



CHINA LEON INSPECTION HOLDING LIMITED

中国力鸿检验控股有限公司

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

Stock Code 股份代號 : 1586

2020

Annual Report 年報



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Corporate Information

公司資料

Board of Directors

Executive Directors

Mr. LI Xiangli (*Chairman and CEO*)
Ms. ZHANG Aiyong (*Vice President*)
Mr. LIU Yi (*Vice President*)
Mr. YANG Rongbing (*Vice Chairman*)

Non-executive Director

Mr. WANG Gang

Independent Non-executive Directors

Mr. WANG Zichen
Mr. ZHAO Hong
Mr. LIU Hoi Keung

Company Secretary

Mr. CHAN Oi Fat

Authorised Representatives

Mr. LI Xiangli
Mr. CHAN Oi Fat

Audit Committee

Mr. LIU Hoi Keung (*Chairman*)
Mr. WANG Zichen
Mr. ZHAO Hong

Remuneration Committee

Mr. ZHAO Hong (*Chairman*)
Ms. ZHANG Aiyong
Mr. WANG Zichen

Nomination Committee

Mr. LI Xiangli (*Chairman*)
Mr. WANG Zichen
Mr. ZHAO Hong

董事會

執行董事

李向利先生 (*主席兼行政總裁*)
張愛英女士 (*副總裁*)
劉翊先生 (*副總裁*)
楊榮兵先生 (*副主席*)

非執行董事

王綱先生

獨立非執行董事

王梓臣先生
趙虹先生
廖開強先生

公司秘書

陳愛發先生

授權代表

李向利先生
陳愛發先生

審核委員會

廖開強先生 (*主席*)
王梓臣先生
趙虹先生

薪酬委員會

趙虹先生 (*主席*)
張愛英女士
王梓臣先生

提名委員會

李向利先生 (*主席*)
王梓臣先生
趙虹先生

Auditor

Deloitte Touche Tohmatsu
Registered Public Interest Entity Auditors
35th Floor, One Pacific Place
88 Queensway
Hong Kong

Registered Office

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

Headquarters and Principal Place of Business in the PRC

Building No. 78
Zhuyuan Road
No. 12 District
Tianzhu Free Trade Zone
Beijing, China

Principal Place of Business in Hong Kong

Unit F, 16/F, Neich Tower
128 Gloucester Road
Wanchai, Hong Kong

Principal Banker

China Merchants Bank Shuangyushu Sub-branch
Ligong Science & Technology Building
No. 9 Zhongguancun South Street
Haidian District
Beijing, China

Hong Kong Legal Advisor

Michael Li & Co.
19/F Prosperity Tower
39 Queen's Road Central
Central, Hong Kong

核數師

德勤•關黃陳方會計師行
註冊公眾利益實體核數師
香港
金鐘道88號
太古廣場一座35樓

註冊辦事處

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

中國總部及主要營業地點

中國北京
天竺綜合保稅區
竺園路
12號院
78號樓

香港主要營業地點

香港灣仔
告士打道128號
祥豐大廈16樓F室

主要銀行

招商銀行雙榆樹支行
中國北京
海淀區
中關村南大街9號
理工科技大廈

香港法律顧問

李智聰律師事務所
香港中環
皇后大道中39號
豐盛創建大廈19樓

Hong Kong Branch Share Registrar and Transfer Office

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17/F Hopewell Centre
183 Queen's Road East Wanchai, Hong Kong

Principal Share Registrar and Transfer Office

Ocorian Trust (Cayman) Limited
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

Stock Code

1586

Website

www.leontest.com

香港股份過戶登記分處

香港中央證券登記有限公司
香港灣仔皇后大道東183號
合和中心17樓1712-1716室

主要股份過戶登記處

Ocorian Trust (Cayman) Limited
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

股份代號

1586

網站

www.leontest.com

Profile of Directors and Senior Management

董事及高級管理人員簡介

Below are the brief profiles of the current Directors and senior management of the Group.

以下為本集團現任董事及高級管理人員的簡介。

Directors

The Board currently consists of eight Directors, comprising four executive Directors, one non-executive Director and three independent non-executive Directors. The following table sets forth information regarding the Directors.

董事

董事會目前由八名董事組成，包括四名執行董事、一名非執行董事及三名獨立非執行董事。下表載列有關董事的資料。

Name 姓名	Age 年齡	Position 職位	Date of Appointment as Director 獲委任董事的日期
Executive Directors 執行董事			
Mr. LI Xiangli 李向利先生	58	Chairman, CEO and executive Director 主席、行政總裁兼執行董事	13 January 2016 2016年1月13日
Ms. ZHANG Aiyong 張愛英女士	58	Vice president and executive Director 副總裁兼執行董事	13 January 2016 2016年1月13日
Mr. LIU Yi 劉翊先生	56	Vice president and executive Director 副總裁兼執行董事	13 January 2016 2016年1月13日
Mr. YANG Rongbing 楊榮兵先生	40	Vice chairman and executive Director 副主席兼執行董事	18 June 2016 2016年6月18日
Non-executive Director 非執行董事			
Mr. WANG Gang 王綱先生	50	Non-executive Director 非執行董事	13 January 2016 2016年1月13日
Independent non-executive Directors 獨立非執行董事			
Mr. WANG Zichen 王梓臣先生	54	Independent non-executive Director 獨立非執行董事	18 June 2016 2016年6月18日
Mr. ZHAO Hong 趙虹先生	60	Independent non-executive Director 獨立非執行董事	18 June 2016 2016年6月18日
Mr. LIU Hoi Keung 廖開強先生	56	Independent non-executive Director 獨立非執行董事	23 July 2018 2018年7月23日

Profile of Directors and Senior Management

董事及高級管理人員簡介

Executive Directors

Mr. Li Xiangli, aged 58, is the chairman, CEO and an executive Director. He is the spouse of Ms. ZHANG Aiying. Mr. Li is primarily responsible for the strategic planning and overall management of our Group. He is also the chairman of the Nomination Committee. Mr. Li joined our Group in April 2009 and was appointed as our executive Director on 13 January 2016. He is also a director of certain subsidiaries of our Company.

Mr. Li has approximately 31 years of experience in the energy testing and inspection field. Prior to joining our Group, from October 2008 to April 2009, Mr. Li served as a project manager of China Certification & Inspection Group Co., Ltd. (中國檢驗認證(集團)有限公司), a state-owned testing company that serves different industries, and was responsible for the establishment of the platform for mineral inspection. From January 1989 to September 2008, he worked at the coal inspection technology center of Qinhuangdao Entry-Exit Inspection and Quarantine Bureau (秦皇島出入境檢驗檢疫局) and was promoted to a deputy director in April 2004, responsible for coal testing and inspection.

Mr. Li obtained a bachelor's degree in chemistry from Hebei Normal College (河北師範學院) in the PRC in July 1985, and a master's degree in materials science from Yanshan University (燕山大學) in the PRC in December 1999. He obtained the qualification as a senior engineer in November 2001 granted by State Administration for Entry-Exit Inspection and Quarantine of the PRC (國家出入境檢驗檢疫局).

Mr. Li is the sole director and sole shareholder of Leon Cornerstone Investment Holding Limited, a controlling shareholder of the Company, as disclosed in the "Substantial Shareholders' Interests in the Shares" section of the Directors' Report. Also, Mr. Li, Ms. ZHANG Aiying and Mr. LIU Yi (劉翊) entered into an acting-in-concert deed on 31 January 2016. Pursuant to the deed, Ms. ZHANG Aiying and Mr. LIU Yi (劉翊) shall support Mr. Li's decisions on material matters in relation to the operation and management of our Group by exercising their voting rights at the meetings of the shareholders and boards of the members of our Group in accordance with the decision of Mr. Li.

執行董事

李向利先生，58歲，主席兼行政總裁，亦為執行董事。李先生為張愛英女士的配偶，主要負責本集團戰略規劃及整體管理。其亦為提名委員會主席。於2009年4月，李先生加入本集團，於2016年1月13日，李先生獲委任為執行董事。其亦擔任本公司若干附屬公司的董事。

李先生在能源檢測及檢驗領域擁有約31年經驗。加入本集團之前，自2008年10月至2009年4月，李先生擔任中國檢驗認證(集團)有限公司(一家為多個行業提供檢測服務的國有公司)的項目經理，負責建立礦產品檢驗平台；自1989年1月至2008年9月，於秦皇島出入境檢驗檢疫局煤炭檢測技術中心工作，並於2004年4月晉升為副主任，負責煤炭檢測及檢驗業務。

1985年7月，李先生獲中國河北師範學院化學系學士學位；1999年12月，獲中國燕山大學材料科學的碩士學位；2001年11月獲國家出入境檢驗檢疫局授予高級工程師資格。

誠如董事會報告「主要股東於股份中的權益」一節所披露，李先生為Leon Cornerstone Investment Holding Limited(本公司之控股股東)的唯一董事及唯一股東。此外，李先生、張愛英女士及劉翊先生於2016年1月31日簽訂一致行動契約。根據契約，張愛英女士與劉翊先生應依據李先生所作決策於本集團成員公司股東及董事會會議上行使其表決權支持李先生有關本集團經營與管理的重大事宜所作決策。

Profile of Directors and Senior Management 董事及高級管理人員簡介

Ms. ZHANG Aiyong, aged 58, is a vice president of the Company and an executive Director. She is the spouse of Mr. LI Xiangli. Ms. Zhang is primarily responsible for overall business management, overall management of the procurement and human resources departments of our Group. She is also a member of the Remuneration Committee. Ms. Zhang was appointed as our executive Director on 13 January 2016. She is also a director of certain subsidiaries of the Company.

Ms. Zhang has over 18 years of experience in energy field. Prior to joining our Group, from May 1995 to February 2005. Ms. Zhang served as a manager of examination department of Shanxi Coal Import & Export Group Qinhuangdao Branch (山西煤炭進出口集團秦皇島分公司), a company primarily engaged in coal trading, and was responsible for coal testing. From August 1988 to May 1995, she was a teacher at No. 11 High School of Qinhuangdao (秦皇島市第十一中學), and was responsible for teaching chemistry.

Ms. Zhang obtained a bachelor's degree in chemistry from Hebei Normal College (河北師範學院) in the PRC in July 1988.

Ms. Zhang is the sole director and sole shareholder of Swan Stone Investment Holding Limited, a substantial shareholder of the Company (by virtue of the Listing Rules), as disclosed in the "Substantial Shareholders' Interests in the Shares" section of the Directors' Report. Also, Ms. Zhang, Mr. LI Xiangli and Mr. LIU Yi (劉翊) entered into an acting-in-concert deed on 31 January 2016. Pursuant to the deed, Ms. Zhang and Mr. LIU Yi (劉翊) shall support Mr. LI Xiangli's decisions on material matters in relation to the operation and management of our Group by exercising their voting rights at the meetings of the shareholders and boards of the members of our Group in accordance with the decision of Mr. LI Xiangli.

Mr. LIU Yi, aged 56, is a vice president of the Company and an executive Director. He is primarily responsible for overall management of sales, quality control and research. Mr. Liu joined our Group in February 2010 as deputy general manager of Lihong Inspection, and was appointed as our executive Director on 13 January 2016. He is also a director of a subsidiary of the Company.

張愛英女士，58歲，本公司副總裁兼執行董事。張女士為李向利先生的配偶，主要負責本集團業務以及採購及人力資源的整體管理。其亦為薪酬委員會成員。於2016年1月13日，張女士獲委任為執行董事。其亦擔任本公司若干附屬公司的董事。

張女士於能源領域行業擁有逾18年經驗。加入本集團之前，自1995年5月至2005年2月，張女士擔任山西煤炭進出口集團秦皇島分公司(一家主要從事煤炭交易的公司)化驗室主任，負責煤炭檢測業務；自1988年8月至1995年5月，任教於秦皇島市第十一中學，負責教授化學。

1988年7月，張女士獲中國河北師範學院化學系學士學位。

誠如董事會報告「主要股東於股份中的權益」一節所披露，張女士為Swan Stone Investment Holding Limited(根據上市規則為本公司之主要股東)的唯一董事及唯一股東。此外，張女士、李向利先生及劉翊先生於2016年1月31日簽訂一致行動契約。根據契約，張女士與劉翊先生應依據李向利先生所作決策於本集團成員公司股東及董事會會議上行使其表決權支持李向利先生有關本集團經營與管理的重大事宜所作決策。

劉翊先生，56歲，為本公司副總裁兼執行董事，主要負責銷售、質量控制及研發的整體管理；2010年2月，劉先生加入本集團，擔任力鴻檢驗的副總經理，並於2016年1月13日獲委任為執行董事。其亦擔任本公司附屬公司的董事。

Profile of Directors and Senior Management 董事及高級管理人員簡介

Mr. Liu has approximately 32 years of experience in the energy testing and inspection field. Prior to joining our Group, from September 1988 to January 2010, Mr. Liu worked with Qinhuangdao Entry-Exit Inspection and Quarantine Bureau (秦皇島出入境檢驗檢疫局) and was promoted to the director of the coal inspection technology center in September 2003, responsible for coal inspection. From July 1987 to September 1988, he was a teacher at Hebei Building Materials Vocational and Technical College (河北建材職業技術學院), and was responsible for teaching analytical chemistry.

Mr. Liu obtained a master's degree in materials engineering from Yanshan University (燕山大學) in the PRC in November 2006. He obtained the qualification as a senior engineer in June 1998 granted by National Commodity Inspection Bureau (國家商品檢驗局), currently known as General Administration of Quality Supervision, Inspection and Quarantine of the PRC (國家質量監督檢驗檢疫總局).

Mr. Liu, Mr. LI Xiangli and Ms. ZHANG Aiyong entered into an acting-in-concert deed on 31 January 2016. Pursuant to the deed, Mr. Liu and Ms. ZHANG Aiyong shall support Mr. LI Xiangli's decisions on material matters in relation to the operation and management of our Group by exercising their voting rights at the meetings of the shareholders and boards of the members of our Group in accordance with the decision of Mr. LI Xiangli.

Mr. YANG Rongbing, aged 40, is an executive Director. Mr. Yang was appointed as our independent non-executive Director on 18 June 2016 and was mainly responsible for providing independent opinion to the Board. He was re-designated as executive Director on 23 July 2018 as well as appointed as the vice chairman and is mainly responsible for corporate strategies, capital planning, internal control and compliance of the Group. He is also a director of certain subsidiaries of the Company.

劉先生於能源檢測及檢驗領域擁有約32年經驗。加入本集團之前，自1988年9月至2010年1月，劉先生任職於秦皇島出入境檢驗檢疫局，並於2003年9月晉升為煤炭檢測技術中心主任，負責煤炭檢驗業務；自1987年7月至1988年9月，任教於河北建材職業技術學院，負責教授解析化學。

2006年11月，劉先生獲中國燕山大學的材料工程學碩士學位；1998年6月獲國家商品檢驗局(現稱為國家質量監督檢驗檢疫總局)授予高級工程師資格。

劉先生、李向利先生及張愛英女士於2016年1月31日簽訂一致行動契約。根據契約，劉先生與張愛英女士應依據李向利先生所作決策於本集團成員公司股東及董事會會議上行使其表決權支持李向利先生有關本集團經營與管理的重大事宜所作決策。

楊榮兵先生，40歲，執行董事。楊先生於2016年6月18日獲委任為獨立非執行董事，主要負責向董事會提供獨立意見，彼於2018年7月23日調任為執行董事及獲委任為副主席，主要負責本集團企業戰略、資本規劃、內控合規等方面的工作。其亦擔任本公司若干附屬公司的董事。

Profile of Directors and Senior Management

董事及高級管理人員簡介

Mr. Yang, holder of a MBA from Central University of Finance and Economics, was a distinguished professor of Capital University of Economics and Business. He has served in the capital markets in both Mainland China and Hong Kong for a long period of time. He is an expert in adopting innovative financial tools to provide support to enterprises on sustainable development and continuously improving capital vehicles. Mr. Yang previously served as an executive director and the chief executive officer of SMI Holdings Group Limited (星美控股集團有限公司) (“SMI Holdings”), a company once listed on the Main Board of the Stock Exchange (Stock code: 0198). Before joining SMI Holdings in 2010, Mr. Yang served in various financial and investment roles in State-owned enterprises and institutions such as Beijing Golden Tide Group Co., Ltd. (北京金泰集團有限公司), Foreign Economic Cooperation Office under Ministry of Environmental Protection (國家環境保護部對外合作中心) and Center for Development of Trade and Control of Investment in Europe (歐洲商業開發投資管理中心).

Non-executive Director

Mr. WANG Gang, aged 50, is the non-executive Director. He is primarily responsible for providing business guidance in relation to the industry to our Group. Mr. Wang was appointed as our non-executive Director on 13 January 2016.

Mr. Wang has extensive experience in testing industry. Since August 2011, Mr. Wang has been serving as a general manager of operation department and legal and investment department of China Inspection Company Limited (中國檢驗有限公司) (“CIC”), a company primarily engaged in inspection and certification service, and has been responsible for the overall management of operation, strategic, quality control and investment. CIC is a substantial shareholder of the Company (by virtue of the Listing Rules), indirectly holding 11.63% of the issued share capital of the Company through its subsidiary. From January 2010 to July 2011, Mr. Wang served as the director of the inspection and supervision department of Zhejiang Entry-Exit Inspection and Quarantine Bureau (浙江出入境檢驗檢疫局) and was responsible for the overall management of the inspection and supervision department. From December 2003 to January 2010, Mr. Wang served as a deputy general manager of China Certification & Inspection Group Zhejiang Co., Ltd. (中國檢驗認證集團浙江有限公司), a company primarily engaged in inspection and certification service, and was responsible for inspection and quality management. From December 1999 to December 2003, Mr. Wang served as the head of Zhejiang Entry-Exit Inspection and Quarantine Firm (浙江出入境檢驗檢疫鑒定所) and was responsible for its overall management.

楊先生，獲得中央財經大學MBA學位，曾任首都經濟貿易大學特聘教授，長期服務於中國大陸與香港兩地資本市場，善於運用創新金融工具支持企業可持續發展及不斷完善資本結構方面的專家。楊先生曾擔任星美控股集團有限公司(「星美控股」，一家曾於聯交所主板上市的公司(股份代號：0198)之執行董事及行政總裁。於2010年加入星美控股前，楊先生分別在北京金泰集團有限公司、國家環境保護部對外合作中心及歐洲商業開發投資管理中心等國有企業及機構擔任財務和投資管理職務。

非執行董事

王綱先生，50歲，非執行董事，主要負責向本集團提供行業相關的業務指導。王先生於2016年1月13日獲委任為非執行董事。

王先生於檢測行業擁有豐富經驗。自2011年8月起，王先生一直擔任中國檢驗有限公司(「中檢公司」)(一家主要從事檢驗認證服務的公司)運營部及法律投資部總經理，負責運營、策略、質量控制及投資的整體管理。根據上市規則，中檢公司為本公司的主要股東，通過其附屬公司持有本公司已發行股本中的11.63%。自2010年1月至2011年7月，王先生為浙江出入境檢驗檢疫局檢驗監管處主任，負責檢驗監管處的整體管理；自2003年12月至2010年1月，王先生擔任中國檢驗認證集團浙江有限公司(一家主要從事檢驗認證服務的公司)副總經理，負責檢驗及質量管理；自1999年12月至2003年12月，王先生擔任浙江出入境檢驗檢疫鑒定所所長，負責其整體管理。

Profile of Directors and Senior Management 董事及高級管理人員簡介

Mr. Wang obtained a bachelor's degree in electrical engineering from Zhejiang University (浙江大學) in the PRC in July 1992. He also obtained a master's degree in finance from Zhejiang University in the PRC in July 2005.

Independent non-executive Directors

Mr. WANG Zichen, aged 54, is an independent non-executive Director. Mr. Wang is primarily responsible for providing independent advice and judgment to our Board. He is also a member of the Audit Committee, the Remuneration Committee and the Nomination Committee. Mr. Wang was appointed as an independent non-executive Director on 18 June 2016.

Since September 2007, Mr. Wang has been working with China Bohai Bank Co., Ltd (渤海銀行股份有限公司) and is currently a branch head of China Bohai Bank Co., Ltd Tianjin Fifth Avenue Branch (渤海銀行股份有限公司天津第五大街支行), responsible for the management and operation of the branch.

Mr. Wang obtained a master's degree in software engineering from Beijing University of Aeronautics and Astronautics (北京航空航天大學) in the PRC in July 2010. He obtained the qualification as a certified cost engineer (註冊造價工程師) granted by the Ministry of Housing and Urban-Rural Development of the PRC (中華人民共和國住房和城鄉建設部) in 2001. He also obtained the qualification as a senior engineer granted by China State Construction Engineering Corporation (中國建築工程總公司) in December 2008.

Mr. ZHAO Hong, aged 60, is an independent non-executive Director. Mr. Zhao is primarily responsible for providing independent advice and judgment to the Board. He is also the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee. Mr. Zhao was appointed as an independent non-executive Director on 18 June 2016.

Currently, Mr. Zhao is an independent director of Zhejiang Kaier New Materials Co., Ltd. (Stock code: 300234), a company listed on the Shenzhen Stock Exchange in the PRC.

Mr. Zhao has extensive experience in thermal engineering. Since March 1991, Mr. Zhao has been serving as a teacher in College of Energy Engineering of Zhejiang University and has been responsible for teaching and scientific research.

王先生於1992年7月自中國浙江大學獲得電氣工程學士學位。彼亦於2005年7月自中國浙江大學獲得金融學碩士學位。

獨立非執行董事

王梓臣先生，54歲，獨立非執行董事。王先生主要負責向董事會提供獨立意見及判斷。其亦為審核委員會、薪酬委員會及提名委員會成員。王先生於2016年6月18日獲委任為獨立非執行董事。

自2007年9月起，王先生一直任職於渤海銀行股份有限公司，且其目前擔任渤海銀行股份有限公司天津第五大街支行行長，負責支行的管理與運營。

2010年7月，王先生獲中國北京航空航天大學軟件工程專業碩士學位；2001年，獲中華人民共和國住房和城鄉建設部授予註冊造價工程師資格，並於2008年12月獲中國建築工程總公司授予高級工程師資格。

趙虹先生，60歲，獨立非執行董事。趙先生主要負責向董事會提供獨立意見及判斷。其亦為薪酬委員會主席及審核委員會與提名委員會成員。趙先生於2016年6月18日獲委任為獨立非執行董事。

趙先生現為浙江開爾新材料股份有限公司(一家中國深圳證券交易所上市公司，股份代號：300234)的獨立董事。

趙先生於熱能工程方面擁有豐富經驗。自1991年3月起，趙先生一直擔任浙江大學能源工程學院教師，負責教學和科研。

Profile of Directors and Senior Management 董事及高級管理人員簡介

Mr. Zhao obtained a bachelor's degree in thermal energy from Zhejiang University in the PRC in July 1984, and a master's degree in engineering from Zhejiang University in the PRC in January 1991. He obtained the qualification as a professor in December 2001 granted by Personnel Department of Zhejiang Province (浙江省人事廳).

Mr. LIU Hoi Keung, aged 56, is an independent non-executive Director. Mr. Liu is primarily responsible for providing independent opinion and judgement to the Board. He is also the chairman of the Audit Committee. He was appointed as an independent non-executive Director on 23 July 2018.

Mr. Liu has over 31 years of experience in the field of auditing, accounting, finance, management and secretarial work. Currently, he is an executive director and the company secretary of Alco Holdings Limited (Stock code: 328), a company listed on the Main Board of the Stock Exchange. Mr. Liu received his Master of Science degree from the University of Hong Kong in 2002. He is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

Mr. Liu served as director and senior management positions with a number of public companies listed on the Stock Exchange, including being a director and joint chief executive officer of PanAsialum Holdings Company Limited (Stock code: 2078); an executive director and the chief financial officer of Beijing Enterprises Medical and Health Industry Group Limited (formerly known as Genvon Group Limited, Stock code: 2389); a director, the chief executive officer and the chief financial officer of China Merchants Land Limited (formerly known as Tonic Industries Holdings Limited, Stock code: 0978) and the company secretary of Tungtex (Holdings) Company Limited (Stock code: 518). Besides, Mr. Liu previously worked at international accounting firms for a total of nine years and gained extensive experience in accounting, auditing and taxation of listed companies.

趙先生於1984年7月自中國浙江大學獲得熱能學士學位，並於1991年1月自該校獲得工程學碩士學位。其於2001年12月獲浙江省人事廳授予教授資格。

廖開強先生，56歲，獨立非執行董事。廖先生主要負責向董事會提供獨立意見及判斷。其亦為審核委員會主席。其於2018年7月23日獲委任為獨立非執行董事。

廖先生於審計、會計、融資、管理及秘書工作方面擁有逾31年經驗。彼目前為聯交所主板上市公司 Alco Holdings Limited (股份代號：328) 之執行董事兼公司秘書。廖先生於2002年自香港大學取得理學碩士學位。彼為香港會計師公會會員及英國特許公認會計師公會資深會員。

過往廖先生曾擔任多家於聯交所上市的公司董事及高級管理人員職位，其中包括擔任榮陽實業集團有限公司(股份代號：2078)董事及聯合行政總裁；北控醫療健康產業集團有限公司(前稱正峰集團有限公司，股份代號：2389)執行董事及財務總監；招商局置地有限公司(前稱東力實業控股有限公司，股份代號：0978)董事、行政總裁及財務總監及同得仕(集團)有限公司(股份代號：518)之公司秘書。此外，廖先生生共曾於國際會計師事務所工作九年，於上市公司會計、審計及稅務方面累積豐富經驗。

Profile of Directors and Senior Management

董事及高級管理人員簡介

Senior Management

Mr. LIU Yi, aged 42, is the secretary to the Board and assistant to the chief executive officer of our Company. Mr. Liu is primarily responsible for managing daily work of the Board and assisting the CEO in managing the business operation of our Group. Mr. Liu joined our Group in July 2011 and was appointed current position on 16 January 2016. He is also the supervisor and director of a subsidiary of the Company.

Mr. Liu has over 14 years of experience in testing industry. Prior to joining our Group, from August 2009 to July 2011, Mr. Liu served as the project manager of China Certification & Inspection Group Beijing Co., Ltd. (中國檢驗認證集團北京有限公司), a company primarily engaged in import and export commodity inspection, and was responsible for inspection business. From August 2006 to July 2009, Mr. Liu served as the business line manager of Sinoswiss Inspection Co., Ltd. (中瑞檢驗有限公司), a company primarily engaged in import and export commodity inspection, and was responsible for inspection business management. From July 2004 to July 2006, Mr. Liu served as the inspection supervisor of China Certification & Inspection Group Co., Ltd. (中國檢驗認證(集團)有限公司), and was responsible for import and export commodity inspection management.

Mr. Liu obtained a bachelor's degree in chemistry in July 2001 and a master's degree in chemistry from Tsinghua University (清華大學) in the PRC in July 2004. He obtained the qualification as chemical analysis engineer (化學分析工程師) in September 2013 granted by Beijing Intermediate Professional and Technical Qualification Evaluation Committee.

高級管理人員

劉藝先生，42歲，為本公司董事會秘書及行政總裁助理。劉先生主要負責管理董事會日常事務並協助行政總裁管理本集團業務運營。劉先生於2011年7月加入本集團，並於2016年1月16日獲委任擔任當前職務。其亦擔任本公司一間附屬公司的監事及董事。

劉先生於檢測行業擁有逾14年經驗。加入本集團之前，自2009年8月至2011年7月，劉先生擔任中國檢驗認證集團北京有限公司(一家主要從事進出口商品檢驗的公司)的項目經理，負責檢驗業務。自2006年8月至2009年7月，劉先生擔任中瑞檢驗有限公司(一家主要從事進出口商品檢驗的公司)的業務部門經理，負責檢驗業務管理。自2004年7月至2006年7月，劉先生擔任中國檢驗認證(集團)有限公司的檢驗主管，負責進出口商品檢驗管理。

劉先生分別於2001年7月及2004年7月自中國清華大學獲得化學學士學位及碩士學位，並於2013年9月獲北京市中級專業技術資格評審委員會授予化學分析工程師資格。

China Leon Inspection Holding Limited is an international independent inspection and testing company as well as the world's first third-party inspection and testing company listed on the Main Board of the Stock Exchange (stock code: 1586.HK). The Company is credited as a "National High-Tech Enterprise". We recognize the importance of intellectual property protection. At present, the Company has been granted 8 national invention patents, with 11 others pending approval; 28 utility patents, with 4 others pending approval; and 43 software copyright licenses.

The Group has numerous branches and professional laboratories in various countries and regions worldwide. In particular, we have 25 inspection agencies and laboratories across major domestic trading ports and cities in China, including Hong Kong, Qinhuangdao, Tangshan, Tianjin, Cangzhou, Nanjing, Jiangyin, Hunan, Hubei, Guangzhou, Zhuhai, Xinjiang, Shaanxi, Inner Mongolia, Dalian, Shandong, Zhoushan, Xiamen, Nanjing and Dongguan. Outside China, the Group has 8 inspection agencies and laboratories covering Singapore, India, Malaysia, Indonesia, Pakistan, Australia and Vietnam. As of 31 December 2020, the Group had 1,657 employees in total.

As an international independent inspection and testing company, China Leon provides customers with professional testing, inspection, certification, consultation and related technical services round the clock globally. Building on the Company's two key business areas, namely energy and commodity, and by fully leveraging its leading advantages in different segments and economies of scale, the Company has expanded the service scope to electric power generation industry. We launched new inspection services in clean energy field, especially focusing on the solar and wind power projects. The Company also provides environmental monitoring and testing services including ecological monitoring, soil testing, environmental technology consultation and assessment and carbon neutrality.

中國力鴻檢驗控股有限公司是國際獨立檢驗檢測公司，也是全球首家在聯交所主板上市（股份代號：1586.HK）的第三方檢驗鑑定機構。本公司也獲得了國家級高新技術企業認證。公司注重知識產權保護，目前公司擁有已獲批國家級發明專利8項，另有審批中的11項，實用型專利28項，另有審批中的4項，軟著43項。

本集團在全球多個國家和地區擁有分支機構及專業實驗室。其中中國境內擁有25個檢驗機構和實驗室，覆蓋了國內主要的貿易港口和城市，包括香港、秦皇島、唐山、天津、滄州、南京、江陰、湖南、湖北、廣州、珠海、新疆、陝西、內蒙古、大連、山東、舟山、廈門、南京及東莞。中國境外擁有8個檢驗機構和實驗室，覆蓋了新加坡、印度、馬來西亞、印尼、巴基斯坦、澳大利亞及越南。截至2020年12月31日，本集團共有1,657僱員。

中國力鴻作為一家國際第三方獨立檢驗檢測公司，為全球客戶提供7x24小時全方位專業檢驗、檢測、計量、認證、諮詢及相關技術服務。公司在專注能源和大宗商品兩大板塊檢驗檢測認證的業務基礎之上，充分利用細分領域的龍頭優勢和規模效應，延伸服務範圍至電力系統，開啓清潔能源領域的相關檢測服務，特別是太陽能和風電設備的相關領域。同時，公司亦提供環境監測和檢測服務，包括生態監測、土壤檢測、環保技術諮詢與評估及碳中和等相關服務。

Chairman's Statement

主席報告

Dear Shareholders,

2020 was an extraordinary and challenging year as the world was hit by Covid-19. At China Leon we continued to prioritize on EHS management, strive for business growth and enthusiastically exploring into emerging sectors. We were able to deliver record high revenue and net profit during the year. On behalf of the Board, I would like to express my sincere gratitude to all members of the Group for their hard work and all stakeholders for their continued support. The Board is pleased to announce that it recommended the issuance of bonus shares, in addition to the payment of final dividend for the year ended 31 December 2020.

In June 2020, we established Leon Group's Energy Testing Technology Research Institute for the purpose of reinforcing research on applied science in the field of inspection and testing, raising operational efficiency as well as risk management, continuously analysing market demands and enhancing customer experience. The Institute will focus on the three key research areas in energy inspection and testing, including innovation in service technology, application of information technology and big data as well as related new technologies and materials. All of the above will play an active role in supporting the development of the existing businesses, facilitating the expansion of new businesses, rendering innovative testing services, training research personnel and carrying out technological exchanges.

尊敬的各位股東：

二零二零年是極不平凡，充滿挑戰的一年，新冠疫情給全球帶來了巨大的衝擊，中國力鴻全體同仁，本著注重安全生產，穩定持續創收，積極開拓新興領域的經營理念砥礪前行，截至報告期內，實現了收益和淨盈利均創歷史新高的亮眼業績。為此，我謹代表公司董事會，為奮戰在各個崗位上的全體同仁及厚愛本集團並且給與長期支持與信任的股東、客戶及各界人士，致以誠摯的感謝！董事會欣然宣佈除建議派付截至 2020年12月31日止年度末期股息外，董事會亦建議發行紅股。

2020年6月，我們成立了力鴻集團能源檢測技術研究院，旨在增強檢驗檢測領域的應用科學研究，提升作業效率和風險管控水準，進一步深挖客戶需求增強客戶體驗。研究院將以能源檢驗檢測技術及服務創新、能源檢驗檢測資訊化及大數據應用、新技術、新材料探索為三大研究方向，在支持現有業務發展，助力新業務拓展，創新檢測服務，培養科研人才，開展科技交流等方面發揮積極作用。

In October 2020, we announced the adoption of the share award scheme, the main purpose of which was to further improve the corporate governance structure and long-term incentive mechanism, promote sustainable development for the Company and its members, attract and retain outstanding talents, and fully enhance the motivation, dedication and commitment of the Company's key management and operation teams. Balancing both long-term and short-term benefits and the interests of shareholders, we strive to achieve sustainable growth in order to create long-term values for all stakeholders.

In November 2020, we established the Electric Energy Business Division to launch a new energy segment based on wind and solar power generation, as well as the testing services in other clean energy fields. New energy (solar energy, wind energy, etc.) testing refers to the testing of power equipment and systems (including power generating grid-connected systems, energy storage systems, micro-grid control equipment and power supply systems) that collect, convert, control, monitor and store electrical energy during the power generation process. We also offer one-stop solutions comprising technical and other auxiliary services for the supervision of the related key equipment and components manufacturing, etc.

2020年10月，我們發佈採納股權激勵計畫，此計畫主要目的為進一步完善公司治理結構和長效激勵機制，倡導公司與個人共同持續發展的理念，利於吸引和保留優秀人才，充分調動公司中高層管理人員、核心技術人員、業務骨幹的積極性、責任感和使命感。公司在兼顧長期利益和短期利益，充分保障股東利益的前提下，按照收益與貢獻對等的原則有效地將股東利益、公司利益和核心團隊個人利益結合在一起，並為之共同努力奮鬥，將更好地促進公司長期、持續、健康發展。

2020年11月，我們成立電力能源事業部，開拓以風力發電、太陽能發電為基礎的新能源板塊以及其他清潔能源領域的檢測服務。新能源（太陽能、風能等）檢測，是指發電過程中對電能進行收集、轉換、控制、監測及儲存的電力設備和系統，包括發電並網系統、儲能系統、微電網控制設備以及電源系統等方面的檢測。此外我們對新能源設備監造、工程監理業主、主機廠、零部件廠等提供一站式解決方案的技術服務及其他輔助服務。

Chairman's Statement 主席報告

In February 2021, we successfully acquired two leading companies in the environmental testing sector. The first target company was Tianjin Zhiheng Environmental Technology Limited, which is principally engaged in soil contamination investigation technology at contaminated land, soil contamination risk assessment technology at contaminated land and services for soil contamination treatment and remediation technology; consultation on environmental protection technology; technology promotion services; environmental governance; environmental monitoring; environmental protection engineering design and construction; wholesale and retail of chemical products (except dangerous goods and easily manufactured drugs), instrumentation and environmental protection equipment; as well as technology development, consultation and services of environmental protection equipment. The second target company was Tianjin Huaneng Environmental Monitoring Service Co., Ltd. and is principally engaged in environmental protection monitoring; ecological monitoring; environmental assessment services; product characteristics and features inspection services; certification services; technology development, technology transfer, technology consultation, and technical services. These acquisitions enabled China Leon to successfully move into the environmental related field. The Chinese government places great emphasis on ecological environment protection by integrating ecological environmental governance into the overall ecological civilization reform programme. The 19th CPC National Congress even set forth the overall goal of building a "Beautiful China" by 2035. We will proactively develop our business in line with the national policies and continue to provide enterprises and government agencies with the services in the field of environment and air quality monitoring, environmental consulting, energy conservation and environmental protection and carbon neutrality.

2021年2月，我們成功收購環境檢測區域領先企業，目標公司一，天津之恆環境科技有限公司，主要從事污染地塊土壤污染狀況調查技術、污染地塊土壤污染風險評估技術、土壤污染治理與修復技術服務；環保技術諮詢；技術推廣服務；環境治理；環境監測；環保工程設計、施工；化工產品（危險品及易製毒品除外）、儀器儀表、環保設備批發零售；環保設備技術開發、諮詢、服務；目標公司二，天津華能環境監測服務有限公司，主要從事環境保護監測；生態監測；環境評估服務；產品特徵、特性檢驗服務；認證服務；技術開發、技術轉讓、技術諮詢、技術服務。此次收購，使得中國力鴻成功進軍環保相關領域。中國政府高度重視生態環境保護工作，將生態環境治理納入生態文明改革大局統籌推進，十九大更提出了2035年「美麗中國」建設總體目標，我們將積極響應國家利好政策，繼續為企業和政府提供生態環境和大氣監測監測，環境諮詢，節能環保，碳中和規劃實施等相關服務。

Management Discussion and Analysis

管理層討論與分析

I. Business Review

The Company benefited from China's economic policies and the growing market demand amid the global public health event as well as the complex and fast changing macroeconomic environment in 2020. The management focused on high-quality development by integrating all daily operations into comprehensive ERP systems, accurately grasping the market trend with strategic advantages, which further strengthened operational efficiency, competitiveness and brand influence. In 2020, total operating income of the Company amounted to RMB574.0 million, representing an increase of 44.8% as compared to the corresponding period last year; total profit was RMB74.9 million, representing an increase of 160.3% as compared to the corresponding period last year. During the reporting period, all key performance indicators hit a record high, laying a good foundation for launching new growth strategy.

During the reporting period, due to the introduction of effective prevention and control measures, China and Singapore, our major business markets, were the first to restore normal production and operations. The overall business of the Company was growing well, with continuous increase in all businesses. As we reacted proactively to China's policy for the Belt and Road Initiative and high-quality development, the core business of our energy inspection segment grew strongly, thus further consolidating our leading position in this segment. We overcame the adverse impact caused by pandemic, strove to enhance service quality and further expanded field inspection, technical consultation and training services. We further strengthened our customers relationships and increased our company capability which ensure the rapid growth ahead for the Company.

一、業務回顧

2020年，面對全球性的公共衛生事件和複雜多變的宏觀經濟環境，公司受益於中國國家宏觀政策支持，及檢測市場需求持續向好，集團管理層聚焦高質量發展，將平台建設理念貫穿工作始終，精準把握各細分領域的市場動向，佈局戰略優勢領域，集團運營品質與效率持續改善，綜合競爭力 and 品牌影響力得到穩步提升。2020年公司實現營業總收入人民幣574.0百萬元，較上年同期增長44.8%；利潤總額人民幣74.9百萬元，較上年同期增長160.3%。報告期內主要經營指標均創歷史新高，為開啟新的發展戰略奠定了良好的基礎。

報告期內，公司主要的業務市場中國和新加坡疫情防控措施得當，率先恢復正常生產和經營秩序，公司業務整體發展良好，各個業務板塊均實現持續增長。我們積極響應一帶一路和高質量發展的國家政策，能源檢測板塊核心業務獲得強勁增長，細分領域頭部地位進一步鞏固。我們克服疫情阻力，努力提升服務品質，積極拓展駐場檢驗、技術諮詢與培訓等方面的業務，獲得客戶一致好評，業務承接能力迅速提升，標誌著我們已經進入快速發展軌道。

1. **Continuous enhancement of brand influence and credibility**

– The Company has obtained CMA “Qualification Certificate of Inspection and Testing Agency” issued by the Certification and Accreditation Administration of the People’s Republic of China and the CNAS “Laboratory Accreditation Certificate” issued by the China National Accreditation Service for Conformity Assessment. In overseas, it has obtained ISO17025, ISO17020 and ISO14001 certifications. We have reached the standards for internationally recognized testing and inspection agencies and other authoritative standards in terms of professional capabilities. We have been granted full membership of China Entry & Exit Inspection and Quarantine Association and full membership of China Certification & Accreditation Association. We joined IFIA as a full member in 2018 and became a full member of TIC Council (a merger of IFIA and CEOC) in 2019. The recognition of all of these qualifications assures that our inspection reports are more internationally credible.

2. **Diversified customer structure**

– having maintained stable and good partnership with major customers such as CHN Energy, Shaanxi Coal Group, China Coal Group, Yitai Group, Datang Group, China Resources Group, CNPC, SINOPEC, CNOOC, ChemChina, SinoChem, Shell, BP, Exxon-Mobil, Chevron, Total, Saudi Aramco, ENOC and Rosneft, new customers were added to the new energy sector, such as Goldwind Science & Technology, SANY Heavy Industry, China Huadian Corporation, China General Certification Center and Tianjin Zhonghai Engineering Management Consulting Co., Ltd. (天津中海工程管理諮詢有限公司). During the reporting period, we increased the number of our regional customers and successfully executed the co-ordinated marketing campaign which further expanded our overall customer base.

1. **品牌影響力與公信力持續增強**

— 公司已獲得由國家認證認可監督管理委員會頒發的CMA「檢驗檢測機構資質認定證書」和中國合格評定國家認可委員會頒發的CNAS「實驗室認可證書」，在國際上取得了ISO17025、ISO17020和ISO14001認證證書，我們的專業能力已達到國際公認的檢測檢驗機構及權威標準。中國出入境檢驗檢疫協會授予我們正式會員，中國認可認證協會授予我們正式單位會員，2018年，我們加入IFIA，成為正式會員，2019年我們成為TIC理事會正式理事成員（前全球TIC行業組織IFIA和CEOC合併而成），全方位的資質認可保障公司檢測報告更具國際公信力。

2. **不斷優化的客戶結構**

— 公司在保持國家能源集團、陝煤集團、中煤集團、伊泰集團、大唐集團、華潤集團、中石油、中石化、中海油、中化工、中化、殼牌(Shell)、BP、埃克森美孚(Exxon-Mobil)、雪佛龍(Chevron)、道達爾(Total)、沙特阿美(Saudi Aramco)、阿聯酋石油(ENOC)、俄石油(Rosneft)等等大客戶穩定良好的合作關係基礎上，增加新能源領域的客戶，如金風科技、三一重工、中國華電集團、北京鑒衡認證中心、天津中海工程管理諮詢有限公司等客戶。報告期內，我們積極拓展區域性客戶，並且成功進行特定行業集中營銷，使得優質的客戶基礎進一步擴大。

3. **Continuous strong growth in the energy inspection business** – The Company successfully acquired Saybolt (Tianjin) Metrology & Inspection Co., Ltd. and Leon Overseas (Hong Kong) Limited (formerly known as Core Laboratories (Hong Kong) Limited) in 2018, and then Saybolt (Singapore) Pte Ltd (“Saybolt (Singapore)”) in 2019, which marked two major milestones for the Group in globalization and diversification, and enabled the Group to successfully venture into the petroleum business in the Asia-Pacific Region and extended its services, such as technical testing and inspection as well as analysis services (including product and service certification) for oil, natural gas, chemicals and fuel bulk cargoes, to cover Singapore and the surrounding areas, thus broadening its business scope. Our successful implementation of the post-acquisition integration framework enabled us to fully unlock the business potential of the two acquired companies and maximise our return on investment.
3. 能源檢測業務持續強勢增長 — 公司在2018年，成功收購Saybolt (Tianjin) Metrology & Inspection Co., Ltd. 及 Leon Overseas (Hong Kong) Limited (前稱 Core Laboratories (Hong Kong) Limited)，之後在2019年，再次成功收購 Saybolt (Singapore) Pte Ltd (「Saybolt (Singapore)」)，標誌著本集團在全球化佈局及多元化業務方面完成了兩個重要里程碑，使本集團成功進軍亞太地區的石油業務，並且將包括石油、天然氣、化學品及燃料散裝貨物的技術檢測及分析服務(包括產品及服務認證)覆蓋至新加坡及周邊地區，拓寬了業務範圍。我們通過全面系統性的管理輸出，使得併購資產效能發揮，業務能力迅速增長，進入良性回收期。

II. Business Strategies and Future Prospects

2021 marks the start of China's "14th 5-year Plan". It is also an extraordinary year in China's modernization process. With the support of China's national policies, China Leon continues to advance in all business areas while maintaining growth. Building on the successful acquisitions over the past three years, the Company is fully committed to the 2+X strategy. The Group will further strengthen our competitive advantage in the field of energy and commodities inspection and testing, leveraging on our leading market position and focusing our resources on the three key business areas; (i) new energy inspection and testing, (ii) general inspection and testing; and (iii) inspection and testing in an emerging industry. Adopting a comprehensive corporate financial strategy and leveraging the opportunity arising from the reform of the domestic TIC market, the Company will work with "business partners" who value the same business ethics and integrity to build an integrated business group for inspection, testing and certification. We will also continue to develop our strategies with long term vision and embrace our corporate values of reliability, professionalism, integrity, diversity, transparency and sustainability.

二、業務策略及未來展望

2021年作為國家「十四五」的開局之年，是我國現代化建設進程中具有特殊性的一年，中國力鴻響應國家發展策略，堅持穩中求進的發展方針，在基於過去三年踐行「聯邦制」經營的成功經驗之上，堅定推行2+X戰略。本集團會繼續深耕能源和大宗商品檢驗檢測領域。本著X業務的三順位思想的原則，以大宗商品和能源領域穩健的市場地位為根基，積極拓展下列三個主要TIC領域：1. 新能源檢驗檢測領域；2. 常規檢驗檢測領域；3. 新興產業檢驗檢測領域。合理運用資本投資為槓杆，以國內TIC市場改革為契機，與同行業志同道合的「事業伴侶」共同打造多元化的綜合檢驗檢測認證商業平台。同時，我們將在綜合TIC領域繼續探索和實踐「長期主義」和「靠譜文化」的經營理念和企業價值觀。

FINANCIAL REVIEW

Overview

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元	Change 變動
Revenue	收入	573,990	396,456	44.8%
Profit before tax	稅前利潤	92,329	46,900	96.9%
Profit for the year	年內利潤	74,858	28,757	160.3%

Revenue

The Group's revenue increased by 44.8% from approximately RMB396.5 million in 2019 to approximately RMB574.0 million in 2020. The Company has achieved favorable performance across all business units. In particular, the energy inspection segment has recorded robust growth during the year which further consolidated our Group's leading position. The table below sets forth the revenue breakdown for each of our service offerings.

財務回顧

概覽

收入

本集團的收入從2019年約人民幣396.5百萬元增至2020年約人民幣574.0百萬元，增幅為44.8%。本公司各業務板塊表現良好，其中能源檢測板塊於年內錄得強勁增長，進一步鞏固本集團的領先地位。下表載列我們各項服務的收入明細。

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Testing services	檢測服務	358,198	254,282
Surveying services	鑒定服務	172,578	127,426
Witnessing and ancillary services	見證及輔助服務	43,214	14,748
		573,990	396,456

Management Discussion and Analysis

管理層討論與分析

Profit for the Year

The Group's profit for the year increased by 160.3% from approximately RMB28.8 million in 2019 to approximately RMB74.9 million in 2020. The significant growth was driven by the continuous enhancement of operational efficiency, brand influence and comprehensive cost control measures during the year.

Cash and Cash Equivalents

The Group's cash and cash equivalents consist primarily of cash and bank balances denominated in RMB, USD and SGD. The Group remained in a strong cash position throughout 2019 and 2020, with cash and cash equivalents of RMB76.0 million and RMB78.9 million as at 31 December 2019 and 2020 respectively.

Cash Flows from Operating Activities

The Group had net cash inflows from operating activities of approximately RMB70.5 million and RMB102.2 million in 2019 and 2020 respectively. The increase in the Group's cash flows from operating activities was primarily due to higher revenue generation.

Cash Flows from Financing Activities

The Group had net cash outflows from financing activities of approximately RMB36.9 million in 2019 and approximately RMB64.5 million in 2020. This was primarily due to (1) repayment of borrowings, interest and lease liabilities of RMB96.4 million, (2) dividend payment of RMB15.0 million and (3) purchase of shares for share award scheme of RMB5.1 million, partially offset by additional borrowing of RMB50 million.

年內利潤

本集團年內利潤從2019年約人民幣28.8百萬元增至2020年約人民幣74.9百萬元，增幅為160.3%。該大幅增長乃受益於年內本集團的營運效率、品牌影響力和精細化管理能力持續提升。

現金及現金等價物

本集團的現金及現金等價物主要包括以人民幣、美元及新加坡元計值的現金及銀行結餘。本集團於2019年及2020年一直維持良好的現金狀況，於2019年及2020年12月31日，本集團的現金及現金等價物分別為人民幣76.0百萬元及人民幣78.9百萬元。

經營活動所得現金流量

於2019年及2020年，本集團經營活動所得現金流入淨額分別約為人民幣70.5百萬元及人民幣102.2百萬元。本集團經營活動所得現金流量增加主要歸因於所產生的收入增加。

融資活動所得現金流量

於2019年及2020年，本集團融資活動所得現金流出淨額分別約為人民幣36.9百萬元及約人民幣64.5百萬元。此乃主要由於(1)償還借款、利息及租賃負債人民幣96.4百萬元、(2)派付股息人民幣15.0百萬元及(3)就股份獎勵計劃購買股份人民幣5.1百萬元所致，部分由額外借款人民幣50百萬元抵銷。

Commitments

As at 31 December 2020, the Group had a total capital commitment of approximately RMB0.8 million for contracted but not performed acquisition of property, plant and equipment.

Liquidity and Capital Resources

The Group had cash and cash equivalents of RMB78.9 million as at 31 December 2020. The Group is in a strong and healthy financial position and has enough resources to support its operations and meet its foreseeable capital expenditures.

Treasury Management and Funding Policy

The primary objectives of our capital management are to safeguard our ability to continue as a going concern and to maintain healthy capital ratios in order to support our business and maximize our Shareholders' value. We manage and adjust our capital structure considering changes in economic conditions and the risks of the underlying assets. To maintain or adjust our capital structure, we may adjust dividend payments to shareholders, return capital to shareholders or raise funds through issuing new equity.

We have a prudent treasury operation to manage our investments in financial products. We only invest in low risk financial instruments from reputable commercial banks that can be redeemed on a same-day basis or otherwise within a short notice period, including primarily bank-sponsored wealth management products, such as bonds, money market funds and interbank deposits.

Contingent Liabilities

As at 31 December 2020, the Group did not have any significant contingent liabilities or guarantees to third parties.

承擔

於2020年12月31日，本集團就已訂約但尚未進行的物業、廠房及設備收購的資本承擔總額約為人民幣0.8百萬元。

流動資金及資本資源

於2020年12月31日，本集團的現金及現金等價物為人民幣78.9百萬元。本集團財務狀況穩健，且擁有充足資源以支持其運營及應付可預見的資本開支。

資金管理及融資策略

我們資本管理的首要目標是保障我們持續經營的能力，並維持穩健的資本比率，從而支持我們的業務並實現股東價值最大化。我們考慮經濟狀況變動及相關資產風險管理並調節資本結構。為維持或調整資本結構，我們可調整派付予股東的股息、向股東退還資本或通過發行新股權籌資。

我們以謹慎的資金運來管理金融產品的投資。我們僅向聲譽良好的商業銀行低風險金融工具進行投資，該等金融工具於當日或較短通知期間內贖回，主要包括銀行發行的理財產品，如債券、貨幣市場基金及同業存款。

或有負債

於2020年12月31日，本集團並無任何重大或有負債，亦未向第三方作出擔保。

Management Discussion and Analysis

管理層討論與分析

Gearing Ratio

The Group monitors capital on the basis of the gearing ratio. The calculation of gearing ratio is based on total net debt divided by capital plus net debt and multiplied by 100.0%. Net debt is calculated as trade payables, other payables and accruals, interest-bearing bank loans and other loans, less cash and cash equivalents as shown in the consolidated statement of financial position. Total capital is calculated as “equity attributable to owners of the Company” as shown in the consolidated statement of financial position.

槓桿比率

本集團基於槓桿比率監控資本。槓桿比率乃按總負債淨額除以資本加負債淨額並乘以100.0%計算。負債淨額乃按綜合財務狀況表所示貿易應付款項、其他應付款項及應計項目、計息銀行貸款及其他貸款減現金及現金等價物計算。資本總額乃按綜合財務狀況表所示「本公司擁有人應佔權益」計算。

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Trade payables	貿易應付款項	35,259	45,456
Other payables and accruals	其他應付款項及應計項目	51,580	42,820
Bank loans and other loans	銀行貸款及其他貸款	33,830	63,273
Less: Cash and cash equivalents	減：現金及現金等價物	(78,875)	(76,008)
Net debt	負債淨額	41,794	75,541
Equity attributable to owners of the Company	本公司擁有人應佔權益	251,105	222,953
Capital and net debt	資本及負債淨額	292,899	298,494
Gearing ratio	槓桿比率	14.27%	25.31%

Credit Risk

Credit risk is the risk of loss arising from a customer's or counterparty's inability to meet its obligations. The Group enters into transactions only with recognized and creditworthy parties. It is the Group's policy that all customers who wish to have credit transactions with the Group are subject to credit verification procedures taking into account the customers' financial position and the Group's past experience with the customers.

信貸風險

信貸風險指因客戶或交易方未能履約而產生損失的風險。本集團僅與獲認可及信譽良好的交易方開展交易。本集團的政策規定，有意與本集團開展信貸交易的所有客戶均須通過信貸驗證程序（計及有關客戶的財務狀況及與本集團的過往交易情況）。

In addition, the Group monitors receivable balances on an ongoing basis, and its exposure to bad debts is not significant. The management of the Group evaluates the creditworthiness of its existing and prospective customers and ensures that the customers have adequate financing for the projects as well as the source of the financing. No collateral is required.

The Group's other financial assets include other receivables and cash and cash equivalents. The credit risk of these financial assets arises from default of the counterparty. The maximum exposure to credit risk equals to the carrying amounts of these assets.

Foreign Exchange Risk

The Group was exposed to foreign currency risk on cash and cash equivalents, receivables, payables and borrowings that were denominated in a currency other than respective functional currencies of the Group's entities. The currencies giving rise to this risk were primarily Hong Kong dollar, United States dollar and Singapore dollar.

Significant Investments

The Group did not have any significant investments during the year.

Charges on Assets

During the year ended 31 December 2017, the Group purchased two buildings from an independent third party with a cash consideration of RMB37.7 million. One of the buildings was pledged by this third party for certain purpose before the purchase. The pledge has been released and the application of building's property ownership certificate is in progress as of the date of the annual report.

In addition, certain investment properties of the Group with a total carrying value of RMB17.4 million as at 31 December 2020 (31 December 2019: RMB18.6 million) were pledged to obtain a banking facility from a bank amounting to RMB10.0 million (31 December 2019: RMB10.0 million).

此外，本集團會持續監管應收款項結餘，其並未面臨重大壞賬風險。本集團管理層會評估其現有及潛在客戶的信譽，並確保客戶擁有充足的項目資金及資金來源。本集團並不需要抵押物。

本集團的其他金融資產包括其他應收款項以及現金及現金等價物。該等金融資產的信貸風險由交易方違約引起。最高信貸風險與該等資產的賬面值相等。

外匯風險

本集團因現金及現金等價物、應收款項、應付款項及借款以本集團旗下實體各自功能貨幣以外的貨幣計值而面臨外幣風險。產生此風險的貨幣主要是港元、美元及新加坡元。

重大投資

本集團於年內並無任何重大投資。

資產抵押

截至2017年12月31日止年度，本集團向一名獨立第三方購買兩幢樓宇，現金代價為人民幣37.7百萬元。於購買前，其中一幢樓宇曾由該第三方就若干目的質押。截至年度報告日期，有關質押經已解除，並正申請上述樓宇的物業產權證書。

此外，於2020年12月31日，賬面總值為人民幣17.4百萬元(2019年12月31日：人民幣18.6百萬元)的本集團若干投資物業曾質押，以自銀行取得為數人民幣10.0百萬元(2019年12月31日：人民幣10.0百萬元)的銀行融資。

Corporate Governance Report

企業管治報告

The Board has committed to maintaining good corporate governance standards. The Board believes that good corporate governance standards are essential in providing framework for the Company to safeguard the interests of Shareholders and to enhance corporate value and accountability.

In the opinion of the Directors, throughout the year ended 31 December 2020, the Company had complied with all code provisions as set out in the CG Code save for the deviation from code provision A.2.1 while such deviation is explained in the relevant paragraph below of this corporate governance report.

The Board will, from time to time, review and enhance its corporate governance practices to ensure that the Company continues to meet the requirements of the CG Code.

A. The Board

A1. Responsibilities and Delegation

The powers and duties of our Board include managing our business, convening general meetings, reporting our Board's work at our Shareholder's meetings, preparing financial budgets and final reports, formulating proposals for profit distributions as well as exercising other powers, functions and duties as conferred by our Articles.

A2. Board Composition

As at the date of this annual report, the Board comprises eight members, which consist of four executive Directors, one non-executive Director, and three independent non-executive Directors, as follows:

Executive Directors

Mr. LI Xiangli (*Chairman and Chief Executive Officer*)

Ms. ZHANG Aiyong

Mr. LIU Yi

Mr. YANG Rongbing (*Vice Chairman*)

Non-executive Director

Mr. WANG Gang

董事會致力維持良好的企業管治標準。董事會認為，良好的企業管治標準乃本公司保障股東利益及提升企業價值及問責性的關鍵。

董事認為，於截至2020年12月31日止年度，本公司已遵守《企業管治守則》所載的全部守則條文，惟第A.2.1條守則條文的偏離除外，有關偏離原因會於本《企業管治報告》下文相關段落中作出解釋。

董事會將不時審閱及加強其企業管治常規，以確保本公司繼續符合《企業管治守則》的規定。

A. 董事會

A1. 責任及授權

董事會權力及職責包括管理本集團業務、召開股東大會、在股東大會匯報董事會工作、編製財務預算及最終報告、制定利潤分配方案以及行使章程細則賦予董事會的其他權力、職能及職責。

A2. 董事會的組成

於本年度報告日期，董事會由八名董事組成，包括四名執行董事、一名非執行董事及三名獨立非執行董事，詳情如下：

執行董事

李向利先生 (*主席兼行政總裁*)

張愛英女士

劉翊先生

楊榮兵先生 (*副主席*)

非執行董事

王綱先生

Independent Non-executive Directors

Mr. WANG Zichen
Mr. ZHAO Hong
Mr. LIU Hoi Keung

獨立非執行董事

王梓臣先生
趙虹先生
廖開強先生

A3. Chairman and Chief Executive

Currently, Mr. LI Xiangli takes up the roles of both chairman of the Board and CEO, which is deviated from code provision A.2.1 of the CG Code that the roles of chairman and chief executive officer of the Company are performed by the same individual. The Board considers that Mr. Li possesses the essential leadership skills to manage the Board and extensive knowledge in the business of the Group. In the opinion of the Directors, through supervision by the Board and the independent non-executive Directors, together with effective control of the Company's internal check and balance mechanism, the same individual performing the roles of chairman and CEO can achieve the goal of improving the Company's efficiency in decision-making, execution and effectively capturing business opportunities. The Board will review the effectiveness of this arrangement from time to time.

During the year, the chairman met once with independent non-executive Directors without the presence of other directors.

A4. Appointment and Re-election of Directors

All Directors are appointed for a specific term, subject to renewal upon expiry of the existing term. Each of the Directors is appointed for a term of three years pursuant to their service contracts or letters of appointment.

Details of specific term of each of the Directors are set out in the paragraph headed "Directors' Service Contracts" of the Directors' Report.

A3. 主席及最高行政人員

目前，李向利先生兼任董事會主席及行政總裁，與《企業管治守則》第A.2.1條守則條文偏離，因為本公司主席與行政總裁的職務由同一人士擔任。董事會認為，李先生具備管理董事會所需之領導技巧，亦十分熟悉本集團之業務。董事認為，透過董事會及獨立非執行董事的監管，加上本公司內部制衡機制的有效制約，由同一人兼任主席及行政總裁的安排可以達到提高本公司決策及執行效率，有效抓住商機的目的。董事會將不時檢討該安排的成效。

年內，主席在沒有其他董事出席的情況下與獨立非執行董事舉行了一次會議。

A4. 董事的委任及重選連任

所有董事的委任均有指定任期，可於現有期限屆滿後予以續期。根據服務合同及委任書，各董事的任期為三年。

有關各董事具體任期的詳情，載於董事會報告「董事服務合同」一段。

According to the Articles, one-third of the Directors for the time being (if their number is not three or a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation at each AGM. The Directors who shall retire in each year will be those who have been longest in the office since their last re-election or appointment, but as between persons who become or were last re-elected Directors on the same day, those to retire will (unless they otherwise agree among themselves) be determined by lot. The retiring Directors should be eligible for re-election at the relevant AGM. In addition, any new Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his/her appointment and be subject to re-election at such meeting, whereas any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM and shall then be eligible for re-election. The Director appointed by the Board as aforesaid shall be eligible for re-election at the relevant general meeting.

A5. Training and Continuing Development for Directors

Each newly appointed Director will receive formal induction on the first occasion of his/her appointment, so as to ensure that he/she has appropriate understanding of the business and operations of the Company and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements. Such induction shall be supplemented by visiting to the Company's key plant sites and meetings with senior management of the Company.

The existing Directors are continually updated with legal and regulatory developments, and the business and market changes to facilitate the discharge of their responsibilities. Trainings and professional development for Directors are arranged whenever necessary. In addition, reading materials on new or changes to salient laws and regulations applicable to the Company are provided to Directors from time to time for their studying and reference.

根據章程細則，當時三分之一董事（倘當人數並非三或三的倍數時，則須為最接近但不少於三分之一的人數）須於每屆股東週年大會上輪值退任。每年須退任的董事將為自上次獲選連任或委任後任期最長的董事，但若數名董事於同日出任或獲選連任，除非彼等另行協定，否則以抽籤決定。退任董事於相關股東週年大會上符合資格重選連任。此外，獲董事會委任以填補臨時空缺的任何新任董事任期僅至其獲委任後本公司首次股東大會為止，並可於該大會上重選連任。然而，獲董事會委任為現有董事會新增成員的任何董事的任期僅至下屆股東週年大會為止，且屆時將符合資格重選連任。上述董事會委任的董事於相關股東大會上符合資格重選連任。

A5. 董事的培訓及持續發展

每名新任董事均將於其首次獲委任時接受正式入職指導，以確保其適當了解本公司的業務及營運以及完全知悉《上市規則》及相關監管規定項下其責任及義務。該等指導須以考察本公司的主要廠房作為補充，並與本公司的高級管理人員會面。

現任董事須不斷獲得有關法律及監管發展以及業務及市場變化的最新資料，以便履行彼等的職責。董事必要時獲安排培訓及進行專業發展。此外，董事不時獲提供適用於本公司的新訂主要法律法規或有關變動的閱讀材料，以供彼等學習及參考。

The Directors are required to submit to the Company details of the training they received in each financial year for the Company's maintenance of proper training records of the Directors. According to the training records currently maintained by the Company, during the year, the Directors had complied with the code provision A.6.5 of the CG Code on participation in continuous professional training as follows:

董事須於各財政年度向本公司提交其已接受的培訓詳情，以供本公司存置董事的適當培訓記錄。根據本公司目前存置的培訓記錄，董事於年內已遵照《企業管治守則》第A.6.5條守則條文參與下列持續專業培訓：

Name of Director	董事姓名	Type of training/education	
		培訓／教育類型	
		Attending training on regulatory development, directors' duties or other relevant topics	Reading regulatory updates or corporate governance related materials or materials relevant to directors' duties
		出席關於監管發展、董事職責或其他相關主題的培訓	閱覽監管最新資訊或與企業管治有關的資料或與董事職責有關的材料
Mr. LI Xiangli	李向利先生	✓	✓
Ms. ZHANG Aiying	張愛英女士	✓	✓
Mr. LIU Yi	劉翊先生	✓	✓
Mr. YANG Rongbing	楊榮兵先生	✓	✓
Mr. WANG Gang	王綱先生	✓	✓
Mr. WANG Zichen	王梓臣先生	✓	✓
Mr. ZHAO Hong	趙虹先生	✓	✓
Mr. LIU Hoi Keung	廖開強先生	✓	✓

A6. Directors' Attendance Records at Meetings

The attendance records of each Director at the Board and Board committee meetings and the general meetings of the Company held during the year ended 31 December 2020 are set out below:

Name of Director	董事姓名	Board Meeting 董事會會議	Audit Committee Meeting 審核委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Nomination Committee Meeting 提名委員會會議	General Meeting 股東大會
Executive Directors:		執行董事：				
Mr. LI Xiangli	李向利先生	9/9	N/A	N/A	1/1	1/1
Ms. ZHANG Aiyang	張愛英女士	9/9	N/A	1/1	N/A	1/1
Mr. LIU Yi	劉翊先生	9/9	N/A	N/A	N/A	1/1
Mr. YANG Rongbing	楊榮兵先生	8/9	N/A	N/A	N/A	1/1
Non-executive Director:		非執行董事：				
Mr. WANG Gang	王綱先生	3/9	N/A	N/A	N/A	1/1
Independent non-executive Directors:		獨立非執行董事：				
Mr. WANG Zichen	王梓臣先生	4/9	2/2	1/1	1/1	0/1
Mr. ZHAO Hong	趙虹先生	3/9	2/2	1/1	1/1	1/1
Mr. LIU Hoi Keung	廖開強先生	4/9	2/2	N/A	N/A	1/1

N/A: not applicable

A6. 董事的會議出席記錄

各董事出席本公司截至2020年12月31日止年度期間舉行的董事會會議、董事委員會會議及股東大會的記錄載列如下：

N/A：不適用

A7. Model Code for Securities Transactions

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding dealings in the securities of the Company by the Directors and the Company's employees who, because of their offices or employments, are likely to possess inside information of the Company and/or securities.

A7. 進行證券交易的標準守則

本公司已採納上市規則附錄十所載的《標準守則》作為董事及本公司僱員（彼等因有關職位或受僱工作而可能擁有有關本公司及／或證券的內幕消息）買賣本公司證券的行為守則。

Having made specific enquiry by the Company with all Directors, all Directors confirmed that they had complied with the required standards set out in the Model Code regarding Directors' securities transactions throughout the year ended 31 December 2020.

A8. Corporate Governance Functions

The Audit Committee is responsible for performing the corporate governance functions set out in the code provision D.3.1 of the CG Code.

A9. Role and Function of the Board and the Management

The Company has set out the respective functions and responsibilities which are reserved to the Board and delegated to management or Board committees. The Board delegates day-to-day operations of the Group to management while reserving certain key matters, mainly relating to the approval and monitoring of the Group's overall strategies, policies and business plans, and overseeing and evaluating the performance of the Group. It is also responsible for promoting the success of the Group and its businesses by directing and supervising the Group's affairs. Board committees for specific functions are also set up to ensure efficient Board operations. The composition and functions of each Board committee and their major roles and functions are described below. The final decision still rests with the Board unless otherwise provided for in the terms of reference of the relevant Board committees.

經本公司向全體董事作出具體查詢後，全體董事已確認，彼等已於截至2020年12月31日止整個年度遵守《標準守則》所載有關董事進行證券交易的規定標準。

A8. 企業管治職能

審核委員會負責履行《企業管治守則》第D.3.1條守則條文所載的企業管治職能。

A9. 董事會及管理層之角色及職能

本公司已訂明董事會本身及其授予管理層或董事委員會的職務及職責。董事會將本集團的日常運作交由管理層處理，但保留處理若干重大事宜(主要有關批准及監察本集團整體策略、政策及業務計劃；以及監管及評估本集團表現)的權利。董事會亦負責指導及監督本集團的事務，以推進本集團及其業務的成功運作。本公司亦制定董事委員會的具體職務，以確保董事會的高效運作。各董事委員會的組成及職能及其主要角色及職能詳述如下。除非有關董事會委員會之職權範圍另有旨明，否則董事會仍擁有最終決定權。

A10. Relationship between Directors

Set out below are the relationship between Directors as required to be disclosed under code provision I(h) of the CG Code:

1. Mr. LI Xiangli is the spouse of Ms. ZHANG Aiying.
2. Mr. LI Xiangli, Ms. ZHANG Aiying and Mr. LIU Yi entered into an acting-in-concert deed on 31 January 2016 whereby Ms. ZHANG Aiying and Mr. LIU Yi shall support Mr. LI Xiangli's decisions on material matters in relation to the operation and management of our Group by exercising their voting rights at the meetings of the shareholders and boards of the members of our Group in accordance with the decision of Mr. LI Xiangli.

B. Board Committees

The Company has three Board committees, namely, the Remuneration Committee, the Nomination Committee and the Audit Committee, for overseeing particular aspects of the Company's affairs. All Board committees have been established with defined written terms of reference which are available on the Stock Exchange's website (www.hkexnews.hk) and on the Company's website (www.leontest.com). All the Board committees should report to the Board on their decisions or recommendations made.

B1. Remuneration Committee

During the year ended 31 December 2020, the Remuneration Committee comprises a total of three members, being two independent non-executive Directors, namely Mr. ZHAO Hong (chairman of the committee) and Mr. WANG Zichen, and one executive Director, namely Ms. ZHANG Aiying. Throughout the year, the Company had met the Listing Rule requirements of having the majority of the Remuneration Committee members being independent non-executive Directors as well as having the committee chaired by an independent non-executive Director.

A10. 董事之間的關係

下文所載為根據企業管治守則第I(h)條守則條文須予披露的董事之間的關係：

1. 李向利先生為張愛英女士的配偶。
2. 李向利先生、張愛英女士及劉翊先生於2016年1月31日簽訂一致行動契約，據此，張愛英女士與劉翊先生應依據李向利先生所作決策於本集團成員公司股東及董事會會議上行使其表決權支持李向利先生有關本集團經營與管理的重大事宜所作決策。

B. 董事委員會

本公司有三個董事會委員會，即薪酬委員會、提名委員會及審核委員會，以監督本公司事務的特定範疇。所有董事會委員會成立時均訂有明確的書面職權範圍，該等資料可於聯交所網站(www.hkexnews.hk)及本公司網站(www.leontest.com)查閱。所有董事委員會應向董事會匯報彼等所作決定或建議。

B1. 薪酬委員會

截至2020年12月31日止年度，薪酬委員會合共包括三名成員，即兩名獨立非執行董事（趙虹先生（委員會主席）及王梓臣先生）及一名執行董事（張愛英女士）。本公司於本年度內符合《上市規則》要求，薪酬委員會大部分成員為獨立非執行董事，以及由獨立非執行董事擔任委員會的主席。

The primary function of the Remuneration Committee is to develop remuneration policies of our Directors, evaluate the performance, make recommendations on the remuneration packages of our Directors and senior management and evaluate and make recommendations on employee benefit arrangements. During the year, one meeting of the Remuneration Committee was held to review the remuneration of the Directors and senior management of the Company as well as the total amount of remuneration paid by the Company in year 2020.

The attendance records of each committee member in the Remuneration Committee meeting held during the year are set out in section A6 above.

Pursuant to code provision B.1.5 of the CG Code, the annual remuneration of the members of the senior management by band for the year is set out below:

Remuneration band (HK\$)	薪酬範圍 (港元)	Number of individuals 人數
Nil to 1,000,000	零至 1,000,000	4
1,000,001 – 1,500,000	1,000,001 至 1,500,000	–
1,500,001 – 2,000,000	1,500,001 至 2,000,000	3

Details of the remuneration of each Director for the year are set out in Note 11 to the financial statements contained in this annual report.

B2. Nomination Committee

During the year ended 31 December 2020, the Nomination Committee comprises a total of three members, being one executive Director, namely Mr. LI Xiangli (chairman of the committee), and two independent non-executive Directors, namely Mr. WANG Zichen and Mr. ZHAO Hong. Throughout the year, the Company had met the code provision A.5.1 of having a majority of the committee members being independent non-executive Directors and having the committee chaired by the chairman of the Board.

薪酬委員會的主要職能為發展董事的薪酬政策、評估表現、就董事及高級管理人員的薪酬待遇提供建議，並就員工福利安排作出評估及提供建議。薪酬委員會於年內舉行了一次會議，以審閱本公司董事及高級管理人員的薪酬以及2020年本公司所派付的薪酬總額。

各委員會成員出席於年內舉行的薪酬委員會會議的記錄載列於上文A6一節。

根據《企業管治守則》第B.1.5條守則條文，高級管理人員於本年度內的年度薪酬範圍載列如下：

各董事於本年度內的薪酬詳情載列於本年度報告所載財務報表附註11。

B2. 提名委員會

截至2020年12月31日止年度，提名委員會合共包括三名成員，即一名執行董事（李向利先生（委員會主席））及兩名獨立非執行董事（王梓臣先生及趙虹先生）。本公司於本年度內符合第A.5.1條守則條文，大部分委員會成員為獨立非執行董事，以及由董事會主席擔任委員會的主席。

The principal duties of the Nomination Committee include reviewing the structure, size and composition of the Board; identifying individual suitably qualified to become members of the Board and select or making recommendations to the Board on the selection of individuals nominated for directorship; making recommendations to the Board on the appointment, re-appointment and succession planning of Directors; and assessing the independence of independent non-executive Directors, as well as reviewing the board diversity policy and the nomination policy.

Nomination Policy

The Board has adopted a nomination policy which sets out the criteria for and process and procedures of nomination of Directors. In accordance with the nomination policy, in evaluation and selecting a candidate for acting as a Director, the criteria to be considered include:

- character and integrity of the individual;
- qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the board diversity policy (summarised below) of the Company that are relevant to the Company's business and corporate strategy;
- any measurable objectives adopted for achieving diversity on the Board;
- requirement for the Board to have independent Directors in accordance with the Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules;
- any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity;

提名委員會的主要職責包括審閱董事會的架構、人數及組成；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建議；就董事委任、重新委任董事及董事繼任計劃向董事會提出建議；及對獨立非執行董事的獨立性進行評估以及審閱董事會成員多元化政策以及提名政策。

提名政策

董事會已採納提名政策，其為提名董事的流程及程序制定了標準。根據提名政策，於評估及遴選董事人選時，所考慮的標準包括：

- 個人品格與誠實；
- 資格，包括專業資格、技巧、知識及與本公司業務及策略相關的經驗，以及本公司董事會成員多元化政策（概要載於下文）所提述的多元化因素；
- 為達致董事會成員多元化而採納的任何可計量目標；
- 根據上市規則，董事會需包括獨立董事的規定，以及參考《上市規則》內列明候選人是否被視為獨立的指引；
- 候選人的專業資格、技巧、經驗、獨立性及性別多元化方面可為董事會帶來的任何潛在貢獻；

- willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of the Company; and
- such other perspectives that are appropriate to the Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of Directors and succession planning.

The nomination policy also sets out the nomination process and procedures, including but not limited to:

1. evaluate the candidate based on the abovementioned criteria upon receipt of the proposal of appointment of new Director;
2. if there are more than one desirable candidate, rank the candidates with reference to the needs of the Company and the reference check of each candidate; and
3. recommend to the Board to appoint the appropriate candidate as the new Director.

Board Diversity Policy

The Company recognises and embraces the benefits of having a diverse Board and regards the increasing diversity at the Board as an essential element in maintaining the Company's competitive advantage. The Board has adopted a board diversity policy which sets out the approach to achieve diversity on the Board.

- 是否願意及是否能夠投放足夠時間履行身為本公司董事會成員及／或董事會轄下委員會的委員的職責；及
- 其他適用於本公司業務及其繼任計劃的其他各項因素，董事會及／或提名委員會可在有需要時不時就提名董事及繼任計劃採納及／或修訂有關因素。

提名政策亦載有提名流程及程序，包括但不限於：

1. 於接獲委任新董事的建議後根據上述標準對人選進行評估；
2. 倘存在一名以上的理想人選，則參考本公司需求及每位人選的證明審查排列他們的優先次序；及
3. 向董事會推薦以委任合適人選為新董事。

董事會成員多元化政策

本公司明白並深信董事會成員多元化裨益良多並將董事會成員日益多元化視為維持本公司競爭優勢的關鍵元素。董事會已採納董事會成員多元化政策，當中載列為求達致董事會成員多元化而作出的方針。

Summary of Policy

The Nomination Committee reviews annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy.

In reviewing and assessing the Board composition and the nomination of directors (as applicable), Board diversity has to be considered from a number of aspects, including gender, age, cultural and educational background, professional qualifications, skills, knowledge and experience.

Measurable Objectives and Progress

The Company aims to maintain an appropriate balance of diversity perspectives of the Board that are relevant to the Company's business growth. The Nomination Committee will discuss and where necessary, agree on the measurable objectives for achieving diversity on the Board and make recommendation to the Board. For the purpose of implementation of the Board Diversity Policy, the following measurable objectives were fulfilled during the year:

1. at least one-third of the members of the Board shall be independent non-executive Directors;
2. at least one of the members of the Board shall have obtained accounting or other professional qualifications;
3. at least one of the members of the Board is female; and
4. at least half of the independent non-executive Directors shall have work experience in industries other than coal inspection.

政策概要

提名委員會每年檢討董事會的架構、人數及組成，並適時就為配合本公司的公司策略而對董事會作出的變動提出建議。

在檢討及評估董事會組成及提名董事(如適用)時，須就董事會成員多元化考慮多方面的因素，包括性別、年齡、文化及教育背景、專業資質、技能、知識及經驗。

可計量目標及過程

本公司旨在為本公司業務發展維持董事會多元化觀點的適當平衡。提名委員會將會討論及協定(如需要)為達致董事會成員多元化的可計量目標，並向董事會作出建議。為實施董事會成員多元化政策，年內已達成以下可計量目標：

1. 至少三分之一的董事會成員須為獨立非執行董事；
2. 至少一名董事會成員須取得會計或其他專業資質；
3. 至少一名董事會成員為女性；及
4. 至少一半獨立非執行董事須擁有煤炭檢測以外行業的工作經驗。

Annual Review

During the year, one meeting of the Nomination Committee was held to review the structure, size and composition of the Board in consideration of the board diversity policy, and to review the nomination criteria and procedures, the performance of Directors and the independence of independent non-executive Directors.

The independence of the independent non-executive Directors has been assessed in accordance with the applicable Listing Rules. The Company has received an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules from each of the independent non-executive Directors, and the Company is of the view that all independent non-executive Directors meet the guidelines for assessing the independence set out in Rule 3.13 of the Listing Rules and are independent.

The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained. The Nomination Committee also considered that the Directors are rich in knowledge, experience and background and their outstanding skills in their respective expertise can meet the development needs of the Company.

The attendance records of each committee member in the Nomination Committee meeting are set out in section A6 above.

B3. Audit Committee

During the year ended 31 December 2020, the Audit Committee comprises a total of three members, all being independent non-executive Directors, namely Mr. LIU Hoi Keung (chairman of the committee), Mr. WANG Zichen and Mr. ZHAO Hong. The Company has met the Listing Rule requirements regarding the composition of the Audit Committee throughout the year.

年度審閱

年內，提名委員會舉行了一次會議，以審閱董事會的架構、人數及組成（考慮到董事會成員多元化政策）、審閱提名資格及程序、董事表現及獨立非執行董事的獨立性。

根據適用之《上市規則》，提名委員會已對獨立非執行董事的獨立性進行評估。根據《上市規則》第3.13條，本公司已接獲各獨立非執行董事就其獨立性作出的年度確認，且本公司認為，所有獨立非執行董事均符合《上市規則》第3.13條所載評估獨立性指引，且為獨立人士。

提名委員會認為，董事會組成在多元化方面維持適當平衡。提名委員會亦認為，董事的知識、經驗及背景豐富，而其於各自專長的卓越技能可滿足本公司的發展需要。

各委員會成員出席提名委員會會議的記錄載列於上文A6一節。

B3. 審核委員會

截至2020年12月31日止年度，審核委員會合共包括三名成員，均為獨立非執行董事，即廖開強先生（委員會主席）、王梓臣先生及趙虹先生。於本年度內，本公司一直符合《上市規則》有關審核委員會組成的要求。

The principal duties of the Audit Committee include monitoring the integrity of the Company's financial statements, annual report and interim report, and reviewing significant financial reporting judgements contained therein; reviewing the Company's financial controls, and overseeing the risk management and internal control systems; making recommendations to the Board on the appointment, re-appointment and removal of external auditor, and approving the remuneration and terms of engagement of external auditor, as well as reviewing arrangements which can be used by the employees of the Company, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters.

The Audit Committee is also responsible for performing the corporate governance functions as set out in the code provision D.3.1 of the CG Code. Its main duties include developing and reviewing the Group's policies and practices on corporate governance and making recommendations to the Board; reviewing and monitoring the Group's policies and practices on compliance with legal and regulatory requirements; reviewing and monitoring the training and continuous professional development of directors and senior management of the Group; and reviewing the Group's compliance with the CG code and the Model Code and the disclosure in the corporate governance report to be contained in the Company's annual reports.

審核委員會的主要職責包括監察本公司的財務報表、年度報告及中期報告的完整性，審閱報表及報告所載有關財務申報的重大判斷；審閱本公司的財務控制，監管風險管理及內部控制系統；就外部核數師的委任、重新委任及罷免向董事會提供建議，批准外部核數師的薪酬及聘用條款，以及審閱有關令本公司僱員可暗中就財務申報、內部控制或其他事宜可能發生的不正當行為提出關注的安排。

審核委員會亦負責履行《企業管治守則》第D.3.1條守則條文所載的企業管治職能。其主要職責包括制定及審閱本集團的企業管治政策及常規，並向董事會提出建議；審閱及監察本集團在遵守法律及監管規定方面的政策及常規；審閱及監察本集團董事及高級管理人員的培訓及持續專業發展；及審閱本集團遵守《企業管治守則》及《標準守則》的情況以及在本公司年度報告中所載的《企業管治報告》中的披露。

During the year, two meetings of the Audit Committee were held to review the annual and interim financial results and reports in respect of the year ended 31 December 2019 and in respect of the six months ended 30 June 2020. The Audit Committee also reviewed financial reporting, internal control and risk management systems as well as the scope of work of external auditor. The Audit Committee also reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

The attendance records of each committee member in the Audit Committee meetings are set out in section A6 above.

年內，審核委員會舉行了兩次會議，審閱截至2019年12月31日止年度及截至2020年6月30日止六個月的年度及中期財務業績及報告。審核委員會亦審閱了財務報告、內部控制及風險管理系統以及外部核數師的工作範疇。審核委員會亦審閱本公司企業管治政策及常規、董事及高級管理人員的培訓及持續專業發展、本公司遵守法律法規規定、遵守《標準守則》的政策及常規、本公司遵守《企業管治守則》的情況及在本《企業管治報告》中的披露。

各委員會成員出席審核委員會會議的記錄載列於上文A6一節。

C. Directors' Responsibilities for Financial Reporting in Respect of the Financial Statements

The Directors have acknowledged their responsibilities for preparing the financial statements of the Group for the year.

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports and other financial disclosures required under the Listing Rules and other regulatory requirements.

D. Risk Management and Internal Control

The Board acknowledges its responsibility to maintain effective risk management and internal control systems of the Company and review their effectiveness in order to manage rather than eliminate risks of failure to achieve business objectives, and to provide reasonable but not absolute assurance against material misstatement or loss.

C. 董事對有關財務報表的財務報告的責任

董事知悉其負責編製本集團於本年度的財務報表。

董事會負責就呈報年度及中期報告以及《上市規則》及其他法定要求規定的其他財務披露事項作出平衡、清晰及可理解的評估。

D. 風險管理及內部控制

董事會知悉，其有責任為本公司維持有效的風險管理及內部控制系統並檢討其有效性，在控制風險而非清除風險的前提下達成業務目標，並有責任就重大失實陳述或損失提供合理而非絕對的保證。

D.1 Control Structure

The Company implemented various policies and procedures to ensure effective risk management at each aspect of its operation, including the provision of on-site inspection, surveying and sampling services, performance of analytical tests in our laboratories, administration of daily operation, financial reporting and recording, fund management, compliance with applicable laws and regulations on environmental protection and workplace safety. The policies and procedures are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The internal audit department monitors compliance with policies and procedures and the effectiveness of risk management and internal control structures across the Group and its principal divisions. The internal audit department reports directly to the Audit Committee and ensure the internal controls are in place and functioning properly as intended.

D.2 Control Approach

The risk management process includes risk identification, risk evaluation, risk management measures, reviewing the effectiveness of the internal control and risk management systems and resolving material internal control defects. The management conducted interviews with relevant staff members, reviewing relevant documentation of the internal control system, identifying and evaluating findings of any deficiencies in the design of the Company's internal control system, providing recommendations for improvement and following up on the effectiveness of implementation of such recommendations, where appropriate. The scope and findings of review on the risk management and internal control are reported to and reviewed by the Audit Committee during the year.

D.1 控制架構

本公司已經實施多項政策及程序，以保證操作中各方面都得到有效的風險管理，包括提供現場檢查、測量及採樣服務、實驗室性能分析測試、日常操作管理、財務報告及記錄、基金管理、遵守環境保護及工作場所安全適用的法律法規。制定有關政策旨在管理而非消除未能達成業務目標之風險，並只合理而非絕對保證可防範重大失實陳述或損失。

內部審核部門監督本集團及其主要部門遵守政策及程序的情況以及風險管理及內部控制結構的有效性。內部審核部門直接向審核委員會報告，並確保設有內部控制，並按預期正常運行。

D.2 控制方法

風險管理程序包括風險識別、風險評估、風險管理措施、檢討內部控制及風險管理系統的有效性及解決重大內部控制缺失。管理層與相關員工進行面談，並審閱內部控制系統相關文件，識別及評估本公司內部控制系統設計之所發現之不足，就改善措施提供推薦建議及跟進實施有關建議之有效性(倘適用)。對風險管理及內部控制審閱的範圍及結果已於年內呈報審核委員會並經其審核。

Procedure manuals and operational guidelines are in place to safeguard the assets against unauthorised use or disposition, ensuring maintenance of proper accounting records in compliance with the applicable laws, rules and regulations for the provision of reliable financial information for internal use and/or external publication.

The Board, in conjunction with the Audit Committee, annually assessed and reviewed the effectiveness of the risk management and internal control systems and procedures and considered the adequacy of resources and financial reporting function.

D.3 Annual Review

For the year 2020, the Board through the Audit Committee had conducted an annual review on the systems of internal control and risk management of the Company. The review covered material controls, including financial, operational and compliance controls and risk management functions of the Group. Areas of improvement have been identified and appropriate measures have been put in place to manage the risks. The improvement of the systems of risk management and internal control is an ongoing process and the Board maintains a continuing commitment to strengthen the Company's control environment and processes. The Board considers that the internal control and risk management systems are effective and adequate.

制定程序手冊及運作指引以保障未經授權使用或處置資產，確保根據適用法律、規則及法規維持適當會計記錄，以提供可靠財務資料供內部使用及／對外刊發。

董事會聯同審核委員會每年評估及檢討風險管理及內部控制系統及程序的有效性，並考慮財務報告職能方面的資源是否足夠。

D.3 年度審閱

2020年，董事會通過審核委員會對本公司內部控制及風險管理系統進行年度審核。上述審核涵蓋主要控制範圍，包括本集團財務、營運、合規控制及風險管理功能。已發現需改善的方面，並已採取適當措施管理風險。改善風險管理及內部控制系統為一個持續的過程，董事會將持續致力於加強本公司環境及流程的控制。董事會認為，內部控制及風險管理系統屬有效及充分。

D.4 Inside Information

The Company formulated the inside information policy. The Company regularly reminds the Directors and employees of the Group about the due compliance with all policies regarding the inside information (as defined under the SFO). Also, the Company keeps Directors, senior management and employees apprised of the latest regulatory updates. The Company shall prepare or update appropriate guidelines or policies to ensure the compliance with regulatory requirements. Under the policy, heads of business units shall report to the Directors any potential inside information event as soon as practicable before or when it materialises for determining the nature of developments, and if required, making disclosure.

E. Company Secretary

Mr. CHAN Oi Fat (“Mr. Chan”) is the Company Secretary. The primary contact person at the Company with Mr. Chan is Mr. ZHANG Yu Kevin, the chief financial officer of the Group.

During the year, Mr. Chan was responsible for providing advice to the Board on corporate governance matters. Mr. Chan confirmed that he took no less than 15 hours of relevant professional training during the year.

F. External Auditor and Auditor’s Remuneration

The statement of the external auditor of the Company, Deloitte Touche Tohmatsu, about their reporting responsibilities on the Company’s financial statements for the year is set out in the section headed “Independent Auditor’s Report” in this annual report.

D.4 內幕消息

本公司制定了內幕消息政策。本公司定期提醒董事及本集團僱員妥善遵守相關內幕消息(定義見《證券及期貨條例》)的所有政策。此外，本公司讓董事、高級管理人員及僱員掌握最新的監管資料。本公司將編製或更新合適指引或政策以確保遵守監管規定。根據該政策，業務部門主管如發現任何潛在內幕消息事件，務須在切實可行的情況下於其落實進行之前或當時盡快向董事匯報，以釐定事態發展的性質，及按照規定作出披露。

E. 公司秘書

陳愛發先生(「陳先生」)為公司秘書。陳先生於本公司的主要聯絡人士為本集團首席財務官張昱先生。

年內，陳先生負責就公司治理事宜向董事會提供意見。陳先生已確認於年內已接受不少於15小時的相關專業培訓。

F. 外部核數師及核數師薪酬

本公司外部核數師德勤•關黃陳方會計師行有關本公司本年度財務報表的報告責任的聲明載於本年度報告「獨立核數師報告」一節。

The fees paid/payable to the external auditor in respect of audit services and non-audit services (if any) for the year are analyzed below:

於本年度就外部核數師所提供的審計服務及非審計服務(如有)已付/應付的費用分析如下:

Service Category	服務類別	Fees paid/payable
		已付/應付的費用
		RMB'000
		人民幣千元
Audit	審計	
Annual audit service	年度審計服務	1,600

G. Communications with Shareholders and Investors

The Company considers that effective communication with Shareholders (both individual and institutional, and in appropriate circumstances, the investment community at large) is essential for enhancing investor relations and ensuring ready, equal and timely access to balanced and understandable information about the Company (including financial performance, strategic goals and plans, material developments and governance) by investors.

The Company maintains a website at www.leontest.com as a communication platform with Shareholders and investors, where information and updates on the Company's business developments and operations and other information are available for inspection for public access.

The Company endeavours to maintain an on-going dialogue with Shareholders and in particular, through AGMs and other general meetings. Board members, in particular, the chairmen of Board committees or their delegates, appropriate management executives and external auditor will use all reasonable efforts to attend AGMs and to answer shareholders' questions.

G. 與股東及投資者溝通

本公司認為，與股東(包括個人及機構兩者，以及於適當情況下，整個投資界)的有效溝通，對加強投資者關係及確保投資者獲得實時、平等和及時的平衡及可理解的本公司資料(包括財務表現、策略目標及計劃、重大發展及管治)十分重要。

本公司設有網站 www.leontest.com 作為與股東及投資者的溝通平台，可供公眾瀏覽有關本公司業務發展及營運的資訊及最新情況以及其他資料。

本公司盡力與股東保持對話，尤其是通過股東週年大會及其他股東大會。董事會成員(尤其是董事委員會主席或其代表)、合適管理人員及外部核數師將盡一切努力出席股東週年大會，以解答股東的問題。

H. Shareholders' Rights

To safeguard Shareholders' interests and rights, a separate resolution is proposed for each substantially separate issue at general meetings, including the election of individual Directors. All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company (www.leontest.com) and the Stock Exchange (www.hkexnews.hk) after each general meeting. The Articles allow a Shareholder entitled to attend and vote at a general meeting to appoint a proxy, who need not be a Shareholder, to attend the meeting and vote thereat on his/her/its behalf.

Pursuant to the Articles, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall have the right, by written requisition to the Board or the Company Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

There is no provision allowing Shareholders to move new resolutions at general meetings under the Cayman Islands Companies Law or the Articles. Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

With respect to the Shareholders' right in proposing persons for election as Directors, please refer to the procedures available on the website of the Company.

During the year, the Company has not made any changes to the Articles. An up-to-date version of the Articles is available on the websites of the Company and the Stock Exchange.

H. 股東權利

為保障股東的權益及權利，會於股東大會上就每項實際獨立的事宜（包括個別董事選舉）分別提出決議案。所有於股東大會上提出的決議案將根據《上市規則》以投票方式進行表決，而投票結果將於各股東大會後刊登於本公司網站(www.leontest.com)及聯交所網站(www.hkexnews.hk)。章程細則允許有權出席股東大會及於會上投票的股東委任代表（無需為股東）代表其出席大會及於會上投票。

根據章程細則，任何一名或以上於遞呈申請當日持有有權於本公司股東大會上投票的本公司繳足股本不少於十分之一的股東，有權透過向董事會或本公司的公司秘書發出書面申請要求董事會召開股東特別大會，以處理有關申請中指明任何業務的交易；上述會議應於相關申請遞呈後兩個月內舉行。倘遞呈後21日內董事會未有召開該股東大會，則遞呈申請人士可自行按正常程序召開股東大會，而遞呈申請人士因董事會未有召開股東大會而合理產生的所有開支應由本公司向申請人作出償付。

開曼群島《公司法》或章程細則中並無條文允許股東在股東大會上提出新決議案。意欲提出決議案的股東可依照前段所載程序請求本公司召開股東大會。

有關股東提名他人參選董事的權利的詳情，請參閱本公司網站所載程序。

年內，本公司並無對章程細則作出任何修改。章程細則的最新版本於本公司及聯交所網站可供查詢。

Shareholders may refer to the Articles for further details of the rights of Shareholders.

In case of shareholding enquiries, Shareholders should direct their enquiries to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, via its online holding enquiry at www.computershare.com, dial its hotline at (852) 2862 8555 or go in person at its public counter at 17M Floor / 17 Floor, Shops 1712-16, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

I. Dividend Policy

The Board has adopted a dividend policy which sets out the principles of and guidelines on recommending or declaring dividend to the Shareholders. The Company shall maintain adequate cash reserves for meeting its working capital requirements and future growth as well as its shareholder value. The Board has the discretion to declare and distribute dividends to the Shareholders subject to the Articles and relevant laws and regulations. The Board shall take into account the factors of the Group when considering the declaration and payment of dividends, including but not limited to, the Group's financial results, cash flow situation, business conditions and strategies, capital requirements and expenditure plans and interests of the Shareholders.

有關股東權利的詳情，股東可參閱章程細則。

如對持股事宜有任何查詢，股東應透過以下方式直接向本公司香港股份過戶登記分處香港中央證券登記有限公司查詢：使用其網站內的網上持股查詢服務（網址：www.computershare.com），致電其熱線 (852) 2862 8555，或親身前往其公眾櫃台（地址為香港灣仔皇后大道東183號合和中心17M樓／17樓1712-16室）。

I. 股息政策

董事會已採納一項股息政策，其載明向股東建議派發或宣派股息的原則及指南。本公司須維持足夠現金儲備，以應付其資金需求、未來增長以及其股東價值。董事會全權酌情向股東宣派及派發股息，惟須受章程細則及相關法律法規所規限。董事會在考慮宣派及派付股息時，應考慮有關本集團的因素，包括（但不限於）本集團的財務業績、現金流狀況、業務狀況及策略、資金需求及支出計劃以及股東利益等因素。

Directors' Report

董事會報告

The Board is pleased to present the Directors' Report of the year 2020 together with the audited consolidated financial statements of the Group for the year.

Principal Business Activities

The Company was incorporated in the Cayman Islands on 29 July 2015 as an exempted company with limited liability under the Companies Law of the Cayman Islands. The Company is an investment holding company.

An analysis of the Company's revenue and operating profit for the year by principal activities is set out in the section headed "Management Discussion and Analysis" in this annual report and Notes 5 and 6 to the consolidated financial statements.

Business Review

A review of the Group's business during the year, which includes a discussion of the principal risks and uncertainties facing the Group, an analysis of the Group's performance using financial key performance indicators, particulars of important events affecting the Group during the year, principal risks and uncertainties of the Group's business, and an indication of likely future developments in the Group's business, could be found in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" in this annual report. In addition, a discussion on relationships with its key stakeholders is included in the sections headed "Management Discussion and Analysis" and "Corporate Governance Report" in this annual report. The review forms part of this directors' report.

Financial Summary

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years is set out on page 230 of this annual report.

Results and Dividends

The results of the Company for the year ended 31 December 2020 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 79 and 80 of this annual report.

董事會欣然呈列本集團2020年度的董事會報告，連同本年度經審核綜合財務報表。

主要業務活動

本公司於2015年7月29日根據開曼群島《公司法》在開曼群島註冊成立為獲豁免有限公司。本公司為投資控股公司。

有關本公司本年度的主營活動所得收入及經營利潤的分析載於本年度報告「管理層討論與分析」一節及綜合財務報表附註5和6。

業務回顧

本集團於年內的業務回顧包括有關本集團所面臨主要風險及不確定性的討論、使用財務主要表現指標對本集團表現作出的分析、年內影響本集團的重大事項的詳情、本集團業務的主要風險及不確定性以及本集團日後可能出現的業務發展，均分別載於本年度報告「主席報告」及「管理層討論與分析」章節內。此外，有關本集團與其主要股權持有人關係的討論載於本年度報告「管理層討論與分析」及「企業管治報告」章節內。該審視構成董事會報告的一部分。

財務概要

本集團最近五個財政年度的公開業績以及資產、負債及非控股權益的概要載於本年度報告第230頁。

業績及股息

本公司截至2020年12月31日止年度的業績載於本年度報告第79及80頁的綜合損益及其他全面收益表。

The Board recommends the payment of a final dividend of RMB0.0375 per share in respect of the year ended 31 December 2020 to Shareholders whose names appear on the register of members of the Company on Monday, 5 July 2021. The proposed final dividend will be paid on or around Thursday, 15 July 2021 subject to approval at the AGM to be held on Friday, 18 June 2021 (the "2021 AGM").

The proposed final dividend shall be declared in RMB and paid in Hong Kong dollars. The final dividend payable in Hong Kong dollars will be converted from RMB at the average middle rate of RMB to Hong Kong dollars as announced by the People's Bank of China during the period from Tuesday, 15 June 2021 to Friday, 18 June 2021.

ISSUE OF BONUS SHARES

Subject to the passing of the relevant resolution at the 2021 AGM and the Stock Exchange granting the listing of and permission to deal in such new shares, the Board proposes to make a bonus issue of one new share for every ten shares held to shareholders whose names appear on the register of members of the Company on Monday, 5 July 2021. The relevant resolution will be proposed at the 2021 AGM, and if passed and upon the Listing Committee of the Stock Exchange granting the listing of and permission to deal in such new shares, share certificates for the bonus shares will be posted on or around Thursday, 15 July 2021.

Closure of the Register of Members

The register of members of the Company will be closed during the following periods:

- (i) from Tuesday, 15 June 2021 to Friday, 18 June 2021, both days inclusive and during which period no share transfer will be effected, for the purpose of ascertaining Shareholders' entitlement to attend and vote at the 2021 AGM. In order to be eligible to attend and vote at the 2021 AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Friday, 11 June 2021; and
- (ii) from Tuesday, 29 June 2021 to Monday, 5 July 2021, both days inclusive and during which period no share transfer will be effected, for the purpose of ascertaining Shareholders' entitlement to the proposed final dividend and bonus shares. In order to establish entitlements to the proposed final dividend and bonus shares, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Monday, 28 June 2021.

董事會建議向於2021年7月5日(星期一)名列本公司股東名冊的股東派發截至2020年12月31日止年度的末期股息每股人民幣0.0375元。經將於2021年6月18日(星期五)召開的股東週年大會(「2021年股東週年大會」)批准，擬派發的末期股息將於2021年7月15日(星期四)或前後派發。

擬派發的末期股息以人民幣宣派並以港元派付。以港元派付的末期股息將按中國人民銀行於自2021年6月15日(星期二)至2021年6月18日(星期五)期間公佈的人民幣兌港元平均中間匯率由人民幣換算。

發行紅股

待2021年股東週年大會通過有關決議案，並經聯交所批准該等新股份上市及買賣後，董事會建議向於2021年7月5日(星期一)名列本公司股東名冊的股東每持有十股發行一股新股份紅股。有關決議案將於2021年股東週年大會上提呈，如獲通過，並經聯交所上市委員會批准該等新股份上市及買賣，則紅股的股票將於2021年7月15日(星期四)或前後寄發。

暫停辦理股份過戶登記手續

本公司將於以下期間暫停辦理股份過戶登記手續：

- (i) 為確保股東有權出席2021年股東週年大會並於會上投票，自2021年6月15日(星期二)至2021年6月18日(星期五)(包含首尾兩日)將不會辦理股份過戶登記手續。為符合資格出席2021年股東週年大會並於會上投票，所有過戶文件連同有關股票均須於2021年6月11日(星期五)下午四時三十分前遞交至本公司的股份過戶登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室)進行登記；及
- (ii) 為確保股東有權獲得擬派發的末期股息及紅股，自2021年6月29日(星期二)至2021年7月5日(星期一)(包含首尾兩日)將不會辦理股份過戶登記手續。為獲得擬派發的末期股息及紅股，所有過戶文件連同有關股票均須於2021年6月28日(星期一)下午四時三十分前遞交至本公司的股份過戶登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室)進行登記。

Share Capital

Details of the movements in the share capital of the Company are set out in Note 32 to the financial statements.

Equity-linked Agreements

During the year, other than the Share Option Scheme and the Share Award Scheme as set out in the sections headed "Share Option Scheme" and "Share Award Scheme" and Notes 33 and 34 to the financial statements respectively, the Company did not enter into any equity-linked agreement or subsisted at the end of the year.

Environmental Policies and Performance

The Group is highly aware of the importance of environmental protection and has not noted any material non-compliance with any relevant laws and regulations in relation to its business including health and safety, workplace conditions, employment and the environment. During the production process, the Group has implemented environmental protection measures, including procedures related to energy use control, waste water and waste air discharge management.

Purchase, Sale or Redemption of Shares of the Company

Neither the Company nor any of its subsidiaries had purchased, redeemed or sold any Shares during the year 2020.

Reserves

Details of the movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on pages 83 and 84 of this annual report and Note 48 to the financial statements, respectively.

As at 31 December 2020, the Company's distributable reserves were RMB134.3 million.

股本

有關本公司股本變動的詳情，載於財務報表附註32。

股權掛鈎協議

年內，除財務報表附註33「購股權計劃」及附註34「股份獎勵計劃」章節分別載列的購股權計劃及股份獎勵計劃外，本公司並無訂立或於年終時參與任何股權掛鈎協議。

環境政策及表現

本集團深知環境保護的重要性，但並無發現其業務（包括健康與安全、工作場所條件、僱傭及環境）嚴重違反任何相關法律法規。於生產過程中，本集團已實施環保措施，包括有關能源使用控制、廢水及廢氣排放管理的措施。

購買、出售或贖回本公司股份

於2020年，本公司及其任何附屬公司概無購買、贖回或出售任何股份。

儲備

有關本集團及本公司於年內的儲備變動詳情，分別載於本年度報告第83及84頁的綜合權益變動表及財務報表附註48。

於2020年12月31日，本公司可供分派的儲備為人民幣134.3百萬元。

Donations

The Group did not make any charitable donations during the year (2019: nil).

Borrowings

Details of the borrowings are set out in the section headed "Management Discussion and Analysis" in this annual report and Note 30 to the consolidated financial statements.

Directors

During the year and up to the date of this annual report, directors of the Company were as follows:

Executive Directors

Mr. LI Xiangli
Ms. ZHANG Aiyong
Mr. LIU Yi
Mr. YANG Rongbing

Non-Executive Director

Mr. WANG Gang

Independent Non-Executive Directors

Mr. WANG Zichen
Mr. ZHAO Hong
Mr. LIU Hoi Keung

Biographical Details of the Directors and the Senior Management

Biographical details of the Directors and the senior management of the Group as at the date of this annual report are set out on pages 5 to 12 in the section headed "Profile of Directors and Senior Management" in this annual report.

捐款

年內，本集團並無作出任何慈善捐款(2019年：無)。

借款

有關借款詳情，載於本年度報告「管理層討論與分析」一節及綜合財務報表附註30。

董事

年內及直至本年度報告日期，本公司董事如下：

執行董事

李向利先生
張愛英女士
劉翊先生
楊榮兵先生

非執行董事

王綱先生

獨立非執行董事

王梓臣先生
趙虹先生
廖開強先生

董事及高級管理人員的履歷詳情

於本年度報告日期，有關本集團董事及高級管理人員的履歷詳情，載於本年度報告第5至12頁的「董事及高級管理人員簡介」一節。

Directors' Service Contracts

None of the Directors proposed for re-election at the forthcoming AGM had proposed to have any service contract with our Company or any of our subsidiaries, other than contracts expiring or determinable by the employer, which is not determinable by the Group within one year without the payment of compensation (other than statutory compensation). The directors' remuneration is determined with references to directors' duties and responsibilities, individual performance and the results of the Group.

Executive Directors' service contracts

Three of our executive Directors, namely Mr. LI Xiangli, Ms. ZHANG Aiyang and Mr. LIU Yi, have respectively entered into service contract with our Company pursuant to which each of them agreed to act as an executive Director for an initial term of three years commencing from 13 January 2016. Such terms were renewed for a further three years commencing from 13 January 2019 upon expiry.

Mr. YANG Rongbing, formerly an independent non-executive Director, has been re-designated as an executive Director and appointed as the vice chairman of the Company with effect from 23 July 2018. Mr. YANG has entered into a service contract with the Company pursuant to which he agreed to act as an executive Director for an initial term of three years commencing from 23 July 2018.

Non-executive Director's and Independent Non-executive Directors' letters of appointment

Our non-executive Director, Mr. WANG Gang, has entered into a letter of appointment with our Company pursuant to which he has been appointed for an initial term of three years commencing from 13 January 2016. Such term was renewed for a further three years commencing from 13 January 2019 upon expiry.

Two of our independent non-executive Directors, namely Mr. WANG Zichen and Mr. ZHAO Hong, have respectively entered into a letter of appointment with our Company pursuant to which each of them has been appointed for an initial term of three years commencing from 18 June 2016. Such term was renewed for a further three years commencing from 18 June 2019 upon expiry.

董事服務合同

擬於即將舉行之股東週年大會膺選連任之董事，概無與本公司或其任何附屬公司擬訂立於一年內終止而本集團須支付賠償(法定補償除外)的服務合同，除非有關合同屆滿或由僱主終止。董事薪酬經參考其在本集團職務及職責、個人表現及業績而釐定。

執行董事服務合同

三名執行董事，即李向利先生、張愛英女士及劉翊先生，已分別與本公司訂立服務合同，據此，彼等同意各自於2016年1月13日起擔任執行董事，初始期限為三年。有關期限已於屆滿後自2019年1月13日起再重續三年。

前獨立非執行董事楊榮兵先生已調任為執行董事及獲委任為本公司副主席，自2018年7月23日起生效。楊先生已與本公司訂立服務合同，據此，彼同意於2018年7月23日起擔任執行董事，初始期限為三年。

非執行董事及獨立非執行董事委任書

非執行董事王綱先生已與本公司訂立委任書，據此，其自2016年1月13日獲委任，初始期限為三年。有關期限已於屆滿後自2019年1月13日起再重續三年。

兩名獨立非執行董事(即王梓臣先生及趙虹先生)已分別與本公司訂立委任書，據此，彼等各自於2016年6月18日獲委任，初始期限為三年。有關期限已於屆滿後自2019年6月18日起再重續三年。

Mr. LIU Hoi Keung has been appointed as an independent non-executive Director with effect from 23 July 2018. Mr. LIU has entered into a letter of appointment with the Company pursuant to which he has been appointed for an initial term of three years commencing from 23 July 2018.

Our non-executive Director received no director's fee. Each of our independent non-executive Directors received a director's fee of HK\$100,000 per annum.

Confirmation of Independence of Independent Non-executive Directors

The Company has received an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules from each of the independent non-executive Directors for the year 2020 and the Company considers that all the independent non-executive Directors are independent.

Emolument of Directors and Senior Management

We offer our executive Directors and senior management members, who are also employees of our Company, emolument in the form of salaries, allowances, remuneration, pension, discretionary bonus and other welfares. Our non-executive Director does not receive any emolument from our Group. Our independent non-executive Directors receive emolument in the form of director's fee based on their responsibilities (including being members or chairman of Board committees). We adopt a market and incentive-based employee emolument structure and implement a multi-layered evaluation system which focuses on performance and management goals.

The remuneration (including fees, salaries and other benefits, performance-related bonuses and pension scheme contributions) paid to the Directors in aggregate for the year ended 31 December 2020 was approximately RMB5.6 million.

The remuneration (including salaries and other benefits, performance-related bonuses and pension scheme contributions) paid to our Group's five highest paid individuals in aggregate for the year ended 31 December 2020 was approximately RMB12.9 million.

廖開強先生已獲委任為獨立非執行董事，自2018年7月23日起生效。廖先生已與本公司訂立委任書，據此，其自2018年7月23日獲委任，初始期限為三年。

非執行董事不收取董事袍金。各獨立非執行董事每年收取董事袍金100,000港元。

獨立非執行董事的獨立性確認書

本公司已收到各獨立非執行董事根據《上市規則》第3.13條發出的2020年度獨立性確認書，且本公司認為，所有獨立非執行董事均為獨立人士。

董事及高級管理人員薪酬

我們為執行董事及高級管理人員(同為本公司員工)提供的酬金包括薪金、津貼、薪酬、退休金、酌情花紅及其他福利。非執行董事並無收取本集團的任何酬金。獨立非執行董事按職責(包括擔任董事委員會的成員或主席)收取董事袍金作為酬金。我們採用市場及激勵為本的員工酬金結構，並實施專注表現及管理目標的多層評估制度。

截至2020年12月31日止年度，向董事支付的酬金總額(包括袍金、薪金及其他福利、績效花紅及退休金計劃供款)約為人民幣5.6百萬元。

截至2020年12月31日止年度，向本集團五名最高薪酬人士支付的酬金總額(包括薪金及其他福利、績效花紅及退休金計劃供款)約為人民幣12.9百萬元。

Directors' Report

董事會報告

For the year ended 31 December 2020, no emoluments were paid by our Group to any Director or any of the five highest paid individuals as an inducement to join or upon joining our Group or as compensation for loss of office. None of the Directors had waived any emoluments for the year ended 31 December 2020.

Details of the Directors' emoluments and emoluments of the five highest paid individuals in the Group are set out in Notes 11 and 12 to the consolidated financial statements.

The Company has also adopted the Share Option Scheme to motivate Directors and employees. Details of the Share Option Scheme are set out in the section headed "Share Option Scheme" of this directors' report and Note 33 to the financial statements.

Furthermore, the Company adopted the Share Award Scheme on 27 October 2020 to motivate the Company's middle and senior management, core technological personnel and operations team. Details of the Share Award Scheme are set out in the section headed "Share Award Scheme" of this directors' report and Note 34 to the financial statements.

Except as disclosed above, no other payments had been made or were payable, for the year ended 31 December 2020, by our Group to or on behalf of any of the Directors.

Permitted Indemnity Provision

Pursuant to article 191 of the Company's articles of association, every Director or officer of the Company shall be indemnified out of the assets of the Company from liabilities which they may incur by reason of execution of their duties.

The Company has maintained appropriate directors' and officers' liability insurance for the Directors and officers of the Group.

Directors' Interests in Transactions, Arrangements and Contracts

Save as disclosed in the section headed "Connected Transactions", no transaction, arrangement or contract of significance in relation to the business of the Group to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party and in which a Director or an entity connected with a Director was materially interested, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

截至2020年12月31日止年度，本公司概無向任何董事或五名最高薪酬人士支付薪酬，作為吸引彼等加入或作為加入本集團後的獎勵，或作為離職賠償。截至2020年12月31日止年度，並無董事放棄任何酬金。

董事的薪酬及本集團五名最高薪酬人士的薪酬詳情載於綜合財務報表附註11及12。

本公司亦已採納購股權計劃以激勵董事及僱員。有關購股權計劃的詳情載於本董事會報告「購股權計劃」一節及財務報表附註33。

此外，於2020年10月27日，本公司採納股份獎勵計劃以激勵本公司之中高級管理層、核心技術人員及業務骨幹。有關股份獎勵計劃的詳情載於本董事會報告「股份獎勵計劃」一節及財務報表附註34。

除上文所披露者外，截至2020年12月31日止年度，概無由本集團或代表任何董事支付或應付任何其他款項。

獲准許的彌償條文

根據本公司的組織章程細則第191條，本公司每名董事或高級職員將就彼等因執行公務而可能產生的負債從本公司資產中獲得彌償。

本公司已為本集團董事及高級職員設有適當的董事及高級職員責任保險。

董事於交易、安排及合同的權益

除本報告「關連交易」一節所披露者外，於年末或年內任何時候，並無存有由本公司、其控股公司或其附屬公司或同系附屬公司訂立對本集團業務屬重要且董事或與董事有關連的實體於其中直接或間接擁有重大權益的交易、安排或合同。

Competing Business

Except otherwise disclosed in this annual report, during the year, none of the Directors were considered to be interested in businesses which competed or were likely to compete, either directly or indirectly, with our core businesses.

Deed of Non-competition

Reference is made to the non-competition undertakings given by the Controlling Shareholders in favour of the Company disclosed in the Prospectus. The Controlling Shareholders have confirmed to the Company that they have complied with the non-competition undertakings during the year. The independent non-executive Directors have conducted such review for the year, and also reviewed the relevant undertakings and are satisfied that such undertakings have been complied with.

Pension Scheme

Details of the pension scheme of the Company are set out in Note 35 to the financial statements.

Share Option Scheme

The following is a summary of the principal terms of the share option scheme conditionally approved and adopted by written resolutions of our then Shareholders on 5 May 2017 (the "Share Option Scheme").

(i) Purpose

The purpose of the Share Option Scheme is to attract, retain and motivate employees, Directors and such other participants and to further perfect corporate governance structure, propel the Company to build up and complete motivating mechanism, fully motivate employees, and effectively help to align the interests of Shareholders, Company and its employees by the grant of options.

(ii) Participants

The directors, officers and employees of any member of the Group as determined by the Board from time to time.

競爭業務

除本年度報告另有披露者外，年內，概無董事被視為於與我們的核心業務直接或間接構成競爭或可能構成競爭的業務中擁有權益。

不競爭契據

誠如招股章程所披露，控股股東以本公司為受益人出具了一份不競爭承諾。控股股東已向本公司確認，彼等於年內一直遵守該不競爭承諾。獨立非執行董事已審閱本年度內遵守有關承諾的情況且亦審閱相關承諾，並對該等承諾的遵守情況表示滿意。

退休金計劃

有關本公司退休金計劃的詳情載於財務報表附註35。

購股權計劃

以下乃我們當時股東於2017年5月5日通過書面決議案有條件批准及採納的購股權計劃的主要條款概要（「購股權計劃」）。

(i) 目的

購股權計劃的目的為透過授出購股權，吸引、挽留及激勵僱員、董事及其他相關參與者並進一步完善企業管治架構，促進本公司建立並完成激勵機制，全面激勵僱員，並有效達致股東、本公司及其僱員的利益一致。

(ii) 參與者

由董事會不時釐定的本集團任何成員公司的董事、高級職員及僱員。

(iii) The total number of shares available for issue

The Shares issued and to be issued upon exercise of all options already granted and to be granted under this Share Option Scheme (the "Share Option(s)") shall not exceed 40,000,000 Shares (representing 10% of the total number of the Shares in issue on the date the Shares commence trading on the Stock Exchange).

As at the date of this report, the total number of shares available for issue under the Share Option Scheme is 30,240,000 shares, representing approximately 7.56% of the issued share capital of the Company as at the date of this report.

(iv) Maximum entitlement of each participant

The total number of Shares issued and to be issued upon exercise of the Share Options granted to each participant under the Share Option Scheme and any other share option schemes (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the total number of Shares in issue. Where any further grant of options to an Eligible Employee would result in the Shares issued and to be issued upon exercise of the options granted to such Eligible Employee (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the total number of Shares in issue, such further grant must be separately approved by the Shareholders at the general meeting with such Eligible Employee and his/her close associates abstaining from voting.

(v) Period within which the shares must be taken up under an option

The period within which the options must be exercised will be specified by the Board at the time of grant, such period shall not be longer than 10 years from the date upon which any particular option is granted in accordance with the Share Option Scheme.

(iii) 可供發行的股份總數

因根據本購股權計劃已經及將予授出的全部購股權(「購股權」)獲行使而已經及將予發行的股份，不得超過40,000,000股股份(佔開始於聯交所買賣當日的已發行股份總數的10%)。

於本報告日期，根據購股權計劃可供發行的股份總數為30,240,000股，佔本公司於本報告日期已發行股本的約7.56%。

(iv) 每名參與者可享有的最高股份數目

於任何12個月期間內因根據購股權計劃及任何其他購股權計劃已向每名參與者授出的購股權(包括已行使及尚未行使的購股權)獲行使而已發行及將予發行的股份總數，不得超過已發行股份總數的1%。倘向合資格僱員進一步授出任何購股權，將導致截至該進一步授出之日(包括該日)止任何12個月期間內行使向有關合資格僱員授出之購股權(包括已行使、註銷及尚未行使之購股權)時，已發行及將予發行的股份總數超過已發行股份總數之1%，則進一步授出購股權須經由股東於股東大會上個別批准，而有關合資格僱員及其緊密聯繫人須放棄投票。

(v) 必須認購購股權項下股份的期限

購股權須予行使的期限將由董事會於授出時指定，有關期限自根據購股權計劃授出任何特定購股權日期起計不得超過10年。

(vi) Minimum period for which an option must be held before it can be exercised (i.e. vesting period)

Options may be vested over such period(s) as determined by the Board in its absolute discretion subject to compliance with the requirements under any applicable laws, regulations or rules to which the Share Option Scheme may be subject, including the Listing Rules or regulations of any stock exchange on which the Shares may be listed and quoted. Furthermore, the Shares to be issued and allotted to a Grantee pursuant to the exercise of any Option under the Share Option Scheme may or may not, at the discretion of the Board, be subject to any retention period.

(vii) Amount payable on acceptance of the option and period within which payments or calls must or may be made or loans for such purposes must be repaid

RMB1.00 within 15 days from the date of grant.

(viii) Basis of determining the exercise price

The subscription price shall be such price determined by the Board at its absolute discretion and notified to the Participant in the offer at the time of the offer, and shall be no less than the highest of:

- (a) the closing price of the Shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant of the relevant Share Option, which shall be a business day;
- (b) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five Business Days immediately preceding the date of grant of the relevant Share Option (provided that, in the event that any Share Option is proposed to be granted within a period of less than five Business Days after the trading of the Shares first commences on the Stock Exchange, the new issue price of the Shares for the share offer shall be used as the closing price for any Business Day falling within the period before listing of the Shares on the Stock Exchange); and

(vi) 購股權可予行使前須持有的最短期限 (即歸屬期)

購股權可於董事會全權酌情釐定的期間歸屬，惟必須遵守購股權計劃可能須遵守的任何適用法例、法規或規則的規定，包括上市規則或股份可能上市及報價的任何證券交易所的規例。此外，根據購股權計劃項下任何購股權獲行使而將予發行及配發予承授人的股份可能須或可能毋須受任何保留期的規限(由董事會酌情決定)。

(vii) 於接納購股權時應付的款項及必須或可能付款或發出催繳通知的期限或必須就此償還的貸款

自授出日期起計 15 日內須支付人民幣 1.00 元。

(viii) 釐定行使價的基準

認購價須由董事會全權酌情釐定並於作出要約時通知要約的參與者，而不得低於以下各項之最高者：

- (a) 股份在授出相關購股權日期(須為營業日)於聯交所發佈的每日報價表中所列的收市價；
- (b) 股份在緊接授出相關購股權日期前五個營業日於聯交所發佈的每日報價表中所列的平均收市價(惟倘任何購股權建議於股份首次於聯交所開始交易後的少於五個營業日期間內授出，就股份發售而言股份的新發行價用作為股份於聯交所上市前的期間內任何營業日的收市價)；及

(c) the nominal value of a Share on the date of grant of the relevant Share Option.

(c) 股份於相關購股權授出日期的名義價值。

(ix) Remaining life of the Share Option Scheme

The Share Option Scheme will be valid and effective for a period of 10 years commencing on 5 May 2017, the date on which the Share Option Scheme is conditionally adopted by resolution of our Shareholders.

(ix) 購股權計劃的剩餘年期

購股權計劃將自2017年5月5日(購股權計劃獲股東決議案有條件採納的日期)起有效及生效，為期10年。

(x) Present status of the Share Option Scheme

Movements in the Share Options during the year were as follows:

(x) 購股權計劃現狀

年內購股權的變動如下：

Date of grant	Participant	No. of Share Options			As at 31/12/2020	Exercise price per Share	Exercise period
		As at 1/1/2020	Granted during the Year	Lapsed during the Year			
授出日期	參與者	於2020年1月1日	年內已授出	年內已失效	於2020年12月31日	每股行使價 (HK\$) (港元)	可行使期限
4/7/2017	Employees (aggregate)	2,325,000	-	(270,000)	2,055,000	1.28	4/7/2018-3/7/2023
	僱員(合計)	1,965,000	-	-	1,965,000	1.28	4/7/2019-3/7/2024
		2,860,000	-	(120,000)	2,740,000	1.28	4/7/2020-3/7/2025
23/7/2018	Mr. YANG Rongbing,	1,000,000	-	-	1,000,000	1.414	23/7/2018-22/7/2023
	executive Director	1,000,000	-	-	1,000,000	1.414	23/7/2019-22/7/2024
	楊榮兵先生， 執行董事	1,000,000	-	-	1,000,000	1.414	23/7/2020-22/7/2025
		10,150,000	-	(390,000)	9,760,000		

Notes:

- The above Share Options are either vested on date of grant to two years or vested in one to three years from the date of grant and are exercisable for a period of five years commencing from the relevant vesting date and expiring at the close of business on the last day of the five-year period.
- No Share Options were granted, exercised or cancelled during the year.

附註：

- 上述購股權於授出日期至兩年內歸屬或自授出日期起計一至三年內歸屬，可於自有歸屬日期起計五年期間行使，並於該五年期間最後一日營業時間結束時屆滿。
- 年內並無購股權獲授出、行使或註銷。

Share Award Scheme

The Company adopted the Share Award Scheme on 27 October 2020. The purposes of the Share Award Scheme are to further improve the corporate governance structure and long-term incentive programme, maintain mutually sustainable growth of the Company and individuals, attract and retain excellent talents.

The Board may, from time to time, at its absolute discretion, determine the criteria for any eligible participants to participate in the Share Award Scheme as award holders in accordance with the rules of the Share Award Scheme. An award holder may be granted an award of Shares (the "Award Shares"). The Award Shares to be granted under the Share Award Scheme are ordinary shares ("Ordinary Shares") in the capital of the Company. Please refer to the announcement of the Company dated 27 October 2020 for further details of the Share Award Scheme.

In general, the Company will pay to the third party trustee (the "Trustee") monies and may give directions or a recommendation to the Trustee to apply such amount of monies and/or such other net amount of cash derived from Ordinary Shares held as part of the funds of the trust to acquire existing Ordinary Shares from the market. Such Ordinary Shares will be held on trust by the Trustee for the relevant award holders. The Trustee shall not exercise any voting rights in respect of any Ordinary Shares held in the trust and no award holder is entitled to instruct the Trustee to exercise the voting rights in respect of any unvested Award Shares.

股份獎勵計劃

本公司於2020年10月27日採納股份獎勵計劃。股份獎勵計劃之目的為進一步完善公司治理結構和長效激勵機制，倡導本公司與個人共同持續發展的理念，吸引和保留優秀人才。

董事會可不時全權酌情釐定任何合資格參與者根據股份獎勵計劃的規則作為獎勵持有人參與股份獎勵計劃的準則。獎勵持有人可獲授股份作獎勵（「獎勵股份」）。根據股份獎勵計劃將予授出的獎勵股份為本公司股本中的普通股（「普通股」）。有關股份獎勵計劃的進一步詳情，請參閱本公司日期為2020年10月27日的公告。

一般而言，本公司會向第三方受託人（「受託人」）支付款額，並指示或建議受託人動用該款額及／或持作信託基金一部分的普通股所得其他現金淨額，以在市場上購買現有普通股。該等普通股將由受託人以信託形式為相關獎勵持有人持有。受託人不得就經信託持有的任何普通股行使任何投票權，且概無獎勵持有人有權指示受託人就任何未歸屬獎勵股份行使投票權。

Management Contracts

No contracts concerning the management or administration of the whole or any substantial part of the business of the Group was entered into or subsisted during the year.

Arrangements for the Directors to Purchase Shares or Debentures

Save as disclosed in the "Share Option Scheme" section in this directors' report and in Note 33 to the consolidated financial statements, at no time during the financial year or at the end of the year was the Company or any of its subsidiaries, its holding company or the subsidiaries of its holding company a party to any arrangement to enable the Directors to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

Directors' and Chief Executive's Interests in Shares and Underlying Shares

To the knowledge of the Board, as at 31 December 2020, the interests and short positions of the Directors or chief executive of the Company 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) (a) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or (b) which were required, under Section 352 of the SFO, to be entered in the register referred to in that section, or (c) which were required under the Model Code to be notified to the Company and the Stock Exchange, were as follows:

管理合同

年內，本公司並未就本集團全部或任何重大部分業務的管理及行政工作訂立或存續任何合同。

董事購買股份或債權證的安排

除本董事會報告「購股權計劃」一節及綜合財務報表附註33所披露外，本公司、任何其附屬公司、其控股公司或其控股公司之附屬公司於財政年度任何時間或於年終時概無參與訂立任何安排，致使董事藉此購入本公司或其任何其他機構之股份或債券而獲益。

董事及最高行政人員於股份及相關股份中擁有的權益

就董事會所知，於2020年12月31日，董事或本公司最高行政人員於本公司或任何其相聯法團（定義見《證券及期貨條例》第XV部）的股份、相關股份及債權證中擁有 (a) 根據《證券及期貨條例》第XV部第7及第8分部須知會本公司及聯交所的權益或淡倉（包括根據《證券及期貨條例》有關條文被當作或視為擁有的權益或淡倉）；或 (b) 根據《證券及期貨條例》第352條須登記於該條所指登記冊的權益或淡倉；或 (c) 根據《標準守則》須知會本公司及聯交所的權益或淡倉如下：

Name of Directors	Nature of Interests	Number of Shares (Note 1)	Number of Underlying Shares	Approximate percentage of issued share capital of the Company 佔本公司已發行股本的概約百分比
董事姓名	權益性質	股份數目 (附註1)	相關股份數目	百分比
Mr. LI Xiangli (Notes 2, 3 & 4) 李向利先生(附註2、3及4)	Interests held jointly with another person Interests of a controlled corporation Interests of spouse 與另一人士共同持有的權益 受控法團權益 配偶權益	227,194,000 (L)	-	56.80%
Ms. ZHANG Aiyong (Notes 2, 4 & 5) 張愛英女士 (附註2、4及5)	Interests held jointly with another person Interests of a controlled corporation Interests of spouse 與另一人士共同持有的權益 受控法團權益 配偶權益	227,194,000 (L)	-	56.80%
Mr. LIU Yi (Notes 2 & 6) 劉翊先生(附註2及6)	Interests held jointly with another person Interests of a controlled corporation 與另一人士共同持有的權益 受控法團權益	227,194,000 (L)	-	56.80%
Mr. YANG Rongbing 楊榮兵先生	Beneficial owner 實益擁有人	1,990,000 (L)	3,000,000 (L) (Note 7) (附註7)	1.25%

Directors' Report

董事會報告

Notes:

- (1) The letter "L" denotes the person's long position in the Shares and underlying Shares.
- (2) There was a duplication of interests of 227,194,000 Shares among Mr. LI Xiangli, Ms. ZHANG Aiying and Mr. LIU Yi. On 31 January 2016, Mr. LI Xiangli, Ms. ZHANG Aiying and Mr. LIU Yi entered into an acting-in-concert deed to acknowledge and confirmed that they are parties acting in concert in respect of each of the members of our Group during and since the three years ended 31 December 2013, 2014 and 2015 and continue after the date of the deed. Pursuant to the deed, Ms. ZHANG Aiying and Mr. LIU Yi shall support Mr. LI Xiangli's decisions on material matters in relation to the operation and management of our Group by exercising their voting rights at the meetings of the shareholders and boards of the members of our Group in accordance with the decision of Mr. LI Xiangli. For details, see in the section headed "Relationship with Controlling Shareholders – Our Controlling Shareholders Acting in Concert" in the Prospectus. By virtue of the SFO, Mr. LI Xiangli, Ms. ZHANG Aiying and Mr. LIU Yi are deemed to be interested in the Shares which are interested by each other.
- (3) Leon Cornerstone Investment Holding Limited ("Leon Investment") is beneficially and wholly-owned by Mr. LI Xiangli. By virtue of the SFO, Mr. LI Xiangli is deemed to be interested in the Shares held by Leon Investment.
- (4) Ms. ZHANG Aiying is the spouse of Mr. LI Xiangli. By virtue of the SFO, Mr. LI Xiangli and Ms. ZHANG Aiying are deemed to be interested in the Shares which are interested by each other.
- (5) Swan Stone Investment Holding Limited ("Swan Stone") is beneficially and wholly-owned by Ms. ZHANG Aiying. By virtue of the SFO, Ms. ZHANG Aiying is deemed to be interested in the Shares held by Swan Stone.
- (6) Hawk Flying Investment Holding Limited ("Hawk Flying") is beneficially and wholly-owned by Mr. LIU Yi. By virtue of the SFO, Mr. LIU Yi is deemed to be interested in the Shares held by Hawk Flying.
- (7) Of which, 3,000,000 Share Options, each entitles its holder to subscribe for one Share, were granted to Mr. YANG Rongbing (who was re-designated from an independent non-executive Director to an executive Director and appointed as the vice chairman of the Company on 23 July 2018) on 23 July 2018.
- (8) As at 31 December 2020, the issued share capital of the Company was 400,000,000 Shares.

附註：

- (1) 英文字母「L」指該人士於股份及相關股份中的好倉。
- (2) 李向利先生、張愛英女士及劉翊先生重複擁有227,194,000股股份的權益。於2016年1月31日，李向利先生、張愛英女士及劉翊先生簽訂一致行動契約，認可並確認其於截至2013年、2014年及2015年12月31日止三個年度期間並於該等契約簽訂日期之後就本集團各成員公司事宜均為行動一致人士。根據契約，張愛英女士與劉翊先生應依據李向利先生所作決策於本集團成員公司股東及董事會會議上行使其表決權支持李向利先生有關本集團經營與管理的重大事宜所作決策。詳情請參閱招股章程「與控股股東的關係 – 一致行動的控股股東」一節。根據《證券及期貨條例》，李向利先生、張愛英女士及劉翊先生被視為於其各自擁有權益的股份中擁有權益。
- (3) Leon Cornerstone Investment Holding Limited (「Leon Investment」) 由李向利先生實益及全資持有。根據《證券及期貨條例》，李向利先生被視為於Leon Investment所持股份中擁有權益。
- (4) 張愛英女士為李向利先生之配偶。根據《證券及期貨條例》，李向利先生與張愛英女士被視為於其各自擁有權益的股份中擁有權益。
- (5) Swan Stone Investment Holding Limited (「Swan Stone」) 由張愛英女士實益及全資持有。根據《證券及期貨條例》，張愛英女士被視為於Swan Stone所持股份中擁有權益。
- (6) Hawk Flying Investment Holding Limited (「Hawk Flying」) 由劉翊先生實益及全資持有。根據《證券及期貨條例》，劉翊先生被視為於Hawk Flying所持股份中擁有權益。
- (7) 其中3,000,000份購股權(各自賦予其持有人認購一股份之權利)乃於2018年7月23日授予楊榮兵先生(於2018年7月23日由獨立非執行董事調任為執行董事並獲委任為本公司副主席)。
- (8) 於2020年12月31日，本公司已發行股本為400,000,000股股份。

Save as disclosed above and to the best knowledge of Directors, as at 31 December 2020, there were no interests and short positions of the Directors or chief executive of the Company 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 to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or were required, under Section 352 of the SFO, to be entered in the register referred to in that section, or were required under the Model Code to be notified to the Company and the Stock Exchange.

除上文所披露者外及就董事所深知，於2020年12月31日，概無董事或本公司最高行政人員於本公司或任何其相聯法團（定義見《證券及期貨條例》第XV部）的股份、相關股份及債權證中擁有根據《證券及期貨條例》第XV部第7及第8分部須知會本公司及聯交所的權益及淡倉（包括根據《證券及期貨條例》有關條文被當作或視為擁有的權益或淡倉），或根據《證券及期貨條例》第352條須登記於該條所指登記冊的權益及淡倉，或根據《標準守則》須知會本公司及聯交所的權益及淡倉。

Substantial Shareholders' and Other Persons' Interests in the Shares

So far as the Directors are aware, as of 31 December 2020, the following corporations/persons (other than Directors and chief executive of the Company) had interests of 5% or more in the issued Shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO:

主要股東及其他人士於股份中的權益

就董事所知，截至2020年12月31日，下列公司／人士（董事及本公司最高行政人員除外）於已發行股份或相關股份中擁有根據《證券及期貨條例》第XV部第2及3分部的條文須向本公司及聯交所披露，或根據《證券及期貨條例》第336條須由本公司備存的登記冊所記錄的5%或以上權益：

Name of Shareholders	Nature of Interests	Number of Shares	Approximate percentage of issued share capital of the Company 佔本公司已發行股本的概約百分比
股東姓名／名稱	權益性質	股份數目	
Ms. WEI Yajuan (Notes 2 & 6) 魏雅娟女士(附註2及6)	Interests of spouse 配偶權益	227,194,000 (L)	56.80%
Leon Investment (Notes 3 & 6) Leon Investment (附註3及6)	Beneficial owner 實益擁有人	140,970,000 (L)	35.24%
Swan Stone (Notes 4 & 6) Swan Stone (附註4及6)	Beneficial owner 實益擁有人	49,474,000 (L)	12.37%
Hawk Flying (Notes 5 & 6) Hawk Flying (附註5及6)	Beneficial owner 實益擁有人	36,750,000 (L)	9.19%
China Certification & Inspection Group Co., Ltd. (中國檢驗認證(集團)有限公司) ("CCIC") (Notes 7 & 8) 中國檢驗認證(集團)有限公司 (「中國檢驗認證集團」)(附註7及8)	Interests of a controlled corporation 受控法團權益	46,500,000 (L)	11.63%
China Inspection Company Limited (中國檢驗有限公司) ("CIC") (Notes 7 & 8) 中國檢驗有限公司 (「中檢公司」)(附註7及8)	Interests of a controlled corporation 受控法團權益	46,500,000 (L)	11.63%
China Dragon Inspection & Certification (H.K.) Limited ("China Dragon") (Notes 7 & 8) 中龍檢驗認證(香港)有限公司(「中龍」)(附註7及8)	Beneficial owner 實益擁有人	46,500,000 (L)	11.63%

Notes:

- (1) The letter "L" denotes the person's long position in the Shares.
- (2) Ms. WEI Yajuan is the spouse of Mr. LIU Yi. By virtue of the SFO, Ms. WEI Yajuan is deemed to be interested in the Shares which are interested by Mr. LIU Yi.
- (3) Leon Investment is beneficially and wholly-owned by Mr. LI Xiangli. By virtue of the SFO, Mr. LI Xiangli is deemed to be interested in the Shares held by Leon Investment.
- (4) Swan Stone is beneficially and wholly-owned by Ms. ZHANG Aiyong. By virtue of the SFO, Ms. ZHANG Aiyong is deemed to be interested in the Shares held by Swan Stone.
- (5) Hawk Flying is beneficially and wholly-owned by Mr. LIU Yi. By virtue of the SFO, Mr. LIU Yi is deemed to be interested in the Shares held by Hawk Flying.
- (6) There was a duplication of interests of 227,194,000 Shares among Mr. LI Xiangli, Ms. ZHANG Aiyong, Mr. LIU Yi, Ms. WEI Yajuan, Leon Investment, Swan Stone and Hawk Flying. Of these Shares, Mr. LI Xiangli, Ms. ZHANG Aiyong, Mr. LIU Yi and Ms. WEI Yajuan were deemed interested in the 140,970,000 Shares, 49,474,000 Shares and 36,750,000 Shares held by Leon Investment, Swan Stone and Hawk Flying respectively.
- (7) China Dragon is a 99.88% owned subsidiary of CIC, which is a 75% owned subsidiary of CCIC. By virtue of the SFO, CIC and CCIC are deemed to be interested in the Shares held by China Dragon.
- (8) There was a duplication of interests of 46,500,000 Shares among China Dragon, CIC and CCIC.
- (9) As at 31 December 2020, the issued share capital of the Company was 400,000,000 Shares

Save as disclosed above and to the best knowledge of Directors, as at 31 December 2020, no other persons (other than the Directors of the chief executive of the Company) owned interests or short positions in the Shares and underlying shares recorded in the register required to be kept by the Company pursuant to section 336 of the SFO or interests or short positions required to be disclosed to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO.

附註：

- (1) 英文字母「L」指該人士於股份中的好倉。
- (2) 魏雅娟女士是劉翊先生的配偶。根據《證券及期貨條例》，魏雅娟女士被視為於劉翊先生擁有權益的股份中擁有權益。
- (3) Leon Investment 由李向利先生實益及全資持有。根據《證券及期貨條例》，李向利先生被視為於 Leon Investment 所持有的股份中擁有權益。
- (4) Swan Stone 由張愛英女士實益及全資持有。根據《證券及期貨條例》，張愛英女士被視為於 Swan Stone 所持有的股份中擁有權益。
- (5) Hawk Flying 由劉翊先生實益及全資持有。根據《證券及期貨條例》，劉翊先生被視為於 Hawk Flying 所持有的股份中擁有權益。
- (6) 李向利先生、張愛英女士、劉翊先生、魏雅娟女士、Leon Investment、Swan Stone、Hawk Flying 重複擁有 227,194,000 股股份的權益。於該等股份中，李向利先生、張愛英女士、劉翊先生及魏雅娟女士被視為於 Leon Investment、Swan Stone 及 Hawk Flying 分別所持有的 140,970,000 股股份、49,474,000 股股份及 36,750,000 股股份中擁有權益。
- (7) 中龍為中檢公司（為中國檢驗認證集團擁有 75% 權益的附屬公司）擁有 99.88% 權益的附屬公司。根據《證券及期貨條例》，中檢公司與中國檢驗認證集團被視為於中龍所持有的股份中擁有權益。
- (8) 中龍、中檢公司及中國檢驗認證集團重複擁有 46,500,000 股股份的權益。
- (9) 於 2020 年 12 月 31 日，本公司已發行股本為 400,000,000 股股份。

除上文所披露者外及就董事所深知，於 2020 年 12 月 31 日，概無其他人士（董事及本公司最高行政人員除外）於股份及相關股份中擁有記入本公司根據《證券及期貨條例》第 336 條須予存置登記冊的權益或淡倉或根據《證券及期貨條例》第 XV 部第 2 及 3 分部須向本公司及聯交所披露的權益或淡倉。

Public Float

Based on the information publicly available to the Company and as far as the Directors are aware, as at the date of this directors' report, at least 25% of the total number of issued Shares of the Company is held by the public pursuant to the Listing Rules.

Pre-Emptive Rights

There are no provisions of pre-emptive rights under the Articles, or the laws of the Cayman Islands (being the jurisdiction in which the Company was incorporated), which would oblige the Company to offer new shares on a pro-rata basis to its existing shareholders.

Tax Relief

The Directors are not aware of any tax relief available to the Shareholders by reason of their holding of the Shares.

Major Customers and Suppliers

The customer base of the Company mainly consists of state-owned energy companies, power generation companies, global commodity trading companies. Customers of the Company also include other general customers who engage us for specific services on a service-order basis. Our suppliers include port companies, sampling equipment companies, third-party inspection providers and landlords.

In the year under review, the Group's five largest customers accounted for less than 30% of the Group's total revenue.

In the year under review, the Group's five largest suppliers accounted for less than 30% of the Group's total cost of sales.

As far as the Directors are aware, none of the Directors, their close associates or Shareholders holding more than 5% of the total number of issued Shares had any interest in the five largest customers or five largest suppliers of the Group during the year.

公眾持股量

根據本公司可獲得的公開資料及就董事所知，於董事會報告日期，本公司已發行股份總數中至少25%已根據《上市規則》由公眾持有。

優先購股權

本公司章程細則或開曼群島（本公司註冊成立的司法管轄區）法律並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發售新股份。

稅務減免

董事並不知悉股東因持有股份而有任何稅務減免。

主要客戶及供應商

本公司客戶群主要由國有能源公司、發電公司、全球商品貿易公司組成。本公司客戶亦包括讓我們按服務訂單基準提供特定服務的其他一般客戶。我們的供應商包括港口公司、採樣設備公司、第三方檢驗供應商及業主。

於回顧年內，本集團五大客戶佔本集團總收入少於30%。

於回顧年內，本集團五大供應商佔本集團銷售成本總額少於30%。

據董事所知，於年內概無持有已發行股份總數超過5%的董事、彼等的緊密聯繫人或股東於本集團五大客戶或五大供應商中持有任何權益。

Principal Risks and Uncertainties

Other than the financial risk management objective and policies as disclosed in Note 42 to the financial statements, some significant risks and uncertainties affecting the Group are outlined below. They are not exhaustive and there may be other additional risks and uncertainties which are now unknown or immaterial to the Group but could become material in future.

Our business and operations involve certain risks and uncertainties, many of which are beyond our control. Management oversees the risks and mitigate them by implementing robust business processes. These risks can be broadly categorized as (1) business and industry risk; (2) economic and political risk; (3) financial risk; (4) people risk; and (5) operational risk.

Business and Industry Risk

The Group depends on a limited number of customers for a substantial portion of our revenue and may not be able to successfully maintain our business relationship with these customers. Our expansion plans or future acquisitions may entail certain risks and challenges.

Economic and Political Risk

The economic, political and social conditions of regions we operate in could affect our business, financial condition and results of operations. Any slowdown in the global economy may affect the demand for energy and commodities and result in a material adverse effect on our business, results of operations and financial condition.

Financial Risk

The Group is exposed to discontinued or reduced preferential tax treatments, interest rate, foreign currency in the normal course of business.

Operational Risk

The Group's operations may be interrupted by the occurrence of unexpected events like natural disasters, strikes, epidemics and occupational hazards that may or may not be under the Group's control.

主要風險及不確定性

除財務報表附註42所披露的財務風險管理目標及政策外，影響本集團的若干重大風險及不確定性概述如下。彼等並非鉅細無遺，且可能存在現在未知或對本集團不重大但於日後可變得重大的其他額外風險及不確定性。

我們的業務及經營涉及若干風險及不確定性，其中許多風險我們不能控制。管理層實施穩健的業務流程以監察及降低風險。該等風險可大體分類為：(1) 業務及行業風險；(2) 經濟及政治風險；(3) 財務風險；(4) 人員風險；及(5) 營運風險。

業務及行業風險

本集團依賴佔我們絕大部分收入的客戶的數量有限，且不一定能與該等客戶維持良好關係。我們的擴張計劃或日後收購可能受到若干風險及挑戰。

經濟及政策風險

我們經營地區的經濟、政策及社會狀況可能影響我們的業務、財務狀況及經營業績。全球經濟的下行可能影響能源和大宗商品的需求，從而對我們的業務、經營業績及財務狀況產生重大不利影響。

財務風險

本集團於一般業務過程中面臨優惠稅項的終止或減少、利率及外幣風險。

營運風險

本集團的營運可能因出現自然災害、示威、流行病以及可能受或不受本集團控制的職業危險等的意外事件而受到干擾。

Furthermore, the widespread community transmission of COVID-19 may cause disruption in supply chain, and interruption of business operations.

Relationship with Customers and Suppliers

Our business relationship with our customers has proven to be lasting. We believe that impartial and high-quality testing and inspection are critically important for our customers. To better serve the business needs from our customers, we are dedicated to delivering reliable testing and inspection services supported by quality control and operational measures consistent with statutory and industrial standards, which are strictly followed by our employees. In the meantime, we have an experienced sales and marketing team in each of our service centers to better understand and serve the needs of our customers.

We generally maintain a list of approved suppliers. We review this list on an annual basis and consider whether any supplier should be removed or added. In selecting a new supplier, we generally consider whether the supplier candidate has passed the relevant quality authentication, obtained the relevant production permit, and/or received favorable recommendations. We typically maintain at least two suppliers for each type of our major equipment, instruments or required services to minimize potential disruption of our operation, maintain sourcing stability and secure competitive prices from suppliers.

Employees

As of 31 December 2020, the Group had 1,657 employees in total. The Group's employee compensation includes base salary, bonuses and cash subsidies. In general, the Group determines employee compensation based on each employee's performance, qualifications, position and seniority. Other agreed employee benefits includes pension scheme, medical insurance, on-job training, education subsidy and other social security and paid leaves stipulated under the relevant jurisdiction of places of operation. The Company maintained good relationship with its employees.

此外，新型冠狀病毒於社區廣泛傳播或會導致供應鏈中斷及業務營運受阻。

與客戶及供應商的關係

我們與客戶的業務關係持久，我們認為，公正、高品質的檢測及檢驗對我們的客戶而言至關重要。為更好地滿足客戶的業務需求，我們實行符合法定及行業標準的質量控制和經營措施，要求僱員嚴格遵守該等措施，致力於提供值得信賴的檢測及檢驗服務。與此同時，我們於每個服務中心擁有經驗豐富的銷售及市場推廣隊伍，以更好地理解及服務客戶需求。

我們通常存置一份核准供應商名單。我們按年審核該名單，並考慮是否應刪除或添加任何供應商。在選擇新供應商時，我們通常會考慮該候選供應商是否已通過相關質量認證、是否已獲取相關生產許可證及／或是否收到良好推薦。通常，每一種主要設備、儀器或所需服務均有至少兩家供應商，以盡量減低我們的運營中斷風險，保持貨源穩定，確保從供應商處獲得具有競爭力的價格。

僱員

截至2020年12月31日，本集團共有1,657名僱員。本集團的僱員薪酬包括基本薪金、獎金及現金補貼。通常情況下，本集團根據每名僱員的績效、資格、職位和資歷決定僱員薪酬。其他按約定員工福利包括退休金計劃、醫療保險、在職培訓、教育資助以及營運所在地相關司法管轄區所規定的其他社保及有薪假。本公司與其僱員保持著良好的關係。

The emolument policy of the employees of the Group is based on their merit, qualifications and competence. The Company has adopted the Share Option Scheme as well as the Share Award Scheme as the incentives to Directors and eligible employees, details of the Share Option Scheme and Share Award Scheme are set out in "Share Option Scheme" and "Share Award Scheme" sections of this directors' report and notes 33 and 34 to the financial statements respectively. The emoluments of the Directors are recommended and decided by the Remuneration Committee and the Board respectively, having regard to the Company's operating results, individual performance and comparable market statistics.

Connected Transactions

During the year, the Group entered into connected transaction or continuing connected transaction which were exempted from disclosure requirements under the Listing Rules. Details are disclosed in Note 45 to the consolidated financial statements.

No contract of significance in relation to the Group's business to which the Group was a party and in which a Director had a material interest, whether directly or indirectly, subsisted during the year ended 31 December 2020.

Related Party Transactions

The related party transactions entered into by the Group during the year ended 31 December 2020 are set out in Note 45 to the consolidated financial statements, of which certain of transactions also constitute connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules but were exempted from disclosure requirements under the Listing Rules. Details are disclosed in Note 45 to the consolidated financial statements.

本集團僱員的薪酬政策乃根據其績效、資格及能力而釐定。本公司採納購股權計劃以及股份獎勵計劃作為對董事及合資格僱員的獎勵，購股權計劃及股份獎勵計劃詳情分別載於本董事會報告「購股權計劃」及「股份獎勵計劃」章節及財務報表附註33及34。董事薪酬經考慮本公司經營業績、個別表現及可資比較之市場數據後，分別由薪酬委員會提供推薦意見並由董事會決定。

關連交易

年內，本集團訂立獲豁免根據《上市規則》的規定須予以披露的關連交易或持續關連交易。詳情披露於綜合財務報表附註45。

截至2020年12月31日止年度期間，本集團並無訂立任何與本集團業務有關且董事在其中直接或間接擁有重大權益的重要合約。

關聯方交易

本集團於截至2020年12月31日止年度訂立的關聯方交易載於綜合財務報表附註45；其中，若干交易亦構成《上市規則》第14A章項下的但獲豁免根據《上市規則》的規定須予以披露的關連交易或持續關連交易。詳情披露於綜合財務報表附註45。

Compliance with Laws and Regulations

We uphold high standards and meet relevant requirements under applicable laws or ordinances when conducting our business.

For the year, the Company was in compliance with the relevant laws and regulations that have significant impact on the Company in all material respects.

Significant Subsequent Events after the Year

On 3 February 2021, a subsidiary of the Company has entered into the sale and purchase agreements with the vendors for the acquisition of the target companies located in the PRC. The principal activities of the target companies are providing environmental monitoring and testing services including ecological monitoring, soil testing, environmental technology consultation and assessment as well as carbon neutrality. The transaction has been completed up to the date of this report. Details of the transaction were disclosed in the announcement dated 3 February 2021.

Release of the Pledge of Shares by the Controlling Shareholders, Loan Agreement with Covenant Relating to Specific Performance of the Controlling Shareholders and Redemption of Note

As disclosed in the Company's announcement of 30 August 2018, on 30 August 2018, the Company and Wan Tai Investment Limited ("Wan Tai", an indirect wholly-owned subsidiary of CCBI International (Holdings) Limited), among others, entered into a subscription agreement (the "Subscription Agreement"), pursuant to which, the Company conditionally agreed to issue a secured guaranteed note (the "Note") with an aggregate principal amount of HK\$68,000,000 with interest rate of 10% per annum to Wan Tai, and Wan Tai conditionally agreed to subscribe for the Note from the Company.

遵守法律法規

我們於開展業務時堅持高標準，並符合適用法律或條例的相關規定。

年內，本公司遵守在所有重大方面對本公司有重大影響的相關法律法規。

年後重大其後事項

於2021年2月3日，本公司的附屬公司與賣方訂立買賣協議以收購位於中國的目標公司。目標公司主要從事提供環境監測及檢測服務，包括生態監測、土壤檢測、環境技術諮詢及評估，以及碳中和。直至本報告日期，交易已完成。有關交易的詳情於日期為2021年2月3日的公告內披露。

控股股東解除股份質押、貸款協議連同與控股股東的特定履約責任有關的契諾以及贖回票據

誠如本公司於2018年8月30日公佈所披露，於2018年8月30日，本公司與建銀國際(控股)有限公司間接全資附屬公司萬鈦投資有限公司(「萬鈦」)(其中包括)訂立認購協議(「認購協議」)，據此本公司有條件同意向萬鈦發行本金總額為68,000,000港元按年利率10%計息的有抵押擔保票據(「票據」)，而萬鈦有條件同意向本公司認購票據。

Subject to the satisfaction of certain conditions precedents, the Company agreed to issue to Wan Tai by way of private placement, and Wan Tai agreed to subscribe for the Note from the Company, in the principal amount up to HK\$68,000,000, which will mature on the maturity date (the "Maturity Date"), being the first anniversary of the issue date (the "Issue Date", which is a date within five business days after the conditions precedent having satisfied or waived, or such other date as the Company and Wan Tai may agree in writing).

Subject to the prior written approval by the holder of the Note, the Company may, on the anniversary of the Issue Date, request extension of the Maturity Date to no later than the second anniversary or the third anniversary, as the case may be, of the Issue Date.

The Note shall bear interest on its outstanding principal amount from the Issue Date to the Maturity Date, at the rate of 10% per annum, due and payable in arrear every six months by the Company from the Issue Date.

To secure the indebtedness and liabilities of the Company to Wan Tai under the Note, each of Leon Cornerstone Investment Holding Limited, Hawk Flying Investment Holdings Limited and Swan Stone Investment Holding Limited (collectively, the "Controlling Shareholders") charged 26,090,000 Shares, 35,550,000 Shares and 49,290,000 Shares, respectively, on an aggregate basis being 110,930,000 Shares representing approximately 27.73% of the total issued share capital of the Company as at 30 August 2018, in favour of Wan Tai.

For as long as the Note remains outstanding, if the Collateral coverage ratio (the "Collateral Coverage Ratio", as defined in the announcement of the Company dated 30 August 2018) falls below 2.0, each of the Controlling Shareholders agrees and undertakes to charge additional Shares in favour of Wan Tai so that the Collateral Coverage Ratio will increase to no less than 2.5.

In addition to the aforementioned share charges, each of Mr. Li Xiangli ("Mr. Li") and Ms. Zhang Aiying ("Ms. Zhang") provides guarantee in favour of Wan Tai in respect of the obligations of the Company, the Controlling Shareholders, Mr. Li and Ms. Zhang under the transaction documents (the "Transaction Documents", as defined in the announcement of the Company dated 30 August 2018).

待若干先決條件達成後，本公司同意以非公開配售方式向萬鈦發行，而萬鈦同意向本公司認購本金額最多為68,000,000港元的票據。票據將於到期日（「到期日」）到期。到期日即發行日（「發行日」，為先決條件達成或獲豁免後五個營業日內其中一日或本公司與萬鈦可能書面協定的其他日期）第一週年當日。

待獲票據持有人事先書面批准後，本公司可於發行日週年日要求將到期日延至不遲於發行日第二週年或第三週年日（視適用情況而定）。

票據將自發行日至到期日以其未償還本金額按年利率10%計息，並自發行日起每六個月到期應付及須由本公司支付。

為就本公司於票據項下對萬鈦承擔的債務及責任提供抵押，Leon Cornerstone Investment Holding Limited、Hawk Flying Investment Holdings Limited及Swan Stone Investment Holding Limited（統稱「控股股東」）各自以萬鈦為受益人分別質押26,090,000股股份、35,550,000股股份及49,290,000股股份，總計為110,930,000股股份，相當於2018年8月30日本公司已發行股本總額約27.73%。

於票據仍未償還期間，倘抵押品償付比率（「抵押品償付比率」，定義見本公司日期為2018年8月30日的公告）跌至2.0以下，則各控股股東同意及承諾將以萬鈦為受益人質押額外股份，以使抵押品償付比率升至不低於2.5。

除上述股份質押外，李向利先生（「李先生」）及張愛英女士（「張女士」）各自就交易文件（「交易文件」，定義見本公司日期為2018年8月30日的公告）項下本公司、控股股東、李先生及張女士的義務向萬鈦提供擔保。

Pursuant to the Transaction Documents, each of the Controlling Shareholders undertakes to Wan Tai that, among others, (a) Mr. Li shall remain as a Director, an executive Director and the chairman of the Board; or (b) unless with the prior written consent of Wan Tai, the aggregate number of the charged Shares shall at all times be not less than 110,930,000 (the "Undertakings").

As disclosed in the Company's 2019 Annual Report, the Company and the holders of the Note have executed a supplemental deed, pursuant to which the Maturity Date has been extended to 28 September 2020. As at 30 June 2020, the outstanding principal amount of the Note is HK\$45,150,000 (equivalent to RMB40,728,000).

On 21 July 2020, the principal, together with the interest, were fully repaid by the Company to Wan Tai. The Charge was released accordingly on 14 August 2020. The Undertakings ceased after the Note has been redeemed and all the secured obligations in the Transaction Documents have been fully paid, performed or discharged to the satisfaction of Wan Tai.

Audit Committee

The Company has established the Audit Committee in compliance with Rule 3.21 of the Listing Rules. The Audit Committee comprises three members, namely Mr. LIU Hoi Keung (chairman), Mr. WANG Zichen and Mr. ZHAO Hong, all being independent non-executive Directors.

The Audit Committee has discussed with the management of the Group and reviewed this annual report and the financial results of the Group for the year. It also discussed with the management of the Group and reviewed the financial controls, risk management and internal control system of the Company.

The consolidated financial statements of the Group which are prepared in accordance with International Financial Reporting Standards for the year have been audited by Deloitte Touche Tohmatsu ("Deloitte"), the auditor of the Company.

根據交易文件，各控股股東向萬鈦承諾(其中包括)
(a) 李先生將仍為董事、執行董事兼董事會主席；
或(b) 除非萬鈦事先書面同意，否則質押股份總數將始終不少於110,930,000股(「承諾」)。

誠如本公司於2019年年報所披露，本公司已與票據持有人簽立補充契約，據此，票據的到期日已延至2020年9月28日。於2020年6月30日，票據未償還本金額為45,150,000港元(相當於人民幣40,728,000元)。

於2020年7月21日，本公司已將本金(連同利息)全數歸還予萬鈦，因此質押已於2020年8月14日解除。於票據獲贖回及交易文件下的所有抵押責任按萬鈦信納的方式獲全數支付、履行或解除後，承諾已失效。

審核委員會

本公司已遵照《上市規則》第3.21條規定設立審核委員會。審核委員會由三名成員組成，即廖開強先生(主席)、王梓臣先生及趙虹先生，彼等均為獨立非執行董事。

審核委員會已與本集團管理層討論及審閱了本年報和本年度內本集團之財務業績。其亦與本集團管理層討論及審閱了本公司財務控制、風險管理及內部控制體系。

本公司核數師德勤•關黃陳方會計師行(「德勤」)已審核根據《國際財務報告準則》編製的本集團年度綜合財務報表。

Auditor

At the extraordinary general meeting of the Company held on 27 September 2019, Ernst & Young was removed and Deloitte Touche Tohmatsu was appointed as auditor of the Company.

The consolidated financial statements for the year ended 31 December 2020 have been audited by Deloitte Touche Tohmatsu, who will retire and being eligible, offer themselves for re-appointment at the 2021 AGM.

The Publication of the Annual Report

This annual report, in both English and Chinese versions, is available on the Company's website at www.leontest.com and the website of the Stock Exchange at www.hkexnews.hk.

On behalf of the Board

Mr. Yang Rongbing
Executive Director

PRC, 31 March 2021

核數師

於本公司在2019年9月27日舉行的股東特別大會上，安永會計師事務所獲罷免而德勤•關黃陳方會計師行獲委任為本公司核數師。

截至2020年12月31日止年度的綜合財務報表已由德勤•關黃陳方會計師行所審核，其將退任並符合資格於2021年股東週年大會膺選續聘。

刊發年報

本年報中英文版本均可於本公司網站 www.leontest.com 及聯交所網站 www.hkexnews.hk 瀏覽。

代表董事會

執行董事
楊榮兵先生

中國，2021年3月31日

Independent Auditor's Report

獨立核數師報告

Deloitte.

德勤

To The Shareholders Of China Leon Inspection Holding Limited
(Incorporated in the Cayman Islands with limited liability)

致中國力鴻檢驗控股有限公司全體股東
(於開曼群島註冊成立的有限責任公司)

Opinion

We have audited the consolidated financial statements of China Leon Inspection Holding Limited (the “Company”) and its subsidiaries (collectively referred to as “the Group”) set out on pages 79 to 229, 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, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (“ISAs”). 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 International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (“IESBA Code”). We have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

意見

我們已審計列載於第79至229頁的中國力鴻檢驗控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於2020年12月31日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括重大會計政策概要。

我們認為，該等綜合財務報表已根據《國際財務報告準則》(「《國際財務報告準則》」)真實而公允地反映了貴集團於2020年12月31日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

意見的基準

我們根據《國際審計準則》(「國際審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據國際會計師道德準則委員會的《專業會計師道德守則》(包括《國際獨立性準則》)(「道德守則」)，我們獨立於貴集團，並已履行道德守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

Key Audit Matter

Key audit matter is the matter that, in our professional judgement, was of most significance in our audit of the consolidated financial statements of the current period. This matter was 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 this matter.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。該事項是在對綜合財務報表整體進行審計並形成意見的背景下進行處理的，我們不對該事項提供單獨的意見。

Key audit matter

關鍵審計事項

Impairment assessment of trade receivables

貿易應收款項的減值評估

We identified impairment assessment of trade receivables as a key audit matter due to the significance of trade receivables to the Group's consolidated financial position and the involvement of subjective judgement and management estimates in evaluating the expected credit losses ("ECL") of the Group's trade receivables at the end of the reporting period.

我們將貿易應收款項之減值評估視為關鍵審計事項，原因是貿易應收款項對貴集團之綜合財務狀況意義重大，且在評估貴集團於報告期末之貿易應收款項之預期信貸損失（「預期信貸損失」）時涉及主觀判斷及管理層估計。

As at 31 December 2020, the Group's net trade receivables amounting to approximately RMB108,459,000, which represented approximately 25% of total assets of the Group. As disclosed in note 44 to the consolidated financial statements, the Group's allowance for lifetime ECL on trade receivables as at 31 December 2020 amounting to approximately RMB3,560,000.

於2020年12月31日，貴集團之貿易應收款項淨額約為人民幣108,459,000元，佔貴集團資產總值約25%。如綜合財務報表附註44所披露，於2020年12月31日，貴集團貿易應收款項之全期預期信貸損失撥備約為人民幣3,560,000元。

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

Our procedures in relation to impairment assessment of trade receivables included:

我們對於貿易應收款項減值評估的程序包括：

- Understanding the management estimation on the allowance for credit losses of trade receivables; 了解管理層估計貿易應收款項信貸損失撥備；
- Testing the accuracy of the past due status of trade receivables as at 31 December 2020, on a sample basis, by comparing individual items in the trade receivables aging report with the relevant invoices for service income; and 抽樣檢測於2020年12月31日貿易應收款項的逾期情況的準確性，方法為將貿易應收款項賬齡報告個別項目比對相關的服務收入發票；及

Key Audit Matter (continued)

關鍵審計事項(續)

Key audit matter

關鍵審計事項

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

Impairment assessment of trade receivables

貿易應收款項的減值評估

As disclosed in note 4 to the consolidated financial statements, the management of the Group estimates the amount of lifetime ECL of the trade receivables individually for significant debtors and based on provision matrix for remaining debtors. Significant debtors are assessed individually by considering internal credit rating, historical credit loss adjust for any forward-looking information. Remaining debtors are assessed by past due status for groupings of various customer segments that have similar loss patterns (i.e. by geographical region and historical default rate) and based on the Group's historical default rates and calibrated to adjust for forward-looking information. The impairment assessment of trade receivables involves high degree of estimation uncertainty.

誠如綜合財務報表附註4所披露，貴集團管理層個別地就重大債務人且基於撥備矩陣就剩餘債務人估計貿易應收款項之全期預期信貸損失金額。重大債務人透過考慮內部信貸評級、歷史信貸損失並就任何前瞻性資料予以調整作個別評估。剩餘債務人透過具有類似損失模式(即按地域及歷史違約率劃分)之不同客戶分部分組的逾期狀況及根據貴集團歷史違約率評估，並經過校正以調整前瞻性資料。貿易應收款項的減值評估涉及高度估計不確定性。

Net amount of impairment losses under expected credit loss model of RMB1,098,000 was recognised during the year ended 31 December 2020.

截至2020年12月31日止年度，已確認之預期信貸損失模式下減值虧損淨額為人民幣1,098,000元。

- Assessing the reasonableness of management's estimation and judgement including their identification of trade receivables, which are assessed individually and the reasonableness of management's groupings of customer segments that have similar loss patterns in the provision matrix according to geographical region and internal credit rating of respective customers based on our understanding of the Group's business;

評估管理層估計及判斷(包括其識別個別評估的貿易應收款項)的合理性及管理層有關撥備矩陣中按照地區劃分的具有類似損失模式的客戶分部組合及基於我們對貴集團業務的了解所釐定的有關客戶的內部信貸評級的基準及判斷的合理性；

- Assessing the reasonableness of the estimation of expected loss rates applied in each category by reference to the Group's historical default rates and forward-looking information on different past due status of trade receivables in the provision matrix; and 透過參考貴集團有關撥備矩陣中貿易應收款項的不同逾期情況的歷史觀察違約率及前瞻性資料，以評估於各類別所應用的預期損失率的估計的合理性；及
- Assessing the adequacy of the disclosures in relation to the impairment assessment. 評估有關減值評估的充分性。

Other Information

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

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

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

Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs 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 of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

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

其他信息

貴公司董事需對其他信息負責。其他信息包括刊載於年度報告內的信息，但不包括綜合財務報表及就此作出的核數師報告。

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

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

董事及管治層就綜合財務報表須承擔的責任

貴公司董事須負責根據《國際財務報告準則》及香港《公司條例》的披露規定擬備真實而公允的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯報所需的內部控制負責。

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

管治層負責監督貴集團的財務報告過程。

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

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

As part of an audit in accordance with ISAs, 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 of the Company.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並僅對全體股東根據我們協定的委聘條款出具包括我們意見的核數師報告，除此以外，本報告並無其他用途。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。合理保證是高水平的保證，但不能保證按照《國際審計準則》進行的審計，在某一重大錯報存在時總能發現。錯報可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關錯報可被視作重大。

在根據《國際審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯報的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯報的風險高於未能發現因錯誤而導致的重大錯報的風險。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價貴公司董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

核數師就審計綜合財務報表承擔的責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構及內容，包括披露，以及綜合財務報表是否公允反映相關交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督及執行。我們為審計意見承擔全部責任。

我們與管治層溝通了(其中包括)計劃的審計範圍、時間安排及重大審計發現(包括我們在審計中識別出內部控制的任何重大缺陷)。

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)

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

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

The engagement partner on the audit resulting in the independent auditor's report is Del Rosario, Faith Corazon.

Deloitte Touche Tohmatsu

Certified Public Accountants
Hong Kong
31 March 2021

核數師就審計綜合財務報表承擔的責任(續)

我們還向管治層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係及其他事項，以及在適用的情況下，為消除威脅所採取的行動或所應用的防範措施。

從與管治層溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具獨立核數師報告的審計項目合夥人是羅雅媛。

德勤 • 關黃陳方會計師行

執業會計師
香港
2021年3月31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2020年12月31日止年度

		Notes 附註	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Revenue	收入	5	573,990	396,456
Cost of sales	銷售成本		(330,596)	(210,249)
Gross profit	毛利		243,394	186,207
Other income and other gains and losses	其他收入以及其他收益及虧損	7	13,792	7,230
Selling and distribution expenses	銷售及分銷開支		(15,207)	(15,131)
Administrative expenses	行政開支		(133,213)	(110,916)
Impairment losses under expected credit loss model, net	預期信貸損失模型下的減值虧損，淨額		(1,098)	(786)
Other expenses	其他開支		(11,122)	(11,779)
Finance costs	融資成本	8	(4,217)	(6,864)
Share of loss of an associate	聯營企業應佔虧損	20	-	(1,061)
Profit before tax	稅前利潤		92,329	46,900
Income tax expense	所得稅開支	9	(17,471)	(18,143)
Profit for the year	年內利潤	10	74,858	28,757
Attributable to:	以下各項應佔：			
Owners of the Company	本公司擁有人		50,267	24,171
Non-controlling interests	非控股權益		24,591	4,586
			74,858	28,757

Consolidated Statement of Profit or Loss and Other Comprehensive Income (continued)

綜合損益及其他全面收益表(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

	Notes 附註	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Other comprehensive (expense) income:			
<i>Item that will not be reclassified to profit or loss:</i>			
Fair value loss on investment in equity instrument at fair value through other comprehensive income	22	(812)	(2,188)
<i>Item that may be reclassified to profit or loss in subsequent periods:</i>			
Exchange differences on translation of foreign operations		(2,719)	401
Other comprehensive expense for the year, net of income tax		(3,531)	(1,787)
Total comprehensive income for the year		71,327	26,970
Attributable to:			
Owners of the Company		48,068	22,187
Non-controlling interests		23,259	4,783
		71,327	26,970
Earnings per share attributable to ordinary equity holders of the Company			
Basic	14	RMB12.59 cents 人民幣 12.59 分	RMB6.04 cents 人民幣 6.04 分
Diluted	14	RMB12.59 cents 人民幣 12.59 分	RMB6.04 cents 人民幣 6.04 分

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2020
於2020年12月31日

	Notes 附註	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元	
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	149,545	140,444
Right-of-use assets	使用權資產	16	30,679	37,140
Investment properties	投資物業	17	18,169	19,443
Goodwill	商譽	18	17,607	18,445
Intangible assets	無形資產	19	3,059	3,807
Equity investment at fair value through other comprehensive income	按公允價值計入其他全面收益的股權投資	22	–	812
Deferred tax assets	遞延稅項資產	29	520	296
Prepayments and other receivables	預付款項及其他應收款項	24	10,410	5,803
			229,989	226,190
Current assets	流動資產			
Trade receivables	貿易應收款項	23	108,459	94,703
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	24	21,414	16,761
Pledged deposits	已抵押存款	25	784	823
Cash and cash equivalents	現金及現金等價物	25	78,875	76,008
			209,532	188,295
Current liabilities	流動負債			
Trade payables	貿易應付款項	26	35,259	45,456
Contract liabilities	合約負債	27	3,983	3,384
Other payables and accruals	其他應付款項及應計項目	28	51,580	42,820
Borrowings	借款	30	25,000	55,134
Tax payable	應納稅款		9,757	1,492
Lease liabilities	租賃負債	31	13,343	13,682
Total current liabilities	流動負債總額		138,922	161,968
Net current assets	流動資產淨值		70,610	26,327
Total assets less current liabilities	資產總值減流動負債		300,599	252,517

Consolidated Statement of Financial Position (continued)

綜合財務狀況表(續)

At 31 December 2020
於 2020 年 12 月 31 日

		Notes 附註	2020 2020 年 RMB'000 人民幣千元	2019 2019 年 RMB'000 人民幣千元
Non-current liabilities	非流動負債			
Borrowings	借款	30	8,830	8,139
Deferred tax liabilities	遞延稅項負債	29	3,874	5,160
Lease liabilities	租賃負債	31	13,170	17,948
			25,874	31,247
Net assets	資產淨值		274,725	221,270
Capital and reserves	資本及儲備			
Share capital	股本	32	131	131
Reserves	儲備	36	250,974	222,822
Equity attributable to owners of the Company	本公司擁有人應佔權益		251,105	222,953
Non-controlling interests	非控股權益		23,620	(1,683)
Total equity	權益總額		274,725	221,270

The consolidated financial statements on pages 79 to 229 were approved and authorised for issue by the Board of Directors on 31 March 2021 and are signed on its behalf by:

第 79 至 229 頁的綜合財務報表已於 2021 年 3 月 31 日經董事會批准並授權刊發，並由以下人士代表簽署：

LI Xiangli

李向利
DIRECTOR
董事

YANG Rongbing

楊榮兵
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2020年12月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔											
		Shares held for share							Exchange fluctuation reserve		Retained profits	Non- controlling interests	Total equity
		Share capital	Capital reserve	Statutory reserves	Share option reserve	Share award scheme	FVTOCI reserve	Exchange fluctuation reserve	Retained profits	Total	Non- controlling interests	Total equity	
		股本	資本儲備	法定儲備	購股權 儲備	股份獎勵 計劃所持 股份	按公允價值 計入其他全面 收益的儲備	匯兌 波動 儲備	保留 利潤	合計	非控股 權益	權益總額	
		RMB'000 人民幣千元	RMB'000 人民幣千元 (Note a) (附註a)	RMB'000 人民幣千元 (Note b) (附註b)	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
At 1 January 2019	於2019年1月1日	131	92,845	19,329	2,180	-	-	1,838	85,561	201,884	(4,893)	196,991	
Profit for the year	年內利潤	-	-	-	-	-	-	-	24,171	24,171	4,586	28,757	
Other comprehensive (expense) income for the year	年內其他全面(開支)收益	-	-	-	-	-	(2,188)	204	-	(1,984)	197	(1,787)	
Total comprehensive (expense) income for the year	年內全面(開支)收益總額	-	-	-	-	-	(2,188)	204	24,171	22,187	4,783	26,970	
Final 2018 dividend declared and paid (note 13)	已宣派及派付的2018年未期股息(附註13)	-	-	-	-	-	-	-	(3,000)	(3,000)	-	(3,000)	
Equity-settled share option expenses (note 33)	以權益結算的購股權開支(附註33)	-	-	-	844	-	-	-	-	844	-	844	
Acquisition of additional interest in a subsidiary (note 38)	收購附屬公司之額外權益(附註38)	-	39	-	-	-	-	-	-	39	(3,356)	(3,317)	
Partial disposal of a subsidiaries (note 38)	部分出售附屬公司(附註38)	-	210	-	-	-	-	-	-	210	1,137	1,347	
Transfer from retained profits	保留利潤轉撥	-	-	4,262	-	-	-	-	(4,262)	-	-	-	
Deemed contribution from non-controlling interest arising from loan from a non-controlling interest of a subsidiary (note 30)	視作從附屬公司的非控股權益貸款產生的非控股權益注資(附註30)	-	789	-	-	-	-	-	-	789	646	1,435	
At 31 December 2019	於2019年12月31日	131	93,883	23,591	3,024	-	(2,188)	2,042	102,470	222,953	(1,683)	221,270	
Profit for the year	年內利潤	-	-	-	-	-	-	-	50,267	50,267	24,591	74,858	
Other comprehensive expense for the year	年內其他全面開支	-	-	-	-	-	(812)	(1,387)	-	(2,199)	(1,332)	(3,531)	
Total comprehensive (expense) income for the year	年內全面(開支)收益總額	-	-	-	-	-	(812)	(1,387)	50,267	48,068	23,259	71,327	
Final 2019 dividend declared and paid (note 13)	已宣派及派付的2019年未期股息(附註13)	-	-	-	-	-	-	-	(15,000)	(15,000)	-	(15,000)	
Equity-settled share option expenses (note 33)	以權益結算的購股權開支(附註33)	-	-	-	227	-	-	-	-	227	-	227	
Shares purchased for share award scheme (note 34)	為股份獎勵計劃購買之股份(附註34)	-	-	-	-	(5,143)	-	-	-	(5,143)	-	(5,143)	
Transfer from retained profits	保留利潤轉撥	-	-	3,441	-	-	-	-	(3,441)	-	-	-	
Capital contribution from non-controlling interest of a subsidiary	一間附屬公司之非控股股東注資	-	-	-	-	-	-	-	-	-	2,044	2,044	
At 31 December 2020	於2020年12月31日	131	93,883	27,032	3,251	(5,143)	(3,000)	655	134,296	251,105	23,620	274,725	

Consolidated Statement of Changes in Equity (continued)

綜合權益變動表(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

Notes:

- (a) The amounts represent for (i) the share premium of the issued share capital of the Company; (ii) the difference between the nominal values of the ordinary shares issued by the Company and the share capital of subsidiaries acquired through an exchange of shares pursuant to the reorganisation of the Company in prior years; (iii) the difference between the fair value of the capital injections from non-controlling shareholders and the carrying amount of the subsidiary attributable to the non-controlling interests; (iv) the difference between the consideration paid to non-controlling shareholders and the carrying amount of the subsidiary attributable to the non-controlling interests; and (v) the deemed contribution from non-controlling interest determined by the difference between the principal amount and the present value of the other borrowings.
- (b) As stipulated by the relevant laws and regulations of the People's Republic of China ("PRC"), before distribution of the net profit each year, each of the Group's subsidiaries established in the PRC shall set aside 10% of its net profit after taxation to the statutory surplus reserve. The reserve fund can only be used, upon approval by the board of directors of these PRC established subsidiaries and by the relevant authority, to offset accumulated losses or increase capital. During the year ended 31 December 2020, RMB3,441,000 (2019: RMB4,262,000) were transferred from retained profits to the statutory reserves.

附註：

- (a) 該等金額為(i)本公司已發行股本之股份溢價；(ii)本公司已發行普通股面值與透過根據本公司過往年度重組進行股份交換所收購附屬公司之股本之間的差額；(iii)來自非控股股東注資之公允價值與非控股權益應佔附屬公司賬面值之間的差額；(iv)已付非控股股東代價與非控股權益應佔附屬公司賬面值之間的差額；及(v)按其他借款之本金與現值之間的差額釐定之視作非控股權益注資。
- (b) 根據中華人民共和國(「中國」)相關法律及法規規定，本集團在中國成立的各附屬公司每年均須撥出除稅後淨利潤的10%作法定盈餘儲備，然後方可分派淨利潤。儲備金僅可用於抵銷累計虧損或增加資本，惟須經該等於中國成立的附屬公司的董事會及相關機關批准。截至2020年12月31日止年度，自保留利潤轉撥至法定儲備的金額為人民幣3,441,000元(2019年：人民幣4,262,000元)。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2020
截至2020年12月31日止年度

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
OPERATING ACTIVITIES	經營活動		
Profit before tax	稅前利潤	92,329	46,900
Adjustments for:	已就下列各項作出調整：		
Share of loss of an associate	應佔聯營企業虧損	–	1,061
Gain on disposal of an associate	出售聯營企業的收益	–	(3,772)
Finance costs	融資成本	4,217	6,864
Waive of interest payable due to a non-controlling interest	豁免應付非控股權益的應付利息	–	(257)
Depreciation of property, plant and equipment	物業、廠房及設備的折舊	20,493	17,295
Depreciation of right-of-use assets	使用權資產的折舊	12,864	13,057
Depreciation of investment properties	投資物業的折舊	1,274	1,274
Amortisation of intangible assets	無形資產攤銷	637	683
Loss on disposals of items of property, plant and equipment, net	出售物業、廠房及設備項目的虧損，淨額	152	90
Change in fair value of financial assets at fair value through profit or loss	按公允價值計入損益的金融資產的公允價值變動	(800)	(656)
Impairment of trade receivables, net	貿易應收款項的減值，淨額	1,098	1,106
Reversal of impairment of financial assets included in other receivables and other assets, net	計入其他應收款項及其他資產的金融資產減值撥回，淨額	–	(320)
Equity-settled share option expense	以權益結算的購股權開支	227	844
Operating cash flows before movements in working capital	營運資金變動前的經營現金流量	132,491	84,169
Increase in trade receivables	貿易應收款項增加	(15,025)	(36,839)
(Increase) decrease in prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產(增加)減少	(11,206)	6,181
(Decrease) increase in trade payables	貿易應付款項(減少)增加	(10,655)	24,783
Increase in contract liabilities	合約負債增加	599	1,005
Increase in other payables and accruals	其他應付款項及應計項目增加	15,992	5,818
Cash generated from operations	經營產生的現金	112,126	85,117
Income tax paid	已付所得稅	(9,910)	(14,549)
Net cash from operating activities	經營活動所得現金淨額	102,216	70,568

Consolidated Statement of Cash Flows (continued)

綜合現金流量表(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

	Notes 附註	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
INVESTING ACTIVITIES			
投資活動			
Purchases of property, plant and equipment and deposits paid for purchase of property, plant and equipment		(30,737)	(43,411)
購買物業、廠房及設備及就購買物業、廠房及設備支付的按金			
Deposit paid for purchase of land		(8,300)	–
購買土地之已付按金			
Payment for intangible assets		–	(89)
無形資產付款			
Proceeds from disposals of property, plant and equipment		5,910	1,386
出售物業、廠房及設備所得款項			
Disposals of financial assets at fair value through profit or loss		800	27,656
出售按公允價值計入損益的金融資產			
Proceed for disposal of an associate	20	6,200	–
出售一間聯營企業所得款項			
Acquisition of subsidiaries, net of cash acquired	37	(7,592)	(19,585)
收購附屬公司，扣除獲取的現金			
Withdrawal of pledged deposits		–	400
提取已抵押存款			
Placement of pledged deposits		–	(823)
存入已抵押存款			
Payment for rental deposits		–	(250)
支付租賃按金			
Net cash used in investing activities		(33,719)	(34,716)
FINANCING ACTIVITIES			
融資活動			
Contributions from non-controlling interest		2,044	–
非控股權益注資			
New bank loans and other borrowings	43	50,000	35,000
新增銀行貸款及其他借款			
Repayment of bank loans and other borrowings	43	(79,680)	(47,307)
償還銀行貸款及其他借款			
Repayment of lease liabilities	43	(11,543)	(12,282)
償還租賃負債			
Interest paid	43	(5,223)	(7,330)
已付利息			
Dividend paid		(15,000)	(3,000)
已付股息			
Purchase of shares for the purpose of share award scheme	34	(5,143)	–
為股份獎勵計劃購買之股份			
Proceeds from partial disposal of subsidiaries	38	–	1,347
部分出售附屬公司所得款項			
Acquisition of additional interest in a subsidiary	38	–	(3,317)
收購附屬公司的額外權益			
Net cash used in from financing activities		(64,545)	(36,889)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS			
現金及現金等價物增加(減少)淨額			
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		76,008	76,848
年初的現金及現金等價物			
Effect of foreign exchange rate changes, net		(1,155)	197
外匯匯率變動的影響，淨額			
CASH AND CASH EQUIVALENTS AT END OF YEAR		78,875	76,008
年終的現金及現金等價物			

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020

截至2020年12月31日止年度

1. General

China Leon Inspection Holding Limited (the “Company”) is an exempted company with limited liability incorporated in the Cayman Islands on 29 July 2015. The registered office address of the Company is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands and the principal places of business are Unit F, 16/F, Neich Tower, 128 Gloucester Road, Wanchai, Hong Kong and Building No. 78, Zhuyuan Road, No 12 District, Tianzhu Free Trade Zone, Beijing, China. The Company’s shares have been listed on The Stock Exchange of Hong Kong Limited from 12 July 2016.

The Company is an investment holding company and the principal activities of its subsidiaries are set out in note 46.

The consolidated financial statements are presented in Renminbi (“RMB”), which is also the functional currency of the Company.

1. 一般資料

中國力鴻檢驗控股有限公司(「本公司」)為一家於2015年7月29日於開曼群島註冊成立的獲豁免有限責任公司。本公司註冊辦事處地址為Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands，而主要營業地點為香港灣仔告士打道128號祥豐大廈16樓F室及中國北京天竺綜合保稅區竺園路12號院78號樓。本公司股份自2016年7月12日已於香港聯合交易所有限公司上市。

本公司為一家投資控股公司，其附屬公司的主營業務載於附註46。

綜合財務報表乃以人民幣(「人民幣」)列示，人民幣亦為本公司的功能貨幣。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

2. Application of New and Amendments to International Financial Reporting Standards (“IFRSs”)

Amendments to IFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the *Amendments to References to the Conceptual Framework in IFRS Standards* and the following amendments to IFRSs issued by the International Accounting Standards Board (“IASB”) for the first time, which are mandatorily effective for the annual periods beginning on or after 1 January 2020 for the preparation of the consolidated financial statements:

Amendments to IAS 1 and IAS 8 Definition of Material

Amendments to IFRS 3 Definition of a Business

Amendments to IFRS 9, IAS 39 and IFRS 7 Interest Rate Benchmark Reform

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

2. 應用新訂及經修訂的《國際財務報告準則》(「《國際財務報告準則》」)

本年度強制生效的經修訂《國際財務報告準則》

於本年度，本集團首次應用《國際財務報告準則》內提述概念框架的修訂及下列由國際會計準則理事會(「國際會計準則理事會」)所頒佈於2020年1月1日或之後開始的年度期間強制生效的經修訂《國際財務報告準則》編製綜合財務報表：

《國際會計準則》第1號 重大的定義
及《國際會計準則》
第8號之修訂

《國際財務報告準則》
第3號之修訂 業務的定義

《國際財務報告準則》
第9號、《國際會計
準則》第39號及
《國際財務報告準則》
第7號之修訂 利率基準改革

除下文所述者外，本年度應用《國際財務報告準則》內提述概念框架的修訂及經修訂的《國際財務報告準則》對本集團於本年度及過往年度的財務狀況及表現及／或該等綜合財務報表所載的披露並無重大影響。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

2. Application of New and Amendments to International Financial Reporting Standards (“IFRSs”) (continued)

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

2.1 Impacts on application of Amendments to IAS 1 and IAS 8 Definition of Material

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

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

2. 應用新訂及經修訂的《國際財務報告準則》(「《國際財務報告準則》」)(續)

本年度強制生效的經修訂《國際財務報告準則》(續)

2.1 應用《國際會計準則》第1號及《國際會計準則》第8號重大的定義之修訂的影響

本集團於本年度首次應用《國際會計準則》第1號及《國際會計準則》第8號之修訂。該等修訂提供了重大的新定義，指出「倘遺漏、錯誤陳述或掩蓋有關資料能被合理預期會影響一般目的財務報表的主要使用者基於該等財務報表所作出的決定，而有關資料提供某一特定報告實體之財務資料，則有關資料即屬重大」。就財務報表整體而言，該等修訂亦澄清，重大性將取決於個別或與其他資料結合的資料之性質或牽涉範圍。

於本年度應用該等修訂對綜合財務報表並無影響。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

2. Application of New and Amendments to International Financial Reporting Standards (“IFRSs”) (continued)

New and amendments to IFRSs in issue but not yet effective

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

IFRS 17	Insurance Contracts and the related Amendments ¹
Amendments to IFRS 16	Covid-19 Related Concessions ⁴
Amendments to IFRS 3	Reference to the Conceptual Framework ²
Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16	Interest Rate Benchmark Reform – Phase 2 ⁵
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to IAS 1	Classification of Liabilities as Current or Non-current ¹
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to IAS 8	Definition of Accounting Estimates ¹
Amendments to IAS 16	Property, Plant and Equipment – Proceeds before Intended Use ²
Amendments to IAS 37	Onerous Contracts – Cost of Fulfilling a Contract ²
Amendments to IFRS Standards	Annual Improvements to IFRS Standards 2018-2020 ²

- ¹ Effective for annual periods beginning on or after 1 January 2023
- ² Effective for annual periods beginning on or after 1 January 2022
- ³ Effective for annual periods beginning on or after a date to be determined
- ⁴ Effective for annual periods beginning on or after 1 June 2020
- ⁵ Effective for annual periods beginning on or after 1 January 2021

2. 應用新訂及經修訂的《國際財務報告準則》(「《國際財務報告準則》」)(續)

已頒佈但尚未生效的新訂及經修訂《國際財務報告準則》

本集團並無提早應用以下已頒佈但尚未生效的新訂及經修訂的《國際財務報告準則》：

《國際財務報告準則》第17號	保險合約及相關之修訂 ¹
《國際財務報告準則》第16號之修訂	新型冠狀病毒相關租金寬免 ⁴
《國際財務報告準則》第3號之修訂	提述概念框架 ²
《國際財務報告準則》第9號、《國際會計準則》第39號、《國際財務報告準則》第7號、《國際財務報告準則》第4號及《國際財務報告準則》第16號之修訂	利率基準改革 – 第2階段 ⁵
《國際財務報告準則》第10號及《國際會計準則》第28號之修訂	投資者與其聯營企業或合營企業之間的資產出售或投入 ³
《國際會計準則》第1號之修訂	將負債分類為流動或非流動 ¹
《國際會計準則》第1號及《國際財務報告準則》實務公告第2號之修訂	會計政策之披露 ¹
《國際會計準則》第8號之修訂	會計估計的定義 ¹
《國際會計準則》第16號之修訂	物業、廠房及設備 – 作擬定用途前的所得款項 ²
《國際會計準則》第37號之修訂	虧損性合約 – 履行合約的成本 ²
《國際財務報告準則》之修訂	《國際財務報告準則》2018-2020年之年度改進 ²

- ¹ 於2023年1月1日或之後開始的年度期間生效
- ² 於2022年1月1日或之後開始的年度期間生效
- ³ 於待定的日期或之後開始的年度期間生效
- ⁴ 於2020年6月1日或之後開始的年度期間生效
- ⁵ 於2021年1月1日或之後開始的年度期間生效

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

2. Application of New and Amendments to International Financial Reporting Standards (“IFRSs”) (continued)

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

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

Amendments to IFRS 3 Reference to the Conceptual Framework

The amendments:

- update a reference in IFRS 3 Business Combinations so that it refers to the *Conceptual Framework for Financial Reporting* issued by the IASB in March 2018 (the “Conceptual Framework”) instead of the International Accounting Standards Committee’s *Framework for the Preparation and Presentation of Financial Statements* (replaced by the *Conceptual Framework for Financial Reporting* issued in September 2010);
- add a requirement that, for transactions and other events within the scope of IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* or IFRIC 21 *Levies*, an acquirer applies IAS 37 or IFRIC 21 instead of Conceptual Framework to identify the liabilities it has assumed in a business combination; and
- add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

The Group will apply the amendments prospectively to 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.

2. 應用新訂及經修訂的《國際財務報告準則》(「《國際財務報告準則》」)(續)

已頒佈但尚未生效的新訂及經修訂《國際財務報告準則》(續)

除下文所述的經修訂《國際財務報告準則》外，本公司董事預期應用所有其他新訂及經修訂《國際財務報告準則》將不會於可預見未來對綜合財務報表構成重大影響。

《國際財務報告準則》第3號提述概念框架之修訂

該等修訂：

- 更新對《國際財務報告準則》第3號業務合併的提述，致使其提述國際會計準則理事會於2018年3月所頒佈之財務報告概念框架(「概念框架」)，而非國際會計準則委員會所頒佈之編製及呈列財務報表的框架(其已由於2010年9月所頒佈之財務報告概念框架取代)；
- 添加一項規定，就《國際會計準則》第37號撥備、或有負債及或有資產或國際財務報告詮釋委員會詮釋第21號徵費範圍內的交易及其他事件而言，收購方應用《國際會計準則》第37號或國際財務報告詮釋委員會詮釋第21號而非概念框架以識別其於業務合併中所承擔的負債；及
- 添加一項明確聲明，即收購方不會確認於一項業務合併中所收購的或有資產。

本集團將對收購日期為於2022年1月1日或之後開始的首個年度期間開始或之後的業務合併前瞻性應用該等修訂。

For the year ended 31 December 2020
截至2020年12月31日止年度

2. Application of New and Amendments to International Financial Reporting Standards (“IFRSs”) (continued)

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

Amendment to IFRS 16 Covid-19-Related Rent Concessions

The amendment is effective for annual reporting periods beginning on or after 1 June 2020.

The amendment introduces a new practical expedient for lessees to elect not to assess whether a Covid-19-related rent concession 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:

- 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;
- any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- there is no substantive change to other terms and conditions of the lease.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying IFRS 16 Leases if the changes are not a lease modification. 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.

The application is not expected to have impact on the Group's financial position and performance as the Group does not intend to apply the practical expedient

2. 應用新訂及經修訂的《國際財務報告準則》(「《國際財務報告準則》」)(續)

已頒佈但尚未生效的新訂及經修訂《國際財務報告準則》(續)

《國際財務報告準則》第16號新型冠狀病毒相關租金寬免之修訂

該修訂於2020年6月1日或之後開始的年度報告期間生效。

該修訂為承租人提供新的可行權宜方法，容許承租人選擇不評估新型冠狀病毒相關租金寬免是否為租賃修訂。可行權宜方法僅適用於因新型冠狀病毒疫情而直接導致的租金寬免，且須滿足以下所有條件：

- 租賃款項變動導致租賃的經修訂代價與緊接變動前的租賃代價大致相同或低於該代價；
- 租賃款項的任何減少僅影響原於2021年6月30日或之前到期的款項；及
- 租賃的其他條款及條件並無重大變動。

採用可行權宜方法的承租人对租金寬免所產生的租賃款項變動所進行的會計法應與採用《國際財務報告準則》第16號租賃所進行的會計法相同，前提為該等變動並非租賃修訂。免除或豁免租賃款項作為可變租賃款項入賬。相關租賃負債已經調整，以反映已免除或豁免的金額，並在事件發生期間的損益中確認為相應調整。

預期應用該修訂不會對本集團的財務狀況及表現造成影響，乃因本集團無意應用有關可行權宜方法。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

2. Application of New and Amendments to International Financial Reporting Standards (“IFRSs”) (continued)

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

Amendments to IAS 1 Classification of Liabilities as Current or Non-current

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

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that:
 - (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and
 - (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date; and
- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity’s own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying IAS 32 *Financial Instruments: Presentation*.

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

2. 應用新訂及經修訂的《國際財務報告準則》(「《國際財務報告準則》」)(續)

已頒佈但尚未生效的新訂及經修訂《國際財務報告準則》(續)

《國際會計準則》第1號將負債分類為流動或非流動之修訂

該等修訂為評估將結算期限延遲至報告日期後最少十二個月的權利提供澄清及額外指引，以將負債分類為流動或非流動，其中：

- 訂明負債應基於報告期末存在的權利而分類為流動或非流動。具體而言，該等修訂澄清：
 - (i) 該分類不受管理層在12個月內結算負債的意圖或預期所影響；及
 - (ii) 倘該權利以遵守契諾為前題，即使貸款人於較後日期才測試是否符合條件，該權利於報告期末在符合有關條件的情況下仍然存在；及
- 澄清倘負債具有條款，可由對手方選擇透過轉讓實體本身的權益工具進行結算，則僅當實體應用《國際會計準則》第32號*金融工具：呈列*將選擇權單獨確認為股本工具時，該等條款方不會對其分類為流動或非流動造成影響。

根據本集團於2020年12月31日的未償還負債，應用該等修訂並不會導致重新分類本集團的負債。

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies

3.1 Basic of preparation of consolidated financial statements

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

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

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

3. 編製綜合財務報表的基準及重大會計政策

3.1 編製綜合財務報表的基準

綜合財務報表按照國際會計準則理事會頒佈的《國際財務報告準則》擬備。就編製綜合財務報表而言，倘資料合理預期將影響主要使用者所作的決定，則有關資料會被視為重大。此外，綜合財務報表包括《香港聯合交易所有限公司證券上市規則》（「上市規則」）及香港《公司條例》規定的適用披露。

綜合財務報表乃按歷史成本基準擬備，惟若干金融工具按於各報告期末公允價值計量，如下文列示的會計政策所闡釋。

歷史成本一般按交換貨品及服務的代價的公允價值計算。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.1 Basic of preparation of consolidated financial statements (continued)

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

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

3. 編製綜合財務報表的基準及重大會計政策(續)

3.1 編製綜合財務報表的基準(續)

公允價值指於計量日市場參與者之間於有序交易中出售資產可收取或轉讓負債應支付的價格(不論該價格是否可直接觀察或使用其他估值方法估計得出)。於估計資產或負債的公允價值時,本集團會考慮市場參與者於計量日對資產或負債定價時所考慮的資產或負債特點。該等綜合財務報表中作計量及/或披露用途的公允價值乃按此基準釐定,惟《國際財務報告準則》第2號以股份為基礎的付款範圍內的以股份為基礎的付款交易、根據《國際財務報告準則》第16號列賬的租賃交易,以及與公允價值計量相似但並非公允價值的計量(例如《國際會計準則》第2號存貨的可變現淨值或《國際會計準則》第36號資產減值的使用價值)除外。

按公允價值交易的金融工具,凡於其後期間應用以不可觀察數據計量公允價值的估值方法,估值方法應予校正,以致初步確認時,估值方法的結果相等於交易價格。

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.1 Basic of preparation of consolidated financial statements (continued)

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

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

3.2 Significant accounting policies

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. 編製綜合財務報表的基準及重大會計政策(續)

3.1 編製綜合財務報表的基準(續)

此外，為進行財務申報，公允價值計量乃根據公允價值計量輸入值的可觀察程度及輸入值對公允價值計量整體的重要性分類為第一層、第二層或第三層，詳情載列如下：

- 第一層輸入值為相同資產或負債於實體可進入的活躍市場在計量日期的報價(未經調整)；
- 第二層輸入值為資產或負債可直接或間接觀察的輸入值(不包括計入第一層的報價)；及
- 第三層輸入值為資產或負債不可觀察的輸入值。

3.2 重大會計政策

綜合基準

綜合財務報表包括本公司以及本公司及其附屬公司所控制實體的財務報表。當本公司符合以下要素時，則取得控制權：

- 可對投資對象行使權力；
- 因參與投資對象業務而承擔浮動回報的風險或享有權利；及
- 有能力使用其權力影響其回報。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

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.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

綜合基準(續)

倘有事實及情況顯示上述三項控制權要素有一項或以上出現變動，本集團會重新評估其是否對投資對象擁有控制權。

倘本集團於投資對象的投票權未能佔大多數，則當投票權足以賦予本集團實際能力以單方面指揮投資對象的相關活動時即對投資對象擁有權力。本集團於評估本集團於投資對象的投票權是否足以賦予其權力時考慮所有相關事實及情況，包括：

- 相較其他投票權持有人所持投票權的數量及分散情況，本集團持有投票權的數量；
- 本集團、其他投票權持有人或其他人士持有的潛在投票權；
- 其他合約安排產生的權利；及
- 需要作出決定時，顯示出本集團目前能夠或不能指揮相關活動的任何額外事實及情況(包括於過往股東大會上的投票模式)。

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Basis of consolidation (continued)

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

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

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.

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

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

綜合基準(續)

附屬公司的綜合入賬於本集團取得有關附屬公司的控制權起開始，並於本集團失去有關附屬公司的控制權時終止。具體而言，年內所收購或出售附屬公司的收益及開支乃自本集團取得控制權日期起計入綜合損益及其他全面收益表，直至本集團不再控制有關附屬公司的日期為止。

損益及其他全面收益的每個項目乃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歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益產生虧絀結餘。

於必要時，將對附屬公司的財務報表作出調整，以令彼等的會計政策與本集團的會計政策一致。

有關本集團成員之間交易的所有集團內公司間的資產及負債、權益、收入、開支及現金流量於綜合時悉數對銷。

於附屬公司的非控股權益與本集團於當中的權益分開呈列，指現時賦予其持有人權利於清盤時按比例分佔相關附屬公司資產淨值之所有權權益。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Basis of consolidation (continued)

Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's 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.

Business combinations or asset acquisitions

Optional concentration test

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

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

綜合基準(續)

本集團於現有附屬公司權益的變動

本集團於現有附屬公司權益出現變動，但並無導致本集團失去該等附屬公司的控制權，均以權益交易入賬。本集團非控股權益的賬面值均予以調整，以反映彼等於附屬公司的相關權益的變動。非控股權益的調整金額與已付或已收代價公允價值間的任何差額直接於權益確認，並歸屬於本公司擁有人。

業務合併或資產收購

選擇性集中度測試

自2020年1月1日起，本集團可按逐筆交易選擇採用選擇性集中度測試，該測試允許對所收購的一組活動和資產是否不屬於一項業務進行簡化評估。倘所收購總資產的絕大部分公允價值集中於單一可識別資產或一組類似可識別資產，則符合集中度測試。所評估的總資產不包括現金及現金等價物、遞延稅項資產及受遞延稅項負債影響而產生的商譽。倘符合集中度測試，則該組活動及資產獲釐定並非業務，亦毋須作進一步評估。

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Business combinations or asset acquisitions (continued)

Asset acquisitions

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

Business combinations

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

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

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

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

業務合併或資產收購(續)

資產收購

倘本集團收購並不構成業務的一組資產及負債，本集團會首先將購買價分配至按其各自公允價值列賬的金融資產／金融負債，以識別及確認所收購的個別可識別資產及所承擔的負債，其餘購買價的結餘其後按其於購買日期的相對公允價值分配至其他可識別資產及負債。該交易不會產生商譽或議價購買收益。

業務合併

收購業務採用收購法入賬。業務合併中所轉讓代價按公允價值計量，而有關金額乃按本集團所轉讓資產、本集團向被收購方前擁有人所產生負債及本集團於交換被收購方控制權時所發行股本權益的收購日期公允價值之總額計量。收購相關成本一般於產生時在損益確認。

於收購日，所收購的可識別資產及所承擔的負債按公允價值確認，惟下文所述者除外：

- 遞延稅項資產或負債及與僱員福利安排有關的資產或負債，分別根據《國際會計準則》第12號*所得稅*及《國際會計準則》第19號*僱員福利*確認及計量；

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Business combinations or asset acquisitions (continued)

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

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

業務合併或資產收購(續)

- 與被收購方以股份為基礎的付款安排或以本集團訂立以股份為基礎的付款安排取代被收購方以股份為基礎的付款安排相關的負債或股本工具乃於收購日期根據《國際財務報告準則》第2號計量(見下文會計政策)；
- 根據《國際財務報告準則》第5號持作出售的非流動資產及已終止經營業務分類為持作出售的資產(或出售組別)則根據該準則計量；及
- 租賃負債按剩餘租賃付款(定義見《國際財務報告準則》第16號)的現值確認及計量，猶如收購的租賃於收購日期為新租賃。使用權資產按與相關租賃負債相同的金額確認及計量，並進行調整以反映與市場條款相比租賃的有利或不利條款。

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Business combinations or asset acquisitions (continued)

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

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

Goodwill

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

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

業務合併或資產收購(續)

商譽應按所轉讓的代價、在被收購方的任何非控股權益金額以及收購方先前在被收購方持有的權益(如有)的公允價值的總額超過收購日期所取得的可識別資產和所承擔的負債相抵後的淨額的差額進行計量。如果在重新評估後,收購日期所取得的可識別資產和所承擔的負債相抵後的淨額超過所轉讓的代價、在被收購方的任何非控股權益金額以及收購方先前在被收購方持有的權益(如有)的公允價值的總額,超出的差額立即作為議價購買收益計入損益。

代表當前所有權權益並使其持有者有權在清算時享有相關附屬公司資產淨值的比例份額的非控股權益,可按非控股權益享有被收購方可識別資產淨值已確認金額的份額或按公允價值進行初始計量。

商譽

收購業務而產生的商譽乃按成本(於收購業務當日確定)(參閱上文會計政策)減任何累計減值虧損(如有)入賬。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Goodwill (continued)

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

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

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

The Group's policy for goodwill arising on acquisition of an associate is described below.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

商譽(續)

就減值測試而言，商譽會被分配至預期因合併的協同效應而獲益的本集團各現金產生單位(「現金產生單位」)(或現金產生單位組別)，即指就內部管理而言監控商譽的最低層級且不大於經營分部的單位。

獲分配商譽的現金產生單位(或現金產生單位組別)會每年進行減值測試，或於有跡象顯示有關單位可能出現減值時更頻密地進行減值測試。就於報告期內因收購而產生的商譽而言，獲分配商譽的現金產生單位(或現金產生單位組別)於該報告期末前進行減值測試。若可收回金額少於其賬面值，則減值虧損會先分配以扣減任何商譽的賬面值，其後按該單位內各項資產賬面值的比例分配至該單位(或現金產生單位組別)的其他資產。

當出售相關現金產生單位或現金產生單位組別內任何現金產生單位時，商譽的應佔金額將於釐定出售損益金額時計算在內。本集團出售現金產生單位(或現金產生單位組別內的現金產生單位)內的業務時，出售的商譽金額基於所出售業務(或現金產生單位)的相關價值及保留的現金產生單位部分(或現金產生單位組別)計量。

本集團對於收購聯營企業所產生的商譽的政策於下文說明。

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Investment in an associate

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

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates 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. Changes in net assets of the associate other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate 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.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

於聯營企業的投資

聯營企業指本集團對其有重大影響力的實體。重大影響力指參與投資對象財務和經營決策的權力，但並非對這些政策有控制權或共同控制權。

聯營企業的業績與資產及負債按權益會計法納入該等綜合財務報表。按權益會計法入賬的聯營企業的財務報表是用在相似情況下與本集團類似交易或事項統一的會計政策來擬備。根據權益法，於聯營企業的投資在綜合財務狀況表中按成本進行初始確認，並在其後進行調整，以確認本集團應佔該聯營企業的損益及其他全面收益。除損益或其他全面收益外，該聯營企業的資產淨值變動不予記賬，除非該等變動導致本集團所持的所有權權益發生變動。倘本集團應佔聯營企業的損失超過本集團在該聯營企業中的權益（包括任何實質上構成本集團對該聯營企業的淨投資的長期權益），本集團應終止確認其應佔的其他損失。額外損失僅在本集團發生的法定或推定義務或代表聯營企業進行的支付範圍內進行確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Investment in an associate (continued)

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.

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

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. 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) upon disposal of the relevant associate.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

於聯營企業的投資(續)

於聯營企業的投資應自投資對象成為聯營企業之日起採用權益法入賬。取得於聯營企業的投資時，投資成本超過本集團應佔投資對象的可識別資產及負債的公允價值淨額的部分確認為商譽(商譽會納入投資的賬面值內)。若本集團應佔該等可識別資產及負債的公允價值淨額超過投資成本，則超出的金額在經重新估算後，在取得該項投資的當期立即於損益內確認。

本集團會評估是否有客觀證據表明於聯營企業的權益存在減值。當存在任何客觀證據時，投資(包括商譽)的全部賬面值應按照《國際會計準則》第36號，作為一項單項資產通過將其可收回金額(使用價值和公允價值減去出售成本後的餘額兩者中的較高者)與其賬面值進行比較進行減值測試。已確認的任何減值虧損不會分配至任何資產(包括商譽)，構成投資賬面值的一部分。該項減值虧損的任何撥回金額應按照《國際會計準則》第36號的規定，以投資的可收回金額其後增加為限進行確認。

當本集團對一間聯營企業不再有重大影響力時，其入賬列作出售於該投資對象的全部權益，由此產生的收益或虧損於損益內確認。此外，本集團按照如同該聯營企業已直接出售相關資產或負債所規定的相同基準入賬先於其他全面收益確認與該聯營企業相關的全部金額。因此，倘該聯營企業先於其他全面收益確認的收益或虧損於出售相關資產或負債時被重新分類至損益，則本集團在出售相關聯營企業後將收益或虧損從權益重新分類至損益(作為重新分類調整)。

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Revenue from contracts with customers

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

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

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

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

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

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

客戶合約收入

當(或於)完成履約責任時,本集團確認收入,即於特定履約責任的相關服務的「控制權」轉讓予客戶時確認。

履約責任指一項明確服務(或一批服務)或一系列大致相同的明確服務。

控制權隨時間轉移,而倘滿足以下其中一項標準,則收入乃參照完全滿足相關履約責任的進展情況而隨時間確認:

- 隨本集團履約,客戶同時取得並耗用本集團履約所提供的利益;
- 本集團的履約創建或強化一項資產,該資產於本集團履約之時即由客戶控制;或
- 本集團的履約並未產生對本集團有替代用途的資產,且本集團對迄今已完成履約的款項具有可執行權利。

否則,收入於客戶獲得明確服務控制權的時間點確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Revenue from contracts with customers (continued)

A contract asset represents the Group's right to consideration in exchange for services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with IFRS 9 *Financial Instruments*. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

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

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

客戶合約收入(續)

合約資產指本集團就向客戶換取本集團已轉讓的服務收取代價的權利(尚未成為無條件)。其根據《國際財務報告準則》第9號金融工具評估減值。相反，應收款項指本集團收取代價的無條件權利，即代價付款到期前僅需時間推移。

合約負債指本集團因已自客戶收取代價(或已可自客戶收取代價)，而須轉讓服務予客戶的責任。

與相同合約有關的合約資產及合約負債均按淨額基準入賬及呈列。

For the year ended 31 December 2020
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3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Leases

Definition of a lease

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

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

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

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

租賃

租賃的定義

倘合約獲給予權利在一段時間內使用已識別資產以換取代價，則該合約為租賃或包含租賃。

對於初始應用或業務合併產生日期或之後訂立或修訂的合約，本集團根據《國際財務報告準則》第16號項下的定義，於開始、修訂或收購日期(如適用)評估合約是否是一項租賃或包含一項租賃。除非合約條款及條件在後續發生變更，否則不會對此類合約進行重新評估。

作為可行權宜方法，倘本集團合理預期對綜合財務報表造成的影響與組合中的個別租賃並無重大差異時，則具類似特徵的租賃按租賃組合基準入賬。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Non-lease components are separated from lease component and are accounted for by applying other applicable standards.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

租賃(續)

本集團作為承租人

將代價分配至合約成分

倘合約包含一個租賃組成部分以及一個或多個額外的租賃或非租賃組成部分，則本集團應基於租賃組成部分的相關單獨價格及非租賃組成部分的單獨價格總和，將合約中的代價在各租賃組成部分之間進行分攤。

非租賃部分與租賃部分分開，並採用其他適用標準入賬。

使用權資產

使用權資產的成本包括：

- 租賃負債的初步計量金額；
- 於開始日期或之前作出的任何租賃付款，減任何已收租賃優惠；
- 本集團產生的任何初始直接成本；及

For the year ended 31 December 2020
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3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Right-of-use assets (continued)

- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities.

The Group presents right-of-use assets that do not meet the definition of investment property as a separate line item on the consolidated statement of financial position.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

Refundable rental deposits

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

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

租賃(續)

本集團作為承租人(續)

使用權資產(續)

- 本集團於拆除及拆遷相關資產、復原相關資產所在場地或復原相關資產至租賃的條款及條件所規定的狀況而產生的成本估計。

使用權資產按成本減任何累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整。

本集團於綜合財務狀況表內將並不符投資物業定義的使用權資產呈列為單獨項目。

對於本集團可合理確定在租賃期結束時取得相關租賃資產所有權的使用權資產，自開始日期至使用壽命結束計提折舊。否則，使用權資產應按估計使用壽命及租賃期兩者中的較短者以直線法計提折舊。

可退回租賃按金

已付可退回租賃按金乃根據《國際財務報告準則》第9號入賬，初步按公允價值計量。初始確認時對公允價值作出的調整被視為額外租賃付款且計入使用權資產成本。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Lease liabilities

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

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

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

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

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃負債

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

租賃付款包括：

- 固定付款(包括實質性的固定付款)減任何已收租賃優惠；
- 根據剩餘價值擔保預期應支付的金額；
- 本集團合理確定將予行使購買選擇權的行使價；及
- 倘租期反映本集團會行使選擇權終止租賃，則計入終止租賃的罰款。

於開始日期後，租賃負債根據利息增長及租賃付款作出調整。

本集團於綜合財務狀況表內將租賃負債呈列為單獨項目。

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Lease modifications

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

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

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

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

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃修訂

倘出現以下情況，本集團會將租賃修訂作為一項單獨的租賃入賬：

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

就未作為一項單獨租賃入賬的租賃修訂而言，本集團基於透過使用修訂生效日期的經修訂貼現率貼現經修訂租賃付款的經修訂租賃的租期重新計量租賃負債。

本集團通過對相關使用權資產進行相應調整，對租賃負債的重新計量進行會計處理。當修訂後的合約包含租賃成分和一個或多個其他租賃或非租賃成分時，本集團會根據租賃成分的相對獨立價格及非租賃成分的總獨立價格將修訂後的合約中的代價分配至各租賃成分。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessor

Classification and measurement of leases

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

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term.

Allocation of consideration to components of a contract

When a contract includes both leases and non-lease components, the Group applies IFRS 15 *Revenue from Contracts with Customers* to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

租賃(續)

本集團作為出租人

租賃的分類及計量

本集團作為出租人的租賃分類為融資租賃或經營租賃。當租賃的條款實質上將與相關資產所有權相關的所有風險及報酬轉讓給承租人時，該項合約被歸類為融資租賃。所有其他租賃應歸類為經營租賃。

經營租賃的租金收入在相關租賃期限內按照直線法於損益內確認。磋商及安排經營租賃時產生的初始直接成本計入租賃資產的賬面值，有關成本於租賃期內按直線法確認為開支。

將代價分配至合約成分

倘合約包括租賃及非租賃成分，本集團應用《國際財務報告準則》第15號客戶合約收入，將合約代價分配至租賃及非租賃成分。非租賃成分與租賃成分基於相關的單獨銷售價格進行分拆。

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessor (continued)

Refundable rental deposits

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

Lease modification

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

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

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

租賃(續)

本集團作為出租人(續)

可退回租賃按金

已收到的可退回租賃按金根據《國際財務報告準則》第9號進行入賬，並初始按公允價值計量。初始確認時的公允價值調整確認為承租人的額外租賃付款。

租賃修訂

不屬於原先條款及條件的租賃合約的代價變更將作為租賃修改(包括通過免除或減少租金提供的租賃優惠)入賬。

本集團應當自修訂生效日起，將經營租賃的修訂作為一項新租賃進行會計處理，並將任何與原租賃相關的預付或應計租賃付款視為新租賃的租賃付款的一部分。

外幣

在編製各集團實體的財務報表時，以該實體的功能貨幣以外的貨幣(外幣)進行的交易按交易日期的即期匯率確認。在報告期末，以外幣計價的貨幣性項目應按當日的即期匯率重新換算。按外幣歷史成本計量的非貨幣項目不予重新換算。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Foreign currencies (continued)

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. RMB) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange fluctuation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

外幣(續)

結算貨幣項目及重新換算貨幣項目所產生的匯兌差額，在其產生期間於損益中確認。

就呈列綜合財務報表而言，本集團業務的資產及負債均按各報告期末的即期匯率換算為本集團的呈列貨幣(即人民幣)。收入及開支項目乃按期內平均匯率換算，除非匯率於該期間內大幅波動，該情況下則採用交易日期的匯率換算。所產生的匯兌差額(如有)均於其他全面收益內確認，並於匯兌波動儲備項下的權益中累計(於適當時撥作非控股權益)。

出售境外業務時(即出售本集團於境外業務的全部權益、或出售涉及失去包括境外業務的附屬公司的控制權、或出售包括境外業務的聯營公司的部分權益(其保留權益成為一項金融資產))，本公司擁有人就該業務應佔的所有於股權累計的匯兌差額乃重新分類至損益。

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Foreign currencies (continued)

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates that do not result in the Group losing significant influence), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

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.

Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

外幣(續)

此外，就並未導致本集團失去對該附屬公司控制權的部分出售附屬公司而言，按比例分佔的累計匯兌差額乃重新計入非控股權益，而並不於損益內確認。就所有其他部分出售(即並未導致本集團失去重大影響力的部分出售聯營企業)，按比例分佔的累計匯兌差額乃重新分類至損益。

來自收購一項海外業務所產生的可識別資產的商譽及公允價值調整，被視為該項海外業務的資產及負債，並按各報告期末的現行匯率進行換算。所產生之匯兌差額將在其他全面收益中確認。

借款成本

收購、建造或生產合資格資產(為需要長時間方能達致擬定用途或銷售的資產)直接應佔的借款成本，均加入該等資產的成本，直至該等資產大致可用作擬定用途或銷售為止。

在相關資產可用作擬定用途或銷售之後仍未償還的任何特定借款乃於計算一般借款資本化率的一般借款組合內入賬。運用特定借款作短期投資以待撥入合資格資產的開支所賺取的投資收益，會從可供資本化的借款成本中扣減。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Borrowing costs (continued)

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

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under “other income”.

Retirement benefit costs and termination benefits

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another IFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries and annual leave) after deducting any amount already paid.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

借款成本(續)

所有其他借款成本於產生期間於損益內確認。

政府補助

除非合理保證本集團將滿足接受政府補助的條件且會收到該補助，否則不應確認該政府補助。

與收入相關的政府補助是作為開支或已發生的損失補償或以給予本集團即時財務支援為目的而應收，且並無未來相關成本，並在其成為應收的期間內於損益確認。該等補助於「其他收入」中呈列。

退休福利成本及離職福利

當僱員已提供服務並享有退休供款時，界定供款退休計劃的供款乃確認為開支。

短期僱員福利

短期僱員福利按僱員提供服務時預期應支付福利的未貼現金額確認。所有短期僱員福利均確認為開支，除非另有《國際財務報告準則》規定或允許將該福利納入資產成本。

在扣除已支付的金額後，僱員應計福利(如工資及薪金及年假)確認為負債。

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Share-based payments

Equity-settled share-based payment transactions

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share option reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share option reserve. For shares that vest immediately at the date of grant, the fair value of the shares granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share option reserve will be transferred to capital reserve. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will continue to be held in share option reserve.

When shares granted are vested, the amount previously recognised in share option reserve will be transferred to capital reserve.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

以股份為基礎的付款

股權結算以股份為基礎的付款交易

授予僱員的購股權

向僱員及提供類似服務的其他人士作出的股權結算以股份為基礎的付款按授予日期的股本工具的公允價值計量。

於授予日期釐定股權結算以股份為基礎的付款的公允價值(不計及所有非市場歸屬條件)會於歸屬期內根據本集團對將會最終歸屬的股本工具的估計,按直線法支銷,並於權益(購股權儲備)中作出相應增加。於各報告期末,本集團修訂其基於對所有相關非市場歸屬條件的評估對預期歸屬的股本工具數目的估計。修訂原定估計的影響(如有)於損益確認,以使累計開支反映經修訂估計,並對購股權儲備作出相應調整。就於授予日期即時歸屬的股份而言,所授出股份的公允價值乃即時於損益支銷。

當行使購股權時,先前於購股權儲備確認的數額將轉撥至股本儲備。倘購股權在歸屬日期後被沒收或於屆滿日期仍未行使,先前於購股權儲備確認的數額將繼續於購股權儲備內入賬。

當授予的股份被歸屬時,先前於購股權儲備確認的數額將轉撥至股本儲備。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Share-based payments (continued)

Equity-settled share-based payment transactions (continued)

Share purchased for share award scheme

When the Company's shares are purchased from the open market for share award scheme, the consideration paid, including any directly attributable incremental costs, is presented as shares held for share award scheme and deducted from total equity.

The fair value of services received from directors and employees determined by reference to the fair value of award shares granted at the grant date is expensed on a straight-line basis over the vesting period based on the Group's estimate of award shares that will ultimately vest, with a corresponding increase in share option reserve.

At the time when the award shares are vested, the difference on the amounts previously recognised in shares held for share award scheme and the amount recognised in share option reserve is transferred to retained profits.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

以股份為基礎的付款(續)

股權結算以股份為基礎的付款交易(續)

為股份獎勵計劃購買之股份

當本公司為股份獎勵計劃從公開市場購買股份時，已付代價(包括任何直接應佔增量成本)均列作為股份獎勵計劃所持股份，並自權益總額扣除。

董事及僱員所提供服務的公允價值乃參考授出的獎勵股份於授出日期之公允價值釐定，根據本集團對最終將歸屬的獎勵股份的估計，以直線法於歸屬期間攤銷，並相應增加購股權儲備。

當獎勵股份歸屬時，先前於股份獎勵計劃所持股份確認的金額及於購股權儲備確認的金額之間的差額將轉撥至保留利潤。

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

稅項

所得稅開支指即期應付的稅項與遞延稅項的總和。

即期應付的稅項以年度應課稅利潤計算。應課稅利潤與稅前利潤不同，乃由於應課稅利潤不包括於其他年度的應課稅或可予扣減的收益或開支，同時亦不包括永不須課稅或不可扣減的項目。本集團即期的稅項負債按照報告期末已執行或實質上已執行的稅率計算。

遞延稅項按照綜合財務報表中資產及負債的賬面值與計算應課稅利潤時採用的相應稅基之間的暫時性差異確認。遞延稅項負債通常按全部應課稅暫時性差異確認。遞延稅項資產通常在很可能取得能利用可抵免暫時性差異來抵扣應課稅利潤的範圍內確認。如果暫時性差異來自一項交易中資產及負債的初始確認(除業務合併外)，且該交易既不影響應課稅利潤，也不影響會計利潤，則該等遞延稅項資產及負債不予以確認。此外，若暫時性差異來自商譽的初始確認，遞延稅項負債不予確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Taxation (continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, 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 are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

稅項(續)

遞延稅項負債按附屬公司及聯營企業投資相關的應課稅暫時性差異確認，除非本集團能夠控制該暫時性差異的撥回及該暫時性差異在可預見的未來很可能不會撥回。與該等投資相關的可抵扣暫時性差異產生的遞延稅項資產只在能夠取得充足的應課稅利潤以抵扣暫時性差異且該暫時性差異預計在可預見的未來將撥回的情況下才予以確認。

遞延稅項資產的賬面值在各報告期末進行審查，在不再可能有充足應課稅利潤來收回全部或部分資產的情況下扣減。

遞延稅項資產及負債按照預計適用於清償負債或變現資產期間的稅率，根據於報告期末已執行或實質上已執行的稅率(及稅法)為基礎計量。

遞延稅項負債及資產的計量，應反映本集團在報告期末預期收回或清償其資產及負債賬面值的方式所導致的稅項後果。

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Taxation (continued)

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities. For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition due to application of the initial recognition exemption. Temporary difference arising from subsequent revision to the carrying amounts of right-of-use assets and lease liabilities, resulting from remeasurement of lease liabilities and lease modification that are not subject to initial recognition exemption are recognised on the date of remeasurement or modification.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

稅項(續)

為就本集團確認使用權資產及相關租賃負債的租賃交易而計量遞延稅項，本集團首先釐定稅項扣減是否歸屬於使用權資產或租賃負債。就稅項扣減歸屬於租賃負債的租賃交易而言，本集團將《國際會計準則》第12號的規定分別應用於使用權資產及租賃負債。由於應用初始確認豁免，故與使用權資產及租賃負債相關的暫時性差異於初始確認時不予確認。因重新計量並無應用初始確認豁免的租賃負債及租賃修訂而導致隨後對使用權資產及租賃負債的賬面值作出修訂所產生的暫時性差異於重新計量或修改日期確認。

倘有可依法強制執行權利將即期稅項資產與即期稅項負債相互抵銷，而與由同一稅務機構向同一課稅實體徵收的所得稅相關，則遞延稅項資產及負債可相互抵銷。

即期及遞延稅項乃於損益確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Property, plant and equipment

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

Buildings and leasehold improvements in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as "right-of-use assets" in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

物業、廠房及設備

物業、廠房及設備為用於提供服務或作行政用途而持有的有形資產。物業、廠房及設備(在建工程除外)按照成本減去後續累積折舊及後續累積減值虧損(如有)列示於綜合財務狀況表。

正在建設以供生產、供應或作行政用途的樓宇及租賃物業裝修按成本減任何已確認減值虧損列賬。成本包括任何因令資產達致其能夠按管理層根據本集團會計政策擬定的方式營運所需的位置及狀態而直接導致的任何成本(就合資格資產而言包括資本化借款成本)。當該等資產可供用作其擬定用途時,該等資產按與其他物業資產相同的基準開始折舊。

當本集團就於物業的擁有權權益(包括租賃土地及樓宇成分)付款時,全部代價於租賃土地及樓宇成分之間按初始確認時的相對公允價值的比例分配。

倘能可靠分配相關付款,於租賃土地的權益於綜合財務狀況表內呈列為「使用權資產」。倘代價無法在相關租賃土地的非租賃樓宇成分及未分割利益之間可靠分配,則整項物業歸類為「物業、廠房及設備」。

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Property, plant and equipment (continued)

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Investment properties

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

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is recognised so as to write off the cost of investment properties over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

物業、廠房及設備(續)

折舊是以直線法在估計可使用年期內，按足以撇銷資產成本再減去其剩餘價值確認。估計可使用年期、剩餘價值及折舊方法會在各報告期末審閱，而任何估計變更的影響乃按前瞻基準入賬。

物業、廠房及設備項目於出售時或於預期不會從持續使用該資產中獲得未來經濟利益時終止確認。出售或報廢物業、廠房及設備項目而引致的任何收益或虧損，乃按資產的出售所得款項與賬面值的差額釐定，並於損益中確認。

投資物業

投資物業指持有以賺取租金及／或持作資本升值的物業。

投資物業初始按成本(包括任何直接應佔費用)計算。於初次確認後，投資物業乃按成本減後續累計折舊及任何累計減值虧損列賬。折舊是以直線法在估計可使用年期內，按足以撇銷投資物業的成本並計及其估計剩餘價值後確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Investment properties (continued)

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs 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 each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

投資物業(續)

投資物業於出售時或於投資物業永久不可使用及預期其出售不會產生未來經濟利益時終止確認。終止確認物業產生的任何收益或虧損(按資產的出售所得款項淨值與賬面值的差額計算)於終止確認該物業的期間內計入損益。

無形資產

單獨獲得的無形資產

單獨獲得的有限可使用年期的無形資產乃按成本減累計攤銷及任何累計減值虧損入賬。有限可使用年期的無形資產攤銷乃按直線基準於其估計可使用年期確認。估計可使用年限及攤銷方法於各報告期末進行審閱，而任何估計變動的影響則按前瞻基準入賬。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Intangible assets (continued)

Internally-generated intangible assets – 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 activities (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.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

無形資產(續)

內部形成無形資產 – 研發支出

研究活動支出於產生期間確認為開支。

開發活動(或是內部工程開發階段)所產生的內部形成無形資產, 在及僅在呈現出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;
- 有意去完成該無形資產從而使之可以使用或銷售;
- 使用或銷售無形資產的能力;
- 將來無形資產如何產生經濟效益;
- 可使用適當技術、財務及其他資源來完成其開發, 並使用或銷售無形資產; 及
- 於開發無形資產時能夠可靠計量其支出。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Intangible assets (continued)

Internally-generated intangible assets – research and development expenditure (continued)

The amount initially recognised for 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 recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets that are acquired separately.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at costs less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

無形資產(續)

內部形成無形資產 – 研發支出(續)

就內部形成無形資產初步確認的金額為無形資產首次符合上文所列的確認條件之日起所招致的支出總和。倘並無內部形成無形資產可予確認，則開發支出會於產生期間於損益中確認。

初步確認後，內部形成無形資產以與單獨獲得的無形資產相同的基準，按成本減累計攤銷及累計減值虧損(如有)列賬。

業務合併獲得的無形資產

業務合併獲得的無形資產與商譽分開確認，於獲得日期按其公允價值(視作其成本)初步確認。

初步確認後，可使用年期有限的業務合併獲得的無形資產以與單獨獲得的無形資產相同的基準，按成本減累計攤銷及任何累計減值虧損列賬。

無形資產於出售時或預期其使用或出售不會產生未來經濟利益時終止確認。終止確認無形資產產生的收益及虧損(按資產的出售所得款項淨值與賬面值的差額計算)於終止確認該資產時於損益內確認。

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets, intangible assets with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of property, plant and equipment, right-of-use assets and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the CGU to which the asset belongs.

In testing a CUG for impairment, corporate assets are allocated to the relevant CGU when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the CGU or group of CGUs to which the corporate asset belongs, and is compared with the carrying amount of the relevant CGU or group of CGUs.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

物業、廠房及設備、使用權資產及無形資產(商譽除外)的減值

本集團於報告期末審閱其物業、廠房及設備、使用權資產及使用年期有限的無形資產的賬面值，以釐定有否任何跡象顯示此等資產蒙受減值虧損。倘任何該等跡象存在，則會估計相關資產的可收回金額，以釐定減值虧損的程度(如有)。

物業、廠房及設備、使用權資產及無形資產的可收回金額乃分開估計。倘無法分開估計可收回金額，則本集團估計資產所屬現金產生單位的可收回金額。

在對現金產生單位進行減值測試時，倘可設立合理一致的分配基準，則公司資產會分配至相關現金產生單位，否則有關資產會分配至可設立合理一致分配基準的最小組別的現金產生單位。釐定該公司資產所屬現金產生單位或現金產生單位組別的可收回金額，並與相關現金產生單位或現金產生單位組別的賬面值進行比較。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill (continued)

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a CGU) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a CGU, the Group compares the carrying amount of a group of CGUs, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of CGUs, with the recoverable amount of the group of CGUs. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of CGUs. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro-rata to the other assets of the unit or the group of CGUs. An impairment loss is recognised immediately in profit or loss.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

物業、廠房及設備、使用權資產及無形資產(商譽除外)的減值(續)

可收回金額為公允價值減出售成本與使用價值兩者中較高者。在評估使用價值時，估計未來現金流量採用稅前貼現率貼現至其現值，該稅前貼現率反映當前市場對貨幣時間價值及資產(或現金產生單位)特定風險的評估，就此而言未來現金流量的估計未經調整。

倘估計資產(或現金產生單位)的可收回金額將少於其賬面值，則資產(或現金產生單位)的賬面值將調減至其可收回金額。對於不能按合理一致的基準分配至現金產生單位的公司資產或部分公司資產，本集團將現金產生單位組別的賬面值(包括分配至該現金產生單位組別的公司資產或部分公司資產的賬面值)與現金產生單位組別的可收回金額進行比較。於分配減值虧損時，首先分配減值虧損以減少任何商譽的賬面值(如適用)，然後按比例根據該單位或現金產生單位組別內各資產的賬面值分配至其他資產。資產賬面值不得減少至低於其公允價值減出售成本(如可計量)、其使用價值(如可釐定)及零中的最高值。已另行分配至資產的減值虧損金額按比例分配至該單位或現金產生單位組別的其他資產。減值虧損會即時於損益內確認。

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill (continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit (“CGU”) or a group of cash-generating units (“CGUs”)) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit (“CGU”) or a group of cash-generating units (“CGUs”)) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

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

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

物業、廠房及設備、使用權資產及無形資產(商譽除外)的減值(續)

倘減值虧損其後撥回，則資產(或現金產生單位或現金產生單位組別)的賬面值調升至其可收回金額的經修訂估計值，惟該增加的賬面值不可超過倘該資產(或現金產生單位或現金產生單位組別)於過往年度並無減值虧損時釐定的賬面值。減值虧損的撥回即時於損益內確認。

金融工具

金融資產及金融負債乃於集團實體成為工具合約條文訂約方時進行確認。所有常規買賣的金融資產，按交易日基準確認及終止確認。常規買賣乃指按照市場規則或慣例在一定期間內交付資產的金融資產買賣。

除客戶合約產生的貿易應收款項根據《國際財務報告準則》第15號初步計量外，金融資產及金融負債初步按公允價值計量。收購或發行金融資產及金融負債直接應佔的交易成本(按公允價值計入損益(「按公允價值計入損益」)的金融資產或金融負債除外)乃於初步確認時自金融資產或金融負債的公允價值加入或扣除(如適用)。收購按公允價值計入損益的金融資產或金融負債直接應佔的交易成本，即時於損益內確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

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

Financial assets

Classification and subsequent measurement of financial assets

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

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

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

實際利率法指一種在有關期間內用於計算金融資產或金融負債的攤銷成本及分配利息收入及利息開支的方法。實際利率指在金融資產或金融負債的預期期限或(如適用)更短期間內能夠精確折現估計未來現金收款及付款(包括構成實際利率部分的一切已付或已收費用及基點、交易成本及其他溢價或折扣)至初步確認時賬面淨值的利率。

金融資產

金融資產的分類及其後計量

符合以下條件的金融資產其後按攤銷成本計量：

- 於旨在收取合約現金流量的業務模式中持有的金融資產；及
- 合約條款規定於特定日期產生的現金流量純粹為支付本金及未償還本金利息。

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

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

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

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which IFRS 3 *Business Combinations* applies.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產的分類及其後計量(續)

符合以下條件的金融資產其後按公允價值計入其他全面收益(「按公允價值計入其他全面收益」):

- 於旨在出售及收取合約現金流量的業務模式中持有的金融資產; 及
- 合約條款規定於特定日期產生的現金流量純粹為支付本金及未償還本金利息。

所有其他金融資產其後按公允價值計入損益計量, 惟倘股本投資並非持作買賣亦並非《國際財務報告準則》第3號業務合併適用的業務合併中收購方所確認的或有代價, 於金融資產初步確認日期, 本集團可不可撤銷地選擇在其他全面收益中呈列該股本投資公允價值的其後變動。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

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

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產的分類及其後計量(續)

金融資產於下列情況下為持作買賣：

- 其主要就短期內出售的目的而收購；或
- 初步確認時，其為本集團共同管理的已識別金融工具投資組合的一部分，並且近期具有短期獲利的實際模式；或
- 其為並非指定為有效對沖工具的衍生工具。

此外，倘不可撤銷地指定須按攤銷成本或按公允價值計入其他全面收益計量的金融資產為按公允價值計入損益計量可消除或大幅減少會計錯配，則本集團可如此行事。

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

(i) Amortised cost and interest income

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

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產的分類及其後計量(續)

(i) 攤銷成本及利息收入

利息收入乃使用金融資產的實際利息法其後按攤銷成本確認。利息收入乃透過向金融資產(其後出現信貸減值的金融資產除外)賬面值總額應用實際利率法計算得出(見下文)。就其後出現信貸減值的金融資產而言,利息收入乃透過向來自下一個報告期的金融資產攤銷成本應用實際利率法的確認。倘信貸減值金融工具的信貸風險有所改善,致使金融資產不再信貸減值,利息收入則透過向來自確定資產不再信貸減值後的報告期初的金融資產賬面值總額應用實際利率法確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

(ii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the FVTOCI reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained profits.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "other income and gains and losses" line item in profit or loss, if any.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產的分類及其後計量(續)

(ii) 指定按公允價值計入其他全面收益的股本工具

按公允價值計入其他全面收益的股本工具投資其後按公允價值計量，而公允價值變動所產生的收益及虧損於其他全面收益確認並於按公允價值計入其他全面收益儲備累計；並且毋須接受減值評估。出售股本投資時，累積收益或虧損將不會重新分類至損益，而將轉撥至保留利潤。

除非來自股本工具投資的股息明確代表投資成本的收回部分，否則該等股息會於本集團收取股息的權利確立時於損益中確認。股息在損益中包含在「其他收入以及其他收益及虧損」項目中(如有)。

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

(iii) Financial assets at FVTPL

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

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

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade receivables, deposits and other receivables, pledged deposits and bank balances) which are subject to impairment assessment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產的分類及其後計量(續)

(iii) 按公允價值計入損益的金融資產

不符合按攤銷成本或按公允價值計入其他全面收益或指定為按公允價值計入其他全面收益計量的標準的金融資產乃按公允價值計入損益計量。

於各報告期末按公允價值計入損益的金融資產按公允價值計量，而倘有任何公允價值收益或虧損則於損益確認。於損益確認的收益或虧損淨額不包括就金融資產賺取的任何股息或利息，並計入「其他收入以及其他收益及虧損」項目。

金融資產減值

本集團根據預期信貸損失(「預期信貸損失」)模型對根據《國際財務報告準則》第9號須接受減值評估的金融資產(包括貿易應收款項、按金及其他應收款項、已抵押存款及銀行結餘)進行減值評估。預期信貸損失金額於各報告日期作出更新，以反映自初步確認以來的信貸風險變動。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

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

The Group always recognises lifetime ECL for trade receivables.

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

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

全期預期信貸損失指相關工具預計使用年期內所有潛在違約事件將會引起的預期信貸損失。相反，12個月預期信貸損失(「12個月預期信貸損失」)指報告日期起計12個月內可能出現的違約事件預期將會引起的部分全期預期信貸損失。評估根據本集團過往信貸虧損經驗進行，並就債務人特有的因素、整體經濟狀況以及對於報告日期的當前狀況及未來狀況預測的評估作出調整。

本集團一直就貿易應收款項確認全期預期信貸損失。

對於所有其他工具，本集團計量的損失撥備等於12個月預期信貸損失，除非自初始確認後信貸風險顯著增加，在此情況下，本集團確認全期預期信貸損失。評估是否應確認全期預期信貸損失乃基於自初始確認以來發生違約的可能性或風險有否顯著增加。

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(i) Significant increase in credit risk

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

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, and the credit default swap prices for the debtor;

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(i) 信貸風險顯著增加

於評估自初始確認後信貸風險是否顯著增加時，本集團將於報告日期的金融工具發生違約的風險與於初步確認日期的金融工具發生違約的風險進行比較。在進行該評估時，本集團會考慮合理且有理據的定量和定性資料，包括無需付出不必要的成本或努力而可得到的歷史經驗及前瞻性資料。

在評估信貸風險是否顯著增加時，會特別考慮以下資料：

- 金融工具的外部(如有)或內部信用評級的實際或預期顯著惡化；
- 外部市場信貸風險指標的顯著惡化(如信貸利差及債務人的信用違約掉期價格大幅增加)；

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(i) Significant increase in credit risk (continued)

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(i) 信貸風險顯著增加(續)

- 預計會導致債務人償還債務能力大幅下降的業務、財務或經濟狀況的現有或預測的不利變化；
- 債務人經營業績的實際或預期顯著惡化；及
- 債務人監管、經濟或技術環境出現會導致債務人履行其債務責任能力大幅下降的實際或預期重大不利變動。

不論上述評估結果如何，本集團認為，當合約付款逾期超過30天，則自初步確認起信貸風險已顯著增加，除非本集團有合理且有理據的資料證明並非如此。

本集團定期監察用以識別信貸風險有否顯著增加的標準的有效性，並適時修訂標準以確保標準能在款項逾期前識別信貸風險顯著增加。

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(ii) 違約的定義

就內部信貸風險管理而言，當內部或外來資料表明債務人不大可能悉數(不計及本集團持有的任何抵押品)向其債權人(包括本集團)還款時，本集團認為已出現違約。

不管上述情況如何，當金融資產已逾期90日時，本集團會視作已出現違約，除非本集團有合理及有理據的資料說明較為寬鬆的違約準則更為合適。

(iii) 發生信貸減值的金融資產

當發生對金融資產的估計未來現金流量產生不利影響的一宗或多宗事件時，該金融資產即發生信貸減值。金融資產信貸減值的證據包括以下事件的可觀察數據：

- (a) 發行人或借款人出現重大財務困難；
- (b) 違反合約，例如違約或逾期事件；

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

- (iii) Credit-impaired financial assets (continued)
 - (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
 - (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

- (iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

- (iii) 發生信貸減值的金融資產(續)
 - (c) 借款人的貸款人出於與借款人財務困難相關的經濟或合約原因，而向借款人授予貸款人原本不會考慮的優惠；或
 - (d) 借款人有可能面臨破產或其他財務重組。

- (iv) 撇銷政策

在有資料顯示對手方陷入嚴重財務困難，且無實際收回金融資產的可能時，例如對手方被清盤或已進入破產程序，本集團會撇銷金融資產。在考慮適用法律意見後，已撇銷金融資產仍可根據本集團的收回程序進行強制性活動。撇銷構成終止確認事件。任何其後收回的金額會在損益確認。

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(v) 預期信貸損失的計量及確認

預期信貸損失的計量為違約概率、違約虧損(即違約所造成的虧損程度)及違約風險的函數。違約概率及違約虧損乃根據過往數據及前瞻性資料評估。預期信貸損失的估計反映無偏頗及概率加權的數額，其乃根據加權值的相應違約風險而確定。本集團經考慮過往信貸虧損經驗後使用撥備矩陣並採用可行權宜方法估計貿易應收款項的預期信貸損失，且根據無需付出不必要的成本或努力而可得到的前瞻性資料進行調整。

一般而言，預期信貸損失為根據合約應付本集團的所有合約現金流量與本集團預期收取的現金流量之間的差額(按初步確認時釐定的實際利率貼現)。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(v) Measurement and recognition of ECL (continued)

Lifetime ECL for certain trade receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(v) 預期信貸損失的計量及確認(續)

若干貿易應收款項的全期預期信貸損失乃按集體基準考慮逾期資料和相關信貸資料，如前瞻性宏觀經濟資料。

就集體評估而言，本集團在制定分組時考慮到以下特點：

- 逾期狀態；
- 債務人的性質、規模及行業；及
- 外部信用評級(倘可得)。

管理層定期檢討有關分組，以確保各組別的組成部分繼續具有類近的信貨風險特徵。

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

- (v) Measurement and recognition of ECL (continued)

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables, other receivables and deposits where the corresponding adjustment is recognised through a loss allowance account.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the FVTOCI reserve is not reclassified to profit or loss, but is transferred to retained profits.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

- (v) 預期信貸損失的計量及確認(續)

利息收入乃根據金融資產的賬面值總額計算，除非金融資產發生信貸減值，在此情況下，利息收入根據金融資產的攤銷成本計算。

本集團透過調整所有金融工具的賬面值於損益確認其減值收益或虧損，惟貿易應收款項、其他應收款項及按金透過虧損撥備賬確認相應調整。

終止確認金融資產

僅在資產現金流量的合約權利到期，或在將金融資產以及資產所有權的絕大部分風險及回報轉移至其他實體時，本集團方會終止確認金融資產。

終止確認按攤銷成本計量的金融資產時，資產賬面值與已收及應收代價總和之間的差額於損益中確認。

於終止確認本集團於初步確認時已選擇按公允價值計入其他全面收益計量的債務工具投資時，先前於按公允價值計入其他全面收益儲備中累計的累計收益或虧損並不會重新分類至損益，而是轉撥至保留利潤。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

3. Basic of preparation of consolidated financial statements and significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities at amortised cost

Financial liabilities including borrowings, trade payables and other payables and accruals are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融負債及股本

分類為債務或股本

債務及股本工具乃根據合約安排的實際內容及金融負債與股本工具的釋義分類為金融負債或股本。

股本工具

股本工具指能證明擁有實體資產在減除其所有負債後的剩餘權益的任何合約。本公司發行的股本工具按已收取的所得款項(扣除直接發行成本)確認。

按攤銷成本計量的金融負債

金融負債包括借款、貿易應付款項以及其他應付款項及應計項目，其後採用實際利率法按攤銷成本計量。

終止確認金融負債

本集團會在及僅會在其責任獲解除、取消或屆滿時，方會終止確認金融負債。終止確認的金融負債的賬面值與已付及應付代價之間的差額於損益內確認。

For the year ended 31 December 2020
截至2020年12月31日止年度

4. Key Sources of Estimation Uncertainty

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

Provision for ECL on trade receivables

The Group estimates the amount of lifetime ECL of the trade receivables individually for significant debtors and based on provision matrix for the remaining debtors. Significant debtors are assessed individually by considering internal credit rating, historical credit loss adjust for any forward-looking information. Remaining debtors are assessed by past due status for groupings of various customer segments that have similar loss patterns (i.e. by geographical region and historical default rate) and based on the Group's historical default rates and calibrated to adjust for any forward-looking information. The impairment assessment of trade receivables involves high degree of estimation uncertainty.

4. 估計不確定性的主要來源

應用附註3所述本集團的會計政策時，本公司董事須就不能輕易從其他來源得知的資產及負債的賬面值作出判斷、估計及假設。有關估計及相關假設根據以往經驗及視為有關的其他因素作出。實際結果可能有別於該等估計。

有關估計及相關假設將持續審閱。倘會計估計的修訂僅影響修訂估計的期間，修訂將僅於該期間確認，倘修訂同時影響現時及未來期間，則於修訂期間及未來期間確認。

有關未來的主要假設及於報告期末的估計不確定因素的其他主要來源(指存在重大風險，導致須對下個財政年度的資產及負債的賬面值進行重大調整者)載述如下：

貿易應收款項的預期信貸損失撥備

本集團個別地就重大債務人且基於撥備矩陣就剩餘債務人估計貿易應收款項之全期預期信貸損失金額。重大債務人透過考慮內部信貸評級、歷史信貸虧損並就任何前瞻性資料予以調整作個別評估。剩餘債務人透過具有類似虧損模式(即按地域及歷史違約率劃分)之不同客戶分部分組的逾期狀況及根據本集團歷史違約率評估，並經過校正以調整任何前瞻性資料。貿易應收款項的減值評估涉及高度估計不確定性。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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4. Key Sources of Estimation Uncertainty (continued)

Provision for ECL on trade receivables (continued)

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of lifetime ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables are disclosed in note 44(b) to the consolidated financial statements.

Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that future taxable profits will be available against which the tax losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The amount of unrecognised tax losses at 31 December 2020 was RMB65,250,000 (2019: RMB43,458,000). Further details are set out in note 29 to the consolidated financial statements.

4. 估計不確定性的主要來源(續)

貿易應收款項的預期信貸損失撥備(續)

對歷史觀察違約率、預測經濟狀況及預期信貸損失之間的相關性的評估乃重大估計。全期預期信貸損失的金額對環境變化及預測的經濟狀況敏感。本集團的歷史信貸損失經驗及對經濟狀況的預測也可能無法作為客戶未來實際違約的指標。有關本集團貿易應收款項預期信貸損失的資料於綜合財務報表附註44(b)披露。

遞延稅項資產

倘日後可能有應課稅利潤抵銷可動用稅務虧損，則就未使用的稅務虧損確認遞延稅項資產。根據日後應課稅利潤的可能產生時間及水平以及日後稅務規劃策略以釐定可確認的遞延稅項資產金額時，須作出重大管理層判斷。於2020年12月31日的未確認稅項虧損金額為人民幣65,250,000元(2019年：人民幣43,458,000元)。進一步詳情載於綜合財務報表附註29。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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5. Revenue

(i) Disaggregation of revenue from contracts with customers

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Type of services	服務類型		
Testing services	檢測服務	358,198	254,282
Surveying services	鑒定服務	172,578	127,426
Witnessing and ancillary services	見證及輔助服務	43,214	14,748
Total	合計	573,990	396,456
Geographical markets	地區市場		
Greater China (Note)	大中華區(附註)	346,764	287,500
Singapore	新加坡	200,999	79,162
Other countries/regions	其他國家/地區	26,227	29,794
Total	合計	573,990	396,456
Timing of revenue recognition	收入確認時間		
A point in time	某一時間點	573,990	396,456
Revenue from contracts with customers	客戶合約收入		
External customers	外部客戶	573,990	396,456
Intersegment sales	分部間銷售	-	8,646
Intersegment adjustments and eliminations	分部間調整及抵銷	573,990	405,102
		-	(8,646)
Total	合計	573,990	396,456

Note: Greater China comprises the mainland of PRC, Hong Kong Special Administrative Region and Macau Special Administrative Region.

附註：大中華區包括中國內地、香港特別行政區及澳門特別行政區。

5. 收入

(i) 客戶合約收入明細

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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5. Revenue (continued)

(ii) Performance obligations for contracts with customers

Rendering of services

The Group performs analytical tests for the quality and quantity of energy and commodities and issues testing certificates or reports after completion of the on-site preparation. The performance obligation is satisfied upon i) completion of testing services and/or ii) issuance of testing certificate. A contract liability is recognised for advance payments received for sales in which revenue has yet been recognised.

The Group provides surveying services and witnessing and ancillary services on-site. Service reports are issued after services rendered. The performance obligation is satisfied upon i) completion of provision of services and/or ii) issuance of service reports, if any. A contract liability is recognised for advance payments received for sales in which revenue has yet been recognised.

All services provided by the Group are for periods of one year or less. As permitted under IFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

6. Operating Segment

Information reported to the executive directors of the Company, being the chief operating decision maker (the "CODM"), for the purposes of resource allocation and assessment focuses on revenue analysis by geographic location of customers. No other discrete financial information is provided other than the Group's results and financial position as a whole. Accordingly, only entity-wide disclosures, major customers and geographical information are presented.

5. 收入(續)

(ii) 客戶合約的履約責任

提供服務

本集團就能源及大宗商品品質及數量進行分析測試，並於完成採樣後出具檢驗證書或報告。履約責任於 i) 檢測服務完成及／或 ii) 出具檢驗證書後達成。本集團在已收銷售預付款項的收益尚未確認時會確認合約負債。

本集團提供鑒定服務及現場見證及輔助服務。於提供服務後出具相關報告。履約責任於 i) 完成提供服務及／或 ii) 出具服務報告(如有)後達成。本集團在已收銷售預付款項的收益尚未確認時會確認合約負債。

本集團提供的所有服務均為期一年或以下。如《國際財務報告準則》第15號所允許，分配至該等未履行合約的交易價格不予披露。

6. 經營分部

向本公司執行董事(即主要營運決策者(「主要營運決策者」))呈報以便進行資源分配及評估的資料側重於按客戶的地域位置作出的收入分析。除本集團的整體業績及財務狀況外，概無提供其他獨立財務資料。因此，僅呈報實體披露事項、主要客戶及地域資料。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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6. Operating Segment (continued)

Geographical information

The Group's operations are located in the Greater China and overseas.

Information about the Group's revenue from external customers is presented based on the location of the service provided. Information about the Group's non-current assets is presented based on the geographical location of the assets.

		Revenue from external customers 外部客戶收入		Non-current assets 非流動資產	
		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Greater China	大中華區	346,764	287,500	177,878	159,452
Singapore	新加坡	200,999	79,162	39,222	41,330
Others	其他	26,227	29,794	11,492	18,497
		573,990	396,456	228,592	219,279

Note: Non-current assets excluded financial instruments and deferred tax assets.

Information about a major customer

During the year ended 31 December 2020, revenue generated from one of the Group's customers – Customer A, accounting for 10% or more of the Group's total revenue.

6. 經營分部(續)

地域資料

本集團的業務位於大中華區及海外。

有關本集團外部客戶所得收入的資料乃按所提供服務的所在地呈報。關於本集團非流動資產的資料乃按資產的地域位置呈報。

附註：非流動資產不包括金融工具及遞延稅項資產。

一名主要客戶的資料

截至2020年12月31日止年度，自本集團其中一名客戶(客戶A)所得收入佔本集團總收入的10%或以上。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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7. Other Income and Other Gains and Losses

An analysis of other income and other gains and losses is as follows:

7. 其他收入以及其他收益及虧損

其他收入以及其他收益及虧損的分析如下：

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Other income	其他收入		
Bank interest income	銀行利息收入	70	297
Value-added tax refund	已退回增值稅	1,184	-
Government subsidies (Note)	政府補助(附註)	11,516	1,114
Rental income	租金收入	1,213	1,438
Others	其他	1,026	482
		15,009	3,331
Other gains and losses	其他收益及虧損		
Change in fair value of financial assets at FVTPL (note 21)	按公允價值計入損益的金融資產公允價值變動(附註21)	800	656
Gain on disposal of an associate (note 20)	出售聯營企業所得收益(附註20)	-	3,772
Loss on foreign exchange difference	外匯匯兌差額虧損	(1,964)	(512)
Loss on disposals of items of property, plant and equipment	出售物業、廠房及設備項目的虧損	(152)	(90)
Others	其他	99	73
		(1,217)	3,899
		13,792	7,230

Note: Amount represents the Group's entitlement of government subsidies such as COVID-19-related subsidies of RMB10,501,000, refund of value-added tax paid pursuant to the relevant PRC regulation and subsidy for high technology companies.

附註：該金額指本集團根據相關中國法規有權獲得的政府補助(例如新型冠狀病毒相關補助人民幣10,501,000元、已付增值稅退款)及高科技公司補助。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

8. Finance Costs

An analysis of finance costs is as follows:

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Interest on bank loans and other loans	銀行貸款及其他貸款利息	2,777	5,427
Interest on lease liabilities	租賃負債利息	1,440	1,437
		4,217	6,864

9. Income Tax Expense

Pursuant to the local rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax in the Cayman Islands and the British Virgin Islands.

The Company's subsidiaries incorporated in Hong Kong is subject to income tax at the rate of 16.5% on the estimated assessable profits. The tax on the dividend distributed by a subsidiary of RMB50,000,000 (2019: RMB20,000,000) in the PRC has been provided at the rate of 5% (2019: 10%) during the year.

The Company's subsidiaries in the PRC are subject to income tax at a statutory rate of 25% on their respective taxable income, except for certain subsidiaries, which have been identified as "high and new technology enterprises" and were entitled to a preferential income tax rate of 15% for the years ended 31 December 2020 and 2019.

The Company's subsidiaries incorporated in Singapore is subject to income tax at the rate of 17.0% on the estimated assessable profits.

Taxes on profits assessable elsewhere have been calculated at the rate of tax prevailing in the jurisdictions in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

8. 融資成本

融資成本的分析如下：

	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Interest on bank loans and other loans	2,777	5,427
Interest on lease liabilities	1,440	1,437
	4,217	6,864

9. 所得稅開支

根據開曼群島及英屬維爾京群島的當地規則及法規，本集團毋須繳納任何開曼群島及英屬維爾京群島所得稅。

本公司於香港註冊成立的附屬公司須就預估應課稅利潤按16.5%的稅率繳納所得稅。年內，一間中國附屬公司分派股息人民幣50,000,000元(2019年：人民幣20,000,000元)的稅項已按5%(2019年：10%)的稅率計提撥備。

本公司的中國附屬公司須就其各自應課稅收入按25%的法定稅率繳納所得稅，若干附屬公司除外，其被認定為「高新技術企業」，於截至2020年及2019年12月31日止年度有權按15%的所得稅優惠稅率繳納所得稅。

本公司於新加坡註冊成立的附屬公司須就預估應課稅利潤按17.0%的稅率繳納所得稅。

其他地區應課稅利潤的稅項已根據現行法例、其有關詮釋及慣例，按本集團營運所在的司法管轄區的現行稅率計算。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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9. Income Tax Expense (continued)

9. 所得稅開支(續)

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Current income tax	即期所得稅		
– The PRC	– 中國	9,253	8,415
– Other jurisdictions	– 其他司法管轄區	7,228	1,067
Withholding tax of dividends distributed by a PRC subsidiary	中國附屬公司所分派股息的預扣稅	2,500	2,000
Underprovision in prior years	過往年度撥備不足		
– The PRC	– 中國	–	1,844
		18,981	13,326
Deferred tax (credit) charge (note 29)	遞延稅項(抵免)支出(附註29)	(1,510)	4,817
Tax charge for the year	年內稅項支出	17,471	18,143

Income tax expense for the year can be reconciled to the profit before tax in the consolidated statement of profit or loss and other comprehensive income as follows:

年內所得稅開支可與綜合損益及其他全面收益表內的稅前利潤對賬如下：

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Profit before tax	稅前利潤	92,329	46,900
Income tax charge at the statutory income tax rate of 25%	按25%的法定所得稅稅率計算的所得稅支出	23,082	11,725
Effect of the preferential income tax rate	所得稅優惠稅率的影響	(8,460)	(7,628)
Effect of different tax rates applicable to subsidiaries operating for other jurisdictions	適用於在其他司法管轄區經營的附屬公司的不同稅率的影響	(2,964)	(856)
Tax effect of tax losses not recognised	未確認稅務虧損的稅務影響	6,487	5,060
Utilisation of tax loss previously not recognised	動用之前未確認的稅項虧損	(1,039)	(1,483)
Tax effect of expense not deductible for tax purpose	不可作扣稅用途開支的稅務影響	4,080	5,907
Tax effect of income not taxable for tax purpose	毋須作課稅用途收益的稅務影響	(3,743)	(1,983)
Additional tax deduction for research and development expenditure	研發開支補交稅扣減項	(1,227)	(1,120)
Effect of withholding tax on the distributable profits of the Group's PRC subsidiaries	本集團中國附屬公司可分派利潤的預扣稅影響	3,591	6,339
Effect of change in tax rate in deferred tax liability arising from withholding tax	稅率變動對預扣稅產生的遞延所得稅負債的影響	(2,336)	–
Tax effect of share of result of an associate	應佔聯營企業業績的稅項影響	–	(265)
Underprovision in prior years	過往年度撥備不足	–	1,844
Others	其他	–	603
Income tax expense for the year	年內所得稅開支	17,471	18,143

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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10. Profit for the Year

The Group's profit for the year has been arrived at after charging (crediting):

10. 年內利潤

本集團的年內利潤經扣除(計入)以下各項後得出：

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Auditor's remuneration	核數師薪酬	1,600	1,681
Cost of services provided	所提供服務的成本	330,596	210,249
Depreciation of property, plant and equipment	物業、廠房及設備的折舊	20,493	17,295
Depreciation of investment properties	投資物業的折舊	1,274	1,274
Depreciation of right-of-use assets	使用權資產的折舊	12,864	13,057
Amortisation of intangible assets	無形資產攤銷	637	683
Research and development costs (included in other expenses):	研發成本(計入其他開支)：		
– Current year expenditure	– 本年度開支	10,911	9,957
Employee benefit expenses (including directors' and the chief executive's remuneration):	僱員福利開支(包括董事及最高行政人員薪酬)：		
– Wages and salaries	– 工資及薪金	198,316	131,657
– Pension scheme contributions	– 退休金計劃供款	5,827	14,347
– Welfare and other expenses	– 福利及其他開支	38,577	30,080
– Equity-settled share option expense	– 以權益結算的購股權開支	227	844
		242,947	176,928
Impairment loss under ECL model, net:	預期信貸損失模型項下的減值虧損，淨額：		
– Impairment of trade receivables, net	– 貿易應收款項減值，淨額	1,098	1,106
– Reversal of impairment of financial assets included in other receivables, net	– 計入其他應收款項的金融資產減值撥回，淨額	–	(320)
		1,098	786

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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11. Directors' and Chief Executive's Remuneration

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, and the Hong Kong Companies Ordinance is as follows:

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Fees	袍金	261	261
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及非現金利益	4,084	4,016
Performance related bonuses	績效相關花紅	896	820
Equity-settled share option expense	以權益結算的購股權開支	91	390
Pension scheme contributions	退休金計劃供款	301	289
		5,372	5,515
		5,633	5,776

11. 董事及最高行政人員薪酬

根據《上市規則》及香港《公司條例》披露的
年內董事及最高行政人員薪酬如下：

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
ZHAO Hong	趙虹	87	87
WANG Zichen	王梓臣	87	87
LIU Hoi Keung	廖開強	87	87
		261	261

No independent non-executive directors' emoluments shown above were for their services as director of the Company.

(a) 獨立非執行董事

年內向獨立非執行董事支付的袍金
載列如下：

上文所載獨立非執行董事的酬金概
非彼等作為本公司董事而提供服務
所得的酬金。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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11. Directors' and Chief Executive's Remuneration (continued)

(b) Executive directors, a non-executive director and the chief executive

2020

		Salaries, allowances and benefits in kind	Performance related bonuses	Equity-settled share option expense	Pension scheme contributions	Total remuneration
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Executive directors	執行董事					
LI Xiangli (Chief executive)	李向利 (最高行政人員)	1,193	411	-	68	1,672
LIU Yi	劉翊	1,309	253	-	68	1,630
Mr. Yang	楊先生	1,043	86	91	152	1,372
ZHANG Aiyong	張愛英	539	146	-	13	698
		4,084	896	91	301	5,372

The executive directors' emolument shown above were for their services in connection with the management of the affairs of the Company and the Group, which also include the service for LI Xiangli as chief executive.

上文所載執行董事的酬金為彼等就管理本公司及本集團事務而提供服務所得的酬金，其亦包括李向利作為最高行政人員之服務。

11. 董事及最高行政人員薪酬(續)

(b) 執行董事、非執行董事及最高行政人員

2020年

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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11. Directors' and Chief Executive's Remuneration (continued)

(b) Executive directors, a non-executive director and the chief executive (continued)

2019

	Salaries, allowances and benefits in kind	Performance related bonuses	Equity-settled share option expense	Pension scheme contributions	Total remuneration	
	薪金、津貼及非現金利益	績效相關花紅	以權益結算的購股權開支	退休金計劃供款	薪酬總額	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Executive directors	執行董事					
LI Xiangli (Chief executive)	李向利 (最高行政人員)	1,194	411	-	88	1,693
LIU Yi	劉翊	1,199	176	-	88	1,463
Mr. Yang	楊先生	1,122	87	390	75	1,674
ZHANG Aiyong	張愛英	501	146	-	38	685
		4,016	820	390	289	5,515

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

The performance related incentive payments are determined having regard to the performance of individuals and market trends.

11. 董事及最高行政人員薪酬(續)

(b) 執行董事、非執行董事及最高行政人員(續)

2019年

年內，並無任何董事或最高行政人員放棄或同意放棄任何薪酬的安排。

績效相關獎金付款乃參照個別人員的表現及市場趨勢而釐定。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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12. Five Highest Paid Employees

The five highest paid employees during the year included one (2019: two) directors of the Company, details of whose remuneration are set out in note 11 above. Details of the remuneration for the year of the remaining four (2019: three) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及非現金利益	8,064	6,149
Performance related bonuses	績效相關花紅	1,187	832
Pension scheme contributions	退休金計劃供款	356	341
		9,607	7,322

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

		2020 2020年 Number of employees 僱員人數	2019 2019年 Number of employees 僱員人數
HK\$2,000,001 to HK\$2,500,000	2,000,001 港元至 2,500,000 港元	1	-
HK\$2,500,001 to HK\$3,000,000	2,500,001 港元至 3,000,000 港元	1	3
HK\$3,000,001 to HK\$3,500,000	3,000,001 港元至 3,500,000 港元	2	-
		4	3

During the year, no non-director and non-chief executive highest paid employees were granted share options.

12. 五名最高薪酬僱員

年內五名最高薪酬僱員包括本公司一名(2019年:兩名)董事,有關彼等薪酬的詳情載列於上文附註11。非本公司董事亦非最高行政人員的餘下四名(2019年:三名)最高薪酬僱員的年內薪酬詳情載列如下:

薪酬在以下範疇的非董事亦非最高行政人員的最高薪酬僱員的人數如下:

年內,概無向非董事亦非最高行政人員的最高薪酬僱員授出購股權。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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13. Dividends

Dividends for ordinary shareholders of the Company recognised as distribution during the year.

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
2019 Final – RMB0.0375 (2019: 2018 final dividend – RMB0.0075) per ordinary share	2019年末期股息 – 每股普通股人民幣0.0375元(2019年: 2018年末期股息 – 人民幣0.0075元)	15,000	3,000

Subsequent to the end of the reporting period, a final dividend of RMB0.0375 (2019: RMB0.0375) per share in an aggregate amount of RMB15,000,000 (2019: RMB15,000,000) for the year ended 31 December 2020 has been proposed by the directors of the Company and is subject to the approval of the shareholders at the forthcoming annual general meeting.

14. Earnings Per Share

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company, and the weighted average number of ordinary shares of 399,407,683 (2019: 400,000,000) in issue during the year.

The calculation of the diluted earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the Company. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

13. 股息

派發予本公司普通股股東的股息於年內確認為分派。

於報告期末後，本公司董事已建議派發截至2020年12月31日止年度的末期股息每股人民幣0.0375元(2019年: 人民幣0.0375元)，總金額為人民幣15,000,000元(2019年: 人民幣15,000,000元)，並須待股東於應屆股東週年大會上批准後方可作實。

14. 每股盈利

每股基本盈利金額乃按本公司普通權益持有人應佔年內利潤及年內已發行普通股加權平均數399,407,683股(2019年: 400,000,000股)計算。

每股攤薄盈利乃按本公司普通權益持有人應佔年內利潤計算得出。計算年內已發行普通股時用到的普通股加權平均數，即用於計算每股基本盈利及將所有具攤薄潛力的普通股視為行使或轉換為普通股時假定已無償發行的普通股加權平均數。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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14. Earnings Per Share (continued)

The calculations of basic and diluted earnings per share are based on the following data:

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Earnings	盈利		
Profit for the year attributable to owners of the Company, used in the basic and diluted earnings per share calculations	計算每股基本及攤薄盈利時用到的本公司擁有人應佔年內利潤	50,267	24,171
		Number of shares 股份數目	
		2020 2020年	2019 2019年
Shares	股份		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculations	計算每股基本盈利時用到的年內已發行普通股加權平均數	399,407,683	400,000,000
Effect of dilution – weighted average number of ordinary shares:	普通股攤薄加權平均數的影響：		
– Share options	– 購股權	–	162,301
Weighted average number of ordinary shares in issue during the year used in the diluted earnings per share calculations	計算每股攤薄盈利時用到的年內已發行普通股加權平均數	399,407,683	400,162,301

The computation of diluted earnings per share does not assume the exercise of all of the Company's share options because the exercise price of those options were higher than the average market price for shares for 2020.

The computation of diluted earnings per share does not assume the exercise of certain of the Company's share options because the exercise price of those options were higher than the average market price for shares for 2019.

14. 每股盈利(續)

根據以下各項計算每股基本及攤薄盈利：

計算每股攤薄盈利時並無假設本公司全部購股權獲行使，此乃由於該等購股權的行使價於2020年高於股份的平均市價。

計算每股攤薄盈利時並無假設本公司若干購股權獲行使，此乃由於該等購股權的行使價於2019年均高於股份的平均市價。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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15. Property, Plant and Equipment

15. 物業、廠房及設備

		Buildings	Vehicles	Electronic equipment and others	Leasehold improvements	Construction in progress	Total
		樓宇	車輛	電子設備及其他	租賃物業裝修	在建工程	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
31 December 2020	2020年12月31日						
At 31 December 2019 and 1 January 2020:	於2019年12月31日及2020年1月1日:						
Cost	成本	86,138	25,385	70,528	24,940	849	207,840
Accumulated depreciation	累計折舊	(10,465)	(16,541)	(32,063)	(8,327)	-	(67,396)
Net carrying amount	賬面淨值	75,673	8,844	38,465	16,613	849	140,444
At 1 January 2020, net of accumulated depreciation	於2020年1月1日，扣除累計折舊	75,673	8,844	38,465	16,613	849	140,444
Additions	添置	107	6,991	20,381	4,394	2,197	34,070
Disposals	出售	-	(2,641)	(3,421)	-	-	(6,062)
Depreciation provided during the year (note 10)	年內折舊撥備(附註10)	(4,085)	(1,231)	(11,649)	(3,528)	-	(20,493)
Exchange realignment	匯兌調整	-	38	1,306	242	-	1,586
At 31 December 2020, net of accumulated depreciation	於2020年12月31日，扣除累計折舊	71,695	12,001	45,082	17,721	3,046	149,545
At 31 December 2020:	於2020年12月31日:						
Cost	成本	86,245	29,717	85,723	29,185	3,046	233,916
Accumulated depreciation	累計折舊	(14,550)	(17,716)	(40,641)	(11,464)	-	(84,371)
Net carrying amount	賬面淨值	71,695	12,001	45,082	17,721	3,046	149,545

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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15. Property, Plant and Equipment (continued)

15. 物業、廠房及設備(續)

		Buildings	Vehicles	Electronic equipment and others	Construction in progress	Leasehold improvements	Total
		樓宇	車輛	電子設備及其他	在建工程	租賃物業裝修	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
31 December 2019	2019年12月31日						
At 31 December 2018 and 1 January 2019:	於2018年12月31日及 2019年1月1日：						
Cost	成本	80,746	23,630	44,110	6,940	13,095	168,521
Accumulated depreciation	累計折舊	(5,763)	(15,739)	(24,781)	-	(3,562)	(49,845)
Net carrying amount	賬面淨值	74,983	7,891	19,329	6,940	9,533	118,676
At 1 January 2019, net of accumulated depreciation	於2019年1月1日， 扣除累計折舊	74,983	7,891	19,329	6,940	9,533	118,676
Additions	添置	-	2,254	24,170	4,743	3,775	34,942
Disposals	出售	-	(495)	(981)	-	-	(1,476)
Acquisition of subsidiaries (note 37)	收購附屬公司(附註37)	-	-	2,732	-	2,379	5,111
Depreciation provided during the year (note 10)	年內折舊撥備(附註10)	(4,702)	(808)	(7,153)	-	(4,632)	(17,295)
Transfers	轉撥	5,392	-	-	(10,834)	5,442	-
Exchange realignment	匯兌調整	-	2	368	-	116	486
At 31 December 2019, net of accumulated depreciation	於2019年12月31日， 扣除累計折舊	75,673	8,844	38,465	849	16,613	140,444
At 31 December 2019:	於2019年12月31日：						
Cost	成本	86,138	25,385	70,528	849	24,940	207,840
Accumulated depreciation	累計折舊	(10,465)	(16,541)	(32,063)	-	(8,327)	(67,396)
Net carrying amount	賬面淨值	75,673	8,844	38,465	849	16,613	140,444

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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15. Property, Plant and Equipment (continued)

Buildings with net carrying amounts RMB32,893,000 were pledged by the seller for certain purposes before the transaction of purchase. The pledge has been released and the application of building's property ownership certificate is in progress as of the date of this report.

The above items of property, plant and equipment, except for construction in progress, after taking into account the residual values, are depreciated on a straight-line basis at the following rates per annum:

Buildings	4.75%
Vehicles	9.50% to 23.75%
Electronic equipment and others	9% to 31.67%
Leasehold improvements	Shorter of lease term or 10% to 33.33%

15. 物業、廠房及設備(續)

購買交易前，賬面淨值為人民幣32,893,000元的樓宇由賣方用作若干目的之抵押。截至本報告日期，有關抵押已獲解除，並正申請上述樓宇的物業產權證書。

除在建工程外，以上物業、廠房及設備項目(經計及剩餘價值)按直線法以下列年率折舊：

樓宇	4.75%
車輛	9.50%至23.75%
電子設備及其他	9%至31.67%
租賃物業裝修	租期或10%至33.33% (以較短者為準)

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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16. Right-of-Use Assets

16. 使用權資產

		Leased properties 租賃物業 RMB'000 人民幣千元	Leasehold land payment 租賃土地款項 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
As at 31 December 2020	於2020年12月31日			
Carrying amount	賬面值	25,139	5,540	30,679
As at 31 December 2019	於2019年12月31日			
Carrying amount	賬面值	31,356	5,784	37,140
For the year ended 31 December 2020	截至2020年12月31日止年度			
Depreciation charge	折舊費用	12,620	244	12,864
Total cash outflow for leases	租賃現金流出總額			12,983
Additions to right-of-use assets	使用權資產增加			7,098
For the year ended 31 December 2019	截至2019年12月31日止年度			
Depreciation charge	折舊費用	12,813	244	13,057
Total cash outflow for leases	租賃現金流出總額			13,719
Additions to right-of-use assets	使用權資產增加			18,036

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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16. Right-of-Use Assets (Continued)

For both years, the Group leases various office premises and apartment units for its operations and staff quarters. Lease contracts are entered into for fixed term of 1 year to 10 years.

In addition, the Group owns several office buildings. The Group is the registered owner of these property interests, including the underlying leasehold lands. Lump sum payments were made upfront to acquire these property interests. The leasehold land components of these owned properties are presented separately only if the payments made can be allocated reliably.

The Group has extension option for a lease of office premise in 2019. This is used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The extension option held is exercisable only by the Group and not by the lessor. The period arising from the extension option has been included in the calculation of lease liabilities at commencement date of the lease.

In addition, the Group reassesses whether it is reasonably certain to exercise an extension option, upon the occurrence of either a significant event or a significant change in circumstances that is within the control of the lessee. During the year ended 31 December 2019, there is no such triggering event. The extension option was exercised during the year ended 31 December 2020.

16. 使用權資產(續)

該兩個年度內，本集團租賃若干辦公場所及公寓單位，用作營運及員工宿舍之用。租賃合約的固定期限為1年至10年。

此外，本集團擁有數幢辦公大樓。本集團為該等物業權益(包括相關租賃土地)的登記擁有人。為收購該等物業權益，本集團已預先支付一筆款項。該等自有物業的租賃土地部分僅於可靠分配的情況下方會單獨呈列。

於2019年，本集團就辦公場所租賃有延長選擇權。此乃用於在管理本集團營運過程中所使用資產方面盡可能提高營運靈活性。本集團持有的延長選擇權僅可由本集團(而非出租人)行使。延長選擇權產生的期間已包括在租賃開始日的租賃負債計算中。

此外，於發生重大事件或出現在承租人控制範圍內的重大情況改變時，本集團重新評估其是否合理確定行使延長選擇權。於截至2019年12月31日止年度，概無發生觸發有關情況的事件。截至2020年12月31日止年度，延長選擇權已獲行使。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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17. Investment Properties

17. 投資物業

RMB'000

人民幣千元

Cost:	成本：	
At 1 January 2019,	於2019年1月1日、2019年及	
31 December 2019 and 2020	2020年12月31日	26,833
Accumulated depreciation:	累計折舊：	
At 1 January 2019	於2019年1月1日	6,116
Provided for the year	年內撥備	1,274
At 31 December 2019	於2019年12月31日	7,390
Provided for the year	年內撥備	1,274
At 31 December 2020	於2020年12月31日	8,664
Net carrying amount:	賬面淨值：	
At 31 December 2020	於2020年12月31日	18,169
At 31 December 2019	於2019年12月31日	19,443

The Group leases out commercial properties under operating leases with rentals payable monthly. The leases typically run for an initial period of 1 to 3 years (2019: 1 to 3 years), with unilateral rights to extend the lease beyond initial period held by lessees only. Majority of the lease contracts contain market review clauses in the event the lessee exercises the option to extend. None of the leases includes variable lease payments.

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

本集團根據經營租賃出租商業物業，租金按月支付。該等租賃的初始期限通常為1至3年(2019年：1至3年)，並只有承租人有權單方面將租賃延長至初始期限之後。在承租人行使延長選擇權的情況下，該等租賃合約大多包括市場審查條款。概無租賃包括可變租賃付款。

本集團並無面臨因租賃安排所導致的外幣風險，此乃因所有租賃均以集團實體各自的功能貨幣計值。該等租賃合約並不包括剩餘價值擔保及／或承租人於租賃期末購買物業的選擇權。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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17. Investment Properties (Continued)

The above investment properties are depreciated on a straight-line basis over 20 years with 5% residual value.

The Group's investment properties consist of two commercial properties in Beijing and Cangzhou, PRC. The directors of the Company have determined that the class of the investment properties is commercial based on the nature, characteristics and risks of each property. The Group's investment properties were valued on 31 December 2020 based on valuations performed by Shenzhen Guoyu Assets Real Estate And Land Appraisal Consulting Co., Ltd., an independent professionally qualified valuer, at RMB19,957,000 (2019: RMB27,179,000) based on direct comparison approach. There is no change from valuation technique used in the prior year. In estimating the fair value of the properties the highest and best use of the properties is their current use.

As at 31 December 2020, certain of the Group's investment properties with a total carrying value of RMB17,434,000 (2019: RMB18,645,000) were pledged to obtain a banking facility from a bank amounting to RMB10,000,000 (31 December 2019: RMB10,000,000).

The investment properties are leased to third parties under operating leases, further summary details of minimum lease payments receivable are included in note 40(a) to the consolidated financial statements.

The fair value of RMB19,957,000 (2019: RMB27,179,000) is measured under level 3 of the fair value hierarchy. There were no transfers into or out of level 3 during both years.

17. 投資物業(續)

上述投資物業按直線法於20年內折舊，剩餘價值為5%。

本集團的投資物業包括中國北京及滄州的兩處商用物業。本公司董事根據投資物業的性質、特性及各物業的風險將其釐定為商用類別。本集團的投資物業於2020年12月31日根據獨立專業合資格估值師深圳市國裕資產評估房地產土地評估顧問有限公司以直接比較法所作估值，估值為人民幣19,957,000元(2019年：人民幣27,179,000元)。所用的估值技術於過往年度並無變動。於估計物業公允價值時，有關物業最高程度及最佳用途為其目前用途。

於2020年12月31日，本集團若干投資物業(賬面總值為人民幣17,434,000元(2019年：人民幣18,645,000元))已被抵押，以自銀行獲得合計人民幣10,000,000元(2019年12月31日：人民幣10,000,000元)的銀行融資。

投資物業按經營租賃租予第三方，有關最低應收租賃款項的進一步概述詳情載於綜合財務報表附註40(a)。

人民幣19,957,000元(2019年：人民幣27,179,000元)之公允價值乃以公允價值層級第三層級計量。該兩個年度內並無轉入或轉出第三層級。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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18. Goodwill

18. 商譽

		RMB'000 人民幣千元
Cost at 1 January 2019	於2019年1月1日的成本	3,129
Acquisition of subsidiaries (note 37)	收購附屬公司(附註37)	15,454
Exchange realignment	匯兌調整	(138)
Cost and net carrying amount at 31 December 2019	於2019年12月31日的成本及賬面淨值	18,445
Exchange realignment	匯兌調整	(838)
Cost and net carrying amount at 31 December 2020	於2020年12月31日的成本及賬面淨值	17,607

Impairment testing of goodwill

Goodwill acquired through business combinations is allocated to the following cash-generating units ("CGU") for impairment testing:

- Regional coal inspection service-rendering CGU;
- Regional petroleum inspection service-rendering CGU in Greater China; and
- Regional petroleum inspection service-rendering CGU in Singapore.

The recoverable amount of the regional coal inspection service-rendering CGU has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The pre-tax discount rate applied to the cash flow projections is 18% (2019: 18%). The growth rate used to extrapolate the cash flows of the regional coal inspection service-rendering unit beyond the five-year period is 2% (2019: 2%). In the opinion of the directors of the Company, there is no impairment required as at the end of the reporting period.

商譽減值測試

通過業務合併所取得的商譽已分配至以下現金產生單位(「現金產生單位」)作減值測試:

- 地區性煤炭檢驗服務提供現金產生單位;
- 於大中華區的地區性石油檢驗服務提供現金產生單位;及
- 於新加坡的地區性石油檢驗服務提供現金產生單位。

地區性煤炭檢驗服務提供現金產生單位的可收回金額乃基於使用價值,採用高級管理人員所批准五年期財務預算的現金流量預測釐定。現金流量預測使用的稅前貼現率為18%(2019年:18%)。用於預計五年期後地區性煤炭檢驗服務提供單位的現金流量的增長率為2%(2019年:2%)。本公司董事認為於報告期末一概毋須減值。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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18. Goodwill (Continued)

Impairment testing of goodwill (Continued)

The recoverable amount of the regional petroleum inspection service-rendering CGU in Greater China has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The pre-tax discount rate applied to the cash flow projections is 18% (2019: 18%). The growth rate used to extrapolate the cash flows of the regional petroleum inspection service-rendering unit beyond the five-year period is 2% (2019: 2%). In the opinion of the directors of the Company, there is no impairment required as at the end of the reporting period.

The recoverable amount of the regional petroleum inspection service-rendering CGU in Singapore which was acquired in year 2019 has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The pre-tax discount rate applied to the cash flow projections is 18% (2019: 18%). The growth rate used to extrapolate the cash flows of the regional petroleum inspection service-rendering unit beyond the five-year period is 2% (2019: 2%). In the opinion of the directors of the Company, there is no impairment required as at the end of the reporting period.

The carrying amount of goodwill allocated to each of the CGUs is as follows:

18. 商譽(續)

商譽減值測試(續)

於大中華區的地區性石油檢驗服務提供現金產生單位的可收回金額乃基於使用價值，採用高級管理人員所批准五年期財務預算的現金流量預測釐定。現金流量預測使用的稅前貼現率為18%(2019年：18%)。用於預計五年期後地區性石油檢驗服務提供單位的現金流量的增長率為2%(2019年：2%)。本公司董事認為於報告期末一概毋須減值。

於新加坡的地區性石油檢驗服務提供現金產生單位(於2019年收購)的可收回金額乃基於使用價值，採用高級管理人員所批准五年期財務預算的現金流量預測釐定。現金流量預測使用的稅前貼現率為18%(2019年：18%)。用於預計五年期後地區性石油檢驗服務提供單位的現金流量的增長率為2%(2019年：2%)。本公司董事認為於報告期末一概毋須減值。

分配至各現金產生單位的商譽賬面值如下：

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Carrying amount of goodwill	商譽賬面值		
Regional coal inspection service-rendering	提供地區性煤炭檢驗服務	572	572
Regional petroleum inspection service-rendering in Greater China	於大中華區提供的地區性石油檢驗服務	2,419	2,419
Regional petroleum inspection service-rendering in Singapore	於新加坡提供的地區性石油檢驗服務	14,616	15,454
		17,607	18,445

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18. Goodwill (Continued)

Impairment testing of goodwill (Continued)

Assumptions were used in the value in use calculation of the CGUs as at 31 December 2020 and 31 December 2019. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Budgeted gross margin – The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved during the year, increased for expected efficiency improvements and expected market development.

Discount rate – The discount rate used is before tax and reflects specific risks relating to the relevant unit.

Management believes that any reasonably possible change in any of these assumptions would not cause the carrying amount of the regional coal inspection service-rendering CGU and regional petroleum inspection service-rendering CGU in Greater China and Singapore to exceed their respective recoverable amount.

18. 商譽(續)

商譽減值測試(續)

計算於2020年12月31日及2019年12月31日的現金產生單位使用價值時採用若干假設。以下為管理層根據其現金流量預測對商譽進行減值測試的各項主要假設：

預算毛利率 – 用於釐定預算毛利率價值的基準為於年內所達致的平均毛利率，因預計效率提升及預計市場開發而提升。

貼現率 – 所採用的貼現率為稅前貼現率，反映了有關單位的特定風險。

管理層相信，任何該等假設的任何合理潛在變動不會導致地區性煤炭檢驗服務提供現金產生單位及於大中華區及新加坡的地區性石油檢驗服務提供現金產生單位的賬面值超出其各自的可收回金額。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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19. Intangible Assets

19. 無形資產

		Patents	Software	Customer relationships and inspection certifications	Total
		專利	軟件	客戶關係及 及檢測證書	合計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
31 December 2020	2020年12月31日				
Cost at 1 January 2020, net of accumulated amortisation	2020年1月1日的成本，扣除累計攤銷	3	2,051	1,753	3,807
Amortisation provided during the year (note 10)	年內攤銷撥備(附註10)	(2)	(255)	(380)	(637)
Exchange realignment	匯兌調整	-	-	(111)	(111)
At 31 December 2020, net of accumulated amortisation	於2020年12月31日，扣除累計攤銷	1	1,796	1,262	3,059
At 31 December 2020:	於2020年12月31日：				
Cost	成本	13	2,552	2,250	4,815
Accumulated amortisation	累計攤銷	(12)	(756)	(988)	(1,756)
Net carrying amount	賬面淨值	1	1,796	1,262	3,059
31 December 2019	2019年12月31日				
Cost at 1 January 2019, net of accumulated amortisation	於2019年1月1日的成本，扣除累計攤銷	5	2,209	2,211	4,425
Additions	添置	-	89	-	89
Amortisation provided during the year (note 10)	年內攤銷撥備(附註10)	(2)	(247)	(434)	(683)
Exchange realignment	匯兌調整	-	-	(24)	(24)
At 31 December 2019, net of accumulated amortisation	於2019年12月31日，扣除累計攤銷	3	2,051	1,753	3,807
At 31 December 2019:	於2019年12月31日：				
Cost	成本	13	2,552	2,361	4,926
Accumulated amortisation	累計攤銷	(10)	(501)	(608)	(1,119)
Net carrying amount	賬面淨值	3	2,051	1,753	3,807

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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19. Intangible Assets (Continued)

The above intangible assets have finite useful lives. Such intangible assets are amortised on a straight-line basis over the following periods:

Patents	10 years
Software	10 years
Customer relationships and inspection certifications	6 years

20. Investment in an Associate

During the year ended 31 December 2019, the Group disposed of its entire 31% interest in Leon Intelligence & Information (Beijing) Technology Co., Ltd. ("Leon Intelligence") to the other shareholders of Leon Intelligence for a total cash consideration of RMB6,200,000, which was included in other receivable as at 31 December 2019 and was settled during the year ended 31 December 2020. A gain on disposal of RMB3,772,000 was credited to profit or loss for the year ended 31 December 2019.

The following table illustrates the financial information of the Group's associate that was not individually material:

Share of the associate's loss for the year
Share of the associate's total comprehensive expense

19. 無形資產(續)

上述無形資產的可使用年期有限。該等無形資產於下列期間按直線法攤銷：

專利	10年
軟件	10年
客戶關係及檢測證書	6年

20. 於聯營企業的投資

截至2019年12月31日止年度，本集團向力鴻智信(北京)科技有限公司(「力鴻智信」)的其他股東出售其於力鴻智信的全部31%權益，總現金代價為人民幣6,200,000元，於2019年12月31日在其他應收款項內入賬，並已於截至2020年12月31日止年度結算。出售收益人民幣3,772,000元列入截至2019年12月31日止年度損益。

下表說明本集團聯營企業(個別非重大)的財務資料：

2019
2019年
RMB'000
人民幣千元

應佔聯營企業年內虧損	1,061
應佔聯營企業全面開支總額	1,061

21. Financial Assets at Fair Value Through Profit or Loss

During the year ended 31 December 2020, the Group disposed of all of its financial products measured at fair value through profit or loss. A change in fair value of RMB800,000 (2019: RMB656,000) was credited to profit or loss during the year ended 31 December 2020.

21. 按公允價值計入損益的金融資產

截至2020年12月31日止年度，本集團出售其所有按公允價值計入損益的金融產品。截至2020年12月31日止年度，人民幣800,000元(2019年：人民幣656,000元)的公允價值變動計入損益。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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22. Equity Investment at Fair Value Through Other Comprehensive Income

22. 按公允價值計入其他全面收益的股權投資

	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Unlisted equity investment, at fair value 非上市股權投資，按公允價值	-	812

On 19 December 2018, the Group acquired a 12.5% interest in UnionTest Technology (Guangzhou) Co., Ltd. ("UnionTest") with a total cash consideration of RMB3,000,000. The Group has no significant influence over UnionTest's financial and operating policy. In 2019, two of the shareholders of UnionTest withdrew their investments in UnionTest. The Company's interests in UnionTest have increased to 14.29% afterwards.

The above equity investment not for held for trading was irrevocably designated at FVTOCI.

The directors of the Company believes that Union Test will not bring any value to the Group due to the unsatisfactory financial performance in 2020 and 2019. Fair value loss of RMB812,000 (2019: RMB2,188,000) is recognised in other comprehensive expense during the year to reflect the true value of such unlisted equity investment during the year ended 31 December 2020.

於2018年12月19日，本集團收購聯測科技(廣州)有限公司(「聯測」)的12.5%權益，總現金代價為人民幣3,000,000元。本集團對聯測的財務及營運政策並無重大影響。於2019年，聯測的兩名股東撤回其於聯測的投資。本公司於聯測的權益隨後增至14.29%。

上述股權投資並非持作買賣，乃不可撤回地指定為按公允價值計入其他全面收益。

鑒於聯測在2020年及2019年的財務表現並不理想，本公司董事認為聯測不會為本集團帶來任何價值。於年內於其他全面開支確認公允價值虧損人民幣812,000元(2019年：人民幣2,188,000元)，以反映截至2020年12月31日止年度有關非上市股權投資的真實價值。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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23. Trade Receivables

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Trade receivables	貿易應收款項	112,019	97,165
Allowance for credit losses	信貸損失撥備	(3,560)	(2,462)
		108,459	94,703

As at 1 January 2019, trade receivables from contracts with customers amounted to RMB42,263,000.

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally ranged from on demand and up to three months. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

The following is an ageing analysis of trade receivables net of allowance for credit losses presented based on the invoice dates:

23. 貿易應收款項

於2019年1月1日，來自客戶合約的貿易應收款項為人民幣42,263,000元。

本集團與其客戶的交易條款主要基於信貸，惟新客戶通常要求預付款除外。信貸期通常介乎按要求及最多三個月。本集團尋求嚴格控制未償還應收款項。高級管理人員定期審閱逾期結餘。本集團並未就貿易應收款項結餘持有任何抵押品或其他信用增級。貿易應收款項不計息。

根據發票日期呈列的貿易應收款項(扣除信貸損失撥備)的賬齡分析如下：

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Within 3 months	3個月以內	88,635	77,024
Over 3 to 6 months	3個月以上至6個月	11,351	10,026
Over 6 months to 1 year	6個月以上至1年	6,983	4,336
Over 1 to 2 years	1年以上至2年	1,490	3,317
		108,459	94,703

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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23. Trade Receivables (Continued)

As at 31 December 2020, included in the Group's trade receivables balance are debtors with aggregate carrying amount of RMB19,928,000 (2019: RMB17,602,000) which are past due as at the reporting date. Out of the past due balances, RMB8,577,000 (2019: RMB7,653,000) has been past due 90 days or more and is not considered as in default due to the management's historical experience on the settlement pattern or record from these debtors and the good business relationship with these debtors. The Group does not hold any collateral over these balances.

Details of impairment assessment of trade receivables are set out in note 44.

24. Prepayments, Other Receivables and Other Assets

Prepayments	預付款項		
Deposits and other receivables	按金及其他應收款項		
Consideration receivable (note 20)	應收代價(附註20)		
		31,886	22,626
Allowance for credit losses	信貸損失撥備	(62)	(62)
		31,824	22,564
Portion classified as non-current assets	分類為非流動資產的部分	(10,410)	(5,803)
		21,414	16,761

Deposits and other receivables mainly represent rental deposits, deposit paid for purchase of land and property, plant and equipment, and deposits with suppliers. Where applicable, an impairment analysis is performed at each reporting date by considering the probability of default of comparable companies with published credit ratings.

Details of impairment assessment are set out in note 44.

23. 貿易應收款項(續)

於2020年12月31日，本集團的貿易應收款項結餘中，總賬面值為人民幣19,928,000元(2019年：人民幣17,602,000元)的應收賬款於報告日期已逾期。於已逾期結餘中，人民幣8,577,000元(2019年：人民幣7,653,000元)已逾期90天或以上，管理層因該等債務人結算模式的歷史經驗及過往紀錄以及與該等債務人的友好商業關係，並無將有關逾期視作違約。本集團並未就該等結餘持有任何抵押品。

有關貿易應收款項減值評估的詳情載於附註44。

24. 預付款項、其他應收款項及其他資產

	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Prepayments	9,514	5,376
Deposits and other receivables	22,372	11,050
Consideration receivable (note 20)	-	6,200
	31,886	22,626
Allowance for credit losses	(62)	(62)
	31,824	22,564
Portion classified as non-current assets	(10,410)	(5,803)
	21,414	16,761

按金及其他應收款項主要指租金按金、購買土地、物業、廠房及設備之按金及供應商按金。倘適用，經考慮有公開信用評級的可資比較公司的違約概率後，於每個報告日期進行減值分析。

減值評估詳情載於附註44。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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25. Cash and Cash Equivalents and Pledged Deposits

25. 現金及現金等價物以及已抵押存款

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Cash and bank balances	現金及銀行結餘	78,875	76,008
Time deposits	定期存款	784	823
		79,659	76,831
Less: Time deposits pledged for port access right	減：作為港口使用權的抵押的定期存款	(784)	(823)
Cash and cash equivalents	現金及現金等價物	78,875	76,008

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances and time deposits are deposited with creditworthy banks with no recent history of default.

At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to RMB53,289,000 (2019: RMB56,147,000). The RMB is not freely convertible into other currencies. However, under the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

銀行現金根據每日銀行存款利率以浮動利率賺取利息。銀行結餘及定期存款乃存於最近並無拖欠歷史且具信譽的銀行。

於報告期末，本集團以人民幣計值的現金及銀行結餘為人民幣53,289,000元(2019年：人民幣56,147,000元)。人民幣不能自由兌換為其他貨幣。然而，根據中國《外匯管理條例》及《結匯、售匯以及付匯管理規定》，本集團獲准透過獲授權進行外匯業務的銀行將人民幣兌換作其他貨幣。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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26. Trade Payables

The following is an ageing analysis of the trade payables presented based on the invoice dates.

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Within 3 months	3個月以內	27,812	38,310
Over 3 to 6 months	3個月以上至6個月	4,895	5,770
Over 6 months to 1 year	6個月以上至1年	2,460	1,154
Over 1 to 2 years	1年以上至2年	92	222
		35,259	45,456

The trade payables are non-interest-bearing and are normally settled on 90-day terms.

27. Contract Liabilities

Short-term advances received from customers	已收客戶短期墊款
Rendering of services	提供服務

As at 1 January 2019, contract liabilities amounted to RMB2,379,000.

When the Group receives short-term advances from customers to render services, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the relevant contract exceeds the amount of the deposits.

26. 貿易應付款項

根據發票日期呈列的貿易應付款項的賬齡分析如下：

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Within 3 months	3個月以內	27,812	38,310
Over 3 to 6 months	3個月以上至6個月	4,895	5,770
Over 6 months to 1 year	6個月以上至1年	2,460	1,154
Over 1 to 2 years	1年以上至2年	92	222
		35,259	45,456

貿易應付款項不計息，且在正常情況下將於90日內結算。

27. 合約負債

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Short-term advances received from customers	已收客戶短期墊款		
Rendering of services	提供服務	3,983	3,384

於2019年1月1日，合約負債為人民幣2,379,000元。

倘本集團就提供服務而收到客戶的短期墊款，合約負債將於合約開始時產生，直至有關合約確認的收益超過按金的金額為止。

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綜合財務報表附註(續)

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27. Contract Liabilities (Continued)

The following table shows how much of the revenue recognised relates to carried-forward contract liabilities.

	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Revenue recognised that was included in the contract liability balance at the beginning of the year	3,384	2,379

27. 合約負債(續)

下表顯示已確認收入之中與結轉合約負債有關的金額。

28. Other Payables and Accruals

	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Accrued salaries, wages and benefits	36,646	20,032
Other taxes payable	1,249	850
Payable to vendors of property, plant and equipment	3,597	4,511
Consideration payable (note 37)	-	7,592
Others	10,088	9,835
	51,580	42,820

28. 其他應付款項及應計項目

Other payables are non-interest-bearing and have no fixed terms of settlement.

其他應付款項不計息及並無固定結算期。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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29. Deferred Tax

Deferred tax assets

		Provision for impairment of trade receivables and other receivables 貿易應收 款項及其他 應收款項 減值撥備 RMB'000 人民幣千元	Accrued employee benefits 應計僱員福利 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 31 December 2018 and 1 January 2019	於2018年12月31日及 2019年1月1日	171	644	815
Deferred tax credited (charged) to profit or loss (note 9)	計入損益(於損益扣除) 的遞延稅項(附註9)	125	(644)	(519)
At 31 December 2019	於2019年12月31日	296	–	296
Deferred tax credited to profit or loss (note 9)	計入損益的遞延稅項 (附註9)	224	–	224
At 31 December 2020	於2020年12月31日	520	–	520

29. 遞延稅項

遞延稅項資產

		Provision for impairment of trade receivables and other receivables 貿易應收 款項及其他 應收款項 減值撥備 RMB'000 人民幣千元	Accrued employee benefits 應計僱員福利 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 31 December 2018 and 1 January 2019	於2018年12月31日及 2019年1月1日	171	644	815
Deferred tax credited (charged) to profit or loss (note 9)	計入損益(於損益扣除) 的遞延稅項(附註9)	125	(644)	(519)
At 31 December 2019	於2019年12月31日	296	–	296
Deferred tax credited to profit or loss (note 9)	計入損益的遞延稅項 (附註9)	224	–	224
At 31 December 2020	於2020年12月31日	520	–	520

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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29. Deferred Tax (Continued)

The Group has accumulated tax losses arising in the PRC of RMB26,977,000 (2019: RMB19,234,000) that will expire in one to five years for offsetting against future taxable profits.

The Group also has accumulated tax losses arising in Hong Kong and other countries/regions of RMB38,273,000 (2019: RMB24,224,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose.

Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Deferred tax liabilities

29. 遞延稅項(續)

本集團於中國產生的累計稅項虧損為人民幣26,977,000元(2019年: 人民幣19,234,000元), 將於一至五年內到期以抵銷未來應課稅利潤。

本集團亦於香港及其他國家/地區產生累計稅項虧損人民幣38,273,000元(2019年: 人民幣24,224,000元), 此款項可無限期用於抵銷產生虧損的公司的未來應課稅利潤。

由於該等虧損源於已出現虧損一段時間的附屬公司, 且本集團認為不大可能會有應課稅利潤可抵銷可動用稅項虧損, 因此並未就該等虧損確認遞延稅項資產。

遞延稅項負債

		Withholding tax	Fair value adjustment on intangible on assets acquisition of subsidiaries	Others	Total
		預扣稅	公允價值調整	其他	合計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2019	於2019年1月1日	333	408	-	741
Acquisition of subsidiaries (note 34)	收購附屬公司(附註34)	-	-	121	121
Charged (credited) to profit or loss (note 9)	於損益扣除(計入損益)(附註9)	4,339	(41)	-	4,298
At 31 December 2019	於2019年12月31日	4,672	367	121	5,160
Credited to profit or loss (note 9)	計入損益(附註9)	(1,245)	(41)	-	(1,286)
At 31 December 2020	於2020年12月31日	3,427	326	121	3,874

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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29. Deferred Tax (Continued)

Deferred tax liabilities (Continued)

Pursuant to the PRC Enterprise Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the PRC. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between The PRC and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in The PRC.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

29. 遞延稅項(續)

遞延稅項負債(續)

根據中國《企業所得稅法》，在中國成立的外商投資企業向外國投資者宣派股息須繳納10%預扣稅。該規定自2008年1月1日起生效，且適用於2007年12月31日後的盈利。倘中國與外國投資者所在司法管轄區之間訂有稅務協定，可採用較低的預扣稅稅率。就本集團而言，適用稅率為10%。因此，本集團須為於中國成立的該等附屬公司所分派的股息繳納預扣稅。

本公司向其股東支付的股息並無附帶所得稅後果。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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30. Borrowings

30. 借款

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Bank loans	銀行貸款	25,000	15,000
Other loans	其他貸款	8,830	48,273
		33,830	63,273
Secured	有抵押	25,000	55,134
Unsecured and unguaranteed	無抵押及無擔保	8,830	8,139
		33,830	63,273

		Bank Loans 銀行貸款		Bank Loans 其他貸款	
		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
The carrying amounts of the above borrowings without repayable on demand clause are repayable:	應償還的以上借款(無按要求償還條款)的賬面值:				
Within one year	一年內	25,000	15,000	-	40,584
Within a period of more than one year but not exceeding two years	一年以上但不超過兩年期間內	-	-	-	-
Within a period of more than two years but not exceeding five years	兩年以上但不超過五年期間內	-	-	8,830	8,139
		25,000	15,000	8,830	48,723
Less: Amounts shown under current liabilities	減: 於流動負債項下列示的金額	(25,000)	(15,000)	-	(40,584)
Amounts shown under non-current liabilities	於非流動負債項下列示的金額	-	-	8,830	8,139

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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30. Borrowings (Continued)

Notes:

- (a) The Company issued secured guaranteed note ("Note") to an independent third party ("Purchaser") by way of private placement in the amount of HK\$64,500,000 (equivalent to RMB56,404,000) in 2018, which was matured on 28 September 2019 and further extend the maturity date to 28 September 2020. The Note bears interest on its outstanding principal amount at the rate of 10% per annum, due and payable in arrear every six months by the Company from the issue date.

To secure the liabilities of the Company to the Purchaser under the Note, the Company's shareholders, Leon Cornerstone Investment Holding Limited owned by LI Xiangli, Hawk Flying Investment Holding Limited owned by Liu Yi and Swan Stone Investment Holding Limited owned by ZHANG Aiyong, charged 26,090,000 shares, 35,550,000 shares and 49,290,000 shares, respectively, on an aggregate basis being 110,930,000 shares representing approximately 27.73% of the total issued share capital of the Company in favor of the Purchaser. In addition to the share charges, LI Xiangli and ZHANG Aiyong provided personal guarantee in favor of the Purchaser. The charge and guarantee was released upon maturity of the Note during the year.

The Note is matured in 2020 and the entire amount was repaid during the year.

- (b) As at 31 December 2020, the Group's other borrowings with principal amounts of RMB9,550,000 were loans from LEI Xihu ("Mr. Lei"), the non-controlling shareholder of a subsidiary which are repayable in year 2022 and 2023.

The subsidiary and Mr. Lei entered into a supplementary agreement during the year ended 31 December 2019, pursuant to which, the interest accrued from the loans of RMB257,000 were waived and the loans have become non-interest bearing thereafter. The difference between the principal amount and the present value of the other borrowings of RMB1,435,000 was credited to equity as deemed contribution from non-controlling interest of subsidiary.

30. 借款(續)

附註：

- (a) 於2018年，本公司以私募配售方式向獨立第三方(「買方」)發行有抵押擔保票據(「票據」)，金額為64,500,000港元(相當於人民幣56,404,000元)，已於2019年9月28日到期，並進一步將到期日延長至2020年9月28日。票據按年利率10%對其未償還本金額計息，自發行日起每六個月到期及須由本公司支付。

為確保本公司對票據買方的責任，本公司股東Leon Cornerstone Investment Holding Limited(由李向利擁有)、Hawk Flying Investment Holding Limited(由劉翊擁有)及Swan Stone Investment Holding Limited(由張愛英擁有)以買方為受益人分別質押26,090,000股股份、35,550,000股股份及49,290,000股股份，總計為110,930,000股股份，佔本公司已發行股本總額約27.73%。除股份質押外，李向利及張愛英以買方為受益人提供個人擔保。質押及擔保已於年內票據到期後解除。

票據已於2020年到期，且全部款項已於年內償還。

- (b) 於2020年12月31日，本集團其他借款本金額為人民幣9,550,000元，乃來自附屬公司非控股股東雷西虎(「雷先生」)的貸款，有關款項須於2022年及2023年償還。

截至2019年12月31日止年度，該附屬公司與雷先生簽訂一項補充協議，據此人民幣257,000元之貸款應計利息獲豁免，且有關貸款以後均不計息。其他借款人民幣1,435,000元之本金額與現值之間的差額因被視為來自附屬公司非控股權益之注資而入賬至權益。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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30. Borrowings (Continued)

Notes: (Continued)

- (c) As at 31 December 2020, the Group's bank loans amounting to RMB10,000,000 (2019: RMB10,000,000) were guaranteed by LI Xiangli (2019: LI Xiangli and ZHANG Aiyong) and were secured by certain of the Group's investment properties.

The loans carry floating rates determined by reference to the Loan Prime Rate of National Interbank Funding Centre i.e. effective interest rate of 4.59% (2019: 4.69% to 5.66%) per annum.

31. Lease Liabilities

Lease liabilities payable:	應付租賃負債：		
Within one year	一年內	13,343	13,682
Within a period of more than one year but not more than two years	一年以上但不超過兩年期間內	5,443	7,895
Within a period of more than two years but not more than five years	兩年以上但不超過五年期間內	6,236	7,051
Within a period of more than five years	超過五年期間內	1,491	3,002
		26,513	31,630
Less: Amount due for settlement within 12 months shown under current liabilities	減：於流動負債項下列示於12個月內到期結算的金額	(13,343)	(13,682)
Amount due for settlement after 12 months shown under non-current liabilities	於非流動負債項下列示於12個月後到期結算的金額	13,170	17,948

As at 31 December 2020 and 2019, the Group has no lease obligations that are denominated in currencies other than the functional currencies of the relevant group entities.

The weighted average incremental borrowing rates applied to lease liabilities range from 4.36% to 7.96% (2019: 4.59% to 6%).

30. 借款(續)

附註：(續)

- (c) 於2020年12月31日，本集團金額為人民幣10,000,000元(2019年：人民幣10,000,000元)的銀行貸款由李向利(2019年：李向利及張愛英)作出擔保，並以本集團若干投資物業作抵押。

有關貸款按經參考全國銀行間同業拆借中心的貸款市場報價利率而得出的浮動利率計息，即實際年利率為4.59%(2019年：4.69%至5.66%)。

31. 租賃負債

2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
13,343	13,682
5,443	7,895
6,236	7,051
1,491	3,002
26,513	31,630
(13,343)	(13,682)
13,170	17,948

於2020年及2019年12月31日，本集團概無以有關集團實體功能貨幣以外的貨幣計值的租賃負債。

適用於租賃負債的加權平均增量借款利率介乎4.36%至7.96%(2019年：4.59%至6%)。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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32. Share Capital

32. 股本

		Number of shares 股份數目	
		'000 千股	RMB'000 人民幣千元
Ordinary shares of US\$0.00005 each 每股面值0.00005美元的普通股			
Authorised as at 1 January 2019, 31 December 2019 and 2020	於2019年1月1日、2019年及 2020年12月31日的法定股本	1,000,000	328
Issued and fully paid ordinary shares as at 1 January 2019, 31 December 2019 and 2020	於2019年1月1日、2019年及 2020年12月31日的已發行及 悉數繳付普通股	400,000	131

33. Share Option Scheme

33. 購股權計劃

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include the Group's employees, directors and other participants in order to retain and provide incentive to the employees of the Group to achieve its business objectives. The Scheme became effective on 5 May 2017 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of shares which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes shall not in aggregate exceed 10% of the shares in issue as at the date of approval by the shareholders of the Company and as such limit is refreshed by the Shareholders from time to time. The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes shall not exceed 30% of the shares in issue from time to time.

本公司經營一項購股權計劃(「購股權計劃」)，旨在為促成本集團業務成功的合資格參與者提供獎勵及回報。購股權計劃的合資格參與者包括本集團僱員、董事及其他參與者，旨在挽留及提供獎勵予本集團僱員，以達成其業務目標。購股權計劃於2017年5月5日生效，除非另行取消或修訂，否則自該日期起10年保持有效。

因根據購股權計劃及任何其他購股權計劃將予授出的所有購股權獲行使而可能發行的股份的最高數目合共不得超過於本公司股東批准日期已發行股份及股東不時更新有關上限的10%。因根據購股權計劃及任何其他購股權計劃已授出而未行使的所有未行使購股權獲行使而可予發行的股份的最高數目不得超過不時已發行股份的30%。

For the year ended 31 December 2020
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33. Share Option Scheme (Continued)

The total number of shares issued and to be issued upon exercise of the options granted to each participant that is eligible under the Scheme and any other option schemes (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the total number of shares in issue. Where any further grant of options to an eligible participant would result in the shares issued and to be issued upon exercise of the options granted to such eligible participant (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the total number of shares in issue, such further grant must be separately approved by the shareholders at the general meeting.

The exercise period of the share options granted is determinable by the directors of the Company. For the share options granted up to 31 December 2020, the exercisable periods commences either on the grant date to two years or after a vesting period of one to three years and ends at the expiry date of the Scheme.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

33. 購股權計劃(續)

於任何12個月期間內因根據購股權計劃及任何其他購股權計劃已向每名合資格參與者授出的購股權(包括已行使及尚未行使的購股權)獲行使而已發行及將予發行的股份總數,不得超過已發行股份總數的1%。倘向合資格參與者進一步授出任何購股權,將導致截至該進一步授出之日(包括該日)止任何12個月期間內行使向有關合資格參與者授出的購股權(包括已行使、註銷及尚未行使的購股權)時,已發行及將予發行的股份總數超過已發行股份總數的1%,則進一步授出購股權須經由股東於股東大會上個別批准。

所授出購股權的行使期可由本公司董事釐定。就截至2020年12月31日止授出的購股權而言,行使期於授出日期至兩年,或於一至三年歸屬期後開始,並於購股權計劃屆滿日期終止。

購股權不賦予持有人分紅或在股東大會上投票的權利。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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33. Share Option Scheme (Continued)

Particulars and movements of the target shares under the Scheme:

Grantee	Date of grant	Notes	Outstanding at 1 January 2019 於2019年1月1日 未行使 '000 千股	Granted during year	Lapsed during year	Outstanding at 31 December 2019 於2019年12月31日 未行使 '000 千股	Granted during year	Lapsed during year	Outstanding at 31 December 2020 於2020年12月31日 未行使 '000 千股	Exercise price*	Exercise period
獲授人士	授出日期	附註		年內授出 '000 千股	年內失效 '000 千股		年內授出 '000 千股	年內失效 '000 千股		行使價* HKD per share 每股港元	行使期
Director											
董事											
Mr. Yang 楊先生	23 July 2018 2018年7月23日	(b)	1,000	—	—	1,000	—	—	1,000	1.414	23 July 2018 to 22 July 2023 2018年7月23日至2023年7月22日
Mr. Yang 楊先生	23 July 2018 2018年7月23日	(b)	1,000	—	—	1,000	—	—	1,000	1.414	23 July 2019 to 22 July 2024 2019年7月23日至2024年7月22日
Mr. Yang 楊先生	23 July 2018 2018年7月23日	(b)	1,000	—	—	1,000	—	—	1,000	1.414	23 July 2020 to 22 July 2025 2020年7月23日至2025年7月22日
Others											
其他											
Other employee 其他僱員	4 July 2017 2017年7月4日	(a)	2,325	—	—	2,325	—	(270)	2,055	1.28	4 July 2018 to 3 July 2023 2018年7月4日至2023年7月3日
Other employee 其他僱員	4 July 2017 2017年7月4日	(a)	1,965	—	—	1,965	—	—	1,965	1.28	4 July 2019 to 3 July 2024 2019年7月23日至2024年7月3日
Other employee 其他僱員	4 July 2017 2017年7月4日	(a)	2,860	—	—	2,860	—	(120)	2,740	1.28	4 July 2020 to 3 July 2025 2020年7月4日至2025年7月3日
			10,150	—	—	10,150	—	(390)	9,760		
Exercisable - the end of the year	可予行使 - 年末					6,290			10,150		
Weighted average exercise price	加權平均行使價		1.32	—	—	1.32			1.32		

* The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

No share options were exercised during the year (2019: Nil).

(a) On 4 July 2017, the board of directors of the Company approved the initial grant only to the Group's employees. The total number of the target shares under the initial grant was 8,000,000, representing 2% of the issued share capital of the Company.

There are three unlocking dates: being the expiry dates of the first anniversary, second anniversary and third anniversary of the grant date, subject to the vesting conditions and upon expiry of which, 30%, 30% and 40% of the trust benefit units granted to each Scheme participant shall be unlocked. The lock-up period is from the grant date to each of the aforesaid unlocking dates, during which the disposal of the trust benefit units is prohibited.

33. 購股權計劃(續)

購股權計劃項下標的股票之詳情及變動：

* 購股權之行使價可於供股或紅股發行或本公司股本有其他類似變動時作出調整。

年內概無購股權獲行使(2019年：無)。

(a) 於2017年7月4日，本公司董事會批准僅向本集團僱員首次授出。首次授出項下標的股份總數為8,000,000股，佔本公司已發行股本2%。

設有三個解禁日，即授出日期後的第一個、第二個和第三個週年屆滿之日。視乎歸屬條件而定及於前述解禁日屆滿時，授予各購股權計劃參與者30%、30%和40%的信託受益單位須予以解禁。禁售期限為授出日期至上述各解禁日，期間禁止出售信託受益單位。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

33. Share Option Scheme (Continued)

- (b) On 23 July 2018, the board of directors of the Company approved the grant to a director, Mr. Yang. The total number of the target shares under this grant was 3,000,000, representing 0.75% of the issued share capital of the Company.

There are three unlocking dates: being the date of grant, the expiry dates of first anniversary and second anniversary of grant date, subject to the vesting conditions and upon expiry of which one third of the trust benefit units granted to participant shall be unlocked. The lock-up period is from the grant date to each of the aforesaid unlocking dates, during which the disposal of the trust benefit units is prohibited.

During the year ended 31 December 2020, the Group recognised a share option expense of HK\$262,000 (equivalent to RMB227,000) (2019: HK\$943,000 (equivalent to RMB844,000)).

At the date of approval of these consolidated financial statements, the Company had 10,150,000 share options outstanding under the Scheme, which represented approximately 2.5% of the Company's shares in issue as at that date.

33. 購股權計劃(續)

- (b) 於2018年7月23日，本公司董事會批准對董事楊先生的授予。該項授出項下標的股份總數為3,000,000股，佔本公司已發行股本0.75%。

設有三個解禁日：即授出日期、授出日期後的第一個和第二個週年屆滿之日。視乎歸屬條件而定及於前述解禁日屆滿時，授予參與者三分之一的信託受益單位須予以解禁。禁售期限為授出日期至上述各解禁日，期間禁止出售信託受益單位。

截至2020年12月31日止年度，本集團確認購股權開支262,000港元(相當於人民幣227,000元)(2019年：943,000港元(相當於人民幣844,000元))。

於該等綜合財務報表獲批之日，本公司根據購股權計劃擁有10,150,000份未行使購股權，佔本公司於該日期已發行股份的約2.5%。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

34. Share Award Scheme

On 27 October 2020 (the "Adoption Date"), the Company adopted a share award scheme (the "Share Award Scheme") to recognise the contributions by certain persons ("Eligible Persons"), including employees and directors of companies within the Group, entity ("Invested Entity") in which the Group holds any equity interests, adviser, consultant or expert in any area of business or business development of any member of the Group or any Invested Entity and other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group, and to give incentives to them in order to retain them for the continuing operation and development of the Group, and to attract suitable personnel for further development of the Group. Subject to any early termination as may be determined by directors of the Company, the Share Award Scheme is valid and effective for 10 years from the Adoption Date (the "Award Period").

Pursuant to the Share Award Scheme, the directors of the Company may, from time to time, at its absolute discretion, select any Eligible Persons to participate in the Share Award Scheme as selected participants and determine the shares to be granted, vesting criteria and conditions, and period for the shares to be vested, subject to the terms and conditions set out in the Share Award Scheme. The directors of the Company shall not grant further awards if they would result in the number of Award Shares (defined as below) under the Share Award Scheme exceeding 10% of the total number of shares in issue as at the Adoption Date.

34. 股份獎勵計劃

於2020年10月27日(「採納日期」)，本公司採納一項股份獎勵計劃(「股份獎勵計劃」)，以認可若干人士(「合資格人士」)所作出的貢獻，包括本集團內公司的僱員及董事、本集團於其中持有任何股權之實體(「被投資實體」)、本集團任何成員公司或任何被投資實體在任何業務或業務發展方面之任何顧問、諮詢人或專家及透過合營企業、企業聯盟或其他業務安排之方式，已對或可能對本集團之發展及增長作出貢獻之其他組別或類別參與者，並向彼等提供獎勵，以挽留彼等為本集團持續經營及發展作貢獻，並為本集團的進一步發展吸引合適的人員。股份獎勵計劃由採納日期起生效，有效期為10年(「獎勵期間」)，惟本公司董事可決定提前終止。

根據股份獎勵計劃，本公司董事可不時全權酌情挑選任何合資格人士作為經甄選參與者參加股份獎勵計劃，並釐定將授出的股份、歸屬標準及條件以及歸屬股份的期間，惟須受股份獎勵計劃所載條款及條件限制。倘根據股份獎勵計劃授出的獎勵股份(定義見下文)數目超過於採納日期已發行股份總數的10%，則本公司董事不得再授出獎勵。

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截至2020年12月31日止年度

34. Share Award Scheme (Continued)

The Company established a trust to purchase shares of the Company for the benefit of employees and the directors of the Company and its subsidiaries under the Share Award Scheme (the "Award Shares"). Pursuant to the rules of the Share Award Scheme, the Company has appointed a trustee, The Core Trust Company Limited ("Trustee"), to administer the Share Award Scheme and to purchase and hold the Award Shares during the Award Period.

Unless the Board of Directors determines otherwise at its absolute discretion, an award shall automatically lapse upon (i) the voluntary resignation or dismissal, or by termination of his employment or service in accordance with the termination provisions of his contract of employment or service by the Group otherwise than by reason of redundancy; or (ii) termination of the selected participant's employment or early termination of the contractual engagement with the relevant member of the Group by reasons of misconduct or otherwise pursuant to law or employment or engagement contract.

If there occurs an offer by way of takeover, merger, scheme of arrangement, share repurchase or otherwise, all the outstanding Award Shares shall immediately vest on the date when such offer becomes or is declared unconditional or in the case of a scheme of arrangement on the record date for determining entitlements under such scheme and such date shall be deemed the vesting date.

If there is an event of change in control the Company, whether by way of offer, merger, scheme of arrangement or otherwise, unless otherwise directed by the Board at its absolute discretion, all the outstanding Award Shares shall immediately vest on the date when such change of control event becomes or is declared unconditional and such date shall be deemed the vesting date.

During the year ended 31 December 2020, the Trustee purchased an aggregate of 5,516,000 shares of the Company from the market at a total consideration of approximately RMB5,143,000 (including directly attributable incremental costs) and the shares purchased at the weighted average market price of HK\$1.07 per share during the year. No shares were granted to the Eligible Persons pursuant to the Share Award Scheme during the year.

34. 股份獎勵計劃(續)

本公司根據股份獎勵計劃為本公司及其附屬公司的僱員及董事設立一項信託，以購買本公司的股份(「獎勵股份」)。根據股份獎勵計劃的規則，本公司已委任匯聚信託有限公司為受託人(「受託人」)，以管理股份獎勵計劃及於獎勵期間購買並持有獎勵股份。

除非董事會全權酌情另行決定，否則倘(i)其自願辭職或被解僱，或被本集團基於裁員以外之原因根據其僱傭或服務合約之終止條款終止僱傭關係或服務；或(ii)經甄選參與者終止受僱或因不當行為或與法律、僱傭合約或聘用合約有關的原因而須提早與本集團相關的成員公司終止合約聘用，獎勵將自動失效。

倘以收購、合併、安排計劃、股份回購或其他方式提出要約，則所有尚未行使的獎勵股份應於有關要約成為或宣佈為無條件的日期立即歸屬，或倘為安排計劃，則於決定該計劃項下權利的記錄日期歸屬，而該日期將被視為歸屬日期。

倘本公司之控制權出現變動(不論以要約、合併、安排計劃或其他方式)，除非董事會全權酌情另行發出指示，否則所有尚未行使的獎勵股份將於該等控制權變動發生或宣佈成為無條件當日即時歸屬予相關之經甄選人士，而該日期將被視為歸屬日期。

截至2020年12月31日止年度，受託人以總代價約人民幣5,143,000元(包括直接應佔增量成本)從市場購買合共5,516,000股本公司股份，股份乃以加權平均市場價每股1.07港元於年內購買。概無股份於年內須根據股份獎勵計劃授予合資格人士。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

35. Retirement Benefits Plans

The Group operates a Mandatory Provident Fund Scheme (the “MPF Scheme”) established under the Mandatory Provident Fund Schemes Ordinance in Hong Kong for all qualifying employees of its Hong Kong incorporated subsidiaries. The assets of the scheme are held separately from those of the Group in funds under the control of trustees. The Group contributed 5% of the relevant payroll costs to the MPF Scheme but limited to the cap of HK\$1,500.

The Group also participates in defined contribution retirement schemes organised by the relevant local government authorities in the PRC and other jurisdictions where the Group operates. Certain employees of the Group eligible for participating in the retirement schemes are entitled to retirement benefits from the schemes. The Group is required to make contributions to the retirement schemes up to the time of retirement of the eligible employees, excluding those employees who resign before their retirement, at a percentage that is specified by the local government authorities.

The total expense recognised in profit or loss of RMB5,827,000 (2019: RMB14,347,000) represents contributions payable to these plans by the Group at rates specified in the rules of the plans.

36. Reserves

The amounts of the Group’s reserves and the movements therein are presented in the consolidated statement of changes in equity for the current and prior years on page 10 of these consolidated financial statements.

35. 退休福利計劃

本集團根據香港《強制性公積金計劃條例》，為其香港註冊成立附屬公司的全體合資格僱員設有一項強制性公積金計劃（「強積金計劃」）。該計劃的資產與本集團資產分開持有，由受託人以基金形式控制。本集團按相關薪金成本的5%向強積金計劃供款（但不超過上限1,500港元）。

本集團亦參與中國及本集團營運所在其他司法管轄區的有關當地政府機關管理的界定供款退休計劃。若干合資格參與退休計劃的本集團僱員有權享有該等計劃內的退休福利。本集團須按當地政府機關指定的百分比，向退休計劃作出供款，直至合資格僱員退休（退休前辭職的僱員除外）。

於損益內確認的總開支為人民幣5,827,000元（2019年：人民幣14,347,000元），指本集團應按計劃規則內指定的比率向該等計劃作出的供款。

36. 儲備

本集團於本年度及過往年度的儲備及其變動數額於該等綜合財務報表第10頁的綜合權益變動表中呈列。

For the year ended 31 December 2020
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37. Business Combinations

A. Acquisition of Saybolt (Singapore) Pte. Ltd. (“Saybolt SG”)

On 8 May 2019, Leon Overseas Pte. Ltd. (“Leon Overseas”), an indirect non-wholly-owned subsidiary of the Company, entered into a sales and purchase agreement with Saybolt Holding BV, an independent third party, pursuant to which Leon Overseas agreed to acquire 100% interest in Saybolt SG at a cash consideration of US\$3,750,000 (equivalent to RMB25,782,000) (the “Acquisition”) plus the agreed adjustment on the excess amount of working capital of Saybolt SG as at 15 May 2019 amounting to SGD471,000 (equivalent to RMB2,436,000). The unpaid excess amount of working capital of Saybolt SG of and the cash consideration of RMB5,156,000 were included in other payables of the Group as at 31 December 2019. Saybolt SG is principally engaged in technical testing and analysis services (including certification of products and services) for laboratory testing and inspection of bulk cargo of oil, gas, chemicals and bunkers. The directors of the Company consider that the Acquisition provided an opportunity to expand the Group’s services to cover laboratory testing and inspection of bulk cargo of oil, gas, chemicals and bunkers in Singapore and other Southeast Asia territory.

This transaction was completed on 15 May 2019. More details of the Acquisition, are set out in the announcements of the Company dated 8 May 2019 and 16 May 2019 respectively.

37. 業務合併

A. 收購 Saybolt (Singapore) Pte. Ltd. (「Saybolt SG」)

於2019年5月8日，Leon Overseas Pte. Ltd. (「Leon Overseas」) (本公司的間接非全資附屬公司) 與 Saybolt Holding BV (一名獨立第三方) 訂立買賣協議，據此，Leon Overseas 同意於2019年5月15日收購 Saybolt SG 的100%權益，現金代價為3,750,000美元(相等於人民幣25,782,000元) (「收購事項」) 另加對 Saybolt SG 營運資金所超出金額471,000新加坡元(相等於人民幣2,436,000元)的經協定調整。Saybolt SG 營運資金之未支付所超出金額及現金代價人民幣5,156,000元已計入本集團於2019年12月31日的其他應付款項。Saybolt SG 主要從事技術檢測及分析服務(包括產品及服務認證)，以進行石油、天然氣、化學品及燃料散裝貨物的實驗室檢測及檢驗。本公司董事認為，收購事項提供機遇讓本集團拓展其服務以將石油、天然氣、化學品及燃料散裝貨物的實驗室檢測及檢驗覆蓋至新加坡及其他東南亞地區。

該交易於2019年5月15日完成。有關收購事項的更多詳情分別載於本公司日期為2019年5月8日及2019年5月16日的公告。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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37. Business Combinations (Continued)

A. Acquisition of Saybolt (Singapore) Pte. Ltd. (“Saybolt SG”) (Continued)

Consideration transferred

		15 May 2019 2019年5月15日 RMB'000 人民幣千元
Cash consideration	現金代價	28,218
Less: cash and cash equivalents acquired	減：所獲取現金及現金等價物	(1,041)
Less: unpaid amount as at 31 December 2019 (note 28)	減：於2019年12月31日的 未支付金額(附註28)	(7,592)
Net cash outflow from acquisition	收購所得現金流出淨額	19,585

Assets acquired and liabilities recognised at the date of acquisition based on purchase price allocation prepared by Savills Real Estate Valuation (Guangzhou) Ltd. (“Savills”), an independent valuer

基於獨立估值師廣州第一太平戴維斯房地產與土地評估有限公司(「第一太平戴維斯」)所編製之購買價分配於收購日期所收購的資產及所確認的負債

		15 May 2019 2019年5月15日 RMB'000 人民幣千元
	Notes 附註	
Property, plant and equipment	物業、廠房及設備	5,111
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	1,518
Right-of-use assets	使用權資產	6,847
Tax recoverable	可收回稅項	550
Cash and cash equivalents	現金及現金等價物	1,041
Trade receivables	貿易應收款項	16,275
Deferred tax liabilities	遞延稅項負債	(121)
Trade payables	貿易應付款項	(8,286)
Other payables and accruals	其他應付款項及應計項目	(3,324)
Lease liabilities	租賃負債	(6,847)
		12,764

The fair value as well as the gross contractual amount of the trade and other receivables acquired amounted to RMB17,709,000 at the date of acquisition.

於收購日期，所收購貿易及其他應收款項的公允價值及合約總金額為人民幣17,709,000元。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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37. Business Combinations (Continued)

A. Acquisition of Saybolt (Singapore) Pte. Ltd. ("Saybolt SG") (Continued)

Goodwill arising on acquisition

Consideration transferred	轉讓代價	28,218
Less: net assets acquired	減：所收購資產淨值	(12,764)
		15,454

Goodwill arose in the Acquisition because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled workforce of Saybolt SG. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

37. 業務合併(續)

A. 收購 Saybolt (Singapore) Pte. Ltd. (「Saybolt SG」)(續)

收購產生的商譽

15 May 2019
2019年5月15日
RMB'000
人民幣千元

收購事項產生商譽乃由於合併成本包括控制權溢價。此外，就合併已支付的代價實際上包括有關預期協同效應收益、收入增長、未來市場發展及Saybolt SG的整體勞動力的金額。該等收益不與商譽分開確認，此乃由於該等收益並不符合可識別無形資產的確認準則。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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37. Business Combinations (Continued)

A. Acquisition of Saybolt (Singapore) Pte. Ltd. (“Saybolt SG”) (Continued)

Goodwill arising on acquisition – continued

None of the goodwill arising on these acquisitions is expected to be deductible for tax purposes.

Included in the profit for the year ended 31 December 2019 is RMB5,354,000 attributable to the additional business generated by Saybolt SG. Revenue for the year includes RMB68,013,000 generated from Saybolt SG.

Had the acquisition been completed on 1 January 2019, revenue for the year ended 31 December 2019 of the Group would have been RMB437,263,000, and profit for the year ended 31 December 2019 of the Group would have been RMB31,969,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2019, nor is it intended to be a projection of future results.

In determining the ‘pro-forma’ revenue and profit of the Group had Saybolt SG been acquired at the beginning of the prior year, the directors of the Company have:

- calculated depreciation of plant and equipment acquired on the basis of the fair values arising in the initial accounting for the business combination rather than the carrying amounts recognised in the pre-acquisition financial statements; and
- determined borrowing costs based on the funding levels, credit ratings and debt/equity position of the Group after the business combination.

37. 業務合併(續)

A. 收購 Saybolt (Singapore) Pte. Ltd. (「Saybolt SG」)(續)

收購產生的商譽 — 續

概不預期因該等收購事項產生的商譽可扣減稅項。

Saybolt SG所產生額外業務應佔的人民幣5,354,000元計入截至2019年12月31日止年度利潤。年內收入包含Saybolt SG所產生的人民幣68,013,000元。

倘收購事項於2019年1月1日已完成，本集團截至2019年12月31日止年度收入應為人民幣437,263,000元，而本集團截至2019年12月31日止年度利潤應為人民幣31,969,000元。備考資料僅供說明，並不一定表示收購事項如於2019年1月1日已完成而本集團將會達成的實際收入及經營業績，亦無意作為未來業績的預測。

於釐定本集團倘於去年年初收購 Saybolt SG 而得出的「備考」收入及利潤時，本公司董事已：

- 根據就業務合併初始入賬時產生的公允價值(而非於收購前財務報表確認的賬面值)計算所收購廠房及設備的折舊；及
- 根據本集團於業務合併後的資金水平、信用評級及債務/股權狀況釐定借款成本。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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38. Changes In Interest In Subsidiaries

- A. During the year ended 31 December 2019, the Group disposed of 20% of its interest in Leon HK and Saybolt Tianjin to Leon-Saybolt Pte. Ltd., a company owned by a director of Leon Overseas for a total cash consideration of US\$200,000. The difference of RMB210,000 between the increase in the non-controlling interests of RMB1,137,000 and the consideration received of RMB1,347,000 has been credited to capital reserve.
- B. During the year ended 31 December 2019, the Company acquired the remaining 50% equity interest in Guangzhou Lihong Energy from non-controlling interest for a total cash consideration of RMB3,317,000. The difference of RMB39,000 between the decrease in non-controlling interests of RMB3,356,000 and the consideration paid of RMB3,317,000 has been credited to capital reserve.

39. Pledge of Assets

Details the Group's pledged assets are included in note 17 to the consolidated financial statements.

38. 於附屬公司權益變動

- A. 截至2019年12月31日止年度內，本集團向Leon Overseas的一名董事擁有的公司Leon-Saybolt Pte. Ltd.出售其於Leon HK及天津仕寶的20%權益，總現金代價為200,000美元。非控股權益增加人民幣1,137,000元與所收取代價人民幣1,347,000元之間的差額人民幣210,000元計入資本儲備內。
- B. 截至2019年12月31日止年度，本公司向非控股權益收購廣州力鴻能源的其餘50%股本權益，總現金代價為人民幣3,317,000元。非控股權益減少人民幣3,356,000元與已付代價人民幣3,317,000元之間的差額人民幣39,000元計入資本儲備內。

39. 資產抵押

有關本集團已抵押資產的詳情載於綜合財務報表附註17。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

40. Operating Leases Arrangements

As lessor

The Group leases its investment properties (note 17) under operating lease arrangements, with leases negotiated for a terms of one to three years.

Minimum lease payments receivable on leases are as follows:

		2020	2019
		2020 年	2019 年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	一年以內	1,387	1,299
In the second year	第二年	-	1,382
		1,387	2,681

40. 經營租賃安排

作為出租人

本集團根據經營租賃安排租賃其投資物業(附註17)，經協商後的租賃期限為一年至三年。

就租賃應收的最低租金如下：

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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41. Capital Commitments

The Group had the following capital commitments:

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Contracted, but not provided for:	已訂約但未撥備：		
Property, plant and equipment	物業、廠房及設備	784	1,714

At the end of the reporting period, the Group did not have any other significant commitment.

42. Capital Risk Management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2020 and 2019.

41. 資本承擔

本集團擁有以下資本承擔：

於報告期末，本集團並無任何其他重大承擔。

42. 資本風險管理

本集團資本管理的首要目的是保障本集團持續經營及維持穩健資本比率的能力，從而支持其業務及實現股東價值最大化。

本集團因應經濟情況變動及相關資產的風險特徵管理並調整資本結構。為維持或調整資本結構，本集團可調整派付予股東的股息、向股東退還資本或發行新股。截至2020年及2019年12月31日止年度，本集團並無改變管理資本的目的、政策或程序。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

42. Capital Risk Management (Continued)

The Group monitors capital using a gearing ratio, which is net debt divided by capital plus net debt. The Group's policy is to maintain the gearing ratio below 70%. Net debt includes trade payables, other payables and accruals, interest-bearing bank loans and other loans, less cash and cash equivalents. Capital represents equity attributable to owners of the Company. The gearing ratios at the end of reporting periods are as follows:

42. 資本風險管理(續)

本集團用槓桿比率監控資本，槓桿比率等於負債淨額除以資本加上負債淨額的總和。本集團的政策為維持資本負債比率低於70%。負債淨額包括貿易應付款項、其他應付款項及應計項目、計息銀行貸款及其他貸款減現金及現金等價物。資本指本公司擁有人應佔權益。於報告期末槓桿比率如下：

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Trade payables	貿易應付款項	35,259	45,456
Other payables and accruals (note 28)	其他應付款項及應計項目(附註28)	51,580	42,820
Bank loans and other loans	銀行貸款及其他貸款	33,830	63,273
Less: Cash and cash equivalents	減：現金及現金等價物	(78,875)	(76,008)
Net debt	負債淨額	41,794	75,541
Equity attributable to owners of the Company	本公司擁有人應佔權益	251,105	222,953
Capital and net debt	資本及負債淨額	292,899	298,494
Gearing ratio (Note)	槓桿比率(附註)	14.27%	25.31%

Note: The gearing ratio of the Group is 21.39% (2019: 32.46%) if the debt includes the lease liabilities of RMB26,513,000 (2019: RMB31,630,000) as at 31 December 2020.

附註：倘債務包括於2020年12月31日的租賃負債人民幣26,513,000元(2019年：人民幣31,630,000元)，則本集團的槓桿比率為21.39%(2019年：32.46%)。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

43. Reconciliation of Liabilities Arising from Financing Activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

43. 融資活動產生的負債對賬

下表詳述本集團融資活動產生的負債變動，現金及非現金變動均包括在內。融資活動產生的負債乃現金流量已（或未來現金流量將）於本集團的綜合現金流量表內獲分類為融資活動所得現金流量的負債。

		Dividend payable	Lease liabilities	Bank loans and other loans	Interest payables	Total
		應付股息	租賃負債	銀行貸款及其他貸款	應付利息	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2019	於2019年1月1日	-	18,674	76,085	1,729	96,488
Financing cash flows	融資現金流量	(3,000)	(13,719)	(12,307)	(5,893)	(34,919)
Dividend declared	已宣派股息	3,000	-	-	-	3,000
Interest expense (note 8)	利息開支(附註8)	-	1,437	-	5,427	6,864
Waiver of interest expense (note 30)	豁免利息開支(附註30)	-	-	-	(257)	(257)
Fair value adjustment (note 30)	公允價值調整(附註30)	-	-	(1,435)	-	(1,435)
Inception of new leases	開始新租賃	-	18,036	-	-	18,036
Acquisition of a subsidiary (note 37)	收購一間附屬公司(附註37)	-	6,847	-	-	6,847
Exchange realignment	匯兌調整	-	355	930	-	1,285
At 31 December 2019	於2019年12月31日	-	31,630	63,273	1,006	95,909
Financing cash flows	融資現金流量	(15,000)	(12,983)	(29,680)	(3,783)	(61,446)
Dividend declared	已宣派股息	15,000	-	-	-	15,000
Interest expense (note 8)	利息開支(附註8)	-	1,440	-	2,777	4,217
Inception of new leases	開始新租賃	-	7,098	-	-	7,098
Exchange realignment	匯兌調整	-	(672)	237	-	(435)
At 31 December 2020	於2020年12月31日	-	26,513	33,830	-	60,343

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

44. Financial Instruments

44. 金融工具

(a) Categories of Financial Instruments

(a) 金融工具分類

Financial assets

金融資產

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Financial assets at amortised cost:	按攤銷成本計量的金融資產：		
Trade receivables	貿易應收款項	108,459	94,703
Financial assets included in other receivables and other assets	計入其他應收款項及其他資產的金融資產	12,777	13,536
Pledged deposits	已抵押存款	784	823
Cash and cash equivalents	現金及現金等價物	78,875	76,008
Financial assets at fair value through other comprehensive income:	按公允價值計入其他全面收益的金融資產：		
Equity investment at FVTOCI	按公允價值計入其他全面收益的股權投資	-	812
		200,895	185,882

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

44. Financial Instruments (Continued)

(a) Categories of Financial Instruments (Continued)

Financial liabilities

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Financial liabilities at amortised cost:	按攤銷成本計量的金融負債：		
Trade payables	貿易應付款項	35,259	45,456
Financial liabilities included in other payables and accruals	計入其他應付款項及應計項目的金融負債	13,685	21,938
Borrowings	借款	33,830	63,273
		82,774	130,667

(b) Financial Risk Management Objectives and Policies

The Group's principal financial instruments comprise interest-bearing bank loans and other loans, lease liabilities, pledged deposits, and cash and cash equivalents. The main purpose of these financial instruments is to support for the Group's operations. The Group has various other financial assets and liabilities such as trade and other receivables and trade and other payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

44. 金融工具(續)

(a) 金融工具分類(續)

金融負債

(b) 財務風險管理目標及政策

本集團的主要金融工具包括計息銀行貸款及其他貸款、租賃負債、已抵押存款以及現金及現金等價物。該等金融工具主要用於支持本集團的營運。本集團擁有各類其他金融資產及負債，比如貿易及其他應收款項以及貿易及其他應付款項，其直接來自於本集團之經營。

來自本集團金融工具的主要風險為利率風險、外幣風險、信貸風險及流動資金風險。董事會審核並同意管理各項風險的政策，該等政策概述如下。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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44. Financial Instruments (Continued)

(b) Financial Risk Management Objectives and Policies (Continued)

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to pledged bank deposits (see note 25), other loans (see note 30) and lease liabilities (see note 31 for details). The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances (see note 25) and variable-rate bank loans (see note 30). The Group cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on bank balances and Loan Prime Rate of National Interbank Funding Centre arising from the Group's RMB denominated borrowings. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook. The management will review the proportion of borrowings in fixed and floating rates and ensure they are within reasonable range.

As at 31 December 2020, approximately 78% (2019: 24%) of the Group's bank loans and interest-bearing borrowings bore interest at floating rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit after tax (through the impact on floating rate borrowings) and the Group's equity.

44. 金融工具(續)

(b) 財務風險管理目標及政策(續)

利率風險

本集團面臨與已抵押銀行存款(見附註25)、其他貸款(見附註30)及租賃負債(詳情見附註31)有關的公允價值利率風險。本集團亦面臨與浮動利率銀行結餘的現金流量利率(見附註25)及浮動利率銀行貸款(見附註30)有關的現金流量利率風險。本集團的現金流量利率風險主要集中於本集團以人民幣計值的借款所產生的銀行結餘及全國銀行間同業拆借中心的貸款市場報價利率的利率波動。本集團根據利率水平及前景評估任何由利率變動所產生的潛在影響，以管理其利率風險。管理層將審閱固定及浮動利率的借款比例，並確保其在合理範圍內。

於2020年12月31日，本集團約78%(2019年：24%)的銀行貸款及計息借款以浮動利率計息。

下表列示了在所有其他變量保持不變的情況下，對本集團的稅後利潤(通過對浮動利率借款的影響)及本集團權益對利率可能出現的合理變動的敏感性分析。

For the year ended 31 December 2020
截至2020年12月31日止年度

44. Financial Instruments (Continued)

(b) Financial Risk Management Objectives and Policies (Continued)

Interest rate risk (Continued)

The sensitivity analyses below have been determined based on the exposure to interest rates at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. 100 basis point (2019: 100 basis points) increase or decrease in variable-rate bank loans are used which represents management's assessment of the reasonably possible change in interest rates. Pledge bank deposits and bank balances are excluded from sensitivity analysis as the management considers that the exposure of cash flow interest rate risk arising from variable-rate pledged bank deposits and bank balances is insignificant.

If interest rates had been 100 basis points (2019: 100 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2020 would decrease/increase by HK\$213,000 (2019: decrease/increase by HK\$128,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank loans.

Foreign currency risk

The Group has currency exposures from its cash and cash equivalents and interest-bearing borrowings denominated in Hong Kong dollars. As at 31 December 2020, the Group's cash and cash equivalents and interest-bearing bank borrowings denominated in currencies other than functional currency of the relevant group entities were equivalent to RMB26,440,000 (2019: RMB12,793,000), nil (2019: RMB1,006,000) and nil (2019: RMB40,134,000), respectively.

44. 金融工具(續)

(b) 財務風險管理目標及政策(續)

利率風險(續)

以下敏感度分析乃根據報告期末的利率風險而釐定。該分析乃假設於報告期末的未償還金融工具於整個年度尚未償還而編製。使用浮動利率銀行貸款增加或減少100個基點(2019年:100個基點),代表管理層對利率合理可能變動的評估。由於管理層認為由浮息已抵押銀行存款及銀行結餘產生的現金流量利率風險並不重大,故於敏感度分析中將已抵押銀行存款及銀行結餘排除在外。

倘利率上升/下降100個基點(2019年:100個基點),而所有其他變數維持不變,則本集團截至2020年12月31日止年度的稅後利潤將減少/增加213,000港元(2019年:減少/增加128,000港元)。此乃主要由於本集團就浮動利率銀行貸款所承受的利率風險。

外幣風險

本集團因現金及現金等價物及計息借款以港元計值而面臨外幣風險。於2020年12月31日,本集團以相關集團實體功能貨幣以外的貨幣計值的現金及現金等價物及計息銀行借款分別為人民幣26,440,000元(2019年:人民幣12,793,000元)、無(2019年:人民幣1,006,000元)及無(2019年:人民幣40,134,000元)。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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44. Financial Instruments (Continued)

(b) Financial Risk Management Objectives and Policies (Continued)

Foreign currency risk (Continued)

The Group currently does not have a foreign exchange hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arises.

The following table demonstrates the sensitivity to a reasonably possible change in the exchange rate by 5%, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities):

2020

If RMB weakens against the Hong Kong dollar	倘人民幣兌港元貶值
If RMB strengthens against the Hong Kong dollar	倘人民幣兌港元升值

44. 金融工具(續)

(b) 財務風險管理目標及政策(續)

外幣風險(續)

本集團目前並無外匯對沖政策。然而，本集團管理層會監察外匯風險，並將於有需要時考慮對沖重大外匯風險。

下表列示了在所有其他變量保持不變的情況下，本集團稅前利潤(由於貨幣資產及負債的公允價值變動)對匯率5%的合理可能變動的敏感性分析：

2020年

	Increase (decrease) in foreign exchange rate 外匯匯率增加 (減少)	Increase (decrease) in profit after tax 稅後利潤增加 (減少) RMB'000 人民幣千元
If RMB weakens against the Hong Kong dollar	5%	(1,124)
If RMB strengthens against the Hong Kong dollar	(5%)	1,124

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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44. Financial Instruments (Continued)

(b) Financial Risk Management Objectives and Policies (Continued)

Foreign currency risk (Continued)

2019

	Increase (decrease) in foreign exchange rate 外匯匯率增加 (減少)	(Decrease) increase in profit after tax 稅後利潤(減少) 增加 RMB'000 人民幣千元
If RMB weakens against the Hong Kong dollar 倘人民幣兌港元貶值	5%	(1,417)
If RMB strengthens against the Hong Kong dollar 倘人民幣兌港元升值	(5%)	1,417

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade and other receivables, pledged deposits and bank balances. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

Trade receivables arising from contracts with customers

The Group trades only with recognised and creditworthy parties. Receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. The credit quality of customers is assessed after taking into account the customers' financial position and past experience with the customers.

44. 金融工具(續)

(b) 財務風險管理目標及政策(續)

外幣風險(續)

2019年

	Increase (decrease) in foreign exchange rate 外匯匯率增加 (減少)	(Decrease) increase in profit after tax 稅後利潤(減少) 增加 RMB'000 人民幣千元
If RMB weakens against the Hong Kong dollar 倘人民幣兌港元貶值	5%	(1,417)
If RMB strengthens against the Hong Kong dollar 倘人民幣兌港元升值	(5%)	1,417

信貸風險及減值評估

信貸風險指因本集團的對手方未能履行其合約責任而使本集團蒙受財務損失的風險。本集團面臨的信貸風險主要來自貿易及其他應收款項、已抵押存款及銀行結餘。本集團並無持有任何抵押品或其他信用增級措施以保障與其金融資產有關的信貸風險。

客戶合約產生的貿易應收款項

本集團僅與獲認可及信譽良好的合作方進行交易。應收款項餘額持續被監控，本集團面臨的壞賬風險並不大。在考慮客戶的財務狀況及與客戶的過往經驗後，方對客戶的信貸質素作出評估。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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44. Financial Instruments (Continued)

(b) Financial Risk Management Objectives and Policies (Continued)

Credit risk and impairment assessment (Continued)

Trade receivables arising from contracts with customers (Continued)

The Group's concentration of credit risk by geographical locations is mainly in PRC and Singapore, which accounted for 34% and 46% (2019: 33% and 43%) of the total trade receivables as at 31 December 2020. As at 31 December 2020, the Group had concentration of credit risk, 12% (2019: 18%) of its total trade receivables were due from its largest customer and 30% (2019: 33%) of its total trade receivables were due from its top five customers respectively. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals.

In addition, the Group performs impairment assessment under ECL model on trade balances based on provision matrix, except for the trade receivables with significant trade balances and credit-impaired which are assessed individually.

The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographic region and internal credit rating). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the end of reporting period about past events, current conditions and forecasts of future economic conditions.

Debtors with significant balances with gross carrying amounts of RMB23,333,000 were assessed individually.

44. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

客戶合約產生的貿易應收款項(續)

本集團按地理位置劃分的信貸風險主要集中於中國及新加坡，於2020年12月31日分別佔貿易應收款項總額的34%及46%（2019年：33%及43%）。於2020年12月31日，本集團之信貸風險集中，在貿易應收款項總額中，12%（2019年：18%）來自其最大客戶，而30%（2019年：33%）則來自其五大客戶。為將信貸風險減至最低，本集團管理層已委任一個團隊負責釐定信貸限額及信貸批核。

此外，本集團根據撥備矩陣就貿易結餘於預期信貸損失模型下進行減值評估，惟具有重大貿易結餘及信貸減值之貿易應收款項為個別評估。

撥備率乃基於具有類似虧損模式（即按地理位置及內部信貸評級劃分）的多個客戶分部組別的逾期日數釐定。該計算反映或然率加權結果、貨幣時值及於報告期末可得的有關過往事件、當前狀況及未來經濟狀況預測的合理及可靠資料。

具有總賬面值人民幣23,333,000元重大結餘之債務人乃為個別評估。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

44. Financial Instruments (Continued)

(b) Financial Risk Management Objectives and Policies (Continued)

Credit risk and impairment assessment (Continued)

Trade receivables arising from contracts with customers (Continued)

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2020

		Past due 逾期			Total 合計 RMB'000 人民幣千元
		Current 即期 RMB'000 人民幣千元	Less than 9 months RMB'000 人民幣千元	Over 9 months RMB'000 人民幣千元	
Gross carrying amount	總賬面值	66,742	19,020	2,924	88,686
ECL	預期信貸損失	1,492	585	1,434	3,511
Average loss rate	平均虧損率	0.2%-2.82%	0.52%-4.13%	27.43%-56.32%	

As at 31 December 2019

		Past due 逾期			Total 合計 RMB'000 人民幣千元
		Current 即期 RMB'000 人民幣千元	Less than 9 months RMB'000 人民幣千元	Over 9 months RMB'000 人民幣千元	
Gross carrying amount	總賬面值	77,781	14,548	4,836	97,165
ECL	預期信貸損失	757	186	1,519	2,462
Average loss rate	平均虧損率	0.05%-1.74%	0.46%-3.84%	15.77%-47.33%	

As at 31 December 2020, the Group provided RMB3,511,000 (2019: RMB2,462,000) impairment allowance for trade receivables, based on the provision matrix. Impairment allowance of RMB49,000 (2019: Nil) were made on debtors with significant balances.

44. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

客戶合約產生的貿易應收款項(續)

下表載列本集團使用撥備矩陣計算的貿易應收款項的信貸風險資料：

於2020年12月31日

於2019年12月31日

於2020年12月31日，本集團根據撥備矩陣就貿易應收款項提供人民幣3,511,000元(2019年：人民幣2,462,000元)的減值撥備。人民幣49,000元(2019年：無)之減值撥備乃對具有重大結餘的債務人作出。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

44. Financial Instruments (Continued)

(b) Financial Risk Management Objectives and Policies (Continued)

Credit risk and impairment assessment (Continued)

Trade receivables arising from contracts with customers (Continued)

The following table shows the movement in ECL that has been recognised for trade receivables under the simplified approach.

		2020	2019
		Lifetime ECL (not credit- impaired)	Lifetime ECL (not credit- impaired)
		2020年 全期預期信貸損失 (並無信貸減值)	2019年 全期預期信貸損失 (並無信貸減值)
		RMB'000	RMB'000
		人民幣千元	人民幣千元
As at 1 January	於1月1日	2,462	1,356
Changes due to financial instrument, recognised as at 1 January:	於1月1日確認金融工具所導致之變動：		
— Reversal of impairment losses recognised in prior year	— 於過往年度確認之減值虧損撥回	(2,442)	(1,334)
New or originated financial assets during the current year:	於本年度新增或產生之金融資產：		
— Impairment losses recognised	— 已確認減值虧損	3,540	2,440
		3,560	2,462

44. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

客戶合約產生的貿易應收款項(續)

下表載列已就貿易應收款項根據簡化法確認的預期信貸損失變動。

For the year ended 31 December 2020
截至2020年12月31日止年度

44. Financial Instruments (Continued)

(b) Financial Risk Management Objectives and Policies (Continued)

Credit risk and impairment assessment (Continued)

Trade receivables arising from contracts with customers (Continued)

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

Other receivables

For other receivables and deposits, the directors of the Company make periodic individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The directors of the Company believe that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For the year ended 31 December 2020, no allowance for credit losses (2019: a reversal of allowance for credit losses of RMB320,000) was recognised.

The loss rate applied was 1% for the year ended 31 December 2019.

44. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

客戶合約產生的貿易應收款項(續)

估計虧損率乃根據債務人於預計年期內的歷史觀察違約率作出估計，並就可獲得的前瞻性資料作出調整，而無須付出不必要的成本或努力。管理層定期審閱分組，以確保更新有關特定債務人的相關資料。

其他應收款項

就其他應收款項及按金而言，本公司董事根據過往償付記錄、過往經驗以及合理且具理據支持的前瞻性定量及定性資料，對其他應收款項及按金的可收回性進行定期個別評估。本公司董事認為自初始確認以來該等款項的信貸風險並無顯著增加，本集團基於12個月預期信貸損失撥備減值。截至2020年12月31日止年度，已確認概無信貸損失撥備(2019年：信貸損失撥備撥回人民幣320,000元)。

截至2019年12月31日止年度之適用虧損率為1%。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

44. Financial Instruments (Continued)

(b) Financial Risk Management Objectives and Policies (Continued)

Credit risk and impairment assessment (Continued)

Pledged bank deposits and bank balances

As at 31 December 2020, 54.8% and 37.0% (2019: 47.7% and 20.3%) of pledged bank deposits and bank balances of the Group are deposited in a bank in PRC and a bank in Singapore respectively. Credit risk on pledged bank deposits and bank balances is limited because the counterparties are reputable banks with high credit ratings assigned by international credit agencies. The Group assessed 12m ECL for pledged bank deposits and bank balances by reference to information relating to probability of default and loss given default of the respective credit rating grades, ranged from B3 to Aa1 (2019: B3 to Aa1) published by external credit rating agencies. Based on the average loss rates, the 12m ECL on pledged bank deposits and bank balances is considered to be insignificant.

The Group's internal credit risk grading assessment comprises the following categories.

Internal credit rating 內部信貸評級	Description 描述	Trade receivables 貿易應收款項	Other financial assets 其他金融資產
Normal 正常	The counterparty has a low risk of default and does not have any past-due amounts 對手方違約風險低及並無任何逾期款項	Lifetime ECL – not credit-impaired 全期預期信貸損失 – 非信貸減值	12m ECL 12個月預期信貸損失
Watch list 監察名單	Debtor frequently repays after due dates but usually settle in full 債務人經常於到期日後還款，但通常全數還款	Lifetime ECL – not credit-impaired 全期預期信貸損失 – 非信貸減值	12m ECL 12個月預期信貸損失
Doubtful 可疑	There have been significant increase in credit risk since initial recognition through information developed internally or external resources 從內部或外部所得資料顯示，信貸風險自初始確認後顯著增加	Lifetime ECL – not credit-impaired 全期預期信貸損失 – 非信貸減值	Lifetime ECL – not credit-impaired 全期預期信貸損失 – 非信貸減值
Credit-impaired 信貸減值	There is evidence indicating the asset is credit-impaired 有證據顯示資產已信貸減值	Lifetime ECL – credit-impaired 全期預期信貸損失 – 信貸減值	Lifetime ECL – credit-impaired 全期預期信貸損失 – 信貸減值

44. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

已抵押銀行存款及銀行結餘

於2020年12月31日，本集團54.8%及37.0%(2019年：47.7%及20.3%)已抵押銀行存款及銀行結餘已分別存放於中國銀行及新加坡銀行。已抵押銀行存款及銀行結餘的信貸風險有限，因為交易方為聲譽良好且獲國際信貸評級機構評為高信貸評級的銀行。本集團透過參考由外部信貸評級機構所公佈有關各信貸評級級別的違約概率及違約損失率的資料(介乎B3至Aa1之間)(2019年：B3至Aa1)，評估已抵押銀行存款及銀行結餘的12個月預期信貸損失。根據平均損失率，已抵押銀行存款及銀行結餘的12個月預期信貸損失被視作並不重大。

本集團之內部信貸風險評級評估由以下類別組成。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

44. Financial Instruments (Continued)

(b) Financial Risk Management Objectives and Policies (Continued)

Credit risk and impairment assessment (Continued)

Maximum exposure and year-end staging

The table below shows the credit quality by reference to internal credit rating and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December 2020 and 2019. The amounts presented are gross carrying amounts for financial assets.

		12m		Lifetime ECLs		Simplified approach	RMB'000
		ECLs		Stage 2	Stage 3		
		12個月預期 信貸損失		第2階段	第3階段	簡化方法	人民幣千元
		Stage 1	Stage 2	Stage 3	Stage 3		
		第1階段	第2階段	第3階段	第3階段		
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
2020	2020年						
Trade receivables	貿易應收款項	-	-	-	-	112,019	112,019
Financial assets included in other receivables and other assets	計入其他應收款項及其他資產的金融資產						
- Normal*	- 正常*	12,839	-	-	-	-	12,839
Pledged deposits	已抵押存款	784	-	-	-	-	784
Cash and cash equivalents	現金及現金等價物	78,875	-	-	-	-	78,875
		92,498	-	-	-	112,019	204,517

44. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

最高風險及年終階段

下表顯示於2020年及2019年12月31日的根據本集團信貸政策(主要基於過往到期資料,除非其他信息無需付出過多成本或努力下即可獲得)的信貸質素(經參考內部信貸評級)及最高信貸風險以及年終階段分類。所呈列金額為金融資產的賬面總值。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

44. Financial Instruments (Continued)

(b) Financial Risk Management Objectives and Policies (Continued)

Credit risk and impairment assessment (Continued)

Maximum exposure and year-end staging (Continued)

		12m ECLs 12個月預期 信貸損失	Lifetime ECLs 全期預期 信貸損失			
		Stage 1 第1階段 RMB'000 人民幣千元	Stage 2 第2階段 RMB'000 人民幣千元	Stage 3 第3階段 RMB'000 人民幣千元	Simplified approach 簡化方法 RMB'000 人民幣千元	RMB'000 人民幣千元
2019	2019年					
Trade receivables	貿易應收款項	-	-	-	97,165	97,165
Financial assets included in other receivables and other assets	計入其他應收款項 及其他資產的金融資產					
- Normal*	- 正常*	13,598	-	-	-	13,598
Pledged deposits	已抵押存款	823	-	-	-	823
Cash and cash equivalents	現金及現金等價物	76,008	-	-	-	76,008
		90,429	-	-	97,165	187,594

* The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

* 當計入預付款項、其他應收款項及其他資產的金融資產並無逾期，且概無資料表明金融資產自初次確認起信貸風險明顯增加，其信貸質素被視為「正常」。否則，金融資產的信貸質素被視為「可疑」。

44. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

最高風險及年終階段(續)

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

44. Financial Instruments (Continued)

(b) Financial Risk Management Objectives and Policies (Continued)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating-rate, the undiscounted amount is derived from existing interest rate at the end of the reporting period.

31 December 2020

		Repayable						Total undiscounted cash flow	Carrying amount
		Weighted average interest rate	on demand or within one year	In the third to second year	In the fifth years, inclusive	Over five years	undiscounted cash flow		
		加權平均利率	按要求償還或一年內	第二年 (包括首尾兩年)	第三至第五年	超過五年	未貼現現金流量總額	賬面值	
		%	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
			人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Trade payables	貿易應付款項	-	35,259	-	-	-	35,259	35,259	
Financial liabilities included in other payables and accruals	計入其他應付款項及應計項目的金融負債	-	13,685	-	-	-	13,685	13,685	
Borrowings	借款	4.6	25,569	-	8,830	-	34,399	33,830	
Lease liabilities	租賃負債	4.71	13,654	5,832	7,497	1,792	28,775	26,513	
			88,167	5,832	16,327	1,792	112,118	109,287	

44. 金融工具(續)

(b) 財務風險管理目標及政策(續)

流動資金風險

就流動資金風險管理而言，本集團監察及維持現金及現金等價物處於管理層視為合適之水平，以撥資本集團作營運用途，並降低現金流量波動所造成之影響。管理層監察銀行借款之動用情況，並確保已遵守貸款契約。

下表詳列本集團有關非衍生金融負債之餘下合約到期日詳情(按協定還款期劃分)。此表乃根據於本集團可能被要求付款之最早日期之金融負債之未貼現現金流量編製，當中亦載有利息及本金現金流量。就浮息利息流量而言，未貼現金額乃按於報告期末之現行利率計。

2020年12月31日

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

44. Financial Instruments (Continued)

(b) Financial Risk Management Objectives and Policies (Continued)

Liquidity risk (Continued)

31 December 2019

		Weighted average interest rate	Repayable on demand or within one year	In the third to second year	In the fifth years, inclusive	Total undiscounted cash flow	Carrying amount
		加權平均利率 %	按要求償還或 一年內 RMB'000 人民幣千元	第二年 RMB'000 人民幣千元	第三至第五年 RMB'000 人民幣千元	未貼現 現金流量總額 RMB'000 人民幣千元	賬面值 RMB'000 人民幣千元
Trade payables	貿易應付款項	-	45,456	-	-	45,456	45,456
Financial liabilities included in other payables and accruals	計入其他應付款項及應計 項目的金融負債	-	21,938	-	-	21,938	21,938
Borrowings	借款	8.13	55,134	-	9,550	64,684	63,273
Lease liabilities	租賃負債	5.25	14,609	8,607	11,278	34,494	31,630
			137,137	8,607	20,828	166,572	162,297

44. 金融工具(續)

(b) 財務風險管理目標及政策(續)

流動資金風險(續)

2019年12月31日

(c) Fair Value Measurements of Financial Instruments

The fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

(c) 金融工具的公允價值計量

本集團金融工具的公允價值(該等賬面值與公允價值合理相若者除外)載列如下:

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Financial assets	金融資產		
Equity investment at FVTOCI	按公允價值計入其他 全面收益的股權投資	-	812
		-	812

For the year ended 31 December 2020
截至2020年12月31日止年度

44. Financial Instruments (Continued)

(c) Fair Value Measurements of Financial Instruments (Continued)

Management has assessed that the fair values of financial assets and liabilities at amortised cost approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department headed by the chief financial officer is responsible for determining the policies and procedures for the fair value measurement of financial instruments. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

As at 31 December 2020, fair value loss of RMB812,000 (2019: RMB2,188,000) is recognised in other comprehensive expense, Details as set out in note 22.

As at 31 December 2019, the fair value of the Group's equity investment at FVTOCI, representing 14.29% interest in UnionTest, is determined by Savills, an independent valuer, by reference to the Group's share of adjusted net assets of UnionTest, which is the significant unobservable input of the valuation of this investment. The carrying amount of this unlisted equity investment would be decreased by RMB81,000 if there is a 10% decrease in the adjusted net assets of UnionTest and vice versa, by holding other variables constant.

44. 金融工具(續)

(c) 金融工具的公允價值計量(續)

管理層經評估後認為，按攤銷成本列賬的金融資產及負債的公允價值與其賬面值相若，此乃主要由於該等工具的到期期限較短。

本集團由首席財務官主管的財務部負責釐定金融工具公允價值計量的政策及程序。於各報告日期，財務部分析金融工具的價值變動並確定估值中所應用的主要輸入值。

金融資產及負債的公允價值以該工具在自願交易方當前交易(而非被迫或清算出售)中的可交易金額入賬。

估計公允價值時使用以下方法及假設：

於2020年12月31日，人民幣812,000元(2019年：人民幣2,188,000元)之公允價值虧損乃於其他全面開支確認。詳情載於附註22。

於2019年12月31日，本集團按公允價值計入其他全面收益的股權投資(佔於聯測的14.29%權益)的公允價值乃由獨立估值師第一太平戴維斯經參考本集團應佔聯測的經調整資產淨值而釐定，其為該項投資估值的重大不可觀察數據。倘聯測的經調整資產淨值減少10%，而其他變數維持不變，則該項非上市股權投資的賬面值將減少人民幣81,000元，反之亦然。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

44. Financial Instruments (Continued)

(c) Fair Value Measurements of Financial Instruments (Continued)

Assets measured at fair value (Continued)

31 December 2019

44. 金融工具(續)

(c) 金融工具的公允價值計量(續)

按公允價值計量的資產(續)

2019年12月31日

		Fair value measurement using 公允價值計量採用			
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2) 重要可觀察 輸入數據 (第二層級)	Significant unobservable inputs (Level 3) 重要不可觀察 輸入數據 (第三層級)	Total
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Equity investment at FVTOCI	按公允價值計入 其他全面收益的股權投資	-	-	812	812
		-	-	812	812

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

44. Financial Instruments (Continued)

(c) Fair Value Measurements of Financial Instruments (Continued)

Reconciliation of Level 3 fair value measurements

		Equity investment at FVTOCI 按公允價值計入 其他全面收益 的權益投資 RMB'000 人民幣千元
At 1 January 2019	於2019年1月1日	3,000
Unrealised fair value change recognised to other comprehensive expense	於其他全面開支確認之未實現公允價值變動	(2,188)
At 31 December 2019	於2019年12月31日	812
Unrealised fair value change recognised to other comprehensive expense	於其他全面開支確認之未實現公允價值變動	(812)
At 31 December 2020	於2020年12月31日	-

44. 金融工具(續)

(c) 金融工具的公允價值計量(續)

第三層級公允價值計量對賬

45. Related Party Transactions

(a) Transactions with related parties during the year:

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Rental income from a former associate	來自前聯營企業的租金收入	-	226
Provision of technical services by a former associate	前聯營企業提供技術服務	-	1,550
Purchase of property, plant and equipment and intangible assets from a former associate	向前聯營企業購買物業、廠房及設備以及無形資產	-	2,590

45. 關聯方交易

(a) 年內關聯方交易：

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

45. Related Party Transactions (Continued)

(b) Guarantees provided by related parties:

The Group's bank loans amounting to RMB25,000,000 (2019: RMB15,000,000) as at 31 December 2020 were guaranteed by LI Xiangli.

The Group's other borrowing amounting to RMB40,134,000 as at 31 December 2019 was guaranteed by Leon Cornerstone Investment Holding Limited owned by LI Xiangli, Hawk Flying Investment Holding Limited owned by Liu Yi and Swan Stone Investment Holding Limited owned by ZHANG Aiyong with pledged shares which representing approximately 27.73% of the total issued share capital of the Company. This borrowing was also guaranteed by LI Xiangli and ZHANG Aiyong. On 21 July 2020, the Company fully settled the outstanding amounts of this borrowing. The charges and guarantees was released on 14 August 2020.

(c) Compensation of key management personnel of the Group:

Short-term employee benefits	短期僱員福利
Pension scheme contributions	退休金計劃供款
Equity-settled share option expense	以權益結算的購股權開支

In the opinion of the directors of the Company, the transactions between the Group and the related parties were based on prices mutually agreed between the parties and conducted in the ordinary course of business.

45. 關聯方交易(續)

(b) 關聯方提供的擔保：

於2020年12月31日，本集團的銀行貸款為人民幣25,000,000元(2019年：人民幣15,000,000元)，由李向利作出擔保。

於2019年12月31日，本集團的其他借款為人民幣40,134,000元，由Leon Cornerstone Investment Holding Limited(由李向利擁有)、Hawk Flying Investment Holding Limited(由劉翊擁有)及Swan Stone Investment Holding Limited(由張愛英擁有)作出擔保，質押股份佔本公司已發行股本總額約27.73%。此借款亦由李向利及張愛英作出擔保。於2020年7月21日，本公司悉數償付此借款的未償還金額。抵押及擔保已於2020年8月14日解除。

(c) 本集團主要管理人員的酬金：

	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Short-term employee benefits	6,475	6,327
Pension scheme contributions	385	388
Equity-settled share option expense	98	414
	6,958	7,129

本公司董事認為，本集團與關聯方之間的交易按訂約方之間共同協定的價格進行，並於日常業務過程中進行。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

46. Particulars of Principal Subsidiaries of the Company

Details of the principal subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below:

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及營業地點	Form of business structure 業務架構形式	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主營業務		
				2020 2020年	2019 2019年	Direct 直接	Indirect 間接	
China Leon Inspection Holding (BVI) Limited	British Virgin Islands 英屬維爾京群島	Incorporated 註冊成立	US\$1.00 1.00美元	100	-	100	-	Investment holding 投資控股
Huaxia Leon Inspection Limited 華夏力鴻檢驗有限公司	Hong Kong 香港	Incorporated 註冊成立	HK\$100 100港元	-	100	-	100	Investment holding 投資控股
Lihong Inspection 力鴻檢驗	The PRC 中國	Wholly-foreign owned enterprise 外商獨資企業	RMB50,000,000 人民幣50,000,000元	-	100	-	100	Inspection and testing 檢驗及檢測
Leon Overseas	Singapore 新加坡	Sino-foreign owned enterprise 中外合資企業	SGD1,000,000 1,000,000新加坡元	-	51	-	51	Inspection and testing 檢驗及檢測
Saybolt SG	Singapore 新加坡	Sino-foreign owned enterprise 中外合資企業	SGD341,714 341,714新加坡元	-	51	-	51 (note 37) (附註37)	Inspection and testing 檢驗及檢測
Leon Inspection & Testing India Private Limited	India 印度	Sino-foreign owned enterprise 中外合資企業	INR500,000 500,000盧比	-	41 (note iii) (附註iii)	-	41 (note iii) (附註iii)	Inspection and testing 檢驗及檢測
Pt. Leon Testing and Consultancy	Indonesia 印尼	Sino-foreign owned enterprise 中外合資企業	IDR10,005,000,000 10,005,000,000 印尼盾	-	51	-	51	Inspection and testing 檢驗及檢測

46. 本公司主要附屬公司詳情

於報告期末，本公司直接及間接持有的主要附屬公司詳情如下：

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

46. Particulars of Principal Subsidiaries of the Company (Continued)

46. 本公司主要附屬公司詳情(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及營業地點	Form of business structure 業務架構形式	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比				Principal activities 主營業務
				2020 2020年		2019 2019年		
				Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
Leon Inspection and Testing Australia Pty Ltd.	Australia 澳洲	Sino-foreign owned enterprise 中外合資企業	AUD1.00 1.00 澳元	-	51	-	51	Inspection and testing 檢驗及檢測
Leon Inspection Testing Services Sdn. Bhd	Malaysia 馬來西亞	Sino-foreign owned enterprise 中外合資企業	MYR1,000,000 1,000,000 馬幣	-	51	-	51	Inspection and testing 檢驗及檢測
Leon Inspection & Testing Private Limited	Pakistan 巴基斯坦	Sino-foreign owned enterprise 中外合資企業	PRK40,000,000 40,000,000 巴基斯坦盧比	-	41 (note iii) (附註iii)	-	41 (note iii) (附註iii)	Inspection and testing 檢驗及檢測
Saybolt Tianjin 天津仕寶	The PRC 中國	Sino-foreign owned enterprise 中外合資企業	US\$1,150,000 1,150,000 美元	-	41 (note i and iii) (附註i及iii)	-	41 (note i and iii) (附註i及iii)	Inspection and testing 檢驗及檢測
Leon HK	Hong Kong 香港	Incorporated 註冊成立	HK\$1.00 1.00 港元	-	41 (note i and iii) (附註i及iii)	-	41 (note i and iii) (附註i及iii)	Inspection and testing 檢驗及檢測
Leon-Saybolt Inspection & Testing Sdn Bhd.	Brunei 汶萊	Sino-foreign owned enterprise 中外合資企業	B\$1,000 1,000 汶萊元	-	51 (note iii) (附註iii)	-	51 (note iii) (附註iii)	Standard technical and quality control technical services 標準技術及質量控制技術服務
Qinhuangdao Lihong Coal Testing Co., Ltd. 秦皇島力鴻煤炭檢測有限公司	The PRC 中國	Wholly-foreign owned enterprise 外商獨資企業	RMB1,000,000 人民幣1,000,000元	-	100	-	100	Inspection and testing and relevant service 檢驗、檢測及相關服務
Tangshan Huaxia Lihong Commodity Inspection Co., Ltd. 唐山華夏力鴻商品檢驗有限公司	The PRC 中國	Wholly-foreign owned enterprise 外商獨資企業	RMB1,000,000 人民幣1,000,000元	-	100	-	100	Inspection, testing, appraisal and inspection technology development 檢驗、檢測、評估及檢驗技術開發

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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46. Particulars of Principal Subsidiaries of the Company (Continued)

46. 本公司主要附屬公司詳情(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及營業地點	Form of business structure 業務架構形式	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比				Principal activities 主營業務
				2020 2020年		2019 2019年		
				Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
Tianjin Huaxia Lihong Coal Testing Co., Ltd. 天津華夏力鴻煤炭檢測有限公司	The PRC 中國	Wholly-foreign owned enterprise 外商獨資企業	RMB1,000,000 人民幣1,000,000元	-	100	-	100	Inspection and testing 檢驗及檢測
Nanjing Lihong Coal Testing Co., Ltd. 南京力鴻煤炭檢測有限公司	The PRC 中國	Wholly-foreign owned enterprise 外商獨資企業	RMB3,000,000 人民幣3,000,000元	-	100	-	100	Inspection and testing 檢驗及檢測
Guangzhou Lihong Coal Testing Co., Ltd. 廣州力鴻煤炭檢測有限公司	The PRC 中國	Wholly-foreign owned enterprise 外商獨資企業	RMB1,440,000 人民幣1,440,000元	-	100	-	100	Professional technical service 專業技術服務
Hebei Lihong Minerals Inspection Co., Ltd. 河北力鴻礦產品檢驗有限公司	The PRC 中國	Wholly-foreign owned enterprise 外商獨資企業	RMB3,000,000 人民幣3,000,000元	-	100	-	100	Inspection technical advisory service 檢驗技術諮詢服務
Hunan Lihong Coal Testing Co., Ltd. 湖南力鴻煤炭檢測有限公司	The PRC 中國	Wholly-foreign owned enterprise 外商獨資企業	RMB3,000,000 人民幣3,000,000元	-	100	-	100	Inspection and testing 檢驗及檢測
Zhuhai Lidachongtu Coal Testing Technology Services Co., Ltd. 珠海力道鴻圖煤炭檢測技術服務有限公司	The PRC 中國	Wholly-foreign owned enterprise 外商獨資企業	RMB1,000,000 人民幣1,000,000元	-	100	-	100	Inspection and testing and advisory services 檢驗、檢測及諮詢服務
Beijing Huaxia Lihong Software Development Co., Ltd. 北京華夏力鴻軟件開發有限公司	The PRC 中國	Wholly-foreign owned enterprise 外商獨資企業	RMB1,000,000 人民幣1,000,000元	-	100	-	100	Software development and technical service 軟件開發及技術服務

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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46. Particulars of Principal Subsidiaries of the Company (Continued)

46. 本公司主要附屬公司詳情(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及營業地點	Form of business structure 業務架構形式	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主營業務		
				2020 2020年		2019 2019年		
				Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
Tianjin Shengde Tiangong Sampling Technology Co., Ltd. 天津聖德天工採樣技術有限公司	The PRC 中國	Wholly-foreign owned enterprise 外商獨資企業	RMB10,000,000 人民幣10,000,000元	-	100	-	100	Scientific research, technical service and business service 科研、技術服務及商業服務
Shaanxi Huaxia Lihong Commodity Inspection Co., Ltd. 陝西華夏力鴻商品檢驗有限公司	The PRC 中國	Wholly-foreign owned enterprise 外商獨資企業	RMB50,000,000 人民幣50,000,000元	-	55	-	55	Quality Inspection Service 質量檢驗服務
Leon Sanitary Inspection Technical Service (Tianjin) Co., Ltd. 力鴻衛檢科技服務(天津)有限公司	The PRC 中國	Wholly-foreign owned enterprise 外商獨資企業	RMB1,000,000 人民幣1,000,000元	-	100	-	100	Vector biological control technology, technical development and consulting 媒介生物控制技術、技術開發及諮詢
Xinjiang Huaxia Lihong Commodity Inspection Co., Ltd. 新疆華夏力鴻商品檢驗有限公司	The PRC 中國	Wholly-foreign owned enterprise 外商獨資企業	RMB5,000,000 人民幣5,000,000元	-	100	-	100	Inspection service 檢驗服務
Guangzhou Lihong Energy 廣州力鴻能源	The PRC 中國	Wholly-foreign owned enterprise 外商獨資企業	RMB5,000,000 人民幣5,000,000元	-	100 (note ii) (附註ii)	-	100 (note ii) (附註ii)	Inspection and testing 檢驗及檢測

* The English names of the companies registered in the PRC, represent the best efforts of the management of the Company in directly translating the Chinese names of the companies as no English names have been registered.

* 由於各中國註冊的公司並未註冊英文名稱，故而各中國公司的英文名稱為本公司管理層盡力直接翻譯公司中文名。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

46. Particulars of Principal Subsidiaries of the Company (Continued)

- (i) During the year ended 31 December 2019, the Group disposed of 20% equity interests in Saybolt Tianjin and Leon HK. Further details are included in note 36 to the consolidated financial statements.
- (ii) During the year ended 31 December 2019, the Group acquired 50% of issued equity interest of Guangzhou Lihong Energy from non-controlling interest. Further details are included in note 38B to the consolidated financial statements.
- (iii) These companies are subsidiaries of Leon Overseas. The interests disclosed here represented the Group's effective equity interests in these subsidiaries. The directors of the Company are in the opinion that the Group has control over these subsidiaries through its control over Leon Overseas, a non-wholly owned subsidiary of the Company.

All these companies were incorporated with limited liability.

None of the subsidiaries had issued any debt securities at the end of the year.

The above table lists the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affected the results or assets and liabilities of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

The table below shows details of non-wholly subsidiaries of the Group that have material non-controlling interests:

Name of subsidiary 附屬公司名稱	Place of incorporation and place of business 註冊成立地點及營業地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益持有的所有權及投票權的百分比		Profit (loss) allocated to non-controlling interests 分配至非控股權益的利潤(虧損)		Accumulated non-controlling interests 累計非控股權益	
		2020 2020年	2019 2019年	2020 RMB'000 人民幣千元	2019 RMB'000 人民幣千元	2020 RMB'000 人民幣千元	2019 RMB'000 人民幣千元
Leon Overseas (i)	Singapore 新加坡	49%	49%	15,850	1,352	12,204	(4,495)
Individually immaterial subsidiaries with non-controlling interests 擁有非控股權益的個別非重大附屬公司						11,416	2,812
						23,620	(1,683)

- (i) During the year ended 31 December 2020 and 2019, the non-controlling interests pledged their equity interest to the Group for the shareholder's loans provided by the Company to Leon Overseas.

46. 本公司主要附屬公司詳情(續)

- (i) 截至2019年12月31日止年度，本集團出售其於天津仕寶及Leon HK的20%權益。進一步詳情載於綜合財務報表附註36。
- (ii) 截至2019年12月31日止年度，本集團從非控股權益收購廣州力鴻能源50%已發行股本權益。進一步詳情載於綜合財務報表附註38B。
- (iii) 該等公司為Leon Overseas的附屬公司。此處披露的權益為本集團於該等附屬公司的實際權益。本公司董事認為本集團透過其對Leon Overseas(本公司的非全資附屬公司)的控制對該等公司擁有控制權。

所有該等公司均註冊成立為有限公司。

概無附屬公司於年末已發行任何債務證券。

上表載列本公司董事認為對本集團業績或資產及負債有主要影響的本公司附屬公司。本公司董事認為，若列示其他附屬公司之詳情，會令資料過於冗長。

下表載列本集團擁有重大非控股權益的非全資附屬公司的詳情：

- (i) 截至2020年及2019年12月31日止年度，非控股權益向本集團抵押了其股本權益，以獲取本公司向Leon Overseas提供的股東貸款。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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46. Particulars of Principal Subsidiaries of the Company (Continued)

Summarised financial information in respect of the Group's subsidiary that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

Leon Overseas

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Current assets	流動資產	116,780	94,593
Non-current assets	非流動資產	62,192	45,575
Current liabilities	流動負債	(57,474)	(60,654)
Non-current liabilities	非流動負債	(81,701)	(90,503)
Equity attributable to owners of the Company	本公司擁有人應佔權益	20,784	6,494
Non-controlling interests of Leon Overseas	Leon Overseas的非控股權益	19,907	6,239
Non-controlling interests of Leon Overseas subsidiaries	Leon Overseas附屬公司的非控股權益	(894)	(1,744)

46. 本公司主要附屬公司詳情(續)

擁有重大非控股權益的本集團附屬公司的財務資料摘要載列如下。下文的財務資料摘要乃呈列的集團內對銷之前的金額。

Leon Overseas

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Current assets	流動資產	116,780	94,593
Non-current assets	非流動資產	62,192	45,575
Current liabilities	流動負債	(57,474)	(60,654)
Non-current liabilities	非流動負債	(81,701)	(90,503)
Equity attributable to owners of the Company	本公司擁有人應佔權益	20,784	6,494
Non-controlling interests of Leon Overseas	Leon Overseas的非控股權益	19,907	6,239
Non-controlling interests of Leon Overseas subsidiaries	Leon Overseas附屬公司的非控股權益	(894)	(1,744)

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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46. Particulars of Principal Subsidiaries of the Company (Continued)

46. 本公司主要附屬公司詳情(續)

Leon Overseas (Continued)

Leon Overseas (續)

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Revenue	收入	304,987	155,415
Expenses	開支	(273,460)	(153,401)
Profit for the year	年內利潤	31,527	2,014
Profit attributable to owners of the Company	本公司擁有人應佔利潤	15,677	662
Profit attributable to the non-controlling interests of Leon Overseas	Leon Overseas的非控股權益應佔利潤	15,000	636
Profit attributable to the non-controlling interests of Leon Overseas subsidiary	Leon Overseas附屬公司的非控股權益應佔利潤	850	716
Profit for the year	年內利潤	31,527	2,014
Other comprehensive income attributable to owners of the Company	本公司擁有人應佔其他全面收益	(1,387)	204
Other comprehensive income attributable to the non-controlling interests of Leon Overseas	Leon Overseas的非控股權益應佔其他全面收益	(1,332)	197
Other comprehensive income for the year	年內其他全面收益	(2,719)	401
Total comprehensive income attributable to owners of the Company	本公司擁有人應佔全面收益總額	14,290	866
Total comprehensive income attributable to the non-controlling interests of Leon Overseas	Leon Overseas的非控股權益應佔全面收益總額	13,668	833
Total comprehensive income attributable to the non-controlling interests of Leon Overseas subsidiaries	Leon Overseas附屬公司的非控股權益應佔全面收益總額	850	716
Total comprehensive income for the year	年內全面收益總額	28,808	2,415

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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47. Event After the Reporting Period

On 3 February 2021, a subsidiary of the Company has entered into the sale and purchase agreements with the vendors for the acquisition of the target companies located in the PRC. The principal activities of the target companies are providing environmental monitoring and testing services including ecological monitoring, soil testing, environmental technology consultation and assessment as well as carbon neutrality. The transaction has been completed up to the date of this report.

47. 報告期後事項

於2021年2月3日，本公司的附屬公司與賣方訂立買賣協議以收購位於中國的目標公司。目標公司主要從事提供環境監測及檢測服務，包括生態監測、土壤檢測、環境技術諮詢及評估，以及碳中和。直至本報告日期，交易已完成。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
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48. Statement of Financial Position of the Company

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

48. 本公司財務狀況表

於報告期末有關本公司財務狀況表的資料如下：

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、廠房及設備	-	1
Investment in a subsidiary	投資附屬公司	61,281	58,044
Amounts due from subsidiaries	應收附屬公司款項	78,481	67,093
Right-of-use assets	使用權資產	137	457
Total non-current assets	非流動資產總值	139,899	125,595
CURRENT ASSETS	流動資產		
Other receivables	其他應收款項	6,318	312
Amounts due from subsidiaries	應收附屬公司款項	27,390	73,274
Cash and cash equivalents	現金及現金等價物	5,725	2,115
Total current assets	流動資產總值	39,433	75,701
CURRENT LIABILITIES	流動負債		
Other payables	其他應付款項	8,686	16,569
Other borrowings	其他借款	-	41,140
Lease liabilities	租賃負債	125	301
Total current liabilities	流動負債總額	8,811	58,010
NET CURRENT ASSETS	流動資產淨值	30,622	17,691
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債	170,521	143,286
NON-CURRENT LIABILITIES	非流動負債		
Lease liabilities	租賃負債	-	143
Net assets	資產淨值	170,521	143,143
EQUITY	權益		
Share capital	股本	131	131
Reserves	儲備	170,390	143,012
Total equity	權益總額	170,521	143,143

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2020
截至2020年12月31日止年度

48. Statement of Financial Position of the Company (Continued)

Note: A summary of the Company's reserve is as follows:

48. 本公司財務狀況表(續)

附註：本公司儲備概要如下：

		Capital reserve (Note) 資本儲備 (附註)	Share option reserve 購股權儲備	Retained profits (accumulated losses) 保留利潤 (累計虧損)	Total 合計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2019	於2019年1月1日	125,869	2,180	(4,304)	123,745
Profit and total comprehensive income for the year	年內利潤及全面收益總額	-	-	21,423	21,423
Final 2018 dividend declared	已宣派2018年末期股息	-	-	(3,000)	(3,000)
Equity-settled shares option expense	以權益結算的購股權開支	-	844	-	844
At 31 December 2019	於2019年12月31日	125,869	3,024	14,119	143,012
Profit and total comprehensive income for the year	年內利潤及全面收益總額	-	-	42,151	42,151
Final 2019 dividend declared	已宣派2019年末期股息	-	-	(15,000)	(15,000)
Equity-settled shares option expense	以權益結算的購股權開支	-	227	-	227
At 31 December 2020	於2020年12月31日	125,869	3,251	41,270	170,390

Note: The amounts represent for i) the share premium of the issued share capital of the Company; and ii) the difference between the nominal values of the ordinary shares issued by the Company and the share capital of subsidiaries acquired through an exchange of shares pursuant to the reorganisation of the Company in prior years.

附註：該等金額為i)本公司已發行股本之股份溢價；及ii)本公司已發行普通股面值與透過根據本公司過往年度重組進行股份交換所收購附屬公司之股本之間的差額。

49. Major Non-Cash Transactions

During the year, the Group entered into new lease agreements for the use of leased properties for 2 to 5 years. On the lease commencement, the Group recognised RMB7,098,000 right-of-use assets and RMB7,098,000 lease liabilities (2019: RMB18,036,000 right-of-use assets and RMB18,036,000 lease liabilities).

49. 重大非現金交易

年內，本集團就使用租賃物業訂立為期2至5年的新租賃協議。於租賃開始時，本集團確認人民幣7,098,000元的使用權資產及人民幣7,098,000元的租賃負債(2019年：人民幣18,036,000元的使用權資產及人民幣18,036,000元的租賃負債)。

Financial Summary

財務概要

For the year ended 31 December

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		2016	2017	2018	2019	2020
		2016年	2017年	2018年	2019年	2020年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
				(Note 1) (附註1)	(Note 2) (附註2)	
Revenue	收入	186,466	200,921	233,750	396,456	573,990
Profit before income tax	所得稅前利潤	38,058	43,137	14,212	46,900	92,329
Income tax expense	所得稅開支	(4,430)	(8,434)	(9,311)	(18,143)	(17,471)
Profit for the year	年內利潤	33,628	34,703	4,901	28,757	74,858
Profit attributable to:	以下各項應佔利潤：					
Owners of the Company	本公司擁有人	33,628	35,595	14,021	24,171	50,767
Non-controlling interests	非控股權益	-	(892)	(9,120)	4,586	24,591

As at 31 December

於12月31日

		2016	2017	2018	2019	2020
		2016年	2017年	2018年	2019年	2020年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Total assets	資產總值	216,758	254,370	328,854	414,485	439,521
Total liabilities	負債總額	45,108	56,072	131,863	193,215	164,796
Equity attributable to owners of the Company	本公司擁有人應佔權益	171,650	195,206	201,884	222,953	251,105

Notes:

- In 2018, the Group has applied IFRS 15, IFRS 9 and other amendments to IFRSs. Accordingly, certain comparative information for the years ended 31 December 2016 and 2017 may not be comparable to the year ended 31 December 2018, 2019 and 2020 as such comparative information was prepared under IAS 18 and IAS 39.
- In 2019, the Group has applied IFRS 16. Accordingly, certain comparative information for the years ended 31 December 2016, 2017 and 2018 may not be comparable to the year ended 31 December 2019 and 2020 as such comparative information was prepared under IAS 17.

附註：

- 於2018年，本集團已應用《國際財務報告準則》第15號、《國際財務報告準則》第9號及《國際財務報告準則》的其他修訂。因此，截至2016年及2017年12月31日止年度的若干比較資料可能與截至2018年、2019年及2020年12月31日止年度不可比較，因為該等比較資料乃根據《國際會計準則》第18號及《國際會計準則》第39號所編製的。
- 於2019年，本集團已應用《國際財務報告準則》第16號。因此，截至2016年、2017年及2018年12月31日止年度的若干比較資料可能與截至2019年及2020年12月31日止年度不可比較，因為該等比較資料乃根據《國際會計準則》第17號所編製的。

In this annual report, unless the context otherwise requires, the following expressions shall have the following meanings.

於本年度報告內，除文義另有所指外，下列詞彙具有以下涵義。

“AGM(s)” 「股東週年大會」	annual general meeting(s) of the Company 指本公司的股東週年大會
“Articles” 「章程細則」	the articles of association of the Company adopted on 18 June 2016 指本公司於2016年6月18日採納的組織章程細則
“Audit Committee” 「審核委員會」	the audit committee of the Company 指本公司的審核委員會
“Board” 「董事會」	the board of Directors of the Company 指本公司的董事會
“CEO” 「行政總裁」	chief executive officer of the Company 指本公司的行政總裁
“China” or “PRC” 「中國」	the People’s Republic of China 指中華人民共和國
“CG Code” 「《企業管治守則》」	the “Corporate Governance Code” set out in Appendix 14 to the Listing Rules 指《上市規則》附錄14所載的《企業管治守則》
“Company”, “our Company”, “Group”, “our Group”, “China Leon”, “we” or “us” 「本公司」、「本集團」、 「中國力鴻」或「我們」	China Leon Inspection Holding Limited (中國力鴻檢驗控股有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability on 29 July 2015 and except where the context indicated otherwise its subsidiaries 指中國力鴻檢驗控股有限公司，一家於2015年7月29日根據開曼群島法律註冊成立的獲豁免有限責任公司及(除文義另有所指外)其附屬公司
“Controlling Shareholders” 「控股股東」	Mr. LI Xiangli, Ms. ZHANG Aiyong, Mr. LIU Yi, Leon Cornerstone Investment Holding Limited, Swan Stone Investment Holding Limited and Hawk Flying Investment Holding Limited 指李向利先生、張愛英女士、劉翊先生、Leon Cornerstone Investment Holding Limited、Swan Stone Investment Holding Limited及Hawk Flying Investment Holding Limited
“Director(s)” 「董事」	the director(s) of the Company 指本公司董事
“HK\$” 「港元」	Hong Kong dollars, the lawful currency of Hong Kong 指香港法定貨幣，港元

Definitions

釋義

“Lihong Inspection” 「力鴻檢驗」	Lihong Inspection Group Limited (力鴻檢驗集團有限公司) (formerly known as “Beijing Huaxia Lihong Commodity Inspection Co., Ltd. (北京華夏力鴻商品檢驗有限公司)”), a company incorporated in the PRC on 19 January 2009 and an indirect wholly-owned subsidiary of our Company 指力鴻檢驗集團有限公司(前稱「北京華夏力鴻商品檢驗有限公司」)，一家於2009年1月19日在中國註冊成立的公司，為本公司的間接全資附屬公司
“Listing Rules” 「《上市規則》」	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time) 指《聯交所證券上市規則》(經不時修訂)
“Model Code” 「《標準守則》」	the “Model Code for Securities Transactions by Directors of Listed Issuers” set out in Appendix 10 to the Listing Rules 指《上市規則》附錄10所載之《上市發行人董事進行證券交易的標準守則》
“Nomination Committee” 「提名委員會」	the nomination committee of the Company 指本公司的提名委員會
“year” 「本年度」	from 1 January 2020 to 31 December 2020 指自2020年1月1日至2020年12月31日
“Prospectus” 「招股章程」	the prospectus of the Company dated 29 June 2016 指本公司日期為2016年6月29日的招股章程
“Remuneration Committee” 「薪酬委員會」	the remuneration committee of the Company 指本公司的薪酬委員會
“RMB” 「人民幣」	Renminbi, the lawful currency of the PRC 指中國的法定貨幣，人民幣
“SFO” 「《證券及期貨條例》」	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time 指香港法例第571章《證券及期貨條例》，經不時修訂、補充或以其他方式修改
“Share(s)” 「股份」	ordinary share(s) of par value US\$0.00005 each in the issued share capital of our Company 指本公司已發行股本中每股面值0.00005美元的普通股
“Shareholder(s)” 「股東」	holder(s) of the Shares 指股份持有人
“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited 指香港聯合交易所有限公司
“%” 「%」	per cent. 指百分比



CHINA LEON INSPECTION HOLDING LIMITED

中国力鸿检验控股有限公司