

Suncorp

新確科技有限公司

SUNCORP TECHNOLOGIES LIMITED

(STOCK CODE:1063) (股票編號：1063)

ANNUAL REPORT

2020

年報



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Director's Statement 董事報告

DIRECTOR'S STATEMENT

On behalf of the board of directors (the “**Board**” or the “**Directors**”) of SunCorp Technologies Limited (the “**Company**”), I present to you the audited consolidated results of the Company and its subsidiaries (collectively the “**Group**”) for the year ended 31 December 2020.

BUSINESS REVIEW

During the year of review, the Group mainly engaged in (i) the sales and marketing of residential telephones and related products; (ii) the processing and trading of used computer-related components business; (iii) the money lending business; (iv) the securities brokerage, placing and underwriting business and (v) the B2B cross-border e-commerce business.

For the year ended 31 December 2020, the Group's revenue amounted to approximately HK\$173.7 million, representing a decrease of approximately 14.2% as compared with the revenue of approximately HK\$202.5 million in 2019. In relation to the Group's revenue, approximately 16.8% resulted from sales of telephone and related products, approximately 23.6% resulted from the processing and trading of used computer-related components, approximately 11.9% resulted from interest income earned from money lending business, approximately 0.6% contributed from securities brokerage, placing and underwriting business and approximately 47.1% contributed by B2B cross-border e-commerce business.

Gross profit from operation for the year under review was approximately HK\$25.6 million, representing a mild increase of approximately 0.9% as compared with the gross profit of approximately HK\$25.4 million in 2019. The Group's net loss for the year was approximately HK\$70.1 million, which was mainly due to the provision for expected credit losses (“**ECL**”) on trade, other and loan receivables of approximately HK\$88.0 million recognised during 2020.

董事報告

本人謹代表新確科技有限公司（「**本公司**」）董事會（「**董事會**」或「**董事**」），向閣下提呈本公司及其附屬公司（統稱「**本集團**」）截至二零二零年十二月三十一日止年度之經審核綜合業績。

業務回顧

於回顧年度，本集團主要從事(i)銷售及市場推廣家居電話及相關產品(ii)二手電腦相關組件之處理及貿易業務；(iii)放債業務；(iv)證券經紀、配售及包銷業務及(v)企業對企業跨境電子商務業務。

截至二零二零年十二月三十一日止年度，本集團之收益約為173,700,000港元，較二零一九年之收益約202,500,000港元，減少約14.2%。就本集團之收益而言，約16.8%來自銷售電話及相關產品、約23.6%來自二手電腦相關組件處理及貿易、約11.9%來自放債業務賺取之利息收入、約0.6%由證券經紀、配售及包銷業務貢獻及約47.1%由企業對企業跨境電子商務業務貢獻。

回顧年度之經營毛利約為25,600,000港元，較二零一九年之毛利約25,400,000港元微增約0.9%。本集團之本年度虧損淨額約為70,100,000港元，乃主要由於於二零二零年確認應收貿易賬款、其他應收款項及應收貸款之預期信貸虧損（「**預期信貸虧損**」）撥備約88,000,000港元所致。

Director's Statement 董事報告

As at 31 December 2020, the gross amount of loan portfolio held by the Group was approximately HK\$269.5 million and interest income earned from money lending business was approximately HK\$20.7 million for the year ended 31 December 2020.

OUTLOOK AND PROSPECT

In view of the highly unpredictable business environment, we are evaluating different business segments within the Group and reposition our strategy and business operation in more optimistic business segments. For the year 31 December 2020, the revenue derived from our B2B cross-border e-commerce segment has expanded by approximately 23.9% from approximately HK\$65.9 million to approximately HK\$81.7 million as compared to the year 2019. The outbreak of COVID-19 has led to more e-commerce business activities. On the other hand, the Board expects that the future development in sales of residential telephones and related products will be limited and the market will be declined due to the evolution of technology and the change in consumer behaviours. Therefore, we will continue to deploy more resources to the e-commerce business in the future.

The Group will continue to seek potential investment and business opportunities for broadening its income stream and further development of the existing business segments.

ACKNOWLEDGEMENT

On behalf of the Board, I would like to take this opportunity to extend our sincere thanks to our customers, suppliers and staff for their continued support and contribution to the Group during the year.

Zhu Yuqi
Executive Director

Hong Kong, 25 March 2021

於二零二零年十二月三十一日，本集團持有之貸款組合總額約為269,500,000港元，而截至二零二零年十二月三十一日止年度，自放債業務賺取之利息收入約為20,700,000港元。

展望及前景

鑑於營商環境很難預測，我們正評估本集團內的不同業務分部，並將於更樂觀的業務分部內重新定位我們的戰略及業務運營。截至二零二零年十二月三十一日止年度，我們自企業對企業跨境電子商務分部獲得之收益較二零一九年增長約23.9%，自約65,900,000港元增至約81,700,000港元。COVID-19疫情爆發導致電子商務業務活動增多。另一方面，董事會預期家居電話及相關產品銷售的未來發展有限，且該市場將因技術演變及消費者行為變化而萎縮。因此，我們日後將繼續向電子商務業務配置更多資源。

本集團將繼續物色潛在投資及商機以拓寬其收入來源並進一步發展現有業務分部。

致謝

本人謹代表董事會，衷心感謝一眾客戶、供應商及員工的不懈支持以及於年內為本集團作出之貢獻。

執行董事
朱宇奇

香港，二零二一年三月二十五日

Management Discussion and Analysis

管理層討論及分析

OVERVIEW

For the year ended 31 December 2020, the Group recorded a revenue of approximately HK\$173.7 million which represented a decrease of approximately 14.2% as compared to the corresponding figure for the year ended 31 December 2019.

The gross profit for the year under review was approximately HK\$25.6 million as compared to approximately HK\$25.4 million for the previous year.

During the year, the B2B cross-border e-commerce business continued to contribute a significant percentage to our revenue. We are optimistic about this business segment and will continue to deploy more resources to capture more market opportunities as and when appropriate. On the other hand, the sales and marketing of electronic equipment and related products was still an important source of income of the Group. In addition, the financial arm of the Group comprising of securities brokerage, placing and underwriting business and money lending business also contributed to the revenue of the Group during the year. The revenue, the gross profit and net (loss)/profit for each business segment for the year ended 31 December 2020 are set out as below:

概覽

截至二零二零年十二月三十一日止年度，本集團錄得收益約173,700,000港元，較截至二零一九年十二月三十一日止年度之相應數額減少約14.2%。

回顧年度之毛利約為25,600,000港元，上一年度則約為25,400,000港元。

於本年度，企業對企業跨境電子商務業務繼續對收益作出重大百分比貢獻。我們對此業務分部持樂觀態度及將繼續於合適時配置更多資源以把握更多市場機遇。另一方面，電子設備及相關產品的銷售及市場推廣仍是本集團重要的收入來源。此外，本集團之金融部門（包括證券經紀、配售及包銷業務及放債業務）亦於本年度為本集團之收益作出貢獻。截至二零二零年十二月三十一日止年度各業務分部之收益、毛利及（虧損淨額）／純利載列如下：

		Telephones and related equipment 電話及相關 設備 HK\$'000 千港元	Used computer- related components 二手電腦 相關組件 HK\$'000 千港元	Provision of securities brokerage, placing and underwriting services 提供 證券經紀、 配售及 包銷服務 HK\$'000 千港元	Money lending 放債 HK\$'000 千港元	B2B cross-border e-commerce 企業對 企業跨境 電子商務 HK\$'000 千港元
Revenue	收益	29,120	40,974	1,199	20,657	81,742
Gross profit	毛利	61	1,882	1,159	20,657	1,829
Net (loss)/profit	（虧損淨額）／ 純利	(1,681)	344	(1,394)	(67,253)	(1,230)

Management Discussion and Analysis

管理層討論及分析

LIQUIDITY AND FINANCIAL RESOURCES

流動資金及財政資源

Current ratio	流動比率
Gearing ratio (defined as the total borrowings divided by total equity)	資本負債比率(定義為總借貸除以總權益)

2020 二零二零年	2019 二零一九年
6.75	6.55
0.014	0.0006

As at 31 December 2020, the Group had cash on hand of approximately HK\$21.6 million, net current assets of approximately HK\$253.8 million, total assets of approximately HK\$299.2 million and shareholders' equity of approximately HK\$255.0 million.

於二零二零年十二月三十一日，本集團持有手頭現金約21,600,000港元、流動資產淨值約253,800,000港元、資產總額約299,200,000港元及股東權益約255,000,000港元。

The Group generally financed its operations through internally-generated cash flows and Shareholders' equity.

本集團一般透過內部產生之現金流量及股東權益為其營運提供資金。

CAPITAL STRUCTURE

股本架構

Authorised share capital

法定股本

The authorised share capital of the Company was HK\$600,000,000 divided into 1,000,000,000,000 shares of HK\$0.006 each upon the share consolidation of the Company with effect from 26 March 2020 in which every 20 shares had been consolidated into 1 share.

本公司之法定股本為600,000,000港元，於本公司股份合併（每20股股份合併為一股股份）自二零二零年三月二十六日起生效後，分拆為1,000,000,000,000股每股面值0.006港元之股份。

Issued share capital

已發行股本

As at 1 January 2020, the issued share capital of the Company was HK\$4,564,719 divided into 15,215,731,320 shares of HK\$0.0003 each.

於二零二零年一月一日，本公司之已發行股本為4,564,719港元，分拆為15,215,731,320股每股面值0.0003港元之股份。

With effect from the completion of the share consolidation on 26 March 2020, the issued share capital of the Company was changed from HK\$4,564,719 divided into 15,215,731,320 shares of HK\$0.0003 each to HK\$4,564,719 divided into 760,786,566 shares of HK\$0.006 each.

自完成股份合併於二零二零年三月二十六日生效後起，本公司之已發行股本由4,564,719港元（分拆為15,215,731,320股每股面值0.0003港元之股份）更改為4,564,719港元（分拆為760,786,566股每股面值0.006港元之股份）。

Management Discussion and Analysis

管理層討論及分析

On 25 August 2020, the Company had placed 152,150,000 new shares at placing price of HK\$0.09 per placing share.

As at 31 December 2020, the issued share capital of the Company was HK\$5,477,619 divided into 912,936,566 shares of HK\$0.006 each.

EXCHANGE RATE

Most of sales in the current year were denominated in United States dollars, whilst the majority of the Group's expenses were denominated in United States dollars, Renminbi and Hong Kong dollars. Although the Group currently does not maintain any hedging policy to hedge against foreign exchange exposure that may arise from the above transactions, the management team continuously assesses the foreign currency exposure, with an aim to minimize the impact of foreign exchange fluctuation on the Group's business operations.

RAISING OF FUNDS AND USE OF PROCEEDS

On 5 August 2020, the Company entered into a placing agreement pursuant to which the Company has conditionally agreed to place through the placing agent, an indirect wholly-owned subsidiary of the Company, on a best effort basis, up to 152,150,000 placing shares at the placing price of HK\$0.09 per placing share to not less than six placees who and whose beneficial owners are independent third parties (the "Placing"). The placing shares were allotted and issued pursuant to the General Mandate.

The Placing was completed on 25 August 2020. The net proceeds (after deducting the placing commission and other related expenses and professional fees) from the Placing amounted to approximately HK\$13.7 million. The net proceeds were intended to be used as the general working capital of the Group and for improving the cash position of the Group.

Up to the date of this report, the Group had fully utilized the entire amount of the net proceeds as intended.

於二零二零年八月二十五日，本公司已按每股配售股份0.09港元之配售價配售152,150,000股新股份。

於二零二零年十二月三十一日，本公司之已發行股本為5,477,619港元，分拆為912,936,566股每股面值0.006港元之股份。

匯率

本年度內之大部分銷售均以美元列值，而本集團之開支大部分以美元、人民幣及港元列值。儘管本集團目前並無設有任何對沖政策以對沖上述交易可能產生之外匯風險，惟管理層團隊將會持續評估外匯風險，旨在將外匯波動對本集團業務營運之影響減至最低。

集資活動及所得款項用途

於二零二零年八月五日，本公司訂立配售協議，據此，本公司已有條件地同意由配售代理（本公司間接全資附屬公司）盡最大努力向不少於六名承配人配售最多152,150,000股配售股份，配售價為每股配售股份0.09港元，而該等承配人及其實益擁有人為獨立第三方（「**配售事項**」）。配售股份將根據一般授權配發及發行。

配售事項已於二零二零年八月二十五日完成。配售事項之所得款項淨額（經扣除配售佣金及其他相關開支與專業費用後）為約13,700,000港元。本公司擬將所得款項淨額用作本集團之一般營運資金及改善本集團之現金狀況。

截至本報告日期，本集團已按計劃悉數使用所得款項淨額全部款額。

Management Discussion and Analysis

管理層討論及分析

SIGNIFICANT INVESTMENTS

As at 31 December 2020, total market value for the financial assets at fair value through profit or loss of the Group was approximately HK\$61.1 million (2019: approximately HK\$39.9 million). The Board considers that the investments with market value accounting for more than 5% of the Group's total assets as at 31 December 2020 as significant investments.

For the year ended 31 December 2020, the Group recognised unrealized gain on financial assets at fair value through profit or loss of approximately HK\$10.6 million (for the year ended 31 December 2019: unrealized loss of approximately HK\$14.8 million). For the year ended 31 December 2020, the Group recognised realized loss on financial assets at fair value through profit or loss of approximately HK\$0.4 million (2019: realized loss of approximately HK\$0.5 million).

Detail of the top financial assets at fair value through profit or loss, in terms of market value as at 31 December 2020 are as follows:

重要投資

於二零二零年十二月三十一日，本集團按公平值計入損益之金融資產的總市值約為61,100,000港元（二零一九年：約39,900,000港元）。董事會將市值佔本集團於二零二零年十二月三十一日總資產的5%以上的投資視為重大投資。

截至二零二零年十二月三十一日止年度，本集團確認按公平值計入損益之金融資產的未變現收益約10,600,000港元（截至二零一九年十二月三十一日止年度：未變現虧損約14,800,000港元）。截至二零二零年十二月三十一日止年度，本集團確認按公平值計入損益之金融資產的已變現虧損約400,000港元（二零一九年：已變現虧損約500,000港元）。

按於二零二零年十二月三十一日的市值計，按公平值計入損益之首項金融資產詳情如下：

		As at 31 December 2020 於二零二零年十二月三十一日			For the year ended 31 December 2020 截至二零二零年 十二月三十一日止年度		
Company name 公司名稱	Number of shares held 所持 股份數目	Proportion to the total issued share capital for the stocks 佔股票 已發行股本 總數之比例	Market value HK\$'000 千港元	Proportion to the total assets of the Group 佔本集團 總資產 之比例	Unrealised fair value gain on the investments 投資的 未變現 公平值收益 HK\$'000 千港元	Dividends received 已收股息 HK\$'000 千港元	
AMCO United Holding Limited ("AMCO")	雋泰控股有限公司 ("雋泰")	49,520,000	2.05%	12,182	4.07%	7,725	-

Management Discussion and Analysis

管理層討論及分析

AMCO is a company listed in Hong Kong in which it and its subsidiaries are principally engaged in (i) manufacture and sale of medical devices products; (ii) manufacture and sale of plastic moulding products; (iii) provision of construction services in building construction, building maintenance and improvement works, project management, renovation and decoration works; (iv) provision of money lending; and (v) investment in securities.

Looking forward, the Board believes that the future performance of the listed investments held by the Group will be volatile and substantially affected by overall environment, equity market conditions, investor sentiment and the business performance and development of the investee companies.

SIGNIFICANT ACQUISITIONS OR DISPOSALS

During the year ended 31 December 2020, there were no material acquisitions or disposals of subsidiaries and associated companies.

EMPLOYEES

The Group's emolument policies are formulated on the performance of employees with reference to the market condition. The Board may exercise its discretion to grant share options to the executive directors and employees as an incentive to their contribution to the Group.

DIVIDENDS

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

雋泰為一間於香港上市之公司，該公司及其附屬公司主要從事(i)製造及銷售醫療設備產品；(ii)製造及銷售塑膠模具產品；(iii)提供樓宇建造、樓宇維修及改善工程、項目管理、裝修及裝飾工程方面之建造服務；(iv)提供放貸；及(v)證券投資。

展望未來，董事會相信，本集團持有的上市投資的未來表現將會出現波動，並主要受整體環境、股市狀況、投資者情緒以及被投資公司的業務表現及發展的影響。

重大收購或出售

於截至二零二零年十二月三十一日止年度內，概無進行重大收購或出售附屬公司及聯營公司。

僱員

本集團之酬金政策，乃參考市況後根據僱員之表現而制定。董事會可酌情授予執行董事及僱員購股權，作為彼等對本集團貢獻之獎勵。

股息

董事會建議不派發截至二零二零年十二月三十一日止年度之末期股息（二零一九年：無）。

DIRECTORS

Executive Directors:

Mr. Malcolm Stephen JACOBS-PATON
(resigned with effect from 31 December 2020)

Mr. ZHU Yuqi
Mr. Chow Hei Yin Terry
(appointed with effect from 31 December 2020)

Independent Non-executive Directors:

Ms. LU Bei Lin
(resigned with effect from 31 December 2020)
Mr. MAN Yuan
Mr. MA Kin Ling

COMPANY SECRETARY

Ms. WONG Sin Fai, Cynthia

AUDITORS

McMillian Woods (Hong Kong) CPA Limited
Certified Public Accountants

LEGAL ADVISORS

Hong Kong:
Robertsons
Bermuda:
Conyers Dill & Pearman

PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited
HSBC
China Construction Bank (Asia) Corporation Limited

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

董事

執行董事：

Malcolm Stephen JACOBS-PATON 先生
(自二零二零年十二月三十一日
起辭任)
朱宇奇先生
周曦賢先生(自二零二零年
十二月三十一日起獲委任)

獨立非執行董事：

陸蓓琳女士(自二零二零年
十二月三十一日起辭任)
滿圓先生
馬健凌先生

公司秘書

黃倩暉女士

核數師

長青(香港)會計師事務所有限公司
香港執業會計師

法律顧問

香港：
羅拔臣律師事務所
百慕達：
Conyers Dill & Pearman

主要往來銀行

星展銀行(香港)有限公司
滙豐銀行
中國建設銀行(亞洲)股份有限公司

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Corporate Information

公司資料

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

35/F, Central Plaza,
18 Harbour Road
Wanchai, Hong Kong

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 REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited
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WEBSITE

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STOCK CODE

1063

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香港灣仔
港灣道18號
中環廣場35樓

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

香港股份過戶登記分處

聯合證券登記有限公司
香港北角
英皇道338號
華懋交易廣場2期
33樓3301-04室

網址

www.suncorptech.com.hk

股份代號

1063

Details of Directors and Chief Executives 董事及主要行政人員簡歷

DIRECTORS

Executive Directors

Zhu Yuqi, aged 29, is currently assistant to general manager of a company located in Shenzhen, the People's Republic of China (the "PRC").

Chow Hei Yin Terry, aged 43, executive director of the Company. He obtained a Bachelor degree of Business Administration from Central Queensland University. Mr. Chow has more than twenty years of experience in relation to business development and sales and marketing. He also has extensive experience in business administration and entrepreneurial management. Prior to joining the Group, Mr. Chow is a director of a local company engaging in the trading of Chinese medicine and Mr. Chow is mainly responsible for the sales and marketing of the company. Mr. Chow is currently the vice-president of The Hong Kong Medicine Dealers' Guild.

Independent Non-Executive Directors

Ma Kin Ling, aged 38, independent non-executive director of the Company. He obtained a Bachelor degree of Business Administration (Honours) in Accountancy and Law from City University of Hong Kong. Mr. Ma is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Ma is currently an Independent Non-executive Director of Hong Kong Finance Investment Holding Group Limited (HK Stock Code: 007) and a Chief Financial Officer and Company Secretary of Xinyang Maojian Group Limited (HK Stock Code: 362).

Man Yuan, aged 33, independent non-executive director of the Company. He obtained a Bachelor degree in Marketing from the Inner Mongolia University of Science & Technology. Mr. Man was the general manager in an internet company located in Shenzhen, the PRC during 2013 to May 2015.

董事

執行董事

朱宇奇，29歲，現任一間中華人民共和國（「中國」）深圳市公司之總經理助理。

周曦賢，43歲，本公司之執行董事，畢業於中央昆士蘭大學，取得工商管理學士學位。周先生擁有逾二十年與業務開發及銷售及市場推廣相關之經驗。彼亦於業務行政管理及企業管理方面擁有豐富經驗。於加入本集團前，周先生為當地一間從事中藥買賣之公司之董事且周先生主要負責該公司之銷售及市場推廣。周先生現為香港藥行商會之副會長。

獨立非執行董事

馬健凌，38歲，本公司之獨立非執行董事。馬先生持有香港城市大學會計學及法律工商管理（榮譽）學士學位。馬先生為香港會計師公會會員。馬先生現任香港金融投資控股集團有限公司（香港股份代號：007）的獨立非執行董事及信陽毛尖集團有限公司（香港股份代號：362）的首席財務官兼公司秘書。

滿圓，33歲，本公司之獨立非執行董事。滿先生持有內蒙古科技大學的市場營銷學士學位。滿先生於二零一三年至二零一五年五月期間曾於一間位於中國深圳的互聯網公司擔任總經理。

Corporate Governance Report

企業管治報告

The Board of the Company is pleased to present this Corporate Government Report together with annual financial statements for the year ended 31 December 2020.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to high standards of good corporate governance practices and procedures. The corporate governance principles of the Company emphasize a quality Board, sound internal control, transparency, independence and accountability to all shareholders.

Throughout the financial year of 2020, the Group had applied the principles as set out in the Corporate Governance Code and Corporate Governance Report (the “CG Code”) in Appendix 14 of the Rules Governing the Listing of Securities of the Stock Exchange (the “Listing Rules”) during the period from 1 January 2020 to 31 December 2020; and unless otherwise stated, which in the opinion of the Board, are not appropriate to follow.

The Company conducts periodic review on its corporate governance practices to ensure that the Company can meet the requirements of the CG Code on an on-going basis. The key corporate governance principles and practices of the Company are summarized as below:

本公司董事會欣然提呈本企業管治報告連同截至二零二零年十二月三十一日止年度之全年財務報表。

企業管治常規

本公司致力維持高水平之良好企業管治常規及程序。本公司之企業管治原則著重優秀之董事會、穩健之內部監控、透明度、獨立性及向全體股東問責。

於整個二零二零年財政年度內，本集團於二零二零年一月一日至二零二零年十二月三十一日期間已應用聯交所證券上市規則（「上市規則」）附錄十四企業管治守則及企業管治報告（「企業管治守則」）所載的原則，惟另有說明董事會認為不宜遵守者除外。

本公司定期審閱其企業管治常規，確保本公司能夠持續符合企業管治守則之規定。本公司採納之主要企業管治原則及常規概述如下：

Corporate Governance Report

企業管治報告

BOARD COMPOSITION AND PRACTICES

The Board is mandated with promoting the success of the Company by providing leadership and supervising control of the business of the Group.

As at the date of this report, the Company has the following members on the Board:

Executive Directors:

Mr. ZHU Yuqi
Mr. Chow Hei Yin Terry

Independent non-executive Directors ("INEDs"):

Mr. MAN Yuan
Mr. MA Kin Ling

The biographical details of the Directors are set out on page 11 of this Annual Report. Under the Listing Rules, every listed issuer is required to have at least three INEDs, at least one of whom must have appropriate professional qualifications or accounting or related financial management expertise. The number of INEDs has met the requirement of the Listing Rules and represented one-third of the total Board members.

Each of the INEDs has made an annual confirmation of independence pursuant to the requirement of the Listing Rules. The Company is of the view that all INEDs meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines. Regular review will be made on the Board composition to ensure the Company has a balance of skills, expertise and experience appropriate for the requirements of the business of the Company.

董事會之組成及常規

董事會透過領導及監控本集團之業務，帶領本公司邁向成功。

於本報告日期，本公司董事會之成員如下：

執行董事：

朱宇奇先生
周曦賢先生

獨立非執行董事（「獨立非執行董事」）：

滿圓先生
馬健凌先生

董事之履歷詳情載於本年報第11頁。根據上市規則，每家上市發行人必須最少擁有一名獨立非執行董事，而其中至少一名須具備適當專業資格，或具備適當之會計或相關財務管理專長。獨立非執行董事之數目已符合上市規則之規定，佔董事會成員總數的三分之一。

各獨立非執行董事已根據上市規則之規定發出年度獨立性確認書。本公司認為全體獨立非執行董事已符合上市規則第3.13條所載之獨立性指引，具備指引條款所指之獨立性。本公司會定期檢討董事會組成，確保本公司具備本公司業務而言適當所需技巧、專長及經驗。

Corporate Governance Report

企業管治報告

BOARD COMPOSITION AND PRACTICES (continued)

Continuous Professional Development

Pursuant to Code Provision A.6.5 of the CG Code, which has come into effect from 1 April 2012, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant.

Up to the date of this report, all Directors have participated in continuous professional development by attending training course or reading relevant materials on the topics related to corporate governance and regulations.

Appointment and Re-election of Directors

The Company follows a formal and transparent procedure for the appointment of new Directors to the Board. The Board will consider on a regular basis whether necessary changes are needed in respect of the structure, size and composition of the Board and to identify suitably qualified candidates if there is such a need. In accordance with the existing Bye-laws of the Company (the “**Bye-laws**”), every newly appointed Director shall hold office till the next following general meeting of the Company and shall then be eligible for re-election at that meeting.

According to the Bye-laws, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation at least once every three years. For the avoidance of doubt, all Directors, including the Chairman of the Board, shall be subject to retirement by rotation.

董事會之組成及常規 (續)

持續專業發展

根據於二零一二年四月一日起生效之企業管治守則之守則條文第A.6.5條，全體董事均須進行持續專業發展，以增進並更新其知識及技能。有關規定旨在確保各董事在知情情況下董事會作出切合需要的貢獻。

截至本報告日期，全體董事已出席培訓課程或閱覽有關企業管治及規例之資料，藉以參與持續專業發展。

委任及重選董事

本公司依照正規而透明之程序委任新董事加入董事會。董事會將定期考慮董事會之架構、規模及組成是否需要更改，然後於需要時物色適當之合資格人選。按照本公司之現行公司章程細則（「**公司細則**」），每名新委任董事均須於本公司下一次股東大會上退任，其時合資格於會上膺選連任。

根據公司細則，於本公司每屆股東週年大會上，三分之一當時在任之董事（或倘其人數為三之倍數，則最接近但不少於三分之一之數目）須至少每三年輪值退任一次。為免生疑問，全體董事（包括董事會主席）均須輪值退任。

BOARD COMPOSITION AND PRACTICES (continued)

Chairman and Chief Executive

Pursuant to Code Provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. However, in view of the current nature of the Company, the Board opines that it is not necessary to appoint a chairman or chief executive and daily operation of the Group is delegated to executive Directors, department heads and various committees.

In this circumstances, the Board considers that the present practice has already addressed the concerns of the CG Code in this respect.

Non-Executive Directors

Pursuant to Code Provision A.4.1 of the CG Code, non-executive directors should be appointed for a specific term subject to re-election. None of the existing INEDs are engaged on specific term, and it constituted a deviation of Code Provision A.4.1 of the CG Code. However all Directors, including INEDs are subject to retirement by rotation at each annual general meeting at least once every three years under the Bye-laws. In the circumstances, the Board considers that the present practice has already addressed the concerns of the CG Code in this respect.

董事會之組成及常規 (續)

主席及行政總裁

根據企業管治守則之守則條文A.2.1，主席及行政總裁之角色應予區分及不應由同一人兼任。然而，鑑於本公司目前之性質，董事會認為毋須委任主席或行政總裁，而本集團之日常運作乃授權予執行董事、部門主管及不同委員會負責。

有鑑於此，董事會認為目前之常規已經回應企業管治守則在此方面之關注。

非執行董事

根據企業管治守則之守則條文A.4.1，非執行董事之委任應有指定任期，並須接受重新選舉。概無現任獨立非執行董事以指定任期委任，此舉構成與企業管治守則之守則條文A.4.1之偏離。然而，根據公司細則，於每屆股東週年大會上，全體董事（包括獨立非執行董事）均須至少每三年輪值退任一次。有鑑於此，董事會認為目前之常規已經回應企業管治守則在此方面之關注。

Corporate Governance Report

企業管治報告

NUMBERS OF BOARD MEETINGS AND DIRECTORS' ATTENDANCE

During the financial year of 2020 under review, 4 board meetings were held and the attendance of each Director at the Board meetings was as follows:

董事會會議次數及董事出席率

於二零二零年回顧財政年度內，董事會舉行了四次會議，各董事之出席情況如下：

		Attendance/ Number of Board meetings 出席率／董事 會會議次數
Name of Directors:	董事姓名：	
Mr. Malcolm Stephen JACOBS-PATON (Note 1)	Malcolm Stephen JACOBS-PATON 先生 (附註1)	3/4
Mr. ZHU Yuqi	朱宇奇先生	2/4
Mr. Chow Hei Yin Terry (Note 2)	周曦賢先生 (附註2)	
Ms. LU Bei Lin (Note 3)	陸蓓琳女士 (附註3)	4/4
Mr. MAN Yuan	滿圓先生	4/4
Mr. MA Kin Ling	馬健凌先生	4/4

Notes:

附註：

- | | |
|--|---|
| 1. Mr. Malcolm Stephen Jacobs-Paton resigned as an executive director with effect from 31 December 2021. | 1. Malcolm Stephen JACOBS-PATON 先生已辭任執行董事，自二零二一年十二月三十一日起生效。 |
| 2. Mr. Chow Hei Yin Terry was appointed as an executive director with effect from 31 December 2021. | 2. 周曦賢先生已獲委任為執行董事，自二零二一年十二月三十一日起生效。 |
| 3. Ms. Lu Bei Lin resigned as an independent non-executive director with effect from 31 December 2021. | 3. 陸蓓琳女士已辭任獨立非執行董事，自二零二一年十二月三十一日起生效。 |

Practices and Conduct of Board Meetings

The Board conducts meeting on a regular basis and on an adhoc basis. The Bye-laws allows Board meetings to be conducted by means of telephones or other communications equipment and any resolutions to be passed by way of written resolutions circulated to and signed by all Directors from time to time when necessary unless such as are temporarily unable to act through ill-health or disability.

董事會會議常規及召開方式

董事會定期及以特定基準舉行會議。公司細則准許董事會會議以電話或利用其他通訊設備進行，以及於必要時不時以經全體董事傳閱及簽署之書面決議案通過任何決議案，惟倘董事因健康欠佳或行動不便而暫時未能行事則作別論。

Corporate Governance Report

企業管治報告

NUMBERS OF BOARD MEETINGS AND DIRECTORS' ATTENDANCE (continued)

Practices and Conduct of Board Meetings (continued)

At least 14 days' notice for regular Board meetings and reasonable notice for non-regular Board meetings are given to all Directors so as to ensure that each of them had an opportunity to attend the meetings. The Company Secretary assists the chairman of the Board in preparing the agenda for meetings and ensures that all applicable rules and regulations are complied with. The agenda and the accompanying Board papers are sent in full to all Directors at least 3 days before the date of the Board meeting.

After the meeting, draft minutes of the Board meeting are circulated to all Directors for their comment before execution and approval. All Board minutes are kept by the Company Secretary and available for inspection at any reasonable time on reasonable notice given by the Directors. Every Director is entitled to have access to Board papers and related materials and has access to the advice and services of the Company Secretary.

CHAIRMAN AND CHIEF EXECUTIVE

The Board opines that it is not necessary to appoint a Chairman or Chief Executive and daily operation of the Group is delegated to Executive Directors, department heads and various committees.

董事會會議次數及董事出席率 (續)

董事會會議常規及召開方式 (續)

全體董事均就常規董事會會議及非常規董事會會議分別獲給予至少十四日之通知及合理的通知，以確保各董事皆有機會出席會議。公司秘書協助董事會編製會議議程，並確保所有適用規則及規例獲得遵守。議程及隨附之董事會文件在董事會會議之日期前至少三天送呈全體董事。

會後，董事會會議記錄之初稿於簽立批准前，先供所有董事傳閱並提出意見。所有董事會會議記錄均由公司秘書保存，倘有任何董事發出合理通知，則會供其於任何合理時段內查閱。每名董事均有權查閱董事會文件及相關資料，並可向公司秘書尋求意見並獲其提供服務。

主席及行政總裁

董事會認為毋須委任主席或行政總裁，而本集團之日常運作乃授權予執行董事、部門主管及不同委員會負責。

Corporate Governance Report

企業管治報告

BOARD COMMITTEES

The Board has established the Audit Committee, the Remuneration Committee and the Nomination Committee for overseeing particular aspect of the Company's affairs. All Board committees of the Company are established with clearly defined written terms of reference which set out the scope and authorities of the respective committee. The terms of reference are available to shareholders for inspection on the Company's website. Copies of minutes of all meetings and resolutions of the committees, which are kept by the Company Secretary, are circulated to all Board members and the committees are required to report back to the Board on their decision and recommendations where appropriate.

As at the date of this report, the members of the Audit Committee, Remuneration Committee and Nomination Committee are:

Audit Committee

Mr. MA Kin Ling (*Chairman*)
Mr. MAN Yuan

Remuneration Committee

Mr. MAN Yuan (*Chairman*)
Mr. MA Kin Ling

Nomination Committee

Mr. MA Kin Ling (*Chairman*)
Mr. MAN Yuan

董事委員會

董事會已成立審核委員會、薪酬委員會及提名委員會以監督特定範疇之本公司事務。本公司成立各董事委員會時以書面具體列明各自之職責和職權範圍，釐清各董事委員會負責之範疇及獲得的授權。股東可於本公司網站查閱職權範圍。所有委員會之會議記錄及決議案均由公司秘書保存，並提供副本予全體董事會成員傳閱，而各委員會需向董事會匯報其決定及建議（倘適合）。

於本報告日期，審核委員會、薪酬委員會及提名委員會之成員包括：

審核委員會

馬健凌先生（主席）
滿圓先生

薪酬委員會

滿圓先生（主席）
馬健凌先生

提名委員會

馬健凌先生（主席）
滿圓先生

BOARD COMMITTEES (continued)

Audit Committee

The Audit Committee provides an important link between the Board and the Company's auditors in matters coming within the scope of the audit of the Company. The Audit Committee was established in March 2000 with written terms of reference and is currently consists of two members, of whom all are INEDs.

The Audit Committee is responsible for reviewing the appointment of auditors on an annual basis including a review of the audit scope and the audit fees; ensuring the objectivity and independence of the auditors, meeting with the auditors to discuss issues arising from the final audit and any matters the auditors suggest to discuss; reviewing the sufficiency and effectiveness of the risk management and the internal controls; engaging a professional consultant as the Group's Internal Auditor to discharge the duties of the Group's Internal control and risk management, reviewing the annual and interim report in accordance with the accounting policies and practices and relevant accounting standards, the Listing Rules and the legal requirements; serving as a focal point for communication between other Directors and the auditors in respect of the duties relating to financial reporting.

The Audit Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice according to the Company's policy when necessary.

董事委員會 (續)

審核委員會

審核委員會就有關本公司審核工作範圍內的事宜為董事會與本公司核數師之間提供重要連繫。審核委員會於二零零零年三月成立並以書面方式訂明職權範圍，目前由兩名獨立非執行董事組成。

審核委員會負責每年檢討核數師的委任，包括檢討審核範圍及核數費用；確保核數師保持客觀和獨立；與核數師會面商討年終審核時出現的事項及核數師建議討論的任何事宜；檢討風險管理及內部控制是否充足有效；委聘專業顧問為本集團之內部核數師以履行本集團之內部監控及風險管理職務；根據會計政策及規例及有關會計準則、上市規則及法律規定審閱年度及中期報告；就有關財務匯報的職責擔當其他董事與核數師之間的溝通焦點。

審核委員會獲提供充裕資源以履行其職務，並可按本公司政策在有需要時尋求獨立專業意見。

Corporate Governance Report

企業管治報告

BOARD COMMITTEES (continued)

Audit Committee (continued)

During the financial year of 2020 under review, three committee meetings were held and the attendance of each committee member at the committee meeting was as follows:

Name of Committee members	委員會成員姓名	Attendance/ Number of Committee meetings attended 出席率／委員 會會議次數
Mr. MA Kin Ling (<i>Chairman</i>)	馬健凌先生 (主席)	3/3
Ms. LU Bei Lin (<i>Note 1</i>)	陸蓓琳女士 (附註1)	3/3
Mr. MAN Yuan	滿圓先生	3/3

Note:

- Ms. Lu Bei Lin resigned as an independent non-executive director with effect from 31 December 2020.

During the committee meetings held in the financial year of 2020, the Audit Committee performed the work summarized below:

- Reviewing the financial reports and results announcement for the following financial period before sub-mission to the Board for approval:
- for the year ended 31 December 2019
- for six months ended 30 June 2020
- Reviewing the auditors' independence and report recommending to the Board for the re-appointment of the external auditors at the forthcoming annual general meeting.

董事委員會 (續)

審核委員會 (續)

於二零二零年回顧財政年度內，委員會舉行了三次會議，各委員會成員之出席情況如下：

Attendance/ Number of Committee meetings attended 出席率／委員 會會議次數
3/3
3/3
3/3

附註：

- 陸蓓琳女士已辭任獨立非執行董事，自二零二零年十二月三十一日起生效。

於二零二零年財政年度舉行之委員會會議上，審核委員會已履行之工作概述如下：

- 在提交予董事會審批前，審閱以下財政期間之財務報告及業績公佈：
- 截至二零一九年十二月三十一日止年度
- 截至二零二零年六月三十日止六個月
- 檢討核數師之獨立性及審閱其報告，並建議董事會於應屆股東週年大會上重新委聘外聘核數師。

BOARD COMMITTEES (continued)

Audit Committee (continued)

The financial reports and the results announcement of the Company for the year ended 31 December 2020 have been reviewed and approved by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosure have been made.

Remuneration Committee

The Remuneration Committee was established for the purposes of ensuring there are formal and transparent procedures for setting policies on the remuneration for the Directors. No Directors and executives can determine his/her own remuneration. The Remuneration Committee was established in March 2000 with written terms of reference and is currently consists of two members, of whom both are INEDs, namely Man Yuan (Chairman) and Ma Kin Ling.

The Remuneration Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice when necessary.

One resolution has been passed by the Remuneration Committee during the financial year ended 31 December 2020.

董事委員會 (續)

審核委員會 (續)

本公司截至二零二零年十二月三十一日止年度之財務報告及業績公佈已由審核委員會審閱及批准，而審核委員會認為有關業績之編製已遵守適用會計準則及規定並已作出充足披露。

薪酬委員會

薪酬委員會之成立宗旨是確保為制訂董事之薪酬政策而設有正規而具透明度之程序。概無董事及行政人員可釐定本身的薪酬。薪酬委員會於二零零零年三月成立並以書面方式訂明職權範圍，目前由兩名獨立非執行董事滿圓（主席）及馬健凌組成。

薪酬委員會獲提供充裕資源以履行其職務，並可在有需要時尋求獨立專業意見。

薪酬委員會於截至二零二零年十二月三十一日止財政年度通過了一項決議案。

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BOARD COMMITTEES (continued)

Nomination Committee

The Nomination Committee was established in 1 April 2012 with the written terms in compliance with Code A.5.2. There are two members in the Nomination Committee comprising two INEDs, namely Ma Kin Ling (Chairman) and Man Yuan. The principal responsibilities of the Nomination Committee are to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors.

Two resolutions have been passed by the Nomination Committee during the financial year ended 31 December 2020.

The Company has adopted a Board diversity policy which sets out the approach to achieve a sustainable and balanced development of the Company and also to enhance the quality of performance of the Company.

The Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointment will be considered against object criteria, having due regard for the benefits of diversity on the Board. Selection of candidates will be based on a range of diversity perspectives as stated in the above. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

As at the date of this report, the Board comprises four Directors. Two of the Directors are INEDs and independent of management, thereby promoting critical review and control of the management process. The Board is also characterized by significant diversity, whether considered in terms of professional background, gender and skills.

董事委員會 (續)

提名委員會

提名委員會已於二零一二年四月一日成立，其書面職權範圍符合守則第A.5.2條。提名委員會兩名成員包括兩名獨立非執行董事馬健凌（主席）及滿圓。提名委員會之主要職責為就董事委任或重新委任以及董事繼任計劃向董事會作出推薦建議。

提名委員會於截至二零二零年十二月三十一日止財政年度通過了兩項決議案。

本公司已採納董事會成員多元化政策，當中載列本公司取得持續平衡發展以及提升本公司表現素質之方法。

本公司透過考慮多項因素，包括但不限於年齡、文化及教育背景、種族、專業經驗、技術、知識及服務年期，尋求達致董事會成員多元化。董事會所有委任均考慮客觀條件並充分顧及董事會成員多元化之裨益。甄選候選人將按如上述一系列多元化範疇為基準。最終將按候選人的長處及可為董事會提供的貢獻而作決定。

於本報告日，本公司董事會由四名董事組成。其中兩名董事為獨立非執行董事及獨立管理，並據此促進嚴格檢視及監控管理過程。董事會不論專業背景、性別及技能，均有豐富的多元性。

BOARD COMMITTEES (continued)

Nomination Committee (continued)

The Company has adopted a nomination policy. The nomination policy sets out the selection criteria in assessing the suitability of a proposed candidate as Director. Such criteria include but not limited to academic background, qualifications, relevant experiences in the industry, character and integrity of the proposed candidate. Suitable candidate can be nominated by any Director for the Nomination Committee's consideration. Nomination Committee should evaluate the personal profile of the candidate based on the selection criteria as set out in the nomination policy and undertake adequate due diligence in respect of each proposed candidate. After comprehensive assessment, the Nomination Committee will then make appropriate recommendations to the Board for approval. All appointments of Directors will ultimately be based on merit while taking into account the measurable objectives with regard to the benefits of diversity on the Board.

The Nomination Committee will review the nomination policy and the Board diversity policy on a regular basis and discuss any revision that may be required, and recommends any proposed changes to the Board for approval. During the year ended 31 December 2020, the Nomination Committee has assessed and reviewed the structure, size and competition of the Board, as well as the independence of the independent non-executive Directors. The Nomination Committee considers that an appropriate balance of diversity is maintained on the current Board, which comprises members of both gender and of different qualifications and experience. The Nomination Committee has discussed and reviewed the retirement and re-election of Directors and other relevant issues.

董事委員會 (續)

提名委員會 (續)

本公司已採納一項提名政策。該項提名政策載列評估建議董事候選人是否合適之甄選標準。有關標準包括但不限於學術背景、資格、相關行業經驗、建議候選人性格及誠信。合資格候選人可由任何董事提名，以供提名委員會考慮。提名委員會應根據提名政策所載之甄選標準評估候選人之個人資料，並就每名建議候選人進行充分的盡職審查。經全面評估後，提名委員會將向董事會作出適當推薦意見以供批准。所有董事委任最終都將根據優點，同時考慮到董事會成員多元化之裨益的可衡量目標。

提名委員會會定期審閱提名政策及董事會成員多元化政策並討論任何要求之修訂，並向董事會建議任何變動以供批准。於截至二零二零年十二月三十一日止年度內，提名委員會已評估及審閱董事會之架構、規模及組成，以及獨立非執行董事之獨立性。提名委員會認為當前董事會維持多元化之適當平衡，其包括兩種性別、不同資格及經驗之成員。提名委員會已討論及審閱董事之退任及重選以及其他相關事宜。

Corporate Governance Report

企業管治報告

ACCOUNTABILITY AND AUDIT

Financial Reporting

The Directors acknowledge their responsibility in preparing the financial statements of the Group. In preparing the financial statements for the year ended 31 December 2020, the accounting principles generally accepted in Hong Kong have been adopted and the requirements of the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the applicable laws were complied with. The Directors believe that they have selected suitable accounting policies and applied them consistently, and made judgment and estimates that are prudent and reasonable and have ensured the financial statements are prepared on the going concern basis. The reporting responsibilities of the Company's external auditors, McMillan Woods (Hong Kong) CPA Limited, are set out in the Independent Auditor's Report on pages 55 to 63.

Risk Management and Internal Control System

The Board maintains appropriate and effective risk management and internal control system. The internal control system is designed to provide reasonable assurance on the effectiveness and efficiency of operations, reliability of financial and management reporting, and compliance with applicable laws and regulations.

問責及核數

財務匯報

董事確認彼等編製本集團綜合財務報表之責任。編製截至二零二零年十二月三十一日止年度之綜合財務報表時已採納香港公認之會計原則，並已遵守香港會計師公會頒佈之香港財務報告準則以及適用法律。董事相信彼等已挑選及貫徹應用適當之會計政策，以及作出審慎合理之判斷及估計，並已確保綜合財務報表按持續經營基準編製。本公司外聘核數師長青（香港）會計師事務所有限公司之匯報責任載於第55至63頁之獨立核數師報告。

風險管理及內部監控制度

董事會維持合適及有效之風險管理及內部監控系統。內部監控系統之設計，乃就有效率及有成效之運作、可信之財務及管理匯報以及符合適用之法例及規例，提供合理保證。

Corporate Governance Report

企業管治報告

ACCOUNTABILITY AND AUDIT (continued)

Risk Management and Internal Control System (continued)

The Directors have an acknowledgement that it is responsible for the risk management and internal control systems and reviewing their effectiveness which cover all material controls including financial, operational and compliance controls. The Board has engaged external professional party to review the risk management and internal control systems which were included the effectiveness of the risk management and internal control, to resolve material internal control defects, the procedure and internal controls for the handling and dissemination of inside information and the purchasing and payment cycles and procedures of the business. The Board will review this on an ongoing basis to ensure an efficient system is in place.

The Board is responsible for the establishment, maintenance and review of the Group's risk management and internal control systems. The Board must ensure that the Company establishes and maintains effective risk management and internal control systems to meet the objectives and safe guard the interests of the Shareholders and the assets of the Company.

The Board oversees the Group's overall risk management and internal control systems on an ongoing basis. At the same time, the Group endeavors to identify risks, control impact of the identified risks and facilitate implementation of coordinated mitigating measures. The risk management and internal control systems which are compatible with the Committee of Sponsoring Organizations of the Treadway Commission (COSO) – Integrated Framework 2013 principles. They are designed to manage rather than eliminate the risk of failures in order to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

問責及核數 (續)

風險管理及內部監控制度 (續)

董事確認負責風險管理及內部監控系統並檢討其效果，有關工作涵蓋所有重大監控，包括財務、營運及合規監控。董事會已委聘外界專業機構對於包括風險管理和內部監控之效果、解決內部監控的主要缺點、處理及傳播敏感資料之程序及內部監控及業務之採購及付款週期及程序的風險管理及內部監控制度進行檢討。董事會將持續對此進行檢討，確保制度行之有效。

董事會負責確立、維持並檢討本集團風險管理及內部監控系統。董事會必須確保本公司確立並維持有效的風險管理及內部監控制度，以達成目標並保障股東權益及本公司資產。

董事會持續監督本集團內全面風險管理及內部監控制度，同時致力於識別風險與控制已識別風險的影響，並促進施行協調緩解風險措施。風險管理及內部監控制度合乎 Committee of Sponsoring Organizations of the Treadway Commission (COSO) – 綜合架構二零一三原則，設計旨在管理而非消除因不能達成業務目標而引起的風險，制度亦針對重大錯誤陳述或損失提供僅為合理而非絕對的保證。

Corporate Governance Report

企業管治報告

ACCOUNTABILITY AND AUDIT (continued)

Risk Management and Internal Control System (continued)

The Group has established a risk management policy which sets out the process of identification, evaluation and management of the principal risks affecting the business.

1. Each division is responsible for identifying and assessing principal risks within its divisions on a quarterly basis and establishing mitigation plans to manage the risks identified.
2. The management is responsible for overseeing the Group's risk management and internal control activities, attending quarterly meetings with each division to ensure principal risks are properly managed, and new or changing risks are identified and documented.
3. The Board is responsible for reviewing and approving the effectiveness and adequacy of the Group's risk management and internal control systems.

The risk management framework, coupled with our internal controls, ensures the risk associated with our different business units are effectively controlled in line with the Group's risk appetite.

The Group does not have an internal audit department. However, the Group has conducted an annual review on whether it is necessary to set up an internal audit department. Given the Group's relatively simple corporate and operation structure, as opposed to diverting resources to establish a separate internal audit department, the Board, as supported by the Audit Committee, is directly responsible for risk management and internal control systems of the Group and for reviewing its effectiveness.

問責及核數 (續)

風險管理及內部監控制度 (續)

本集團已制訂風險管理政策，闡述識別流程及影響業務的主要風險評估及管理。

1. 各部門負責每季度識別、評估並管理部門內的風險，制訂緩解計劃以管理已識別風險。
2. 管理層負責監督本集團的風險管理及內部監控活動、各部門的季度會議，以確保主要風險得到妥善管理，以及識別並記錄新出現的或變化中的風險。
3. 董事會負責檢討與批准本集團風險管理及內部監控制度的有效性及充分性。

風險管理框架與內部控制，確保不同業務部門的風險合乎本集團的承受能力，得到有效監控。

本集團並無內部審計部門。然而，本集團已就是否需要設立內部審計部門進行年度審閱。鑑於本集團的公司及業務架構相對簡單，並不適合分散資源成立一個獨立的內部審計部門，董事會在審核委員會的協助下直接負責本集團的風險管理及內部監控系統並審閱其有效性。

Corporate Governance Report

企業管治報告

ACCOUNTABILITY AND AUDIT (continued)

Risk Management and Internal Control System (continued)

The Group engaged an external consultant, for internal control and risk management to conduct review on the internal control system and risk management of the Group during the year. The review covers certain procedures on the sales and marketing of residential telephone products, and make recommendations for improving and strengthening the internal control system. No significant area of concern that may affect the financial, operational, compliance, control and risk management of the Group has been identified.

The Group's risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss. The Board has the overall responsibility to maintain the adequacies of resources, staff qualifications and experience training programs and budget of accounting and financial reporting function and the Board concluded that the Group's risk management and internal control systems were in place and effective.

With respect to the monitoring and disclosure of insider information, the Group has adopted a policy on disclosure of insider information with the aim to ensure the insiders are abiding by the confidentiality requirement and are fulfilling the disclosure obligation of the inside information.

問責及核數 (續)

風險管理及內部監控制度 (續)

年內，本集團就內部監控及風險管理委聘外聘顧問為本集團檢討內部監控制度及風險管理。檢討範疇涵蓋家居電話產品之銷售及市場推廣的若干程序，並且就改進及加強內部監控制度提出建議。概無發現可能影響本集團財務、業務營運、合規、控制及風險管理的重大關注領域。

本集團的風險管理及內部監控制度為管理而非消除未能達成業務目標的風險而設，並僅可就重大錯誤陳述或損失提供合理但非絕對的保證。董事會負責維持資源的充足性、員工資格及經驗培訓計劃的充足以及會計預算及財務申報職能，且董事會相信，本集團已建立並有效實施風險管理及內部監控制度。

在監控和披露內幕消息方面，本集團實施披露內幕消息的政策，確保知情人遵守保密要求並履行內部消息披露的義務。

Corporate Governance Report

企業管治報告

ACCOUNTABILITY AND AUDIT (continued)

External Auditors' Remuneration

During the financial year of 2020, the remuneration paid and payable to the Company's external auditors, McMillian Woods (Hong Kong) CPA Limited were set out bellows:

Services rendered for the Group

向本集團提供之服務

Audit services

審核服務

問責及核數 (續)

外聘核數師之酬金

於二零二零年財政年度，已付及應付本公司外聘核數師長青（香港）會計師事務所有限公司之酬金載列如下：

Fees paid/ payable to external auditors
已付／應付 外聘核數師之 費用
HK\$'000 千港元
600

COMPANY SECRETARY

Ms. Wong Sin Fai Cynthia ("Ms. Wong") was the company secretary of the Company. She is responsible to the Board for ensuring the board procedures are followed and that the Board is briefed on legislative, regulatory and corporate governance developments.

Up to the date of this report, Ms. Wong has undertaken not less than 15 hours of relevant professional training.

公司秘書

黃倩暉女士（「黃女士」）為本公司之公司秘書。彼負責就確認已遵循董事會程序且董事會已瞭解法例、規例及企業管理最新發展向董事會負責。

直至本報告日期，黃女士已接受不少於十五小時之相關專業培訓。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (“**Model Code**”) set out in Appendix 10 of the Listing Rules as its own code of conduct regarding directors’ securities transaction. Based on specific enquiry of all the Directors, the Directors have complied with the required standard as set out in the Model Code throughout the financial year of 2020.

COMMUNICATION WITH SHAREHOLDERS

The Board endeavours to maintain an on-going dialogue with shareholders and, in particular, use annual general meetings or other general meetings to communicate with shareholders and encourage their participation in such meetings.

At least twenty (20) clear business days’ notice for annual general meeting and at least ten (10) clear business days’ notice for all other general meetings are given to shareholders of the Company before the meeting.

Details of poll voting procedures will be explained during the proceedings of meetings and any questions from shareholders regarding the voting by way of poll will be answered. Poll results will be posted on the website of The Stock Exchange of Hong Kong Limited at the date of the conclusion of the general meeting.

To promote communication, the Company maintains website at www.suncorptech.com.hk where extensive information and updates on the Company’s business developments and operations, financial information and other information are posted.

董事進行證券交易之標準守則

本公司已採納上市規則附錄十所載《上市發行人董事進行證券交易的標準守則》（「**標準守則**」），作為本身有關董事進行證券交易之行為守則。根據對全體董事作出特定查詢後所知，董事於整個二零二零年財政年度內已遵守標準守則所載之規定標準。

與股東之溝通

董事會致力與股東持續保持對話，尤其藉股東週年大會或其他股東大會與股東溝通並鼓勵股東出席會議。

本公司於股東週年大會前向股東發出最少二十(20)個完整營業日的通知，就所有其他股東大會向股東發出最少十(10)個完整營業日的通知。

有關以股數投票方式進行表決的程序會於大會議事程序中詳細說明，股東有關以股數投票方式進行表決的提問會獲答覆。以股數投票方式進行表決的結果將於股東大會日結束當日在香港聯合交易所有限公司網站刊載。

為促進溝通，本公司設有網站www.suncorptech.com.hk，當中刊載有關本公司業務發展及營運的全面資料及最新消息、財務資料及其他資料。

Corporate Governance Report

企業管治報告

DIVIDEND POLICY

The Company has adopted a policy on payment of dividends in January 2019. The Dividend Policy aims at enhancing transparency of the Company and facilitating the members and investors to make informed investment decisions relating to the Company.

Pursuant to the dividend policy, the Board may take into account of, among other matters, the following factors when considering the declaration of interim dividend and proposing the payment of final dividend for the approval of the Company's shareholders:

- (i) the Group's actual and expected financial performance;
- (ii) the Group's expected working capital requirements, capital expenditure requirements and futures expansion plans;
- (iii) retained earnings and distributable reserves of the Group;
- (iv) the Group's liquidity position;
- (v) general economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group;
- (vi) statutory and regulatory restrictions;
- (vii) any other factors the Board may deem relevant.

股息政策

本公司於二零一九年一月採納一項股息派付政策。股息政策旨在提高公司透明度，並促進股東及投資者做出與本公司有關之知情投資決定。

根據股息政策，董事會考慮宣派中期股息及建議派付末期股息以供本公司股東批准時，可能考慮（其中包括）以下因素：

- (i) 本集團之實際及預期財務業績；
- (ii) 本集團之預期營運資金需求、資本開支需求及未來擴展計劃；
- (iii) 本集團之保留盈利及可分派儲備；
- (iv) 本集團之流動資金狀況；
- (v) 整體經濟狀況及其他可能對本集團業務或財務業績及狀況產生影響之內在或外在因素；
- (vi) 法定及監管限制；
- (vii) 董事會可能認為相關之任何其他因素。

INVESTOR RELATIONS

The Company keeps on promoting investor relations and enhancing communication with the existing Shareholders and potential investors. It welcomes suggestions from investors, stakeholders and the public. Enquiries to the Board or the Company may be sent by post to the Company's principal place of business in Hong Kong. During the year ended 31 December 2020, there is no significant change in the Company's memorandum of association and bye-laws.

SHAREHOLDERS' RIGHT

As one of the measures to safeguard shareholder's interest and rights, separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual directors, for shareholders' consideration and voting. All resolutions put forward at shareholders' meeting will be voted by poll pursuant to the Listing Rules and the poll voting results will be posted on the SEHK website and the Company's website after the relevant shareholders' meeting.

RIGHT TO CONVENE SPECIAL GENERAL MEETING

Special general meeting may be convened by the Board on requisition of shareholders holding not less than one-tenth of the paid up capital of the Company or by such shareholders who made the requisition (the "Requisitionists") (as the case may be) pursuant to Article 58 of the Bye-Laws. Such requisition must state the object of business to be transacted at the meeting and must be signed by the Requisitionists and deposited at the registered office of the Company or the Company's principal place of business in Hong Kong.

投資者關係

本公司不斷促進與投資者之關係，並加強與現有股東及有意投資者之溝通。本公司歡迎投資者、權益持有人及公眾人士提供意見。向董事會或本公司作出之查詢可郵寄至本公司於香港之主要營業地點。截至二零二零年十二月三十一日止年度，本公司之組織章程大綱及公司細則概無任何重大變動。

股東權利

其中一項保障股東利益及權利之措施，乃於股東大會上就各項重大議題（包括推選個別董事）提呈獨立決議案以供股東考慮及表決。根據上市規則，於股東大會上提呈之所有決議案將以按股數投票方式進行表決，而投票表決結果將於相關股東大會結束後刊載於港交所網站及本公司網站。

召開股東特別大會之權利

股東特別大會可由董事會按持有不少於本公司實繳股本十分之一之股東，或根據公司細則第58條提出呈請之股東（「呈請人」）（視情況而定）之呈請予以召開。有關呈請須列明大會上將處理之事務，由呈請人簽署，並交回本公司註冊辦事處或本公司香港主要營業地點。

Corporate Governance Report

企業管治報告

RIGHT TO CONVENE SPECIAL GENERAL MEETING (continued)

Shareholders should follow the requirements and procedures as set out in such Bye-Laws for convening a special general meeting. Shareholders may put forward proposals at general meeting of the Company by sending the same to the Company at the principal office of the Company in Hong Kong.

For putting forward any enquiries to the Board shareholders may send written enquiries to the Company. Shareholders may send their enquiries or requests in respect of their rights to the Company's principal place of business in Hong Kong.

On behalf of the Board

Zhu Yuqi
Executive Director

25 March 2021

召開股東特別大會之權利(續)

股東須按照有關公司細則所載召開股東特別大會之規定及程序。股東可於本公司股東大會上提呈動議，有關動議須送交本公司之香港主要辦事處。

股東可將彼等向董事會提出之任何查詢以書面形式郵寄至本公司。股東可將有關其權利之查詢或要求郵寄至本公司之香港主要營業地點。

代表董事會

執行董事
朱宇奇

二零二一年三月二十五日

Environmental, Social and Governance Report

環境、社會和管治報告

ESG GOVERNANCE

Sustainability is an essential part of the Group's values. We are committed to promoting sustainable development by incorporating the environmental, social and governance (ESG) concept into our business decision-making. In order to preserve the quality of life for both present and future generations, the Group strives to reduce its impacts on the environment and contribute to society through engaging in various charity activities.

By conducting materiality assessment, the Group has identified the key ESG topics which are "relevant" and "important" to our business. In particular, the efficient use of energy and water, health and safety, supply chain management, product responsibility and anti-corruption are the issues of highest priority.

ABOUT THIS REPORT

This report covers the Group overall performance in the environmental and social aspects of our business operations in Hong Kong and the PRC office from 1 January 2020 to 31 December 2020 ("**year**" or "**2020**"), unless otherwise stated.

ENVIRONMENTAL ASPECTS

Use of Resources

The Group's core businesses are sales and marketing of residential telephone and related products, the processing and trading of used computer-related components, securities brokerage, placing and underwriting, money lending and B2B cross-border e-commerce. Due to the nature of our business activities, we do not consume a large amount of resources.

環境、社會和管治

可持續發展是本集團價值觀的重要組成部分。我們致力於通過將環境、社會和管治(ESG)概念納入我們的業務決策,以促進可持續發展。為維護子孫後代的生活質量,本集團盡力減少對環境的影響,並通過開展各種慈善活動為社會做出貢獻。

通過進行重要性評估,本集團確定識別與業務「相關」及「重要」的關鍵ESG主題。尤其是能源及水資源的有效利用、健康與安全、供應鏈管理、產品責任及反腐敗是優先考慮的問題。

關於本報告

除非另有說明,否則本報告涵蓋二零二零年一月一日至二零二零年十二月三十一日(「**年**」或「**二零二零**」)期間本集團於香港及中國辦事處業務運營在環境和社會方面的整體表現。

環境方面

資源利用

本集團的核心業務為從事家居電話及相關產品之銷售及市場推廣及二手電腦相關組件之處理及貿易業務、證券經紀、配售及包銷、借貸及企業對企業跨境電子商務業務。由於我們業務的性質,我們不會消耗大量資源。

Environmental, Social and Governance Report

環境、社會和管治報告

ENVIRONMENTAL ASPECTS (continued)

Use of Resources (continued)

Nonetheless, the Group has formulated a set of policies and measures to enhance the efficiency of our resources usage such as energy, water and other materials. For instance, we encourage our employees to reduce the usage of papers by adopting internet communication, assessing the need of printing, applying duplex printing and reusing single-sided printed papers if possible.

Apart from that, for office stationery procurement, we give preference to environmental-friendly suppliers who provide the brand of paper approved by the Programme for the Endorsement of Forest Certification ("PEFC").

Energy Use and Efficiency

The Group does not have any business activities that involve the use of direct energy. Electricity consumption is the sole contributor to the energy use in our offices. In 2020, the total amount of electricity consumed was 38.4 MWh (2019: 17 MWh); and the energy consumption intensity was 0.008 MWh per square feet (2019: 0.001 MWh per sq. ft).

To improve energy efficiency of the Group, we implemented a series of energy-saving measures including encouraging the use of electric fans and switching the lighting of the office to more energy-efficient fluorescent lamps.

環境方面 (續)

資源利用 (續)

儘管如此，本集團已製定一套政策及措施，以提高能源、水及其他材料等資源的利用效率。例如，本集團透過鼓勵互聯網通信推崇僱員減少用紙、評估打印的必要性、使用雙面打印及重複使用單面打印紙張（如適用）。

除此之外，於採購辦公文具時，本集團偏好環保供應商，其所使用紙張品牌獲得森林驗證認可計劃（「PEFC」）認證。

能源使用與效率

本集團並無任何涉及使用直接能源的業務。電力消耗是我們辦公室唯一使用的能源。於二零二零年，總用電量為38.4兆瓦時（二零一九年：17兆瓦時）；及能耗強度為每平方英尺0.008兆瓦時（二零一九年：每平方英尺0.001 MWh）。

為提高本集團的能源效率，我們實施了一系列節能措施，包括鼓勵使用電風扇並將辦公室的照明切換為更節能的熒光燈。

Environmental, Social and Governance Report

環境、社會和管治報告

ENVIRONMENTAL ASPECTS (continued)

Use of Resources (continued)

Water Use and Efficiency

The Group's business operations do not involve any water-intensive activities and our offices only consume an insignificant amount of water. In 2020, the total amount of water use was 17.4 cubic meters; and the water consumption intensity was 0.003 cubic meter per square foot of floor area.

As the efficient use of water is one of the Group's priorities, we will continue to monitor our water consumption and search for areas of improvement in water efficiency in the future.

Use of Packaging Materials

The Group only uses a small amount of packaging materials, i.e. cartons, in its primary businesses. In 2020, the total amount of packaging materials used for finished products was 0.3 tonnes.

Emissions

Since the Group's primary businesses are sale of consumer goods and provision of financial services, most of our operations are conducted in offices and thus emissions generated from us are relatively immaterial. As part of our efforts to minimize greenhouse gas ("GHG") emissions, the Group applies energy saving measures in the workplace, including the installation of an energy-efficient lighting system, setting an optimal temperature for air-conditioning and switching off electrical appliances after office hours.

During the year, there were no cases in relation to non-compliance with relevant laws and regulations.

環境方面 (續)

資源利用 (續)

水資源使用與效率

本集團的業務活動不涉及任何大量耗水，而辦公室僅消耗少量的水。於二零二零年，我們的用水總量為17.4立方米。耗水強度為每平方英尺建築面積0.003立方米。

高效用水為本集團重要事項。我們將繼續監控用水量，並在未來尋找提高用水效率的方法。

使用包裝材料

本集團在主要業務中僅使用少量包裝材料，例如紙箱。於二零二零年，用於製成品的包裝材料總量為0.3噸。

排放量

由於本集團的主要業務為銷售消費品及提供金融服務以及我們的運營大多數於辦公室進行，因此我們排放量相對較小。為盡力減少溫室氣體（「溫室氣體」）排放，本集團在工作場所採取節能措施，包括安裝節能照明系統，為空調設定最佳溫度以及下班後關閉電燈。

於本年度，我們並無任何有關法律及法規之不合規案例。

Environmental, Social and Governance Report

環境、社會和管治報告

ENVIRONMENTAL ASPECTS (continued)

Emissions (continued)

GHG Emissions

In 2020, the Group's total GHG emissions was 25.0 tonnes of CO₂-equivalent (2019: 13.7 tonnes of CO₂-e). The primary source of GHG emissions is "energy indirect" emissions resulting from the generation of purchased electricity consumed within the workplace; and indirect emissions due to electricity used for processing fresh water and sewage made up the remaining portion. The increase in emissions was largely because all staff members kept working in office during 2020.

環境方面 (續)

資源利用 (續)

溫室氣體排放

於二零二零年，本集團的溫室氣體總排放量為25.0噸二氧化碳當量（二零一九年：13.7噸二氧化碳當量）。溫室氣體排放的主要來源是工作場所內所產生的購買電力所產生的「間接能源」排放；其餘部分則來自用於處理淡水及污水的電力所產生的間接排放。排放量的增加主要是因為所有工作人員在二零二零年期間一直在辦公室工作。

KPI	關鍵績效指標	Amount 排放量	Unit 單位
Scope 1 – Direct emissions	範圍1—直接排放	—	tCO ₂ -e
Scope 2 – Energy indirect emissions	範圍2—間接排放	25.0	tCO ₂ -e
Scope 3 – Other indirect emissions	範圍3—其他間接排放	0.0	tCO ₂ -e
Total GHG Emissions	溫室氣體總計	25.0	tCO ₂ -e

The GHG intensity for the year was 0.005 tonnes of CO₂-equivalent per sq. ft floor area.

全年溫室氣體排放強度為每平方英尺0.005噸二氧化碳當量。

Waste Generation

The Group does not generate any hazardous waste in its operations. Non-hazardous waste from the Group's operations was mainly office paper but the management of the Group believes that this portion of waste is insignificant.

廢棄物產生

本集團在經營過程中不會產生任何危害廢物。本集團經營活動產生的非危險廢物主要為辦公用紙，但本集團管理層認為該部分廢物微不足道。

Environmental, Social and Governance Report

環境、社會和管治報告

ENVIRONMENTAL ASPECTS (continued)

The Environment and Natural Resources

Due to the nature of our businesses, the Group's activities do not have significant impacts on the environment and natural resources. However, to minimize possible environmental impacts related to our activities, products and services, the Group shall:

- identify any impacts on the environment and natural resources from our operations and set targets to reduce associated stress,
- prevent pollution, reduce waste and minimize resource consumption for all daily operations,
- comply with relevant laws and requirements which relate to the Company and its subsidiaries' environmental aspects, and
- educate, train and motivate our employees to develop a sustainable mentality that enables them to conduct business activities in a responsible manner.

環境方面 (續)

環境與自然資源

基於我們的業務性質，本集團的經營活動不會對環境及自然資源產生重大影響。然而，為盡量減少我們經營活動、產品及服務對環境的影響，本集團應：

- 識別我們運營對環境及自然資源的任何影響，並設定目標以減輕相關壓力；
- 防止污染、減少浪費及盡量減少所有日常業務營運之資源消耗；
- 遵守本公司及其附屬公司與環境有關的法律及要求，及
- 教育、培訓及激勵僱員形成可持續發展觀以令其以對環境負責之方式開展業務活動。

Environmental, Social and Governance Report

環境、社會和管治報告

SOCIAL ASPECTS

Employment and Labour Practices

Employment

The Group advocates for a communal spirit that thrives on mutual respect and equal opportunities. The Group strictly complies to laws and regulations related to equal opportunities, including but not limited to the Sex Discrimination Ordinance, Race Discrimination Ordinance, Disability Ordinance and Family Status Discrimination Ordinance. To ensure diversity and equality, our selection process is non-discriminatory and solely based on the employees' performance, experience and skills. Our employees are also encouraged to discuss their targets in job advancement and career development with the senior management.

The Employment of Children Regulations and Employment Ordinance prohibits all employers from engaging child and forced labour in the workforce, and regulates the hours of work and general conditions of employment of young persons in industrial undertakings. With compliance to relevant laws and regulations, the Group does not engage in any forced or child labour. The Staff Code of Conduct is enclosed in the Compliance Manual, which is readily accessible to all employees.

To attract, develop and retain qualified employees, the Group is committed to offering professional development opportunities and a healthy working environment for all employees. Salaries and wage rates are usually subjected to an annual review that is based on performance appraisals and other relevant factors. The Group provides equal opportunities for all employees along with competitive remuneration and strongly encourages internal promotion.

社會方面

僱傭及勞工常規

僱傭

本集團推崇相互尊重及平等機會的社區精神。本集團嚴格遵守平等機會法案，包括但不限於性別歧視條例、種族歧視條例、殘疾歧視條例及家庭崗位歧視條例。為確保多樣性及平等性，本集團的選舉程序為無差別待遇及僅基於僱員之表現、經驗及技能。我們亦鼓勵僱員與其高級管理層討論其工作進展目標及職業發展。

僱用兒童規例及僱用青年規例禁止所有僱主聘用兒童及強迫勞工，並於工業營業中規定青年的工作時數及一般僱用條件。本集團遵守相關法律及規例，並無且不會強迫勞工或聘用童工。員工操守守則載於合規手冊中，並供所有僱員查閱。

為吸引、發展及挽留合資格僱員，本集團致力向所有員工提供專業發展機會及健康的工作環境。薪金及工資水平通常根據績效考核和其他相關因素進行年度審查而釐訂。本集團亦為全體僱員提供平等機會以及具競爭力的薪酬，並強烈鼓勵內部晉升。

Environmental, Social and Governance Report

環境、社會和管治報告

SOCIAL ASPECTS (continued)

Employment and Labour Practices (continued)

Employment (continued)

The Group's remuneration policies are formulated on the performance of employees with reference to the market condition. For the purpose of ensuring there are formal and transparent procedures for setting policies on the remuneration for the Directors, the Remuneration Committee was established.

The Group also reviews the compensation and benefits programmes regularly to ensure its compensation and benefits packages remain competitive. Over the years, the Group has introduced a share option scheme (the "**Share Option Scheme**") by which the Board may exercise its discretion to grant share options to Directors and employees as an incentive for their contribution to the Group.

There were no non-compliance cases noted in relation to employment and labour standards laws and regulations for the year.

As at 31 December 2020, the Group employed a total of 11 employees (2019: 18), including operational office, sales and marketing, finance, company secretarial and securities brokerage divisions.

社會方面 (續)

僱傭及勞工常規 (續)

僱傭 (續)

本集團的薪酬政策乃根據僱員表現並參照市況而制定。本集團設有薪酬委員會，以確保有正規及具透明度的程序以制定董事薪酬政策。

本集團亦定期檢討補償及福利計劃，以確保其補償及福利待遇仍具競爭力。多年來，本集團引入購股權計劃（「購股權計劃」），董事會可酌情向董事及僱員授出購股權，作為彼等為本集團所作出貢獻的獎勵。

於本年度，我們並無不遵守有關僱傭及勞工準則法律及規例的情況。

於二零二零年十二月三十一日，本集團總共僱用11位員工（二零一九年：18位），包括營運辦事處、銷售及市場推廣、財務、公司秘書及証券經紀部門的員工。

Total workforce by gender and age group

按性別及年齡組別劃分員工人數

By Gender
按性別劃分

Male 男性	9
Female 女性	2

By Age Group
按年齡組別劃分

19-30	1
31-45	5
46-60	4
≥61	1

Environmental, Social and Governance Report

環境、社會和管治報告

SOCIAL ASPECTS (continued)

Employment and Labour Practices (continued)

Employment (continued)

社會方面 (續)

僱傭及勞工常規 (續)

僱傭 (續)

Employment turnover rate by gender

按性別劃分員工流失率

	Male 男性	Female 女性
Employees who left employment (%) 離職員工(%)	11%	0%

The Group will continue to provide a well-structured and caring environment for employees to enhance their sense of belonging as well as work effectiveness.

本集團將繼續為僱員提供架構良好及互相關懷的環境，以提高其在本集團的歸屬感及工作效率。

Health and Safety

健康與安全

The Group recognizes the importance of maintaining a safe, effective and congenial work environment for our staff. Hence, the Group has put various occupational health and safety measures in place and regularly performs checks on the work environment and staff facilities. For example, we have taken ergonomic principles into consideration when designing the workstation to accommodate the body features and limitations of users.

本集團了解到維持安全、高效及愜意的工作環境於員工。因此，本集團已執行各種職業健康與安全措施，並對工作環境及員工設施進行定期檢查。例如，於設計辦公室時，本集團已考慮人體工程學原則，以適應使用者的身體特徵及局限性。

The outbreak of the coronavirus (Covid-19) in Wuhan was the largest challenge for the health authorities in Hong Kong and Mainland China. The Group has a set of policies to protect our staff:

於武漢爆發的新冠肺炎(Covid-19)已成為香港及中國大陸衛生主管部門的最大挑戰，本集團已制定若干政策保護其員工：

- all public area would be performed disinfection on timely basis;
 - provide mask and disinfection supplies to all staff;
 - request each staff to report their health status everyday; and
 - request each Department Head to monitor the health status of its staff on timely basis.
- 及時消毒所有公共地方；
 - 為其員工提供口罩及消毒用品；
 - 要求每名員工每天報告其健康狀況；及
 - 要求各部門主管及時監督其員工的健康狀況。

Environmental, Social and Governance Report

環境、社會和管治報告

SOCIAL ASPECTS (continued)

社會方面 (續)

Employment and Labour Practices (continued)

僱傭及勞工常規 (續)

Health and Safety (continued)

健康與安全 (續)

There were no non-compliance cases noted in relation to health and safety laws and regulations during the year.

年內，我們並無有關健康及安全法律及規例的不合規情況。

Number and rate of work-related fatalities

因工作關係死亡人數及佔比

Number of work-related fatalities

0

因工作關係死亡人數

Rate of work-related fatalities

0

因工作關係死亡佔比

Lost days due to work injury

因工傷而損失的工作日數

Number of lost-days as a result of work injuries

0

因工傷而損失的工作日數

Development and Training

發展及培訓

The Group understands that human capital plays a substantial part of the business. As a listed corporation, the Group is mindful of the continuous development of the regulatory environment and has established a practice in gathering the changes of regulations and ensuring its Directors, responsible officers, licensed representatives and other employees attend necessary training programmes. Pursuant to the requirement of Listing Rules, all Directors have participated in continuous professional development by attending training courses or reading relevant materials relating to corporate governance and regulations to consolidate their knowledge and skills.

本集團了解人力資本在業務中發揮了重要作用。作為持牌上市企業，本集團關注監管環境的持續發展，並已訂立守則去記錄規例的各項修訂，以確保其董事、負責人員、持牌代表及其他僱員修讀所需的培訓課程。根據上市規則的規定，全體董事均已透過出席有關企業管治及規定的培訓課程或閱讀相關材料的方式參與持續專業發展，以鞏固其知識及技能。

In 2020, the Directors attended trainings regarding anti-corruption and ESG-related updates by HKEX.; whereas our employees attended seminars organised by the Hong Kong Securities Professionals Association and the Hong Kong Institute of Chartered Secretaries.

於二零二零年，董事參加由香港交易所提供的有關反腐敗及ESG相關的最近資料培訓。我們的員工參加由香港證券學會及和香港特許秘書公會舉辦的研討會。

Environmental, Social and Governance Report

環境、社會和管治報告

SOCIAL ASPECTS (continued)

Employment and Labour Practices (continued)

Labour Standards

In compliance with the Employment Ordinance, Chapter 57 of the Laws of Hong Kong, no child or forced labour was employed in the Group's operations during the year.

Operating Practices

Supply Chain Management

To comply with the laws and regulations, the Group has established stringent internal controls to procuring goods and materials through a fair and unbiased tender process. The selection of subcontractors and suppliers is based on their fulfilment of specifications, standards, product and service quality as well as associated support services.

The Group carefully selects qualified suppliers to ensure that the entire production process is in line with corresponding standards and rules. The Group not only requests its new suppliers to submit a review of all relevant documents, but conducts rigorous checks to assess their reliability. The Group also carries out inspections and assessments regularly to review our suppliers' standards, and terminates collaboration with unqualified suppliers.

Product Responsibility

The Group recognises that good customer and after-sales services are the keys to the success of our business. In order to respond promptly to the needs of our customers, the Group set up a series of communication channels among different business units to handle customers' queries.

社會方面 (續)

僱傭及勞工常規 (續)

勞工準則

本集團遵守香港法例第57章《僱傭條例》。年內，本集團的營運並無僱用童工或強制勞工。

營運慣例

供應鏈管理

為符合法律及法規，本集團已建立嚴格的內部監控以透過公平及公允的投標程序採購貨品及材料。我們將根據符合規格及標準、產品及服務質量及服務支持選擇分包商及供應商。

本集團審慎選擇合資格供應商以確保整個生產流程符合其標準及規則。本集團不僅要求新供應商遞交所有有關文件的回顧報告，並進行嚴格核查以評估其可靠性。就審閱供應商的標準而言，本集團的慣例為定期進行調查及評估，並終止與不合格供應商的合作關係。

產品責任

本集團知悉良好的客戶及售後服務乃我們業務成功的關鍵影響因素。為達致對客戶需求做出迅速回應，本集團已於不同業務單元之間設立一系列溝通渠道以處理客戶疑問。

Environmental, Social and Governance Report

環境、社會和管治報告

SOCIAL ASPECTS (continued)

Operating Practices (continued)

Product Responsibility (continued)

The Group also emphasises the importance of protecting and safe-guarding customers' privacy, especially for money lenders' information. In compliance with provisions of the Personal Data (Privacy) Ordinance, we are cautious with the collection, handling and usage of customers' personal data.

There were no non-compliance cases noted in relation to data privacy-related laws and regulations during the year.

Anti-corruption

The Group upholds high standards of integrity and does not condone any unethical behaviour in our business. Employees are prohibited to request, receive or accept any forms of benefit from any persons, company or organization which have business transactions with the Group. All staff members are reminded to avoid situations that may lead to or involve any conflict of interest.

To effectively monitor market misconduct such as staff dealing, money laundering and insider trading, the Group has set up a series of policies detailed in the Compliance Manual which is readily accessible to all employees.

In particular, the Group has established a Code of Conduct and stipulated in the Compliance Manual. The Securities and Futures Commission ("SFC") has published Guidance Notes which summarises what money laundering and terrorist financing are and what the legislation requires. The Guidance Notes also explains the procedures of internal control which the SFC expects to be followed by registered person in a range of areas. The management does not tolerate corruption, bribery, extortion, money laundering and other fraudulent activities in connection with any of the business operations.

社會方面 (續)

營運慣例 (續)

產品責任 (續)

本集團亦重視保護及保障客戶私隱，尤其是放債人的資料。就此，本集團已根據個人資料（私隱）條例之條文審慎收集、處理及使用客戶個人資料。

年內，概無知悉有關資料私隱的任何不符合法律法規的事件。

反貪污

本集團提倡誠信而制止業務上不道德行徑。員工禁止向任何與本集團有業務交易的人士、公司或組織要求、收取或接受任何形式的利益。我們提醒所有員工避免可能導致或涉及任何利益衝突的情況。

為有效監控市場失當行為（如員工買賣、洗黑錢及內幕交易），本集團已建立一系列政策並載入合規手冊，合規手冊可由所有員工獲取。

尤其是，本集團已建立操守守則並於合規手冊訂明。證券及期貨事務監察委員會（「證監會」）已刊發守則指引，其中概述何為洗黑錢及恐怖主義融資以及相關法律規定。通過於一系列地區進行人員登記，守則指引亦解釋證監會預期須遵循的內部監控程序。管理層決不容忍任何業務營運中的貪污、受賄、勒索、洗黑錢及其他欺詐行為。

Environmental, Social and Governance Report

環境、社會和管治報告

SOCIAL ASPECTS (continued)

Operating Practices (continued)

Anti-corruption (continued)

Additionally, the Group has implemented an effective Internal Manual on inside information or price sensitive information and has provided separate channels for the reporting of any suspected business irregularities, fraud and corruption. During the year, no incident of corruption was reported within the Group.

There was no non-compliance in relation to corruption or money laundering-related laws and regulations during the year.

Community

Community Investment

In order to become a more responsible business and create a better living environment for the local community, the Group is committed to continuously providing sponsorships and donations to various charitable organisations in the coming years.

社會方面 (續)

營運慣例 (續)

反貪污 (續)

此外，本集團已實施有效之內幕消息或價格敏感資料內部手冊及就報告任何可疑業務違規、欺詐及貪污提供獨立渠道。年內，本集團並無報告任何貪污事件。

年內，本集團概無有關貪污或洗黑錢的任何不符合法律法規的事件。

社區

社區投資

為成為更具責任感的企業及為地方社區創立更好的生活環境，本集團致力於未來年度為多個慈善組織繼續提供贊助及捐款。

Directors' Report 董事會報告

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

PRINCIPAL ACTIVITIES

The Company is an investment holding company and is also engaged in treasury functions. Its subsidiaries are principally engaged in the sales and marketing of residential telephone and related products, and the processing and trading of used computer-related components such as integrated circuit chips, hard-disk and motherboards from developed countries to developing countries. During the year of review, the Group also engaged in providing money lending business; securities brokerage and underwriting business and the B2B cross-border e-commerce business.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2020 are set out in the Consolidated Statement of Profit or Loss and Other Comprehensive Income on page 64. The Directors do not recommend the payment of a dividend.

BUSINESS REVIEW

During the year of 2020, the Group had a decrease of approximately 14.2% of revenue as compared to the corresponding figure for 2019. Information relating to the financial performance and fair review of the Group business is set out in the "Directors' Statement section" and "Management Discussion and Analysis section" of this annual report.

本公司董事會謹此提呈截至二零二零年十二月三十一日止年度之年報及經審核綜合財務報表。

主要業務

本公司乃一間投資控股公司，亦從事庫務職能。其附屬公司之主要業務為從事家居電話及相關產品之銷售及市場推廣業務，以及處理來自發達國家的二手電腦相關組件（譬如集成電路芯片、硬盤和主機板）並轉售往發展中國家。於回顧年度，本集團亦提供放債業務；證券經紀及包銷業務以及企業對企業跨境電子商務業務。

業績及分配

本集團截至二零二零年十二月三十一日止年度之業績載於第64頁之綜合損益及其他全面收益表。董事建議不派付股息。

業務回顧

於二零二零年度，本集團之收益較二零一九年減少約14.2%。有關本集團財務表現及對其業務作公平審視之資料，乃載於本年報「董事會報告」及「管理層討論及分析」各節。

Directors' Report

董事會報告

BUSINESS REVIEW (continued)

On the corporate level, the Group complies with the requirements under the Companies Ordinance, Cap. 622 of the laws of Hong Kong, the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited and the Securities and Futures Ordinance, Cap. 571 of the laws of Hong Kong for, among other things, the disclosure of information and corporate governance, and the Group has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules.

A discussion on the Group's prospects is provided in the Director's statement on pages 2 to 3 of the annual report. Description of principal risks and uncertainties that the Group is facing is provide in this corporate governance report on pages 12 to 32 of the annual report while the financial risk management objectives and policies of the Group can be found in note 6 to the consolidated financial statements. In addition, discussions on the Group's compliance with relevant laws and regulations which have a significant impact on the Group, relationships with its key stakeholders and environmental policies are contained in the corporate governance report and environmental, social and governance report on pages 33 to 44 respectively.

FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the past financial years is set out on page 176.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the five largest customers in aggregate accounted for approximately 65% of the revenue of the Group and the largest customer accounted for approximately 31% of the revenue of the Group while the five largest suppliers in aggregate accounted for approximately 87% of the purchases of the Group and the largest supplier accounted for approximately 54% of the purchases of the Group.

業務回顧(續)

在企業層面，本集團已就（其中包括）資料披露及企業管治而遵守香港公司條例（香港法律第622章）、香港聯合交易所有限公司證券上市規則和證券及期貨條例（香港法律第571章）之規定，此外，本集團已採納上市規則附錄十所載之上市發行人董事進行證券交易之標準守則。

有關本集團前景之討論載於年報第2至3頁之董事報告。有關本集團所面臨之主要風險及不明朗因素之描述載於年報第12至32頁之本企業管治報告，而本集團之金融風險管理目標及政策可於綜合財務報表附註6查閱。此外，有關本集團遵守對本集團有重大影響之相關法律法規之討論、與其主要持份者之關係及環境政策分別載於第33至44頁之企業管治報告及環境、社會和管治報告。

財務概要

本集團過去財政年度之業績、資產及負債之概要載於第176頁。

主要客戶及供應商

年內，五大客戶合計佔本集團收益約65%及最大客戶佔本集團收益約31%，五大供應商合計佔本集團採購額約87%及最大供應商佔本集團採購額約54%。

MAJOR CUSTOMERS AND SUPPLIERS
(continued)

At no time during the year did a Director, an associate of a Director (within the meaning of the Listing Rules) or a shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's share capital) have an interest in any of the Group's largest customer or the largest supplier.

PROPERTY, PLANT AND EQUIPMENT

During the year, the Group had no addition of leasehold improvement, furniture, fixtures and equipment. Details of movements during the year in the property, plant and equipment of the Group are set out in Note 18 to the consolidated financial statements.

SHARE CAPITAL

Details of movements during the year in the share capital of the Company are set out in Note 28 to the consolidated financial statements.

DIRECTORS

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

Executive Directors:

Mr. Malcolm Stephen JACOBS-PATON
(resigned with effect from 31 December 2020)

Mr. ZHU Yuqi

Mr. CHOW Hei Yin Terry
(appointed with effect from 31 December 2020)

Independent Non-executive Directors:

Ms. LU Bei Lin
(resigned with effect from 31 December 2020)

Mr. MAN Yuan
Mr. MA Kin Ling

主要客戶及供應商 (續)

董事、董事之聯繫人士(定義見上市規則)或據董事所知擁有本公司股本5%以上之本公司股東,概無於年內任何時間擁有本集團最大客戶或最大供應商之任何權益。

物業、廠房及設備

年內本集團並無添置租賃物業裝修、傢俬、裝置及設備。年內本集團物業、廠房及設備之變動詳情載於綜合財務報表附註18。

股本

年內本公司股本之變動詳情載於綜合財務報表附註28。

董事

年內及截至本報告日期止之董事名單如下:

執行董事:

Malcolm Stephen
JACOBS-PATON 先生
(已辭任,並於二零二零年十二月三十一日生效)
朱宇奇先生
周曦賢先生
(已獲委任,並於二零二零年十二月三十一日生效)

獨立非執行董事:

陸蓓琳女士
(已辭任,並於二零二零年十二月三十一日生效)
滿圓先生
馬健凌先生

Directors' Report

董事會報告

DIRECTORS (continued)

In accordance with Clause 86(2) of the Company's Bye-laws, Mr. Chow Hei Yin Terry who was appointed by the Board on 31 December 2020 shall hold office until the next general meeting and being eligible, offer himself for re-election at the annual general meeting. Clauses 87(1) and 87(2) of the Company's Bye-laws, Mr. Zhu Yuqi and Mr. Man Yuan will retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

The term of office for each of the Director is the period from the date of last re-election or last appointment up to his retirement by rotation in accordance with the Company's Byelaws.

DIRECTORS' SERVICE CONTRACTS

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

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES

As at 31 December 2020, the interests and short positions of the Directors, chief executive and their associates in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of the Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code set out in Appendix 10 of the Listing Rules were as follows:

董事 (續)

據本公司之公司細則第86(2)條，周曦賢先生於二零二零年十二月三十一日獲董事會委任，任期直至本公司下屆股東週年大會結束為止，及彼符合資格並願意於股東週年大會膺選連任。據本公司之公司細則第87(1)及87(2)條，朱宇奇先生及滿圓先生將於即將舉行之股東週年大會上輪值告退，及彼符合資格並願意膺選連任。

各董事之任期由上一次膺選連任或上次委任當日起計，直至根據本公司之公司細則輪值告退為止。

董事之服務合約

擬於即將舉行之股東週年大會上膺選連任之董事，概無與本集團訂立於一年內不作補償（法定補償除外）則不可終止之服務合約。

董事及主要行政人員之股份權益

於二零二零年十二月三十一日，董事、主要行政人員及彼等之聯繫人士在本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債權證中，擁有(i)根據證券及期貨條例第XV部第7及8分部須通知本公司及聯交所之權益及淡倉（包括根據證券及期貨條例之有關條文彼等被視作或視為擁有之權益或淡倉）；或(ii)根據證券及期貨條例第352條須記錄於根據該條所存置之登記冊之權益及淡倉；或(iii)根據上市規則附錄十所載之標準守則而須知會本公司及聯交所之權益及淡倉如下：

Directors' Report

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES (continued)

Long Position

Ordinary shares of HK\$0.006 each of the Company

董事及主要行政人員之股份權益 (續)

好倉

本公司每股面值0.006港元之普通股

Name of directors	董事姓名	No. of shares held	No. of underlying shares held in options granted under the Share Option Scheme	Percentage of the issued share capital of the Company
		No. of shares held	計劃授出之購股權而持有之有關股份數目	佔本公司已發行股本之百分比
ZHU Yuqi	朱宇奇先生	–	7,607,000	0.83
MAN Yuan	滿圓先生	–	7,607,000	0.83
MA Kin Ling	馬健凌先生	–	7,607,000	0.83

Note:

附註：

- The percentage shareholding is calculated on the basis of the Company's issued share capital of 912,936,566 as at 31 December 2020.

- 該股權百分比乃根據本公司於二零二零年十二月三十一日之已發行股本912,936,566股計算。

Directors' Report

董事會報告

SHARE OPTIONS

On 4 May 2012, a share option scheme (the “**Share Option Scheme**”) was adopted by shareholders at the annual general meeting, under which the Directors may, at their discretion, grant share options to eligible persons including Directors, employees and consultants to subscribe share in the Company.

During the year ended 31 December 2020, share options to subscribe for 76,070,000 ordinary shares of HK\$0.006 each under the Share Option Scheme had been granted to eligible grantees. During the year ended 31 December 2020, 8,607,000 share options granted to two directors had been lapsed due to their resignation, 12,046,000 share options granted to employees and consultants had been expired.

At 31 December 2020, the number of shares in respect of which outstanding share options could be exercisable under the terms of the Share Option Scheme was 144,538,000 shares, representing approximately 15.8% the shares of the Company in issue at that date. All outstanding share options are currently held by directors, employees and consultants of the Group.

Particulars of the Share Option Scheme are set out in Note 29 to the consolidated financial statements.

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

購股權

於二零一二年五月四日，股東於股東週年大會上採納一項購股權計劃（「**購股權計劃**」），據此，董事可按其酌情權授出購股權予合資格人士（包括董事、僱員及顧問），以認購本公司股份。

截至二零二零年十二月三十一日，根據購股權計劃可認購76,070,000股每股面值0.006港元之普通股之購股權已授予合資格承授人。於二零二零年十二月三十一日止年度，由於兩名董事辭職而導致已授出的8,607,000份購股權失效，授予僱員及顧問的12,046,000份購股權已到期。

於二零二零年十二月三十一日，根據購股權計劃之條款可予行使之未行使購股權涉及之股份數目為144,538,000股，相當於本公司在該日之已發行股份的約15.8%。目前所有未行使購股權乃由本集團董事、僱員及顧問持有。

購股權計劃詳情載於綜合財務報表附註29。

除上文所披露者外，本公司或其任何附屬公司於年內任何時間概無訂立任何安排，以使董事可透過收購本公司或任何其他法團之股份或債權證而獲益。

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES

As at 31 December 2020, save as disclosed below, the Directors and the chief executive of the Company were not aware of any other person (other than the Directors and the chief executive of the Company) who had, or was deemed to have, interests or short positions in the shares or underlying shares, which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

主要股東之股份權益

於二零二零年十二月三十一日，除下文所披露者外，就本公司董事及主要行政人員所知，以下人士（本公司董事及主要行政人員除外）於股份或相關股份中擁有或視為擁有任何權益或淡倉而須根據證券及期貨條例第XV部第2及3分部之條文向本公司及聯交所披露，或直接或間接擁有在任何情況可於本集團任何其他成員公司之股東大會上投票之任何類別股本面值5%或以上權益。

Name of shareholder with over 5% shareholding 持有超過5%股權之股東姓名／名稱	Capacity 身份	Nature of Interest 權益性質	Long or short position 好倉或淡倉	Number of shares 股份數目	Percentage of the issued share capital of the Company (Note 1) 佔本公司已發行 股本之百分比 (附註1)
Cloud Dynasty (Macau) Limited (Note 2) Cloud Dynasty (Macau) Limited (附註2)	Controlled Company's Interest 受控制公司之權益	Corporate Interest 公司權益	Long Position 好倉	50,000,000	5.48%
Chan Sin Ying (Note 2) 陳倩瑩 (附註2)	Beneficial Owner 實益擁有人	Beneficial Interest 實益權益	Long Position 好倉	50,000,000	5.48%
Eugene Finance International Limited (Note 3) Eugene Finance International Limited (附註3)	Controlled Company's Interest 受控制公司之權益	Corporate Interest 公司權益	Long Position 好倉	65,000,000	7.12%
Xiao Lili (Note 3) 肖梨利 (附註3)	Beneficial Owner 實益擁有人	Beneficial Interest 實益權益	Long Position 好倉	65,000,000	7.12%

Directors' Report

董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES (continued)

Notes:

1. The percentage shareholding is calculated on the basis of the Company's issued share capital of 912,936,566.
2. Cloud Dynasty (Macau) Limited ("**Cloud Dynasty**") is directly interested in 50,000,000 shares in the Company. Cloud Dynasty is wholly owned by Chan Sin Ying. Chan Sin Ying is therefore deemed to be interested in 50,000,000 shares in the Company.
3. Eugene Finance International Limited ("**Eugene Finance**") is directly interested in 65,000,000 shares in the Company. Eugene Finance is wholly owned by Xiao Lili. Xiao Lili is therefore deemed to be interested in 65,000,000 shares in the Company.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DISTRIBUTABLE RESERVES OF THE COMPANY

The Company has no reserve available for distribution to shareholders as at 31 December 2020. Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of the Company is available for distribution. However, a Company cannot declare or pay a dividend, or make a distribution out of contributed surplus, if: (a) the Company is, or would after the payment be, unable to pay its liabilities as they become due; or (b) the realisable value of the Company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

主要股東之股份權益 (續)

附註:

1. 該股權百分比乃根據本公司之已發行股本912,936,566股計算。
2. Cloud Dynasty (Macau) Limited ("**Cloud Dynasty**") 直接擁有50,000,000股本公司股份之權益。Cloud Dynasty由陳倩瑩全資擁有。因此，陳倩瑩被視為於50,000,000股本公司股份中擁有權益。
3. Eugene Finance International Limited ("**Eugene Finance**") 直接擁有65,000,000股本公司股份之權益。Eugene Finance由肖梨利全資擁有。因此，肖梨利被視為於65,000,000股本公司股份中擁有權益。

董事於重大合約之權益

於年終或年內任何時間，本公司或其任何附屬公司概無訂立任何重大且董事直接或間接擁有重大權益之合約。

本公司之可供分派儲備

於二零二零年十二月三十一日，本公司並無可供分派予股東之儲備。根據百慕達一九八一年公司法（經修訂），本公司之繳入盈餘賬可作分派。惟在下列情況，本公司不可宣派或派付股息，或從繳入盈餘中作出分派，如：(a) 本公司現已或將於分派後，無力償還到期債務；或(b) 本公司資產之可變現價值會因此少於債務加上其已發行股本及股份溢價賬。

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.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the Independent Non-executive Directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all of the Independent Non-executive Directors are independent.

EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence. The emoluments of the Directors are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme as an incentive to Directors and eligible employees, details of which are set out in Note 29 to the consolidated financial statements.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 December 2020.

優先購買權

本公司之公司細則或百慕達法例並無對優先購買權作出任何限制，促使本公司須按比例向現有股東提呈發售新股份。

獨立非執行董事之委任

根據上市規則第3.13條，本公司已經收到各獨立非執行董事就其獨立性而發出之年度確認書。本公司認為全體獨立非執行董事均為獨立人士。

薪酬政策

本集團之僱員薪酬政策由薪酬委員會按僱員之表現、資格及能力而訂立。董事酬金由薪酬委員會參照本公司之經營業績、個人表現及可供比較之市場統計數字釐定。

本公司已採納購股權計劃作為對董事及合資格僱員之獎勵，計劃詳情載於綜合財務報表附註29。

購買、出售或贖回本公司之上市證券

本公司或其任何附屬公司於年內概無購買、出售或贖回本公司任何上市證券。

公眾持股量之足夠性

於截至二零二零年十二月三十一日止整個年度，本公司皆維持足夠之公眾持股量。

Directors' Report 董事會報告

AUDITOR

The accounts for the year were audited by McMillan Woods (Hong Kong) CPA Limited whose term of office will expire upon the forthcoming annual general meeting. A resolution for the appointment of McMillan Woods (Hong Kong) CPA Limited as the auditors of the Company for the subsequent year is to be proposed at the forthcoming annual general meeting.

On behalf of the Board
Zhu Yuqi
Executive Director

Hong Kong, 25 March 2021

核數師

本年度的賬目已由長青(香港)會計師事務所有限公司審核，彼於即將舉行之股東週年大會上任滿。本公司將於即將舉行之股東週年大會上提呈一項決議案委聘長青(香港)會計師事務所有限公司為本公司來年之核數師。

代表董事會
執行董事
朱宇奇

香港，二零二一年三月二十五日



長青

**TO THE SHAREHOLDERS OF
SUNCORP TECHNOLOGIES LIMITED**

(incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Suncorp Technologies Limited and its subsidiaries (together, the “**Group**”) set out on pages 64 to 175, which comprise the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by 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.

致新確科技有限公司股東

(於百慕達註冊成立的有限公司)

意見

本核數師(以下簡稱「我們」)已審計列載於第64頁至第175頁的新確科技有限公司及其附屬公司(統稱為「**貴集團**」)的綜合財務報表,此綜合財務報表包括於二零二零年十二月三十一日的綜合財務狀況表,截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表,以及綜合財務報表之附註,包括主要會計政策概要。

我們認為,該等綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈的香港財務報告準則(「**香港財務報告準則**」)真實而中肯地反映 貴集團於二零二零年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已按照香港公司條例的披露規定妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的香港審計準則(「**香港審計準則**」)進行審核。我們在該等準則下承擔的責任已在本報告核數師就審計綜合財務報表承擔的責任部份中作進一步闡述。根據香港會計師公會的專業會計師道德守則(以下簡稱「**守則**」),我們獨立於 貴集團,並已履行守則中的其他道德責任。我們相信,我們已獲得的審計憑證能充足及適當地為我們的審核意見提供基礎。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS

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

1. Allowance for expected credit losses ("ECL") of trade receivables.
2. Allowance for ECL of loan receivables.

Key audit matter

關鍵審計事項

Allowance for ECL of trade receivables

應收貿易賬款預期信貸虧損撥備

Refer to notes 6(c) and 20 to the consolidated financial statements.
請參閱綜合財務報表附註6(c)和20。

The Group had trade receivables of approximately HK\$28,189,000 (2019: approximately HK\$32,669,000), net of allowance for ECL of approximately HK\$1,452,000 (2019: approximately HK\$1,043,000).

貴集團擁有應收貿易賬款約28,189,000港元(二零一九年:約32,669,000港元),扣除預期信貸虧損撥備約1,452,000港元(二零一九年:約1,043,000港元)。

關鍵審計事項

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

1. 應收貿易賬款預期信貸虧損(「預期信貸虧損」)撥備。
2. 應收貸款之預期信貸虧損撥備。

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

Our procedures in relation to management's allowance for ECL assessment of the trade receivables as at 31 December 2020 included:

我們有關管理層對於二零二零年十二月三十一日之應收貿易賬款預期信貸虧損撥備評估之程序包括:

- Understanding and evaluating the key controls that the Group has implemented to manage and monitor its credit risk, and validating the control effectiveness on a sample basis;
- 了解及評估 貴集團已實施的關鍵控制措施,以管理及監控其信貸風險,並抽樣核實控制措施的有效性;
- Checking, on a sample basis, the ageing profile of the trade receivables as at 31 December 2020 to the underlying financial records and post year-end settlements to bank receipts;
- 抽樣檢查於二零二零年十二月三十一日有關財務記錄內的應收貿易賬款的賬齡情況及年結日後的銀行結算收據;

Independent Auditor's Report

獨立核數師報告

Key audit matter

關鍵審計事項

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

Allowance for ECL of trade receivables (continued)

應收貿易賬款預期信貸虧損撥備 (續)

Management performed periodic assessment on the recoverability of the trade receivables and the sufficiency of provision for allowance for ECL based on information including credit profile of different customers, ageing of the trade receivables, historical settlement records, subsequent settlement status, expected timing and amount of realisation of outstanding balances, and on-going trading relationships with the relevant customers. Management also considered forward-looking information that may impact the customers' ability to repay the outstanding balances in order to estimate the allowance for ECL.

管理層根據不同客戶的信貸狀況、應收貿易賬款的賬齡、過往結算記錄、後續結算狀況、預期時間及未償還結餘變現金額及與相關客戶的持續交易關係等資料對應收貿易賬款的可收回性及計提預期信貸虧損撥備的充足性進行定期評估。管理層亦考慮可能影響客戶償還未償還結餘能力的前瞻性資料，以估計預期信貸虧損撥備。

We focus on this area due to the allowance for ECL of trade receivables under the ECL model involved the use of significant management judgements and estimates.

我們關注此範疇乃由於預期信貸虧損模式下的應收貿易賬款預期信貸虧損撥備涉及使用重大管理層判斷及估計。

- Inquiring of management for the status of each of the material trade receivables past due as at year end and corroborating explanations from management with supporting evidence, such as understanding on-going business relationship with the customers based on trade records, checking historical and subsequent settlement records of and other correspondence with the customers;
- 就各重大於年結日已逾期應收貿易賬款狀況及來往信函支持證據證實管理層的解釋（例如根據貿易記錄了解與客戶的持續業務關係，核實客戶的過往及後續償還記錄以及與客戶的其他往來信函）諮詢管理層；
- Assessing the appropriateness of the ECL provisioning methodology, examining the key data inputs on a sample basis to assess their accuracy and completeness, and challenging the assumptions, including both historical and forward-looking information, used to determine the ECL; and
- 評估預期信貸虧損撥備法是否合適，抽樣檢驗關鍵數據輸入以評估其準確性及完整性，並質詢釐定預期信貸虧損所用之假設，包括過往及前瞻性資料；及
- We also assessed the disclosures made in the consolidated financial statements in relation to the Group's credit risk exposure.
- 吾等亦評估就貴集團信貸風險於綜合財務報表中所作披露。

Independent Auditor's Report

獨立核數師報告

Key audit matter

關鍵審計事項

Allowance for ECL of loan receivables

應收貸款之預期信貸虧損撥備

Refer to notes 6(c) and 21 to the consolidated financial statements.
參閱綜合財務報表附註6(c)及21。

As at 31 December 2020, the Group's loan receivables amounted to approximately HK\$168,595,000 (2019: approximately HK\$237,390,000), net of allowance for ECL of approximately HK\$100,934,000 (2019: approximately HK\$13,182,000).

於二零二零年十二月三十一日，本集團的應收貸款約為168,595,000港元（二零一九年：約237,390,000港元），扣除預期信貸虧損撥備約100,934,000港元（二零一九年：約13,182,000港元）。

The allowance for ECL of loan receivables represents the management's best estimates at the end of the reporting period of ECL under Hong Kong Financial Reporting Standard 9: Financial Instruments ECL models.

計提應收貸款預期信貸虧損撥備指管理層根據香港財務報告準則第9號：金融工具預期信貸虧損模式，於報告期末對預期信貸虧損之最佳估計。

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

Our procedures in relation to management's assessment on provision for allowance for ECL of loan receivables as at 31 December 2020 included:

於二零二零年十二月三十一日，我們有關管理層就計提應收貸款的預期信貸虧損撥備進行評估的程序包括：

- Evaluating the design, implementation and operating effectiveness of key internal controls over credit control, debt collection and estimate of ECL;
- 評估信貸監控、債務收回及估計預期信貸虧損之關鍵內部控制的設計、實施及運作成效；
- Assessing the reasonableness of the Group's ECL models by examining the model input used by management to form such judgements, including testing the accuracy of the historical default data, evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information including the economic variables and assumptions used in each of the economic scenarios and their probability weightings and assessing whether there was an indication of management bias when recognising loss allowances;
- 評估 貴集團預期信貸虧損模式合理性的方式為檢查管理層為達致相關判斷所採用之模式輸入數據（包括測試過往違約數據的準確性）、評估歷史虧損率是否按目前經濟狀況及前瞻性資料（包括每種經濟情景中所使用的經濟變量及假設以及其概率權重）來適當調整歷史虧損率，以及評估管理層於確認虧損撥備時是否存在偏見；

Independent Auditor's Report

獨立核數師報告

Key audit matter

關鍵審計事項

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

Allowance for ECL of loan receivables (continued)

應收貸款之預期信貸虧損撥備 (續)

The measurement of ECL requires the application of significant judgement and increased complexity which include the identification of exposures with a significant deterioration in credit quality, and assumptions used in the ECL models (for exposures assessed individually or collectively), such as the expected future cash flows and forward-looking macroeconomic factors.

預期信貸虧損的計量須應用重大判斷及更高的複雜性，其包括識別信貸質素顯著惡化的風險，以及預期信貸虧損模式中使用的假設（就單獨或共同評估的風險而言），例如預期未來現金流量及前瞻性宏觀經濟因素。

We focus on this area due to the significant amount of the loan receivables (with carrying amount representing 56% of the Group's total assets) and the significant estimates and judgement involved in determining the ECL assessment on the loan receivables.

我們關注此方面乃由於應收貸款（賬面值為貴集團資產總值的56%）的重大金額以及釐定應收貸款的預期信貸虧損評估涉及重大估計及判斷。

- Reviewed settlements after the financial year end relating to the loan receivables as at 31 December 2020; and
- 於財政年度末後審閱於二零二零年十二月三十一日應收貸款相關之結算情況；及
- We also assessed the disclosures made in the consolidated financial statements in relation to the Group's credit risk exposure.
- 吾等亦評估就貴集團信貸風險於綜合財務報表中所作披露。

Independent Auditor's Report

獨立核數師報告

OTHER INFORMATION

The directors are responsible for the Other Information. The Other Information comprises all of the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon ("Other Information").

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

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

RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The Audit Committee assists the directors in discharging their responsibilities for overseeing the Group's financial reporting process.

其他信息

董事須對其他信息負責。其他信息包括年報內的所有資料，但不包括綜合財務報表及我們的核數師報告（「其他信息」）。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。根據我們所做的工作，如果我們認為該其他資料存在重大錯誤陳述，則我們須報告該事實。我們於此方面並無報告。

董事及審核委員會對綜合財務報表的責任

董事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擬備真實而中肯之綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項及使用持續經營會計基礎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終止業務，或別無其他實際的替代方案。

審核委員會協助董事履行彼等監督貴集團之財務報告程序的責任。

Independent Auditor's Report 獨立核數師報告

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

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

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional 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.

核數師就審核綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅根據百慕達一九八一年公司法第90條向閣下（作為整體）報告，除此之外報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審核，在某一重大錯誤陳述存在時總能發現。錯誤陳述可能由欺詐或錯誤引起，如果合理預期他們單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視為重大。

在根據香港審計準則進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險、設計及執行審計程序以應對這些風險，以及獲取充足及適當的審計憑證，作為我們的意見基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。

Independent Auditor's Report

獨立核數師報告

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- 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.

核數師就審核綜合財務報表承 擔的責任(續)

- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對 貴集團內部控制的有效性發表意見。
- 評估董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。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之相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於截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。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露資料，以及綜合財務報表是否中肯反映交易及事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督及執行。我們為審核意見承擔全部責任。

Independent Auditor's Report 獨立核數師報告

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

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

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

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

核數師就審核綜合財務報表承擔的責任(續)

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審核發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，為消除威脅所採取的措施或所採用的防範措施。

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

McMillan Woods (Hong Kong) CPA Limited

Certified Public Accountants

Ho Wai Kuen

Audit Engagement Director

Practising Certificate Number – P05966

3/F., Winbase Centre,

208 Queen's Road Central, Hong Kong

Hong Kong, 25 March 2021

長青(香港)會計師事務所有限公司

執業會計師

何渭權

審核項目董事

執業證書編號：P05966

香港皇后大道中208號

勝基中心3樓

香港，二零二一年三月二十五日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

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

		Note 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元
Revenue	收益	8	173,692	202,546
Costs of sales	銷售成本		(148,104)	(177,175)
Gross profit	毛利		25,588	25,371
Other income	其他收益	9	856	4
Distribution and selling expenses	分銷及銷售開支		(443)	(1,823)
Operating expenses	經營開支		(18,275)	(43,113)
Provision for expected credit losses ("ECL") on trade, other and loan receivables, net	應收貿易賬款、其他應收款項及應收貸款之預期信貸虧損(「預期信貸虧損」)撥備淨額		(88,031)	(7,355)
Unrealised gain/(loss) on financial assets at fair value through profit or loss ("FVTPL")	按公平值計入損益(「按公平值計入損益」)之金融資產之未變現收益/(虧損)		10,574	(14,821)
Realised loss on financial assets at FVTPL	按公平值計入損益之金融資產之已變現虧損		(431)	(527)
Loss from operation	經營虧損		(70,162)	(42,264)
Finance costs	財務成本	11	(188)	(262)
Loss before tax	除稅前虧損		(70,350)	(42,526)
Income tax credit/(expense)	所得稅抵免/(開支)	12	243	(240)
Loss for the year attributable to the owners of the Company	本公司擁有人應佔年度虧損	13	(70,107)	(42,766)
Other comprehensive income	其他全面收益			
Item that may be reclassified subsequently to profit or loss:	可能於其後重新分類至損益之項目:			
Exchange differences on translating foreign operations	換算海外業務之匯兌差額		2	(203)
Loss and total comprehensive income for the year attributable to the owners of the Company	本公司擁有人應佔本年度虧損及全面收益總額		(70,105)	(42,969)
				(Restated) (經重列)
Loss per share (HK cents)	每股虧損 (港仙)	17		
– Basic	– 基本		(8.52)	(5.62)
– Diluted	– 攤薄		N/A 不適用	N/A 不適用

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2020 於二零二零年十二月三十一日

		Note 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	18	5	79
Deposits	按金	19	205	205
Deferred tax assets	遞延稅項資產	27	979	979
			1,189	1,263
Current assets	流動資產			
Trade and other receivables	應收貿易賬款及 其他應收款項	20	40,919	47,662
Loan receivables	應收貸款	21	168,595	237,390
Financial assets at FVTPL	按公平值計入損益之 金融資產	22	61,050	39,880
Tax recoverable	可收回稅項		165	–
Cash and bank balances	現金及銀行結餘			
– Segregated accounts	– 獨立賬戶	23	5,620	8,532
– House accounts	– 自有賬戶	23	21,615	30,174
			297,964	363,638
Current liabilities	流動負債			
Trade and other payables	應付貿易賬款及 其他應付款項	24	39,862	53,047
Lease liabilities	租賃負債	25	675	2,251
Bank loan	銀行貸款	26	3,584	181
Current tax liabilities	即期稅項負債		–	15
			44,121	55,494
Net current assets	流動資產淨額		253,843	308,144
Total assets less current liabilities	總資產減流動負債		255,032	309,407
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	25	–	482
Net assets	資產淨額		255,032	308,925
Capital and reserves attributable to owners of the Company	本公司擁有人應佔股本及儲備			
Share capital	股本	28	5,477	4,564
Reserves	儲備		249,555	304,361
Total equity	總權益		255,032	308,925

The consolidated financial statements on pages 64 to 175 were approved and authorised for issue by the Board of Directors on 25 March 2021 and were signed on its behalf by:

第64至175頁之綜合財務報表已於二零二一年三月二十五日獲董事會批准及授權刊印，並由下列董事代表簽署：

ZHU Yuqi
朱宇奇
Director
董事

CHOW Hei Yin Terry
周熾賢
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

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

		Share Capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元 (note 31(b)(i)) (附註31(b)(i))	Other capital reserve 其他 資本儲備 HK\$'000 千港元 (note 31(b)(ii)) (附註31(b)(ii))	Contributed surplus 繳入盈餘 HK\$'000 千港元 (note 31(b)(iii)) (附註31(b)(iii))	Translation reserve 換算儲備 HK\$'000 千港元 (note 31(b)(iv)) (附註31(b)(iv))	Share options reserve 購股權儲備 HK\$'000 千港元 (note 31(b)(v)) (附註31(b)(v))	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	4,564	57,856	14,945	441,253	61	6,864	(185,824)	339,719
Adjustments on initial application of HKFRS 16	首次應用香港財務報告準則第16號之調整	-	-	-	-	-	-	(4,856)	(4,856)
Restated balance at 1 January 2019	於二零一九年一月一日之經重列結餘	4,564	57,856	14,945	441,253	61	6,864	(190,680)	334,863
Loss and total comprehensive income for the year	本年度虧損及全面收益總額	-	-	-	-	(203)	-	(42,766)	(42,969)
Recognition of equity-settled share based payments (note 33(a))	確認以股本結算股份為基礎之付款 (附註33(a))	-	-	-	-	-	17,031	-	17,031
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日	4,564	57,856	14,945	441,253	(142)	23,895	(233,446)	308,925
Loss and total comprehensive income for the year	本年度虧損及全面收益總額	-	-	-	-	2	-	(70,107)	(70,105)
Placing of shares (note 28(iii))	股份配售 (附註28(iii))	913	12,779	-	-	-	-	-	13,692
Share options lapsed	購股權失效	-	-	-	-	-	(7,419)	7,419	-
Recognition of equity-settled share based payments (note 33(a))	確認以股本結算股份為基礎之付款 (附註33(a))	-	-	-	-	-	2,520	-	2,520
At 31 December 2020	於二零二零年十二月三十一日	5,477	70,635	14,945	441,253	(140)	18,996	(296,134)	255,032

Consolidated Statement of Cash Flows

綜合現金流量表

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

	Note 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元
Operating activities	經營業務		
Loss before tax	除稅前虧損	(70,350)	(42,526)
Adjustments for:	經調整：		
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	25	71
Unrealised (gain)/loss on financial assets at FVTPL	按公平值計入損益之金融資產之未變現(收益)/虧損	(10,574)	14,821
Realised loss on financial assets at FVTPL	按公平值計入損益之金融資產已變現虧損	431	527
Finance costs	融資成本	188	262
Interest income	利息收入	—	(2)
Share-based payment expense	以股份為基礎之付款開支	2,520	17,031
COVID-19 related rent concessions received	已收COVID-19相關租金減免	(67)	—
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	49	—
Provision for ECL on trade receivables	應收貿易賬款之預期信貸虧損撥備	409	377
Provision for ECL on loan receivables	應收貸款之預期信貸虧損撥備	87,752	6,541
(Reversal of)/provision for ECL on other receivables	其他應收款項預期信貸虧損(撥回)/撥備	(130)	437
Operating profit/(loss) before working capital changes	未計營運資金變動前之經營溢利/(虧損)	10,253	(2,461)
Decrease in trade and other receivables	應收貿易賬款及其他應收款項減少	6,464	6,392
Increase in loan receivables	應收貸款增加	(18,957)	(38,623)
Decrease in bank balances – Segregated accounts	銀行結餘減少 – 獨立賬戶	2,912	43,568
Decrease in bill receivables discounted with full resource	附有全面追索權之應收貼現票據減少	—	973
(Increase)/decrease in financial assets at FVTPL	按公平值計入損益之金融資產(增加)/減少	(11,027)	41
Decrease in trade and other payables	應付貿易賬款及其他應付款項減少	(13,185)	(40,896)
Cash used in operations	經營動用之現金	(23,540)	(31,006)
Income tax refunded/(paid)	退還/(已付)所得稅	63	(1,102)
Interest element of lease paid	已付租賃之利息部分	(98)	(229)
Interest paid	已付利息	(90)	(33)
Net cash used in operating activities	經營業務動用之現金淨額	(23,665)	(32,370)

Consolidated Statement of Cash Flows

綜合現金流量表

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

		Note 附註	2020 HK\$'000 千港元	2019 HK\$'000 千港元
Investing activity	投資業務			
Interest received	已收利息		—	2
Financing activities	融資業務			
Decrease in advance drawn on bill receivables discounted with full recourse	預支附有全面追索權之應收貼現票據之墊款減少		—	(973)
Proceeds from placing of new shares	配售新股份所得款項		13,692	—
New bank loan raised	籌集新增銀行貸款		3,800	—
Repayment of bank loan	償還銀行貸款		(397)	(698)
Principal elements of lease payment paid	已付租賃付款本金部分		(1,991)	(2,123)
Net cash generated from/ (used in) financing activities	融資業務產生／(動用)之現金淨額		15,104	(3,794)
Net decrease in cash and cash equivalents	現金及現金等值項目減少淨額		(8,561)	(36,162)
Effects of foreign exchange rate changes	外幣匯率變動之影響		2	(203)
Cash and cash equivalents at 1 January	於一月一日之現金及現金等值項目		30,174	66,539
Cash and cash equivalents at 31 December	於十二月三十一日之現金及現金等值項目		21,615	30,174
Analysis of cash and cash equivalents	現金及現金等值項目分析：			
Cash and bank balances – House accounts	現金及銀行結餘 – 自有賬戶	23	21,615	30,174

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

1. GENERAL

SunCorp Technologies Limited (the “**Company**”) was incorporated in Bermuda as an exempted company with limited liability under the Companies Act of Bermuda. The addresses of the registered office and principal place of business of the Company are Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, respectively. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Company is an investment holding company. The principal activities of its principal subsidiaries are set out in note 32 to the consolidated financial statements.

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”). HKFRSs comprise Hong Kong Financial Reporting Standards (“**HKFRS**”); Hong Kong Accounting Standards (“**HKAS**”); and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange and the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

1. 一般資料

新確科技有限公司(「**本公司**」)為根據百慕達公司法在百慕達註冊成立之受豁免有限公司。本公司之註冊辦事處及主要營業地點地址分別為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda及香港灣仔港灣道18號中環廣場35樓。本公司股份於香港聯合交易所有限公司(「**聯交所**」)主板上市。

本公司為投資控股公司。其主要附屬公司之主要業務載於綜合財務報表附註32。

2. 編製基準

此等綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈的所有適用香港財務報告準則(「**香港財務報告準則**」)編製。香港財務報告準則包括香港財務報告準則(「**香港財務報告準則**」)、香港會計準則(「**香港會計準則**」)及詮釋。此等綜合財務報表亦遵守聯交所證券上市規則的適用披露條文及香港公司條例第(622章)的披露要求。本集團採納的重大會計政策披露於下文。

香港會計師公會已頒佈若干新訂及經修訂香港財務報告準則，該等準則在本集團當前的會計期間首次生效或可供提早採用。附註3載列因初次應用與本集團有關之發展而產生於此等綜合財務報表內反映當前及過往會計期間之會計政策變動資料。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. ADOPTION OF NEW AND REVISED HKFRSs

(a) Application of new and revised HKFRSs

The Group has applied the Amendments to Reference to the Conceptual Framework in HKFRS Standards and the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2020 for the preparation of the consolidated financial statements:

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

In addition, the Group has early applied the Amendments to HKFRS 16, COVID-19 Related Rent Concessions.

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

3. 採納新訂及經修訂香港財務報告準則

(a) 應用新訂及經修訂香港財務報告準則

編製綜合財務報表時，本集團已首次應用於二零二零年一月一日或之後開始之年度期間強制生效之香港財務報告準則中概念性框架之提述（修訂本）以及下列香港會計師公會頒佈之香港財務報告準則（修訂本）：

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

此外，本集團已提早採納香港財務報告準則第16號（修訂本），新冠病毒疾病（COVID-19）相關租金減免。

除下文所披露者外，於本年度應用香港財務報告準則內概念性框架之提述（修訂本）及香港財務報告準則（修訂本）並無對本集團於本年度及過往年度之財務狀況及表現及／或該等綜合財務報表所載之披露產生重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. ADOPTION OF NEW AND REVISED HKFRSs (continued)

(a) Application of new and revised HKFRSs (continued)

Amendment to HKFRS 16, COVID-19-Related Rent Concessions

The amendment provides a practical expedient that allows a lessee to by-pass the need to evaluate whether certain qualifying rent concessions occurring as a direct consequence of the COVID-19 pandemic ("COVID-19 Related Rent Concessions") are lease modifications and, instead, account for those rent concessions as if they were not lease modifications.

The Group has elected to early adopt the amendments and applies the practical expedient to all qualifying COVID-19 Related Rent Concessions granted to the Group during the year. Consequently, rent concessions received have been accounted for as negative variable lease payments recognised in profit or loss in the period in which the event or condition that triggers those payments occurred (note 13). There is no impact on the opening balance of equity at 1 January 2020.

3. 採納新訂及經修訂香港財務報告準則 (續)

(a) 應用新訂及經修訂香港財務報告準則 (續)

香港財務報告準則第16號(修訂本)·新冠病毒疾病(COVID-19)相關租金減免

該修訂本提供一項實際權宜方法，准許承租人無須損評估直接因新冠病毒疾病(COVID-19)大流行而產生之若干合資格租金優惠(「新冠病毒疾病(COVID-19)相關租金減免」)是否為租賃修訂，而是可按猶如其非租賃修訂之方式將租金減免入賬。

本集團已選擇提早採納該修訂，並應用於本集團於年內獲授之所有合資格之新冠病毒疾病(COVID-19)相關租金減免。因此，收取之租金減免已於觸發該等付款之事項或情況發生期間之損益中確認為負方可變租賃付款(附註13)。這對於二零二零年一月一日之年初結餘並無影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. ADOPTION OF NEW AND REVISED HKFRSs (continued)

(b) New and revised HKFRSs in issue but not yet effective

Other than the amendments to HKFRS 16, COVID-19 Related Rent Concessions, the Group has not early applied any new and revised HKFRSs that have been issued but are not yet effective for the financial year beginning on or after 1 January 2020. These new and revised HKFRSs include the following which may be relevant to the Group.

3. 採納新訂及經修訂香港財務報告準則 (續)

(b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則

除香港財務報告準則第16號(修訂本)、新冠病毒疾病(COVID-19)相關租金減免之外,本集團於二零二零年一月一日或之後開始之財政年度概並無提前應用任何已頒佈但尚未生效之新訂及經修訂香港財務報告準則。可能與本集團有關之該等新訂及經修訂香港財務報告準則包括以下各項:

	Effective for accounting periods beginning on or after 於以下日期或之後開始之會計期間生效
Amendments to HKFRS 3 "Reference to the Conceptual Framework" 香港財務報告準則第3號(修訂本)「概念性框架之提述」	1 January 2022 二零二二年一月一日
Amendments to HKAS 16 "Property, Plant and Equipment: proceeds before intended use" 香港會計準則第16號(修訂本)「物業、廠房及設備:未作擬定用途前之所得款項」	1 January 2022 二零二二年一月一日
Amendments to HKAS 37 "Onerous Contracts – Cost of Fulfilling a Contract" 香港會計準則第37號(修訂本)「虧損合約—達成合約之成本」	1 January 2022 二零二二年一月一日
Annual Improvements to HKFRSs 2018 – 2020 Cycle 二零一八年至二零二零年週期之香港財務報告準則之年度改進	1 January 2022 二零二二年一月一日

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. ADOPTION OF NEW AND REVISED HKFRSs (continued)

(b) New and revised HKFRSs in issue but not yet effective (continued)

3. 採納新訂及經修訂香港財務報告準則 (續)

(b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則 (續)

**Effective for
accounting
periods
beginning on
or after
於以下日期
或之後開始之
會計期間生效**

Amendments to HKAS 1 "Classification of Liabilities as current or non-current"

1 January 2023

香港會計準則第1號(修訂本)「負債的流動或非流動分類」

二零二三年
一月一日

Hong Kong Interpretation 5 (2020) "Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause"

1 January 2023

香港詮釋第5號(二零二零年)「財務報表之呈列－借款人對包含隨時要求償還條文之定期貸款之分類」

二零二三年
一月一日

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on these consolidated financial statements.

本集團正在評估該等修訂本及新訂準則預期於首次應用期間的影響。截至目前，本集團認為採納此等準則不太可能對該等綜合財務報表產生重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared under the historical cost convention, unless mentioned otherwise in the accounting policies below.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

(a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. 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 has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties. A potential voting right is considered only if the holder has the practical ability to exercise that right.

4. 主要會計政策

該等綜合財務報表乃按歷史成本常規編製，惟於下文會計政策另有提及者除外。

編製符合香港財務報告準則的財務報表需要採用若干關鍵會計估計。管理層亦須在採用本集團會計政策的過程中作出判斷。涉及高度判斷或極為複雜的範疇，或對綜合財務報表而言屬重大假設及估計的範疇，乃於附註5披露。

編製該等綜合財務報表時應用的主要會計政策載列如下。

(a) 綜合賬目

綜合財務報表包括本公司及其附屬公司編製的截至十二月三十一日止的財務報表。附屬公司指本集團具有控制權的實體。當本集團通過參與實體業務而享有或有權享有浮動回報，並有能力通過對實體的權力而影響該等回報時，即對該實體具有控制權。當本集團擁有令其目前能夠指揮相關活動（即對實體回報造成重大影響的活動）的現有權利時，本集團即對該實體擁有權力。

在評估控制權時，本集團會考慮其潛在投票權以及由其他各方持有的潛在投票權。僅於持有人有實際能力行使潛在投票權時方會考慮該等權利。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Consolidation (continued)

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment loss.

(b) Foreign currency translation

(i) *Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "**functional currency**"). The consolidated financial statements are presented in Hong Kong dollars ("**HK\$**"), which is the Company's functional and presentation currency.

4. 主要會計政策 (續)

(a) 綜合賬目 (續)

附屬公司在控制權轉移至本集團當日起綜合入賬。附屬公司在控制權終止當日起停止綜合入賬。

集團內公司間交易、結餘及未變現溢利均予對銷。未變現虧損亦會對銷，除非該交易有證據顯示所轉讓資產出現減值則作別論。附屬公司的會計政策已作出必要調整，以確保與本集團所採納的政策貫徹一致。

於本公司的財務狀況表中，於附屬公司的投資按成本減減值虧損列賬。

(b) 外幣換算

(i) *功能及呈列貨幣*

本集團旗下各實體的財務報表所包括的項目，均以該實體營運的主要經濟環境的貨幣（「**功能貨幣**」）計量。綜合財務報表乃以本公司的功能及呈列貨幣港元（「**港元**」）呈列。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Foreign currency translation (continued)

(ii) *Transactions and balances in each entity's financial statements*

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair value in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

4. 主要會計政策 (續)

(b) 外幣換算 (續)

(ii) 於各實體財務報表的交易及結餘

於初步確認時，外幣交易均採用交易當日的匯率換算為功能貨幣。以外幣計值的貨幣資產及負債均按各報告期末的匯率進行換算。因該換算政策而產生的收益及虧損於損益確認。

按公平值計量及以外幣計值的非貨幣項目乃按釐定公平值當日的匯率換算。

當非貨幣項目的收益或虧損於其他全面收益確認時，該收益或虧損的任何匯兌部分於其他全面收益確認。當非貨幣項目的收益或虧損於損益確認時，該收益或虧損的任何匯兌部分於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Foreign currency translation (continued)

(iii) Translation on consolidation

The results and financial position of all the Group's entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates for the period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of monetary items that form part of the net investment in foreign entities are recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

4. 主要會計政策 (續)

(b) 外幣換算 (續)

(iii) 綜合賬目的換算

所有本集團實體的業績及財務狀況的功能貨幣如有別於本公司的呈列貨幣，均按以下方式換算為本公司的呈列貨幣：

- 於各財務狀況表呈列的資產及負債乃按有關財務狀況表日期的收市匯率換算；
- 收支乃按期內平均匯率換算（除非該平均匯率並非在有相關交易當日通行匯率累積影響的合理估計內，在該情況下，收支按有關交易當日的匯率換算）；及
- 所有因此而產生的匯兌差額均於其他全面收益確認並於外幣換算儲備內累計。

於綜合入賬時，因換算構成海外實體淨投資一部分的貨幣項目而產生的匯兌差額於其他全面收益確認及於外幣換算儲備內累計。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Property, plant and equipment

Property, plant and equipment are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Leasehold improvement	Over the shorter of the term of the lease or 5 years
Furniture, fixtures and equipment	15%-20%

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

4. 主要會計政策 (續)

(c) 物業、廠房及設備

物業、廠房及設備乃於綜合財務狀況表按成本減其後累計折舊及其後累計減值虧損(如有)列賬。

其後成本乃納入資產賬面值或確認為個別資產(如適用),但只有在該項目有可能為本集團流入未來經濟利益,以及可以可靠地計量該項目的成本情況下才以此方式處理。所有其他檢修及維修乃於其所產生的期間於損益確認。

物業、廠房及設備乃以直線法在估計可使用年內,按足以撇銷其成本的折舊率減去其殘值計算折舊。主要年率如下:

租賃物業 裝修	按租賃年期或 五年(以較短 者為準)
傢俬、裝置 及設備	15%至20%

殘值、可使用年期及折舊方法會於各報告期末作出檢討並作出調整(如適用),而任何估計變動的影響按預期基準入賬。

出售物業、廠房及設備之收益或虧損乃有關資產的出售所得款項淨額與賬面值之差額,且於損益內確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Leases

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

The Group as a lessee

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

4. 主要會計政策 (續)

(d) 租賃

本集團會於合約初始生效時評估該合約是否屬租賃或包含租賃。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，則該合約屬租賃或包含租賃。倘客戶有權主導可識別的資產的使用及從該使用中獲取幾乎所有的經濟收益，則表示控制權已轉讓。

本集團作為承租人

於租賃開始日期，本集團確認使用權資產及租賃負債，惟租賃期為12個月或更短的短期租賃及低價值資產的租賃除外。當本集團就低價值資產訂立租賃時，本集團按每項租賃情況決定是否將租賃資本化。與該等不作資本化租賃相關的租賃付款在租賃期內按系統基準確認為開支。

當將租賃資本化時，租賃負債初步按租賃期內應付租賃付款的現值確認，並使用租賃中隱含的利率或（倘該利率不可直接釐定）使用相關的增量借款利率貼現。初步確認後，租賃負債按攤銷成本計量，而利息開支則採用實際利率法計算。不取決於某一指數或比率的可變租賃付款不包括在租賃負債的計量，因此於其產生的會計期間自損益扣除。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Leases (continued)

The Group as a lessee (continued)

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses.

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

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

4. 主要會計政策 (續)

(d) 租賃 (續)

本集團作為承租人 (續)

於租賃資本化時確認的使用權資產初步按成本計量，包括租賃負債的初始金額加上在開始日期或之前支付的任何租賃付款，以及產生的任何初步直接成本。在適用情況下，使用權資產的成本亦包括拆除及移除相關資產或還原相關資產或該資產所在地而產生的估計成本，該成本須貼現至其現值並扣除任何收取的租賃優惠。使用權資產隨後按成本減去累計折舊及減值虧損列賬。

倘本集團合理確信在租賃期屆滿時取得相關租賃資產的擁有權，則使用權資產自開始日期起至可使用年期屆滿期間折舊。否則，使用權資產按其估計可使用年期及租期的較短者以直線法折舊。

已付可退還租賃按金根據香港財務報告準則第9號入賬，並初步按公平值計量。於初步確認時對公平值的調整被視為額外租賃付款，並計入使用權資產成本。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Leases (continued)

The Group as a lessee (continued)

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are any rent concessions which arose as a direct consequence of the COVID-19 pandemic and which satisfied the conditions set out in paragraph 46B of HKFRS 16. In such cases, the group took advantage of the practical expedient set out in paragraph 46A of HKFRS 16 and recognised the change in consideration as if it were not a lease modification.

4. 主要會計政策 (續)

(d) 租賃 (續)

本集團作為承租人 (續)

當未來租賃付款因某一指數或比率變動而變更，或當本集團預期根據殘值擔保估計預期應付的金額有變，或因重新評估本集團是否合理地確定將行使購買、續租或終止選擇權而產生變動，則會重新計量租賃負債。按此方式重新計量租賃負債時，使用權資產的賬面值將作相應調整，或倘使用權資產的賬面值已減至零，則於損益內列賬。

當租賃範疇發生變化或租賃合約原先並無規定的租賃代價發生變化（「租賃修訂」），且未作為單獨的租賃入賬時，則亦要對租賃負債進行重新計量。在此情況，租賃負債根據經修訂的租賃付款及租賃期限，使用經修訂的貼現率在修訂生效日重新計量。唯一例外為因新冠病毒疾病(COVID-19)大流行而直接產生的任何租金減免，且其符合香港財務報告準則第16號第46B段所載的條件。在該等情況，本集團利用香港財務報告準則第16號第46A段所載的可行權宜方法確認代價變動，猶如其並非租賃修訂。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when the Group's entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. 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 its retained interest in the asset and an associated liability for amounts it may have to pay. 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.

4. 主要會計政策 (續)

(e) 確認及終止確認金融工具

金融資產及金融負債乃當本集團成為該工具合約條文的訂約方時，於綜合財務狀況表確認。

金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債（不包括按公平值計入損益之金融資產及金融負債）直接應佔之交易成本乃於初步確認時計入金融資產或金融負債之公平值或於其中扣除（如適用）。收購按公平值計入損益之金融資產或金融負債直接應佔之交易成本即時於損益確認。

僅於資產現金流量之合約權利屆滿時，或將金融資產及所有權之絕大部分風險及回報轉讓予另一實體時，本集團方會終止確認金融資產。倘本集團並未轉讓亦未保留所有權之絕大部分風險及回報，並繼續控制已轉讓資產，則本集團會確認其於資產之保留權益及可能需要支付之相關負債款項。倘本集團保留已轉讓金融資產所有權之絕大部分風險及回報，則本集團繼續確認該金融資產並亦確認已收所得款項之有抵押借款。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Recognition and derecognition of financial instruments (continued)

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

(f) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Debt investments

Debt investments held by the Group are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method.

4. 主要會計政策 (續)

(e) 確認及終止確認金融工具 (續)

本集團僅於其責任已獲解除、註銷或屆滿時方會終止確認金融負債。終止確認之金融負債賬面值與已付及應付代價(包括已轉讓之任何非現金資產或所承擔負債)之差額於損益內確認。

(f) 金融資產

所有以正規途徑購入或銷售之金融資產乃按交易日期基準確認及終止確認。正規途徑購入或銷售乃按市場法規或慣例所確定之時間框架內交付資產之金融資產購入或銷售。所有已確認之金融資產均按攤銷成本或公平值進行後續計量，視乎金融資產之分類而定。

債務投資

本集團持有之債務投資會歸入以下其中一個計量類別：

- 按攤銷成本，倘持有投資以用作收取合約現金流量，即純粹為獲得本金及利息付款。投資利息收入採用實際利率法計算。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Financial assets (continued)

Debt investments (continued)

- fair value through other comprehensive income (“FVTOCI”) – recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.
- FVTPL if the investment does not meet the criteria for being measured at amortised cost or fair FVTOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

4. 主要會計政策 (續)

(f) 金融資產 (續)

債務投資 (續)

- 按公平值計入其他全面收益(「按公平值計入其他全面收益」) – 可撥回(倘投資合約現金流量僅包括本金及利息付款,且持有投資的業務模式的目的以收回合約現金流量及出售達成)。公平值變動於其他全面收益確認,惟預期信貸虧損、利息收入(採用實際利率法計算)及匯兌收益及虧損於損益確認。當終止確認該投資時,於其他全面收益內累計的金額自權益重撥至損益。
- 按公平值計入損益,倘投資並不符合按攤銷成本或按公平值計入其他全面收益(可撥回)之方式計量。投資(包括利息)之公平值變動於損益確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Financial assets (continued)

Equity investments

An investment in equity securities is classified as FVTPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an election to designate the investment at FVTOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVTPL or FVTOCI, are recognised in profit or loss as other income.

(g) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses.

4. 主要會計政策 (續)

(f) 金融資產 (續)

股本投資

於股本證券之投資分類為按公平值計入損益列賬，除非該等股本投資並非以交易為目的持有且於初步確認投資時，本集團選擇指定投資為按公平值計入其他全面收益入賬（不可撥回），由此，隨後公平值之變動於其他全面收益內確認。該等選擇以工具為基礎作出，但僅會在發行人認為投資滿足股本之定義的情況下作出。作出該選擇後，於其他全面收益內累計之金額仍將保留在公平值儲備（不可撥回）內直至完成投資出售。於出售時，於公平值儲備（不可撥回）內累計之金額轉入保留盈利，且不會透過損益撥回。於股本證券之投資之股息（無論是否歸類為按公平值計入損益或按公平值計入其他全面收益）於損益內確認為其他收入。

(g) 應收貿易賬款及其他應收款項

應收賬款於本集團擁有無條件收取代價的權利時確認。倘代價僅隨時間推移即可成為到期應付，則收取代價之權利為無條件。倘於本集團具備無條件收取代價權利前經已確認為收益，則有關金額呈列為合約資產。

應收賬款使用實際利率法按攤銷成本減信貸虧損撥備列賬。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows. Cash and cash equivalents are assessed for ECL.

(i) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

(j) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

4. 主要會計政策 (續)

(h) 現金及現金等值項目

現金及現金等值項目包括銀行及手頭現金、存於銀行及其他金融機構的活期存款以及可以隨時兌換成已知數額現金且無重大價值變動風險並於購入後三個月內到期的短期高流動性投資。就綜合現金流量表而言，須按要求償還且為本集團現金管理組成部分的銀行透支亦計入現金及現金等值項目之組成部分。現金及現金等值項目需接受預期信貸虧損評估。

(i) 金融負債及股本工具

金融負債及股本工具按所訂立的合約安排內容及香港財務報告準則中金融負債及股本工具的定義予以分類。股本工具為可證明於本集團經扣除所有負債後於資產中擁有剩餘權益的任何合約。就特定金融負債及股本工具採納的會計政策於下文載列。

(j) 借貸

借貸初步按公平值扣除所產生的交易成本確認，而其後則採用實際利率法按攤銷成本計量。

除非本集團有無條件權利延遲償還負債直至報告期後最少12個月，否則借貸應分類為流動負債。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Trade and other payables

Trade and other payables 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 immaterial, in which case they are stated at cost.

(l) Equity instruments

An equity instrument is any contract that evidence a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(m) Revenue and other income

Revenue is recognised when control over a product or service is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

4. 主要會計政策 (續)

(k) 應付貿易賬款及其他應付款項

應付貿易賬款及其他應付款項初步按公平值確認，而其後則採用實際利率法按攤銷成本計量，惟倘貼現影響並不重大，則以成本列賬。

(l) 股本工具

股本工具為可證明經扣除其所有負債後於實體資產擁有餘額權益之任何合約。本公司發行的股本工具乃按已收取的所得款項扣除直接發行成本入賬。

(m) 收益及其他收入

收益於產品或服務之控制權按本集團預期有權獲取之承諾代價金額（不包括代表第三方收取之金額）轉移至客戶時確認。收益不包括增值稅或其他銷售稅，並經扣除任何貿易折扣。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Revenue and other income (continued)

Revenue from the sale of products is recognised when control of the goods has transferred, being when the goods have been shipped to the wholesaler's specific location (delivery). Following delivery, the wholesaler has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods. A receivable is recognised by the Group when the goods are delivered to the wholesaler as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

Commission income from securities dealing and brokerage services is recognised on trade date basis when the relevant sale or purchase of securities transactions is executed.

Commission income from placing and underwriting service is recognised in accordance with the terms of the underlying agreement or deal mandate when the relevant significant act has been completed.

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset.

4. 主要會計政策 (續)

(m) 收益及其他收入 (續)

銷售貨品之收益於貨品之控制權轉移至客戶，即貨品付運至批發商指定之目的地（交付）時確認。交付完成後，批發商可全權酌情決定分銷方式及貨品售價，並承擔轉售貨品之主要責任及貨品報廢及損失之風險。本集團於貨品交付至批發商時確認應收賬款，原因為收取代價之權利於該時間點變為無條件，僅須待時間推移則可收取付款。

證券交易及經紀服務的佣金收入於進行相關證券交易買賣時按貿易日期基準確認。

配售及包銷服務的佣金收入乃於有關重要行動完成時按照有關協議或交易授權之條款確認。

利息收入於應計時採用實際利率法確認。就按攤銷成本計量且並無出現信貸減值之金融資產而言，資產賬面總值適用實際利率。就出現信貸減值之金融資產而言，資產之攤銷成本（即扣除虧損撥備之賬面總值）適用實際利率。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(n) Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

(iii) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits, and when the Group recognises restructuring costs and involves the payment of termination benefits.

4. 主要會計政策 (續)

(n) 僱員福利

(i) 僱員休假權利

僱員應享年假及長期服務假於僱員可享有假期時確認。撥備乃就僱員直至報告期末止所提供服務可享有的年假及長期服務假的估計責任作出。

僱員可享有的病假及產假於休假時方予確認。

(ii) 退休金承擔

本集團向所有僱員均可參與的定額供款退休計劃作出供款。本集團及僱員對計劃的供款乃按僱員基本薪金的若干百分比計算。於損益內扣除的退休福利計劃費用乃指本集團應向基金作出的供款。

(iii) 離職福利

離職福利於本集團無法撤回提供該等福利，以及於本集團確認重組成本及涉及支付離職福利的較早日期予以確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Share-based payments

The Group issues equity-settled share-based payments to certain directors, employees and consultants.

Equity-settled share-based payments to directors and employees are measured at the fair value (excluding the effect of non-market based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

Equity-settled share-based payments to consultants are measured at the fair value of the services rendered or, if the fair value of the services rendered cannot be reliably measured, at the fair value of the equity instruments granted. The fair value is measured at the date the Group receives the services and is recognised as an expense.

(p) Borrowing costs

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

(q) Government grants

A government grant is recognised when there is reasonable assurance that the Group will comply with the conditions attaching to it and that the grant will be received.

Government grants relating to income are deferred and recognised in profit or loss over the period to match them with the costs they are intended to compensate.

4. 主要會計政策 (續)

(o) 以股份為基礎之付款

本公司向若干董事、僱員及顧問發行以股本結算並以股份為基礎之付款。

給予董事及僱員的以股本結算並以股份為基礎之付款按股本工具於授出日期的公平值(不計非市場基礎歸屬條件的影響)計量。以股本結算並以股份為基礎之付款於授出日期釐定的公平值於歸屬期間內按直線法支銷,並基於本集團對股份最終歸屬的估計及對非市場基礎歸屬條件的影響作出調整。

給予顧問的以股本結算並以股份為基礎之付款按所提供服務的公平值計量,或如所提供服務的公平值不能可靠地計量,則按所授出股本工具的公平值計量。公平值乃按本集團收受服務之日計量並確認為開支。

(p) 借貸成本

所有借貸成本於產生期間在損益確認。

(q) 政府補助

當有合理保證本集團將遵守政府補助的附帶條件及將獲得補助時,即確認政府補助。

與收入相關的政府補助將予以遞延,並將於配合擬補助的成本的期間內於損益內確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Government grants (continued)

Government grants that become receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

(r) Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

4. 主要會計政策 (續)

(q) 政府補助 (續)

因已產生的開支或虧損或向本集團提供即時財務資助成為應收補償且並無日後相關成本的政府補助，乃於其成為應收款項的期間於損益確認。

(r) 稅項

所得稅指即期稅項與遞延稅項的總和。

即期應付稅項乃按年內應課稅溢利計算。應課稅溢利由於其他年度的應課稅或可扣稅收支項目以及毋須課稅或不可扣稅的項目，故有別於於損益內所確認的溢利。本集團就即期稅項之負債按於報告期末已實施或大致上已實施的稅率計算。

遞延稅項按綜合財務報表中資產及負債賬面值與計算應課稅溢利所用相應稅基間的差額而確認。遞延稅項負債一般就所有應課稅暫時差額而確認且遞延稅項資產僅在有可能應課稅溢利足以用作抵銷可扣稅暫時差額、未動用稅項虧損或未動用稅項抵免時予以確認。倘暫時差額乃由商譽或初步確認（業務合併除外）不會影響應課稅溢利或會計溢利的交易的其他資產及負債時產生，則該項資產和負債不予確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Taxation (continued)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint arrangements, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

4. 主要會計政策 (續)

(r) 稅項 (續)

遞延稅項負債乃就於附屬公司及聯營公司投資所產生的應課稅暫時差額予以確認，惟本集團可控制撥回暫時差額的時間及暫時差額可能於可見將來不會撥回則作別論。

遞延稅項資產之賬面值需於各報告期間末作檢討，並於不再可能有足夠應課稅溢利以收回全部或部份資產之情況作出相應扣減。

遞延稅項以該期間（當清還負債或變現資產時）預期適用稅率衡量，根據於報告期末已實施或大致實施的稅率計算。遞延稅項於損益中確認，惟在遞延稅項與於其他全面收益或直接在權益中確認的項目有關的情況下，遞延稅項亦會於其他全面收益或直接於權益中確認。

遞延稅項資產及負債計量反映本集團預期於報告期末收回資產或清償負債賬面值之方式的稅項影響。

為計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項，本集團首先釐定稅項扣減是否歸屬於使用權資產或租賃負債。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Taxation (continued)

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

(s) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss to its estimated recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the cash-generating unit to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the cash-generating unit ("CGU").

4. 主要會計政策 (續)

(r) 稅項 (續)

就稅項扣減歸屬於租賃負債的租賃交易而言，本集團就使用權資產及租賃負債獨立應用香港會計準則第12號的規定。由於應用初步確認豁免，使用權資產及租賃負債的暫時差額並未於初步確認時及於租期內確認。

遞延稅項資產及負債可在即期稅項資產及即期稅項負債具合法執行權利互相抵銷，以及其與同一課稅機關徵收的所得稅有關，而本集團計劃以淨額基準處理其即期稅項資產及負債時，予以抵銷。

(s) 非金融資產減值

非金融資產的賬面值於各報告日期檢討有無減值跡象，倘資產已減值，則作為開支透過綜合損益表撇減至其估計可收回金額。可收回金額按個別資產釐定，惟倘資產並無產生大部分獨立於其他資產或資產組合的現金流入，則可收回金額按資產所屬的現金產生單位釐定。可收回金額按個別資產或現金產生單位（「現金產生單位」）的使用價值與其公平值減出售成本兩者中的較高者計算。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Impairment of non-financial assets (continued)

Value in use is the present value of the estimated future cash flows of the asset/CGU. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset/CGU whose impairment is being measured.

Impairment losses for CGUs are allocated first against the goodwill of the unit and then pro rata amongst the other assets of the CGU. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment.

(t) Impairment of financial assets

The Group recognises a loss allowance for ECL on investments in debt instruments that are measured at amortised cost, trade receivables and loan receivables. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

4. 主要會計政策 (續)

(s) 非金融資產減值 (續)

使用價值為資產／現金產生單位估計未來現金流量的現值。現值按反映貨幣時間價值及資產／現金產生單位(已計量減值)的特有風險之稅前貼現率計算。

現金產生單位減值虧損按比例在現金產生單位資產間進行分配。因估計轉變而導致其後可收回金額增加將計入損益直至撥回減值。

(t) 金融資產減值

本集團就按攤銷成本計量的於債務工具之投資、應收貿易賬款及應收貸款的預期信貸虧損確認虧損撥備。預期信貸虧損金額於各報告日期更新，以反映自初步確認以來有關金融工具的信貸風險變動。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Impairment of financial assets (continued)

The Group always recognises lifetime ECL for trade receivables and loan receivables. The ECL on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument. In contrast, 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.

4. 主要會計政策 (續)

(t) 金融資產減值 (續)

本集團一直就應收貿易賬款及應收貸款確認全期預期信貸虧損。該等金融資產之預期信貸虧損乃根據本集團的過往信貸虧損經驗採用撥備方陣估計，並就債務人獨有之因素、整體經濟狀況以及於報告日期對現行及預測經濟狀況發展方向之評估（包括貨幣時間值（如適用））作出調整。

就所有其他金融工具而言，倘信貸風險自初步確認以來顯著增加，則本集團確認全期預期信貸虧損。然而，倘金融工具的信貸風險自初步確認以來並無顯著增加，則本集團按等於12個月預期信貸虧損的金額計量該金融工具的虧損撥備。

全期預期信貸虧損指於金融工具預期年期內發生的所有可能違約事件所導致的預期信貸虧損。相反，12個月預期信貸虧損指預期於報告日期後12個月內可能發生的金融工具違約事件所導致的部分全期預期信貸虧損。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Impairment of financial assets (continued)

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 at the reporting date with the risk of a default occurring on the financial instrument 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. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument;

4. 主要會計政策 (續)

(t) 金融資產減值 (續)

信貸風險顯著增加

於評估金融工具的信貸風險自初步確認以來是否顯著增加時，本集團將於報告日期金融工具發生之違約風險與初步確認日期金融工具發生之違約風險進行比較。在進行該評估時，本集團會考慮合理且可靠的定量和定性資料，包括毋需付出不必要的成本或努力而可得的過往經驗及前瞻性資料。所考慮的前瞻性資料包括本集團債務人經營所在行業的未來前景（來自經濟專家報告、金融分析師、政府機構、相關智囊團及其他類似組織）以及與本集團核心業務相關的實際及預測經濟資料的各種外部來源。

特別是，在評估信貸風險自初步確認以來是否顯著增加時會考慮以下資料：

- 金融工具外部（如可取得）或內部信貸評級的實際或預期顯著惡化；
- 某一特定金融工具的外部市場信貸風險指標顯著惡化；

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Impairment of financial assets (continued)

Significant increase in credit risk (continued)

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 90 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

4. 主要會計政策 (續)

(t) 金融資產減值 (續)

信貸風險顯著增加 (續)

- 預計會導致債務人償還債務能力大幅下降的業務、財務或經濟狀況的現有或預測的不利變化；
- 債務人經營業績的實際或預期顯著惡化；
- 同一債務人其他金融工具的信貸風險顯著增加；及
- 導致債務人償還債務能力大幅下降的債務人監管、經濟或技術環境的實際或預期的重大不利變化。

不論上述評估之結果如何，本集團認為，當合約付款逾期超過90日，則金融資產的信貸風險自初步確認以來已顯著增加，除非本集團有合理且可靠的資料顯示並非如此，則另作別論。

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Impairment of financial assets (continued)

Significant increase in credit risk (continued)

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

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

The Group considers a financial asset to have low credit risk when the asset has external credit rating of “investment grade” in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of “performing”. Performing means that the counterparty has a strong financial position and there are no past due amounts.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

4. 主要會計政策 (續)

(t) 金融資產減值 (續)

信貸風險顯著增加 (續)

儘管有上述規定，倘於報告日期金融工具被判定為具有較低信貸風險，則本集團會假設金融工具的信貸風險自初步確認以來並無顯著增加。在以下情況下，金融工具會被判定為具有較低信貸風險：

- (i) 金融工具具有較低違約風險；
- (ii) 債務人有很強的能力履行近期的合約現金流量義務；及
- (iii) 經濟及業務狀況的長期不利變動有可能但未必會削弱借款人履行合約現金流量義務的能力。

本集團認為，若根據眾所周知的定義，資產的外部信貸評級為「投資級」，或若無外部評級，資產的內部信貸評級為「履約級」，則該金融資產具有較低信貸風險。履約級指交易對手具有強勁財務狀況且無逾期金額。

本集團定期監察用以識別信貸風險是否顯著增加之標準的有效性，並於適當時候作出修訂，從而確保該標準能夠於款項逾期前識別信貸風險的顯著增加。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Impairment of financial assets (continued)

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 receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than one year past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

4. 主要會計政策 (續)

(t) 金融資產減值 (續)

違約之定義

本集團認為，由於過往經驗表明符合以下任何一項標準的應收賬款一般無法收回，故就內部信貸風險管理而言，以下情況構成違約事件：

- 交易對手違反財務契諾；或
- 內部生成或從外部來源所得之資料顯示，債務人不大可能向債權人（包括本集團）支付全數款項（在不計及本集團所持之任何抵押品下）。

無論上述分析結果如何，倘金融資產逾期超過一年，本集團將視作已發生違約，除非本集團擁有合理且可靠之資料證明較寬鬆之違約標準更為適用，則當別論。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Impairment of financial assets (continued)

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the counterparty;
- a breach of contract, such as a default or past due event;
- the lender(s) of the counterparty, for economic or contractual reasons relating to the counterparty's financial difficulty, having granted to the counterparty a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the counterparty will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

4. 主要會計政策 (續)

(t) 金融資產減值 (續)

已信貸減值之金融資產

當一項或多項對金融資產之估計未來現金流量造成負面影響之事件發生時，即代表金融資產已信貸減值。信貸減值之證據包括涉及以下事件之可觀察數據：

- 發行人或交易對手陷入嚴重財困；
- 違反合約，例如違約或逾期事件；
- 交易對手的貸款人出於與交易對手財困相關的經濟或合約原因，而向交易對手授予貸款人原本不會考慮的優惠；
- 交易對手可能將面臨破產或進行其他財務重組；或
- 金融資產的活躍市場因財困而消失。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Impairment of financial assets (continued)

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, including when the debtor has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

4. 主要會計政策 (續)

(t) 金融資產減值 (續)

撇銷政策

當有資料顯示債務人陷入嚴重財困，且並無實際收回的可能之時（包括債務人已清盤或進入破產程序），本集團會撇銷金融資產。已撇銷的金融資產仍可根據本集團的收回程序實施強制執行，在適當情況下考慮法律意見。任何收回款項會於損益中確認。

預期信貸虧損之計量及確認

預期信貸虧損之計量為違約概率、違約損失率（即違約時之損失程度）及違約風險之函數。違約概率及違約損失率之評估乃基於上述經前瞻性資料作出調整之歷史數據。就金融資產之違約風險而言，其指該資產於報告日期之賬面總值。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Impairment of financial assets (continued)

Measurement and recognition of ECL (continued)

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

(u) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

4. 主要會計政策 (續)

(t) 金融資產減值 (續)

預期信貸虧損之計量及 確認 (續)

金融資產的預期信貸虧損按根據合約應付本集團的所有合約現金流量與本集團預計收取的所有現金流量(按原定實際利率貼現)之間的差額估計。

倘本集團於上個報告期間以相等於全期預期信貸虧損的金額計量一項金融工具的虧損撥備,但於本報告日期釐定不再符合全期預期信貸虧損的條件,本集團於本報告日期按12個月預期信貸虧損的相同金額計量虧損撥備,惟使用簡化法之資產除外。

本集團於損益中確認所有金融工具的減值收益或虧損,並透過虧損撥備賬項相應調整其賬面值。

(u) 撥備及或然負債

當本集團因已發生的事件須承擔現有法定或推定責任,而履行責任有可能導致經濟利益流出,並可準確估計責任金額的情況下,須對該等時間或金額不確定之負債確認撥備。倘貨幣時間價值重大,則撥備之金額乃按預期用於解除該責任之支出之現值列賬。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(u) Provisions and contingent liabilities (continued)

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

(v) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors of the Company have made the following judgement that has the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimations, which are dealt with below).

4. 主要會計政策 (續)

(u) 撥備及或然負債 (續)

倘需要流出經濟利益的機會不大，或責任金額無法可靠估計，則責任乃披露為或然負債，除非經濟利益流出之可能性極低則另作別論。可能出現之責任，即是否存在將取決於日後是否會發生一宗或多宗事件，除非經濟利益流出之可能性極低，否則這些負債亦披露為或然負債。

(v) 報告期後事件

能提供有關本集團於報告期末狀況的額外資料的報告期後事件為調整事件，並會在綜合財務報表中反映。不屬調整事件的報告期後事件如為重要者，會在綜合財務報表附註中披露。

5. 重要判斷及主要估計

應用會計政策的重要判斷

於應用會計政策的過程中，本公司董事已作出以下對綜合財務報表所確認數額具最大影響的判斷（惟該等涉及估計的判斷除外，其將於下文處理）。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (continued)

Significant increase in credit risk

As explained in note 4(t), ECL are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. HKFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased, the Group takes into account qualitative and quantitative reasonable and supportable forward-looking information.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

(a) Income tax

The Group is subject to Hong Kong Profits Tax. Significant estimates are required in determining the provision for income tax. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. During the year, approximately HK\$243,000 (2019: HK\$240,000) of income tax was credited (2019: charged) to profit or loss based on the estimated profit from the Group's operations.

5. 重要判斷及主要估計 (續)

信貸風險顯著增加

如附註4(t)所闡釋，預期信貸虧損就第1階段資產按等於12個月預期信貸虧損的撥備計量，或就第2階段或第3階段資產按全期預期信貸虧損的撥備計量。資產在其信貸風險自初步確認後顯著增加時轉入第2階段。香港財務報告準則第9號並無界定構成信貸風險顯著增加的因素。於評估資產的信貸風險是否顯著增加時，本集團會考慮合理且可靠的定量及定性前瞻性資料。

估計不確定因素之主要來源

於報告期末對未來及其他估計不確定因素之主要來源的主要假設（對下個財政年度內的資產及負債的賬面值造成重大調整的重大風險）在下文討論。

(a) 所得稅

本集團須繳納香港利得稅。於釐定所得稅撥備時，需要作出重大估計。於日常業務過程中有頗多未能確定最終稅項的交易及計算。倘該等事宜的最終稅務結果與初步記錄的金額不符，有關差異將影響作出釐定的期間內之所得稅及遞延稅項撥備。於本年度內，基於來自本集團經營的估計溢利計算，約243,000港元（二零一九年：240,000港元）的所得稅計入損益（二零一九年：自損益扣除）。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (continued)

Key sources of estimation uncertainty (continued)

(b) *Impairment of trade receivables and loan receivables*

The management of the Group estimates the amount of impairment loss for ECL on trade receivables and loan receivables based on the credit risk of trade receivables and loan receivables. The amount of the impairment loss based on ECL model is measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, a material impairment loss may arise.

Due to greater financial uncertainty triggered by the COVID-19 pandemic, the Group has increased the expected loss rates in the current year as there is higher risk a prolonged pandemic could lead to increased credit default rates.

As at 31 December 2020, the carrying amounts of trade receivables and loan receivables were approximately HK\$28,189,000 (2019: HK\$32,669,000) (net of allowance for doubtful debts of approximately HK\$1,452,000 (2019: HK\$1,043,000)) and HK\$168,595,000 (2019: HK\$237,390,000) (net of allowance for doubtful debts of approximately HK\$100,934,000 (2019: HK\$13,182,000)).

5. 重要判斷及主要估計 (續)

估計不確定因素之主要來源 (續)

(b) *應收貿易賬款及應收貸款減值*

本集團管理層基於應收貿易賬款及應收貸款的信貨風險估計應收貿易賬款及應收貸款預期信貸虧損的減值虧損金額。基於預期信貸虧損模式的減值虧損金額乃按根據合約應付本集團的所有合約現金流量與本集團預計收取的所有現金流量（按初步確認時釐定的實際利率貼現）之間的差額計量。倘未來現金流量少於預期或因事實及情況變化反向下調，則可能產生重大減值虧損。

由於新冠病毒疾病(COVID-19)大流行觸發更多財務方面的不確定性，本集團已提高本年度的預期信貸虧損率，原因為大流行持續的風險較高，而此可能導致信用違約率上升。

於二零二零年十二月三十一日，應收貿易賬款及應收貸款之賬面值約為28,189,000港元（二零一九年：32,669,000港元）（扣除呆賬撥備約1,452,000港元）（二零一九年：1,043,000港元）及168,595,000港元（二零一九年：237,390,000港元）（扣除呆賬撥備約100,934,000港元）（二零一九年：13,182,000港元）。

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6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, price risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Foreign currency risk

The functional currency of the Group is denominated in HK\$. The Group has certain exposure to foreign currency risk as some of its business transactions, assets and liabilities are denominated in United States dollars ("US\$"), Australian dollars ("AUD"), Euro ("EUR") and Renminbi ("RMB"). The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

The directors of the Company are of the opinion that the US\$ is pegged against HK\$ and the risk of movements in exchange rates between US\$ and HK\$ to be insignificant. Accordingly, no sensitivity analysis is performed on the movements in exchange rates between US\$ and HK\$.

No sensitivity analysis has been performed on the Group's financial assets and liabilities denominated in AUD, EUR and RMB as the directors of the Company are of opinion that they are not material to the Group.

6. 財務風險管理

本集團的經營活動令其承受多種財務風險：外匯風險、價格風險、信貸風險、流動資金風險及利率風險。本集團的整體風險管理計劃主要針對金融市場的不可預測性，旨在將對本集團財務表現的潛在不利影響減至最低。

(a) 外幣風險

本集團的功能貨幣以港元計值。由於本集團的若干業務交易、資產及負債以美元（「美元」）、澳元（「澳元」）、歐元（「歐元」）及人民幣（「人民幣」）計值，故需承受一定的外幣風險。本集團目前並無對外幣交易、資產及負債採取外幣對沖政策。本集團緊密監察其外幣風險，並將於需要時考慮對沖重大外幣風險。

本公司董事認為，美元與港元掛鉤，而美元與港元之間匯率變動的風險並不重大。因此，並未對美元與港元之間的匯率變動進行敏感度分析。

由於本公司董事認為本集團以澳元、歐元及人民幣計值的金融資產及負債對本集團而言並不重大，因此並未進行敏感度分析。

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

6. FINANCIAL RISK MANAGEMENT (continued)

(b) Price risk

The Group is exposed to equity price risk mainly through its investment in equity securities classified as financial assets at FVTPL (note 22). The management manages this exposure by maintaining a portfolio of investments with different risk and return profiles. The Group's equity price risk is mainly concentrated on equity securities quoted on the Stock Exchange.

The sensitivity analyses below have been determined based on the exposure to equity price risk at the end of the reporting period.

If equity prices had been 10% (2019: 10%) higher/lower, with all other variables held constant, loss for the year ended 31 December 2020 and accumulated losses would have decreased/increased by approximately HK\$6,105,000 (2019: HK\$3,988,000).

6. 財務風險管理 (續)

(b) 價格風險

本集團主要透過其於分類為按公平值計入損益之金融資產(附註22)之股本證券之投資而面臨股本價格風險。管理層透過維持具不同風險及回報的投資組合管理有關風險。本集團的股本價格風險主要集中在聯交所所報的股本證券。

以下敏感度分析乃基於於報告期末面臨的股本價格風險釐定。

倘股本價格上升／下跌10% (二零一九年：10%)，而其他所有變數維持不變，則截至二零二零年十二月三十一日止年度之虧損及累計虧損將減少／增加約6,105,000港元(二零一九年：3,988,000港元)。

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6. FINANCIAL RISK MANAGEMENT (continued)

(c) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables and loan receivables) and from its financing activities, including deposits with banks and financial institutions. The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions with high credit-rating assigned by international credit-rating agencies, for which the Group considers to have low credit risk.

Trade receivables

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables arising from the business of dealing in securities are due within 2 trading days (2019: 2 trading days) after the trade date and secured by client's securities. Trade receivables arising from other business are due within 30 to 90 days (2019: 30 to 90 days) from the date of billing. Normally, the Group does not obtain collateral from customers other than the cash clients of securities brokerage business.

6. 財務風險管理 (續)

(c) 信貸風險

信貸風險指交易對手將未能履行其於金融工具或客戶合約項下之責任而導致金融虧損之風險。本集團之經營活動(主要為應收貿易賬款及應收貸款)以及融資活動(包括於銀行及金融機構之存款)使其面臨信貸風險。本集團面臨之由現金及現金等值項目產生之信貸風險有限,乃由於交易對手為國際信貸評級機構指定信貸評級高之銀行及金融機構,因此本集團認為信貸風險較低。

應收貿易賬款

客戶信貸風險由各業務部門管理,並須遵守本集團所制定與客戶信貸風險管理相關之政策、程序及監控。本集團將就需要一定金額信貸之全部客戶進行個別信貸評估。該等評估專注客戶於款項到期時之過往付款記錄及現時支付能力,並考慮客戶之特定資料,以及客戶經營所在經濟環境之資料。證券交易業務產生之應收貿易賬款於交易日期後兩個交易日(二零一九年:兩個交易日)內到期並以客戶證券作抵押。其他業務產生之應收貿易賬款自賬單日期起計30至90日(二零一九年:30至90日)內到期。於正常情況下,本集團並未向客戶(證券經紀業務的現金客戶除外)收取抵押品。

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綜合財務報表附註

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6. FINANCIAL RISK MANAGEMENT (continued)

(c) Credit risk (continued)

Trade receivables (continued)

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The following tables provide information about the Group's exposure to credit risk and ECLs for trade receivables, as at 31 December 2020 and 2019:

6. 財務風險管理 (續)

(c) 信貸風險 (續)

應收貿易賬款 (續)

本集團按等同於全期預期信貸虧損之金額計量應收貿易賬款之虧損撥備，其乃使用撥備矩陣進行計算。由於本集團過往之信貸虧損經驗並未就不同客戶分部顯示重大不同虧損模式，基於逾期狀態之虧損撥備不會進一步於本集團不同客戶基礎之間進一步區分。

下表載列有關於二零二零年及二零一九年十二月三十一日本集團面臨應收貿易賬款之信貸風險及預期信貸虧損之資料：

		2020		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
0 – 30 days	0至30日	1.8	10,179	(180)
31 – 60 days	31至60日	2.7	1,707	(46)
61 – 90 days	61至90日	3.2	10,324	(330)
Over 90 days	90日以上	12.1	7,431	(896)
Total	總計		29,641	(1,452)

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6. FINANCIAL RISK MANAGEMENT (continued)

(c) Credit risk (continued)

Trade receivables (continued)

		2019		
		Expected loss	Gross	Loss
		rate	carrying	allowance
		預期虧損率	賬面總值	虧損撥備
		%	HK\$'000	HK\$'000
		%	千港元	千港元
0 – 30 days	0至30日	0.6%	12,764	(84)
31 – 60 days	31至60日	1.5%	5,395	(81)
61 – 90 days	61至90日	3.1%	6,761	(211)
Over 90 days	90日以上	7.8%	8,792	(667)
Total	總計		<u>33,712</u>	<u>(1,043)</u>

Expected loss rates are based on actual loss experience. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the trade receivables.

6. 財務風險管理 (續)

(c) 信貸風險 (續)

應收貿易賬款 (續)

預期虧損率乃基於實際虧損經驗得出。該等比率會作出調整以反映已收集歷史數據之期間之經濟狀況、當前狀況及本集團對應收貿易賬款預期年期之經濟狀況之觀點之差異。

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6. FINANCIAL RISK MANAGEMENT (continued)

(c) Credit risk (continued)

Trade receivables (continued)

Movement in the loss allowance for trade receivables during the year is as follows:

At 1 January	於一月一日
Impairment losses recognised for the year	年內確認之減值虧損
At 31 December	於十二月三十一日

Other receivables

Other receivables relating to accounts that are long overdue with significant amounts, known insolvencies or non-response to collection activities, they are assessed individually for impairment allowance. The Group recognised the provision for ECL by assessing the credit risk characteristics of debtor, discount rate and the likelihood of recovery and considering the prevailing economic conditions.

6. 財務風險管理 (續)

(c) 信貸風險 (續)

應收貿易賬款 (續)

年內，應收貿易賬款的虧損撥備變動如下：

2020	2019
HK\$'000	HK\$'000
千港元	千港元
1,043	666
409	377
<u>1,452</u>	<u>1,043</u>

其他應收款項

逾期已久且金額龐大之賬目、已知無力償還或不回應債務追收活動之其他應收款項，會就減值撥備作個別評估。本集團透過評估債務人之信貸風險特點、貼現率及收回之可能性以及考慮現行經濟狀況確認預期信貸虧損撥備。

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

6. FINANCIAL RISK MANAGEMENT (continued)

(c) Credit risk (continued)

Other receivables (continued)

Movement in the loss allowance for other receivables during the year is as follows:

At 1 January	於一月一日
Impairment losses (reversed)/ recognised for the year	年內(撥回)/確認之 減值虧損
At 31 December	於十二月三十一日

Loan receivables

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approval and other monitoring procedures to ensure that follow-up action is taken for the recoverable amount of the loan receivables. In addition, the Group reviews the recoverable amount of each individual's loan receivables at the end of each reporting period to ensure that adequate impairment loss is made for irrecoverable amounts.

6. 財務風險管理 (續)

(c) 信貸風險 (續)

其他應收款項 (續)

年內，其他應收款項的虧損撥備變動如下：

2020	2019
HK\$'000	HK\$'000
千港元	千港元
466	29
(130)	437
336	466

應收貸款

為盡量減低信貸風險，本集團管理層已委派一組人員負責釐定信貸限額、信貸批准及其他監督程式，以確保能採取跟進行動以討回應收貸款之可收回金額。此外，本集團於各報告期末審閱各個別應收貸款的可收回金額，確保為不可收回的金額計提足夠的減值虧損。

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6. FINANCIAL RISK MANAGEMENT (continued)

(c) Credit risk (continued)

Loan receivables (continued)

The Group manages and analyses the credit risk for each of their new and existing clients before standard payment terms and conditions are offered. If there is no independent rating, the Group assesses the credit quality of the customer based on the customer's financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the directors of the Company. The utilisation of credit limits is regularly monitored. Loan receivables are due within one year (2019: one year) from the date of drawdown.

In determining the ECL of the Group's loan receivables, the management assessed the expected losses individually by estimation based on general economic conditions of the relevant industry in which the debtors operate, value of any pledged assets, financial position of the debtors and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

The Group has concentration of credit risk in certain individual customers. As at 31 December 2020, the largest loan receivables were approximately HK\$52,372,000 (2019: approximately HK\$131,098,000) and was approximately 31% (2019: 55%) of the Group's total loan receivables. The Group seeks to minimise its risk by dealing with counterparties which have good credit history.

6. 財務風險管理 (續)

(c) 信貸風險 (續)

應收貸款 (續)

於提供標準的付款條款及條件之前，本集團會管理及分析其各新客戶及現有客戶之信貸風險。倘無獨立評級，本集團則根據客戶之財務狀況、過往經驗及其他因素評估客戶之信貸質素。個別風險限額乃根據本公司董事設定之限額而進行之內部或外部評級而釐定。信貸限額之使用情況受定期監察。應收貸款自提取日期起一年（二零一九年：一年）內到期。

於釐定本集團應收貸款的預期信貸虧損時，管理層透過基於債務人經營所在相關行業的整體經濟狀況、任何已抵押資產的價值、債務人的財務狀況及於報告日期對目前以及預測狀況方向的評估之估計，單獨評估預期虧損。

本集團因若干個別客戶面對信貸風險集中的情況。於二零二零年十二月三十一日，最大應收貸款為約52,372,000港元（二零一九年：約131,098,000港元）及為本集團應收貸款總額之約31%（二零一九年：55%）。本集團透過與具有良好信貸歷史之交易對手進行合作以盡量降低其風險。

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6. FINANCIAL RISK MANAGEMENT (continued)

(c) Credit risk (continued)

Loan receivables (continued)

6. 財務風險管理 (續)

(c) 信貸風險 (續)

應收貸款 (續)

		2020		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Loan receivables	應收貸款	37.4%	269,529	(100,934)

		2019		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Loan receivables	應收貸款	5.3%	250,572	(13,182)

Movement in the loss allowance for loan receivables during the year is as follows:

年內，應收貸款的虧損撥備變動如下：

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
At 1 January	於一月一日	13,182	6,641
Impairment losses recognised for the year	年內確認之減值虧損	87,752	6,541
At 31 December	於十二月三十一日	100,934	13,182

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6. FINANCIAL RISK MANAGEMENT (continued)

(d) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and long term.

The following table details the remaining contractual maturities at the end of reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates, or if floating, based on rates current at the end of reporting period) and the earliest date the Group can be required to pay:

6. 財務風險管理 (續)

(d) 流動資金風險

本集團的政策為定期監察目前及預期流動資金需要，以確保其維持足夠現金儲備，應付其短期及長期的流動資金需要。

於報告期末本集團非衍生金融負債之剩餘合約按合約未貼現現金流量(包括按合約利率計算之利息付款，或如按浮動利率計算，則以報告期末之現行利率計算之利息付款)的到期日及本集團可能須支付的最早日期如下：

		On demand or less than 1 year 應要求或少於1年 HK\$'000 千港元	Between 1 and 2 years 1至2年 HK\$'000 千港元	Between 2 and 5 years 2至5年 HK\$'000 千港元	Total undiscounted cash flow 未貼現 現金流量總額 HK\$'000 千港元
At 31 December 2020	於二零二零年十二月三十一日				
Trade and other payables	應付貿易賬款及其他應付款項	39,862	-	-	39,862
Lease liabilities	租賃負債	682	-	-	682
Bank loan	銀行貸款	3,584	-	-	3,584
		<u>44,128</u>	<u>-</u>	<u>-</u>	<u>44,128</u>
At 31 December 2019	於二零一九年十二月三十一日				
Trade and other payables	應付貿易賬款及其他應付款項	52,369	-	-	52,369
Lease liabilities	租賃負債	2,351	487	-	2,838
Bank loan	銀行貸款	181	-	-	181
		<u>54,901</u>	<u>487</u>	<u>-</u>	<u>55,388</u>

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6. FINANCIAL RISK MANAGEMENT (continued)

(e) Interest rate risk

The Group's cash flow interest rate risk primarily relates to variable-rate bank balances. It is the Group's policy to keep its borrowing at floating rate of interest so as to minimise the cash flow interest rate risk.

The Group's loan receivables and bank loans bear interests of fixed interest rates and therefore are subject to fair value interest rate risk.

Except as stated above, the Group does not have other significant interest-bearing assets and liabilities at the end of the reporting period, its income and operating cash flows are substantially independent of changes in market interest rates.

Sensitivity analysis on cash flow interest-rate risk has not been presented as the reasonably possible changes in market interest rate will not have significant impact on the Group's consolidated financial statements.

6. 財務風險管理 (續)

(e) 利率風險

本集團的現金流量利率風險主要與浮動利率銀行結餘有關。本集團之政策為保持以浮動利率計息借貸，以將現金流量利率風險減至最低。

本集團之應收貸款及銀行貸款乃按固定利率計息，因此須承受公平值利率風險。

除上述者外，本集團於報告期末並無其他重大計息資產及負債，其收入及經營現金流量大部分不受市場利率變化影響。

由於市場利率的合理可能變動不會對本集團的綜合財務報表產生重大影響，故並未呈列現金流量利率風險的敏感度分析。

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6. FINANCIAL RISK MANAGEMENT (continued)

(f) Categories of financial instruments at 31 December

Financial assets:

Financial assets at FVTPL

Financial assets

at amortised cost

Financial liabilities:

Financial liabilities

at amortised cost

金融資產：

按公平值計入損益之

金融資產

按攤銷成本計量之

金融資產

金融負債：

按攤銷成本計量之

金融負債

6. 財務風險管理 (續)

(f) 於十二月三十一日之金 融工具類別

2020	2019
HK\$'000	HK\$'000
千港元	千港元

61,050	39,880
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236,418	322,590
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43,446	52,550
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(g) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values as at 31 December 2020 and 2019.

(g) 公平值

綜合財務狀況表所呈列的本集團金融資產及金融負債的賬面值與其於二零二零年及二零一九年十二月三十一日之各自公平值相若。

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綜合財務報表附註

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

7. FAIR VALUE MEASUREMENTS

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair Value Measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 Fair value measured using only valuations: Level 1 inputs, that is, unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 Fair value measured using Level 2 inputs, that is, observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 Fair value measured using significant valuations: unobservable inputs

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

7. 公平值計量

下表呈列本集團於報告期末按經常性基準計量的金融工具公平值，有關公平值於香港財務報告準則第13號「公平值計量」所界定之公平值三級架構中進行分類。公平值計量所歸類的層級乃經參考以下估值技術所用的輸入數據的可觀察性及重要性而釐定：

- 第一級 僅以第一級輸入數據計量公平值，即相同資產或負債於計量日期之活躍市場未經調整報價。
- 第二級 以第二級輸入數據計量公平值，即未能符合第一級規定之可觀察輸入數據，以及不使用重大不可觀察輸入數據。不可觀察輸入數據即不可取得市場數據之輸入數據。
- 第三級 以重大不可觀察輸入數據計量公平值。

本集團的政策為於事項發生或情況改變而引起的轉換當日確認自三個層級中的任何一個層級的轉入及轉出。

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7. FAIR VALUE MEASUREMENTS (continued)

Disclosures of level in fair value hierarchy at 31 December:

7. 公平值計量（續）

於十二月三十一日之公平值層級披露：

Description	描述	Fair value measurements using: 公平值計量使用以下層級：			Total
		Level 1	Level 2	Level 3	總計
		第一級	第二級	第三級	2020
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Recurring fair value measurements:	經常性公平值計量：				
Financial assets	金融資產				
Financial assets at FVTPL	按公平值計入損益之金融資產				
– Listed equity securities	– 上市股本證券	61,050	–	–	61,050

Description	描述	Fair value measurements using: 公平值計量使用以下層級：			Total
		Level 1	Level 2	Level 3	總計
		第一級	第二級	第三級	2019
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Recurring fair value measurements:	經常性公平值計量：				
Financial assets	金融資產				
Financial assets at FVTPL	按公平值計入損益之金融資產				
– Listed equity securities	– 上市股本證券	39,880	–	–	39,880

During the year ended 31 December 2020, there were no transfers in the fair value hierarchy between Level 1 and Level 2, or transfers into or out of Level 3 (2019: Nil).

截至二零二零年十二月三十一日止年度，第一層與第二層的公平值層級之間概無相互轉入或轉出，亦無轉入第三層或自第三層轉出（二零一九年：無）。

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

8. REVENUE

Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service line for the year is as follows:

8. 收益

收益明細

年內按主要產品或服務線劃分客戶合約收益明細如下：

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Revenue from contracts with customers within the scope of HKFRS 15:	香港財務報告準則第15號範圍內之客戶合約收益：		
Disaggregated by major products or service lines	按主要產品或服務線劃分的明細		
Sales of telephones and related components	銷售電話及相關組件	29,120	78,292
Processing and trading of used computer-related components	處理及買賣二手電腦相關組件	40,974	38,497
Commission from securities dealing and brokerage services	證券買賣及經紀服務產生之佣金	93	62
Commission from placing and underwriting service	配售及包銷服務產生之佣金	913	—
B2B cross-border e-commerce	企業對企業跨境電子商務	81,742	65,948
		152,842	182,799
Revenue from other sources:	其他收入來源：		
Money lending services	放債服務	20,657	19,723
Interest and related income from securities	證券產生之利息及相關收入	193	24
		20,850	19,747
Total revenue	總收益	173,692	202,546

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

8. REVENUE (continued)

Disaggregation of revenue (continued)

The Group derives revenue from the transfer of goods and services at a point in time and over time in the following major product line and geographical regions:

Timing of revenue recognition:

At a point in time

Geographical market:

People's Republic of China ("PRC")
(including Hong Kong)

Australia

India

Indonesia

Korea

Spain

United States of America ("USA")

Others

收益確認時間：

於某一時間點

地區市場：

中華人民共和國（「中國」）
（包括香港）

澳洲

印度

印度尼西亞

韓國

西班牙

美利堅合眾國（「美國」）

其他

8. 收益（續）

收益明細（續）

本集團於以下主要產品線及地域於某一時間點及某段時間轉讓貨品及服務產生的收益：

2020	2019
HK\$'000	HK\$'000
千港元	千港元

152,842	182,799
---------	---------

91,810	72,144
--------	--------

—	1,890
---	-------

3,015	12,539
-------	--------

21,972	16,992
--------	--------

6,170	18,576
-------	--------

5,235	13,324
-------	--------

8,284	8,067
-------	-------

16,356	39,267
--------	--------

152,842	182,799
---------	---------

9. OTHER INCOME

Bank interest income

Sundry income

Government grant (note)

銀行利息收入

雜項收入

政府補貼（附註）

9. 其他收入

2020	2019
HK\$'000	HK\$'000
千港元	千港元

—	2
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—	2
---	---

856	—
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856	4
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note: The amount mainly represents the receipts from Employment Support Scheme provides by the Hong Kong government. The conditions of the government grant were fulfilled during the year.

附註：該筆款項乃主要指香港政府提供的「保就業計劃」收取之款項。政府補貼之條件已於年內達致。

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10. SEGMENT INFORMATION

The executive directors of the Company are identified as the chief operating decision maker of the Group for the purpose of resources allocation and performance assessments.

The Group has five operating segments as follows:

- (i) Sales of telephones and related components;
- (ii) Processing and trading of used computer-related components;
- (iii) Money lending services;
- (iv) Provision of securities brokerage, placing and underwriting services; and
- (vi) B2B cross-border e-commerce.

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies. The accounting policies of the operating segments are the same as the Group's accounting policies described in note 4. Segment profits or losses do not include realised and unrealised gains and losses on financial assets at FVTPL and unallocated administrative expenses, finance costs and income tax expense. Segment assets do not include financial asset at FVTPL and other unallocated corporate assets. Segment liabilities do not include tax payables and other unallocated corporate liabilities.

10. 分部資料

本公司執行董事被確定為本集團的主要經營決策者，以負責資源分配及績效評估。

本集團有以下五個經營分部：

- (i) 銷售電話及相關組件；
- (ii) 處理及買賣二手電腦相關組件；
- (iii) 放債服務；
- (iv) 提供證券經紀、配售及包銷服務；及
- (v) 企業對企業跨境電子商務。

本集團的可呈報分部為提供不同產品及服務的策略業務單位。由於不同業務要求不同技術及市場策略，故彼等單獨管理。經營分部的會計政策與附註4所述本集團會計政策相同。分部溢利或虧損不包括按公平值計入損益之金融資產之已變現及未變現收益及虧損、未分配行政開支、融資成本及所得稅開支。分部資產不包括按公平值計入損益之金融資產及其他未分配公司資產。分部負債不包括應付稅項其他未分配公司負債。

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綜合財務報表附註

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10. SEGMENT INFORMATION (continued)

Information about operating segment profit or loss, assets and liabilities

10. 分部資料 (續)

有關經營分部溢利或虧損、資產及負債之資料

		Telephones and related components 電話及 相關組件 HK\$'000 千港元	Used computer- related components 二手電腦 相關組件 HK\$'000 千港元	Money lending 放債 HK\$'000 千港元	Provision of brokerage, placing and underwriting services 提供經紀、 配售及 包銷服務 HK\$'000 千港元	B2B cross-border e-commerce 企業對企業 跨境電子 商務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
For the year ended 31 December 2020	截至二零二零年 十二月三十一日 止年度						
Revenue	收益	29,120	40,974	20,657	1,199	81,742	173,692
Segment (loss)/profit	分部(虧損)/溢利	<u>(1,681)</u>	<u>344</u>	<u>(67,253)</u>	<u>(1,394)</u>	<u>(1,230)</u>	<u>(71,214)</u>
Unrealised gain on financial assets at FVTPL	按公平值計入損益之 金融資產之未變現 收益						10,574
Realised loss on financial assets at FVTPL	按公平值計入損益之 金融資產之已變現 虧損						(431)
Unallocated expenses	未分配開支						(9,091)
Finance costs	融資成本						(188)
Loss before tax	除稅前虧損						<u>(70,350)</u>
As at 31 December 2020	於二零二零年 十二月三十一日						
Segment assets	分部資產	769	12,532	170,880	22,043	23,440	229,664
Unallocated assets	未分配資產						69,489
							<u>299,153</u>
Segment liabilities	分部負債	(28,489)	(4,118)	(20)	(5,718)	(77)	(38,422)
Unallocated liabilities	未分配負債						(5,699)
							<u>(44,121)</u>

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

10. SEGMENT INFORMATION (continued)

Information about operating segment profit or loss, assets and liabilities (continued)

10. 分部資料 (續)

有關經營分部溢利或虧損、資產及負債之資料 (續)

		Telephones and related components 電話及 相關組件 HK\$'000 千港元	Used computer- related components 二手電腦 相關組件 HK\$'000 千港元	Money lending 放債 HK\$'000 千港元	Provision of brokerage, placing and underwriting services 提供經紀、 配售及 包銷服務 HK\$'000 千港元	B2B cross-border e-commerce 企業對企業 跨境電子 商務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
For the year ended 31 December 2019	截至二零一九年 十二月三十一日 止年度						
Revenue	收益	78,292	38,497	19,723	86	65,948	202,546
Segment (loss)/profit	分部(虧損)/溢利	<u>(1,233)</u>	<u>56</u>	<u>(2,138)</u>	<u>(4,678)</u>	<u>(542)</u>	(8,535)
Unrealised loss on financial assets at FVTPL	按公平值計入損益之 金融資產之未變現 虧損						(14,821)
Realised loss on financial assets at FVTPL	按公平值計入損益之 金融資產之已變現 虧損						(527)
Unallocated expenses	未分配開支						(18,381)
Finance costs	融資成本						(262)
Loss before tax	除稅前虧損						<u>(42,526)</u>
As at 31 December 2019	於二零一九年 十二月三十一日						
Segment assets	分部資產	13,828	8,353	238,423	29,473	20,473	310,550
Unallocated assets	未分配資產						54,351
							<u>364,901</u>
Segment liabilities	分部負債	(39,752)	(260)	(20)	(8,624)	(61)	(48,717)
Unallocated liabilities	未分配負債						(7,259)
							<u>(55,976)</u>

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10. SEGMENT INFORMATION (continued)

Other segment information

For the year ended 31 December 2020

10. 分部資料 (續)

其他分部資料

截至二零二零年十二月三十一日止年度

	Telephones and related components 電話及相關組件 HK\$'000 千港元	Used computer-related components 二手電腦相關組件 HK\$'000 千港元	Money lending 放款 HK\$'000 千港元	Provision of brokerage, placing and underwriting services 提供經紀、配售及包銷服務 HK\$'000 千港元	B2B cross-border e-commerce 企業對企業跨境電子商務 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<i>Amounts included in the measure of segment profit or loss:</i> 計量分部損益所包括的金額：							
Depreciation of property, plant and equipment 物業、廠房及設備折舊	-	-	-	25	-	-	25
Unrealised gain on financial assets at FVTPL 按公平值計入損益之金融資產之未變現收益	-	-	-	-	-	(10,574)	(10,574)
Realised loss on financial assets at FVTPL 按公平值計入損益之金融資產之已變現虧損	-	-	-	-	-	431	431
Provision for ECL on loan receivables 應收貸款預期信貸虧損撥備	-	-	87,752	-	-	-	87,752
Provision for/(reversal of) ECL on trade receivables 應收貿易款項預期信貸虧損撥備/(撥回)	(127)	26	-	64	446	-	409
Reversal of ECL on other receivables 其他應收款項預期信貸虧損撥回	(130)	-	-	-	-	-	(130)
Loss on disposal of property, plant and equipment 出售物業、廠房及設備之虧損	-	-	-	49	-	-	49
Share-based payment expense 以股份為基礎之付款開支	-	-	-	-	-	2,520	2,520

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10. SEGMENT INFORMATION (continued)

Other segment information (continued)

For the year ended 31 December 2019

10. 分部資料 (續)

其他分部資料 (續)

截至二零一九年十二月三十一日止年度

	Telephones and related components 電話及 相關組件 HK\$'000 千港元	Used computer- related components 二手電腦 相關組件 HK\$'000 千港元	Money lending 放債 HK\$'000 千港元	Provision of brokerage, placing and underwriting services 提供經紀、 配售及 包銷服務 HK\$'000 千港元	B2B cross-border e-commerce 企業對企業 跨境電子 商務 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<i>Amounts included in the measure of segment profit or loss:</i>	<i>計量分部損益所包括的金額:</i>						
Depreciation of property, plant and equipment	-	-	-	71	-	-	71
Unrealised loss on financial assets at FVTPL	-	-	-	-	-	14,821	14,821
Realised loss on financial assets at FVTPL	-	-	-	-	-	527	527
Provision for ECL on loan receivables	-	-	6,541	-	-	-	6,541
Provision for/(reversal of) ECL on trade receivables	399	(88)	-	-	66	-	377
Provision for/(reversal of) ECL on other receivables	452	(16)	-	-	1	-	437
Share-based payment expense	-	-	-	-	-	17,031	17,031

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

10. SEGMENT INFORMATION (continued)

Geographical information

The Group's revenue from external customers by location of operations and information about its non-current assets by location of assets are detailed below:

10. 分部資料 (續)

地區資料

本集團按經營位置劃分來自外界客戶之收益及按資產位置劃分之非流動資產之資料詳述如下：

		Revenue from external customers 來自外界客戶之收益		Non-current assets 非流動資產	
		2020 HK\$'000 千港元	2019 HK\$'000 千港元	2020 HK\$'000 千港元	2019 HK\$'000 千港元
PRC (including Hong Kong)	中國 (包括香港)	112,660	91,891	5	79
Australia	澳洲	—	1,890	—	—
India	印度	3,015	12,539	—	—
Indonesia	印度尼西亞	21,972	16,992	—	—
Korea	韓國	6,170	18,576	—	—
Spain	西班牙	5,235	13,324	—	—
USA	美國	8,284	8,067	—	—
Others	其他	16,356	39,267	—	—
		173,692	202,546	5	79

Note: Non-current assets excluded financial instruments and deferred tax assets.

附註：非流動資產不包括金融工具及遞延稅項資產。

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10. SEGMENT INFORMATION (continued)

Revenue from major customers

Revenues from customers of corresponding years contributing over 10% of the total revenue of the Group are as follows:

Customer A (note)	客戶甲 (附註)
Customer B (note)	客戶乙 (附註)

note: Revenue from B2B cross-border e-commerce segment.

10. 分部資料 (續)

來自主要客戶之收益

於相應年度佔本集團總收益逾10%之客戶收益如下：

2020	2019
HK\$'000	HK\$'000
千港元	千港元
28,044	10,167
53,698	37,030

附註：來自企業對企業跨境電子商務分部之收益。

11. FINANCE COSTS

Interest on lease liabilities	租賃負債之利息
Interest on bank loan	銀行貸款之利息

11. 財務成本

2020	2019
HK\$'000	HK\$'000
千港元	千港元
98	229
90	33
188	262

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

12. INCOME TAX (CREDIT)/EXPENSE

12. 所得稅（抵免）／開支

	2020 HK\$'000 千港元	2019 HK\$'000 千港元
Current tax – Hong Kong Profits Tax 即期稅項－香港利得稅 (Over)/under-provision in prior years 過往年度（超額 撥備）／撥備不足	(243)	59
Deferred tax (note 27) 遞延稅項（附註27）	—	181
	<u>(243)</u>	<u>240</u>

For the years ended 31 December 2020 and 2019, Hong Kong Profits Tax has not been provided in the consolidated financial statements as the Group's Hong Kong subsidiaries either did not have assessable profit or had sufficient tax losses brought forward to offset against current year's assessable profits.

截至二零二零年及二零一九年十二月三十一日止年度，香港利得稅並未於綜合財務報表內撥備，原因為本集團香港附屬公司並未產生應課稅溢利或錄得充裕的稅項虧損承前結轉抵銷本年度應課稅溢利。

For the years ended 31 December 2020 and 2019, under the two-tiered profits tax regime, profits tax rate for the first HK\$2 million of assessable profits of qualifying corporations established in Hong Kong will be lowered to 8.25%, and profits above that amount will be subject to the tax rate of 16.5%.

截至二零二零及二零一九年十二月三十一日止年度，根據利得稅率兩級制，於香港成立的合資格企業首2,000,000港元之應課稅溢利之利得稅率將低至8.25%，而超過該金額之應課稅溢利將按稅率16.5%課稅。

No provision for PRC Enterprise Income Tax has been made for the years ended 31 December 2020 and 2019 as the Group's PRC subsidiary did not generate any assessable profits during the years.

並無就截至二零二零年及二零一九年十二月三十一日止年度作出中國企業所得稅撥備，原因為本集團中國附屬公司於兩個年度內並無產生任何應課稅溢利。

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

12. INCOME TAX (CREDIT)/EXPENSE (continued)

The reconciliation between the income tax expense and loss before tax multiplied by the Hong Kong Profits Tax rate is as follows:

12. 所得稅（抵免）／開支 （續）

所得稅開支與香港利得稅稅率乘以除稅前虧損之乘積之對賬如下：

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Loss before tax	除稅前虧損	(70,350)	(42,526)
Tax at the domestic income tax rate of 16.5% (2019: 16.5%)	按本地所得稅率16.5% (二零一九年: 16.5%)		
	計算之稅項	(11,608)	(7,017)
Tax effect of expenses not deductible for tax purpose	在稅務上不能扣減之支出之稅務影響	619	5,938
Tax effect of income not taxable for tax purpose	在稅務上不需評稅之收入之稅務影響	(1,816)	(1)
Tax effect of tax losses not recognised	未確認之稅項虧損之稅務影響	14,505	1,532
Tax effect of temporary difference not recognised	未確認之暫時差額之稅務影響	(23)	(165)
Tax effect of utilisation of tax losses not previously recognised	動用以往未確認之稅項虧損之稅務影響	(1,677)	(43)
Effect of different tax rates of the PRC subsidiaries	中國附屬公司不同稅率之影響	-	(63)
(Over)/under-provision in prior years	過往年度（超額撥備）／撥備不足	(243)	59
Tax (credit)/charge for the year	本年度稅項（抵免）／支出	(243)	240

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

13. LOSS FOR THE YEAR

The Group's loss for the year is stated after charging/(crediting) the following:

13. 本年度虧損

本集團本年度虧損乃於扣除／(計入)以下各項後達致：

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Directors' emoluments	董事酬金	2,253	2,009
Other staff costs	其他員工成本	7,040	6,791
Total directors' emoluments and other staff costs (note)	董事酬金及其他員工成本總額(附註)	9,293	8,800
Auditors' remuneration	核數師酬金	600	600
Cost of goods sold and services recognised as an expense	出售貨品及服務成本 確認為支出	148,104	177,175
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	25	71
Equity-settled share-based payments (note)	以股本結算股份為基礎之付款(附註)	2,520	17,031
Provision for ECL on trade receivables	貿易應收賬款之預期信貸虧損撥備	409	377
(Reversal of)/provision for ECL on other receivables	其他應收款項之預期信貸虧損(撥回)/撥備	(130)	437
Provision for ECL on loan receivables	應收貸款之預期信貸虧損撥備	87,752	6,541
Expenses related to short term lease	短期租賃相關開支	291	—
COVID-19 related rent concessions received	已收COVID-19相關租金減免	(67)	—
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	49	—
Net foreign exchange losses	匯兌虧損淨額	44	235

note:

Equity-settled share-based payments of approximately HK\$1,044,000 (2019: Nil) and HK\$1,476,000 (2019: HK\$21,000) were included in directors' emoluments and other staff costs respectively.

附註：

以股本結算股份為基礎之付款約1,044,000港元(二零一九年：無)及1,476,000港元(二零一九年：21,000港元)分別計入董事酬金及其他員工成本。

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

14. EMPLOYEE BENEFITS EXPENSE

14. 僱員福利開支

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Employee benefits expense (including directors' emoluments):	僱員福利開支 (包括董事酬金):		
Salaries, bonuses and allowances	薪金、花紅及津貼	6,566	8,554
Equity-settled share-based payments (note 13)	以股本結算股份為基礎之付款 (附註13)	2,520	21
Retirement benefit scheme contributions (note)	退休福利計劃供款 (附註)	207	225
		9,293	8,800

note:

The Group operates a mandatory provident fund scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for all qualifying employees in Hong Kong. The Group's contributions to the MPF Scheme are calculated at 5% of the salaries subject to a monthly maximum amount of HK\$1,500 per employee and vest fully with employees when contributed into the MPF Scheme.

附註:

本集團根據香港強制性公積金計劃條例為所有香港合資格僱員安排參與強制性公積金計劃(「強積金計劃」)。本集團對強積金計劃之供款乃根據薪金之5%計算(每位員工每月之最高金額不超過1,500港元)，而且本集團存入強積金計劃之僱員供款一概撥歸僱員所有。

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14. EMPLOYEE BENEFITS EXPENSE (continued)

Five highest paid individuals

The five highest paid individuals in the Group during the year included one (2019: one) director whose emoluments are reflected in the analysis presented in note 15. The emoluments of the remaining four (2019: four) individuals are set out below:

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Basic salaries and allowances	基本薪金及津貼	3,199	2,342
Equity-settled share-based payments (note 13)	以股本結算股份為 基礎之付款 (附註13)	–	21
Retirement benefit scheme contributions	退休福利計劃供款	72	65
		<u>3,271</u>	<u>2,428</u>

		2020 No. of employees 僱員人數	2019 No. of employees 僱員人數
Their emoluments were within the following bands:	彼等之酬金屬於以下範疇：		
Nil to HK\$1,000,000	零至1,000,000港元	3	4
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至 1,500,000港元	<u>1</u>	<u>–</u>

During years ended 31 December 2020 and 2019, no emoluments were paid by the Group to any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

14. 僱員福利開支 (續)

五名最高薪酬人士

本集團於年內的五名最高薪酬人士包括一名董事 (二零一九年：一名)，其薪酬載於附註15呈列的分析內。餘下四名 (二零一九年：四名) 之薪酬載列如下：

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Basic salaries and allowances	基本薪金及津貼	3,199	2,342
Equity-settled share-based payments (note 13)	以股本結算股份為 基礎之付款 (附註13)	–	21
Retirement benefit scheme contributions	退休福利計劃供款	72	65
		<u>3,271</u>	<u>2,428</u>

		2020 No. of employees 僱員人數	2019 No. of employees 僱員人數
Their emoluments were within the following bands:	彼等之酬金屬於以下範疇：		
Nil to HK\$1,000,000	零至1,000,000港元	3	4
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至 1,500,000港元	<u>1</u>	<u>–</u>

截至二零二零年及二零一九年十二月三十一日止年度，本集團並無向任何五名最高薪人士支付酬金，作為其加入或於加入本集團時的獎勵，或作為離任賠償。

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15. BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' emoluments

For the year ended 31 December 2020

15. 董事福利及權益

(a) 董事酬金

截至二零二零年十二月三十一日止年度

		Fees 袍金 HK\$'000 千港元	Salaries and other benefits 薪金及 其他福利 HK\$'000 千港元	Contributions to retirement benefits scheme 退休福利 計劃供款 HK\$'000 千港元	Share-based payment 以股份為 基礎之付款 HK\$'000 千港元	Total emoluments 總酬金 HK\$'000 千港元
<i>Executive directors</i>	<i>執行董事</i>					
Mr. Malcolm Stephen Jacobs-Paton (note i)	Malcolm Stephen Jacobs-Paton 先生(附註i)	-	580	-	-	580
Mr. Chow Hei Yin Terry (note ii)	周曦賢先生(附註ii)	-	-	-	-	-
Mr. Zhu Yuqi	朱宇奇先生	-	180	9	261	450
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>					
Ms. Lu Bei Lin (note i)	陸蓓琳女士(附註i)	140	-	-	261	401
Mr. Man Yuan	滿圓先生	120	-	-	261	381
Mr. Ma Kin Ling	馬健凌先生	180	-	-	261	441
		<u>440</u>	<u>760</u>	<u>9</u>	<u>1,044</u>	<u>2,253</u>

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15. BENEFITS AND INTERESTS OF DIRECTORS (continued)

(a) Directors' emoluments (continued)

For the year ended 31 December 2019

		Fees 袍金 HK\$'000 千港元	Salaries and other benefits 薪金及 其他福利 HK\$'000 千港元	Contributions to retirement benefits scheme 退休福利 計劃供款 HK\$'000 千港元	Share-based payment 以股份為 基礎之付款 HK\$'000 千港元	Total emoluments 總酬金 HK\$'000 千港元
<i>Executive directors</i>	<i>執行董事</i>					
Mr. Malcolm Stephen Jacobs-Paton	Malcolm Stephen Jacobs-Paton 先生	-	1,380	-	-	1,380
Mr. Zhu Yuqi	朱宇奇先生	-	180	9	-	189
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>					
Ms. Lu Bei Lin	陸蓓琳女士	140	-	-	-	140
Mr. Man Yuan	滿圓先生	120	-	-	-	120
Mr. Ma Kin Ling	馬健凌先生	180	-	-	-	180
		<u>440</u>	<u>1,560</u>	<u>9</u>	<u>-</u>	<u>2,009</u>

Note:

(i) Resigned on 31 December 2020

(ii) Appointed on 31 December 2020

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the years ended 31 December 2020 and 2019. No emoluments were paid by the Group to any of the directors or the chief executive of the Company as an inducement to join or upon joining the Group or as compensation for loss of office.

15. 董事福利及權益 (續)

(a) 董事酬金 (續)

截至二零一九年十二月三十一日止年度

附註：

(i) 於二零二零年十二月三十一日辭任

(ii) 於二零二零年十二月三十一日獲委任

截至二零二零年及二零一九年十二月三十一日止年度，並無董事或最高行政人員放棄或同意放棄任何薪酬的安排。本集團並無向任何董事或本公司最高行政人員支付酬金，作為其加入或於加入本集團時的獎勵，或作為離任賠償。

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15. BENEFITS AND INTERESTS OF DIRECTORS (continued)

(b) Directors' material interests in transactions, arrangements or contracts

Save as disclosed in note 37, no other significant transaction, arrangement and contract in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

16. DIVIDENDS

No dividend was paid or proposed during the year ended 31 December 2020, nor has any dividend been proposed since the end of the reporting period (2019: Nil).

15. 董事福利及權益 (續)

(b) 董事於交易、安排或合約之重大權益

除附註37所披露者外，於本年終或於本年度任何時間，本公司或其任何附屬公司概無訂立任何與本集團業務有關而本公司董事及董事之關連人士於其中直接或間接擁有重大權益之重大交易、安排及合約。

16. 股息

截至二零二零年十二月三十一日止年度並無派付或建議派付股息，自報告期間結束以來亦無建議派發任何股息（二零一九年：無）。

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17. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the owners of the Company is based on the following data:

17. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃根據以下數據計算：

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Loss	虧損		
Loss for the year attributable to owners of the Company for the purpose of basic loss per share	用於計算每股基本虧損之本公司擁有人應佔年內虧損	<u>(70,107)</u>	<u>(42,766)</u>
		2020 '000 千股	2019 '000 千股 (Restated) (經重列)
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic loss per share	用於計算每股基本虧損之普通股加權平均數	<u>822,727</u>	<u>760,787</u>

For the purpose of calculation of basic loss per share for the years ended 31 December 2020 and 2019, the share consolidation of the Company being effective on 26 March 2020 was deemed to be effective throughout the years ended 31 December 2020 and 2019. Accordingly, the weighted average number of ordinary shares of the Company in issue during the year ended 31 December 2019 were adjusted to reflect the share consolidation.

就計算截至二零二零年及二零一九年十二月三十一日止年度之每股基本虧損而言，本公司於二零二零年三月二十六日生效之股份合併被視為於截至二零二零年及二零一九年十二月三十一日止年度內有效。因此，本公司於截至二零一九年十二月三十一日止年度之已發行普通股加權平均數已獲調整，以反映股份合併。

No diluted loss per share is presented for the years ended 31 December 2020 and 2019, as the outstanding share options did not have any dilutive effect and was not included in the calculation of diluted loss per share.

由於尚未行使購股權並無任何攤薄作用且計算每股攤薄虧損時並未將其計算在內，故截至二零二零年及二零一九年十二月三十一日止年度之每股攤薄虧損並未呈列。

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18. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

		Leasehold improvement 租賃物業 裝修 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、 裝置及設備 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Cost	成本			
At 1 January 2019, 31 December 2019 and 1 January 2020	於二零一九年一月一日、 二零一九年十二月三十一日 及二零二零年一月一日	1,503	832	2,335
Disposal	出售	(1,503)	(389)	(1,892)
At 31 December 2020	於二零二零年十二月三十一日	-	443	443
Accumulated depreciation	累計折舊			
At 1 January 2019	於二零一九年一月一日	1,401	784	2,185
Charge for the year	本年度支出	27	44	71
At 31 December 2019 and 1 January 2020	於二零一九年 十二月三十一日及 二零二零年一月一日	1,428	828	2,256
Charge for the year	本年度支出	25	-	25
Disposal	出售	(1,453)	(390)	(1,843)
At 31 December 2020	於二零二零年 十二月三十一日	-	438	438
Carrying amount	賬面值			
At 31 December 2020	於二零二零年 十二月三十一日	-	5	5
At 31 December 2019	於二零一九年 十二月三十一日	75	4	79

19. DEPOSITS

19. 按金

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Deposits with the Stock Exchange	聯交所按金		
- Compensation fund	- 補償基金	50	50
- Fidelity fund	- 互保基金	50	50
- Stamp duty deposit	- 印花稅按金	5	5
Contribution of guarantee fund paid to Hong Kong Securities Clearing Company Limited ("HKSCC")	已付香港中央結算 有限公司("香港結算") 擔保基金供款	50	50
Admission fee paid to HKSCC	已付香港結算參與費	50	50
		205	205

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20. TRADE AND OTHER RECEIVABLES

20. 應收貿易賬款及其他應收款項

		Note	2020 HK\$'000 千港元	2019 HK\$'000 千港元
Trade receivables arising from the ordinary course of business of dealing in securities transactions:	證券交易買賣業務之日常業務過程產生的應收貿易賬款：			
– Cash clients	– 現金客戶	(a)	2,353	228
Less: Allowance for ECL	減：預期信貸虧損撥備		(64)	–
			2,289	228
Trade receivables from other ordinary course of business, other than business of dealing in securities transactions	其他日常業務過程產生的應收貿易賬款（證券交易買賣業務除外）	(b)	27,288	33,484
Less: Allowance for ECL	減：預期信貸虧損撥備		(1,388)	(1,043)
			25,900	32,441
Deposits in brokerage firms	於經紀公司之按金		4,432	9,513
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	(c)	8,634	5,946
Less: Allowance for ECL	減：預期信貸虧損撥備		(336)	(466)
			12,730	14,993
Total trade and other receivables	應收貿易賬款及其他應收款項總額		40,919	47,662

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20. TRADE AND OTHER RECEIVABLES (continued)

(a) Trade receivables arising from the business of dealing in securities

The Group seeks to maintain tight control over its outstanding trade receivables and has procedures and policies to assess its clients' credit quality and defines credit limits for each client. All client acceptances and credit limit are approved by designated approvers according to the clients' credit worthiness.

The normal settlement terms of trade receivables from clients and clearing house arising from the ordinary course of business of securities brokerage services are 2 trading days (2019: 2 trading days) after the trade date.

The ageing analysis of trade receivables arising from the ordinary course of business of dealing in securities transactions, based on trading date, and net of allowance, is as follows:

0-30 days	0至30日
Over 90 days	90日以上

20. 應收貿易賬款及其他應收款項 (續)

(a) 證券買賣業務產生之應收貿易賬款

本集團力求嚴格控制其未收回之應收貿易賬款，並設有程序及政策評估其客戶的信貸質素以及界定各客戶的信貸限額。接納客戶的一切事宜及信貸限額均由指定審批人員根據客戶的信譽審批。

於證券經紀服務之日常業務過程中產生的應收客戶及結算所貿易賬款的正常結算期為交易日期後兩個交易日（二零一九年：兩個交易日）。

證券交易買賣業務之日常業務過程產生之應收貿易賬款（扣除撥備後）根據交易日期呈列之賬齡分析如下：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
79	—
2,210	228
2,289	228

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

20. TRADE AND OTHER RECEIVABLES (continued)

(a) Trade receivables arising from the business of dealing in securities (continued)

Trade receivables due from cash clients are secured by clients' securities, which are publicly traded equity securities listed in Hong Kong. The fair values of the securities as at 31 December 2020 were approximately HK\$19,925,000 (2019: HK\$7,298,500). As at 31 December 2020 and 2019, all balances were secured by sufficient collateral on an individual basis.

In addition, the Group has a policy for determining the allowance for impairment of trade receivables without sufficient collateral based on the evaluation of collectability and ageing analysis of accounts and on management's judgement including the creditworthiness, collateral and the past collection history of each client.

In determining the recoverability of the trade receivables, the Group considers any change in the credit quality of the trade receivables from the date the credit was initially granted up to the reporting date and the fair values of the collateral held.

The carrying amount of the Group's trade receivables arising from the business of dealing in securities are denominated in HK\$.

20. 應收貿易賬款及其他應收款項 (續)

(a) 證券買賣業務產生之應收貿易賬款 (續)

應收現金客戶的應收貿易賬款以客戶的證券(為於香港公開買賣之上市股本證券)作抵押。證券於二零二零年十二月三十一日的公平值約為19,925,000港元(二零一九年:7,298,500港元)。於二零二零年及二零一九年十二月三十一日,所有結餘均按個別基準由充足抵押品作抵押。

此外,本集團設有政策,根據對可收回性的評估與賬款賬齡分析及管理層的判斷(包括每名客戶的信譽、抵押品及過往收款記錄)釐定未提供充足抵押品的應收貿易賬款減值撥備。

於釐定應收貿易賬款之可收回性時,本集團考慮應收貿易賬款自初始授出信貸日期起直至報告日期止信貸質素及所持抵押品之公平值之任何變動。

本集團源自證券買賣業務之應收貿易賬款的賬面值以港元計值。

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

20. TRADE AND OTHER RECEIVABLES (continued)

(b) Trade receivables arising from other businesses

The Group allows a credit period from 30 to 90 days (2019: 30 to 90 days) to its customers. The ageing analysis of trade receivables arising from other course of business other than business of dealing in securities transactions, based on invoice date, and net of allowance, is as follows:

0 – 30 days	0至30日
31 – 60 days	31至60日
61 – 90 days	61至90日
Over 90 days	90日以上

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. Credit limits attributed to customers are reviewed twice a year.

Details of impairment assessment of trade receivables for the years ended 31 December 2020 and 2019 are set out in note 6(c) to the consolidated financial statements.

The carrying amount of the Group's trade receivables arising from other business are denominated in US\$.

- (c) Amount due from a subsidiary's director of approximately HK\$5,462,000 (2019: HK\$2,020,000) was included in the deposits, prepayments and other receivables. The amount due is unsecured, interest-free and repayable on demand.

20. 應收貿易賬款及其他應收款項 (續)

(b) 其他業務產生之應收貿易賬款

本集團授予其客戶30至90日(二零一九年:30至90日)之信貸期。自除證券交易買賣業務外之其他業務過程產生之應收貿易賬款(扣除撥備後)根據發票日期呈列之賬齡分析如下:

2020 HK\$'000 千港元	2019 HK\$'000 千港元
9,916	12,680
1,661	5,314
9,994	6,550
4,329	7,897
25,900	32,441

本集團於接納任何新客戶前會先評估準客戶之信貸質素並且界定該客戶之信貸限額。客戶獲得的信貸限額每年檢討兩次。

於截至二零二零年及二零一九年十二月三十一日止年度應收貿易賬款的減值評估詳情載於綜合財務報表附註6(c)。

本集團源自其他業務之應收貿易賬款的賬面值以美元計值。

- (c) 應收一間附屬公司之股東款項約5,462,000港元(二零一九年:2,020,000港元)已計入按金、預付款項及其他應收款項。應付金額為無抵押、免息及需應要求償還。

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21. LOAN RECEIVABLES

The ageing analysis of loan receivables based on the remaining contractual maturity date:

0 – 90 days	0至90日
91 – 180 days	91至180日
181 – 365 days	181至365日
Over 365 days	365日以上
Less: Allowance for ECL	減：預期信貸虧損撥備

21. 應收貸款

應收貸款的賬齡分析按剩餘合約到期日呈列：

2020	2019
HK\$'000	HK\$'000
千港元	千港元
157,023	18,048
50,267	35,294
62,239	66,132
–	131,098
269,529	250,572
(100,934)	(13,182)
168,595	237,390

The Group's loan receivables arose from the money lending business.

本集團之應收貸款來自放債業務。

The loan receivables are repayable in accordance with the terms of the loan agreements and all loan receivables are recoverable within 1 year (2019: 1 year).

應收貸款已根據貸款協議之條款償還，所有應收貸款可於一年收回（二零一九年：一年）。

The Group's loan receivables contain clauses which reserved the right at sole discretion to demand immediate repayment at any time irrespective of whether the borrowers have complied with the covenants and met the scheduled repayment obligations.

本集團應收貸款載有保留全權決定於任何時間要求即時償還的權利的條款，不論借款人是否已遵守契諾及履行預定的還款責任。

As at 31 December 2020, the Group's loan receivables are denominated in HK\$ and carried at fixed effective interest rate ranging from 8% to 10% (2019: 8% to 10%) per annum and with the terms of 1 to 2 years (2019: 1 to 2 years).

於二零二零年十二月三十一日，本集團的應收貸款以港元計值，按固定實際年利率介乎8%至10%（二零一九年：8%至10%）計息，期限為一至兩年（二零一九年：一至兩年）。

Movement in the allowance for ECL on loan receivables

Movement in ECL that has been recognised for loan receivables in accordance with general approach set out in HKFRS 9 for the years ended 31 December 2020 and 2019. Details of the ECL assessment are set out in note 6(c) to the consolidated financial statements.

應收貸款之預期信貸虧損撥備變動

截至二零二零年及二零一九年十二月三十一日止年度，已根據香港財務報告準則第9號載列之一般方法就應收貸款確認預期信貸虧損變動。預期信貸虧損評估之詳情載於綜合財務報表附註6(c)。

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22. FINANCIAL ASSETS AT FVTPL

22. 按公平值計入損益之金融資產

	2020 HK\$'000 千港元	2019 HK\$'000 千港元
Equity securities listed in Hong Kong, 於香港上市之股本證券， at fair value 按公平值	61,050	39,880

The equity securities listed in Hong Kong are held for trading purpose and are measured at FVTPL in accordance with HKFRS 9. The investments in listed equity securities that offer the Group the opportunity for return through dividend income and fair value gains. They have no fixed maturity or coupon rate. The fair values of listed securities are based on current bid prices.

於香港上市之股本證券乃為交易目的而持有並根據香港財務報告準則第9號按公平值計入損益計量。為本集團提供機遇透過股息收入及公平值收益獲得回報的上市股本證券投資。該等投資並無固定到期日或票息率。上市證券的公平值乃基於目前的買入價釐定。

23. CASH AND BANK BALANCES

23. 現金及銀行結餘

	2020 HK\$'000 千港元	2019 HK\$'000 千港元
Bank balances		
– Segregated accounts for dealing with clients' money in the ordinary course of business	銀行結餘 — 於日常業務過程中處理 客戶資金之獨立賬戶	
– House accounts	— 自有賬戶	
Cash on hand	手頭現金	
	5,620	8,532
	21,553	30,111
	62	63
	27,235	38,706

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23. CASH AND BANK BALANCES (continued)

23. 現金及銀行結餘 (續)

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Represented by:	為：		
– Client accounts (note)	– 客戶賬戶 (附註)	5,620	8,532
– House accounts	– 自有賬戶	21,615	30,174
		27,235	38,706

note:

As at 31 December 2020, include in bank balance – client accounts of HK\$5,620,000 (2019: HK\$8,532,000) was money deposited by clients in the course of business of dealing in securities. The Group has recognised the corresponding amount in trade payables (note 24). The Group currently does not have a legally enforceable right to offset these payables with deposit placed and use the clients' monies to settle its own obligations.

At the end of the reporting period, the cash and bank balances of the Group are denominated in the following currencies:

附註：

於二零二零年十二月三十一日，計入銀行結餘－客戶賬戶5,620,000港元（二零一九年：8,532,000港元）為客戶於證券交易業務過程中存入的資金。本集團已於應付貿易賬款中確認相關款項（附註24）。本集團現時尚無法律可執行的權利，可以透過存入按金抵銷該等應付賬款及使用客戶的款項履行其義務。

於報告期末，本集團之現金及銀行結餘按下列貨幣計值：

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
RMB	人民幣	28	41
AUD	澳元	6	5
US\$	美元	4,815	7,732
EUR	歐元	–	13
HK\$	港元	22,386	30,915
		27,235	38,706

Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations. However, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

人民幣兌換為外幣乃須遵守中國外匯管制條例及結匯、售匯及付匯管理規定。然而，本集團獲允許通過獲授權從事外匯業務的銀行將人民幣兌換為其他貨幣。

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24. TRADE AND OTHER PAYABLES

24. 應付貿易賬款及其他應付款項

			2020	2019
		Note	HK\$'000	HK\$'000
		附註	千港元	千港元
Trade payables arising from the ordinary course of business of dealing in securities transactions:	於證券交易買賣業務之日常業務過程中所產生的應付貿易賬款：			
– Cash clients	– 現金客戶	(a)	5,616	8,532
Trade payables from purchase of goods arising from other ordinary course of business, other than business of dealing in securities transactions	於其他日常業務（證券交易買賣業務除外）過程中購買貨品所產生的應付貿易賬款	(b)	26,545	35,477
Other payables and accrued expenses	其他應付款項及應計開支	(c)	7,701	9,038
			39,862	53,047

(a) Trade payables arising from the business of dealing in securities

The trade payables balances arising from the ordinary course of business of securities brokerage services are normally settled in two trading days after the trade date except for the money held on behalf of clients at the segregated bank accounts which are repayable on demand. No ageing analysis is disclosed as, in the opinion of the directors of the Company, an ageing analysis does not give additional value in view of the nature of this business.

The carrying amount of the Group's trade payables arising from the business of dealing in securities are denominated in HK\$.

(a) 買賣證券業務所產生的應付貿易賬款

證券經紀服務業務日常業務過程中所產生的應付貿易賬款結餘一般於交易日期後兩個交易日內結算，惟代客戶於獨立銀行賬戶持有之資金須按需償還。由於本公司董事認為，鑑於業務性質，賬齡分析並無額外價值，故並無披露賬齡分析。

本集團源自證券買賣業務之應付貿易賬款的賬面值以港元計值。

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24. TRADE AND OTHER PAYABLES (continued)

(b) Trade payables arising from other businesses

The ageing analysis of trade payables, based on the invoice date, is as follows:

0 – 30 days	0至30日
31 – 60 days	31至60日
61 – 90 days	61至90日
Over 90 days	90日以上

The credit period on purchase of goods ranges from 30 to 60 days (2019: 30 to 60 days).

The carrying amount of the Group's trade payable arising from other business are denominated in US\$.

- (c) Amount due to a securities broker of approximately HK\$968,000 (2019: Nil) was included in other payables and accrued expenses, bearing interest at 8.5% (2019: Nil) per annum and repayable on demand.

24. 應付貿易賬款及其他應付款項 (續)

(b) 其他業務所產生的應付貿易賬款

按發票日期之應付貿易賬款之賬齡分析呈列如下：

2020	2019
HK\$'000	HK\$'000
千港元	千港元
814	10,429
–	6,143
146	4,443
25,585	14,462
26,545	35,477

購買貨品信貸期介乎30至60日 (二零一九年：30至60日)。

本集團源自其他業務之應付貿易賬款的賬面值以美元計值。

- (c) 應付證券經紀人款項約968,000港元 (二零一九年：零)已計入其他應付款項及應計費用，按年利率8.5% (二零一九年：零)計息並應要求償還。

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25. LEASE LIABILITIES

25. 租賃負債

		Minimum lease payments		Present value of minimum lease payments	
		最低租賃付款		最低租賃付款現值	
		2020	2019	2020	2019
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Within one year	一年內	682	2,351	675	2,251
In the second to fifth years, inclusive	第二年至第五年（包括首尾兩年）	—	487	—	482
		682	2,838	675	2,733
Less: Future finance charges	減：遠期財務費用	(7)	(105)	N/A 不適用	N/A 不適用
Present value of lease obligations	租賃責任現值	675	2,733	675	2,733
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：於12個月內到期結算的金額（於流動負債項下呈列）			(675)	(2,251)
Amount due for settlement after 12 months	於12個月後到期結算的金額			—	482

All lease liabilities are denominated in HK\$.

所有租賃負債均以港元計值。

The incremental borrowing rates applied to lease liabilities is 6.03% (2019: 6.03%).

適用於租賃負債的增量借款利率為6.03%（2019年：6.03%）。

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25. LEASE LIABILITIES (continued)

The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes. For both years, the Group leases an office for its operations. Lease contracts are entered into for fixed term of 3 years (2019: 3 years) with no extension or termination options. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

25. 租賃負債 (續)

除出租人持有的租賃資產的抵押權益外，租賃協議並無施加任何契諾。租賃資產不得用作借貸的抵押品。就兩個年度而言，本集團為其運營租賃一間辦公室。租賃合約的固定期限為三年（二零一九年：三年），並無延期及終止的選擇。租賃條款乃按個別基準磋商，包括多種不同條款及條件。於釐定租期及評估不可撤回期間的長度時，本集團應用合約的定義並釐定合約可強制執行的期間。

26. BANK LOAN

26. 銀行貸款

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Secured bank loan	有抵押銀行貸款	3,584	181
Scheduled payment terms of bank loan contain a repayment on demand clause (shown under current liabilities):	銀行貸款之計劃還款條款內包含須應要求還款之條款（列入流動負債）：		
Within one year	一年內	679	181
More than one year, but within two years	超過一年但不超過兩年	728	—
More than two years, but within five years	超過兩年但不超過五年	2,177	—
		3,584	181

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

26. BANK LOAN (continued)

The carrying amounts of the Group's borrowings are denominated in HK\$.

The average interest rate at 31 December 2020 was 6.07% (2019: 6.03%).

As at 31 December 2020 the Group's bank loan was guaranteed by (i) Mr. Ma Pun Fai, a director of a subsidiary of the Company and (ii) the HKMC Insurance Limited of HK\$3,420,000 (2019: Mr. Ma Pun Fai, a director of a subsidiary of the Company).

The Group's bank borrowings contain clauses which give the banks the right at their sole discretion to demand immediate repayment at any time irrespective of whether the Group has complied with the covenants and met the scheduled repayment obligations.

The Group regularly monitors its compliance with loan covenants. Its repayments up to date are in accordance with the scheduled repayments of the term loans. The Group does not consider that the banks will probably exercise their discretions to demand repayments so long as the Group continues to meet these requirements. Further details of the Group's management of liquidity risk are set out in note 6(d) to the consolidated financial statements.

26. 銀行貸款 (續)

本集團借貸的賬面值以港元計值。

於二零二零年十二月三十一日的平均利率為6.07% (二零一九年: 6.03%)。

於二零二零年十二月三十一日，本集團之銀行貸款乃由(i)本公司一間附屬公司之一名董事馬彬輝先生及(ii)香港按證保險有限公司之3,420,000港元(二零一九年: 本公司一間附屬公司之一名董事馬彬輝先生)擔保。

本集團銀行借款有附帶條款，不論本集團是否已遵守契諾及是否已履行預定的還款責任，該附帶條款給予銀行全權酌情隨時要求本集團即時還款的權利。

本集團定期監察其是否已遵守貸款契諾。其截至目前的還款乃按定期貸款的還款時間表進行。本集團認為只要本集團繼續符合該等規定，則銀行不大可能行使其要求還款的酌情權。有關本集團流動資金風險管理的進一步詳情載於綜合財務報表附註6(d)。

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27. DEFERRED TAX ASSETS

The following are the deferred tax assets recognised by the Group.

27. 遞延稅項資產

以下為本集團確認的遞延稅項資產。

		Provision of ECL 預期信貸 虧損撥備 HK\$'000 千港元	Tax losses 稅項虧損 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	979	181	1,160
Credit to profit or loss for the year (note 12)	計入本年度損益 (附註12)	—	(181)	(181)
At 31 December 2019 and 1 January 2020 and 31 December 2020	於二零一九年 十二月三十一日 及二零二零年一月一日 及二零二零年 十二月三十一日	979	—	979

At the end of the reporting period, the Group has unused tax losses of approximately HK\$174,341,000 (2019: approximately HK\$96,598,000) that are available for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses due to unpredictability of future profit streams. Except for the tax losses of approximately HK\$5,851,000 (2019: approximately HK\$5,834,000) will be expired in 5 years from the year of origination, the remaining tax losses may be carried forward indefinitely.

於報告期末，本集團有可供抵銷日後應課稅溢利的未使用稅項虧損約174,341,000港元（二零一九年：約96,598,000港元）。由於日後溢利流的不可預見性，並無就該等虧損確認遞延稅項資產。除稅項虧損約5,851,000港元（二零一九年：約5,834,000港元）將自起始年度起計五年到期外，餘下稅項虧損可無限期結轉。

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

28. SHARE CAPITAL

28. 股本

		2020		2019	
		Number of ordinary shares 普通股數目 '000 千股	Amount 金額 HK\$'000 千港元	Number of ordinary shares 普通股數目 '000 千股	Amount 金額 HK\$'000 千港元
Authorised:	法定：				
At 1 January, ordinary share of HK\$0.0003	於一月一日，0.0003 港元之普通股	2,000,000,000	600,000	2,000,000,000	600,000
Share consolidation (note i)	股份合併 (附註i)	(1,900,000,000)	-	-	-
At 31 December, ordinary share of HK\$0.006	於十二月三十一日， 0.006港元之普通股	100,000,000	600,000	2,000,000,000	600,000
Issued and fully paid:	已發行及繳足：				
At 1 January, ordinary share of HK\$0.0003	於一月一日，0.0003 港元之普通股	15,215,731	4,564	15,215,731	4,564
Share consolidation (note i)	股份合併 (附註i)	(14,454,944)	-	-	-
Placing of shares (note ii)	股份配售 (附註ii)	152,150	913	-	-
At 31 December, ordinary share of HK\$0.006	於十二月三十一日， 0.006港元之普通股	912,937	5,477	15,215,731	4,564

notes:

附註：

- (i) Pursuant to ordinary resolution passed by shareholders at extraordinary meeting of the Company on 24 March 2020, the Company effected the consolidation of the issued and unissued ordinary shares of the Company on the basis that every 20 ordinary shares of HK\$0.0003 each into one ordinary share of HK\$0.006 each on 26 March 2020. Details of the share consolidation are set out in the Company's announcements dated 24 February 2020, 6 March 2020 and 24 March 2020 respectively.
- (ii) On 5 August 2020, the Company and the placing agent entered into the placing agreement pursuant to which the placing agent has conditionally agreed to place, on a best effort basis, to not less than six placees, for up to 152,150,000 placing shares at the placing price of HK\$0.09 per placing share (the "Placing"). The placing of new shares was completed on 25 August 2020. The Group (the Company) received net proceeds, after deducting the related expenses (the placing commission (charged by an indirect wholly-owned subsidiary of the Company) and the other related expenses), from the Placing amounted to approximately HK\$13.7 million (HK\$12.4 million).
- (i) 根據股東於二零二零年三月二十四日舉行的本公司股東特別大會上通過的普通決議案，於二零二零年三月二十六日，本公司按每20股每股面值0.0003港元的普通股合併為一股每股面值0.006港元的普通股的基準進行的本公司已發行及未發行普通股的合併。股份合併的詳情載於本公司日期分別為二零二零年二月二十四日、二零二零年三月六日及二零二零年三月二十四日的公告。
- (ii) 於二零二零年八月五日，本公司與配售代理簽訂配售協議，據此，配售代理已有條件同意以最大基準向不少於六名承配人配售最多達152,150,000股配售股份，配售價為每股配售股份0.09港元（「配售」）。新股配售於二零二零年八月二十五日完成。本集團（本公司）收到配售所得款項淨額，（經扣除相關開支（配售佣金（由本公司之間接全資附屬公司收取）及其他相關開支））約13,700,000港元（12.4百萬港元）。

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28. SHARE CAPITAL (continued)

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

The Group reviews the capital structure frequently by considering the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debts, redemption of existing debts or selling assets to reduce debts.

The externally imposed capital requirements for the Group are: (i) in order to maintain its listing on the Stock Exchange it has to have a public float of at least 25% of the shares; (ii) to meet financial covenants attached to the interest-bearing borrowings; and (iii) minimum capital and liquid capital requirements by the Securities and Futures Commission of Hong Kong.

During the years ended 31 December 2020 and 2019, the Group complied with the above liquid capital requirements.

The Group receives a report from the share registrars monthly on substantial share interests showing the non-public float and it demonstrates continuing compliance with the 25% limit throughout the years ended 31 December 2020 and 2019.

Breaches in meeting the financial covenants would permit the bank to immediately call borrowings. There have been no breaches in the financial covenants of any interest-bearing borrowing for the years ended 31 December 2020 and 2019.

28. 股本 (續)

本集團於管理資本的目標為保障本集團持續經營的能力及通過優化債務及權益結餘使股東回報最大化。

本集團時常通過考慮資本成本及每類別股本的相關風險審閱資本架構。本集團通過派付股息、發行新股份及股份購回以及發行新債務、贖回現有債務或出售資產以減少債務的方式去平衡整體資本結構。

外部對本集團施加之資本要求為：(i) 為維持於聯交所的上市地位，其須擁有的公眾持股量為不少於股份的25%；(ii) 滿足計息借貸隨附的財務契諾；及(iii) 香港證券及期貨事務監察委員會規定的最低資本及流動資金要求。

截至二零二零年及二零一九年十二月三十一日止年度，本集團已遵守上述流動資金要求。

本集團每月自股份過戶登記處取得載有非公眾持股量資料之主要股份權益報告，報告顯示本集團於截至二零二零年及二零一九年十二月三十一日止年度內一直符合25%之上限規定。

倘違反財務契諾，銀行將可立即收回借貸。於截至二零二零年及二零一九年十二月三十一日止年度，本集團並無違反任何計息借貸之財務契諾。

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29. SHARE-BASED PAYMENTS

Equity-settled share option scheme

Pursuant to a resolution passed by the Company's shareholders at the annual general meeting held on 4 May 2012, the Company adopted a share option scheme (the "**Scheme**") for the primary purpose of providing incentives to eligible persons.

Under the Scheme, the Company's board of directors may, at its discretion, grant options to eligible persons (including directors, employees and consultants) to subscribe for the Company's shares.

The exercise price of the share options under the Scheme is determined by the directors of the Company, and must be at least the higher of: (a) the average of the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the relevant date of offer of the share options; (b) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the relevant date of offer of the share options, which must be a business day; and (c) the nominal value of the Company's shares.

29. 以股份為基礎之付款

以股權結算之購股權計劃

根據本公司股東於二零一二年五月四日舉行之股東週年大會上通過之決議案，本公司採納一項購股權計劃（「**該計劃**」），主要目的在於獎勵合資格人士。

根據該計劃，本公司董事會可酌情決定向合資格人士（包括董事、僱員及顧問）授予購股權以認購本公司股份。

該計劃之購股權行使價由本公司董事釐定，並須至少為以下較高者：(a) 緊接有關購股權授出日期前五個營業日於聯交所每日報價表得出之本公司股份平均收市價；(b) 有關購股權授出日期於聯交所每日報價表得出之本公司股份收市價，該日必須為營業日；及(c) 本公司股份之面值。

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29. SHARE-BASED PAYMENTS (continued)

Equity-settled share option scheme (continued)

The maximum number of shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Scheme and any other share option schemes of the Company shall not in aggregate exceed 30% of the Company's shares in issue from time to time. The total number of shares issued and to be issued upon exercise of the share options granted to any individual under the Scheme and any other share option schemes of the Company (including cancelled, exercised and outstanding share options) in any 12-month period up to the date of grant of the share options must not exceed 1% of the Company's shares in issue. The Scheme will remain in force for a period of ten years commencing from the date of adoption of the Scheme, after which no further share options shall be granted but the share options which were granted during the life of the Scheme may continue to be exercisable in accordance with their terms of issue and the provisions of the Scheme shall in all other respects remain in full force and effect in respect thereof. Share options may be exercised in accordance with the terms of the Scheme at any time during the period as the board of directors may determine in granting the share options, but in any event not exceeding ten years from the date of grant. Share options granted under the Scheme must be taken up within 28 days of the date of offer. Upon acceptance, the grantee shall pay HK\$1 to the Company by way of consideration for the grant of the share option.

29. 以股份為基礎之付款 (續)

以股權結算之購股權計劃 (續)

根據該計劃及本公司任何其他購股權計劃，所有授出而尚未行使之購股權，於行使後可予發行股份之最高數目合共不得超過本公司不時已發行股份30%。於直至購股權授出日期之任何十二個月期間內，行使根據該計劃及本公司任何其他購股權計劃向任何人士授予購股權（包括已註銷、已行使及尚未行使之購股權）而發行及將予發行之股份總數，不可超過本公司已發行股份1%。該計劃自其採納日期起計十年內仍然有效，於該日期後則不會再授出購股權，惟於該計劃期內授出之購股權仍可根據其發行條款繼續予以行使，而該計劃之規定在所有其他有關方面均仍具十足效力。購股權可於董事會授出購股權時所決定之期間內任何時間根據該計劃之條款予以行使，惟此期間在任何情況內均不得超過授出日期起計十年內。根據該計劃授出之購股權須由要約日期起計二十八日內接納。於接納後，承授人應向本公司支付1港元作為獲授購股權之代價。

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29. SHARE-BASED PAYMENTS (continued)

Equity-settled share option scheme (continued)

The following table discloses the details of the Company's share options and the movements during the year ended 31 December 2020:

Category	Date of grant	Adjusted exercise price per share 經調整每股行使價 (HK\$) (港元)	Exercise period	Notes	Outstanding at 1.1.2020 於二零二零年一月一日尚未行使	Grant during the year 年內授出	Exercise during the year 年內行使	Effect of share consolidation (note f) 股份合併之影響 (附註f)	Cancelled/lapsed during the year 年內註銷/失效	Outstanding at 31.12.2020 於二零二零年十二月三十一日尚未行使
類別	授出日期		行使期	附註						
Director 董事										
Malcolm Stephen JACOBS-PATON	10 December 2014	3.5600	10 December 2014 to 9 December 2020	(a)	20,000,000	-	-	(19,000,000)	(1,000,000)	-
Malcolm Stephen JACOBS-PATON	二零一四年十二月十日		二零一四年十二月十日至二零二零年十二月九日							
Zhu Yuqi	8 May 2020	0.0780	8 May 2020 to 7 May 2022	(e)	-	7,607,000	-	-	-	7,607,000
朱宇奇	二零二零年五月八日		二零二零年五月八日至二零二二年五月七日							
Lu Bei Lin	8 May 2020	0.0780	8 May 2020 to 7 May 2022	(e)	-	7,607,000	-	-	(7,607,000)	-
陸蓓琳	二零二零年五月八日		二零二零年五月八日至二零二二年五月七日							
Man Yuan	8 May 2020	0.0780	8 May 2020 to 7 May 2022	(e)	-	7,607,000	-	-	-	7,607,000
滿圓	二零二零年五月八日		二零二零年五月八日至二零二二年五月七日							
Ma Kin Ling	8 May 2020	0.0780	8 May 2020 to 7 May 2022	(e)	-	7,607,000	-	-	-	7,607,000
馬健凌	二零二零年五月八日		二零二零年五月八日至二零二二年五月七日							
Employee 僱員	10 December 2014	3.5600	10 December 2014 to 9 December 2020	(b)	38,040,000	-	-	(36,138,000)	(1,902,000)	-
	二零一四年十二月十日		二零一四年十二月十日至二零二零年十二月九日							
	8 May 2020	0.0780	8 May 2020 to 7 May 2022	(e)	-	45,642,000	-	-	-	45,642,000
	二零二零年五月八日		二零二零年五月八日至二零二二年五月七日							

29. 以股份為基礎之付款 (續)

以股權結算之購股權計劃 (續)

下表披露本公司截至二零二零年十二月三十一日止年度之購股權及其變動詳情：

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29. SHARE-BASED PAYMENTS (continued)

Equity-settled share option scheme (continued)

Category	Date of grant	Adjusted exercise price per share 經調整每股行使價 (HK\$) (港元)	Exercise period	Notes	Outstanding at 1.1.2020 於二零二零年一月一日尚未行使	Grant during the year 年內授出	Exercise during the year 年內行使	Effect of share consolidation (note f) 股份合併之影響 (附註f)	Cancelled/lapsed during the year 年內註銷/失效	Outstanding at 31.12.2020 於二零二零年十二月三十一日尚未行使
顧問	10 December 2014 二零一四年十二月十日	3.5600	10 December 2014 to 9 December 2020 二零一四年十二月十日至二零二零年十二月九日	(c)	202,880,000	-	-	(192,736,000)	(10,144,000)	-
	17 April 2019 二零一九年四月十七日	0.4720	17 April 2019 to 16 April 2021 二零一九年四月十七日至二零二一年四月十六日	(d)	1,521,500,000	-	-	(1,445,425,000)	-	76,075,000
					<u>1,782,420,000</u>	<u>76,070,000</u>	<u>-</u>	<u>(1,693,299,000)</u>	<u>(20,653,000)</u>	<u>144,538,000</u>
Exercisable at the end of the year 年末可行使										<u>144,538,000</u>
					(Restated) (經重列)					
Weighted average exercise price 加權平均行使價					<u>HK\$0.930港元</u>	<u>HK\$0.0780港元</u>				<u>HK\$0.2854港元</u>

29. 以股份為基礎之付款 (續)

以股權結算之購股權計劃 (續)

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29. SHARE-BASED PAYMENTS (continued)

Equity-settled share option scheme (continued)

Category	Date of grant	Exercises price per share	Exercise period	Notes	Outstanding at 1.1.2019 於二零一九年一月一日尚未行使	Grant during the year	Exercise during the year	Cancelled/lapsed during the year	Outstanding at 31.12.2019 於二零一九年十二月三十一日尚未行使
類別	授出日期	每股行使價 (HK\$) (港元)	行使期	附註		年內授出	年內行使	年內註銷/失效	
Director 董事									
Malcolm Stephen JACOBS-PATON	10 December 2014	0.1780	10 December 2014 to 9 December 2020	(a)	20,000,000	-	-	-	20,000,000
Malcolm Stephen JACOBS-PATON	二零一四年十二月十日		二零一四年十二月十日至二零二零年十二月九日						
Employee	10 December 2014	0.1780	10 December 2014 to 9 December 2020	(b)	38,040,000	-	-	-	38,040,000
僱員	二零一四年十二月十日		二零一四年十二月十日至二零二零年十二月九日						
Consultants	10 December 2014	0.1780	10 December 2014 to 9 December 2020	(c)	202,880,000	-	-	-	202,880,000
顧問	二零一四年十二月十日		二零一四年十二月十日至二零二零年十二月九日						
	17 April 2019	0.0236	17 April 2019 to 16 April 2021	(d)	-	1,521,500,000	-	-	1,521,500,000
	二零一九年四月十七日		二零一九年四月十七日至二零二一年四月十六日						
					<u>260,920,000</u>	<u>1,521,500,000</u>	<u>-</u>	<u>-</u>	<u>1,782,420,000</u>
Exercisable at the end of the year 年末可行使									<u>1,782,420,000</u>
Weighted average exercise price (note f) 加權平均行使價 (附註f)					<u>HK\$0.1780 港元</u>	<u>HK\$0.0236 港元</u>			<u>HK\$0.0465 港元</u>

29. 以股份為基礎之付款 (續)

以股權結算之購股權計劃 (續)

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29. SHARE-BASED PAYMENTS (continued)

Equity-settled share option scheme (continued)

notes:

- (a) Out of the 405,400,000 options granted on 10 December 2014, a total of 126,800,000 options are vested in 5 tranches as to (i) 20% exercisable from 10 December 2015 up to 9 December 2020; (ii) 20% exercisable from 10 December 2016 up to 9 December 2020; (iii) 20% exercisable from 10 December 2017 up to 9 December 2020; (iv) 20% exercisable from 10 December 2018 up to 9 December 2020; and (v) 20% exercisable from 10 December 2019 up to 9 December 2020; and a total of 278,600,000 options are exercisable from 10 December 2014 up to 9 December 2020. As a result of the share consolidation as set out in note 28(i), the exercise price of the share options was adjusted from HK\$0.1780 per share to HK\$3.5600 per share with effect from 26 March 2020.

- (b) A total of 38,040,000 options are vested in 5 tranches as to (i) 20% exercisable from 10 December 2015 up to 9 December 2020; (ii) 20% exercisable from 10 December 2016 up to 9 December 2020; (iii) 20% exercisable from 10 December 2017 up to 9 December 2020; (iv) 20% exercisable from 10 December 2018 up to 9 December 2020; and (v) 20% exercisable from 10 December 2019 up to 9 December 2020. As a result of the share consolidation as set out in note 28(i), the exercise price of the share options was adjusted from HK\$0.1780 per share to HK\$3.5600 per share with effect from 26 March 2020.

29. 以股份為基礎之付款 (續)

以股權結算之購股權計劃 (續)

附註：

- (a) 於二零一四年十二月十日所授出之405,400,000份購股權當中，合共126,800,000份購股權乃分五批歸屬：(i)20%可於二零一五年十二月十日至二零二零年十二月九日期間行使；(ii)20%可於二零一六年十二月十日至二零二零年十二月九日期間行使；(iii)20%可於二零一七年十二月十日至二零二零年十二月九日期間行使；(iv)20%可於二零一八年十二月十日至二零二零年十二月九日期間行使；及(v)20%可於二零一九年十二月十日至二零二零年十二月九日期間行使；以及合共278,600,000份購股權可於二零一四年十二月十日至二零二零年十二月九日期間行使。由於附註28(i)所載股份合併之影響，自二零二零年三月二十六日起，購股權之行使價由每股0.1780港元調整為每股3.5600港元。

- (b) 合共38,040,000份購股權乃分五批歸屬：(i)20%可於二零一五年十二月十日至二零二零年十二月九日期間行使；(ii)20%可於二零一六年十二月十日至二零二零年十二月九日期間行使；(iii)20%可於二零一七年十二月十日至二零二零年十二月九日期間行使；(iv)20%可於二零一八年十二月十日至二零二零年十二月九日期間行使；及(v)20%可於二零一九年十二月十日至二零二零年十二月九日期間行使；由於附註28(i)所載股份合併之影響，自二零二零年三月二十六日起，購股權之行使價由每股0.1780港元調整為每股3.5600港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

29. SHARE-BASED PAYMENTS (continued)

Equity-settled share option scheme (continued)

Notes: (continued)

- (c) Out of the 824,560,000 options granted on 10 December 2014, a total of 469,160,000 options are vested in 5 tranches as to (i) 20% exercisable from 10 December 2015 up to 9 December 2020; (ii) 20% exercisable from 10 December 2016 up to 9 December 2020; (iii) 20% exercisable from 10 December 2017 up to 9 December 2020; (iv) 20% exercisable from 10 December 2018 up to 9 December 2020; and (v) 20% exercisable from 10 December 2019 up to 9 December 2020; and a total of 355,400,000 options are exercisable from 10 December 2014 up to 9 December 2020. As a result of the share consolidation as set out in note 28(i), the exercise price of the share options was adjusted from HK\$0.1780 per share to HK\$3.5600 per share with effect from 26 March 2020.
- (d) 1,521,500,000 options granted on 17 April 2019 are immediately vested at the date of grant. The closing price of the shares of the Company immediately before the grant date of the share options on 17 April 2019 was HK\$0.0230 per share. As a result of the share consolidation as set out in Note 28(i), the exercise price of the share options was adjusted from HK\$0.0236 per share to HK\$0.4720 per share with effect from 26 March 2020.

29. 以股份為基礎之付款 (續)

以股權結算之購股權計劃 (續)

附註：(續)

- (c) 於二零一四年十二月十日所授出之824,560,000份購股權當中，合共469,160,000份購股權乃分五批歸屬：(i)20%可於二零一五年十二月十日至二零二零年十二月九日期間行使；(ii)20%可於二零一六年十二月十日至二零二零年十二月九日期間行使；(iii) 20%可於二零一七年十二月十日至二零二零年十二月九日期間行使；(iv)20%可於二零一八年十二月十日至二零二零年十二月九日期間行使；及(v)20%可於二零一九年十二月十日至二零二零年十二月九日期間行使；以及合共355,400,000份購股權可於二零一四年十二月十日至二零二零年十二月九日期間行使。由於附註28(i)所載股份合併之影響，自二零二零年三月二十六日起，購股權之行使價由每股0.1780港元調整為每股3.5600港元。
- (d) 於二零一九年四月十七日所授出之1,521,500,000份購股權已於授出日期即時歸屬。緊隨購股權授出日期之前本公司股份於二零一九年四月十七日之收市價為每股0.0230港元。由於附註28(i)所載股份合併之影響，自二零二零年三月二十六日起，購股權之行使價由每股0.0236港元調整為每股0.4720港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

29. SHARE-BASED PAYMENTS (continued)

Equity-settled share option scheme (continued)

- (e) 76,070,000 options granted on 8 May 2020 are immediately vested at the date of grant. The closing price of the shares of the Company immediately before the grant date of the share options on 8 May 2020 was HK\$0.078 per share.
- (f) The effect of share consolidation as set out in note 28(i) had been excluded in calculation of weighted average exercise price.

No share option was exercised during the years ended 31 December 2020 and 2019. The options outstanding at the end of the year have a weighted average remaining contractual life of 1 year (2019: 1 year). On 8 May 2020, 76,070,000 (2019: 1,521,500,000) share options with fair value of HK\$2,520,000 (2019: HK\$16,737,000) were granted.

These fair values were calculated using the Binomial Option Pricing model. The inputs into the model are as follows:

Weighted average share price	加權平均股價
Weighted average exercise price	加權平均行使價
Expected volatility	預期波幅
Expected life	預計年期
Risk free rate	無風險利率
Expected dividend yield	預期股息收益率

29. 以股份為基礎之付款 (續)

以股權結算之購股權計劃 (續)

- (e) 於二零二零年五月八日所授出之76,070,000份購股權已於授出日期即時歸屬。緊隨購股權授出日期之前本公司股份於二零二零年五月八日之收市價為每股0.078港元。
- (f) 加權平均行使價之計算未包括附註28(i)所載股份合併之影響。

於截至二零二零年及二零一九年十二月三十一日止年度並無購股權獲行使。於年末尚未行使之購股權的加權平均剩餘合約期限為一年(二零一九年: 一年)。於二零二零年五月八日, 76,070,000份(二零一九年: 1,521,500,000份)公平值為2,520,000港元(二零一九年: 16,737,000港元)之購股權已獲授出。

該等公平值乃使用二項式期權定價模型計算。該模型的輸入數據如下:

	2020	2019
Weighted average share price	0.0780	0.0230
Weighted average exercise price	0.0780	0.0236
Expected volatility	85%	93.69%
Expected life	2	2
Risk free rate	0.37%	1.69%
Expected dividend yield	0%	0%

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綜合財務報表附註

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

29. SHARE-BASED PAYMENTS (continued)

Equity-settled share option scheme (continued)

The expected volatility is based on the historic volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends are based on historical dividends. The assumptions used in computing the fair value of the share options are based on management's best estimate. Changes in the subjective input assumptions could materially affect the fair value estimate.

There was no market vesting condition or non-market performance condition associated with the options granted.

Share options granted to consultants were incentives for helping the Group expand its business network, acquire and explore new business projects and opportunities. The fair value of service received in return for share options granted could not be estimated reliably and as a result, the fair value is measured by reference to the fair value of share options granted.

29. 以股份為基礎之付款 (續)

以股權結算之購股權計劃 (續)

預期波幅以歷史波幅為基準（基於購股權加權平均剩餘年期計算），並根據公開所得資料就預期未來波幅出現的任何變動作出調整。預期股息乃以歷史股息為基準。用於計算購股權的公平值假設乃基於管理層的最佳估計。主觀輸入參數假設的任何變化可重大影響公允價值估計。

概無與已授出購股權相關的市場歸屬條件或非市場表現條件。

授予顧問之購股權乃作為彼等幫助本集團擴大其業務網絡、收購及物色新業務項目及機遇的獎勵。為換取已授出購股權而收取的服務的公平值不能可靠估計，因此，公平值乃經參考已授出購股權的公平值計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

30. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(a) Statement of financial position of the
Company

30. 本公司之財務狀況表及儲 備變動

(a) 本公司之財務狀況表

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司之投資	178	178
Current assets	流動資產		
Deposits, prepayments and other receivables	按金、預付款項及 其他應收款項	1,591	2,367
Amounts due from subsidiaries	應收附屬公司款項	94,004	80,710
Cash and bank balances	現金及銀行結餘	1,228	943
		96,823	84,020
Current liabilities	流動負債		
Accrued expenses and other payables	應計開支及 其他應付款項	3,851	4,354
Amounts due to subsidiaries	應付附屬公司款項	34,636	34,596
		38,487	38,950
Net current assets	流動資產淨額	58,336	45,070
Net assets	資產淨額	58,514	45,248
Capital and reserves	股本及儲備		
Share capital	股本	5,477	4,564
Reserves	儲備	53,037	40,684
Total equity	總權益	58,514	45,248

The financial statements were approved and authorised for issue by the Board of Directors on 25 March 2021 and were signed on its behalf by:

ZHU Yuqi
朱宇奇
Director
董事

財務報表已於二零二一年三月二十五日獲董事會批准及授權刊印，並由下列董事代表簽署：

CHOW Hei Yin Terry
周熾賢
Director
董事

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

30. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (continued)

(b) Reserve movement in the Company

30. 本公司之財務狀況表及儲 備變動(續)

(b) 本公司之儲備變動

		Share Premium 股份溢價 (note 31(b)) (i)	Contributed surplus 繳入盈餘 (note 31(b)) (iii)	Share options reserve 購股權儲備 (note 31(b)) (v)	Accumulated losses 累計虧損	Total 總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	57,856	522,104	6,864	(547,523)	39,301
Loss and total comprehensive income for the year	本年度虧損及全面收益總額	-	-	-	(15,648)	(15,648)
Recognition of equity-settled share based payments (note 33(a))	確認以股本結算並以股份 為基礎之付款(附註33(a))	-	-	17,031	-	17,031
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日 及二零二零年一月一日	57,856	522,104	23,895	(563,171)	40,684
Loss and total comprehensive income for the year	本年度虧損及全面收益總額	-	-	-	(2,604)	(2,604)
Placing of shares (note 28(iii))	股份配售(附註28(iii))	12,437	-	-	-	12,437
Share options lapsed	購股權失效	-	-	(7,419)	7,419	-
Recognition of equity-settled share based payments (note 33(a))	確認以股本結算並以股份 為基礎之付款(附註33(a))	-	-	2,520	-	2,520
At 31 December 2020	於二零二零年十二月三十一日	70,293	522,104	18,996	(558,356)	53,037

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

31. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Nature and purpose of reserves

(i) *Share premium*

Share premium represents premium arising from the issue of shares at a price in excess of their par value per share and after deduction of capitalisation issue and issuance costs of shares. Pursuant to the Companies Law of the Bermuda, funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(ii) *Other capital reserve*

Other capital reserve represents the difference between the nominal value of the share capital and the share premium of the subsidiaries at the date on which they were acquired by the Group and the nominal value of the share capital issued as consideration for the acquisition.

31 儲備

(a) 本集團

本集團儲備金額及其變動於綜合損益及其他全面收益表及綜合權益變動表呈列。

(b) 儲備之性質及目的

(i) 股份溢價

股份溢價乃指因按高於每股面值之價格發行股份且已扣除資本化發行及股份發行成本而產生之溢價。根據百慕達公司法，本公司股份溢價賬的資金可分派予本公司股東，惟緊隨建議分派股息日，本公司須償清在一般業務過程中到期之債務。

(ii) 其他資本儲備

其他資本儲備乃指於本集團收購附屬公司之日附屬公司之股本及股份溢價面值與作為收購之代價而發行的股本面值之差額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

31. RESERVES (continued)

(b) Nature and purpose of reserves (continued)

(iii) *Contributed surplus*

Contributed surplus represents the difference between the nominal value of the share capital issued by the Group and the net asset value of subsidiaries acquired through an exchange of shares pursuant to the reorganisation.

(iv) *Translation reserve*

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 4(b) to the consolidated financial statements.

(v) *Share options reserve*

The share option reserve represents the fair value of the actual or estimated number of unexercised share options granted to directors, employees and consultants of the Group recognised in accordance with the accounting policy adopted for equity-settled share-based payments in note 4(o) to the consolidated financial statements.

31 儲備 (續)

(b) 儲備之性質及目的 (續)

(iii) 繳入盈餘

繳入盈餘乃指本集團已發行股本面值與根據重組透過交換股份收購的附屬公司資產淨值的差額。

(iv) 換算儲備

換算儲備包括所有因換算海外業務財務報表產生的外匯差額。該儲備根據綜合財務報表附註4(b)所載的會計政策處置。

(v) 購股權儲備

購股權儲備乃為授予本集團董事、僱員及顧問未行使購股權的實際或估計數目的公平值，根據綜合財務報表附註4(o)以股本結算股份為基礎之付款所採納的會計政策確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

32. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of principal subsidiaries of the Company at the end of the reporting period are set out below.

32. 本公司主要附屬公司之詳情

本公司主要附屬公司於報告期末之詳情載列如下。

Name of subsidiary 附屬公司名稱	Place of incorporation and operations 註冊成立 及經營地點	Class of shares held 所持股份 類別	Issued share capital 已發行股本	Proportion ownership interest held by the Company 本公司持有之擁有權 權益比例		Principal activities 主要業務
				2020	2019	
				<i>Directly held: 直接持有:</i>		
China Guoxin SunCorp Financial Holdings Limited 中國國信新確金融控股有限公司	British Virgin Island ("BVI") 英屬處女群島(「英屬處女群島」)	Ordinary 普通股	US\$1 1美元	100%	100%	Investment holding 投資控股
EXCEL GAINER LIMITED	BVI 英屬處女群島	Ordinary 普通股	US\$10,000 10,000美元	100%	100%	Investment holding 投資控股
SunCorp Group Limited	BVI 英屬處女群島	Ordinary 普通股	US\$59,524 59,524美元	100%	100%	Investment holding 投資控股
Suncorp Life Technologies Limited 新確生活科技有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1,000 1,000港元	100%	100%	Investment holding 投資控股
Suncorp Investment Holdings Limited	BVI 英屬處女群島	Ordinary 普通股	US\$100 100美元	100%	100%	Investment holding 投資控股
TALENT MILLION LIMITED 賢億有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	100%	100%	Investment holding and management 投資控股及管理
WELL SMOOTH LIMITED	BVI 英屬處女群島	Ordinary 普通股	US\$10,000 10,000美元	100%	100%	Investment holding 投資控股

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

32. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

32. 本公司主要附屬公司之詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation and operations 註冊成立 及經營地點	Class of shares held 所持股份 類別	Issued share capital 已發行股本	Proportion ownership interest held by the Company 本公司持有之擁有權 權益比例		Principal activities 主要業務
				2020	2019	
Indirectly held: 間接持有：						
SUNCORP GLOBAL LIMITED	Hong Kong	Ordinary	HK\$2	100%	100%	Trading of telephones and related products
新確環球有限公司	香港	普通股	2港元			電話及相關產品貿易
Worldwide Technology (Hong Kong) Limited	Hong Kong	Ordinary	HK\$1	100%	100%	Processing and trading of used computer-related components
環球電子科技(香港)有限公司	香港	普通股	1港元			二手電腦相關組件處理及 貿易
CASHCOW FINANCE (HK) LIMITED	Hong Kong	Ordinary	HK\$10,000,000	100%	100%	Money lending business
中投信貸(香港)有限公司	香港	普通股	10,000,000港元			放債服務
Suncorp Securities Limited	Hong Kong	Ordinary	HK\$76,000,000	100%	100%	Provision of securities brokerage, placing and underwriting services
新確證券有限公司	香港	普通股	76,000,000港元			提供證券經紀、配售及 包銷服務
BILLION MAX INTERNATIONAL LIMITED	Hong Kong	Ordinary	HK\$100	100%	100%	B2B cross-border e-commerce
聯標國際有限公司	香港	普通股	100港元			企業對企業跨境電子商務

The above table lists the subsidiaries of the Group which, in the opinion of the directors of the Company, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

None of the subsidiaries had issued any debt securities at the end of the year, or at any time during the year.

本公司董事認為，上表所列本集團之附屬公司對本集團之業績或資產產生主要影響。依本公司董事之意見，列出其他附屬公司之細節將流於冗長。

於年終或年內任何時間，各附屬公司均無發行任何債務證券。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

33. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transaction

Equity-settled share-based payment

During the year ended 31 December 2020, equity-settled share-based payment expense of approximately HK\$2,520,000 (2019: approximately HK\$17,031,000) was recognised in the consolidated statement of profit or loss.

(b) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flow were, or future cashflows will be classified in the Group's consolidated statement of cash flows from financing activities.

33. 綜合現金流量表附註

(a) 重大非現金交易

以股本結算股份為基礎之付款

截至二零二零年十二月三十一日止年度，以股本結算股份為基礎之付款開支約為2,520,000港元（二零一九年：約17,031,000港元）乃於綜合損益表中確認。

(b) 融資業務產生之負債對賬

下表詳述本集團來自融資業務的負債變動，包括現金及非現金變動。融資業務所產生的負債乃為現金流量已於，或未來現金流量將於本集團綜合現金流量表內分類自融資活動產生之負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

33. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(b) Reconciliation of liabilities arising from financing activities (continued)

33. 綜合現金流量表附註 (續)

(b) 融資業務產生之負債對賬 (續)

		Bank loan 銀行貸款 (note 26) (附註26) HK\$'000 千港元	Lease liabilities 租賃負債 (note 25) (附註25) HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2020	於二零二零年一月一日	181	2,733	2,914
Interest charged	已收取利息	90	98	188
Interest paid	已付利息	(90)	(98)	(188)
COVID-19 Related rent concessions received	已收COVID-19相關租金減免	—	(67)	(67)
Financing cash flows	融資現金流量	3,403	(1,991)	1,412
At 31 December 2020	於二零二零年十二月三十一日	3,584	675	4,259

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

33. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(b) Reconciliation of liabilities arising from financing activities (continued)

33. 綜合現金流量表附註 (續)

(b) 融資業務產生之負債對賬 (續)

		Bank loan 銀行貸款 (note 26) (附註26) HK\$'000 千港元	Lease liabilities 租賃負債 (note 25) (附註25) HK\$'000 千港元	Advance drawn on bill receivables discounted with full recourse 預支附有全 面追索權之 應收貼現票 據之墊款 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	879	–	973	1,852
Impact on initial application of HKFRS 16	初始應用香港財務 報告準則第16號的 影響	–	4,856	–	4,856
Restated balance at 1 January 2019	於二零一九年一月 一日的經重列結餘	879	4,856	973	6,708
Interest charged	已收取利息	33	229	–	262
Interest paid	已付利息	(33)	(229)	–	(262)
Financing cash flows	融資現金流量	(698)	(2,123)	(973)	(3,794)
At 31 December 2019	於二零一九年 十二月三十一日	181	2,733	–	2,914

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

33. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(c) Total cash outflow for leases

Amounts included in the consolidated statement of cash flows for lease comprise the following:

Within operating cash flows	屬於經營現金流量
Within financing cash flows	屬於融資現金流量

These amounts relate to the following:

Lease rental paid	已付租賃租金
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33. 綜合現金流量表附註(續)

(c) 租賃之現金流出量總額

計入綜合現金流量表內有關租賃的金額包括以下各項：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
98	229
1,991	2,123
2,089	2,352

該等金額與以下各項有關：

2020 HK\$'000 千港元	2019 HK\$'000 千港元
2,089	2,352

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

34. CONTINGENT LIABILITIES

During the year ended 31 December 2011, Suncorp Industrial Limited (in liquidation) ("SIL"), a former subsidiary of the Company, through its solicitors served on two wholly-owned, inactive subsidiaries of the Company (namely, Mondial Communications Limited ("MCL") and Suncorp Communications Limited ("SCL")), statutory demands for repayment of an amount of HK\$91,177,872 allegedly due from MCL to SIL and an amount of HK\$128,785,748 allegedly due from SCL to SIL. Both MCL and SCL denied the indebtedness allegedly due from them to SIL as claimed in the statutory demands. By Court Order dated 1 June 2011, the liquidators of SIL were sanctioned to take out legal proceedings in the name and on behalf of SIL against the Company, MCL and/or SCL. The Company had disposed of its entire interest in MCL and SCL in April 2014. According to Form 98, Notice to Creditors and Contributories of Intention to Apply for Release, Destruction of Books of Accounts and Documents and Dissolution of the Company, dated on 8 November 2019, SIL has submitted their application to finalise the liquidation, and based on Written Resolutions of the Committee of Inspection, the application has been approved. No legal expenses has incurred during the reporting period.

Save as disclosed above, the Group has no significant contingent liabilities at the end of the reporting period.

34. 或然負債

於截至二零一一年十二月三十一日止年度，新確實業有限公司（清盤中）（「新確實業」，其為本公司之前附屬公司）通過其律師向本公司兩間業務不活躍之全資附屬公司（即萬達鈴通訊有限公司（「萬達鈴通訊」）及新確通訊有限公司（「新確通訊」）送達法定要求償債書，要求獲付以下款項：指稱萬達鈴通訊應付新確實業之91,177,872港元款項，以及指稱新確通訊應付新確實業之128,785,748港元款項。萬達鈴通訊及新確通訊均否認法定要求償債書中所聲稱萬達鈴通訊及新確通訊應付予新確實業之債項。根據日期為二零一一年六月一日之法院命令，新確實業之清盤人獲准以新確實業之名義及代其向本公司、萬達鈴通訊及／或新確通訊提出法律程序。本公司已於二零一四年四月出售其於萬達鈴通訊及新確通訊之全部權益。根據日期為二零一九年十一月八日有關債權人及出資人有意申請發表、銷毀賬簿及文件及解散本公司通告的第98版，新確實業已提交申請落實清盤，及根據檢查委員會的書面決議案，申請已獲批准。於報告期間並無產生法律費用。

除上文所披露者外，於報告期末，本集團並無重大或然負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

35. CAPITAL COMMITMENTS

Capital commitments contracted for at the end of the reporting period but not yet incurred are as follows:

Property, plant and equipment 物業、廠房及設備

2020	2019
HK\$'000	HK\$'000
千港元	千港元

2,314

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36. OPERATING LEASE

The Group as lessee

As at 31 December 2020, the Group entered into a new lease for a office that is not yet commenced, with non-cancellable period of three years and eight months (2019: Nil) with an extension options, the total future undiscounted cash flows over the non-cancellable period amounted to approximately HK\$4,200,000 (2019: Nil).

37. RELATED PARTY TRANSACTIONS

In addition to those related party transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with its related parties during the year:

Compensation of key management personnel

Key management personnel are the directors of the Company. The remuneration of key management personnel during the year was as follows:

Short-term benefits 短期福利

2020	2019
HK\$'000	HK\$'000
千港元	千港元

2,253

2,009

35. 資本承擔

於報告期末已訂約但尚未產生之資本承擔如下：

36. 經營租賃

本集團作為承租人

於二零二零年十二月三十一日，本集團簽訂一項尚未開始之辦公室新租賃，不可撤銷期為期三年及延長期八個月（二零一九年：無），不可撤銷期之未來未貼現現金流量總額約4,200,000港元（二零一九年：無）。

37. 關連人士交易

除綜合財務報表其他部分所披露之關連人士交易及結餘外，本集團年內與關連人士的交易如下：

管理要員之薪酬

管理要員是指本公司董事。管理要員於年內之薪酬如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

38. EVENTS AFTER THE REPORTING PERIOD

After the COVID-19 outbreak in early 2020, a series of precautionary and control measures have been and continued to be implemented across the globe. The Group is paying close attention to the development of, and the disruption to business and economic activities caused by, the COVID-19 outbreak and evaluate its impact on the financial position, cash flows and operating results of the Group. Given the dynamic nature of the COVID-19 outbreak, it is not practicable to provide a reasonable estimate of its impacts on the Group's financial position, cash flows and operating results at the date on which these financial statements are authorised for issue.

39. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 25 March 2021.

38. 報告期後事項

於二零二零年初爆發COVID-19後，一系列防控及控制措施已於全球範圍內繼續實施。本集團一直密切關注COVID-19疫情的發展以及其對業務及經濟活動造成的影響，並評估其對本集團財務狀況、現金流量及經營業績產生的影響。鑑於COVID-19疫情的動態性質，於授權刊發該等財務報表之日，無法提供合理估計其對本集團財務狀況、現金流量及經營業績造成的影響。

39. 批准綜合財務報表

董事會已於二零二一年三月二十五日批准及授權發佈綜合財務報表。

Financial Summary

財務概要

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

RESULTS

業績

		For the year ended 31 December 截至十二月三十一日止年度				
		2016	2017	2018	2019	2020
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue	收益	<u>263,523</u>	<u>350,043</u>	<u>223,749</u>	<u>202,546</u>	<u>173,692</u>
Loss for the year	本年度虧損	<u>(52,352)</u>	<u>(217,084)</u>	<u>(24,842)</u>	<u>(42,766)</u>	<u>(70,107)</u>
Attributable to:	下列人士應佔：					
Owners of the Company	本公司擁有人	<u>(52,352)</u>	<u>(217,084)</u>	<u>(24,842)</u>	<u>(42,766)</u>	<u>(70,107)</u>

ASSETS AND LIABILITIES

資產及負債

		As at 31 December 於十二月三十一日				
		2016	2017	2018	2019	2020
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Total assets	總資產	655,391	423,897	436,572	364,901	299,153
Total liabilities	總負債	<u>(62,822)</u>	<u>(54,356)</u>	<u>(96,853)</u>	<u>(55,976)</u>	<u>(44,121)</u>
Net assets	淨資產	<u>592,569</u>	<u>369,541</u>	<u>339,719</u>	<u>308,925</u>	<u>255,032</u>
Equity attributable to owners of the Company	本公司擁有人應佔權益	<u>592,569</u>	<u>369,541</u>	<u>339,719</u>	<u>308,925</u>	<u>255,032</u>

