使用而收回時確認企業所得稅(「企業所得稅」)的遞延稅項。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Critical judgements in applying accounting policies (continued)

Deferred taxation on investment properties (Notes 14 and 24) (continued)

As at 31 December 2020, the investment properties located in Hong Kong and the United Kingdom with carrying amounts of approximately HK$4,104,690,000 (2019: HK$4,074,990,000) and HK$4,054,256,000 (2019: HK$3,994,890,000), respectively are not held under a business model which objective is to recover the economic benefits of the investment properties entirely through use. No deferred tax is recognised in respect of the fair value change in such investment properties as the Group is not subject to any income taxes on disposal of investment properties in Hong Kong. The group is subject to Capital Gains Tax on disposal of investment properties in the United Kingdom. No deferred tax is recognised in respect of the fair value change in such investment properties located in the United Kingdom as the amount is insignificant.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Depreciation and estimated impairment of properties, plant and equipment (Note 15)

The Group's management determines the estimated useful lives, residual values and related depreciation charges for its properties, plant and equipment. This estimate is based on the historical experience of the actual useful lives of properties, plant and equipment of similar nature and functions. Management will increase the depreciation charge where useful lives are expected to be shorter than previously estimated, or it will write-off obsolete or non-strategic assets that have been abandoned or sold. Changes in these estimations may have a material impact on the results of the Group.

4. 重大會計判斷及估計不明朗因素之主要來源（續）

應用會計政策之重大判斷（續）

投資物業之遞延稅項（附註14及24）（續）

位於香港及英國的投資物業於二零二零年十二月三十一日的賬面值各自約為4,104,690,000港元（二零一九年：4,074,990,000港元）及4,054,256,000港元（二零一九年：3,994,890,000港元）並非按透過使用而收回投資物業全部經濟利益的業務模式持有。由於本集團無須就出售香港的投資物業而繳付所得稅，概無就有關投資物業的公平值變動確認遞延稅項。本集團於英國出售投資物業時，須繳納資本增值稅。由於英國投資物業的公平值變動微不足道，因此並無就此確認遞延稅項。

估計不明朗因素之主要來源

下文詳述有關日後主要假設及於報告期間結束當日估計不明朗因素之其他主要來源，而該等假設及估計不明朗因素造成須對資產及負債於下個財務年度之賬面值作出重大調整之重大風險。

物業、廠房及設備之折舊及估計減值（附註15）

本集團管理層釐定物業、廠房及設備之估計可使用年期、剩餘價值及相關折舊費用。該估計的依據為性質及功能類似的物業、廠房及設備的過往實際可使用年期。倘預期可使用年期較原先估計短，管理層將增加折舊費用，或撇銷陳舊或已棄用或出售的非策略性資產。該等估計變動或會對本集團業績造成重大影響。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Depreciation and estimated impairment of properties, plant and equipment (Note 15) (continued)

The management reviews properties, plant and equipment to determine if there is any indication that the assets may have been impaired. If any such indication exists, the recoverable amounts of properties, plant and equipment will be determined based on discounted cash flow method of each asset or CGU. During the year ended 31 December 2020, no impairment loss (2019: Nil) was recognised as the Directors consider that there was no indication of impairment that require the estimation of the recoverable amount of the properties, plant and equipment.

At as 31 December 2020, the carrying amount of properties, plant and equipment was HK$14,576,075,000 (2019: HK$14,800,958,000).

Estimated impairment of goodwill (Note 17)

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the CGU (or group of CGUs) to which goodwill has been allocated which is the higher of the value in use or fair value less costs of disposal. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the CGU (or a group of CGUs) and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash or upward revision of discount rate, a material impairment loss may arise. Furthermore, the estimated cash flows and discount rate are subject to higher degree of estimation uncertainties in current year due to uncertainty on how the Covid-19 pandemic may progress and evolve and volatility in financial markets, including potential disruptions of the Group's operation. At 31 December 2020, the carrying amount of goodwill was approximately HK$2,670,528,000 (2019: HK$2,670,528,000). Details of the recoverable amount calculation are disclosed in Note 17.

4. 重大會計判斷及估計不明朗因素之主要來源(續)

估計不明朗因素之主要來源(續)

物業、廠房及設備之折舊及估計減值(附註15)(續)

管理層評估物業、廠房及設備以釐定是否有跡象顯示資產可能出現減值。如有任何有關跡象存在,物業、廠房及設備之可收回金額根據各資產或現金產生單位的折現現金流法釐定。由於董事認為,沒有跡象顯示減值而需要估計物業、廠房及設備(包括授權使用資產)之可收回金額,故截至二零二零年十二月三十一日止年度並無確認減值虧損(二零一九年:零)。

於二零二零年十二月三十一日,物業、廠房及設備的賬面值約為14,576,075,000港元(二零一九年:14,800,958,000港元)。

商譽之估計減值(附註17)

釐定商譽是否出現減值時,須估計商譽所獲分配之現金產生單位(或現金產生單位組別)可收回金額(為使用價值或公平值減出售成本中的較高者)。本集團計算使用價值時須就預期源自該現金產生單位(或現金產生單位組別)之日後現金流量及合適之貼現率作出估計,以計算現值。倘實際未來現金流量少於預期數額,或事實及情況變動導致下調未來現金金額或上調貼現率,則可能會產生重大減值虧損。此外,由於Covid-19疫情的發展及演變存在不確定性,加上金融市場的波動(包括對本集團業務的潛在干擾),本年度的估計現金流量及貼現率受較高程度的不確定性影響。於二零二零年十二月三十一日,商譽之賬面值約為2,670,528,000港元(二零一九年:2,670,528,000港元)。可收回款項計算詳情於附註17披露。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Allowances for inventories (Note 25)

In determining the net realisable value of the Group's inventories, the management estimated the net realisable value of inventories based on the most reliable information available at the time the estimates are made. These estimates take into consideration the fluctuations in price, the balance on hand relative to sales prospects and the condition of the inventories. A write down of HK$7,556,000 (2019: HK$181,093,000) on inventories has been recognised during the year ended 31 December 2020. As at 31 December 2020, the carrying amount of inventories was HK$3,010,897,000 (2019: HK$2,962,386,000).

Estimated net realisable value on properties held for development (Note 26)

In determining whether write down should be made to the Group's properties held for development, the Group takes into consideration the current market environment and the estimated market value (i.e. the estimated selling price less estimated costs of selling expenses) less estimated costs to completion of the properties. Write down is made if the estimated market value less estimated cost to completion of the properties is less than the carrying amount. If the actual net realisable value on properties held for development is less than expected as a result of change in market condition and/or significant variation in the budgeted development cost, material write down may result. As at 31 December 2020, the carrying amount of properties held for development was approximately HK$19,842,807,000 (2019: HK$21,115,592,000).

Provision of ECL for trade receivables (Notes 27 and 37)

Trade receivables that are credit-impaired are assessed for ECL individually, the remaining trade receivables are assessed for collectively based on shared credit risk characteristics by reference to the Group's internal credit ratings.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables are disclosed in notes 37 and 27(a).

As at 31 December 2020, the carrying amount of trade receivables was HK$7,361,508,000 (2019: HK$6,764,450,000), net of allowance for credit losses of HK$1,171,133,000 (2019: HK$1,139,894,000).

4. 重大會計判斷及估計不明朗因素之主要來源（續）

估計不明朗因素之主要來源（續）

存貨撥備（附註25）

在釐定本集團存貨的可變現淨值時，管理層按作出估計時已有的最可靠資料估計存貨的可變現淨值。該等估計已計及價格波動、與銷售前景相關的手頭結餘及存貨狀況。截至二零二零年十二月三十一日止年度，存貨撇減7,556,000港元（二零一九年：181,093,000港元）獲確認。於二零二零年十二月三十一日，存貨的賬面值為3,010,897,000港元（二零一九年：2,962,386,000港元）。

待發展物業之估計可變現淨值（附註26）

釐定本集團待發展物業是否需要撇減，本集團考慮此等物業之最近市場狀況及估計此物業之市值（即估計銷售價減估計銷售費用成本）減估計完成此物業之成本。若物業之估計市值減完成該等物業之估計成本後低於其賬面值，則須作出撇減。由於市場狀況之改變及╱或預期發展成本有重大變動，待發展物業之實際可變現淨值若少於預期，則導致重大撇減。於二零二零年十二月三十一日，待發展物業的賬面值約為19,842,807,000港元（二零一九年：21,115,592,000港元）。

貿易應收賬款預期信貸虧損撥備（附註27及37）

我們個別評估貿易應收賬款信貸減值的預期信貸虧損。其餘貿易應收賬款參照本集團內部信貸評級，基於共同信貸風險特徵進行綜合評估。

預期信貸虧損撥備對估計變動呈敏感反應。有關預期信貸虧損及本集團貿易應收賬款的資料於附註37及27(a)披露。

於二零二零年十二月三十一日，應收款項的賬面值為7,361,508,000港元（二零一九年：6,764,450,000港元），扣除信貸虧損撥備約1,171,133,000港元（二零一九年：1,139,894,000港元）。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Fair value measurements and valuation processes

Some of the Group's assets are measured at fair value for financial reporting purposes. The Directors have a designated team to determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of the Group's investment properties, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation of the Group's investment properties. At the end of each reporting period, the Directors work closely with the qualified external valuers to establish and determine the appropriate valuation techniques and inputs for Level 2 and Level 3 fair value measurements. The Group will first consider and adopt Level 2 inputs where inputs can be observable, other than quoted prices in the active market. When Level 2 inputs are not available, the Group will adopt valuation techniques that include Level 3 inputs. Where there is a material change in the fair value of the assets, the causes of the fluctuations will be reported to the Directors. Any changes in the price per square metre in reference with recent transactions will affect the fair value of the investment properties of the Group. Information about the valuation techniques and inputs used in determining the fair value of the Group's investment properties are disclosed in Note 14.

4. 重大會計判斷及估計不明朗因素之主要來源(續)

估計不明朗因素之主要來源(續)

公平值計量及估值程序

就財務申報而言，本集團若干資產以公平值計量。董事已委派團隊為公平值計量釐定合適估值技術及輸入數據。

估計本集團投資物業的公平值時，本集團使用可獲得的市場可觀察數據。倘並無第一級輸入數據，本集團委聘第三方合資格估值師對本集團投資物業進行估值。於各報告期末，董事與合資格外部估值師密切合作，確定第二級及第三級公平值計量的適當估值技術及輸入數據。除可從活躍市場得到報價外，本集團會先考慮及採用第二級可觀察輸入數據。如無第二級輸入數據，則本集團會採用含第三級輸入數據的估值技術。倘資產公平值發生重大變動，會向董事報告波動原因。本集團投資物業的公平值乃受最近交易每平方米售價之變動影響。有關釐定本集團投資物業公平值所用估值技術及輸入數據的資料於附註14披露。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Fair value measurements and valuation processes (continued)

In relying on the valuation report, the Directors have exercised their judgement and are satisfied that the method of valuation is reflective of the current market conditions. Whilst the Group considers valuations of the Group's investment properties are the best estimates, the ongoing Covid-19 pandemic has resulted in greater market volatility depending on how the Covid-19 pandemic may progress and evolve, which have led to higher degree of uncertainties in respect of the valuations in the current year. Changes to these assumptions, including the potential risk of any market violation, policy, geopolitical and social changes or other unexpected incidents as a result of change in macroeconomic environment, travel restrictions implemented by many countries, increased complexity in international trade tensions geopolitics, changes in policy direction and/or mortgage requirements, or other unexpected incidents would result in changes in the fair values of the Group's investment properties and the corresponding adjustments to the amount of gain or loss reported in the consolidated statement of profit or loss.

In estimating the fair value of the Group's equity instruments at FVTPL, equity instruments at FVTOCI and debt instruments at FVTOCI, the Group uses market-observable data to the extent it is available. For listed equity securities classified as equity instruments at FVTPL, the fair values of the listed securities are determined by reference to the quoted market bid prices available. For bond securities classified as debt instruments at FVTOCI, where Level 1 inputs are not available, the Directors assess the fair value of the Group's bond securities listed on the Stock Exchange, the Singapore Exchange Securities Trading Limited ("SGX") and SIX Swiss Exchange ("SIX") based on quoted market bid prices at the end of each reporting period. For equity instruments at FVTOCI, when Level 2 inputs are not available, the Group will adopt valuation techniques that include Level 3 inputs. Where there is a material change in the fair value of the equity investments at FVTPL, equity instruments at FVTOCI and debt instruments at FVTOCI, the causes of the fluctuations will be reported to the Directors. The fair value of the equity instruments at FVTOCI is insignificant as at 31 December 2020 (2019: HK$162,918,000). Notes 21, 22 and 37(c) provides detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value of the Group's equity instruments at FVTPL and debt instruments at FVTOCI.

4. 重大會計判斷及估計不明朗因素之主要來源(續)

估計不明朗因素之主要來源(續)

公平值計量及估值程序(續)

於依賴估值報告時，董事已行使其判斷力，並信納估值方法能夠反映現時市況。儘管本集團認為對本集團投資物業的估值為最佳估計，惟取決於Covid-19疫情會如何發展及演變，持續不休的Covid-19疫情可能導致更大的市場波動性，從而令本年度之估值存在更高程度的不確定性。該等假設的變化(包括因宏觀經濟環境的變化、許多國家實施的旅行限制、國際貿易緊張局勢及地緣政治的複雜性增加、政策方向和／或抵押貸款要求的變化或其他突發事件導致的任何市場違規、政策、地緣政治及社會變化或其他突發事件等潛在風險)將導致本集團投資物業的公平值發生變化，並對綜合損益表中報告的收益或虧損金額進行相應調整。

估計本集團按公平值計入損益的權益工具、按公平值計入其他全面收益的權益工具及按公平值計入其他全面收益的債務工具的公平值時，本集團使用可獲得的市場可觀察數據。對於分類為按公平值計入損益的權益工具的上市股本證券，上市證券的公平值乃參考可得市場上所報買入價釐定。對於分類為按公平值計入其他全面收益的債務工具的債券證券，倘並無第一級輸入數據，董事在各報告期末，以所報買入價評估本集團於聯交所、新加坡證券交易所有限公司(「新交所」)及瑞士證券交易所(「瑞交所」)上市的債券證券的公平值。對於按公平值計入其他全面收益的權益工具，倘並無第二級輸入數據，則本集團會採用含第三級輸入數據的估值技術。倘按公平值計入損益的權益投資、按公平值計入其他全面收益的權益工具及按公平值計入其他全面收益的債務工具公平值發生重大變動，會向董事報告波動原因。於二零二零年十二月三十一日，按公平值計入其他全面收益的權益工具的公平值並不重大(二零一九年：162,918,000港元)。附註21、22及37(c)提供了有關用以釐定本集團按公平值計入損益的權益工具及按公平值計入其他全面收益的債務工具的公平值所採用的估值技術、輸入數據和主要假設的詳細資料。

5. REVENUE

5. 營業額

Analysis of revenue for the year is as follows:

年內營業額的分析如下：

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Revenue recognised at a point in time	於某一時點確認的營業額		
Sales of chemicals	銷售化工產品	**9,910,485**	12,808,236
Sales of laminates	銷售覆銅面板	**13,931,952**	14,077,581
Sales of PCBs	銷售印刷線路板	**10,551,111**	9,623,169
Sales of properties	銷售物業	**7,218,091**	2,137,697
Others (Note i)	其他（附註i）	**324,327**	356,852
Revenue recognised over time (Note ii)	隨時間確認的營業額（附註ii）	**110,385**	153,015
Revenue from contracts with customers	客戶合約收益	**42,046,351**	39,156,550
Rental and licence fee income (Note 40)	租金及授權使用費收入（附註40）	**1,114,037**	1,215,342
Interest income from debt instruments	債務工具利息收入	**207,443**	679,560
Dividend income from equity instruments	權益工具股息收入	**142,443**	109,399
		43,510,274	41,160,851

Notes:

(i) The amount mainly included sales of magnetic products of HK$280,420,000 (2019: HK$308,615,000).

(ii) Revenue recognised over time represents income from hotel accommodation.

附註：

(i) 該金額主要包括磁電產品銷售280,420,000港元（二零一九年：308,615,000港元）。

(ii) 隨時間確認的營業額指酒店業務收入。

5. REVENUE (continued)

Transaction price allocated to the remaining performance obligation for contracts with customers

All sales contracts, apart for sales of properties, have an original expected duration of one year or less. As permitted under HKFRS 15, the transaction price allocated to the remaining performance obligation for these contracts is not disclosed.

The transaction price allocated to the remaining performance obligations for sales of properties (unsatisfied or partially unsatisfied) as at 31 December 2020 and 2019 and the expected timing of recognising revenue are as follows:

5. 營業額(續)

交易分配至餘下客戶合約履約責任的交易價格

除銷售物業外，所有銷售合約原預期年期均為一年或以下。香港財務申報準則第15號允許分配至該等合約餘下履約責任的交易價格不須披露。

於二零二零年及二零一九年十二月三十一日，銷售物業分配至餘下履約責任(未達成或部分未達成)的交易價格及預期確認營業額時間如下：

		Sale of properties 銷售物業	
		2020 **二零二零年** **HK$'000** **千港元**	2019 二零一九年 HK$'000 千港元
Within one year	一年內	**2,463,399**	6,461,272
More than one year but not more than two years	一年以上但不超過兩年	**961,809**	1,299,564
		3,425,208	7,760,836

6. SEGMENT INFORMATION

HKFRS 8 "Operating Segments" ("HKFRS 8") requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the executive directors of the Company, who are the Chief Operating Decision Makers ("CODM"), in order to allocate resources to segments and to assess their performance. Specifically, the Group's reportable segments under HKFRS 8 are organised into six main operating divisions – (i) manufacture and sale of laminates, (ii) manufacture and sale of PCBs, (iii) manufacture and sale of chemicals, (iv) sales and rental of properties, (v) investments (mainly investment income from debt instruments at FVTOCI, equity instruments at FVTPL and equity instruments at FVTOCI) and (vi) others (mainly including service income, manufacture and sale of magnetic products and hotel business). The management aggregated the sales of properties and rental income business into one reportable segment because the financial performance of both businesses are affected by changes in the property market. In addition, the management aggregated service income, hotel business and manufacture and sale of magnetic products into one reportable segment because the revenue, results, assets and liabilities of each business are insignificant to the Group. No other operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

The accounting policies the Group used for segment reporting under HKFRS 8 are the same as those used in its HKFRS consolidated financial statements. Segment profit or loss represents the profit (loss) earned by each segment with certain items not included (share of result of an associate, share of results of joint ventures, gain on disposal of subsidiaries, finance costs, share-based payments and unallocated corporate income and expenses). This is the measure reported to the CODM for the purpose of resource allocation and performance assessment.

6. 分部資料

香港財務申報準則第8號「經營分部」(「香港財務申報準則第8號」)要求以集團執行董事為主要營運決策者(「主要營運決策者」)在對分部作資源分配及評估其表現上所定期審閱的有關集團不同部門之內部報告作為確定經營分部之基準。具體而言，在香港財務申報準則第8號下，本集團之申報分部分為六個主要經營分部－(i)製造及銷售覆銅面板、(ii)製造及銷售印刷線路板、(iii)製造及銷售化工產品、(iv)銷售及出租物業、(v)投資(主要包括按公平值計入其他全面收益的債務工具、按公平值計入損益的權益工具及按公平值計入其他全面收益的權益工具的投資收入)及(vi)其他(主要包括服務收入、製造及銷售磁電產品及酒店業務)。管理層將物業銷售及物業出租業務同列於一個申報分部中，因為這兩項業務的財務表現皆取決於物業市場的變化。此外，由於服務收入，酒店業務及製造及銷售磁電產品的營業額、業績、資產和負債對集團整體的比重不高，所以管理層將這幾項的業務綜合於一個申報分部中。於達致本集團的申報分部時，並無綜合主要營運決策者所識別的其他經營分部。

本集團根據香港財務申報準則第8號用作分部呈報之會計政策，與其用於香港財務申報準則之綜合財務報表一致。分部之溢利或虧損代表各分部賺取的利潤，但未有包括若干項目(應佔聯營公司業績、應佔合營公司業績、出售附屬公司之收益、融資成本、以股份形式付款及未分配之公司收入及支出)。這是報告給主要營運決策者用於資源分配和績效評估的措施。

6. SEGMENT INFORMATION (continued)

6. 分部資料（續）

(a) Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable segments:

(a) 分部營業額及業績

以下為按申報分部劃分之本集團營業額及業績之分析：

For the year ended 31 December 2020

截至二零二零年十二月三十一日止年度

		Laminates 覆銅面板 HK$'000 千港元 (Note a) （附註a）	PCBs 印刷線路板 HK$'000 千港元	Chemicals 化工產品 HK$'000 千港元	Properties 物業 HK$'000 千港元 (Note b) （附註b）	Investments 投資 HK$'000 千港元 (Note c) （附註c）	Others 其他 HK$'000 千港元 (Note d) （附註d）	Eliminations 對銷 HK$'000 千港元	Consolidated 綜合 HK$'000 千港元
Segment revenue	分部營業額								
External sales	對外銷售額	13,931,952	10,551,111	9,910,485	8,332,128	349,886	434,712	-	43,510,274
Inter-segment sales	分部間之銷售額	2,660,970	-	648,370	-	-	9,679	(3,319,019)	-
Total	總計	16,592,922	10,551,111	10,558,855	8,332,128	349,886	444,391	(3,319,019)	43,510,274
Result	業績								
Segment results	分部業績	3,312,673	1,066,321	1,156,980	3,516,996	(517,717)	34,487		8,569,740
Gain on disposal of subsidiaries	出售附屬公司之收益								29,776
Unallocated corporate income	未分配之公司收入								57,347
Unallocated corporate expenses	未分配之公司支出								(338,463)
Finance costs	融資成本								(457,179)
Share of results of joint ventures	應佔合營公司業績								77,868
Share of result of an associate	應佔聯營公司業績								(2,673)
Profit before taxation	除稅前溢利								7,936,416

6. SEGMENT INFORMATION (continued)

6. 分部資料（續）

(a) Segment revenue and results (continued)

For the year ended 31 December 2019

(a) 分部營業額及業績（續）

截至二零一九年十二月三十一日止年度

		Laminates 覆銅面板 HK$'000 千港元 (Note a) (附註a)	PCBs 印刷線路板 HK$'000 千港元	Chemicals 化工產品 HK$'000 千港元	Properties 物業 HK$'000 千港元 (Note b) (附註b)	Investments 投資 HK$'000 千港元 (Note c) (附註c)	Others 其他 HK$'000 千港元 (Note d) (附註d)	Eliminations 對銷 HK$'000 千港元	Consolidated 綜合 HK$'000 千港元
Segment revenue	分部營業額								
External sales	對外銷售額	14,137,581	9,623,169	12,808,236	3,293,039	788,959	509,867	–	41,160,851
Inter-segment sales	分部間之銷售額	2,213,957	–	619,626	–	–	8,146	(2,841,729)	–
Total	總計	16,351,538	9,623,169	13,427,862	3,293,039	788,959	518,013	(2,841,729)	41,160,851
Result	業績								
Segment results	分部業績	2,185,346	487,139	735,017	1,943,012	966,015	1,537		6,318,066
Unallocated corporate income	未分配之公司收入								94,400
Unallocated corporate expenses	未分配之公司支出								(453,862)
Finance costs	融資成本								(752,001)
Share-based payments	以股份形式付款								(229,234)
Share of results of joint ventures	應佔合營公司業績								93,867
Share of result of an associate	應佔聯營公司業績								51,677
Profit before taxation	除税前溢利								5,122,913

Notes:

(a) The management aggregated the revenue derived from the sales of laminates and licence fee income into "Laminates" segment.

(b) The management aggregated the revenue derived from the sales of properties and rental income into "Properties" segment.

(c) The management aggregated the revenue derived from the interest income from debt instruments and dividend income from equity instruments into "Investments" segment.

(d) The management aggregated the revenue derived from the sales of magnetic products, income from hotel accommodation and income from other businesses.

Inter-segment sales are charged on a cost-plus basis with an arm's length margin.

附註：

(a) 管理層將銷售覆銅面板營業額及授權使用費收入合併入「覆銅面板」分部。

(b) 管理層將銷售物業營業額及租金收入合併入「物業」分部。

(c) 管理層將債務工具利息收入及權益工具股息收入營業額合併入「投資」分部。

(d) 管理層將銷售磁電產品營業額、酒店業務收入及其他業務收入合併。

分部間之銷售額等於成本加公平利潤。

6. SEGMENT INFORMATION (continued)

6. 分部資料(續)

(b) Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segments:

(b) 分部資產及負債

以下為按申報分部劃分之本集團資產及負債之分析：

At 31 December 2020

於二零二零年十二月三十一日

		Laminates 覆銅面板 HK$'000 千港元	PCBs 印刷線路板 HK$'000 千港元	Chemicals 化工產品 HK$'000 千港元	Properties 物業 HK$'000 千港元	Investments 投資 HK$'000 千港元	Others 其他 HK$'000 千港元	Consolidated 綜合 HK$'000 千港元
Assets	**資產**							
Segment assets	分部資產	19,573,195	13,830,672	3,627,852	42,450,567	7,864,858	1,078,676	88,425,820
Interests in an associate	於聯營公司之權益							369,314
Interests in joint ventures	於合營公司之權益							2,609,520
Unallocated assets	未分配之資產							
– Bank balances and cash	–銀行結餘及現金							1,416,390
– Deferred tax assets	–遞延稅項資產							2,667
– Taxation recoverable	–可收回稅項							18,468
– Others	–其他							406,959
Consolidated total assets	綜合資產總值							93,249,138
Liabilities	**負債**							
Segment liabilities	分部負債	(2,961,066)	(2,521,604)	(876,303)	(4,000,850)	-	(97,929)	(10,457,752)
Unallocated liabilities	未分配之負債							
– Bank borrowings	–銀行借貸							(17,230,846)
– Taxation payable	–應繳稅項							(1,880,064)
– Deferred tax liabilities	–遞延稅項負債							(690,621)
– Others	–其他							(2,191,149)
Consolidated total liabilities	綜合負債總值							(32,450,432)

6. SEGMENT INFORMATION (continued) 6. 分部資料(續)

(b) Segment assets and liabilities (continued) 分部資產及負債(續)

At 31 December 2019 於二零一九年十二月三十一日

		Laminates 覆銅面板 HK$'000 千港元	PCBs 印刷線路板 HK$'000 千港元	Chemicals 化工產品 HK$'000 千港元	Properties 物業 HK$'000 千港元	Investments 投資 HK$'000 千港元	Others 其他 HK$'000 千港元	Consolidated 綜合 HK$'000 千港元
Assets	**資產**							
Segment assets	分部資產	16,495,757	12,968,543	6,140,928	42,590,953	10,902,884	1,011,090	90,110,155
Interests in an associate	於聯營公司之權益							397,950
Interests in joint ventures	於合營公司之權益							2,536,434
Unallocated assets	未分配之資產							
– Bank balances and cash	–銀行結餘及現金							3,307,623
– Deferred tax assets	–遞延税項資產							2,539
– Taxation recoverable	–可收回税項							18,227
– Others	–其他							662,198
Consolidated total assets	綜合資產總值							97,035,126
Liabilities	**負債**							
Segment liabilities	分部負債	(3,032,231)	(1,909,519)	(1,006,155)	(6,364,924)	-	(83,087)	(12,395,916)
Unallocated liabilities	未分配之負債							
– Bank borrowings	–銀行借貸							(24,409,909)
– Taxation payable	–應繳税項							(1,369,201)
– Deferred tax liabilities	–遞延税項負債							(697,954)
– Others	–其他							(192,496)
Consolidated total liabilities	綜合負債總值							(39,065,476)

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments other than interests in an associate, interests in joint ventures, deferred tax assets, taxation recoverable, certain bank balances and cash and other assets; and
- all liabilities are allocated to operating segments other than bank borrowings, deferred tax liabilities, taxation payable and other liabilities.

為監察分部表現及於分部間分配資源：

- 除於聯營公司的權益、於合營企業的權益、遞延税項資產、可收回税項、若干銀行結餘及現金以及其他資產外，所有資產分配至經營分部；及
- 除銀行借貸、遞延税項負債、應繳税項及其他負債外，所有負債均分配至經營分部。

6. SEGMENT INFORMATION (continued) 6. 分部資料(續)

(c) Other information (c) 其他資料

For the year ended 31 December 2020

截至二零二零年十二月三十一日止年度

Amounts included in the measure of segment profit or loss or segment assets:

分部損益或分部資產的計量包括：

		Laminates 覆銅面板 HK$'000 千港元	PCBs 印刷線路板 HK$'000 千港元	Chemicals 化工產品 HK$'000 千港元	Properties 物業 HK$'000 千港元	Investments 投資 HK$'000 千港元	Others 其他 HK$'000 千港元	Unallocated amount 未分配金額 HK$'000 千港元	Consolidated 綜合 HK$'000 千港元
Capital additions	資本增添	1,163,589	538,547	262,414	2,330,472	-	49,945	-	4,344,967
Depreciation of properties, plant and equipment	物業、廠房及設備之折舊	(590,834)	(597,348)	(378,760)	(3,137)	(2,506)	(63,807)	-	(1,636,392)
Depreciation of right-of-use assets	使用權資產折舊	(15,663)	(4,856)	(7,697)	-	-	(18,825)	-	(47,041)
Loss on fair value changes of equity instruments at FVTPL	按公平值計入損益的權益工具公平值變動虧損	-	-	-	-	(978,285)	-	-	(978,285)
Gain on disposal of debt instruments at FVTOCI	出售按公平值計入其他全面收益的債務工具收益	-	-	-	-	106,245	-	-	106,245
Impairment loss reversed (recognised) on trade receivables	就貿易應收賬款撥回(確認)之減值虧損	39,691	(33,318)	(17,034)	(1,390)	-	(1,746)	-	(13,797)
Reversal of write down (write down) of inventories	存貨撇減撥回(撇減)	75,221	(3,716)	(71,360)	-	-	(7,701)	-	(7,556)
Interest income on bank balances, deposits, entrusted loans and loan receivable	銀行結餘、存款、委託貸款及應收貸款的利息收入	21,871	2,678	22,457	26,866	7,357	64	45,682	126,975
Gain (loss) on disposal and written off of properties, plant and equipment	出售及撇銷物業、廠房及設備之收益(虧損)	2,438	(15,350)	(78,627)	(36)	-	(49)	-	(91,624)
Loss on fair value changes of investment properties	投資物業公平值變動之虧損	-	-	-	(5,437)	-	-	-	(5,437)

6. SEGMENT INFORMATION (continued) 6. 分部資料(續)

(c) Other information (continued) (c) 其他資料(續)

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

Amounts included in the measure of segment profit or loss or segment assets:

分部損益或分部資產的計量包括：

		Laminates 覆銅面板 HK$'000 千港元	PCBs 印刷線路板 HK$'000 千港元	Chemicals 化工產品 HK$'000 千港元	Properties 物業 HK$'000 千港元	Investments 投資 HK$'000 千港元	Others 其他 HK$'000 千港元	Unallocated amount 未分配金額 HK$'000 千港元	Consolidated 綜合 HK$'000 千港元
Capital additions	資本增添	780,278	1,031,880	611,535	3,652,813	–	81,275	–	6,157,781
Depreciation of properties, plant and equipment	物業、廠房及設備之折舊	(593,790)	(596,964)	(620,223)	(4,719)	(1,817)	(62,632)	–	(1,880,145)
Depreciation of right-of-use assets	使用權資產折舊	(11,786)	(7,352)	(8,782)	–	–	(16,929)	–	(44,849)
Gain on fair value changes of equity instruments at FVTPL	按公平值計入損益的權益工具公平值變動收益	–	–	–	–	40,920	–	–	40,920
Gain on disposal of debt instruments at FVTOCI	出售按公平值計入其他全面收益的債務工具收益	–	–	–	–	142,140	–	–	142,140
Impairment loss on trade receivables, net of reversal	就貿易應收賬款確認之減值虧損(扣除撥回)	(152,138)	(11,597)	(19,475)	–	–	–	–	(183,210)
Write-down of inventories	撇減存貨	(96,279)	(27,605)	(40,486)	–	–	(16,723)	–	(181,093)
Interest income on bank balances, deposits, entrusted loans and loan receivable	銀行結餘、存款、委託貸款及應收貸款的利息收入	29,400	2,242	24,563	29,873	6,379	101	28,162	120,720
(Loss) gain on disposal and written off of properties, plant and equipment	出售及撇銷物業、廠房及設備之(虧損)收益	(10,498)	3,355	(220,388)	(561)	–	(157)	–	(228,249)
Gain on fair value changes of investment properties	投資物業公平值變動之收益	–	–	–	6,263	–	–	–	6,263

The Group operates principally in the PRC (country of domicile).

本集團主要業務位於中國(本集團之所在地)。

6. SEGMENT INFORMATION (continued)

6. 分部資料(續)

(c) Other information (continued)

The following is an analysis of the Group's revenue from external customers by geographical location of the customers or tenants or in the case of interest income and dividend income, the principal place of business of the debtor or investee:

(c) 其他資料(續)

本集團根據客戶或租戶的地點，或倘屬利息收入及股息收入則根據債務人或被投資方的主要營業地點的外部客戶營業額分析如下：

		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
The PRC (country of domicile)	中國(所在國家)	**39,249,965**	36,658,300
Other Asian countries (including Thailand, Japan, Korea and Singapore)	其他亞洲國家(包括泰國、日本、韓國及新加坡)	**2,096,079**	2,102,731
Europe	歐洲	**1,506,308**	1,657,659
America	美洲	**657,922**	742,161
		43,510,274	41,160,851

No single external customer of the Group contributed over 10% of the Group's revenue 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，本集團並無單一之外部客戶佔本集團營業額超過10%。

The geographical analysis of the Group's non-current assets other than loan receivable, entrusted loans, deferred tax assets, equity instruments at FVTPL, equity instruments at FVTOCI and debt instruments at FVTOCI by location of assets is presented as follows:

除應收貸款、委託貸款、遞延稅項資產、按公平值計入損益的權益工具、按公平值計入其他全面收益的權益工具及按公平值計入其他全面收益的債務工具外，本集團非流動資產按資產地點分析呈列如下：

		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
The PRC (country of domicile)	中國(所在國家)	**35,470,515**	35,178,872
United Kingdom	英國	**6,388,533**	6,277,949
Thailand	泰國	**362,234**	396,687
		42,221,282	41,853,508

7. OTHER INCOME, GAINS AND LOSSES 7. 其他收入、收益及虧損

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Other income, gains and losses includes:	其他收入、收益及虧損包括：		
Interest income on bank balances and deposits	銀行結餘及存款之利息收入	**58,960**	64,929
Interest income on entrusted loans	委託貸款之利息收入	**22,333**	34,210
Interest income from loan receivable	應收貸款之利息收入	**45,682**	21,581
Government grants (Note)	政府補貼（附註）	**84,692**	83,000
Loss on disposal and written off of properties, plant and equipment	出售及撇銷物業、廠房及設備之虧損	**(91,624)**	(228,249)
Others	其他	**(23,074)**	(68,990)
		96,969	(93,519)

Note: During the year ended 31 December 2020, the Group recognised government grants of HK$4,601,000 (2019: nil) in respect of Covid-19-related subsidies, of which HK$4,529,000 (2019: nil) relates to Employment Support Scheme provided by the Hong Kong government. The remaining government grants are related to unemployment insurance premium refunds, import of high technology products, development support and support for stabilising employment received by the Group from relevant government departments. There are no unfulfilled conditions attached to these grants.

附註：於截至二零二零年十二月三十一日止年度，本集團確認與COVID-19有關的政府補貼4,601,000港元（二零一九年：無），其中與香港政府保就業計劃有關的政府補貼4,529,000港元（二零一九年：無）。餘下的政府補貼為本集團從相關政府部門獲得的失業保險費返還、高新技術產品進口支援、發展支援及穩定就業支援。未有任何該等補貼附加的條件未獲滿足。

8. FINANCE COSTS 8. 融資成本

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Interest on bank borrowings	銀行借貸利息	**499,273**	819,619
Imputed interest on contract liabilities	合約負債之估算利息	**41,758**	24,007
Interest on lease liabilities	租賃負債利息	**597**	584
Less: Amounts capitalised in the properties held for development	減：計入待發展物業的資本化金額	**(80,168)**	(78,193)
Amounts capitalised in the construction in progress	在建工程的資本化金額	**(4,281)**	(14,016)
		457,179	752,001

8. FINANCE COSTS (continued)

Bank and other borrowing costs capitalised during the year include imputed interest on contract liabilities of HK$41,758,000 (2019: HK$24,007,000) as well as, bank borrowing costs arising from the general borrowing pool which were calculated by applying a weighted average capitalisation rate of 2.92% (2019: 2.95%) per annum to expenditure on qualifying assets.

8. 融資成本(續)

年內已資本化之銀行及其他借貸成本包括合約負債之估算利息為41,758,000港元(二零一九年:24,007,000港元)及一般借貸池產生之銀行借貸成本,以合資格資產開支加權平均資本化年利率2.92%(二零一九年:2.95%)計算。

9. INCOME TAX EXPENSE

9. 所得稅開支

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
The amount comprises:	稅項包括:		
PRC Enterprise Income Tax	中國企業所得稅	**1,227,159**	902,287
PRC LAT	中國土地增值稅	**361,356**	248,146
Hong Kong Profits Tax	香港利得稅	**219,757**	46,903
Taxation arising in other jurisdictions	其他司法權區之稅項	**22,309**	20,164
Withholding tax in the PRC	中國預提稅	**273,193**	157,321
Underprovision in previous years	過往年度撥備不足	**2,858**	9,379
		2,106,632	1,384,200
Deferred taxation (Note 24)	遞延稅項(附註24)	**1,431**	(30,267)
		2,108,063	1,353,933

Under the Law of the PRC on EIT (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

按照「中華人民共和國企業所得稅法」(「企業所得稅法」)及實施條例,兩個年度於中國附屬公司之企業所得稅稅率為25%。

Under the EIT Law of the PRC, withholding tax of 5% – 10% is imposed on dividends declared in respect of profits earned by subsidiaries in Mainland China from 1 January 2008 onwards.

根據企業所得稅法,自二零零八年一月一日起,就在中國國內附屬公司所賺取的利潤所宣派的股息徵收5%至10%的預提稅。

9. INCOME TAX EXPENSE (continued)

The provision of LAT is estimated according to the requirements set forth in the relevant PRC tax laws and regulations. LAT has been levied at progressive rates ranging from 30% to 60% on the appreciation of land value, represented by the excess of sales proceeds of properties over prescribed direct costs. Prescribed direct costs are defined to include costs of land, development and construction costs, as well as certain costs relating to the property development. According to the State Administration of Taxation's official circulars, LAT shall be payable provisionally upon sales of the properties, followed by final ascertainment of the gain at the completion of the properties development.

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The Directors considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

9. 所得稅開支(續)

計提土地增值稅撥備是按有關中國稅法及規則要求估算。按土地增值金額(根據物業銷售收入扣去指定直接成本)以累進稅率百分之三十至六十基準繳交土地增值稅。指定直接成本界定為土地成本,發展及建築成本,及其他關於房產發展的成本。按照國家稅務總局之官方公告,銷售物業時應暫繳土地增值稅,到房產發展完成後才確認所得收益。

於二零一八年三月二十一日,香港立法會通過了「二零一七年稅務(修訂)(第7號)條例草案」(「條例草案」),該條例草案引入了利得稅兩級制。該法案於二零一八年三月二十八日簽署成為法律,並於次日在憲報刊登。根據利得稅兩級制,合資格集團實體的首二百萬港元利潤將按8.25%徵稅,而超過二百萬港元的利潤則須按16.5%徵稅。不符合利得稅兩級制的集團實體的利潤將繼續按16.5%的固定稅率徵稅。

董事認為,實施利得稅兩級制所涉及的金額與綜合財務報表並無重大關係。兩個年度的香港利得稅按估計應課稅溢利的16.5%計算。

其他司法權區之稅項乃按有關司法權區之適用稅率計算。

9. INCOME TAX EXPENSE (continued)

9. 所得稅開支(續)

Taxation for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss as follows:

本年度之稅項與綜合損益表除稅前溢利之對賬如下：

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Profit before taxation	除稅前溢利	**7,936,416**	5,122,913
Tax charge at the domestic income tax rate of 25% (2019: 25%) (Note a)	以國內企業所得稅率25%(二零一九年：25%)計算之稅款(附註a)	**1,984,104**	1,280,728
Tax effect of expenses not deductible for tax purpose	不可扣稅費用之稅務影響	**12,938**	59,597
Tax effect of income not taxable for tax purpose	毋須課稅收益之稅務影響	**(115,760)**	(151,563)
Tax effect of share of results of joint ventures	應佔合營公司業績之稅務影響	**(19,467)**	(23,467)
Tax effect of share of result of an associate	應佔聯營公司業績之稅務影響	**668**	(12,919)
PRC LAT	中國土地增值稅	**361,356**	248,146
Tax effect of PRC LAT	中國土地增值稅之稅務影響	**(90,339)**	(62,036)
Effect of withholding tax on dividend income from PRC subsidiaries	中國附屬公司派發股息收入適用的預提稅之稅務影響	**273,193**	157,321
Tax effect of Tax Concession (Note b)	稅務優惠之稅務影響(附註b)	**(50,057)**	(59,943)
Tax effect of tax losses not recognised	未予確認稅項虧損之稅務影響	**60,910**	126,857
Utilisation of tax losses previously not recognised	動用以往未確認之稅項虧損	**(133,130)**	(182,752)
Effect of different tax rates of subsidiaries operating in other jurisdictions/areas other than the domestic income tax rate	除國內企業所得稅率外，於其他司法權區／地區經營附屬公司之不同稅率之影響	**(139,406)**	(13,164)
Effect of tax exemption (Note c)	稅項豁免之影響(附註c)	**(39,805)**	(22,251)
Underprovision in previous years	過往年度撥備不足	**2,858**	9,379
Tax expense for the year	本年度之稅務開支	**2,108,063**	1,353,933

Notes:

(a) The domestic income tax rate of 25% (2019: 25%) represents the PRC Enterprise Income Tax of which the Group's operations are substantially based.

(b) Pursuant to the EIT Law, a High-New Technology Enterprise shall be entitled to a preferential tax rate of 15% for three years since it was officially endorsed. Certain subsidiaries of the Company in the PRC obtained official endorsement as a High-New Technology Enterprise ("Tax Concession") and with the expiry dates on or before 2022 (2019: 2021).

(c) Profits arising from certain subsidiaries of the Company in Macau are exempted from profit tax.

附註：

(a) 國內企業所得稅稅率25%(二零一九年：25%)為本集團大部分業務所在的中國企業所得稅率。

(b) 根據企業所得稅法，高新技術企業可自其獲官方認可起享有為期三年的15%稅率優惠。本公司若干中國附屬公司獲官方認定為高新技術企業(「稅務優惠」)，到期日為二零二二年或之前(二零一九年：二零二一年)。

(c) 本公司位於澳門之若干附屬公司所產生之溢利獲豁免繳納利得稅。

10. PROFIT FOR THE YEAR

10. 本年度溢利

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Profit for the year has been arrived at after charging:	本年度溢利已經扣除以下項目：		
Auditor's remuneration	核數師酬金	**12,750**	12,750
Amortisation of intangible assets	無形資產攤銷	**6,480**	3,960
Cost of inventories sold	已售存貨之成本	**25,932,825**	30,532,366
Cost of properties sold	已售物業之成本	**4,271,822**	959,077
Depreciation of properties, plant and equipment	物業、廠房及設備之折舊	**1,636,392**	1,880,145
Depreciation of right-of-use assets	使用權資產折舊	**47,041**	44,849
Direct operating expenses in relation to investment properties	投資物業之直接經營開支	**182,549**	213,219
Impairment loss on trade receivables, net of reversal	貿易應收賬款之減值虧損（扣除撥回）	**13,797**	183,210
Net exchange loss	匯兑虧損淨額	**24,959**	17,762
Total staff costs, including directors' emoluments (Note 11)	員工成本總額，包括董事酬金（附註11）	**3,218,740**	3,145,023
Write down of inventories, included in cost of sales	存貨撇減，計入銷售成本	**7,556**	181,093

11. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

11. 董事、行政總裁及僱員酬金

(a) Directors' emoluments

The emoluments paid or payable were as follows:

(a) 董事酬金

已付或應付之酬金如下：

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Fees	袍金	**1,140**	1,128
Other emoluments:	其他酬金：		
Salaries and other benefits	薪金及其他福利	**17,930**	17,649
Contributions to retirement benefits scheme	退休福利計劃供款	**895**	882
Performance related incentive payment (Note i)	工作表現相關獎勵款項（附註i）	**99,250**	103,059
Share-based payments (Note ii)	以股份形式付款(附註ii)	**–**	115,540
		119,215	238,258

11. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (continued)

11. 董事、行政總裁及僱員酬金(續)

(a) Directors' emoluments (continued)

The emoluments paid or payable to each of the twelve (2019: eleven) Directors, including the chief executive, were as follows:

(a) 董事酬金(續)

已付或應付十二名(二零一九年:十一名)董事(包括行政總裁)之酬金如下:

		Year ended 31 December 2020 截至二零二零年十二月三十一日止年度												
		Executive directors 執行董事							Independent non-executive directors 獨立非執行董事					
		Cheung Kwok Wing 張國榮 HK$'000 千港元	Chang Wing Yiu 鄭永耀 HK$'000 千港元	Cheung Kwong Kwan 張廣軍 HK$'000 千港元	Ho Yin Sang 何燕生 HK$'000 千港元	Cheung Wai Lin, Stephanie 張偉連 HK$'000 千港元	Chen Maosheng 陳茂盛 HK$'000 千港元	Cheung Ka Shing 張家成 HK$'000 千港元	Cheung Ming Man 張明敏 HK$'000 千港元	Chan Wing Kee 陳永棋 HK$'000 千港元	Leung Tai Chiu 梁體超 HK$'000 千港元 (Note iii) (附註iii)	Chong Kin Ki 莊堅琪 HK$'000 千港元	Stanley Chung Wai Cheong 鍾偉昌 HK$'000 千港元 (Note iv) (附註iv)	Total 總計 HK$'000 千港元
Fees	袍金	-	-	-	-	-	-	-	240	480	90	300	30	1,140
Other emoluments:	其他酬金:													
Salaries and other benefits	薪金及其他福利	3,260	3,123	3,123	2,945	2,206	1,588	1,685	-	-	-	-	-	17,930
Contributions to retirement benefits scheme	退休福利計劃供款	163	156	156	147	110	79	84	-	-	-	-	-	895
Performance related incentive payment (Note i)	工作表現相關獎勵款項(附註i)	26,000	22,000	15,000	14,000	10,000	2,500	9,000	150	200	50	200	150	99,250
Total emoluments	酬金總額	29,423	25,279	18,279	17,092	12,316	4,167	10,769	390	680	140	500	180	119,215

11. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (continued)

11. 董事、行政總裁及僱員酬金(續)

(a) Directors' emoluments (continued)

(a) 董事酬金(續)

		Year ended 31 December 2019 截至二零一九年十二月三十一日止年度											
		Executive directors 執行董事							Independent non-executive directors 獨立非執行董事				
		Cheung Kwok Wing 張國榮 HK$'000 千港元	Chang Wing Yu 鄭永耀 HK$'000 千港元	Cheung Kwong Kwan 張廣軍 HK$'000 千港元	Ho Yin Sang 何燕生 HK$'000 千港元	Cheung Wai Lin, Stephanie 張偉連 HK$'000 千港元	Chen Maosheng 陳茂盛 HK$'000 千港元	Cheung Ka Shing 張家成 HK$'000 千港元	Cheung Ming Man 張明敏 HK$'000 千港元	Chan Wing Kee 陳永棋 HK$'000 千港元	Leung Tai Chiu 梁體超 HK$'000 千港元 (Note iii) (附註iii)	Chong Kin Ki 莊堅琪 HK$'000 千港元	Total 總計 HK$'000 千港元
Fees	袍金	–	–	–	–	–	–	–	240	480	108	300	1,128
Other emoluments:	其他酬金：												
Salaries and other benefits	薪金及其他福利	3,200	3,065	3,065	2,931	2,165	1,569	1,654	–	–	–	–	17,649
Contributions to retirement benefits scheme	退休福利計劃供款	160	153	153	147	108	78	83	–	–	–	–	882
Performance related incentive payment (Note i)	工作表現相關獎勵款項(附註i)	27,897	18,863	15,323	15,323	14,773	1,657	8,573	150	200	100	200	103,059
Share-based payments (Note ii)	以股份形式付款(附註ii)	22,479	22,479	22,479	22,479	10,115	–	10,385	1,281	1,281	1,281	1,281	115,540
Total emoluments	酬金總額	53,736	44,560	41,020	40,880	27,161	3,304	20,695	1,671	1,961	1,489	1,781	238,258

Notes:

(i) The performance related incentive payment is determined with reference to the operating results, individual performance and comparable market statistics during both years.

(ii) During the year ended 31 December 2019, certain directors were granted share options, in respect of their services to the Group under the share option scheme of the Company. Details of the share option scheme are set out in note 32 to the Group's consolidated financial statements.

(iii) Mr. Leung Tai Chiu ("Mr. Leung") is also an independent non-executive director of Kingboard Laminates Holdings Limited ("KLHL"), a subsidiary of the Company also listed on the Main Board of the Stock Exchange. Not included in the above is Mr. Leung's emoluments as the independent non-executive director at KLHL of HK$342,000 (2019: HK$1,704,000). Save for the above there were no other emoluments paid to the Directors during the year. Mr. Leung resigned as independent non-executive director of the Company on 31 October 2020.

(iv) Mr. Stanley Chung Wai Cheong was appointed as independent non-executive director on 31 October 2020.

(v) The executive directors' emoluments shown above were mainly for their services in connection with the management of the affair of the Company and the Group. Independent non-executive directors' emoluments shown above were mainly for their services as Directors.

附註：

(i) 工作表現獎勵款項乃參考兩個年度之經營業績、個人表現及可供比較市場數據釐定。

(ii) 截至二零一九年十二月三十一日止年度，若干董事就其效力本集團而根據本公司購股權計劃獲授購股權。購股權計劃詳情載於綜合財務報表附註32。

(iii) 梁體超先生(「梁先生」)同時為建滔積層板控股有限公司(「建滔積層板」，本公司附屬公司，同時於聯交所主板上市)之獨立非執行董事。上文並無計入梁先生作為建滔積層板獨立非執行董事的酬金342,000港元(二零一九年：1,704,000港元)。除上文所述者外，年內並無向董事支付其他酬金。梁先生於二零二零年十月三十一日辭任獨立非執行董事。

(iv) 鍾偉昌先生於二零二零年十月三十一日獲委任為本公司獨立非執行董事。

(v) 上述之執行董事酬金主要就彼等管理本公司及本集團的事務提供服務而支付。上述之獨立非執行董事酬金主要就彼等管理本公司及本集團的事務提供服務而支付。

11. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (continued)

(b) Chief Executive's emoluments

Mr. Chang Wing Yiu is also the Chief Executive of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive.

Neither the Chief Executive nor any of the Directors had waived or agreed to waive any emoluments during the years ended 31 December 2020 and 2019.

(c) Employees' emoluments

For the year ended 31 December 2020, three (2019: four) of the five highest paid employees are Directors and the Chief Executive.

Details of the emoluments of the remaining two (2019: one) highest paid individuals were as follows:

11. 董事、行政總裁及僱員酬金(續)

(b) 行政總裁酬金

鄭永耀先生亦為本公司行政總裁，其酬金於上文披露，當中計及其身為行政總裁所提供之服務之報酬。

截至二零二零年及二零一九年十二月三十一日止年度，概無行政總裁或董事放棄或同意放棄任何酬金。

(c) 僱員酬金

截至二零二零年十二月三十一日止年度，五名最高薪金僱員中三名(二零一九年：四名)為董事和行政總裁。

餘下兩名(二零一九年：一名)最高薪人士的酬金載列如下：

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Salaries and other benefits	薪金及其他福利	**6,178**	3,133
Contributions to retirement benefits scheme	退休福利計劃供款	**309**	157
Performance related incentive payment	工作表現相關獎勵款項	**37,000**	19,780
Share-based payments	以股份形式付款	**–**	14,863
Total emoluments	酬金總額	**43,487**	37,933

11. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (continued)

11. 董事、行政總裁及僱員酬金(續)

(c) Employees' emoluments (continued)

The number of the highest paid employees who are not the directors of the Company whose remuneration fell within the following bands is as follows:

(c) 僱員酬金(續)

非本公司董事的最高薪僱員中，薪酬屬於以下收入段的人數如下：

		2020 二零二零年 No. of employees 僱員人數	2019 二零一九年 No. of employees 僱員人數
HK$15,000,000 to HK$20,000,000	15,000,000港元至20,000,000港元	**1**	–
HK$20,000,000 to HK$25,000,000	20,000,000港元至25,000,000港元	**–**	–
HK$25,000,000 to HK$30,000,000	25,000,000港元至30,000,000港元	**1**	–
HK$30,000,000 to HK$35,000,000	30,000,000港元至35,000,000港元	**–**	–
HK$35,000,000 to HK$40,000,000	35,000,000港元至40,000,000港元	**–**	1
		2	1

During the years ended 31 December 2020 and 2019, no emoluments were paid to or receivable by the Directors or the Group's five highest paid individuals, including Directors, as an inducement to join or upon joining the Group or as compensation for loss of office.

截至二零二零年及二零一九年十二月三十一日止年度，董事或本集團五名最高薪人士(包括董事)概無已收或應收任何酬金，作為吸引彼等加盟或加盟時支付之獎勵或作為離職之補償。

(d) Directors' material interests in transactions, arrangements or contracts

As disclosed in Note 28 and Note 44, the Group entered into sale and purchase transactions with the directors and subsidiaries of a shareholder with significant influence on the Group. The price is to be determined and agreed between the parties from time to time with reference to the prevailing market price.

Mr. Cheung Kwok Wing, Mr. Chang Wing Yiu, Mr. Cheung Kwong Kwan and Mr. Ho Yin Sang, the executive Directors, are interested in these transactions to the extent that they have beneficial interests in these companies.

Save for the aforementioned transaction, no other significant transactions, arrangements and contracts to which the Company or 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 year or at any time during the year.

(d) 董事於交易、安排或合約之重大權益

如附註28及附註44所述，本集團與董事以及一名對本集團有重大影響力的股東的附屬公司進行買賣交易。價格將待各方不時參照當時之市場格價而釐定及議定。

執行董事張國榮先生、鄭永耀先生、張廣軍先生及何燕生先生於該等公司中擁有實益權益，因而於此等交易中擁有權益。

除上述交易外，於年末或年內任何時間本公司董事概無於本公司或本集團為其中一方之其他重要交易、安排及合約中擁有任何重大直接或間接權益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

12. DIVIDENDS

12. 股息

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Dividends declared	**已宣派股息**		
2020 Interim dividend of HK28 cents per ordinary share	二零二零年中期股息每股普通股28港仙	**309,618**	–
Dividends declared and paid	**已宣派及派發股息**		
2019 Interim dividend of HK28 cents per ordinary share	二零一九年中期股息每股普通股28港仙	**–**	303,206
2019 Final dividend of HK60 cents (2018: HK70 cents) per ordinary share	二零一九年末期股息每股普通股60港仙(二零一八年：70港仙)	**662,430**	758,207
2019 Special final dividend of HK50 cents (2018: Nil) per ordinary share	二零一九年特別末期股息每股普通股50港仙(二零一八年：無)	**552,025**	–
		1,214,455	1,061,413

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Dividends proposed	**建議股息**		
Proposed 2020 Final dividend of HK100 cents (2019: HK60 cents) per ordinary share	建議二零二零年末期股息每股普通股100港仙(二零一九年：60港仙)	**1,105,792**	662,795
Proposed 2020 Special final dividend of HK100 cents (2019: HK50 cents) per ordinary share	建議二零二零年特別末期股息每股普通股100港仙(二零一九年：50港仙)	**1,105,792**	552,329
		2,211,584	1,215,124

12. DIVIDENDS (continued)

The final dividend of HK100 cents and the special final dividend of HK100 cents per ordinary share amounted to HK$1,105,792,000 and HK$1,105,792,000 respectively in respect of the year ended 31 December 2020 (2019: final dividend of HK60 cents and the special final dividend of HK$50 cents per ordinary share amounted to HK$662,795,000 and HK$552,329,000 respectively in respect of the year ended 31 December 2019) have been proposed by the Directors and are subject to the approval by the shareholders of the Company in the forthcoming annual general meeting.

12. 股息(續)

董事建議就截至二零二零年十二月三十一日止年度派發末期股息每股普通股100港仙及特別末期股息每股普通股100港仙(二零一九年：末期股息每股普通股60港仙及特別末期股息每股普通股50港仙)，金額分別為1,105,792,000港元及1,105,792,000港元(二零一九年：末期股息662,795,000港元及特別末期股息552,329,000港元)。惟須待本公司股東於應屆股東週年大會批准，方可作實。

13. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to owners of the Company is based on the following data:

13. 每股盈利

本公司持有人應佔每股基本及攤薄盈利按下列數據計算：

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Earnings for the purpose of basic and diluted earnings per share	每股基本及攤薄盈利之盈利	**4,702,884**	3,094,421

		Number of shares 股份數目 2020 二零二零年	2019 二零一九年
Weighted average number of ordinary shares for the purpose of basic earnings per share	每股基本盈利之普通股加權平均數	**1,104,852,097**	1,085,720,924
Effect of dilutive potential or ordinary shares arising from share options	因購股權導致的具潛在攤薄效應之普通股之影響	**1,168,976**	381,238
Weighted average number of ordinary shares for the purpose of diluted earnings per share	每股攤薄盈利之普通股加權平均數	**1,106,021,073**	1,086,102,162

14. INVESTMENT PROPERTIES 14. 投資物業

		HK$'000 千港元
FAIR VALUE	公平值	
At 1 January 2019	於二零一九年一月一日	16,925,863
Exchange adjustments	匯兑調整	(110,723)
Transfer from properties held for development (Note)	轉撥自待發展物業(附註)	1,016,991
Transfer from properties, plant and equipment (Note)	轉撥自物業、廠房及設備(附註)	265,918
Additions	添置	39,190
Acquisitions of subsidiaries (Note 34(a))	收購附屬公司(附註34(a))	915,035
Gain on revaluation of property, plant and equipment upon transfer to investment properties included in other comprehensive income	計入其他全面收益的物業、廠房及設備轉移至投資物業時之重估收益	24,211
Gain on fair value changes	公平值變動收益	6,263
At 31 December 2019	於二零一九年十二月三十一日	19,082,748
Exchange adjustments	匯兑調整	823,076
Transfer from properties held for development (Note)	轉撥自待發展物業(附註)	130,065
Transfer from properties, plant and equipment (Note)	轉撥自物業、廠房及設備(附註)	23,495
Loss on fair value changes	公平值變動虧損	(5,437)
At 31 December 2020	於二零二零年十二月三十一日	20,053,947

Note: Certain properties held for development and properties, plant and equipment were reclassified to investment properties upon changing in use as evidenced by inception of operating leases to independent third parties (see Note 15 and 26).

附註： 因與獨立第三方開始經營租賃物業之用途變動，若干待發展物業及物業、廠房及設備重新分類至投資物業(附註15和26)。

The Group leases out various offices under operating leases with rentals payable monthly. The leases typically run for a fixed period of 1 to 25 years (2019: 1 to 25 years).

本集團根據經營租賃出租多項辦公室，每月收取租金。租賃一般附有介乎1至25年的固定租期(二零一九年：1至25年)。

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

本集團並無因租賃安排而承受外幣風險，因為所有租賃以集團實體各自的功能貨幣列值。租約並不包括餘值擔保及／或承租人於租期末購買物業的選擇權。

14. INVESTMENT PROPERTIES (continued)

The fair value of the Group's investment properties at 31 December 2020 had been arrived at on the basis of a valuation carried out by Ravia Global Appraisal Advisory Limited (2019: Ravia Global Appraisal Advisory Limited), an independent qualified valuer not connected to the Group. Ravia Global Appraisal Advisory Limited is a member of the Hong Kong Institute of Surveyors. The valuation was determined based on direct comparison method by reference to the market observable transactions of similar properties and adjusted to reflect conditions and locations of subject properties. There has been no change from the valuation technique used in prior years.

In determining the fair value of the relevant properties, the Directors has set up a valuation committee, which is headed up by the persons in charge of financial matters of the Group, to determine the appropriate valuation techniques and inputs for fair value measurements.

The Group engages an independent valuer to perform its valuations. The valuation committee works closely with the independent valuer to establish the appropriate valuation techniques and inputs to the model. The persons in charge of financial matters report the valuation committee's findings to the Directors every quarter to explain the cause of fluctuations in the fair value of the assets.

The Group's investment properties were classified as Level 3 of the fair value hierarchy as at 31 December 2020 and 2019.

The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation technique and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (Level 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

14. 投資物業(續)

本集團投資物業於二零二零年十二月三十一日之公平值乃按與本集團並無關連之獨立合資格估值師瑞豐環球評估諮詢有限公司(二零一九年:瑞豐環球評估諮詢有限公司)進行估值之基準達致。瑞豐環球評估諮詢有限公司為香港測量師學會會員。估值乃按直接比較法參考類似物業之可觀察市場交易並作出調整以反映目標物業之狀況及位置後釐定。於過往年度所用之估值技術並無變動。

為釐定相關物業的公平值,董事會已成立估值委員會,由負責本集團財務事務的人士帶領,以就公平值計量釐定適當的估值技術及輸入數據。

本集團委聘獨立估值師估值。估值委員會與獨立估值師緊密合作,共同制定模型之適當估值技術及輸入數據。財務事宜負責人每季向董事匯報估值委員會之發現,闡明資產公平值波動之因由。

本集團投資物業於二零二零年及二零一九年十二月三十一日分類為第三級公平值架構級別。

下表載列該等投資物業公平值的釐定方法(尤其是所使用估值技術及輸入數據)以及按公平值計量輸入數據的可觀察程度將公平值計量分類之公平值架構級別(第一至三級)。

14. INVESTMENT PROPERTIES (continued)

14. 投資物業(續)

Investment properties held by the Group in the consolidated statement of financial position 綜合財務狀況表中本集團持有之投資物業	Fair value hierarchy 公平值架構級別	Valuation techniques and key inputs 估值技術及主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據	Sensitivity 敏感度
Industrial properties in Hong Kong	Level 3	Direct comparison method based on market observable transactions of similar properties adjusted timing of reference transactions and property-specific adjustments including nature, location and conditions of the property	Price per square metre, using market direct comparable properties and taking into account location and other individual factors such as road frontage, size of property etc., which is ranged from HK$41,273 to HK$49,461 (2019: HK$40,979 to HK$61,440) per square metre.	A significant increase in the price per square metre used would result in a significant increase in the fair value measurement of the investment properties, and vice versa.
於香港的工廠物業	第三級	直接比對方法，根據市場類同物業的可觀察交易，就參考交易的時間進行調整，並作出物業特定的調整，包括物業的性質、位置及狀況	採用市場直接可比較物業及考慮位置以及其他個別因素後（如臨街道路、物業大小等）的每平方米價格，介乎每平方米41,273港元至49,461港元（二零一九年：40,979港元至61,440港元）。	每平方米價格大幅上升將導致投資物業的公平值計量大幅上升，反之亦然。
Commercial properties in the New Territories, Hong Kong	Level 3	Direct comparison method based on market observable transactions of similar properties adjusted timing of reference transactions and property-specific adjustments including nature, location and conditions of the property	Price per square metre, using market direct comparable properties and taking into account location and other individual factors such as road frontage, size of property etc., which is HK$57,701 (2019: HK$57,084) per square metre.	A significant increase in the price per square metre used would result in a significant increase in the fair value measurement of the investment properties, and vice versa.
於香港新界的商用物業	第三級	直接比對方法，根據市場類同物業的可觀察交易，就參考交易的時間進行調整，並作出物業特定的調整，包括物業的性質、位置及狀況	採用市場直接可比較物業及考慮位置以及其他個別因素後（如臨街道路、物業大小等）的每平方米價格，為57,701港元（二零一九年：57,084港元）。	每平方米價格大幅上升將導致投資物業的公平值計量大幅上升，反之亦然。

14. INVESTMENT PROPERTIES (continued)

14. 投資物業(續)

Investment properties held by the Group in the consolidated statement of financial position 綜合財務狀況表中本集團持有之投資物業	Fair value hierarchy 公平值架構級別	Valuation techniques and key inputs 估值技術及主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據	Sensitivity 敏感度
Commercial properties in Hong Kong Island, Hong Kong	Level 3	Direct comparison method based on market observable transactions of similar properties adjusted timing of reference transactions and property-specific adjustments including nature, location and conditions of the property	Price per square metre, using market direct comparable properties and taking into account location and other individual factors such as road frontage, size of property etc., which is ranged from HK$197,119 to HK$207,906 (2019: HK$204,351 to HK$213,072) per square metre.	A significant increase in the price per square metre used would result in a significant increase in the fair value measurement of the investment properties, and vice versa.
於香港香港島的商用物業	第三級	直接比對方法，根據市場類同物業的可觀察交易，就參考交易的時間進行調整，並作出物業特定的調整，包括物業的性質、位置及狀況	採用市場直接可比較物業及考慮位置以及其他個別因素後(如臨街道路、物業大小等)的每平方米價格，介乎每平方米197,119港元至207,906港元(二零一九年：204,351港元至213,072港元)。	每平方米價格大幅上升將導致投資物業的公平值計量大幅上升，反之亦然。
Commercial properties in Shanghai	Level 3	Direct comparison method based on market observable transactions of similar properties adjusted timing of reference transactions and property-specific adjustments including nature, location and conditions of the property	Price per square metre, using market direct comparable properties and taking into account location and other individual factors such as road frontage, size of property etc., which is ranged from RMB29,989 to RMB34,222 (2019: RMB28,953 to RMB34,000) per square metre.	A significant increase in the price per square metre used would result in a significant increase in the fair value measurement of the investment properties, and vice versa.
於上海的商用物業	第三級	直接比對方法，根據市場類同物業的可觀察交易，就參考交易的時間進行調整，並作出物業特定的調整，包括物業的性質、位置及狀況	採用市場直接可比較物業及考慮位置以及其他個別因素後(如臨街道路、物業大小等)的每平方米價格，介乎每平方米人民幣29,989元至人民幣34,222元(二零一九年：人民幣28,953元至人民幣34,000元)。	每平方米價格大幅上升將導致投資物業的公平值計量大幅上升，反之亦然。

14. INVESTMENT PROPERTIES (continued) 14. 投資物業(續)

Investment properties held by the Group in the consolidated statement of financial position 綜合財務狀況表中本集團持有之投資物業	Fair value hierarchy 公平值架構級別	Valuation techniques and key inputs 估值技術及主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據	Sensitivity 敏感度
Residential properties in Shanghai	Level 3	Direct comparison method based on market observable transactions of similar properties adjusted timing of reference transactions and property-specific adjustments including nature, location and conditions of the property	Price per square metre, using market direct comparable properties and taking into account location and other individual factors such as road frontage, size of property etc., which is ranged from RMB125,019 to RMB162,761 (2019: RMB127,551 to RMB161,538) per square metre.	A significant increase in the price per square metre used would result in a significant increase in the fair value measurement of the investment properties, and vice versa.
於上海的住宅物業	第三級	直接比對方法，根據市場類同物業的可觀察交易，就參考交易的時間進行調整，並作出物業特定的調整，包括物業的性質、位置及狀況	採用市場直接可比較物業及考慮位置以及其他個別因素後(如臨街道路、物業大小等)的每平方米價格，介乎每平方米人民幣125,019元至人民幣162,761元(二零一九年：人民幣127,551元至人民幣161,538元)。	每平方米價格大幅上升將導致投資物業的公平值計量大幅上升，反之亦然。
Commercial properties in Guangzhou	Level 3	Direct comparison method based on market observable transactions of similar properties adjusted timing of reference transactions and property-specific adjustments including nature, location and conditions of the property	Price per square metre, using market direct comparable properties and taking into account location and other individual factors such as road frontage, size of property etc., which is ranged from RMB16,601 to RMB27,958 (2019: RMB16,019 to RMB27,840) per square metre.	A significant increase in the price per square metre used would result in a significant increase in the fair value measurement of the investment properties, and vice versa.
於廣州的商用物業	第三級	直接比對方法，根據市場類同物業的可觀察交易，就參考交易的時間進行調整，並作出物業特定的調整，包括物業的性質、位置及狀況	採用市場直接可比較物業及考慮位置以及其他個別因素後(如臨街道路、物業大小等)的每平方米價格，介乎每平方米人民幣16,601元至人民幣27,958元(二零一九年：人民幣16,019元至人民幣27,840元)。	每平方米價格大幅上升將導致投資物業的公平值計量大幅上升，反之亦然。

14. INVESTMENT PROPERTIES (continued)

14. 投資物業(續)

Investment properties held by the Group in the consolidated statement of financial position 綜合財務狀況表中本集團持有之投資物業	Fair value hierarchy 公平值架構級別	Valuation techniques and key inputs 估值技術及主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據	Sensitivity 敏感度
Commercial properties in Shenzhen	Level 3	Direct comparison method based on market observable transactions of similar properties adjusted timing of reference transactions and property-specific adjustments including nature, location and conditions of the property	Price per square metre, using market direct comparable properties and taking into account location and other individual factors such as road frontage, size of property etc., which is RMB14,846 (2019: RMB14,753) per square metre.	A significant increase in the price per square metre used would result in a significant increase in the fair value measurement of the investment properties, and vice versa.
於深圳的商用物業	第三級	直接比對方法，根據市場類同物業的可觀察交易，就參考交易的時間進行調整，並作出物業特定的調整，包括物業的性質、位置及狀況	採用市場直接可比較物業及考慮位置以及其他個別因素後(如臨街道路、物業大小等)的每平方米價格，為每平方米人民幣14,846元(二零一九年：人民幣14,753元)。	每平方米價格大幅上升將導致投資物業的公平值計量大幅上升，反之亦然。
Commercial Shops in Qingyuan	Level 3	Direct comparison method based on market observable transactions of similar properties adjusted timing of reference transactions and property-specific adjustments including nature, location and conditions of the property	Price per square metre, using market direct comparable properties and taking into account location and other individual factors such as road frontage, size of property etc., which is RMB9,584 (2019: RMB9,855) per square metre.	A significant increase in the price per square metre used would result in a significant increase in the fair value measurement of the investment properties, and vice versa.
於清遠的商用鋪位	第三級	直接比對方法，根據市場類同物業的可觀察交易，就參考交易的時間進行調整，並作出物業特定的調整，包括物業的性質、位置及狀況	採用市場直接可比較物業及考慮位置以及其他個別因素後(如臨街道路、物業大小等)的每平方米價格，為每平方米人民幣9,584元(二零一九年：人民幣9,855元)。	每平方米價格大幅上升將導致投資物業的公平值計量大幅上升，反之亦然。

14. INVESTMENT PROPERTIES (continued) 14. 投資物業(續)

Investment properties held by the Group in the consolidated statement of financial position 綜合財務狀況表中本集團持有之投資物業	Fair value hierarchy 公平值架構級別	Valuation techniques and key inputs 估值技術及主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據	Sensitivity 敏感度
Commercial properties in Kunshan	Level 3	Direct comparison method based on market observable transactions of similar properties adjusted timing of reference transactions and property-specific adjustments including nature, location and conditions of the property	Price per square metre, using market direct comparable properties and taking into account location and other individual factors such as road frontage, size of property etc., which is ranged from RMB5,222 to RMB10,897 (2019: RMB5,830 to RMB11,176) per square metre.	A significant increase in the price per square metre used would result in a significant increase in the fair value measurement of the investment properties, and vice versa.
於昆山的商用物業	第三級	直接比對方法，根據市場類同物業的可觀察交易，就參考交易的時間進行調整，並作出物業特定的調整，包括物業的性質、位置及狀況	採用市場直接可比較物業及考慮位置以及其他個別因素後(如臨街道路、物業大小等)的每平方米價格，介乎每平方米人民幣5,222元至人民幣10,897元(二零一九年：人民幣5,830元至人民幣11,176元)。	每平方米價格大幅上升將導致投資物業的公平值計量大幅上升，反之亦然。
Commercial properties in London	Level 3	Direct comparison method based on market observable transactions of similar properties adjusted timing of reference transactions and property-specific adjustments including nature, location and conditions of the property	Price per square metre, using market direct comparable properties and taking into account location and other individual factors such as road frontage, size of property etc., which is ranged from Great British Pound ("GBP") 5,812 to GBP13,013 (2019: GBP5,694 to GBP12,888) per square metre.	A significant increase in the price per square metre used would result in a significant increase in the fair value measurement of the investment properties, and vice versa.
於倫敦的商用物業	第三級	直接比對方法，根據市場類同物業的可觀察交易，就參考交易的時間進行調整，並作出物業特定的調整，包括物業的性質、位置及狀況	採用市場直接可比較物業及考慮位置以及其他個別因素後(如臨街道路、物業大小等)的每平方米價格，介乎每平方米5,812英鎊至13,013英鎊(二零一九年：5,694英鎊至12,888英鎊)。	每平方米價格大幅上升將導致投資物業的公平值計量大幅上升，反之亦然。

There were no transfer into or out of Level 3 during both years.

兩個年度內，並無於第三級別轉入或轉出。

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

於估計物業之公平值時，物業之最高及最佳用途為目前用途。

As at 31 December 2020, certain investment properties with a carrying value of HK$2,706,000,000 (2019: HK$1,850,000,000) have been pledged to secure banking facilities granted to the Group.

於二零二零年十二月三十一日，本集團質押若干賬面值為2,706,000,000港元之投資物業(二零一九年：1,850,000,000港元)，以獲授銀行融資。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

15. PROPERTIES, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Freehold lands 永久產權土地 HK$'000 千港元	Buildings 樓宇 HK$'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	Licenced assets 授權使用資產 HK$'000 千港元 (Note) (附註)	Furniture, fixtures and equipment 傢俬、裝置及設備 HK$'000 千港元	Transportation equipment 運輸設備 HK$'000 千港元	Artwork 藝術品 HK$'000 千港元	Properties, plant and equipment under construction 在建物業、廠房及設備 HK$'000 千港元	Total 總計 HK$'000 千港元
COST	**成本**										
At 1 January 2019	於二零一九年一月一日	51,263	4,223,420	1,021,456	24,109,097	2,200,968	1,866,762	149,181	7,800	1,871,115	35,501,062
Exchange adjustments	匯兑調整	(1,121)	(44,129)	(11,754)	(358,002)	(48,108)	(45,021)	(2,200)	(642)	(10,249)	(521,226)
Acquired on acquisition of a subsidiary (Note 34(b))	收購一間附屬公司所得(附註34(b))	–	3,016	–	314,749	–	1,245	32	–	–	319,042
Additions	添置	–	23,448	67,493	436,480	1,030	52,010	8,901	12,274	1,852,418	2,454,054
Transfer to investment properties	轉撥至投資物業	–	(285,912)	–	–	–	–	–	–	–	(285,912)
Disposals and write off	出售及撇銷	–	(772)	(12,691)	(1,405,617)	–	(93,657)	(14,677)	–	(14,576)	(1,541,990)
Reclassification from licenced assets	自授權使用資產重新分類	–	308,465	–	1,836,271	(2,153,890)	–	9,154	–	–	–
Reclassifications	重新分類		175,728	25,306	1,407,695	–	48,901	–	–	(1,657,630)	–
At 31 December 2019	於二零一九年十二月三十一日	50,142	4,403,264	1,089,810	26,340,673	–	1,830,240	150,391	19,432	2,041,078	35,925,030
Exchange adjustments	匯兑調整	3,226	171,072	13,488	1,471,715	–	144,296	6,744	(946)	216,950	2,026,545
Additions	添置	–	19,094	95,619	981,230	–	130,933	5,662	–	769,093	2,001,631
Transfer to investment properties	轉撥至投資物業	–	(24,000)	–	–	–	–	–	–	–	(24,000)
Disposal of a subsidiary (Note 35(b))	出售一間附屬公司(附註35(b))	–	–	–	–	–	–	–	–	(207,092)	(207,092)
Disposals and write off	出售及撇銷	–	(2,366)	(32,975)	(3,521,888)	–	(119,893)	(16,403)	–	(59,511)	(3,753,036)
Reclassifications	重新分類	–	632	–	902,771	–	169,532	1,625	–	(1,074,560)	–
At 31 December 2020	於二零二零年十二月三十一日	53,368	4,567,696	1,165,942	26,174,501	–	2,155,108	148,019	18,486	1,685,958	35,969,078
DEPRECIATION AND IMPAIRMENT	**折舊及減值**										
At 1 January 2019	於二零一九年一月一日	–	775,888	571,427	16,019,798	1,997,957	1,154,751	101,473	–	–	20,621,294
Exchange adjustments	匯兑調整	–	(7,018)	(6,866)	(267,721)	(43,671)	(21,762)	(1,713)	–	–	(348,751)
Provided for the year	本年度撥備	–	47,687	44,547	1,630,810	12,190	131,279	13,632	–	–	1,880,145
Eliminated on disposals and write off	出售時註銷及撇銷	–	–	(10,709)	(918,565)	–	(65,710)	(13,638)	–	–	(1,008,622)
Eliminated on transfer to investment properties	轉撥至投資物業時註銷	–	(19,994)	–	–	–	–	–	–	–	(19,994)
Reclassified from licenced assets	自授權使用資產重新分類	–	127,735	–	1,830,701	(1,966,476)	–	8,040	–	–	–
At 31 December 2019	於二零一九年十二月三十一日	–	924,298	598,399	18,295,023	–	1,198,558	107,794	–	–	21,124,072
Exchange adjustments	匯兑調整	–	39,630	12,193	1,037,052	–	80,078	5,724	–	–	1,174,677
Provided for the year	本年度撥備	–	56,614	84,511	1,376,964	–	106,600	11,703	–	–	1,636,392
Eliminated on disposals and write off	出售時註銷及撇銷	–	–	(8,939)	(2,467,005)	–	(55,450)	(10,239)	–	–	(2,541,633)
Eliminated on transfer to investment properties	轉撥至投資物業時註銷	–	(505)	–	–	–	–	–	–	–	(505)
At 31 December 2020	於二零二零年十二月三十一日	–	1,020,037	686,164	18,242,034	–	1,329,786	114,982	–	–	21,393,003
CARRYING VALUES	**賬面值**										
At 31 December 2020	於二零二零年十二月三十一日	53,368	3,547,659	479,778	7,932,467	–	825,322	33,037	18,486	1,685,958	14,576,075
At 31 December 2019	於二零一九年十二月三十一日	50,142	3,478,966	491,411	8,045,650	–	631,682	42,597	19,432	2,041,078	14,800,958

15. PROPERTIES, PLANT AND EQUIPMENT (continued)

The above items of properties, plant and equipment (other than those under construction or artwork) are depreciated on a straight-line basis after taking into account their residual values at the following rates per annum:

Freehold lands	Nil
Buildings*	Over the remaining unexpired terms of leases ranging from twenty to fifty years
Leasehold improvements	10–20% or over the term of the lease, which is shorter
Plant and machinery*	10–20%
Furniture, fixtures and equipment	10–33$^{1}/_{3}$%
Transportation equipment*	10–20%

* Including those grouped under licenced assets in 2019 and reclassified to appropriate categories in 2019.

During the year ended 31 December 2020, plant and machinery related to the production of coal and coke with a carrying amount of HK$726,000,000 (2019: HK$219,096,000) has been written off due to the de-capacity policy of the PRC, for which compensation was received.

At 31 December 2020, the Group's freehold land of HK$53,368,000 (2019: HK$50,142,000) are situated outside Hong Kong.

15. 物業、廠房及設備(續)

除在建物業、廠房及設備或藝術品外，上述物業、廠房及設備項目在計及其剩餘價值後以直線基準按下列年度比率計提折舊：

永久產權土地	無
樓宇*	按照租約內剩餘未完的年期由20年至50年不等
租賃物業裝修	10–20%或租期(以較短者為準)
廠房及機器*	10–20%
傢俬、裝置及設備	10–33$^{1}/_{3}$%
運輸設備*	10–20%

* 包括於二零一九年分類至授權使用資產且於二零一九年重新分類為相應類別的項目。

截至二零二零年十二月三十一日止年度，由於中國的去產能政策，賬面值為726,000,000港元(二零一九年：219,096,000港元)與生產煤炭和焦炭有關的廠房及機器被撇銷，並已收取賠償。

於二零二零年十二月三十一日，本集團共有53,368,000港元(二零一九年：50,142,000港元)永久產權土地位於香港境外。

15. PROPERTIES, PLANT AND EQUIPMENT (continued)

15. 物業、廠房及設備(續)

Note: Details of licenced assets:

附註： 授權使用資產詳情：

		Buildings 樓宇 HK$'000 千港元	Plant and machinery 廠房及機器 HK$'000 千港元	Transportation equipment 運輸設備 HK$'000 千港元	Total 總計 HK$'000 千港元
COST	**成本**				
At 1 January 2019	於二零一九年一月一日	315,358	1,876,631	8,979	2,200,968
Exchange adjustments	匯兑調整	(6,893)	(41,019)	(196)	(48,108)
Additions	添置	–	659	371	1,030
Reclassification	重新分類	(308,465)	(1,836,271)	(9,154)	(2,153,890)
At 31 December 2019 and 31 December 2020	於二零一九年十二月三十一日及二零二零年十二月三十一日	–	–	–	–
DEPRECIATION AND IMPAIRMENT	**折舊及減值**				
At 1 January 2019	於二零一九年一月一日	128,057	1,861,716	8,184	1,997,957
Exchange adjustments	匯兑調整	(2,799)	(40,693)	(179)	(43,671)
Provided for the year	本年度撥備	2,477	9,678	35	12,190
Reclassification	重新分類	(127,735)	(1,830,701)	(8,040)	(1,966,476)
At 31 December 2019 and 31 December 2020	於二零一九年十二月三十一日及二零二零年十二月三十一日	–	–	–	–
CARRYING VALUE	**賬面值**				
At 31 December 2019 and 31 December 2020	於二零一九年十二月三十一日及二零二零年十二月三十一日	–	–	–	–

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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15. PROPERTIES, PLANT AND EQUIPMENT (continued)

Note: Details of licenced assets: (continued)

On 3 August 2011, 30 August 2013 and 28 August 2015, a subsidiary of Kingboard Copper Foil Holdings Limited ("KBCF" or the "Licensor") (KBCF is a listed subsidiary of the Group in 2018 and delisted in 2019), entered into a licence agreement and a letter of extension and amendments with Harvest Resource Management Limited (the "Licencee"), a third party, to licence KBCF's copper foil manufacturing facilities located at Fogang and Lianzhou to the Licencee for the period from 1 September 2011 to 31 August 2017. On 30 August 2017, the Licensor entered into a letter of extension and amendments with Licencee and extended the licence period for a further period of two years to 31 August 2019. The details of the licence arrangement which remained unchanged, are as follows:

(a) to use the leasehold properties, comprising factory buildings in Fogang and Lianzhou;

(b) to use, consume and dispose of the inventories which shall include consumables and stocks in trade; and

(c) to use the machinery, together with all other equipment and facilities as from time to time located at the properties in Fogang and Lianzhou.

The licenced properties, plant and equipment tabulated above and the licenced inventories in Note 25 were licenced for licence income of HK$10,000,000 per month receivable in advance on the first day of each and every calendar month, as a measure by KBCF to generate income from the manufacturing facilities, pending the resolution of the interested party transactions issue, relating to the manufacturing and trading of copper foil, with the non-controlling shareholder of KBCF (Note 39(b)) and the approval of the interested party transactions mandated by the shareholders and/or when KBCF clinched new third parties customers for the sales of copper foil. In the prior year, the licenced properties, plant and equipment had been reclassified as licenced assets under properties, plant and equipment.

The licence agreement between Licensor and Licencee has been early expired on 1 July 2019 and the Licensor had not entered any letter of extension and amendments with the Licencee to extend the licenced period. Accordingly, the licenced assets have been reclassified to respective buildings, plant and machinery and transportation equipment under properties, plant and equipment during the year ended 31 December 2019.

15. 物業、廠房及設備(續)

附註： 授權使用資產詳情：(續)

於二零一一年八月三日、二零一三年八月三十日及二零一五年八月二十八日，建滔銅箔集團有限公司(「建滔銅箔」或「授權人」)(建滔銅箔於二零一八年為本集團一間上市附屬公司並於二零一九年除牌)的一間附屬公司與威擘投資有限公司(第三方)(「獲授權人」)訂立授權使用協議及訂立一份延期及修訂函件，內容有關於二零一一年九月一日至二零一七年八月三十一日止期間，授權獲授權人使用建滔銅箔位於佛岡及連州的銅箔製造設施。於二零一七年八月三十日，授權人與獲授權人訂立一份延期及修訂函件，將授權使用期延長兩年至二零一九年八月三十一日。授權安排維持不變，其詳情如下：

(a) 使用租約物業，包括位於佛岡及連州之廠房；

(b) 使用、耗用及出售存貨，包括易耗品及貿易存貨；及

(c) 使用機器，連同不時位於佛岡及連州物業之所有其他設備及設施。

上表所示授權使用物業、廠房及設備及附註25所述授權使用存貨的授權使用費收入為每月10,000,000港元，須於各曆月首日預收，作為建滔銅箔從製造設施產生收入的措施，尚待與建滔銅箔的非控股股東生產及買賣銅箔有關的利益人士交易事宜作出決議(附註39(b))及股東批准利益人士交易授權以及╱或當建滔銅箔向新第三方客戶銷售銅箔。往年，授權使用物業、廠房及設備重新分類為物業、廠房及設備項下授權使用資產。

授權人與獲授權人訂立的授權使用協議已於二零一九年七月一日提前屆滿，授權人並無與獲授權人訂立延期及修訂函件以延長授權使用期限。因此，截至二零一九年十二月三十一日止年度，授權使用資產已重新分類至物業、廠房及設備項下各樓宇、廠房及機器以及運輸設備。

16. RIGHT-OF-USE ASSETS

16. 使用權資產

		Leasehold land 租約土地 HK$'000 千港元	Leased properties 租賃物業 HK$'000 千港元	Plant and machinery 廠房及機器 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**				
Carrying amount	賬面值	**1,723,240**	**9,502**	**3,938**	**1,736,680**
As at 31 December 2019	**於二零一九年十二月三十一日**				
Carrying amount	賬面值	1,679,477	7,962	4,887	1,692,326
For the year ended 31 December 2020	**截至二零二零年十二月三十一日止年度**				
Depreciation for the year	本年度折舊	**43,625**	**2,221**	**1,195**	**47,041**
For the year ended 31 December 2019	**截至二零一九年十二月三十一日止年度**				
Depreciation for the year	本年度折舊	42,259	1,876	714	44,849

		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 leases and other leases with lease terms end within 12 months of the date of initial application of HKFRS 16	與短期租賃及租期自初始應用香港財務申報準則第16號當日起12個月內屆滿的其他租賃有關的開支	**364**	339
Total cash outflow for leases	租賃現金流出總額	**56,383**	96,052
Additions to right-of-use assets	使用權資產添置	**55,523**	197,037

16. RIGHT-OF-USE ASSETS (continued)

The Group leases various leasehold land, leased properties and plant and machinery for its operations. Lease contracts are entered into for fixed term of 1 year to 50 years (2019: 1 year to 50 years). Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

The Group regularly entered into short-term leases for leased properties. As at 31 December 2020 and 2019, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed in this note above.

Restrictions or covenants on leases

In addition, lease liabilities of HK$14,004,000 are recognised with related right-of-use assets of HK$13,440,000 as at 31 December 2020 (2019: lease liabilities of HK$13,214,000 and related right-of-use assets of HK$12,849,000). The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

16. 使用權資產(續)

本集團就其業務經營租賃多項租約土地、租賃物業以及廠房及機器。租約以固定租期介乎1年至50年(二零一九年：1年至50年)訂立。租賃條款乃在個別基礎上磋商，包括各種不同條款及條件。於釐定租期及評估不可撤回期間的長度時，本集團應用合約的定義並釐定合約可強制執行的期間。

本集團定期就租賃物業訂立短期租賃。於二零二零年和二零一九年十二月三十一日，短期租賃組合與本附註上文所載短期租賃開支之短期租賃組合相似。

租賃限制或契據

此外，於二零二零年十二月三十一日，獲確認的租賃負債14,004,000港元乃與使用權資產13,440,000港元有關(二零一九年：租賃負債13,214,000港元及有關使用權資產12,849,000港元)。租賃協議並無施加任何契據，惟出租人持有租賃資產的抵押權益除外。租賃資產不得作借款抵押用途。

17. GOODWILL 17. 商譽

		HK$'000 千港元
CARRYING VALUE	**賬面值**	
At 1 January 2019	於二零一九年一月一日	2,467,076
Arising on acquisition of a subsidiary (Note 34(b))	來自收購一間附屬公司(附註34(b))	203,452
At 31 December 2019 and 31 December 2020	於二零一九年十二月三十一日及二零二零年十二月三十一日	2,670,528

For the purposes of impairment testing, goodwill has been allocated to the following groups of CGUs:

就減值測試而言，商譽已分配給以下現金產生單位組：

		2020 **二零二零年** **HK$'000** 千港元	2019 二零一九年 HK$'000 千港元
Laminates	覆銅面板	**390,781**	390,781
PCBs	印刷線路板	**2,099,898**	2,099,898
Chemicals	化工產品	**179,849**	179,849
		2,670,528	2,670,528

The recoverable amounts of the laminates', PCBs' and chemicals' CGUs have been determined based on value in use calculations. Cash flow projections were extrapolated based on a five-year period financial budgets approved by the Directors.

覆銅面板、印刷線路板及化工產品之現金產生單位之可收回金額按使用價值計算法釐定。估計現金流量乃基於董事批准的五年期財政預算而估算。

17. GOODWILL (continued)

The key assumptions for the value in use calculations for the CGUs of laminates, PCBs and chemicals business segments are as follows:

		Laminates 覆銅面板		PCBs 印刷線路板		Chemicals 化工產品	
		2020 二零二零年	2019 二零一九年	**2020 二零二零年**	2019 二零一九年	**2020 二零二零年**	2019 二零一九年
Discount rate	貼現率	**12%**	12%	**12% – 15%**	11%	**12%**	12%
Growth rate (for year 1 to 5)	增長率（1至5年）	**4%**	4%	**2% – 3%**	4%	**5%**	5%

The key assumptions are determined based on the unit's past performance and management's expectations for the market development and the growth rates used to extrapolate cash flow projections in the first five-year period do not exceed the long-term average growth rates for the relevant industries and growth rates ranging from 0% to 3% (2019: 0% to 3%) is used beyond the five-year period. The cash flow projections, growth rates and discount rate have been reassessed as at 31 December 2020 taking into consideration higher degree of estimation uncertainties in the current year due to how the Covid-19 pandemic may progress and evolve and volatility in financial markets, including potential disruptions of the Group's operation.

Since the recoverable amounts of each group of CGUs were higher than their carrying amounts, no impairment loss was recognised.

Management believes that any reasonably possible changes in any of these assumptions would not cause the carrying amount of each group of CGUs to exceed their respective recoverable amount.

17. 商譽（續）

覆銅面板、印刷線路板及化工產品業務分部現金產生單位之使用價值計算法之主要假設如下：

主要假設乃按該單位過往表現及管理層對市場發展之期望及用作估算首五年估計現金流量的增長率而釐定，且不超逾相關行業平均長期增長率，而且逾五年期增長率介乎0%至3%（二零一九年：0%至3%）。現金流量預測、增長率和貼現率已於二零二零年十二月三十一日重新評估，計及本年度因Covid-19疫情的發展和演變以及金融市場的波動（包括對本集團業務的潛在干擾）而導致的較高程度的估計不確定性。

由於各組現金產生單位之可收回金額高於其賬面值，故並無確認減值虧損。

管理層相信，該等假設如有任何合理潛在變動將不會使各組現金產生單位之總賬面值超逾總可收回金額。

18. INTANGIBLE ASSETS

18. 無形資產

		Customer base 客戶群 HK$'000 千港元
COST	成本	
At 1 January 2019	於二零一九年一月一日	27,000
Acquired on acquisition of a subsidiary (Note 34(b))	收購一間附屬公司所得(附註34(b))	37,800
At 31 December 2019 and 31 December 2020	於二零一九年十二月三十一日及二零二零年十二月三十一日	64,800
AMORTISATION	攤銷	
At 1 January 2019	於二零一九年一月一日	–
Charge for the year	本年度支出	3,960
At 31 December 2019	於二零一九年十二月三十一日	3,960
Charge for the year	本年度攤銷	6,480
At 31 December 2020	於二零二零年十二月三十一日	10,440
CARRYING VALUE	賬面值	
At 31 December 2020	於二零二零年十二月三十一日	54,360
At 31 December 2019	於二零一九年十二月三十一日	60,840

The customer base is amortised on a straight-line basis over a period of 10 years.

客戶群於10年內按直線法攤銷。

19. INTERESTS IN AN ASSOCIATE

19. 於聯營公司之權益

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Cost of investments in an associate unlisted in the PRC	於中國非上市聯營公司之投資成本	**185,066**	185,066
Share of post-acquisition profits and other comprehensive income, net of dividends received	應佔收購後溢利及其他全面收益(扣除已收股息)	**184,248**	212,884
		369,314	397,950

At 31 December 2020 and 2019, the Group had interests in the following associate:

於二零二零年及二零一九年十二月三十一日，本集團擁有以下聯營公司權益：

Name of associate 聯營公司名稱	Place of establishment and operation 成立及營業地點	Equity interest held by the Group 本集團所持股權 2020 二零二零年	 2019 二零一九年	Proportion of voting rights held by the Group 本集團持有的投票權百分比 2020 二零二零年	 2019 二零一九年	Principal activities 主要業務
CNOOC Kingboard Chemical Limited# 中海石油建滔化工有限公司#	PRC 中國	**40%**	40%	**40%**	40%	Manufacture and distribution of methanol 製造及分銷甲醇

The company was established in the PRC in the form of Sino-Foreign Equity Joint Venture.

此公司乃以中外合資合營公司形式在中國成立。

19. INTERESTS IN AN ASSOCIATE (continued)

19. 於聯營公司之權益(續)

The associate is accounted for using the equity method in these consolidated financial statements.

於該等綜合財務報表，聯營公司採用權益會計法列賬。

CNOOC Kingboard Chemical Limited

中海石油建滔化工有限公司

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Current assets	流動資產	**899,726**	956,778
Non-current assets	非流動資產	**188,785**	219,946
Current liabilities	流動負債	**(165,226)**	(181,848)

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Revenue	營業額	**991,405**	1,232,954
(Loss) profit for the year	本年度(虧損)溢利	**(6,683)**	129,192
Other comprehensive income (expense) for the year	本年度其他全面收益(開支)	**62,921**	(25,912)
Total comprehensive income for the year	本年度全面收益總額	**56,238**	103,280
Dividends received from the associate during the year	本年度已收聯營公司股息	**51,131**	184,043

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statement.

上文概述的財務資料與綜合財務報表內已確認所佔聯營公司權益之賬面值的對賬。

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Net assets of CNOOC Kingboard Chemical Limited	中海石油建滔化工有限公司資產淨值	**923,285**	994,876
Proportion of the Group's ownership interest in CNOOC Kingboard Chemical Limited	本集團所佔中海石油建滔化工有限公司擁有權權益之比重	**40%**	40%
Carrying amount of the Group's interest in CNOOC Kingboard Chemical Limited	本集團所佔中海石油建滔化工有限公司權益之賬面值	**369,314**	397,950

20. INTERESTS IN JOINT VENTURES

20. 於合營公司的權益

Details of the Group's investments in joint ventures are as follows:

本集團於合營公司的投資詳情如下：

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Cost of investment in joint ventures	於合營公司之投資成本	**2,503,655**	2,503,655
Share of post-acquisition profits and other comprehensive income, net of dividends received	應佔收購後溢利及其他全面收益（扣除已收股息）	**105,865**	32,779
		2,609,520	2,536,434

Details of the Group's joint ventures at the end of the reporting period are as follow:

本集團於合營公司的投資詳情如下：

Name of entity 實體名稱	Country of incorporation/registration 註冊成立／註冊的國家	Principal place of business 主要營業地點	Proportion of ownership interest held by the Group 本集團持有的所有權百分比 2020 二零二零年	 2019 二零一九年	Proportion of voting rights held by the Group 本集團持有的投票權百分比 2020 二零二零年	 2019 二零一九年	Principal activity 主要業務
Lucky Yuen Holding Limited 順富元控股有限公司	Hong Kong 香港	Hong Kong 香港	**50%**	50%	**50%**	50%	Property holding and business management 物業控股及業務管理
Smart Source Management Limited 智源管理有限公司	BVI 英屬處女群島	United Kingdom 英國	**50%**	50%	**50%**	50%	Property holding and business management 物業控股及業務管理

Summarised financial information of joint ventures

Summarised financial information in respect of each of the Group's joint ventures is set out below. The summarised financial information below represents amounts shown in the joint ventures' financial statements prepared in accordance with HKFRSs.

The joint ventures are accounted for using the equity method in these consolidated financial statements.

合營公司財務資料概要

本集團各合營公司之財務資料概要載於下文。下列財務資料概要指合營公司按香港財務申報準則編製的財務報表之金額。

合營公司以權益會計法於綜合財務報表入賬。

20. INTERESTS IN JOINT VENTURES (continued) 20. 於合營公司的權益（續）

Information of joint ventures 合營公司的資料

Lucky Yuen Holding Limited 順富元控股有限公司

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Current assets	流動資產	**277,275**	280,157
Non-current assets (Note)	非流動資產（附註）	**674,800**	694,670
Current liabilities	流動負債	**(11,930)**	(12,323)
Non-current liabilities	非流動負債	**(252,496)**	(261,120)
The above amounts of assets include the following:	上述資產金額包括以下各項：		
Cash and cash equivalents	現金及現金等價物	**6,140**	4,649

Smart Source Management Limited 智源管理有限公司

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Current assets	流動資產	**13,373**	13,666
Non-current assets (Note)	非流動資產（附註）	**4,525,066**	4,391,196
Current liabilities	流動負債	**(7,048)**	(33,378)
The above amounts of assets and liabilities include the following:	上述資產及負債金額包括：		
Cash and cash equivalents	現金及現金等價物	**7,367**	4,665
Current financial liabilities (excluding trade and other payables and provisions)	流動金融負債（不包括貿易及其他應付賬款及撥備）	**(7,048)**	(541)

Note: The amount mainly represents investment properties located in Hong Kong and United Kingdom.

附註： 金額主要屬於位於香港及英國的投資物業。

20. INTERESTS IN JOINT VENTURES (continued)

Information of joint ventures (continued)

The two joint ventures are individually material in relation to the cost of the investments and net assets of the joint ventures, but the profit or loss and other comprehensive income of each of the two joint ventures are not material respectively and hence disclosed on an aggregated basis.

20. 於合營公司的權益（續）

合營公司的資料（續）

該兩家合營公司就投資成本及資產淨值而言個別屬重大，惟該兩家合營公司的損益及其他全面收益並不重大，因此按合併基準披露。

		2020 **二零二零年** **HK$'000** 千港元	2019 二零一九年 HK$'000 千港元
Revenue	營業額	**193,864**	185,185
Profit for the year	本年度溢利	**155,736**	187,734
Other comprehensive income for the year	本年度其他全面收益	**151,074**	102,730
Total comprehensive income for the year	本年度全面收益總額	**306,810**	290,464
Dividend received from a joint venture during the year	年內已收合營公司股息	**80,319**	75,302

The above profit for the year includes the following:

上述本年度溢利包括以下項目：

		2020 **二零二零年** **HK$'000** 千港元	2019 二零一九年 HK$'000 千港元
Interest income	利息收入	**1**	3
Income tax expense	所得稅開支	**12,624**	15,095

20. INTERESTS IN JOINT VENTURES (continued)

20. 於合營公司的權益(續)

Information of joint ventures (continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in two joint ventures recognised in the consolidated financial statements:

合營公司的資料(續)

上文概述的財務資料與綜合財務報表內已確認所佔兩家合營公司權益之賬面值的對賬。

		2020 **二零二零年** **HK$'000** **千港元**	2019 二零一九年 HK$'000 千港元
Net assets of Lucky Yuen Holding Limited	順富元控股有限公司資產淨值	**687,649**	701,384
Proportion of the Group's ownership interest in Lucky Yuen Holding Limited	本集團所佔順富元控股有限公司擁有權權益之比重	**50%**	50%
Carrying amount of the Group's interest in Lucky Yuen Holding Limited	本集團所佔順富元控股有限公司權益之賬面值	**343,825**	350,692
Net assets of Smart Source Management Limited	智源管理有限公司資產淨值	**4,531,391**	4,371,484
Proportion of the Group's ownership interest in Smart Source Management Limited	本集團所佔智源管理有限公司擁有權權益之比重	**50%**	50%
Carrying amount of the Group's interest in Smart Source Management Limited	本集團所佔智源管理有限公司權益之賬面值	**2,265,695**	2,185,742

21. EQUITY INSTRUMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

21. 按公平值計入損益之權益工具

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Equity securities listed in Hong Kong	於香港上市之權益證券	**5,658,138**	2,855,449
Equity securities listed in United States	於美國上市之權益證券	**3,373**	1,972
		5,661,511	2,857,421
Analysed for reporting purposes as:	為報告用途而分析為：		
– Current assets	－流動資產	**2,333,796**	491,397
– Non-current assets	－非流動資產	**3,327,715**	2,366,024
		5,661,511	2,857,421

For those financial assets measured at FVTPL of which the management's intention is to hold at short-term trading purpose are classified as current assets. The remaining financial assets measured at FVTPL which are held for long-term investment purpose are classified as non-current assets.

對於按公平值計入損益之金融資產，管理層擬以短期交易為目的之金融資產分類為流動資產。其餘按公平值計入損益之金融資產，以長期投資目的而持有者則分類為非流動資產。

At 31 December 2020, the fair values of the listed equity securities held by Group, determined by reference to the quoted market bid prices available, amounted to HK$5,661,511,000 (2019: HK$2,857,421,000).

於二零二零年十二月三十一日，本集團所持之上市權益證券的公平值約為5,661,511,000港元（二零一九年：2,857,421,000港元），該金額乃參照可得之市場買入報價後釐定。

22. DEBT INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

22. 按公平值計入其他全面收益之債務工具

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Listed bond securities at fair value:	上市債券證券，按公平值：		
– listed on the Stock Exchange and issued by listed issuers in Hong Kong with a fixed coupon interests of 6.00% (2019: ranging from 6.00% to 9.85%) and maturity date of 11 January 2022 (2019: from 21 May 2020 to 11 January 2022)	一香港上市發行人發行並於聯交所上市，具有年息6.00厘(二零一九年：介於6.00厘至9.85厘之間)之固定票息，並於二零二二年一月十一日到期(二零一九年：二零二零年五月二十一日至二零二二年一月十一日)	**57,037**	1,526,825
– listed on SGX and issued by listed issuers in Hong Kong with a fixed coupon interests ranging from 5.50% to 12.375% (2019: 5.75% to 10.875%) per annum and maturity dates from 10 January 2021 to 3 March 2025 (2019: 24 August 2020 to 27 January 2024)	一香港上市發行人發行並於新交所上市，具有年息介乎5.50厘至12.375厘(二零一九年：5.75厘至10.875厘)之固定票息，並於二零二一年一月十日至二零二五年三月三日到期(二零一九年：二零二零年八月二十四日至二零二四年一月二十七日)	**2,146,310**	6,240,701
– listed on SIX and issued by a listed issuer in Switzerland and United States of America with a fixed coupon interest of 7.125% per annum and with no fixed redemption date but redeemable at the option of the issuer after 10 August 2021	一瑞士及美國上市發行人發行並於瑞士交易所上市，具有年息7.125厘之固定票息，並無固定贖回日期，但發行人有權於二零二一年八月十日後贖回	**–**	115,018
Total	總計	**2,203,347**	7,882,544
Analysed for reporting purposes as:	為報告用途而分析為：		
– Current assets	一流動資產	**461,584**	866,041
– Non-current assets	一非流動資產	**1,741,763**	7,016,503
		2,203,347	7,882,544

22. DEBT INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (continued)

22. 按公平值計入其他全面收益之債務工具（續）

At 31 December 2020 and 2019, the fair values of the listed bond securities are determined by reference to quoted market bid prices at the end of each reporting period.

於二零二零年及二零一九年十二月三十一日，上市債券證券的公平值參照各報告期末的市場買入報價釐定。

Included in debt instruments at FVTOCI are the following amounts denominated in a currency other than the functional currency of the group entities to which they are held:

按公平值計入其他全面收益之債務工具包括下列以集團實體相關之功能貨幣以外貨幣計值之款額：

		2020 **二零二零年** **HK$'000** 千港元	2019 二零一九年 HK$'000 千港元
US$	美元	**2,203,347**	7,882,544

The investments in listed bonds are held by the Group within a business model whose objective is both to collect their contractual cash flows which are solely payments of principal and interest on the principal amount outstanding and to sell these financial assets. Hence, the investments in listed bonds are classified as at FVTOCI.

對上市債券的投資均由本集團於目的為收取純粹為本金及尚未償還本金的利息付款之合約現金流量以及出售該等金融資產的業務模式內所持有。因此，對上市債券的投資分類為按公平值計入其他全面收益。

Details of impairment assessment are set out in Note 37(b).

減值評估詳情載於附註37(b)。

23. LOAN RECEIVABLE

23. 應收貸款

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Fixed-rate loan receivable	應收固定利率貸款		
Within one year	一年內	600,000	–
In more than one year but not more than two years	一年以上但不超過兩年	–	600,000
		600,000	600,000

The unsecured loan receivable was advanced to an independent third party and carries interest at 7% (2019: 7%) per annum and is repayable in July 2021 (2019: July 2021). Details of impairment assessment of loan receivable for the year ended 31 December 2020 and 2019 is set out in Note 37(b).

無抵押應收貸款乃墊付予一名獨立第三方，按年利率7厘（二零一九年：7厘）計息且於二零二一年七月（二零一九年：二零二一年七月）償還。截至二零二零年和二零一九年十二月三十一日止年度應收貸款的減值評估詳情載於附註37(b)。

24. DEFERRED TAXATION

24. 遞延稅項

The followings are the major deferred tax liabilities and assets recognised and movements thereon during the current and prior years:

下表為本年度及過往年度內已確認之主要遞延稅項負債及資產以及當中之變動：

		Accelerated tax depreciation 加速稅務折舊 HK$'000 千港元	Tax losses 稅項虧損 HK$'000 千港元	Write-down of inventories 撇減存貨 HK$'000 千港元	Fair value change of investment properties 投資物業之公平值變動 HK$'000 千港元	Fair value change of assets arising from acquisition of subsidiaries 收購附屬公司產生的資產公平值變動 HK$'000 千港元	Undistributed profits of an associate 一間聯營公司之未分配溢利 HK$'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	27,033	(12,522)	(18,025)	662,893	65,854	2,150	727,383
Exchange adjustments	匯兌調整	(541)	–	–	(13,258)	–	(43)	(13,842)
(Credit) charge to consolidated statement of profit or loss for the year (Note 9)	(計入)扣除本年度綜合損益表(附註9)	(1,120)	–	(45,273)	–	16,126	–	(30,267)
Acquisition (Note 34)	收購(附註34)	–	–	–	–	12,141	–	12,141
At 31 December 2019	於二零一九年十二月三十一日	25,372	(12,522)	(63,298)	649,635	94,121	2,107	695,415
Exchange adjustments	匯兌調整	(333)	–	–	(8,531)	–	(28)	(8,892)
Charge (credit) to consolidated statement of profit or loss for the year (Note 9)	扣除(計入)本年度綜合損益表(附註9)	8,693	–	(1,889)	–	(5,373)	–	1,431
At 31 December 2020	於二零二零年十二月三十一日	33,732	(12,522)	(65,187)	641,104	88,748	2,079	687,954

24. DEFERRED TAXATION (continued)

The following is the analysis of the deferred tax balances for financial reporting purposes:

		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	遞延稅項資產	**2,667**	2,539
Deferred tax liabilities	遞延稅項負債	**(690,621)**	(697,954)
		(687,954)	(695,415)

At the end of the reporting period, the Group has unused tax losses of approximately HK$2,017,754,000 (2019: HK$2,306,634,000) available for offset against future profits. A deferred tax assets has been recognised in respect of HK$50,088,000 (2019: HK$50,088,000) of such losses. No deferred tax asset has been recognised in respect of the remaining HK$1,967,666,000 (2019: HK$2,256,546,000) due to the unpredictability of future profit streams. All tax losses will be expired gradually within five years to year 2025 (2019: 2024).

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

24. 遞延稅項(續)

以下載列為財務申報而編製之遞延稅項結餘分析：

於報告期間結束當日，本集團可供抵扣未來溢利之未動用稅項虧損為約2,017,754,000港元(二零一九年：2,306,634,000港元)。就虧損50,088,000港元(二零一九年：50,088,000港元)已確認遞延稅項資產。由於未來溢利流不可預測，故並無就餘額1,967,666,000港元(二零一九年：2,256,546,000港元)確認任何遞延稅項資產。全部稅項虧損將於五年內逐步到期直至二零二五年(二零一九年：二零二四年)。

根據中國企業所得稅法，自二零零八年一月一日起，有關中國附屬公司所賺取盈利宣派之股息須繳納預扣稅。由於本集團可控制撥回暫時性差額之時間，而有關暫時性差額於可預見之將來不會撥回，故此並無於綜合財務報表內就中國附屬公司之累計溢利所應佔之暫時性差額有關之遞延稅項作出撥備。

25. INVENTORIES

25. 存貨

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Raw materials	原料	**1,554,527**	1,377,594
Work in progress	在製品	**696,501**	732,558
Finished goods	製成品	**759,869**	852,234
		3,010,897	2,962,386

During the year ended 31 December 2020, a write-down of inventories HK$7,556,000 (2019: write-down of inventories HK$181,093,000) has been recognised and included in cost of sales.

截至二零二零年十二月三十一日止年度，撇減存貨7,556,000港元（二零一九年：撇減存貨181,093,000港元）已獲確認及計入銷售成本。

In the prior year, certain inventories were licenced to the Licencee (see Note 15). Under the licencing agreement, the Licencee may use, consume and dispose of the licenced inventories which include consumables and stocks in trade. However, the Licencee was required to replace and return the quantities of the licenced inventories used, consumed or disposed of during the licence period to the Licensor at the end of the licence period.

往年，此乃授權獲授權人（見附註15）使用的若干存貨。根據授權使用協議，獲授權人可使用、耗用及出售授權使用存貨，當中包括易耗品及貿易存貨。然而，於授權使用期結束時，獲授權人須向授權人重置及退還於授權使用期間已使用、耗用或出售的授權使用存貨數量。

The licenced inventories used, consumed or disposed of during the licenced period were secured by cash and bills receivables of a related party of the Licencee, with a total receivable value of not less than the value of the licenced inventories used, consumed or disposed of as at the end of each reporting period before the licence period expired. The licenced inventories had been presented as other current assets in the prior year.

於授權使用期屆滿前，於授權使用期使用、耗用或出售之授權使用存貨由獲授權人一名關連人士的現金及應收票據作抵押，應收總值不少於各報告期間結束當日已使用、耗用或出售之授權使用存貨之價值。授權使用存貨已於以往年度中作為其他流動資產呈列。

The licence agreement between Licensor and Licencee had been early expired on 1 July 2019 and Licensor had not entered any Letter of extension and amendments with Licencee to extend the licence period. Accordingly, the other current assets have been reclassified as inventories during the year ended 31 December 2019.

授權人與獲授權人訂立的授權使用協議已於二零一九年七月一日提前屆滿，授權人並無與獲授權人訂立延期及修訂函件以延長授權使用期限。因此，其他流動資產已於截至二零一九年十二月三十一日止年度重新分類為存貨。

26. PROPERTIES HELD FOR DEVELOPMENT 26. 待發展物業

Movements of properties held for development are as follows: 待發展物業之變動如下：

		HK$'000 千港元
At 1 January 2019	於二零一九年一月一日	20,023,136
Exchange adjustments	匯兑調整	(398,976)
Additions	添置	3,467,500
Transfer to investment properties (Note 14)	轉撥至投資物業(附註14)	(1,016,991)
Transfer to cost of sales	轉至銷售成本	(959,077)
At 31 December 2019	於二零一九年十二月三十一日	21,115,592
Exchange adjustments	匯兑調整	1,027,484
Additions	添置	2,287,813
Transfer to investment properties (Note 14)	轉撥至投資物業(附註14)	(130,065)
Transfer to cost of sales	轉至銷售成本	(4,271,822)
Disposal of a subsidiary (Note 35(a))	出售一間附屬公司(附註35(a))	(186,195)
At 31 December 2020	於二零二零年十二月三十一日	19,842,807

Analysis of leasehold land included in properties held for development is set out below: 計入待發展物業的租約土地的分析如下：

As at 31 December 2020	**於二零二零年十二月三十一日**	
Carrying amount	賬面值	12,091,031
As at 31 December 2019	**於二零一九年十二月三十一日**	
Carrying amount	賬面值	13,270,405

26. PROPERTIES HELD FOR DEVELOPMENT (continued)

26. 待發展物業(續)

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Total cash outflow	現金流出總額	**277,543**	16,514
Additions	添置	**277,543**	16,514

Effective from 1 January 2019, the carrying amount of leasehold lands is measured under HKFRS 16 at cost less any accumulated depreciation and any impairment losses. The residual values are determined as the estimated disposal value of the leasehold land component. No depreciation charge is made on the leasehold lands taking into account the estimated residual values as at 31 December 2020 and 2019.

自二零一九年一月一日起，租約土地的賬面值根據香港財務申報準則第16號按成本減任何累計折舊及任何減值虧損計量。餘值按租約土地組成部份之估算出售價值釐定。經計入二零二零年和二零一九年十二月三十一日的估計餘值，不會就租約土地計提折舊。

During the year ended 31 December 2020, properties held for development with carrying amount of approximately HK$4,271,822,000 (2019: HK$959,077,000) were completed and sold to third parties and certain directors and close family members of the directors (2019: third parties), details of which are set in Note 44. The remaining balance as at 31 December 2020 and 2019 was related to properties that were still under development.

於截至二零二零年十二月三十一日止年度，賬面值約為4,271,822,000港元(二零一九年：959,077,000港元)的待發展物業已竣工並售予第三方以及若干董事和董事近親(二零一九年：第三方)，相關詳情載於附註44。於二零二零年及二零一九年十二月三十一日之餘額與仍待發展物業有關。

One of the Group's properties development project with a carrying amount of HK$1,853,941,000 (2019: HK$1,445,261,000) has been pledged to secure banking facilities granted to the Group.

本集團質押其中一項賬面值為1,853,941,000港元之物業發展項目(二零一九年：1,445,261,000港元)，以獲授銀行融資。

In the opinion of the Directors, the properties held for development were classified as current assets as the properties were held for sale purpose after the completion of construction under the Group's normal operating cycle.

董事認為待發展物業分類為流動資產，乃由於在本集團的正常營運週期，持有該等物業的目的為於工程竣工時出售。

27. OTHER FINANCIAL ASSETS

27. 其他金融資產

(a) Trade and other receivables and prepayments and entrusted loans

(a) 貿易及其他應收賬款及預付款項及委託貸款

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Trade receivables	貿易應收賬款	**8,532,641**	7,904,344
Less: Allowance for credit losses	減：信貸虧損撥備	**(1,171,133)**	(1,139,894)
Trade receivables, net	貿易應收賬款淨額	**7,361,508**	6,764,450
Advance to suppliers	預付供應商款項	**400,161**	338,991
Entrusted loans (Note)	委托貸款(附註)	**431,771**	505,083
Prepayment and deposits	預付款項及按金	**581,777**	745,897
Value added tax ("VAT") recoverables	可退回增值稅(「增值稅」)	**435,787**	592,133
Other receivables	其他應收賬款	**140,285**	290,721
		9,351,289	9,237,275
Less: Non-current portion of entrusted loans (Note)	減：委托貸款非流動部分(附註)	**(398,241)**	(465,859)
		8,953,048	8,771,416

As at 1 January 2019, the gross carrying amount of trade receivables from contracts with customers amounted to HK$7,349,179,000 with allowance for credit losses of HK$1,033,494,000.

於二零一九年一月一日，來自客戶合約的貿易應收賬款賬面總值為7,349,179,000港元，信貸虧損撥備為1,033,494,000港元。

Note: The entrusted loans of HK$431,771,000 (2019: HK$505,083,000) are due from certain purchasers of properties developed by the Group in the PRC through four (2019: four) commercial banks in the PRC (the "Lending Agents"). The entrusted loans carry interest at variable rates ranging from 3.43% to 5.39% (2019: 3.92% to 5.39%) per annum, payable on monthly basis and the principal will be payable on or before 2034 (2019: 2034). The purchasers of the Group's properties has pledged to the Lending Agents the respective properties purchased. These properties are located in Kunshan, PRC.

As at 31 December 2020, entrusted loans amounting to HK$398,241,000 (2019: HK$465,859,000) are in respect of repayments due after 12 months from the end of the reporting period and are classified as non-current assets.

附註： 透過中國四家(二零一九年：四家)商業銀行(「放貸代理人」)應收若干本集團所發展物業的買家431,771,000港元(二零一九年：505,083,000港元)之委托貸款。委托貸款之浮動利率按介乎3.43厘至5.39厘(二零一九年：介乎3.92厘至5.39厘)之年利率計息，須按月繳交，本金須於二零三四年(二零一九年：二零三四年)或以前繳交。本集團物業買家已將所涉購買物業質押予放貸代理人。該等物業位於中國昆山。

於二零二零年十二月三十一日，於報告期間結束起計十二個月後到期款之委托貸款398,241,000港元(二零一九年：465,859,000港元)分類為非流動資產。

27. OTHER FINANCIAL ASSETS (continued)

27. 其他金融資產(續)

(a) Trade and other receivables and prepayments and entrusted loans (continued)

The Group allows credit periods of up to 120 days (2019: 120 days), depending on the products sold to its trade customers. The following is an aging analysis of trade receivables net of allowance for credit losses based on invoice date at the end of the reporting period:

(a) 貿易及其他應收賬款及預付款項及委託貸款(續)

本集團給予貿易客戶之信貸期最長為120日(二零一九年：120日），視乎所銷售產品而定。於報告期間結束為止，在扣除信貸虧損撥備後，貿易應收賬款之賬齡基於發票日期分析如下：

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
0–90 days	0–90日	**6,306,076**	5,465,173
91–120 days	91至120日	**538,622**	652,244
121 –150 days	121至150日	**341,673**	449,808
151–180 days	151至180日	**88,230**	111,067
Over 180 days	180日以上	**86,907**	86,158
		7,361,508	6,764,450

As at 31 December 2020, included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK$1,060,340,000 (2019: HK$905,147,000) which are past due as at the reporting date. Out of the past due balances, HK$98,518,000 (2019: HK$108,841,000) which has been past due over 90 days or more and is not considered as in default based on good repayment records for those customers. The Group does not hold any collateral over these balances.

於二零二零年十二月三十一日，本集團的貿易應收賬款結餘包括於報告日期已逾期的賬面總值1,060,340,000港元(二零一九年：905,147,000港元)的應收賬款。逾期結餘當中，98,518,000港元(二零一九年：108,841,000港元)已逾期90日或以上，惟根據該等客戶良好的還款記錄，逾期結餘並未視為違約。本集團並無就該等結餘持有任何抵押品。

27. OTHER FINANCIAL ASSETS (continued)

(a) Trade and other receivables and prepayments and entrusted loans (continued)

Details of impairment assessment of trade and other receivables and bills receivables for the year ended 31 December 2020 and 31 December 2019 are set out in Note 37(b).

Included in trade and other receivables are the following amounts denominated in a currency other than the functional currency of the group entities to which they relate:

27. 其他金融資產(續)

(a) 貿易及其他應收賬款及預付款項及委託貸款(續)

截至二零二零年十二月三十一日及二零一九年十二月三十一日止年度，貿易及其他應收賬款以及應收票據的減值評估詳情載於附註37(b)。

貿易及其他應收賬款包括下列以集團實體相關之功能貨幣以外貨幣計值之款額：

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
US$	美元	**1,198,401**	960,905
HK$	港元	**370,911**	380,921
Euro dollar ("Euro")	歐元(「歐元」)	**7,570**	1,780

(b) Bills receivables

Bills receivables of the Group are all aged within 90 days (2019: 90 days) based on invoice date at the end of the reporting period.

(b) 應收票據

按照發票日期，本集團應收票據賬齡均為報告期間結束後的90日(二零一九年：90日)之內。

27. OTHER FINANCIAL ASSETS (continued)

(c) Bank balances and cash

Bank balances and cash comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less. At 31 December 2020, the Group's bank balances and deposits carry interest at the prevailing market interest rates which range from 0.01% to 1.5% (2019: 0.01% to 3%) per annum.

At 31 December 2020, the Group had bank balances and cash that were not freely convertible or were subject to exchange controls in the PRC, amounting to approximately HK$3,219,642,000 (2019: HK$3,880,138,000).

Included in the bank balances and cash are the following amounts denominated in currencies other than the functional currency of the group entities to which they relate:

27. 其他金融資產(續)

(c) 銀行結餘及現金

銀行結餘及現金包括本集團持有之現金及原到期日為三個月或以下之短期銀行存款。於二零二零年十二月三十一日，本集團的銀行結餘及存款按現行市場年利率介乎0.01厘至1.5厘(二零一九年：介乎0.01厘至3厘)計息。

於二零二零年十二月三十一日，本集團不可自由兑換或須受中國外匯管制所規限之銀行結餘及現金約為3,219,642,000港元(二零一九年：3,880,138,000港元)。

銀行結餘及現金包括下列以集團實體相關之功能貨幣以外貨幣計值之款額：

		2020 **二零二零年** **HK$'000** **千港元**	2019 二零一九年 HK$'000 千港元
US$	美元	**433,222**	336,810
HK$	港元	**288,259**	792,512
Euro	歐元	**8,236**	6,840
GBP	英鎊	**20,134**	69,608

28. TRADE AND OTHER PAYABLES AND BILLS PAYABLES AND CONTRACT LIABILITIES

28. 貿易及其他應付賬款及應付票據及合約負債

Trade and other payables and bills payables

貿易及其他應付賬款及應付票據

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Trade payables	貿易應付賬款	**3,155,003**	3,134,885
Accrued expenses	預提費用	**1,022,065**	886,941
Payables for acquisition of properties, plant and equipment	購買物業、廠房及設備之應付賬款	**398,426**	497,637
Other tax payables	其他應付稅項	**829,767**	652,392
VAT payables	應付增值稅	**350,786**	259,849
LAT payables	應付土地增值稅	**88,548**	75,582
Other payables (Note i)	其他應付賬款(附註i)	**693,527**	333,887
		6,538,122	5,841,173
Bills payables (Note ii)	應付票據(附註ii)	**377,036**	359,920
		6,915,158	6,201,093

Notes:

(i) Included in other payables as at 31 December 2020 was consideration received in advance from an independent third party of HK$239,693,000 (2019: nil) for disposal of a subsidiary holding the properties held for development in the PRC, which was subsequently completed on 29 January 2021. As at 31 December 2020, the assets and liabilities held for sale of the subsidiary with total carry amounts of HK$1,012,152,000 and HK$1,071,318,000 respectively,which mainly included properties held for development of HK$644,647,000, trade and other receivables and prepayments of HK$223,288,000, and trade and other payables of HK$1,022,384,000.

(ii) Included in bills payables as at 31 December 2020 was payables for acquisition of properties, plant and equipment of HK$18,420,000 (2019: HK$1,379,000).

附註：

(i) 於二零二零年十二月三十一日於其他應付賬款中計入因出售一家持有中國待開發物業的附屬公司而從獨立第三方預收的代價239,693,000港元(二零一九年：無)，該事項隨後於二零二一年一月二十九日完成。於二零二零年十二月三十一日，該附屬公司所持有用作出售的資產及負債的總賬面值分別為1,012,152,000港元及1,071,318,000港元，主要包括待發展物業644,647,000港元、貿易及其他應收賬款及預付款項223,288,000港元，以及貿易及其他應付賬款1,022,384,000港元。

(ii) 於截止二零二零年十二月三十一日的應付票據中，包括18,420,000港元(二零一九年：1,379,000港元)為購買物業、廠房及設備。

28. TRADE AND OTHER PAYABLES AND BILLS PAYABLES AND CONTRACT LIABILITIES (continued)

28. 貿易及其他應付賬款及應付票據及合約負債（續）

Trade and other payables and bills payables (continued)

貿易及其他應付賬款及應付票據（續）

The following is an aging analysis of the trade payables based on the invoice date at the end of the reporting period:

於報告期間結束為止，貿易應付賬款之賬齡基於發票日期的分析如下：

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
0–90 days	0至90日	**2,333,350**	2,455,074
91–180 days	91至180日	**470,960**	304,775
Over 180 days	180日以上	**350,693**	375,036
		3,155,003	3,134,885

The average credit period on purchase of goods is 90 days (2019: 90 days). The Group has financial risk management policies in place to ensure that all payables are settled within the credit time frame.

購買貨品的平均信貸期為90日（二零一九年：90日）。本集團現行財務風險管理政策確保所有應付賬款於信貸期內結清。

Bills payables of the Group are aged within 90 days (2019: 90 days) based on issue date at the end of the reporting period.

本集團應付票據之賬齡基於發出日期均為報告期間結束後的90日（二零一九年：90日）之內。

Included in trade and other payables and bills payables are the following amounts denominated in currencies other than the functional currency of the group entities to which they relate:

貿易及其他應付賬款及應付票據包括下列以集團實體相關之功能貨幣以外貨幣計值之款額：

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
US$	美元	**1,322,331**	672,056
HK$	港元	**268,236**	404,115
Euro	歐元	**6,665**	52

28. TRADE AND OTHER PAYABLES AND BILLS PAYABLES AND CONTRACT LIABILITIES (continued)

28. 貿易及其他應付賬款及應付票據及合約負債（續）

Contract liabilities

合約負債

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Sales of properties	物業銷售	**2,182,645**	5,720,151
Sales of chemicals	銷售化工產品	**1,304,847**	582,356
Sales of laminates	銷售覆銅面板	**301,537**	71,598
		3,789,029	6,374,105

As at 1 January 2019, contract liabilities amounted to HK$3,448,068,000.

於二零一九年一月一日，合約負債金額為3,448,068,000港元。

As at 31 December 2020 and 2019, certain amount of contract liabilities arising from sales of properties are expected to be realised within one to two years at the end of the reporting period. The entire amount of contract liabilities of sales of laminates and chemicals are expected to be realised within one year at the end of the reporting period.

於二零二零年及二零一九年十二月三十一日，銷售物業的合約負債若干金額預期將於報告期末起計一至兩年後實現。銷售覆銅面板及化工產品的合約負債全部金額預期將於報告期末起計一年內實現。

The following table sets out the revenue recognised relates to carried-forward contract liabilities at 31 December 2019 and 2018.

下表載列與二零一九年十二月三十一日及二零一八年十二月三十一日轉結的合約負債有關已確認之營業額。

		Sales of properties 物業銷售 HK$'000 千港元	Sales of chemicals 銷售化工產品 HK$'000 千港元	Sales of laminates 銷售覆銅面板 HK$'000 千港元
For the year ended 31 December 2020	**截至二零二零年十二月三十一日止年度**			
Revenue recognised that was included in the contract liability balance at 31 December 2019	計入二零一九年十二月三十一日合約負債餘額的已確認營業額	4,996,215	582,356	71,598
For the year ended 31 December 2019	**截至二零一九年十二月三十一日止年度**			
Revenue recognised that was included in the contract liability balance at 31 December 2018	計入二零一八年十二月三十一日合約負債餘額的已確認營業額	1,162,410	496,513	107,274

28. TRADE AND OTHER PAYABLES AND BILLS PAYABLES AND CONTRACT LIABILITIES (continued)

Contract liabilities (continued)

As at 31 December 2020, included in contract liabilities for sale of properties was no balance (2019: HK$145,861,200) received from certain Directors and close family members of the Directors for purchase of properties.

Typical payment terms with which impact on the amount of contract liabilities recognised are as follows:

– Sales of properties

The Group typically receives 30% to 50% of the contract value as deposits from customers on entering of a sale and purchase agreement of properties and will receive the remaining contracted sum prior to customers obtaining control of the respective properties. The deposits and advance payment schemes result in contract liabilities being recognised throughout the property contract period until the customer obtains control of the completed property.

In addition, the Group considers the advance payment schemes contain significant financing component and accordingly the amount of consideration is adjusted for the effects of the time value of money taking into consideration the credit characteristics of the relevant group entities. As this accrual increases the amount of the contract liability during the period of construction, it increases the amount of revenue recognised when control of the completed property is transferred to the customer.

– Sales of laminates and chemicals

When the Group receives a deposit before the production activity commences, this will give rise to contract liabilities at the start of a contract, until the revenue recognised when control of the goods has transferred, being when the goods have been delivered. The Group typically receives a 30% to 50% deposit on acceptance of manufacturing orders.

28. 貿易及其他應付賬款及應付票據及合約負債(續)

合約負債(續)

於二零二零年十二月三十一日，銷售物業的合約負債沒有包括就購買物業已收若干董事及其近親的款項(二零一九年：145,861,200港元)。

典型付款條款對已確認的合約負債金額的影響如下：

— 物業銷售

本集團於訂立物業買賣協議時向客戶收取相當於合約價值30%至50%的按金，並於客戶取得相關物業的控制權前收取餘下合約款項。按金及預付款項計劃導致整段物業合約期間確認合約負債，直至客戶取得竣工物業的控制權為止。

此外，本集團認為，預付款項計劃載有重大融資成分，因此，代價金額經考慮相關集團實體的信貸特徵就款項時間值的影響作出調整。由於應計款項增加建築期間的合約負債金額，當竣工物業的控制權轉移至客戶時亦增加已確認的營業額金額。

— 銷售覆銅面板及化工產品

本集團會於生產活動開始前收取按金，此將於合約開始時導致合約負債，直至轉讓貨物控制權(即交付貨物之時)後確認營業額為止。本集團通常於承接製造訂單時收取30%至50%按金。

29. BANK BORROWINGS 29. 銀行借貸

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Bank loans	銀行貸款	**17,230,846**	24,074,068
Trust receipt loans	信託收據貸款	**–**	335,841
		17,230,846	24,409,909
Secured	有擔保	**1,636,716**	1,032,514
Unsecured	無擔保	**15,594,130**	23,377,395
		17,230,846	24,409,909
Carrying amounts repayable*:	須於以下期間償還之賬面值*：		
Within one year	一年內	**8,254,750**	7,477,137
More than one year but not more than two years	一年以上但不超過兩年	**5,429,111**	6,663,447
More than two years but not more than three years	兩年以上但不超過三年	**3,237,636**	6,971,739
More than three years but not more than five years	三年以上但不超過五年	**48,000**	3,007,732
More than five years	五年以上	**261,349**	289,854
		17,230,846	24,409,909
The carrying amounts of bank loans that contain a repayment on demand clause (shown under current liabilities) but repayable:	附有須於催繳時償還的條款的銀行借貸賬面值(列為流動負債)但須於以下期間償還：		
Within one year	一年內	**24,000**	24,000
More than one year but not more than two years	一年以上但不超過兩年	**24,000**	24,000
More than two years but not more than three years	兩年以上但不超過三年	**24,000**	24,000
More than three years but not more than five years	三年以上但不超過五年	**48,000**	48,000
More than five years	五年以上	**261,349**	289,854
		381,349	409,854
Carrying amount repayable within one year without repayment on demand clause	並無附有須於催繳時償還的條款須於一年內應付的賬面值	**8,230,750**	7,453,137
Amounts due within one year shown under current liabilities	於一年內到期之款項，列為流動負債	**8,612,099**	7,862,991
Add: Amounts shown under non-current liabilities	加：列為非流動負債之款項	**8,618,747**	16,546,918
		17,230,846	24,409,909

* The amounts due are based on scheduled repayment dates set out in the respective loan agreements.

* 應付金額按相關貸款協議內的預定償還日期列出。

29. BANK BORROWINGS (continued)

As at 31 December 2020, the bank borrowings are all variable-rate borrowings which carry interest ranging from HIBOR + 0.78% to HIBOR + 1.5% (2019: HIBOR + 0.78% to HIBOR + 1.75%) per annum, Loan Prime Rate ("LPR") + 1.355% (2019: LPR + 1.355%) per annum.

At 31 December 2020 and 2019, certain bank loans and trust receipt loans of the Group are covered by corporate guarantees given by Kingboard Investments Limited, a wholly-owned subsidiary of the Group.

The range of effective interest rates (which are also equal to contracted interest rates) on the Group's bank borrowings are as follows:

29. 銀行借貸(續)

於二零二零年十二月三十一日，銀行借貸全部為浮息借貸，年息率介乎香港銀行同業拆息加0.78厘至香港銀行同業拆息加1.5厘(二零一九年：香港銀行同業拆息加0.78厘至香港銀行同業拆息加1.75厘)不等，以及貸款市場報價利率加1.355厘(二零一九年：貸款市場報價利率加1.355厘)。

於二零二零年及二零一九年十二月三十一日，本集團若干銀行貸款及信託收據貸款獲本集團一家全資擁有附屬公司建滔投資有限公司提供公司擔保。

本集團銀行借貸之實際利率(相當於已訂約利率)範圍如下：

		2020 **二零二零年**	2019 二零一九年
Effective interest rates	實際利率		
Variable-rate borrowings	浮息借貸	**1.61% to 5.21%** **1.61厘至5.21厘**	2.18% to 5.51% 2.18厘至5.51厘

Included in bank borrowings are the following amounts denominated in currencies other than the functional currency of the group entities to which they relate:

銀行借貸包括下列以集團實體相關之功能貨幣以外貨幣計值之款額：

		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	**513,570**	914,524
US$	美元	**–**	106,200

30. LEASE LIABILITIES

30. 租賃負債

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Lease liabilities payable:	**應付租賃負債：**		
Within one year	一年內	**4,212**	2,906
Within a period of more than one year but not more than two years	一年以上但不超過兩年	**3,514**	2,814
Within a period of more than two years but not more than five years	兩年以上但不超過五年	**5,351**	6,049
Within a period of more than five years	超過五年	**927**	1,445
		14,004	13,214
Less: Amount due for settlement with 12 months shown under current liabilities	減：流動負債所示12個月內到期結算的金額	**(4,212)**	(2,906)
Amount due for settlement after 12 months shown under non-current liabilities	非流動負債所示12個月後到期結算的金額	**9,792**	10,308

No extension options are included in any of the lease agreements entered by the Group. The incremental borrowing rates applied by the relevant group entities range from 2.34% to 4.75% (2019: 2.56% to 4.75%). These lease liabilities were measured at the present value of the payments that are not yet paid.

Lease obligations are denominated in currencies which are same as the functional currencies of the relevant group entities.

本集團訂立的所有租約並無載列任何續期選擇權。有關集團實體適用的新增借貸利率介乎2.34厘至4.75厘（二零一九年：2.56厘至4.75厘）。該等租賃負債按尚未支付付款的現值計算。

租賃責任以與有關集團實體功能貨幣相同的貨幣列值。

31. SHARE CAPITAL

31. 股本

		Authorised 法定 Number of shares 股份數目	Amount 金額 HK$'000 千港元	Issued and fully paid 已發行及繳足 Number of shares 股份數目	Amount 金額 HK$'000 千港元
Ordinary shares of HK$0.10 each:	每股面值0.10港元之普通股：				
At 1 January 2019	於二零一九年一月一日	2,000,000,000	200,000	1,083,152,236	108,315
Exercise of share options (Note 32)	行使購股權（附註32）	–	–	23,830,000	2,383
Shares repurchased and cancelled (Note)	獲購回及註銷的股份（附註）	–	–	(1,224,500)	(122)
At 31 December 2019	於二零一九年十二月三十一日	2,000,000,000	200,000	1,105,757,736	110,576
Exercise of share options (Note 32)	行使購股權（附註32）	–	–	2,650,000	265
Shares repurchased and cancelled (Note)	獲購回及註銷的股份（附註）	–	–	(2,616,000)	(262)
At 31 December 2020	於二零二零年十二月三十一日	2,000,000,000	200,000	1,105,791,736	110,579

Note: During the year, the Company repurchased its own ordinary shares through Stock Exchange as follows:

附註： 年內，本公司通過聯交所購回其本身的普通股如下：

2020

二零二零年

Month of repurchase 購回月份		**No. of Shares 股份數目**	**Price per share 每股價格 Highest 最高 HK$ 港元**	**Lowest 最低 HK$ 港元**	**Aggregate consideration paid 已付代價總額 HK$'000 千港元**
November 2020	二零二零年十一月	**606,500**	**26.40**	**25.70**	**15,806**
June 2020	二零二零年六月	**300,000**	**20.25**	**19.80**	**6,006**
April 2020	二零二零年四月	**29,500**	**17.76**	**17.76**	**524**
March 2020	二零二零年三月	**580,000**	**17.82**	**17.62**	**10,298**
January 2020	二零二零年一月	**500,000**	**24.85**	**24.20**	**12,314**
					44,948

The above ordinary shares were cancelled during the year.

上述普通股已於年內註銷。

31. SHARE CAPITAL (continued)

31. 股本(續)

Note: (continued)

附註： (續)

2019

二零一九年

Month of repurchase 購回月份		No. of Shares 股份數目	Price per share 每股價格 Highest 最高 HK$ 港元	Price per share 每股價格 Lowest 最低 HK$ 港元	Aggregate consideration paid 已付代價總額 HK$'000 千港元
December 2019	二零一九年十二月	600,000	23.10	22.95	13,811
October 2019	二零一九年十月	948,500	21.00	20.55	19,697
September 2019	二零一九年九月	276,000	20.80	19.90	5,581
					39,089

The above ordinary shares were cancelled during the year. 600,000 shares repurchased in December 2019 was cancelled in February 2020.

上述普通股已於年內註銷。該600,000股於二零一九年十二月獲購回的股份於二零二零年二月獲註銷。

32. SHARE OPTIONS

32. 購股權

(a) Employees' share option scheme of the Company

The Company adopted the New Share Option Scheme (the "Scheme") which was approved by the shareholders at the extraordinary general meeting of the Company held on 27 May 2019.

The purpose of the Scheme is to provide incentive or reward to the eligible participants (the "Eligible Participants") for their contribution to, and continuing efforts to promote the interests of the Group.

(a) 本公司僱員購股權計劃

本公司已採納新購股權計劃(「該計劃」)，該計劃於本公司在二零一九年五月二十七日舉行的股東特別大會上獲股東批准。

該計劃的設立目的在於激勵或獎勵合資格參與者(「合資格參與者」)對提高本集團利益的貢獻及持續努力。

32. SHARE OPTIONS (continued)

(a) Employees' share option scheme of the Company (continued)

Under the Scheme which is valid for a period of ten years (expiring 2029, with a remaining life of approximately 8 years), the Directors may, at their discretion, grant options to subscribe for shares in the Company to Eligible Participants who contribute to the long term growth and profitability of the Company. Eligible Participants include (i) any employee (whether full time or part time) of the Company, any of its subsidiaries or any entity in which the Group holds any equity interests ("Invested Entity"), including any executive director of the Company, any of such subsidiaries or any Invested Entity; (ii) any non-executive directors (including independent non-executive directors) of the Company, its subsidiaries or any Invested Entity; (iii) any supplier of goods or services to any member of the Group or any Invested Entity; (iv) any customer of the Group or any Invested Entity; (v) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; and (vi) any person or entity who from time to time determined by the Board as having contributed or may contribute to the development and growth of the Group based on his or its performance and/or years of service, or is regarded as valuable resources of the Group based on his/its working experience, knowledge in the industry and other relevant factors. The exercise price for the Company's share options shall be determined with reference to the highest of the nominal value of the Company's shares, the average of the closing prices of the Company's shares quoted on the Stock Exchange on the five trading days immediately preceding the date of an offer of the grant of the options and the closing price of the Company's shares quoted on the Stock Exchange on the date of an offer of the grant of the options. The Board, when extending an offer of the grant of options to a grantee, may impose conditions as it thinks fit, which may include minimum period for which an option must be held before it can be exercised or other conditions as the Board may of its absolute discretion determine. The options must be taken up by a participant within 28 business days from the date of grant upon payment of HK$1 and are exercisable over a period to be determined and notified by the Directors to each grantee, which period may commence from the date of acceptance of the offer of the grant of the options but shall end in any event not later than ten years from the date of adoption of the Scheme.

32. 購股權(續)

(a) 本公司僱員購股權計劃(續)

根據有效期為十年之該計劃(將於二零二九年屆滿，餘下年期為八年)，本公司董事可酌情向對本公司長遠增長及盈利作出貢獻之合資格參與者授出購股權，以認購本公司股份。合資格參與者包括(i)本公司、其任何附屬公司或本集團持有任何股權之任何實體(「受投資實體」)之任何全職或兼職僱員，包括本公司、任何該等附屬公司或任何受投資實體之任何執行董事；(ii)本公司、其附屬公司或任何受投資實體任何非執行董事，包括獨立非執行董事；(iii)本集團任何成員公司或任何受投資實體之任何貨品或服務供應商；(iv)本集團或任何受投資實體之任何客戶；(v)本集團任何成員公司或任何受投資實體之任何股東或本集團任何成員公司或受投資實體之任何已發行證券持有人；及(vi)董事會不時按其表現及／或服務年期而認為曾經或可能對本集團發展及增長作出貢獻，或按其於業內工作經驗、知識及其他相關因素而被視為本集團寶貴資源之任何人士或實體。本公司購股權之行使價須參考本公司股份面值、本公司股份於緊接要約授出購股權日期前五個交易日於聯交所所報平均收市價及本公司股份於要約授出購股權日期於聯交所所報收市價之最高者。董事會在擴大向承授人授出購股權的要約時，可在其認為合適的情況下施加條件，條件可能包括購股權行使前必須持有的最短時間，或董事會全權酌情釐定的其他條件。參與者須於授出日期28個營業日內接納購股權，接納時須支付1港元，購股權可於董事釐定並通知各承授人之期間內行使，該期間可由接納要約授出購股權之日起，惟無論如何須不遲於該計劃採納日期起計十年止。

32. SHARE OPTIONS (continued)

(a) Employees' share option scheme of the Company (continued)

The total number of the Company's shares which may be issued upon exercise of all options to be granted under the Scheme and any other schemes of the Group (excluding options lapsed in accordance with the terms of the Scheme and any other schemes of the Group) must not in aggregate exceed 10% of the Company's shares in issue as at the date of adoption of the Scheme. The total number of shares available for issue under the Scheme is 84,485,223 shares, which represents approximately 7.63% of the total issued share capital of the Company as at the date these consolidated financial statements are authorised for issue. The limit on the number of the Company's shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other schemes of the Group must not exceed 30% of the Company's shares in issue from time to time. The total number of the Company's shares issued and to be issued upon exercise of the options granted to each grantee (including both exercised and outstanding options) under the Scheme or other schemes of the Group in any 12-month period up to the date of grant must not exceed 1% of the Company's shares in issue at the date of grant unless approved by the shareholders in general meeting.

32. 購股權（續）

(a) 本公司僱員購股權計劃（續）

因根據該計劃及本集團任何其他計劃所有將予授出之購股權（不包括根據該計劃及本集團任何其他計劃之條款已失效之購股權）獲行使而可發行之本公司股份總數，合共不得超過本公司於批准該計劃日期已發行股份10%。根據該計劃可供發行的股份總數為84,485,223股股份，佔本公司於本綜合財務報表獲授權發佈之日的已發行股本總額約7.63%。因根據該計劃及本集團任何其他計劃所有已授出尚未行使及有待行使之購股權獲行使而可發行之本公司股份數目限額，不得超過本公司不時已發行股份30%。於截至授出日期止任何十二個月期間，因根據該計劃或本集團任何其他計劃授予各承授人之購股權（包括已行使及尚未行使之購股權）獲行使而發行及將予發行之本公司股份總數，不得超過本公司於授出日期已發行股份1%，除非獲股東於股東大會批准，則作別論。

32. SHARE OPTIONS (continued)

32. 購股權（續）

(a) Employees' share option scheme of the Company (continued)

A summary of the movements of the number of share options under the Scheme for the year is as follows:

(a) 本公司僱員購股權計劃（續）

年內，該計劃項下之購股權數目變動概述如下：

Date of grant 授出日期	Balance at 1 January 2019 於二零一九年一月一日的結餘	Granted during the year ended 31 December 2019 於截至二零一九年十二月三十一日止年度授出 (Note i) （附註i）	Exercised during the year ended 31 December 2019 於截至二零一九年十二月三十一日止年度行使 (Note ii) （附註ii）	Balance at 31 December 2019 於二零一九年十二月三十一日的結餘	Exercised during the year 於年內行使 (Note iii) （附註iii）	Balance at 31 December 2020 於二零二零年十二月三十一日的結餘	Exercise price per share 每股行使價	Exercisable period 行使期
Granted to directors on: *授予董事：*								
14 August 2019 二零一九年八月十四日	–	25,700,000	(20,470,000)	5,230,000	(2,210,000)	3,020,000	HK$17.304 17.304港元	14 August 2019 to 13 August 2029 (Note i, ii, iii) 二零一九年八月十四日至二零二九年八月十三日（附註i, ii, iii）
Granted to employees on: *授予僱員：*								
14 August 2019 二零一九年八月十四日	–	3,800,000	(3,360,000)	440,000 (Note iv) （附註iv）	(440,000)	–	HK$17.304 17.304港元	14 August 2019 to 13 August 2029 (Note i, ii, iii) 二零一九年八月十四日至二零二九年八月十三日（附註i, ii, iii）
	–	29,500,000	(23,830,000)	5,670,000	(2,650,000)	3,020,000		

Exercisable at 於以下日期可予行使	
1 January 2019 二零一九年一月一日	–
31 December 2019 二零一九年十二月三十一日	5,670,000
31 December 2020 二零二零年十二月三十一日	3,020,000

32. SHARE OPTIONS (continued)

(a) Employees' share option scheme of the Company (continued)

Notes:

(i) During the year ended 31 December 2019, 29,500,000 options were granted by the Company on 14 August 2019 under the share option scheme of the Company, of which 28,750,000 options were granted to directors and/or their associate(s) and 750,000 were granted to employees (excluding any associate of directors). The closing price of the Company's shares on 13 August 2019 (namely the date immediately before the aforesaid grant date) is HK$16.78. The estimated fair value of the aforesaid options was HK$132,625,000, of which HK$129,253,000 was attributable to the options granted to directors and/or their associate(s) while HK$3,372,000 was attributable to the options granted to employees. The fair value of each of the abovementioned options was identical, namely HK$4.50. All share options were vested on the date of grant.

(ii) During the year ended 31 December 2019 under the Scheme, options of 23,830,000 shares granted in the Company at exercise price of HK$17.304 per share were exercised. The weighted average closing prices of the Company's share is granted on the Stock Exchange on the five trading days immediately before the exercise date was HK$21.38. The amount of approximately HK$107,134,000 was reclassified from share-based payments reserve to share premium.

The fair value was calculated using the Binomial model. The inputs into the model were as follows:

32. 購股權(續)

(a) 本公司僱員購股權計劃(續)

附註：

(i) 截至二零一九年十二月三十一日止年度，本公司於二零一九年八月十四日根據本公司購股權計劃授出29,500,000份購股權，其中28,750,000份購股權授予董事及／或其聯繫人，750,000份授予僱員(不包括任何董事之聯繫人)。本公司股份於二零一九年八月十三日的收市價(即緊接上述授出日期前一日)為16.78港元。上述購股權之估計公平值為132,625,000港元，其中授予董事及／或其聯繫人的購股權應佔129,253,000港元，授予僱員的購股權應佔3,372,000港元。上述各份購股權的公平值相同，為4.50港元。所有購股權於授出日期歸屬。

(ii) 截至二零一九年十二月三十一日止年度，根據該計劃，於本公司的23,830,000股股份每股行使價17.304港元的購股權獲行使。本公司於聯交所緊接行使日期前五個交易日已授出的股份的加權平均收市價為21.38港元。約107,134,000港元的金額從購股權儲備被重新分類至股份溢價。

該公平值採用二項模式計算估值。該模式的輸入數據如下：

		2019 二零一九年 Directors 董事	 Employees 僱員
Share price at grant date	授出日期股價	HK$16.98 16.98港元	HK$16.98 16.98港元
Exercise price	行使價	HK$17.304 17.304港元	HK$17.304 17.304港元
Expected volatility	預期波幅	39.22%	39.22%
Expected life	預期有效年期	10 years 10年	10 years 10年
Risk-free rate	無風險利率	1.17%	1.17%
Expected dividend yield	預期股息率	5.77%	5.77%
Early exercise multiple	提前行使賠數	2.8x 2.8倍	2.2x 2.2倍

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32. SHARE OPTIONS (continued)

(a) Employees' share option scheme of the Company (continued)

Notes: (continued)

(ii) (continued)

Expected volatility was determined by using the historical volatility of the Company's share price over the previous 10 years. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

The Binomial model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

(iii) During the year ended 31 December 2020 under the Scheme, options of 2,650,000 shares granted in the Company at exercise price of HK$17.304 per share were exercised. The weighted average closing prices of the Company's share is granted on the Stock Exchange on the five trading days immediately before the exercise date was HK$29.64. The amount of approximately HK$11,914,000 was reclassified from share-based payments reserve to share premium.

The Group recognised no expense for the year ended 31 December 2020 (2019: HK$132,625,000) in relation to share options granted by the Company.

(iv) Share options held by Ms. Cheung Wai Kam, an employee and associate of director.

(b) Employees' share option scheme of Elec & Eltek International Company Limited ("EEIC")

In 2018, a new share option scheme, the 2018 Elec & Eltek Employees' Share Option Scheme (the "2018 EEIC Scheme") was approved by the shareholders at the annual general meeting of the Company held on 27 April 2018 and was adopted by the shareholders of EEIC on 12 September 2018 upon fulfilment of all the conditions precedent as set out the 2018 EEIC Scheme.

32. 購股權(續)

(a) 本公司僱員購股權計劃(續)

附註： (續)

(ii) (續)

預期波幅乃根據本公司股價於過去十年之歷史波幅釐定。在管理層慎重估算下，模式中之預期有效年期已因應購股權之不可轉讓性、行使限制及行為等考慮因素之影響而有所調整。

二項模式已用於評估購股權公平值。計算購股權公平值之變數及假設乃基於董事之最佳評估。購股權價值隨某些主觀假設之變數不同而變化。

(iii) 截至二零二零年十二月三十一日止年度，根據該計劃，於本公司的2,650,000股股份每股行使價17.304港元的購股權獲行使。本公司於聯交所緊接行使日期前五個交易日已授出的股份的加權平均收市價為29.64港元。約11,914,000港元的金額從購股權儲備被重新分類至股份溢價。

截至二零二零年十二月三十一日止年度，本集團未確認有關本公司授出購股權的開支(二零一九年：132,625,000港元)。

(iv) 僱員及董事的聯繫人張偉金女士持有之購股權。

(b) 依利安達集團有限公司(「依利安達」)僱員購股權計劃

二零一八年，股東於二零一八年四月二十七日舉行的本公司股東週年大會批准新購股權計劃二零一八年依利安達僱員購股權計劃(「二零一八年依利安達計劃」)，依利安達股東於二零一八年九月十二日經滿足二零一八年依利安達計劃所載的所有先決條件後採納該計劃。

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32. SHARE OPTIONS (continued)

(b) Employees' share option scheme of Elec & Eltek International Company Limited ("EEIC") (continued)

The purpose of the 2018 EEIC Scheme is to provide an opportunity for employees who have contributed significantly to the growth and performance of EEIC Group and who satisfy the eligibility criteria as set out in Rule 4 of the 2018 EEIC Scheme, to participate in the equity of EEIC, so as to motivate them to greater dedication, loyalty and higher standards of performance, and to give recognition to past contributions and services. Additionally, the 2018 EEIC Scheme will help EEIC to attract and retain the services of appropriate, qualified and experienced employees who would be able to contribute to EEIC's business and operations.

The 2018 EEIC Scheme entitles the option holders to exercise their options and subscribe for new ordinary shares in EEIC at either: (1) the "Market Price", which is defined as the average of the last dealt prices of the Company's shares (as determined by reference to the Official List published by the Singapore Exchange Securities Trading Limited ("SGX-ST") for a period of five consecutive market days immediately preceding the relevant date of grant; or (2) a discount to the Market Price, provided that the discount shall not exceed 20% of the Market Price, save that the exercise price must be at least the highest of: (i) the closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet on the date of grant; and (ii) the average closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant.

Options granted at the Market Price or at a discount to the Market Price may be exercised after the first or second anniversary respectively, of the date of grant and expiring on the fifth anniversary of the date of grant.

The duration of the 2018 EEIC Scheme is ten years from the date of adoption of the 2018 EEIC Scheme. The total number of shares in EEIC that may be issued shall not exceed 18,691,996 shares (which represents 10% of the total number of shares in issue of EEIC as at the date these consolidated financial statements are authorised for issue.).

32. 購股權(續)

(b) 依利安達集團有限公司(「依利安達」)僱員購股權計劃(續)

二零一八年依利安達計劃旨在向曾為依利安達集團的增長及表現作出重大貢獻且符合二零一八年依利安達計劃規則第4條所載的合資格條件的僱員提供機會,參與依利安達的股權,以便推動彼等更加竭誠、盡忠及提供更高水平表現,並對彼等過去的貢獻及服務作出肯定。此外,二零一八年依利安達計劃將有助依利安達吸引及留住適當、合資格、經驗豐富、能為依利安達集團的業務及營運作出貢獻的僱員為依利安達效力。

二零一八年依利安達計劃賦予購股權持有人權利,以(1)「市價」,相等於緊接相關授出日期前連續五個交易日本公司股份最後成交價平均數(根據新加坡證券交易所有限公司(「新交所」)公佈的官方名單釐定),或(2)折讓不得超過市價20%之折讓市價,行使彼等之購股權及認購依利安達新普通股,惟行使價不得低於以下最高價格:(i)本公司股份於授出日期之聯交所每日報價表所報收市價;及(ii)本公司股份於緊接授出日期前五個營業日之聯交所每日報價表所報收市價之平均收市價。

以市價或低於市價授出的購股權分別可於授出日期滿一週年或兩週年當日起行使,並於授出日期滿五週年屆滿。

二零一八年依利安達計劃之年期由採納日期起計為十年。依利安達可發行股份總數不得超過18,691,996股(即依利安達於本綜合財務報表獲授權發佈之日的已發行股份總數之10%)。

32. SHARE OPTIONS (continued)

(b) Employees' share option scheme of Elec & Eltek International Company Limited ("EEIC") (continued)

No qualifying participant who is a substantial Shareholder or an independent non-executive Director, or any of their respective associates shall be granted any options, which, if exercised in full, would result in the shares issued and issuable to such person under the 2018 EEIC Scheme in the 12-month period up to and including the proposed grant date for such options, unless such grant of options is approved in advance by the shareholders in general meeting: (a) representing in aggregate over 0.1% of the number of shares then in issue; and (b) having an aggregate value, based on the closing price of the shares as stated in the SGX's daily quotations sheets on each relevant date on which the grant of such options is made to such person under the relevant scheme, in excess of HK$5 million.

No qualifying participant who is a substantial shareholder or an independent non-executive director of EEIC, or any of their respective associates shall be granted any options, which, if exercised in full, would result in the shares issued and issuable to such person under the 2018 EEIC Scheme in the 12-month period up to and including the proposed grant date for such options, unless such grant of options is approved in advance by the shareholders of EEIC and of the Company in general meeting: (a) representing in aggregate over 0.1% of the number of shares then in issue; and (b) having an aggregate value, based on the closing price of the shares as stated in the SGX-ST's daily quotations sheets on each relevant date on which the grant of such options is made to such person under the relevant scheme, in excess of HK$5 million.

Share options may be accepted within 30 days after the relevant date of grant accompanied by, inter alia, payment of S$1.00 (or its equivalent) as consideration by the participants.

Since its adoption, no option was granted by EEIC pursuant to the 2018 EEIC Scheme. The 2018 EEIC scheme was terminated upon privatisation of EEIC on 25 September 2020.

32. 購股權(續)

(b) 依利安達集團有限公司(「依利安達」)僱員購股權計劃(續)

倘授予身為主要股東或獨立非執行董事的合資格參與者,或彼等各自的聯繫人的購股權獲悉數行使將導致建議授出日期(包括當日)前十二個月期間內根據二零一八年依利安達計劃而向該人士發行或將予發行之購股權股份:(a)合共超過已發行股份數目之0.1%,及(b)根據相關計劃向該人士授出購股權當日股份於新交所每日報價表所載收市價計算總值超過五百萬港元,則不得授出購股權,除非授出購股權獲股東於股東大會提前批准。

倘授予身為依利安達主要股東或獨立非執行董事的合資格參與者,或彼等各自的聯繫人的購股權獲悉數行使將導致建議授出日期(包括當日)前十二個月期間內根據二零一八年依利安達計劃而向該人士發行或將予發行之購股權股份:(a)合共超過已發行股份數目之0.1%,及(b)根據相關計劃向該人士授出購股權當日,股份於新交所每日報價表所載收市價計算總值超過五百萬港元,則不得授出購股權,除非授出購股權獲依利安達及本公司的股東於股東大會提前批准。

購股權可於相關授出日期起計30日內(其中包括)由參與者支付1.00新加坡幣(或其等值)作為代價予以接納。

直至本報告日期止,自採納計劃以來,根據二零一八年依利安達計劃,依利安達並無授出購股權。二零一八年依利安達計劃隨依利安達於二零二零年九月二十五日私有化後終止。

32. SHARE OPTIONS (continued)

(c) Employees' share option scheme of KLHL

The share option scheme of KLHL ("2017 KLHL Scheme") was approved by the shareholders and the shareholders of KLHL on 29 May 2017, and the 2017 KLHL Scheme took effect upon obtaining approval from the Listing Committee of the Stock Exchange on 2 November 2017. The purpose of the 2017 KLHL Scheme is to provide incentive or rewards to the eligible participants of the 2017 KLHL Scheme for their contribution to, and continuing efforts to promote the interests, of the KLHL Group (as defined below).

The 2017 KLHL Scheme is valid for a period of ten years. The directors of KLHL may, at its discretion, grant options to subscribe for shares in KLHL to eligible participants who contribute to the long-term growth and profitability of KLHL and include (i) any employee or proposed employee (whether full-time or part-time and including any executive director), consultants or advisers of or to KLHL, any of its subsidiaries or any entity ("KLHL's Invested Entity") in which KLHL and its subsidiaries (collectively referred to as the "KLHL Group") hold an equity interest; (ii) any non-executive directors (including independent non-executive directors) of KLHL, any of its subsidiaries or any KLHL's Invested Entity; (iii) any supplier of goods or services to any member of the KLHL Group or any KLHL's Invested Entity; (iv) any customer of the KLHL Group or any KLHL's Invested Entity; (v) any person or entity that provides research, development or other technological support to the KLHL Group or any KLHL's Invested Entity; and (vi) any shareholder of any member of the KLHL Group or any KLHL's Invested Entity.

32. 購股權(續)

(c) 建滔積層板僱員購股權計劃

建滔積層板購股權計劃(「二零一七年建滔積層板計劃」)已於二零一七年五月二十九日獲得股東及建滔積層板股東批准，二零一七年建滔積層板計劃於二零一七年十一月二日獲得聯交所上市委員會批准後生效。二零一七年建滔積層板計劃的設立目的為在於激勵或獎勵二零一七年建滔積層板計劃合資格參與者對提高建滔積層板集團(定義見下文)的利益的貢獻及持續努力。

二零一七年建滔積層板計劃有效期為從生效日期起計十年。建滔積層板董事可酌情向合資格參與者授出可認購建滔積層板股份之購股權。合資格參與者為對建滔積層板長遠增長及盈利有貢獻之人士，包括(i)建滔積層板、其任何附屬公司(統稱「建滔積層板集團」)或任何建滔積層板或其附屬公司持有股權之實體(「建滔積層板投資實體」)之任何僱員或擬聘用僱員(不論全職或兼職，且包括任何執行董事)、諮詢顧問或顧問；(ii)建滔積層板、其任何附屬公司或任何建滔積層板投資實體之任何非執行董事(包括獨立非執行董事)；(iii)任何向建滔積層板集團任何成員公司或任何建滔積層板投資實體提供貨品或服務之供應商；(iv)建滔積層板集團或任何建滔積層板投資實體之任何客戶；(v)任何向建滔積層板集團或任何建滔積層板投資實體提供研究、開發或其他技術支援之人士或實體；及(vi)建滔積層板集團任何成員公司或任何建滔積層板投資實體之任何股東。

32. SHARE OPTIONS (continued)

(c) Employees' share option scheme of KLHL (continued)

The subscription price of KLHL's share in respect of any option granted under the 2017 KLHL Scheme must be at least the highest of (i) the closing price of the shares of KLHL as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option, which must be a business day; (ii) the average closing price of the shares of KLHL as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the option; and (iii) the nominal value of the shares of KLHL.

The option may be accepted by a participant within 28 days from the date of the offer for the grant of the option upon the payment of a consideration of HK$1. An option may be exercised at any time during a period to be determined and notified by the directors of KLHL to each grantee, and in the absence of such determination, from the date upon which the offer for the grant of the option is accepted but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination thereof. The directors of KLHL may, at their absolute discretion, fix any minimum period for which an option must be held, any performance targets that must be achieved and any other conditions that must be fulfilled before the options can be exercised upon the grant of an option to a participant.

The total number of shares of KLHL which may be issued upon exercise of all options to be granted under the KLHL Scheme and any other share option scheme of KLHL (excluding, for this purpose, options lapsed in accordance with the terms of the 2017 KLHL Scheme and any other share option scheme of KLHL) must not in aggregate exceed 10% of the total number of shares of KLHL in issue as at the date of approval of the 2017 KLHL Scheme by the shareholders and the shareholders of KLHL (i.e. 308,100,000 shares in KLHL, representing 10.0% of the total issued share capital of KLHL as at the date these consolidated financial statements are authorised for issue).

The maximum number of shares of KLHL which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2017 KLHL Scheme and any other share option scheme of KLHL must not exceed 30% of the issued share capital of KLHL from time to time.

The total number of shares of KLHL issued and to be issued upon exercise of the options granted (including both exercised and outstanding options) to each participant in any 12-month period must not exceed 1% of the share capital of KLHL then in issue unless approved by the shareholders of KLHL and the Company in general meetings.

32. 購股權(續)

(c) 建滔積層板僱員購股權計劃(續)

任何根據二零一七年建滔積層板計劃授出之購股權所涉及建滔積層板股份之認購價必須不能低於以下最高價格：(i)建滔積層板股份於購股權授出日期(必須為營業日)之聯交所每日報價表所報收市價；(ii)建滔積層板股份於緊接購股權授出日期前五個營業日之聯交所每日報價表所報收市價之平均收市價；及(iii)建滔積層板股份之面值。

參與者可於獲提呈授出購股權之日起計28天內，透過支付代價1港元接納購股權。購股權可於建滔積層板董事釐定及通知各承授人之期間內隨時行使，倘無釐定有關期間，則由購股權授出建議獲接納之日開始，並於任何情況下不遲於購股權授出日期起計十年之日為止，惟須受二零一七年建滔積層板計劃之提早終止條文所限。建滔積層板董事可全權酌情向參與者訂定行使所授出之購股權前必須持有之最短期間、任何須予達成之表現目標及任何其他須予達成之條件。

根據建滔積層板計劃及建滔積層板任何其他購股權計劃授出之所有購股權(就此而言不包括按照二零一七年建滔積層板計劃及建滔積層板任何其他購股權計劃之條款已失效之購股權)獲行使時可予發行之建滔積層板股份總數，合共不得超過建滔積層板於股東及建滔積層板股東批准二零一七年建滔積層板計劃當日已發行股份總數之10%(即308,100,000股建滔積層板股份，佔於本綜合財務報表日期建滔積層板已發行股本總數10.0%)。

根據二零一七年建滔積層板計劃及建滔積層板任何其他購股權計劃所有授出而尚未行使及有待行使之購股權獲行使時可予發行之建滔積層板股份數目，最多不得超過建滔積層板不時之已發行股本30%。

於任何十二個月期間內向各參與者授出之購股權(包括已行使及未行使購股權)獲行使而已發行及將予發行之建滔積層板股份總數，不得超過建滔積層板當時已發行股本之1%，除非獲建滔積層板及本公司之股東於股東大會批准則作別論。

32. SHARE OPTIONS (continued)

32. 購股權(續)

(c) Employees' share option scheme of KLHL (continued)

A summary of movements of the number of share options under the KLHL Scheme for the year is as follows:

(c) 建滔積層板僱員購股權計劃(續)

年內，建滔積層板計劃項下之購股權數目變動概要如下：

Date of grant 授出日期	Balance at 1 January 2019 於二零一九年一月一日之結餘	Grant during the year ended 31 December 2019 於截至二零一九年十二月三十一日止年度授出 (Note i) (附註i)	Balance at 31 December 2019 於二零一九年十二月三十一日的結餘	Exercised during the year 於年內行使 (Note v) (附註v)	Balance at 31 December 2020 於二零二零年十二月三十一日之結餘	Exercised price per share 每股行使價	Exercisable period 行使期
Granted to the directors of KLHL on (Note ii): *授予建滔積層板董事(附註ii)：*							
3 April 2019 二零一九年四月三日	–	26,200,000	26,200,000	(26,200,000)	–	HK$8.39 8.39港元	3 April 2019 to 2 April 2029 *(Note i)* 二零一九年四月三日至二零二九年四月二日*(附註i)*
Granted to employees on (Note iii): *授予僱員(附註iii)：*							
3 April 2019 二零一九年四月三日	–	12,800,000	12,800,000	(12,800,000)	–	HK$8.39 8.39港元	3 April 2019 to 2 April 2029 *(Note i)* 二零一九年四月三日至二零二九年四月二日*(附註i)*
	–	39,000,000	39,000,000	(39,000,000)	–		
Exercisable at *於以下日期可予行使*							
1 January 2019 二零一九年一月一日	–						
31 December 2019 二零一九年十二月三十一日	39,000,000						
31 December 2020 二零二零年十二月三十一日	–						

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32. SHARE OPTIONS (continued)

(c) Employees' share option scheme of KLHL (continued)

Note:

(i) During the year ended 31 December 2019, 39,000,000 options were granted by the KLHL on 3 April 2019 under the 2017 KLHL scheme of the KLHL, of which 26,200,000 options were granted to directors of KLHL and 12,800,000 were granted to employees of KLHL. The closing price of the KLHL's shares on 2 April 2019 (namely the date immediately before the aforesaid grant date) is HK$8.49. The estimated fair value of the aforesaid options was HK$96,609,000, of which HK$64,901,000 was attributable to the options granted to directors of KLHL while HK$31,708,000 was attributable to the options granted to employees of KLHL. The fair value of each of the abovementioned options was identical, namely HK$2.48. All share options were vested on the date of grant, 3 April 2019.

(ii) Including the interests of 550,000 share options of Mr. Leung Tai Chiu, a director of KHL (resigned on 31 October 2020) and KLHL.

(iii) Including the interests of 11,300,000 share options of spouse of Mr. Ho Yin Sang, a director of KHL. The spouse of Mr. Ho Yin Sang is an employee of KLHL.

(iv) No share option was granted in 2020.

(v) During the year ended 31 December 2020, all 39,000,000 options in KLHL at an exercise price of HK$8.39 per share were exercised. The weighted average closing price of the KLHL's share granted on the Stock Exchange on the five trading days immediately before the exercise date was HK$10.71. The amount of approximately HK$96,609,000 was reclassified from share-based payments reserve to share premium.

32. 購股權(續)

(c) 建滔積層板僱員購股權計劃(續)

附註：

(i) 截至二零一九年十二月三十一日止年度，建滔積層板於二零一九年四月三日根據二零一七年建滔積層板購股權計劃授出39,000,000份購股權，其中26,200,000份購股權授予建滔積層板董事，12,800,000份授予建滔積層板僱員。建滔積層板股份於二零一九年四月二日的收市價(即緊接上述授出日期前一日)為8.49港元。上述購股權之估計公平值為96,609,000港元，其中授予建滔積層板董事的購股權應佔64,901,000港元，授予建滔積層板僱員的購股權應佔31,708,000港元。上述各份購股權的公平值相同，為2.48港元。所有購股權已於授出日期二零一九年四月三日歸屬。

(ii) 包括建滔集團及建滔積層板董事梁體超先生(於二零二零年十月三十一日辭任)550,000份購股權的權益。

(iii) 包括建滔集團董事何燕生先生的配偶11,300,000份購股權的權益。何燕生先生的配偶為建滔積層板僱員。

(iv) 概無購股權於二零二零年授出。

(v) 截至二零二零年十二月三十一日止年度，於建滔積層板的全部39,000,000股股份每股行使價8.39港元的購股權獲行使。建滔積層板於聯交所緊接行使日期前五個交易日已授出的股份的加權平均收市價為10.71港元。約96,609,000港元的金額從購股權儲備被重新分類至股份溢價。

32. SHARE OPTIONS (continued)

(c) Employees' share option scheme of KLHL (continued)

During the year ended 31 December 2019, options were granted on 3 April 2019. The estimated fair values of the options granted on those dates are HK$96,609,000.

These fair value was calculated using the Binomial model. The inputs into the model were as follows:

32. 購股權(續)

(c) 建滔積層板僱員購股權計劃(續)

截至二零一九年十二月三十一日止年度，購股權於二零一九年四月三日授出。於該日授出的購股權之估計公平值為96,609,000港元。

公平值採用二項模式計算估值。該模式的輸入數據如下：

		2019 二零一九年 Directors 董事	 Employees 僱員
Share price at grant date	授出日期股價	HK$8.39 8.39港元	HK$8.39 8.39港元
Exercise price	行使價	HK$8.39 8.39港元	HK$8.39 8.39港元
Expected volatility	預期波幅	42.40%	42.40%
Expected life	預期有效年期	10 years 10年	10 years 10年
Risk free rate	無風險利率	1.67%	1.67%
Expected dividend yield	預期股息率	6.26%	6.26%
Early exercise multiple	提前行使賠數	2.8x 2.8倍	2.2x 2.2倍

Expected volatility was determined by using the historical volatility of the Company's share price over the previous 10 years. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

The Group recognised no expense for the year ended 31 December 2020 (2019: HK$96,609,000) in relation to share options granted by the Company.

The Binomial model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

預期波幅乃根據本公司股價於過去十年之歷史波幅釐定。在管理層慎重估算下，模式中之預期有效年期已因應購股權之不可轉讓性、行使限制及行為等考慮因素之影響而有所調整。

截至二零二零年十二月三十一日止年度，本集團就本公司授出的購股權確認無任何開支(二零一九年：96,609,000港元)。

二項模式已用於評估購股權公平值。計算購股權公平值之變數及假設乃基於董事之最佳評估。購股權價值隨某些主觀假設之變數不同而變化。

33. NON-CONTROLLING INTERESTS

33. 非控股權益

		Share of net assets of subsidiaries 應佔附屬公司資產淨值 HK$'000 千港元	Share-based payments reserve of a subsidiary 一間附屬公司之購股權儲備 HK$'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	7,300,286	–	7,300,286
Acquisitions of additional interests in subsidiaries	收購附屬公司額外權益	(424,874)	–	(424,874)
Share of net changes arising from debt instruments and equity instruments at FVTOCI (Note)	應佔按公平值計入其他全面收益債務工具及權益工具產生的變動淨值(附註)	131,134	–	131,134
Share of exchange differences arising from translation of foreign operations	應佔因折算外地經營而產生之匯兑差額	(2,591)	–	(2,591)
Share of exchange differences arising from translation to presentation currency	應佔因折算呈報貨幣而產生之匯兑差額	(42,136)	–	(42,136)
Share of profit for the year	應佔本年度溢利	674,559	–	674,559
Recognition of equity-settled share-based payments	確認以權益結算的股份形式付款	–	96,609	96,609
Disposal of partial interests in a subsidiary	出售一間附屬公司的部份權益	372,765	–	372,765
Capital contribution from non-controlling shareholders of a subsidiary	附屬公司非控股股東出資額	128,000	–	128,000
Dividends paid to non-controlling shareholders of subsidiaries	支付予附屬公司之非控股股東之股息	(452,667)	–	(452,667)
At 31 December 2019	於二零一九年十二月三十一日	7,684,476	96,609	7,781,085
Acquisitions of additional interests in subsidiaries	收購附屬公司額外權益	(1,675,312)	–	(1,675,312)
Share of net changes arising from debt instruments and equity instruments at FVTOCI (Note)	應佔按公平值計入其他全面收益債務工具及權益工具產生的變動淨值(附註)	(41,904)	–	(41,904)
Share of exchange differences arising from translation of foreign operations	應佔因折算外地經營而產生之匯兑差額	725	–	725
Share of exchange differences arising from translation to presentation currency	應佔因折算呈報貨幣而產生之匯兑差額	304,344	–	304,344
Share of profit for the year	應佔本年度溢利	1,125,469	–	1,125,469
Issue of new shares from exercise of share option	行使購股權而發行的新股份	96,609	(96,609)	–
Disposal of a subsidiary	出售一間附屬公司	55,296	–	55,296
Capital redemption from non-controlling shareholders of a subsidiary	從一間附屬公司非控股股東贖回資本	(358,400)	–	(358,400)
Dividends paid to non-controlling shareholders of subsidiaries	支付予附屬公司之非控股股東之股息	(2,257,500)	–	(2,257,500)
At 31 December 2020	於二零二零年十二月三十一日	4,933,803	–	4,933,803

Note: Share of net changes arising from debt instruments and equity instruments at FVTOCI consist of loss on fair value changes on debt instruments amounting to HK$16,531,000 (2019: gain on fair value changes amounting to HK$161,849,000), cumulative gain reclassified to profit or loss upon disposal of debt instruments amounting to HK$23,517,000 (2019: HK$30,347,000) and fair value loss on equity instruments amounting to HK$1,856,000 (2019: fair value loss amounting to HK$368,000).

附註： 應佔按公平值計入其他全面收益的債務工具及權益工具產生的變動淨值包括債務工具公平值變動虧損16,531,000港元(二零一九年：公平值變動收益161,849,000港元)、出售債務工具時重新分類至損益累計收益23,517,000港元(二零一九年：30,347,000港元)以及權益工具公平值虧損1,856,000港元(二零一九年：公平值虧損368,000港元)。

34. ACQUISITION OF SUBSIDIARIES

(a) On 8 January 2019, the Group acquired 100% equity interests in certain subsidiaries (the “Target companies”) from Hallgain Investments Limited, a wholly owned subsidiary of a substantial shareholder of the Group, for a consideration of HK$909,750,000. The Target companies are property holding companies and owns certain investment properties in Hong Kong.

The acquisition was determined by the Directors to be acquisitions of assets and liabilities through acquisition of subsidiaries rather than a business combination as the assets acquired and liabilities assumed did not constitute a business as defined under HKFRS 3 (revised) “Business Combinations”.

34. 收購附屬公司

(a) 於二零一九年一月八日，本集團向其一名主要股東全資擁有的附屬公司Hallgain Investments Limited收購若干附屬公司(「目標公司」)的100%權益，代價為909,750,000港元。目標公司為物業控股公司，在香港擁有若干投資物業。

董事斷定該收購屬通過收購附屬公司(並非通過業務合併)收購資產及負債，因為該等獲收購資產及承擔的負債並無構成香港財務申報準則第3號(經修訂)「業務合併」界定的業務。

Consideration transferred **已轉讓代價**

		HK$'000 千港元
Cash	現金	909,750
Assets acquired and liabilities recognised at the date of acquisition:	於收購日期獲收購資產及獲確認負債：	
Investment properties	投資物業	915,035
Trade and other receivables	貿易及其他應收賬款	305
Taxation recoverable	可收回稅項	771
Bank balances and cash	銀行結餘及現金	4,823
Trade and other payables	貿易及其他應付賬款	(5,087)
Taxation payable	應繳稅項	(4)
Deferred tax liabilities	遞延稅項負債	(6,093)
		909,750
Net cash outflow on acquisition of subsidiary:	收購附屬公司的現金流出淨額：	
Cash consideration paid	已付現金代價	909,750
Less: Cash and cash equivalent balances acquired	減：已收購的現金及現金等價物結餘	(4,823)
		904,927

34. ACQUISITION OF SUBSIDIARIES (continued)

34. 收購附屬公司(續)

(b) On 14 August 2019, the Group acquired 100% of the issued share capital of an entity (the "Entity 1") for a consideration of HK$600,000,000 from Hallgain Investments Limited, a wholly owned subsidiary of a substantial shareholder of the Group. This acquisition has been accounted for using the acquisition method. The amount of goodwill arising as a result of the acquisition was HK$203,452,000. The Entity 1 and its subsidiaries are engaged in the sale and manufacture of PCBs. The entity was acquired so as to continue the expansion of the Group's PCB operations.

(b) 於二零一九年八月十四日，本集團以代價600,000,000港元向其一名主要股東全資擁有的附屬公司Hallgain Investments Limited收購一間實體(「實體1」)的100%已發行股本。此收購已運用收購法入賬。收購所產生的商譽為203,452,000港元。實體1及其附屬公司從事銷售及製造印刷線路板。我們收購該實體，以繼續擴展本集團之印刷線路板營運。

Consideration transferred

已轉讓代價

		HK$'000 千港元
Cash	現金	600,000

Acquisition-related costs amounting to HK$727,000 have been excluded from the consideration transferred and have been recognised as an expense in the prior year and included in the "administrative costs" line item in the consolidated statement of profit or loss.

與收購相關的成本727,000港元並無計入已轉讓代價，並已於上一年度確認為開支，及計入綜合損益表「行政成本」一項。

Assets acquired and liabilities recognised at the date of acquisition are as follows:

於收購日期收購的資產及確認的負債如下：

		HK$'000 千港元
Property, plant and equipment	物業、廠房及設備	319,042
Right-of-use assets	使用權資產	95,936
Intangible asset	無形資產	37,800
Inventories	存貨	65,010
Trade and other receivables	貿易及其他應收賬款	412,732
Bank balances and cash	銀行結餘及現金	59,387
Trade and other payables	貿易及其他應付賬款	(551,787)
Lease liabilities	租賃負債	(3,024)
Bank borrowings	銀行借貸	(32,500)
Deferred tax liabilities	遞延税項負債	(6,048)
		396,548

34. ACQUISITION OF SUBSIDIARIES (continued)

(b) (continued)

The fair value of trade and other receivables at the date of acquisition amounted to HK$412,732,000. The gross contractual amounts of those trade and other receivables acquired amounted to HK$412,732,000 at the date of acquisition. All contractual receivables at acquisition date are expected to be recoverable.

Goodwill arising on acquisition:

		HK$'000 千港元
Consideration transferred	已轉讓代價	600,000
Less: Fair value of identified net assets acquired	減：已收購識別資產淨值的公平值	(396,548)
		203,452

Goodwill arose in the acquisition of a subsidiary because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled workforce of a subsidiary. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

None of the goodwill arising on these acquisitions is expected to be deductible for tax purposes.

34. 收購附屬公司(續)

(b) (續)

於收購日期，貿易及其他應收賬款的公平值為412,732,000港元。於收購日期收購的該等貿易及其他應收賬款之合約總額為412,732,000港元。所有於收購日期的合約應收賬款預期將可收回。

收購產生的商譽：

由於合併成本包括控制權溢價，因此收購一間附屬公司將產生商譽。此外，就合併支付的代價實際上包括與預期協同效應相關的得益、營業額增長、未來市場發展及一間附屬公司的全體勞工。此等利益並無於商譽以外獨立確認，因其不符合可識別無形資產的確認標準。

概無有關收購所產生的商譽預期可作扣稅用途。

34. ACQUISITION OF SUBSIDIARIES (continued)

34. 收購附屬公司（續）

(b) (continued)

Net cash outflow on acquisition of a subsidiary

(b) （續）

收購一間附屬公司的現金流出淨額

		HK$'000 千港元
Cash consideration paid	已付現金代價	600,000
Less: cash and cash equivalent balances acquired	減：已收購的現金及現金等價物結餘	(59,387)
		540,613

Included in the profit for the year ended 31 December 2019 is HK$17,546,820 attributable to the additional business generated by the Entity 1. Revenue for the year 31 December 2019 includes HK$387,865,230 generated from the Entity 1.

截至二零一九年十二月三十一日止年度的溢利包括實體1產生之額外業務應佔的17,546,820港元。截至二零一九年十二月三十一日止年度的營銷額包括實體1產生之387,865,230港元。

Had the acquisition been completed on 1 January 2019, total group revenue for the year ended 31 December 2019 would have been HK$41,640 million, and profit for the year would have been HK$3,799 million. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2019, nor is it intended to be a projection of future results.

倘收購於二零一九年一月一日已完成，年內集團總營業額將為41,640,000,000港元，年內溢利本會為3,799,000,000港元。備考資料僅供說明，並非顯示本集團在收購事項已於二零一九年一月一日完成的假設下確實達致的營業額及經營業績，亦不擬作為未來業績的估算。

35. DISPOSAL OF SUBSIDIARIES

35. 出售附屬公司

(a) On 1 September 2020, the Group disposed of its entire equity interest in a subsidiary, Jiangyin Guotao Real Estate Co., Ltd. (江陰國滔置業有限公司), a subsidiary holding the properties held for development in the PRC, to an independent third party for a cash consideration of RMB199,000,000 (equivalent to approximately HK$223,870,000). The net assets at the end of disposal are as follows:

(a) 於二零二零年九月一日，本集團以現金代價人民幣199,000,000元（相當於約223,870,000港元）出售其於一間持有中國待發展物業的附屬公司江陰國滔置業有限公司的全部股權予獨立第三方。出售事項結束時之資產淨額如下：

Consideration received:

已收代價：

		HK$'000 千港元
Total cash consideration received	已收現金代價總額	223,870

Analysis of assets and liabilities over which control was lost:

已失去控制權的資產及負債的分析：

Properties held for development	待發展物業	186,195
Other receivables	其他應收賬款	11,828
Shareholder's loan	股東貸款	(166,431)
Other payables	其他應付賬款	(1,795)
Net assets disposed of	出售之資產淨額	29,797
Assignment of shareholder's loan	股東貸款轉讓	166,431
		196,228

Gain on disposal of a subsidiary: **出售一間附屬公司之收益：**

Cash consideration received	已收現金代價	223,870
Net assets disposed of	出售之資產淨額	(196,228)
		27,642

Net cash inflow arising on disposal:

出售產生之現金流入淨額：

		2020 二零二零年 **HK$'000** 千港元
Cash consideration	現金代價	**223,870**

35. DISPOSAL OF SUBSIDIARIES (continued)

35. 出售附屬公司(續)

(b) On 5 March 2020, the Group disposed of its entire equity interest in a subsidiary, Shanxi Kingboard Wanxinda Chemical Limited (山西建滔萬鑫達化工有限責任公司), to the non-controlling shareholder of the subsidiary, for a cash consideration of RMB60,000,000 (equivalent to approximately HK$66,999,000). The net liabilities at the end of disposal are as follows:

(b) 於二零二零年三月五日，本集團以現金代價人民幣60,000,000元(相當於約66,999,000港元)出售其於一間附屬公司山西建滔萬鑫達化工有限責任公司的全部股權予該附屬公司的非控股股東臨汾萬鑫達焦化有限責任公司。出售事項結束時之負債淨額如下：

Consideration received:

已收代價：

		HK$'000 千港元
Total cash consideration received	已收現金代價總額	66,999

Analysis of assets and liabilities over which control was lost:

已失去控制權的資產及負債的分析：

Properties, plant and equipment	物業、廠房及設備	207,092
Right-of-use assets	使用權資產	4,928
Inventories	存貨	8,950
Other receivables and prepayments	其他應收賬款及預付款項	29,893
Bills receivables	應收票據	24,319
Bank balances and cash	銀行結餘及現金	1,933
Trade and other payables	貿易及其他應付賬款	(267,546)
Shareholder's loan	股東貸款	(135,337)
Net liabilities disposed of	出售之負債淨額	(125,768)
Waive of shareholder's loan	股東貸款豁免	135,337
		9,569

Gain on disposal of a subsidiary:

出售一間附屬公司之收益：

Cash consideration received	已收現金代價	66,999
Net assets disposed of	出售之資產淨額	(9,569)
Non-controlling interests	非控股權益	(55,296)
		2,134

Net cash inflow arising on disposal:

出售產生之現金流入淨額：

		2020 **二零二零年** **HK$'000** **千港元**
Cash consideration	現金代價	**66,999**
Less: bank balances and cash disposed of	減：出售之銀行餘額及現金	**(1,933)**
		65,066

36. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of bank borrowings and lease liabilities, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, other reserves and retained profits as disclosed in the consolidated statement of changes in equity.

The Directors review the capital structure on a semi-annual basis. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. In the opinion of the Directors, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

36. 資本風險管理

本集團管理其資本以確保通過優化債務與股本結存為權益持有人爭取最高回報，使本集團旗下實體能夠持續經營。本集團之整體策略與過往年度相同。

誠如綜合權益變動表所披露，本集團之資本結構包括銀行借貸及租賃負債(扣除現金及現金等價物)及本公司持有人應佔權益(包括已發行股本、其他儲備及保留溢利)。

董事每半年審閱資本結構。作為審閱一部分，董事將考慮資本成本，及與各類別資本相關之風險。董事認為，本集團將通過支付股息、發行新股、購回股份、發行新債或者贖回現有債項，以平衡整體資本結構。

37. FINANCIAL INSTRUMENTS

37. 金融工具

(a) Categories of financial instruments

(a) 金融工具類別

		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	按攤銷成本計量的金融資產	**18,870,434**	18,502,970
Equity instruments at FVTPL	按公平值計入損益的權益工具	**5,661,511**	2,857,421
Equity instruments at FVTOCI	按公平值計入其他全面收益的權益工具	**–**	162,918
Debt instruments at FVTOCI	按公平值計入其他全面收益的債務工具	**2,203,347**	7,882,544
		26,735,292	29,405,853
Financial liabilities	**金融負債**		
Amortised cost	攤銷成本		
– trade and other payables	–貿易及其他應付賬款	**4,246,956**	3,966,409
– bills payables	–應付票據	**377,036**	359,920
– bank borrowings	–銀行借貸	**17,230,846**	24,409,909
		21,854,838	28,736,238

37. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies

Details of the Group's financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

Currency risk

Several subsidiaries of the Company have foreign currency sales and purchases, which expose the Group to foreign currency risk. Approximately 7.1% (2019: 7.3%) of the Group's sales are denominated in currencies other than the functional currency of the group entities making the sale, whilst almost 9.1% (2019: 4.6%) of purchases are denominated in currencies other than the functional currency of the relevant group entities.

The carrying amount of the Group's foreign currency denominated monetary assets and liabilities at the end of the reporting period are disclosed in respective notes. The management continuously monitors the foreign exchange exposure and will consider hedging foreign currency risk should the need arise.

37. 金融工具（續）

(b) 財務風險管理目標及政策

本集團的金融工具詳情於相關附註披露。該等金融工具相關之風險包括市場風險（貨幣風險、利率風險及其他價格風險）、信貸風險及流動資金風險。降低該等風險之政策載列如下。管理層管理及監控該等風險，以確保及時和有效地採取適當之措施。

市場風險

貨幣風險

本公司若干附屬公司以外幣進行銷售及採購，令本集團承受外幣風險。本集團約7.1%（二零一九年：7.3%）的銷售並非以進行銷售的集團實體之功能貨幣列值，而約9.1%（二零一九年：4.6%）的採購並非以相關集團實體的功能貨幣列值。

本集團以外幣列值的貨幣資產及負債於報告期結束時之賬面值於相關附註披露。管理層持續監控外匯風險，並將於有需要時考慮對沖外匯風險。

37. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Market risk (continued)

Currency risk (continued)

Sensitivity analysis

The Group is mainly exposed to fluctuation against foreign currencies of US$, HK$, Euro and GBP. The following table details the Group's sensitivity to a 5% (2019: 5%) increase and decrease in functional currency of respective group entities against the relevant foreign currencies, excluding the exposures on balances denominated in US$ of respective group entities of which functional currencies are HK$, since the directors of the Company are of the option that such exposures are not significant as HK$ is pegged to US$. 5% (2019: 5%) represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only the outstanding monetary items denominated in foreign currency and adjusts their translation at the end of the reporting period for a 5% (2019: 5%) changes in foreign currency rates. The sensitivity analysis includes trade and other receivables, bank balances and cash, trade and other payables, as well as bank borrowings. A positive (negative) number below indicates an increase (decrease) in post-tax profit for the year where functional currency of each group entity strengthens 5% (2019: 5%) against the relevant foreign currency. For a 5% (2019: 5%) weakening of functional currency of each group entity against the relevant foreign currency, there would be an equal and opposite impact on the post-tax profit for the year.

37. 金融工具(續)

(b) 財務風險管理目標及政策(續)

市場風險(續)

貨幣風險(續)

敏感度分析

本集團主要面對美元、港元、歐元及英鎊的外幣波動風險。下表詳述本集團對各集團實體功能貨幣兑相關外幣升跌5%(二零一九年:5%)的敏感度,不包括功能貨幣為港元的各集團實體以美元計值的結餘的風險,由於港元與美元掛鉤,本公司董事認為有關風險並不重大。5%(二零一九年:5%)乃管理層對外匯匯率可能出現之合理變動的評估。敏感度分析僅包括尚未到期以外幣列值的貨幣項目,對報告期間結束日之外匯匯率5%(二零一九年:5%)變動作兑換調整。敏感度分析包括貿易及其他應收賬款、銀行結餘及現金、貿易及其他應付賬款及銀行借貸。正數指各集團實體的功能貨幣兑相關外幣升值5%(二零一九年:5%)時,本年度除税後溢利有所增加。當各集團實體的功能貨幣兑相關外幣貶值5%(二零一九年:5%)時,可能對本年度除税後溢利有同等相反的影響。

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
US$	美元	**(11,357)**	(21,543)
HK$	港元	**4,503**	341
Euro	歐元	**(336)**	(336)
GBP	英鎊	**(739)**	(2,729)

In the opinion of the Directors, the sensitivity analysis is unrepresentative of inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

董事認為,由於年末風險不反映年內風險,故敏感度分析未能代表內在的外匯風險。

37. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Market risk (continued)

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate loan receivable (see Note 23 for details of the loan receivable), listed bond securities with fixed coupon interest (see Note 22 for details of these listed bond securities) and fixed-rate lease liabilities (see Note 30 for detail of these lease liabilities). The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook.

The Group's bank balances, entrusted loans and variable-rate borrowings have exposure to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate.

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR, LIBOR and LPR (2019: HIBOR, LIBOR and LPR) arising from the Group's bank borrowings.

Sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to interest rates for entrusted loans, bank borrowings and debt instruments at FVTOCI at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis points (2019: 50 basis points) increase or 50 basis points (2019: 50 basis points) decrease are used and represents management's assessment of the reasonably possible change in interest rates. Bank balances are excluded from sensitivity analysis as the Directors consider that the exposure of cash flow interest rate risk arising from variable-rate bank balances is insignificant.

37. 金融工具(續)

(b) 財務風險管理目標及政策(續)

市場風險(續)

利率風險

本集團承擔由固定息率應收貸款(應收貸款詳情見附註23)、附帶固定息券的上市債券證券(該等上市債券證券詳情見附註22)及固定息率租賃負債(租賃負債詳情見附註30)所產生之公平值利率風險。本集團通過評估利率水平及前景所產生的任何利率變動所產生的潛在影響管理其利率風險。

由於現行市場利率波動,本集團之銀行結餘、委託貸款及浮息借貸面臨現金流量利率風險。

本集團承受金融負債的利率風險的詳情,見本附註流動資金風險管理一節。本集團的現金流量利率風險主要集中於本集團銀行借貸面臨的香港銀行同業拆息、倫敦銀行同業拆息及貸款市場報價利率(二零一九年:香港銀行同業拆息、倫敦銀行同業拆息及貸款市場報價利率)波動。

敏感度分析

以下敏感度分析根據報告期間結束當日委託貸款、銀行借貸及按公平值計入其他全面收益的債務工具的利率風險釐定。編製該分析時,假設於報告期間結束當日未到期之金融工具於整年度仍未到期。50個基點(二零一九年:50個基點)增加或50個基點(二零一九年:50個基點)減少為所用的敏感度,亦是管理層對利率合理潛在變動的評估。敏感度分析並無包括銀行結餘,原因為董事認為,浮息銀行結餘產生的現金流量利率風險不大。

37. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Market risk (continued)

Interest rate risk (continued)

Sensitivity analysis (continued)

If interest rate had been 50 basis points (2019: 50 basis points) higher and all other variables were held constant, the Group's:

- post-tax profit for the year ended 31 December 2020 would decrease by approximately HK$69,882,000 (2019: decrease by approximately HK$99,752,000) as a result of the Group's exposure to interest rates on its entrusted loans and variable-rate borrowings; and

- the investment valuation reserve for the year ended 31 December 2020 would decrease by approximately HK$14,440,000 (2019: decrease by approximately HK$84,173,000) as a result of the change in the fair value of debt instruments at FVTOCI with fixed coupon interest.

If interest rate had been 50 basis points (2019: 50 basis points) lower and all other variables were held constant, the Group's:

- post-tax profit for the year ended 31 December 2020 would increase by approximately HK$69,882,000 (2019: increase by approximately HK$99,752,000) as a result of the Group's exposure to interest rates on its entrusted loans and variable-rate borrowings; and

37. 金融工具（續）

(b) 財務風險管理目標及政策（續）

市場風險（續）

利率風險（續）

敏感度分析（續）

倘利率升50個基點（二零一九年：50個基點），而所有其他因素不變，本集團：

- 由於本集團承受委託貸款及浮息借貸之利率風險，截至二零二零年十二月三十一日止年度之除税後溢利減少約69,882,000港元（二零一九年：減少約99,752,000港元）；及

- 截至二零二零年十二月三十一日止年度投資重估儲備將減少約14,440,000港元（二零一九年：減少約84,173,000港元），理由是附帶固定息券的按公平值計入其他全面收益的債務工具公平值變動。

倘利率跌50個基點（二零一九年：50個基點），而所有其他因素不變，本集團：

- 由於本集團承受委託貸款及浮息借貸之利率風險，截至二零二零年十二月三十一日止年度之除税後溢利增加約69,882,000港元（二零一九年：增加約99,752,000港元）。

37. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Market risk (continued)

Interest rate risk (continued)

Sensitivity analysis (continued)

- the investment valuation reserve for the year ended 31 December 2020 would increase by approximately HK$14,490,000 (2019: increase by approximately HK$84,173,000) as a result of the change in the fair value of debt instruments at FVTOCI with fixed coupon interest.

In the opinion of the Directors, the sensitivity analysis is unrepresentative of inherent interest rate risk as the year end exposure does not reflect the exposure during the year.

Price risk

The Group is exposed to equity and debt price risk through its investments in equity instruments measured at FVTPL and FVTOCI and debt instruments at FVTOCI. For equity instruments measured at FVTPL quoted in the Stock Exchange, the management manages this exposure by maintaining a portfolio of investments with different risks. In addition, the Group also invested in certain unquoted equity securities for investees for long term strategic purposes. The Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

Sensitivity analysis

The sensitivity analyses have been determined based on the exposure to equity and debt price risk at the reporting date.

If the prices of the respective equity instruments had been 10% (2019: 10%) higher/lower, the post-tax profit for the year ended 31 December 2020 would increase/decrease by HK$527,644,000 (2019: increase/decrease by HK$238,627,000) as a result of the changes in fair value of equity investments at FVTPL.

37. 金融工具（續）

(b) 財務風險管理目標及政策（續）

市場風險（續）

利率風險（續）

敏感度分析（續）

- 截至二零二零年十二月三十一日止年度投資重估儲備將增加約14,490,000港元（二零一九年：增加約84,173,000港元），理由是附帶固定息券的按公平值計入其他全面收益的債務工具公平值變動。

董事認為，由於年底風險並不反映年內風險，故敏感度分析對固有的利率風險而言並無代表性。

價格風險

本集團因投資於按公平值計入損益及按公平值計入其他全面收益的權益工具及按公平值計入其他全面收益的債務工具而承擔股本及債務價格風險。就於聯交所報價的按公平值計入損益計量的權益工具而言，管理層藉持有不同風險之投資組合管理此類風險。此外，本集團亦投資於投資對象的若干非報價股本證券作長線策略用途。本集團已委任專責團隊監察價格風險，需要時將考慮對沖有關風險。

敏感度分析

敏感度分析乃根據報告日期所承擔的股本及債務價格風險而釐定。

倘各權益工具之價格增加／減少10%（二零一九年：10%），於截至二零二零年十二月三十一日止年度的之除稅後溢利將增加／減少527,644,000港元（二零一九年：增加／減少238,627,000港元），乃由於按公平值計入損益之權益投資公平值變動所致。

37. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Market risk (continued)

Price risk

Sensitivity analysis

If the prices of the respective debt instruments had been 10% (2019: 10%) higher/lower, the investment revaluation reserve for the year ended 31 December 2020 would increase/decrease by HK$220,335,000 (2019: increase/decrease by HK$788,254,000) as a result of the changes in fair value of investments at FVTOCI.

Credit risk and impairment assessment

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations at the end of the reporting period in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position.

Trade receivables arising from contracts with customer

In order to minimise the credit risk, the Directors have delegated the management to be responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. Before accepting any new customer, the Group uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. The Group monitors any changes in the credit quality of the trade receivables since the credit was grant and up to the end of the reporting period. Limits and scoring attributed to customers are reviewed twice a year. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

Except for credit-impaired trade receivables which are assessed for impairment individually, the remaining trade receivables are grouped based on shared credit risk characteristics by reference to the Group's internal credit ratings. Details of the quantitative disclosures are set out below in this note.

37. 金融工具(續)

(b) 財務風險管理目標及政策(續)

市場風險(續)

價格風險(續)

敏感度分析(續)

倘各債務工具之價格增加／減少10%(二零一九年:10%),於截至二零二零年十二月三十一日止年度的之投資重估儲備將增加／減少220,335,000港元(二零一九年:增加／減少788,254,000港元),乃由於按公平值計入其他全面收益之投資公平值變動所致。

信貸風險及減值評估

倘交易方於報告期末未能履行彼等就各類已確認金融資產之承擔,則本集團須承受之最高信貸風險為於綜合財務狀況表所載該等資產賬面值。

由客戶合約產生的貿易應收賬款

為將信貸風險降至最低,董事已委派管理層負責制訂信貸限額、信貸審批及其他監控程序,以確保採取跟進措施收回逾期未付之債項。在接納任何新客戶前,本集團運用內部信貸評分制度評估潛在客戶之信用質素,並按客戶釐定信貸限額。自早前授出信貸起至報告期間結束為止,本集團監察貿易應收賬款信用質素之任何變動。客戶之限額及評分每年審閱兩次。本集團亦設有其他監控程序,以確保採取跟進措施收回逾期未付之債項。就此而言,本公司董事認為,本集團之信貸風險已大幅降低。

除個別進行減值評估的信貸減值貿易應收賬款外,其餘貿易應收賬款參照本集團內部信貸評級,基於共同信貸風險特徵加以分組。定量披露詳情載於本附註下文。

37. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Collective assessments

As part of the Group's credit risk management, the Group applies internal credit rating for its customers. The following table provides information about the exposure to credit risk for trade receivables which are assessed collectively as at 31 December 2020 and 2019 within lifetime ECL (not credit-impaired). Credit-impaired debtors with gross carrying amounts of HK$523,582,000 as at 31 December 2020 (2019: HK$542,129,000) were assessed individually. Credit-impairment debtors are fully provided ECL.

37. 金融工具（續）

(b) 財務風險管理目標及政策（續）

信貸風險及減值評估（續）

整體評估

本集團對客戶應用內部信貸評級，作為本集團信貸風險管理的一部分。下表提供於全期預期信貸虧損（無信貸減值）內綜合評估得出的二零二零年及二零一九年十二月三十一日貿易應收賬款信貸風險情況。二零二零年十二月三十一日信貸減值應收賬款總賬面值523,582,000港元（二零一九年：542,129,000港元）。信貸減值應收賬款就預期信貸虧損作全數撥備。

For the year ended 31 December 2020:

截至二零二零年十二月三十一日止年度：

Internal credit rating 內部信貸評級		Gross trade receivables 貿易應收賬款總額 HK$'000 千港元	Range of loss rates 虧損率範圍	ECL 預期信貸虧損 HK$'000 千港元	Trade receivables 貿易應收賬款 HK$'000 千港元
Low risk	低風險	3,143,779	1% – 3%	84,167	3,059,612
Watch list	監察名單	4,568,660	5% – 15%	471,278	4,097,382
Doubtful	呆賬	296,620	30% – 43%	92,106	204,514
		8,009,059		647,551	7,361,508

37. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Collective assessments (continued)

For the year ended 31 December 2019:

37. 金融工具（續）

(b) 財務風險管理目標及政策（續）

信貸風險及減值評估（續）

整體評估（續）

於截至二零一九年十二月三十一日止年度：

Internal credit rating 內部信貸評級		Gross trade receivables 貿易應收賬款總額 HK$'000 千港元	Range of loss rates 虧損率範圍	ECL 預期信貸虧損 HK$'000 千港元	Trade receivables 貿易應收賬款 HK$'000 千港元
Low risk	低風險	3,770,150	1% – 3%	84,641	3,685,509
Watch list	監察名單	3,338,396	5% – 15%	428,444	2,909,952
Doubtful	呆賬	253,669	30% – 43%	84,680	168,989
		7,362,215		597,765	6,764,450

37. FINANCIAL INSTRUMENTS (continued)

37. 金融工具(續)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Collective assessments (continued)

The Group's internal credit risk grading assessment comprises the following categories:

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

整體評估(續)

本集團內部信貸風險評級評估包括以下分類：

Internal credit rating 內部信貸評級	Description 描述	Trade receivables 貿易應收賬款	Other financial assets/ other items 其他金融資產／其他項目
Low risk 「低風險」	The counterparty has a low risk of default 對手方違約風險低	Lifetime ECL – not credit-impaired 全期預期信貸虧損－無信貸減值	12m ECL 12個月預期信貸虧損
Watch list 「監察名單」	Doubtful debtor frequently repays after due dates but usually settle in full 償債能力存疑的債務人經常於到期日後償還款項，但通常可全數清償	Lifetime ECL – not credit-impaired 全期預期信貸虧損－無信貸減值	12m ECL 12個月預期信貸虧損
Doubtful 呆賬	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 通過內部生成或外部資源獲取的資料顯示信貸風險自初始確認以來顯著上升	Lifetime ECL – not credit-impaired 全期預期信貸虧損－無信貸減值	Lifetime ECL – not credit-impaired 全期預期信貸虧損－無信貸減值
Loss 「虧損」	There is evidence indicating the asset is credit-impaired 有證據顯示資產出現信貸減值	Lifetime ECL – credit-impaired 全期預期信貸虧損－信貸減值	Lifetime ECL – credit-impaired 全期預期信貸虧損－信貸減值
Write-off 「撇銷」	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據顯示債務人陷入嚴重財困，且本集團無實際機會收回款項	Amount is written off 金額獲撇銷	Amount is written off 金額獲撇銷

37. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Collective assessments (continued)

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

The following table sets out the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach.

37. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

整體評估(續)

估計虧損率乃基於應收賬款預期年期的歷史觀察所得違約率估計，並就無需付出過多成本或努力即可得的前瞻性資料作出調整。管理層定期審閱各分類，以確保關於特定應收賬款的相關資料為最新。

下表載列根據簡化法確認為貿易應收賬款的全期預期信貸虧損之變動。

		Lifetime ECL (not credit–impaired) 全期預期信貸虧損(無信貸減值) HK$'000 千港元	Lifetime ECL (credit-impaired) 全期預期信貸虧損(信貸減值) HK$'000 千港元	Total 總計 HK$'000 千港元
As at 1 January 2019	於二零一九年一月一日	464,977	568,517	1,033,494
Changes relating to trade receivables recognised as at 1 January 2019	於二零一九年一月一日與獲確認貿易應收賬款有關的變動			
– Transfer to credit-impaired	－轉撥至信貸減值	(7,644)	7,644	–
– Net impairment loss reversed	－撥回減值虧損淨額	(216,749)	(116,569)	(333,318)
– Write-offs	－撇銷	–	(51,028)	(51,028)
New financial assets originated during the year	本年度產生的新金融資產	516,528	–	516,528
Transfer to credit-impaired during the year	本年度轉撥至信貸減值	(145,686)	145,686	–
Exchange adjustments	匯兑調整	(13,661)	(12,121)	(25,782)
As at 31 December 2019	於二零一九年十二月三十一日	**597,765**	**542,129**	**1,139,894**
Changes relating to trade receivables recognised as at 1 January 2020	於二零二零年一月一日與獲確認貿易應收賬款有關的變動			
– Transfer to credit-impaired	－轉撥至信貸減值	**(16,578)**	**16,578**	**–**
– Net impairment loss reversed	－撥回減值虧損淨額	**(467,797)**	**(143,953)**	**(611,750)**
– Write-offs	－撇銷	**–**	**(52,167)**	**(52,167)**
New financial assets originated during the year	本年度產生的新金融資產	**625,547**	**–**	**625,547**
Transfer to credit-impaired during the year	本年度轉撥至信貸減值	**(127,861)**	**127,861**	**–**
Exchange adjustments	匯兑調整	**36,475**	**33,134**	**69,609**
As at 31 December 2020	於二零二零年十二月三十一日	**647,551**	**523,582**	**1,171,133**

37. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Bills receivables

In determining the ECL for bills receivables, the Directors have considered the bills received by the Group with a maturity period of less than one year are assessed on 12m ECL by reference to the external credit rating of relevant banks, and concluded that the credit risk inherent in the Group's outstanding bills receivables is insignificant as at 31 December 2020 and 2019.

Other receivables

In determining the ECL for other receivables, the Directors have made periodic collective assessment as well as individual assessment on the recoverability of other receivables, based on historical settlement records, past experience, and also forward-looking information, as appropriate. For the year ended 31 December 2020 and 2019, the Group has considered the consistently low historical default rate of other receivables in connection with payments, and concluded the ECL of the Group's outstanding other receivables is insignificant.

37. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

應收票據

於釐定應收票據的預期信貸虧損時，董事已考慮本集團已收票據於一年內到期，均按十二個月預期信貸虧損作並參照相關銀行的外部信貸評級評估，並得出結論本集團於二零二零年及二零一九年十二月三十一日未到期應收票據的內在信貸風險微不足道。

其他應收賬款

於釐定其他應收賬款的預期信貸虧損時，董事已根據歷史清償紀錄、過往經驗，以及前瞻性資料(如適用)，定期就其他應收賬款的可收回程度作整體及個別評估。截至二零二零年及二零一九年十二月三十一日止年度，本集團已考慮與付款相關的其他應收款項歷史違約率持續維持低水平，並認為本集團未到期其他應收賬款的預期信貸虧損微不足道。

37. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Entrusted loans

The Group reviews the recoverable amount of entrusted loans at the end of the reporting period to ensure that adequate impairment assessment are made for irrecoverable amounts. The entrusted loans are pledged by the properties held by the borrowers. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

The Group has no significant concentration of credit risk on trade and other receivables and entrusted loans with exposure spread over a number of customers. However, the Group is exposed to the concentration on geographic segment in PRC. At 31 December 2020, approximately 95% (2019: 95%) and 100% (2019: 100%) of the Group's trade and other receivables and entrusted loans are arising from the PRC.

Loan receivable

The Directors estimate the estimated loss rates of loan receivable based on financial background of the debtor. For the year ended 31 December 2020 and 2019, the Directors consider that the ECL of the Group's loan receivable is insignificant as the debtor is a listed company in Hong Kong engaged in property development business.

37. 金融工具（續）

(b) 財務風險管理目標及政策（續）

信貸風險及減值評估（續）

委托貸款

於各報告期間結束日，本集團審閱委託貸款之可收回金額，以確保就不可收回金額作出足夠減值評估。另外，委託貸款乃由借方持有物業作抵押。就此而言，本公司董事認為，本集團之信貸風險已大幅降低。

本集團貿易及其他應收賬款及委託貸款並無高度集中之信貸風險，有關風險由多個客戶分攤。然而，本集團的風險集中於中國之地區分部。於二零二零年十二月三十一日，本集團約95%（二零一九年：95%）及100%（二零一九年：100%）之貿易及其他應收賬款及委託貸款於中國產生。

應收貸款

董事按照債務人的財務背景估計應收貸款的估計虧損率。截至二零二零年及二零一九年十二月三十一日止年度，董事認為，本集團應收貸款的預期信貸虧損並不重大，因為債務人為從事房地產發展業務的香港上市公司。

37. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Loan receivable (continued)

At 31 December 2020, the Group is exposed to concentration of credit risk on its loan receivable as 100% (2019: 100%) of the loan receivable is concentrated in one (2019: one) debtor. The Group's loan receivable is exposed to credit risk due to the default of repayment by the debtor. However, the Directors considered that the credit risk on this loan receivable is limited as the debtor is a listed company in Hong Kong with good creditability.

Bank balances

The credit risk for bank deposits and bank balances exposed is considered minimal as such amounts are placed with various banks with good credit ratings and there is no significant concentration of credit risk.

Debt instruments at FVTOCI

The Group only invests in debt securities with low credit risk. The Group's debt instruments at FVTOCI mainly comprise listed bonds in Hong Kong and Singapore (2019: Hong Kong, Singapore and Swiss) that are graded "investment grade" as per globally understood definitions and are considered by management to be low credit risk investments. Most listed bonds are engaged in the property development business in Hong Kong and PRC (2019: Hong Kong and PRC). During the year ended 31 December 2020 and 2019, the expected credit losses on debt instruments at FVTOCI is insignificant.

37. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

應收貸款(續)

於二零二零年十二月三十一日，本集團應收貸款有集中信貸風險，因為100%(二零一九年：100%)應收貸款集於中一名債務人(二零一九年：一名)。本集團的應收貸款承受信貸風險，原因是債務人可能拖欠還款。然而，董事認為，該應收貸款的信貸風險有限，原因在於該債務人於香港上市，擁有良好信貸評級。

銀行結餘

由於銀行存款及銀行結餘乃存放於信譽評級良好之多間銀行，故該等款項之信貸風險屬微不足道，且概無重大集中信貸風險。

按公平值計入其他全面收益的債務工具

本集團只投資低信貸風險的債務證券。本集團按公平值計入其他全面收益的債務工具主要包括在香港及新加坡(二零一九年：香港、新加坡及瑞士)上市，並獲全球公認的定義屬「投資級別」的，同時管理層視為低信貸風險投資之債券。大部分上市債券從事香港及中國(二零一九年：香港及中國)的物業發展業務。截至二零二零年十二月三十一日及二零一九年十二月三十一日止年度，按公平值計入其他全面收益的債務工具之預期信貸虧損並不重大。

37. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Debt instruments at FVTOCI

At 31 December 2020, the Group is exposed to concentration of credit risk on its debt instruments at FVTOCI as 79% (2019: 75%) of the total debt are concentrated in eight (2019: nine) listed bond securities issued by two (2019: two) listed issuers in Hong Kong. The Group's listed bond securities are exposed to credit risk due to the default of repayment by the bond issuers. However, the Directors considered that the credit risk on these investments is limited as the listed bonds securities were issued by issuers in Hong Kong with good creditability.

Other items

As at 31 December 2020, other than those financial assets whose carrying amounts best represent the maximum exposure to credit risk, the Group's maximum exposure to credit risk which will cause a financial loss to the Group arising from the amount of contingent liabilities in relation to financial guarantees provided by the Group is disclosed in note 39(a).

For financial guarantee contracts, the maximum amount that the Group has guaranteed under the respective contracts was approximately HK$586,022,000 (2019: HK$708,163,000) as at 31 December 2020. At the end of the reporting period, the Directors have performed impairment assessment, and concluded that there has been no significant increase in credit risk since initial recognition of the financial guarantee contracts. Accordingly, the loss allowance for financial guarantee contracts issued by the Group is measured at an amount equal to 12m ECL. The management of the Group considers the probability of default is low and accordingly, loss allowance was considered as insignificant. Details of the financial guarantee contracts are set out in Note 39(a).

37. 金融工具（續）

(b) 財務風險管理目標及政策（續）

信貸風險及減值評估（續）

按公平值計入其他全面收益之債務工具

於二零二零年十二月三十一日，本集團的按公平值計入其他全面收益的債務工具有集中信貸風險，在債務總額中，79%（二零一九年：75%）集中在兩間（二零一九年：兩間）在香港上市的發行人的八款（二零一九年：九款）上市債券證券。本集團的上市債券證券承受信貸風險，原因是債券發行人可能拖欠還款。然而，董事認為，該等投資的信貸風險有限，原因在於上市債券證券由擁有良好信貸評級的香港發行人發行。

其他項目

於二零二零年十二月三十一日，除以賬面值作為最高信貸風險呈列的金融資產外，本集團就提供財務擔保的或然負債對本集團產生財務虧損的最高信貸風險於附註39(a)披露。

就財務擔保合約而言，本集團於二零二零年十二月三十日根據各合約所擔保的最高金額約為586,022,000港元（二零一九年：708,163,000港元）。於報告期末，董事已進行減值評估，認為財務擔保合約之信貸風險自初始確認以來並無大幅增加。因此，本集團發出的財務擔保合約之虧損撥備按相等於十二個月預期信貸虧損計量。本集團管理層認為違約機率甚低，因此虧損撥備被視為微不足道。財務擔保合約的詳情載於附註39(a)。

37. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The Directors monitor the utilisation of bank borrowings and ensure compliance with loan covenants during the year.

The Group relies on bank borrowings as a significant source of liquidity. At 31 December 2020, the Group has available unutilised bank borrowings facilities of approximately HK$17,070,767,000 (2019: HK$7,184,128,000).

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

37. 金融工具(續)

(b) 財務風險管理目標及政策(續)

流動資金風險

本集團為管理流動資金風險，監控現金及現金等價物的水平，將其維持於管理層認為充足的水平，來撥支本集團的營運，並減低現金流量波動的影響。於年內，董事監控銀行借貸的使用情況，確保符合貸款契諾。

本集團依賴銀行借貸作為流動資金的主要來源。於二零二零年十二月三十一日，本集團未動用的銀行信貸額度約為17,070,767,000港元(二零一九年：7,184,128,000港元)。

下表詳述本集團餘下非衍生金融負債的合約到期情況。下表詳述本集團餘下非衍生金融負債的合約到期情況，乃根據本集團須支付金融負債最早之日的非折現現金流量編製。具體而言，附帶須於催繳時償還的條款的銀行借貸乃列入最早的時段內而不論銀行選擇行使權利之成數。其他非衍生金融負債之到期日按經協定的還款日期釐定。

表格包括利息及本金現金流量。倘利息流為浮息，非折現金額按報告期間結束當日之利率曲線釐定。

37. FINANCIAL INSTRUMENTS (continued)

37. 金融工具（續）

(b) Financial risk management objectives and policies (continued)

Liquidity risk (continued)

Liquidity and interest risk tables

(b) 財務風險管理目標及政策（續）

流動資金風險（續）

流動資金及利率風險表

		Weighted average effective interest rate 加權平均實際利率 % %	On demand or less than 3 months 按要求或三個月內 HK$'000 千港元	Over 3 months but not more than 1 year 三個月以上但不超過一年 HK$'000 千港元	Over 1 year but not more than 2 years 一年以上但不超過兩年 HK$'000 千港元	Over 2 years but not more than 5 years 兩年以上但不超過五年 HK$'000 千港元	Over 5 years 五年以上 HK$'000 千港元	Total undiscounted cash flows 未貼現現金流量總額 HK$'000 千港元	Carrying amount 賬面值 HK$'000 千港元
At 31 December 2020	於二零二零年十二月三十一日								
Non-derivative financial liabilities	**非衍生金融負債**								
Trade and other payables	貿易及其他應付賬款	-	4,246,956	-	-	-	-	4,246,956	4,246,956
Bills payables	應付票據	-	377,036	-	-	-	-	377,036	377,036
Bank borrowings	銀行借貸								
– variable rate	–浮息	1.98	1,600,537	7,123,625	5,621,158	3,408,227	-	17,753,547	17,230,846
Lease liabilities	租賃負債	4.63	1,047	3,287	3,847	6,343	1,216	15,740	14,004
			6,225,576	7,126,912	5,625,005	3,414,570	1,216	22,393,279	21,868,842
Financial guarantee contracts	財務擔保合約		586,022	-	-	-	-	586,022	586,022

37. FINANCIAL INSTRUMENTS (continued)

37. 金融工具(續)

(b) Financial risk management objectives and policies (continued)

(b) 財務風險管理目標及政策(續)

Liquidity risk (continued)

流動資金風險(續)

Liquidity and interest risk tables (continued)

流動資金及利率風險表(續)

		Weighted average effective interest rate 加權平均實際利率 % %	On demand or less than 3 months 按要求或少於3個月 HK$'000 千港元	Over 3 months but not more than 1 year 三個月以上但不超過一年 HK$'000 千港元	Over 1 year but not more than 2 years 一年以上但不超過兩年 HK$'000 千港元	Over 2 years but not more than 5 years 兩年以上但不超過五年 HK$'000 千港元	Over 5 years 五年以上 HK$'000 千港元	Total undiscounted cash flows 未貼現現金流量總額 HK$'000 千港元	Carrying amount 賬面值 HK$'000 千港元
At 31 December 2019	於二零一九年十二月三十一日								
Non-derivative financial liabilities	**非衍生金融負債**								
Trade and other payables	貿易及其他應付賬款	–	3,966,409	–	–	–	–	3,966,409	3,966,409
Bills payables	應付票據	–	359,920	–	–	–	–	359,920	359,920
Bank borrowings	銀行借貸								
– variable rate	–浮息	3.39	2,321,085	6,047,086	7,096,939	11,059,740	–	26,524,850	24,409,909
Lease liabilities	租賃負債	4.71	722	2,269	3,085	7,216	1,905	15,197	13,214
			6,648,136	6,049,355	7,100,024	11,066,956	1,905	30,866,376	28,749,452
Financial guarantee contracts	財務擔保合約		708,163	–	–	–	–	708,163	708,163

37. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Liquidity risk (continued)

Liquidity and interest risk tables (continued)

Bank borrowings with a repayment on demand clause are included in the "on demand or less than 3 months" time band in the above maturity analysis. At 31 December 2020, the aggregate undiscounted principal amounts of these bank borrowings amounted to HK$381,349,000 (2019: HK$409,854,000). Taking into account the Group's financial position, the Directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The Directors believe that such bank borrowings will be fully repaid after the end of the reporting period in accordance with the scheduled repayment dates ranging from one to twelve (2019: one to thirteen) years as set out in the loan agreements, details of which are set out in the table below:

37. 金融工具(續)

(b) 財務風險管理目標及政策(續)

流動資金風險(續)

流動資金及利率風險表(續)

於上述到期分析中,「按要求或三個月內」一類已包括附帶須於催繳時償還的條款的銀行借貸。於二零二零年十二月三十一日,此等銀行借貸的未貼現本金總額為381,349,000港元(二零一九年:409,854,000港元)。董事經考慮本集團的財務狀況後相信,銀行將不大可能行使其酌情權以催繳即時還款。董事相信,該等銀行借貸將於報告期間結束後根據貸款協議所載之既定還款日期(介乎一至十二年(二零一九年:一至十三年)不等),全數償還,詳情載於下表:

		Maturity Analysis – Bank loans with a repayment on demand clause based on scheduled repayments 到期日分析-包含按要求償還條款之銀行借款(按計劃還款日期)					
		Less than 1 year 一年以下 HK$'000 千港元	1–2 years 一至兩年 HK$'000 千港元	2–5 years 兩年至五年 HK$'000 千港元	Over 5 years 五年以上 HK$'000 千港元	Total undiscounted cash outflows 未貼現現金流出總額 HK$'000 千港元	Carrying amount 賬面值 HK$'000 千港元
31 December 2020	二零二零年十二月三十一日	**24,474**	**24,958**	**77,870**	**318,545**	**445,847**	**381,349**
31 December 2019	二零一九年十二月三十一日	25,212	26,485	87,754	450,615	590,066	409,854

37. FINANCIAL INSTRUMENTS (continued)

37. 金融工具(續)

(c) Fair value measurements of financial instruments

(c) 金融工具的公平值計量

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

根據經常性基準按公平值計量之本集團金融資產之公平值

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

本集團部分金融資產於各報告期間結束當日按公平值計量。下表闡述有關釐定該等金融資產公平值之方法(尤其是所用之估值技術及輸入數據)以及按公平值計量輸入數據之可觀察程度將公平值計量分類之公平值等級類別(第一至三類)之資料。

Financial assets 金融資產	Fair value as at 31 December 於十二月三十一日的公平值 **2020** 二零二零年 **HK$'000** 千港元	 2019 二零一九年 HK$'000 千港元	Fair value hierarchy 公平值層級	Valuation techniques and key inputs 估值方法及重大輸入數據
(i) Listed equity securities classified as equity instruments at FVTPL (i) 分類為按公平值計入損益的權益工具之上市股本證券	**5,661,511**	2,857,421	1	Quoted bid prices in active market 於活躍市場所報之買入價
(ii) Listed bond securities classified as debt instruments at FVTOCI (ii) 分類為按公平值計入其他全面收益的債務工具之上市債券證券	**2,203,347**	7,882,544	2	Quoted prices in the over-the-counter market 於場外交易市場之報價

There were no transfer between Level 1 and 2 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內，第一級與第二級之間並無轉移。

Fair value of financial assets and liabilities that are not measured at fair value on a recurring basis.

未根據經常性基準按公平值計量之本集團金融資產及負債之公平值

The Directors consider that the carrying amounts of other financial assets and financial liabilities recorded at amortised cost approximate to their fair values.

董事認為，其他按攤銷成本列賬的金融資產及金融負債的賬面值與其公平值相若。

38. CAPITAL AND OTHER COMMITMENTS

38. 資本及其他承擔

		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 provided in the consolidated financial statements in respect of: – acquisition of properties, plant and equipment	**就已訂約但未於綜合財務報表作出撥備之資本支出：** －購買物業、廠房及設備	**114,962**	350,709
Other expenditure contracted for but not provided in the consolidated financial statements in respect of: – acquisition and other expenditures relating to properties held for development	就已訂約但未於綜合財務報表作出撥備之其他支出： －有關待發展物業之收購及其他開支	**1,014,561**	1,625,343
		1,129,523	1,976,052

39. CONTINGENT LIABILITIES

(a) The Group provided guarantees amounting to approximately HK$586,022,000 (2019: HK$708,163,000) as at 31 December 2020 to facilitate mortgage bank loans applications of purchasers of the properties that were developed by the Group.

The guarantees are given to banks with respect to loans procured by the purchasers of properties that were developed by the Group. Such guarantees will be released by banks upon delivery of the properties to the purchasers and completion of registration of the relevant mortgage properties. In the opinion of the Directors, the fair values of these financial guarantee contracts of the Group are insignificant at initial recognition and the Directors consider that the possibility of default of the parties involved is remote. Accordingly, no value has been recognised at the inception of the guarantee contracts and at the end of the reporting period as at 31 December 2020 and 2019.

39. 或然負債

(a) 於二零二零年十二月三十一日，本集團為本集團所發展物業之買家之按揭銀行貸款申請提供約586,022,000港元（二零一九年：708,163,000港元）擔保。

本集團就本集團所發展物業之買家取得之貸款向銀行提供擔保。該等擔保將於物業交收予買家及相關按揭物業登記完成時由銀行解除。董事認為，本集團該等財務擔保合約的公平值於初始確認時並不重大，且董事認為參與各方違約的機會極微。因此，於二零二零年十二月三十一日及二零一九年十二月三十一日，於擔保合約開始及報告期間結束時並無確認任何價值。

39. CONTINGENT LIABILITIES (continued)

(b) On 3 August 2011, Annuity & Re Life Ltd (the "Petitioner"), the non-controlling shareholder of KBCF, presented a petition in the Supreme Court of Bermuda (the "Petition") in respect of KBCF against its controlling shareholders based on a complaint that the affairs of KBCF had been and/or were being conducted in a manner which was oppressive or unfairly prejudicial to the Petitioner.

The controlling shareholders of KBCF were eventually successful in defending the case following a favourable judgment by the Bermuda Court of Appeal dated 24 March 2017. Subsequently, the Petitioner filed an appeal with the Privy Council. Such appeal was withdrawn by the Petitioner following a settlement agreement reached by the Petitioner and the respondents in the Petition.

During the year ended 31 December 2019, the controlling shareholders of KBCF had purchased all of the remaining issued and outstanding ordinary shares in the capital of KBCF and KBCF has become a wholly-owned subsidiary of KLHL.

On 1 November 2018, the Petitioner commenced an action in the Supreme Court of Bermuda under Civil Jurisdiction 2018: No.359 against the respondents in the Petition based on purported breach of the settlement agreement (the "Settlement Action").

On 22 October 2020, the Group filed in an application for striking out part of the Petitioner's claim under the Settlement Action (the "Strike-Out Application"). The Strike Out Application is currently listed to be heard on 28 April 2021.

Based on the advice of the Company's Bermuda Counsel to date, the Directors are of the opinion that the Settlement Action appears to be intrinsically defective and that the Company has a more than reasonable chance to succeed. Accordingly, no provision for liability has been made in connection with this claim.

39. 或然負債(續)

(b) 於二零一一年八月三日，建滔銅箔非控股股東Annuity & Re Life Ltd(「呈請人」)根據一項指建滔銅箔事務已經或現正進行的方式乃壓搾或不合理地不利於呈請人的投訴，針對建滔銅箔控股股東向百慕達高級法院遞交呈請書(「呈請」)。

建滔銅箔控股股東最終於二零一七年三月二十四日獲百慕達上訴法院頒下有利裁決而成功就該案抗辯。呈請人其後向樞密院提出上訴。經呈請人與呈請的答辯人達成和解協議後，呈請人撤回有關上訴。

截至二零一九年十二月三十一日止年度，建滔銅箔控股股東已收購建滔銅箔股本中所有餘下已發行及發行在外的普通股，而建滔銅箔成為建滔積層板一間全資附屬公司。

於二零一八年十一月一日，呈請人根據民事司法管轄範圍2018：第359號針對呈請的答辯人向百慕達高等法院提出訴訟，表示違反和解協議(「和解訴訟」)。

於二零二零年十月二十二日，本集團提交申請撤銷呈請人根據和解訴訟提出的部分申索(「撤銷申請」)。撤銷申請目前排期將於二零二一年四月二十八日進行聆訊。

根據本公司百慕達法律顧問迄今為止的意見，董事認為，和解訴訟似乎在本質上有缺陷，本公司極有可能勝訴。因此，本集團概無就該申索計提責任撥備。

40. OPERATING LEASING ARRANGEMENTS 40. 經營租賃安排

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
The Group as lessor/licensor:	**本集團作為出租人╱授權人：**		
Rental income credited to the consolidated statement of profit or loss during the year	於年內計入綜合損益表之租金收入	**1,114,037**	1,155,342
Licence fee income credited to the consolidated statement of profit or loss during the year	於年內計入綜合損益表之授權使用費收入	**–**	60,000

The Group's investment properties are rented to third parties for periods up to twenty five years (2019: twenty five years) at fixed predetermined amounts.

本集團之投資物業均按預早釐定之定額租金租予第三方，租期最長為二十五年（二零一九年：二十五年）。

Lease payments receivable on leases are as follows:

有關租賃的應收租賃付款如下：

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Within one year	一年內	**778,860**	758,973
In the second year	於第二年	**606,136**	593,734
In the third year	於第三年	**469,963**	483,038
In the fourth year	於第四年	**409,344**	405,491
In the fifth year	於第五年	**314,617**	380,935
After five years	五年後	**2,167,943**	2,472,073
		4,746,863	5,094,244

40. OPERATING LEASING ARRANGEMENTS (continued)

40. 經營租賃安排(續)

The Group had licenced certain of its assets to a Licencee under the licence agreement with, inter alia, the following terms:

- Within the first twelve months of the licence, either the Group or the Licencee may terminate the licence agreement at its sole discretion, by serving on the other party not less than one month prior notice in writing and paying the other party HK$1,000,000 or such other amount as may be mutually agreed in writing between both parties.

- After the first twelve months of the licence, the Group may terminate the licence agreement at its sole discretion, by serving on the Licencee not less than one month prior notice in writing.

The licence agreement between the Licensor and the Licencee had been early expired on 1 July 2019 and the Licensor had not entered any letter of extension and amendments with the Licencee to extend the licenced period.

根據授權使用協議，本集團授權獲授權人使用其若干資產如下：

- 在授權使用首十二個月，本集團或獲授權人可行使全權酌情權，向另一方發出不少於一個月事先書面通知，並向另一方支付1,000,000港元或雙方書面協議的其他金額，終止授權使用協議。

- 在授權使用首十二個月後，本集團可向獲授權人發出不少於一個月事先書面通知，全權酌情終止授權使用協議。

授權人與獲授權人訂立的授權使用協議已於二零一九年七月一日提前屆滿，授權人並無與獲授權人訂立任何延期及修訂函件，以延續授權使用期限。

41. PLEDGE OF ASSETS

41. 投資物業

At the end of the reporting period, the Group has the following assets pledged to banks to secure the banking facilities of the Group:

於報告期間結束當日，本集團下列資產已質押予銀行，作為本集團銀行融資的抵押品：

		2020 **二零二零年** **HK$'000** **千港元**	2019 二零一九年 HK$'000 千港元
Investment properties	投資物業	**2,706,000**	1,850,000
Properties held for development	待發展物業	**1,853,941**	1,445,261
		4,559,941	3,295,261

42. RETIREMENT BENEFITS SCHEME

The Group participates in both a defined contribution scheme which is registered under the Occupational Retirement Scheme Ordinance (the "ORSO Scheme") and a Mandatory Provident Fund Scheme established under the Mandatory Provident Fund Ordinance in December 2000 (the "MPF Scheme"). The assets of the schemes are held separately from those of the Group and are invested in the funds under the control of trustees. Employees who were members of the ORSO Scheme prior to the establishment of the MPF Scheme are members of both the ORSO Scheme and the MPF Scheme, whereas all new employees joining the Group on or after December 2000 are required to join the MPF Scheme. The ORSO Scheme was funded by monthly contributions from both employees and the Group at 10% of an employee's salary. Under the MPF Scheme, the employer and its employees and each required to make contributions to the scheme at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK$30,000 (2019: HK$30,000).

Employees of subsidiaries in the PRC are members of the state-sponsored pension schemes operated by the PRC government. The subsidiaries are required to contribute a certain percentage of their payrolls to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the required contributions.

Payments to the ORSO Scheme, the MPF Scheme and the state-sponsored pension schemes of approximately HK$229,411,000 (2019: HK$237,168,000) had been charged to profit or loss. As at 31 December 2020, contributions of HK$14,865,000 (2019: HK$15,478,000) due in respect of the reporting period had not been paid over to the plans. The amounts were paid subsequently to the end of reporting period. There is no forfeited contributions that may be need to reduce the existing level of contributions under the Company's ORSO Scheme, MPF Scheme and state-sponsored pension schemes.

42. 退休福利計劃

本集團同時參加一項根據職業退休計劃條例註冊之定額供款計劃(「職業退休計劃」)及根據強制性公積金條例於二零零零年十二月成立之強制性公積金計劃(「強積金計劃」)。該等計劃之資產與本集團之資產分開持有，並投資於由信託人控制之基金。於成立強積金計劃之前已參加職業退休計劃之僱員，同時成為職業退休計劃及強積金計劃之成員，而所有於二零零零年十二月或之後加入本集團之新僱員必須參加強積金計劃。僱員及本集團均按照僱員薪金之10%每月就職業退休計劃作出供款。根據強積金計劃，僱主及其僱員各自須按僱員相關收入5%向計劃作出供款，每月相關收入上限為30,000港元(二零一九年：30,000港元)。

中國附屬公司之僱員為中國政府運作之國家資助退休計劃成員。該等附屬公司須將薪金支出之某一百分比投入退休福利計劃，以支付有關福利。本集團就退休福利計劃履行之唯一責任為支付所需供款。

向職業退休計劃、強積金計劃及國家資助退休計劃支付之供款約為229,411,000港元(二零一九年：237,168,000港元)，已自損益中扣除。於二零二零年十二月三十一日，於報告期間到期之供款14,865,000港元(二零一九年：15,478,000港元)並未付予該等計劃。該等款項於報告期間結束後已經支付。在本公司的職業退休計劃、強積金計劃及國家資助退休計劃下，並無需要沒收供款以降低現有供款水平。

43. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

43. 融資活動產生之負債之對賬

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

下表詳列本集團融資活動產生之負債變動，包括現金及非現金變動。融資活動產生之負債是現金流量已於、或未來現金流量將於本集團的綜合現金流量表分類為融資活動所得現金流量的負債。

		Lease liabilities 租賃負債 HK$'000 千港元	Bank borrowings 銀行借貸 HK$'000 千港元	Interest payable 應付利息 HK$'000 千港元	Dividend payable 應付股息 HK$'000 千港元	Total 總計 HK$'000 千港元
At 1 January, 2019 (restated)	於二零一九年一月一日（經重述）	12,386	27,513,681	24,096	–	27,550,163
Financing cash flows	融資現金流量	(2,926)	(3,125,280)	(848,617)	(1,514,080)	(5,490,903)
New leases entered	新訂租賃	365	–	–	–	365
Acquisition of subsidiaries (Note 34(b))	收購附屬公司（附註34(b)）	3,024	32,500	–	–	35,524
Interest expenses recognised in the consolidated statement of profit or loss	於綜合損益表確認的利息開支	584	–	751,417	–	752,001
Interest expense capitalised	資本化利息開支	–	–	92,209	–	92,209
Dividend declared on ordinary shares	已宣派普通股股息	–	–	–	1,061,413	1,061,413
Dividend declared to non-controlling shareholders of subsidiaries	已向附屬公司之非控股股東宣派之股息	–	–	–	452,667	452,667
Exchange adjustments	匯兑調整	(219)	(10,992)	–	–	(11,211)
At 31 December 2019	於二零一九年十二月三十一日	**13,214**	**24,409,909**	**19,105**	**–**	**24,442,228**
Financing cash flows	融資現金流量	**(3,842)**	**(7,232,428)**	**(552,278)**	**(1,850,863)**	**(9,639,411)**
New leases entered	新訂租賃	**3,346**	**–**	**–**	**–**	**3,346**
Interest expenses recognised in the consolidated statement of profit or loss	於綜合損益表確認的利息開支	**597**	**–**	**456,582**	**–**	**457,179**
Interest expense capitalised	資本化利息開支	**–**	**–**	**84,449**	**–**	**84,449**
Dividend declared on ordinary shares	已宣派普通股股息	**–**	**–**	**–**	**1,524,073**	**1,524,073**
Dividend declared to non-controlling shareholders of subsidiaries	已向附屬公司之非控股股東宣派之股息	**–**	**–**	**–**	**2,257,500**	**2,257,500**
Exchange adjustments	匯兑調整	**689**	**53,365**	**–**	**–**	**54,054**
At 31 December 2020	於二零二零年十二月三十一日	**14,004**	**17,230,846**	**7,858**	**1,930,710**	**19,183,418**

44. RELATED PARTY TRANSACTIONS

44. 關連人士交易

The Group entered into the following significant transactions with related parties during the year.

本集團與關連人士在年內進行之重大交易如下。

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Sales of goods to subsidiaries of a shareholder with significant influence on the Group	向對本集團具重大影響力的股東的附屬公司銷售貨品	315,451	495,127
Purchase of goods from subsidiaries of a shareholder with significant influence on the Group	向對本集團具重大影響力的股東的附屬公司採購貨品	815,245	883,086
Sales of goods to a non-controlling shareholder of a subsidiary	向一間附屬公司之非控股股東銷售貨品	25,391	42,587
Purchase of goods from an associate	向一間聯營公司採購貨品	157,368	238,002
Sales of properties to certain Directors and close family members of the Directors	向若干董事及該等董事的直系家庭成員出售物業	1,263,925	–

Save for the purchase of goods from an associate, the transaction above constituted connected transaction of the Company under Chapter 14A of the Listing Rules.

除向一間聯營公司採購貨品外，根據上市規則第14A章，上述交易構成本公司的關連交易。

Included in trade and other receivables and prepayments at 31 December 2020 was an amount due from a non-controlling shareholder of a subsidiary of approximately HK$6,403,000 (2019: HK$6,349,000) which was in trade nature. The Group allowed credit periods of up to 120 days (2019: 120 days), depending on the products sold to its related parties.

於二零二零年十二月三十一日，貿易及其他應收賬款及預付款項包括屬於貿易性質之應收一間附屬公司之非控股股東款項約6,403,000港元（二零一九年：6,349,000港元）。本集團向其關連人士授出之信貸期最長為120日（二零一九年：120日），視乎所銷售之產品而定。

Included in trade and other payables as at 31 December 2020 was an amount due to an associate of HK$6,875,000 (2019: HK$5,049,000) and a joint venture of HK$137,500,000 (2019: HK$137,500,000) which were in non-trade nature, unsecured, non-interest bearing and repayable on demand.

於二零二零年十二月三十一日的貿易及其他應付賬項包括應付一間聯營公司款項約6,875,000港元（二零一九年：5,049,000港元）及應付一間合營公司款項137,500,000港元（二零一九年：137,500,000港元），屬非交易性質、無抵押、不計息且應要求償還。

Included in trade and other receivables as at 31 December 2020 was no amount due from subsidiaries of a shareholder (2019: HK$96,026,000) which was in non-trade nature, unsecured, non-interest bearing and repayable on demand.

於二零二零年十二月三十一日的貿易及其他應收賬項未包括任何應收一名股東的附屬公司的款項（二零一九年：96,026,000港元），屬非交易性質、無抵押、不計息且應要求償還。

44. RELATED PARTY TRANSACTIONS (continued)

44. 關連人士交易(續)

Compensation of key management personnel

The remuneration of Directors and other members of key management during the year was as follows:

主要管理人員酬金

年內，董事及其他主要管理人員之酬金如下：

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Short-term employee benefits	短期福利	**214,747**	216,836
Post-employment benefits	退休後福利	**1,827**	1,805
Share-based payments	以股份形式付款	**–**	180,441
		216,574	399,082

The remuneration of Directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

董事及主要行政人員之酬金經薪酬委員會考慮個別員工表現及市場趨勢後釐定。

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

45. 本公司主要附屬公司之詳情

(a) General information of subsidiaries

Details of the Company's principal subsidiaries at 31 December 2020 and 2019 are as follows:

(a) 附屬公司的一般資料

於二零二零年及二零一九年十二月三十一日，本公司主要附屬公司之詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立／登記及營業地點	Issued and fully paid share capital/registered capital 已發行及繳足股本／註冊資本 2020 二零二零年	2019 二零一九年	Effective equity interest held by the Group 本集團持有之實際股權 2020 二零二零年 %	2019 二零一九年 %	Principal activities 主要業務
Jamplan (BVI) Limited	British Virgin Islands # 英屬處女群島#	**US$1,000** **1,000美元**	US$1,000 1,000美元	**100***	100*	Investment holding 投資控股
Kingboard (Fogang) Laminates Co. Limited 建滔(佛岡)積層板有限公司	PRC 1 中國1	**US$29,466,000** **29,466,000美元**	US$29,466,000 29,466,000美元	**73.17**	69.49	Manufacture and distribution of laminates 製造及分銷覆銅面板
Kingboard (Fogang) Paper Laminates Co. Ltd. 建滔(佛岡)積層紙板有限公司	PRC 1 中國1	**US$17,936,546** **17,936,546美元**	US$17,936,546 17,936,546美元	**73.17**	69.49	Manufacture and distribution of laminates 製造及分銷覆銅面板
Kingboard (Hebei) Cokechem Co. Limited 建滔(河北)焦化有限公司	PRC 1 中國1	**RMB200,000,000** **人民幣200,000,000元**	RMB903,672,940 人民幣903,672,940元	**100**	100	Manufacture and distribution of acetic acid 製造及分銷醋酸
Kunshan Guo Rui Development Co. Ltd. 昆山國瑞置業有限公司	PRC 1 中國1	**US$90,000,000** **90,000,000美元**	US$90,000,000 90,000,000美元	**100**	100	Property developments 物業發展
Golden Concept Development Limited ("Golden Concept") 創金發展限公司(「創金發展」)	Hong Kong 香港	**HK$10,000** **10,000港元**	HK$10,000 10,000港元	**68**	68	Property developments 物業發展
Heng Yang Kingboard Chemical Co., Ltd. 衡陽建滔化工有限公司	PRC 1 中國1	**HK$30,000,000** **30,000,000港元**	HK$30,000,000 30,000,000港元	**100**	100	Manufacture and distribution of caustic soda 製造及分銷燒鹼

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

45. 本公司主要附屬公司之詳情(續)

(a) General information of subsidiaries (continued)

(a) 附屬公司的一般資料(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立/登記及營業地點	Issued and fully paid share capital/registered capital 已發行及繳足股本/註冊資本 2020 二零二零年	2019 二零一九年	Effective equity interest held by the Group 本集團持有之實際股權 2020 二零二零年 %	2019 二零一九年 %	Principal activities 主要業務
Kingboard (Lianzhou) Fibre Glass Co. Limited 建滔(連州)玻璃纖維有限公司	PRC 1 中國1	**US$13,700,000** **13,700,000美元**	US$13,700,000 13,700,000美元	**73.17**	69.49	Manufacture and distribution of glass fabric 製造及分銷玻璃纖維布
Kingboard Copper Foil Holdings Limited	Bermuda # 百慕達#	**US$72,250,000** **72,250,000美元**	US$72,250,000 72,250,000美元	**73.17**	69.49	Investment holding 投資控股
Kingboard Investments Limited 建滔投資有限公司	Hong Kong # 香港#	**HK$8,000** **8,000港元**	HK$8,000 8,000港元	**100**	100	Investment holding 投資控股
KLHL Δ 建滔積層板控股有限公司Δ	Cayman Islands # 開曼群島#	**HK$308,100,000** **308,100,000港元**	HK$308,100,000 308,100,000港元	**73.17**	69.49	Investment holding 投資控股
Kingboard Laminates (Jiangmen) Co., Ltd. 江門建滔積層板有限公司	PRC 1 中國1	**HK$242,800,000** **242,800,000港元**	HK$242,800,000 242,800,000港元	**73.17**	69.49	Manufacture and distribution of laminates 製造及分銷覆銅面板
Kingboard (Jiangsu) Chemical Co., Ltd. 建滔(江蘇)化工有限公司	PRC 1 中國1	**US$32,000,000** **32,000,000美元**	US$32,000,000 32,000,000美元	**73.17**	69.49	Manufacture and distribution of chemicals 製造及分銷化工產品
Kingboard Laminates (Kunshan) Co., Ltd 建滔積層板(昆山)有限公司	PRC 1 中國1	**US$32,010,000** **32,010,000美元**	US$32,010,000 32,010,000美元	**73.17**	69.49	Manufacture and distribution of laminates 製造及分銷覆銅面板
Elec & Eltek International Holdings Limited 依利安達國際集團有限公司	Bermuda/ Hong Kong # 百慕達/香港#	**HK$122,467,240** **122,467,240港元**	HK$122,467,240 122,467,240港元	**100**	100	Investment holding 投資控股
EEIC @Δ 依利安達集團有限公司@Δ	Singapore # 新加坡#	**US$113,800,000** **113,800,000美元**	US$113,800,000 113,800,000美元	**100**	73.63	Investment holding 投資控股

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

45. 本公司主要附屬公司詳情(續)

(a) General information of subsidiaries (continued)

(a) 附屬公司一般資料(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立/登記及營業地點	Issued and fully paid share capital/registered capital 已發行及繳足股本/註冊資本 2020 二零二零年	2019 二零一九年	Effective equity interest held by the Group 本集團持有之實際股權 2020 二零二零年 %	2019 二零一九年 %	Principal activities 主要業務
Kaiping Elec & Eltek Company Limited 開平依利安達電子有限公司	PRC [2] 中國[2]	**US$49,520,000** **49,520,000美元**	US$49,520,000 49,520,000美元	**95**	69.95	Manufacture and distribution of PCBs 製造及分銷印刷線路板
Kaiping Elec & Eltek No. 3 Limited 開平依利安達電子第三有限公司	PRC [2] 中國[2]	**US$87,800,000** **87,800,000美元**	US$87,800,000 87,800,000美元	**95**	69.95	Manufacture and distribution of PCBs 製造及分銷印刷線路板
Kaiping Elec & Eltek No. 5 Company Limited 開平依利安達電子第五有限公司	PRC [2] 中國[2]	**US$30,075,100** **30,075,100美元**	US$30,075,100 30,075,100美元	**95**	69.95	Manufacture and distribution of PCBs 製造及分銷印刷線路板
Elec & Eltek (Guangzhou) Electronic Company Limited 依利安達(廣州)電子有限公司	PRC [2] 中國[2]	**US$95,596,000** **95,596,000美元**	US$95,596,000 95,596,000美元	**98**	72.16	Manufacture and distribution of PCBs 製造及分銷印刷線路板
Guangzhou Elec & Eltek Microvia Technology Limited 廣州依利安達微通科技有限公司	PRC [2] 中國[2]	**US$24,800,000** **24,800,000美元**	US$24,800,000 24,800,000美元	**98**	72.16	Manufacture and distribution of PCBs 製造及分銷印刷線路板
Huizhou Chung Shun Chemical Company Limited 惠州忠信化工有限公司	PRC [1] 中國[1]	**US$40,290,000** **40,290,000美元**	US$40,290,000 40,290,000美元	**100**	100	Manufacture and distribution of phenol/acetone 製造及分銷苯酚/丙酮
Shi You Chemical (Yangzhou) Co., Ltd 實友化工(揚州)有限公司	PRC [1] 中國[1]	**US$144,237,000** **144,237,000美元**	US$144,237,000 144,237,000美元	**100**	100	Refining and distribution of chemicals 製造及分銷化工產品
Kingboard Electronic Raw Material (Jiang Yin) Co., Ltd 建滔電子材料(江陰)有限公司	PRC [1] 中國[1]	**US$30,000,000** **30,000,000美元**	US$30,000,000 30,000,000美元	**73.17**	69.49	Manufacture and distribution of laminates 製造及分銷覆銅面板

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

45. 本公司主要附屬公司詳情(續)

(a) General information of subsidiaries (continued)

(a) 附屬公司一般資料(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立╱登記及營業地點	Issued and fully paid share capital/registered capital 已發行及繳足股本╱註冊資本		Effective equity interest held by the Group 本集團持有之實際股權		Principal activities 主要業務
		2020 二零二零年	2019 二零一九年	**2020 二零二零年 %**	2019 二零一九年 %	
Kingboard (Guangzhou) High New Material Company Limited (Formerly known as Kingboard (Panyu Nansha) Petrochemical Company Limited) 建滔(廣州)高新材料有限公司 (原名為建滔(番禺南沙)石化有限公司)	PRC [1] 中國[1]	**RMB250,000,000 人民幣250,000,000元**	RMB250,000,000 人民幣250,000,000元	**73.17**	69.49	Manufacture and distribution of chemicals 製造及分銷化工產品

* The Company directly holds the equity interest in Jamplan (BVI) Limited. The Company's equity interest in all other subsidiaries is held indirectly through Jamplan (BVI) Limited.

* 本公司直接持有Jamplan (BVI) Limited之股權。本公司於所有其他附屬公司之股權均透過Jamplan (BVI) Limited間接持有。

These are investment holding companies which have no specific principal place of operations.

此等為投資控股公司,並無特定之主要經營地點。

@ EEIC was listed on The Singapore Exchange Securities Trading Limited, and withdrew listing of the shares on 25 September 2020.

@ 依利安達於新加坡交易所證券交易有限公司上市,並於二零二零年九月二十五日退市。

Δ These companies are listed on the Main Board of The Stock Exchange of Hong Kong Limited. EEIC was delisted on 25 September 2020.

Δ 此等公司於香港聯合交易所有限公司主板上市。依利安達於二零二零年九月二十五日退市。

1 These companies were established in the PRC in the form of Wholly Foreign-owned Enterprises. the English names of these companies are for identification purpose only.

1 此等公司乃以外商獨資企業形式在中國成立。該等公司的英文名稱僅供識別。

2 These companies were established in the PRC in the form of Sino-Foreign Equity Joint Venture. the English names of these companies are for identification purpose only.

2 此等公司乃以中外合資合營企業形式在中國成立。該等公司的英文名稱僅供識別。

The above table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

上表所列為董事認為主要影響本集團業績或資產之本公司附屬公司。董事認為列出其他附屬公司之詳情會過於冗長。

None of the subsidiaries had issued any debt securities at the end of the year.

各附屬公司於年結時概無發行任何債務證券。

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

45. 本公司主要附屬公司詳情(續)

(a) General information of subsidiaries (continued)

At the end of the reporting period, the Company has other subsidiaries that are not material to the Group. The principal activities of these subsidiaries are summarised as follows:

(a) 附屬公司一般資料(續)

對本公司並不重大的其他附屬公司。該等附屬公司之主要業務概述如下：

Principal activities 主要業務	Principal place of business 主要營業地點	Number of subsidiaries 附屬公司數目 2020 二零二零年	2019 二零一九年
Manufacture and sale of laminates 製造及銷售覆銅面板	PRC 中國	**30**	30
	Macau 澳門	**1**	2
	Thailand 泰國	**1**	1
		32	33
Manufacture and sale of PCBs 製造及銷售印刷線路板	Hong Kong 香港	**4**	4
	PRC 中國	**15**	15
	Macau 澳門	**2**	3
	Thailand 泰國	**1**	1
		22	23
Manufacture and sale of chemicals 製造及銷售化工產品	PRC 中國	**19**	20
Properties 物業	Hong Kong 香港	**18**	18
	PRC 中國	**53**	53
	United Kingdom 英國	**5**	5
		76	76
		149	152

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

(b) During the year ended 31 December 2020, the Group acquired additional interests in certain subsidiaries for a consideration of HK$2,607,089,000 (2019: HK$414,616,000). In addition, during the year ended 31 December 2020, proceeds of HK$327,210,000 from exercise of share options of a subsidiary was received by the Group. As a result, the difference of HK$604,567,000 (2019: HK$10,258,000) between the net consideration paid of HK$2,279,879,000 (2019: HK$414,616,000) and the amount of non-controlling interests acquired of HK$1,675,312,000 (2019: HK$424,874,000) was directly recognised in goodwill reserve.

During the year ended 31 December 2020, HK$358,400,000 was paid (2019: nil) to non-controlling shareholders of a subsidiary as a result of capital redemption without change in the shareholding.

During the year ended 31 December 2019, the Group partially disposed its interests in a subsidiary without losing the control over this subsidiary for the consideration of HK$529,257,000 (2020: nil). The difference of HK$156,492,000 (2020: nil) between the increase in the non-controlling interests and the consideration received has been recognised in the goodwill reserve.

45. 本公司主要附屬公司詳情(續)

(b) 截至二零二零年十二月三十一日止年度，本集團收購若干附屬公司的額外權益，代價為2,607,089,000港元(二零一九年：414,616,000港元)。此外，截至二零二零年十二月三十一日止年度，本集團已收到一家附屬公司行使購股權的所得款項327,210,000港元。因此，已付代價淨額2,279,879,000港元(二零一九年：414,616,000港元)與所收購非控股權益金額1,675,312,000港元(二零一九年：424,874,000港元)之差額604,567,000港元(二零一九年：10,258,000港元)已直接於商譽儲備中確認。

於截至2020年12月31日止年度，因資本贖回而向一間附屬公司的非控股股東支付358,400,000港元(2019年：無)，但並無改變持股比例。

截至二零一九年十二月三十一日止年度，本集團以代價529,257,000港元(二零二零年：零)出售其於一家附屬公司的部分權益而不失去對該附屬公司之控制權。非控股權益增加及已收代價之間之156,492,000港元差額(二零二零年：無)已於商譽儲備確認。

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

45. 本公司主要附屬公司詳情(續)

(c) Details of non-wholly owned subsidiaries that have material non-controlling interests

The table below shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests:

(c) 擁有重大非控股權益之非全資擁有附屬公司詳情

下表載列擁有重大非控股權益之本集團非全資附屬公司詳情：

Name of subsidiary 附屬公司名稱	Place of incorporation and principal place of business 註冊成立及主要營業地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益持有擁有權權益及投票權百分比		Profit (loss) allocated to non-controlling interests 分配到非控股權益之溢利(虧損)		Accumulated non-controlling interests 累計非控股權益	
		2020 二零二零年	2019 二零一九年	**2020 二零二零年 HK$'000 千港元**	2019 二零一九年 HK$'000 千港元	**2020 二零二零年 HK$'000 千港元**	2019 二零一九年 HK$'000 千港元
KLHL # 建滔積層板#	Cayman Islands 開曼群島	**26.83%**	30.51%	**752,014**	732,894	**3,845,561**	5,705,561
Golden Concept 金創	Hong Kong 香港	**32%**	32%	**333,526**	(4,399)	**855,287**	880,161
Individually immaterial subsidiaries with non-controlling interests 擁有非控股權益之獨立不重大附屬公司				**39,929**	(53,936)	**232,955**	1,195,363
				1,125,469	674,559	**4,933,803**	7,781,085

excluding non-controlling interests of KLHL subsidiaries.

不包括建滔積層板附屬公司的非控股權益。

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

45. 本公司主要附屬公司詳情(續)

(c) Details of non-wholly owned subsidiaries that have material non-controlling interests (continued)

KLHL and subsidiaries

(c) 擁有重大非控股權益之非全資擁有附屬公司詳情(續)

建滔積層板及附屬公司

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Current assets	流動資產	**17,955,745**	14,704,287
Non-current assets	非流動資產	**8,420,170**	11,098,884
Current liabilities	流動負債	**11,677,269**	5,318,256
Non-current liabilities	非流動負債	**310,635**	1,735,836
Equity attributable to owners of the Company	本公司持有人應佔權益	**10,487,504**	12,995,861
Non-controlling interests of KLHL	建滔積層板的非控股權益	**3,845,561**	5,705,561
Non-controlling interests of KLHL's subsidiaries	建滔積層板的附屬公司的非控股權益	**54,946**	47,657
Revenue	營業額	**17,301,186**	18,383,952
Expenses, other gains and losses	開支、其他收益及虧損	**14,493,206**	15,975,222
Profit for the year	年內溢利	**2,807,980**	2,408,730

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

45. 本公司主要附屬公司詳情(續)

(c) Details of non-wholly owned subsidiaries that have material non-controlling interests (continued)

KLHL and subsidiaries (continued)

(c) 擁有重大非控股權益之非全資擁有附屬公司詳情(續)

建滔積層板及附屬公司(續)

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Profit attributable to owners of the Company	本公司持有人應佔溢利	**2,050,871**	1,669,353
Profit attributable to the non-controlling interests of KLHL	建滔積層板非控股權益應佔溢利	**752,014**	732,894
Profit attributable to the non-controlling interests of KLHL's subsidiaries	建滔積層板的附屬公司非控股權益應佔溢利	**5,095**	6,483
Profit for the year	年內溢利	**2,807,980**	2,408,730
Other comprehensive income attributable to owners of the Company	本公司持有人應佔其他全面收益	**657,248**	62,184
Other comprehensive income attributable to the non-controlling interests of KLHL	建滔積層板非控股權益應佔其他全面收益	**241,000**	27,301
Other comprehensive income (expense) attributable to the non-controlling interests of KLHL's subsidiaries	建滔積層板的附屬公司非控股權益應佔其他全面收益(開支)	**3,376**	(2,301)
Other comprehensive income for the year	本年度其他全面收益	**901,624**	87,184
Total comprehensive income attributable to owners of the Company	本公司持有人應佔全面收益總額	**2,708,119**	1,731,537
Total comprehensive income attributable to the non-controlling interests of KLHL	建滔積層板的非控股權益應佔全面收益總額	**993,014**	760,195
Total comprehensive income attributable to the non-controlling interests of KLHL's subsidiaries	建滔積層板的附屬公司非控股權益應佔全面收益總額	**8,471**	4,182
Total comprehensive income for the year	本年度全面收益總額	**3,709,604**	2,495,914
Dividend paid to non-controlling interest of KLHL	支付股息予建滔積層板非控股權益	**(1,182)**	(1,843)
Net cash inflow from operating activities	經營活動現金流入淨額	**2,278,167**	2,668,339
Net cash inflow from investing activities	投資活動現金流入淨額	**3,298,881**	1,216,111
Net cash outflow from financing activities	融資活動現金流出淨額	**(3,710,153)**	(4,727,945)
Net cash inflow (outflow)	現金流入(流出)淨額	**1,866,895**	(845,338)

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

45. 本公司主要附屬公司詳情(續)

(c) Details of non-wholly owned subsidiaries that have material non-controlling interests (continued)

Golden Concept Development Limited

(c) 擁有重大非控股權益之非全資擁有附屬公司詳情(續)

創金發展有限公司

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Current assets	流動資產	**3,137,876**	5,251,859
Current liabilities	流動負債	**465,104**	2,501,355
Equity attributable to owners of the Company	本公司持有人應佔權益	**1,817,485**	1,870,343
Non-controlling interests	非控股權益	**855,287**	880,161
Revenue	營業額	**3,621,241**	–
Expenses, other gains and losses	開支、其他收益及虧損	**2,578,973**	13,747
Profit (loss) for the year	本年度溢利(虧損)	**1,042,268**	(13,747)

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

45. 本公司主要附屬公司詳情(續)

(c) Details of non-wholly owned subsidiaries that have material non-controlling interests (continued)

Golden Concept Development Limited (continued)

(c) 擁有重大非控股權益之非全資擁有附屬公司詳情(續)

創金發展有限公司(續)

		2020 **二零二零年** **HK$'000** **千港元**	2019 二零一九年 HK$'000 千港元
Profit (loss) and total comprehensive income (expense) attributable to owners of the Company	本公司持有人應佔溢利(虧損)及全面收益(開支)總額	**708,742**	(9,348)
Profit (loss) and total comprehensive income (expense) attributable to the non-controlling interests	非控股權益應佔溢利(虧損)及全面收益(開支)總額	**333,526**	(4,399)
Profit (loss) and total comprehensive income (expense) for the year	本年度溢利(虧損)及全面收益(開支)總額	**1,042,268**	(13,747)
Net cash inflow (outflow) from operating activities	經營活動現金流入(流出)淨額	**977,816**	(251,875)
Net cash (outflow) inflow from financing activities	融資活動之現金(流出)流入淨額	**(1,120,000)**	400,000
Net cash (outflow) inflow	現金(流出)流入淨額	**(142,184)**	148,125

46. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

46. 本公司之財務狀況及儲備報表

		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	非流動資產		
Investments in subsidiaries	於附屬公司之投資	**1,690,578**	1,509,805
Amounts due from subsidiaries	應收附屬公司款項	**24,500,488**	12,688,306
Equity instruments at fair value through profit or loss	按公平值計入損益之權益工具	**1,586,733**	421,230
Debt instruments at fair value through other comprehensive income	按公平值計入其他全面收益之債務工具	**–**	749,610
		27,777,799	15,368,951
Current assets	流動資產		
Other receivables	其他應收賬款	**189,470**	211,700
Amounts due from subsidiaries	應收附屬公司款項	**7,440,000**	22,209,678
Equity instruments at fair value through profit or loss	按公平值計入損益之權益工具	**56,095**	123,346
Bank balances	銀行結餘	**57,407**	108,863
		7,742,972	22,653,587
Current liabilities	流動負債		
Other payables	其他應付賬款	**1,801,349**	1,069,551
Amounts due to subsidiaries	應付附屬公司款項	**1,189,000**	12,278,341
Bank borrowings – amount due within one year	銀行借貸－一年內到期之款項	**4,000,000**	3,283,550
		6,990,349	16,631,442
Net current assets	流動資產淨值	**752,623**	6,022,145

46. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (continued)

46. 本公司之財務狀況及儲備報表（續）

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Total assets less current liabilities	資產總值減流動負債	**28,530,422**	21,391,096
Non-current liabilities	非流動負債		
Bank borrowings – amount due after one year	銀行借貸－一年後到期之款項	**6,755,555**	12,355,555
Amounts due to subsidiaries	應付附屬公司款項	**15,029,497**	2,229,499
		21,785,052	14,585,054
		6,745,370	6,806,042
Capital and reserves	資本及儲備		
Share capital	股本	**110,579**	110,576
Reserves (Note)	儲備（附註）	**6,634,791**	6,695,466
		6,745,370	6,806,042

46. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (continued)

46. 本公司之財務狀況及儲備報表(續)

Note:

附註：

		Share premium 股份溢價 HK$'000 千港元	Capital redemption reserve 資本贖回儲備 HK$'000 千港元	Share-based payments reserve 以股份形式付款儲備 HK$'000 千港元	Investment revaluation reserve 投資重估儲備 HK$'000 千港元	Retained profits 保留溢利 HK$'000 千港元	Total 總計 HK$'000 千港元
Balance at 1 January 2019	於二零一九年一月一日之結餘	6,074,903	1,911	–	(90,402)	174,067	6,160,479
Profit for the year	年內溢利	–	–	–	–	1,037,781	1,037,781
Net changes arising from debt instruments through at FVTOCI (Note a)	按公平值計入其他全面收益的債務工具產生之變動淨值(附註a)	–	–	–	54,990	–	54,990
Total comprehensive income for the year	本年度全面收益總額	–	–	–	54,990	1,037,781	1,092,771
Issue of new shares from exercise of share options	因行使購股權而發行新股份	517,105	–	(107,134)	–	–	409,971
Recognition of equity-settled share-based payments	確認以權益結算的股份形式付款	–	–	132,625	–	–	132,625
Final dividend for the year ended 31 December 2018	截至二零一八年十二月三十一日止年度之末期股息	–	–	–	–	(758,207)	(758,207)
Interim dividend for the year ended 31 December 2019	截至二零一九年十二月三十一日止年度之中期股息	–	–	–	–	(303,206)	(303,206)
Repurchase and cancellation of ordinary shares (Note 31)	購回及註銷普通股(附註31)	(25,156)	(13,811)	–	–	–	(38,967)
		491,949	(13,811)	25,491	–	(1,061,413)	(557,784)

46. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (continued)

46. 本公司之財務狀況及儲備表(續)

Note: (continued)

附註:(續)

		Share premium 股份溢價 HK$'000 千港元	Capital redemption reserve 資本贖回儲備 HK$'000 千港元	Share-based payments reserve 以股份形式付款儲備 HK$'000 千港元	Investment revaluation reserve 投資重估儲備 HK$'000 千港元	Retained profits 保留溢利 HK$'000 千港元	Total 總計 HK$'000 千港元
Balance at 31 December 2019	於二零一九年十二月三十一日的結餘	6,566,852	(11,900)	25,491	(35,412)	150,435	6,695,466
Profit for the year	年內溢利	–	–	–	–	1,427,081	1,427,081
Net changes arising from debt instruments through at FVTOCI (Note a)	按公平值計入其他全面收益的債務工具產生之變動淨值(附註a)	–	–	–	35,412	–	35,412
Total comprehensive income for the year	本年度全面收益總額	–	–	–	35,412	1,427,081	1,462,493
Issue of new shares from exercise of share options	因行使購股權而發行新股份	57,505	–	(11,914)	–	–	45,591
Final dividend for the year ended 31 December 2019	截至二零一九年十二月三十一日止年度之末期股息	–	–	–	–	(662,430)	(662,430)
Special final dividend for the year ended 31 December 2019	截至二零一九年十二月三十一日止年度之特別末期股息	–	–	–	–	(552,025)	(552,025)
Interim dividend for the year ended 31 December 2020	截至二零二零年十二月三十一日止年度之中期股息	–	–	–	–	(309,618)	(309,618)
Repurchase and cancellation of ordinary shares (Note 31)	購回及註銷普通股(附註31)	(58,497)	13,811	–	–	–	(44,686)
		(992)	13,811	(11,914)	–	(1,524,073)	(1,523,168)
Balance at 31 December 2020	於二零二零年十二月三十一日之結餘	6,565,860	1,911	13,577	–	53,443	6,634,791

Note:

(a) Net change arising from debt instruments through at FVTOCI represents gain on fair value in debt instruments amounting to HK$35,412,000 (2019: HK$54,990,000).

附註:

(a) 按公平值計入其他全面收益的債務工具產生之變動淨值指債務工具公平值收益35,412,000港元(二零一九年:54,990,000港元)。

INFORMATION ON THE GROUP'S PROPERTIES
集團物業資料

The following tables set out the Group's material properties held for investment:

本集團主要持作投資物業列於下表：

Location 地點	Existing use 現時用途	Tenure 租期	GFA (m^2) 總樓面面積 （平方米）	Group's interest 本集團持有權益 2020 二零二零年 %	 2019 二零一九年 %
Delta House, 3 On Yiu Street, Shek Mun, Shatin, New Territories, Hong Kong 香港新界沙田石門安耀街3號匯達大廈	Office 寫字樓	Medium term lease 中期租期	33,000	**100%**	100%
Oversea Trust Bank Building 5-7/F, No. 160 Gloucester Road, Hong Kong 香港告士打道160號海外信託銀行大廈5-7樓	Office 寫字樓	Medium term lease 中期租期	2,000	**100%**	100%
Oversea Trust Bank Building 9-14/F, No. 160 Gloucester Road, Hong Kong 香港告士打道160號海外信託銀行大廈9-14樓	Office 寫字樓	Medium term lease 中期租期	4,000	**100%**	100%
Oversea Trust Bank Building 23/F, 26/F, 27/F, and Parking Space No. 9 and No. 10 on 2nd Floor, No. 160 Gloucester Road, Hong Kong 香港告士打道160號海外信託銀行大廈23樓、26樓、27樓及2樓9及10號車位	Office 寫字樓	Medium term lease 中期租期	1,800	**73%**	69%
One Aldgate, No. 1 Aldgate, London, EC3N1AA, United Kingdom	Office 寫字樓	Freehold 永久產權	5,000	**100%**	100%
88 to 93 Fenchurch Street, 5 and 7 Carlisle Avenue and Part of Saracens Head Yard, London, EC3M 4ST, United Kingdom	Office 寫字樓	Freehold 永久產權	8,000	**73%**	69%
Moor Place, Fore Street, London EC2Y 5BJ, United Kingdom	Office 寫字樓	Freehold 永久產權	21,500	**100%**	100%

INFORMATION ON THE GROUP'S PROPERTIES
集團物業資料

The following tables set out the Group's material properties held for investment: (continued)

本集團主要持作投資物業列於下表：（續）

Location 地點	Existing use 現時用途	Tenure 租期	GFA (m^2) 總樓面面積 （平方米）	Group's interest 本集團持有權益 **2020** **二零二零年** **%**	 2019 二零一九年 %
Shanghai Modern Plaza, 369 Xian Xia Road, Changning District, Shanghai, the PRC* 中國上海市長寧區仙霞路369號 上海現代廣場	Office 寫字樓	Medium term lease 中期租期	17,000	**100%**	100%
Guangzhou Dongzhao Building, No. 515 Dong Feng Central Road, Yuexiu District, Guangzhou, Guangdong Province, the PRC* 中國廣東省廣州市越秀區東風中路515號 廣州東照大廈	Shop, Office 商鋪，寫字樓	Medium term lease 中期租期	91,000	**100%**	100%
Zhanfeng Commercial Building, Zhujiang New Town II-3, Tianhe District, Guangzhou, Guangdong Province, the PRC* 中國廣東省廣州市天河區 珠江新城II-3地塊展峰商業大廈	Shop, Office 商鋪，寫字樓	Medium term lease 中期租期	72,000	**100%**	100%
Shanghai Kingboard Plaza Phase I, 224 Xin Jing Road, Changning District, Shanghai, the PRC* 中國上海市長寧區新涇鎮224號 上海建滔廣場一期	Shop, Office 商鋪，寫字樓	Medium term lease 中期租期	297,000	**100%**	100%
Huaqiao Kingboard Plaza Phase I, Kunshan City, Jiangsu Province, the PRC* 中國江蘇昆山市 花橋建滔廣場一期	Shop, Office SOHO & Hotel 商鋪，寫字樓， SOHO及酒店	Medium term lease 中期租期	178,000	**100%**	100%

INFORMATION ON THE GROUP'S PROPERTIES
集團物業資料

The following table sets out the Group's material properties held for development:

本集團主要待發展物業列於下表：

Location 地點	Approximate percentage of completion as at the date of this report 直至本報告日期止完成概約百分比 %	Year of expected completion 預計完工年度	Gross floor area (m^2) 總樓面面積（平方米）	Expected use 預計用途	Group's interest 本集團持有權益 2020 二零二零年 %	2019 二零一九年 %
Kingboard Qianhai Building, Neighbourhood 5, Area 4, Guiwan District, Shen Gang Xian Dai Services Cooperation District, Qianhai, Shenzhen City,Guangdong Province, the PRC* 中國廣東省深圳市前海深港現代服務業合作區桂灣片區四單元五街坊建滔前海大廈	7%	2023	88,000	Commercial 商業	**100%**	100%
Kunshan Centre South of Zhong Hua, Yuan Road, West of Huang Shan Road, Development District, Kunshan City, Jiangsu Province, the PRC* 中國江蘇省昆山市開發區中華園路南側黃山路西側昆山中心	25%	2021-2028	1,111,000	Shops, Office & SOHO 商鋪，寫字樓及SOHO	**75%**	75%
Lujia Kingboard Yu Garden, West of Furong Road, South of Nan Wei Road, Lujia Town, Jiangsu Province, the PRC* 中國江蘇省陸家鎮南環路南側，富榮路西側陸家建滔裕花園	94%	2021	299,000	Residential 住宅	**100%**	100%
Huaqiao Kingboard Yu Garden Phase 6, West of Yuan Guo Road, North of Jin Song Road, Huaqiao Development District, Jiangsu Province, the PRC* 中國江蘇省花橋開發區，遠國路西側，金淞路北側花橋建滔裕花園六期*	94%	2022	171,000	Residential 住宅	**100%**	100%

* denotes English translation of Chinese addresses in the PRC for identification purposes only

* 中國物業之英文地址翻譯只供識別用途

FINANCIAL SUMMARY
財務概要

RESULTS 業績

		Year ended 31 December 截至十二月三十一日止年度				
		2016 二零一六年 HK$'000 千港元 (Restated) (經重述)	2017 二零一七年 HK$'000 千港元 (Restated) (經重述)	2018 二零一八年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元	**2020 二零二零年 HK$'000 千港元**
Revenue	營業額	36,103,078	43,371,270	45,994,419	41,160,851	**43,510,274**
Profit before taxation	除稅前溢利	7,237,226	8,365,361	9,121,910	5,122,913	**7,936,416**
Income tax expense	所得稅開支	(1,075,209)	(1,531,177)	(2,051,710)	(1,353,933)	**(2,108,063)**
Profit for the year	年內溢利	6,162,017	6,834,184	7,070,200	3,768,980	**5,828,353**
Attributable to:	以下人士應佔份額：					
Owners of the Company	本公司持有人	5,026,831	5,593,434	6,075,760	3,094,421	**4,702,884**
Non-controlling interests	非控股權益	1,135,186	1,240,750	994,440	674,559	**1,125,469**
		6,162,017	6,834,184	7,070,200	3,768,980	**5,828,353**

ASSETS AND LIABILITIES 資產及負債

		At 31 December 於十二月三十一日				
		2016 二零一六年 HK$'000 千港元	2017 二零一七年 HK$'000 千港元	2018 二零一八年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元	**2020 二零二零年 HK$'000 千港元**
Total assets	資產總額	76,420,553	88,294,383	94,430,339	97,035,126	**93,249,138**
Total liabilities	負債總額	(32,467,881)	(34,570,663)	(39,797,068)	(39,065,476)	**(32,450,432)**
		43,952,672	53,723,720	54,633,271	57,969,650	**60,798,706**
Equity attributable to owners of the Company	本公司持有人應佔權益	37,587,004	46,039,519	47,332,985	50,188,565	**55,864,903**
Non-controlling interests	非控股權益	6,365,668	7,684,201	7,300,286	7,781,085	**4,933,803**
		43,952,672	53,723,720	54,633,271	57,969,650	**60,798,706**

Note: Interest income from debt instruments and dividend income from equity instruments which were previously included in other income, gains and losses have been reclassified to revenue to conform with presentation in 2018.

附註： 以往計入其他收入、收益及虧損的債務工具之利息收入及權益工具之股息收入已重新分類至營業額，以符合二零一八年之呈列方式。

建滔集團有限公司
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