

Contel Technology Company Limited 康特隆科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 1912



ANNUAL REPORT
年報
2019

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Lam Keung (*Chairman and Chief Executive Officer*)
Mr. Qing Haodong
Mr. Mai Lu
Ms. Cheng Yu Pik (*appointed on 27 March 2020*)

Independent Non-executive Directors

Mr. Dan Kun Lei, Raymond
Mr. Wong Kwun Ho
Mr. Lai Man Shun

BOARD COMMITTEES

Audit Committee

Mr. Wong Kwun Ho (*Chairman*)
Mr. Dan Kun Lei, Raymond
Mr. Lai Man Shun

Nomination Committee

Mr. Lam Keung (*Chairman*)
Mr. Lai Man Shun
Mr. Wong Kwun Ho

Remuneration Committee

Mr. Lai Man Shun (*Chairman*)
Mr. Lam Keung
Mr. Dan Kun Lei, Raymond

COMPANY SECRETARY

Ms. Au Ka Man Silkie

AUTHORISED REPRESENTATIVES

Mr. Lam Keung
Ms. Au Ka Man Silkie

AUDITOR

Moore Stephens CPA Limited
Public Interest Entity Auditor registered in accordance with Financial Reporting Council Ordinance

董事會

執行董事

林強先生 (*主席兼行政總裁*)
卿浩東先生
麥魯先生
鄭宇璧女士 (*於2020年3月27日委任*)

獨立非執行董事

鄧昆雷先生
黃冠豪先生
黎萬信先生

董事委員會

審核委員會

黃冠豪先生 (*主席*)
鄧昆雷先生
黎萬信先生

提名委員會

林強先生 (*主席*)
黎萬信先生
黃冠豪先生

薪酬委員會

黎萬信先生 (*主席*)
林強先生
鄧昆雷先生

公司秘書

歐嘉敏女士

授權代表

林強先生
歐嘉敏女士

核數師

大華馬施雲會計師事務所有限公司
於《財務匯報局條例》下的註冊公眾利益實體核數師

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited

Bank of China (Hong Kong) Limited

REGISTERED OFFICE

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

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit No. A, 13th Floor, Block 1
Leader Industrial Centre
Nos. 188-202 Texaco Road
Tsuen Wan
New Territories
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited

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

主要往來銀行

香港上海滙豐銀行有限公司

中國銀行(香港)有限公司

註冊辦事處

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

香港總部及主要營業地點

香港
新界
荃灣
德士古道188-202號
立泰工業中心
1座13樓A室

開曼群島主要股份過戶登記處

Conyers Trust Company (Cayman) Limited

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

香港股份過戶登記分處

卓佳證券登記有限公司

香港
皇后大道東183號
合和中心54樓

CORPORATE INFORMATION

公司資料

CORPORATE WEBSITE

<http://www.conteltechnology.com>

COMPLIANCE ADVISOR

Alliance Capital Partners Limited

Room 1502-03A, 15/F Wing On House

71 Des Voeux Road Central

Hong Kong

Licensed corporation under the SFO to

carry out type 1 (dealing in securities) and

type 6 (advising on corporate finance) regulated

activities under the SFO

STOCK CODE

1912

公司網址

<http://www.conteltechnology.com>

合規顧問

同人融資有限公司

香港

德輔道中71號

永安集團大廈15樓1502-03A室

根據《證券及期貨條例》可進行《證券及期

貨條例》項下第1類(證券交易)及第6類

(就機構融資提供意見)受規管活動的持

牌法團

股份代號

1912

CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the Board of Directors (the “**Board**”), I am pleased to present the first annual results of Contel Technology Company Limited (the “**Company**” or “**Contel**”) and its subsidiaries (together referred to as the “**Group**”) for the year ended 31 December 2019 (the “**Year**”) after the successful listing of the shares of the Company (the “**Listing**”) on the Main Board of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) on 16 July 2019 (“**Listing Date**”).

For the year ended 31 December 2019, revenue of Contel amounted to US\$101.5 million, representing an increase of 50.8% as compared to US\$67.3 million for the year ended 31 December 2018. Profit attributable to shareholders of the Company (the “**Shareholders**”) amounted to US\$2.5 million, representing a decrease of 3.8% as compared to US\$2.6 million for the year ended 31 December 2018. For the year ended 31 December 2019, basic earnings per share amounted to 2.8 HK cents, representing a decrease of 17.6% as compared to last year. Profit attributable to Shareholders in 2019 was lower as a result of listing expenses of US\$2.7 million incurred during the year (2018: US\$1.5 million).

SUMMARY

The Group's performance benefited from the accelerating growth of Internet of Things (“**IoT**”) solution in the Year and recorded uptrend starting from the second half of 2019. Capitalising on its successful business model and industry-leading competitive strengths, the Group delivered remarkable performance that outperformed the overall market. For the year ended 31 December 2019, the Group has delivered total revenue growth of 50.8% year-on-year.

各位股東：

本人代表董事會（「**董事會**」）欣然呈報康特隆科技有限公司（「**本公司**」或「**康特隆**」，連同其附屬公司統稱「**本集團**」）在股份於2019年7月16日（「**上市日期**」）成功在香港聯合交易所有限公司（「**聯交所**」）主板上市（「**上市**」）後截至2019年12月31日止年度（「**本年度**」）的首份全年業績。

截至2019年12月31日止年度，康特隆收入為101.5百萬美元，而截至2018年12月31日止年度為67.3百萬美元，增幅為50.8%。本公司股東（「**股東**」）應佔利潤為2.5百萬美元，而截至2018年12月31日止年度為2.6百萬美元，減幅為3.8%。截至2019年12月31日止年度，每股基本盈利2.8港仙，較去年減少17.6%。2019年股東應佔利潤減少是由於年內產生上市開支2.7百萬美元（2018年：1.5百萬美元）。

概要

本集團的表現得益於年內物聯網解決方案快速增長，2019年下半年開始錄得上升趨勢。憑藉成功的商業模式及行業領先的競爭優勢，本集團的出色表現在整個市場脫穎而出。截至2019年12月31日止年度，本集團的總收入同比增長50.8%。

BUSINESS REVIEW

Revenue

For the year ended 31 December 2019, revenue derived from mobile devices and smart charging was US\$76.6 million, representing an increase of 121.5% as compared to last year, which was mainly boosted by rising demand of the fast technology advancements and wide applications of mobile phones and IoT devices, etc., in the world, especially in the PRC. Owing to the decrease in the sales demand of the variable-frequency drive electronic products in entry level new energy automotive in the PRC, the revenue of motor control recorded was US\$11.8 million, representing a decrease of 26.8% as compared to last year. For sensors and automation, the revenue was US\$4.6 million, representing an increase of 96.6% as compared to last year, which was mainly boosted by (i) capitalise on this exponentially growing sector by, including developing applications to be used different sensors which would be applied and incorporated in personal mobile devices and smart lighting systems in buildings; and (ii) devoting resources and expanding our capabilities in the sensors and automation category in order to fully harness the huge potential prospects that are to be brought about by IoT.

業務回顧

收入

截至2019年12月31日止年度，移動設備及智能充電所得收入為76.6百萬美元，較去年增加121.5%，主要是由於全球範圍內尤其是中國的科技迅速進步及移動手機及物聯網設備等廣泛應用導致需求日益增長。由於中國入門級新能源汽車的變頻器電子產品的銷售需求減少，電機控制收入錄得11.8百萬美元，較去年減少26.8%。傳感器及自動控制的收入為4.6百萬美元，較去年增加96.6%，增加主要歸因於以下因素：(i)通過開發用於各種傳感器的應用等來利用這一呈幾何級數增長的行業，該等傳感器將應用於及安裝在個人移動設備及建築物中的智能照明系統；(ii)投入資源並提高我們在傳感器及自動控制類別的能力，以便充分利用物聯網帶來的巨大潛在發展前景。

BUSINESS OUTLOOK

In 2020, integrated circuits (“IC”) application solutions and IC related services remain highly competitive. We will continue to operate diligently with a view to make the Company prosper, so as to further develop and grow.

For our primary business, the Group will continue to grow our strengths in expertise for semiconductor products with focus on quality, environmentally-friendly and energy-saving solutions. We will keep on investing resources in circuitry design, transferring and fitting the circuitry layout onto printed circuit boards (“PCBs”), designing appropriate software where needed, developing prototype evaluation boards, sourcing and suggesting specific brands of ICs required, and then producing reference designs according to customers’ requirements or specifications.

During our long research and development history, we have accumulated much experience and capacity in the development of application solutions and have established an outstanding technical team. We would make every endeavor to explore more business opportunities in different application solution so as to strengthen the Group’s financial position.

In addition, the Company will actively explore the possibilities of external strategic investment and cooperation, in particular business opportunities which can enhance the stability and diversity of our product offerings and revenue.

In March 2020, the World Health Organisation announced COVID-19 as a pandemic, as such it is likely to bring about fluctuations in the demand of different end markets. As there is still great uncertainty of the spread of the epidemic, the degree of impact on different end markets and different customers may vary consequently, the impact on the Group cannot be predicted at this stage.

The Group will make use of the advantages of the listing platform to deepen its strategic alliances and promote further expansion. Further, the Group will continue its strategy through organic growth and will look out for suitable strategic acquisition with a view to accelerate our growth trajectory and to seize market development opportunities to maximize returns for Shareholders.

業務展望

2020年，集成電路(「IC」)應用解決方案及IC相關服務仍然競爭激烈。我們將繼續勤勉地經營業務，以使公司進一步發展壯大。

主要業務方面，本集團將繼續增強半導體產品的專門技術，注重提供優質、環保、節能的解決方案。我們將繼續投入資源用於電路設計、將電路佈局轉換及安裝到印刷電路板(「PCB」)上、於需要時設計合適的軟件、開發評估板、採購及建議所需IC的具體品牌，然後根據客戶的要求或規格提供參考設計。

在漫長的研發歷史中，我們在應用解決方案的開發方面積累了豐富的經驗及能力，並組建了一隻優秀的技術團隊。我們將努力在不同的應用解決方案中探索更多的商機，以增強本集團的財務狀況。

此外，本公司將積極探索外部策略投資與合作的可能性，尤其是可提高產品供應及收入穩定性和多樣性的商機。

2020年3月，世界衛生組織宣佈新型冠狀病毒病為大流行病，因此很可能導致不同終端市場需求的波動。由於該流行病的傳播仍存在很大不確定性，因此對不同終端市場及不同客戶的影響程度或會有所不同，故現階段無法預測對本集團的影響。

本集團將利用上市平台的優勢深化策略聯盟，促進進一步擴張。此外，本集團將繼續通過內部增長實施策略並尋求合適的策略收購，以推進增長策略，抓住市場發展機遇，為股東帶來最大回報。

APPRECIATION

On behalf of the Board, I would like to express our gratitude to the Shareholders and business partners for their trust and long-term support to the Group. Moreover, I would also like to express gratitude to the Board, the management of the Company and all employees for their persistent efforts and contributions in the past few years. In 2020, the Company will continue to strive achieving better results to bring better return for the Shareholders.

LAM KEUNG
Chairman
27 March 2020

致謝

本人謹藉此機會代表董事會衷心感謝股東及業務夥伴對本集團的信心和長遠支持，亦衷心感謝董事會、本公司管理層及全體員工過去數年的不懈努力和貢獻。2020年，本公司將繼續傾盡全力，為股東帶來豐碩的回報。

主席
林強
2020年3月27日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

		2019 2019年 USD'000 千美元	2018 2018年 USD'000 千美元	Changes 變動
Key financial information				
主要財務資料				
Revenue	收入	101,461	67,279	50.8%
Gross profit	毛利	11,474	9,405	22.0%
Profit for the year attributable to owners of the Company	本公司擁有人應佔年度利潤	2,513	2,611	(3.8%)
Core net profit attributable to owners of the Company (excluding the listing expenses)	本公司擁有人應佔核心淨利潤(不包括上市開支)	5,222	4,154	25.7%
		As at 31 December 2019 於2019年 12月31日 USD'000 千美元	As at 31 December 2018 於2018年 12月31日 USD'000 千美元	Changes 變動
Total assets	資產總額	58,465	33,541	74.3%
Total liabilities	負債總額	28,676	20,029	43.2%
Cash and cash equivalents	現金及現金等價物	6,263	2,874	117.9%
Total equity	權益總額	29,789	13,512	120.5%
Key financial ratios				
主要財務比率				
Gross profit margin	毛利率	11.3%	14.0%	(2.7pp)
Core net profit margin attributable to owners of the Company (excluding the listing expenses)	本公司擁有人應佔核心淨利潤(不包括上市開支)	5.1%	6.2%	(1.1pp)
Basic and diluted earnings per share (HK cents)	每股基本及攤薄盈利(港仙)	2.81	3.41	(17.6%)

OVERVIEW

The Group primarily engage in the sourcing and sale of IC products and the provisions of IC application solutions and value-added services to suit the needs of our customers. Our business is focused on fast-growing and emerging market categories, with an emphasis on providing environmentally-friendly and energy-saving solutions.

After years of continuous efforts, the Group has become a well-established fabless semiconductor application solutions provider specialising in the provision, design and development of IC application solutions and sale of ICs for consumer and industrial products. The aim of the Group is to strengthen our market position within the IC application solutions industry by increasing our market share and enhancing the quality of our services. We believe that this will bring sustainable growth to our business and create long-term value in the Group for our Shareholders.

BUSINESS REVIEW

The Group focuses on the consumer and industrial product sectors, we source and sell IC products. We also provide IC application solutions and value-added services to suit the needs of our customers. While our application solutions can be utilised in a wide range of electronic products, we specialise in the following five major product categories: (i) mobile devices and smart charging; (ii) motor control; (iii) radio frequency (“**RF**”) power; (iv) light-emitting diode (“**LED**”) lighting; and (v) sensors and automation.

概覽

本集團主要從事採購及銷售IC產品，並提供IC應用解決方案及增值服務以滿足客戶需求。我們的業務專注於快速增長的新興市場，尤其注重提供環保及節能的解決方案。

經過多年的不懈努力，本集團已成為一家成熟的無晶圓廠半導體應用解決方案供應商，專業從事提供、設計及開發IC應用解決方案以及銷售用於消費及工業產品的IC。本集團的目標是透過擴大市場份額及加強我們服務的質量鞏固我們在IC應用解決方案行業的市場地位。我們認為這將為我們的業務帶來持續增長，並為本集團股東創造長期價值。

業務回顧

本集團側重於消費類和工業產品類別，我們採購及銷售IC產品。我們亦提供IC應用解決方案及增值服務以滿足客戶需求。雖然我們的應用解決方案可廣泛運用於電子產品中，但我們專營下列五大產品類別：(i) 移動設備及智能充電；(ii) 電機控制；(iii) 射頻(「**RF**」)電源；(iv) 發光二極管(「**LED**」)照明；及(v) 傳感器及自動控制。

Breakdown of our revenue generated by product category for the year ended 31 December 2019 (the “Year”) and 31 December 2018 (the “Preceding Year”) is set forth below:

截至2019年12月31日止年度(「本年度」)及截至2018年12月31日止年度(「前一年度」)按產品類型劃分的收入明細載列如下:

		2019 2019年		2018 2018年	
		USD'000	%	USD'000	%
		千美元	%	千美元	%
Mobile devices and smart charging	移動設備及智能充電	76,550	75.4	34,554	51.4
Motor control	電機控制	11,843	11.7	16,186	24.1
Sensors and automation	傳感器及自動控制	4,633	4.6	2,356	3.5
LED lighting	LED照明	4,492	4.4	6,759	10.0
RF power	RF電源	3,943	3.9	7,424	11.0
Total	合計	101,461	100.0	67,279	100.0

Breakdown of our gross profit by product category for the Year and the Preceding Year is set forth below:

本年度及前一年度按產品類型劃分的毛利明細載列如下:

		2019 2019年		2018 2018年	
		USD'000	%	USD'000	%
		千美元	%	千美元	%
Mobile devices and smart charging	移動設備及智能充電	7,700	67.1	4,648	49.4
Motor control	電機控制	1,721	15.0	2,087	22.2
Sensors and automation	傳感器及自動控制	613	5.4	333	3.5
LED lighting	LED照明	462	4.0	946	10.1
RF power	RF電源	978	8.5	1,391	14.8
Total	合計	11,474	100.0	9,405	100.0

Mobile devices and smart charging

The mobile devices category focuses on products utilising low power radio frequency connectivity and signal transmissions. ICs in the mobile devices category are antennae-centric products, which enable and improve the wireless functions (such as 2G/3G/4G/LTE and wifi connectivity) of the antennae of cars, mobile phones and tablets, smart watches and other wifi-enabled devices. The Group assist customers in developing the application solutions for such ICs to match their product requirements and restrictions.

Smart charging is a power management technology used in smart devices such as smart phones, computers and battery packs to provide shorter charging times for these devices. By utilising smart charging ICs, smart devices boost the level of power to be delivered and thus charge the batteries of the smart devices at faster speeds, thereby shortening the overall charging time. Smart charging ICs also gauge various attributes of the batteries, such as the levels of charge and the thermal conditions of the batteries, and reduce the level of power delivered to the batteries when they are nearly full or getting overheated.

Motor control

Motor control ICs are used in modern motors where the speed and torque of the moveable parts of a machine need to be controlled. These motor control applications can be applied to a wide array of devices, from household items such as fans, to heavy industrial equipment such as forklifts and robots. Motor control application solutions are mainly focused on the ICs used on variable-frequency drive (“VFDs”). VFDs are a type of motor controller that controls the speed and torque of an electric motor by varying the frequency and voltage of its power supply. By using VFDs, motors are able to save energy, control performance, reduce noise levels of the motor, and improve the lifespan of machines.

Customers of the motor control category are generally manufacturers of motors. Motor control solutions of the Group include applications for the controls of ceiling and vertical fans, electronically commutated fans, air-conditioning systems, electric cars and bikes, robotic arms, pumps, washing machines, compressors, sewing machines, industrial power tools such as electric picks, and medical power tools such as drills.

移動設備以及智能充電

移動設備類別專注於利用低功率射頻連接及信號傳輸的產品。移動設備類IC為中央天線產品，可產生並加強汽車、手機、平板電腦、智能手錶及其他支持無線上網裝置的天線的無線功能，如2G/3G/4G/LTE及無線網絡連接。本集團幫助客戶開發該等IC的應用解決方案，以匹配彼等的產品要求及限制。

智能充電為電源管理技術，用於智能手機、電腦及電池組等智能設備，使該等設備充電時間更短。使用智能充電IC時，智能設備可提高傳輸的功率，因而能更快地為智能設備的電池充電，縮短總體充電時間。智能充電IC亦測量各種電池的屬性，例如電池的電量及熱狀態，當電量快滿或電池過熱時，智能充電IC會減少傳輸至電池的電量。

電機控制

電機控制類IC被用於現代電機機器需控制轉速及轉矩的運動部分。該等電機控制應用程式可應用於一系列設備，從風扇等家居用品至鏟車及機器人等重型工業設備。電機控制應用解決方案側重用於變頻器（「VFD」）的IC。VFD為一種透過改變其電源頻率及電壓控制電動機轉速及轉矩的電機控制器。透過使用VFD，電機能夠節約能源、控制性能、降低電機噪音水平並提高機器的使用壽命。

電機控制類別客戶通常為電機製造商。本集團電機控制解決方案包括控制吊式及立式電扇、電子換向風扇、空調系統、電動汽車及電動自行車、機械手臂、水泵、洗衣機、壓縮機、縫紉機、工業電動工具（如電鎬）及醫療電動工具（如牙鑽）的應用程式。

RF power

RF, or radio-frequency, is widely used in the transmission of signals, and has a long-distance transmission capacity. RF is widely used in the fields of wireless communication.

RF power means the power supply devices which are used to generate and stabilise RF power. RF power equipment is generally composed of a RF signal source, a RF power amplifier (which is an electronic device that provides power gain) and an attenuator (a device that reduces the power of a signal without distorting its waveform), and a receiver (such as those found on the rooftops of buildings). The Group's RF power products are used in cable television (which is a system of delivering television programming to subscribers by RF signals transmitted through cables), and broadband networks, such as fibre to the home (FTTH, where the fibre optic cable carries the RF signal to the domestic home) and fibre to the building (FTTB, where the fibre optic cable carries the RF signal to a building). Our customers in the RF power category are generally engaged in broadcasting and signal transmissions, and include operators of television and radio broadcasting.

LED lighting

LED lighting systems utilise LEDs, or light emitting diodes, to provide energy efficient, aesthetic and long-life lighting solutions. LED lighting solutions are cost-effective and have a wide range of applications and can be used indoors, outdoors, and for special lighting effects, such as spot-lights or stage lighting.

An LED lamp or bulb is typically comprised of several components, including the LED which acts as light source, the LED driver IC that regulates power to the LED, reflector cups that refract and reflect the light, and the lens that focuses the light beams.

RF 電源

RF (射頻)廣泛用於信號傳輸中，擁有遠距離傳輸能力。RF廣泛用於無線通信領域。

RF電源指用作產生及穩定RF電源的電源裝置。RF電源設備通常由RF信號源、RF功率放大器(一種提供電力的電源裝置)、衰減器(一種降低信號強度卻不會扭曲其波形的裝置)及接收器(如裝於樓宇屋頂上設備)組成。本集團RF電源產品被用於有線電視(有線電視為通過電纜以RF信號方式向用戶傳遞電視節目的系統)及寬帶網(如光纖到戶(光纖到戶，RF信號通過光纜輸送到家庭居所)及光纖到樓(光纖到樓，RF信號通過光纜輸送到樓宇))。我們RF電源類別的客戶通常從事廣播及信號傳輸(包括電視及無線電廣播經營者)。

LED 照明

LED照明系統利用發光二極管提供節能、美觀及長壽命照明解決方案。LED照明解決方案具成本效益且應用廣泛，可用於室內、室外及特殊照明效果(如聚光燈或舞台燈光)。

LED燈或燈泡通常包括若干元件，包括LED(作為光源)、LED驅動器IC(調節LED電源)、反射杯(折射和反射光線)及透鏡(聚焦光束)。

LED application design capabilities is considered to be well developed and mature. One of our main design applications for LED lighting systems was to provide dimming features for LED lamps or bulbs. Although it appears simple to design a dimmer for lighting systems, it is in fact a challenge as LEDs and traditional incandescent lamps operate very differently. If not done correctly, the dimmer will cause instability in the electrical current, which may cause flickering in the LED lamp or bulb, and affect its dimming range and performance. Our years of experience in and familiarity with this product category enable us to provide fast and comprehensive application solutions for our LED lighting customers.

Sensors and automation

Sensors are used to detect changes or events in the environment. When the sensor detects a change, it provides a corresponding output to the device to meet requirements of data and signal transmission, processing, storage, display, recording and control of information. There are many kinds of sensors, which are used to measure, among other things, force, distance, temperature, sound, light, electrical currents, magnetic fields.

Our application solutions for sensor ICs are coupled together with automation solutions that assist the customer's product in automatically detecting and reacting to various circumstantial changes in the environment. The Group provides application solutions for our radar sensors to be used on (i) automobile vehicles to assist drivers with parking and provide auto-drive functions; (ii) unmanned aerial drones in maintaining stability of flight and avoiding obstacles; (iii) security systems that link with videos to detect, recognise and track moving objects; (iv) traffic monitoring systems to measure speed of moving vehicles and to monitor traffic congestion; and (v) smart lighting systems that have motion sensing. We also provide application solutions for pressure sensors to be used in smart phones and smart watches for detecting altitude.

我們認為LED應用程式設計能力已發展完備及成熟。我們LED照明系統的一個主要設計應用程式使LED燈或燈泡具備調光功能。儘管為照明系統設計調光器看似簡單，但因LED燈與傳統白熾燈運作大不相同，因此極具挑戰。倘設計有誤，調光器將導致電流不穩定，而這或會導致LED燈或燈泡閃爍不定從而影響調光範圍及表現。我們對該產品類別的歷年經驗及了解使我們能夠為LED照明客戶提供快速全面的應用解決方案。

傳感器及自動控制

傳感器用於檢測環境的變化或事件。當傳感器檢測到變化時，將向裝置提供相應輸出以滿足數據及信號傳輸、處置、存儲、顯示、記錄及信息控制的要求。傳感器種類多樣，用於計量(其中包括)力度、距離、溫度、聲音、光、電流及磁場。

我們的傳感器IC應用解決方案及自動控制解決方案幫助客戶產品自動檢測及對環境中的不同變化情況作出反應。本集團為雷達傳感器提供應用解決方案，以用於(i)汽車，以協助司機泊車及提供自動駕駛功能；(ii)無人機，以保持飛行的穩定性及躲避障礙物；(iii)安全系統，以連接錄像檢測、識別及追蹤移動物體；(iv)交通監控系統，以計量行駛汽車的速度及監控交通擁堵；及(v)擁有動作感應功能的智能照明系統。我們亦為壓力傳感器提供應用解決方案，用於智能手機及智能手錶檢測海拔高度。

FINANCIAL REVIEW

Revenue

For the year ended 31 December 2019, total revenue increased by 50.8% to US\$101.5 million. The growth was mainly driven by the sales increase of the Group's solutions, in particular applications in the mobile devices & smart charging.

Gross Profit

Gross profit for the year ended 31 December 2019 increased by 22.0% year-on-year to US\$11.5 million, which was mainly due to the increase in revenue resulting from sales growth in product solutions, in particular applications in the mobile devices & smart charging & sensor & automation. Gross profit margin decreased from approximately 14.0% to approximately 11.3%.

Other Income

The Group's other income mainly included bank interest income. For the year ended 31 December 2019, other income increased by 80.9% to US\$161,000.

Selling and Distribution Expenses

Selling and distribution expenses mainly consist of salaries and benefits for staff, transportation costs, travelling expenses, office utility expenses, business entertainment and marketing expenses and depreciation costs. During the Year, the Group's selling and distribution expenses amounted to US\$1.7 million, an increase of 11.6% or US\$180,000 when compared with 2018, mainly due to postages & couriers expenses.

財務回顧

收入

截至2019年12月31日止年度，收入總額增加50.8%至101.5百萬美元，主要由於本集團解決方案(特別是移動設備及智能充電的應用)銷售有所增加所致。

毛利

截至2019年12月31日止年度的毛利按年增加22.0%至11.5百萬美元，主要是由於產品解決方案(特別是移動設備及智能充電和傳感器及自動控制的應用)銷售有所增加，導致收入有所增加。毛利率由約14.0%下降至約11.3%。

其他收入

本集團的其他收入主要包括銀行利息收入。截至2019年12月31日止年度，其他收入增加80.9%至161,000美元。

銷售及分銷開支

銷售及分銷開支主要包括員工薪金及福利、運輸成本、差旅開支、辦公室水電開支、業務招待及市場推廣開支和折舊成本。本年度內，本集團的銷售及分銷開支為1.7百萬美元，較2018年增加11.6%或180,000美元，主要是由於郵資及信差費所致。

General and Administrative Expenses

General and administrative expenses mainly consist of administration expenses including salaries and benefits for the management, administrative and financial personnel, administrative costs and depreciation expenses relating to property, plant and equipment used for administrative purposes.

During the Year, general & administrative expenses amounted to US\$2.5 million, representing an increase of 31.7% year-on-year. Such increase was mainly incurred in the business expansion.

Finance Costs

During the Year, finance costs amounted to US\$1.0 million, representing an increase of 18.9% when compared with 2018. The increase was mainly due to the increase in trade financing to support business growth.

Income Tax Expense

During the Year, income tax expense was US\$1.0 million, a growth of 11.5% year-on-year which is in line with the business growth.

Profit for the Year

As a result of the above factors, the Group's profit for the Year decreased by 3.8% from US\$2.6 million recorded for the year ended 31 December 2018 to US\$2.5 million for the year ended 31 December 2019. Without considering one-off listing expenses, the Group's profit for the Year increased by 25.7% when compared with last year.

一般及行政開支

一般及行政開支主要包括行政開支，包括管理層、行政及財務人員薪金及福利、行政成本和與作行政用途的物業、廠房及設備有關的折舊開支。

本年度內，一般及行政開支為2.5百萬美元，按年上升31.7%，主要因業務擴張所致。

財務費用

本年度內，財務費用為1.0百萬美元，較2018年增加18.9%，主要是由於用於支持業務發展的貿易融資增加。

所得稅開支

本年度內，所得稅開支為1.0百萬美元，按年上升11.5%，與業務增長一致。

年內利潤

由於上述各項因素，本集團的本年度利潤由截至2018年12月31日止年度的2.6百萬美元減3.8%至截至2019年12月31日止年度的2.5百萬美元。不計及一次性上市開支，本集團的本年度利潤較去年增加25.7%。

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

During the Year, the Group maintained a satisfactory liquidity position supporting business growth. As at 31 December 2019, the Group had cash and cash equivalents of US\$6.3 million (31 December 2018: US\$2.9 million).

The Group recorded net current assets of US\$27.5 million (31 December 2018: US\$12.1 million).

As at 31 December 2019, the gearing ratio of the Group was 41.6% (31 December 2018: 55.5%), which represents net debt divided by the total equity plus net debt. Net debt includes interest bearing bank and other borrowings, trade and bills payables, other payables and accruals, less cash and cash equivalents and pledged bank deposits.

The Group's operation was mainly financed by funds generated from its operations, banking facilities and borrowings. The Group increased its bank loans mainly for securing capital for its business development. At as 31 December 2019, the Group had bank loans amounting to US\$1.4 million of which US\$1.1 million is due within 1 year based on agreed scheduled repayment set out in the loan agreements. The bank loans are mainly denominated in HKD. Banking facilities available but unused facilities amounted to approximately US\$0.1 million (31 December 2018: US\$0.2 million).

The annual interest charge of the bank borrowings during the Year ranged from 3.6% to 5.0% (2018: 3.7% to 5.0%).

As at 31 December 2019, the Group's bank deposits of approximately US\$1,229,000 (2018: US\$300,000) was pledged to secure the bills payables.

流動資金、財務資源及資本架構

本年度內，本集團維持理想的流動資金狀況支持業務發展。於2019年12月31日，本集團的現金及現金等價物為6.3百萬美元（2018年12月31日：2.9百萬美元）。

本集團錄得流動資產淨值27.5百萬美元（2018年12月31日：12.1百萬美元）。

於2019年12月31日，本集團的資本負債比率為41.6%（2018年12月31日：55.5%），比率指淨債務除以權益總額加淨債務。淨債務包括計息銀行及其他借款、貿易應付款項及應付票據、其他應付款項及應計費用，減現金及現金等價物以及已抵押銀行存款。

本集團的業務所需資金主要來自經營所得資金、銀行融資及借款。本集團銀行貸款增加主要是配合業務發展提供資金。於2019年12月31日，本集團之銀行貸款為1.4百萬美元，當中1.1百萬美元按貸款協議所載的議定還款時間表於一年內到期。銀行貸款主要以港元計值。可供使用但未動用的銀行融資約為0.1百萬美元（2018年12月31日：0.2百萬美元）。

本年度銀行借款的年利率介乎3.6%至5.0%（2018年：3.7%至5.0%）。

於2019年12月31日，本集團的銀行存款約為1,229,000美元（2018年：300,000美元），已抵押作為應付票據的擔保。

USE OF PROCEEDS FROM LISTING

The shares of the Company was successfully listed on the Main Board of the Stock Exchange on the Listing Date by offering a total of 200,000,000 shares at the offer price of HK\$0.65 per shares. After deducting the underwriting fees, commissions and expenses payable by the Company, the net proceeds from the Listing of HK\$67.8 million (equivalent to approximately US\$8.7 million), have been and will be utilised in the same manner, proportion and the expected timeframe as set out in the prospectus of the Company dated 29 June 2019 (the “**Prospectus**”) under the section headed “Future Plans and Use of Proceeds”. The table below sets out the planned applications of the net proceeds and actual usage up to 31 December 2019:

上市所得款項用途

本公司按每股0.65港元的發售價發售合共200,000,000股股份而於上市日期在聯交所主板成功上市股份。扣除本公司應付包銷費用、佣金及開支後，上市所得款項淨額67.8百萬港元(相當於約8.7百萬美元)已經並將會按本公司2019年6月29日刊發的招股章程(「招股章程」)「未來計劃及所得款項用途」一節所載方式、比例及預期時間表動用。下表載列所得款項淨額的計劃用途及截至2019年12月31日的實際動用情況：

Use of proceeds	Approximate percentage of total amount	Actual amount of net proceeds	Actual usage up to 31 December 2019	Unutilised amount as at 31 December 2019	Expected timeline
所得款項用途	佔總額概約百分比	所得款項淨額實際金額 (HK\$'000) (千港元)	截至2019年12月31日的實際動用情況 (HK\$'000) (千港元)	截至2019年12月31日未動用的金額 (HK\$'000) (千港元)	預期時間
(i) Financing the revolving purchase payment for our purchases of ICs imposed under the ship-and-debit arrangement (<i>Note</i>) 為銷貨折讓安排下實施的IC採購的循環採購付款提供資金 (<i>附註</i>)	84.1%	57,020	57,020	—	—
(ii) Enhancing our design and R&D capabilities through purchasing testing and R&D equipment 採購檢測及研發設備加強設計與研發能力	3.7%	2,509	167	2,342	Remainder to be utilised by 31 March 2021 不遲於2021年3月31日動用餘下金額
(iii) Recruiting and maintaining high calibre talent 招募及留任高端人才	9.9%	6,712	421	6,291	Remainder to be utilised by 31 March 2021 不遲於2021年3月31日動用餘下金額
(iv) Working capital 營運資金	2.3%	1,559	522	1,037	Remainder to be utilised by 31 March 2021 不遲於2021年3月31日動用餘下金額
	100%	67,800	58,130	9,670	

FOREIGN EXCHANGE RISKS

The Group is exposed to foreign currency risk related primarily to sales and borrowings that are denominated in a currency other than the functional currency of the operations to which they relate. The currency giving rise to this risk is primarily RMB. The Directors believe that the exposure of the foreign exchange risk of the Group is minimal, and will not have material adverse risk on the financial performance of the Group. The Group currently does not hold or issue any derivative financial instruments for trading purposes or to hedge against fluctuations in foreign exchange rates, but the management of the Group closely monitors foreign exchange exposure and will consider hedging significant foreign currency exposure when needed.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Save as disclosed in note 27 of consolidated financial statements, the Group did not have any material acquisitions and disposals of subsidiaries, associates and joint ventures during the year ended 31 December 2019.

CONTINGENT LIABILITIES

As at 31 December 2019, the Group did not have any significant contingent liabilities.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2019, the Group had 116 employees (31 December 2018: 99 employees). The Group's labour costs (including salaries, bonuses, pension and welfare but excluding directors' and chief executives' remuneration) were US\$2.1 million, accounting for 2.1% of its revenue in the Year.

The remunerations of the employees are commensurate with their performance, skills, knowledge, experience and the market trend. Employee benefits provided by the Group include medical insurance scheme and mandatory provident fund. The Group reviews the remuneration policies and packages on a regular basis and will make necessary adjustments that accommodate the pay levels in the industry. Apart from basic salaries, the employees may be offered with discretionary bonuses and cash awards based on individual performances. In addition, the Group has adopted a share option scheme as further described in "Report of the Directors" in this annual report.

外幣風險

本集團承受主要與以有關業務功能貨幣以外的貨幣計值的銷售及借款相關外幣風險。導致此項風險出現的貨幣主要是人民幣。董事認為本集團面對的外幣風險小而不會對本集團的財務表現有重大不利影響。本集團目前並無因交易目的或出於對沖外匯匯率波動而持有或發行任何衍生金融工具，但本集團管理層密切監察外幣風險且會在必要時考慮對沖重大的外幣風險。

附屬公司、聯營公司及合營企業的重大收購及出售

除綜合財務報表附註27所披露者外，截至2019年12月31日止年度本集團並無任何附屬公司、聯營公司及合營企業的重大收購及出售。

或有負債

於2019年12月31日，本集團並無任何重大或有負債。

僱員及薪酬政策

於2019年12月31日，本集團聘用116名僱員(2018年12月31日：99名僱員)。本集團的人工成本(包括薪酬、花紅、退休金及福利，惟不包括董事及最高行政人員酬金)總額為2.1百萬美元，佔本年度收入2.1%。

僱員薪酬與僱員的表現、技能、知識、經驗及市場趨勢相匹配。本集團提供的僱員福利包括醫療保險計劃及強制性公積金計劃。本集團定期檢討薪酬政策及方案，並會作出必要調整以使其與行業薪酬水平相符。除基本薪金外，僱員可能會按個別表現獲授酌情花紅及現金獎勵。此外，本集團已採納購股權計劃，詳情載述於本年報「董事會報告」。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

The Board consists of four executive Directors and three independent non-executive Directors (“INEDs”).

Executive Directors

Mr. Lam Keung (林強) (“Mr. Lam”), aged 47, joined the Group in April 2010 and was appointed as a Director in August 2016. He was re-designated as the executive Director and appointed as the Chairman and the Chief Executive Officer in March 2018.

Mr. Lam is responsible for supervising the overall management, making strategic planning of our Group, implementing Board resolutions, as well as providing guidance and directions of our Group. Mr. Lam also conducts overall strategic review of the R&D department of our Group, giving R&D directions in relation to the latest trend of the IC and semiconductor industry.

Mr. Lam has over 23 years of experience in the IC and semiconductor industry. Prior to joining our Group, Mr. Lam worked at Rohm Electronics (H.K.) Company Limited (currently known as Rohm Semiconductor Hong Kong Company Limited) from September 1995 to August 2003 and his last position was assistant sales manager where he was responsible for the sale of IC products. Mr. Lam worked as a senior manager in marketing department at Synergy International Technology Limited from October 2003 to February 2010, where he was responsible for the sales and marketing of semiconductor solutions.

Mr. Lam joined IH Technology Limited (“**IH Technology**”), an indirect wholly-owned subsidiary of the Company, as a general manager in April 2010 and was subsequently promoted to serve as a director of IH Technology in November 2010. Mr. Lam has also been serving as a director of Flying Electronics Limited, an indirect wholly-owned subsidiary of the Company, since January 2011. Mr. Lam served as an independent non-executive director of EFT Solutions Holdings Limited, a company whose shares are listed on the GEM of the Stock Exchange (stock code: 8062), from 23 November 2016 to 26 March 2019, which is principally engaged in sourcing of electronic fund transfer at point-of-sale terminals and peripheral devices, and provision of electronic fund transfer at point-of-sale system support services and software solution services.

董事會包括四名執行董事及三名獨立非執行董事（「獨立非執行董事」）。

執行董事

林強先生（「林先生」），47歲，於2010年4月加入本集團，並於2016年8月獲委任為董事。其於2018年3月獲調任為執行董事及獲委任為主席兼行政總裁。

林先生負責監督本集團整體管理、制定策略規劃、實行董事會決議案以及向本集團提供指導及方向。林先生亦對本集團研發部進行整體策略檢討，就IC及半導體行業的最新趨勢提供研發方向。

林先生於IC及半導體行業擁有逾23年經驗。林先生於加入本集團之前，自1995年9月至2003年8月於羅姆電子（香港）有限公司（現稱Rohm Semiconductor Hong Kong Company Limited）任職，最後職位為助理銷售經理，負責IC產品銷售。自2003年10月至2010年2月，林先生於展望國際科技有限公司擔任市場推廣部高級經理，負責銷售及推廣半導體解決方案。

林先生於2010年4月加入本公司間接全資附屬公司英浩科技有限公司（「**英浩科技**」），出任總經理，且隨後於2010年11月晉升為英浩科技董事。林先生自2011年1月起亦擔任本公司間接全資附屬公司飛環電子有限公司董事。林先生自2016年11月23日至2019年3月26日擔任俊盟國際控股有限公司（其股份於聯交所GEM上市，股份代號：8062）獨立非執行董事，該公司主要從事採購銷售點電子資金轉賬機及周邊設備，並提供銷售點電子資金轉賬系統支持服務及軟件解決方案服務。

Mr. Lam obtained a bachelor's degree in electrical engineering from the University of Tennessee, the United States in December 1993.

Mr. Lam, through P. Grand (BVI) Ltd. ("**P. Grand**"), a company which is 100% beneficially owned by him, holds approximately 67.5% of issued share capital of the Company. In addition, pursuant to the confirmation deed dated 21 March 2018 (the "**Confirmation Deed**"), Mr. Lam, Mr. Qing and Ms. Feng Tao, the spouse of Mr. Qing ("**Mrs. Qing**"), confirmed that they have been in cooperation to jointly manage and control the operations of the subsidiaries of the Company in Hong Kong and the PRC since 2011. In view of the fact that Mr. Lam, Mr. Qing and Mrs. Qing have been and will continue to be acting in concert in the control, management and operation of the Group, Mr. Lam is also deemed to be interested in all the Shares held by Kingtech which is 100% beneficially owned by Mrs. Qing.

Mr. Qing Haodong (卿浩東) ("Mr. Qing"), aged 56, joined the Group in December 2016 and was appointed as a Director in December 2017. He was re-designated as the executive Director in March 2018.

Mr. Qing is responsible for the overall marketing activities of our Group. He is also responsible for liaising with electronics manufacturers and promoting the latest electronic products to customers.

林先生於1993年12月取得美國田納西大學電力工程學士學位。

林先生透過 P. Grand (BVI) Ltd. ("**P. Grand**") (其實益擁有該公司100%的權益) 持有本公司已發行股本的約67.5%。此外，根據日期為2018年3月21日的確認契據 ("**確認契據**")，林先生、卿先生及馮濤女士 ("**卿太太**")，為卿先生的配偶) 確認，彼等已自2011年起開展合作，共同管理及控制本公司於香港及中國的附屬公司的營運。鑒於林先生、卿先生及卿太太一直且將繼續在本集團控制、管理及營運方面一致行動，林先生亦被視為於Kingtech (由卿太太實益擁有100%的權益) 所持全部股份中擁有權益。

卿浩東先生 (「卿先生」)，56歲，於2016年12月加入本集團，並於2017年12月獲委任為董事。其於2018年3月獲調任為執行董事。

卿先生負責本集團整體市場推廣活動。彼亦負責聯絡電子製造商並向客戶推廣最新電子產品。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Mr. Qing has over 18 years of experience in the IC and semiconductor industry. Prior to joining our Group, Mr. Qing was an automation engineer at Sichuan Food Fermentation Industry Research and Design Institute* (四川省食品發酵工業研究設計院) from September 1985 to November 2000, where he was responsible for the electrical design for automation control equipment. Mr. Qing joined Chengdu Flying Electronics Co., Ltd.* (成都飛環電子有限公司) (“**Chengdu Flying**”), an indirect wholly-owned subsidiary of the Company, as a sales manager in November 2000. Mr. Qing has been serving as the supervisor at Chengdu Flying, Shenzhen IH Technology Co., Ltd.* (深圳市英浩控制技術有限公司) and Shanghai IH Microelectronics Technology Co., Ltd.* (上海英浩微電子技術有限公司) (“**Shanghai IH**”), all of which are indirect wholly-owned subsidiaries of the Company, since February 2006, May 2005 and August 2009, respectively.

Mr. Qing obtained his professional certificate in industrial electronics and enterprise (工企電專業) from Harbin Jixie Industry School* (哈爾濱機械工業學校), the PRC, in August 1985.

Mr. Qing is the spouse of Mrs. Qing, who beneficially owns 100% of Kingtech (BVI) Ltd. (“**Kingtech**”). In addition, pursuant to the Confirmatory Deed, Mr. Lam, Mr. Qing and Mrs. Qing confirmed that they have been in cooperation to jointly manage and control the operations of the subsidiaries of the Company in Hong Kong and the PRC since 2011. In view of the fact that Mr. Lam, Mr. Qing and Mrs. Qing have been and will continue to be acting in concert in the control, management and operation of our Group, Mr. Qing is also deemed to be interested in all the Shares held by his spouse Mrs. Qing through Kingtech, and all the Shares held by Mr. Lam through P. Grand.

卿先生在IC及半導體行業擁有逾18年經驗。於加入本集團前，自1985年9月至2000年11月，卿先生為四川省食品發酵工業研究設計院的自動控制工程師，負責自動控制設備的電氣設計。於2000年11月，卿先生加入本公司間接全資附屬公司成都飛環電子有限公司(「**成都飛環**」)，擔任銷售經理。卿先生自2006年2月、2005年5月及2009年8月起分別擔任成都飛環、深圳市英浩控制技術有限公司及上海英浩微電子技術有限公司(「**上海英浩**」)(均為本公司間接全資附屬公司)的監事。

卿先生於1985年8月取得中國哈爾濱機械工業學校工企電專業證書。

卿先生為卿太太的配偶，卿太太實益擁有Kingtech (BVI) Ltd. (「**Kingtech**」) 100%的權益。此外，根據確認契據，林先生、卿先生及卿太太確認，彼等自2011年起開展合作，共同管理及控制本公司於香港及中國的附屬公司的營運。鑒於林先生、卿先生及卿太太一直且將繼續在本集團控制、管理及營運方面一致行動，卿先生亦被視為於其配偶卿太太透過Kingtech所持全部股份及林先生透過P.Grand所持全部股份中擁有權益。

Mr. Mai Lu (麥魯) (“Mr. Mai”), aged 45, joined the Group in January 2017 and was appointed as the executive Director of the Company in March 2018.

Mr. Mai oversees the design and R&D functions of our Group and is responsible for the overall daily management of the design and R&D team.

Mr. Mai has over 17 years of experience in providing technical solutions of semiconductors. Mr. Mai worked as an assistant engineer at the Chinese People’s Liberation Army from July 1996 to July 2001, and his last rank at the Chinese People’s Liberation Army was Professional Technology Lieutenant (專業技術中尉). Mr. Mai worked as a sales engineer at Rohm Semiconductor (Shenzhen) Co. Ltd. from July 2001 to February 2003, where he was responsible for sales and providing technical supports to the customers, and worked as a manager at the R&D department of Shanghai Huanwei Electronics Company Limited* (上海環微電子有限公司) from March 2003 to August 2010, where he was responsible for overseeing the R&D department of the company.

Mr. Mai joined Shanghai IH as head of the R&D department in September 2010.

Mr. Mai obtained his bachelor’s degree in electronics and information system (電子學與信息系統學位) from National University of Defense Technology (中國人民解放軍國防科學技術大學, currently known as 中國人民解放軍國防科技大學), the PRC, in July 1996.

麥魯先生(「麥先生」)，45歲，於2017年1月加入本集團，並於2018年3月獲委任為本公司執行董事。

麥先生監督本集團的設計研發職能並負責設計研發團隊的整體日常管理。

麥先生於提供半導體技術解決方案方面擁有逾17年經驗。自1996年7月至2001年7月，麥先生於中國人民解放軍擔任助理工程師，其於中國人民解放軍最後擔任的職務等級為專業技術中尉。自2001年7月至2003年2月，麥先生為Rohm Semiconductor (Shenzhen) Co. Ltd.的銷售工程師，負責銷售及向客戶提供技術支持。自2003年3月至2010年8月，麥先生為上海環微電子有限公司研發部經理，負責監督該公司的研發部。

麥先生於2010年9月加入上海英浩，擔任研發部主管。

麥先生於1996年7月取得中國人民解放軍國防科學技術大學(現稱中國人民解放軍國防科技大學)的電子學與信息系統學士學位。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Ms. Cheng Yu Pik (鄭宇璧) (“Ms. Cheng”) (*appointed on 27 March 2020*), aged 39, joined the Group in July 2009 and was appointed as the executive Director of the Company in March 2020.

Ms. Cheng has over 15 years of experience in the semiconductor industry. Ms. Cheng is responsible for overseeing the business and administrative functions of the Group, including collaborating with other members of the senior management and staff members to formulate and implement policies and procedures; interfacing cross-functionally at all levels within the Group as well as with external resources (such as logistic companies, governmental agencies); and providing routine reports to the Board regarding operations, business performance and human resources.

Ms. Cheng joined IH Technology in July 2009. Prior to joining the Group, she worked at Synergy International Technology Limited from August 2003 to June 2009 and her last position was senior customer service coordinator where she was responsible for coordinating with suppliers and handling enquiries. Ms. Cheng worked as a general clerk at Kingdan Development Limited from September 2000 to July 2003, where she was responsible for dealing with suppliers, clients and customs declarations.

Ms. Cheng obtained her matriculation certificate from Caritas Bianchi College of Careers, Hong Kong, in October 2000.

鄭宇璧女士(「鄭女士」)(於2020年3月27日委任)，39歲，於2009年7月加入本集團，並於2020年3月獲委任為本公司執行董事。

鄭女士於半導體行業擁有逾15年經驗。鄭女士負責監督本集團業務及行政職能(包括與高級管理層其他成員及全體員工攜手合作制定並執行政策及程序;充分協調本集團各層級部門之間各司其職以及與外部資源(例如物流公司、政府機構等)的合作關係;向董事會定期匯報營運、業務表現及人力資源。

鄭女士於2009年7月加入英浩科技。於加入本集團前，彼自2003年8月至2009年6月任職於展望國際科技有限公司，最後職位為高級客戶服務協調專員，負責跟供應商協調及處理查詢。自2000年9月起至2003年7月，鄭女士於京亮發展有限公司擔任普通文員，負責處理供應商、客戶以及報關單事宜。

鄭女士於2000年10月獲得香港明愛白英奇專業學校預科畢業證書。

INEDs

Mr. Dan Kun Lei Raymond (鄧昆雷) (“Mr. Dan”), aged 49, was appointed as an INED of the Company in June 2019.

Mr. Dan has over 19 years of experience in the information technology industry.

Mr. Dan has worked as a solution consultant at China Mobile Hong Kong Company Limited, a company whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 941), since March 2020, where he was mainly responsible for providing technical and professional consultancy services to its customers. Mr. Dan worked as senior systems consultant at Automated Systems (H.K.) Limited from April 2017 to March 2020, where he was mainly responsible for providing technical and professional consultancy services to its customers. Prior to joining Automated Systems (H.K.) Limited, he was a senior bid manager at CITIC Telecom International CPC Limited from December 2015 to April 2017, where he was responsible for managing bidding projects in relation to information technology products. Prior to joining CITIC Telecom International CPC Limited, he was an account manager at Huawei Tech. Investment Co., Limited from June 2013 to November 2015, where he was responsible for providing technical services to the customers during the process of sales. Mr. Dan worked as a business consulting officer at Hewlett-Packard HK SAR Limited from June 2010 to May 2013, where he was responsible for providing pre-sale support, performing technology assessment and maintaining customer relationship. Prior to that, he also gained experience from different information technology or telecommunication companies including Shen Milsom & Wilke Limited, PCCW Limited a company whose shares are listed on the Stock Exchange (stock code: 0008) and Unisys China/Hong Kong Limited from May 1999 to June 2010 in various positions.

Mr. Dan obtained his bachelor's degree in computer systems engineering from La Trobe University, Australia, in May 1997, and his master's degree in management from Macquarie University, Australia, in October 2000.

獨立非執行董事

鄧昆雷先生(「鄧先生」)，49歲，於2019年6月獲委任為本公司獨立非執行董事。

鄧先生於資訊科技行業擁有逾19年經驗。

自2020年3月起，鄧先生擔任中國移動香港有限公司(股份於香港聯合交易所有限公司主板上市，股份代號：941)解決方案顧問，主要負責向其客戶提供技術及專業諮詢服務。自2017年4月至2020年3月，鄧先生擔任自動系統(香港)有限公司的高級系統顧問，主要負責向其客戶提供技術及專業諮詢服務。於加入自動系統(香港)有限公司前，自2015年12月至2017年4月，其擔任中信國際電訊(信息技術)有限公司的高級投標經理，負責管理與資訊科技產品有關的投標項目。於加入中信國際電訊(信息技術)有限公司之前，自2013年6月至2015年11月，其擔任華為技術投資有限公司的客戶經理，負責於銷售過程中向客戶提供技術服務。自2010年6月至2013年5月，鄧先生擔任Hewlett-Packard HK SAR Limited的業務顧問主任，負責提供售前支持、進行技術評估及維持客戶關係。彼於此前亦自1999年5月至2010年6月擔任不同資訊科技或電訊公司(包括聲美華有限公司、電訊盈科有限公司(其股份於聯交所上市，股份代號：0008)及優利系統中國香港有限公司)的各個職位獲得經驗。

鄧先生於1997年5月取得澳洲拉籌伯大學的電腦系統工程學學士學位，並於2000年10月取得澳洲麥覺理大學的管理學碩士學位。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Mr. Wong Kwun Ho (黃冠豪) (“Mr. Wong”), aged 36, was appointed as an INED of the Company in June 2019.

Mr. Wong has over 11 years of experience in financial management and public offering transactions. Mr. Wong became a certified public accountant and a qualified member of HKICPA in February 2012.

Mr. Wong is a licensed representative to carry on Type 1 (dealings in securities) and a responsible officer of Type 6 (advising on corporate finance) regulated activities under the SFO. He has been serving as an associate director for investment banking division of Zhongtai International Capital Limited since January 2018 and was further appointed as an executive director in January 2019, where he is responsible for origination and execution of deals and transactions, such as initial public offering and financial advisory cases. Mr. Wong has been serving as an independent non-executive director of Ascent International Holdings Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 264), from August 2018 to September 2019. Mr. Wong worked as a vice president of corporate finance division at CCB International Capital Limited from April 2017 to December 2017 and was mainly responsible for execution of initial public offering and bond offering cases. Mr. Wong worked as an assistant vice president of the corporate finance department at Guotai Junan Capital Limited from September 2013 to April 2017, mainly responsible for origination and execution of deals and transactions, such as initial public offering and financial advisory cases. Prior to that, Mr. Wong also gained accounting and transactional experience from different financial companies and accounting firms including Fortune Financial Capital Limited, Guosen Securities (HK) Capital Company Limited and PricewaterhouseCoopers Ltd. from September 2008 to September 2013.

黃冠豪先生(「黃先生」)，36歲，於2019年6月獲委任為本公司獨立非執行董事。

黃先生於財務管理及公開發售交易擁有逾11年經驗。黃先生於2012年2月成為執業會計師及香港會計師公會的會員。

黃先生為《證券及期貨條例》第一類(證券交易)受規管活動的持牌代表及第六類(就機構融資提供意見)受規管活動的負責人員。自2018年1月起，其擔任中泰國際融資有限公司投資銀行業務部副總監，並於2019年1月進一步獲委任為執行董事，其於該公司負責促成及執行協議及交易，例如首次公開發售及財務諮詢案例。自2018年8月至2019年9月，黃先生擔任中壘國際控股有限公司(一家股份於聯交所主板上市的公司，股份代號：264)的獨立非執行董事。自2017年4月至2017年12月，黃先生擔任建銀國際金融有限公司企業融資部副總裁，主要負責執行首次公開發售及債券發售案例。自2013年9月至2017年4月，黃先生擔任國泰君安融資有限公司企業融資部助理副總裁，主要負責促成及執行協議及交易，例如首次公開發售及財務諮詢案例。此前，自2008年9月至2013年9月，黃先生亦任職於富強金融資本有限公司、國信證券(香港)融資有限公司及羅兵咸永道有限公司等不同金融公司及會計師事務所，積累了會計及事務處理經驗。

Mr. Wong obtained his bachelor's degree of business administration (Honours) in accountancy in November 2008 from City University of Hong Kong.

Mr. Lai Man Shun (黎萬信) (“Mr. Lai”), aged 47, was appointed as an INED of the Company in June 2019.

Mr. Lai has over 18 years of experience in information technology and telecommunication industry. He has been a general manager of EFT Payments (Asia) Limited since July 2016, mainly responsible for the business relationship management, development planning and overall supervision of different departments of the company. Immediately before that, Mr. Lai worked at EFT Solution Limited as the head of business development from March 2016 to June 2016. Before that, he was a chief executive officer and founder of Paxex International Limited from 2010 to 2016, mainly responsible for the overall business of the company. He was also a sales director and co-founder of RICC Limited, mainly responsible for the management of the business developments from 2001 to 2010.

Mr. Lai obtained his bachelor's degree in science from La Trobe University, Australia, in May 1997.

黃先生於2008年11月自香港城市大學取得會計學工商管理(榮譽)學士學位。

黎萬信先生(「黎先生」)，47歲，於2019年6月獲委任為本公司獨立非執行董事。

黎先生於資訊科技及電訊行業擁有逾18年經驗。自2016年7月起，其擔任易付達(亞洲)有限公司總經理，主要負責該公司的業務關係管理、發展規劃及各部門的整體監督。緊接該職位之前，自2016年3月至2016年6月，黎先生擔任EFT Solution Limited業務開發部主管。此前，自2010年至2016年，其為Paxex International Limited的行政總裁兼創辦人，主要負責該公司的整體業務。自2001年至2010年，其亦曾擔任RICC Limited的銷售主管兼共同創辦人，主要負責業務發展管理。

黎先生於1997年5月獲得澳洲拉籌伯大學的理學學士學位。

Disclosure required under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”)

Each of the Directors confirms that save as disclosed above: (i) he has not held directorships in the last three years in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he does not hold any other position in our Company or any of its subsidiaries; (iii) there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules; and (iv) to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, there are no other matters with respect to the appointment of the Directors that need to be brought to the attention of our Shareholders.

Save as disclosed in the paragraph headed “Directors' Interests and Short Positions in Shares and Underlying Shares and Debenture” in this annual report, each of the Directors certifies that he/she does not have any interests in the Shares within the meaning of Part XV of the SFO.

根據《香港聯合交易所有限公司證券上市規則》(「《上市規則》」)第13.51(2)條的規定作出披露

各董事確認，除上文披露者外：(i)彼於過去三年概無於證券在香港或海外任何證券市場上市的其他上市公司擔任董事職位；(ii)彼概無於本公司或其任何附屬公司擔任任何其他職位；(iii)概無應根據《上市規則》第13.51(2)條披露的其他資料；及(iv)經董事作出一切合理查詢後深知、盡悉及確信，概無有關委任董事的其他事宜須提請股東注意。

除本年報「董事於本公司股份、相關股份及債權證的權益及淡倉」一段所披露者外，各董事確認彼並無擁有《證券及期貨條例》第XV部界定的任何股份權益。

Senior management

Mr. Wang Kai (汪凱) (“Mr. Wang”), aged 40, joined the Group in December 2016 and was appointed as the head of sales of the Group in March 2018.

Mr. Wang has over 17 years of experience in the sales and marketing of semiconductors, ICs and electronic component products. Mr. Wang oversees the sales business of our Group. He is also responsible for the overall management of the sales teams of the Group.

Mr. Wang worked as a sales representative for Chengdu Flying in September 2001. He was subsequently promoted to a sales manager in July 2005, where he was responsible for regional sales operations in the PRC, covering south-western and south-eastern areas of the PRC. Mr. Wang has been serving as a director of Shanghai IH since August 2009, and assumed the position of sales manager of Shanghai IH subsequent to his appointment as a director of Shanghai IH. Apart from overseeing the daily management of Shanghai IH, Mr. Wang is also responsible for the overall sales operations of our Group. He has also been serving as a director of Shenzhen IH since May 2015.

Mr. Wang obtained his high diploma certificate in mathematics education from Zigong Shifan High Diploma Professional School* (自貢師範高等專科學校), the PRC, in June 2001.

高級管理層

汪凱先生(「汪先生」)，40歲，於2016年12月加入本集團，並於2018年3月獲委任為本集團銷售主管。

汪先生於銷售及推廣半導體、IC及電子元件產品方面擁有逾17年經驗。汪先生監督本集團銷售業務。彼亦負責本集團銷售團隊的整體管理。

汪先生於2001年9月擔任成都飛環的銷售代表。彼其後於2005年7月擢升至銷售經理，負責中國的區域(包括中國西南及東南地區)銷售運營。自2009年8月起，汪先生擔任上海英浩董事，其後兼任上海英浩銷售經理一職。除監督上海英浩日常管理外，汪先生亦負責本集團整體銷售營運。彼亦自2015年5月起擔任深圳英浩董事。

汪先生於2001年6月取得中國自貢師範高等專科學校數學教育高等文憑證書。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Ms. Au Ka Man Silkie (歐嘉敏) (“Ms. Au”), aged 36, joined the Group in October 2016 and was appointed as the chief financial officer and company secretary of the Company in March 2018.

Ms. Au has over 13 years of experience in business administration and management. Ms. Au is responsible for overseeing the financial operations of the Group, as well as supervising accounting and finance departments. She is also responsible for company secretarial matters of our Group.

Prior to joining the Company, Ms. Au was the chief executive officer of Pro Max CPA Limited from June 2014 to September 2016, where she was responsible for the overall management, strategy planning and daily operations of the company. She worked at CPA firm from April 2008 to March 2014 and her last positions were senior unit manager and practising director, where she was responsible for the overall management of the accounting departments and human resources. She also worked as an assistant accountant at Accounting firm from June 2006 to March 2008, where she was responsible for preparing full set of accounts.

Ms. Au obtained a bachelor's degree in business administration from Lingnan University, Hong Kong, in November 2006. She became a member of HKICPA in January 2011.

歐嘉敏女士(「歐女士」)，36歲，於2016年10月加入本集團，並於2018年3月獲委任為本公司財務總監兼公司秘書。

歐女士擁有逾13年的工商管理經驗。歐女士負責監察本集團財務營運以及監督會計及財務部。彼亦負責本集團公司秘書事務。

加入本公司之前，歐女士自2014年6月至2016年9月擔任尊領會計師事務所有限公司的行政總裁，負責該公司的整體管理、策略規劃及日常營運。彼自2008年4月至2014年3月就職於一間會計師事務所，離職前擔任高級部門經理兼業務總監，負責會計部及人力資源的整體管理。自2006年6月至2008年3月，彼亦擔任一間會計公司的助理會計師，負責編製全套賬目。

歐女士於2006年11月取得香港嶺南大學工商管理學士學位，於2011年1月成為香港會計師公會會員。

Ms. Feng Ying (馮瑛) (“Ms. Feng”), aged 51, joined the Group in January 2017 and was appointed as the head of PRC operations of the Group in March 2018. Ms. Feng is the sister of Mrs. Qing and the sister-in-law of Mr. Qing.

Ms. Feng has over 18 years of experience in the management of the Group. Ms. Feng is responsible for overseeing the business and administrative function of the PRC entities of the Group. Prior to joining the Group, Ms. Feng worked as an analyst in Sichuan Yinshan Sugar Manufacturing Factory* (四川省銀山糖廠) from September 1987 to 2000, responsible for quality inspection. Ms. Feng joined Chengdu Flying as supervisor in November 2000 and was responsible for supervising and inspecting the daily management, operation, financial situation and the work of directors and senior managers of Chengdu Flying. Ms. Feng has been serving as the legal representative, the director and the general manager of Chengdu Flying since June 2003, responsible for administration and the daily operations of Chengdu Flying. Ms. Feng obtained her graduate certificate majored in paper making from the Neijiang Light Chemical Technician Training School* (內江市輕化技工學校), the PRC, in 1987.

* For identification purpose only

CHANGES TO DIRECTORS' INFORMATION

Save as disclosed herein, the Directors confirm that no information is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

馮瑛女士(「馮女士」)，51歲，於2017年1月加入本集團，並於2018年3月獲委任為本集團中國營運主管。馮女士是卿太太的妹妹以及卿先生的妻妹。

馮女士於管理本集團方面擁有逾18年經驗。馮女士負責監督本集團中國實體的業務及行政職能。加入本集團前，自1987年9月至2000年，馮女士擔任四川省銀山糖廠的分析員，負責質檢。馮女士於2000年11月加入成都飛環擔任監事，負責監督檢查成都飛環的日常管理、營運、財務狀況以及董事及高級經理工作。馮女士自2003年6月起一直擔任成都飛環的法人代表、董事及總經理，負責成都飛環的管理及日常營運。馮女士於1987年取得中國內江市輕化技工學校造紙專業的畢業證書。

董事資料變更

除本節所披露者外，董事確認概無資料須根據《上市規則》第13.51B(1)條予以披露。

REPORT OF THE DIRECTORS

董事會報告

The board of directors of the Company (the “**Directors**” and the “**Board**”, respectively) is pleased to present the report of the Directors together with the audited consolidated financial statements of the Group for the year ended 31 December 2019.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The subsidiaries of the Group are principally engaged in the sales of electronic components, and sales and integration of storage systems. The shares of the Company was listed on the Main Board of The Stock Exchange of Hong Kong Limited on 16 July 2019 (the “**Listing Date**”).

Segment analysis of the Company for the year ended 31 December 2019 is set out in note 5 to the consolidated financial statements. A list of the Company’s subsidiaries, together with their places of incorporation, principal activities, place of operation and particulars of their issued shares/registered share capital, is set out in note 27 to the consolidated financial statements.

FINANCIAL RESULTS

The results of the Group for the year ended 31 December 2019 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 91.

SUMMARY FINANCIAL INFORMATION

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 191 to 192 of this annual report.

SHARE CAPITAL

Details of the movement in the share capital of the Company during the year ended 31 December 2019, together with the reasons thereof, are set out in note 25 to the consolidated financial statements.

本公司董事會(分別為「**董事**」及「**董事會**」)欣然提呈董事會報告連同本集團截至2019年12月31日止年度的經審核綜合財務報表。

主要業務

本公司的主要業務為投資控股。本集團的附屬公司主要從事銷售電子元件以及銷售及整合儲存系統。本公司股份於2019年7月16日(「**上市日期**」)在香港聯合交易所有限公司主板上市。

本公司截至2019年12月31日止年度的部分分析載於綜合財務報表附註5。本公司附屬公司列表連同其註冊成立地點、主要業務、經營地點及其已發行股份/註冊股本詳情載於綜合財務報表附註27。

財務業績

本集團截至2019年12月31日止年度的業績載於第91頁的綜合損益及其他全面收益表。

財務資料概要

本集團過往五個財政年度的業績及資產和負債概要載於本年報第191至192頁。

股本

本公司截至2019年12月31日止年度的股本變動詳情連同有關變動的原因載於綜合財務報表附註25。

FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

The Board has resolved to recommend the payment of a final dividend for the year ended 31 December 2019 by way of bonus issue on the basis of one (1) bonus share for ten (10) existing shares (the “**Bonus Issue**”), which is subject to the approval of Shareholders at the forthcoming annual general meeting of the Company (the “**AGM**”) to be held on Thursday, 28 May 2020. The register of members of the Company will be closed from Monday, 25 May 2020 to Thursday, 28 May 2020, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending the AGM, all properly completed share transfer forms, accompanied by the relevant share certificates, must be lodged with the Company’s Hong Kong branch share registrar, 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, 22 May 2020.

Conditional on the passing of the resolution approving the Bonus Issue by the Shareholders at the AGM, the register of members of the Company will be closed from Wednesday, 3 June 2020 to Thursday, 4 June 2020, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for the Bonus Issue, all properly completed share transfer forms, accompanied by the relevant share certificates, must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 2 June 2020.

BUSINESS REVIEW AND PERFORMANCE

Review of our Business and Performance

A discussion and analysis of the Group’s performance during the year ended 31 December 2019 and the key factors affecting its results and financial position are set out in the section headed “Management Discussion and Analysis” of this annual report.

Information about a review of, and an indication of likely future development in, the Group’s business is set out in the “Chairman’s Statement” and “Management Discussion and Analysis” of this annual report.

末期股息及暫停辦理股東登記手續

董事會議決建議通過以每十(10)股現有股份派發一(1)股紅股的基準發行紅股(「**發行紅股**」)，就截至2019年12月31日止年度派付末期股息，惟須待股東在將於2020年5月28日(星期四)舉行的本公司應屆股東週年大會(「**股東週年大會**」)批准後，方可作實。本公司將於2020年5月25日(星期一)起至2020年5月28日(星期四)止期間(包括首尾兩日)暫停辦理股份過戶登記手續，於此期間不會辦理任何股份過戶登記。為確定合資格出席股東週年大會的人士，所有過戶文件連同有關股票最遲須於2020年5月22日(星期五)下午4時30分前送抵本公司的香港股份過戶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)。

待股東在股東週年大會通過有關批准發行紅股的決議案後，本公司將於2020年6月3日(星期三)起至2020年6月4日(星期四)止期間(包括首尾兩日)暫停辦理股份過戶登記手續，於此期間不會辦理任何股份過戶登記。為確定合資格參與發行紅股的人士，所有過戶文件連同有關股票最遲須於2020年6月2日(星期二)下午4時30分前送抵本公司的香港股份過戶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)。

業務回顧及表現

業務及表現的回顧

本集團於截至2019年12月31日止年度的表現的討論及分析以及影響其業績及財務狀況的主要因素載於本年報「管理層討論及分析」一節。

有關本集團業務的事務回顧及未來可能發展說明的資料載於本年報「主席報告」及「管理層討論及分析」一節。

Particulars of Important Events

Since 31 December 2019, being the end of the financial year under review, no important event has occurred affecting the Group.

RISK MANAGEMENT

The following section lists out the key risks and uncertainties faced by the Group. It is a non-exhaustive list and there may be other risks and uncertainties further to the key risk areas outlined below. Besides, this annual report does not constitute a recommendation or an advice for anyone to invest in the securities of the Company and investors are advised to make their own judgment or consult their own investment advisors before making any investment in the securities of the Company.

Financial risks

Details on the financial risks on foreign currency, credit on trade receivables, liquidity and interest rate facing the Group on its operation can be referred to note 31 to the consolidated financial statements included in this annual report on pages 178 to 187.

Evolution in information technology

Our Group operates in a highly competitive industry which faces rapid changes in market trends, consumer preferences and constantly evolving technological advances in hardware models, software features and functionalities. The ongoing changes in technology require us to constantly incorporate new features or technology into our sensitivity and adaptability to market demand and/or services in order to cope with the evolving environment and customer demands.

Our business operation may be affected by future economic and political policies of the PRC government

The development of PRC's economy is based on many factors, including but not limited to structure of economy, government involvement, control of foreign exchange, allocation of resources and capital investment. However, any of such changes to the economic and political strategies and policies of the PRC government may have an adverse impact on the overall global economy and affect all the industries in which the Group operates.

重大事件的詳情

自2019年12月31日(即回顧財政年度結算日)以來,概無發生影響本集團的重大事件。

風險管理

以下章節列出本集團所面對的主要風險及不明朗因素。這並非詳盡清單,故可能存在下文概述的主要風險領域以外的其他風險及不明朗因素。此外,本年報並不構成任何人士投資本公司證券的推薦或建議,投資者於對本公司證券作任何投資前務請自行判斷或諮詢其本身的投資顧問。

財務風險

有關本集團營運所面對的外幣、貿易應收賬款、流動資金及利率的財務風險詳情,可參閱載於本年報第178至187頁的綜合財務報表附註31。

資訊科技的演變

本集團所經營的行業競爭非常激烈,市場趨勢及客戶喜好變化迅速,硬件型號、軟件特色及功能方面的技術不斷進步。科技的持續轉變令我們必須不斷加入新特色或技術以迎合或適應市場需求及/或服務,以應對不斷變化的環境及客戶需求。

我們業務運營可能受日後中國政府的經濟及政治政策的影響

中國經濟的發展基於眾多因素,包括但不限於經濟結構、政府干涉程度、外匯管制、資源分配及資本投資。然而,中國政府的政經策略及政策的任何相關變動或會對全球經濟造成不利影響並影響本集團所經營的所有行業。

Our business operation may be affected by future economic and political uncertainties in the world

Economic and political uncertainties in the world resulted from major events such as Brexit, the U.S. presidential election or terrorist attack events may have short-term and long-term effects on the global economy and the performance of the global capital markets, which in turn may adversely impact the performance of the Group.

Performance history and forward looking statements

The performance and the results of the operations of the Group as set out in this annual report are historical in nature and past performance is not a guarantee of future performance. This annual report may contain forward looking statements and opinions that involve risks and uncertainties. Actual results may also differ materially from expectations discussed in such forward-looking statements and opinions. Neither the Group nor the Directors, employees or agents of the Group assume any obligations or liabilities in the event that any of the forward-looking statements or opinions does not materialize or turns out to be incorrect.

ENVIRONMENTAL POLICIES AND PERFORMANCE

It is our corporate and social responsibility in promoting a sustainable and environmental friendly environment. Our Group does not engage in the manufacturing of products and does not have any production facilities. The inventory are kept at our Group's storage and warehousing facilities situated inside the headquarters office unit. Therefore, our Group is not subject to significant health, safety or environmental risks. During the year ended 31 December 2019, our Group had not been subject to any fines or other penalties due to non-compliance with health, safety or environmental regulations.

我們業務運營可能受日後環球經濟及政治不明朗因素的影響

英國脫歐、美國總統大選或恐襲等重大事件所帶來的環球經濟及政治不明朗因素可能對環球經濟及環球資本市場的表現造成短期及長期影響，繼而可能對本集團的表現造成不利影響。

表現紀錄及前瞻性陳述

本年報所載的本集團表現及經營業績為歷史資料，而過往表現並非未來表現的保證。本年報可能載有前瞻性陳述及意見，當中涉及風險及不明朗因素。實際業績亦可能與該等前瞻性陳述及意見所述的預期有重大出入。倘任何前瞻性陳述或意見未能成真或並不正確，本集團或董事、本集團僱員或代理概不承擔任何責任或法律責任。

環境政策及表現

推動可持續及綠色環境是我們的企業及社會責任。本集團並無從事產品製造業務，亦無任何生產設施。存貨乃存儲在本集團總部辦公室單位內的存儲及倉庫設施。因此，本集團並無面對重大健康、安全或環境風險。截至2019年12月31日止年度，本集團並無因違反健康、安全或環境規例而遭到任何罰款或其他懲罰。

Compliance with Laws and Regulations

Our operations are mainly carried out by the Company's subsidiaries in Hong Kong and China while the Company itself is listed on the Stock Exchange. Our operations shall comply with relevant laws and regulations in China and Hong Kong.

During the year ended 31 December 2019 and up to the date of this report, the Group has complied with all the relevant laws and regulations in China and Hong Kong in all material respects.

Relationship with Employees, Customers and Suppliers

The Group is constantly aware of the importance of maintaining a good relationship with its employees, customers and suppliers to meet its immediate and long-term business goals. We encourage employees to strengthen their knowledge of the industries in which the Group operate and attend courses or training sessions to improve their relevant industry and technical knowledge. The Group also maintains ongoing communications with its employees, customers and suppliers through various channels such as regular meetings, calls and emails in order to allow employees to contribute to the development of the Group, deliver better customer services to our clients and obtain better services and cooperation from our suppliers.

遵守法例及規例

我們的營運主要由本公司於香港及中國的附屬公司進行，而本公司本身則於聯交所上市。我們的營運須遵守中國及香港的相關法例及規例。

截至2019年12月31日止年度及直至本報告日期，本集團於所有重大方面一直遵守中國及香港的所有相關法例及規例。

與僱員、客戶及供應商的關係

本集團一向明白與其僱員、客戶及供應商保持良好關係以實現其即時及長遠業務目標的重要性。我們鼓勵僱員增進對本集團所經營行業的認識，以及參與課程或培訓以提升其相關行業及技術知識。本集團亦透過定期會議、電話及電郵等多種途徑與其僱員、客戶及供應商保持持續溝通，從而讓僱員為本集團的發展作出貢獻、向客戶提供更佳的客戶服務，以及從供應商獲得更佳的服務及合作關係。

TAX RELIEF AND EXEMPTION

The Company is not aware of any tax relief and exemption available to Shareholders by reason of their holding of the Company's securities.

RESERVES

Details of the movements in the reserves of the Group during the year ended 31 December 2019 are set out in note 26 to the consolidated financial statements and in the consolidated statement of changes in equity for the year ended 31 December 2019 to this annual report.

DISTRIBUTABLE RESERVES

As of 31 December 2019, the Company's distributable reserves calculated in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands amounted to US\$12.8 million.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements of our property, plant and equipment during the year ended 31 December 2019 are set out in are set out in note 13 to the consolidated financial statements.

USE OF PROCEEDS FROM INITIAL PUBLIC OFFERING

The Company was listed on the Stock Exchange on the Listing Date with net proceeds received by the Company from the global offering in the amount of approximately HK\$67.8 million after deducting underwriting commissions and all related expenses. The net proceeds received from the public offering will be used in the manner consistent with that mentioned in the section headed "Future Plans and Use of Proceeds" of the Prospectus. Please refer to section headed "Management Discussion and Analysis" of this annual report for the utilisation of the net proceeds from the Listing Date up to 31 December 2019.

稅務寬減及寬免

本公司並不知悉股東可因其持有本公司證券而獲得任何稅務寬減及寬免。

儲備

本集團截至2019年12月31日止年度的儲備變動詳情載於綜合財務報表附註26及截至2019年12月31日止年度的綜合權益變動表。

可分派儲備

於2019年12月31日，根據開曼群島法律第22章公司法(1961年第3號法例，經綜合及修訂)計算，本公司的可分派儲備達12.8百萬美元。

物業、廠房及設備

截至2019年12月31日止年度的物業、廠房及設備變動詳情載於綜合財務報表附註13。

首次公開發售所得款項用途

本公司於上市日期在聯交所上市，經扣除包銷佣金及所有相關開支後，本公司從全球發售收到的所得款項淨額約為67.8百萬港元。從公開發售收到的所得款項淨額將按與招股章程「未來計劃及所得款項用途」一節所述者一致的方式動用。有關自上市日期直至2019年12月31日動用所得款項淨額的詳情，請參閱本年報「管理層討論及分析」一節。

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

The Company did not redeem any of its Shares listed on the Stock Exchange nor did the Company or any of its subsidiaries purchase or sell any of such Shares during the Year.

DIRECTORS

The Directors during the year ended 31 December 2019 and up to the date of this annual report were:

Executive Directors:

Mr. Lam Keung (*Chairman and Chief Executive Officer*)
Mr. Qing Haodong
Mr. Mai Lu
Ms. Cheng Yu Pik (*appointed on 27 March 2020*)

INEDs

Mr. Dan Kun Lei, Raymond
Mr. Wong Kwun Ho
Mr. Lai Man Shun

Biographical details of the Directors are set out in "Directors and Senior Management" to this annual report. In accordance with the Articles of Association, Mr. Lam Keung (*Chairman and Chief Executive Officer*), Mr. Qing Haodong, Mr. Mai Lu, Ms. Cheng Yu Pik, Mr. Dan Kun Lei, Raymond, Mr. Wong Kwun Ho and Mr. Lai Man Shun shall retire at the AGM and being eligible, have offered themselves for re-election thereat.

DIRECTORS' SERVICE CONTRACTS

None of the Directors offering for re-election at the AGM has a service contract with the Company which is not terminable within one year without payment of compensation other than statutory compensation.

購買、出售或贖回本公司的上市證券

於本年度，本公司並無贖回其於聯交所上市之任何股份，且本公司或其任何附屬公司概無購買或出售任何該等股份。

董事

於截至2019年12月31日止年度及直至本年報日期的董事為：

執行董事：

林強先生(*主席兼行政總裁*)
卿浩東先生
麥魯先生
鄭宇璧女士(*於2020年3月27日委任*)

獨立非執行董事：

鄧昆雷先生
黃冠豪先生
黎萬信先生

董事履歷詳情載於本年報「董事及高級管理層」。根據組織章程細則，林強先生(*主席兼行政總裁*)、卿浩東先生、麥魯先生、鄭宇璧女士、鄧昆雷先生、黃冠豪先生及黎萬信先生須於股東週年大會上退任且合資格並願意於會上重選連任。

董事服務合約

於股東週年大會接受重選的董事概無與本公司訂有不可在並無支付賠償(法定賠償除外)的情況下於一年內終止的服務合約。

REMUNERATION POLICY

The remuneration policy of the employees of our Group has been set up by the remuneration committee of the Board (the “**Remuneration Committee**”) on the basis of their merit, qualifications and competence. The remuneration of the Directors is recommended by the Remuneration Committee, having regard to the Company’s operating results, individual performance and comparable market statistics. The Company has adopted a share option scheme as an incentive to the eligible participants.

DIRECTORS’ INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE AND COMPETING BUSINESS

Save as disclosed under note 28 “Related Party Transactions” to the consolidated financial statements, no transactions, arrangements and contracts of significance (as defined in Appendix 16 to the Listing Rules) to which the Company or its holding company or any of its subsidiaries or fellow subsidiaries was a party and in which a Director, an entity connected with the Director or controlling shareholder of the Company or its subsidiaries (other than members of the Group) had a material interest, whether directly or indirectly, during the year ended 31 December 2019 and up to the date of this annual report.

As of 31 December 2019, none of the Directors is interested in any businesses apart from our business which competes or is likely to compete with our business, either directly or indirectly or would otherwise require disclosure under Rule 8.10 of the Listing Rules.

薪酬政策

本集團僱員的薪酬政策由董事會薪酬委員會（「**薪酬委員會**」）按其貢獻、資歷及能力訂定。董事酬金由薪酬委員會經考慮本公司經營業績、個人表現及可資比較之市場數據後作出建議。本公司已採納購股權計劃，作為對合資格參與者的鼓勵。

董事於重大交易、安排及合約以及競爭業務中的權益

除綜合財務報表附註28「關聯方交易」所披露者外，於截至2019年12月31日止年度及直至本年報日期，概無存續重大交易、安排及合約（定義見《上市規則》附錄十六），而本公司或其控股公司或其任何附屬公司或同系附屬公司為訂約方且本公司董事、與董事有關連之實體或控股股東或其附屬公司（本集團成員公司除外）於其中直接或間接擁有重大權益。

於2019年12月31日，除我們的業務外，概無董事於與我們業務構成或很可能構成直接或間接競爭，或須根據《上市規則》第8.10條披露的任何業務中擁有權益。

RELATED PARTY TRANSACTIONS

Details of the related party transactions were set out in note 28 to the consolidated financial statements. In the opinion of the Directors of the Company, the related party transactions were carried out in the normal course of business and at terms negotiated between the Group and the respective related parties.

CONTRACT OF SIGNIFICANCE

Save as disclosed in this report, at no time during the year ended 31 December 2019 had the Company or any of its subsidiaries entered into any contract of significance with the controlling shareholder or any of its subsidiaries, nor had any contract of significance been entered into for the services provided by the controlling shareholder or any of its subsidiaries to the Company or any of its subsidiaries.

CONNECTED TRANSACTION

The Directors confirm that none of the related party transactions set out in note 28 to the consolidated financial statements constituted connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules that is required to be disclosed. Save as disclosed in note 28 to the consolidated financial statements, the Group had not entered into any connected transactions or continuing connected transactions which are required to be disclosed in this report pursuant to the Listing Rules during the year ended 31 December 2019.

關聯方交易

關聯方交易詳情載於綜合財務報表附註28。本公司董事認為，關聯方交易乃於一般業務過程中及按本集團與各關聯方磋商的條款進行。

重大合約

除本報告所披露者外，於截至2019年12月31日止年度任何時間，本公司或其任何附屬公司概無與控股股東或其任何附屬公司訂立任何重大合約，亦無就控股股東或其任何附屬公司向本公司或其任何附屬公司提供服務訂立任何重大合約。

關連交易

董事確認，概無載於綜合財務報表附註28的關連方交易構成《上市規則》第14A章所須披露的關連交易或持續關連交易。除綜合財務報表附註28所披露者外，於截至2019年12月31日止年度，本集團概無訂立任何關連交易或持續關連交易而須根據《上市規則》於本報告中披露。

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES AND DEBENTURE

As at 31 December 2019, the interests or short positions of the Directors and the chief executives of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required: (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), (ii) pursuant to section 352 of the SFO, to be entered in the register referred to therein (the "Register"), or (iii) pursuant to the Model Code to be notified to the Company and the Stock Exchange, were as follows:

董事於本公司股份、相關股份及債權證的權益及淡倉

於2019年12月31日，董事及本公司最高行政人員於本公司或其相聯法團（定義見《證券及期貨條例》第XV部）的股份、相關股份及債權證中，須根據：(i)《證券及期貨條例》第XV部第7及8分部知會本公司及聯交所的權益或淡倉（包括根據《證券及期貨條例》的該等條文彼等被視作或視為擁有的權益或淡倉），(ii)《證券及期貨條例》第352條記入該節所指登記冊（「登記冊」）的權益或淡倉，或(iii)標準守則知會本公司及聯交所的權益或淡倉如下：

Long positions

好倉

Name	Capacity/Nature of interest	Number of Shares ⁽⁴⁾	Approximate percentage of shareholding
姓名	身份／權益性質	股份數目 ⁽⁴⁾	持股概約百分比
Mr. Lam Keung ⁽¹⁾⁽²⁾ 林強先生 ⁽¹⁾⁽²⁾	Interest in a controlled corporation/ Person acting in concert 受控法團權益／一致行動人士	600,000,000 (L)	75.0%
Mr. Qing Haodong ⁽¹⁾⁽³⁾ 卿浩東先生 ⁽¹⁾⁽³⁾	Interest in a controlled corporation/ Person acting in concert 受控法團權益／一致行動人士	600,000,000 (L)	75.0%

Notes:

- (1) Pursuant to a confirmatory deed, Mr. Lam Keung, Mr. Qing Haodong and Ms. Feng Tao (spouse of Mr. Qing Haodong) have acknowledged and confirmed, among other things, that they are acting in concert with each other. Accordingly, each of Mr. Lam Keung, Mr. Qing Haodong and Ms. Feng Tao is deemed to be interested in all the Shares in which any of them is interested under the SFO.
- (2) P. Grand (BVI) Ltd. is 100% owned by Mr. Lam Keung, and Mr. Lam Keung is deemed to be interested in all the Shares held by P. Grand (BVI) Ltd. under the SFO.
- (3) Kingtech (BVI) Ltd. is 100% owned by Ms. Feng Tao, and Ms. Feng Tao is deemed to be interested in all the Shares held by Kingtech (BVI) Ltd. under the SFO.
- (4) The letter "L" denotes the person's long position in the Shares.

Save as disclosed above, as at 31 December 2019, so far as is known to the Directors, none of the Directors and the chief executives of the Company had or were deemed to have any interest or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), which would have to be notified the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were taken or deemed to have under such provisions of the SFO) and/or required to be recorded in the Register or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

附註：

- (1) 根據確認契據，林強先生、卿浩東先生及馮濤女士（卿浩東先生的配偶）均承認及確認（其中包括），彼等將與彼此一致行動。因此，根據《證券及期貨條例》，林強先生、卿浩東先生及馮濤女士被視為於彼等任何一人擁有權益的全部股份中擁有權益。
- (2) P. Grand (BVI) Ltd.由林強先生全資擁有，根據《證券及期貨條例》，林強先生被視為於P. Grand (BVI) Ltd.持有的全部股份中擁有權益。
- (3) Kingtech (BVI) Ltd.由馮濤女士全資擁有，根據《證券及期貨條例》，馮濤女士被視為於Kingtech (BVI) Ltd.持有的全部股份中擁有權益。
- (4) 「L」指該名人士於有關股份的好倉。

除上文所披露者外，於2019年12月31日，就董事所知，概無董事及本公司最高行政人員於本公司或其相聯法團（定義見《證券及期貨條例》第XV部）的股份、相關股份或債權證中擁有或被視為擁有任何權益或淡倉，而須根據《證券及期貨條例》第XV部第7及8分部須通知本公司及聯交所（包括根據《證券及期貨條例》有關條文彼等被當作或視為擁有的權益及淡倉）及／或須記錄於登記冊或根據標準守則知會本公司及聯交所。

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

So far as is known to the Directors and chief executives of the Company, as at 31 December 2019, the person (other than a Director or the chief executives of the Company) or corporations who had interests or short position in the Share and underlying Shares which were required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under section 336 of the SFO were as follows:

主要股東於股份及相關股份的權益及淡倉

就董事及本公司最高行政人員所知，於2019年12月31日，根據《證券及期貨條例》第XV部第2及3分部的條文須向本公司披露，或根據《證券及期貨條例》第336條記入須存置登記冊的人士（一名董事及本公司最高行政人員除外）或公司於股份及相關股份中擁有的權益或淡倉如下：

Name 姓名／名稱	Capacity/Nature of interest 身份／權益性質	Number of Shares ⁽⁴⁾ 股份數目 ⁽⁴⁾	Approximate percentage of shareholding 持股概約百分比
P. Grand (BVI) Ltd.	Beneficial owner 實益擁有人	540,000,000 (L)	67.5%
Ms. Feng Tao ⁽¹⁾⁽²⁾⁽³⁾ 馮濤女士 ⁽¹⁾⁽²⁾⁽³⁾	Interest in a controlled corporation/ Person acting in concert 受控法團權益／一致行動人士	600,000,000 (L)	75%
Kingtech (BVI) Ltd.	Beneficial owner 實益擁有人	60,000,000 (L)	7.5%

Notes:

- Pursuant to a confirmatory deed, Mr. Lam Keung, Mr. Qing Haodong and Ms. Feng Tao (spouse of Mr. Qing Haodong) have acknowledged and confirmed, among other things, that they are acting in concert with each other. Accordingly, each of Mr. Lam Keung, Mr. Qing Haodong and Ms. Feng Tao is deemed to be interested in all the Shares in which any of them is interested under the SFO.
- P. Grand (BVI) Ltd. is 100% owned by Mr. Lam Keung, and Mr. Lam Keung is deemed to be interested in all the Shares held by P. Grand (BVI) Ltd. under the SFO.
- Kingtech (BVI) Ltd. is 100% owned by Ms. Feng Tao, and Ms. Feng Tao is deemed to be interested in all the Shares held by Kingtech (BVI) Ltd. under the SFO.
- The letter "L" denotes the person's long position in the Shares.

附註：

- 根據確認契據，林強先生、卿浩東先生及馮濤女士（卿浩東先生的配偶）均承認及確認（其中包括），彼等將與彼此一致行動。因此，根據《證券及期貨條例》，林強先生、卿浩東先生及馮濤女士被視為於彼等任何一人擁有權益的全部股份中擁有權益。
- P. Grand (BVI) Ltd. 由林強先生全資擁有，根據《證券及期貨條例》，林強先生被視為於 P. Grand (BVI) Ltd. 持有的全部股份中擁有權益。
- Kingtech (BVI) Ltd. 由馮濤女士全資擁有，根據《證券及期貨條例》，馮濤女士被視為於 Kingtech (BVI) Ltd. 持有的全部股份中擁有權益。
- [L] 指該名人士於有關股份的好倉。

Save as those disclosed above, as at 31 December 2019, the Directors and the chief executives of the Company are not aware of any other person or corporation having an interest or short positions in the Shares or underlying Shares which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

SHARE OPTION SCHEME

The Company adopted a share option scheme pursuant to a resolution in writing passed by the shareholders on 21 June 2019 (the “**Share Option Scheme**”) as incentives or rewards for eligible participants who contribute to the Group.

As at 31 December 2019, no share option was granted, exercised, lapsed or cancelled under the Share Option Scheme. Summary of major terms of the Share Option Scheme are as follows:

(i) Purposes of the scheme

The purpose of the Share Option Scheme is to enable the Group to grant options to selected participants as incentives or rewards for their contribution to our Group. The Directors consider the Share Option Scheme will enable the Group to reward the employees, the Directors and other selected participants for their contribution to our Group and to attract and retain such individuals.

除上文所披露者外，於2019年12月31日，董事及本公司最高行政人員並不知悉有任何其他人士或公司於股份或相關股份中擁有權益或淡倉而須根據《證券及期貨條例》第XV部第2及3分部向本公司披露，或記錄於本公司根據《證券及期貨條例》第336條須存置的登記冊。

購股權計劃

本公司根據股東於2019年6月21日通過的書面決議案採納購股權計劃（「**購股權計劃**」），作為對向本集團作出貢獻的合資格參與者的獎勵或獎賞。

於2019年12月31日，並無購股權根據購股權計劃獲授出、行使、失效及被註銷。購股權計劃的主要條款概述如下：

(i) 計劃目的

購股權計劃旨在讓本集團向選定的參與者授出購股權，作為對彼等向本集團所作貢獻的獎勵或獎賞。董事認為，購股權計劃讓本集團能回報僱員、董事及其他選定的參與者向本集團所作的貢獻，及吸引及挽留該等人士。

(ii) The Participants

The following persons of the Company, any member of the Group or of an entity in which the Group holds an equity interest may be invited by the Directors to take up options to subscribe for Shares at the Directors' absolute discretion:

- (a) employees and directors;
- (b) suppliers and customers;
- (c) persons or entities that provides research, development or other technological support;
- (d) holders of any securities;
- (e) advisers (professional or otherwise) or consultants to any area of business or business development; and
- (f) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group.

(iii) Maximum number of Shares

The maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme shall not in aggregate exceed 10% of the Shares in issue as at the Listing Date (i.e. 80,000,000 shares).

(ii) 參與者

本公司、本集團任何成員公司或本集團持有股本權益的實體的以下人士可獲董事邀請接納購股權以認購股份（由董事全權酌情決定）：

- (a) 僱員及董事；
- (b) 供應商及客戶；
- (c) 提供研究、開發或其他技術支援的人士或實體；
- (d) 任何證券的持有人；
- (e) 任何業務領域或業務發展的顧問（專業或其他）或諮詢人；及
- (f) 以合營企業、商業聯盟或其他業務安排的方式經已或可能對本集團的發展及成長作出貢獻的任何其他參與者組別或類別。

(iii) 股份最高數目

因行使根據購股權計劃將予授出的所有購股權而可予發行的股份最高數目合共不得超過於上市日期已發行股份的10%（即80,000,000股股份）。

(iv) Maximum entitlement of each participant

The total number of Shares issued and to be issued upon exercise of the options granted to each participant other than a Director, chief executive or substantial shareholders of the Company who accepts the offer for the grant of an option under the Share Option Scheme in any 12-month period shall not exceed 1% of the issued share capital of the Company. Any further grant of options in excess of this limit is subject to shareholders' approval in a general meeting.

Options granted to a Director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval by the INEDs. Where any grant of options to a substantial shareholder of the Company or an INED, or to any of their respective associates, in excess of 0.1% of the Shares in issue at the date of grant and with an aggregate value (based on the closing price of the Shares at the date of each grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in a general meeting.

(v) Time of acceptance and exercise of option

An offer of options may be accepted by a participant within 28 days from the date of the offer of the options. Unless otherwise determined by the Directors and stated in the offer, a grantee is not required to hold an option for any minimum period nor achieve any performance targets before the exercise of an option granted to him.

(iv) 每名參與者的最高配額

於任何12個月期間內，因授予接納根據購股權計劃授出購股權的要約的每名參與者(本公司董事、最高行政人員或主要股東除外)的購股權獲行使而已發行及將發行的股份總數，不得超過本公司已發行股本1%。任何進一步授出超逾此限額的購股權須獲股東於股東大會上批准。

授予本公司董事、最高行政人員或主要股東或其任何聯繫人的購股權須獲獨立非執行董事批准方可作實。倘於任何12個月期間內，向本公司主要股東或獨立非執行董事或其各自任何聯繫人授出超逾授出日期已發行股份0.1%及總值(根據股份於各授出日期的收市價計算)超過5百萬港元的購股權，則須獲股東於股東大會上批准。

(v) 購股權的接納及行使時間

購股權的要約可由參與者於購股權的要約日期起計28日內接納。除董事另行釐定及於要約載列外，承授人於行使獲授的購股權前，並無規定持有購股權的任何最短期間，亦毋須達到任何表現指標。

(vi) Subscription price for Shares and consideration for the option

The subscription price for Shares will be a price determined by the Directors, but shall not be less than the highest of (i) the closing price of Shares as stated in the Stock Exchange's daily quotations sheet on the date of the offer of grant; (ii) the average closing price of Shares as stated in the Stock Exchange's daily quotations sheet for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the Shares.

A nominal consideration of HK\$1.00 is payable by the grantee on acceptance of the grant of option.

(vii) Period of the Share Option Scheme

The Share Option Scheme will remain in force for a period of 10 years commencing on 21 June 2019, the date on which the Share Option Scheme is adopted.

EQUITY-LINK AGREEMENTS

No equity-linked agreement that would or might result in the Company issuing Shares, or that requiring the Company to enter into an agreement that would or might result in the Company issuing shares, was entered into by the Company during the year ended 31 December 2019 or subsisted at the end of the year.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as of the date of this annual report, the Company has maintained sufficient public float as required under the Listing Rules.

(vi) 股份的認購價及購股權的代價

股份的認購價將由董事釐定，惟不得低於以下各項的最高者：(i) 股份於授出要約日期按聯交所日報表所示股份的收市價；(ii) 股份於緊接授出要約日期前五個交易日按聯交所日報表所示的平均收市價；及(iii) 股份面值。

接納授出的購股權時，承授人須支付1.00港元的象徵式代價。

(vii) 購股權計劃期間

購股權計劃將由購股權計劃採納日期2019年6月21日起的10年期間內有效。

股權掛鈎協議

概無將會或可能導致本公司發行股份，或令本公司須訂立將會或可能導致本公司發行股份的協議的股權掛鈎協議於截至2019年12月31日止年度獲本公司訂立或於該年結束時存續。

充足公眾持股量

根據本公司公開獲得的資料及就董事所知，於本年報日期，本公司維持《上市規則》項下的規定充足公眾持股量。

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the laws of the Cayman Islands (place of incorporation of the Company) or under the Articles of Association which would oblige the Company to offer new shares on a pro-rata basis to its existing Shareholders.

CORPORATE GOVERNANCE

The Company has adopted the code provisions as set out in the CG Code. The Board considered that during the period from the Listing Date up to the date of this annual report, the Company has complied with the applicable code provisions set out in the CG Code except for those disclosed in the Corporate Governance Report included in this report. For details please refer to the "Corporate Governance Report" on pages 51 to 70 of this annual report.

MANAGEMENT CONTRACT

No contracts, other than the employment contracts of the executive Directors, concerning the management and administration of the whole or substantial part of the business of the Company were entered into or existed during the year ended 31 December 2019.

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of Association, every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto.

The Company has arranged for appropriate insurance cover for the Directors' and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities during the year ended 31 December 2019 and the indemnity provision and Directors' and officers' liability insurance remained in force as of the date of this report.

優先購買權

開曼群島(本公司的註冊成立地點)法例或組織章程細則並無有關優先購買權的條文，令本公司須向其現有股東按比例提呈新股份。

企業管治

本公司已採納企業管治守則所載的守則條文。除載於本報告的企業管治報告所披露者外，董事會認為於上市日期直至本年報日期的期間內，本公司一直遵守企業管治守則所載的適用守則條文。詳情請參閱本年報第51至70頁的「企業管治報告」。

管理合約

截至2019年12月31日止年度，除執行董事之僱傭合約外，概無訂立或存在有關本公司全部或重大部分業務的管理及行政管理合約。

准許的彌償保證條文

根據組織章程細則，各董事均有權從本公司的資產中就其因執行職務或與之有關的其他事宜而蒙受或招致的所有損失或負債獲得彌償。

於截至2019年12月31日止年度，本公司已為董事及高級職員投購合適的責任保險，就董事及高級管理層因企業活動而引致針對彼等展開的法律行動提供保障。截至本報告日期，有關彌償條文以及董事及高級職員責任保險仍然有效。

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2019, the five largest customers of the Group comprised 43.0% by value of our total sales during the year, with the largest customer accounted for 11.7%.

For the year ended 31 December 2019, the five largest suppliers of the Group comprised 87.9% by value of our total purchases during the year, with the largest supplier accounted for 42.3%.

None of the Directors, their close associates or a Shareholder (which to the knowledge of the Directors owns more than 5% of the number of issued shares of the Company) has an interest in any of our five largest customers and suppliers.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this annual report, at no time during the year ended 31 December 2019 was the Company or any of its holding company, subsidiaries or fellow subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

EVENT AFTER THE REPORTING PERIOD

After the outbreak of novel coronavirus (COVID-19) in January 2020 has caused disruptions to many industries, including electronics manufacturing industry, in China as well as other countries. These disruptions have inevitably posed a significant threat to the global economy in 2020. Despite the challenges, governments and international organizations have implemented a series of measures to contain the epidemic. The time duration and scope of these disruptions cannot be accurately assessed at this point in time. Up to the date on which these consolidated financial statements are issued, the Group was not aware of any material adverse effects on the financial statements as a result of the COVID-19 outbreak. The Group will closely monitor the development of the epidemic and assess its impact on its operations.

主要客戶及供應商

截至2019年12月31日止年度，本集團五大客戶佔我們年內銷售總值43.0%，而最大客戶則佔11.7%。

截至2019年12月31日止年度，本集團五大供應商佔我們年內採購總值87.9%，而最大供應商則佔42.3%。

概無董事、其緊密聯繫人或股東(就董事所知擁有本公司已發行股份數目5%以上者)於任何五大客戶及供應商中擁有權益。

董事購入股份或債權證的權利

除本年報另行披露者外，於截至2019年12月31日止年度內任何時間，本公司或其任何控股公司、附屬公司或同系附屬公司概非任何安排的訂約方，從而讓本公司董事可藉購入本公司或任何其他法人團體的股份或債權證而取得利益。

報告期後事項

2020年1月爆發新型冠狀病毒病對中國及其他國家多個行業造成干擾，包括電子製造業，難免對2020年全球經濟構成重大威脅。儘管挑戰重重，但政府及國際機構已實施一系列措施控制疫情。目前無法準確評估該等干擾持續的時間及程度。截至綜合財務報表刊發日期，就本集團所知，新型冠狀病毒病爆發對財務報表並無任何重大不利影響。本集團將密切監察疫情發展，評估對本集團營運之影響。

INDEPENDENT AUDITOR

The consolidated financial statements for the year ended 31 December 2019 have been audited by Moore Stephens CPA Limited (“**Moore Hong Kong**”), who will retire at the conclusion of the AGM and offer themselves for re-appointment. A resolution for the re-appointment of Moore Hong Kong as the independent auditor of the Company will be proposed at the forthcoming AGM.

On behalf of the Board

Lam Keung
Chairman and Chief Executive Officer
Hong Kong, 27 March 2020

獨立核數師

截至2019年12月31日止年度的綜合財務報表已由大華馬施雲會計師事務所有限公司（「**大華國際**」）審核，其將於股東週年大會結束時退任並願意獲重聘。重聘大華國際為本公司獨立核數師的決議案將於應屆股東週年大會上提呈。

代表董事會

主席兼行政總裁
林強
香港，2020年3月27日

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board of Directors is pleased to present the corporate governance report for the Company for the year ended 31 December 2019.

CORPORATE GOVERNANCE PRACTICES

The Company has adopted the principles and code provisions according to the Corporate Governance Code and Corporate Governance Report (the “CG Code”) of Appendix 14 of the Listing Rules as the basis of the Company’s corporate governance practices with effect from the Listing Date.

The Company is committed to maintaining high standards and has applied the Principles that are set out in the CG Code as set out in Appendix 14 of the Listing Rules. The Company’s corporate governance practices are based on these Principles. The Board believes that good corporate governance standards are essential in contributing to the provision of a framework for the Company to safeguard the interests of its shareholders, enhance corporate value, formulate its business strategies and policies, and enhance transparency and accountability.

In the opinion of the Directors, the Company has complied with all the code provisions of the CG Code and to a large extent the recommended best practices in the CG Code throughout the period from the Listing Date to 31 December 2019, except for the deviation from code provision A.2.1 of the CG Code as described below. The Company will continue to review and monitor its corporate governance practices to ensure compliance with the CG Code.

董事會欣然呈報本公司截至2019年12月31日止年度的企業管治報告。

企業管治常規

本公司已根據《上市規則》附錄十四所載的《企業管治守則》(「**企業管治守則**」)及企業管治報告採納原則及守則條文作為本公司企業管治常規的基準，自上市日期起生效。

本公司致力維持高標準，並已應用《上市規則》附錄十四所載的《企業管治守則》之原則。本公司的企業管治常規乃基於該等原則。董事會相信良好的企業管治標準對於為本公司提供框架以保障股東權益、提升企業價值、制定業務策略與政策及提高透明度與問責性至關重要。

董事認為，自上市日期至2019年12月31日期間，本公司一直遵守《企業管治守則》所有守則條文，亦已遵守很大部分該守則內建議之最佳常規，惟偏離下文所述《企業管治守則》第A.2.1條守則條文的規定。本公司將繼續檢討及監督企業管治常規，確保遵守《企業管治守則》。

Our Company complies or intends to comply with the CG Code set out in Appendix 14 of the Listing Rules, save for Code provision A.2.1 which requires that the roles of chairman and chief executive officer be separated and performed by different individuals. Mr. Lam is both our Chief Executive Officer and Chairman. Our Board believes that vesting the roles of both Chief Executive Officer and Chairman in the same person has the benefit of ensuring consistent leadership and efficient discharge of executive functions within our Group. Our Group considers that the balance of power and authority of the present arrangement will not be impaired as during the period the Board comprised six other experienced and high-calibre individuals including three other executive Directors and three independent non-executive Directors who would be able to offer advice from various perspectives. In addition, for major decisions of our Group, the Board will make consultations with appropriate Board committees and senior management. Therefore, our Directors consider that the present arrangement is beneficial to and in the interest of our Company and our Shareholders as a whole and the deviation from Code provision A.2.1 of the CG Code is appropriate in such circumstance.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted written guidelines (the “**Written Guidelines**”) on no less exacting terms than the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix 10 of the Listing Rules as its own code for securities transactions by the Directors.

As the Shares were listed on the Stock Exchange on 16 July 2019, the Model Code and Written Guidelines were not applicable to the Company during the period from 1 January 2019 to 15 July 2019.

Having made specific enquiry of all Directors, all of them have confirmed that they have complied with the Model Code and the Written Guidelines throughout the period from the Listing Date to the date of this annual report. No incident of non-compliance of the Written Guidelines by the employees who are likely to be in possession of inside information of the Company was noted by the Company.

本公司遵守或有意遵守《上市規則》附錄十四所載的《企業管治守則》，惟守則條文第A.2.1條除外，其規定主席及行政總裁須予分開及由不同人士出任。林先生乃行政總裁兼主席。董事會相信由同一人士出任行政總裁兼主席有利於確保一致領導，以及高效執行本集團內行政職能。本集團認為，現時安排的權力及職能平衡不會受損，原因為本期間董事會包括另外六名經驗豐富及才幹卓越的人士，包括其他三名執行董事及三名獨立非執行董事，彼等有能力的提供不同方面的意見。此外，就本集團作出重大決定方面，董事會將會向適當的董事會委員會及高級管理層進行諮詢。因此，董事認為目前的安排有利於並符合本公司及股東整體利益，而偏離《企業管治守則》守則條文第A.2.1條在此情況下屬恰當。

遵守證券交易的標準守則

本公司已採納一套標準不低於《上市規則》附錄十所載上市發行人董事進行證券交易的標準守則（「**標準守則**」）之規定的書面指引（「**書面指引**」），作為自身董事進行證券交易的守則。

由於股份於2019年7月16日在聯交所上市，標準守則及書面指引於2019年1月1日至2019年7月15日期間不適用於本公司。

在向全體董事作出具體查詢後，全體董事確認彼等於上市日期至本年報日期一直遵守標準守則及書面指引。本公司並無發現可能擁有本公司內幕消息的僱員存在不遵守書面指引的情況。

BOARD OF DIRECTORS

Roles and Responsibilities

The Group endeavours to enhance corporate efficiency and profitability through the Board. The directors recognise their collective and individual responsibility to the shareholders and perform their duties diligently to contribute to positive results for the Group and maximise returns for shareholders. The Board's focus is on the formulation of business strategy and policy, and control. Matters reserved for the Board are those affecting the Company's overall strategic policies, finances and shareholders. These include, but not limited to the following:

- determining policy matters, business plans and strategies, risk management, internal control;
- annual and quarterly financial forecast;
- preliminary announcements of interim and final results, and interim and annual reports;
- dividend policy;
- major corporate activities such as material acquisitions and capital expenditures; and
- Directors' appointment, re-election and recommendations.

Directors could seek independent professional advice in performing their duties at the Company's expense and are encouraged to access and to consult with the Company's senior management independently.

The daily management, administration and operation of the Group are delegated to the management. The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by the management.

董事會

職責及責任

本集團致力通過董事會來提升企業效率及盈利能力。董事深知彼等共同及個別對股東所負的責任，並勤勉盡職，為本集團的理想業績及股東的最大回報作出貢獻。董事會著重於制定業務策略與政策及管控。董事會負責處理影響本公司整體策略政策、財務及股東的事務，包括但不限於下列各項：

- 釐定政策事宜、業務計劃與策略、風險管理、內部控制；
- 年度及季度財務預測；
- 中期與末期業績之初步公告，以及中期與年度報告；
- 股息政策；
- 主要企業活動，例如重大收購及資本開支；及
- 董事委任、重選及推薦。

董事於履行彼等職責時可尋求獨立專業意見，費用由本公司承擔，我們鼓勵董事與本公司高級管理層接觸以獨立諮詢。

本集團之日常管理、行政及營運交予管理層負責。授權職能及職責由董事會定期檢討。管理層達成任何重大交易前須取得董事會批准。

BOARD COMPOSITION

During the period from the Listing Date up to the date of this annual report, the Board comprises four executive Directors and three INEDs. The composition of the Board is as follows:

Executive Directors

Mr. Lam Keung (*Chairman and Chief Executive Officer*)
 Mr. Qing Haodong
 Mr. Mai Lu
 Ms. Cheng Yu Pik (*appointed on 27 March 2020*)

INEDs

Mr. Dan Kun Lei, Raymond
 Mr. Wong Kwun Ho
 Mr. Lai Man Shun

The biographical information of the Directors and relationship between the Directors are set out in the section headed “Directors and Senior Management” on pages 20 to 31 of this annual report. There is no other relationship including financial, business, family or other material/relevant relationships among the Board members.

From the Listing Date up to the date of this annual report, the Board at all times met the requirements of the Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive Directors, with at least one independent non-executive Director possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company also complied with Rule 3.10A of the Listing Rules relating to the appointment of independent non-executive Directors representing one-third of the Board. Each of the independent non-executive Directors has confirmed his or her independence during the period from the Listing Date to 31 December 2019 pursuant to Rule 3.13 of the Listing Rules and the Company considers each of them to be independent.

董事會組成

自上市日期至本年報日期期間，董事會包括四名執行董事及三名獨立非執行董事。董事會組成如下：

執行董事

林強先生(主席兼行政總裁)
 卿浩東先生
 麥魯先生
 鄭宇璧女士(於2020年3月27日委任)

獨立非執行董事

鄧昆雷先生
 黃冠豪先生
 黎萬信先生

董事履歷資料及董事之間的關係載於本年報第20至31頁「董事及高級管理層」一節。董事會成員之間概無任何其他財務、業務、家族或其他重要／相關關係。

自上市日期至本年報日期，董事會一直符合《上市規則》第3.10(1)及3.10(2)條有關委任至少三名獨立非執行董事，且其中至少一名獨立非執行董事具備適當專業資格或會計或相關財務管理專業知識的規定。

本公司亦已遵守《上市規則》第3.10A條有關委任為數相當於董事會人數三分之一的人士為獨立非執行董事的規定。自上市日期至2019年12月31日期間，各獨立非執行董事已根據《上市規則》第3.13條確認其獨立性，本公司亦認為彼等均屬獨立。

Responsibilities, Accountabilities and Contributions of the Board and Management

The Board is responsible for overseeing the Group's businesses, strategic decisions and performance and is collectively promoting the success of the Company by directing and supervising its affairs. The Board takes decisions objectively in the best interests of the Company.

The Chairman leads the Board to formulate corporate mission, visions and policies of the Group and to ensure that all Directors are properly briefed on issues.

All Directors, including INEDs, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

All executive Directors actively involves in managing the affairs of the Company with a good understanding of the business, and play important roles in the daily operations, whilst all INEDs participate in the Board meetings and bring their independent views and judgments on various issues.

INEDs provide the Group with a wide range of skills, expertise and varied backgrounds and qualifications through their regular attendance and active participation at various committee meetings of the Company. They bring independent opinion and judgment on the strategy and policies to ensure that the interests of all Shareholders are taken into account.

During the Year, each executive Director frequently met and discussed with the management team in order to maintain an effective feedback system and enable the Group to react to changes or problems quickly and efficiently. The Board shall review its arrangement on delegation of responsibilities and authority regularly to ensure that such delegations are appropriate in view of the Company's prevailing circumstances and that appropriate reporting system is in place.

Each Director is free to seek advice from and has access to the Company's senior management team independently.

董事會與管理層的職責、如何負責及作出貢獻

董事會負有監督本集團的業務、策略決定及表現的責任，並集體負責統管並監督其事務以促使本公司成功。董事會客觀行事，所作決策符合本公司最佳利益。

主席帶領董事會制訂本集團的企業使命、願景及政策，並確保所有董事對事情有適當了解。

全體董事(包括獨立非執行董事)已為董事會的高效及有效運作帶來廣泛而寶貴的業務經驗、知識及專業技術。

全體執行董事積極參與管理本公司事務，對業務有清楚了解，並於日常營運中扮演重要角色，而全體獨立非執行董事則參與董事會會議，為各種事宜提供獨立意見及判斷。

獨立非執行董事透過定期出席及積極參與本公司各委員會會議，為本集團提供廣泛的技能、專業知識及不同背景和資歷。彼等為策略及政策提供獨立意見及判斷，確保全體股東的利益受到保障。

於本年度，各執行董事經常與高級管理層團隊會面及討論以保持有效的意見反饋機制及讓本集團能迅速高效地對變化或問題作出反應。董事會須定期檢討其責任及權限授予安排以確保有關權力授予於本公司當前的情況下實屬恰當及設有適當的匯報制度。

各董事可自由及獨立地尋求本公司高級管理層團隊的意見及和彼等接觸。

Board Proceedings

The Company adopts a practice to convene four (4) Board meetings in a financial year with intervals of not more than four (4) months. Notices of not less than 14 days is required to be given to all Directors and each Director is invited to include matters in the agenda. The company secretary of the Company (the “**Company Secretary**”) assisted the Chairman in establishing the meeting agenda. Detailed agenda and related meeting materials were circulated to all Directors at least three days before the date of the regular meetings.

Minutes were recorded in sufficient detail and draft minutes have been circulated to all Board members for comments. Finalised minutes were also sent to all Directors for their records within reasonable time after the meetings. All minutes were kept by the Company Secretary and were open for inspection by Directors.

Immediately prior to the Listing, all Directors have been given the relevant guideline materials regarding the duties and responsibilities of being a Director, the relevant laws and regulations applicable to the Directors and duty of disclosure of interest.

Since the Listing Date and up to the date of this annual report, the Company held two (2) Board meetings in total. As the Company was listed on the Stock Exchange on 16 July 2019, the Company did not hold any general meetings during the Year. The attendance records of each Director at the Board meetings (whether in person or by means of electronic communication) held are set out below:

董事會議事程序

本公司根據常規於一個財政年度內召開四(4)次董事會會議，每次會議之間相隔不超過四(4)個月。召開會議須向所有董事發出不少於14日通知，各董事均獲邀在議程中加入商討事項。本公司的公司秘書(「**公司秘書**」)協助主席制訂會議議程。詳細議程及有關會議資料於定期會議日期前至少3日向所有董事傳閱。

會議紀錄已作足夠詳細的記錄，而會議紀錄初稿已向全體董事會成員傳閱以供表達意見。會議紀錄的最終定稿亦已在會議結束後的合理時段內發送全體董事以作其記錄之用。所有會議紀錄皆由公司秘書保存，並可供董事查閱。

緊接上市前，全體董事已獲發有關作為董事的職責及責任、董事適用的相關法例及規例，以及權益披露責任的相關指引資料。

自上市日期及截至本年報日期，本公司合共舉行兩(2)次董事會會議。由於本公司於2019年7月16日於聯交所上市，故本公司於本年度並無舉行任何股東大會。各董事於董事會會議之出席紀錄(不論親身或透過電子通訊方式)載列如下：

Name of Director	董事姓名	No. of Attendance/ No. of Meeting Eligible to Attend 已出席／合資格出席的 會議次數
Mr. Lam Keung (<i>Chairman and Chief Executive Officer</i>)	林強先生(主席兼行政總裁)	2/2
Mr. Qing Haodong	卿浩東先生	1/2
Mr. Mai Lu	麥魯先生	2/2
Ms. Cheng Yu Pik (appointed on 27 March 2020)	鄭宇璧女士 (於2020年3月27日委任)	N/A 不適用
Mr. Dan Kun Lei, Raymond	鄧昆雷先生	2/2
Mr. Wong Kwun Ho	黃冠豪先生	2/2
Mr. Lai Man Shun	黎萬信先生	2/2

Directors' training and development

All Directors should keep abreast of the responsibilities as a director of the Company and of the conduct and business activities of the Company. The Company is responsible for arranging suitable training for its Directors. The Company has arranged for Directors to attend a training session which place emphasis on the roles, functions and duties of a listed company director, as well as the latest development regarding the Listing Rules and other applicable regulatory requirements. All the Directors had also participated in appropriate continuous professional development activities by reading materials regarding regulatory updates and corporate governance matters.

The Articles of Association contains provisions for the appointment, re-election and removal of Directors as follows:

Appointment of Directors

Article 83(2) provides that subject to the Articles of Association and the Law, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.

Article 83(3) provides that the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board.

Re-election of Directors

Article 83(3) also provides that any Director so appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting and any Director appointment by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Pursuant to the article 84(1), at each annual general meeting one-third (1/3) of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third (1/3)) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

董事培訓及發展

全體董事應及時了解擔任本公司董事職務的責任及本公司的行為及業務活動。本公司負責為董事安排適當的培訓。本公司已安排董事參加培訓課程，重點培訓上市公司董事的角色、職能及職責，以及有關《上市規則》及其他適用監管規定的最新發展。所有董事亦通過閱讀關於監管更新及公司管治事項的材料，參與適當的持續專業發展活動。

組織章程細則載有關於委任、重選及罷免董事的條文如下：

委任董事

細則第83(2)條規定，根據組織章程細則及法律，本公司可通過普通決議案選舉任何人士擔任董事，以填補董事會的臨時空缺或增加現有董事人數。

細則第83(3)條規定，董事會有權不時及隨時委任任何人士為董事以填補董事會的臨時空缺或作為現有董事會的新增成員。

重選董事

細則第83(3)條亦規定，獲董事會委任以填補臨時空缺的任何董事的任期至彼獲委任後本公司的首個股東大會為止，並可於該會上膺選連任，獲董事會委任作為現有董事會新增成員的任何董事的任期僅至本公司下屆股東週年大會為止，屆時符合資格膺選連任。

根據細則第84(1)條，於每屆股東週年大會上，當時三分之一(1/3)董事(或倘人數並非三(3)的倍數，則取最接近但不少於三分之一(1/3)的人數)須輪值告退，惟每位董事須最少每三年於股東週年大會退任一次。

Article 84(2) provides that a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires and any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Removal of Directors

Under article 83(5), the members may, at any general meeting and by an ordinary resolution, remove a Director at any time before the expiration of his/her period of office notwithstanding anything to the contrary in these articles or in any agreement between the Company and such Director (but without prejudice to any claim from damage under any such agreement).

Remuneration of Directors and Senior Management

The Directors' remuneration for the year ended 31 December 2019 are set out in note 9 to the consolidated financial statements.

Pursuant to code provision B.1.5 of the CG Code, the remuneration of the members of the senior management (other than the Directors) whose particulars are contained in the section headed "Directors and Senior Management" in this annual report for the year ended 31 December 2019 by band is set out below:

Remuneration band (HK\$)	薪酬組別 (港元)	Number of individual(s) 人數
Nil to 1,000,000	零至1,000,000	4

細則第84(2)條規定，退任董事符合資格膺選連任，並繼續於彼退任之大會上擔任董事，而任何其他退任董事為自上次重選或獲委任以來任期最長而須輪值告退之其他董事，而於同日獲委任或重選為董事者（除彼等之間另有協定）則以抽籤方式決定告退人選。

罷免董事

根據細則第83(5)條，股東可於任何股東大會上通過普通決議案，於其任期屆滿前的任何時間罷免董事，即使細則有任何相反規定或本公司與該董事有任何協議亦然（但無損根據任何該協議提出的任何損害索償）。

董事及高級管理層薪酬

於截至2019年12月31日止年度董事薪酬載於綜合財務報表附註9。

根據企業管治守則的守則條文第B.1.5條，於截至2019年12月31日止年度高級管理層成員（董事除外）（其資料載於本年報「董事及高級管理層」一節內）的薪酬組別載列如下：

Corporate Governance Functions

The Board is responsible for performing the following corporate governance duties:

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

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The chairman and chief executive officer of our Company is Mr. Lam Keung. The reasons for the two roles are being performed by the same individual are set out in the paragraph headed "Corporate Governance Practices" in this report.

企業管治職能

董事會負責履行以下企業管治職責：

1. 制訂及檢討本公司的企業管治政策及常規，並向董事會提供適當建議；
2. 檢討及監察董事及高級管理層的培訓及持續專業發展；
3. 檢討及監察本公司遵守法例及監管規定方面的政策及常規；
4. 制訂、檢討及監察適用於僱員及董事的行為守則及合規手冊(如有)；及
5. 檢討本公司對守則的遵守情況及企業管治報告的披露資料。

主席及行政總裁

本公司的主席及行政總裁為林強先生。由同一人士兼任兩職的原因載於本報告「《企業管治常規》」一段。

BOARD COMMITTEES

The Board has established three (3) Board committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee. All the committees are empowered by the Board under the respective terms of reference of the Audit Committee, the Remuneration Committee and the Nomination Committee, which are posted on the respective websites of the Stock Exchange and the Company and are available for inspection by the Shareholders upon request made to the Company Secretary. The Board committees are provided with sufficient resources to discharge their duties.

Audit Committee

The Audit Committee comprises all the INEDs, namely Mr. Dan Kun Lei, Raymond, Mr. Lai Man Shun and Mr. Wong Kwun Ho. Mr. Wong Kwun Ho is the chairman of the Audit Committee.

The Board considers that each Audit Committee member has extensive commercial experience and the Audit Committee has a suitable expertise in various businesses, financial and legal sectors and that the composition and establishment of the Audit Committee complies with the requirements under rule 3.21 of the Listing Rules.

The primary duties of the Audit Committee are mainly (i) to review and supervise the financial reporting process and to oversee the audit process of the Group, (ii) to oversee internal control procedures and corporate governance of our Group, and (iii) to review risk management and internal control systems of our Group. It has the responsibilities and powers set forth in the terms of reference.

The Audit Committee members shall meet at least twice a year to consider the interim and final results prepared by the Board.

董事委員會

董事會設有三(3)個董事委員會，分別為審核委員會、薪酬委員會及提名委員會。所有委員會均由董事會根據審核委員會、薪酬委員會及提名委員會各自的職權範圍授權，該等職權範圍已分別登載於聯交所及本公司網站，股東亦可要求公司秘書供其查閱。董事委員會配備充足資源以履行彼等的職責。

審核委員會

審核委員會由全體獨立非執行董事組成，即鄧昆雷先生、黎萬信先生及黃冠豪先生。黃冠豪先生為審核委員會主席。

董事會認為各審核委員會成員均具備豐富的從商經驗，審核委員會於各業務、財務及法律領域均具有合適的專業知識，且審核委員會的組成及設立符合《上市規則》第3.21條的規定。

審核委員會的主要職責為(i)檢討及監督財務匯報過程及監察本集團之審核過程；(ii)監察本集團之內部監控程序及企業管治；及(iii)審閱本集團之風險管理及內部監控制度。其具有職權範圍所載的責任及權力。

審核委員會成員須每年至少會面兩次以審議由董事會編製的中期及末期業績。

During the Year and up to the date of this annual report, the Audit Committee held two (2) meetings to, among others, review and supervise the financial reporting process and review the risk management and internal control systems of the Group and its audit-related matters. It had, in conjunction with the management of the Company, reviewed the Group's audited consolidated financial statements for the year ended 31 December 2019 and the unaudited consolidated financial statements for the six months ended 30 June 2019 and recommended the same to the Board for their consideration and approval. The Audit Committee was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosures had been made. The Audit Committee also carried out and discharged its other duties as set out in the CG Code.

The attendance of each INED at the Audit Committee meetings is as follows:

Members

成員

No. of Attendance/
No. of Meetings
Eligible to Attend
已出席／合資格出席的
會議次數

Mr. Wong Kwun Ho	黃冠豪先生	2/2
Mr. Dan Kun Lei, Raymond	鄧昆雷先生	2/2
Mr. Lai Man Shun	黎萬信先生	2/2

The Audit Committee held 2 meetings on 30 August 2019 and 27 March 2020 to review and consider, among other matters, the Group's interim results for the six months ended 30 June 2019 and the audited consolidated results for the year ended 31 December 2019.

Remuneration Committee

The Remuneration Committee comprises two (2) INEDs, namely Mr. Dan Kun Lei, Raymond and Mr. Lai Man Shun and one (1) executive Director, namely Mr. Lam Keung. Mr. Lai Man Shun is the chairman of the Remuneration Committee.

於本年度及直至本年報日期，審核委員會舉行兩(2)次會議，以(其中包括)檢討及監督財務匯報過程及審閱本集團之風險管理及內部監控制度以及其審核相關事宜。其已與本公司管理層審閱本集團截至2019年12月31日止年度的經審核綜合財務報表及截至2019年6月30日止六個月的未經審核綜合財務報表，並就此向董事會作出推薦建議，以供董事會考慮及批准。審核委員會認為，該等業績的編製符合適用會計準則及規定，且已作出充分披露。審核委員會亦進行及履行於企業管治守則所載的其他職責。

各獨立非執行董事出席審核委員會會議的次數如下：

審核委員會於2019年8月30日及2020年3月27日舉行兩次會議，以省覽及考慮(其中包括)本集團截至2019年6月30日止六個月的中期業績及截至2019年12月31日止年度的經審核綜合業績。

薪酬委員會

薪酬委員會由兩(2)名獨立非執行董事組成，即鄧昆雷先生及黎萬信先生以及一(1)名執行董事，即林強先生。黎萬信先生為薪酬委員會主席。

The primary duties of the Remuneration Committee are mainly (i) to develop a transparent policy in relation to remuneration; (ii) to review the remuneration policy and the structure relating to all Directors and senior management of the Group; (iii) to assess performance of all Directors and review performance based remunerations payable to Directors and senior management of the Group; and (iv) to make recommendations on other remuneration-related arrangement, such as, housing allowance and bonuses payable to Directors and senior management of the Group.

During the Year and up to the date of this annual report, the Remuneration Committee held two (2) meeting for reviewing and recommending the Board of the remuneration and other benefits payable by the Company to the Directors and senior management.

The attendance of each member of the Remuneration Committee meeting is as follows:

Members

成員

No. of Attendance/ No. of Meeting Eligible to Attend 已出席／合資格出席的 會議次數

Mr. Lai Man Shun	黎萬信先生	2/2
Mr. Dan Kun Lei, Raymond	鄧昆雷先生	2/2
Mr. Lam Keung	林強先生	2/2

The Remuneration Committee held 2 meetings on 30 August 2019 and 27 March 2020 respectively and considered certain remuneration-related matters of the Directors and senior management.

Nomination Committee

The Nomination Committee comprises two (2) INEDs, namely Mr. Lai Man Shun and Mr. Wong Kwun Ho and one (1) executive Director, namely Mr. Lam Keung (Chairman and Chief Executive Officer). Mr. Lam Keung is the chairman of the Nomination Committee.

薪酬委員會的主要職責為(i)制定具透明度之薪酬政策；(ii)檢討本集團所有董事及高級管理層之薪酬政策及架構；(iii)評估所有董事的表現及檢討應付本集團董事及高級管理層之績效薪酬；及(iv)就其他薪酬相關安排(例如房屋津貼及應付本集團董事及高級管理層之花紅)提供推薦建議。

於本年度及直至本年報日期，薪酬委員會舉行兩(2)次會議，以審閱本公司向董事及高級管理層支付的薪酬及其他福利並向董事會提供推薦建議。

各薪酬委員會會議成員的出席次數如下：

薪酬委員會分別於2019年8月30日及2020年3月27日舉行兩次會議，並考慮董事及高級管理層的若干薪酬相關事宜。

提名委員會

提名委員會由兩(2)名獨立非執行董事組成，即黎萬信先生及黃冠豪先生以及一(1)名執行董事，即林強先生(主席兼行政總裁)。林強先生為提名委員會主席。

The primary duties of the Nomination Committee are (i) to review the structure, size and composition of the Board on a regular basis; (ii) to make recommendations to our Board relating to the appointment, re-appointment; (iii) to identify individuals suitably qualified to become members of the Board; and (iv) to assess the independence of our INEDs.

The Board has adopted the Board diversity policy (the “**Board Diversity Policy**”) and the Nomination Committee shall monitor the implementation of the Board Diversity Policy and review the progress of its measurable objectives from time to time.

A summary of the Board Diversity Policy, together with the implementation are disclosed as below.

The Board Diversity Policy aims to set out the approach to achieve and maintain diversity on the Board in order to strengthen the performance of the Board, promote effective decision-making and better corporate governance and monitoring. To achieve a sustainable and balanced development, the Company encourages increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing an appropriate composition of the Board, the Board diversity has been considered from a number of perspectives, including but not limited to gender, age, culture and educational background, professional experience, skills, knowledge and length of service. All Directors appointment will be based on applicable merits and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

During the Year and up to the date of this annual report, the Nomination Committee held one (1) meeting for, among other matters, reviewing the structure, size and composition of the Board, assessing the independence of INEDs and making recommendation to the Board on the appointment or re-appointment of Directors.

提名委員會的主要職責為(i)定期檢討董事會之架構、規模及組成；(ii)就委任及重聘向董事會提供推薦建議；(iii)物色擁有適當資格人士成為董事會成員；及(iv)評估獨立非執行董事之獨立性。

董事會已採納董事會成員多元化政策(「**董事會成員多元化政策**」)，及提名委員會須監察董事會成員多元化政策的施行情況並不時檢討其可計量目標的達成進度。

董事會成員多元化政策的概要連同實施情況於下文披露。

董事會成員多元化政策旨在列出實現及維持使董事會成員達致多元化的方法，藉以提升董事會的表現、促進有效決策及更佳的企業管治及監控。為達到可持續及均衡發展，本公司鼓勵董事會層面更趨多元化，並視之為支持實現其策略目標及其可持續發展的關鍵元素。於設計董事會的適當組成時，已就董事會成員多元化作出多方面考慮，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務年期。所有董事委任將基於適用價值而定，而候選董事將按客觀標準加以考慮，並妥為顧及董事會成員多元化的益處。

於本年度及直至本年報日期，提名委員會舉行一(1)次會議，其中包括檢討董事會之架構、規模及組成、評估獨立非執行董事之獨立性，以及就委任或重新委任董事向董事會提供推薦建議。

The attendance of each member of the Nomination Committee meeting during the Year is as follows:

提名委員會會議各成員於本年度的出席次數如下：

Members	成員	No. of Attendance/ No. of Meeting Eligible to Attend 已出席／合資格出席的 會議次數
Mr. Lam Keung	林強先生	1/1
Mr. Lai Man Shun	黎萬信先生	1/1
Mr. Wong Kwun Ho	黃冠豪先生	1/1

The Nomination Committee held a meeting on 27 March 2020 and recommended the appointment of Ms Cheng Yu Pik as an executive Director and re-appointment of all the retiring Directors at the forthcoming annual general meeting after assessing their contribution and performance based on the nomination policy of the Company (the “**Nomination Policy**”).

提名委員會於2020年3月27日舉行一次會議，並建議於根據本公司提名政策（「**提名政策**」）評估其貢獻及表現後，在即將舉行的股東週年大會上委任鄭宇璧女士為執行董事及重新委任所有退任董事。

Nomination Policy

Where vacancies on the Board exist, the Nomination Committee evaluates skills, knowledge and experience required by the Board, and identifies if there are any special requirements for the vacancy. The Nomination Committee identifies appropriate candidates and convenes Nomination Committee meeting to discuss and vote in respect of the nominated Directors, and recommends candidates for Directors to the Board.

提名政策

當董事會出現空缺時，提名委員會將評估董事會所需技巧、知識及經驗，並識別空缺是否存在任何特殊要求。提名委員會將識別合適人選並召開提名委員會會議，就提名董事進行討論及投票，並向董事會推薦擔任董事的人選。

The Nomination Committee considers candidates with individual skills, experience and professional knowledge that can best assist and facilitate the effectiveness of the Board. The Nomination Committee takes the policy on Board diversity of the Company into consideration when it considers the balance of composition of the Board as a whole.

提名委員會將考慮具備能夠最佳輔助促進董事會效率的個人技能、經驗及專業知識的人選。提名委員會於考慮董事會組成的整體平衡時，將適當顧及本公司董事會多元化政策。

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Group for the year ended 31 December 2019.

The statement of the independent auditor of the Company about their reporting responsibilities and opinion on the financial statements is set out in the Independent Auditor's Report on pages 84 to 90 of this annual report.

INDEPENDENT AUDITOR'S REMUNERATION

An analysis of the remuneration paid/payable to the independent auditor of the Company, Moore Hong Kong, in respect of audit services and other services for the year ended 31 December 2019 is set out below:

董事對財務報表的責任

董事確認彼等負責編製本集團截至2019年12月31日止年度的綜合財務報表。

本公司獨立核數師有關其對財務報表的匯報責任載於本年報第84至90頁的獨立核數師報告內。

獨立核數師酬金

截至2019年12月31日止年度就審核服務及其他服務已付／應付本公司獨立核數師大華國際的酬金分析載列如下：

Service	服務	Fee paid/ payable US\$'000 千美元
Annual audit services	年度審核服務	77
Other services (mainly as the reporting accountant of the Company in relation to the Listing)	其他服務(主要為就上市擔任本公司申報會計師)	418
Total	總計	495

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for maintaining an adequate and effective risk management and internal control systems to safeguard the interest of the Company and the Shareholders and through the Audit Committee, reviewing the effectiveness of such systems on an annual basis.

Procedures have been set up for, inter alia, identifying, analysing, categorizing, mitigating and monitoring significant risks, and safeguarding assets against unauthorized use or disposition, maintaining proper accounting records and ensuring reliability of financial information, ensuring compliance with relevant legislation and regulations and protecting the interests of the Shareholders. Such systems are designed to manage, rather than eliminate the risk of failure to achieve business objectives, and aims to provide a reasonable, as opposed to an absolute assurance against material misstatement or loss.

The Company does not have an internal audit department. The Board will set up an internal audit function in light of the size and nature of the Group's business. The need for an internal audit function will be reviewed from time to time. Nevertheless, for the Year, the Board has conducted a review of, and is satisfied with, the effectiveness of the internal control systems of the Group. The Board considers that the Group's risk management and internal control are adequate and effective. The Board expects that a review of the risk management and internal control systems will be performed annually.

COMPANY SECRETARY

In compliance with Rule 3.28 of the Listing Rules, the Company Secretary is a full time employee and has the day-to-day knowledge of the Company's affairs. She is responsible for advising the Board on corporate governance matters. For the year under review, the Company Secretary confirmed that she has taken no less than 15 hours of relevant professional training in accordance with the requirement under Rule 3.29 of the Listing Rules.

風險管理及內部監控

董事會明白其有責任維持適當有效的風險管理及內部監控制度，以保障本公司及股東的權益，並透過審核委員會每年檢討有關制度的成效。

本公司已制定程序，以(其中包括)識別、分析、分類、減輕及監測重大風險，及保護資產以防未經授權使用或處置，維持妥當的會計紀錄及確保財務資料的可靠性，確保遵守相關法律法規及保護股東權益。有關制度為管理而非消除未能達致業務目標的風險而設，並旨在就重大失實陳述或損失作出合理而非絕對的保證。

本集團並無內部審核部門。鑑於本集團的業務規模及性質，董事會將設立內部審核職能。設立內部審核職能的需要將不時予以檢討。然而，於本年度，董事會對本集團的內部監控制度的成效進行檢討後對其成效感到滿意。董事會認為本集團的風險管理及內部監控屬適當有效。董事會預計將每年對風險管理及內部監控制度進行檢討。

公司秘書

遵照《上市規則》第3.28條的規定，公司秘書為全職僱員，熟悉本公司日常事務，負責就公司管治事務向董事會提供意見。回顧年度內，公司秘書確認其已根據上市規則第3.29條的規定接受不少於15個小時的相關專業培訓。

DISCLOSURE OF INSIDE INFORMATION

The Group acknowledges its responsibilities under the SFO, Chapter 571 of the laws of Hong Kong and the Listing Rules and the overriding principle that inside information should be announced immediately when it is the subject of a decision. The procedures and internal controls for the handling and dissemination of inside information are as follows:

- the Group conducts its affairs with close regard to the disclosure requirement under the Listing Rules as well as the “Guidelines on Disclosure of Inside Information” published by the Securities and Futures Commission of Hong Kong in June 2012;
- the Group has implemented and disclosed its policy on fair disclosure by pursuing broad, non-exclusive distribution of information to the public through channels such as financial reporting, public announcements and its website;
- the Group has strictly prohibited unauthorized use of confidential or inside information; and
- the Group has established and implemented procedures for responding to external enquiries about the Group’s affairs, so that only the executive Directors, Company Secretary and investor relations officers are authorized to communicate with parties outside the Group.

DIVIDEND POLICY

The Company may distribute dividends by way of cash or by other means that the Company consider appropriate. Any proposed distribution of dividends shall be determined by the Board and will be subject to Shareholders’ approval. In deciding whether to propose any dividend payout and/or determining the amount of any dividend to be paid, the Board will take into account, amongst other matters:

- (a) the Group’s actual and expected financial performance;
- (b) interests of shareholders of the Company;
- (c) retained earnings and distributable reserves of the Company and each of the other members of the Group;

內幕消息的披露

本集團確認其根據香港法例第571章《證券及期貨條例》及《上市規則》須履行的責任，整體原則為內幕消息須在決定後即時公佈。處理及發佈內幕消息的程序及內部監控如下：

- 本集團處理事務時會充分考慮《上市規則》項下的披露規定及香港證券及期貨事務監察委員會於2012年6月頒佈的「內幕消息披露指引」；
- 本集團透過財務報告、公告及其網站等途徑，向公眾廣泛及非獨家地披露資料，以實施及披露其公平披露政策；
- 本集團已嚴格禁止未經授權使用機密或內幕消息；及
- 本集團已就外界查詢本集團事務訂立及執行回應程序，據此只有執行董事、公司秘書及投資者關係專員獲授權與本集團外界人士溝通。

股息政策

本公司可以現金或本公司認為恰當的其他方式分派股息。任何建議分派股息須由董事會釐定，且須經股東批准。董事會決定是否建議派發任何股息及／或釐定將予派付的任何股息金額時，將考慮(其中包括)：

- (a) 本集團的實際及預期財務表現；
- (b) 本公司股東的利益；
- (c) 本公司以及本集團下屬每個其他成員的留存收益及可分配儲備金；

- | | |
|--|---|
| (d) the level of the Group's debts to equity ratio, return on equity and financial covenants to which the Group is subject; | (d) 本集團之債務權益比率、股本回報比率，以及施加於本集團的財務限制所處之水平； |
| (e) possible effects on the Group's creditworthiness; | (e) 對本集團信貸狀況之潛在影響； |
| (f) any restrictions on payment of dividends that may be imposed by the Group's lenders; | (f) 由本集團的貸款人可能施加的任何股息派付限制； |
| (g) the Group's expected working capital requirements and future expansion plans; | (g) 本集團之預期營運資本需求以及未來擴張計劃； |
| (h) liquidity position of the Group and any future commitments at the time of declaration of dividend; | (h) 於宣派股息時本集團之流動性及任何未來之承諾情況； |
| (i) taxation considerations; | (i) 稅務考慮； |
| (j) statutory and regulatory restrictions; | (j) 法律及合規限制； |
| (k) general business conditions and strategies; | (k) 整體商業條件及策略； |
| (l) general economic conditions, business cycle of the Group's business and other internal or external factors that may have an impact on the business or financial performance and position of the Company; and | (l) 整體經濟狀況、本集團業務的商業週期，以及可能對本公司業務或財務表現和狀況有影響的其他內部或外部因素；及 |
| (m) other factors that the Board deems appropriate. | (m) 董事會認為適當的其他因素。 |

The declaration and payment of dividends shall be subject to all applicable laws and regulations including but not limited to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the memorandum and articles of association of the Company (the "**Memorandum and Articles**").

The Company will review its dividend policy from time to time and reserves the right in its sole and absolute discretion to update, amend and/or modify the dividend policy at any time.

股息的宣派及派付應符合所有適用的法例及規定，包括但不限於公司條例(香港法例第622章)及本公司組織章程大綱及細則(「**大綱及細則**」)。

本公司將會不時審閱股息政策以及保留其唯一及絕對酌情權於任何時間更新、修訂及／或修改股息政策。

SHAREHOLDERS' RIGHTS

To safeguard shareholder interests and rights, a separate resolution is proposed for each substantially separate issue at general meetings, including the election of individual directors. All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the respective websites of the Stock Exchange and the Company after each general meeting.

Convening an Extraordinary General Meeting by Shareholders

Pursuant to article 58, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or Company Secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition.

Putting Forward Proposals at General Meetings

There are no provisions in the Articles of Association or the Cayman Islands Companies Law for the Shareholders to move new resolutions at general meetings. Shareholders who wish to move a resolution may request the Company to convene a general meeting in accordance with the procedures set out in the preceding paragraph.

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board, Shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

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

Contact Details

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

Address: Unit A, 13/F, Block 1, Leader Industrial Centre, 188-202 Texaco Road, Tsuen Wan, N.T., Hong Kong
(For the attention of the Investor Relations Department)
Fax: + 852 2391 2422
Email: ir@conteltechnology.com

股東權利

為保障股東的權益及權利，股東大會上會就每項實際獨立的事宜個別提出決議案，包括選舉個別董事。於股東大會提呈的所有決議案將根據《上市規則》以投票方式表決，投票結果將於各股東大會後分別登載於聯交所及本公司網站。

股東召開股東特別大會

根據細則第58條，任何一名或以上股東倘於請求提交日期持有不少於附帶本公司股東大會表決權的本公司繳足股本的十分之一，即時刻有權透過向董事會或公司秘書提出書面請求，要求董事會召開股東特別大會處理該請求所指明的任何事項。

於股東大會提呈建議

組織章程細則或開曼群島公司法並無有關股東於股東大會動議新決議案的條文。股東如欲動議決議案，可按照上一段所載程序要求本公司召開股東大會。

向董事會作出查詢

如欲向董事會作出任何查詢，股東可向本公司寄發書面查詢。本公司一般不會處理口頭或匿名查詢。

股東可將上述查詢或要求寄往以下地址：

聯絡詳情

股東可將上述查詢或請求郵寄至以下：

地址：香港新界荃灣德士古道188-202號
立泰工業中心1座13樓A室
(收件人為投資者關係部)
傳真：+ 852 2391 2422
電郵：ir@conteltechnology.com

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

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS/ INVESTOR RELATIONS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Company's business performance and strategies. The Company endeavors to maintain an on-going dialogue with the Shareholders and in particular, through annual general meetings and other general meetings. At the annual general meeting, Chairman and chairman of the Board committees (or their delegates as appropriate) are available to meet the Shareholders and answer their enquiries.

The Company maintains a website at www.conteltechnology.com as a communication platform with the Shareholders and investors, where the financial information and other relevant information of the Company are available for public access.

CONSTITUTIONAL DOCUMENTS

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

為免生疑問，股東必須將妥為簽署的書面請求、通知或聲明，或查詢(視情況而定)的正本交回或寄往以上地址，並提供其全名、聯絡資料及身份以使其生效。股東資料可能按法例規定被披露。

與股東及投資者的溝通／投資者關係

本公司認為，與股東有效溝通對提升投資者關係以及投資者對本公司業務表現及策略的了解非常重要。本公司致力與股東維持持續對話，尤其是透過股東週年大會及其他股東大會。於股東週年大會上，主席及董事委員會主席(或其代表(如適用))會出席會見股東及解答股東查詢。

本公司設有網站www.conteltechnology.com作為與股東及投資者的溝通平台，可供公眾查閱本公司的財務資料及其他相關資料。

組織章程文件

於本年度，本公司並無對其大綱及細則作出任何更改。大綱及細則的最新版本已分別刊載於聯交所網站及本公司網站。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ABOUT THE REPORT

Contel Technology Company Limited (the “**Company**” together with its subsidiaries, hereinafter referred to as the “**Group**” or “**We**”) is pleased to present the 2019 Environmental, Social and Governance Report (the “**Report**”) to provide an overview of the Group’s management of significant issues affecting the operations, including environmental, social and governance (“**ESG**”) issues.

Reporting Period

The Report illustrates the policies and performance regarding the environmental and social aspects from 1 January 2019 to 31 December 2019 (the “**Reporting Period**”).

Reporting Basis

The Report is prepared in accordance with the “comply or explain” provisions of the Environmental, Social and Governance Reporting Guide (the “**ESG Reporting Guide**”) contained in Appendix 27 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and on the basis of the four reporting principles — materiality, quantitative, balance and consistency.

The information contained herein is sourced from official documents and statistics of the Group, as well as the combined control, management and operations information provided by the subsidiaries in accordance with the Group’s relevant policies. The Report is prepared and published in both Chinese and English. In the event of contradiction or inconsistency, the English version shall prevail.

Stakeholders’ Feedback

The Group welcomes stakeholders’ feedback on our ESG approach and performance. If you have any advice or suggestions, please contact us via email at ir@conteltechnology.com.

關於本報告

康特隆科技有限公司(「**本公司**」，連同其附屬公司統稱「**本集團**」或「**我們**»)欣然提呈2019年環境、社會及管治報告(「**本報告**」)，以概述本集團如何管理對營運構成影響的重大問題，包括環境、社會及管治(「**環境、社會及管治**»)議題。

報告期間

本報告說明於2019年1月1日至2019年12月31日(「**報告期間**»)有關環境及社會層面的政策及績效。

報告基準

本報告是根據香港聯合交易所有限公司(「**聯交所**»)證券上市規則附錄二十七所載的環境、社會及管治報告指引(「**環境、社會及管治報告指引**»)中的「不遵守就解釋」條文，按四個報告原則的基準(重要性、量化、平衡及一致性)編製。

本報告所載資料來源於本集團官方文件及統計資料，以及附屬公司根據本集團相關政策，整理出結合控制、管理及營運的資料。本報告以中、英文編製及刊發。如中、英文兩個版本有任何抵觸或不相符之處，應以英文版本為準。

利益相關者反饋

本集團歡迎利益相關者對我們的環境、社會及管治方法與表現作出反饋。閣下如有任何意見或建議，謹請通過電郵 ir@conteltechnology.com 與我們聯絡。

SCOPE

The Board believes that a sound ESG is vital for continued sustainability and development of the Group's operation. The Board has taken overall responsibility for the Group's ESG strategy and reporting and has a strong commitment to environmental protection with the mission to promote the environmental culture among our staff to maintain a sustainable development for the Group.

The sites of operations refer to the warehouse and office in Hong Kong and the office in Shenzhen, Shanghai and Chengdu. They are operated by the subsidiaries of the Group, namely Flying Electronics Limited, IH Technology Limited, Shenzhen IH Technology Co., Ltd.* (深圳市英浩控制技術有限公司), Shanghai IH Microelectronics Technology Co., Ltd.* (上海英浩微電子技術有限公司) and Chengdu Flying Electronics Co., Ltd.* (成都飛環電子有限公司).

Unless otherwise specified, the environmental data covers the Group's operation in Hong Kong and the PRC.

A. ENVIRONMENTAL ASPECTS

Environmental sustainability is a key focus of the Group's corporate social responsibility. We implement policies and practices that help conserve resources, improve energy efficiency and raise environmental awareness among our staff. We are committed to building an environmentally-friendly corporation that pays close attention to conserving the Earth's natural resources. We strive to minimize our environmental impacts attributable to its operations while ensuring high standards in our operational efficiency and service quality.

A1. Emissions

Since the business activities covered by this Report mainly involve office operations, there was no emission that would have significant environmental impacts other than greenhouse gases produced indirectly in the course of electricity consumption.

範疇

董事會相信，健全的環境、社會及管治對於本集團營運的可持續發展至關重要。董事會全面負責本集團的環境、社會及管治策略及報告工作，矢志為環保事業出一分力，致力在員工之間培育環保文化，維持本集團的可持續發展。

營運地點指香港倉庫及辦事處以及深圳、上海及成都辦事處。該等營運地點由本集團附屬公司(即飛環電子有限公司、英浩科技有限公司、深圳市英浩控制技術有限公司、上海英浩微電子技術有限公司及成都飛環電子有限公司)營運。

除非另有指明，否則環境數據涵蓋本集團在香港及中國的營運。

A. 環境層面

環境的可持續是本集團企業社會責任的重點。我們實施幫助節約資源、提高能源效率及提高員工環保意識的政策及措施。我們致力成立環保公司，密切關注地球自然資源的保護。我們在確保高標準的營運效率及服務質量的同時努力減少營運對環境的影響。

A1. 排放

由於本報告涵蓋的業務活動主要涉及辦公室營運，因此並不會產生對環境構成顯著影響的排放，惟用電過程中間接產生的溫室氣體除外。

* The English name is translated for identification purpose only.

The Group is committed to the following:

- Minimise emissions of air pollutants and greenhouse gases;
- Adopt internationally recognised standards or equivalent local standards in assessing and disclosing the emissions of greenhouse gases in its operations;
- Prevent and minimize hazardous and non-hazardous waste; and
- Properly discharge hazardous and non-hazardous waste produced in its operations.

As the Group's business activities mainly involve office operations with no material manufacturing of products, there are no significant environmental laws and regulations that have a significant impact on the Group.

Greenhouse Gas (“GHG”) Emissions

To control the greenhouse gas emissions, the Group has adopted policies on efficient use of energy as described in the section headed “Use of Resources” below and will continue to assess, record and disclose its greenhouse gas emissions and other environmental data on a yearly basis. The performance indicators are as follows:

GHG Emissions ¹ 溫室氣體排放 ¹	Unit 單位	2019 2019年
Scope 1 ² 範圍一 ²	tonnes of CO ₂ -equivalent (“CO ₂ e”) 二氧化碳當量，以噸計	–
Scope 2 ³ 範圍二 ³	tonnes of CO ₂ e 二氧化碳當量，以噸計	108.7
Total GHG Emissions 溫室氣體總排放量	tonnes of CO ₂ e 二氧化碳當量，以噸計	108.7

GHG Emissions Intensity 溫室氣體排放量的密度	Unit 單位	2019 2019年
Per square feet of floor area (scope 2) 每平方呎建築面積(範圍二)	tonnes of CO ₂ e/ft ² 二氧化碳當量(以噸計)/平方呎	0.005
Per employee (scope 2) 每名僱員(範圍二)	tonnes of CO ₂ e/employee 二氧化碳當量(以噸計)/僱員	0.9

本集團致力於以下各方面：

- 盡量減少空氣污染物和溫室氣體的排放；
- 在評估和披露其營運中的溫室氣體排放時，採用國際公認的標準或同等的地方標準；
- 防止和減少有害廢棄物和無害廢棄物；及
- 妥善清理其營運中產生的有害廢棄物和無害廢棄物。

由於本集團的業務活動主要涉及辦公室營運而並無重大之製造產品運作，因此並無重大環保法律及規例對本集團產生顯著影響。

溫室氣體(「溫室氣體」)排放

為控制溫室氣體的排放，本集團已採用下文「資源使用」一節所述有關有效使用能源之政策，並將繼續每年評估、記錄及披露其溫室氣體排放及其他環境數據。績效指標如下：

Non-hazardous solid wastes, mainly the domestic and commercial wastes, generated in our offices and warehouses during our operations in the Reporting Period were amounted to about 4.38 tonnes.

During the Reporting Period, the Group took necessary steps to monitor and manage the environmental effect of the operations. The Group aims to reduce the energy consumption and carbon emissions and seeks less harmful ways to the environment in the operations. Our internal policies are to comply all the relevant laws and regulations applicable to our operations in different jurisdictions.

於報告期間，我們的辦公室及倉庫在營運過程中產生的無害固體廢物約為4.38噸，主要為家居及商業廢棄物。

於報告期間，本集團已採取必要措施監督及管理營運對環境的影響。在營運過程中，本集團力求減少能源消耗及碳排放，並尋求減少損害環境的方法。我們的內部政策是遵守營運所在不同司法管轄區適用的所有相關法律及法規。

¹ The greenhouse gas emissions is estimated with reference to, *2018 Sustainability Report* issued by China Light and Power Co. Ltd. and *2017 Regional Power Grid Average CO₂ Emission Factors in China* guideline published by the Ministry of Ecology and Environment of the People's Republic of China.

² Scope 1: The direct emission from the business operations owned or controlled by the Group

³ Scope 2: The "indirect energy" emissions from the internal purchased electricity consumption by the Group

¹ 溫室氣體排放量的估算乃經參考中華電力有限公司刊發的《2018可持續發展報告》及中華人民共和國生態環境部發佈的《2017年中國區域電網平均二氧化碳排放因子》指引。

² 範圍一：由本集團擁有或控制的業務營運直接產生的排放

³ 範圍二：由本集團內部消耗外購電力所引致的「間接能源」排放

Wastes

The wastes generated from sites of operations are generally domestic wastes, office paper, paper board and toner. We have engaged with recycling companies to recycle the wastes. The details of the wastes generated are as follows:

Wastes ⁷ 廢物 ⁷	Unit 單位	2019 2019年
Office Paper 辦公室用紙	tonnes 噸	1.4

To reduce paper consumption, we encourage our employees to:

- Reuse envelopes and folders for sending internal documents and letters;
- Use double side printing;
- Adopt electronic filing; and
- Arrange conference call or video conference instead of face-to-face meetings.

The Group will continuously monitor the greenhouse gas emissions and waste production to see if any detailed measures can be formulated in the future for more effective management of emissions.

廢物

營運地點產生的廢物通常是家庭廢物、辦公室用紙、紙板及碳粉。我們委聘回收公司以回收廢物。所產生的廢物詳情如下：

為減少紙張消耗，我們鼓勵僱員：

- 發送內部文件和信件時重用信封和文件夾；
- 雙面打印；
- 採用電子存檔方式；及
- 安排電話會議或視頻會議替代面對面會議。

本集團將持續監察溫室氣體排放及製造廢物的情況，以確定日後是否可制定任何更有效地管理排放的詳細措施。

A2. Use of Resources

The Group is well aware that reasonable use of resources is essential to sustainable development. The Group is committed to the following:

- Adopt the principles of reduce, reuse and recycle to increase the consumption efficiency of energy, paper, water, high-quality plastic stretch film (packaging materials) and other resources in its business operations; and
- Nurture the culture of environmental protection within the Group to increase the environmental awareness of employees.

The Group seeks to encourage its employees to adopt efficiency measures in the use of lighting, computer, water, paper and packaging materials.

Energy Management

The major energy source is electricity. The Group has implemented various measures to mitigate the consumption regarding the use of lighting, air conditioner and computer.

A2. 資源使用

本集團深明合理使用資源對可持續發展至關重要。本集團致力於以下各方面：

- 奉行減少、再利用和回收的原則，提高其業務營運中的能源、紙張、水、優質塑料拉伸膜(包裝材料)和其他資源的消耗效率；及
- 在本集團內培育環保文化，提高員工的環保意識。

本集團致力鼓勵員工以符合效率的方式使用照明、電腦、水、紙張及包裝材料。

能源管理

能源的主要來源是電力。本集團已實行多項措施以減低有關使用照明、空調及電腦的消耗。

Lighting

Switch on the lighting only when the meeting room is occupied. Switch off the lighting upon leaving the meeting room; and

- Switch off unnecessary lighting in public areas (such as reception area, pantry, lavatory and corridors) during less busy hours (such as lunch-time and non-business hours).

Air conditioner:

- Maintain room temperature at 25 degrees Celsius when using air conditioners during summer
- Switch off unnecessary air-conditioners during less busy hours (such as lunch-time and non-business hours); and
- Switch on the air-conditioner only when the meeting room is occupied. Switch off the air-conditioner upon leaving the meeting room.

Computer:

- Adjust the computer setting to activate the standby or hibernation mode of computers so that the display monitor will switch off automatically or enter energy saving mode when left idle for a prescribed period of time;
- Adjust the brightness of the display monitor; and
- Switch off computers (including the display monitor) after use.

照明

會議室只會在使用時才開啟照明。離開會議室時關掉照明；及

- 在較為空閒的時間(如午膳時段和非營業時間)關掉公共區域(如接待處、茶水間、洗手間和走廊)的非必要照明。

空調：

- 在夏天使用空調時將室內溫度維持於攝氏25度
- 在較為空閒的時間(如午膳時段和非營業時間)關掉不必要的空調；及
- 會議室只會在使用時才開啟空調。離開會議室時關掉空調。

電腦：

- 調整電腦設定以啟用電腦的待機或休眠模式，使顯示屏在閒置一段既定時間後自動關閉或進入節能模式；
- 調整顯示屏的亮度；及
- 用後關掉電腦(包括顯示屏)。

The details of energy consumption are as follows:

能源消耗詳情如下：

Use of resources 資源使用	Unit 單位	2019 (approximately) 2019年(概約)
Electricity 電力	kWh 千瓦時	142,279.0
Electricity intensity 電力密度	kWh/ft ² 每平方呎千瓦時	6.54

The main source for energy consumption was still the purchased electricity during the Reporting Period. The electricity consumption was higher during summer time (June to September). It was possibly caused by the increase in the uses of air conditioners.

於報告期間，能源消耗的主要來源仍然是外購電力。夏季(六月至九月)的耗電量較高，原因可能是空調使用量提升所致。

Water Resource

Water consumption refers to the water usage in washroom and pantry. The water supply is provided by the third party and managed by the property management company. Therefore, there is no issue in sourcing water. The Group has implemented initiatives to control water consumption as follows:

水資源

耗水量指洗手間及茶水間的用水。供水由第三方提供，並由物業管理公司管理。因此，本公司並無採購水的問題。本集團已推行以下控制耗水的措施：

- Turn off the water tap promptly after use.
- 用後隨即關掉水龍頭。

Use of resources 資源使用	Unit 單位	2019 (approximately) 2019年(概約)
Water 水	Cubic meter 立方米	613.0
Water intensity 水密度	Cubic meter/ft ² 每平方呎立方米	0.03

A3. The Environment and Natural Resources

Due to the nature of the Group's business, its daily business operations posed no significant adverse impact on the environment directly. However, the indirect greenhouse gas emissions would aggravate the phenomenon of global warming. The Group strives to reduce the indirect impact caused by greenhouse gas emissions through various measures mentioned in the sections "Emissions" and "Use of resources".

A3. 環境及天然資源

由於本集團業務的性質，其日常業務營運對環境並無直接的重大不利影響。然而，溫室氣體的間接排放加劇全球暖化現象。本集團致力通過「排放」及「資源使用」各節提述的不同措施，減輕溫室氣體排放造成的間接影響。

The Group endeavors to comply with the applicable environmental laws and regulations and has adopted effective measures to reduce wastage. Our employees are fully aware that it is important for the operation of the Group to minimize the impact on the environment and natural resources. Our management also closely monitors the utilities consumption in different offices and encourages employees to work together to reduce utilities consumption.

B. SOCIAL ASPECTS

The Group abided by all laws and regulations adopted in all sites of operations and has formulated the Employment and Labour Practices Policy Statement. The aim of the Employment and Labour Practices Policy Statement is to provide employees with a workplace that is free of discrimination and harassment and emphasises diversity, health and safety.

B1. Employment and Labour Practices

Employment

Employees are our valuable assets. We have developed a written staff manual to govern the discipline, working hours, leaves and other benefits of our employees, in accordance with the relevant laws and regulations.

To attract, motivate and retain experience staffs, we reviewed their pay packages annually with prevailing market conditions. Our full-time employees are entitled to maternity, paternity, compassionate leaves, medical insurance, performance related bonus and mandatory provident fund.

The Group has adopted a share option scheme as an incentive to eligible employees. Social and recreational activities are arranged for the employees in achieving work-life balance. We apply equal opportunity and non-discrimination in recruitment, promotion and all other aspects of our employment practices.

本集團致力遵守適用的環境法律及法規，並已採取有效措施減少浪費。我們的僱員深明盡量減少對環境及天然資源的影響對本集團營運的重要性。我們的管理層亦密切監察各個辦公室的公用服務消耗情況，並鼓勵僱員攜手減少公用服務消耗。

B. 社會層面

本集團恪守所有營運地點採納的所有法律及規例，並已制訂僱傭及勞工常規政策聲明。僱傭及勞工常規政策聲明旨在為員工提供並無歧視和騷擾的工作場所，並強調多元化、身心健康和安全。

B1. 僱傭及勞工常規

僱傭

僱員是我們珍貴的資產。我們已按照相關法律及法規制訂書面員工手冊，以規管僱員紀律、工作時間、休假及其他福利。

為吸引、激勵及挽留資深員工，我們每年參考當時市況檢討員工的薪酬待遇。全職僱員可享有產假、侍產假、恩恤假、醫療保險、績效花紅及強制性公積金。

本集團已採納購股權計劃以為合資格僱員提供激勵。本集團為僱員安排社交及消閒活動，達致作息平衡。我們在招聘、晉升及僱傭常規的其他方面均體現平等機會及不歧視的精神。

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

As at 31 December 2019, the total number and distribution of employees within the Group are as follows:

於報告期間並無不符合健康及安全相關法律及法規的個案。

於2019年12月31日，本集團旗下僱員總數及分佈情況如下：

Number of employee	僱員人數	2019 2019年	2018 2018年
By Gender	按性別劃分		
Male	男性	62	54
Female	女性	54	45
By Age Group	按年齡組別劃分		
Below 30	30歲以下	17	14
30 to 50	30至50歲	92	78
Over 50	50歲以上	7	7
By Region	按地區劃分		
PRC	中國	89	76
Hong Kong	香港	27	23

B2. Health and Safety

We are committed to providing and maintaining a safe, healthy, and hygienic workplace for all employees. The Group did not encounter any lost days caused by injury. Air purifiers were placed in work place to improve air circulation. There were no non-compliance cases noted in relation to health and safety laws and regulations during the Reporting Period.

B2. 健康與安全

我們致力為全體僱員提供及維持安全、健康及衛生的工作場所。本集團並無任何由工傷引起的工作損失日。工作場所已放置空氣淨化器以改善空氣循環。於報告期間並無不符合健康與安全相關法律及法規的個案。

B3. Development and Training

We acknowledge the importance of training for the development of our employees as well as our Group. We encourage and support our employees in personal and professional training, through sponsoring training programmes, seminars, workshops and conferences, peer learning and on-the-job coaching, as well as reimbursement for external training courses to enhance their competencies in performing their jobs effectively and efficiently. Total training hours offered in 2019 was 877 hours, average 7.6 hours per trained employees. We believe this is a mutually beneficial practice for achieving both personal and corporate goals as a whole.

As at 31 December 2019, the total training hours received by employees within the Group are as follows:

B3. 發展及培訓

我們明白培訓對僱員以至本集團的發展同樣重要。我們鼓勵及支持僱員進行個人及專業培訓，包括贊助培訓計劃、研討會、工作坊及論壇、同儕學習和在職培訓，以及資助僱員報讀外部培訓課程，從而提升僱員能力，在崗位上更有效及高效地執行工作。2019年內提供的培訓總時數為877小時，平均每名受訓僱員為7.6小時。我們相信，此對於實現個人和企業整體目標是互惠互利的做法。

於2019年12月31日，本集團旗下僱員接受的培訓總時數如下：

Number of Training Hours Completed by Employees 僱員完成的培訓時數		Unit 單位	Amount 時數
Average hours of training per employee and percentage (%) of employees who received training	每名僱員的平均培訓時數及受訓僱員百分比(%)		
By Gender	按性別劃分		
Male	男性	hour 小時	8
Female	女性	hour 小時	7
By Employee Category	按僱員類別劃分		
Senior management	高級管理層	hour 小時	25
Middle management	中級管理層	hour 小時	18
Junior employees	初級僱員	hour 小時	4

B4. Labour Standards

The Group considers child and forced labour unacceptable and ought to be prevented. The Group has instituted a comprehensive screening and recruiting process to prohibit the use of child labour. Employee work schedules are set up fairly to keep within standard working hours. All employees are provided with appropriate leave entitlements including annual leave, sick leave, marriage leave, maternity leave, paternity leave and compassionate leave etc. There were no non-compliance cases noted in relation to labour standards laws and regulations during the Reporting Period.

B5. Supply Chain Management

Relationship is the fundamentals of business. Sound supply chain management ensures the Group to sustain its business operations and development. We have maintained strong relationships with our suppliers to meet our customer's needs in an effective and efficient manner. When selecting suppliers, the Group takes factors into account such as quality of products and functionality, price, reliability and anticipated market acceptance. The Group expects suppliers to observe the environmental, social, health and safety and governance considerations in their operations.

B6. Product Responsibility

The Group recognizes good customer service is the key to the success and sustainability of a corporation. Suppliers provide warranty on the products they supply to the Group for distribution of electronic components. Suppliers are responsible for providing or procuring the provision of in-warranty service to the end customers.

B4. 勞工準則

本集團認為童工和強制勞工絕不可取及務須避免。本集團已制訂全面的篩查和招聘程序，以禁止僱用童工。本集團已制訂符合標準工時規定的合適僱員工作時間表。全體僱員均享有適當的休假福利，包括年假、病假、婚假、產假、侍产假和恩恤假等。於報告期間並無不符合勞工準則相關法律及法規的個案。

B5. 供應鏈管理

關係是業務的根基所在。健全的供應鏈管理確保本集團的業務營運及發展得以持續。我們與供應商保持深厚關係，以有效及高效的方式滿足客戶所需。選擇供應商時，本集團考慮的因素包括產品質素及性能、價格、可靠性及預期市場反應等。本集團冀供應商在本身營運中亦顧及環境、社會、健康及安全以及管治等方面因素。

B6. 產品責任

本集團深明優秀的客戶服務是公司成功及可持續發展的關鍵。供應商為供應本集團作電子元件分銷的產品提供保養。供應商負責為最終客戶提供或安排提供保養服務。

The Group also adopts the following quality control policies on the products to be sold:

- a series of inspections upon the receipt of the products in our warehouse regarding, among others, their appearance, packaging, specification and brand logo, etc. on a sampling basis; and
- If any defects are identified, the relevant product will be returned to the supplier for replacement.

During the Reporting Period, we have not received any cases of infringement of intellectual property rights. We are also not aware of any suspected cases of infringement of intellectual property rights of the products that we were distributed in 2019.

The Group is also committed to abide by the Personal Data (Privacy) Ordinance. Personal data shall be highly protected. Employees are committed not to disclose confidential information, including information related to suppliers and customers whether orally or in writing or in any other media which are not publicly known.

B7. Anti-Corruption

Both the Group and its business partners are committed to upholding the highest ethics standards. Parties involved in business interaction shall prohibit each and every form of corruption, extortion, bribery, fraud, money laundering and embezzlement. The Group advocates the standards of fair transaction, advertising and competition and puts in place a confidentiality mechanism to protect the identity of suppliers and whistleblowers. No suspected enquiries or cases involving fraud were reported during 2019.

B8. Community Investment

We encourage our employees to participate in social and community events and to volunteer for good causes. We will continue to shoulder the social responsibility by caring the community, employees and the environment in order to build a cohesive society.

本集團亦對待售產品採取以下品質監控政策：

- 收到產品後在倉庫進行一連串的抽樣檢查，包括外觀、包裝、規格及品牌標識；及
- 如發現任何缺陷，相關產品將退回供應商更換。

於報告期間，我們並無收到任何侵犯知識產權的個案。就我們所知，我們於2019年分銷的產品亦無任何涉嫌侵犯知識產權的個案。

本集團亦致力遵守個人資料(私隱)條例。個人資料務須給予高度保護。僱員不得以口頭或書面方式又或於任何其他媒體透露非公開的機密信息，包括與供應商及客戶有關的信息。

B7. 反貪污

本集團與業務夥伴致力恪守最高的道德標準。參與商業互動者禁止所有形式的貪污、敲詐、受賄、欺詐、洗黑錢和盜用公款。本集團提倡公平交易、廣告和競爭的標準，並設有保密機制保護供應商和舉報者的身份。2019年並無涉及欺詐的可疑查詢或個案。

B8. 社區投資

我們鼓勵僱員參與社會及社區活動，為行善出一分力。我們將繼續關顧社區、僱員及環境以力行社會責任，構建和諧團結的社會。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



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大
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To the Shareholders of Contel Technology Company Limited

(Incorporated in Cayman Islands with limited liability)

致康特隆科技有限公司股東

(於開曼群島註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of Contel Technology Company Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 91 to 190, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

意見

吾等已審核第91至190頁所載康特隆科技有限公司(「**貴公司**」)及其附屬公司(統稱「**貴集團**」)的綜合財務報表，包括於2019年12月31日的綜合財務狀況表、截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註(包括重大會計政策概要)。

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 the 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.

吾等認為，該等綜合財務報表已按照香港會計師公會(「**香港會計師公會**」)頒佈的香港財務報告準則(「**香港財務報告準則**」)真實而中肯地反映 貴集團於2019年12月31日的綜合財務狀況及截至該日止年度的綜合財務表現和綜合現金流量，並已根據香港公司條例的披露規定妥為編製。

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditors’ 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.

KEY AUDIT MATTER

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

意見基準

吾等已根據香港會計師公會頒佈的香港審核準則（「**香港審核準則**」）進行審核。吾等根據該等準則的責任於本報告核數師就審核綜合財務報表須承擔的責任一節進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則（「**守則**」），吾等獨立於貴集團，並已遵循該守則履行其他道德責任。吾等相信，吾等所獲得的審核憑證能充足和適當地為吾等的意見提供基礎。

關鍵審核事項

關鍵審核事項是根據吾等的專業判斷，認為對本期綜合財務報表的審核最為重要的事項。該等事項是在對綜合財務報表整體進行審核並形成意見的背景下來進行處理，吾等不對該等事項提供單獨的意見。

KEY AUDIT MATTER (Continued)

Key audit matter
關鍵審核事項

關鍵審核事項(續)

How our audit addressed the key audit matter
吾等進行審核時如何處理關鍵審核事項

Impairment assessment of trade receivables
貿易應收款項減值評估

Refer to the notes 3(g), 3(h), 4, 18 and 31 to the consolidated financial statements
參閱綜合財務報表附註3(g)、3(h)、4、18及31

As at 31 December 2019, the Group had trade receivables with gross carrying amounts of approximately US\$24,487,000. The Group had recognised net expected credit loss ("ECL") on trade receivables of approximately US\$111,000 to the consolidated profit or loss during the year ended 31 December 2019.

於2019年12月31日，貴集團有總賬面值約24,487,000美元的貿易應收款項。截至2019年12月31日止年度，貴集團就貿易應收款項確認預期信貸虧損(「預期信貸虧損」)淨額綜合損益約111,000美元。

The ECL assessment on trade receivables is considered to be a matter of most significance as it requires the application of significant judgement and use of subjective assumptions by the Group's management. The management of the Group believed that the methodologies and inputs used in estimating ECL are in accordance with the applicable accounting standard. These models and assumptions relate to the future macroeconomic conditions and debtors' creditworthiness. The Group has adopted judgement, assumptions and estimation techniques in order to measure ECL according to the requirements of accounting standards such as definition of credit impaired financial asset, parameters for measuring ECL and forward-looking information.

貿易應收款項之預期信貸虧損評估視為最重大事項，因其需要貴集團管理層應用重大判斷及使用主觀假設。貴集團管理層認為，估計預期信貸虧損所用方法及數據符合適用會計準則。該等模式及假設與未來宏觀經濟狀況及債務人信譽有關。貴集團採納判斷、假設及估計技術，根據已發生信貸減值金融資產的定義、計量預期信貸虧損的參數及前瞻性資料等會計準則的規定計量預期信貸虧損。

Our procedures in relation to address the matter included:

我們處理該事項採取的程序包括：

- Evaluating the methodologies, inputs and assumptions used by the Group in calculating the ECL, by reference to externally available economic data;
參考外部可得經濟數據，評估貴集團計算預期信貸虧損所用之方法、數據及假設；
- Obtaining an ageing analysis of the trade receivables from the management of the Group and testing the accuracy of ageing of trade receivables at the reporting date to the underlying invoices on a sample basis;
自貴集團管理層取得貿易應收款項之賬齡分析，並抽樣測試貿易應收款項於報告日期之賬齡與相關發票的準確性；
- Challenging the management's assessment of the recoverability of long outstanding and overdue trade receivables;
質疑管理層對長期未償還及逾期貿易應收款項的可收回性評估；
- Selecting samples considering the management's assessment of the latest financial conditions of the debtors, based on historical experience and observable external data; and
根據過往經驗及可觀察外部數據，選擇樣本評估管理層對債務人最近財務狀況的評估；及
- Assessing the adequacy of the ECL recorded by reviewing subsequent settlements after the year end any correspondence with customers about expected settlement dates.
評估透過審閱年末後的後續結算以及與客戶有關預期結算日期的任何信函記錄的預期信貸虧損是否充足。

INFORMATION OTHER THAN THE CONSOLIDATION FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors of the Company are responsible for the other information. The other information comprises all the information in the Company's 2019 annual report other than consolidated financial statements and our auditors' report thereon.

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

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

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors are assisted by the audit committee in discharging their responsibilities for overseeing the Group's financial reporting process.

綜合財務報表及核數師報告以外的資料

貴公司董事須對其他資料承擔責任。其他資料包括所有載於 貴公司2019年年報（綜合財務報表及吾等的核數師報告除外）的資料。

吾等對綜合財務報表作出的意見並無涵蓋其他資料，而吾等不會對其他資料發表任何形式的核證結論。

就吾等審核綜合財務報表而言，吾等的責任為閱讀其他資料，從而考慮其他資料是否與綜合財務報表或吾等在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。倘吾等基於已進行的工作認為其他資料出現重大錯誤陳述，吾等須報告有關事實。就此，吾等毋須作出報告。

董事就綜合財務報表須承擔的責任

貴公司董事負責按照香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製真實及公允的綜合財務報表，以及對董事認為對編製綜合財務報表而言屬必要的內部控制負責，以使其不存在由於欺詐或錯誤而導致的重大錯誤陳述。

編製綜合財務報表時，董事負責評估 貴集團持續經營的能力，並披露與持續經營有關的事項（如適用）。除非董事擬將 貴集團清盤或停止營運，或除此之外並無其他實際可行的方法，否則須採用以持續經營為基礎的會計法。

審核委員會協助董事履行彼等監督 貴集團財務報告程序的責任。

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

核數師就審核綜合財務報表須承擔的責任

吾等的目標為合理確定該等綜合財務報表整體而言是否不存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出載有吾等意見的核數師報告。吾等僅根據協定委聘條款向整體股東報告，除此以外，吾等的報告不可用作其他用途。吾等概不就本報告的內容對任何其他人士負責或承擔法律責任。合理確定屬高層次的核證，惟不能保證根據香港審核準則進行的審核工作總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

在根據香港審核準則進行審核的過程中，吾等運用專業判斷，保持專業懷疑態度。吾等亦：

- 識別及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，並設計及執行審核程序以應對該等風險，以及獲取充足及適當的審核憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控的情況，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。
- 了解與審核相關的內部監控，以設計適當的審核程序，惟並非旨在對貴集團內部監控是否有效發表意見。

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 auditors' 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 of the Company 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.

核數師就審核綜合財務報表須承擔的責任(續)

- 評估董事所採用會計政策的恰當性及所作出會計估計及相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所獲取的審核憑證，確定是否存在與可能招致對貴集團持續經營能力重大疑慮的事項或情況有關的重大不確定性。倘吾等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。倘有關披露不足，則修訂吾等的意見。吾等的結論乃基於截至核數師報告日期止所取得的審核憑證。然而，未來事項或情況可能導致貴集團無法持續經營。
- 評估綜合財務報表的整體呈報方式、結構及內容(包括披露資料)，以及綜合財務報表是否中肯反映相關交易及事項。
- 就貴集團內實體或業務活動的財務資料獲取充足及適當的審核憑證，以便對綜合財務報表發表意見。吾等負責集團審核的方向、監督及執行。吾等為審核意見承擔全部責任。

除其他事項外，吾等與貴公司審核委員會就計劃的審計範圍、時間安排、重大審計發現等進行溝通，包括吾等在審計中識別出的內部控制的任何重大缺陷。

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

We also provide the audit committee of the Company 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 of the Company, 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.

Moore Stephens CPA Limited
Certified Public Accountants

Hung, Wan Fong Joanne
Practising Certificate Number: P05419

Hong Kong, 27 March 2020

核數師就審核綜合財務報表須承擔的責任(續)

吾等亦向 貴公司審核委員會提交聲明，說明吾等已符合有關獨立性的相關專業道德要求，並與彼等就有合理可能被認為會影響吾等獨立性的所有關係和其他事項以及在適用情況下的相關防範措施進行溝通。

從與 貴公司審核委員會溝通的事項中，吾等確定對本期綜合財務報表的審核最為重要的事項，因而構成關鍵審核事項。吾等在核數師報告中描述該等事項，除非法律法規不允許公開披露該等事項，或在極端罕見的情況下，吾等因合理預期在吾等報告中溝通某事項造成的負面後果會超過產生的公眾利益而決定不在報告中溝通該事項。

大華馬施雲會計師事務所有限公司
執業會計師

洪編舫
執業證書編號：P05419

香港，2020年3月27日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 December 2019 截至2019年12月31日止年度

		Notes 附註	2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
Revenue	收入	6	101,461	67,279
Cost of sales	銷售成本		(89,987)	(57,874)
Gross profit	毛利		11,474	9,405
Other income	其他收入	6	161	89
Selling and distribution expenses	銷售及分銷開支		(1,726)	(1,546)
General and administrative expenses	一般及行政開支		(2,502)	(1,900)
Provision for allowance for expected credit loss on trade receivables	貿易應收款項的預期信貸虧損準備計提	18	(111)	(91)
Listing expenses	上市開支		(2,709)	(1,543)
Finance costs	財務費用	7	(1,027)	(864)
Profit before income tax	未計所得稅前利潤	8	3,560	3,550
Income tax expense	所得稅開支	10	(1,047)	(939)
Profit for the year attributable to owners of the Company	本公司擁有人應佔年內利潤		2,513	2,611
Other comprehensive income	其他全面收益			
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>於後續期間可重新分類至損益的項目：</i>			
Exchange differences arising on translating foreign operations	換算海外業務所產生的匯兌差額		(21)	(65)
Other comprehensive income for the year attributable to the owners of the Company	年內本公司擁有人應佔其他全面收益		(21)	(65)
Total comprehensive income for the year attributable to owners of the Company	年內本公司擁有人應佔全面收益總額		2,492	2,546
			HK cents	HK cents
			港仙	港仙
Earnings per share attributable to owners of the Company	本公司擁有人應佔每股盈利			
Basic and diluted	基本及攤薄	11	2.81	3.41

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2019 2019年12月31日

		Notes 附註	2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	809	113
Intangible assets	無形資產	14	89	161
Goodwill	商譽	15	261	264
Life insurance policy deposits	人壽保單按金	16	1,403	873
			2,562	1,411
Current assets	流動資產			
Inventories	存貨	17	12,909	6,547
Trade and bills receivables	貿易應收款項及 應收票據	18	25,696	19,007
Prepayments, deposits and other receivables	預付款項、按金及 其他應收款項	19	9,794	3,394
Amounts due from related parties	應收關聯方款項	28(b)	12	8
Pledged bank deposits	已抵押銀行存款	20	1,229	300
Cash and cash equivalents	現金及現金等價物	20	6,263	2,874
			55,903	32,130
Current liabilities	流動負債			
Trade and bills payables	貿易應付款項及應付票據	21	23,211	16,887
Accruals, receipts in advance and other payables	應計費用、預收款項及 其他應付款項	22	2,050	1,398
Lease liabilities	租賃負債	23	382	–
Bank borrowings	銀行借款	24	1,401	1,310
Tax payable	應納稅款		1,353	434
			28,397	20,029
Net current assets	流動資產淨值		27,506	12,101
Total assets less current liabilities	資產總值減流動負債		30,068	13,512
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	23	279	–
Net assets	資產淨值		29,789	13,512

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
綜合財務狀況表

As at 31 December 2019 2019年12月31日

		Notes	2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
		附註		
EQUITY	權益			
Share capital	股本	25	1,032	—*
Reserves	儲備	26	28,757	13,512
Total equity	權益總額		29,789	13,512

* Item with value below US\$1,000

* 價值低於1,000美元的項目

The consolidated financial statements on pages 91 to 97 were approved and authorised for issue by the Board of Directors on 27 March 2020 and are signed on its behalf by:

第91至97頁的綜合財務報表於2020年3月27日經董事會批准及授權刊發並由以下人士代表董事會簽署：

Mr. Lam Keung
林強先生
Director
董事

Mr. Qing Haodong
卿浩東先生
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2019 截至2019年12月31日止年度

		Equity wholly-attributable to owners of the Company 貴公司擁有人應佔全部權益							
		Share capital	Share premium	Other reserve	Merger reserve	Statutory surplus reserve	Translation reserve	Retained profits	Total
		股本	股份溢價	其他儲備	合併儲備	法定盈餘 公積金	換算儲備	保留利潤	合計
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元
		(Note 25)	(Note 26)	(Note 26)	(Note 26)	(Note 26)	(Note 26)	(Note 26)	(Note 26)
		(附註25)	(附註26)	(附註26)	(附註26)	(附註26)	(附註26)	(附註26)	(附註26)
At 1 January 2018	於2018年1月1日	—*	—	10,076	(7,021)	436	27	7,448	10,966
Profit for the year	年內利潤	—	—	—	—	—	—	2,611	2,611
Exchange differences arising on translating foreign operations	換算海外業務所產生的匯兌差額	—	—	—	—	—	(65)	—	(65)
Total comprehensive income for the year	年內全面收益總額	—	—	—	—	—	(65)	2,611	2,546
Appropriation to statutory surplus reserve	提取法定盈餘公積金	—	—	—	—	13	—	(13)	—
At 31 December 2018	於2018年12月31日	—*	—	10,076	(7,021)	449	(38)	10,046	13,512

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動表

For the year ended 31 December 2019 截至2019年12月31日止年度

		Equity wholly-attributable to owners of the Company 貴公司擁有人應佔全部權益							
		Share capital	Share premium	Other reserve	Merger reserve	Statutory surplus reserve	Translation reserve	Retained profits	Total
		股本	股份溢價	其他儲備	合併儲備	法定盈餘 公積金	換算儲備	保留利潤	合計
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元
		(Note 25)	(Note 26)	(Note 26)	(Note 26)	(Note 26)	(Note 26)	(Note 26)	(Note 26)
		(附註25)	(附註26)	(附註26)	(附註26)	(附註26)	(附註26)	(附註26)	(附註26)
At 31 December 2018	於2018年12月31日	—*	—	10,076	(7,021)	449	(38)	10,046	13,512
Impact on initial application of Hong Kong Financial Reporting Standard 16	首次應用《香港財務報告準則》第16號的影響	—	—	—	—	—	—	(40)	(40)
(Note 2(a))	(附註2(a))								
Adjusted balance at 1 January 2019	2019年1月1日經調整結餘	<u>—*</u>	<u>—</u>	<u>10,076</u>	<u>(7,021)</u>	<u>449</u>	<u>(38)</u>	<u>10,006</u>	<u>13,472</u>
Profit for the year	年內利潤	—	—	—	—	—	—	2,513	2,513
Exchange differences arising on translating foreign operations	換算海外業務所產生的匯兌差額	—	—	—	—	—	(21)	—	(21)
Total comprehensive income for the year	年內全面收益總額	—	—	—	—	—	(21)	2,513	2,492
Issuance of shares by initial public offering	通過首次公開開發售發行股份	258	13,567	—	—	—	—	—	13,825
(Note 25(iii))	(附註25(iii))								
Capitalisation issue	資本化發行	774	(774)	—	—	—	—	—	—
(Note 25(ii))	(附註25(ii))								
Appropriation to statutory surplus reserve	提取法定盈餘公積金	—	—	—	—	133	—	(133)	—
At 31 December 2019	於2019年12月31日	<u>1,032</u>	<u>12,793</u>	<u>10,076</u>	<u>(7,021)</u>	<u>582</u>	<u>(59)</u>	<u>12,386</u>	<u>29,789</u>

* Items with value below US\$1,000

* 價值低於1,000美元的項目

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2019 截至2019年12月31日止年度

	Notes 附註	2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
Cash flows from operating activities	經營活動所得現金流量		
Profit before income tax	未計所得稅前利潤	3,560	3,550
Adjustments for:	就以下各項作出調整：		
Amortisation of life insurance policy deposits	人壽保單按金攤銷	34	51
Amortisation of intangible assets	無形資產攤銷	72	72
Bank interest income	銀行利息收入	(80)	(5)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	475	41
Imputed interest income on life insurance policy deposits	人壽保單按金的推算利息收入	(43)	(36)
Interest expenses	利息開支	1,027	864
Allowance for expected credit loss on trade receivables	貿易應收款項的預期信貸虧損撥備	111	91
Reversal thereof on inventories to net realisable value, net	撥回存貨至可變現淨值，淨額	—	(128)
Operating cash flows before working capital changes	營運資金變動前的經營現金流量	5,156	4,500
(Increase)/decrease in inventories	存貨(增加)/減少	(6,385)	10
(Increase)/decrease in trade and bills receivables	貿易應收款項及應收票據(增加)/減少	(7,036)	439
Increase in prepayments, deposits and other receivables	預付款項、按金及其他應收款項增加	(6,472)	(1,512)
Increase in trade and bills payables	貿易應付款項及應付票據增加	6,489	4,397
Increase in accruals, receipts in advance and other payables	應計費用、預收款項及其他應付款項增加	683	296
Net cash (used in)/generated from operations	經營(所用)/所得現金淨額	(7,565)	8,130
Income tax paid	已付所得稅	(127)	(698)
Net cash (used in)/generated from operating activities	經營活動(所用)/所得現金淨額	(7,692)	7,432

CONSOLIDATED STATEMENT OF CASH FLOWS
綜合現金流量表

For the year ended 31 December 2019 截至2019年12月31日止年度

		Notes 附註	2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
Cash flows from investing activities	投資活動所得現金流量			
Purchases of property, plant and equipment	購買物業、廠房及設備	13	(136)	(41)
Payment of life insurance policy deposits	人壽保單按金付款	16	(524)	(525)
(Increase)/decrease in amounts due from related parties	應收關聯方款項 (增加)/減少		(4)	38
Increase in pledged bank deposits	已抵押銀行存款增加		(929)	(300)
Bank interest received	已收銀行利息	6	80	5
Net cash used in investing activities	投資活動所用現金淨額		(1,513)	(823)
Cash flows from financing activities	融資活動所得現金流量			
Decrease in amounts due to related parties	應付關聯方款項減少	32	—	(1,439)
Proceeds from issuance of shares by initial public offering, net of share issuance expenses	通過首次公開發售發行股份所得款項，扣除股份發行開支		13,825	—
Proceeds from bank borrowings	銀行借款所得款項	32	3,863	1,310
Repayment of bank borrowings	償還銀行借款	32	(3,767)	(4,310)
Repayment of lease liabilities	償還租賃負債	32	(453)	—
Interest paid	已付利息	7	(988)	(864)
Net cash generated from/ (used in) financing activities	融資活動所得/ (所用)現金淨額		12,480	(5,303)
Net increase in cash and cash equivalents	現金及現金等價物增加淨額		3,275	1,306
Cash and cash equivalents at beginning of the year	年初現金及現金等價物		2,874	1,629
Effect of foreign exchange rate changes	匯率變動影響		114	(61)
Cash and cash equivalents at end of the year	年末現金及現金等價物	20	6,263	2,874

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

1. Corporate information

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 16 August 2016. The registered office of the Company is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Company's principal place of business is Unit No. A, 13th Floor, Block 1, Leader Industrial Centre, Nos.188-202 Texaco Road, Tsuen Wan, New Territories, Hong Kong.

On 16 July 2019, the Company listed its shares on the Main Board of The Stock Exchange of Hong Kong Limited (the **"Stock Exchange"**).

The Company is an investment holding company while its principal subsidiaries (together with the Company, collectively referred to as the **"Group"**) are mainly engaged in the provision of customised reference designs which are bundled together with the sale of integrated circuits (**"ICs"**) and other electronic components as a package to customers in both Hong Kong and the People's Republic of China (the **"PRC"**).

The Group underwent a reorganisation in preparation for listing and the reorganisation has been completed during the year ended 31 December 2017. Details of the reorganisation is included in the initial public offering prospectus of the Company dated 29 June 2019 (the **"Prospectus"**).

1. 公司資料

本公司於2016年8月16日在開曼群島註冊成立為一家獲豁免有限公司。本公司註冊辦事處為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司的主要營業地點為香港新界荃灣德士古道188-202號立泰工業中心1座13樓A室。

本公司股份於2019年7月16日在香港聯合交易所有限公司(「**聯交所**」)主板上市。

本公司為投資控股公司，而其主要附屬公司(連同本公司統稱「**本集團**」)的主要業務為向香港及中華人民共和國(「**中國**」)的客戶提供定制化參考設計(與集成電路(「**IC**」)及其他電子元件配套出售)。

本集團為籌備上市而進行重組並於截至2017年12月31日止年度完成重組。重組詳情載於本公司2019年6月29日刊發的首次公開發售招股章程(「**招股章程**」)。

For the year ended 31 December 2019 截至2019年12月31日止年度

2. Basis of preparation

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”), which collective term includes all individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations (“**Int**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on Main Board of the Stock Exchange (the “**Listing Rules**”). The HKICPA has issued several new HKFRSs and amendments to HKFRSs that are first effective for the current accounting period of the Group. Details of the changes in accounting policies are discussed in note 3.

The consolidated financial statements for the year ended 31 December 2019 comprise the Company and its subsidiaries. The measurement basis used in the preparation of the consolidated financial statements is the historical cost basis.

The functional currency of the Company is Hong Kong dollars (“**HK\$**”) and the investment holding subsidiary incorporated in the British Virgin Islands (the “**BVI**”) and subsidiaries incorporated in Hong Kong have their functional currency in United States Dollar (“**US\$**”), and subsidiaries established in the PRC have their functional currency in Renminbi (“**RMB**”). The consolidated financial statements have been presented in US\$ as the directors consider that it is more appropriate to adopt US\$ as the Group’s and the Company’s presentation currency. All values are rounded to the nearest thousand except when otherwise indicated.

2. 編製基準

綜合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**」), 包括個別《香港財務報告準則》、《香港會計準則》(「**香港會計準則**」)及詮釋(「**詮釋**」)、香港公認會計原則及香港公司條例之披露規定編製。綜合財務報表亦符合聯交所主板證券上市規則(「**上市規則**」)之適用披露規定。香港會計師公會已頒佈多項自本集團本會計期間首次生效的新訂及經修訂《香港財務報告準則》。會計政策變動詳情於附註3披露。

截至2019年12月31日止年度的綜合財務報表涵蓋本公司及其附屬公司。歷史成本法為編製綜合財務報表所採用的計量基準。

本公司的功能貨幣為港元(「**港元**」), 於英屬維爾京群島(「**英屬維爾京群島**」)註冊成立的投資控股附屬公司以及於香港註冊成立的附屬公司均以美元(「**美元**」)為功能貨幣, 而於中國成立的附屬公司以人民幣(「**人民幣**」)為功能貨幣。董事認為, 採納美元為本集團及本公司的呈列貨幣更為恰當, 因此綜合財務報表以美元呈列。除另有指明外, 所有金額四捨五入至最接近的千位數。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

2. Basis of preparation (Continued)

(a) Adoption of new and revised Hong Kong Financial Reporting Standards

In the preparation of the consolidated financial statements for the year ended 31 December 2019, the Group has applied, for the first time, the following revised standards issued by the HKICPA.

The Group has applied the following new and amendments to HKFRSs issued by the HKICPA for the first time in the current year:

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

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

2. 編製基準(續)

(a) 採納新訂及經修訂《香港財務報告準則》

本集團編製截至2019年12月31日止年度的綜合財務報表時，首次應用香港會計師公會頒佈的以下經修訂準則。

本集團已於本年度首次應用香港會計師公會頒佈的以下新訂及經修訂《香港財務報告準則》：

《香港財務報告準則》第16號	租賃
香港(國際財務報告詮釋委員會)一詮釋第23號	所得稅處理的不確定性
《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
《香港會計準則》第19號修訂本	計劃修改、縮減或解決
《香港會計準則》第28號修訂本	於聯營公司及合資企業的長期權益
《香港財務報告準則》修訂本	《香港財務報告準則》2015年至2017年週期之年度改進

除下文所述外，於本年度應用新訂及經修訂《香港財務報告準則》對本集團於本年度及過往年度的財務表現及狀況及／或綜合財務報表所載披露事項並無重大影響。

For the year ended 31 December 2019 截至2019年12月31日止年度

2. Basis of preparation (Continued)

(a) Adoption of new and revised Hong Kong Financial Reporting Standards (Continued)

HKFRS 16 Leases

The Group has applied HKFRS 16 for the first time in the current year. HKFRS 16 superseded HKAS 17 *Leases* (“**HKAS 17**”), and the related interpretations.

Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease* and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 January 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

2. 編製基準 (續)

(a) 採納新訂及經修訂《香港財務報告準則》(續)

《香港財務報告準則》第16號租賃

本集團已於本年度首次應用《香港財務報告準則》第16號。《香港財務報告準則》第16號將取代《香港會計準則》第17號 *租賃* (「**香港會計準則》第17號**」)及相關詮釋。

租賃的定義

本集團已選擇可行權宜方法，就先前應用《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號釐定安排是否包括租賃識別為租賃的合約應用《香港財務報告準則》第16號，而並無對先前並未識別為包括租賃的合約應用該準則。因此，本集團並無重新評估於首次應用日期前已存在的合約。

就於2019年1月1日或之後訂立或修訂的合約而言，本集團於評估合約是否包含租賃時根據《香港財務報告準則》第16號所載的規定應用租賃的定義。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

2. Basis of preparation (Continued)

(a) Adoption of new and revised Hong Kong Financial Reporting Standards (Continued)

HKFRS 16 Leases (Continued)

As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

On transition, the Group has made the following adjustments upon application HKFRS 16:

At 1 January 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities adjusted by any prepaid or accrued lease payments by applying HKFRS 16. C8 (b)(i) transition. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average lessee's incremental borrowing rate applied by the relevant group entities range from 3.3% to 4.9%.

2. 編製基準(續)

(a) 採納新訂及經修訂《香港財務報告準則》(續)

《香港財務報告準則》第16號租賃(續)

作為承租人

本集團已追溯應用《香港財務報告準則》第16號，累計影響於首次應用日期(2019年1月1日)確認。於首次應用日期之任何差額於期初保留利潤確認，且比較資料不予重列。

應用《香港財務報告準則》第16號後，本集團已於過渡期間作出以下調整：

於2019年1月1日，本集團於過渡期應用《香港財務報告準則》第16號C8 (b)(i)以相關租賃負債之相等金額(經調整任何預付或應計租賃付款)確認額外租賃負債及使用權資產。於首次應用日期之任何差額於期初保留利潤確認，且比較資料不予重列。

確認先前分類為經營租賃的租賃之租賃負債時，本集團於首次應用日期使用相關集團實體的增量借款利率。相關集團實體應用的加權平均承租人增量借款利率介乎3.3%至4.9%。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

2. Basis of preparation (Continued)

(a) Adoption of new and revised Hong Kong Financial Reporting Standards (Continued)

HKFRS 16 Leases (Continued)

As a lessee (Continued)

2. 編製基準 (續)

(a) 採納新訂及經修訂《香港財務報告準則》(續)

《香港財務報告準則》第16號租賃 (續)

作為承租人 (續)

		At 1 January 2019 於2019年 1月1日 US\$'000 千美元
Operating lease commitments disclosed as at 31 December 2018	於2018年12月31日披露的經營租賃承擔	1,172
Lease liabilities discounted at relevant incremental borrowing rates	按相關增量借款利率貼現的租賃負債	(88)
Lease liabilities as at 1 January 2019	於2019年1月1日的租賃負債	1,084
Analysed as	分析為	
Current	流動	416
Non-current	非流動	668
		1,084

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

2. Basis of preparation (Continued)

(a) Adoption of new and revised Hong Kong Financial Reporting Standards (Continued)

HKFRS 16 Leases (Continued)

As a lessee (Continued)

The following table summarises the impact of transition of HKFRS 16 on retained profits at 1 January 2019.

2. 編製基準 (續)

(a) 採納新訂及經修訂《香港財務報告準則》(續)

《香港財務報告準則》第16號租賃 (續)

作為承租人 (續)

下表概述《香港財務報告準則》第16號的過渡對於2019年1月1日的保留利潤的影響。

		Impact of application HKFRS 16 at 1 January 2019 2019年1月1日 應用《香港財務 報告準則》 第16號的影響 US\$'000 千美元
Retained profits	保留利潤	
Depreciation of right-of-use assets from commencement dates upon application of HKFRS 16	自應用《香港財務報告準則》第16號開始日期的使用權資產折舊	396
Interest on lease liabilities from commencement dates upon application of HKFRS 16	自應用《香港財務報告準則》第16號開始日期的租賃負債利息	68
Less: lease expenses of operating leases under HKAS17 before 1 January 2019	減：於2019年1月1日前根據《香港會計準則》第17號計算的經營租賃之租賃開支	(424)
Impact at 1 January 2019	於2019年1月1日的影響	40

The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 January 2019. Line items that were not affected by the changes have not been included.

已就於2019年1月1日綜合財務狀況表確認的金額作出以下調整。不受變動影響的項目並無包括在內。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

2. Basis of preparation (Continued)

(a) Adoption of new and revised Hong Kong Financial Reporting Standards (Continued)

HKFRS 16 Leases (Continued)

As a lessee (Continued)

2. 編製基準 (續)

(a) 採納新訂及經修訂《香港財務報告準則》(續)

《香港財務報告準則》第16號租賃 (續)

作為承租人 (續)

		Carrying amounts previously reported at 31 December 2018	Adjustments	Carrying amounts under HKFRS 16 at 1 January 2019
		先前於2018年12月31日呈報的賬面值 US\$'000 千美元	調整 US\$'000 千美元	於2019年1月1日根據《香港財務報告準則》第16號的賬面值 US\$'000 千美元
Non-current assets	非流動資產			
Right-of-use assets	使用權資產	—	1,044	1,044
Current liabilities	流動負債			
Lease liabilities	租賃負債	—	(416)	(416)
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	—	(668)	(668)
Equity	權益			
Retained profits	保留利潤	10,046	(40)	10,006

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

2. Basis of preparation (Continued)

(b) New and amendments to HKFRSs that issued but not yet effective for the year ended 31 December 2019

Up to the date of issue of these consolidated financial statements, the HKICPA has issued a number of amendments and new standards which are not yet effective for the year ended 31 December 2019 and which have not been adopted in these consolidated financial statements. These include the following which may be relevant to the Group.

2. 編製基準(續)

(b) 已頒佈但截至2019年12月31日止年度尚未生效的新訂及經修訂《香港財務報告準則》

截至綜合財務報表刊發日期，香港會計師公會已頒佈若干於截至2019年12月31日止年度尚未生效的修訂本及新準則，惟綜合財務報表並無採納。以下為可能與本集團有關的修訂本及新準則。

		Effective for accounting periods beginning on or after 於以下日期或 之後開始的 會計期間生效
Amendments to HKFRS 3 《香港財務報告準則》第3號 修訂本	Definition of a Business 業務的定義	1 January 2020 2020年1月1日
Amendments to HKAS 1 and HKAS 8 《香港會計準則》第1號及 《香港會計準則》第8號修訂本	Definition of Material 重大的定義	1 January 2020 2020年1月1日
Amendments to HKFRS 9, HKAS 39 and HKFRS 7 《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	Interest Rate Benchmark Reform 利率基準改革	1 January 2020 2020年1月1日
Conceptual Framework for Financial Reporting 2018 2018年財務報告概念框架	Revised Conceptual Framework for Financial Reporting 經修訂的財務報告概念框架	1 January 2020 2020年1月1日

For the year ended 31 December 2019 截至2019年12月31日止年度

2. Basis of preparation (Continued)

(b) New and amendments to HKFRSs that issued but not yet effective for the year ended 31 December 2019 (Continued)

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far the Group has not identified any aspects of the new standards which may have a significant impact on the consolidated financial statements. The actual impacts upon the initial adoption of the standards may differ as the assessment completed to date is based on the information currently available to the Group, and further impacts may be identified before the standards are initially applied in the Group's annual report for the year ending 31 December 2020. The Group may also change its accounting policy elections, including the transition options, until the standards are initially applied in the consolidated financial statements.

3. Summary of significant accounting policies

(a) Basis of consolidation and subsidiaries

These consolidated financial statements include the financial statements of the Company and its subsidiaries 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).

2. 編製基準 (續)

(b) 已頒佈但截至2019年12月31日止年度尚未生效的新訂及經修訂《香港財務報告準則》(續)

本集團正在評估該等修訂本及新準則於首次應用期間的預計影響。本集團目前並無識別新準則的任何方面或會對綜合財務報表有重大影響。首次應用新準則的實際影響可能與本集團基於現時可獲得的資料迄今已完成的評估有所不同，其他影響可能於首次應用該等準則前於本集團截至2020年12月31日止年度的年報中確認。於綜合財務報表中首次應用該等準則之前，本集團亦可能變更會計政策選擇(包括過渡選擇)。

3. 重大會計政策概要

(a) 綜合基準與附屬公司

該等綜合財務報表包括本公司及其附屬公司截至2019年12月31日止年度的財務報表。附屬公司指本公司對其直接或間接有控制權的實體(包括結構性實體)。當本集團對其參與投資對象業務的可變回報承擔風險或享有權利，並能夠向投資對象使用其權力(即令本集團目前能主導投資對象相關活動的現有權利)影響該等回報時，即取得控制權。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(a) Basis of consolidation and subsidiaries (Continued)

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:

- the contractual arrangement with the other vote holders of the investee;
- rights arising from other contractual arrangements; and
- the Group's voting rights and potential voting rights.

The financial statements of 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.

Consolidated 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 interest having a deficit balance. All intra-group transactions, balances, income and expenses 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 in the accounting policy for subsidiaries below.

3. 重大會計政策概要(續)

(a) 綜合基準與附屬公司(續)

當本公司直接或間接擁有投資對象少於大多數的投票權或類似權利，本集團於評估其對投資對象是否擁有權力時會考慮所有相關事實及情況，包括：

- 與投資對象的其他投票權持有人訂立的合約安排；
- 其他合約安排所產生的權利；及
- 本集團的投票權及潛在投票權。

附屬公司的財務報表採用一致會計政策按與本公司相同的報告期編製。附屬公司的業績由本集團取得控制權之日起綜合入賬，並將繼續綜合入賬直至失去有關控制權當日為止。

綜合損益及其他全面收益各組成部分均歸屬於本集團母公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘。所有集團內公司間交易、結餘、收入及開支均於綜合入賬時全數對銷。

當有事實及情況顯示下述附屬公司會計政策所述三項控制權當中的一項或多項出現變化，本集團將重新評估對其所投資公司有無控制權。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(a) Basis of consolidation and subsidiaries (Continued)

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

When the Group loses control of a subsidiary, the consolidated profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any investment retained and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. The Group's share of components previously recognised in other comprehensive income is reclassified to the consolidated income statement 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.

Investments in subsidiaries are included in the Company's statement of financial position at cost less any identified impairment loss. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

3. 重大會計政策概要(續)

(a) 綜合基準與附屬公司(續)

本集團所持附屬公司擁有權益變動若並無導致失去對附屬公司的控制權，則作為權益交易入賬。

倘本集團失去對附屬公司的控制權，出售時產生的綜合損益按下列兩者的差額計算：(i)已收代價的公允價值與任何保留投資的公允價值之總和及(ii)附屬公司及任何非控股權益的資產(包括商譽)及負債的原賬面值。先前於其他全面收益確認的本集團應佔部分按與假設本集團已直接出售相關資產或負債的同一基準重新分類至綜合收益表或保留利潤(視情況而定)。

附屬公司投資按成本減任何已識別減值損失於本公司財務狀況表列賬。附屬公司之業績由本公司按已收及應收股息入賬。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(b) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities measured 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 non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation at fair value or at the non-controlling interests' proportionate share of the acquirees' identifiable net assets. 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.

Goodwill is initially measured at cost, being the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the excess is recognised immediately in the consolidated statement of comprehensive income as a bargain purchase gain or changes in the consolidated statement of changes in equity.

3. 重大會計政策概要(續)

(b) 業務合併及商譽

業務合併採用收購法入賬。於業務合併中已轉讓的對價按公允價值計量，按於收購日本集團所轉讓資產的公允價值、本集團計量的欠付被收購方前擁有人的負債及本集團為換取被收購方的控制權而發行的股本權益之總和計算。於每次業務合併時，本集團選擇是按公允價值還是按非控股權益應佔被收購方可識別資產淨值份額計量屬現時擁有之權益且於清盤時其持有人有權按比例分佔實體資產淨值的非控股權益。購買相關成本乃於產生時支銷。

當本集團收購業務時，會根據合約條款、收購日的經濟環境及有關條件來評估承擔的金融資產及負債，以進行適當的分類及列示。其包括區分被收購方所訂立的主合約中的嵌入式衍生工具。

商譽起初按成本計量，即已轉讓對價及於收購中所得任何非控股權益金額總和超出所收購可識別資產及所承擔負債於收購日期的淨額的差額。估價完成後，倘所收購可識別資產及所承擔負債於收購日期的淨額超過已轉讓對價的總和，則差額即時於綜合全面收益表中確認為廉價購入收益或綜合權益變動表中的變動。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(b) Business combinations and goodwill (Continued)

After initial recognition, goodwill is carried at cost less accumulated impairment losses, if any, and is presented separately in the consolidated statement of financial position.

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 purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is 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 units (group of cash-generating units) to which the goodwill relates. If the recoverable amount of the cash-generating units (group of cash-generating units) is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit (group of cash-generating units) and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the unit. Any impairment loss recognised for goodwill is not reversed in subsequent periods.

3. 重大會計政策概要(續)

(b) 業務合併及商譽(續)

初步確認後，商譽按成本減任何累積減值損失(如有)計量，並於綜合財務狀況表中分別呈列。

商譽每年進行減值測試或倘出現任何事件或情況轉變顯示賬面值可能發生減值，則須進行更頻密的測試。本集團每年於12月31日進行其商譽減值測試。為進行減值測試，商譽應當分攤至本集團預計能自業務合併的協同效應中受益的各現金產生單位(或現金產生單位組別)，而不論本集團的其他資產或負債是否分攤至該等單位或單位組別。減值乃透過評估與商譽有關的現金產生單位(現金產生單位組別)的可收回金額而釐定。倘現金產生單位(現金產生單位組別)的可收回金額低於賬面值，則首先分配減值損失以減低分配至該單位(現金產生單位組別)的任何商譽的賬面值，然後根據該單位內各項資產的賬面值按比例分配至該單位的其他資產。就商譽確認的減值損失不會於其後的期間撥回。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(b) Business combinations and goodwill (Continued)

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.

(c) Property, plant and equipment

Property, plant and equipment are stated at cost less provisions for depreciation and impairment losses, if any.

The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable cost of bringing the asset to its working condition and location for its intended use. Expenditure incurred after the item has been put into operation, such as repairs and maintenance and overhaul costs, is normally charged to the consolidated profit or loss in the year in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in future economic benefits expected to be obtained from the use of the item, the expenditure is capitalised as an additional cost of the item. When an item of property, plant and equipment is sold, its cost and accumulated depreciation are removed from the financial statements and any gain or loss resulting from the disposal, being the difference between the net disposal proceeds and the carrying amount of the asset, is included in consolidated profit or loss.

3. 重大會計政策概要 (續)

(b) 業務合併及商譽 (續)

當商譽分攤至現金產生單位(或現金產生單位組別)且該單位內的部分業務被出售,則在確認出售損益時,出售業務相關的商譽納入該業務的賬面值中。在此情況下出售的商譽乃根據所出售業務及所保留的部分現金產生單位的相關價值計量。

(c) 物業、廠房及設備

物業、廠房及設備按成本減折舊撥備及減值損失(如有)列賬。

物業、廠房及設備項目的成本包括其購買價及令資產達致其運作狀況及運到相關地點以作其擬定用途所產生的任何直接應佔成本。於項目開始運作後所招致的開支(如維修及保養及大修成本)通常於支銷年度的綜合損益賬中扣除。倘若可清楚顯示該等開支已令未來使用有關項目時預期可帶來的經濟利益增長,有關開支則會資本化作項目額外成本。倘出售物業、廠房及設備項目,其成本及累計折舊從財務報表中移除,且出售所得任何收益或虧損(即出售資產所得款項淨額與其賬面值的差額)將列入綜合損益。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(c) Property, plant and equipment (Continued)

Depreciation is provided on the straight-line method, based on the estimated economic useful life of the individual assets, as follows:

Leasehold improvement	5 years or over the lease terms, whichever is shorter
Furniture, fixture and equipment	3-10 years
Motor vehicles	5 years

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, estimated 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 consolidated 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.

3. 重大會計政策概要(續)

(c) 物業、廠房及設備(續)

基於如下個別資產的估計經濟使用年期採用直線法計提折舊撥備：

租賃物業裝修	五年或租期 (以較短者為準)
傢俬、裝置及設備	三至十年
汽車	五年

倘物業、廠房及設備項目的部分使用壽命不同，則該項目成本將按合理基準分配予各部分以作個別折舊。剩餘價值、估計使用年期及折舊方法至少於各財政年度末檢討及作出調整(倘適用)。

初始確認的物業、廠房及設備項目(包括重要組成部分)經出售或預期其使用或出售將不會帶來未來經濟利益，則終止確認。於資產終止確認年度的綜合損益中確認的出售或報廢的任何收益或虧損乃相關資產銷售所得款項淨額與其賬面值的差額。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(d) Intangible assets other than goodwill

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date.

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effective of any changes in estimate being accounted for on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in consolidated profit or loss in the period when the asset is derecognised.

(e) Impairment of non-financial assets other than goodwill

When an indication of impairment exists, or when annual impairment testing for an asset is required (other than financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the value in use of the asset or cash-generating unit to which it belongs and its fair value less costs to sell, 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.

3. 重大會計政策概要(續)

(d) 商譽以外的無形資產

於業務合併中收購的無形資產與商譽分開確認，並初步按其於收購日期的公允價值確認。

初始確認後，在業務合併中收購的具有有限可使用年期的無形資產按成本減去累計攤銷及任何累計減值損失呈報。可使用年期有限的無形資產的攤銷按其估計可使用年期以直線法確認。估計可使用年期及攤銷方法於各報告期末檢討，估計變動的影響按預期基準入賬。

因終止確認無形資產而產生的損失收益，按出售所得款項淨額與資產賬面價值之間的差額計量，並在資產終止確認期間確認為綜合損益。

(e) 非金融資產減值(除商譽外)

倘出現減值跡象，或須對資產進行年度減值測試(金融資產除外)，則估計資產的可收回金額。資產的可收回金額是資產或其所屬現金產生單位的使用價值與其公允價值扣除銷售成本兩者中的較高者，並按個別資產釐定，除非該項資產產生之現金流入不能在較大程度上獨立於其他資產或資產組別所產生之現金流入，在此情況下，可收回數額以該項資產所屬之現金產生單位釐定。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(e) Impairment of non-financial assets other than goodwill (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 consolidated 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 any indication that previously recognised impairment losses may no longer exist or may have decreased. If such 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 amortisation), had no impairment loss been recognised for the asset in prior years. A reversal of such impairment loss is credited to the consolidated profit or loss in the period in which it arises.

3. 重大會計政策概要(續)

(e) 非金融資產減值(除商譽外)(續)

減值損失僅於資產賬面值超過其可收回金額時確認。在評估使用價值時，估計未來現金流量按反映目前市場對貨幣時間價值及該資產特定風險的評估的稅前折現率折現至其現值。減值損失於其產生期間於綜合損益與減值資產功能一致的開支類別扣除。

於各報告期末評估是否有任何跡象顯示先前確認的減值損失可能不再存在或可能已減少。倘存在此類跡象，則估計可收回金額。先前確認的商譽以外的資產減值損失僅在用於確定該資產的可收回金額的估計發生變化時予以撥回，但不得高於在過往年度並無就該資產確認減值虧損的情況下本會釐定的賬面值(扣除任何攤銷)。該減值損失的撥回於其產生期間計入綜合損益。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(f) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a first-in, first-out basis and includes all costs of purchase and other costs incurred in bringing the inventories to their present location and condition.

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

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

(g) Investments and other financial assets

Financial assets

The Group's financial assets include trade and bills receivables, deposits and other receivables, amounts due from related parties, pledged bank deposits and cash and cash equivalents, and all of which are classified and accounted for as debt instruments. Financial assets are recognised on the trade date.

Debt instruments are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market which are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for impairment.

3. 重大會計政策概要 (續)

(f) 存貨

存貨按成本與可變現淨值兩者間的較低者列賬。成本按先進先出基準釐定，包括所有採購成本及將存貨運至當前地點及使其達至目前狀況所需的其他成本。

可變現淨值乃在日常業務中的估計銷售價扣除估計完工成本及估計銷售所需費用。

存貨一經出售，該等存貨賬面值於有關收入的確認期間內即被確認為開支。存貨減記至可變現淨值的金額及所有存貨虧損均於減記或虧損發生的當期確認為開支。存貨的任何減記的任何撥回金額於撥回發生的當期被確認為存貨金額(被確認為開支)的減少。

(g) 投資與其他金融資產

金融資產

本集團的金融資產包括貿易應收款項及應收票據、按金及其他應收款項、應收關聯方款項、已抵押銀行存款以及現金及現金等價物，均獲分類為債務工具，並按此入賬。金融資產於貿易日期確認。

債務工具為有固定或可釐定付款額且並無在活躍市場上報價的非衍生金融資產，其初步按公允價值確認，其後以實際利率法按攤銷成本減任何減值撥備計量。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(g) Investments and other financial assets (Continued)

Financial assets (Continued)

Derecognition of financial assets occurs when the rights to receive cash flows from the financial assets expire or are transferred and substantially all of the risks and rewards of ownership have been transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial assets.

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

3. 重大會計政策概要(續)

(g) 投資與其他金融資產(續)

金融資產(續)

倘收取金融資產所得現金流量的權利屆滿或已轉讓且擁有權絕大部分風險及回報已轉讓或本集團既無轉讓亦無保留擁有權絕大部分風險及回報且其並無保留金融資產的控制權時，則終止確認該金融資產。

金融資產分類及後續計量

符合以下條件的金融資產其後按攤銷成本計量：

- 金融資產以旨在收取合約現金流量之業務模式持有；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及尚未償還本金額之利息。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(g) Investments and other financial assets (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (“**FVTOCI**”):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value through consolidated profit or loss (“**FVTPL**”), except that at the date of initial application/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in OCI if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

3. 重大會計政策概要 (續)

(g) 投資與其他金融資產 (續)

金融資產 (續)

金融資產分類及後續計量 (續)

符合下列條件的金融資產其後按公允價值計入其他全面收益(「**按公允價值計入其他全面收益**」)計量：

- 金融資產以旨在同時收取合約現金流量及出售之業務模式持有；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及尚未償還本金額之利息。

除於初步應用／初步確認金融資產日期本集團可不可撤銷地選擇於其他全面收益呈列股權投資的公允價值後續變動外(倘該股權投資並非持作買賣或收購人於國際財務報告準則第3號業務合併適用的業務合併確認的或然代價)，所有其他金融資產其後按公允價值計入綜合損益(「**按公允價值計入損益**」)計量。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(g) Investments and other financial assets (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

3. 重大會計政策概要(續)

(g) 投資與其他金融資產(續)

金融資產(續)

金融資產分類及後續計量(續)

倘金融資產屬下列情況，則歸類為持作買賣用途：

- 主要為於近期內出售而購入；或
- 於初步確認時，構成本集團合併管理之已識別金融工具組合一部分，且近期出現實際短期獲利規率；或
- 屬於未被指定之衍生工具，並可有效作為對沖工具。

此外，倘可消除或大幅減少會計錯配，本集團可不可撤銷地將須按攤銷成本或按公允價值計入其他全面收益計量的金融資產指定為按公允價值計入損益計量。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(g) Investments and other financial assets (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments/receivables subsequently measured at FVTOCI. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see note 3(h)). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

3. 重大會計政策概要(續)

(g) 投資與其他金融資產(續)

金融資產(續)

金融資產分類及後續計量(續)

(i) 攤銷成本及利息收入

本集團採用實際利率法就其後按攤銷成本計量的金融資產及其後按公允價值計入其他全面收益計量的債務工具／應收款項確認利息收入。利息收入透過對金融資產之賬面總值應用實際利率計算，惟其後出現信貸減值之金融資產(見附註3(h))除外。就其後出現信貸減值之金融資產而言，利息收入自下一個報告期起透過對金融資產的攤銷成本應用實際利率確認。倘出現信貸減值之金融工具的信貸風險有所改善以致於有關金融資產不再出現信貸減值，則利息收入乃於釐定該資產不再出現信貸減值後的報告期起，透過向金融資產之賬面總值應用實際利率確認。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(g) Investments and other financial assets (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

- (ii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in OCI and accumulated in the fair value reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to consolidated profit or loss on disposal of the equity investments, and will be transferred to retained profits.

Dividends from these investments in equity instruments are recognised in consolidated profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the other income line item in consolidated profit or loss.

3. 重大會計政策概要 (續)

(g) 投資與其他金融資產 (續)

金融資產 (續)

金融資產分類及後續計量 (續)

- (ii) 指定為按公允價值計入其他全面收益的權益工具

按公允價值計入其他全面收益的權益工具投資其後按公允價值計量，公允價值變動所產生的損益於其他全面收益確認並於公允價值儲備中積累，且毋須進行減值評估。累計損益於出售股權投資時不會重新分類至綜合損益，而是轉至保留利潤。

該等權益工具投資所得股息於本集團有權收取股息時於綜合損益確認，股息明確表示收回部分投資成本則除外。股息計入綜合損益內的其他收入項目內。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(g) Investments and other financial assets (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in consolidated profit or loss. The net gain or loss recognised in consolidated profit or loss excludes any dividend or interest earned on the financial asset and is included in the “other gains and losses” line item.

(h) Impairment of financial assets

The Group recognises loss allowances for expected credit loss (“ECL”) on the financial assets measured at amortised cost. For trade receivables, the Group applies the simplified approach to provide for ECL prescribed by HKFRS 9, which requires the use of the lifetime expected losses provision for all trade receivables without significant financing component. The ECL on these assets are assessed individually for debtors with significant balances and collectively using a provision matrix with appropriate groupings.

3. 重大會計政策概要 (續)

(g) 投資與其他金融資產 (續)

金融資產 (續)

金融資產分類及後續計量 (續)

(iii) 按公允價值計入損益之金融資產

不符合按攤銷成本或按公允價值計入其他全面收益或指定為按公允價值計入其他全面收益計量的準則的金融資產按公允價值計入損益計量。

按公允價值計入損益之金融資產於各報告期末按公允價值計量，任何公允價值收益或虧損於綜合損益中確認。於綜合損益中確認的淨收益或虧損不包括金融資產所得任何股息或利息，計入「其他收益及虧損」項目。

(h) 金融資產減值

本集團對按攤銷成本計量之金融資產確認預期信貸虧損（「**預期信貸虧損**」）的虧損準備。對於貿易應收款項，本集團使用簡化的方法對《香港財務報告準則》第9號規定的預期信貸虧損作出撥備，《香港財務報告準則》第9號規定對所有無重大金融組成部分的貿易應收款項作出整段年期的預期虧損撥備。債務人有重大結餘的資產單獨評估預期信貸虧損，亦可使用有適當分組的撥備矩陣共同評估。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(h) Impairment of financial assets (Continued)

For all other instruments, the Group measures the loss allowance equal to 12-month ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

When estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls which is the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive.

At each reporting date, the Group assesses on a forward looking basis whether financial assets carried at amortised cost is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

3. 重大會計政策概要(續)

(h) 金融資產減值(續)

就所有其他工具而言，本集團計量相等於12個月預期信貸虧損的虧損準備，除非信貸風險自初始確認以來顯著增加，否則本集團確認整個期間的預期信貸虧損。評估應否確認整個期間預期信貸虧損乃基於自初始確認以來發生違約的可能性或風險是否顯著增加。

在估計預期信貸虧損時，本集團考慮無須花費不必要的成本或精力即可獲得的相關合理證明資料。有關資料包括基於本集團的過往經驗及合理的信貸評估而得出的定量和定性資料和分析，且包括前瞻性資料。

預期信貸虧損是信貸虧損的概率加權估計值。信貸虧損按所有現金缺口(即根據合約應付本集團的現金流量與本集團預期收到的現金流量之間的差額)的現值計量。

在各報告日期，本集團以前瞻性基準評估以攤銷成本計量的金融資產是否出現信貸減值。若發生對金融資產的估計未來現金流量造成不利影響的一個或多個事件，則金融資產出現信貸減值。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(h) Impairment of financial assets (Continued)

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

- (a) significant financial difficulty of the borrower or issuer;
- (b) a breach of contract such as a default or past due event; and
- (c) it is becoming probable that the debtor will enter bankruptcy.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

The gross carrying amount of a financial assets is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to write off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

3. 重大會計政策概要(續)

(h) 金融資產減值(續)

金融資產出現信貸減值的證據包括下列可觀察數據：

- (a) 借款人或發行人出現重大財務困難；
- (b) 違約或逾期事件等違反合約；及
- (c) 債務人很可能將會破產。

以攤銷成本計量的金融資產的虧損準備自資產總賬面值扣除。

若金融資產無現實收回的可能性，則金融資產的總賬面值(部分或全部)撇減。若本集團認為債務人並無可產生足夠現金流量用以償付待撇減金額的資產或收入來源，則屬此種情況。然而，撇減的金融資產仍可能須接受強制執行活動，以遵守本集團追回到期款項的流程。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(h) Impairment of financial assets (Continued)

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition.

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; or
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

3. 重大會計政策概要(續)

(h) 金融資產減值(續)

(i) 信貸風險顯著增加

評估信貸風險是否自初始確認顯著增加時，本集團比較金融工具於報告日期發生違約的風險與金融工具於初始確認日期發生違約的風險。

具體而言，評估信貸風險是否顯著增加時會考慮以下資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期顯著惡化；
- 信貸風險外部市場指標顯著惡化，例如信貸息差大幅增加、債務人的信貸違約掉期價格大幅上升；
- 商業、金融或經濟情況之現有或預期不利變動，預計將導致債務人償還債務的能力顯著下降；
- 債務人經營業績之實際或預期顯著惡化；或
- 債務人的監管、經濟或技術環境有實際或預期的顯著不利變動，導致債務人償還債務的能力顯著下降。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(h) Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

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

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

3. 重大會計政策概要(續)

(h) 金融資產減值(續)

(i) 信貸風險顯著增加(續)

無論上述評估的結果如何，本集團假定倘合約付款逾期超過30天，則信貸風險自初始確認以來顯著增加，除非本集團具有說明信貸風險並無顯著增加的合理及有依據資料，則作別論。

本集團定期監察用以確定信貸風險曾否顯著增加的標準的成效，並於適當時候作出修訂，從而確保有關標準能夠於款項逾期前確定信貸風險顯著增加。

(ii) 違約的定義

就內部信貸風險管理而言，當內部產生或獲取自外部來源的資料顯示債務人不太可能向債權人(包括本集團)全額還款(不計及本集團持有的任何抵押品)時，本集團認為構成違約事件。

不論上述分析如何，本集團認為，倘金融資產逾期超過90天，則發生違約事件，除非本集團具有說明更寬鬆的違約標準更為合適的合理可靠資料，則作別論。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(h) Impairment of financial assets (Continued)

(iii) Credit-impaired financial assets

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

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

3. 重大會計政策概要(續)

(h) 金融資產減值(續)

(iii) 信貸減值金融資產

當發生對金融資產的估計未來現金流量產生不利影響的一項或多項事件時，該金融資產即出現信貸減值。金融資產信貸減值的證據包括以下事件的可觀察數據：

- 發行人或借款人出現重大財務困難；
- 違反合約，例如違約或逾期事件；
- 借款人的貸款人就經濟或與借款人財務困難有關的合約理由向借款人提供貸款人不予考慮的優惠條件；
- 借款人可能面臨破產或進行其他財務重組；或
- 因出現財務困難導致該金融資產失去活躍市場。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(h) Impairment of financial assets (Continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of accounts and bills receivables, when the amounts are over one year past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in consolidated profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

3. 重大會計政策概要(續)

(h) 金融資產減值(續)

(iv) 撇銷政策

當有資料顯示交易對手陷入嚴重財務困難，且並無實際收回的可能時(如交易對手已清盤或進入破產程序時，或倘為應收賬款及票據，該等金額逾期超過一年時，以較早發生者為準)，本集團會撇銷金融資產。已撇銷的金融資產仍可根據本集團的收回程序實施強制執行，並在適當情況下考慮法律意見。任何撇銷均構成取消確認事項。任何後續收回款項會於綜合損益中確認。

(v) 預期信貸虧損的計量及確認

預期信貸虧損的計量為違約概率、違約損失率(即違約時的損失程度)及違約風險的函數。評估違約概率及違約損失率的依據是過往數據，並按前瞻性資料調整。預期信貸虧損的計量反映了一個無偏概率加權平均金額，乃根據相應的權重所對應違約風險確定。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(h) Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL (Continued)

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped based on:

- Nature of financial instruments;
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics. The Group recognises an impairment gain or loss in consolidated profit or loss for all financial instruments by adjusting their carrying amount, with the exception of accounts and bills receivables, contract assets and deposits and other receivables where the corresponding adjustment is recognised through a loss allowance account.

(i) Financial liabilities

The Group's financial liabilities include trade and bills payables, accruals and other payables and bank borrowings and lease liabilities. Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument.

3. 重大會計政策概要 (續)

(h) 金融資產減值 (續)

(v) 預期信貸虧損的計量及確認 (續)

一般而言，預期信貸虧損乃根據合約應付本集團的所有合約現金流量與本集團預期收取的現金流量(按初始確認時的實際利率貼現)的差額。預期信貸虧損按共同基準計量或(當尚無獨立工具層級證據時)單獨計量時，金融工具按以下基準分組：

- 金融工具性質；
- 逾期狀態；
- 債務人的性質、規模及行業；及
- 外部信用評級(如有)。

管理層定期審閱分組，確保各分組持續共享相似信貸風險特徵。本集團通過調整所有金融工具的賬面值，於綜合損益確認減值收益或虧損，惟應收賬款及票據、合約資產以及按金及其他應收款項的相應調整通過虧損準備賬確認。

(i) 金融負債

本集團的金融負債包括貿易應付款項及應付票據、應計款項及其他應付款項以及銀行借款及租賃負債。金融負債在本集團成為工具的合約條文的訂約方時確認。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(i) Financial liabilities (Continued)

Financial liabilities are initially recognised at fair value, net of transaction costs incurred and subsequently measured at amortised cost using the effective interest method. Financial liabilities are derecognised when the obligation specified in the contract is discharged or cancelled, or expires.

(j) Foreign currency translation

Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions are initially recorded using the functional currency rates ruling at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated 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 consolidated statement of profit or loss with the exception of monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. 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 determined. 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. The functional currencies of certain overseas subsidiaries are currencies other than the US\$. As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Group at the exchange rates ruling at the end of the reporting period, and their income and expense items are translated into US\$ at the weighted average exchange rates for the year.

3. 重大會計政策概要 (續)

(i) 金融負債 (續)

金融負債初始按公允價值減去產生之交易成本確認，其後以實際利率法按攤銷成本計量。若合約所指定的責任被解除、取消或終止時，則終止確認金融負債。

(j) 外匯換算

本集團的各個實體自行決定其功能貨幣，而納入各實體財務報表的項目則用該功能貨幣計量。外幣交易初步按交易日的適用功能貨幣匯率換算入賬。於報告期末，以外幣計值的貨幣資產及負債按適用的功能貨幣匯率再換算。因結算或換算貨幣項目而產生的差額於綜合損益表中確認，惟指定為本集團對沖境外營運淨投資的一部分的貨幣項目除外。按歷史成本以外幣計量的非貨幣項目，採用初步交易日的匯率換算。以外幣及公允價值計量之非貨幣項目則按釐定公允價值當日之匯率換算。按公允價值計量的非貨幣項目換算產生的收益或虧損的處理方法與確認有關項目公允價值變動的收益或虧損一致。若干海外附屬公司的功能貨幣為美元以外之貨幣。於報告期末，該等實體的資產及負債按報告期末適用之匯率換算為本集團的呈報貨幣，其收入及支出項目按年度加權平均匯率換算為美元。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(j) Foreign currency translation (Continued)

The resulting exchange differences are recorded in other comprehensive income and the cumulative balance is included in exchange reserve in the consolidated statement of changes in equity. On disposal of a foreign operation, the deferred cumulative amount recognised in exchange reserve relating to that particular foreign operation is recognised in the consolidated statement of profit or loss and other comprehensive income. 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 US\$ 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 US\$ at the weighted average exchange rates for the year.

3. 重大會計政策概要 (續)

(j) 外匯換算 (續)

所產生之匯兌差額錄入其他全面收益及累計結餘計入綜合權益變動表的匯兌儲備。出售海外業務時，於匯兌儲備中確認的與該海外業務有關的遞延累計金額於綜合損益及其他全面收益表中確認。收購海外業務所產生的任何商譽及收購事項所產生的任何資產及負債的賬面值的公允價值調整均被視為海外業務的資產及負債，並按收市匯率換算。

就綜合現金流量表而言，海外附屬公司的現金流量乃按照現金流量日期的適用匯率換算為美元。於全年度經常性產生的海外附屬公司現金流量乃按該年度加權平均匯率換算為美元。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(k) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to a customer, as follows:

Revenue from sale of goods which are bundled with services

Time of recognition

The Group provides customised reference designs which are bundled together with the sale of ICs and delivery to the customers' designated locations as a package to customers. Sales are recognised when the control of the ICs including the bundled services, being when the ICs are delivered to the customers, and there is no unfulfilled obligation that could affect the customer's acceptance of the ICs. The Group allows customers to return the defective products in the range from two weeks to one month after the delivery. No warranty or sales rebate is offered to the customers.

Measurement of revenue

Revenue from sales is based on the price specified in the sales contracts and is shown net of value-added tax and after eliminating sales within the Group. No element of financing is deemed present as the sales are made with a credit term not more than four months. A receivable is recognised when the control of the ICs are delivered to the customers as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due. Accumulated experience is used to estimate the likelihood and provide for sales return for the goods sold at the time of sale.

3. 重大會計政策概要(續)

(k) 收入確認

收入按已收或應收對價公允價值計量。於本集團通過向客戶轉讓承諾貨品或服務履約責任的情況下，收入將予以確認，詳情如下：

與服務配套的貨品銷售收入

確認時間

本集團提供定制的參考設計，其與IC配套銷售，並作為一攬子方式交付予客戶指定地點。當IC(包括配套服務)的控制權(即IC被交付予客戶時)以及並無可能影響客戶接受IC的未履行義務時，確認銷售。本集團允許客戶在交貨後的兩週至一個月內退回有缺陷的產品。概不向客戶提供保修或銷售折扣。

收入的計量

銷售收入以銷售合約中規定的價格為基礎，並於扣除本集團銷售額後扣除增值稅後顯示。由於銷售的信用期不超過四個月，因此不存在任何融資要素。由於在付款到期之前僅需經過一段時間，且其為對價無條件的時間點，應收款項於IC控制權交付予客戶時確認。累計經驗用於估計銷售時銷售商品的可能性並提供銷售退貨。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(k) Revenue recognition (Continued)

Revenue from sale of goods which are bundled with services (Continued)

Refund liabilities

The Group recognises a refund liability if the Group expects to refund some or all of the consideration received from customers.

For a sale of products with a right of return, the Group recognises revenue for the transferred products in the amount of consideration to which the Group expects to be entitled. A right of return asset is also recognised for the right to recover products from a customer.

Interest 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 through the expected life of the financial instrument to the net carrying amount of the financial asset.

(l) Other employee benefits

Pension scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “**MPF Scheme**”) under the Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the company in an independently administered fund.

3. 重大會計政策概要 (續)

(k) 收入確認 (續)

與服務配套的貨品銷售收入 (續)

退款負債

倘本集團預期退還部分或全部客戶對價，則本集團確認退款負債。

就銷售具有退貨權的產品而言，本集團按本集團預期有權獲得的對價金額確認轉讓產品的收入。同時就自客戶回收產品的權利確認退回資產的權利。

利息收入

利息收入透過採用於金融工具預計年期將估計未來現金收入準確折現至金融資產賬面淨值的利率按應計基準以實際利率法確認。

(l) 其他僱員福利

退休金計劃

本集團按照強制性公積金條例規定，為香港僱員設立一項定額供款強制性公積金退休福利計劃（「**強積金計劃**」）。強積金計劃之供款乃根據強積金計劃規則按僱員基本薪金之某個百分比作出，並於須支付時自收益表內扣除。強積金計劃資產由獨立管理基金保管，與本公司資產並無關連。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(l) Other employee benefits (Continued)

Pension scheme (Continued)

The employees of the subsidiaries within the Group which operate in the PRC are required to participate in the central defined contribution pension scheme operated by the local municipal government. These PRC subsidiaries are required to contribute a percentage of their payroll costs to the central pension scheme as specified by the local municipal government.

Employee leave entitlement

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

Employee long service payment

The provision for long service payment is provided based on the employees' basic salaries and their respective length of service in accordance with the applicable rules and regulations in their respective countries of employment.

(m) Income tax

Income tax represents the sum of current and deferred tax. Income tax relating to items recognised outside consolidated profit or loss is recognised outside consolidated 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.

3. 重大會計政策概要(續)

(l) 其他僱員福利(續)

退休金計劃(續)

於中國經營的本集團附屬公司的僱員須參與當地市政府經營的中央定額供款退休金計劃。該等中國附屬公司須向中央退休金計劃繳納當地市政府規定的某個百分比的工資成本。

僱員可享有的休假

僱員可享有的年假在歸屬於僱員時確認。並已就截至報告期末因僱員提供服務而產生的估計年假負債作出應計款項。

僱員長期服務金

長期服務金撥備乃基於僱員基本薪金及彼等各自服務年資遵照彼等各自僱用國家的適用法律及法規予以作出。

(m) 所得稅

所得稅指即期應付稅項及遞延稅項之和。與並非於綜合損益確認的項目有關的所得稅不會於綜合損益確認，而於其他全面收益或直接於權益中確認。

即期稅項資產及負債，乃按預期自稅務機關退回或付予稅務機關的金額計量，並根據於報告期末已頒佈或已實際頒佈的稅率(及稅法)，並考慮本集團業務所在國家的現行詮釋及慣例釐定。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(m) Income tax (Continued)

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.

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

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable consolidated profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

3. 重大會計政策概要(續)

(m) 所得稅(續)

遞延稅項採用負債法就於報告期末資產及負債之稅基與兩者用作財務報告的賬面金額之間的暫時差額計提撥備。

遞延稅項負債將就應課稅暫時差額予以確認，惟以下情況除外：

- 當遞延稅項負債乃由初步確認商譽或並非業務合併的交易中的資產或負債產生，且於交易時對會計溢利或應課稅綜合利潤或虧損均無影響；及
- 對於投資附屬公司相關的應課稅暫時差額，當可以控制撥回暫時差額的時間，且暫時差額在可見將來很可能不會撥回。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(m) Income tax (Continued)

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

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

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

3. 重大會計政策概要 (續)

(m) 所得稅 (續)

遞延稅項資產乃就所有可抵扣暫時差額、結轉未動用稅項抵免及任何未動用稅項虧損確認。遞延稅務資產將於可能出現可利用該等可抵扣暫時差額、結轉未動用稅項抵免及未動用稅項虧損予以抵扣的應課稅利潤的情況下確認，惟以下情況除外：

- 當可抵扣暫時差額相關的遞延稅項資產乃由初步確認並非業務合併的交易中的資產或負債而產生，及於交易時對會計溢利或應課稅綜合利潤或虧損均無影響；及
- 對於投資附屬公司相關的可抵扣暫時差額，遞延稅項資產僅於暫時差額有可能在可見將來撥回，且將有可利用該等暫時差額予以抵扣的應課稅利潤時，方予以確認。

遞延稅項資產的賬面值於各報告期末審閱，並不再有可能具有足夠應課稅利潤可用以動用全部或部分遞延稅項資產時予以削減。未確認遞延稅項資產於各報告期末重新評估，於可能有足夠應課稅利潤以收回全部或部分遞延稅項資產時確認。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(m) Income tax (Continued)

Deferred tax is calculated, without discounting, at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

(n) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, and short-term highly liquid investments which are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired.

3. 重大會計政策概要(續)

(m) 所得稅(續)

遞延稅項乃按預期於資產變現或負債結算當期將適用的稅率及根據於報告期末已制定或大致上已制定的稅率(及稅法)計算而無須貼現。

當遞延稅項資產及負債涉及同一稅務機關徵收的所得稅，且本集團擬以淨額基準結算其流動稅項資產及負債，則遞延稅項資產及負債可相互抵銷。

(n) 現金及現金等價物

現金及現金等價物包括手頭現金及活期存款，以及購入後一般在三個月內可予兌現及可隨時轉換為已知數額現金且價值變動風險較少之短期高度流動性投資。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(o) Related parties

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of key management personnel of the Group or the Group's parent.

OR

- (b) An entity is related to the Group if any of the following conditions apply:
- (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 an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) the entities 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 the employees either the Group or an entity related to the Group;

3. 重大會計政策概要(續)

(o) 關聯方

- (a) 倘一名人士符合以下條件，則該人士或其近親與本集團有關連：
- (i) 對本集團有控制或共同控制權；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司主要管理人員。

或

- (b) 倘一實體符合以下任何條件，則該實體與本集團有關連：
- (i) 該實體與本集團同屬同一集團的成員公司；
 - (ii) 一實體為另一實體的聯營公司或合營企業(或另一實體所屬集團的成員公司的聯營公司或合營企業)；
 - (iii) 實體及本集團均為同一第三方的合營企業；
 - (iv) 一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) 該實體為本集團或本集團相關實體就僱員利益設立的離職福利計劃；

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(o) Related parties (Continued)

(b) (Continued)

- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (viii) the entity, or any member of a group of which it is apart, provides key management personnel services to the Group or to the parent of the Group.

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

(p) Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors of the Company for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major operations.

The measurement policies the Group uses for reporting segment results under HKFRS 8 *Operating Segments* are the same as those used in its financial statements prepared under HKFRSs.

3. 重大會計政策概要 (續)

(o) 關聯方 (續)

(b) (續)

- (vi) 該實體受(a)所界定人士控制或共同控制；
- (vii) (a)(i)所界定人士對該實體有重大影響或為該實體(或實體母公司)的主要管理人員；及
- (viii) 該實體或其所屬集團之任何成員公司向本集團或本集團母公司提供主要管理人員服務。

一名人士的近親指有關人士在與實體交易時，預期可影響或受該人士影響的家庭成員。

(p) 分部呈報

本集團按照定期向本公司執行董事呈報的內部財務資料(供彼等就本集團業務組成部分的資源分配作出決定，以及供彼等檢討該等組成部分的表現)，識別經營分部並編製分部資料。向執行董事呈報的內部財務資料的業務組成部分，乃依照本集團之主要經營業務釐定。

本集團依據《香港財務報告準則》第8號經營分部報告分部業績所採用的計量政策與其依據《香港財務報告準則》編製財務報表所採用的計量政策相一致。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(q) Leases

Definition of a lease (upon application of HKFRS 16 in accordance with transition in note 2(a))

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

For contracts entered into or modified on or after the date of initial adoption, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception or modification date. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee (upon application of HKFRS 16 in accordance with transition in note 2(a))

Right-of-use assets

Except for short-term leases and leases of low value assets, the Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use) at cost. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The Group presents right-of-use assets in property, plant and equipment, the same line item within which the corresponding underlying assets would be presented if they were owned.

3. 重大會計政策概要 (續)

(q) 租賃

租賃的定義(根據附註2(a)的過渡條文應用《香港財務報告準則》第16號)

倘合約賦予權利於一段時間內控制已識別資產的用途以換取代價，則該合約為租賃或包含租賃。

對於在首次採納日期或之後訂立或修改的合約而言，本集團於開始或修訂日期根據《香港財務報告準則》第16號的定義評估合約是否為租賃或包含租賃。有關合約將不會被重新評估，除非合約條款及條件隨後被修改。

本集團作為承租人(根據附註2(a)的過渡條文應用《香港財務報告準則》第16號)

使用權資產

除短期租賃及低價值資產租賃外，本集團於租賃開始日期(相關資產可供使用之日)按成本確認使用權資產。使用權資產按成本減任何累計折舊及減值虧損計量，並就任何租賃負債重新計量進行調整。

本集團將使用權資產列入物業、廠房及設備，與對應相關資產(倘擁有)應呈列之項目相同。

For the year ended 31 December 2019 截至2019年12月31日止年度

3. Summary of significant accounting policies (Continued)

(q) Leases (Continued)

The Group as a lessee (upon application of HKFRS 16 in accordance with transition in note 2(a)) (Continued)

Lease liabilities

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

The lease payments include:

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

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

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

3. 重大會計政策概要 (續)

(q) 租賃 (續)

本集團作為承租人(根據附註2(a)的過渡條文應用《香港財務報告準則》第16號)(續)

租賃負債

租賃開始之日，本集團按該日未支付之租賃付款現值確認及計量租賃負債。計算租賃付款現值時，本集團使用租賃開始日的增量借款利率(倘利率顯示租賃尚未釐定)。

租賃付款包括：

- 固定付款(包括實際固定付款)減任何租賃獎勵應收款項；
- 取決於指數或利率的可變租賃付款，初始按開始日期的指數或利率計量；
- 預計由本集團根據剩餘價值擔保支付的款項；
- 購買選擇權的行使價(倘本集團合理確定行使選擇權)；及
- 終止租賃的罰款(倘租賃條款反映本集團行使選擇權終止租賃)。

開始日之後，租賃負債通過利息增長及租賃付款調整。

本集團將租賃負債在綜合財務狀況表中呈列為單獨項目。

For the year ended 31 December 2019 截至2019年12月31日止年度

4. Significant accounting judgements and estimates

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

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

The directors have considered the development, selection and disclosure of the Group's critical accounting judgements and estimates.

Estimates and assumptions

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

4. 重大會計判斷及估計

編製綜合財務報表時，本公司董事須作出會影響政策的應用及資產、負債、收入及開支呈報金額的判斷、估計及假設。估計及相關假設乃根據過往經驗及其他在有關情況下被認為合理的各種其他因素作出，所得結果構成對未能從其他來源取得的資產及負債的賬面值作出判斷的基準。實際結果或會有別於該等估計。

估計及相關假設將被持續檢討。會計估計的修訂如只影響修訂期間，則於該期間確認；修訂如影響本期間及未來期間，則於修訂期間及未來期間確認。

董事已考慮本集團重大會計判斷及估計的發展、選擇及披露。

估計及假設

下文為於報告期末，很可能導致資產及負債的賬面值於下一個財政年度內須作出重大調整的未來相關重要假設及導致估計不可靠的其他重要因素。

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4. Significant accounting judgements and estimates (Continued)

Estimates and assumptions (Continued)

Allowance for ECL on trade receivables

The policy for the allowance for ECL on trade receivables of the Group is assessed for trade debtors with significant balances or collectively using a provision matrix appropriate groupings. As part of the Group's credit risk management, the Group uses debtors' ageing to assess the impairment for its trade receivables because trade receivables consist of balances due from a large number of customers which share common risk characteristics that are representative of the customers' ability to pay all amounts due in accordance with the contractual terms. The estimated credit rate loss rates are estimated based on historical default rates of the trade debtors and are adjusted with forward-looking information that is available without undue cost or effort. The allowance of ECL is sensitive to changes in estimates. The information about ECL of the Group's trade receivables are disclosed in note 31.

Estimation of accrued purchase rebates

The Group has entered into the ship and debit arrangements with certain suppliers during the year ended 31 December 2019. Under the arrangements, the purchases of materials and goods from these suppliers are initially charged to the Group at their standard prices and then rebates are given by these suppliers to the Group after the materials have been sold to the Group's customers. The rebate rates vary depending on the scale and sold volume of customers. At the reporting dates, the costs of inventories purchased under the ship and debit arrangements are required to be reassessed and adjusted for the estimated likely rebates. A considerable amount of judgement and estimates is required in determining the appropriate amount to accrue for the purchase rebates and the net of such rebate cost of inventories. If conditions which have an impact on the purchase rebates differ from those assessed previously, further changes to the carrying value of inventories may be required.

4. 重大會計判斷及估計 (續)

估計及假設 (續)

貿易應收款項預期信貸虧損準備

本集團貿易應收款項預期信貸虧損準備的政策為評估有重大結餘的貿易債務人或採用具合適分組的撥備矩陣進行整體評估。根據本集團信貸風險管理，由於貿易應收款項包含應收大量具有共同風險特徵的客戶之結餘，而該等特徵代表客戶按照合約條款支付所有到期款項之能力，故本集團使用債權人賬齡評估貿易應收款項減值。估計信貸虧損率根據貿易債務人的歷史違約率估計，並按毋須過度成本或精力的前瞻性資料作出調整。預期信貸虧損撥備易受估計變動所影響。有關本集團貿易應收款項的預期信貸虧損資料於附註31披露。

應計採購回扣的估計

本集團截至2019年12月31日止年度與若干供應商訂立了發貨和借記安排。依據該安排，本集團首先按標準價向該等供應商採購原材料及貨品，然後在將材料賣給本集團的客戶後獲該等供應商給予回扣。回扣率取決於客戶的規模及銷售額。於報告日期，須對依據發貨和借記安排購買的存貨的成本進行重新估值及就估計可能回扣進行調整。在確定採購回扣產生的適當金額及相關存貨回扣成本淨額時須作出大量的判斷及估計。若對採購回扣產生影響的條件與先前評估有所差異，則須對存貨的賬面價值作出進一步變更。

For the year ended 31 December 2019 截至2019年12月31日止年度

4. Significant accounting judgements and estimates (Continued)

Estimates and assumptions (Continued)

Allowance for inventories

Management carries out inventory review periodically, at least at the end of each reporting period and makes allowance for obsolete items. A considerable amount of judgement and estimates is required in determining such allowance. If conditions which have an impact on the net realisable value of inventories deteriorate, additional allowances may be required. Management reviews the inventory ageing analysis at the end of reporting period and identifies for slow-moving inventory that are no longer suitable for consumption and saleable. Management estimates the net realisable value for such inventories based primarily on the latest invoice price and current market conditions. When the inventories which have been impaired are sold subsequently, the provision of impairment loss will be reversed to the extent of impairment losses previously recognised in the consolidated statement of profit or loss.

Provision for income taxes

The Group is subject to income taxes in jurisdictions in which the Group operates. Significant judgement is required in determining the tax liabilities to be recognised. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises provisions for tax based on estimates of the taxes that are likely to become due. The Group believes that its provision for tax is adequate for each of financial year based on its assessment of many factors including past experience and interpretations of tax law. Where the final tax outcome is different from the amounts that were initially recorded, such differences will impact the current income tax and deferred tax provisions in the period in which such determination is made.

4. 重大會計判斷及估計 (續)

估計及假設 (續)

存貨撥備

管理層至少於各報告期末定期進行存貨檢討，並就陳舊項目作出撥備。釐定有關撥備須作出大量判斷及估計。倘影響存貨可變現淨值的條件惡化，則可能須作出額外撥備。管理層於報告期末審閱存貨賬齡分析及識別不再適合使用及銷售的滯銷存貨。管理層主要基於最新發票價格及當前市況估計該等存貨的可變現淨值。減值存貨其後出售後，減值損失撥備將予以撥回，惟不超過先前於綜合損益表確認的減值損失。

所得稅撥備

本集團須在其經營業務之司法管轄區繳納所得稅。確定將予確認的稅項負債時須作出重大判斷。諸多交易與計算所涉及之最終稅務可能難以確定。本集團根據對很可能到期之稅項的估計確認稅項撥備。本集團基於對過往經驗及稅法詮釋等多項因素的評估，認為各財政年度之稅項撥備充足。倘最終稅項結果與先前入賬之金額不同，則有關差額會影響作出確定期間的即期所得稅及遞延稅項撥備。

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5. Segment information

An operating segment is a component of the Group that is engaged in business activities from which the Group may earn revenue and incur expenses, and is identified on the basis of the internal management reporting information that is provided to and regularly reviewed by executive directors of the Company in order to allocate resources and assess performance of the segment. During the year ended 31 December 2018 and 2019, the executive directors received and reviewed information on the performance of the Group as a whole. Accordingly, it is determined that the Group has only one single operating segment, which is determined as sale of ICs including bundled services, for the purpose of allocating resources and assessing performance.

The Company is an investment holding company and the principal place of the Group's operation is in Hong Kong and the PRC. For the purpose of geographical segment information disclosures under HKFRS 8 *Operating Segment*, the Group regarded Hong Kong as its place of domicile. All the Group's revenue from external customers is presented based on the location of the operating subsidiaries and the Group's non-current assets (excluding life insurance policy deposits) is presented based on the location of assets as follows:

5. 分部資料

經營分部乃本集團從事可賺取收入及產生開支的商業活動的一個組成部分，並以提供予本公司執行董事進行定期審閱的內部管理呈報資料為基礎而識別，以分配分部資源及評估分部表現。截至2018年及2019年12月31日止年度，執行董事收到並審核有關本集團整體表現的資料。因此，執行董事釐定本集團僅有一個經營分部（釐定為IC銷售（包括捆綁式服務）），以分配資源及評估表現。

本公司為一家投資控股公司，本集團的主要營運地點為香港及中國。就根據《香港財務報告準則》第8號經營分部披露地理分部資料而言，本集團認為香港為其居駐地。本集團所有來自外來客戶的收入均以營運附屬公司所在地為基準呈列，而本集團非流動資產（不包括人壽保單按金）則以資產所在地呈列如下：

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
Year ended 31 December	截至12月31日止年度		
Revenue recognised at a point in time	在某一時刻確認的收入		
Hong Kong	香港	68,651	37,372
The PRC	中國	32,810	29,907
		101,461	67,279
At 31 December	於12月31日		
Non-current assets	非流動資產		
Hong Kong	香港	344	326
The PRC	中國	815	212
		1,159	538

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5. Segment information (Continued)

Revenue from customers which individually contributed over 10% of the total revenue of the Group during the year ended 31 December 2019 is as follows:

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
Customer A	客戶A	N/A¹ 不適用¹	9,524
Customer B	客戶B	11,856	N/A ¹ 不適用 ¹
Customer C	客戶C	11,480	N/A ¹ 不適用 ¹

1 The customer did not contribute over 10% or more to the Group's total revenue in the corresponding year.

During the year ended 31 December 2019, the Group generated revenue primarily from the sale of five categories of ICs products, comprising IC products for: (i) mobile devices and smart charging; (ii) motor control; (iii) radio frequency ("RF") power; (iv) light-emitting diode ("LED") lighting; and (v) sensor and automation. The following table sets out the breakdown of the revenue recognised at a point in time by product category:

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
Mobile devices and smart charging	移動設備及智能充電	76,550	34,554
Motor control	電機控制	11,843	16,186
RF power	RF電源	3,943	7,424
LED lighting	LED照明	4,492	6,759
Sensor and automation	傳感器及自動控制	4,633	2,356
		101,461	67,279

5. 分部資料(續)

截至2019年12月31日止年度，在本集團總收入中佔10%以上的單個客戶收入如下：

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
Customer A	客戶A	N/A¹ 不適用¹	9,524
Customer B	客戶B	11,856	N/A ¹ 不適用 ¹
Customer C	客戶C	11,480	N/A ¹ 不適用 ¹

1 該客戶相應年度並無在本集團總收入中佔10%或以上。

截至2019年12月31日止年度，本集團的收入主要來自銷售下列五類IC產品，包括用於(i)移動設備及智能充電；(ii)電機控制；(iii)射頻("RF")電源；(iv)發光二極管("LED")照明；及(v)傳感器及自動控制的IC產品。下表載列按於某一時間點確認、產品類別劃分的收入明細：

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
Mobile devices and smart charging	移動設備及智能充電	76,550	34,554
Motor control	電機控制	11,843	16,186
RF power	RF電源	3,943	7,424
LED lighting	LED照明	4,492	6,759
Sensor and automation	傳感器及自動控制	4,633	2,356
		101,461	67,279

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6. Revenue and other income

Revenue from the Group's principal activities, which is also the Group's turnover, represents the income from sale of ICs including the bundled services delivered to the customers and recognised at a point in time. Revenue and other income recognised during the year are as follows:

6. 收益及其他收入

本集團主要業務活動的收益(亦為本集團的營業額)指銷售IC(包括交付予客戶並於某一時間點確認的捆綁式服務)所得收入。於年內確認的收益及其他收入如下:

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
Revenue from contract with customers within the scope of HKFRS 15, types of goods or services	《香港財務報告準則》第15號範圍內客戶合約收益，貨品或服務類別		
Sale of ICs	銷售IC	101,461	67,279
Other income	其他收入		
Bank interest income	銀行利息收入	80	5
Exchange gain, net	匯兌收益淨額	—	3
Imputed interest income on life insurance policy deposits	人壽保單按金的推算利息收入	43	36
Others	其他	38	45
		161	89

The Group has applied the practical expedient in paragraph 121 of HKFRS 15 to its sale of ICs including the bundled services such that the above information does not include information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations that had an original expected duration of one year or less.

本集團已將《香港財務報告準則》第15號第121段中的可行權宜之計應用於其IC銷售(包括捆綁式服務)，因此上述信息不包含本集團於達成初始預計為期一年或以下的剩餘履約責任時將有權獲得的收入的有關信息。

7. Finance costs

7. 財務費用

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
Interest on bills payables	應付票據利息	887	693
Interest on discounted bills	貼現票據利息	75	104
Interest on lease liabilities (note 23)	租賃負債利息(附註23)	39	—
Interest on short-term bank loans	短期銀行貸款利息	26	67
		1,027	864

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8. Profit before income tax

Profit before income tax is arrived at after charging/
(crediting):

8. 未計所得稅前利潤

未計所得稅前利潤經扣除／(計入)以下各項後得出：

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
Auditor's remuneration	核數師酬金		
— Annual audit services	— 年度審核服務	77	25
— Other services (mainly as the reporting accountant of the Company in relation to the initial listing)	— 其他服務(主要為就上市擔任本公司申報會計師)	418	63
Amortisation of intangible assets (note 14)	無形資產攤銷(附註14)	72	72
Amortisation of life insurance policy deposits	人壽保單按金攤銷	34	51
Cost of inventories recognised as expenses	確認為開支之存貨成本	89,987	57,874
Depreciation of property, plant and equipment (note 13)	物業、廠房及設備折舊(附註13)	475	41
Employee benefit expenses (including directors' remuneration (notes (i) and 9))	僱員福利開支(包括董事薪酬)(附註(i)及9)		
— Salaries, allowances, bonus and benefits in kind	— 薪金、津貼、花紅及實物福利	2,090	1,963
— Pension scheme contributions	— 退休金計劃供款		
— defined contribution plan	— 界定供款計劃	321	276
Exchange loss/(gain), net	匯兌虧損／(收益)淨額	56	(3)
Operating lease expenses (note (ii))	經營租賃開支(附註(ii))	—	426
Reversal thereof on inventories, net (note 17) included in cost of inventories recognised as expenses	撥回計入確認為開支的存貨成本的存貨，淨額(附註17)	—	(128)

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8. Profit before income tax (Continued)

Notes:

- (i) Employee benefit expenses are included in cost of sales, selling and distribution expenses and general and administrative expenses.
- (ii) Amount in 2018 represents the lease rentals recognised over the lease terms for operating leases under HKAS 17. Upon adoption of HKFRS 16 as disclosed in note 2(a), the minimum lease payments under operating lease charges are no longer recognised under operating lease expenses.

9. Directors' remuneration, five highest paid employees and senior management emoluments

(a) Directors' remuneration

Emoluments paid or payable by the Company or its subsidiaries undertakings to the directors of the Company during the year ended 31 December 2019 and 2018 is set out below:

8. 未計所得稅前利潤(續)

附註：

- (i) 僱員福利開支計入銷售成本、銷售及分銷開支以及一般及行政開支。
- (ii) 2018年的金額為根據《香港會計準則》第17號經營租賃在租期內確認的租金。按附註2(a)所披露，採納《香港財務報告準則》第16號後，經營租賃開支下的最低租賃付款不再於經營租賃開支確認。

9. 董事薪酬、五名最高薪僱員及高級管理層酬金

(a) 董事薪酬

截至2019年及2018年12月31日止年度，本公司或其附屬公司向本公司董事已付或應付的酬金載列如下：

	Fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Pension scheme contributions	Total
	袍金 US\$'000 千美元	薪金、津貼及實物福利 US\$'000 千美元	酌情花紅 US\$'000 千美元	退休金計劃供款 US\$'000 千美元	合計 US\$'000 千美元
Year ended 31 December 2019	截至2019年12月31日止年度				
<i>Executive directors:</i>	<i>執行董事：</i>				
Lam Keung	—	181	—	5	186
Qing Haodong (Note (i))	—	67	—	10	77
Mai Lu (Note (ii))	—	47	—	10	57
Cheng Yu Pik (Note (iii))	—	—	—	—	—
	—	295	—	25	320
<i>Independent non-executive directors:</i>	<i>獨立非執行董事：</i>				
Dan Kun Lei, Raymond (Note (iv))	7	—	—	—	7
Wong Kwun Ho (Note (iv))	7	—	—	—	7
Young Eric Dean (Note (iv))	7	—	—	—	7
	21	—	—	—	21
	21	295	—	25	341

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9. Directors' remuneration, five highest paid employees and senior management emoluments (Continued)

9. 董事薪酬、五名最高薪僱員及高級管理層酬金(續)

(a) Directors' remuneration (Continued)

(a) 董事薪酬(續)

	Fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Pension scheme contributions	Total
	袍金	薪金、津貼及實物福利	酌情花紅	退休金計劃供款	合計
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
	千美元	千美元	千美元	千美元	千美元
Year ended 31 December 2018	截至2018年12月31日止年度				
<i>Executive directors:</i>	<i>執行董事:</i>				
Lam Keung	—	155	85	5	245
Qing Haodong (Note (i))	—	50	63	8	121
Mai Lu (Note (ii))	—	39	—	8	47
	—	244	148	21	413
<i>Independent non-executive directors:</i>	<i>獨立非執行董事:</i>				
Dan Kun Lei, Raymond (Note (iv))	—	—	—	—	—
Wong Kwun Ho (Note (iv))	—	—	—	—	—
Young Eric Dean (Note (iv))	—	—	—	—	—
	—	—	—	—	—
	—	244	148	21	413

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9. Directors' remuneration, five highest paid employees and senior management emoluments (Continued)

(a) Directors' remuneration (Continued)

Salaries, allowances, bonus and benefits in kind paid to or for the executive directors are generally emoluments in respect of those persons' other services in connection with the management of the affairs of the Company and its subsidiaries.

No any of the directors has waived or agreed to waive any emoluments during the year ended 31 December 2019 (2018: Nil).

During the year ended 31 December 2019, no emoluments were 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).

Notes:

- (i) Mr. Qing Haodong ("Mr. Qing") was appointed as the executive director on 16 March 2018.
- (ii) Mr. Mai Lu was appointed as the executive director on 16 March 2018.
- (iii) Ms. Cheng Yu Pik was appointed as the executive director on 27 March 2020.
- (iv) Mr. Dan Kun Lei, Raymond, Mr. Wong Kwun Ho and Mr. Young Eric Dean were appointed as the independent non-executive directors on 21 June 2019.

9. 董事薪酬、五名最高薪僱員及高級管理層酬金(續)

(a) 董事薪酬(續)

向執行董事支付或應付的薪金、津貼、花紅及實物福利通常為管理本公司及其附屬公司事務而提供其他服務的酬金。

截至2019年12月31日止年度，概無董事放棄或同意放棄任何酬金(2018年：無)。

截至2019年12月31日止年度，本集團概無向董事支付酬金作為彼等加入本集團或加入本集團後的激勵，或作為離職補償(2018年：無)。

附註：

- (i) 卿浩東先生(「卿先生」)於2018年3月16日獲委任為執行董事。
- (ii) 麥魯先生於2018年3月16日獲委任為執行董事。
- (iii) 鄭宇璧女士於2020年3月27日獲委任為執行董事。
- (iv) 鄧昆雷先生、黃冠豪先生及楊益驊先生於2019年6月21日獲委任為獨立非執行董事。

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9. Directors' remuneration, five highest paid employees and senior management emoluments (Continued)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year ended 31 December 2019 included 2 directors (2018: 2 directors), whose emoluments are reflected in the analysis shown in the note 9(a). The emoluments payable to the remaining highest paid individuals during the year ended 31 December 2019 is as follows:

	2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
Salaries, allowances, bonus and benefits in kind	275	232
Pension scheme contributions	7	6
	282	238

(b) Five highest paid individuals (Continued)

The emoluments of top five individuals fell within the following bands:

	Number of the individuals 人數	
	2019 2019年	2018 2018年
Nil — HK\$ 1,000,000 (equivalent to approximately US\$129,000)	4	4
HK\$1,000,001 to HK\$1,500,000 (equivalent to approximately US\$194,000)	1	—
HK\$1,500,001 to HK\$2,000,000 (equivalent to approximately US\$258,000)	—	1
	5	5

9. 董事薪酬、五名最高薪僱員及高級管理層酬金 (續)

(b) 五名最高薪酬人士

截至2019年12月31日止年度，本集團酬金最高的五名人士包括2名董事(2018年：2名董事)，其酬金載於附註9(a)所示的分析中。截至2019年12月31日止年度，應付其餘最高薪酬人士的酬金如下：

(b) 五名最高薪酬人士 (續)

前五名人士的酬金介乎下列範圍：

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10. Income tax expense

10. 所得稅開支

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
Current tax expenses	即期稅項開支		
— Hong Kong Profits Tax	— 香港利得稅	950	811
— PRC Corporate Income Tax	— 中國企業所得稅	97	128
		1,047	939

Notes:

(i) Pursuant to the rules and regulations of the Cayman Islands and the BVI, the Group is not subject to any income tax in the Cayman Islands and the BVI.

(ii) On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%.

The directors of the Company considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for the year (2018: 16.5%).

(iii) The provision for the PRC Corporate Income Tax was based on the statutory rate of 25% of the assessable profits of subsidiaries which carried on businesses in the PRC during the year (2018: 25%).

附註:

(i) 根據開曼群島及英屬維爾京群島的規則及法規，本集團毋須於開曼群島及英屬維爾京群島繳納任何所得稅。

(ii) 於2018年3月21日，香港立法會通過了《2017年稅務(修訂)(第7號)條例草案》(「《條例草案》」)。《條例草案》引入了兩級利得稅率的制度。《條例草案》於2018年3月28日簽署成為法例，並於次日刊登憲報。根據兩級利得稅率的制度，合資格集團實體的頭2百萬港元利潤將按8.25%的稅率徵稅，而超過2百萬港元的利潤將按16.5%的稅率徵稅。

本公司董事認為，實施兩級利得稅率的制度後所涉金額就綜合財務報表而言並不重大。年內，香港利得稅按估計應評稅利潤的16.5%計算(2018年：16.5%)。

(iii) 中國企業所得稅的撥備乃根據年內在中國從事業務的附屬公司應評稅利潤按法定稅率25%作出(2018年：25%)。

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10. Income tax expense (Continued)

A reconciliation of the income tax expenses applicable to profit before income tax at the applicable tax rates to income tax expense at the effective tax rate is as follows:

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
Profit before income tax	未計所得稅前利潤	3,560	3,550
Notional tax on profit before income tax, calculated at the applicable tax rates	按適用稅率計算的未計所得稅前利潤名義稅項	630	619
Effect of non-deductible expense	不可扣稅開支的影響	467	385
Effect of non-taxable income	免稅收入的影響	(39)	(18)
Effect of tax concession	減徵稅項影響	(21)	(21)
Effect of unrecognised/(utilised) tax losses, net	未確認/(動用)稅項虧損的影響淨額	10	(26)
Income tax expense	所得稅開支	1,047	939

At 31 December 2019, the Group has not recognised deferred tax assets in respect of tax losses as the Group has no accumulative unused tax loss brought forward to set off assessable profit (2018: Nil).

At 31 December 2019, there are no material deferred tax asset or liabilities not being recognised (2018: Nil).

10. 所得稅開支 (續)

按適用稅率計算的未計所得稅前利潤適用所得稅開支與按實際稅率計算的所得稅開支的對賬如下：

由於本集團並無轉結累計未動用稅項虧損以抵銷應課稅利潤，2019年12月31日，本集團並無就稅項虧損確認遞延稅項資產(2018年：零)。

於2019年12月31日，概無未經確認的重大遞延稅項資產或負債(2018年：零)。

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11. Earnings per share

(a) Basic earnings per share

The basic earnings per share for the year ended 31 December 2019 is calculated based on the profit for the year attributable to owners of the Company of approximately US\$2,513,000 and the weighted average of 692,603,000 ordinary shares, comprising:

- (i) 100,000 ordinary shares in issue as at the date of the Prospectus; and 599,900,000 ordinary shares issued pursuant to the capitalisation issue on the completion of the initial public offering, as if the above total of 600,000,000 ordinary shares were outstanding throughout the year ended 31 December 2019; and
- (ii) 200,000,000 ordinary shares issued on 16 July 2019 by initial public offering.

The basic earnings per share for the year ended 31 December 2018 is calculated based on the profit for the year attributable to owners of the Company of approximately US\$2,611,000 and the weighted average of 600,000,000 ordinary shares, comprising 100,000 ordinary shares in issue as at the date of the Prospectus and 599,900,000 ordinary shares issued pursuant to the capitalisation issue on the completion of the initial public offering, as if the above total of 599,900,000 ordinary shares were outstanding throughout the year ended 31 December 2018.

(b) Diluted earnings per share

There were no dilutive potential shares outstanding during the year ended 31 December 2019 (2018: Nil).

11. 每股盈利

(a) 每股基本盈利

截至2019年12月31日止年度的每股基本盈利按本公司擁有人應佔年內利潤約2,513,000美元及普通股加權平均數692,603,000股計算，包括：

- (i) 於招股章程日期已發行的100,000股普通股；及於首次公開發售完成後根據資本化發行而發行的599,900,000股普通股，猶如上述合共600,000,000股普通股於截至2019年12月31日止整個年度已發行在外；及
- (ii) 通過首次公開發售於2019年7月16日發行的200,000,000股普通股。

截至2018年12月31日止年度的每股基本盈利按本公司擁有人應佔年內利潤約2,611,000美元及普通股加權平均數600,000,000股計算，包括於招股章程日期已發行的100,000股普通股及於首次公開發售完成後根據資本化發行而發行的599,900,000股普通股，猶如上述合共599,900,000股普通股於截至2018年12月31日止整個年度已發行在外。

(b) 每股攤薄盈利

本公司於截至2019年12月31日止年度概無具潛在攤薄效應的股份發行在外(2018年：零)。

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12. Dividends

No interim dividend was declared for the year (2018: Nil).

Subsequent to the end of the reporting period, a bonus issue on the basis of one bonus share for every ten existing shares held by the shareholders (2018: nil) has been proposed by the Directors and is subject to approval by the shareholders at the forthcoming annual general meeting.

12. 股息

年內概無宣派任何中期股息(2018年：零)。

報告期末後，董事建議以股東所持每十股現有股份派發一股紅股的基準發行紅股(2018年：無)，惟須待股東於應屆股東週年大會上批准方可作實。

13. Property, plant and equipment

13. 物業、廠房及設備

		Leasehold improvement	Furniture, fixture and equipment 傢私、裝置及設備	Motor vehicles 汽車	Right-of-use assets 使用權資產	Total 合計
		租賃物業裝修 US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元
Cost	成本					
At 1 January 2018	於2018年1月1日	39	105	90	—	234
Additions	添置	—	41	—	—	41
Exchange difference	匯兌差額	—	(5)	—	—	(5)
		<u>39</u>	<u>141</u>	<u>90</u>	<u>—</u>	<u>270</u>
At 31 December 2018	於2018年12月31日	39	141	90	—	270
Adjustment upon application of HKFRS 16 (note 2(a))	應用《香港財務報告準則》第16號後之調整(附註2(a))	—	—	—	1,044	1,044
		<u>39</u>	<u>141</u>	<u>90</u>	<u>1,044</u>	<u>1,314</u>
At 1 January 2019 (restated)	於2019年1月1日(經重列)	73	63	—	—	136
Additions	添置	(1)	(1)	—	(9)	(11)
Exchange difference	匯兌差額	—	—	—	—	—
		<u>111</u>	<u>203</u>	<u>90</u>	<u>1,035</u>	<u>1,439</u>
At 31 December 2019	於2019年12月31日	111	203	90	1,035	1,439
Accumulated depreciation	累計折舊					
At 1 January 2018	於2018年1月1日	8	38	71	—	117
Charge for the year	年內支出	10	22	9	—	41
Exchange difference	匯兌差額	—	(1)	—	—	(1)
		<u>18</u>	<u>59</u>	<u>80</u>	<u>—</u>	<u>157</u>
At 31 December 2018	於2018年12月31日	18	59	80	—	157
Charge for the year (note 8)	年內支出(附註8)	22	23	10	420	475
Exchange difference	匯兌差額	—	—	—	(2)	(2)
		<u>40</u>	<u>82</u>	<u>90</u>	<u>418</u>	<u>630</u>
At 31 December 2019	於2019年12月31日	40	82	90	418	630
Net carrying amount	賬面淨額					
At 31 December 2018	於2018年12月31日	21	82	10	—	113
		<u>21</u>	<u>82</u>	<u>10</u>	<u>—</u>	<u>113</u>
At 31 December 2019	於2019年12月31日	71	121	—	617	809
		<u>71</u>	<u>121</u>	<u>—</u>	<u>617</u>	<u>809</u>

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14. Intangible assets

14. 無形資產

		Customer relationship 客戶關係 US\$'000 千美元
Cost	成本	
At 1 January 2018, 31 December 2018 and 31 December 2019	於2018年1月1日、2018年12月31日及 2019年12月31日	300
Accumulated amortisation	累計攤銷	
At 1 January 2018	於2018年1月1日	67
Charge for the year	年內支出	72
At 31 December 2018	於2018年12月31日	139
Charge for the year (note 8)	年內支出(附註8)	72
At 31 December 2019	於2019年12月31日	211
Net carrying amount	賬面淨額	
At 31 December 2018	於2018年12月31日	161
At 31 December 2019	於2019年12月31日	89

The above intangible assets have finite useful live in the range from 4 to 7 years (2018: 4 to 7 years) and are amortised on a straight-line basis.

The useful life of the customer relationship under intangible assets arising from the business combination of Shenzhen IH Technology Company Limited (“**Shenzhen IH**”), Shanghai IH Microelectronics Technology Company Limited (“**Shanghai IH**”) and Chengdu Flying Electronics Limited (“**Chengdu Flying**”) was determined by the independent valuer at 5 years, 7 years and 4 years respectively. It was taken into consideration that the economic benefits expected to be generated from the use of the customer relationship would diminish over time due to attrition and time value of money.

上述無形資產的有效使用期限為4至7年(2018年：4至7年)，按直線法攤銷。

因深圳市英浩控制技術有限公司(「**深圳英浩**」)、上海英浩微電子技術有限公司(「**上海英浩**」)及成都飛環電子有限公司(「**成都飛環**」)的業務合併產生的無形資產項下的客戶關係可使用年期由獨立估值師分別按5年、7年及4年釐定。已考慮到預計從使用客戶關係產生的經濟利益將隨時間推移因貨幣消耗及時間價值而減少。

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15. Goodwill

15. 商譽

	2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
Cost and net carrying amount 成本及賬面淨額	261	264

Goodwill was arising from the acquisition of Shenzhen IH on 16 November 2016. For the purpose of impairment testing on goodwill, management allocated goodwill to the operating performance of Shenzhen IH.

The recoverable amount of the operating subsidiary located in the PRC is determined based on value in use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. The pre-tax discount rates used of 13% (2018: 12%) for the operating subsidiary located in the PRC. Management determined the budgeted gross margin based on past performance and its expectations for the market development. The cash flows beyond five years have been extrapolated using a steady 3% (2018: 3%) per annum growth rate.

Assumptions were used in the value in use calculation of each operating subsidiary located in the PRC for the year ended 31 December 2019. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Business growth rate — The basis used to determine the value assigned to the budgeted sales during the five-year projection period is the sales growth rate achieved in the prior year immediately before the budget year.

Pre-tax discount rates — The pre-tax discount rates used are before tax and reflect specific risks relating to the relevant units.

商譽來自於2016年11月16日收購深圳英浩。為對商譽進行減值測試，管理層已將商譽分配至深圳英浩的經營業績。

位於中國的營運附屬公司的可收回金額乃根據使用價值計算而釐定。該等計算使用基於管理層批准的五年期財務預算進行現金流量預測。對於位於中國的營運附屬公司，使用13% (2018年：12%)的稅前折現率。管理層根據過往表現及其對市場發展的預期釐定預算毛利率。超過五年的現金流量使用3% (2018年：3%)的穩定年增長率推斷。

截至2019年12月31日止年度，位於中國的各營運附屬公司的使用價值乃基於若干假設進行計算。下述為管理層在進行現金流量預測以對商譽進行減值測試時所依據的各個關鍵假設：

業務增長率 — 於五年預測期內用於釐定分配予預算銷售額的價值的基準為緊接預算年度之前一年的銷售增長率。

稅前折現率 — 使用的稅前折現率為扣稅前的折現率，反映了與相關單元有關的特定風險。

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15. Goodwill (Continued)

The values assigned to the key assumptions on each operating subsidiary located in the PRC are consistent with external information sources.

Management has calculated that the value in use of the operating subsidiary located in the PRC and concluded that the recoverable amount is greater than their total carrying amount of the assets of the subsidiary including allocated goodwill and therefore has concluded that there is no impairment in respect of the Group's goodwill during the year ended 31 December 2019 (2018: Nil).

The directors of the Company have not identified any key assumptions where a reasonably possible change in such assumptions could cause the carrying amount of goodwill to exceed the recoverable amount.

16. Life insurance policy deposits

Certain life insurance policies (the “**Policy**”) with a carrying amount approximately US\$1,403,000 (2018: US\$873,000) were entered into by the Group to insure two of the directors of the Company, Mr. Lam Keung (“**Mr. Lam**”) and Ms. Cheng Yu Pik. Under the Policy, the beneficiary and policy holder is the Group and the total insured sum was approximately US\$6,737,000 as at 31 December 2019 (2018: US\$3,991,000). At inception of the Policy, the Group paid upfront payments of approximately US\$524,000 during the year ended 31 December 2019 (2018: US\$525,000) for policies entered into during the year. The Group can terminate the Policy at any time and can receive cash back based on the net nominal account value of the Policy at the date of withdrawal. Interest is earned at interest rates of at least those guaranteed by the insurer.

15. 商譽(續)

分配予位於中國的各營運附屬公司的關鍵假設的價值與外部信息來源一致。

管理層已計算得出位於中國的營運附屬公司的使用價值，並得出可收回金額高於其附屬公司資產總賬面值(包括獲分配的商譽)的結論，因此截至2019年12月31日止年度，本集團的商譽並無減值(2018年：無)。

本公司董事並無發現任何倘發生合理變動即可導致商譽的賬面值超出可收回金額的關鍵假設。

16. 人壽保單按金

本集團訂立賬面值約為1,403,000美元(2018年：873,000美元)的若干人壽保險保單(「**保單**」)，為本公司兩名董事林強先生(「**林先生**」)及鄭宇璧女士提供保險。根據該保單，受益人及保單持有人為本集團，且於2019年12月31日的保險總金額約為6,737,000美元(2018年：3,991,000美元)。於保單開始生效後，本集團已於截至2019年12月31日止年度就該年度訂立的保單支付預付款約524,000美元(2018年：525,000美元)。本集團可隨時終止該保單並根據撤銷日保單的名義淨賬值收取現金。按保險公司擔保的最低利率收取利息。

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16. Life insurance policy deposits

(Continued)

The directors of the Company expected that the policies with upfront payment of approximately US\$376,000 will be terminated at the 38th policy year in 2053, approximately US\$265,000 will be terminated at the 40th policy year in 2058, approximately US\$260,000 will be terminated at the 43rd policy year in 2061, approximately US\$224,000 will be terminated at the 45th policy year in 2065 and approximately US\$300,000 will be terminated at the 45th policy year in 2065 respectively. There will be a specified surrender charge of approximately US\$55,000, US\$37,000 and US\$23,000, US\$28,000 and US\$75,000 in accordance with each policy respectively. The expected life of the Policy remained unchanged from the date of initial recognition and the directors of the Company considered that the financial impact of the option to terminate the Policy was not significant.

The carrying amount of upfront payments will be adjusted through consolidated profit or loss through the expected life of the Policy to reflect the interest earned and life insurance coverage and other charges during each year of the expected life. The Policy was pledged to a bank to secure bills payables (note 21) and bank borrowings (note 24(a)) granted to the Group.

16. 人壽保單按金(續)

本公司董事預期，預付款約為376,000美元的保單將於2053年第38個保單年度終止，預付款約為265,000美元的保單將於2058年第40個保單年度終止，預付款約為260,000美元的保單將於2061年第43個保單年度終止、預付款約為224,000美元的保單將於2065年第45個保單年度終止及預付款約為300,000美元的保單將於2065年第45個保單年度終止。根據各保單，分別將產生指定退保手續費約55,000美元、37,000美元、23,000美元、28,000美元及75,000美元。保單的預期年限自初步確認日期以來維持不變，且本公司董事認為終止保單的選擇並無重大財務影響。

預付款賬面值將根據保單預期年限於綜合損益中調整，以反映各年預期年限的所得利息及人壽保險以及其他費用。保單已抵押予銀行以使本集團獲授應付票據(附註21)及銀行借款(附註24(a))。

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17. Inventories

17. 存貨

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
Finished goods	製成品	12,909	6,547

At 31 December 2019, certain inventories with original cost amounting to approximately US\$35,000 (2018: US\$35,000) were fully impaired.

於2019年12月31日，按原成本計算約達35,000美元(2018年：35,000美元)的若干存貨全數減值。

The analysis of the amount of inventories recognised as an expense and included in consolidated profit or loss is as follows:

已確認為開支並計入綜合損益的存貨金額分析如下：

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
Carrying amount of inventories sold	已售存貨賬面值	89,987	58,002
Reversal of inventories (note 8)	存貨撥回(附註8)	—	(128)
		89,987	57,874

18. Trade and bills receivables

18. 貿易應收款項及應收票據

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
Trade receivables	貿易應收款項	24,487	18,347
Less: allowance for expected credit loss on trade receivables, net	減：貿易應收款項的預期信貸虧損準備，淨額	(126)	(91)
Trade receivables, net	貿易應收款項淨額	24,361	18,256
Bills receivables (note 24(b))	應收票據(附註24(b))	1,335	751
		25,696	19,007

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18. Trade and bills receivables (Continued)

The Group's trading terms with its customers are mainly on credit, except for new customers where payment in advance is normally required. The credit period granted is based on the historical trading and payment records of each customer, generally not more than four months. Extended credit terms may be granted for some major long-term customers. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

Some of the trade receivables that were not impaired are past due as at the reporting date. Ageing analysis of trade receivables not impaired is as follows:

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
Neither past due nor impaired	未逾期或減值	15,317	10,862
1–30 days past due	逾期1至30天	4,351	3,944
31–90 days past due	逾期31至90天	2,408	3,114
91–120 days past due	逾期91至120天	27	112
More than 120 days past due	逾期超過120天	2,258	224
		24,361	18,256

Details of impairment assessment of trade and bills receivables for the year ended 31 December 2019 are set out in note 31.

18. 貿易應收款項及應收票據

(續)

本集團與其客戶的貿易條款主要以信貸方式訂立，除新客戶外，通常需要預付款項。信貸期依照各客戶的過往交易及付款紀錄而授予，通常不超過四個月，可能向若干主要長期客戶授予延長信貸期。本集團力求保持對未清償應收款項的嚴格控制並設立信貸控制部以最小化信貸風險。高級管理層對逾期結餘進行定期審核。本集團並無就其貿易應收款項結餘持有任何抵押品或其他加強信用措施。貿易應收款項免息。

於報告日期，部分未減值貿易應收款項已逾期。未減值貿易應收款項的賬齡分析如下：

截至2019年12月31日止年度，貿易應收款項及應收票據的減值評估詳情載於附註31。

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18. Trade and bills receivables (Continued)

The movements in allowances for ECL on trade receivables are as follows:

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
At 1 January	於1月1日	91	—
Written off of trade receivables	撇銷貿易應收款項	(76)	—
Allowances for expected credit loss recognised to the consolidated profit or loss	預期信貸虧損準備於綜合損益中確認	111	91
At 31 December	於12月31日	126	91

The above provision for net allowance for ECL on trade receivables are included allowances by using a provision matrix and individually impaired trade receivables. The individually impaired receivables related to customers that were in financial difficulties and all receivables are not expected to be recovered. During the year ended 31 December 2019, the Group has been informed that those customers are under liquidation and unable to repay the trade receivables.

18. 貿易應收款項及應收票據

(續)

貿易應收款項預期信貸虧損準備變動如下：

	2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
At 1 January	91	—
Written off of trade receivables	(76)	—
Allowances for expected credit loss recognised to the consolidated profit or loss	111	91
At 31 December	126	91

上述計提的貿易應收款項預期信貸虧損準備淨額，包括整體撥備和個別減值貿易應收款項撥備。個別減值應收款項乃與面臨財務困難的客戶有關，所有相關應收款項預期不可收回。截至2019年12月31日止年度，本集團已獲知該等客戶正在清盤，無法償還貿易應收款項。

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18. Trade and bills receivables (Continued)

Ageing analysis of the Group's trade receivables, net of ECL allowance, based on the invoice dates, that are not impaired as at each reporting date is as follows:

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
1-30 days	1至30天	9,364	6,780
31-90 days	31至90天	9,540	6,926
91-120 days	91至120天	2,161	2,600
Over 120 days	超過120天	3,296	1,950
		24,361	18,256

Ageing analysis of the Group's bills receivables, based on the bills receipt dates as at each reporting date is as follows:

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
1-30 days	1至30天	411	549
31-90 days	31至90天	700	202
91-120 days	91至120天	41	—
Over 120 days	超過120天	183	—
		1,335	751

As at 31 December 2019, all bills receivables were neither past due nor impaired (2018: Nil).

18. 貿易應收款項及應收票據

(續)

根據發票日期所作於各報告日期未減值的本集團貿易應收款項(扣除預期信貸虧損準備)的賬齡分析如下:

	2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
1-30 days	9,364	6,780
31-90 days	9,540	6,926
91-120 days	2,161	2,600
Over 120 days	3,296	1,950
	24,361	18,256

根據票據收據日期所作於各報告日期的本集團應收票據的賬齡分析如下:

	2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
1-30 days	411	549
31-90 days	700	202
91-120 days	41	—
Over 120 days	183	—
	1,335	751

於2019年12月31日，所有應收票據未逾期或減值(2018年：零)。

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19. Prepayments, deposits and other receivables

19. 預付款項、按金及其他應收款項

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
Prepayments (note (a))	預付款項(附註(a))	2,676	1,085
Prepayments for listing expenses	上市開支預付款項	—	601
Accrued purchase rebates (note (b))	應計購買回扣(附註(b))	6,969	1,582
Rental and utilities deposits	租金及公用事業按金	95	97
Other receivables	其他應收款項	54	29
		9,794	3,394

Notes:

- (a) At 31 December 2019, the balance includes an amount of approximately US\$2,604,000 (2018: US\$1,026,000) which relates to prepay to the suppliers for the procurement of inventories, which would be utilised as cost of inventories incurred within the next financial year.
- (b) The accrued purchase rebates primarily represented the estimated outstanding amounts for the purchase rebates under the ship and debit arrangements as disclosed in note 4. The directors of the Company are of the opinion that the accrued purchase rebate would be net off the trade payables of the suppliers when eventually confirmed the purchase rebate within the next financial year.

附註：

- (a) 於2019年12月31日，結餘包括為採購存貨而預付供應商的金額約2,604,000美元(2018年：1,026,000美元)，將用作下一財政年度存貨成本。
- (b) 應計採購回扣主要指就附註4所披露銷貨折讓安排下的採購回扣之估計未結清款項。本公司董事認為應計採購回扣會於最終確認下一財政年度的採購回扣時扣除應付供應商貿易款項。

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20. Pledged bank deposits and cash and cash equivalents

20. 已抵押銀行存款以及現金及現金等價物

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
Cash in hand and bank balances	手頭現金及銀行結餘	2,255	2,874
Deposits with broker and at financial institution	存放經紀公司及金融機構之存款		
— with original maturity within three months	— 初始於三個月內到期	4,008	—
Cash and cash equivalents	現金及現金等價物	6,263	2,874
Pledged bank deposits	已抵押銀行存款	1,229	300

At 31 December 2019, the cash and bank balances of the Group denominated in RMB amounted to approximately US\$214,000 (2018: US\$349,000). 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.

Cash at banks earned interest at floating rates based on daily bank deposit rates.

Details of impairment assessment of pledged bank deposits and cash and cash equivalents for the year ended 31 December 2019 are set out in note 31.

As at 31 December 2019, the Group's bank deposits of approximately US\$1,229,000 (2018: US\$300,000) was pledged to secure the bills payables (note 21).

於2019年12月31日，本集團以人民幣計值的現金及銀行結餘約為214,000美元(2018年：349,000美元)。人民幣不可自由兌換成其他貨幣，惟根據中國內地《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲准透過獲授權經營外匯業務的銀行將人民幣兌換成其他貨幣。

銀行現金根據每日銀行存款利率按浮息賺取利息。

截至2019年12月31日止年度已抵押銀行存款以及現金及現金等價物的減值評估詳情載於附註31。

於2019年12月31日，本集團約1,229,000美元(2018年：300,000美元)的銀行存款已被抵押以為應付票據作擔保(附註21)。

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21. Trade and bills payables

21. 貿易應付款項及應付票據

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
Trade payables	貿易應付款項	10,115	6,569
Bills payables	應付票據	13,096	10,318
		23,211	16,887

Ageing analysis of trade payables, based on invoice dates, as at the end of reporting period is shown as follow:

於報告期末，貿易應付款項按發票日期所作賬齡分析如下：

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
1—30 days	1至30天	8,256	3,798
31—90 days	31至90天	1,843	2,580
91—120 days	91至120天	2	127
Over 120 days	超過120天	14	64
		10,115	6,569

At 31 December 2018, all bills payables were secured by an assignment over the Policy, pledged bank deposits and an unlimited personal guarantee executed by a director of the Company, Mr. Lam. The guarantee released upon listing on 16 July 2019. At 31 December 2019, all bills payables were secured by an assignment over the Policy (note 16) and pledged bank deposits (note 20).

於2018年12月31日，所有的應付票據均由轉讓保單、已抵押銀行存款和本公司董事林先生簽立的無限額個人擔保作抵押。該項擔保於2019年7月16日上市後解除。於2019年12月31日，所有應付票據均由轉讓保單(附註16)及已抵押銀行存款(附註20)作抵押。

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22. Accruals, receipts in advance and other payables

22. 應計費用、預收款項及其他應付款項

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
Accruals	應計費用	463	444
Accrued listing expenses	應計上市開支	—	867
Receipts in advance	預收款項	861	54
Other payables	其他應付款項	726	33
		2,050	1,398

Receipts in advance represents billings in advance of performance in regarding the provision of customised reference designs which are bundled together with the sale of ICs as a package for the new customers. The amount of receipts in advance are negotiated on a case by case basis with customers and the movement is set out below:

預收款項為向新客戶提供定制化參考設計(與IC銷售捆綁在一起)而預收的履約賬款。預收款項金額乃根據具體情況與客戶協商而定，變動載列如下：

Movements in receipts in advance

預收款項變動

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
At 1 January	於1月1日	54	246
Increase of receipts in advance from customers	客戶預收款項增加	16,569	6,912
Decrease in receipts in advance as a result of recognising revenue during the year	年內確認收入造成預收款項減少	(15,765)	(7,101)
Exchange difference	匯兌差額	3	(3)
At 31 December	於12月31日	861	54

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23. Leases liabilities

The carrying amounts of the Group's lease liabilities and the movements during the year are as follows:

23. 租賃負債

本集團租賃負債的賬面值及年內變動如下：

		<i>US\$'000</i> 千美元
At 1 January 2019	於2019年1月1日	—
Adjustment upon application of HKFRS 16 (note 2(a))	應用《香港財務報告準則》第16號後之調整(附註2(a))	<u>1,084</u>
		1,084
Interest expense (note 7)	利息開支(附註7)	39
Payments during the year	年內付款	(453)
Exchange difference	匯兌差額	<u>(9)</u>
At 31 December 2019	於2019年12月31日	<u>661</u>
Analysed into:	分析至：	
Current portion	流動部分	382
Non-current portion	非流動部分	<u>279</u>
		661

The amounts recognised in consolidated profit or loss in relation to leases are as follows:—

於綜合損益確認的租賃相關金額如下：

		<i>US\$'000</i> 千美元
Interest on lease liabilities (note 7)	租賃負債利息(附註7)	39
Depreciation charged on right-of-use assets (note 13)	使用權資產折舊開支(附註13)	<u>420</u>
		459
Total amounts recognised in consolidated profit or loss	於綜合損益確認總額	<u>459</u>

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24. Bank borrowings

24. 銀行借款

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
Current	流動		
Bank borrowings — secured (note (a))	銀行借款 — 有抵押(附註(a))	390	969
Discounted bills with recourse (note (b))	可追索貼現票據(附註(b))	1,011	341
		1,401	1,310

Notes:

- (a) At 31 December 2018, bank borrowings with carrying amount of approximately US\$969,000 were secured by an assignment over the Policy and an unlimited personal guarantee provided by a director of the Company, Mr. Lam. The guarantee was released upon listing on 16 July 2019. At 31 December 2019, bank borrowings were secured by an assignment over the Policy (note 16). Interest rate was charged in the range from 4.2% to 5.0% (2018: at 4.0%) per annum as at 31 December 2019.
- (b) At 31 December 2019, all borrowings from discounted bills with recourse were secured by certain bills receivables (note 18) of the Group with carrying amount of approximately US\$1,011,000 (2018: 341,000). Interest is charged in the range from 3.6% to 4.5% (2018: from 3.7% to 5.0%) per annum as at 31 December 2019.

As at 31 December 2019, a bank borrowing of approximately US\$298,000 (2018: US\$96,000) was not scheduled to be repaid within one year but were classified as current liabilities as the related loan agreement contain clauses that provide the lender with an unconditional right to demand repayment at any time at its own discretion. None of the portion of the bank borrowing due for repayment after one year, which contains a repayment on demand clause and that is classified as a current liability, was expected to be settled within one year.

附註：

- (a) 於2018年12月31日，賬面值約為969,000美元的銀行借款由轉讓保單及本公司董事林先生提供的無限額個人擔保作抵押。該項擔保已於2019年7月16日上市時解除。於2019年12月31日，銀行借款由轉讓保單(附註16)作抵押。於2019年12月31日的年利率介乎4.2%至5.0% (2018年：4.0%)。
- (b) 於2019年12月31日，可追索貼現票據的所有借款均由本集團若干賬面值約為1,011,000美元(2018年：341,000美元)的應收票據(附註18)作抵押。於2019年12月31日所收取的年利率介乎3.6%至4.5% (2018年：3.7%至5.0%)。

於2019年12月31日，約298,000美元(2018年：96,000美元)的銀行借款並不計劃於一年內償還，而分類為流動負債，乃由於相關貸款協議包含給予借款人酌情隨時無條件要求還款的權利的條款。概無該銀行借款應於一年以上還款的部分(包含按要求償還條款且分類列作流動負債)預期將於一年內結算。

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24. Bank borrowings (Continued)

At 31 December 2019, total current and non-current bank borrowings were scheduled to repay as follows:

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
Within one year	一年以內	1,103	1,214
More than one year, but not exceeding two years	多於1年但不超過兩年	91	38
More than two years, but not exceeding five years	多於兩年但不超過五年	176	58
After five years	五年後	31	—
		1,401	1,310

24. 銀行借款(續)

於2019年12月31日，流動及非流動銀行借款總額的計劃還款日期如下：

25. Share capital

		Number of shares in issue 已發行 股份數目 '000 千股	Share capital 股本 US\$'000 千美元
At 1 January 2018 and 31 December 2018 (note (i))	於2018年1月1日及2018年12月31日(附註(i))	100	—*
Capitalisation issue (note (ii))	資本化發行(附註(ii))	599,900	774
Issuance of shares by initial public offering (note (iii))	通過首次公開發售發行股份(附註(iii))	200,000	258
At 31 December 2019	於2019年12月31日	800,000	1,032

* Item with value below US\$1,000

* 價值低於1,000美元的項目

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25. Share capital (Continued)

The Company was incorporated in the Cayman Islands on 16 August 2016 with an authorised share capital of HK\$380,000 divided into 38,000,000 shares of par value of HK\$0.01 each. Pursuant to the resolutions in writing of the sole shareholder passed on 21 June 2019, the authorised share capital of the Company was increased from HK\$380,000 to HK\$20,000,000 divided into 2,000,000,000 shares of par value of HK\$0.01 each.

Notes:

- (i) Prior to 21 June 2019, the number of issued share capital of the Company was 100,000.
- (ii) Capitalisation issue

On 21 June 2019, the authorised share capital of the Company was increased from HK\$380,000 to HK\$20,000,000. Conditional upon the crediting of the share premium account of the Company as a result of the allotment and issue of the offer shares pursuant to the share offer upon listing of the shares of the Company on the Stock Exchange, the directors are authorised to capitalise a sum of HK\$5,999,000 (equivalent to approximately US\$774,000) and apply such sum in paying up in full at par a total of 599,900,000 shares for allotment and issue to the shareholders immediately prior to the issue of shares under the share offer as to 539,910,000 shares to P. Grand (BVI) Ltd. ("**P. Grand**") and 59,990,000 shares to Kingtech (BVI) Ltd. ("**Kingtech**").

- (iii) Issuance of shares by initial public offering

On 16 July 2019, 200,000,000 ordinary shares of HK\$0.01 each were issued at a price of HK\$0.65 each upon the listing of the shares of the Company on the Stock Exchange. The proceeds of HK\$2,000,000 (equivalent to approximately US\$258,000), representing the par value, were credited to the Company's share capital. The remaining proceeds, net of share issuance expenses, of approximately HK\$105,142,000 (equivalent to approximately US\$13,567,000) were credited to the share premium account.

25. 股本 (續)

本公司於2016年8月16日於開曼群島註冊成立，法定股本為380,000港元，分為38,000,000股每股面值0.01港元的股份。根據唯一股東於2019年6月21日通過的書面決議案，本公司的法定股本將由380,000港元增至20,000,000港元，分為2,000,000,000股每股面值0.01港元的股份。

附註：

- (i) 2019年6月21日前，本公司已發行股份數目為100,000股。
- (ii) 資本化發行

於2019年6月21日，本公司的法定股本由380,000港元增至20,000,000港元。在本公司的股份溢價賬因本公司股份於聯交所上市時根據股份發售配發及發行發售股份而出現進賬的情況下，董事獲授權將5,999,000港元(相當於約774,000美元)的款項撥充資本，並將該筆款項用以按面值悉數繳足緊接股份發售的股份發行前向股東配發及發行的合共599,900,000股股份(向P. Grand (BVI) Ltd. ("**P. Grand**")配發及發行539,910,000股股份及向Kingtech (BVI) Ltd. ("**Kingtech**")配發及發行59,990,000股股份)。

- (iii) 通過首次公開發售發行股份

於2019年7月16日，本公司股份於聯交所上市後，按每股0.65港元的價格發行200,000,000股每股0.01港元的普通股。面值為2,000,000港元(相當於約258,000美元)的所得款項計入本公司股本。餘下所得款項(扣除股份發行開支)約105,142,000港元(相當於約13,567,000美元)計入股份溢價賬。

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26. Reserves

Details of the movements on the Group's reserve are as set out in the consolidated statement of changes in equity.

Share premium includes the premium arising from issue of shares of the Company at a premium. Under the Companies Law (revised) Chapter 22 of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its Memorandum or Article of Associations and provided that immediately following the distribution or dividends, the Company is able to pay its debts as they fall due in ordinary course of business.

Other reserve includes capital injection from shareholders of Mr. Qing and Mr. Lam and the family member of Mr. Qing before listing and the amount of bargain purchase arising from acquisition of Shanghai IH and Chengdu Flying.

Merger reserve represents the difference between the investment costs in subsidiaries and the aggregate amount of issued share capital of subsidiaries acquired in the group reorganisation.

In accordance with the Company Law of the PRC, the Company's subsidiaries registered in the PRC are required to appropriate 10% of the annual statutory profit after tax (after offsetting any prior years' losses) determined in accordance with generally accepted accounting principles in the PRC to the statutory surplus reserve until the balance of the reserve fund reaches 50% of the entity's registered capital. The statutory surplus reserve can be utilised to offset prior years' losses or to increase capital, provided the remaining balance of the statutory surplus reserve is not less than 25% of registered capital.

Translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 3(j).

26. 儲備

本集團儲備變動詳情乃誠如綜合權益變動表所載列者。

股份溢價包括按溢價發行本公司股份產生的溢價。根據開曼群島公司法（經修訂）第22章，本公司股份溢價可作為分派或股息支付予股東，惟須符合組織章程大綱及細則規定，且緊隨分派股息後，本公司須可償還日常業務中到期的債務。

其他儲備包括上市前股東卿先生及其家屬以及股東林先生注資及收購上海英浩及成都飛環所產生的廉價收購金額。

合併儲備指附屬公司的投資成本與集團重組收購的附屬公司的已發行總股本之間的差額。

根據中國《公司法》，本公司於中國註冊的附屬公司須將年度法定稅後利潤（經抵銷任何過往年度虧損）的約10%（根據中國通用會計準則釐定）轉撥至法定盈餘公積金，直至儲備基金結餘達至實體註冊股本的50%。法定盈餘公積金可用於抵銷過往年度虧損或增加股本，惟法定盈餘公積金的餘下結餘不得低於註冊股本的25%。

換算儲備包括全部換算海外業務財務報表產生的匯兌差額。該儲備根據附註3(j)所載的會計政策處理。

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27. Particulars of subsidiaries of the Company

Details of the Company's subsidiaries are as follows:

27. 本公司附屬公司詳情

本公司的附屬公司詳情如下：

Company name 公司名稱	Place of incorporation/ establishment 註冊成立/ 建立地點	Particulars of issued and fully paid-up share capital/ registered capital 已發行及已繳足股本/ 註冊資本詳情	Percentage of ownership interest held (directly and indirectly) by the Company as at 31 December 於12月31日本公司(直接及間接)持有擁有權權益百分比		Principal activities and place of operation 主要業務活動及營業地點
			2019 2019年	2018 2018年	
Directly held 直接持有					
Contel (BVI) Limited	the BVI 英屬維爾京群島	1 ordinary share of US\$1 1股1美元的普通股	100%	100%	Investment holding in Hong Kong 於香港投資控股
Indirectly held 間接持有					
Flying Electronics Limited 飛環電子有限公司	Hong Kong 香港	1 ordinary share 1股普通股	100%	100%	Sale of ICs in Hong Kong and the PRC 於香港及中國銷售IC
IH Technology Limited 英浩科技有限公司	Hong Kong 香港	11 ordinary shares 11股普通股	100%	100%	Sale of ICs in Hong Kong and the PRC 於香港及中國銷售IC
Shenzhen IH 深圳英浩	the PRC 中國	Registered capital of RMB2,000,000 人民幣2,000,000元的註冊資本	100%	100%	Sale of ICs in the PRC 於中國銷售IC
Shanghai IH 上海英浩	the PRC 中國	Registered capital of RMB2,000,000 人民幣2,000,000元的註冊資本	100%	100%	Sale of ICs in the PRC 於中國銷售IC
Chengdu Flying 成都飛環	the PRC 中國	Registered capital of RMB6,000,000 人民幣6,000,000元的註冊資本	100%	100%	Sale of ICs in the PRC 於中國銷售IC
Contel Technology (H.K.) Company Limited ("Contel Technology HK") (note) 康特隆科技(香港)有限公司 (「康特隆科技香港」)(附註)	Hong Kong 香港	1 ordinary share 1股普通股	100%	—	Inactive company in Hong Kong 香港的非活躍公司

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27. Particulars of subsidiaries of the Company (Continued)

Note:

During the year ended 31 December 2019, the Group has acquired all equity interest in Contel Technology HK for a consideration of HK\$1 from Mr. Lam. The acquisition was completed on 27 December 2019, since then, the Group has obtained control over Contel Technology HK. Before the acquisition, Contel Technology HK was an inactive company in Hong Kong and the net assets are equal to the consideration paid by the Group. No amount is recognised in respect of goodwill or gain on bargain purchase at the time of common control combination, to the extent of the continuation of the controlling party's interest under Mr. Lam.

28. Related party transactions

- (a) No other related party transactions were occurred during the year except as mentioned below (2018: Nil).
- (b) The Group had the following balance with related parties during the year:

Advances to related companies (notes (i) and (ii))	向關聯公司作出的墊款 (附註(i)及(ii))				
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Notes:

- (i) P. Grand and Kingtech are the related companies controlled by Mr. Lam and Mr. Qing, respectively.
- (ii) Amounts due were unsecured, non-interest bearing and repayable on demand. The maximum amount outstanding during the year ended 31 December 2019 was approximately US\$12,000 (2018: US\$46,000).

(c) Compensation of key management personnel

The details of the remuneration paid to the key management personnel during the year are set out in Note 9.

27. 本公司附屬公司詳情(續)

附註：

截至2019年12月31日止年度，本集團以對價1港元向林先生收購康特隆科技香港全部股本權益，收購於2019年12月27日完成，此後，本集團取得康特隆科技香港控制權。於收購前，康特隆科技香港為香港的非活躍公司，資產淨值等於本集團所付對價。在林先生所持控制方的權益持續的情況下，於共同控制合併時概無就商譽或廉價收購的任何收益確認任何款項。

28. 關聯方交易

- (a) 除下文所述外，年內概無產生其他關聯方交易(2018年：無)。
- (b) 本集團年內關聯方結餘如下：

2019	2018
2019年	2018年
US\$'000	US\$'000
千美元	千美元

	12	8
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附註：

- (i) P. Grand及Kingtech分別為林先生及卿先生控制的關聯公司。
- (ii) 應付款項屬無抵押、不計息及且須按要求償還。截至2019年12月31日止年度最高未結清款項約為12,000美元(2018年：46,000美元)。

(c) 主要管理人員的報酬

年內支付給主要管理人員的報酬詳情載於附註9。

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29. Operating lease commitments

From 1 January 2019, the Group has recognised right-of-use assets for its operating leases, see Note 2(a) for further information. The Group's future aggregate minimum lease payments due under non-cancellable operating leases are as follows:

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
Within one year	一年以內	—	437
Within two to five years	兩年至五年內	—	735
		—	1,172

The Group has no lease commitments for short-term leases as at 31 December 2019.

The Group leases certain properties under operating leases. The leases run for an initial period of two to five years, without option to renew the lease term at expiry date. None of the lease includes contingent rentals.

The Group has initially applied HKFRS 16 using the modified retrospective approach. Under this approach, the Group adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to these leases (note 2(a)). From 1 January 2019 onwards, future lease payments are recognised as lease liabilities in the consolidated statement of financial position in accordance with the policies set out in note 3(q).

29. 經營租賃承擔

本集團自2019年1月1日起就經營租賃確認使用權資產，詳情請參閱附註2(a)。本集團根據不可撤銷經營租賃應付的未來最低租金總額如下：

	2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
於2019年12月31日，本集團並無短期租賃的租賃承擔。	—	437
	—	735
	—	1,172

於2019年12月31日，本集團並無短期租賃的租賃承擔。

本集團根據經營租約租賃若干物業。租約初步為期2至5年，屆滿後不可重續租賃條款。此等租約概無包含或然租金。

本集團採用經修訂追溯法首次應用《香港財務報告準則》第16號。根據該方法，本集團調整2019年1月1日的期初結餘以確認有關該等租賃的租賃負債（見附註2(a)）。自2019年1月1日起，日後租賃付款乃根據附註3(q)所載政策於綜合財務狀況表內確認為租賃負債。

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30. Financial instruments by category

The carrying amounts of each of the categories of financial instruments as at the end of each reporting period are as follows:

30. 金融工具分類

於各報告期末，各類金融工具的賬面值如下：

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
Financial assets	金融資產		
At amortised cost:	按攤銷成本：		
Trade and bills receivables	貿易應收款項及應收票據	25,696	19,007
Deposits and other receivables	按金及其他應收款項	149	126
Amounts due from related parties	應收關聯方款項	12	8
Pledged bank deposits	已抵押銀行存款	1,229	300
Cash and cash equivalents	現金及現金等價物	6,263	2,874
		33,349	22,315
Financial liabilities	金融負債		
At amortised cost:	按攤銷成本：		
Trade and bills payables	貿易應付款項及應付票據	23,211	16,887
Accruals and other payables	應計項目及其他應付款項	1,140	1,311
Bank borrowings	銀行借款	1,401	1,310
Lease liabilities	租賃負債	661	—
		26,413	19,508

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31. Financial risk management and fair value measurement

The Group's principal financial instruments comprise trade and bills receivables, deposits and other receivables, amounts due from related parties, pledged bank deposits, cash and cash equivalents, trade and bills payables, accruals and other payables, bank borrowings and lease liabilities. These financial instruments mainly arise from its operations. Details of the financial instruments are disclosed in respective notes.

The carrying amounts of the Group's financial instruments approximated to their fair values as at the end of each reporting period. Fair value estimates are made at a specific point in time and are based on relevant market information about the financial instruments.

These estimates are subjective in nature and involve uncertainties and matters of significant judgement, and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. As the Group's exposure to these risks is kept to a minimum, the Group has not used any derivatives and other instruments for hedging purposes. The Group does not hold or issue derivative financial instruments for trading purposes. The board of the directors of the Company reviews and agrees policies for managing each of these risks and they are summarised below.

31. 財務風險管理及公允價值計量

本集團的主要金融工具包括貿易應收款項及應收票據、按金及其他應收款項、應收關聯方款項、已抵押銀行存款、現金及現金等價物、貿易應付款項及應付票據、應計項目及其他應付款項、銀行借款及租賃負債。該等金融工具主要源於其營運。有關金融工具的詳情披露於相關附註。

於各報告期末，本集團金融工具的賬面值與其各自公允價值相若。公允價值估計乃於特定時間點及基於金融工具相關市場信息作出。

該等估計性質主觀，並涉及不明朗因素及重大判斷的事項，故無法準確釐定。假設的改變可能嚴重影響估計。

本集團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。由於本集團將面臨的該等風險減至最低，故本集團並無應用任何衍生及其他工具以作對沖用途。本集團並無持有或發行衍生金融工具作買賣用途。本公司董事會審議通過管理各風險的政策，風險概述如下。

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31. Financial risk management and fair value measurement (Continued)

Interest rate risk

Interest rate risk is the risk that the fair value or 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 is limited since the Group's interest rate risk relates primarily to the Group's fixed-rate bank loans.

As the Group has no significant interest-bearing assets and liabilities, the Group's income and operating cash flows are substantially independent of changes in market interest rates.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates.

The Group is exposed to foreign currency risk related primarily to sales and borrowings that are denominated in a currency other than the functional currency of the operations to which they relate. The currency giving rise to this risk is primarily RMB. The Group does not hold or issue any derivative financial instruments for trading purposes or to hedge against fluctuations in foreign exchange rates.

31. 財務風險管理及公允價值計量(續)

利率風險

利率風險是金融工具的公允價值或未來現金流量由於市場利率變動而產生波動的風險。由於本集團的利率風險主要與本集團的定息銀行貸款有關，故本集團面臨市場利率變動風險有限。

由於本集團概無重大計息資產及負債，本集團的收入及營運現金流量整體上與市場利率變動無關。

外幣風險

外幣風險是金融工具的公允價值或未來現金流量由於外匯匯率變動而產生波動的風險。

本集團承受主要與以有關業務功能貨幣以外的貨幣計值的銷售及借款相關外幣風險。導致此項風險出現的貨幣主要是人民幣。本集團並無因交易目的或出於對沖外匯匯率波動而持有或發行任何衍生金融工具。

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31. Financial risk management and fair value measurement (Continued)

Foreign currency risk (Continued)

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised monetary assets or liabilities denominated in RMB, a foreign currency compared to the functional currency of US\$ of the entity to which they relate.

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
Trade and bills receivables	貿易應收款項及應收票據	10,772	10,293
Deposits and other receivables	按金及其他應收款項	70	6
Cash and cash equivalents	現金及現金等價物	214	349
Trade and bills payables	貿易應付款項及應付票據	(233)	(429)
Accruals and other payables	應計項目及其他應付款項	(449)	(83)
Bank borrowings	銀行借款	(1,011)	(340)
		9,363	9,796

At 31 December 2019, if the US\$ had weakened/strengthened 5% against the RMB with all other variables held constant, the Group's profit after tax for the year would have been approximately US\$351,000 (2018: US\$375,000) higher/lower respectively.

31. 財務風險管理及公允價值計量(續)

外幣風險(續)

下表詳述本集團於報告期末面對來自以人民幣(相對有關實體的功能貨幣美元而言屬於外幣)計值的已確認貨幣資產或負債的貨幣風險。

於2019年12月31日，倘美元兌人民幣貶值／升值5%，而所有其他變量保持不變，本集團年內的稅後利潤將分別增加／減少約351,000美元(2018年：375,000美元)。

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31. Financial risk management and fair value measurement (Continued)

Credit risk and impairment assessment

Risk management

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily for trade and bills receivables). The Group performs ongoing credit evaluation of the debtors' financial condition and maintains an account for allowance for ECL of trade and bills receivables based upon the expected collectability of all trade and bills receivables.

At 31 December 2019, the Group has a certain level of concentration of credit risk as 14% (2018: 30%) of the total trade receivables arising from the Group's one of the customers.

The bank balances and deposits with broker were deposited with creditworthy banks and financial institution with no recent history of default. Bank balances of the Group are with counter parties with sound credit ratings and deposits with broker and at financial institution is licensed by Securities and Futures Commission to minimise credit exposures.

The Group does not provide any financial guarantee at the end of the reporting period which would expose the Group to credit risk.

31. 財務風險管理及公允價值計量(續)

信貸風險及減值評估

風險管理

信貸風險是指對手方無法履行其於金融工具或客戶合約項下的責任，而致蒙受財務虧損的風險。本集團須承受其經營活動(主要是貿易應收款項及應收票據)產生的信貸風險。本集團對債務人的財務狀況進行持續信貸評估，並根據所有貿易應收款項及應收票據的預期可收回性為貿易應收款項及應收票據預期信貸虧損準備設立備抵賬戶。

於2019年12月31日，本集團面臨一定程度的信貸集中風險，原因為14% (2018年：30%)的貿易應收款項總額來自本集團的一名客戶。

銀行結餘及經紀公司存款乃存放於信譽良好的銀行及近期並無違約紀錄的金融機構。本集團的銀行結餘存於信用評級良好的對手方，存款存於證券及期貨事務監察委員會許可的經紀人及金融機構，以最大限度降低信貸風險。

於報告期末，本集團並無提供任何可能會導致本集團面臨信貸風險的金融擔保。

For the year ended 31 December 2019 截至2019年12月31日止年度

31. Financial risk management and fair value measurement (Continued)

Credit risk and impairment assessment

(Continued)

Impairment of financial assets

The Group has three types of financial assets that are subject to the ECL model:

- trade and bills receivables;
- deposits and other receivables; and
- life insurance policy deposits;

While pledged bank deposits, and cash and cash equivalents are also subject to the impairment requirements of HKFRS 9, the identified impairment loss was immaterial.

Trade and bills receivables

The Group applies HKFRS 9 and measures ECL based on a lifetime expected loss allowance for all trade and bills receivables.

To measure the ECL, trade and bills receivables have been grouped based on shared credit risk characteristics and the days past due.

The Group uses provision matrix to calculate ECL for trade and bills receivables. The estimated ECL loss rates are estimated based on the Group's historical settlement experience of various groups of debtors that have similar loss patterns and are adjusted forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated. The Group has identified loss-making enterprises in the electronic product industry and producer's price index of manufactured products in Hong Kong and the PRC to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

31. 財務風險管理及公允價值計量(續)

信貸風險及減值評估(續)

金融資產減值

本集團有三類金融資產符合預期信貸虧損模型：

- 貿易應收款項及應收票據；
- 按金及其他應收款項；及
- 人壽保單按金；

已抵押銀行存款以及現金及現金等價物亦須遵守《香港財務報告準則》第9號的減值規定，已識別的減值虧損並不重大。

貿易應收款項及應收票據

本集團應用《香港財務報告準則》第9號，基於整段年期的預期虧損撥備計量所有貿易應收款項及應收票據的預期信貸虧損。

為計量預期信貸虧損，貿易應收款項及應收票據已按共同信貸風險特徵及逾期天數分組。

本集團使用撥備矩陣計算貿易應收款項及應收票據的預期信貸虧損。預期信貸虧損率乃基於本集團多組具有類似虧損模式的債務人的過往結算經驗估計，並就可以合理成本或努力獲取的前瞻性資料作出調整。管理層定期檢討有關分組，確保有關特定債務人的相關資料為最新資料。本集團已將香港及中國的電子產品行業虧損企業及工業產品生產者物價指數確認為最為相關的因素，並相應根據該等因素的預期變動調整歷史虧損率。

For the year ended 31 December 2019 截至2019年12月31日止年度

31. Financial risk management and fair value measurement (Continued)

Credit risk and impairment assessment (Continued)

Impairment of financial assets (Continued)

Trade and bills receivables (Continued)

As part of the Group's credit risk management, the Group uses debtors' ageing to assess the impairment for its trade receivables because trade receivables consist of balances due from a large number of customers which share common risk characteristics that are representative of the customers' ability to pay all amounts due in accordance with the contractual terms. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated. As at 31 December 2019, ECL rate of trade receivables is assessed to be 0.43% (2018: 0.42%). Based on evaluation on ECL rates and gross carrying amount of trade receivables, the directors of the Company determined the net ECL of approximately US\$126,000 (2018: US\$91,000) as at 31 December 2019.

Other financial assets at amortised cost

ECL for other financial assets at amortised cost, including life insurance policy deposits, and deposits and other receivables, are assessed on 12m ECL basis as there had been no significant increase in credit risk since initial recognition.

In order to minimise the credit risk on deposits and other receivables, the management of the Group closely monitor the follow-up action taken to recover any receivable balances outstanding over 180 days. In addition, the Group monitors subsequent settlement of each of the receivables to ensure that adequate impairment losses are made for irrecoverable amounts. In addition, the Group performs impairment assessment under ECL model in accordance with HKFRS 9 on other balances individually. In this regard, the directors of the Company consider that the Group's credit risk on the deposits and other receivables is immaterial.

31. 財務風險管理及公允價值計量(續)

信貸風險及減值評估(續)

金融資產減值(續)

貿易應收款項及應收票據(續)

作為本集團信貸風險管理的一部分，本集團利用貿易應收款項賬齡對貿易應收款項進行減值評估，因為貿易應收款項乃由應收大量具有共同風險特徵的客戶(代表該等客戶根據合約條款支付所有到期款項能力)的結餘組成。管理層會定期審閱該分組，以確保更新有關特定應收賬款的相關資料。於2019年12月31日，貿易應收款項的預期信貸虧損率評估為0.43%(2018年：0.42%)。根據對預期信貸虧損率及貿易應收款項總賬面值的評估，於2019年12月31日，本公司董事釐定的預期信貸虧損淨額約為126,000美元(2018年：91,000美元)。

按攤銷成本計量的其他金融資產

按攤銷成本計量的其他金融資產(包括人壽保單按金、按金及其他應收款項)的預期信貸虧損按12個月預期信貸虧損基準估算，是由於自初始確認以來信貸風險並無大幅增加。

為盡可能降低按金及其他應收款項的信貸風險，本集團管理層密切監察收回逾期超過180日的任何應收結餘所採取的後續行動。本集團亦監察各應收款項的後續結算，以就不可收回款項作出充足的減值虧損撥備。此外，本集團根據《香港財務報告準則》第9號按預期信貸虧損模型對其他結餘逐項進行減值評估。就此而言，本公司董事認為本集團按金及其他應收款項的信貸風險並不重大。

For the year ended 31 December 2019 截至2019年12月31日止年度

31. Financial risk management and fair value measurement (Continued)

Credit risk and impairment assessment

(Continued)

Impairment of financial assets (Continued)

Other financial assets at amortised cost (Continued)

Life insurance policy deposits of the Group are with one of the largest insurer and affiliated company of bank operated as insurer with sound credit ratings assigned by international credit rating agencies. In the opinion of the directors of the Company, the identified impairment loss was immaterial.

Liquidity risk

Liquidity risk is the risk that an enterprise will encounter difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

31. 財務風險管理及公允價值計量(續)

信貸風險及減值評估(續)

金融資產減值(續)

按攤銷成本計量的其他金融資產(續)

本集團人壽保單按金存於一家大型保險公司及國際信用評級機構認定為信用評級良好之銀行聯營保險公司。本公司董事認為，已識別的減值虧損並不重大。

流動資金風險

流動資金風險是指企業在募集資金滿足與金融工具有關的承擔時將遭遇困境的風險。無力迅速按接近某一金融資產公允價值的價格出售該資產或會導致流動資金風險。

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31. Financial risk management and fair value measurement (Continued)

Liquidity risk (Continued)

The maturity profile of the Group's non-derivative financial liabilities based on the contractual undiscounted payments and the earliest dates the creditors can demand repayment, is as follows:

31. 財務風險管理及公允價值計量 (續)

流動資金風險 (續)

本集團以已訂約未折現付款以及債權人可要求還款的最早日期基準計算的非衍生金融負債的到期情況如下：

		On demand or within 1 year	Over 1 year but within 5 years	Total contractual undiscounted cash flow	Carrying amount
		按要求或1年內	1年後但5年內	未折現現金流量總額	賬面值
		US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元
At 31 December 2019	於2019年12月31日				
Trade and bills payables	貿易應付款項及應付票據	23,211	—	23,211	23,211
Accruals and other payables	應計項目及其他應付款項	1,140	—	1,140	1,140
Bank borrowings	銀行借款	1,446	—	1,446	1,401
Lease liabilities	租賃負債	403	284	687	661
		26,200	284	26,484	26,413
At 31 December 2018	於2018年12月31日				
Trade and bills payables	貿易應付款項及應付票據	16,887	—	16,887	16,887
Accruals and other payables	應計項目及其他應付款項	1,311	—	1,311	1,311
Bank borrowings	銀行借款	1,345	—	1,345	1,310
		19,543	—	19,543	19,508

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For the year ended 31 December 2019 截至2019年12月31日止年度

31. Financial risk management and fair value measurement (Continued)

Liquidity risk (Continued)

The table below summarises the maturity analysis of bank borrowings with a repayment on cross default clause based on agreed scheduled repayments set out in the loan agreements. The amounts include interest payments computed using contractual rates. As a result, these amounts were greater than the amounts disclosed in the “on demand” time band in the maturity analysis contained in the above table.

The directors of the Company do not consider that it is probable that the bank will exercise its discretion to demand immediate repayment. The directors of the Company believe that such bank loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

		On demand or within 1 year	Over 1 year but within 2 years	Over 2 year but within 5 years	After 5 years	Total contractual undiscounted cash flow	Carrying amount
		按要求或1年內	1年後但2年內	2年後但5年內	5年後	已訂約未折現現金流量總額	賬面值
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元	千美元
At 31 December 2019	於2019年12月31日						
Bank borrowings	銀行借款	1,248	69	98	31	1,446	1,401
At 31 December 2018	於2018年12月31日						
Bank borrowings	銀行借款	1,247	40	58	—	1,345	1,310

31. 財務風險管理及公允價值計量(續)

流動資金風險(續)

下表概述按貸款協議所載的議定還款時間表就附帶交叉違約條款的銀行借款所作的到期日分析。金額包括以合約利率計算的利息付款。因此，該等金額較上表所載到期日分析中「按要求」時段中披露的金額為高。

本公司董事認為銀行不大可能行使其酌情權，要求即時還款。本公司董事相信，相關銀行貸款將根據貸款協議所載計劃還款日期予以償還。

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31. Financial risk management and fair value measurement (Continued)

Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders, to support the Group's stability and growth; to earn a margin commensurate with the level of business and market risks in the Group's operation and to maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Group consists of equity attributable to equity shareholders of the Company, comprising cash and cash equivalents, share capital and reserves, as disclosed in notes 20, 25 and 26, respectively.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group actively monitors, reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with certain levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

Fair values of financial instruments

The fair values of financial assets and financial liabilities are determined as follows:

- i) The fair values of financial assets with standard terms and conditions and traded in active markets are determined with reference to quoted market bid and ask prices respectively.
- ii) The notional amounts of financial assets and financial liabilities with a maturity of less than one year (including trade and bills receivables, deposits and other receivables, cash and cash equivalents, trade and bills payables, accruals and other payables and bank borrowings) are assumed to approximate their fair values.

31. 財務風險管理及公允價值計量(續)

資本管理

本集團管理資本的主要目標是確保本集團能夠持續經營，從而持續為股東提供回報、支持本集團可持續發展、賺取能夠應對本集團營運過程中面臨的業務及市場風險的利潤以及維持最佳的資本結構以削減資本成本。

本集團的資本結構由本公司股權持有人應佔權益組成，包括現金及現金等價物、股本及儲備，詳情分別於附註20、25及26。

為維持或調整資本結構，本集團或會調整派付股東的股息金額、將資本退還予股東、發行新股或出售資產以減少債務。

本集團積極監察、審查及管理資本結構，以維持儘量提供較高股東回報的同時確保適當借貸水平與穩健資金狀況所能提供的優勢及安全性之間的平衡，並根據經濟狀況變動調整資本結構。

金融工具的公允價值

金融資產及金融負債的公允價值按以下方式釐定：

- i) 具備標準條款及條件於活躍市場交易的金融資產之公允價值分別參考市場報價及賣價釐定。
- ii) 年期少於一年的金融資產及金融負債(包括貿易應收款項及應收票據、按金及其他應收款項、現金及現金等價物、貿易應付款項及應付票據、應計項目及其他應付款項及銀行借款)的名義金額均假設與其公允價值相若。

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32. Cash flow information

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities:

32. 現金流量資料

下表載列本集團融資活動所產生負債的變動(包括現金及非現金變動)詳情。融資活動所產生負債指其現金流量已於或未來現金流量將於本集團綜合現金流量表中分類為融資活動所得現金流量的負債：

		Lease liabilities 租賃負債	Bank borrowings 銀行借款	Amounts due to related parties 應付關聯方款項	Total 總計
		(note 23) (附註23)	(note 24) (附註24)		
		US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元
At 1 January 2018	於2018年1月1日	—	4,310	1,439	5,749
Changes from financing cash flows:	融資現金流量變動：				
Advances from related parties	關聯方墊款	—	—	1,746	1,746
Repayments to related parties	向關聯方還款	—	—	(3,185)	(3,185)
Proceeds from bank borrowings	銀行借款所得款項	—	1,310	—	1,310
Repayments of bank borrowings	償還銀行借款	—	(4,310)	—	(4,310)
Total change from financing cash flows	融資現金流量變動總額	—	(3,000)	(1,439)	(4,439)
At 31 December 2018	於2018年12月31日	—	1,310	—	1,310
Adjustment upon application of HKFRS 16 (note 2(a))	應用《香港財務報告準則》第16號後的調整(附註2(a))	1,084	—	—	1,084
As at 1 January 2019 (restated)	於2019年1月1日(經重列)	1,084	1,310	—	2,394
Changes from financing cash flows:	融資現金流量變動：				
Proceeds from bank borrowings	銀行借款所得款項	—	3,863	—	3,863
Repayments of bank borrowings	償還銀行借款	—	(3,767)	—	(3,767)
Repayment of lease liabilities	償還租賃負債	(453)	—	—	(453)
Total change from financing cash flows	融資現金流量變動總額	(453)	96	—	(357)
Exchange difference	匯兌調整	(9)	(5)	—	(14)
Other changes:	其他變動：				
Interest expenses	利息開支	39	—	—	39
At 31 December 2019	於2019年12月31日	661	1,401	—	2,062

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綜合財務報表附註

For the year ended 31 December 2019 截至2019年12月31日止年度

33. Statement of financial position and reserve movement of the Company

(a) Statement of financial position of the Company

33. 本公司財務狀況及儲備變動表

(a) 本公司財務狀況表

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元
ASSETS AND LIABILITIES	資產及負債		
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司的投資	—*	—*
		—*	—*
Current assets	流動資產		
Cash and cash equivalents	現金及現金等價物	38	—
Amounts due from subsidiaries	應收附屬公司款項	16,141	4,995
		16,179	4,995
Current liabilities	流動負債		
Amounts due to shareholders	應付股東款項	3,500	3,500
Amounts due to subsidiaries	應付附屬公司款項	4	16
		3,504	3,516
Net current assets	流動資產淨值	12,675	1,479
Net assets	資產淨值	12,675	1,479
EQUITY	權益		
Share capital	股本	1,032	—*
Reserves	儲備	11,643	1,479
Total equity	權益總額	12,675	1,479

* Item with value below US\$1,000

* 價值低於1,000美元的項目

The statement of financial position of the Company were approved and authorised for issue by the Board of Directors on 27 March 2020 and are signed on its behalf by:

本公司財務狀況表於2020年3月27日經董事會批准及授權刊發，由以下董事代表簽署：

Mr. Lam Keung
林強先生
Director
董事

Mr. Qing Haodong
卿浩東先生
Director
董事

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33. Statement of financial position and reserve movement of the Company

(Continued)

(b) Reserve movement of the Company

33. 本公司財務狀況及儲備變動表(續)

(b) 本公司儲備變動

		Share capital	Share premium	(Accumulated losses)/ retained profits	Total
		股本	股份溢價	(累計虧損)/ 保留利潤	合計
		US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元
At 1 January 2018	於2018年1月1日	—*	—	1,495	1,495
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	—	—	(16)	(16)
At 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	—*	—	1,479	1,479
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	—	—	(2,629)	(2,629)
Issuance of shares by initial public offering (note 25(iii))	通過首次公開發售發行股份(附註25(iii))	258	13,567	—	13,825
Capitalisation issue (note 25(ii))	資本化發行(附註25(ii))	774	(774)	—	—
At 31 December 2019	於2019年12月31日	1,032	12,793	(1,150)	12,675

* Item with value below US\$1,000

* 價值低於1,000美元的項目

FIVE-YEAR FINANCIAL SUMMARY

五年財務概要

RESULTS

業績

Year ended 31 December
截至12月31日止年度

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元	2017 2017年 US\$'000 千美元	2016 2016年 US\$'000 千美元	2015 2015年 US\$'000 千美元
Revenue	收入	101,461	67,279	53,806	36,372	45,563
Profit before tax	稅前利潤	3,560	3,550	3,124	1,455	2,756
Income tax expense	所得稅開支	(1,047)	(939)	(601)	(322)	(448)
Profit for the year	年度利潤	<u>2,513</u>	<u>2,611</u>	<u>2,523</u>	<u>1,133</u>	<u>2,308</u>
Profit attributable to:	以下各方應佔利潤：					
owners of the Company	本公司擁有人	2,513	2,611	2,547	1,173	2,300
non-controlling interests	非控股權益	-	-	(24)	(40)	8
Profit for the year	年度利潤	<u>2,513</u>	<u>2,611</u>	<u>2,523</u>	<u>1,133</u>	<u>2,308</u>

ASSETS AND LIABILITIES

資產及負債

As at 31 December
於12月31日

		2019 2019年 US\$'000 千美元	2018 2018年 US\$'000 千美元	2017 2017年 US\$'000 千美元	2016 2016年 US\$'000 千美元	2015 2015年 US\$'000 千美元
ASSETS	資產					
Non-current assets	非流動資產	2,562	1,411	981	755	393
Current assets	流動資產	55,903	32,130	29,519	20,350	16,856
Total assets	資產總額	58,465	33,541	30,500	21,105	17,249
LIABILITIES	負債					
Current liabilities	流動負債	28,397	20,029	19,534	12,158	9,521
Non-current liabilities	非流動負債	279	—	—	—	—
Total liabilities	負債總額	28,676	20,029	19,534	12,158	9,521
Net current assets	流動資產淨值	27,506	12,101	9,985	8,192	7,335
Net assets	資產淨值	29,789	13,512	10,966	8,947	7,728
EQUITY	權益					
Equity attributable to owners of the Company:	本公司擁有人應佔權益：					
Share Capital	股本	1,032	—*	—*	—*	—
Reserves	儲備	28,757	13,512	10,966	8,702	7,435
		29,789	13,512	10,966	8,702	7,435
Non-controlling interests	非控股權益	—	—	—	245	293
Total equity	權益總額	29,789	13,512	10,966	8,947	7,728

* Item with value below US\$1,000

* 價值低於1,000美元的項目

