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AURUM PACIFIC (CHINA) GROUP LIMITED
奧栢中國集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8148)

2020 ANNUAL RESULTS ANNOUNCEMENT

The board (the “**Board**”) of directors (the “**Directors**”) of Aurum Pacific (China) Group Limited (the “**Company**”) is pleased to announce the audited results of the Company and its subsidiaries for the year ended 31 December 2020. This announcement, containing the full text of the 2020 annual report of the Company, complies with the requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**GEM Listing Rules**”) in relation to information to accompany preliminary announcement of annual results. The Company’s 2020 annual report will be available for viewing on the websites of the Stock Exchange at www.hkexnews.hk and of the Company at www.aurumpacific.com.hk on 30 March 2021.

By Order of the Board of
Aurum Pacific (China) Group Limited
Chow Yik
Executive Director

Hong Kong, 23 March 2021

As at the date of this announcement, the Board comprises the following Directors:

Executive Directors:

Mr. Chow Yik

Mr. Chung Man Lai

Mr. Chong Cha Hwa

Mr. Yao Tong

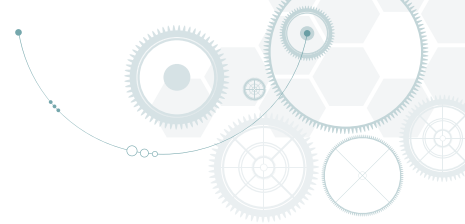
Independent non-executive Directors:

Mr. Leung Man Chun

Ms. Lam Yuen Man Maria

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication and on the website of the Company at www.aurumpacific.com.hk.



CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, makes no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (the “Directors”) of Aurum Pacific (China) Group Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; (2) there are no other matters the omission of which would make any statement herein or this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are found on bases and assumptions that are fair and reasonable.

香港聯合交易所有限公司（「聯交所」）GEM的特色

GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

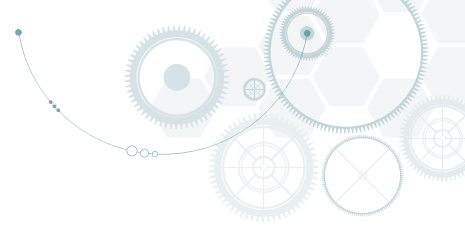
本報告乃遵照聯交所GEM證券上市規則（「GEM上市規則」）而刊載，旨在提供有關奧栢中國集團有限公司（「本公司」）的資料；本公司的董事（「董事」）願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後確認就其所知及所信：(1)本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分；(2)且並無遺漏任何事項，導致本報告或其所載任何陳述產生誤導；及(3)本報告所表達之一切意見乃經審慎周詳考慮後達致，並以公平合理之基準及假設為依據。



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CORPORATE INFORMATION

公司資料

DIRECTORS

Executive Directors

Mr. Chow Yik
Mr. Chung Man Lai
Mr. Chong Cha Hwa
Mr. Yao Tong

Independent Non-executive Directors

Mr. Leung Man Chun
Ms. Lam Yuen Man Maria

COMPANY SECRETARY

Ms. Leung Lai Ming

AUDIT COMMITTEE

Mr. Leung Man Chun (Chairman)
Ms. Lam Yuen Man Maria

REMUNERATION COMMITTEE

Mr. Leung Man Chun (Chairman)
Mr. Yao Tong
Ms. Lam Yuen Man Maria

NOMINATION COMMITTEE

Mr. Leung Man Chun (Chairman)
Mr. Chow Yik
Ms. Lam Yuen Man Maria

AUTHORISED REPRESENTATIVES

Mr. Chow Yik
Mr. Chong Cha Hwa

REGISTERED OFFICE

Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

董事

執行董事

周翊先生
鍾文禮先生
張家華先生
姚通先生

獨立非執行董事

梁文俊先生
林婉雯女士

公司秘書

梁麗明女士

審核委員會

梁文俊先生 (主席)
林婉雯女士

薪酬委員會

梁文俊先生 (主席)
姚通先生
林婉雯女士

提名委員會

梁文俊先生 (主席)
周翊先生
林婉雯女士

授權代表

周翊先生
張家華先生

註冊辦事處

Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands



CORPORATE INFORMATION

公司資料

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

21/F, Henan Building
90 Jaffe Road
Wanchai, Hong Kong

COMPLIANCE OFFICER

Mr. Yao Tong

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

AUDITOR

Baker Tilly Hong Kong Limited

PRINCIPAL BANKS

Bank of China (Hong Kong) Limited
China CITIC Bank International Limited
Industrial and Commercial Bank of China Limited
The Hong Kong and Shanghai Banking Corporation Limited
OCBC Wing Hang Bank Limited

STOCK CODE

8148

COMPANY WEBSITE

www.aurumpacific.com.hk

香港總辦事處及主要營業地點

香港灣仔
謝斐道90號
豫港大廈21樓

法規主任

姚通先生

開曼群島股份過戶登記總處

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

香港股份過戶登記分處

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心54樓

核數師

天職香港會計師事務所有限公司

主要往來銀行

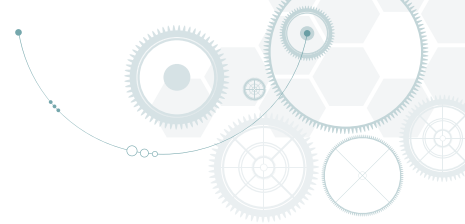
中國銀行(香港)有限公司
中信銀行(國際)有限公司
中國工商銀行股份有限公司
香港上海滙豐銀行有限公司
華僑永亨銀行有限公司

股份代號

8148

公司網站

www.aurumpacific.com.hk



MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

FINANCIAL REVIEW

Revenue

For the year ended 31 December 2020, the Company and its subsidiaries (collectively referred to as the “Group”) record a total revenue of approximately HK\$31,420,000, representing a decrease of approximately HK\$8,653,000 or 21.6% as compared with that of approximately HK\$40,073,000 in 2019.

The reduction in the Group’s revenue was mainly attributed by the decrease in interest income from the money lending business (the “Money Lending Business”) by approximately HK\$6,350,000 which recorded a segment revenue of approximately HK\$10,690,000 for the year ended 31 December 2020 as compared with that of approximately HK\$17,040,000 in 2019. The lingering novel coronavirus (COVID-19) pandemic has significantly blow to the Hong Kong economy in 2020 and thereby increased the risk and uncertainties to Hong Kong lending market. In order to alleviate the negative impact of the COVID-19 pandemic, management has adopted a prudent credit policy in conducting the Money Lending Business, as a result, only a few new loans were approved during the year.

The reduction in the Group’s revenue was also attributed by the decrease in segment revenue from the game publishing, development of mobile game and related intellectual property and platform, mobile application and data solutions and provision of IT related solutions (the “Mobile Games and Applications Business”) by approximately HK\$2,599,000 which recorded a segment revenue of approximately HK\$327,000 for the year ended 31 December 2020 as compared with that of approximately HK\$2,926,000 in 2019. The mobile games currently owned by the Group were developed and launched several years ago. While new mobile games are still under development, the existing mobile games are approaching the end of their life-cycles and therefore generated only a low level of segment revenue for the year ended 31 December 2020.

Segment revenue from the developing and marketing of the patented server-based technology and the provision of communications software platform, software related services and the custom-made software development services (the “Software Platform Business”) recorded a slight increase of approximately HK\$296,000 to approximately HK\$20,403,000 for the year ended 31 December 2020 as compared with that of approximately HK\$20,107,000 in 2019.

財務回顧 收益

截至二零二零年十二月三十一日止年度，本公司及其附屬公司（統稱「本集團」）錄得總收益約31,420,000港元，較二零一九年約40,073,000港元減少約8,653,000港元或21.6%。

本集團之收益減少主要歸因於放債業務（「放債業務」）所得利息收入減少約6,350,000港元並於截至二零二零年十二月三十一日止年度錄得分部收益約10,690,000港元，而二零一九年則約17,040,000港元。二零二零年，持續不斷的新型冠狀病毒(COVID-19)疫情嚴重打擊了香港經濟，亦因此而增加了香港放債市場的風險及不確定性。為了減輕COVID-19疫情帶來的負面影響，管理層採取了審慎之信貸政策經營放債業務，因此，於本年度內只批出了少數的新增貸款。

本集團之發行遊戲、開發手機遊戲及相關知識產權與平台、手機應用及數據解決方案並提供資訊科技相關解決方案（「手機遊戲及應用業務」）之分部收益減少約2,599,000港元亦構成集團之收益減少，截至二零二零年十二月三十一日止年度其分部收益錄得約327,000港元，而二零一九年則約2,926,000港元。本集團現時擁有之手機遊戲乃於數年前開發及發行。當新的手機遊戲尚在開發當中，那些現有之手機遊戲已然接近它們產品週期之尾聲，也因此，於截至二零二零年十二月三十一日止年度只能產生一個低程度之分部收益。

截至二零二零年十二月三十一日止年度，開發及營銷以伺服器為基礎之專利技術及提供通訊軟件平台、軟件相關服務及定制軟件開發服務（「軟件平台業務」）之分部收益則錄得約296,000港元之輕微增長至約20,403,000港元，而二零一九年則約20,107,000港元。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Cost of Sales

For the year ended 31 December 2020, the cost of sales of the Group amounted to approximately HK\$11,699,000 which represented an increment by over 154% as compared with that of approximately HK\$4,598,000 in 2019. As one of the temporary measures to deal with the containment policies associated with the COVID-19 pandemic, the Group had outsourced more of its projects from Software Platform Business during the year. The associated cost of outsourcing for the year ended 31 December 2020 amounted to approximately HK\$9,167,000 (2019: approximately HK\$2,521,000) was accounted for as cost of sales.

Gross Profit

As a result of the aforementioned decrease in the total revenue and increase in cost of sales, gross profit of the Group for the year ended 31 December 2020 decreased by approximately 44.4% to approximately HK\$19,721,000 (2019: approximately HK\$35,475,000). The decreases in segment revenue from the Money Lending Business and Mobile Games and Applications Business caused the Group's profit margin also dropped from approximately 88.5% in 2019 to approximately 62.8% for the year ended 31 December 2020.

Administrative and other operating expenses

The administrative and other operating expenses of the Group for the year ended 31 December 2020 amounted to approximately HK\$75,411,000 (2019: approximately HK\$58,257,000), which comprised administrative expenses, research and development expenses and selling and distribution expenses. The significant increase in overall expenses was mainly due to the impairment losses on trade and other receivables, loans receivable and interest receivables provided for during the year amounted to approximately HK\$27,616,000 in total (2019: approximately HK\$4,970,000).

Finance costs

For the year ended 31 December 2020, finance costs were approximately HK\$1,896,000 (2019: approximately HK\$2,327,000), which comprised of interest on interest-bearing borrowings and interest on lease liabilities.

銷售成本

截至二零二零年十二月三十一日止年度，本集團之銷售成本約11,699,000港元，較二零一九年約4,598,000港元增長超過154%。作為應對COVID-19疫情相關之遏制政策之其中一項暫時措施，年內本集團把更多軟件平台業務之項目外判。截至二零二零年十二月三十一日止年度，相關之外判成本約9,167,000港元（二零一九年：約2,521,000港元）已計及為銷售成本。

毛利

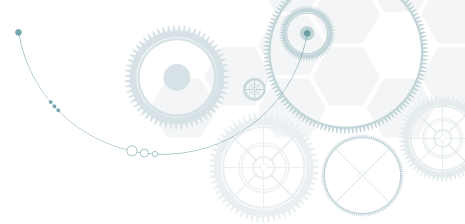
由於上述總收益減少及銷售成本增加，截至二零二零年十二月三十一日止年度本集團之毛利減少約44.4%至約19,721,000港元（二零一九年：約35,475,000港元）。放債業務及手機遊戲及應用業務之分部收益減少使得本集團之毛利率亦由二零一九年約88.5%下降至截至二零二零年十二月三十一日止年度約62.8%。

行政及其他經營開支

截至二零二零年十二月三十一日止年度，本集團之行政及其他經營開支約75,411,000港元（二零一九年：約58,257,000港元），其包括行政開支、研發開支及銷售及分銷開支。整體開支之重大增加主要由於年內之應收賬款及其他應收款、應收貸款及應收利息之減值虧損準備共約27,616,000港元（二零一九年：約4,970,000港元）所致。

融資成本

截至二零二零年十二月三十一日止年度，融資成本約1,896,000港元（二零一九年：約2,327,000港元），其包括附息借款之利息及租賃負債之利息。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Loss for the year

The consolidated net loss attributable to owners of the Company for the year ended 31 December 2020 amounted to approximately HK\$71,611,000, representing an increase of approximately 16.5% as compared with that of approximately HK\$61,470,000 in 2019. The net loss for the year was mainly attributable to the impairment losses on several items including goodwill, intangible assets, trade and other receivables, loans receivable and interest receivables provided for the year ended 31 December 2020.

DIVIDEND

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

BUSINESS REVIEW AND PROSPECT

For the year ended 31 December 2020, the Group continued to focus on three principal businesses, they are (i) Software Platform Business; (ii) Money Lending Business; and (iii) Mobile Games and Applications Business.

Software Platform Business

Despite the difficulties encountered in 2020, Software Platform Business had performed satisfactorily and managed to achieve a slight increase of approximately 1.5% in segment revenue for the year ended 31 December 2020 and accounted for approximately 64.9% (2019: approximately 50.2%) of the Group’s total revenue for the year ended 31 December 2020. As the market remains to be highly competitive and fast-changing, the Group will continue to allocate adequate resources to meet the evolving industry standards in satisfying customers’ demand.

年度虧損

截至二零二零年十二月三十一日止年度，本公司擁有人應佔綜合虧損淨額約71,611,000港元，較二零一九年約61,470,000港元增加約16.5%。年內虧損淨額主要歸因於截至二零二零年十二月三十一日止年度之數項減值虧損準備包括商譽、無形資產、應收賬款及其他應收款、應收貸款及應收利息。

股息

董事會（「董事會」）不建議就截至二零二零年十二月三十一日止年度派付任何末期股息（二零一九年：無）。

業務回顧及展望

截至二零二零年十二月三十一日止年度，本集團繼續專注於三類主要業務，即：(i)軟件平台業務；(ii)放債業務；及(iii)手機遊戲及應用業務。

軟件平台業務

儘管在二零二零年遇到各種困難，軟件平台業務之表現令人滿意並於截至二零二零年十二月三十一日止年度實現分部收益略微增長約1.5%及於截至二零二零年十二月三十一日止年度佔本集團總收益約64.9%（二零一九年：約50.2%）。面對競爭持續激烈且瞬息萬變之市場，本集團將繼續投放足夠資源，以符合日益革新之行業標準來滿足客戶需要。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Money Lending Business

The business environment in Hong Kong has rapidly and significantly worsened during the year due to the lingering pandemic brought about by the COVID-19. Faced with the unprecedented difficulties, the management adopted a prudent credit policy in conducting the Money Lending Business in order to reduce the risk of further impairment and bad debts. Only a few new loans were approved by the management during the year ended 31 December 2020. As such, the Money Lending Business generated a decrement of approximately 37.3% in segment revenue and contributed approximately 34.0% (2019: approximately 42.5%) to the Group's total revenue for the year ended 31 December 2020. The deterioration of the Group's loan portfolio followed by the deteriorated Hong Kong economy also caused an increase of impairment losses on loans and interest receivables to approximately HK\$17,159,000 for the year ended 31 December 2020 (2019: approximately HK\$4,850,000). The Group expects that Hong Kong's economy will remain challenging in the year 2021. To prepare itself in facing the challenge, the Group will continue to adopt prudent credit policy and risk management approach, instantly and effectively review and tighten the credit policy in order to prevent more bad debts and losses which may be caused by impairment thereof.

Mobile Games and Applications Business

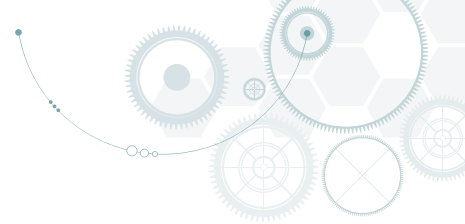
In view of the increasing market competition, rising cost of producing new games and rapid technological advancement of the mobile game industry as well as the negative impact of the regulatory control imposed in the PRC in 2018, the Board decided to maintain a more conservative business and sales strategy for mobile games owned and under development by the Group during the year in order to reduce the investment costs. It resulted in a decrease in the segment revenue of the Mobile Games and Applications Business by approximately 88.8% and contributed only approximately 1.0% (2019: approximately 7.3%) to the Group's total revenue for the year ended 31 December 2020. The deterioration of the financial performance of Mobile Games and Applications Business caused additional impairment losses on goodwill and intangible assets of approximately HK\$38,558,000 for the year ended 31 December 2020 (2019: approximately HK\$44,975,000). The Board will cautiously monitor the changes in the market environment in the mobile game industry and continue to seek for opportunities in other mobile application markets with a view to improve the performance and value of the segment.

放債業務

因著COVID-19持續不斷的疫情，香港之業務環境於年內急速及嚴重的轉差。面對前所未有的困難，管理層已採取審慎之信貸政策經營放債業務，以降低更多的減值及壞賬風險。截至二零二零年十二月三十一日止年度管理層僅批出了少數的新增貸款。因此，截至二零二零年十二月三十一日止年度放債業務產生了約37.3%之分部收益減少及為本集團之總收益貢獻了約34.0%（二零一九年：約42.5%）。本集團之貸款組合隨著香港經濟惡化而轉差亦導致截至二零二零年十二月三十一日止年度應收貸款及利息之減值虧損增加至約17,159,000港元（二零一九年：約4,850,000港元）。本集團預期二零二一年對香港經濟而言仍將充滿挑戰。為應對該挑戰，本集團將繼續採取審慎之信貸政策及風險管理方式，及時有效地檢討及收緊信貸政策，以防止更多壞賬及或會因其減值而產生之虧損。

手機遊戲及應用業務

鑒於手機遊戲行業不斷增加之市場競爭、製作新遊戲之成本上升及科技日新月異，以及於二零一八年中國實施之規管所帶來之負面影響，董事會決定就本集團於本年度所擁有及在開發之手機遊戲維持較為保守的業務及銷售策略以降低投資成本。截至二零二零年十二月三十一日止年度，手機遊戲及應用業務之分部收益因而減少約88.8%及為本集團之總收益僅貢獻了約1.0%（二零一九年：約7.3%）。手機遊戲及應用業務的財務表現轉差導致截至二零二零年十二月三十一日止年度商譽及無形資產額外減值虧損達到約38,558,000港元（二零一九年：約44,975,000港元）。董事會將審慎注視手機遊戲行業的市場環境變化，以及繼續在其他手機應用市場上尋求機遇，務求提升分部表現及價值。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

OUTLOOK

Looking ahead, the Group expects that the road to recovery would be challenging. The fluctuating and unpredictability of the evolving pandemic increased the risk of Hong Kong's economic and community recovery. While the effect of the vaccine that rolled-out in the first quarter of 2021 still takes time to prove. It is expected that the Group's performance will inevitably be affected. In facing the challenge, the Group will strictly adhere to its cost control policy and swiftly adjust its business strategies in response to changes of the external environment.

While the Group will become more cautious in the allocation of resources, it will continue to seek potential investment opportunities that can create synergies to our existing business segments, at the same time bringing growth and long-term benefits to the Company and the shareholders of the Company as a whole.

Financial Resource and Liquidity

The Group's main business operations and investments are in Hong Kong. At 31 December 2020, the Group had cash and cash equivalents of approximately HK\$3,415,000 (2019: approximately HK\$9,610,000). Most of the cash and cash equivalents are denominated in Hong Kong dollars. The Group will closely monitor exchange rate movement and will take appropriate activities to reduce the exchange risk.

Gearing Ratio

At 31 December 2020, total assets of the Group were approximately HK\$159,519,000 (2019: approximately HK\$260,698,000) whereas total liabilities were approximately HK\$44,688,000 (2019: approximately HK\$57,979,000). The gearing ratio of the Group, calculated as total liabilities over total assets, was approximately 28.0% (2019: approximately 22.2%) and the current ratio, calculated as current assets over current liabilities, was approximately 2.24 (2019: approximately 2.71). The Directors will continue to take measures to further improve the liquidity and gearing position of the Group.

Material Acquisition, Disposal and Significant Investment

During the year ended 31 December 2020, the Group had disposed of the entire equity interests in several of its subsidiaries for a total consideration of approximately HK\$1,489,000. Details of the disposals are set out in note 29(b) to the consolidated financial statements.

展望

未來，本公司預期恢復之路挑戰重重。不斷演變的疫情的波動及不可預測性對香港經濟及社區復甦構成的風險進一步增加。而二零二一年第一季度推出疫苗的影響仍需時間證明。預期本集團的表現將不可避免地受影響。儘管面對重重挑戰，本集團將嚴格遵從成本控制政策並迅速調整業務策略，以應對外圍環境變化。

本集團將於更慎重地調配資源下，繼續物色潛在投資機遇，為現有業務分部創造協同效益，並同時為本公司及本公司股東整體帶來增長及長遠利益。

財務資源及流動資金

本集團之主要業務經營及投資於香港進行。於二零二零年十二月三十一日，本集團之現金及現金等值物約為3,415,000港元（二零一九年：約9,610,000港元）。大部分現金及現金等值物乃以港元計值。本集團將密切留意匯率變動及採取適當措施降低外匯風險。

負債比率

於二零二零年十二月三十一日，本集團總資產約為159,519,000港元（二零一九年：約260,698,000港元），而總負債則約為44,688,000港元（二零一九年：約57,979,000港元）。本集團之負債比率（按總負債除以總資產計算）約為28.0%（二零一九年：約22.2%），流動比率（按流動資產除以流動負債計算）約為2.24（於二零一九年：約2.71）。董事將繼續採取多項措施以進一步改善本集團之流動資金及負債狀況。

重大收購事項、出售事項及重大投資

截至二零二零年十二月三十一日止年度，本集團已出售若干附屬公司的全部股權，總代價約為1,489,000港元。出售詳情載於綜合財務報表附註29(b)。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Except for the above, the Group did not have any other material acquisition, disposal and significant investment during the year ended 31 December 2020.

Capital Structure

As at 31 December 2020, the authorised share capital of the Company was HK\$120,000,000 divided into 3,000,000,000 shares of HK\$0.04 each, of which 1,272,640,000 ordinary shares were in issue and fully paid.

Use of Proceeds

As stated in the announcements dated 6 April 2018 and 25 April 2018, the net proceeds of approximately HK\$32,337,000 from the Placing conducted in 2018 (the "Placing") would be used as to (i) HK\$10,000,000 for the development of the Money Lending Business; (ii) HK\$5,000,000 for the development of the Mobile Games and Applications Business; (iii) HK\$8,000,000 for identifying the potential investment in the environmental related projects; and (iv) the remaining balance as general working capital purposes. The net proceeds from the Placing brought forward from 2019 was approximately HK\$1,458,000. During the year ended 31 December 2020, none of the proceeds had been applied for its intended use.

Funding and Treasury Policies

The Group consistently adopts a conservative treasury policy during its development and generally finances its operations and business development with internally generated resources and equity and/or debt financing activities in order to maintain a healthy liquidity position. The Group also strives to reduce exposure to credit risk by performing ongoing credit evaluation of the financial conditions of its clients of Money Lending Business. To manage liquidity risk, the Board closely monitors the financial position of the Group to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements from time to time.

Foreign Exchange Exposure

The Directors consider that the Group had no material foreign exchange exposure.

除上述以外，截至二零二零年十二月三十一日止年度，本集團並無任何其他重大收購事項、出售事項及重大投資。

資本架構

於二零二零年十二月三十一日，本公司法定股本為120,000,000港元，分為3,000,000,000股每股面值0.04港元之股份，其中1,272,640,000股普通股為已發行及繳足。

所得款項用途

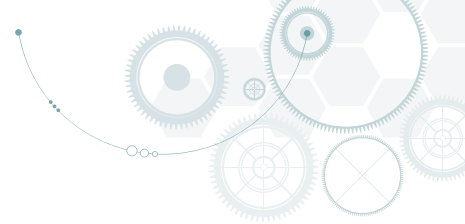
誠如於二零一八年四月六日及二零一八年四月二十五日之公佈所述，於二零一八年進行配售（「配售」）的所得款項淨額約32,337,000港元將用作以下用途：(i) 10,000,000港元用作放債業務發展；(ii) 5,000,000港元用作手機遊戲及應用業務發展；(iii) 8,000,000港元用作物色與環保有關項目之潛在投資；及(iv) 餘額用作一般營運資金用途。自二零一九年結轉的配售所得款項淨額約為1,458,000港元。截至二零二零年十二月三十一日止年度，概無所得款項已用於其擬定用途。

資金及庫務政策

本集團在發展過程中一直採取保守之庫務政策，一般以內部產生之資源及股權及／或債務融資活動為其經營及業務發展提供資金，以維持穩健之流動資金狀況。本集團亦對放債業務客戶之財務狀況進行持續信貸評估，致力減低所承擔之信貸風險。為管理流動資金風險，董事會密切監察本集團之財務狀況，以確保本集團資產、負債及承擔之流動資金結構能夠滿足其不時之資金所需。

外匯風險

董事認為本集團並無承擔任何重大外匯風險。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Material Risk Factors

Details of the Group's financial risk and analysis are set out in note 26 to the consolidated financial statements.

Pledge of Assets

At 31 December 2020, the land and buildings and a motor vehicle of the Group at carrying amounts of approximately HK\$30,583,000 and HK\$1,326,000 (2019: approximately HK\$34,707,000 and HK\$Nil) respectively were pledged to secure interest-bearing borrowings of the subsidiaries of the Company.

Contingent Liabilities

As at 31 December 2020, the Group maintained contingent liabilities that are related to a corporate guarantee provided by the Company and its two subsidiaries to a bank for the loans utilised by the Group.

During the year ended 31 December 2019, two subsidiaries of the Company leased two motor vehicles under finance leases at the interest rates of 3.5%-4.8% per annum for terms of three and five years. The Company had issued corporate guarantee in respect of the finance leases with the carrying amount of approximately HK\$2,158,000 as at 31 December 2019. The two relevant vehicles were disposed in November 2020 and the corresponding leases were fully settled. No corporate guarantee was therefore issued by the Company in this respect as at 31 December 2020.

Employees and Remuneration Policies

As at 31 December 2020, the Group had 56 employees (2019: 58 employees) in Hong Kong and the PRC. The staff costs (including directors' remuneration) were approximately HK\$14,724,000 for the year ended 31 December 2020 (2019: approximately HK\$18,570,000).

The Group's remuneration policy is revised periodically and determined by reference to market terms, company performance, individual qualifications and performance, and in accordance with the statutory requirements of the respective jurisdiction where the employees are employed.

重大風險因素

本集團之財務風險及分析詳情載於綜合財務報表附註26。

資產抵押

於二零二零年十二月三十一日，本集團賬面值分別約30,583,000港元及1,326,000港元（二零一九年：約34,707,000港元及零港元）之土地及樓宇及一輛汽車已作為本公司附屬公司附息借款之抵押。

或然負債

於二零二零年十二月三十一日，本集團具有或然負債，乃有關本公司及其兩間附屬公司就本集團動用貸款而向一間銀行提供之公司擔保。

截至二零一九年十二月三十一日止年度，本公司兩間附屬公司根據融資租賃按年利率3.5%至4.8%租賃兩輛汽車，為期三年及五年。本公司已就於二零一九年十二月三十一日賬面值約2,158,000港元之融資租賃發出公司擔保。該兩輛相關汽車已於二零二零年十一月出售，且相應租金悉數結算。因此，於二零二零年十二月三十一日，本公司概無就此發出公司擔保。

僱員及薪酬政策

於二零二零年十二月三十一日，本集團在香港及中國僱用56名員工（二零一九年：58名僱員）。截至二零二零年十二月三十一日止年度，員工成本（包括董事酬金）約為14,724,000港元（二零一九年：約18,570,000港元）。

本集團之薪酬政策經定期修訂及參考市場情況、公司表現及個人資歷及表現釐定，並符合相應僱員受僱之所在司法權區之法定要求。



CORPORATE GOVERNANCE REPORT

企業管治報告

The Company is committed to maintain corporate governance of high standards and quality procedures. The Company has put in place governance practices with emphasis on the integrity to shareholders and quality of disclosure, transparency and accountability to shareholders for the sake of maximizing returns to shareholders.

CORPORATE GOVERNANCE CODE

The Company has complied with the code provisions set out in the Corporate Governance Code (the “CG Code”) as contained in Appendix 15 of the GEM Listing Rules of the Stock Exchange throughout the year ended 31 December 2020 except the CG Code provisions A.2.1, A.2.7, A.4.1, A.6.7, E.1.2 and F.1.3 with considered reasons explained below.

Under the CG Code provision A.2.7, the chairman should at least annually hold meetings with the independent non-executive directors without the presence of other directors.

Since the Company does not have the Chairman (“Chairman”) during the year ended 31 December 2020, no meeting was held between the Chairman and the INEDs without the presence of other Directors during the year ended 31 December 2020.

Under the CG Code provision E.1.2, the chairman of the board should attend the annual general meeting.

Since the Company does not have the Chairman during the year ended 31 December 2020, Mr. Chow Yik, the executive Director, has been elected by other Directors present to act as the chairman of the annual general meeting of the Company held on 9 June 2020 in accordance with the Articles of Association of the Company (“Articles”).

Under the CG Code provision F.1.3, the company secretary should report to the board chairman and/or the chief executive.

Since the Company does not have the Chairman during the year ended 31 December 2020 and the new chief executive officer (the “CEO”) has not been appointed following the resignation of Mr. Chan Kwun Chung as the CEO on 1 April 2020, the company secretary of the Company reported to the executive Directors since 1 April 2020.

Below are the major corporate governance practices adopted by the Company with specific reference to the CG Code.

本公司致力維持高水準及具質素程序之企業管治。本公司已推行企業管治措施，著重對股東之誠信、資料披露之質素、透明度及對股東之問責性，藉以盡量提高股東回報。

企業管治守則

本公司於截至二零二零年十二月三十一日止年度一直遵守聯交所GEM上市規則附錄十五所載企業管治守則（「企業管治守則」）之守則條文，惟於下文解釋已闡明原因而未符合之企業管治守則條文A.2.1、A.2.7、A.4.1、A.6.7、E.1.2及F.1.3除外。

根據企業管治守則條文A.2.7，主席應至少每年於執行董事避席的情況下與獨立非執行董事舉行會議。

由於本公司於截至二零二零年十二月三十一日止年度並無主席（「主席」），故於截至二零二零年十二月三十一日止年度主席與獨立非執行董事並無在其他董事避席的情況下舉行會議。

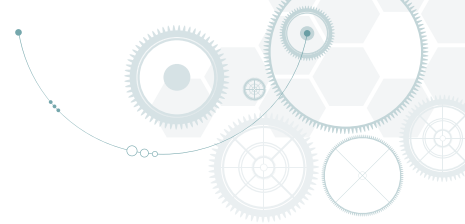
根據企業管治守則條文E.1.2，董事會主席應出席股東週年大會。

由於本公司於截至二零二零年十二月三十一日止年度並無設立主席，故根據本公司組織章程細則（「細則」），出席的其他董事已推舉執行董事周翊先生擔任於二零二零年六月九日舉行的本公司股東週年大會的主席。

根據企業管治守則條文F.1.3，公司秘書應向董事會主席及／或行政總裁匯報。

於截至二零二零年十二月三十一日止年度，由於本公司並無主席，且在陳冠忠先生於二零二零年四月一日辭任行政總裁（「行政總裁」）職務後，並無新行政總裁獲委任，故本公司的公司秘書自二零二零年四月一日起向執行董事匯報。

以下為本公司特別參照企業管治守則採納之主要企業管治常規。



CORPORATE GOVERNANCE REPORT

企業管治報告

THE BOARD OF DIRECTORS

The Board is responsible for leading and controlling the Company, overseeing as well as the supervision of its business, approval of strategic plans and monitoring the Company's performance. The Board delegates the day-to-day operations to the executive Directors and management, while reserving certain key matters for its approval.

COMPOSITION

As at the date of this report, the Board comprises six Directors, of which four are executive Directors, namely Mr. Chow Yik, Mr. Chung Man Lai, Mr. Chong Cha Hwa and Mr. Yao Tong and two are independent non-executive Directors (the "INED(s)"), namely Mr. Leung Man Chun and Ms. Lam Yuen Man Maria. There is no financial, business, family or other material/relevant relationship amongst the Directors. The Directors' biographical information is set out in pages 29 to 31 under the section headed "Biographies of Directors".

The Board includes a balanced composition of executive Directors and INEDs so that there is a strong independent element on the Board, which can effectively exercise independent judgement.

The Board has the necessary skills and experience appropriate for discharging their duties as Directors in the best interests of the Company and that the current board size is adequate for its present operations. Each Director keeps abreast of his responsibility as the Director and of the conduct, business activities and development of the Company.

BOARD MEETINGS

Code provision A.1.1 of the CG Code states that at least four regular Board meetings should be held each year at approximately quarterly intervals with active participation of a majority of Directors, either in person or through other electronic means of communication.

Members of the Board met on a regular basis and on ad hoc basis to discuss the overall strategy as well as the operation and financial performance of the Group. There were 7 Board meetings held during the year ended 31 December 2020.

董事會

董事會負責領導及監控本公司、監察及監督其業務營運、批核策略性計劃及監管本公司之績效。董事會將日常營運工作轉授執行董事及管理層負責，並保留若干主要事宜由董事會批准。

組成

於本報告日期，董事會由六名董事組成，包括四名執行董事，分別為周翊先生、鍾文禮先生、張家華先生及姚通先生；及兩名獨立非執行董事（「獨立非執行董事」），分別為梁文俊先生及林婉雯女士。董事之間並無財政、業務、家族或其他重大／相關關係。董事履歷資料載於第29至31頁「董事簡歷」一節。

董事會中執行董事及獨立非執行董事之均衡組合，使董事會具備強大獨立元素足以有效作出獨立判斷。

董事會各董事均具備所需之技能及經驗，以符合本公司最佳利益為前提，適當地履行彼等作為董事之責任，而董事會現有規模亦足以應付本公司目前營運所需。各董事均了解擔任董事所須承擔之責任，亦了解本公司運作方式、業務活動及發展。

董事會會議

企業管治守則守則條文A.1.1規定，每年應最少舉行四次定期董事會會議，大約每季舉行一次，並由大多數董事親身出席或透過其他電子通訊方式積極參與。

董事會成員定期舉行會議並在有需要時舉行特別會議，以討論本集團整體策略以及營運及財務表現。截至二零二零年十二月三十一日止年度內共舉行七次董事會會議。



CORPORATE GOVERNANCE REPORT

企業管治報告

Attendance of individual Directors at Board meetings held during the year ended 31 December 2020 were set out as follows:

個別董事出席截至二零二零年十二月三十一日止年度舉行之董事會會議情況載列如下：

	Attendance/eligible to attend 出席次數／合資格出席次數	
	Board meeting	General meeting
	董事會會議	股東大會
Executive Directors		
執行董事		
Mr. Chow Yik ¹ 周翊先生 ¹	5/5	1/1
Mr. Chung Man Lai ² 鍾文禮先生 ²	5/5	0/1
Mr. Chong Cha Hwa ³ 張家華先生 ³	2/2	N/A不適用
Mr. Yao Tong ⁴ 姚通先生 ⁴	N/A不適用	N/A不適用
Mr. Tsui Wing Tak ⁵ 徐永得先生 ⁵	5/5	1/1
Ms. Sin Pui Ying ⁶ 冼佩瑩女士 ⁶	3/4	0/1
Mr. Ng Kin Man ⁷ 伍健文先生 ⁷	2/2	N/A不適用
Mr. Chan Kwun Chung ⁸ 陳冠忠先生 ⁸	2/2	N/A不適用
Non-Executive Director		
非執行董事		
Mr. Zheng Yongqiang ⁹ 鄭永強先生 ⁹	7/7	0/1

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Attendance/eligible to attend
出席次數／合資格出席次數

Board meeting General meeting
董事會會議 股東大會

Independent Non-Executive Directors

獨立非執行董事

Mr. Leung Man Chun 梁文俊先生	7/7	0/1
Mr. Fok Kin Fung Eric ¹⁰ 霍健烽先生 ¹⁰	7/7	0/1
Dr. Lee G. Lam ¹¹ 林家禮博士 ¹¹	7/7	0/1
Ms. Lam Yuen Man Maria ¹² 林婉雯女士 ¹²	1/2	N/A不適用

Notes:

- Mr. Chow Yik has been appointed as an executive Director on 1 April 2020 and member of nomination committee on 11 May 2020.
- Mr. Chung Man Lai has been appointed as an INED on 1 April 2020. He was then re-designated as executive Director on 15 September 2020.
- Mr. Chong Cha Hwa has been appointed as an executive Director on 14 October 2020.
- Mr. Yao Tong has been appointed as an executive Director and member of remuneration committee and compliance officer on 7 December 2020.
- Mr. Tsui Wing Tak has been appointed as an executive Director and member of remuneration committee on 28 April 2020. He subsequently appointed as compliance officer on 11 May 2020.

He was then resigned as an executive Director, member of remuneration committee and compliance officer on 3 December 2020.
- Ms. Sin Pui Ying resigned as an executive Director on 15 September 2020.
- Mr. Ng Kin Man has been appointed as member of each of the nomination committee and remuneration committee and compliance officer on 1 April 2020.

He resigned as an executive Director, member of each of the nomination committee and remuneration committee and compliance officer on 11 May 2020.
- Mr. Chan Kwun Chung resigned as an executive Director, CEO, member of each of the nomination committee and remuneration committee and compliance officer on 1 April 2020.
- Mr. Zheng Yongqiang resigned as a non-executive Director on 1 January 2021.
- Mr. Fok Kin Fung Eric resigned as an INED and member of each of the audit committee, nomination committee and remuneration committee on 1 January 2021.
- Dr. Lee G. Lam resigned as an INED and member of audit committee on 1 March 2021.
- Ms. Lam Yuen Man Maria has been appointed as an INED on 15 September 2020 and member of each of the audit committee, nomination committee and remuneration committee on 1 January 2021.

附註：

- 周翊先生於二零二零年四月一日獲委任為執行董事及於二零二零年五月十一日獲委任為提名委員會成員。
- 鍾文禮先生於二零二零年四月一日獲委任為獨立非執行董事。彼其後於二零二零年九月十五日調任為執行董事。
- 張家華先生於二零二零年十月十四日獲委任為執行董事。
- 姚通先生於二零二零年十二月七日獲委任為執行董事以及薪酬委員會成員及法規主任。
- 徐永得先生於二零二零年四月二十八日獲委任為執行董事及薪酬委員會成員。彼隨後於二零二零年五月十一日獲委任為法規主任。

彼其後於二零二零年十二月三日辭任執行董事、薪酬委員會成員及法規主任。
- 冼佩瑩女士於二零二零年九月十五日辭任執行董事。
- 伍健文先生於二零二零年四月一日獲委任為提名委員會與薪酬委員會之成員及法規主任。

彼於二零二零年五月十一日辭任執行董事、提名委員會及薪酬委員會之成員及法規主任。
- 陳冠忠先生於二零二零年四月一日辭任執行董事、行政總裁、提名委員會及薪酬委員會之成員及法規主任。
- 鄭永強先生於二零二一年一月一日辭任非執行董事。
- 霍健烽先生於二零二一年一月一日辭任獨立非執行董事及審核委員會、提名委員會與薪酬委員會之成員。
- 林家禮博士於二零二一年三月一日辭任獨立非執行董事及審核委員會成員。
- 林婉雯女士於二零二零年九月十五日獲委任為獨立非執行董事，並於二零二一年一月一日獲委任為審核委員會、提名委員會及薪酬委員會之成員。



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CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Chairman is responsible for the leadership of the Board, ensuring its effectiveness in all aspects of its role for setting its agenda and taking into account any matters proposed by other directors for inclusion in the agenda while the CEO is responsible for the day-to-day management of the Group's business.

Under the CG Code provision A.2.1, the roles of chairman and CEO should be separate and should not be performed by the same individual.

On 1 October 2018, Mr. Chan Kwun Chung has been appointed as the CEO.

Following the resignation of Mr. Chan Wai Kit and Mr. Chan Kwun Chung as the deputy chairman and CEO of the Company on 1 November 2018 and 1 April 2020 respectively, the Company does not have Chairman and CEO for the time being. However, the Board is of the view that the balance of power and authority is ensured by the operation of the Board, which comprises experienced individuals who would from time to time discuss issues affecting operations of the Company and the Group. This arrangement can still enable the Company to make and implement decisions promptly, and thus achieve the Company's objectives efficiently and effectively. The Company will, at the time when it thinks fit, arrange for new appointment of the Chairman and CEO respectively.

NON-EXECUTIVE DIRECTOR

The Code provision A.4.1 of the CG Code stipulates that non-executive directors should be appointed for a specific term. Currently, all the INEDs have entered into letter of appointments with the Company for an initial term of three years. The former non-executive Director, Mr. Zheng Yongqiang who was appointed on 1 October 2018 and resigned on 1 January 2021 was not appointed for a specific term. However, in accordance with the Articles, all Directors are subject to retirement by rotation and re-election at the annual general meeting. Moreover, according to the Articles, all Directors newly appointed to fill a casual vacancy are subject to election at the next following general meeting following their appointments. The Board considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those prescribed by Code provision A.4.1 of the CG Code and therefore does not intend to take any steps in this regard at the moment.

主席及行政總裁

主席負責領導董事會，以確保董事會於制訂議程的角色之所有方面具效率，並考慮由其他董事提呈以納入議程之任何事項，而行政總裁負責本集團業務之日常管理。

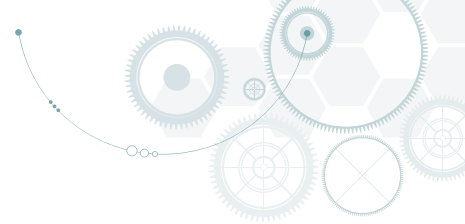
根據企業管治守則條文A.2.1，主席與行政總裁之角色應有區別，並不應由一人同時兼任。

陳冠忠先生於二零一八年十月一日獲委任為行政總裁。

自陳偉傑先生及陳冠忠先生分別於二零一八年十一月一日及二零二零年四月一日辭任本公司副主席及行政總裁後，本公司暫時並無主席及行政總裁。然而，董事會認為權力及職權可透過董事會的運作保持平衡，而董事會由具經驗的人員組成，且彼等會不時討論對本公司及本集團運作有影響的議題。該安排仍可確保本公司能迅速作出及推行決策，繼而有效率及有效地達致本公司的目標。本公司將於其認為恰當時安排委任新主席及行政總裁。

非執行董事

企業管治守則之守則條文A.4.1規定，非執行董事之委任應有指定任期。現時所有獨立非執行董事已與本公司訂立委任函，初步任期為三年。前非執行董事鄭永強先生並非按指定任期委任，彼於二零一八年十月一日獲委任，且於二零二一年一月一日辭任。然而，根據細則規定，所有董事須於股東週年大會上輪值退任及可重選連任。而且，根據細則，所有為填補臨時空缺而新獲委任之董事均須在其獲委任後於下一屆股東大會上接受股東選舉。董事會認為已採取足夠措施以確保本公司之企業管治常規不遜於企業管治守則守則條文A.4.1之相關規定，因此目前無意就此方面採取任何措施。



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INDEPENDENT NON-EXECUTIVE DIRECTORS

The CG Code provision A.6.7 requires that independent non-executive directors should, among others, attend general meetings and develop a balanced understanding of the views of shareholders. There is satisfactory attendance at Board meetings, Board Committee meetings and the general meeting during the financial year ended 31 December 2020 except that three INEDs did not attend the annual general meeting of the Company held on 9 June 2020 due to their other important engagements at the relevant time.

During the financial year ended 31 December 2020, the Company had three INEDs in which at least one of them has appropriate professional accounting or related financial management expertise in compliance with rules 5.05(1) and 5.05(2) of the GEM Listing Rules.

Following the resignation of Dr. Lee G. Lam as INED on 1 March 2021, the Company has a total of six directors in which four are executive Directors and two are INEDs. Hence, the number of INEDs of the Company has failed to meet the minimum number required under rules 5.05(1) and 5.05A of the GEM Listing Rules. The Company also no longer fulfils the requirement on the minimum number of INEDs for the formation of audit committee stipulated under rule 5.28 of the GEM Listing Rules. The Company is endeavouring to identify suitable candidate within three months (i.e. on or before 31 May 2021) as soon as practicable to fulfil the above requirements. Further announcement will be made by the Company as and when appropriate.

The Company has received from each of the INEDs an annual confirmation of their independence pursuant to rule 5.09 of the GEM Listing Rules. The Company is of the view that all the INEDs are independent in accordance with rule 5.09 of the GEM Listing Rules.

The Company has complied at all times with rules 5.05(2) of the GEM Listing Rules that at least one of them has appropriate professional accounting or related financial management expertise.

獨立非執行董事

企業管治守則條文A.6.7規定獨立非執行董事應（其中包括）出席股東大會及對股東的意見應全面地了解。於截至二零二零年十二月三十一日止財政年度，董事會會議、董事會委員會會議及股東大會的出席率均令人滿意，惟於二零二零年六月九日，三名獨立非執行董事因其於相關時間須處理其他要務，故並無出席本公司之股東週年大會。

截至二零二零年十二月三十一日止財政年度，本公司有三名獨立非執行董事，其中至少一名擁有合適專業會計或相關財務管理專長符合GEM上市規則第5.05(1)及5.05(2)條規定。

自林家禮博士於二零二一年三月一日起辭任獨立非執行董事後，本公司共有六名董事，其中四名為執行董事及兩名為獨立非執行董事。因此，本公司獨立非執行董事人數未能符合GEM上市規則第5.05(1)及5.05A條項下之最少人數規定。本公司亦不再符合GEM上市規則第5.28條所規定組成審核委員會之獨立非執行董事最少人數的規定。本公司現正盡力物色合適人選，在切實可行情況下盡快於三個月（即於二零二一年五月三十一日或之前）內作出相關委任以符合上述規定。本公司將適時另行公佈。

本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條發出的有關其獨立性的年度確認。本公司認為，根據GEM上市規則第5.09條，所有獨立非執行董事均為獨立人士。

本公司任何時候均遵守GEM上市規則第5.05(2)條有關至少其中一名成員擁有合適專業會計或相關財務管理專業知識之規定。



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CORPORATE GOVERNANCE STRUCTURE

The Board is entrusted with the duty to put in place a proper corporate governance structure of the Company. It is primarily responsible for setting directions, formulating strategies, monitoring performance and managing the risks of the Group. Under the Board, there are currently three committees, namely Audit Committee, Remuneration Committee and Nomination Committee. Audit Committee and Remuneration Committee perform their distinct roles in accordance with their respective terms of reference and assist the Board in supervising certain functions of the management. Nomination Committee assists the Board by developing and formulating relevant procedures in nominating candidates for directorship, reviewing the size and composition of the Board, assessing the independence of INEDs and making recommendation to the Board on appointment of Directors. Each of the Committees is established with defined written terms of reference which are available on the Company's website and GEM website.

REMUNERATION COMMITTEE

The Remuneration Committee is responsible for making recommendations to the Board regarding the terms of remuneration package payable to Directors and senior management and on the the Company's policy and structure for remuneration of all Directors and senior management.

REMUNERATION POLICY

The remuneration of Directors is recommended by the Remuneration Committee, having regard to the prevailing market conditions, individual experience, duties and responsibilities.

Directors' emoluments comprise payments to Directors by the Company and its subsidiaries in connection with the management of the Group's affairs. The amounts paid to each Director for the year ended 31 December 2020 are set out in note 7 to the consolidated financial statements.

As at the date of this report, the Remuneration Committee comprises two INEDs and one executive Director, namely Mr. Leung Man Chun, Ms. Lam Yuen Man Maria and Mr. Yao Tong. The Remuneration Committee is chaired by an INED, Mr. Leung Man Chun.

企業管治架構

董事會有責任為本公司實施妥善的企業管治架構，其主要負責為本集團訂立方針、制訂策略、監控績效及管理風險。董事會轄下設有三個委員會，分別為審核委員會、薪酬委員會及提名委員會。審核委員會及薪酬委員會根據各自之職權範圍履行各自之職能，並協助董事會監督管理層若干職能。提名委員會協助董事會設立和制定相關程序以提名董事人選，審視董事會規模及組成及評估獨立非執行董事的獨立性並向董事會提出有關委任董事之建議。本公司已成立各委員會，並書面訂明其明確職權範圍，文本刊載於本公司及GEM網站，以供查閱。

薪酬委員會

薪酬委員會負責就董事及高級管理層之薪酬待遇條款及有關本公司董事及高級管理層之整體薪酬政策及架構向董事會提供意見。

薪酬政策

董事之薪酬乃經薪酬委員會考慮市場情況、個人經驗、職責及責任後建議。

董事薪酬包括本公司及其附屬公司就管理本集團事宜而向董事作出之付款。截至二零二零年十二月三十一日止年度向各董事支付之款項，載於綜合財務報表附註7。

於本報告日期，薪酬委員會由兩名獨立非執行董事及一名執行董事組成，成員分別為梁文俊先生、林婉雯女士及姚通先生。獨立非執行董事梁文俊先生擔任薪酬委員會主席。

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The Remuneration Committee is scheduled to meet at least once a year. Two meetings were held during the year ended 31 December 2020. The attendance of each member is set out as follows:

薪酬委員會計劃每年最少舉行一次會議。薪酬委員會於截至二零二零年十二月三十一日止年度內舉行兩次會議。各成員之出席情況載列如下：

	Attendance/ eligible to attend 出席次數/ 合資格出席次數
Independent Non-Executive Directors	
獨立非執行董事	
Mr. Leung Man Chun (<i>Chairman</i>) 梁文俊先生 (主席)	2/2
Mr. Fok Kin Fung Eric ¹ 霍健烽先生 ¹	2/2
Executive Directors	
執行董事	
Mr. Yao Tong ² 姚通先生 ²	N/A不適用
Mr. Tsui Wing Tak ³ 徐永得先生 ³	1/1
Mr. Ng Kin Man ⁴ 伍健文先生 ⁴	N/A不適用
Mr. Chan Kwun Chung ⁵ 陳冠忠先生 ⁵	1/1

Notes:

- Mr. Fok Kin Fung Eric resigned as an INED on 1 January 2021.
- Mr. Yao Tong has been appointed as an executive Director on 7 December 2020.
- Mr. Tsui Wing Tak has been appointed as an executive Director on 28 April 2020 and resigned as executive Director on 3 December 2020.
- Mr. Ng Kin Man has been appointed as member of remuneration committee on 1 April 2020 and resigned as executive Director on 11 May 2020.
- Mr. Chan Kwun Chung resigned as an executive Director and CEO on 1 April 2020.
- Ms. Lam Yuen Man Maria has been appointed as member of remuneration committee on 1 January 2021.

附註：

- 霍健烽先生於二零二一年一月一日辭任獨立非執行董事。
- 姚通先生於二零二零年十二月七日獲委任為執行董事。
- 徐永得先生於二零二零年四月二十八日獲委任為執行董事，並於二零二零年十二月三日辭任執行董事。
- 伍健文先生於二零二零年四月一日獲委任為薪酬委員會成員，並於二零二零年五月十一日辭任執行董事。
- 陳冠忠先生於二零二零年四月一日辭任執行董事及行政總裁。
- 林婉雯女士於二零二一年一月一日獲委任為薪酬委員會成員。

Summary of works

During the year 2020, the Remuneration Committee reviewed the remuneration policy of the Group and the remuneration packages of all the Directors, reviewed and made recommendations to the Board on the remuneration package of the proposed Directors and the proposed re-designation of Director in accordance with the Remuneration Committee's written terms of reference.

工作概況

於二零二零年度，薪酬委員會已根據薪酬委員會之書面職權範圍，審閱本集團之薪酬政策及全體董事之薪酬組合，以及審閱擬委任之董事及建議調任之董事之薪酬組合並向董事會提出建議。



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NOMINATION COMMITTEE

The Nomination Committee is responsible for, among, other things, reviewing the structure, size and composition, and the diversity of the Board at least annually with due regard to the Board Diversity Policy (as defined below) and make recommendations on any proposed changes to the Board to complement the corporate strategy of the Company; identifying individuals suitably qualified to become members of the Board having due regard to the Board Diversity Policy; assessing the independence of INEDs; making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors; as well as to review the Board Diversity Policy and the Board Nomination Policy (as defined below), as appropriate.

As at the date of this report, the Nomination Committee comprises two INEDs and one executive Director, namely Mr. Leung Man Chun, Ms. Lam Yuen Man Maria and Mr. Chow Yik. The Nomination Committee is chaired by an INED, Mr. Leung Man Chun.

The Nomination Committee is scheduled to meet at least once a year. In addition, the Nomination Committee also meets as it is required to consider nomination related matters. Two meetings were held during the year ended 31 December 2020. The attendance of each member is set out as follows:

提名委員會

提名委員會負責（其中包括）每年至少就董事會多元化政策（定義見下文）而檢討董事會之結構、規模及組成，及多元化水平，並就任何為配合本公司之企業策略而擬對董事會作出的變動提出建議；經考慮董事會多元化政策物色具備合適資格之人士出任董事會成員；評核獨立非執行董事之獨立性；就委任或重新委任董事及董事繼任計劃向董事會提出建議；及適時檢討董事會多元化政策及董事會提名政策（定義見下文）。

於本報告日期，提名委員會由兩名獨立非執行董事及一名執行董事組成，成員分別為梁文俊先生、林婉雯女士及周翊先生。獨立非執行董事梁文俊先生擔任提名委員會主席。

提名委員會計劃每年最少舉行一次會議。此外，提名委員會亦於需要時舉行會議，以考慮提名相關事宜。提名委員會於截至二零二零年十二月三十一日止年度舉行兩次會議。各成員之出席情況載列如下：

**Attendance/
eligible to attend**
出席次數／
合資格出席次數

Independent Non-Executive Directors

獨立非執行董事

Mr. Leung Man Chun (*Chairman*)

2/2

梁文俊先生 (主席)

Mr. Fok Kin Fung Eric¹

2/2

霍健烽先生¹

Executive Directors

執行董事

Mr. Chow Yik²

1/1

周翊先生²

Mr. Ng Kin Man³

N/A不適用

伍健文先生³

Mr. Chan Kwun Chung⁴

1/1

陳冠忠先生⁴

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Notes:

1. Mr. Fok Kin Fung Eric resigned as an INED on 1 January 2021.
2. Mr. Chow Yik has been appointed as an executive Director on 1 April 2020 and member of the nomination committee on 11 May 2020.
3. Mr. Ng Kin Man has been appointed as member of nomination committee on 1 April 2020 and resigned as an executive Director on 11 May 2020.
4. Mr. Chan Kwun Chung resigned as an executive Director and CEO on 1 April 2020.
5. Ms. Lam Yuen Man Maria has been appointed as member of remuneration committee on 1 January 2021.

Summary of works

During the year 2020, the Nomination Committee reviewed the structure, size and composition of the Board in light of the Board Diversity Policy, assessed the independence of INEDs, reviewed and made recommendation to the Board on the proposed re-election of the retiring Directors, reviewed the Board Diversity Policy and the Nomination Policy and reviewed the appointment of the nominated Directors and make recommendation to the Board for approval, in accordance with the Nomination Committee's written terms of reference.

Nomination Policy

The Board has adopted a Nomination Policy in February 2019 regarding the nomination, appointment, re-appointment of Directors and the nomination procedure of the Company.

The Nomination Committee will select candidate for directorship based on his/her character, integrity, professional qualifications, skills, knowledge and experience, independence, and diversity of the Board, willingness to devote adequate time to discharge duties as a Board member and such other criteria that are appropriate for the business and corporate strategy of the Company.

For appointment of new Director, the Nomination Committee evaluates such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship. For those qualified candidates, recommendations are made to the Board. For re-election of the retiring director, the Nomination Committee and/or the Board review the overall contribution and service to the Company of the retiring Director and the level of participation and performance on the Board and determine whether the retiring Director continues to meet the criteria as set out above. Recommendation are then made to shareholders in respect of the proposed re-election of Director at the general meeting.

The Nomination Committee will review the Nomination Policy regularly or at any time necessary.

附註：

1. 霍健烽先生於二零二一年一月一日辭任獨立非執行董事。
2. 周翊先生於二零二零年四月一日獲委任為執行董事，及於二零二零年五月十一日獲委任為提名委員會成員。
3. 伍健文先生於二零二零年四月一日獲委任為提名委員會成員，並於二零二零年五月十一日辭任執行董事。
4. 陳冠忠先生於二零二零年四月一日辭任執行董事及行政總裁。
5. 林婉雯女士於二零二一年一月一日獲委任為薪酬委員會成員。

工作概況

於二零二零年度，提名委員會已根據提名委員會之書面職權範圍，根據董事會多元化政策審視董事會之架構、規模及組成、評估獨立非執行董事之獨立性、審閱有關退任董事之建議重選並向董事會推薦建議、審視董事會多元化政策及提名政策及審視提名董事，並向董事會推薦其委任以供批准。

提名政策

董事會已於二零一九年二月採納提名政策，內容有關本公司提名、委任及重新委任董事以及提名程序。

提名委員會將按候選人之性格、誠信、專業資歷、技能、知識及經驗、獨立性、董事會多元化、願意投放適當時間履行董事會成員職務與否以及切合本公司業務及企業策略之其他條件，甄選董事人選。

就委任新董事而言，提名委員會按照上文所載條件評估有關人選，以確定該人選是否合資格擔任董事，並向董事會提出有關合資格人選之建議。就重選退任董事而言，提名委員會及／或董事會審視退任董事向本公司提供之整體貢獻及服務以及於董事會之參與程度及表現，釐定退任董事是否繼續符合上文所載條件，然後於股東大會上就建議重選董事向股東提出推薦意見。

提名委員會將定期或於有需要時檢討提名政策。



CORPORATE GOVERNANCE REPORT

企業管治報告

Board Diversity Policy

The Group adopted a Board Diversity Policy on 1 September 2013. A summary of this policy, together with the measurable objectives set for implementing this policy, and the progress made towards achieving those objectives are disclosed as below.

The Company recognised and embraced the benefits of having a diverse Board to the quality of its performance. The Board Diversity Policy aimed to set out the approach to achieve diversity on the Board. In designing the Board's composition, Board diversity has been considered from a numbers of measurable aspects including but not limited to gender, age, ethnicity, knowledge and length of services. All Board appointments will be based on meritocracy, and candidates will be considered with the objective criteria, having due regards for the benefits of diversity on the Board.

Measurable Objectives

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

Implementation and Monitoring

The Nomination Committee reviewed the Board's composition under diversified perspectives, and monitored the implementation of the Board Diversity Policy annually.

As at the date of this report, the Nomination Committee comprises two INEDs and one executive Director, and thereby to promote critical review and control of the management process. The Board is also characterised by significant diversity, whether considered in terms of age, length of services, professional background and skills.

The Nomination Committee has reviewed the Board Diversity Policy to ensure its effectiveness and considered that the Group achieved the Board Diversity Policy.

董事會多元化政策

本集團於二零一三年九月一日採納董事會多元化政策。本政策之概要連同為執行本政策而制定之可計量目標及達標進度於下文披露。

本公司明白並深信董事會多元化對提升公司之表現素質裨益良多。董事會多元化政策旨在列載為達致董事會多元化而採取之方針。本公司在設定董事會成員組合時，會從多個可計量方面考慮董事會多元化，包括但不限於性別、年齡、種族、知識及服務任期。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會多元化之裨益。

可計量目標

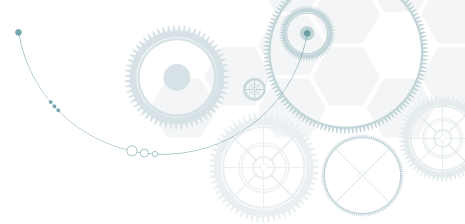
甄選人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。最終將按人選之長處及可為董事會提供之貢獻而作決定。

執行及監察

提名委員會每年檢討董事會在多元化層面之組成，並監察董事會多元化政策之執行。

於本報告日期，提名委員會由兩名獨立非執行董事及一名執行董事組成，並據此促進嚴格檢視及監控管理過程。董事會不論年齡、服務任期、專業背景及技能，均有豐富的多元性。

提名委員會已審閱董事會多元化政策，確保其有效，認為本集團已達成董事會多元化政策。



CORPORATE GOVERNANCE REPORT

企業管治報告

AUDIT COMMITTEE

The Audit Committee is responsible for making recommendation to the Board on the appointment, re-appointment and removal of external auditor, evaluating the overall effectiveness of the internal control and risk management systems, reviewing the accounting principles and practices adopted by the Group and other financial reporting matters and ensuring the completeness, accuracy and fairness of the financial statements, monitoring compliance with statutory and listing requirements and overseeing the relationship with the external auditors.

The Audit Committee reviews the quarterly, interim and annual reports before submission to the Board. At least one member has an appropriate professional qualification or accounting or related financial management expertise. The Audit Committee focuses not only on the impact of the changes in accounting policies and practices but also on the compliance with accounting standards, the GEM Listing Rules and the legal requirements during the review of the Company's quarterly, interim and annual reports.

Senior representatives of the external auditor, executive Directors and senior executives are invited to attend the meetings, if required. Each of the Audit Committee members has unrestricted access to the Group's external auditor and the management.

As at the date of this report, the Audit Committee comprises two INEDs, namely Mr. Leung Man Chun and Ms. Lam Yuen Man Maria. The Audit Committee is chaired by Mr. Leung Man Chun.

審核委員會

審核委員會負責就外聘核數師委任、重新委任及罷免向董事會提出建議、評審內部監控及風險管理制度之整體效用，及審閱本集團所採納之會計原則及常規以及其他財務申報事宜，以及確保財務報表之完備性、準確性及公平程度，並監察本集團遵守法定及上市規定以及監督與外聘核數師之關係。

審核委員會審核季度、中期及年度報告後，方提交予董事會。至少一名成員擁有合適專業資格或會計或相關財務管理專業知識。審核委員會於審核本公司季度、中期及年度報告時不僅注意會計政策及常規變動之影響，亦關注是否遵守會計準則、GEM上市規則及法例規定。

如有需要，外聘核數師之高級代表、執行董事與高級行政人員會獲邀出席會議。審核委員會各名成員在接觸本集團外聘核數師及管理層方面並無限制。

於本報告日期，審核委員會由兩名獨立非執行董事組成，成員分別為梁文俊先生及林婉雯女士。梁文俊先生擔任審核委員會主席。



CORPORATE GOVERNANCE REPORT

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The Audit Committee is scheduled to meet at least four times a year. Four meetings were held during the year ended 31 December 2020. The attendance of each member is set out as follows:

審核委員會計劃每年最少舉行四次會議。截至二零二零年十二月三十一日止年度內已舉行四次會議。各成員之出席情況載列如下：

	Attendance/ eligible to attend 出席次數／ 合資格出席次數
Independent Non-Executive Directors	
獨立非執行董事	
Mr. Leung Man Chun (<i>Chairman</i>) 梁文俊先生 (主席)	4/4
Mr. Fok Kin Fung Eric ¹ 霍健烽先生 ¹	4/4
Dr. Lee G. Lam ² 林家禮博士 ²	4/4

Notes:

1. Mr. Fok Kin Fung Eric resigned as an INED on 1 January 2021.
2. Dr. Lee G. Lam resigned as an INED on 1 March 2021.
3. Ms. Lam Yuen Man Maria appointed as member of audit committee on 1 January 2021.

附註：

1. 霍健烽先生於二零二一年一月一日辭任獨立非執行董事。
2. 林家禮博士於二零二一年三月一日辭任獨立非執行董事。
3. 林婉雯女士於二零二一年一月一日獲委任為審核委員會成員。

Summary of works

During the year ended 31 December 2020, the Audit Committee reviewed the financial reporting matters including the quarterly, interim and annual results, made recommendations to the Board on the terms of engagement and re-appointment of the external auditor, and reviewed the adequacy and effectiveness of risk management and internal control systems, and its other duties in accordance with the Audit Committee's written terms of reference.

The terms of reference of the Audit Committee are in line with the CG Code and are posted on the websites of the Company and the Stock Exchange. The Audit Committee is required, amongst other things, to oversee the relationship with the external auditors, to review the Group's preliminary quarterly results, interim results and annual financial statements and to monitor the integrity of the financial statements of the Group, to review the scope, extent and effectiveness of the Group's risk management and internal control systems, internal audit matters and to review the financial and accounting policies adopted by the Group.

工作概況

截至二零二零年十二月三十一日止年度，審核委員會已根據審核委員會之書面職權範圍審閱季度、中期及年度業績等財務報告事宜、就外聘核數師之委聘及續聘向董事會作出推薦建議，以及審視風險管理及內部監控系統是否足夠及其成效及其具備之其他職能。

審核委員會之職權範圍符合企業管治守則，並刊載於本公司及聯交所網站。審核委員會須（其中包括）監察其與外聘核數師的關係；檢討本集團之初步季度業績、中期業績及年度財務報表；監察本集團財務報表之完整性；檢討本集團風險管理及內部監控系統之範圍、程度及成效、內部審核事宜及檢討本集團採納之財務及會計政策。

CORPORATE GOVERNANCE REPORT

企業管治報告

Corporate Governance Functions

The Board is responsible for performing the corporate governance duties as set out in the terms of reference equivalent to code provision D.3.1 of the CG Code. During the year ended 31 December 2020, the policies of the corporate governance of the Company were reviewed by the Board.

ACCOUNTABILITY AND AUDIT

Directors' Responsibilities for Financial Reporting

The Directors acknowledged their responsibility for preparing the financial statements for each financial period to give a true and fair view of the state of affairs of the Company. In preparing the financial statements for the year ended 31 December 2020, the Directors have selected suitable accounting policies and applied them consistently, made judgements and estimates that are prudent, fair and reasonable and prepared the financial statements on a going concern basis.

The statement of the external auditors of the Company regarding their reporting responsibilities on the financial statement of the Company is set out in the section "Independent Auditor's Report" of this annual report.

External Auditor's Remuneration

The Company reviews the appointment of an external auditor on an annual basis including a review of the audit scope and approval of the audit fee. The remuneration in respect of audit service and non-audit service (including professional advice on taxation) for the year ended 31 December 2020 provided by Baker Tilly Hong Kong Limited was HK\$888,000 and HK\$33,000 respectively.

Risk Management and Internal Control

The Board is responsible for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and ensuring that the Company establishes and maintains appropriate and effective risk management and internal control systems. Such system is to safeguard of the interest of shareholders and the Group's assets.

The 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 and not absolute assurance against material misstatement or loss. It has been an important duty of the Board to conduct a review of internal control to ensure the effectiveness and adequacy of the system of the Group annually or at any time necessary. The review covers all material controls, including financial, operational and compliance controls and risk management functions, adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and training program and budget. The process use to review its effectiveness includes identification, evaluation, management measures and control and review.

企業管治職能

董事會負責履行職權範圍所載相當於企業管治守則守則條文D.3.1之企業管治職務。截至二零二零年十二月三十一日止年度，本公司之企業管治政策已經董事會審閱。

問責及核數

董事對財務報告之責任

董事知悉彼等有責任就各財政期間編製能公平真實反映本公司財務狀況之財務報表。編製截至二零二零年十二月三十一日止年度之財務報表時，董事已挑選合適的會計政策並貫徹應用，作出審慎、公平及合理的判斷及估計，以及編製可持續經營之財務報表。

本公司外聘核數師就彼等對本公司財務報表之申報責任作出之聲明載於本年報「獨立核數師報告」一節。

外聘核數師之酬金

本公司每年審閱外聘核數師之委聘，包括審閱審核範圍及批准核數費用。截至二零二零年十二月三十一日止年度，天職香港會計師事務所有限公司就提供審核服務及非審核服務（包括就稅務提供專業意見）而收取的酬金分別為888,000港元及33,000港元。

風險管理及內部監控

董事會負責評估及界定為達成本公司策略目標而願意承擔的風險性質及程度，並確保本公司設立及維持合適及有效的風險管理及內部監控系統。有關系統旨在保障股東之利益及本集團之資產。

風險管理及內部監控制度旨在管理而非消除無法實現業務目標的風險，且僅可就重大失實陳述或損失作出合理而非絕對保證。董事會須承擔就此進行檢討之重要責任並每年或按需要檢討本集團之內部監控制度，以確保該制度有效及完善。審閱範圍覆蓋所有重大監控，包括財務、營運及合規監控以及風險管理職能、資源充足性、本公司會計及財務申報職能員工資格及經驗、培訓計劃及預算。審閱其有效性所用程序包括識別、評估、管理計量及控制以及審閱。



CORPORATE GOVERNANCE REPORT

企業管治報告

The Group has engaged an external independent consultant to conduct the annual review on the adequacy and effectiveness of the internal control systems. Review of the Group's internal controls covering major operational, financial and compliance controls, as well as risk management functions of different systems has been performed on a systematic rotational basis on the risk assessments of the operations and controls. No major issues on the internal control system have been identified during the year ended 31 December 2020.

Disclosure of Inside Information

The Company has adopted a policy on disclosure of Inside Information in respect of procedures and internal control for the handling and dissemination of inside information in a timely manner pursuant to rule 17.10 of the GEM Listing Rules and the Inside Information Provision under Part XIVA of the Securities and Futures Ordinance.

CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS

Every newly appointed director will receive formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of director's responsibilities and obligations under the GEM Listing Rules and relevant statutory requirements. Directors are continuously updated on developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. Continuing briefing and professional development for directors will be arranged at the expenses of the Company where necessary. For the year 2020, all Directors have participated in continuous professional development by attending seminars and/or studying materials relevant to director's duties and responsibility. Their training records have been provided to the Company.

COMPANY SECRETARY

Ms. Yuen Wing Kwan ("Ms. Yuen") was appointed as company secretary of the Company since May 2018 and Ms. Leung Lai Ming ("Ms. Leung") was appointed as a joint company secretary of the Company to act jointly to serve as a joint company secretary of the Company with effect from 14 October 2020.

本集團已委聘外部獨立顧問以就內部監控系統之充足性及效用進行年度檢討。本集團已根據各業務及監控的風險評估，對不同系統的內部監控（包括主要營運、財務與合規監控以及風險管理職能）有系統地輪流進行審閱。截至二零二零年十二月三十一日止年度，概無識別有關內部監控制度的重大問題。

內幕消息披露

本公司已根據GEM上市規則第17.10條以及證券及期貨條例第XIVA部之內幕消息條文採納有關處理及適時發放內幕消息的相關程序及內部監控的內幕消息披露政策。

董事之持續專業發展

每位新任董事將於首次獲委任時接受正式、全面及為其而設的就職指引，確保董事對本公司業務及營運有恰當了解，並完全明白彼於GEM上市規則及相關監管規定項下之責任及義務。董事持續獲得有關法定及監管政策與業務環境的最新發展資訊，以便彼等履行職責。如有需要，董事獲安排提供持續簡報及專業發展，費用由本公司承擔。於二零二零年度，各董事均已參與持續專業發展，包括出席講座及／或研習與董事職務及職責有關之資料。本公司已獲提供彼等之培訓記錄。

公司秘書

袁詠筠女士（「袁女士」）自二零一八年五月起獲委任為本公司公司秘書，而梁麗明女士（「梁女士」）自二零二零年十月十四日起獲委任為本公司聯席公司秘書，彼等共同擔任本公司聯席公司秘書。



CORPORATE GOVERNANCE REPORT

企業管治報告

Following the resignation of Ms. Yuen as a joint company secretary of the Company with effect from 2 March 2021, Ms. Leung remains in office and continue to act as the company secretary of the Company. Ms. Leung is a service provider and she fulfills the requirement under rule 5.14 of the GEM Listing Rules. Mr. Chow Yik, the executive Director, is the primary contact person who Ms. Leung contacts. In accordance with rule 5.15 of the GEM Listing Rules, both Ms. Yuen and Ms. Leung have taken not less than 15 hours of relevant professional training during the year under review.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the year ended 31 December 2020, the Company had adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiry of all Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by Directors.

DIRECTORS' AND OFFICERS' LIABILITIES

The Company has arranged for appropriate insurance covering the liabilities of the Directors that may arise out of the corporate activities. The insurance coverage is reviewed on an annual basis.

RELATED PARTY TRANSACTIONS

During the year ended 31 December 2020, the related party transactions, if any, are periodically reviewed and approved by the Audit Committee.

INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

The Company uses two-way communication channels to account to shareholders and investors for the performance of the Company. All the shareholders have received not less than 20 clear business days' notice of annual general meeting at which Directors are available to answer questions on the business. Extensive information about the Group's activities is provided in its annual report, interim report and quarterly reports which are sent to shareholders and investors. The Company's announcements, press releases and publications are published and are also available on GEM website and on the Company's website at www.aurumpacific.com.hk.

During the year ended 31 December 2020, there was not any change in the Company's constitutional documents. A consolidated version of the Company's constitutional documents is available on the Company's website and GEM website.

於袁女士自二零二一年三月二日起辭任本公司聯席公司秘書後，梁女士將繼續任職並擔任本公司的公司秘書。梁女士為服務供應商，且其符合GEM上市規則第5.14條的規定。執行董事周翊先生為梁女士的主要聯繫人。根據GEM上市規則第5.15條之規定，袁女士及梁女士均已於回顧年度接受不少於15小時之相關專業培訓。

董事進行證券交易的行為守則

截至二零二零年十二月三十一日止年度，本公司已採納有關董事進行證券交易之行為守則，其條款之嚴謹度不遜於GEM上市規則第5.48至5.67條所規定之交易準則。本公司亦已向全體董事作出具體查詢，而本公司並不知悉有任何違反規定交易準則及有關董事進行證券交易之行為守則之情況。

董事及高級職員之責任

本公司已安排適當保險，為董事因企業事務而可能產生之責任提供保障。投保範圍乃按年進行檢討。

關連方交易

截至二零二零年十二月三十一日止年度，審核委員會定期審閱及批准關連方交易（如有）。

投資者關係及與股東通訊

本公司採用雙向通訊渠道向股東及投資者匯報本公司業績。所有股東均可於舉行股東週年大會前不少於20個營業日獲發通告，會上董事將回答有關業務之提問。寄交股東及投資者之年報、中期報告及季度報告內載有有關本集團業務之詳盡資料。本公司之公告、新聞稿及出版刊物亦會公開發佈，並於GEM網站及本公司網站www.aurumpacific.com.hk刊載。

截至二零二零年十二月三十一日止年度，本公司憲法文件並無任何變動。本公司憲法文件的綜合版本可於本公司網站及GEM網站查閱。



CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHT

(i) *Convene an Extraordinary General Meeting*

The Directors may, whenever they think fit, convene an extraordinary general meeting of the Company (the "Extraordinary General Meeting"). The Extraordinary General Meeting shall also be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Directors or the secretary for the purpose of requiring an Extraordinary General Meeting to be called by the Directors for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Directors fail to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Directors shall be reimbursed to the requisitionist(s) by the Company.

(ii) *Send Enquiries to the Board*

Enquiries of shareholders can be sent to the Company either by email at administrator@aurumpacific.com.hk or by post to the Company's Hong Kong head office at 21/F., Henan Building, 90 Jaffe Road, Wanchai, Hong Kong. Shareholders can also make enquiries with the Board directly at the general meetings.

(iii) *Make proposals at general meetings*

Procedures for putting forward proposals at a shareholders' meeting

Pursuant to the Articles (as amended from time to time), the shareholders who wish to move a resolution may by means of requisition convene an Extraordinary General Meeting according to the procedures as set out above.

股東權利

(i) *召開股東特別大會*

董事可於其認為恰當的情況下召開本公司股東特別大會（「股東特別大會」）。股東特別大會亦可於一名或多名股東要求下召開，彼等須於遞交要求日期持有不少於本公司十分之一之繳足資本，並有權於股東大會投票。該項要求須以書面向董事或秘書提呈，以供董事會就該要求下任何指定業務交易要求召開股東特別大會。該大會須於該項要求寄存後兩個月內舉行。倘董事於寄存該項要求後二十一(21)日內未能召開該大會，提出要求者本人（彼等）可以相同方式召開大會，而本公司須向提出要求人士償付所有由提出要求人士因董事未能召開大會而產生之合理開支。

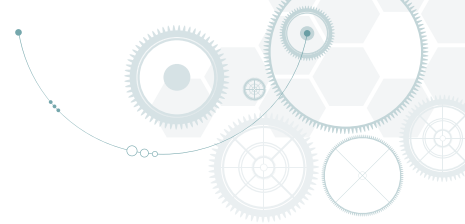
(ii) *向董事會作出查詢*

股東查詢可透過發送電子郵件至 administrator@aurumpacific.com.hk 或郵寄至本公司之香港總辦事處，地址為香港灣仔謝斐道90號豫港大廈21樓。股東亦可於股東大會直接向董事會提出查詢。

(iii) *於股東大會上提出建議*

於股東大會提呈建議之程序

根據細則（經不時修訂），有意動議決議案之股東可根據上述程序向本公司提交要求書召開股東特別大會。



BIOGRAPHIES OF DIRECTORS

董事簡歷

EXECUTIVE DIRECTORS

Mr. Chow Yik (“Mr. Chow”), aged 39, has been appointed as an executive Director of the Company since April 2020 and a director of various subsidiaries of the Company. He is also the member of the nomination committee and an authorised representative of the Company as required under rule 5.24 of the GEM Listing Rules and an authorised representative of the Company pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Mr. Chow is currently studying Master of Business Administration programme (“EMBA”) at the School of Economic and Management of Tsinghua University. He obtained the degree of Bachelor of Engineering, majoring in Electronic and Communication Engineering from the City University of Hong Kong. He is a fellow member of the Hong Kong Institute of Directors. Mr. Chow is currently the chairman and executive director of CBK Holdings Limited (stock code: 8428) and was the chairman and an executive director of Kirin Group Holdings Limited (stock code: 8109) from April 2015 to September 2020, the shares of all these companies are listed on GEM of the Stock Exchange.

Mr. Chong Cha Hwa (“Mr. Chong”), aged 54, has been appointed as an executive Director of the Company since October 2020. Mr. Chong is an authorised representative of the Company as required under rule 5.24 of the GEM Listing Rules and an authorised representative of the Company pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Mr. Chong is a fellow member of the Association of Chartered Certified Accountants and a member of the Malaysian Institute of Accountants. Mr. Chong holds a bachelor degree of management with honours from the University of Science, Malaysia. He has more than 20 years of experience in the accounting and finance area servicing private and publicly listed companies in Hong Kong and the Southern Asia region. He is currently also an independent non-executive director of China Beidahuang Industry Group Holdings Limited (stock code: 340), the shares of which are listed on main board of the Stock Exchange. Mr. Chong was an independent non-executive director of China Mining Resources Group Limited (presently known as Tongguan Gold Group Limited) from November 2011 to July 2017. He was also an executive director of China Shanshui Cement Group Limited (stock code: 691) from December 2015 to February 2016 and was then re-designated as a non-executive director of that company from February 2016 to May 2017. The shares of the aforesaid companies are listed on the main board of the Stock Exchange.

執行董事

周翊先生 (「周先生」)，39歲，自二零二零年四月獲委任為本公司執行董事，並擔任本公司多間附屬公司董事。彼亦為提名委員會成員、GEM上市規則第5.24條所規定本公司之授權代表及香港法例第622章公司條例第16部所指本公司之授權代表。

周先生現於清華大學經濟及管理學院修讀行政人員工商管理學碩士課程。周先生獲得香港城市大學工程學學士學位，主修電子及通訊工程。彼為香港董事學會資深會員。周先生現為國茂控股有限公司（股份代號：8428）之主席兼執行董事及自二零一五年四月至二零二零年九月期間，為麒麟集團控股有限公司（股份代號：8109）的主席兼執行董事。上述公司之股份均於聯交所GEM上市。

張家華先生 (「張先生」)，54歲，自二零二零年十月獲委任為本公司執行董事。張先生為GEM上市規則第5.24條所規定本公司之授權代表及香港法例第622章公司條例第16部所指本公司之授權代表。

張先生為英國特許公認會計師公會資深會員及馬來西亞會計師公會會員。張先生持有馬來西亞理科學管理學士榮譽學位。彼於香港及東南亞地區之私人及上市公司任職時在會計及金融領域累積逾20年經驗。彼現時亦為聯交所主板上市公司中國北大荒產業集團控股有限公司（股份代號：340）之獨立非執行董事。於二零一一年十一月至二零一七年七月，張先生為中國礦業資源集團有限公司（現稱潼關黃金集團有限公司）之獨立非執行董事。於二零一五年十二月至二零一六年二月，彼亦為中國山水水泥集團有限公司（股份代號：691）之執行董事，隨後於二零一六年二月至二零一七年五月調任為該公司之非執行董事。上述公司之股份均於聯交所主板上市。



BIOGRAPHIES OF DIRECTORS

董事簡歷

Mr. Yao Tong (“Mr. Yao”), aged 32, has been appointed as an executive Director of the Company since December 2020. He is also the member of the remuneration committee and compliance officer of the Company.

Mr. Yao holds a bachelor’s degree in Franchise Management from Beihai College of Beihang University in China. Prior to joining the Company, Mr. Yao was the business manager of Shanghai DZH Limited (stock code 601519), a company listed in Shanghai Stock Exchange. Mr. Yao is currently also the general manager of Guang Zhou Yun Tian Investment and Consulting Limited* (廣州雲天投資諮詢有限公司) and the deputy general manager of Guang Dong Yun Tian Electronic Technology Limited* (廣東雲天電子科技有限公司).

Mr. Chung Man Lai (“Mr. Chung”), aged 44, has been appointed as an independent non-executive Director of the Company since April 2020 and has been re-designated as executive director with effect from September 2020.

Mr. Chung has over 20 years of experience in auditing and accounting. Prior to joining the Board, he worked successively in a reputable international accounting firm and served as the chief financial officer of CMIC Ocean En-Tech Holding Co., Ltd. (formerly known as TSC Group Holdings Limited (stock code: 206)) and IDT International Limited (stock code: 167) respectively, the shares of both companies are listed on the main board of the Stock Exchange. He is currently a non-executive director of Greatwalle Inc. (stock code: 8315), the shares of which are listed on GEM of the Stock Exchange, and an independent non-executive director of Century Group International Holdings Limited (stock code: 2113), the shares of which are listed on the main board of the Stock Exchange and Roma Group Limited (stock code: 8072), the shares of which are listed on GEM of the Stock Exchange respectively. He is also the chief financial officer, company secretary, member of the risk management committee and authorised representative of D&G Technology Holding Company Limited (stock code: 1301), the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Chung obtained a bachelor of arts degree in Accountancy from The Hong Kong Polytechnic University in 1998 and a master of Business Administration degree with a major in international business from EU Business School in 2018. Mr. Chung is a fellow member of the Hong Kong Institute of Certified Public Accountants.

姚通先生 (「姚先生」)，32歲，自二零二零年十二月獲委任為本公司執行董事。彼現為本公司薪酬委員會成員及法規主任。

姚先生持有中華人民共和國北京航空航天大學北海學院之特許經營管理學士學位。於加入本公司前，姚先生於上海大智慧股份有限公司 (股份代號：601519) 擔任業務經理，該公司股份於上海證券交易所上市。姚先生現在亦為廣州雲天投資諮詢有限公司之總經理及廣東雲天電子科技有限公司之副總經理。

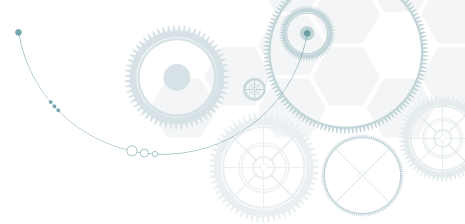
鍾文禮先生 (「鍾先生」)，44歲，自二零二零年四月起獲委任為本公司獨立非執行董事並於二零二零年九月調任為本公司執行董事。

鍾先生於審計及會計方面擁有逾20年經驗。於加入董事會之前，彼曾先後任職於一間國際知名會計師行及分別擔任華商國際海洋能源科技控股有限公司 (前稱TSC集團控股有限公司，股份代號：206) 及IDT International Limited (萬威國際有限公司*) (股份代號：167) 之財務總監 (均為於聯交所主板上市之公司)。彼現分別為長城匯理公司 (於聯交所GEM上市之公司，股份代號：8315) 之非執行董事、世紀集團國際控股有限公司 (於聯交所主板上市之公司，股份代號：2113) 及Roma Group Limited (羅馬集團有限公司*) (於聯交所GEM上市之公司，股份代號：8072) 之獨立非執行董事。彼亦為德基科技控股有限公司 (於聯交所主板上市之公司，股份代號：1301) 之首席財務官、公司秘書、風險管理委員會成員及授權代表。

鍾先生於一九九八年取得香港理工大學會計文學士學位，並於二零一八年取得歐洲商學院工商管理碩士學位 (主修國際商業)。鍾先生為香港會計師公會的資深會員。

* For identification purposes only

* 僅供識別



BIOGRAPHIES OF DIRECTORS

董事簡歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Leung Man Chun (“Mr. Leung”), aged 33, has been appointed as an independent non-executive Director of the Company since February 2016. He is also the Chairman of each of the audit committee, remuneration committee and nomination committee.

Mr. Leung has been engaging in financial services sector for over 9 years, along with ample experience in an international accounting firm and an international bank. He currently serves as a corporate finance principal for a professional firm. He obtained a Bachelor’s Degree in Social Sciences from Hong Kong Baptist University in 2009. Mr. Leung is a member of the Hong Kong Institute of Certified Public Accountants and joined the Council of the Hong Kong Institute of Certified Public Accountants in 2018. Mr. Leung was an independent non-executive director of Evershine Group Holdings Limited (stock code: 8022) from March 2016 to January 2021, the shares of which are listed on GEM of the Stock Exchange.

Ms. Lam Yuen Man Maria (“Ms. Lam”), aged 51, has been appointed as an independent non-executive Director of the Company since September 2020. She is also member of each of the audit committee, remuneration committee and nomination committee.

Ms. Lam holds a bachelor degree in Accountancy from The Hong Kong Polytechnic University, a master degree in Management from the Macquarie University and a master degree in Applied Psychology from City University of Hong Kong. She is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants, the Hong Kong Institute of Chartered Secretaries, the Chartered Governance Institute (formerly the Institute of Chartered Secretaries and Administrators) and the Chartered Institute of Arbitrators. She is also an accredited mediator of the Hong Kong Mediation Accreditation Association Limited, a member and a qualified graphologist of the British Institute of Graphologists.

Prior to joining the Board, Ms. Lam has worked with an international accounting firm and other leading listed and private group of companies and has extensive experience in company secretarial practice, assurance, treasury and finance. She is currently providing management consultancy and corporate secretarial services to listed issuers and private companies, and graphology consultancy and training services.

獨立非執行董事

梁文俊先生(「梁先生」)，33歲，自二零一六年二月獲委任為本公司獨立非執行董事，並分別為審核委員會、薪酬委員會及提名委員會主席。

梁先生已於國際會計師行及國際銀行等金融服務機構從事逾九年，並擁有豐富相關經驗。彼現時為一間專業機構擔任企業融資部總監。彼於二零零九年在香港浸會大學取得社會科學學士學位。梁先生為香港會計師公會會員及於二零一八年加入香港會計師公會理事會。梁先生曾於二零一六年三月至二零二一年一月期間擔任永耀集團控股有限公司(股份代號：8022)(一間股份於聯交所GEM上市的公司)之獨立非執行董事。

林婉雯女士(「林女士」)，51歲，自二零二零年九月獲委任為本公司獨立非執行董事。彼亦為審核委員會、薪酬委員會及提名委員會的成員。

林女士持有香港理工大學會計學學士學位、澳洲麥覺理大學管理學碩士學位及香港城市大學應用心理學碩士學位。彼為特許公認會計師公會資深會員，以及香港會計師公會、香港特許秘書公會、特許公司治理公會(前稱特許秘書及行政人員公會)及英國特許仲裁員學會之會員。彼同時亦為香港調解資歷評審協會有限公司之認可調解員及英國筆跡專家公會的成員以及合資格筆跡專家。

於加入董事會之前，林女士曾任職於國際會計師事務所及其他主要上市及私人集團，並於公司秘書事務、審計、庫務及財務方面擁有豐富經驗。彼現為上市發行人和私人公司提供管理諮詢和公司秘書服務及筆跡學諮詢和培訓服務。



REPORT OF THE DIRECTORS

董事會報告

The Directors hereby present their annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2020.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the principal subsidiaries are set out in note 29 to the consolidated financial statements.

BUSINESS REVIEW

A review of the business of the Group for the year and a discussion on the Group's future business development are provided in the Management Discussion and Analysis on pages 5 to 11. The principal risks and uncertainties facing the Group are provided in the Management Discussion and Analysis on page 11 and disclosed in the section headed "Financial risk management and fair values of financial instruments" in note 26 to the consolidated financial statements.

An analysis of the Group's performance during the year using financial key performance indicators is provided in the Five-years Financial Summary on page 168. The Group is committed to supporting the environmental sustainability. The Group has complied with laws and regulations regarding environmental protection and adopt effective measures to achieve efficient use of resources and energy saving. Green initiatives and measures have been adopted in the Group's operation. A separate Environmental, Social and Governance Report will be published no later than two months after the publication of this annual report. For details, please refer to the Company's website.

The Group has complied with the relevant laws and regulations that have significant impact on the operations of the Group. The Group recognises that employees, customers and business partners are the keys to sustainable development. The Group is committed to establishing a close and caring relationship with our employees, providing quality services to our customers and enhancing cooperation with our business partners.

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

主要業務

本公司之主要業務為投資控股。主要附屬公司之主要業務載於綜合財務報表附註29。

業務回顧

本集團本年度之業務回顧及本集團未來業務發展之討論載於第5頁至第11頁管理層論述及分析。本集團主要面對的風險和不確定因素載於第11頁管理層論述及分析並於綜合財務報表附註26「財務風險管理及金融工具公平值」一節披露。

採用財務表現關鍵指標對本集團年內表現之分析載於第168頁五年財務摘要。本集團致力支持環境的可持續性。本集團已遵守與環境保護相關的法律及法規，並採取有效措施以高效利用資源及節約能源。本集團之營運已採用綠色舉措和措施。環境、社會及管治報告將於本年報刊發後的兩個月內另行刊發。詳情請參閱本公司網站。

本集團已遵守對本集團營運產生重大影響之相關法律及法規。本集團深知員工、客戶及業務夥伴為業務持續發展的關鍵。本集團致力與員工建立密切的關係，向客戶提供高質素服務及提升與業務夥伴的合作關係。

REPORT OF THE DIRECTORS

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's sales and purchases from continuing operations attributable to the major customers and suppliers respectively during the financial year under review is as follows:

The largest customer	最大客戶
Five largest customers in aggregate	五大客戶合計
The largest supplier	最大供應商
Five largest suppliers in aggregate	五大供應商合計

During the year ended 31 December 2020, none of the Directors, their associates or any shareholder of the Company (who to the knowledge of the Directors owns more than 5% of the Company's issued share capital) had any interest in these major customers and suppliers.

CONSOLIDATED FINANCIAL STATEMENTS

The results of the Group and the state of the Group's and the Company's affairs for the year ended 31 December 2020 are set out in the consolidated financial statements on pages 55 to 167.

DIVIDEND POLICY

The Company pursues a continuity-based dividend policy ("Dividend Policy") which aims to allow the shareholders to participate in the Company's profits and for the Company to retain adequate reserves for future growth.

In deciding whether to propose a dividend and in determining the dividend amount, the Board should take into account, inter alia, the Company's operating results, actual and expected financial performance, retained earnings and distributable reserves of the Company and members of the Group, the Group's debt to equity ratios, liquidity position, the Group expected working capital requirements and future expansion plans, any restrictions on payment of dividends that may be imposed by the Group's lender, general economic conditions, business cycle of the Group's business and any other factors that the Board may deem appropriate and relevant.

主要客戶及供應商

有關本集團於回顧財政年度分別源自主要客戶及供應商之持續經營業務之銷售及採購資料載列如下：

Percentage of the Group's total 佔本集團總額之百分比

		Sales 銷售	Purchases 採購
The largest customer	最大客戶	9%	
Five largest customers in aggregate	五大客戶合計	31%	
The largest supplier	最大供應商		61%
Five largest suppliers in aggregate	五大供應商合計		88%

於截至二零二零年十二月三十一日止年度，董事、彼等之聯繫人或據董事所知擁有本公司已發行股本5%以上之本公司任何股東概無於此等主要客戶及供應商中擁有任何權益。

綜合財務報表

本集團截至二零二零年十二月三十一日止年度之業績，以及本集團及本公司之事務狀況載於第55至167頁之綜合財務報表。

股息政策

本公司實行以持續性為本之股息政策（「股息政策」），旨在讓股東分享本公司溢利，並使本公司可保留足夠儲備以供未來發展之用。

於決定是否建議派付股息及釐定股息金額時，董事會將計及（其中包括）本公司之經營業績、本公司及本集團成員公司之實際及預期財務表現、留存盈利及可供分派儲備、本集團之股本負債比率及流動資金狀況、本集團之預期營運資金需求及未來擴張計劃、本集團貸款人可能施加之任何股息派付限制、整體經濟狀況、本集團業務之業務週期以及董事會可能認為合適相關之任何其他因素。



REPORT OF THE DIRECTORS

董事會報告

The Board will review, modify and/or update the Dividend Policy at any time as it deems fits and necessary.

DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 December 2020.

RESERVES

Details of the movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on the consolidated financial statements.

DISTRIBUTABLE RESERVES

As 31 December 2020, the aggregate amount of reserves available for distribution to owners of the Company was HK\$20,733,000 (2019: HK\$96,879,000).

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group are set out in note 10 to the consolidated financial statements.

OTHER BORROWINGS

Details of the interest-bearing borrowings of the Group are set out in note 20 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the share capital during the financial year are set out in note 25(a) to the consolidated financial statements.

董事會將在認為合適及必要之情況下，隨時檢討、修訂及／或更新股息政策。

股息

董事會不建議派付截至二零二零年十二月三十一日止年度之末期股息。

儲備

本集團年內儲備變動詳情載於綜合財務報表之綜合權益變動表。

可供分派儲備

於二零二零年十二月三十一日，可供分派予本公司擁有人之儲備總額為20,733,000港元（二零一九年：96,879,000港元）。

物業、廠房及設備

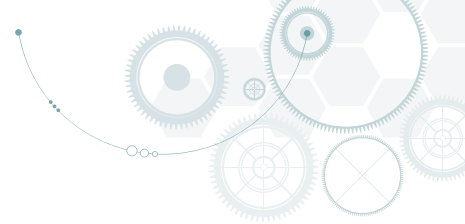
本集團物業、廠房及設備之變動詳情載於綜合財務報表附註10。

其他借款

本集團的付息借款詳情載於綜合財務報表附註20。

股本

本財政年度之股本變動詳情載於綜合財務報表附註25(a)。



REPORT OF THE DIRECTORS

董事會報告

DIRECTORS

The changes of Directors during the financial year and up to the date of this report are as follows:

董事

於本財政年度及直至本報告日期之董事變動如下：

		Appointed on 委任	Resigned/ Retired on 辭任／退任
Executive Directors	執行董事		
Mr. Chow Yik	周翊先生	1/4/2020	
Mr. Chung Man Lai (re-designated as executive Director of the Company from the position of independent non-executive Director on 15/9/2020)	鍾文禮先生 (於二零二零年 九月十五日由獨立非執行董事 調任為本公司執行董事)	1/4/2020	
Mr. Chong Cha Hwa	張家華先生	14/10/2020	
Mr. Yao Tong	姚通先生	7/12/2020	
Mr. Tsui Wing Tak	徐永得先生	28/4/2020	3/12/2020
Ms. Sin Pui Ying	冼佩瑩女士	22/11/2019	15/9/2020
Mr. Ng Kin Man	伍健文先生	1/3/2019	11/5/2020
Mr. Chan Kwun Chung	陳冠忠先生	20/3/2017	1/4/2020
Non-executive Director	非執行董事		
Mr. Zheng Yongqiang	鄭永強先生	1/10/2018	1/1/2021
Independent non-executive Directors	獨立非執行董事		
Mr. Leung Man Chun	梁文俊先生	23/2/2016	
Ms. Lam Yuen Man Maria	林婉雯女士	15/9/2020	
Mr. Fok Kin Fung Eric	霍健烽先生	2/3/2016	1/1/2021
Dr. Lee G. Lam	林家禮博士	1/1/2019	1/3/2021

In accordance with Article 112 of the Company's Articles, Mr. Chong Cha Hwa and Mr. Yao Tong who were appointed as executive Directors on 14 October 2020 and 7 December 2020 respectively and Ms. Lam Yuen Man Maria who was appointed as an independent non-executive Director on 15 September 2020, will hold office until the forthcoming annual general meeting and, being eligible, will offer themselves for re-election at the annual general meeting.

In accordance with Article 108(A) of the Company's Articles, Mr. Leung Man Chun will retire from office by rotation at the forthcoming annual general meeting and, being eligible, will offer himself for re-election.

張家華先生及姚通先生分別於二零二零年十月十四日及二零二零年十二月七日獲委任為執行董事，而林婉雯女士於二零二零年九月十五日獲委任為獨立非執行董事，按本公司之細則第112條規定，彼等之任期將直至應屆股東週年大會舉行為止，而彼等符合資格並願意於股東週年大會上膺選連任。

按本公司之細則第108(A)條規定，梁文俊先生將於應屆股東週年大會上輪值退任，而彼符合資格並願意膺選連任。



REPORT OF THE DIRECTORS

董事會報告

Biographical details of the Directors are set out in the section “Biographies of Directors” of this annual report.

DIRECTORS’ CONTRACTS

None of the Directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than normal statutory compensation.

DIRECTORS’ INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2020, none of the Directors, had, or was deemed to have any interests and short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”) (Chapter 571 under the laws of Hong Kong)) (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 rules 5.46 to 5.67 of the GEM Listing Rules.

董事之詳細履歷載於本年報「董事簡歷」一節。

董事合約

擬於應屆股東週年大會重選連任之董事，概無與本公司訂有不可由本公司於一年內免付補償（一般法定補償除外）而終止之服務合約。

董事於股份、相關股份及債券之權益及淡倉

於二零二零年十二月三十一日，概無董事於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）（香港法例第571章）第XV部）之股份、相關股份或債券中，擁有或被視為擁有任何(i)須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例該等條文彼等被當作或視為擁有之權益或淡倉）；或(ii)須根據證券及期貨條例第352條記錄於該條所述的登記冊內之權益及淡倉；或(iii)須根據GEM上市規則第5.46至5.67條知會本公司及聯交所之權益及淡倉。

REPORT OF THE DIRECTORS

董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

Substantial Shareholders

To the best knowledge of Directors, as at 31 December 2020, the interests and short positions of the persons, other than Directors, in the shares or underlying shares as recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

Name of substantial shareholder 主要股東姓名／名稱	Capacity 身份	Number of shares 股份數目 (Note 1) (附註1)	Approximate percentage of shareholding 概約股權百分比 (Note 2) (附註2)
Mr. Chiu Ngai Hung 趙毅雄先生	Beneficial owner 實益擁有人	663,477,955 (L)	52.13%

Notes:

- The letter "L" denotes a long position in the shares of the Company.
- The total number of 1,272,640,000 shares in issue as at 31 December 2020 has been used for the calculation for the approximately percentage.

Save as disclosed above, as at 31 December 2020, the Company had not been notified of other interests or short positions of any other person (other than the Directors, chief executives and the substantial shareholders of the Company) in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO.

SHARE OPTION SCHEME

On 8 May 2013, the Company passed an ordinary resolution at the annual general meeting to adopt a new share option scheme (the "Share Option Scheme") whereby the Board may grant share options to employees, directors, suppliers, consultants, agents and advisers or any person, at its discretion, for the primary purpose to recognise and motivate their contributions to the Group. The Share Option Scheme is valid for a period of 10 years commencing from 8 May 2013. Details of the Share Option Scheme were set out in the circular of the Company dated 27 March 2013 and note 24 to the consolidated financial statements.

主要股東於股份及相關股份之權益

主要股東

據董事所深知，於二零二零年十二月三十一日，除董事外之人士於股份或相關股份中擁有記入本公司根據證券及期貨條例第336條須備存之登記冊內之權益及淡倉如下：

附註：

- 「L」指該於本公司股份的好倉。
- 於二零二零年十二月三十一日已發行股份總數1,272,640,000股已用於計算概約百分比。

除上文所披露者外，於二零二零年十二月三十一日，本公司並無獲通知有任何其他人士（董事、本公司主要行政人員及主要股東除外）於本公司股份或相關股份中擁有記錄於須根據證券及期貨條例第336條存置之登記冊之其他權益或淡倉。

購股權計劃

於二零一三年五月八日，本公司於股東週年大會通過採納新購股權計劃（「購股權計劃」）之普通決議案，據此，董事會可酌情向僱員、董事、供應商、諮詢人、代理及顧問或任何人士授出購股權，其主要目的為認同及鼓勵彼等對本集團的貢獻。購股權計劃之有效期由二零一三年五月八日起計為期十年。購股權計劃之詳情載於本公司日期為二零一三年三月二十七日之通函及綜合財務報表附註24。



REPORT OF THE DIRECTORS

董事會報告

On 29 April 2016, the Company passed an ordinary resolution at the extraordinary general meeting to amend the definition of “Eligible Participant” of the Share Option Scheme and the definition of “Invested Entity” be added to the Share Option Scheme (“Amendments to the Share Option Scheme”). Details of the Amendments to the Share Option Scheme are set out in the Company’s announcement dated 29 April 2016 and the Company’s circular dated 13 April 2016.

At the annual general meeting of the Company held on 25 June 2018, shareholders approved the refreshment of the maximum number of shares which may be allotted and issued upon the exercise of all share options under the Share Option Scheme. As at the date of this annual report, the total number of options available for granting by the Company under the Share Option Scheme was 127,264,000, representing 10% of the shares of the Company in issue on that date.

For the year ended 31 December 2020 and up to date of this report, the Company had not granted any options and no outstanding options under the Share Option Scheme.

DIRECTORS’ INTERESTS IN TRANSACTION, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in this annual report, no transaction, arrangement or contract of significance to which the Company, or any of its subsidiaries or fellow subsidiaries was a party, and in which the Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year under review.

MANAGEMENT CONTRACTS

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

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under Articles, or law of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

於二零一六年四月二十九日，本公司於股東特別大會通過普通決議案，修改購股權計劃之「合資格參與者」之定義及將「投資實體」之定義加入至購股權計劃（「購股權計劃修訂」）。購股權計劃修訂詳情載於本公司日期為二零一六年四月二十九日之公告及本公司日期為二零一六年四月十三日之通函。

於二零一八年六月二十五日舉行之本公司股東週年大會上，股東批准更新因根據購股權計劃行使所有購股權而可能配發及發行的股份最高數目。於本年報日期，本公司根據購股權計劃可予授出之購股權總數為127,264,000份，佔本公司於該日之已發行股份之10%。

截至二零二零年十二月三十一日止年度及直至本報告日期，本公司概無授出購股權及持有購股權計劃下之未行使購股權。

董事於交易、安排或重大合約之權益

除於本年報披露者外，董事概無於本公司或其任何附屬公司或同系附屬公司所訂立且於年終或回顧年度內任何時間仍然生效之交易、安排或重大合約中，直接或間接擁有任何重大權益。

管理合約

於回顧年度內並無訂立或存在涉及本集團全部或任何重要部分業務的管理及行政有關的合約。

優先購買權

細則或開曼群島法例並無有關優先購買權之條文規定本公司須按比例向現有股東提呈發售新股份。

REPORT OF THE DIRECTORS

董事會報告

FIVE-YEARS FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five years is set out on page 168 of this annual report.

RETIREMENT SCHEMES

Particulars of the retirement schemes of the Group are set out in note 23 to the consolidated financial statements.

EQUITY-LINKED AGREEMENTS

Other than the Share Option Scheme of the Company, no equity-linked agreements that will or may result in the Company issuing shares or that requires the Company to enter into an agreement that will or may result in the Company issuing shares, were entered into by the Group during the Year or existed at the end of 2020.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 31 December 2020 and up to the date of this report, the Directors have the following interests in the business apart from the Group's business, which competes or is likely to compete, either directly or indirectly, with the Group's business:

五年財務摘要

本集團於過去五年之業績及資產與負債概要載於本年報第168頁。

退休計劃

本集團之退休計劃詳情載於綜合財務報表附註23。

股票掛鈎協議

除了本公司之購股權計劃，於本年度或於二零二零年年結時，本集團概無訂立任何將會或可導致本公司發行股份的股票掛鈎協議，或要求本公司訂立任何協議將會或可導致本公司發行股份的股票掛鈎協議。

董事於競爭業務中之權益

於二零二零年十二月三十一日及直至本報告日期，董事於與本集團業務直接或間接構成競爭或可能構成競爭之業務（除本集團業務外）中擁有下列權益：

Director 董事	Name of company 公司名稱	Nature of business 業務性質	Nature of interests 權益性質
Mr. Chung Man Lai 鍾文禮先生	*Greatewalle Inc. ("Greatewalle") and its subsidiary *長城匯理公司（「長城匯理」）及其附屬公司	Mobile games business 手機遊戲業務	Non-executive director of Greatewalle 長城匯理之非執行董事
Mr. Leung Man Chun (Note 1) 梁文俊先生（附註1）	*Evershine Group Holdings Limited ("Evershine") and its subsidiary *永耀集團控股有限公司（「永耀」）及其附屬公司	Money lending business 放債業務	Independent non-executive director of Evershine 永耀之獨立非執行董事
Dr. Lee G. Lam (Note 2) 林家禮博士（附註2）	^Hang Pin Living Technology Company Limited ("Hang Pin Living") and its subsidiary ^杭品生活科技股份有限公司（「杭品生活」） 及其附屬公司	Money lending business 放債業務	Independent non-executive director of Hang Pin Living 杭品生活之獨立非執行董事
	^Mei Ah Entertainment Group Limited ("Mei Ah") and its associate ^美亞娛樂資訊集團有限公司（「美亞」）及其聯營公司	Mobile games applications 手機遊戲應用	Independent non-executive director of Mei Ah 美亞之獨立非執行董事

* listed on GEM of the Stock Exchange
^ listed on the Main Board of the Stock Exchange

* 於聯交所GEM上市
^ 於聯交所主板上市



REPORT OF THE DIRECTORS

董事會報告

Notes:

1. Mr. Leung Man Chun resigned as independent non-executive director of Evershine with effect from 12 January 2021.
2. Dr. Lee G. Lam resigned as an independent non-executive Director with effect from 1 March 2021.

As the Board is independent to the boards of the above mentioned companies, the Group is capable of carrying on its business independently of, and at arm's length, from the business of those companies.

Save as disclosed above, as far as the Directors are aware of, none of the Directors has an interest in any business which competes or may compete with the business in which the Group is engaged.

DIRECTORS' AND CHIEF EXECUTIVES' RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

Save as disclosed in this report, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable any of the Directors and chief executive, their respective spouses or children under the age of 18 to acquire benefits by means of acquisition of shares in, or debt securities (including debentures) of the Company or any other body corporate.

CORPORATE GOVERNANCE

Details of the corporate governance practices adopted by the Company are set out in the section "Corporate Governance Report" on pages 12 to 28 of this annual report.

AUDIT COMMITTEE

The primary duties of the audit committee are to review, in draft form, the Company's annual report and accounts, half-year report, quarterly reports and to provide advice and comments thereon to the Board. The audit committee is also responsible for reviewing and supervising the financial reporting process, risk management and internal control of the Group. As at the date of this report, the audit committee comprises two INEDs, namely Mr. Leung Man Chun and Ms. Lam Yuen Man Maria. Mr. Leung Man Chun is the chairman of the audit committee.

附註：

1. 梁文俊先生已辭任永耀之獨立非執行董事，自二零二一年一月十二日起生效。
2. 林家禮博士已辭任獨立非執行董事，自二零二一年三月一日起生效。

由於董事會獨立於上述公司之董事會，故本集團有能力獨立於此等公司的業務按公平基準經營其業務。

除上文所披露者外，據董事所知，董事概無於對本集團所從事業務構成或可能構成競爭之任何業務中擁有權益。

董事及主要行政人員購買股份或債務證券之權利

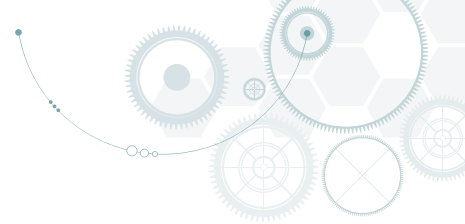
除於本報告所披露者外，本公司或其任何附屬公司於本年度任何時間概無訂立任何安排，致使任何董事及主要行政人員、彼等各自之配偶或未滿18歲之子女可藉購入本公司或任何其他法人團體之股份或債務證券（包括債券）而獲益。

企業管治

本公司所採納企業管治常規之詳情載於本年報第12頁至第28頁之「企業管治報告」一節。

審核委員會

審核委員會之主要職責為審閱本公司之年報與賬目、半年報告及季度報告之草擬稿，並就此向董事會提供建議及意見。審核委員會亦負責審閱及監督本集團之財務申報程序、風險管理及內部監控。於本報告日期，審核委員會由兩名獨立非執行董事梁文俊先生及林婉雯女士組成。梁文俊先生為審核委員會主席。



REPORT OF THE DIRECTORS

董事會報告

The audit committee has reviewed the accounting principles and practices adopted by the Company and discussed with the Board the internal controls and financial reporting matters, including a review of the financial statements for the year ended 31 December 2020.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the INEDs a written annual confirmation of independence pursuant to rule 5.09 of the GEM Listing Rules. Based on such confirmation, the Board considers all of the INEDs are independent.

CHANGES IN INFORMATION OF DIRECTORS

Changes in information of Directors since the date of the 2020 interim report required to be disclosed pursuant to Rule 17.50A(1) of the Listing Rules are as follows:

- (1) Mr. Chow Yik resigned as the chairman, an executive director, an authorised representative and an authorised representative pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "CR Authorised Representative") and the compliance officer of Kirin Group Holdings Limited (a company listed on GEM of the Stock Exchange) with effect from 1 October 2020.

Mr. Chow was appointed as the chairman and an executive director of CBK Holdings Limited ("CBK") (a company listed on GEM of the Stock Exchange) with effect from 11 December 2020. He subsequently appointed as the compliance officer, an authorised representative, the CR Authorised Representative, the chairman of the legal compliance committee and a member of each of the remuneration committee and nomination committee of CBK with effect from 18 December 2020.

Mr. Chow was appointed as the authorised representative and the CR Authorised Representative of the Company with effect from 2 March 2021.

- (2) Ms Sin Pui Ying resigned as an executive Director with effect from 15 September 2020.
- (3) Mr. Tsui Wing Tak resigned as an authorised representative and the CR Authorised Representative of the Company with effect from 14 October 2020.

審核委員會已檢討本公司所採納之會計原則及常規，並與董事會討論內部監控及財務申報事宜，包括審閱截至二零二零年十二月三十一日止年度之財務報表。

獨立非執行董事之獨立性

本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條發出有關獨立性之年度確認書。根據有關確認書，董事會認為全體獨立非執行董事均為獨立人士。

董事資料的變動

自二零二零年中期報告日期以來，根據上市規則第17.50A(1)條須予披露之董事資料之變動載列如下：

- (1) 周翊先生已辭任主席、執行董事、授權代表及香港法例第622章公司條例第16部所指之授權代表（「公司條例授權代表」）及麒麟集團控股有限公司（於聯交所GEM上市之公司）法規主任，自二零二零年十月一日起生效。

周先生自二零二零年十二月十一日起獲委任為國茂控股有限公司（「國茂」）（於聯交所GEM上市之公司）之主席兼執行董事。彼其後獲委任為國茂之法規主任、授權代表、公司條例授權代表、法律合規委員會主席以及薪酬委員會及提名委員會成員，自二零二零年十二月十八日起生效。

周先生自二零二一年三月二日起獲委任為本公司授權代表及公司條例授權代表。

- (2) 冼佩瑩女士已辭任執行董事，自二零二零年九月十五日起生效。
- (3) 徐永得先生已辭任本公司授權代表及公司條例授權代表，自二零二零年十月十四日起生效。



REPORT OF THE DIRECTORS

董事會報告

Mr. Tsui subsequently resigned as an executive Director, member of the remuneration committee and compliance officer of the Company with effect from 3 December 2020.

- (4) Ms. Lam Yuen Man Maria was appointed as an independent non-executive Director with effect from 15 September 2020.

Ms. Lam subsequently appointed as member of each of the audit committee, nomination committee and remuneration committee with effect from 1 January 2021.

- (5) Mr. Chung Man Lai was re-designated as executive Director from the position of independent non-executive Director with effect from 15 September 2020. His appointment has no fixed term of services and he was entitled to an annual emolument of HK\$240,000.

Mr. Chung was appointed as the chief financial officer, company secretary, member of the risk management committee and authorised representative of D&G Technology Holding Company Limited (a company listed on the main board of the Stock Exchange) with effect from 23 September 2020.

- (6) Mr. Chong Cha Hwa was appointed as an executive Director, authorised representative and the CR Authorised Representative of the Company with effect from 14 October 2020.

- (7) Mr. Yao Tong was appointed as executive Director and member of remuneration committee and compliance officer with effect from 7 December 2020.

- (8) Mr. Zheng Yongqiang resigned as a non-executive Director with effect from 1 January 2021.

- (9) Mr. Fok Kin Fung Eric resigned as an independent non-executive Director, member of each of the audit committee, nomination committee and remuneration committee with effect from 1 January 2021.

- (10) Mr. Leung Man Chun resigned as an independent non-executive director, chairman of the audit committee and a member of each of the nomination committee and remuneration committee of Evershine Group Holdings Limited (a company listed on GEM of the Stock Exchange) with effect from 12 January 2021.

- (11) Dr. Lee G. Lam resigned as an independent non-executive Director and member of audit committee with effect from 1 March 2021.

徐先生隨後辭任本公司執行董事、薪酬委員會成員及法規主任，自二零二零年十二月三日起生效。

- (4) 林婉雯女士自二零二零年九月十五日起獲委任為獨立非執行董事。

林女士隨後獲委任為審核委員會、提名委員會及薪酬委員會成員，自二零二一年一月一日起生效。

- (5) 鍾文禮先生已由獨立非執行董事調任執行董事，自二零二零年九月十五日起生效。彼並無固定任期且有權收取年度酬金240,000港元。

鍾先生已獲委任為德基科技控股有限公司（於聯交所主板上市之公司）之首席財務官、公司秘書、風險管理委員會成員及授權代表，自二零二零年九月二十三日起生效。

- (6) 張家華先生自二零二零年十月十四日起獲委任為本公司執行董事、授權代表及公司條例授權代表。

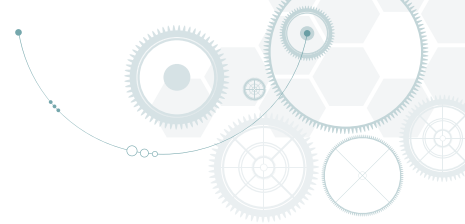
- (7) 姚通先生自二零二零年十二月七日起獲委任為執行董事、薪酬委員會成員及法規主任。

- (8) 鄭永強先生已辭任非執行董事，自二零二一年一月一日起生效。

- (9) 霍健烽先生已辭任獨立非執行董事、審核委員會、提名委員會及薪酬委員會成員，自二零二一年一月一日起生效。

- (10) 梁文俊先生已辭任永耀集團控股有限公司（一間聯交所GEM上市公司）獨立非執行董事、審核委員會主席及提名委員會與薪酬委員會成員，自二零二一年一月十二日起生效。

- (11) 林家禮博士已辭任獨立非執行董事及審核委員會成員，自二零二一年三月一日起生效。



REPORT OF THE DIRECTORS

董事會報告

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

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2020.

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this report, the Company has complied with the public float requirement under rule 11.23 of the GEM Listing Rules.

CONNECTED AND RELATED PARTY TRANSACTION

Details of the related party transactions entered into by the Group during the year ended 31 December 2020 are set out in note 27 to the consolidated financial statements. To the best knowledge of the Directors, none of these related party transactions constitutes connected transactions that need to be disclosed under the GEM Listing Rules.

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of the Company, the Directors shall be entitled to be indemnified out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them may sustain or incur in or about the execution of the duty of their respective offices or in relation thereto.

The Company has arranged appropriate insurance cover for the Directors, the company secretary of the Company and officers of the Company for the year ended 31 December 2020.

AUDITOR

The consolidated financial statements of the Group for the year ended 31 December 2018, 2019 and 2020 were audited by Baker Tilly Hong Kong Limited.

Baker Tilly Hong Kong Limited retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of Baker Tilly Hong Kong Limited as auditor of the Company is to be proposed at the forthcoming annual general meeting.

On behalf of the Board

Chow Yik
Executive Director

23 March 2021

購買、出售或贖回本公司上市證券

截至二零二零年十二月三十一日止年度，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

充足公眾持股量

於本報告日期，本公司已遵守GEM上市規則第11.23條項下之公眾持股量規定。

關連方交易

於截至二零二零年十二月三十一日止年度，本集團訂立的關連方交易詳情載於綜合財務報表附註27。就董事所深知，該等關連方交易並不構成根據GEM上市規則須予披露的關連交易。

獲准許彌償條文

根據本公司細則，董事有權從本公司資產中獲得彌償，以彌償彼等或彼等任何人士於執行各自職務或與此有關的職責時可能蒙受或產生的所有訴訟、成本、收費、損失、損害及開支。

截至二零二零年十二月三十一日止年度，本公司已為董事、本公司公司秘書及本公司高級職員安排適當的保險。

核數師

本集團截至二零一八年、二零一九年及二零二零年十二月三十一日止年度之綜合財務報表乃由天職香港會計師事務所有限公司審核。

天職香港會計師事務所有限公司退任後符合資格獲續聘。有關續聘天職香港會計師事務所有限公司為本公司核數師之決議案將於應屆股東週年大會上提呈。

代表董事會

執行董事
周翊

二零二一年三月二十三日



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



**Independent auditor's report to the shareholders of
Aurum Pacific (China) Group Limited**
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Aurum Pacific (China) Group Limited and its subsidiaries (together the "Group") set out on pages 55 to 167, which comprise the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of profit or loss, 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 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.

**致奧栢中國集團有限公司股東之
獨立核數師報告**
(於開曼群島註冊成立的有限公司)

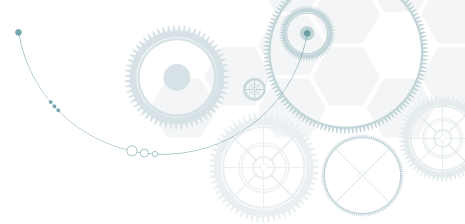
意見

本核數師(以下簡稱「我們」)已審計列載於第55頁至167頁奧栢中國集團有限公司及其附屬公司(以下統稱「貴集團」)之綜合財務報表,此綜合財務報表包括於二零二零年十二月三十一日之綜合財務狀況表及截至該日止年度之綜合損益表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,綜合財務報表已根據香港會計師公會(「香港會計師公會」)所頒佈之《香港財務報告準則》(「香港財務報告準則」)真實公平地反映 貴集團於二零二零年十二月三十一日之綜合財務狀況以及 貴集團於截至該日止年度之綜合財務表現及綜合現金流量,並已根據香港公司條例之披露規定妥為編製。

意見之基礎

我們已根據香港會計師公會頒佈之《香港審計準則》(「香港審計準則」)進行審計。我們報告中「核數師對審計綜合財務報表之責任」一節進一步描述我們在該等標準下之責任。我們根據香港會計師公會之專業會計師職業道德守則(「守則」)獨立於 貴集團,而我們亦根據守則履行其他道德責任。我們相信,我們所獲得之審計憑證能充足及適當地為我們之審計意見提供基礎。



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.

主要審計事項

根據我們之專業判斷，主要審計事項為該等對本期綜合財務報表審計最重要之事項。該等事項是在我們對綜合財務報表進行審計之整體情況下處理，並就此得出意見，而我們並不就該等事項獨立提出意見。

The Key Audit Matter

主要審計事項

How the matter was addressed in our audit

我們於審計中處理該事項之方法

Key judgements relating to the impairment testing on goodwill

與商譽之減值測試有關之主要判斷

Refer to Notes 2(e), 2(j)(iii) and 12 of the consolidated financial statements

請參閱綜合財務報表附註2(e)、2(j)(iii)及12

As at 31 December 2020, the Group's carrying amount of goodwill was allocated to two cash-generating units ("CGUs"), namely, software platform and mobile games and applications business of HK\$20,236,000 and HK\$Nil together with accumulated impairment of HK\$Nil and HK\$89,433,000.

於二零二零年十二月三十一日，貴集團商譽之賬面值連同累計減值分配至兩個現金產生單位（「現金產生單位」），即軟件平台及手機遊戲及應用業務，賬面值為20,236,000港元及零港元，累計減值為零港元及89,433,000港元。

The assessment of the recoverable amount of goodwill which is based on the future prospect and forecast performance of the businesses.

商譽之可收回金額評估乃基於該等業務之未來前景及預期表現。

Our audit procedures in this area included, amongst others: 我們在此方面之審計程序包括（其中包括）：

- evaluating and challenging the reasonableness on the key assumptions and methodologies used by the management, in particular those relating to the sales growth rate and pre-tax discount rate;
- 評估及質疑管理層所使用之假設及方法之合理性，特別是與銷售增長率及稅前貼現率有關之假設及方法；
- assessing and challenging the cash flow projections prepared by the management, including assessing historical accuracy of management's estimates and comparing historic actual results to those budgeted to assess the quality of management's forecasting;
- 評估及質疑管理層所編製之現金流量預測，包括評估管理層過往估計之準確性，並將過往實際結果與該等預算進行比較以評估管理層預測之質量；



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (CONTINUED)

主要審計事項 (續)

The Key Audit Matter

主要審計事項

How the matter was addressed in our audit

我們於審計中處理該事項之方法

Key judgements relating to the impairment testing on goodwill (Continued)

與商譽之減值測試有關之主要判斷 (續)

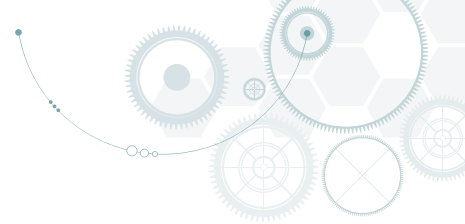
Refer to Notes 2(e), 2(j)(iii) and 12 of the consolidated financial statements (Continued)

請參閱綜合財務報表附註2(e)、2(j)(iii)及12 (續)

Due to its inherent uncertainty involved in forecasting and discounting future cash flows, which are the basis of the assessment of recoverability, this is one of the key judgemental areas that our audit concentrated on. There is a risk that the key assumptions, estimates and judgements on which the calculations are based upon are inappropriate and that goodwill is overstated as a result.

由於其在預測及貼現未來現金流量方面涉及內在之不確定性 (其為評估可回收性之基準)，此為我們審計所關注之主要判斷領域之一。倘根據該等計算所依據之主要假設、估計及判斷不適當，則會存有誇大商譽之風險。

- assessing the robustness of the forecasts to changes in assumptions, including sales growth beyond the 2021 detailed forecast, long-term growth rates and discount rates in the model to assess the appropriateness of the carrying amount of the goodwill; and
- 評估預測對假設變化之穩健性，包括於模式中之二零二一年後銷售增長、長期增長率及貼現率的詳細預測，以評估商譽之賬面值是否適當；及
- assessing the adequacy of the disclosures in relating to those assumptions to which the outcome of the impairment test is most sensitive, that is, those that have the most significant effect on the determination of the recoverable amount of goodwill.
- 評估該等與減值測試結果最敏感之假設 (即該等對確定商譽可收回金額具有最顯著影響之假設) 有關之披露是否充分。



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (CONTINUED)

主要審計事項 (續)

The Key Audit Matter

主要審計事項

How the matter was addressed in our audit

我們於審計中處理該事項之方法

Key judgements relating to the impairment testing on intangible assets

與無形資產之減值測試有關之主要判斷

Refer to Notes 2(h), 2(j)(iii) and 11 of the consolidated financial statements

請參閱綜合財務報表附註2(h)、2(j)(iii)及11

As at 31 December 2020, the Group has intangible assets with a carrying amount of HK\$2,760,000 (2019: HK\$34,275,000) arising from First Surplus Investments Ltd. and its subsidiaries (together "FS Group"), whose recoverability is dependent on the ability of the businesses to which it relates to generate sufficient future economic benefits. There is a risk that this will not be the case which would result in an impairment being required.

於二零二零年十二月三十一日，貴集團自First Surplus Investments Ltd.及其附屬公司（統稱「FS集團」）產生賬面值為2,760,000港元（二零一九年：34,275,000港元）的無形資產，其可回收性取決於其相關業務產生充足之未來經濟效益之能力。因此將存有導致未能產生充足之未來經濟效益而須予減值之情況之風險。

Our audit procedures in this area included, amongst others:

我們在此方面之審計程序包括（其中包括）：

- evaluating and challenging the reasonableness on the key assumptions and methodologies used by the management, in particular those relating to the sales growth rate and pre-tax discount rate;
- 評估及質疑管理層所使用之假設及方法之合理性，特別是與銷售增長率及稅前貼現率有關之假設及方法；
- assessing and challenging the cash flow projections prepared by the management, including assessing historical accuracy of management's estimates and comparing historic actual results to those budgeted to assess the quality of management's forecasting;
- 評估及質疑管理層所編製之現金流量預測，包括評估管理層過往估計之準確性，並將過往實際結果與該等預算進行比較以評估管理層預測之質量；



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (CONTINUED)

主要審計事項 (續)

The Key Audit Matter

主要審計事項

How the matter was addressed in our audit

我們於審計中處理該事項之方法

Key judgements relating to the impairment testing on intangible assets (Continued)

與無形資產之減值測試有關之主要判斷 (續)

Refer to Notes 2(h), 2(j)(iii) and 11 of the consolidated financial statements (Continued)

請參閱綜合財務報表附註2(h)、2(j)(iii)及11 (續)

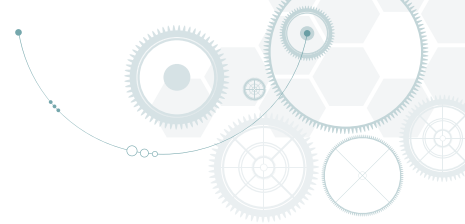
The carrying amounts of these intangible assets are dependent on the business being able to generate revenue from the ultimate users for the mobile games, mobile applications and website developed by FS Group.

該等無形資產之賬面值取決於該業務能否自FS集團開發之手機遊戲、手機應用及網頁之最終用戶產生收益。

Impairment reviews are performed by the Group when there is an indication that the carrying amount may not be supported. The impairment reviews are based on discounted cash flow projections reflecting a number of assumptions and estimates which require significant judgement and are inherently uncertain.

當出現賬面值未能支持之情況，貴集團將進行減值審閱。減值審閱乃基於貼現現金流量預測，該預測反映多項需作出重大判斷之假設及估計並存在固有之不確定性。

- assessing the robustness of the forecasts to changes in assumptions, including sales growth beyond the 2021 detailed forecast, long-term growth rates and discount rates in the model to assess the appropriateness of the carrying amount of these intangible assets; and
- 評估預測對假設變化之穩健性，包括於模式中之二零二一年後詳細預測之銷售增長、長期增長率及貼現率，以評估該等無形資產之賬面值是否適當；及
- assessing the adequacy of the disclosures in relating to those assumptions to which the outcome of the impairment test is most sensitive, that is, those that have the most significant effect on the determination of the recoverable amount of these intangible assets.
- 評估該等與減值測試結果最敏感之假設（即該等對確定該等無形資產可收回金額具有最顯著影響之假設）有關之披露是否充分。



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (CONTINUED)

主要審計事項 (續)

The Key Audit Matter

主要審計事項

How the matter was addressed in our audit

我們於審計中處理該事項之方法

Valuation and existence of loans and interest receivables

應收貸款及利息之估值及存在

Refer to Notes 2(j)(i), 2(m), 17 and 26(a) of the consolidated financial statements

請參閱綜合財務報表附註2(j)(i)、2(m)、17及26(a)

The Group recognised loans and interest receivables recorded initially at fair value and subsequently at amortised cost in the consolidated statement of financial position. As at 31 December 2020, the carrying amount of the loans receivable and interest receivables were HK\$76,610,000 (2019: HK\$106,045,000) and HK\$6,156,000 (2019: HK\$6,058,000) respectively.

貴集團於綜合財務狀況表中確認初步以公平值入賬之應收貸款及利息，並其後按攤銷成本確認。於二零二零年十二月三十一日，應收貸款及應收利息之賬面值分別為76,610,000港元（二零一九年：106,045,000港元）及6,156,000港元（二零一九年：6,058,000港元）。

The measurement of expected credit losses ("ECL") requires the application of significant judgements which include the identification of exposures with a significant deterioration in credit quality, and assumptions used in the ECL model such as the probabilities of default, loss given default, expected future cash flows and forward-looking macroeconomic factors.

預期信貸虧損（「預期信貸虧損」）之計量要求應用重大判斷，其包括識別信貸質量顯著惡化之風險，以及預期信貸虧損模式中使用之假設，例如違約可能性、違約損失、預期未來現金流量及前瞻性之宏觀經濟因素。

Our audit procedures in this area included, amongst others: 我們在此方面之審計程序包括（其中包括）：

- obtaining and reviewing the sample of loan agreements (including supplemental agreements and loan extension agreements, if any) and agreeing the principal amounts, interest rates, maturity dates and other information to the Group's accounting records;
- 獲取及審查貸款協議樣本（包括補充協議及延期貸款協議（如有））並確認 貴集團會計記錄中之本金、利率、到期日及其他資料；
- testing of controls designed and applied in the process of approving and granting loans, subsequent monitoring of repayment status and of any loan extensions;
- 對批准及授出貸款之過程中所設計及應用之控制進行測試，其後監察還款狀態及任何延期貸款；
- assessing the effectiveness of key controls over the application of the impairment methodology, the governance for the ECL models, inputs and assumptions used by the Group in calculating the ECL;
- 評估主要控制措施對應用減值方法、預期信貸虧損模式之管治、 貴集團在計算預期信貸虧損時使用之輸入數據及假設之有效性；



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (CONTINUED)

主要審計事項 (續)

The Key Audit Matter

主要審計事項

How the matter was addressed in our audit

我們於審計中處理該事項之方法

Valuation and existence of loans and interest receivables (Continued)

應收貸款及利息之估值及存在 (續)

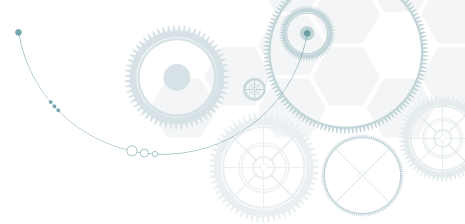
Refer to Notes 2(j)(i), 2(m), 17 and 26(a) of the consolidated financial statements (Continued)

請參閱綜合財務報表附註2(j)(i)、2(m)、17及26(a) (續)

Due to the significance of loans and interest receivables (representing 52% of total assets) and inherent uncertainty in such estimates, we considered this as a key audit matter.

由於應收貸款及利息數額重大(佔總資產52%)及估計之固有不確定性,我們認為此乃一項主要審計事項。

- assessing the reasonableness of the Group's ECL models and the Group's criteria for assessing if there has been a significant increase in credit risk and so allowances for financial assets should be measured on a lifetime ECL basis and the qualitative assessment;
- 評估 貴集團預期信貸虧損模式及 貴集團判斷信貸風險是否已顯著增加,致使金融資產之撥備是否應按永久預期信貸虧損基準計量之條件及定性評估之合理性;
- recalculation of loan interest income recognised on a sample basis;
- 抽樣重新計算確認之貸款利息收入;
- obtaining direct confirmation of loan balances from the borrowers on a sample basis; and
- 抽樣直接獲取借款人之貸款結欠確認信;及
- reviewing subsequent settlement records and corroborating enquiries with the management about the reasons for not considering a provision against any unsettled past-due balances.
- 審查其後之結算記錄,並向管理層詢問確認不就任何未結算逾期餘額考慮計提撥備之原因。



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 the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

其他資料

董事負責其他資料。其他資料包括年報內之所有資料，但不包括綜合財務報表及我們就該等報表所作出之核數師報告。

我們對綜合財務報表之意見不包括其他資料，而我們並不就此發表任何形式之保證結論。

有關我們對綜合財務報表之審計，我們之責任是閱讀上述所識別之其他資料，並在此過程中考慮其他資料是否與綜合財務報表或我們在審計中所獲悉之情況具有重大不一致之情況，或可能以其他方式被重大錯誤陳述。

倘根據我們所進行之工作，我們認為此等其他資料存有重大錯誤陳述，則我們須報告該事實。我們於該方面並無任何須予報告之事項。

董事及治理層就綜合財務報表須承擔之責任

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

在編製綜合財務報表時，董事有責任評估 貴集團持續經營能力、披露（如適用）、與持續經營有關之事項及使用持續經營為會計基準，除非董事擬將 貴集團清盤或終止經營業務，或須強迫進行清盤或終止經營業務而並無實際之替代方法。

該等治理層負責監察 貴集團之財務報告過程。



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. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

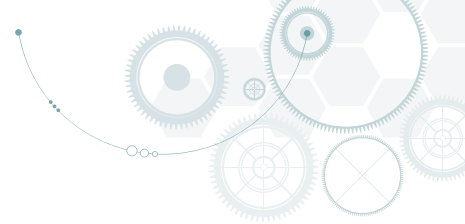
核數師對審計綜合財務報表之責任

我們之目標是就綜合財務報表整體是否不存在由於欺詐或錯誤而導致之重大錯誤陳述獲得合理保證以及出具包括我們意見之核數師報告。本報告僅向閣下（作為一個團體）作出，除此之外不得用於其他用途。我們並不會就本報告之內容向任何人士承擔或負上任何責任。

合理之保證是一種高水平之保證，但概不保證根據香港會計準則所進行之審計一定能發現存在之重大錯誤陳述。錯誤陳述可能是由於欺詐或錯誤而導致，並且若其（個別或共同地）可合理預期會影響用戶根據該等綜合財務報表所作出之經濟決定，則被視為重大錯誤陳述。

作為根據香港會計準則進行審計之一部分，我們在審計期間作出專業判斷及秉持專業之懷疑態度。我們亦：

- 察悉及評估綜合財務報表之重大錯誤陳述風險（無論是由於欺詐或錯誤而導致），設計及執行審計程序以回應該等風險，並獲得充足及適當之審計證據，為我們之意見提供基礎。未能發現因欺詐而導致之重大錯誤陳述之風險高於因錯誤而導致之重大錯誤陳述之風險，原因為欺詐可能涉及串謀、偽造、故意遺漏、錯誤陳述或僭越內部監控。
- 了解與審計相關之內部監控，以設計適合該情況之審計程序，但目的並非對貴集團內部監控之有效性發表意見。



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

- 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.

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

核數師對審計綜合財務報表之責任 (續)

- 評估董事採用之會計政策是否恰當以及所作出的會計估計及相關披露是否合理。
- 就董事使用持續經營會計基礎之適當性作出總結，並根據所獲得之審計證據，確定是否存在與可能對貴集團持續經營能力產生重大疑慮之有關事件或情況之重大不確定性。倘我們斷定存在重大不確定性，我們須在核數師報告中提請注意綜合財務報表之相關披露，或倘該等披露不充分，我們須修改我們之意見。我們之結論乃基於截至核數師報告日期止獲得之審計證據。然而，未來事件或情況可能導致貴集團終止持續經營。
- 評估綜合財務報表 (包括該等披露) 的整體呈列方式、結構及內容，以及綜合財務報表是否公允呈列反映相關交易及事項。
- 就貴集團內各實體或業務活動之財務資料獲取充足適當之審計證據，以對綜合財務報表發表意見。我們負責貴集團審核之指導、監督及執行工作。我們對審計意見承擔全部責任。

我們與治理層就有關 (其中包括) 計劃之審計範圍及時間安排以及重大審計發現 (包括我們在審計期間發現內部監控之任何重大缺陷) 進行溝通。



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

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

The engagement director on the audit resulting in this independent auditor's report is Choi Kwong Yu.

Baker Tilly Hong Kong Limited

Certified Public Accountants

Hong Kong, 23 March 2021

Choi Kwong Yu

Practising certificate number P05071

核數師對審計綜合財務報表之責任 (續)

我們亦就遵守關於獨立性之相關職業道德要求向治理層提供聲明，並就可能被合理認為影響我們獨立性之所有關係及其他事項以及相關之防範措施 (如適用) 與治理層進行溝通。

從與治理層溝通之事項中，我們確定該等對當期綜合財務報表審計最為重要並因而構成主要審計事項的事項。我們在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極其罕見情況下，倘合理預期在核數師報告中溝通某事項造成之負面後果超過其產生之公眾利益，則我們確定不應在核數師報告中溝通該事項。

此獨立核數師報告之審計項目總監為蔡光裕。

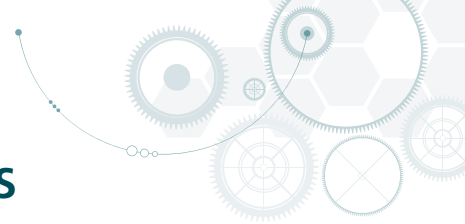
天職香港會計師事務所有限公司

執業會計師

香港，二零二一年三月二十三日

蔡光裕

執業證書編號P05071



CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

		Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue	收益	3		
– Provision of software platform services	– 提供軟件平台服務		20,403	20,107
– Interest income from money lending	– 放債所得利息收入		10,690	17,040
– Mobile games and applications	– 手機遊戲及應用		327	2,926
			31,420	40,073
Cost of sales	銷售成本		(11,699)	(4,598)
Gross profit	毛利		19,721	35,475
Other income, net	其他收入淨額	4	2,989	501
Administrative expenses	行政開支		(68,415)	(49,618)
Research and development expenses	研發開支		(4,803)	(6,483)
Selling and distribution expenses	銷售及分銷開支		(2,193)	(2,174)
Impairment loss on intangible assets	無形資產減值虧損	11	(19,003)	–
Impairment loss on goodwill	商譽減值虧損	12	(19,555)	(44,975)
Loss from operations	經營虧損		(91,259)	(67,274)
Finance costs	融資成本	5(a)	(1,896)	(2,327)
Loss before taxation	除稅前虧損	5	(93,155)	(69,601)
Income tax credit	所得稅抵免	6	5,158	2,118
Loss for the year	年度虧損		(87,997)	(67,483)
Attributable to:	以下人士應佔：			
– owners of the Company	– 本公司擁有人		(71,611)	(61,470)
– non-controlling interests	– 非控股權益		(16,386)	(6,013)
			(87,997)	(67,483)
			HK cents 港仙	HK cents 港仙
Loss per share	每股虧損			
Basic and diluted	基本及攤薄	9	(5.63)	(4.83)

The notes on pages 63 to 167 form part of the consolidated financial statements.

第63頁至167頁之附註為本綜合財務報表之組成部分。

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

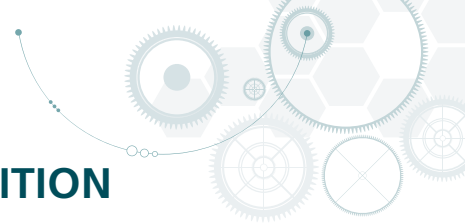
綜合損益及其他全面收益表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

	Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loss for the year		(87,997)	(67,483)
Other comprehensive income/(expense) for the year, net of nil tax			
Items that may be reclassified subsequently to profit or loss:			
– Exchange differences on translation of financial statements of foreign operations		94	(26)
– Cumulative exchange loss reclassified from equity to profit or loss upon deregistration of a subsidiary	5(c)	169	–
– Cumulative exchange gain reclassified from equity to profit or loss upon disposal of subsidiaries	29(b)	(2)	–
Items that will not be reclassified to profit or loss:			
– Equity investments at fair value through other comprehensive income (“FVOCI”) – net movement in fair value reserve (non-recycling)		–	(348)
– Loss on disposal of equity investments measured at FVOCI		(152)	–
		109	(374)
Total comprehensive expense for the year		(87,888)	(67,857)
Attributable to:			
– owners of the Company		(71,538)	(61,839)
– non-controlling interests		(16,350)	(6,018)
		(87,888)	(67,857)

The notes on pages 63 to 167 form part of the consolidated financial statements.

第63頁至167頁之附註為本綜合財務報表之組成部分。



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2020 於二零二零年十二月三十一日
(Expressed in Hong Kong dollars) (以港元列示)

		Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	34,796	41,363
Intangible assets	無形資產	11	2,760	34,275
Goodwill	商譽	12	20,236	39,791
Investment in equity securities	股本證券之投資	13	—	152
Right-of-use assets	使用權資產	14	528	4,103
Deferred tax assets	遞延稅項資產	22(b)	1,248	1,248
			59,568	120,932
Current assets	流動資產			
Contract assets	合約資產	15(a)	—	3,865
Trade and other receivables	應收賬款及其他應收款	16	13,770	14,188
Loans receivable	應收貸款	17	76,610	106,045
Interest receivables	應收利息	17	6,156	6,058
Cash and cash equivalents	現金及現金等值物		3,415	9,610
			99,951	139,766
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款	19	3,202	2,651
Contract liabilities	合約負債	15(b)	3,830	5,196
Interest-bearing borrowings	付息借款	20	37,060	40,266
Lease liabilities	租賃負債	21	543	2,724
Current tax payable	應付即期稅項	22(a)	53	715
			44,688	51,552
Net current assets	流動資產淨值		55,263	88,214
Total assets less current liabilities	資產總值減流動負債		114,831	209,146

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2020 於二零二零年十二月三十一日
(Expressed in Hong Kong dollars) (以港元列示)

		Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	21	–	1,267
Deferred tax liabilities	遞延稅項負債	22(b)	–	5,160
			–	6,427
NET ASSETS	資產淨值		114,831	202,719
Capital and reserves	資本及儲備			
Share capital	股本	25(a)	50,906	50,906
Reserves	儲備		63,784	135,638
Total equity attributable to owners of the Company	本公司擁有人應佔權益總額		114,690	186,544
Non-controlling interests	非控股權益		141	16,175
TOTAL EQUITY	權益總額		114,831	202,719

Approved and authorised for issue by the board of directors on 23 March 2021.

董事會於二零二一年三月二十三日批准及授權刊發。

Chow Yik
周翊
Director
董事

Chung Man Lai
鍾文禮
Director
董事

The notes on pages 63 to 167 form part of the consolidated financial statements.

第63頁至167頁之附註為本綜合財務報表之組成部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合股東權益變動表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

		Attributable to owners of the Company 本公司擁有人應佔								Non-controlling interests		Total
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元 (note 25(b)(i)) (附註 25(b)(i))	Capital reserve 資本儲備 HK\$'000 千港元 (note 25(b)(ii)) (附註 25(b)(ii))	Capital surplus 資本盈餘 HK\$'000 千港元 (note 25(b)(iii)) (附註 25(b)(iii))	Exchange reserve 匯兌儲備 HK\$'000 千港元 (note 25(b)(iv)) (附註 25(b)(iv))	Fair value reserve (non-recycling) (公平價值儲備 (不可迴轉)) HK\$'000 千港元 (note 25(b)(v)) (附註 25(b)(v))	Other reserve 其他儲備 HK\$'000 千港元 (note 25(b)(vi)) (附註 25(b)(vi))	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Non-controlling interests 非控股權益 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 January 2019	於二零一九年一月一日之結餘	50,906	381,490	2,427	16,699	(270)	-	(99)	(202,770)	248,383	22,193	270,576
Changes in equity for 2019:	二零一九年之權益變動：											
Loss for the year	年度虧損	-	-	-	-	-	-	-	(61,470)	(61,470)	(6,013)	(67,483)
Other comprehensive expense for the year, net of nil tax	年度其他全面開支，經扣除零稅項											
- Exchange differences on translation of financial statements of foreign operations	- 換算外國業務財務報表之匯兌差額	-	-	-	-	(21)	-	-	-	(21)	(5)	(26)
- Equity investments at FVOCI: net movement in fair value reserve (non-recycling)	- 按FVOCI計量之股本投資：公平價值儲備之變動淨額 (不可迴轉)	-	-	-	-	-	(348)	-	-	(348)	-	(348)
Total comprehensive expense for the year	年度全面開支總額	-	-	-	-	(21)	(348)	-	(61,470)	(61,839)	(6,018)	(67,857)
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	50,906	381,490	2,427	16,699	(291)	(348)	(99)	(264,240)	186,544	16,175	202,719
Changes in equity for 2020:	二零二零年之權益變動：											
Loss for the year	年度虧損	-	-	-	-	-	-	-	(71,611)	(71,611)	(16,386)	(87,997)
Other comprehensive income/ (expense) for the year, net of nil tax	年度其他全面收益／(開支)，經扣除零稅項											
- Exchange differences on translation of financial statements of foreign operations	- 換算外國業務財務報表之匯兌差額	-	-	-	-	58	-	-	-	58	36	94
- Cumulative exchange loss reclassified to profit or loss upon deregistration of a subsidiary	- 取消註冊一間附屬公司後重新分類至損益之累計匯兌虧損	-	-	-	-	169	-	-	-	169	-	169
- Cumulative exchange gain reclassified to profit or loss upon disposal of subsidiaries	- 出售附屬公司後重新分類至損益之累計匯兌收益	-	-	-	-	(2)	-	-	-	(2)	-	(2)
- Loss on disposal of equity investments measured at FVOCI	- 出售按FVOCI計量之股本投資之虧損	-	-	-	-	-	-	-	(152)	(152)	-	(152)
Total comprehensive income/ (expense) for the year	年度全面收益／(開支)總額	-	-	-	-	225	-	-	(71,763)	(71,538)	(16,350)	(87,888)
Transfer of fair value reserve (non-recycling) upon the disposal of equity investments measured at FVOCI	於出售按FVOCI計量之股本投資後轉撥公平價值儲備 (不可迴轉)	-	-	-	-	-	348	-	(348)	-	-	-
Acquisition of a non-controlling interest	收購非控股權益	-	-	-	-	-	-	(316)	-	(316)	316	-
At 31 December 2020	於二零二零年十二月三十一日	50,906	381,490	2,427	16,699	(66)	-	(415)	(336,351)	114,690	141	114,831

The notes on pages 63 to 167 form part of the consolidated financial statements.

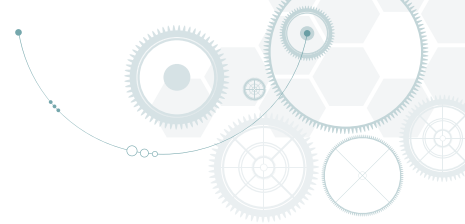
第63頁至167頁之附註為本綜合財務報表之組成部分。

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
(Expressed in Hong Kong dollars) (以港元列示)

			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
	Note 附註			
Operating activities		經營活動		
Loss before taxation		除稅前虧損	(93,155)	(69,601)
Adjustments for:		調整：		
– Bank interest income	4	– 銀行利息收入	(3)	(3)
– Gain on early termination of leases	4	– 提前終止租賃之收益	(16)	(20)
– Gain on disposal of subsidiaries, net	4	– 出售附屬公司之收益淨額	(185)	–
– Finance costs	5(a)	– 融資成本	1,896	2,327
– Amortisation of intangible assets	5(c)	– 無形資產攤銷	12,272	12,836
– Cumulative exchange loss reclassified from equity to profit or loss upon deregistration of a subsidiary		– 取消註冊一間附屬公司後由權益重新分類至損益之累計匯兌虧損	169	–
– Depreciation of property, plant and equipment	5(c)	– 物業、廠房及設備折舊	6,016	6,476
– Depreciation of right-of-use assets	5(c)	– 使用權資產折舊	1,984	4,145
– Impairment loss on contract assets	5(c)	– 合約資產減值虧損	–	7
– Impairment loss on deposits	5(c)	– 按金減值虧損	5,000	–
– Impairment loss on loans and interest receivables	5(c)	– 應收貸款及利息減值虧損	17,159	4,850
– Impairment loss on trade receivables	5(c)	– 應收賬款減值虧損	5,457	113
– Loss on disposal of property, plant and equipment, net	5(c)	– 出售物業、廠房及設備虧損淨額	1,267	34
– Write-down of inventories	5(c)	– 撇減存貨	–	44
– Write-off of intangible assets	5(c)	– 撇銷無形資產	3,000	–
– Write-off of loans and interest receivables	5(c)	– 撇銷應收貸款及利息	96	27
– Write-off of trade receivables	5(c)	– 撇銷應收賬款	1,469	–
– Impairment loss on intangible assets	11	– 無形資產減值虧損	19,003	–
– Impairment loss on goodwill	12	– 商譽減值虧損	19,555	44,975
– Effect of foreign exchange rate changes, net		– 匯率變動影響淨額	41	26



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
(Expressed in Hong Kong dollars) (以港元列示)

	Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Operating profit before working capital changes	營運資金變動前之經營溢利	1,025	6,236
Decrease in contract assets	合約資產減少	3,865	—
Increase in trade and other receivables	應收賬款及其他應收款增加	(13,019)	(456)
Decrease/(increase) in loans and interest receivables	應收貸款及利息減少／(增加)	10,552	(6,264)
Increase/(decrease) in trade and other payables	應付賬款及其他應付款增加／(減少)	609	(733)
Decrease in contract liabilities	合約負債減少	(1,366)	(1,539)
Net cash generated from/(used in) operations	營運所得／(所用) 現金淨額	1,666	(2,756)
Hong Kong Profits Tax (paid)/refunded	(已付)／退回香港利得稅	(664)	92
Net cash generated from/(used in) operating activities	經營活動所得／(所用) 現金淨額	1,002	(2,664)
Investing activities	投資活動		
Expenditure on projects development	項目開發支出	(2,760)	(3,000)
Interest received	已收利息	3	3
Net cash inflow from disposal of investment in equity securities measured at FVOCI	出售按FVOCI計量之股本證券投資之現金流入淨額	—*	—
Net cash inflow from disposal of subsidiaries	出售附屬公司之現金流入淨額	1,487	—
Payment for purchase of property, plant and equipment	購買物業、廠房及設備的付款	(325)	(533)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	1,140	—
Net cash used in investing activities	投資活動所用現金淨額	(455)	(3,530)

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
(Expressed in Hong Kong dollars) (以港元列示)

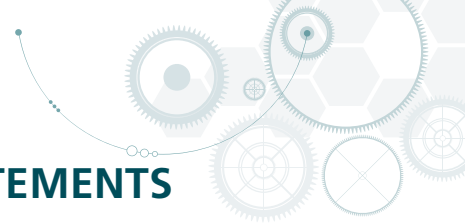
	Note 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Financing activities	融資活動		
Capital element of lease rentals paid	已付租賃租金資本部分	(1,687)	(4,031)
Interest element of lease rentals paid	已付租賃租金利息部分	(143)	(299)
Other interest paid	其他已付利息	(1,753)	(2,028)
Proceeds from new bank loans	新銀行貸款所得款項	–	43,200
New loans from third parties	來自第三方之新貸款	1,900	10,000
Repayment of bank loans	償還銀行貸款	(4,106)	(2,934)
Loans repayment to third parties	向第三方償還貸款	(1,000)	(43,000)
Net cash (used in)/generated from financing activities	融資活動 (所用) / 所得現金淨額	(6,789)	908
Net decrease in cash and cash equivalents	現金及現金等值物減少淨額	(6,242)	(5,286)
Cash and cash equivalents at 1 January	於一月一日之現金及現金等值物	9,610	14,948
Effect of foreign exchange rate changes	匯率變動影響	47	(52)
Cash and cash equivalents at 31 December	於十二月三十一日之現金及現金等值物	3,415	9,610

* The cash consideration is US\$1.

* 現金代價為1美元。

The notes on pages 63 to 167 form part of the consolidated financial statements.

第63頁至167頁之附註為本綜合財務報表之組成部分。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

1 COMPANY INFORMATION

Aurum Pacific (China) Group Limited (the “Company”) is an exempted company with limited liability incorporated in the Cayman Islands. Its shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The Company has its registered office and principal place of business at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, the Cayman Islands and 21st Floor, Henan Building, 90 Jaffe Road, Wanchai, Hong Kong respectively.

The Company acts as an investment holding company. The principal activities of its subsidiaries are set out in note 29(a).

The consolidated financial statements for the year ended 31 December 2020 comprise the Company and its subsidiaries (together the “Group”).

The consolidated financial statements are presented in thousands of units of Hong Kong dollars (“HK\$’000”) unless otherwise stated. Hong Kong dollars (“HK\$”) is the Company’s functional currency and the Group’s presentation currency.

2 SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”).

1 公司資料

奧栢中國集團有限公司（「本公司」）為於開曼群島註冊成立之獲豁免有限公司，其股份在香港聯合交易所有限公司（「聯交所」）GEM上市。本公司之註冊辦事處及主要營業地點之地址分別是Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, the Cayman Islands及香港灣仔謝斐道90號豫港大廈21樓。

本公司為投資控股公司。其附屬公司之主要業務列載於附註29(a)。

截至二零二零年十二月三十一日止年度綜合財務報表涵蓋本公司及其附屬公司（統稱為「本集團」）。

除另有註明外，綜合財務報表以千港元（「千港元」）呈列。港元（「港元」）為本公司之功能貨幣及本集團之呈列貨幣。

2 主要會計政策

(a) 遵例聲明

此等綜合財務報表已根據由香港會計師公會（「香港會計師公會」）頒佈之所有適用香港財務報告準則（「香港財務報告準則」）（包括所有適用個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋之統稱）、香港公認會計原則及香港公司條例之披露規定而編製。該等綜合財務報表亦遵守聯交所GEM證券上市規則（「GEM上市規則」）規定之適用披露條文。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(a) *Statement of compliance (Continued)*

The HKICPA has issued certain new and revised to HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 2(c) 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 accounting period reflected in these consolidated financial statements.

A summary of the significant accounting policies adopted by the Group is set out below.

(b) *Basis of preparation of the consolidated financial statements*

The measurement basis used in the preparation of the consolidated financial statements is the historical cost basis except that investment in equity securities is stated at fair value as explained in the accounting policies set out in note 2(f).

The preparation of consolidated financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

2 主要會計政策 (續)

(a) *遵例聲明 (續)*

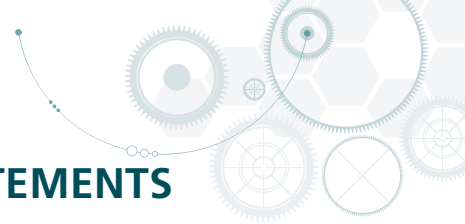
香港會計師公會已頒佈若干於本集團本會計期間首次生效或可提前採用之若干新訂及經修訂香港財務報告準則。首次應用該等發展所引致本公司本會計期間之任何會計政策變動已於該等綜合財務報表內反映，有關資料載列於附註2(c)。

本集團所採納之主要會計政策概要載列如下。

(b) *編製綜合財務報表之基準*

編製綜合財務報表所用之計量基準為歷史成本基準，惟股本證券之投資按附註2(f)所載會計政策提述之公平值呈列。

編製符合香港財務報告準則之綜合財務報表，需要管理層作出判斷、估計及假設，而此等判斷、估計及假設會影響政策之採用，以及資產、負債、收入與開支之呈報金額。該等估計及相關假設乃以過往經驗及認為在有關情況下屬合理之多個其他因素為基礎，有關結果會成為就無法從其他來源明確得知之資產及負債賬面值作出判斷時之基礎。實際結果可能有別於該等估計。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) *Basis of preparation of the consolidated financial statements (Continued)*

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the consolidated financial statements and major sources of estimation uncertainty are discussed in note 31.

(c) *Changes in accounting policies*

The HKICPA has issued the following amendments to HKFRSs that are first effective for the current accounting period of the Group:

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”

None of these developments has had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new or revised HKFRS that is not yet effective for the current accounting period (see note 32).

2 主要會計政策 (續)

(b) *編製綜合財務報表之基準 (續)*

估計及相關假設會持續檢討。倘會計估計修訂只會影響作出有關修訂之會計期間，則會計估計修訂會在有關期間內確認；但倘修訂對當期及未來期間均有影響，則會在作出有關修訂之期間及未來期間確認。

管理層採用香港財務報告準則時所作對綜合財務報表有重大影響之判斷，以及估計不明朗因素之主要來源，會在附註31內討論。

(c) *更改會計政策*

香港會計師公會已頒佈下列於本集團本會計期間首次生效之香港財務報告準則修訂本：

香港會計準則第1號「重大性之定義」及香港會計準則第8號修訂本
香港財務報告準則「業務之定義」第3號修訂本
香港財務報告準則「利率基準改革」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

該等發展對本集團當前或過往期間業績及財務狀況之編製或呈列方式並無重大影響。本集團並無採用於當前會計期間尚未生效的任何新訂或經修訂香港財務報告準則（見附註32）。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) *Subsidiaries and non-controlling interests*

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

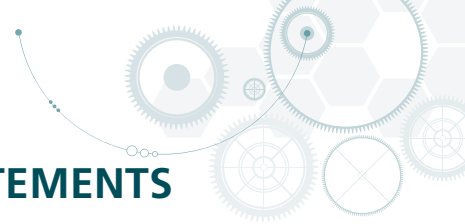
2 主要會計政策 (續)

(d) *附屬公司及非控股權益*

附屬公司指本集團控制之實體。倘本集團因參與某實體之營運而獲得或有權享有其可變回報，並能夠運用其對實體之權力影響該等回報，則本集團控制該實體。在評估本集團是否擁有控制權時，僅考慮實質權利 (由本集團及其他方持有)。

於附屬公司之投資自控制權開始日期直至控制權終止日期合併入綜合財務報表內。集團內公司間之結餘及交易與現金流量，以及集團內公司間交易所產生之任何未變現溢利，在編製綜合財務報表時均全數對銷。集團內公司間交易所產生之未變現虧損則僅在無出現減值證據之情況下，以與對銷未變現收益相同之方法對銷。

非控股權益指並非本公司直接或間接所佔附屬公司之權益，而本集團並無就此與該等權益持有人協定任何額外條款，而可能導致本集團整體須就符合金融負債定義之該等權益承擔訂約責任。就每項業務合併而言，本集團可選擇按附屬公司的可辨別資產淨值的公平值或非控股權益所佔附屬公司可辨別資產淨值的比例計量任何非控股權益。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) *Subsidiaries and non-controlling interests* (Continued)

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to equity owners of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity owners of the Company.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 2(j)(iii)).

2 主要會計政策 (續)

(d) 附屬公司及非控股權益 (續)

非控股權益呈列於綜合財務狀況表中之權益內，與本公司權益擁有人應佔權益分開呈列。本集團業績中之非控股權益乃呈列於綜合損益表以及綜合損益及其他全面收益表，作為年度溢利或虧損總額及全面收益總額在本公司非控股權益及權益擁有人之間之分配。

倘本集團於附屬公司之權益變動並無導致其喪失控制權，則會按股本交易入賬，並調整綜合權益項目內之控股及非控股權益金額，以反映相關權益之變動，但不會調整商譽，亦不會確認收益或虧損。

當本集團喪失對一間附屬公司之控股權，將按出售該附屬公司之所有權益入賬，而所產生之收益或虧損將於損益內確認。

於本公司之財務狀況表中，於附屬公司之投資按成本減減值虧損列賬（見附註2(j)(iii)）。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Goodwill

Goodwill represents the excess of:

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is carried at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash-generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note 2(j)(iii)).

On disposal of a cash-generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

2 主要會計政策 (續)

(e) 商譽

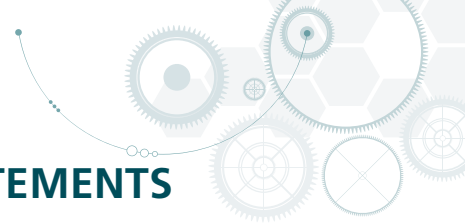
商譽指以下兩者之差額：

- (i) 所轉讓代價之公平值於被收購方之任何非控股權益金額及本集團先前於被收購方所持股本權益之公平值總和；與
- (ii) 被收購方於收購日期計量之可識別資產及負債之公平淨值。

倘(ii)高於(i)，則差額即時於損益內確認為議價收購收益。

商譽按成本減累計減值虧損列值。業務合併產生之商譽分配至預期從合併之協同效益中得益之各現金產生單位或現金產生單位組別，並於每年進行減值測試 (見附註2(j)(iii))。

於年內出售現金產生單位時，購置商譽之任何應佔金額會於出售時計入損益。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) *Investments in equity securities*

The Group's policies for investments in equity securities and other than investments in subsidiaries are set out below.

Investments in equity securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at fair value through profit or loss ("FVPL") for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see note 26(f). These investments are subsequently accounted for as follows, depending on their classification.

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an irrevocable election to designate the investment at fair value through other comprehensive income ("FVOCI") (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 accumulated losses. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income.

2 主要會計政策 (續)

(f) *股本證券投資*

除於附屬公司之投資外，本集團有關股本證券投資之政策載列如下。

股本證券投資於本集團承諾購買／出售該投資當日確認／終止確認。該等投資初步按公平值加上直接應佔交易成本（惟按公平值計入損益（「FVPL」）計量且交易成本直接於損益內確認之該等投資除外）列賬。有關本集團如何釐定金融工具之公平值之說明，見附註26(f)。該等投資其後視乎彼等之分類列賬如下。

於股本證券之投資分類為按FVPL，除非該股本投資並非持作買賣用途，且本集團於初次確認投資時不可撤銷地選擇指定投資為按公平值計入其他全面收益（「FVOCI」）（不可迴轉），以致公平值之後續變動於其他全面收益內確認。有關選擇按個別工具作出，惟僅當發行人認為該投資符合權益定義時方可作出。於作出有關選擇後，於其他全面收益中累計之金額於公平值儲備（不可迴轉）保留，直至出售投資為止。出售時，於公平值儲備（不可迴轉）累計之金額轉撥至累計虧損，而非透過損益迴轉。投資股本證券的股息，無論是否分類為按FVPL或按FVOCI，均在損益內確認為其他收入。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) *Property, plant and equipment*

Items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 2(j) (iii)).

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

Land and buildings	12 years
Leasehold improvements	3 to 5 years or over the remaining terms of leases (whichever is shorter)
Furniture and fixtures	4 to 5 years
Computers and other equipment	3 to 4 years
Motor vehicles	5 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

2 主要會計政策 (續)

(g) 物業、廠房及設備

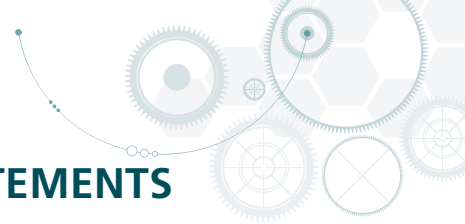
物業、廠房及設備之項目按成本減累計折舊及減值虧損列賬(見附註2(j) (iii))。

報廢或出售物業、廠房及設備項目所產生之收益或虧損為出售所得款項淨額與賬面值之差額，並於報廢或出售日期在損益內確認。

物業、廠房及設備項目之折舊按成本減預計殘值(如有)以直線法在其預計可用年期撇銷其成本如下：

土地及樓宇	十二年
租賃物業裝修	三至五年 或按餘下租賃期 (以較短者為準)
傢俬及裝置	四至五年
電腦及其他設備	三至四年
汽車	五年

倘物業、廠房及設備項目之各部分擁有不同可使用年期時，則該項目之成本將按合理基準在不同部分之間分配，且各部分將作單獨折舊。資產之可使用年期及其殘值(如有)均於每年進行檢討。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Intangible assets (other than goodwill)

Expenditure on research activities is recognised as an expense in the period in which it is incurred. Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources and the intention to complete development. The expenditure capitalised includes the costs of materials, direct labour, and an appropriate proportion of overheads and borrowing costs, where applicable.

Capitalised development costs are stated at cost less accumulated amortisation and impairment losses (see note 2(j)(iii)). Other development expenditure is recognised as an expense in the period in which it is incurred.

Other intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see note 2(j)(iii)). Expenditure on internally generated goodwill and brands is recognised as an expense in the period in which it is incurred.

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. The following intangible assets with finite useful lives are amortised from the date when they are available for use and their estimated useful lives are as follows:

Development costs	3 years
Mobile games	2 to 5 years

Both the period and method of amortisation are reviewed annually.

2 主要會計政策 (續)

(h) 無形資產 (商譽除外)

研究活動支出於產生期間確認為開支。倘產品或過程於技術上及商業上可行，且本集團有足夠資源及意向完成開發工作，則開發活動之支出予以資本化。資本化之支出包括原料成本、直接勞工成本及適當比例之經常費用及借款成本 (如適用)。

資本化之開發成本按成本減累計攤銷及減值虧損列賬 (見附註2(j)(iii))。其他開發支出於其產生期間確認為開支。

本集團購買之其他無形資產按成本減累計攤銷 (預計有限可用年期) 及減值虧損列賬 (見附註2(j)(iii))。內部產生的商譽及品牌支出於產生期間確認為開支。

具有限可用年期之無形資產攤銷以直線法在資產預計可用年期自損益中扣除。以下具有限可用年期之無形資產自其可供使用當日起攤銷，其估計可用年期如下：

開發成本	三年
手機遊戲	二至五年

每年均會檢討攤銷之期間及方法。



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綜合財務報表附註

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) *Leased assets*

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.

Where the contract as a lessee contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

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.

2 主要會計政策 (續)

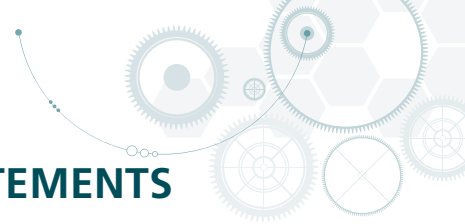
(i) *租賃資產*

訂立合約時，本集團評估合約是否為租賃或包含租賃。如果合約轉移於一段時間可控制對已識別資產的使用的權利以換取代價，則合約為租賃或包含租賃。當客戶有權主導該項已識別資產的使用，且從使用中獲取幾乎所有的經濟利益時，控制權被轉移。

倘作為承租人簽訂的合約包含租賃組成部分及非租賃組成部分，本集團已選擇不分拆非租賃組成部分，並對每個租賃組成部分和任何相關的非租賃組成部分作為一項單一的租賃進行會計處理。

於租賃開始日期，本集團確認使用權資產和租賃負債，但租賃期為12個月或以下的短期租賃和低價值資產的租賃除外。當本集團就一項低價值資產訂立租賃時，本集團決定是否以逐項租賃為基礎將租賃資本化。與未資本化的租賃相關的租賃付款在租賃期內有系統地確認為開支。

若租賃被資本化，則租賃負債以租賃期內應付租賃付款的現值進行初步確認，並使用該項租賃的內含利率折現；或如果內含利率無法輕易釐定，則使用相關的增量借款利率。初始確認後，租賃負債以攤銷成本計量，且利息開支則採用實際利率法計算。不取決於指數或利率的可變租賃付款並不包含於租賃負債的計量中，並因此於其產生的會計期間計入損益。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) *Leased assets (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 "Leases". In such cases, the Group will take advantage of the practical expedient set out in paragraph 46A of HKFRS 16 and recognise the change in consideration as if it is not a lease modification.

2 主要會計政策 (續)

(i) *租賃資產 (續)*

當指數或利率變動引起未來租賃付款發生變動；或本集團就餘值擔保下預計應付的金額估計發生變化；或由於重新評估本集團是否合理地行使購買、延期或終止選擇權而產生變化時，租賃負債重新進行計量。當租賃負債以此方式重新計量時，對使用權資產的賬面價值作出相應調整，或倘使用權資產的賬面價值減記至零，則計入損益。

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COVID-19疫情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「租賃」第46B段所載的條件。在該等情況，本集團將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。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) *Leased assets (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 (see note 2(j)(iii)). Depreciation is calculated to write off the cost of right-of-use assets using the straight-line method over the lease term or where it was likely the Group would obtain ownership of the assets, the life of the assets, as set out in note 2(g).

(j) *Credit losses and impairment of assets*

(i) *Credit losses from financial assets and contract assets*

The Group recognises a loss allowance for expected credit losses ("ECLs") on financial assets measured at amortised cost (including cash and cash equivalents, loans and interest receivables and trade and other receivables) and contract assets as defined in HKFRS 15 "Revenue from Contracts with Customers" (see 2(l)).

Other financial assets measured at fair value, including equity securities designated at FVOCI (non-recycling), are not subject to the ECL assessment.

2 主要會計政策 (續)

(i) *租賃資產 (續)*

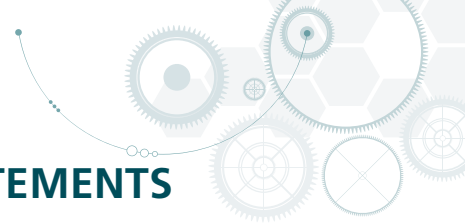
租賃資本化時已確認的使用權資產按成本進行初始計量，其中包括租賃負債的初始金額加上任何於開始日或之前作出的租賃付款，以及產生的任何初始直接費用。在適用的情況下，使用權資產的成本亦包括將拆卸、搬移相關資產或復原相關資產或資產所在地點的費用估算折現至其現值，減去已收到的租賃優惠。使用權資產隨後按成本減累計折舊和減值虧損列賬（見附註2(j)(iii)）。如附註2(g)所載，折舊以使用直線法於租賃期或資產的可使用年期（如本集團將可能取得資產的所有權）內撇銷使用權資產之成本計算。

(j) *信貸虧損及資產減值*

(i) *金融資產及合約資產之信貸虧損*

本集團就按攤銷成本計量之金融資產（包括現金及現金等值物、應收貸款及利息以及應收賬款及其他應收款）及香港財務報告準則第15號「與客戶訂立合約之收益」所界定之合約資產（見附註2(l)）之預期信貸虧損（「預期信貸虧損」）確認虧損撥備。

按公平值計量之其他金融資產（包括指定按FVOCI（不可迴轉）之股本證券）均毋須進行預期信貸虧損評估。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial assets and contract assets (Continued)

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive), discounted at original effective interest rate, where the effect of discounting is material.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk. In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECLs which result from all possible default events over the expected lives of these financial assets. ECLs 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 and an assessment of both the current and forecast general economic conditions at the end of the reporting period.

2 主要會計政策 (續)

(j) 信貸虧損及資產減值 (續)

(i) 金融資產及合約資產之信貸虧損 (續)

預期信貸虧損之計量

預期信貸虧損為信貸虧損之概率加權估計。信貸虧損以所有預期現金差額之現值 (即根據合約應付予本集團之現金流量與本集團預期收取之現金流量之間之差額) 計量, 倘貼現影響屬重大, 則採用原實際利率貼現。

於估計預期信貸虧損時考慮之最長期間為本集團面臨信貸風險之最長合約期間。於計量預期信貸虧損時, 本集團會考慮在毋須付出不必要之成本或努力即可獲得之合理可靠資料。此包括有關過往事件、當前狀況及未來經濟狀況預測之資料。

應收賬款及合約資產之虧損撥備一貫按相等於該等金融資產於預期年內之全部可能違約事件導致之全期預期信貸虧損之金額計量。該等金融資產之預期信貸虧損根據本集團過往信貸虧損經驗採用撥備矩陣進行估計, 並根據債務人之特定因素以及就報告期末整體經濟狀況現況及預測之評估作出調整。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) *Credit losses and impairment of assets (Continued)*

(i) *Credit losses from financial assets and contract assets (Continued)*

Measurement of ECLs (Continued)

For all other financial assets measured at amortised cost, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial assets since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs. The 12-month ECLs are losses that are expected to result from possible default events within the 12 months after the end of the reporting period.

Significant increases in credit risk

In assessing whether the credit risk of a financial asset has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial asset assessed at the end of the reporting period with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held). 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.

2 主要會計政策 (續)

(j) 信貸虧損及資產減值 (續)

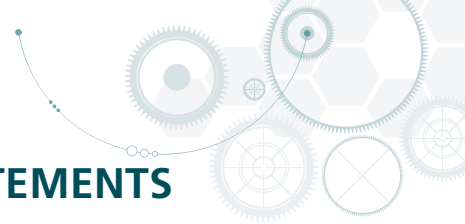
(i) 金融資產及合約資產之信貸虧損 (續)

預期信貸虧損之計量 (續)

就所有其他按攤銷成本計量之金融資產而言，本集團確認相等於十二個月預期信貸虧損之虧損撥備，除非自初步確認以來金融資產之信貸風險顯著增加，於此情況下，虧損撥備按相等於全期預期信貸虧損之金額計量。十二個月預期信貸虧損為預期於報告期末後十二個月內之可能違約事件導致之虧損。

信貸風險顯著增加

於評估金融資產之信貸風險是否自初步確認以來顯著增加時，本集團會比較於報告期末所評估之金融工具發生之違約風險與初步確認日期評估之有關風險。作出重新評估時，本集團認為倘借款人不大可能在本集團無追索權採取變現抵押（如持有）行動之情況下向本集團悉數支付其信貸承擔，則將發生違約事件。本集團會考慮合理可靠之定量及定性資料，包括過往經驗及毋須付出不必要之成本或努力即可獲得之前瞻性資料。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial assets and contract assets (Continued)

Significant increases in credit risk (Continued)

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

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

Depending on the nature of the financial assets, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial assets are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

2 主要會計政策 (續)

(j) 信貸虧損及資產減值 (續)

(i) 金融資產及合約資產之信貸虧損 (續)

信貸風險顯著增加 (續)

具體而言，於評估信貸風險是否自初步確認以來顯著增加時，已計及以下資料：

- 未能按合約到期日期支付本金或利息；
- 金融資產外部或內部信貸評級 (如適用) 之實際或預期明顯惡化；
- 債務人經營業績之實際或預期明顯惡化；及
- 科技、市場、經濟或法律環境發生對債務人履行其對本集團責任之能力造成重大不利影響之現有或預測變動。

視乎金融資產的性質而定，信貸風險大幅上升的評估按個別基準或共同基準進行。倘評估為按共同基準進行，金融資產則按共同信貸風險特徵 (如逾期狀況及信貸風險評級) 進行分組。



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綜合財務報表附註

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) *Credit losses and impairment of assets (Continued)*

(i) *Credit losses from financial assets and contract assets (Continued)*

Significant increases in credit risk (Continued)

ECLs are remeasured at the end of each reporting period to reflect changes in the financial asset's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial assets with a corresponding adjustment to their carrying amount through a loss allowance account.

Basis of calculation of interest income

Interest income recognised in accordance with note 2(u) (ii) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At the end of each reporting period, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial assets have occurred.

2 主要會計政策 (續)

(j) 信貸虧損及資產減值 (續)

(i) 金融資產及合約資產之信貸虧損 (續)

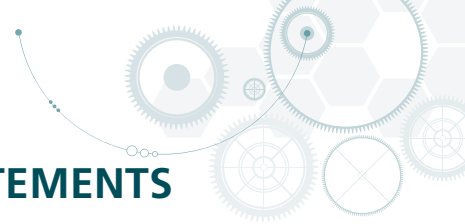
信貸風險顯著增加 (續)

預期信貸虧損於各報告期末進行重新計量以反映金融資產自初步確認以來之信貸風險變動。預期信貸虧損金額之任何變動均於損益確認為減值收益或虧損。本集團就所有金融資產確認減值收益或虧損，並通過虧損撥備賬對其賬面值作出相應調整。

利息收入之計算基準

根據附註2(u)(ii)確認之利息收入按金融資產之總賬面值計算，除非該金融資產出現信貸減值，在此情況下，利息收入按金融資產之攤銷成本（即總賬面值減虧損撥備）計算。

於各報告期末，本集團評估金融資產是否出現信貸減值。當發生一項或多項對金融資產預計未來現金流量有不利影響之事件時，金融資產出現信貸減值。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial assets and contract assets (Continued)

Basis of calculation of interest income (Continued)

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

Write-off policy

The gross carrying amount of a financial asset or contract asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

2 主要會計政策 (續)

(j) 信貸虧損及資產減值 (續)

(i) 金融資產及合約資產之信貸虧損 (續)

利息收入之計算基準 (續)

金融資產信貸減值之證據包括以下可觀察事件：

- 債務人有嚴重財務困難；
- 違反合約，如違約或逾期事件；
- 借款人可能破產或進行其他財務重組；
- 科技、市場、經濟或法律環境出現對債務人有不利影響的重大變動；或
- 由於發行人出現財務困難，證券活躍市場消失。

撇銷政策

倘無實際收回可能性，本集團則會撇銷金融資產或合約資產的部分或全部總賬面值。該情況通常出現在本集團確定債務人並無資產或可產生足夠現金流量之收入來源以償還應撇銷之金額。隨後收回先前撇銷之資產於收回發生的期間在損益內確認為減值撥回。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) *Credit losses and impairment of assets* (Continued)

(ii) *Credit losses from financial guarantees issued*

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the “holder”) for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees issued are initially recognised within “trade and other payables” at fair value, which is determined by reference to fees charged in an arm’s length transaction for similar services, when such information is obtainable, or to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group’s policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss.

Subsequent to initial recognition, the amount initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued.

2 主要會計政策 (續)

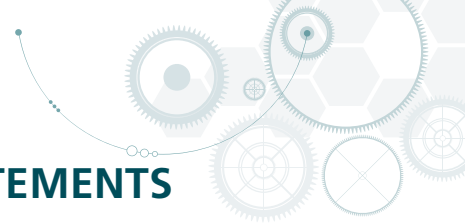
(j) 信貸虧損及資產減值 (續)

(ii) 已發出財務擔保之信貸虧損

財務擔保為要求發行人 (即擔保人) 就擔保受益人 (「持有人」) 因特定債務人未能根據債務工具之條款於到期時付款而蒙受之損失，而向持有人支付特定款項之合約。

已發出財務擔保初步按公平值於「應付賬款及其他應付款」確認，其公平值參照於類似服務之公平磋商交易所收取之費用 (如可獲得有關資料) 而確定，或參照息差確定，方法是以貸款人在擔保作出之時實際收取之利率與未有擔保之情況下貸款人將會收取之估計利率作比較 (如有關資料能可靠地估計)。當就發出擔保已收或應收代價時，代價根據本集團適用於該資產類別之政策確認。倘並無有關代價屬已收或應收，則於損益確認即時開支。

初步確認後，初步確認為遞延收入之金額按擔保期限於損益內攤銷，作為已發出財務擔保之收入。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Credit losses and impairment of assets (Continued)

(ii) Credit losses from financial guarantees issued (Continued)

The Group monitors the risk that the specified debtor will default on the contract and recognises a provision when ECLs on the financial guarantees are determined to be higher than the amount carried in “trade and other payables” in respect of the guarantees (i.e. the amount initially recognised, less accumulated amortisation).

To determine ECLs, the Group considers changes in the risk of default on the specified debtor since the issuance of the guarantee. A 12-month ECL is measured unless the risk that the specified debtor will default has increased significantly since the guarantee is issued, in which case a lifetime ECL is measured. The same definition of default and the same assessment of significant increase in credit risk as described in note 2(j)(i) apply.

As the Group is required to make payments only in the event of a default by the specified debtor in accordance with the terms of the instrument that is guaranteed, an ECL is estimated based on the expected payments to reimburse the holder for a credit loss that it incurs less any amount that the Group expects to receive from the holder of the guarantee, the specified debtor or any other party. The amount is then discounted using the current risk-free rate adjusted for risks specific to the cash flows.

2 主要會計政策 (續)

(j) 信貸虧損及資產減值 (續)

(ii) 已發出財務擔保之信貸虧損 (續)

本集團監測特定債務人將違約之風險，並於確定財務擔保之預期信貸虧損高於有關擔保於「應付賬款及其他應付款」列賬之金額（即初步確認金額減累計攤銷）確認撥備。

為釐定預期信貸虧損，本集團考慮自擔保發出以來特定債務人之違約風險變動。本集團計量十二個月預期信貸虧損，除非特定債務人自擔保發出以來之違約風險顯著增加，在此情況下，則會計量全期預期信貸虧損。附註2(j)(i)所述之相同違約定義及相同信貸風險顯著增加評估皆適用。

由於根據已作擔保之工具之條款，本集團於特定債務人違約時才需要作出付款，故根據預期款項估計預期信貸虧損，以就持有人蒙受之信貸虧損減去本集團預期向擔保持有人、特定債務人或任何其他人士收取之款項而向持有人付款。有關款項其後以目前無風險利率進行貼現，並就現金流量特定風險作調整。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) *Credit losses and impairment of assets* (Continued)

(iii) *Impairment of other non-current assets*

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- right-of-use assets;
- intangible assets;
- goodwill; and
- investments in subsidiaries in the Company's statement of financial position.

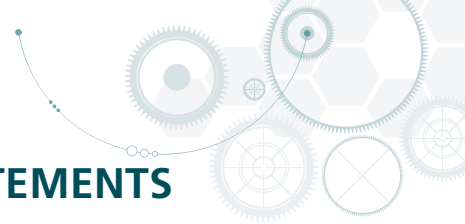
2 主要會計政策 (續)

(j) 信貸虧損及資產減值 (續)

(iii) 其他非流動資產減值

於各報告期末審閱內部及外部資料來源，以識別是否有跡象顯示以下資產 (商譽除外) 可能出現減值，或之前確認之減值虧損不再存在或可能已減少：

- 物業、廠房及設備；
- 使用權資產；
- 無形資產；
- 商譽；及
- 本公司財務狀況表內之於附屬公司之投資。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) *Credit losses and impairment of assets* (Continued)

(iii) *Impairment of other non-current assets* (Continued)

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill and intangible assets that are not yet available for use, the recoverable amount is estimated annually whether or not there is any indication of impairment.

- Calculation of recoverable amount
The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

2 主要會計政策 (續)

(j) 信貸虧損及資產減值 (續)

(iii) 其他非流動資產減值 (續)

倘有任何該等跡象存在，資產之可收回金額會被評估。此外，就商譽及尚未可供使用之無形資產而言，不論是否有任何減值跡象存在，亦於每年估計其可收回數額。

- 計算可收回金額
資產可收回金額為公平值減出售成本與使用價值兩者間之較高者。在評估使用價值時，按反映當時市場對貨幣時間價值及資產特定風險評估之稅前貼現率，將估計未來現金流量貼現至其現值。倘資產並無產生基本上獨立於其他資產之現金流入，則以能獨立產生現金流入之最小資產組別（即現金產生單位）釐定可收回金額。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) *Credit losses and impairment of assets* (Continued)

(iii) *Impairment of other non-current assets* (Continued)

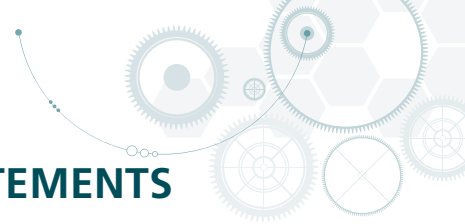
- Recognition of impairment losses
An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).
- Reversals of impairment losses
In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed. A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

2 主要會計政策 (續)

(j) 信貸虧損及資產減值 (續)

(iii) 其他非流動資產減值 (續)

- 確認減值虧損
倘資產或其所屬現金產生單位之賬面值超過其可收回金額，則於損益中確認減值虧損。就現金產生單位確認之減值虧損會予以分配，首先減少已分配至該現金產生單位 (或單位組別) 之任何商譽之賬面值，然後按比例減少該單位 (或單位組別) 內其他資產之賬面值，惟某資產之賬面值不會減至低於其個別公平值減去出售成本 (如能計量) 或使用價值 (如能釐定) 則除外。
- 減值虧損撥回
就除商譽以外之資產而言，倘用作釐定可收回金額之估算出現正面之變化，則會撥回減值虧損。商譽之減值虧損不會撥回。所撥回之減值虧損僅限於在過往年度並未確認減值虧損時原應釐定之資產賬面值。所撥回之減值虧損在確認撥回之年度計入損益。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Inventories

Inventories, which represent merchandises for resale, are carried at the lower of cost and net realisable value.

Cost is calculated using the first-in, first-out formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised.

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

2 主要會計政策 (續)

(k) 存貨

存貨指商品轉售，其按成本值與可變現淨值兩者中之較低者列賬。

成本以先進先出法計算，並包括所有採購成本、轉換成本及將存貨運至現址和變成現狀之其他成本。

可變現淨值是日常業務過程中之估計售價減去估計完成生產及銷售所需之成本。

出售存貨時，該等存貨之賬面值於確認有關收益之期間確認為開支。

存貨撇減至可變現淨值之減幅及所有存貨虧損一概在撇減或虧損產生期間確認為開支。任何存貨撇減撥回之金額，在作出撥回期間確認為已確認為開支的存貨金額的減項。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) *Contract assets and contract liabilities*

A contract asset is recognised when the Group recognises revenue (see note 2(u)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for ECLs in accordance with the policy set out in note 2(j)(i) and are reclassified to receivables when the right to the consideration has become unconditional (see note 2(n)).

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see note 2(u)). A contract liability would also be recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 2(n)).

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method.

2 主要會計政策 (續)

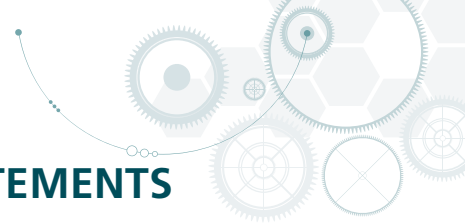
(I) *合約資產及合約負債*

於本集團有無條件權利根據合約所載支付條款收取代價前，合約資產於確認收益時予以確認（見附註2(u)）。合約資產根據附註2(j)(i)所載之政策就預期信貸虧損進行評估，並於收取代價的權利成為無條件時重新分類至應收款項（見附註2(n)）。

於本集團確認相關收益前，合約負債於客戶支付不可退還代價時予以確認（見附註2(u)）。倘本集團於確認相關收益時有無條件權利收取不可退還代價，則確認合約負債。在該等情況下，將會確認相應應收款項（見附註2(n)）。

就與客戶之單一合約而言，會呈列合約資產淨值或合約負債淨額。就多份合約而言，非相關合約之合約資產及合約負債不按淨額基準呈列。

倘合約包含重大融資部分，則合約結餘包括根據實際利率法應計之利息。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(m) *Loans and interest receivables*

Loans receivable are loans granted to customers in the ordinary course of business. If collection of loans receivable is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

Interest receivables are interests derived from loans granted to customers in the ordinary course of business.

Loans and interest receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for credit loss (see note 2(j)(i)).

(n) *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 (see note 2(l)).

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see note 2(j)(i)).

(o) *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.

Cash and cash equivalents are assessed for ECL in accordance with the policy set out in note 2(j)(i).

2 主要會計政策 (續)

(m) *應收貸款及利息*

應收貸款為於日常業務過程中授予客戶之貸款。倘應收貸款預計於一年或以內收回，則分類為流動資產。反之則呈列為非流動資產。

應收利息為於日常業務過程中授予客戶之貸款之利息。

應收貸款及利息初步按公平值確認，隨後以實際利率法計算的攤銷成本扣除減值虧損撥備計量（見附註2(j)(i)）。

(n) *應收賬款及其他應收款*

本集團具有無條件權利收取代價時確認應收款項。在該代價到期支付前，收取代價之權利僅需經過一段時間方成為無條件。倘收益於本集團有無條件權利收取代價前確認，則該金額呈列為合約資產（見附註2(l)）。

應收款項按使用實際利率法按攤銷成本減信貸虧損撥備列賬（見附註2(j)(i)）。

(o) *現金及現金等值物*

現金及現金等值物包括銀行及手頭現金、於銀行及其他金融機構之活期存款，以及可隨時兌換為已知金額之現金及毋須承受重大價值變動風險且於購入後三個月內到期之短期高流動投資。

現金及現金等值物根據附註2(j)(i)所載之政策就預期信貸虧損進行評估。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(p) *Trade and other payables*

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities measured in accordance with note 2(j)(ii), trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(q) *Interest-bearing borrowings*

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see note 2(w)).

(r) *Employee benefits*

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(s) *Income tax*

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

2 主要會計政策 (續)

(p) *應付賬款及其他應付款*

應付賬款及其他應付款初步按公平值確認。除根據附註2(j)(ii)計量之財務擔保負債外，應付賬款及其他應付款其後按攤銷成本列賬，惟貼現影響輕微時則除外，於此情況下按成本列賬。

(q) *附息借款*

附息借款初步按公平值減交易成本計量。初步確認後，附息借款採用實際利率法以攤銷成本列賬。利息開支根據本集團借款成本之會計政策確認 (見附註2(w))。

(r) *僱員福利*

薪金、年終花紅、有薪年假、定額供款退休計劃之供款及非貨幣性福利之成本會在僱員提供相關服務之年度內計提。如延遲付款或清償會產生重大影響，有關數額則按現值列賬。

(s) *所得稅*

本年度所得稅包括即期稅項和遞延稅項資產與負債之變動。即期稅項及遞延稅項資產和負債的變動均在損益內確認，惟與於其他全面收益或直接於權益內確認的項目有關者除外，在此情況下，相關稅項金額分別於其他全面收益或直接於權益內確認。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(s) *Income tax (Continued)*

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

2 主要會計政策 (續)

(s) *所得稅 (續)*

即期稅項為根據年內應課稅收入採用於報告期末已頒佈或實質頒佈之稅率計算之預期應付稅項，並就過往年度應付的稅項作出調整。

遞延稅項資產和負債分別由可扣稅和應課稅暫時差額產生，暫時差額是指資產和負債在財務報告上的賬面值與這些資產和負債之稅基之差額。遞延稅項資產亦可以由未使用的稅項虧損及未動用稅項抵免產生。

除若干例外情況外，所有遞延稅項負債及所有遞延稅項資產均於日後產生應課稅溢利並將可動用資產予以抵銷時確認。可引證確認源自可扣稅暫時差額之遞延稅項資產之日後應課稅溢利，包括該等源自撥回現有應課稅暫時差額，惟差額與同一稅務機關及同一應課稅實體有關，並預期於撥回可扣稅暫時差額之同一期間或源自遞延稅項資產的稅項虧損可向前或向後結轉的期間撥回。在決定現有之應課稅暫時差額是否足以支持確認由未使用稅項虧損及稅項抵免所產生之遞延稅項資產時，亦會採用同一準則，即差額是否與同一稅務機關及同一應課稅實體有關，並是否預期在能夠使用稅項虧損或稅項抵免之一段或多段期間內轉回。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(s) *Income tax (Continued)*

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

2 主要會計政策 (續)

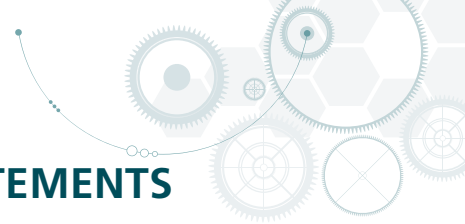
(s) *所得稅 (續)*

不確認為遞延稅項資產和負債之暫時差額產生自以下有限之例外情況：不可扣稅的商譽，不影響會計或應課稅溢利之資產或負債之初次確認（如屬業務合併的一部分則除外），以及於附屬公司投資之相關暫時差額（如屬應課稅差額，限於本集團可控制撥回時間且於可預見將來不大可能獲撥回之暫時差額；或如屬可扣減差額，則限於可能於未來撥回之差額）。

已確認遞延稅項之金額按照資產及負債賬面值之預期變現或償還方式，使用於報告期末已生效或實質上已生效之稅率計算。遞延稅項資產及負債均不予貼現。

遞延稅項資產之賬面值會在各報告期末予以審閱，若日後不再可能有足夠應課稅溢利用以抵扣相關稅項溢利，則扣減遞延稅項資產之賬面值。若日後可能有足夠應課稅溢利用以抵扣，則撥回所扣減之數額。

股息分派產生之額外所得稅於支付相關股息之負債獲確認時予以確認。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(s) *Income tax (Continued)*

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

2 主要會計政策 (續)

(s) *所得稅 (續)*

即期稅項結餘及遞延稅項結餘以及相關變動分別呈列且不會互相抵銷。僅於本集團有可合法強制執行之權利以將即期稅項資產抵銷即期稅項負債，而且符合以下額外條件時，即期及遞延稅項資產和負債才可予對銷：

- 就即期稅項資產及負債而言，本集團擬按照淨額基準結算，或同時變現資產及清償負債；或
- 就遞延稅項資產及負債而言，該等遞延稅項資產及負債與同一稅務當局所徵收的所得稅有關，且有關所得稅是向：
 - 同一應課稅實體徵收；或
 - 不同應課稅實體徵收，而該等實體計劃在未來各個預期有大額遞延稅項負債需要結算或大額遞延稅項資產可以收回之期間內，按照淨額基準變現即期稅項資產及結算即期稅項負債，或同時變現該資產及結算該負債。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(t) *Provisions and contingent liabilities*

Provisions are recognised when the Group has a 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 expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, 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 of economic benefits is remote.

(u) *Revenue and other income*

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of software platform services, interest income from money lending and revenue from mobile games and applications in the ordinary course of the Group's business.

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.

2 主要會計政策 (續)

(t) *撥備及或然負債*

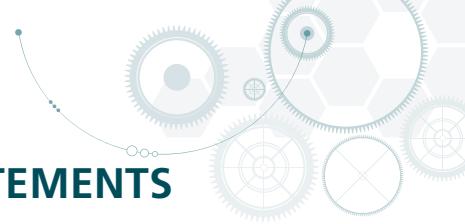
因過去某一事件以致本集團出現法律或推定責任，而清償該等責任可能導致經濟利益流出且能作出可靠估計，即計提撥備。倘貨幣時間價值為重大，則按預期清償責任開支現值計提撥備。

倘不大可能需要流出經濟利益，或倘有關金額不能可靠估計，則有關責任將披露為或然負債，除非經濟利益流出之可能性極微。有可能之責任（其存在僅可由一項或多項未來事件出現與否確定）亦披露為或然負債，除非經濟利益流出之可能性極微。

(u) *收益及其他收入*

倘收入於本集團日常業務過程中自銷售貨物、提供軟件平台服務、放債所賺取之利息收入以及手機遊戲及應用所得收入產生，本集團則將收入分類為收益。

倘本集團按預計有權收取之已承諾代價之金額將商品或服務控制權轉讓予客戶（惟不包括代表第三方所收取之該等金額），則確認收益。收益不包括增值稅或其他銷售稅，並扣減任何貿易折讓。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(u) Revenue and other income (Continued)

Further details of the Group's revenue and other income recognition policies are as follows:

(i) Provision of software platform includes:

- Sales of licensed software, which are recognised when the goods are delivered to customers and titles has been passed which is taken to be the point in time when the customer has accepted the goods;
- Software maintenance service income received or receivable from customers when the maintenance service contracts are entered into, which is recognised on a straight-line basis over the term of the maintenance service contract;
- Software rental and subscription income from software application and website development, which are recognised at point in time when the relevant services are rendered; and
- Income from mobile application development, website conversion, website development deriving from providing software application and electronic learning platform to customers, which is recognised over time when services are rendered. Revenue is also recognised in profit or loss in respect of the contract liabilities over the term of the service contract.

2 主要會計政策 (續)

(u) 收益及其他收入 (續)

有關本集團收益及其他收入確認政策之進一步詳情如下：

(i) 提供軟件平台包括：

- 銷售註冊軟件，於貨品付運予客戶及交付擁有權時（視為客戶已接納貨品之時間點）確認；
- 於訂立維護服務合約時已收或應收客戶之軟件維護服務收入，按維護服務合約期限以直線基準確認；
- 軟件應用及網站開發之軟件租賃及訂購收入於提供相關服務之時間點確認；及
- 手機應用開發、網站轉換及網站開發之收入來自向客戶提供軟件應用及電子學習平台，於提供服務時隨著時間確認。收益亦在服務合約期限就合約負債於損益內確認。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(u) Revenue and other income (Continued)

(ii) Interest income

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 (see note 2(j)(i)).

(iii) Revenue from mobile games and applications includes:

- Publishing income from online game platform owners, which is recognised at point in time on net basis from platform owners when the paying players purchase the game credits for the mobile games after deducting pre-determined commissions; and
- Service income from the provision of mobile games and applications development and related services, which are recognised over time when the services are rendered in accordance with the contracts.

2 主要會計政策 (續)

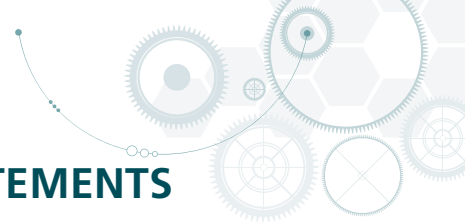
(u) 收益及其他收入 (續)

(ii) 利息收入

利息收入於其應計時按實際利率法確認。就並無出現信貸減值之按攤銷成本計量之金融資產而言，實際利率適用於資產之總賬面值。就出現信貸減值之金融資產而言，實際利率適用於資產之攤銷成本（即總賬面值減虧損撥備）（見附註2(j)(i)）。

(iii) 手機遊戲及應用收入包括：

- 來自網上遊戲平台擁有人之發行收入，於遊戲付費玩家購買手機遊戲之遊戲點數時（扣除預定佣金）按淨額於某一時間點就平台擁有人確認；及
- 來自提供手機遊戲及應用開發及相關服務之服務收入於按合約提供服務後隨著時間確認。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(u) Revenue and other income (Continued)

(iv) Government grants

Government grants are recognised in the consolidated statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

(v) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Company initially recognises such non-monetary assets and liabilities. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

2 主要會計政策 (續)

(u) 收益及其他收入 (續)

(iv) 政府補助

政府補助將於有合理保證可收到補助及本集團將符合附帶條件時，初步於綜合財務狀況表確認。補償本集團所產生開支的補助，於產生開支的相同期間按系統基準在損益內確認為收入。補償本集團一項資產成本的補助會於資產的賬面值中扣減，然後於資產的可使用年期內採用降低折舊費用法於損益內實際確認。

(v) 外幣換算

年內的外幣交易均按交易日期之匯率換算，以外幣結算之貨幣資產與負債均按報告期末之匯率換算，而兌換盈虧於損益確認。

以外幣按歷史成本計量之非貨幣資產及負債按交易日期之匯率換算。交易日期為本公司最初確認該等非貨幣資產及負債之日期。以公平值呈列及以外幣計值之非貨幣資產及負債按照以公平值計量當日之匯率進行換算。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(v) *Translation of foreign currencies (Continued)*

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items, including goodwill arising on the consolidation of foreign operations acquired on or after 1 January 2005, are translated into Hong Kong dollars at the closing foreign exchange rates ruling at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

(w) *Borrowing costs*

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

2 主要會計政策 (續)

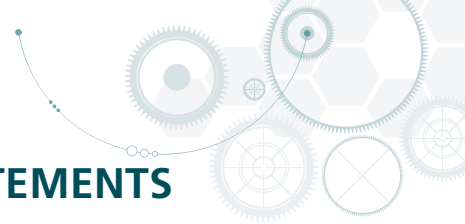
(v) 外幣換算 (續)

外國業務之業績按與交易日期之匯率相若之匯率換算為港元。財務狀況表項目 (包括合併於二零零五年一月一日或之後收購之外國業務所產生之商譽) 按報告期末之收市匯率換算為港元。因而所得之兌換差額於其他全面收益確認及獨立於兌換儲備之權益累算。

出售外國業務後，有關外國業務之累計兌換差額將於出售損益獲確認時從權益重新分類至損益。

(w) 借款成本

因收購、建造或生產資產 (需於一段長時間方能達到其原定之用途或作出售用途的資產) 而直接產生之借款成本，資本化為該資產成本之一部分。其他借款成本於發生期間支銷。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(x) *Related parties*

(i) A person, or a close member of that person's family, is related to the Group if that person:

- (1) has control or joint control of the Group;
- (2) has significant influence over the Group; or
- (3) is a member of the key management personnel of the Group or the Group's parent.

(ii) An entity is related to the Group if any of the following conditions applies:

- (1) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (2) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (3) Both entities are joint ventures of the same third party.
- (4) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (5) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

2 主要會計政策 (續)

(x) *關聯方*

(i) 倘屬以下人士，即該人士或該人士之近親與本集團有關聯：

- (1) 能夠控制或共同控制本集團；
- (2) 能夠對本集團施加重大影響；或
- (3) 為本集團或本集團母公司之主要管理層成員。

(ii) 倘符合下列任何條件，即實體與本集團有關聯：

- (1) 該實體與本集團屬同一集團之成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關聯）。
- (2) 一間實體為另一實體之聯營公司或合營企業（或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業）。
- (3) 兩間實體均為同一第三方之合營企業。
- (4) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。
- (5) 實體為本集團或與本集團有關聯之實體就僱員利益設立之離職福利計劃。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(x) *Related parties (Continued)*

- (ii) An entity is related to the Group if any of the following conditions applies: (Continued)
 - (6) The entity is controlled or jointly controlled by a person identified in (i).
 - (7) A person identified in (i)(1) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (8) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

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

(y) *Segment reporting*

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

2 主要會計政策 (續)

(x) *關聯方 (續)*

- (ii) 倘符合下列任何條件，即實體與本集團有關聯：(續)
 - (6) 實體受(i)所識別人士控制或受共同控制。
 - (7) 於(i)(1)所識別人士對實體有重大影響力或屬該實體（或該實體之母公司）主要管理層成員。
 - (8) 實體或其為成員公司之集團之任何成員公司向本集團或本集團母公司提供主要管理人員服務。

任何人士的近親是指與該實體交易時預期可影響該名人士或受該人士影響之家庭成員。

(y) *分部報告*

經營分部及綜合財務報表內報告各分部項目之金額，乃取自向本集團主要高級行政管理層定期提供用作向本集團各項業務及地點分配資源，並評估其表現之財務資料。

個別重大之經營分部不會為財務報告目的而合計，除非有關分部具有類似經濟特性，並且具有類似的產品及服務性質、客戶類型或類別、分銷產品或提供服務方法，以及監管環境性質。個別非重大的經營分部倘符合上述大多數準則可予合計。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

3 REVENUE AND SEGMENT REPORTING

(a) Revenue

Revenue represents the sales value of goods and services supplied to customers from the provision of software platform services, interest income from the money lending business and revenue generated from mobile games and applications development, as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue within the scope of HKFRS 15:	香港財務報告準則第15號範圍內的收益：		
Disaggregated by major products or service lines:	按主要產品或服務線劃分：		
Provision of software platform services	提供軟件平台服務	20,403	20,107
Mobile games and applications	手機遊戲及應用	327	2,926
		20,730	23,033
Revenue from other sources	其他來源產生之收益		
Interest income from money lending	放債所得利息收入	10,690	17,040
		31,420	40,073

Disaggregation of revenue from contracts with customers by the timing of revenue recognition and by geographic markets is disclosed in notes 3(b)(i) and 3(b)(iii) respectively.

3 收益及分部報告

(a) 收益

收益指透過提供軟件平台服務而供應予客戶之貨品及服務之銷售價值、放債業務所賺取之利息收入以及開發手機遊戲及應用所產生之收益如下：

按收益確認時間及地區市場劃分之客戶合約收益分別披露於附註3(b)(i)及3(b)(iii)。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
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3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker, which are used to make strategic decisions.

The Group has three reportable segments. The segments are managed separately as each business offers different products and services and requires different business strategies. No operating segments identified by the chief operating decision-maker have been aggregated in arriving at the reportable segments of the Group. The following summary describes the operations in each of the Group's reportable segments:

- Software platform : Developing and marketing of patented server based technology and the provision of communications software platform and software related services.
- Money lending : Provision of money lending business through a wholly-owned subsidiary of the Company which is a money lender licensed in Hong Kong under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong).
- Mobile games and applications : Game publishing, development of mobile games and related intellectual property and platform, mobile applications and data solutions and provision of IT related solutions.

3 收益及分部報告 (續)

(b) 分部報告

本集團根據主要營運決策者用作制定決策之審閱報告釐定其營運分部。

本集團有三個可報告分部。由於各業務提供不同產品及服務，所需業務策略有所不同，故分部作個別管理。在設定本集團之可報告分部時，主要營運決策者並無將所識別之營運分部彙合。本集團各可報告分部之業務概述如下：

- 軟件平台 : 開發及營銷以專利伺服器為基礎之技術及提供通訊軟件平台及軟件相關服務。
- 放債 : 透過本公司為放債人條例(香港法例第163章)項下之香港持牌放債人之全資附屬公司提供放債服務。
- 手機遊戲及應用 : 發行遊戲、開發手機遊戲和相關知識產權及平台、手機應用及數據解決方案，並提供相關資訊科技解決方案。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(i) Business segment

3 收益及分部報告 (續)

(b) 分部報告 (續)

(i) 業務分部

		2020 二零二零年			
		Software platform 軟件平台 HK\$'000 千港元	Money lending 放債 HK\$'000 千港元	Mobile games and applications 手機遊戲及應用 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Disaggregated by timing of revenue recognition	按收益確認時間劃分				
Point in time	於某一時間點	12,934	–	327	13,261
Over time	隨著時間	7,469	10,690	–	18,159
Revenue from external customers	來自外界客戶之收益	20,403	10,690	327	31,420
Reportable segment profit/(loss) ("adjusted EBITDA")	可報告分部溢利／(虧損) (「經調整EBITDA」)	2,893	(8,788)	(12,532)	(18,427)
Depreciation and amortisation	折舊及攤銷	972	377	12,310	13,659
Impairment losses on:	下列項目之減值虧損：				
– loans and interest receivables	– 應收貸款及利息	–	17,159	–	17,159
– trade receivables	– 應收賬款	57	–	5,400	5,457
– intangible assets	– 無形資產	–	–	19,003	19,003
– goodwill	– 商譽	–	–	19,555	19,555
Write-off of intangible assets	撇銷無形資產	–	–	3,000	3,000
Write-off of loans and interest receivables	撇銷應收貸款及利息	–	96	–	96
Write-off of trade receivables	撇銷應收賬款	–	–	1,469	1,469
Income tax credit	所得稅抵免	–	–	(5,158)	(5,158)
Reportable segment assets	可報告分部資產	7,717	84,322	13,937	105,976
Additions to non-current assets	非流動資產增加	325	1,530	2,760	4,615
Reportable segment liabilities	可報告分部負債	(4,468)	(1,456)	(15,917)	(21,841)

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綜合財務報表附註

(Expressed in Hong Kong dollars)
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3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(i) Business segment (Continued)

3 收益及分部報告 (續)

(b) 分部報告 (續)

(i) 業務分部 (續)

		2019 二零一九年			
		Software platform 軟件平台 HK\$'000 千港元	Money lending 放債 HK\$'000 千港元	Mobile games and applications 手機遊戲及應用 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Disaggregated by timing of revenue recognition	按收益確認時間劃分				
Point in time	於某一時間點	13,118	–	710	13,828
Over time	隨著時間	6,989	17,040	2,216	26,245
Revenue from external customers	來自外界客戶之收益	20,107	17,040	2,926	40,073
Reportable segment profit ("adjusted EBITDA")	可報告分部溢利 ("經調整EBITDA")	4,152	8,692	20	12,864
Depreciation and amortisation	折舊及攤銷	858	1,565	12,870	15,293
Impairment losses on:	下列項目之減值虧損：				
– contract assets	– 合約資產	–	–	7	7
– trade receivables	– 應收賬款	18	–	95	113
– loans and interest receivables	– 應收貸款及利息	–	4,850	–	4,850
– goodwill	– 商譽	–	–	44,975	44,975
Write-off of loans and interest receivables	撇銷應收貸款及利息	–	27	–	27
Income tax credit	所得稅抵免	–	–	(2,118)	(2,118)
Reportable segment assets	可報告分部資產	7,865	116,854	47,446	172,165
Additions to non-current assets	非流動資產增加	2,214	1,461	3,110	6,785
Reportable segment liabilities	可報告分部負債	(6,653)	(50)	(25,770)	(32,473)

The measure used for reporting segment result is "adjusted EBITDA", i.e., "adjusted earnings before interest, taxes, depreciation and amortisation", where "depreciation and amortisation" is regarded as including impairment losses on non-current assets.

匯報分部業績而採用之計量為「經調整EBITDA」，即「經調整除利息、稅項、折舊及攤銷前溢利」，而「折舊及攤銷」被視作包括非流動資產之減值虧損。

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綜合財務報表附註

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3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(ii) Reconciliation of reportable segment revenue, profit or loss, assets and liabilities

3 收益及分部報告 (續)

(b) 分部報告 (續)

(ii) 可報告分部收益、損益、資產及負債之對賬

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue	收益		
Reportable segment revenue	可報告分部收益	31,420	40,073
Loss for the year	年度虧損		
Reportable segment (loss)/profit	可報告分部 (虧損) / 溢利	(18,427)	12,864
Unallocated corporate income and expenses	未分配企業收入及開支	(69,570)	(80,347)
		(87,997)	(67,483)
Total assets	資產總值		
Reportable segment assets	可報告分部資產	105,976	172,165
Unallocated corporate assets	未分配企業資產	53,543	88,533
		159,519	260,698
Total liabilities	負債總額		
Reportable segment liabilities	可報告分部負債	21,841	32,473
Unallocated corporate liabilities	未分配企業負債	22,847	25,506
		44,688	57,979

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(Expressed in Hong Kong dollars)
(以港元列示)

3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(ii) Reconciliation of reportable segment revenue, profit or loss, assets and liabilities (Continued)

The unallocated corporate income and expenses mainly include depreciation and amortisation, finance costs, impairment loss on goodwill, staff costs and legal and professional fees of head office. The unallocated corporate assets and liabilities mainly include goodwill, property, plant and equipment, right-of-use assets, prepayments, lease liabilities and interest-bearing borrowings. This is the measure reported to the chief operating decision-maker for the purposes of performance assessment and resource allocation.

(iii) Geographical information and major customers

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment, right-of-use assets, intangible assets and goodwill ("specified non-current assets"). The geographical location of the specified non-current assets is based on the physical location of the assets, in case of property, plant and equipment and right-of-use assets, the location of the operation to which they are allocated, in case of intangible assets and goodwill.

3 收益及分部報告 (續)

(b) 分部報告 (續)

(ii) 可報告分部收益、損益、資產及負債之對賬 (續)

未分配企業收入及開支主要包括折舊及攤銷、融資成本、商譽減值虧損、總辦事處員工成本以及法律及專業費用。未分配企業資產及負債則主要包括商譽、物業、廠房及設備、使用權資產、預付款項、租賃負債及付息借款。此乃就表現評估及資源分配向主要營運決策者之匯報方式。

(iii) 地區資料及主要客戶

下表載列有關(i)本集團來自外界客戶之收益及(ii)本集團之物業、廠房及設備、使用權資產、無形資產以及商譽(「指定非流動資產」)所在地區之資料。指定非流動資產所在地區按資產實際所在地點(就物業、廠房及設備以及使用權資產而言)及營運所在地點(就無形資產及商譽而言)劃分。

		Revenue from external customers 來自外界客戶之收益		Specified non-current assets 指定非流動資產	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Hong Kong	香港	31,082	38,695	58,282	119,435
Mainland China	中國內地	—	827	38	97
Others	其他	338	551	—	—
		31,420	40,073	58,320	119,532

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
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3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(iii) Geographical information and major customers (Continued)

Others mainly cover Australia, Europe, Taiwan and Thailand.

During the year ended 31 December 2020, no (2019: Nil) customer with whom transactions exceeded 10% of the Group's revenue.

3 收益及分部報告 (續)

(b) 分部報告 (續)

(iii) 地區資料及主要客戶 (續)

其他主要涵蓋澳洲、歐洲、台灣及泰國。

於截至二零二零年十二月三十一日止年度，並無（二零一九年：無）來自任何客戶之交易收益超過本集團收益之10%。

4 OTHER INCOME, NET

4 其他收入淨額

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Bank interest income	銀行利息收入	3	3
Foreign exchange gain, net	匯兌收益淨額	10	—
Gain on early termination of leases	提前終止租賃之收益	16	20
Gain on disposal of subsidiaries, net	出售附屬公司之收益淨額	185	—
Government grants (Note)	政府補助 (附註)	2,755	—
Sundry income	雜項收入	20	478
		2,989	501

Note: In 2020, the Group successfully applied for funding support from the Employment Support Scheme under the Anti-epidemic Fund, set up by the Government from Hong Kong Special Administrative Region. The purpose of the funding is to provide financial support to enterprises to retain their employees who would otherwise be made redundant. Under the terms of the grant, the Group is required not to make redundancies during the subsidy period and to spend all the funding on paying wages to the approved list of the employees.

附註：於二零二零年，本集團成功申請香港特別行政區政府成立的防疫抗疫基金下的「保就業」計劃資助。政府設立該項補貼是為了向企業提供財政支援，保留可能會被遣散的僱員。根據補貼的條款，本集團於接受補貼期間不得裁員並且須把補貼全數用於支付經批准名單上的僱員工資。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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5 LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging:

5 除稅前虧損

除稅前虧損已扣除下列各項：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
(a) Finance costs:	(a) 融資成本：		
Interest in lease liabilities	租賃負債利息	143	299
Interest on bank borrowings	銀行借款利息	1,685	1,443
Interest on other borrowings	其他借款利息	68	585
		1,896	2,327
(b) Staff costs (including directors' remuneration (note 7)):	(b) 員工成本 (包括董事酬金 (附註7))：		
Salaries, wages and other benefits	薪金、工資及其他福利	14,202	17,842
Contributions to defined contribution retirement plan	固定供款退休計劃供款	522	728
		14,724	18,570
(c) Other items:	(c) 其他項目：		
Auditor's remuneration	核數師酬金	888	868
Amortisation of intangible assets	無形資產攤銷	12,272	12,836
Cumulative exchange loss reclassified from equity to profit or loss upon deregistration of a subsidiary	取消註冊一間附屬公司後由權益重新分類至損益之累計匯兌虧損	169	—
Depreciation of property, plant and equipment	物業、廠房及設備折舊	6,016	6,476
Depreciation of right-of-use assets	使用權資產折舊	1,984	4,145
Expense relating to short-term leases	短期租賃之相關開支	934	752
Impairment losses on:	下列項目之減值虧損：		
– contract assets	—合約資產	—	7
– deposits	—按金	5,000	—
– loans and interest receivables	—應收貸款及利息	17,159	4,850
– trade receivables	—應收賬款	5,457	113
Loss of disposal of property, plant and equipment, net	出售物業、廠房及設備之虧損淨額	1,267	34
Write-down of inventories	撇減存貨	—	44
Write-off of intangible assets	撇銷無形資產	3,000	—
Write-off of loans and interest receivables	撇銷應收貸款及利息	96	27
Write-off of trade receivables	撇銷應收賬款	1,469	—

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(Expressed in Hong Kong dollars)
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6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

(a) *Taxation in the consolidated statement of profit or loss represents:*

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current tax – Hong Kong Profits Tax	即期稅項—香港利得稅		
Under-provision in respect of prior years	以往年度撥備不足	2	—
Deferred tax credit (note 22(b))	遞延稅項抵免(附註22(b))		
Origination and reversal of temporary differences	產生及撥回暫時性差額	(5,160)	(2,118)
Actual tax credit	實際稅項抵免	(5,158)	(2,118)

(i) *Hong Kong Profits Tax*

No provision for Hong Kong Profits Tax has been made for 2020 (2019: HK\$Nil) as the subsidiaries incorporated in Hong Kong have no assessable profits for the year.

(ii) *PRC Enterprise Income Tax*

The subsidiaries incorporated in the People's Republic of China (the "PRC") are subject to the PRC Enterprise Income Tax rate of 25% (2019: 25%) for the year.

No provision for the PRC Enterprise Income Tax has been made for 2020 as the subsidiaries incorporated in the PRC have estimated tax losses for the year (2019: HK\$Nil).

(iii) *Income tax from other tax jurisdictions*

Pursuant to the income tax rules and regulations, the Group is not subject to income tax in the Cayman Islands and the British Virgin Islands (the "BVI").

6 綜合損益表之所得稅

(a) *綜合損益表之稅項指：*

(i) *香港利得稅*

由於在香港註冊成立之附屬公司於二零二零年並無任何應課稅溢利，故本年度並無作出香港利得稅撥備（二零一九年：零港元）。

(ii) *中國企業所得稅*

於年內，於中華人民共和國（「中國」）註冊成立之附屬公司須按稅率25%繳納中國企業所得稅（二零一九年：25%）。

由於在中國註冊成立之附屬公司於本年度估計將錄得稅項虧損，故並無於二零二零年就中國企業所得稅作出撥備（二零一九年：零港元）。

(iii) *其他稅務司法權區之所得稅*

根據所得稅規則及規例，本集團毋須繳納開曼群島及英屬處女群島（「英屬處女群島」）所得稅。

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6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

(b) *Reconciliation between tax credit and accounting loss at applicable tax rates:*

6 綜合損益表之所得稅 (續)

(b) *按適用稅率計算之稅項抵免與會計虧損之對賬：*

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loss before taxation	除稅前虧損	(93,155)	(69,601)
Notional tax credit on loss before taxation at Hong Kong statutory tax rate	按香港法定稅率計算之除稅前虧損之名義稅項抵免	(15,370)	(11,484)
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	7,111	14,580
Tax effect of non-taxable income	毋須課稅收入之稅務影響	(651)	(6,051)
Tax effect of unused tax losses not recognised	尚未確認未動用稅項虧損之稅務影響	3,851	964
Tax effect of utilisation of tax losses not recognised previously	運用過往未確認稅項虧損之稅務影響	(1,050)	(1,611)
Tax effect of temporary differences not recognised	尚未確認臨時差額之稅務影響	649	1,396
Effect of difference tax rates of subsidiaries	附屬公司不同稅率之影響	300	88
Under-provision in respect of prior years	以往年度撥備不足	2	—
Actual tax credit	實際稅項抵免	(5,158)	(2,118)

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綜合財務報表附註

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7 DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance, Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation and the GEM Listing Rules are as follows:

7 董事酬金

根據香港公司條例第383(1)條、公司(披露董事利益資料)規例第2部及GEM上市規則所披露之董事酬金如下：

		Directors' fees		Salaries, allowance and benefits in kind		Discretionary bonuses		Retirement scheme contributions		Total	
		董事袍金		薪金、津貼及實物利益		酌情花紅		退休計劃供款		總計	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Present directors	現任董事										
Executive directors	執行董事										
Chong Cha Hwa (note 1)	張家華 (附註1)	-	-	103	-	-	-	-	-	103	-
Chow Yik (note 2)	周翹 (附註2)	-	-	450	-	-	-	14	-	464	-
Chung Man Lai (note 3)	鍾文禮 (附註3)	-	-	71	-	-	-	-	-	71	-
Yao Tong (note 4)	姚通 (附註4)	-	-	32	-	-	-	-	-	32	-
Independent non-executive directors	獨立非執行董事										
Lam Yuen Man Maria (note 5)	林婉雯 (附註5)	35	-	-	-	-	-	-	-	35	-
Leung Man Chun	梁文俊	120	120	-	-	-	-	-	-	120	120
Former directors	前任董事										
Executive directors	執行董事										
Chan Kwun Chung (note 6)	陳冠忠 (附註6)	-	-	333	1,107	100	63	5	18	438	1,188
Lee Cheung Yuet Horace (note 7)	李楊悅 (附註7)	-	-	-	188	-	-	-	5	-	193
Ng Kin Man (note 8)	伍健文 (附註8)	-	-	417	935	95	-	8	15	520	950
Sin Pui Ying (note 9)	冼佩瑩 (附註9)	-	-	169	26	-	-	-	-	169	26
Tsui Wing Tak (note 10)	徐永得 (附註10)	-	-	369	-	-	-	11	-	380	-
Non-executive director	非執行董事										
Zheng Yongqiang (note 11)	鄭永強 (附註11)	-	-	225	295	-	-	-	-	225	295
Independent non-executive directors	獨立非執行董事										
Chung Man Lai (note 3)	鍾文禮 (附註3)	55	-	-	-	-	-	-	-	55	-
Fok Kin Fung Eric (note 12)	霍健峰 (附註12)	120	120	-	-	-	-	-	-	120	120
Lee G. Lam (note 13)	林家禮 (附註13)	120	120	-	-	-	-	-	-	120	120
Pang Siu Yin (note 14)	彭兆賢 (附註14)	-	66	-	-	-	-	-	-	-	66
		450	426	2,169	2,551	195	63	38	38	2,852	3,078



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(Expressed in Hong Kong dollars)
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7 DIRECTORS' EMOLUMENTS (CONTINUED)

Notes:

1. Appointed on 14 October 2020.
2. Appointed on 1 April 2020.
3. Appointed as independent non-executive director on 1 April 2020 and re-designated as executive director on 15 September 2020.
4. Appointed on 7 December 2020.
5. Appointed on 15 September 2020.
6. Resigned on 1 April 2020.
7. Resigned on 1 April 2019.
8. Appointed on 1 March 2019 and resigned on 11 May 2020.
9. Appointed on 22 November 2019 and resigned on 15 September 2020.
10. Appointed on 28 April 2020 and resigned on 3 December 2020.
11. Resigned on 1 January 2021.
12. Resigned on 1 January 2021.
13. Appointed on 1 January 2019 and resigned on 1 March 2021.
14. Resigned on 17 July 2019.

During the year ended 31 December 2020 and 2019, no emoluments were paid by the Group to the directors and chief operating decision-maker as an inducement to join or upon joining the Group or as compensation for loss of office. In addition, no directors waived any emoluments during the year (2019: HK\$Nil).

7 董事酬金 (續)

附註：

1. 於二零二零年十月十四日獲委任。
2. 於二零二零年四月一日獲委任。
3. 於二零二零年四月一日獲委任為獨立非執行董事及於二零二零年九月十五日調任為執行董事。
4. 於二零二零年十二月七日獲委任。
5. 於二零二零年九月十五日獲委任。
6. 於二零二零年四月一日辭任。
7. 於二零一九年四月一日辭任。
8. 於二零一九年三月一日獲委任及於二零二零年五月十一日辭任。
9. 於二零一九年十一月二十二日獲委任及於二零二零年九月十五日辭任。
10. 於二零二零年四月二十八日獲委任及於二零二零年十二月三日辭任。
11. 於二零二一年一月一日辭任。
12. 於二零二一年一月一日辭任。
13. 於二零一九年一月一日獲委任及於二零二一年三月一日辭任。
14. 於二零一九年七月十七日辭任。

截至二零二零年及二零一九年十二月三十一日止年度，本集團概無向董事及主要營運決策者支付酬金，作為加入本集團或加入本集團後的獎勵或作為離職補償。此外，概無董事於年內放棄任何酬金（二零一九年：零港元）。

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(Expressed in Hong Kong dollars)
(以港元列示)

8 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, one (2019: two) is director whose emolument is disclosed in note 7. The aggregate of the emoluments in respect of the other four (2019: three) individuals are as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Salaries and other emoluments	薪金及其他酬金	2,668	2,112
Discretionary bonuses	酌情花紅	–	56
Retirement scheme contributions	退休計劃供款	72	54
		2,740	2,222

The emoluments of the other four (2019: three) individuals with the highest emoluments are within the following band:

		2020 二零二零年 Number of employees 僱員人數	2019 二零一九年 Number of employees 僱員人數
HK\$Nil – HK\$1,000,000	零港元至1,000,000港元	4	3

During the years ended 31 December 2020 and 2019, no emoluments were paid by the Group to any of the individuals with highest emoluments of the Company as an inducement to join or upon joining the Group or as compensation for loss of office.

8 最高薪酬人士

於五名最高薪酬人士當中，一名（二零一九年：兩名）董事之酬金詳情於附註7披露。其他四名（二零一九年：三名）個別人士之酬金總額如下：

其他四名（二零一九年：三名）最高薪酬之個別人士之酬金介乎以下範圍：

截至二零二零年及二零一九年十二月三十一日止年度，本集團並未向本公司任何最高薪酬人士支付酬金作為加入本集團或加入本集團後的獎勵，或作為離職補償。

9 LOSS PER SHARE

(a) Basic loss per share

The calculation is based on the loss for the year attributable to owners of the Company of HK\$71,611,000 (2019: HK\$61,470,000) and the weighted average number of ordinary shares of approximately 1,272,640,000 (2019: 1,272,640,000) in issue during the year.

(b) Diluted loss per share

The diluted loss per share for the years ended 31 December 2020 and 2019 is the same as the basic loss per share as there were no potential dilutive ordinary shares in issue.

9 每股虧損

(a) 每股基本虧損

每股基本虧損乃按本公司擁有人應佔年度虧損71,611,000港元（二零一九年：61,470,000港元）及年內已發行普通股之加權平均數約1,272,640,000股（二零一九年：1,272,640,000股）計算。

(b) 每股攤薄虧損

由於概無任何潛在攤薄已發行普通股，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與每股基本虧損相同。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

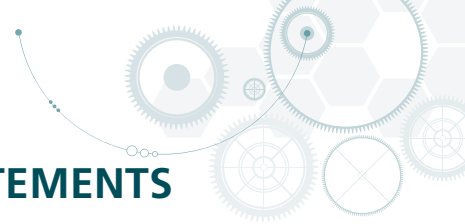
綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

10 PROPERTY, PLANT AND EQUIPMENT

10 物業、廠房及設備

		Land and buildings	Leasehold improvements	Furniture and fixtures	Computers and other equipment	Motor vehicles	Total
		土地及樓宇 HK\$'000 千港元	租賃物業裝修 HK\$'000 千港元	傢俬及裝置 HK\$'000 千港元	電腦及 其他設備 HK\$'000 千港元	汽車 HK\$'000 千港元	總計 HK\$'000 千港元
Cost	成本						
At 1 January 2019	於二零一九年一月一日	49,484	3,495	3,448	1,476	2,677	60,580
Additions	添置	–	58	21	104	3,350	3,533
Disposals	出售	–	(211)	–	–	(140)	(351)
Exchange adjustments	外匯調整	–	–	–	(2)	–	(2)
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	49,484	3,342	3,469	1,578	5,887	63,760
Additions	添置	–	221	75	29	1,530	1,855
Disposals	出售	–	(1,258)	(2,559)	(4)	(2,638)	(6,459)
Exchange adjustments	外匯調整	–	–	1	(2)	–	(1)
At 31 December 2020	於二零二零年 十二月三十一日	49,484	2,305	986	1,601	4,779	59,155
Accumulated depreciation	累計折舊						
At 1 January 2019	於二零一九年一月一日	10,653	2,239	1,178	1,281	889	16,240
Charge for the year	本年度扣除	4,124	971	686	126	569	6,476
Eliminated on disposals	於出售時對銷	–	(177)	–	–	(140)	(317)
Exchange adjustments	外匯調整	–	–	–	(2)	–	(2)
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	14,777	3,033	1,864	1,405	1,318	22,397
Charge for the year	本年度扣除	4,124	269	496	97	1,030	6,016
Eliminated on disposals	於出售時對銷	–	(1,258)	(1,532)	(4)	(1,258)	(4,052)
Exchange adjustments	外匯調整	–	–	–	(2)	–	(2)
At 31 December 2020	於二零二零年 十二月三十一日	18,901	2,044	828	1,496	1,090	24,359
Carrying amount	賬面值						
At 31 December 2020	於二零二零年 十二月三十一日	30,583	261	158	105	3,689	34,796
At 31 December 2019	於二零一九年 十二月三十一日	34,707	309	1,605	173	4,569	41,363



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綜合財務報表附註

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10 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

As at 31 December 2020, the Group has pledged its land and buildings and a motor vehicle with carrying amounts of HK\$30,583,000 and HK\$1,326,000 (2019: HK\$34,707,000 and HK\$Nil) respectively to secure interest-bearing borrowings granted to the Group (see note 20).

The Group's land and buildings are all situated in Hong Kong under medium-term leases.

10 物業、廠房及設備 (續)

於二零二零年十二月三十一日，本集團已分別抵押其賬面值為30,583,000港元及1,326,000港元(二零一九年：34,707,000港元及零港元)之土地及樓宇以及一輛汽車以作擔保本集團獲發放之附息借款(見附註20)。

本集團之土地及樓宇均位於香港，以中期租賃持有。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

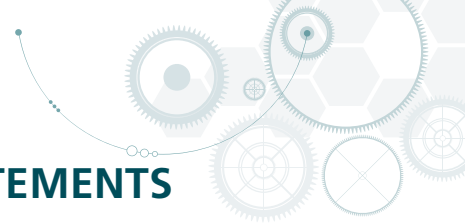
綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

11 INTANGIBLE ASSETS

11 無形資產

		Development costs 開發成本 HK\$'000 千港元	Mobile games 手機遊戲 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本			
At 1 January 2019	於二零一九年一月一日	–	69,783	69,783
Additions	添置	3,000	–	3,000
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	3,000	69,783	72,783
Additions	添置	2,760	–	2,760
Write off (note (c))	撇銷 (附註(c))	(3,000)	–	(3,000)
At 31 December 2020	於二零二零年十二月三十一日	2,760	69,783	72,543
Accumulated amortisation and impairment	累計攤銷及減值			
At 1 January 2019	於二零一九年一月一日	–	25,672	25,672
Charge for the year	本年度扣除	–	12,836	12,836
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	–	38,508	38,508
Charge for the year	本年度扣除	–	12,272	12,272
Impairment loss (note (d))	減值虧損 (附註(d))	–	19,003	19,003
At 31 December 2020	於二零二零年十二月三十一日	–	69,783	69,783
Carrying amount	賬面值			
At 31 December 2020	於二零二零年十二月三十一日	2,760	–	2,760
At 31 December 2019	於二零一九年十二月三十一日	3,000	31,275	34,275



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
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11 INTANGIBLE ASSETS (CONTINUED)

(a) Development costs

Development costs represent expenditure incurred for developing website and mobile applications that has been recognised in accordance with the accounting policy set out in note 2(h) and are internally generated.

(b) Amortisation

The amortisation charges of mobile games for the year are included in “Administrative expenses” in the consolidated statement of profit or loss.

No amortisation charge of development costs was recognised during 2020 and 2019 as the intangible assets were not yet available for use up to 31 December 2020.

(c) Write off

During 31 December 2020, the Group decided to write off the development costs of mobile applications in view of the outbreak of the COVID-19 pandemic which has caused further uncertainties in the Group’s developments in mobile applications. As a result, the carrying amount of the development costs of HK\$3,000,000 was written off in “Administrative expenses” in the consolidated statement of profit or loss.

(d) Impairment loss

On 31 December 2020, the management realised that the performance of mobile games and applications segment was worse than expected due to tough economic environment and strong market competition. After the assessment on the respective date, the management determined to recognise impairment loss of HK\$19,003,000 in the consolidated statement of profit or loss.

11 無形資產 (續)

(a) 開發成本

開發成本指開發網站及手機應用程式所產生之開支，有關開支已根據會計政策(載於附註2(h)) 確認及於內部產生。

(b) 攤銷

本年度手機遊戲攤銷開支已計入綜合損益表內之「行政開支」。

於二零二零年及二零一九年並無確認開發成本攤銷開支，原因是截至二零二零年十二月三十一日該等無形資產未可供使用。

(c) 撇銷

於二零二零年十二月三十一日，鑒於COVID-19大流行爆發導致本集團手機應用程式開發存在更多不確定性，本集團決定撇銷手機應用程式開發成本。因此，開發成本賬面值3,000,000港元於綜合損益表中「行政開支」內撇銷。

(d) 減值虧損

於二零二零年十二月三十一日，管理層認為由於惡劣的經濟環境及市場競爭激烈，手機遊戲及應用分部之業績比預期差。於有關日期評估後，管理層決定於綜合損益表確認減值虧損19,003,000港元。

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12 GOODWILL

12 商譽

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Cost	成本		
At 1 January and 31 December	於一月一日及十二月三十一日	109,669	109,669
Accumulated impairment	累計減值		
At 1 January	於一月一日	69,878	24,903
Impairment loss	減值虧損	19,555	44,975
At 31 December	於十二月三十一日	89,433	69,878
Carrying amount	賬面值		
At 31 December	於十二月三十一日	20,236	39,791

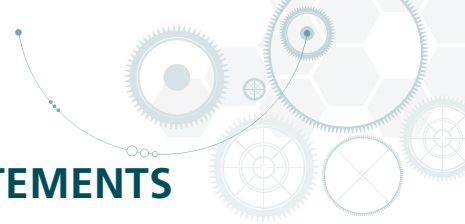
Impairment test for cash-generating units containing goodwill

Goodwill is allocated to the Group's cash-generating units ("CGUs") identified according to country of operation and operating segment as follows:

包含商譽之現金產生單位之減值測試

商譽分配至本集團根據經營所在國家及經營分部識別之現金產生單位（「現金產生單位」），詳情如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Software platform – Hong Kong ("Unit A")	軟件平台—香港（「單位A」）	20,236	20,236
Mobile games and applications – Hong Kong ("Unit B")	手機遊戲及應用—香港（「單位B」）	–	19,555
		20,236	39,791



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12 GOODWILL (CONTINUED)

The directors have reviewed the carrying amount of goodwill in accordance with HKAS 36 "Impairment of Assets" as follows:

Unit A

The recoverable amount of the CGU is determined based on the value-in-use calculation under the income approach, which includes the discounted cash flows sourced from the financial budgets approved by the management covering a five-year period, and the pre-tax discount rate of approximately 17.0% (2019: 17.0%) that reflects current market assessment of the time value of money and the risks specific to the CGU.

Cash flow projections during the budget period are based on the expected revenue from existing and potential customers throughout the budget period. The cash flows beyond that five-year period have been extrapolated using a steady 3.0% (2019: 3.0%) per annum growth rate. The growth rate does not exceed the long-term average growth rate for the market.

The key assumptions used in the value-in-use calculations for the CGU are as follows:

Budgeted market share	The values assigned to the assumption reflect past experience, except for the growth factor, which is consistent with the directors' estimation of the revenue from existing and potential customers. The directors believe that planned revenue growth per year for the next five years is reasonably achievable.
Number of service contracts	In order to maintain successive business operations of the CGU, the directors believe that there is no particular difficulty in renewal of the service contracts of the existing customers in the CGU.

The directors believe that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the carrying amount of the CGU to exceed its recoverable amount.

12 商譽 (續)

董事已根據香港會計準則第36號「資產減值」審閱商譽之賬面值，如下所示：

單位A

現金產生單位之可收回金額根據收入法按使用價值之計算釐定，包括來自管理層所批准涵蓋五年期間之財政預算之已貼現現金流量，以及反映現時市場對貨幣時間價值之評估及現金產生單位特有風險之稅前貼現率約17.0% (二零一九年：17.0%)。

於預算期間之現金流量預測基於整個預算期間來自現有及潛在客戶之預期收益作出。超過五年期之現金流量已採用穩定年增長率3.0% (二零一九年：3.0%) 推算。該增長率不超過市場之長期平均增長率。

現金產生單位之使用價值計算所用之主要假設如下：

預算市場份額	假設所指定之價值反映過往經驗 (增長因素除外)，與董事對來自現有及潛在客戶之收益所作估計一致。董事相信，未來五年之每年計劃收益增長可合理實現。
服務合約數目	為維持現金產生單位持續經營業務，董事相信，重續現金產生單位中現有客戶之服務合約並無特別困難。

董事認為，可收回金額依據之主要假設如有任何合理可能變動，不會造成現金產生單位之賬面值超過其可收回金額。



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12 GOODWILL (CONTINUED)

Unit B

The recoverable amount of the CGU is determined based on the value-in-use calculation under the income approach, which includes the discounted cash flows sourced from the financial budgets approved by the management covering a five-year period, and the pre-tax discount rate of approximately 22.4% (2019: 25.6%) that reflects current market assessment of the time value of money and the risks specific to the CGU.

Cash flow projections during the budget period are based on the expected revenue from existing and potential customers throughout the budget period. The cash flows beyond that five-year period have been extrapolated using a steady 3.0% (2019: 3.0%) per annum growth rate. The growth rate does not exceed the long-term average growth rate for the market.

The recoverable amounts of the CGU for the years ended 31 December 2020 and 2019 have been referenced to the valuation report prepared by Avista Valuation Advisory Limited, an independent professional valuer.

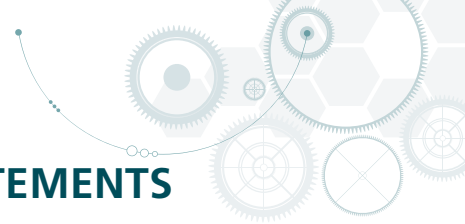
12 商譽 (續)

單位B

現金產生單位之可收回金額根據收入法按使用價值之計算釐定，包括來自管理層所批准涵蓋五年期間之財政預算之已貼現現金流量，以及反映現時市場對貨幣時間價值之評估及現金產生單位特有風險之稅前貼現率約22.4% (二零一九年：25.6%)。

於預算期間之現金流量預測基於整個預算期間來自現有及潛在客戶之預期收益作出。超過五年期之現金流量已採用穩定年增長率3.0% (二零一九年：3.0%) 推算。該增長率不超過市場之長期平均增長率。

截至二零二零年及二零一九年十二月三十一日止年度之現金產生單位可收回金額已參考獨立專業估值師艾華迪評估諮詢有限公司編製之估值報告。



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12 GOODWILL (CONTINUED)

Unit B (Continued)

The key assumptions used in the value-in-use calculations for the CGU are as follows:

Budgeted market share The values assigned to the assumption reflect past experience, except for the growth factor, which is consistent with the directors' estimation of the revenue from existing and potential customers. The directors believe that planned revenue growth per year for the next five years is reasonably achievable.

Budgeted income It includes estimated income from existing mobiles games and applications and these products in the pipeline, taking into account games and applications popularity and its income patterns, industry growth and the Group's strategy in operation. The directors believe this budgeted income is justified given the strong game development capability and experience of games, the cooperation with major third-party distribution platforms and the historical record of developing its games.

The impairment testing resulted in an impairment of HK\$19,555,000 (2019: HK\$44,975,000) recognised in consolidated statement of profit or loss for the year ended 31 December 2020. The impairment arose in view of the deterioration in revenue level and operating results of the CGU in the current year and current economic environment in Hong Kong.

12 商譽 (續)

單位B (續)

現金產生單位之使用價值計算所用之主要假設如下：

預算市場份額 假設所指定之價值反映過往經驗 (增長因素除外)，與董事對來自現有及潛在客戶之收益所作估計一致。董事相信，未來五年之每年計劃收益增長可合理實現。

預算收入 包括來自現有手機遊戲及應用以及籌備中手機遊戲及應用之估計收入，當中考慮到遊戲及應用受歡迎程度及其收入模式、行業增長及本集團之營運策略。董事相信，鑒於超卓遊戲開發能力及遊戲體驗、與主要第三方分銷平台合作以及開發遊戲之歷史記錄，故這項預算收入屬合理。

減值測試導致於截至二零二零年十二月三十一日止年度之綜合損益表內確認減值19,555,000港元 (二零一九年：44,975,000港元)。減值乃由本年度現金產生單位收益水平及經營業績惡化及香港現時之經濟環境所致。

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13 INVESTMENT IN EQUITY SECURITIES

13 股本證券之投資

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Unlisted equity securities	非上市股本證券	–	152

The unlisted equity securities represented 5% equity interests in Metro Rainbow Limited, a company incorporated in the BVI and has its wholly-owned subsidiary, Fligro Limited (formerly known as Online Troop Company Limited) (together "Metro Group"). Metro Group is engaged in online shopping business. The Group designated its investment in Metro Group at FVOCI (non-recycling), as the investment is held for strategic purposes. No dividends were received on this investment during the year (2019: HK\$Nil).

On 19 May 2020, the Group disposed of all of its equity interest in Metro Group for a cash consideration of US\$1 to an independent third party.

該非上市股本證券代表於Metro Rainbow Limited (一間於英屬處女群島註冊成立之公司) 及其全資附屬公司Fligro Limited (前稱Online Troop Company Limited) (統稱「Metro集團」) 之5%股本權益之股份。Metro集團從事網上購物業務。由於有關投資乃持作策略用途，本集團指定其於Metro集團之投資透過FVOCI (不可迴轉) 計量。年內並無就此項投資收取任何股息 (二零一九年：零港元)。

於二零二零年五月十九日，本集團向一名獨立第三方出售其於Metro集團全部股本權益，現金代價為1美元。

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14 RIGHT-OF-USE ASSETS

14 使用權資產

		Leased properties 租賃物業 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本			
At 1 January 2019	於二零一九年一月一日	3,835	3,394	7,229
Additions	添置	2,149	—	2,149
Adjustment as a result of early termination of leases	因提前終止租賃而調整	(3,357)	—	(3,357)
Exchange adjustments	外匯調整	(2)	—	(2)
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	2,625	3,394	6,019
Adjustment as a result of early termination of leases	因提前終止租賃而調整	(632)	—	(632)
Disposal of subsidiaries	出售附屬公司	—	(3,394)	(3,394)
Write off	撇銷	(442)	—	(442)
Exchange adjustments	外匯調整	4	—	4
At 31 December 2020	於二零二零年十二月三十一日	1,555	—	1,555
Accumulated depreciation	累計折舊			
At 1 January 2019	於二零一九年一月一日	—	—	—
Charge for the year	本年度扣除	3,049	1,096	4,145
Adjustment as a result of early termination of leases	因提前終止租賃而調整	(2,228)	—	(2,228)
Exchange adjustments	外匯調整	(1)	—	(1)
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	820	1,096	1,916
Charge for the year	本年度扣除	980	1,004	1,984
Adjustment as a result of early termination of leases	因提前終止租賃而調整	(332)	—	(332)
Disposal of subsidiaries	出售附屬公司	—	(2,100)	(2,100)
Write off	撇銷	(442)	—	(442)
Exchange adjustment	外匯調整	1	—	1
At 31 December 2020	於二零二零年十二月三十一日	1,027	—	1,027
Carrying amount	賬面值			
At 31 December 2020	於二零二零年十二月三十一日	528	—	528
At 31 December 2019	於二零一九年十二月三十一日	1,805	2,298	4,103

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14 RIGHT-OF-USE ASSETS (CONTINUED)

The Group has obtained the right to use of certain properties as its office premises through tenancy agreements. The leases typically run for a period of 2 to 3 years (2019: 2 to 3 years). None of the leases includes variable lease payments.

Details of the maturity analysis of lease liabilities are set out in note 21.

15 CONTRACT ASSETS AND LIABILITIES

(a) Contract assets

Arising from performance under licensing arrangement 履行許可權安排所產生

The Group recognised revenue from licensing arrangements at a point in time upon the licensees had the rights to use the Group's intellectual property and the Group had conditionally entitled to the consideration under the payment terms set out in the licensing agreements.

14 使用權資產 (續)

本集團已透過租賃協議獲得若干物業之使用權作為其辦公室物業。該等租賃通常為期二至三年(二零一九年:二至三年)。該等租賃均不包含可變租賃付款。

租賃負債之期限分析詳情載於附註21。

15 合約資產及負債

(a) 合約資產

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Arising from performance under licensing arrangement 履行許可權安排所產生	—	3,865

本集團於持牌人有權使用本集團之知識產權且本集團具有條件權利按許可權協議所載付款條款收取代價之時間點，確認來自許可權安排之收益。

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15 CONTRACT ASSETS AND LIABILITIES (CONTINUED)

(b) Contract liabilities

These represent billings in advance of performance under IT service contracts with customers.

When the Group receives a deposit before the service commences, this will give rise to contract liabilities at the start of a contract until the revenue recognised on the project exceeds the amount of the deposits. The Group typically receives a certain deposit, which is negotiated on case by case basis with customers, on acceptance of IT service contracts.

15 合約資產及負債 (續)

(b) 合約負債

該等金額為與客戶訂立之資訊科技服務合約項下履約預收款項。

倘本集團於服務開始前收取按金，有關按金會於合約開始時產生合約負債，直至有關項目確認收益超過按金金額為止。本集團一般會收取若干按金，有關按金在接納資訊科技服務合約時會根據個別情況與客戶協商。

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At 1 January	於一月一日	5,196	6,735
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	由於在年內確認之收益計入於年初之合約負債導致合約負債減少	(4,297)	(6,634)
Increase in contract liabilities as a result of billing in advance of performance under IT service contracts	由於資訊科技服務合約項下履約預收款項導致合約負債增加	19,037	18,568
Decrease in contract liabilities as a result of recognising revenue in respect of the new contract liabilities entitled during the year	由於在年內確認新合約負債相關收益導致合約負債減少	(16,106)	(13,473)
At 31 December	於十二月三十一日	3,830	5,196

The amount of billings in advance of performance expected to be recognised as revenue after more than one year is HK\$226,000 (2019: HK\$179,000).

預期將於逾一年後確認為收益之履約預收款項金額為226,000港元 (二零一九年：179,000港元)。

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16 TRADE AND OTHER RECEIVABLES

16 應收賬款及其他應收款

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Gross amount of trade receivables	應收賬款總額	7,641	6,053
Less: loss allowance	減：虧損撥備	(5,554)	(118)
Deposits and other receivables	按金及其他應收款	2,087	5,935
Prepayments	預付款	5,228	5,877
		6,455	2,376
		13,770	14,188

All of the Group's trade and other receivables, apart from certain deposits and prepayments of HK\$3,311,000 (2019: HK\$245,000), expected to be recovered or recognised as expenses within one year.

除金額為3,311,000港元（二零一九年：245,000港元）之若干按金及預付款外，本集團所有應收賬款及其他應收款，預期可於一年內收回或確認為開支。

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16 TRADE AND OTHER RECEIVABLES (CONTINUED)

Ageing analysis

As of the end of the reporting period, the ageing analysis of trade receivables, based on the invoice date and net of loss allowance, is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Within 1 month	少於一個月	676	1,673
More than 1 but less than 3 months	超過一個月但少於三個月	694	505
More than 3 but less than 6 months	超過三個月但少於六個月	301	2,053
More than 6 but less than 12 months	超過六個月但少於十二個月	416	1,704
		2,087	5,935

Further details on the Group's credit policy and credit risk arising from trade receivables are set out in note 26(a).

16 應收賬款及其他應收款 (續)

賬齡分析

於報告期末，應收賬款根據發票日期及扣除虧損撥備之賬齡分析如下：

本集團信貸政策以及應收賬款產生之信貸風險之更多詳情載於附註26(a)。

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17 LOANS AND INTEREST RECEIVABLES

The Group's loans and interest receivables arise from the money lending business of providing loans in Hong Kong by a wholly-owned subsidiary of the Company. The Group seeks to maintain strict control over its outstanding loans and interest receivables to minimise credit risk. Overdue balances are reviewed regularly by management.

17 應收貸款及利息

本集團之應收貸款及利息由本公司全資附屬公司於香港提供貸款之放債業務所產生。本集團力求對其未償還應收貸款及利息維持嚴格控制，以盡量減少信貸風險。逾期結餘由管理層定期審查。

		2020 二零二零年			2019 二零一九年		
		Loan portion 貸款部分 HK\$'000 千港元	Interest portion 利息部分 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Loan portion 貸款部分 HK\$'000 千港元	Interest portion 利息部分 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Secured loans by:	以下列各項作為抵押之 抵押貸款：						
– mortgage	一按揭	5,000	–	5,000	12,000	697	12,697
– personal guarantees	一個人擔保	48,178	4,733	52,911	55,300	3,125	58,425
Unsecured loans	無抵押貸款	42,167	4,779	46,946	43,265	2,648	45,913
		95,345	9,512	104,857	110,565	6,470	117,035
		(18,735)	(3,356)	(22,091)	(4,520)	(412)	(4,932)
Less: loss allowance	減：虧損撥備						
		76,610	6,156	82,766	106,045	6,058	112,103

Loans receivable are interest-bearing at rates ranging from 10.0% to 58.9% (2019: 10.0% to 58.9%) per annum and repayable on maturity date under the terms in contractual agreements or on demand in writing by the Group.

應收貸款按年利率介乎10.0%至58.9%（二零一九年：10.0%至58.9%）計息，並由本集團於到期日根據合同協議條款或按書面要求償還。

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17 LOANS AND INTEREST RECEIVABLES (CONTINUED)

Ageing analysis is prepared based on contractual due date:

		2020 二零二零年			2019 二零一九年		
		Loan portion 貸款部分 HK\$'000 千港元	Interest portion 利息部分 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Loan portion 貸款部分 HK\$'000 千港元	Interest portion 利息部分 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Current (not past due)	流動 (未逾期)	67,095	2,822	69,917	81,625	4,756	86,381
Less than 3 months past due	逾期少於三個月	–	1,626	1,626	24,420	1,302	25,722
3 to 6 months past due	逾期三至六個月	1,507	566	2,073	–	–	–
Over 6 months past due	逾期六個月以上	8,008	1,142	9,150	–	–	–
		76,610	6,156	82,766	106,045	6,058	112,103

The credit quality of loans and interest receivables that are neither past due nor impaired has been assessed by reference to historical information about counterparty default rates. The existing counterparties do not have defaults in the past.

Further details on the Group's credit policy are set out in note 26(a).

17 應收貸款及利息 (續)

賬齡分析根據合同到期日編製：

無逾期或減值之應收貸款及利息之信貸質素參考有關交易方違約比例之過往資料作評估。現有交易方過往並無欠款。

有關本集團信貸政策的更多詳情載於附註26(a)。

18 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION

(a) Cash and cash equivalents comprise cash at bank and on hand

As at 31 December 2020, the cash and cash equivalents of the Group denominated in Renminbi ("RMB") amounted to HK\$679,000 (2019: HK\$2,716,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

18 現金及現金等值物及其他現金 流量資料

(a) 組成銀行及手頭現金之現金及現金等值物

於二零二零年十二月三十一日，本集團以人民幣（「人民幣」）計值之現金及現金等值物為679,000港元（二零一九年：2,716,000港元）。人民幣不能自由兌換至其他貨幣，然而，根據中國內地之外匯管理條例以及結匯、售匯及付匯管理規定，本集團可透過獲授權進行外匯業務之銀行將人民幣兌換為其他貨幣。

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18 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (CONTINUED)

(b) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

18 現金及現金等值物及其他現金流量資料 (續)

(b) 自融資活動產生之負債對賬

下表載列本集團來自融資活動之負債變動 (包括現金及非現金變動) 詳情。自融資活動產生之負債為其現金流量或未來現金流量將在本集團綜合現金流量表中分類為融資活動所得之現金流量之負債。

		Interest-bearing borrowings 附息借款 HK\$'000 千港元 (note 20) (附註20)	Lease liabilities 租賃負債 HK\$'000 千港元 (note 21) (附註21)	Total 總計 HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	33,000	7,023	40,023
Changes from financing cash flows:	融資活動現金流量變動：			
Capital element of lease rentals paid	已付租賃租金之本金部分	—	(4,031)	(4,031)
Interest element of lease rentals paid	已付租賃租金之利息部分	—	(299)	(299)
Interest paid	已付利息	(2,028)	—	(2,028)
Proceeds from new bank loans	新銀行貸款所得款項	43,200	—	43,200
New loan from a third party	來自一名第三方之新貸款	10,000	—	10,000
Repayment of bank loans	償還銀行貸款	(2,934)	—	(2,934)
Loans repayment to third parties	向第三方償還貸款	(43,000)	—	(43,000)
		5,238	(4,330)	908
Other changes:	其他變動：			
Increase in lease liabilities from entering into new leases	訂立新租賃產生之租賃負債增加	—	2,149	2,149
Adjustment as a result of early termination of leases	因提前終止租賃而調整	—	(1,149)	(1,149)
Interest expenses (note 5(a))	利息開支 (附註5(a))	2,028	299	2,327
Exchange adjustments	外匯調整	—	(1)	(1)
		2,028	1,298	3,326
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	40,266	3,991	44,257

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18 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (CONTINUED)

(b) Reconciliation of liabilities arising from financing activities (Continued)

18 現金及現金等值物及其他現金流量資料 (續)

(b) 自融資活動產生之負債對賬 (續)

		Interest-bearing borrowings 附息借款 HK\$'000 千港元 (note 20) (附註20)	Lease liabilities 租賃負債 HK\$'000 千港元 (note 21) (附註21)	Total 總計 HK\$'000 千港元
Changes from financing cash flows:	融資活動現金流量變動：			
Capital element of lease rentals paid	已付租賃租金之本金部分	—	(1,687)	(1,687)
Interest element of lease rentals paid	已付租賃租金之利息部分	—	(143)	(143)
Interest paid	已付利息	(1,753)	—	(1,753)
New loans from third parties	來自第三方之新貸款	1,900	—	1,900
Repayment of bank loans	償還銀行貸款	(4,106)	—	(4,106)
Loan repayment to a third party	向一名第三方償還貸款	(1,000)	—	(1,000)
		(4,959)	(1,830)	(6,789)
Other changes:	其他變動：			
Adjustment as a result of early termination of leases	因提前終止租賃而調整	—	(316)	(316)
Disposal of subsidiaries (note 29(b))	出售附屬公司 (附註29(b))	—	(1,443)	(1,443)
Interest expenses (note 5(a))	利息開支 (附註5(a))	1,753	143	1,896
Exchange adjustments	外匯調整	—	(2)	(2)
		1,753	(1,618)	135
At 31 December 2020	於二零二零年十二月三十一日	37,060	543	37,603

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19 TRADE AND OTHER PAYABLES

19 應付賬款及其他應付款

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Trade payables	應付賬款	1,446	1,405
Accrued charges and other payables	應計費用及其他應付款	1,756	1,246
		3,202	2,651

All trade and other payables are expected to be settled within one year or repayable on demand.

所有應付賬款及其他應付款預期將於一年內清償或按要求償還。

Included in trade payables are trade creditors with the following ageing analysis as of the end of the reporting period:

計入應付賬款的應付貿易賬項於報告期末的賬齡分析如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Due within 1 month or on demand	一個月內到期或按要求	1,446	1,405

20 INTEREST-BEARING BORROWINGS

The interest-bearing borrowings are repayable within one year or on demand (including those with repayable on demand clause).

20 附息借款

附息借款須於一年內償還或按要求償還 (包括設有按要求償還條款之借款)。

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Bank loans	銀行貸款	36,160	40,266
Loan from a third party	來自一名第三方之貸款	900	—
		37,060	40,266

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20 INTEREST-BEARING BORROWINGS (CONTINUED)

The maturity of interest-bearing borrowings, based on the schedule repayment dates set out in the loan agreements, is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Within 1 year	一年內	15,214	14,105
After 1 year but within 2 years	一年後至兩年內	1,776	4,314
After 2 years but within 5 years	兩年後至五年內	2,849	3,639
More than 5 years	五年以上	17,221	18,208
		37,060	40,266

Details on the interest rate profile of the Group are set out in note 26(c).

The interest-bearing borrowings are secured by the Group's land and buildings and a motor vehicle with carrying amounts of HK\$30,583,000 and HK\$1,326,000 (2019: HK\$34,707,000 and HK\$Nil) respectively and corporate guarantee from the Company and two subsidiaries.

20 附息借款 (續)

附息借款基於貸款協議所載預定還款日期之期限如下：

本集團之利率情況詳情載於附註26(c)。

附息借款由本集團賬面值分別為30,583,000港元及1,326,000港元(二零一九年：34,707,000港元及零港元)之土地及樓宇及一輛汽車以及本公司及兩間附屬公司之公司擔保抵押。

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21 LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities:

21 租賃負債

下表顯示本集團租賃負債之剩餘合約期限：

		2020 二零二零年		2019 二零一九年	
		Present value of the minimum lease payments 最低租賃 付款現值 HK\$'000 千港元	Total minimum lease payments 最低租賃 付款總額 HK\$'000 千港元	Present value of the minimum lease payments 最低租賃 付款現值 HK\$'000 千港元	Total minimum lease payments 最低租賃 付款總額 HK\$'000 千港元
Within 1 year	一年內	543	555	2,724	2,850
After 1 year but within 5 years	一年後至五年內	–	–	1,267	1,289
		543	555	3,991	4,139
Less: total future interest expenses	減：未來利息開支總額		(12)		(148)
Present value of lease liabilities	租賃負債現值		543		3,991

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22 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(a) *Current tax payable in the consolidated statement of financial position represents:*

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Balance of profits tax provision relating to prior year 以往年度之利得稅撥備結餘	53	715

(b) *Deferred tax assets/liabilities recognised*

The component of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

22 綜合財務狀況表之所得稅

(a) *綜合財務狀況表之應付即期稅項指：*

(b) *已確認之遞延稅項資產／負債*

於綜合財務狀況表確認之遞延稅項資產／(負債) 部分及年內變動呈列如下：

		Tax allowance in excess of the related amortisation 超過相關 攤銷之 稅項虧損	Fair value adjustment on intangible assets 無形資產 之公平值 調整	Total	
Deferred tax assets/ (liabilities) arising from:					
遞延稅項資產／（負債）產生自：		稅項虧損 HK\$'000 千港元	稅項撥備 HK\$'000 千港元	總計 HK\$'000 千港元	
At 1 January 2019	於二零一九年一月一日	1,248	(497)	(6,781)	(6,030)
Credited to profit or loss	於損益計入	–	–	2,118	2,118
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	1,248	(497)	(4,663)	(3,912)
Credited to profit or loss	於損益計入	–	497	4,663	5,160
At 31 December 2020	於二零二零年 十二月三十一日	1,248	–	–	1,248



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22 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

(c) *Deferred tax assets/liabilities not recognised*

As at 31 December 2020, the Group has cumulative tax losses of approximately HK\$97,903,000 (2019: HK\$82,507,000). Of which, the Group has recognised deferred tax assets in respect of these tax losses to the extent of approximately HK\$7,565,000 (2019: HK\$7,565,000). The Group has not recognised deferred tax assets in respect of the remaining tax losses of approximately HK\$90,338,000 (2019: HK\$74,942,000) due to the unpredictability of future profit streams. Of the total unrecognised tax losses, HK\$1,658,000 (2019: HK\$5,096,000) will be expired within 5 years and the remaining tax losses of HK\$88,680,000 (2019: HK\$69,846,000) have no expiry date under the current tax legislation. Other temporary differences are not material.

23 DEFINED CONTRIBUTION RETIREMENT PLANS

The Group operates a mandatory provident fund scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the scheme vest immediately.

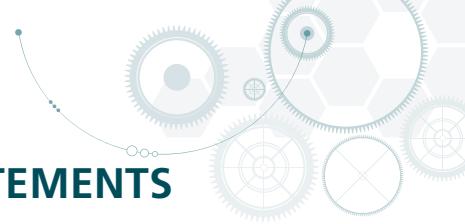
22 綜合財務狀況表之所得稅 (續)

(c) 尚未確認之遞延稅項資產／負債

於二零二零年十二月三十一日，本集團累計稅項虧損約為97,903,000港元（二零一九年：82,507,000港元）。其中，本集團就該等稅項虧損確認遞延稅項資產約7,565,000港元（二零一九年：7,565,000港元）。由於未來溢利來源無法估計，本集團並無就約90,338,000港元（二零一九年：74,942,000港元）之餘下稅項虧損確認遞延稅項資產。未被確認之稅項虧損總額當中，1,658,000港元（二零一九年：5,096,000港元）將於五年內到期，而根據目前稅項法例，餘下之稅項虧損88,680,000港元（二零一九年：69,846,000港元）並無屆滿日期。其他暫時性差額並不重大。

23 定額供款退休計劃

本集團根據香港法例第485章強制性公積金計劃條例為受香港僱傭條例管轄之司法權區之受聘僱員設立一項強制性公積金計劃（「強積金計劃」）。強積金計劃為一項由獨立受託人管理之定額供款退休計劃。根據強積金計劃，僱主及其僱員各自須按僱員相關收入之5%向計劃供款，最高為每月相關收入之30,000港元。計劃供款即時歸屬。



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23 DEFINED CONTRIBUTION RETIREMENT PLANS (CONTINUED)

The employees of a subsidiary in the PRC are members of the state-sponsored retirement benefit scheme organised by the relevant local government authority in the PRC. The subsidiary is required to contribute, based on a certain percentage of the basic salary of its employees, to the retirement benefit scheme and has no further obligations for the actual payment of pensions or post-retirement benefits beyond the annual contributions. The state-sponsored retirement benefit scheme represents for the entire pension obligations payable to retired employees.

In the opinion of the directors of the Company, the Group did not have any significant contingent liabilities as at 31 December 2020 and 2019 in respect of the retirement of its employees.

24 EQUITY SETTLED SHARE-BASED TRANSACTIONS

On 8 May 2013, the Company passed an ordinary resolution at the annual general meeting regarding the termination of the old share option scheme which was adopted on 25 November 2003 (the "Old Share Option Scheme") and adopted a new share option scheme (the "New Share Option Scheme") whereby the board of directors of the Company may, at its discretion, grant share options to the eligible participants including any employees, directors, suppliers, consultants, agents and advisers or any person in the sole discretion of the board of directors for the primary purpose to recognise and motivate their contributions to the Group.

On 29 April 2016, the Company passed an ordinary resolution at the extraordinary general meeting to amend the definition of "Eligible Participant" of the New Share Option Scheme and the definition of "Invested Entity" be added to the New Share Option Scheme ("Amendments to the New Share Option Scheme").

23 定額供款退休計劃 (續)

一間中國附屬公司之僱員為中國相關地方政府當局管理之國家資助退休福利計劃之成員。該附屬公司須按其僱員之基本薪金之若干百分比向退休福利計劃供款，除年度供款外，毋須承擔有關實際退休金付款或退休福利之進一步責任。國家資助退休福利計劃就應向退休僱員支付之全部退休金負責。

本公司董事認為，本集團於二零二零年及二零一九年十二月三十一日，並無任何有關其僱員退休之重大或然負債。

24 以股本結算之股份交易

於二零一三年五月八日，本公司於股東週年大會通過有關終止舊購股權計劃（「舊購股權計劃」），乃於二零零三年十一月二十五日採納之普通決議案，並採納新購股權計劃（「新購股權計劃」），據此，本公司董事會可酌情向合資格參與者（包括僱員、董事、供應商、諮詢顧問、代理及顧問或董事會全權酌情決定之任何人士）授出購股權，旨在肯定及鼓勵彼等對本集團作出貢獻。

於二零一六年四月二十九日，本公司於股東特別大會上通過普通決議案，對新購股權計劃下「合資格參與者」及「投資實體」之定義進行修訂並加入新購股權計劃（「新購股權計劃修訂」）。



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24 EQUITY SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

Unless it is approved by shareholders in a general meeting of the Company, the maximum number of shares available for subscription under Amendments to the New Share Option Scheme or any other option scheme adopted by the Company is subject to:

- (i) The maximum number of shares of the Company which may be issued upon exercise of all options granted under Amendments to the New Share Option Scheme or any other share option scheme adopted by the Company must not exceed 30% of its issued share capital from time to time; and
- (ii) The total number of shares which may be issued upon exercise of all options to be granted under Amendments to the New Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the shares in issue at the date of the approval of Amendments to the New Share Option Scheme/at the date of passing the relevant resolution in general meeting.

The maximum number of shares issuable under the options to each eligible participant in any 12-month period is limited to 1% of the shares in issue unless it is approved by shareholders in general meeting of the Company.

Any grant of options under Amendments to the New Share Option Scheme to a director, chief executive or substantial shareholder of the Company, or any of their respective associates must be approved by independent non-executive directors (excluding any independent non-executive director who is the proposed grantee of the options).

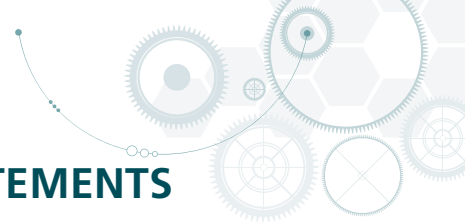
24 以股本結算之股份交易 (續)

除非於本公司股東大會上獲股東批准，於新購股權計劃修訂或本公司採納之任何其他購股權計劃項下可供認購之最高股份數目受限於以下各項：

- (i) 本公司根據新購股權計劃修訂或本公司採納之任何其他購股權計劃授出之所有購股權獲行使時可能發行之本公司股份數目上限，不得超過其不時已發行股本之30%；及
- (ii) 根據新購股權計劃修訂及本集團任何其他購股權計劃將予授出之所有購股權獲行使時可能發行之股份總數合共不得超過於新購股權計劃修訂獲批准之日期／相關決議案於股東大會獲通過之日期已發行股份之10%。

於任何十二個月期間，根據購股權可向每名合資格參與者發行之最高股份數目為已發行股份之1%，除非於本公司股東大會上經股東批准則作別論。

根據新購股權計劃修訂向本公司董事、主要行政人員或主要股東或彼等各自之聯繫人授出購股權，必須經獨立非執行董事（不包括其本身為購股權建議承授人之獨立非執行董事）批准。



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24 EQUITY SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

Any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their respective associates, in excess of 0.1% of the shares in issue and with an aggregate value (based on the closing price of the shares at the date of each grant) in excess of HK\$5 million, in any 12-month period, are subject to shareholders' approval in general meeting of the Company.

The offer of a grant of share options may be accepted within 28 days from the date of the offer of the option. The consideration for a grant of options by the Company is HK\$1.00. The exercise period of the share options granted is determined by the board of directors.

The exercise price of the share options is determined by the board of directors providing that the price shall not be less than the highest of (i) the closing price of the shares on GEM as stated in the Stock Exchange's daily quotations sheets on the date of the offer, which must be a trading day; (ii) the average closing price of the shares on GEM as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of the shares.

The total number of share option that could be granted was limited to 127,264,000 shares at par value of HK\$0.04 each, representing approximately 10% of the total issued shares of the Company on the date of passing the resolution to refresh the New Share Option Scheme limit at the annual general meeting on 25 June 2018.

No share option under the Old Share Option Scheme or Amendments to the New Share Option Scheme was granted or outstanding during the years ended 31 December 2020 and 2019.

24 以股本結算之股份交易 (續)

於任何十二個月期間，向本公司主要股東或獨立非執行董事或彼等各自之任何聯繫人授出之任何購股權，如超過已發行股份0.1%及總值（根據授出日期之各自股份收市價計算）超過5,000,000港元，均須於本公司股東大會上獲股東批准。

購股權授出建議可於授出購股權建議日期起計28日內接納。接納本公司授出購股權之代價為1.00港元。授出購股權之行使期間由董事會釐定。

購股權行使價乃由董事會釐定，惟行使價不得低於以下最高者：(i)建議授出日期（必須為交易日）於聯交所每日報價表所報股份於GEM之收市價；(ii)緊接建議授出日期前五個交易日聯交所每日報價表所報股份於GEM之平均收市價；及(iii)股份面值。

可授出之購股權總數上限為127,264,000股每股面值0.04港元之股份，佔於二零一八年六月二十五日股東週年大會通過更新新購股權計劃之決議案當日本公司之已發行股份總額約10%。

截至二零二零年及二零一九年十二月三十一日止年度內並無根據舊購股權計劃或新購股權計劃修訂授出或尚未行使之購股權。

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25 CAPITAL AND RESERVES

(a) Share capital

Authorised and issued share capital

	Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
Authorised:		
Ordinary shares		
At 31 December 2019 and 31 December 2020 of HK\$0.04 each		
法定： 普通股 於二零一九年十二月三十一日及 二零二零年十二月三十一日 每股面值0.04港元	3,000,000	120,000
Issued and fully paid:		
Ordinary shares		
At 31 December 2019 and 31 December 2020 of HK\$0.04 each		
已發行及繳足： 普通股 於二零一九年十二月三十一日及 二零二零年十二月三十一日 每股面值0.04港元	1,272,640	50,906

(b) Nature and purpose of reserves

(i) Share premium

Under the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, the 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 in the ordinary course of business.

(ii) Capital reserve

The capital reserve represents capital contribution from shareholders in the form of interest-free loans. The amounts are estimated by discounting the nominal value of their non-interest-bearing loans to the Group at current market interest rate for similar financial instruments. An early repayment of interest-free loans represents a reduction in contribution from shareholders and reduces capital reserve accordingly.

25 資本及儲備

(a) 股本

法定及已發行股本

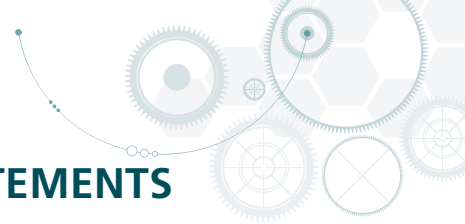
(b) 儲備之性質及用途

(i) 股份溢價

根據開曼群島法例第22章公司法（一九六一年第3號法例，經綜合及修訂），本公司股份溢價賬之資金可分派予本公司股東，惟緊隨建議派發股息日期後，本公司須於其日常業務過程中可償還到期之債務。

(ii) 資本儲備

資本儲備指股東以免息貸款形式注資。金額以給予本集團免息貸款之面值按類似金融工具之現行市場利率貼現估算。提早償還免息貸款指減少股東注資，而資本儲備亦因此相應減少。



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25 CAPITAL AND RESERVES (CONTINUED)

(b) Nature and purpose of reserves (Continued)

(iii) Capital surplus

Capital surplus comprises the unconditional waiver of loans and advances by shareholders of the Company and the Group's former subsidiary.

(iv) Exchange reserve

The exchange 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 policy set out in note 2(v).

(v) Fair value reserve (non-recycling)

The fair value reserve (non-recycling) comprises the cumulative net change in the fair value of equity investments designated at FVOCI under HKFRS 9 "Financial Instruments" that are held at the end of the reporting period (see note 2(f)).

(vi) Other reserve

The other reserve represents (i) the excess of the consideration received for the disposal of 20% equity interest in a non-wholly owned subsidiary over the increase in the carrying amount of the non-controlling interests of HK\$3,000 (2019: HK\$3,000); and (ii) the excess of cash consideration paid for acquisition of additional interests in non-wholly owned subsidiaries over the increase in the carrying amount of the non-controlling interests of HK\$418,000 (2019: HK\$102,000).

25 資本及儲備 (續)

(b) 儲備之性質及用途 (續)

(iii) 資本盈餘

資本盈餘包括本公司股東及本集團前度附屬公司之無條件豁免貸款及墊款。

(iv) 匯兌儲備

匯兌儲備包括因換算國外業務財務報表而產生之所有外匯差額。此儲備乃根據附註2(v)所載之會計政策處理。

(v) 公平值儲備 (不可迴轉)

公平值儲備 (不可迴轉) 包括於報告期末持有根據香港財務報告準則第9號「金融工具」指定為按FVOCI計量的股本投資的公平值累計變動淨額 (見附註2(f))。

(vi) 其他儲備

其他儲備指(i)出售一間非全資附屬公司20%股權已收之代價超過非控股權益賬面值增幅之3,000港元 (二零一九年: 3,000港元); 及(ii)收購非全資附屬公司之額外權益已付之現金代價超過非控股權益賬面值增幅之418,000港元 (二零一九年: 102,000港元)。



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25 CAPITAL AND RESERVES (CONTINUED)

(c) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments as to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure on the basis of an adjusted net debt-to-capital ratio. For this purpose, adjusted net debt is defined as total debt (which includes interest-bearing borrowings and lease liabilities), less cash and cash equivalents. Adjusted capital comprises all components of equity.

The directors of the Company review the capital structure on an ongoing basis. As part of this review, the directors consider the cost of debt and cost of capital. Based on the recommendation of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debts.

Neither the Company nor any of its subsidiaries is subject to externally imposed capital requirements.

(d) Distributability of reserves

At 31 December 2020, the aggregate amounts of reserves available for distribution to owners of the Company is HK\$20,733,000 (2019: HK\$96,879,000).

25 資本及儲備 (續)

(c) 資本管理

本集團管理資本之首要目標為透過將產品及服務之價格訂於與風險相稱之水平及按合理成本籌措融資，保障本集團持續經營業務之能力，從而繼續為股東提供回報及為其他權益持有人帶來裨益。

本集團積極及定期對資本架構開展檢討及管理，以在較高股東回報情況下可能伴隨之較高借貸水平與良好之資本狀況帶來之好處及保障之間取得平衡，並因應經濟環境之變化對資本架構作出調整。

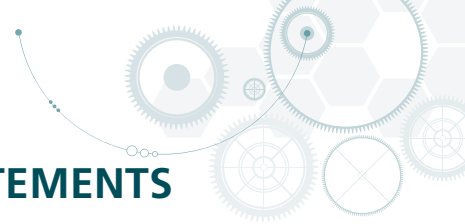
本集團以經調整債務淨額對資本比率為基準，監控其資本結構。就此而言，經調整債務淨額之定義為債務總額（包括付息借款及租賃負債）減現金及現金等值物。經調整資本包括所有權益項目。

本公司董事持續審閱資本結構。作為此審閱之部分，董事考慮債務及資本成本。本集團將根據董事之推薦意見透過支付股息、發行新股以及發行新債務平衡其整體資本結構。

本公司及其任何附屬公司均不受外界施加之資本規定所限制。

(d) 分派儲備

於二零二零年十二月三十一日，可供分派予本公司擁有人之儲備總額為20,733,000港元（二零一九年：96,879,000港元）。



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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade and other receivables, contract assets and loans and interest receivables. The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks for which the Group considers to have low credit risk.

(i) Trade receivables and contract assets

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. At the end of the reporting period, the Group has a concentration of credit risk as 51% (2019: 39%) and 83% (2019: 83%) of total trade receivables and contract assets was due from the largest customer and five largest customers respectively.

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These take into account the customer's past payment history, financial position and other factors. Trade receivables are due within 30 days from the billing date.

The Group measures loss allowances for trade receivables and contract assets 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.

26 財務風險管理及金融工具公平值

信貸、流動資金、利率及貨幣風險乃於本集團一般業務過程中產生。本集團所面對之該等風險及本集團管理該等風險而採用之財務風險管理政策及常規列述如下。

(a) 信貸風險

信貸風險指交易方將違反其合約責任而導致本集團蒙受財務虧損之風險。本集團之信貸風險主要源自應收賬款及其他應收款、合約資產以及應收貸款及利息。本集團來自現金及現金等值物之信貸風險有限，由於交易方為本集團認為具有低信貸風險之銀行。

(i) 應收賬款及合約資產

本集團所承受之信貸風險主要受各客戶之個別特性影響。於報告期末，本集團應收最大客戶及五大客戶之應收賬款及合約資產總額之信貸風險集中度分別為51%（二零一九年：39%）及83%（二零一九年：83%）。

對於所有要求超過若干信貸金額之客戶均會進行個別信貸評估。該等評估考慮客戶之過往付款記錄、財務狀況及其他因素。應收賬款於發票日期起計30日內到期。

本集團按相等於使用撥備矩陣計算之全期預期信貸虧損之金額計量應收賬款及合約資產之虧損撥備。由於本集團之過往信貸虧損經驗並無就不同客戶分部顯示重大虧損模式差異，根據逾期狀態計算之虧損撥備並無於本集團不同客戶群之間進一步區分。

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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(i) Trade receivables and contract assets (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables and contract assets:

		2020 二零二零年			
		Expected average loss rate 預期平均 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	Net carrying amount 賬面淨值 HK\$'000 千港元
Trade receivables	應收賬款				
Current (not past due)	流動 (未逾期)	3.20%	699	(22)	677
Less than 1 month past due	逾期少於一個月	3.40%	585	(20)	565
1 to 3 months past due	逾期一至三個月	3.94%	432	(17)	415
3 to 6 months past due	逾期三至六個月	4.53%	375	(17)	358
6 to 12 months past due	逾期六至十二個月	98.15%	3,950	(3,878)	72
More than 12 months past due	逾期十二個月以上	100.00%	1,600	(1,600)	-
			7,641	(5,554)	2,087
		2019 二零一九年			
		Expected average loss rate 預期平均 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	Net carrying amount 賬面淨值 HK\$'000 千港元
Contract assets	合約資產				
Current (not past due)	流動 (未逾期)	0.26%	3,875	(10)	3,865
Trade receivables	應收賬款				
Current (not past due)	流動 (未逾期)	0.26%	1,677	(4)	1,673
Less than 1 month past due	逾期少於一個月	0.51%	483	(2)	481
1 to 3 months past due	逾期一至三個月	1.03%	386	(4)	382
3 to 6 months past due	逾期三至六個月	2.05%	1,767	(36)	1,731
6 to 12 months past due	逾期六至十二個月	4.10%	1,740	(72)	1,668
			6,053	(118)	5,935

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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(i) Trade receivables and contract assets (Continued)

Expected loss rates are based on actual loss experience in current year. 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 forward-looking economic conditions over the expected lives of the receivables.

Movement in loss allowance in respect of trade receivables and contract assets is as follows:

		Trade receivables 應收賬款 HK\$'000 千港元	Contract assets 合約資產 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	23	3	26
Amounts written off as uncollectible	無法收回需撇銷款項	(18)	–	(18)
Impairment losses recognised during the year	於年內已確認之減值虧損	113	7	120
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	118	10	128
Transfer	轉撥	10	(10)	–
Amounts written off as uncollectible	無法收回需撇銷款項	(31)	–	(31)
Impairment losses recognised during the year	於年內已確認之減值虧損	5,457	–	5,457
At 31 December 2020	於二零二零年十二月三十一日	5,554	–	5,554

No significant changes to estimation techniques or assumptions were made during the reporting period.

26 財務風險管理及金融工具公平值 (續)

(a) 信貸風險 (續)

(i) 應收賬款及合約資產 (續)

預期虧損率根據本年度實際虧損經驗得出。該等比率已作出調整，以反映已取得過往數據期間內之經濟狀況、當前狀況及本集團對應收款之預期年期內之前瞻性經濟狀況之意見之間之差異。

應收賬款及合約資產之虧損撥備變動：

於報告期間，估計方法或假設概無出現重大變動。



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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(ii) Loans and interest receivables

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating;
- external credit rating (as far as available); and
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the counterparties' ability to meet its obligations.

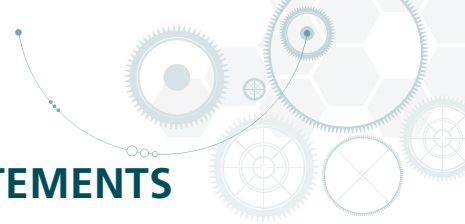
26 財務風險管理及金融工具公平值 (續)

(a) 信貸風險 (續)

(ii) 應收貸款及利息

本集團會考慮於初步確認資產後之違約可能性及信貸風險於各報告期間是否持續出現大幅增加。於評估信貸風險是否出現大幅增加時，本集團會比較於報告日期資產發生違約之風險與初步確認日期發生違約之風險。本集團會考慮可取得之合理可靠前瞻性資料。尤其會將以下指標計入考量：

- 內部信貸評級；
- 外部信貸評級 (如有)；及
- 預期將導致交易方履行債務之能力出現大幅變動之商業、金融或經濟環境之實際或預期重大不利變動。



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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(ii) Loans and interest receivables (Continued)

A summary of the assumptions underpinning the Group's ECL model for the loans and interest receivables is as follows:

Category 類別	Definition of category 類別定義	Basis for recognition of ECL provision 預期信貸虧損撥備之確認基準
Stage 1 第1階段	Exposures where there has not been a significant increase in credit risk since initial recognition and that are not credit-impaired upon origination. 信貸風險自初步確認以來尚未出現大幅增加且於產生後並未出現信貸減值之風險。	Portion of the lifetime ECL associated with the probability of default events occurring within the next 12 months is recognised. 確認與未來十二個月內發生違約事件之可能性相關之全期預期信貸虧損部分。
Stage 2 第2階段	Exposures where there has been a significant increase in credit risk since initial recognition but are not credit-impaired. 信貸風險自初步確認以來出現大幅增加惟並未出現信貸減值之風險。	Lifetime expected losses (i.e. reflecting the remaining lifetime of the financial asset) is recognised. 確認全期預期虧損 (即反映餘下金融資產之可使用年期)。
Stage 3 第3階段	Exposures are assessed as credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred. 倘發生對該資產之估計未來現金流產生不利影響之一項或多項事件，則風險評估為出現信貸減值。	Lifetime expected losses is recognised and interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount. 確認全期預期虧損並應用實際利率於攤銷成本 (扣除撥備) 而非賬面總值以計算利息收益。

26 財務風險管理及金融工具公平值 (續)

(a) 信貸風險 (續)

(ii) 應收貸款及利息 (續)

本集團關於應收貸款及利息之預期信貸虧損模式所依據之假設概要如下：



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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(ii) Loans and interest receivables (Continued)

Loans to the top borrower and top five borrowers constituted approximately 26% and 51% (2019: 22% and 44%) of the Group's loans receivable balance respectively as at 31 December 2020.

The directors consider that the credit risk arising from the loans receivable is significantly mitigated by the collaterals held, if required. The Group does not provide any guarantees which would expose the Group to credit risk.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from other receivables and loans and interest receivables are set out in notes 16 and 17 respectively.

26 財務風險管理及金融工具公平值 (續)

(a) 信貸風險 (續)

(ii) 應收貸款及利息 (續)

借予最大借方和前五名借方之借款分別佔本集團於二零二零年十二月三十一日之應收貸款餘額約26%及51% (二零一九年：22%及44%)。

董事認為應收貸款產生之信貸風險因所持有之抵押品 (倘需要) 而顯著降低。本集團並無提供會令本集團面對信貸風險之任何擔保。

有關本集團因其他應收款以及應收貸款及利息而承受之信貸風險之進一步數據披露分別載於附註16及17。

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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(ii) Loans and interest receivables (Continued)

Movements in the gross amount of loans and interest receivables are as follows:

		Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Gross amount of loans and interest receivables	應收貸款及利息之總金額				
At 1 January 2019	於二零一九年一月一日	110,798	–	–	110,798
New originated	新產生	64,884	–	–	64,884
Transfer	轉撥	(3,688)	3,688	–	–
Repaid during the year	於年內償還	(58,620)	–	–	(58,620)
Write off	撇銷	(27)	–	–	(27)
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	113,347	3,688	–	117,035
New originated	新產生	15,811	29	–	15,840
Transfer	轉撥	(34,604)	34,604	–	–
Transfer as consideration of asset acquisition [#]	轉撥作資產收購代價 [#]	(1,530)	–	–	(1,530)
Repaid during the year	於年內償還	(26,242)	(150)	–	(26,392)
Write off	撇銷	–	(96)	–	(96)
At 31 December 2020	於二零二零年十二月三十一日	66,782	38,075	–	104,857
By class at 31 December 2020	按分類呈列，於二零二零年十二月三十一日				
– Loans receivable	– 應收貸款	64,829	30,516	–	95,345
– Interest receivables	– 應收利息	1,953	7,559	–	9,512
		66,782	38,075	–	104,857
By class at 31 December 2019	按分類呈列，於二零一九年十二月三十一日				
– Loans receivable	– 應收貸款	107,287	3,278	–	110,565
– Interest receivables	– 應收利息	6,060	410	–	6,470
		113,347	3,688	–	117,035

[#] On 28 April 2020, the Group acquired a motor vehicle of HK\$1,530,000 from its loan borrower in which the consideration was satisfied by loans and interest receivables and constituted a non-cash transaction.

[#] 二零二零年四月二十八日，本集團自其貸款借款人購買價值1,530,000港元的一輛汽車，代價以應收貸款及利息支付且構成非現金交易。

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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(ii) Loans and interest receivables (Continued)

An analysis of changes in the corresponding ECL allowances is as follows:

		Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
ECL allowance of loans and interest receivables	應收貸款及利息之 預期信貸虧損撥備				
At 1 January 2019	於二零一九年一月一日	82	–	–	82
New originated	新產生	1,170	–	–	1,170
Transfer to lifetime ECLs not credit-impaired	轉撥至未出現信貸減值之全期預期信貸虧損	(8)	8	–	–
Impact on year ended ECLs of exposures transferred between stages during the year	年內各階段之間轉撥對年末預期信貸虧損之影響	–	3,680	–	3,680
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	1,244	3,688	–	4,932
New originated	新產生	296	29	–	325
Transfer to lifetime ECLs not credit-impaired	轉撥至未出現信貸減值之全期預期信貸虧損	(198)	198	–	–
Impact on year ended ECLs of exposures transferred between stages during the year	年內各階段之間轉撥對年末預期信貸虧損之影響	–	16,834	–	16,834
At 31 December 2020	於二零二零年十二月三十一日	1,342	20,749	–	22,091
By class at 31 December 2020	按分類呈列，於二零二零年十二月三十一日				
– Loans receivable	– 應收貸款	1,338	17,397	–	18,735
– Interest receivables	– 應收利息	4	3,352	–	3,356
		1,342	20,749	–	22,091
By class at 31 December 2019	按分類呈列，於二零一九年十二月三十一日				
– Loans receivable	– 應收貸款	1,242	3,278	–	4,520
– Interest receivables	– 應收利息	2	410	–	412
		1,244	3,688	–	4,932

No significant changes to estimation techniques or assumptions were made during the reporting period.

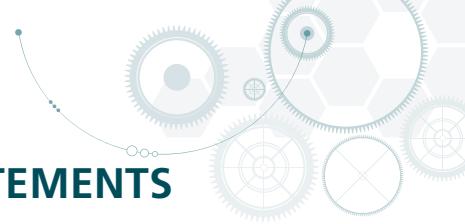
26 財務風險管理及金融工具公平值 (續)

(a) 信貸風險 (續)

(ii) 應收貸款及利息 (續)

相應預期信貸虧損撥備之變動分析如下：

於報告期間，估計方法或假設概無出現重大變動。



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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(iii) Other financial assets at amortised cost

Other financial assets at amortised cost include cash and cash equivalents, deposits and other receivables. The Group accounts for its credit risk by appropriately providing for expected credit losses on a timely basis. In calculating the expected credit loss rates, the Group considers historical loss rates for each category of receivables and adjusts for forward looking macroeconomic data.

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands. The Group's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding to meet its liquidity requirements in the short and longer term.

26 財務風險管理及金融工具公平值 (續)

(a) 信貸風險 (續)

(iii) 按攤銷成本列賬之其他金融資產

按攤銷成本列賬之其他金融資產包括現金及現金等值物、按金及其他應收款。本集團透過及時就預期信貸虧損適當計提撥備，以將其信貸風險入賬。於計算預期信貸虧損率時，本集團會考慮各類應收款之過往虧損率，並就前瞻性宏觀經濟數據作出調整。

(b) 流動資金風險

本集團內個別營運實體負責其本身之現金管理，包括現金盈餘之短期投資及增加貸款以應付預期現金需要。本集團之政策是定期監控其流動資金需求，以確保維持充足現金儲備及足夠信貸資金，以應付其短期及長期流動資金需求。

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(Expressed in Hong Kong dollars)
(以港元列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(b) Liquidity risk (Continued)

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

26 財務風險管理及金融工具公平值 (續)

(b) 流動資金風險 (續)

下表列示本集團之金融負債於報告期末之餘下訂約到期日，乃基於已訂約未貼現現金流量（包括使用訂約利率計算之利息款項，或如為浮息，則根據報告期末之現行利率計算）以及本集團可能被要求付款之最早日期：

		2020 二零二零年			
		Carrying amount	Total contractual undiscounted cash flow 已訂約未貼現現金流量總額	Within 1 year or on demand 一年內到期或按要求	More than 1 year but less than 5 years 多於一年但少於五年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Trade and other payables	應付賬款及其他應付款	3,202	3,202	3,202	–
Lease liabilities	租賃負債	543	555	555	–
Interest-bearing borrowings	附息借款	37,060	37,105	37,105	–
		40,805	40,862	40,862	–

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(以港元列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(b) Liquidity risk (Continued)

		2019 二零一九年			
		Total			More than
		contractual	Within		1 year but
Carrying		undiscounted	1 year or		less than
amount		cash flow	on demand		5 years
		已訂約未貼現	一年內到期		多於一年
賬面值		現金流量總額	或按要求		但少於五年
HK\$'000		HK\$'000	HK\$'000		HK\$'000
千港元		千港元	千港元		千港元
Trade and other payables	應付賬款及其他應付款	2,651	2,651	2,651	–
Lease liabilities	租賃負債	3,991	4,139	2,850	1,289
Interest-bearing borrowings	付息借款	40,266	40,312	40,312	–
		46,908	47,102	45,813	1,289

(c) Interest rate risk

The Group's interest rate risk arises primarily from loans receivable, lease liabilities and interest-bearing borrowings. Borrowings issued at fixed rate and variable rates expose the Group to fair value interest rate risk and cash flow interest rate risk respectively. The Group's interest rate profile as monitored by management is set out below.

(c) 利率風險

本集團之利率風險主要來自應收貸款、租賃負債及付息借款。定息及浮息借款令本集團須分別承受公平值利率風險及現金流量利率風險。管理層監控的本集團之利率組合載列如下。

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(Expressed in Hong Kong dollars)
(以港元列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(c) Interest rate risk (Continued)

(i) Interest rate profile

The following table details the interest rate profile of the Group's interest-earning loans and interest-bearing borrowings at the end of the reporting period.

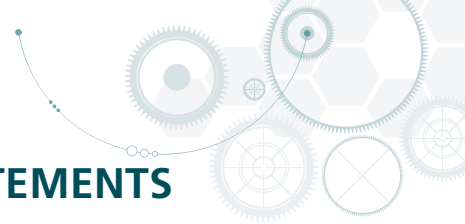
26 財務風險管理及金融工具公平值 (續)

(c) 利率風險 (續)

(i) 利率組合

下表詳述於報告期末本集團計息貸款及附息借款之利率組合。

		2020 二零二零年		2019 二零一九年	
		Effective interest rate 實際利率 %	HK\$'000 千港元	Effective interest rate 實際利率 %	HK\$'000 千港元
Net fixed rate deposits/ (borrowings):	定息存款／(借款) 淨額：				
Loans receivable	應收貸款	10.0% – 58.9%	76,610	10.0% – 58.9%	106,045
Interest-bearing borrowings	附息借款	6.0%	(900)	N/A 不適用	–
Lease liabilities	租賃負債	5.4%	(543)	3.5% – 5.4%	(3,991)
			75,167		102,054
Variable rate borrowings	浮息借款				
Interest-bearing borrowings	附息借款	3.8% – 5.3%	(36,160)	3.8% – 5.3%	(40,266)
Net exposure	風險淨額		39,007		61,788



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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(c) Interest rate risk (Continued)

(ii) Sensitivity analysis

At 31 December 2020, it is estimated that a general increase/decrease of 50 basis points in interest rates, with all other variables held constant, would decrease/increase the Group's loss after tax and accumulated losses by approximately HK\$151,000 (2019: HK\$168,000).

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for financial instruments in existence at that date. The 50 basis point increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the end of the next annual reporting period. The analysis is performed on the same basis for 2019.

(d) Currency risk

The Group's business activities and its assets and liabilities were denominated in HK\$ and RMB. The management considers the Group is not exposed to significant foreign currency risk as most sales, income, purchases and expenses are denominated in the functional currency of the operations to which they relate. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

26 財務風險管理及金融工具公平值 (續)

(c) 利率風險 (續)

(ii) 敏感度分析

於二零二零年十二月三十一日，估計利率在所有其他變數保持不變之情況下上升／下降50個基點，由此減少／增加本集團除稅後虧損及累計虧損約151,000港元（二零一九年：168,000港元）。

以上敏感度分析是假設利率變動已於報告期末發生而釐定，並已應用至於該日存在之金融工具之利率風險。該50個基點增幅或減幅為管理層就截至下一個年度報告期末期間合理潛在之利率變動評估。二零一九年進行之分析採用相同基礎。

(d) 貨幣風險

本集團業務活動及其資產與負債以港元及人民幣列值。管理層認為本集團並無面對重大外幣風險，因為大部分銷售、收入、購買及開支均以其相關業務之功能貨幣計值。本集團目前並無外幣對沖政策。然而，管理層監察外匯風險及將於有需要時考慮對沖重大外幣風險。

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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(e) Categories of financial instruments

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Financial assets	金融資產		
Financial assets at amortised cost	按攤銷成本列賬之金融資產	93,496	133,525
Financial liabilities	金融負債		
Financial liabilities at amortised cost	按攤銷成本列賬之金融負債	40,805	46,908

(f) Fair value measurement

(i) Financial assets and liabilities measured at fair value

Investment in unlisted equity securities is measured at fair value at the end of each reporting period on a recurring basis. The fair value measurement of investment in unlisted equity securities is categorised as Level 3 which is measured using significant unobservable inputs, as defined in HKFRS 13 "Fair Value Measurement".

The Group's finance department performs valuations for the Level 3 financial instruments. The finance department reports directly to the management and the audit committee. A valuation report with analysis of changes in fair value measurement is prepared by the finance department with external valuation specialists appointed by the Group at the end of each reporting period, and is reviewed and approved by the management. Discussion of the valuation process and results with the management and the audit committee is held once a year.

26 財務風險管理及金融工具公平值 (續)

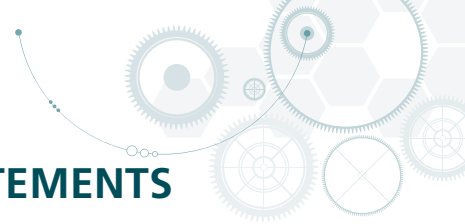
(e) 金融工具類別

(f) 公平值計量

(i) 按公平值計量之金融資產及負債

非上市股本證券之投資乃於各報告期末按經常性之基礎根據公平值計量。非上市股本證券之投資之公平值計量被分類為第三級，其使用重大不可觀察輸入數據計量（定義見香港財務報告準則第13號「公平值計量」）。

本集團之財務部門就第三級金融工具進行估值。財務部門向管理層及審核委員會直接報告。財務部門與本集團委任之外部估值專家於各報告期末編製載有公平值計量變動分析之估值報告，並由管理層審閱及批准。與管理層及審核委員會就估值過程及結果之討論每年進行一次。



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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(f) Fair value measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

The following table provides information about Level 3 fair value measurement:

Financial assets 金融資產	Valuation techniques 估值方式	Significant unobservable input 重大不可觀察輸入數據
Unlisted equity instruments 非上市股本工具	Market comparable companies 市場可比較公司	Discount for lack of marketability of 20% 就缺乏可銷售性貼現20%

The fair value of unlisted equity instruments was determined using price/earnings ratios of comparable listed companies adjusted for lack of marketability discount. The fair value measurement was negatively correlated to the discount for lack of marketability. At 31 December 2019, it was estimated that with all other variable held constant, a decrease/increase in discount for lack of marketability by 10% would had no significant impact on the Group's other comprehensive income.

非上市股本工具之公平值使用可比較上市公司之市盈率並就缺乏可銷售性貼現進行調整後釐定。公平值計量與缺乏可銷售性之貼現屬反向關係。於二零一九年十二月三十一日，估計在所有其他變數保持不變之情況下，就缺乏可銷售性減少／增加貼現10%，對本集團其他全面收益並無重大影響。

26 財務風險管理及金融工具公平值 (續)

(f) 公平值計量 (續)

(i) 按公平值計量之金融資產及負債 (續)

下表提供有關第三級公平值計量之資料：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(f) Fair value measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

The movement during the year in the balances with Level 3 fair value measurements are as follows:

		Investment in equity securities 股本證券 投資 (note 13) (附註13) HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	500
Changes in fair value recognised other comprehensive income	於其他全面收益中確認之公平值變動	(348)
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及 於二零二零年一月一日	152
Disposal	出售	(152)
At 31 December 2020	於二零二零年十二月三十一日	—

During the year ended 2020, all equity securities measured at FVOCI were disposed of and loss on disposal of HK\$152,000 is recognised in consolidated statement of profit or loss and other comprehensive income.

截至二零二零年止年度，已出售按FVOCI計量之全部股本證券，出售虧損152,000港元於綜合損益及其他全面收益表中確認。

(ii) Financial assets/liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 December 2020 and 2019.

(ii) 按公平值以外價值列值之金融資產／負債

本集團按成本或攤銷成本列值之金融工具之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公平值並無重大差異。

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27 MATERIAL RELATED PARTY TRANSACTIONS AND BALANCES

(a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the directors of the Company as disclosed in note 7 and certain of the highest paid employees as disclosed in note 8, is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Short-term employee benefits	短期僱員福利	5,482	5,208
Post-employment benefits	離職後福利	110	92
		5,592	5,300

(b) Material related party transactions

Except as disclosed in the note 29(c), the Group has not entered into any material related party transactions during the years ended 31 December 2020 and 2019.

(c) Balances with related parties

Balances with related parties are disclosed in the Company's statement of financial position (note 30(a)).

28 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

The Group does not have other significant events after the reporting period.

27 重大關連方交易及結餘

(a) 主要管理人員薪酬

本集團主要管理人員薪酬包括附註7所披露之已付本公司董事款項及附註8所披露之已付若干最高薪酬僱員之款項，詳情如下：

(b) 重大關連方交易

截至二零二零年及二零一九年十二月三十一日止年度，除附註29(c)所披露外，本集團並無訂立任何重大關連方交易。

(c) 與關連方有關之結餘

與關連方有關之結餘於本公司之財務狀況表披露（附註30(a)）。

28 報告期後非調整事項

本集團並無於報告期後發生其他重大事項。

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29 SUBSIDIARIES

(a) Details of the subsidiaries as at 31 December 2020 and 2019

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

Name of company 公司名稱	Country of incorporation and operation 註冊成立及營運所在國家	Particulars of issued and paid up capital 已發行及繳足股本詳情	Proportion of effective ownership interest 實際擁有權益比例		Proportion of effective ownership interest 實際擁有權益比例		Principal activity 主要業務
			2020 Direct 二零二零年 直接	Indirect 間接	2019 Direct 二零一九年 直接	Indirect 間接	
Aurum Pacific Management Limited 奧栢管理有限公司	Hong Kong 香港	1 share (HK\$1) 1股股份 (1港元)	–	100%	–	100%	Provision of administrative services 提供行政服務
KanHan Technologies Limited 看漢科技有限公司	Hong Kong 香港	363,636 shares (HK\$7,200,000) 363,636股股份 (7,200,000港元)	–	100%	–	100%	Investment holding and provision of software platform 投資控股及提供軟件平台
KanHan Technologies China Limited (notes (i), (ii) and (iii)) 廣州看漢科技有限公司 (附註(i)、(ii)及(iii))	PRC 中國	HK\$1,000,000 1,000,000港元	–	–	–	100%	Provision of software platform 提供軟件平台
Aurum Pacific Finance Limited 奧栢財務有限公司	Hong Kong 香港	1 share (HK\$1) 1股股份 (1港元)	–	100%	–	100%	Provision of money lending business 提供放貸業務
First Surplus Investment Ltd. First Surplus Investment Ltd.	BVI 英屬處女群島	10 shares of US\$1 each 10股每股面值1美元的股份	–	60%	–	60%	Investment holding 投資控股
Mooff Games Limited Mooff Games Limited	Hong Kong 香港	10,000 shares (HK\$10,000) 10,000股股份 (10,000港元)	–	60%	–	60%	Development and provision of mobile data solutions and related services 開發及提供移動數據解決方案及相關服務
Side Quest Limited Side Quest Limited	Hong Kong 香港	3,020,000 shares (HK\$4,510,001) 3,020,000股股份 (4,510,001港元)	–	60%	–	60%	Development and provision of mobile data solutions and related services 開發及提供移動數據解決方案及相關服務

29 附屬公司

(a) 於二零二零年及二零一九年十二月三十一日之附屬公司詳情

下表僅載有主要影響本集團業績、資產或負債之附屬公司之詳情。除另有註明外，持有股份之類別屬普通股。

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29 SUBSIDIARIES (CONTINUED)

(a) Details of the subsidiaries as at 31 December 2020 and 2019 (Continued)

Name of company	Country of incorporation and operation	Particulars of issued and paid up capital	Proportion of effective ownership interest		Proportion of effective ownership interest		Principal activity
公司名稱	註冊成立及營運所在國家	已發行及繳足股本詳情	實際擁有權益比例		實際擁有權益比例		主要業務
			2020 二零二零年		2019 二零一九年		
			Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
Smart City Technology Limited	Hong Kong	12,000 shares (HK\$1,010,000)	–	60%	–	60%	Development of mobile games and applications
智慧城市科技有限公司	香港	12,000股股份 (1,010,000港元)					開發手機遊戲及應用
Top Banana Limited	Hong Kong	1 share (HK\$1)	–	60%	–	60%	Development of mobile games and related services
高蕉有限公司	香港	1股股份 (1港元)					開發手機遊戲及相關服務
Lasting Surplus Investment HK Limited	Hong Kong	10,000 shares (HK\$10,000)	–	60%	–	60%	Tailor made IT solutions
長盈資本有限公司	香港	10,000股股份 (10,000港元)					定制資訊科技方案
廣州泛達科技有限公司 (note (i))	PRC	RMB3,600,000	–	60%	–	60%	Development of mobile games and related services
廣州泛達科技有限公司 (附註(i))	中國	人民幣3,600,000元					開發手機遊戲及相關服務

Notes:

- (i) Registered as wholly-owned foreign enterprise under the PRC law.
- (ii) The English translation of the name is for reference only. The official name of the entity is in Chinese.
- (iii) Deregistered during the year ended 31 December 2020.

(b) Disposal of subsidiaries

On 25 November 2020, the Group disposed of entire equity interests in Create Winner Investments Limited (“Create Winner”) and Easy Winner Investments Limited (“Easy Winner”) to independent third parties (the “Purchasers”) and the outstanding balances of HK\$484,000 and HK\$1,005,000 owed by Create Winner and Easy Winner to the Group for total considerations of HK\$484,000 and HK\$1,005,000 respectively.

29 附屬公司 (續)

(a) 於二零二零年及二零一九年十二月三十一日之附屬公司詳情 (續)

附註：

- (i) 根據中國法律註冊為外商獨資企業。
- (ii) 英文譯名僅供參考。中文名稱為實體之官方名稱。
- (iii) 於截至二零二零年十二月三十一日止年度取消註冊。

(b) 出售附屬公司

於二零二零年十一月二十五日，本集團向獨立第三方（「買方」）出售於創凱投資有限公司（「創凱」）及耀智企業有限公司（「耀智」）之全部股權及創凱及耀智欠付本集團之未償還結餘484,000港元及1,005,000港元，總代價分別為484,000港元及1,005,000港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

29 SUBSIDIARIES (CONTINUED)

(b) Disposal of subsidiaries (Continued)

On 29 December 2020, the Group disposed of entire equity interests in Creative Good Investments Limited and its wholly owned subsidiary, Bright Energy Investments Joint Stock Company, (together with "CG Group"). All the obligations and liabilities owing or incurred by these subsidiaries have been disposed to an independent third party for cash consideration of HK\$1.

The assets and liabilities of these subsidiaries disposed at completion date comprise of:

29 附屬公司 (續)

(b) 出售附屬公司 (續)

於二零二零年十二月二十九日，本集團出售於振創投資有限公司及其全資附屬公司Bright Energy Investments Joint Stock Company (統稱「CG集團」) 之全部股權。該等附屬公司欠付或產生之所有責任及負債均已出售予一名獨立第三方，現金代價為1港元。

於完成日期出售之該等附屬公司之資產及負債包括：

		Create Winner 創凱 HK\$'000 千港元	Easy Winner 耀智 HK\$'000 千港元	CG Group CG集團 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Right-of-use assets	使用權資產	241	1,053	–	1,294
Prepayments	預付款	7	6	–	13
Other receivables	其他應收款	–	–	9	9
Cash and cash equivalents	現金及現金等值物	–	–	2	2
Other payables	其他應付款	(12)	(34)	(12)	(58)
Amounts due to the Group	應付本集團款項	(472)	(971)	–	(1,443)
Net (liabilities)/assets disposed of	已出售 (負債) / 資產淨值	(236)	54	(1)	(183)
Gain/(loss) on disposal of subsidiaries, net	出售附屬公司之收益 / (虧損) 淨額				
Cash consideration	現金代價	484	1,005	–*	1,489
Assignment of amounts from the Group to the Purchasers	將應收本集團款項轉讓予買方	(484)	(1,005)	–	(1,489)
Net liabilities/assets disposed of	已出售負債 / (資產) 淨值	236	(54)	1	183
Cumulative exchange gain reclassified from equity to profit or loss upon disposal of subsidiaries	於出售附屬公司後由權益重新分類至損益的累計外匯收益	–	–	2	2
		236	(54)	3	185
Net cash inflow/(outflow) from disposal of subsidiaries	出售附屬公司所得現金流入 / (流出) 淨額				
Cash consideration received	已收現金代價	484	1,005	–*	1,489
Cash and cash equivalents disposed	已出售現金及現金等值物	–	–	(2)	(2)
		484	1,005	(2)	1,487

* The cash consideration is HK\$1.

* 現金代價為1港元。

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(Expressed in Hong Kong dollars)
(以港元列示)

29 SUBSIDIARIES (CONTINUED)

(c) Acquisition of a non-controlling interest

On 5 May 2020, the Group acquired an additional 20% of the issued shares of a 80% owned subsidiary, Global Ocean International Holdings Limited ("Global Ocean") for a cash consideration of HK\$1 from Zheng Yongqiang.

Zheng Yongqiang is the non-executive director of the Group up to 1 January 2021 and, therefore, is considered as a related party to the Group up to his resignation. The acquisition of 20% equity interests from Zheng Yongqiang constituted a related party transaction. The carrying amount of the non-controlling interests in Global Ocean as at the date of acquisition was a deficit of HK\$316,000. As a result, the Group recognised an increase in a non-controlling interest of HK\$316,000 and a decrease in equity attributable to owners of the Company of HK\$316,000.

The effects of changes in ownership interest in Global Ocean is summarised as follows:

29 附屬公司 (續)

(c) 收購非控股權益

於二零二零年五月五日，本集團向鄭永強收購擁有80%權益的附屬公司滙海國際控股有限公司（「滙海」）額外20%已發行股份，現金代價為1港元。

直至二零二一年一月一日，鄭永強為本集團非執行董事，因此，直至其辭職，其被視為本集團之關連人士。向鄭永強收購20%股權被視為一項關連人士交易。於收購日期，滙海非控股權益之賬面值為赤字316,000港元。因此，本集團確認非控股權益增加316,000港元及本公司擁有人應佔股權減少316,000港元。

滙海所有權權益變動之影響概述如下：

		HK\$'000 千港元
Carrying amount of a non-controlling interest acquired	已收購非控股權益之賬面值	(316)
Consideration paid to a non-controlling interest	支付予非控股權益之代價	—*
Excess of consideration paid recognised in other reserve within equity	於權益內其他儲備中確認之已付代價超出部分	(316)

* The cash consideration is HK\$1.

* 現金代價為1港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

29 SUBSIDIARIES (CONTINUED)

(d) Information of material non-controlling interest ("NCI")

The following table lists out the information relating to FS Group which has material NCI. The summarised financial information presented below represents the amounts before any inter-company elimination.

29 附屬公司 (續)

(d) 重大非控股權益 (「非控股權益」) 資料

下表呈列有關擁有屬重大非控股權益之FS集團之資料。下列財務資料概要顯示公司間對銷前之金額。

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
NCI percentage	非控股權益百分比	40%	40%
Non-current assets	非流動資產	4,046	35,597
Current assets	流動資產	24,302	47,545
Current liabilities	流動負債	(27,996)	(36,347)
Non-current liabilities	非流動負債	—	(5,192)
Net assets	資產淨值	352	41,603
Carrying amount of NCI	非控股權益賬面值	141	16,471
Revenue	收益	327	2,926
Loss for the year	年度虧損	(40,915)	(14,420)
Total comprehensive expense	全面開支總額	(40,825)	(14,431)
Loss allocated to NCI	分配至非控股權益虧損	(16,330)	(5,773)
Dividends paid to NCI	派付至非控股權益股息	—	—
Cash flows generated from/(used in) operating activities, net	經營活動所得／(所用) 之現金流量淨額	3,103	(17,957)
Cash flows used in investing activities, net	投資活動所用之現金流量淨額	(2,763)	(2,997)
Cash flows (used in)/generated from financing activities, net	融資活動(所用)／所得之現金流量淨額	(4,175)	16,842

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

30 FINANCIAL INFORMATION OF THE COMPANY

(a) Statement of financial position

30 本公司之財務資料

(a) 財務狀況表

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司之投資	8	8
Investment in equity securities	股本證券之投資	—	152
		8	160
Current assets	流動資產		
Amounts due from subsidiaries	應收附屬公司款項	96,812	188,480
Deposits, prepayments and other receivables	按金、預付款及其他應收款	33	5,175
Cash and cash equivalents	現金及現金等值物	8	497
		96,853	194,152
Current liabilities	流動負債		
Amounts due to subsidiaries	應付附屬公司款項	20,468	42,820
Other payables and accrued charges	其他應付款及應計費用	884	185
		21,352	43,005
Net current assets	流動資產淨值	75,501	151,147
NET ASSETS	資產淨值	75,509	151,307
Capital and reserves	資本及儲備		
Share capital	股本	50,906	50,906
Reserves	儲備	24,603	100,401
TOTAL EQUITY	權益總額	75,509	151,307

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

30 FINANCIAL INFORMATION OF THE COMPANY (CONTINUED)

(b) Details of changes in the Company's individual components of capital and reserves during the year:

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元 (note 25(b)(i)) (附註25(b)(i))	Capital reserve 資本儲備 HK\$'000 千港元	Capital surplus 資本盈餘 HK\$'000 千港元	Fair value reserve (non-recycling) 公平價值儲備 (不可迴轉) HK\$'000 千港元	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	50,906	381,490	2,261	1,609	-	(174,426)	261,840
Loss and total comprehensive expense for the year	年度虧損及全面開支總額	-	-	-	-	-	(110,185)	(110,185)
Equity investments at FVOCI:	按FVOCI計量之股本投資：							
Net movement in the fair value reserve (non-recycling)	公平價值儲備變動淨額 (不可迴轉)	-	-	-	-	(348)	-	(348)
		-	-	-	-	(348)	(110,185)	(110,533)
At 31 December 2019	於二零一九年十二月三十一日	50,906	381,490	2,261	1,609	(348)	(284,611)	151,307
At 1 January 2020	於二零二零年一月一日	50,906	381,490	2,261	1,609	(348)	(284,611)	151,307
Loss and total comprehensive expense for the year	年度虧損及全面開支總額	-	-	-	-	-	(75,646)	(75,646)
Equity investments at FVOCI:	按FVOCI計量之股本投資：							
Loss on disposal in the fair value reserve (non-recycling)	出售公平價值儲備之虧損 (不可迴轉)	-	-	-	-	-	(152)	(152)
		-	-	-	-	-	(75,798)	(75,798)
Transfer of fair value reserve (non-recycling) upon the disposal of equity investments measured at FVOCI	於出售按FVOCI計量之股本投資後轉撥公平價值儲備 (不可迴轉)	-	-	-	-	348	(348)	-
At 31 December 2020	於二零二零年十二月三十一日	50,906	381,490	2,261	1,609	-	(360,757)	75,509

(c) Contingent liabilities

At 31 December 2020, the Company has issued a corporate guarantee in respect of a loan made by a bank to a subsidiary (see note 20).

The Company had issued corporate guarantee in respect of the motor vehicles under leases at 3.5% – 4.8% per annum with the carrying amount of approximately HK\$2,158,000 as at 31 December 2019.

30 本公司之財務資料 (續)

(b) 本公司年內資本及儲備個別組成部分之變動詳情如下：

(c) 或然負債

於二零二零年十二月三十一日，本公司就銀行向附屬公司提供之貸款提供公司擔保 (見附註20)。

於二零一九年十二月三十一日，本公司就根據租賃按每年3.5%—4.8%租賃汽車發行公司擔保，賬面值約為2,158,000港元。



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30 FINANCIAL INFORMATION OF THE COMPANY (CONTINUED)

(c) *Contingent liabilities (Continued)*

The fair value of these guarantees has not been provided for in these consolidated financial statements as the directors of the Company consider the amount involved to be insignificant.

31 ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The selection of critical accounting policies, the judgements and other uncertainties affecting application of those policies and the sensitivity of reported results to changes in conditions and assumptions are factors to be considered when reviewing the consolidated financial statements. The principal accounting policies are set forth in note 2. The Group believes the following critical accounting policies involve the most significant judgements and estimates used in the preparation of the consolidated financial statements.

(a) *Impairment loss on intangible assets*

The carrying amounts of intangible assets that are not yet available for use are reviewed annually in order to assess whether the recoverable amounts have declined below the carrying amounts. When such a decline has occurred, the carrying amount is reduced to recoverable amount.

The recoverable amount is the greater of the fair value less costs of disposal and the value in use. In determining the value in use, the expected cash flows generated by the intangible assets are discounted to their present value, which requires significant judgement relating to the level of future software revenue and the amount of service costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of software revenue and the amount of service costs, and discount rate.

30 本公司之財務資料 (續)

(c) *或然負債 (續)*

此等綜合財務報表並無提供該等擔保之公平值，因為本公司董事認為所涉及之金額並不重大。

31 會計估計及判斷

估計及判斷會持續進行評估，並以過往經驗及其他因素（包括在某些情況下被視為對未來事件之合理預計）為依據。

在審閱綜合財務報表時，需要考慮主要會計政策之選用、影響會計政策應用之判斷及其他不確定因素，以及所呈報業績是否較易受情況及假設變動影響。主要會計政策載於附註2。本集團相信，下列主要會計政策涉及在編製綜合財務報表時採用之最重要判斷及估計。

(a) *無形資產減值虧損*

尚未可供使用之無形資產之賬面值會按年檢討，以評估可收回金額是否已跌至低於賬面值。當出現上述下跌情況時，賬面值會減至可收回金額。

可收回金額為公平值減出售成本與使用價值間之較高者。釐定使用價值時，預期無形資產產生之現金流量乃貼現至其現值，而釐定現值須對未來軟件收益及服務成本金額作出重大判斷。本集團使用一切可取得之資料，釐定可收回金額合理約數之金額，包括根據合理及有力之假設及預測，估計軟件收益及服務成本金額以及貼現率。



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(以港元列示)

31 ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(b) *Impairment loss on goodwill*

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Details of the impairment loss calculation are set out in note 12.

(c) *Deferred tax assets*

Deferred tax assets are recognised for unused tax losses. As these deferred tax assets can only be recognised to the extent that it is probable that future taxable profits will be available against which the unused tax benefits can be utilised, management's judgement is required to assess the probability of future taxable profits. Management's assessment is constantly received and additional deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax assets to be recovered; conversely, the carrying amount of a deferred tax asset is reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of that deferred tax asset to be utilised. Details of the nature and carrying amounts of deferred tax assets are disclosed in note 22(b).

(d) *Impairment allowances on financial assets at amortised cost and contract assets*

The Group estimates the loss allowances for financial assets at amortised cost and contract assets by assessing the ECLs. This requires the use of estimates and judgements. ECLs are based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, and an assessment of both the current and forecast general economic conditions at the end of the reporting period. Where the estimation is different from the previous estimate, such difference will affect the carrying amounts of financial assets at amortised cost and contract assets and thus the impairment loss in the period in which such estimate is changed.

31 會計估計及判斷 (續)

(b) *商譽減值虧損*

釐定商譽是否減值時，須對獲分配商譽之現金產生單位之使用價值作出估計。計算使用價值時，董事須估計預期源自現金產生單位之未來現金流量及適合貼現率，以計算現值。減值虧損之計算詳情載於附註12。

(c) *遞延稅項資產*

遞延稅項資產就未動用稅項虧損獲確認。由於遞延稅項資產僅在可能有未來應課稅溢利以使用未動用稅項福利之情況下確認，管理層須就評估未來應課稅溢利之可能性作出判斷。倘未來應課稅溢利能令遞延稅項資產可予收回，則管理層持續進行評估，並確認額外遞延稅項資產；反之，遞延稅項資產賬面值予以扣減，以不再可能有足夠應課稅溢利用以抵扣部分或全部遞延稅項資產之利益為限。有關遞延稅項資產之性質及賬面值詳情於附註22(b)披露。

(d) *按攤銷成本計量之金融資產及合約資產之減值撥備*

本集團透過評估預期信貸虧損，就按攤銷成本計量之金融資產及合約資產估計虧損撥備。此舉需要使用估計及判斷。預期信貸虧損按本集團之過往信貸虧損經驗，並根據債務人之特定因素以及就報告期末整體經濟狀況現況及預測之評估作出調整而定。倘估計有別於先前估計，有關差額將影響按攤銷成本計量之金融資產及合約資產之賬面值，繼而影響估計變動期間之減值虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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32 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2020

Up to the date of issue of these consolidated financial statements, the HKICPA has issued a number of amendments and a new standard, HKFRS 17 “Insurance Contracts”, which are not yet effective for the year ended 31 December 2020 and which have not been adopted in these consolidated financial statements. These include the following which may be relevant to the Group:

Amendment to HKFRS 16	COVID-19 – Related Rent Concession ¹
Amendments to HKFRS 3	Reference to the Conceptual Framework ²
Amendments to HKAS 16	Property, Plant and Equipment: Proceeds before Intended Use ²
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract ²
Annual Improvements	HKFRSs 2018-2020 Cycle ²

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

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

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them will not have a significant impact on the Group’s consolidated financial statements.

32 截至二零二零年十二月三十一日止年度已頒佈但尚未生效之修訂、新準則及詮釋之潛在影響

直至該等綜合財務報表簽發日期，香港會計師公會已頒佈多項修訂及一項新準則，香港財務報告準則第17號「保險合約」，但於截至二零二零年十二月三十一日止年度尚未生效，及並無於該等綜合財務報表內採納。其中包括以下可能與本集團有關之準則：

香港財務報告準則 第16號修訂本	COVID-19相關租金寬減 ¹
香港財務報告準則 第3號修訂本	概念框架引述 ²
香港會計準則 第16號修訂本	物業、廠房及設備：擬定用途前的所得款項 ²
香港會計準則 第37號修訂本	有償合約—履行合約的成本 ²
年度改進	香港財務報告準則二零一八年至二零二零年週期 ²

1 於二零二零年六月一日或之後開始的年度期間生效。

2 於二零二二年一月一日或之後開始的年度期間生效。

本集團正在評估該等發展於初次應用期間預期產生之影響。到目前為止，本集團已確定採納該等修訂及新準則將不會對本集團綜合財務報表產生重大影響。

FIVE-YEARS FINANCIAL SUMMARY

五年財務摘要

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
RESULTS	業績					
Revenue from continuing and discontinued operations	持續及已終止經營業務之收益	31,420	40,073	53,968	64,464	34,459
Loss before taxation	除稅前虧損	(93,155)	(69,601)	(43,534)	(43,846)	(40,351)
Income tax credit/(expense)	所得稅抵免／(開支)	5,158	2,118	1,462	(1,889)	56
Loss for the year	年度虧損	(87,997)	(67,483)	(42,072)	(45,735)	(40,295)
Attributable to:	以下人士應佔：					
Owners of the Company	本公司擁有人	(71,611)	(61,470)	(38,967)	(48,823)	(37,986)
Non-controlling interests	非控股權益	(16,386)	(6,013)	(3,105)	3,088	(2,309)
		(87,997)	(67,483)	(42,072)	(45,735)	(40,295)
Loss per share	每股虧損					
Basic and diluted (HK cents)	基本及攤薄 (港仙)	(5.63)	(4.83)	(3.21)	(4.50)	(5.22)
ASSETS AND LIABILITIES	資產及負債					
Total assets	資產總值	159,519	260,698	324,784	405,730	451,871
Total liabilities	負債總額	(44,688)	(57,979)	(54,208)	(123,350)	(153,427)
		114,831	202,719	270,576	282,380	298,444
Total equity attributable to owners of the Company	本公司擁有人應佔權益總額	114,690	186,544	248,383	257,107	276,259
Non-controlling interests	非控股權益	141	16,175	22,193	25,273	22,185
		114,831	202,719	270,576	282,380	298,444