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Tsit Wing International Holdings Limited 捷榮國際控股有限公司*

(Incorporated under the laws of Bermuda with limited liability)
(根據百慕達法例註冊成立的有限公司)

Stock Code 股份代號：2119

ANNUAL REPORT
2019 年報



跨越地域產品界限

A Fully Integrated

Food & Beverage

Service Platform in Pursuit of

Sustainable
Growth

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Definitions

釋義

In this Annual Report, unless the context otherwise requires, the following expressions shall have the following meanings.

於本年報內，除文義另有所指外，以下詞彙具有下列涵義。

“B2B” 「B2B」	business to business 企業對企業
“B2C” 「B2C」	business to customers 商對客
“Board” 「董事會」	board of Directors 董事會
“CG Code” 「企業管治守則」	the Corporate Governance Code as set out in Appendix 14 to the Listing Rules 載列於上市規則附錄十四的企業管治守則
“Companies Ordinance” 「公司條例」	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended and supplemented from time to time 香港法例第622章《公司條例》，經不時修訂及補充
“Company” or “the Company” 「本公司」	Tsit Wing International Holdings Limited, an exempted company incorporated in Bermuda with limited liability on 13 June 2000 and, except where the context otherwise requires, all of its subsidiaries, or where the context refers to the time before it became the holding company thereof, our Company’s present subsidiaries 捷榮國際控股有限公司*，於2000年6月13日在百慕達註冊成立的獲豁免公司及(除文義另有所指外)其所有附屬公司或(倘文義指其成為控股公司前的期間)本公司現時附屬公司
“Director(s)” 「董事」	the director(s) of the Company 本公司董事
“ESG” 「環境、社會及管治」	environmental, social and governance 環境、社會及管治
“Group” 「本集團」	the Company and its subsidiaries 本公司及其附屬公司
“Hong Kong” or “HK” 「香港」	the Hong Kong Special Administrative Region of Mainland China 中國香港特別行政區
“Hong Kong dollars” or “HK dollars” or “HK\$” 「港元」	Hong Kong dollars, the lawful currency of Hong Kong 港元，香港法定貨幣

Definitions (continued)

釋義(續)

“Listing” 「上市」	the listing of the Shares on the Main Board of the Stock Exchange 股份於聯交所主板上市
“Listing Date” 「上市日期」	11 May 2018, the date which the Company’s shares are listed on the Stock Exchange and from which dealings in the Shares are permitted to commence on the Stock Exchange 2018年5月11日，本公司股份於聯交所上市並獲准於聯交所開始買賣的日期
“Listing Rules” 「上市規則」	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time 香港聯合交易所有限公司證券上市規則，經不時修訂或補充
“Macau” 「澳門」	the Macau Special Administrative Region of Mainland China 中國澳門特別行政區
“Mainland China” 「中國內地」	the People’s Republic of China, excluding, for the purpose of this Annual Report, Hong Kong, Macau and Taiwan 中華人民共和國，就本年報而言，不包括香港、澳門及台灣
“Net Proceeds” 「所得款項淨額」	the net proceeds from issuance of the Shares in connection with the Listing 就上市發行股份的所得款項淨額
“O2O” 「O2O」	online to offline 線上對線下
“Oriole International” 「澳利高國際」	Oriole Food International Limited (澳利高食品國際有限公司), a limited liability company incorporated in Hong Kong on 22 March 2017, which is owned as to 51% by Mr. Chu Cho Wing, being the son of Mr. Chu Sun Chi, who is a shareholder and director of Whole Sun and as to 49% by Ms. Li Sze Mun Charmaine, the daughter-in-law of Mr. Chu Sun Chi 澳利高食品國際有限公司，於2017年3月22日在香港註冊成立的有限公司，由朱祖榮先生(即浩新的股東及董事朱新智先生之子)及李詩敏女士(即朱新智先生之媳婦)分別擁有51%及49%

Definitions (continued)

釋義 (續)

“Pre-IPO Share Option Scheme” 「首次公開發售前購股權計劃」	the pre-IPO share option scheme conditionally adopted by the Company on 15 December 2017, details of which are set forth in Note 30 to the financial statements 本公司於2017年12月15日有條件採納的首次公開發售前購股權計劃，詳情載於財務報表附註30
“Prospectus” 「招股章程」	prospectus of the Company dated 30 April 2018 本公司日期為2018年4月30日之招股章程
“RMB” or “Renminbi” 「人民幣」	Renminbi, the lawful currency of Mainland China 人民幣，中國法定貨幣
“SFO” 「證券及期貨條例」	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time 香港法例第571章證券及期貨條例(經不時修訂及補充)
“Share(s)” 「股份」	ordinary share(s) in the capital of our Company with a par value of HK\$0.10 each 本公司股本中每股面值0.10港元的普通股
“Share Option Scheme” 「購股權計劃」	the share option scheme conditionally approved and adopted by the Company on 15 December 2017, details of which are set forth in Note 30 to the financial statements 本公司於2017年12月15日有條件批准及採納的購股權計劃，詳情載於財務報表附註30
“Share Option Schemes” 「該等購股權計劃」	the Pre-IPO Share Option Scheme and the Share Option Scheme 首次公開發售前購股權計劃及購股權計劃
“Shareholders” 「股東」	holder(s) of Shares 股份持有人
“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“Whole Sun” 「浩新」	Whole Sun Limited (浩新貿易有限公司), formerly known as Tsit Wing Frozen Food Trading Limited, a limited liability company incorporated in Hong Kong on 7 January 2013 and was an indirect 60%-owned subsidiary of the Company before 29 November 2019 浩新貿易有限公司(前稱Tsit Wing Frozen Food Trading Limited)，於2013年1月7日在香港註冊成立的有限公司，於2019年11月29日前乃本公司間接擁有60%權益的附屬公司

Definitions (continued)

釋義(續)

In this Annual Report, the terms “associate”, “connected person”, “connected transaction”, “controlling shareholder”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

Certain amounts and percentage figures included in this Annual Report have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

The English translation of Mainland China entities, enterprises, nationals, facilities, regulations in Chinese or another language included in this Annual Report is for identification purposes only. To the extent there is any inconsistency between the Chinese names of Mainland China entities, enterprises, nationals, facilities, regulations and their English translations, the Chinese names shall prevail.

* *For identification purpose only*

於本年報內，除文義另有所指外，「聯繫人」、「關連人士」、「關連交易」、「控股股東」、「附屬公司」及「主要股東」等詞彙均具有上市規則賦予該等詞彙的涵義。

本年報所載的若干金額及百分比數字已作出四捨五入的調整。因此，若干表格內所示的總計數字未必為其先前數字的算術總和。

本年報所載以中文或其他語文命名的中國實體、企業、國民、設施及法規的英文翻譯僅供識別。倘中國實體、企業、國民、設施及法規的中文名稱與其英文翻譯存有任何歧異，概以中文名稱為準。

* 僅供識別

BOARD OF DIRECTORS

Executive Directors

Mr. Wong Tat Tong (*Chairman*)
Mr. Wu Kam On Keith
Ms. Fan Yee Man

Independent Non-Executive Directors

Mr. Tang Kwai Chang
Mr. Chow Alexander Yue Nong
Mr. Wong Man Fai

BOARD COMMITTEES

Audit Committee

Mr. Tang Kwai Chang (*Chairman*)
Mr. Chow Alexander Yue Nong
Mr. Wong Man Fai

Nomination Committee

Mr. Chow Alexander Yue Nong (*Chairman*)
Mr. Wong Tat Tong
Mr. Wong Man Fai

Remuneration Committee

Mr. Wong Man Fai (*Chairman*)
Mr. Wong Tat Tong
Mr. Tang Kwai Chang

COMPANY SECRETARY

Mr. Wu Kam On Keith (*HKICPA*)

AUTHORISED REPRESENTATIVES

Mr. Wu Kam On Keith
Ms. Fan Yee Man

AUDITOR

Ernst & Young

COMPLIANCE ADVISOR

BOSC International Company Limited

董事會

執行董事

黃達堂先生(*主席*)
鄔錦安先生
樊綺敏小姐

獨立非執行董事

鄧貴彰先生
周裕農先生
王文輝先生

董事會委員會

審核委員會

鄧貴彰先生(*主席*)
周裕農先生
王文輝先生

提名委員會

周裕農先生(*主席*)
黃達堂先生
王文輝先生

薪酬委員會

王文輝先生(*主席*)
黃達堂先生
鄧貴彰先生

公司秘書

鄔錦安先生(*香港會計師公會*)

授權代表

鄔錦安先生
樊綺敏小姐

核數師

安永會計師事務所

合規顧問

上銀國際有限公司

Corporate Information (continued)

公司資料(續)

PRINCIPAL BANKS

Bank of China (Hong Kong) Limited
Hang Seng Bank Limited

REGISTERED OFFICE IN BERMUDA

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Flats F–J, 11th Floor, Block 1
Kwai Tak Industrial Centre
15–33 Kwai Tak Street
Kwai Chung
New Territories
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN BERMUDA

Estera Management (Bermuda) Limited
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

HONG KONG SHARE REGISTRAR

Tricor Investor Services Limited
Level 54
Hopewell Centre
183 Queen's Road East
Hong Kong

COMPANY'S WEBSITE

www.twcoffee.com

STOCK CODE

2119

主要往來銀行

中國銀行(香港)有限公司
恒生銀行有限公司

百慕達註冊辦事處

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

香港總辦事處及主要營業地點

香港
新界
葵涌
葵德街15–33號
葵德工業中心
第1座11樓F–J室

百慕達證券登記總處

Estera Management (Bermuda) Limited
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

香港證券登記處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心
54樓

公司網址

www.twcoffee.com

股份代號

2119

Chairman's Statement

主席報告

Dear Shareholders,

On behalf of the Board of Tsit Wing International Holdings Limited, I hereby present to you the Company's annual report for the financial year ended 31 December 2019.

In the past year, the business environment of Hong Kong has been battered by several months of social movement and the economic condition of Mainland China has also been hampered by the U.S.-China trade war as reflected by the lowest rate of economic growth of Mainland China at 6.2% in 27 years. Although the food and beverage industry has been hit and revenue for the Hong Kong restaurant sector decreased by 5.9% in 2019 as compared to the previous year according to the provisional data from the Census and Statistic Department, the Group was able to weathered the headwinds and the overall adjusted profit from continuing operation of the Group has increased by more than 6%. The Group has also put diligent effort in closely monitoring its account receivables and managed to keep its bad debt rate at less than 0.5%.

Seeing the potential growth in the e-commerce market in Mainland China and as a mean to expand its source of sales, towards the end of 2019, the Group has made a significant step into the B2C market and O2O market by establishing "Tsit Wing Flagship Store (捷榮旗艦店)", an online flagship store, on Tmall.com that sells coffee and tea products processed by the Group. The Group has also started preparation work of launching another online franchisee platform. It intends to invite its strategic partners and other international brands to trade and sell their food and beverages products on such platform. Establishing online sales platforms is seen as a strategic step that allows the Group to capture the latest e-commerce market trend and changes in consumer preference. I believe that online sales platforms can expand the Group's market share in the food and beverage industry.

各位股東：

本人謹代表捷榮國際控股有限公司向閣下呈報本公司截至2019年12月31日止財政年度的年報。

去年，香港營商環境受困於持續多月的社會運動，而從中國內地錄得27年來最低經濟增長率6.2%可見，中國內地的經濟狀況亦受中美貿易戰所阻礙。儘管飲食業受到打擊，且根據政府統計處臨時數據，2019年香港餐廳界別收益較去年下跌5.9%，本集團仍能迎難而上，當中持續經營業務所得整體經調整溢利增加6%以上。此外，本集團致力密切監察應收賬款，並能夠將壞賬比率維持於0.5%以下。

鑒於中國內地電子貿易市場的潛在增長及作為拓展銷售來源的舉措，本集團於接近2019年底時踏出重要一步，透過於天貓成立網上旗艦店「捷榮旗艦店」，銷售本集團加工的咖啡及茶產品，進軍B2C市場及O2O市場。本集團亦已開始籌備推出另一網上特許經營平台。本集團擬邀請其戰略夥伴及其他國際品牌於有關平台買賣及銷售其餐飲產品。建立網上銷售平台被視為戰略步驟，讓本集團得以把握最新電子貿易市場趨勢及客戶喜好變化。本人相信網上銷售平台能拓展本集團於飲食業市場的份額。

Chairman's Statement (continued)

主席報告(續)

In November 2019, the Group has disposed of 60% of the issued share capital of Whole Sun Limited, a company which focused on the trading of frozen meat business. The realised investment allow the Group to deploy more capital and time on other business opportunities that can entail higher margin. In this regard, the Group will continue to expand its frozen and chilled foods business by mainly focusing on (i) meat processing such as cutting and slicing; and (ii) supply of frozen processed food to accommodate the caterers' preferences and upcoming market trends. The Board believes that these two target aspects not only have lower credit risks due to the business nature of the customers and can generate a much higher margin than the previous raw-meat trading business, but also allow the Group to leverage on its existing customers base through offering value-added frozen and chilled food to consumers who look for speed and convenience in preparing meals. The Group will continue to explore the related business opportunities with its strategic partners in order to capture the growing market demand by providing more varieties of products and services to the customers.

TOWARDS THE FUTURE

Looking ahead, the Group will continue to strengthen its foothold in Hong Kong and Macau. As of market penetration into Mainland China, the Group will devote significant efforts to bolster its presence in Shanghai and three cities in the Greater Bay Area, namely Shenzhen, Dongguan and Guangzhou. To cope with the uncertain economy in Mainland China, the Group will adhere to the prudent approach while remain dedicated to maximize returns to shareholders by grasping opportunities for further business development into first-tier cities that have great potential. The Group's expansion in the e-commerce business as mentioned will also support the Group's traditional offline business.

於2019年11月，本集團已出售浩新貿易有限公司60%已發行股本，該公司專營凍肉買賣業務。已變現投資讓本集團得以調配更多資金及時間於其他商機上，從而提高利潤率。就此，本集團將繼續擴展其急凍及冰鮮食品業務，並主要專注於(i)肉類加工(如切割及切片)；及(ii)供應急凍加工食品，以迎合餐飲商的喜好及未來市場趨勢。董事會相信，該兩個目標方向不僅因客戶的業務性質而具較低信貸風險，利潤率亦遠較以往的生肉買賣業務為高，同時讓本集團能透過提供增值急凍及冰鮮食品予尋求便捷備餐方式的消費者，充分利用其現有客戶基礎。本集團將繼續探索與其戰略夥伴的有關業務機會，旨在透過為客戶增加產品及服務的種類把握日益殷切的市場需求。

展望未來

展望將來，本集團將繼續鞏固其於香港及澳門的據點。作為打入中國內地市場的工作，本集團將投放大量資源鞏固其於上海及大灣區三個城市(即深圳、東莞及廣州)的市場地位。為應對中國內地經濟的不穩定因素，本集團將謹守謹慎策略，同時透過進一步把握進軍潛力龐大一線城市的業務發展機遇，繼續致力將股東回報提升至最高。誠如上述者，本集團的擴張亦將支持本集團傳統線下業務。

Chairman's Statement (continued) 主席報告(續)

The outbreak of COVID-19 is expected to reverberate across the economy of Hong Kong and Mainland China, thereby dampening the business climate and expansion opportunities of the food and beverage industry. To cope with the situation, the Group has activated its risk-management measures such as adopting "Work from Home" policy, conducting inventory review to ensure sufficient supply and implementing stricter hygiene standards in the offices and production lines to ensure compliance with the local regulations, where applicable and provide a safe and yet pleasant working environment to its staff. Notwithstanding the surrounding circumstances, the Group can still maintain stable supply of goods and services to the customers. The Board will take the lead to plan cautiously and gear up for the challenges ahead and seize any opportunities in the coming year to pave the way for the Group's long-term growth.

APPRECIATION

I would like to take this opportunity to thank all of the staff members for their contribution and would also like to extend my sincere gratitude to our shareholders, customers and business partners for their unwavering support, many of whom have grown along with the Group over the years. I remain confident in the Group's prospects and its ability to achieve exceptional milestones in the coming years.

Wong Tat Tong
Chairman

2019冠狀病毒病爆發預期對香港及中國內地之經濟帶來極大影響，繼而削弱營商環境及抑壓餐飲行業的擴展機遇。為應對此況，本集團已啟動其風險管理措施，如採納「在家辦公」政策、進行存貨檢討以確保其供應充足，以及於辦公室及生產線實施更嚴格的衛生準則，以確保遵守當地規則(倘適用)及為員工提供一個安全及舒適的工作環境。儘管周邊情況如此，本集團仍能維持穩定供應商品及服務予客戶。董事會將牽頭作出謹慎規劃，為前方挑戰作好準備，並於來年掌握機遇，以奠下本集團的長遠增長基礎。

致謝

本人謹藉此機會感謝全體員工所作出之貢獻，亦衷心感謝股東、客戶及業務夥伴堅定不移的支持，多年來與本集團攜手前進。本人對本集團的前景及日後創造佳績的能力充滿信心。

黃達堂
主席

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

Being a leading integrated B2B coffee and black tea solutions provider in Hong Kong, Macau and Mainland China providing one-stop coffee and tea solutions to commercial customers covering the entire value chain from coffee and tea procurement, processing and distribution, the Group has also expanded its foods segment during the past few years. In order to (i) align with its overall business strategy to develop the food products business in the B2B market by leveraging on its existing sales network and to create a synergy with the Group's beverage products; and (ii) allow the Group to deploy more capital and time on other business opportunities that can entail higher margin, the Group disposed of its entire 60% shareholding interest in one of its subsidiaries, Whole Sun, to a minority shareholder of that company at a consideration of HK\$27.8 million in November 2019. Whole Sun is engaged in trading of frozen meat in Hong Kong and the frozen meat business represented a major line of the Group's business. Following the completion of the disposal, Whole Sun ceased to be the Group's subsidiary. To give a better picture for the Group's continuing operations, the disposed business undertaken by Whole Sun is not included in the "Food Products" segment for operating segment information for the current and prior reporting periods.

In addition, the Group has also diversified its sales lead by starting its online sales platform on Tmall.com in December 2019 and such online sales platform would enable the Group to reach out to more retail customers and widen its customers base.

REVENUE

The table below sets forth the Group's revenue from continuing operations categorized by business segments for the years ended 31 December 2019 and 2018:

業務回顧

本集團作為於香港、澳門及中國內地領先的綜合B2B咖啡及紅茶餐飲策劃服務供應商，為商業客戶提供一站式咖啡及紅茶餐飲策劃服務，涵蓋整個咖啡及紅茶採購、加工及分銷價值鏈，於過去幾年亦擴展其食品分部。為了(i)配合整體業務策略，利用其現有的銷售網路在企業對企業市場發展食品業務，以及與本集團飲料產品締造協同效應；及(ii)使本集團能夠將更多資本及時間投放於可帶來更高利潤的其他商機，本集團於2019年11月將其於浩新貿易（其附屬公司之一）的全部60%股權出售予該公司一名少數股東，代價為27.8百萬港元。浩新貿易於香港從事急凍肉類貿易，而急凍肉類業務是本集團的主要業務。出售完成後，浩新貿易不再為本集團的附屬公司。為更好地闡述本集團的持續經營業務狀況，就當前及過往報告期間的經營分部資料而言，浩新貿易從事的已出售業務並不計入「食品」分部。

此外，本集團亦使其銷售客源多元化，於2019年12月在天貓網站上啟動線上銷售平台，該線上銷售平台將令本集團接觸到更多零售客戶，並擴大其客戶基礎。

收入

下表載列持續經營業務截至2019年及2018年12月31日止年度按業務分部劃分的本集團收入：

Year ended 31 December 截至12月31日止年度

		2019 2019年		2018 2018年	
		(HK\$'000) (千港元)	% of total 佔總額百分比	(HK\$'000) (千港元)	% of total 佔總額百分比
Beverage Solutions	餐飲策劃服務	765,612	97.5%	808,734	97.3%
Food Products	食品	19,386	2.5%	22,338	2.7%
Total	總計	784,998	100.0%	831,072	100.0%

Management Discussion and Analysis (continued)

管理層討論及分析(續)

The table below sets forth the Group's revenue from continuing operations categorized by geographical location for the years ended 31 December 2019 and 2018:

下表載列持續經營業務截至2019年及2018年12月31日止年度按地理位置劃分的本集團收入：

		Year ended 31 December 截至12月31日止年度			
		2019 2019年		2018 2018年	
		(HK\$'000) (千港元)	% of total 佔總額百分比	(HK\$'000) (千港元)	% of total 佔總額百分比
Hong Kong	香港	498,965	63.6%	499,031	60.0%
Mainland China	中國大陸	267,032	34.0%	313,985	37.8%
Others	其他	19,001	2.4%	18,056	2.2%
Total	總計	784,998	100.0%	831,072	100.0%

Note: Others include revenue derived from sales in Australia, Canada, Macau, Malaysia, Philippines and Taiwan.

附註：其他包括來自澳洲、加拿大、澳門、馬來西亞、菲律賓及台灣銷售的收入。

GROSS PROFIT AND GROSS PROFIT MARGIN

The table below sets forth the Group's gross profit from continuing operations of each of the Group's business segments for the years ended 31 December 2019 and 2018:

毛利及毛利率

下表載列持續經營業務截至2019年及2018年12月31日止年度本集團各業務分部的本集團毛利：

		Year ended 31 December 截至12月31日止年度			
		2019 2019年		2018 2018年	
		(HK\$'000) (千港元)	% of total 佔總額百分比	(HK\$'000) (千港元)	% of total 佔總額百分比
Beverage Solutions	餐飲策劃服務	304,952	98.4%	308,135	98.1%
Food Products	食品	4,880	1.6%	6,043	1.9%
Total	總計	309,832	100.0%	314,178	100.0%

Management Discussion and Analysis (continued)

管理層討論及分析(續)

The table below sets forth the Group's gross profit margin from continuing operations of each of the Group's business segments for the years ended 31 December 2019 and 2018:

下表載列持續經營業務截至2019年及2018年12月31日止年度本集團各業務分部的本集團毛利率：

		Year ended 31 December 截至12月31日止年度	
		2019 2019年	2018 2018年
Beverage Solutions	餐飲策劃服務	39.8%	38.1%
Food Products	食品	25.2%	27.1%
Total	總計	39.5%	37.8%

For the year ended 31 December 2019, the Group's recorded a total revenue from continuing operations of HK\$785.0 million, representing a decrease of HK\$46.1 million, or 5.5%, compared to the year ended 31 December 2018. The decrease in revenue was primarily attributable to the decrease in revenue derived from the beverage solutions business, and to a lesser extent, the decrease in revenue derived from the food products business. Gross profit from continuing operations for the year ended 31 December 2019 amounted to HK\$309.8 million, representing a decrease of HK\$4.4 million, or 1.4%, compared to the year ended 31 December 2018. Gross profit margin increased from 37.8% for the year ended 31 December 2018 to 39.5% for the year ended 31 December 2019.

截至2019年12月31日止年度，本集團錄得持續經營業務總收入785.0百萬港元，較截至2018年12月31日止年度減少46.1百萬港元或5.5%。收入減少乃主要由於餐飲策劃服務業務產生的收入減少，其次是食品業務產生的收入減少。截至2019年12月31日止年度的持續經營業務所得毛利為309.8百萬港元，較截至2018年12月31日止年度減少4.4百萬港元或1.4%。毛利率由截至2018年12月31日止年度的37.8%上升至截至2019年12月31日止年度的39.5%。

Beverage solutions

The Group provides a one-stop service for its commercial customers that covers marketing analysis, recipe development, sourcing, production, marketing and after sales services which include regular customer training and equipment maintenance. Such services are provided through the Group's five operational modules, which include (i) menu management and recipe development, (ii) strong global sourcing network, (iii) automated product execution, (iv) sophisticated distribution system for diverse customers, and (v) comprehensive customer services.

餐飲策劃服務

本集團向商業客戶提供涵蓋市場分析、特飲開發、採購、生產、市場推廣及售後服務(其包括定期顧客培訓及設備維修)的一站式服務。該等服務透過本集團五個營運模塊提供，包括(i)餐飲管理及特飲開發；(ii)強大的全球採購網絡；(iii)自動化的產品執行；(iv)為多元化客戶而設的精密配送系統；及(v)全面的客戶服務。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

Revenue from the beverage solutions segment decreased by HK\$43.1 million, or 5.3%, from HK\$808.7 million for the year ended 31 December 2018 to HK\$765.6 million for the year ended 31 December 2019. The decrease was primarily due to the decrease in revenue derived from instant beverage mix products in Mainland China. Gross profit decreased by HK\$3.1 million, or 1.0%, from HK\$308.1 million for the year ended 31 December 2018 to HK\$305.0 million for the year ended 31 December 2019, mainly in line with the decrease in revenue. Gross profit margin of the beverage solutions business increased from 38.1% for the year ended 31 December 2018 to 39.8% for the year ended 31 December 2019, primarily because of the relatively higher gross profit margin generated from coffee and tea products.

Food products

The Group offers frozen processed food to renowned brands and its own frozen processed food brand “Papa Chef” under “original equipment manufacturer” (OEM) arrangement.

Revenue from the food products segment decreased by HK\$2.9 million, or 13.2%, from HK\$22.3 million for the year ended 31 December 2018 to HK\$19.4 million for the year ended 31 December 2019. The decrease was primarily because of the decrease in revenue derived from Mainland China. Gross profit decreased by HK\$1.1 million or 19.2% from HK\$6.0 million for the year ended 31 December 2018 to HK\$4.9 million for the year ended 31 December 2019 and gross profit margin decreased from 27.1% for the year ended 31 December 2018 to 25.2% for the year ended 31 December 2019, primarily due to the change of product mix.

餐飲策劃服務分部的收入由截至2018年12月31日止年度的808.7百萬港元減少43.1百萬港元或5.3%至截至2019年12月31日止年度的765.6百萬港元。該減少乃主要由於速溶混合飲料在中國內地產生的收入減少。毛利由截至2018年12月31日止年度的308.1百萬港元減少3.1百萬港元或1.0%至截至2019年12月31日止年度的305.0百萬港元，大致上與收入減少一致。餐飲策劃服務業務的毛利率由截至2018年12月31日止年度的38.1%上升至截至2019年12月31日止年度的39.8%，乃主要由於咖啡及茶類產品產生的毛利率相對較高。

食品

本集團於「代工生產」(OEM)安排項下提供著名品牌及自家急凍預製食品品牌「Papa Chef」的急凍肉類及急凍預製食品。

食品分部的收入由截至2018年12月31日止年度的22.3百萬港元減少2.9百萬港元或13.2%至截至2019年12月31日止年度的19.4百萬港元。減少主要是由於中國內地產生的收入減少。毛利由截至2018年12月31日止年度的6.0百萬港元減少1.1百萬港元或19.2%至截至2019年12月31日止年度的4.9百萬港元，而毛利率由截至2018年12月31日止年度的27.1%下降至截至2019年12月31日止年度的25.2%，主要是由於產品組合變動。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

REVENUE BY GEOGRAPHIC LOCATIONS

Hong Kong

Since the Group's establishment in Hong Kong in the early 1930s, it has gradually built an established sales and distribution network in Hong Kong throughout the years. For the years ended 31 December 2018 and 2019, revenue generated in Hong Kong maintained at HK\$499.0 million, which was a result of increase in sales of coffee, tea and milk products, offset by the decrease in sales of groceries items.

Mainland China

For the year ended 31 December 2019, revenue generated in Mainland China decreased by HK\$47.0 million, or 15.0%, from HK\$314.0 million for the year ended 31 December 2018 to HK\$267.0 million for the year ended 31 December 2019. The decrease in revenue was primarily due to the decrease in sales volume of instant beverage mix products.

Others

In addition, the Group also sells a small portion of our products to Macau and other overseas countries including Canada, Taiwan, Australia, Malaysia and Philippines through distributors. For the year ended 31 December 2019, revenue generated in others increased by HK\$0.9 million, or 5.2%, from HK\$18.1 million for the year ended 31 December 2018 to HK\$19.0 million for the year ended 31 December 2019. The increase in revenue was primarily as a result of growth in customers' demand in Macau.

BUSINESS PROSPECT

Other than focusing on the Group's core business as an integrated B2B coffee and black tea solutions provider in Hong Kong, Macau and Mainland China, it will continue to strengthen its market penetration of the food products.

按地理位置劃分的收入

香港

自本集團於1930年代初在香港成立以來，其多年來逐漸在香港建立了一個完善的銷售和配送網絡。截至2018年及2019年12月31日止年度，於香港產生的收入維持於499.0百萬港元，乃由於咖啡、茶及奶類產品的銷售增加，惟被雜貨品的銷售減少抵銷。

中國內地

截至2019年12月31日止年度，於中國內地產生的收入由截至2018年12月31日止年度的314.0百萬港元減少47.0百萬港元或15.0%至截至2019年12月31日止年度的267.0百萬港元。收入減少主要是由於速溶混合飲料的銷量減少。

其他

此外，本集團還通過分銷商將小部分產品銷售到澳門及其他海外國家，包括加拿大、台灣、澳洲、馬來西亞及菲律賓。截至2019年12月31日止年度，於其他地區產生的收入由截至2018年12月31日止年度的18.1百萬港元增加0.9百萬港元或5.2%至截至2019年12月31日止年度的19.0百萬港元。收入增加主要是由於澳門客戶的需求增長。

業務前景

除了專注本集團作為香港、澳門及中國內地B2B咖啡及紅茶餐飲策劃服務供應商的核心業務外，本集團將繼續鞏固其於食品市場的滲透率。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

The Group will expand its customer base by extending its presence in Shanghai and three cities in the Greater Bay Area, namely Shenzhen, Dongguan and Guangzhou by exploring business opportunities and strategic partnership with more caterers, restaurant groups and beverage chains etc. in Mainland China. Meanwhile, the Group will also further extend the product-mix by exploring and sourcing high-quality food and beverage products that carry great potential from other countries to ensure the Group is on the cutting edge of the food and beverage solutions provider industry.

Seeing the upcoming trend of online consumption, the Group will further expand its sales through online channel. Other than the online platform that sells the products of the Group, the Group intends to invite its strategic partners and other international brands to trade and sell their food and beverage products on another online platform that will be launched and managed by the Group in the near future.

The Group aims to branch out its frozen processed food business by offering meat processing services and increasing the varieties of processed food products to caterers and customers. Building on the Group's experience in providing frozen meat and frozen processed food, the long-standing partnership with suppliers and a well-established network of clients and distributors, the Board believes that the tailor-made frozen and chilled food business can earn recognition from both corporate and individual customers, thereby enhancing the Group's share in food and beverage market.

With the economic uncertainties caused by a number of factors such as social movements, outbreak of COVID-19 and U.S.-China trade war, it is expected that the catering industry in Hong Kong and Mainland China will face a lot of challenges in the forthcoming year. With the interruption brought by COVID-19, the Group's financial results may be affected due to the general market condition. Having said that the Group has strived its best to ensure the operation of its factories in Hong Kong and Mainland China are functioning and it has managed to maintain stable supply of goods and services to the customers as at the date of this Annual Report. In view of the challenging business environment, the Group will continue to strictly monitor the recoverability of receivables and keep close

本集團將透過拓展其於上海及大灣區三個城市(即深圳、東莞及廣州)的業務，開拓商機，並與中國內地更多餐飲公司、餐廳集團及飲料連鎖店等建立戰略夥伴關係，從而拓展客戶基礎。同時，本集團亦將進一步擴大產品組合，從其他國家探索和採購具有巨大潛力的高品質餐飲產品，以確保本集團處於餐飲策劃服務供應商行業的前沿。

面對線上消費的上升趨勢，本集團將進一步透過線上渠道拓展其銷售。除銷售本集團產品的線上平台外，本集團擬邀請其戰略伙伴及其他國際品牌於另一線上平台上交易及銷售其餐飲產品。該線上平台將由本集團於近期推出及管理。

本集團的目標是通過向餐飲公司和客戶提供肉類加工服務和增加預製食品的品種，擴大其急凍預製食品業務。憑藉本集團在提供急凍肉類及急凍預製食品方面的經驗、與供應商的長期合作關係及完善的客戶及分銷商網路，董事會相信專門設計的急凍及冰鮮食品業務可獲得企業及個人客戶的認可，從而提升本集團在餐飲市場的份額。

經濟因社會運動、2019冠狀病毒病(COVID-19)爆發及美中貿易戰等眾多因素而充滿不確定性，預期來年香港及中國內地的餐飲業將面臨重重挑戰。由於COVID-19帶來困擾，本集團的財務業績或會受整體市況所影響。然而，本集團已竭盡所能確保其於香港及中國內地的工廠正常營運，於本年報日期已能維持穩定的貨品及服務供應予客戶。鑑於營商環境艱難，本集團將繼續密切監察應收款項的收回情況，與

Management Discussion and Analysis (continued)

管理層討論及分析(續)

contact with its suppliers to safeguard stable supply of products. The Group will get prepared to overcome any hurdle ahead and realize its value to the Shareholders and business partners.

供應商緊密聯絡，保證產品供應穩定。本集團已準備就緒，跨越前路各種障礙，向股東及業務夥伴實踐自身價值。

DEVELOPMENT OF THE SUBSIDIARIES

During the year ended 31 December 2019, the Group has disposed of its shareholding interest in Whole Sun in November 2019 and it has ceased to be the Group's subsidiary since then.

附屬公司的發展

截至2019年12月31日止年度，本集團於2019年11月出售其於浩新的股權權益，而該公司自此不再為本集團的附屬公司。

Two subsidiaries of the Company incorporated in the British Virgin Islands, namely Great Guarder Limited and Tsit Wing Trademarks & Patent Company Limited, were dissolved pursuant to the BVI Business Companies Act, 2004 and the relevant details are as follows:

本公司於英屬處女群島註冊成立的兩間附屬公司，即 Great Guarder Limited及Tsit Wing Trademarks & Patent Company Limited，已根據2004年英屬處女群島商業公司法解散，相關詳情如下：

Name of Company 公司名稱	Nature of business prior to dissolution 解散前的業務性質	Date of dissolution 解散日期	Nature of proceeding 程序性質
Tsit Wing Trademarks & Patent Company Limited	No business operation	29 August 2019	Voluntary liquidation
Tsit Wing Trademarks & Patent Company Limited	無業務營運	2019年8月29日	自願清盤
Great Guarder Limited	No business operation	30 August 2019	Voluntary liquidation
Great Guarder Limited	無業務營運	2019年8月30日	自願清盤

As the Group wishes to streamline its corporate structure in Mainland China, it has applied for the deregistration of three companies, namely Cadiz (Shenzhen) Caterer Company Limited* (嘉迪(深圳)餐飲有限公司) (“**CDCL**”), Dongguan TWG Heritage Food Company Limited* (東莞捷喜食品有限公司) (“**DG TWG Heritage**”) and Cadiz (Shenzhen) Trading Company Limited* (嘉迪(深圳)貿易有限公司) (“**CDTL**”), all of which have been deregistered in 2019.

由於本集團有意精簡其於中國內地的企業架構，故已申請註銷三間公司，即嘉迪(深圳)餐飲有限公司(「嘉迪餐飲」)、東莞捷喜食品有限公司(「東莞捷喜食品」)及嘉迪(深圳)貿易有限公司(「嘉迪貿易」)，該等公司均於2019年註銷。

* For identification purpose only
僅供識別

Management Discussion and Analysis (continued)

管理層討論及分析(續)

FINANCIAL REVIEW

Revenue

The Group's revenue decreased by HK\$46.1 million, or 5.5%, from HK\$831.1 million for the year ended 31 December 2018 to HK\$785.0 million for the year ended 31 December 2019. The decrease was primarily due to the decrease in revenue derived from the beverage solutions business in Mainland China as a result of decrease in the sales volume of instant beverage mix products, and to a lesser extent, the decrease in revenue derived from the food products business.

Cost of sales

The Group's cost of sales decreased by HK\$41.7 million, or 8.1%, from HK\$516.9 million for the year ended 31 December 2018 to HK\$475.2 million for the year ended 31 December 2019. The decrease in the cost of sales was primarily a result of the decrease in raw material costs for the beverage solutions products, which was in line with the decrease in revenue.

Gross profit and gross profit margin

The Group's gross profit decreased by HK\$4.4 million, or 1.4%, from HK\$314.2 million for the year ended 31 December 2018 to HK\$309.8 million for the year ended 31 December 2019. The Group's gross profit margin increased from 37.8% for the year ended 31 December 2018 to 39.5% for the year ended 31 December 2019.

Other income

The Group's other income increased by HK\$2.1 million from HK\$3.0 million for the year ended 31 December 2018 to HK\$5.1 million for the year ended 31 December 2019. The increase was primarily a result of increase in bank interest income received from time deposits on the unutilised Net Proceeds in connection with the Listing.

Selling and distribution expenses

The Group's selling and distribution expenses decreased by HK\$1.2 million, or 1.1%, from HK\$117.1 million for the year ended 31 December 2018 to HK\$115.9 million for the year ended 31 December 2019, primarily due to decrease in (i) marketing and promotion expenses; and (ii) logistics expenses, which were generally in line with the decrease in revenue.

財務回顧

收入

本集團的收入由截至2018年12月31日止年度的831.1百萬港元減少46.1百萬港元或5.5%至截至2019年12月31日止年度的785.0百萬港元。收入減少主要是由於速溶混合飲料銷量減少導致中國內地餐飲策劃服務業務的收入減少，其次是食品業務所產生的銷量減少。

銷售成本

本集團的銷售成本由截至2018年12月31日止年度的516.9百萬港元減少41.7百萬港元或8.1%至截至2019年12月31日止年度的475.2百萬港元。銷售成本減少主要是由於餐飲策劃服務產品的原材料成本減少，並與收益減少一致。

毛利及毛利率

本集團的毛利由截至2018年12月31日止年度的314.2百萬港元減少4.4百萬港元或1.4%至截至2019年12月31日止年度的309.8百萬港元。本集團的毛利率由截至2018年12月31日止年度的37.8%上升至截至2019年12月31日止年度的39.5%。

其他收入

本集團的其他收入由截至2018年12月31日止年度的3.0百萬港元增加2.1百萬港元至截至2019年12月31日止年度的5.1百萬港元。增加主要是由於上市產生的未動用所得款項淨額的定期存款所產生的銀行利息收入增加。

銷售及分銷開支

本集團的銷售及分銷開支由截至2018年12月31日止年度的117.1百萬港元減少1.2百萬港元或1.1%至截至2019年12月31日止年度的115.9百萬港元，主要原因為(i)營銷及推廣開支減少；及(ii)物流開支減少，大致上與收入減少一致。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

Administrative expenses

The Group's administrative expenses decreased by HK\$12.6 million, or 13.7%, from HK\$91.8 million for the year ended 31 December 2018 to HK\$79.2 million for the year ended 31 December 2019. The decrease was primarily a result of (i) there was a non-recurring consultancy and professional fee of HK\$6.8 million, which was incurred in relation to the Listing during the year ended 31 December 2018, and (ii) decrease in recognition of share-based payment expense relating to the Pre-IPO Share Option Scheme.

Other expenses, net

The Group's other expenses, net, decreased significantly by HK\$6.0 million from HK\$11.1 million for the year ended 31 December 2018 to HK\$5.1 million for the year ended 31 December 2019. The decrease was mainly due to the decrease in impairment of trade receivables.

Finance costs

The Group's finance costs decreased by HK\$1.0 million, or 22.2%, from HK\$4.5 million for the year ended 31 December 2018 to HK\$3.5 million for the year ended 31 December 2019. The decrease was primarily a result of the decrease in interest-bearing bank borrowings.

Income tax expense

The Group's income tax expense increased by HK\$2.1 million, or 10.6%, from HK\$19.4 million for the year ended 31 December 2018 to HK\$21.5 million for the year ended 31 December 2019, mainly due to the increase in profit before tax. The Group's effective income tax rate decreased from 20.9% for the year ended 31 December 2018 to 19.3% for the year ended 31 December 2019.

Profit for the year from continuing operations and net profit margin

As a result of the foregoing, the Group's profit for the year from continuing operations increased by HK\$16.6 million, or 22.6%, from HK\$73.2 million for the year ended 31 December 2018 to HK\$89.8 million for the year ended 31 December 2019. The Group's net profit margin increased from 8.8% for the year ended 31 December 2018 to 11.4% for the year ended 31 December 2019.

行政開支

本集團的行政開支由截至2018年12月31日止年度的91.8百萬港元減少12.6百萬港元或13.7%至截至2019年12月31日止年度的79.2百萬港元。減少主要是由於(i)截至2018年12月31日止年度上市產生的6.8百萬港元非經常性顧問及專業費用；及(ii)確認與本公司採納的首次公開發售前購股權計劃相關的以股份為基礎付款開支減少。

其他開支淨額

本集團的其他開支淨額由截至2018年12月31日止年度的11.1百萬港元大幅減少6.0百萬港元至截至2019年12月31日止年度的5.1百萬港元。減少主要是由於貿易應收款項減值減少。

融資成本

本集團的融資成本由截至2018年12月31日止年度的4.5百萬港元減少1.0百萬港元或22.2%至截至2019年12月31日止年度的3.5百萬港元。減少主要是由於計息銀行借款減少。

所得稅開支

本集團的所得稅開支由截至2018年12月31日止年度的19.4百萬港元增加2.1百萬港元或10.6%至截至2019年12月31日止年度的21.5百萬港元，主要是由於除稅前溢利增加。本集團的實際所得稅稅率由截至2018年12月31日止年度的20.9%減少至截至2019年12月31日止年度的19.3%。

持續經營業務所得年內溢利及純利率

由於上文所述，本集團持續經營業務所得年內溢利由截至2018年12月31日止年度的73.2百萬港元增加16.6百萬港元或22.6%至截至2019年12月31日止年度的89.8百萬港元。本集團的純利率由截至2018年12月31日止年度的8.8%上升至截至2019年12月31日止年度的11.4%。

Management Discussion and Analysis (continued) 管理層討論及分析(續)

Adjusted profit for the year from continuing operations attributable to owners of the parent

The following table sets out the reconciliation from the Group's profit for the year from continuing operations attributable to owners of the parent to adjusted profit for the year from continuing operations attributable to owners of the parent ^(Note):

母公司擁有人應佔持續經營業務所得年內經調整溢利

下表列載母公司擁有人應佔本集團持續經營業務所得年內溢利與母公司擁有人應佔持續經營業務所得年內經調整溢利^(附註)的對賬：

		Year ended 31 December 截至12月31日止年度	
		2019 2019年 (HK\$'000) (千港元)	2018 2018年 (HK\$'000) (千港元)
Profit for the year from continuing operations attributable to owners of the parent	母公司擁有人應佔持續經營業務所得年內溢利	89,813	73,240
Plus:	加：		
Listing-related expenses	上市相關開支	—	6,791
Share-based payment expense relating to the Pre-IPO Share Option Scheme	與首次公開發售前購股權計劃相關的以股份為基礎付款開支	2,443	7,405
Loss on deregistration of subsidiaries	取消註冊附屬公司虧損	1,013	—
Adjusted profit for the year from continuing operations attributable to owners of the parent	持續經營業務所得母公司擁有人應佔年內經調整溢利	93,269	87,436

The Group's adjusted profit attributable to owners of the parent from continuing operations for the year ended 31 December 2019 would amount to HK\$93.3 million, representing an increase of HK\$5.9 million or 6.7%, as compared to HK\$87.4 million for the year ended 31 December 2018.

截至2019年12月31日止年度，本集團的母公司擁有人應佔持續經營業務所得經調整溢利達93.3百萬港元，較截至2018年12月31日止年度的87.4百萬港元增加5.9百萬港元或6.7%。

Note: Adjusted profit for the year attributable to owners of the parent from continuing operations is a non-HKFRS financial measurement which, in the opinion of the Directors, eliminates the effect of a number of non-recurring expenses and losses and certain non-cash charges, including (i) Listing-related expenses; (ii) share-based payment expense relating to the Pre-IPO Share Option Scheme; and (iii) loss on deregistration of subsidiaries, and excluding any tax effects related to the preceding judgements, in order to give shareholders a proxy of the operating profit generated from ordinary course of business.

附註：母公司擁有人應佔持續經營業務所得經調整溢利為非香港財務報告準則的財務計量，董事認為當中消除了多項非經常性開支及虧損以及若干非現金費用的影響，包括：(i)上市相關開支；(ii)與首次公開發售前購股權計劃相關的以股份為基礎付款開支；及(iii)取消註冊附屬公司虧損，且不包括任何與先前判決有關的稅務影響，以向股東呈列日常業務過程所產生的經營溢利。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

Loss/profit from a discontinued operation

Loss from a discontinued operation for the year ended 31 December 2019 was HK\$12.5 million as compared to a profit of HK\$4.2 million for the year ended 31 December 2018. The change was primarily a result of the loss on disposal of business undertaken by Whole Sun in November 2019 which mainly represented the loss of goodwill associated with the business of the discontinued operation.

Capital Expenditure and Commitments

During the year ended 31 December 2019, the Group incurred additions of property, plant and equipment of HK\$30.7 million (year ended 31 December 2018: HK\$21.8 million). A substantial portion of the Group's capital expenditures were incurred in relation to the purchase of coffee machines which were leased to the Group's customers.

As at 31 December 2019, the Group had capital commitment of HK\$6.2 million (31 December 2018: HK\$0.6 million), mainly comprising the related contracts of capital expenditure in production machineries and enhancement of facilities.

Borrowings

As at 31 December 2019, the Group had total interest-bearing bank borrowings of HK\$26.2 million (31 December 2018: HK\$156.2 million).

Net Current Assets

As at 31 December 2019, the Group's net current assets were HK\$403.1 million, representing a decrease of HK\$32.1 million as compared with net current assets of HK\$435.2 million as at 31 December 2018. The decrease in net current assets was mainly attributable to the disposal of the discontinued operation.

Liquidity and Financial Resources

The Group had cash and cash equivalents of HK\$315.2 million as at 31 December 2019 (31 December 2018: HK\$328.7 million). The Board is of the opinion that the financial position of the Group is robust and the Group has sufficient resources to support its operations and meet its foreseeable capital expenditures.

一項已終止業務所得虧損／溢利

截至2019年12月31日止年度，一項已終止業務所得虧損為12.5百萬港元，而截至2018年12月31日止年度為溢利4.2百萬港元。變動主要源於2019年11月出售浩新貿易有限公司所進行業務的虧損，乃主要指與已終止業務有關的商譽虧損。

資本開支及承擔

於截至2019年12月31日止年度，本集團產生物業、廠房及設備添置30.7百萬港元(截至2018年12月31日止年度：21.8百萬港元)。本集團大部分資本開支乃用於購買供出租予本集團客戶的咖啡機。

於2019年12月31日，本集團的資本承擔為6.2百萬港元(2018年12月31日：0.6百萬港元)，主要包括生產機器資本開支及設備優化的相關合約。

借款

於2019年12月31日，本集團的計息銀行借款總額為26.2百萬港元(2018年12月31日：156.2百萬港元)。

流動資產淨值

於2019年12月31日，本集團流動資產淨值為403.1百萬港元，較於2018年12月31日流動資產淨值435.2百萬港元減少32.1百萬港元。流動資產淨值減少主要因為出售已終止經營業務所致。

流動資金及財務資源

於2019年12月31日，本集團擁有現金及現金等價物315.2百萬港元(2018年12月31日：328.7百萬港元)。董事會認為本集團之財務狀況堅實及本集團擁有足夠資源支持其營運及應付其於可見將來的資本開支。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

Capital Structure

As at 31 December 2019, the capital structure of the Group comprised share capital and reserves.

Future Plans for Material Investments and Capital Assets

The Group did not have any concrete plan for material investments or capital assets for the forthcoming year.

Material Acquisition and Disposal

Save as the disposal of its shareholding interest in Whole Sun in November 2019, the Group did not have material acquisition and disposal of subsidiaries, associates and joint ventures during the year ended 31 December 2019.

Contingent Liabilities

Saved as disclosed in Note 32 to the financial statements below, there were no other contingent liabilities.

Gearing Ratio

As at 31 December 2019, on the basis of total interest-bearing bank borrowings divided by equity attributable to owners of the parent, the Group's gearing ratio was 4.8% (31 December 2018: 29.1%). The decrease in gearing ratio was primarily due to settlement of interest-bearing bank borrowings.

Foreign Currency Risk

The Group has transactional currency exposures. Such exposures mainly arise from sales or purchases by operating units in currencies other than the unit's functional currencies. The majority of the Group's foreign currency purchase transactions are denominated in the United States dollars. On the other hand, the sales and disbursements are mainly denominated in Hong Kong dollars and Renminbi. The management is closely monitoring foreign exchange exposure of the Group. The Group will consider to adopt a foreign currency hedging policy for significant foreign currency exposures.

Interest Rate Risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's interest-bearing bank borrowings with floating interest rate. The Group monitors interest rate exposure and will consider hedging significant interest rate risk should the need arise.

資本架構

於2019年12月31日，本集團的資本架構包括股本及儲備。

重大投資及資本資產的未來計劃

本集團來年並無任何重大投資及資本資產的實質計劃。

重要收購及出售

除於2019年11月出售其於浩新的權益外，於截至2019年12月31日止年度，本集團並無重要收購及出售附屬公司、聯營公司及合營公司。

或然負債

除以下財務報表附註32所披露外，概無其他或然負債。

資產負債比率

於2019年12月31日，按計息銀行借款總額除以母公司擁有人應佔權益，本集團的資產負債比率為4.8% (2018年12月31日：29.1%)。資產負債比率下降乃主要由於結付計息銀行借款。

外幣風險

本集團承受交易貨幣風險。有關風險主要源自營運單位以其功能貨幣以外的貨幣進行買賣而產生。本集團大部分外幣採購交易以美元計值。另一方面，銷售及支銷則主要以港元及人民幣計值。管理層密切監察本集團的外匯風險。本集團將考慮就重大外幣風險採取外幣對沖政策。

利率風險

本集團面臨的市場利率變動風險主要與本集團的浮息銀行借款有關。本集團監察利率敞口，並將於有需要時考慮對沖重大利率風險。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

Credit Risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents and financial assets included in prepayments, deposits and other receivables arises from default of the counterparties, with a maximum exposure equal to the carrying amounts of these instruments.

Liquidity Risk

The Group's objective is to ensure there are adequate funds to meet its liquidity requirements in the short and longer terms. In the management of liquidity risk, the Group has been maintaining a cash pooling system where excess liquidity is equalised internally through inter-group accounts. Depending on the specific requirements of each funding agreement, funding for the Group's operating companies may be sourced directly from the Group's bankers or indirectly through the Company.

USE OF PROCEEDS FROM LISTING

The proceeds from the Listing, after deducting underwriting commissions and all related expenses, amounted to HK\$232.6 million.

As at the date of this Annual Report, the Company does not anticipate any change to its plan on the use of Net Proceeds as stated in the Prospectus.

The Board closely monitored the use of Net Proceeds with reference to the use of proceeds disclosed in the Prospectus and confirmed that there was no change in the proposed use of proceeds as previously disclosed in the Prospectus.

信貸風險

本集團僅與經認可且信譽良好的第三方進行交易。本集團的政策規定，所有擬按信貸期進行交易的客戶，均須接受信貸核實程序。此外，本集團持續監察應收款項結餘，並無面對重大的壞賬風險。

本集團其他金融資產(包括現金及現金等價物、計入預付款項、按金及其他應收款項的金融資產)的信貸風險來自對方違約，最高敞口相等於該等工具的賬面值。

流動資金風險

本集團的目標為確保有充足資金以滿足短期及長期流動資金需求。為管理流動資金風險，本集團一直維持現金池系統，透過集團內公司間賬戶於內部平均分配剩餘的流動資金。視乎各資金協議的具體要求而定，本集團營運公司可直接由本集團的往來銀行或間接透過本公司取得資金。

上市所得款項用途

上市所得款項經扣除包銷佣金及所有相關開支後為232.6百萬港元。

於本年報日期，本公司預期招股章程內所述其就使用所得款項淨額的計劃將不會出現任何變化。

董事會已參照招股章程所披露的所得款項用途，密切監察所得款項淨額的使用情況，並確認先前於招股章程披露的所得款項擬定用途並無改變。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

During the period from the Listing Date to 31 December 2019, the Net Proceeds had been applied as follows:

由上市日期至2019年12月31日期間，所得款項淨額按下列方式動用：

Intended use of the Net Proceeds as stated in the Prospectus	Planned use of proceeds ^(Note)	Actual use of	Unutilised	Actual use of	Unutilised
		proceeds from the Listing Date to 31 December 2018	amount as at 31 December 2018	proceeds from 1 January 2019 to 31 December 2019	amount as at 31 December 2019
		由上市日至2018年12月31日所得款項實際用途	於2018年12月31日未動用金額	由2019年1月1日至2019年12月31日所得款項實際用途	於2019年12月31日未動用金額
		HK\$'000 (千港元)	HK\$'000 (千港元)	HK\$'000 (千港元)	HK\$'000 (千港元)
Strengthen business portfolio	加強業務組合	93,044	—	(388)	92,656
Capital investments of machineries and equipment	機器及設備的資本投資	46,522	(17,618)	(15,614)	13,290
Expansion into Southeast Asia	擴充至東南亞	23,261	—	(242)	23,019
Product customisation and development	產品客制化及開發	23,261	(614)	(2,749)	19,898
Support sales and marketing	支持銷售及營銷	23,261	(2,265)	(18,086)	2,910
General working capital	一般營運資金	23,261	(12,467)	(10,794)	—
		232,610	(32,964)	(47,873)	151,773

Note: The planned amount of use of Net Proceeds has been adjusted in the same proportion and same manner as stated in the Prospectus due to the difference between the estimated net proceeds and the actual net proceeds received.

附註：所得款項淨額計劃使用金額已按照招股章程所述的相同比例及相同方式予以調整，原因為估計所得款項淨額與實際收取的所得款項淨額之間有所差異。

The unutilised Net Proceeds have been placed as bank balances/time deposits with licensed banks in Hong Kong as at the date of this Annual Report.

於本年報日期，未動用所得款項淨額已存入香港持牌銀行以作銀行結餘／定期存款。

Directors and Senior Management

董事及高級管理層

BOARD OF DIRECTORS

Executive Directors

Wong Tat Tong (黃達堂), aged 66, has been a Director since 6 July 2000 and was redesignated as an executive Director on 4 September 2017. He is the chairman of the Board and the chief executive officer of the Company. He is primarily responsible for managing and formulating overall strategic planning and development of the Group. Mr. Wong has joined the Group for over 40 years since May 1978. Mr. Wong is a director of several major operating subsidiaries of the Group and also a member of the remuneration committee and nomination committee. Being responsible for the day-to-day management and overall strategic planning and development of the Group, Mr. Wong has been playing an important role in the Group's development and growth over the past 40 years.

Mr. Wong obtained a diploma in accounting from the Hong Kong Baptist College (presently known as the Hong Kong Baptist University). He is the Permanent Honorary President of the Hong Kong Foodstuffs Association, the Permanent Honorary President of The Hong Kong and Kowloon Provisions, Wine & Spirit Dealers' Association Limited, a member and a director of the committee of The Chinese General Chamber of Commerce and the representative of Tsit Wing Coffee Company, Limited's membership in The Hong Kong Chinese Importers' and Exporters' Association.

Wu Kam On Keith (鄔錦安), aged 45, has been a Director since 22 January 2010 and was re-designated as an executive Director on 4 September 2017. He is the group chief operation officer and company secretary of the Company. Mr. Wu joined the Group in 2005 and is primarily responsible for assisting in strategic planning and business and corporate development of the Group and overseeing sales operations of the Group. Mr. Wu is a director of several major operating subsidiaries of the Group. He is also the company secretary of all of the Group's subsidiaries which are incorporated in Hong Kong. Mr. Wu has 20 years of experience in finance and accounting management.

董事會

執行董事

黃達堂，66歲，自2000年7月6日起擔任本公司董事，並於2017年9月4日獲重新委任為執行董事。彼為董事會主席及本公司行政總裁。彼主要負責管理及制訂本集團的整體策略規劃及發展。黃先生自1978年5月加盟本集團以來已逾40年。黃先生為本集團多間主要營運附屬公司的董事，且為薪酬委員會及提名委員會成員。黃先生負責本集團的日常管理及整體策略規劃及發展，在過去40年對本集團的發展和成長擔當重要角色。

黃先生獲香港浸會學院（現稱香港浸會大學）頒授會計文憑。其為香港食品商會永遠榮譽會長、港九罐頭洋酒伙食行商會有限公司永遠榮譽會長、中華總商會會員及會董並以捷榮咖啡有限公司代表的身份，參與香港中華出入口商會。

鄔錦安，45歲，自2010年1月22日起擔任董事，並於2017年9月4日獲重新委任為執行董事。彼為本公司的集團首席營運官及公司秘書。彼於2005年加入本集團及主要負責協助策略規劃、業務及企業發展以及監督本集團的銷售營運。鄔先生為本集團多間主要營運附屬公司的董事。彼亦是本集團所有在香港註冊成立附屬公司的公司秘書。鄔先生在財務及會計管理方面具有20年經驗。

Directors and Senior Management (continued)

董事及高級管理層(續)

Mr. Wu was awarded the Postgraduate Certificate in Sustainable Value Chains from the University of Cambridge in May 2019, admitted as a fellow of The Hong Kong Institute of Chartered Secretaries and was awarded the Chartered Governance Professional Qualification of The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries in 2018. He obtained a degree of master of Corporate Governance from the Hong Kong Polytechnic University and a bachelor of arts (honours) in accountancy from the City University of Hong Kong.

Mr. Wu is a fellow and an authorized supervisor of Hong Kong Institute of Certified Public Accountants, a fellow and a certified tax advisor of The Taxation Institute of Hong Kong and an elected fellow of The Institute of Chartered Secretaries and Administrations in the United Kingdom.

Mr. Wu is currently an independent non-executive director of Fulum Group Holdings Limited (stock code: 1443), a restaurant chain serving Chinese cuisine and Hao Bai International (Cayman) Limited (stock code: 8431), a Hong Kong-based contractor specialized in design, procurement and installation services of the water circulation systems. He has been an independent non-executive director of Sanbase Corporation Limited (stock code: 8501), an interior fit-out solutions provider focusing on providing services to clients whose offices are predominately situated in Grade A offices in Hong Kong from 8 December 2017 to 2 February 2020.

Fan Yee Man (樊綺敏), aged 39, was appointed as an executive Director on 4 September 2017. Ms. Fan is the group chief financial officer of the Company. She joined the Group in 2012 and is primarily responsible for overseeing the overall financial position and accounting matters, information system and operation control of the Group. Ms. Fan is a director of several major operating subsidiaries of the Group.

Ms. Fan has over 15 years of experience in finance and accounting management. Ms. Fan obtained a bachelor of business administration (honours) in accountancy from the City University of Hong Kong. Ms. Fan is a member and a fellow of The Association of Chartered Certified Accountants and a Certified Public Accountant certified by the Hong Kong Institute of Certified Public Accountants.

鄔先生於2019年5月獲劍橋大學頒發可持續價值鏈研究生證書，並於2018年獲香港特許秘書公會接納為資深會員，並獲香港特許秘書及行政人員協會及香港特許秘書公會頒授特許管治專業人員資格。彼取得香港理工大學企業管治碩士學位及香港城市大學會計學文學士(榮譽)學位。

鄔先生為香港會計師公會的資深會員及認可監督、香港稅務學會的資深會員及註冊稅務師及英國特許秘書及行政管理學會院士。

鄔先生現時擔任富臨集團控股有限公司(股份代號：1443，為中式酒家連鎖店)的獨立非執行董事及浩柏國際(開曼)有限公司(股份代號：8431，為專營水循環系統的設計、採購及安裝服務的香港承辦商)的獨立非執行董事。自2017年12月8日至2020年2月2日，鄔先生於莊皇集團公司(股份代號：8501)擔任獨立非執行董事，該公司為室內裝潢解決方案供應商，專注為辦公室主要位於香港甲級寫字樓的客戶服務。

樊綺敏，39歲，於2017年9月4日獲委任為執行董事。樊小姐為本公司的集團首席財務官。彼於2012年加入本集團及主要負責監督本集團整體財務狀況、會計事宜、資訊系統及營運管控。樊小姐為本集團多間主要營運附屬公司的董事。

樊小姐在財務及會計管理方面逾15年經驗。樊小姐獲香港城市大學頒授會計學工商管理榮譽學士。樊小姐為特許公認會計師公會(「ACCA」)會員及資深會員及獲香港會計師公會認許為註冊會計師。

Directors and Senior Management (continued)

董事及高級管理層(續)

Independent Non-Executive Directors

Tang Kwai Chang (鄧貴彰), aged 67, was appointed as an independent non-executive Director on 15 December 2017. He is the chairman of the audit committee and a member of the remuneration committee.

Mr. Tang has over 40 years of experience in accounting, auditing and audit risk management. Mr. Tang obtained a diploma in accounting from the Hong Kong Baptist College (presently known as Hong Kong Baptist University). He is a fellow of the Association of Chartered Certified Accountants, a fellow of the Hong Kong Institute of Certified Public Accountants, a member of the Court of Hong Kong Baptist University and a member of the disciplinary panel of the Hong Kong Institute of Certified Public Accountants and a convenor of Financial Review Panel of the Financial Reporting Council. Mr. Tang was conferred with the Honorary University Fellowship by the Hong Kong Baptist University in September 2017.

Mr. Tang is currently an independent non-executive director of HKR International Limited (stock code: 480), a company engaging in property development and investment and FIT Hon Teng Limited (stock code: 6088), a company engaging in the development and production of interconnect solutions and related products.

Chow Alexander Yue Nong (周裕農), aged 69, was appointed as an independent non-executive Director on 15 December 2017. He is the chairman of the nomination committee and a member of the audit committee. Mr. Chow has over 40 years of experience in the financial and corporate industry. Mr. Chow obtained a bachelor of arts degree in computer science and a degree of master of business administration from the University of California, Berkeley, in the United States. Further, he is a committee member of The Chinese General Chamber of Commerce.

Mr. Chow is an independent non-executive director of Shanghai Zendai Property Limited (stock code: 755), a company engaging in property development business, property investments, management and agency services and hotel operations through its subsidiaries.

獨立非執行董事

鄧貴彰，67歲，於2017年12月15日獲委任為獨立非執行董事。彼為審核委員會主席及薪酬委員會成員。

鄧先生在會計、核數及審核風險管理方面逾40年經驗。鄧先生獲香港浸會學院(現稱香港浸會大學)頒授會計文憑。彼為特許公認會計師公會資深會員、香港會計師公會資深會員、香港浸會大學諮議會委員及香港會計師公會紀律委員會委員及財務匯報局財務匯報檢討委員會召集人。鄧先生於2017年9月獲香港浸會大學頒授榮譽大學院士名銜。

鄧先生現為香港興業國際集團有限公司(股份代號：480)獨立非執行董事，該公司從事房地產發展及投資；及為鴻騰六零八八精密科技股份有限公司(股份代號：6088)獨立非執行董事，該公司經營互聯方案及相關產品的開發及生產。

周裕農，69歲，於2017年12月15日獲委任為獨立非執行董事。彼為提名委員會主席及審核委員會成員。周先生在金融及企業行業有逾40年經驗。周先生獲美國加州柏克萊大學頒授電腦科學文學士及工商管理碩士學位。此外，彼為香港中華總商會會董。

周先生為上海證大房地產有限公司(股份代號：755)的獨立非執行董事，該公司通過其附屬公司從物業發展業務、物業投資、管理及代理服務及酒店運營。

Directors and Senior Management (continued)

董事及高級管理層(續)

Wong Man Fai (王文輝), aged 70, was appointed as an independent non-executive Director on 15 December 2017. He is the chairman of the remuneration committee, a member of the audit committee and the nomination committee. Mr. Wong has over 30 years of experience in the insurance industry. Mr. Wong obtained his bachelor of science and master of business administration from the Chinese University of Hong Kong.

Mr. Wong was appointed as a director of Starr International Insurance (Asia) Limited, a private company engaging in insurance business, in October 2018.

Save as disclosed herein, there are no other matters concerning the Directors that need to be brought to the attention of the Shareholders nor is there any other information relating to the Directors that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

SENIOR MANAGEMENT

Leung Kim Ming (梁劍明), aged 53, is the general manager – Mainland China. He joined the Group in 2008 and is primarily responsible for overseeing the day-to-day operations in Mainland China, including supply chain, general affairs, B2B sales, B2C sales, human resources and administration departments. Mr. Leung has over 20 years of experience in finance and accounting management. Mr. Leung obtained a graduation diploma in business administration from Hong Kong Shue Yan College (presently known as Hong Kong Shue Yan University) and a bachelor of arts in accountancy from the University of Bolton (in the United Kingdom).

王文輝，70歲，於2017年12月15日獲委任為獨立非執行董事。彼為薪酬委員會主席、審核委員會及提名委員會成員。王先生在保險業有逾30年經驗。王先生獲香港中文大學頒授理學士及工商管理學碩士學位。

王先生於2018年10月獲委任為Starr International Insurance (Asia) Limited之董事，該公司從事保險業務。

除本年報披露者外，概無其他關於董事之事宜須敦請股東垂注，亦沒有其他關於董事的資料須根據上市規則13.51(2)條披露。

高級管理層

梁劍明，53歲，總經理 — 中國大陸。彼於2008年加入本集團及主要負責監督於中國的日常營運，包括供應鏈、一般事務、B2B銷售、B2C銷售、人力資源及行政部門。梁先生在財務及會計管理方面逾20年經驗。梁先生獲香港樹仁學院(現稱為香港樹仁大學)頒授工商管理文憑及獲英國博爾頓大學(University of Bolton)頒授會計學文學士學位。

Directors and Senior Management (continued)

董事及高級管理層(續)

Kam Chun Pong Bernard (金振邦), aged 63, is the group operating officer — marketing and group operating officer — sales B2C. He has been working for the Group for more than six years and is primarily responsible for coordinating and overseeing marketing affairs of the Group and B2C sales related affairs. Mr. Kam has more than 20 years of experience in marketing, sales management and business development with a focus in the fast moving consumer products industry. Mr. Kam obtained a higher diploma in business studies from Hong Kong Polytechnic (presently known as Hong Kong Polytechnic University) and a diploma in marketing from the Institute of Marketing (in the United Kingdom). He also completed a ten-week international general management program, namely Program for Executive Development at the International Institute for Management Development in Switzerland.

Hau Ka Wai (侯嘉慧), aged 42, is the Group Operating Officer — Human Resources & Administration. She joined the Group in 2007 to 2017 and recently rejoined in 2020, and oversees the human resources and administration department. She is mainly responsible for corporate social responsibility and overall human resources strategy planning. Ms. Hau has over 19 years of experience in human resources. Ms. Hau obtained a Bachelor of Business from Holmes Institute.

COMPANY SECRETARY

Wu Kam On Keith (鄔錦安), aged 45, is the company secretary of the Company. He is responsible for facilitating the procedures/activities of the Board and the Board Committees as well as good communication flow amongst the Board members, shareholders and senior management of the Company.

金振邦，63歲，集團營運官 — 市場總部及集團營運官 — 銷售B2C總部。彼已效力本集團逾六年及主要負責協調及監督本集團市場事務及B2C銷售的相關事宜。金先生在市務、銷售管理及業務發展方面有逾20年經驗，主要集中在快速消費品行業。金先生獲香港理工學院(現稱為香港理工大學)頒授商業學高級文憑及獲英國市務學會(Institute of Marketing)頒授市務文憑。彼亦在瑞士國際管理發展學院(International Institute for Management Development)完成為期十週名為行政人員發展課程(Program for Executive Development)的國際綜合管理課程。

侯嘉慧，42歲，集團營運官 — 人力資源及行政總部。彼於2007–2017年加入集團及於2020年再次加入，監督人力資源及行政部。彼主要負責、社會企業責任，以及人力資源策略工作。侯小姐在人力資源及行政方面有逾19年經驗。侯小姐獲Holmes Institute頒授工商管理學士學位。

公司秘書

鄔錦安，45歲，本公司的公司秘書。彼負責協助董事會及董事委員會之議事程序／活動，以及維繫董事會成員、股東及本公司高級管理層間之良好溝通。

Corporate Governance Report

企業管治報告

The Board is pleased to present this Corporate Governance Report for the year ended 31 December 2019.

The Company is firmly committed to a high level of corporate governance and adherence to the governance principles and practices emphasising transparency, independence, accountability, responsibility and fairness. These principles and practices are reviewed and revised regularly as appropriate to reflect the ever changing regulatory requirements and corporate governance development. The Board believes that the high standards of corporate governance is the essential core for sustaining the Group's long term performance and value creation for our shareholders, the investing public and the other stakeholders.

CORPORATE GOVERNANCE PRACTICES

The Company has, throughout the year ended 31 December 2019, complied with the code provisions set out in the CG Code, except for code provision A.2.1 which states that the roles of chairman and chief executives should be separate and should not be performed by the same individual. Related details are set out in the paragraph headed "Chairman and Chief Executive Officer" below.

BOARD OF DIRECTORS

The general management of the Company's business is vested in the Board. The Board has established various committees to manage and oversee the specified affairs of the Company. The Board has delegated the day-to-day management power of the Company to the executive Directors and senior management of the Company. However, full delegation is not allowed for some specific matters under the Companies Ordinance, the Listing Rules, the CG Code or other regulatory requirements, and the final decisions on those specific matters are required to be taken by the whole board.

The Board strives to achieve high standards of corporate governance practices as well as the Company's mission to creating value for our shareholders. The Board is responsible for developing the strategic directions for the Company and continuous monitoring of the performance of the general management of the Company. Strategic planning is one of the Board's important functions for aligning mission and vision and a lot of focus and attention have been devoted to such a plan.

董事會欣然呈列截至2019年12月31日止年度之本企業管治報告。

本公司堅守高水平的企業管治，並時刻遵守注重具透明度、獨立性、問責、負責與公平之管治原則及常規。本公司定期在適當時候檢討及修訂該等原則及常規，以反映不斷轉變的監管規定及企業管治發展。董事會相信，高標準的企業管治對本集團保持長遠表現，以及為各股東、公眾投資者及其他持份者創造價值而言乃不可或缺的關鍵元素。

企業管治常規

本公司於截至2019年12月31日止年度一直遵守企業管治守則中之守則條文，惟守則條文第A.2.1條除外，其列明主席與行政總裁的角色應有區分，並不應由一人同時兼任。有關詳情載於下文「主席及行政總裁」一段。

董事會

董事會負責本公司業務之整體管理工作，並已成立不同之委員會來管理及監察本公司特定範疇之事務。董事會委任本公司之執行董事及高層管理人員負責管理本公司日常事務。然而，根據《公司條例》、上市規則、企業管治守則或其他規管要求規定，部分特定事項不允許全權委託他人負責，並須由全體董事會成員共同作出最終決定。

董事會致力達致高標準的企業管治常規及履行本公司為股東創造價值之使命。董事會負責制訂本公司之策略性方向，並持續監察本公司整體管理表現。制訂策略規劃已成為董事會實現使命和願景的重要職能，董事會因而非常注重及關注制訂策略規劃。

Corporate Governance Report (continued)

企業管治報告(續)

BOARD OF DIRECTORS (Continued)

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

1. develop and review the Company's policies and practices on corporate governance and make recommendations;
2. review and monitor the training and continuous professional development of directors and senior management;
3. review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
4. develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
5. review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report under Appendix 14 to the Listing Rules.

The Board has performed above duties during the year ended 31 December 2019.

董事會(續)

董事會履行以下所載的企業管治責任：

1. 制定及審視本公司在企業管治的政策和慣例，並提出建議；
2. 檢討和監察董事與高級管理層的培訓及持續專業發展；
3. 檢討和監察本公司遵從法例及法規的政策與慣例；
4. 制定、審視和監察操守準則，以及適用於僱員與董事的合規手冊(如有)；及
5. 審視本公司遵從企業管治守則和上市規則附錄14下企業管治報告的披露。

截至2019年12月31日止年度，董事會已履行上述職責。

Corporate Governance Report (continued)

企業管治報告(續)

BOARD OF DIRECTORS (Continued)

Board composition

Currently, our Board comprises six directors, including three executive Directors and three independent non-executive Directors. The current composition of our Board is as follows:

Name of Director	Membership of board committee(s)
<i>Executive Directors:</i>	
Mr. WONG Tat Tong (Chairman & Chief Executive Officer)	Member of nomination committee Member of remuneration committee
Mr. WU Kam On Keith	
Ms. FAN Yee Man	
<i>Independent non-executive Directors:</i>	
Mr. TANG Kwai Chang	Chairman of audit committee Member of remuneration committee
Mr. CHOW Alexander Yue Nong	Member of audit committee Chairman of nomination committee
Mr. WONG Man Fai	Member of audit committee Chairman of remuneration committee Member of nomination committee

The designation, position and brief biographical information of each Director, together with the relationship amongst each other, senior management of the Company or substantial or controlling Shareholder are set out in the "Directors and Senior Management" section in this Annual Report. In addition, a list containing the names of the Directors and their roles and functions is published on the websites of the Stock Exchange and the Company at www.twcoffee.com.

The independent non-executive Directors represent half of the Board which exceeds the Listing Rules requirement for one-third.

董事會(續)

董事會成員組成

目前，董事會由六名董事組成，包括三名執行董事及三名獨立非執行董事。董事會的現時成員如下：

董事姓名	董事會委員會成員
<i>執行董事：</i>	
黃達堂先生 (主席及行政總裁)	提名委員會成員 薪酬委員會成員
鄒錦安先生	
樊綺敏小姐	
<i>獨立非執行董事：</i>	
鄧貴彰先生	審核委員會主席 薪酬委員會成員
周裕農先生	審核委員會成員 提名委員會主席
王文輝先生	審核委員會成員 薪酬委員會主席 提名委員會成員

各董事所屬之職銜、職位及簡歷以及彼此間或與本公司高層管理人員、主要股東或控股股東之關係載列於本年報「董事及高層管理人員」一節。此外，載列董事姓名及彼等之角色及職能之列表已刊登於聯交所網站及本公司網站 www.twcoffee.com。

獨立非執行董事佔董事會成員人數二分之一，高於上市規則所規定的三分之一。

Corporate Governance Report (continued)

企業管治報告(續)

BOARD OF DIRECTORS (Continued)

Board composition (Continued)

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

Directors, including the independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective delivery of the Board functions.

BOARD DIVERSITY

The Board has adopted a Board Diversity Policy to set out the objectives and the factors to be considered for achieving the diversity of the Board in May 2018. The Board Diversity Policy has been published on the Company's website.

Pursuant to the Board Diversity Policy, when reviewing the composition of the Board and considering the nomination of new Directors, the Nomination Committee will, by referring to the business model of the Group and specific needs from time to time, take into account a number of factors, including gender, age, cultural and educational background or professional experience, skills, regional and industry experience, background, race and other qualities, etc.

董事會(續)

董事會成員組成(續)

本公司已收到各獨立非執行董事根據上市規則第3.13條就其身份之獨立性發出之週年確認書。本公司認為各獨立非執行董事確為獨立人士。

董事(包括獨立非執行董事)均擁有廣泛而寶貴之從商經驗、知識及專業才能，故董事會得以有效率及高效地履行其職能。

董事會成員多元化

董事會於2018年5月採納董事會成員多元化政策，當中載列董事會成員多元化的目的以及達致多元化的考慮因素。董事會成員多元化政策已刊登於本公司網站。

根據董事會多元化政策，檢討董事會組成及考慮提名新董事時，提名委員會將不時參考本集團的業務模式及具體需要，考慮多個因素，包括性別、文化及教育程度或專業經驗、技能、地區及行業經驗、背景、種族及其他質素等。

Corporate Governance Report (continued)

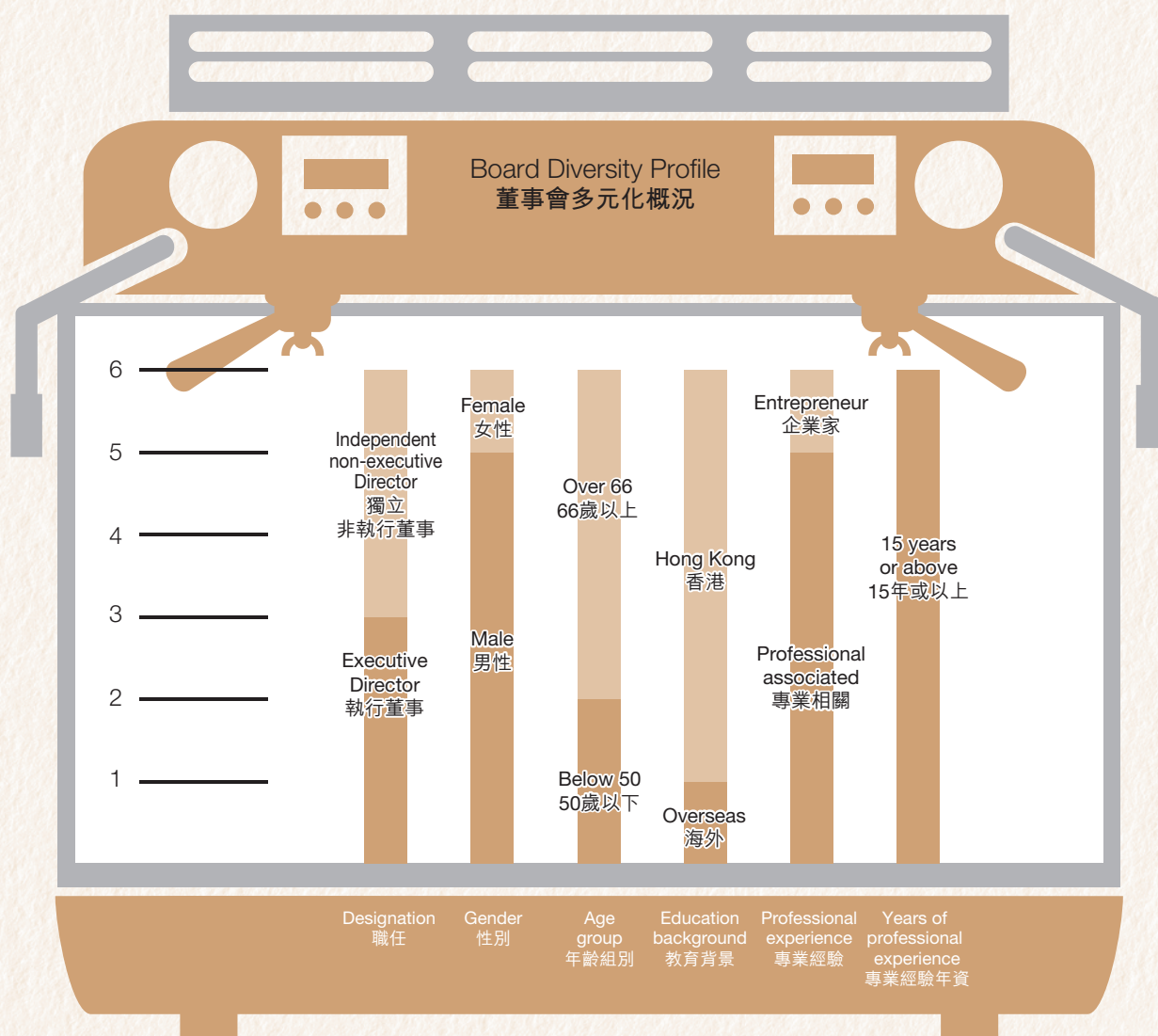
企業管治報告(續)

BOARD DIVERSITY (Continued)

The Company continuously seeks to enhance the effectiveness of the Board by maintaining the highest standards of corporate governance and recognising and embracing the benefits of diversity in the boardroom. Board appointments will continue to be made on a merit basis and candidates will be considered against objective criteria, with due regard for the benefits of diversity on the Board. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The following chart shows the diversity profile of the Board as at 31 December 2019:

董事會成員多元化(續)

本公司維持最高水準的企業管治，明白且深信董事會成員多樣化帶來的裨益，以此繼續致力提高董事會效率。董事會成員的委任將繼續以用人唯才為準則，並在考慮候選人時，以客觀條件充分顧及董事會成員多元化的裨益。最終決策將基於經選定候選人的長處及將為董事會帶來的貢獻作出。於2019年12月31日，下表展示董事會的多元化狀況：



Corporate Governance Report (continued)

企業管治報告(續)

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Pursuant to Code Provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Wong Tat Tong (“**Mr. Wong**”) is currently the chairman of the Board and the chief executive officer, responsible for formulating the overall business development strategy and planning of the Group. In view of Mr. Wong having been responsible for the overall management of the Group since 1978, the Board believes that it is in the best interest of the Group to have Mr. Wong taking up both roles for effective management and business development. The Board considers that the balance of power and authority, accountability and independent decision-making under the present arrangement will not be impaired because of the diverse background and experience of the three independent non-executive Directors. Further, the Audit Committee has free and direct access to the Company’s external auditor and independent professional advisers when it considers necessary. Therefore, the Board considers that the deviation from Code Provision A.2.1 of the CG Code is appropriate in such circumstance. Except for the deviation from the said CG Code Provision A.2.1, the Group’s corporate governance practices have complied with the CG Code.

BOARD PROCEEDINGS

The Board met six times, five of which were held in person and the remaining one via teleconference, in the financial year of 2019. Various matters such as overall business plans, financial and operating performance of the Group, audit planning, annual budget, the financial reports and corporate governance related policies and practices for the Group have been discussed, reviewed and approved (where applicable) during the meetings. Notice of at least 14 days was given to all Directors for regular board meetings in order to give them an opportunity to attend. For other board meetings, notice was given in a reasonable time in advance.

主席及行政總裁

根據企業管治守則的守則條文第A.2.1條，主席及行政總裁職位應予區分及不應由同一人士出任。黃達堂先生(「**黃先生**」)目前為董事會主席及行政總裁，負責制定本集團的整體業務發展策略及規劃。考慮到黃先生自1978年以來負責本集團的整體管理，董事會相信，黃先生身兼雙職以進行有效管理及業務發展符合本集團的最佳利益。董事會認為，在現有安排下，權力及授權、問責及獨立決策的平衡將不會受損，因為三名獨立非執行董事擁有不同的背景及經驗。此外，審核委員會如認為有需要，可隨時直接聯絡本公司的外部核數師及獨立專業顧問。因此，董事會認為，偏離企業管治守則的守則條文第A.2.1條於此情況下屬適當。除偏離上述企業管治守則的守則條文第A.2.1條外，本集團企業管治常規已遵守企業管治守則。

董事會程序

董事會於2019財政年度內共舉行六次會議，其中五次由成員親身出席，餘下一次為電話會議。各種事項例如整體業務規劃、本集團之財務及營運表現；本集團之審核規劃、年度預算、財務報告及與集團企業管治相關之政策及常規均於會議上討論、審閱及批准(如適用)。召開定期董事會會議前最少14日向全體董事發出通知，以便彼等把握機會出席。召開其他董事會會議前，已事先於合理時間內發出通知。

Corporate Governance Report (continued)

企業管治報告(續)

BOARD PROCEEDINGS (Continued)

All Directors have full and timely access to all relevant information in relation to the Company. There are established procedures for Directors to seek independent professional advice for them to discharge their duties and responsibilities, where appropriate, at the Company's expenses.

During the year, Directors have made active participation in the Board meetings and Board Committees meetings.

The minutes of the Board meetings recorded in sufficient detail the matters considered by the Board. The minutes of all Board meetings and all other committee meetings are kept by the Company Secretary and are available upon prior appointment for inspection by any Directors, auditors or any relevant eligible parties who are entitled to have access to such information.

BOARD COMMITTEES

The Board has established a Remuneration Committee, an Audit Committee and a Nomination Committee with specific terms of reference.

董事會程序(續)

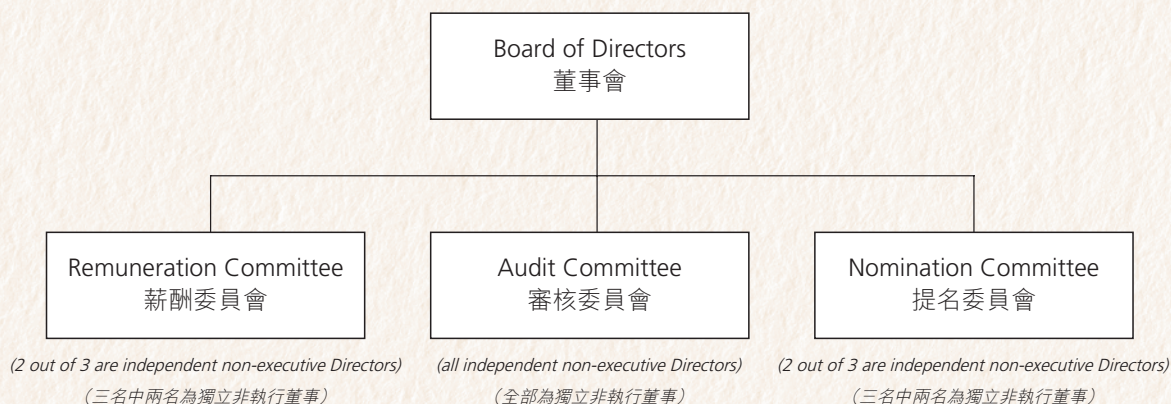
所有董事均可全面而適時地獲得有關本公司之所有相關資料。本公司已有既定程序讓董事在適合的情況下，為履行其職責及責任而諮詢獨立專業意見，費用由本公司支付。

年內，董事均積極參與董事會會議及董事委員會會議。

董事會會議記錄詳細載錄董事會所考慮事項。所有董事會會議及所有其他委員會會議之會議記錄均由公司秘書保存，任何董事、核數師或任何相關合資格人士均有權於預約後查閱該等資料。

董事委員會

董事會轄下已成立薪酬委員會、審核委員會及提名委員會，各有特定之職權範圍。



Corporate Governance Report (continued)

企業管治報告(續)

BOARD COMMITTEES (Continued)

Remuneration Committee

董事委員會(續)

薪酬委員會

Name of Director	Membership of Remuneration Committee	董事姓名	薪酬委員會成員
<i>Executive Director:</i>			
Mr. WONG Tat Tong (Chairman & Chief Executive Officer)	Member of remuneration committee	黃達堂先生 (主席及行政總裁)	薪酬委員會成員
<i>Independent non-executive Directors:</i>			
Mr. TANG Kwai Chang	Member of remuneration committee	鄧貴彰先生	薪酬委員會成員
Mr. WONG Man Fai	Chairman of remuneration committee	王文輝先生	薪酬委員會主席

Terms of reference of the Remuneration Committee are published on the websites of the Stock Exchange and the Company. The Remuneration Committee is provided with sufficient resources, including the advice of independent professional firms, if necessary, to discharge its duties.

薪酬委員會之職權範圍已刊登於聯交所及本公司之網站。薪酬委員會獲提供充足資源，包括獨立專業公司之意見(如需要)，以履行其職責。

The Remuneration Committee is mainly responsible to consider and approve the remuneration packages of Directors and Senior Management of the Group, including salaries, benefits in kind and bonuses; bonus schemes and other long-term incentive schemes, including share option and other plans.

薪酬委員會主要負責審批本集團董事及高層管理人員之薪酬福利條件，包括薪金、實物利益及花紅；花紅計劃及其他長期激勵計劃，包括購股權及其他計劃。

The Remuneration Committee held two meetings, both in person, in the financial year of 2019. Each member's attendance record during the year is shown on page 44 of this Annual Report.

薪酬委員會於2019財政年度內舉行兩次成員親身出席的會議。各成員於年內出席會議之記錄列載於本年報第44頁。

Corporate Governance Report (continued) 企業管治報告(續)

BOARD COMMITTEES (Continued)

Remuneration Committee (Continued)

Summary of work done during and for the financial year of 2019

- Reviewed the remuneration policies of the Group, namely KPI Policy, Performance Management Policy, Salary Review Policy and Annual Performance Policy;
- Reviewed the Directors' fee for the year ended 31 December 2019;
- Reviewed the updated organization chart of the Group;
- Reviewed the remuneration package of the key management of the Group; and
- Reviewed the bonus scheme of the Group.

The members of the Remuneration Committee have discussed the above matters during their meetings and made recommendations to the Board for approval.

董事委員會(續)

薪酬委員會(續)

於及就2019財政年度完成的工作概要

- 檢討本集團之薪酬政策，即關鍵績效指數政策、表現管理政策、薪酬檢討政策及年度表現政策；
- 檢討截至2019年12月31日止年度之董事袍金；
- 檢討本集團之最新組織結構圖；
- 檢討本集團關鍵管理人員之薪酬方案；及
- 檢討本集團之花紅計劃。

薪酬委員會之成員已於其會議商討上述事宜並向董事會作出推薦建議以供批准。

Corporate Governance Report (continued)

企業管治報告(續)

BOARD COMMITTEES (Continued)

Audit Committee

Name of Director Membership of Audit Committee

Independent non-executive Directors:

Mr. TANG Kwai Chang	Chairman of audit committee
Mr. CHOW Alexander Yue Nong	Member of audit committee
Mr. WONG Man Fai	Member of audit committee

Terms of reference of the Audit Committee are published on the websites of the Stock Exchange and the Company. The Audit Committee is provided with sufficient resources, including the advice of independent professional firms, if necessary, to discharge its duties.

The Audit Committee is mainly responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor and their audit fees; meeting with the external auditor to discuss the nature and scope of the audit; reviewing the Company's financial statements and interim and annual reports before they are submitted to the Board; discussing problems and reservations arising from the interim review and final audit, and any other matters the external auditor may wish to discuss, and reviewing the external auditor's management letter and management's response; considering any significant or unusual items that are, or may need to be, reflected in the reports and accounts and giving due consideration to any matters that have been raised by the Company's external auditor and compliance officer (if any); reviewing the internal audit programs and to ensure co-ordination between the internal and external auditor, assessing the effectiveness of the Company's risk management and internal control systems and ensuring that the internal audit function is adequately resourced and has appropriate standing within the Group; discussing the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems. This discussion includes the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function; reviewing arrangements the employees of the Company can use, in confidence, to raise concerns about the possible improprieties in any matter related to the Company; and acting as the key representative body for overseeing the Company's relations with the external auditor.

董事委員會(續)

審核委員會

董事姓名 審核委員會成員

獨立非執行董事：

鄧貴彰先生	審核委員會主席
周裕農先生	審核委員會成員
王文輝先生	審核委員會成員

審核委員會之職權範圍已刊登於聯交所及本公司之網站。審核委員會獲提供充足資源，包括獨立專業公司之意見(如需要)，以履行其職責。

審核委員會主要負責就外聘核數師之委任、重新委任及罷免、以及彼等之核數師酬金等事宜向董事會提供建議；與外聘核數師開會討論審核工作之性質及範圍；在提交予董事會前，審閱本公司財務報表及中期及年度報告；討論源於中期審閱及年結審核過程所發現之問題及得出之保留意見，及任何其他外聘核數師欲討論之事宜，以及審閱外聘核數師之審核情況說明函件及管理層之回應；考慮於報告及賬目中所反映或需反映的任何重大或不尋常事項，並適當考慮任何由本公司外部核數師及監察主任(如有)提出的事項；審閱內部審核計劃並確保內部審計師及外聘核數師間之協調，評估本公司風險管理及內部監控系統之成效；以及確保內部審計職能獲足夠資源之支援及在本集團內保持適當之地位；與管理層討論風險管理及內部監控系統，以確保管理層已履行建立有效系統的職責。討論包括本公司履行會計及財務申報職能是否取得足夠的資源、具備足夠的資格及經驗的職員，以及獲得足夠的培訓計劃及預算；檢討有關本公司僱員可在保密情況下對任何有關本公司事項之可能不正當行為提出關注所採取之安排；並作為監察本公司與外聘核數師之關係之主要代表。

Corporate Governance Report (continued)

企業管治報告(續)

BOARD COMMITTEES (Continued)

Audit Committee (Continued)

The Board has delegated the risk management responsibilities to the Audit Committee to oversee and review the adequacy and effectiveness of relevant financial, operational and compliance controls and risk management procedures that have been in place.

The Audit Committee met three times, all in person, in the financial year of 2019. Each member's attendance record during the year is shown on page 44 of this Annual Report.

Summary of work done during and for the financial year of 2019

- Reviewed the 2019 preliminary interim results announcement; 2019 interim financial report; 2018 preliminary annual results announcement and annual financial statements with management and external auditor, and recommended their adoption by the Board;
- Reviewed with the internal audit department their work in relation to the Company's internal control systems and the periodic internal audit reports and approved the 2019 internal audit plan;
- Reviewed the Dividend Policy and made recommendations to the Board for approval;

董事委員會(續)

審核委員會(續)

董事會已授權審核委員會風險管理責任以監察及檢討現有的有關財務、營運及合規監控及風險管理程序是否足夠及有效。

審核委員會於2019財政年度內舉行三次成員親身出席的會議。各成員於年內出席會議之記錄列載於本年報第44頁。

於及就2019財政年度完成的工作概要

- 連同管理層及外聘核數師審閱2019年度之初步中期業績公告；2019年度之中期財務報告；2018年度之初步年度業績公告以及全年財務報表，並建議董事會予以採納；
- 與內部審核部門檢討其有關本公司之內部監控系統的工作及定期編製之內部審計報告，並批准2019年度之內部審核方案；
- 審閱股息政策並建議董事會予以採納；

Corporate Governance Report (continued)

企業管治報告(續)

BOARD COMMITTEES (Continued)

Audit Committee (Continued)

Summary of work done during and for the financial year of 2019 (Continued)

- Met with the external auditor to discuss the nature and scope of the audit and reporting obligations prior to the commencement of the audit work;
- Reviewed and considered the terms of engagement of the external auditor;
- Reviewed and approved/preapproved the audit and non-audit services provided by the external auditor, together with its respective fees;
- Reviewed the effectiveness of the Group's internal audit function and compliance with the CG Code;
- Reviewed the business budget for the financial year of 2020;
- Reviewed the policies of the Group over trade receivables and discussed about the impact of the legal proceedings in which the Group was involved on the financials and operation of the Group; and
- Held private session with external auditor in the absence of executive Directors and senior management of the Company.

董事委員會(續)

審核委員會(續)

於及就2019財政年度完成的工作概要(續)

- 於審核工作開始前，與外聘核數師開會討論審核工作之性質及範疇以及匯報責任；
- 審閱及考慮外聘核數師之委聘條款；
- 審閱並批准／預先批准外聘核數師提供之審核及非審核服務及各有關收費；
- 審閱本集團內部審計職能之成效及遵守企業管治守則之情況；
- 審閱2020財政年度之業務預算；
- 審閱本集團在貿易應收款項方面之政策，及就本集團因融資及運作而卷入之法律訴訟的影響作出商討；及
- 在本公司執行董事及高層管理人員不在場之情況下單獨與外聘核數師開會。

Corporate Governance Report (continued) 企業管治報告(續)

BOARD COMMITTEES (Continued) Nomination Committee

董事委員會(續) 提名委員會

Name of Director	Membership of Nomination Committee	董事姓名	提名委員會成員
<i>Executive Directors:</i>			
Mr. WONG Tat Tong (Chairman & Chief Executive Officer)	Member of nomination committee	黃達堂先生 (主席兼行政總裁)	提名委員會成員
<i>Independent non-executive Directors:</i>			
Mr. CHOW Alexander Yue Nong	Chairman of nomination committee	周裕農先生	提名委員會主席
Mr. WONG Man Fai	Member of nomination committee	王文輝先生	提名委員會成員

Corporate Governance Report (continued)

企業管治報告(續)

BOARD COMMITTEES (Continued)

Nomination Committee (Continued)

Terms of reference of the Nomination Committee are published on the websites of the Stock Exchange and the Company. The Nomination Committee is provided with sufficient resources, including the advice of independent professional firms, if necessary, to discharge its duties.

The Nomination Committee also reviews the structure, size, composition and diversity (including the skills, knowledge, experience, gender and age) of the Board; Director's time commitment; policies in relation to nomination of Director and Board diversity. The Committee would identify and determine the measurable objectives for achieving board diversity and monitor any progress made in achieving such measurable objectives. The Committee would also recommend to the Board on appointment or reappointment of and succession planning for Director and chief executive officer.

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's character, qualifications, experience, independence and other relevant criteria necessary to complement the corporate strategy and achieve board diversity, where appropriate, before making recommendation to the Board.

The Nomination Committee held one meeting in person in the financial year of 2019. Each member's attendance record during the year is shown on page 44 of this Annual Report.

Summary of work done during and for the financial year of 2019

- Reviewed the structure, size and composition (including the mix of skills, knowledge, professional qualification and experience of the Directors) of the Board;
- Reviewed the execution effectiveness of the Board Diversity Policy and made recommendations to the Board for approval;
- Assessed and confirmed the independence of all independent non-executive Directors; and
- Reviewed and recommended the appointment and rotation of Directors.

董事委員會(續)

提名委員會(續)

提名委員會職權範圍已於聯交所及本公司網站刊載。提名委員會獲提供足夠資源以便履行其職責，包括獨立專業公司的意見(如有需要)。

提名委員會亦審閱董事會架構、規模、組成及多元化(包括技術、知識、經驗、性別及年齡);董事投放的時間;與董事提名及董事會成員多元化有關的政策。委員會將識別及釐定實現董事會成員多元化的可量度目標，並監察實現有關可量度目標的任何進展。委員會亦會就董事及行政總裁的委任或續任及繼承計劃向董事會提出推薦建議。

在物色及選定合適的董事候選人時，提名委員會將(倘適用，於向董事會推薦前)考慮候選人的品格、履歷、經驗、獨立性及輔助公司戰略及實現董事會多元化所必需的其他相關條件。

提名委員會於2019財政年度已舉行一次成員親身出席的會議。各成員於年內的出席記錄載於本年報第44頁。

於及就2019財政年度完成的工作概要

- 審閱董事會架構、規模及組成(包括董事的技術、知識、專業資格及經驗組成);
- 審閱董事會多元化政策的執行成效，向董事會提供推薦意見，供其批准;
- 評估及確認全體獨立非執行董事的獨立性;及
- 審閱及建議董事委任及輪任。

Corporate Governance Report (continued)

企業管治報告(續)

BOARD COMMITTEES (Continued)

Summary of work done during and for the financial year of 2019 (Continued)

Attendance records of the Directors at the Board meetings, Remuneration Committee meetings, Audit Committee meetings, Nomination Committee meetings and general meeting(s) during the financial year of 2019 are as follows:

董事委員會(續)

於及就2019財政年度完成的工作概要(續)

於2019財政年度，各董事於董事會會議、薪酬委員會會議、審核委員會會議、提名委員會及股東大會會議之出席記錄表列如下：

Name	姓名	Meetings Attended/Held					Overall Attendance Rate
		Board	Remuneration Committee	Audit Committee	Nomination Committee	General meeting	
		董事會	薪酬委員會	審核委員會	提名委員會	股東大會	整體出席率
Independent non-executive Directors		獨立非執行董事					
Mr. TANG Kwai Chang	鄧貴彰先生	6/6	2/2	3/3 ^(d)	N/A不適用	1/1	100%
Mr. Chow Alexander Yue Nong	周裕農先生	6/6	N/A不適用	3/3	1/1 ^(e)	1/1	100%
Mr. WONG Man Fai	王文輝先生	6/6	2/2 ^(c)	3/3	1/1	1/1	100%
Executive Directors		執行董事					
Mr. Wong Tat Tong	黃達堂先生	6/6 ^(a)	2/2	3/3 ^(f)	1/1	1/1	100%
Mr. WU Kam On Keith	鄔錦安先生	6/6 ^(b)	2/2 ^(b)	3/3 ^(b)	1/1 ^(b)	1/1	100%
Ms. FAN Yee Man	樊綺敏小姐	6/6	N/A不適用	3/3 ^(f)	N/A不適用	1/1	100%
Average Attendance of the Board Members	董事會成員平均出席率						100%

Corporate Governance Report (continued)

企業管治報告(續)

BOARD COMMITTEES (Continued)

Summary of work done during and for the financial year of 2019 (Continued)

Notes:

- (a) Chairman of the Board
- (b) Secretary of the Board/Committee
- (c) Chairman of the Remuneration Committee
- (d) Chairman of the Audit Committee
- (e) Chairman of the Nomination Committee
- (f) Attendance by Invitation

During the year under review, the chairman of the Board also met with the independent non-executive Directors without the presence of other executive Directors and senior management of the Company.

APPOINTMENT, RE-ELECTION AND REMOVAL OF DIRECTORS

The appointment of a new Director is made on the recommendation by the Nomination Committee of the Company or by Shareholders in a general meeting. Shareholders may propose a candidate for election as Director in accordance with the Bye-laws of the Company and the Nomination Policy. The nomination procedures by Shareholders are published on the website of the Company. Any Director who is appointed by the Board shall retire at the next General Meeting.

Subject to the re-election requirement of the Company's Bye-laws, all the independent non-executive Directors of the Company are appointed for a specific term of not more than three years under their letters of appointment. Pursuant to the Company's current Bye-laws, all Directors are subject to retirement by rotation and one-third (or the number nearest to but not less than one-third) of Directors shall retire from office every year at the Company's annual general meeting.

董事委員會(續)

於及就2019財政年度完成的工作概要(續)

附註：

- (a) 董事會主席
- (b) 董事會/委員會秘書
- (c) 薪酬委員會主席
- (d) 審核委員會主席
- (e) 提名委員會主席
- (f) 應邀出席

於回顧年度，董事會主席亦曾在其他執行董事及本公司高層管理人員不在場之情況下與獨立非執行董事會面。

董事之委任、重選及罷免

本公司乃根據本公司提名委員會之建議或通過股東大會由股東委任新董事。股東可根據本公司章程細則及提名政策提名候選人出任董事。股東之提名程序已在本公司之網站上刊載。凡董事會委任之董事均須於下一屆股東大會上告退。

在本公司章程細則有關重選規定之規限下，根據獨立非執行董事之委任函，本公司全體獨立非執行董事之特定任期不得超過三年。根據本公司現行之章程細則，全體董事均須輪席告退，而每年須有三分之一(或最接近但不能少於三分之一)之董事於本公司股東週年大會上告退。

Corporate Governance Report (continued) 企業管治報告(續)

INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

On appointment, new Directors will also be given an induction program kit advising them of their responsibilities and duties as Directors under various regulatory requirements and the Board procedures, including the terms of reference of the Board Committees. Such Directors will be provided with “A Guide on Directors’ Duties” issued by the Companies Registry, “Guidelines for Directors” issued by Hong Kong Institute of Directors as guidelines on the general principles of duties of directors, Guide for Independent Non-Executive Directors issued by The Hong Kong Institute of Directors (if applicable) and Guidelines on Disclosure of Inside Information issued by the Securities and Futures Commission.

The Company Secretary regularly provides to Directors information about the enrollment of external training courses and seminars as well as legal alerts and articles which are relevant for Directors to keep up-to-date on any legislative, regulatory and corporate governance requirements and with professional practices in a dynamic business world. The program would help refresh Directors’ knowledge and skills in relation to their performance of the roles, functions and duties of directors of a listed company.

The Board also acknowledges the importance of continuous professional development (“CPD”) to senior management of the Company in this highly competitive consumer product market. Senior Management is encouraged to participate in various CPD programs at the expense of the Company.

董事就任及持續專業發展

新任董事亦會獲發一份就任須知資料，以便彼等了解董事在不同規管要求及董事會程序(包括各董事委員會之職權範圍)下之責任及職責。有關董事將獲提供公司註冊處刊發之「董事責任指引」、香港董事學會刊發之「董事指引」、香港董事學會刊發之獨立非執行董事指南(如適用)及證券及期貨事務監察委員會刊發之內幕消息披露指引，作為董事責任一般原則性之指引。

公司秘書定期向董事提供有關外間培訓課程及研討會之報名資料，同時亦提供法律資訊和刊物，有助董事持續掌握最新法例、監管及企業管治規定以及不斷變化之商業領域內的專業實務。有關課程有助董事溫故知新其知識及技能，從而履行上市公司董事所應擔任之角色、職能及責任等。

董事會亦明白在競爭激烈之消費產品市場上，持續專業發展(「持續專業發展」)對本公司高層管理人員之重要性。本公司鼓勵高層管理人員參加各類型持續專業發展課程，費用由本公司支付。

Corporate Governance Report (continued)

企業管治報告(續)

INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT (Continued)

During the year ended 31 December 2019, all Directors participated in appropriate continuous professional development activities by attending training(s) and/or reading materials relevant to the Company's business or to the Directors' duties and responsibilities.

董事就任及持續專業發展(續)

截至2019年12月31日止年度內，所有董事已透過參加培訓及／或閱讀有關本公司業務或董事職責及責任的材料參與適當的持續專業發展活動。

		Reading regulatory updates and directors' duties 閱讀監管規定更新資料及董事職務	Reading materials relating to business and industry 閱讀有關業務及行業的資料	Attending professional briefings/seminars/conferences relevant to directors' duties, regulatory updates and business 出席有關董事職務、監管規定更新及業務的專業簡報會／研討會／會議
Executive Directors	執行董事			
Mr. Wong Tat Tong	黃達堂先生	√	√	√
Mr. Wu Kam On Keith	鄔錦安先生	√	√	√
Ms. Fan Yee Man	樊綺敏小姐	√	√	√
Independent non-executive Directors	獨立非執行董事			
Mr. Tang Kwai Chang	鄧貴彰先生	√	√	√
Mr. Chow Alexander Yue Nong	周裕農先生	√	√	√
Mr. Wong Man Fai	王文輝先生	√	√	√

RESPONSIBILITIES OF DIRECTORS

Directors acknowledge their responsibilities for preparing the financial statements of the Company. Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. The Annual Financial Statements for the year ended 31 December 2019 are prepared on a going-concern basis. All the new accounting standards and policies adopted by the Company have been thoroughly discussed and approved at the Audit Committee before adoption by the Board.

董事責任

董事對編製本公司財務報表承擔責任。董事並不知悉有任何重大不明朗之事件或情況可能會嚴重影響本公司持續經營之能力。截至2019年12月31日止年度之全年財務報表乃按持續經營基準編製。本公司採納之所有新會計準則及政策先經由審核委員會經周詳討論後批准，然後再提交董事會採納。

Corporate Governance Report (continued)

企業管治報告(續)

RESPONSIBILITIES OF DIRECTORS

(Continued)

The Group has adopted its own Securities Dealing Code (the “**Code**”) on terms no less exacting than the required standards set out in the Model Code for Securities Transactions by Directors of Listed Companies (the “**Model Code**”) contained in Appendix 10 to the Listing Rules. The Code is also applicable to the specified group of employees who may possess or have access to price sensitive information. Specific enquiries were made to all Directors, and all Directors have confirmed compliance with the required standard set out in the Code throughout the year ended 31 December 2019.

Confirmations have been received from all Directors that they have provided sufficient time and attention to the affairs of the Company during the year ended 31 December 2019. Directors have also disclosed to the Company their interests as director and other office in other public companies and organisation in a timely manner, and have regularly reported to the Company Secretary on any subsequent changes.

The objective of the Board evaluation is to review the Board effectiveness and to identify areas for improvements. The chairman of the Board has also been evaluated on whether he has adequately and effectively performed his roles and fulfilled his responsibilities as the Chairman of the Board. Such evaluation is usually conducted once a year.

COMPANY SECRETARY

The Company Secretary is an employee of the Company and has been appointed by the Board. The Company Secretary is responsible for facilitating the procedures/activities of the Board and the Board Committees as well as good communication flow amongst the Board members, shareholders and senior management of the Company.

董事責任(續)

本集團已採納一套證券交易守則(「守則」)，其條款不比上市規則附錄十所載之上市公司董事進行證券交易之標準守則(「標準守則」)所載列之規定標準寬鬆。守則亦適用於可能擁有或得悉有關股價之敏感資料之特定類別員工。本公司已向全體董事作出具體查詢，而全體董事均確認於截至2019年12月31日止年度均已遵守守則載列之規定標準。

本公司已接獲全體董事就於截至2019年12月31日止年度已付出足夠時間及關注，處理本公司事務之確認書。董事亦適時向本公司披露彼等作為董事之利益申報及於其他公眾公司及組織之其他職務，並已就任何其後變動定期向公司秘書匯報。

董事會之評核旨在檢討董事會之效能，並識別須予改善之地方。本公司亦就董事會主席作為董事會主席是否充分及有效地執行其角色及履行其職責進行評核。有關評核一般每年進行一次。

公司秘書

公司秘書為本公司之僱員，並由董事會委任。公司秘書負責協助董事會及董事委員會之議事程序／活動，以及維繫董事會成員、股東及本公司高層管理人員間之良好溝通。

Corporate Governance Report (continued)

企業管治報告(續)

COMPANY SECRETARY (Continued)

The appointment and removal of the Company Secretary is subject to Board approval. The Company Secretary reports to the chairman of the Board and chief executive officer. The Company Secretary is accountable to the Board for matters relating to Directors' duties, such as giving advice on corporate governance developments and compliance and facilitating the professional development programme and induction programme of Directors. All members of the Board have access to the advice and service of the Company Secretary.

INTERNAL CONTROL

The internal control system consists of a set of rules, policies and procedures and organizational structures which aims to:

- ensure the corporate strategies are properly implemented;
- achieve effective and efficient corporate processes;
- safeguard the value of corporate assets;
- ensure the reliability and integrity of accounting and management data; and
- ensure the operations comply with all existing rules, policies and regulations.

INTERNAL AUDIT

Internal audit department plays a critical role in monitoring the internal governance of the Company.

Internal audit department acts as an independent role to perform reviews over the adequacy and effectiveness of the Company's internal control and risk management systems. The department also assesses the risks inherent in particular business or functional areas, including fraud or corruption, and conducts reviews or audits to provide reasonable assurance that adequate governance and controls are in place to address such risks.

Internal audit department reports to the Audit Committee and administratively to chairman of the Board and chief executive officer. It was granted with the authority of unrestricted access to all aspects of the Company's activities and internal controls. This helps the internal audit department to provide an independent and objective assurance to the Audit Committee on whether the control environments within the Company are adequate.

公司秘書(續)

公司秘書之委任及罷免須經董事會批准。公司秘書向董事會主席及行政總裁匯報，並就有關董事職責之事宜向董事會負責，例如就企業管治發展及合規情況給予意見以及協助安排董事之專業發展課程及就任須知。董事會全體成員均可獲公司秘書提供意見及服務。

內部監控

內部監控系統包含一套規則、政策及程序及組織架構，旨在：

- 確保企業決策妥當執行；
- 達致有效及便捷的企業程序；
- 保障企業資產的價值；
- 確保會計及管理數據的可靠完備；及
- 確保業務經營符合所有現有規則、政策及規例。

內部審計

內部審核部門肩負監察本公司內部管治的重任。

內部審核部門作為獨立角色，負責檢討本集團的內部監控及風險管理系統是否足夠及有效。該部門同時評估特定業務或職能領域之內在風險(包括欺詐或賄賂風險)，並進行檢討或審計，以合理地確保有充分之管治及監控應對這些風險。

內部審核部門向審核委員會匯報及日常行政上向董事會主席及行政總裁報告。其獲授予無限制地獲取有關本公司活動及內部監控所有方面的資料的權力。有關授權有助內部審核部門向審核委員會就本公司的內部監控環境是否充分提供獨立客觀之保證。

Corporate Governance Report (continued) 企業管治報告(續)

INTERNAL AUDIT (Continued)

Internal audit department carries out independent review of key business processes and controls in accordance with its annual audit plan reviewed and approved by the Audit Committee. The annual audit plan is prepared using a risk assessment methodology and taking into account the Company structure, organisational change, overall materiality of each business unit, management's concern, nature and complexity of operation and operating environment. The risk assessment methodology assists in identifying business risks and determining audit frequencies. Internal audit department schedules its resources focusing on high risk areas.

The scope of work performed by internal audit department includes review of entity wide controls, business process control review, project based operational audit review, compliance review and information technology system review. In particular, business process review focuses on financial reporting controls and control testing would be performed on assessing the operating effectiveness. Business process review is performed on a continuous basis and aim to cover all major operations of the Company and its subsidiaries on a cyclical basis. Project based operation audit review focuses on specific areas with high perceived risks and management concerns. Internal audit department also conducts special review, investigations, consulting and advisory services related to corporate governance and controls as required by management or the Audit Committee.

Results of audit reviews are compiled in internal audit reports and sent to senior management of the Company for process improvement and rectification on a timely basis. Remediation actions have been developed collaboratively by the management and operational teams to rectify the control weaknesses identified. All critical audit findings and control weaknesses are summarised and presented to the Audit Committee for their knowledge and/or attention.

內部審計(續)

內部審核部門根據經審核委員會審批的年度審計計劃，對主要業務流程及監控進行獨立檢討。編製年度審計計劃時採用風險評估方法，並考慮本公司架構、組織變動、各業務單位的整體重要性、管理層的關注範疇、營運性質及複雜性以及經營環境。風險評估方法有助識別業務風險及釐定審計之頻率。內部審核部門安排將其資源集中處理高風險的範疇。

內部審核部門的工作範圍包括實體的整體監控檢討、業務流程監控檢討、按項目進行的營運審計檢討、合規檢討及資訊科技系統檢討。業務流程檢討尤其集中於財務報告監控，並就評估營運成效進行監控測試。業務流程檢討會持續進行，目的是週期性地涵蓋本公司及各附屬公司之所有主要業務。按項目進行的營運審計檢討集中於風險偏高及管理層尤為關注的特定範圍。內部審核部門亦會進行特別檢討、調查、與企業管治有關之諮詢及顧問服務，以及管理層或審核委員會要求的監控。

審計檢討的結果會編製於內部審計報告內，並發送至本公司高層管理人員，以及時改善程序及作出修正。管理層及營運團隊共同制訂補救行動，以修正已識別之監控弱點。所有關鍵審計結果及監控弱點的摘要會送呈審核委員會，以供知悉及／或關注。

Corporate Governance Report (continued)

企業管治報告(續)

RISK GOVERNANCE STRUCTURE

The risk governance structure and the roles and responsibilities of each layer are listed below:

- Board/Audit Committee**
- Take the overall responsibility for risk management
 - Establish the structure for risk management
 - Approve operational risk policy and risk management procedures
 - Understand and review group most significant risks
 - Determine strategic approach to risk and set risk appetite
 - Consider major incident findings and management response

- Risk management & operation control team ("RMOC")**
- Develop and update the risk management policy and risk register
 - Co-ordinate the risk management and internal control activities
 - Co-ordinate committees, contingency and recovery plan
 - Review major investigation findings on incidents
 - Compile risk information and prepare reports for the Board/Audit Committee

- Internal audit**
- Develop a risk-based internal audit programme
 - Audit the risk processes across the organisation
 - Receive and provide assurance on risk management
 - Report on the efficiency and effectiveness of internal control

- Department heads**
- Build risk aware culture within the depts
 - Agree risk management performance targets
 - Ensure implementation of risk improvement recommendations
 - Identify and report changed circumstances/risks Individual employees

- Spokespersons**
- Consider materiality of information disclosed to external parties
 - Delivery disclosed information to relevant stakeholders

- Individual employees**
- Understand, accept and implement risk management process
 - Report inefficient, unnecessary or unworkable controls
 - Report loss events and near miss incidents
 - Co-operate with management on incident investigations

風險管治架構

風險管治架構及各層次的角色與責任列述如下：

- 董事會／審核委員會**
- 承擔風險管理之整體責任
 - 設立風險管理架構
 - 審批營運風險政策及風險管理程序
 - 了解及檢視集團最重大之風險
 - 釐定應對風險之策略取向及設定風險承受程度
 - 考慮主要事件之發現和管理層之回應

- 風險管理及營運監控 (「風險管理及營運監控」)**
- 構思及更新風險管理政策及風險記錄
 - 協調風險管理及內部監控活動
 - 協調委員會、應急及復原計劃
 - 檢討事件之主要調查發現
 - 彙整風險資料及編製報告呈交董事會／審核委員會

- 內部審核**
- 構思以風險為依據之內部審核計劃
 - 審核組織上下之風險處理
 - 獲取及提供風險管理之保證
 - 報告內部監控之效能及效率

- 部門主管**
- 在部門內建立風險意識文化
 - 協定風險管理實踐目標
 - 確保執行風險改善建議
 - 識別及報告環境／風險變化

- 發言人**
- 考慮向外界人士披露之資料之重要性
 - 向相關持份者送交已披露資料

- 個別員工**
- 了解、接納及執行風險管理程序
 - 報告不具效率、不必要或不可行之監控
 - 報告虧損事件及險失事件
 - 與管理層合作進行事件調查

Corporate Governance Report (continued)

企業管治報告(續)

RISK MANAGEMENT PROCESS

Our risk management process is embedded in our daily operations, financial activities, compliance, strategy development and business planning, investment decision and external factors. The process are as follows:

Process Risk Identification

- Identify the risks through department heads and RMOC
- Identify the risks that have a potential to negatively affect the business strategic plan of the Group
- Consider the materiality of the impact of the risk
- Assess the relevancy to the business strategic plan and the level of potential impact of the delivery of the business strategic plan

Risk Analysis

- Conduct a quantity measurement on its inherent risk level, residual risk level and target risk level
- Assess the risk severity according to its level of consequence and the likelihood of the risk event becoming actual event
- Determine the severity with reference to the historical data, reference from the industry and own judgment

Risk Evaluation

- Identify the risks and assess the options available to accept, mitigate or avoid the risks
- Decide the appropriate response in terms of its effectiveness
- Establish the priorities in responding the risks

Risk Treatment

- Selecting the risk treatment options
- Preparing and implementing risk treatment plans
- RMOC shall make a report to the senior management for reporting the latest risk landscape on a regular basis

風險管理過程

我們之風險管理過程融入我們日常營運、財務活動、合規策略發展及業務規劃、投資活動及外部因素。過程如下：

過程識別風險

- 由風險管理及營運監控部門主管識別風險
- 識別可能對本集團業務策略計劃有不利影響之風險
- 考慮風險之影響是否重大
- 評估對業務策略計劃之相關程度及對執行業務策略計劃之潛在影響幅度

分析風險

- 對內部風險程度、餘下風險程度及目標風險程度，進行量化分析
- 根據風險之影響程度及風險事件成為真實事件之機會大小，評估風險是否嚴重
- 參考過往數據、行業參考資料及自身判斷，釐定嚴重程度

評估風險

- 識別風險及評估可供選取之做法，以接受、紓緩及避免風險
- 決定適當之回應，以效率為準則
- 設立回應風險之次序

處理風險

- 挑選風險處理選擇
- 編製及實施風險處理計劃
- 風險管理及營運監控應向高層管理人員作出報告，通報最新之風險形勢

Corporate Governance Report (continued)

企業管治報告(續)

RISK MANAGEMENT ACTIVITIES

• Risk Register

RMOC provides a risk register template for systematic and consistent presentation of identified risks. For each risk, there is a separate page which displays the details of the risk, the risk severity presented in the format of risk assessment matrix, the internal controls/mitigation measures and the actions for improving the risk mitigation.

• Control Self-Assessment (“CSA”)

The Group adopts the CSA process to provide reasonable assurance that risks are properly managed and business objectives can be met. It also promotes risk awareness and the importance of up-keeping effective internal controls.

REVIEW OF RISK MANAGEMENT AND INTERNAL CONTROLS EFFECTIVENESS

Internal audit department has conducted annual review of the effectiveness of the Company’s risk management and internal control system, including those of its operating companies for the financial year of 2019. The Audit Committee has reviewed the findings and impartial opinion of the internal audit department on the effectiveness of the Company’s risk management and internal control systems.

The Board, with confirmation from management, considered the risk management and internal control systems are effective and adequate for the year ended 31 December 2019. No significant areas of concern that might affect the financial, operational and compliance issues and risk management functions of the Company were identified. The scope of this review also covered the adequacy of resources, qualification and experience of staff of the Company’s accounting, financial reporting and internal audit functions and their training and budget.

風險管理活動

• 風險記錄

風險管理及營運監控提供風險登記範本，以有系統及持續地呈報已識別風險。就各項風險，均有獨立頁面，展示風險之詳情、風險嚴重程度(以風險評估矩陣之形式呈列)、內部監控／紓緩措施及紓緩風險之改進行動。

• 監控自我評估(「監控自我評估」)

本集團採取監控自我評估過程，提供合理保證，使風險獲得妥善管理及可達成業務目標，亦促進風險意識及維持有效內部監控之重要性。

檢討風險管理及內部監控之成效

內部審核部門已就本公司(包括其營運公司)於2019財政年度風險管理及內部監控系統之成效進行年度檢討。審核委員會已審閱內部審核部門對本公司風險管理及內部監控系統成效之調查結果及所提供之公允意見。

經管理層確認，董事會認為，截至2019年12月31日止年度之風險管理及內部監控系統屬有效及充分，並無識別可能影響本公司之財務、營運及合規事宜以及風險管理職能之重大關注範疇。是次檢討之範圍亦涵蓋本公司於會計、財務報告及內部審計職能方面之資源、員工資歷及經驗是否足夠，以及彼等之培訓及有關預算。

Corporate Governance Report (continued)

企業管治報告(續)

INSIDE INFORMATION

With respect to procedures and internal controls for the handling and dissemination of inside information, the Company is aware of the requirements under the applicable Listing Rules and SFO and the overriding principle that inside information should be announced as soon as reasonably practicable after such information comes to our attention unless it falls within any of the Safe Harbours provisions under the SFO. The Company has had a system in place with established policies and procedures for complying with the Inside Information disclosure requirements under the regulatory regime. Every Directors have been provided with the “Guidelines on Disclosure of Inside Information” issued by the Securities and Futures Commission. The Company has included in its code of conduct and staff handbook a strict prohibition on the unauthorised disclosure or use of confidential and inside information.

EXTERNAL AUDITOR

Ernst & Young has been appointed as the external auditor of the Company by Shareholders at the last annual general meeting. An amount of HK\$1.9 million was charged for the year ended 31 December 2019 for statutory audits for the Company and subsidiaries. The amount for the other non-audit services provided by Ernst & Young for the Company and subsidiaries during the year was HK\$0.6 million, mainly comprised of (i) interim review of the financial statements of the Group for the six months ended 30 June 2019; (ii) provision of advisory services for the Environmental, Social and Governance Report of the Company for the year ended 31 December 2019 and (iii) tax compliance and advisory services.

The responsibilities of the external auditor with respect to the 2019 financial statements are set out in the section of “Independent Auditor’s Report” on pages 74 to 81.

內幕消息

有關處理及發放內幕消息之程序和內部監控方面，本公司知悉，根據上市規則及證券及期貨條例之適用規定以及首要原則，本公司在得悉內幕消息後，應於切實可行情況下盡快公佈有關資料，除非有關資料屬於證券及期貨條例中任何安全港條文所界定者則另當別論。為遵守監管體系下有關內幕消息披露規定，本公司已有一套擁有既定政策及程序之系統。每名董事已獲提供證券及期貨事務監察委員會所頒佈之《內幕消息披露指引》。本公司已於行為守則及員工手冊內訂明嚴禁未經授權披露或使用公司之機密資料以及內幕消息。

外聘核數師

安永會計師事務所已於上屆股東週年大會上獲股東委聘為本公司外聘核數師，其為本公司及其附屬公司所提供之截至2019年12月31日止年度法定審核服務之費用為1.9百萬港元。安永會計師事務所於年內為本公司及其附屬公司所提供之其他非審核服務費用為0.6百萬港元，主要包括(i)本集團截至2019年6月30日止六個月的財務報表的中期審閱；(ii)為本公司截至2019年12月31日止年度的環境、社會及管治報告提供顧問服務及(iii)稅務合規及顧問服務。

外聘核數師就2019年度財務報表所須承擔之責任載列於第74至81頁之「獨立核數師報告」一節。

Corporate Governance Report (continued)

企業管治報告(續)

SHAREHOLDERS' RIGHTS

Procedures for requisitioning a special general meeting

Shareholder(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right to vote at general meetings of the Company may, by written requisition to the board or the Company Secretary signed and deposited in accordance with Bermuda Companies Act 1981, require the directors to call a special general meeting for the transaction of business specified in the requisition. The requisition must be deposited at the registered office of the Company at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda (the “Registered Office”) for the attention of the Company Secretary of the Company. To ensure that the requisition is received by the Company at the earliest opportunity, a copy of the signed requisition should also be deposited at the Company’s principal place of business in Hong Kong at Flats F-J, 11th Floor, Block 1, Kwai Tak Industrial Centre, 15–33 Kwai Tak Street, Kwai Chung, New Territories, Hong Kong (the “Head Office”) for the attention of the Company Secretary.

Procedures for putting forward proposals at general meetings

Shareholder(s) holding not less than one-twentieth of the paid-up capital of the Company carrying the right to vote at general meetings of the Company or not less than 100 Shareholders may, at their expense, provide a written request to the attention of the Company Secretary signed and deposited in accordance with the Bermuda Companies Act 1981. The requisition must be deposited at the Registered Office for the attention of the Company Secretary. To ensure that the requisition is received by the Company at the earliest opportunity, a copy of the signed requisition should also be deposited at the Head Office for the attention of the Company Secretary.

Shareholders can also refer to the detailed requirements and procedures as set forth in the relevant sections of the Companies Act when making any requisitions or proposals for transaction at the general meetings of the Company.

股東權利

請求召開股東特別大會之程序

於提出請求當日持有不少於十分之一附有權利可於本公司股東大會上投票之本公司繳足股本之股東可根據百慕達1981年公司法向董事局或公司秘書遞交經簽署之書面請求書，要求董事召開股東特別大會處理該請求書列明之事務。請求書須呈遞至本公司的註冊辦事處，地址為Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda (「註冊辦事處」)，註明致本公司公司秘書。為確保本公司及早收到該請求書，已簽署之請求書副本亦應呈遞至本公司香港主要辦公地點，地址為香港新界葵涌葵德街15至33號葵德工業中心第1座11樓F-J室(「總辦事處」)，註明致公司秘書。

於股東大會上提出建議之程序

持有可於本公司股東大會上行使表決權之本公司已繳足股本不低於二十分之一之股東或不低於100名股東，可根據百慕達1981年公司法提出經簽署之書面請求書，收件人為公司秘書。請求書須遞交至註冊辦事處，收件人為公司秘書。為確保本公司可盡早收接獲請求書，經簽署的請求書須遞交至總部，收件人為公司秘書。

股東在本公司股東大會上提出任何請求或交易建議，亦可參閱公司法及細則有關章節所載的詳細規定。

Corporate Governance Report (continued) 企業管治報告(續)

SHAREHOLDERS' RIGHTS (Continued)

Procedures for proposing a Person for Election as a Director at General Meeting

Under the Bye-laws of the Company, if a shareholder wishes to propose a person other than a retiring Director for election as a Director at a general meeting, the shareholder should deposit a written notice of nomination and a written consent signed by such nominated candidate (the “Candidate”) indicating his/her willingness to be elected together with (i) the biographical details of the Candidate as required under Rule 13.51(2) of the Listing Rules; (ii) the Candidate's written consent to the publication of his/her personal information; and (iii) contact details, including address and telephone number, of the Candidate to the Company within the 7-day period commencing the day after the despatch of the notice of the meeting and in no event ending no later than seven days prior to the date appointed for such meeting. The procedures for Shareholders to propose a person for election as a Director are also published on the Company's website.

CONSTITUTIONAL DOCUMENT

During the year ended 31 December 2019, there was no change in the Company's constitutional documents.

股東權利(續)

於股東大會上提名一位人士參選董事之程序

根據本公司章程細則，倘股東有意於股東大會上提名一位人士(退任董事除外)參選董事，則該股東須於寄發會議通知翌日起計七天內並在任何情況下不遲於有關指定會議日期前七日，向本公司寄存一份書面之提名通知及經有關提名候選人(「候選人」)簽署表明其願意參選的書面同意，連同(i)上市規則第13.51(2)條規定之候選人履歷詳情；(ii)候選人就發表其個人信息作出之書面同意；及(iii)候選人的聯絡方式(包括地址及電話號碼)。股東提名董事候選人之程序亦已刊登在本公司之網站。

章程性質文件

截至2019年12月31日止年度，本公司之章程文件並無變動。

Corporate Governance Report (continued)

企業管治報告(續)

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

We believe accountability and transparency are indispensable for ensuring good corporate governance and, in this regard, timely communication with our shareholders is crucial.

The Board has adopted a formal Shareholders' Communication Policy to ensure that shareholders are provided with ready, equal and timely access to the Company's information. The Shareholders' Communication Policy is posted on the Company's website.

The Company maintains a corporate website (www.twcoffee.com) to keep Shareholders and the investing public posted of the Company's share price information, latest business developments, final and interim results announcements, financial reports, public announcements, corporate governance policies and practices and other relevant shareholder information.

Separate resolutions in respect of each substantial issue, including the appointment and re-election of Directors will be proposed by the Chairman at the annual general meeting of the Shareholders and will be voted on by poll. The detailed procedures of conducting a poll will be explained by the Chairman at the commencement of the annual general meeting to ensure that Shareholders are familiar with such procedures. The poll results will be posted on the websites of the Stock Exchange and the Company on the same day following the annual general meeting.

與股東及投資者之溝通

我們相信問責制及具透明度乃良好企業管治不可或缺之部份，故就此與股東作適時溝通實為重要。

董事會已採納一份正式之股東通訊政策，以確保股東能隨時、公平及適時地獲得本公司之資訊。股東通訊政策已刊登在本公司之網站。

本公司設有公司網站(www.twcoffee.com)，向股東及公眾投資者匯報本公司股價資料、最新業務發展概況、年度及中期業績公佈、財務報告、公告、企業管治政策及常規以及其他相關股東資訊。

股東週年大會之主席就各重要事項(包括委任及重選董事)提呈獨立決議案，而有關決議案以股份投票方式進行表決。主席於股東週年大會開始時詳細解釋進行股份投票之程序，確保股東熟悉有關程序。股份投票結果於股東週年大會結束後即日在聯交所及本公司之網站刊登。

Directors' Report

董事會報告

The Directors have pleasure in submitting their annual report together with the audited financial statements for the year ended 31 December 2019.

PRINCIPAL PLACE OF BUSINESS

The Company was incorporated in Bermuda as an exempted company. The Company has established a principal place of business in Hong Kong at Flats F–J, 11th Floor, Block 1, Kwai Tak Industrial Centre, 15–33 Kwai Tak Street, Kwai Chung, New Territories, Hong Kong and has been registered as a non-Hong Kong company.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company is an investment holding company. Currently, the Company, through its subsidiaries, primarily engages in (i) processing and sale of coffee, tea and related complementary products; (ii) sale of frozen processed food; (iii) sale and rental of coffee and tea machines; and (iv) food and beverage store operations.

The segment analysis of the operations of the Group during the financial year is set out in Note 4 to the financial statements.

A review of the business of the Group during the year under review and a discussion on the Group's future business development and important events affecting the Group occurred during the year ended 31 December 2019 are provided in the section headed "Management Discussion and Analysis" on pages 11 to 24 of this Annual Report. Further, a discussion of the principal risks and uncertainties facing the Group can be found in the section headed "Chairman's Statement" on pages 8 to 10 of this Annual Report. These discussions form part of this Directors' Report.

董事欣然提呈截至2019年12月31日止年度的年報連同經審核財務報表。

主要營業地點

本公司於百慕達註冊成立為獲豁免公司。本公司於香港設立主要營業地點，地址為香港新界葵涌葵德街15–33號葵德工業中心第1座11樓F–J室，並註冊為非香港公司。

主要活動及業務回顧

本公司為一間投資控股公司。現時，本公司透過其附屬公司主要從事(i)加工及銷售咖啡、茶及相關配套產品；(ii)銷售急凍預製食品；(iii)銷售及出租咖啡機及茶機；及(iv)食品及餐飲店營運。

財政年度內本集團的業務分部分析載於財務報表附註4內。

本集團於回顧年度的業務回顧及有關本集團未來業務發展及截至2019年12月31日止年度內所發生影響本集團的重要事件的討論載於本年報第11至24頁「管理層討論及分析」一節。另外，有關本集團所面臨的主要風險及不確定因素的討論載於本年報第8至10頁「主席報告書」一節。該等討論為本董事會報告的一部分。

Directors' Report (continued)

董事會報告(續)

SHARE CAPITAL

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

DISTRIBUTABLE RESERVES

The Company's distributable reserves comprise the share premium, contributed surplus and retained profits. As at 31 December 2019, the Company had distributable reserves of HK\$445.7 million. Movements in the Company's reserves during the year is set out in Note 38 to the financial statements.

RECOMMENDED DIVIDEND

The Directors now recommend the payment of a final dividend of HK3.33 cents per ordinary share (2018: HK5.78 cents) in respect of the year ended 31 December 2019.

The proposed final dividend is subject to approval by the Shareholders at the forthcoming annual general meeting ("AGM") to be held on Thursday, 23 April 2020. Upon Shareholders' approval to be obtained at the AGM, the proposed final dividend will be payable on or before Friday, 22 May 2020 to the Shareholders whose names appear on the register of members of the Company on Wednesday, 29 April 2020.

Details of the dividend are set out in Note 12 to the financial statements.

股本

本公司於本年度的股本變動載列於財務報表附註28。

可供分派儲備

本公司的可供分派儲備包括股份溢價、實繳盈餘及保留溢利。於2019年12月31日，本公司可供分派儲備為445.7百萬港元。本公司於本年度的儲備變動載於財務報表附註38。

建議股息

董事現時建議就截至2019年12月31日止年度派付末期股息每股普通股3.33港仙(2018年：5.78港仙)。

擬派末期股息須待股東在將於2020年4月23日(星期四)舉行的應屆股東週年大會(「股東週年大會」)上批准後，方可作實。待於股東週年大會上取得股東批准後，擬派末期股息將於2020年5月22日(星期五)或之前，支付予於2020年4月29日(星期三)名列本公司股東名冊的股東。

股息詳情載於財務報表附註12。

Directors' Report (continued) 董事會報告(續)

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 20 April 2020 to Thursday, 23 April 2020, both days inclusive, during which period no transfer of shares of the Company will be registered, for the purpose of ascertaining Shareholders' entitlement to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfers of shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged for registration with the Company's share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 17 April 2020.

In addition, in order to determine the entitlement of the Shareholders to receive the proposed final dividend, if approved, the register of members of the Company will be closed on Wednesday, 29 April 2020, no transfer of shares of the Company will be registered on that day. In order to be eligible to receive the proposed final dividend, all transfers of shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 28 April 2020.

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

During the year ended 31 December 2019, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

Subsequent to the end of the reporting period (i.e. 31 December 2019) and up to 5 March 2020, i.e. the date of this Annual Report, the Company purchased 10,918,000 Shares in the Stock Exchange for a total cash consideration of HK\$12.9 million. The purchased Shares have been cancelled as at the date of this Annual Report and the total amount paid for the purchase of Shares has been charged to retained profits of the Company.

暫停辦理股份過戶登記

本公司將於2020年4月20日(星期一)至2020年4月23日(星期四)(包括首尾兩日)暫停辦理本公司股份過戶登記手續,期間將不會進行任何本公司股份過戶登記,以確定股東出席股東週年大會並於會上投票的資格。為符合資格出席股東週年大會並於會上投票,所有本公司股份過戶文件連同有關股票及適用過戶表格須不遲於2020年4月17日(星期五)下午四時三十分送達本公司的香港證券登記分處卓佳證券登記有限公司(地址為香港皇后大道東183號合和中心54樓),以供登記。

此外,為確定股東收取擬派末期股息的權利如獲准,本公司將自2020年4月29日(星期三)暫停辦理股份過戶登記手續,該日不會進行任何本公司股份過戶登記。為符合資格收取擬派末期股息,所有本公司股份過戶文件連同有關股票及適用過戶表格須不遲於2020年4月28日(星期二)下午四時三十分送達本公司的香港證券登記分處卓佳證券登記有限公司(地址為香港皇后大道東183號合和中心54樓),以供登記。

購買、出售或贖回本公司上市證券

於截至2019年12月31日止年度,本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

於報告期末(即2019年12月31日)後及直至2020年3月5日(即本年報日期),本公司與聯交所購買10,918,000股股份,總現金代價為12.9百萬港元。已購買股份於本年報日期註銷,而就購買股份支付之總金額已計入本公司保留溢利。

Directors' Report (continued)

董事會報告(續)

CONTROLLING SHAREHOLDERS' INTEREST IN COMPETING BUSINESS

During the year ended 31 December 2019, the Directors are not aware of any business or interest of the controlling Shareholders and their respective associates (as defined under the Listing Rules) that compete or may compete with the business of the Group and any other conflicts of interests which any such person has or may have with the Group.

DIRECTORS

The Directors during the financial year and up to the date of this Annual Report are set out on page 32.

The Company has received from each of the independent non-executive Directors a written annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company is satisfied that all independent non-executive Directors are independent as defined under the Listing Rules.

In accordance with bye-law 99 of the Company's Bye-Laws, Ms. Fan Yee Man and Mr. Tang Kwai Chang will retire from their offices as Director at the AGM to be held on Thursday, 23 April 2020. Ms. Fan Yee Man and Mr. Tang Kwai Chang, being eligible, will offer themselves for re-election at the AGM.

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

The biographical information of the Directors and senior management of the Company are set out in the section headed "Directors and Senior Management" on pages 25 to 29 of this Annual Report.

控股股東於競爭業務的權益

於截至2019年12月31日止年度，董事並不知悉本公司控股股東及彼等各自的聯繫人(定義見上市規則)的任何業務或權益與本集團業務存在或可能存在競爭，以及任何該等人士與本集團存在或可能存在任何其他權益衝突。

董事

於財政年度內及直至本年報日期的董事載於第32頁。

本公司已接獲各獨立非執行董事按照上市規則第3.13條發出的年度獨立性確認書。本公司認為根據上市規則，所有獨立非執行董事均為獨立的。

根據本公司的公司細則第99條，樊綺敏小姐及鄧貴彰先生將於2020年4月23日(星期四)舉行的股東週年大會上退任董事職務。樊綺敏小姐及鄧貴彰先生合資格及願意於股東週年大會上膺選連任。

董事及高級管理層履歷

本公司董事及高級管理層的履歷詳情載於本年報第25至29頁「董事及高級管理層」一節。

Directors' Report (continued) 董事會報告(續)

CHANGES IN INFORMATION OF DIRECTORS

Mr. Wong Tat Tong ceased to be the director of Tsit Wing Trademarks & Patent Company Limited, which was dissolved on 29 August 2019.

Mr. Wu Kam On Keith was appointed as a director of Tsit Wing (China) Industrial Company Limited on 15 October 2019.

Mr. Wong Tat Tong ceased to be a director of Great Guarder Limited, which was dissolved on 30 August 2019.

Mr. Wong Tat Tong and Mr. Wu Kam On Keith ceased to be directors of Whole Sun, which was disposed of by the Group on 29 November 2019.

Mr. Wu Kam On Keith has ceased to be a director of Sanbase Corporation Limited (Stock Code: 8501) since 2 February 2020.

For changes in remuneration of each of the executive Directors, please refer to Note 8(b) to the financial statements.

Saved as disclosed above, there is no information required to be disclosed pursuant to Rule 13.51B of the Listing Rules.

DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for re-election at the AGM has entered into a service contract with the Group which is not determinable within one year without payment of compensation, other than statutory compensation.

DIRECTORS' REMUNERATION

The Directors' remuneration shall be determined based on recommendations from the Remuneration Committee, while also makes reference to the complexity of the Director's work, workload, responsibilities, as well as the Company's remuneration policies. Details of the Directors' remuneration and the five highest-paid individuals of the Group are set out in Notes 8 and 9 to the financial statements, respectively.

董事資料變動

黃達堂先生不再為Tsit Wing Trademarks & Patent Company Limited董事，該公司於2019年8月29日解散。

鄔錦安先生於2019年10月15日獲委任為捷榮(中國)實業有限公司董事。

黃達堂先生不再為Great Guarder Limited董事，該公司於2019年8月30日解散。

黃達堂先生及鄔錦安先生不再為浩新董事，本集團於2019年11月29日出售該公司。

鄔錦安先生自2020年2月2日起不再為莊皇集團公司(股份代號：8501)董事。

各執行董事的薪酬變動，請參閱財務報表附註8(b)。

除上文所披露者外，概無須根據上市規則第13.51B條披露的資料。

董事服務合約

概無於股東週年大會擬膺選連任的董事與本集團訂立不得於一年內免付賠償(法定賠償除外)而終止的服務合約。

董事薪酬

董事薪酬乃根據薪酬委員會的建議並參照董事的工作複雜度、工作量及職責以及本公司的薪酬政策釐定。董事薪酬以及本集團五名最高薪酬人士詳情分別載於財務報表附註8及9內。

Directors' Report (continued)

董事會報告(續)

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2019, the interests and short positions of each Director and chief executive of the Company and their associates in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the directors and chief executives were taken or deemed to have taken under such provisions of the SFO), or which were required to be and are recorded in the register required to be kept by the Company pursuant to Section 352 of Part XV of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

(a) Interests in the Company

董事所持股份及相關股份權益及淡倉

於2019年12月31日，本公司各董事及主要行政人員及彼等的聯繫人於本公司及其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益和淡倉(包括根據證券及期貨條例相關條文董事及主要行政人員當作或視為擁有的權益和淡倉)，或根據證券及期貨條例第XV部第352條須且已登記於本公司根據該條所須存置登記冊內的權益和淡倉，或根據標準守則須知會本公司及聯交所的權益和淡倉如下：

(a) 於本公司的權益

Name of Executive Director	Nature of Interest	Number of Shares held (Note 1)	Number of underlying Shares comprised in options granted under the Pre-IPO Share Option Scheme (Note 4)	Total	Approximate percentage of shareholding as at 31 December 2019 (Note 2)
執行董事姓名	權益性質	所持股份數目 (附註1)	由根據首次公開發售前購股權計劃授出的購股權組成的相關股份數目 (附註4)	總計	於2019年12月31日的持股概約百分比(附註2)
Mr. Wong Tat Tong ("Mr. Wong") (Note 3)	Interest in controlled corporation; beneficial owner	478,899,312	N/A 不適用	478,899,312	62.69%
黃達堂先生(「黃先生」)(附註3)	受控法團權益；實益擁有人				
Mr. Wu Kam On Keith 鄔錦安先生	Beneficial owner 實益擁有人	412,800	963,200	1,376,000	0.18%
Ms. Fan Yee Man 樊綺敏小姐	Beneficial owner 實益擁有人	550,800	367,200	918,000	0.12%

Directors' Report (continued)

董事會報告(續)

Notes:

- All the above interests in the shares and underlying shares of the Company were long positions. None of the Directors held any short positions in the shares and underlying shares of the Company as at 31 December 2019.
- Based on the Company's issued share capital of 763,937,312 shares as at 31 December 2019.
- Mr. Wong directly holds the entire issued share capital of Hero Valour Limited which holds 62.69% of the total issued share capital of the Company.
- All these interests held by such Directors were underlying shares in respect of share options granted to them on 15 December 2017 pursuant to the Pre-IPO Share Option Scheme, further details of which are set out in Note 30 to the financial statements.

附註：

- 上述本公司股份及相關股份權益均為好倉。於2019年12月31日，董事概無於本公司股份及相關股份持有淡倉。
- 按本公司於2019年12月31日的已發行股本763,937,312股股份計算。
- 黃先生直接持有Hero Valour Limited全部已發行股本，而Hero Valour Limited持有本公司已發行股本總額的62.69%。
- 該等董事所持全部權益為於2017年12月15日根據首次公開發售前購股權計劃授予彼等的購股權所涉相關股份，更多詳情載於財務報表附註30。

(b) Interests in Associated Corporation

(b) 於相聯法團的權益

Name of Director	Nature of associated corporation	Number of Share held	Approximate percentage of shareholding as at 31 December 2019
董事姓名	相聯法團名稱	所持股份數目	於2019年12月31日的持股概約百分比
Mr. Wong 黃先生	Hero Valour Limited Hero Valour Limited	1	100.00%

Save as disclosed above, as at 31 December 2019, none of the Directors or the chief executive of the Company had any interests or short positions in any shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register of the Company required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文披露者外，於2019年12月31日，本公司董事或主要行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份及相關股份擁有根據證券及期貨條例第352條本公司所須存置登記冊內登記的權益或淡倉，亦無根據標準守則另行知會本公司及聯交所的權益或淡倉。

Directors' Report (continued)

董事會報告(續)

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 December 2019, the interests and short positions of each of the persons, other than the Directors or chief executive of the Company, in the shares and underlying shares of the Company, being 5% or more of the Company's issued share capital, as recorded in the register kept by the Company under Section 336 of the SFO were as follows:

主要股東於股份及相關股份中的權益

於2019年12月31日，誠如本公司根據證券及期貨條例第336條存置的登記冊所示，以下人士（本公司董事或主要行政人員除外）於本公司股份及相關股份中擁有相當於本公司已發行股本5%或以上權益及淡倉：

Name of Shareholder	Number of ordinary shares (long position)	
	Directly beneficially owned	% of total issued share (Note 3)
股東名稱	直接實益擁有	佔已發行股份總數百分比 (附註3)
Hero Valour Limited (Note 1) (附註1)	478,899,312	62.69%
Ms. Li Ying Wah Irene ("Ms. Li") (Note 2) 李英華女士(「李女士」)(附註2)	478,899,312	62.69%

Notes:

- Hero Valour Limited is wholly-owned by Mr. Wong.
- Ms. Li is the spouse of Mr. Wong. Under the SFO, Ms. Li is deemed to be interested in the same number of Shares in which Mr. Wong is interested in.
- Based on the Company's issued share capital of 763,937,312 shares as at 31 December 2019.

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

附註：

- Hero Valour Limited由黃先生全資擁有。
- 李女士為黃先生的配偶。根據證券及期貨條例，李女士被視為於黃先生擁有權益的相同數目股份中擁有權益。
- 按本公司於2019年12月31日的已發行股本763,937,312股股份計算。

除上文所披露者外，於2019年12月31日，概無人士（其權益於上文「董事所持股份及相關股份權益及淡倉」一節載列的執行董事除外）於本公司股份或相關股份擁有根據證券及期貨條例第336條須予記錄的已登記權益或淡倉。

Directors' Report (continued)

董事會報告(續)

SHARE OPTION SCHEMES

Details of the Company's share option schemes are disclosed in Note 30 to the financial statements.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this Annual Report, the Company has maintained the prescribed public float under the Listing Rules.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transaction, arrangement or contract of significance to which the Company or any of its subsidiaries was a party, and in which a Director or his/her respective close associates (as defined in the Listing Rules) had a material interest, subsisted at the end of the year or at any time during the year.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year, none of the Directors or their respective close associates (as defined in the Listing Rules) had any interest in a business that competed or was likely to compete, either directly or indirectly, with the business of the Group, other than being a director of the Company and/or its subsidiaries.

MANAGEMENT CONTRACTS

No contracts, other than a contract of service with a Director or any person engaged in the full-time employment of the Company, concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2019.

REMUNERATION FOR SENIOR MANAGEMENT

The emoluments of the senior management by bands for the year ended 31 December 2019 are as follows:

購股權計劃

本公司購股權計劃的詳情於財務報表附註30內披露。

足夠公眾持股量

根據本公司所獲取的公開資料以及就董事所知悉，本公司於本年報日期一直維持上市規則所規定的公眾持股量水平。

董事於交易、安排或合約中的權益

概無本公司或其任何附屬公司為訂約方而本公司董事或其相關緊密聯繫人(定義見上市規則)於其中擁有重大權益且於年末或年內任何時間存續的重大交易、安排或合約。

董事於競爭業務中的權益

年內，除擔任本公司及／或其附屬公司董事外，董事或彼等各自的緊密聯繫人(定義見上市規則)概無於與本集團業務存在競爭或可能存在競爭(無論直接或間接)的業務中擁有任何權益。

管理合約

於截至2019年12月31日止年度，概無訂立或存在有關本公司全部或任何重大部分業務的管理及行政的合約(與董事或本公司任何全職僱員所訂立的服務合約除外)。

高級管理層薪酬

截至2019年12月31日止年度，高級管理層的薪酬範圍如下：

		Number of individuals 人數
Nil to HK\$1,000,000	零至1,000,000港元	1
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1

Directors' Report (continued)

董事會報告(續)

HUMAN RESOURCES

As at 31 December 2019, the Group employed 219 and 299 (31 December 2018: 230 and 286) employees in Hong Kong and Mainland China, respectively.

Remuneration packages are generally structured in reference to qualifications, experience, performance and market term. The Company has also adopted share option schemes, details of which are set forth under the section headed "Share Option Schemes" in the Prospectus and Note 30 to the financial statements.

During the year ended 31 December 2019, the Group provided various trainings to its employees ranging from operation skill such as occupational safety training and machine control training to professional knowledge including management system and business knowledge, to ensure the effective implementation of the Group's business strategy.

CONTINUING CONNECTED TRANSACTIONS

Pursuant to Chapter 14A of the Listing Rules, the following transaction is a continuing connected transaction as defined in the Listing Rules which is subject to the disclosure requirements under Chapter 14A of the Listing Rules.

Whole Sun has entered into a frozen food supply agreement (the "**Frozen Food Supply Agreement**") with Oriole International dated 15 December 2017. Oriole International is principally engaged in trading of chilled and frozen food.

Pursuant to the Frozen Food Supply Agreement, Whole Sun has agreed to supply frozen food including meat and seafoods to Oriole International. The Frozen Food Supply Agreement is for a period of three years commencing from 1 January 2018. There is no minimum purchase amount stipulated in the Frozen Food Supply Agreement nor is the Group bound to supply frozen food to Oriole International. The purchase quantity and the purchase prices shall be specified in individual purchase order to be placed by Oriole International.

人力資源

於2019年12月31日，本集團分別於香港及中國僱用219名及299名(2018年12月31日：230名及286名)僱員。

薪酬組合通常參考資質、經驗、表現及市場條款而制定。本公司亦採納購股權計劃，有關計劃詳情載於招股章程「購股權計劃」章節及財務報表附註30。

於截至2019年12月31日止年度，本集團向其僱員提供多類培訓，內容涵蓋職業安全培訓及機器控制培訓等操作技能，及管理系統及商業知識等專業知識，確保有效落實本集團的業務策略。

持續關連交易

根據上市規則第14A章，以下交易為持續關連交易(定義見上市規則)，須遵守上市規則第14A章的披露規定。

浩新與澳利高國際於2017年12月15日訂立急凍食品供應協議(「**急凍食品供應協議**」)。澳利高國際主要從事冷凍及急凍食品買賣。

根據急凍食品供應協議，浩新同意向澳利高國際供應急凍食品(包括肉類及海鮮)。急凍食品供應協議由2018年1月1日起計為期三年。急凍食品供應協議並無訂明最低採購額，本集團亦非必須向澳利高國際供應急凍食品。採購量及採購價格將於澳利高國際下達的個別採購訂單中訂明。

Directors' Report (continued)

董事會報告(續)

For the year ended 31 December 2019, the annual cap and the actual amount paid for the non-fully exempt continuing connected transaction are as follows:

截至2019年12月31日止年度，非全面獲豁免持續關連交易的年度上限及實際已付金額如下：

Connected Persons	Nature of relationship	Actual amount purchased (HK\$) 實際已採購金額 (港元)	Annual cap (HK\$) 年度上限 (港元)
關連人士	關係性質		
Oriole International	Associate of a director of a subsidiary of the Group	27,489,000	45,300,000
澳利高國際	本集團一間附屬公司的董事的聯繫人		

The Company's auditor, Ernst & Young, was engaged to report on the Group's continuing connected transactions for the year ended 31 December 2019 in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued its unqualified letter containing its findings and conclusions in respect of continuing connected transactions set out above in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

本公司核數師安永會計師事務所已獲委聘根據香港會計師公會發出的香港鑒證業務準則第3000號的「歷史財務資料審計或審閱以外的鑒證業務」，及參照實務說明第740號「香港上市規則規定的持續關連交易的核數師函件」就本集團截至2019年12月31日止年度的持續關連交易作出匯報。核數師已根據上市規則第14A.56條出具無保留意見函件，函件載有對上文所載持續關連交易的發現和總結。本公司已將有關核數師函件副本送呈聯交所。

In accordance with Rule 14A.55 of the Listing Rules, the independent non-executive Directors have reviewed the abovementioned continuing connected transactions and confirmed that these continuing connected transactions have been entered into:

根據上市規則第14A.55條，獨立非執行董事已審閱上文所提及的持續關連交易，並確認該等持續關連交易乃：

1. in the ordinary and usual course of business of the Group;
2. on normal commercial terms or better; and
3. according to the agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders of the Company as a whole.

1. 於本集團日常業務過程中進行；
2. 按正常或更佳商業條款進行；及
3. 根據相關規管協議條款進行，屬公平合理且符合本公司股東的整體利益。

Directors' Report (continued)

董事會報告(續)

The Directors (including the independent non-executive Directors), have reviewed and confirmed that, except for the continuing connected transactions as stated in the prior paragraphs, all other continuing connected transactions entered by the Group are exempted under Rule 14A.73 of the Listing Rules. Accordingly, such transactions are exempt from the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Since the Group's disposal of its shareholding interest in Whole Sun in November 2019, Whole Sun has ceased to be the Company's subsidiary and any sale of Whole Sun to Oriole International would no longer constitute connected transactions of the Company.

RELATED PARTY TRANSACTIONS

Details of material related party transactions entered into by the Company in the normal course of business during the year ended 31 December 2019 are set out in Note 34 to the financial statements.

In respect of each related party transaction disclosed in Note 34 to the financial statements, the Company confirms that it has reviewed the transactions which complied with the relevant requirements under the Listing Rules (if applicable).

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

As far as the Board is aware, other than the non-compliance matter in relation to a parcel of collective-owned land with an area of approximately 7,153.3 sq. meters in Dongguan, Mainland China ("**Dongguan Dormitory Land**") and a building on the Dongguan Dormitory Land which the Group uses as employee dormitories and canteen with an aggregate gross floor area of approximately 5,388.7 sq. meters, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group for the year ended 31 December 2019 and during the year, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

董事(包括獨立非執行董事)已審閱及確認,除了前段所載的持續關連交易外,本集團所訂立的所有其他持續關連交易根據上市規則第14A.73條獲豁免。因此,有關交易獲豁免遵守上市規則第14A章項下的申報、年度審閱、公告及獨立股東批准規定。

由於本集團於2019年11月出售其於浩新的股權,浩新不再為本公司附屬公司,且浩新向澳利高國際作出的任何銷售將不再構成本公司關連交易。

關聯方交易

於截至2019年12月31日止年度,本公司於日常業務過程中訂立的重大關聯方交易詳情載於財務報表附註34。

就財務報表附註34所披露的各關聯方交易而言,本公司確認其已審閱有關交易,該等交易符合上市規則下相關規定(如適用)。

遵守相關法律法規

據董事會所悉,除有關中國東莞一幅面積約7,153.3平方米的國有土地(「**東莞宿舍土地**」)及東莞宿舍土地上總建築面積約為5,388.7平方米的樓宇(本集團用作員工宿舍及餐廳)的違規事項外,截至2019年12月31日止年度,本集團已於重大方面遵守會對本集團業務及營運產生重大影響的相關法律法規及本集團於年內並沒有嚴重違反或未有遵守適用法律及法規。

Directors' Report (continued)

董事會報告(續)

As at 31 December 2019, the Group followed the instructions of the Dongguan Municipal People's Government to go through the process to obtain the land use rights of Dongguan Dormitory Land by means of the tender invitation, auction or listing procedure or any other relevant application procedures.

ESG POLICIES AND PERFORMANCES

The Group is committed to building a sustainable future. It assesses the materiality of various ESG issues and take measures to control the environmental and social impacts during operations. All businesses are required to comply with all applicable ESG laws and regulations strictly. The Group strives to minimize its environmental impacts through effective air emissions control, superior water and energy efficiency, proper waste management and resources conservation. The Group also puts effort into creating positive social impacts by protecting labour right and maintaining integrity. Discussion on the Group's ESG initiatives, performance and applicable ESG laws and regulations can be found in the standalone "Environmental, Social and Governance Report".

RELATIONSHIP WITH EMPLOYEES, SUPPLIERS AND CUSTOMERS

The Group believes that employees are important and valuable assets and thus it provides competitive and attractive remuneration packages to retain the employees.

The management reviews annually the remuneration to its employees of the Group. The Group values long standing relationships with its suppliers and customers. The Group aims at delivering high quality services to its customers and developing mutual trust and enhancing communication and commitment between the Group and its suppliers.

於2019年12月31日，本集團遵循東莞市人民政府的指示，通過投標、拍賣或掛牌程序或任何其他相關申請程序以取得東莞宿舍土地的土地使用權。

環境、社會及管治政策及表現

本集團致力於創建可持續發展的未來。其評估多項環境、社會及管治問題的重要性並採取措施控制營運中的環境及社會影響。所有業務均須嚴格遵守所有適用環境、社會及管治法律及法規。本集團透過有效的氣體排放管控、節約用水量及能源效益、妥善的廢棄物管理及資源保育，致力減低對環境造成的影響。本集團亦透過保護勞工權利及堅守誠信，努力創造積極的社會影響。本集團的環境、社會及管治倡議、表現及適用環境、社會及管治法律及法規的有關討論載於獨立刊載的「環境、社會及管治報告」。

與僱員、供應商及客戶的關係

本集團相信僱員乃重要及寶貴的資產，故其提供具競爭力及吸引力的薪酬待遇以挽留僱員。

管理層每年檢討本集團僱員的薪酬。本集團重視與其供應商及客戶的持久關係。本集團旨在為客戶提供優質服務，並與供應商建立互信關係、加強溝通及承諾。

Directors' Report (continued)

董事會報告(續)

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2019, the percentages of purchases from the Group's largest supplier and the five largest suppliers were 23.1% and 48.9%, respectively. The percentages of sales attributable to the Group's largest customer and the five largest customers were 25.4% and 37.3%, respectively.

During the year ended 31 December 2019, none of the Directors or any of their close associates, or any Shareholders of the Company (which to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any interest in any of the Group's five largest suppliers or customers.

PERMITTED INDEMNITY

The Company's Bye-laws provides that the Directors shall be entitled to be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses incurred or sustained by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty except they shall incur or sustain through their own wilful neglect or default, fraud and dishonesty respectively. In addition, during the year ended 31 December 2019, the Company arranged appropriate liability insurance coverage in respect of any legal action against the Directors. The insurance coverage shall be reviewed on an annual basis.

EQUITY-LINKED AGREEMENTS

Save for the Share Option Schemes of the Company as disclosed in Note 30 to the financial statements, no equity-linked agreements were entered into by the Group, or existed during the year.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the bye-laws or the relevant laws of the Bermuda where the Company is incorporated which would oblige the Company to offer new shares on a pro-rata basis to its existing Shareholders.

主要客戶及供應商

於截至2019年12月31日止年度，本集團向最大供應商及五大供應商採購的百分比分別為23.1%及48.9%。本集團最大客戶及五大客戶應佔的銷售百分比分別為25.4%及37.3%。

於截至2019年12月31日止年度，概無董事或任何彼等的緊密聯繫人或本公司任何股東(據董事所深知擁有本公司已發行股本5%以上)於任何本集團五大供應商或客戶擁有任何權益。

獲准彌償

本公司的細則規定，所有董事履行職責或假定職責時應會或可能招致或因任何作為、同意或遺漏而蒙受的一切訴訟、成本、費用、損失、損害及費用，應獲得以本公司資產作出彌償保證及保障他們免受傷害，但因他們各自本身的故意疏忽或失職、欺詐和不誠實而應招致或蒙受者除外。此外，截至2019年12月31日止年度，本公司就任何針對董事的法律行動安排投購合適的責任保險。責任保險的承保範圍須每年檢討。

股票掛鈎協議

除財務報表附註30所披露的本公司的購股權計劃外，本集團於年內並無簽訂任何股票掛鈎協議，亦無任何其他股票掛鈎協議存在。

優先購買權

本公司的公司細則或百慕達(本公司註冊成立地點)相關法律並無有關本公司有責任按比例向其現有股東提呈發售新股份的優先購買權規定。

Directors' Report (continued)

董事會報告(續)

DIVIDEND POLICY

The Company considers stable and sustainable returns to the Shareholders to be its ultimate goal. It is the policy of the Company to allow the Shareholders to participate in its profits and to retain adequate reserves for future growth. The Board continues to adopt a dividend policy on the recommendation of the Audit Committee. In deciding whether to recommend the payment of dividend to the Shareholders, the Board will take into account various factors, including (i) general business conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Company; (ii) financial condition and results of operations of the Group; and (iii) expected capital requirements and future expansion plans of the Group. The payment of dividend is subject to applicable laws and regulations and the Company's constitutional documents. No dividend shall be paid otherwise than out of profits available for distribution. It is the intention of the Company to distribute dividends in amounts of not less than 35% of its net profit for a financial year by way of cash or by other means.

SIGNIFICANT INVESTMENTS

Saved as those disclosed under the section headed "Management Discussion and Analysis", the Group did not have any significant investment during the year under review.

ENVIRONMENTAL POLICIES

The Group is committed to the long term sustainability of the environment and communities in which it operates. Acting in an environmentally responsible manner, the Group endeavours to comply with laws and regulations regarding environmental protection and to adopt effective measures to achieve efficient use of resources, energy saving and waste reduction.

DONATIONS

During the year, the Group made charitable and other donations in the amount of approximately HK\$179,000 (2018: HK\$174,000).

股息政策

本公司的最終目標為給予股東穩定及可持續之回報。本集團之政策允許股東參與其利潤及為日後增長保留充足儲備。基於審核委員會之推薦建議，董事會繼續採取股息政策。釐定是否向股東宣派股息時，董事會價格考慮多項因素，包括(i)整體業務狀況及可能對本公司業務或財務狀況有影響的其他內部或外部因素；(ii)本集團之財務狀況及經營業績；及(iii)本集團之預期資金需求及未來擴展計劃。股息派付須遵守適用法律及法規及本公司之章程文件。僅可以可供分派溢利支付股息。本公司擬以現金或其他方式分派股息，金額不少於財政年度純利之35%。

重大投資

除「管理層討論及分析」一節所披露者外，於回顧年度內，本集團並無任何重大投資。

環境政策

本集團致力維持經營所在環境及社區的長期可持續性。本集團以對環境負責的方式行事，盡力遵守有關環保法律及法規，並採取有效措施實現資源有效利用、能源節約及減少廢物。

捐贈

本年度內，本集團的慈善及其他捐贈約為179,000港元(2018年：174,000港元)。

Directors' Report (continued)

董事會報告(續)

FIVE YEAR SUMMARY

A summary of the published results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years is set out on pages 209 and 212 of this Annual Report. This summary does not form part of the audited financial statements.

EVENTS AFTER THE REPORTING PERIOD

There was no subsequent event between the end of the reporting period (i.e. 31 December 2019) and the date of this Annual Report that would cause material impact on the Group.

AUDITOR

The financial statements for the year ended 31 December 2019 have been audited by Ernst & Young, who will retire at the conclusion of the AGM. Ernst & Young, being eligible, will offer themselves for re-appointment. A resolution for the re-appointment of Ernst & Young as the auditor of the Company will be proposed at the AGM.

By order of the Board
Tsit Wing International Holdings Limited
Mr. Wong Tat Tong
Chairman and Executive Director

Hong Kong, 5 March 2020

五年概要

有關本集團過去五個財政年度的已發表業績及資產、負債及非控股權益概要載於本年報第209頁及212頁。此概要並不構成經審核財務報表的一部份。

報告期後事件

於報告期末(即2019年12月31日)與本年報日期期間並無發生任何會對本集團造成重大影響的後續事件。

核數師

截至2019年12月31日止年度的財務報表已由安永會計師事務所審核。安永會計師事務所將於應屆股東週年大會結束時退任，惟合資格並願意接受續聘。續聘安永會計師事務所為本公司核數師的決議案將於應屆股東週年大會上提呈。

承董事會命
捷榮國際控股有限公司
主席兼執行董事
黃達堂先生

香港，2020年3月5日

Independent Auditor's Report

獨立核數師報告



To the shareholders of Tsit Wing International Holdings Limited

(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Tsit Wing International Holdings Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 82 to 208, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

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

致捷榮國際控股有限公司股東

(於百慕達註冊成立的有限公司)

意見

捷榮國際控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第82至208頁的綜合財務報表，包括於2019年12月31日的綜合財務狀況表及截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「香港財務報告準則」)真實而中肯地反映了貴集團於2019年12月31日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

意見的基礎

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

Independent Auditor's Report (continued)

獨立核數師報告(續)

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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。對下述各事項，我們提供了在審計中如何處理這一事項的描述。

我們已履行本報告「審計師就審核綜合財務報表承擔的責任」部分所述的責任，包括該等事項的責任。因此，我們的審計包括執行程序，以應對我們對綜合財務報表重大錯誤陳述風險的評估。我們的審計程序(包括處理以下事項而採取的程序)的結果，為我們對隨附的綜合財務報表所發表的審計意見提供基礎。

Key audit matter 關鍵審計事項	How our audit addressed the key audit matter 我們的審計如何處理關鍵審計事項
<p><i>Impairment of trade receivables</i> 貿易應收款項減值</p> <p>As at 31 December 2019, the Group had trade receivables of HK\$118,855,000, representing approximately 16% of the total assets of the Group. Significant management judgement and estimation were required in assessing the expected credit loss ("ECL") for the trade receivables, with reference to the grouping of various customer segments, ageing profile of the trade receivable balances, existence of disputes and past repayment history of customers and forecast economic conditions.</p> <p>於2019年12月31日，貴集團貿易應收款項為118,855,000港元，佔貴集團總資產約16%。評估貿易應收款項的預期信貸虧損(「預期信貸虧損」)時須作出重大判斷和估計，經參考各客戶分組、貿易應收款項結餘的賬齡、客戶糾紛、信用及過往收款歷史及經濟狀況預測。</p> <p>The related disclosures are included in notes 3 and 19 to the consolidated financial statements. 相關披露載於綜合財務報表附註3及19。</p>	<p>In evaluating management's impairment assessment, our procedures included: (i) obtaining confirmations and evidence of subsequent settlements for selected trade receivable balances on a sample basis; and (ii) evaluating management's assumptions used to determine the ECL through testing of the underlying information on the ageing reports generated by the Group's financial reporting system and assessing the repayment history of the debtors as well as the forward-looking information with reference to the related publicly available information.</p> <p>評估管理層減值評估時，涉及的程序有：(i)取得經抽樣選定的貿易應收賬款結餘其後結算的確認和證據；及(ii)評估管理層用於釐定預期信貸虧損撥備的假設，方法為測試貴集團財務報告系統所生成的賬齡報告相關信息及評估債務人償付歷史、信用及聲譽以及經參考公眾可得資料的前瞻性信息(倘適用)。</p>

Independent Auditor's Report (continued)

獨立核數師報告(續)

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key audit matter 關鍵審計事項	How our audit addressed the key audit matter 我們的審計如何處理關鍵審計事項
<p>Net realisable value of inventories 存貨可變現淨值</p> <p>As at 31 December 2019, the Group recorded inventories of HK\$125,748,000, representing approximately 17% of the total assets of the Group. Significant management judgement and estimation were required in assessing the net realisable value of the inventories, with reference to estimated selling prices and saleability of the inventories and expected future market and economic conditions that might have an impact on the sales projections.</p> <p>於2019年12月31日，貴集團錄得存貨125,748,000港元，佔貴集團總資產約17%。評估存貨可變現淨值時須作出重大管理判斷和估計，經參考估計售價及存貨穩定性，以及可能影響銷售預測的預期未來市場經濟狀況。</p> <p>The disclosures in relation to inventories and their net realisable value are included in notes 3 and 18 to the consolidated financial statements.</p> <p>存貨及其可變現淨值的相關披露載於綜合財務報表附註3及18。</p>	<p>In evaluating management's assessment, our procedures included: (i) observing physical inventory counts at major locations to ascertain the condition of inventories; (ii) obtaining an understanding of the net realisable value assessments made by management; (iii) reviewing the inventory shelf life report to identify slow moving or obsolete inventories; and (iv) comparing the actual selling prices of finished goods subsequent to year end, on a sample basis, to their carrying amounts.</p> <p>評估管理層評估時，涉及的程序有：(i)於主要地點監察實地存貨盤點，以確認存貨狀況；(ii)了解管理層對可變現淨值所作評估；(iii)審閱存貨保質期報告，以識別滯銷或陳舊存貨；及(iv)於年底之後抽樣比較成品的實際售價與賬面值，以檢測製成品是否按成本及可變現價值淨額之較低者列賬。</p>

Independent Auditor's Report (continued)

獨立核數師報告(續)

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

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

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

年報所載其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的信息，但不包括綜合財務報表及我們的核數師報告。

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

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

Independent Auditor's Report (continued)

獨立核數師報告(續)

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITY 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. Our report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

審計委員會協助貴公司董事履行彼等監督貴集團財務報告過程的責任。

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。根據百慕達1981年公司法第90條規定，我們僅向閣下(作為整體)報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

Independent Auditor's Report (continued)

獨立核數師報告(續)

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

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 scepticism throughout the audit. We also:

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

核數師就審計綜合財務報表承擔的責任(續)

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

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

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

Independent Auditor's Report (continued) 獨立核數師報告(續)

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

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

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

核數師就審計綜合財務報表承擔的責任(續)

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

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

Independent Auditor's Report (continued)

獨立核數師報告(續)

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Wu Ka Lai Cary.

Ernst & Young
Certified Public Accountants
Hong Kong

22/F CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

5 March 2020

核數師就審計綜合財務報表承擔的責任(續)

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

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

出具本獨立核數師報告的審計項目合夥人是胡嘉麗。

安永會計師事務所
執業會計師
香港

香港中環
添美道1號
中信大廈22樓

2020年3月5日

Consolidated Statement of Profit or Loss

綜合損益表

Year ended 31 December 2019
截至2019年12月31日止年度

		Notes 附註	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
CONTINUING OPERATIONS	持續經營業務			
REVENUE	收入	5	784,998	831,072
Cost of sales	銷售成本		(475,166)	(516,894)
Gross profit	毛利		309,832	314,178
Other income	其他收入	5	5,127	2,968
Selling and distribution expenses	銷售及分銷開支		(115,863)	(117,147)
Administrative expenses	行政開支		(79,204)	(91,770)
Other expenses, net	其他開支淨額		(5,104)	(11,068)
Finance costs	融資成本	6	(3,509)	(4,513)
PROFIT BEFORE TAX FROM CONTINUING OPERATIONS	持續經營業務除稅前 溢利	7	111,279	92,648
Income tax expense	所得稅開支	10	(21,466)	(19,408)
PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS	持續經營業務所得年內 溢利		89,813	73,240
DISCONTINUED OPERATION	已終止業務			
(LOSS)/PROFIT FOR THE YEAR FROM A DISCONTINUED OPERATION	一間已終止業務所得年內 (虧損)/溢利	11	(12,523)	4,240
PROFIT FOR THE YEAR	年內溢利		77,290	77,480

Consolidated Statement of Profit or Loss (continued)

綜合損益表(續)

Year ended 31 December 2019
截至2019年12月31日止年度

	Notes 附註	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Profit/(loss) attributable to owners of the parent:	母公司擁有人應佔溢利／(虧損)：		
— from continuing operations	— 持續經營業務	89,813	73,240
— from a discontinued operation	— 一間已終止業務	(14,335)	2,544
Profit for the year attributable to owners of the parent	母公司擁有人應佔年內溢利	75,478	75,784
Profit attributable to non-controlling interests:	非控股權益應佔溢利：		
— from a discontinued operation	— 一間已終止業務	1,812	1,696
		77,290	77,480
		HK cents 港仙	HK cents 港仙
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通權益持有人應佔每股盈利		
Basic	基本		
— For profit for the year	— 年內溢利	9.89	10.71
— For profit for the year from continuing operations	— 持續經營業務所得年內溢利	11.77	10.35
Diluted	攤薄		
— For profit for the year	— 年內溢利	9.88	10.68
— For profit for the year from continuing operations	— 持續經營業務所得年內溢利	11.75	10.33

Consolidated Statement of Comprehensive Income

綜合全面收益表

Year ended 31 December 2019
截至2019年12月31日止年度

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
PROFIT FOR THE YEAR	年內溢利	77,290	77,480
OTHER COMPREHENSIVE LOSS	其他全面虧損		
Other comprehensive loss that may be reclassified to profit or loss in subsequent periods:	隨後期間可能重新分類至損益的其他全面虧損：		
Exchange differences:	匯兌差異：		
Exchange differences on translation of foreign operations	換算海外業務的匯兌差異	(3,505)	(9,953)
Reclassification adjustments for deregistration of subsidiaries	就撤銷註冊附屬公司所作之重新分類調整	1,013	—
OTHER COMPREHENSIVE LOSS FOR THE YEAR	年內其他全面虧損	(2,492)	(9,953)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年內全面收益總額	74,798	67,527
Attributable to:	以下人士應佔：		
Owners of the parent	母公司擁有人	72,986	65,831
Non-controlling interests	非控股權益	1,812	1,696
		74,798	67,527

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2019
2019年12月31日

		Notes	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
		附註		
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	147,405	102,683
Prepaid land lease payments	預付土地租賃付款	15	—	10,920
Goodwill	商譽	16	—	15,447
Intangible assets	無形資產	17	419	2,873
Deposits paid for purchases of items of property, plant and equipment	已付購置物業、廠房及設備項目按金		10,324	3,602
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	20	5,024	3,819
Deferred tax assets	遞延稅項資產	27	2,460	2,783
Total non-current assets	非流動資產總值		165,632	142,127
CURRENT ASSETS	流動資產			
Inventories	存貨	18	125,748	205,795
Trade receivables	貿易應收款項	19	118,855	163,848
Prepaid land lease payments	預付土地租賃付款	15	—	393
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	20	12,852	19,577
Tax recoverable	可收回稅項		205	1,117
Cash and cash equivalents	現金及現金等價物	21	315,211	328,684
Total current assets	流動資產總值		572,871	719,414
CURRENT LIABILITIES	流動負債			
Trade and bills payables	貿易應付款項及應付票據	22	73,567	91,240
Accruals and other payables	應計款項及其他應付款項	23	50,854	49,904
Derivative financial instruments	衍生金融工具	24	568	—
Interest-bearing bank borrowings	計息銀行借款	25	26,154	139,003
Lease liabilities	租賃負債	26	14,966	—
Tax payable	應付稅項		3,655	4,079
Total current liabilities	流動負債總額		169,764	284,226
NET CURRENT ASSETS	流動資產淨值		403,107	435,188
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		568,739	577,315

Consolidated Statement of Financial Position (continued)

綜合財務狀況表(續)

31 December 2019
2019年12月31日

		Notes	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
		附註		
NON-CURRENT LIABILITIES	非流動負債			
Interest-bearing bank borrowings	計息銀行借款	25	—	17,217
Lease liabilities	租賃負債	26	12,709	—
Deferred tax liabilities	遞延稅項負債	27	6,295	5,771
Total non-current liabilities	非流動負債總額		19,004	22,988
Net assets	資產淨值		549,735	554,327
EQUITY	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Share capital	股本	28	76,394	76,207
Reserves	儲備	29	473,341	460,301
			549,735	536,508
Non-controlling interests	非控股權益		—	17,819
Total equity	權益總額		549,735	554,327

Wong Tat Tong
黃達堂
Director
董事

Wu Kam On Keith
鄔錦安
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2019
截至2019年12月31日止年度

		Attributable to owners of the parent 母公司擁有人應佔										Non-controlling interests 非控股權益	Total equity 權益總額
		Share capital 股本	Share premium account 溢價賬	Contributed surplus 繳入盈餘	Statutory reserve funds 法定公積金	Share option reserve 購股權儲備	Exchange fluctuation reserve 匯兌波動儲備	Other reserve 其他儲備	Retained profits 保留溢利	Total			
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		
Notes 附註				(note 29(a)) (附註29(a))	(note 29(b)) (附註29(b))	(note 29(c)) (附註29(c))	(note 29(d)) (附註29(d))	(note 29(e)) (附註29(e))					
At 1 January 2018	於2018年1月1日	61,775	—	123,578	4,451	—	2,464	218	23,191	215,677	17,891	233,568	
Profit for the year	年內溢利	—	—	—	—	—	—	—	75,784	75,784	1,696	77,480	
Other comprehensive loss for the year:	年內其他全面收益：												
Exchange differences on translation of foreign operations	換算海外業務的匯兌差異	—	—	—	—	—	(9,953)	—	—	(9,953)	—	(9,953)	
Total comprehensive (loss)/income for the year	年內全面(虧損)/收益總額	—	—	—	—	—	(9,953)	—	75,784	65,831	1,696	67,527	
Issue of shares under initial public offering	根據首次公開發售發行股份	28(a)	14,211	267,165	—	—	—	—	—	281,376	—	281,376	
Share issue expenses	股份發行開支		—	(17,001)	—	—	—	—	—	(17,001)	—	(17,001)	
Dividends	股息	12	—	—	—	—	—	—	(18,093)	(18,093)	—	(18,093)	
Dividend paid to non-controlling shareholders of a subsidiary	支付予一間附屬公司非控股股東股息		—	—	—	—	—	—	—	—	(1,768)	(1,768)	
Equity-settled share option arrangement	以股權結算購股權安排	30	—	—	—	7,405	—	—	—	7,405	—	7,405	
Issue of shares upon exercise of share options	行使購股權時發行股份	28(b)	221	4,147	—	—	(3,055)	—	—	1,313	—	1,313	
Transfer of share option reserve upon forfeiture of share options	沒收購股權後轉撥購股權儲備		—	—	—	—	(115)	—	115	—	—	—	
Transfer from retained profits	轉撥自保留溢利		—	—	2,367	—	—	—	(2,367)	—	—	—	
At 31 December 2018	於2018年12月31日	76,207	254,311	123,578	6,818	4,235	(7,489)	218	78,630	536,508	17,819	554,327	

Consolidated Statement of Changes in Equity (continued)

綜合權益變動表(續)

Year ended 31 December 2019

截至2019年12月31日止年度

		Attributable to owners of the parent 母公司擁有人應佔										
		Share capital	Share premium account	Contributed surplus	Statutory reserve funds	Share option reserve	Exchange fluctuation reserve	Other reserve	Retained profits	Total	Non-controlling interests	Total equity
Notes 附註		股本	溢價賬	繳入盈餘	公積金	購股權儲備	匯兌波動儲備	其他儲備	保留溢利	總計	權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
				(note 29(a)) (附註29(a))	(note 29(b)) (附註29(b))	(note 29(c)) (附註29(c))	(note 29(d)) (附註29(d))	(note 29(e)) (附註29(e))				
At 31 December 2018 and at 1 January 2019	於2018年12月31日及2019年1月1日	76,207	254,311*	123,578*	6,818*	4,235*	(7,489)*	218*	78,630*	536,508	17,819	554,327
Profit for the year	年內溢利	-	-	-	-	-	-	-	75,478	75,478	1,812	77,290
Other comprehensive loss for the year:	年內其他全面收益：											
Exchange differences on translation of foreign operations	換算海外業務的匯兌差異	-	-	-	-	-	(3,505)	-	-	(3,505)	-	(3,505)
Reclassification adjustments for deregistration for subsidiaries	就撤銷註冊附屬公司所作之重新分類調整	-	-	-	-	-	1,013	-	-	1,013	-	1,013
Total comprehensive (loss)/income for the year	年內全面(虧損)/收益總額	-	-	-	-	-	(2,492)	-	75,478	72,986	1,812	74,798
Dividends	股息	-	-	-	-	-	-	-	(63,311)	(63,311)	-	(63,311)
Disposal of a subsidiary Equity-settled share option arrangement	出售一間附屬公司以股權結算的購股權安排	-	-	-	-	-	-	-	-	-	(19,631)	(19,631)
Issue of shares upon exercise of share options	行使購股權時發行股份	-	-	-	-	2,443	-	-	-	2,443	-	2,443
Transfer of share option reserve upon forfeiture of share options	沒收購股權時轉撥購股權儲備	187	3,440	-	-	(2,518)	-	-	-	1,109	-	1,109
Transfer from retained profits	轉撥自保留溢利	-	-	-	-	(80)	-	-	80	-	-	-
		-	-	-	2,936	-	-	-	(2,936)	-	-	-
At 31 December 2019	於2019年12月31日	76,394	257,751*	123,578*	9,754*	4,080*	(9,981)*	218*	87,941*	549,735	-	549,735

* These reserve accounts comprise the consolidated reserves of HK\$473,341,000 (31 December 2018: HK\$460,301,000) in the consolidated statement of financial position.

* 該等儲備賬包括簡明綜合財務狀況表的綜合儲備473,341,000港元(2018年12月31日: 460,301,000港元)。

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2019
截至2019年12月31日止年度

	Notes 附註	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES 經營活動現金流量			
Profit/(loss) before tax	除稅前溢利/(虧損)		
From continuing operations	來自持續經營業務	111,279	92,648
From a discontinued operation	來自已終止業務	(11,820)	5,032
Adjustments for:	經以下項目調整：		
Interest income	利息收入	(5,096)	(2,858)
Finance costs	融資成本	4,552	6,005
Depreciation of right-of-use assets	使用權資產折舊	11,659	—
Depreciation of other items of property, plant and equipment	物業、廠房及設備其他項目折舊	21,900	22,511
Amortisation of intangible assets	無形資產攤銷	1,944	2,116
Amortisation of prepaid land lease payments	預付土地租賃付款	—	409
Impairment of trade receivables	貿易應收款項減值	851	7,499
Equity-settled share option expense	以股權結算的購股權開支	2,443	7,405
Write-off of trade receivables	貿易應收款項撇銷	230	695
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目虧損	91	484
Loss on deregistration of subsidiaries	取消註冊附屬公司之虧損	1,013	—
Loss on disposal of a subsidiary	出售一間附屬公司虧損	17,053	—
Fair value loss on derivative financial instruments	衍生金融工具公平值虧損	573	—
Write-down of inventories to net realisable value	存貨沖減至可變現淨值	953	1,277
Write-off of inventories	存貨撇銷	1,032	1,176
		158,657	144,399
Decrease/(increase) in inventories	存貨減少/(增加)	47,737	(16,761)
Decrease/(increase) in trade receivables	貿易應收款項減少/(增加)	17,856	(3,314)
Decrease/(increase) in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少/(增加)	4,056	(205)
(Decrease)/increase in trade and bills payables	貿易應付款項及應付票據(減少)/增加	(9,681)	1,751
Increase/(decrease) in accruals and other payables	應計款項及其他應付款項增加/(減少)	2,702	(7,879)
Cash generated from operations	經營所得現金	221,327	117,991
Hong Kong profits tax refunded	已退回香港利得稅	—	544
Hong Kong profits tax paid	已付香港利得稅	(10,342)	(11,536)
Overseas taxes refunded	已退海外稅項	340	—
Overseas taxes paid	已付海外稅項	(9,991)	(7,114)
Net cash flows from operating activities	經營活動所得現金流量淨額	201,334	99,885

Consolidated Statement of Cash Flows (continued)

綜合現金流量表(續)

Year ended 31 December 2019
截至2019年12月31日止年度

	Notes 附註	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
CASH FLOWS FROM INVESTING ACTIVITIES 投資活動現金流量			
Purchases of items of property, plant and equipment	購置物業、廠房及設備項目	(28,893)	(20,551)
Deposits paid for purchases of items of property, plant and equipment	支付購置物業、廠房及設備項目按金	(8,580)	(2,277)
Disposal of a subsidiary, net of cash and cash equivalents disposed	出售一間附屬公司，扣除所出售的現金及現金等價物	11 18,765	—
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項	234	868
Interest income received	已收利息收入	5,034	2,776
Net cash flows used in investing activities	投資活動所用現金流量淨額	(13,440)	(19,184)
CASH FLOWS FROM FINANCING ACTIVITIES 融資活動現金流量			
Proceeds from issue of shares under initial public offering	根據首次公開發售發行股份所得款項	28(a) —	281,376
Share issue expenses	股份發行開支	—	(17,001)
Proceeds from issue of shares upon exercise of share options	行使購股權時發行股份所得款項	28(b) 1,109	1,313
Dividends paid	已付股息	(63,311)	(18,093)
Dividend paid to non-controlling shareholders of a subsidiary	已付一間附屬公司非控股股東股息	—	(1,768)
New bank borrowings	新增銀行借款	31(b) 263,345	417,334
Repayment of bank borrowings	償還銀行借款	31(b) (386,009)	(452,655)
Interest paid	已付利息	(3,562)	(6,005)
Principal portion of lease payments	租賃付款本金部分	26 (11,942)	—
Net cash flows (used in)/from financing activities	融資活動(所用)/所得現金流量淨額	(200,370)	204,501
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS 現金及現金等價物(減少)/增加淨額			
Cash and cash equivalents at the beginning of the year	年初現金及現金等價物	(12,476)	285,202
Effect of foreign exchange rate changes, net	外匯匯率變動的影響淨額	328,684	45,613
		(997)	(2,131)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR 年末現金及現金等價物			
		315,211	328,684
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS 現金及現金等價物結餘分析			
Cash and bank balances	現金及銀行結餘	174,923	188,632
Time deposits with original maturity of less than three months when acquired	購買時原到期日少於三個月的定期存款	21 140,288	140,052
Cash and cash equivalents as stated in the consolidated statement of cash flows	綜合現金流量表所載現金及現金等價物	21 315,211	328,684

Notes to Financial Statements

財務報表附註

31 December 2019
2019年12月31日

1. CORPORATE AND GROUP INFORMATION

Tsit Wing International Holdings Limited (the “**Company**”) is a limited liability company incorporated in Bermuda. The registered office of the Company is located at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda. The principal place of business of the Company is located at Flats F-J, 11th Floor, Block 1, Kwai Tak Industrial Centre, 15-33 Kwai Tak Street, Kwai Chung, New Territories, Hong Kong.

The Company is an investment holding company. The shares of the Company (the “Share(s)”) were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 11 May 2018 (the “Listing Date”). During the year, the Company’s subsidiaries were engaged in the following principal activities:

- processing and sales of coffee, tea and related complementary products
- sale of frozen meat and frozen processed food
- sale and rental of coffee and tea machines
- food and beverage store operations

On 29 November 2019, the Group disposed of its 60% equity interest in Whole Sun Limited to its non-controlling shareholder of Whole Sun Limited for a consideration of HK\$27,840,000. Whole Sun Limited is engaged in trading of frozen meat in Hong Kong. Further details are set out in note 11 below.

1. 公司及集團資料

捷榮國際控股有限公司(「本公司」)為在百慕達註冊成立的有限公司。本公司的註冊辦事處位於Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda。本公司的主要營業地點位於香港新界葵涌葵德街15-33號葵德工業中心第1座11樓F-J室。

本公司為投資控股公司。而本公司的股份(「股份」)於2018年5月11日(「上市日期」)於香港聯合交易所有限公司(「聯交所」)主板上市。本公司的附屬公司於年內從事下列主要業務：

- 加工及銷售咖啡、茶及相關配套產品
- 銷售急凍肉類及急凍預製食品
- 銷售及出租咖啡機及茶機
- 食品及餐飲店營運

於2019年11月29日，本集團向浩新貿易有限公司非控股股東出售其於浩新貿易有限公司的60%股權，代價為27,840,000港元。浩新貿易有限公司於香港從事急凍肉類貿易。更多詳情載於下文附註11。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

1. 公司及集團資料(續)

附屬公司資料

本公司主要附屬公司詳情如下：

Name 名稱	Place of incorporation/ registration and business 註冊成立/登記 及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔權益 百分比		Principal activities 主要活動
			Direct 直接	Indirect 間接	
Dongguan Tsit Wing Food Co Ltd.*#	PRC/Mainland China	HK\$78,880,000	—	100	Processing of coffee beans; distribution of coffee, tea, and related complementary products; and food and beverage store operations
東莞捷榮食品有限公司**	中國/中國內地	78,880,000港元			加工咖啡豆、分銷咖啡、茶及相關配套產品；食品及餐飲店鋪營運
Shanghai Tsit Wing Food Co Ltd.*#	PRC/Mainland China	US\$2,400,000	—	100	Trading of coffee, tea and related complementary products; sale and rental of coffee and tea machines; and sale of frozen processed food
上海捷榮食品有限公司**	中國/中國內地	2,400,000美元			買賣咖啡、茶及相關配套產品；銷售及租賃咖啡機及茶機；以及銷售急凍預製食品
Tsit Wing Beverage Machine Company Limited 捷榮餐飲設備有限公司	Hong Kong 香港	HK\$2 2港元	—	100	Trading of coffee machines and related products 買賣咖啡機及相關產品
Tsit Wing Coffee Company, Limited	Hong Kong	HK\$10,000	—	100	Processing of coffee beans; distribution of coffee, tea and related complementary products; sale and rental of coffee and tea machines; and sale of frozen processed food
捷榮咖啡有限公司	香港	10,000港元			加工咖啡豆、分銷咖啡、茶及相關配套產品；銷售及租賃咖啡機及茶機；以及銷售急凍預製食品

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

1. 公司及集團資料(續)

附屬公司資料(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/登記 及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔權益 百分比		Principal activities 主要活動
			Direct 直接	Indirect 間接	
Tsit Wing (China) Enterprises Company Limited 捷榮(中國)企業有限公司	Hong Kong 香港	HK\$2 2港元	—	100	Investment holding 投資控股
Tsit Wing (China) Holdings Limited 捷榮(中國)控股有限公司	Hong Kong 香港	HK\$1 1港元	100	—	Investment holding 投資控股
Tsit Wing (China) Industrial Company Limited 捷榮(中國)實業有限公司	Hong Kong 香港	HK\$22,264,780 22,264,780港元	—	100	Investment holding 投資控股
Tsit Wing (Hong Kong) Company Limited 捷榮集團(香港)有限公司	Hong Kong 香港	HK\$5,143,000 5,143,000港元	—	100	Investment holding 投資控股
Tsit Wing International Company Limited*	British Virgin Islands 英屬處女群島	US\$10,276 10,276美元	100	—	Investment holding 投資控股

* The statutory financial statements of these companies are not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network

* 該等公司的法定財務報表未經安永、安永國際網絡旗下的香港或另外成員公司審核。

These companies are registered as wholly-foreign-owned enterprises established under PRC law

該等公司為根據中國法律註冊成立的外商獨資企業。

The above table lists the subsidiaries of the Group which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

上表列示董事認為主要影響到本年業績或作為本集團資產淨值重要部分的本集團附屬公司。董事認為，倘提供其他附屬公司資料，將令細節過於冗長。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKAS”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirement of the Hong Kong Companies Ordinance.

These financial statements have been prepared under the historical cost convention, except for the derivative financial instruments which have been measured at fair value. They are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand (HK\$'000) except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2019. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

2.1 編製基準

此等財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)(包括全部香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計原則及香港公司條例之披露規定編製。

除按公平值計量的衍生金融工具外，此等財務報表乃按歷史成本慣例編製。此等財務報表以港元(「港元」)呈列。除另有指明外，所有金額約整至最接近千位數(千港元)。

合併基準

綜合財務報表包括本公司及其附屬公司(統稱為「本集團」)於截至2019年12月31日止年度的財務報表。附屬公司為本公司直接或間接控制的實體(包括結構性實體)。當本集團對參與投資對象業務的浮動回報承擔風險或享有權利以及能透過對投資對象的權力(即本集團獲賦予現有有能力以主導投資對象相關活動的既存權利)影響該等回報時，即取得控制權。

倘本公司直接或間接擁有少於投資對象大多數投票或類似權利的權利，則本集團於評估其是否擁有對投資對象的權力時會考慮一切相關事實及情況，包括：

- (a) 與投資對象其他投票持有人的合約安排；
- (b) 其他合約安排所產生的權利；及
- (c) 本集團的投票權及潛在投票權。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.1 BASIS OF PREPARATION (Continued)

Basis of consolidation (Continued)

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.1 編製基準(續)

合併基準(續)

附屬公司的財務報表乃使用一致的會計政策，並按與本公司相同的報告期間編製。附屬公司的業績已由本集團取得控制權當日綜合入賬，並將繼續合併直至該等控制權終止當日為止。

盈虧及其他全面收入的各成份歸屬本集團母公司擁有人及非控制性權益，即使此舉將導致非控制權益出現虧損結餘亦然。有關本集團成員公司之間交易的所有集團內公司間的資產及負債、權益、收入、開支及現金流量均已於合併時悉數對銷。

倘事實和情況顯示上文所述的三項控制因素之一項或多項出現變動，本集團會重新評估其是否控制投資對象。附屬公司所有權權益的變動在無喪失控制權下按權益交易處理。

倘本集團失去對一間附屬公司的控制權，則其撤銷確認(i)該附屬公司的資產(包括商譽)及負債；(ii)任何非控股權益的賬面值；及(iii)於權益內記錄的累計折算差額；及確認(i)所收代價的公允值；(ii)所保留任何投資的公允值；及(iii)損益中任何因此產生的盈餘或虧損。先前於其他全面收益內確認的本集團應佔部份按倘本集團已直接出售相關資產或負債所要求的相同基準重新分類為損益或保留溢利(視情況而定)。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

Amendments to HKFRS 9	<i>Prepayment Features with Negative Compensation</i>
HKFRS 16	<i>Leases</i>
Amendments to HKAS 19	<i>Plan Amendment, Curtailment or Settlement</i>
Amendments to HKAS 28	<i>Long-term Interests in Associates and Joint Ventures</i>
HK(IFRIC)-Int 23	<i>Uncertainty over Income Tax Treatments</i>
<i>Annual Improvements to HKFRSs 2015-2017 Cycle</i>	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23

The adoption of these new and revised HKFRSs has had no significant financial effect on the Group's results of operation and financial position, except for HKFRS 16 *Leases* ("HKFRS 16") as described below.

2.2 會計政策變動及披露

本集團已就本年度財務報表首次採納以下新訂及經修訂香港財務報告準則。

香港財務報告準則第9號 (修訂本)	具有負補償的提前還款特性
香港財務報告準則第16號	租賃
香港會計準則第19號 (修訂本)	計劃修訂、縮減或清償
香港會計準則第28號 (修訂本)	聯營公司及合營企業之長期權益
香港(國際財務報告詮釋委員會)－詮釋第23號	所得稅處理之不確定性
2015年至2017年週期的年度改進	香港財務報告準則第3號、香港財務報告準則第11號、香港會計準則第12號及香港會計準則第23號(修訂本)

除下文解釋有關香港財務報告準則第16號「租賃」(「香港財務報告準則第16號」)的影響外，採納該等新訂及經修訂香港財務報告準則對本集團經營業績及財務狀況並無重大財務影響。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

HKFRS 16 Leases

HKFRS 16 replaces HKAS 17 *Leases* (“HKAS 17”), HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease* (“HK (IFRIC)-Int 4”), HK(SIC)-Int 15 *Operating Leases – Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model to recognise and measure right-of-use assets and lease liabilities, except for certain recognition exemptions. Lessor accounting under HKFRS 16 is substantially unchanged from HKAS 17. Lessors continue to classify leases as either operating or finance leases using similar principles as in HKAS 17. Therefore, HKFRS 16 did not have any financial impact on leases where the Group is the lessor.

The Group has adopted HKFRS 16 using the modified retrospective method of adoption with the date of initial application of 1 January 2019. Under this method, the standard has been applied retrospectively with the cumulative effect of initial adoption as an adjustment to the opening balance of retained profits at 1 January 2019, and the comparative information for 2018 was not restated and continues to be reported under HKAS 17 and related interpretations.

2.2 會計政策變動及披露(續)

香港財務報告準則第16號租賃

香港財務報告準則第16號取代香港會計準則第17號「租賃」、香港(國際財務報告詮釋委員會)－詮釋4「釐定安排是否包括租賃」、香港(準則詮釋委員會)－詮釋第15號「經營租賃－獎勵」及香港(準則詮釋委員會)－詮釋第27號「評估涉及租賃法律形式交易的內容」。該準則載有租賃確認、計量、呈列及披露原則，並要求承租人在單一資產負債表的模型中計算所有租賃，以確認及計量使用權資產及租賃負債(惟若干確認豁免情況除外)。香港財務報告準則第16號大致沿用香港會計準則第17號內出租人的會計處理方式。出租人繼續使用與香港會計準則第17號類似的原則將租賃分類為經營租賃或融資租賃。因此，香港財務報告準則第16號並未對本集團作為出租人的租賃產生任何財務影響。

本集團採用經修訂追溯採納法採納香港財務報告準則第16號，並於2019年1月1日首次應用。根據該方法，本集團已追溯應用該準則，並將首次採納的累計影響視為對於2019年1月1日之保留溢利期初結餘的調整，且概不會重列2018年的比較資料，而繼續根據香港會計準則第17號及相關詮釋作出報告。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

HKFRS 16 Leases (Continued)

New definition of a lease

Under HKFRS 16, a contract is, or contains a lease if the contract conveys a 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 obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. The Group elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 at the date of initial application. Contracts that were not identified as leases under HKAS 17 and HK(IFRIC)-Int 4 were not reassessed. Therefore, the definition of a lease under HKFRS 16 has been applied only to contracts entered into or changed on or after 1 January 2019.

As a lessee — Leases previously classified as operating leases

Nature of the effect of adoption of HKFRS 16

The Group has lease contracts for various items of property and other equipment. As a lessee, the Group previously classified leases as either finance leases or operating leases based on the assessment of whether the lease transferred substantially all the rewards and risks of ownership of assets to the Group. Under HKFRS 16, the Group applies a single approach to recognise and measure right-of-use assets and lease liabilities for all leases, except for two elective exemptions for leases of low value assets (elected on a lease-by-lease basis) and lease with a lease term of 12 months or less (“short-term lease”)(elected by class of underlying asset). Instead of recognising rental expenses under operating leases on a straight-line basis over the lease term commencing from 1 January 2019, the Group recognises depreciation (and impairment, if any) of the right-of-use assets and interest accrued on the outstanding lease liabilities (as finance costs).

2.2 會計政策變動及披露(續)

香港財務報告準則第16號租賃(續) 租賃的新定義

根據香港財務報告準則第16號，如果一份合同在一段時間內為換取對價而讓渡一項可識別資產使用的控制權，則該合同是一項租賃或包含了一項租賃。如果客戶有權從可識別資產的使用中獲取幾乎所有的經濟收益及有權主導可識別資產的使用，則控制權是已讓渡。本集團選擇過渡時使用可行權宜方法，允許初次採納時只將準則應用於之前根據香港會計準則第17號及香港(國際財務報告詮釋委員會)－詮釋第4號識別為租賃的合約。根據香港會計準則第17號及香港(國際財務報告詮釋委員會)－詮釋第4號沒有識別為租賃的合約並無重新評估。因此，香港財務報告準則第16號的租賃定義只應用於2019年1月1日或之後簽訂或修改的合約。

作為承租人 — 之前分類為經營租賃的租賃

採納香港財務報告準則第16號的影響的性質

本集團擁有各類物業及其他設備的租賃合約。作為一個承租人，本集團之前根據評估租賃是否轉移本集團的資產所有權的幾乎所有報酬和風險將租賃分類為融資租賃或經營租賃。根據香港財務報告準則第16號，本集團對所有租賃採納一個單一的方法確認和計量使用權資產和租賃負債，除卻低價值資產租賃(按逐項租賃的基礎選擇)及租期12個月或以下的租賃(「短期租賃」)(按相關資產的類別選擇)這兩項可選擇的租賃可獲豁免。本集團並無根據經營租賃按直線法於2019年1月1日開始後的租期內確認租賃開支，而是確認使用權資產折舊(及減值，如有)及就尚未償還租賃負債應計的利息(作為融資成本)。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

HKFRS 16 Leases (Continued)

As a lessee – Leases previously classified as operating leases (Continued)

Impact on transition

Lease liabilities at 1 January 2019 were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at 1 January 2019 and presented separately in the statement of financial position. The right-of-use assets were measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before 1 January 2019.

All these assets were assessed for any impairment based on HKAS 36 *Impairment of Assets* on that date. The Group elected to present the right-of-use assets as property, plant and equipment in the statement of financial position.

The Group has used the following elective practical expedients when applying HKFRS 16 at 1 January 2019:

- Applied the short-term lease exemptions to leases with a lease term that ends within 12 months from the date of initial application
- Used hindsight in determining the lease term where the contract contains options to extend/terminate the lease

2.2 會計政策變動及披露(續)

香港財務報告準則第16號租賃(續)

作為承租人 – 之前分類為經營租賃的租賃(續)

過渡影響

2019年1月1日的租賃負債是根據按2019年1月1日的遞增借款率折現的餘下租賃付款現值確認，另外呈列於財務狀況表。使用權資產按租賃負債金額計量，並就緊接2019年1月1日前財務狀況表內已確認租賃相關的任何預付或累計租賃付款金額作出調整。

該等資產均於該日按香港會計準則第36號資產減值就任何減值進行評估。本集團選擇將使用權資產作為物業、廠房及設備呈列於財務狀況表。

於2019年1月1日應用香港財務報告準則第16號時，本集團已使用以下可供選擇的實際權宜方法：

- 租賃年期自首次應用日期起12個月內結束，則應用短期租賃豁免
- 倘合約包含延展／終止租賃的選項，則事後釐定租賃年期

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

HKFRS 16 Leases (Continued)

As a lessee – Leases previously classified as operating leases (Continued)

Financial impact at 1 January 2019

The impacts arising from the adoption of HKFRS 16 as at 1 January 2019 were as follows:

2.2 會計政策變動及披露(續)

香港財務報告準則第16號租賃(續)

作為承租人 – 之前分類為經營租賃的租賃(續)

2019年1月1日的財務影響

於2019年1月1日採納香港財務報告準則第16號產生的影響如下：

Statement of Financial Position		At	Restatement	At
		31 December	adjustment on	1 January
財務狀況表		2018	adoption of	2019
		於2018年	HKFRS 16	於2019年
		12月31日	重列採納香港	1月1日
		HK\$'000	財務報告準則	HK\$'000
		千港元	第16號的調整	千港元
			HK\$'000	
			千港元	
Assets	資產			
Property, plant and equipment	物業、廠房及設備	102,683	29,553	132,236
Prepaid land lease payments	預付土地租賃付款	11,313	(11,313)	—
Total assets	資產總額	113,996	18,240	132,236
Liabilities	負債			
Current lease liabilities	流動租賃負債	—	7,855	7,855
Non-current lease liabilities	非流動租賃負債	—	10,385	10,385
Total liabilities	負債總額	—	18,240	18,240

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

HKFRS 16 Leases (Continued)

As a lessee – Leases previously classified as operating leases (Continued)

Financial impact at 1 January 2019 (Continued)

A reconciliation of the operating lease commitments as at 31 December 2018 to the lease liabilities as at 1 January 2019 is as follows:

2.2 會計政策變動及披露(續)

香港財務報告準則第16號租賃(續)

作為承租人 – 之前分類為經營租賃的租賃(續)

2019年1月1日的財務影響(續)

截至2018年12月31日的經營租賃承擔與截至2019年1月1日的租賃負債的對賬如下：

		Notes 附註	HK\$'000 千港元
Operating lease commitments as at 31 December 2018	於2018年12月31日的經營租賃承擔		
		33(b)	21,320
Less: Commitments relating to short-term leases and those leases with a remaining lease term ended on or before 31 December 2019	減：與短期租賃及餘下租期於2019年12月31日或之前終止的租賃相關的承擔		(3,506)
Add: Payments for optional extension periods not recognised as at 31 December 2018	加：於2018年12月31日未確認的可選擇延長期付款		1,463
			19,277
Weighted average incremental borrowing rate as at 1 January 2019	於2019年1月1日的加權平均遞增借貸利率		3.64%
Lease liabilities as at 1 January 2019	於2019年1月1日的租賃負債	26	18,240

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 3	<i>Definition of a Business</i> ¹
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	<i>Interest Rate Benchmark Reform</i> ¹
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ³
HKFRS 17	<i>Insurance Contracts</i> ²
Amendments to HKAS 1 and HKAS 8	<i>Definition of Material</i> ¹

- ¹ Effective for annual periods beginning on or after 1 January 2020
- ² Effective for annual periods beginning on or after 1 January 2021
- ³ No mandatory effective date yet determined but available for adoption

The Group considers that these new and revised HKFRSs may result in changes in accounting policies and are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效的香港財務報告準則

本集團並無於此等財務報表中應用下列已頒佈但尚未生效的新訂及經修訂香港財務報告準則。

香港財務報告準則第3號(修訂本)	業務的定義 ¹
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號(修訂本)	基準利率改革 ¹
香港財務報告準則第10號及香港會計準則第28號(2011年)(修訂本)	投資者與其聯營公司或合營企業之間出售或注入資產 ³
香港財務報告準則第17號	保險合同 ²
香港會計準則第1號及香港會計準則第8號(修訂本)	重要性的定義 ¹

- ¹ 於2020年1月1日或其後開始的年度期間生效
- ² 於2021年1月1日或其後開始的年度期間生效
- ³ 尚未釐定強制生效日期，但可採用

本集團認為，該等新訂及經修訂香港財務報告準則可能導致會計政策變動，且預期不會對本集團的財務報表造成重大影響。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

2.4 重大會計政策概要

業務合併及商譽

業務合併乃使用收購法入賬。所轉讓的代價乃以收購日期的公平值計量，該公平值為本集團所轉讓的資產、本集團對被收購方前擁有人承擔的負債及本集團發行以換取被收購方控制權的股權於收購日期之公平值的總和。就各業務合併而言，本集團選擇是否以公平值或應佔被收購方可識別淨資產的比例，計量於被收購方的屬現時所有權權益且於清盤時賦予其持有人按比例分佔淨資產的非控股權益。所有其他非控股權益項目按公平值計量。收購相關成本於產生時支銷。

當本集團收購一項業務時，會根據合約條款、於收購日期的經濟環境及相關條件評估所承擔的金融資產及負債，以作出適當的分類及指定用途，其中包括將被收購方主合約中的嵌入式衍生工具進行分離。

倘業務合併分階段完成，先前所持股權會於收購日期按公平值重新計量，而任何由此產生的收益或虧損將於損益確認。

收購方將轉讓的任何或然代價於收購日期按公平值確認。分類為資產或負債的或然代價按公平值計量，公平值變動於損益確認。分類為權益的或然代價不會重新計量，其後結算在權益中入賬。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations and goodwill (Continued)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

2.4 重大會計政策概要(續)

業務合併及商譽(續)

商譽初步按成本計量，即已轉讓代價、就非控股權益確認的款額及本集團先前持有的被收購方股權的任何公平值的總和，超逾所收購可識別淨資產及所承擔可識別負債淨額的差額。如有關代價及其他項目的總和低於所收購淨資產的公平值，經重新評估後，其差額於損益確認為議價收購收益。

商譽於初步確認後，按成本減任何累計減值虧損計算。商譽須每年進行減值測試，倘發生事件或環境轉變顯示賬面值或有減值，則會更頻密地進行測試。本集團於12月31日進行其年度商譽減值測試。為進行減值測試，因業務合併產生的商譽會自收購日期起分配至預期會因合併協同作用受惠的本集團各現金產生單位或現金產生單位組合，而不論本集團其他資產或負債是否獲分配至該等單位或單位組合。

釐定減值時須評估有關商譽的現金產生單位(現金產生單位組合)的可收回金額。倘現金產生單位(現金產生單位組合)的可收回金額低於賬面值，則確認減值虧損。有關商譽的已確認減值虧損不會於隨後期間撥回。

倘商譽已分配至現金產生單位(或現金產生單位組合)，而有關單位內的部分業務已售出，則在釐定出售盈虧時，所售業務的有關商譽列入業務的賬面值。在該等情況下，所售商譽乃根據所售業務與現金產生單位保留部分的相對價值而計算。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value measurement

The Group measures its derivative financial instruments at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

2.4 重大會計政策概要(續)

公平值計量

本集團於各報告期末計量其衍生金融工具。公平值為市場參與者於計量日期在有序交易中出售資產所收取的價格或轉讓負債所支付的價格。公平值計量乃根據假設出售資產或轉讓負債的交易於資產或負債主要市場或(在無主要市場情況下)資產或負債最具優勢市場進行而作出。主要或最具優勢市場須為本集團可進入之市場。資產或負債的公平值乃按假設市場參與者於資產或負債定價時會以彼等之最佳經濟利益行事計量。

非金融資產的公平值計量須計及市場參與者能自最大限度使用該資產達致最佳用途，或將該資產出售予將最大限度使用該資產達致最佳用途的其他市場參與者，所產生的經濟效益。

本集團採納適用於不同情況且具備充分數據以供計量公平值的估值方法，以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value measurement (Continued)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than, inventories, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

2.4 重大會計政策概要 (續)

公平值計量(續)

所有以公平值於財務報表計量或披露的資產及負債，已根據對整體公平值計量而言屬重大的最低層輸入數據，按以下的公平值等級分類：

- 第1級 — 基於相同資產或負債於活躍市場的報價(未經調整)
- 第2級 — 基於對公平值計量而言屬重大的可觀察(直接或間接)最低層輸入數據的估值方法
- 第3級 — 基於對公平值計量而言屬重大的不可觀察最低層輸入數據的估值方法

就按經常性基準於本財務報表確認的資產及負債而言，本集團透過於各報告期末重新評估分類(根據對整體公平值計量而言屬重大的最低層輸入數據)確定是否發生不同等級轉移。

非金融資產減值

倘資產(不包括存貨、遞延稅項資產及金融資產)出現減值跡象或須進行年度減值測試時，則估計資產的可收回金額。資產的可收回金額按資產或現金產生單位的使用價值與其公平值減出售成本兩者的較高者計算，並以個別資產釐定，除非有關資產並不產生很大程度上獨立於其他資產或資產組合的現金流入，在此情況下則就有關資產所屬的現金產生單位釐定可收回金額。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets (Continued)

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises.

2.4 重大會計政策概要(續)

非金融資產減值(續)

只有當資產的賬面值超過其可收回金額時，方會確認減值虧損。在評估使用價值時，使用稅前折現率將估計日後現金流量折現至其現值，而該折現率反映市場當前所評估的貨幣時間價值及該資產的特有風險。減值虧損於產生期間在與減值資產功能一致的開支類別中自損益表扣除。

於各報告期末均會評估是否有任何跡象顯示過往確認的減值虧損可能不復存在或有所減少。如有任何該等跡象，則估計可收回金額。先前就資產(不包括商譽)確認的減值虧損，僅於用以釐定該資產可收回金額的估計有變時方予撥回，但撥回金額不得高於假設過往年度並無就該資產確認減值虧損而應釐定的賬面值(扣除任何折舊／攤銷)。減值虧損的撥回計入產生期間的損益表。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);

2.4 重大會計政策概要(續)

關聯方

在下列情況下，一方被認為與本集團有關聯：

- (a) 該方為某人士或該人士關係密切的家庭成員，且該人士
- (i) 控制或共同控制本集團；
 - (ii) 對本集團具有重大影響力；或
 - (iii) 為本集團或本集團母公司的主要管理人員的成員；

或

- (b) 該方為符合下列任何條件的實體：
- (i) 該實體與本集團屬同一集團的成員公司；
 - (ii) 一個實體為另一實體(或該另一實體的母公司、附屬公司或同系附屬公司)的聯營公司或合營企業；
 - (iii) 該實體與本集團為同一第三方的合營企業；
 - (iv) 一個實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
 - (v) 該實體乃以本集團或與本集團有關聯實體的僱員為受益人的離職後福利計劃；
 - (vi) 該實體受(a)所識別人土控制或共同控制；

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties (Continued)

(b) (Continued)

- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and

- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Property, plant and equipment and depreciation

Property, plant and equipment, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

2.4 重大會計政策概要(續)

關聯方(續)

(b) (續)

- (vii) (a)(i)所識別人士對該實體有重大影響力，或為該實體(或該實體的母公司)的主要管理人員的成員；及

- (viii) 該實體或其所屬集團的任何成員公司為本集團或本集團母公司提供主要管理人員服務。

物業、廠房及設備及折舊

物業、廠房及設備乃按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目的成本包括購買價及使資產達到運作狀態及地點以作擬定用途的任何直接應佔成本。

物業、廠房及設備項目投入運作後產生的維修及保養等開支，通常於產生期間自損益表扣除。於符合確認標準的情況下，大型檢測支出於資產賬面值資本化作為重置。倘物業、廠房及設備的主要部分須分段重置，則本集團將該等部分確認為獨立資產，並設定特定的可使用年期及相應計提折舊。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment and depreciation (Continued)

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

Leasehold land	Over the lease terms
Buildings	Shorter of the lease terms and 2.2%
Plant and machinery	4% to 33.33%
Furniture, fixtures and equipment	20%
Motor vehicles	20%

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

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

2.4 重大會計政策概要(續)

物業、廠房及設備及折舊(續)

折舊乃按直線法將每項物業、廠房及設備項目的成本於其估計可使用年內撇銷至其剩餘價值。就此所採用的主要年度比率如下：

租賃土地	按租賃期
樓宇	按租賃期及2.2%(以較短者為準)
廠房及機械	4%至33.33%
傢俱、固定裝置及設備	20%
汽車	20%

倘物業、廠房及設備項目各部分的可使用年期有所不同，則此項目各部分成本將按合理基準分配，而每部分將作個別折舊。至少於各財政年度結算日會檢討剩餘價值、可使用年期及折舊方法並作出調整(倘適用)。

初始確認的物業、廠房及設備項目(包括任何重大部分)於出售後或預期使用或出售該等物業、廠房及設備項目不會產生未來經濟利益時終止確認。於資產終止確認年度在損益表中確認的任何出售或報廢盈虧，乃為有關資產的出售所得款項淨額與賬面值的差額。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Customer relationship and trademark are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of 7 and 10 years, respectively.

Leases (applicable from 1 January 2019)

The Group assesses at contract inception whether a 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.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

2.4 重大會計政策概要(續)

無形資產(商譽除外)

獨立收購的無形資產於初步確認時按成本計量。業務合併中收購無形資產的成本乃該資產於收購日期的公平值。無形資產的可使用年期評估為有限或無限。可使用年期有限的無形資產隨後於可使用經濟年限內攤銷，並評估是否有跡象顯示無形資產可能出現減值。可使用年期有限的無形資產的攤銷期及攤銷方法至少於各個財政年度結算日進行檢討。

客戶關係及商標以成本減任何減值虧損列賬，並以直線法在其各自分別為7及10年的估計可使用年期內攤銷。

租賃(自2019年1月1日起適用)

本集團於合約開始時評估合約是否為或包含租賃。倘合約為換取代價而給予在一段時間內控制已識別資產使用的權利，則該合約屬於或包含租賃。

本集團作為承租人

本集團對所有租賃(惟短期租賃及低價值資產租賃除外)採取單一確認及計量方法。本集團確認租賃負債以作出租賃款項，而使用權資產指使用相關資產的權利。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (applicable from 1 January 2019)

(Continued)

Group as a lessee (Continued)

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Prepaid land lease	36 years
Leased properties	2 to 4 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

2.4 重大會計政策概要(續)

租賃(自2019年1月1日起適用)(續)

本集團作為承租人(續)

(a) 使用權資產

本集團於租賃開始日期(即相關資產可供使用當日)確認使用權資產。使用權資產按成本減任何累計折舊及減值虧損計量,並就任何重新計量租賃負債作出調整。使用權資產成本包括已確認租賃負債的款額、已產生初始直接成本及於開始日期或之前作出的租賃款項減任何已收租賃獎勵。使用權資產採用直線法按租賃期及資產估計可使用年期的較短者計提折舊如下:

預付土地租賃	36年
租賃物業	2至4年

倘租賃資產的所有權於租期結束時轉讓予本集團或成本反映了行使購買權,則使用該資產的估計使用年期計算折舊。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (applicable from 1 January 2019)

(Continued)

Group as a lessee (Continued)

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

The Group's lease liabilities are presented separately in the statement of financial position.

2.4 重大會計政策概要(續)

租賃(自2019年1月1日起適用)(續)

本集團作為承租人(續)

(b) 租賃負債

租賃負債於租賃開始日期按租賃期內將作出的租賃付款之現值予以確認。租賃付款包括固定付款(包括實質固定付款)，減任何應收租賃優惠、基於指數或利率的可變租賃付款，以及剩餘價值保證下的預期應付款項。租賃付款亦包括本集團合理確定行使的購買選擇權的行使價及有關終止租賃而支付的罰款(如租期反映本集團行使終止租賃選擇權)。不取決於指數或利率的可變租賃付款在出現觸發付款的事件或情況的期間內確認為開支。

計算租賃付款的現值時，如租賃內所隱含的利率不易釐定，則本集團使用於租賃開始日期的增量借貸利率計算。於開始日期後，租賃負債的金額增加，反映利息的增加，並就作出的租賃付款而減少。此外，倘有任何修改(即租期變更、租賃款項變更(例如指數或比率的變更導致對未來租賃付款發生變化)或購買相關資產的選擇權評估的變更)則重新計量租賃負債的賬面值。

本集團的租賃負債於財務狀況表內單獨呈列。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (applicable from 1 January 2019)

(Continued)

Group as a lessee (Continued)

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value.

Leases (applicable before 1 January 2019)

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

2.4 重大會計政策概要(續)

租賃(自2019年1月1日起適用)(續)

本集團作為承租人(續)

(c) 短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用機器及設備的短期租賃(即自租賃開始日期起計租期為十二個月或以下,並且不包含購買選擇權的租賃)。其亦對低價值的辦公設備及手提電腦租賃應用低價值資產租賃豁免。

租賃(於2019年1月1日前適用)

資產擁有權的絕大部分回報及風險仍由出租人承受的租賃,皆作經營租賃列賬。倘本集團為出租人,本集團根據經營租賃租出的資產乃列為非流動資產,而根據經營租賃應收的租金乃以直線法於租賃期計入損益表。倘本集團為承租人,根據經營租賃應付租金減收取自出租人的任何獎勵,乃以直線法於租賃期內在損益表中扣除。

經營租賃的預付土地租賃付款初步按成本列賬,其後於租賃期內按直線法確認。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

2.4 重大會計政策概要(續)

投資及其他金融資產

初始確認及計量

於初始確認時，金融資產會作分類，後續按攤銷成本計量。

於初始確認時，金融資產分類取決於金融資產的合約現金流量特點及本集團管理該等金融資產的業務模式。除並無重大融資成分或本集團已應用可行權宜方法不予調整重大融資組成部分的影響的貿易應收款項外，本集團初始按公平值加上(倘金融資產並非按公平值計入損益)交易成本計量金融資產。並無重大融資成分或本集團已應用可行權宜方法的貿易應收款項根據下文「收入確認」所載政策按香港財務報告準則第15號釐定的交易價格計量。

為使金融資產按攤銷成本分類及計量，需產生純粹為支付本金及未償還本金利息(純粹為支付本金及利息(「支付本金及利息」))的現金流量。無論何種業務模型，現金流並非純粹為支付本金及利息的金融資產分類為按公平值計入損益。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Initial recognition and measurement (Continued)

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement – Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

2.4 重大會計政策概要(續)

投資及其他金融資產(續)

初始確認及計量(續)

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式確定現金流量是否來自收集合約現金流量、出售金融資產，或兩者兼有。分類為按攤銷成本計量的金融資產按目的為持有金融資產以收取合約現金流量的業務模型持有，而分類為按公平值計入其他全面收入的金融資產按目的為持有以收取合約現金流及出售的業務模型持有。並非按前述業務模型持有的金融資產分類為按公平值計入損益。

所有常規方式買賣的金融資產概於交易日(即本集團承諾購買或出售該資產之日)確認。常規方式買賣乃指遵循法規或市場慣例在一般約定時間內交付資產的金融資產買賣。

後續計量 – 按攤銷成本計量的金融資產(債務工具)

按攤銷成本計量的金融資產其後使用實際利率(實際利率)法計量，並可能受減值影響。當資產終止確認、修訂或減值時，收益及虧損於損益表確認。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2.4 重大會計政策概要(續)

終止確認金融資產

金融資產(或如適用,金融資產的其中部分或一組類似金融資產的其中部分)主要在下列情況下終止確認(即從本集團綜合財務狀況表中移除):

- 自資產收取現金流量的權利已屆滿;或
- 本集團已轉讓其自資產收取現金流量的權利,或已根據「轉遞」安排承擔在無重大延誤的情況下將全數所得現金流量支付予第三方的責任;及(a)本集團已轉讓資產的絕大部分風險及回報,或(b)本集團並無轉讓或保留資產的絕大部分風險及回報,惟已轉讓資產的控制權。

倘本集團已轉讓其自資產收取現金流量的權利,或已訂立轉遞安排,其將評估其是否保留該項資產的擁有權風險及回報以及保留的程度。倘本集團並無轉讓或保留資產的絕大部分風險及回報,亦無轉讓資產的控制權,則本集團在繼續參與資產的情況下確認獲轉讓資產。在該情況下,本集團亦確認相關負債。已轉讓資產及相關負債乃按反映本集團已保留權利及義務的基準計量。

倘就所轉讓資產提供擔保而持續參與,則以該項資產的原來賬面值或本集團可能須償付的最高代價(以較低者為準)計算。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

2.4 重大會計政策概要(續)

金融資產減值

本集團確認對並非按公平值計入損益的所有債務工具預期信貸虧損(「預期信貸虧損」)的撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額而釐定，並以原實際利率的近似值貼現。預期現金流量將包括出售所持抵押的現金流量或組成合約條款的其他信貸提升措施。

一般方法

預期信貸虧損分兩個階段進行確認。就自初始確認起未有顯著增加的信貸風險而言，預期信貸虧損提供予由未來12個月內可能發生違約事件而導致的信貸虧損(12個月預期信貸虧損)。就自初始確認起經已顯著增加的信貸風險而言，不論何時發生違約，於餘下風險年期內的預期信貸虧損均須計提虧損撥備(全期預期信貸虧損)。

於各報告日期，本集團評估金融工具的信貸風險自初始確認以來有否大幅增加。進行評估時，本集團比較於報告日期就金融工具發生違約的風險及於初始確認日期就金融工具發生違約的風險，並考慮毋須過高成本及努力即可獲得的合理及有根據資料，包括過往及前瞻資料。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

General approach (Continued)

The Group considers a financial asset in default when contractual payments are 120 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

- Stage 1 — Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 — Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 — Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

2.4 重大會計政策概要(續)

金融資產減值(續)

一般方法(續)

當合約款項逾期120日，本集團則認為金融資產違約。倘內部或外部資料反映，在計及本集團持有的任何信貸提升措施前，本集團不大可能悉數收到未償還合約款項，則本集團亦可認為金融資產違約。倘無法合理預期收回合約現金流量，則撇銷金融資產。

按攤銷成本計量的金融資產須按一般方法計提減值，除貿易應收款應用下文詳述的簡化方法外，預期信貸虧損的計量於以下階段進行分類。

- 第1階段 — 信貸風險自初始確認以來並未出現顯著增加的金融工具，虧損撥備按12個月預期信貸虧損計量
- 第2階段 — 信貸風險自初始確認以來出現顯著增加但並非信貸減值金融資產的金融工具，虧損撥備按全期預期信貸虧損計量
- 第3階段 — 於報告日期已信貸減值(並非購買或原信貸減值)的金融資產，虧損撥備按全期預期信貸虧損計量

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For trade receivables that contain a significant financing component, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings and payables.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities included trade payables, accruals and other payables and interest-bearing bank borrowings.

2.4 重大會計政策概要(續)

金融資產減值(續)

簡化方法

就並不包含重大融資組成部分或本集團應用可行權宜方法不予調整重大融資組成部分的影響的貿易應收款項而言，本集團於計算預期信貸虧損時應用簡化方法。根據簡化方法，本集團並無追溯信貸風險變動，而是根據各報告日期的全期預期信貸虧損確認虧損撥備。本集團已設立根據其過往信貸虧損經驗計算之撥備矩陣，並按債務人之特定前瞻性因素及經濟環境作出調整。

就包含重大融資組成部分的貿易應收款項而言，本集團所選擇之會計政策為採用簡化方法按上述政策計算預期信貸虧損。

金融負債

初始確認及計量

於初始確認時，金融負債分類為貸款及借款以及應付款項。

所有金融負債初始按公平值確認，如屬貸款及借款以及應付款項則扣除直接應佔交易成本確認。

本集團金融負債包括貿易應付款項、應計費用及其他應付款項及計息銀行借款。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities (Continued)

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is recognised in the statement of profit or loss.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKFRS 9. Gains or losses on liabilities held for trading are recognised in the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

2.4 重大會計政策概要(續)

金融負債(續)

後續計量

金融負債的後續計量視乎其下列分類而定：

按攤銷成本列賬的金融負債(貸款及借款)

於初始確認後，計息貸款及借款其後採用實際利率法按攤銷成本計量，倘折現的影響不重大，則按成本列賬。收益及虧損在負債終止確認時透過實際利率攤銷程序於損益表中確認。

計算攤銷成本時亦會計及收購所產生的任何折讓或溢價，以及作為實際利率主體部分的費用或成本。實際利率攤銷於損益表內確認。

按公平值計入損益的金融負債

按公平值計入損益的金融負債包括持作買賣的金融負債。

金融負債如為於短期內購回而產生，則會分類為持作買賣。該分類亦包括本集團所訂立並非指定為對沖關係(定義見香港財務報告準則第9號)中之對沖工具之衍生金融工具。持作買賣負債之損益或虧損會於損益表確認。於損益表確認之公平價值淨損益不包括任何計入該等金融負債的利息。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities (Continued)

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in "Impairment of financial assets"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

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

2.4 重大會計政策概要(續)

金融負債(續)

財務擔保合約

本集團發出的財務擔保合約指要求支付指定金額，以償付持有人因指定債務人未能根據債務工具條款依期還款而招致損失的合約。財務擔保合約初始按其公平值確認為負債(就發出該擔保直接應佔交易成本予以調整)。於初步確認後，本集團按以下兩者中較高者計量財務擔保合約：(i)根據「金融資產減值」所載政策釐定之預期信貸虧損撥備；及(ii)初始確認之金額減(倘適用)已確認之累計收入金額。

終止確認金融負債

金融負債於負債的責任已解除或註銷或屆滿時終止確認。

當現有金融負債由同一出借人以條款顯著不同的另一項負債取代，或現有負債的條款出現重大修改時，有關交換或修改視為終止確認原有負債及確認一項新負債，而各賬面值之間的差額於損益表內確認。

抵銷金融工具

倘現時存在可強制執行合法權利抵銷已確認金額，且有意以淨額結算，或同時變現資產及清償負債，則金融資產及金融負債將予抵銷，且淨金額於財務狀況表呈報。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derivative financial instruments

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts, to hedge its foreign currency risk. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the statement of profit or loss, except for the effective portion of cash flow hedges, which is recognised in other comprehensive income and later reclassified to profit or loss when the hedged item affects profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average method and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

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

2.4 重大會計政策概要(續)

衍生金融工具

初始確認及其後計量

本集團使用衍生金融工具(如遠期貨幣合約)對沖其外幣風險。該等衍生金融工具初始於訂立衍生合約日期按公平值確認及其後按公平值重新計量。衍生工具在公平值為正數時列為資產及在公平值為負數時列為負債。

衍生工具公平值變動所產生的任何收益或虧損直接於損益表入賬，惟現金流對沖的實際部分於其他全面收入確認及其後於對沖項目影響損益時在損益重新確認。

存貨

存貨按成本與可變現淨值兩者間的較低者列賬。成本乃以加權平均法釐定，如為在製品及製成品，則包括直接材料、直接勞工及適當比例的間接費用。可變現淨值乃估計售價減達致完成及出售而產生的任何估計成本。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，以及可隨時兌換為已知金額現金及所涉價值變動風險不高，且一般自取得起計三個月內到期的短期高流動性投資，減須按要求償還且構成本集團現金管理主體部分的銀行透支。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Cash and cash equivalents (Continued)

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is recognised in the statement of profit or loss.

Income tax

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

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

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

2.4 重大會計政策概要(續)

現金及現金等價物(續)

就綜合財務狀況表而言，現金及現金等價物包括用途不受限制的手頭及銀行現金(包括定期存款)以及性質與現金相似的資產。

撥備

倘若因過往事件導致現有債務(法定或推定)及日後可能需要有資源流出以償還債務，則確認撥備，但必須能可靠估計有關債務金額。

倘若貼現的影響重大，則確認的撥備金額為預期須用作償還債務的未來支出於各報告期末的現值。因時間推移而產生的貼現現值增額於損益表確認。

所得稅

所得稅包括即期及遞延稅項。有關損益外確認項目的所得稅於損益外在其他全面收益或直接於權益內確認。

即期稅項資產及負債根據報告期末已制定或大致上已制定的稅率(及稅法)，按預期可自稅務機關收回或向其支付的款額計算，當中會考慮本集團經營所在國家的現行詮釋及慣例。

遞延稅項乃使用負債法，就報告期末資產及負債的計稅基礎與其作財務匯報用途的賬面值之間的所有暫時差額計提撥備。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

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

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

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

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

2.4 重大會計政策概要(續)

所得稅(續)

遞延稅項負債就所有應課稅暫時差額及未使用稅項抵免額和任何未使用稅項虧損的結轉確認。遞延稅項資產在有可能出現應課稅溢利用作抵銷可扣減暫時差額、結轉未動用稅項抵免及未動用稅項虧損的情況下，方予以確認。

遞延稅項資產的賬面值於各報告期末審閱，並沖減至不再可能擁有足夠的應課稅溢利以動用全部或部分遞延稅項資產。未確認遞延稅項資產於各報告期末重新評估，並於有可能有足夠應課稅溢利可容許收回全部或部分遞延稅項資產時予以確認。

遞延稅項資產及負債根據報告期末已制定或大致上已制定的稅率(及税法)，按預期適用於資產變現或負債清償期間的稅率計算。

在及僅在本集團擁有合法可強制執行權利將即期稅項資產及即期稅項負債抵銷，而遞延稅項資產及遞延稅項負債乃有關同一稅務機關對同一應課稅實體或不同應課稅實體徵收的所得稅，而應課稅實體擬於預期將清償或收回巨額遞延稅項負債或資產的各未來期間按淨額基準清償即期稅項負債及資產，或同時變現資產及清償負債的情況下，遞延稅項資產及遞延稅項負債方可予抵銷。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

2.4 重大會計政策概要 (續)

收入確認

客戶合約收益

客戶合約收益於貨品或服務的控制以某一金額轉移予客戶時確認，其反映本集團預期有權以該等貨品或服務換取的代價。

當合約的代價包括可變金額，代價金額估算為本集團向客戶轉移貨品或服務而有權換取的代價。可變代價於合約開始時估計並受到約束，直至其後消除可變代價的相關不確定因素，使已確認累計收益金額的重大收益撥回不大可能發生。

當合約包含融資組成部分並向客戶提供於超過一年為轉移貨品或服務進行融資的重大利益時，收益於合約開始時按應收金額現值計量，並使用折現率折現，有關折現率將於本集團與客戶之間之獨立融資交易中反映。當合約包含融資組成部分並向本集團提供超過一年的重大財務利益時，根據合約確認的收益包括按照實際利率法對合約負債累計的利息開支。就客戶付款與轉移所保證貨品或服務間之期間為一年或以內的合約，交易價使用香港財務報告準則第15號可行權宜方法，不會就重大融資組成部分的影響予以調整。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Revenue from contracts with customers (Continued)

(a) Sale of goods

Revenue from the sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods.

(b) Leasing of coffee and tea machines

Revenue from the leasing of coffee and tea machines is recognised over time in accordance with the terms of respective underlying agreements because the customer simultaneously receives and consumes the benefits provided by the Group.

(c) Sale of goods with leasing of coffee and tea machines

The Group also provides leasing of coffee and tea machines with the sale of coffee and tea products. If customers' purchases of coffee and tea products reach the agreed minimum amount, the rental charge of machines for that month will be waived. Such pricing arrangements are settled monthly or quarterly and the rental of machines is bundled together with the sale of coffee and tea products.

The contracts for bundled sale of goods with leasing of coffee and tea machines comprised of two performance obligations because the promises to transfer the goods and provide leasing of coffee and tea machines are capable of being distinct and separately identifiable. Accordingly, the transaction price is allocated based on the relative standalone selling prices of the selling prices of the coffee and tea products and rental of coffee and tea machines. The revenue recognition of the sale of goods and leasing of coffee and tea machines is set out above.

2.4 重大會計政策概要(續)

收入確認(續)

客戶合約收益(續)

(a) 銷售貨品

銷售貨品的收益於資產的控制轉移至客戶時(通常為交付貨品時)確認。

(b) 租賃咖啡機及茶機

租賃咖啡機及茶機的收入乃根據相關協議各自之條款隨著時間確認，因客戶同時收到並消耗本集團所提供的利益。

(c) 連同租賃咖啡機及茶機的貨品銷售

本集團提供租賃咖啡機及茶機的同時亦銷售咖啡及茶產品。倘客戶購買咖啡及茶產品達致協定最低金額，當月的機器租金將可豁免。有關定價安排按月份或季度落實，而機器的租金則與咖啡及茶產品的銷售捆綁在一起。

與租賃咖啡機及茶機捆綁的貨品銷售合約包含兩項履約責任，因轉移產品及提供咖啡機及茶機租賃的承諾能夠單獨及獨立識別。故此，交易價乃根據咖啡及茶產品售價與咖啡機及茶機租金的相對獨立售價調整。貨品銷售及租賃咖啡機及茶機的收益入賬載於上文。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Share-based payments

The Company operates share option schemes for the purpose of providing incentives and rewards to eligible participants to recognise their contribution to the Group. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 30 to the financial statements.

2.4 重大會計政策概要(續)

收入確認(續)

其他收入

利息收入按應計基準以實際利率法通過採用將金融工具的估計未來所收現金在預計可使用年期(或較短期間(如適合))內準確貼現至金融資產賬面淨值的利率予以確認。

合約負債

當本集團轉讓相關貨品或服務之前已收或應收客戶付款(以較早者為準)時確認合約負債。合約負債乃於本集團履約(即將相關貨品或服務的控制權轉讓予客戶)時確認為收益。

股份支付

本公司採納一項購股權計劃，以向為合資格參與者提供獎勵及回報，肯定他們對本集團作出的貢獻。本集團僱員(包括董事)以股份支付形式收取薪酬，據此，僱員提供作為股本工具之代價(「權益結算交易」)。

於2002年11月7日後用作授出的與僱員之權益結算交易成本參與彼等獲授購股權當日之公平值計量。公平值由外聘估值師就購股權採二項式模型釐定。更多詳情於財務報表附註30提供。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments (Continued)

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

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

2.4 重大會計政策概要(續)

股份支付(續)

權益結算交易的成本，連同作為權益相應增加部分，在表現及／或服務條件獲達成之期間內於僱員福利開支中確認。累計開支就於各報告期末直至歸屬日期反映歸屬期已到期部分及本集團對最終將會歸屬的權益工具數目的最佳估計予以確認。在某一期間內於損益表內扣除或進賬，反映於期初與期末確認之累計開支變動。

釐定獎勵之授出日期公平值時，並不計及服務及非市場績效條件，惟在有可能符合條件的情況下，則評估為本集團對最終將會歸屬權益工具數目最佳估計之一部分。市場績效條件反映於授出日期公平值。獎勵之任何其他附帶條件(但不帶有服務要求)視作非歸屬條件。非歸屬條件反映於獎勵之公平值，除非同時具服務及／或績效條件，否則獎勵即時支銷。

就因非市場績效及／或服務條件未能達成而最終無歸屬之獎勵而言，並不確認開支。凡獎勵包含市場或非歸屬條件，無論市場條件或非歸屬條件獲履行與否，而所有其他績效及／或服務條件均獲達成，則交易仍被視為歸屬。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments (Continued)

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

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

Other employee benefits

Paid leave carried forward

The Group provides paid annual leave to its employees under their employment contracts on a calendar year basis. Under certain circumstances, such leave which remains untaken as at the end of the reporting period is permitted to be carried forward and utilised by the respective employees in the following year. An accrual is made at the end of the reporting period for the expected future cost of such paid leave earned during the year by the employees and carried forward.

2.4 重大會計政策概要(續)

股份支付(續)

倘權益結算獎勵的條款獲修改，且倘若符合獎勵之原有條款，則至少要按照未修改條款的情況確認開支。此外，倘任何修改增加股份支付的總公平價值或按修改日對計量對僱員有利，則確認開支。

倘若權益結算獎勵被註銷，應被視為已於註銷日期歸屬，任何尚未確認的獎勵開支，均應立即確認。此包括屬本集團或僱員控制範圍內之非歸屬條件並無達成的任何獎勵。然而，若新獎勵代替已註銷的獎勵，並於授出日期指定為替代獎勵，則已註銷之獎勵及新獎勵，均應被視為原獎勵的修改，一如前段所述。

計算每股盈利時，尚未行使購股權之攤薄效應反映為額外股份攤薄。

其他僱員福利

結轉有薪假期

本集團根據僱傭合約按曆年基準向其僱員提供有薪年假。在若干情況下，於報告期末尚未使用的假期准予結轉，並供相關僱員在下一年度使用。於報告期末，就僱員在年內賺取及結轉的有薪假期所涉及的預期未來成本計提應計款項。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Other employee benefits (Continued)

Pension schemes

The Company continues to operate an occupational retirement scheme registered under the Hong Kong Occupational Retirement Schemes Ordinance. This scheme has been granted exemption pursuant to Section 5 of the Hong Kong Mandatory Provident Fund Schemes Ordinance. Contributions are made based on a percentage of the employees' basic salaries. When an employee leaves the scheme before his/her interest in the Company's employer contributions vesting fully, the ongoing contributions payable by the Company are reduced by the relevant amount of the forfeited employer's contributions.

Since December 2000, the Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries. The Company's employer contributions vest fully with the employees when contributed into the MPF Scheme.

Contributions from these schemes are charged to profit or loss as they become payable in accordance with the rules of the schemes. The assets of these schemes are held separately from those of the Group in independently administered funds.

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

2.4 重大會計政策概要(續)

其他僱員福利(續)

退休金計劃

本公司繼續運作一項根據香港職業退休計劃條例註冊的職業退休計劃。該項計劃已根據香港強制性公積金計劃條例第5條獲豁免。供款乃根據僱員基本薪金的某一百分比作出。當僱員於本公司僱主供款的權益全數歸屬前脫離該計劃，則本公司應付的持續供款會按被沒收僱主供款的相關金額予以扣減。

本集團自2000年12月起按照香港強制性公積金計劃條例為所有合資格參與界定供款強制性公積金退休福利計劃(「強積金計劃」)的僱員營辦強積金計劃。供款按僱員基本薪金的某一百分比計算。本公司的僱主供款在向強積金計劃供款時全數歸屬於僱員。

上述計劃的供款在按計劃規則應予支付時在損益扣除。計劃資產與本集團資產分開持有，並獨立管理。

本集團在中國內地經營的附屬公司的僱員必須參加由當地市政府運作的中央退休金計劃。該等附屬公司必須按照其工資成本的一定百分比為中央退休金計劃供款。供款根據中央退休金計劃的規定，在需要支付時在損益表中扣除。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

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

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

2.4 重大會計政策概要(續)

股息

末期股息於股東大會上獲股東批准後確認為負債。建議末期股息於財務報表附註內披露。

由於本公司的大綱及細則授權董事宣派中期股息，故會同時獲建議及宣派中期股息。因此，中期股息於建議及宣派時即時確認為負債。

外幣

該等財務報表以港元呈列，其為本公司的功能貨幣。本集團旗下各實體自行決定其功能貨幣，列於各實體的財務報表的項目均以該功能貨幣計算。本集團旗下實體錄得的外幣交易初始按其各自於交易日的功能貨幣適用匯率入賬。以外幣為單位的貨幣資產及負債按報告期末功能貨幣的適用匯率換算。因結算或換算貨幣項目而產生的差額在損益表確認。

以外幣為單位而按歷史成本計量的非貨幣項目按首次交易日的匯率換算。以外幣為單位而按公平值計量的非貨幣項目按計量公平值當日的匯率換算。換算按公平值計量的非貨幣項目產生的收益或虧損，按與確認項目公平值變動的收益或虧損一致的方式處理(即公平值收益或虧損於其他全面收益或損益中確認的項目的換算差額亦分別於其他全面收益或損益中確認)。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

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

2.4 重大會計政策概要(續)

外幣(續)

釐定終止確認非貨幣資產或非貨幣負債時初始確認與預付代價相關的資產、開支或收益之匯率時，首次交易日期即本集團初始確認墊款代價產生的非貨幣資產或非貨幣負債的日期。倘有多次付款或已收預付款項，本集團釐定每次付款或收取預付代價的交易日期。

若干海外附屬公司之功能貨幣乃港元以外之貨幣。於報告期末，該等實體之資產及負債會按報告期末之現有匯率換算為港元，而該等實體之損益表則按年內加權平均匯率換算為港元。

所產生之匯兌差額會於其他全面收益內確認並於匯兌波動儲備內累計。於出售海外業務時，與該特定海外業務有關之其他全面收益項目會於損益表確認。

因收購海外業務而產生之任何商譽及對因收購產生之資產及負債賬面值作出的任何公平值調整，均視作海外業務的資產及負債，並以收盤匯率換算。

就編製綜合現金流量表而言，海外附屬公司之現金流量按現金流量當日之匯率換算為港元。海外附屬公司於全年內經常產生之現金流量按年內加權平均匯率換算為港元。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgement, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Identifying performance obligations in a bundled sale of goods and leasing of machines

The Group provides leasing of coffee and tea machines that are either sold separately or bundled together with the sale of coffee and tea products to a customer. The leasing of machines are a promise to transfer services in the future and are part of the negotiated exchange between the Group and the customer.

3. 重大會計判斷及估計

編製本集團財務報表需要管理層作出判斷、估計及假設，而該等判斷、估計及假設影響收入、開支、資產及負債的申報金額及其隨附披露以及或然負債的披露。該等假設及估計的不明朗因素可導致未來需要對受影響的資產或負債的賬面值作出重大調整。

判斷

於應用本集團的會計政策過程中，除涉及對財務報表內已確認金額構成最重大影響的該等估計的會計政策外，管理層已作出以下判斷：

識別貨品及租賃機器網綁銷售的履約責任

本集團向客戶提供單獨出售或與咖啡及茶產品網綁銷售的咖啡機及茶機租賃。租賃機器為承諾以於日後轉讓服務，亦為本集團與客戶磋商交換的一部分。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

(Continued)

Judgements (Continued)

Identifying performance obligations in a bundled sale of goods and leasing of machines (Continued)

The Group determined that both sale of coffee and tea products and leasing of coffee and tea machines are capable of being distinct. The fact that the Group regularly sells both coffee and tea products and leasing of machines on a stand-alone basis indicates that the customer can benefit from both products on their own. The Group also determined that the promises to transfer coffee and tea products and to lease the coffee and tea machines are distinct within the context of the contract. The sale of coffee and tea products and leasing of coffee and tea machines are not inputs to a combined item in the contract. The Group is not providing a significant integration service because the presence of the sales of coffee and tea products and leasing of coffee and tea machines together in the contract does not result in any additional or combined functionality and neither the coffee and tea products nor the leasing of coffee and tea machines customises the other. In addition, the coffee and tea products and leasing of coffee and tea machines are not highly interdependent or highly interrelated, because the Group would be able to sell the coffee and tea products even if the customer declined leasing of coffee and tea machines and vice versa. Consequently, the Group allocated a portion of the transaction price to the sales of coffee and tea products and leasing of coffee and tea machines based on relative stand-alone selling prices.

Estimation uncertainty

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

3. 重大會計判斷及估計(續)

判斷(續)

識別貨品及租賃機器網綁銷售的履約責任(續)

本集團認為銷售咖啡及茶產品以及租賃咖啡機及茶機截然不同。本集團定期獨立出售咖啡及茶產品及租賃機器，反映客戶可自行兩種產品中受益。本集團亦認為承諾轉讓咖啡及茶產品以及租賃咖啡機及茶機於合約內容方面有所不同。銷售咖啡及茶產品以及租賃咖啡機及茶機於合約中並非為組合項目。本集團並無提供重大綜合服務的原因為銷售咖啡及茶產品以及租賃咖啡機及茶機一併於合約出現並不會導致任何額外或合併功能，且咖啡及茶產品或咖啡機及茶機的租賃不可另行定製。此外，咖啡及茶產品以及租賃咖啡機及茶機並非高度相互依存或息息相關，因為即使客戶拒絕租用咖啡機及茶機，本集團亦能出售咖啡及茶產品，反之亦然。因此，本集團根據相關單獨銷售價格將一部分交易價格分配至各咖啡及茶產品的銷售及咖啡機及茶機的租賃。

估計不確定性

於報告期末，關於將來的重大假設及其他估計不確定性的主要來源闡述如下，此等假設及不確定性來源具有重大風險可導致資產及負債賬面值於下一財政年度內出現重大調整。

Notes to Financial Statements (continued)

財務報表附註(續)

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

(Continued)

Estimation uncertainty *(Continued)*

Net realisable value of inventories

The Group performs regular review of the carrying amounts of inventories with reference to ageing analysis and other specific assessments of the Company's inventories, projections of expected future saleability of goods based on historical sales patterns and other specific attributes, and management experience and judgement. Based on such review, write-down of inventories will be made when the carrying amounts of inventories decline below their estimated net realisable values. Due to changes in market and economic environment and customers' preference, actual saleability of goods and actual selling prices that could be realised might be different from the original estimation and profit or loss could be affected by differences in this estimation.

Impairment of trade receivables

The provision rate of trade receivables is made based on the assessment of their recoverability and the ageing analysis of the trade receivables as well as other quantitative and qualitative information and on management's judgement and assessment of the forward-looking information. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customers' actual default in the future. Information about the ECLs on the Group's trade receivables is disclosed in note 19 to the financial statements.

3. 重大會計判斷及估計(續)

估計不確定性(續)

存貨的可變現淨值

本集團定期審閱其存貨賬面值，當中參考本公司的存貨的賬齡分析及其他特定評估、按過往銷售模式及其他具體特性對貨品的預期未來銷售能力所作之預測及管理經驗及判斷。根據有關審閱，倘存貨賬面值下降至低於其估計可變現淨值，則會沖減存貨。基於市場及經濟環境以及客戶喜好變動，貨品的實際銷售能力及實際可變現售價可能有別於原有估計，而損益可能受此估計差異影響。

貿易應收款項減值

貿易應收款項撥備率乃根據其可收回程度的評估及貿易應收款項賬齡分析，以及其他定量及定性資料以及管理層對前瞻性的判斷及評估而作出。於各報告日期，已更新過往可觀察違約率及分析前瞻性估計的變動。

評估過往可觀察違約率、預測經濟狀況及預期信貸虧損之間的相關度為重大估計。預期信貸虧損金額對情況及預測經濟狀況變動敏感。本集團的過往信貸虧損經驗及經濟狀況預測亦未必代表客戶日後的實際違約情況。有關本集團貿易應收款項的預期信貸虧損資料於財務報表附註19披露。

Notes to Financial Statements (continued)

財務報表附註(續)

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4. OPERATING SEGMENT INFORMATION

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

- (a) the beverage solutions (“Beverage Solutions”) segment processes and distributes coffee, tea and related complementary products, sells food and beverages, coffee machines and other related products, operates food and beverage store and leases coffee and tea machines; and
- (b) the food products (“Food Products”) segment trades frozen processed food.

During the year, the Group disposed of its frozen meat business in Hong Kong which was included in Food Products segment in the year ended 31 December 2018. Since the frozen meat business represented a major line of Food Products segment in Hong Kong, the frozen meat business was regarded as a discontinued operation in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*. Accordingly, the related financial information of the frozen meat business was not included in the operating segment information from the continuing operations and the comparative information was also reclassified to conform with the current year’s presentation. Further details of the discontinued operation are set out in note 11.

4. 經營分部資料

就管理目的而言，本集團按產品及服務劃分業務單位，兩個可呈報的經營分部如下：

- (a) 餐飲策劃服務(「餐飲策劃服務」)分部加工及分銷咖啡、茶及相關配套產品、售賣食品及餐飲、咖啡機及其他相關產品、經營食品及餐飲店以及出租咖啡機及茶機；及
- (b) 食品(「食品」)分部買賣急凍預製食品。

年內，本集團於截至2018年12月31日止年度出售其於香港的冷急凍肉類業務，該業務已納入食品分部。由於急凍肉類業務為香港食品分部的主要業務，因此，根據香港財務報告準則第5號*持有待售非流動資產及終止經營業務*，急凍肉類業務被視為已終止經營業務。因此，來自持續經營業務的經營分部資並不包括急凍肉類業務的相關財務資料，而比較資料亦進行了重新分類以符合本年度的呈報方式。終止經營的進一步詳情載於附註11。

Notes to Financial Statements (continued)

財務報表附註(續)

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4. OPERATING SEGMENT INFORMATION (Continued)

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax from continuing operations. The adjusted profit/loss before tax from continuing operations is measured consistently with the Group's profit before tax from continuing operations except that interest income, head office and corporate expenses as well as non-lease-related finance costs are excluded from such measurement.

Segment assets exclude cash and cash equivalents, other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude derivative financial instruments, interest-bearing bank borrowings other than trust receipt loans, other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

4. 經營分部資料(續)

管理層個別監察本集團的經營分部業績，以作出有關資源分配及表現評估的決定。分部表現乃根據可呈報分部溢利／虧損（即計量經調整持續經營業務除稅前溢利／虧損）評估。經調整持續經營業務除稅前溢利／虧損的計量方式與本集團持續經營業務的除稅前溢利貫徹一致，惟有關計量並不包括利息收入、總辦事處及企業開支以及與租賃無關的融資成本。

分部資產不包括現金及現金等價物、其他未分配總辦事處及企業資產，此乃由於該等資產以組別基準管理。

分部負債不包括衍生金融工具、計息銀行借款（信託收據貸款除外）、其他未分配總辦事處及企業負債，此乃由於該等負債以組別基準管理。

分部間銷售及轉讓乃按當前市價參考向第三方進行銷售的售價進行交易。

Notes to Financial Statements (continued)

財務報表附註(續)

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4. OPERATING SEGMENT INFORMATION (Continued)

4. 經營分部資料(續)

		Beverage Solutions 餐飲策劃服務 HK\$'000 千港元	Food Products 食品 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Year ended	截至2019年12月31日			
31 December 2019	止年度			
Segment revenue (note 5)	分部收入(附註5)			
Sales to external customers	銷售予外部客戶	765,612	19,386	784,998
Segment results	分部業績	126,145	1,973	128,118
<i>Reconciliation:</i>	<i>對賬:</i>			
Interest income	利息收入			5,094
Corporate and unallocated expenses, net	企業及未分配開支淨額			(19,395)
Finance costs	融資成本			(2,538)
Profit before tax from continuing operations	持續經營業務所得除稅前溢利			111,279
Other segment information:	其他分部資料:			
Depreciation and amortisation	折舊及攤銷	33,164	—	33,164
Reversal of impairment of trade receivables	貿易應收款項減值撥回	(351)	—	(351)
Impairment of trade receivables	貿易應收款項減值	775	69	844
Write-off of trade receivables	貿易應收款項撇銷	230	—	230
Write-down of inventories to net realisable value	存貨沖減至可變現淨值	851	102	953
Write-off of inventories	存貨撇銷	628	404	1,032
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目虧損	91	—	91
Capital expenditure*	資本開支*	37,445	—	37,445

* The capital expenditure includes purchases of property, plant and equipment of HK\$28,865,000 and deposits for purchase of property, plant and equipment of HK\$8,580,000 incurred for continuing operations.

* 資本開支包括就持續經營業務購置物業、廠房及設備28,865,000港元以及購置物業、廠房及設備按金8,580,000港元。

Notes to Financial Statements (continued)

財務報表附註(續)

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4. OPERATING SEGMENT INFORMATION (Continued)

4. 經營分部資料(續)

		Beverage Solutions 餐飲策劃服務 HK\$'000 千港元	Food Products 食品 HK\$'000 千港元	Total 合計 HK\$'000 千港元
As at 31 December 2019	於2019年12月31日			
Segment assets	分部資產	390,144	30,875	421,019
<i>Reconciliation:</i>	對賬:			
Corporate and unallocated assets	企業及未分配資產			317,484
Total assets	資產總值			738,503
Segment liabilities	分部負債	182,413	1,134	183,547
<i>Reconciliation:</i>	對賬:			
Corporate and unallocated liabilities	企業及未分配負債			5,221
Total liabilities	負債總額			188,768

Notes to Financial Statements (continued)

財務報表附註(續)

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4. OPERATING SEGMENT INFORMATION (Continued)

4. 經營分部資料(續)

		Beverage Solutions 餐飲策劃服務 HK\$'000 千港元	Food Products 食品 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Year ended 31 December 2018	截至2018年12月31日 止年度			
Segment revenue (note 5)	分部收入(附註5)			
Sales to external customers	銷售予外部客戶	808,734	22,338	831,072
Segment results	分部業績	121,142	2,889	124,031
<i>Reconciliation:</i>	<i>對賬:</i>			
Interest income	利息收入			2,857
Corporate and unallocated expenses, net	企業及未分配開支淨額			(29,727)
Finance costs	融資成本			(4,513)
Profit before tax from continuing operations	持續經營業務所得 除稅前溢利			92,648
Other segment information:	其他分部資料:			
Depreciation and amortisation	折舊及攤銷	22,861	—	22,861
Reversal of impairment of trade receivables	貿易應收款項減值撥回	(10)	(15)	(25)
Impairment of trade receivables	貿易應收款項減值	7,475	24	7,499
Write-off of trade receivables	貿易應收款項撇銷	484	—	484
Write-down of inventories to net realisable value	存貨沖減至可變現淨值	848	182	1,030
Write-off of inventories	存貨撇銷	736	440	1,176
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備 項目虧損	484	—	484
Capital expenditure*	資本開支*	21,976	—	21,976

* The capital expenditure included purchases of property, plant and equipment of HK\$19,699,000 and deposits for purchase of property, plant and equipment of HK\$2,277,000 incurred for continuing operations.

* 資本開支包括就持續經營業務購置物業、廠房及設備19,699,000港元以及購置物業、廠房及設備按金2,277,000港元。

Notes to Financial Statements (continued)

財務報表附註(續)

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4. OPERATING SEGMENT INFORMATION (Continued)

4. 經營分部資料(續)

		Beverage Solutions 餐飲策劃服務 HK\$'000 千港元	Food Products 食品 HK\$'000 千港元	Total 合計 HK\$'000 千港元
As at 31 December 2018	於2018年12月31日			
Segment assets	分部資產	405,459	11,566	417,025
<i>Reconciliation:</i>	<i>對賬:</i>			
Corporate and unallocated assets	企業及未分配資產			323,340
Assets related to a discontinued operation	已終止業務相關資產			121,176
Total assets	資產總值			861,541
Segment liabilities	分部負債	170,629	2,285	172,914
<i>Reconciliation:</i>	<i>對賬:</i>			
Corporate and unallocated liabilities	企業及未分配負債			76,164
Liabilities related to a discontinued operation	已終止業務相關負債			58,136
Total liabilities	負債總額			307,214

Notes to Financial Statements (continued)

財務報表附註(續)

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4. OPERATING SEGMENT INFORMATION

(Continued)

Geographical information

(a) Revenue from external customers

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Hong Kong	香港	498,965	499,031
Mainland China	中國內地	267,032	313,985
Others	其他	19,001	18,056
		784,998	831,072

The revenue information of continuing operations above is based on the locations of the customers.

上述持續經營業務的收入資料乃根據客戶所在地呈列。

(b) Non-current assets

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Hong Kong	香港	82,909	43,634
Mainland China	中國內地	78,027	76,265
		160,936	119,899

The non-current asset information above is based on the locations of the assets and excludes deferred tax assets and financial assets.

上述非流動資產資料乃根據資產所在地呈列，並不包括遞延稅項資產及金融資產。

Information about a major customer

During the year, the Group's revenue from sales to an external customer from continuing operations, which is over 10% of the total revenue, amounted to HK\$199,639,000 (2018: HK\$234,823,000).

關於一名主要客戶的資料

年內，本集團持續經營業務所得來自銷售予一名外部客戶的收入199,639,000港元(2018年：234,823,000港元)佔總收入逾10%。

Notes to Financial Statements (continued)

財務報表附註(續)

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5. REVENUE AND OTHER INCOME

Revenue

An analysis of disaggregation of the Group's revenue from contracts with customers from continuing operations is as follows:

5. 收益及其他收入

收益

本集團持續經營業務的客戶合約收入的明細分析如下：

		Beverage Solutions 餐飲策劃服務 HK\$'000 千港元	Food Products 食品 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Year ended 31 December 2019	截至2019年12月31日止年度			
Type of goods or service	貨品或服務類別			
Sales of coffee, tea and other related complementary products	銷售咖啡、茶及其他相關配套產品	739,895	—	739,895
Sales of frozen processed food	銷售急凍預製食品	—	19,386	19,386
Rental income from leasing of coffee and tea machines	出租咖啡機及茶機的租金收入	25,553	—	25,553
Food and beverage store operations	食品及餐飲店營運	164	—	164
Total revenue from contracts with customers	客戶合約收入總額	765,612	19,386	784,998
Geographical markets	地區市場			
Hong Kong	香港	480,928	18,037	498,965
Mainland China	中國內地	265,683	1,349	267,032
Others	其他	19,001	—	19,001
Total revenue from contracts with customers	客戶合約收入總額	765,612	19,386	784,998
Timing of revenue recognition	收入確認時間			
Goods transferred at a point in time	於某時間點轉移貨品	740,059	19,386	759,445
Services transferred over time	於某段時間轉移服務	25,553	—	25,553
Total revenue from contracts with customers	客戶合約收入總額	765,612	19,386	784,998

Notes to Financial Statements (continued)

財務報表附註(續)

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5. REVENUE AND OTHER INCOME

(Continued)

Revenue (Continued)

5. 收益及其他收入(續)

收益(續)

		Beverage Solutions 餐飲策劃服務 HK\$'000 千港元	Food Products 食品 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Year ended 31 December 2018	截至2018年12月31日 止年度			
Type of goods or service	貨品或服務類別			
Sales of coffee, tea and other related complementary products	銷售咖啡、茶及其他 相關配套產品	786,538	—	786,538
Sales of frozen processed food	銷售急凍預製食品	—	22,338	22,338
Rental income from leasing of coffee and tea machines	出租咖啡機及茶機 的租金收入	21,945	—	21,945
Food and beverage store operations	食品及餐飲店營運	251	—	251
Total revenue from contracts with customers	客戶合約收入總額	808,734	22,338	831,072
Geographical markets	地區市場			
Hong Kong	香港	481,030	18,001	499,031
Mainland China	中國內地	309,648	4,337	313,985
Others	其他	18,056	—	18,056
Total revenue from contracts with customers	客戶合約收入總額	808,734	22,338	831,072
Timing of revenue recognition	收入確認時間			
Goods transferred at a point in time	於某時間點轉移貨品	786,789	22,338	809,127
Services transferred over time	於某段時間轉移服務	21,945	—	21,945
Total revenue from contracts with customers	客戶合約收入總額	808,734	22,338	831,072

Notes to Financial Statements (continued)

財務報表附註(續)

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5. REVENUE AND OTHER INCOME

(Continued)

Other income

An analysis of other income from continuing operations is as follows:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Bank interest income	銀行利息收入	5,094	2,857
Others	其他	33	111
		5,127	2,968

6. FINANCE COSTS

An analysis of finance costs from continuing operations is as follows:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Interest on bank borrowings	銀行借款利息	2,538	4,513
Interest on lease liabilities	租賃負債利息	971	—
		3,509	4,513

5. 收益及其他收入(續)

其他收入

持續經營業務所得其他收入分析如下：

6. 融資成本

持續經營業務所得融資成本分析如下：

Notes to Financial Statements (continued)

財務報表附註(續)

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7. PROFIT BEFORE TAX

The Group's profit before tax from continuing operations is arrived at after charging/(crediting):

7. 除稅前溢利

本集團持續經營業務所得除稅前溢利乃經扣除/(計入)下列各項而達成：

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Auditors' remuneration	核數師薪酬	2,064	2,223
Cost of inventories sold [^]	已售存貨成本 [^]	437,379	477,679
Listing-related expenses	上市相關開支	—	6,791
Depreciation [^] :	折舊 [^] :		
Right-of-use assets	使用權資產	11,328	—
Other items of property, plant and equipment	其他物業、廠房及設備項目	21,725	22,336
		33,053	22,336
Amortisation of intangible assets	無形資產攤銷	111	116
Amortisation of prepaid land lease payments	預付土地租賃付款攤銷	—	409
Lease payments not included in the measurement of lease liabilities/minimum lease payments under operating leases	未計入租賃負債的租賃付款/經營租賃的最低租賃付款	3,830	11,386
Foreign exchange differences, net [*]	匯兌差異淨額 [*]	719	420
Reversal of impairment of trade receivables [*]	貿易應收款項減值撥回 [*]	(351)	(25)
Impairment of trade receivables [*]	貿易應收款項減值 [*]	844	7,499
Write-off of trade receivables [*]	貿易應收款項撇銷 [*]	230	484
Employee benefit expenses [^] :	僱員福利開支 [^] :		
Salaries, wages, allowances and bonuses [#]	薪金、工資、津貼及花紅 [#]	115,507	118,415
Equity-settled share option expense	權益結算購股權開支	2,443	7,405
Pension scheme contributions (defined contribution schemes)	退休金計劃供款(界定供款計劃)	5,348	4,806
		123,298	130,626
Write-down of inventories to net realisable value [*]	存貨沖減至可變現淨值 [*]	953	1,030
Write-off of inventories [*]	存貨撇銷 [*]	1,032	1,176
Loss on disposal of items of property, plant and equipment [*]	出售物業、廠房及設備項目虧損 [*]	91	484
Loss on change in fair value of derivative financial instruments [*]	衍生金融工具公平值變動虧損 [*]	573	—
Loss on deregistration of subsidiaries [*]	取消註冊附屬公司虧損 [*]	1,013	—

Notes to Financial Statements (continued)

財務報表附註(續)

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7. PROFIT BEFORE TAX (Continued)

* These amounts are included in "Other expenses, net" on the face of the consolidated statement of profit or loss.

^ The cost of sales for the year amounted to HK\$475,166,000 (2018: HK\$516,894,000) and included cost of inventories sold of HK\$437,379,000 (2018: HK\$477,679,000), depreciation charge of HK\$15,051,000 (2018: HK\$14,257,000) and employee benefit expenses of HK\$13,028,000 (2018: HK\$14,531,000).

Included in salaries, wages, allowances and bonuses were lease payments for staff quarters of HK\$224,000 which are not included in measurement of lease liabilities (2018: HK\$2,277,000 were operating lease payments).

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

7. 除稅前溢利(續)

* 該等款項計入綜合損益表之「其他開支淨額」內。

^ 年內銷售成本為475,166,000港元(2018年: 516,894,000港元), 且包括已售存貨成本437,379,000港元(2018年: 477,679,000港元)、折舊開支15,051,000港元(2018年: 14,257,000港元)及僱員福利開支13,028,000港元(2018年: 14,531,000港元)。

計入薪金、工資、津貼及花紅為員工宿舍租賃付款224,000港元, 其不包括於租賃負債之計量(2018年: 經常租賃付款2,277,000港元)。

8. 董事及主要行政人員薪酬

根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司(披露董事利益資料)規例第2部所披露之年內董事薪酬如下:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Fees	袍金	900	600*
Other emoluments:	其他酬金:		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	10,103	9,831
Performance related bonuses	績效掛鈎花紅	489	1,360
Equity-settled share option expense	權益結算購股權開支	699	1,979
Pension scheme contributions (defined contribution schemes)	退休金計劃供款(界定供款計劃)	355	462
		12,546	14,232

* It denotes the remuneration of the relevant personnel for the eight months ended 31 December 2018.

* 此乃指截至2018年12月31日止八個月相關人士的薪酬。

Notes to Financial Statements (continued)

財務報表附註(續)

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8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

During the year ended 31 December 2018, certain directors were granted share options in respect of their services to the Group under the share option scheme of the Company, further details of which are set out in note 30 to the financial statements. The fair value of such options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' remuneration disclosures.

(a) Independent non-executive directors

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

		2019 2019年 HK\$'000 千港元	2018* 2018年* HK\$'000 千港元
Mr. Tang Kwai Chang	鄧貴彰先生	300	200
Mr. Chow Alexander Yue Nong	周裕農先生	300	200
Mr. Wong Man Fai	王文輝先生	300	200
		900	600

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

* It denotes the fee paid to the relevant independent non-executive Directors for the eight months ended 31 December 2018.

8. 董事及主要行政人員薪酬(續)

截至2018年12月31日止年度，根據本公司購股權計劃，若干董事就其對本集團之服務獲授購股權，進一步詳情載於財務報表附註30。有關購股權之公平值於歸屬期間入賬損益表，有關金額乃於授出日期釐定且計入本年度財務報表的金額包含於上述董事薪酬披露資料中。

(a) 獨立非執行董事

年內支付予獨立非執行董事的袍金如下：

年內並無向獨立非執行董事支付其他薪酬(2018年：無)。

* 此乃指截至2018年12月31日止八個月向相關獨立非執行董事支付的費用。

Notes to Financial Statements (continued)

財務報表附註(續)

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8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

(b) Executive directors

8. 董事及主要行政人員薪酬(續)

(b) 執行董事

		Salaries, allowances and benefits	Performance related bonuses	Equity-settled share option expense	Pension scheme contributions	Total remuneration
		Fees				
		薪金、津貼及實物福利	績效掛鈎花紅	權益結算購股權開支	退休金計劃供款	薪酬總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
2019	2019年					
Mr. Wong Tat Tong	黃達堂先生	—	6,292	263	—	6,774
Mr. Wu Kam On Keith	鄔錦安先生	—	2,393	113	89	3,014
Ms. Fan Yee Man	樊綺敏小姐	—	1,418	113	47	1,858
		—	10,103	489	355	11,646
2018	2018年					
Mr. Wong Tat Tong	黃達堂先生	—	6,180	533	—	7,139
Mr. Wu Kam On Keith	鄔錦安先生	—	2,220	459	1,187	3,884
Ms. Fan Yee Man	樊綺敏小姐	—	1,431	368	792	2,609
		—	9,831	1,360	1,979	13,632

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2018: Nil).

During the year, no remuneration was paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office (2018: Nil).

年內概無董事放棄或同意放棄任何薪酬的安排(2018年:無)。

年內,本集團並無向董事支付薪酬作為加入本集團或加入本集團後的獎勵或作為離職的補償(2018年:無)。

Notes to Financial Statements (continued)

財務報表附註(續)

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9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group included three (2018: three) directors. Details of the remuneration of the five highest paid employees who are directors are set out in note 8 above. Details of the remuneration of the remaining two (2018: two) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	1,963	1,959
Performance related bonuses	績效掛鈎花紅	140	298
Equity-settled share option expense	權益結算購股權開支	94	396
Pension scheme contributions (defined contribution schemes)	退休金計劃供款 (界定供款計劃)	36	36
		2,233	2,689

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following band is as follows:

		2019 2019年	2018 2018年
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	2	2

9. 五名最高薪酬僱員

本集團五名最高薪酬僱員包括三名董事(2018年:三名)。身為董事的五名最高薪酬僱員的薪酬詳情載於上文附註8。餘下並非本公司董事或主要行政人員的兩名(2018年:兩名)最高薪酬僱員的薪酬詳情如下:

薪酬介乎以下範圍的最高薪酬僱員(非董事亦非主要行政人員)人數如下:

Notes to Financial Statements (continued)

財務報表附註(續)

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10. INCOME TAX

Pursuant to the rules and regulations of Bermuda, the Group is not subject to any income tax in Bermuda.

Hong Kong profits tax has been provided at the rate of 16.5% (2018: 16.5%) on the estimated assessable profits arising in Hong Kong during the year, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime effective from the year of assessment 2018/2019. The first HK\$2,000,000 of assessable profits of this subsidiary is taxed at 8.25% and the remaining assessable profits are taxed at 16.5%. Taxes on profits assessable in Mainland China have been calculated at the rate of 25% (2018: 25%).

10. 所得稅

根據百慕達的規則及規例，本集團毋須支付任何百慕達所得稅。

香港利得稅乃根據年內在香港賺取之估計應課稅溢利的16.5% (2018年：16.5%) 計提，惟本集團一間附屬公司屬於利得稅兩級制(自2018/19評稅年度生效)下的合資格實體除外。該附屬公司首筆2,000,000港元的應課稅溢利按8.25%繳稅，其餘應課稅溢利則按16.5%繳稅。中國內地應課稅溢利之稅項乃按25% (2018年：25%) 的稅率計算得出。

		Notes	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Current — Hong Kong	即期 — 香港			
Charge for the year	年內支出		11,675	10,633
Overprovision in prior years	過去年度超額撥備		(205)	(41)
Current — Mainland China	即期 — 中國內地			
Charge for the year	年內支出		9,193	9,590
(Overprovision)/underprovision in prior years	過去年度(超額撥備)/撥備不足		(502)	21
Deferred	遞延		1,305	(795)
Total tax charge for the year from continuing operations	持續經營業務年內稅項支出總額		21,466	19,408
Total tax charge for the year from a discontinued operation	已終止業務年內稅項支出總額	11	703	792
			22,169	20,200

Notes to Financial Statements (continued)

財務報表附註(續)

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10. INCOME TAX (Continued)

A reconciliation of the tax expense applicable to profit before tax at the Hong Kong statutory rate to the tax charge at the Group's effective tax rate is as follows:

10. 所得稅(續)

使用香港法定稅率計算之除稅前溢利之適用稅項支出，與按貴集團實際稅率計算之稅項支出之對賬如下：

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Profit before tax from continuing operations	持續經營業務除稅前溢利	111,279	92,648
(Loss)/profit before tax from a discontinued operation	已終止業務除稅前(虧損)/溢利	(11,820)	5,032
		99,459	97,680
Tax at the Hong Kong statutory tax rate	按香港法定稅率計算的稅項	16,411	16,117
Higher tax rate applied for specific provinces or enacted by local authority	特定省份採納或地方機關制定的較高稅率	3,895	3,582
Adjustments in respect of current tax of previous periods	過往期間即期稅項的調整	(707)	(59)
Income not subject to tax	毋須課稅收入	(310)	(205)
Expenses not deductible for tax	不可扣稅開支	3,189	2,076
Tax losses utilised from previous periods	應用過往期間的稅項虧損	(309)	(1,700)
Tax losses not recognised	未確認稅項虧損	—	389
Tax charge at the Group's effective tax rate	按本集團實際稅率計算的稅項支出	22,169	20,200

Notes to Financial Statements (continued)

財務報表附註(續)

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11. DISCONTINUED OPERATION

On 29 November 2019 (the "Date of Disposal"), the Group disposed of its 60% equity interest in Whole Sun Limited to its non-controlling shareholder of Whole Sun Limited for a consideration of HK\$27,840,000. Whole Sun Limited is engaged in trading of frozen meat in Hong Kong and the frozen meat business (the "Disposed Frozen Food Business") represented a major line of the Group's business in the Food Products segment for operating segment information and the Disposed Frozen Food Business was regarded as a discontinued operation. The disposal is a part of the Group's strategic plan to redirect its resource to fit its business plan.

The results of the Disposed Frozen Food Business for the years ended 31 December 2018 and 2019 (up to the Date of Disposal) are presented below:

11. 已終止業務

於2019年11月29日(「出售日期」)，本集團向浩新貿易有限公司的一名非控股股東出售其於浩新貿易有限公司的60%股權，代價為27,840,000港元。浩新貿易有限公司在香港從事急凍肉類貿易，而急凍肉類業務(「出售急凍食品業務」)為本集團的一項主要業務。食品分部與出售急凍食品業務視為已終止營運。出售事項為本集團重新調配資源以符合其業務計劃的策略計劃一部分。

截至2018年及2019年12月31日止年度(截至出售日期)的出售急凍食品業務業績呈列如下：

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Revenue	收入	225,727	240,160
Cost of sales	銷售成本	(207,537)	(221,210)
Gross profit	毛利	18,190	18,950
Other income, net	其他收入淨額	42	1
Selling and distribution expenses	銷售及分銷開支	(3,261)	(3,118)
Administrative expenses	行政開支	(8,527)	(8,379)
Other expenses, net	其他開支淨額	(168)	(930)
Finance costs	融資成本	(1,043)	(1,492)
Profit from the discontinued operation	已終止業務溢利	5,233	5,032
Loss on disposal of the discontinued operation	出售已終止業務虧損	(17,053)	—
(Loss)/profit before tax from the discontinued operation	已終止業務除稅前(虧損)/溢利	(11,820)	5,032
Income tax expense	所得稅開支	(703)	(792)
(Loss)/profit for the year from the discontinued operation	已終止業務年內(虧損)/溢利	(12,523)	4,240
Attributable to:	以下人士應佔：		
Owners of the parent	母公司擁有人	(14,335)	2,544
Non-controlling interest	非控股權益	1,812	1,696
		(12,523)	4,240

Notes to Financial Statements (continued)

財務報表附註(續)

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11. DISCONTINUED OPERATION (Continued)

The major classes of assets and liabilities of the Disposed Frozen Food Business disposed of as at the Date of Disposal are as follows:

11. 已終止業務(續)

於出售日期出售急凍食品業務的資產及負債主要類別如下：

		Notes 附註	29 November 2019 2019年 11月29日 HK\$'000 千港元
Assets			
Property, plant and equipment	物業、廠房及設備	14	838
Goodwill	商譽	15	15,447
Intangible assets	無形資產	17	500
Inventories	存貨		29,144
Trade receivables	貿易應收款項		25,090
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		1,371
Cash and cash equivalents	現金及現金等價物		9,075
Assets disposed of	已出售資產		81,465
Liabilities			
Trade payables	貿易應付款項		(7,303)
Accruals and other payables	應計費用及其他應付款項		(1,232)
Tax payable	應付稅項		(638)
Interest-bearing bank borrowings	計息銀行借款		(7,361)
Lease liabilities	租賃負債	26	(260)
Deferred tax liabilities	遞延稅項資產	27	(147)
Liabilities disposed of	已出售負債		(16,941)
Net assets disposed of	已出售資產淨值		64,524
Non-controlling interests	非控股權益		(19,631)
Loss on disposal of a discontinued operation	出售已終止業務虧損		(17,053)
Satisfied by:	償付方式：		
Cash	現金		27,840

Notes to Financial Statements (continued)

財務報表附註(續)

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11. DISCONTINUED OPERATION (Continued)

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of the Disposed Frozen Food Business is as follows:

11. 已終止業務(續)

對出售急凍食品業務的出售事項的現金及現金等價物淨流入的分析如下：

		2019 2019年 HK\$'000 千港元
Cash consideration	現金代價	27,840
Cash and cash equivalents disposed of	已出售現金及現金等價物	(9,075)
Net inflow of cash and cash equivalents in respect of the disposal of a subsidiary	出售一間附屬公司的現金及現金等價物淨流入	18,765

The net cash flows incurred by the Disposed Frozen Food Business for the years ended 31 December 2018 and 2019 (up to the Date of Disposal) are as follows:

截至2018年及2019年12月31日止年度(直至出售日期)出售急凍食品業務產生的現金流量淨額如下：

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Net cash flows from operating activities	經營業務所得現金流量淨額	42,569	2,292
Net cash flows used in investing activities	投資業務所用現金流量淨額	(26)	(850)
Net cash flows used in financing activities	融資業務所用現金流量淨額	(39,192)	(3,746)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	3,351	(2,304)
		HK cents 港仙	HK cents 港仙
(Loss)/earnings per share from the discontinued operation:	已終止業務每股(虧損)/盈利：		
Basic	基本	(1.88)	0.36
Diluted	攤薄	(1.87)	0.35

Notes to Financial Statements (continued)

財務報表附註(續)

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11. DISCONTINUED OPERATION (Continued)

The calculations of (loss)/earnings per share from the discontinued operation are based on:

11. 已終止業務(續)

計算已終止業務每股(虧損)/盈利的基準：

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
(Loss)/profit attributable to ordinary equity holders of the parent from the discontinued operation	母公司普通股權持有人應佔已終止業務(虧損)/溢利	(14,335)	2,544
		'000	'000
Weighted average number of ordinary shares in issue and issuable during the year, used in the basic earnings per share calculation (Note 13)	用於計算每股基本盈利的年內已發行及可發行普通股加權平均數(附註13)	762,931	707,571
Weighted average number of ordinary shares, used in the diluted earnings per share calculation (Note 13)	用於計算每股攤薄盈利的普通股加權平均數(附註13)	764,302	709,308

Notes to Financial Statements (continued)

財務報表附註(續)

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12. DIVIDENDS

The dividends proposed and declared by the Company during the reporting period are as follows:

12. 股息

本公司於報告期間擬派及宣派之股息如下：

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Dividends recognised as distribution during the reporting period: 報告期間確認為分派之股息：			
2017 final dividend	2017年末期股息		
— HK1.62 cents per ordinary share	— 每股普通股1.62港仙	—	10,000
2018 interim dividend	2018年中期股息		
— HK1.31 cents per ordinary share	— 每股普通股1.31港仙	—	8,093
2018 final dividend	2018年末期股息		
— HK5.78 cents per ordinary share	— 每股普通股5.78港仙	44,066	—
2019 interim dividend	2019年中期股息		
— HK2.52 cents per ordinary share	— 每股普通股2.52港仙	19,245	—
		63,311	18,093
Dividend proposed after the end of the reporting period: 報告期末後建議派付的股息：			
Proposed final dividend	建議末期股息		
— HK 3.33 cents (2018: HK 5.78 cents) per ordinary share	— 每股普通股3.33港仙 (2018年：5.78港仙)	25,094	44,066

The proposed final dividend for the year ended 31 December 2019 has been calculated by reference to 753,565,912 shares in issue at 5 March 2020 and is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

截至2019年12月31日止年度之建議末期股息乃參考於2020年3月5日之753,565,912股已發行股份計算，須待本公司股東於應屆股東週年大會上批准後方可作實。

Notes to Financial Statements (continued)

財務報表附註(續)

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13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amount for the year is based on the profit attributable to ordinary equity holders of the parent and the weighted average number of ordinary shares of 762,931,000 (2018: 707,571,000) in issue during the year.

The calculation of the diluted earnings per share amount for the year is based on the profit for the year attributable to ordinary equity holders of the parent. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise of all dilutive potential share options into ordinary shares.

13. 母公司普通權益持有人應佔每股盈利

年內每股基本盈利乃根據母公司普通權益持有人應佔溢利及年內已發行普通股加權平均數762,931,000股(2018年: 707,571,000股)計算得出。

本年度經攤薄每股收益乃基於母公司普通權益持有人應佔年內溢利計算。該計算所使用的普通股加權平均數為用於計算基本每股收益的年內已發行普通股數，以及假設被視作行使全部可攤薄潛在購股權轉換為普通股時無償發行的普通股加權平均數。

Notes to Financial Statements (continued)

財務報表附註(續)

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13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (Continued)

The calculations of basic and diluted earnings per share are based on:

13. 母公司普通權益持有人應佔每股盈利(續)

計算每股基本及攤薄盈利乃根據：

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Earnings	盈利		
Profit attributable to ordinary equity holders of the parent, used in the basic earnings per share calculation:	用於計算每股基本盈利的母公司普通權益持有人應佔溢利：		
From continuing operations	持續經營業務	89,813	73,240
From a discontinued operation	已終止業務	(14,335)	2,544
		75,478	75,784
		'000 千股	'000 千股
Shares	股份		
Weighted average number of ordinary shares in issue and issuable during the year, used in the basic earnings per share calculation	用以計算每股基本盈利的年內已發行及可發行普通股加權平均數	762,931	707,571
Effect of dilution — weighted average number of ordinary shares:	攤薄影響 — 普通股加權平均數：		
Share options	購股權	1,371	1,737
Weighted average number of ordinary shares, used in the diluted earnings per share calculation	用以計算每股攤薄盈利的普通股加權平均數	764,302	709,308

Notes to Financial Statements (continued)

財務報表附註(續)

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14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

	Right-of-use assets 使用權資產			Owned assets 已擁有資產					
	Prepaid land lease	Leased properties	Total	Buildings	Plant and machinery	Furniture, fixtures and equipment	Motor vehicles	Total	Total
	預付土地租賃 HK\$'000 千港元 (note (a)) (附註(a))	租賃物業 HK\$'000 千港元 (note (b)) (附註(b))	合計 HK\$'000 千港元	樓宇 HK\$'000 千港元	及機械 廠房 HK\$'000 千港元	傢俱、固定裝 置及設備 HK\$'000 千港元	汽車 HK\$'000 千港元	合計 HK\$'000 千港元	合計 HK\$'000 千港元
31 December 2019	2019年12月31日								
At 31 December 2018, net of accumulated depreciation and impairment	於2018年12月31日· 扣除累計折舊及減值								
Effect of adoption of HKFRS 16 (note 2.2)	採納香港財務報告準則 第16號的影響(附註2.2)								
	11,313	18,240	29,553	–	–	–	–	–	29,553
At 1 January 2019, net of accumulated depreciation and impairment	於2019年1月1日· 扣除累計折舊及減值								
Additions	添置								
Depreciation provided for the year	年內計提折舊								
Disposals	出售								
Disposal of a subsidiary (note 11)	出售一間附屬公司(附註11)								
Exchange realignment	匯兌調整								
	11,313	18,240	29,553	31,884	56,946	10,211	3,642	102,683	132,236
	–	20,637	20,637	–	21,535	7,881	1,247	30,663	51,300
	(392)	(11,267)	(11,659)	(1,452)	(15,415)	(3,629)	(1,404)	(21,900)	(33,559)
	–	–	–	–	(323)	(2)	–	(325)	(325)
	–	(255)	(255)	–	–	(51)	(532)	(583)	(838)
	(223)	10	(213)	(556)	(551)	(87)	(2)	(1,196)	(1,409)
At 31 December 2019, net of accumulated depreciation and impairment	於2019年12月31日· 扣除累計折舊及減值								
	10,698	27,365	38,063	29,876	62,192	14,323	2,951	109,342	147,405
At 31 December 2019:	於2019年12月31日:								
Cost	成本								
Accumulated depreciation and impairment	累計折舊及減值								
	13,877	38,291	52,168	50,646	155,793	76,535	9,587	292,561	344,729
	(3,179)	(10,926)	(14,105)	(20,770)	(93,601)	(62,212)	(6,636)	(183,219)	(197,324)
Net carrying amount	賬面淨值								
	10,698	27,365	38,063	29,876	62,192	14,323	2,951	109,342	147,405

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
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14. PROPERTY, PLANT AND EQUIPMENT (Continued)

Notes:

- (a) Included in prepaid land lease of the Group's right-of-use assets (2018: prepaid land lease payments (note 15)) is a piece of leasehold land (the "Leasehold Land") situated in Mainland China under collective-owned land ownership (集體土地使用) with a carrying value of HK\$3,542,000 (2018: HK\$3,746,000). The Group also had items of property, plant and equipment attached to the Leasehold Land (the "Attached Properties") amounting to HK\$3,084,000 (2018: HK\$3,262,000). The Attached Properties, for which the Group was authorised to obtain the real estate ownership certificates, are mainly served as staff quarters of the Group. To facilitate the Group's future development plan, the Group decided to apply to the relevant Mainland China authorities to change the ownership type of the Leasehold Land from collective-owned land ownership to state-owned land ownership (國有土地使用). In the prior years, the Group commenced the necessary procedures to change the ownership type of the Leasehold Land in accordance with the Mainland China regulations and returned the land use right certificate for the collective-owned land ownership to the Mainland China government.

Up to the date of approval of these financial statements, the Group continues to use the Leasehold Land and the Attached Properties without objection from relevant authorities. In the opinion of directors, having considered the legal advice from the Group's PRC legal advisors, the risk of having to relocate the Group's operation from the Leasehold Land is considered to be relatively low.

During the year ended 31 December 2019, right-of-use assets included in property, plant and equipment were reclassified from the prepaid land lease payments (note 15) upon adoption of HKFRS 16. Further details of which are set out in note 2.2 above.

- (b) The Company leases certain of its offices, warehouses, staff quarters. Leases for these assets are negotiated for terms ranging from 2 to 4 years with extension or termination options and all the lease payments are fixed.

14. 物業、廠房及設備(續)

附註：

- (a) 本集團使用權資產的預付土地租賃(2018年預付土地租賃付款(附註15))包括一幅位於中國內地並以集體土地使用形式持有的租賃土地(「租賃土地」)，租賃土地的賬面值為3,542,000港元(2018年：3,746,000港元)。本集團亦持有附帶於租賃土地的物業、廠房及設備項目(「附帶物業」)為數3,084,000港元(2018年：3,262,000港元)。附帶物業(本集團已獲授權以取得房地產所有權證)主要用作本集團的員工宿舍。為促進本集團的未來發展計劃，本集團決定向有關中國內地政府機關申請將租賃土地的所有權類別由集體土地使用改為國有土地使用。於過往年度，本集團已就改變租賃土地的所有權類別按中國內地法規展開必需的程序，並向中國內地政府歸還集體土地使用的土地使用權證。

截至批准財務報表日期，本集團繼續使用租賃土地及附帶物業，而有關機關並無反對。董事經考慮本集團中國法律顧問的法律意見後認為，本集團須自租賃土地遷離營運的風險被視為相對較低。

截至2019年12月31日止年度，物業、廠房及設備項下的使用權資產於採納香港財務報告準則第16號後重新分類至預付土地租賃付款(附註15)。進一步詳情載於上文附註2.2。

- (b) 本公司租賃其若干辦公室、倉庫、員工宿舍。該等資產的租賃期為2至4年，可延期或終止，而所有租賃付款均為定額。

Notes to Financial Statements (continued)

財務報表附註(續)

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14. PROPERTY, PLANT AND EQUIPMENT (Continued)

14. 物業、廠房及設備(續)

		Leasehold land and buildings 租賃土地 及樓宇 HK\$'000 千港元	Plant and machinery 及機械 HK\$'000 千港元	Furniture, fixtures and equipment 傢俱、固定 裝置及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 合計 HK\$'000 千港元
31 December 2018	2018年12月31日					
At 1 January 2018:	於2018年1月1日:					
Cost	成本	53,370	139,227	70,946	8,306	271,849
Accumulated depreciation and impairment	累計折舊及減值	(18,401)	(79,811)	(60,503)	(5,113)	(163,828)
Net carrying amount	賬面淨值	34,969	59,416	10,443	3,193	108,021
At 1 January 2018, net of accumulated depreciation and impairment	2018年1月1日，扣除累計折舊及減值	34,969	59,416	10,443	3,193	108,021
Additions	添置	—	15,243	4,710	1,870	21,823
Depreciation provided for the year	年內計提折舊	(1,519)	(15,026)	(4,558)	(1,408)	(22,511)
Disposals	出售	—	(1,236)	(116)	—	(1,352)
Exchange realignment	匯兌調整	(1,566)	(1,451)	(268)	(13)	(3,298)
At 31 December 2018, net of accumulated depreciation and impairment	於2018年12月31日，扣除累計折舊及減值	31,884	56,946	10,211	3,642	102,683
At 31 December 2018:	於2018年12月31日:					
Cost	成本	51,385	143,213	71,372	9,191	275,161
Accumulated depreciation and impairment	累計折舊及減值	(19,501)	(86,267)	(61,161)	(5,549)	(172,478)
Net carrying amount	賬面淨值	31,884	56,946	10,211	3,642	102,683

Included in the Group's leasehold land and building were two warehouses with carrying amount, before accumulated depreciation, of RMB601,000 (equivalent to HK\$670,000) which the Group was not able to obtain the corresponding real estate ownership certificate. The two warehouses were fully depreciated during the year ended 31 December 2018.

本集團的租賃土地及樓宇包括兩間倉庫，未經累計折舊賬面值為人民幣601,000元(相當於670,000港元)，而本集團未能取得該等倉庫的相關房地產所有權證。截至2018年12月31日止年度，兩間倉庫已全數折舊。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
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15. PREPAID LAND LEASE PAYMENTS

15. 預付土地租賃付款

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Carrying amount at 1 January	於1月1日的賬面值	11,313	12,346
Effect of adoption of HKFRS 16 (notes 2.2 and 14)	採納香港財務報告準則第16號 的影響(附註2.2及14)	(11,313)	—
Carrying amount at 1 January (restated)	於1月1日的賬面值(經重列)	—	12,346
Amortised during the year	年內攤銷	—	(409)
Exchange realignment	匯兌調整	—	(624)
Carrying amount at 31 December	於12月31日的賬面值	—	11,313
Less: Current portion	減：即期部分	—	(393)
Non-current portion	非即期部分	—	10,920

16. GOODWILL

16. 商譽

		HK\$'000 千港元
Cost and net carrying amount at 1 January 2018, at 31 December 2018 and at 1 January 2019	於2018年1月1日、2018年 12月31日及2019年1月1日 的成本及賬面淨值	15,447
Disposal of a subsidiary (note 11)	出售一間附屬公司(附註11)	(15,447)
Cost and net carrying amount at 31 December 2019	於2019年12月31日的成本 及賬面淨值	—

Notes to Financial Statements (continued)

財務報表附註(續)

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16. GOODWILL (Continued)

Impairment testing of goodwill performed during the year ended 31 December 2018

Goodwill arose from the Group's acquisition of the frozen food business in Hong Kong. Goodwill acquired through business combination was allocated to the trading of frozen foods cash-generating unit for impairment testing.

During the year ended 31 December 2018, the recoverable amount of the trading of frozen foods cash-generating unit had been determined based on a value in use calculation using cash flow projections based on financial budgets covering a three-year period approved by management. The discount rate applied to the cash flow projections was 15.0. The growth rate used to extrapolate the cash flows of the industrial products unit beyond the three-year period was 1.5% which was the same as the long term average growth rate of the trading of frozen foods market.

Assumptions were used in the value in use calculation of the trading of frozen foods cash-generating unit for 31 December 2018. The following described each key assumption on which management had based its cash flow projections to undertake impairment testing of goodwill:

Budgeted gross margins — The basis used to determine the value assigned to the budgeted gross margins was the average gross margins achieved in the year immediately before the budget year, increased for expected efficiency improvements, and expected market development.

Discount rates — The discount rates used were before tax and reflect specific risks relating to the relevant units.

In the opinion of the directors, any reasonably possible changes in the key assumptions on which the recoverable amount was based would not cause the relevant cash generating unit's carrying amount to exceed its recoverable amount.

16. 商譽(續)

於截至2018年12月31日止年度進行商譽減值測試

商譽自本集團收購香港的急凍食品業務產生。透過業務合併所得的商譽已分配至急凍食品交易現金產生單位，以作減值測試。

於截至2018年12月31日止年度，急凍食品貿易現金產生單位的可收回金額乃根據使用價值計算釐定，此乃按照管理層所批准的三年期間財務預算使用現金流量預測計算。應用於現金流量預測的貼現率為15.0，而三年後的工業產品單位現金流量採用1.5%的增長率推算，與急凍食品市場貿易的長期平均增長率一致。

計算2018年12月31日的急凍食品貿易現金產生單位的使用價值時採用假設。管理層進行商譽減值測試時制定現金流量預測所依據之各項主要假設如下：

預算毛利率 — 以緊接預算年度前一年所得的平均毛利率為基礎，釐定預算毛利率的價值。預算毛利率按預期的效益改善及市場發展而增加。

貼現率 — 所用貼現率乃稅前貼現率，並反映與相關單位有關之特定風險。

董事認為，可收回金額所依據的主要假設的任何合理可能變動，均不會導致相關現金產生單位的賬面值超出其可收回金額。

Notes to Financial Statements (continued)

財務報表附註(續)

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17. INTANGIBLE ASSETS

17. 無形資產

		Trademark 商標 HK\$'000 千港元	Customer relationship 顧客關係 HK\$'000 千港元	Total 合計 HK\$'000 千港元
31 December 2019	2019年12月31日			
Cost at 31 December 2018 and at 1 January 2019, net of accumulated amortisation	於2018年12月31日及2019年1月1日的成本，扣除累計攤銷	540	2,333	2,873
Amortisation provided during the year	年內計提攤銷	(111)	(1,833)	(1,944)
Disposal of a subsidiary (note 11)	出售一間附屬公司(附註11)	—	(500)	(500)
Exchange realignment	匯兌調整	(10)	—	(10)
At 31 December 2019	於2019年12月31日	419	—	419
At 31 December 2019: Cost	於2019年12月31日： 成本	1,093	—	1,093
Accumulated amortisation	累計攤銷	(674)	—	(674)
Net carrying amount	賬面淨值	419	—	419
31 December 2018	2018年12月31日			
Cost at 1 January 2018, net of accumulated amortisation	於2018年1月1日的成本，扣除累計攤銷	687	4,333	5,020
Amortisation provided during the year	年內計提攤銷	(116)	(2,000)	(2,116)
Exchange realignment	匯兌調整	(31)	—	(31)
At 31 December 2018	於2018年12月31日	540	2,333	2,873
At 31 December 2018: Cost	於2018年12月31日： 成本	1,116	14,000	15,116
Accumulated amortisation	累計攤銷	(576)	(11,667)	(12,243)
Net carrying amount	賬面淨值	540	2,333	2,873

Notes to Financial Statements (continued)

財務報表附註(續)

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18. INVENTORIES

18. 存貨

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Raw materials	原材料	62,176	71,009
Work-in-progress	在製品	1,082	533
Finished goods	製成品	62,490	134,253
		125,748	205,795

19. TRADE RECEIVABLES

19. 貿易應收款項

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Trade receivables	貿易應收款項	126,940	173,660
Impairment	減值	(8,085)	(9,812)
		118,855	163,848

The Group's trading terms with its customers are mainly on credit, except for new customers, where the Group normally trades in cash on delivery. The credit periods generally range from 30 to 120 days. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control team to minimise credit risk. Overdue balances are reviewed regularly by management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

本集團與其客戶訂立之交易條款主要以信貸為主，惟新客戶則通常需要貨到付現。信貸期一般為30至120天。每位顧客均設有最高信貸額度。本集團致力嚴格控制未清償應收款項，並設立信貸監控小組以降低信貸風險。逾期結餘由管理層定期檢討。本集團並無就其貿易應收款項結餘持有任何抵押品或作出其他信用提升。貿易應收款項並不計息。

Notes to Financial Statements (continued)

財務報表附註(續)

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19. TRADE RECEIVABLES (Continued)

An ageing analysis of the trade receivables based on the invoice date and net of loss allowance, is as follows:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Within 30 days	30天內	63,637	104,818
31 to 60 days	31至60天	36,861	39,125
61 to 90 days	61至90天	10,556	11,414
91 to 120 days	91至120天	3,970	6,570
121 to 180 days	121至180天	1,261	1,012
Over 180 days	超過180天	2,570	909
		118,855	163,848

The movements in the loss allowance for impairment of trade receivables are as follows:

19. 貿易應收款項(續)

貿易應收款項之賬齡分析(按發票日期並扣除虧損撥備計算)如下:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
At beginning of year	於年初	9,812	2,710
Impairment losses recognised	已確認減值虧損	851	7,499
Impairment losses reversed	撥回減值虧損	(351)	(103)
Amount written off as uncollectible	按不可收回撇銷的款項	(2,058)	—
Disposal of a subsidiary	出售一間附屬公司	(12)	—
Exchange realignment	匯兌調整	(157)	(294)
At end of the year	於年末	8,085	9,812

貿易應收款項減值之虧損撥備變動如下:

Notes to Financial Statements (continued)

財務報表附註(續)

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19. TRADE RECEIVABLES (Continued)

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region and customer type). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. During the year, the expected loss rate for certain customers that are credit-impaired are assessed specifically by management. For other trade receivables aged more than one year past due but not credit-impaired, management has not observed objective evidence of financial difficulties of the debtors and has been taking credit risk mitigating measures. Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

19. 貿易應收款項(續)

於各報告日期均採用撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率乃基於因就擁有類似虧損模式的多個客戶分部進行分組(即地理分區及客戶類別)而逾期的日數計算量。該計算反映或然率加權結果、貨幣時值及於報告日期可得的有關過往事項、當前條件及未來經濟條件預測的合理及可靠資料。年內，若干客戶的預期虧損率(已信貸減值)乃由管理層個別評估。就逾期超過一年但尚未信貸減值的其他貿易應收款項，管理層並未觀察到有客觀證據證實債務人有財務困難及採取信貸舒緩措施。有關本集團採用撥備矩陣計量的貿易應收款項的信貸風險資料載列如下：

		Expected credit loss rate 預期信貸 虧損率	Gross carrying amount 賬目總值 HK\$'000 千港元	Expected credit loss 預期信貸 虧損 HK\$'000 千港元
2019	2019年			
Credit impaired receivables	信貸減值應收款項	100.00%	6,993	6,993
Other trade receivables	其他貿易應收款項			
aged:	之賬齡：			
Within 30 days	30天內	0.55%	114,634	631
31 to 60 days	31至60天	1.72%	1,919	33
61 to 90 days	61至90天	4.04%	470	19
91 to 120 days	91至120天	6.34%	725	46
121 to 180 days	121至180天	8.25%	206	17
Over 180 days	超過180天	17.36%	1,993	346
			126,940	8,085

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19. TRADE RECEIVABLES (Continued)

19. 貿易應收款項(續)

		Expected credit loss rate 預期信貸 虧損率	Gross carrying amount 賬目總值 HK\$'000 千港元	Expected credit loss 預期信貸 虧損 HK\$'000 千港元
2018	2018年			
Credit impaired receivables	信貸減值應收款項	100.00%	9,094	9,094
Other trade receivables	其他貿易應收款項			
aged:	之賬齡:			
Within 30 days	30天內	0.02%	159,110	31
31 to 60 days	31至60天	0.60%	2,495	15
61 to 90 days	61至90天	0.66%	988	7
91 to 120 days	91至120天	0.74%	246	2
121 to 180 days	121至180天	2.29%	189	4
Over 180 days	超過180天	42.85%	1,538	659
			173,660	9,812

20. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

20. 預付款項、按金及其他應收款項

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Deposits	按金	3,286	2,780
Prepayments	預付款項	12,615	18,644
Other receivables	其他應收款項	1,975	1,972
		17,876	23,396
Less: Non-current portion	減：非即期部分	(5,024)	(3,819)
Current portion	即期部分	12,852	19,577

The financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts. As at 31 December 2019 and 2018, the loss allowance was assessed to be minimal.

計入上述結餘的金融資產與近期並無拖欠記錄及並無逾期款項的應收款項有關。於2019年及2018年12月31日，虧損撥備評定為微少。

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21. CASH AND CASH EQUIVALENTS

21. 現金及現金等價物

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	174,923	188,632
Time deposits	定期存款	140,288	140,052
Cash and cash equivalents	現金及現金等價物	315,211	328,684

At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to HK\$54,490,000 (2018: HK\$55,801,000). 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.

Certain cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest and the respective short term time deposits rates. The bank balances are deposited with creditworthy banks with no recent history of default.

於報告期末，本集團以人民幣計值的現金及銀行結餘分別為54,490,000港元(2018年：55,801,000港元)。人民幣不能自由兌換其他貨幣，然而，根據中國內地的《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲准通過獲授權經營外匯業務的銀行，將人民幣兌換為其他貨幣。

若干銀行現金根據每天銀行存款利率按浮息賺取利息。短期定期存款的存款期為1日至3個月不等，視乎本集團即時現金需求而定，並按各自短期定期存款利率賺取利息。銀行結餘乃存放於信譽良好及近期並無違約記錄的銀行。

Notes to Financial Statements (continued)

財務報表附註(續)

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22. TRADE AND BILLS PAYABLES

22. 貿易應付款項及應付票據

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Trade payables	貿易應付款項	73,567	89,398
Bills payable	應付票據	—	1,842
		73,567	91,240

An ageing analysis of the trade and bills payables based on the invoice date is as follows:

貿易應付款項及應付票據之賬齡分析(按發票日期)如下:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Within 1 month	1個月內	70,653	89,118
1 to 2 months	1至2個月	2,010	1,050
2 to 3 months	2至3個月	3	62
Over 3 months	超過3個月	901	1,010
		73,567	91,240

The trade payables are non-interest-bearing and are normally settled within 30 to 60 days. The bills payables had a maturity period of 120 days.

貿易應付款項為免息及一般於30至60天內結付。應付票據到期期限為120天。

Notes to Financial Statements (continued)

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23. ACCRUALS AND OTHER PAYABLES

23. 應計款項及其他應付款項

		Notes	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
		附註		
Accruals	應計款項		44,281	42,001
Contract liabilities	合約負債	(a)	1,399	755
Other payables	其他應付款項	(b)	5,174	7,148
			50,854	49,904

Notes:

附註：

- (a) Contract liabilities represent advance payments received from customers from the Beverage Solutions segment for the Group to deliver the tea products. The increase in the contract liabilities is mainly attributed to the demand of the tea products during the year.

- (a) 合約負債指就本集團交付茶產品而向餐飲策劃服務分部的客戶收取預付款項。合約負債增加主要由於年內茶產品需求。

The amount of revenue to be recognised in the current reporting period that was included in the contract liabilities at the beginning of the reporting period amounted to HK\$755,000 (2018: HK\$2,676,000)

當前報告期間將確認的收益金額(計入報告期初的合約負債)為755,000港元(2018年：2,676,000港元)。

Movements in contract liabilities during the year are as follows:

年內合約負債的變動如下：

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
At the beginning of the year	於年初	755	2,676
Additions	添置	2,644	2,609
Revenue recognised during the year	年內確認收益	(2,000)	(4,530)
At the end of the year	於年末	1,399	755

The transaction prices allocated to remaining performance obligation (unsatisfied or partially unsatisfied) which is expected to be recognised as revenue within one year as at 31 December 2019 amounted to HK\$1,399,000 (2018: HK\$755,000).

分配至餘下履約責任的交易價(未支付或部分未支付)的交易價格預期將於一年內確認為收益，於2019年12月31日達1,399,000港元(2018年：755,000港元)。

- (b) Other payables are non-interest-bearing and have an average term of three months.

- (b) 其他應付款項並不計息，平均期限為三個月。

Notes to Financial Statements (continued)

財務報表附註(續)

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24. DERIVATIVE FINANCIAL INSTRUMENTS

24. 衍生金融工具

		Liabilities	
		負債	
		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Forward currency contracts	遠期貨幣合約	568	—

The Group has entered into various forward currency contracts to manage its exchange rate exposures. These forward currency contracts are not designated for hedge purposes and are measured at fair value through profit or loss. Changes in the fair value of non-hedging currency derivatives amounting to HK\$573,000 (2018: Nil) were charged to the consolidated statement of profit or loss during the year.

本集團已訂立各種遠期貨幣合約以管理其匯兌風險。該等遠期外匯合約未指定用於對沖目的，並通過損益按公平值計量。非對沖貨幣衍生工具的公平值變動573,000港元(2018年：無)已於年內綜合損益表中扣除。

Notes to Financial Statements (continued)

財務報表附註(續)

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26. LEASE LIABILITIES

The carrying amount of lease liabilities and the movements during the year are as follows:

26. 租賃負債

年內租賃負債的賬面值及變動情況如下：

		Notes 附註	2019 2019年 HK\$'000 千港元
Carrying amount at 1 January	於1月1日的賬面值	2.2	18,240
New leases	新租賃		20,637
Accretion of interest recognised during the year	年內確認的利息增加		990
Disposal of a subsidiary	出售一間附屬公司	11	(260)
Payments	付款		(11,942)
Exchange realignment	整調兌匯		10
Carrying amount at 31 December	於12月31日的賬面值		27,675
Analysed into:	分析為：		
Current portion	即期部分		14,966
Non-current portion	非即期部分		12,709
			27,675

The amounts recognised in profit or loss in relation to leases are as follow:

於損益確認與租賃有關的金額如下：

			2019 2019年 HK\$'000 千港元
Interest on lease liabilities	租賃負債利息		990
Depreciation charge of right-of-use assets	使用權資產折舊支出		11,942
Expense relating to short-term leases with remaining lease terms ended on or before 31 December 2019	餘下租賃期截至2019年12月31日或之前的短期租賃開支		3,830
Total amount recognised in profit or loss	於損益確認的總額		16,762

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財務報表附註(續)

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27. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities

27. 遞延稅項

遞延稅項負債及資產於年內之變動如下：

遞延稅項負債

		Depreciation allowance in excess of related depreciation 折舊免稅額 超逾有關折舊 HK\$'000 千港元	Fair value adjustment arising from acquisition of a business 收購業務產生的 公平值調整 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2018	於2018年1月1日	3,967	715	4,682
Deferred tax charged/(credited) to the consolidated statement of profit or loss during the year (note 10)	於年內列支/(計入)綜合損益表之遞延稅項(附註10)	1,470	(330)	1,140
Exchange realignment	匯兌調整	(51)	—	(51)
At 31 December 2018 and at 1 January 2019	於2018年12月31日及2019年1月1日	5,386	385	5,771
Deferred tax charged/(credited) to the consolidated statement of profit or loss during the year (note 10)	於年內列支/(計入)綜合損益表之遞延稅項(附註10)	1,009	(302)	707
Disposal of a subsidiary (note 11)	出售一間附屬公司(附註11)	(66)	(83)	(149)
Exchange realignment	匯兌調整	(34)	—	(34)
At 31 December 2019	於2019年12月31日	6,295	—	6,295

Notes to Financial Statements (continued)

財務報表附註(續)

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27. DEFERRED TAX (Continued)

Deferred tax assets

27. 遞延稅項(續)

遞延稅項資產

		Depreciation in excess of related depreciation allowance 折舊超逾 有關折舊 免稅額 HK\$'000 千港元	Allowance for doubtful debts 呆賬撥備 HK\$'000 千港元	Losses available for offsetting against future taxable profits 可用於抵銷 未來應課稅 溢利之虧損 HK\$'000 千港元	Unrealised profit resulting from intragroup transactions 集團內公司間 交易產生 之未變現溢利 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2018	於2018年1月1日	10	16	166	486	678
Deferred tax (charged)/credited to the consolidated statement of profit or loss during the year (note 10)	於年內(列支)/計入綜合損益表之遞延稅項(附註10)	(2)	2,153	(166)	201	2,186
Exchange realignment	匯兌調整	—	(81)	—	—	(81)
At 31 December 2018 and at 1 January 2019	於2018年12月31日及2019年1月1日	8	2,088	—	687	2,783
Deferred tax (charged)/credited to the consolidated statement of profit or loss during the year (note 10)	於年內(列支)/計入綜合損益表之遞延稅項(附註10)	(1)	(73)	—	(206)	(280)
Disposal of a subsidiary (note 11)	出售一間附屬公司(附註11)	—	(2)	—	—	(2)
Exchange realignment	匯兌調整	—	(41)	—	—	(41)
At 31 December 2019	於2019年12月31日	7	1,972	—	481	2,460

Notes to Financial Statements (continued)

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27. DEFERRED TAX (Continued)

Deferred tax assets (Continued)

For presentation purposes, certain deferred tax assets and liabilities have been offset in the statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Net deferred tax liabilities recognised in consolidated statement of financial position	(6,295)	(5,771)
Net deferred tax assets recognised in consolidated statement of financial position	2,460	2,783
	(3,835)	(2,988)

The Group has unrecognised tax losses arising in Hong Kong of HK\$25,969,000 (2018: HK\$27,842,000), subject to the agreement by relevant tax authorities, that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. As at 31 December 2018, the Group has fully utilised tax losses arising in Mainland China, which were subject to agreement by relevant tax authorities, that will expire in five years for offsetting against future taxable profits of the companies in which the losses arose.

27. 遞延稅項(續)

遞延稅項資產(續)

就呈列而言，若干遞延稅項資產及負債已於財務狀況表內抵銷。就財務報告而言，本集團的遞延稅項結餘分析如下：

本集團於香港產生的未確認稅項虧損為25,969,000港元(2018年：27,842,000港元)(須經相關稅務機關同意後始可作實)，可無限期用作抵銷出現虧損之公司之未來應課稅溢利。於2018年12月31日，本集團已悉數動用於中國內地產生的稅項虧損(須經相關稅務機關同意後始可作實)，其將於五年內屆滿，可用以抵銷出現虧損之公司之未來應課稅溢利。

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27. DEFERRED TAX (Continued)

Deferred tax assets (Continued)

Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Pursuant to the Mainland China Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries in Mainland China in respect of earnings generated from 1 January 2008.

At 31 December 2019 and 2018, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised amounted to approximately HK\$80,736,000 and HK\$62,019,000 at 31 December 2019 and 2018, respectively.

27. 遞延稅項(續)

遞延稅項資產(續)

由於產生稅項虧損的附屬公司已虧損一段時間，產生應課稅溢利可用以抵銷稅項虧損的機會被認為不大，故概無就該等虧損確認遞延稅項資產。

根據中國內地的《企業所得稅法》，在中國內地成立的外商投資企業向外國投資者宣派的股息須徵收10%的預扣稅。該規定自2008年1月1日起生效，並適用於2007年12月31日後的盈利。若外方投資者所屬司法權區與中國內地有稅務協定，可能適用較低的預扣稅率。本集團的適用稅率為10%。因此，本集團須就該等於中國內地成立的附屬公司就2008年1月1日起產生的盈利所分派的股息繳納預扣稅。

於2019年及2018年12月31日，概無就本集團於中國內地成立的附屬公司須繳納預扣稅的未匯出盈利而須支付的預扣稅確認遞延稅項。董事認為，該等附屬公司於可見將來不大可能分派該等盈利。於2019年及2018年12月31日，與於中國內地附屬公司的投資有關而並無就此確認遞延稅項負債的暫時性差異總額分別約為80,736,000港元及62,019,000港元。

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28. SHARE CAPITAL

28. 股本

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
Authorised:	法定：		
2,000,000,000 ordinary shares of HK\$0.10 each	2,000,000,000股每股 面值0.10港元的普通股	200,000	200,000
Issued and fully paid:	已發行及繳足：		
763,937,312 (2018: 762,071,112) ordinary shares of HK\$0.10 each	763,937,312股 (2018年：762,071,112股)每股 面值0.10港元的普通股	76,394	76,207

A summary of movements in the Company's authorised and issued share capital is as follows:

本公司的法定及已發行股本變動概要如下：

		Number of	Share capital
		shares	股本
		股份數目	HK\$'000
		Notes	千港元
		附註	
Authorised:	法定：		
At 1 January 2018,	於2018年1月1日、		
at 31 December 2018,	於2018年12月31日、		
at 1 January 2019 and	於2019年1月1日及		
at 31 December 2019	於2019年12月31日	2,000,000,000	200,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2018	於2018年1月1日	617,750,000	61,775
Issue of shares under initial public offering	根據首次公開發售發行股份	(a) 142,109,312	14,211
Issue of shares upon exercise of share options	行使購股權時發行股份	(b) 2,211,800	221
At 31 December 2018 and at 1 January 2019	於2018年12月31日及 於2019年1月1日	762,071,112	76,207
Issue of shares upon exercise of share options	行使購股權時發行股份	(b) 1,866,200	187
At 31 December 2019	於2019年12月31日	763,937,312	76,394

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28. SHARE CAPITAL (Continued)

Notes:

- (a) In connection with the Company's initial public offering, 106,229,312 ordinary shares of par value HK\$0.10 each were issued at a price of HK\$1.98 per share for a total cash consideration, before share issue expenses, of approximately HK\$210,334,000. Dealing in the Shares on the Stock Exchange commenced on the Listing Date.

On 8 June 2018, the Company issued additional 35,880,000 ordinary shares of par value HK\$0.10 each at the price of HK\$1.98 per share for a total cash consideration, before share issue expenses, of approximately HK\$71,042,000 as a result of exercise of over-allotment options by the underwriters.

- (b) During the year, the subscriptions right attaching to 1,866,200 (2018: 2,211,800) share options were exercised at the subscription price of HK\$0.594 per share, resulting in the issue of 1,866,200 (2018: 2,211,800) ordinary shares of par value of HK\$0.10 each for a total cash consideration, before expenses, of HK\$1,109,000 (2018: HK\$1,313,000). An amount of HK\$3,440,000 (2018: HK\$4,147,000) was transferred from the share option reserve to the share premium account upon the exercise of the share options.

28. 股本(續)

附註:

- (a) 就本公司首次公開發售而言，106,229,312股每股面值為0.10港元的普通股按每股1.98港元的價格發行，並取得現金代價總額(扣除股份發行開支前)約210,334,000港元。股份由上市日期起在聯交所開始買賣。

於2018年6月8日，基於包銷商行使超額配股權，本公司按每股1.98港元的價格額外發行35,880,000股每股面值為0.10港元的普通股，並取得現金代價總額(扣除股份發行開支前)約71,042,000港元。

- (b) 於本年度，1,866,200份(2018年：2,211,800份)購股權隨附的認購權按每股0.594港元獲行使，導致發行每股面值0.10港元的1,866,200股(2018年：2,211,800股)普通股，總現金代價(扣除開支前)1,109,000港元(2018年：1,313,000港元)。3,440,000港元(2018年：4,147,000港元)的款項於行使購股權後由購股權儲備轉移至股份溢價賬。

Notes to Financial Statements (continued)

財務報表附註(續)

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29. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 87 to 88.

(a) Contributed surplus

Pursuant to the written resolution of the then sole shareholder of the Company dated 25 August 2017, the Company reallocated its share premium account to the contributed surplus by way of reduction of the entire amount standing to the credit of the share premium account to nil and transfer of the credit amount arising from the share premium reduction to the contributed surplus.

(b) Statutory reserve funds

Pursuant to the relevant Mainland China rules and regulations, the subsidiaries which are domestic enterprises in Mainland China are required to transfer no less than 10% of their profits after taxation, as determined under Mainland China accounting regulations and their respective articles of association, to the reserve funds until the reserve balance reaches 50% of the registered capital. The transfer to this reserve must be made before the dividend distribution to shareholders.

(c) Share option reserve

The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in note 2.4 to the financial statements. The amount will either be transferred to share capital when the related options are exercised, or be transferred to retained profits should the related options expire or be forfeited.

29. 儲備

本集團於本年度及先前年度的儲備款額及其變動於第87至88頁的綜合權益變動表呈列。

(a) 繳入盈餘

根據本公司其時唯一股東於2017年8月25日通過的書面決議案，本公司將其股份溢價賬重新分配至繳入盈餘，方式為將股份溢價賬之全部進賬金額削減至零，並將因削減股份溢價所產生之進賬金額轉撥至繳入盈餘。

(b) 法定公積金

根據中國內地有關條例及規例，作為中國內地內資企業的附屬公司，須根據中國內地會計法規及其各自章程細則，提取其不少於10%的除稅後溢利列入儲備公積金，直至儲備結餘達到註冊資本的50%。此公積金之提取須在向股東分派股息前進行。

(c) 購股權儲備

購股權儲備包括已授出而尚未行使的購價權的公平值，如財務報表附註2.4就股份支付的會計政策所進一步闡釋。該金額將於相關購股權獲行使時轉撥至股本，或於相關購股權到期或被沒收時轉撥至保留溢利。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
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29. RESERVES (Continued)

(d) Exchange fluctuation reserve

Exchange fluctuation reserve comprises all foreign currency exchange differences arising from the translation of the financial statements of foreign operations.

(e) Other reserve

The Group's other reserve represents the difference between the amounts by which the non-controlling interests are adjusted and the fair value of the consideration paid to acquire additional interest in a subsidiary.

30. SHARE-BASED PAYMENTS

The Company operates a pre-initial public offering share option scheme (the "Pre-IPO Share Option Scheme") and a share option scheme (the "Share Option Scheme") (collectively, the "Schemes") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The principal terms of the Pre-IPO Share Option Scheme are similar to the terms of the Share Option Scheme except that (i) no further options could be granted under the Pre-IPO Share Option Scheme prior to the Listing Date; and (ii) the exercise price and the exercise period of the share options are different as further detailed below.

Eligible participants of the Schemes include the Company's executive directors and other employees of the Group. The Scheme were approved and adopted on 15 December 2017 ("Adoption Date"). The Share Option Scheme, unless otherwise cancelled or amended, will remain in force for 10 years from the Listing Date.

In the prior years, the Company granted options to certain employees to subscribe for 9,000,000 shares of the Company under the Pre-IPO Share Option Scheme.

29. 儲備(續)

(d) 匯兌波動儲備

匯兌波動儲備包括由海外業務財務報表之換算產生的全部外幣匯兌差額。

(e) 其他儲備

本集團的其他儲備指為收購附屬公司額外權益而對非控股權益作出的調整金額與已付代價公平值之間的差額。

30. 股份支付

本公司設有一項首次公開發售前購股權計劃(「首次公開發售前購股權計劃」)及一項購股權計劃(「購股權計劃」)(統稱「該等計劃」)，以鼓勵及獎勵對本集團營運的成功有所貢獻的合資格參與者。首次公開發售前購股權計劃的主要條款與購股權計劃的條款相似，惟(i)不能再根據上市日期前首次公開發售前購股權計劃授出購股權；及(ii)購股權的行使價及行使期不同除外，請見下文詳述。

該等計劃的合資格參與者包括本公司執行董事及本集團其他僱員。該等計劃於2017年12月15日(「採納日期」)獲批准及採納。除另行註銷或修訂外，購股權計劃有限期將自上市日期起計為期10年。

於過往年度，本公司已根據首次公開發售前購股權向若干員工授出可認購9,000,000股股份的購股權。

Notes to Financial Statements (continued)

財務報表附註(續)

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30. SHARE-BASED PAYMENTS (Continued)

The maximum number of unexercised share options currently permitted to be granted under the Share Option Schemes is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at the Listing Date. The maximum number of shares issued and issuable under share options to each eligible participant in the Share Option Schemes within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates would result in the total number of shares of the Company issued and to be issued upon exercise of all options already granted and to be granted under the Share Option Scheme to such person in any 12-month period up to and including the date of such grant, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the closing price of the Company's shares at the date of grant) in excess of HK\$5 million, are subject to shareholders' approval in advance in a general meeting.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings of the Company.

30. 股份支付(續)

現時根據購股權計劃可授出的未行使購股權獲行使時所涉及的股份數目，最多相當於本公司於上市日期已發行股份的10%。於任何12個月期間根據購股權已發行可發行予購股權計劃的每名合資格參與者的股份數目，最多不得超過本公司於任何時間已發行股份的1%。任何進一步授出超出此項限額的購股權須於股東大會上徵得股東批准。

向本公司董事、行政總裁或主要股東或任何彼等聯繫人授出購股權，須事先徵得獨立非執行董事批准。此外，倘向本公司主要股東或獨立非執行董事或任何彼等聯繫人授出的任何購股權，將致使本公司根據購股權計劃已授出或將授出的所有購股權獲行使後於截至該授出日期為止(包括當日)的任何12個月期間已發行或將發行予該名人士的股份總數，超過本公司於任何時間已發行股份的0.1%或按本公司股份於授出日期收市價計算的總價值超過5百萬港元，則須事先於股東大會上徵得股東批准。

購股權並不賦予持有人享有股息或於本公司股東大會投票表決的權利。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
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30. SHARE-BASED PAYMENTS (Continued)

Share Option Scheme

The offer of a grant of share option under the Share Option Scheme may be accepted within 7 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted under the Share Option Scheme is determinable by the directors, and ends on a date which is not later than 10 years from the date of offer of the share options. The exercise price of share options under the Share Option Scheme is determinable by the directors, but shall be at least the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheet on the date of offer of the share options, which must be a business day; (ii) the average of the closing prices of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of offer; and (iii) the nominal value of the Company's shares on the date of offer.

During the years ended 31 December 2018 and 2019, no options have been granted or agreed to be granted under the Share Option Scheme.

30. 股份支付(續)

購股權計劃

根據購股權計劃授出購股權的要約可於要約日期起計7日內且於承授人支付合共1港元名義代價後獲接納。根據購股權計劃授出的購股權行使期由董事釐定，並於購股權要約日期起計不遲於10年當日結束。購股權計劃項下購股權的行使價由董事釐定，惟不得低於下列最高者：(i)本公司股份於購股權要約日期(須為營業日)在聯交所日報表所列收市價；(ii)本公司股份於緊接要約日期前五個營業日在聯交所每日報價表所列平均收市價；及(iii)本公司股份於要約日期的面值。

截至2018年及2019年12月31日止年度，概無根據購股權計劃授出或同意授出購股權。

Notes to Financial Statements (continued)

財務報表附註(續)

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30. SHARE-BASED PAYMENTS (Continued)

Pre-IPO Share Option Scheme

The exercise price of share options under the Pre-IPO Share Option Scheme is HK\$0.594 per share and the share options are exercisable commencing on the day falling on the Listing Date and ending on the day immediately before the third anniversary of the Listing Date.

The following share options under the Pre-IPO Share Option Scheme were outstanding during the year:

		2019 2019年		2018 2018年	
		Weighted average exercise price 加權 平均行使價 HK\$ per share 每股港元	Number of options 購股權 數目	Weighted average exercise price 加權 平均行使價 HK\$ per share 每股港元	Number of options 購股權 數目
At 1 January	於1月1日	0.594	6,192,600	—	—
Granted during the year	於年內授出	0.594	—	0.594	9,000,000
Exercised during the year	於年內行使	0.594	(1,866,200)	0.594	(2,211,800)
Forfeited during the year	於年內沒收	0.594	(772,600)	0.594	(595,600)
At 31 December	於12月31日	0.594	3,553,800	0.594	6,192,600

The weighted average share price at the date of exercise for share options exercised for the year ended 31 December 2019 was HK\$1.37 (2018: HK\$1.82) per share.

30. 股份支付(續)

首次公開發售前購股權計劃

根據首次公開發售前購股權計劃，購股權的行使價為每股0.594港元，且購股權可於上市日期當日起直至緊接上市日期滿三周年前一日行使。

年內，根據首次公開發售前購股權計劃已授出但尚未行使的購股權如下：

於截至2019年12月31日止年度，已行使購股權於行使日期的加權平均股價為每股1.37港元(2018年：1.82港元)。

Notes to Financial Statements (continued)

財務報表附註(續)

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30. SHARE-BASED PAYMENTS (Continued)

Pre-IPO Share Option Scheme (Continued)

Particulars of the Company's Pre-IPO Share Option Scheme granted to the Company's executive directors and other employees of the Group as at 31 December 2019 are set below:

Grantee	Date of grant	Exercise price	As at 1 January 2019 於2019年 1月1日	Exercised during the year 年內行使	Forfeited during the year 年內沒收	As at 31 December 2019 於2019年 12月31日	Exercise period 行使期
Executive directors							
執行董事							
Mr. Wu Kam On Keith 鄔錦安先生	19 April 2018 2018年4月19日	HK\$0.594 0.594港元	412,800	—	—	412,800	11 May 2019 to 10 May 2020 2019年5月11日至2020年5月10日
	19 April 2018 2018年4月19日	HK\$0.594 0.594港元	550,400	—	—	550,400	11 May 2020 to 10 May 2021 2020年5月11日至2021年5月10日
Ms. Fan Yee Man 樊綺敏小姐	19 April 2018 2018年4月19日	HK\$0.594 0.594港元	275,400	(275,400)	—	—	11 May 2019 to 10 May 2020 2019年5月11日至2020年5月10日
	19 April 2018 2018年4月19日	HK\$0.594 0.594港元	367,200	—	—	367,200	11 May 2020 to 10 May 2021 2020年5月11日至2021年5月10日
Other employees							
其他僱員							
	19 April 2018 2018年4月19日	HK\$0.594 0.594港元	405,000	(337,400)	(37,600)	30,000	11 May 2018 to 10 May 2019 2018年5月11日至2019年5月10日
	19 April 2018 2018年4月19日	HK\$0.594 0.594港元	1,792,200	(1,253,400)	(115,800)	423,000	11 May 2019 to 10 May 2020 2019年5月11日至2020年5月10日
	19 April 2018 2018年4月19日	HK\$0.594 0.594港元	2,389,600	—	(619,200)	1,770,400	11 May 2020 to 10 May 2021 2020年5月11日至2021年5月10日

The Group recognised an equity-settled share option expense of HK\$2,443,000 (2018: HK\$7,405,000) during the year ended 31 December 2019.

30. 股份支付(續)

首次公開發售前購股權計劃(續)

於2019年12月31日，授予本公司執行董事及本集團其他僱員的首次公開發售前購股權計劃的詳情載列如下：

於截至2019年12月31日止年度，本集團確認股權結付購股權開支2,443,000港元(2018年：7,405,000港元)。

Notes to Financial Statements (continued)

財務報表附註(續)

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30. SHARE-BASED PAYMENTS (Continued)

Pre-IPO Share Option Scheme (Continued)

The fair value of equity-settled share options granted under the Pre-IPO Share Option Scheme during the year ended 31 December 2018 was estimated as at the date of grant using a binomial model, which was subject to a number of assumptions and with regard to the limitation of the model, and taking into account the terms and conditions upon which the options were granted. The inputs to the model used included (i) dividend yield of 2.5%; (ii) expected volatility of 32.69% to 40.18%; and (iii) risk-free interest rate of 1.56% to 2.04%. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. No other feature of the options granted was incorporated into the measurement of fair value.

The 1,866,200 share options exercised during the year ended 31 December 2019 (2018: 2,211,800) resulted in the issue of 1,866,200 (2018: 2,211,800) ordinary shares of the Company of HK\$0.10 each and new share capital of HK\$187,000 (2018: HK\$221,000), as further detailed in Note 28.

As at 31 December 2019, the Company had 3,553,800 share options outstanding under the Pre-IPO Share Option Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 3,553,800 additional ordinary shares of the Company and additional share capital of HK\$355,000 (before issue expenses).

At the date of approval of these financial statements, the Company had 3,007,200 share options outstanding under the Pre-IPO Share Option Scheme, which represented approximately 0.40% of the Company's shares in issue as at that date.

30. 股份支付(續)

首次公開發售前購股權計劃(續)

截至2018年12月31日止年度，根據首次公開發售前購股權計劃授出的以股權結算的購股權的公平值乃於授出當日以二項式模式(其須遵守若干假設及有關模式的局限)並經考慮授出購股權的條款及條件作出估計。模式所用的輸入數據包括(i)派息率2.5%；(ii)預期波幅32.69%至40.18%；及(iii)無風險利率1.56%至2.04%。預期波幅反映過往波幅表示未來趨勢的假設，亦未必為實際結果。計量公平值時並無納入已授出購股權的其他特徵。

於截至2019年12月31日止年度，行使1,866,200份(2018年：2,211,800份)購股權導致發行1,866,200股(2018年：2,211,800股)每股面值0.10港元的本公司普通股，並產生新股本187,000港元(2018年：221,000港元)(如附註28所進一步詳述)。

於2019年12月31日，本公司根據首次公開發售前購股權計劃有3,553,800份購股權未獲行使。根據本公司的現行資本架構，全面行使尚未行使的購股權將導致額外發行3,553,800股本公司普通股，並額外產生股本355,000港元(未計發行開支)。

於本批准此等財務報表日期，本公司根據首次公開發售前購股權計劃有3,007,200份購股權尚未行使，相當於本公司於該日已發行股份約0.40%。

Notes to Financial Statements (continued)

財務報表附註(續)

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31. NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS

(a) Major non-cash transactions

During the year ended 31 December 2019, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$20,637,000 and HK\$20,637,000, respectively, in respect of lease arrangements for premises (2018: Nil).

(b) Changes in liabilities arising from financing activities

The table below details the cash flows and non-cash changes in the Group's liabilities arising from financing activities. Except as disclosed below, there were no non-cash changes in the Group's liabilities arising from financing activities.

2019

		Interest-bearing bank borrowings 計息 銀行借款 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 31 December 2018	於2018年12月31日	156,220	—	156,220
Effect of adoption of HKFRS 16	採用香港財務報告準則第16號的影響	—	18,240	18,240
At 1 January 2019 (restated)	於2019年1月1日(經重列)	156,220	18,240	174,460
Financing cash flows	融資現金流量	(122,664)	(11,942)	(134,606)
<i>Non-cash changes</i>	<i>非現金變動</i>			
New leases	新租賃	—	20,637	20,637
Accretion of interest	利息增長	—	990	990
Disposal of a subsidiary (note 11)	出售附屬公司(附註11)	(7,361)	(260)	(7,621)
Effect of changes in foreign exchange rates	匯率變動的影響	(41)	10	(31)
At 31 December 2019	於2019年12月31日	26,154	27,675	53,829

31. 綜合現金流量表附註

(a) 主要非現金交易

截至2019年12月31日止年度，本集團就物業的租賃安排分別擁有使用權資產及租賃負債的非現金添置20,637,000港元及20,637,000港元(2018年：零)。

(b) 來自融資活動的負債的變動

下表詳細列出本集團來自融資活動的負債的現金流量及非現金變動。除於下文披露者外，本集團來自融資活動的負債概無非現金變動。

2019年

Notes to Financial Statements (continued)

財務報表附註(續)

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31. NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS

(Continued)

(b) Changes in liabilities arising from financing activities (Continued)

2018

31. 綜合現金流量表附註(續)

(b) 來自融資活動的負債的變動(續)

2018年

		Interest-bearing bank borrowings 計息銀行借款 HK\$'000 千港元
At 1 January 2018	於2018年1月1日	191,559
Financing cash flows	融資現金流量	(35,321)
<i>Non-cash changes</i>	<i>非現金變動</i>	
Effect of changes in foreign exchange rates	外幣匯率變動的影響	(18)
At 31 December 2018	於2018年12月31日	156,220

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

32. CONTINGENT LIABILITIES

During the years ended 31 December 2018 and 2019, the Group was not able to obtain the real estate ownership certificate for two warehouses located in the Mainland China (note 14). As the Group completed the construction of the relevant warehouses and commenced usage without obtaining the necessary construction planning permit and construction commencement permit prior to the construction and did not complete the filing of the necessary construction completion reports with the relevant authorities, the Group may be requested by the relevant authorities to demolish the construction and is subject to a maximum penalty amounting to RMB1,321,000 (equivalent to HK\$1,473,000) (31 December 2018: RMB1,321,000 (equivalent to HK\$1,504,000)). On 15 December 2017, the Group obtained a temporary construction permit for a period of two years for one of the warehouses. Having considered the recent approval of the temporary construction permit of the warehouse and the current application status of the temporary construction permit of the remaining warehouse which is currently being processed by the relevant authorities and the advice from the Group's legal counsel, the directors believe that it is not probable that the relevant authorities will impose the penalty. Accordingly, no provision for the relevant liability has been made.

32. 或然負債

於截至2018年及2019年12月31日止年度，本集團未能取得位於中國內地的兩個倉庫的房地產權證（附註14）。在完成建設相關倉庫並開始使用前，本集團未有在施工前取得所需的建設工程規劃許可及建築工程施工許可，亦並未完成向相關機關備案所需竣工報告，因此相關機關可能要求本集團拆卸該項建設，並可判處最高達人民幣1,321,000元的罰款（相當於1,473,000港元（2018年12月31日：人民幣1,321,000元（相當於1,504,000港元））。2017年12月15日，本集團就其中一個倉庫取得為期兩年的臨時建設許可證。經考慮該倉庫最近的臨時建設許可證獲批准及餘下倉庫目前的申請狀況（目前由相關機關處理中）及本集團法律顧問提供的意見後，董事相信相關機關施加罰款的機會不大，因此並無就相關負債計提撥備。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

33. COMMITMENTS

- (a) The Group had the following capital commitments at the end of the reporting period:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Contracted, but not provided for:	已訂約但未撥備：		
Property, plant and equipment	物業、廠房及設備	6,193	615

(b) **Operating lease commitments as at 31 December 2018**

The Group leased certain of its warehouses and offices under operating lease arrangements. Leases for properties were negotiated for terms ranging from one to four years.

At 31 December 2018, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		2018 2018年 HK\$'000 千港元
Within one year	一年內	11,905
In the second to fifth years, inclusive	第二至五年(包括首尾兩年)	9,415
		21,320

33. 承擔

- (a) 本集團於報告期間末有下列資本承擔：

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Contracted, but not provided for:	已訂約但未撥備：		
Property, plant and equipment	物業、廠房及設備	6,193	615

(b) **於2018年12月31日的經營租賃承擔**

本集團根據經營租賃安排租用若干倉庫及辦公室。物業租賃經磋商為期介乎一至四年。

於2018年12月31日，本集團根據不可撤銷經營租約之未來最低租金付款總額之到期情況如下：

		2018 2018年 HK\$'000 千港元
Within one year	一年內	11,905
In the second to fifth years, inclusive	第二至五年(包括首尾兩年)	9,415
		21,320

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

34. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions, arrangements and balances detailed elsewhere in these financial statements, the Group had the following transactions based on terms mutually agreed terms with related parties during the year:

	Notes 附註	2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Lease expenses/rental expenses paid to a related company	(i)	1,860	1,860
Purchase from Guangzhou Dandy Don's Ice Cream Factory Co Ltd. ("GZDD")	(ii)	—	99

Notes:

- (i) Mr. Wong Tat Tong ("Mr. Wong"), a director and the beneficial shareholder of the Company, is the controlling shareholder of these related companies.
- (ii) Mr. Wong disposed of his shareholding interest in GZDD during the year ended 31 December 2018 and any purchase from GZDD subsequent to the disposal do not constitute related party transactions of the Group.

附註：

- (i) 本公司董事及實益股東黃達堂先生(「黃先生」)為該等關聯公司的控股股東。
- (ii) 黃先生於截至2018年12月31日止年度出售其於廣州丹迪噹的持股權益，而於該出售後向廣州丹迪噹作出的任何採購均會不構成本集團的關聯方交易。

(b) Compensation of key management personnel of the Group

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Short term employee benefits	短期僱員福利	14,487	16,066
Equity-settled share option expense	以股權結算的購股權開支	895	2,891
Pension scheme contributions (defined contribution schemes)	退休金計劃供款 (界定供款計劃)	409	540
		15,791	19,497

Further details of directors' and chief executive's remuneration are disclosed in note 8 to the financial statement.

(b) 本集團主要管理人員的薪酬

關於董事及主要行政員的薪酬詳情，於財務報表附註8披露。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

35. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

Financial assets

		Loans and receivables 貸款及應收款項	
		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Trade receivables	貿易應收款項	118,855	163,848
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項的金融資產	4,845	4,752
Cash and cash equivalents	現金及現金等價物	315,211	328,684
		438,911	497,284

Financial liabilities

As at 31 December 2019

金融負債

於2019年12月31日

		Financial liabilities at fair value through profit or loss 按公平值計入損益的金融負債 HK\$'000 千港元	Financial liabilities at amortised cost 按攤銷成本計量的金融負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Derivative financial instruments	衍生金融工具	568	—	568
Trade and bills payables	貿易應付款項及應付票據	—	73,567	73,567
Financial liabilities included in accruals and other payables	計入應計款項及其他應付款項的金融負債	—	35,149	35,149
Interest-bearing bank borrowings	計息銀行借款	—	26,154	26,154
		568	134,870	135,438

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

35. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

Financial liabilities (Continued)

As at 31 December 2018

35. 金融工具 — 按類別劃分(續)

金融負債(續)

於2018年12月31日

		Financial liabilities at amortised cost 按攤銷成本計量 的金融負債 HK\$'000 千港元
Trade and bills payables	貿易應付款項及應付票據	91,240
Financial liabilities included in accruals and other payables	計入應計款項及其他應付款項的金融負債	33,877
Interest-bearing bank borrowings	計息銀行借款	156,220
		281,337

36. FAIR VALUES AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of trade receivables, financial assets included in prepayments, deposits and other receivables, cash and cash equivalents, trade and bills payables, financial liabilities included in accruals and other payables, current portion of interest-bearing bank borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments or the effect of discounting is not material.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of the non-current portion of deposits and interest-bearing bank borrowings have been calculated by discounting the expected future cash flows using the rates currently available for instruments with similar terms, credit risk and remaining maturities.

36. 金融工具的公平值及公平值層級

管理層已評估貿易應收款項、計入預付款項、按金及其他應收款項的金融資產、現金及現金等價物、貿易應付款項及應付票據、計入應計款項及其他應付款項的金融負債、計息銀行借款即期部分的公平值與其賬面值相若，主要由於該等工具期限較短或貼現影響並不重大。

金融資產及負債的公平值以自願交易方(強迫或清盤出售除外)在當前交易中可交易的該工具金額入賬。用以估計公平值的方法及假設如下：

按金非即期部分及計息銀行借款的公平值，乃以條款、信貸風險及尚餘年期相若的工具目前的利率，折現預期未來現金流量計算得出。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

36. FAIR VALUES AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

The Group entered into derivative financial instruments with creditworthy banks with no recent history of default. Derivative financial instruments, including forward currency contracts, were measured using valuation techniques similar to forward pricing model, using present value calculations. The model incorporated various market observable inputs including the credit quality of the counterparties, foreign exchange spot and forward rates and interest rate curves. The carrying amounts of forward currency contracts were the same as their fair values.

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Liabilities measured at fair value

36. 金融工具的公平值及公平值層級 (續)

本集團與近期並無違約記錄的信譽良好銀行訂立衍生金融工具合約。衍生金融工具(包括遠期貨幣合約)採用現值計算法按類似遠期計價模式估值技術計量。該模式納入多項市場可觀察輸入數據，包括交易對手的信貸質素、外匯即期及遠期匯率及利率曲線。遠期貨幣合約的賬面價值與其平值相同。

公平值層級

下表說明本集團金融工具的公平值計量層級：

按公平值計量的負債

Fair value measurement using

公平值計量使用

	Quoted prices in active markets 活躍市場 的報價 (Level 1) (第一層) HK\$'000 千港元	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第二層) HK\$'000 千港元	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第三層) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Derivative financial instruments 衍生金融工具	—	568	—	568

The Group did not have any financial assets measured at fair value as at 31 December 2019 (2018: Nil).

於2019年12月31日，本集團並無任何以公平值計量的金融資產(2018年：無)。

The Group did not have any financial liabilities measured at fair value as at 31 December 2018.

本集團於2018年12月31日並無任何按公平值計量的金融負債。

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2018: Nil).

年內，第一層與第二層之間概無轉移公平值計量，且第三層亦無轉入或轉出金融資產及金融負債(2018年：無)。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments include cash and cash equivalents and interest-bearing bank borrowings. The main purpose of these financial instruments is to finance the Group's operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's interest-bearing bank borrowings with floating interest rates. Management monitors interest rate exposure and will consider hedging significant interest rate risk should the need arise.

37. 財務風險管理目標及政策

本集團的主要金融工具包括現金及現金等價物及計息銀行借款。該等金融工具之主要目的為就本集團的運營進行融資。

自本集團的金融工具產生的主要風險為利率風險、外幣風險、信貸風險及流動資金風險。董事會檢討並同意採納以下所概述之管理各項風險的政策。

利率風險

利率風險指一項金融工具的未來現金流量可能由於市場利率變動而波動。本集團面臨的市場利率變動風險主要與本集團浮息銀行借款有關。管理層監測利率敞口，並會在需要時考慮對沖重大利率風險。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Interest rate risk (Continued)

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate bank borrowings).

		Increase/ (decrease) in basis points 基點上升/ (下降)	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) HK\$'000 千港元
2019	2019年		
HK\$	港元	50	45
HK\$	港元	(50)	(45)
RMB	人民幣	50	52
RMB	人民幣	(50)	(52)
2018	2018年		
HK\$	港元	50	(593)
HK\$	港元	(50)	593
RMB	人民幣	50	87
RMB	人民幣	(50)	(87)

Foreign currency risk

The Group has transactional currency exposures. Such exposures mainly arise from sales or purchases by operating units in currencies other than the unit's functional currencies. The majority of the Group's foreign currency purchase transactions are denominated in US\$. On the other hand, the sales and disbursements are mainly denominated in HK\$ and RMB. As HK\$ is pegged to US\$, the Company does not anticipate significant movements in the US\$/HK\$ exchange rates and the exposure on foreign currency risk is not material.

37. 財務風險管理目標及政策(續)

利率風險(續)

下表說明在所有其他變量維持不變情況下，本集團除稅前溢利對利率的合理可能變動的敏感度(通過對浮息銀行借款的影響)。

外幣風險

本集團面臨交易貨幣風險。該等風險主要由於經營單位以其功能貨幣以外之貨幣進行買賣而產生。本集團大部分外幣採購交易以美元計值。另一方面，銷售及支銷則主要以港元及人民幣計值。由於港元與美元掛鈎，本公司預期美元兌港元的匯率並不會出現重大變動，所面臨的外幣風險並不重大。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Foreign currency risk (Continued)

The Group's risk management principles with regard to its foreign currency denominated monetary assets, liabilities, commitments, and cash flows is to match as far as possible the values of such assets and cash flows against similarly denominated liabilities and cash flows. Decisions on either holding net short or long positions in foreign currency denominated monetary assets or liabilities are taken on case-by-case basis and by taking into consideration the amount and duration of the expenses, market volatility, economic trends and requirements of the business.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the Swiss Franc ("SFR") and RMB exchange rates, with all other variables held constant, of the Group's profit before tax.

37. 財務風險管理目標及政策(續)

外幣風險(續)

本集團對以外幣計值的貨幣資產、負債、承擔及現金流量的風險管理原則，為盡量匹配該等資產及現金流量與類似計值的負債及現金流量的價值。就持有外幣計值的貨幣資產或負債中的淨額淡倉或好倉的決定，乃根據不同個案並計及有關開支之金額及期限、市場波動、經濟趨勢及業務要求而作出。

下表載列於報告期末在所有其他變量維持不變情況下，本集團的除稅前溢利對瑞士法郎(「瑞郎」)及人民幣匯率的合理可能變動的敏感度。

		Increase/ (decrease) in exchange rate 基點上升/ (下降)	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) HK\$'000 千港元
2019	2019年		
If HK\$ weakens against SFR	倘若港元兌瑞郎貶值	5%	(84)
If HK\$ strengthens against SFR	倘若港元兌瑞郎升值	(5%)	84
If HK\$ weakens against RMB	倘若港元兌人民幣貶值	5%	541
If HK\$ strengthens against RMB	倘若港元兌人民幣升值	(5%)	(541)
2018	2018年		
If HK\$ weakens against SFR	倘若港元兌瑞郎貶值	5%	(133)
If HK\$ strengthens against SFR	倘若港元兌瑞郎升值	(5%)	133
If HK\$ weakens against RMB	倘若港元兌人民幣貶值	5%	(5)
If HK\$ strengthens against RMB	倘若港元兌人民幣升值	(5%)	5

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

Maximum exposure and year-end staging

The tables below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. The amounts presented are gross carrying amounts for financial assets.

As at 31 December 2019

37. 財務風險管理目標及政策(續)

信貸風險

本集團僅與經認可且信譽良好的第三方進行交易。本集團政策規定，所有擬按信貸期進行交易的客戶，均須接受信貸核實程序。此外，本集團持續監察應收款項結餘，並無面對重大的壞賬風險。

最大風險及年末的分級

下表列示根據本集團的信貸政策的信貸質素及就信貸風險所面對的最大風險，主要以已逾期的資料為依據(除非有其他資料而毋須使用過多成本或努力)，以及於12月31日的年末分級。已呈報金額為的金融資產賬面總額。

於2019年12月31日

		12-month ECLs		Lifetime ECLs		
		12個月預期信貸虧損		全期預期信貸虧損		
		Stage 1	Stage 2	Stage 3	Simplified approach	Total
		第一級	第二級	第三級	簡化方法	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Trade receivables*	貿易應收款項*	—	—	—	126,940	126,940
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項的金融資產					
— normal [^]	— 正常 [^]	4,845	—	—	—	4,845
Cash and cash equivalents	現金及現金等價物	315,211	—	—	—	315,211
		320,056	—	—	126,940	446,996

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

Maximum exposure and year-end staging (Continued)

As at 31 December 2018

37. 財務風險管理目標及政策(續)

信貸風險(續)

最大風險及年末的分級(續)

於2018年12月31日

		12-month ECLs 12個月預期 信貸虧損	Lifetime ECLs 全期預期信貸虧損			Total 總計
		Stage 1 第一級 HK\$'000 千港元	Stage 2 第二級 HK\$'000 千港元	Stage 3 第三級 HK\$'000 千港元	Simplified approach 簡化方法 HK\$'000 千港元	HK\$'000 千港元
Trade receivables*	貿易應收款項*	—	—	—	173,660	173,660
Financial assets included in prepayments, deposits and other receivables — normal [^]	計入預付款項、 按金及其他應收 款項的金融資產 — 正常 [^]	4,752	—	—	—	4,752
Cash and cash equivalents	現金及現金等價物	328,684	—	—	—	328,684
		333,436	—	—	173,660	507,096

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 19.

[^] The credit quality of the financial assets included in prepayments, deposits and other receivables is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

* 就本集團採用簡化減值法的貿易應收款項而言，根據撥備矩陣而估計的資料於附註19披露。

[^] 計入預付款項、按金及其他應收款項的金融資產的信貸質素在尚未逾期，且並無資料顯示金融資產的信貸風險自初步確認以來大幅增加時被視為「正常」。否則金融資產的信貸質素被視為「呆賬」。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

Maximum exposure and year-end staging (Continued)

As at 31 December 2018 (Continued)

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by customer/counterparty, by geographical region and by industry segment. As at the end of the reporting period, the Group had certain concentrations of credit risk as 16% (2018: 20%) and 38% (2018: 38%) of the Group's total trade receivables were due from the Group's largest debtor and the five largest debtors from continuing operations, respectively.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 19 to the financial statements.

Liquidity risk

The Group's objective is to ensure there are adequate funds to meet its liquidity requirements in the short and longer terms. In the management of liquidity risk, the Group has been maintaining a cash pooling system where excess liquid is centralised internally through inter-group accounts. Depending on the specific requirements of each funding agreement, funding for the Group's operating companies may be sourced directly from the Group's bankers or indirectly through the Company.

37. 財務風險管理目標及政策(續)

信貸風險(續)

最大風險及年末的分級(續)

於2018年12月31日(續)

由於本集團僅與經認可且信譽良好的第三方進行交易，所以無需抵押品。信貸集中風險乃按客戶／對手方、地理區域及行業板塊管理。於報告期間末，本集團有一定的信貸集中風險，分別為16% (2018年：20%) 及38% (2018年：38%)，乃應收本集團持續經營的最大債務人及五大債務人的款項。

有關本集團來自貿易應收款項的信貸風險的進一步量化數據，於過往財務資料附註19披露。

流動資金風險

本集團的目標為確保有充足資金以滿足其短期及長期流動資金要求。為管理流動資金風險，本集團一直維持現金池系統，透過集團內公司間賬戶於內部平均分配剩餘的流動資金。視乎各資金協議的具體要求而定，本集團的營運公司可直接由本集團的往來銀行或間接透過本公司取得資金。

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

The following tables show the maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments.

37. 財務風險管理目標及政策(續)

流動資金風險(續)

下表載列於報告期間末本集團金融負債根據合約未貼現付款的到期情況：

		On demand/ within 3 months 按要求/ 3個月內 HK\$'000 千港元	Less than 1 year 少於1年 HK\$'000 千港元	Within 2 to 5 years 2至5年內 HK\$'000 千港元	Total 合計 HK\$'000 千港元
2019	2019年				
Trade and bills payables	貿易應付款項及 應付票據	73,567	—	—	73,567
Financial liabilities included in accruals and other payables	計入應計款項及 其他應付款項 的金融負債	35,149	—	—	35,149
Interest-bearing bank borrowings	計息銀行借款	26,154	—	—	26,154
Lease liabilities	租賃負債	3,866	11,636	13,837	29,339
		138,736	11,636	13,837	164,209
2018	2018年				
Trade and bills payables	貿易應付款項及 應付票據	91,240	—	—	91,240
Financial liabilities included in accruals and other payables	計入應計款項及 其他應付款項 的金融負債	33,877	—	—	33,877
Interest-bearing bank borrowings	計息銀行借款	131,003	8,782	18,074	157,859
		256,120	8,782	18,074	282,976

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholder's value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to the shareholder, return capital to shareholder or issue new shares. The Group is required to comply with certain externally imposed capital requirements as set out in certain banking facility letters. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2019 and 2018.

The Group monitors capital using a gearing ratio, which is the ratio of interest-bearing bank borrowings to total shareholders' equity. Total shareholders' equity comprises all components of equity attributable to owners of the parent. The Group's policy is to maintain the gearing ratio at a reasonable level. The gearing ratios as at the end of the reporting periods were as follows:

		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元
Interest-bearing bank borrowings	計息銀行借款	26,154	156,220
Total equity attributable to owners of the parent	母公司擁有人應佔股權總額	549,735	536,508
Gearing ratio	資本負債比率	4.8%	29.1%

37. 財務風險管理目標及政策(續)

資本管理

本集團管理資本的首要目標是保障本集團能持續營運，並維持健康資本比率以支持其業務及盡量提高股東價值。

本集團管理其資本結構，並根據經濟狀況的變動及相關資產的風險特點對其進行調整。為維持或調整資本結構，本集團可能會調整支付予股東的股息、向股東返還資本或發行新股份。本集團須遵守若干銀行融通信函所載的若干外部施加的資本規定。截至2019年及2018年12月31日止年度並無對管理資本的目標、政策或過程作出變更。

本集團使用資本負債比率(即計息銀行借款對股東權益總額的比率)監察資本。股東權益總額包括母公司擁有人應佔股權的全部項目。本集團的政策為將資本負債比率維持於合理水平。於報告期末的資本負債比率如下：

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

38. 本公司的財務狀況表

本公司於報告期間末的財務狀況表資料如下：

		2019 2019年 HK\$'000 千港元	2018 2018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	1,765	—
Investments in subsidiaries	於附屬公司的投資	78,563	78,563
Total non-current assets	非流動資產總額	80,328	78,563
CURRENT ASSETS	流動資產		
Prepayments and deposits	預付款項及按金	356	380
Due from subsidiaries	應收附屬公司	448,328	436,217
Tax recoverable	可收回稅款	150	—
Cash and cash equivalents	現金及現金等價物	1,816	600
Total current assets	流動資產總值	450,650	437,197
CURRENT LIABILITIES	流動負債		
Accruals	應計款項	2,969	1,529
Lease liabilities	租賃負債	1,796	—
Tax payable	應付稅項	—	18
Total current liabilities	流動負債總額	4,765	1,547
NET CURRENT ASSETS	流動資產淨值	445,885	435,650
Net assets	資產淨值	526,213	514,213
EQUITY	權益		
Share capital	股本	76,394	76,207
Reserves (note)	儲備(附註)	449,819	438,006
Total equity	權益總額	526,213	514,213

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

A summary of the Company's reserves is as follows:

38. 本公司的財務狀況表(續)

附註：

本公司儲備的概要如下：

		Share premium account 股份溢價賬 HK\$'000 千港元	Contributed surplus 繳入盈餘 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 January 2018	於2018年1月1日的結餘	—	123,578	—	35,870	159,448
Total comprehensive income for the year	年度全面收入總額	—	—	—	37,990	37,990
Issue of shares under initial public offering	根據首次公開發售發行股份	267,165	—	—	—	267,165
Share issue expenses	股份發行開支	(17,001)	—	—	—	(17,001)
Dividends	股息	—	—	—	(18,093)	(18,093)
Equity-settled share option arrangement	以股權結算的購股權	—	—	7,405	—	7,405
Issue of shares upon exercise of share options	行使購股權後發行股份	4,147	—	(3,055)	—	1,092
Transfer of share option reserve upon forfeiture of share options	沒收購股權後轉撥至購股權儲備	—	—	(115)	115	—
At 31 December 2018 and at 1 January 2019	於2018年12月31日及2019年1月1日	254,311	123,578	4,235	55,882	438,006
Total comprehensive income for the year	年度全面收入總額	—	—	—	71,759	71,759
Dividends	股息	—	—	—	(63,311)	(63,311)
Equity-settled share option arrangement	以股權結算的購股權	—	—	2,443	—	2,443
Issue of shares upon exercise of share options	行使購股權後發行股份	3,440	—	(2,518)	—	922
Transfer of share option reserve upon forfeiture of share options	沒收購股權後轉撥至購股權儲備	—	—	(80)	80	—
At 31 December 2019	於2019年12月31日	257,751	123,578	4,080	64,410	449,819

Notes to Financial Statements (continued)

財務報表附註(續)

31 December 2019
2019年12月31日

39. EVENT AFTER THE REPORTING PERIOD

Subsequent to the end of the reporting period (i.e. 31 December 2019) and up to the date of this financial statements, the Company purchased 10,918,000 of its Shares on the Stock Exchange for a total cash consideration of HK\$12,919,000. The purchased Shares were cancelled and the total amount paid for the purchase of Shares has been charged to retained profits of the Company.

40. COMPARATIVE AMOUNTS

The comparative statement of profit or loss has been re-presented as if the operation discontinued during the current year had been discontinued at the beginning of the comparative period (note 11).

As further explained in note 2.2 to the financial statements, the Group adopted HKFRS 16 on 1 January 2019 using the modified retrospective approach. Under this approach, the comparative amounts in the financial statements were not restated and continued to be reported under the requirements of the previous standard, HKAS 17, and related interpretations.

41. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 5 March 2020.

39. 報告期間後事項

於報告期間末(即2019年12月31日)後及直至本財務報表日期,本公司以現金代價總額12,919,000港元收購其於聯交所的10,918,000股股份。所收購股份已註銷,而收購股份所支付的總金額已計入本公司的保留溢利中。

40. 比較金額

比較損益表已重列,猶如於本年度終止的已終止業務已於比較期初終止(附註11)。

誠如財務報表附註2.2進一步闡述,本集團於2019年1月1日起,使用經修訂追溯法,採用香港財務報告準則第16號。根據此方法,財務報表的比較金額並無重列及繼續根據先前準則香港會計準則第17號及相關詮釋的要求呈報。

41. 批准財務報表

財務報表於2020年3月5日獲董事會批准及授權刊發。

Five Year Financial Summary

五年財務概要

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements and restated/reclassified as appropriate, is set out below.

本集團於過去五個財政年度的業績以及資產、負債及非控股權益摘要(摘錄自己刊發經審核財務報表並已經適當重列/重新分類)載列如下。

A SUMMARY OF RESULTS

業績概要

		Year ended 31 December 截至12月31日止年度				
		2019 2019年 (HK\$'000) (千港元)	2018 2018年 (HK\$'000) (千港元)	2017 2017年 (HK\$'000) (千港元)	2016 2016年 (HK\$'000) (千港元)	2015 2015年 (HK\$'000) (千港元)
CONTINUING OPERATIONS	持續經營業務					
REVENUE	收入	784,998	831,072	728,159	651,485	645,147
Cost of sales	銷售成本	(475,166)	(516,894)	(459,648)	(390,523)	(407,372)
Gross profit	毛利	309,832	314,178	268,511	260,962	237,775
Other income and gains, net	其他收入及收益淨額	5,127	2,968	3,997	16,352	15,981
Selling and distribution expenses	銷售及分銷開支	(115,863)	(117,147)	(108,913)	(106,020)	(95,017)
Administrative expenses	行政開支	(79,204)	(91,770)	(101,276)	(79,037)	(82,671)
Other expenses, net	其他開支淨額	(5,104)	(11,068)	(1,770)	(11,689)	(9,903)
Finance costs	融資成本	(3,509)	(4,513)	(3,184)	(3,099)	(3,869)
PROFIT BEFORE TAX FROM CONTINUING OPERATIONS	持續經營業務除稅前溢利	111,279	92,648	57,365	77,469	62,296
Income tax expense	所得稅開支	(21,466)	(19,408)	(14,688)	(16,733)	(13,346)
PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS	持續經營業務的年內溢利	89,813	73,240	42,677	60,736	48,950
DISCONTINUED OPERATIONS	已終止經營業務					
(LOSS)/PROFIT FOR THE YEAR FROM DISCONTINUED OPERATIONS	已終止經營業務年內(虧損)/溢利	(12,523)	4,240	5,697	4,967	(9,494)
PROFIT FOR THE YEAR	年內溢利	77,290	77,480	48,374	65,703	39,456

Five Year Financial Summary (continued) 五年財務概要(續)

A SUMMARY OF RESULTS (Continued)

業績概要(續)

		Year ended 31 December 截至12月31日止年度				
		2019 2019年 (HK\$'000) (千港元)	2018 2018年 (HK\$'000) (千港元)	2017 2017年 (HK\$'000) (千港元)	2016 2016年 (HK\$'000) (千港元)	2015 2015年 (HK\$'000) (千港元)
Attributable to:	以下人士應佔：					
Owners of the parent	母公司擁有人					
Profit for the year from continuing operations	持續經營業務年內溢利	89,813	73,240	42,677	61,141	49,427
(Loss)/profit for the year from discontinued operations	已終止經營業務年內(虧損)/溢利	(14,335)	2,544	3,418	3,805	(8,180)
Profit for the year	年內溢利	75,478	75,784	46,095	64,946	41,247
Non-controlling interests	非控股權益					
Loss for the year from continuing operations	持續經營業務年內虧損	—	—	—	(405)	(477)
Profit/(loss) for the year from discontinued operations	已終止經營業務年內溢利/(虧損)	1,812	1,696	2,279	1,162	(1,314)
Profit/(loss) for the year	年內溢利/(虧損)	1,812	1,696	2,279	757	(1,791)
		77,290	77,480	48,374	65,703	39,456

Five Year Financial Summary (continued)

五年財務概要(續)

ASSETS AND LIABILITIES

資產及負債

As at 31 December

於12月31日

		2019 2019年 (HK\$'000) (千港元)	2018 2018年 (HK\$'000) (千港元)	2017 2017年 (HK\$'000) (千港元)	2016 2016年 (HK\$'000) (千港元)	2015 2015年 (HK\$'000) (千港元)
Non-current assets	非流動資產	165,632	142,127	147,473	151,451	181,111
Current assets	流動資產	572,871	719,414	433,988	439,913	383,567
Current liabilities	流動負債	169,764	284,226	291,960	245,784	235,877
Net current assets	流動資產淨值	403,107	435,188	142,028	194,129	147,690
Non-current liabilities	非流動負債	19,004	22,988	57,441	48,282	64,697
Net assets	資產淨值	549,735	554,327	232,060	297,298	264,104
EQUITY						
	權益					
Equity attributable to owners of the parent	母公司擁有人應佔權益	549,735	536,508	214,169	279,253	247,366
Non-controlling interests	非控股權益	—	17,819	17,891	18,045	16,738
		549,735	554,327	232,060	297,298	264,104

Five Year Financial Summary (continued)

五年財務概要(續)

KEY FINANCIAL RATIOS

重要財務比率

		As at and for the year ended 31 December 於12月31日及截至12月31日止年度				
		2019 2019年	2018 2018年	2017 2017年	2016 2016年	2015 2015年
Profitability ratios	盈利能力比率					
Return on equity ⁽¹⁾	權益回報 ⁽¹⁾	13.7%	14.1%	21.5%	23.3%	16.7%
Return on assets ⁽²⁾	資產回報 ⁽²⁾	10.5%	9.0%	8.3%	11.1%	7.0%
Liquidity ratios	流動資金比率					
Current ratio ⁽³⁾	流動比率 ⁽³⁾	3.4	2.5	1.5	1.8	1.6
Quick ratio ⁽⁴⁾	速動比率 ⁽⁴⁾	2.6	1.8	0.8	1.2	0.9
Capital adequacy ratios	資本充足比率					
Gearing ratio ⁽⁵⁾	資產負債比率 ⁽⁵⁾	4.8%	29.1%	89.4%	62.3%	70.7%
Net cash/(debt) to equity ratio ⁽⁶⁾	現金/(負債)淨額權益比率 ⁽⁶⁾	52.6%	32.1%	(68.1)%	(45.0)%	(46.5)%

Notes:

- (1) Return on equity represents profit for the year attributable to owners of the parent as a percentage of equity attributable to owners of the parent as of the end of the same year.
- (2) Return on assets represents profit for the year as a percentage of total assets as of the end of the same period.
- (3) Current ratio is equal to current assets divided by current liabilities as of the end of the year.
- (4) Quick ratio equals current assets less inventories divided by current liabilities as of the end of the year.
- (5) Gearing ratio equals total debt divided by equity attributable to owners of the parent. Total debt represents interest-bearing bank borrowings.
- (6) Net debt to equity ratio equals net debt divided by equity attributable to owners of the parent at the end of the year. Net debt represents interest-bearing bank borrowings, less cash and cash equivalents.

附註：

- (1) 權益回報指母公司擁有人應佔年度溢利於同年末佔母公司擁有人應佔權益的百分比。
- (2) 資產回報指年度溢利佔同期末資產總值的百分比。
- (3) 流動比率相等於年末的流動資產除以流動負債。
- (4) 速動比率相等於年末的流動資產減存貨除以流動負債。
- (5) 資產負債比率相等於債務總額除以母公司擁有人應佔權益。債務總額指計息銀行借款。
- (6) 負債淨額權益比率相等於年末的債務淨額除以母公司擁有人應佔權益。債務淨額指計息銀行借款，減去現金及現金等價物。



TWG

Tsit Wing International Holdings Limited

捷榮國際控股有限公司*

(Incorporated under the laws of Bermuda with limited liability)
(根據百慕達法例註冊成立的有限公司)

Stock Code 股份代號：2119



This annual report is printed on environmental paper
此年報以環保紙張印製