



K & P International Holdings Limited

堅寶國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號 : 675)

Annual 年報
Report
2019

* For identification purpose only 僅供識別

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公司資料

Corporate Information

BOARD OF DIRECTORS

Executive directors

Lai Pei Wor (*Chairman*)
Chan Yau Wah (*Deputy Chairman*)

Independent non-executive directors

Kung Fan Cheong
Mak Kwai Wing
Li Yuen Kwan, Joseph

EXECUTIVE COMMITTEE

Lai Pei Wor (*Chairman*)
Chan Yau Wah

AUDIT COMMITTEE

Mak Kwai Wing (*Chairman*)
Kung Fan Cheong
Li Yuen Kwan, Joseph

REMUNERATION COMMITTEE

Kung Fan Cheong (*Chairman*)
Mak Kwai Wing
Li Yuen Kwan, Joseph

NOMINATION COMMITTEE

Lai Pei Wor (*Chairman*)
Kung Fan Cheong
Mak Kwai Wing
Li Yuen Kwan, Joseph

COMPANY SECRETARY

Ng Kwong Kui (resigned on 3 May 2019)
Tsang Wai Lun (appointed on 3 May 2019)

AUDITOR

Mazars CPA Limited
Certified Public Accountants

PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited
CMB Wing Lung Bank Limited
The Hongkong and Shanghai Banking Corporation Limited
Dah Sing Bank, Limited
Agricultural Bank of China

董事會

執行董事

賴培和(*主席*)
陳友華(*副主席*)

獨立非執行董事

孔蕃昌
麥貴榮
李沅鈞

執行委員會

賴培和(*主席*)
陳友華

審核委員會

麥貴榮(*主席*)
孔蕃昌
李沅鈞

薪酬委員會

孔蕃昌(*主席*)
麥貴榮
李沅鈞

提名委員會

賴培和(*主席*)
孔蕃昌
麥貴榮
李沅鈞

公司秘書

吳光僑(於二零一九年五月三日辭任)
曾偉倫(於二零一九年五月三日委任)

核數師

中審眾環(香港)會計師事務所有限公司
執業會計師

主要往來銀行

星展銀行(香港)有限公司
招商永隆銀行有限公司
香港上海滙豐銀行有限公司
大新銀行有限公司
中國農業銀行

公司資料 Corporate Information

PRINCIPAL SHARE REGISTRARS AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited
4th floor North Cedar House
41 Cedar Avenue
Hamilton HM12
Bermuda

HONG KONG BRANCH SHARE REGISTRARS AND TRANSFER OFFICE

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

HONG KONG LEGAL ADVISER

ReedSmith Richards Butler

BERMUDA LEGAL ADVISER

Conyers Dill & Pearman

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Units 2304-06, 23rd Floor
Riley House
88 Lei Muk Road
Kwai Chung
New Territories
Hong Kong

WEBSITE

www.kpihl.com

STOCK CODE

675

主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited
4th floor North Cedar House
41 Cedar Avenue
Hamilton HM12
Bermuda

股份過戶登記處香港分處

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心54樓

香港法律顧問

禮德齊伯禮律師行

百慕達法律顧問

Conyers Dill & Pearman

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

總辦事處及主要營業地點

香港
新界
葵涌
梨木道88號
達利中心
23樓2304-06室

網址

www.kpihl.com

股份代號

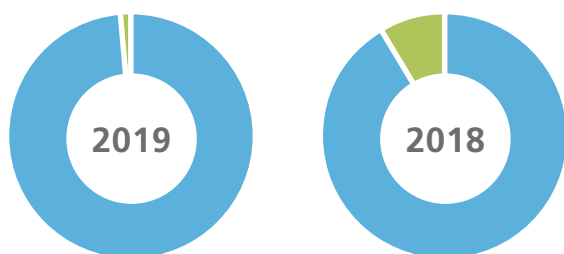
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財務摘要

Financial Highlights

		2019 二零一九年	2018 二零一八年 (re-presented) (重列)
		HK\$ million 百萬港元	HK\$ million 百萬港元
Revenue	收入		
– Continuing operations	– 持續經營業務	341.4	423.6
– Discontinued operation	– 已終止經營業務	4.1	40.1
		345.5	463.7
Profit attributable to owners of the Company	本公司擁有人所佔溢利	16.7	1.2
Property, plant and equipment	物業、廠房及設備	214.3	211.6
Equity	權益	286.3	273.6
Basic earnings per share	每股基本盈利	HK6.24 cents港仙	HK0.46 cent港仙

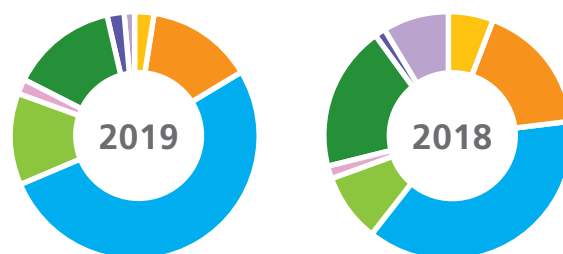
REVENUE BY OPERATING SEGMENT 按經營分類之收入



Continued operations	持續經營業務
– Precision parts and components	精密零部件
Discontinued operation	已終止經營業務
– Consumer electronic products	電子消費品
Total	總計

2019 二零一九年	2018 二零一八年
98.8%	91.4%
1.2%	8.6%
100.0%	100.0%

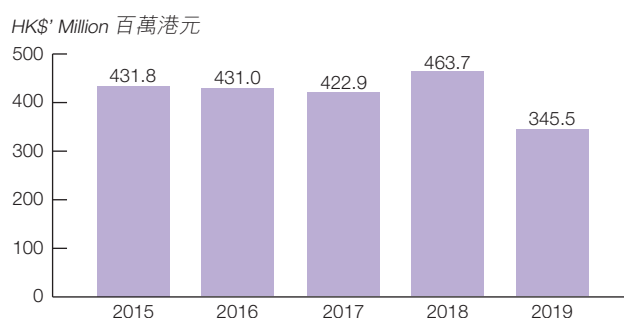
REVENUE BY GEOGRAPHICAL INFORMATION 按地區資料之收入



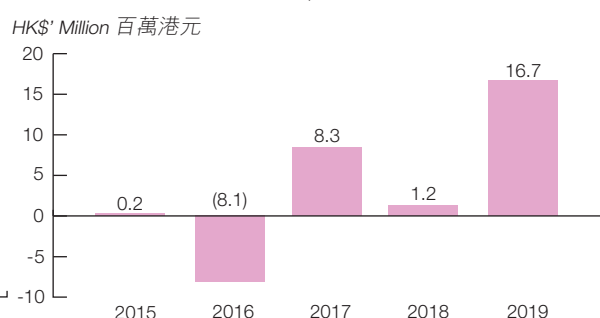
Continuing operations	持續經營業務
– Hong Kong	香港
– Mainland China	中國大陸
– Japan and other Asian countries	日本及其他亞洲國家
– North America	北美洲
– South America	南美洲
– Europe	歐洲
– Other countries	其他國家
Discontinued operation	已終止經營業務
Total	總計

2019 二零一九年	2018 二零一八年 (re-presented) (重列)
2.7%	5.9%
13.7%	17.4%
52.3%	37.4%
12.1%	8.8%
1.9%	1.8%
13.7%	18.8%
2.4%	1.3%
1.2%	8.6%
100.0%	100.0%

REVENUE 收入



PROFIT/(LOSS) ATTRIBUTABLE TO OWNERS OF THE COMPANY 本公司擁有人所佔溢利／(虧損)



主席報告

Chairman's Statement

On behalf of the Board of Directors (the "Board"), I am pleased to report the annual audited results of the Company together with the subsidiaries (collectively the "Group") for the year ended 31 December 2019.

FINANCIAL RESULTS

The Group's turnover from continuing operations for the year ended 31 December 2019 amounted to approximately HK\$341.4 million, representing a 19.4% decrease from the previous year. Overall gross profit from continuing operations amounted to approximately HK\$75.1 million this year, representing an 24.4% increase from the previous year. Profit attributable to owners of the Company was approximately HK\$16.7 million (2018: HK\$1.2 million).

Basic earnings for the year ended 31 December 2019 amounted to HK6.24 cents (2018: HK0.46 cent) per share.

BUSINESS REVIEW

During the first half of 2019, a factory (the "Shiyan factory") in the precision parts and component segment had been closed down, and also the business operation for consumer electronics products segment had discontinued, which had discussed in the interim report of 2019. Furthermore, as the cost of manufacturing at Mainland China was highly affected by Renminbi ("RMB") exchange rate, the Group had entered into forward currency contracts since April 2019 to manage the impact of appreciation of RMB. For the year ended 31 December 2019, the realised loss for these forward currency contracts of approximately HK\$6.4 million (2018: Nil) was incurred. Despite this, the weak RMB released our cost of manufacturing resulting in an improvement of profit margin in 2019.

Due to the deprived output from Shiyan Factory, the turnover of the precision parts and components segment dropped to approximately HK\$341.4 million, representing a decrease of 19.4% from previous year. Despite the absence of profit contribution from Shiyan factory in 2019, the segment profit increased to approximately HK\$27.2 million (2018: HK\$17.6 million) mainly attributable to the depreciation of RMB which released the cost of manufacturing in Mainland China and the absence of one-off provision for staff compensation (2018: HK\$13.4 million) for closure of Shiyan Factory.

本人欣然代表董事會(「董事會」)提呈本公司及其附屬公司(統稱「本集團」)截至二零一九年十二月三十一日止年度之全年業績。

財務業績

截至二零一九年十二月三十一日止年度，本集團持續經營業務之營業額約341,400,000港元，較去年減少19.4%，持續經營業務之整體毛利額約75,100,000港元，較去年增加24.4%。本公司擁有人所佔溢利約16,700,000港元(二零一八年：1,200,000港元)。

截至二零一九年十二月三十一日止年度，每股基本盈利為6.24港仙(二零一八年：0.46港仙)。

業務回顧

於二零一九年的中期報告提及，精密零部件分類其下一廠房(「石岩廠房」)及電子消費品分類業務於二零一九年上半年全面終止營運。另外，鑑於本集團於中國大陸之生產成本受人民幣匯價大幅波動影響，本集團於二零一九年四月份開始購買為控制人民幣升值影響之遠期貨幣合約。截至二零一九年十二月三十一日止年度，上述遠期貨幣合約錄得已變現虧損約6,400,000港元(二零一八：無)。雖然如此，受惠於人民幣匯價疲弱而減輕於中國大陸之生產成本，本集團的二零一九年整體毛利率較去年錄得改善。

由於石岩廠房已於二零一九年上半年終止營運，精密零部件分類之營業額較去年減少19.4%至約341,400,000港元。雖然本財政年度缺乏石岩廠房之溢利貢獻，此分類業務之經營溢利仍較去年增加至約27,200,000港元(二零一八年：17,600,000港元)，其主要原因包括受惠於人民幣匯價疲弱而減輕於中國大陸的生產成本，及本財政年度並無因關閉廠房而產生一次性的員工補償金撥備(二零一八年：13,400,000港元)。

主席報告

Chairman's Statement

BUSINESS REVIEW *(continued)*

With the completion of the discontinuation in business operation of the consumer electronic products segment in the third quarter of 2019, the turnover of the segment dropped by 89.7% to approximately HK\$4.1 million. Since most of the staff had been laid off at end of 2018, the segment loss decreased to approximately HK\$0.9 million from HK\$7.9 million in 2018.

As discussed above, due to the absence of staff compensation incurred in 2018 for closure of Shiyen factory and the weak RMB, the gross profit margin from continuing operations of the Group in 2019 had increased by 7.8% to 22.0%. In addition, with the cessation of Shiyen factory, the selling and distribution costs, administrative and other expenses for continuing operations dropped by 7.9% and 2.8% to approximately HK\$24.9 million and HK\$32.1 million respectively. The administrative and other expenses included a loss on disposal for low-performance machineries of approximately HK\$4.4 million (2018: HK\$0.1 million) as a result of the pressing need to provide more space for new machineries at the existing manufacturing plants. The finance costs from continuing operations decreased to approximately HK\$1.1 million (2018: HK\$1.8 million) due to the decreased financing activities.

FUTURE PLANS AND PROSPECTS

The business outlook of the Group remains good despite a number of uncertainties such as the recent coronavirus, lingering trade conflicts between the United State of America and China, the volatility of RMB, and the labour shortage at the manufacturing sector in Mainland China. For the coronavirus, the Group is assessing the potential impacts to the business. And, looking ahead, the Group will keep on exploring and serving diversified customers mitigating any negative impact arising from the trade conflicts, actively seek opportunity and new technology to invest in production automation solving the labour shortage, and also continue utilising the forward currency contracts to manage the volatility of RMB impacting our cost of manufacturing. Hence, we are still confident that the Group will improve the profitability in the future. The Group's financial position remains healthy and is strong enough to finance our daily operation.

業務回顧(續)

鑑於電子消費品分類業務已於二零一九年第三季完成終止營運，此分類業務之營業額較去年減少89.7%至約4,100,000港元。但由於大部份的員工已於二零一八年期末遣散，此分類業務之經營虧損較去年同期減少至約900,000港元(二零一八年：7,900,000港元)。

如上文所述，由於本財政年度並無因關閉廠房而產生的員工補償金撥備，而疲弱的人民幣匯價減輕生產成本，本集團二零一九年持續經營業務之整體毛利率較去年上升7.8%至22.0%。同時，由於石岩廠房業務已終止營運，持續經營業務之銷售及經銷成本、行政及其他費用較去年分別減少7.9%及2.8%至約24,900,000港元及32,100,000港元，其中行政及其他費用包括為確切需要增加廠房生產面積，而出售部份低產能機器錄得虧損約4,400,000港元(二零一八年：100,000港元)。融資成本因融資減少而下跌至約1,100,000港元(二零一八年：1,800,000港元)。

未來計劃及展望

儘管市場仍存在各種不確定性因素，如新型冠狀病毒、揮之不去的中美貿易磨擦、人民幣匯價的大幅波動、及中國製造業面對的勞工短缺問題，本集團業務前景仍然向好。有關最近的新型冠狀病毒，本集團仍在評估其對業務的潛在影響。展望未來，本集團會持續開拓新客戶及發展市場多元化，減低因貿易磨擦可能帶來的負面影響，以及積極尋找投資生產自動化新科技的機會，去解決現行勞工短缺的問題，另外會繼續使用遠期貨幣合約來減輕因人民幣匯價大幅波動對本集團生產成本之影響，本集團有信心可持續提升日後溢利能力。本集團財政狀況維持穩健，日常營運資金充裕。

主席報告

Chairman's Statement

APPRECIATION

I would like to take this opportunity to thank our board of directors, management team and all our staff for their contribution, and also thank for the support of our shareholders and business partners over the years.

Lai Pei Wor
Chairman

Hong Kong, 26 March 2020

致謝

本人藉此衷心多謝董事會成員、管理人員及全體員工所作出的貢獻，以及多謝各股東及商業伙伴多年來對我們的支持。

主席
賴培和

香港，二零二零年三月二十六日

管理層之討論及分析

Management Discussion and Analysis

OPERATIONS REVIEW

The following highlights the Group's results for the year ended 31 December 2019.

- Turnover from continuing operations decreased by 19.4% from the previous year to approximately HK\$341.4 million for the year.
- Gross profit from continuing operations increased by HK\$14.8 million from 2018 to approximately HK\$75.1 million in 2019.
- Profit from continuing operating activities before finance costs increased by HK\$9.6 million from previous year to approximately HK\$24.4 million for the year.
- Finance costs from continuing operations decreased by HK\$0.7 million from the previous year to approximately HK\$1.1 million.
- Profit after tax from continuing operations for the year was approximately HK\$17.6 million.

In the year under review, turnover of the precision parts and components segment and consumer electronic products segment had decreased by 19.4% and 89.7% respectively as compared with the previous year.

The Group's overall gross profit from continuing operations had increased by 24.4% from the previous year.

The Group's finance costs from continuing operations had dropped to approximately HK\$1.1 million for the year due to decrease in financing activities.

LIQUIDITY AND FINANCIAL RESOURCES

The Group generally finances its operations with internally generated cash flow and loan facilities provided by its principal bankers and other financial institution in Hong Kong.

The total borrowings from banks included all term loans, import and export loans, which amounted to approximately HK\$12.0 million as at 31 December 2019.

The Group's financial position remains healthy. At the end of the reporting period, the aggregate balance of bank balances and cash of the Group amounted to approximately HK\$51.5 million.

營運回顧

以下是本集團於截至二零一九年十二月三十一日止年度主要業績概況。

- 持續經營業務之營業額比去年減少19.4%至本年度約341,400,000港元。
- 持續經營業務之毛利比二零一八年增加14,800,000港元至二零一九年約75,100,000港元。
- 本年度持續經營業務之經營溢利於未計及融資成本前比去年增加9,600,000港元至本年度約24,400,000港元。
- 持續經營業務之融資成本比去年減少700,000港元至約1,100,000港元。
- 本年度持續經營業務之除稅後溢利約17,600,000港元。

回顧本年度，精密零部件分類及電子消費品分類之營業額與上年度相比分別減少19.4%及89.7%。

本集團持續經營業務之整體毛利較去年增加24.4%。

由於融資活動的減少，本集團持續經營業務之融資成本較去年下跌至約1,100,000港元。

流動資金及資金來源

本集團一般以內部產生之現金流及其香港之主要往來銀行及其他財務機構所提供之備用信貸作為其營運資金。

於二零一九年十二月三十一日，銀行借貸總額包括銀行所有貸款及進出口貸款約12,000,000港元。

本集團之財務狀況維持穩健。於報告期末，本集團之銀行結餘及現金等值項目之結餘總額約51,500,000港元。

管理層之討論及分析

Management Discussion and Analysis

LIQUIDITY AND FINANCIAL RESOURCES (continued)

The Group's borrowings are on a floating rate basis and are mainly denominated in Hong Kong dollars or United States dollars. These match with the principal currencies in which the Group conducts its business.

The gearing ratio on the basis of net debt divided by the total capital plus net debt as at 31 December 2019 was 10.3% (2018: 23.4%).

CHARGE ON THE GROUP'S ASSETS

At 31 December 2019, the Group's machines and equipment carrying amount of approximately HK\$3.3 million (2018: HK\$7.9 million) and no trade receivables (2018: HK\$0.1 million) were pledged under lease/finance leases and bank loans – discounted bills with recourse respectively.

CAPITAL STRUCTURE

As at 31 December 2019, the Company had 267,004,800 ordinary shares in issue with total shareholders' equity of the Group amounted to approximately HK\$286.3 million.

FUND RAISING

Other than obtaining general loan facilities to finance the Group's trading requirements and finance leases to finance the acquisition of machines and equipment, the Group did not have any fund raising activities in 2019.

EMPLOYEES

As at 31 December 2019, the Group had a total workforce of approximately 1,039 of which approximately 34 were based in Hong Kong, approximately 5 were based in overseas and approximately 1,000 were based in Mainland China.

The Group remunerates its employees largely based on the prevailing industry practice and labour laws. Since December 1996, the Company has adopted a share option scheme for the purpose of providing incentives and rewards to the employees of the Group.

Moreover, under the Mandatory Provident Fund Scheme Ordinance of Hong Kong, the Group has operated a defined contribution Mandatory Provident Fund retirement benefits scheme for all its Hong Kong employees. For overseas and Mainland China employees, the Group is required to contribute a certain percentage of its payroll costs to the central pension scheme operated by the respective local governments.

流動資金及資金來源(續)

本集團之貸款按浮動息率並以港元或美元結算為主，而本集團名下之業務營運亦以該等貨幣為主。

於二零一九年十二月三十一日，根據債項淨值除以總資本加債項淨值之總和計算之負債比率為10.3%(二零一八年：23.4%)。

本集團已抵押資產

於二零一九年十二月三十一日，本集團作為租賃／融資租賃而抵押之機器及設備之賬面值約3,300,000港元(二零一八年：7,900,000港元)，及並無應收賬項(二零一八年：100,000港元)抵押作可退回的貼現票據之銀行貸款。

資本結構

於二零一九年十二月三十一日，本公司之已發行股份為267,004,800股普通股，而本集團之總股東權益約286,300,000港元。

籌集資金

除了取得一般備用信貸以支付本集團之買賣需求及融資租賃以支付購買機器及設備外，本集團於二零一九年概無資金籌集活動。

僱員

於二零一九年十二月三十一日，本集團共有約1,039名僱員，其中約34名駐香港、約5名駐海外及約1,000名駐中國大陸。

本集團主要根據目前業內慣例及勞工法例釐定僱員薪酬。本公司自一九九六年十二月以來已實行一項購股權計劃，目的是提供獎勵及報酬予本集團僱員。

此外，本集團根據香港強制性公積金計劃條例，為於香港之所有僱員實施一項定額供款的強制性公積金計劃。至於海外及中國大陸的僱員，本集團須要按照其當地政府所營辦的中央退休金計劃，以僱員薪金的若干百分比作供款。

企業管治報告

Corporate Governance Report

CORPORATE GOVERNANCE CODE

In the opinion of the directors, the Company has complied with all the code provisions of the Corporate Governance Code, as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, throughout the year ended 31 December 2019, except for the following deviation:

Code Provision A.2.1 stipulates that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual. The roles of the Chairman and the Chief Executive Officer are not separate and are performed by Mr. Lai Pei Wor. Since the Board will meet regularly to consider major matters affecting the operations of the Company, the Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Company and believes that this structure will enable the Company to make and implement decisions promptly and efficiently.

BOARD OF DIRECTORS

The Board of the Company currently comprises the following directors:

Executive Directors

Lai Pei Wor (*Chairman*)

Chan Yau Wah (*Deputy Chairman*)

Independent Non-Executive Directors

Kung Fan Cheong

Mak Kwai Wing

Li Yuen Kwan, Joseph

The list of directors (by category) is also disclosed in all corporate communications issued by the Company from time to time pursuant to the Listing Rules.

None of the members of the Board is related to one another. During the year ended 31 December 2019, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors representing more than one-third of the Board with at least one independent non-executive director possessing appropriate professional qualifications, or accounting or related financial management expertise.

企業管治守則

董事認為，本公司於截至二零一九年十二月三十一日止年度一直遵守香港聯合交易所有限公司證券上市規則附錄十四所載之企業管治守則所載的所有條文，除下述偏離者外：

守則條文第A.2.1條規定，主席及行政總裁之角色應有區分，而且不應由一人同時兼任。主席及行政總裁之角色並未區分，並由賴培和先生擔任。由於董事會將定期舉行會議，以考慮影響本公司營運之重大事宜，因此董事會認為此架構不會影響董事會與本公司管理層之間的權力和授權失衡，並相信此架構能使本公司快速及有效制訂及推行決策。

董事會

本公司董事會目前由以下董事組成：

執行董事

賴培和(*主席*)

陳友華(*副主席*)

獨立非執行董事

孔蕃昌

麥貴榮

李沅鈞

董事名錄(按類別)亦於本公司根據上市規則不時刊發之所有公司通訊內予以披露。

董事會成員之間概無任何關連。截至二零一九年十二月三十一日止年度內，董事會一直符合上市規則有關委任最少三名獨立非執行董事的規定，佔董事會三分之一以上，其中至少一名獨立非執行董事具有適合專業資格或會計或相關財務管理專業的規定。

企業管治報告

Corporate Governance Report

Responsibilities and delegation of functions

The Board of the Company is collectively responsible for the oversight of the management of the business and affairs of the Group with the objective of enhancing shareholders' value. The overall management of the Company's business is vested in the Board. The Board has delegated the day-to-day management of the Company's business to the executive directors. In addition, the Board has established Board committees and has delegated to these Board committees various responsibilities as set out in their respective terms of reference.

The Board focuses its attention on matters affecting the Company's overall strategic policies, finances and shareholders. These include financial statements, dividend policy, significant changes in accounting policy, the annual operating budget, certain material contracts, strategies for future growth, major financing arrangements and major investments, risk management strategies, treasury policies and group structure.

The Board formulates overall strategy of the Group, monitors its financial performance and maintains effective oversight over the management. The Board members are fully committed to their roles and have acted in good faith to maximise the shareholders' value in the long run, and has aligned the Group's goals and directions with the prevailing economic and market conditions. Daily operations and administration are delegated to the management.

The Company has put in place appropriate insurance cover in respect of director's liability.

責任及授權之職能

本公司董事會共同負責監管本集團業務及各項事務的管理工作，並以提升股東之價值為目標。本公司之整體業務由董事會負責管理。董事會授權執行董事管理本公司之日常業務。另外，董事會已設立委員會，及其之各種職責授權，分別載於職權範圍內。

董事會專注處理可影響本公司整體策略方針、財務及股東的事項。其中包括財務報表、股息政策、會計政策之重大修改、每年經營預算、若干重大合約、未來發展策略、主要融資安排及重大投資、風險管理策略、庫務政策及集團結構。

董事會制定集團整體發展策略、監管其財務表現及對管理層維持有效監督。董事會成員均盡忠職守，並真誠行事，以盡力為股東帶來長遠之價值，且將本集團之目標及方向，與當時經濟及市場狀況配合。日常營運及管理工作則交由管理層處理。

本公司已就董事之責任投保合適之保險。

企業管治報告

Corporate Governance Report

BOARD MEETINGS AND ANNUAL GENERAL MEETING

Number of Meetings and Directors' Attendance

During the year ended 31 December 2019, four regular board meetings were held at approximately quarterly intervals for reviewing and approving the financial and operating performance, and considering and approving the overall strategies and policies of the Company and one annual general meeting was held. The attendance record of each director is set out below:

Name of director	董事姓名	Attendance of annual general meeting in 2019	Attendance of Board meetings in 2019
		二零一九年出席 股東週年大會次數	二零一九年出席 董事會會議次數
Lai Pei Wor	賴培和	1/1	4/4
Chan Yau Wah	陳友華	1/1	3/4
Kung Fan Cheong	孔蕃昌	1/1	4/4
Mak Kwai Wing	麥貴榮	1/1	4/4
Li Yuen Kwan, Joseph	李沅鈞	1/1	4/4

CORPORATE GOVERNANCE FUNCTION

The Company has not set up a corporate governance committee. The Board is responsible for performing the corporate governance duties set out hereunder:

- (a) develop and review the Company's policies and practices on corporate governance and make recommendations;
- (b) review and monitor the training and continuous professional development of the directors and senior management;
- (c) review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) develop, review and monitor the code of conduct and compliance manual (if any) applicable to the employees and directors of the Company;
- (e) review the Company's compliance with the code and disclosure in the corporate governance report; and
- (f) review these terms of reference and their effectiveness and from time to time recommend any necessary changes.

董事會會議及股東週年大會

會議數目及董事出席記錄

截至二零一九年十二月三十一日止年度內，董事會已舉行四次定期會議，約每季度舉行以檢討及批准本集團之財務及經營表現，並考慮及批准本公司之整體策略及政策及已舉行一次股東週年大會。各董事之出席記錄如下：

企業管治職能

本公司並沒有成立企業管治委員會。董事會負責履行載列如下之企業管治職責：

- (a) 制定及檢討本公司之企業管治政策及常規，並提出建議；
- (b) 檢討及監察董事及高級管理人員之培訓及持續專業發展；
- (c) 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
- (d) 制定、檢討及監察適用於本公司之董事及僱員之操守準則及合規手冊(如有)；
- (e) 檢討本公司遵守守則條文之情況及在企業管治報告內之披露；及
- (f) 檢討此職權範圍及其有效性，並不時建議任何所需之變更。

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Corporate Governance Report

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code Provision A.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

The roles of the chairman and the chief executive officer are not separate and are performed by Mr. Lai Pei Wor. Since the Board will meet regularly to consider major matters affecting the operations of the Company, the Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Company and believes that this structure will enable the Company to make and implement decisions promptly and efficiently.

INDEPENDENT NON-EXECUTIVE DIRECTORS

All the independent non-executive directors have contracts with the Company for a specified period of two years and are appointed subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company's Bye-laws and the CG Code.

Each independent non-executive director has made an annual confirmation of independence to the Company and the Company considers these directors to be independent under Rule 3.13 of the Listing Rules. None of the directors is related to each other.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the code of conduct regarding directors' securities transactions as set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") of Appendix 10 of the Listing Rules. Based on specific enquiry of the Company's directors, all directors have complied with the required standard set out in the Model Code throughout the year.

The Company has also established written guidelines on no less exacting terms than the Model Code (the "Employees Written Guidelines") for securities transactions by employees who are likely to be in possession of unpublished price-sensitive information of the Company.

No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company.

主席及行政總裁

守則條文第A.2.1條規定，主席及行政總裁之角色應有區分，而且不應由一人同時兼任。

主席及行政總裁之角色並未區分，並由賴培和先生擔任。由於董事會將定期舉行會議，以考慮影響本公司營運之重大事宜，因此董事會認為此架構不會影響董事會與本公司管理層之間的權力和授權失衡，並相信此架構能使本公司快速及有效制訂及推行決策。

獨立非執行董事

所有獨立非執行董事均與本公司簽訂兩年年期之合約，並須按本公司之公司細則及企業管治守則，於本公司之股東週年大會上輪席退任和接受重選。

各獨立非執行董事已根據上市規則第3.13條規定，就其獨立性每年向本公司發出確認書，而本公司認為該等董事均屬獨立人士。董事之間互相概無任何關連。

董事之證券交易

本公司已採納一套就董事進行證券交易的守則，其載於上市規則附錄十的上市發行人董事進行證券交易的標準守則（「標準守則」）。根據本公司向董事作出特定查詢後，全體董事於整個年度均遵守標準守則所載之規定。

本公司亦就可能擁有本公司尚未公開而引致股價波動的資料的僱員進行買賣證券事宜，制定以不比標準守則寬鬆的條款之書面指引（「僱員書面指引」）。

本公司並不知悉有任何僱員違反僱員書面指引的情況。

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CONTINUOUS PROFESSIONAL DEVELOPMENT

To assist directors' continuing professional development, the Company recommends directors to attend relevant seminars to develop and refresh their knowledge and skills. All directors also participate in continuous professional development programmes such as external seminars organised by qualified professionals or reading books and articles, to develop and refresh their knowledge and skills in relation to their contribution to the Board. A record of the training received by the respective directors are kept by the company secretary of the Company.

The individual training record of each director received for the year ended 31 December 2019 is summarised below:

Name of Director	董事姓名	Number of training received that are relevant to the business or directors' duties 接受有關業務或董事職責之培訓次數
Lai Pei Wor	賴培和	1
Chan Yau Wah	陳友華	1
Kung Fan Cheong	孔蕃昌	1
Mak Kwai Wing	麥貴榮	1
Li Yuen Kwan, Joseph	李沅鈞	3

All the directors also understand the importance of continuous professional development and are committed to participating any suitable training to develop and refresh their knowledge and skills.

Mr. Tsang Wai Lun ("Mr. Tsang") was appointed as the company secretary of the Company on 3 May 2019. Pursuant to Rule 3.29 of the Listing Rules, Mr. Tsang has taken no less than 15 hours of relevant professional training during the year ended 31 December 2019.

持續專業發展

為協助董事之持續專業發展，本公司建議董事出席相關之座談會以發展及更新彼等之知識及技能。全體董事亦有出席持續專業發展計劃，如由合資格專業人士所舉辦之外部座談會或閱讀書本及文章，就彼等對董事會之貢獻發展及更新彼等之知識及技能。各董事所接受之培訓記錄由本公司公司秘書存檔。

截至二零一九年十二月三十一日止年度，各董事所接受培訓之個別記錄概述如下：

全體董事均了解到持續專業發展之重要性，承諾參與任何合適之培訓，以發展及更新彼等之知識及技能。

曾偉倫先生（「曾先生」）於二零一九年五月三日獲委任為本公司公司秘書。根據上市規則第3.29條，曾先生於截至二零一九年十二月三十一日止年度已接受不少於15小時之相關專業培訓。

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BOARD COMMITTEES

The Board has established four committees, namely, the Executive Committee, Remuneration Committee, Nomination Committee and Audit Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are posted on the Company's website (except Executive Committee) and are available to shareholders upon request.

The majority of the current members of each Board committee (except Executive Committee) are independent non-executive directors, while all the members of the Executive Committee are executive directors.

The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances at the Company's expense.

EXECUTIVE COMMITTEE

The Executive Committee currently comprises 2 executive directors, namely, Mr. Lai Pei Wor (*chairman*) and Mr. Chan Yau Wah. The Executive Committee shall meet as it may consider appropriate.

The duties of the Executive Committee are as follows:

- (a) to monitor the execution of the Company's strategic plans and operations of all business units of the Company;
- (b) to discuss and make decisions on matters relating to the management and operations of the Company;
- (c) to exercise the functions and responsibilities of the Board between its regular meetings; and
- (d) to review and discuss any other matters as may from time to time be delegated to it by the Board.

董事會委員會

董事會已設立四個委員會，即執行委員會、薪酬委員會、提名委員會及審核委員會，以監督本公司事務之特定方面。本公司所有董事會委員會均按書面界定之職權範圍成立。董事會委員會之職權範圍已於本公司網站刊登(執行委員會除外)及可應要求向股東提供。

目前董事會委員會(執行委員會除外)之主要成員均為獨立非執行董事，唯執行委員會之所有成員均為執行董事。

董事會委員會獲提供足夠資源履行其職務，並可應彼等提出之合理要求，於適當情況下尋求獨立專業意見，費用由本公司負責。

執行委員會

執行委員會目前由兩名執行董事組成，包括賴培和先生(主席)及陳友華先生。執行委員會按合適情況下會面。

執行委員會之職責如下：

- (a) 監察本公司策略計劃之執行及本公司所有分類業務之營運；
- (b) 就有關本公司之管理及營運之事宜進行討論及作出決策；
- (c) 於其定期會議之間執行董事會之職能及責任；及
- (d) 檢討及討論董事會可能不時授權執行之任何其他事宜。

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REMUNERATION COMMITTEE

The Remuneration Committee currently comprises 3 members, all of them are independent non-executive directors. The members of the Remuneration Committee are Mr. Kung Fan Cheong (*chairman*), Mr. Mak Kwai Wing and Mr. Li Yuen Kwan, Joseph.

During the year, the Remuneration Committee held one meeting. The attendance record of each Remuneration Committee member is set out below:

Attendance of Remuneration Committee meeting in 2019 二零一九年出席 薪酬委員會會議次數		
Name of director	董事姓名	
Kung Fan Cheong (<i>Chairman</i>)	孔蕃昌 (主席)	1/1
Mak Kwai Wing	麥貴榮	1/1
Li Yuen Kwan, Joseph	李沅鈞	1/1

The major roles and functions of the Remuneration Committee are as follows:

- (a) to make recommendations to the Board on the Company's policy and structure for all directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (c) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management, which should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- (d) to make recommendations to the Board on the remuneration of non-executive directors;
- (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;

薪酬委員會

薪酬委員會目前由三名成員組成，其成員均為獨立非執行董事。薪酬委員會成員為孔蕃昌先生(主席)，麥貴榮先生及李沅鈞先生。

本年度內，薪酬委員會已舉行一次會議。薪酬委員會各成員之出席紀錄如下：

Attendance of Remuneration Committee meeting in 2019 二零一九年出席 薪酬委員會會議次數		
Name of director	董事姓名	
Kung Fan Cheong (<i>Chairman</i>)	孔蕃昌 (主席)	1/1
Mak Kwai Wing	麥貴榮	1/1
Li Yuen Kwan, Joseph	李沅鈞	1/1

薪酬委員會之主要角色及功能如下：

- (a) 就本公司董事及高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程序制訂此等薪酬政策，向董事會提出建議；
- (b) 因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；
- (c) 向董事會建議個別執行董事及高級管理人員的薪酬待遇，此應包括非金錢利益、退休金權利及賠償金額(包括喪失或終止職務或委任的賠償)；
- (d) 就非執行董事的薪酬向董事會提出建議；
- (e) 考慮同類公司支付的薪酬、須付出的時間及職責以及本集團內其他職位的僱用條件；

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REMUNERATION COMMITTEE (continued)

- (f) to review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- (g) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
- (h) to ensure that no director or any of his associates is involved in deciding his own remuneration;
- (i) to review and sanction new or amended salary, incentive bonus and retirement benefit policies for the Group which are substantial in their cost and have an impact on a significant proportion of employees; and
- (j) to review the Committee's terms of reference and its own effectiveness and recommend to the Board from time to time any necessary changes.

During the year, the Remuneration Committee made recommendations to the Board on executive directors' remuneration packages and terms of employment. The Remuneration Committee also formulated and evaluated the remuneration policy and structure for the directors and senior management of the Company.

SENIOR MANAGEMENT REMUNERATION BY BAND

Pursuant to paragraph B.1.5 of the CG Code, the remuneration of the members of the senior management by band for the year ended 31 December 2019 is set out below:

Remuneration by band	薪酬組別	Number of individuals 組別人數
Nil to HK\$1,000,000	無至1,000,000港元	—
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	2
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1

Further particulars regarding directors' emoluments and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in notes 8 and 9 to the consolidated financial statements of this annual report.

薪酬委員會(續)

- (f) 檢討及批准向執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多；
- (g) 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當；
- (h) 確保任何董事或其任何聯繫人不得參與釐訂他自己的薪酬；
- (i) 檢討及批准本集團牽涉龐大成本及影響大部份僱員之新的或修訂的工資、獎勵花紅及退休福利政策；及
- (j) 檢討委員會的職權範圍及其有效性，並不時向董事會建議任何有需要的變更。

本年度內，薪酬委員會就執行董事之薪酬福利及聘用條款向董事會提出建議。薪酬委員會亦制訂及評估本公司董事及高級管理人員之薪酬政策及結構。

高級管理人員薪酬之組別

根據企業管治守則第B.1.5段，於截至二零一九年十二月三十一日止年度按薪酬組別劃分的高級管理人員薪酬載列如下：

根據上市規則附錄16須予披露有關董事酬金及五位最高薪酬僱員之進一步詳情載於本年報所載之綜合財務報表附註8及9。

企業管治報告

Corporate Governance Report

NOMINATION COMMITTEE

The Nomination Committee currently comprises 1 executive director, namely, Mr. Lai Pei Wor (*chairman*) and 3 independent non-executive directors, namely, Mr. Kung Fan Cheong, Mr. Mak Kwai Wing and Mr. Li Yuen Kwan, Joseph.

During the year, the Nomination Committee held one meeting. The attendance record of each Nomination Committee member is set out below:

Name of director	董事姓名	Attendance of Nomination Committee meeting in 2019 二零一九年出席 提名委員會會議次數
Lai Pei Wor (<i>Chairman</i>)	賴培和 (主席)	1/1
Kung Fan Cheong	孔蕃昌	1/1
Mak Kwai Wing	麥貴榮	1/1
Li Yuen Kwan, Joseph	李沅鈞	1/1

The duties of the Nomination Committee are as follows:

- (a) to review the structure, size and diversity (including but not limited to age, gender, skills, professional and industry experience, educational background, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) to assess the independence of independent non-executive directors;
- (d) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive;
- (e) to review the board diversity policy, as appropriate and the measurable objectives that the board has set for implementing the board diversity policy, and monitor the progress on achieving the objectives; and
- (f) to review the Committee's terms of reference and its own effectiveness and recommend to the Board from time to time any necessary changes.

提名委員會

提名委員會目前由一名執行董事，賴培和先生(主席)及三名獨立非執行董事組成，包括孔蕃昌先生、麥貴榮先生及李沅鈞先生。

本年度內，提名委員會已舉行一次會議。提名委員會各成員之出席紀錄如下：

Attendance of Nomination Committee meeting in 2019 二零一九年出席 提名委員會會議次數

提名委員會之職責如下：

- (a) 至少每年檢討董事會的架構、人數及成員多元化(包括但不限於年齡、性別、技能、專業及行業經驗、教育背景、知識及服務任期方面)，並就任何為配合本公司的策略而擬對董事會作出的變動提出建議；
- (b) 物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
- (c) 評核獨立非執行董事的獨立性；
- (d) 就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃向董事會提出建議；
- (e) 在適當時檢討董事會成員多元化政策及董事會就推行董事會成員多元化政策而制定的可計量目標，並監察達致目標的進度；及
- (f) 審查委員會的職權範圍及其有效性並不時向董事會建議任何有需要的變更。

企業管治報告

Corporate Governance Report

NOMINATION COMMITTEE (continued)

Board Diversity Policy

The Company recognizes and embraces the benefits of having a diverse Board, and sees diversity at Board level as an essential element in maintaining a competitive advantage. A diverse Board will include and make good use of differences in the age, gender, skills, professional and industry experience, educational background, knowledge and length of service. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately. All appointments of the members of the Board are made on merit against objective criteria, with due regard for the benefits of diversity on the Board.

Diversity at all levels have been shown to improve retention and reduce the costs associated with employee turnover. In a diverse workplace, employees are more likely remain loyal when they feel respected, valued for their unique contribution and the importance of being able to attract, retain and motivate employees from the widest possible pool of available talent. Employees are more likely to feel comfortable and happy in an environment where inclusivity is a priority. Equality in the workplace is important for encouraging workers from all backgrounds to feel confident in their ability and achieve their best. The Company are committed to diversity at all levels, including gender, age, cultural and educational background, or professional experience. The recruitment and selection practices at all levels are appropriately structured so that a diverse range of candidates are considered. The Company would identify and provide the relevant professional training programs that will assist in the development of a broader and more diverse pool of skilled and experienced employees and that, in time, their skills will prepare them for senior management and board positions.

The Nomination Committee of the Company reviews and assesses the composition of the Board and makes recommendations to the Board on appointment of new directors of the Company. The Nomination Committee also oversees the conduct of the annual review of the effectiveness of the Board and will give adequate consideration to this Policy including gender balance of the directors and senior management and their direct reports, and its progress in achieving its diversity objectives.

Selection of individuals will be based on a range of diversity perspectives, including but not limited to age, gender, skills, professional and industry experience, educational background, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected individuals will bring to the Board.

提名委員會(續)

董事會多元化政策

本公司了解及認同具有多元化董事會裨益，並視在董事會層面的多元化為維持競爭優勢的重要元素。一個多元化的董事會將包括具備不同年齡、性別、技能、專業及行業經驗、教育背景、知識及服務年限的董事會，並可加以利用。該等不同將於釐定董事會的最適合組成時予以考慮，並於可能情況下保持適當平衡。董事會成員的所有委任均按客觀條件，並適度顧及董事會多元化的裨益而作出。

各級多元化已顯示可提升人才留置及降低僱員流動相關成本。在多元化的工作場所，僱員更有可能在彼等受到尊重、因彼等的獨特貢獻及在盡可能廣泛的人才池中留聘及激勵僱員的重要性而備受重視時保持忠誠。在優先考慮包容性的環境中，僱員更有可能感到舒適和快樂。工作中的平等對於鼓勵來自不同背景的員工對其能力充滿自信並達致最佳狀態至關重要。本公司致力各級多元化，包括性別、年齡、文化及教育背景或專業經驗。各級招聘及甄選均按適當架構進行，以便能招徠多元背景的人選供本公司委聘。本公司將物色及提供相關專業培訓計劃，有助於更廣泛及更多元化的技術嫻熟及經驗豐富的僱員發展，且其技能將適時為其就任高級管理層及董事會職位作好準備。

本公司提名委員會審閱及評估董事會組成，並就委任本公司新董事向董事會作出推薦建議。提名委員會亦監管董事會有效性年度審閱的進行，且將充分考慮本政策，包括董事及高級管理層以及其直接下屬的性別平衡，以及達致其多元化目標的進度。

本公司將一系列多元化因素作為甄選基準，包括但不限於年齡、性別、技能、專業及行業經驗、教育背景、知識及服務年限。最終決定將基於經甄選人士的長處及將為董事會帶來的貢獻作出。

企業管治報告

Corporate Governance Report

DIRECTOR NOMINATION POLICY

1. Nomination and Appointment of Directors

(a) Criteria

In evaluating and selecting any candidate for directorship, the following criteria should be considered:

- Character and integrity.
- Qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the Board Diversity Policy 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 Hong Kong 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.
- Willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of the Company.
- 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.

董事提名政策

1. 董事的提名及委任

(a) 準則

在評估及挑選候選人擔任董事時，下列準則將被考慮：

- 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，以及董事會成員多元化政策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》，董事會需包括獨立非執行董事的規定，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。
- 是否願意及是否能夠投放足夠時間履行身為董事會成員及／或擔任董事會轄下委員會的委員的職責。
- 其他適用於本公司業務及其繼任計畫的其他各項因素，提名委員會及／或董事會可在有需要時修訂有關因素。

企業管治報告

Corporate Governance Report

DIRECTOR NOMINATION POLICY (continued)

2. Nomination Process

(a) Appointment of New Director

- (i) The Nomination Committee and/or the Board should, upon receipt of the proposal on appointment of new director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.
- (ii) If the process yields one or more desirable candidates, the Nomination Committee and/or the Board should rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).
- (iii) The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable.
- (iv) For any person that is nominated by a shareholder for election as a director at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.

Where appropriate, the Nomination Committee and/or the Board should make recommendation to shareholders in respect of the proposed election of director at the general meeting.

董事提名政策 (續)

2. 提名程序

(a) 委任新董事

- (i) 提名委員會及／或董事會應在收到委任新董事的建議及候選人的個人資料(或相關詳情)後，依據上述準則評估該候選人，以決定該候選人是否合資格擔任董事。
- (ii) 如過程涉及一個或多個合意的候選人，提名委員會及／或董事會應根據本公司的需要及每位候選人的證明審查(如適用)排列他們的優先次序。
- (iii) 提名委員會隨後應就委任合適人選擔任董事一事向董事會提出建議(如適用)。
- (iv) 就任何經由股東提名於本公司股東大會上選舉為董事的人士，提名委員會及／或董事會應依據上述準則評估該候選人，以決定該候選人是否合資格擔任董事。

提名委員會及／或董事會應就於股東大會上委任董事的提案向股東提出建議(如適用)。

企業管治報告

Corporate Governance Report

DIRECTOR NOMINATION POLICY (continued)

2. Nomination Process (continued)

(b) Re-election of Director at General Meeting

- (i) The Nomination Committee and/or the Board should review the overall contribution and service to the Company of the retiring director and the level of participation and performance on the Board.
- (ii) The Nomination Committee and/or the Board should also review and determine whether the retiring director continues to meet the criteria as set out above.
- (iii) The Nomination Committee and/or the Board should then make recommendation to shareholders in respect of the proposed re-election of director at the general meeting.

Where the board proposes a resolution to elect or re-elect a candidate as director at the general meeting, the relevant information of the candidate will be disclosed in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting in accordance with the Listing Rules and/or applicable laws and regulations.

The appointment of new directors will be considered and approved by the Board and all new directors are subject to re-election by shareholders at the first general meeting after their appointment and subject to retirement by rotation at least once every three years pursuant to the CG Code.

Mr. Chan Yau Wah and Mr. Mak Kwai Wing shall retire by rotation and being eligible, offer themselves for re-election at the next forthcoming annual general meeting pursuant to the Company's Bye-laws 87(1) and 87(2).

The Board recommended the re-appointment of the directors standing for re-election at the next forthcoming annual general meeting of the Company.

The Company's circular dated 24 April 2020 contains detailed information of the directors standing for re-election.

董事提名政策 (續)

2. 提名程序(續)

(b) 於股東大會上重選董事

- (i) 提名委員會及／或董事會應檢討退任董事對本公司的整體貢獻及服務，以及在董事會的參與程度及表現。
- (ii) 提名委員會及／或董事會亦應檢討及確定退任董事是否仍然符合上述準則。
- (iii) 提名委員會及／或董事會應就於股東大會上重選董事的提案向股東提出建議。

若董事會擬於股東大會上提呈決議案委任或重選某人士為董事，有關股東大會通告所隨附的致股東通函及／或說明函件中，將會按《上市規則》及／或相關適用法律及規則要求載列候選人的有關資料。

新董事之委任須經董事會考慮及批准，所有新董事須按企業管治守則於獲委任後的首次股東大會內接受股東重選並至少三年一次輪席退任。

根據本公司之公司細則第87(1)及87(2)條，陳友華先生及麥貴榮先生將輪席退任於即將舉行之股東週年大會，但彼等均合符資格並願意於即將舉行之股東週年大會上膺選連任。

董事會建議於即將舉行之本公司股東週年大會上重新委任該重選之董事。

本公司於二零二零年四月二十四日之通函內載有重選董事之詳情。

企業管治報告

Corporate Governance Report

AUDITOR'S REMUNERATION

During the year under review, the remuneration paid/payable to the Company's auditor, Messrs. Mazars CPA Limited, is set out as follows:

核數師酬金

回顧本年度內，本公司已付予／應付予核數師中審眾環(香港)會計師事務所有限公司之酬金如下：

Services rendered	所提供之服務	Fees paid/payable HK\$ 已付／應付費用 港元
Audit services	核數服務	1,045,000
Non-audit services (taxation services)	非核數服務 (稅務服務)	65,400
		1,110,400

AUDIT COMMITTEE

The Company has complied with Rule 3.21 of the Listing Rules in relation to the composition of the Audit Committee. The Audit Committee of the Company comprises three independent non-executive directors. The current members of the Audit Committee are Mr. Mak Kwai Wing, Mr. Kung Fan Cheong and Mr. Li Yuen Kwan, Joseph. The Audit Committee is chaired by Mr. Mak Kwai Wing who has appropriate accounting professional qualifications. Code Provision C.3.3 stipulates that members of the Audit Committee should meet at least twice a year with the Company's auditors. During the year, there were two meetings held between the Audit Committee and the Company's auditor. Besides, the Audit Committee shall meet at least twice a year. During the year, the Audit Committee held three meetings. The attendance record of each Audit Committee member is set out below:

審核委員會

本公司就審核委員會之組成已遵守上市規則第3.21條規定。本公司審核委員會成員由三名獨立非執行董事組成。目前審核委員之成員包括麥貴榮先生、孔蕃昌先生及李沅鈞先生。審核委員會主席麥貴榮先生擁有適當之會計專業資格。守則條文第C.3.3條規定，本公司的核數師與審核委員會的成員應至少每年會面兩次。本年度內，審核委員會及本公司核數師之間舉行了兩次會議。此外，審核委員會每年至少舉行兩次會議。本年度內，審核委員會已舉行三次會議。審核委員會各成員之出席紀錄如下：

Name of director	董事姓名	Attendance of Audit Committee meetings in 2019 二零一九年出席 審核委員會會議次數
Mak Kwai Wing (Chairman)	麥貴榮 (主席)	3/3
Kung Fan Cheong	孔蕃昌	3/3
Li Yuen Kwan, Joseph	李沅鈞	3/3

企業管治報告

Corporate Governance Report

AUDIT COMMITTEE (continued)

The principal roles and functions of the Audit Committee include the review of the Group's consolidated financial statements and reporting process, risk management system and internal control procedures. It also acts as an important link between the Board and the Company's auditor in matters within the scope of the group audit. During the meetings held in 2019, the Audit Committee had performed the following works:

- (i) reviewed the directors' report and audited consolidated financial statements for the year ended 31 December 2019 and consider any significant or unusual items raised by the internal auditor or external auditor before submission to the Board;
- (ii) reviewed the interim consolidated financial statements for the six months ended 30 June 2019;
- (iii) reviewed the re-appointment of the external auditor and the nature and scope of audits;
- (iv) reviewed and recommended for approval by the board the 2019 audit scope and fees;
- (v) reviewed and monitored the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standard;
- (vi) reviewed the effectiveness of risk management and internal control system; and
- (vii) reviewed the Group's financial and accounting policies and practices.

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors acknowledge their responsibility for preparing the consolidated financial statements of the Group for the year ended 31 December 2019. The directors ensure the preparation of the consolidated financial statements of the Group are in accordance with statutory requirements and applicable accounting standards. The directors also ensure the publication of the consolidated financial statements of the Group is in a timely manner.

The statement of the Auditor of the Company about their reporting responsibilities on the Group's consolidated financial statements is set out in the Independent Auditor's Report on pages 47 to 52.

審核委員會(續)

審核委員會之主要角色及功能包括檢討本集團之綜合財務報表及報告程序、風險管理及內部監控程序。委員會亦會就集團審計範圍內的事項擔任董事會與公司核數師之間的重要橋樑。審核委員會於二零一九年舉行之會議完成以下工作：

- (i) 向董事會提交由內部核數師或外聘核數師提交之董事會報告及經審核綜合財務報表前，審閱截至二零一九年十二月三十一日止年度之董事會報告及經審核財務報告及考慮彼等所提出之任何重大或不尋常事項；
- (ii) 審閱截至二零一九年六月三十日止六個月之中期綜合財務報表；
- (iii) 檢討外聘核數師之續聘及審計性質和範圍；
- (iv) 檢討二零一九年之審計範圍及核數費用並就此提出建議供董事會批准；
- (v) 檢討及監督外聘核數師之獨立性及客觀性，並按照適用標準檢討審計程序之效率；
- (vi) 檢討風險管理及內部監控系統之效率；及
- (vii) 檢討本集團之財務及會計政策及常規。

董事及核數師就綜合財務報表所承擔之責任

董事確認就編製本集團截至二零一九年十二月三十一日止年度之綜合財務報表承擔責任。董事須確保本集團綜合財務報表的編製符合有關法規及適用之會計準則。董事並確保本集團綜合財務報表適時予以刊發。

本公司核數師就本集團綜合財務報表所作之申報責任聲明列載於第47至52頁之獨立核數師報告內。

企業管治報告

Corporate Governance Report

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges that it is responsible for the risk management and internal control systems and reviewing their effectiveness on an ongoing basis. Such risk management and internal control systems are designed for managing risks rather than eliminating the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board, with the assistance of the Audit Committee, has overall responsibilities for maintaining effective risk management and internal control systems of the Group. During the year, the Board conducted a review of the effectiveness and adequacy of the Group's risk management and internal control systems, covering financial, operational, compliance control and risk management functions. The Group's system of internal control includes the setting up of a management structure with limits of authority, and is designed to help the Group achieve its business objectives, protects its assets against unauthorized use or disposition, ensures the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensures compliance with relevant laws and regulations. After reviewing the Group's risk management and internal control systems, the Board considers that the systems are effective and adequate for the Group as a whole. The Board further considers that there was no material issue relating to the Group's risk management and internal controls systems including financial, operational and compliance controls and risk management functions of the Group and that there were adequate staff with appropriate and adequate qualifications and experience, resources for accounting, internal audit and financial reporting functions, and adequate training programmes had been provided during the year.

The internal control team of the Company plays a major role in monitoring the risk management and internal controls of the Group and reports directly to the Audit Committee. It has full access to review all aspects of the Group's activities, risk management and internal controls. All types of audited reports are circulated to the Audit Committee and key management, which will follow up on any actions and measures taken to improve risk management and internal controls on the recommendations by the internal control team.

The processes used to identify, evaluate and manage significant risks by the Group are summarized as follows:

- Identifies risks that may potentially affect the Group's business and operations.

風險管理及內部監控

董事會確認對風險管理及內部監控系統負責，並有責任持續檢討其有效性。該風險管理及內部監控系統旨在管理而非消除未能達成業務目標的風險，而且就避免重大的失實陳述或損失而言，僅能作出合理而非絕對的保證。

董事會在審核委員會的協助下對於維持本集團穩固有效的風險管理及內部監控系統承擔整體責任。於本年度，董事會已對本集團風險管理及內部監控系統於財務、營運、合規控制及風險管理職能方面的成效及充足性進行審查。本集團的內部監控系統包括建立界定權限的管理架構，以協助本集團達致其商業目標、保護資產以防未經授權挪用或處理、確保置存適當的會計記錄作為可靠的財務資料供內部使用或刊印發行，並確保符合相關法律及規例。於審查本集團的風險管理及內部監控系統後，董事會認為該等系統就本集團整體而言乃屬有效及充足。董事會進一步認為，於本年度，本集團於財務營運及合規控制以及風險管理職能方面概無出現任何重大事宜及本集團具合適資歷及經驗的員工人數以及會計、內部審計及財務申報職能部門的資源均屬充裕，且已獲提供足夠的培訓課程。

本公司的控制部在監督本集團風險管理及內部監控事宜上發揮重要作用，並直接向審核委員會匯報。該部門可全面審閱本集團各方面的事務、風險管理及內部監控事宜。所有經審核報告均會交由審核委員會及主要管理層傳閱，並由彼等跟進控制部就有關推薦建議而採取的任何改善風險管理及內部監控的行動及措施。

本集團用於識別、評估及管理重大風險的程序簡介如下：

- 識別可能對本集團業務及營運構成潛在影響之風險。

企業管治報告

Corporate Governance Report

RISK MANAGEMENT AND INTERNAL CONTROL

(continued)

- Considers the impact on the business and the likelihood of their occurrence.
- Determines the risk management strategies and internal control processes to prevent, avoid or mitigate the risks.
- Performs ongoing and periodic monitoring of the risk and ensures that appropriate internal control processes are in place.
- Reports the results of risk monitoring to the Audit Committee and the Board regularly.

INTERNAL AUDIT FUNCTION

The Group's internal audit function is performed by an internal audit team, which reports directly to the Audit Committee and the Board on a periodical basis. The team conducts internal audit reviews on material controls and compliance with policies and procedures of the Group at both operational and corporate levels. Plans for corrective actions and control improvement are identified and communicated with operations management to address any issues, non-compliance or deficiencies identified. The team monitors the implementation of its recommendations by the operations management and reports the outcome to the Audit Committee and the Board.

DIVIDEND POLICY

- The board of directors of the Company adopt the policy that, in recommending or declaring dividends, the Company shall maintain adequate cash reserves for meeting its working capital requirements and future growth as well as its shareholder value.
- The Company does not have any pre-determined dividend payout ratio.
- The Board has the discretion to declare and distribute dividends to the shareholders of the Company, subject to the Articles of the Association of the Company and all applicable laws and regulations and the factors set out below.

風險管理及內部監控(續)

- 考慮風險對業務之影響及出現之可能性。
- 釐定風險管理策略及內部監控程序，以防止、避免或降低風險。
- 持續並定期監察有關風險，以及確保設有適當的內部監控程序。
- 向審核委員會及董事會定期匯報風險監察的結果。

內部審計職能

內部審計小組專責進行本集團的內部審計職能，按期間直接向審核委員會及董事會匯報。小組專責就本集團營運及企業層面上的重大監控及制度與程序的合規事宜，進行內部審計檢討。小組與營運管理人員溝通，就發現的問題、違反規例的事項或不足之處釐定糾正及改善監控的方案。小組會監察營運管理人員執行其建議的情況及向審核委員會及董事會匯報相關結果。

股息政策

- 本公司董事會採納的政策為，在建議或宣派股息時，本公司應維持足夠現金儲備，以應付其資金需求、未來增長以及其股權價值。
- 本公司沒有預設的派息比率。
- 根據本公司細則、所有適用法規及下列因素，董事會有權宣派及分發股息予本公司股東。

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Corporate Governance Report

DIVIDEND POLICY (continued)

- The Board shall also take into account the following factors of the Company and its subsidiaries when considering the declaration and payment of dividends:
 - financial results;
 - cash flow situation;
 - business conditions and strategies;
 - future operations and earnings;
 - capital requirements and expenditure plans;
 - interests of shareholders;
 - any restrictions on payment of dividends; and
 - any other factors that the Board may consider relevant.
- Depending on the financial conditions of the Company and the Group and the conditions and factors as set out above, dividends may be proposed and/or declared by the Board for a financial year or period:
 - interim dividend;
 - final dividend;
 - special dividend; and
 - any distribution of net profits that the Board may deem appropriate.
- Any final dividend for a financial year will be subject to shareholders' approval.
- The Company may declare and pay dividends by way of cash or scrip or by other means that the Board considers appropriate.
- Any dividend unclaimed shall be forfeited and shall revert to the Company in accordance with the Company's Articles of Association.

股息政策 (續)

- 董事會在考慮宣派股息時，應同時考慮下列有關本公司及其附屬公司的因素：
 - 財務業績；
 - 現金流狀況；
 - 業務狀況及策略；
 - 未來營運及收入；
 - 資金需求及支出計畫；
 - 股東的利益；
 - 任何派付股息的限制；及
 - 董事會可能視為相關的任何其他因素。
- 視乎本公司及本集團的財政狀況以及上述條件及因素，董事會可在財政年度或期間建議及／或宣派下列股息：
 - 中期股息；
 - 年度股息；
 - 特別股息；及
 - 任何董事會認為合適的純利分發。
- 任何年度股息均須由股東批准。
- 本公司可以董事會認為合適的形式宣派及派付股息，包括現金或代息股份或其他形式。
- 任何未領取的股息應被作廢及應根據本公司細則複歸本公司。

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Corporate Governance Report

HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Group complies with requirements of the Securities and Futures Ordinance (the “SFO”) and the Listing Rules. The Group discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the safe harbours as provided in the SFO. Before the information is fully disclosed to the public, the Group ensures the information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public. The Group is committed to ensure that information contained in announcements or circulars are not false or misleading as to a material fact, or false or misleading through the omission of a material fact in view of presenting information in a clear and balanced way, which requires equal disclosure of both positive and negative facts.

CONSTITUTIONAL DOCUMENTS

There are no changes in the Company’s constitutional documents during the year.

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The general meetings of the Company provide a forum for communication between the Board and the shareholders. The chairman of the Board as well as chairmen of the Remuneration Committee, Nomination Committee and Audit Committee and, in their absence, other members of the respective committees are available to answer questions at shareholder meetings.

The 2020 Annual General Meeting (“AGM”) will be held on 27 May 2020. The notice of AGM will be sent to shareholders at least 20 clear business days before the AGM.

To promote effective communication with shareholders, the Company maintains a website at www.kpihl.com, where extensive information and updates on the Company’s financial information, corporate governance code and other information are posted and available for public access.

處理及發放內幕消息

本集團遵循證券及期貨條例和上市規則的規定。本集團在合理切實可行的情況下，會儘快向公眾披露內幕消息，除非有關消息屬證券及期貨條例所規定屬於任何安全港範圍內。本集團在向公眾全面披露有關消息前，會確保該消息絕對保密。若本集團認為無法保持所需的機密性，或該消息可能已外泄，會即時向公眾披露該消息。本集團致力確保公告或通函中所載的資料就重大事實而言並不屬虛假或具誤導性，或並不因遺漏重大事實而屬虛假或具誤導性，以清晰及持平的方式呈列資料，即需平等地披露正面及負面事實。

憲章文件

本年度內本公司之憲章文件並無變動。

與股東及投資者之溝通

本公司股東大會為董事與股東提供交換意見的機會。董事會主席以及薪酬委員會，提名委員會及審核委員會之主席，在該委員會主席缺席時，其委員會之另一名成員可於股東大會上回答提問。

二零二零年之股東週年大會將於二零二零年五月二十七日舉行。股東週年大會通告將於股東週年大會舉行前至少足二十個營業日向股東發送通知。

為使本公司與股東有效聯繫，本公司設有網站 www.kpihl.com，讓公眾人士得悉有關本公司刊登之財務資料、企業管治準則及其他資料以及最新資訊。

企業管治報告

Corporate Governance Report

SHAREHOLDER RIGHTS

Convening a special general meeting (“SGM”)

Pursuant to the bye-laws of the Company, member(s) 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, may by written requisition to the Board or the Secretary of the Company to require a SGM to be called by the Board for the transaction of any business specified in such requisition at the expense of such requisitionist(s). If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of section 74(3) of the Companies Act 1981 of Bermuda. The requisition must specify the purpose of the meeting, and must be signed by the relevant requisitionist(s) and deposited at the head office of the Company in Hong Kong.

If the requisition is in order, the company secretary will ask the Board to convene a SGM by serving sufficient notice in accordance with the statutory requirements to all the registered members. On the contrary, if the requisition is invalid, the members concerned will be advised of this outcome and accordingly, a SGM will not be convened as requested.

The notice period to be given to all the registered members for consideration of the proposal raised by the member(s) concerned at a SGM varies according to the nature of the proposal, as follows:

- (a) at least twenty-one (21) clear days’ and not less than ten (10) clear business days’ notice in writing if the proposal constitutes a special resolution of the Company, which cannot be amended other than to a mere clerical amendment to correct a patent error; and
- (b) at least fourteen (14) clear days’ and not less than ten (10) clear business days’ notice in writing if the proposal constitutes an ordinary resolution of the Company.

股東權利

召開股東特別大會(「股東特別大會」)

根據本公司之公司細則，於存放請求書日期持有本公司附帶於本公司股東大會投票權不少於十分之一之繳足股本之股東可透過本公司董事會或秘書發出書面要求召開股東特別大會，費用由有關請求人支付。大會將由董事會召開，以處理該請求中指定之任何事宜。倘董事會於存放請求書後二十一日內未召開股東特別大會，則請求人可根據百慕達一九八一年公司法第74(3)條之條文以相同方式自行召開股東大會。有關要求必須列明大會之目的及由有關請求人簽署，並送達本公司於香港之總辦事處。

倘請求屬適當，本公司秘書將要求董事會透過根據法定要求向所有已註冊股東發出足夠通知以召開股東特別大會。相反，倘請求屬不適當，有關股東將就此結果獲得通知，股東特別大會亦將因此不會按要求召開。

向所有已註冊股東發出通知，以考慮有關股東提出之股東特別大會上之動議之期限根據建議之性質而有所不同，詳情如下：

- (a) 倘建議構成本公司之特別決議案(除改正明顯錯誤之純粹文書修訂外不得修改者)，則最少足二十一(21)個及不少於足十(10)個營業日之書面通知；及
- (b) 倘建議構成本公司之普通決議案，則最少足十四(14)個及不少於足十(10)個營業日之書面通知。

企業管治報告

Corporate Governance Report

Putting Forward Proposals at General Meetings other than a Proposal for Election of Director

The following procedures are subject to the Company's bye-laws, the Bermuda Companies Act 1981 and applicable legislation and regulation:

1. The Company holds an AGM every year, and may hold a general meeting known as a SGM whenever necessary.
2. Member(s) of the Company holding (i) not less than one-twentieth of the total voting rights of all members having the right to vote at the general meeting; or (ii) not less than 100 members, can submit a written request stating the resolution intended to be moved at the AGM; or a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at a particular general meeting.
3. The written request/statements must be signed by the member(s) concerned and deposited at the Company's registered office at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and its principal office at Units 2304-06, 23/F, Riley House, 88 Lei Muk Road, Kwai Chung, N.T., Hong Kong, for the attention of the company secretary of the Company, not less than six weeks before the AGM in the case of a requisition requiring notice of a resolution and not less than one week before the general meeting in the case of any other requisition.
4. If the written request is in order, the company secretary will ask the Board of the Company (i) to include the resolution in the agenda for the AGM; or (ii) to circulate the statement for the general meeting, provided that the member(s) concerned have deposited a sum of money reasonably determined by the Board sufficient to meet the Company's expenses in serving the notice of the resolution and/or circulating the statement submitted by the member(s) concerned in accordance with the statutory requirements to all the registered members. On the contrary, if the requisition is invalid or the member(s) concerned have failed to deposit sufficient money to meet the Company's expenses for the said purposes, the member(s) concerned will be advised of this outcome and accordingly, the proposed resolution will not be included in the agenda for the AGM; or the statement will not be circulated for the general meeting.

於股東大會提呈選舉董事以外之動議

以下程序受本公司之公司細則、百慕達一九八一年公司法及適用法律及法規所限：

1. 本公司每年舉行一次股東週年大會及可於必要時舉行稱為股東特別大會之股東大會。
2. 本公司之股東(i)持有不少於所有有權於股東大會投票之股東投票權總額二十分之一，或(ii)不少於100名股東，可提交列明擬於股東週年大會動議之決議案之書面請求；或一份不多於1,000字，有關任何建議決議案之事項或擬於特定股東大會上處理之事宜之聲明。
3. 書面請求／聲明必須經有關股東簽署，並於股東週年大會前不少於六個星期（倘請求需要決議案通告）或股東週年大會前不少於一個星期（倘為任何其他請求）存放於本公司註冊辦事處Clarendon House, 2 Church Street, Hamilton HM11, Bermuda及其主要辦事處香港新界葵涌梨木道88號達利中心23樓2304-06室，收件人為本公司之公司秘書。
4. 倘書面請求屬適當，公司秘書將要求本公司董事會(i)將該決議案納入股東週年大會議程；或(ii)發佈股東大會聲明，惟有關成員須已存放合理足夠金額以應付本公司根據法例規定向所有已註冊股東發出決議案通知及／或發佈有關股東提交之聲明之費用。相反，倘請求屬不適當或有關股東未能存放足夠金額以供本公司應付就上述事項之費用，則有關股東將就此結果獲得通知，建議決議案亦將因此不會納入股東週年大會議程；或將不會就股東大會發佈該聲明。

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Putting Forward Enquiries to the Board

Members who have enquires about the above procedures or have enquires to put to the Board may write to the company secretary at Units 2304-06, 23/F, Riley House, 88 Lei Muk Road, Kwai Chung, N.T., Hong Kong.

Note: The Company will not normally deal with verbal or anonymous enquiries.

Contact Details

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

Address: Units 2304-06, 23/F., Riley House, 88 Lei Muk Road, Kwai Chung, N.T., Hong Kong
(For the attention of the Chairman/Company Secretary)
Fax: (852) 2481 3098
Email: enquiry@kpihl.com

For the avoidance of doubt, shareholders must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law. Shareholders may call the Company at (852) 2276 3000 for any assistance.

To safeguard shareholder interests and rights, separate resolutions are proposed at shareholder meetings on each substantial issue, including the election of individual directors.

All resolutions put forward at a shareholder meeting will be taken by poll pursuant to the Listing Rules and the poll results will be posted on the websites of the Company and of the Stock Exchange after the shareholder meeting.

Policies relating to Shareholders

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

向董事會提出查詢

倘對上述程序有疑問或有疑問向董事會查詢，股東可以書面向公司秘書提交，地址為香港新界葵涌梨木道88號達利中心23樓2304-06室。

附註：本公司通常不會處理口頭或匿名查詢。

聯絡資料

股東可經以下途徑發送上述查詢或要求：

地址：香港新界葵涌梨木道88號
達利中心23樓2304-06室
(收件人：主席／公司秘書)
傳真：(852) 2481 3098
電子郵件：enquiry@kpihl.com

為免生疑問，股東必須郵寄或發送正式簽署之書面請求、通知或聲明，或查詢(根據情況而定)之原本至上述地址，並提供其全名、聯絡資料及身份證明，以使其查詢生效。股東資料可能按法律要求披露。如需協助，股東可致電(852) 2276 3000聯絡本公司。

以保障股東之利益及權益，就股東大會上之每項實際事宜個別提出決議案，包括選舉個別董事。

根據上市規則，於股東大會上提呈之所有決議案，將以投票方式表決，投票方式表決之結果將於會後在本公司網站及聯交所網站上刊登。

有關股東的政策

本公司已採納股東溝通政策以確保股東的意見及關注得到適當的處理。該政策會定期審視以確保其有效性。

董事及高級管理人員簡歷詳情

Biographical Details of Directors and Senior Management

Biographical details of the directors and senior management of the Group are set out as follows:

EXECUTIVE DIRECTORS

Mr. Lai Pei Wor, aged 63, is the chairman and managing director of the Company. Mr. Lai was appointed as an executive director of the Company on 13 September 1996. He is the founder of the Group and has over 38 years of experience in the industry. He is responsible for the Group's overall strategic planning, policy making and financial management. He has been a director of Hi-Tech Precision Industrial Limited since 1984, a director of Hideki Electronics Limited since 1989, a director of Cokeen Development Limited and K. S. (China) Electronics Manufactory Limited since 1990, a director of K & P Group (Holdings) Limited since 1994, a director of Hi-Tech Investment Holdings Limited and Hi-Tech Property Holdings Limited since 1997, a director of E-Dotcom Limited since 2001, a director of Hi-Tech (China) Investment Limited and 中穎(中山)電子有限公司 since 2002, a director of Mars Field Limited, a director and legal representative of 中山市堅城電子有限公司 since 2010 and 新穎城電子(深圳)有限公司 which was liquidated in June 2019 and acted as a director of Technology Trends International Limited since 2001 and a secretary since 2009. He has also been appointed as a director of Sun Ngai Plastic Products Factory Limited, a director of Hunpex Limited, and a director and legal representative of 銀柏達科技(深圳)有限公司 since 2013.

本集團之董事及高級管理人員之簡歷詳情如下：

執行董事

賴培和先生，63歲，本公司主席兼董事總經理。賴先生於一九九六年九月十三日獲委任為本公司之執行董事。彼並為本集團之創辦人，擁有38年以上業內經驗。彼負責本集團之整體策劃、決策及財務之管理工作。彼自一九八四年起出任中穎精密工業有限公司之董事、一九八九年出任西城電子有限公司之董事、一九九零年起出任確建發展有限公司及堅城(中國)電子廠有限公司之董事、一九九四年出任K & P Group (Holdings) Limited之董事、一九九七年出任Hi-Tech Investment Holdings Limited及Hi-Tech Property Holdings Limited之董事、二零零一年起出任E-Dotcom Limited之董事、二零零二年起出任中穎(中國)投資有限公司及中穎(中山)電子有限公司之董事、並自二零一零年出任堅城實業公司之董事、中山市堅城電子有限公司及新穎城電子(深圳)有限公司(於二零一九年六月已結束營業)之董事及法定代表人。彼自二零零一年出任Technology Trends International Limited之董事兼自二零零九年出任其公司秘書。彼亦自二零一三年被委任為新藝塑膠製品廠有限公司之董事、銀柏達有限公司之董事及銀柏達科技(深圳)有限公司之董事及法定代表人。

董事及高級管理人員簡歷詳情

Biographical Details of Directors and Senior Management

EXECUTIVE DIRECTORS (continued)

Mr. Chan Yau Wah, aged 61, is the deputy chairman of the Company. Mr. Chan was appointed as an executive director of the Company on 13 September 1996. He is also a general manager in Hi-Tech Investment Holdings Limited. Mr. Chan joined the Group in December 1990. He is responsible for the planning and management in production activities. He holds a higher diploma in production and industrial engineering from The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) and a diploma in management studies from the Hong Kong Management Association. He has over 38 years of experience in the industry. He has been a director of Hideki Electronics Limited and K & P Group (Holdings) Limited since 1994, a director of K. S. (China) Electronics Manufactory Limited since 1995, a director of Hi-Tech Investment Holdings Limited and Hi-Tech Property Holdings Limited since 1997, a director of Technology Trends International Limited since 2001, a director of Hi-Tech (China) Investment Limited and 中穎(中山)電子有限公司 since 2002 and acted as a director of E-Dotcom Limited since 2009. He has also been appointed as a director of Sun Ngai Plastic Products Factory Limited, a director of Hunpex Limited, and a supervisor of 銀柏達科技(深圳)有限公司 since 2013.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Kung Fan Cheong, aged 65, is a partner in the law firm of Pang, Kung & Co. and is a member of The Law Society of Hong Kong. Mr. Kung was appointed as an independent non-executive director of the Company on 13 September 1996.

執行董事(續)

陳友華先生，61歲，本公司副主席。陳先生於一九九六年九月十三日獲委任為本公司之執行董事。彼亦為Hi-Tech Investment Holdings Limited之總經理。陳先生於一九九零年十二月加入本集團。彼負責本集團生產之規劃及管理。彼持有香港理工學院(現稱香港理工大學)生產及工業工程高級文憑，並持有香港管理專業協會管理學文憑。彼在業內累積逾38年以上的工作經驗。彼自一九九四年起出任西城電子有限公司及K & P Group (Holdings) Limited之董事、一九九五年起出任堅城(中國)電子廠有限公司之董事、一九九七年起出任Hi-Tech Investment Holdings Limited及Hi-Tech Property Holdings Limited之董事、二零零一年起出任Technology Trends International Limited之董事、二零零二年起出任中穎(中國)投資有限公司及中穎(中山)電子有限公司之董事、並自二零零九年起出任E-Dotcom Limited之董事。彼亦自二零一三年起被委任為新藝塑膠製品廠有限公司之董事，銀柏達有限公司之董事及銀柏達科技(深圳)有限公司之監事。

獨立非執行董事

孔蕃昌先生，65歲，為彭孔律師行之合夥人，並為香港律師公會會員。孔先生於一九九六年九月十三日獲委任為本公司之獨立非執行董事。

董事及高級管理人員簡歷詳情

Biographical Details of Directors and Senior Management

INDEPENDENT NON-EXECUTIVE DIRECTORS (continued)

Mr. Mak Kwai Wing, BSoc.Sc., ATiHK, FCPA (Aust), aged 70, graduated from The University of Hong Kong with a degree of Bachelor of Social Sciences. He is also a Fellow of CPA Australia and an Associate of the Taxation Institute of Hong Kong. Mr. Mak was appointed as an independent non-executive director of the Company on 3 July 2017. Mr. Mak has over 40 years of experience in the taxation field. In July 2006, Mr. Mak joined Mazars Tax Services Limited ("Mazars Tax") as an executive director, was a managing director of Mazars Tax from January 2008 to August 2014 and was a Senior Advisor of Mazars Tax from September 2014 to June 2017. Before joining Mazars Tax, Mr. Mak was a tax principal at Ernst & Young and took early retirement in January 2004. Currently, Mr. Mak is an independent non-executive director of Tianjin Development Holdings Limited (Stock Code: 00882) and a member of Hong Kong Professionals and Senior Executives Association. Previously, Mr. Mak served as the governor of Rotary International District 3450 and the Chairman of the Tax Specialization Development Working Group of Hong Kong Institute of Certified Public Accountants.

Mr. Li Yuen Kwan, Joseph, aged 67, graduated from State University of New York at Buffalo in the United States of America and holds a bachelor of science in business administration degree. Mr. Li was appointed as an independent non-executive director of the Company on 24 August 2005. After working in the business sector for 9 years, he joined the Secretariat of Federation of Hong Kong Industries in 1985 as an assistant director and in 1992 he was appointed as a director of the Secretariat of Federation of Hong Kong Industries from which post he retired in January 2005. He has over 31 years experience in serving the manufacturing industry of Hong Kong.

SENIOR MANAGEMENT

Mr. Wong Man Kit, aged 60, is the marketing director of precision parts and components segment of the Group. Mr. Wong joined the Group in 1984. He is responsible for the marketing and sales. He has over 36 years of experience in the industry.

Mr. Li Kam Keung, aged 59, is the production manager of the precision parts and components segment in Kong Hau factory, Zhongshan. Mr. Li joined the Group in 1985. He is responsible for the operation and management in production segment. He has over 33 years of experience in the industry.

獨立非執行董事(續)

麥貴榮先生，BSoc.Sc.，ATiHK，FCPA (Aust)，現年70歲，畢業於香港大學，持有社會科學學士學位。彼亦為澳洲會計師公會資深會員及香港稅務學會會員。麥先生於二零一七年七月三日獲委任為本公司之獨立非執行董事。麥先生於稅務界擁有逾40年之經驗。於二零零六年七月，麥先生加入中審眾環(香港)稅務有限公司(「中審眾環稅務」，前稱瑪澤稅務有限公司)擔任執行董事，於二零零八年一月至二零一四年八月為中審眾環稅務之董事總經理，及後於二零一四年九月至二零一七年六月為中審眾環稅務之資深顧問。於加入中審眾環稅務前，麥先生曾為安永會計師事務所之稅務主管，並於二零零四年一月申請提早退休。目前，麥先生為天津發展控股有限公司之獨立非執行董事(股份代號：00882)及香港專業及資深行政人員協會之會員。於過去，麥先生曾擔任國際扶輪3450地區總監及香港會計師公會稅務專項發展專責小組之主席。

李沅鈞先生，67歲，畢業於美國水牛城紐約州立大學並持有工商管理學士學位。李先生於二零零五年八月二十四日獲委任為本公司之獨立非執行董事。經過9年於商界工作後，彼於一九八五年獲委任為香港工業總會秘書處之助理幹事及於一九九二年被委任為香港工業總會秘書處之幹事，直至二零零五年一月退任。彼擁有超過31年服務香港製造業之經驗。

高級管理人員

黃文傑先生，60歲，本集團精密零部件之市場總監。黃先生於一九八四年加入本集團，負責市場推廣及銷售。彼在業內累積逾36年以上的工作經驗。

李錦強先生，59歲，本集團精密零部件中山市港口分廠之生產部主管。李先生於一九八五年加入本集團，負責生產部之營運及管理。彼在業內累積逾33年以上的工作經驗。

董事會報告

Report of the Directors

The directors present their report and the audited consolidated financial statements of the Company and the Group for the year ended 31 December 2019.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding.

The principal activities of the subsidiaries comprise the manufacture and sale of precision parts and components (comprising keypads, synthetic rubber and plastic components and parts), and the design, manufacture and sale of consumer electronic products (comprising time, weather forecasting and other products). There were no significant changes in the nature of the Group's principal activities during the year, except for the discontinuance as explained in note 11 to the consolidated financial statements.

RESULTS AND DIVIDEND

The Group's profit for the year ended 31 December 2019 and the state of affairs of the Company and of the Group at that date are set out in the consolidated financial statements on pages 53 to 163.

The directors recommend the payment of a final dividend of HK2 cents per ordinary share (2018: Nil) for the year ended 31 December 2019.

CLOSURE OF REGISTERS FOR ANNUAL GENERAL MEETING

The Register of Members of the Company will be closed from Friday, 22 May 2020 to Wednesday, 27 May 2020, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the annual general meeting of the Company to be held on Wednesday, 27 May 2020, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 21 May 2020.

董事會提呈本公司及本集團截至二零一九年十二月三十一日止年度之董事會報告及經審核綜合財務報表。

主要業務

本公司之主要業務為投資控股。

各附屬公司主要業務包括製造及銷售精密零部件(包括按鍵、合成橡膠及塑膠零部件)，及設計、製造及銷售電子消費品(包括時計、天氣預計及其他產品)。本集團之主要業務於本年度內並無重大改變，除於綜合財務報表附註11說明的已終止業務外。

業績及股息

本集團截至二零一九年十二月三十一日止年度之溢利及本公司與本集團於該日之財政狀況載於第53至163頁之綜合財務報表。

董事建議就截至二零一九年十二月三十一日止年度派發末期股息每股普通股為2港仙(二零一八年：無)。

暫停辦理股東登記作股東週年大會之用

本公司將於二零二零年五月二十二日(星期五)至二零二零年五月二十七日(星期三)期間(包括首尾兩天)暫停辦理股份過戶登記手續，期間內將不會進行任何股份之過戶登記。為確保符合資格之股東出席於二零二零年五月二十七日(星期三)舉行之股東週年大會及於會上表決，所有過戶文件連同有關股票，必須於二零二零年五月二十一日(星期四)下午四時三十分前，送交至本公司在香港之股份過戶登記分處，卓佳登捷時有限公司，地址為香港皇后大道東183號合和中心54樓。

董事會報告

Report of the Directors

CLOSURE OF REGISTERS FOR FINAL DIVIDEND

The Register of Members of the Company will be closed from Wednesday, 3 June 2020 to Friday, 5 June 2020, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for the above final dividend of the Company, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 2 June 2020.

BUSINESS REVIEW

During the first half of 2019, a factory (the "Shiyan factory") in the precision parts and component segment had been closed down, and also the business operation for consumer electronics products segment had discontinued, which had discussed in the interim report of 2019. Furthermore, as the cost of manufacturing at Mainland China was highly affected by Renminbi ("RMB") exchange rate, the Group had entered into forward currency contracts since April 2019 to manage the impact of appreciation of RMB. For the year ended 31 December 2019, the realised loss for these forward currency contracts of approximately HK\$6.4 million (2018: Nil) was incurred. Despite this, the weak RMB released our cost of manufacturing resulting in an improvement of profit margin in 2019.

Due to the deprived output from Shiyan Factory, the turnover of the precision parts and components segment dropped to approximately HK\$341.4 million, representing a decrease of 19.4% from previous year. Despite the absence of profit contribution from Shiyan factory in 2019, the segment profit increased to approximately HK\$27.2 million (2018: HK\$17.6 million) mainly attributable to the depreciation of RMB which released the cost of manufacturing in Mainland China and the absence of one-off provision for staff compensation (2018: HK\$13.4 million) for closure of Shiyan Factory.

With the completion of the discontinuation in business operation of the consumer electronic products segment in the third quarter of 2019, the turnover of the segment dropped by 89.7% to approximately HK\$4.1 million. Since most of the staff had been laid off at end of 2018, the segment loss decreased to approximately HK\$0.9 million from HK\$7.9 million in 2018.

暫停辦理股東登記作末期股息之用

本公司將於二零二零年六月三日(星期三)至二零二零年六月五日(星期五)期間(包括首尾兩天)暫停辦理股份過戶登記手續，期間內將不會進行任何股份之過戶登記。為確保符合資格之股東獲派上述末期股息，所有過戶文件連同有關股票，必須於二零二零年六月二日(星期二)下午四時三十分前，送交至本公司在香港之股份過戶登記分處，卓佳登捷時有限公司，地址為香港皇后大道東183號合和中心54樓。

業務回顧

於二零一九年的中期報告提及，精密零部件分類其下一廠房(「石岩廠房」)及電子消費品分類業務於二零一九年上半年全面終止營運。另外，鑑於本集團於中國大陸之生產成本受人民幣匯價大幅波動影響，本集團於二零一九年四月份開始購買為控制人民幣升值影響之遠期貨幣合約。截至二零一九年十二月三十一日止年度，上述遠期貨幣合約錄得已變現虧損約6,400,000港元(二零一八：無)。雖然如此，受惠於人民幣匯價疲弱而減輕於中國大陸之生產成本，本集團的二零一九年整體毛利率較去年錄得改善。

由於石岩廠房已於二零一九年上半年終止營運，精密零部件分類之營業額較去年減少19.4%至約341,400,000港元。雖然本財政年度缺乏石岩廠房之溢利貢獻，此分類業務之經營溢利仍較去年增加至約27,200,000港元(二零一八年：17,600,000港元)，其主要原因包括受惠於人民幣匯價疲弱而減輕於中國大陸的生產成本，及本財政年度並無因關閉廠房而產生一次性的員工補償金撥備(二零一八年：13,400,000港元)。

鑑於電子消費品分類業務已於二零一九年第三季完成終止營運，此分類業務之營業額較去年減少89.7%至約4,100,000港元。但由於大部份的員工已於二零一八年期末遣散，此分類業務之經營虧損較去年同期減少至約900,000港元(二零一八年：7,900,000港元)。

董事會報告

Report of the Directors

BUSINESS REVIEW (continued)

As discussed above, due to the absence of staff compensation incurred in 2018 for closure of Shiyan factory and the weak RMB, the gross profit margin from continuing operations of the Group in 2019 had increased by 7.8% to 22.0%. In addition, with the cessation of Shiyan factory, the selling and distribution costs, administrative and other expenses for continuing operations dropped by 7.9% and 2.8% to approximately HK\$24.9 million and HK\$32.1 million respectively. The administrative and other expenses included a loss on disposal for low-performance machineries of approximately HK\$4.4 million (2018: HK\$0.1 million) as a result of the pressing need to provide more space for new machineries at the existing manufacturing plants. The finance costs from continuing operations decreased to approximately HK\$1.1 million (2018: HK\$1.8 million) due to the decreased financing activities.

FINANCIAL KEY PERFORMANCE INDICATORS

The Group's turnover from continuing operations for the year ended 31 December 2019 amounted to approximately HK\$341.4 million, representing an 19.4% decrease from previous year. Overall gross profit from continuing operations amounted to approximately HK\$75.1 million this year, representing an 24.4% increase from previous year. Profit attributable to owners of the Company was approximately HK\$16.7 million (2018: HK\$1.2 million).

Basic earnings for the year ended 31 December 2019 amounted to HK6.24 cents (2018: HK0.46 cent) per share.

ENVIRONMENTAL POLICIES

We are committed to building an environmentally-friendly corporation that pays close attention to conserving natural resources. We strive to minimize our environmental impact by saving electricity and encouraging recycle of office supplies and other materials. We also require factories operate in compliance with the relevant environmental regulations and rules and possess all necessary permission and approval from the relevant Chinese regulators. Emails and electronic messages have replaced letters for most formal and informal communications, both externally and internally. Further details are set out in the environmental, social and governance report which will be published on the Hong Kong Exchanges and Clearing Limited's and the Company's websites.

業務回顧(續)

如上文所述，由於本財政年度並無因關閉廠房而產生的員工補償金撥備，而疲弱的人民幣匯價減輕生產成本，本集團二零一九年持續經營業務之整體毛利率較去年上升7.8%至22.0%。同時，由於石岩廠房業務已終止營運，持續經營業務之銷售及經銷成本、行政及其他費用較去年分別減少7.9%及2.8%至約24,900,000港元及32,100,000港元，其中行政及其他費用包括為確切需要增加廠房生產面積，而出售部份低產能機器錄得虧損約4,400,000港元(二零一八年：100,000港元)。融資成本因融資減少而下跌至約1,100,000港元(二零一八年：1,800,000港元)。

主要財務表現指標

截至二零一九年十二月三十一日止年度，本集團持續經營業務之營業額約341,400,000港元，較去年減少19.4%。本年度持續經營業務整體毛利額約75,100,000港元，較去年增加24.4%。本公司擁有人所佔溢利約16,700,000港元(二零一八年：1,200,000港元)。

截至二零一九年十二月三十一日止年度，每股基本盈利為6.24港仙(二零一八年：0.46港仙)。

環保政策

我們關注保護自然資源並致力創建環保型的工作環境。我們透過節約用電及鼓勵回收辦公用品及其他材料，努力降低對環境的影響。我們亦要求工廠遵守有關環保法規及規則，並取得有關中國監管機構的所有必要許可及批文。電子郵件和電子訊息已取代大部份正式和非正式通訊(不論是對外或內部)中所使用的信件。環境、社會及管治報告之詳盡資料將刊載於香港交易及結算所有限公司及本公司之網站。

董事會報告

Report of the Directors

COMPLIANCE WITH LAWS AND REGULATIONS

The Group's operations are mainly carried out by the Company's subsidiaries while the Company itself is listed on the Stock Exchange. Our establishment and operations accordingly shall comply with relevant laws and regulations in Mainland China, Hong Kong and Bermuda. During the year ended 31 December 2019, we have complied with all the relevant laws and regulations in Mainland China, Hong Kong and Bermuda.

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

Being people-oriented, the Group ensures that all staff are reasonably remunerated and it continues to improve and review and update regularly on its policies for remuneration and benefits, training, occupational health and safety. The Group maintains a good relationship with its customers. Customers are encouraged to make recommendations with the aim of improving products quality. The Group is in good relationship with its suppliers and conducts a fair and strict appraisal of its suppliers on an annual basis.

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks and uncertainties facing the Group include strategic, commercial, operational and financial risks.

Strategic risks

The Directors maintain a strategic plan together with a financial budget at the end of each financial year based on their knowledge to the external environments and a number of forecasts and estimates. Given the change of unforeseeable external environments in the industry, the Group is facing significant strategic risks on its capital expenditures and working capital requirements when changing the strategic plans to adopt the unexpected changes of external environments.

Commercial risks

The Group is facing keen competition in the market. To maintain the Group's competitiveness, the management uses cost leadership strategy as well as diversifying its business strategy to tackle other competitors.

遵守法律及法規

本集團的業務主要由本公司的附屬公司進行，而本公司本身於聯交所上市。因此，我們的成立及營運須遵守中國大陸、香港及百慕達的有關法律及法規。截至二零一九年十二月三十一日止年度，我們已遵守中國大陸、香港及百慕達的所有有關法律及法規。

與僱員、顧客及供應商之關係

本集團以人為本，給予僱員合理待遇，同時定期檢討更新薪酬福利、培訓、職業健康與安全等制度。本集團與顧客關係良好。本集團鼓勵顧客提出意見旨在改善產品質素。本集團與供應商關係良好，每年對供應商進行公平及嚴格審核。

主要風險及不確定因素

本集團面對的主要風險及不確定因素包括策略、商業、營運及財務風險。

策略風險

於各財政年度年結時，董事會將根據外部環境以及預測來制訂營運策略及財務預算。鑑於行業內不可預見的外部環境轉變，本集團在更改營運策略以應對外部環境中未能預見的轉變時，本集團的資本開支及營運資金將面對顯著的策略風險。

商業風險

本集團正面對激烈的市場競爭。為保持本集團的競爭力，管理層採用成本領先策略以及業務多元化發展策略來應對其他對手的競爭。

董事會報告

Report of the Directors

PRINCIPAL RISKS AND UNCERTAINTIES (continued)

Operational risks

Management regularly reviews the Group's operations to ensure that the Group's risk of losses, whether financial or otherwise, resulting from fraud, errors, omissions and other operational and compliance matters, are adequately managed.

Financial risks

The principal financial risks are set out in note 35 to consolidated financial statements heading "Financial risk management objectives and policies".

SUMMARY FINANCIAL INFORMATION

A summary of the published results and assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements, is set out on page 164. This summary does not form part of the audited consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 14 to the consolidated financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company's share capital and share options during the year are set out in notes 27 and 28 to the consolidated financial statements respectively.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's bye-laws or the laws of Bermuda which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

主要風險及不確定因素(續)

營運風險

管理層定期審視本集團的營運，以確保本集團因欺詐、錯誤、遺漏以及其他營運和合規事宜而蒙受損失(無論是財務或其他方面)的風險得到充分管控。

財務風險

主要財務風險載於綜合財務報表附註35「財務風險管理目標及政策」。

財務資料概要

本集團於過往五個財政年度之業績及資產與負債概要載於第164頁，該概要乃節錄自經審核綜合財務報表。該概要並不是經審核綜合財務報表之部份。

物業、廠房及設備

有關本集團於本年度內之物業、廠房及設備之變動詳情載於綜合財務報表附註14。

股本及購股權

本公司於本年度內的股本及購股權之詳情分別載於綜合財務報表附註27及28。

優先購買權

本公司之公司細則或百慕達之法例並無有關優先購買權條文，規定本公司須按比例提呈發售新股予現有股東。

購買、贖回或出售本公司之上市證券

本公司或其任何附屬公司概無於本年度內購買、贖回或出售任何本公司之上市證券。

董事會報告

Report of the Directors

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 29 to the consolidated financial statements and in the consolidated statement of changes in equity respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2019, the Company's reserves available for distribution, calculated in accordance with the Companies Act 1981 of Bermuda, amounted to HK\$12,308,368 (2018: HK\$17,191,314) of which the payment of HK2 cents per ordinary share was recommended as final dividend for the year (2018: Nil). During the year ended 31 December 2019, the Company did not pay final dividend for 2018. In addition, the Company's share premium account, in the amount of HK\$50,856,881 (2018: HK\$50,856,881) may be distributed in the form of fully paid bonus shares.

MAJOR CUSTOMERS AND MAJOR SUPPLIERS

In the year under review, sales to the five largest customers accounted for 49.4% of the total sales of the Group for the year and sales to the largest customer included therein amounted to 30.1%. Purchases from the five largest suppliers accounted for 33.1% of the total purchases of the Group for the year and purchases from the largest supplier included therein amounted to 12.6%.

None of the directors of the Company or any of their associates or any shareholders (which, to the best knowledge of the directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers or suppliers.

儲備

本年度內本公司及本集團儲備變動之詳情分別載於綜合財務報表附註29及綜合權益變動表。

可分派儲備

於二零一九年十二月三十一日，根據百慕達一九八一年公司法計算，可供本公司以分派之儲備為12,308,368港元(二零一八年：17,191,314港元)，當中並建議派發每股普通股2港仙作本年度之末期股息(二零一八年：無)。截至二零一九年十二月三十一日止年度內，本公司並無派發作為二零一八年之末期股息。此外，本公司之股份溢價賬50,856,881港元(二零一八年：50,856,881港元)可以以繳足紅股方式分派。

主要客戶及供應商

回顧本年度，五名最大客戶佔本年度之本集團總銷售額49.4%，而其中最大客戶之銷售額佔30.1%。五名最大供應商佔本年度之本集團總採購額33.1%，而其中最大供應商之採購額佔12.6%。

本公司董事或其任何聯繫人或任何股東(據董事所知，擁有本公司已發行股本逾5%權益)於本集團五大客戶或供應商中並無擁有任何實益權益。

董事會報告

Report of the Directors

DIRECTORS

The directors of the Company during the year were:

Executive directors

Lai Pei Wor
Chan Yau Wah

Independent non-executive directors

Kung Fan Cheong
Mak Kwai Wing
Li Yuen Kwan, Joseph

In accordance with bye-laws 87(1) and 87(2) of the Company's bye-laws, Messrs. Chan Yau Wah and Mak Kwai Wing shall retire by rotation and being eligible, offer themselves for re-election at the next forthcoming annual general meeting.

Messrs. Kung Fan Cheong, Mak Kwai Wing and Li Yuen Kwan, Joseph, the independent non-executive directors, are appointed for a period of two years. The Company has received annual confirmations of independence from Messrs. Kung Fan Cheong, Mak Kwai Wing and Li Yuen Kwan, Joseph and as at the date of this report still considers them to be independent.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 32 to 34 of the annual report.

DIRECTORS' SERVICE CONTRACTS

Each of the executive directors has entered into a service contract with the Company for a term of three years commencing from 1 January 2018, and the contract can be terminated by either party giving to the other not less than six months' nor more than seven months' prior notice in writing.

Apart from foregoing, no director proposed for re-election at the next forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

董事

本公司於本年度之董事如下：

執行董事

賴培和
陳友華

獨立非執行董事

孔蕃昌
麥貴榮
李沅鈞

根據本公司之公司細則第87(1)及87(2)條，陳友華先生及麥貴榮先生將於即將舉行之股東週年大會輪席退任，但彼等均合符資格並願意於即將舉行之股東週年大會上膺選連任。

獨立非執行董事孔蕃昌先生、麥貴榮先生及李沅鈞先生任期為兩年。本公司已收到孔蕃昌先生、麥貴榮先生及李沅鈞先生就其獨立性每年向本公司所發出的確認書，於本年報刊發日期，本公司一直認為彼等均屬獨立人士。

董事及高級管理人員之簡歷

本公司董事及本集團高級管理人員之簡歷詳情載於本年報第32至34頁。

董事之服務合約

每位執行董事均與本公司訂立服務合約，由二零一八年一月一日起計，為期三年，合約可於其中一方給予不少於六個月但不多於七個月之預先書面通知後予以終止。

除上述外，於即將舉行之股東週年大會上重選連任之董事概無與本公司訂立不可於一年內終止而毋須支付賠償(法定賠償除外)之服務合約。

董事會報告

Report of the Directors

MANAGEMENT CONTRACTS

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

DIRECTORS' REMUNERATION

The directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Board of the Company with reference to directors' duties, responsibilities and performance and the results of the Group.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

After consideration, the directors are of the opinion that no transactions, arrangements and contracts of significant in relation to the Company's business to which the Company's subsidiary was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

EQUITY - LINKED AGREEMENT

2012 share option scheme was adopted for the primary purpose of providing incentives to directors and eligible employees of the Company. No share options were granted, forfeited, cancelled or exercised during the year ended 31 December 2019. Further details of the share option scheme are disclosed in note 28 to the consolidated financial statements.

管理合約

本年度內，本公司並無就整體業務或任何重要業務之管理或行政工作簽訂或存在任何合約。

董事薪酬

董事之袍金須待股東於股東大會上批准。其他酬金由本公司董事會經參考董事之職務、責任及表現，以及本集團業績後釐定。

董事於交易、安排或合約之權益

經審議後，董事認為於本年度末或本年度內任何時間，概無存在本公司附屬公司作為一方有關本公司業務之重大交易、安排及合約且本公司董事於其中擁有直接或間接之重大權益。

股票掛鈎協議

二零一二年購股權計劃之主要目的乃為本公司董事及合資格僱員提供獎勵。截至二零一九年十二月三十一日止年度內，並無授出、作廢、註銷或行使的購股權。有關購股權計劃之詳細見綜合財務報表附註28。

董事會報告

Report of the Directors

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2019, the interests of the directors in the share capital of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Long positions in ordinary shares of the Company:

董事於股份及相關股份之權益及短倉

於二零一九年十二月三十一日，根據證券及期貨條例(「證券及期貨條例」)第352條之規定而存置之登記冊所記錄或按董事根據標準守則知會本公司及聯交所，董事於本公司或其相聯法團(定義見證券及期貨條例第XV部)之股份權益如下：

本公司普通股之長倉：

		Number of shares held, capacity and nature of interest 所持股份數目、身份及權益性質			Percentage of the Company's issued share capital 佔本公司已發行 股份之百分比
Name of director	董事姓名	Directly beneficially owned 直接實益持有	Founder of a discretionary trust 全權信託之 創辦人	Total 總數	
Lai Pei Wor	賴培和	22,902,000	*97,242,000	120,144,000	45.00
Chan Yau Wah	陳友華	20,000	—	20,000	0.00
		22,922,000	97,242,000	120,164,000	45.00

Note:

* Details of Mr. Lai Pei Wor's interests are set out in the section headed "Substantial shareholders' and other persons' interests and short positions in shares and underlying shares" below.

附註：

* 賴培和先生之權益詳載於下文之「主要股東及其他人士於股份及相關股份之權益及短倉」。

Save as disclosed above, as at 31 December 2019, none of the directors had registered an interest or short position in the shares or underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零一九年十二月三十一日，根據證券及期貨條例第352條之規定而存置之本公司登記冊所記錄，或根據標準守則知會本公司及聯交所，各董事在本公司或其任何相聯法團之股份或相關股份概無擁有任何權益或短倉。

董事會報告

Report of the Directors

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the heading "Directors' interests and short positions in shares and underlying shares" above and in the share option scheme disclosures in note 28 to the consolidated financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

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

As at 31 December 2019, so far as was known to director or chief executives of the Company, the following persons or corporations (other than directors or chief executives of the Company) who had interests and short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO or as otherwise notified to the Company were as follows:

Long positions:

董事認購股份或債券之權利

除於上述「董事於股份及相關股份之權益及短倉」及綜合財務報表附註28購股權計劃之披露事項外，本公司於本年度內任何時間概無授予任何董事或彼等各自之配偶或未成年子女藉收購本公司之股份或債券而取得利益之權利，而彼等亦無行使任何該等權利；本公司或其任何附屬公司於年內概無參與訂立任何安排，致使董事可於任何其他法人團體獲得此等權利。

主要股東及其他人士於股份及相關股份之權益及短倉

於二零一九年十二月三十一日，就本公司董事或主要行政人員所知，下列人士或企業（並非本公司董事或主要行政人員）於本公司之股份及相關股份中擁有根據證券及期貨條例第336條須記錄於登記冊而須知會本公司之權益及淡倉如下：

長倉：

		Number of shares held, capacity and nature of interest 所持股份數目、身份及權益性質				Percentage of the Company's issued share capital 佔本公司 已發行股本 百分比
Name	姓名	Directly beneficially owned 直接 實益持有人	Through spouse or minor children 配偶或 未成年子女	Beneficiary of a trust 信託之受益人	Total 總計	
Chan Yuk Lin (Note a)	陳玉蓮（附註a）	–	22,902,000	97,242,000	120,144,000	45.00
Celaya (PTC) Limited (Note b)	Celaya (PTC) Limited（附註b）	–	–	97,242,000	97,242,000	36.42
Trident Corporate Services (B.V.I.) Limited (Note c)	Trident Corporate Services (B.V.I.) Limited（附註c）	–	–	97,242,000	97,242,000	36.42
Lai Yiu Chun (Note d)	賴耀鎮（附註d）	2,298,000	21,450,000	–	23,748,000	8.89
Lam Lin Chu (Note d)	林蓮珠（附註d）	22,434,000	1,314,000	–	23,748,000	8.89

董事會報告

Report of the Directors

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

Notes:

- (a) Ms. Chan Yuk Lin, spouse of Mr. Lai Pei Wor, was deemed to be interested in the shares.
- (b) Celaya (PTC) Limited holds 97,242,000 shares in its capacity as trustee of The Lai Family Unit Trust, of which all units are held by Trident Corporate Services (B.V.I.) Limited in its capacity as trustee of The Lai Family Trust, a discretionary trust of which the spouse and issue of Mr. Lai Pei Wor are discretionary objects.
- (c) The shares referred to herein relate to the same parcel of shares referred to in note (b) above.
- (d) Ms. Lam Lin Chu is the wife of Mr. Lai Yiu Chun, who is a brother of Mr. Lai Pei Wor. Both Ms. Lam Lin Chu and Mr. Lai Yiu Chun are declaring interests in the same parcel of shares.

Save as disclosed above, as at 31 December 2019, no person, other than the directors of the Company, whose interests are set out in the section "Directors' interests and short positions in shares and underlying shares" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

RELATED PARTY TRANSACTIONS

Significant related party transactions entered into by the Group during the year, which constitute exempted connected transactions or continuing connected transactions under the Main Board Listing Rules, are set out in note 32 to the consolidated financial statements.

主要股東及其他人士於股份及相關股份之權益及短倉(續)

附註：

- (a) 陳玉蓮女士為賴培和先生之配偶，因而被當作持有該等股份權益。
- (b) Celaya (PTC) Limited以賴氏家族單位信託之受託人身份持有97,242,000股股份。賴氏家族單位信託所有已發行單位由Trident Corporate Services (B.V.I.) Limited以賴氏家族信託(一全權信託，而賴培和先生之配偶及子女乃全權信託受益人)之受託人身份持有。
- (c) 此欄所指之股份與附註(b)所指之同一批股份有關。
- (d) 林蓮珠女士為賴耀鎮先生之妻子，而賴耀鎮先生與賴培和先生則屬兄弟關係。林蓮珠女士及賴耀鎮先生申報同一批股份之權益。

除上文所披露者外，於二零一九年十二月三十一日，本公司概無獲知會有任何人士(不包括本公司董事之權益，載於上文「董事於股份及相關股份之權益及短倉」)在本公司股份及相關股份中擁有任何根據證券及期貨條例第336條之規定而須記錄於本公司存置之登記冊之權益或短倉。

公眾持股量充足

根據本公司獲得的已公開之資料及就董事所知，於本年報刊發日期，本公司之全部已發行股本中有至少25%由公眾人士持有。

關連人士交易

本集團於本年度內進行之重大關連人士交易(根據主板上市規則被豁免為關連交易或持續關連交易)載於綜合財務報表附註32。

董事會報告

Report of the Directors

PERMITTED INDEMNITY PROVISIONS

No permitted indemnity provision was in force during the year, or is in force at the date of this report, for the benefit of a then director or a director of the Company (whether made by the Company or otherwise) or a then director or a director of its subsidiary (if made by the Company). The Company has arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group.

AUDITORS

Mazars CPA Limited will retire as auditor of the Company at the conclusion of the forthcoming annual general meeting, and a resolution for their reappointment as auditor of the Company will be proposed at such annual general meeting.

ON BEHALF OF THE BOARD

Lai Pei Wor
Chairman

Hong Kong, 26 March 2020

獲許可彌償條文

本年度內或本報告日期並無有關本公司當時董事或某董事(無論由本公司或其他作出)或其附屬公司當時董事或某董事(如由本公司作出)利益而生效之獲許可彌償條文。本公司已安排涵蓋本集團董事及高級職員之適當董事及高級職員責任保險。

核數師

中審眾環(香港)會計師事務所有限公司將於即將舉行之股東週年大會上退任以及一項續聘其為本公司核數師之決議案將於上述股東週年大會上提呈。

代表董事會

主席
賴培和

香港，二零二零年三月二十六日

獨立核數師報告

Independent Auditor's Report



MAZARS CPA LIMITED

中審眾環(香港)會計師事務所有限公司
42nd Floor, Central Plaza
18 Harbour Road, Wanchai, Hong Kong
香港灣仔港灣道18號中環廣場42樓

To the shareholders of K & P International Holdings Limited
(incorporated in Bermuda with limited liability)

致堅寶國際控股有限公司全體股東
(於百慕達註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of K & P International Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 53 to 163, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2019, and of its financial performance and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

意見

我們已審計載於第53至163頁的堅寶國際控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，此包括二零一九年十二月三十一日的綜合財務狀況表及截至該日止年度的綜合利潤表、綜合全面收入表、綜合權益變動表、綜合現金流量表以及綜合財務報表附註包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實而公允地反映 貴集團於二零一九年十二月三十一日的財務狀況及截至該日止年度其財務表現及現金流量，並已遵照香港公司條例的披露規定妥為編製。

意見的基準

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審計。我們在該等準則下的責任已於本報告「核數師就審計綜合財務報表承擔的責任」一節中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(「守則」)，我們獨立於 貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

獨立核數師報告(續)

Independent Auditor's Report (continued)

KEY AUDIT MATTER

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our auditor's report.

Key Audit Matter 關鍵審計事項

Valuation of land and buildings

土地及樓宇之估值

Refer to note 14 to the consolidated financial statements
請參閱綜合財務報表附註14

As at 31 December 2019, land and buildings held by the Group were stated at fair value of HK\$144,095,000. Significant estimation and judgement are required by management to determine the fair value of the land and buildings, including the determination of valuation techniques and the selection of different inputs in the models. Management has engaged independent professionally qualified valuer (the "Valuer") whose work has been relied on in the estimation of the fair value of the land and buildings. Therefore, the valuation is considered a key audit matter because of the significance of the judgement and amounts involved.

於二零一九年十二月三十一日，貴集團持有之土地及樓宇以公平價值列賬為144,095,000港元。管理層需作出重大估計及判斷包括釐定其估值方法及選擇不同輸入數據之模式以釐定此土地及樓宇之公平價值。管理層已外聘獨立合資格專業估值師（「估值師」），並倚賴其工作於估計土地及樓宇之公平價值。因此，估值由於所涉的判斷及金額重大而被視為關鍵審計事項。

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。該等事項已於我們審計整體綜合財務報表及出具意見時處理，而我們不會對該等事項提供獨立的意見。我們已釐定下述事項為須於我們的報告傳達的關鍵審計事項。

How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項

Our key audit procedures over valuation of land and buildings included:

我們對土地及樓宇估值所作出的關鍵審計程序包括：

- Evaluating the competence, capabilities and objectivity of the Valuer.
評估估值師的勝任、能力及客觀性。
- Assessing the appropriateness of the work of the Valuer by making enquiries and considering the relevance and reasonableness of key assumptions and methods used, and the relevance and accuracy of the source data used.
向估值師查詢以評估其工作的合適性及考慮該等關鍵假設的相關及合理性、採用的方法及所用資料來源的相關及準確性。

獨立核數師報告(續)

Independent Auditor's Report (continued)

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the 2019 annual report of the Company 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 HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

其他資料

貴公司董事須對其他資料負責。其他資料包括本公司二零一九年年報內所載的資料，但不包括綜合財務報表及我們載於其中的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料。我們亦不會對該等其他資料發表任何形式的保證結論。

就我們對綜合財務報表的審計，我們的責任是閱讀其他資料，在此過程中，考慮其他資料與綜合財務報表或我們在審計過程中所知悉的情況是否存在重大抵觸或者看似存在重大錯誤陳述。基於我們已執行的工作，倘我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。我們就此並無任何事項須報告。

董事及管治負責人員就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製綜合財務報表，使其真實而公允地列報，以及制定董事認為必要的相關內部控制，以使綜合財務報表不存在由欺詐或錯誤而導致的重大錯誤陳述。

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

管治負責人員負責監督貴集團的財務報告過程。

獨立核數師報告(續)

Independent Auditor's Report (continued)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's 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 HKSA's, 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.

核數師就審計綜合財務報表承擔的責任

我們的目標乃對綜合財務報表整體是否不存在由欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。本報告僅為閣下(作為整體)根據百慕達一九八一年公司法第90條編製，除此之外本報告別無其他目的。我們不會就本報告的內容對任何其他人士負責或承擔責任。

合理保證為高水平的保證，但不能保證按照香港審計準則進行的審計總能發現重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果合理預期其單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

作為根據香港審計準則進行審計其中一環，我們運用專業判斷，保持專業懷疑態度。我們亦：

- 識別及評估由欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足及適當的審計憑證，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出現重大錯誤陳述的風險高於未能發現因錯誤而導致重大錯誤陳述的風險。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團的內部控制的有效性發表意見。
- 評價董事所採用會計政策的適當性及作出會計估計和相關披露的合理性。

獨立核數師報告(續)

Independent Auditor's Report (continued)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

(continued)

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

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

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

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適當性作出結論。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。倘我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露，假若有關的披露不足，則修訂我們的意見。我們的結論乃基於直至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業務。
- 評價綜合財務報表的整體列報方式、結構及內容(包括披露)事項以及綜合財務報表是否公平地反映相關交易及事項。
- 就 貴集團內各實體或業務活動的財務資料獲得充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

我們與管治負責人員溝通了計劃的審計範圍、時間安排及重大審計發現等，其中包括我們在審計中識別出內部控制的任何重大不足之處。

我們亦向管治負責人員提交聲明，表明我們已符合有關獨立性的相關專業道德要求，並與彼等溝通可能合理地被認為會影響我們獨立性的所有關係和其他事項以及在適用的情況下相關的防範措施。

獨立核數師報告(續)

Independent Auditor's Report (continued)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

(continued)

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

Mazars CPA Limited

Certified Public Accountants

Hong Kong, 26 March 2020

The engagement director on the audit resulting in this independent auditor's report is:

Chan Hiu Fun

Practising Certificate number: P05709

核數師就審計綜合財務報表承擔的責任(續)

從與管治負責人員溝通的事項中，我們確定該等對本期綜合財務報表的審計最為重要的事項，因而構成關鍵審計事項。我們在核數師報告中闡釋該等事項，除非法律或法規不允許公開披露這些事項，或在極端罕見的情況下，合理預期倘於我們的報告中註明某事項造成的負面後果超過產生的公眾利益，則我們決定不應在報告中註明該事項。

中審眾環(香港)會計師事務所有限公司

執業會計師

香港，二零二零年三月二十六日

出具本獨立核數師報告的審計項目董事：

陳曉奮

執業證書號碼：P05709

綜合利潤表

Consolidated Income Statement

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

			2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元 (re-presented) (重列)
CONTINUING OPERATIONS	持續經營業務			
REVENUE	收入	5	341,434,375	423,565,768
Cost of sales	銷售成本		(266,345,273)	(363,227,944)
Gross profit	毛利		75,089,102	60,337,824
Other income and gains	其他收入及收益	5	10,847,507	14,560,256
Fair value gain on financial asset at fair value through profit or loss	按公平價值計入損益賬之 金融資產公平價值收益		1,845,132	—
Selling and distribution costs	銷售及經銷成本		(24,929,864)	(27,059,459)
Administrative and other expenses	行政及其他費用		(32,069,009)	(33,007,520)
Realised loss on financial asset at fair value through profit or loss	按公平價值計入損益賬之 金融資產已變現虧損		(6,397,436)	—
Finance costs	融資成本	6	(1,094,930)	(1,813,977)
PROFIT BEFORE TAX	除稅前溢利	7	23,290,502	13,017,124
Income tax expense	所得稅開支	10	(5,726,998)	(3,865,644)
PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS	來自持續經營業務之本年 度溢利		17,563,504	9,151,480
DISCONTINUED OPERATION	已終止經營業務			
Loss for the year from discontinued operation	來自已終止經營業務之本 年度虧損	11	(904,890)	(7,926,860)
PROFIT FOR THE YEAR	本公司擁有人所佔本年度 溢利		16,658,614	1,224,620
PROFIT/(LOSS) FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人所佔本年度 溢利／(虧損)			
Continuing operations	持續經營業務		17,563,504	9,151,480
Discontinued operation	已終止經營業務		(904,890)	(7,926,860)
			16,658,614	1,224,620

綜合利潤表

Consolidated Income Statement

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

	Notes 附註	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元 (re-presented) (重列)
EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人所佔每股盈 利／(虧損)		
Basic and diluted	基本及攤薄		
– from continuing operations (HK cents)	– 由持續經營業務 (港仙)	6.58	3.43
– from discontinued operation (HK cents)	– 由已終止經營業務 (港仙)	(0.34)	(2.97)
Total	總數	6.24	0.46

綜合全面收入表

Consolidated Statement of Comprehensive Income

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

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
PROFIT FOR THE YEAR	本年度溢利	16,658,614	1,224,620
OTHER COMPREHENSIVE INCOME	其他全面收入		
Items that will not be reclassified to profit or loss:	將不會重新分類至損益入賬之項目：		
Surplus arising from revaluation of land and buildings	土地及樓宇之重估盈餘	2,430,525	16,645,788
Income tax effect	所得税影響	(677,720)	(4,256,567)
		1,752,805	12,389,221
Items that may be reclassified subsequently to profit or loss:	其後可重新分類至損益入賬之項目：		
Exchange differences on translation of foreign operations	換算海外業務時產生之匯兌差額	(3,009,627)	(6,878,794)
OTHER COMPREHENSIVE (LOSS)/ INCOME FOR THE YEAR, NET OF TAX	除稅後本年度其他全面(虧損)/收入	(1,256,822)	5,510,427
TOTAL COMPREHENSIVE INCOME FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人所佔本年度全面收入總額	15,401,792	6,735,047

綜合財務狀況表

Consolidated Statement of Financial Position

於二零一九年十二月三十一日

At 31 December 2019

		Notes	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
		附註		
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	214,273,903	211,573,006
Prepaid land lease payments	預付土地租賃款	15	–	10,844,406
Financial asset at fair value through profit or loss	按公平價值計入損益 賬之金融資產	17	680,000	680,000
Total non-current assets	非流動資產總計		214,953,903	223,097,412
CURRENT ASSETS	流動資產			
Financial asset at fair value through profit or loss	按公平價值計入損益 賬之金融資產	17	1,845,132	–
Inventories	存貨	18	53,620,905	64,120,558
Prepayments, deposits and other receivables	預付款項、按金及其 他應收款項	19	6,100,225	7,217,855
Trade and bills receivables	應收賬項及票據	20	73,167,064	87,367,262
Bank balances and cash	銀行結餘及現金	21	51,505,394	43,762,395
Total current assets	流動資產總計		186,238,720	202,468,070
CURRENT LIABILITIES	流動負債			
Trade payables	應付賬項	22	36,254,341	44,923,952
Accrued liabilities and other payables	應計負債及其他應付 款項	23	33,812,113	46,704,221
Interest-bearing bank and other borrowings	帶息銀行及其他借貸	24	12,040,876	34,105,228
Lease liabilities	租賃負債	25	1,460,865	–
Tax payables	應繳稅項		7,682,773	2,535,010
Total current liabilities	流動負債總計		91,250,968	128,268,411
NET CURRENT ASSETS	流動資產淨值		94,987,752	74,199,659
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		309,941,655	297,297,071

綜合財務狀況表(續)

Consolidated Statement of Financial Position (continued)

於二零一九年十二月三十一日
At 31 December 2019

			2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
	Notes 附註			
NON-CURRENT LIABILITIES		非流動負債		
Interest-bearing bank and other borrowings	24	帶息銀行及其他借貸	–	1,704,471
Lease liabilities	25	租賃負債	939,591	–
Deferred tax liabilities	26	遞延稅項負債	22,696,398	22,018,678
Total non-current liabilities		非流動負債總計	23,635,989	23,723,149
Net assets		資產淨值	286,305,666	273,573,922
EQUITY		權益		
Share capital	27	股本	26,700,480	26,700,480
Reserves	29(a)	儲備	259,605,186	246,873,442
Total equity		權益總額	286,305,666	273,573,922

These consolidated financial statements on pages 53 to 163 were approved and authorised for issue by the Board of Directors on 26 March 2020 and signed on its behalf by

第53頁至163頁所載此等綜合財務報表已於二零二零年三月二十六日獲董事會批准及授權發佈，並由下列人士代表簽署：

Lai Pei Wor
賴培和
Director
董事

Chan Yau Wah
陳友華
Director
董事

綜合權益變動表

Consolidated Statement of Changes in Equity

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

		Share capital	Share premium account	Contributed surplus	Asset revaluation reserve 資產 重估儲備	Exchange fluctuation reserve 匯兌 波動儲備	Retained profits	Proposed dividends	Total equity
		股本 HK\$ 港元	股份溢價賬 HK\$ 港元	繳入盈餘 HK\$ 港元	重估儲備 HK\$ 港元	波動儲備 HK\$ 港元	保留溢利 HK\$ 港元	建議股息 HK\$ 港元	權益總額 HK\$ 港元
At 1 January 2019	於二零一九年一月一日	26,700,480	50,856,881	660,651	89,364,811	(3,504,306)	109,495,405	-	273,573,922
Profit for the year	本年度溢利	-	-	-	-	-	16,658,614	-	16,658,614
Other comprehensive income for the year:	本年度其他全面收入：								
Exchange differences on translation of foreign operations	換算海外業務時產生之匯兌差額	-	-	-	-	(3,009,627)	-	-	(3,009,627)
Surplus arising from revaluation of land and buildings, net of tax	除稅後土地及樓宇之重估盈餘	-	-	-	1,752,805	-	-	-	1,752,805
Total comprehensive income for the year	本年度全面收入總額	-	-	-	1,752,805	(3,009,627)	16,658,614	-	15,401,792
Transaction with owners:	與擁有人進行之交易：								
2019 interim dividend paid (note 12)	支付二零一九年中期股息（附註12）	-	-	-	-	-	(2,670,048)	-	(2,670,048)
2019 final dividend proposed (note 12)	建議二零一九年末期股息（附註12）	-	-	-	-	-	(5,340,096)	5,340,096	-
Total transaction with owners	與擁有人進行之交易總額	-	-	-	-	-	(8,010,144)	5,340,096	(2,670,048)
At 31 December 2019	於二零一九年十二月三十一日	26,700,480	*50,856,881	*660,651	*91,117,616	*(6,513,933)	*118,143,875	*5,340,096	286,305,666

綜合權益變動表

Consolidated Statement of Changes in Equity

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

		Share capital	Share premium account	Contributed surplus	Asset revaluation reserve	Exchange fluctuation reserve	Retained profits	Total equity
		股本 HK\$ 港元	股份溢價賬 HK\$ 港元	繳入盈餘 HK\$ 港元	重估儲備 HK\$ 港元	波動儲備 HK\$ 港元	保留溢利 HK\$ 港元	權益總額 HK\$ 港元
At 1 January 2018	於二零一八年一月一日	26,700,480	50,856,881	660,651	76,975,590	3,374,488	108,270,785	266,838,875
Profit for the year	本年度溢利	-	-	-	-	-	1,224,620	1,224,620
Other comprehensive income for the year:	本年度其他全面收入：							
Exchange differences on translation of foreign operations	換算海外業務時產生之匯兌差額	-	-	-	-	(6,878,794)	-	(6,878,794)
Surplus arising from revaluation of land and buildings, net of tax	除稅後土地及樓宇之重估盈餘	-	-	-	12,389,221	-	-	12,389,221
Total comprehensive income for the year	本年度全面收入總額	-	-	-	12,389,221	(6,878,794)	1,224,620	6,735,047
At 31 December 2018	於二零一八年十二月三十一日	26,700,480	*50,856,881	*660,651	*89,364,811	*(3,504,306)	*109,495,405	273,573,922

* These reserve accounts comprise the consolidated reserves of HK\$259,605,186 (2018: HK\$246,873,442) in the consolidated statement of financial position.

* 於綜合財務狀況表中，這些儲備賬戶包含綜合儲備259,605,186港元(二零一八年：246,873,442港元)。

綜合現金流量表

Consolidated Statement of Cash Flows

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

	Notes 附註	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元 (re-presented) (重列)
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動之現金流入		
Profit/(loss) before tax	除稅前溢利／(虧損)		
– from continuing operations	– 由持續經營業務	23,290,502	13,017,124
– from discontinued operation	– 由已終止經營業務	(904,890)	(7,908,570)
Adjustments for:	調整：		
Finance costs	融資成本	6 1,094,930	1,813,977
Bank interest income	銀行利息收入	(285,789)	(59,521)
Depreciation of property, plant and equipment (excluding right-of-use assets)	折舊－物業、廠房及設備 (除使用權資產外)	7,071,413	15,079,436
Depreciation of right-of-use assets	折舊－使用權資產	4,067,985	–
Fair value gain on financial asset at fair value through profit or loss	按公平價值計入損益賬之 金融資產公平價值收益	(1,845,132)	–
Amortisation of prepaid land lease payments	預付土地租賃款攤銷	–	297,941
Loss allowance on trade receivables	應收賬項減值	254,979	–
Loss/(gain) on disposal of items of property, plant and equipment	出售物業、廠房及設備之 虧損／(收益)，淨額	4,400,004	(346,832)
Provision for impairment loss on property, plant and equipment	物業、廠房及設備 之減值虧損撥備	–	1,855,946
Provision for slow-moving inventories, net	滯銷存貨撥備，淨額	465,776	1,632,983
		37,609,778	25,382,484
Decrease in inventories	存貨之減少	10,655,683	10,406,120
Decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收款項 之減少	791,151	5,326,064
Decrease/(increase) in trade and bills receivables	應收賬項及票據 之減少／(增加)	14,046,696	(12,868,004)
Decrease in trade payables	應付賬項之減少	(9,298,990)	(11,904,713)
Decrease in accrued liabilities and other payables	應計負債及其他應付款項 之減少	(13,139,823)	(5,433,682)
Cash generated from operations – pages 61	經營業務所產生之 現金－第61頁	40,664,495	10,908,269

綜合現金流量表(續)

Consolidated Statement of Cash Flows (continued)

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

		Notes 附註	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Cash generated from operations – pages 60	經營業務所產生之現金 —第60頁		40,664,495	10,908,269
Interest received	已收利息		285,789	59,521
Interest paid	已付利息		(941,621)	(1,506,053)
Interest element on lease liabilities/ finance lease payments	租賃負債／融資租賃付款之 利息部份		(153,309)	(307,924)
Hong Kong profits tax refunded	退回香港利得稅		40,428	255,194
Overseas taxes paid	已付海外稅項		(612,844)	(871,593)
Net cash flows from operating activities	經營活動之現金流入淨額		39,282,938	8,537,414
CASH FLOWS USED IN INVESTING ACTIVITIES	投資活動之現金流出			
Increase in time deposits with maturity over three months	超過三個月到期定期存款之 增加		(23,340,000)	—
Purchases of items of property, plant and equipment	購買物業、廠房及設備		(6,356,682)	(3,612,073)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備 所得款項		507,195	399,840
Net cash flows used in investing activities	投資活動之現金流出淨額		(29,189,487)	(3,212,233)
CASH FLOWS USED IN FINANCING ACTIVITIES	融資活動之現金流出			
Dividend paid	已付股息	30	(2,670,048)	—
New unsecured bank loans/revolving term loans/trust receipt loans	新無抵押銀行貸款／循環有期 貸款／信託收據貸款	30	28,909,166	95,319,646
Decrease in discounted bills	貼現票據之減少	30	(145,175)	(232,427)
Repayment of unsecured instalment loans/bank loans/revolving term loans/trust receipt loans	償還無抵押分期貸款／ 銀行貸款／循環有期貸款／ 信託收據貸款	30	(48,761,716)	(92,902,528)
New finance leases raised	新增融資租賃	30	—	299,510
Repayment of lease liabilities/finance lease payments	償還租賃負債／融資租賃付款	30	(2,368,019)	(5,799,361)
Net cash flows used in financing activities	融資活動之現金流出淨額		(25,035,792)	(3,315,160)
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS – page 62	現金及現金等值項目之(減少) ／增加淨額—第62頁		(14,942,341)	2,010,021

綜合現金流量表(續)

Consolidated Statement of Cash Flows (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

		Notes	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS – page 61	現金及現金等值項目 之(減少)/增加淨額 — 第61頁		(14,942,341)	2,010,021
Cash and cash equivalents at beginning of year	年初之現金及現金等值項目		43,762,395	42,285,169
Effect of foreign exchange rate changes, net	匯率變動之影響，淨額		(654,660)	(532,795)
CASH AND CASH EQUIVALENTS AT END OF YEAR	年終之現金及現金等值項目	21	28,165,394	43,762,395

綜合財務報表附註

Notes to Consolidated Financial Statements

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

1. CORPORATE INFORMATION

K & P International Holdings Limited (the “Company”) is a limited liability company incorporated in Bermuda and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited. Its registered office is located at Units 2304-06, 23rd Floor, Riley House, 88 Lei Muk Road, Kwai Chung, New Territories, Hong Kong.

During the year, the Company and its subsidiaries (together the “Group”) were involved in the following principal activities:

- manufacture and sale of precision parts and components (comprising keypads, synthetic rubber and plastic components and part); and
- design, manufacture and sale of consumer electronic products (comprising time, weather forecasting and other products).

There were no significant changes in the nature of the Group’s principal activities during the year, except for the discontinuance as explained in note 11 to the consolidated financial statements.

2.1 BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange (the “Listing Rules”). These consolidated financial statements have been prepared under the historical cost convention, except for land and buildings and financial assets measured at fair value through profit or loss, which have been measured at revalued amount/fair value. These consolidated financial statements are presented in Hong Kong dollars.

1. 公司資料

堅寶國際控股有限公司(「本公司」)是一間於百慕達註冊成立之有限公司及其股份在香港聯合交易所有限公司主板上市。本公司之註冊辦事處為香港新界葵涌梨木道88號達利中心23樓2304-06室。

本公司及其附屬公司(統稱「本集團」)於本年度內之主要業務如下：

- 製造及銷售精密零部件(其中包括按鍵、合成橡膠及塑膠零部件)；及
- 設計、製造及銷售電子消費品(其中包括時計、天氣預計及其他產品)。

集團之主要業務於本年度內並無重大改變，除於綜合財務報表附註11說明的已終止業務外。

2.1 編製基準

本綜合財務報表是根據香港財務報告準則(「香港財務報告準則」)編製。此統稱，包括香港會計師公會頒佈之所有適用香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋、香港公認會計原則及香港公司條例之披露規定。本綜合財務報表亦符合香港聯合交易所證券上市規則(「上市規則」)之適用披露規定。除土地及樓宇及按公平價值計入損益賬之金融資產以重估金額／公平價值計量外，本綜合財務報表乃以歷史原值成本法計算。本綜合財務報表以港元呈列。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

2.1 BASIS OF PREPARATION (continued)

These consolidated financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2018 consolidated financial statements except for the adoption of the new/revised HKFRSs that are relevant to the Group and effective from the current year as set out in note 2.2 to the consolidated financial statements. A summary of others principal accounting policies adopted by the Group is set out in note 2.4 to the consolidated financial statements.

Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and all of its subsidiaries. The financial statements of the subsidiaries are prepared for the same reporting year as that of the Company using consistent accounting policies.

All intra-group balances, transactions, income and expenses and profits and losses resulting from intra-group transactions are eliminated in full. The results of subsidiaries are consolidated from the date on which the Group obtains control and continue to be consolidated until the date that such control ceases.

Changes in ownership interest

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. 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 the owners of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest determined at the date when control is lost and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests at the date when control is lost. The amounts previously recognised in other comprehensive income in relation to the disposed subsidiary are accounted for on the same basis as would be required if the parent had directly disposed of the related assets or liabilities. Any investment retained in the former subsidiary and any amounts owed by or to the former subsidiary are accounted for as a financial asset, associate, joint venture or others as appropriate from the date when control is lost.

2.1 編製基準(續)

除採納載於附註2.2與本集團相關並於本年度生效之新訂／經修訂香港財務報告準則，此等綜合財務報表之編製基準與二零一八年綜合財務報表所採納之會計政策貫徹一致。本集團採納其他主要會計政策之概要載於綜合財務報表附註2.4。

綜合賬項基準

綜合財務報表包括本公司及其所有附屬公司之財務報表。附屬公司之財務報表的報告年度與本公司相同，並採用一致會計政策編製。

所有集團內公司間之結餘、交易和集團內公司間交易所產生的收入及支出、溢利及虧損均全數抵銷。附屬公司之業績自本集團取得控制權之日起合併，並繼續合併至該控制權終止日期。

擁有權權益變動

倘本集團於附屬公司之擁有權權益出現變動，但並無導致本集團失去對該附屬公司之控制權，則按權益交易入賬。本集團之權益與非控股權益之賬面值會作出調整，以反映其於附屬公司之相關權益之變動。非控股權益之調整款額與已付或已收代價之公平價值兩者間之任何差額，均直接於權益中確認並歸屬於本公司擁有人。

倘本集團失去對附屬公司之控制權，則出售損益按(i)已收代價之公平價值及於失去控制權當日所釐定任何保留權益之公平價值之總額與(ii)該附屬公司之資產(包括商譽)及負債以及任何非控股權益於失去控制權當日之賬面值之差額計算。先前就已出售附屬公司於其他全面收入確認之款額，會按猶如母公司已直接出售相關資產或負債之所需相同基準入賬。自控制權失去當日起，於前附屬公司保留之任何投資及該前附屬公司所結欠或應收之任何金額，入賬列為金融資產、聯營公司、合營企業或其他(如適用)。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has applied, for the first time, the following new/ revised HKFRSs that are relevant to the Group.

Annual Improvements to HKFRSs	2015-2017 Cycle
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Amendments to HKAS 19	Employee Benefits
HKFRS 16	Leases

Annual Improvements Project – 2015-2017 Cycle

HKAS 12: Income tax consequences of payments on financial instruments classified as equity

The amendments clarify that (a) the income tax consequences of dividends are recognised in profit or loss, other comprehensive income or equity according to where the past transactions or events that generated the distributable profits were originally recognised and (b) these requirements apply to all income tax consequences of dividends as defined in HKFRS 9.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

2.2 會計政策及披露之變動

本集團首次應用以下與本集團相關之新訂／經修訂之香港財務報告準則。

香港財務報告準則之年度改進項目	二零一五年至二零一七年週期
香港(國際財務報告詮釋委員會)－詮釋第23號	所得稅項處理之不确定性
香港會計準則第19號之修訂	僱員福利
香港財務報告準則第16號	租賃

香港財務報告準則之年度改進項目：二零一五年至二零一七年週期

香港會計準則第12號：確認權益中支付金融工具的所得稅後果

該等修訂釐清(a)股息所得稅後果應於確認派付股息責任時確認。所得稅後果應根據最初確認產生可分配利潤的過往交易或事項在損益、其他全面收益或權益中確認，及(b)該等要求應在確認香港財務報告準則第9號界定的股息所得稅後果內採用。

採納該等修訂對綜合財務報表並無任何重大影響。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

HK(IFRIC)-Int 23: Uncertainty over Income Tax Treatments

The Interpretation supports the requirements in HKAS 12 Income Taxes by specifying how to reflect the effects of uncertainty in accounting for income taxes.

The adoption of the Interpretation does not have any significant impact on the consolidated financial statements.

Amendments to HKAS 19: Employee Benefits

The amendments require the use of updated assumptions to determine current service cost and net interest for the remainder of the reporting period after a change is made to a plan.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

HKFRS 16: Leases

HKFRS 16 replaces HKAS 17 and related Interpretations for annual periods beginning on or after 1 January 2019. It significantly changes, among others, the lessee accounting by replacing the dual-model under HKAS 17 with a single model which requires a lessee to recognise right-of-use assets and lease liabilities for the rights and obligations created by all leases with a term of more than 12 months, unless the underlying asset is of low value. For lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently. HKFRS 16 also requires enhanced disclosures to be provided by lessees and lessors.

2.2 會計政策及披露之變動(續)

香港(國際財務報告詮釋委員會)

— 詮釋第23號：所得稅項處理之不確定性

該詮釋是針對香港會計準則第12號所得稅的規定，就如何反映所得稅會計處理中的不確定性影響提供指引。

採納該詮釋對綜合財務報表並無任何重大影響。

香港會計準則第19號之修訂：僱員福利

於計劃變動後餘下的報告期間內，該等修訂規定使用最新假設去釐定當前服務成本及利息淨額。

採納該等修訂對綜合財務報表並無任何重大影響。

香港財務報告準則第16號：租賃

香港財務報告準則第16號於二零一九年一月一日或之後開始之年度期間取代香港會計準則第17號及相關詮釋。其對(其中包括)承租人的會計方法有重大變動，以單一模型取代香港會計準則第17號的雙重模型。該單一模型規定除非相關資產為低價值資產，否則承租人須就年期超過12個月的所有租賃而產生的權利及責任確認使用權資產及租賃負債。就出租人會計處理而言，香港財務報告準則第16號大致繼承了香港會計準則第17號有關出租人會計處理的規定。因此，出租人繼續將其租賃分類為經營租賃或融資租賃，並且對兩類租賃進行不同之會計處理。香港財務報告準則第16號亦規定承租人及出租人提供更詳盡披露資料。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

HKFRS 16: Leases (continued)

In accordance with the transitional provisions, the Group has applied HKFRS 16 for the first time at 1 January 2019 (i.e. the date of initial application, the "DIA") using the modified retrospective approach in which comparative information has not been restated. Instead, the Group recognised the cumulative effect of initially applying HKFRS 16 as an adjustment to the balance of retained profits or other component of equity, where appropriate, at the DIA.

The Group also elected to use the transition practical expedient not to reassess whether a contract was, or contained, a lease at the DIA and the Group applied HKFRS 16 only to contracts that were previously identified as leases applying HKAS 17 and to contracts entered into or changed on or after the DIA that are identified as leases applying HKFRS 16.

As lessee

Before the adoption of HKFRS 16, lease contracts were classified as operating or finance lease in accordance with the Group's accounting policies applicable prior to the DIA.

Upon adoption of HKFRS 16, the Group accounted for the leases in accordance with the transition provisions of HKFRS 16 and the Group's accounting policies applicable from the DIA.

2.2 會計政策及披露之變動(續)

香港財務報告準則第16號：租賃(續)

根據過渡條文，本集團於二零一九年一月一日（即首次應用日期「首次應用日期」）首次採用經修訂追溯調整法應用香港財務報告準則第16號，且並無重列比較資料。而本集團已於首次應用日期將首次應用香港財務報告準則第16號的累計影響確認為累計虧損結餘或其他權益組成部分（如適用）的調整。

本集團亦已選擇採用過渡可行權宜方法，不於首次應用日期重新評估合約是否為或包含一項租賃，且本集團僅將香港財務報告準則第16號應用於先前根據香港會計準則第17號確認為租賃的合約及於首次應用日期或之後訂立或變更並應用香港財務報告準則第16號確認為租賃的合約。

作為承租人

於採納香港財務報告準則第16號前，根據首次應用日期前適用的本集團會計政策，租賃合約分類為經營租賃或融資租賃。

於採納香港財務報告準則第16號後，本集團根據香港財務報告準則第16號的過渡條文及自首次應用日期起適用的本集團會計政策對租賃進行入賬。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

HKFRS 16: Leases (continued)

As lessee – leases previously classified as operating leases

The Group recognised right-of-use assets and lease liabilities for leases previously classified as operating leases at the DIA, except for leases for which the underlying asset is of low value, and the Group applied the following practical expedients on a lease-by-lease basis.

- (a) Applied a single discount rate to a portfolio of leases with reasonably similar characteristics.
- (b) Adjusted the right-of-use assets at the DIA by the provision for onerous leases recognised immediately before the DIA by applying HKAS 37, as an alternative to performing an impairment review at the DIA.
- (c) Did not recognise right-of-use assets and lease liabilities to leases for which the lease term ends within 12 months of the DIA.
- (d) Excluded initial direct costs from the measurement of the right-of-use assets at the DIA.
- (e) Used hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

At the DIA, except for those that were previously or will be accounted for as investment property using the fair value model, right-of-use assets were, on a lease-by-lease basis, measured at either,

- (a) their carrying amount as if HKFRS 16 had been applied since the commencement date, but discounted using the lessee's incremental borrowing rate at the DIA; or
- (b) an amount equal to the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised immediately before the DIA.

2.2 會計政策及披露之變動(續)

香港財務報告準則第16號：租賃(續)

作為承租人－先前分類為經營租賃的租賃

於首次應用日期，本集團就先前分類為經營租賃的租賃確認使用權資產及租賃負債，惟相關資產價值較低的租賃除外。本集團已按逐項租賃基準採用以下可行權宜方法。

- (a) 對具有合理相似特徵的租賃組合採用單一貼現率。
- (b) 於首次應用日期，透過對緊接首次應用日期前應用香港會計準則第37號確認的虧損性租賃計提撥備而調整使用權資產，作為於首次應用日期進行減值評估之替代方法。
- (c) 不就租期於首次應用日期起十二個月內結束的租賃確認使用權資產及租賃負債。
- (d) 於首次應用日期計量使用權資產時撇除初步直接成本。
- (e) 倘合約包含延長或終止租賃之選擇權，則使用事後方式釐定租期。

於首次應用日期，除先前或將會使用公平價值模式入賬為投資物業的使用權資產外，使用權資產乃根據逐項租賃基準按以下計量：

- (a) 其賬面值，猶如香港財務報告準則第16號已自開始日期起應用，惟須使用承租人於首次應用日期的增量借款利率進行貼現；或
- (b) 相等於租賃負債的金額，並經緊接首次應用日期前確認之租賃有關的任何預付或應計租賃付款的金額調整。

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

HKFRS 16: Leases (continued)

As lessee – leases previously classified as operating leases (continued)

Lease liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at the DIA. The weighted average incremental borrowing rate applied to the lease liabilities at the DIA is 3.6%.

Reconciliation of operating lease commitments disclosed applying HKAS 17 at 31 December 2018 and lease liabilities recognised at the DIA is as follows.

		HK\$ 港元
Operating lease commitments as at 31 December 2018	於二零一八年十二月三十一日之經營租賃承擔	918,934
Discounted using the lessee's incremental borrowing rate at the DIA	使用承租人於首次應用日期的增量借款利率貼現	884,449
Less: Short-term leases and other leases with remaining lease term ending on or before 31 December 2019	減：短期租賃及餘下租期於二零一九年十二月三十一日或之前屆滿的其他租賃	(743,042)
Add: Liabilities for renewal of the lease by applying the practical expedient to use the hindsight	加：採納可行權宜事後方法而續期租賃的負債	855,556
Lease liabilities as at 1 January 2019	於二零一九年一月一日之租賃負債總額	996,963

As lessee – leases previously classified as finance leases

The Group measures the carrying amount of the right-of-use assets and lease liabilities at the DIA at the carrying amount of the lease assets and lease liabilities immediately before that date measured applying HKAS 17. The Group accounts for those leases applying HKFRS 16 from the DIA.

As lessee

At the DIA, all right-of-use assets were presented within the line item "property, plant and equipment" on the consolidated statement of financial position. Besides, lease liabilities including those previously presented under "interest-bearing bank and other borrowings" were shown separately on the consolidated statement of financial position.

2.2 會計政策及披露之變動(續)

香港財務報告準則第16號：租賃(續)

作為承租人 – 先前分類為經營租賃的租賃 (續)

租賃負債按餘下租賃付款之現值計量，並使用承租人於首次應用日期的增量借款利率貼現。於首次應用日期對租賃負債採用的加權平均增量借款利率為3.6%。

於二零一八年十二月三十一日應用香港會計準則第17號披露之經營租賃承擔與於首次應用日期確認之租賃負債的對賬如下。

作為承租人 – 先前分類為融資租賃之租賃

本集團已首次應用日期就先前根據香港會計準則第17號分類為融資租賃之租賃資產及租賃負債的賬面值按使用權資產及租賃負債的賬面值入賬。本集團就該等租賃於首次應用日期採用香港財務報告準則第16號入賬。

作為承租人

於首次應用日期，所有使用權資產呈列於綜合財務狀況表的「物業、廠房及設備」項目內。此外，包括先前呈現為帶息銀行及其他借貸的租賃負債於綜合財務狀況表中單獨呈列。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

2.3 ISSUED BUT NOT YET EFFECTIVE HKFRSs

At the date of authorisation of these consolidated financial statements, the HKICPA has issued the following new/revised HKFRSs that are not yet effective for the current year, which the Group has not early adopted.

Amendments to HKASs 1 and 8	Definition of Material ¹
Amendments to HKAS 39, HKFRSs 7 and 9	Interest Rate Benchmark Reform ¹
Amendments to HKFRS 3	Definition of a Business ²
HKFRS 17	Insurance Contracts ³
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴

- ¹ Effective for annual periods beginning on or after 1 January 2020
- ² Effective for acquisitions that occur on or after the beginning of the first annual period beginning on or after 1 January 2020
- ³ Effective for annual periods beginning on or after 1 January 2021
- ⁴ The effective date to be determined

The directors do not anticipate that the adoption of the new/revised HKFRSs in future periods will have any material impact on the results of the Group.

2.3 已頒佈但尚未生效之香港財務報告準則

於授權此等綜合財務報表之日，本集團並無提早採納下列香港會計師公會已頒佈但於本年度尚未生效之新訂／經修訂之香港財務報告準則。

香港會計準則第1號及香港會計準則第8號之修訂	重大之定義 ¹
香港會計準則第39號、香港財務報告準則第7號及香港財務報告準則第9號之修訂	利率基準改革 ¹
香港財務報告準則第3號之修訂	業務之定義 ²
香港財務報告準則第17號	保險合同 ³
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營或合營企業之間的資產出售或注資 ⁴

- ¹ 於二零二零年一月一日或之後開始之年度期間生效
- ² 於二零二零年一月一日或之後開始之首個年度期間開始時或之後發生之收購生效
- ³ 於二零二一年一月一日或之後開始之年度期間生效
- ⁴ 生效日期有待確定

董事並不預計於將來採納該等新修訂之香港財務報告準則對本集團之業績有任何重大影響。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Subsidiaries

A subsidiary is an entity that is controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the elements of control.

In the Company's statement of financial position which is presented within these notes, an investment in subsidiary is stated at cost less impairment loss.

Related parties

A related party is a person or entity that is related to the Group.

- (a) A person or a close member of that person's family is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of the parent of the Group.
- (b) An entity is related to the Group if any of the following conditions applies:
 - (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.

2.4 重大會計政策概要

附屬公司

附屬公司乃本集團所控制之實體。倘本集團對一個實體所得之可變動回報承擔風險或享有權利，並有能力透過其對該實體之權力影響該等回報時，則本集團對該實體有控制權。倘有事實及情況顯示其中一項或多項控制權因素出現變動時，則本集團會重新評估是否仍然控制該被投資公司。

附屬公司之投資是按成本減值虧損列賬，其呈列於本公司之財務狀況表附註內。

關連人士

關連人士為與本集團有關連的個人或實體。

- (a) 該人士為以下人士或以下人士家庭之近親被視為本集團關連人士：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司主要管理層之成員。
- (b) 該實體被視為本集團關連人士倘符合下列任何條件：
 - (i) 該實體及本集團為相同集團之成員公司(即各母公司、附屬公司及同系附屬公司為互相關連)。
 - (ii) 一個實體是另一實體的聯營或合營企業(或另一實體為成員公司之集團旗下成員公司之聯營或合營企業)。
 - (iii) 兩個實體皆為相同第三方之合營企業。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties (continued)

(b) (continued)

- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (a) that person's children and spouse or domestic partner;
- (b) children of that person's spouse or domestic partner; and
- (c) dependants of that person or that person's spouse or domestic partner.

In the definition of a related party, an associate includes subsidiaries of the associate and a joint venture includes subsidiaries of the joint venture.

2.4 重大會計政策概要(續)

關連人士(續)

(b) (續)

- (iv) 一個實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。
- (v) 有關實體為本集團或與本集團有關連之實體為僱員福利而設之離職後福利計劃。倘本集團本身便是該計劃，而提供資助的僱主亦被視為與本集團有關。
- (vi) 有關實體受(a)項所述人士控制或共同控制。
- (vii) 於(a)(i)項所述人士可對該實體有重大影響力或是該實體（或該實體之母公司）之主要管理層之成員。
- (viii) 該實體或該實體所屬集團之任何成員公司向本集團或本集團之母公司提供主要管理人員服務。

該人士之近親為可能被預期與實體進行交易時影響該人士或受該人士影響之該等家庭成員並包括：

- (a) 該人士之子女及配偶或家庭夥伴；
- (b) 該人士之配偶或家庭夥伴之子女；及
- (c) 該人士或該人士之配偶或家庭夥伴之家屬。

在關連人士的定義，聯營公司包括該聯營附屬公司，而合營企業包括該合營企業附屬公司。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Discontinued operations

A discontinued operation is a component of the Group that comprises operations and cash flows that can be clearly distinguished, operationally and for financial reporting purposes, from the rest of the Group. It represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale. Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. It also occurs when the operation is abandoned.

Property, plant and equipment

Property, plant and equipment are stated at cost or valuation less accumulated depreciation and impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Repairs and maintenance are charged to profit or loss during the year in which they are incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation.

Land and buildings are stated at revalued amount, being the fair value at the date of valuation less accumulated depreciation and accumulated impairment losses. Valuations are performed frequently to ensure that the fair value of a revalued asset does not differ materially from its carrying amount. Changes in the values of property, plant and equipment are dealt with as movements in the asset revaluation reserve. Decrease in valuation are first offset against increase on earlier valuations in respect of the same asset and thereafter charged to profit or loss. Any subsequent revaluation surplus is credited to profit or loss to the extent of the deficit previously charged and thereafter to revaluation reserve.

2.4 重大會計政策概要(續)

已終止經營業務

已終止經營業務是本集團業務的一部分，其營運及現金流就營運及財務報告目的而言，可與本集團其他業務清楚劃分。其為獨立之主要業務部門或經營地區，或為出售獨立之主要業務部門或經營地區之單一協調計劃之一部分，或為特別為轉售而收購之附屬公司。當出售或當該業務符合分類為持作待售之標準時（於出售前），則歸類為已終止經營業務。當業務被放棄時，亦會歸類為已終止經營業務。

物業、廠房及設備

物業、廠房及設備乃以成本或估值減累計折舊及減值虧損後列賬。物業、廠房及設備項目之成本包括購買價及將該資產達至所定之運作情況及地點之任何直接成本。維修及保養費用均自費用產生年度從損益賬扣除。倘達到確認標準，則大型檢查的開支會於資產賬面值中資本化作為一項替換。倘須分期替換物業、廠房及設備的主要部份，則本集團會將該等部分確認為有特定可使用年期及折舊的個別資產。

土地及樓宇乃按重估值列賬，即以估值日期之公平價值減累積折舊及累積減值虧損。重估資產之公平價值會進行頻密之評估以確保不會與其賬面值有重大差別。物業、廠房及設備之價值改變以固定資產重估儲備之變動處理。估值減少乃首先用於抵銷有關同一資產之較早估值增加，而其後於損益賬扣除。其後重估產生之任何盈餘則計入損益賬，惟不得超出先前所扣除之虧蝕數額及其後至重估儲備。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment (continued)

Before 1 January 2019, as the Group's lease payments for its leasehold land and buildings cannot be allocated reliably between the land and buildings elements at the inception of the lease because similar land and buildings are not sold or leased separately, the entire lease payments are included in the cost of the leasehold land and buildings as a finance lease in property, plant and equipment.

Depreciation is calculated on the straight-line basis to write off the cost or valuation of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Land and buildings	2% to 2.7%
Land lease premium	2.7%
Office premises	33.33%
Leasehold improvements	2.5% to 30%
Plant and machinery	10% to 25%
Furniture, fixtures and office equipment	10% to 30%
Motor vehicles	20% to 25%
Moulds	20% to 33.33%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at the end of each reporting period.

2.4 重大會計政策概要(續)

物業、廠房及設備(續)

於二零一九年一月一日前，由於類似土地及樓宇並無分開出售或出租，故本集團之土地及樓宇租賃款未能於租賃開始時可靠地分配予土地及樓宇部份，整筆租賃款作為融資租賃納入物業、廠房及設備內的土地及樓宇租賃成本。

各項物業、廠房及設備之折舊乃以直線法按其估計可使用年期撇銷其成本或估值計算。用以計算折舊之主要年率如下：

土地及樓宇	2%至2.7%
土地租賃費用	2.7%
辦公室	33.33%
租賃物業裝修	2.5%至30%
廠房及機器	10%至25%
傢俬、裝置及辦公室設備	10%至30%
汽車	20%至25%
模具	20%至33.33%

倘若物業、廠房及設備項目之部份具不同使用期限，該項目之成本按合理基準劃分並分開計提折舊。剩餘價值、可使用年期及折舊方法最少於每個報告期末作審閱及在適當時進行調整。

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**Property, plant and equipment** (continued)

An item of property, plant and equipment and any significant part initially recognised 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 on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset. On disposal of a revaluated asset, the relevant portion of the asset revaluation reserve realised in respect of previous valuations is transferred to retained profits as a movement in reserves.

Prepaid land lease payments

Before 1 January 2019, prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms. From 1 January 2019, those payments are accounted for as right-of-use assets and presented as land lease premium within property, plant and equipment.

LeasesApplicable from 1 January 2019

The Group assesses whether a contract is, or contains, a lease at inception of the contract. 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.

As lessee

The Group applies the recognition exemption to short-term leases and low-value asset leases. Lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

The Group has elected not to separate non-lease components from lease components, and accounts for each lease component and any associated non-lease components as a single lease component.

2.4 重大會計政策概要 (續)**物業、廠房及設備** (續)

物業、廠房及設備及其他重要部份項目的初步確認，乃於出售後或當預期繼續使用該資產將不會產生未來經濟利益時取消確認。在取消確認該資產的年度於損益賬確認其出售或棄用的數額即出售相關資產所得款項淨額與賬面值之差額。出售已重估之資產時，將先前估值的資產重估儲備中之有關部份將轉撥至保留溢利作儲備變動處理。

預付土地租賃款

於二零一九年一月一日前，經營租賃之預付土地租賃款起始時以成本列賬，之後按直線法在租約期內確認。於二零一九年一月一日後，此類款項會作使用權資產，並於物業、廠房及設備下的土地租賃費用呈現。

租賃自二零一九年一月一日起適用

本集團於合約初始時評估合約是否為或包含租賃。倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約為租賃或包含租賃。

作為承租人

本集團對短期租賃及低價值資產租賃應用確認豁免。該等租賃相關的租賃付款按直線法於租賃期內確認為開支。

本集團已選擇不從租賃組成部分中分離出非租賃組成部分，並對各個租賃組成部分及任何相關非租賃組成部分入賬作為單獨租賃組成部分。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

Applicable from 1 January 2019 (continued)

As lessee (continued)

The Group accounts for each lease component within a lease contract as a lease separately. 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.

Amounts payable by the Group that do not give rise to a separate component are considered to be part of the total consideration that is allocated to the separately identified components of the contract.

The Group recognises a right-of-use asset and a lease liability at the commencement date of the lease.

The right-of-use asset is initially measured at cost except for leasehold land and buildings, which comprises

- (a) the amount of the initial measurement of the lease liability;
- (b) any lease payments made at or before the commencement date, less any lease incentives received;
- (c) any initial direct costs incurred by the Group; and
- (d) an estimate of costs to be incurred by the Group in dismantling and removing the underlying asset, 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, unless those costs are incurred to produce inventories.

Subsequently, the right-of-use asset is measured at cost less any accumulated depreciation and any accumulated impairment losses and adjusted for any remeasurement of the lease liability. Depreciation is provided on a straight-line basis over the shorter of the lease term and the estimated useful lives of the right-of-use asset (unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or if the cost of the right-of-use asset reflects that the Group will exercise a purchase option – in which case depreciation is provided over the estimated useful life of the underlying asset).

2.4 重大會計政策概要(續)

租賃(續)

自二零一九年一月一日起適用(續)

作為承租人(續)

本集團對於租賃合約內各個租賃組成部分單獨入賬作為一項租賃。本集團根據租賃組成部分的相對單獨價格將合約代價分配至各個租賃組成部分。

本集團未產生單獨組成部分之應付款項被視作分配至合約單獨可識別組成部分之總代價之一部分。

本集團於租賃開始日期確認使用權資產及租賃負債。

使用權資產乃按成本進行初始計量，其中包括：

- (a) 租賃負債的初始計量金額；
- (b) 於開始日期或之前所作的任何租賃付款，減已收取的任何租賃優惠；
- (c) 本集團產生的任何初始直接成本；及
- (d) 本集團拆除及移除相關資產，恢復相關資產所在場地或將相關資產恢復至租賃條款及條件所規定狀態將予產生的估計成本，除非彼等成本乃因生產存貨而產生。

隨後，使用權資產按成本減任何累計折舊及任何累計減值虧損計量，並就租賃負債的任何重新計量作出調整。於租賃期及使用權資產之估計可使用年期之較短者按直線法計提折舊(相關資產的所有權轉移至本集團或倘使用權資產的成本反映本集團將行使購買選擇權—於該情況下，將於相關資產之估計可使用年期内計提折舊)。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

Applicable from 1 January 2019 (continued)

As lessee (continued)

Right-of-use asset related to leasehold land and buildings where the Group is the registered owner of the leasehold interest are carried at revalued amount, details of which is set out under property plant and equipment paragraph above.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date of the contract.

The lease payments included in the measurement of the lease liability comprise the following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date:

- (a) fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- (b) variable lease payments that depend on an index or a rate;
- (c) amounts expected to be payable under residual value guarantees;
- (d) exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- (e) payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

The lease payments are discounted using the interest rate implicit in the lease, or where it is not readily determinable, the incremental borrowing rate of the lessee.

Subsequently, the lease liability is measured by increasing the carrying amount to reflect interest on the lease liability and by reducing the carrying amount to reflect the lease payments made.

2.4 重大會計政策概要(續)

租賃(續)

自二零一九年一月一日起適用(續)

作為承租人(續)

有關租賃的土地及樓宇及本集團為登記的擁有人的使用權資產會以重估金額計量，詳情已載於上述物業、廠房及設備的段落中。

租賃負債乃按於合約開始日期尚未支付之租賃付款現值進行初始計量。

計入租賃負債計量的租賃付款包括下列於租賃期內使用相關資產使用權權利且於開始日期尚未支付之付款：

- (a) 固定付款(包括實質性固定付款)減任何應收租賃優惠；
- (b) 取決於一項指數或比率之可變租賃付款；
- (c) 根據剩餘價值擔保預期應付之款項；
- (d) 購買權的行使價(倘本集團合理確定行使該等權利)；及
- (e) 終止租賃的罰款付款(倘租賃條款反映本集團行使終止權終止租賃)。

租賃付款使用租賃的隱含利率貼現，或倘該利率無法可靠地釐定，則採用承租人之增量借貸利率。

隨後，租賃負債透過增加賬面值以反映租賃負債之利息及調減賬面值以反映已付的租賃付款進行計量。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

Applicable from 1 January 2019 (continued)

As lessee (continued)

The lease liability is remeasured using a revised discount rate when there are changes to the lease payments arising from a change in the lease term or the reassessment of whether the Group will be reasonably certain to exercise a purchase option.

The lease liability is remeasured by using the original discount rate when there is a change in the residual value guarantee, the in-substance fixed lease payments or the future lease payments resulting from a change in an index or a rate (other than floating interest rate). In case of a change in future lease payments resulting from a change in floating interest rates, the Group remeasures the lease liability using a revised discount rate.

The Group recognises the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. If the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the remeasurement in profit or loss.

A lease modification is accounted for as a separate lease if

- (a) the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- (b) the consideration for the lease 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.

2.4 重大會計政策概要(續)

租賃(續)

自二零一九年一月一日起適用(續)

作為承租人(續)

當租賃期出現變動而產生租賃付款變動或重新評估本集團是否將合理確定行使購買選擇權時，租賃負債使用經修訂貼現率進行重新計量。

倘餘值擔保出現變動，租賃負債使用原先貼現率，實質性之固定租賃付款或因指數或比率(不包括浮動利率)變動導致之未來租賃付款重新計量。倘因浮動利率變動導致未來租賃付款變動，本集團使用經修訂貼現率重新計量租賃負債。

本集團將租賃負債之重新計量金額確認為對使用權資產之調整。倘使用權資產賬面值減少至零且於租賃負債計量進一步調減，本集團將於損益中確認任何重新計量之剩餘金額。

倘出現以下情況，租賃修改則作為單獨租賃入賬：

- (a) 該修改透過增加一項或以上相關資產之使用權利而擴大租賃範圍；及
- (b) 租賃代價增加之金額相當於經擴大範圍對應之單獨價格及為反映特定合約之情況而對該單獨價格進行之任何適當調整。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

Applicable from 1 January 2019 (continued)

As lessee (continued)

When a lease modification is not accounted for as a separate lease, at the effective date of the lease modification,

- (a) the Group allocates the consideration in the modified contract on the basis of relative stand-alone price as described above.
- (b) the Group determines the lease term of the modified contract.
- (c) the Group remeasures the lease liability by discounting the revised lease payments using a revised discount rate over the revised lease term.
- (d) for lease modifications that decrease the scope of the lease, the Group accounts for the remeasurement of the lease liability by decreasing the carrying amount of the right-of-use asset to reflect the partial or full termination of the lease and recognising any gain or loss relating to the partial or full termination of the lease in profit or loss.
- (e) for all other lease modifications, the Group accounts for the remeasurement of the lease liability by making a corresponding adjustment to the right-of-use asset.

The Group presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and presents lease liabilities separately in the consolidated statement of financial position.

2.4 重大會計政策概要(續)

租賃(續)

自二零一九年一月一日起適用(續)

作為承租人(續)

當租賃修改並未於租賃修改生效日期作為單獨租賃入賬。

- (a) 本集團根據上述相對單獨價格將代價分配至經修訂合約。
- (b) 本集團釐定經修訂合約之租賃期。
- (c) 本集團透過於經修訂租賃期使用經修訂貼現率對經修訂租賃付款進行貼現以重新計量租賃負債。
- (d) 就縮減租賃範圍之租賃修改而言，本集團透過減少使用權資產之賬面值將租賃負債之重新計量計入損益，以反映部分或全面終止該租賃及於損益中確認任何與部分或全面終止該租賃相關之收益或虧損。
- (e) 就所有其他租賃修改而言，本集團透過對使用權資產作出相應調整，對租賃負債進行重新計量。

本集團就並未能符合投資物業定義之使用權資產會呈列在「物業、廠房及設備」內，及獨立呈列其租賃負債於綜合財務狀況表上。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

Applicable before 1 January 2019

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group are accounted for as finance leases. All other leases are classified as operating leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as finance lease obligation. Assets held under capitalised finance leases are recognised as assets of the Group. The finance costs of such leases are charged to the consolidated income statement so as to provide a constant periodic rate of charge over the lease term.

Rentals payable under operating leases net of any incentives are charged to profit or loss on the straight-line basis over the lease terms.

Financial instruments

Financial assets

Recognition and derecognition

Financial assets are recognised when and only when the Group becomes a party to the contractual provisions of the instruments and on a trade date basis.

A financial asset is derecognised when and only when (i) the Group's contractual rights to future cash flows from the financial asset expire or (ii) the Group transfers the financial asset and either (a) it transfers substantially all the risks and rewards of ownership of the financial asset, or (b) it neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset but it does not retain control of the financial asset.

If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

2.4 重大會計政策概要(續)

租賃(續)

二零一九年一月一日之前適用

凡將資產擁有權之大部份回報及風險撥歸本集團之租賃均列為融資租賃。所有其他租賃均分類為經營租賃。當融資租賃生效時，租賃資產之成本將按租賃資產之公平價值及最少租賃費用的現今值之較低者撥作資本。出租方的相關負債會包括在綜合財務狀況表內為融資租賃承擔。資本化融資租賃所持之資產確認為本集團之資產。上述租賃之融資成本自綜合利潤表扣除，以於租約期作出定期定額扣減。

經營租約之應付租金扣除任何獎勵，乃按直線法在租約期內於損益賬中扣除。

金融工具

金融資產

確認及終止確認

金融資產乃當且僅當本集團成為該等工具之合約條文一方時按交易日之基準確認。

金融資產被終止確認乃當且僅當(i)本集團於獲取金融資產未來現金流量之合約權利到期；或(ii)本集團轉讓金融資產及(a)本集團已轉讓金融資產擁有權的絕大部份風險及回報；或(b)本集團既無轉讓也不保留金融資產擁有權的絕大部份風險及回報但集團不會保留對金融資產之控制權。

倘本集團保留轉讓資產擁有權的絕大部份風險及回報，則繼續確認此金融資產，同時也確認收到之款項作為抵押貸款。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Recognition and derecognition (continued)

If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises the financial asset to the extent of its continuing involvement and an associated liability for amounts it may have to pay.

Classification and measurement

Financial assets (except for trade receivables without a significant financing component) are initially recognised at their fair value plus, in the case of financial assets not carried at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial assets. Such trade receivables are initially measured at their transaction price.

On initial recognition, a financial asset is classified as (i) measured at amortised cost; (ii) debt investment measured at fair value through other comprehensive income ("Mandatory FVOCI"); (iii) equity investment measured at fair value through other comprehensive income ("Designated FVOCI"); or (iv) measured at fair value through profit or loss ("FVPL").

The classification of financial assets at initial recognition depends on the Group's business model for managing the financial assets and the financial asset's contractual cash flow characteristics. Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing them, in which case all affected financial assets are reclassified on the first day of the first annual reporting period following the change in the business model (the "reclassification date").

2.4 重大會計政策概要(續)

金融工具(續)

金融資產(續)

確認及終止確認(續)

如本集團既無轉讓也不保留金融資產擁有權的絕大部份風險及回報但集團不會保留對金融資產之控制權，本集團會確認此金融資產，惟不得超出持續參與及需要支付的相關負債。

分類及計量

金融資產(除並無重大融資部份的應收賬項外)於首次確認時均按公平價值釐訂，倘金融資產並非按公平價值計入損益列賬，則加上收購金融資產時直接歸屬之交易成本。並無重大融資部份的應收賬項首次按交易價格計量。

首次確認時，金融資產分類為(i)按攤銷成本計量；(ii)按公平價值計入其他全面收益的債務工具(「強制性FVOCI」)；(iii)按公平價值計入其他全面收益的權益工具(「指定FVOCI」)；或(iv)按公平價值計入損益(「FVPL」)。

金融資產於首次確認的分類基於本集團管理該金融資產業務模式以及合約現金流量的特徵而確定。金融資產於首次確認後不會進行重新分類，除非本集團改變管理該金融資產的業務模式。在此情況下，所有受影響的金融資產在業務模式發生變化後的第一個年度報告期的第一天重新分類(「重新分類日期」)。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

1) Financial assets measured at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVPL:

- (i) it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- (ii) its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses arising from impairment, derecognition or through the amortisation process are recognised in profit or loss.

The Group's financial assets at amortised cost include bank balances and cash, trade and bills receivables and deposits and other receivables.

2) Financial assets at FVPL

These investments include financial assets that are not measured at amortised cost or FVOCI, including held for trading, financial assets designated upon initial recognition as at FVPL, and financial assets resulting from a contingent consideration arrangement in a business combination to which HKFRS 3 applies and financial assets that are otherwise required to be measured at FVPL. They are carried at fair value, with any resultant gain and loss recognised in profit or loss, which does not include any dividend or interest earned on the financial assets.

2.4 重大會計政策概要(續)

金融工具(續)

金融資產(續)

1) 按攤銷成本計量之金融資產

若金融資產符合下列兩個條件且並未指定為按FVPL，則按攤銷成本計量：

- (i) 其持有的業務模式目的是持有金融資產以收取合約現金流量；及
- (ii) 其合約條款於指定日期產生現金流量，這些現金流量僅為本金及未償還本金之利息之付款。

按攤銷成本計量的金融資產其後採用實際利率法計量，並須予減值。由減值、終止確認或攤銷過程產生的收益及虧損於損益賬確認。

本集團按攤銷成本計量的金融資產包括銀行結餘及現金，應收賬項及票據及按金及其他應收款項。

2) 按FVPL之金融資產

該等投資包括並非按攤銷成本或FVOCI計量的金融資產，包括持作買賣及於首次確認時指定按FVPL計量之金融資產，以及香港財務報告準則第3號的業務合併之或然代價安排所產生的金融資產及業務模式中所持有的金融資產非持作收取或持作收取及銷售或其合約現金流量僅為支付本金及尚未償還本金之利息。它們按公平價值列賬，任何由此產生的收益及虧損於損益賬確認，其不包括金融資產所賺取的任何股息或利息。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

2) Financial assets at FVPL (continued)

A financial asset is classified as held for trading if it is:

- (i) acquired principally for the purpose of selling it in the near term;
- (ii) part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking on initial recognition; or
- (iii) a derivative that is not a financial guarantee contract or not a designated and effective hedging instrument.

The Group's financial assets measured at FVPL include club membership and forward currency contracts.

Impairment of financial assets and other items

The Group recognises loss allowances for expected credit losses ("ECL") on financial assets that are measured at amortised cost to which the impairment requirements apply in accordance with HKFRS 9. Except for the specific treatments as detailed below, at each reporting date, the Group measures a loss allowance for a financial asset at an amount equal to the lifetime ECL if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial asset has not increased significantly since initial recognition, the Group measures the loss allowance for that financial asset at an amount equal to 12-month ECL.

Measurement of ECL

ECL is a probability-weighted estimate of credit losses (i.e. the present value of all cash shortfalls) over the expected life of the financial instrument.

For financial assets, a credit loss is the present value of the difference between the contractual cash flows that are due to an entity under the contract and the cash flows that the entity expects to receive.

2.4 重大會計政策概要(續)

金融工具(續)

金融資產(續)

2) 按FVPL之金融資產(續)

倘金融資產分類為持作買賣：

- (i) 被購入之主要目的為於短期內出售；
- (ii) 屬於共同管理之已識別金融工具組合之一部份，並其於近期在首次確認時有短期獲利的實際模式之證據；或
- (iii) 屬於非財務擔保合約或非指定及有效對沖工具之衍生工具，則分類為持作買賣。

本集團按FVPL計量的金融資產包括會所會籍及遠期貨幣合同。

金融資產及其他項目減值

本集團根據香港財務報告準則第9號適用的減值規定確認按攤銷成本計量的金融資產預期信貸虧損(「預期信貸虧損」)的虧損撥備。除以下特別處理之詳述外，於各報告日期，倘該金融資產自首次確認起信貸風險大幅上升，本集團按相等於全期信貸虧損的金額計量金融資產的虧損撥備。倘金融資產信貸風險自首次確認起並無大幅上升，本集團按相等於十二個月預期信貸虧損的金額計量該金融資產的虧損撥備。

預期信貸虧損計量

預期信貸虧損為對金融工具預期年期信貸虧損的概率加權估計(即所有現金不足額現值)。

如屬金融資產，信貸虧損為根據合約應付實體合約現金流量與實體預期收取現金流量之間的差額現值。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Impairment of financial assets and other items (continued)

Measurement of ECL (continued)

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument while 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Where ECL is measured on a collective basis, the financial instruments are grouped based on the following one or more shared credit risk characteristics:

- (i) past due information
- (ii) nature of instrument
- (iii) nature of collateral
- (iv) industry of debtors
- (v) geographical location of debtors

Loss allowance is remeasured at each reporting date to reflect changes in the financial instrument's credit risk and loss since initial recognition. The resulting changes in the loss allowance are recognised as an impairment gain or loss in profit or loss with a corresponding adjustment to the carrying amount of the financial instrument, except in the case of Mandatory FVOCI, the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve (recycling).

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that the Group may not receive the outstanding contractual amounts in full if the financial instrument that meets any of the following criteria.

- (i) 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); or

2.4 重大會計政策概要(續)

金融工具(續)

金融資產及其他項目減值(續)

預期信貸虧損計量(續)

全期信貸虧損指於金融工具預期年期內所有可能違約事件將引致的預期信貸虧損，而十二個月預期信貸虧損為全期預期信貸虧損的部份，指預期在報告日期後十二個月內因金融工具違約事件而可能引致的信貸虧損。

當預期信貸虧損共同計量時，金融工具會根據下列一項或多項基準之共同信貸風險特徵進行分組：

- (i) 過往逾期資料
- (ii) 工具性質
- (iii) 抵押性質
- (iv) 債務人行業
- (v) 債務人地區位置

信貸虧損於各報告期末重新計量，以反映自首次確認起金融工具信貸風險及虧損的變化。信貸虧損變動與金融工具賬面值之相應調整之減值收益或虧損於損益賬確認，惟倘強制性FVOCI之虧損撥備於其他全面收入確認及於公平價值儲備累計(可轉回)。

違約定義

本集團認為以下情況就內部信貸風險管理目的而言構成違約事件，乃因過往經驗顯示倘金融工具符合任何下列準則，本集團或未能悉數收回未償還合約金額：

- (i) 內部產生或獲取自外部來源的資料顯示，債務人不太可能向其債權人(包括本集團)悉數支付(不考慮本集團持有的任何抵押)；或

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Impairment of financial assets and other items (continued)

Definition of default (continued)

- (ii) there is a breach of financial covenants by the counterparty.

Irrespective of the above analysis, 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.

Assessment of significant increase in credit risk

In assessing whether the credit risk on a financial instrument 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 in the assessment:

- the debtor's failure to make payments of principal or interest on the due dates;
- an actual or expected significant deterioration in the financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- actual or expected changes in the technological, market, economic or legal environment that have or may have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial instrument has increased significantly since initial recognition when contractual payments are more than 30 days past due.

2.4 重大會計政策概要(續)

金融工具(續)

金融資產及其他項目減值(續)

違約定義(續)

- (ii) 對方違反財務契諾。

不論上文分析，本集團認為當金融資產逾期超過九十天時，即屬發生違約，除非本集團有合理而有理據資料顯示較寬鬆違約標準更為適用。

評估信貸風險顯著上升

於評估金融工具信貸風險是否自首次確認起顯著上升時，本集團將金融工具於報告日期發生之違約風險與金融工具於首次確認日期發生之違約風險比較。作出評估時，本集團考慮合理而有理據的定量及定性資料，包括歷史經驗及毋須花費過度成本或工作而可獲得的前瞻性資料。具體而言，評估時將考慮以下資料：

- 債務人於到期日未能償還本金或利息；
- 金融工具外部或內部信貸評級的實際或預期顯著轉差(如有)；
- 債務人的實際或預期經營業績顯著轉差；及
- 技術、市場、經濟或法律環境之實際或預期變動，使債務人償還本集團債務的能力受到重大不利影響。

不論上述評估結果，本集團假定，當合約付款逾期超過30日，金融工具的信貸風險自初步確認以來已顯著上升。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Impairment of financial assets and other items (continued)

Assessment of significant increase in credit risk (continued)

Notwithstanding the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date.

Low credit risk

A financial instrument is determined to have low credit risk if:

- (i) it has a low risk of default;
- (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and
- (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

As detailed in note 35(c) to the consolidated financial statements, other receivables are determined to have low credit risk.

Simplified approach of ECL

For trade receivables without a significant financing components or otherwise for which the Group applies the practical expedient not to account for the significant financing components, the Group applies a simplified approach in calculating ECL. The Group recognises a loss allowance based on lifetime ECL at each reporting date and has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

2.4 重大會計政策概要(續)

金融工具(續)

金融資產及其他項目減值(續)

評估信貸風險顯著上升(續)

儘管存在上述情況，倘金融工具於報告日期確定為低信貸風險，本集團假設金融工具之信貸風險自首次確認起並無顯著上升。

低信貸風險

金融工具確定為低信貸風險倘：

- (i) 其違約風險低；
- (ii) 借方有強大能力於短期內滿足其合約現金流量責任；及
- (iii) 較長期的經濟及業務狀況不利變動惟未必將削弱借方履行其合約現金流量責任的能力。

如載於綜合財務報表附註35(c)，其他應收款項被定明為低的信貸風險。

預期信貸虧損簡化方法

就應收賬項而言，概無重大融資成份或者本集團應用權宜之計不計入重大融資成份，本集團採用簡化方法計算預期信貸虧損。本集團於各報告日期按全期預期信貸虧損確認虧損撥備，並根據其過往信貸虧損經驗建立撥備矩陣，並就債務人及經濟環境特定的前瞻性因素進行調整。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Impairment of financial assets and other items (continued)

Credit-impaired financial asset

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. Evidences that a financial asset is credit-impaired include observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower.
- (b) a breach of contract, such as a default or past due event.
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider.
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.
- (e) the disappearance of an active market for that financial asset because of financial difficulties.
- (f) the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

Write-off

The Group writes off a financial asset when the Group has no reasonable expectations of recovering the contractual cash flows on a financial asset in its entirety or a portion thereof. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities under the Group's procedures for recovery of amounts due, taking into account legal advice if appropriate. Any subsequent recovery is recognised in profit or loss.

2.4 重大會計政策概要(續)

金融工具(續)

金融資產及其他項目減值(續)

信貸減值之金融資產

當一項或多項對金融資產估計未來現金流量產生不利影響的事件發生時，該金融資產為信貸減值。金融資產信貸減值證據包括以下事件之可觀察數據：

- (a) 發行人或借款人出現嚴重財務困難。
- (b) 違反合約，例如違約或逾期事件。
- (c) 借款人的貸款人出於與借款人財務困難相關經濟或合約原因，而向借款人授予貸款人原本不會考慮的優惠。
- (d) 借款人很有可能破產或進行其他財務重組。
- (e) 由於財政困難，該金融資產之活躍市場因而消失。
- (f) 以高折扣購買或發行金融資產，反映已發生的信貸虧損。

撇銷

倘本集團並無合理預期收回全部或部份金融資產之合約現金流量時，撇減金融資產。本集團預期收回已撇銷之金額並不顯著。然而，所撇銷之金融資產仍可能根據本集團收回應收金額的程序受強制執行活動所限，且在適當時參考法律意見。任何隨後收回乃於損益賬確認。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial liabilities

Recognition and derecognition

Financial liabilities are recognised when and only when the Group becomes a party to the contractual provisions of the instruments.

A financial liability is derecognised when and only when the liability is extinguished, that is, when the obligation specified in the relevant contract is discharged, cancelled or expires.

Classification and measurement

Financial liabilities are initially recognised at their fair value plus, in the case of financial liabilities not carried at FVPL, transaction costs that are directly attributable to the issue of the financial liabilities.

The Group's financial liabilities include trade and other payables and loans and borrowings including interest-bearing bank and other borrowings. All financial liabilities are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method, unless the effect of discounting would be insignificant, in which case they are stated at cost.

2.4 重大會計政策概要(續)

金融工具(續)

金融負債

確認及終止確認

當且僅當本集團成為工具合約條款的訂約方及於交易日，金融負債予以確認。

當且僅當責任消除時，即相關合同中規定的義務被解除、取消或到期時，金融負債才終止確認。

分類及計量

金融負債於首次確認時按公平價值，倘金融負債並非按FVPL列賬，則加上發行金融負債時直接歸屬之交易成本。

本集團之金融負債包括應付賬項及其他應付款項及貸款及借貸包括帶息銀行及其他借貸。所有金融負債首次按其公平價值確認，及其後以實際利率按攤銷成本法計量，惟倘折現之影響並不重大，則按成本列賬。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the asset and settle the liability simultaneously.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and, in the case of work in progress and finished goods, comprises cost of direct materials and labour and a proportion of manufacturing overheads. Net realisable value is the estimated selling prices in the ordinary course of business less any estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period of the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short-term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been generally within three months of maturity at acquisition, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For classification in the consolidated statements of financial position, bank balances and cash represent assets similar in nature to cash and which are not restricted as to use.

2.4 重大會計政策概要(續)

抵銷金融工具

倘現時存在一項可依法執行的權利，可抵銷已確認金額，且亦有意以淨額結算或同時變現資產及償付債務，則財務資產及負債均可予抵銷，並將淨金額列入綜合財務狀況表內。

存貨

存貨按成本值及可變現淨值之較低者列賬。成本值以先進先出基準計算，倘為在製品及製成品，則成本包括直接材料、勞工及製造成本之部份。可變現淨值乃估計日常業務過程中售價減預期必要完成及出售之成本計算。

出售存貨時，該等存貨的賬面值於有關收入確認期間內確認為開支。存貨撇減至可變現淨值的任何金額及所有存貨虧損均於撇減或虧損發生期間內確認為開支。任何存貨撇減的任何撥回，於其撥回期間確認為開支。

現金及現金等值項目

於編製綜合現金流量表時，現金及現金等值項目包括現金及按要求之存款及短期高度流通之投資，該等投資可隨時兌換為可知數額之現金，而該等現金毋須承受價值變動之重大風險，並一般在購入後三個月內到期，及減去按要求償還之銀行透支，而該等投資乃本集團現金管理的一部份。

於綜合財務狀況表分類時，銀行結餘及現金指現金性質與資產類似，其用途並無限制。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets

At the end of each reporting period, the Group reviews internal and external sources of information to assess whether there is any indication that its property, plant and equipment and right-of-use assets may be impaired or impairment loss previously recognised no longer exists or may be reduced. If any such indication exists, the recoverable amount of the asset is estimated, based on the higher of its fair value less costs of disposal and value in use. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the smallest group of assets that generates cash flows independently (i.e. cash-generating unit).

If the recoverable amount of an asset or a cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately, except where the relevant asset is carried at revalued amount in which case the impairment loss is treated as a revaluation decrease in accordance to the accounting policy relevant to that asset.

A reversal of impairment loss is limited to the carrying amount of the asset or cash-generating unit that would have been determined had no impairment loss been recognised in prior years. Reversal of impairment loss is recognised as income in profit or loss immediately, except where the relevant asset is carried at revalued amount, in which case the reversal of impairment loss is treated as a revaluation increase in accordance to the accounting policy relevant to the asset.

2.4 重大會計政策概要(續)

非金融資產減值

於每個報告期末，本集團檢討內部及外部資料以評估是否有任何跡象顯示其物業、廠房及設備及使用權資產是否已出現減值，或先前已確認之減值虧損不再存在或可能已經減少。倘存在任何有關跡象，將根據資產公平價值減出售成本與可使用價值兩者中之較高者，估計該等資產之可收回金額。倘不可能估計個別資產之可收回金額，則本集團就獨立產生現金流量之最小資產組別(即現金產生單位)估計可收回金額。

倘本集團估計某項資產或現金產生單位之可收回金額低於其賬面值，則該項資產或現金產生單位之賬面值須減低至其可收回金額。減值虧損乃隨即確認為開支。除非該相關資產以重估價值列賬，在此情況下，減值虧損根據有關會計政策被視作相關資產之重估減少。

減值虧損之撥回以過往年度並無確認減值虧損情況下應以釐定之資產或現金產生單位之賬面值為限。減值虧損之撥回乃隨即於損益賬確認為收入。除非該相關資產以重估價值列賬，在此情況下，減值虧損之撥回根據有關會計政策被視作相關資產之重估增加。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate of the amount of obligation can be made. Expenditures for which a provision has been recognised are charged against the related provision in the year in which the expenditures are incurred. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount provided is the present value of the expenditures expected to be required to settle the obligation. Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the end of the reporting period in the countries where the Group operates and generated taxable income.

Deferred tax is provided using the liability method on all temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the end of the reporting period.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

2.4 重大會計政策概要(續)

撥備

倘本集團因過往事件而承擔現時之法定或推定責任，倘履行該責任很可能需要有關經濟利益之資源流出，及倘該責任之金額可予可靠地估計，則確認撥備。已確認撥備之支出乃於產生支出年度與有關撥備互相抵銷。撥備乃於每個報告期末覆核，並作出調整，以反映當前之最佳估計。倘貨幣時值之影響重大，撥備之金額則為履行責任預期所需支出之現值。倘本集團預期撥備將獲償付，則償付款確認為單獨資產，惟僅於實際上確定償付時方予確認。

所得稅

所得稅包括本期及遞延稅項。有關損益賬外確認項目的所得稅，不論是否在其他全面收入或直接在權益內確認。

本期間及過往期間的本期稅項資產及負債，乃用已制定或於報告期末大致制定的稅率及稅法，並以本集團業務所在國家及產生之應課稅溢利，按預期退回或付予稅務機關的金額計算。

於報告期末，資產與負債的稅基與作為財務申報用途的資產與負債賬面值之間的所有暫時性差異，須按負債法遞延稅項撥備。

所有應課稅暫時性差異均會確認為遞延稅項負債，惟以下情況例外：

- 倘若遞延稅項負債的起始時確認為非業務合併交易產生之資產或負債，而於進行交易時對會計溢利或應課稅溢利或虧損均無影響；及

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- where the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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 profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

2.4 重大會計政策概要(續)

所得稅(續)

- 對於涉及附屬公司之投資的應課稅暫時性差異而言，撥回暫時性差異的時間可以控制，而暫時性差異不甚可能在可見將來撥回。

對於所有可予扣減之暫時性差異、承前未動用稅項抵免及未動用稅項虧損，可確認遞延稅項資產。若日後有可能出現應課稅溢利，可用以抵扣該等可予扣減暫時性差異、承前未動用稅項抵免及未動用稅項虧損，則可確認遞延稅項資產，惟以下情況例外：

- 倘若有關可予扣減暫時性差異的遞延稅項資產的起因是起始時確認由非業務合併交易產生之資產或負債，而於進行交易時對會計溢利或應課稅溢利或虧損均無影響；及
- 對於涉及附屬公司之投資之權益的應課稅暫時性差異而言，只有在暫時性差異有可能在可見將來撥回，而且有可能出現應課稅溢利，可用以抵扣該等暫時性差異時，方會確認遞延稅項資產。

遞延稅項資產的賬面值，在每個報告期末予以審閱，及若不再可能有足夠應課稅溢利用以抵扣全部或部分相關遞延稅項資產，則扣減遞延稅項資產賬面值。未被確認的遞延稅項資產會於各報告期末重新評估，並在可能有足夠應課稅溢利以收回全部或部分遞延稅項資產時予以確認。

確認資產或償還負債的年度預期適用的稅率，會用作計量遞延稅項資產及負債，並以報告期末當日已經制定或大致制定的稅率及稅法基準。

綜合財務報表附註(續)

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Revenue recognition

Revenue from contracts with customers within HKFRS 15

Nature of goods

The nature of the goods provided by the Group comprises sales of precision parts and components and consumer electronic products.

Identification of performance obligations

At contract inception, the Group assesses the goods promised in a contract with a customer and identifies as a performance obligation each promise to transfer to the customer either:

- (a) a good (or a bundle of goods) that is distinct; or
- (b) a series of distinct goods that are substantially the same and that have the same pattern of transfer to the customer.

A good that is promised to a customer is distinct if both of the following criteria are met:

- (a) the customer can benefit from the good either on its own or together with other resources that are readily available to the customer (i.e. the good is capable of being distinct); and
- (b) the Group's promise to transfer the good to the customer is separately identifiable from other promises in the contract (i.e. the promise to transfer the good is distinct within the context of the contract).

2.4 重大會計政策概要(續)

所得稅(續)

倘現有可依法執行權利，容許本期稅項資產抵銷本期稅項負債，而該遞延稅項涉及同一稅務實體及同一稅務機關，則遞延稅項資產及遞延稅項負債予以對銷。

收入確認

香港財務報告準則第15號來自客戶合約之收入

貨品性質

本集團提供之貨品性質包括銷售精密零部件及電子消費品。

識別履約責任

於合約訂立時，本集團評估與客戶合約中承諾的貨品，並將每項轉移給客戶的承諾確認為履約責任：

- (a) 不同的貨品(或一批貨品)；或
- (b) 一系列不同但基本上相同的貨品，並以相同模式轉移給客戶。

如符合以下兩項條件，則承諾給客戶的貨品是不同的：

- (a) 客戶可受惠於以其本身或連同其他資源即時可獲取的貨品(即貨品能夠區分)；及
- (b) 本集團向客戶轉移貨品的承諾可與合約中的其他承諾分開識別(即轉移貨品的承諾在合約範圍內是不同的)。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from contracts with customers within HKFRS 15 (continued)

Timing of revenue recognition

Revenue is recognised when (or as) the Group satisfies a performance obligation by transferring a promised good (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

The Group transfers control of a good over time and, therefore, satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

- (a) the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- (b) the Group's performance creates or enhances an asset (for example, work in progress) that the customer controls as the asset is created or enhanced; or
- (c) 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.

If a performance obligation is not satisfied over time, the Group satisfies the performance obligation at a point in time when the customer obtains control of the promised asset. In determining when the transfer of control occurs, the Group considers the concept of control and such indicators as legal title, physical possession, right to payment, significant risks and rewards of ownership of the asset, and customer acceptance.

Sales of precision parts and components and consumer electronic products are recognised at a point in time at which the customer obtains the control of the promised asset, which generally coincides with the time when the goods are delivered to customers and the title is passed.

2.4 重大會計政策概要(續)

收入確認(續)

香港財務報告準則第15號來自客戶合約之收入(續)

收入確認時間

收入於(或由於)本集團藉向客戶轉移承諾貨品(即資產)而履行合約責任時確認。資產轉移於(或由於)客戶獲得該資產的控制權。

如符合以下其中一項標準，本集團隨時間推移轉移貨品控制權，因而隨時間推移履行履約責任及確認收入：

- (a) 於本集團履約時，客戶同時收取及消耗本集團履行所提供之利益；
- (b) 本集團履行創造或增強資產，客戶隨著資產創造或增強客戶對資產控制權(如在製品)；或
- (c) 本集團履約並無創造對本集團具有替代用途的資產，而本集團擁有迄今已完成履行付款的可強制執行權利。

倘履行履約責任並不是隨時間推移，本集團於客戶取得承諾資產控制權的某一時點履行履約責任。於釐定何時發生控制權轉移時，本集團考慮控制權概念以及法定所有權、實際擁有權、支付權利、資產擁有權的重大風險及回報以及客戶接受程度等指標。

銷售精密零部件及電子消費品於客戶取得承諾資產控制權的某一時點確認，一般與貨品交付到客戶及轉移所有權時間一致。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Contract assets and contract liabilities

If the Group performs by transferring goods to a customer before the customer pays consideration or before payment is due, the contract is presented as a contract asset, excluding any amounts presented as a receivable. Conversely, if a customer pays consideration, or the Group has a right to an amount of consideration that is unconditional, before the Group transfers a good to the customer, the contract is presented as a contract liability when the payment is made or the payment is due (whichever is earlier). A receivable is the Group's right to consideration that is unconditional or only the passage of time is required before payment of that consideration is due.

For a single contract or a single set of related contracts, either a net contract asset or a net contract liability is presented. Contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

For sales of precision parts and components and consumer electronic products, it is common for the Group to receive from the customer the whole or some of the contractual payments when the goods are delivered (i.e. the timing of revenue recognition for such transactions). The Group recognises a contract liability until it is recognised as revenue. During that period, any significant financing components, if applicable, will be included in the contract liability and will be expensed as accrued unless the interest expense is eligible for capitalisation.

Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained profits in the consolidated statement of changes in equity, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

2.4 重大會計政策概要(續)

合約資產及合約負債

倘客戶支付代價之前或付款到期之前，本集團履行移交貨品至客戶，該合約呈列為合約資產(不包括任何金額呈列於應收款項)。相反，倘客戶支付代價或本集團向客戶移交貨品之前享有一個無條件的代價金額，本集團應把已支付的金額或到期之付款(以較早者為準)把合約呈列為合約負債。應收款項是本集團在無條件下有權收取之代價或在到期支付代價之前只需要待時間過去。

就與客戶訂立的單一合約或一套相關合約而言，會呈列合約資產淨額或合約負債淨額。不相關合約的合約資產及合約負債不會按淨額基準呈列。

就銷售精密零部件及電子消費品，本集團正常於貨品交付之前收取客戶全部或部份合約付款(即是該等交易之收入確認時間)。本集團確認合約負債直至其確認為收入。本期間內，任何重大的融資成份(倘適用)將包含於合約負債及將作為應計費用支出除非利息開支合資格成資本化。

股息

董事建議的末期股息，於綜合權益變動表另外列作保留溢利的分配項目，直至股東大會獲得股東批准。股息獲得股東通過及宣派後，方確認為負債。

由於公司細則授予董事會權力宣派中期股息，建議中期股息可即時宣派。因此，中期股息於建議派發及宣派時直接確認為負債。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payment transactions

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants is measured by reference to the fair value at the date at which they are granted.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the vesting conditions are to be fulfilled, ending on the date on which the entitlement of relevant employees to the award is no longer conditional on the satisfaction of any non-market vesting conditions ("vesting date"). During the vesting period, the number of share options that is expected to vest ultimately is reviewed. Any adjustment to the cumulative fair value recognised in prior periods is charged/credited to profit or loss for the year of review, with a corresponding adjustment to the reserve within equity.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, the minimum expense recognised is the grant date fair value of the unmodified award, provided as the original terms of the award are met. An additional expense, measured as at the date of modification, is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee.

2.4 重大會計政策概要(續)

以股份支付之交易

本公司為提供獎勵及回報予對本集團業務作出貢獻之合資格參與者設立一項購股權計劃。本集團僱員(包括董事)收取包括以股份支付之交易在內之薪酬，僱員則提供服務作為收取股本工具(「股本結算交易」)之代價。

與僱員進行股本結算交易之成本乃參照授出相關工具當日的公平價值計算。

以股本結算交易之成本連同股本之相應增長會於達到歸屬條件之期間確認，直至相關僱員不再須達成任何非市場歸屬條件而可享有該報酬之日(「歸屬日」)為止。於歸屬期內，會審閱預期最終歸屬之購股權數目。於過往期間確認對累計公平價值之調整會於審閱當年之損益賬扣除／計入，並相應調整權益內之儲備。

最終未能歸屬之報酬不會確認為開支，因未符合非市場表現及／或服務條件，而報酬包括該市場或非歸屬條件，不論是否達到該市場或非歸屬條件該交易均會被視作歸屬處理，惟必須達到其他所有表現及／或服務條件。

當股權結算報酬的條款修訂時，最少支出的確認乃未修訂報酬授出當日的公平價值，猶如已符合報酬原訂條款。倘若按變更日期計量，任何變更導致以股份支付之交易的總公平價值有所增加，或對僱員帶來其他利益，則應就該等變更確認額外開支。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payment transactions (continued)

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 options reserve will be transferred to retained profits.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph. Share-based payment transactions in which the Company grants share options to subsidiaries' employees are accounted for as an increase in value of investment in subsidiaries in the Company's statement of financial position which is eliminated on consolidation.

Equity-settled share-based payment transactions with parties other than employees are measured at fair value of the goods or services received, except where the fair value cannot be reliably estimated, in which case they are measured at the fair value of the equity instruments granted. In all cases, the fair value is measured at the date the Group obtains the goods or the counterparty renders the services.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

Employee benefits

Short-term employee benefits

Salaries, annual bonuses, paid annual leave and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees.

2.4 重大會計政策概要(續)

以股份支付之交易(續)

當購股權於歸屬日後作廢或於屆滿日期仍未行使，則過往於購股權儲備確認之金額將轉撥至保留溢利。

當股權計算報酬註銷時會視作報酬已於註銷當日經已歸屬，而報酬尚未確認的任何支出會即時確認。然而，倘註銷的報酬有任何替代的新報酬，並指定為授出當日的替代報酬，則該項註銷及新報酬會如上段所述被視為原有報酬的修訂般處理。本公司授予其附屬公司僱員購股權以股份支付之交易被列賬為本公司財務狀況表中附屬公司投資價值的增加並於綜合賬抵銷。

與非僱員人士進行以股權結算之股份支付之交易按所收取商品或服務之公平價值計量，惟公平價值不能可靠估計的情況下按所授股權工具的公平價值計量。在所有情況下，會於本集團取得商品或交易對方提供服務當日的公平價值計量。

計算每股攤薄盈利時，未行使購股權之攤薄效應，反映為額外股份攤薄。

僱員福利

短期僱員福利

薪金、年度花紅、帶薪年假、界定供款退休計劃供款及非金錢福利之成本，於僱員提供相關服務之年度累計。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Employee benefits (continued)

Retirement benefit schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance in Hong Kong for all of its eligible employees. Contributions are made based on a percentage of the employees' basic salaries and are charged to the consolidated income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute certain percentage of their payroll costs to the central pension scheme. The contributions are charged to the consolidated income statement as they become payable in accordance with the rules of the central pension scheme.

Termination benefits

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal. The termination benefits for the employees of the Group's subsidiaries which operate in the Mainland China are charged to profit or loss when they become payable based on the requirement of the labour law in the Mainland China.

2.4 重大會計政策概要(續)

僱員福利(續)

退休福利計劃

本集團根據香港強制性公積金計劃條例設立一定額供款強制性公積金退休福利計劃(「強積金計劃」)給本集團僱員。根據該計劃之規定，供款乃按僱員基本薪金之百分比計算，當供款應付時會在綜合利潤表中扣除。該計劃之資產乃與本集團之資產分開並由獨立管理基金持有。該計劃中本集團之僱主供款乃全數歸僱員所有。

本集團在中國大陸經營之附屬公司的員工均須參與由當地市政府實施之中央退休金計劃。該等附屬公司須按其所發放薪金之若干百分比對該中央退休金計劃供款。當供款按中央退休金計劃規定為應付款時會在綜合利潤表中扣除。

終止福利

終止福利乃當且僅當於本集團具備正式而詳細之計劃及不可能撤回之情況下，明確承諾終止聘用或因採取自願離職措施而提供福利時，方予確認。本集團於中國大陸經營的附屬公司須按照中國大陸的勞工法例，當應付終止福利予員工時會在損益賬中扣除。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies

The Group's consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions are initially recorded by entities in the Group at their respective functional currency spot rates at the date of the transactions first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rates of exchange at the end of the reporting period. All differences are taken to the consolidated income statement. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

The results and financial position of all the group entities that have a functional currency different from the presentation currency ("foreign operations") are translated into Hong Kong dollars, the presentation currency. As at the end of the reporting period, the assets and liabilities of these entities are translated at the closing rate at the end of the reporting period and their income and expenses for each income statement are translated at the average exchange rates. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the consolidated income statement.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the average exchange rates for the year.

2.4 重大會計政策概要(續)

外幣

本集團之綜合財務報表以港元(本公司之功能貨幣)呈列。本集團屬下各公司自行決定其功能貨幣,而各公司財務報表內之項目均以該功能貨幣計算。本集團實體外幣交易初步乃按其初次符合確認交易日之有關功能貨幣即期匯率記錄。以外幣為單位之貨幣資產及負債均按報告期末之功能貨幣即期匯率換算。所有匯兌差額均列入綜合利潤表處理。非貨幣項目按起始交易日之外幣歷史成本計算匯率。若以公平價值釐定的非貨幣項目則根據公平價值釐定當日之匯率計量其價值。

所有功能貨幣有別於呈報貨幣(「海外業務」)的本集團公司,其業績及財務狀況會換算為港幣(即呈報貨幣)。於報告期末,該等公司之資產及負債按報告期末之收市匯率折算,該等公司之收入及支出於各利潤表按平均匯率折算。因此產生之匯兌差額確認於其他全面收入及累積於匯兌波動儲備內。在出售海外業務時,與該特定海外業務有關並於其他全面收入內部份會於綜合利潤表確認。

就綜合現金流量表而言,海外附屬公司之現金流量按現金流量當日之匯率換算為港元。海外附屬公司在整年產生之現金流量按該年之平均匯率換算為港元。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and assumptions concerning the future and judgements are made by the management in the preparation of the consolidated financial statements. They affect the application of the Group's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances. Where appropriate, revisions to accounting estimates are recognised in the period of revision and future periods, in case the revision also affects future periods.

Key source of estimation uncertainty

Inventories

The Group does not have a general provisioning policy on inventories based on ageing given that the inventories are not subject to frequent wear and tear or frequent technological changes. However, as a significant portion of the working capital is devoted to inventories, operational procedures have been in place to monitor this risk. The Group reviews the inventory ageing listing on a periodical basis for those aged inventories. This involves comparison of the carrying value of the aged inventory items with the respective net realisable value. The purpose is to ascertain whether allowance is required to be made in the consolidated financial statements for any obsolete and slow-moving items. In addition, physical counts on all inventories are carried out on a periodical basis in order to determine whether any allowance needs to be made in respect of obsolete and defective inventories identified.

Impairment of investments and receivables

The Group assesses annually if investment in subsidiaries has suffered any impairment in accordance with HKAS 36 and follows the guidance of HKFRS 9 in determining whether amounts due from these entities are impaired. Details of the approach are stated in the respective accounting policies. The assessment requires an estimation of future cash flows, including expected dividends, from the assets and the selection of appropriate discount rates. Future changes in financial performance and position of these entities would affect the estimation of impairment loss and cause the adjustments of their carrying amounts.

3. 關鍵會計估計及判斷

編製本綜合財務報表時，管理層作出估計有關未來之假設及判斷。對其影響到本集團會計政策之應用、資產、負債、收入及支出之呈報金額，以及所作出之披露。其會持續評估，並以經驗及有關因素為基礎，包括對相信於有關情況下屬合理之未來事項之預期。於適當情況下，會計估計之修訂會在修訂期間及未來期間(倘有關修訂亦影響未來期間)予以確認。

不確定估計之主要來源

存貨

基於存貨的性質並非經常受到耗損及技術變動影響，本集團並無根據賬齡處理存貨的一般性政策。然而，大部分營運資金均投入存貨之中，故此本集團已設立經營程序，藉以監察是項風險。本集團定期審閱存貨之存貨賬齡。這涉及將陳舊存貨項目的賬面值與各自的可變現淨值互相比較，目的在於確定是否需要在綜合財務報表，就任何陳舊及滯銷存貨作出撥備。此外，所有存貨均定期進行實際盤點，以決定是否需要就任何已識別的陳舊及有瑕疵存貨作出撥備。

投資及應收款項減值

本集團按香港會計準則第36號每年評估於附屬公司之投資有否減值，並遵循香港財務報告準則第9號之指引釐定應收該等公司之款項有否減值。方法詳情載於相關會計政策。該項評估須估計資產之未來現金流量(包括預期股息)及選用適當折現率。該等實體未來財務表現及狀況之變動會影響減值虧損估計，以致須調整其賬面值。

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

Impairment of property, plant and equipment/right-of-use assets

Determining an appropriate amount of an impairment requires an estimation of recoverable amounts of the relevant property, plant and equipment and right-of-use assets or the respective cash generating units ("CGU") to which the property, plant and equipment and right-of-use assets belong, which is the higher of value in use and fair value less cost of disposal. If there is any indication that an asset may be impaired, the recoverable amount shall be estimated for individual asset. If it is not possible to estimate the recoverable amount of the individual asset, the Group shall determine the recoverable amount of the CGU to which the asset belongs. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the relevant assets or the CGU and a suitable discount rate in order to calculate the present value. The discount rate represents rate that reflects current market assessments of time value of money and the risks specific to the asset or the CGU for which the future cash flow estimates have not been adjusted. Where the actual future cash flows are less than expected or there is a downward revision of future estimated cash flows due to unfavourable changes in facts and circumstances, an additional impairment loss may arise. During the reporting period, the Group had disposed all the impaired property, plant and equipment in precision parts and components segment with associated impairment losses amounted to HK\$1,855,946. At 31 December 2019, the Group had provision for impairment loss on property, plant and equipment in consumer electronic products segment of HK\$338,128.

Valuation of land and buildings

The Group's land and buildings included in property, plant and equipment are stated at their revalued amounts in the consolidated statement of financial position, which are assessed annually by management with reference to valuations performed by independent professionally qualified valuer. In determining the revalued amounts, the valuer has based on the method of valuations which involve certain estimates. In relying on the valuation report, the directors of the Company have exercised their judgement and are satisfied that the method of valuations is reflective of the current market conditions. The carrying amounts of the land and buildings at 31 December 2019 were HK\$144,095,000 (2018: HK\$147,994,000).

3. 關鍵會計估計及判斷(續)

物業、廠房及設備／使用權資產之減值

釐定減值之適當金額須估計相關物業、廠房及設備及使用權資產或其所屬各現金產生單位(「現金產生單位」)之可收回金額，即使用價值與公平價值減銷售成本之較高者。倘有任何跡象顯示一項資產可能減值，則須就個別資產估計其可收回金額。倘不能估計個別資產之可收回金額，則本集團須釐定資產所屬現金產生單位之可收回金額。使用價值計算要求本集團估計預期產生自相關資產或現金產生單位之日後現金流量及合適之折現率以計算現值。折現率乃反映目前貨幣時間值及並未調整未來現金流量估計的資產或現金產生單位之特定風險之市場評估。當實際未來現金流量少於預期，或由於事實及情況出現不利變動而下調未來估計現金流量，則可能產生額外減值虧損。於此財務報告期內，本集團已出售全部精密零部件類別旗下已減值之物業、廠房及設備，而相關減值虧損額為1,855,946港元。於二零一九年十二月三十一日，電子消費品類別之物業、廠房及設備之減值虧賬面值為338,128港元。

土地及樓宇估值

本集團的土地及樓宇包括物業、廠房及設備以其重估價值於綜合財務狀況表中列賬，該公平價值每年由管理層參考由獨立合資格專業估值師進行之估值計量。於釐定估值時，估值師使用涉及若干估計之估值法。倚賴估值報告時，本公司董事已作出判斷，並信納該估值法反映當時市況。於二零一九年十二月三十一日，土地及樓宇之賬面值為144,095,000港元(二零一八年：147,994,000港元)。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

Loss allowance for ECL

The Group's management estimates the loss allowance for trade and other receivables by using various inputs and assumptions including risk of a default and expected loss rate. The estimation involves high degree of uncertainty which is based on the Group's historical information, existing market conditions as well as forward-looking estimates at the end of each reporting period. Where the expectation is different from the original estimate, such difference will impact the carrying amount of trade and other receivables. Details of the key assumption and inputs used in estimating ECL are set out in note 35(c) to the consolidated financial statements.

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on its products and has three reportable operating segments as follows:

- (a) the precision parts and components segment comprises the manufacture and sale of precision parts and components comprising keypads, synthetic rubber and plastic components and parts;
- (b) the consumer electronic products segment comprises the design, manufacture and sale of consumer electronic products comprising time, weather forecasting and other products; and
- (c) the corporate and others segment comprises the Group's long term investments, together with corporate income and expense items.

Management, the chief operating decision makers, monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment results, which is a measure of adjusted profit before tax from continuing operations. The adjusted profit before tax is measured consistently with the Group's profit before tax except that bank interest income and finance costs are excluded from such measurement.

Intersegment sales and transfers are transacted with reference to the cost of sales and are eliminated on consolidation.

3. 關鍵會計估計及判斷(續)

預期信貸虧損之虧損撥備

本集團管理層使用各種輸入數據及假設(包括違約風險及預期虧損率)估計應收賬項的虧損撥備。估計涉及高度不確定性，該不確定性基於本集團的歷史資料、現有市場情況及每個報告期末的前瞻性估值。若預期與原估值不同，該差異將影響應收賬項的賬面值。預期信貸虧損估值所使用的主要假設和輸入數據之詳情載於綜合財務報表附註35(c)。

4. 經營分類資料

為有效管理，本集團按照彼等的產品劃分其業務單位，有以下三個可報告經營分類：

- (a) 精密零部件類別包括製造及銷售精密零部件，包括按鍵、合成橡膠及塑膠零部件；
- (b) 電子消費品類別包括設計、製造及銷售電子消費品，包括時計、天氣預計及其他產品；及
- (c) 總部及其他類別包括本集團長期投資及總公司的收入及支出項目。

管理層(主要經營決策者)對本集團各經營分類之業績分別進行監察，以作出有關資源分配及表現評估之決策。分類表現乃根據可報告分類之業績(其為經調整由持續經營除稅前溢利之計量)予以評估。經調整除稅前溢利乃貫徹以本集團之除稅前溢利之計量，惟銀行利息收入及融資成本不包含於該計量。

內部分類銷售及轉付乃參考銷售成本進行，並在綜合賬抵銷。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

4. OPERATING SEGMENT INFORMATION (continued)

The consumer electronic products segment was discontinued during the reporting period. Information about the discontinued operation is provided in note 11 to the consolidated financial statements. The comparative figures in the consolidated income statement have been represented to disclose the results of consumer electronic products segment as discontinued operation.

Year ended 31 December 2019

4. 經營分類資料(續)

電子消費品類別於期內已終止經營業務，有關已終止經營業務的資料已包含於綜合財務報表附註11。綜合利潤表之同期比較數字已將電子消費品類別的業績以已終止經營業務重新呈列。

截至二零一九年十二月三十一日止年度

		Continuing operations 持續經營業務			Discontinued operation 已終止經營業務	
		Precision parts and components 精密零部件	Corporate and others 總部及其他	Sub-total 小計	Consumer electronic products 電子消費品	Total 總計
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Segment revenue:	分類收入：					
Sales to external customers	對外客戶銷售	341,434,375	–	341,434,375	4,146,522	345,580,897
Reportable segment revenue and revenue	分類報告收入及收入	341,434,375	–	341,434,375	4,146,522	345,580,897
Segment results:	分類業績：	27,218,464	(3,117,880)	24,100,584	(905,831)	23,194,753
<i>Reconciliation:</i>	<i>調節：</i>					
Bank interest income	銀行利息收入			284,848	941	285,789
Finance costs	融資成本			(1,094,930)	–	(1,094,930)
Profit before tax	除稅前溢利			23,290,502	(904,890)	22,385,612
Other segment information:	其他分類資料：					
Other income and gains, net of foreign exchange gain	其他收入及收益，除匯兌收益，淨額	6,882,544	40,563	6,923,107	15,527	6,938,634
Depreciation of property, plant and equipment (excluding right-of-use assets)	折舊－物業、廠房及設備（除使用權資產外）	(7,017,567)	(53,846)	(7,071,413)	–	(7,071,413)
Depreciation of right-of-use assets	折舊－使用權資產	(959,814)	(3,108,171)	(4,067,985)	–	(4,067,985)

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

4. OPERATING SEGMENT INFORMATION (continued)

Year ended 31 December 2019 (continued)

4. 經營分類資料(續)

截至二零一九年十二月三十一日止年度
(續)

	Continuing operations			Discontinued operation	Total
	持續經營業務			已終止經營業務	
	Precision parts and components	Corporate and others	Sub-total	Consumer electronic products	
	精密零部件	總部及其他	小計	電子消費品	
	HK\$	HK\$	HK\$	HK\$	HK\$
	港元	港元	港元	港元	港元
Other segment information: 其他分類資料：(續) (continued)					
Loss on disposal of items of property, plant and equipment, net	出售物業、廠房及設備之虧損，淨額				
	(4,400,004)	–	(4,400,004)	–	(4,400,004)
Provision for slow-moving inventories, net	滯銷存貨撥備，淨額				
	(465,776)	–	(465,776)	–	(465,776)
Provision for loss allowance on trade receivables	應收賬項減值				
	(254,979)	–	(254,979)	–	(254,979)
Surplus/(deficit) on revaluation of land and buildings credited/(debited) to other comprehensive income	土地及樓宇重估之盈餘／(虧損)計入／(扣除)其他全面收入				
	3,255,095	(824,570)	2,430,525	–	2,430,525
Lease payments under short-term leases on office premises and factories	短期租賃辦公室及廠房之租賃款項				
	(810,282)	(187,601)	(997,883)	(41,029)	(1,038,912)
Lease payments under low-value asset leases	低價值資產之租賃款項				
	(31,033)	–	(31,033)	–	(31,033)
Foreign exchange gain/(loss), net	匯兌收益／(虧損)，淨額				
	3,964,279	(39,879)	3,924,400	39,213	3,963,613
Capital expenditure	資本開支				
	(6,304,920)	(51,762)	(6,356,682)	–	(6,356,682)
Fair value gain on financial asset at fair value through profit or loss	按公平價值計入損益賬之公平價值收益				
	1,845,132	–	1,845,132	–	1,845,132
Realised loss on financial asset at fair value through profit or loss	按公平價值計入損益賬之已變現虧損				
	(6,397,436)	–	(6,397,436)	–	(6,397,436)

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

4. OPERATING SEGMENT INFORMATION (continued)

Year ended 31 December 2018

4. 經營分類資料(續)

截至二零一八年十二月三十一日止年度

		Continuing operations 持續經營業務			Discontinued operation 已終止 經營業務	
		Precision parts and components 精密零部件 HK\$ 港元	Corporate and others 總部及其他 HK\$ 港元	Sub-total 小計 HK\$ 港元	Consumer electronic products 電子消費品 HK\$ 港元	Total 總計 HK\$ 港元
Segment revenue:	分類收入：					
Sales to external customers	對外客戶銷售	423,565,768	–	423,565,768	40,088,835	463,654,603
Intersegment sales	內部分類銷售	857,051	–	857,051	55,208	912,259
Reportable segment revenue	分類報告收入	424,422,819	–	424,422,819	40,144,043	464,566,862
<u>Reconciliation:</u>	<u>調節：</u>					
Elimination of intersegment sales	內部分類銷售之抵銷			(857,051)	(55,208)	(912,259)
Revenue	收入			423,565,768	40,088,835	463,654,603
Segment results:	分類業績：	17,587,605	(2,812,931)	14,774,674	(7,911,664)	6,863,010
<u>Reconciliation:</u>	<u>調節：</u>					
Bank interest income	銀行利息收入			56,427	3,094	59,521
Finance costs	融資成本			(1,813,977)	–	(1,813,977)
Profit before tax	除稅前溢利			13,017,124	(7,908,570)	5,108,554
Other segment information:	其他分類資料：					
Other income and gains, net of foreign exchange gain	其他收入及收益，除匯兌收益，淨額	9,379,755	287,752	9,667,507	1,556,391	11,223,898
Depreciation	折舊	(11,783,683)	(3,295,338)	(15,079,021)	(415)	(15,079,436)

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

4. OPERATING SEGMENT INFORMATION (continued)

Year ended 31 December 2018 (continued)

4. 經營分類資料(續)

截至二零一八年十二月三十一日止年度
(續)

					Discontinued operation 已終止經營業務				
					Continuing operations 持續經營業務				
					Precision parts and components 精密零部件	Corporate and others 總部及其他	Sub-total 小計	Consumer electronic products 電子消費品	Total 總計
					HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Other segment information: 其他分類資料：(續) (continued)									
(Loss)/gain on disposal of items of property, plant and equipment, net	出售物業、廠房及設備之(虧損)/收益，淨額	(50,934)	–	(50,934)	397,766	346,832			
Provision for slow-moving inventories, net	滯銷存貨撥備，淨額	(427,566)	–	(427,566)	(1,205,417)	(1,632,983)			
Surplus on revaluation of land and buildings credited to other comprehensive income	土地及樓宇重估之盈餘計入其他全面收入	5,455,788	11,190,000	16,645,788	–	16,645,788			
Amortisation of prepaid land lease payments	預付土地租賃款攤銷	(297,941)	–	(297,941)	–	(297,941)			
Minimum lease payments under operating leases on land and buildings	經營租賃土地及樓宇之最少租款	(4,627,690)	(176,100)	(4,803,790)	(378,221)	(5,182,011)			
Foreign exchange gain/(loss), net	匯兌收益／(虧損)，淨額	5,670,766	(778,017)	4,892,749	641,788	5,534,537			
Provision for impairment losses on property, plant and equipment	物業、廠房及設備之減值虧損撥備	(1,855,946)	–	(1,855,946)	–	(1,855,946)			
Mainland China staff compensation due to closure of factories	因廠房關閉之中國大陸員工補償金	(13,392,309)	–	(13,392,309)	(2,512,734)	(15,905,043)			
Capital expenditure	資本開支	(3,603,743)	(8,330)	(3,612,073)	–	(3,612,073)			

Information about a major customer

Revenue of HK\$103,981,691 (2018: HK\$106,379,226) was derived from a single customer of the precision parts and components segment that contributing over 10% of the Group's revenue for the year.

主要客戶資料

本年度共103,981,691港元(二零一八年：106,379,226港元)的收入，乃來自精密零部件分類的一名客戶，並佔本集團的收入多於10%。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

4. OPERATING SEGMENT INFORMATION (continued)

Geographical information

(a) Revenue from external customers

Continuing operations	持續經營業務
Hong Kong	香港
Mainland China	中國大陸
Japan and other Asian countries	日本及其他亞洲國家
North America	北美洲
South America	南美洲
Europe	歐洲
Other countries	其他國家

Discontinued operation

Total revenue

總收入

The revenue information above is based on the geographical location of the customers.

(b) Non-current assets

Continuing operations	持續經營業務
Hong Kong	香港
Mainland China	中國大陸
Other countries	其他國家

The non-current assets information above is based on the geographical location of assets and excludes the financial asset at FVPL.

4. 經營分類資料(續)

地區資料

(a) 對外客戶收入

2019	2018
二零一九年	二零一八年
HK\$	HK\$
港元	港元
	(re-presented)
	(重列)

9,339,505	27,269,903
47,568,797	80,770,576
180,913,351	173,487,957
41,731,088	40,634,151
6,428,479	8,218,856
47,248,205	87,274,578
8,204,950	5,909,747

341,434,375	423,565,768
4,146,522	40,088,835

345,580,897	463,654,603
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以上收入資料按客戶所在地區劃分。

(b) 非流動資產

2019	2018
二零一九年	二零一八年
HK\$	HK\$
港元	港元

72,782,675	76,711,487
140,758,447	145,579,088
732,781	126,837

214,273,903	222,417,412
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以上非流動資產資料按資產所在地區劃分，但不包括按FVPL之金融資產。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

5. REVENUE, OTHER INCOME AND GAINS

Revenue represents the net invoiced value of goods sold, after allowances for returns and trade discounts, during the year.

An analysis of the Group's revenue, other income and gains is as follows:

5. 收入、其他收入及收益

收入指本年度內銷售貨品的發票淨值扣除退貨及貿易折扣。

本集團收入、其他收入及收益的分析如下：

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元 (re-presented) (重列)
Revenue from contracts with customers within the scope of HKFRS 15:	香港財務報告準則第15號範圍內來自客戶合約之收入：		
Continuing operations	持續經營業務		
Sale of goods	貨品銷售	341,434,375	423,565,768
Discontinued operation	已終止經營業務		
Sale of goods	貨品銷售	4,146,522	40,088,835
		345,580,897	463,654,603
Other income and gains:	其他收入及收益：		
Continuing operations	持續經營業務		
Bank interest income	銀行利息收入	284,848	56,427
Tooling charge income	模具收入	443,929	389,134
Sale of scrap	廢料銷售	3,007,889	5,665,308
Sale of samples	樣品銷售	2,172,286	3,191,297
Loss on disposal of items of property, plant and equipment, net	出售物業、廠房及設備之虧損，淨額	—	(50,934)
Foreign exchange gain, net	匯兌收益，淨額	3,924,400	4,892,749
Incentive received*	已收獎勵款*	350,110	198,427
Refund of excess payment for "Employment Security Funds for the Disabled"	退回多付殘疾人就業保障基金	516,727	—
Others	其他	147,318	217,848
		10,847,507	14,560,256
Discontinued operation	已終止經營業務	54,740	2,198,179
		10,902,247	16,758,435
Total revenue, other income and gains	總收入、其他收入及收益	356,483,144	480,413,038

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

5. REVENUE, OTHER INCOME AND GAINS (continued)

The amount of revenue recognised for the year that was included in the contract liabilities at the beginning of the year is HK\$8,706,430 (2018: HK\$10,236,308) and HK\$165,130 (2018: HK\$460,247) for continuing operations and discontinued operation respectively.

* During the year ended 31 December 2019, the Group received an allowance of "Granting Support in Respect of the Unemployment Insurance to Enterprises for Stablising Employment" for RMB145,840 (approximately HK\$166,258) from Social Security Bureau, and Incentive fund for the steady growth of foreign trading for RMB161,274 (approximately HK\$183,852) from Mainland China government. During the year ended 31 December 2018, the Group received an electricity charges relief of RMB166,746 (approximately HK\$198,427) from Shenzhen Power Supply Co., Limited.

5. 收入、其他收入及收益(續)

本年度確認之收入金額包括於年初之合約負債為8,706,430港元(二零一八年：10,236,308港元)及165,130港元(二零一八年：460,247港元)分別來自持續經營及已終止經營業務。

* 截至二零一九年十二月三十一日止年度，本集團從社會保障局收到一筆「關於失業保險支持企業穩定崗位」的津貼款145,840人民幣(約166,258港元)，及從中國政府收到一筆持續外貿增長之獎勵金161,274人民幣(約183,852港元)。截至二零一八年十二月三十一日止年度，本集團從深圳供電局有限公司收到一筆電費減免款166,746人民幣(約198,427港元)。

6. FINANCE COSTS

An analysis of finance costs is as follows:

6. 融資成本

融資成本的分析如下：

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Continuing operations	持續經營業務		
Interest on bank loans and overdrafts wholly repayable within five years	於五年內償還之銀行貸款及透支利息	941,621	1,506,053
Interest on lease liabilities/finance leases (note 25)	租賃負債／融資租賃利息(附註25)	153,309	307,924
		1,094,930	1,813,977

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

7. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging:

7. 除稅前溢利

本集團除稅前溢利經扣除：

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元 (re-presented) (重列)
Continuing operations	持續經營業務		
Staff costs (including directors' remuneration – note 8) [#] :	員工開支(包括董事酬金 – 附註8) [#] ：		
Wages and salaries	工資及薪金	98,413,434	121,569,268
Mainland China staff compensation due to closure of factories	因廠房關閉之中國大陸員工補償金	–	13,392,309
Contributions to retirement benefit schemes	退休福利計劃供款	11,694,758	14,232,747
		110,108,192	149,194,324
Cost of inventories sold	已售存貨成本	265,879,497	362,800,378
Provision for slow-moving inventories, net [*]	滯銷存貨撥備，淨額 [*]	465,776	427,566
Auditor's remuneration	核數師酬金	1,169,887	1,099,484
Depreciation of property, plant and equipment (excluding right-of-use assets) [#]	折舊－物業、廠房及設備 (除使用權資產) [#]	7,071,413	15,079,021
Depreciation of right-of-use assets [#]	折舊－使用權資產 [#]	4,067,985	–
Provision for impairment losses on property, plant and equipment	物業、廠房及設備之減值虧損撥備	–	1,855,946
Amortisation of prepaid land lease payments	預付土地租賃款攤銷	–	297,941
Minimum lease payments under operating leases on land and buildings [#]	經營租賃土地及樓宇之最少租款 [#]	–	4,803,790
Lease payments under short-term leases on office premises and factories [#]	短期租賃辦公室及廠房之租賃款項 [#]	997,883	–
Lease payments under low-value asset leases [#]	低價值資產之租賃款項 [#]	31,033	–
Provision for loss allowance on trade receivables	應收賬項減值	254,979	–
Loss on disposal of items of property, plant and equipment, net	出售物業、廠房及設備之虧損，淨額	4,400,004	50,934

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

7. PROFIT BEFORE TAX (continued)

- # The staff cost amounting to HK\$86,460,865 (2018: HK\$119,761,273), depreciation amounting to HK\$7,198,100 (2018: HK\$12,129,716), and lease payments under short-term leases on office premises and factories amounting to HK\$811,163 (2018: minimum lease payments under operating leases on land and buildings amounting to HK\$4,286,922) for the year are included in "Cost of sales" in the consolidated income statement respectively.
- * The provision for slow-moving inventories for the year is included in "Cost of sales" in the consolidated income statement.

8. INFORMATION ABOUT THE BENEFITS OF DIRECTORS

Directors' emoluments, disclosed pursuant to the Listing Rules and the Hong Kong Companies Ordinance, are as follows:

(a) Director's emoluments

(i) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

Kung Fan Cheong	孔蕃昌
Li Yuen Kwan, Joseph	李沅鈞
Mak Kwai Wing	麥貴榮

There were no other emoluments payable to the independent non-executive directors during the year (2018: Nil).

7. 除稅前溢利(續)

- # 本年度之員工開支額86,460,865港元(二零一八年: 119,761,273港元)、折舊額7,198,100港元(二零一八年: 12,129,716港元)、及短期租賃辦公室及廠房之租賃款項額811,163港元(二零一八年: 經營租賃土地及樓宇之最少租款額4,286,922港元)已分別包含在綜合利潤表之「銷售成本」內。
- * 本年度之滯銷存貨撥備已包含在綜合利潤表之「銷售成本」內。

8. 有關董事福利資料

根據上市條例及香港公司條例所規定披露之董事酬金如下:

(a) 董事酬金

(i) 獨立非執行董事

本年度內支付予獨立非執行董事之袍金:

2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
333,936	333,936
333,936	333,936
333,936	333,936
1,001,808	1,001,808

本年度內並無應付予獨立非執行董事之其他酬金(二零一八年: 無)。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

8. INFORMATION ABOUT THE BENEFITS OF DIRECTORS (continued)

(a) Director's emoluments (continued)

(ii) Executive directors

				Contributions to retirement		
	Fees	Salaries	Discretionary bonus	benefit schemes	Other allowances	Total remuneration
	袍金	薪金	酌情花紅	退休福利 計劃供款	其他津貼	總薪酬
	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
	港元	港元	港元	港元	港元	港元
2019						
二零一九年						
Executive directors:						
Lai Pei Wor	-	2,689,362	795,668	18,000	50,000	3,553,030
Chan Yau Wah	-	815,100	-	-	50,000	865,100
	-	3,504,462	795,668	18,000	100,000	4,418,130
2018						
二零一八年						
Executive directors:						
Lai Pei Wor	-	2,585,921	573,798	18,000	60,000	3,237,719
Chan Yau Wah	-	2,133,807	626,456	-	59,722	2,819,985
	-	4,719,728	1,200,254	18,000	119,722	6,057,704

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

本年度內並無董事或主要行政人員放棄或同意放棄任何薪酬。

(b) Loans, quasi-loans and other dealings in favour of directors

There were no loans, quasi-loans or other dealings in favour of the directors of the Company that were entered into or subsisted during the year (2018: Nil).

(b) 以董事為受益人之貸款、準貸款及其他交易

本公司於本年度內並無訂立或存在以董事為受益人之貸款、準貸款或其他交易(二零一八年：無)。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

8. INFORMATION ABOUT THE BENEFITS OF DIRECTORS (continued)

(c) Directors' material interest in transactions, arrangements or contracts

After consideration, the directors are of the opinion that no transactions, arrangements and contracts of significance in relation to the Company's business to which the Company was a party and in which a director of the Company or a connected entity of the director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2018: Nil).

9. FIVE HIGHEST PAID INDIVIDUALS

The five highest paid individuals during the year included two (2018: two) executive directors, details of whose remuneration are set out in note 8 above. Details of the remuneration of the remaining three (2018: three) non-director, highest paid employees for the year are as follows:

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Basic salaries, allowances and benefits in kind	基本薪金、津貼及實物利益	3,353,558	3,224,572
Discretionary bonus	酌情花紅	856,072	819,511
Contributions to retirement benefit schemes	退休福利計劃供款	36,000	36,000
		4,245,630	4,080,083

The remuneration of non-director, highest paid employees is within the following bands:

		Number of individuals 僱員人數 2019 二零一九年	2018 二零一八年
Nil to HK\$1,000,000	無至1,000,000港元	–	1
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	2	1
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1	1
		3	3

8. 有關董事福利資料(續)

(c) 董事於交易、安排或合約之重大權益

經審議後，董事認為於本年度末或本年度內任何時間，概無存在本公司作為一方有關本公司業務之重大交易、安排及合約且本公司董事或董事之關連實體於其中擁有直接或間接之重大權益(二零一八年：無)。

9. 五位最高薪僱員

本年度五位最高薪僱員包括兩位(二零一八年：兩位)執行董事，詳情已列於上文附註8。餘下三位(二零一八年：三位)最高薪之非董事僱員之薪酬詳見如下：

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Basic salaries, allowances and benefits in kind	基本薪金、津貼及實物利益	3,353,558	3,224,572
Discretionary bonus	酌情花紅	856,072	819,511
Contributions to retirement benefit schemes	退休福利計劃供款	36,000	36,000
		4,245,630	4,080,083

最高薪之非董事僱員之薪酬所屬組別如下：

		Number of individuals 僱員人數 2019 二零一九年	2018 二零一八年
Nil to HK\$1,000,000	無至1,000,000港元	–	1
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	2	1
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1	1
		3	3

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

10. INCOME TAX

The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime was signed and gazetted. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of qualifying group entity are taxed at 8.25%, and profits above HK\$2 million are taxed at 16.5%. The profits of other group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime continue to be taxed at a flat rate of 16.5%.

Taxes on assessable profits outside Hong Kong have been provided on the estimated assessable profits for the year, in respect of the Group's operations outside Hong Kong, at the rates of taxation prevailing in the relevant jurisdictions.

10. 所得稅

二零一七年稅務(修訂)(第7號)條例草案(「條例草案」)引入利得稅率兩級制已簽訂及刊憲。根據利得稅率兩級制，合資格集團實體首2,000,000港元之溢利將按稅率8.25%課稅，而超過2,000,000港元之溢利將按稅率16.5%課稅。不符合利得稅率兩級制之集團實體之溢利將繼續按統一稅率16.5%課稅。

香港境外應課稅溢利的稅項已按本年度估計應課稅溢利並根據本集團香港境外經營的相關司法權區之常用稅率撥備。

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元 (re-presented) (重列)
Continuing operations	持續經營業務		
Current – Hong Kong	本期－香港		
Charge for the year	本年度支出	3,551,650	2,886,205
Under provision in prior years	往年補提撥備	1,182,719	–
Current – outside Hong Kong	本期－香港境外		
Charge for the year	本年度支出	921,426	798,446
Under provision in prior years	往年補提撥備	71,203	180,993
Tax expense from continuing operations	持續經營業務之稅項開支	5,726,998	3,865,644
Discontinued operation	已終止經營業務		
Current – outside Hong Kong	本期－香港境外		
Under provision in prior years	往年補提撥備	–	18,290
Tax expense from discontinued operation	已終止經營業務之稅項開支	–	18,290
Total tax expense for the year	本年度稅項開支	5,726,998	3,883,934

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

10. INCOME TAX (continued)

A reconciliation of the tax expense applicable to profit before tax at the statutory rates for the jurisdictions in which the Company and the majority of its subsidiaries are operated to the tax expense is as follows:

10. 所得稅(續)

按照適用於本公司及其大多數附屬公司經營的司法權區的除稅前溢利之法定稅率計算出的稅項開支與稅項開支之調節如下：

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元 (re-presented) (重列)
Continuing operations	持續經營業務		
Profit before tax	除稅前溢利	23,290,502	13,017,124
Tax at the statutory tax rate of 16.5% (2018: 16.5%)	按法定稅率16.5%之稅項 (二零一八年：16.5%)	3,842,933	2,147,826
Tax effect of two-tiered profits tax rates regime	利得稅率兩級制之影響	(165,000)	(165,000)
Effect of different rates for companies operating in other jurisdictions	公司經營於其他司法權區的不同稅率之影響	245,856	282,222
Income not subject to tax	不須繳稅之收入	(756,481)	(300,698)
Expenses not deductible for tax	不可扣減稅項之開支	400,009	67,861
Unrecognised temporary differences*	未確認之暫時性差異*	(523,192)	2,562,638
Utilisation of previously unrecognised tax losses	動用以前未確認之稅項虧損	—	(299,084)
Under provision in prior years	往年補提撥備	1,253,922	180,993
Tax losses not recognised	未確認之稅項虧損	1,765,509	1,995
Others	其他	(336,558)	(613,109)
Tax expense for the year	本年度稅項開支	5,726,998	3,865,644

* The unrecognised temporary differences for 2018 mainly arose from the provision for Mainland China staff compensation due to the closure of a factory.

* 二零一八年年度之未確認之暫時性差異，主要因廠房關閉之中國大陸員工補償金之撥備而引致。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

11. DISCONTINUED OPERATION

On 30 April 2019, the Group ceased the operation of the subsidiaries engaged in design, manufacture and sale of consumer electronic products. The decision was approved by the directors of the Company at a meeting of the Board of Directors held on 17 January 2019. The discontinuation of segment of consumer electronic products was completed in the third quarter of 2019. The results and net cash flow of the discontinued operation for the years ended 31 December 2019 and 2018 are summarised as follows:

11. 已終止經營業務

於二零一九年四月三十日，本集團已經全面終止了附屬公司在電子消費品類別經營包括設計、製造及銷售電子消費品產品營運。此決策已於二零一九年一月十七日由董事會議上獲得本公司董事批准。消費電子產品分部的終止營運已於二零一九年第三季度完成。截至二零一九年及二零一八年十二月三十一日止年度已終止經營業務的業績摘要及淨現金流如下：

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Revenue	收入	4,146,522	40,088,835
Cost of sales	銷售成本	(4,688,586)	(40,985,795)
Gross loss	虧損	(542,064)	(896,960)
Other income and gains	其他收入及收益	54,740	2,198,179
Selling and distribution costs	銷售及經銷成本	(576,410)	(4,351,148)
Administrative and other expenses	行政及其他費用	158,844	(4,858,641)
Loss before tax	除稅前虧損	(904,890)	(7,908,570)
Income tax expense	所得稅開支	—	(18,290)
Loss after tax and net loss attributable to discontinued operation	已終止經營業務所佔本年度虧損	(904,890)	(7,926,860)
		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Net cash flows	現金流淨額		
Operating activities	經營活動	(2,027,101)	(3,717,334)
Investing activities	投資活動	(32,563)	1,897,766
Financing activities	融資活動	(145,175)	(232,427)
Total cash flows	現金流總額	(2,204,839)	(2,051,995)

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

12. DIVIDEND

Attributable to the current year:	於本年度所佔：
Proposed final dividend – HK2 cents (2018: Nil) per ordinary share	建議末期股息－每股普通股2港仙 (二零一八年：無)
Interim dividend paid – HK1 cent (2018: Nil) per ordinary share	支付中期股息－每股普通股1港仙 (二零一八年：無)

2019	2018
二零一九年	二零一八年
HK\$	HK\$
港元	港元

5,340,096	–
2,670,048	–
8,010,144	–

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

本年度建議末期股息須待本公司於股東週年大會上批准，方可作實。

13. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of basic and diluted earnings/(loss) per share is based on the profit/(loss) for the year attributable to owners of the Company and the weighted average number of ordinary shares in issue during the year.

13. 本公司擁有人所佔每股盈利／(虧損)

每股基本及攤薄盈利／(虧損)乃根據本公司擁有人所佔本年度溢利／(虧損)及本年度內已發行加權平均普通股數目計算。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

13. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY (continued)

The calculations of the basic and diluted earnings/(loss) per share are based on:

13. 本公司擁有人所佔每股盈利／(虧損)(續)

每股基本及攤薄盈利／(虧損)乃根據以下計算：

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元 (re-presented) (重列)
Earnings/(loss)	盈利／(虧損)		
Profit/(loss) attributable to owners of the Company used in the basic and diluted earnings/(loss) per share calculation:	本公司擁有人所佔溢利／(虧損)用於計算每股基本及攤薄盈利／(虧損)：		
– Continuing operations	– 持續經營業務	17,563,504	9,151,480
– Discontinued operation	– 已終止經營業務	(904,890)	(7,926,860)
		16,658,614	1,224,620
Shares	股份		
Weighted average number of ordinary shares in issue during the year used in the basic and diluted earnings/(loss) per share calculation	本年度內已發行之加權平均普通股數目用於計算每股基本及攤薄盈利／(虧損)	267,004,800	267,004,800

As there were no dilutive potential ordinary shares, diluted earnings/(loss) per share was the same as basic earnings/(loss) per share in 2019 and 2018.

因並無具潛在攤薄的普通股，於二零一九年及二零一八年的每股基本盈利／(虧損)與每股攤薄盈利／(虧損)相同。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Land and buildings	Leasehold improvements	Land lease premium	Office premises	Plant and machinery	Furniture, fixtures and office equipment	Motor vehicles	Moulds	Total
		土地及樓宇	租賃裝修	土地租賃 費用	辦公室	廠房及機器	傢俬、裝置及辦 公室設備	汽車	模具	總計
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元	港元	港元	港元
31 December 2019	二零一九年 十二月三十一日									
At 31 December 2018 and 1 January 2019:	於二零一八年 十二月三十一日及 二零一九年 一月一日:									
Cost or valuation	成本或估值	147,994,000	47,440,871	-	-	120,125,141	24,812,995	4,955,105	56,245,942	401,574,054
Accumulated depreciation	累計折舊	-	(22,084,267)	-	-	(85,413,941)	(22,073,836)	(4,183,062)	(56,245,942)	(190,001,048)
At beginning of the year – upon adoption of HKFRS 16 (Note 14(a))	於本年初一採納香港財 務報告準則第16號 (附註14(a))	-	-	11,133,305	996,963	-	-	-	-	12,130,268
Net carrying amount	賬面淨值	147,994,000	25,356,604	11,133,305	996,963	34,711,200	2,739,159	772,043	-	223,703,274
Reconciliation of carrying amount – year ended 31 December 2019	截至二零一九年 十二月三十一日止年度 賬面淨值調節									
At 1 January 2019	於二零一九年一月一日	147,994,000	25,356,604	11,133,305	996,963	34,711,200	2,739,159	772,043	-	223,703,274
Additions	添置	-	5,323,053	-	-	710,086	323,543	-	-	6,356,682
Disposals	出售	-	-	-	-	(4,904,749)	(2,450)	-	-	(4,907,199)
Depreciation	折舊	(5,345,765)	(1,315,923)	(288,899)	(306,727)	(3,124,545)	(650,149)	(107,390)	-	(11,139,398)
Surplus on revaluation credited to other comprehensive income	重估盈餘計入 其他全面收入	2,430,525	-	-	-	-	-	-	-	2,430,525
Exchange realignment	匯兌調整	(983,760)	(515,158)	(145,276)	373	(480,219)	(34,181)	(11,760)	-	(2,169,981)
At 31 December 2019, net carrying amount	於二零一九年 十二月三十一日， 賬面淨值	144,095,000	28,848,576	10,699,130	690,609	26,911,773	2,375,922	652,893	-	214,273,903
At 31 December 2019:	於二零一九年 十二月三十一日:									
Cost or valuation	成本或估值	144,095,000	52,053,635	15,496,208	996,963	96,492,664	24,790,376	4,916,988	56,245,942	395,087,776
Accumulated depreciation and impairment loss	累計折舊及 減值虧損	-	(23,205,059)	(4,797,078)	(306,354)	(69,580,891)	(22,414,454)	(4,264,095)	(56,245,942)	(180,813,873)
Net carrying amount	賬面淨值	144,095,000	28,848,576	10,699,130	690,609	26,911,773	2,375,922	652,893	-	214,273,903
Analysis of cost or valuation at 31 December 2019:	成本或估值分析 於二零一九年 十二月三十一日:									
At cost	成本	-	52,053,635	15,496,208	996,963	96,492,664	24,790,376	4,916,988	56,245,942	250,992,776
At valuation	估值	144,095,000	-	-	-	-	-	-	-	144,095,000
		144,095,000	52,053,635	15,496,208	996,963	96,492,664	24,790,376	4,916,988	56,245,942	395,087,776

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

14. PROPERTY, PLANT AND EQUIPMENT (continued)

14. 物業、廠房及設備(續)

		Land and buildings	Leasehold improvements	Plant and machinery	Furniture, fixtures and office equipment	Motor vehicles	Moulds	Total
		土地及樓宇 HK\$ 港元	租賃裝修 HK\$ 港元	廠房及機器 HK\$ 港元	傢俬、裝置及 辦公室設備 HK\$ 港元	汽車 HK\$ 港元	模具 HK\$ 港元	總計 HK\$ 港元
31 December 2018	二零一八年十二月三十一日							
At 31 December 2017 and 1 January 2018:	於二零一七年十二月 三十一日及二零一八年 一月一日：							
Cost or valuation	成本或估值	138,893,000	55,702,363	129,728,905	33,891,017	5,491,874	60,527,234	424,234,393
Accumulated depreciation	累計折舊	–	(28,410,406)	(85,665,757)	(30,477,957)	(4,554,598)	(60,527,234)	(209,635,952)
Net carrying amount	賬面淨值	138,893,000	27,291,957	44,063,148	3,413,060	937,276	–	214,598,441
Reconciliation of carrying amount – year ended 31 December 2018	截至二零一八年 十二月三十一日止年度 賬面淨值調節							
At 1 January 2018	於二零一八年一月一日	138,893,000	27,291,957	44,063,148	3,413,060	937,276	–	214,598,441
Additions	添置	–	978,007	2,093,995	215,771	324,300	–	3,612,073
Disposals	出售	–	–	(48,705)	(2,229)	–	–	(50,934)
Written-off	撇銷	–	–	(2,074)	–	–	–	(2,074)
Depreciation	折舊	(4,810,297)	(1,558,565)	(7,525,838)	(734,574)	(450,162)	–	(15,079,436)
Provision for impairment	減值撥備	–	–	(1,841,415)	(14,531)	–	–	(1,855,946)
Surplus on revaluation credited to other comprehensive income	重估盈餘計入其他全面收入	16,645,788	–	–	–	–	–	16,645,788
Exchange realignment	匯兌調整	(2,734,491)	(1,354,795)	(2,027,911)	(138,338)	(39,371)	–	(6,294,906)
At 31 December 2018	於二零一八年十二月 三十一日	147,994,000	25,356,604	34,711,200	2,739,159	772,043	–	211,573,006
At 31 December 2018:	於二零一八年十二月 三十一日：							
Cost or valuation	成本或估值	147,994,000	47,440,871	120,125,141	24,812,995	4,955,105	56,245,942	401,574,054
Accumulated depreciation and impairment loss	累計折舊及減值虧損	–	(22,084,267)	(85,413,941)	(22,073,836)	(4,183,062)	(56,245,942)	(190,001,048)
Net carrying amount	賬面淨值	147,994,000	25,356,604	34,711,200	2,739,159	772,043	–	211,573,006
Analysis of cost or valuation at 31 December 2018:	成本或估值分析 於二零一八年 十二月三十一日：							
At cost	成本	–	47,440,871	120,125,141	24,812,995	4,955,105	56,245,942	253,580,054
At valuation	估值	147,994,000	–	–	–	–	–	147,994,000
		147,994,000	47,440,871	120,125,141	24,812,995	4,955,105	56,245,942	401,574,054

Notes to Consolidated Financial Statements (continued)

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

14. PROPERTY, PLANT AND EQUIPMENT (continued)

The Group's land and buildings were revalued at the end of the reporting period by Chung, Chan & Associates, independent professionally qualified valuer. The land and buildings in Hong Kong were revalued on the basis of market value by the comparison approach, based on their existing state, while the buildings in Mainland China were revalued using the depreciated replacement cost method. No changes were made in the valuation technique(s) during the years ended 31 December 2019 and 2018. A surplus arising from revaluation on the buildings in Mainland China of HK\$3,255,095 (2018: HK\$5,455,788) and deficit of land and buildings in Hong Kong of HK\$824,570 (2018: surplus of HK\$11,190,000) have been credited/debited to other comprehensive income.

Had the Group's land and buildings been carried at historical cost less accumulated depreciation and impairment losses, their carrying amounts would have been included in the consolidated financial statements at approximately HK\$61,440,000 (2018: HK\$64,263,000).

(a) Right-of-use assets

The analysis of the net book value of right-of-use assets by class of underlying assets is as follows:

Leasehold land and buildings held for own use, carried at valuation, with remaining lease term of:	以估值入賬自用的租賃土地及樓宇，而租賃期：			
– 50 years or more	– 50年或以上	(i)	72,450,000	76,300,000
Land lease premium	土地租賃費用	(ii)	10,699,130	11,133,305
Office premises	辦公室	(iii)	690,609	996,963
Motor vehicle	汽車	(iv)	182,419	263,494
Plant and machinery	廠房及機器	(iv)	3,113,590	3,535,042
Net carrying amount	賬面淨值		87,135,748	92,228,804

No addition of the right-of-use assets was recognised during the year.

14. 物業、廠房及設備(續)

本集團之土地及樓宇於報告期末由獨立專業合資格估值師衡量行重新估值。香港土地及樓宇按比較方式的市場價值及現時的狀況重估，而中國大陸的樓宇則按折舊重置成本法重估。截至二零一九年及二零一八年十二月三十一日止年度內，有關估值方法並無作出任何變動。因上述中國大陸的樓宇估價而產生的重估盈餘3,255,095港元(二零一八年：5,455,788港元)及香港土地及樓宇估價而產生的重估虧損824,570港元(二零一八年：盈餘11,190,000港元)已計入／扣除其他全面收入。

本集團土地及樓宇以歷史成本減累計折舊及減值虧損列賬，其賬面值已計入綜合財務報表中，其金額約61,440,000港元(二零一八年：64,263,000港元)。

(a) 使用權資產

按相關資產類別對使用權資產賬面淨值分析如下：

	31 December 2019 二零一九年 十二月三十一日	1 January 2019 二零一九年 一月一日
Notes 附註	HK\$ 港元	HK\$ 港元
(i)	72,450,000	76,300,000
(ii)	10,699,130	11,133,305
(iii)	690,609	996,963
(iv)	182,419	263,494
(iv)	3,113,590	3,535,042
	87,135,748	92,228,804

本年度內並無錄得新增之使用權資產。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

14. PROPERTY, PLANT AND EQUIPMENT (continued)

(a) Right-of-use assets (continued)

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

Depreciation charge of right-of-use assets by class of underlying asset:	按相關資產類別對使用權資產的折舊費用：
Leasehold land and buildings	租賃土地及樓宇
Land lease premium	土地租賃費用
Office premises	辦公室
Motor vehicles	汽車
Plant and machinery	廠房及機器

Note: The Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise right-of-use assets relating to leases which were previously classified as operating leases under HKAS 17. The depreciated carrying amount of the finance lease assets which were previously included in property, plant and equipment is also identified as right-of-use assets. After initial recognition of right-of-use assets at 1 January 2019, the Group as a lessee is required to recognise the depreciation of right-of-use assets, instead of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. Under this approach, the comparative information is not restated.

14. 物業、廠房及設備(續)

(a) 使用權資產(續)

有關於損益確認的租賃的開支項目分析如下：

2019 二零一九年	2018 (Note) 二零一八年(附註)
HK\$ 港元	HK\$ 港元
3,025,431	2,590,000
288,899	297,941
306,727	–
81,075	60,806
365,853	350,136
4,067,985	3,298,883

附註：本集團使用經修訂追溯方式首次應用香港財務報告準則第16號，並調整於二零一九年一月一日之期初結餘以確認有關租賃之使用權資產，而有關租賃先前根據香港會計準則第17號分類為經營租賃。之前入賬為物業、廠房及設備的相應租賃資產已折舊賬面金額確定為使用權資產。於二零一九年一月一日初步確認使用權資產後，本集團作為承租人須確認使用權資產的折舊，在租賃期內按直線基準確認經營租賃項下產生的租金開支。根據此方法，比較資料不予重列。

14. PROPERTY, PLANT AND EQUIPMENT (continued)

(a) Right-of-use assets (continued)

Details of the maturity analysis of lease liabilities are set out in note 25 to the consolidated financial statements.

(i) Leasehold land and buildings held for own use

The Group holds a commercial building for its daily operations. The Group is the registered owner of the property interest, including the whole or part of undivided share in the underlying land. Payments were made upfront to acquire this property interest from previous registered owners and there are no ongoing payments to be made under the terms of the land lease, other than payments based on rateable values set by the relevant government authorities. These payments vary from time to time and are payable to the relevant government authorities.

(ii) Land lease premium

The land lease premium represents the interests in leasehold lands held which are situated in Mainland China and are held under medium term leases of 50 years.

(iii) Office premises

The Group has obtained the right to use a property as its office premises through a tenancy agreement. The lease term is 3 years.

Restrictions or covenants

Most of the leases impose a restriction that, unless approval is obtained from the lessor, the right-of-use asset can only be used by the Group and the Group is prohibited from selling or pledging the underlying assets.

14. 物業、廠房及設備(續)

(a) 使用權資產(續)

租賃負債之期限分析詳情載於綜合財務報表附註25。

(i) 持有作自用的租賃土地及樓宇

本集團持有一個商業樓宇作日常運作之用。本集團為物業權益(包括全部或部分不能分割部份的其中土地)的登記擁有人。向之前擁有人購入有關物業權益之款項已經支付，除有關政府機構按差餉估值計算的款項外，並無任何根據租賃合同需要持續支付的金額。有關政府機構按差餉估值計算的款項會隨著時間而改變。

(ii) 土地租賃費用

土地租賃費用指位於中國大陸租賃的土地權益，而租賃期為五十年。

(iii) 辦公室

本集團透過租賃合同獲得一個物業作辦公室之用，而租賃期為三年。

限制及契約

大部分租賃都設有一項限制，除非獲得出租人批准，否則有關使用權資產只可由本集團使用，並禁止本集團出售或質押相關資產。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

14. PROPERTY, PLANT AND EQUIPMENT (continued)

(a) Right-of-use assets (continued)

(iii) Office premises (continued)

Restrictions or covenants (continued)

For leases of properties, the Group is required to keep those properties in a good state of repair and return the properties in their original condition at the end of the lease.

Residual value guarantees

The Group does not provide residual value guarantees for the lease contract of office premises.

(iv) Motor vehicle and plant and machinery

The Group leases a motor vehicle and plant and machinery under leases expiring from 1 to 2 years. None of the leases includes variable lease payments.

14. 物業、廠房及設備(續)

(a) 使用權資產(續)

(iii) 辦公室(續)

限制及契約(續)

就辦公室物業租賃而言，本集團須將辦公室物業保持在良好的維修狀況，並於租賃結束後將辦公室物業回復其原來狀態。

餘值擔保

本集團並無為辦公室物業租賃提供餘值擔保。

(iv) 汽車及廠房及機器

本集團租賃一輛汽車及若干機器，而租賃期為一至二年。上述的租賃並無可變的租賃款項。

15. PREPAID LAND LEASE PAYMENTS

15. 預付土地租賃款

		2018 二零一八年 HK\$ 港元
Carrying amount at 1 January	於一月一日的賬面值	11,879,731
Amortisation during the year	本年度攤銷	(297,941)
Exchange realignment	滙兌調整	(448,485)
Carrying amount at 31 December	於十二月三十一日的賬面值	11,133,305
Current portion included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項的流動部份	(288,899)
Non-current portion	非流動部份	10,844,406

Upon the adoption of HKFRS 16, the amount was presented within "property, plant and equipment" in note 14 to the consolidated financial statements.

於採納香港財務準則第16號後，此款項呈現於綜合財務報表附註14之物業、廠房及設備內。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度
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16. SUBSIDIARIES

Particulars of the principal subsidiaries are as follows:

16. 附屬公司

主要附屬公司詳情如下：

Company name	Place of incorporation/ registration and operations 成立／註冊及 營業地點	Issued and paid-up share		Percentage of equity interest attributable to the Company		Principal activities
公司名稱		已發行及繳足股份		本公司所佔股本權益百分比		主要業務
		2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年	
Cokeen Development Limited 確建發展有限公司	Hong Kong 香港	HK\$10,000 10,000港元	HK\$10,000 10,000港元	100	100	Provision of management and administrative services 提供管理及行政服務
E-Dotcom Limited	Hong Kong 香港	HK\$2 2港元	HK\$2 2港元	100	100	Investment holding 投資控股
Hideki Electronics Limited 西城電子有限公司	Hong Kong 香港	HK\$2,000,000 2,000,000港元	HK\$2,000,000 2,000,000港元	100	100	Sale of consumer electronic products 銷售電子消費品
Hi-Tech (China) Investment Limited 中穎(中國)投資有限公司	Hong Kong 香港	HK\$2,000,000 2,000,000港元	HK\$2,000,000 2,000,000港元	100	100	Investment holding 投資控股
Hi-Tech Investment Holdings Limited	British Virgin Islands 英屬維爾京群島	US\$50,000 50,000美元	US\$50,000 50,000美元	100	100	Investment holding 投資控股
Hi-Tech Property Holdings Limited	British Virgin Islands/ Mainland China 英屬維爾京群島／ 中國大陸	US\$1 1美元	US\$1 1美元	100	100	Property holding 物業持有
Hi-Tech Precision Industrial Limited 中穎精密工業有限公司	Hong Kong 香港	HK\$1,500,000 1,500,000港元	HK\$1,500,000 1,500,000港元	100	100	Sale of precision parts and components 銷售精密零部件
Hunpex Limited 銀柏達有限公司	Hong Kong 香港	HK\$4,650,000 4,650,000港元	HK\$4,650,000 4,650,000港元	100	100	Investment holding 投資控股
K & P Group (Holdings) Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島／ 香港	US\$1,238,545 1,238,545美元	US\$1,238,545 1,238,545美元	100	100	Investment holding 投資控股
K. S. (China) Electronics Manufactory Limited 堅城(中國)電子廠有限公司	Hong Kong 香港	HK\$2 2港元	HK\$2 2港元	100	100	Investment holding 投資控股

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

16. SUBSIDIARIES (continued)

16. 附屬公司(續)

Company name	Place of incorporation/ registration and operations 成立／註冊及 營業地點	Issued and paid-up share		Percentage of equity interest attributable to the Company		Principal activities
公司名稱		已發行及繳足股份 2019 二零一九年	2018 二零一八年	本公司所佔股本權益百分比 2019 二零一九年	2018 二零一八年	主要業務
Mars Field Limited 堅城實業公司	British Virgin Islands/ Hong Kong 英屬維爾京群島／ 香港	US\$1 1美元	US\$1 1美元	100	100	Investment holding 投資控股
Sun Ngai Plastic Products Factory Limited 新藝塑膠製品廠有限公司	Hong Kong 香港	HK\$10,890,000 10,890,000港元	HK\$10,890,000 10,890,000港元	100	100	Sale of plastic parts and components 銷售塑膠零件
Technology Trends International Limited	British Virgin Islands/ Singapore 英屬維爾京群島／ 新加坡	US\$50,000 50,000美元	US\$50,000 50,000美元	100	100	Sale of precision parts and components 銷售精密零件
中穎(中山)電子有限公司	Mainland China 中國大陸	US\$10,000,000 10,000,000美元	US\$10,000,000 10,000,000美元	100	100	Manufacture and sale of precision parts and components 製造及銷售精密零件
中山市堅城電子有限公司	Mainland China 中國大陸	US\$3,000,000 3,000,000美元	US\$3,000,000 3,000,000美元	100	100	Manufacture and sale of precision parts and components 製造及銷售精密零件
銀柏達科技(深圳)有限公司	Mainland China 中國大陸	HK\$22,125,390 (note i) 22,125,390港元 (附註i)	HK\$22,125,390 22,125,390港元	100	100	Manufacture and sale of plastic parts and components 製造及銷售塑膠零件

Note:

- (i) On 22 September 2016, the registered share capital increased from HK\$8,000,000 to HK\$23,000,000. The remaining registered share capital of HK\$874,610 is committed by the Group to inject on or before 21 September 2026.
- (ii) The Company's indirectly owned subsidiary, 新穎城電子(深圳)有限公司 was deregistered on 4 May 2019.

附註：

- (i) 於二零一六年九月二十二日，註冊資本由8,000,000港元增加至23,000,000港元。本集團承諾於二零二六年九月二十一日或之前，注入尚餘註冊資本874,610港元。
- (ii) 本公司間接擁有之附屬公司「新穎城電子(深圳)有限公司」已於二零一九年五月四日註銷。

Except for K & P Group (Holdings) Limited, all of the above subsidiaries are indirectly held by the Company.

除K & P Group (Holdings) Limited外，上述所有附屬公司均由本公司間接持有。

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

董事認為，上表所列出之本公司附屬公司主要影響本年度業績或構成本集團資產淨值主要部份。董事並認為，提供其他附屬公司的詳細資料，會引致內容過於冗長。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

17. FINANCIAL ASSET AT FVPL

Non-current asset	非流動資產
Club membership	會所會籍
Current asset	流動資產
Forward currency contracts	遠期貨幣合約

Club membership

At 31 December 2019, the unlisted investment represented club membership issued by a private entity. It is measured at fair value at the end of each reporting period. The fair value of the club membership is determined with reference to the publicly available price information.

Forward currency contracts, at fair values

The Group entered into twelve forward currency contracts at a total of US\$31,621,958 for the exchange of United States Dollars ("US\$") with Renminbi ("RMB") with the forward rates ranged from RMB6.870 to RMB7.175 per US\$1. The maturity dates of these forward currency contracts are during the period from 23 January 2020 to 17 December 2020.

During the year, the Group has realised loss of HK\$6,397,436 arising from nine forward currency contracts of a total of US\$25,913,350 for the exchange of US\$ with RMB which was depreciated.

As at 31 December 2019, the forward currency contracts did not meet the criteria for hedge accounting. The change in the fair value of these non-hedging currency derivatives amounting to a gain of HK\$1,845,132 was recognised in the consolidated income statement for the year ended 31 December 2019 (2018: Nil).

17. 按FVPL之金融資產

2019	2018
二零一九年	二零一八年
HK\$	HK\$
港元	港元

	680,000	680,000
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	1,845,132	—
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會所會籍

於二零一九年十二月三十一日，非上市投資指私募實體發出之會所會籍。於每個報告期末計量其公平價值。此會所會籍之公平價值乃參考公開之格價資料。

按公平價值遠期貨幣合同

本集團簽訂十二份美元(「美元」)兌人民幣(「人民幣」)總值31,621,958美元的遠期貨幣合同，遠期匯率範圍由每1美元兌6.870人民幣至7.175人民幣。該等遠期貨幣合同之到期日範圍由二零二零年一月二十三日至二零二零年十二月十七日。

本年內，本集團就九份美元兌人民幣總值25,913,350美元的遠期貨幣合同，因人民幣兌美元疲弱而錄得已變現虧損6,397,436港元。

於二零一九年十二月三十一日，該等遠期貨幣合同並不符合對沖會計法的標準。該等非對沖貨幣之衍生工具的公平價值之變更收益為1,845,132港元並已確認在截至二零一九年十二月三十一日止之利潤表內(二零一八：無)。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

18. INVENTORIES

Raw materials	原料
Work in progress	在製品
Finished goods	製成品

Less: provision for slow-moving inventories 減：滯銷存貨撥備

18. 存貨

2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
14,997,161	24,504,697
14,405,859	14,401,355
25,870,112	31,079,573
55,273,132	69,985,625
(1,652,227)	(5,865,067)
53,620,905	64,120,558

As at 31 December 2019, there were no inventories carried at fair value less cost to sell.

Provision of HK\$465,776 (2018: HK\$1,632,983) was made to write down the inventories to net realisable value during the year. Provisions made in previous years against the carrying value of inventories of HK\$4,678,616 (2018: HK\$2,230,781) have been written off against the inventories due to cessation of operation of a subsidiary (2018: closure of a factory) in consumer electronic products segment.

於二零一九年十二月三十一日，並無任何存貨按公平價值減銷售成本入賬。

本年度內，存貨撇減至可變現淨值的撥備為465,776港元(二零一八年：1,632,983港元)。因電子消費品分類下之一附屬公司終止業務(二零一八年：關閉廠房)，往年撥備之存貨賬面值4,678,616港元已於存貨中撇銷(二零一八年：2,230,781港元)。

19. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

Prepayments	預付款項
Toolings and mould deposits	模具按金
Deposits and other receivables	按金及其他應收款項

19. 預付款項、按金及其他應收款項

2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
1,454,339	2,485,607
89,832	262,602
4,556,054	4,469,646
6,100,225	7,217,855

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

20. TRADE AND BILLS RECEIVABLES

20. 應收賬項及票據

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Trade receivables	應收賬項	74,244,453	88,044,497
Less: loss allowance	減：虧損撥備	(1,077,389)	(822,410)
		73,167,064	87,222,087
Bills receivable discounted with recourse (note 24)	可退回的應收貼現票據 (附註24)	-	145,175
		73,167,064	87,367,262

In 2018, the Group discounted bills receivable to a bank in exchange for cash with recourse in the ordinary course of business. The Group continues to recognise the full carrying amount of bills receivable and has recognised the cash received as secured bank borrowings and included in note 24 to the consolidated financial statements. As at 31 December 2018, the carrying amount of discounted bills receivable was HK\$145,175. The carrying amount of the associated liability was HK\$145,175.

Information about the Group's exposure to credit risks and loss allowance for trade and other receivables is included in note 35(c) to the consolidated financial statements.

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

於二零一八年，本集團於日常業務過程中貼現可退回的應收票據予一銀行以交換現金。本集團繼續確認應收票據之全數賬面值及已確認現金所得為有抵押銀行借貸及包含在綜合財務報表附註24。於二零一八年十二月三十一日，應收票據之全數賬面值為145,175港元，該相關負債之賬面值為145,175港元。

有關本集團因應收賬項及其他應收款項所產生的信貸風險及虧損撥備之資料包含在綜合財務報表附註35(c)。

於報告期末應收賬項按發票日期及減除虧損撥備後之賬齡分析如下：

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Within 90 days	九十天內	67,071,358	79,545,191
91 to 180 days	九十一至一百八十天	5,921,791	6,813,196
Over 180 days	一百八十天以上	173,915	863,700
		73,167,064	87,222,087

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

21. BANK BALANCES AND CASH

21. 銀行結餘及現金

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元 (re-presented) (重列)
Time deposits with original maturity over three months	超過三個月原定期定期存款		
– Continuing operations	– 持續經營業務	23,340,000	–
Cash and cash equivalents	現金及現金等值項目		
– Continuing operations	– 持續經營業務	27,861,009	41,253,171
– Discontinued operation	– 已終止經營業務	304,385	2,509,224
As stated in the consolidated statement of cash flows	呈列於綜合現金流量表	28,165,394	43,762,395
		51,505,394	43,762,395
Bank balances and cash attributable to:	銀行結餘及現金所佔：		
– Continuing operations	– 持續經營業務	51,201,009	41,253,171
– Discontinued operation	– 已終止經營業務	304,385	2,509,224
		51,505,394	43,762,395

At the end of the reporting period, included in the balance of the Group are bank balances and cash deposited in Mainland China and denominated in RMB of HK\$7,009,055 (2018: HK\$27,265,108). RMB is not freely convertible into other currencies. However, under Mainland China'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.

Cash at banks are deposited with creditworthy banks with no recent history of default. Time deposits as at 31 December 2019 represented bank deposits placed in banks in Hong Kong. The interest rate ranged from 2.19% to 2.33% per annum in 2019.

於報告期末，本集團在中國大陸之結餘包括以人民幣計值之銀行結餘及現金為7,009,055港元(二零一八年：27,265,108港元)。人民幣不能自由兌換其他貨幣，惟根據中國大陸外匯管制法規定及結存、銷售及支付的管理規定，本集團獲准透過獲授權經營海外業務之銀行將人民幣兌換為外幣。

銀行現金存於有信譽而近期並無違約紀錄的銀行。於二零一九年十二月三十一日的定期存款為存於香港銀行的銀行存款，而於二零一九年其年利率範圍由2.19%至2.33%。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

22. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

Within 90 days	九十天內
91 to 180 days	九十一至一百八十天
Over 180 days	一百八十天以上

22. 應付賬項

於報告期末應付賬項按發票日期之賬齡分析如下：

2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
35,894,120	42,446,950
333,783	2,473,819
26,438	3,183
36,254,341	44,923,952

The trade payables are unsecured, non-interest-bearing and are normally settled on terms varying from 60 to 120 days of invoice date.

應付賬項為無抵押、免息及一般於發票日期之六十至一百二十天償還。

23. ACCRUED LIABILITIES AND OTHER PAYABLES

Contract liabilities (note 23(a))	合約負債(附註23(a))
Other accrued liabilities	其他應計負債
Other payables	其他應付款項
Mainland China staff compensation	中國大陸員工補償金
Staff cost payables	應付員工開支

23. 應計負債及其他應付款項

2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
4,597,572	9,388,683
32,584	155,937
6,313,600	3,560,565
303,008	12,286,443
22,565,349	21,312,593
33,812,113	46,704,221

Other payables are non-interest-bearing and have an average credit period of three months.

其他應付款項為免息及信貸期為平均三個月。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

23. ACCRUED LIABILITIES AND OTHER PAYABLES

(continued)

(a) Contract liabilities

The amount includes toolings and mould deposits received and sales deposits received.

The movements of toolings and mould deposits received and sales deposits received from contracts with customers within HKFRS 15 during the year are as follows:

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
At 1 January	於一月一日	9,388,683	12,045,272
Recognised as revenue	確認為收入	(23,368,271)	(41,388,345)
Recognised as other income	確認為其他收入	—	(589,268)
Receipt of advances or recognition of receivables	收到預付款項或確認應收款項	18,577,160	39,321,024
At 31 December	於十二月三十一日	4,597,572	9,388,683

At 31 December 2019, the contract liabilities that are expected to be settled within the next twelve months are HK\$3,972,916 (2018: HK\$8,871,560) and the contract liabilities that are expected to be settled after more than 12 months are HK\$624,656 (2018: HK\$517,123). The customer paid for the goods or services in advance and the timing of the transfer of those goods or services is at the discretion of the customer.

23. 應計負債及其他應付款項(續)

(a) 合約負債

該金額包括已收模具按金及已收銷售按金。

本年度內於香港財務報告準則第15號之來自客戶合約的已收模具按金及已收銷售按金之變動如下：

	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
At 1 January	9,388,683	12,045,272
Recognised as revenue	(23,368,271)	(41,388,345)
Recognised as other income	—	(589,268)
Receipt of advances or recognition of receivables	18,577,160	39,321,024
At 31 December	4,597,572	9,388,683

於二零一九年十二月三十一日，合約負債值3,972,916港元(二零一八年：8,871,560港元)預期於之後十二個月內結清，合約負債值624,656港元(二零一八年：517,123港元)預期於超過之後十二個月結清。客人預支貨物或服務款項，並有權決定貨物或服務的結清日期。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

24. INTEREST-BEARING BANK AND OTHER BORROWINGS

24. 帶息銀行及其他借貸

2019

二零一九年

	Effective interest rate (%) per annum 實際年利率(%)	Maturity 到期日	HK\$ 港元
Revolving term loans – unsecured 循環有期貸款 – 無抵押	4.32 – 5.33	Fully repayable from 29/3/2020 to 23/4/2020 由二零二零年三月二十九日至 二零二零年四月二十三日全數償還	7,000,000
Trust receipt loans 信託收據貸款	3.96 – 4.26	Fully repayable from 17/1/2020 to 20/4/2020 由二零二零年一月十七日至 二零二零年四月二十日全數償還	5,040,876
			12,040,876

2018

二零一八年

	Effective interest rate (%) per annum 實際年利率(%)	Maturity 到期日	HK\$ 港元
Current: 流動			
Finance lease payables (note 25) 應付融資租賃(附註25)	1.60 – 3.25	Fully repayable from 10/7/2019 to 29/4/2022 由二零一九年七月十日至 二零二二年四月二十九日全數償還	2,066,627
Bank loans – discounted bills with recourse (note 20) 銀行貸款 – 可退回的貼現票據 (附註20)	5.00	Due for payment on 27/1/2019 於二零一九年一月二十七日到期付款	145,175
Revolving term loans – unsecured 循環有期貸款 – 無抵押	4.10 – 5.43	Fully repayable from 11/1/2019 to 23/5/2019 由二零一九年一月十一日至 二零一九年五月二十三日全數償還	22,000,000
Trust receipt loans 信託收據貸款	3.87 – 5.10	Fully repayable from 29/1/2019 to 23/4/2019 由二零一九年一月二十九日至 二零一九年四月二十三日全數償還	9,893,426
			34,105,228
Non-current: 非流動			
Finance lease payables (note 25) 應付融資租賃(附註25)	1.60 – 3.25	Fully repayable from 26/10/2020 to 29/4/2022 由二零二零年十月二十六日至 二零二二年四月二十九日全數償還	1,704,471
			35,809,699

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

24. INTEREST-BEARING BANK AND OTHER BORROWINGS (continued)

The carrying amounts of the Group's borrowings approximate their fair values.

As at 31 December 2019, the Group's bank facilities were secured by a corporate guarantee executed by the Company.

24. 帶息銀行及其他借貸(續)

本集團借貸之賬面值與其公平價值相若。

於二零一九年十二月三十一日，本集團作為銀行備用信貸之抵押為本公司簽立之企業擔保。

25. LEASE LIABILITIES/FINANCE LEASE PAYABLES

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the current and previous reporting periods and at the date of transition to HKFRS 16:

25. 租賃負債／應付融資租賃

於本年及往年報告期末及首次應用香港財務報告準則第16號當日，本集團按剩餘合約到期的租賃負債如下：

		31 December 2019 二零一九年 十二月三十一日		1 January 2019 (Note) 二零一九年 一月一日(附註)		31 December 2018 二零一八年 十二月三十一日
		Total lease payments	Present value of lease payments	Total lease payments	Present value of lease payments	Total minimum lease payments
		租賃款項 總計 HK\$ 港元	租賃款項 的現今值 HK\$ 港元	租賃款項 總計 HK\$ 港元	租賃款項 的現今值 HK\$ 港元	最少租賃 款項總計 HK\$ 港元
Current:	流動：					
Within one year	於一年內	1,543,074	1,460,865	2,513,393	2,367,605	2,196,788
Non-current:	非流動：					
After one year but within two years	一年後但於兩年內	839,187	815,067	1,543,074	1,460,865	1,240,992
After two year but within five years	兩年後但於五年內	125,723	124,524	964,910	939,591	537,106
		964,910	939,591	2,507,984	2,400,456	1,778,098
		2,507,984	2,400,456	5,021,377	4,768,061	3,974,886
Less: total future interest expenses	減：日後利息支出總計	(107,528)		(253,316)		(203,788)
Present value of lease liabilities	租賃負債的現今值	2,400,456		4,768,061		3,771,098

Notes to Consolidated Financial Statements (continued)

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

25. LEASE LIABILITIES/FINANCE LEASE PAYABLES

(continued)

At 31 December 2019, the carrying amount of the Group's property, plant and equipment held under leases/finance leases, and was therefore pledged, was HK\$3,296,009 (2018: HK\$7,941,992).

Note: The Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balance at 1 January 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under HKAS 17. The weighted average incremental borrowing rate applied to the lease liabilities at the DIA is 3.6%. These liabilities have been aggregated with the brought forward balances relating to leases previously classified as finance leases with effective interest rate ranged from 1.6% to 3.25% per annum. Comparative information as at 31 December 2018 has not been restated and relates solely to leases previously classified as finance leases. Further details on the impact of the transition to HKFRS 16 are set out in note 2.2 to the consolidated financial statements.

The Group has recognised the following amounts for the year:

25. 租賃負債／應付融資租賃(續)

於二零一九年十二月三十一日，本集團在租賃／融資租賃下持有之物業、廠房及設備予已抵押之賬面值為3,296,009港元(二零一八年：7,941,992港元)。

註：本集團使用經修訂追溯方式首次應用香港財務報告準則第16號，並調整於二零一九年一月一日之期初結餘以確認有關租賃之使用權資產，而有關租賃先前根據香港會計準則第17號分類為經營租賃。於首次應用日期對租賃負債採用的加權平均增量借款利率為3.6%。此負債為之前按由1.6%至3.25%實際年利率被分類為融資租賃承前結餘的總數。於二零一八年十二月三十一日比較資料沒有重列及相關只僅為融資租賃的租賃。有關香港財務報告準則第16號之詳細影響已包括於綜合財務報表附註2.2。

本集團於年內確認以下的款項：

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Lease payments:	租賃款項：		
Short-term leases	短期租賃	1,038,912	—
Low-value assets	價值較低的資產	31,033	—
Operating lease payments	經營租賃款項	—	5,182,011
Expenses recognised in profit or loss	於損益確認的支出	1,069,945	5,182,011
Lease payments:	租賃款項：		
Interest on lease liabilities/finance leases (Note 6)	租賃負債／融資租賃利息(附註6)	153,309	307,924
Under leases/finance leases	於租賃／融資租賃下	2,368,019	5,799,361
		2,521,328	6,107,285
Total cash outflow for leases	租賃之總現金流出額	3,591,273	11,289,296

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

25. LEASE LIABILITIES/FINANCE LEASE PAYABLES

(continued)

Commitments under leases

At 31 December 2018

The Group had total future minimum lease payments under non-cancellable operating leases, which are payable as follows:

		HK\$ 港元
Within one year	於一年內	918,934
In the second to fifth years inclusive	於第二至第五年(包括首尾兩年)	—
		<u>918,934</u>

26. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities

2019

		Depreciation allowance in excess of related depreciation 超出相關折舊之 折舊免稅額 HK\$ 港元	Revaluation of properties 物業重估 HK\$ 港元	Total 總計 HK\$ 港元
At 1 January 2019	於二零一九年一月一日	872,032	21,146,646	22,018,678
Deferred tax debited to other comprehensive income during the year	本年度於其他全面收入 扣除之遞延稅項	—	677,720	677,720
Gross deferred tax liabilities at 31 December 2019	於二零一九年十二月 三十一日之遞延稅項 負債總額	<u>872,032</u>	<u>21,824,366</u>	<u>22,696,398</u>

25. 租賃負債／應付融資租賃(續)

租賃承擔

於二零一八年十二月三十一日

本集團根據不能取消經營租賃之日後最少應付租賃總額將於下列期間到期：

26. 遞延稅項

本年度內之遞延稅項負債及資產變動如下：

遞延稅項負債

二零一九年

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

26. DEFERRED TAX (continued)

Deferred tax liabilities (continued)

2018

		Depreciation allowance in excess of related depreciation 超出相關折舊之折舊免稅額 HK\$ 港元	Revaluation of properties 物業重估 HK\$ 港元	Total 總計 HK\$ 港元
At 1 January 2018	於二零一八年一月一日	872,032	16,890,079	17,762,111
Deferred tax debited to other comprehensive income during the year	本年度於其他全面收入扣除之遞延稅項	–	4,256,567	4,256,567
Gross deferred tax liabilities at 31 December 2018	於二零一八年十二月三十一日之遞延稅項負債總額	872,032	21,146,646	22,018,678

Deferred tax assets

Deferred tax assets have not been recognised in respect of the following items:

遞延稅項資產

對於未確認遞延稅項資產之項目如下：

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Deductible temporary differences	可予扣減之暫時性差異	4,091,616	46,901,503
Tax losses	稅項虧損	43,385,519	32,353,348
At end of the reporting period	於報告期末	47,477,135	79,254,851

Pursuant to Mainland China Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from foreign investment enterprises established in Mainland China. 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 Mainland China and the jurisdiction of the foreign investors. The Group is therefore liable to withholding taxes on dividends to be distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008 onwards.

根據中國大陸企業所得稅法，於中國大陸成立的外商投資企業向外國投資者宣派股息須按10%徵收預扣稅。此規定由二零零八年一月一日起生效，並適用於二零零七年十二月三十一日後的盈利。倘中國大陸與外國投資者的司法權區訂有稅務協議，則可應用較低的預扣稅率。因此，本集團有責任就於中國大陸成立的該等附屬公司於二零零八年一月一日起產生的盈利所分派的股息繳付預扣稅。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

26. DEFERRED TAX (continued)

Deferred tax assets (continued)

At 31 December 2019, no deferred tax has been recognised for such withholding taxes that would be payable on the retained earnings of the Group's subsidiaries established in Mainland China that are subject to withholding taxes at distribution. In the opinion of the directors, these accumulated profits, at the present time, are required for financing the continuing operations of the entities and no distribution would be made in the foreseeable future. The aggregate amount of retained earnings associated with these subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately HK\$6,549,000 at 31 December 2019 (2018: HK\$19,693,000).

At 31 December 2019, the Group has unrecognised tax losses that can be offset against future taxable profits of the respective subsidiaries. No deferred tax assets have been recognised because it is not expected that future taxable profits will be available against which the Group can utilise the benefits therefrom. The expiry dates for unrecognised tax losses are as follows:

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Tax losses without expiration	無屆滿之稅項虧損	32,937,631	32,353,348
Tax losses expiring in:	以下屆滿之稅項虧損：		
2020	二零二零年	—	—
2021	二零二一年	—	—
2022	二零二二年	—	—
2023	二零二三年	—	—
2024	二零二四年	10,447,888	—
At the end of the reporting period	於報告期末	43,385,519	32,353,348

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

26. 遞延稅項(續)

遞延稅項資產(續)

於二零一九年十二月三十一日，本集團並無就在中國大陸成立之附屬公司將於分派保留盈利時產生之應付預扣稅確認遞延稅項。董事認為於目前為止該等累計溢利須予支持公司持續經營，並在可預見未來將不作分派。於二零一九年十二月三十一日，並無確認相關中國大陸附屬公司保留盈利總額之遞延稅項負債總計約6,549,000港元(二零一八年：19,693,000港元)。

於二零一九年十二月三十一日，本集團有可供抵銷日後該等附屬公司應課稅溢利的未確認稅項虧損。由於本集團未能預計可在日後用作抵扣的應課稅溢利，因此並未就此確認遞延稅項資產。未確認稅項虧損的屆滿日如下：

	2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Tax losses without expiration	32,937,631	32,353,348
Tax losses expiring in:		
2020	—	—
2021	—	—
2022	—	—
2023	—	—
2024	10,447,888	—
At the end of the reporting period	43,385,519	32,353,348

本公司派付股息予其股東並未對所得稅構成影響。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

27. SHARE CAPITAL

27. 股本

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Shares	股份		
Authorised:	法定：		
900,000,000 shares of HK\$0.10 each	900,000,000股每股面值 0.10港元	90,000,000	90,000,000
Issued and fully paid:	已發行及繳足：		
267,004,800 shares of HK\$0.10 each	267,004,800股每股面值 0.10港元	26,700,480	26,700,480

28. SHARE OPTION SCHEME

The Company has adopted a share option scheme (the "Scheme") with effect from 23 May 2012. A summary of the Scheme is as follows:

28. 購股權計劃

本公司已採納於二零一二年五月二十三日生效之購股權計劃(「計劃」)。計劃概要如下：

Purposes	To provide incentives and rewards to eligible participants for their contributions to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any entity in which the Group holds an equity interest ("Invested Entity").	目的	為鼓勵或獎賞合資格參與人士對本集團作出之貢獻及／或協助本集團聘請及挽留能幹僱員及吸納對本集團與任何本集團持有其任何股本權益之公司(「所投資公司」)有重大價值之人力資源。
Participants	(i) any employee (whether full-time or part-time), executive directors, non-executive directors and independent non-executive directors of the Company, any of its subsidiaries or any Invested Entity; (ii) any supplier of goods or services to any member of the Group or any Invested Entity; any customer of the Group or any Invested Entity; any person or entity that provides research, development or other technological support to the Group or any Invested Entity; and	參與人士	(i) 本公司、其任何附屬公司或其任何所投資公司之任何僱員(不論是全職或兼職)、執行董事、非執行董事及獨立非執行董事； (ii) 向本集團任何成員公司或任何所投資公司提供貨品或服務之任何供應商；本集團或任何所投資公司之任何客戶；向本集團或任何所投資公司提供研究、開發或其他技術支援之任何人士或公司；及

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

28. SHARE OPTION SCHEME (continued)

Participants (continued)	(iii) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity.
Total number of ordinary shares available for issue and the percentage of the issued share capital that it represents as at the date of the annual report	26,700,480 ordinary shares and 10% of the issued share capital.
Maximum entitlement of each participant	Shall not exceed 1% of the issued share capital of the Company in any 12-month period.
Period within which the securities must be taken up under an option	An option may be exercised at any time during a period to be determined and notified by the directors to each grantee, but shall end in any event not later than 10 years from the date of the grant of options subject to the provisions for early termination thereof.
Minimum period for which an option must be held before it can be exercised	There is no minimum period for which an option granted must be held before it can be exercised.
Amount payable on acceptance	The offer of a grant of share options may be accepted within 28 days from the date of the offer with a consideration of HK\$1.00 being payable by the grantee.
Period within which payments/calls/loans must be made/repaid	Not applicable.

28. 購股權計劃(續)

參與人士 (續)	(iii) 本集團任何成員公司或任何所投資公司之任何股東或本集團任何成員公司或任何所投資公司所發行任何證券之任何持有人。
可予發行的普通股總數以及其於本年報日期佔已發行股本的百分比	26,700,480股普通股及佔已發行股本之10%。
每名參與人士可獲授權益上限	在 任何12個月內，不得超過本公司已發行股本之1%。
根據購股權認購證券的期限	各承授人可於董事決定及知會期間內任何時間行使購股權，惟在任何情況下不得遲於由授出購股權日期起計10年(根據該條款而提早終止則除外)。
購股權行使之前必須持有的最短期限	行使授出購股權之前並無必須持有的最短期限。
應付接納金額	承授人可於授出購股權建議之日起二十八日內，在應付面值代價金額1.00港元後接納該建議。
付款或通知付款或償還申請貸款的期限	不適用。

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度
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28. SHARE OPTION SCHEME (continued)

Basis of determining the exercise price Determined by the directors but shall not be less than the highest of (i) the closing price of the ordinary shares as stated in the Stock Exchange's daily quotation sheet on the date of the offer of options, which must be a trading day; (ii) the average closing price of the ordinary shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of the offer of options; and (iii) the nominal value of the Company's shares.

The remaining life of the Scheme The Scheme remains in force until 22 May 2022.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

There were no share options granted, exercised, cancelled or forfeited since the adoption of the Scheme and there was no outstanding share option as at 31 December 2019 and 2018.

29. RESERVES

(a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 58 and 59 of the consolidated financial statements.

The share premium account represents the excess of the net proceeds or consideration from issuance of the Company's shares over their par value.

The application of the share premium account is governed by Section 40 of the Companies Act 1981 of Bermuda.

28. 購股權計劃(續)

行使價的釐定基準 由董事決定，惟不得低於下列中之較高者：
(i)普通股於提供購股權建議當日(須為交易日)之收市價(以聯交所日報表所載者為準)；(ii)普通股於提供購股權建議日前五個交易日之平均收市價(以聯交所日報表所載者為準)；及(iii)本公司股份面值。

計劃尚餘的年期 計劃有效期至二零二二年五月二十二日止。

購股權益持有人並不享有獲發股息或於股東會上投票之權益。

自採納此計劃以來，並無授出、行使、註銷或作廢的購股權及於二零一九年及二零一八年十二月三十一日，概無未行使之購股權。

29. 儲備

(a) 集團

本年度及以前年度之本集團儲備及變動已呈列於本綜合財務報表第58及59頁之綜合權益變動表。

股份溢價賬指發行本公司股份籌集之所得款項淨額或代價超過其面值之部份。

股份溢價賬之應用受百慕達一九八一年公司法第40條監管。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

29. RESERVES (continued)

(a) Group (continued)

The contributed surplus of the Group arose as a result of the Group's reorganisation and represents the excess of the nominal value of the share capital of the former holding company of the Group, K & P Group (Holdings) Limited, prior to the Group's reorganisation in preparation for the listing of the Company's shares in 1996, over the nominal value of the share capital of the Company issued in exchange therefor, less the amount capitalised to pay up the nil-paid shares issued on the incorporation of the Company.

The asset revaluation reserve of the Group is used to record the increases in the fair value of land and buildings and the decreases to the extent that such decrease relates to an increase on the same asset previously recognised in equity.

The exchange fluctuation reserve of the Group is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries.

(b) Company

29. 儲備(續)

(a) 集團(續)

本集團之繳入盈餘源自本集團重組，乃指本集團於一九九六年為籌備本公司股份上市之重組前本集團之前控股公司 K & P Group (Holdings) Limited 之股本面值較本公司為交換該等股份而發行股本面值所多出之金額減資本化以繳付於本公司之註冊成立時所發行未繳款股份之金額。

本集團之資產重估儲備是用作記錄土地及樓宇公平價值之增加，惟其減少之金額限於相同資產於過往因公平價值增加而確認之權益。

本集團之匯兌波動儲備是用於記錄換算海外附屬公司財務報表而產生的匯兌差額。

(b) 公司

		Share premium account 股份溢價賬 HK\$ 港元	Contributed surplus 繳入盈餘 HK\$ 港元	Accumulated losses 累計虧損 HK\$ 港元	Proposed dividend 建議股息 HK\$ 港元	Total 總計 HK\$ 港元
At 1 January 2018	於二零一八年一月一日	50,856,881	49,999,981	(22,516,078)	–	78,340,784
Loss for the year and total comprehensive loss for the year	本年度虧損及本年度 全面虧損總額	–	–	(10,292,589)	–	(10,292,589)
At 31 December 2018	於二零一八年 十二月三十一日	50,856,881	49,999,981	(32,808,667)	–	68,048,195
Profit for the year and total comprehensive income for the year	本年度溢利及本年度 全面收入總額	–	–	3,127,198	–	3,127,198
Interim dividend paid (note 12)	已付中期股息(附註12)	–	–	(2,670,048)	–	(2,670,048)
Final dividend proposed (note 12)	建議末期股息(附註12)	–	–	(5,340,096)	5,340,096	–
At 31 December 2019	於二零一九年 十二月三十一日	50,856,881	49,999,981	(37,691,613)	5,340,096	68,505,345

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

29. RESERVES (continued)

(b) Company (continued)

The contributed surplus of the Company represents the difference between the underlying consolidated net assets of K & P Group (Holdings) Limited and its subsidiaries at the date on which the Group's reorganisation became effective, referred to in note 29(a) to the consolidated financial statements, over the nominal value of the share capital of the Company issued in exchange therefore, less the amount capitalised to pay up the nil-paid shares issued on the incorporation of the Company.

Under the Companies Act 1981 of Bermuda, the Company may make distributions to its members out of the contributed surplus in certain circumstances. As at 31 December 2019, the Company's reserves available for distribution, calculated in accordance with the Companies Act 1981 of Bermuda, amounted to HK\$12,308,368 (2018: HK\$17,191,314).

29. 儲備(續)

(b) 公司(續)

本公司之繳入盈餘指 K & P Group (Holdings) Limited 及其附屬公司於集團重組生效日之綜合資產淨值高出本公司所發行以交換該公司股本面值之金額(詳情載錄於綜合財務報表附註29(a))，減去繳足資本化以於本公司之註冊成立日所發行未繳款股份之金額。

根據百慕達一九八一年公司法，本公司可在某些情況下從繳入盈餘中撥款向其成員作出分派。於二零一九年十二月三十一日，本公司根據百慕達一九八一年公司法下的計算，可供本公司作分派之儲備為12,308,368港元(二零一八年：17,191,314港元)。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度
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30. CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

Details of the changes in the Group's liabilities from financing activities are as follows:

2019

		Interest-bearing bank and other borrowing	Bank loans-discounted bills with recourse	Finance lease payables	Lease liabilities	Dividend payable	Total
		帶息銀行及其他借貸 HK\$ 港元	可退回的貼現票據 HK\$ 港元	應付融資租賃 HK\$ 港元	租賃負債 HK\$ 港元	應付股息 HK\$ 港元	總計 HK\$ 港元
At beginning of the year	於本年度初	31,893,426	145,175	3,771,098	-	-	35,809,699
Upon adoption of HKFRS 16	採納香港財務報告準則第16號	-	-	(3,771,098)	4,768,061	-	996,963
New unsecured bank loans/ revolving term loans/trust receipt loans	新增無抵押銀行貸款／循環有期貨款／信託收據貸款	28,909,166	-	-	-	-	28,909,166
Decrease in discounted bills	貼現票據之減少	-	(145,175)	-	-	-	(145,175)
Declaration of dividend	宣派股息	-	-	-	-	2,670,048	2,670,048
Dividend paid	已付股息	-	-	-	-	(2,670,048)	(2,670,048)
Repayment of unsecured bank loans/revolving term loans/trust receipt loans	償還無抵押銀行貸款／循環有期貨款／信託收據貸款	(48,761,716)	-	-	-	-	(48,761,716)
Exchange realignment	匯兌調整	-	-	-	414	-	414
Repayment of lease liabilities	償還租賃負債	-	-	-	(2,368,019)	-	(2,368,019)
At end of the year	於本年度末	12,040,876	-	-	2,400,456	-	14,441,332

30. 融資活動產生之負債變動

本集團融資活動產生之負債變動之詳情如下：

二零一九年

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

30. CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES (continued)

2018

30. 融資活動產生之負債變動(續)

二零一八年

		Interest-bearing bank and other borrowing	Bank loans-discounted bills with recourse	Finance lease payables	Total
		帶息銀行及其他借貸	銀行貸款－可退回的貼現票據	應付融資租賃	總計
		HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元
At beginning of the year	於本年度初	29,476,308	377,602	9,270,949	39,124,859
New unsecured bank loans/ revolving term loans/trust receipt loans	新增無抵押銀行貸款／循環有期貨款／信託收據貸款	95,319,646	–	–	95,319,646
Decrease in discounted bills	貼現票據之減少	–	(232,427)	–	(232,427)
Repayment of unsecured instalment loans/bank loans/ revolving term loans/trust receipt loans	償還無抵押分期付款／銀行貸款／循環有期貨款／信託收據貸款	(92,902,528)	–	–	(92,902,528)
New finance leases raised	新增融資租賃	–	–	299,510	299,510
Capital element of finance lease payments	融資租賃付款之資本部份	–	–	(5,799,361)	(5,799,361)
At end of the year	於本年度末	31,893,426	145,175	3,771,098	35,809,699

Interest-bearing bank and other borrowings, bank loan-discounted bills with recourse and liabilities under leases are disclosed in note 24 to the consolidated financial statements.

帶息銀行及其他借貸、銀行貸款－可退回的貼現票據及應付融資租賃於綜合財務報表附註24披露。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

31. COMMITMENTS

Except for those disclosed in elsewhere in the consolidated financial statements, at the end of the reporting period, the Group did not have any other capital commitments.

32. RELATED PARTY TRANSACTIONS

Compensation of key management personnel of the Group:

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Short term employee benefits	短期僱員福利	8,597,240	10,110,281
Contributions to retirement benefit schemes	退休福利計劃供款	36,000	36,000
Total compensation paid to key management personnel	支付予主要管理人員之總報酬	8,633,240	10,146,281

The above compensation for key management personnel of the Group includes emoluments paid to the directors. Further details of directors' emoluments are included in note 8 to the consolidated financial statements.

31. 承擔

除披露於綜合財務報表的其他地方外，於報告期末，本集團並無任何資本承擔。

32. 關連人士交易

本集團主要管理人員之報酬：

以上本集團主要管理人員之報酬包括支付予董事之酬金。有關董事酬金之詳細資料包括於綜合財務報表附註8。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

33. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2019

33. 金融工具的分類

於報告期末，金融工具各類別的賬面值如下：

二零一九年

Financial assets as per consolidated statement of financial position:	Financial assets at amortised cost 按攤銷成本之金融資產 HK\$ 港元	Financial assets at FVPL 按FVPL之金融資產 HK\$ 港元	Total 總計 HK\$ 港元
Financial assets at FVPL			
– Club membership	–	680,000	680,000
– Forward currency contracts	–	1,845,132	1,845,132
Financial assets included in prepayments, deposits and other receivables (note 19)	839,570	–	839,570
Trade and bills receivables	73,167,064	–	73,167,064
Bank balances and cash	51,505,394	–	51,505,394
	125,512,028	2,525,132	128,037,160

Financial liabilities as per consolidated statement of financial position:	Financial liabilities at amortised cost 按攤銷成本之金融負債 HK\$ 港元	Total 總計 HK\$ 港元
Trade payables	36,254,341	36,254,341
Financial liabilities included in accrued liabilities and other payables (note 23)	5,318,195	5,318,195
Interest-bearing bank and other borrowings	12,040,876	12,040,876
Lease liabilities	2,400,456	2,400,456
	56,013,868	56,013,868

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

33. FINANCIAL INSTRUMENTS BY CATEGORY

(continued)

2018

33. 金融工具的分類(續)

二零一八年

		Financial assets at amortised cost 按攤銷成本之 金融資產 HK\$ 港元	Financial asset at FVPL 按FVPL之 金融資產 HK\$ 港元	Total 總計 HK\$ 港元
Financial assets as per consolidated statement of financial position:	根據綜合財務狀況表之金融資產：			
Financial asset at FVPL	按FVPL之金融資產	—	680,000	680,000
Financial assets included in prepayments, deposits and other receivables (note 19)	包含於預付款項、按金及其他應收款項之金融資產(附註19)	1,690,339	—	1,690,339
Trade and bills receivables	應收賬項及票據	87,367,262	—	87,367,262
Bank balances and cash	銀行結餘及現金	43,762,395	—	43,762,395
		132,819,996	680,000	133,499,996
			Financial liabilities at amortised cost 按攤銷成本 之金融負債 HK\$ 港元	Total 總計 HK\$ 港元
Financial liabilities as per consolidated statement of financial position:	根據綜合財務狀況表之金融負債：			
Trade payables	應付賬項		44,923,952	44,923,952
Financial liabilities included in accrued liabilities and other payables (note 23)	包含於應計負債及其他應付款項之金融負債(附註23)		3,084,823	3,084,823
Interest-bearing bank and other borrowings	帶息銀行及其他借貸		35,809,699	35,809,699
			83,818,474	83,818,474

34. FAIR VALUE MEASUREMENTS

The following presents the assets and liabilities measured at fair value or required to disclose their fair value in these consolidated financial statements on a recurring basis across the three levels of the fair value hierarchy defined in HKFRS 13, *Fair Value Measurement*, with the fair value measurement categorised in its entirety based on the lowest level input that is significant to the entire measurement. The levels of inputs are defined as follows:

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

34. 公平價值計量

以下按香港財務報告準則第13號：公平價值計量所界定之公平價值三個等級列出按公平價值計量之資產及負債或須按經常性基準於綜合財務報表披露，公平價值之分類基於其最低等級而對公平價值的整體計量有重大影響的輸入數據。輸入數據等級定義如下：

- 第一級(最高等級)：本集團在計量日可在活躍市場取得相同資產或負債之報價(未經調整)；
- 第二級：資產或負債可直接或間接觀察之輸入數據，第一級包括之報價除外；
- 第三級(最低等級)：資產或負債之不可觀察輸入數據。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

34. FAIR VALUE MEASUREMENTS (continued)

The following table shows an analysis of assets and liabilities measured at fair value by level of the fair value hierarchy:

		2019 二零一九年			
		Level 1 第一級 HK\$ 港元	Level 2 第二級 HK\$ 港元	Level 3 第三級 HK\$ 港元	Total 總計 HK\$ 港元
Financial assets at FVPL:	按FVPL之金融資產：				
– Club membership	– 會所會籍				
– outside Hong Kong	– 香港境外	680,000	–	–	680,000
– Forward currency contracts	– 遠期貨幣合同	–	1,845,132	–	1,845,132
Leasehold land and buildings:	租賃持有土地及樓宇				
Commercial – Hong Kong	商業 – 香港	–	72,450,000	–	72,450,000
Owned buildings:	擁有樓宇：				
Industrial – outside Hong Kong	工業 – 香港境外	–	–	71,645,000	71,645,000
		2018 二零一八年			
		Level 1 第一級 HK\$ 港元	Level 2 第二級 HK\$ 港元	Level 3 第三級 HK\$ 港元	Total 總計 HK\$ 港元
Financial asset at FVPL:	按FVPL之金融資產：				
– Club membership	– 會所會籍				
– outside Hong Kong	– 香港境外	680,000	–	–	680,000
Land and buildings:	土地及樓宇：				
Commercial – Hong Kong	商業 – 香港	–	76,300,000	–	76,300,000
Industrial – outside Hong Kong	工業 – 香港境外	–	–	71,694,000	71,694,000

During the years ended 31 December 2019 and 2018, there were no transfers between Level 1 and Level 2 fair value measurements and no transfers into and out of Level 3 fair value measurements.

34. 公平價值計量(續)

下表顯示按公平價值計量的資產及負債，並按公平價值等級分類之分析：

		Level 1 第一級 HK\$ 港元	Level 2 第二級 HK\$ 港元	Level 3 第三級 HK\$ 港元	Total 總計 HK\$ 港元
Financial assets at FVPL:	按FVPL之金融資產：				
– Club membership	– 會所會籍				
– outside Hong Kong	– 香港境外	680,000	–	–	680,000
– Forward currency contracts	– 遠期貨幣合同	–	1,845,132	–	1,845,132
Leasehold land and buildings:	租賃持有土地及樓宇				
Commercial – Hong Kong	商業 – 香港	–	72,450,000	–	72,450,000
Owned buildings:	擁有樓宇：				
Industrial – outside Hong Kong	工業 – 香港境外	–	–	71,645,000	71,645,000

		Level 1 第一級 HK\$ 港元	Level 2 第二級 HK\$ 港元	Level 3 第三級 HK\$ 港元	Total 總計 HK\$ 港元
Financial asset at FVPL:	按FVPL之金融資產：				
– Club membership	– 會所會籍				
– outside Hong Kong	– 香港境外	680,000	–	–	680,000
Land and buildings:	土地及樓宇：				
Commercial – Hong Kong	商業 – 香港	–	76,300,000	–	76,300,000
Industrial – outside Hong Kong	工業 – 香港境外	–	–	71,694,000	71,694,000

截至二零一九年及二零一八年十二月三十一日止年度內，公平價值計量第一級及第二級之間並無任何轉撥，且無第三級公平價值計量之轉入及轉出。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

34. FAIR VALUE MEASUREMENTS (continued)

Movements in Level 3 fair value measurements

2019

34. 公平價值計量(續)

第三級公平價值計量之變動

二零一九年

Description	描述	Land and building: Industrial – outside Hong Kong 土地及樓宇： 工業－香港境外 HK\$ 港元
At beginning of the reporting period	於報告期初	71,694,000
Depreciation debited to profit or loss	損益賬扣除之折舊	(2,320,334)
Fair value gain on revaluation credited to other comprehensive income	重估公平價值收益計入 其他全面收入	3,255,095
Exchange realignment	匯兌調整	(983,761)
At the end of the reporting period	於報告期末	71,645,000
Changes in unrealised gains or losses for the period included in profit or loss held at the end of the reporting period	本期間包括在損益賬而於報告期末 持有之未實現收益或虧損之變動	—

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

34. FAIR VALUE MEASUREMENTS (continued)

Movements in Level 3 fair value measurements (continued)

2018

Description	描述	Land and building: Industrial – outside Hong Kong 土地及樓宇： 工業－香港境外 HK\$ 港元
At beginning of the reporting period	於報告期初	71,193,000
Depreciation debited to profit or loss	損益賬扣除之折舊	(2,220,297)
Fair value gain on revaluation credited to other comprehensive income	重估公平價值收益計入其他全面收入	5,455,788
Exchange realignment	匯兌調整	(2,734,491)
At the end of the reporting period	於報告期末	71,694,000
Changes in unrealised gains or losses for the period included in profit or loss held at the end of the reporting period	本期間包括在損益賬而於報告期末持有之未實現收益或虧損之變動	–

Description of the valuation techniques and inputs used in Level 2 fair value measurement

a) Forward currency contracts

The fair value of forward currency contracts is measured by comparing the contracted forward rates and the quoted forward exchange rates for the remaining contractual maturity, by the same bank, which are observable at the end of the reporting period.

b) Properties located in Hong Kong

The properties located in Hong Kong were revalued by Chung, Chan & Associates, independent professionally qualified valuer, on the basis of market value by the comparison approach, which is based on market observable transactions of similar properties and adjusted for differences in key valuation attributes, such as size and age to reflect the conditions of the subject properties.

34. 公平價值計量(續)

第三級公平價值計量之變動(續)

二零一八年

第二級公平價值計量之輸入數據及估值方法描述

a) 遠期貨幣合同

遠期貨幣合同之公平價值會比較在相同銀行其於報告期末，可觀察之遠期合同匯率及餘下合同到期日之遠期合同報價匯兌率而計量。

b) 位於香港之物業

位於香港之物業由獨立專業合資格估值師衡量行採用比較市場價值的方式重新估值，且可觀察之市場類同物業交易及反映該物業狀況之主要估值方法如大小及樓齡，而對其作出差額調整。

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

34. FAIR VALUE MEASUREMENTS (continued)

Description of the valuation techniques and inputs used in Level 3 fair value measurement*Properties located in Mainland China*

The fair value of the properties located in Mainland China was revalued by Chung, Chan & Associates, independent professionally qualified valuer, using depreciated replacement cost approach. The valuer considered the subject properties are specialised properties for which there is no readily market observable transaction of similar properties. The estimation of fair value of the subject properties took into account their current cost of replacement or reproduction, less deduction for physical deterioration and all relevant forms of obsolescence and optimisation.

Quantitative information of the significant unobservable inputs and description of valuation techniques used in Level 3 fair value measurement

The quantitative information of the significant unobservable input and description of valuation techniques used in Level 3 fair value measurement, including the description of the sensitivity to changes in unobservable inputs for recurring Level 3 fair value measurements, are as follows:

Description	Fair value at 31 December 2019 於二零一九年十二月三十一日之公平價值	Valuation techniques 估值方法	Unobservable input 不可觀察輸入數據	Sensitivity of fair value to changes in unobservable inputs 不可觀察輸入數據之公平價值敏感度變動
Asset				
Property, plant and equipment				
– Properties included in land and building: Industrial outside Hong Kong	HK\$71,645,000 (2018: HK\$71,694,000)	Depreciated replacement cost approach	Estimated costs of construction (HK\$148 per sq. ft.) (2018: HK\$148 per sq. ft.) of similar type of industrial premises with adjustment on age, condition, utility, etc.	Assuming other factors remain unchanged, the higher the estimated cost of construction, the higher the fair value, and vice versa.
資產				
物業、廠房及設備	71,645,000港元	折舊重置成本法	類同工業物業與樓齡、狀況、設施等調整之估計建築成本(148港元/平方呎)(二零一八年: 148港元/平方呎)。	假設其他因素不變, 估計建築成本越高, 公平價值越高, 反之亦然。
– 物業包括在土地及樓宇: 香港境外工業物業	(二零一八年: 71,694,000港元)			

34. 公平價值計量(續)

第三級公平價值計量之輸入數據及估值方法描述*位於中國大陸之物業*

位於中國大陸之物業由獨立專業合資格估值師衡量行採用折舊重置成本法重新估值。估值師考慮到該物業之獨特性, 市場上並無可觀察之類同物業交易。故估計該物業之公平價值是參考現時的重置或重建成本、扣減實質退化及全部相關型式的廢置及優化。

第三等級公平價值計量所用之重大不可觀察輸入數據之量化資料及估值方法描述

第三級公平價值計量所用之重大不可觀察輸入數據之量化資料及估值方法描述, 包括對經常性第三級公平價值計量之不可觀察輸入數據變動之敏感度描述如下:

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

34. FAIR VALUE MEASUREMENTS (continued)

Valuation processes of the Group

The Group has a team headed by directors reviewing estimation of fair value of the properties. Fair values of the properties are estimated by the independent professionally qualified valuer on an annual basis. Discussions of the valuation process and results with the directors and the Audit Committee are held twice a year, for the Group's interim and annual reporting.

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise of interest-bearing bank and other borrowings, and cash and short-term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial instruments such as trade and bills receivables, prepayments, deposits and other receivables, trade payables and accrued liabilities 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.

(a) Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with a floating interest rate.

The Group's funding policy uses short-term interest-bearing debts to finance its working capital requirements and interest-bearing debts over one year or internal generated resources to finance its capital investments. The Group borrows mainly at floating interest rates and the use of fixed rate interest-bearing debts over one year will only be considered for capital investments and under favourable market conditions.

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).

34. 公平價值計量(續)

集團估值程序

本集團物業之公平價值是由董事領導的小組檢討。該等物業之公平價值每年由獨立專業合資格估值師評估。估值程序及結果於每年兩次本集團的中期及年度報告與董事及審核委員會討論。

35. 財務風險管理目標及政策

本集團之主要金融工具包括帶息銀行及其他借貸，以及現金及短期存款。該等金融工具之主要目的是為本集團營運籌集資金。本集團亦有多項直接以營運產生之其他金融工具，例如應收賬項及票據、預付款項、按金及其他應收款項、應付賬項及應計負債及其他應付款項。

本集團金融工具涉及之主要風險為利率風險、外幣風險、信貸風險及流動資金風險。董事會審閱及同意每項管理該等風險之政策，概述如下：

(a) 利率風險

本集團的市場利率變動風險主要與本集團長期債務之浮動利率有關。

本集團的資金政策是以短期帶息貸款提供經費作資本週轉及以一年以上的帶息貸款或內部資源提供資金作資本投資。本集團主要以浮動利率作借貸，一年以上的定率帶息貸款只會在有利的市場條件下才考慮用作資本投資。

以下表格展示於其他變數保持不變，而利率可能出現合理波動之情況下，本集團除稅後溢利(透過浮動利率借款影響)之敏感度分析：

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(a) Interest rate risk (continued)

		2019 二零一九年		2018 二零一八年	
		Increase/ (Decrease) in basis points 基點 增加/(減少)	(Decrease)/ Increase in profit after tax 除稅後溢利 (減少)/增加 HK\$ 港元	Increase/ (Decrease) in basis points 基點 增加/(減少)	(Decrease)/ Increase in profit after tax 除稅後溢利 (減少)/增加 HK\$ 港元
Hong Kong dollar	港元	10	(11,416)	10	(29,670)
Hong Kong dollar	港元	(10)	11,416	(10)	29,670

(b) Foreign currency risk

The Group has transactional currency exposures. Such exposures arise mainly from (i) the operating units in Hong Kong which maintain cash in Hong Kong dollar, their functional currency, but make sales in United States dollar ("USD") and purchases in RMB. (ii) the majority of the transactions of the operating units in Mainland China are denominated in RMB but their funds are mainly sourced from Hong Kong operating units. (iii) the operating unit in Singapore which maintain cash in Singapore dollar, its functional currency, but make sales in USD.

In view of the fact that the Hong Kong dollar is pegged to USD and that the Group tries to match its assets and liabilities with the same currency, the Group's exposure to USD foreign currency risk is minimal. The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible changes in the foreign exchange rates, with all other variables held constant and excluding the effect of the forward currency contracts, of the Group's profit after tax (due to changes in the fair value of monetary assets and liabilities).

35. 財務風險管理目標及政策(續)

(a) 利率風險(續)

		2019 二零一九年		2018 二零一八年	
		Increase/ (Decrease) in basis points 基點 增加/(減少)	(Decrease)/ Increase in profit after tax 除稅後溢利 (減少)/增加 HK\$ 港元	Increase/ (Decrease) in basis points 基點 增加/(減少)	(Decrease)/ Increase in profit after tax 除稅後溢利 (減少)/增加 HK\$ 港元
Hong Kong dollar	港元	10	(11,416)	10	(29,670)
Hong Kong dollar	港元	(10)	11,416	(10)	29,670

(b) 外幣風險

本集團有交易貨幣風險，此風險源自(i)其在香港營運單位持有港幣現金，此為其功能貨幣，但銷售以美元(「美元」)，而採購以人民幣作計算；(ii)中國大陸營運單位主要以人民幣交易，但其資金主要來自香港營運單位；及(iii)其在新加坡營運單位持有新加坡元現金，此為其功能貨幣，但銷售以美元作計算。

由於港元與美元掛鈎及本集團盡可能以相同貨幣配合其相關資產及負債，本集團所承擔的美元外幣風險甚微。以下表格展示於報告期末其他變數保持不變及不包括遠期貨幣合同之影響，而外幣匯率可能出現合理波動之情況下，本集團除稅後溢利(因貨幣資產及負債的公平價值出現變動)之敏感度分析。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(b) Foreign currency risk (continued)

		Exposure to foreign currencies 外幣風險					
		2019 二零一九年			2018 二零一八年		
		HKD 港元	RMB 人民幣	USD 美元	HKD 港元	RMB 人民幣	USD 美元
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Financial assets	金融資產	3	597,621	7,213,284	7	417,297	40,898,507
Financial liabilities	金融負債	(46,029,563)	–	(6,687,452)	(46,016,749)	(727,293)	(7,086,067)
Net exposure	淨風險	(46,029,560)	597,621	525,832	(46,016,742)	(309,996)	33,812,440
If the currencies strengthened by 5% against the functional currency of the respective entities, (decrease)/increase in profit after tax	若貨幣兌相關實體之功能貨幣走強5%，除稅後溢利(減少)/增加	(1,921,734)	24,951	21,954	(1,921,199)	(12,942)	1,411,669
If the currencies weakened by 5% against the functional currency of the respective entities, increase/(decrease) in profit after tax	若貨幣兌相關實體之功能貨幣走弱5%，除稅後溢利增加/(減少)	1,921,734	(24,951)	(21,954)	1,921,199	12,942	(1,411,669)

35. 財務風險管理目標及政策(續)

(b) 外幣風險(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**(c) Credit risk**

The carrying amount of financial assets recognised on the consolidated statement of financial position, which is net of impairment losses, represents the Group's exposure to credit risk without taking into account the value of any collateral held or other credit enhancements.

Trade receivables

The Group trades only with recognised creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. Invoices are normally payable within 60 days of issuance, except for certain well-established customers, where the terms are extended from 60 to 90 days. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control policy to minimise credit risk. Overdue balances are regularly reviewed by senior management.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent. Credit quality of a customer is assessed based on an extensive credit rating and individual credit limit assessment which is mainly based on the Group's own trading records.

At the end of the reporting period, the Group had a concentration of credit risk as 51% (2018: 29%) of the balance representing a receivable from a single customer (2018: single customer), which was derived from sales by the precision parts and components segment.

35. 財務風險管理目標及政策(續)**(c) 信貸風險**

於綜合財務狀況表確認的金融資產賬面值乃扣除減值虧損，代表本集團的信貸風險，惟並未計及所持有任何抵押或其他信貸增值的價值。

應收賬項

本集團僅與有信譽的第三者進行交易。按照本集團的政策，所有擬按信貸期進行交易的客戶，必須經過信貸核實程序後，方可落實。本集團與客戶買賣條款中，主要客戶都享有信用預提，惟新客戶一般需要預付款項。一般發票需要在六十天內支付，良好信譽客戶可享有六十至九十天信用預提。每名客戶均有信用額度。本集團對未償還應收款項有嚴緊控制及有信貸政策以減低信貸風險。高級管理層會定期對逾期應收結餘作審閱。

本集團承受信貸風險之程度主要受各客戶之個別特性影響。客戶所從事之行業及所在之國家之拖欠風險亦影響信貸風險，但程度甚微。客戶的信用質量基於廣泛的信用評級和個人信用額度評估而進行評估，該評估主要基於集團自己的交易記錄。

於報告期末，本集團於應收款項結餘之信貸風險集中度為51%（二零一八年：29%）乃來自精密零部件分類的一名客戶（二零一八年：一名客戶）。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(c) Credit risk (continued)

Trade receivables (continued)

The Group's customer base consists of a wide range of clients and the trade receivables are categorised by common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The Group applies a simplified approach in calculating ECL for trade receivables and recognises a loss allowance based on lifetime ECL at each reporting date and has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. The expected loss rate used in the provision matrix is calculated for each category based on actual credit loss experience over the past three years and adjusted for current and forward-looking factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's estimate on future economic conditions over the expected lives of the receivables.

The information about the exposure to credit risk and ECL for trade receivables using a provision matrix is summarised below.

As at 31 December 2019

		Expected loss rate 預期虧損率 %	Gross carrying amount 總賬面值 HK\$ 港元	Loss allowance 虧損撥備 HK\$ 港元	Credit- impaired 信貸減值
Not past due	尚未逾期	0	50,484,711	-	No 無
Less than 1 month past due	逾期少於一個月	0	16,761,447	-	No 無
1 to 3 months past due	逾期一至三個月	0	5,309,100	-	No 無
3 to 6 months past due	逾期三至六個月	0	611,806	-	No 無
1 to 2 years past due	逾期一至兩年	100	254,979	254,979	Yes 有
Over 5 years past due	逾期五年以上	100	822,410	822,410	Yes 有
			74,244,453	1,077,389	

35. 財務風險管理目標及政策(續)

(c) 信貸風險(續)

應收賬項(續)

本集團的客戶群由廣泛的客戶組成，應收賬項按共同風險特徵分類，代表客戶按照合約條款支付所有到期款項的能力。本集團採用簡化方法計算應收賬項的預期信貸虧損，並根據每個報告日的全期預期信貸虧損確認虧損撥備，並建立基於其歷史信貸虧損經驗的撥備矩陣，及根據債務人和經濟環境具體的前瞻性因素進行調整。根據過去三年的實際信貸虧損經驗計算每個類別於撥備矩陣使用的預期虧損率，並根據當前和前瞻因素進行調整，以反映收集歷史數據期間的經濟狀況之間的差異、現狀及本集團對未來經濟狀況於應收款項預期年限的估計。

使用撥備矩陣的應收賬項的信貸風險和預期信貸虧損資料概述如下：

於二零一九年十二月三十一日

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(c) Credit risk (continued)

Trade receivables (continued)

As at 31 December 2018

		Expected loss rate 預期虧損率 %	Gross carrying amount 總賬面值 HK\$ 港元	Loss allowance 虧損撥備 HK\$ 港元	Credit-impaired 信貸減值
Not past due	尚未逾期	0	63,845,329	–	No 無
Less than 1 month past due	逾期少於一個月	0	16,294,593	–	No 無
1 to 3 months past due	逾期一至三個月	0	6,295,444	–	No 無
3 to 6 months past due	逾期三至六個月	0	931,896	–	No 無
Over 5 years past due	逾期五年以上	100	822,410	822,410	Yes 有
			88,189,672	822,410	

The Group does not hold any collateral over trade receivables as at 31 December 2019 (2018: Nil).

As at 31 December 2019, the Group recognised loss allowance of HK\$1,077,389 (2018: HK\$822,410) on the trade receivables. The movement in the loss allowance for trade receivables is summarised below.

於二零一九年十二月三十一日，本集團並無就應收賬項持有任何抵押(二零一八年：無)。

於二零一九年十二月三十一日，本集團就應收賬項確認虧損撥備1,077,389港元(二零一八年：822,410港元)。應收賬項虧損撥備之變動概述如下：

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
At beginning of year	於年初	822,410	822,410
Increase in allowance	撥備之增加	254,979	–
At end of year	於年末	1,077,389	822,410

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

截至二零一九年十二月三十一日止年度

Year ended 31 December 2019

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(c) Credit risk (continued)

Other receivables

The Group considers that the other receivables have low credit risk based on the borrowers' strong capacity to meet their contractual cash flow obligations in the near term and low risk of default. Impairment on other receivables is measured on 12-month ECL and reflects the short maturities of the exposures.

In estimating the ECL, the Group has taken into account the historical actual credit loss experience over the past 3 years (2018: 3 years) and the financial position of the counterparties by reference to, among others, their management or audited accounts and available press information, adjusted for forward-looking factors that are specific to the debtors and general economic conditions of the industry in which the counterparties operate, in estimating the probability of default of these financial assets, as well as the loss upon default in each case. The management of the Group considers the ECL of these financial assets to be insignificant after taking into account the financial position and credit quality of the counterparties.

There was no change in the estimation techniques or significant assumptions made during the year.

35. 財務風險管理目標及政策(續)

(c) 信貸風險(續)

其他應收款項

本集團認為其他應收款項的信貸風險較低，基於借款人在短期內履行合約現金流量責任的能力較強及違約風險較低。其他應收款項的減值以十二個月的預期信貸虧損計量，並反映了短期風險。

在估計預期信貸虧損，本集團已考慮債務人過去三年(二零一八年：三年)的歷史實際信貸虧損經驗及對方的財務狀況，其中包括參考其管理層或經審核賬目及可得之刊發資料，並根據債務人特定的前瞻性因素及對方經營所在行業的整體經濟狀況作出調整，以估計該等金融資產的違約概率以及每種情況下的違約損失。經考慮對方的財務狀況及信貸質素後，本集團管理層認為該等金融資產的預期信貸虧損並不重大。

年內所作出之估算方法或重大假設並無變動。

Notes to Consolidated Financial Statements (continued)

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

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(d) Liquidity risk

The maturity profile of the Group's non-derivative and derivative financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments is as follows:

		2019 二零一九年				2018 二零一八年			
		Total	Within	After	After	Total	Within	After	After
		amount	1 year or	1 year but	2 years but	amount	1 year or	1 year but	2 years but
			on demand	within	within		on demand	within	within
			一年內或	2 years	5 years		一年內或	2 years	5 years
			一年後但	兩年內	五年內		一年後但	兩年內	五年內
		總額	按要	兩年內	五年內	總額	按要	兩年內	五年內
		HK\$	求	HK\$	HK\$	HK\$	求	HK\$	HK\$
		港元	港元	港元	港元	港元	港元	港元	港元
Non-derivative:	非衍生類：								
Trade payables	應付賬項	36,254,341	36,254,341	-	-	44,923,952	44,923,952	-	-
Financial liabilities included in accrued liabilities and other payables (note 23)	包含於應計負債及其他應付款項之金融負債(附註23)	5,318,195	5,318,195	-	-	3,084,823	3,084,823	-	-
Interest-bearing bank borrowings	帶息銀行借貸	12,133,526	12,133,526	-	-	32,237,641	32,237,641	-	-
Other borrowings	其他借貸	-	-	-	-	3,974,886	2,196,788	1,240,992	537,106
Lease liabilities	租賃負債	2,507,984	1,543,074	839,187	125,723	-	-	-	-
		56,214,046	55,249,136	839,187	125,723	84,221,302	82,443,204	1,240,992	537,106

(e) Capital 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. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirement. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2019 and 2018.

35. 財務風險管理目標及政策(續)

(d) 流動資金風險

本集團於報告期末以訂約未折讓付款基準計算之非衍生及衍生金融負債如下：

(e) 資本管理

本集團管理資本的首要目標是保障本集團的持續經營能力及維持穩健的資本比率，以支援其業務發展及為股東帶來更大的價值。

本集團會因應經濟環境變化管理其資本架構並對其作出調整。為維持或調整資本架構，本集團或會調整支付予股東的股息、發還資本予股東或發行新股份。本集團不需要遵從任何外部的附加資本要求。於截至二零一九年及二零一八年十二月三十一日止年度內，有關管理資本的目標、政策及過程並無作出任何變動。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(e) Capital management (continued)

The Group monitors its capital using a gearing ratio, which is net debt divided by the total capital plus net debt. Net debt includes interest-bearing bank and other borrowings, lease liabilities, trade payables, accrued liabilities and other payables less bank balances and cash. Capital includes equity attributable to owners of the Company. The gearing ratios as at the end of the reporting periods were as follows:

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
Interest-bearing bank and other borrowings	帶息銀行及其他借貸	12,040,876	35,809,699
Lease liabilities	租賃負債	2,400,456	–
Trade payables	應付賬項	36,254,341	44,923,952
Accrued liabilities and other payables	應計負債及其他應付款項	33,812,113	46,704,221
Less: Bank balances and cash	減：銀行結餘及現金	(51,505,394)	(43,762,395)
Net debt	債項淨值	33,002,392	83,675,477
Total equity	權益總額	286,305,666	273,573,922
Total capital and net debt	總資本及債項淨值	319,308,058	357,249,399
Gearing ratio	資本負債比率	10%	23%

36. EVENTS AFTER THE REPORTING PERIOD

The outbreak of coronavirus ("COVID-19") at Mainland China and the subsequent quarantine measures imposed by the government has had an impact on the Group's operation in China. The Group had to suspend its manufacturing activities since the beginning of February 2020 due to mandatory government quarantine measures to reduce the spread of the epidemic. The Group has resumed its manufacturing activities since 20 February 2020 and is ready at approximately 80% capacity as at the date hereof. The directors of the Company are assessing the financial impact that the COVID-19 will have on the Group's consolidated financial statements as at the date that these financial statements are authorised for issue.

35. 財務風險管理目標及政策(續)

(e) 資本管理(續)

本集團採用資本負債比率監察其資本情況，其乃債項淨值除以總資本加債項淨值計算。債項淨值包括帶息銀行及其他借貸、租賃負債、應付賬項、應計負債及其他應付款項，並扣除銀行結餘及現金。資本包括本公司擁有人所佔權益。於報告期末之資本負債比率如下：

36. 報告期後事項

受新型冠狀病毒(「COVID-19」)於中國大陸之影響及其後中國政府推行的檢疫措施，對本集團在中國的業務構成影響。由於政府為堵截病毒擴散的強制檢疫措施，本集團自二零二零年二月初起暫停製造活動。然而，本集團自二零二零年二月二十日起已恢復製造活動，截止本報告日期，其產能已回復至約80%水平。本公司董事正密切評估截至本集團綜合財務報表獲授權刊發之日期，COVID-19將會對該等財務報表造成的財務影響。

綜合財務報表附註(續)

Notes to Consolidated Financial Statements (continued)

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

37. COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

37. 公司級別之財務狀況表

		2019 二零一九年 HK\$ 港元	2018 二零一八年 HK\$ 港元
	Notes 附註		
NON-CURRENT ASSETS			
Investments in subsidiaries		185,588,698	193,727,368
CURRENT ASSETS			
Prepayments, deposits and other receivables		273,937	330,355
Cash and cash equivalents		213,387	164,457
		487,324	494,812
CURRENT LIABILITIES			
Accrued liabilities and other payables		388,320	323,300
Due to subsidiaries		90,481,877	99,150,205
		90,870,197	99,473,505
NET CURRENT LIABILITIES		(90,382,873)	(98,978,693)
Net assets		95,205,825	94,748,675
EQUITY			
Share capital	27	26,700,480	26,700,480
Reserves	29(b)	68,505,345	68,048,195
Total equity		95,205,825	94,748,675

This statement of financial position was approved and authorised for issue by the board of directors on 26 March 2020 and signed on its behalf by

此財務狀況表已於二零二零年三月二十六日獲董事會批准及授權發佈，並由下列人士代表簽署：

Lai Pei Wor
賴培和
Director
董事

Chan Yau Wah
陳友華
Director
董事

五年財務概要

Five-Year Financial Summary

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

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited consolidated financial statements, is set out below.

以下為本集團於過去五個財政年度之業績、資產及負債概要，此乃摘錄自經公佈審核綜合財務報表。

RESULTS

業績

		Year ended 31 December 截至十二月三十一日止年度				
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
REVENUE	收入	345,581	463,655	422,925	431,017	431,757
PROFIT/(LOSS) BEFORE TAX	除稅前溢利／ (虧損)	22,386	5,109	9,146	(8,302)	205
TAX	稅項	(5,727)	(3,884)	(854)	192	(51)
PROFIT/(LOSS) ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人 所佔溢利／ (虧損)	16,659	1,225	8,292	(8,110)	154

ASSETS AND LIABILITIES

資產及負債

		31 December 十二月三十一日				
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
TOTAL ASSETS	總資產	401,193	425,565	429,413	378,790	398,926
TOTAL LIABILITIES	總負債	(114,887)	(151,991)	(162,574)	(145,729)	(152,777)
		286,306	273,574	266,839	233,061	246,149



K & P International Holdings Limited
堅寶國際控股有限公司*

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