SANDMARTIN INTERNATIONAL HOLDINGS LIMITED
聖馬丁國際控股有限公司*

INCORPORATED IN BERMUDA WITH LIMITED LIABILITY
於百慕達註冊成立之有限公司

Stock Code 股份代號 : 482

2020 年報
ANNUAL REPORT

* For identification purpose only
僅供識別

CONTENTS 目錄

CORPORATE INFORMATION
公司資料

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Mr. Chen Wei Chun

NON-EXECUTIVE DIRECTOR
Mr. Kuo Jen Hao

INDEPENDENT NON-EXECUTIVE DIRECTORS
Mr. Lau Yau Cheung *(Chairman)*
Mr. Li Chak Hung
Mr. Wu Chia Ming

AUDIT COMMITTEE
Mr. Li Chak Hung *(Committee Chairman)*
Mr. Lau Yau Cheung
Mr. Wu Chia Ming

REMUNERATION COMMITTEE
Mr. Wu Chia Ming *(Committee Chairman)*
Mr. Lau Yau Cheung
Mr. Li Chak Hung

NOMINATION COMMITTEE
Mr. Lau Yau Cheung *(Committee Chairman)*
Mr. Li Chak Hung
Mr. Wu Chia Ming

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Ms. Tung Wing Yee Winnie

執行董事
洪聰進先生
陳偉鈞先生

非執行董事
郭人豪先生

獨立非執行董事
劉幼祥先生（*主席*）
李澤雄先生
吳嘉明先生

審核委員會
李澤雄先生（*委員會主席*）
劉幼祥先生
吳嘉明先生

薪酬委員會
吳嘉明先生（*委員會主席*）
劉幼祥先生
李澤雄先生

提名委員會
劉幼祥先生（*委員會主席*）
李澤雄先生
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公司秘書
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授權代表
洪聰進先生
董穎怡女士

PRINCIPAL BANKERS

Agricultural Bank of China Limited
CTBC Bank Co., Ltd.
Industrial and Commercial Bank of China Limited
Taishin International Bank Co., Ltd.

AUDITOR

BDO Limited
Certified Public Accountants

LEGAL ADVISORS

Woo Kwan Lee & Lo
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SHARE REGISTRAR AND TRANSFER OFFICE

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CORPORATE WEBSITE

www.sandmartin.com.hk

STOCK CODE

482

主要往來銀行

中國農業銀行股份有限公司
中國信託商業銀行股份有限公司
中國工商銀行股份有限公司
台新國際商業銀行股份有限公司

核數師

香港立信德豪會計師事務所有限公司
執業會計師

法律顧問

胡關李羅律師行
銘德有限法律責任合夥律師事務所

股份登記及過戶處

香港
(自二零二一年三月五日起生效)
寶德隆證券登記有限公司
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(於二零二一年三月五日前)
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股份代號

482

CHAIRMAN'S LETTER TO SHAREHOLDERS
主席致股東報告

Dear shareholders of the Company (the "**Shareholders**"),

On behalf of the board (the "**Board**") of directors (the "**Directors**") of Sandmartin International Holdings Limited (the "**Company**", together with its subsidiaries, collectively referred to as the "**Group**"), I hereby present the annual results of the Group for the year ended 31 December 2020.

The outbreak of novel coronavirus 2019 (the "**COVID-19**") pandemic (the "**Pandemic**") since January 2020 has dramatically changed the lifestyle of people, with "social distancing", "work from home" and "furlough" are now common practice almost throughout the year. The Pandemic has impact on the business and operations of the Group, as the Group has certain factories located in the People's Republic of China (the "**PRC**" or "**China**") and extensive operations in the United States (the "**US**"). The Group's factories in the PRC were temporarily suspended from operations in February 2020 and gradually resumed production in early March 2020. For our operations in the US, due to the severity of the Pandemic, some cities were under lockdown and the global freight capacity was also reduced massively, which led to the reduction of shipment of products to our customers in the US. The Group has been closely monitoring the impact from the global development of the Pandemic, and taking measures including but not limited to adjustments of its supply chain management and reallocation of human resources to reduce the unfavourable impact arising from the Pandemic.

In response to the China-US trade war, the Group mitigates the impact by strengthening its supply chain management to produce components and accessories in Vietnam and India, including encouraging our suppliers to establish new production facilities in Vietnam to cope with the production orders of parts. The Group also established production facilities in India and relocated certain manufacturing workflows to local production, serving the purpose of avoiding the tariffs imposed by the US on products from the PRC.

For the Company's 47.12% owned associate, Dish Media Network Limited ("**Dish Media**", the largest satellite pay television operator in Nepal), has secured a customer base exceeding one million subscribers in Nepal and generated stable subscription revenue in the year of 2020 amidst the outbreak of the Pandemic.

* *For identification purpose only*

各位本公司股東(「**股東**」)：

本人謹代表聖馬丁國際控股有限公司*(「**本公司**」，連同其附屬公司統稱為「**本集團**」)董事(「**董事**」)會(「**董事會**」)呈報本集團截至二零二零年十二月三十一日止年度的年度業績。

二零二零年一月爆發的新型冠狀病毒(「**新型冠狀病毒**」)疫情(「**疫情**」)，大幅地改變了人們的生活方式。如今，「社交距離」、「在家工作」和「休假」已幾乎成為全年的習慣。由於本集團若干工廠位於中華人民共和國(「**中國**」)，並在美國(「**美國**」)有廣泛業務，本集團業務及營運因而受到疫情影響。本集團位於中國的工廠自二零二零年二月起短暫停工，並於二零二零年三月初逐步恢復生產。對於我們在美國的業務而言，由於疫情嚴峻，部分城市實施封城、加上全球貨運量大幅減少，導致我們向美國客戶的出貨量減少。本集團正持續密切地關注全球疫情發展，並採取措施以調整本集團供應鏈管理及人力資源重新配置，以減低疫情所造成的不良影響。

為應對中美貿易戰，本集團藉加強其供應鏈管理以減輕受影響程度，將零件及配件的生產工序轉移至越南及印度，包括鼓勵供應商在越南另設新生產設施處理配件的生產訂單，本集團亦在印度設立生產設施，將若干製造工序轉移至當地生產，以規避美國對來自中國的產品徵收的關稅。

本公司擁有47.12%權益的聯營公司Dish Media Network Limited(「**Dish Media**」)是尼泊爾最大的收費衛星電視營辦商，在當地擁有超過一百萬名訂戶，在疫情爆發中的二零二零年產生穩定的訂閱服務收入。

* *僅供識別*

The impacts from the Pandemic along with the escalation of geo-political and geo-economic tensions, clouding the general economic landscape with uncertainties and financial risks. Given these volatilities and challenges, the Group will make every endeavour to identify business opportunities with promising potential in the manufacturing segment or even other sectors so as to diversify our income source to weather the possible adverse cycle. With the dedicated management and execution capabilities of our top management team, the Group remains confident in seizing the opportunities amidst the challenging landscape.

受疫情影響加上地緣政治及經濟局勢漸趨緊張，不明朗因素和金融風險因而使整體經濟形勢蒙上陰影。即使面對以上動盪情況和挑戰，本集團為求開拓更多收入來源以渡過可能出現的逆週期，仍將努力在製造分部或甚至其他行業尋找潛力優厚的商機。本集團的高級管理層盡忠職守，具備卓越的管理和執行能力，故有信心在充滿挑戰的形勢中把握機遇。

Going forward, the Board believes that the growth of the Group will depend on business opportunities arising from new 5G peripherals, Internet of Things and related products. In anticipation of such business opportunity, the Group's research and development team is developing new 5G related products with reference to the market trend. New products under development include next generation radio frequency and antenna products. The Group's research and development team is working on these products in the research center in Hsinchu, Taiwan. Hopefully, the Group's new 5G related products will bring about more business opportunities as well as revenue and profits.

展望未來，董事會深信，本集團的增長將有賴於最新的5G週邊、物聯網和相關產品帶來的商機。為配合預期中的商機，本集團的研發團隊正因應市場趨勢開發全新的5G相關產品。開發中的新產品包括下一代的無線電頻道和天線產品。本集團的研發團隊目前在位於臺灣新竹的研究中心埋首於這些產品的開發工作，期望本集團全新的5G相關產品能誘發更多商機，繼而帶來收益和溢利。

All in all, we are thankful for the patience and continuous support from our dedicated employees, the management, invaluable business partners, Shareholders and investors. We look forward to sharing the rewards ahead with you.

總括而言，我們謹對專心致志的全體僱員、專業的管理層、寶貴的業務夥伴、股東和投資者一直以來的耐心表現和鼎力支持衷心致謝，期望日後能與各位分享成果。

Lau Yau Cheung
Chairman

主席
劉幼祥

FINANCIAL HIGHLIGHT AND BUSINESS OVERVIEW

The Group recorded a decrease in gross profit ratio from continuing operations from 16.83% for the year ended 31 December 2019 to 13.77% for the year ended 31 December 2020 due to outbreak of the Pandemic and the lockdown of certain cities in the North America and South Asia, which postponed the delivery of the products of the Group to its customers.

The Group's earnings before finance costs, income tax expense, depreciation, amortisation and release of prepaid lease payments was HK$33,689,000 (2019: loss of HK$285,768,000).

MEDIA ENTERTAINMENT PLATFORM RELATED PRODUCTS

In 2020, the Group's media entertainment platform related products segment faced a challenging economic environment and a decline in demand of its products due to the outbreak of the Pandemic. In response to the challenging economic environment, the Group continued to explore new business opportunities such as trading of small home appliances. The revenue of this segment was decreased by 31.80% as compared with the year ended 31 December 2019, while the segment results were decreased by 84.38% due to the outbreak of the Pandemic.

— Segment revenue of media entertainment platform related products was approximately HK$124,293,000 (2019: HK$182,237,000).

— Segment results from operations were approximately HK$2,039,000 (2019: HK$13,052,000).

— Segment margin was 1.64% as compared with segment margin of 7.16% in 2019.

Outlook

The Group is exploring new business opportunities for this segment such as trading of small home appliances. The China-US trade war is not expected to have material adverse impact on this segment as the Group does not have set-top box customers in the US.

財務摘要及業務概覽

本集團持續經營業務的毛利率由截至二零一九年十二月三十一日止年度的16.83%減至截至二零二零年十二月三十一日止年度的13.77%，乃由於疫情爆發以及北美洲及南亞部分城市封鎖導致延遲向其客戶交付本集團產品所致。

本集團於扣除融資成本、所得税支出、折舊、攤銷及撥回預付租賃款項前盈利為33,689,000港元(二零一九年：虧損285,768,000港元)。

媒體娛樂平臺相關產品

於二零二零年，由於疫情爆發，本集團的媒體娛樂平臺相關產品分部面對的經濟環境充滿挑戰及其產品需求減少。為應對充滿挑戰的經濟環境，本集團繼續發掘新商機，如買賣小型家電。此分部的收益較截至二零一九年十二月三十一日止年度減少31.80%，分部業績因疫情爆發減少84.38%。

— 媒體娛樂平臺相關產品的分部收益約為124,293,000港元(二零一九年：182,237,000港元)。

— 分部營運業績約為2,039,000港元(二零一九年：13,052,000港元)。

— 分部利潤率為1.64%，而二零一九年的分部利潤率則為7.16%。

前景

本集團正為此分部開拓新商機，例如買賣小型家電。由於本集團並無機頂盒客戶位於美國，故預期中美貿易戰不會對此分部造成重大不利影響。

OTHER MULTIMEDIA PRODUCTS

Despite the outbreak of the Pandemic, which affected the products demand of the Group's other multimedia products segment and the challenging economic environment, the Group's other multimedia products segment was able to maintain its profitability. Major products of this segment included cables, multimedia accessories, external batteries, wireless mobile phone chargers for vehicles and ultraviolet light smartphone sanitizers. The revenue of this segment was increased by 16.23%, thanks to the high demand of ultraviolet light smartphone sanitizers. Segment results decreased by 48.24% due to the increase in material costs after the outbreak of the Pandemic.

— Segment revenue of other multimedia products was approximately HK$273,735,000 (2019: HK$235,505,000).

— Segment results from operations were approximately HK$16,434,000 (2019: HK$31,749,000).

— Segment margin was 6.00% as compared with the segment margin of 13.48% in 2019.

Outlook

We are enhancing our product portfolio and developing new businesses. New products, such as ultraviolet light smartphone sanitizers received high demand in the year of 2020. The China-US trade war has some impact on this segment as some of the customers are located in the US. We are trying to minimize the impact by sourcing from suppliers outside the PRC, such as Southeast Asia.

其他多媒體產品

儘管疫情爆發影響本集團的其他多媒體產品分部的產品需求及導致經濟環境充滿挑戰，本集團的其他多媒體產品分部能維持其盈利能力。此分部的主要產品包括電纜、多媒體配件、外置電池、車載無線手機充電器及紫外線智能手機消毒器。受惠於紫外線智能手機消毒器的高需求量，此分部的收益增加16.23%。分部業績因疫情爆發後原材料價格上漲而下跌48.24%。

— 其他多媒體產品的分部收益約為273,735,000港元（二零一九年：235,505,000港元）。

— 分部營運業績約為16,434,000港元（二零一九年：31,749,000港元）。

— 分部利潤率為6.00%，而二零一九年的分部利潤率則為13.48%。

前景

我們正在豐富產品組合和開拓新業務。紫外線智能手機消毒器等新產品於二零二零年需求高企。由於部分客戶位於美國，故中美貿易戰已對此分部造成一定影響。我們正嘗試向中國以外地區例如東南亞的供應商進行採購，以盡量減輕所受影響。

SATELLITE TV EQUIPMENT AND ANTENNA PRODUCTS

The revenue of the Group's satellite TV equipment and antenna products segment showed a decline of 28.67%, while the segment results were decreased by 37.80% as a result of the outbreak of the Pandemic and lockdown of certain cities in the North America during the year.

— Segment revenue of satellite TV equipment and antenna products was approximately HK$465,601,000 (2019: HK$652,785,000).

— Segment results from operations were approximately HK$63,897,000 (2019: HK$102,731,000).

— Segment margin was 13.72%, decreased by 2.02 percentage-point as compared with the segment margin of 15.74% for the year ended 31 December 2019.

Outlook

Low noise blocking down converters ("**LNBs**") are receiving devices mounted on satellite dishes used for reception, which collect microwaves from the satellite dishes and facilitate the transmission of satellite television signals. Apart from the sales of LNBs to the customers in North America, we are exploring business opportunities in other areas such as cross-selling LNBs to other existing customers of the Group in South Asia. The research and development team of the Group endeavours to develop new products for next generation radio and antenna communications. The China-US trade war has some impact on this segment as some of the customers are located in the US. Such impact is minimized by sourcing from suppliers outside the PRC, such as Southeast Asia.

衛星電視設備及天線產品

本集團的衛星電視設備及天線產品分部收益受疫情爆發及北美洲部分城市封鎖的影響下降28.67%，分部業績減少37.80%。

— 衛星電視設備及天線產品的分部收益約為465,601,000港元(二零一九年：652,785,000港元)。

— 分部營運業績約為63,897,000港元(二零一九年：102,731,000港元)。

— 分部利潤率為13.72%，較截至二零一九年十二月三十一日止年度的分部利潤率15.74%下跌2.02個百分點。

前景

低雜訊降頻器(「**LNBs**」)是安裝在衛星天線以用於自衛星天線接收無線電波的接收設備，有助傳輸衛星電視信號。除向北美洲的客戶銷售LNBs外，我們正於其他地區發掘商機，例如透過與本集團於南亞的其他現有客戶進行LNBs交叉銷售。本集團的研發團隊致力為新一代無線電及天線通訊模式開發新產品。由於部分客戶位於美國，故中美貿易戰已對此分部造成一定影響。有關影響因向中國以外地區，例如東南亞的供應商進行採購而有所減輕。

GEOGRAPHICAL RESULTS

ASIA

— Segment revenue of Asia for the year ended 31 December 2020 was approximately HK$99,362,000, compared with the year ended 31 December 2019 which was approximately HK$275,181,000.

— 63.89% decrease in segment revenue compared with the year ended 31 December 2019.

— Asia shares 11.51% total revenue from continuing operations of the Group for the year ended 31 December 2020 (2019: 25.71%).

EUROPE

— Segment revenue of Europe for the year ended 31 December 2020 was approximately HK$99,389,000, compared with the year ended 31 December 2019 which was approximately HK$108,510,000.

— 8.41% decrease in segment revenue compared with the year ended 31 December 2019.

— Europe shares 11.51% total revenue from continuing operations of the Group for the year ended 31 December 2020 (2019: 10.14%).

MIDDLE EAST

— Segment revenue of Middle East from continuing operations of the Group for the year ended 31 December 2020 was approximately HK$56,843,000, compared with the year ended 31 December 2019 which was approximately HK$35,714,000.

— 59.16% growth in segment revenue compared with the year ended 31 December 2019.

— Middle East shares 6.58% total revenue from continuing operations of the Group for the year ended 31 December 2020 (2019: 3.34%).

地域分部業績

亞洲

— 於截至二零二零年十二月三十一日止年度亞洲分部收入約為99,362,000港元，而截至二零一九年十二月三十一日止年度約為275,181,000港元。

— 分部收入與截至二零一九年十二月三十一日止年度相比減少63.89%。

— 於截至二零二零年十二月三十一日止年度亞洲分部佔本集團持續經營業務總收入11.51%(二零一九年：25.71%)。

歐洲

— 於截至二零二零年十二月三十一日止年度歐洲分部收入約為99,389,000港元，而截至二零一九年十二月三十一日止年度約為108,510,000港元。

— 分部收入與截至二零一九年十二月三十一日止年度相比減少8.41%。

— 於截至二零二零年十二月三十一日止年度歐洲分部佔本集團持續經營業務總收入11.51%(二零一九年：10.14%)。

中東

— 於截至二零二零年十二月三十一日止年度本集團持續經營業務之中東分部收入約為56,843,000港元，而截至二零一九年十二月三十一日止年度約為35,714,000港元。

— 分部收入與截至二零一九年十二月三十一日止年度相比增長59.16%。

— 於截至二零二零年十二月三十一日止年度中東分部佔本集團持續經營業務總收入6.58%(二零一九年：3.34%)。

NORTH AMERICA

— Segment revenue of North America for the year ended 31 December 2020 was approximately HK$567,365,000, compared with the year ended 31 December 2019 which was approximately HK$622,613,000.

— 8.87% drop in segment revenue compared with the year ended 31 December 2019.

— North America shares 65.70% total revenue from continuing operations of the Group for the year ended 31 December 2020 (2019: 58.16%).

北美洲

— 於截至二零二零年十二月三十一日止年度北美洲分部收入約為567,365,000港元，而截至二零一九年十二月三十一日止年度約為622,613,000港元。

— 分部收入與截至二零一九年十二月三十一日止年度相比減少8.87%。

— 於截至二零二零年十二月三十一日止年度北美洲分部佔本集團持續經營業務總收入65.70%(二零一九年：58.16%)。

SOUTH AMERICA

— Segment revenue of South America for the year ended 31 December 2020 was approximately HK$38,420,000, compared with the year ended 31 December 2019 which was approximately HK$23,461,000.

— 63.76% growth in segment revenue compared with the year ended 31 December 2019.

— South America shares 4.45% total revenue from continuing operations of the Group for the year ended 31 December 2020 (2019: 2.19%).

南美洲

— 於截至二零二零年十二月三十一日止年度南美洲分部收入約為38,420,000港元，而截至二零一九年十二月三十一日止年度約為23,461,000港元。

— 分部收入與截至二零一九年十二月三十一日止年度相比增長63.76%。

— 於截至二零二零年十二月三十一日止年度南美洲分部佔本集團持續經營業務總收入4.45%(二零一九年：2.19%)。

Outlook

As our businesses in Europe, North America and Asia continued to share majority of the Group's revenue, therefore we shall focus and explore new business opportunities on these regions in future.

前景

由於我們在歐洲、北美洲及亞洲的業務持續佔本集團的大部份收入，因此我們將於日後專注並於該等地區發掘新商機。

DISPOSAL OF ALL INTERESTS IN MYHD AND CONTINUATION OF LOANS AND GUARANTEE

Reference is made to the announcement of the Company dated 31 December 2018 (the "**Announcement**") and the circular of the Company dated 25 May 2019 (the "**Circular**"). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcement and in the Circular. On 31 December 2018, the Vendor and the Purchaser entered into the Agreement pursuant to which the Vendor has conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase the entire issued share capital of the Target Company, at the nominal consideration of US$1 with effect from the Transaction Date. The Target Company was a wholly-owned subsidiary of the Company and indirectly held 51% interests in MyHD. All the Conditions set out in the Agreement had been satisfied and the Disposal was completed on 25 June 2019.

The Vendor had agreed with the Purchaser under the Agreement to procure that the Existing Loans shall continue to be advanced by the Company or SMT (as the case may be) to the Target Company and/or MyHD (as the case may be) under the then existing arrangements notwithstanding the Completion taking place. Such arrangement confers the right to the Company or SMT (as the case may be) to receive the payments for the Existing Loans from the Target Company and/or MyHD (as the case may be) when the financial positions of the Target Company and/or MyHD (as the case may be) improve and have sufficient cash to settle the Existing Loans. As at 31 December 2020, there were Existing Loans which have been past due in the aggregate amount of US$91,534,000 comprising aggregate principal amount of US$71,298,000 and aggregate accrued interest (calculated based on the terms of agreements of Existing Loans) of US$20,236,000 owing by the Target Company and/or MyHD to the Company and/or SMT (as the case may be), the particulars of which are as follows:

出售於MYHD的全部權益及延續貸款及擔保

茲提述本公司日期為二零一八年十二月三十一日的公告(「**該公告**」)及本公司日期為二零一九年五月二十五日的通函(「**該通函**」)。除另有説明外，本報告所用詞彙與該公告及該通函所界定者具有相同涵義。於二零一八年十二月三十一日，賣方與買方訂立該協議，據此，賣方有條件同意出售，而買方有條件同意以象徵式代價1美元購買目標公司之全部已發行股本，自交易日期起生效。目標公司原為本公司的全資附屬公司，間接持有MyHD的51%權益。該協議所載全部條件已獲達成，而出售事項已於二零一九年六月二十五日完成。

儘管完成已落實，賣方已根據該協議與買方協定促使本公司或宏揚科技(視乎情況而定)按當時現有安排繼續向目標公司及／或MyHD(視乎情況而定)墊付現有貸款。有關安排賦予本公司或宏揚科技(視乎情況而定)權利當目標公司及／或MyHD(視乎情況而定)之財務狀況改善並擁有足夠現金償付現有貸款時自目標公司及／或MyHD(視乎情況而定)收取現有貸款之付款。於二零二零年十二月三十一日，現有已逾期之貸款合共為91,534,000美元，包括目標公司及／或MyHD結欠本公司及／或宏揚科技(視乎情況而定)的本金總額71,298,000美元及應計利息(根據現有貸款合同內條款所計算)總額20,236,000美元，詳情如下：

Lenders 貸款人	Debtors 債務人	Prevailing interest rate 現行利率	Maturity date 到期日	Principal amount outstanding as at 31 December 2020 於二零二零年十二月三十一日尚未償還本金額	Accrued interest as at 31 December 2020 於二零二零年十二月三十一日應計利息
SMT 宏揚科技	Target Company 目標公司	3 months LIBOR + 100 basis points(Note 1) 三個月倫敦銀行同業拆息加100個基點(附註1)	31.12.2020 二零二零年十二月三十一日	US$9,554,000 (approximately HK$74,062,000) 9,554,000美元(約74,062,000港元)	US$1,405,000 (approximately HK$10,895,000) 1,405,000美元(約10,895,000港元)
SMT 宏揚科技	MyHD MyHD	3 months LIBOR + 100 basis points(Note 1) 三個月倫敦銀行同業拆息加100個基點(附註1)	31.12.2020 二零二零年十二月三十一日	US$10,500,000 (approximately HK$81,397,000) 10,500,000美元(約81,397,000港元)	US$1,284,000 (approximately HK$9,952,000) 1,284,000美元(約9,952,000港元)
SMT 宏揚科技	MyHD MyHD	10% per annum 年利率10厘	31.12.2020 二零二零年十二月三十一日	US$42,653,000 (approximately HK$330,652,000) 42,653,000美元(約330,652,000港元)	US$14,608,000 (approximately HK$113,239,000) 14,608,000美元(約113,239,000港元)
the Company 本公司	MyHD MyHD	10% per annum 年利率10厘	31.12.2020 二零二零年十二月三十一日	US$8,591,000 (approximately HK$66,600,000) 8,591,000美元(約66,600,000港元)	US$2,939,000 (approximately HK$22,784,000) 2,939,000美元(約22,784,000港元)
			Total 總計	US$71,298,000 (approximately HK$552,711,000) 71,298,000美元(約552,711,000港元)	US$20,236,000 (approximately HK$156,870,000) 20,236,000美元(約156,870,000港元)

Note:

1. As a reference, 3 months London inter-bank offered rates ("**LIBOR**") as applicable to these two loans during the period between 1 May 2012 to 31 December 2020 ranged between 0.21575% and 2.80763%.

附註:

1. 作為參考,於二零一二年五月一日至二零二零年十二月三十一日期間適用於此兩筆貸款的三個月倫敦銀行同業拆息(「**倫敦銀行同業拆息**」)介乎0.21575厘至2.80763厘。

In December 2019, the Company was given to understand that the Target Company and MyHD were in serious financial problem and ceased to operate in late 2019. As such, the Company considered these loan receivables were credit impaired and full impairment in the amount of HK$646,366,000 was provided as at 31 December 2019. No interest income was recognised on the outstanding loan principal for the year ended 31 December 2020 as the recoverability of such interest receivables is remote.

於二零一九年十二月,本公司知悉目標公司及MyHD面臨嚴重財務問題,並於二零一九年底終止營運。因此,本公司認為該等應收貸款已信貸減值,並就該等應收貸款於二零一九年十二月三十一日全額計提減值撥備,金額為646,366,000港元。截至二零二零年十二月三十一日止年度,由於該等應收利息的可收回性極低,故並無就未償還貸款本金確認利息收入。

The Vendor had also agreed that the Guarantee given by the Company to MyHD shall continue for the time being after the Completion. The maximum amount payable by the Company under the Guarantee would not exceed US$3,500,000 (equivalent to HK$27,332,000). Such arrangement would enable MyHD to secure continuing supply of television contents from MBC FZ LLC which is one of the foundations for the normal operation of MyHD and was essential for the Completion of the Disposal.

賣方亦同意,本公司給予MyHD的擔保須於完成後暫時持續。本公司根據擔保所須支付的最高金額將不超過3,500,000美元(相當於27,332,000港元)。有關安排將使MyHD得以繼續獲MBC FZ LLC提供電視內容,此乃MyHD正常營運的基礎之一,對出售事項的完成至關重要。

Notwithstanding that MyHD ceased its operation in late 2019, the Company has not received any demand for payment from MyHD under the Guarantee. At 31 December 2019 and 2020, the Group had recognised the provision for financial guarantee in the amount of US$3,500,000 (equivalent to HK$27,332,000) in relation to the Guarantee.

儘管MyHD已於二零一九年年底停止營運,但本公司未收到MyHD根據擔保提出的任何付款要求。於二零一九年及二零二零年十二月三十一日,本集團已就該擔保確認財務擔保撥備3,500,000美元(相當於27,332,000港元)。

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Group did not have any material acquisitions and disposals of subsidiaries, associates and joint ventures during the year ended 31 December 2020.

重大收購及出售附屬公司、聯營公司及合營企業

於截至二零二零年十二月三十一日止年度,本集團並無任何重大收購或出售附屬公司、聯營公司及合營企業。

DELISTING AND REPURCHASE OF TDRS

Reference is made to the announcements of the Company dated 9 April 2020, 15 April 2020, 29 April 2020, 5 May 2020, 4 August 2020, 10 August 2020 and 22 October 2020 (the "**TDR Announcements**") in relation to, among other things, the delisting of TDRs of the Company as requested by the Taiwan Stock Exchange. Unless otherwise specified herein, capitalised terms used herein shall have the same meanings as those defined in the TDR Announcements.

As disclosed in the TDR Announcements, the Company received a notice from the Taiwan Stock Exchange on 5 May 2020, whereby the Taiwan Stock Exchange required the TDRs to be delisted with effect from 15 June 2020 pursuant to the relevant rules of the Taiwan Stock Exchange as the equity attributable to the owners of the Company fell below one-third of the sum of the share capital and the share premium of the Company as set out in the annual report of the Company for the year ended 31 December 2019 and its conversion report prepared under the IFRSs recognised by the FSC, which was determined pursuant to the relevant rules of the Taiwan Stock Exchange and published as an overseas regulatory announcement of the Company on 29 April 2020. As such, the last trading day of the TDRs had fallen on 12 June 2020.

As at 3 August 2020 (being the last date for TDR Holders to submit their requests for the Company to repurchase their TDRs), there were 97,748,625 units of TDR that were required to be repurchased by the Company, which constitute approximately 2.98% of the number of issued Shares as at the even date. The TDRs so requested to be repurchased by the Company had been surrendered to the Depositary Agent for cancellation. The total amount involved to repurchase the TDRs is approximately NT$26,490,000 (equivalent to approximately HK$6,996,000) (which is calculated by multiplying the total number of TDRs required to be repurchased by the Company with the Repurchase Price of NT$0.271) has already been paid by the Company to the Depositary Agent.

The underlying Shares representing such 97,748,625 units of repurchased TDRs were transferred to the Company on 8 October 2020 by the Hong Kong custodian and they were cancelled accordingly by the Company's share registrar on 22 October 2020.

臺灣存託憑證終止上市及回購

茲提述本公司日期為二零二零年四月九日、二零二零年四月十五日、二零二零年四月二十九日、二零二零年五月五日、二零二零年八月四日、二零二零年八月十日及二零二零年十月二十二日之公告(「**臺灣存託憑證公告**」),內容有關(其中包括)本公司之臺灣存託憑證按臺灣證券交易所要求終止上市。除本報告另有説明外,本報告所用之詞彙與臺灣存託憑證公告所界定者具有相同涵義。

誠如臺灣存託憑證公告內所披露,本公司於二零二零年五月五日收到臺灣證券交易所發出的通知,根據本公司截至二零一九年十二月三十一日止年度之年報及其以金管會認可之國際財務報告準則編製的報告(其依照臺灣證券交易所的相關規則編製並於二零二零年四月二十九日作為本公司海外監管公告刊發)所載,由於本公司擁有人應佔權益已低於本公司股本及股份溢價之和的三分之一,故其得依臺灣證券交易所的相關規則要求臺灣存託憑證於二零二零年六月十五日起終止上市。因此,臺灣存託憑證的最後交易日為二零二零年六月十二日。

截至二零二零年八月三日(即臺灣存託憑證持有人提交要求本公司回購臺灣存託憑證之最後日期),共有97,748,625份臺灣存託憑證需要本公司回購,於當日構成已發行股份數目約2.98%。需要本公司回購之臺灣存託憑證已交還給存託機構作註銷。本公司回購臺灣存託憑證金額合共約新台幣26,490,000元(相當於約6,996,000港元)(其由需要本公司回購之臺灣存託憑證總數乘以新台幣0.271元之回購價計算所得)已由本公司支付予存託機構。

香港存託人已於二零二零年十月八日把該等97,748,625單位已回購的臺灣存託憑證所代表之股份轉讓給本公司;並由本公司之股份過戶處於二零二零年十月二十二日註銷該等股份。

The table below sets out a summary of the shareholding structure of the Company (i) immediately before the completion of the TDR Repurchase, and (ii) immediately after the completion of the TDR Repurchase:

下表載列本公司(i)緊隨臺灣存託憑證回購完成前；和(ii)緊隨臺灣存託憑證回購完成後的股權結構概要：

		Immediately before the completion of TDR Repurchase 緊隨臺灣存託憑證回購完成前		Immediately after the completion of TDR Repurchase 緊隨臺灣存託憑證回購完成後	
Shareholders	**股東**	**No. of Shares held 所持股份數目**	**Approximate % of the total issued Shares 佔已發行股份總數概約%**	**No. of Shares held 所持股份數目**	**Approximate % of the total issued Shares 佔已發行股份總數概約%**
First Steamship Company Limited	益航股份有限公司	950,859,347 (Note 1)(附註1)	28.14%	950,859,347	28.98%
Metroasset Investments Limited	Metroasset Investments Limited	507,188,592 (Note 2)(附註2)	15.01%	507,188,592	15.46%
Public shareholders	公眾股東	1,920,777,396	56.85%	1,823,028,771	55.56%
Total	總數	3,378,825,335	100.00%	3,281,076,710	100.00%

Notes:

1. First Steamship Company Limited is interested in 950,859,347 Shares through First Mariner Holding Limited, its wholly-owned subsidiary, which holds 833,000,000 Shares and Grand Citi Limited, its non-wholly owned subsidiary, which holds 117,859,347 Shares.

2. These Shares are held by Metroasset Investments Limited, 45.09% and 43.38% of the issued share capital of which are beneficially owned by Mr. Hung Tsung Chin (an executive Director of the Company) and Ms. Chen Mei Huei (spouse of Mr. Hung Tsung Chin) respectively.

附註：

1. 益航股份有限公司透過其全資附屬公司First Mariner Holding Limited及其非全資附屬公司Grand Citi Limited於950,859,347股股份中擁有權益，其中First Mariner Holding Limited持有833,000,000股股份，而Grand Citi Limited持有117,859,347股股份。

2. 該等股份由Metroasset Investments Limited持有，而Metroasset Investments Limited的45.09%及43.38%已發行股本分別由洪聰進先生(本公司之執行董事)及陳美惠女士(洪聰進先生之配偶)實益擁有。

SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcements of the Company dated 6 August 2020, 10 August 2020 and 31 August 2020 (the "**Subscription Announcements**"). Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the Subscription Announcements. Pursuant to the Subscription Agreement entered into between the Company as an issuer and the Subscriber dated 6 August 2020, and the Supplemental Agreement dated 10 August 2020 entered into between the Company, the Subscriber and the New Subscriber, the Company has conditionally agreed to allot and issue, and the New Subscriber has conditionally agreed to subscribe for 100,000,000 Subscription Shares.

The total number of 100,000,000 Subscription Shares (of an aggregate nominal value of HK$10,000,000) represented (i) approximately 3.05% of the issued share capital of the Company as at the date of the Subscription Agreement; and (ii) approximately 2.96% of the issued share capital of the Company as enlarged by the issue of the Subscription Shares (assuming that there is no change in the issued share capital of the Company from the date of the Subscription Agreement and up to the Completion). The Subscription Shares were issued under the General Mandate and the issue of the Subscription Shares were not subject to the approval by the Shareholders. The Subscription Shares, ranked pari passu among themselves and with the Shares in issue on the date of allotment and issue of the Subscription Shares.

The gross proceeds of the Subscription is HK$10,000,000 and the net proceeds of the Subscription, after deduction of expenses, amounted to approximately HK$9,800,000 (representing a net issue price of approximately HK$0.098 per Subscription Share), of which HK$7,000,000 was used to replenish liquidity of the Company and the rest of HK$2,800,000 was used as general working capital of the Group, in accordance with what has been disclosed in the Subscription Announcements.

The New Subscriber, Mr. Tai Kwok Kei, a third party independent of the Company and its connected persons (as defined in the Listing Rules) is a resident of Hong Kong and is mainly engaged in investment business.

根據一般授權認購新股份

茲提述本公司日期為二零二零年八月六日、二零二零年八月十日及二零二零年八月三十一日之公告(「**認購公告**」)。除本報告另有說明外，本報告所用之詞彙與認購公告所界定者具有相同涵義。根據本公司(作為發行人)與認購人於二零二零年八月六日訂立的認購協議，及本公司、認購人及新認購人於二零二零年八月十日訂立的補充協議，本公司已有條件同意配發及發行，而新認購人已有條件同意認購100,000,000股認購股份。

認購股份總數100,000,000股(總面值為10,000,000港元)佔(i)本公司於認購協議日期已發行股本的約3.05%；及(ii)本公司經發行認購股份擴大後已發行股本的約2.96%(假設本公司已發行股本自認購協議日期起直至完成為止概無變動)。認購股份已根據一般授權發行，發行認購股份毋須經股東批准。認購股份於彼此之間及與認購股份的配發及發行當日的已發行股份具同等地位。

認購事項的所得款項總額為10,000,000港元，認購事項的所得款項淨額(經扣除相關費用後)約為9,800,000港元(即淨發行價約為每股認購股份0.098港元)，按照認購公告所披露，其中7,000,000港元用於補充本公司流動資金，而其餘2,800,000港元則用作本集團的一般營運資金。

新認購人戴國基先生(為獨立於本公司及其關連人士(定義見上市規則)的第三方)為香港居民，主要從事投資業務。

The Subscription Price of HK$0.10 per Subscription Share represented:

i. a premium of approximately 40.85% to the closing price of HK$0.071 per Share as quoted on the Stock Exchange on the last trading day immediately prior to the date of the Supplemental Agreement (i.e. 7 August 2020) (the "**Last Trading Day**");

ii. a premium of approximately 30.89% to the average closing price of approximately HK$0.0764 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Day; and

iii. a premium of approximately 44.72% to the average closing price of approximately HK$0.0691 per Share as quoted on the Stock Exchange for the last ten consecutive trading days up to and including the Last Trading Day.

The Directors consider that the Subscription represents an opportunity to raise additional funding for the Company to replenish liquidity of the Company that was decreased due to its TDR Repurchase and will strengthen the Group's financial position, and enlarge shareholders' base of the Company which may in turn enhance the liquidity of the Shares, and provide working capital to the Group to meet any financial obligations of the Group without any interest burden, within a relatively shorter time frame and at lower costs when compared with other means of fundraising.

All conditions precedent of the Subscription have been fulfilled and the Completion took place on 31 August 2020. 100,000,000 Subscription Shares were allotted and issued to the New Subscriber at the Subscription Price of HK$0.1 pursuant to the Subscription Agreement and the Supplemental Agreement.

認購價每股認購股份0.10港元較：

i. 股份於緊接補充協議日期之前的最後一個交易日（即二零二零年八月七日）（「**最後交易日**」）在聯交所所報之收市價每股0.071港元溢價約40.85%；

ii. 股份於截至及包括最後交易日前最後五個連續交易日在聯交所所報之平均收市價約每股0.0764港元溢價約30.89%；及

iii. 股份於截至及包括最後交易日前最後十個連續交易日在聯交所所報之平均收市價約每股0.0691港元溢價約44.72%。

董事認為認購事項能為本公司提供額外資金以補充因臺灣存託憑證回購而減少的本公司流動資金的機會，並將加強本集團之財務狀況，擴大本公司之股東基礎，從而可能增強股份之流通性，並為本集團提供營運資金以滿足本集團之任何財務責任而毋須產生任何利息負擔，與其他集資方式相比較，其耗時相對較短且成本更低。

認購事項之所有先決條件已達成，而認購事項亦於二零二零年八月三十一日完成。根據認購協議及補充協議，100,000,000股認購股份獲配發及發行予新認購人，認購價為每股0.1港元。

FINANCIAL REVIEW
財務回顧

REVENUE

Revenue from continuing operations for the year ended 31 December 2020 was approximately HK$863.6 million, representing a decline of 19.33% compared with HK$1,070.5 million for the year ended 31 December 2019. The decrease in revenue was mainly due to the outbreak of the Pandemic and the lockdown of certain cities in the North America and South Asia, which postponed the delivery of the products of the Group to its customers.

收入

截至二零二零年十二月三十一日止年度持續經營業務的收入約為863,600,000港元，較截至二零一九年十二月三十一日止年度的1,070,500,000港元減少19.33%。收入減少主要由於本年度本集團受疫情爆發以及北美洲及南亞部分城市封鎖導致延遲向其客戶交付本集團產品所致。

LOSS ATTRIBUTABLE TO OWNERS OF THE COMPANY

Loss attributable to owners of the Company from continuing and discontinued operations was approximately HK$12.6 million for the year ended 31 December 2020 representing a decrease of 96.01%, compared with approximately HK$315.5 million for year ended 31 December 2019.

本公司擁有人應佔虧損

截至二零二零年十二月三十一日止年度，本公司擁有人應佔持續及已終止經營業務的虧損約為12,600,000港元，較截至二零一九年十二月三十一日止年度的約315,500,000港元減少96.01%。

LOSS PER SHARE

Calculation of basic loss per share for the year ended 31 December 2020 was based on the loss attributable to owners of the Company and the weighted average number of 3,294,556,472 (2019: 3,278,825,335) ordinary shares in issue during the year. Basic loss per share from continuing and discontinued operations was HK0.4 cents for 2020, as compared with HK9.6 cents for the year ended 31 December 2019.

每股虧損

截至二零二零年十二月三十一日止年度的每股基本虧損乃根據本年度本公司擁有人應佔虧損及已發行普通股加權平均數3,294,556,472股（二零一九年：3,278,825,335）計算。二零二零年持續及已終止經營業務的每股基本虧損為0.4港仙，而截至二零一九年十二月三十一日止年度為9.6港仙。

FINANCE COSTS

The Group's finance costs for the year ended 31 December 2020 was approximately HK$29.8 million, compared to approximately HK$36.9 million for the year ended 31 December 2019. The decrease in finance costs was mainly due to the decrease in banks and other borrowings during the year of 2020.

融資成本

截至二零二零年十二月三十一日止年度，本集團的融資成本約為29,800,000港元，而截至二零一九年十二月三十一日止年度約為36,900,000港元。融資成本減少主要由於二零二零年銀行及其他借貸減少所致。

INCOME TAX EXPENSE

Income tax for the year ended 31 December 2020 was approximately HK$3.1 million (2019: approximately HK$5.5 million).

所得稅支出

截至二零二零年十二月三十一日止年度的所得稅約為3,100,000港元（二零一九年：約5,500,000港元）。

TRADE RECEIVABLES

應收貿易賬款

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Balance at 1 January	於一月一日的結餘	**207,495**	287,022
Balance at 31 December	於十二月三十一日的結餘	**122,505**	207,495
Average balance	平均結餘	**165,000**	247,259
Revenue for the year ended 31 December*	截至十二月三十一日止年度的收益*	**863,582**	1,068,365
Average turnover days	平均週轉天數	**70**	84

* *Excluded sales to an associate*

* *不包括向一間聯營公司銷售*

As at 31 December 2020, the trade receivables of the Group, net of allowance of doubtful debts was approximately HK$122.5 million (31 December 2019: HK$207.5 million). The trade receivables turnover days was within the average credit period of 60 days to 120 days to the customers of the Group.

於二零二零年十二月三十一日，本集團的應收貿易賬款扣除呆賬撥備後約為122,500,000港元(二零一九年十二月三十一日：207,500,000港元)。應收貿易賬款的週轉天數屬於給予本集團客戶的平均信貸期60天至120天以內。

TRADE PAYABLES

應付貿易賬款

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Balance at 1 January	於一月一日的結餘	**302,048**	385,904
Balance at 31 December	於十二月三十一日的結餘	**208,095**	302,048
Average balance	平均結餘	**255,072**	343,976
Costs of sale for the year ended 31 December	截至十二月三十一日止年度的銷售成本	**744,716**	890,325
Average turnover days	平均週轉天數	**125**	141

As at 31 December 2020, the trade payables of the Group was approximately HK$208.1 million (31 December 2019: HK$302.0 million). The decrease in trade payables turnover days was due to the improvement of Group's liquidity and ability to settle payables to suppliers.

於二零二零年十二月三十一日，本集團的應付貿易賬款約為208,100,000港元(二零一九年十二月三十一日：302,000,000港元)。應付貿易賬款的週轉天數減少，乃由於本集團改善向供應商結算應付款項的流動性及能力。

NET ASSET VALUE PER SHARE

Calculation of net asset value per share was based on the net asset value of the Group of HK$53.5 million (2019: HK$62.3 million) and 3,281,076,710 ordinary shares issued at 31 December 2020 (2019: 3,278,825,335 ordinary shares). Net asset value per share at 31 December 2020 was HK$0.02 (2019: HK$0.02).

每股資產淨值

每股資產淨值乃根據本集團於二零二零年十二月三十一日的資產淨值53,500,000港元(二零一九年：62,300,000港元)及3,281,076,710股已發行普通股(二零一九年：3,278,825,335股普通股)計算。於二零二零年十二月三十一日的每股資產淨值為0.02港元(二零一九年：0.02港元)。

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2020, an overall cash and cash equivalent of the Group was HK$88.9 million (2019: HK$66.8 million). The Group managed its capital structure and liquidity to finance its operations by using bank and other borrowings and funds generated from operations.

The Group's current ratio (ratio of current assets to current liabilities) was 0.66 at 31 December 2020 (2019: 0.76).

As at 31 December 2020, the Group's total borrowings were approximately HK$421.2 million (2019: HK$464.9 million), out of which HK$387.0 million (2019: HK$445.6 million) were due within one year and the rest of HK$34.2 million (2019: HK$19.3 million) were due over one year. Approximately 86% of the Group's bank and other borrowings were in US dollars and the rest of them were in Renminbi ("**RMB**"), Euro and New Taiwan dollars. The effective interest rates on the Group's variable interest rate bank and other borrowings ranged from 0.81% to 10% per annum. The gearing ratio (total borrowings over total assets of the Group) increased from 45.02% at 31 December 2019 to 46.99% at 31 December 2020.

流動資金及財務資源

於二零二零年十二月三十一日，本集團現金及現金等價物整體為88,900,000港元(二零一九年：66,800,000港元)。本集團利用銀行及其他借貸及來自經營產生的資金，以管理其資本結構及流動資金，向營運提供資金。

本集團於二零二零年十二月三十一日的流動比率(流動資產與流動負債的比率)為0.66(二零一九年：0.76)。

於二零二零年十二月三十一日，本集團的借貸總額約為421,200,000港元(二零一九年：464,900,000港元)，其中387,000,000港元(二零一九年：445,600,000港元)於一年內到期，其餘34,200,000港元(二零一九年：19,300,000港元)超過一年到期。本集團約86%的銀行及其他借貸以美元計值，其餘以人民幣(「**人民幣**」)、歐元及新台幣計值。本集團浮息銀行及其他借貸的實際年利率介乎0.81%至10%。資本負債比率(本集團借貸總額除以資產總值)由二零一九年十二月三十一日的45.02%增加至二零二零年十二月三十一日的46.99%。

CHARGES ON THE GROUP'S ASSETS

As at 31 December 2020, the Group's general banking facilities included bank loans and other borrowings which were secured by the following assets of the Group: (i) bank deposits of HK$4.0 million; (ii) property, plant and equipment with a carrying value of HK$22.4 million; (iii) investment properties of HK$205.4 million; (iv) trade receivables of HK$45.8 million; (v) inventories of HK$31.4 million; and (vi) pledge of the Company's interests in Pro Brand Technology, Inc.

* *For identification purpose only*

本集團的資產押記

於二零二零年十二月三十一日，本集團的一般銀行信貸(包括銀行貸款及其他借貸)以下列本集團資產作抵押：(i)銀行存款4,000,000港元；(ii)賬面值為22,400,000港元的物業、廠房及設備；(iii)投資物業205,400,000港元；(iv)應收貿易賬款45,800,000港元；(v)存貨31,400,000港元；及(vi)質押本公司於博百科技有限公司*(Pro Brand Technology, Inc.)的權益。

* *僅供識別*

HUMAN RESOURCES AND REMUNERATION POLICY

As at 31 December 2020, the Group employed a total of 646 (2019: 651) full-time employees. Employees are remunerated according to their performance and responsibilities. Employees of the Group receive training depending on their scope of work, especially those training relating to workplace health and safety.

The Directors and senior management of the Company receive compensation in the form of salaries, benefits in kind and/or discretionary bonuses relating to the performance of the Group. The Company regularly reviews and determines the remuneration and compensation packages of the Directors and senior management.

A share option scheme was adopted and approved by Shareholders on 17 March 2005 (the "**Share Option Scheme**") for the purpose of providing incentives or rewards to selected participants, including but not limited to directors or employees, for their contributions to the Group. The Share Option Scheme has expired on 16 March 2015 and all outstanding share options were lapsed on 22 October 2020. The Company has not adopted a new option scheme during the year.

人力資源及薪酬政策

於二零二零年十二月三十一日，本集團合共聘用646名(二零一九年：651名)全職僱員。僱員薪酬乃根據僱員表現及職責釐定。本集團僱員會視乎工作範圍接受培訓，尤其是與工作場所健康與安全相關的培訓。

董事及本公司高級管理層以薪金、實物利益及╱或與本集團表現有關的酌情花紅形式收取報酬。本公司定期檢討及釐定董事及高級管理層的酬金及薪酬待遇。

購股權計劃獲股東於二零零五年三月十七日採納及批准(「**購股權計劃**」)，旨在向選定參與者(包括但不限於董事或僱員)就彼等向本集團作出貢獻給予激勵或獎勵。購股權計劃已於二零一五年三月十六日屆滿，所有尚未行使的購股權已於二零二零年十月二十二日失效。本公司於年內未有採納新購股權計劃。

SIGNIFICANT INVESTMENTS HELD AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

There were no significant investments held as at 31 December 2020 nor were there other plans for material investments on capital assets as at the date of this report.

持有的重大投資以及重大投資或資本資產的未來計劃

於二零二零年十二月三十一日，本公司並無持有重大投資，而截至本報告日期並無其他資本資產重大投資計劃。

FOREIGN EXCHANGE EXPOSURE

The Group's sales and purchases were denominated mainly in US$ and RMB. The Group was exposed to certain foreign currency exchange risks but it does not expect future currency fluctuations to cause material operation difficulties on the ground that the recent pressure from appreciation of RMB is manageable. However, management continuously assesses the foreign exchange risks, with an aim to minimise the impact of foreign exchange fluctuations on business operations.

外匯風險

本集團的買賣主要以美元及人民幣列值。本集團承受若干外幣匯兌風險，惟鑒於近期人民幣升值的壓力可予控制，故預期未來外幣波動不會造成重大經營困難。然而，管理層持續評估外匯風險，旨在將外匯波動對業務營運的影響減至最低。

CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities as at 31 December 2020 (2019: Nil).

或然負債

於二零二零年十二月三十一日，本集團並無任何重大或然負債(二零一九年：無)。

ARBITRATION

On 29 September 2011, the Group entered into a conditional agreement (the "**Conditional Agreement**") with an independent individual third party (the "**Original Shareholder**") and Technosat Technology JLT FZE ("**Technosat**", a company incorporated in Dubai, which was wholly owned by the Original Shareholder), to subscribe for 375 new shares in Technosat at a cash consideration of US$7,500,000 (equivalent to HK$58,170,000), amounting to 15% of Technosat's enlarged capital. Technosat is set up to be engaged in operation of digital TV and radio platform, pay TV channel, and sales and supply of TV set top boxes.

As at 30 June 2012, the Group had paid a deposit of US$2,500,000 (equivalent to HK$19,467,000) to Technosat to acquire new shares in Technosat which was fully provided for impairment in the financial year ended 30 June 2012. Pursuant to the terms of the Conditional Agreement, the Group is required to pay a further sum of US$5,000,000 in relation to the subscription of this 15% equity interest in Technosat. The subscription is not yet completed up to the date of approval of this report as the conditions precedent of the subscription of new shares in Technosat including the consent and approval by government authority in Dubai have not been fulfilled.

Despite the Group's repeated request for information, there has been no satisfactory response from the Original Shareholder or Technosat ("**Counterparties**") regarding the current status and the procurement of obtaining government approval from the government authority in Dubai. The Group has engaged legal counsel to act for the Group and started dispute resolution proceedings against the Original Shareholder and Technosat.

On 21 January 2013, the legal counsel of the Original Shareholder and Technosat served a notice to the Group's legal counsel for a claim on the further payment of US$5,000,000 in relation to the subscription of this 15% equity interest in Technosat. The Group's legal counsel has replied on behalf of the Group on 11 February 2013 in response to the claim of the Original Shareholder and Technosat defending the claim as the Directors consider such claim invalid, as the conditions precedent of the subscription of new shares in Technosat had not been fulfilled and constituted a breach of the Conditional Agreement.

仲裁

於二零一一年九月二十九日，本集團與一名獨立個人第三方(「**原股東**」)及Technosat Technology JLT FZE(「**Technosat**」，一間於杜拜註冊成立的公司，由原股東全資擁有)訂立一份有條件協議(「**有條件協議**」)，以現金代價7,500,000美元(相當於58,170,000港元)認購Technosat之375股新股份，即Technosat經擴大股本的15%。Technosat的成立目的為從事營運數字電視及廣播平臺、付費電視頻道以及銷售及供應機頂盒。

於二零一二年六月三十日，本集團已向Technosat支付訂金2,500,000美元(相當於19,467,000港元)，以收購Technosat的新股份，該等新股已於截至二零一二年六月三十日止財政年度悉數計提減值撥備。根據有條件協議的條款，本集團須就認購Technosat該15%股本權益進一步支付5,000,000美元。由於完成認購Technosat新股份的先決條件(包括取得杜拜政府部門的同意及批准)尚未達成，故認購事項於截至本報告獲批准當日尚未完成。

儘管本集團一再要求原股東或Technosat(「**對手方**」)提供關於徵求杜拜政府部門批准的現況及促使取得有關批准，但對手方未有令人滿意的回應。本集團已委聘法律顧問以代本集團行事，並針對原股東及Technosat展開糾紛調解程序。

於二零一三年一月二十一日，原股東及Technosat的法律顧問向本集團的法律顧問送達一份通知，申索有關認購Technosat該15%股本權益的進一步款項5,000,000美元。本集團的法律顧問於二零一三年二月十一日代表本集團回覆原股東及Technosat的申索，就申索提出抗辯，原因為董事認為由於認購Technosat新股的先決條件尚未達成，即構成違反有條件協議，故該項申索屬無效。

The Group's legal counsel had repeatedly requested the Original Shareholder and Technosat to commence the next step of the mediation process, but there has been no satisfactory response from the legal counsel of the Original Shareholder and Technosat up to the deadline set by August 2014. In March 2020, as confirmed by the Group's legal counsel for this arbitration, no communication has been received or sent by either party since August 2014.

As at the date of approval of this report, save as disclosed above, there was no update on the arbitration.

本集團的法律顧問已覆述向原股東及Technosat提出開展下一步調解的要求，惟截至二零一四年八月的既定限期，仍未獲得原股東及Technosat的法律顧問的滿意回覆。於二零二零年三月，據本集團法律顧問就是次仲裁確認，各方自二零一四年八月以來並無接獲或發出任何通訊。

截至本報告獲批准當日，除上文所披露者外，仲裁並沒有更新。

CORPORATE GOVERNANCE REPORT
企業管治報告

The Group continues to improve its corporate governance practices, emphasizing the attainment and maintenance of a quality Board, sound risk management and internal controls, and high transparency and accountability to the Shareholders. The Board and the management are committed to the principles of good corporate governance consistent with prudent management and enhancement of shareholder value. The Board believes that good corporate governance will bring long-term benefits to the Shareholders and the Group.

本集團持續改善其企業管治常規，注重構建及維持一個優良的董事會、穩健的風險管理及內部控制，並對股東高度透明，對股東負責。董事會及管理層治理恪守符合審慎管理及提高股東價值的良好企業管治原則。董事會相信，良好的企業管治將為股東及本集團帶來長遠利益。

For the year ended 31 December 2020, the Company has applied the principles and has complied with the code provisions ("**Code Provision(s)**") of the Corporate Governance Code ("**Corporate Governance Code**") as contained in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), except for the deviation with following reason.

於截至二零二零年十二月三十一日止年度，本公司已應用聯交所證券上市規則(「**上市規則**」)附錄十四所載《企業管治守則》(「**企業管治守則**」)的原則及遵守《企業管治守則》的守則條文(「**守則條文**」)，惟因下文原因而出現的偏離情況除外：

Under Code Provision A.6.7, independent non-executive directors and other non-executive directors should attend general meetings.

根據守則條文第A.6.7條，獨立非執行董事及其他非執行董事應出席股東大會。

Mr. Kuo Jen Hao, a non-executive Director, was unable to attend the annual general meeting of the Company ("**AGM**") held on 29 June 2020 due to his other engagements.

非執行董事郭人豪先生因處理其他事務而未能出席本公司於二零二零年六月二十九日舉行的股東週年大會(「**股東週年大會**」)。

COMPLIANCE WITH THE MODEL CODE

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 of the Listing Rules as the code of conduct for dealing in securities of the Company by the Directors. After specific enquiry, all Directors confirmed that they have complied with the required standard regarding securities transactions set out in the Model Code throughout the year ended 31 December 2020. No incident of non-compliance was noted by the Company for the year ended 31 December 2020.

遵守標準守則

本公司已採納上市規則附錄十《上市發行人董事進行證券交易的標準守則》(「**標準守則**」)作為董事買賣本公司證券的行為準則。經特定查詢後，全體董事確認彼等於截至二零二零年十二月三十一日止年度一直遵守標準守則所載有關證券交易的必要準則。本公司於截至二零二零年十二月三十一日止年度並不知悉有任何不合規事件。

BOARD OF DIRECTORS

Composition

As at 31 December 2020, the Board consists of two executive Directors, namely, Mr. Hung Tsung Chin and Mr. Chen Wei Chun (chief financial officer), one non-executive Director, namely, Mr. Kuo Jen Hao and three independent non-executive Directors, namely, Mr. Lau Yau Cheung (chairman), Mr. Li Chak Hung and Mr. Wu Chia Ming.

Mr. Hung Tsung Chin is the husband of Ms. Chen Mei Huei, a director of several subsidiaries of the Company and the chief executive officer of pay TV and broadband service business division of the Group. Save as disclosed above, none of the other Directors has any financial, business, family or other material relationship with any of the other Directors.

Independent Non-Executive Directors

The independent non-executive Directors are of sufficient number and calibre for their views to carry weight. The functions of the independent non-executive Directors include:

- bringing an independent view and judgment at Board meetings;
- taking the lead where potential conflicts of interests arise;
- serving on board committees if invited; and
- scrutinizing the Company's performance and monitoring performance reporting.

董事會

組成

於二零二零年十二月三十一日，董事會包括兩名執行董事洪聰進先生及陳偉鈞先生(財務長)，一名非執行董事郭人豪先生及三名獨立非執行董事劉幼祥先生(主席)、李澤雄先生及吳嘉明先生。

洪聰進先生為陳美惠女士的丈夫。陳女士為數間本公司附屬公司的董事及本集團收費電視和寬帶服務業務部的執行長。除上文所披露者外，概無其他董事與任何其他董事有任何財務、業務、家庭或其他重大關係。

獨立非執行董事

獨立非執行董事具有足夠人數和才幹，其意見具有影響力。獨立非執行董事的職能包括：

- 於董事會會議上提供獨立的意見及判斷；
- 在出現潛在利益衝突時發揮牽頭引導作用；
- 應邀出任董事委員會成員；及
- 仔細檢查本公司的表現，並監察匯報公司表現的事宜。

The independent non-executive Directors have made a positive contribution to the development of the Company's strategies and policies through independent, constructive and informed comments. They benefit the Board and the Board committees by their skills, expertise, varied backgrounds and qualifications through regular attendance and active participation at the meetings of the Board and the Board committees.

獨立非執行董事亦透過提供獨立、富建設性及有根據的意見，對制定本公司策略及政策作出積極貢獻。彼等透過定期出席董事會及董事委員會的會議，並積極參與會務，以其技能、專業知識、不同的背景及資格向董事會及董事委員會作出貢獻。

Confirmation of Independence

The independence of the independent non-executive Directors has been assessed in accordance with the applicable Listing Rules. Each of the independent non-executive Directors has made an annual written confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all the independent non-executive Directors have met the guidelines as set out in Rule 3.13 of the Listing Rules during the year and are independent.

獨立性確認

獨立非執行董事的獨立性已根據適用的上市規則進行評估。每一位獨立非執行董事均已根據上市規則第3.13條之規定提交確認其符合獨立性的年度確認書。本公司認為所有獨立非執行董事於年內皆符合載於上市規則第3.13條之獨立性指引，並根據該指引條文屬獨立人士。

Roles and Functions of the Board and the Management

The Board assumes responsibility for leadership and control of the Company; and is collectively responsible for directing and supervising the Company's affairs. The Board is fully responsible for the formulation of business policies and strategies in relation to the business operation of the Group, including but not limited to dividend policy and risk management strategies. The management is delegated with the authority and responsibilities by the Board for the day-to-day management and operation of the Group.

董事會及管理層的角色及職能

董事會肩負領導及監控本公司的責任，並共同負責指導及監督本公司的事宜。董事會全權負責制定有關本集團業務經營的業務政策及策略，當中包括但不限於股息政策及風險管理政策。董事會將權力及責任委託予管理層，以便進行本集團的日常管理及營運。

Appointment, Continuation of Appointment and Re-election of Directors

All the executive Directors have entered into service agreements with the Company while the non-executive Director and all the independent non-executive Directors have entered into letters of appointment with the Company with a specific term of three years, setting out key terms and conditions of their appointments. All Directors are subject to retirement in accordance with the bye-laws of the Company (the "**Bye-Laws**").

委任、續任及重選董事

所有執行董事均與本公司簽訂服務協議，而非執行董事及所有獨立非執行董事與本公司簽訂委任函訂明有關委任的主要條款及條件，任期為三年。所有董事須根據本公司之公司細則(「**細則**」)退任。

According to the Bye-Laws, (i) Directors appointed by the Board either to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the next following AGM of the Company and shall then be eligible for re-election; and (ii) at each AGM, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not greater than one- third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement at an AGM at least once every three years.

根據細則，(i)董事會為填補臨時空缺或就現有董事會之增補而委任的董事應只任職至本公司下一屆股東週年大會，並於該大會上符合資格膺選連任；及(ii)於每屆股東週年大會上，當時三分之一董事(或如彼等的數目並非三(3)之倍數，則為最接近但不超過三分之一之數目)須輪值退任，惟每名董事(包括該等有指定任期的董事)每三年至少須於股東週年大會上退任一次。

Board Meetings

For the year ended 31 December 2020, the Directors have made active contribution to the affairs of the Group and 8 Board meetings were held to, among others, discuss the matters, relating to the delisting of Taiwan depositary receipts ("**TDR**"), discuss the repurchase of TDR matters, consider and resolve the subscription of new shares, adopt the investment and acquisition policy and climate change policy, update on current credit status of My HD Media FZ-LLC, consider and approve the proposal to provide risk management and internal audit services for year 2020, review and approve the environmental, social and governance report of year 2019, report the change of the Hong Kong branch share registrar and transfer office, and review and approve the interim results and annual results of the Group.

In addition to the regular Board meetings, the chairman met with the independent non-executive Directors without the presence of other Directors during the year.

董事會會議

截至二零二零年十二月三十一日止年度，董事已對本集團事務作出積極貢獻，並舉行八次董事會會議，(其中包括)商討本公司之臺灣存託憑證(「**TDR**」)終止上市之事宜、商討TDR的回購事宜、考慮及決議認購新股份、採納投資及收購政策及氣候變化政策、更新My HD Media FZ-LLC的最新信用狀況、考慮及審批二零二零年風險管理及內部審計服務的建議、審閱二零一九年環境、社會及管治報告、報告有關更改香港股份過戶登記分處，以及審閱及批准本集團的中期業績及年度業績。

除董事會定期會議外，主席於年內，已在沒有其他董事出席下與獨立非執行董事會面。

Attendance Record of Directors

The attendance record of Directors at the meetings of the Board, the Board committees and the Shareholders held during the year ended 31 December 2020 is set out below:

董事出席記錄

以下為截至二零二零年十二月三十一日止年度董事出席董事會會議、董事委員會會議及股東大會的出席情況：

Name of Directors	董事姓名	Board Meetings 董事會會議 Number of meetings attended/ Number of meetings held 出席會議的次數／舉行會議的次數	Audit Committee Meetings 審核委員會會議 Number of meetings attended/ Number of meetings held 出席會議的次數／舉行會議的次數	Nomination Committee Meeting 提名委員會會議 Number of meetings attended/ Number of meetings held 出席會議的次數／舉行會議的次數	Remuneration Committee Meetings 薪酬委員會會議 Number of meetings attended/ Number of meetings held 出席會議的次數／舉行會議的次數	General Meetings 股東大會 Number of meetings attended/ Number of meetings held 出席會議的次數／舉行會議的次數
Executive Directors	**執行董事**					
Mr. Hung Tsung Chin	洪聰進先生	8/8	N/A不適用	N/A不適用	N/A不適用	1/1
Mr. Chen Wei Chun	陳偉鈞先生	8/8	N/A不適用	N/A不適用	N/A不適用	1/1
Non-Executive Director	**非執行董事**					
Mr. Kuo Jen Hao	郭人豪先生	5/8	N/A不適用	N/A不適用	N/A不適用	0/1
Independent Non-Executive Directors	**獨立非執行董事**					
Mr. Lau Yau Cheung *(Chairman)*	劉幼祥先生*(主席)*	8/8	6/6	1/1	2/2	1/1
Mr. Li Chak Hung	李澤雄先生	8/8	6/6	1/1	2/2	1/1
Mr. Wu Chia Ming	吳嘉明先生	8/8	6/6	1/1	2/2	1/1

Access to Information

All Directors are kept informed on a timely basis of major changes that may have affected the Group's business, including those changes to relevant rules and regulations and are able to make further enquiries when necessary. The Board has also agreed that the Directors may seek independent professional advice in performing their Directors' duties at the Company's expense.

資料使用

所有董事均適時獲悉可能影響本集團業務的重大變動，包括對相關法規及規定的有關變動，並能在必要時作出進一步的詢問。董事會亦批准董事在履行其董事職責時可尋求獨立專業諮詢(費用由本公司支付)。

Directors and Officers Liability Insurance

The Company has arranged appropriate insurance coverage on Directors' and officers' liabilities in respect of any legal actions taken against the Directors and senior management arising out of corporate activities. The insurance coverage is reviewed on an annual basis.

董事及高級職員的責任保險

本公司已為董事和高級職員購買責任保險，保障董事及高級管理層因履行職務而可能要承擔的訴訟責任。該保險範圍及其保額乃按年檢討。

Directors' Training and Continuous Professional Development

For the year ended 31 December 2020, the Company organized two training sessions for the Directors on 13 October 2020 and 20 October 2020. Such training topics covered the update on Hong Kong Listing Rules, Corporate Governance and anti-corruption and directors' ethics. The Company also updated the Directors on the latest development regarding the Listing Rules and other applicable regulatory requirements from time to time.

All Directors confirmed that they have complied with the Code Provision on directors' training. The Company has received from each of the Directors his confirmation on taking continuous professional training. A summary of the training received by the Directors for the year ended 31 December 2020 is as follows:

董事培訓及持續專業發展

截至二零二零年十二月三十一日止年度，本公司於二零二零年十月十三日及二零二零年十月二十日為董事舉辦兩次培訓課程。該等培訓課題涵蓋最新香港上市規則、企業管治以及防貪及董事商業道德培訓。本公司亦不時向董事告知有關上市規則及其他適用監管規定的最新進展。

所有董事確認，彼等已遵守有關董事培訓的守則條文。本公司已收到各董事關於進行持續專業培訓的確認書。董事於截至二零二零年十二月三十一日止年度接受的培訓概述如下：

Name of Directors	董事姓名	Reading Materials/ Journals and/or Attending in-house training session or seminars 參閱資料／期刊及／或參加內部培訓課程或研討會
Executive Directors	**執行董事**	
Mr. Hung Tsung Chin	洪聰進先生	√
Mr. Chen Wei Chun	陳偉鈞先生	√
Non-Executive Director	**非執行董事**	
Mr. Kuo Jen Hao	郭人豪先生	√
Independent Non-Executive Directors	**獨立非執行董事**	
Mr. Lau Yau Cheung *(Chairman)*	劉幼祥先生*(主席)*	√
Mr. Li Chak Hung	李澤雄先生	√
Mr. Wu Chia Ming	吳嘉明先生	√

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code Provision A.2.1 states that the roles of the chairman and the chief executive officer are separate to reinforce independence, accountability and responsibility. Mr. Lau Yau Cheung, the Chairman of the Board, is responsible for the formulation of development strategies, investment decision making, overall project planning at the Group level, leading the Board and ensuring that the Board functions properly and effectively, whilst Mr. Hung Tsung Chin, the chief executive officer of several subsidiaries of the Company which are engaged in manufacturing and trading of the media entertainment platform related products, other multimedia products and satellite TV equipment and antenna products ("**Manufacturing and Trading of Electronic Products Business Division**") is responsible for the management of the daily operation and general administration of the Manufacturing and Trading of Electronic Products Business Division.

Ms. Chen Mei Huei, the chief executive officer of pay TV and broadband service business division, is responsible for the overall management of the Group including all overseas offices.

Board Committees

The Board has established (i) the audit committee (the "**Audit Committee**"); (ii) the remuneration committee (the "**Remuneration Committee**"); and (iii) the nomination committee ("**Nomination Committee**"), with specific written terms of reference to oversee particular aspects of the Company's affairs. The latest versions of the terms of reference of the Board committees are available on the websites of the Stock Exchange and the Company. The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice and other assistance in appropriate circumstances, at the Company's expenses.

主席及執行長

按守則條文第A.2.1條規定，主席及執行長職責彼此分離以鞏固獨立性、問責性及責任性。董事會主席劉幼祥先生負責制定本集團發展策略、作出投資決策及進行集團層面之整體項目規劃、領導董事會，並確保董事會正當及有效地運作，而洪聰進先生為本公司從事製造及買賣媒體娛樂平臺相關產品、其他多媒體產品以及衛星電視設備及天線產品業務之若干附屬公司(「**製造及買賣電子產品業務部**」)之執行長，則負責製造及買賣電子產品業務部的日常營運管理及一般管理。

收費電視和寬帶服務業務部執行長陳美惠女士負責本集團(包括全部海外辦公室)的整體管理。

董事委員會

董事會已成立(i)審核委員會(「**審核委員會**」；(ii)薪酬委員會(「**薪酬委員會**」；及(iii)提名委員會(「**提名委員會**」)，均具書面訂明的職權範圍，以監察本公司特定範疇的事務。董事委員會最新版本的職權範圍可於聯交所及本公司網站查詢。董事委員會獲提供足夠的資源履行其責任，及於合理要求時可在適當情況下尋求獨立專業意見及其他援助，費用概由本公司支付。

Audit Committee

The Audit Committee was established on 17 March 2005 with written terms of reference. The written terms of reference of the Audit Committee was further updated on 30 March 2012 and 1 June 2018. All the members of the Audit Committee are independent non-executive Directors, namely Mr. Li Chak Hung, Mr. Lau Yau Cheung and Mr. Wu Chia Ming. Mr. Li Chak Hung, who has appropriate professional accounting qualifications as required under the Listing Rules, was appointed as the chairman of the Audit Committee. None of the members of the Audit Committee is a former partner of the auditor of the Company.

The principal duties of the Audit Committee include, among other things, (i) being primarily responsible for making recommendations to the Board on the appointment, re-appointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor; (ii) reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards; (iii) developing and implementing a policy on engaging an external auditor to supply non-audit services; (iv) monitoring the integrity of the Company's financial statements and the annual report and accounts, half-year report and, if prepared for publication, quarterly reports, before submission of the financial statements and reports to the Board, and reviewing significant financial reporting judgments contained in them; (v) reviewing the Company's financial control, risk management and internal control systems; and (vi) discussing the risk management and internal control systems with management to ensure that management has performed its duty to establish effective systems.

For the year ended 31 December 2020, the Audit Committee held 6 meetings and has, among others, reviewed the risk management policy, annual audit planning, annual results, interim review planning, interim results and the internal control review conducted by an external professional consultant and discussed the matters relating to the legal proceeding involving a subsidiary in India which, after consulting the Company's legal counsel in India and taking into account factors including the possible amount involved in the case, the Audit Committee and the Company are of the view that the proceeding is immaterial to the Group.

The attendance record of each Audit Committee member for the year has been set out on page 28 of this annual report.

審核委員會

審核委員會於二零零五年三月十七日成立，且具書面訂明的職權範圍。審核委員會的書面職權範圍於二零一二年三月三十日和二零一八年六月一日進一步更新。審核委員會的所有成員均為獨立非執行董事，即李澤雄先生、劉幼祥先生及吳嘉明先生。李澤雄先生具有上市規則規定適當的專業會計資格，並獲委任為審核委員會主席。概無審核委員會成員為本公司核數師的前任合夥人。

審核委員會的主要職責(其中包括)：(i)主要負責就外聘核數師的委任、重新委任及罷免向董事會提供建議，並批准外聘核數師的薪酬及聘用條款；(ii)按適用的標準檢討及監察外聘核數師是否獨立客觀及核數程序是否有效；(iii)就外聘核數師提供非核數服務制定政策，並予以執行；(iv)向董事會提交有關財務報表及報告前，監察本公司的財務報表以及年度報告及賬目、半年度報告及(若擬刊發)季度報告的完整性，並審閱報表及報告所載有關財務申報的重大意見；(v)檢討本公司的財務監控、風險管理及內部監控系統；及(vi)與管理層討論風險管理及內部監控系統，確保管理層已履行職責建立有效的系統。

於截至二零二零年十二月三十一日止年度，審核委員會共召開六次會議以(其中包括)檢討風險管理政策、年度審核計劃、年度業績、中期審閱計劃、中期業績以及由外聘專業顧問進行的內部控制審核及商討本公司涉及印度附屬公司之法律訴訟。於諮詢本公司在印度的法律顧問並考慮了各項因素包括案件可能涉及的金額後，審核委員會及本公司認為該訴訟對本集團而言不屬重要訴訟。

本年度各審核委員會成員的出席記錄載於本年報第28頁。

Nomination Committee

The Nomination Committee was established on 17 March 2005 with written terms of reference. The written terms of reference of the Nomination Committee was further updated on 30 March 2012 and 1 June 2018. All the members of the Nomination Committee are independent non-executive Directors, namely, Mr. Lau Yau Cheung (chairman), Mr. Li Chak Hung and Mr. Wu Chia Ming.

The principal duties of the Nomination Committee include, among other things, (i) reviewing the structure, size and composition of the Board and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy; (ii) identifying individuals suitably qualified to become Board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorships; (iii) assessing the independence of the independent non-executive Directors; and (iv) making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors.

For the year ended 31 December 2020, the Nomination Committee held 1 meeting and has, among others, (i) reviewed the structure, size and composition of the Board; and (ii) assessed the independence of the independent non-executive Directors.

The Company has adopted a board diversity policy which sets out the approach to achieve diversity on the Board in order to enhance the quality of its performance. Selection of candidates on the Board is based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. The Nomination Committee will assess the merit and contribution that any Director proposed for re-election or any candidate nominated to be appointed as director against the objective and appropriate criteria, having due regard for the benefits of diversity on the Board.

The Board has adopted a nomination policy which sets out the criteria and process on the nomination and appointment of directors.

提名委員會

提名委員會於二零零五年三月十七日成立，且具書面訂明的職權範圍。提名委員會的書面職權範圍於二零一二年三月三十日和二零一八年六月一日進一步更新。提名委員會的所有成員均為獨立非執行董事，即劉幼祥先生(主席)、李澤雄先生及吳嘉明先生。

提名委員會的主要職責(其中包括)：(i)檢討董事會的架構、人數及組成，並就任何為配合本公司企業策略而擬對董事會作出的變動提出建議；(ii)物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；(iii)評核獨立非執行董事的獨立性；及(iv)就董事委任或重新委任以及董事繼任計劃向董事會提出建議。

於截至二零二零年十二月三十一日止年度內，提名委員會召開了一次會議以(其中包括)(i)檢討董事會之結構、規模及組成及(ii)評估獨立非執行董事之獨立性。

本公司已採納董事會多元化政策，旨在制定實現董事會多元化的方法，以提升董事會的表現質素。董事會候選人的選擇基於一系列多元化角度，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能以及知識。提名委員會將評估任何提名重選之董事或被提名擔任董事的候選人的優點及貢獻，以符合客觀及適當的準則，並適當考慮董事會多元化的裨益。

董事會已採納提名政策，載列提名及委任董事的條件及程序。

In assessing the suitability of a proposed candidate as a member of the Board, the Nomination Committee would follow the nomination policy and consider factors including:

(a) personal ethics, reputation and integrity;

(b) professional qualifications, skills, knowledge and experience that are relevant to the Company's businesses and corporate development and strategy;

(c) commitment in respect of sufficient time for the proper discharge of the duties of a director, including devoting adequate time for the preparation and participation in meetings, training and other Board or Company associated activities;

(d) independent non-executive director candidates must satisfy the independence requirements under the Listing Rules. The independent non-executive Director candidate shall be independent in character and judgement and be able to represent and act in the best interests of the Shareholders; and

(e) any other relevant factors as may be determined by the Nomination Committee or the Board from time to time.

Where appropriate, the Nomination Committee should make recommendation to the Shareholders in respect of the proposed election of Director at the general meeting.

The attendance record of each Nomination Committee member for the year has been set out on page 28 of this annual report.

在評估建議候選人是否適合擔任董事會成員時，提名委員會將遵從提名政策，而考慮的因素包括：

(i) 個人道德、信譽及誠信；

(ii) 與本公司業務、企業發展及策略相關的專業資格、技能、知識及經驗；

(iii) 承諾投入足夠時間妥善履行董事職責，包括投入充足時間準備及參與會議、培訓及其他董事會或本公司相關活動；

(iv) 獨立非執行董事候選人必須符合上市規則的獨立性規定。獨立非執行董事候選人應具有獨立品格及判斷力，並能夠代表及按符合股東最佳利益的方式行事；及

(v) 提名委員會或董事會不時決定任何其他相關因素。

在適當情況下，提名委員會於股東大會上就建議選舉董事向股東提出建議。

本年度各提名委員會成員的出席記錄載於本年報第28頁。

Remuneration Committee

The Remuneration Committee was established on 17 March 2005 with written terms of reference. The written terms of reference of the Remuneration Committee was further updated on 30 March 2012 and 1 June 2018. All the members of the Remuneration Committee are independent non-executive Directors, namely, Mr. Wu Chia Ming (chairman), Mr. Lau Yau Cheung and Mr. Li Chak Hung.

The principal duties of the Remuneration Committee include, among other things, (i) making recommendations to the Board on the Company's policy and structure for all remuneration of the Directors and senior management of the Group; (ii) reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives; and (iii) making recommendations to the Board on the remuneration packages of individual Directors and senior management.

For the year ended 31 December 2020, the Remuneration Committee held 2 meetings to review the existing remuneration packages of the Directors and the key terms and conditions of the service agreements and letters of appointment. The attendance record of each Remuneration Committee members for the year has been set out on page 28 of this annual report.

The remuneration of the members of the senior management (other than the Directors) by band for the year ended 31 December 2020 is set out below:

薪酬委員會

薪酬委員會於二零零五年三月十七日成立，且具書面訂明的職權範圍。薪酬委員會的書面職權範圍於二零一二年三月三十日和二零一八年六月一日進一步更新。薪酬委員會的所有成員均為獨立非執行董事，即吳嘉明先生(主席)、劉幼祥先生及李澤雄先生。

薪酬委員會的主要職責(其中包括)：(i)就本公司對本集團董事及高級管理層的全體薪酬政策及架構，向董事會提出建議；(ii)因應董事會所訂企業方針及目標而檢討及審批管理層的薪酬建議；及(iii)向董事會建議個別董事及高級管理層的薪酬待遇。

於截至二零二零年十二月三十一日止年度內，薪酬委員會召開了兩次會議以檢討董事的現有薪酬待遇及服務協議及委任書的主要條款及條件。本年度各薪酬委員會成員的出席記錄載於本年報第28頁。

截至二零二零年十二月三十一日止年度，高級管理層成員(不包括董事)的薪酬範圍如下：

Remuneration band	薪酬範圍	Number of individuals 人數
HK$0–HK$1,000,000	0至1,000,000港元	5
HK$1,000,001–HK$1,500,000	1,000,001港元至1,500,000港元	2
HK$1,500,001–HK$2,000,000	1,500,001港元至2,000,000港元	1
HK$2,000,001–HK$2,500,000	2,000,001港元至2,500,000港元	1

Further particulars regarding Directors' emoluments and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in note 13 to the consolidated financial statements of the Group.

根據上市規則附錄十六須予披露的有關董事薪酬及五位最高薪僱員的進一步詳情載於本集團綜合財務報表附註13。

CORPORATE GOVERNANCE POLICY AND DUTIES

The Board is responsible for performing the duties on corporate governance functions set out below:

(a) developing and reviewing the Company's policies and practices on corporate governance and making recommendations to the Board;

(b) reviewing and monitoring the training and continuous professional development of the Directors and senior management;

(c) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;

(d) developing, reviewing and monitoring the code of ethic and compliance manual (if any) applicable to employees and the Directors; and

(e) reviewing the Company's compliance with the Code Provisions and disclosure in the Corporate Governance Report.

During the year, the Board has approved and adopted the following new or updated policies:

(i) Nomination Policy;

(ii) Investment and Acquisition Policy; and

(iii) Climate Change Policy.

COMPANY SECRETARY

The Board has appointed Ms. Tung Wing Yee Winnie ("**Ms. Tung**") as the company secretary of the Company with effect from 30 November 2019. Ms. Tung has been nominated by Boardroom Corporate Services (HK) Limited ("**Boardroom**") under an engagement letter made between the Company and Boardroom. The primary person at the Company with whom Ms. Tung has been contacting is Mr. Chung Ming Fai, the project manager, in relation to corporate secretarial matters. Ms. Tung has confirmed that she has taken no less than 15 hours of relevant professional training during the year ended 31 December 2020.

企業管治政策及職責

董事會負責履行有關企業管治職能的以下職責：

(a) 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；

(b) 檢討及監察董事及高級管理層的培訓及持續專業發展；

(c) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；

(d) 制定、檢討及監察適用於僱員及董事的道德操守守則及合規手冊（如有）；及

(e) 檢討本公司守則條文的遵守及於企業管治報告內的披露。

年內，董事會已批准並採納以下新訂或經更新政策：

(i) 提名政策；

(ii) 投資及收購政策；及

(iii) 氣候變化政策。

公司秘書

董事會已委任董穎怡女士（「**董女士**」）為本公司的公司秘書，於二零一九年十一月三十日起生效。董女士根據本公司與寶德隆企業服務（香港）有限公司（「**寶德隆**」）的委聘函獲寶德隆提名。董女士就公司秘書事務與本公司聯絡的主要人員為項目經理鍾明輝先生。董女士已確認彼於截至二零二零年十二月三十一日止年度已參加不少於15小時相關專業培訓。

DIVIDEND POLICY

The Board has approved and adopted a dividend policy (the "**Dividend Policy**"). The Company aims to deliver reasonable and sustainable returns to the Shareholders. In deciding whether to propose a dividend and in determining the dividend amount, the Board takes into account, inter alia:

(i) the Company's actual and expected financial performance;

(ii) retained earnings and distributable reserves of the Company and each of the members of the Group;

(iii) the Group's working capital requirements, capital expenditure requirements and future expansion plans;

(iv) the Group's liquidity position;

(v) general economic conditions, business cycle of the Group's business and other internal and external factors that may have an impact on the business or financial performance and position of the Company;

(vi) the Shareholders' and the investors' expectation;

(vii) the industry's norm; and

(viii) any other factors that the Board deems appropriate.

However, there is no assurance that dividends will be proposed or declared in any particular amount for any given period.

The Dividend Policy will be reviewed and changes will be adopted, if applicable, from time to time to ensure the effectiveness of the Dividend Policy.

股息政策

董事會已批准並通過了股息政策(「**股息政策**」)。本公司旨在為股東提供合理及可持續的回報。在決定是否建議派發股息及在釐定股息金額時，董事會將考慮(其中包括)：

(i) 本集團之實際及預期財務表現；

(ii) 本公司及本集團各成員公司之保留盈利及可供分派儲備；

(iii) 本集團之營運資金需要、資本開支需要及未來擴張計劃；

(iv) 本集團之流動資金狀況；

(v) 整體經濟環境、本集團業務之商業週期及可能對本集團之業務或財務表現及狀況構成影響之其他內在或外在因素；

(vi) 股東及投資者之期望；

(vii) 行業常規；及

(viii) 董事會視為適當之任何其他因素。

然而，概不保證將於任何指定期間建議或派付任何特定金額之股息。

股息政策將不時進行審查並採取變更(如適用)以確保股息政策的有效性。

ACCOUNTABILITY AND AUDIT

Financial Reporting

The Board endeavours to present to the Shareholders a balanced and understandable assessment of the Group's performance, position and prospects. Accordingly, appropriate accounting policies are selected and applied consistently, and judgements and estimates made by the management for financial reporting purpose are prudent and reasonable.

Save as disclosed in note 2 to the financial statements, the adoption of relevant new and revised Hong Kong Financial Reporting Standards that became effective during the year has no significant impact on the Group's results of operation and financial position.

EXTERNAL AUDITOR AND ITS REMUNERATION

The external auditor performs independent audit of the annual consolidated financial statements prepared by the management. BDO Limited ("**BDO**") has been engaged as the Company's external auditor.

For the year ended 31 December 2020, the fees charged to the financial statements of the Group in respect of BDO's statutory audit and other services amounted to approximately HK$1,630,000 and HK$300,000 respectively. The fees of recurring audit services of subsidiaries performed by other auditors and the fees of provision of other services were approximately HK$2,156,000.

INTERNAL CONTROLS

The Board has overall responsibility for maintaining a sound and effective system of internal control and risk management which is designed and operated to provide reasonable assurance that the Company's business objectives in the following areas are achieved:

- Effectiveness and efficiency of operations, including the achievement of performance and operating targets and the safeguarding of assets by the management;
- Reliability of financial and operating information provided by the management, including management accounts and statutory financial reports; and
- Compliance with applicable laws and regulations by each business unit.

問責及審核

財務匯報

董事會致力確保向股東就本集團業績、狀況及前景作出平衡及易於理解的評核。因此，本集團選擇合適之會計政策並貫徹採用，而管理層就財務匯報所作之判斷及估計均屬審慎及合理。

除財務報表附註2所披露者外，本集團所採納於年內生效之相關新訂及經修訂之香港財務報告準則並無對本集團的營運業績及財務狀況產生重大影響。

外聘核數師及彼等酬金

外聘核數師對管理層所編製的年度綜合財務報表進行獨立審核。香港立信德豪會計師事務所有限公司(「**香港立信德豪會計師事務所**」)受聘擔任本公司之外聘核數師。

於截至二零二零年十二月三十一日止年度香港立信德豪會計師事務所就本集團的財務報表所收取之法定審核服務費用及其他服務費用分別約1,630,000港元及300,000港元。至於由其他核數師為附屬公司進行經常性的審核工作之審核費用及其他服務費用則約2,156,000港元。

內部監控

董事會對維持健全有效之內部監控及風險管理系統承擔整體責任。內部監控旨在為本公司實現以下方面之業務目標提供合理保證：

- 營運的有效性和效率，包括管理層達到公司業績及營運指標以及確保資產安全；
- 管理層所提供財務及營運資料之可靠性，包括管理賬目以及法定的財務報告；及
- 各業務單位遵守適用法律及法規。

The Company has put and continues to place considerable emphasis on maintaining and enhancing the effectiveness of its system of internal control. Under the Company's internal control framework, risk management and internal control are primarily the collective responsibility of every manager and employee. For consistent compliance by every person in the Company, the following key control policies and measures are implemented in the everyday activities, which are summarized below:

1. Overall control environment, including code of ethics governing staff conduct within the Group, and whistle blowing policy;

2. Management of financial and non-financial risks, including at the company level the risk management functions of the Board; at the business unit level management's ongoing monitoring of operational and other risks;

3. Major controls systems and processes, including budgetary and cost controls, financial reporting systems and processes for timely and quality management reporting, and corporate policies and procedures for approvals, reviews and segregation of duties in everyday activities;

4. In relation to ongoing compliance monitoring and internal control reviews, the external professional consultant directly reports to the Audit Committee and is engaged to conduct independent reviews on the internal control system and provides recommendations on risk management of the Group; and

5. The Audit Committee has reviewed the adequacy and effectiveness of the Company's internal controls, including financial, operational and compliance controls and risk management. It has also considered the adequacy of resources, qualifications and experience of staff of the accounting and financial reporting functions.

本公司十分重視並會繼續高度重視維持及加強其內部監控系統的效能。根據本公司的內部監控框架，風險管理及內部監控由每名管理人員及僱員共同負責。就本公司各人士的持續合規而言，以下主要監控政策及措施乃於日常活動中實施，概述如下：

1. 整體控制環境，包括監督本集團員工操守的道德守則及舉報政策；

2. 財務及非財務風險管理，包括於公司層面上董事會對風險的管理職能，在業務單位層面上管理層對營運及其他風險持續監察；

3. 主要控制系統及流程，包括預算及成本控制、財務匯報系統及流程以提供適時及優質的管理報告、以及企業政策及對日常業務活動進行的審批、覆核及責任劃分；

4. 就持續監察合規情況及進行內部監控檢討方面，外聘專業顧問直接向審核委員會匯報情況，並負責對內部監控系統進行獨立檢討及就本集團的風險管理提供建議；及

5. 審核委員會檢討本公司內部監控(包括財務、營運及合規控制措施及風險管理)是否足夠及有效，亦考慮會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠。

In conducting these reviews, the Audit Committee and the management have reviewed the resources, qualifications and experience of staff of the accounting and financial reporting functions. The main conclusions are that overall speaking:

- the resources in the accounting and finance functions are adequate; and
- the qualifications and experience of the staff of the accounting and finance functions are satisfactory.

During the year, the external professional consultant has reviewed the internal control and risk management systems of the Group, which include financial, operational and compliance controls and risk management functions.

Inherent Limitations on Effectiveness of Controls

An internal control and risk management system, no matter how well designed and operated, is to provide reasonable, though not absolute, assurance against material misstatement or loss and to manage rather than eliminate the risk of failure to achieve business objectives. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, have been detected. In addition, the design of any system of controls is based in part on certain assumptions about the likelihood of future events.

在進行上述檢討時，審核委員會及管理層已檢討會計及財務匯報職能方面之資源、員工資歷及經驗。整體而言，主要結論如下：

- 會計和財務職能之資源充足；及
- 會計及財務職能方面的員工所具備的資歷及經驗令人滿意。

年內，外聘專業顧問已審視本集團的內部監控及風險管理系統，包括財務、營運及合規監控以及風險管理職能。

監控效用的固有局限

內部監控及風險管理系統無論設計及操作有多完善，其就重大錯誤陳述或虧損提供合理但非絕對的保證，並管理而非消除未能達成業務目標的風險。監控系統的設計必須反映存在資源限制的事實，且必須就其成本考慮監控的裨益。此外，由於所有監控系統的固有局限，監控的評估無法絕對保證將不會發生由於錯誤或欺詐引起的錯誤陳述，或檢測到所有如有發生的監控問題及欺詐事件。此外，任何監控系統之設計乃基於對未來事件可能性之若干假設。

Inside Information Policy

An inside information policy is in place which contains guidelines for the Directors and officers of the Group to ensure that inside information of the Group can be promptly identified, assessed and disseminated to the public in a consistent and timely manner in accordance with the requirements under the Listing Rules. The Company must disclose inside information to the public as soon as reasonably practicable, unless the "safe harbours" provisions under the Securities and Futures Ordinance (the "**SFO**") apply. The Board shall take reasonable precautions in preserving the confidentiality of inside information and the relevant announcement before publication.

The Board and the management will continue to look into opportunities for further enhancing the effectiveness of the internal control system of the Group in the years ahead.

INTERNAL AUDIT

The Group regards internal audit as an important part of the Board and Audit Committee's oversight function. The principal objective of internal audit, which is set out in an internal audit charter, is to provide the Board and management with useful information and recommendations on the adequacy and effectiveness of the internal control system of the Group.

Authority and Accountability

Under the internal audit charter endorsed by the Audit Committee, the internal audit function is authorized by the Board to have access to all records, people and physical properties relevant to the performance of internal audit. The external professional consultant has unrestricted access to the chairman of the Audit Committee and reports directly to the Audit Committee for direction and accountability. This reporting manner enables the external professional consultant to provide an objective assurance to the effectiveness of the internal control system of the Group.

內幕消息政策

我們訂有內幕消息政策，其中包括向董事及本集團高級職員提供的指引，以確保可根據上市規則規定，以一致及時的方式迅速識別、評估及向公眾傳播本集團的內幕消息。除非採納證券及期貨條例(「**證券及期貨條例**」)項下的「安全港」條文，否則本公司必須在合理切實可行情況下盡快向公眾披露內幕消息。董事會於刊發前應採取合理的預防措施，以保護內幕消息及相關公告的機密性。

董事會及管理層將持續不斷尋求機會進一步提升本集團內部監控系統的效能。

內部審計

本集團視內部審計為董事會及審核委員會的監督職能的重要部份。內部審計的主要目的載於內部審計規章，就本集團內部監控系統是否足夠及其效能為董事會及管理層提供有用資料及建議。

權責

根據經審核委員會批准的內部審計規章，董事會授權內部審計部門可取得及接觸與內部審計相關的所有記錄、人員及實物財產。外聘專業顧問可不受限制地與審核委員會主席聯繫，並直接向審核委員會匯報，接受審核委員會指示及向其負責。上述匯報方式協助外聘專業顧問就本集團內部監控系統的效能提供客觀保證。

Duties

The duties of the external professional consultant are described in the engagement letter entered into between the Company and the external professional consultant. It mainly stipulates that (a) internal audits are conducted with independence, objectivity and due professional care in compliance with the relevant standards, guidelines, and the code of ethics; (b) systems established are evaluated to ensure compliance with those policies, plans, procedures, law and regulations which could have a significant impact on the Group; (c) the approved internal audit plan is implemented, including any other special tasks or projects requested by the Audit Committee; and (d) the Audit Committee is updated with key audit initiatives and progress of completion of the approved internal audit plan, including any change.

All of the above described duties may be adjusted depending on the resources available for internal audit function. The management of the Group has the responsibility to keep reviewing the resources' availability for internal audit function.

INTERNAL AUDIT RESOURCES AND MAJOR WORK DONE IN 2020

The Group has engaged an external professional consultant to review and assess the risk management and internal control system of the Group. During the year under review, the external professional consultant has assessed (i) fixed assets management cycle; (ii) capital, investment and financial management cycle; (iii) financial reporting and disclosure cycle; and (iv) tax management cycle of major operating subsidiaries of the Group. The external professional consultant submitted a review report with the relevant recommendations to the Audit Committee and the Board for implementation. The Group and the Audit Committee will keep reviewing the resources' availability for the implementation of internal control function and risk management and will regulate the activities for both.

The Board and the Audit Committee considered that the key areas of the Group's risk management and internal control systems, including the adequacy of resources, qualifications and experience of our accounting, internal audit and financial reporting staff, and their training programs and budget, are reasonably implemented and the Group has complied with provisions of the Corporate Governance Code regarding risk management and internal control systems in general for the year ended 31 December 2020.

職責

外聘專業顧問的職責載於本公司與外聘專業顧門訂立的委聘函，當中主要規定(a)遵循相關準則、指引及道德規範按獨立、客觀及應有專業負責的方式進行內部審計；(b)對已建立的系統進行評估，以確保遵守可能對本集團產生重大影響的政策、計劃、程序、法律及法規；(c)實施經批准的內部審計計劃，包括審核委員會所要求進行的任何其他特殊任務或項目；及(d)告知審核委員會最新的主要審計計劃及經批准的內部審計計劃的完成進度，包括任何變更。

上述所有職責將視乎內部審計職能可動用的資源而作出調整。本集團管理層有責任持續審視內部審計職能可動用的資源。

二零二零年內部審計資源及已完成主要工作

本集團已委任外聘專業顧問檢視及評估本集團的風險管理及內部監控系統。於回顧年度，外聘專業顧問已評估本集團主要營運附屬公司的(i)固定資產管理週期；(ii)資金、投資及融資管理週期；(iii)財務報告及披露管理週期；及(iv)本集團主要運營的附屬公司之税務管理週期。外聘專業顧問向審核委員會及董事會提交檢討報告連同有關建議以供實施。本集團及審核委員會將持續審視實施內部監控職能及風險管理的資源供應情況，並將規範內部監控及風險管理的活動。

董事會及審核委員會認為本集團風險管理及內部監控系統的主要範疇(包括我們的會計、內部審計及財務匯報職員的資源、資歷及經驗以及為彼等提供的培訓課程及預算是否足夠)均獲合理實施，而本集團於截至二零二零年十二月三十一日止年度已遵守企業管治守則有關風險管理及內部監控系統的規定。

RISK MANAGEMENT

The Group is exposed to a variety of risks when conducting its business operations globally. The Board assists the Group in anticipating its risk exposure, putting controls in place to counter threats, and pursuing its set objectives. After the Board has identified the top risks of the Group, the Directors will assess how much risk the Board is faced with through the Group's operation and governance processes.

Based on the risk profile of each business unit, and taking into account the management control and corporate oversight at Group level, the Audit Committee and the external professional consultant would map out a risk-based internal audit plan each year. The Company has separated its risks into two levels:

(1) Enterprise risk level which is mainly externally driven and will be mitigated by solution comes from management discussion; and

(2) Operating risk level which is mainly internally driven and will be mitigated by building up risk control matrixes for tests of controls and remediation of deficiencies identified.

The following are the current top and emerging risks of the Group.

Commercial Risk

Commercial risk refers to potential losses arising from inadequate gross margins and/or non-performance of trading partners or counterparties in the regions that the Group is operating. It is important to ensure that our trading partners or counterparties are reliable, financially healthy and willing to comply with sound commercial practice.

風險管理

本集團在全球開展業務時承受多種風險。董事會協助本集團預測風險，採取有效措施應對威脅，以及貫徹既定目標。在董事會識別出本集團的最大風險後，董事將評估董事會於集團營運及管治過程中需要面對多大的風險。

根據各業務單位的風險狀況，並考慮集團層面的管控及公司監督後，審核委員會及外聘專業顧問將每年制訂基於風險的內部審計計劃。本公司將風險劃分為兩個層面：

(1) 企業風險層面，主要由外部驅動，有關風險將通過由管理層討論得出的解決方案得以紓緩；及

(2) 操作風險層面，主要由內部驅動，有關風險將通過建立風險控制矩陣來進行控制測試及補救所發現的缺陷而得以紓緩。

以下為本集團目前的最大風險及新出現的風險。

商業風險

商業風險指毛利率不足及本集團營運所在地區的貿易夥伴或交易方不履約所造成的潛在損失。重要的是要確保我們的貿易夥伴或交易方誠實可靠、財務穩健，以及願意遵守完善的商業慣例。

Currently, the key commercial risks facing by the Group are international economic conflicts. During the year, the PRC and the US are still engaged in a trade war that each country continues to dispute tariffs placed on goods traded between them. As some of the major customers of the Group are located in the US and the major production facilities of the Group are located in the PRC, the China-US trade war has some impact on the Group's business and operations. In order to mitigate the impact from the China-US trade war and to avoid the tariffs imposed by the US on products originating from the PRC, the Group has managed these commercial risks by:

(a) strengthening its supply chain management, such as encouraging our suppliers to establish new production facilities in Vietnam to cope with the production orders of parts and accessories of our products;

(b) relocating certain manufacturing workflows to India by establishing local production facilities to diversify the production facilities of the Group; and

(c) working closely with the customers in the US to streamline the process of products delivery and customs clearance.

目前，本集團面臨的主要商業風險為國際經濟衝突。於本年度，中國與美國持續貿易戰，在就兩國間的貿易商品徵收關税的問題上爭議不斷。由於本集團的若干主要客戶位於美國且本集團的主要生產設施位於中國，故中美貿易戰對本集團的業務及營運產生一定影響。為紓緩中美貿易戰的影響及避免美國對來自中國的產品徵收關税，本集團通過以下方式管理該等商業風險：

(a) 加強供應鏈管理，例如鼓勵供應商在越南建立新的生產設施，以應付我們產品的零件及配件生產訂單；

(b) 通過在印度建立生產設施，將若干製造工作流程搬遷至印度，使本集團的生產設施多元化；及

(c) 與美國客戶密切合作，簡化產品交付及清關流程。

Financial Risk

Currency risk

For bank borrowings, the functional currency of each operating entity is generally matched with its liabilities. As such, the management does not expect any significant foreign currency risk associated with the Group's borrowings.

Liquidity risk

The Group manages and maintains a level of operating cash flows deemed to be adequate by the management to finance the Group's daily operations and mitigate the effects of fluctuations in cash flows.

財務風險

貨幣風險

就銀行借貸而言，各經營實體的功能貨幣一般與其負債相匹配。因此，管理層預期不會面臨任何與本集團借貸有關的重大外幣風險。

流動資金風險

本集團會管理及維持管理層認為足夠水平的經營現金流量，以便為本集團日常營運撥付資金及紓緩現金流量波動的影響。

Environmental Risk

The Group may expose to potential liabilities to third parties due to pollution and non-compliance with environmental regulations and requirements. At present, the Group has outsourced most of its manufacturing process to suppliers and only maintains an assembly line in Zhongshan, the PRC. The exposure to environmental risk is mitigated by development of close relationships with suppliers to ensure that all the materials used in productions are met with environmental standards required by customers.

環境風險

本集團可能因污染以及不符合環境法規及規定而對第三方承擔潛在責任。目前，本集團已將其大部分製造過程外包予供應商，僅在中國中山維持一條裝配線。本集團通過與供應商建立緊密關係減低環境風險，以確保生產中使用的所有材料均符合客戶規定的環境標準。

Information Risk

The Group has subsidiaries in different locations around the world. Some overseas subsidiaries used different accounting and information systems to record their daily operations and to prepare the financial statements. The Group may not be able to obtain real time information from certain subsidiaries for the purpose of prompt business decision making. The Group manages the information risk by gradually using the same accounting and information system for its major operating subsidiaries to ensure the quality and accuracy of the financial information of the Group.

信息風險

本集團在全球不同地區設有附屬公司。一些海外附屬公司使用不同的會計和信息系統記錄其日常營運及編製財務報表。本集團可能無法從部分附屬公司獲取實時信息以作出及時的業務決策。本集團通過對主要營運的附屬公司逐步採用相同的會計和信息系統來管理信息風險，以確保本集團財務信息的質量和準確性。

Compliance Risk

The Group has adopted internal procedures to monitor the Group's compliance risk to ensure that the Group is complied with the laws and regulations where applicable. Besides, the Group engages an external professional consultant to review the Group's corporate governance and legal advisers to update the Group about the latest development in the regulatory environment.

The Board oversees the Company's risk management and internal control systems on an ongoing basis. A year end review of the effectiveness of the Company's and its subsidiaries' risk management and internal control systems has been conducted annually and the systems are considered to be effective and adequate.

合規風險

本集團已採納內部程序來監控本集團的合規風險，從而確保本集團遵守適用的法律及法規。此外，本集團會聘請外聘專業顧問審閱本集團的企業管治，以及聘請法律顧問向本集團提供與監管環境最新發展有關的最新資料。

董事會監督本公司的風險管理及內部監控系統。每年會對本公司及其附屬公司的風險管理及內部監控系統的成效進行年終審查，且認為該等系統屬有效及充分。

ENVIRONMENTAL AND SOCIAL RESPONSIBILITIES

In March 2020, the Stock Exchange published a guide for board and directors on the leadership role and accountability in the environmental, social and governance ("**ESG**"). In responding to the importance of the ESG structure and the recommendations in the guide published by the Stock Exchange, the Group has commissioned an external professional consultant to assist the Board in identifying, evaluating and managing important ESG issues during the year, to effectively implement ESG strategies and measures, and manage existing and potential risks associated with ESG.

The Board is fully responsible for the oversight of the Group's sustainability issues. The Board has formulated and improved the current policies and codes involving ESG issues applicable to the entire Group such as adoption of the climate change policy, and comprehensively improved the Group's corporate governance in areas such as environmental protection, operational management, employment system and community investment.

環境及社會責任

二零二零年三月，聯交所發佈關於在環境、社會及管治(「**ESG**」)方面的領導角色和問責性的董事會及董事指南。為回應ESG管治架構的重要性，以及聯交所在指南中的建議，年內本集團已委託外聘專業顧問，協助董事會識別、評估及管理重要的環境、社會及管治相關事宜，以有效地推行ESG策略和措施，及管理現有及潛在的ESG相關風險。

董事會對本集團的可持續發展事宜的監督負全部責任。董事會已制訂和完善現行適用於整個集團涉及ESG議題的政策和守則，如採納氣候變化政策，從環境保護、營運管理、僱傭制度和社區投資等領域，全面提升本集團之企業管治水平。

During the year, the Board also reviewed the sufficiency of resources of the governance team on ESG matters. Through continuous ESG training, the Board members are well aware of the latest regulatory requirements on ESG reporting. Furthermore, the Board members attended the training on corporate anti-corruption.

年內，董事會已檢討管治團隊有關投放於ESG事宜的資源是否足夠。通過持續的ESG培訓，董事會成員充分了解ESG報告的最新監管要求。另外，董事會成員參加了有關企業反貪污的培訓。

In 2020, the Group collected the opinions from stakeholders by a questionnaire and a materiality assessment was conducted by an external professional consultant to identify the sustainability issues that are most relevant to the Group's business and stakeholders, and assist the Board to prioritise ESG matters and manage sustainability strategy.

於二零二零年，本集團以問卷調查收集持份者的意見，再由外聘專業顧問進行重要性評估，以確立與本集團業務和持份者最相關的可持續發展議題，協助董事會確定ESG的優先次序及管理可持續發展工作的策略。

Looking ahead, the Group will further improve management strategies and measures of different ESG aspects, including strengthening the management of social and environmental risks in the supply chain, achieving corporate sustainability, and contributing to society and the environment.

展望未來，本集團會進一步完善ESG各方面的管理策略及措施，包括加強管理供應鏈中的社會及環境風險，實現企業可持續發展，為社會及環境作貢獻。

Further discussions of the aforesaid areas are covered by a separate "Environmental, Social and Governance Report 2020" which will be published within five months after the financial year-end.

前述範疇的進一步討論載於獨立的「二零二零年環境、社會及管治報告」，有關報告將於財政年度結束後五個月內刊發。

DIRECTORS' RESPONSIBILITY ON THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the consolidated financial statements for the year ended 31 December 2020 which were prepared in accordance with statutory requirements and applicable accounting standards. The Board aims to present a balanced, clear and understandable assessment of the Group's position and prospects in annual reports, interim reports and other financial disclosures as required by the Listing Rules.

The reporting responsibility of the external auditor of the Company on the consolidated financial statements of the Group is set out in the independent auditor's report on pages 73 to 80 of this annual report.

董事對綜合財務報表的責任

董事知悉其須根據法定要求及適用會計準則編製截至二零二零年十二月三十一日止年度的綜合財務報表。於上市規則所要求的年報、中期報告及其他財務披露中，董事會就本集團的狀況及前景致力作出平衡、清晰及容易理解的評審。

本公司外聘核數師對本集團綜合財務報表的申報責任載於本年報第73頁至第80頁的獨立核數師報告。

COMMUNICATION WITH SHAREHOLDERS

The Company has established a Shareholders' communication policy and the Board shall review on a regular basis to ensure its effectiveness. The Company communicates with the Shareholders mainly in the following ways: (i) the holding of AGM and special general meeting ("**SGM**"), if any, which may be convened for specific purposes which provide opportunities for the Shareholders to communicate directly with the Board; (ii) the publication of announcements, annual reports, interim reports and/or circulars as required under the Listing Rules; and (iii) the availability of latest information of the Group on the Company's website.

與股東溝通

本公司已制定股東溝通政策，董事會應定期檢討以確保其有效性。本公司主要以下列方式與股東溝通：(i)舉行股東週年大會及股東特別大會（「**股東特別大會**」）（如有，可為特定目的而召開會議，以為股東提供與董事會直接溝通的機會）；(ii)根據上市規則發佈公告、年報、中期報告及／或通函；及(iii)本集團於本公司網站上提供最新資料。

General Meetings with Shareholders

Shareholders and investors are welcome to visit the Company's website and communicate with the Company by mail, telephone, fax and email, details of which are made available on the Company's website.

Separate resolutions were proposed at the general meetings for such substantial issues, including the re-election of retiring Directors. The Company's notice to Shareholders for the 2020 AGM was sent to the Shareholders at least 20 clear business days before the meeting.

The chairman of the Board and the chairman/members of the Board committees and the external auditor were available at the 2020 AGM to answer questions from the Shareholders. With the assistance of the Company's then Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited ("**Branch Share Registrar**"), the representative of the Branch Share Registrar had explained the procedures for conducting a poll during the 2020 AGM. The poll results was posted on the websites of the Stock Exchange and of the Company respectively on the same day as the poll.

During the year, one general meeting was held. The 2020 AGM was held on 29 June 2020 and the voting was conducted by way of poll. The attendance records of the Directors are set out on page 28.

股東大會

歡迎股東及投資者訪問公司網站，以及通過郵件、電話、傳真及電子郵件與公司溝通，詳情可在公司網站上查閱。

股東大會上就重大事項包括重選退任董事提出單獨決議案。本公司就二零二零年股東週年大會向股東發出的通知已於會議召開前至少二十個營業日寄發予股東。

董事會主席及董事委員會主席／成員及外部核數師均出席了二零二零年股東週年大會並回答股東提問。在本公司當時於香港之股份過戶登記分處香港中央證券登記有限公司（「**股份過戶登記分處**」）的協助下，股份過戶登記處的代表已解釋於二零二零年股東週年大會期間進行投票的程序。投票結果在進行投票表決當日分別登載於聯交所及本公司網站。

年內，已舉行一次股東大會。二零二零年股東週年大會於二零二零年六月二十九日舉行，以投票方式進行表決。董事的出席記錄載於第28頁。

Information Disclosure on Corporate Website

The Company endeavours to disclose all material information about the Group to all interested parties as widely and as timely as possible. The Company maintains a corporate website at http://www.sandmartin.com.hk where important information about the Company's activities and corporate matters such as annual reports, interim reports, circulars and announcements are available for review by the Shareholders and other stakeholders.

When publications are made through the Stock Exchange, the same information will be made available on the website of the Company.

During the year, the Company issued various announcements in respect of financial and inside information, which can be viewed on the websites of the Company and the Stock Exchange.

Investor Relations

The Company recognises its responsibility to explain its activities to those with a legitimate interest and to respond to their questions. In addition, questions received from the general public and individual Shareholders are answered promptly. In all cases, great care is taken to ensure that no inside information is disclosed selectively.

公司網站之資料披露

本公司致力向所有希望獲得本集團資料的人士廣泛及適時地披露有關本集團的重要資料。本公司設有公司網站，網址為http://www.sandmartin.com.hk，並載列有關本公司業務及公司事務(如致股東的年報、中期報告、通函及公告)的重要資料，供股東及其他持份者查閱。

本公司在透過聯交所刊發資料時，該同等資料將登載於本公司網站以供查閱。

於年內，本公司就財務及內幕消息刊發多份公告，有關公告可於本公司及聯交所網站瀏覽。

投資者關係

本公司明白向持有合法權益的人士交代其業務狀況及回應彼等提問的責任。此外，本公司亦會及時答覆一般公眾及個別股東的提問。在所有情況下，本公司均已採取審慎態度，確保不會選擇性地披露任何內幕消息。

SHAREHOLDERS' RIGHTS

Set out below is a summary of certain rights of the Shareholders as required to be disclosed pursuant to the Corporate Governance Code:

Convening an SGM and putting forward proposals at such meeting.

Pursuant to the Bermuda Companies Act 1981 and the Bye-Laws, Shareholder(s) as at the date of deposit of the requisition holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall have the right to submit a written requisition requiring an SGM to be called by the Board. The written requisition (i) must state the purposes of the meeting, and (ii) must be signed by the requisitionists and deposited at the Company's registered office at Clarendon House, 2 Church Street, Hamilton, HM11, Bermuda (the "**Registered Office**") or head office in Hong Kong at Unit 516, 5th Floor, Peninsula Centre, 67 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong for attention of the Board or the company secretary of the Company (the "**Company Secretary**"), and may consist of several documents in like form, each signed by one or more requisitionists. Such requisitions will be verified with the Hong Kong branch share registrar and upon its confirmation that the requisition is proper and in order, the Company Secretary will ask the Board to convene an SGM by serving sufficient notice to all the Shareholders. On the contrary, if the requisition has been verified as not in order, the requisitionists will be advised of this outcome and accordingly, an SGM will not be convened as requested.

If the Board does not within 21 days from the date of the deposit of a valid requisition proceed duly to convene an SGM, the requisitionists or any of them representing more than one-half of the total voting rights of all of them may themselves convene an SGM, but any SGM so convened shall not be held after the expiration of 3 months from the said date of deposit of the requisition. In addition, such meeting convened by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Board.

股東權利

以下載列根據企業管治守則須披露的股東若干權利的概要：

召開股東特別大會並於會議上提出建議。

根據百慕達一九八一年公司法及細則，股東於遞交請求書當日持有不少於十分之一本公司已繳足股本者或於本公司股東大會上具投票權者，將有權遞交請求書，要求董事會召集股東特別大會。請求書(i)必須說明會議的目的，及(ii)必須由請求人簽署並送達本公司於Clarendon House, 2 Church Street, Hamilton, HM11, Bermuda的註冊辦事處(「**註冊辦事處**」)或香港九龍尖沙咀東麼地道67號半島中心5樓516室的香港總辦事處，註明董事會或本公司的公司秘書(「**公司秘書**」)收，並且可以由幾個類似形式的文件組成，每個文件由一個或多個請求者簽名。有關申請將由香港股份過戶登記分處核實，經其確定請求為妥當有效後，公司秘書將要求董事會向全體股東送達充分通知以召開股東特別大會。另一方面，倘有關請求被證實無效，請求者將獲知會此結果，因此將不會應其請求召開股東特別大會。

倘董事會於送呈有關請求日期起計二十一天內未有正式召開股東特別大會，請求者或佔全體請求者之總投票權一半以上的任何請求者可自行召開股東特別大會，惟如此召開的任何股東特別大會將不得於上述送呈有關請求日期起計三個月屆滿後舉行。此外，請求者召開的股東特別大會須按與董事會召開任何股東特別大會盡可能相同的方式召開。

Pursuant to the Bermuda Companies Act 1981, either any number of the Shareholders representing not less than one-twentieth of the total voting rights of all the Shareholders having at the date of the requisition a right to vote at the meeting to which the requisition relates, or not less than 100 Shareholders, can at the expense of the requisitionists request the Company in writing to (a) give to the Shareholders entitled to receive notice of the next AGM notice of any resolution which may properly be moved and is intended to be moved at that meeting; and (b) circulate to the Shareholders entitled to have notice of any general meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting. The requisition signed by all the requisitionists must be deposited at the Registered Office of the Company for the attention of the Board or the Company Secretary with a sum reasonably sufficient to meet the Company's expenses and not less than six weeks before the meeting in case of a requisition requiring notice of a resolution or not less than one week before the meeting in the case of any other requisition.

根據百慕達一九八一年公司法，凡代表不少於提出請求當日有權於與請求有關的會議上投票的所有股東總投票權二十分之一的任何數目的股東或不少於一百名股東，可向公司提交書面請求(由呈請人支付費用)：(a)向有權接收下一屆股東週年大會通告的股東發出通告，以告知任何可能於該會議上正式動議及擬於該會議上動議的決議案；及(b)向有權獲發送任何股東大會通告的股東傳閱不超過一千字的陳述書，以告知於該會議上提呈的任何決議案所述事宜或將處理之事項。經所有請求者簽署的請求書，必須於不少於(倘為要求通知決議案的要求書)會議舉行前六週或(倘為任何其他要求書)會議舉行前一週，送交本公司註冊辦事處註明董事會或公司秘書收，並須支付足以合理彌補公司開支的款項。

Proposing a Person for Election as a Director

The procedures for the Shareholders to propose a person for election as a Director are available for viewing on the Company's website.

提名董事參選人

股東提名董事參選人的程序可於本公司網站查閱。

Enquiries from Shareholders

Shareholders should direct their enquiries about their shareholding to the Hong Kong branch share registrar. Other enquiries from the Shareholders may be put forward to the Board through the Company Secretary who will direct the enquiries to the Board for handling. The contact details of the Company Secretary are as follows:

The Company Secretary
Sandmartin International Holdings Limited
Unit 516, 5th Floor, Peninsula Centre
67 Mody Road
Tsim Sha Tsui East, Kowloon
Hong Kong

Email: ir@sandmartin.com.hk
Tel No: +852 2587 7798
Fax No: +852 2587 7728

股東查詢

股東應直接向香港股份過戶登記分處查詢有關其股權的問題。股東的其他查詢可透過公司秘書向董事會提出，公司秘書會將查詢轉交予董事會處理。公司秘書的聯絡資料如下：

公司秘書
聖馬丁國際控股有限公司
香港
九龍尖沙咀東
麼地道67號
半島中心5樓516室

電子郵件：ir@sandmartin.com.hk
電話號碼：+852 2587 7798
傳真號碼：+852 2587 7728

CONSTITUTIONAL DOCUMENTS

For the year ended 31 December 2020, there was no change in the constitutional documents of the Company.

章程文件

截至二零二零年十二月三十一日止年度，本公司的章程文件並無變動。

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT
董事及高級管理層之履歷

DIRECTORS

Mr. Lau Yau Cheung, aged 60

Independent Non-Executive Director, Chairman of the Board, Chairman of Nomination Committee
Member of each of Audit Committee and Remuneration Committee

is an independent non-executive Director of the Company since 7 August 2017, and was appointed as the Chairman of the Board with effect from 18 August 2017. He is currently the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee. Mr. Lau holds a bachelor's degree in commerce from the University of Toronto in Canada. He has over 26 years of experience in business strategies and corporate finance and 6 years of experience in securities trading business. Mr. Lau has served in various senior management positions with both private and public companies in Hong Kong and overseas. From 1999 to present, he serves as the managing director of BH Capitalink Development Limited. Mr. Lau is currently an independent non- executive director of Summit Ascent Holdings Limited (Stock Code: 102).

Mr. Hung Tsung Chin, aged 59

Executive Director, Authorised Representative

is the founder of the Group, which was founded in November 1989. He was the Chairman of the Board until 18 August 2017. Mr. Hung acts as an executive Director and authorised representative of the Company. He is currently the director of certain subsidiaries of the Company and the chief executive officer of several subsidiaries of the Company which are engaged in the Manufacturing and Trading of Electronic Products Business Division.

Mr. Hung has over 31 years of management experience in the electronics manufacturing industry. He graduated from the National Chengchi University in Taiwan, with a bachelor's degree in business administration. Mr. Hung also completed the executives programme from the Graduate School of Business Administration, National Chengchi University.

He is the husband of Ms. Chen Mei Huei, the director of several subsidiaries of the Company and the chief executive officer of the pay TV and broadband service business division.

董事

劉幼祥先生，60歲

獨立非執行董事，董事會主席，提名委員會主席

審核委員會及薪酬委員會成員

由二零一七年八月七日起擔任本公司獨立非執行董事，及獲委任為董事會主席，自二零一七年八月十八日起生效。彼現時為提名委員會主席以及審核委員會及薪酬委員會成員。劉先生持有加拿大多倫多大學商學學士學位。彼擁有逾26年業務策略及企業融資經驗及6年證券交易業務經驗。劉先生曾於香港及海外之私人及公眾公司擔任多個高級管理層職位。自一九九九年至今，彼擔任薈聯發展有限公司之董事總經理。劉先生現時為凱升控股有限公司(股份代號：102)之獨立非執行董事。

洪聰進先生，59歲

執行董事，授權代表

為本集團創辦人，本集團成立於一九八九年十一月。彼於二零一七年八月十八日前擔任董事會主席職務。洪先生出任本公司執行董事及授權代表。彼現時為本公司若干附屬公司之董事以及本公司製造及買賣電子產品業務部之數間附屬公司之執行長。

洪先生在電子製造行業具備超過31年的管理經驗。彼畢業於臺灣國立政治大學，持有企業管理學士學位。洪先生亦完成國立政治大學企業管理研究所企業家班課程。

彼為陳美惠女士的丈夫、數間本公司附屬公司的董事及收費電視和寬帶服務業務部的執行長。

Mr. Chen Wei Chun, aged 44

Executive Director, Chief Financial Officer

joined the Group in May 2015 and was appointed as an executive Director and chief financial officer of the Company on 28 August 2015 and 30 November 2017 respectively. He is also the director and the chief financial officer of Pro Brand Technology, Inc., a non-wholly owned subsidiary of the Company. Mr. Chen graduated from National Chengchi University and Shih Chien University with a master's degree in finance and a master's degree in business administration respectively. He is well experienced in accounting and finance industries. Prior to joining the Group, Mr. Chen was the head of finance department of TTY Biopharm Company Limited and head of finance department of K.H.S. Musical Instrument Company Limited.

Mr. Kuo Jen Hao, aged 44

Non-Executive Director

was appointed as a non-executive Director of the Company on 18 August 2017. He graduated with a bachelor's degree in Business Administration from Aletheia University in Taiwan and holds a master's degree of business administration from Pace University in 2003 in the US. Mr. Kuo is a certified public accountant of the New Jersey State Board of Accountancy.

He has several years of work experience in investment advisory, financial advisory and corporate finance at PricewaterhouseCoopers, Bank of America Merrill Lynch and Private Equity Management Group and held various key roles at several private and listed companies engaging in (i) the administrative and corporate business; (ii) corporate finance; and (iii) general management in real estate development business, shipping business, retailing business and logistics business. Mr. Kuo has a wealth of experience in business strategy development and innovation management.

* *For identification purpose only*

陳偉鈞先生，44歲

執行董事，財務長

於二零一五年五月加入本集團，並分別於二零一五年八月二十八日和二零一七年十一月三十日獲委任為本公司執行董事及財務長。彼亦為本公司非全資附屬公司博百科技有限公司*(Pro Brand Technology, Inc.)的董事及財務長。陳先生畢業於國立政治大學及實踐大學並分別取得財務學碩士及企業管理碩士。彼於會計及金融業擁有豐富經驗。加入本集團前，陳先生曾任職於臺灣東洋藥品工業(股)公司財務主管及功學社教育用品(股)公司財務處主管。

郭人豪先生，44歲

非執行董事

於二零一七年八月十八日獲委任為本公司非執行董事。彼畢業於臺灣真理大學，獲得工商管理學士學位，並於二零零三年取得美國佩斯大學之工商管理碩士學位。郭先生為新澤西州會計委員會之執業會計師。

彼於羅兵咸永道會計師事務所、美銀美林及Private Equity Management Group累積數年有關投資顧問、財務顧問及企業財務之經驗，並曾於若干私人及上市公司擔任不同的主要職位，有關公司乃從事(i)行政管理及企業業務；(ii)企業財務；及(iii)房地產發展業務、航運業務、零售業務及物流業務之日常管理。郭先生於制定業務策略及創新管理方面擁有豐富經驗。

* *僅供識別*

He is the chairman and the general manager of First Steamship Company Limited ("**First Steamship**") (a company listed on the Taiwan Stock Exchange Corporation ("**TWSE**") (TWSE Stock Code: 2601) and is a substantial shareholder of the Company and through its subsidiaries collectively holds 28.98% of the issued share capital of the Company). Mr. Kuo is also a director and the chairman of Grand Ocean Retail Group Limited (a company listed on the TWSE (TWSE Stock Code: 5907) and is a subsidiary of First Steamship) and Taiwan Environment Scientific Co., Ltd. (a company listed on the Taipei Exchange) (Taipei Exchange Stock Code: 8476). He is currently a non-executive director of Da Yu Financial Holdings Limited (Stock Code: 1073). He is also a director of several subsidiaries of the First Steamship including but not limited to Mariner Finance Limited, Morton Securities Limited and First Steamship S.A. He has served as a non-executive director and the chairman of the board of Summit Ascent Holdings Limited (Stock Code: 102) from 28 December 2017 to 26 April 2019. Mr. Kuo was a director of IRC Properties, Inc. (a company listed on the Philippine Stock Exchange) from July 2017 to May 2018.

彼為益航股份有限公司(「**益航**」)(一間於臺灣證券交易所(「**臺灣證券交易所**」)上市之公司(臺灣證券交易所股份代號:2601),為本公司之主要股東,並透過其附屬公司合共持有本公司已發行股本之28.98%)之董事長兼總經理。郭先生亦為大洋百貨集團有限公司(一間於臺灣證券交易所上市之公司(臺灣證券交易所股份代號:5907),並為益航之附屬公司)及台境企業股份有限公司(一間於臺灣證券櫃檯買賣中心上市之公司(證券櫃檯買賣中心股份代號:8476))之董事兼董事長。彼現時為大禹金融控股有限公司(股份代號:1073)之非執行董事。彼亦為益航若干附屬公司之董事,包括但不限於友成融資租賃有限公司、萬基證券有限公司及First Steamship S.A.。彼曾於二零一七年十二月二十八日至二零一九年四月二十六日期間擔任凱升控股有限公司(股份代號:102)之非執行董事兼董事會主席。郭先生曾於二零一七年七月至二零一八年五月期間擔任IRC Properties, Inc.(一間於菲律賓證券交易所上市之公司)之董事。

Mr. Li Chak Hung, aged 56

Independent Non-Executive Director, Chairman of Audit Committee, Member of each of Remuneration Committee and Nomination Committee

is an independent non-executive Director since 20 September 2016. He is currently the chairman of the Audit Committee and a member of each of the Remuneration Committee and Nomination Committee. Mr. Li graduated from the Chinese University of Hong Kong and holds a Bachelor's Degree of Business Administration. He is a practicing Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and a Fellow member of the Taxation Institute of Hong Kong. Mr. Li has over 30 years' experience in accounting, auditing, taxation and financial management. He is currently an independent non-executive director of AsiaSec Properties Limited (Stock Code: 271), Summit Ascent Holdings Limited (Stock Code: 102) and Alpha Professional Holdings Limited (Stock Code: 948), all of which are companies whose shares are listed on main board of the Stock Exchange. He resigned as an independent non-executive director of DreamEast Group Limited (Stock Code: 593) with effect from 20 December 2019.

李澤雄先生,56歲

獨立非執行董事,審核委員會主席、薪酬委員會及提名委員會成員

由二零一六年九月二十日起擔任獨立非執行董事。彼現時為審核委員會主席以及薪酬委員會及提名委員會成員。李先生畢業於香港中文大學並持有工商管理學士學位,並為香港會計師公會執業會計師及香港稅務學會資深會員。李先生於會計、審計、稅務及財務管理工作方面擁有超過30年經驗。彼現為亞證地產有限公司(股份代號:271)、凱升控股有限公司(股份代號:102)及阿爾法企業控股有限公司(股份代號:948)的獨立非執行董事,該等公司的股份均於聯交所主板上市。彼由二零一九年十二月二十日起辭任夢東方集團有限公司(股份代號:593)的獨立非執行董事。

Mr. Wu Chia Ming, aged 52

Independent Non-Executive Director, Chairman of Remuneration Committee, Member of each of Audit Committee and Nomination Committee

is an independent non-executive Director since 1 December 2014. He is currently the chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee. Mr. Wu has a master's degree in business administration from the Institute of International Business, National Chen-kung University and a bachelor's degree in electronic engineering from Chung Yuan Christian University in Taiwan. He has nearly 26 years of experience in financial analysis and fund management. Currently, Mr. Wu is the chairman of Fortune-Future Investment Co., Ltd. Prior to that, he was a fund manager of KGI Securities Investment Trust Co., Ltd.

吳嘉明先生，52歲

獨立非執行董事，薪酬委員會主席、審核委員會及提名委員會成員

由二零一四年十二月一日起擔任獨立非執行董事。彼現時為薪酬委員會主席以及審核委員會及提名委員會成員。吳先生擁有成功大學企管研究所碩士學位及中原大學電子工程系學士學位。彼擁有近26年財務分析及基金管理工作經驗。吳先生目前擔任財欣投資股份有限公司主席。此前，彼為凱基證券投資信託股份有限公司的基金管理人。

SENIOR MANAGEMENT

Ms. Chen Mei Huei, aged 58

Director of several subsidiaries of the Company and Chief Executive Officer of pay TV and broadband service business division

is a co-founder of the Group since 1989. She is currently a director of several subsidiaries of the Company and the chief executive officer of pay TV and broadband service business division. Ms. Chen is responsible for the overall management of the Group including all overseas offices. She has been actively engaged in the sales and marketing development of the Group in Taiwan and the international markets for more than 31 years and has particular focus on new customers and new market development in recent years. Ms. Chen graduated from Tamkang University in Taiwan with a dual bachelor's degree in Spanish Literature and International Trade. She is the wife of Mr. Hung Tsung Chin, an executive Director and an authorised representative of the Company.

高級管理層

陳美惠女士，58歲

數間本公司附屬公司的董事及收費電視和寬帶服務業務部的執行長

自一九八九年起為本集團聯合創辦人。彼現時為數間本公司附屬公司的董事及收費電視和寬帶服務業務部的執行長。陳女士負責本集團(包括全部海外辦公室)的整體管理。彼已持續積極參與本集團在臺灣及國際市場的銷售及營銷發展超過31年，並於近年來特別關注新客戶及新市場發展。陳女士畢業於臺灣淡江大學，擁有西班牙文學及國際貿易雙學士學位。彼為本公司執行董事兼授權代表洪聰進先生的妻子。

Mr. Frank Karl-Heinz Fischer, aged 61

Director of several subsidiaries of the Company, Vice President of the Group, Chief Technology Officer of the Group

joined the Group in January 2008 and is currently a director of several subsidiaries of the Company, and the vice president and chief technology officer of the Group. He is responsible for the global marketing strategy and technical support of the Group. Mr. Fischer has more than 32 years of experience in hardware and software development for consumer electronic products in Europe and has been involved in Digital TV technologies since the beginning of Digital Video Broadcasting ("**DVB**") Project in 1994. He graduated as diploma degree engineer for automation technology and cybernetics from the Technical University Leipzig in Germany.

Frank Karl-Heinz Fischer先生，61歲

數間本公司附屬公司的董事，本集團副總裁，本集團技術長

於二零零八年一月加入本集團，現時擔任數間本公司附屬公司的董事以及本集團副總裁及技術長。彼負責本集團的全球營銷策略及技術支援。Fischer先生於歐洲消費電子產品硬件及軟件開發方面擁有逾32年經驗，並自一九九四年數碼視頻廣播(「**DVB**」)項目開始以來一直從事數碼電視技術。彼於德國的Technical University Leipzig取得自動化技術和控制學工程學學位。

Mr. Hsiao Yu Jung, aged 55

Deputy General Manager of the Group's DVB Division

joined the Group in July 2002 and is currently the deputy general manager of the Group's DVB division. He is responsible for procurement, manufacturing and development of the Group's DVB products and supervision of the Company's associate company in Nepal. Mr. Hsiao obtained a diploma in mechanical design engineering from the National Formosa University in Taiwan.

蕭有容先生，55歲

本集團DVB部副總經理

於二零零二年七月加入本集團，現時擔任本集團DVB部副總經理。彼負責採購、製造及開發本集團DVB產品及監督本公司在尼泊爾的聯營公司。蕭先生畢業於臺灣國立虎尾科技大學，獲機械設計工程學文憑。

Mr. Su Jow Shi, aged 57

General Manager of the Group's digital TV division

joined the Group in September 1995 and is currently the general manager of the Group's digital TV division. He is responsible for the Group's digital TV operations in South Asia region. Mr. Su graduated from the San Diego State University where he earned a Master of Public Administration degree.

蘇兆熙先生，57歲

本集團數碼電視部總經理

於一九九五年九月加入本集團，現時擔任本集團數碼電視部總經理。彼主管本集團在南亞地區的數碼電視業務。蘇先生畢業於聖迭戈州立大學，持公共管理碩士學位。

Ms. Su Wan Ling (also known as Ms. Julia Swen), aged 55

Director of Pro Brand Technology, Inc.

has been working in the Group since 2007 and is currently a director of Pro Brand Technology, Inc. a non-wholly owned subsidiary of the Group. She is responsible for promoting cable products, satellite and digital television products in the market of the US. Ms. Su graduated from the University of California, with a bachelor's degree in Biochemistry; a master's degree in Environmental Science and a master's degree of Business Administration. She has over 26 years of experience in research of biotechnology field and business management.

Mr. Sven Willig, aged 47

*General Manager of Intelligent Digital Services GmbH ("**IDS**")*

has joined the Group in 2005 and is currently the general manager of IDS. He has over 21 years' experience in the management and the technology sector, working across design and engineering, operations, and international sales, specialized in the DVB Pay-TV Industry, Internet of things ("**IoT**") and Fiber to The x ("**FTTx**"). He graduated from the University of Hamburg with a master's degree of Business Administration and educational background in engineering.

Mr. Sun Cheng-Pen, aged 52

Director of Pro Brand Technology, Inc.

has joined Pro Brand Technology, Inc., a non-wholly owned subsidiary of the Group since 2014, as a director and general manager of Asia Region of Pro Brand Technology, Inc. and was redesignated as a special assistant to the Chairman on 1 February 2021. He is in charge of all companies in Asia Region of Pro Brand Technology, Inc.. Mr. Sun graduated from the National Taiwan University with a bachelor's degree in electrical engineering. He has 27 years of experience in overall technology development, management and sales of high frequency and microwave-related fields and related businesses. Mr. Sun is also a director of Wha Yu Industrial Company Limited, a company listed on the TWSE (TWSE Stock Code: 3419).

* *For identification purpose only*

蘇婉玲女士（又名Julia Swen女士），55歲

博百科技有限公司(Pro Brand Technology, Inc.)的董事*

自二零零七年起任職於本集團至今，現時擔任本集團非全資附屬公司博百科技有限公司*(Pro Brand Technology, Inc.)的董事。彼負責於美國市場推廣電纜產品、衛星及數碼電視產品。蘇女士畢業於加州州立大學，並持有生物化學科技學士學位、環保工程碩士學位及工商管理碩士學位。彼在生物技術研究及業務管理方面具超過26年經驗。

Sven Willig先生，47歲

*Intelligent Digital Services GmbH（「**IDS**」）的總經理*

於二零零五年加入本集團，現時擔任IDS的總經理。彼於管理及技術部門、設計、運營和國際銷售工作、專門從事DVB付費電視行業、工程物聯網（「**物聯網**」）及光纖通訊網路（「**FTTx**」）擁有逾21年的經驗。彼畢業於漢堡大學，並持有工商管理碩士學位和擁有工程教育背景。

孫承本先生，52歲

博百科技有限公司(Pro Brand Technology, Inc.)的董事*

於二零一四年加入本集團非全資附屬公司博百科技有限公司*(Pro Brand Technology, Inc.)，任職博百科技有限公司*(Pro Brand Technology, Inc.)董事及亞洲區總經理，並於二零二一年二月一日調任為董事長特別助理。彼負責博百科技有限公司*(Pro Brand Technology, Inc.)所有亞洲區公司。孫先生畢業於臺灣大學，並持有電子電機學士文憑。彼在高頻微波相關領域技術開發與管理及相關業務銷售整體具有27年的經驗。孫先生亦為譁裕實業股份有限公司，一間於臺灣證券交易所上市之公司（臺灣證券交易所股份代號：3419）之董事。

* *僅供識別*

Mr. Huang Jung-Sen, aged 51

Director of Pro Brand Technology, Inc.

has joined Pro Brand Technology, Inc., a non-wholly owned subsidiary of the Group since 2017 as a director and chief technology officer of Asia Region and deputy general manager, and was promoted to general manager of Asia Region on 1 February 2021. He is responsible for the entire proactive product development and sales of LNBs in Asia Region of Pro Brand Technology, Inc., as well as product development and sales of the new product line, i.e. home network. Mr. Huang graduated from the Yuan Ze University in Taiwan with a master's degree in electrical and communication engineering. He has 25 years of experience in overall technology development, management and sales of high frequency and microwave-related fields and related businesses.

Mr. Tsai Li Che, aged 42

*General Manager of China Region, Sandmartin (Zhong Shan) Electronic Co., Ltd.**

joined the Group in December 2001 and is currently the general manager of China Region of Sandmartin (Zhong Shan) Electronic Co., Ltd. He is responsible for the operation of multimedia business in China region. Mr. Tsai graduated from Murdoch University with a bachelor degree of information technology. He has 20 years of experience in technology development and management and the relevant sales business in the field of international trade of multimedia.

黃榮蔘先生，51歲

博百科技有限公司 (Pro Brand Technology, Inc.)的董事*

自二零一七年加入集團非全資附屬公司博百科技有限公司*(Pro Brand Technology, Inc.)，任職董事及亞洲區技術長暨副總經理，並於二零二一年二月一日晉升為亞洲區總經理。彼負責博百科技有限公司*(Pro Brand Technology, Inc.)所有主動式LNBs產品開發與亞洲區銷售業務及新產品線一家用網通產品開發與銷售業務。黃先生畢業於臺灣元智大學，並持有電子電機碩士文憑。彼在高頻微波相關領域技術開發與管理及相關業務銷售整體具有25年的經驗。

蔡禮哲先生，42歲

中國區總經理，中山聖馬丁電子元件有限公司

自二零零一年十二月加入本集團。現時擔任中山聖馬丁電子元件有限公司中國區總經理。彼主管負責集團中國區多媒體事業部營運。蔡先生畢業於澳洲莫道克州立大學，並持有資訊科學與技術學士文憑。彼在多媒體國際貿易相關領域的技術開發與管理及相關銷售業務具有20年的經驗。

* *For identification purpose only*

* *僅供識別*

The Board has the pleasure of presenting the annual report and the audited consolidated financial statements of the Group for the year ended 31 December 2020.

董事會欣然提呈本集團截至二零二零年十二月三十一日止年度的年報及經審核綜合財務報表。

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The principal activities of its principal subsidiaries are set out in note 45 to the consolidated financial statements of the Group.

An analysis of the Group's revenue and operating results for the year ended 31 December 2020 by principal activities is set out in note 7 to the consolidated financial statements of the Group.

主要業務

本公司為一間投資控股公司，其主要附屬公司的主要業務載於本集團綜合財務報表附註45。

本集團截至二零二零年十二月三十一日止年度主要活動的收益及經營業績分析載於本集團綜合財務報表的附註7。

RESULTS

The results of the Group for the year ended 31 December 2020 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 81 to 82 of the annual report.

業績

本集團截至二零二零年十二月三十一日止年度的業績載於本年報第81頁至第82頁的綜合損益及其他全面收益表。

BUSINESS REVIEW

The business review of the Group for the year ended 31 December 2020 is set out as below:

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列如下：

		Section(s) in the annual report **本年報之章節**	**Page no. of the annual report** **本年報之頁碼**
a.	Fair review of the Company's business 本公司業務的合理檢討	Business Overview and Management Discussion and Analysis 業務概覽及管理層討論與分析	6 to 17 第6頁至第17頁
b.	Description of the principal risks and uncertainties the Company is facing 描述本公司正面對的主要風險及不穩定因素	Chairman's Letter to Shareholders 主席致股東報告 Business Overview and Management Discussion and Analysis 業務概覽及管理層討論與分析	4 to 5 第4頁至第5頁 6 to 17 第6頁至第17頁
c.	Particulars of important events affecting the Company that have occurred since the year ended 31 December 2020 自截至二零二零年十二月三十一日止年度起發生的影響本公司的重要事項詳情	Business Overview and Management Discussion and Analysis 業務概覽及管理層討論與分析 Financial Review 財務回顧	6 to 17 第6頁至第17頁 18 to 23 第18頁至第23頁

		Section(s) in the annual report 本年報之章節	Page no. of the annual report 本年報之頁碼
d.	Indication of likely future development of the Company's business 本公司業務未來可能發展的跡象	Business Overview and Management Discussion and Analysis 業務概覽及管理層討論與分析	6 to 17 第6頁至第17頁
e.	Analysis using financial key performance indicators 使用財務主要表現指標的分析	Business Overview and Management Discussion and Analysis 業務概覽及管理層討論與分析 Financial Review 財務回顧 Financial Summary 財務摘要	6 to 17 第6頁至第17頁 18 to 23 第18頁至第23頁 236 第236頁
f.	Discussion on the Company's environmental policies and performance 有關本公司環境政策及表現的討論	Corporate Governance Report 企業管治報告 Further information about the Company's environmental policies and performance will be described in the "Environmental, Social and Governance Report 2020" (a stand alone report) 有關本公司環境政策及表現的進一步資料將於「二零二零年環境、社會及管治報告」(一份獨立報告)中披露	24 to 49 第24頁至第49頁 Not applicable 不適用
g.	An account of the Company's key relationships with its employees, customers and suppliers and others that have a significant impact on the Company and on which the Company's success depend 本公司與其僱員、客戶及供應商以及對本公司有重大影響及本公司的成功所依賴的其他人士的關係敘述	Business Overview and Management Discussion and Analysis 業務概覽及管理層討論與分析 Report of the Directors 董事會報告	6 to 17 第6頁至第17頁 57 to 72 第57頁至第72頁
h.	Discussion on the Company's compliance with the relevant laws and regulations that have a significant impact on the Company 本公司遵守對本公司有重大影響的相關法規及規定的情況討論	Corporate Governance Report 企業管治報告 Report of the Directors 董事會報告	24 to 49 第24頁至第49頁 57 to 72 第57頁至第72頁

FINAL DIVIDEND

The Board has resolved not to recommend the payment of a final dividend for the year ended 31 December 2020 (2019: Nil).

末期股息

董事會議決不建議派付截至二零二零年十二月三十一日止年度的末期股息(二零一九年：無)。

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment during the year ended 31 December 2020 are set out in note 16 to the consolidated financial statements of the Group.

物業、廠房及設備

本集團物業、廠房及設備於截至二零二零年十二月三十一日止年度的變動詳情載於本集團綜合財務報表附註16。

INVESTMENT PROPERTIES

Details of the movements in the investment properties of the Group during the year ended 31 December 2020 are set out in note 18 to the consolidated financial statements of the Group.

投資物業

本集團投資物業於截至二零二零年十二月三十一日止年度的變動詳情載於本集團綜合財務報表附註18。

BORROWINGS

Details of the borrowings during the year ended 31 December 2020 are set out in note 32 to the consolidated financial statements of the Group.

借貸

本集團於截至二零二零年十二月三十一日止年度的借貸詳情載於本集團綜合財務報表附註32。

SHARE CAPITAL

Details of the movements in the share capital of the Company during the year ended 31 December 2020 are set out in note 35 to the consolidated financial statements of the Group.

股本

本公司股本於截至二零二零年十二月三十一日止年度的變動詳情載於本集團綜合財務報表附註35。

EQUITY LINKED AGREEMENTS

Save as disclosed in the section headed "Share Option Scheme", no equity linked agreements were entered into during or subsisted at the end of the year ended 31 December 2020.

股權掛鉤協議

除於「購股權計劃」一節披露者外，於截至二零二零年十二月三十一日止年度末，概無訂立或存續股權掛鉤協議。

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the section headed "Share Option Scheme", at no time during the year ended 31 December 2020 was the Company, any of its subsidiaries, fellow subsidiaries or its holding companies 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 body corporate.

董事收購股份或債券的權利

除於「購股權計劃」一節披露者外，於截至二零二零年十二月三十一日止年度，本公司、其任何附屬公司、同系附屬公司或控股公司概無訂立任何安排，使董事可藉收購本公司或任何法人團體之股份或債券而獲益。

DISTRIBUTABLE RESERVES

As at 31 December 2020, the Company did not have any distributable reserve (2019: Nil).

Details of the movements in reserves during the year ended 31 December 2020 are set out in page 85 and page 86 to the consolidated financial statements of the Group.

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

(a) it is, or would after the payment be, unable to pay its liabilities as they become due; or

(b) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

可供分派儲備

於二零二零年十二月三十一日，本公司並無可供分派儲備(二零一九年：無)。

本集團儲備於截至二零二零年十二月三十一日止年度的變動詳情載於本集團綜合財務報表第85及86頁。

根據百慕達一九八一年公司法(經修訂)，本公司的繳入盈餘賬可用作分派。然而，在下列情況下，本公司不得以繳入盈餘宣派或派付股息或作出分派：

(a) 現時或於付款後無法支付到期負債；或

(b) 其資產的可變現價值將因而少於其負債與已發行股本及股份溢價賬的總和。

DONATIONS

The Group did not make any donation for the year ended 31 December 2020 (2019: Nil).

捐款

本集團於截至二零二零年十二月三十一日止年度無作出任何捐款(二零一九年：零)。

PERMITTED INDEMNITY PROVISION

The Bye-Laws provide that every Director is entitled to be indemnified out of the assets of the Company against all losses and damages which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto.

The Group has directors' liability insurance in place throughout the year, which provides appropriate cover for the Directors.

The permitted indemnity provision was in force during the year ended 31 December 2020 for the benefit of the Directors.

獲准許的彌償條文

根據細則，每名董事均有權從本公司資產中彌償其執行職務時或進行與此有關之其他事宜可能蒙受或招致之一切損失及責任。

本集團於整個年度內已設有董事責任保險，為本集團董事提供適當的保障。

為著董事之利益，獲准許的彌償條文於截至二零二零年十二月三十一日止年度生效。

FINANCIAL SUMMARY

A financial summary of the Group is set out on page 236 of this annual report.

財務摘要

本集團財務摘要載於本年報第236頁。

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2020, the aggregate sales attributable to the Group's five largest customers amounted to approximately 49.3% of the Group's total sales and the sales attributable to the Group's largest customer were approximately 18.3% of the Group's total sales.

For the year ended 31 December 2020, the aggregate purchases attributable to the Group's five largest suppliers amounted to approximately 45.0% of the total purchases and the purchases attributable to the Group's largest supplier were approximately 17.9% of the Group's total purchases.

None of the Directors, their close associates or any Shareholders (who to the knowledge of the Directors own more than 5% of the issued shares of the Company) had any interests in the five largest customers and suppliers of the Group for the year ended 31 December 2020.

主要客戶及供應商

於截至二零二零年十二月三十一日止年度，本集團向五大客戶的總銷售額佔本集團總銷售額約49.3%，而向最大客戶的銷售額佔本集團總銷售額約18.3%。

於截至二零二零年十二月三十一日止年度，本集團向五大供應商的總採購額佔本集團總採購額約45.0%，而向最大供應商的採購額佔本集團總採購額約17.9%。

於截至二零二零年十二月三十一日止年度，董事、彼等的緊密聯繫人或任何股東(就董事所知擁有本公司已發行股份5%以上)概無擁有本集團五大客戶及供應商任何權益。

MANAGEMENT CONTRACTS

No contracts other than employment contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2020.

管理合約

除僱傭合約外，於截至二零二零年十二月三十一日止年度概無訂立或存在涉及本公司全部業務或其中任何重大部分之管理及行政合約。

LITIGATION

The details of the Group's litigations proceedings are set out in note 47 to the consolidated financial statements of the Group.

法律訴訟

本集團法律訴訟之詳情載於本集團綜合財務報表附註47。

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The Directors during the year ended 31 December 2020 and up to the date of this annual report are:

Executive Directors

Mr. Hung Tsung Chin
Mr. Chen Wei Chun

Non-executive Director

Mr. Kuo Jen Hao

Independent non-executive Directors

Mr. Lau Yau Cheung *(Chairman)*
Mr. Li Chak Hung
Mr. Wu Chia Ming

In accordance with Bye-Laws 87(1) and 87(2) of the Bye-Laws, Mr. Chen Wei Chun and Mr. Kuo Jen Hao shall retire from office by rotation and, being eligible, offer themselves for re-election at the 2021 AGM.

No retiring Director proposed for re-election at the 2021 AGM has entered into a service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation other than statutory compensation.

董事及董事的服務合約

於截至二零二零年十二月三十一日止年度及截至本年報日期的董事如下：

執行董事

洪聰進先生
陳偉鈞先生

非執行董事

郭人豪先生

獨立非執行董事

劉幼祥先生(*主席*)
李澤雄先生
吳嘉明先生

根據細則第87(1)及87(2)條，陳偉鈞先生及郭人豪先生將輪值退任。並於二零二一年股東週年大會上符合資格膺選連任。

概無擬於二零二一年股東週年大會上重選的退任董事與本公司或其任何附屬公司訂立僱用公司不可在一年內免付賠償(法定賠償除外)而終止的服務合約。

DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

Details of the remuneration of the Directors and senior management, together with those of the five highest paid individuals of the Group for the year ended 31 December 2020 are set out in note 13 to the consolidated financial statements of the Group and Corporate Governance Report on page 34 respectively.

The emolument payable to the Directors (including salary and other benefits) are recommended by the Remuneration Committee for the Board's approval, having regard to the Group's operating results, individual performance and comparable market statistics.

董事及高級管理層酬金及五名最高酬金個別人士

董事、高級管理層及本集團五名最高酬金個別人士以及高級管理層於截至二零二零年十二月三十一日止年度的酬金詳情分別載於本集團綜合財務報表附註13及企業管治報告第34頁。

應付董事的酬金(包括薪金及其他福利)乃由薪酬委員會經參考本集團經營業績、個人表現及可比較市場數據後推薦建議予董事會批准。

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

No transactions, arrangements or contracts of significance in relation to the Company's business to which the Company, any of its subsidiaries, its fellow subsidiaries or its holding companies was a party and in which a Director or his or her connected entities had a material interest, whether directly or indirectly, subsisted at the end of or at any time during the year ended 31 December 2020.

董事於重大交易、安排或合約中的權益

於截至二零二零年十二月三十一日止年度，本公司、其任何附屬公司、其同系附屬公司或其控股公司概無訂立任何董事或彼之關連實體於當中直接或間接擁有重大權益，且於年終或年內任何時間仍然存續，有關本公司業務的重大交易、安排或合約。

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 31 December 2020, none of the Directors and their respective close associates (as defined in the Listing Rules) was considered to be interested in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

董事於競爭性業務中的權益

於二零二零年十二月三十一日，概無董事及彼等各自的緊密聯繫人(定義見上市規則)被視為於任何直接或間接與本集團業務構成競爭或可能構成競爭的業務中擁有權益。

RELATED PARTY TRANSACTIONS

A summary of significant related party transactions made during the year ended 31 December 2020 is disclosed in note 42 to the consolidated financial statements of the Group.

The related party transactions did not constitute connected transactions/continuing connected transactions under the Listing Rules.

關聯人士交易

於截至二零二零年十二月三十一日止年度內進行之重大關聯人士交易概要於本集團綜合財務報表附註42中披露。

該等關聯交易並不構成上市規則項下的關連交易／持續關連交易。

SHARE OPTION SCHEME

On 17 March 2005, the Share Option Scheme was approved and adopted by the then Shareholders. The Share Option Scheme was expired on 16 March 2015. A summary of the principal terms of the Share Option Scheme is set out as follows:

(i) Purpose of the Share Option Scheme

The purpose of the Share Option Scheme is to recognize the contributions of the participants.

(ii) Eligible Participants

The participants of the Share Option Scheme are directors or employees, any business consultants, business partners, suppliers, customers, agents financial or legal advisers, debtors or creditors who will contribute or have contributed to the Company or any of its subsidiaries.

(iii) Grant of Options

The Board shall be entitled at any time, within 10 years after the date of adoption of the Share Option Scheme, to make an offer of the grant of an option to any participant.

(iv) Payment on Acceptance of Option Offer

HK$1.00 is payable by the participant to the Company on acceptance of the option offer as consideration for the grant within 30 days from the date upon which the option offer is made.

(v) Subscription Price of Shares

The subscription price of an option to subscribe for shares granted pursuant to the Share Option Scheme shall be the highest of:

- the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date on which an option offer is made to a participant, which must be a business day;
- the average of the closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date on which an option offer is made; and
- the nominal value of a share.

購股權計劃

於二零零五年三月十七日，當時之股東批准並採納購股權計劃。購股權計劃已於二零一五年三月十六日屆滿。該購股權計劃之主要條款概要載列如下：

(i) 購股權計劃目的

購股權計劃目的為嘉獎參與人的貢獻。

(ii) 合資格參與人

購股權計劃參與人為將會為或已為本公司或其任何附屬公司作出貢獻的董事或僱員、任何業務諮詢人、業務夥伴、供應商、客戶、代理或財務或法律顧問、債務人或債權人。

(iii) 授出購股權

董事會有權於採納購股權計劃日期起十年期間內任何時間發出向任何參與人授出購股權的要約。

(iv) 接納購股權要約的繳款

參與人接納購股權要約須於購股權要約作出當日起計三十日內向本公司支付1.00港元以作為獲授購股權的代價。

(v) 股份認購價

根據購股權計劃授出購股權以認購股份之認購價為以下最高者：

- 股份於向參與人作出購股權要約日期(須為營業日)在聯交所每日報價表所列之收市價；
- 股份於緊接作出購股權要約日期前五個營業日在聯交所每日報價表所列之平均收市價；及
- 股份之面值。

(vi) Total Number of Shares Available for Issue

As all share options which were granted under the Share Option Scheme had lapsed, no shares are available for issue under the Share Option Scheme as at the date of this report.

(vii) Maximum Entitlement of Shares of each Participant

The total number of shares issued and to be issued upon exercise of all options granted under the Share Option Scheme and any other share option scheme of the Company to each participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the total number of shares in issue. Where shares issued and to be issued upon exercise of all options already granted and to be granted under the Share Option Scheme and any other share option scheme of the Company (including options exercised, cancelled and outstanding) to a participant who is a substantial Shareholder or an independent non-executive Director, or any of his or her associate in the 12-month period up to and including the date of grant, (1) representing in aggregate more than 0.1% of the total number of shares in issue; and (2) having an aggregate value, based on the closing price of the shares at the date of each grant, in excess of HK$5 million, the proposed grant of option must be approved by the Shareholders by poll in general meeting.

(viii) Time of Exercise of Option

The exercise period of any option granted under the Share Option Scheme shall not be longer than 10 years from the date of grant of the relevant option. The Board has the authority to determine the minimum period for which an option must be held before it can be exercised.

(vi) 可予發行的股份總數

於本報告日期，由於根據購股權計劃授出的購股權已失效，本公司沒有根據購股權計劃可予發行之股份。

(vii) 每名參與人可獲發的最高股份數目

每名參與人在任何12個月期間根據購股權計劃及本公司任何其他購股權計劃獲授的全部購股權(包括已行使及尚未行使的購股權)獲行使時發行及將予發行的股份總數不得超過已發行股份總數的1%。倘身為主要股東或獨立非執行董事、或任何彼等之聯繫人之參與人在直至及包括授出日期之12個月期間根據購股權計劃及本公司任何其他購股權計劃已經及將獲授的全部購股權(包括已行使、已註銷及尚未行使的購股權)獲行使時發行及將予發行的股份(1)合計超過已發行股份總數之0.1%；及(2)按股份於各授出日期的收市價計算的總值超過5,000,000港元，則建議授出購股權必須得到股東於股東大會上以投票表決方式批准。

(viii) 行使購股權的期限

根據購股權計劃授出的任何購股權的行使期限將由任何相關購股權授出當日起計不得超過10年。董事會有權釐定購股權可予行使之前必須持有的最短期限。

During the year, details of movement in the share options under the Share Option Scheme are as follows:

於年內，根據購股權計劃項下之購股權的變動詳情如下：

Type of grantees 承授人類別	Options to subscribe for shares 可認購股份之購股權 Outstanding at 1 January 2020 於二零二零年一月一日尚未行使	Granted/ Exercised during the year 年內授出╱行使	Lapsed/ Cancelled/ Expired during the year 年內失效╱註銷╱屆滿	Outstanding at 31 December 2020 於二零二零年十二月三十一日尚未行使	Exercise price per share 每股行使價 (HK$) (港元)	Date of grant 授出日期	Closing price per share immediately prior to the date of grant 緊接授出日期前的每股收市價 (HK$) (港元)	Exercisable period[1] 行使期[1]
Employees of the Group 本集團僱員	2,910,000	–	(2,910,000)[2]	–	1.761	22.10.2010	2.05	22.10.2012– 21.10.2020

Notes:

1. These share options are exercisable in the following manner:

(i)	on or after the second anniversary of the date of grant up to 10 years from the date of grant	50%
(ii)	on or after the third anniversary of the date of grant up to 10 years from the date of grant	remaining 50%

2. These outstanding share options were lapsed on 22 October 2020.

附註：

1. 該等購股權可按以下方式行使：

(i)	於授出日期滿兩週年當日或之後直至自授出日期起10年	50%
(ii)	於授出日期滿三週年當日或之後直至自授出日期起10年	剩餘50%

2. 該等尚未行使購股權已於二零二零年十月二十二日失效。

The share options granted under the Share Option Scheme are not recognized as share capital in the financial statements of the Company until exercised.

根據購股權計劃授出的購股權於獲行使後方於本公司財務報表確認為股本。

The Share Option Scheme has expired on 16 March 2015 and all the outstanding share options were lapsed on 22 October 2020.

購股權計劃已於二零一五年三月十六日屆滿及所有尚未行使購股權已於二零二零年十月二十二日失效。

During the year, the Company has no new share option scheme.

於年內，本公司並無新購股權計劃。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2020, the interests and short positions of each Director and the chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporation (within the meaning of Part XV of the SFO, which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) to be recorded in the register pursuant to Section 352 of the SFO; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

董事及最高行政人員於股份、相關股份及債券中的權益及淡倉

於二零二零年十二月三十一日，董事及本公司最高行政人員各自於本公司及其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中(a)擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的任何權益或淡倉(包括彼等根據證券及期貨條例有關條文被當作或視作擁有的權益或淡倉)；或(b)已記入根據證券及期貨條例第352條須存置的登記冊內的權益或淡倉；或(c)根據標準守則已知會本公司及聯交所的權益及淡倉如下：

(a) Long positions in the shares, underlying shares and debentures of the Company

(a) 於本公司股份、相關股份及債券的好倉

Name of Director 董事姓名	Capacity 身份	Number of shares held 所持股份數目	Percentage of the issued share capital 已發行股本百分比
Mr. Hung Tsung Chin 洪聰進先生	Interest of controlled corporation 受控制法團的權益	507,188,592[1]	15.46%

Note:

1. These shares represent shares held by Metroasset Investments Limited in which Mr. Hung Tsung Chin beneficially owns 45.09% of the issued share capital.

附註：

1. 該等股份代表Metroasset Investments Limited持有的股份，洪聰進先生實益擁有該公司的45.09%已發行股本。

(b) Long positions in the shares, underlying shares and debentures of associated corporations of the Company

Name of associated corporation:

Pro Brand Technology, Inc.

(b) 於本公司相聯法團的股份、相關股份及債券的好倉

相聯法團名稱：

博百科技有限公司*(Pro Brand Technology, Inc.)

Name of Directors 董事姓名	Capacity 身份	Number of shares held 所持股份數目	Percentage to the issued share capital 已發行股本百分比
Mr. Chen Wei Chun 陳偉鈞先生	Interest of controlled corporation 受控制法團的權益	350,000[1]	
	Beneficial owner 實益擁有人	300,000[2]	
	Total 總計	650,000	0.82%
Mr. Hung Tsung Chin 洪聰進先生	Beneficial owner 實益擁有人	450,000[3]	0.57%

Notes:

1. These shares represent 350,000 shares of Pro Brand Technology, Inc, a non-wholly owned subsidiary of the Company, held by Jun Zhong Investment Limited* (鈞仲投資有限公司) in which Mr. Chen Wei Chun beneficially owns the entire issued share capital.

2. These shares represent 300,000 shares of Pro Brand Technology, Inc., a non-wholly owned subsidiary of the Company, owned by Mr. Chen Wei Chun.

3. These shares represent 450,000 shares of Pro Brand Technology, Inc., a non-wholly owned subsidiary of the Company, owned by Mr. Hung Tsung Chin.

附註：

1. 該等股份代表鈞仲投資有限公司持有的本公司非全資附屬公司博百科技有限公司* (Pro Brand Technology, Inc.)的350,000股股份，陳偉鈞先生實益擁有鈞仲投資有限公司的全部已發行股本。

2. 該等股份代表本公司非全資附屬公司博百科技有限公司* (Pro Brand Technology, Inc.)的300,000股股份，由陳偉鈞先生擁有。

3. 該等股份代表本公司非全資附屬公司博百科技有限公司* (Pro Brand Technology, Inc.)的450,000股股份，由洪聰進先生擁有。

Save as disclosed above, as at 31 December 2020, none of the Directors and the chief executive of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) to be recorded in the register pursuant to section 352 of the SFO; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code.

除上述所披露者外，於二零二零年十二月三十一日，概無董事及本公司最高行政人員於公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中(a)擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的任何權益或淡倉(包括彼等根據證券及期貨條例有關條文被當作或視作擁有的權益或淡倉)；或(b)已記入根據證券及期貨條例第352條須存置的登記冊內的權益或淡倉；或(c)根據標準守則須知會本公司及聯交所的任何權益或淡倉。

* *For identification purpose only*

* *僅供識別*

INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS DISCLOSABLE UNDER THE SFO

As at 31 December 2020, according to the register kept by the Company under Section 336 of the SFO, the following companies and persons, other than the Directors and chief executive of the Company, had long positions of 5% or more in the shares and underlying shares which fell to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO:

根據證券及期貨條例須予披露的股東權益及淡倉

於二零二零年十二月三十一日，根據本公司根據證券及期貨條例第336條存置的登記冊，以下公司及人士(董事及本公司最高行政人員除外)擁有根據證券及期貨條例第XV部第2分部及第3分部須向本公司披露的5%或以上股份及相關股份的好倉：

Long positions in the shares and underlying shares

於股份及相關股份的好倉

Name of Shareholders 股東姓名	Capacity 身份	Number of Shares held 所持股份數目	Percentage of the issued share capital 已發行股本百分比
Metroasset Investments Limited	Beneficial owner 實益擁有人	507,188,592[1]	15.46%
Ms. Chen Mei Huei 陳美惠女士	Interest of controlled corporation 受控制法團的權益	507,188,592[2]	15.46%
First Steamship Company Limited 益航股份有限公司	Interest of controlled corporation 受控制法團的權益	950,859,347[3]	28.98%
Lightspeed Global Ltd.	Beneficial owner 實益擁有人	202,634,679	6.18%
Ms. Hou Chung Man 侯頌雯女士	Other[4] 其他[4]	202,634,679	6.18%
Mr. Tang, Alan Chung Wah 鄧忠華先生	Other[4] 其他[4]	202,634,679	6.18%
Mr. Tai Kwok Kei 戴國基先生	Beneficial owner 實益擁有人	200,000,000	6.10%[5]

Notes:

1. These shares are held by Metroasset Investments Limited, 45.09% of the issued share capital of which is beneficially owned by Mr. Hung Tsung Chin.

2. The shares are the same batch of shares (as referred to in note 1) held by Metroasset Investments Limited, 44.38% of the issued share capital of which is beneficially owned by Ms. Chen Mei Huei the spouse of Mr. Hung Tsung Chin.

3. First Steamship Company Limited is interested in 950,859,347 shares through First Mariner Holding Limited, its wholly-owned subsidiary, which holds 833,000,000 shares and Grand Citi Limited, its non-wholly owned subsidiary, which holds 117,859,347 shares.

4. Pursuant to the disclosure of interests notice filed on 22 July 2020, Ms. Hou Chung Man and Mr. Tang, Alan Chung Wah were appointed as the Joint and Several Receivers and Managers of Lightspeed Global Ltd. (which holds 202,634,679 Shares of the Company).

5. Disclosure of the percentage of the issued share capital held by Mr. Tai Kwok Kei is made as per the last disclosure of interests notice which was filed on 16 December 2020.

Save as disclosed above, the Company has not been notified by any Company or other person (other than the Directors and chief executive of the Company) who had an interest or short positions of 5% or more in the shares and underlying shares for the year ended 31 December 2020 which fell to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO.

PURCHASE, SALE OR REDEMPTION OF SHARES

Save for the delisting and repurchase of TDRs, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2020.

附註：

1. 該等股份由Metroasset Investments Limited持有，而Metroasset Investments Limited的45.09%已發行股本由洪聰進先生實益擁有。

2. 該等股份為附註1所述由Metroasset Investments Limited持有的同一批股份，而Metroasset Investments Limited的44.38%已發行股本由陳美惠女士（洪聰進先生之配偶）實益擁有。

3. 益航股份有限公司透過其全資附屬公司First Mariner Holding Limited及其非全資附屬公司Grand Citi Limited於950,859,347股股份中擁有權益，其中First Mariner Holding Limited持有833,000,000股股份，而Grand Citi Limited持有117,859,347股股份。

4. 根據於二零二零年七月二十二日存檔之披露權益通知，侯頌雯女士與鄧忠華先生獲委任為Lightspeed Global Ltd.（其持有本公司202,634,679股股份）之共同及各別接管人兼經理人。

5. 有關戴國基先生所持已發行股本之百分比的披露是根據於二零二零年十二月十六日存檔之披露權益通知而作出。

除上文所披露者外，本公司並無獲任何公司或其他人士（董事及本公司最高行政人員除外）告知其於截至二零二零年十二月三十一日止年度擁有根據證券及期貨條例第XV部第2分部及第3分部須向本公司披露的5%或以上股份及相關股份的權益或淡倉。

購買、出售或贖回證券

除了臺灣存託憑證終止上市及回購外，截至二零二零年十二月三十一日止年度，本公司及任何其附屬公司概無購買、出售或贖回任何本公司上市證券。

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Bye-Laws or the laws in Bermuda, being the jurisdiction in which the Company was incorporated, under which the Company would be obliged to offer new shares on a pro-rata basis to the existing Shareholders.

優先購股權

百慕達(即本公司註冊成立所在司法權區)法律及細則均無有關優先購股權的條文,規定本公司須按比例向現有股東提呈發售新股份。

CORPORATE GOVERNANCE

Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report contained in this annual report.

企業管治

本公司採納的主要企業管治常規載於本年報所載企業管治報告。

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this annual report, the Directors confirmed that the Company has maintained the amount of public float as required under the Listing Rules throughout the year.

足夠公眾持股量

根據本公司可公開獲得的資料及就董事於本年報日期所知,董事已確認本公司於年內一直維持上市規則規定的公眾持股量。

AUDITOR

The consolidated financial statements for the year ended 31 December 2020 have been audited by BDO. A resolution for the re-appointment of BDO as the Company's auditor for the ensuing year is to be proposed at the 2021 AGM.

核數師

截至二零二零年十二月三十一日止年度的綜合財務報表已經香港立信德豪會計師事務所審核。本公司將於二零二一年股東週年大會上提呈決議案以續聘香港立信德豪會計師事務所為本公司下一年度的核數師。

TAX RELIEF

The Company is not aware of any relief from taxation available to Shareholders by reason of their holdings of the shares of the Company. If the Shareholders are unsure about the taxation implications of purchasing, holding, disposing of, dealing in, or the exercise of any rights in relation to the shares, they are advised to consult an expert.

稅務寬免

本公司並不知悉股東可因持有本公司股份而享有任何稅務寬免。倘股東不確定購買、持有、處置、買賣股份或行使任何相關權利的稅務影響,請諮詢專家意見。

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the Shareholders' eligibility to attend, speak and vote at the 2021 AGM, the register of members of the Company ("**Register of Members**") will be closed as appropriate as set out below:

Latest time to lodge transfer documents for registration with the Hong Kong branch share registrar	At 4:30 p.m. on Friday, 28 May 2021
Record Date	Friday, 28 May 2021
Closure of the Register of Members	Monday, 31 May 2021 to Thursday, 3 June 2021 (both days inclusive)

For purpose mentioned above, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong branch share registrar, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong no later than the aforementioned latest time.

For and on behalf of the Board

Lau Yau Cheung
Chairman

Hong Kong, 24 March 2021

暫停辦理股份過戶登記手續

為確定股東出席二零二一年股東週年大會並於會上發言及投票的資格，本公司將適時暫停辦理股份過戶登記手續(「**股份過戶登記手續**」)，詳情載列如下：

股份過戶文件送達香港股份過戶登記分處以作登記的最後時限	二零二一年五月二十八日(星期五)下午四時三十分
記錄日期	二零二一年五月二十八日(星期五)
暫停辦理股份過戶登記手續	二零二一年五月三十一日(星期一)至二零二一年六月三日(星期四)(首尾兩日包括在內)

為上述目的，所有填妥的過戶表格連同有關股票須於上述最後時限前，送達香港股份過戶登記分處辦理股份過戶登記手續，地址為香港北角電氣道148號21樓2103B室。

代表董事會

主席
劉幼祥

香港，二零二一年三月二十四日

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TO THE SHAREHOLDERS OF
SANDMARTIN INTERNATIONAL HOLDINGS LIMITED
(incorporated in Bermuda with limited liability)

致聖馬丁國際控股有限公司全體股東

(於百慕達註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of Sandmartin International Holdings Limited (the "**Company**") and its subsidiaries (together the "**Group**") set out on pages 81 to 235, which comprise the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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 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.

意見

我們已審核載於第81頁至第235頁內的聖馬丁國際控股有限公司(「**貴公司**」)及其附屬公司(統稱為「**貴集團**」)的綜合財務報表，此等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及截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，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(「**香港會計師公會**」)頒佈的香港財務報告準則真實且公平地反映了　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，並已按照香港公司條例披露規定妥為編製。

BASIS FOR OPINION

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

意見基準

我們已根據香港會計師公會頒佈的香港審計準則(「**香港審計準則**」)進行審核工作。我們於該等準則下的責任在本報告內「核數師就審核綜合財務報表須承擔的責任」一節中作進一步闡述。根據香港會計師公會的「專業會計師道德守則」(「**守則**」),我們獨立於 貴集團,並已遵循守則履行其他道德責任。我們相信,我們所獲得的審核憑證能充足及適當地為我們的意見提供基礎。

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 3(b) in the consolidated financial statements, which indicates that the Group incurred a net loss of HK$12,594,000 attributable to owners of the Company during the year ended 31 December 2020 and, as of that date, the Group's current liabilities exceeded its current assets by HK$252,796,000. As stated in note 3(b), these conditions, along with other matters as set forth in note 3(b), indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

與持續經營相關的重大不明朗因素

謹請垂注綜合財務報表附註3(b),當中註明 貴集團於截至二零二零年十二月三十一日止年度產生 貴公司擁有人應佔淨虧損12,594,000港元,及於該日, 貴集團的流動負債較其流動資產高出252,796,000港元。如附註3(b)所述,該等情況連同附註3(b)所載的其他事宜表明存在重大不明朗因素而可能對 貴集團的持續經營能力構成重大疑問。我們並無就此事項修改意見。

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the "Material Uncertainty Related to Going Concern" section, we have determined the matters described below to be the key audit matters to be communicated in our report.

關鍵審核事項

根據我們的專業判斷,關鍵審核事項為我們於審核本期間綜合財務報表中最為重要的事項。我們於審核綜合財務報表及就此達致意見時整體處理該等事項,而不會就該等事項單獨發表意見。除「與持續經營相關的重大不明朗因素」一節所述事項外,我們已釐定下文所述事項為本報告將予溝通之關鍵審核事項。

KEY AUDIT MATTERS (Continued)

Impairment assessment of receivables

(Refer to notes 5, 22, 23, 26 and 39(b) to the consolidated financial statements)

As at 31 December 2020, the Group had loan receivables due from former subsidiaries with a principal amount of US$71,298,000 (equivalent to approximately HK$552,711,000) and related interest receivables with a gross amount of US$11,728,000 (equivalent to approximately HK$90,915,000), several receivables from an associate, Dish Media Network Limited, including (i) loan to an associate with a principal amount of HK$23,268,000; and (ii) amount due from an associate with a gross carrying amount of HK$40,391,000. In addition, the Group had trade and bills receivables with a gross carrying amount of HK$262,266,000 as at 31 December 2020.

The Group elected to measure loss allowances for amount due from an associate which is trade in nature and trade and bills receivables using HKFRS 9 simplified approach and calculated expected credit losses ("**ECLs**") based on lifetime ECLs. The Group has engaged an independent specialist in assisting the Group to establish a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the associate and the economic environment.

The Group measured the ECLs of loan to an associate at an amount equal to 12-month ECLs. The 12-month ECLs is the portion of the lifetime ECLs that represent the ECLs that result from default events on a financial instrument that are possible within 12 months after the reporting date. The Group measured the ECLs of loan receivables due from former subsidiaries using lifetime ECLs as these receivables are considered credit-impaired. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group has engaged an independent specialist to consider reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

關鍵審核事項(續)

應收款項的減值評估

(請參閱綜合財務報表附註5、22、23、26及39 (b))

於二零二零年十二月三十一日， 貴集團應收前附屬公司本金額為71,298,000美元(相當於約552,711,000港元)的應收貸款及相關應收利息總額11,728,000美元(相當於約90,915,000港元)、應收一間聯營公司Dish Media Network Limited的若干應收款項包括(i)給予一間聯營公司本金額為23,268,000港元的貸款；及(ii)應收一間聯營公司賬面總值為40,391,000港元的款項。此外，於二零二零年十二月三十一日， 貴集團有賬面總值為262,266,000港元的應收貿易賬款及應收票據。

貴集團已選擇使用香港財務報告準則第9號簡化法計量應收聯營公司款項(屬貿易性質)以及應收貿易賬款及應收票據的虧損撥備，並根據全期預期信貸虧損計算預期信貸虧損(「**預期信貸虧損**」)。 貴集團已委聘獨立專家協助 貴集團設立基於 貴集團過往信貸虧損經驗的撥備矩陣，並按聯營公司特定的前瞻性因素及及經濟環境作出調整。

貴集團按相等於12個月預期信貸虧損的金額計量聯營公司貸款的預期信貸虧損。12個月預期信貸虧損為全期內預期信貸虧損之一部份，源自可能在報告日期後12個月內發生之金融工具違約事件的預期信貸虧損。 貴集團使用全期預期信貸虧損計量應收前附屬公司的應收貸款的預期信貸虧損，乃由於該等應收款項被視為已信貸減值。當釐定金融資產之信貸風險是否自初步確認後大幅增加，並於估計預期信貸虧損時， 貴集團聘請獨立專家考慮到相關及無須付出過多成本或努力後即可獲得之合理及可靠資料。此包括根據 貴集團之過往經驗及已知信貸評估得出定量及定性之資料及分析，並包括前瞻性資料。

KEY AUDIT MATTERS (Continued)

Impairment assessment of receivables (Continued)

Based on the Group's measurement, ECLs of loan receivables due from former subsidiaries, loan to an associate, amount due from an associate and trade and bills receivables of HK$643,626,000, HK$1,113,000, HK$4,035,000 and HK$139,761,000 respectively were recognised as at 31 December 2020. As a result, the net amounts of loan receivables due from former subsidiaries, loan to an associate, amount due from an associate and trade and bills receivables were nil, HK$22,155,000, HK$36,356,000 and HK$122,505,000 respectively as at 31 December 2020.

Accordingly, provision for of ECLs on financial assets of HK$1,916,000 were recognised in profit or loss during the year.

We identified impairment assessment of receivables as a key audit matter because significant amount of judgment and estimation was involved in determining the ECLs allowance.

Our response

Our key procedures in relation to management's impairment assessment included:

— Obtaining an understanding of and evaluating the design and implementation of internal controls relating to credit control, debt collection, estimate of expected credit losses and making related allowances under ECL model;

— Obtaining and understanding on the key data and assumptions of the expected credit loss model adopted by the Group;

— Assessing the appropriateness of groupings of trade receivables into categories of shared credit risk characteristics;

— Testing, on a sample basis, the accuracy of the ageing analysis of trade receivables;

— Testing the accuracy and evaluating the relevance of the historical loss data as an input to the ECL model;

關鍵審核事項（續）

應收款項的減值評估（續）

根據　貴集團的計量，應收前附屬公司的應收貸款、給予一間聯營公司的貸款、應收一間聯營公司的款項以及應收貿易賬款及應收票據的預期信貸虧損分別為643,626,000港元、1,113,000港元、4,035,000港元及139,761,000港元，已於二零二零年十二月三十一日確認。因此，於二零二零年十二月三十一日，應收前附屬公司的應收貸款、給予一間聯營公司的貸款、應收一間聯營公司的款項以及應收貿易賬款及應收票據淨額分別為零、22,155,000港元36,356,000港元及122,505,000港元。

因此，金融資產的預期信貸虧損撥備1,916,000港元已於年內於損益確認。

由於在釐定預期信貸虧損撥備時涉及大量判斷及估計，故我們將對應收款項的減值評估確定為一項關鍵審核事項。

我們的回應

有關管理層減值評估的關鍵程序包括：

— 瞭解及評估與信貸控制、收取債務、估計預期信貸虧損及根據預期信貸虧損模式作出撥備的內部控制的設計及實施；

— 獲取及瞭解　貴集團所採用的預期信貸虧損模式的關鍵數據及假設；

— 評估將應收貿易賬款的分類為共同信貸風險特徵是否合適；

— 按抽樣基準測試應收貿易賬款賬齡分析的準確性；

— 測試準確性並評估過往虧損數據作為預期信貸虧損模式的輸入數據的相關性；

KEY AUDIT MATTERS (Continued)

Impairment assessment of receivables (Continued)

Our response (Continued)

— Evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward looking information to assess the reasonableness of the expected credit loss rates; and

— Evaluating the independent specialist's competence, capabilities and objectivity.

關鍵審核事項(續)

應收款項的減值評估(續)

我們的回應(續)

— 評估過往虧損率是否根據目前經濟狀況及前瞻性資料進行適當調整，以評估預期信貸虧損率的合理性；及

— 評估獨立專家的資格、能力及客觀性。

OTHER INFORMATION IN THE ANNUAL REPORT

The directors are responsible for the other information. The other information comprises the information included in the Company's 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.

年報內其他資料

董事須對　貴公司其他資料負責。其他資料包括　貴公司年報所載資料，惟不包括綜合財務報表及核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不會對其他資料發表任何形式的核證結論。

就我們審核綜合財務報表而言，我們的責任為閱讀其他資料，於此過程中，考慮其他資料是否與綜合財務報表或我們在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。基於我們已執行的工作，倘我們認為此其他資料有重大錯誤陳述，我們須報告該事實。於此方面，我們沒有任何報告。

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

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. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, 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.

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例之披露規定，編製真實而公平的綜合財務報表，並落實其認為編製綜合財務報表所必要之內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

於編製綜合財務報表時，董事須負責評估　貴集團持續經營的能力，並在適用情況下披露與持續經營相關的事項，並運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。

董事亦負責監管　貴集團之財務申報程序。審核委員會協助董事履行此方面之職責。

核數師就審核綜合財務報表須承擔的責任

我們的目標為就綜合財務報表整體是否不存在因欺詐或錯誤而導致之重大錯誤陳述取得合理核證，並出具包括我們意見的核數師報告。本報告乃依據百慕達一九八一年公司法第90條僅為　閣下(作為一個整體)而編製，並不可用作其他用途。我們不會就核數師報告的內容向任何其他人士負上或承擔任何責任。

合理核證是高水平的核證，但不能保證按照香港審核準則進行的審核，在某一重大錯誤陳述存在時總能發現。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據該等綜合財務報表作出的經濟決策時，則被視為重大錯誤陳述。

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

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

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

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

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

- 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.

核數師就審核綜合財務報表須承擔的責任(續)

我們根據香港審計準則執行審核的工作之一，是在審核的過程中運用專業判斷及保持專業懷疑。我們亦：

- 識別及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，設計及執行審核程序以應對該等風險，以及獲取充足及適當的審核憑證，為我們意見提供基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控的情況，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。

- 了解與審核相關的內部監控，以設計適當的審核程序，惟並非旨在對 貴集團內部監控的有效性發表意見。

- 評估董事所採用會計政策的恰當性及作出會計估計及相關披露的合理性。

- 對董事採用持續經營會計基準的恰當性作出結論，並根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘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。倘有關披露不足，則修訂我們的意見。我們的結論乃基於截至我們的核數師報告日期止所得的審核憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。

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

- 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 the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with the directors, 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.

BDO Limited
Certified Public Accountants
Yu Tsui Fong
Practising Certificate Number P05440

Hong Kong, 24 March 2021

核數師就審核綜合財務報表須承擔的責任(續)

- 評估綜合財務報表的整體呈報方式、結構及內容，包括披露資料，以及綜合財務報表是否能公平反映相關交易和事項。

- 就　貴集團內實體或業務活動的財務資料獲取充足及適當的審核憑證，以便對綜合財務報表發表意見。我們負責集團審核的方向、監督及執行。我們為審核意見承擔全部責任。

我們與審核委員會就(其中包括)審核的計劃範圍、時間安排及重大審核發現進行溝通，該等發現包括我們在審核過程中識別的內部監控的任何重大缺陷。

我們亦向審核委員會作出聲明，表明我們已符合有關獨立性的相關道德規定，並與彼等溝通可能被合理認為會影響我們獨立性的所有關係及其他事宜，以及為消除威脅而採取的行動或相關保障措施(倘適用)。

從與董事溝通的事項中，我們確定哪些事項對本期間綜合財務報表的審核最為重要，因而構成關鍵審核事項。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。

香港立信德豪會計師事務所有限公司
執業會計師
余翠芳
執業證書號碼P05440

香港，二零二一年三月二十四日

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

FOR THE YEAR ENDED 31 DECEMBER 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
Continuing operations	**持續經營業務**			
Revenue	收益	6	**863,629**	1,070,527
Cost of sales	銷售成本		**(744,716)**	(890,325)
Gross profit	毛利		**118,913**	180,202
Other income, gains and losses	其他收入、收益及虧損	8	**44,875**	40,636
Increase/(decrease) in fair value of investment properties	投資物業的公平值增加╱(減少)	18	**7,052**	(3,142)
Distribution and selling costs	經銷及銷售成本		**(36,543)**	(32,670)
Administrative and other expenses	行政及其他開支		**(107,229)**	(132,267)
Research and development costs	研發成本		**(32,276)**	(35,156)
Share of profit of an associate	應佔一間聯營公司的溢利	21	**16,277**	10,320
Provision for expected credit loss on loan receivables due from former subsidiaries	應收前附屬公司的應收貸款的預期信貸虧損撥備	23	**–**	(429,410)
(Provision for)/reversal of expected credit losses on other financial assets	其他金融資產的預期信貸虧損(撥備)╱撥回		**(1,916)**	8,791
Finance costs	融資成本	9	**(29,839)**	(36,894)
Loss before income tax expense	**所得税支出前虧損**		**(20,686)**	(429,590)
Income tax expense	所得税支出	10	**(3,141)**	(5,546)
Loss for the year from continuing operations	**持續經營業務的本年度虧損**		**(23,827)**	(435,136)
Discontinued operation	**已終止經營業務**			
Profit for the year from discontinued operation	已終止經營業務的本年度溢利	11	**–**	79,788
Loss for the year	**本年度虧損**	12	**(23,827)**	(355,348)
Other comprehensive income, net of tax	**其他全面收益(扣除税項)**			
Items that will not be reclassified subsequently to profit or loss:	*其後不會重新分類至損益的項目：*			
— Re-measurement gain on defined benefit plan	—界定福利計劃的重新計量收益	33	**–**	83
— Gain on revaluation of properties upon transfer of property, plant and equipment to investment properties	—物業、廠房及設備轉撥至投資物業時的物業重估收益		**25,573**	2,230
Item that may be reclassified subsequently to profit or loss:	*其後可能重新分類至損益的項目：*			
— Exchange differences on translation of foreign operations	—換算海外業務的匯兑差額		**(4,925)**	(10,226)
Other comprehensive income for the year	**本年度其他全面收益**		**20,648**	(7,913)
Total comprehensive income for the year	**本年度全面收益總額**		**(3,179)**	(363,261)

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
(Loss)/profit for the year attributable to owners of the Company:	**本公司擁有人應佔本年度(虧損)/溢利:**			
— from continuing operations	一持續經營業務		**(12,594)**	(441,458)
— from discontinued operation	一已終止經營業務		**–**	125,997
			(12,594)	(315,461)
(Loss)/profit for the year attributable to non-controlling interest:	**非控股權益應佔本年度(虧損)/溢利:**			
— from continuing operations	一持續經營業務		**(11,233)**	6,322
— from discontinued operation	一已終止經營業務		**–**	(46,209)
			(11,233)	(39,887)
Total comprehensive income attributable to:	**下列各項應佔全面收益總額:**			
— Owners of the Company	一本公司擁有人		**7,921**	(323,376)
— Non-controlling interests	一非控股權益		**(11,100)**	(39,885)
			(3,179)	(363,261)
Loss per share from continuing and discontinued operations	**持續及已終止經營業務的每股虧損**	15	**HK cents 港仙**	HK cents 港仙
— Basic	一基本		**(0.4)**	(9.6)
— Diluted	一攤薄		**(0.4)**	(9.6)
Loss per share from continuing operations	**持續經營業務的每股虧損**	15		
— Basic	一基本		**(0.4)**	(13.5)
— Diluted	一攤薄		**(0.4)**	(13.5)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
綜合財務狀況表

AS AT 31 DECEMBER 2020
於二零二零年十二月三十一日

		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**			
Property, plant and equipment	物業、廠房及設備	16	**66,704**	83,619
Prepaid lease payments	預付租賃款項	17	**58**	935
Investment properties	投資物業	18	**205,442**	147,622
Goodwill	商譽	19	**10,140**	9,272
Intangible assets	無形資產	20	**3,836**	8,704
Interest in an associate	於一間聯營公司的權益	21	**90,393**	76,600
Loan to an associate	給予一間聯營公司的貸款	22	**22,155**	22,130
Deferred tax assets	遞延税項資產	24	**4,212**	3,346
Total non-current assets	非流動資產總值		**402,940**	352,228
Current assets	**流動資產**			
Inventories	存貨	25	**156,633**	221,049
Trade, bills and other receivables	應收貿易賬款、應收票據及其他應收款項	26	**207,704**	326,800
Prepaid lease payments	預付租賃款項	17	**28**	57
Loan receivables	應收貸款	23	**–**	–
Amount due from an associate	應收一間聯營公司的款項	22	**36,356**	61,729
Pledged bank deposits	已抵押銀行存款	27	**3,957**	3,973
Bank balances and cash	銀行結存及現金	28	**88,871**	66,840
Total current assets	流動資產總值		**493,549**	680,448
Current liabilities	**流動負債**			
Trade, bills and other payables	應付貿易賬款、應付票據及其他應付款項	29	**289,524**	391,750
Contract liabilities	合約負債	30	**30,407**	23,509
Tax liabilities	税項負債		**12,083**	11,534
Bank and other borrowings	銀行及其他借貸	32	**383,144**	441,045
Provision for financial guarantee	財務擔保撥備	31	**27,332**	27,332
Lease liabilities	租賃負債	34	**3,855**	4,545
Total current liabilities	流動負債總額		**746,345**	899,715
Net current liabilities	**流動負債淨額**		**(252,796)**	(219,267)
Total assets less current liabilities	**資產總值減流動負債**		**150,144**	132,961

CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(Continued)*
綜合財務狀況表*(續)*

AS 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 liabilities	**非流動負債**			
Bank and other borrowings	銀行及其他借貸	32	**29,840**	11,568
Deferred tax liabilities	遞延税項負債	24	**62,357**	51,351
Defined benefit obligation	界定福利責任	33	**32**	33
Lease liabilities	租賃負債	34	**4,399**	7,714
Total non-current liabilities	非流動負債總額		**96,628**	70,666
Net assets	**資產淨值**		**53,516**	62,295
Capital and reserves attributable to owners of the Company	**本公司擁有人應佔股本及儲備**			
Share capital	股本	35	**328,108**	327,882
Reserves	儲備		**(313,676)**	(323,310)
Equity attributable to owners of the Company	本公司擁有人應佔權益		**14,432**	4,572
Non-controlling interests	非控股權益		**39,084**	57,723
Total equity	**權益總額**		**53,516**	62,295

On behalf of the directors　　代表董事

Hung Tsung Chin
洪聰進
Director
董事

Chen Wei Chun
陳偉鈞
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 本公司擁有人應佔												
		Share capital 股本 HK$'000 千港元	Share premium 股份溢價 HK$'000 千港元	Share option reserve 購股權儲備 HK$'000 千港元	Statutory reserve 法定儲備 HK$'000 千港元 (Note a) (附註a)	Capital redemption reserve 資本贖回儲備 HK$'000 千港元	Defined benefit plan reserve 界定福利計劃儲備 HK$'000 千港元	Special Reserve 特別儲備 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)	Currency translation reserve 貨幣換算儲備 HK$'000 千港元	Accumulated losses 累計虧損 HK$'000 千港元	Total 總計 HK$'000 千港元	Non-controlling interests 非控股權益 HK$'000 千港元	Total 總計 HK$'000 千港元
Balance at 31 December 2018	**於二零一八年十二月三十一日之結餘**	327,882	506,750	7,960	32,486	–	41	89,175	74,634	754	(711,734)	327,948	(293,834)	34,114
Loss for the year	本年度虧損	–	–	–	–	–	–	–	–	–	(315,461)	(315,461)	(39,887)	(355,348)
Other comprehensive income, net of tax	其他全面收益(扣除稅項)													
Re-measurement gain on defined benefit plans	界定福利計劃的重新計量收益	–	–	–	–	–	83	–	–	–	–	83	–	83
Exchange differences on translation of foreign operations	因換算海外業務而產生的匯兑差額	–	–	–	–	–	–	–	–	(10,228)	–	(10,228)	2	(10,226)
Gain on revaluation of properties upon transfer of property, plant and equipment to investment properties	物業、廠房及設備轉撥至投資物業時的物業重估收益	–	–	–	–	–	–	–	2,230	–	–	2,230	–	2,230
Total comprehensive income for the year	**本年度全面收益總額**	–	–	–	–	–	83	–	2,230	(10,228)	(315,461)	(323,376)	(39,885)	(363,261)
Disposal of subsidiaries	出售附屬公司	–	–	–	–	–	–	–	–	–	–	–	391,442	391,442
Balance at 31 December 2019 and 1 January 2020	**於二零一九年十二月三十一日及二零二零年一月一日之結餘**	**327,882**	**506,750**	**7,960**	**32,486**	**–**	**124**	**89,175**	**76,864**	**(9,474)**	**(1,027,195)**	**4,572**	**57,723**	**62,295**
Loss for the year	本年度虧損	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(12,594)**	**(12,594)**	**(11,233)**	**(23,827)**
Other comprehensive income, net of tax	其他全面收益(扣除稅項)													
Exchange differences on translation of foreign operations	因換算海外業務而產生的匯兑差額	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(5,058)**	**–**	**(5,058)**	**133**	**(4,925)**
Gain on revaluation of properties upon transfer of property, plant and equipment to investment properties	物業、廠房及設備轉撥至投資物業時的物業重估收益	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**25,573**	**–**	**–**	**25,573**	**–**	**25,573**
Total comprehensive income for the year	**本年度全面收益總額**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**25,573**	**(5,058)**	**(12,594)**	**7,921**	**(11,100)**	**(3,179)**
Repurchase and cancellation of Taiwan Depositary Receipts (note 35(a))	回購及註銷臺灣存託憑證(附註35(a))	**(9,774)**	**–**	**–**	**–**	**1,713**	**–**	**–**	**–**	**–**	**–**	**(8,061)**	**–**	**(8,061)**
Issue of shares (note 35(b))	發行股份(附註35(b))	**10,000**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**10,000**	**–**	**10,000**
Dividend	股息	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(7,539)**	**(7,539)**
Balance at 31 December 2020	**於二零二零年十二月三十一日之結餘**	**328,108**	**506,750**	**7,960**	**32,486**	**1,713**	**124**	**89,175**	**102,437**	**(14,532)**	**(1,039,789)**	**14,432**	**39,084**	**53,516**

Notes:

(a) The statutory reserve is required by the relevant law of The People's Republic of China (the "**PRC**") applicable to the subsidiaries in the PRC. The statutory reserve can be applied in conversion into PRC subsidiaries' capital by means of a capitalisation issue.

(b) The special reserve represents:

(i) the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for the acquisition at the time of a group reorganisation prior to the listing of the Company's shares and the surplus arising pursuant to a capitalisation of advances from shareholders as part of the group reorganisation;

(ii) the difference between the consideration for acquisition of a subsidiary satisfied by way of partial interest of a subsidiary without the overall gain or loss of control in the partial disposed subsidiary and the fair value of net asset acquired; and

(iii) the acquisition of additional interest in a subsidiary without the overall gain or loss of control in that subsidiary.

(c) The property revaluation reserve is frozen upon the transfer of properties from property, plant and equipment to investment properties and will be transferred to accumulated losses when the relevant properties are disposed of.

附註：

(a) 法定儲備乃適用於位於中華人民共和國(「**中國**」)的附屬公司的中國相關法律規定。法定儲備可透過資本化發行兑換成中國附屬公司的股本。

(b) 特別儲備指：

(i) 所收購附屬公司股份的面值與本公司股份上市前進行集團重組時就收購事項所發行的本公司股份面值及根據將股東墊款撥作資本(為集團重組的一部份)所產生盈餘之間的差額；

(ii) 以一間附屬公司的部分權益(並無整體獲得或失去該部分出售附屬公司的控制權)償付的收購一間附屬公司代價與所收購淨資產公平值的差額；及

(iii) 收購一間附屬公司額外權益(並無整體獲得或失去該附屬公司的控制權)。

(c) 物業重估儲備於自物業、廠房及設備轉撥物業至投資物業時被凍結，將於出售相關物業時轉撥至累計虧損。

CONSOLIDATED STATEMENT OF CASH FLOWS
綜合現金流量表

FOR THE YEAR ENDED 31 DECEMBER 2020
截至二零二零年十二月三十一日止年度

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Cash flows from operating activities	**經營業務現金流量**		
Loss before income tax expense from continuing operations	持續經營業務的所得税支出前虧損	**(20,686)**	(429,590)
Profit before income tax expense from discontinued operation	已終止經營業務的所得税支出前溢利	**–**	79,788
		(20,686)	(349,802)
Adjustments for:	為下列作出調整：		
Amortisation of intangible assets	無形資產攤銷	**5,358**	4,521
(Increase)/decrease in fair value of investment properties	投資物業的公平值（增加）／減少	**(7,052)**	3,142
Depreciation of property, plant and equipment	物業、廠房及設備折舊	**15,960**	19,513
Depreciation of right-of-use assets	使用權資產折舊	**3,162**	3,365
Loss on termination of a lease	終止租賃的虧損	**59**	–
Provision for expected credit losses on financial assets	金融資產的預期信貸虧損撥備	**1,916**	419,479
Finance cost	融資成本	**29,839**	36,894
Write off of property, plant and equipment	撇銷物業、廠房及設備	**1,349**	–
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	**478**	2,293
Impairment loss on inventories	存貨減值虧損	**1,856**	958
Interest income	利息收入	**(785)**	(3,583)
Interest income from an associate	來自一間聯營公司的利息收入	**(1,006)**	(1,013)
Loss on disposal of subsidiaries	出售附屬公司的虧損	**–**	940
Gain on disposal of discontinued operation	出售已終止經營業務的收益	**–**	(149,948)
Loss on written off on intangible assets	撇銷無形資產的虧損	**–**	28
Reversal of impairment loss on inventories	存貨減值虧損撥回	**(7,420)**	(2,584)
Release of prepaid lease payments	撥回預付租賃款項	**56**	64
Share of result of an associate	應佔一間聯營公司的業績	**(16,277)**	(10,320)
Operating cash flows before working capital changes	營運資金變動前的經營現金流量	**6,807**	(26,053)
Decrease/(increase) in inventories	存貨減少／（增加）	**67,905**	(79,260)
Decrease in trade, bills and other receivables	應收貿易賬款、應收票據及其他應收款項減少	**115,004**	30,091
Decrease in defined benefit obligation	界定福利責任減少	**–**	(103)
(Decrease)/increase in trade, bills and other payables	應付貿易賬款、應付票據及其他應付款項（減少）／增加	**(117,628)**	60,582
Increase/(decrease) in contract liabilities	合約負債增加／（減少）	**6,898**	(105)
Decrease in amount due from an associate	應收一間聯營公司的款項減少	**28,695**	58,822
Cash from operations	經營業務所得的現金	**107,681**	43,974

CONSOLIDATED STATEMENT OF CASH FLOWS *(Continued)*
綜合現金流量表*(續)*

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
Income tax paid	已付所得税		**(3,801)**	(9,617)
Interest received	已收利息		**785**	3,583
Interest paid	已付利息		**(29,647)**	(36,673)
Net cash from operating activities	*經營業務所得現金淨額*		**75,018**	1,267
Cash flows from investing activities	**投資業務現金流量**			
Decrease/(increase) in pledged bank deposits	已抵押銀行存款減少/(增加)		**16**	(2,330)
Proceeds from loan receivables	應收貸款所得款項		**–**	8,794
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		**648**	9,235
Purchase of property, plant and equipment	購買物業、廠房及設備		**(6,460)**	(13,394)
Net cash outflow arising from disposal of a subsidiary	自出售一間附屬公司所產生現金外流淨額	36	**–**	(1,558)
Addition to intangible assets	添置無形資產		**(542)**	(136)
Net cash (used in)/from investing activities	*投資業務(所用)/所得現金淨額*		**(6,338)**	611
Cash flows from financing activities	**融資活動現金流量**			
New bank and other borrowings raised	新造銀行及其他借貸		**77,802**	56,122
Repayment of borrowings	償還借貸		**(120,065)**	(59,273)
Payment of interest element of lease liabilities	支付租賃負債利息部分		**(192)**	(221)
Payment of principal element of lease liabilities	支付租賃負債本金部分		**(4,173)**	(3,663)
Repurchase of shares	回購股份		**(8,061)**	–
Issue of shares	發行股份		**10,000**	–
Net cash used in financing activities	*融資活動所用現金淨額*		**(44,689)**	(7,035)
Net increase/(decrease) in cash and cash equivalents	**現金及現金等價物增加/(減少)淨額**		**23,991**	(5,157)
Cash and cash equivalents at beginning of the year	年初現金及現金等價物		**66,840**	72,695
Effect of foreign exchange rate changes	外幣匯率變動影響		**(1,960)**	(698)
Cash and cash equivalents at end of the year	年末現金及現金等價物		**88,871**	66,840
Analysis of the balances of cash and cash equivalents:	**現金及現金等價物結餘分析:**			
Bank balances and cash	銀行結存及現金		**88,871**	66,840

1. GENERAL INFORMATION

The Company is incorporated in Bermuda with limited liability and its shares are listed on Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). The address of the registered office and principal place of business of the Company are disclosed in the corporate information section to the annual report.

The Company and its subsidiaries (hereafter referred to as the "**Group**") engages in manufacturing and trading of satellite TV equipment products and other electronic goods. The details of principle activities of its subsidiaries are set out in note 45 to the consolidated financial statement.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

(a) Adoption of new/revised HKFRSs — effective on 1 January 2020

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

None of these new or amended HKFRSs has a material impact on the Group's results and financial position for the current or prior period. The Group has not early applied any new or amended HKFRSs that is not yet effective for the current accounting period.

1. 一般資料

本公司為於百慕達註冊成立之有限公司，其股份於香港聯合交易所有限公司(「**聯交所**」)主板上市。本公司註冊辦事處及主要營業地點地址已於本年報公司資料一節內披露。

本公司及其附屬公司(下文統稱「**本集團**」)主要從事衛星電視設備產品及其他電子產品的製造及貿易。附屬公司的主要業務詳情載於綜合財務報表附註45。

2. 採納香港財務報告準則(「香港財務報告準則」)

(a) 採納新訂／經修訂香港財務報告準則—於二零二零年一月一日生效

香港財務報告準則第3號之修訂	業務之定義
香港會計準則第1號及香港會計準則第8號之修訂	重大之定義
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號之修訂	利率基準改革

該等新訂或經修訂香港財務報告準則對本集團於本期間或過往期間之業績及財務狀況概無重大影響。本集團於本會計期間並無提早應用任何尚未生效之新訂或經修訂香港財務報告準則。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective

The following new or revised HKFRSs have been issued, but are not yet effective and have not been early adopted by the Group. The Group's current intention is to apply these changes on the date they become effective.

Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[1]
Amendments to HKFRS 16	COVID-19-Related Rent Concessions[2]
Amendments to HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16	Interest Rate Benchmark Reform — Phase 2[3]
Amendments to HKAS 16	Property, Plant and Equipment: Proceeds before Intended Use[4]
Amendments to HKAS 37	Onerous Contracts — Cost of Fulfilling a Contract[4]
Annual Improvements to HKFRSs 2018–2020	Amendment to HKFRS 1 First-time Adoption of Hong Kong Financial Reporting Standards, Amendment to HKFRS 9 Financial instruments, Amendment to illustrative examples accompanying HKFRS 16 Leases and Amendment to HKAS 41 Agriculture[4]
Amendments to HKFRS 3	Reference to the Conceptual Framework[5]
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current[6]
HK Interpretation 5 (2020)	Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause[6]
HKFRS 17	Insurance Contracts[6]

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則

以下新訂／經修訂香港財務報告準則已經頒佈，但尚未生效且並無獲本集團提早採納。本集團目前有意於該等變動生效當日應用該等變動。

香港財務報告準則第10號及香港會計準則第28號之修訂	合營企業間之資產出售或注資[1]
香港財務報告準則第16號之修訂	與2019冠狀病毒病有關之租金寬減[2]
香港會計準則第39號、香港財務報告準則第4號、香港財務報告準則第7號、香港財務報告準則第9號及香港財務報告準則第16號之修訂	利率基準改革 — 第二階段[3]
香港會計準則第16號之修訂	物業、廠房及設備：於作擬定用途前之所得款項[4]
香港會計準則第37號之修訂	有償合約 — 履行合約之成本[4]
香港財務報告準則二零一八年至二零二零年之年度改進	香港財務報告準則第1號之修訂首次採納香港財務報告準則、香港財務報告準則第9號之修訂金融工具、香港財務報告準則第16號租賃隨附之示例之修訂及香港會計準則第41號之修訂農業[4]
香港財務報告準則第3號之修訂	概念框架之提述[5]
香港會計準則第1號之修訂	將負債分類為流動或非流動[6]
香港詮釋第5號(2020)	財務報表的呈列 — 借款人對含有按要求償還條款的定期貸款的分類[6]
香港財務報告準則第17號	保險合約[6]

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

[1] No mandatory effective date yet determined but available for adoption.
[2] Effective for annual periods beginning on or after 1 June 2020.
[3] Effective for annual periods beginning on or after 1 January 2021.
[4] Effective for annual periods beginning on or after 1 January 2022.
[5] Effective for business combinations for which the date of acquisition is on or after the beginning of the first annual period beginning on or after 1 January 2022.
[6] Effective for annual periods beginning on or after 1 January 2023.

The above new or revised HKFRSs that have been issued but not yet effective are not likely to have material impact on the Group's consolidated results and consolidated financial statements upon application.

Amendments to HKFRS 10 and HKAS 28 — Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments clarify with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. When the transaction with an associate or joint venture that is accounted for using the equity method, any gains or losses resulting from the loss of control of a subsidiary that does not contain a business are recognised in the profit or loss only to the extent of the unrelated investors' interests in that associate or joint venture. Similarly, any gains or losses resulting from the remeasurement of retained interest in any former subsidiary (that has become an associate or a joint venture) to fair value are recognised in the profit or loss only to the extent of the unrelated investors' interests in the new associate or joint venture.

The directors of the Company ("**The Directors**") anticipate that the application of these amendments may have an impact on the financial statements in future periods should such transaction arise.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

[1] 尚未訂定強制生效日期，但可供採用。
[2] 於二零二零年六月一日或之後開始之年度期間生效。
[3] 於二零二一年一月一日或之後開始之年度期間生效。
[4] 於二零二二年一月一日或之後開始之年度期間生效。
[5] 對收購日期為於二零二二年一月一日或之後開始之首個年度期間開始當日或之後的業務合併生效。
[6] 於二零二三年一月一日或之後開始之年度期間生效。

上述已頒佈但尚未生效的新訂或經修訂香港財務報告準則在應用時不大可能對本集團的綜合業績及綜合財務報表造成重大影響。

香港財務報告準則第10號及香港會計準則第28號之修訂 — 投資者與其聯營公司或合營企業間之資產出售或注資

該等修訂闡明投資者與其聯營公司或合營企業之間出售或注入資產的情況。當與採用權益法入賬的聯營公司或合營企業進行交易時，因喪失對不包含業務的附屬公司的控制權而產生的任何收益或虧損僅以非關聯投資者在該聯營公司或合營企業的權益為限在損益中確認。同樣地，將任何前附屬公司(已成為聯營公司或合營企業)的保留權益按公平值重新計量而產生的任何收益或虧損，僅以非關聯投資者於新聯營公司或合營企業的權益為限在損益中確認。

本公司董事(「**董事**」)預計，倘相關交易出現，應用該等修訂可能會對未來期間的財務報表造成影響。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

Amendments to HKFRS 16 — COVID-19 Related Rent Concessions

The amendment is issued in June 2020 and is effective for annual reporting periods beginning on or after 1 June 2020. Earlier application is permitted, including interim or annual financial statements not authorised for issue as at 4 June 2020, the date of the amendment is issued.

The amendment introduces a new practical expedient for lessees to elect not to assess whether a COVID19-related rent concessions is a lease modification. The practical expedient only applies to rent concessions occurring as a direct consequence of the COVID-19 that meets all of the following conditions:

(a) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;

(b) any reduction in lease payments affects only payments originally due on or before 30 June 2021; and

(c) there is no substantive change to other terms and conditions of the lease.

A lease applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying HKFRS 16 if the changes were not lease modifications. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港財務報告準則第16號之修訂 — 與2019冠狀病毒病有關之租金寬減

該修訂於二零二零年六月頒佈，並於二零二零年六月一日或之後開始之年度報告期間生效。該修訂獲准提前應用，包括尚未授權於二零二零年六月四日(該修訂頒佈日期)發佈之中期或年度財務報表。

該修訂為承租人引入一項新的權宜方法，其可選擇不評估2019冠狀病毒病相關租金寬免是否為租賃修改。該權宜方法僅適用於直接因新型冠狀病毒而產生且符合以下所有條件的租金寬免：

(a) 租賃付款變動導致之該租賃之經修訂代價與其緊接變動前之代價大致相同或較少；

(b) 租賃付款之任何扣減僅影響原訂於二零二一年六月三十日或之前到期之付款；及

(c) 租賃之其他條款及條件概無實質變動。

倘變動並非租賃修改，應用權宜方法之租賃須按應用香港財務報告準則第16號就變動入賬之相同方式就租金寬免導致之租賃付款變動入賬。寬免或豁免租賃付款乃作為可變租賃付款入賬。相關租賃負債將作調整以反映寬免或豁免之金額，而相應調整乃在事件發生期間於損益確認。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

Amendments to HKFRS 16 — COVID-19 Related Rent Concessions (Continued)

The Directors do not anticipate that the application of the amendments in the future will have an impact on the financial statements.

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

The amendments address issues that might affect financial reporting when a company replaces the old interest rate benchmark with an alternative benchmark rate as a result of the interest rate benchmark reform (the "**Reform**"). The amendments complement those issued in November 2019 and relate to (a) changes to contractual cash flows in which an entity will not have to derecognise or adjust the carrying amount of financial instruments for changes required by the Reform, but will instead update the effective interest rate to reflect the change to the alternative benchmark rate; (b) hedge accounting in which an entity will not have to discontinue its hedge accounting solely because it makes changes required by the Reform, if the hedge meets other hedge accounting criteria; and (c) disclosures in which an entity will be required to disclose information about new risks arising from the Reform and how it manages the transition to alternative benchmark rates.

The Directors do not anticipate that the application of the amendments in the future will have an impact on the financial statements.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港財務報告準則第16號之修訂 — 與2019冠狀病毒病有關之租金寬減(續)

董事預計日後應用該等修訂不會對財務報表造成任何影響。

香港會計準則第39號、香港財務報告準則第4號、香港財務報告準則第7號、香港財務報告準則第9號及香港財務報告準則第16號之修訂 — 利率基準改革 — 第二階段

該等修訂解決因利率基準改革(「**改革**」)而導致公司以替代基準利率取代舊利率基準時可能影響財務報告的問題。該等修訂與二零一九年十一月發佈的修訂相輔相成,涉及(a)合約現金流變動,實體無需因改革所要求的變動而終止確認或調整金融工具的賬面金額,而是更新實際利率以反映替代基準利率的變動;(b)對沖會計法,倘對沖符合其他對沖會計標準,實體無須純粹因改革所要求的變動而終止其對沖會計法;及(c)披露資料,實體須披露關於改革所帶來的新風險的資料,以及如何管理向替代基準利率的過渡。

董事預計日後應用該等修訂不會對財務報表造成任何影響。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

Amendments to HKAS 16 — Proceeds before Intended Use

The amendments prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, the proceeds from selling such items, and the cost of producing those items, is recognised in profit or loss.

The Directors do not anticipate that the application of the amendments in the future will have an impact on the financial statements.

Amendments to HKAS 37 — Onerous Contracts — Cost of Fulfilling a Contract

The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (e.g. direct labour and materials) or an allocation of other costs that relate directly to fulfilling contracts (e.g. the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

The Directors are currently assessing the impact that the application of the amendments will have on the Group's consolidated financial statements.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港會計準則第16號之修訂 — 於作擬定用途前之所得款項

該等修訂禁止從物業、廠房及設備項目成本中扣除出售任何使資產達到管理層擬定的營運方式所需的地點及狀況時產生的項目的所得款項。相反，出售該等項目的所得款項及生產該等項目的成本則於損益中確認。

董事預計日後應用該等修訂不會對財務報表造成任何影響。

香港會計準則第37號之修訂 — 有償合約 — 履行合約之成本

該等修訂訂明，「履行合約之成本」包括「與合約直接有關之成本」。與合約直接有關之成本可以是履行該合約的增量成本(如直接勞工及材料)或與履行合約直接有關的其他成本的分配(如履行合約所使用的物業、廠房及設備項目的折舊費用的分配)。

董事現正評估應用該等修訂對本集團綜合財務報表的影響。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

Annual Improvements to HKFRSs 2018-2020

The annual improvements amends a number of standards, including:

- HKFRS 1 First-time Adoption of Hong Kong Financial Reporting Standards, which permit a subsidiary that applies paragraph D16(a) of HKFRS 1 to measure cumulative translation differences using the amounts reported by its parent, based on the parent's date of transition to HKFRSs.
- HKFRS 9 Financial Instruments, which clarify the fees included in the '10 per cent' test in paragraph B3.3.6 of HKFRS 9 in assessing whether to derecognise a financial liability, explaining that only fees paid or received between the entity and the lender, including fees paid or received by either the entity or the lender on other's behalf are included.
- HKFRS 16 Leases, which amend Illustrative Example 13 to remove the illustration of reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives are illustrated in that example.
- HKAS 41 Agriculture, which remove the requirement to exclude taxation cash flows when measuring the fair value of a biological asset using a present value technique.

The Directors do not anticipate that the application of the amendments in the future will have an impact on the financial statements.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港財務報告準則二零一八年至二零二零年之年度改進

年度改進對多項準則進行了修訂，包括：

- 香港財務報告準則第1號首次採納香港財務報告準則，允許應用香港財務報告準則第1號第D16(a)段的附屬公司根據母公司過渡至香港財務報告準則的日期，使用母公司報告的金額計量累計匯兑差額。
- 香港財務報告準則第9號金融工具，闡明香港財務報告準則第9號第B3.3.6段「10%」測試所包括的費用，以評估是否終止確認金融負債，並解釋僅實體與貸款人之間支付或收取的費用，包括實體或貸款人代表其他方支付或收取的費用。
- 香港財務報告準則第16號租賃，修訂第13項範例以刪除由出租人償還租賃裝修的説明，進而解決因該示例中租賃優惠的説明方式而可能產生的任何有關租賃優惠處理的潛在混淆。
- 香港會計準則第41號農業，刪除關於使用現值技術計量生物資產的公平值時不包括税收現金流量之要求。

董事預計日後應用該等修訂不會對財務報表造成任何影響。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

Amendments to HKFRS 3 — Reference to the Conceptual Framework

The amendments update HKFRS 3 so that it refers to the revised Conceptual Framework for Financial Reporting 2018 instead of the version issued in 2010. The amendments add to HKFRS 3 a requirement that, for obligations within the scope of HKAS 37, an acquirer applies HKAS 37 to determine whether at the acquisition date a present obligation exists as a result of past events. For a levy that would be within the scope of HK(IFRIC)-Int 21 Levies, the acquirer applies HK(IFRIC)-Int 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date. The amendments also add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

The Directors do not anticipate that the application of the amendments in the future will have an impact on the financial statements.

Amendments to HKAS 1 — Classification of Liabilities as Current or Non-current and HK Interpretation 5 (2020) — Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause

The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability and explain that rights are in existence if covenants are complied with at the end of the reporting period. The amendments also introduce a definition of 'settlement' to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港財務報告準則第3號之修訂 — 概念框架之提述

該等修訂更新了香港財務報告準則第3號，使其參考經修訂二零一八年財務報告的概念框架而非二零一零年頒佈的版本。該等修訂在香港財務報告準則第3號中增添一項規定，即就香港會計準則第37號範圍內的義務而言，收購方應用香港會計準則第37號釐定於收購日期是否因過往事件而存在現有義務。對於香港(國際財務報告詮釋委員會)－詮釋第21號徵款範圍內的徵款，收購方應用香港(國際財務報告詮釋委員會)－詮釋第21號以釐定導致支付徵款責任的責任事件是否已於收購日期發生。該等修訂亦增添一項明確聲明，即收購方不會確認在業務合併中收購的或然資產。

董事預計日後應用該等修訂不會對財務報表造成任何影響。

香港會計準則第1號之修訂 — 將負債分類為流動或非流動，以及香港詮釋第5(2020)號 — 財務報表的呈列 — 借款人對包含按要求還款條款的定期貸款的分類

該等修訂闡明，將負債分類為流動或非流動乃基於報告期末存在的權利，並訂明，分類不受有關實體是否會行使其延遲清償負債的權利的預期影響，並解釋倘在報告期末遵守契諾，則權利即告存在。該等修訂亦引入「結算」的定義，以明確結算是指將現金、股權工具、其他資產或服務轉讓予合約對方。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

Amendments to HKAS 1 — Classification of Liabilities as Current or Non-current and HK Interpretation 5 (2020) — Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause (Continued)

HK Int 5 (2020) was revised as a consequence of the Amendments to HKAS 1 issued in August 2020. The revision to HK Int 5 (2020) updates the wordings in the interpretation to align with the Amendments to HKAS 1 with no change in conclusion and do not change the existing requirements.

The Directors do not anticipate that the application of the amendments and revision in the future will have an impact on the financial statements.

HKFRS 17 — Insurance Contracts

The new standard establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts and supersedes HKFRS 4 Insurance Contracts. The standard outlines a 'General Model', which is modified for insurance contracts with direct participation features, described as the 'Variable Fee Approach'. The General Model is simplified if certain criteria are met by measuring the liability for remaining coverage using the Premium Allocation Approach.

The Directors do not anticipate that the application of this standard in the future will have an impact on the financial statements.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效之新訂/經修訂香港財務報告準則(續)

香港會計準則第1號之修訂 — 將負債分類為流動或非流動,以及香港詮釋第5(2020)號 — 財務報表的呈列 — 借款人對包含按要求還款條款的定期貸款的分類(續)

香港詮釋第5(2020)號已因二零二零年八月頒佈的香港會計準則第1號(修訂本)而作出修訂。經修訂香港詮釋第5(2020)號更新了詮釋中的措辭,以與香港會計準則第1號(修訂本)一致,但結論並無變動,亦不會更改現行規定。

董事預計日後應用該等修訂及修改不會對財務報表造成任何影響。

香港財務報告準則第17號 — 保險合約

新準則確立了保險合約的確認、計量、呈列和披露原則,並取代了香港財務報告準則第4號保險合約。該準則第17號概述了一個「通用模型」,該模型針對具有直接參與特徵的保險合約進行了修改,稱為「可變費用法」。如果通過使用保險費分配方法來衡量剩餘保險的責任,則可以簡化一般模型。

董事預計日後應用此準則不會對財務報表造成任何影響。

3. BASIS OF PREPARATION

(a) Statement of compliance

The consolidated financial statements on pages 81 to 235 have been prepared in accordance with all HKFRSs, Hong Kong Accounting Standards ("**HKASs**") and Interpretations (hereinafter collectively referred to as the "**Hong Kong Financial Reporting Standards**") and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange.

(b) Basis of measurement and going concern assumption

The consolidated financial statements have been prepared on the historical cost basis except for investment properties which are measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

During the year, the Group incurred a net loss of HK$12,594,000 attributable to owners of the Company and at the end of reporting period, the Group had net current liabilities of approximately HK$252,796,000. The Group had bank loans and other loans of HK$171,379,000 and HK$241,605,000 at 31 December 2020 respectively. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern and therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

3. 編製基礎

(a) 遵例聲明

第81至235頁之綜合財務報表已根據所有香港財務報告準則、香港會計準則(「**香港會計準則**」)及詮釋(以下統稱「**香港財務報告準則**」),及香港公司條例之披露規定而編製。此外,綜合財務報表包括聯交所證券上市規則所規定的適用披露。

(b) 計量基礎及持續經營假設

綜合財務報表乃按照歷史成本編製,惟若干投資物業乃按公平值計量除外。歷史成本一般是建基於就換取貨品及服務所支付之代價之公平值。

於年內,本集團錄得本公司擁有人應佔淨虧損12,594,000港元,而於報告期末本集團有淨流動負債約252,796,000港元。於二零二零年十二月三十一日,本集團分別有171,379,000港元及241,605,000港元之銀行貸款及其他貸款。上述狀況顯示存在可能對本集團持續經營能力構成重大疑問之一項重大不明朗因素,故此其或許不能在日常業務過程中變現其資產及償還其負債。

3. BASIS OF PREPARATION (Continued)

(b) Basis of measurement and going concern assumption (Continued)

In view of these circumstances, the Directors have given consideration to the future liquidity and performance of the Group and its available sources of finance in the preparation of a cash flow forecast cover a 18-month period from the end of the reporting period for assessing whether the Group will have sufficient financial resources to continue as a going concern. In particular, the Directors have considered the following:

(1) The Group has successfully renewed its banking facilities of US Dollar ("**US$**") 31,000,000 (equivalent to approximately HK$240,315,000) subsequent to the end of the reporting period upon their expiry;

(2) Subsequent to the end of the reporting period, the Group has agreed with the lender to renew its other loans of US$30,000,000 (equivalent to approximately HK$232,563,000) and extended the repayment date to 20 April 2022, subject to the completion of supplemental loan agreement;

(3) As of the date of approval of the financial statements, the Group has unutilised bank loan facilities totalling HK$316,030,000 available to finance its future operations and financial obligations.

In the opinion of the Directors, after taking into account of financial performance, operation as well as capital expenditure and the above financing arrangements of the Group, the Group is expected to have sufficient liquidity to finance its operations for the next twelve months subsequent to the end of the reporting period.

3. 編製基礎(續)

(b) 計量基礎及持續經營假設(續)

鑑於此等情況，董事在評估本集團是否有足夠的財務資源繼續持續經營而編製報告期結束後十八個月期間的現金流量預測時，曾經考慮本集團未來的流動資金及表現，及其可用的資金來源。特別是董事已考慮以下各項：

(1) 本集團於報告期結束後已成功重續到期之31,000,000美元(「**美元**」)(相當於約240,315,000港元)銀行融資；

(2) 於報告期末後，本集團與貸款人協議重續其他貸款30,000,000美元(相當於約232,563,000港元)並將還款日期延後至二零二二年四月二十日，惟須待補充貸款協議完成；

(3) 於財務報表批准日期，本集團有未動用銀行貸款額度總額316,030,000港元，可供用作為其未來營運及財務責任提供資金。

經考慮本集團的財務表現、經營以及資本支出和上述財務安排，董事認為預期本集團將擁有充足流動資金以撥付其自報告期末起計未來十二個月的營運。

3. BASIS OF PREPARATION (Continued)

(b) Basis of measurement and going concern assumption (Continued)

Therefore, the consolidated financial statements of the Group have been prepared on a going concern basis.

Should the Group be unable to continue in business as a going concern, adjustments would have to be made to adjust the value of assets to their estimated net realisable values, to reclassify non-current assets and liabilities as current assets and liabilities respectively, and to provide for any further liabilities which may arise. The effects of these potential adjustments have not been reflected in the consolidated financial statements.

(c) Functional and presentation currency

The functional currency of the Company is United States dollars ("**US$**"), while the consolidated financial statements are presented in Hong Kong dollars ("**HK$**"). As the Company is listed on the Main Board of the Stock Exchange, the Directors consider that it will be more appropriate to adopt HK$ as the Group's and the Company's presentation currency.

4. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of consolidation and business combinations

(i) 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.

3. 編製基礎(續)

(b) 計量基礎及持續經營假設(續)

因此，本集團的綜合財務報表已按持續經營基準編製。

倘本集團無法在業務上持續經營，則須作出相關調整，將資產之價值調整至其估計可變現淨值，將非流動資產及負債分別重新分類為流動資產及負債，並為可能產生之任何進一步負債作出撥備。綜合財務報表並無反映此等潛在調整的影響。

(c) 功能及呈列貨幣

本公司的功能貨幣為美元(「**美元**」)，綜合財務報表以港元(「**港元**」)呈列。由於本公司於聯交所主板上市，故董事認為採納港元作為本集團及本公司的呈列貨幣乃屬恰當。

4. 重大會計政策

(a) 綜合基準及業務合併

(i) 綜合基準

綜合財務報表涵蓋本公司以及由本公司及其附屬公司所控制實體的財務報表。當本公司出現下列情況，即取得控制權：

- 擁有對被投資方的權力；
- 可或有權從參與被投資方取得可變回報；及
- 能夠運用其權力影響其回金額。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Basis of consolidation and business combinations (Continued)

(i) Basis of consolidation (Continued)

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

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

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. 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 intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

4. 重大會計政策（續）

(a) 綜合基準及業務合併（續）

(i) 綜合基準（續）

倘有事實及情況顯示上列三個控制權元素中一個或多個出現變動，則本集團會重新評估其是否控制被投資方。

當本集團取得某附屬公司的控制權，即開始將該附屬公司綜合入賬；而當本集團失去某附屬公司的控制權，即終止將該附屬公司綜合入賬。具體而言，附屬公司自本集團獲得控制權之日起及直至本集團終止控制該附屬公司之日止的收入及開支計入綜合損益及其他全面收益表。

損益及其他全面收益各個項目會歸屬於本公司擁有人及非控股權益。附屬公司的全面收益總額會歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘。如有需要，本集團會調整附屬公司的財務報表，使其會計政策符合本集團的會計政策。

有關本集團成員公司之間交易的所有集團內資產及負債、權益、收入、開支及現金流量於綜合入賬時全面對銷。

於本公司財務狀況表中，於附屬公司的投資按成本減減值虧損（如有）列賬。附屬公司的業績由本公司按已收及應收股息基準入賬。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Basis of consolidation and business combinations (Continued)

(i) Basis of consolidation (Continued)

Changes in the Group's ownership interests in existing 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 interests 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 profit or loss on disposal 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 previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

The carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

4. 重大會計政策(續)

(a) 綜合基準及業務合併(續)

(i) 綜合基準(續)

本集團於現有附屬公司的擁有權權益變動如無導致本集團失去對附屬公司的控制權，則入賬列為權益交易。本集團權益及非控股權益的賬面金額會作調整，以反映於附屬公司的相對權益變動。非控股權益的調整金額與已付或已收代價公平值之間的任何差額會直接於權益中確認，並歸屬於本公司擁有人。

當本集團失去附屬公司控制權，出售收益或虧損乃按以下兩者的差額計算：(i)已收代價的公平值與任何保留權益的公平值的總額；與(ii)該附屬公司的資產(包括商譽)及負債與任何非控股權益過往的賬面值。先前於其他全面收益確認與附屬公司有關的金額以相同方式入賬，猶如有關資產或負債已經出售。

相當於現時於附屬公司的擁有權權益的非控股權益賬面值為該等權益於初步確認時的款額加有關非控股權益應佔權益其後變動的部分。即使會導致非控股權益出現虧絀結餘，全面收益總額乃歸屬於非控股權益。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Basis of consolidation and business combinations (Continued)

(ii) Business combinations

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive processes and whether the acquired set has the ability to produce outputs.

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 former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

4. 重大會計政策(續)

(a) 綜合基準及業務合併(續)

(ii) 業務合併

當所收購的經營活動及資產符合業務的定義且控制權轉移至本集團,本集團採用收購法將業務合併入賬。在釐定特定的經營活動及資產組合是否為一項業務時,本集團評估所收購資產及經營活動組合是否包括至少一項投入及實質性流程,以及所收購的資產及經營活動組合是否有能力產生產出。

業務收購乃採用收購法入賬。於業務合併轉撥的代價按公平值計量,而計算方式為本集團轉撥的資產、本集團對被收購方的前擁有人產生的負債及本集團為交換被收購方的控制權所發行的股權於收購日期的公平值總和。與收購事項有關的成本於產生時在損益確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Basis of consolidation and business combinations (Continued)

(ii) Business combinations (Continued)

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

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

4. 重大會計政策(續)

(a) 綜合基準及業務合併(續)

(ii) 業務合併(續)

於收購日期，可識別資產及所承擔負債按彼等的公平值確認，惟下列項目除外：

- 遞延税項資產或負債及與僱員福利安排有關的負債或資產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；
- 與被收購方以股份為基礎的付款安排或本集團為取代被收購方以股份為基礎的付款安排而訂立的以股份為基礎的付款安排有關的負債或權益工具於收購日期根據香港財務報告準則第2號「*以股份為基礎支付*」計量；及
- 根據香港財務報告準則第5號「*持作待售的非流動資產及已終止經營業務*」劃分為持作待售的資產(或出售組合)根據該準則計量。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Basis of consolidation and business combinations (Continued)

(ii) 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 of the acquisition-date fair value amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the Group's interest in the fair value of the acquiree's identifiable net assets 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 entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in another standard.

4. 重大會計政策(續)

(a) 綜合基準及業務合併(續)

(ii) 業務合併(續)

商譽乃所轉撥的代價、被收購方任何非控股權益的金額及收購方之前持有被收購方的股權(如有)的公平值的總和超出所收購的可識別資產及所承擔的負債的公平值於收購日期的淨額的部份。倘重新評估後，本集團於被收購方的可識別資產淨值的公平值權益超出所轉撥的代價、被收購方任何非控股權益的金額及收購方之前持有被收購方權益(如有)的公平值的總和，超出部份即時於損益確認為議價收購收益。

屬現有擁有權權益並賦予持有人權利於清盤時按比例攤分有關實體資產淨值的非控股權益初步可按公平值或非控股權益應佔被收購方可識別資產淨值的已確認金額的比例計量。計量基準的選擇乃按照個別交易基準而作出。其他類別的非控股權益按公平值或(如適用)其他準則所規定的基準計量。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Basis of consolidation and business combinations (Continued)

(ii) Business combinations (Continued)

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

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

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

4. 重大會計政策(續)

(a) 綜合基準及業務合併(續)

(ii) 業務合併(續)

當本集團於業務合併中轉讓的代價包括或然代價安排引致的資產或負債,有關或然代價會按於收購日期的公平值計量,並計入作為於業務合併中轉讓的代價的一部份。本集團會追溯調整合資格作為計量期調整的或然代價公平值變動,並相應調整商譽。計量期調整指因於「計量期」(不得超過收購日期起計一年)內獲得有關於收購日期存在的事實及情況的額外資料而產生的調整。

不合資格作為計量期調整的或然代價公平值變動其後的會計方法視乎或然代價的分類而定。分類為權益的或然代價不會於其後報告日期重新計量,而其後的結算會於權益內入賬。所有其他分類為資產或負債之或然代價之其後調整均於損益確認。

倘業務合併的初步會計處理於合併產生的報告期末仍未完成,則本集團會就仍未完成會計處理的項目呈報暫定金額。該等暫定金額於計量期間(見上文)內作出調整,或確認額外資產或負債,以反映獲得有關於收購日期已存在事實及情況的新資料,而倘知悉該等資料,將會影響於當日確認的金額。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor a joint arrangement. 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.

The results and assets and liabilities of associate are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associate 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 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. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), 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.

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

4. 重大會計政策(續)

(b) 聯營公司

聯營公司為本集團擁有重大影響力的實體，並非一間附屬公司或聯合安排。重大影響力為可參與被投資方的財政及經營政策決定的權力，而並非對該等政策施加控制權或共同控制權。

聯營公司的業績及資產與負債乃以權益會計法計入此等綜合財務報表。就權益會計法目的使用的聯營公司財務報表乃利用與本集團於類似情況下就同類交易及事件所用者一致的會計政策編製。根據權益法，於聯營公司的投資乃按成本於綜合財務狀況表中初步確認，並於其後調整以確認本集團應佔該聯營公司的損益及其他全面收益。當本集團應佔一間聯營公司的虧損超出其於該聯營公司的權益(包括任何長期權益，而該長期權益實質上構成本集團於該聯營公司的投資淨額的一部份)，則本集團不再繼續確認其應佔的進一步虧損。額外虧損僅於本集團已產生法定或推定責任或代表該聯營公司作出付款時，方予確認。

本集團由被投資方成為聯營公司當日起利用權益法將於一間聯營公司的投資入賬。收購於一間聯營公司的投資時，投資成本超出本集團應佔被投資方可識別資產及負債公平淨值的任何差額確認為商譽，計入投資的賬面金額。經重新評估後，本集團應佔可識別資產及負債公平淨值超出投資成本的任何差額於收購投資的期間內即時在損益確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Associates (Continued)

Where there is objective evidence that the investment in an associate has been impaired, 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 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.

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate, or when the investment (or a portion thereof) is classified as held for sale. When the Group retains an interest in the former associate and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with HKFRS 9 "*Financial Instruments*". The difference between the carrying amount of the associate at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

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

4. 重大會計政策(續)

(b) 聯營公司(續)

倘有客觀證據顯示於一間聯營公司的投資經已減值,則該項投資的全數賬面值(包括商譽)會根據香港會計準則第36號作為單一資產進行減值測試,方法為將可收回金額(使用價值與公平值減出售成本的較高者)與賬面值進行比較。所確認的減值虧損為投資賬面值的一部份。倘該項投資的可收回金額於日後增加,任何減值虧損撥回乃根據香港會計準則第36號確認。

本集團由投資不再為聯營公司當日起或於投資(或其部份)分類為持作待售時終止使用權益法。當本集團保留於前聯營公司的權益,而所保留權益為金融資產,本集團會按當日的公平值計量所保留權益,並按照香港財務報告準則第9號「*金融工具*」將該公平值視為初步確認時的公平值。於釐定出售該聯營公司的收益或虧損時,會計及聯營公司於終止使用權益法當日的賬面金額與任何所保留權益公平值及出售該聯營公司部分權益的任何所得款項之間的差額。此外,本集團將先前於其他全面收益就該聯營公司確認的所有金額入賬,基準與倘該聯營公司直接出售相關資產或負債時所規定的基準相同。因此,倘該聯營公司先前已於其他全面收益確認的收益或虧損會於出售相關資產或負債時重新分類至損益,則本集團會於終止使用權益法時,將收益或虧損由權益重新分類至損益(作為重新分類調整)。

當於聯營公司的投資成為於合營企業的投資,本集團會繼續使用權益法。於擁有權權益出現有關變動時不會重新計量至公平值。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Associates (Continued)

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

When a group entity transacts with an associate of the Group (such as a sale or contribution of assets), profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

(c) Goodwill

Goodwill is initially recognised at cost being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests in the acquiree and the acquisition date fair value of the acquirer's previously held equity interest in the acquiree over the fair value of identifiable assets and liabilities acquired.

Where the fair value of identifiable assets and liabilities exceed the aggregate of the fair value of consideration paid, the amount of any non-controlling interest in the acquiree and the acquisition date fair value of the acquirer's previously held equity interest in the acquiree, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

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

4. 重大會計政策(續)

(b) 聯營公司(續)

當本集團減少其於一間聯營公司的擁有權權益但本集團繼續採用權益法時，倘先前於其他全面收益確認而與擁有權權益減少有關的收益或虧損部份將於出售相關資產或負債時重新分類至損益，則本集團會將該收益或虧損部份重新分類至損益。

當一間集團實體與本集團的聯營公司進行交易(例如出售或貢獻資產)，本集團僅會於聯營公司的權益與本集團無關的情況下，方會於綜合財務報表確認與該聯營公司交易所產生的損益。

(c) 商譽

商譽初始時按成本確認，乃所轉撥的代價、被收購方非控股權益確認的金額及收購方之前持有被收購方的股權於收購日期的公平值的總和超出所收購的可識別資產及負債的公平值部份。

倘重新評估後，可識別資產及負債的公平值超出所付代價公平值、被收購方任何非控股權益的金額及收購方之前持有被收購方的股權於收購日期的公平值的總和，超出部份於收購日期於損益確認。

收購一項業務所產生的商譽於業務收購日期(見上文會計政策)所確立的成本減累計減值虧損(如有)列賬。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Goodwill (Continued)

For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units that are expected to benefit from the synergies of the acquisition. A cash-generating unit ("**CGU**") is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. A CGU to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired, by comparing its carrying amount with its recoverable amount.

For goodwill arising on an acquisition in a financial year, the CGU to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the CGU is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each asset in the unit. However, the loss allocated to each asset will not reduce the individual asset's carrying amount to below its fair value less cost of disposal (if measurable) or its value in use (if determinable), whichever is the higher. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

4. 重大會計政策(續)

(c) 商譽(續)

就減值測試而言，收購產生的商譽分配至預期可受惠於收購的協同效應的各有關現金產生單位。現金產生單位(「**現金產生單位**」)是可以認定的最小資產組組合，其產生的現金流入應當基本上獨立於其他資產或者資產組的現金流入。獲分配商譽的現金產生單位於每年或有跡象顯示該單位可能出現減值時更頻密地進行減值測試，將其賬面金額與可收回金額進行比較。

就於財政年度內收購所產生的商譽而言，已獲分配商譽的現金產生單位於該財政年度末前進行減值測試。當現金產生單位的可收回金額少於該單位的賬面金額時，減值虧損的分配會先削減分配到該單位的任何商譽的賬面金額，其後以單位各資產的賬面金額為基準，按比例分配至該單位的其他資產。然而，分配至每個資產的虧損不會對個別資產的賬面金額減少至低於其公平值減處置成本(倘可計量)或其使用價值(如可確定)，以較高者為準。商譽的任何減值虧損於損益內確認，於往後期間不予撥回。

出售有關現金產生單位時，於釐定出售損益的金額時會計及商譽應佔金額。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Revenue recognition

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties.

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- 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.

If control of the goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods or service.

4. 重大會計政策(續)

(d) 收益確認

來自客戶合約的收益乃於商品或服務的控制權轉讓予客戶時確認，該金額能反映本集團預期就交換該等商品或服務有權獲得的代價，不包括代表第三方收取的該等金額。

視乎合約的條款及適用於合約的法律而定，商品或服務的控制權可於一段時間或於某一時間點轉移。倘本集團在履約過程中符合下列條件，貨品或服務之控制權可在一段時間轉移：

- 提供客戶收到且同時消耗之所有利益；
- 本集團履約時創造或提升客戶所控制之資產；或
- 並無創造對本集團而言有其他用途之資產，而本集團有強制執行權利收取至今已完成履約部分的款項。

倘貨品或服務之控制權可在一段時間轉移，則收益乃於整個合約期間經參考完成履行履約責任之進度確認。否則，收益於客戶獲得貨品或服務控制權之某一時間點確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Revenue recognition (Continued)

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amounts receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. For contracts where the period between the payment and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15 "*Revenue from Contracts with Customers*" ("**HKFRS 15**").

(i) Trading of satellite TV equipment products and other electronic goods

Customers obtain control of the satellite TV equipment products and other electronic goods when the goods are delivered to and have been accepted. Revenue is thus recognised upon when the customers accepted the satellite TV equipment products and other electronic goods. There is generally only one performance obligation. Invoices are usually payable within 60 to 120 days.

(ii) Satellite TV broadcasting

Revenue for satellite TV broadcasting generally includes only one performance obligation. The Group has concluded that revenue from satellite TV broadcasting should be recognised over time as those services are provided.

4. 重大會計政策(續)

(d) 收益確認(續)

當合約中包含融資成分，該融資成分為客戶提供超過一年的商品或服務轉讓融資的重大利益時，收益按應收款項的現值計量，使用貼現率折現，該貼現率將反映在本集團與客戶在合同開始時的單獨融資交易中。當合約中包含融資部分，該融資部分為本集團提供了重大財務利益時，合約項下確認的收益包括按實際利息法在合約負債上加算的利息。就客戶付款至轉讓承諾商品或者服務的期限為一年或者更短的合約而言，交易價格採用香港財務報告準則第15號「*客戶合約收益*」(「**香港財務報告準則第15號**」)中實際權宜之計，不會對重大融資部分的影響作出調整。

(i) 買賣衛星電視設備產品及其他電子產品

於衛星電視設備產品及其他電子產品交付予客戶並獲客戶接納時，客戶取得該等貨品之控制權。因此，收益會於客戶接納衛星電視設備產品及其他電子產品時確認。通常只存在一項履約責任。發票通常於60至120日內支付。

(ii) 衛星電視廣播

衛星電視廣播收益一般僅包括一項履約責任。本集團作出結論，衛星電視廣播所得收益應在服務獲提供的該段時間內確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Revenue recognition (Continued)

(iii) Other income

Rental income under operating leases is recognised on a straight-line basis over the term of the relevant lease.

Interest income is accrued on a time basis on the principal outstanding at the applicable interest rate.

Contract liabilities

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

If the considerations (including advances received from customers) exceeds the revenue recognised to date under the output method then the Group recognises a contract liability for the difference.

(e) Property, plant and equipment

Property, plant and equipment including land and buildings held for use in the production or supply of goods or services, or for administrative purposes are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and amortisation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment less their expected residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

4. 重大會計政策(續)

(d) 收益確認(續)

(iii) 其他收入

經營租約項下的租金收入按相關租約年期以直線法確認。

利息收入根據未償還本金按適用利率及時間基準累計。

合約負債

合約負債指本集團有責任將服務轉移至本集團已收取代價(或代價金額已到期)的客戶。

如有關代價(包括向客戶收取的預付款)超出按產出法確認的收益,則本集團會就有關差額確認合約負債。

(e) 物業、廠房及設備

物業、廠房及設備(包括持作用於生產或供應貨品或服務或作行政用途的土地及樓宇)於綜合財務狀況表內按成本減其後的累計折舊及攤銷以及累計減值虧損(如有)列賬。

折舊乃經減去預期剩餘價值,按物業、廠房及設備項目的估計可使用年期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報告期末檢討,任何估計變動的影響按預期基準入賬。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Property, plant and equipment (Continued)

If an item of property, plant and equipment becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in other comprehensive income and accumulated in property revaluation reserve. On the subsequent sale or retirement of the asset, the relevant revaluation reserve will be transferred directly to retained profits.

Freehold land is stated at cost less accumulated impairment losses.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposals or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

The accounting policy of right-of-use assets is set out in note 4(h).

4. 重大會計政策(續)

(e) 物業、廠房及設備(續)

倘物業、廠房及設備項目因以不再由業主佔用證明改變用途而成為投資物業，則該項目於轉移當日的賬面金額與公平值之間的任何差額會於其他全面收益確認及於物業重估儲備累計。於其後出售或報廢資產時，相關重估儲備將直接轉移至保留溢利。

永久業權土地按成本減累計減值虧損列賬。

物業、廠房及設備項目於出售或預期繼續使用資產並無未來經濟利益時終止確認。出售或廢棄物業、廠房及設備項目產生的任何收益或虧損乃按銷售所得款項與資產賬面金額間的差額釐定，並於損益確認。

使用權資產的會計政策載於附註4(h)。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Investment properties

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

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use or no future economic benefits are expected from its disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the item is derecognised.

(g) Government grant

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets (including property, plant and equipment) are recognised as deferred income in the statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

4. 重大會計政策(續)

(f) 投資物業

投資物業乃持有以賺取租金或獲得資本增值的物業。

投資物業初步按成本計量,包括任何直接應佔開支。首次確認後,投資物業按公平值計量。投資物業公平值變動產生的收益或虧損計入產生期間的損益內。

投資物業於出售或永久停止使用或預期不會從出售該項物業中獲得未來經濟利益時終止確認。終止確認某項物業所產生的收益或虧損(按出售所得款項淨額與該資產的賬面金額之間的差額計算)計入於終止確認項目期間的損益內。

(g) 政府補助

本集團在獲得合理保證將遵守政府補助所附帶的條件且將可收取政府補助前,不會確認政府補助。

政府補助按系統基準於本集團確認補助擬補償的相關成本為開支的期間在損益內確認。具體而言,主要條件為本集團應購買、建造或以其他方式收購非流動資產(包括物業、廠房及設備)之政府補助於財務狀況表確認為遞延收入,並按系統及合理基準於相關資產之可用年限轉撥至損益。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Government grant (Continued)

Government grants 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 and are recognised as other revenue, rather than reducing the related expense.

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

(h) Leasing

The Group as a lessee

All leases are required to be capitalised in the statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

4. 重大會計政策(續)

(g) 政府補助(續)

作為已產生開支或虧損的補償或為不帶任何未來相關費用而直接向本集團提供財務支持的目的的應收政府補助，在成為應收款項期間於損益確認，且確認為其他收益，而非減少相關開支。

按低於市場利率計息之政府貸款之利益乃視作政府補助金，按已收所得款項與根據現行市場利率計算之貸款公平值間之差額計量。

(h) 租賃

本集團作為承租人

所有租賃均須於財務狀況表內資本化為使用權資產及租賃負債，惟為實體提供會計政策選擇，可選擇不將(i)屬短期租賃之租賃及／或(ii)相當資產屬低價值之租賃進行資本化。本集團已選取不就低價值資產及租賃期於開始日期少於12個月之租賃確認使用權資產及租賃負債。與該等租賃有關之租賃付款已於租賃期內按直線法支銷。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Leasing (Continued)

The Group as a lessee (Continued)

Right-of-use asset

The right-of-use asset should be recognised at cost and would comprise:

(i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability);

(ii) any lease payments made at or before the commencement date, less any lease incentives received;

(iii) any initial direct costs incurred by the lessee; and

(iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Except for right-of-use asset that meets the definition of an investment property, the Group measures the right-of-use assets applying a cost model. Under the cost model, the Group measures the right-of-use assets at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability. For right-of-use asset that meets the definition of an investment property, they are carried at fair value.

The Group accounts for leasehold land and buildings that are held for rental or capital appreciation purpose under HKAS 40 "*Investment Property*" and are carried at fair value. The Group accounts for leasehold land and buildings which is held for own use under HKAS "*Property, Plant and Equipment*" 16 and are carried at cost.

4. 重大會計政策(續)

(h) 租賃(續)

本集團作為承租人(續)

使用權資產

使用權資產應按成本確認，並包括：

(i) 租賃負債之初步計量金額(見下文將租賃負債入賬之會計政策)；

(ii) 於開始日期或之前作出之任何租賃付款扣除任何已收取之租賃優惠；

(iii) 承租人產生之任何初步直接成本；及

(iv) 承租人根據租賃條款及條件規定之情況下拆除及移除相關資產時將產生之估計成本，除非該等成本乃因生產存貨而產生則除外。

除符合投資物業定義之使用權資產外，本集團應用成本模式計量使用權資產。根據成本模式，本集團按成本扣除任何累計折舊及任何減值虧損計量使用權資產，並就租賃負債之任何重新計量進行調整。符合投資物業定義之使用權資產按公平值列賬。

本集團根據香港會計準則第40號「*投資物業*」就收取租金或資本增值目的持有之租賃土地及樓宇入賬，並按公平值列賬。本集團根據香港會計準則第16號「*物業、廠房及設備*」就自用持有之租賃土地及樓宇入賬，並按成本列賬。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Leasing (Continued)

The Group as a lessee (Continued)

Lease liability

The lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses the Group's incremental borrowing rate.

The following payments for the right-to-use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments:

(i) fixed payments less any lease incentives receivable;

(ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date;

(iii) amounts expected to be payable by the lessee under residual value guarantees;

(iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and

(v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

4. 重大會計政策(續)

(h) 租賃(續)

本集團作為承租人(續)

租賃負債

租賃負債應以於租賃開始日期尚未支付之租賃付款之現值確認。倘利率可容易釐定,則租賃付款須使用租賃隱含之利率貼現。倘利率無法容易釐定,則本集團將使用本集團之增量借貸利率。

租賃期內,於租賃開始日期就相關資產使用權尚未支付之以下付款均被視為租賃付款:

(i) 固定付款扣除任何應收租賃優惠;

(ii) 基於指數或利率之可變租賃付款,初步按開始日期之指數或利率計量;

(iii) 承租人預期根據剩餘價值擔保應付之金額;

(iv) 購買選擇權之行使價(倘承租人合理確定將行使該購買權);及

(v) 終止租賃之罰金付款(倘租賃期反映承租人行使終止租賃之權利)。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Leasing (Continued)

The Group as a lessee (Continued)

Lease liability (Continued)

Subsequent to the commencement date, the Group measures the lease liability by:

(i) increasing the carrying amount to reflect interest on the lease liability;

(ii) reducing the carrying amount to reflect the lease payments made; and

(iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, or to reflect revised in-substance fixed lease payments.

When the Group revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted using a revised discount rate. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised, except the discount rate remains unchanged. In both cases, an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term. If the carrying amount of the right-of-use asset is adjusted to zero, any further reduction is recognised in profit or loss.

4. 重大會計政策(續)

(h) 租賃(續)

本集團作為承租人(續)

租賃負債(續)

於開始日期後，本集團按以下方式計量租賃負債：

(i) 提高賬面值以反映租賃負債利率；

(ii) 減低賬面值以反映已作出之債利率；及

(iii) 重新計量賬面值以反映任何重估或租賃調整或對實質上固定的租賃付款的修正。

當本集團修訂其對任何租賃年期的估計(例如因為重新評估承租人延期或終止選擇權獲行使的可能性)，本集團會調整租賃負債的賬面值，以反映在經修訂的年期內支付的款項，該等款項採用修訂後的貼現率進行貼現。當取決於利率或指數的未來租賃付款的可變要素進行修訂，租賃負債的賬面值同樣進行類似修訂，但貼現率保持不變。在這兩種情況下，均對使用權資產的賬面值進行同等的調整，並在剩餘的(經修訂)租賃年期內攤銷修訂後的賬面值。倘使用權資產的賬面值調整至零，則於損益中確認進一步減少的金額。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Leasing (Continued)

The Group as a lessee (Continued)

Lease liability (Continued)

When the Group renegotiates the contractual terms of a lease with the lessor, if the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease, in all other cases, where the renegotiated increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount.

The Group as a lessor

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership of the leased assets to the lessee. All other leases are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on the straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

4. 重大會計政策(續)

(h) 租賃(續)

本集團作為承租人(續)

租賃負債(續)

當本集團與出租人重新磋商租賃合約條款時，重新磋商導致一項或多項額外資產被以與所獲得的額外使用權資產的獨立價格相稱的金額租用，則該修改入賬列作單獨的租賃，在所有其他情況下，倘重新磋商增加了租賃範圍(無論是延長租賃期限，抑或額外租用一項或多項資產)，則採用修改日適用的貼現率重新計量租賃負債，而使用權資產則按相同金額予以調整。

本集團作為出租人

當租賃條款涉及將租賃資產擁有權的絕大部份風險及回報轉移予承租人時，將該租賃分類為融資租賃。所有其他租賃則分類為經營租賃。

經營租賃的租金收入按相關租賃年期以直線法於損益確認。磋商及安排經營租賃時產生之初始直接成本，計入租賃資產的賬面值，並在整個租賃期內按直線法確認為費用。

融資租賃下應收承租人款項按本集團租賃投資淨額確認為應收款項。融資租賃收入分配至會計期間，以反映本集團有關租賃的淨投資餘額的固定週期回報率。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Leasing (Continued)

The Group as a lessor (Continued)

Any changes in the scope of the consideration for a lease that was not part of the original terms and conditions of the lease are accounted for as lease modifications. The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, recognising the remaining lease payments as income on a either a straight-line basis or another systematic basis over the remaining lease term. The Group applies the derecognition requirements of HKFRS 9 to recognise to recognise modification or derecognition gain or loss on the net investment in the finance lease.

(i) Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal of the foreign operation.

4. 重大會計政策(續)

(h) 租賃(續)

本集團作為出租人(續)

倘租賃代價範圍的任何變化不屬於原租賃條款及條件的一部分，則入賬列作租賃調整。本集團自修訂生效日起將經營租賃修訂入賬列為新租賃，並按照直線法或其他系統基準將餘下租賃款項於餘下租賃年期內確認為收入。本集團採用香港財務報告準則第9號的終止確認規定，確認融資租賃投資淨額的修改或終止確認收益或虧損。

(i) 外幣

編製各個別集團實體的財務報表時，以該實體的功能貨幣以外貨幣(外幣)進行的交易按交易日期的現行匯率以有關功能貨幣(即該實體經營所在主要經濟環境的貨幣)列賬。於報告期末，以外幣計值的貨幣項目按該日的現行匯率重新換算。按公平值列賬且以外幣計值的非貨幣項目按釐定公平值當日的匯率重新換算。按歷史成本以外幣計量的非貨幣項目不會重新換算。

貨幣項目之匯兑差額乃於產生期間內於損益確認，惟應收或應付一項海外業務、其結算並非預定或不大可能出現(因而形成海外業務投資淨額之一部份)的貨幣項目匯兑差額除外，該差額初步於其他全面收入確認及於出售海外業務時由權益重新分類至損益。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Foreign currencies (Continued)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of the reporting period. Income and expenses items are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of currency translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation), 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. 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.

Goodwill and fair value adjustments on identifiable assets acquired and liabilities assumed through acquisition of a foreign operation on or after 1 July 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 are recognised in other comprehensive income.

4. 重大會計政策(續)

(i) 外幣(續)

就呈列綜合財務報表而言，本集團海外業務的資產及負債按報告期末的現行匯率換算為本集團的呈報貨幣(即港元)。收入及開支項目則按年內平均匯率換算，除非期內匯率大幅波動，於此情況下則採用交易當日適用的匯率。所產生的匯兑差額(如有)於其他全面收益確認，並於權益內的貨幣換算儲備項下累計(歸屬於非控股權益(如適用))。

於出售海外業務(即出售本集團於海外業務的全部權益，或涉及失去對擁有海外業務的附屬公司的控制權的出售)時，於權益內累計而有關本公司擁有人應佔的業務的所有匯兑差額重新分類至損益。此外，就出售部分附屬公司但並無引致本集團失去對該附屬公司之控制權，則按比例將累計匯兑差額重新分配予非控股權益，且不在損益內確認。

於二零零五年七月一日或之後透過收購海外業務而產生所收購可識別資產及所承擔負債的商譽及公平值調整視作該海外業務的資產及負債處理，並按報告期末的現行匯率換算。匯兑差額於其他全面收益內確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. 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.

(k) Retirement benefit costs

Defined contribution plans

Payments to defined contribution retirement benefit plans, Hong Kong Mandatory Provident Fund Scheme (the "**MPF Scheme**") and the state-managed retirement benefit schemes are recognised as expense when employees have rendered service entitling them to the contributions.

Defined benefit plan

The Group operates defined benefit pension plans which requires contributions to be made to a separately administered fund for employees of the Group's certain entities which are operating in India. The benefits are unfunded. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit actuarial valuation method.

4. 重大會計政策(續)

(j) 借貸成本

因收購、興建或生產需要長時間籌備方可作其擬定用途或銷售的合資格資產所產生的直接借貸成本，計入該等資產的成本中，直至該等資產已大致上可作其擬定用途或銷售時為止。在特定借貸撥作合資格資產的支出前暫時用作投資所賺取的投資收入，須自可予資本化的借貸成本中扣除。

所有其他借貸成本均在產生期間於損益確認。

(k) 退休福利成本

界定供款計劃

向界定供款退休福利計劃、香港強制性公積金計劃(「**強積金計劃**」)及國家管理退休福利計劃作出的供款，於僱員提供服務而有權獲得供款時確認為開支。

界定福利計劃

本集團運作一項界定福利退休金計劃，該計劃要求向獨立管理的基金繳存費用，該基金就本集團若干現於印度經營的實體之僱員而設。福利未注入資金。界定福利計劃下提供該等福利的成本以據預計單位進賬精算估值法釐定。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Retirement benefit costs (Continued)

Defined benefit plan (Continued)

Re-measurements arising from defined benefit pension plans, comprising actuarial gains and losses, are recognised immediately in the consolidated statement of financial position with a corresponding debit or credit to re-measurement gains and losses on defined benefit plans through other comprehensive income in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

The Group recognises the following changes in the net defined benefit obligation under "cost of sales" and "administrative expenses" in the consolidated statement of profit or loss by function:

— service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and

— net interest expense or income.

Past service costs are recognised in profit or loss at the earlier of:

— the date of the plan amendment or curtailment; and

— the date that the Group recognises restructuring-related costs; or

— the date of termination benefits.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

4. 重大會計政策(續)

(k) 退休福利成本(續)

界定福利計劃(續)

界定福利退休金計劃引起的重新計量，包括精算收益及虧損，即時在綜合財務狀況表確認，並在界定福利計劃的重新計量收益及虧損發生期間計入或扣除自其他全面收益。重新計量後續期間不會分類至損益。

本集團在綜合損益表的「銷售成本」和「行政開支」中確認界定福利責任淨額的以下變動：

— 服務成本，包括當期服務成本、過去服務成本、縮減及不定期結算的收益及虧損；及

— 利息開支或收入淨額。

過去服務成本於下列較早日期於損益確認：

— 修改或縮減計劃之日期；及

— 本集團確認重組相關成本之日期；或

— 終止福利日期。

利息淨額由界定福利淨負債或淨資產乘以折現率計算而得。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(l) 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 taxation' as reported in the consolidated statement of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and interests in an associate, 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.

4. 重大會計政策(續)

(l) 稅項

所得稅支出指現時應付稅項及遞延稅項總額。

現時應付稅項按本年度應課稅溢利計算。應課稅溢利因其他年度的應課稅或可扣稅收支及從不課稅或不可扣稅的項目而與綜合損益及其他全面收益表中所報「除稅前溢利」不同。本集團的現時稅項負債按報告期末已頒佈或實質上已生效的稅率計算。

遞延稅項就綜合財務報表內資產及負債賬面金額與計算應課稅溢利所用相應稅基的暫時差額確認。遞延稅項負債通常會就所有應課稅暫時差額確認。遞延稅項資產通常會於可能出現可動用可扣稅暫時差額的應課稅溢利時就所有可扣稅暫時差額確認。若暫時差額源自於一項交易的商譽或首次確認當中的其他資產及負債(於業務合併除外),而該交易既不影響應課稅溢利亦不影響會計溢利,則不會確認有關資產及負債。

遞延稅項負債乃就與於附屬公司的投資及於一間聯營公司的權益相關的應課稅暫時差額確認,惟本集團可控制撥回暫時差額及暫時差額可能不會於可見將來撥回則除外。因與該等投資及權益相關的可扣稅暫時差額而產生的遞延稅項資產,僅會於可能有足夠應課稅溢利可以使用暫時差額的利益且預期會於可見將來撥回時確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(l) Taxation (Continued)

The carrying amount of deferred tax assets is reviewed at the end of the 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 the tax rates (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 liabilities or deferred tax assets 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. If the presumption is rebutted, deferred tax liabilities and deferred tax assets for such investment properties are measured in accordance with the above general principles set out in HKAS 12 (i.e. based on the expected manner as to how the properties will be recovered).

4. 重大會計政策(續)

(l) 稅項(續)

遞延稅項資產的賬面金額於報告期末檢討,並會扣減至再無足夠應課稅溢利可供收回全部或部份資產為止。

遞延稅項資產及負債乃按預期於負債獲清償或資產獲變現期間適用的稅率(以報告期末已頒佈或實質上已生效的稅率(及稅法)為基準)計量。

遞延稅項負債及資產的計量結果,反映本集團於報告期末所預期對收回或償還其資產及負債的賬面金額的方式所產生的稅務後果。

就計量投資物業的遞延稅項負債或遞延稅項資產而言,利用公平值模型計量的投資物業的賬面金額乃假設通過銷售全數收回,除非該假設被推翻則除外。當投資物業可予折舊及以本集團的業務模型(其業務目標是隨時間消逝而非透過銷售消耗投資物業所包含的絕大部份經濟利益)持有時,有關假設即被推翻。倘有關假設被推翻,則上述投資物業的遞延稅項負債及遞延稅項資產根據上述香港會計準則第12號所載的一般原則(即根據將如何收回有關物業的預期方式)計量。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(l) Taxation (Continued)

Current and deferred tax is recognised in profit or loss, except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income or when they relate to items recognised directly in equity in which case the taxes are also recognised directly in equity.

(m) Intangible assets

(i) Intangible assets acquired separately

Intangible assets acquired separately and with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of the reporting period, with the effect of any changes in estimate being accounted for on a prospective basis (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss in the period when the asset is derecognised.

4. 重大會計政策（續）

(l) 稅項（續）

本期及遞延稅項於損益確認，倘彼等與在其他全面收益中確認的項目有關（在此情況下，稅項亦於其他全面收益中確認）或彼等與直接在權益中確認的項目有關（在此情況下，稅項亦直接於權益中確認）則除外。

(m) 無形資產

(i) 個別收購的無形資產

個別收購且具備有限可使用年期的無形資產按成本減累計攤銷及任何累計減值虧損列賬。具備有限可使用年期的無形資產按估計可使用年期以直線法確認攤銷。估計可使用年期及攤銷方法於報告期末檢討，任何估計變動的影響按預期基準入賬（有關有形及無形資產減值虧損的會計政策見於下文）。

終止確認無形資產所產生的收益或虧損按出售所得款項淨額與資產賬面金額間的差額計量，並在資產終止確認期間於損益確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Intangible assets (Continued)

(ii) Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

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

4. 重大會計政策（續）

(m) 無形資產（續）

(ii) 研發支出

研究活動的支出在產生期間確認為開支。

開發（或內部項目發展階段）所產生的內部產生無形資產，僅在滿足以下所有條件時方予確認：

- 完成無形資產的技術可行性，從而可以使用或銷售；
- 有意完成無形資產並將其使用或銷售；
- 使用或銷售無形資產的能力；
- 無形資產如何產生可能未來經濟效益；
- 是否有足夠技術、財務及其他資源，以完成其開發，並使用或銷售此無形資產；及
- 能夠可靠計量無形資產於開發期間應佔的支出的能力。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Intangible assets (Continued)

(ii) Research and development expenditure (Continued)

The amount initially recognised for an internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is charged to profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible asset is measured at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets acquired separately.

(iii) Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at the fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at costs less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

(iv) Derecognition of intangible assets

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.

4. 重大會計政策(續)

(m) 無形資產(續)

(ii) 研發支出(續)

內部產生的無形資產首次確認的數額乃無形資產首次符合上列確認標準當日產生的支出總額。若無內部產生的無形資產可予確認，則開發支出在其產生期間內自損益扣除。

於初步確認後，內部產生的無形資產按與個別收購無形資產相同的基準以成本減累計攤銷及累計減值虧損(如有)計量。

(iii) 業務合併過程中收購的無形資產

業務合併過程中所收購並與商譽分開確認的無形資產初步按收購日期的公平值(視為成本)確認。

於初步確認後，業務合併過程中所收購的無形資產按成本扣除累計攤銷及任何累計減值虧損申報，與獨立收購的無形資產的基準相同。

(iv) 終止確認無形資產

無形資產於出售時或當預期使用或出售無形資產不會產生將來經濟利益時終止確認。終止確認無形資產所產生的收益或虧損按出售所得款項淨額及該資產賬面值的差額計量，並於終止確認該資產時於損益內確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories is determined on a first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

(o) Financial Instruments

(i) Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place.

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset.

Amortised cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

4. 重大會計政策(續)

(n) 存貨

存貨按成本與可變現淨值的較低者列賬。存貨成本按先入先出法釐定。可變現淨值指存貨的估計售價減完成的所有估計成本及銷售所需成本。

(o) 金融工具

(i) 金融資產

金融資產(並無重大融資部份的應收貿易賬款除外)首次按公平值加上與收購金融或發行直接應佔的交易成本計量(倘屬並非透過損益以公平值計量的項目)。並無重大融資部份的應收貿易賬款首次按交易價格計量。

所有以常規方式購買及出售的金融資產均於交易日(即本集團承諾購買或出售資產之日)確認,以常規方式購買或出售指需在市場規例或慣例規定的期限內交付的金融資產購買或出售。

債務工具的後續計量取決於本集團管理資產及資產現金流量特徵的業務模式。

攤銷成本

為收取合約現金流量而持有,且現金流量僅為支付本金及利息之資產按攤銷成本計量。按攤銷成本計量的金融資產其後按實際利率法計量。利息收入、外匯收益及虧損以及減值於損益內確認。終止確認產生的任何收益於損益確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(o) Financial Instruments (Continued)

(ii) Impairment loss on financial assets

The Group recognises loss allowances for expected credit losses ("**ECLs**") on trade receivables and financial assets measured at amortised cost. The ECLs are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

The Group has elected to measure loss allowances for trade receivables using HKFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets, ECLs are based on lifetime ECLs except when there has not been a significant increase in credit risk since initial recognition, in which case the allowance will be based on the 12-months ECLs.

4. 重大會計政策(續)

(o) 金融工具(續)

(ii) 金融資產之減值虧損

本集團就應收貿易賬款及按攤銷成本計量的金融資產的預期信貸虧損(「**預期信貸虧損**」)確認虧損撥備。預期信貸虧損按以下方式之一計量:(1)十二個月預期信貸虧損:報告日期後十二個月內可能發生的違約事件而導致的預期信貸虧損;及(2)全期預期信貸虧損:在金融工具的預計年期所有可能發生的違約事件而導致的預期信貸虧損。於估計預期信貸虧損時所考慮的最長期間為本集團面臨信貸風險的最長合約期間。

預期信貸虧損是信貸虧損的概率加權估計。信貸虧損按根據合約應付本集團的所有合約現金流量與本集團預期將收到的所有現金流量之間的差額計量。該差額其後按資產原有實際利率計算的近似值折現。

本集團已選用香港財務報告準則第9號簡化法對應收貿易賬款之虧損撥備進行計量,並已根據全期預期信貸虧損計算預期信貸虧損。本集團已設立根據本集團過往信貸虧損經驗計算之撥備矩陣,並按與債務人相關之前瞻性因素及經濟環境調整。

就其他債務金融資產而言,預期信貸虧損乃根據全期預期信貸虧損計算,惟倘自初步確認起信貸風險並未大幅增加,則按十二個月預期信貸虧損計算撥備。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(o) Financial Instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be in default when the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to action such as realising security (if any is held); or the financial asset is more than 90 days past due.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

4. 重大會計政策(續)

(o) 金融工具(續)

(ii) 金融資產之減值虧損(續)

當釐定金融資產之信貸風險自初次確認起是否顯著增加及於估計預期信貸虧損時,本集團會考慮相關及毋須付出過多成本或努力即可獲得的合理及有理據的資料。此包括根據本集團過往經驗及已知信貸評估得出的定量及定性資料及分析,並包括前瞻性資料。

本集團假定,金融資產如逾期超過30日,其信貸風險會顯著增加。

當債券人不大可能在本集團無追索權採取行動(例如變現抵押品(如持有))的情況下向本集團悉數履行其信貸義務;或金融資產逾期超過90日,本集團會將該金融資產視為拖欠。

取決於金融工具的性質,信貸風險大幅上升的評估乃按個別基準或共同基準進行。倘評估為按共同基準進行,金融工具則按共同的信貸風險特徵(如逾期狀況及信貸風險評級)進行分組。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(o) Financial Instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

The Group considers a financial asset to be credit-impaired when:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

4. 重大會計政策(續)

(o) 金融工具(續)

(ii) 金融資產之減值虧損(續)

本集團認為金融資產於下列情況下已信貸減值：

- 債務人出現重大財務困難；
- 違反合約如違約或逾期超過90日；
- 本集團根據其他情況下不會考慮之條款重組貸款或墊款；
- 債務人很可能會進行破產或其他財務重組；或
- 由於發行人出現財務困難，證券活躍市場消失。

本集團於損益中確認所有金融工具的減值收益或虧損，並透過虧損撥備賬項相應調整其賬面值。

倘有資料顯示債務人面對嚴重財務困難，且實際上並無收款前景，則本集團會撇銷金融資產。經考慮法律意見後(如合適)，遭撇銷的金融資產可能仍須按本集團收款程序進行須強制執行的活動。任何收款於損益內確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(o) Financial Instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non-credit-impaired financial assets interest income is calculated based on the gross carrying amount.

(iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at amortised cost

Financial liabilities at amortised cost including trade, bills and other payables and borrowings are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

The accounting policy of lease liabilities is set out in note 4(h).

(iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

4. 重大會計政策(續)

(o) 金融工具(續)

(ii) 金融資產之減值虧損(續)

信貸減值金融資產的利息收入根據該金融資產的攤銷成本(即總賬面值減虧損撥備)計算。就非信貸減值金融資產而言，利息收入根據總賬面值計算。

(iii) 金融負債

本集團根據金融負債產生之目的將其金融負債分類。按攤銷成本計量之金融負債初步按公平值減所產生直接應佔成本計量。

按攤銷成本計量之金融負債

按攤銷成本計量之金融負債(包括應付貿易賬款、應付票據及其他應付款項及借貸)其後採用實際利率法按攤銷成本計量。相關利息開支於損益中確認。

收益或虧損於終止確認負債時及透過攤銷過程於損益中確認。

租賃負債之會計政策載於附註4(h)。

(iv) 實際利率法

實際利率法乃計算金融資產或金融負債之攤銷成本，並於相關期間攤分利息收入或利息支出之方法。實際利率是指可準確將估計未來現金收入或支出於金融資產或負債之預計年期或較短期間(如適用)貼現之利率。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(o) Financial Instruments (Continued)

(v) 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 original or modified terms of a debt instrument. A financial guarantee contract issued by the Group and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contact at the higher of: (i) the amount of the loss allowance, being the ECLs provision measured in accordance with principles of the accounting policy set out in note 4(o)(ii); and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the principles of HKFRS 15.

(vi) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(vii) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

4. 重大會計政策(續)

(o) 金融工具(續)

(v) 財務擔保合約

財務擔保合約乃合約發行者根據某項債務工具原有或經修改之條款，因某特定債務人於到期日未能償還款項而需支付特定款項以補償合約持有者招致之損失之一項合約。由本集團所發行而非指定為透過損益以公平值計量之財務擔保合約，於首次確認時以其公平值減直接應佔發行財務擔保合約之交易成本列賬。於首次確認後，本集團以下列較高者計算財務擔保合約：(i)虧損撥備金額，即根據4(o)(ii)所載會計政策原則計量的預期信貸虧損撥備；及(ii)首次確認之數額減按香港財務報告準則第15號之原則而確認之累計攤銷(倘適用)。

(vi) 權益工具

本公司所發行的權益工具按已收所得款項(扣除直接發行成本後)入賬。

(vii) 終止確認

當自金融資產收取未來現金流量的合約權利已屆滿，或該項金融資產已轉讓且轉讓符合根據香港財務報告準則第9號的終止確認標準時，本集團即終止確認金融資產。

在相關合約內指定的責任獲履行、取消或屆滿時終止確認有關金融負債。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(p) Equity-settled share-based payment transactions

Share options granted to employees

The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share option reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the 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 the share option reserve.

At the time when the share options are exercised, the amount previously recognised in the share option reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in the share option reserve will continue to be held in the share option reserve.

4. 重大會計政策(續)

(p) 以權益結算及以股份為基礎的付款交易

授予僱員的購股權

服務的公平值乃參考所授出購股權於授出日期的公平值釐定，按歸屬期以直線法支銷，並於權益(購股權儲備)作相應增加。

本集團於報告期末修訂對預期最終會歸屬的購股權數目的估計。於歸屬期間修訂估計的影響(如有)於損益確認致使累計開支反映經修訂估計，並會相應調整購股權儲備。

購股權獲行使時，過往於購股權儲備確認的數額將轉撥至股份溢價。倘購股權於歸屬日後被沒收或於屆滿日仍未獲行使，則過往於購股權儲備確認的數額將繼續保留在購股權儲備。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Impairment on tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above)

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

4. 重大會計政策(續)

(q) 除商譽外的有形及無形資產減值(有關商譽的會計政策見於上文)

本集團於報告期末審閱其具備有限可使用年期的有形及無形資產的賬面金額，以釐定是否有任何跡象顯示該等資產出現減值虧損。倘存在任何有關減值跡象，則估計該資產的可收回金額以釐定減值虧損(如有)程度。倘無法估計個別資產的可收回金額，則本集團會估計資產所屬現金產生單位的可收回金額。如能識別出合理一致的分配基準，亦會將公司資產分配至個別現金產生單位，或分配至能識別出合理一致的分配基準的現金產生單位的最小組別。

可收回金額指公平值減出售成本及使用價值兩者中之較高者。於評估使用價值時，估計未來現金流量使用税前折現率折現至現值。有關折現率反映當前市場對貨幣時間值及資產(其未來現金流量估計未作調整)特有風險的評估。

倘一項資產(或一個現金產生單位)的可收回金額估計低於其賬面金額，則該項資產(或現金產生單位)的賬面金額須削減至其可收回金額。減值虧損即時於損益確認。

倘日後撥回減值虧損，有關資產(或現金產生單位)的賬面金額會增至經修訂的估計可收回金額，惟增加後的賬面金額不得超出倘有關資產(或現金產生單位)並無於以往年度確認任何減值虧損所應釐定的賬面金額。撥回的減值虧損即時於損益確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(r) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which it is probable will result in an outflow of economic benefits that can be reliably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(s) Related parties

(a) A person or a close member of that person's family is related to the Group if that person:

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of key management personnel of the Group or the Company's parent.

4. 重大會計政策(續)

(r) 撥備及或然負債

當本集團因過去事項須承擔法定義務或推定義務，而履行該義務很可能需要付出經濟效益及能夠可靠估計時，便為未確定時間或金額的負債確認撥備。

當不可能有需要流出經濟效益，或其數額未能可靠地估計，除非經濟效益流出之可能性極小，則須披露該義務為或然負債。潛在義務的存在僅能以一個或數個未來事項的發生或不發生來證實，除非經濟效益流出可能性極小，亦同時披露為或然負債。

(s) 關聯人士

(a) 倘屬以下人士，即該人士或該人士的近親與本集團有關連：

(i) 對本集團有控制權或共同控制權；

(ii) 對本集團有重大影響力；或

(iii) 為本集團或本公司母公司的主要管理層成員之一。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Related parties (Continued)

(b) An entity is related to the Group if any of the following conditions apply:

(i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);

(iii) Both entities are joint ventures of the same third party;

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;

(v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group;

(vi) The entity is controlled or jointly controlled by a person identified in (a);

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity); or

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Company.

4. 重大會計政策(續)

(s) 關聯人士(續)

(b) 符合任何以下條件的實體會被視為與本公司有關聯：

(i) 該實體與本公司屬同一集團成員(即母公司、附屬公司及同系附屬公司各自互有關聯)；

(ii) 一實體為另一實體的聯營公司或合營公司(或一集團成員之聯營公司或合營公司而另一實體為成員之一)；

(iii) 兩實體為同一第三方的合營公司；

(iv) 一實體為第三方的合營公司，而另一實體為該第三方的聯營公司；

(v) 該實體為本集團或與本集團有關聯的實體的僱員離職後福利計劃；

(vi) 該實體受(a)識別之人士的控制或共同控制；

(vii) (a)(i)識別之人士對該實體有重大影響力或該人士為該實體(或該實體的母公司)的主要管理層成員之一；或

(viii) 該實體或其所屬任何集團成員向本集團或本公司的母公司提供主要管理層成員服務。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Related parties (Continued)

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

(i) that person's children and spouse or domestic partner;

(ii) children of that person's spouse or domestic partner; and

(iii) dependents of that person or that person's spouse or domestic partner.

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the Directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Given Covid-19 pandemic has created and may continue to create significant uncertainty in macroeconomic conditions actual results differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

4. 重大會計政策(續)

(s) 關聯人士(續)

任何人士之近親為可能預期於與該實體之交易中影響該名人士或受該名人士影響之家族成員，包括：

(i) 該人士的子女及配偶或同居伴侶；

(ii) 該人士的配偶或同居伴侶的子女；及

(iii) 該人士或該人士的配偶或同居伴侶的受養人。

5. 關鍵會計判斷及估計不明朗因素的主要來源

應用本集團的會計政策時，董事須對無法透過其他來源確定的資產及負債賬面金額作出判斷、估計及假設。該等估計及相關假設基於過往經驗及其他被視為相關的因素而作出。鑑於2019冠狀病毒病疫情已經並可能繼續為宏觀經濟狀況帶來重大不確定性，實際結果有別於該等估計。

本公司持續審閱該等估計及相關假設。倘對會計估計的修訂僅影響進行修訂的期間，則於該期間確認有關修訂，倘修訂影響目前及未來期間，則會於進行修訂及未來期間確認有關修訂。

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Critical judgements in applying accounting policies

Expect for those disclosed elsewhere in these financial statements, the following is the critical judgement, apart from those involving estimations (see below), that the Directors have made in the process of applying the Group's accounting policies and that has the most significant effect on the amounts recognised in the consolidated financial statements.

Deferred taxation on investment properties

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 and concluded that the Group's investment properties situated in the PRC with carrying amount of HK$205,442,000 as at 31 December 2020 (2019: HK$147,622,000) are held under a business model whose 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 that the presumption that the carrying amounts of such investment properties are recovered through sale is rebutted. As a result, the Group has not recognised any deferred taxes on land appreciation tax on changes in fair value of these investment properties but has only recognised deferred taxes on enterprise income tax.

5. 關鍵會計判斷及估計不明朗因素的主要來源(續)

應用會計政策之關鍵判斷

除於此等財務報表其他地方所披露者外，以下為董事於應用本集團會計政策時作出的關鍵判斷(除涉及估計的判斷(見下文)外)，有關判斷對綜合財務報表的已確認金額影響至為重大。

投資物業的遞延稅項

就計算以公平值模型計量的投資物業產生的遞延稅項負債或遞延稅項資產而言，董事已審閱本集團的投資物業組合，結論為本集團於二零二零年十二月三十一日賬面值為205,442,000港元(二零一九年：147,622,000港元)位於中國的投資物業乃以通過時間的推移(而非銷售)消耗該投資物業所含絕大部分經濟利益為目標的商業模式持有。因此，董事確定投資物業賬面值透過出售予以收回的假設已被推翻。因此，本集團並無就投資物業的公平值變動而產生之土地增值稅項確認任何遞延稅項，而僅就企業所得稅確認遞延稅項。

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets within the next financial year.

Impairment loss on receivables, loan to and amount due from an associate

The measurement of impairment losses under HKFRS 9 across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

At each end of the reporting period, the Group assesses whether there has been a significant increase in credit risk for exposures since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The Group considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and also, forward-looking analysis.

For more detailed information in relation to the assessment of ECLs of financial assets, please refer to note 39(b).

5. 關鍵會計判斷及估計不明朗因素的主要來源(續)

估計不明朗因素的主要來源

以下為大有可能導致須於下一財政年度對資產賬面金額作出重大調整的未來主要假設及於報告期末估計不明朗因素的其他主要來源。

應收款項及向一間聯營公司提供的貸款及應收一間聯營公司款項的減值虧損

根據香港財務報告準則第9號對所有類別的金融資產進行減值虧損計量須作出判斷，特別是在釐定減值虧損及評估信貸風險的大幅增加時，對未來現金流量的金額及發生的時間的估計。此等估計受多項因素影響，當中有關的變動可能導致須作出不同程度的撥備。

於各報告期間末，本集團會將通過對由報告日期至初步確認日期之間的預計年期內發生的違約風險進行比較，以評估自初步確認以來信貸風險是否有顯著增加。本集團就此會考慮相關及毋須付出過度成本或努力而可用的合理及具支持理據的資料，當中包括定量及定性資料以及前瞻性分析。

有關金融資產預期信貸虧損評估的更詳細資料，請參閱附註39(b)。

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Estimated impairment of goodwill, intangible assets, and property, plant and equipment

Determining whether goodwill, intangible assets and property, plant and equipment are impaired requires an estimation of the value in use of the CGUs of the business of satellite TV equipment and antenna conducted by Pro Brand Technology, Inc. ("**PBT**"), to which goodwill, intangible assets, and property, plant and equipment have been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the CGUs and a suitable discount rate in order to calculate the present value. The discount rate represents rate that reflects current market assessments of the value of money and the risks specific to the assets for which future cash flows estimates have not been adjusted. Where the future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2020, the carrying amount of goodwill was HK$10,140,000 (2019: HK$9,272,000), and the carrying amount of related intangible asset and property, plant and equipment for these CGUs were HK$3,836,000 (2019: HK$8,704,000) and HK$52,114,000 (2019: HK$56,171,000), respectively. Details of the recoverable amount calculation are disclosed in note 19.

Write-down of inventories

Provision for slow-moving inventories is made based on estimated net realisable value of inventories. The assessment of the provision amount required involves management judgment and estimates in identifying obsolete and slow-moving inventories and estimate relevant market values for those inventories identified. Where the actual outcome or expectation in future is different from the original estimate, such differences will impact the carrying value of inventories and provision charge/written back in the period in which the estimate has been changed. As at 31 December 2020, the gross carrying amount of inventories was HK$175,009,000 (2019: HK$243,366,000), and accumulated allowance of inventories of HK$18,376,000 (2019: HK$22,317,000) was recognised as at 31 December 2020.

5. 關鍵會計判斷及估計不明朗因素的主要來源(續)

估計不明朗因素的主要來源(續)

商譽、無形資產以及物業、廠房及設備的估計減值

釐定商譽、無形資產以及物業、廠房及設備是否減值時,須估計衛星電視設備及天線業務(由博百科技有限公司* (Pro Brand Technology, Inc.)(「**博百科技**」)經營)現金產生單位的使用價值,有關業務均獲分配商譽、無形資產以及物業、廠房及設備。計算使用價值時,本集團須估計預期自現金產生單位所得未來現金流量及合適的折現率以計算現值。折現率為可反映目前市場所評估的貨幣價值及資產(其未來現金流量估計未作調整)特定風險的利率。倘未來現金流量少於預期,則可能產生重大減值虧損。於二零二零年十二月三十一日,商譽的賬面金額為10,140,000港元(二零一九年:9,272,000港元),而該等現金產生單位的相關無形資產以及物業、廠房及設備的賬面金額則分別為3,836,000港元(二零一九年:8,704,000港元)及52,114,000港元(二零一九年:56,171,000港元)。計算可收回金額的詳情於附註19披露。

存貨撇減

滯銷存貨乃根據存貨的估計可變現淨值作出撥備。所需撥備金額的估計涉及管理層於識別陳舊及滯銷存貨時做出的判斷及估計以及對已識別存貨的相關市值估計。倘未來的實際結果或預期與原有估計存在差異,則該差異將會對估計已發生變更期間的存貨賬面值及撥備支出/撥回產生影響。於二零二零年十二月三十一日,存貨的賬面總值為175,009,000港元(二零一九年:243,366,000港元),而於二零二零年十二月三十一日確認的累計存貨撥備為18,376,000港元(二零一九年:22,317,000港元)。

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Income taxes

Determining income tax provisions involves significant judgement in determining the amount of the provision and the timing of payment. There are many transactions and calculations for which the ultimate tax expense is uncertain during the ordinary course of business. The Group recognises taxes based on estimates of the likely outcome with reference to current tax laws and practices. Where the final tax outcome of these transactions is different from the amounts that were initially recorded, such difference will impact the income tax and deferred tax provisions in the year in which such determination is made. Deferred tax assets relating to certain deductible temporary differences and tax losses will be recognised when management considers it is probable that future taxable profit will be available against which the deductible temporary differences or tax losses can be utilised. Where the expectation is different from the originally estimate, such differences will impact the recognition of deferred tax assets and income tax expense in the period in which such estimate is changed.

Fair value measurement on investment properties

Investment properties included in the Group's financial statements require measurement at, and disclosure of, fair value.

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.

5. 關鍵會計判斷及估計不明朗因素的主要來源(續)

估計不明朗因素的主要來源(續)

所得稅

確定所得稅撥備涉及確定該撥備金額和支付時間的重要判斷。日常業務過程中許多交易和計算所涉及的最終稅務支出並不確定。本集團確認稅項，乃根據參照現行稅收法律和慣例的可能結果的估計。倘這些交易的最終稅務結果與最初記錄的金額存在差異，該差異將會影響確定當年的所得稅和遞延所得稅撥備。當管理層認為很可能可利用未來應課稅溢利作抵扣暫時性差異或稅項虧損時，則會確認與若干可抵扣暫時性差異及稅項虧損有關的遞延稅項資產。當預期與原先的估計不同，該等差異將影響進行此類估計變更期間確認的遞延稅項資產和所得稅支出。

投資物業之公平值計量

計入本集團財務報表之投資物業須按公平值計量及披露。

公平值為於計量日期市場參與者於有序交易中出售資產可收取或轉讓負債須支付之價格，而不論該價格是否可直接觀察或使用其他估值技術估計。若市場參與者於計量日期對資產或負債定價時會考慮資產或負債之特點，則本集團於估計資產或負債之公平值時會考慮該等特點。

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Fair value measurement on investment properties (Continued)

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

- Level 1: Quoted prices (unadjusted) in active markets for identical items;
- Level 2: Observable direct or indirect inputs other than Level 1 inputs; and
- Level 3: Unobservable inputs (i.e. not derived from market data.

For more detailed information in relation to the fair value measurement of investment properties, please refer to note 18.

5. 關鍵會計判斷及估計不明朗因素的主要來源(續)

估計不明朗因素的主要來源(續)

投資物業之公平值計量(續)

此外,就財務報告而言,公平值計量分為第一級、第二級或第三級,有關等級乃根據公平值計量輸入數據之可觀察程度及該等輸入數據對公平值計量整體之重要程度而劃分,說明如下:

- 第一級:相同項目於活躍市場之報價(未經調整);
- 第二級:直接或間接可觀察輸入數據(第一級輸入數據除外);及
- 第三級:不可觀察輸入數據(即並非源自市場之數據)。

有關投資物業公平值計量之更多詳情,請參閱附註18。

6. REVENUE

Revenue represents the amounts received and receivable for goods sold, less returns and discounts, and services provided by the Group to outside customers during the year. An analysis of the Group's revenue is as follows:

6. 收益

收益指本集團年內向外部客戶銷售貨品及提供服務而已收及應收的款項(已扣除退貨及折扣)。本集團的收益分析如下:

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Continuing operations	**持續經營業務**		
Sales of goods	銷售貨品	**863,629**	1,070,527

7. SEGMENT INFORMATION

The segment information reported externally was analysed on the basis of their goods and services delivered or provided by the Group's operating divisions which is consistent with the internal information that are regularly reviewed by the executive Directors, the chief operating decision maker, for the purposes of resources allocation and assessment of performance. This is also the basis of organisation in the Group, whereby the management has chosen to organise the Group around different products and services.

Specifically, the Group's operating segments under HKFRS 8 are as follows:

Continuing operations

(i) *Media entertainment platform related products*
Trading and manufacturing of media entertainment platform related products, which are mainly used for satellite products equipment.

(ii) *Other multimedia products*
Trading and manufacturing of components of audio and video electronic products such as cable lines.

(iii) *Satellite TV equipment and antenna products*
Trading and manufacturing of satellite TV equipment and antenna products.

Discontinued operation

(iv) *Satellite TV broadcasting*
Provision of Direct-to-Home services for satellite TV broadcasting in the areas of Middle East, Mediterranean and Africa.

7. 分部資料

對外呈報之分部資料按本集團營運部門交付貨品及提供服務之基準分析，其與由本公司執行董事（主要營運決策者）就資源分配及表現評估定期審閱之內部資料一致。此亦為本集團之組織基準，據此，管理層選擇按不同產品及服務組織本集團。

具體而言，本集團根據香港財務報告準則第8號之經營分部如下：

持續經營業務

(i) *媒體娛樂平臺相關產品*
買賣及製造媒體娛樂平臺相關產品，主要用於衛星產品設備。

(ii) *其他多媒體產品*
買賣及製造影音電子產品零件，例如線纜。

(iii) *衛星電視設備及天線產品*
製造及買賣衛星電視設備及天線產品。

已終止經營業務

(iv) *衛星電視廣播*
於中東、地中海及非洲地區提供直接入屋衛星電視廣播服務。

7. SEGMENT INFORMATION (Continued)

The following summary describes the operations in each of the Group's reportable segments:

Revenue from contracts with customer within the scope of HKFRS 15:

7. 分部資料(續)

以下概述說明本集團各可呈報分類中的業務：

香港財務報告準則第15號範疇內的客戶合約收益：

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Continuing operations	**持續經營業務**		
Media entertainment platform related products	媒體娛樂平臺相關產品	**124,293**	182,237
Other multimedia products	其他多媒體產品	**273,735**	235,505
Satellite TV equipment and antenna products	衛星電視設備及天線產品	**465,601**	652,785
		863,629	1,070,527
Discontinued operation	**已終止經營業務**		
Satellite TV broadcasting	衛星電視廣播	**–**	18,990
		863,629	1,089,517

7. SEGMENT INFORMATION (Continued)

SEGMENT REVENUE AND RESULTS

The following is an analysis of the Group's revenue and results by reportable and operating segments:

7. 分部資料(續)

分部收益及業績

按可呈報及經營分部分析的本集團收益及業績如下:

Year ended 31 December 2020

截至二零二零年十二月三十一日止年度

		Media entertainment platform related products 媒體娛樂平臺相關產品 HK$'000 千港元	Other multimedia products 其他多媒體產品 HK$'000 千港元	Satellite TV equipment and antenna products 衛星電視設備及天線產品 HK$'000 千港元	Total 總計 HK$'000 千港元
Revenue	**收益**				
External sales	外部銷售	**124,293**	**273,735**	**465,601**	**863,629**
Results	**業績**				
Segment results	分部業績	**2,039**	**16,434**	**63,897**	**82,370**
Reversal of expected credit loss on loan to an associate	給予一間聯營公司的貸款的預期信貸虧損撥回				**25**
Reversal of expected credit loss on the amount due from an associate	應收一間聯營公司款項的預期信貸虧損撥回				**2,316**
Provision for expected credit loss on trade receivables	應收貿易賬款的預期信貸虧損撥備				**(4,257)**
Other income, gains and losses	其他收入、收益及虧損				**44,875**
Research and development costs	研發成本				**(32,276)**
Administrative and other expenses	行政及其他開支				**(107,229)**
Share of profit of an associate	應佔一間聯營公司之溢利				**16,277**
Finance costs	融資成本				**(29,839)**
Increase in fair value of investment properties	投資物業的公平值增加				**7,052**
Loss before income tax expense	所得稅支出前虧損				**(20,686)**

7. SEGMENT INFORMATION (Continued)

SEGMENT REVENUE AND RESULTS (Continued)

Year ended 31 December 2019

7. 分部資料(續)

分部收益及業績(續)

截至二零一九年十二月三十一日止年度

		Continuing operations 持續經營業務				Discontinued operation 已終止經營業務	
		Media entertainment platform related products 媒體娛樂平臺相關產品 HK$'000 千港元	Other multimedia products 其他多媒體產品 HK$'000 千港元	Satellite TV equipment and antenna products 衛星電視設備及天線產品 HK$'000 千港元	Sub-total 小計 HK$'000 千港元	Satellite TV broadcasting 衛星電視廣播 HK$'000 千港元	Total 總計 HK$'000 千港元
Revenue	**收益**						
External sales	外部銷售	182,237	235,505	652,785	1,070,527	18,990	1,089,517
Results	**業績**						
Segment results	分部業績	13,052	31,749	102,731	147,532	(54,391)	93,141
Provision for expected credit loss on loan receivables due from former subsidiaries (note 23(ii))	應收前附屬公司的應收貸款預期信貸虧損撥備(附註23(ii))				(429,410)	–	(429,410)
Reversal of expected credit loss on loan receivables	應收貸款的預期信貸虧損撥回				8,794	–	8,794
Provision for expected credit loss on loan to an associate	給予一間聯營公司的貸款的預期信貸虧損撥備				(7)	–	(7)
Reversal of expected credit loss on the amount due from an associate	應收一間聯營公司款項的預期信貸虧損撥回				5,836	–	5,836
(Provision for)/reversal of expected credit loss on trade receivables	應收貿易賬款的預期信貸虧損(撥備)╱撥回				(5,832)	1,140	(4,692)
Other income, gains and losses	其他收入、收益及虧損				40,636	–	40,636
Research and development costs	研發成本				(35,156)	–	(35,156)
Administrative and other expenses	行政及其他開支				(132,267)	(16,909)	(149,176)
Share of profit of an associate	應佔一間聯營公司之溢利				10,320	–	10,320
Finance costs	融資成本				(36,894)	–	(36,894)
Gain on disposal of discontinued operation	出售已終止經營業務的收益				–	149,948	149,948
Decrease in fair value of investment properties	投資物業的公平值減少				(3,142)	–	(3,142)
Loss before income tax expense	所得稅支出前虧損				(429,590)	79,788	(349,802)

7. SEGMENT INFORMATION (Continued)

SEGMENT REVENUE AND RESULTS (Continued)

The accounting policies of the operating segments are the same as the accounting policies of the Group described in note 4. Segment results represent the profit earned/loss suffered by each segment without allocation of provision for/reversal of expected credit losses, administrative and other expenses, research and development costs, other income, gains and losses, changes in fair value of investment properties, share of profit of an associate, finance costs and gain on disposal of discontinued operation. This is the measure reported to the chief operating decision maker for the purposes of resources allocation and performance assessment.

7. 分部資料(續)

分部收益及業績(續)

經營分類的會計政策與附註4所述本集團會計政策相同。分部業績指各分類所賺取／損失的溢利，其並未分配預期信貸虧損撥備／撥回、行政及其他開支、研發成本、其他收入、收益及虧損、投資物業公平值之變動、應佔一間聯營公司之溢利、融資成本及出售已終止經營業務的收益。此乃就資源分配及表現評估向主要營運決策者報告的方式。

SEGMENT ASSETS AND LIABILITIES

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

分類資產及負債

按可呈報及經營分部分析的本集團資產及負債如下：

At 31 December 2020

於二零二零年十二月三十一日

		Media entertainment platform related products 媒體娛樂平臺相關產品 HK$'000 千港元	Other multimedia products 其他多媒體產品 HK$'000 千港元	Satellite TV equipment and antenna products 衛星電視設備及天線產品 HK$'000 千港元	Total 總計 HK$'000 千港元
Assets	**資產**				
Segment assets	分部資產	62,959	37,863	289,071	389,893
Bank balances and cash	銀行結存及現金				88,871
Pledged bank deposits	已抵押銀行存款				3,957
Unallocated corporate assets	未分配公司資產				413,768
Consolidated assets	綜合資產				896,489
Liabilities	**負債**				
Segment liabilities	分部負債	41,103	90,683	122,479	254,265
Bank and other borrowings	銀行及其他借貸				412,984
Lease liabilities	租賃負債				8,254
Unallocated corporate liabilities	未分配公司負債				167,470
Consolidated liabilities	綜合負債				842,973

7. SEGMENT INFORMATION (Continued)

SEGMENT ASSETS AND LIABILITIES (Continued)

At 31 December 2019

7. 分部資料(續)

分類資產及負債(續)

於二零一九年十二月三十一日

		Continuing operations 持續經營業務				Discontinued operation 已終止經營業務	
		Media entertainment platform related products 媒體娛樂平臺相關產品 HK$'000 千港元	Other multimedia products 其他多媒體產品 HK$'000 千港元	Satellite TV equipment and antenna products 衛星電視設備及天線產品 HK$'000 千港元	Sub-total 小計 HK$'000 千港元	Satellite TV broadcasting 衛星電視廣播 HK$'000 千港元	Total 總計 HK$'000 千港元
Assets	**資產**						
Segment assets	分部資產	68,493	57,206	442,434	568,133	–	568,133
Bank balances and cash	銀行結存及現金						66,840
Pledged bank deposits	已抵押銀行存款						3,973
Unallocated corporate assets	未分配公司資產						393,730
Consolidated assets	綜合資產						1,032,676
Liabilities	**負債**						
Segment liabilities	分部負債	63,350	87,771	214,943	366,064	–	366,064
Bank and other borrowings	銀行及其他借貸						452,613
Lease liabilities	租賃負債						12,259
Unallocated corporate liabilities	未分配公司負債						139,445
Consolidated liabilities	綜合負債						970,381

7. SEGMENT INFORMATION (Continued)

SEGMENT ASSETS AND LIABILITIES (Continued)

For the purpose of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments other than certain property, plant and equipment, investment properties, loan to an associate, amount due from an associate, interest in an associate, deferred tax assets, loan receivables, certain other receivables, bank balances and cash and pledged bank deposits; and

- all liabilities are allocated to operating segments other than certain other payables, tax liabilities, deferred tax liabilities, bank and other borrowings, provision for financial guarantee and lease liabilities.

7. 分部資料(續)

分類資產及負債(續)

為監察分類表現及於分類間分配資源：

- 除若干物業、廠房及設備、投資物業、給予一間聯營公司的貸款、應收一間聯營公司款項、於一間聯營公司之權益、遞延税項資產、應收貸款、若干其他應收款項、銀行結存及現金及已抵押銀行存款外，所有資產分配至各經營分類；及

- 除若干其他應付款項、税項負債、遞延税項負債、銀行及其他借貸、財務擔保撥備及租賃負債，所有負債分配至各經營分類。

7. SEGMENT INFORMATION (Continued)

OTHER SEGMENT INFORMATION

Year ended 31 December 2020

7. 分部資料（續）

其他分部資料

截至二零二零年十二月三十一日止年度

		Media entertainment platform related products 媒體娛樂平臺相關產品 HK$'000 千港元	Other multimedia products 其他多媒體產品 HK$'000 千港元	Satellite TV equipment and antenna products 衛星電視設備及天線產品 HK$'000 千港元	Unallocated 未分配 HK$'000 千港元	Total 總計 HK$'000 千港元
Amounts included in the measure of segment profit or loss or segment assets:	計量分類損益或分類資產時計入的金額：					
Addition to non-current assets	添置非流動資產	83	–	6,961	976	8,020
Depreciation and amortisation	折舊及攤銷	354	591	14,091	–	15,036
Write-down of inventories	存貨撇減	1,856	–	–	–	1,856
Reversal of impairment loss on inventories	撥回存貨減值虧損	(7,420)	–	–	–	(7,420)
Amounts not included in the measure of segment profit or loss:	計量分類損益時不計入的金額：					
Depreciation	折舊	676	431	7,265	1,072	9,444
Release of prepaid lease payments	撥回預付租賃款項	56	–	–	–	56

7. SEGMENT INFORMATION (Continued)

OTHER SEGMENT INFORMATION (Continued)

Year ended 31 December 2019

7. 分部資料(續)

其他分部資料(續)

截至二零一九年十二月三十一日止年度

		Continuing operations 持續經營業務					Discontinued operation 已終止經營業務	
		Media entertainment platform related products 媒體娛樂平臺相關產品 HK$'000 千港元	Other multimedia products 其他多媒體產品 HK$'000 千港元	Satellite TV equipment and antenna products 衛星電視設備及天線產品 HK$'000 千港元	Unallocated 未分配 HK$'000 千港元	Sub-total 小計 HK$'000 千港元	Satellite TV broadcasting 衛星電視廣播 HK$'000 千港元	Total 總計 HK$'000 千港元
Amounts included in the measure of segment profit or loss or segment assets:	計量分類損益或分類資產時計入的金額:							
Addition to non-current assets	添置非流動資產	88	–	19,302	2,108	21,498	–	21,498
Depreciation and amortisation	折舊及攤銷	959	445	15,159	–	16,563	323	16,886
Write-down of inventories	存貨撇減	958	–	–	–	958	–	958
Reversal of impairment loss on inventories	撥回存貨減值虧損	(2,584)	–	–	–	(2,584)	–	(2,584)
Amounts not included in the measure of segment profit or loss:	計量分類損益時不計入的金額:							
Depreciation	折舊	623	289	9,048	553	10,513	–	10,513
Release of prepaid lease payments	撥回預付租賃款項	64	–	–	–	64	–	64

7. SEGMENT INFORMATION (Continued)

DISAGGREGATION OF REVENUE FROM CONTRACTS WITH CUSTOMERS

7. 分部資料(續)

分拆客戶合約收益

		Continuing operations 持續經營業務								Discontinued operation 已終止經營業務			
		Media entertainment platform related products 媒體娛樂平臺相關產品		Other multimedia products 其他多媒體產品		Satellite TV equipment and antenna products 衛星電視設備及天線產品		Sub-total 小計		Satellite TV broadcasting 衛星電視廣播		Total 總計	
		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	**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	**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
Primary geographical markets	**主要地域市場**												
Asia	亞洲	**18,913**	65,115	**48,749**	47,020	**31,700**	163,046	**99,362**	275,181	**–**	–	**99,362**	275,181
Europe	歐洲	**70,011**	86,939	**3,378**	3,987	**26,000**	17,584	**99,389**	108,510	**–**	–	**99,389**	108,510
North America	北美	**–**	–	**218,894**	178,599	**348,471**	444,014	**567,365**	622,613	**–**	–	**567,365**	622,613
Middle East	中東	**34,253**	26,483	**100**	–	**22,490**	9,231	**56,843**	35,714	**–**	18,990	**56,843**	54,704
Africa	非洲	**947**	2,947	**–**	273	**388**	–	**1,335**	3,220	**–**	–	**1,335**	3,220
South America	南美	**–**	–	**1,868**	4,551	**36,552**	18,910	**38,420**	23,461	**–**	–	**38,420**	23,461
Other regions	其他地區	**169**	753	**746**	1,075	**–**	–	**915**	1,828	**–**	–	**915**	1,828
Total	總計	**124,293**	182,237	**273,735**	235,505	**465,601**	652,785	**863,629**	1,070,527	**–**	18,990	**863,629**	1,089,517
Major products/services	**主要產品/服務**												
Set-top box (STB)	機頂盒	**35,551**	50,070	**–**	–	**–**	–	**35,551**	50,070	**–**	–	**35,551**	50,070
Low noise block (LNB)	低雜訊降頻器	**2,056**	19,217	**–**	–	**–**	–	**2,056**	19,217	**–**	–	**2,056**	19,217
Small Domestic Appliance (SDA)	小型家電	**14,950**	–	**–**	–	**–**	–	**14,950**	–	**–**	–	**14,950**	–
Other media entertainment products	其他媒體娛樂產品	**71,736**	112,950	**–**	–	**–**	–	**71,736**	112,950	**–**	–	**71,736**	112,950
Sterilizer	殺菌器	**–**	–	**93,740**	–	**–**	–	**93,740**	–	**–**	–	**93,740**	–
Connector	接頭	**–**	–	**–**	7,166	**–**	–	**–**	7,166	**–**	–	**–**	7,166
Cable and assembly	電纜及組裝	**–**	–	**45,384**	93,698	**–**	–	**45,384**	93,698	**–**	–	**45,384**	93,698
Other multi-media products	其他多媒體產品	**–**	–	**134,611**	134,641	**–**	–	**134,611**	134,641	**–**	–	**134,611**	134,641
Satellite TV antenna equipment products	衛星電視天線及設備產品	**–**	–	**–**	–	**465,601**	652,785	**465,601**	652,785	**–**	–	**465,601**	652,785
TV broadcasting	電視廣播	**–**	–	**–**	–	**–**	–	**–**	–	**–**	18,990	**–**	18,990
		124,293	182,237	**273,735**	235,505	**465,601**	652,785	**863,629**	1,070,527	**–**	18,990	**863,629**	1,089,517
Timing of revenue recognition	**收益確認時間**												
At a point in time	按時間點	**124,293**	182,237	**273,735**	235,505	**465,601**	652,785	**863,629**	1,070,527	**–**	–	**863,629**	1,070,527
Transferred over time	隨時間確認	**–**	–	**–**	–	**–**	–	**–**	–	**–**	18,990	**–**	18,990
		124,293	182,237	**273,735**	235,505	**465,601**	652,785	**863,629**	1,070,527	**–**	18,990	**863,629**	1,089,517

7. SEGMENT INFORMATION (Continued)

GEOGRAPHICAL INFORMATION

The Group's operations are mainly located in the PRC (country of domicile), Taiwan, Europe and North America.

The Group's revenue from external customers, based on location of customers, and information about its non-current assets by geographical location of the assets are detailed below:

7. 分部資料(續)

地域資料

本集團的業務乃主要位於中國(居籍所在國)、臺灣、歐洲及北美。

本集團來自外部客戶(根據客戶所在地)的收益及有關按資產所在地域劃分其非流動資產的資料詳列如下：

		Revenue from external customers 來自外部客戶的收益		Non-current assets (note) 非流動資產(附註)	
		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
Asia	亞洲				
— Taiwan	一臺灣	**7,645**	30,114	**15,024**	523
— Nepal	一尼泊爾	**14,738**	11,365	**90,393**	76,600
— PRC (country of domicile)	一中國(居籍所在國)	**31,385**	30,430	**245,154**	229,042
— India	一印度	**26,423**	51,127	**–**	–
— Singapore	一新加坡	**3**	4,122	**–**	–
— Others	一其他	**19,168**	148,023	**7,542**	2,475
Europe	歐洲				
— Germany	一德國	**53,790**	61,197	**88**	115
— Italy	一意大利	**16,717**	2,404	**–**	–
— Spain	一西班牙	**18,071**	18,805	**20**	21
— Portugal	一葡萄牙	**29**	4,827	**–**	–
— France	一法國	**1,430**	2,452	**–**	–
— Poland	一波蘭	**3,520**	2,960	**–**	–
— Denmark	一丹麥	**11**	91	**–**	–
— Malta	一馬耳他	**100**	3,540	**–**	–
— Russia	一俄羅斯	**360**	–	**–**	–
— Others	一其他	**5,361**	12,234	**–**	–

7. SEGMENT INFORMATION (Continued)

GEOGRAPHICAL INFORMATION (Continued)

7. 分部資料(續)

地域資料(續)

		Revenue from external customers 來自外部客戶的收益		Non-current assets (note) 非流動資產(附註)	
		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
North America	北美				
— United States of America ("**USA**")	—美利堅合眾國(「**美國**」)	**496,528**	559,547	**18,352**	17,976
— Canada	—加拿大	**19,646**	32,008	**–**	–
— Mexico	—墨西哥	**51,144**	31,058	**–**	–
— Others	—其他	**47**	–	**–**	–
Middle East	中東				
— United Arab Emirates ("**UAE**")	—阿拉伯聯合酋長國(「**阿聯酋**」)	**9,064**	27,800	**–**	–
— Others	—其他	**47,779**	26,904	**–**	–
Africa	非洲				
— Algeria	—阿爾及利亞	**–**	95	**–**	–
— Morocco	—摩洛哥	**75**	298	**–**	–
— Others	—其他	**1,260**	2,827	**–**	–
South America	南美				
— Brazil	—巴西	**437**	2,860	**–**	–
— Chile	—智利	**6,576**	2,019	**–**	–
— Argentina	—阿根廷	**11,493**	6,876	**–**	–
— Columbia	—哥倫比亞	**11,077**	4,637	**–**	–
— Ecuador	—厄瓜多爾	**3,112**	2,315	**–**	–
— Others	—其他	**5,725**	4,754	**–**	–
Other regions	其他地區	**915**	1,828	**–**	–
		863,629	1,089,517	**376,573**	326,752

Note: Non-current assets exclude deferred tax assets and financial instruments.

附註: 非流動資產不包括遞延稅項資產及金融工具。

7. SEGMENT INFORMATION (Continued)

INFORMATION ABOUT MAJOR CUSTOMERS

Revenue from customer contributing over 10% of the total sales of the Group is as follows:

7. 分部資料(續)

主要客戶資料

為本集團的銷售總額貢獻逾10%的客戶的收益如下：

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Customer A	客戶A	**158,196**	323,275

Note: Revenue from the above customer is from the satellite TV equipment and antenna products segment.

附註： 以上收益來自衛星電視設備及天線產品分部。

8. OTHER INCOME, GAINS AND LOSSES

8. 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
Continuing operations	**持續經營業務**		
Government subsidy (note)	政府補助(附註)	**1,035**	273
Ancillary service income from tenants	來自租戶的配套服務收入	**12,438**	13,592
Interest income	利息收入	**785**	3,583
Interest income from an associate	來自一間聯營公司的利息收入	**1,006**	1,013
Rental income	租金收入	**16,778**	16,148
Sales of scrap materials and samples	廢品及樣本銷售	**45**	15
Net foreign exchange gain	外幣匯兑收益淨額	**8,708**	2,362
Others	其他	**4,080**	3,650
		44,875	40,636

Note: Included in profit or loss is HK$486,000 (2019: Nil) of government grants obtained from Employment Support Scheme ("**ESS**") under the Anti-epidemic Fund launched by the Hong Kong SAR Government supporting the payroll of the Group's employees. Under the ESS, the Group had to commit to spend these grants on payroll expenses, and not reduce employee head count below prescribed levels for a specified period of time. In addition, the Group received various government subsidies from local government authorities in the PRC of HK$549,000 (2019: HK$273,000). There are no unfulfilled conditions and other contingencies relating to these grants and subsidies.

附註： 損益中包括486,000港元(二零一九年：無)自香港特區政府在防疫抗疫基金下推出的「保就業」計劃(「**保就業計劃**」)獲得的政府補助，用以支付本集團僱員的薪金。根據保就業計劃，本集團須承諾將該等補助用於薪金開支，且於指定期間內不得將僱員人數裁減至指定水平以下。此外，本集團從中國地方政府機關獲得多項政府補貼，金額為549,000港元(二零一九年：273,000港元)。就該等補助及補貼而言，並無未達成之條件及其他或然負債。

9. FINANCE COSTS 9. 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
Continuing operations	**持續經營業務**		
Interest on bank and other borrowings	銀行及其他借貸利息	**29,647**	36,673
Interest on lease liabilities	租賃負債利息	**192**	221
		29,839	36,894

10. INCOME TAX EXPENSE 10. 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
Continuing operations	**持續經營業務**		
The tax charge comprises:	稅項開支包括：		
Current tax:	本期稅項：		
— the PRC	一中國	**1,272**	957
— Jurisdictions other than the PRC and Hong Kong	一中國及香港以外的司法權區	**2,496**	7,255
		3,768	8,212
(Over)/under-provision in prior years:	過往年度(超額撥備)／撥備不足：		
— the PRC	一中國	**(247)**	(5)
— Jurisdictions other than the PRC and Hong Kong	一中國及香港以外的司法權區	**122**	(321)
		(125)	(326)
Deferred taxation:	遞延稅項：		
— Current year	一本年度	**(502)**	(2,340)
		3,141	5,546

10. INCOME TAX EXPENSE (Continued)

The tax rates applicable to the Group's principal operating subsidiaries for the years ended 31 December 2020 and 2019 are as follows:

(i) the PRC

The applicable PRC enterprise income tax rate of the PRC subsidiaries is 25% in accordance with the relevant income tax law and regulations in the PRC.

(ii) Hong Kong

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits.

No tax is payable on the profit arising in Hong Kong as the entity operating in Hong Kong incurred tax losses for both years.

(iii) United States

The Group's subsidiaries in the US are subject to United States Federal Income Tax at 21% (2019: 21%) and States Income Tax at 6% (2019: 6%).

(iv) Europe

The Group's European subsidiaries are subject to profit tax rates at a range of 25% to 30% (2019: 25% to 30%).

(v) Macau

As stated in the Decree Law No. 58/99/M, Chapter 2, Article 12, dated 18 October 1999, the Macau subsidiary is exempted from Macau Complementary Tax since its income is generated from business outside Macau.

(vi) Others

Other subsidiaries operating in other jurisdictions are subject to applicable tax rates in the relevant jurisdictions.

10. 所得税開支(續)

截至二零二零年及二零一九年十二月三十一日止年度，本集團主要營運附屬公司的適用税率如下：

(i) 中國

根據中國有關所得税法律及法規，中國附屬公司的適用中國企業所得税税率為25%。

(ii) 香港

香港利得税按估計應課税溢利的16.5%計算。

由於在香港經營的實體於兩個年度產生税項虧損，因此毋須就來自香港的溢利繳納税項。

(iii) 美國

本集團的美國附屬公司須分別按21%(二零一九年：21%)及6%(二零一九年：6%)的税率繳納美國聯邦所得税及州所得税。

(iv) 歐洲

本集團的歐洲附屬公司須按介乎25%至30%(二零一九年：25%至30%)的税率繳納利得税。

(v) 澳門

根據一九九九年十月十八日第58/99/M號法令第二章第十二條規定，由於澳門附屬公司的收入來自澳門境外的業務，故可豁免繳納澳門補充税。

(vi) 其他

於其他司法權區經營的其他附屬公司須按有關司法權區的適用税率繳税。

10. INCOME TAX EXPENSE (Continued)

The tax charge for the year can be reconciled to the loss before income tax expense per the consolidated statement of profit or loss and other comprehensive income as follows:

10. 所得税開支(續)

本年度税項支出可與綜合損益及其他全面收益表的所得税支出前虧損對賬如下：

		2020 **二零二零年** **HK$'000** **千港元**	2019 二零一九年 HK$'000 千港元
Continuing operations	**持續經營業務**		
Loss before income tax expense	所得税支出前虧損	**(20,686)**	(429,590)
Tax at the applicable rate of 25% (2019: 25%)	按適用税率25%(二零一九年：25%)計算的税項	**(5,171)**	(107,397)
Tax effect of expenses not deductible for tax purpose	不可扣税開支的税務影響	**4,343**	128,445
Tax effect of income not taxable for tax purpose	毋須課税收入的税務影響	**(516)**	(19,567)
Tax effect of temporary differences not recognised	未確認的暫時差額的税務影響	**(326)**	21
Tax effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營的附屬公司的不同税率的税務影響	**2,886**	(2,490)
Tax effect of tax loss not recognised	未確認的税項虧損的税務影響	**2,050**	6,860
Over-provision in prior years	過往年度超額撥備	**(125)**	(326)
Tax charge for the year	本年度税項支出	**3,141**	5,546

Details of deferred taxation for the year are set out in note 24.

本年度遞延税項詳情載於附註24。

11. DISCONTINUED OPERATION

In 2019, the business of satellite TV broadcasting operated by the subsidiaries of the Company had been disposed of. This business segment is presented as discontinued operation in accordance with HKFRS 5 accordingly.

The results of the discontinued operation for the period from 1 January 2019 to 25 June 2019 (the date of disposal) was as follows:

11. 已終止經營業務

於二零一九年，本公司附屬公司經營的衛星電視廣播業務經已出售。此業務分部根據香港財務報告準則第5號呈列為已終止經營業務。

已終止經營業務自二零一九年一月一日至二零一九年六月二十五日(出售日期)止期間之業績如下：

		Period from 1 January 2019 to 25 June 2019 自二零一九年一月一日至二零一九年六月二十五日止期間 HK$'000 千港元
Revenue	收益	18,990
Cost of sales	銷售成本	(71,965)
		(52,975)
Distribution and selling costs	經銷及銷售成本	(1,416)
Administrative and other expenses	行政及其他開支	(16,909)
Reversal of expected credit loss on trade receivables	應收貿易賬款預期信貸虧損撥回	1,140
Gain on disposal of discontinued operation	出售已終止經營業務的收益	149,948
Profit before taxation	除税前溢利	79,788
Taxation	税項	–
Profit for the period from discontinued operation	來自已終止經營業務的期內溢利	79,788

12. LOSS FOR THE YEAR 12. 本年度虧損

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Continuing operations	**持續經營業務**		
Loss for the year has been arrived at after charging/ (crediting):	達致本年度虧損時已扣除／（計入）：		
Directors' emoluments (note 13)	董事酬金（附註13）	**3,240**	2,805
Other staff costs	其他員工成本	**89,583**	114,424
Contributions to defined contribution plans, excluding Directors	界定供款計劃供款（董事除外）	**873**	4,577
Defined benefit obligation expenses	界定福利責任開支	**–**	41
Total employee benefit expenses	僱員福利開支總額	**93,696**	121,847
Carrying amount of inventories sold	銷售存貨的賬面值	**750,280**	891,951
Write-down of inventories (note i)	存貨撇減（附註i）	**1,856**	958
Reversal of inventory provision (note i)*	撥回存貨撥備（附註i）*	**(7,420)**	(2,584)
Cost of inventories recognised as expenses	已確認為開支的存貨成本	**744,716**	890,325
Provision for expected credit loss on loan receivables due from former subsidiaries	應收前附屬公司的應收貸款預期信貸虧損撥備	**–**	429,410
Reversal of expected credit loss on loan receivables	應收貸款的預期信貸虧損撥回	**–**	(8,794)
(Reversal of)/provision for expected credit loss on loan to an associate	給予一間聯營公司的貸款的預期信貸虧損（撥回）／撥備	**(25)**	7
Reversal of expected credit loss on amount due from an associate	應收一間聯營公司款項的預期信貸虧損撥回	**(2,316)**	(5,836)
Provision for expected credit loss on trade receivables	應收貿易賬款的預期信貸虧損撥備	**4,257**	5,832
Provision for/(reversal of) expected credit loss on other financial assets	其他金融資產的預期信貸虧損撥備／（撥回）	**1,916**	(8,791)

12. LOSS FOR THE YEAR (Continued)　12. 本年度虧損(續)

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Auditor's remuneration	核數師酬金	**2,550**	2,064
Depreciation of property, plant and equipment	物業、廠房及設備折舊	**15,960**	19,190
Write off of property, plant and equipment	物業、廠房及設備撇銷	**1,349**	–
Depreciation of right-of-use assets	使用權資產折舊	**3,162**	3,365
Amortisation of intangible assets (note i)	無形資產攤銷(附註i)	**5,358**	4,521
Release of prepaid lease payments	撥回預付租賃款項	**56**	64
Government subsidy	政府補貼	**(1,035)**	(273)
Loss on disposal of property, plant and equipment (note ii)	出售物業、廠房及設備的虧損(附註ii)	**478**	2,293
Loss on written off of intangible assets (note ii)	撇銷無形資產的虧損(附註ii)	**–**	28
Loss on disposal of subsidiaries (note ii)	出售附屬公司的虧損(附註ii)	**–**	940
Loss on termination of a lease	終止租賃的虧損	**59**	–
Interest income (note ii)	利息收入(附註ii)	**(785)**	(3,583)
Interest income from an associate (note ii)	來自一間聯營公司的利息收入(附註ii)	**(1,006)**	(1,013)
Rental expenses on short-term leases	短期租賃的租賃開支	**–**	2,695
Property rental income (note ii)	物業租賃收入(附註ii)	**(16,778)**	(16,148)
Net foreign exchange gain (note ii)	外幣匯兑收益淨額(附註ii)	**(8,708)**	(2,362)
Discontinued operation	**已終止經營業務**		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	**–**	323
Other staff costs	其他員工成本	**–**	8,341
Reversal of expected credit loss on trade receivables	應收貿易賬款的預期信貸虧損撥回	**–**	(1,140)
Rental expenses on short-term leases	短期租賃的租賃開支	**–**	907

Note i: Included in cost of sales
Note ii: Included in other income, gain and losses
* The reversal of inventory provision mainly arose from inventories that were sold subsequently during the year

附註i: 包括於銷售成本內
附註ii: 包括於其他收入、收益及虧損內
* 撥回存貨撥備主要來自其後於本年度售出的存貨

Included in the total employee benefit expenses is an aggregate amount of HK$892,000 (2019: HK$4,589,000) in respect of contributions to defined contribution plans, including Directors.

僱員福利開支總額包括就界定供款計劃所作出的供款(包括董事)總額892,000港元(二零一九年：4,589,000港元)。

13. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

13. 董事酬金及五名最高薪人士

(a) Directors' emoluments

The emoluments paid or payable to each of the directors were as follows:

(a) 董事酬金

已付或應付予各名董事的酬金載列如下：

Year ended 31 December 2020

截至二零二零年十二月三十一日止年度

		Mr. Hung Tsung Chin 洪聰進先生 HK$'000 千港元	Mr. Wu Chia Ming 吳嘉明先生 HK$'000 千港元	Mr. Li Chak Hung 李澤雄先生 HK$'000 千港元	Mr. Lau Yau Cheung 劉幼祥先生 HK$'000 千港元	Mr. Kuo Jen Hao 郭人豪先生 HK$'000 千港元	Mr. Chen Wei Chun 陳偉鈞先生 HK$'000 千港元	Total 總計 HK$'000 千港元
Fees	袍金	120	120	120	180	120	120	780
Other emoluments:	其他酬金：							
— Salaries and other benefits	一薪金及其他福利	1,473	–	–	–	–	968	2,441
— Retirement benefits schemes contributions	一退休福利計劃供款	19	–	–	–	–	–	19
Total emoluments	酬金總額	1,612	120	120	180	120	1,088	3,240

Year ended 31 December 2019

截至二零一九年十二月三十一日止年度

		Mr. Hung Tsung Chin 洪聰進先生 HK$'000 千港元	Mr. Wu Chia Ming 吳嘉明先生 HK$'000 千港元	Mr. Li Chak Hung 李澤雄先生 HK$'000 千港元	Mr. Lau Yau Cheung 劉幼祥先生 HK$'000 千港元	Mr. Kuo Jen Hao 郭人豪先生 HK$'000 千港元	Mr. Chen Wei Chun 陳偉鈞先生 HK$'000 千港元	Total 總計 HK$'000 千港元
Fees	袍金	120	120	120	180	120	120	780
Other emoluments:	其他酬金：							
— Salaries and other benefits	一薪金及其他福利	1,453	–	–	–	–	560	2,013
— Retirement benefits schemes contributions	一退休福利計劃供款	12	–	–	–	–	–	12
Total emoluments	酬金總額	1,585	120	120	180	120	680	2,805

13. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

13. 董事酬金及五名最高薪人士(續)

(b) Five highest paid individuals

Of the five individuals with the highest emoluments in the Group, one (2019: one) was director of the Company whose emoluments is included in the disclosure set out above. The emoluments of the remaining four (2019: four) individuals are as follows:

(b) 五名最高薪人士

本集團五名最高薪人士中，一名(二零一九年：一名)為本公司董事，有關酬金已載於上文。其餘四名(二零一九年：四名)人士的酬金如下：

		2020 **二零二零年** **HK$'000** **千港元**	2019 二零一九年 HK$'000 千港元
Salaries and other benefits	薪金及其他福利	**6,869**	6,347
Retirement benefit schemes contributions	退休福利計劃供款	**205**	153
Total emoluments	酬金總額	**7,074**	6,500

The emoluments were within the following bands:

酬金介乎以下範圍：

		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$1,000,001 to HK$1,500,000	1,000,001港元至1,500,000港元	**1**	1
HK$1,500,001 to HK$2,000,000	1,500,001港元至2,000,000港元	**1**	3
HK$2,000,001 to HK$2,500,000	2,000,001港元至2,500,000港元	**2**	–

During each of the years ended 31 December 2020 and 2019, no emoluments were paid by the Group to any of the Directors and top paid employees as an inducement to join or upon joining the Group or as compensation for loss of office. No director waived any emoluments for each of 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各年度，本集團並無向任何董事及最高薪僱員支付酬金，作為招攬或獎勵加盟本集團的酬金或離職補償。截至二零二零年及二零一九年十二月三十一日止各年度，概無董事放棄任何酬金。

14. DIVIDENDS

The Board has resolved not to recommend the payment of a final dividend for the year ended 31 December 2020 (2019: Nil).

14. 股息

董事會議決不派付截至二零二零年十二月三十一日止年度的末期股息(二零一九年：無)。

15. LOSS PER SHARE

Basic loss per share

Continuing and discontinued operations

The calculation of basic loss per share is based on the consolidated loss attributable to the owners of the Company of HK$12,594,000 (2019: HK$315,461,000) and on the weighted average number of 3,294,556,472 (2019: 3,278,825,335) ordinary shares in issue during the year.

Continuing operations

The calculation of basic loss per share from continuing operations is based on the loss for the year attributable to the owners of the Company from continuing operations of HK$12,594,000 (2019: HK$441,458,000) and the denominators detailed above for basic loss per share.

Discontinued operation

For the year ended 31 December 2019, basic earnings per share for the discontinued operation attributable to the owners of the Company was HK3.8 cents, based on the profit for the year ended 31 December 2019 from the discontinued operation of HK$125,997,000 and the denominators detailed above for basic loss per share.

Diluted loss per share

The computation of diluted loss per share does not assume the exercise of the Company's outstanding share options as the exercise price of those options is higher than the average market price for shares. Diluted loss per share for each of the two years ended 31 December 2020 respectively is the same as the basic loss per share for both continuing and discontinued operations as there were no dilutive potential ordinary shares during both years.

15. 每股虧損

每股基本虧損

持續及已終止經營業務

每股基本虧損乃按照本公司擁有人應佔綜合虧損12,594,000港元(二零一九年：315,461,000港元)及本年度已發行普通股加權平均數3,294,556,472股(二零一九年：3,278,825,335股)計算。

持續經營業務

持續經營業務的每股基本虧損乃按照本公司擁有人應佔本年度持續經營業務的虧損12,594,000港元(二零一九年：441,458,000港元)及上文所詳述每股基本虧損的分母計算。

已終止經營業務

截至二零一九年十二月三十一日止年度，本公司擁有人應佔已終止經營業務的每股基本盈利為3.8港仙，乃基於已終止經營業務截至二零一九年十二月三十一日止年度溢利125,997,000港元及上文所詳述每股基本虧損的分母計算。

每股攤薄虧損

由於本公司尚未行使購股權之行使價高於股份之平均市價，故計算每股攤薄盈利時並無假設行使該等尚未行使購股權。由於截至二零二零年十二月三十一日止兩個年度各年並無攤薄潛在普通股，本公司擁有人應佔持續及已終止經營業務之每股攤薄虧損相同。

16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Freehold land outside Hong Kong 於香港以外的永久業權土地 HK$000 千港元	Leasehold land outside Hong Kong 於香港以外的租賃土地 HK$'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$'000 千港元	Furniture, fixtures and equipment 傢俬、固定裝置及設備 HK$'000 千港元	Motor vehicles 汽車 HK$'000 千港元	Computer equipment 電腦設備 HK$'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	3,578	3,432	56,356	13,203	211,060	4,959	1,632	6,470	300,690
Exchange realignment	匯兑調整	(20)	(21)	(969)	(108)	(2,746)	(228)	(36)	(323)	(4,451)
Additions	添置	–	–	7,968	624	9,993	1,158	–	1,619	21,362
Transfer to investment properties	轉撥至投資物業	–	–	(1,525)	–	–	–	–	–	(1,525)
Disposals	出售	–	–	–	–	(33,240)	–	–	(1,092)	(34,332)
At 31 December 2019	於二零一九年十二月三十一日	3,558	3,411	61,830	13,719	185,067	5,889	1,596	6,674	281,744
Exchange realignment	匯兑調整	226	(15)	2,637	454	7,985	841	75	366	12,569
Additions	添置	–	–	796	290	3,687	770	1,141	794	7,478
Transfer to investment properties	轉撥至投資物業	–	–	(8,256)	–	–	–	–	–	(8,256)
Disposals	出售	–	–	–	(216)	(13,158)	(777)	(1,480)	(264)	(15,895)
Termination of a lease	終止租賃	–	–	(1,655)	–	–	–	–	–	(1,655)
Write off	撇銷	–	–	–	–	(10,104)	–	–	–	(10,104)
At 31 December 2020	於二零二零年十二月三十一日	3,784	3,396	55,352	14,247	173,477	6,723	1,332	7,570	265,881
Depreciation, amortisation and impairment	**折舊、攤銷及減值**									
At 1 January 2019	於二零一九年一月一日	–	–	31,686	7,472	152,988	1,658	1,483	5,971	201,258
Exchange realignment	匯兑調整	–	–	(533)	(89)	(1,645)	(163)	(1)	(323)	(2,754)
Provided for the year	年內撥備	–	–	4,567	1,330	15,072	1,285	43	581	22,878
Eliminated on disposal	出售時對銷	–	–	–	–	(21,777)	–	–	(1,027)	(22,804)
Eliminated on transfer to investment properties	轉撥至投資物業時對銷	–	–	(453)	–	–	–	–	–	(453)
At 31 December 2019	於二零一九年十二月三十一日	–	–	35,267	8,713	144,638	2,780	1,525	5,202	198,125
Exchange realignment	匯兑調整	–	46	1,328	77	6,081	575	(65)	495	8,537
Provided for the year	年內撥備	–	50	4,695	869	11,463	1,104	182	759	19,122
Eliminated on disposal	出售時對銷	–	–	–	(216)	(12,317)	(756)	(1,257)	(223)	(14,769)
Termination of a lease	終止租賃	–	–	(647)	–	–	–	–	–	(647)
Eliminated on transfer to investment properties	轉撥至投資物業時對銷	–	–	(2,436)	–	–	–	–	–	(2,436)
Write off	撇銷	–	–	–	–	(8,755)	–	–	–	(8,755)
At 31 December 2020	於二零二零年十二月三十一日	–	96	38,207	9,443	141,110	3,703	385	6,233	199,177
Carrying values	**賬面值**									
At 31 December 2020	於二零二零年十二月三十一日	3,784	3,300	17,145	4,804	32,367	3,020	947	1,337	66,704
At 31 December 2019	於二零一九年十二月三十一日	3,558	3,411	26,563	5,006	40,429	3,109	71	1,472	83,619

16. PROPERTY, PLANT AND EQUIPMENT (Continued)

The above items of property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

Freehold land outside Hong Kong	Nil
Leasehold land outside Hong Kong	Over the term of lease
Buildings	50 years or over the term of lease or land use rights, whichever is shorter
Leasehold improvements	20% or over the term of lease, whichever is shorter
Plant and machinery	10%–33¹/₃%
Furniture, fixtures and equipment	20%
Motor vehicles	20%–33¹/₃%
Computer equipment	20%–33¹/₃%

Certain leasehold land and building is pledged to a bank to secure a mortgage loan and general banking facilities granted to the Group (note 43).

Note:

The analysis of the net book value of right-of-use assets, included in the property, plant and equipment, by class of underlying asset is as follows:

16. 物業、廠房及設備(續)

上述物業、廠房及設備項目(在建工程除外)按下列年率以直線法計算折舊：

於香港以外的永久業權土地	無
於香港以外的租賃土地	租賃期內
樓宇	50年或租賃期或土地使用權年期內(以較短者為準)
租賃物業裝修	20%或租賃期內(以較短者為準)
廠房及機器	10%至33¹/₃%
傢俬、固定裝置及設備	20%
汽車	20%至33¹/₃%
電腦設備	20%至33¹/₃%

本集團已將部份租賃土地及樓宇抵押，作為授予本集團抵押貸款及一般銀行信貸的抵押(附註43)。

附註：

按相關資產類別劃分的使用權資產(計入物業、廠房及設備)的賬面淨值的分析如下：

Right-of-use assets	**使用權資產**	**Leasehold land outside Hong Kong 於香港以外的租賃土地** HK$'000 千港元	**Buildings 樓宇** HK$'000 千港元	**Motor Vehicle 汽車** HK$'000 千港元
At 1 January 2019	於二零一九年一月一日	3,432	7,361	–
Additions	添置	–	7,968	–
Depreciation	折舊	–	(3,365)	–
Exchange realignment	匯兌調整	(21)	85	–
At 31 December 2019	於二零一九年十二月三十一日	3,411	12,049	–
Additions	添置	–	796	222
Termination of a lease	終止租賃	–	(1,008)	–
Depreciation	折舊	(50)	(3,095)	(17)
Exchange realignment	匯兌調整	(61)	(513)	–
At 31 December 2020	**於二零二零年十二月三十一日**	3,300	8,229	205

17. PREPAID LEASE PAYMENTS

17. 預付租賃付款

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
At beginning of the year	於年初	**992**	1,326
Exchange realignment	匯兌調整	**59**	(22)
Released to profit or loss	撥至損益	**(56)**	(64)
Transfer to investment properties	轉撥至投資物業	**(909)**	(248)
At the end of the year	於年末	**86**	992
Analysed for reporting purposes as:	就呈報用途分析為：		
Current asset	流動資產	**28**	57
Non-current asset	非流動資產	**58**	935
		86	992

18. INVESTMENT PROPERTIES

18. 投資物業

		HK$'000 千港元
At 1 January 2019	於二零一九年一月一日	149,738
Exchange realignment	匯兑調整	(3,216)
Transfer from property, plant and equipment and prepaid lease payments	轉撥自物業、廠房及設備及預付租賃款項	4,242
Change in fair value recognised in profit or loss	於損益中確認之公平值變動	(3,142)
At 31 December 2019	於二零一九年十二月三十一日	147,622
Exchange realignment	匯兑調整	9,941
Transfer from property, plant and equipment and prepaid lease payments	轉撥自物業、廠房及設備及預付租賃款項	40,827
Change in fair value recognised in profit or loss	於損益中確認之公平值變動	7,052
At 31 December 2020	於二零二零年十二月三十一日	205,442

Note:

The fair values of the Group's investment properties at 31 December 2020 and 2019 have been arrived at on the basis of valuations carried out by RHL Appraisal Limited, an independent qualified professional valuers not connected to the Group and possess appropriate qualifications and experience in the valuation of properties in the relevant locations. The Group's investment properties were valued with reference to valuation by the valuer using market comparison approach or income approach as appropriate.

For market comparison approach, the fair value is determined by considering the market evidence of transaction prices for similar properties in similar location and conditions, adjusted by the discount specific to the quality of the Group's properties as compared to the comparable properties.

In arriving at the valuation on the basis of income approach, the fair value is determined by capitalising the net rental income derived from the existing tenancies with due allowance or provision for the reversionary potential of the properties.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

During the year ended 31 December 2020, the Group reclassified one of its owner — occupied factory in the PRC as an investment property. As a result, gain on revaluation of properties of approximately HK$25,573,000 was recognised in other comprehensive income upon transfer of property, plant and equipment to investment properties.

附註：

本集團投資物業於於二零二零年及二零一九年十二月三十一日的公平值按永利行評值顧問有限公司於該日進行估值的基準達致。永利行評值顧問有限公司為與本集團概無關連的獨立合資格專業估值師，擁有對相關地點的物業進行估值的適當資格及經驗。本集團投資物業的估值均由估值師使用市場比較法或按收入法(視情況而定)達致。

就市場比較法而言，公平值乃經考慮地點及條件相近的類似物業的市場成交價憑證釐定，並按本集團的物業質素對比可資比較物業得出的折讓作調整。

按收入法達致估值時，乃將現有租賃協議所產生的淨租金收入撥作資本，並就物業的可復歸收入潛力計提適當撥備而達致公平值。

於估計該等物業的公平值時，物業的最高及最佳用途即其現有用途。

於截至二零二零年十二月三十一日止年度，本集團將其於中國的一間自用廠房重新分類為投資物業。因此，於物業、廠房及設備轉撥至投資物業時，物業重估收益約25,573,000港元於其他全面收益確認。

18. INVESTMENT PROPERTIES (Continued)

Note: (Continued)

Following are the key inputs used in valuing the investment properties as at 31 December 2020 and 2019:

18. 投資物業(續)

附註:(續)

於二零二零年及二零一九年十二月三十一日為投資物業進行估值時所用的主要輸入值如下:

Category 類別	Fair value hierarchy 公平值級別	**Fair value at 31 December 2020 二零二零年十二月三十一日公平值 HK$'000 千港元**	Fair value at 31 December 2019 二零一九年十二月三十一日公平值 HK$'000 千港元	Valuation techniques 估值技術	Key unobservable inputs 主要不可觀察輸入值	Range or weighted average 範圍或加權平均值	Relationship of unobservable inputs to fair value 不可觀察輸入值與公平值的關係
Industrial properties in the PRC* 中國工業物業*	Level 3 第三級	**13,902**	12,838	Income 收入法	Reversionary yield (derived from monthly market rent) 可復歸收入(按月租市價計算)	5%–6% (2019: 5%–6%) 5%至6%(二零一九年:5%至6%)	The higher the reversionary yield, the lower the fair value 可復歸收入越高,公平值越低
					Estimated rental value 預計租金價值	Renminbi ("**RMB**") 2.4-RMB15.0 per month per square meter (2019: RMB2.4–RMB15.0 per month per square meter) 每月每平方米人民幣(「**人民幣**」)2.4元至人民幣15.0元(二零一九年:每月每平方米人民幣2.4元至人民幣15.0元)	The higher the rental value, the higher the fair value 租金價值越高,公平值越高
		191,540	134,784	Market comparison 市場比較法	Discount on quality of properties (e.g. location, size and asking price of the properties) 按物業質素(例如物業地點、大小及叫價)的折讓	32.2%-48.3% (2019: 44.5%-44.7%) 32.2%至48.3%(二零一九年:44.5%至44.7%)	The higher the discount on quality of properties with reference to comparable, the lower the fair value 經參考可資比較物業,物業質素折讓越高,公平值越低

18. INVESTMENT PROPERTIES (Continued)

18. 投資物業(續)

Note: (Continued)

附註：(續)

The fair value of investment properties is a level 3 recurring fair value measurement. A reconciliation of the opening and closing fair value balance is provided below:

投資物業的公平值為第三級經常性公平值計量。期初及期末的公平值餘額對賬如下：

		2020 二零二零年 HK'000 千港元	2019 二零一九年 HK'000 千港元
Opening balance	年初結餘	**147,622**	149,738
Exchange realignment	匯兑調整	**9,941**	(3,216)
Transfer from property, plant and equipment and prepaid lease payment	轉撥自物業、廠房及設備及預付租賃款項	**40,827**	4,242
Changes in fair value recognised in profit or loss	於損益中確認之公平值變動	**7,052**	(3,142)
Closing balance (level 3 recurring fair value)	年末結餘(第三級經常性公平值)	**205,442**	147,622

There was no transfer amongst levels during the year.

年內，各級別之間概無轉移。

Investment property is pledged to a bank to secure a mortgage loan and general banking facilities granted to the Group (note 43).

投資物業已抵押予銀行，作為授予本集團抵押貸款及一般銀行信貸的抵押(附註43)。

* The address of the industrial properties in the PRC is Xin Qian Jin Village "San Shi". Tanzhou County, Zhongshan City, Guangdong Province, the PRC. The property comprises Block 1–2, 4-7 and dormitory factory. The term of lease is medium.

* 於中國的工業物業地址為中國廣東省中山市坦洲鎮散石新前進村。物業包括第1–2棟、4–7棟及工廠宿舍。租期屬中期。

19. GOODWILL

19. 商譽

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
COST	**成本**		
At beginning of the year	於年初	**93,016**	219,595
Exchange realignment	匯兌調整	**868**	(936)
Derecognised upon disposal*	於出售時終止確認*	**–**	(125,643)
At the end of the year	於年末	**93,884**	93,016
IMPAIRMENT	**減值**		
At beginning of the year	於年初	**83,744**	209,387
Derecognised upon disposal*	於出售時終止確認*	**–**	(125,643)
Provision for impairment loss	減值虧損撥備	**–**	–
At the end of the year	於年末	**83,744**	83,744
CARRYING AMOUNT	**賬面值**		
At the end of the year	於年末	**10,140**	9,272

* Goodwill allocated to the cash generated unit of Satellite TV broadcasting ("**MyHD CGU**") was derecognised upon the disposal of SCG group as set out in note 36(b).

* 分配至衛星電視廣播現金產生單位(「**MyHD現金產生單位**」)的商譽於附註36(b)所載出售SCG集團時終止確認。

19. GOODWILL (Continued)

For the purposes of impairment testing, goodwill has been allocated to the following CGU:

19. 商譽(續)

就減值測試而言，商譽已分配至以下現金產生單位：

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Satellite TV equipment and antenna products — PBT CGU	衛星電視設備及天線產品 — 博百科技現金產生單位	**10,140**	9,272

Goodwill allocated to other CGUs with gross carrying amount of HK$83,744,000 was fully provided in previous years.

分配至其他現金產生單位的商譽之賬面總值為83,744,000港元，已於過往年度全額撥備。

During the year ended 31 December 2020, the management assessed the expected recoverable amount of PBT CGU based on the higher of value in use and fair value less cost of disposal.

於截至二零二零年十二月三十一日止年度，管理層按照使用價值及公平值減去出售成本的較高者評估博百科技現金產生單位的預期可收回金額。

The recoverable amount of PBT CGU has been determined based on the value in use calculation, based on a detailed budget plan, the expected cash flows beyond the detailed budget plan are extrapolated at the growth rates stated below. The key assumptions used for value in use calculation are as follows:

博百科技現金產生單位的可收回金額已根據詳盡的預算計劃按使用價值計算方法釐定，並按下述增長率推算該詳盡預算計劃以外的預計現金流量。使用價值計算方法的主要假設如下：

		PBT CGU 博百科技現金產生單位 2020 二零二零年	 2019 二零一九年
Budget plan	預算計劃	**5 years 年**	5 years 年
Growth rate	增長率	**5%**	5%
Discount rate	貼現率	**14.03%**	13.08%

The growth rate is based on the relevant industry growth forecasts and does not exceed the average long-term growth rate for the relevant industry. The cash flow projections are from the most recent financial budget approved by the management. Other key assumptions for the value in use calculation are budgeted gross margin and budgeted revenue, which are determined based on the unit's past performance and management's expectations regarding market development.

該增長率以相關行業的增長預測為基礎，不會超過相關行業的平均長遠增長率。現金流量預測以管理層批准的最近期財政預算為基準。使用價值計算方法的其他主要假設為預算毛利率及預算收益，此兩項乃按有關單位的過往表現及管理層對市場發展的預期釐定。

20. INTANGIBLE ASSETS

20. 無形資產

		Product technology 產品技術 HK$'000 千港元 (Note a) (附註a)	Customer relationship 客戶關係 HK$'000 千港元 (Note b) (附註b)	Others 其他 HK$'000 千港元 (Note c) (附註c)	Total 總計 HK$'000 千港元
Cost	**成本**				
At 1 January 2019	於二零一九年一月一日	29,702	35,584	5,753	71,039
Addition	添置	136	–	–	136
Written off	撇銷	(128)	–	–	(128)
Exchange realignment	匯兌調整	209	(208)	(16)	(15)
At 31 December 2019	於二零一九年十二月三十一日	29,919	35,376	5,737	71,032
Addition	添置	542	–	–	542
Written off	撇銷	(5,080)	–	–	(5,080)
Exchange realignment	匯兌調整	2,857	(150)	(10)	2,697
At 31 December 2020	於二零二零年十二月三十一日	28,238	35,226	5,727	69,191
Amortisation and impairment	**攤銷及減值**				
At 1 January 2019	於二零一九年一月一日	27,230	26,115	4,529	57,874
Exchange realignment	匯兌調整	223	(181)	(9)	33
Provided for the year	本年度撥備	45	4,219	257	4,521
Written off	撇銷	(100)	–	–	(100)
At 31 December 2019	於二零一九年十二月三十一日	27,398	30,153	4,777	62,328
Exchange realignment	匯兌調整	2,888	(132)	(7)	2,749
Provided for the year	本年度撥備	224	4,177	957	5,358
Written off	撇銷	(5,080)	–	–	(5,080)
At 31 December 2020	於二零二零年十二月三十一日	25,430	34,198	5,727	65,355
Carrying amounts	**賬面值**				
At 31 December 2020	於二零二零年十二月三十一日	2,808	1,028	–	3,836
At 31 December 2019	於二零一九年十二月三十一日	2,521	5,223	960	8,704

20. INTANGIBLE ASSETS (Continued)

Notes:

(a) Product technology represents software acquired from independent third parties for the development of TV set top box. Amortisation is provided on a straight-line basis over 3 years.

(b) Customer relationship represents contracted and non-contracted customer relationship arising from the acquisition of Pro Brand International, Inc ("**PBI**") during the year ended 30 June 2013. The amount is amortised over its estimated useful life of 7.5 years on a straight-line basis.

(c) Others mainly represent the research and development unit acquired through the acquisition of PBT during the year ended 30 June 2013. The mature research and development unit, which can support the Group's product development, was separately recognised as intangible assets based on the accounting policy stated in note 4(m)(iii). It was recognised based on the fair value at the date of acquisition. Amortisation is provided on a straight-line basis over 7.5 years.

20. 無形資產(續)

附註：

(a) 產品技術指為開發電視機頂盒而向獨立第三方收購的軟件。攤銷於三年內以直線法計提。

(b) 客戶關係指因截至二零一三年六月三十日止年度內收購Pro Brand International, Inc(「**PBI**」)而產生的合約及非合約客戶關係。該金額以於7.5年的估計可使用年期內按直線法攤銷。

(c) 其他主要指透過於截至二零一三年六月三十日止年度內收購博百科技而收購的研發單位。成熟的研發單位可支持本集團的產品開發，根據附註4(m)(iii)所載會計政策單獨確認為無形資產，並根據收購當日的公平值確認。攤銷於7.5年內以直線法計提。

21. INTEREST IN AN ASSOCIATE

21. 於一間聯營公司的權益

		2020 **二零二零年** **HK$'000** **千港元**	2019 二零一九年 HK$'000 千港元
Share of net assets of an associate	應佔一間聯營公司之淨資產	**90,393**	76,600

Movement of interest in an associate is as follows:

於一間聯營公司之權益的變動如下：

		2020 **二零二零年** **HK$'000** **千港元**	2019 二零一九年 HK$'000 千港元
At the beginning of the year	於年初	**76,600**	67,800
Share of profit of an associate	應佔一間聯營公司之溢利	**16,277**	10,320
Exchange realignment	匯兌調整	**(2,484)**	(1,520)
At the end of the year	於年末	**90,393**	76,600

21. INTEREST IN AN ASSOCIATE (Continued)

21. 於一間聯營公司的權益(續)

Note:

附註：

As 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，本集團於以下聯營公司持有權益：

Name of entity 實體名稱	Form of business structure 業務架構形式	Place of incorporation 註冊成立地點	Place of operation 經營地點	Class of shares 股份類別	Held by the Group 本集團持有	Principal activities 主要業務
Dish Media Network Limited ("**Dish Media**")	Limited company 有限公司	Nepal 尼泊爾	Nepal 尼泊爾	Ordinary 普通股	47.12%	Provision of Direct-To-Home service for satellite TV 為衛星電視提供直接入屋服務

Summarised financial information:

財務資料概述：

		2020 **二零二零年** **HK$'000** **千港元**	2019 二零一九年 HK$'000 千港元
As at 31 December	**於十二月三十一日**		
Current assets	流動資產	**84,160**	65,846
Non-current assets	非流動資產	**416,994**	430,972
Current liabilities	流動負債	**(268,855)**	(332,821)
Non-current liabilities	非流動負債	**(40,464)**	(1,433)
Year ended 31 December	**截至十二月三十一日止年度**		
Revenue	收益	**346,243**	311,135
Profit for the year	本年度溢利	**34,544**	21,902
Total comprehensive income for the year	本年度全面收益總額	**35,544**	21,902

Reconciliation of the above summarised financial information to the carrying amount of the interest in an associate recognised in the consolidated financial statements:

上述財務資料概要與綜合財務報表所確認於一間聯營公司的權益的賬面金額的對賬：

		2020 **二零二零年** **HK$'000** **千港元**	2019 二零一九年 HK$'000 千港元
Net assets	資產淨值	**191,835**	162,564
Proportion of the Group's ownership interest	本集團擁有權權益的比例	**47.12%**	47.12%
Carrying amount of the Group's interest in an associate	本集團於一間聯營公司之權益的賬面值	**90,393**	76,600

22. AMOUNT DUE FROM/LOAN TO AN ASSOCIATE

22. 應收一間聯營公司／給予一間聯營公司的貸款

		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			
Loan receivables	應收貸款	(i)	**22,155**	22,130
Current assets	流動資產			
Trade receivables	應收貿易賬款	(ii)	**36,116**	56,934
Interest receivable on loan receivables	應收貸款之應收利息		**240**	4,795
Amount due from an associate	應收一間聯營公司款項		**36,356**	61,729

Notes:

(i) The amount is unsecured and bears interest at a fixed rate of 4.75% (2019: 4.75%) per annum. The loan receivables mature on 31 December 2022.

(ii) Amount being unsecured and interest-free. The Group allows a credit period of 360 days.

附註：

(i) 該款項為無抵押及按固定年利率4.75厘計息（二零一九年：4.75厘）。應收貸款於二零二二年十二月三十一日到期。

(ii) 該款項乃無抵押及不計息。本集團給予的信貸期為360日。

The following is an ageing analysis of trade receivables due from an associate, presented based on the invoice date, at the end of the reporting period:

應收一間聯營公司的應收貿易賬款於報告期末按發票日期呈列之賬齡分析如下：

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
More than 360 days	超過360日	**36,116**	56,934

22. AMOUNT DUE FROM/LOAN TO AN ASSOCIATE (Continued)

Expected credit loss on trade receivables due from and loan to an associate was based on the accounting policy stated in note 4 (o)(ii). Based on the Group's assessment, the Group recognised the reversal of expected credit loss on trade receivables due from an associate of HK$2,316,000 (2019: HK$5,836,000) and reversal of expected credit loss on loan to an associate of HK$25,000 (2019: provision for expected credit loss of HK$7,000) during the year.

Further details on the group's credit policy and credit risk arising from amount due from and loan to an associate are set out in note 39(b).

22. 應收一間聯營公司╱給予一間聯營公司的貸款(續)

應收一間聯營公司的應收貿易賬款及給予一間聯營公司的貸款的預期信貸虧損乃基於附註4(o)(ii)所載會計政策計算。根據本集團的評估,年內本集團已確認應收一間聯營公司的應收貿易賬款的預期信貸虧損撥回2,316,000港元(二零一九年:5,836,000港元)及給予一間聯營公司的貸款的預期信貸虧損撥回25,000港元(二零一九年:預期信貸虧損撥備7,000港元)。

有關本集團的信貸政策及產生自應收一間聯營公司的款項及給予一間聯營公司的貸款之信貸風險的進一步詳情載列於附註39(b)。

23. LOAN RECEIVABLES

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
Loans receivables (note i)	應收貸款(附註i)	**12,989**	12,989
Loans receivables due from former subsidiaries (note ii)	應收前附屬公司的應收貸款(附註ii)	**643,626**	646,366
		656,615	659,355
Less: allowance for doubtful debts (note iii)	減:呆賬撥備(附註iii)	**(656,615)**	(659,355)
		–	–

23. LOAN RECEIVABLES (Continued)

Notes:

(i) As at 31 December 2020 and 2019, the Group had loan receivable amounting to HK$12,989,000 from a third party. The amount was unsecured and bore interest at 1.2% (2019: 1.2%) per annum. This loan receivable was fully impaired as at 31 December 2020 and 2019.

(ii) During the year ended 31 December 2019, as set out in note 36(b), the Group disposed of the entire equity interest in Speed Connection Group Limited (the "**Disposal**"), and since then, the loan receivables from Speed Connection Group Limited and its subsidiary MyHD Media FZ LLC ("**MyHD**") were classified as loan receivables due from former subsidiaries.

The loan receivables due from former subsidiaries were arising from the disposal of all interests in MyHD and the extension of the existing loans to MyHD. For details, please refer to the announcement of the Company dated 31 December 2018 and the circular of the Company dated 25 May 2019. The amounts were unsecured, interest-bearing at rates ranged from 3 months LIBOR plus 100 basis point per annum to 10% per annum and were matured on 31 December 2020.

The principal amounts of these loan receivables at the date of the Disposal were US$71,298,000 (equivalent to approximately HK$552,711,000), in which amount of US$9,554,000 (equivalent to approximately HK$74,064,000) due from Speed Connection Group Limited, bore interest rate at 3 months LIBOR plus 100 basis points per annum; and amount of US$51,244,000 (equivalent to approximately HK$397,249,000) and amount of US$10,500,000 (equivalent to approximately HK$81,398,000) due from MyHD (the non-wholly owned subsidiary of Speed Connection Group Limited), bore interest rate at 10% per annum and at 3 months LIBOR plus 100 basis points per annum respectively, and the corresponding interest receivables were US$11,728,000 (equivalent to approximately HK$90,915,000). These loan receivables and the interest receivables, net of the provision of expected credit loss of HK$219,103,000 as at the date of the Disposal, amounted to HK$429,410,000 were recognised as loan receivables upon the Disposal.

In December 2019, management was given to understand that Speed Connection Group Limited and MyHD were in serious financial problem and ceased to operate in late 2019. As such, management considered these loan receivables were credit-impaired and recognised life time ECLs of the total net carrying amount of these loan receivables of HK$429,410,000 at 31 December 2019.

The provision of expected credit loss was determined by the management of the Group based on the creditworthiness and the past collection history of the borrowers.

23. 應收貸款(續)

附註:

(i) 於二零二零年及二零一九年十二月三十一日,本集團擁有授予一名第三方的應收貸款12,989,000港元。該款項為無抵押,按年利率1.2厘(二零一九年:1.2厘)計息。該應收貸款已於二零二零年及二零一九年十二月三十一日完全減值。

(ii) 於截至二零一九年十二月三十一日止年度,誠如附註36(b)所載,本集團出售於捷聯集團有限公司之全部股本權益(「**出售事項**」),自此以後,來自捷聯集團有限公司及其附屬公司MyHD Media FZ LLC(「**MyHD**」)之應收貸款已分類為應收前附屬公司貸款。

應收前附屬公司貸款乃產生自出售於MyHD之全部權益,以及將授予MyHD的現有貸款延長。詳情請參閱本公司日期為二零一八年十二月三十一日之公告及本公司日期為二零一九年五月二十五日之通函。該等金額為無抵押、按三個月倫敦銀行同業拆息加100個基點至10厘的年利率計息,並已於二零二零年十二月三十一日到期。

於出售事項日期,該等應收貸款之本金額為71,298,000美元(相當於約552,711,000港元),其中應收捷聯集團有限公司之9,554,000美元(相當於約74,064,000港元)按三個月倫敦銀行同業拆息加100個基點的年利率計息,而應收MyHD(捷聯集團有限公司之非全資附屬公司)之51,244,000美元(相當於約397,249,000港元)及10,500,000美元(相當於約81,398,000港元)則分別按年利率10厘及三個月倫敦銀行同業拆息加100個基點計息,相應的應收利息為11,728,000美元(相當於約90,915,000港元)。於出售事項日期扣除預期信貸虧損撥備219,103,000港元後,該等應收貸款及應收利息為429,410,000港元,已於出售事項後確認為應收貸款。

於二零一九年十二月,管理層知悉捷聯集團有限公司及MyHD面臨嚴重財務問題,並於二零一九年底終止營運。因此,管理層認為該等應收貸款已信貸減值,並就該等應收貸款於二零一九年十二月三十一日之賬面淨值總額429,410,000港元確認全期預期信貸虧損。

預期信貸虧損撥備由本集團管理層基於借款人之信譽及過往收賬紀錄而釐定。

23. LOAN RECEIVABLES (Continued)

Notes: (Continued)

(iii) Allowances for doubtful debts

23. 應收貸款(續)

附註：(續)

(iii) 呆賬撥備

		2020 **二零二零年** **HK$'000** **千港元**	2019 二零一九年 HK$'000 千港元
At the beginning of year	於年初	**659,355**	50,713
Reversal of expected credit loss	預期信貸虧損撥回	**–**	(8,794)
Written off	撇銷	**–**	(28,930)
Recognised upon the Disposal (note (ii))	於出售事項後確認(附註(ii))	**–**	219,103
Provision for expected credit loss (note (ii))	預期信貸虧損撥備(附註(ii))	**–**	429,410
Exchange realignment	匯兌調整	**(2,740)**	(2,147)
At the end of year	於年末	**656,615**	659,355

24. DEFERRED TAXATION

The following are the major deferred tax assets/(liabilities) recognised by the Group and movements thereon during the year:

24. 遞延稅項

於本年度本集團已確認的主要遞延稅項資產／(負債)及其變動如下：

		Fair value adjustment on intangible asset **無形資產公平值調整** HK$'000 千港元	**Revaluation of investment properties** **投資物業重估** HK$'000 千港元	**Provision for PRC withholding tax** **中國預扣稅撥備** HK$'000 千港元	**Accelerated tax depreciation** **加速稅項折舊** HK$'000 千港元	**Provision and others** **撥備及其他** HK$'000 千港元	**Total** **總額** HK$'000 千港元
At 1 January 2019	於二零一九年一月一日	(5,649)	(40,943)	(6,206)	(650)	3,147	(50,301)
Exchange realignment	匯兌調整	23	279	362	–	(16)	648
Charge to property revaluation reserve	於物業重估儲備扣除	–	(692)	–	–	–	(692)
Credit to profit or loss for the year	於本年度損益計入	1,340	785	–	–	215	2,340
At 31 December 2019	於二零一九年十二月三十一日	(4,286)	(40,571)	(5,844)	(650)	3,346	(48,005)
Exchange realignment	匯兌調整	17	(1,776)	(347)	–	(12)	(2,118)
Charge to property revaluation reserve	於物業重估儲備扣除	–	(8,524)	–	–	–	(8,524)
Credit (charge) to profit or loss for the year	於本年度損益計入(扣除)	1,387	(1,763)	–	–	878	502
At 31 December 2020	於二零二零年十二月三十一日	(2,882)	(52,634)	(6,191)	(650)	4,212	(58,145)

24. DEFERRED TAXATION (Continued)

The following is the analysis of the deferred tax balances for financial reporting purposes:

24. 遞延税項(續)

就財務呈報用途作出的遞延税項結餘分析如下：

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Deferred tax assets	遞延税項資產	**4,212**	3,346
Deferred tax liabilities	遞延税項負債	**(62,357)**	(51,351)
		(58,145)	(48,005)

At 31 December 2020, the Group had unrecognised tax losses of HK$117,544,000 (2019: HK$106,243,000) available for offset against future profits due to the unpredictability of future profit streams.

由於無法預測未來溢利來源，於二零二零年十二月三十一日，本集團有未確認的税項虧損117,544,000港元(二零一九年：106,243,000港元)可供抵銷未來溢利。

Under the Law of the PRC on Enterprise Income Tax, withholding tax at 10% is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has been provided for in full in respect of undistributed profits retained by PRC entities in the consolidated financial statements.

根據中國企業所得税法，由二零零八年一月一日起從中國附屬公司獲得的溢利所宣派的股息需繳納預扣税10%。中國實體所保留的未分配利潤有關的遞延税項已全數於綜合財務報表中撥備。

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	原材料	**45,077**	39,922
Work in progress	在製品	**23,050**	28,276
Finished goods	製成品	**88,506**	152,851
		156,633	221,049

26. TRADE, BILLS AND OTHER RECEIVABLES

26. 應收貿易賬款、應收票據及其他應收款項

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Trade and bills receivables	應收貿易賬款及應收票據	**122,505**	207,495
Other receivables	其他應收款項	**85,199**	119,305
Total trade, bills and other receivables	應收貿易賬款、應收票據及其他應收款項總額	**207,704**	326,800

26. TRADE, BILLS AND OTHER RECEIVABLES (Continued)

The Group allows an average credit period of 60 to 120 days to its trade customers. The following is an ageing analysis of trade and bills receivables presented based on the invoice date at the end of the year:

26. 應收貿易賬款、應收票據及其他應收款項(續)

本集團給予其貿易客戶之信貸期平均為60至120日。應收貿易賬款及應收票據於年末按發票日期呈列之賬齡分析如下：

		2020 **二零二零年** **HK$'000** **千港元**	2019 二零一九年 HK$'000 千港元
0–30 days	0至30日	**80,637**	93,837
31–90 days	31至90日	**15,727**	63,794
91–180 days	91至180日	**14,140**	36,489
More than 180 days	超過180日	**151,762**	146,351
		262,266	340,471
Less: Loss allowance	減：虧損撥備	**(139,761)**	(132,976)
		122,505	207,495

The other classes within trade, bills and other receivables do not contain impaired assets. Expected credit loss on trade receivables was based on the accounting policy stated in note 4(o)(ii). Based on the Group's assessment, the Group recognised provision for expected credit loss on trade receivables of HK$4,257,000 (2019: HK$4,692,000) during the year.

應收貿易賬款、應收票據及其他應收款項內的其他類別並不包括已減值資產。應收貿易賬款的預期信貸虧損根據附註4(o)(ii)所述會計政策計算。根據本集團評估，本集團於本年度確認應收貿易賬款的預期信貸虧損撥備4,257,000港元(二零一九年：4,692,000港元)。

Further details on the Group's credit policy and credit risk arising from trade debtors and bills receivable are set out in note 39(b).

有關本集團信貸政策以及因應收貿易賬款及應收票據產生的信貸風險的進一步詳情載於附註39(b)。

27. PLEDGED BANK DEPOSITS

The amounts represent deposits pledged to banks to secure short-term bank borrowings granted to the Group (note 43). The deposits carry fixed interest rates ranged from 0.01% to 1.69% (2019: 0.013% to 1.69%) per annum. The pledged bank deposits will be released upon the settlement of short-term bank borrowings.

27. 已抵押銀行存款

該金額指就本集團獲授的短期銀行借貸而抵押予銀行的存款(附註43)。該等存款乃按介乎0.01厘至1.69厘(二零一九年：0.013厘至1.69厘)之間的固定年利率計息。已抵押銀行存款將於短期銀行借貸清償後解除。

28. BANK BALANCES AND CASH

Bank balances and cash of the Group comprise bank balances and cash held and short-term bank deposits that are interest-bearing at floating interest rate and are with original maturity of three months or less. The remaining bank deposits carry fixed interest rates ranging from 0.01% to 0.3% (2019: 0.01% to 0.63%) per annum.

As at 31 December 2020, cash and bank balances denominated in RMB amounted to approximately HK$4,222,000 (2019: approximately HK$4,668,000). RMB is not freely convertible into foreign currencies in the PRC. Under the PRC's Foreign Exchange Control Regulations and Administration of Settlement and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks authorised to conduct foreign exchange business.

28. 銀行結存及現金

本集團銀行結存及現金包括所持銀行結存及現金以及按浮動利率計息及於三個月或少於三個月到期的短期銀行存款。剩餘銀行存款按介乎0.01厘至0.3厘(二零一九年：0.01厘至0.63厘)之間的固定年利率計息。

於二零二零年十二月三十一日，以人民幣計值的現金及銀行結存約為4,222,000港元(二零一九年：約4,668,000港元)。人民幣在中國境內並不能自由兌換為外幣。根據中國的外匯管理條例和結匯、售匯及付匯管理規定，本集團允許通過授權銀行兌換人民幣為外幣開展外匯業務。

29. TRADE, BILLS AND OTHER PAYABLES

29. 應付貿易賬款、應付票據及其他應付款項

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Trade payables	應付貿易賬款	**207,593**	301,571
Bills payables	應付票據	**502**	477
Other payables and accruals (note)	其他應付款項及應計項目(附註)	**81,429**	89,702
		289,524	391,750

The following is an aged analysis of trade and bills payables, presented based on the invoice date at the end of the reporting periods:

應付貿易賬款及應付票據於報告期末按發票日期呈列之賬齡分析如下：

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
0–30 days	0至30日	**132,225**	235,388
31–90 days	31至90日	**50,735**	23,212
91–360 days	91至360日	**16,772**	31,153
More than 360 days	超過360日	**8,363**	12,295
		208,095	302,048

The average credit period for purchases of goods is 90 days.

購買貨品的平均信貸期為90日。

Note: An amount due to a Director of HK$6,859,000 (2019: HK$5,328,000) which was included in other payables. It is unsecured, interest free and repayable on demand.

附註： 其他應付款項包括一筆應付董事款項6,859,000港元(二零一九年：5,328,000港元)，此款項為無抵押、免息且須按要求償還。

30. CONTRACT LIABILITIES

30. 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
Contract liabilities arising from:	因以下產生的合約負債：		
Sale of goods	銷售貨物	**30,407**	23,509

Movements in contract liabilities

合約負債變動

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Balance as at 1 January	於一月一日結餘	**23,509**	23,614
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	年內因確認於年初計入合約負債之收益導致合約負債減少	**(23,509)**	(23,614)
Increase in contract liabilities as a result of receipt in advance of sale of goods	因銷售貨物預收款項導致合約負債增加	**30,407**	23,509
Balance as at 31 December	於十二月三十一日結餘	**30,407**	23,509

The contract liabilities mainly relate to the advance consideration received from customers. The Group's sales contracts generally have an original expected duration of one year or less and accordingly, the Group has applied the practical expedient in HKFRS 15 not to disclose the transaction price allocated to the remaining performance obligations for the contracts existed that has an original expected duration of one year or less at the end of the reporting period.

合約負債主要與已收客戶的預收代價有關。本集團銷售合約之原始預期年期一般為一年或以下，因此，本集團已應用香港財務報告準則第15號之實際權宜方案，並無披露分配至於各報告期間結束時依然存在合約下剩餘履約責任之交易價格。

31. PROVISION FOR FINANCIAL GUARANTEE

The Company had pursuant to the guarantee (the "**Guarantee**") given in favour of MyHD irrevocably guaranteed to pay all financial obligations of MyHD in relation to the third amendment agreement to the content supply agreement (the "**Content Supply Agreement**") dated 3 October 2016 which was entered into between MyHD and MBC FZ LLC. The Guarantee does not expire and the maximum amount payable by the Company under the Guarantee should not exceed US$3,500,000 (equivalent to approximately HK$27,332,000).

The Guarantee does not contain any conditions which need to be fulfilled or any circumstances which must arise before MyHD can enforce the same and demand payment from the Company. Notwithstanding that MyHD failed to observe all its payment obligations under the third amendment agreement to the Content Supply Agreement, since the date of the Guarantee up to the reporting date, the Company has not received any demand for payment from MyHD under the Guarantee.

At 31 December 2019 and 2020, the Group had recognised the provision for financial guarantee amounting to US$3,500,000 (equivalent to approximately HK$27,332,000) in relation to the Guarantee.

31. 財務擔保撥備

本公司已根據就MyHD之利益作出之擔保(「**擔保**」),不可撤回地保證支付MyHD有關MyHD與MBC FZ LLC所訂立日期為二零一六年十月三日之內容供應協議(「**內容供應協議**」)第三份修訂協議之所有財務責任。該擔保並無到期日,而本公司根據擔保應付之最高金額不得超過3,500,000美元(相當於約27,332,000港元)。

擔保並不含任何須予達成之條件或必須發生之任何情況,以規限MyHD執行擔保及要求本公司付款。儘管MyHD未能遵從於內容供應協議第三份修訂協議下之所有付款責任,惟自擔保日期起直至報告日期止,本公司並無接獲任何由MyHD根據擔保提出之付款要求。

於二零一九年及二零二零年十二月三十一日,本集團已就擔保確認為數3,500,000美元(相當於約27,332,000港元)之財務擔保撥備。

32. BANK AND OTHER BORROWINGS

32. 銀行及其他借貸

		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	**171,379**	211,342
Other loans	其他貸款	**241,605**	241,271
		412,984	452,613
Analysed as:	分析為：		
Secured	有抵押	**155,370**	201,878
Unsecured	無抵押	**257,614**	250,735
		412,984	452,613
Carrying amount repayable:	須於下列期間償還的賬面值：		
On demand or within one year	按要求或一年內	**383,144**	441,045
In more than one year but not more than two years	超過一年但不超過兩年	**29,840**	11,568
		412,984	452,613
Less: Amount due within one year shown under current liabilities	減：於流動負債項下所示一年內到期款項	**(383,144)**	(441,045)
Amount due after one year	一年後到期的款項	**29,840**	11,568

The range of the effective interest rates on the Group's bank and other borrowings are as follows:

本集團的銀行及其他借貸之實際利率的範圍如下：

		2020 二零二零年	2019 二零一九年
Interest rate borrowings	有息借貸	**0.81%–10%**	1.65%–10%

The security of bank borrowings is set out in note 43.

銀行借款抵押載於附註43。

33. DEFINED BENEFIT OBLIGATION

The Group have defined benefit pension plan, covering substantially all of its qualified employees in India. The amounts of employee benefit obligation recognised in the statement of financial position represent the present values of the unfunded obligation.

The defined benefit obligation was determined based on actuarial valuation performed by Charan Gupta Consultants PVT LTD, an independent actuary, whose registered office is located at B-40, Sector 52, Noida-201 307. U.P., using the projected unit credit method.

The components of net benefit expenses in profit or loss and the amounts recognised in the statement of financial position are summarised as follows:

(a) The provisions for defined benefit obligation recognised in the consolidated statement of financial position are shown as follows:

33. 界定福利責任

本集團有界定福利退休金計劃，涵蓋絕大部分於印度的合資格僱員。於財務狀況表確認的僱員福利責任金額指未供款責任的現值。

界定福利責任乃根據獨立精算師Charan Gupta Consultants PVT LTD採用預計單位信貸法進行的精算估值釐定。Charan Gupta Consultants PVT LTD的註冊辦事處位於B-40, Sector 52, Noida-201 307. U.P.。

於損益項下的淨福利開支組成部分以及財務狀況表中確認的金額概述如下：

(a) 於綜合財務狀況表確認的界定福利責任的撥備如下：

		2020 **二零二零年** **HK$'000** **千港元**	2019 二零一九年 HK$'000 千港元
Non-current liabilities:	非流動負債：		
Present value of unfunded obligation	未供款責任的現值	**32**	33

33. DEFINED BENEFIT OBLIGATION (Continued)

33. 界定福利責任(續)

(b) The movements of the defined benefit obligation are as follows:

(b) 界定福利責任之變動如下：

		2020 **二零二零年** **HK$'000** **千港元**	2019 二零一九年 HK$'000 千港元
At beginning of the year	於年初	**33**	136
Current service costs	即期服務成本	**–**	41
Re-measurement gain recognised in other comprehensive income	於其他全面收益確認的重新計量收益	**–**	(83)
Written off	撇銷	**–**	(60)
Exchange realignment	匯兌調整	**(1)**	(1)
At the end of year	於年末	**32**	33

(c) The net expenses recognised in the consolidated profit or loss are analysed as follows:

(c) 於綜合損益中確認之開支淨額分析如下：

		2020 **二零二零年** **HK$'000** **千港元**	2019 二零一九年 HK$'000 千港元
Current service costs	即期服務成本	**–**	41
Interest cost on benefit obligations	對福利責任的利息成本	**–**	–
Net benefit expenses	福利開支淨額	**–**	41

33. DEFINED BENEFIT OBLIGATION (Continued)

33. 界定福利責任(續)

(d) The principal actuarial assumptions used in valuing the provisions for defined benefit obligation at the end of the reporting period are as follows:

(d) 估算於報告期末的界定福利責任撥備所用的主要精算假設如下：

		2020 **二零二零年** **%** **百份比**	2019 二零一九年 % 百份比
Discount rate	貼現率	**6.45**	6.45
Rate of salary increase	薪金增長率	**11.00**	11.00

The average duration of the provision for defined benefits at the end of the reporting period is as follows:

各報告期末的界定福利撥備的平均年期如下：

		2020 **二零二零年**	2019 二零一九年
Number of employee	僱員數目	**9**	14
Average past service (years)	平均服務時間(年)	**2.99**	2.10
Average age (years)	平均年齡(歲)	**34.28**	30.6
Average remaining working life (years)	平均剩餘工作年期(年)	**23.62**	27.4
Weighted average duration (years)	加權平均年期(年)	**4.36**	4.36

33. DEFINED BENEFIT OBLIGATION (Continued)

(e) The quantitative sensitivity analysis of the provisions for defined benefits at the end of the reporting period is as follows:

33. 界定福利責任(續)

(e) 於報告期末的界定福利撥備的量化敏感度分析如下：

		Increase in rate 增長率 % 百分比	Decrease in provisions for defined benefit obligation 界定福利責任撥備減少 HK$'000 千港元	Decrease in rate 下降率 % 百分比	Increase in provisions for defined benefit obligation 界定福利責任撥備增加 HK$'000 千港元
Discount rate	貼現率				
At 31 December 2019	於二零一九年十二月三十一日	0.5	(4)	0.5	4
At 31 December 2020	於二零二零年十二月三十一日	0.5	(8)	0.5	8

The sensitivity analysis above has been determined based on a method that extrapolates the impact on the provisions for defined benefits as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

上述敏感度分析乃根據主要假設於報告期末發生合理變動時對界定福利撥備的影響推斷而釐定。

34. LEASES

The Group as a lessee:

The Group lease a motor vehicle and a number of land and properties in the jurisdictions in which it operates as its office premises under non-cancellable lease agreements, which comprise only fixed payments over lease term. Generally, the Group is restricted from assigning and subleasing the leased assets.

34. 租賃

本集團作為承租人：

本集團根據不可撤銷租賃協議於其經營所在的司法權區租賃汽車及若干土地及物業作為其辦公場所，該等協議僅包括租期內的固定付款。一般而言，本集團不得轉讓及分租租賃資產。

		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	**3,855**	4,545
Non-current liabilities	非流動負債	**4,399**	7,714
		8,254	12,259

34. LEASES (Continued)

The Group as a lessee: (Continued)

Future lease payments are due as follows:

34. 租賃(續)

本集團作為承租人:(續)

未來租賃款項到期情況如下:

		Minimum lease payments 最低租賃款項 2020 二零二零年 HK$'000 千港元	Interest 利息 2020 二零二零年 HK$'000 千港元	Present value 現值 2020 二零二零年 HK$'000 千港元
Within 1 year	一年內	**3,984**	**129**	**3,855**
After 1 year but within 2 years	一年後但於兩年內	**3,497**	**61**	**3,436**
After 2 years but within 5 years	兩年後但於五年內	**976**	**13**	**963**
		8,457	**203**	**8,254**

		Minimum lease payments 最低租賃款項 2019 二零一九年 HK$'000 千港元	Interest 利息 2019 二零一九年 HK$'000 千港元	Present value 現值 2019 二零一九年 HK$'000 千港元
Within 1 year	一年內	4,739	194	4,545
After 1 year but within 2 years	一年後但於兩年內	4,049	110	3,939
After 2 years but within 5 years	兩年後但於五年內	3,836	61	3,775
		12,624	365	12,259

34. LEASES (Continued)

The Group as a lessor:

Property rental income earned from leasing of the Group's investment properties during the year was HK$16,778,000 (2019: HK$16,148,000). The properties held by the Group have committed tenants for the next one to twenty years.

At the end of the reporting period, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

34. 租賃(續)

本集團作為出租人：

年內來自租賃本集團投資物業獲得的物業租金收入為16,778,000港元(二零一九年：16,148,000港元)。本集團所持物業於未來一至二十年已有訂約租戶。

於報告期末，本集團根據其與租戶訂立的不可註銷經營租賃於未來期間應收未貼現租賃款項如下：

		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	**22,003**	18,398
After 1 year but within 2 years	一年後但於兩年內	**21,240**	14,987
After 2 years but within 3 years	兩年後但於三年內	**18,451**	14,537
After 3 years but within 4 years	三年後但於四年內	**14,848**	11,295
After 4 years but within 5 years	四年後但於五年內	**11,742**	9,350
After 5 years	五年後	**63,991**	32,579
		152,275	101,146

35. SHARE CAPITAL 35. 股本

		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港元的普通股		
Authorised:	法定：		
At 1 January 2019, 31 December 2019, 1 January 2020 and 31 December 2020	於二零一九年一月一日、二零一九年十二月三十一日、二零二零年一月一日及二零二零年十二月三十一日	10,000,000,000	1,000,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2019, 31 December 2019 and 1 January 2020	於二零一九年一月一日、二零一九年十二月三十一日及二零二零年一月一日	3,278,825,335	327,882
Repurchase of Taiwan Depositary Receipts (note (a))	回購臺灣存託憑證(附註(a))	(97,748,625)	(9,774)
Issue of shares upon subscription (note (b))	認購時發行股份(附註(b))	100,000,000	10,000
At 31 December 2020	於二零二零年十二月三十一日	3,281,076,710	328,108

Notes:

(a) Reference is made to the announcements of the Company dated 9 April 2020, 15 April 2020, 29 April 2020, 5 May 2020, 4 August 2020, 10 August 2020 and 22 October 2020 in relation to, among other things, the delisting of TDRs of the Company as requested by the Taiwan Stock Exchange and the completion of the repurchase of TDRs and the cancellation of these repurchased TDRs.

The TDR delisting was effective from 15 June 2020 pursuant to the relevant rules of the Taiwan Stock Exchange. Within 50 days from and including the date of TDR delisting, a TDR holder may request the Company to repurchase their TDRs pursuant to the Taiwan Stock Exchange Corporation Procedures for Applications by Taiwan Stock Exchange Listed Companies for the Delisting of Securities at the repurchase price of NT$0.271 (equivalent to approximately HK$0.071).

附註：

(a) 提述本公司日期為二零二零年四月九日、二零二零年四月十五日、二零二零年四月二十九日、二零二零年五月五日、二零二零年八月四日及二零二零年八月十日及二零二零年十月二十二日之公告，內容有關(其中包括)本公司之臺灣存託憑證按臺灣證券交易所要求終止上市以及完成回購臺灣存託憑證及註銷該等已回購的臺灣存託憑證。

根據臺灣證券交易所之相關規則，臺灣存託憑證自二零二零年六月十五日起終止上市。自臺灣存託憑證終止上市日期(包括該日)起計50日內，臺灣存託憑證持有人可根據臺灣證券交易所股份有限公司上市公司申請有價證券終止上市處理程序要求本公司按回購價新台幣0.271元(相當於約0.071港元)回購其臺灣存託憑證。

35. SHARE CAPITAL (Continued)

Notes: (Continued)

(a) (Continued)

As at 3 August 2020 (being the last date for TDR holders to submit their requests for the Company to repurchase their TDRs), there are total 97,748,625 units of TDR that were required to be repurchased by the Company. The TDRs so requested to be repurchased by the Company had been surrendered to the depositary agent for cancellation. The total amount paid for the repurchase of TDRs is approximately NT$26,490,000 (equivalent to approximately HK$6,996,000) (which is calculated by multiplying the total number of TDRs required to be repurchased by the Company with the Repurchase Price of NT$0.271). The difference between (i) the amount paid for the repurchase of TDRs and (ii) the carrying amount of the relevant share capital of approximately HK$9,774,000 was recognised in the capital redemption reserve. In addition, the transaction costs directly related to the repurchase of HK$1,065,000 are accounted for as a deduction from capital redemption reserve.

(b) On 31 August 2020, the Company completed the allotment and issue of 100,000,000 ordinary shares of HK$0.1 each under general mandate. These ordinary shares rank pari passu in all respects among themselves and with other existing ordinary shares.

Details of the allotment and issue of shares are set out in the announcements of the Company dated 6 August 2020, 10 August 2020 and 31 August 2020.

35. 股本(續)

附註:(續)

(a) (續)

於二零二零年八月三日(即臺灣存託憑證持有人要求本公司購回其臺灣存託憑證之最後日期),本公司須購回合共97,748,625份臺灣存託憑證。本公司按要求購回之臺灣存託憑證已交予存託機構註銷。支付購回臺灣存託憑證之總金額約為新台幣26,490,000元(相當於約6,996,000港元)(按本公司須予購回之臺灣存託憑證總數乘以回購價新台幣0.271元計算)。(i)就回購臺灣存託憑證支付的金額與(ii)相關股本的賬面值約9,774,000港元之差額已於資本贖回儲備中確認。此外,與回購有關的交易成本1,065,000港元已作為資本贖回儲備的扣除項目入賬。

(b) 於二零二零年八月三十一日,本公司已完成根據一般授權配發及發行100,000,000股每股0.1港元之普通股。該等普通股於彼此之間及與其他現有普通股在各方面具同等地位。

配發及發行股份的詳情載於本公司日期為二零二零年八月六日、二零二零年八月十日及二零二零年八月三十一日的公告。

36. DISPOSAL OF SUBSIDIARIES

(a) During the year ended 31 December 2019, the Group disposed of the entire equity interest in FLT Hong Kong Technology Limited. The net assets of FLT Hong Kong Technology Limited at the date of disposal were as follows:

36. 出售附屬公司

(a) 於截至二零一九年十二月三十一日止年度，本集團出售其於FLT Hong Kong Technology Limited的全部股本權益。FLT Hong Kong Technology Limited於出售日期的資產淨值如下：

		HK$'000 千港元
Trade receivables	應收貿易賬款	975
Other receivables	其他應收款項	319
Trade payables	應付貿易賬款	(4)
Other payables and accruals	其他應付款項及應計項目	(350)
Net assets disposed of	所出售的資產淨值	940
Loss on disposal of subsidiaries included in profit or loss	計入損益的出售附屬公司虧損	(940)
Total consideration	總代價	–
Net cash outflow arising on disposal	出售產生的現金流出淨額	
Cash consideration	現金代價	–
Bank balance and cash disposed of	所出售的銀行結存及現金	–
		–

36. DISPOSAL OF SUBSIDIARIES (Continued)

(b) During the year ended 31 December 2019, the Group disposed of the entire equity interest in Speed Connection Group Limited, Ocean Oasis International Limited (incorporated in the British Virgin Islands), Ocean Oasis International Limited (incorporated in the United Arab Emirates) and MyHD (collectively referred to "**SCG group**"). The Disposal was completed on 25 June 2019 (the "**Disposal Date**"). The net liabilities of SCG group at the Disposal Date were as follows:

36. 出售附屬公司(續)

(b) 於截至二零一九年十二月三十一日止年度，本集團出售其於捷聯集團有限公司、Ocean Oasis International Limited(於英屬處女群島註冊成立)、Ocean Oasis International Limited(於阿拉伯聯合酋長國註冊成立)及MyHD(統稱為「**SCG集團**」)的全部股本權益。出售事項於二零一九年六月二十五日(「**出售日期**」)完成。SCG集團於出售日期的負債淨額如下：

		HK$'000 千港元
Goodwill*	商譽*	–
Inventories	存貨	3,145
Trade receivables	應收貿易賬款	17,368
Other receivables	其他應收款項	4,627
Cash and bank balance	現金及銀行結存	1,558
Trade payables	應付貿易賬款	(133,414)
Other payables and accruals	其他應付款項及應計項目	(33,607)
Net liabilities disposed of	所出售的負債淨額	(140,323)
Non-controlling interest	非控股權益	391,442
Loan receivables due from SCG group (note 23(ii))	應收SCG集團貸款(附註23 (ii))	(429,410)
Provision for financial guarantee (note 31)	財務擔保撥備(附註31)	27,332
Cost of disposal	出售成本	1,011
Gain on disposal of subsidiaries included in profit or loss (note 11)	計入損益的出售附屬公司收益(附註11)	149,948
Total consideration	總代價	–
Net cash outflow arising on disposal	出售產生的現金流出淨額	
Cash consideration (US$1)	現金代價(1美元)	–
Bank balance and cash disposed of	所出售的銀行結存及現金	(1,558)
		(1,558)

* Goodwill allocated to the cash generating unit of satellite TV broadcasting was fully impaired as at 31 December 2018.

* 分配至衛星電視廣播之現金產生單位之商譽已於二零一八年十二月三十一日悉數減值。

37. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOW

37. 綜合現金流量表附註

Reconciliation of liabilities arising from financing activities:

自融資活動產生的負債對賬：

		Bank and other borrowings 銀行及其他借貸 HK$'000 千港元 (Note 32) (附註32)	Lease liabilities 租賃負債 HK$'000 千港元 (Note 34) (附註34)
At 1 January 2019	於二零一九年一月一日	459,071	7,378
Changes from cash flows:	來自現金流的變動：		
— Proceeds from new bank loans	一新造銀行貸款所得款項	56,122	–
— Repayment of bank loans	一償還銀行貸款	(59,273)	–
— Payment of interest element of lease liabilities	一支付租賃負債利息部分	–	(221)
— Payment of principal element of lease liabilities	一支付租賃負債本金部分	–	(3,663)
Total changes from financing cash flows	融資現金流變動總額	(3,151)	(3,884)
Exchange realignment	匯兌調整	(3,307)	576
Other changes	其他變動		
— Finance charges on lease liabilities	一租賃負債的財務費用	–	221
— Recognition of lease liabilities	一確認租賃負債	–	7,968
Total other changes	其他變動總額	–	8,189
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日	452,613	12,259
Changes from cash flows:	來自現金流的變動		
— Proceeds from new bank loans	一新造銀行貸款所得款項	77,802	–
— Repayment of bank loans	一償還銀行貸款	(120,065)	–
— Payment of interest element of lease liabilities	一支付租賃負債利息部分	–	(192)
— Payment of principal element of lease liabilities	一支付租賃負債本金部分	–	(4,173)
Total changes from financing cash flows	融資現金流變動總額	(42,263)	(4,365)
Exchange realignment	匯兌調整	2,634	(1,799)
Other changes	其他變動		
— Finance charges on lease liabilities	一租賃負債的財務費用	–	192
— Recognition of lease liabilities	一確認租賃負債	–	1,018
— Termination of a lease	一終止租賃	–	949
Total other changes	其他變動總額	–	2,159
At 31 December 2020	於二零二零年十二月三十一日	412,984	8,254

38. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that 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 debt, which includes the borrowings disclosed in note 32, and equity reserves attributable to owners of the Group, comprising issued share capital and various reserves and retained profits.

The Directors review the capital structure on a regular basis. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the Directors, the Group will balance its overall capital structure through new share issues and the issue of new debt or the redemption of existing debts.

38. 資本風險管理

本集團管理其資本以確保本集團可以持續經營，通過精簡債務及權益結餘提升股東回報。本集團的整體策略與上年度保持不變。

本集團的資本結構包括債務，包括於附註32所披露的借貸及本集團擁有人應佔的權益儲備（包括已發行股本及各種儲備以及保留溢利）。

董事定期檢討資本結構。作為檢討之部分，董事考慮資本成本及與各類別資本相關的風險。根據董事的建議，本集團將透過新股份發行及發行新債務或贖回現有債務平衡其整體資本結構。

39. FINANCIAL RISK MANAGEMENT

(a) Categories of financial assets and financial liabilities

39. 財務風險管理

(a) 金融資產及金融負債的分類

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Financial assets at amortised cost	**按攤銷成本計量的金融資產**		
Trade and bills receivables	應收貿易賬款及應收票據	**122,505**	207,495
Bank balance and cash	銀行結存及現金	**88,871**	66,840
Loan receivables	應收貸款	**–**	–
Pledged bank deposits	已抵押銀行存款	**3,957**	3,973
Other receivables	其他應收款項	**43,675**	58,563
Amount due from an associate	應收一間聯營公司款項	**36,356**	61,729
Loan to an associate	給予一間聯營公司的貸款	**22,155**	22,130
		317,519	420,730
Financial liabilities at amortised cost	**按攤銷成本計量的金融負債**		
Trade and bills payables	應付貿易賬款及應付票據	**208,095**	302,048
Lease liabilities	租賃負債	**8,254**	12,259
Bank and other borrowings	銀行及其他借貸	**412,984**	452,613
Other payables	其他應付款項	**81,429**	89,702
		710,762	856,622

(b) Financial risk management objectives and policies

The Group's major financial instruments include trade, bills and other receivables, loan receivables, loan to an associate, amount due from an associate, pledged bank deposits, bank balances and cash, trade, bills and other payables, lease liabilities and bank and other borrowings. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and 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.

(b) 財務風險管理目標及政策

本集團的主要財務工具包括應收貿易賬款、應收票據及其他應收款項、應收貸款、給予一間聯營公司的貸款、應收一間聯營公司款項、已抵押銀行存款、銀行結存及現金、應付貿易賬款、應付票據及其他應付款項、租賃負債及銀行及其他借貸。該等財務工具詳情於相關附註披露。下文載列與該等財務工具有關的風險及如何降低該等風險的政策。管理層管理及監控該等風險，以確保及時有效採取適當的措施。

39. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk

(i) Currency risk

The Company's subsidiaries have foreign currency sales and purchases, which expose the Group to foreign exchange risk.

The carrying amounts of the Group's foreign currency (as in relation to the functional currency of the relevant group entities) denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Sensitivity analysis

39. 財務風險管理（續）

(b) 財務風險管理目標及政策（續）

市場風險

(i) 外匯風險

於本公司附屬公司進行外匯買賣，故本集團面對外匯風險。

於報告期末，本集團以外幣（相對於有關集團實體功能貨幣而言）計值的貨幣資產及貨幣負債的賬面值如下：

敏感度分析

		Assets 資產		Liabilities 負債	
		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
RMB	人民幣	**252**	80	**71,986**	36,892
USD	美元	**43,587**	42,773	**290,878**	298,243

The Group is mainly exposed to USD and RMB relative to the functional currency of the relevant group entities, which are mainly RMB and USD respectively. The Group does not have a formal foreign currency hedging policy. But management monitors the Group's foreign currency exposure and enters into forward contracts when movements in the exchange rates are outside management's expected range in order to minimise the exchange rate risk.

本集團主要面對與相關集團實體的功能貨幣（主要分別為人民幣及美元）有關的美元及人民幣風險。雖然本集團並無正式外匯對沖政策，但管理層會監管本集團的外匯風險並於匯率變化超出管理層預計範圍時訂立遠期合約，以降低匯率風險。

39. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(i) Currency risk (Continued)

Sensitivity analysis (Continued)

The following table details the Group's sensitivity to a 5% increase and decrease in functional currency of respective group entities against USD and RMB. 5% is the sensitivity rate used and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes both USD and RMB monetary assets and liabilities at the end of the reporting period. A negative number below indicates an increase in loss where USD and RMB strengthen 5% against the functional currency. For a 5% weakening of USD and RMB against the functional currency, there would be an equal and opposite impact on the loss for the year.

39. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

市場風險(續)

(i) 外匯風險(續)

敏感度分析(續)

下表詳列本集團就各集團實體功能貨幣兑美元及人民幣上升及下降5%的敏感度。5%為所採用的敏感率，代表管理層對外幣匯率的可能合理變動而作出的評估。敏感度分析同時包括於報告期末以美元及人民幣列值的貨幣資產及負債。下文所示負數指美元及人民幣兑功能貨幣上升5%時，令虧損增加。至於美元及人民幣兑功能貨幣下降5%時，則可能對本年度虧損產生相等及相反影響。

		2020 **二零二零年** **HK$'000** **千港元**	2019 二零一九年 HK$'000 千港元
Increase in loss for the year:	年內虧損增加：		
— RMB	一人民幣	**(2,694)**	(1,380)
— USD	一美元	**(10,200)**	(12,847)

39. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate loan to an associate, loan receivables and pledged bank deposits set out in notes 22, 23 and 27 and fixed-rate bank and other borrowings.

The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances as set out in note 28 and variable-rate bank borrowings.

The exposures of the Group's borrowings to interest rate changes at the end of the reporting period are as follows:

39. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

市場風險(續)

(ii) 利率風險

本集團面臨有關載於附註22、23及27的定息給予一間聯營公司的貸款、應收貸款及已抵押銀行存款以及定息銀行及其他借貸的公平值利率風險。

本集團亦因附註28所載浮息銀行結存與浮息銀行借貸而面對現金流量利率風險。

於報告期末，本集團借貸因利率變動而承受的風險如下：

		2020 **二零二零年** **HK$'000** **千港元**	**% of total loans** **佔貸款總額的百分比**	2019 二零一九年 HK$'000 千港元	% of total loans 佔貸款總額的百分比
Variable-rate borrowings	浮息借貸	**111,639**	**27%**	180,855	40%
Fixed-rate borrowings	定息借貸	**301,345**	**73%**	271,758	60%
		412,984	**100%**	452,613	100%

The Group currently does not have any interest rate hedging policy in relation to interest rate risk. The Directors monitor the exposure on an ongoing basis and will consider hedging significant interest rate risk should the need arise.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of LIBOR arising from the Group's USD borrowings.

本集團現時並無就利率風險而設有任何利率對沖政策。董事持續監察風險並於需要時會考慮對沖重大利率風險。

本集團現金流量利率風險主要集中於本集團的美元借貸所產生倫敦銀行同業拆息的波動。

39. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(ii) Interest rate risk (Continued)

Sensitivity analysis

The bank balances of the Group carry floating-rates of interest and have exposure to cash flow interest rate risk. The Directors consider the exposure is insignificant and therefore no sensitivity analysis is presented.

The sensitivity analyses below have been determined based on the exposure to interest rates for variable-rate bank and other borrowings. The analysis is prepared assuming the amount of liabilities outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point change is used and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher or lower and all other variables were held constant, the Group's loss for the year ended 31 December 2020 would increase or decrease by HK$401,000 (2019: HK$659,000).

Credit risk

The Group's maximum exposure to credit risk in the event of counterparties' failure to perform their obligations as at 31 December 2020 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. In order to minimise the credit risk, management of the Group has delegated a team for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

39. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

市場風險(續)

(ii) 利率風險(續)

敏感度分析

本集團之銀行結存附有浮息，並面對現金流量利率風險。董事認為，該風險並不重大，故並無呈列敏感度分析。

下文敏感度分析基於浮息銀行及其他借貸所面對利率風險而定。該分析假設報告期末所示未償清負債金額為全年未償清金額。採用50個基點的變動，亦即管理層評估利率的可能合理變動所用者。

倘利率增或減50個基點且所有其他可變因素不變，則本集團截至二零二零年十二月三十一日止年度的虧損會增加或減少401,000港元(二零一九年：659,000港元)。

信貸風險

於二零二零年十二月三十一日，本集團所面對的最大信貸風險為有關各類已確認財務資產的交易對手未能履行責任，風險金額為綜合財務狀況表內所列有關資產的賬面值。為減低信貸風險，本集團管理層已指派一組人員負責釐定信貸額、信貸批核及其他監察程序以確保採取跟進行動收回逾期債務。此外，本集團於各報告期末檢討各項個別貿易債項的可收回金額，以確保就不可收回金額作出足夠減值虧損。

39. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk (Continued)

(i) Trade receivables

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix.

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables as at 31 December 2020:

39. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險(續)

(i) 應收貿易賬款

本集團按等同於全期預期信貸虧損的金額計量應收貿易賬款虧損撥備並使用撥備鉅陣計算。

下表提供有關本集團於二零二零年十二月三十一日之應收貿易賬款信貸風險及預期信貸虧損的資料：

		Expected loss rate (%) 預期虧損率(%)	**Gross carrying amount 賬面總值 HK$'000 千港元**	**Loss allowance 虧損撥備 HK$'000 千港元**
Not past due	未逾期	**3%**	**82,481**	**2,233**
Less than 3 month past due	逾期少於三個月	**10%**	**25,392**	**2,618**
3 to 6 months past due	逾期三至六個月	**36%**	**23,616**	**8,524**
Over 6 months past due	逾期超過六個月	**97%**	**130,777**	**126,386**
			262,266	**139,761**

As at 31 December 2019:

於二零一九年十二月三十一日：

		Expected loss rate (%) 預期虧損率(%)	Gross carrying amount 賬面總值 HK$'000 千港元	Loss allowance 虧損撥備 HK$'000 千港元
Not past due	未逾期	3%	91,703	2,600
Less than 3 month past due	逾期少於三個月	4%	70,249	2,608
3 to 6 months past due	逾期三至六個月	3%	33,022	883
Over 6 months past due	逾期超過六個月	87%	145,497	126,885
			340,471	132,976

39. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk (Continued)

(i) Trade receivables (Continued)

The ECLs are disaggregated by different customer segments as follows:

Media entertainment platform related products

As at 31 December 2020:

39. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險(續)

(i) 應收貿易賬款(續)

預期信貸虧損按不同客戶群的分類如下:

媒體娛樂平臺相關產品

於二零二零年十二月三十一日:

		Expected loss rate (%) 預期虧損率(%)	**Gross carrying amount 賬面總值 HK$'000 千港元**	**Loss allowance 虧損撥備 HK$'000 千港元**
Not past due	未逾期	**5%**	**11,620**	**594**
Less than 3 month past due	逾期少於三個月	**15%**	**8,265**	**1,241**
3 to 6 months past due	逾期三至六個月	**40%**	**17,182**	**6,787**
Over 6 months past due	逾期超過六個月	**98%**	**55,077**	**54,054**
			92,144	**62,676**

As at 31 December 2019:

於二零一九年十二月三十一日:

		Expected loss rate (%) 預期虧損率(%)	Gross carrying amount 賬面總值 HK$'000 千港元	Loss allowance 虧損撥備 HK$'000 千港元
Not past due	未逾期	6%	11,522	670
Less than 3 month past due	逾期少於三個月	6%	11,628	748
3 to 6 months past due	逾期三至六個月	29%	401	116
Over 6 months past due	逾期超過六個月	92%	57,618	53,041
			81,169	54,575

39. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk (Continued)

(i) Trade receivables (Continued)

Other multimedia products

As at 31 December 2020:

39. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險(續)

(i) 應收貿易賬款(續)

其他多媒體產品

於二零二零年十二月三十一日:

		Expected loss rate (%) 預期虧損率(%)	**Gross carrying amount 賬面總值 HK$'000 千港元**	**Loss allowance 虧損撥備 HK$'000 千港元**
Not past due	未逾期	**4%**	**4,189**	**171**
Less than 3 month past due	逾期少於三個月	**25%**	**4,906**	**1,207**
3 to 6 months past due	逾期三至六個月	**32%**	**5,355**	**1,711**
Over 6 months past due	逾期超過六個月	**99%**	**72,622**	**72,197**
			87,072	**75,286**

As at 31 December 2019:

於二零一九年十二月三十一日:

		Expected loss rate (%) 預期虧損率(%)	Gross carrying amount 賬面總值 HK$'000 千港元	Loss allowance 虧損撥備 HK$'000 千港元
Not past due	未逾期	7%	10,996	776
Less than 3 month past due	逾期少於三個月	17%	10,347	1,775
3 to 6 months past due	逾期三至六個月	13%	3,319	427
Over 6 months past due	逾期超過六個月	88%	84,195	73,765
			108,857	76,743

39. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk (Continued)

(i) Trade receivables (Continued)

Satellite TV equipment and antenna products

As at 31 December 2020:

39. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險(續)

(i) 應收貿易賬款(續)

衛星電視設備及天線產品

於二零二零年十二月三十一日:

		Expected loss rate (%) 預期虧損率(%)	**Gross carrying amount 賬面總值 HK$'000 千港元**	**Loss allowance 虧損撥備 HK$'000 千港元**
Not past due	未逾期	**2%**	**66,672**	**1,468**
Less than 3 month past due	逾期少於三個月	**1%**	**12,221**	**170**
3 to 6 months past due	逾期三至六個月	**2%**	**1,079**	**26**
Over 6 months past due	逾期超過六個月	**4%**	**3,078**	**135**
			83,050	**1,799**

As at 31 December 2019:

於二零一九年十二月三十一日:

		Expected loss rate (%) 預期虧損率(%)	Gross carrying amount 賬面總值 HK$'000 千港元	Loss allowance 虧損撥備 HK$'000 千港元
Not past due	未逾期	2%	69,185	1,154
Less than 3 month past due	逾期少於三個月	0%	48,274	85
3 to 6 months past due	逾期三至六個月	1%	29,302	340
Over 6 months past due	逾期超過六個月	2%	3,684	79
			150,445	1,658

Expected loss rates are based on actual loss experience over the past 2 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the group's view of economic conditions over the expected lives of the receivables.

預期虧損率乃基於過往兩年的實際虧損經驗得出。該等比率經調整以反映收集過往數據之期間的經濟狀況、現時狀況以及本集團對應收賬款預期年期內經濟狀況之看法的不同。

39. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk (Continued)

(i) Trade receivables (Continued)

Movement in the loss allowance account in respect of trade receivables during the year is as follows:

39. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險(續)

(i) 應收貿易賬款(續)

年內與應收貿易賬款有關的虧損撥備變動如下:

		2020 **二零二零年** **HK$'000** **千港元**	2019 二零一九年 HK$'000 千港元
Balance at 1 January	於一月一日的結餘	**132,976**	139,834
Provision for expected credit loss from continuing operations	持續經營業務的預期信貸虧損撥備	**4,257**	5,832
Reversal of expected credit loss from discontinued operation	已終止經營業務的預期信貸虧損撥回	**–**	(1,140)
Written off	撇銷	**(542)**	(11,114)
Exchange realignment	匯兑調整	**3,070**	(436)
Balance at 31 December	於十二月三十一日的結餘	**139,761**	132,976

The following significant changes in the gross carrying amounts of trade receivables contributed to the decrease in the loss allowance during 2020:

— Origination of new trade receivables net of those settled resulted in an increase in loss allowance of HK$4,257,000; and

— A write-off of trade receivables with a gross carrying amount of HK$542,000 resulted in a decrease in loss allowance of HK$542,000.

下列應收貿易賬款賬面總值之重大變動導致二零二零年虧損撥備減少:

— 產生新應收貿易賬款並扣除該等已結算貿易應收賬款導致虧損撥備增加4,257,000港元;及

— 撇銷賬面總值為542,000港元之應收貿易賬款導致虧損撥備減少542,000港元。

39. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk (Continued)

(ii) Loan receivable

The Group has credit risk in respect of loan receivables. As at 31 December 2020, the loan receivables were classified as financial assets at amortised cost. The measurement of loss allowance are based on life time expected credit losses.

Movement in the loss allowance account in respect of loan receivables during the year is set out in note 23(iii).

As at 31 December 2020, management was in the opinion that the Debtors were in serious financial problem and as such, life time ECLs was recognised for this debt instrument.

(iii) Amount due from/loan to an associate

The Group is also exposed to credit risk through its loan to an associate and amount due from an associate. The Group measures loss allowance for trade receivables from amount due from an associate at an amount equal to life the ECLs, which is calculated using a provision matrix.

The following table provides information about the Group's exposure to credit risk and ECLs for interest receivables and trade receivables from amount due from an associate:

39. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險(續)

(ii) 應收貸款

本集團有與應收貸款有關的信貸風險。於二零二零年十二月三十一日，應收貸款按攤銷成本分類為金融資產。虧損撥備乃基於全期預期信貸虧損計算。

年內與應收貸款有關的虧損撥備變動載於附註23(iii)。

於二零二零年十二月三十一日，管理層認為債務人有嚴重財務問題，因此，該債務工具確認為全期預期信貸虧損。

(iii) 應收一間聯營公司／給予一間聯營公司的貸款

本集團亦透過其給予一間聯營公司的貸款及應收一間聯營公司款項面臨信貸風險。本集團按等同於全期預期信貸虧損的金額計量來自應收一間聯營公司之應收貿易賬款虧損撥備並使用撥備鉅陣計算。

下表提供有關本集團面臨信貸風險及來自應收一間聯營公司之應收利息及應收貿易賬款的預期信貸虧損的資料：

39. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk (Continued)

(iii) Amount due from/loan to an associate (Continued)

As at 31 December 2020:

39. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險(續)

(iii) 應收一間聯營公司／給予一間聯營公司的貸款(續)

於二零二零年十二月三十一日：

		Expected loss rate (%) 預期虧損率(%)	**Gross carrying amount 賬面總值 HK$'000 千港元**	**Loss allowance 虧損撥備 HK$'000 千港元**
Not past due	未逾期	**0%**	**–**	**–**
Less than 6 months past due	逾期少於六個月	**0%**	**–**	**–**
Over 6 months past due	逾期超過六個月	**9.99%**	**40,391**	**4,035**
			40,391	**4,035**

As at 31 December 2019:

於二零一九年十二月三十一日：

		Expected loss rate (%) 預期虧損率(%)	Gross carrying amount 賬面總值 HK$'000 千港元	Loss allowance 虧損撥備 HK$'000 千港元
Not past due	未逾期	0%	–	–
Less than 6 months past due	逾期少於六個月	0%	–	–
Over 6 months past due	逾期超過六個月	10%	63,285	6,351
			63,285	6,351

39. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk (Continued)

(iii) Amount due from/loan to an associate (Continued)

Movement in the loss allowance account in respect of trade receivables from amount due from an associate during the year is as follows:

39. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險(續)

(iii) 應收一間聯營公司／給予一間聯營公司的貸款(續)

年內與來自應收一間聯營公司之應收貿易賬款有關的虧損撥備賬變動如下：

		2020 **二零二零年** **HK$'000** **千港元**	2019 二零一九年 HK$'000 千港元
Balance at 1 January	於一月一日的結餘	**6,351**	12,187
Reversal of expected credit loss during the year	年內預期信貸虧損撥回	**(2,316)**	(5,836)
Balance at 31 December	於十二月三十一日的結餘	**4,035**	6,351

Net settlement of trade receivables resulted in a decrease in loss allowance of approximately HK$2,316,000.

As at 31 December 2020, the loan to an associate was classified as financial assets at amortised cost. The measurement of loss allowance are based on 12 months ECLs.

應收貿易賬款淨結清導致虧損撥備減少約2,316,000港元。

於二零二零年十二月三十一日，給予一間聯營公司的貸款按攤銷成本分類為金融資產。虧損撥備根據十二個月預期信貸虧損計算。

39. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk (Continued)

(iii) Amount due from/loan to an associate (Continued)

Movement in the loss allowance account in respect of loan to an associate during the year is as follows:

39. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險(續)

(iii) 應收一間聯營公司/給予一間聯營公司的貸款(續)

年內與給予一間聯營公司的貸款有關的虧損撥備賬變動如下:

		2020 **二零二零年** **HK$'000** **千港元**	2019 二零一九年 HK$'000 千港元
Balance at 1 January	於一月一日的結餘	**1,138**	1,131
(Reversal of)/provision for expected credit losses during the year	年內預期信貸虧損(撥回)/撥備	**(25)**	7
Balance at 31 December	於十二月三十一日的結餘	**1,113**	1,138

(iv) Other receivables and liquid funds

As at 31 December 2020, the Group has assessed that the expected loss rate for other receivables was immaterial. Thus no loss allowance for other receivables was recognised.

(iv) 其他應收款項及流動資金

於二零二零年十二月三十一日,本集團已評估其他應收款項的預期虧損率為不重大,故並無確認其他應收款項的虧損撥備。

39. FINANCIAL RISK MANAGEMENT (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Concentration of credit risk of trade and bills receivables

The Group has concentration of credit risk as 9% (2019: 10%) and 35% (2019: 88%) of the total trade and bills receivables was due from the Group's largest customer and the five largest customers respectively. The Directors considered that the receivable balance from these customers do not represent a significant credit risk based on past collection experience and no bad debts have been recognised against trade and bills receivables due from these customers. Other than that, the Group has no other significant concentration of credit risk.

Liquidity risk

In the management of the liquidity risk, the Group monitors its liquidity requirements and maintains a level of cash and cash equivalents deemed adequate by the management and adequate committed facilities of bank and other loans from banks and financial institutions to finance the Group's operations and meet its liquidity requirements in the short and longer term.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables have 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. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The tables include both interest and principal cash flows. To the extent that interest flows are variable rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

39. 財務風險管理(續)

(b) 財務風險管理目標及政策(續)

信貸風險(續)

應收貿易賬款及應收票據之集中信貸風險

本集團應收貿易賬款及應收票據總額的集中信貸風險為9%(二零一九年:10%)及35%(二零一九年:88%)乃分別來自本集團的最大客戶及五大客戶。董事認為,根據過往收賬經驗,來自該等客戶之應收貿易賬款及應收票據結餘並無重大信貸風險,故並無就應收該等客戶之應收貿易賬款確認任何壞賬。除此以外,本集團並無其他重大集中信貸風險。

流動資金風險

於管理流動資金風險方面,本集團監察其流動資金需求及維持管理層認為足夠水平的現金及現金等價物,以及向銀行及金融機構取得足夠承諾融資,以撥付本集團運作及應付其短期及長期的流動資金需求。

下表詳列本集團非衍生金融負債之剩餘合約到期情況。下表基於本集團可能須應要求支付金融負債的最早日期未貼現現金流量而制訂。其他非衍生金融負債之到期日乃根據協定之償還日期而定。

該等列表包括利息及本金現金流量。倘利息流量是以浮動利率計算,則未貼現金額按於報告期末之利率推算。

39. FINANCIAL RISK MANAGEMENT (Continued) 39. 財務風險管理（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 risk tables 流動資金風險表

		Less than 1 month or on demand 少於一個月或按要求 HK$'000 千港元	1–3 months 一至三個月 HK$'000 千港元	3 month to 1 year 三個月至一年 HK$'000 千港元	Over 1 year 超過一年 HK$'000 千港元	Total undiscounted cash flows 未貼現現金流總額 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**						
Non-derivative financial liabilities	**非衍生金融負債**						
Trade, bills and other payables	**應付貿易賬款、應付票據及其他應付款項**	**106,564**	**182,960**	**–**	**–**	**289,524**	**289,524**
Bank and other borrowings	**銀行及其他借貸**	**4,516**	**76,020**	**313,079**	**32,824**	**426,439**	**412,984**
Provision for financial guarantee	**財務擔保撥備**	**27,332**	**–**	**–**	**–**	**27,332**	**27,332**
Lease liabilities	**租賃負債**	**355**	**695**	**2,934**	**4,473**	**8,457**	**8,254**
		138,767	**259,675**	**316,013**	**37,297**	**751,752**	**738,094**
31 December 2019	二零一九年十二月三十一日						
Non-derivative financial liabilities	非衍生金融負債						
Trade, bills and other payables	應付貿易賬款、應付票據及其他應付款項	133,150	258,600	–	–	391,750	391,750
Bank and other borrowings	銀行及其他借貸	15,160	20,074	418,121	11,816	465,171	452,613
Provision for financial guarantee	財務擔保撥備	27,332	–	–	–	27,332	27,332
Lease liabilities	租賃負債	405	809	3,525	7,885	12,624	12,259
		176,047	279,483	421,646	19,701	896,877	883,954

39. FINANCIAL RISK MANAGEMENT (Continued)

(c) Fair value measurement

This note provides information about how the Group determine fair values of various financial assets and liabilities.

The Directors consider that the carrying amounts of financial assets and financial liabilities that are recorded at amortised cost in the consolidated financial statements approximate their fair values.

The fair values of the financial assets and liabilities recorded at amortised cost have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

40. SHARE-BASED PAYMENT TRANSACTIONS

Pursuant to a share option scheme approved by a written resolution passed by the shareholders of the Company on 17 March 2005 (the "**Option Scheme**") which has a term of 10 years, the Company may grant options to the directors or employees, any business consultants, business partners, suppliers, customers, agents or financial or legal advisers, debtors or creditors of the Company or any of its subsidiaries, for the recognition of their contributions, to subscribe for shares in the Company with a payment of HK$1.00 upon each grant of options offered.

39. 財務風險管理(續)

(c) 公平值計量

本附註提供本集團如何釐定不同金融資產及負債公平值之資料。

董事認為於綜合財務報表按攤銷成本入賬的金融資產及金融負債的賬面金額與其公平值相若。

按攤銷成本入賬的金融資產及負債的公平值乃按照折現現金流量分析,依據公認定價模型釐定,當中最重大的輸入值為反映對手方的信貸風險的折現率。

40. 以股份為基礎付款的交易

根據本公司股東於二零零五年三月十七日通過書面決議案批准的購股權計劃(「**購股權計劃**」),其有效期為10年。本公司可向本公司或任何附屬公司的董事或僱員、任何業務諮詢人、業務夥伴、供應商、客戶、代理或財務或法律顧問、債務人或債權人授出購股權以認購本公司股份,作為彼等對本集團貢獻的肯定。就每次獲授所提呈購股權須支付1.00港元。

40. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

The exercise price of the share option will be determined at the highest of:

(i) the closing price of the Company's shares on the Stock Exchange on the date of grant;

(ii) the average of closing prices of shares on the Stock Exchange on the five trading days immediately preceding the date of grant of the option; and

(iii) the nominal value of the shares.

The share options are exercisable at any time during a period of not more than 10 years from the date of grant, subject to the terms and conditions of the Option Scheme, or any conditions stipulated by the board of directors.

The maximum number of shares in respect of which options may be granted shall not exceed 10% of the number of shares of the Company in issue from time to time. Unless further shareholders' approval has been obtained pursuant to the conditions set out in the Option Scheme, no person shall be granted an option which, if all the options granted to the person (including both exercised and outstanding options) in any 12 month period up to the date of grant are exercised in full, would result in such person's maximum entitlement exceeding 1% of the number of issued shares of the Company.

40. 以股份為基礎付款的交易(續)

購股權行使價定為下列三者的最高者：

(i) 本公司股份於授出日期於聯交所的收市價；

(ii) 股份於緊接購股權授出日期前五個交易日於聯交所的平均收市價；及

(iii) 股份面值。

在購股權計劃的條款及條件，或董事會規定的任何條件所規限下，購股權可於授出日期起計不超過10年內隨時行使。

本公司可授出的購股權所涉股份數目上限不得超逾本公司不時已發行股份數目的10%。除已根據購股權計劃所列條件另行取得股東批准外，於截至授出日期止任何12個月期間內，倘授予一名人士的所有購股權(包括已行使及尚未行使的購股權)獲全數行使會導致該名人士獲得的股份最高數目超逾本公司已發行股份數目1%，則不可向該名人士授出購股權。

40. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

The following table discloses movements of the share options of the Company entitled by the Company's directors or employees during the year:

40. 以股份為基礎付款的交易(續)

下表披露年內本公司董事或僱員所得本公司購股權的變動：

Number of share options

購股權數目

	Date of grant 授出日期 (Note a) (附註a)	Closing Price per share immediately prior to the date of grant 緊接授出日期前的每股收市價	Exercise price* 行使價*	Outstanding at 1 January 2019 於二零一九年一月一日尚未行使	Lapsed during the year 於年內失效	Outstanding at 31 December 2019 and 1 January 2020 於二零一九年十二月三十一日及二零二零年一月一日尚未行使	Lapsed, cancelled, or exercised during the year 於年內失效、註銷或行使	Outstanding at 31 December 2020 於二零二零年十二月三十一日尚未行使
Type of grantee 承授人類別								
Employees 僱員	22 October 2010 二零二零年十月二十二日	HK$2.050 2.050港元	HK$1.761 1.761港元	2,910,000	–	2,910,000	(2,910,000)	–
Weighted average exercise price 加權平均行使價				1.76		1.76		–

* Adjusted for the effect of the open offer completed on 19 July 2017.

* 就於二零一七年七月十九日完成的公開發售的影響作出調整。

40. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Number of share options (Continued)

(a) The share options were vested in stages as follows:

On or after the second anniversary of the date of grant	50%
On or after the third anniversary of the date of grant	remaining 50%

Options granted on 22 October 2010 are exercisable until 21 October 2020.

(b) All the share options has been vested and no share options expenses recognised during the years ended 31 December 2020 and 2019 in relation to share options granted by the Company. The share option scheme was expired on 16 March 2015, however, all share options outstanding at the end of the year are exercisable until relevant dates detailed in note (a). The Company has no new share option scheme as at 31 December 2020 and 2019.

40. 以股份為基礎付款的交易(續)

購股權數目(續)

(a) 於各階段歸屬的購股權如下：

於授出日期起第二週年或之後	50%
於授出日期起第三週年或之後	餘下50%

於二零二零年十月二十二日授出的購股權可於二零二零年十月二十一日前行使。

(b) 有關本公司授出購股權，所有購股權已歸屬，且截至二零二零年及二零一九年十二月三十一日止年度，並無確認購股權開支。購股權計劃已於二零一五年三月十六日屆滿，然而，於年末所有尚未行使購股權可於直至附註(a)所列相關日期前行使。本公司於二零二零年及二零一九年十二月三十一日並無任何新購股權計劃。

41. RETIREMENT BENEFIT PLANS

The Group operates a MPF Scheme for all qualifying employees in Hong Kong. The MPF Scheme is held separately from those of the Group in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rates specified in the rules. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme. No forfeited contribution is available to reduce the contribution paid and payable in the future years.

The retirement benefit scheme contributions arising from the MPF Scheme charged to the consolidated statement of profit or loss and other comprehensive income represent contributions paid and payable to the funds by the Group at rates specified in the rules of the scheme.

The employees employed by the operations in the PRC are members of the state-managed retirement benefit schemes operated by the PRC government. The PRC operations are required to contribute a certain percentage of their payroll to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefit schemes operated by the PRC government is to make the required contributions under the schemes.

In addition, a subsidiary of the Company, Aggressive Digital Systems Private Ltd., operates a defined benefit plan in India (note 33) and certain subsidiaries of the Company in other foreign countries are required to contribute amounts based on employees' salaries to the retirement benefit schemes as stipulated by the relevant local authorities. The employees are entitled to those subsidiaries' contributions subject to the regulations of the relevant local authorities.

41. 退休福利計劃

本集團為香港全體合資格僱員設立強積金計劃。強積金計劃由獨立受託人控制以基金管理，並與本集團的資產分開處理。根據強積金計劃的規則，僱主及其僱員須分別按規例訂明的比率向該計劃供款。本集團對強積金計劃的唯一責任是向計劃作出規定的供款。本集團並無可用作減少已付及未來幾年應付供款的已放棄供款。

強積金計劃所產生於綜合損益及其他全面收益表扣除的退休福利計劃供款，乃本集團按計劃規則訂明的比率向該等基金作出的已付及應付供款。

本集團於中國經營業務所聘用的僱員均為中國政府設立的國家退休福利計劃的成員。相關中國經營業務須支付僱員薪金的一定比率，作為退休福利計劃的供款。本集團對中國政府設立的退休福利計劃的唯一責任為根據計劃支付規定的供款。

此外，本公司的一間附屬公司Aggressive Digital Systems Private Ltd.於印度運作一項界定福利計劃（附註33），本公司於其他國外的若干附屬公司須按照僱員的薪金向有關地方當局所訂明的退休福利計劃作出供款。根據有關地方當局的規例，僱員可獲得該等附屬公司的供款。

42. RELATED PARTY DISCLOSURES

(i) Transactions

The Group had the following related party transaction:

Relationship 關係	Nature of transaction 交易性質	2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Associate 聯營公司	Sales of goods 銷售貨品	**47**	2,162
	Interest income 利息收入	**1,006**	1,013

(ii) Balances

Details of the Group's balances with related party are set out in the consolidated statement of financial position and in notes 22 and 29.

(iii) Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Short-term benefits	短期福利	**11,417**	9,535
Post-employment benefits	僱員退休福利	**221**	240
		11,638	9,775

In the opinion of the Directors, the remuneration of directors and key executives is determined having regard to the performance of individuals and market trends.

42. 關聯方披露

(i) 交易

本集團曾進行以下關聯人士交易：

(ii) 結餘

本集團與關聯人士之結餘詳情載於綜合財務狀況表及附註22及附註29。

(iii) 主要管理人員之補償

年內董事及主要管理層其他成員之薪酬如下：

董事認為，董事及主要管理層的薪酬乃經考慮個人表現及市場趨勢後釐定。

43. PLEDGE OF ASSETS

At the end of the reporting period, the following assets were pledged to secure banking facilities granted to the Group:

43. 資產抵押

於報告期末，本集團已將下列資產抵押，作為所獲銀行信貸的抵押：

		2020 **二零二零年** **HK$'000** **千港元**	2019 二零一九年 HK$'000 千港元
Bank deposits	銀行存款	**3,957**	3,973
Trade receivables	應收貿易賬款	**45,764**	192,818
Property, plant and equipment	物業、廠房及設備	**22,361**	26,785
Investment properties	投資物業	**205,442**	147,622
Inventory	存貨	**31,391**	202,400

Note: Banking facilities also secured by pledge of the Company's interest in PBT.

附註： 銀行信貸亦已透過本公司於博百科技的權益抵押。

44. ARBITRATION

On 29 September 2011, the Group entered into a conditional agreement (the "**Agreement**") with an independent individual third party (the "**Original Shareholder**") and Technosat Technology JLT FZE ("**Technosat**", a company incorporated in Dubai, which was wholly owned by the Original Shareholder), to subscribe for 375 new shares in Technosat at a cash consideration of US$7,500,000 (equivalent to HK$58,170,000), amounting to 15% of Technosat's enlarged capital. Technosat is set up to be engaged in operation of digital TV and radio platform, pay TV channel, and sales and supply of TV set top boxes.

As at 30 June 2012, the Group had paid a deposit of US$2,500,000 (equivalent to HK$19,467,000) to Technosat to acquire new shares in Technosat which was fully provided for impairment in prior year. Pursuant to the terms of the Agreement, the Group is required to pay a further US$5,000,000 in relation to the subscription of this 15% equity interest in Technosat. The subscription is not yet completed up to the date of approval of this report as the conditions precedent of the subscription of new shares in Technosat including the consent and approval by government authority in Dubai has not been fulfilled.

44. 仲裁

於二零一一年九月二十九日，本集團與一名獨立個別第三方(「**原股東**」)及Technosat Technology JLT FZE(「**Technosat**」，一間於杜拜註冊成立之公司，由原股東全資擁有)訂立一份有條件協議(「**該協議**」)，以現金代價7,500,000美元(相當於58,170,000港元)認購Technosat 375股新股，即Technosat經擴大股本之15%。Technosat之成立目的為從事營運數字電視及廣播平臺、付費電視頻道以及銷售及供應機頂盒。

於二零一二年六月三十日，本集團已向Technosat支付訂金2,500,000美元(相當於19,467,000港元)，以收購Technosat的新股，該等訂金已於去年悉數計提減值撥備。根據該協議之條款，本集團須就認購Technosat該15%股本權益進一步支付5,000,000美元。由於認購Technosat新股之先決條件(包括取得杜拜政府部門的同意及批准)尚未達成，故認購事項於截至本報告獲批准當日尚未完成。

44. ARBITRATION (Continued)

Despite the Group's repeated request for information, there were no satisfactory response from the Original Shareholder or Technosat ("**Counterparties**") regarding the current status and the procurement of obtaining government approval from the government authority in Dubai. The Group has engaged legal counsel to act for the Group and started dispute resolution proceedings against the Original Shareholder and Technosat.

On 21 January 2013, the legal counsel of the Original Shareholder and Technosat served a notice to the Group's legal counsel for a claim on the further payment of US$5,000,000 in relation to the subscription of this 15% equity interest in Technosat.

The Group's legal counsel has replied on behalf of the Group on 11 February 2013 in response to the claim of the Original Shareholder and Technosat defending the claim as the Directors consider such claim invalid, as the conditions precedent of the subscription of new shares in Technosat had not been fulfilled and constituted a breach of the Agreement.

The Group's legal counsel had repeated request on the Original Shareholder and Technosat to commence the next step on mediation, but there were no satisfactory response from the legal counsel of the Original Shareholder and Technosat up to the deadline set by August 2014. At the date of approval of these consolidated financial statements, the Group's legal counsel confirmed that there was no update on the arbitration.

44. 仲裁(續)

儘管本集團一再要求原股東或Technosat(「**對手方**」)提供關於徵求杜拜政府部門批准的現況及促使取得有關批准，但對手方未有令人滿意的回應。本集團已委聘法律顧問以代本集團行事，並針對原股東及Technosat展開糾紛調解程序。

於二零一三年一月二十一日，原股東及Technosat的法律顧問向本集團的法律顧問送達一份通知，申索有關認購Technosat該15%股本權益的進一步款項5,000,000美元。

本集團的法律顧問於二零一三年二月十一日代表本集團回覆原股東及Technosat的申索，就申索提出抗辯，原因為董事認為由於認購Technosat新股的先決條件尚未達成，即構成違反該協議，故該項申索屬無效。

本集團的法律顧問已多次覆述向原股東及Technosat提出開展下一步調解程序的要求，惟截至二零一四年八月的既定限期，仍未獲得原股東及Technosat的法律顧問的滿意回覆。於本綜合財務報表獲批准當日，本集團的法律顧問確認仲裁並無更新。

45. PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of the Company's principal subsidiaries at 31 December 2020 and 2019 are as follows:

45. 本公司主要附屬公司

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詳情如下：

Name of company 公司名稱	Place of/ incorporation/ establishment/ operations 註冊成立／成立／經營地點	Class of shares held 持有股份類別	Issued and fully paid share capital/ registered capital 已發行及繳足股本／註冊資本	Proportion of nominal value of issued share/ registered capital held by the Company 本公司持有已發行股份／註冊資本面值的比例				Principal activities 主要業務
				2020 二零二零年		2019 二零一九年		
				Directly 直接	**Indirectly 間接**	Directly 直接	Indirectly 間接	
Top Peaker Group Limited ("**Top Peaker**")	British Virgin Islands ("**BVI**")/Hong Kong	Ordinary	US$10,000	**100%**		100%		Investment holding
	英屬處女群島（「**英屬處女群島**」）／香港	普通股	10,000美元					投資控股
Sandmartin (Zhong Shan) Electronic Co., Ltd.*	PRC	Registered capital (note 1)	US$19,500,000		**100%**		100%	Manufacture of electronic goods
中山聖馬丁電子元件有限公司	中國	註冊資本（附註1）	19,500,000美元					製造電子產品
Pro Brand Technology (China) Co, Ltd.*	PRC	Registered capital (note 2)	RMB27,000,000		**59.1%**		59.1%	Manufacture and trading of electronic accessories
中山晟富電子科技有限公司	中國	註冊資本（附註2）	人民幣27,000,000元					製造及買賣電子配件
SMT Hong Kong Limited	Hong Kong	Ordinary	HK$2		**100%**		100%	Trading of electronic goods
宏揚科技有限公司	香港	普通股	2港元					買賣電子產品

Note 1: Sandmartin (Zhong Shan) Electronic Co., Ltd. is registered as a limited liability company (wholly foreign-owned enterprise).

Note 2: Pro Brand Technology (China) Co., Ltd. is registered as a limited liability company (wholly foreign-owned enterprise).

* *For identification purpose only*

附註1： 中山聖馬丁電子元件有限公司註冊為一間有限責任公司（外商獨資企業）。

附註2： 中山晟富電子科技有限公司註冊為一間有限責任公司（外商獨資企業）。

* *僅供識別*

45. PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

45. 本公司主要附屬公司(續)

Name of company 公司名稱	Place of/ incorporation/ establishment/ operations 註冊成立／成立／經營地點	Class of shares held 持有股份類別	Issued and fully paid share capital/ registered capital 已發行及繳足股本／註冊資本	Proportion of nominal value of issued share/ registered capital held by the Company 本公司持有已發行股份／註冊資本面值的比例 2020 二零二零年 Directly 直接	 Indirectly 間接	 2019 二零一九年 Directly 直接	 Indirectly 間接	Principal activities 主要業務
SMT Electronic Technology Limited	Cayman Islands/Taiwan 開曼群島／臺灣	Ordinary 普通股	US$1 1美元		**100%**		100%	Trading of electronic goods 買賣電子產品
SMT (Macao Commercial Offshore) Limited 虹揚(澳門離岸商業服務)有限公司	Macau 澳門	Quota capital 定額資本	MOP100,000 100,000澳門元		**100%**		100%	Trading of electronic goods 買賣電子產品
PBT 博百科技	Cayman Islands/USA 開曼群島／美國	Ordinary/ Preference 普通股／優先股	US$20,000,000/ US$9,759,203 20,000,000美元／9,759,203美元	**59.1%**		59.1%		Investment holding and trading of satellite TV equipment and antenna 投資控股及買賣衛星電視設備及天線產品
PBI	USA 美國	Ordinary 普通股	US$1 1美元		**59.1%**		59.1%	Trading of satellite TV equipment and antenna 買賣衛星電視設備及天線產品
Pro Brand Technology (TW) Inc. (Formerly known as "Sksteck Inc.") 永辰科技股份有限公司	Taiwan 臺灣	Ordinary 普通股	TWD225,000,000 新台幣225,000,000元		**59.1%**		59.1%	Design, manufacture and trading of satellite TV equipment and antenna 設計、製造及買賣衛星電視設備及天線產品
BCN Distribuciones, S.A.	Spain 西班牙	Ordinary 普通股	EUR412,102 412,102歐元		**100%**		100%	Research and development and trading of electronic goods 研發及買賣電子產品

45. PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

45. 本公司主要附屬公司(續)

Name of company 公司名稱	Place of/ incorporation/ establishment/ operations 註冊成立／成立／經營地點	Class of shares held 持有股份類別	Issued and fully paid share capital/ registered capital 已發行及繳足股本／註冊資本	Proportion of nominal value of issued share/ registered capital held by the Company 本公司持有已發行股份／註冊資本面值的比例 2020 二零二零年 Directly 直接	 2020 二零二零年 Indirectly 間接	 2019 二零一九年 Directly 直接	 2019 二零一九年 Indirectly 間接	Principal activities 主要業務
Intelligent Digital Services GmbH	Germany 德國	Ordinary 普通股	EUR31,250 31,250歐元		**100%**		100%	Design and manufacture of electronic goods 設計、製造電子產品
Sino Light Enterprise Limited 凌勵企業有限公司	Hong Kong 香港	Ordinary 普通股	HK$12,600 12,600港元		**64%**		64%	Inactive 暫無業務
E-passing Co., Ltd. 馭通網股份有限公司	Taiwan 臺灣	Ordinary 普通股	TWD100,000,000 新台幣100,000,000元		**100%**		100%	Inactive 暫無業務
Aggressive Digital Systems Private Ltd.	India 印度	Ordinary 普通股	INR30,000,000 30,000,000印度盧比		**51%**		51%	Trading of electronic goods 買賣電子產品

The above table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results or assets and liabilities of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

None of the subsidiaries had any debt securities outstanding at any time of the year or at 31 December 2020 and 2019.

董事認為上表列示的本公司附屬公司對本集團的業績或資產及負債影響重大。董事認為列示其他附屬公司的詳情會導致內容過於冗贅。

年內任何時間或於二零二零年及二零一九年十二月三十一日止年度概無附屬公司擁有任何已發行債務證券。

45. PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

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:

45. 本公司主要附屬公司(續)

擁有重大非控股權益的非全資附屬公司詳情

下表載列擁有重大非控股權益的本集團非全資附屬公司的詳情：

Name of company 公司名稱	Place of incorporation and principal place of business 註冊成立地點及主要營業地點	Proportion of ownership interest and voting rights held by non-controlling interest 非控股權益持有的擁有權權益及投票權的比例		Profit (Loss) allocated to non-controlling interests 分配至非控股權益的溢利(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
PBT 博百科技	Cayman Islands/USA 開曼群島／美國	**40.9%**	40.9%	**(4,378)**	11,673	**77,571**	89,496
Individually immaterial subsidiaries 個別不重大附屬公司				**(6,855)**	(5,351)	**(38,487)**	(31,773)
Total 總額				**(11,233)**	6,322	**39,084**	57,723

45. PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)

Summarised financial information in respect of PBT that have material non-controlling interests are set out below. The summarised financial information below represents amounts before intergroup eliminations.

45. 本公司主要附屬公司(續)

擁有重大非控股權益的非全資附屬公司詳情(續)

擁有重大非控股權益的博百科技的財務資料概述如下。以下財務資料概要乃未經集團內公司間對銷的金額。

		PBT 博百科技	
		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	**381,015**	524,065
Non-current assets	非流動資產	**60,762**	82,741
Current liabilities	流動負債	**(217,018)**	(361,675)
Non-current liabilities	非流動負債	**(36,522)**	(30,651)
Net assets	資產淨值	**188,237**	214,480

45. PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)

45. 本公司主要附屬公司(續)

擁有重大非控股權益的非全資附屬公司詳情(續)

		PBT 博百科技 2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Revenue	收益	**467,641**	666,150
(Loss)/profit for the year/period	本年度/期間(虧損)/溢利	**(10,697)**	28,396
Total comprehensive income	全面收益總額	**(10,697)**	28,396
Net cash inflow/(outflow) from	來自以下各項的現金流入/(流出)淨額		
Operating activities	經營活動	**81,141**	33,242
Investing activities	投資活動	**(4,814)**	(13,632)
Financing activities	融資活動	**(51,784)**	(2,297)
		24,543	17,313

46. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

46. 本公司財務狀況表

		2020 二零二零年 HK$'000 千港元	2019 二零一九年 HK$'000 千港元
Investments in subsidiaries	於附屬公司之投資	**197,818**	197,818
Interest in an associate	於一間聯營公司之權益	**90,393**	76,600
Loan to an associate	給予一間聯營公司的貸款	**22,130**	22,130
Amounts due from subsidiaries	應收附屬公司款項	**98,284**	98,103
Amount due from an associate	應收一間聯營公司款項	**19,474**	18,649
Other receivables	其他應收款項	**736**	1,233
Bank balances and cash	銀行結存及現金	**414**	368
Total assets	資產總值	**429,249**	414,901
Other payables	其他應付款項	**(94,076)**	(87,629)
Borrowings	借貸	**(232,563)**	(233,553)
Provision for financial guarantee	財務擔保撥備	**(27,332)**	(27,332)
Amount due to a subsidiary	應付一間附屬公司款項	**(169,691)**	(172,971)
Total liabilities	負債總額	**(523,662)**	(521,485)
Net liabilities	負債淨額	**(94,413)**	(106,584)
Capital and reserves	股本及儲備		
Share capital	股本	**328,108**	327,882
Reserves (note)	儲備(附註)	**(422,521)**	(434,466)
Capital deficiency attributable to owners of the Company	本公司擁有人應佔資本虧絀	**(94,413)**	(106,584)

On behalf of the directors

代表董事

Hung Tsung Chin
洪聰進
Director
董事

Chen Wei Chun
陳偉鈞
Director
董事

46. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

46. 本公司財務狀況表(續)

Note: Reserves of the Company

附註： 本公司儲備

		Share premium 股份溢價 HK$'000 千港元	Contributed surplus 實繳盈餘 HK$'000 千港元	Share option reserve 購股權儲備 HK$'000 千港元	Special reserve 特別儲備 HK$'000 千港元	Capital redemption reserve 資本贖回儲備 HK$'000 千港元	Accumulated losses 累計虧損 HK$'000 千港元	Total 總額 HK$'000 千港元
At 1 January 2019	於二零一九年一月一日	506,750	181,788	7,960	79,900	–	(1,078,485)	(302,087)
Loss and total comprehensive income for the year	本年度虧損及全面收益總額	–	–	–	–	–	(132,379)	(132,379)
At 31 December 2019	於二零一九年十二月三十一日	506,750	181,788	7,960	79,900	–	(1,210,864)	(434,466)
Repurchase of Taiwan Depositary Receipts	回購臺灣存託憑證	–	–	–	–	1,713	–	1,713
Loss and total comprehensive income for the year	本年度虧損及全面收益總額	–	–	–	–	–	10,232	10,232
At 31 December 2020	於二零二零年十二月三十一日	506,750	181,788	7,960	79,900	1,713	(1,200,632)	(422,521)

The contributed surplus represents the difference between the consolidated shareholders' fund of Top Peaker and the nominal value of the Company's shares issued to acquire Top Peaker at the time of a group reorganisation in prior years.

The special reserve represents the surplus arising pursuant to the capitalisation of advances from shareholders as part of the group reorganisation.

繳入盈餘指Top Peaker的綜合股東資金與過往年度集團重組時本公司為收購Top Peaker而發行的股份面值間的差額。

特別儲備指將股東墊款撥作資本(作為集團重組之一部分)所產生的盈餘。

47. LITIGATIONS

Lawsuit in India

In October 2020, Aggressive Digital Systems Private Ltd. ("**AD**", a non-wholly owned subsidiary of the Company) received a summons to the National Company Law Tribunal ("**NCLT**") at Chandigarh in India that was filed by Aggressive Electronics Manufacturing Services Private Limited ("**AEMS**", a minority shareholder of AD) and Mr. Neeraj Bharara (collectively the "**Petitioners**") against Top Dragon Development Limited (a wholly owned subsidiary of the Company and the shareholder of AD), AD and certain directors of AD (collectively the "**Respondents**") alleging that the Respondents made undue acts either of oppression or mismanagement and claiming for losses caused to the Petitioners arising from such undue acts. The hearing is scheduled to be held on 17 May 2021 at NCLT.

After consulting the Company's legal counsel in India and taking into account the possible factors including, but not limited to, the possible amount involved in the case, the Board considered that it is not probable that the Group will incur any material losses resulting from this litigation. Accordingly, after discussion with the Company's auditors, no provision was made in the consolidated financial statements of the Group as at 31 December 2020.

47. 訴訟

於印度的訴訟

於二零二零年十月，Aggressive Digital Systems Private Ltd.（「**AD**」，本公司的非全資附屬公司）接獲由Aggressive Electronics Manufacturing Services Private Limited（「**AEMS**」，AD的少數股東）及Neeraj Bharara先生（統稱「**呈請人**」）針對Top Dragon Development Limited（本公司的全資附屬公司及AD的股東）、AD及AD的若干董事（統稱「**答辯人**」）向印度昌迪加爾國家公司法法庭（「**國家公司法法庭**」）發出的傳票，該傳票指稱答辯人作出了壓迫或管理不善的不當行為，並就該等不當行為對呈請人所造成的損失提出申索。聆訊定於二零二一年五月十七日在國家公司法法庭舉行。

經諮詢本公司的印度法律顧問，並考慮到案件可能涉及的金額等因素，董事會認為，本集團因該訴訟而產生任何重大損失的可能性不大。因此，與本公司核數師討論後，本集團並無於二零二零年十二月三十一日的綜合財務報表計提任何撥備。

48. SUBSEQUENT EVENTS

The World Health Organisation declared the Pandemic a global health emergency on 30 January 2020. The Group's factories in the PRC were temporarily suspended from operations in February 2020 and gradually resumed production in early March 2020. For the operations in the US, due to the severity of the Pandemic, some cities were under lockdown and the global freight capacity was also reduced massively, which led to the reduction of shipment of products to customers located in the US. The Directors believe the business and operations of the Group will be recovered from the Pandemic eventually amid the expectation of vaccine will be available for extensive distribution later in 2021. However, there were new mutant cases of COVID-19 lately. The Group will be cautious and stay vigilant and react to the evolving situation.

48. 其後事項

世界衛生組織於二零二零年一月三十日宣佈疫情為國際突發衛生事件。本集團位於中國的廠房於二零二零年二月短暫停工，並於二零二零年三月初逐步恢復生產。對於本集團在美國的業務而言，由於疫情嚴峻，部分城市實施封城、加上全球貨運量大幅減少，導致本集團向美國客戶的出貨量減少。董事相信，由於預期疫苗將於二零二一年稍後時間廣泛分發，本集團的業務及營運最終將從疫情中恢復過來。然而，最近又再出現新的新型冠狀病毒變種病例。本集團將保持謹慎和警惕，並對局勢的變化作出反應。

49. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 24 March 2021.

49. 批准綜合財務報表

綜合財務報表已於二零二一年三月二十四日獲董事會批准及授權刊發。

FINANCIAL SUMMARY
財務摘要

		Year ended 31 December 2016 截至二零一六年十二月三十一日止年度 HK$'000 千港元	Year ended 31 December 2017 截至二零一七年十二月三十一日止年度 HK$'000 千港元	Year ended 31 December 2018 截至二零一八年十二月三十一日止年度 HK$'000 千港元 (Re-presented) (重列)	Year ended 31 December 2019 截至二零一九年十二月三十一日止年度 HK$'000 千港元	**Year ended 31 December 2020 截至二零二零年十二月三十一日止年度 HK$'000 千港元**
RESULTS	業績					
Revenue	收益	1,801,501	1,544,838	1,277,948	1,070,527	**863,629**
Loss before income tax expense	所得稅支出前虧損	(92,740)	(167,033)	(64,685)	(429,590)	**(20,686)**
Income tax expense	所得稅支出	(14,618)	(8,758)	(3,706)	(5,546)	**(3,141)**
Loss for the year from continuing operations	持續經營業務的本年度虧損	(107,358)	(175,791)	(68,391)	(435,136)	**(23,827)**
(Loss)/profit for the year from discontinued operation	已終止經營業務的本年度(虧損)/溢利	–	–	(234,439)	79,788	**–**
Loss for the year	本年度虧損	(107,358)	(175,791)	(302,830)	(355,348)	**(23,827)**
Attributable to:	應佔:					
Owners of the Company	本公司擁有人	(77,655)	(105,798)	(187,435)	(315,461)	**(12,594)**
Non-controlling interests	非控股權益	(29,703)	(69,993)	(115,395)	(39,887)	**(11,233)**
		(107,358)	(175,791)	(302,830)	(355,348)	**(23,827)**

		At 31 December 2016 於二零一六年十二月三十一日 HK$'000 千港元	At 31 December 2017 於二零一七年十二月三十一日 HK$'000 千港元	At 31 December 2018 於二零一八年十二月三十一日 HK$'000 千港元	At 31 December 2019 於二零一九年十二月三十一日 HK$'000 千港元	**At 31 December 2020 於二零二零年十二月三十一日 HK$'000 千港元**
ASSETS AND LIABILITIES	資產及負債					
Total assets	資產總額	1,322,698	1,287,825	1,096,354	1,032,676	**896,489**
Total liabilities	負債總額	(1,040,580)	(971,033)	(1,062,240)	(970,381)	**(842,973)**
		282,118	316,792	34,114	62,295	**53,516**
Equity attributable to owners of the Company	本公司擁有人應佔權益	376,588	484,430	327,948	4,572	**14,432**
Non-controlling interests	非控股權益	(94,470)	(167,638)	(293,834)	57,723	**39,084**
		282,118	316,792	34,114	62,295	**53,516**

SANDMARTIN INTERNATIONAL HOLDINGS LIMITED
聖馬丁國際控股有限公司*