

# 2018 Annual Report



# CORPORATE INFORMATION

## Directors

TO Shu Sing, Sidney  
(Chairman)

CHAN Kong Keung, Stephen  
(Executive Director)

CHENG Bing Kin, Alain  
(Executive Director)

CHOW Yu Chun, Alexander  
(Independent Non-executive Director)

LEE Ching Kwok, Rin  
(Independent Non-executive Director)

YANG, Victor  
(Independent Non-executive Director)

## Company Secretary

NG Ka Yan

## Registered Office

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## Principal Office

23/F., The Toy House  
100 Canton Road  
Tsimshatsui  
Kowloon, Hong Kong

## Auditors

Grant Thornton Hong Kong Limited  
*Certified Public Accountants*

## Legal Advisors

Conyers Dill & Pearman  
Deacons

## Principal Bankers

The Bank of East Asia, Limited  
DBS Bank (Hong Kong) Limited  
Hang Seng Bank Limited  
UBS AG

## Principal Share Registrars

Codan Services Limited  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## Branch Share Registrars

Tricor Abacus Limited  
Level 22  
Hopewell Centre  
183 Queen's Road East  
Hong Kong

## Stock Code

The shares of Playmates Toys Limited  
are listed for trading on The Stock  
Exchange of Hong Kong Limited  
(Stock Code: 869)

## Website

[www.playmatestoys.com](http://www.playmatestoys.com)

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# STATEMENT FROM THE CHAIRMAN

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Dear Shareholders,

2018 has been a difficult year for the toy industry. A major global specialty toy retail chain closed its doors in the beginning of the year, causing temporary disruptions in distribution. As we had anticipated the bankruptcy and managed supply accordingly, we only suffered relatively minor write-off in receivables.

During the year, we began to expand our vendor base to mitigate escalating cost pressures and potential fallout from the ongoing China-US trade dispute. While we will continue to utilize alternative sources of supply, we expect China to remain our main manufacturing base for the foreseeable future.

We introduced three new brands in 2018. *Rise of the Teenage Mutant Ninja Turtles* was successfully launched in the last quarter, commencing another cycle of multi-year contributions from the evergreen franchise. The other two new brands, *Kuroba* and *Tiny Toes*, met with varying levels of acceptance in different markets. Nevertheless, our re-entry into the interactive toys segment allowed us to pursue some exciting new opportunities.

As we entered 2019, with the trade dispute between the two largest economies unresolved and the continuing lack of a solution to the situation in the UK, the global economy appears to be softening. In the US, our major market, consumer confidence has dropped to a low level.

Against these uncertainties and challenges, we will continue to prudently manage operating costs and adhere to the stated strategy of nurturing our established brands while investing selectively in new opportunities. There are multiple new brands in the pipeline with confirmed trade support to be introduced throughout 2019 and 2020.

On behalf of my fellow board members, I must thank the shareholders for their trust and support, and my colleagues and business partners for their continued dedication and valuable contributions.

Yours Faithfully

**TO Shu Sing, Sidney**  
Chairman of the board

Hong Kong, 28 February 2019

# MANAGEMENT DISCUSSION & ANALYSIS

Playmates Toys group worldwide turnover for the year ended December 31, 2018 was HK\$474 million (2017: HK\$758 million), a decrease of 37% compared to the prior year. The decrease in turnover was a result of the planned limiting of the supply of *Teenage Mutant Ninja Turtles* (“TMNT”) products during the first nine months of 2018, in preparation for the brand’s relaunch in the fourth quarter.

The US continued to be our biggest market in 2018, contributing 63.9% of revenue. Europe as a whole contributed 19.8%, the rest of the Americas 8.4% and 6.9% came from Asia Pacific. According to The NPD Group, the leading provider of toys point-of-sale market research data, the US toy market contracted 2.0%<sup>1</sup> in 2018, reflecting a challenging retail environment driven by the Toys“R”Us bankruptcy, softening consumer sentiments in the fourth quarter, competition from video games, among other factors. The UK and European toy markets were impacted by similar factors, while several Latin American toy markets encountered macroeconomic challenges.

Gross profit ratio on toy sales was 52.9% (2017: 54.2%). The decrease in gross profit ratio was attributable mainly to higher development and tooling expenses as a percentage of sales to prepare for new product introductions starting in Fall 2018. Recurring operating expenses decreased by 23% from 2017, reflecting lower marketing, selling, and distribution expenses, and stable overhead expenses.

Net profit attributable to shareholders was HK\$0.6 million (2017: Net profit of HK\$55.8 million) which included a HK\$5.3 million write-off of Toys“R”Us trade receivables.



<sup>1</sup> Source: The NPD Group/Retail Tracking Service Annual 2018 Adjusted Dollars.

# Brand Overview

## Teenage Mutant Ninja Turtles

Nickelodeon re-launched the *TMNT* franchise in an all-new animated series, *Rise of the Teenage Mutant Ninja Turtles*, during Fall 2018. The TV show is off to a good start, and will be supported by regular airings, on-air promotions, as well as additional short-form content throughout 2019. Nickelodeon has already announced that Season 2 will premiere in Fall 2019.

We remain confident in Nickelodeon's long-term *TMNT* plans to maintain the brand as an evergreen entertainment franchise.





## Ben 10

Cartoon Network's *Ben 10* animated TV series continues to be popular in the US and in many international markets. Season 3 will premiere in Spring 2019 and introduce plenty of transformations and never-before-seen aliens and foes. We are actively developing product line extensions for Fall 2019 and beyond.



## Power Players

We have partnered with ZAG, a global independent entertainment studio, on the upcoming animated series, **ZAG HEROEZ: Power Players**. Utilizing groundbreaking CGI-hybrid animation, the action-comedy series follows the adventures of Axel, an adventurous boy who transforms into a living action figure, and his unlikely team of toy heroes as they embark on the biggest “small” adventures a kid could imagine.

Cartoon Network has secured the television rights to the series, which is scheduled to debut in Fall 2019. Our multi-segment toy line is in development and will launch in early 2020, giving kids worldwide the chance to immerse themselves in the on-screen action just like the heroes of the show.



## Pikwik

In collaboration with Toronto-based entertainment company Guru Studio, we will bring to market a complete line of figures, playsets, vehicles, plush and role play toys inspired by the new **Pikwik** series, which is scheduled to air in 2020.

The series, which was acquired by Disney Junior US, Australia/New Zealand, Korea and India, follows team leader Suki the hedgehog, Trevor the racoon, Hazel the cat, and Tibor the hippo, as they work together to deliver surprise-filled parcels to the colorful residents of Pikwik. The episodes are packed with big adventures, silly hijinks, and heartfelt charm that will entertain preschoolers while underscoring the social value of team work, responsibility, and critical thinking.

While the operating environment remains challenging, we will adhere to the proven strategy of focusing our resources and efforts to manage our established brands for long term profitability, while actively pursuing selective new opportunities that are good fits for our core competence.

# DIRECTORS AND SENIOR MANAGEMENT

Biographical details of directors are shown below:

## **TO Shu Sing, Sidney**

### ***Chairman and Executive Director***

Mr. To, age 61, joined the Group in 1986. Prior to joining the Group, he had 9 years working experience with multi-national marketing and manufacturing companies. Over the years, he has served the Group in a number of functional areas including sales and marketing, licensing, strategic business development and corporate communication. He holds an Executive Master of Business Administration degree from Simon Fraser University, British Columbia, Canada. Mr. To was appointed Chairman of the board in May 2017. He is also the chairman of the board of Playmates Holdings Limited.

## **CHAN Kong Keung, Stephen**

### ***Executive Director***

Mr. Chan, aged 31, was appointed a director of the Company in May 2017. He has been a Vice President for Overseas Investments for a fellow subsidiary of the Group since 2014. Prior to joining the Group, Mr. Chan worked as a Management Trainee and a Commercial Banking Relationship Manager for an international banking corporation from 2009 until 2013. He holds a Bachelor of Arts Degree in Philosophy from the University of Cambridge in Britain in 2009.

## **CHENG Bing Kin, Alain**

### ***Executive Director***

Mr. Cheng, age 56, was appointed a director of the Company in March 2010. He is the Group Legal Counsel and also an executive director of Playmates Holdings Limited. Mr. Cheng was admitted to practise as solicitor in Hong Kong in 1996 and qualified in England and Wales in 1997. Mr. Cheng is also a Chartered Accountant and a CPA of the Hong Kong Institute of Certified Public Accountants.

## **CHOW Yu Chun, Alexander**

### ***Independent Non-executive Director***

Mr. Chow, age 71, joined the Group in 2007. He has over 37 years of experience in commercial, financial and investment management in Hong Kong and China. Mr. Chow is currently an independent non-executive director of Symphony Holdings Limited, Top Form International Limited and China Strategic Holdings Limited. On 7 September 2015, he was appointed an independent non-executive director of Aquis Entertainment Limited, a public company listed on the Australian Stock Exchange.

## **LEE Ching Kwok, Rin**

### ***Independent Non-executive Director***

Mr. Lee, age 70 joined the Group in 2007. He has over 32 years of experience as a legal practitioner in the fields of property and financing, and was a partner and consultant in one of Hong Kong's largest law firms. Mr. Lee is previously a solicitor qualified to practise in Hong Kong and England and Wales, he now serves as an adviser to a number of private companies and organizations.

## **YANG, Victor**

### ***Independent Non-executive Director***

Mr. Yang, age 73, joined the Group in 2007. Mr. Yang holds a Bachelor of Commerce degree and a Juris Doctorate degree from the University of British Columbia, Canada. He is a founding partner of Messrs. Boughton Peterson Yang Anderson, a Canadian based law firm, and was until 2017 the managing partner of Messrs. Zhong Lun Law Firm (formerly known as Messrs. Boughton Peterson Yang Anderson) in Hong Kong SAR. He has over 40 years experience in legal practice and is a Solicitor of the High Court of Hong Kong, a Barrister and Solicitor in British Columbia, Canada and a Solicitor in England and Wales.

He is presently a governor and a past executive committee member, co-chair of the China Business Committee of the Canadian Chamber of Commerce, a council member of Haw Par Music Foundation Limited, a director of the Hong Kong Foundation for UBC Limited and a member of the University of British Columbia, Dean of Law's Council of Advisors. Mr. Yang was a past board member of the Canadian International School of Hong Kong Limited and a past member of the Major Sports Events Committee of the Home Affairs Bureau, Hong Kong Special Administrative Region. Mr. Yang is also an independent non-executive director of One Media Group Limited and Singamas Container Holdings Limited, all of which are listed on the main board of The Stock Exchange of Hong Kong. Mr. Yang remained as a non-executive director of Lei Shing Hong Limited after the company privatized in March 2008 and resigned as an independent non-executive director of Media Chinese International Limited, China Agri-Industries Holdings Limited and China Hanking Holdings Limited on 1 October 2009, 26 August 2015 and 19 January 2016 respectively. All the above companies are third parties independent of the Company and connected persons of the Company.

# REPORT OF THE DIRECTORS

The directors submit their annual report together with the audited financial statements for the year ended 31 December 2018.

## Principal Activities and Geographical Analysis of Operation

The Company is an investment holding company and the principal activities of its subsidiaries are set out in note 15 to the financial statements.

An analysis of the Group's performance for the year by geographical segments is set out in note 5.1 to the financial statements.

## Business Review

Information about a fair review of, and an indication of likely future development in, the Group's business is set out in the "Statement from the Chairman" and "Management Discussion and Analysis" of this annual report. Particulars of important events affecting the Company that have occurred since the end of the financial year, if any, can also be found in the abovementioned sections and the notes to the financial statements. An analysis of the financial key performance indicators is set out in the "Management Discussion and Analysis" and the "Five Year Financial Summary" of this annual report.

## Principal risks and uncertainties

In addition to the risks and uncertainties facing the Company contained in the "Statement from the Chairman" and "Management Discussion and Analysis" of this annual report, the following is a list of principal risks and uncertainties that may affect the business, financial condition, results of operations and growth prospects of the Company. However, this list is not exhaustive as there may be other risks and uncertainties resulting from changes in economic condition and operating environment over time:

### 1. Economic and Political Risk:

Adverse changes in the economic and political environment and government policies may affect our ability to execute our strategies.

### 2. Business Risk:

The toy industry is inherently unpredictable. We rely on third party licenses, and our revenue is currently derived from a few licensed brands. Any reduction in sales of these brands may adversely affect our performance and financial condition. We also rely significantly on a few major customers, and any change in their buying patterns and/or reduction in their business volume may adversely affect our financial results and prospects.

### 3. Compliance Risk:

Non-compliance with product safety and laws and regulations may lead to financial loss and reputational damage. Product safety is the Group's number one priority. We have robust processes and procedures in place to ensure compliance with all applicable laws and regulations. Changes in related laws and regulations may lead to increased compliance costs.

#### **4. Financial Risk:**

The Group is exposed to financial risks related to currency, pricing, credit and liquidity in the normal course of business. For details of such financial risks, please refer to note 31.2 to the financial statements.

#### **5. People Risk:**

Loss of key executives may affect our ability to execute our strategies.

#### **6. Cyber risk and security:**

Cyber threats and attacks may affect our reputation and business operations. The Group has a policy in relation to use of computer, email and social media usage in place since 2006 which has been regularly updated in light of the latest changes. During the year, training on Information Security Awareness has been provided to directors and staff. In addition, the Group has implemented protective measures for the security of our network and Information Technology (“IT”) systems, and monitors suspicious cyber activities with the assistance of external IT consultants.

#### **7. Data fraud or theft:**

Company data, including customer details, financial data as well as other operational data, is important to our business. Any loss of the said data may affect our business operation and cause losses to the Group. The Group has implemented relevant internal control procedures and systems to ensure that such data is properly protected.

The Group has developed a risk management and internal control system to identify current risks and has undertaken necessary measures to mitigate the risks identified. Details of the Group’s risk management and internal control system are set out in the Corporate Governance Report of this annual report.

## **Relationships with stakeholders**

Our business requires that we collaborate with an array of stakeholders including customers, licensors, suppliers and employees. We strive to deal fairly with our stakeholders and to establish a long-standing and close relationship with them. We expect our stakeholders to work with us on the basis of a shared commitment to integrity, legal and ethical behaviour and mutual trust.

### **Customers**

We consider customers as one of the most important stakeholders. Our commitment to and continued vigilance over quality and safety are essential in maintaining the trust of our consumers. In the U.S., we sell directly to various customers including national mass merchandise retailers and national toy specialty stores. Outside the U.S., we sell to over 60 countries, primarily in Europe, North America, Latin America and Asia Pacific including Australia. Our international sales and distribution efforts are managed through our network of independent distributors. For more information on the major customers, trade terms and trade receivables, please refer to notes 5.2, 18 and 31.2.3 to the financial statements.

# REPORT OF THE DIRECTORS

## **Business Review (Continued)** **Relationships with stakeholders (Continued)**

### **Licensors**

The entertainment industry and toy invention and design community are major sources of concepts and ideas for the creation and development of new products. We maintain close working relationships or contacts with major entertainment licensors and the toy invention and design community worldwide. These relationships or contacts help us gain access to licensed rights in entertainment properties, technologies and toy inventions.

### **Suppliers**

Supply chain is a critical part of our operations. Our suppliers must meet our selection criteria, which include security, safety, cost and delivery. Our selection criteria of suppliers are also based on their reliability and quality of products, and with whom we can build long-term relationships. We require all of our suppliers to comply with relevant manufacturing requirements and safety standards of the industry.

### **Employees**

Employees are important to our sustainable development. We are committed to providing equal employment opportunity and a safe and harassment-free working environment. Employees are encouraged to attend trainings including professional development programs offered by professional organizations so as to refresh their skills and knowledge. We also strive to ensure that the employees are fairly and reasonably remunerated based on industry practice.

### **Environmental policies**

We are committed to minimizing the environmental impact of our operations and to complying with all applicable environmental laws in the countries in which we conduct business. We also require our suppliers to obtain all necessary permission from the relevant regulators and operate in strict compliance with all applicable environmental laws including the environmental requirements as required by the International Council of Toys Industries CARE Seal of Compliance or other equivalent standards.

### **Compliance with laws and regulations**

Compliance procedures are in place to ensure compliance with applicable laws and regulations. Our professional employees attend on-going professional development programs in order to keep them abreast of the latest development of the laws and regulations. External legal advisors are engaged to advise on the compliance matters if and when necessary. The Company complies with the relevant laws and regulations that have a significant impact on the Company including the Companies Ordinance, Securities and Futures Ordinance (“SFO”) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”).

For more information on our relationship with the stakeholders, environmental policies and compliance with laws and regulations, please refer to the Environmental, Social and Governance Report of this annual report.

## Major Suppliers and Customers

The percentages of purchases and sales for the year attributable to the Group's major suppliers and customers were as follows:

Purchases	
– the largest supplier	22%
– five largest suppliers in aggregate	89%
Sales	
– the largest customer	27%
– five largest customers in aggregate	67%

None of the directors, their associates or any shareholder of the Company (which to the knowledge of the directors owns more than 5% of the Company's share capital) had any interest in the major suppliers or customers noted above.

## Results and Appropriations

The results of the Group for the year are set out in the consolidated income statement on page 47.

The directors do not recommend the payment of dividend.

## Dividend Policy

The Company has adopted a Dividend Policy which allows the shareholders of the Company to share the profits of the Company whilst retaining adequate reserves for the Group's future growth. The declaration and amount of dividends shall be determined at the sole discretion of the Board. Pursuant to the Dividend Policy, in deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, inter alia, the following factors:–

- (a) the Company's actual and expected financial performance;
- (b) dividends received from the Company's subsidiaries and associates;
- (c) retained earnings and distributable reserves of the Company and its subsidiaries and associates;
- (d) the liquidity position of the Group;
- (e) the Group's expected working capital requirements;
- (f) general business conditions and strategies;
- (g) taxation considerations;
- (h) possible effects on creditworthiness;
- (i) legal, statutory and regulatory restrictions;
- (j) contractual restrictions; and
- (k) any other factors that the Board deem appropriate.

# REPORT OF THE DIRECTORS

## Reserves

Movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on pages 52 to 53. Movements in the reserves of the Company during the year are set out in note 26.2 to the financial statements.

Distributable reserves of the Company at 31 December 2018, calculated under the Companies Act 1981 of Bermuda, amounted to HK\$452,029,000 (2017: HK\$495,533,000).

## Financial Analysis

### Analysis of bank loans and other borrowings

As at 31 December 2018, the Group has no banking facilities (2017: HK\$ nil).

## Liquidity and financial resources

The toy business is inherently seasonal in nature. As a result, a disproportionately high balance of trade receivables is typically generated during the peak selling season in the second half of the year. Consistent with usual trade practices, a significant portion of the trade receivables is collected in the final weeks of the fourth quarter and in the first quarter of the subsequent year, resulting in a seasonal demand for working capital during the peak selling season. As at 31 December 2018, trade receivables were HK\$140,005,000 (2017: HK\$169,379,000) and inventories were HK\$24,237,000 or 5.1% of turnover (2017: HK\$22,728,000 or 3.0% of turnover).

The current ratio, calculated as the ratio of current assets to current liabilities, was 5.5 at 31 December 2018 and 5.3 at 31 December 2017.

The Group maintains a level of cash that is necessary and sufficient to serve recurring operations as well as further growth and developmental needs. As at 31 December 2018, the Group's cash and bank balances were HK\$1,008,131,000 (2017: HK\$1,021,159,000), of which HK\$734,041,000 (2017: HK\$980,053,000) was denominated in United States dollar and the remaining balance was mainly denominated in Hong Kong dollar.

The Group is exposed to foreign currency risk primarily through sales that are denominated in United States dollar. The Group does not hedge its foreign currency risks, as the rate of exchange between Hong Kong dollar and the United States dollar is controlled within a tight range. Long-term changes in foreign exchange rates would have an impact on consolidated earnings.

## **Employees**

As at 31 December 2018, the Group had a total of 70 employees in Hong Kong and the United States of America (2017: 72 employees).

The Group remunerates its employees largely based on industry practice, including contributory provident funds, insurance and medical benefits. The Group has also adopted a discretionary bonus programme for all management and staff and share option plans for its employees with awards under both programmes determined annually based upon the performance of the Group and the individual employees.

## **Donations**

Charitable and other donations made by the Group during the year amounted to HK\$1,272,000 (2017: HK\$1,586,000).

## **Property, Plant and Equipment**

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

## **Investment in an Associated Company**

Details of the investment are set out in note 16 to the financial statements.

## **Share Capital**

During the year, the Company issued a total of 450,000 ordinary shares as a result of the exercise of share options granted under the 2008 PTL Scheme (defined in the heading of “Share Options”) of the Company. Details of the movements in share capital of the Company are set out in note 26.1 to the financial statements.

## **Five Year Financial Summary**

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 100.

## **Purchase, Sale or Redemption of Shares**

During the year, 15,450,000 shares of HK\$0.01 each were repurchased by the Company at prices ranging from HK\$1.06 to HK\$1.11 per share through The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The particulars of the repurchases are set out in note 26.1 to the financial statements.

# REPORT OF THE DIRECTORS

## Directors

The directors who held office during the year and up to the date of this report were:

Mr. TO Shu Sing, Sidney (*Chairman*)  
Mr. CHAN Kong Keung, Stephen (*Executive Director*)  
Mr. CHENG Bing Kin, Alain (*Executive Director*)  
Mr. CHOW Yu Chun, Alexander (*Independent Non-executive Director*)  
Mr. LEE Ching Kwok, Rin (*Independent Non-executive Director*)  
Mr. YANG, Victor (*Independent Non-executive Director*)

Pursuant to Bye-law 87(1) of the Company, Mr. Cheng Bing Kin, Alain and Mr. Yang, Victor shall retire by rotation at the forthcoming annual general meeting. Mr. Cheng Bing Kin, Alain and Mr. Yang, Victor will offer themselves for re-election at the same meeting.

The Company has received from each independent non-executive director an annual confirmation of his independence pursuant to Rule 3.13 of Chapter 3 of the Listing Rules and the Company considers such directors to be independent.

## Directors' Service Contracts

There is no service contract, which is not determinable by the Company within one year without payment of compensation (other than statutory compensation), in respect of any director proposed for re-election at the forthcoming annual general meeting.

## Directors' Interests in Transactions, Arrangements or Contracts

No transaction, arrangement or contract of significance in relation to the Group's business to which the Company, its holding companies, subsidiaries or fellow subsidiaries was a party and in which any director of the Company or a connected entity of the director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## Permitted Indemnity Provision

Pursuant to the Bye-laws of the Company, the directors are entitled to be indemnified out of the Company's assets against actions and damages in connection with execution of their duties. Pursuant to a code provision of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, the Company has also arranged appropriate director and officer liability insurance policy covering potential legal actions that might be taken against its directors.

## Share Options

The following shows the details of the share options of the Company granted to directors of the Company, employees of the Group and other participants, pursuant to the Share Option Scheme adopted on 25 January 2008 (“2008 PTL Scheme”) and the Share Option Scheme adopted on 21 May 2018 (“2018 PTL Scheme”).

Purpose	:	(i) To motivate the eligible participants to optimise their performance and efficiency for the benefit of the Group; and
		(ii) To attract and retain or otherwise maintain ongoing business relationship with eligible participants whose contributions are or will be beneficial to the Group.
Participants	:	(i) Directors, employees, consultants, professionals, customers, suppliers, agents, partners or advisers of or contractors to the Group or a company in which the Group holds an interest or a subsidiary of such company; or
		(ii) The trustees of any trust the beneficiary of which or any discretionary trust the discretionary objects of which include any person/party mentioned in (i) above; or
		(iii) A company beneficially owned by any person/party mentioned in (i) above.
Total number of ordinary shares available for issue under the 2008 PTL Scheme and the 2018 PTL Scheme and the percentage of issued share capital that it represents as at 28 February 2019	:	<b>2008 PTL Scheme</b> 11,439,500 ordinary shares, representing 0.97% of the issued capital. <b>2018 PTL Scheme</b> 29,252,000 ordinary shares, representing 2.48% of the issued capital
Maximum entitlement of each participant	:	Unless approved by shareholders, the total number of securities issued and to be issued upon exercise of the options granted to each participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the issued ordinary shares of the Company.
The period within which the ordinary shares must be taken up under an option	:	The options are exercisable in stages and no option will be exercisable later than 10 years after its date of grant.

# REPORT OF THE DIRECTORS

## Share Options (Continued)

The amount payable on acceptance of the option	: HK\$10.00 (or such other nominal sum in any currency as the board may determine).
Period within which payments/calls must/may be made or loans for such purposes must be repaid	: Not applicable.
The basis for determining the exercise price	: Determined by the board and shall not be less than the highest of: <ul style="list-style-type: none"><li>(i) the closing price of an ordinary share as stated in the Stock Exchange's daily quotation sheet on the date of grant of the relevant option, which must be a business day;</li><li>(ii) an amount equivalent to the average closing price of an ordinary share as stated in the Stock Exchange's daily quotation sheets for the 5 business days immediately preceding the date of grant of the relevant option; and</li><li>(iii) the nominal value of an ordinary share on the date of grant.</li></ul>
The remaining life of the 2008 PTL Scheme and the 2018 PTL Scheme	: <b>2008 PTL Scheme</b> Remained in force until 31 January 2018.  <b>2018 PTL Scheme</b> Remains in force until 21 May 2028.

The following shows the particulars of the share options of the Company granted to directors of the Company, employees of the Group and other participants, pursuant to the 2008 PTL Scheme and the 2018 PTL Scheme, that are required to be disclosed under Rule 17.07 of Chapter 17 and Rule 13(1)(b) of Appendix 16 of the Listing Rules during the year:

Participant	Date of grant	Exercise Price HK\$	Number of share options				Balance at 31 December 2018
			Balance at 1 January 2018	Granted during the year (Note (1))	Exercised during the year (Note (2))	Lapsed during the year	
<b>2018 PTL Scheme</b>							
<i>Directors of the Company</i>							
TO Shu Sing, Sidney <i>Chairman</i>	29 June 2018	0.826	–	2,000,000	–	–	2,000,000
CHAN Kong Keung, Stephen	29 June 2018	0.826	–	1,000,000	–	–	1,000,000
CHENG Bing Kin, Alain	29 June 2018	0.826	–	1,200,000	–	–	1,200,000
CHOW Yu Chun, Alexander	29 June 2018	0.826	–	500,000	–	–	500,000
LEE Ching Kwok, Rin	29 June 2018	0.826	–	500,000	–	–	500,000
YANG, Victor	29 June 2018	0.826	–	500,000	–	–	500,000
<i>Continuous Contract Employees, excluding Directors</i>	29 June 2018	0.826	–	18,272,000	–	500,000	17,772,000
<i>Other Participants</i>	29 June 2018	0.826	–	5,780,000	–	–	5,780,000

# REPORT OF THE DIRECTORS

## Share Options (Continued)

Participant	Date of grant	Exercise Price HK\$	Number of share options				Balance at 31 December 2018
			Balance at 1 January 2018	Granted during the year (Note (1))	Exercised during the year (Note (2))	Lapsed during the year	
<b>2008 PTL Scheme</b>							
<i>Directors of the Company</i>							
CHOW Yu Chun,	13 April 2012	0.415	250,000	–	–	–	250,000
Alexander	15 May 2013	0.930	525,000	–	–	–	525,000
YANG, Victor	13 April 2012	0.415	125,000	–	–	–	125,000
	15 May 2013	0.930	525,000	–	–	–	525,000
<i>Continuous Contract Employees, excluding Directors</i>	31 March 2008	0.316	13,000	–	–	13,000	–
	20 January 2010	0.828	981,000	–	–	–	981,000
	18 April 2011	0.315	528,000	–	–	–	528,000
	13 April 2012	0.415	1,297,500	–	–	–	1,297,500
	15 May 2013	0.930	4,075,500	–	450,000	–	3,625,500
<i>Other Participants</i>	20 January 2010	0.828	443,000	–	–	–	443,000
	30 March 2010	0.673	1,110,000	–	–	–	1,110,000
	18 April 2011	0.315	574,000	–	–	–	574,000
	13 April 2012	0.415	1,122,000	–	–	–	1,122,000
	15 May 2013	0.930	1,562,500	–	–	–	1,562,500

*Notes:*

- (1) The closing price of the ordinary shares of the Company on 28 June 2018, being the trading day immediately before the date on which the share options were granted during the period, was HK\$0.810.
- (2) The weighted average closing price of the ordinary shares of the Company immediately before the date on which the share options were exercised by the continuous contract employees of the Group during the year was HK\$1.12.

The above share options are exercisable in stages in accordance with the respective terms of the 2008 PTL Scheme and the 2018 PTL Scheme within ten years after the date of grant. No options were cancelled during the year.

Apart from the aforesaid, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors and chief executive of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or Any Associated Corporation

As at 31 December 2018, the interests of each director of the Company in the shares, underlying shares of equity derivatives and debentures of the Company and its associated corporations (within the meaning of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers of the Listing Rules were as follows:

### Long positions in shares of the Company

Name of director	Nature of interest	Number of shares held	Percentage interest held
TO Shu Sing, Sidney	Personal	10,000,000 ordinary shares	0.85%
CHENG Bing Kin, Alain	Personal	1,800,000 ordinary shares	0.15%
CHOW Yu Chun, Alexander	Personal	2,038,000 ordinary shares	0.17%
LEE Ching Kwok, Rin	Personal	1,865,000 ordinary shares	0.16%
YANG, Victor	Personal	1,215,000 ordinary shares	0.10%

# REPORT OF THE DIRECTORS

## Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or Any Associated Corporation (Continued)

### Long positions in underlying shares and debentures of the Company

Name of director	Nature of interest	Number of equity derivatives held	Number of underlying shares (ordinary shares)	Percentage interest held
TO Shu Sing, Sidney	Personal	2,000,000 share options	2,000,000 shares	0.17%
CHAN Kong Keung, Stephen	Personal	1,000,000 share options	1,000,000 shares	0.08%
CHENG Bing Kin, Alain	Personal	1,200,000 share options	1,200,000 shares	0.10%
CHOW Yu Chun, Alexander	Personal	1,275,000 share options	1,275,000 shares	0.11%
LEE Ching Kwok, Rin	Personal	500,000 share options	500,000 shares	0.04%
YANG, Victor	Personal	1,150,000 share options	1,150,000 shares	0.10%

### Long positions in shares of Playmates Holdings Limited ("PHL")

Name of director	Nature of interest	Number of shares held	Percentage interest held
TO Shu Sing, Sidney	Personal	20,000,000 ordinary shares	0.95%
CHAN Kong Keung, Stephen	Personal	2,600,000 ordinary shares	0.12%
CHENG Bing Kin, Alain	Personal	2,300,000 ordinary shares	0.11%

Unless stated otherwise, all the aforesaid shares and equity derivatives were beneficially owned by the directors concerned. The percentage shown was the number of shares, underlying shares or debentures the relevant director was interested expressed as a percentage of the number of issued shares of the relevant companies as at 31 December 2018.

Details of the share options held by the directors of the Company are disclosed in the above section headed "Share Options".

Save as disclosed above, as at 31 December 2018, none of the directors of the Company were interested or deemed to be interested in short positions in the shares, underlying shares of equity derivatives and debentures of the Company or any associated corporation.

## Shareholders' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company Required to be Recorded under Section 336 of the SFO

As at 31 December 2018, persons (other than the directors of the Company) who had interests or short positions in the shares, underlying shares and debentures of the Company, being 5% or more of the Company's issued share capital, which were recorded in the register required to be kept under section 336 of the SFO were as follows:

### Long positions in shares of the Company

Name	Nature of interest	Number of shares held	Percentage interest held
CHAN Chun Hoo, Thomas	Personal ( <i>Note (i)</i> )	600,000,000 ordinary shares	50.85%
TGC Assets Limited	Corporate ( <i>Note (i)</i> )	600,000,000 ordinary shares	50.85%
PHL	Corporate ( <i>Note (ii)</i> )	600,000,000 ordinary shares	50.85%
PIL Management Limited	Corporate ( <i>Note (ii)</i> )	600,000,000 ordinary shares	50.85%
PIL Investments Limited	Corporate ( <i>Note (ii)</i> )	600,000,000 ordinary shares	50.85%
PIL Toys Limited	Corporate	600,000,000 ordinary shares	50.85%
Pandanus Associates Inc.	Corporate ( <i>Note (iii)</i> )	85,464,000 ordinary shares	7.24%
Pandanus Partners L.P.	Corporate ( <i>Note (iii)</i> )	85,464,000 ordinary shares	7.24%
FIL Limited	Corporate ( <i>Note (iii)</i> )	85,464,000 ordinary shares	7.24%

#### Notes:

- (i) Mr. Chan Chun Hoo, Thomas ("Mr. Chan") is the beneficial owner of all of the issued share capital of TGC Assets Limited ("TGC"), since TGC directly owns approximately 48% of the shareholding of PHL and is deemed to be interested in the 600,000,000 shares of the Company in aggregate which PHL is interested in, Mr. Chan is also deemed to be interested in the 600,000,000 shares of the Company in aggregate which PHL is interested in.
- (ii) PIL Management Limited is a wholly-owned subsidiary of PHL; PIL Investments Limited is a wholly-owned subsidiary of PIL Management Limited; and PIL Toys Limited is a wholly-owned subsidiary of PIL Investments Limited. PHL, PIL Management Limited and PIL Investments Limited are therefore deemed to be interested in the 600,000,000 shares of the Company in aggregate which PIL Toys Limited is beneficial interested in.
- (iii) Pandanus Partners L.P. is a wholly-owned subsidiary of Pandanus Associates Inc.; Pandanus Partners L.P. holds 37.51% shareholding of FIL Limited; Pandanus Associates Inc., Pandanus Partners L.P. and FIL Limited are therefore deemed to be interested in the 85,464,000 shares of the Company.

# REPORT OF THE DIRECTORS

## Pre-emptive Rights

There are no pre-emptive rights provisions with respect to any issue or transfer of shares of the Company in the Bye-laws of the Company nor are there any such pre-emptive rights provisions generally applicable under Bermuda law.

## Audit Committee

The written terms of reference which describe the authority and duties of the Audit Committee were adopted in 2007 and subsequently amended in 2009, 2012 and 2015.

The primary duties of our audit committee are to assist our board to provide an independent view of the effectiveness of our financial reporting process, internal control and risk management systems, to oversee the audit process, and to perform other duties and responsibilities as assigned by the board.

Our audit committee comprises three independent non-executive directors, namely, Mr. Chow Yu Chun, Alexander, Mr. Lee Ching Kwok, Rin and Mr. Yang, Victor. The chairman of our audit committee is Mr. Chow Yu Chun, Alexander.

## Sufficiency of Public Float

Based on information that is publicly available to the Company and within the knowledge of its directors as at the latest practicable date prior to the issue of this report, the Company has maintained sufficient public float as required under the Listing Rules during the year.

## Auditors

Grant Thornton Hong Kong Limited will retire and, being eligible, offer themselves for reappointment at the forthcoming annual general meeting. There was no change in auditors of the Company in any of the preceding three years.

## Continuing Connected Transaction

On 29 December 2016, Playmates International Company Limited, an indirect wholly-owned subsidiary of the Company, as tenant and Prestige Property Management Limited, an indirect wholly-owned subsidiary of PHL, as agent for landlord, Belmont Limited entered into a tenancy agreement (“Tenancy Agreement”) in respect of the premises known as a portion of 5th Floor, 9th Floor and 11th Floor, The Toy House, No. 100 Canton Road, Tsimshatsui, Kowloon for a term of 36 months from 1 January 2017 to 31 December 2019 at the rental of HK\$452,200 per month (exclusive of rates, government rent, utilities and other outgoings) and management charges of HK\$75,744 per month (the management charges are subject to review by the landlord). PHL indirectly owns and controls approximately 50.85% of the Company. Consequently, PHL is a connected person of the Company under the Listing Rules. Pursuant to Chapter 14A of the Listing Rules, the Tenancy Agreement constitutes a continuing connected transaction. This continuing connected transaction, which details were contained in the announcement dated 29 December 2016, was exempt from independent shareholders’ approval requirement pursuant to Chapter 14A of the Listing Rules.

The independent non-executive directors, who are not interested in any connected transaction with the Group, have reviewed the continuing connected transaction and confirmed that the transaction has been entered into by the Group in the ordinary and usual course of business, on normal commercial terms, and in accordance with the relevant agreement governing it on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The auditors of the Company were engaged to report on the Group's continuing connected transaction in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) Assurance Engagements Other Than Audits or Reviews of Historical Financial Information and with reference to Practice Note 740 Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules issued by the Hong Kong Institute of Certified Public Accountants. The auditors have issued unqualified letter containing their findings and conclusions in respect of the continuing connected transaction disclosed by the Group above in accordance with Listing Rule 14A.56. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

Save and except the transactions disclosed above and in note 29.1 to the financial statements, there is no contract of significance between the Group and our controlling shareholder or any of its subsidiaries.

On behalf of the board  
**TO Shu Sing, Sidney**  
*Chairman*

Hong Kong, 28 February 2019

# CORPORATE GOVERNANCE REPORT

## CORPORATE GOVERNANCE PRACTICES

The board considers that good corporate governance of the Company is central to safeguarding the interests of the shareholders and enhancing the performance of the Group. The board is committed to maintaining and ensuring high standards of corporate governance. The Company has applied the principles and complied with all the applicable code provisions (“Code Provisions”) of the Corporate Governance Code (“Code”) as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) for the year ended 31 December 2018, except in respect of one code provision providing for the roles of the chairman and the chief executive officer to be performed by different individuals. The board will continuously review and improve the corporate governance practices and standards of the Company to ensure that business activities and decision making processes are regulated in a proper and prudent manner.

### Board of Directors Composition and Responsibilities

The board of directors of the Company comprises:

TO Shu Sing, Sidney (*Chairman*)  
CHAN Kong Keung, Stephen (*Executive Director*)  
CHENG Bing Kin, Alain (*Executive Director*)  
CHOW Yu Chun, Alexander (*Independent Non-executive Director*)  
LEE Ching Kwok, Rin (*Independent Non-executive Director*)  
YANG, Victor (*Independent Non-executive Director*)

The board comprises three executive directors (one of whom is the Chairman) and three non-executive directors. All the non-executive directors are independent representing half of the board. One independent non-executive director possesses appropriate professional accounting qualifications and financial management expertise.

The principal focus of the board is on the overall strategic development of the Group. The board also monitors the financial performance and the internal controls of the Group’s business operations. With a wide range of expertise and a balance of skills, the non-executive directors bring independent judgment on issues of strategic direction, development, performance and risk management through their contribution at board meetings and committee work.

The independent non-executive directors also serve the important function of ensuring and monitoring the basis for an effective corporate governance framework. The board considers that each independent non-executive director is independent in character and judgment and that they all meet the specific independence criteria as required by the Listing Rules. The Company has received from each independent non-executive director an annual confirmation of his independence pursuant to Rule 3.13 of Chapter 3 of the Listing Rules. The independent non-executive directors are explicitly identified in all corporate communications.

In respect of one code provision providing for the segregation of the roles of the chairman and the chief executive officer, the Company does not have a designated chief executive officer. The Board oversees the management, businesses, strategy and financial performance of the Group. The day-to-day business of the Group is handled by the executive directors collectively. The executive directors supported by the senior executives are delegated with the responsibilities of running the business operations and making operational and business decisions of the Group. The Board considers that this structure is adequate to ensure an effective management and control of the Group's businesses and operations. The structure outlined above will be reviewed regularly to ensure that sound corporate governance is in place.

## **Appointment and Re-election**

Each of the directors of the Company has entered into a service contract with the Company for a term of three years. However, such term is subject to his re-appointment by the Company at general meeting upon retirement by rotation pursuant to the Bye-laws of the Company. In accordance with the relevant provisions in the Bye-laws of the Company, the appointment of directors is considered by the board and newly appointed directors are required to stand for election by shareholders at the first annual general meeting following their appointment. Each director, including the chairman of the board and/or the managing director, shall be subject to retirement by rotation at least once every three years.

## **Support and Professional Development of Directors**

All directors are provided with monthly updates on the Group's performance, position and prospects.

There is an established procedure for directors to obtain independent professional advice at the expense of the Company in the furtherance of their duties. The Company has also arranged appropriate director and officer liability insurance policy covering potential legal actions that might be taken against its directors.

Pursuant to the Code, all directors should participate in continuous professional development to develop and refresh their knowledge and skills. During the year ended 31 December 2018, all directors have participated in continuous professional development programmes such as in-house briefings and external seminars to develop and refresh their knowledge and skills. Materials on new or salient changes to laws and regulations applicable to the Group were provided to the directors. All directors have provided the Company with their respective training record pursuant to the Code.

# CORPORATE GOVERNANCE REPORT

## Board of Directors (Continued)

### Support and Professional Development of Directors (Continued)

The participation of each director of the Company in continuous professional development was as recorded in the table below:

Directors	Reading	Attending in-house briefings/seminars/conferences
TO Shu Sing, Sidney	✓	✓
CHAN Kong Keung, Stephen	✓	✓
CHENG Bing Kin, Alain	✓	✓
CHOW Yu Chun, Alexander	✓	✓
LEE Ching Kwok, Rin	✓	✓
YANG, Victor	✓	✓

## Board Meetings and Proceedings

The board meets regularly throughout the year to review the overall strategy and to monitor the operation as well as the financial performance of the Group. Senior executives are from time to time invited to attend board meetings to make presentations or answer the board's enquiries. The Chairman focuses on Group strategy and is responsible for ensuring all key issues are considered by the board in a timely manner. Notice of at least 14 days has been given to all directors for all regular board meetings and the directors can include matters for discussion in the agenda whenever they consider appropriate and necessary. Agenda and accompanying board papers in respect of regular board meetings are dispatched in full to all directors within a reasonable time before the meeting. Directors have to declare their direct or indirect interests, if any, in any proposals or transactions to be considered by the board at board meetings and abstain from voting as appropriate.

Draft minutes of all board meetings are circulated to directors for comment within a reasonable time prior to confirmation. Minutes of board meetings and meetings of board committees are kept by duly appointed secretaries of the respective meetings; all directors have access to board papers and related materials, and are provided with adequate information in a timely manner; this enables the board to make informed decision on matters placed before it.

The board held four meetings in 2018. Details of directors' attendance at the board meetings, other committee meetings and the annual general meeting during the year are set out in the following table.

Directors	Meetings attended/held				AGM
	Board	Audit Committee	Compensation Committee	Nomination Committee	
TO Shu Sing, Sidney	4/4	N/A	1/1	1/1	1/1
CHAN Kong Keung, Stephen	3/4	N/A	N/A	N/A	0/1
CHENG Bing Kin, Alain	4/4	N/A	N/A	N/A	1/1
CHOW Yu Chun, Alexander	4/4	2/2	1/1	1/1	1/1
LEE Ching Kwok, Rin	3/4	2/2	1/1	0/1	0/1
YANG, Victor	4/4	2/2	1/1	N/A	1/1

## Board Committees

As an integral part of good corporate governance, the board has established the Audit Committee, Compensation Committee and Nomination Committee to oversee particular aspects of the Company's affairs. Each of these Committees comprises a majority of independent non-executive directors with defined written terms of reference.

### Audit Committee

The Audit Committee was established in July 2007 and its current members include:

CHOW Yu Chun, Alexander-*Committee Chairman (Independent Non-executive Director)*

LEE Ching Kwok, Rin (*Independent Non-executive Director*)

YANG, Victor (*Independent Non-executive Director*)

All of the Audit Committee members are independent non-executive directors. The board considers that each Audit Committee member has broad commercial experience and there is a suitable mix of expertise in business, accounting and financial management on the Audit Committee. The written terms of reference of the Audit Committee are posted on the websites of the Company and the Stock Exchange.

The Audit Committee meets at least twice a year to review the reporting of financial and other information to shareholders, the system of internal controls, risk management and the effectiveness and objectivity of the audit process. The Audit Committee also provides an important link between the board and the Company's external auditors in matters coming within the scope of its written terms of reference and keeps under review the independence and objectivity of the external auditors.

The Audit Committee has held two meetings during the financial year. During the year, the Audit Committee reviewed the Company's interim and annual results for the year ended 31 December 2018. It reviewed with the management the accounting principles and practices adopted by the Group and discussed the risk management and internal control system, the effectiveness of the internal audit function and financial reporting matters. It also reviewed the independence and the appointment of the external auditors and its remuneration.

At the meeting held on 28 February 2019, the Audit Committee reviewed this report, the Directors' Report and accounts for the year ended 31 December 2018 together with the annual results announcement, with a recommendation to the board of directors for approval.

# CORPORATE GOVERNANCE REPORT

## **Board Committees (Continued)** **Compensation Committee**

The Compensation Committee was established in July 2007 and its current members include:

YANG, Victor-*Committee Chairman (Independent Non-executive Director)*

CHOW Yu Chun, Alexander (*Independent Non-executive Director*)

LEE Ching Kwok, Rin (*Independent Non-executive Director*)

TO Shu Sing, Sidney (*Chairman*)

The majority of the Compensation Committee members are independent non-executive directors. The Compensation Committee advises the board on the Group's overall policy and structure for the remuneration of directors and senior management. The written terms of reference of the Compensation Committee are posted on the websites of the Company and the Stock Exchange.

The Compensation Committee held one meeting during the year. The Compensation Committee met to determine the policy for the remuneration of directors and the Group and assess the performance of executive directors and members of senior management.

### **Remuneration Policy for Non-executive Director and Executive Directors**

The Compensation Committee is charged with the duties to advise the board on the Group's overall policy and structure for the remuneration of directors and senior management. The Compensation Committee also makes recommendations to the board from time to time on the remuneration of the non-executive directors. Pursuant to the written terms of reference of the Compensation Committee, the compensation of non-executive directors, including the Compensation Committee members, shall be reviewed by executive directors initially, and the executive directors shall communicate their findings to the Compensation Committee. The Compensation Committee will then consider and make recommendations to the full board for final approval. The Compensation Committee is also responsible for determining the remuneration for executive directors and the Chairman of the board. In carrying out its functions and responsibilities, the Compensation Committee takes into consideration factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors and the desirability of performance-based remuneration. The Compensation Committee ensures that no director or any of his associate is involved in deciding his own remuneration. The Company did not have director's service contracts requiring approval within this year.

Details of the directors' fee and other emoluments of the directors of the Company are set out in note 13.1 to the financial statements.

## Nomination Committee

The Nomination Committee was established in February 2012 and its current members include:

TO Shu Sing, Sidney-Committee Chairman (*Chairman*)  
CHOW Yu Chun, Alexander (*Independent Non-executive Director*)  
LEE Ching Kwok, Rin (*Independent Non-executive Director*)

The majority of the Nomination Committee members are independent non-executive directors. The principal responsibility of the Nomination Committee is to review the size, structure and composition of the board, identify individuals suitably qualified to become board members, and assess the independence of independent non-executive directors. The written terms of reference of the Nomination Committee are posted on the websites of the Company and the Stock Exchange.

The Nomination Committee held one meeting during the year. The Nomination Committee reviewed the structure, size and diversity of the Board and assessed the independence of all independent non-executive directors.

## Board Diversity Policy

The board has adopted a Board Diversity Policy since August 2013. Such policy aims at achieving board diversity through the consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard to the benefits of diversity on the board.

## Nomination Policy

The board has adopted a Nomination Policy in December 2018. Such policy sets out the criteria and procedures of considering candidates to be appointed or re-appointed as directors of the Company. When the Board recognises the need to appoint a director, the Nomination Committee may identify or select candidates recommended to the Committee, with or without assistance from external agencies. The Nomination Committee may then use any process that it considers appropriate in connection with its evaluation of a candidate, including but not limited to personal interviews and background checks. The Nomination Committee will have regard to the following factors when considering a candidate including without limitation:

- skills, knowledge, experience, expertise, professional and educational qualifications, background and other personal qualities of the candidate;
- effect on the board's composition and diversity;
- commitment of the candidate to devote sufficient time to effectively carry out his/her duties;
- potential or actual conflicts of interest that may arise;
- independence of the candidate.

# CORPORATE GOVERNANCE REPORT

## Corporate Governance Functions

The board is collectively responsible for performing the corporate governance duties as below:

- (i) develop and review the Company's policies and practices on corporate governance;
- (ii) review and monitor the training and continuous professional development of directors and senior management;
- (iii) review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (iv) develop, review and monitor the code of conduct applicable to employees and directors; and
- (v) review the Company's compliance with the Code and disclosure in the Corporate Governance Report.

## Directors' Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 of the Listing Rules for securities transactions by directors of the Company. All the members of the board have confirmed, following specific enquiry by the Company, that they have complied with the required standard as set out in the Model Code throughout the year ended 31 December 2018. The Model Code also applies to other specified senior management of the Group.

## Directors' Interests

Details of directors' interests in the securities of the Company are set out in pages 19 to 20 of this annual report.

## Risk Management and Internal Controls

The board has overall responsibility for maintaining an adequate system of risk management and internal controls of the Group and reviewing its effectiveness. The board is committed to implementing an effective and sound risk management and internal control system to safeguard the interest of shareholders and the Company's assets.

The internal control process is accomplished by the board, management and other designated personnel, and designed to provide reasonable assurance regarding the achievement of objectives.

Our approach adopted for assessing the internal controls systems is based on those set by the COSO (the Committee of Sponsoring Organisations of the Treadway Commission), a globally recognized framework which categorizes internal controls into five components as the basis of reviewing its effectiveness, namely Control Environment, Risk Assessment, Information and Communication, Control Activities and Monitoring. In assessing our internal control system based on the above principles, we have taken into consideration of the nature of business as well as the organization structure. The system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss. The system is designed further to safeguard the Group's assets, maintain appropriate accounting records and financial reporting, maintain efficiency of operations and ensure compliance with applicable laws and regulations.

## **Risk Management**

The board is responsible for overseeing overall risk management framework of the Group. Risk is inherent in the Group's business and the markets in which it operates. The Group's overall risk management process is overseen by the board and risk management is also integrated into ongoing business activities, including business planning, capital allocation decisions, internal control and day-to-day operations. The board together with senior management, business units, auditors and internal audit consultant are committed to identifying and mitigating key risks through an effective risk management framework.

The Group's risk management framework includes different layers of roles and responsibilities. Business units regularly review their risk profiles, and carry out risk management and reporting activities from time to time. Senior management is responsible for assessing material risks at the Group level, tracking progress of mitigation plans and reporting to the board regularly. The internal audit function performed by the Consultant (as defined below) also provides assurance to the board whether the control environments are adequate. The board oversees material risks that require attention and supervises the risk management process as a whole.

## **Control Effectiveness**

The board has conducted an annual review of the risk management and internal control system which covered the relevant financial, operational, compliance controls and risk management functions within the established framework. The board's annual review has also considered the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function, and their training programmes and budget. The board considered that the risk management and internal control system for the year was effective and adequate. No significant areas of concerns that may affect the financial, operational, compliance controls and risk management functions of the Group have been identified. The directors are satisfied with the effectiveness of the Group's risk management and internal controls and consider that key areas of the Group's system of internal controls are reasonably implemented, which provide prevention of material misstatement or loss, safeguard the Group's assets, maintain appropriate accounting records and financial reporting, efficiency of operations and ensure compliance with the Listing Rules and all other applicable laws and regulations.

# CORPORATE GOVERNANCE REPORT

## **Risk Management and Internal Controls (Continued)** **Control Effectiveness (Continued)**

There was no internal audit function within the Group during the year. The board has appointed an external independent professional (“Consultant”) to perform the internal audit function for the Group for the year. The Consultant has reviewed the effectiveness of the Group’s material internal controls so as to provide assurance that key business and operational risks are identified and managed. The Consultant has reported to the board with its findings and makes recommendations to improve the risk management and internal control of the Group. The directors have reviewed the need for an internal audit function and are of the view that in light of the size, nature and complexity of the business of the Group, it would be more effective to appoint external independent professionals to perform internal audit functions for the Group.

With respect to procedures and internal controls for handling and dissemination of inside information, the Company has procedures and policies in place for ensuring compliance with the inside information disclosure requirements under the regulatory regime. The Company has provided Guidelines on Securities Dealing Restrictions and Disclosure Requirements to all directors and relevant employees at the relevant time in respect of assessing, reporting and disseminating inside information, and abiding shares dealing restrictions. The Company has also included in its code of business conduct and staff handbook a strict prohibition on the unauthorized disclosure or use of confidential information.

## **Auditors’ Remuneration**

For the year ended 31 December 2018, the auditors of the Group only provided audit services to the Group and the remuneration paid by the Group to the auditors for the performance of audit services was HK\$1,200,000. In order to maintain their independence, the auditors will not be employed for non-audit work unless prior approval is obtained from the Audit Committee.

## **Directors’ and Independent Auditors’ Responsibility for the Financial Statements**

The directors acknowledge their responsibility for preparing the accounts of the Company for the year ended 31 December 2018. The statement of the auditors of the Company about their reporting responsibilities on the accounts is set out in the auditors report on pages 42 to 46 of this annual report.

## **Communications with Shareholders**

The Company regards the annual general meeting as an important event in which the Chairman and all directors will make an effort to attend. Separate resolutions are proposed at the general meetings on each substantially separate issue, including the election of individual directors. In order to enhance minority shareholders’ rights, all resolutions put to votes by shareholders at general meetings were passed by poll. The poll results will be published on the websites of the Company and the Stock Exchange on the same date of the meetings. The Company’s corporate communications including interim and annual reports, announcements and circulars as required under the Listing Rules are published on the websites of the Company and the Stock Exchange.

## **Shareholders' Rights**

### **Procedures for shareholders to convene a special general meeting (“SGM”) and putting forward proposals at general meetings**

Pursuant to the Bye-laws of the Company, shareholders holding at the date of the deposit of the requisition not less than one-tenth (10%) of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall have the right to submit a written requisition to the board or the company secretary, to require a special general meeting to be called by the board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Bermuda Companies Act 1981 (“Act”).

Pursuant to the Act, either any number of the shareholders holding not less than one-twentieth (5%) of the paid-up capital of the Company carrying the right of voting at general meetings of the Company (“Requisitionists”), or not less than one hundred of such shareholders, can request the Company in writing to (a) give to shareholders entitled to receive notice of the next general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting; and (b) circulate to shareholders entitled to have notice of any general meeting any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting. The requisition signed by all the Requisitionists must be deposited at the registered office of the Company with a sum reasonably sufficient to meet the Company’s relevant expenses and not less than six weeks before the meeting in case of a requisition requiring notice of a resolution and not less than one week before the meeting in the case of any other requisition. Provided that if an annual general meeting is called for a date six weeks or less after the requisition has been deposited, the requisition though not deposited within the time required shall be deemed to have been properly deposited for the purposes thereof.

Shareholders may make enquiries to the board by writing to the company secretary at the principal office of the Company.

## **Changes in Constitutional Documents**

During the year, there is no substantial change in the Memorandum of Association and Bye-Laws of the Company.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Group is committed to the long-term sustainability of its businesses and the communities in which it conducts business, and to achieve its business objectives within a framework of high standards taking into consideration of the customers, employees and communities. We have policies and internal control system in place to manage the material aspects of sustainability. We will continuously review and improve our health, safety and environmentally-friendly practices and standards in the course of our business and operation.

## Communication with Stakeholders

Understanding our stakeholders is important to our sustainability. The Group has engaged in regular communication with our stakeholders so that we can understand their views and respond to their needs and expectations. There are multiple channels of communication with our stakeholders, including the following:

Shareholders	<ul style="list-style-type: none"><li>• Annual general meeting</li><li>• Regular corporate publications including financial statements</li><li>• Company website</li><li>• Investor presentations</li></ul>
Customers	<ul style="list-style-type: none"><li>• Continuous direct communication mechanism</li><li>• Joint business planning</li><li>• Regular top-to-top senior management meeting</li></ul>
Licensors	<ul style="list-style-type: none"><li>• Continuous direct communication mechanism</li><li>• Joint business planning</li><li>• Regular top-to-top senior management meeting</li></ul>
Suppliers	<ul style="list-style-type: none"><li>• Procurement processes</li><li>• Regular visits</li><li>• Regular compliance reporting</li><li>• Audits and assessments</li></ul>
Employees	<ul style="list-style-type: none"><li>• Regular meetings</li><li>• Performance review</li><li>• Training programmes</li></ul>

The on-going dialogues with our stakeholders assist us to identify if there is any material sustainability issues of the Group. The Group will continue to identify area of improvement for the relevant aspects and keep close communication with the stakeholders to further enhance the environmental, social and governance management.

## 1. Protecting the Environment

Our vision is to deliver high quality, safe and innovative toys to consumers around the world, in a way that respects the environment. We strive to reduce our environmental footprint, through continuous improvement of operational efficiency and adoption of environmentally-friendly practices.

We are committed to complying with all applicable environmental laws in all countries in which we conduct operations. We have robust procedures in place to ensure that all of our toy products are in compliance with the latest applicable safety and environmental regulations. We work closely with our customers, suppliers, independent certified laboratories and industry associations to follow the latest developments in industry standards.

We also endeavor to make our properties more environmentally friendly through various energy saving and green management initiatives. We will continue to incorporate green features into the operation and management of property investments and associated businesses in order to reduce environmental impact.

During the year, we have complied with relevant laws and regulations relating to environment and natural resources such as air, greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste, where applicable to the Group.

The Group adopts the principles of reducing, recycling and reusing for the waste management. Any waste materials remaining from our operations must be disposed of legally and in a manner that meets applicable environmental standards. In Hong Kong, all the non-hazardous waste is handled by the recycler or sent to the landfill. The Group does not produce any hazardous waste in its operations during the year.

We are also committed to minimizing the environmental impact of our operations and by operating our businesses in ways that support sustainable use of our available natural resources. We strive to conserve energy and other valuable resources, to reduce waste and to participate in recycling and other environmental protection efforts. In 2018, there was no confirmed non-compliance incident or grievance in relation to our business which had significant impact on the environment or natural resources.

We have taken steps to review our sustainability measures and adopted different initiatives that support our mission to reduce environmental impact, including:

- Reduce number of components in our products
- Improve product-to-packaging ratios
- Adopt environmentally-friendly packaging materials
- Reduce logistics usage by optimizing the number of cartons and containers
- Use off-peak delivery
- Use Forest Stewardship Council (FSC) certified or recycled paper throughout our offices in Hong Kong

## Overview of Environmental Data (note 1)

### 1. Greenhouse Gas (GHG) Emissions

Indicators	2018	2017
Direct emissions (Scope 1) (kgCO <sub>2</sub> e) (note 2)	18,752	10,914
Indirect emissions (Scope 2) (kgCO <sub>2</sub> e) (note 3)	46,785	31,731
Indirect emissions (Scope 3) (kgCO <sub>2</sub> e) (note 4)	18,677	17,945
<b>Total GHG emissions (Scope 1, 2 and 3) (kgCO<sub>2</sub>e)</b>	<b>84,214</b>	<b>60,590</b>
<b>Total GHG emissions intensity (kg/HK\$ million revenue)</b>	<b>178</b>	<b>80</b>

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 1. Protecting the Environment (Continued) Overview of Environmental Data (note 1) (Continued)

### 2. Non-hazardous waste

Indicators	2018	2017
Total non-hazardous waste produced (tonnes)	78	63
Total non-hazardous waste produced intensity (tonnes/HK\$ million revenue)	0.16	0.08

### 3. Effluent and waste management

Indicators	2018	2017
Total waste water discharged (m <sup>3</sup> )	3,580	3,864
Waste disposed to landfill (kg)		
• General office waste (kg)	78,143	63,124
Total waste disposed to landfill (kg)	78,143	63,124
Waste collected for recycling (kg)		
• Metals (kg)	6	2
• Plastics (kg)	–	2
Total waste collected for recycling (kg)	6	4

### 4. Energy consumption

Indicators	2018	2017
Direct energy consumption (MWh)		
• Unleaded Petrol	6,868	3,945
Indirect energy consumption (MWh)		
• Electricity	74,263	50,365
Total energy consumption (MWh)	81,131	54,310
Total energy consumption intensity (MWh/HK\$ million of revenue)	171	72

## 5. Water consumption

Indicators	2018	2017
Total water consumption (m <sup>3</sup> ) (note 5)	3,580	3,864
Total water consumption intensity (m <sup>3</sup> /HK\$ million of revenue)	8	5

## 6. Packaging materials

Indicators	2018	2017
Total packaging material used (including plastic and papers) (tonnes)	1,939	3,414
Intensity of packaging material used (kg) (Material for packaging/number of products)	0.19	0.22

### Notes:

1. Unless otherwise specified, the environmental data covers the Group's owned and operated facilities (offices) in Hong Kong and the U.S.
2. Scope 1 refers to direct GHG emission such as fuel combustion.
3. Scope 2 refers to indirect GHG emission such as consumption of electricity.
4. Scope 3 refers to indirect GHG emission such as consumption of paper and business air travel.
5. In 2018, there is no issue in sourcing water that is fit for purpose.

## Look Forward

We plan to further enhance our environmental performance through the following actions:

1. Identify and manage environmental risks;
2. Monitor and comply with new requirements of all applicable laws and regulations;
3. Use energy, water and materials more efficiently;
4. Minimize water discharges, greenhouse gas and waste disposal;
5. Increase recycle and reuse waste to minimize landfill disposal;
6. Introduce environmentally responsible purchasing practices; and
7. Promote employee awareness and education.

## 2. SOCIAL

### a. Employment Practices

It is our policy that we treat each employee with respect and fairness at all times and we are committed to providing a work environment free from unlawful discrimination to ensure all employees and job applicants enjoy equal opportunities and fair treatment. We are also committed to complying with all applicable laws, prohibiting discrimination and making all employment or promotion decisions on the basis of factors such as merits, qualifications, experience, skills and achievements, regardless of any characteristics protected by law such as race, colour, gender or religious belief. During the year we have complied with local employment regulations in all jurisdictions in which we carry on business.

The Group does not employ child or forced labour which is strictly prohibited in all of our business sectors. Furthermore, we do not allow any of our vendors or suppliers to engage in any forced or child labour. We comply with all relevant laws and regulations preventing child and forced labour.

### b. Promotion of Ethical and Responsible Conduct

Our Code of Business Conduct, available in the Staff Handbook, communicates to our employees our emphasis on ethical business conduct. The Code of Business Conduct applies to all employees and covers areas including, among other things, health, safety and financial integrity etc.

We have an Ethics Resource Team that assists our employees in understanding and complying with the Code of Business Conduct, monitoring compliance, resolving conflicts and queries and coordinating investigations into reported violations. Furthermore, we have in place a “whistle-blowing” policy and system for our employees to raise concerns on any inappropriate conduct or malpractice that compromises the interest of the Company.

### c. Health and Safety

We are committed to providing a safe and healthy work environment in accordance with applicable safety and health laws and regulations and to taking appropriate precautionary and remedial measures for the safety of our employees.

There was no case of fatality or injury due to workplace incident in the reporting year.

### d. Development and Training

To assist employees in their career development, we encourage them to attend vocational, academic or professional training courses to enhance their skills or qualifications relevant to their duties at work by reimbursing or subsidizing the training fees or tuition fees and granting the employees paid leave for attending such courses. We also conduct continuous training sessions for our directors and senior executives on legal and regulatory updates and matters relevant to the businesses of the Group.

### **3. Operating Practices**

#### **a. Supply Chain Management**

Supply chain is a critical part of our operations. All productions of our toy products are outsourced to independent OEM vendors with manufacturing facilities primarily in China. We have a select group of approximate 10 vendors that produce our toy products during the year.

Our vendor selection criteria focus on safety, quality, security, cost and delivery. The safety and quality of toy products manufactured for us have always been of the utmost importance to us. As part of our long standing quality assurance program, all of our vendors are required to adhere to the policies and procedures imposed by us, and all toys manufactured for us are tested and certified by independent certified laboratories which must be in full compliance with applicable regulations and standards.

The ongoing factory monitoring is supported by random audits of products. All of our vendors must comply with the security criteria as set forth by the U.S. Customs and Border Protection's multi-layered cargo enforcement strategy under Department of Homeland Security. All vendors are also certified to comply with the International Council of Toy Industries (ICTI) CARE Process and/or Electronics Industry Citizenship Coalition/Responsible Business Alliance (EICC/RBA) to ensure that factories meet the relevant standards, which contains principles regarding work environment, fair labour treatment, as well as employee health and safety in the toy industry. Regular reviews are performed to ensure that all vendors remain in compliance with the appropriate standard at all times. As far as we are aware, there has been no material non-compliance with applicable standards by our vendors during the year.

Furthermore, all of our toy suppliers must enforce and adhere to all applicable international supply-chain security standards to identify, mitigate and eliminate all potential security risks. Generally they participate in the Global Security Verification (GSV) Program or US C-TPAT Security Inspection Program, in which they are required to verify their manufacturing facilities on an annual basis in respect of the effectiveness of their GSV or C-TPAT security practices.

#### **b. Product Quality and Safety**

The quality assurance of our products has been of the utmost importance ever since our inception, over 50 years ago. Our primary concern continues to be the health and safety of the end users of our products, most of whom are children. Our commitment to and continued vigilance over quality and safety are essential in maintaining the trust of our customers.

We have established a strict quality control system and a set of quality standards for all our products. Our policies and practices on quality control of the production of our products are:

- We maintain a quality manual which documents the process and requirements for all products of the Group.

## 3. Operating Practices (Continued)

### b. Product Quality and Safety (Continued)

- The areas that are monitored include product safety, quality, laboratory testing, customers' requirement, specification, inspection, samples and vendor responsibility.
- Process and requirement are revised from time to time to meet new regulations of countries to which products are shipped.
- Our vendors are required to fully understand our quality manual and the requirements of the Group and our customers.
- All products must be tested and certified to comply with applicable international standards and regulations with reports issued from accredited laboratories before shipment.

The United States is the most important market for our toys. Toys sold in the United States are regulated by Consumer Product Safety Commission ("CPSC") and must comply with US federal regulations such as Consumer Product Safety Act, Federal Hazardous Substances Act, Consumer Product Safety Improvement Act and Child Safety Protection Act. The United States government also relies on the toy industry to voluntarily regulate itself. There is a comprehensive voluntary safety standard for toys in the United States, referred to as ASTM F963, which contains additional requirements for safety. Playmates is a member of Toy Industry Association which, together with CPSC, is actively involved in reviewing and updating the safety standard.

Toys sold in Europe are primarily regulated by Toy Safety Directive (2009/48/EC) of the European Commission and the European standard for toys, EN-71. Additional requirements apply to electronic toys are contained in Safety of Electric Toys: EN62115. Toys containing Phthalates and certain kinds of toys are further regulated by other legislations such as the Restriction of Hazardous Substances in Electronic Equipment Directive and the Waste Electrical and Electronic Equipment Directive. Our products sold in Europe conform to the relevant regulations and are marked to show European Conformity with the "CE" mark.

We have not made any product recalls or received any material product liability claims or product related complaint from end consumers during the year.

### c. Marketing to Children

We market our products in a responsible way by offering age-appropriate contents in marketing materials. For our Playmates Toys' website, we comply with the US Online Privacy Protection Act which set out rules for collecting information from children. Playmates Toys is also a member of the "kidSAFE Seal Program" under which the contents of its website have been independently reviewed and certified to meet the standards of online safety and/or privacy.

### d. Protection of Trademarks

All of our products are produced and sold under trademarks owned by or licensed to us. We typically register our intellectual properties and seek protection under the trademark, copyright and patent laws of the U.S. and other countries where our products are produced or sold. We have registered a number of trademarks with the U.S. Patent and Trademark Office and with similar authorities in various countries.

## **e. Protection of Consumer Data**

It is our policy that we must protect consumer information that is sensitive, private or confidential. No consumer information may be shared, sold or traded without proper and prior consent, in accordance with our procedures for maintaining the security of such information, and applicable privacy and data protections laws and regulations.

## **f. Anti-corruption**

We are committed to ethical business practices and full compliance with the law wherever we do business. We prohibit our employees from offering, authorizing or giving or receiving money or anything else of value, either directly or through other parties, to governmental officials or private sector representatives, in order to influence their decision-making process, either to gain or to retain business. This prohibition includes business courtesies, such as gifts, entertainment or contributions, under circumstances that would create an appearance of impropriety.

We have established in Our Code of Business Conduct policies against money laundering which are in line with all applicable laws and prohibit our employees from accepting or processing proceeds of criminal activities.

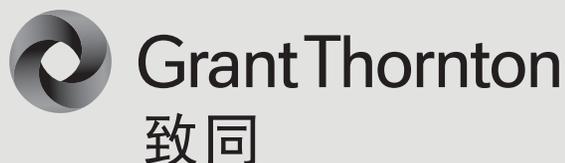
We have in place a “whistle-blowing” policy and system for our employees to report suspected criminal acts including corruption, money laundering and frauds.

During the reporting year, we have complied with all relevant laws and regulations that have a significant impact on the Group. There was no legal case regarding corrupt practices or money laundering brought against the Company or its employees during the year.

## **4. COMMUNITY INVESTMENT**

We always seek to make a positive contribution to build a better world for children. We encourage our employees to participate in volunteering activities organized by local charities. During the year, we have also supported a number of charitable organizations including but not limited to Tung Wah Group of Hospitals, The Light Fund, Hong Chi Association and Sachs Family Foundation.

# INDEPENDENT AUDITOR'S REPORT



To the members of  
**Playmates Toys Limited**  
*(incorporated in Bermuda with limited liability)*

## Opinion

We have audited the consolidated financial statements of Playmates Toys Limited (the “Company”) and its subsidiaries (together, the “Group”) set out on pages 47 to 99, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## Basis for Opinion

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

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, 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.



## Revenue recognition

### Refer to notes 2.12 and 4 to the consolidated financial statements

Revenue principally comprises revenue from the design, development, marketing and distribution of toys and family entertainment activity products.

Sales of toys are recognised when control of the goods has been transferred to the customers, being at the point in time when the goods are delivered. There was no accounting judgment made in determining sales transactions (see notes 2.1 and 2.12).

We identified the recognition of revenue as a key audit matter because of its significance to the Group and revenue is one of the key performance indicators of the Group, therefore it is a significant audit risk area.

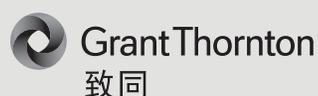
### How the matter was addressed in our report

Our audit procedures to assess the recognition of revenue included:

- assessing the design and operating effectiveness of the key controls over revenue recognition;
- reviewing sales agreements and/or sales orders from customers, on a sample basis, to understand the terms of the sales transactions to assess if the Group's revenue recognition criteria were in accordance with the requirements of the prevailing accounting standards;
- assessing, on a sample basis, whether revenue transactions recorded during the financial year had been occurred by comparing the transactions selected with relevant underlying documentation, including goods delivery notes and the terms of sale as set out in the sales agreements;
- assessing, on a sample basis, whether specific revenue transactions around the financial year end had been recognised in the appropriate period by comparing the transactions selected with relevant underlying documentation, including goods delivery notes and the terms of sale as set out in the sales agreements;
- identifying if there are any significant adjustments to revenue during the reporting period, understanding the reasons for such adjustments and comparing the details of the adjustments with relevant underlying documentation.

We found the revenue recorded to be supported by the available evidence.

# INDEPENDENT AUDITOR'S REPORT



## Key Audit Matters (Continued)

### Recognition of deferred tax assets

**Refer to notes 2.1, 2.17 and 24 to the consolidated financial statements**

We identified the recognition of deferred tax assets as a key audit matter due to the recognition of these assets involving judgment by management as to the likelihood of the realisation of deferred tax assets, which is based on a number of factors including whether taxable profits in future periods are available.

As at 31 December 2018, the Group has recognised HK\$32 million (2017: HK\$28 million) of deferred tax assets in the consolidated statement of financial position.

### How the matter was addressed in our report

Our audit procedures to assess the recognition of deferred tax assets included:

- evaluating management's assessment on the sufficiency of future taxable profits in support of the recognition of deferred tax assets;
- involving our tax specialists to assist in evaluating the judgment and assumptions adopted by management to determine the recognition and recoverability of the deferred tax assets, in light of current tax laws;
- obtaining the tax filings and returns between the Group and taxation authorities regarding the tax positions of the Group.

Based on the above procedures, we obtained evidence to support management's judgment adopted in the recognition of deferred tax assets.

### Other Information

The directors are responsible for the other information. The other information comprises all the information in the 2018 annual report of the Company, but does not include the consolidated financial statements and our auditor's report thereon.

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

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



## Responsibilities of Directors for the Consolidated Financial Statements

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

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

The directors assisted by the Audit Committee are responsible for overseeing the Group's financial reporting process.

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

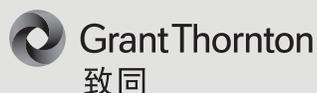
Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance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

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs 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 HKSAAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

# INDEPENDENT AUDITOR'S REPORT



## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

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

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

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

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

### **Grant Thornton Hong Kong Limited**

*Certified Public Accountants*

Level 12

28 Hennessy Road

Wanchai

Hong Kong

28 February 2019

### **Chan Tze Kit**

Practising Certificate No.: P05707

# CONSOLIDATED INCOME STATEMENT

For the year ended 31 December 2018

	Note	2018 US\$'000 (Note 30)	2018 HK\$'000	2017 HK\$'000
<b>Revenue</b>	4	<b>60,793</b>	<b>474,182</b>	758,329
Cost of sales		<b>(28,627)</b>	<b>(223,293)</b>	(347,003)
<b>Gross profit</b>		<b>32,166</b>	<b>250,889</b>	411,326
Marketing expenses		<b>(14,053)</b>	<b>(109,613)</b>	(187,346)
Selling and distribution expenses		<b>(3,475)</b>	<b>(27,108)</b>	(30,627)
Administration expenses		<b>(15,668)</b>	<b>(122,199)</b>	(119,222)
Impairment loss on trade receivables		<b>(678)</b>	<b>(5,287)</b>	–
<b>Operating (loss)/profit</b>		<b>(1,708)</b>	<b>(13,318)</b>	74,131
Other net income	7	<b>2,669</b>	<b>20,822</b>	20,263
Finance costs	8	<b>(401)</b>	<b>(3,130)</b>	(5,735)
Share of loss of an associated company		–	–	(133)
<b>Profit before income tax</b>	6	<b>560</b>	<b>4,374</b>	88,526
<b>Income tax expense</b>	9	<b>(489)</b>	<b>(3,812)</b>	(32,762)
<b>Profit for the year attributable to owners of the Company</b>		<b>71</b>	<b>562</b>	55,764
<b>Earnings per share</b>	11	<b>US cents</b>	<b>HK cents</b>	<b>HK cents</b>
Basic		<b>0.01</b>	<b>0.05</b>	4.63
Diluted		<b>0.01</b>	<b>0.05</b>	4.61

The notes on pages 54 to 99 form an integral part of these financial statements.

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2018

	<b>2018</b> <b>US\$'000</b> <i>(Note 30)</i>	<b>2018</b> <b>HK\$'000</b>	<b>2017</b> <b>HK\$'000</b>
<b>Profit for the year</b>	<b>71</b>	<b>562</b>	55,764
<b>Other comprehensive income, including reclassification adjustments:</b>			
Item that may be reclassified subsequently to profit or loss:			
Exchange differences arising on translation of foreign subsidiaries	-	-	4,722
<b>Total comprehensive income for the year attributable to owners of the Company</b>	<b>71</b>	<b>562</b>	60,486

The notes on pages 54 to 99 form an integral part of these financial statements.

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2018

	Note	2018 US\$'000 (Note 30)	2018 HK\$'000	2017 HK\$'000
<b>Non-current assets</b>				
Property, plant and equipment	14	868	6,773	10,799
Interest in an associated company	16	759	5,920	5,920
Deferred tax assets	24	4,163	32,472	27,871
		<b>5,790</b>	<b>45,165</b>	44,590
<b>Current assets</b>				
Inventories	17	3,107	24,237	22,728
Trade receivables	18	17,949	140,005	169,379
Deposits paid, other receivables and prepayments		1,917	14,952	12,104
Taxation recoverable		349	2,720	16,114
Financial assets at fair value through profit or loss	19	–	–	18,595
Cash and bank balances	27.2	129,248	1,008,131	1,021,159
		<b>152,570</b>	<b>1,190,045</b>	1,260,079
<b>Current liabilities</b>				
Trade payables	20	4,668	36,411	24,387
Deposits received, other payables and accrued charges	21	14,459	112,779	151,690
Loan from an associated company	22	748	5,831	5,831
Provisions	23	5,979	46,637	42,157
Taxation payable		2,027	15,813	15,858
		<b>27,881</b>	<b>217,471</b>	239,923
<b>Net current assets</b>		<b>124,689</b>	<b>972,574</b>	1,020,156
<b>Net assets</b>		<b>130,479</b>	<b>1,017,739</b>	1,064,746

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2018

	Note	2018 US\$'000 (Note 30)	2018 HK\$'000	2017 HK\$'000
<b>Equity</b>				
Share capital	26.1	1,513	11,800	11,958
Reserves		128,966	1,005,939	1,052,788
<b>Total equity</b>		<b>130,479</b>	<b>1,017,739</b>	1,064,746

On behalf of the board

**CHENG Bing Kin, Alain**  
Director

**TO Shu Sing, Sidney**  
Director

The notes on pages 54 to 99 form an integral part of these financial statements.

# CONSOLIDATED CASH FLOW STATEMENT

For the year ended 31 December 2018

	Note	2018 US\$'000 (Note 30)	2018 HK\$'000	2017 HK\$'000
<b>Cash flows from operating activities</b>				
Cash (used in)/generated from operations	27.1	(526)	(4,097)	136,127
Overseas tax paid		(1,087)	(8,479)	(14,849)
Hong Kong profits tax refunded		1,720	13,414	–
<b>Net cash generated from operating activities</b>		<b>107</b>	<b>838</b>	<b>121,278</b>
<b>Cash flows from investing activities</b>				
Purchases of property, plant and equipment		(138)	(1,077)	(10,943)
Proceeds from disposal of property, plant and equipment		23	180	–
Purchases of financial assets at fair value through profit or loss		(5,399)	(42,113)	(22,977)
Proceeds from disposal of financial assets at fair value through profit or loss		8,390	65,439	32,001
Dividends received		33	254	236
Interest received		2,021	15,767	10,572
<b>Net cash generated from investing activities</b>		<b>4,930</b>	<b>38,450</b>	<b>8,889</b>
<b>Cash flows from financing activities</b>				
Issue of shares		54	418	1,018
Repurchase of shares of the Company		(2,170)	(16,927)	(26,583)
Dividends paid		(4,540)	(35,409)	(96,549)
<b>Net cash used in financing activities</b>		<b>(6,656)</b>	<b>(51,918)</b>	<b>(122,114)</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>		<b>(1,619)</b>	<b>(12,630)</b>	<b>8,053</b>
<b>Cash and cash equivalents at 1 January</b>		<b>130,918</b>	<b>1,021,159</b>	<b>1,006,516</b>
<b>Effect of foreign exchange rate changes</b>		<b>(51)</b>	<b>(398)</b>	<b>6,590</b>
<b>Cash and cash equivalents at 31 December</b>	27.2	<b>129,248</b>	<b>1,008,131</b>	<b>1,021,159</b>

The notes on pages 54 to 99 form an integral part of these financial statements.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2018

	Share capital HK\$'000	Share premium HK\$'000	Share repurchase reserve HK\$'000	Capital redemption reserve HK\$'000	Capital reserve HK\$'000	Exchange reserve HK\$'000	Share-based compensation reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000
At 1 January 2017	12,144	16,893	-	48	38,285	(548)	7,959	1,051,593	1,126,374
Profit for the year	-	-	-	-	-	-	-	55,764	55,764
Other comprehensive income:									
Exchange differences arising on translation of foreign subsidiaries	-	-	-	-	-	4,722	-	-	4,722
Total comprehensive income for the year	-	-	-	-	-	4,722	-	55,764	60,486
Share option scheme									
- shares issued	12	1,712	-	-	-	-	(706)	-	1,018
- share options lapsed	-	-	-	-	-	-	(54)	54	-
Repurchase of shares of the Company	(198)	(18,605)	(907)	197	-	-	-	(7,070)	(26,583)
2016 second interim dividend paid	-	-	-	-	-	-	-	(60,535)	(60,535)
2017 first interim dividend paid	-	-	-	-	-	-	-	(36,014)	(36,014)
Transactions with owners	(186)	(16,893)	(907)	197	-	-	(760)	(103,565)	(122,114)
At 31 December 2017	11,958	-	(907)	245	38,285	4,174	7,199	1,003,792	1,064,746

	Share capital HK\$'000	Share premium HK\$'000	Share repurchase reserve HK\$'000	Capital redemption reserve HK\$'000	Capital reserve HK\$'000	Exchange reserve HK\$'000	Share-based compensation reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000
At 1 January 2018	11,958	-	(907)	245	38,285	4,174	7,199	1,003,792	1,064,746
Profit and total comprehensive income for the year	-	-	-	-	-	-	-	562	562
Share option scheme									
- value of services	-	-	-	-	-	-	4,349	-	4,349
- shares issued	4	703	-	-	-	-	(289)	-	418
- share options lapsed	-	-	-	-	-	-	(38)	38	-
Repurchase of shares of the Company	(162)	(703)	907	162	-	-	-	(17,131)	(16,927)
2017 second interim dividend paid	-	-	-	-	-	-	-	(35,409)	(35,409)
Transactions with owners	(158)	-	907	162	-	-	4,022	(52,502)	(47,569)
<b>At 31 December 2018</b>	<b>11,800</b>	<b>-</b>	<b>-</b>	<b>407</b>	<b>38,285</b>	<b>4,174</b>	<b>11,221</b>	<b>951,852</b>	<b>1,017,739</b>

The notes on pages 54 to 99 form an integral part of these financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2018

## 1 General Information

The Company was incorporated in Bermuda on 11 April 2005. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and its principal office is 23/F., The Toy House, 100 Canton Road, Tsimshatsui, Kowloon, Hong Kong. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The ultimate holding company of the Company is Playmates Holdings Limited ("PHL"), which is incorporated in Bermuda. The immediate holding company of the Company is PIL Toys Limited, a company incorporated in the British Virgin Islands.

The principal activity of the Company is investment holding and the principal activities of its subsidiaries are set out in note 15 to the financial statements.

The financial statements for the year ended 31 December 2018 were approved for issue by the board of directors on 28 February 2019.

## 2 Summary of Significant Accounting Policies

### 2.1 Basis of preparation

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

The significant accounting policies that have been used in preparation of the financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated. The adoption of new or amended HKFRSs and the impacts on the Group's financial statements, if any, are disclosed in note 3 to the financial statements.

The financial statements have been prepared under the historical cost basis, except for financial assets at fair value through profit or loss which are stated at fair values. The measurement bases are fully described in the accounting policies below.

It should be noted that accounting estimates and assumptions are used in preparation of the financial statements. Although these estimates are based on the Group's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.6 "Inventories", note 2.10 "Provisions", note 2.13 "Advertising and marketing expenses, advanced royalties and product development costs", note 2.17 "Deferred taxation" and note 2.18 "Current taxation" to the financial statements. Other than that, no significant accounting estimations and judgments have been made.

## 2.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries (together referred to as the “Group”) made up to 31 December each year.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are excluded from consolidation from the date that control ceases.

Intra-group transactions, balances and unrealised gains and losses on transactions between group companies are eliminated in preparing the consolidated financial statements. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from the Group’s perspective.

## 2.3 Subsidiaries

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

In the Company’s statement of financial position, subsidiaries are recorded at cost less any impairment losses unless the subsidiary is held for sale or included in a disposal group. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the end of the reporting period. All dividends whether received out of the investee’s pre or post-acquisition profits are recognised in the Company’s profit or loss.

## 2.4 Associated companies

An associated company is an entity in which the Group has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

In the consolidated financial statements, an investment in an associated company is initially recognised at cost and subsequently accounted for using the equity method. Under the equity method, the Group’s interest in the associated company is carried at cost and adjusted for the post-acquisition changes in the Group’s share of the associated company’s net assets less any identified impairment loss, unless it is classified as held for sale. The profit or loss for the year includes the Group’s share of the post-acquisition, post-tax results of the associated company for the year, including any impairment loss on the investment in the associated company recognised for the year.

When the Group’s share of losses in an associated company equals or exceeds its interest in the associated company, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associated company.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2018

## 2 Summary of Significant Accounting Policies (Continued)

### 2.4 Associated companies (Continued)

Unrealised gains on transactions between the Group and its associated company are eliminated to the extent of the Group's interest in the associated company. Where unrealised losses on asset sales between the Group and its associated company are reversed on equity accounting, the underlying asset is also tested for impairment from the Group's perspective.

After the application of equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in its associated company. At the end of each reporting period, the Group determines whether there is any objective evidence that the investment in associated company is impaired. If such indications are identified, the Group calculates the amount of impairment as being the difference between the recoverable amount (higher of value in use and fair value less costs of disposal) of the associated company and its carrying amount.

### 2.5 Property, plant and equipment

All property, plant and equipment is stated at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

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

Gains or losses arising from the retirement or disposal are determined as the difference between the sales proceeds and the carrying amount of the asset and recognised in profit or loss.

Depreciation is calculated using the straight-line method to write off cost less the residual values over the estimated useful lives, as follows:

Leasehold improvements	3-10 years
Vehicle, equipment, furniture and fixtures	3-10 years
Computers	3-5 years

The assets' residual values, depreciation method and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

## 2.6 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business less applicable selling expenses.

The Group reviews the condition of inventories at the end of each reporting period, and makes allowance for inventories that are identified as obsolete, slow-moving or no longer recoverable. The Group carries out the inventory review on product-by-product basis and makes allowances by reference to the latest market prices and current market conditions.

## 2.7 Financial assets

Financial assets are recognised when the Group becomes a party to the contractual provisions of the financial instrument.

Except for those trade receivables that do not contain a significant financing component which are measured at the transaction price, all financial assets are initially measured at fair value. On initial recognition, transaction costs that are directly attributable to the purchase of financial assets are added to the carrying amount of the financial assets except for financial assets at fair value through profit or loss in which case such transaction costs are recognised in profit or loss. All purchases or sales of financial assets are recognised and derecognised on a trade date basis (i.e. the date on which the Group commits to purchase or sell the financial asset).

### (i) Classification of financial assets

#### **Investments other than equity investments**

Non-equity financial assets held by the Group are classified into one of the following measurement categories:

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

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2018

## 2 Summary of Significant Accounting Policies (Continued)

### 2.7 Financial assets (Continued)

#### (i) Classification of financial assets (Continued)

##### Equity investments

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

The Group currently classifies all its equity investments at FVPL. These equity investments are managed according to internal policies and their performance is evaluated periodically on a fair value basis. Assets in this category are classified as current assets.

##### Trade receivables

Trade receivables are recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. They are stated at amortised cost using the effective interest method less allowance for impairment losses and allowance for customer concession.

##### Other financial assets

Deposits paid, other receivables and cash and bank balances of the Group are stated at amortised cost.

#### (ii) Measurement of financial assets

##### Financial assets measured at amortised cost

After initial recognition, these financial assets are measured at amortised cost using the effective interest method. Interest income from these financial assets are recognised in profit or loss as other income in accordance with the Group's policies in note 2.12 to these financial statements. Any gain or loss on a financial asset that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognised or impaired.

##### Financial assets at FVPL

Financial assets at FVPL are subsequently carried at fair value. Unrealised and realised gains and losses arising from changes in the fair value of such financial assets are recognised in profit or loss in the period in which they arise.

### (iii) Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses (“ECL”) associated with its financial assets carried at amortised cost.

#### Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive). In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions. ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial assets, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

The impairment methodology applied depends on whether there has been a significant increase in credit risk.

When there is information (developed internally or obtained from external sources) indicating that a debtor is unlikely to pay, the Group may consider the related receivables as not recoverable and constitute as a default.

At the end of each reporting period, the Group assesses on a forward looking basis whether financial assets carried at amortised cost are credit-impaired. A financial asset is regarded as credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the debtor;
- a breach of contract such as a default or past due event;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation;
- the disappearance of an active market for that financial asset because of financial difficulties.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2018

## 2 Summary of Significant Accounting Policies (Continued)

### 2.7 Financial assets (Continued)

#### (iii) Impairment of financial assets (Continued)

##### Measurement of ECLs (Continued)

The Group provides for impairment on the financial asset based on forward looking information and when there is information indicating that the debtor is in severe financial difficulty. Impaired financial assets may still be subject to enforcement activities under the Group's recovery procedures. Any subsequent recoveries made are recognised in profit or loss as reversal of impairment in the period which the recovery occurs.

#### (iv) Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

### 2.8 Impairment of non-financial assets

Property, plant and equipment, interest in subsidiaries and an associated company are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognised.

### 2.9 Financial liabilities

The Group's financial liabilities include trade and other payables and loan from an associated company. They are recognised when the Group becomes a party to the contractual provisions of the instrument. A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Trade and other payables and loan from an associated company are recognised initially at fair value and subsequently stated at amortised cost using the effective interest method.

## 2.10 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate of the amount of obligation can be made. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. All provisions are current in nature and therefore the effect of the time value of money is not material.

### (i) Consumer returns

The Group uses agreed customer allowances based on a percentage of sales and information on actual consumer returns of goods to estimate return percentages. The provision is calculated based on these factors and is adjusted for any fluctuations in the returns expected by management as of each period end.

A portion of the Group's retail customers receive a fixed percentage of sales as their allowance. The allowance for each retail customer is agreed and documented in the terms of trade. Certain customers receive an allowance based on their actual consumer return experience.

In evaluating the adequacy of the prior year provision, the Group prepares an analysis to determine the reasons for unclaimed deductions. If the analysis determines that some carry forward provision amounts were no longer appropriate based on actual claims experience, the proper adjustments will be made to release the over-accrued portion.

### (ii) Cooperative advertising

The Group participates in customer advertising programmes which are negotiated on an individual basis. In addition, the Group contributes toward specific expenses of the customers for in-store sales promotions and advertising circulars.

In the case of fixed percentage, the amounts are negotiated and documented in the terms of trade with the respective customer. In the case of all special programs, the program application, limits and amounts are offered on a case by case basis by the Group. Some of the programs are set for defined periods of time or limited to a maximum number of units sold, and confirming data is provided by the retailer to finalise the actual program cost.

Claims for cooperative advertising may be received up to two years after the relevant reporting period end and, in certain cases, later. The Group reviews the provisions periodically and any unrequired amount will be reversed when determined.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2018

## 2 Summary of Significant Accounting Policies (Continued)

### 2.10 Provisions (Continued)

#### (iii) Cancellation charges

The provision represents the estimated amounts that would be payable to suppliers to settle the cost incurred by them for production orders which have been or are likely to be cancelled. The Group generally settles these amounts in the year after the year that specific product ceases to be actively sold to customers.

In most cases, the vendor may try to mitigate the Group's exposure by utilising the unused components in its other products. Such arrangement may also reduce the Group's potential cancellation exposure.

At each relevant reporting period end, the Group will analyse the potential cancellation charge exposure for order cancellations due to commitments for finished goods, work in process items and material authorisations. The Group will also review if any items can be carried over to be produced and sold in the subsequent year. Once any adjustment is made, the remaining exposure is adjusted by a factor representing the historical negotiated discount agreed with the suppliers.

#### (iv) Freight allowance

The provision represents the estimated amounts that would be payable to the Group's US retail customers for the transportation of products from the Group's third-party warehouse to the customers' distribution centers. A portion of the Group's US retail customers receive a fixed percentage of sales as their allowance. For those customers, the standard allowance is agreed and documented in the terms of trade. In addition, the Group is responsible for incidental freight-related charges, such as quantity discrepancies, late shipments and other non-compliance with the customers' shipping requirements. The Group uses information on actual incidental freight-related charges to estimate the provision percentage.

The provision is calculated based on these factors and is adjusted for any fluctuations in freight charges expected by management at the end of each reporting period. The Group also reverses any over-accrued amounts if the analysis determines that those carry forward provision amounts are no longer appropriate based on actual experience.

All provisions are established for specific exposures.

Management relies on available contemporary and historical information to evaluate each potential exposure and exercises its best judgement to estimate the amount of provision necessary and sufficient for each potential exposure.

Over- or under-provision for the above exposures, arising from subsequent events and the eventual settlement, are adjusted in that subsequent period where appropriate.

## 2.11 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Any transaction costs associated with the issuing of shares are deducted from share premium (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

Where any company of the Group repurchases the Company's equity share capital, the consideration paid, including any attributable costs, is deducted from equity attributable to the Company's owners until the shares are cancelled or reissued.

## 2.12 Revenue recognition

Revenue is recognised when control over a product or service is transferred to the customer at the amount of promised consideration to which the Group is expected to be entitled.

### (i) Sale of toys

Revenue from sales of toys is recognised when control of the goods has been transferred to the customers, being at the point in time when the goods are delivered. Delivery occurs when the title of the products has been passed to the customers or when the risks of obsolescence and loss have been transferred to the customers according to the sales contract. Revenue from sales of toys excludes sales tax and is after deduction of any trade discounts, allowances and returns.

Deposits from customers and distributors are recognised as a contract liability when the customer or distributor pays consideration before the Group recognises the related revenue.

### (ii) Dividend income

Dividend income is recognised when the right to receive payment is established.

### (iii) Interest income

Interest income is recognised as it accrues using the effective interest method.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2018

## 2 Summary of Significant Accounting Policies (Continued)

### 2.13 Advertising and marketing expenses, advanced royalties and product development costs

2.13.1 Advertising and marketing expenses are expensed as incurred.

2.13.2 Advanced royalties represent prepayments made to licensors of intellectual properties under licensing agreements which are recoupable against future royalties. Advanced royalties are amortised at the contractual royalty rate based on actual product sales. Management evaluates the future realisation of advanced royalties periodically and charges to expense any amounts that management deems unlikely to be recoupable at the contractual royalty rate through product sales. All advanced royalties are amortised within the term of the license agreement and are written off upon the abandonment of the product or upon the determination that there is significant doubt as to the success of the product.

2.13.3 Product development costs are recognised as intangible assets when the following criteria are met:

- (i) demonstration of technical feasibility of completing the product for internal use or sale;
- (ii) there is intention to complete the intangible asset and use or sell it;
- (iii) the Group's ability to use or sell the intangible asset is demonstrated;
- (iv) the intangible asset will generate probable economic benefits through use or sale;
- (v) sufficient technical, financial and other resources are available for completion; and
- (vi) the expenditure attributable to the intangible asset can be reliably measured.

All other product development costs are charged to profit or loss as incurred.

### 2.14 Operating leases

Operating leases are leases where substantially all the rewards and risks of ownership of assets remain with the lessors. Related rental payments are charged to profit or loss on a straight-line basis over the lease term. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made.

## 2.15 Employee benefits

### 2.15.1 Employee leave entitlements

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

### 2.15.2 Pension obligations

The Group operates defined contribution provident fund schemes for its employees, the assets of which are held separately from those of the Group in independently administered funds. The Group's contributions under the schemes are charged to profit or loss as incurred. The amount of the Group's contributions is based on specified percentages of the basic salaries of employees. Any contributions forfeited from employees who leave the Group, relating to unvested benefits, are used to reduce the Group's ongoing contributions otherwise payable.

### 2.15.3 Share-based compensation

The Group operates an equity-settled, share-based compensation plan. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense with a corresponding increase in the share-based compensation reserve within equity. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). At the end of each reporting period, the Group revises the number of options that are expected to vest. It recognises the impact of the revision of original estimates, if any, in profit or loss, and a corresponding adjustment to equity over the remaining vesting period. The equity amount is recognised in the share-based compensation reserve until the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

## 2.16 Borrowing costs

Borrowing costs incurred for the acquisition, construction or production of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Other borrowing costs are expensed when incurred.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2018

## 2 Summary of Significant Accounting Policies (Continued)

### 2.17 Deferred taxation

Deferred tax is calculated using the liability method on temporary differences at the end of the reporting period between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit, including existing taxable temporary differences will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

Deferred tax liabilities are recognised for taxable temporary differences arising on interests in subsidiaries and associated company, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not be reversed in the foreseeable future.

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the end of the reporting period.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or in equity if they relate to items that are charged or credited to other comprehensive income or directly to equity.

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if,

- (a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
  - (i) the same taxable entity; or
  - (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

## 2.18 Current taxation

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the end of the reporting period. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense/credit in profit or loss.

Current tax assets and current tax liabilities are presented in net if, and only if,

- (i) the Group has the legally enforceable right to set off the recognised amounts; and
- (ii) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The Group is subject to income taxes in certain jurisdictions other than Hong Kong. The Group engages tax professionals to calculate provisions for income taxes. Judgment is required in such calculations. Where the final tax outcome is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provision in the period which such determination is made.

## 2.19 Foreign currency translation

The financial statements are presented in Hong Kong dollar (HK\$), which is also the functional currency of the Company.

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the end of the reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the reporting period end retranslation of monetary assets and liabilities are recognised in profit or loss.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined and are reported as part of the fair value gain or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into Hong Kong dollar. Assets and liabilities have been translated into Hong Kong dollar at the closing rates at the end of the reporting period. Income and expenses have been converted into the Hong Kong dollar at the exchange rates ruling at the transaction dates, or at the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been recognised in other comprehensive income and accumulated separately in the exchange reserve in equity.

When a foreign operation is sold or closed, all of the accumulated exchange differences in respect of that operation attributable to the Group are reclassified from equity to profit or loss as part of the gain or loss.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2018

## 2 Summary of Significant Accounting Policies (Continued)

### 2.20 Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents comprise cash at bank and on hand, deposits held at call with banks, cash investments with a maturity of three months or less from date of investment that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

### 2.21 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the Group's senior executive management for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. Based on the internal reports reviewed by the senior executive management of the Group that are used to make strategic decision, the only operating segment of the Group is design, development, marketing and distribution of toys and family entertainment activity products. No separate analysis of the reportable segment profit/loss before income tax, reportable segment assets and reportable segment liabilities by operating segment are presented.

### 2.22 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 the key management personnel of the Group or the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
  - (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
  - (vi) The entity is controlled or jointly controlled by a person identified in (a).

- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

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

### 3 Adoption of New or Amended HKFRSs

The HKICPA has issued a number of new standards, amendments and interpretations to HKFRSs that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group's financial statements:

- HKFRS 9, *Financial instruments*
- HKFRS 15, *Revenue from contracts with customers and related amendments*
- HK(IFRIC) 22, *Foreign currency transactions and advance consideration*

The Group has not applied any new standard, amendment or interpretation that is not yet effective for the current accounting period.

Upon initial application of the above new standards, amendments and interpretations, there is no significant impact to the Group's financial statements and accordingly no adjustment to the opening balance of equity at 1 January 2018 and no restatement to the comparative information are required.

#### (a) HKFRS 9, *Financial instruments*

HKFRS 9 replaces HKAS 39, *Financial instruments: recognition and measurement*. It sets out the requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items.

##### (i) **Classification of financial assets and financial liabilities**

HKFRS 9 categorises financial assets into three principal classification categories: measured at amortised cost, FVOCI and FVPL. These supersede HKAS 39's categories of held-to-maturity investments, loans and receivables, available-for-sale financial assets and financial assets measured at FVPL. The classification of financial assets under HKFRS 9 is based on the business model under which the financial asset is managed and its contractual cash flow characteristics.

For the explanation of how the Group classifies and measures financial assets and recognises related gains and losses under HKFRS 9, see respective accounting policy note 2.7(i) and (ii).

The Group's financial assets measured at amortised cost and FVPL continue with their respective classification and measurements upon initial application of HKFRS 9. The Group does not have any financial assets classified as FVOCI.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2018

## 3 Adoption of New or Amended HKFRSs (Continued)

### (a) HKFRS 9, *Financial instruments* (Continued)

#### (i) Classification of financial assets and financial liabilities (Continued)

The classification and measurement requirements for financial liabilities under HKFRS 9 are largely unchanged from HKAS 39, except that HKFRS 9 requires the fair value change of a financial liability designated at FVPL that is attributable to changes of that financial liabilities' credit risk to be recognised in other comprehensive income (non-recycling).

The Group does not have any financial liabilities designated at FVPL and therefore the new requirement on financial liabilities does not have any impact on the Group.

#### (ii) Impairment

HKFRS 9 replaces the "incurred loss" model in HKAS 39 with the ECL model. The ECL model requires an ongoing measurement of credit risk associated with a financial asset and therefore recognises ECLs earlier than under the "incurred loss" accounting model in HKAS 39.

The Group applies the new ECL model to financial assets measured at amortised cost. Financial assets measured at fair value through profit or loss are not subject to the ECL assessment.

For further details on the Group's accounting policy for impairment of financial assets, please see note 2.7(iii).

As a result of this change in accounting policy on financial assets impairment, there is no significant impact to the Group's financial statements and accordingly no adjustment to the opening balance of equity at 1 January 2018 and no restatement to the comparative information are required.

### (b) HKFRS 15, *Revenue from contracts with customers and related amendments*

HKFRS 15 establishes a comprehensive framework for recognising revenue and some costs from contracts with customers. HKFRS 15 replaces HKAS 18, *Revenue*, which covered revenue arising from sale of goods and rendering of services.

HKFRS 15 also introduces additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

**(i) Timing of revenue recognition**

Previously, revenue arising from provision of services was recognised over time, whereas revenue from sale of goods was generally recognised at a point in time when the risks and rewards of ownership of the goods had passed to the customers.

Under HKFRS 15, revenue is recognised when the customer obtains control of the promised goods or service in the contract. This may be at a single point in time or over time. HKFRS 15 identifies the following three situations in which control of the promised goods or service is regarded as being transferred over time:

A - When the customer simultaneously receives and consumes the benefits provided by the entity's performance, as the entity performs;

B - When the entity's performance creates or enhances an asset (for example work in progress) that the customer controls as the asset is created or enhanced;

C - When the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

If the contract terms and the entity's activities do not fall into any of these 3 situations, then under HKFRS 15 the entity recognises revenue for the sale of that goods or service at a single point in time, being when control has passed. Transfer of risks and rewards of ownership is only one of the indicators that is considered in determining when the transfer of control occurs.

The adoption of HKFRS 15 does not have any impact on the timing the Group recognises revenue.

**(ii) Presentation of contract assets and liabilities**

Under HKFRS 15, a receivable is recognised only if the Group has an unconditional right to consideration. If the Group recognises the related revenue before receiving the consideration or being unconditionally entitled to the consideration for the promised goods and services in the contract, then the entitlement to consideration is classified as a contract asset. Similarly, a contract liability, rather than a payable, is recognised when a customer pays consideration, or is contractually required to pay consideration and the amount is already due, before the Group recognises the related revenue.

HKFRS 15 does not prohibit an entity from using alternative descriptions in the statement of financial position for contract assets and contract liabilities, provided that sufficient information is available for a financial statements user to distinguish between receivables and contract assets, payables and contract liabilities. The Group does not have any significant contract asset and continues to use the term "deposits from customers and distributors" instead of contract liability in the financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2018

## 3 Adoption of New or Amended HKFRSs (Continued)

### (b) HKFRS 15, *Revenue from contracts with customers and related amendments* (Continued)

#### (iii) Disclosures

HKFRS 15 requires that an entity shall disaggregate revenue recognised from contracts with customers into categories that depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors. Accordingly, the Group has disclosed the timing of revenue recognition in note 4 “Revenue”.

### (c) HK(IFRIC) 22, *Foreign currency transactions and advance consideration*

This interpretation provides guidance on determining “the date of the transaction” for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income arising from a transaction in which an entity receives or pays advance consideration in a foreign currency. The Interpretation clarifies that “the date of the transaction” is the date on initial recognition of the non-monetary asset or liability arising from the payment or receipt of advance consideration. If there are multiple payments or receipts in advance of recognising the related item, the date of the transaction for each payment or receipt should be determined in this way. The adoption of HK(IFRIC) 22 does not have any significant impact on the financial position and the financial result of the Group.

## 4 Revenue

The Group is principally engaged in the design, development, marketing and distribution of toys and family entertainment activity products. Revenue represented sales of toys and was recognised at the point in time when customers obtain the control of the goods.

Revenue recognised during the year ended 31 December 2018 from sales of toys was HK\$474,182,000 (2017: HK\$758,329,000).

## 5 Segment Information

### 5.1 Geographical information

The following table sets out information about the geographical location of (i) the Group's revenue and (ii) the Group's property, plant and equipment, and interest in an associated company ("specified non-current assets"). The geographical location of revenue is based on the country in which the customer is located. The geographical location of the specified non-current assets is based on the physical location of the assets in case of property, plant and equipment, and the location of operation in case of interest in an associated company.

	Revenue		Specified non-current assets	
	2018 HK\$'000	2017 HK\$'000	2018 HK\$'000	2017 HK\$'000
Hong Kong (place of domicile)	642	815	11,160	14,110
Americas				
– U.S.A.	302,896	495,680	1,533	2,609
– Others	39,898	49,206	–	–
Europe	93,708	163,586	–	–
Asia Pacific other than Hong Kong	32,286	43,795	–	–
Others	4,752	5,247	–	–
	473,540	757,514	1,533	2,609
	474,182	758,329	12,693	16,719

### 5.2 Major customers

The Group's customer base includes two (2017: four) customers with each of whom transactions have exceeded 10% of the Group's total revenue. Revenue from sales to these customers amounted to approximately HK\$129,951,000 and HK\$87,384,000 (2017: HK\$186,022,000, HK\$126,885,000, HK\$114,339,000 and HK\$107,504,000) respectively.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2018

## 6 Profit before Income Tax

Profit before income tax is stated after charging/(crediting) the following:

	2018 HK\$'000	2017 HK\$'000
Cost of inventories sold	188,260	298,353
Write-down of inventories	685	184
Product development and tooling costs	30,660	37,351
Royalties expenses	63,597	113,889
Provision for consumer returns, cooperative advertising, cancellation charges and freight allowance (Note 23)	36,096	21,211
Reversal of unutilised provision for consumer returns, cooperative advertising, cancellation charges and freight allowance (Note 23)	(10,649)	(1,274)
Depreciation of property, plant and equipment (Note 14)	5,023	5,320
Directors' and staff remunerations (Note 12)	75,409	75,984
Impairment loss on trade receivables (Note 18)	5,287	–
Allowance for customer concession	6,875	13,598
Reversal of allowance for customer concession	(2,769)	–
Operating leases expense on office	8,387	8,391
Net foreign exchange gain	(2,207)	(5,721)
Gain on disposal of property, plant and equipment	(100)	–
Auditors' remuneration	1,200	1,200

## 7 Other Net Income

	2018 HK\$'000	2017 HK\$'000
Interest income	15,767	10,572
Dividend income	254	236
Net gain on financial assets at fair value through profit or loss	4,731	4,424
Others	70	5,031
	<b>20,822</b>	<b>20,263</b>

## 8 Finance Costs

	2018 HK\$'000	2017 HK\$'000
Bank charges	3,130	5,735

## 9 Income Tax Expense

- 9.1 Hong Kong profits tax has been provided at the rate of 16.5% (2017: 16.5%) on the estimated assessable profits for the year. Overseas taxation of overseas subsidiaries is provided in accordance with the applicable tax laws.

	2018 HK\$'000	2017 HK\$'000
Current taxation		
Hong Kong profits tax	–	6,372
Overseas taxation	8,433	26,305
Over provision in prior years – Hong Kong	(20)	–
	<b>8,413</b>	32,677
Deferred taxation		
Origination and reversal of temporary differences	(4,601)	(6,782)
Impact of change in US tax rate ( <i>Note</i> )	–	6,867
	<b>(4,601)</b>	85
Income tax expense	<b>3,812</b>	32,762

- 9.2 Reconciliation between tax expense and accounting profit at applicable tax rates:

	2018 HK\$'000	2017 HK\$'000
Profit before income tax	4,374	88,526
Tax on profit before income tax, calculated at the rates applicable to profits in the tax jurisdiction concerned	4,929	27,380
Tax effect of:		
Non-taxable income	(1,696)	(1,939)
Non-deductible expenses	425	281
Unrecognised tax losses	174	173
Remeasurement of deferred tax due to change in US tax rate ( <i>Note</i> )	–	6,867
Over provision in prior years	(20)	–
Income tax expense	<b>3,812</b>	32,762

*Note:*

This amount related to the impact of U.S. tax legislation that was passed into law on 22 December 2017 (“US Tax Reform”), which lowered the U.S. federal tax rate for corporation from 35% to 21% effective from 1 January 2018.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2018

## 10 Dividends

### 10.1 Dividends attributable to the year

	2018 HK\$'000	2017 HK\$'000
Interim dividend of HK cents nil (2017: First interim dividend of HK cents 3) per share	–	36,014
Interim dividend of HK cents nil (2017: Second interim dividend of HK cents 3) per share	–	35,409
	–	71,423

At a meeting held on 10 August 2018, the board of directors did not recommend the payment of interim dividend.

At a meeting held on 28 February 2019, the board of directors did not recommend the payment of dividend.

### 10.2 Dividends attributable to the previous financial year and paid during the year

	2018 HK\$'000	2017 HK\$'000
Dividends in respect of the previous financial year and paid during the year: Second interim dividend of HK cents 3 (2017: HK cents 5) per share	35,409	60,535

## 11 Earnings per Share

The calculation of basic earnings per share is based on the profit attributable to owners of the Company of HK\$562,000 (2017: HK\$55,764,000) and the weighted average number of ordinary shares of 1,182,693,000 shares (2017: 1,204,424,000 shares) in issue during the year.

The calculation of diluted earnings per share is based on the profit attributable to owners of the Company of HK\$562,000 (2017: HK\$55,764,000) and the weighted average number of ordinary shares of 1,185,421,000 shares (2017: 1,210,579,000 shares) in issue during the year, adjusted for the effects of 2,728,000 (2017: 6,155,000) dilutive potential shares on exercise of share options.

## 12 Directors' and Staff Remunerations

	2018 HK\$'000	2017 HK\$'000
Wages, salaries and other benefits	69,505	73,780
Share-based compensation	3,615	–
Employer's contributions to provident fund	2,289	2,204
	75,409	75,984

## 13 Directors' Remuneration and Senior Management's Emoluments

### 13.1 Directors' emoluments

The emoluments of each director disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are set out below:

Name of director	Fee	Salary	Bonus	Share-based	Other	Total
	2018	2018	2018	compensation	benefits	2018
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
CHAN Kong Keung, Stephen	10	960	-	147	7	1,124
CHENG Bing Kin, Alain	10	1,176	-	177	7	1,370
CHOW Yu Chun, Alexander	330	-	-	74	-	404
LEE Ching Kwok, Rin	330	-	-	74	-	404
TO Shu Sing, Sidney	10	2,160	-	295	14	2,479
YANG, Victor	330	-	-	74	-	404
	1,020	4,296	-	841	28	6,185

Name of director	Fee	Salary	Bonus	Share-based	Other	Total
	2017	2017	2017	compensation	benefits	2017
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
CHAN Chun Hoo, Thomas (retired on 18 May 2017)	4	2,757	-	-	44	2,805
CHAN Kong Keung, Stephen (appointed on 18 May 2017)	6	594	-	-	5	605
CHENG Bing Kin, Alain	10	1,176	-	-	7	1,193
CHOW Yu Chun, Alexander	330	-	-	-	-	330
LEE Ching Kwok, Rin	330	-	-	-	-	330
TO Shu Sing, Sidney	10	1,798	-	-	55	1,863
YANG, Victor	330	-	-	-	-	330
	1,020	6,325	-	-	111	7,456

None of the directors have waived the right to receive their emoluments for the years ended 31 December 2018 and 2017.

Note: Other benefits include medical allowance and car allowance.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2018

## 13 Directors' Remuneration and Senior Management's Emoluments (Continued)

### 13.2 Five highest paid individuals

One (2017: one) of the five highest paid individuals is a director, whose emoluments are disclosed above. Details of the emoluments of the other four (2017: four) highest paid individuals are as follows:

	2018 HK\$'000	2017 HK\$'000
Salaries, other allowances and benefits in kind	8,138	8,094
Bonuses	–	1,054
Share-based compensation	545	–
Employer's contributions to provident fund	398	394
	<b>9,081</b>	9,542

The emoluments of these four (2017: four) individuals are within the following bands:

	Number of individuals	
HK\$	2018	2017
2,000,001 – 2,500,000	3	3
2,500,001 – 3,000,000	1	–
3,000,001 – 3,500,000	–	1
	<b>4</b>	4

## 14 Property, Plant and Equipment

	Leasehold improvements <i>HK\$'000</i>	Vehicle, equipment, furniture and fixtures <i>HK\$'000</i>	Computers <i>HK\$'000</i>	Total <i>HK\$'000</i>
<b>Cost</b>				
At 1 January 2018	9,823	4,093	8,876	22,792
Additions	116	797	164	1,077
Disposals	–	(799)	(7)	(806)
<b>At 31 December 2018</b>	<b>9,939</b>	<b>4,091</b>	<b>9,033</b>	<b>23,063</b>
<b>Accumulated depreciation</b>				
At 1 January 2018	3,996	2,186	5,811	11,993
Charge for the year	2,943	600	1,480	5,023
Disposals	–	(719)	(7)	(726)
<b>At 31 December 2018</b>	<b>6,939</b>	<b>2,067</b>	<b>7,284</b>	<b>16,290</b>
<b>Net book value</b>				
<b>At 31 December 2018</b>	<b>3,000</b>	<b>2,024</b>	<b>1,749</b>	<b>6,773</b>
<b>Cost</b>				
At 1 January 2017	1,451	3,417	25,938	30,806
Exchange fluctuation	7	13	158	178
Additions	8,365	1,597	981	10,943
Disposals	–	(934)	(18,201)	(19,135)
<b>At 31 December 2017</b>	<b>9,823</b>	<b>4,093</b>	<b>8,876</b>	<b>22,792</b>
<b>Accumulated depreciation</b>				
At 1 January 2017	1,102	2,498	22,053	25,653
Exchange fluctuation	6	11	138	155
Charge for the year	2,888	611	1,821	5,320
Disposals	–	(934)	(18,201)	(19,135)
<b>At 31 December 2017</b>	<b>3,996</b>	<b>2,186</b>	<b>5,811</b>	<b>11,993</b>
<b>Net book value</b>				
<b>At 31 December 2017</b>	<b>5,827</b>	<b>1,907</b>	<b>3,065</b>	<b>10,799</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2018

## 15 Interest in Subsidiaries

Details of the principal subsidiaries of the Company as at 31 December 2018 are as follows:

Name of company	Place of incorporation	Total issued and fully paid shares	Effective percentage holding	Principal activities, place of operation
<i>Shares held indirectly:</i>				
Playmates International Company Limited	Hong Kong	1 ordinary share	100%	Toy development, marketing and distribution, and related investment activities, Hong Kong
Playmates Toys Inc.	U.S.A.	305,000 common stocks of US\$30 each	100%	Toy marketing and distribution, U.S.A.
Team Green Innovation Inc.	U.S.A.	10 common stocks of US\$0.01 each	100%	Product design and development services, U.S.A.

The above table includes subsidiaries of the Company which principally affected the results for the year or formed a substantial portion of the net assets of the Group.

## 16 Interest in an Associated Company

	2018 HK\$'000	2017 HK\$'000
Cost of investment	18,077	18,077
Share of post-acquisition loss, other comprehensive income, net of dividends received	(12,157)	(12,157)
	5,920	5,920

As at 31 December 2018, the Group held interests in the following associated company:

Name of company	Place of incorporation	Particulars of issued shares	Effective percentage holding
Unimax Holdings Limited ("Unimax")	The British Virgin Islands	200 ordinary shares of US\$1 each	49%

The associated company is held indirectly by the Company and operates in Hong Kong. It is an unlisted corporate entity whose market value is not readily available and is accounted for using the equity method in the consolidated financial statements.

Unimax is an investment holding company whose subsidiaries are principally engaged in the design and marketing of pre-school toys, dolls and die cast models, and which was a strategic investment of the Group at the time of initial investment in 1992.

Summarised financial information of the associated company and its subsidiaries is disclosed below:

	<b>2018</b> <b>HK\$'000</b>	2017 HK\$'000
Gross amounts of the associated company		
Non-current assets	-	-
Current assets	<b>12,082</b>	12,082
Current liabilities	-	-
Non-current liabilities	-	-
Equity	<b>12,082</b>	12,082
Group's effective interest	<b>49%</b>	49%
Group's share of net assets of the associated company and carrying amount in the consolidated financial statements	<b>5,920</b>	5,920
Revenue	-	-
Loss for the year and total comprehensive income	-	(272)
Dividend from the associated company	-	-

## 17 Inventories

As at 31 December 2018, the carrying amount of inventories after write down amounted to HK\$24,237,000 (2017: HK\$22,728,000) and the carrying amount of inventories that are carried at net realisable value amounted to HK\$2,238,000 (2017: HK\$1,390,000).

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2018

## 18 Trade Receivables

	2018 <i>HK\$'000</i>	2017 <i>HK\$'000</i>
Trade receivables	159,458	187,261
Less: Allowance for impairment ( <i>Note 18.2</i> )	(2,664)	(2,664)
Less: Allowance for customer concession	(16,789)	(15,218)
	<b>140,005</b>	169,379

The Group grants credits to retail customers to facilitate the sale of slow moving merchandise held by such customers. Such allowance for customer concession is arrived at by using available contemporary and historical information to evaluate the exposure.

### 18.1 Aging analysis

The normal trade terms with customers are letters of credit at sight or usance or on open accounts with credit term in the range of 60 to 90 days. The following is an aging analysis of trade receivables based on the invoice date at the end of the reporting period:

	2018 <i>HK\$'000</i>	2017 <i>HK\$'000</i>
0 – 60 days	94,295	125,151
61 – 90 days	39,858	34,080
91 – 180 days	3,182	2,408
Over 180 days	2,670	7,740
	<b>140,005</b>	169,379

### 18.2 Impairment of trade receivables

The movement in the allowance for impairment during the year is as follows:

	2018 <i>HK\$'000</i>	2017 <i>HK\$'000</i>
At 1 January	2,664	2,647
Exchange fluctuation	–	17
Impairment loss recognised	5,287	–
Impairment allowance written off	(5,287)	–
<b>At 31 December</b>	<b>2,664</b>	2,664

### 18.3 Trade receivables that are not impaired

The aging analysis of trade receivables that are not impaired is as follows:

	2018 <i>HK\$'000</i>	2017 <i>HK\$'000</i>
Neither past due nor impaired	<b>104,443</b>	124,875
1 – 90 days past due	<b>32,425</b>	35,607
91 – 180 days past due	<b>482</b>	1,198
Over 180 days past due	<b>2,655</b>	7,699
	<b>35,562</b>	44,504
	<b>140,005</b>	169,379

Receivables that were neither past due nor impaired related to customers for whom there was no recent history of default.

Receivables that were past due but not impaired related to customers that have a good track record of credit with the Group. Based on past experience and forward looking elements of the Group, impairment allowance in respect of these balances is considered to be insignificant, as there has not been a significant change in credit quality and the balances are expected to be fully recoverable. The Group does not hold any collateral over these balances.

## 19 Financial Assets at Fair Value through Profit or Loss

	2018 <i>HK\$'000</i>	2017 <i>HK\$'000</i>
Listed equity investment in Hong Kong	–	3,338
Listed equity investment outside Hong Kong	–	15,257
	–	18,595

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2018

## 20 Trade Payables

The following is an aging analysis of trade payables based on the invoice date at the end of the reporting period:

	2018 HK\$'000	2017 HK\$'000
0 – 30 days	35,163	20,984
31 – 60 days	415	2,645
Over 60 days	833	758
	<b>36,411</b>	<b>24,387</b>

## 21 Deposits Received, Other Payables and Accrued Charges

	2018 HK\$'000	2017 HK\$'000
Deposits from customers and distributors ( <i>Note</i> )	60,642	64,658
Accrued product development, sales, marketing and distribution expenses	6,088	12,645
Accrued royalties	33,925	57,533
Accrued directors' and staff remunerations	4,656	9,528
Withholding tax payable	2,996	2,968
Accrued administrative expenses and professional fees	4,472	4,358
	<b>112,779</b>	<b>151,690</b>

*Note:*

During the year, the Group has recognised revenue of HK\$11,858,000 from this balance as at the beginning of the reporting period.

## 22 Loan from an Associated Company

The loan from Unimax is unsecured, interest free and repayable on demand without a fixed repayment term.

## 23 Provisions

	Consumer returns HK\$'000	Cooperative advertising HK\$'000	Cancellation charges HK\$'000	Freight allowance HK\$'000	Total HK\$'000
At 1 January 2018	14,840	25,958	1,359	–	42,157
Reclassified from accrued charges	–	–	–	8,545	8,545
Additional provisions made	3,740	18,768	764	12,824	36,096
Reversal of unutilised provisions	(5,005)	(4,111)	(348)	(1,185)	(10,649)
Provisions utilised	(4,110)	(14,248)	(249)	(10,905)	(29,512)
<b>At 31 December 2018</b>	<b>9,465</b>	<b>26,367</b>	<b>1,526</b>	<b>9,279</b>	<b>46,637</b>

## 24 Deferred Taxation

Deferred taxation is calculated in full on temporary differences under the liability method using taxation rate of 16.5% (2017: 16.5%) in Hong Kong, and federal and state tax rates of 21% (2017: 21%) and 8.84% (2017: 8.84%) respectively in the U.S..

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

	Accelerated depreciation HK\$'000	Other temporary differences HK\$'000 (Note (a))	Employee benefits HK\$'000 (Note (b))	Total HK\$'000
At 1 January 2017	(1,142)	25,925	3,054	27,837
Exchange fluctuation	(6)	106	19	119
Credited/(Charged) to profit or loss	994	515	(1,594)	(85)
At 31 December 2017 and 1 January 2018	(154)	26,546	1,479	27,871
Credited to profit or loss	368	2,979	1,254	4,601
<b>At 31 December 2018</b>	<b>214</b>	<b>29,525</b>	<b>2,733</b>	<b>32,472</b>

Notes:

- (a) Other temporary differences mainly represent the provisions, unrealised profits on inventories and tax loss.
- (b) Employee benefits represents share-based compensation.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2018

## 24 Deferred Taxation (Continued)

### Deferred tax assets not recognised

The Group has not recognised tax losses of HK\$17,794,000 (2017: HK\$16,737,000). The tax losses do not expire under respective current tax legislation.

### Deferred tax liabilities not recognised

As at 31 December 2018, temporary differences relating to the undistributed profits of certain subsidiaries of the Group amounted to HK\$612,274,000 (2017: HK\$580,463,000). Deferred tax liabilities have not been recognised in respect of the tax that would be payable on the distribution of these retained profits.

## 25 Equity Settled Share-based Transactions

The share option scheme of the Company adopted on 25 January 2008 (“2008 PTL Scheme”) was expired on 31 January 2018. All outstanding share options granted under the 2008 PTL Scheme will continue to be valid and exercisable in accordance with the provisions of the 2008 PTL Scheme.

A new share option scheme of the Company was adopted on 21 May 2018 (“2018 PTL Scheme”). Under the 2018 PTL Scheme, a nominal consideration at HK\$10 was paid by each option holder for each lot of share options granted. Share options are exercisable in stages in accordance with the terms of the 2018 PTL Scheme within ten years after the date of grant. All share-based compensation will be settled in equity.

The number and weighted average exercise price of share options granted under the 2008 PTL Scheme and 2018 PTL Scheme are as follows:

	2018		2017	
	Weighted average exercise price HK\$	Number of options '000	Weighted average exercise price HK\$	Number of options '000
At 1 January	0.738	13,132	0.749	14,406
Granted (Note (a))	0.826	29,752	–	–
Exercised (Note (b))	0.930	(450)	0.885	(1,150)
Lapsed	0.813	(513)	0.613	(124)
At 31 December	0.797	41,921	0.738	13,132
Exercisable at 31 December	0.766	19,982	0.738	13,132

Note:

- (a) Share options were granted under the 2018 PTL Scheme to directors, employees and other participants on 29 June 2018 at the exercise price of HK\$0.826 and expiring on 28 June 2028. The closing price of the ordinary share of the Company on 28 June 2018, being the trading day immediately before the day on which the share options were granted, was HK\$0.810. Consideration received was HK\$740 in respect of the share options granted during the year.

The fair values of options granted were determined at the date of grant using the Black-Scholes valuation model. The following principal assumptions were used in the calculation:

Date of grant	29 June 2018
Share price at date of grant	HK\$0.810
Exercise price	HK\$0.826
Expected volatility	40.3%
Expected life of option	5 years
Risk-free rate	2.20%
Fair value at date of grant	HK\$0.306

The underlying expected volatility was determined by reference to historical data, calculated based on expected life of share options.

- (b) These share options were exercised during the year ended 31 December 2018 at exercise price of HK\$0.930 (2017: ranging from HK\$0.415 to HK\$0.930). The weighted average closing price of the ordinary shares of the Company immediately before the date on which the options were exercised during the year was HK\$1.12 (2017: HK\$1.40).

Subject to the waiver or variation by the board from time to time at its sole discretion, in general 25% of the shares options granted shall be vested each year commencing on the date of grant and exercisable until the expiration of the relevant option period. No share options were cancelled during the year.

The share options outstanding at 31 December 2018 had a weighted average remaining contractual life of 7.62 years (2017: 4.33 years).

In 2018, HK\$4,349,000 share-based compensation expense had been included in the consolidated income statement and the corresponding amount of which had been credited to share-based compensation reserve (2017: HK\$ nil). No liabilities were recognised due to share-based payment transactions.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2018

## 26 Equity – Group and Company

### 26.1 Share capital

	Authorised Ordinary shares of HK\$0.01 each	
	No. of shares	HK\$'000
<b>At 31 December 2018 and 2017</b>	<b>3,000,000,000</b>	<b>30,000</b>
	Issued and fully paid Ordinary shares of HK\$0.01 each	
	No. of shares	HK\$'000
At 1 January 2017	1,214,396,000	12,144
Exercise of share options	1,150,000	12
Cancellation of repurchased shares	(19,776,000)	(198)
<b>At 31 December 2017 and 1 January 2018</b>	<b>1,195,770,000</b>	<b>11,958</b>
Exercise of share options	450,000	4
Cancellation of repurchased shares ( <i>Note</i> )	(16,220,000)	(162)
<b>At 31 December 2018</b>	<b>1,180,000,000</b>	<b>11,800</b>

*Note:*

During the year, the Company repurchased a total of 15,450,000 shares of the Company on the Stock Exchange as follows:

Month/year	Par value per share HK\$	Number of shares repurchased	Highest price paid per share HK\$	Lowest price paid per share HK\$	Aggregate price paid HK\$'000
March 2018	0.01	15,450,000	1.11	1.06	16,927

All of the above repurchased shares were cancelled during the year. The 770,000 shares repurchased in December 2017 were also cancelled during the year. The issued share capital of the Company was accordingly diminished by the nominal value of these shares. The premium paid on repurchase was charged against either the share premium account or retained profits. An amount equivalent to the nominal value of the shares cancelled was transferred from retained profits to capital redemption reserve.

## 26.2 Reserves

### Company

	Share premium HK\$'000	Share-based compensation reserve HK\$'000	Share repurchase reserve HK\$'000	Capital redemption reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000
At 1 January 2017	16,893	7,959	-	48	534,466	559,366
Profit for the year	-	-	-	-	64,385	64,385
Share option scheme						
– shares issued	1,712	(706)	-	-	-	1,006
– share options lapsed	-	(54)	-	-	54	-
Repurchase of shares of the Company	(18,605)	-	(907)	197	(7,070)	(26,385)
2016 second interim dividend paid	-	-	-	-	(60,535)	(60,535)
2017 first interim dividend paid	-	-	-	-	(36,014)	(36,014)
At 31 December 2017	-	7,199	(907)	245	495,286	501,823
At 1 January 2018	-	7,199	(907)	245	495,286	501,823
Profit for the year	-	-	-	-	8,838	8,838
Share option scheme						
– value of services	-	4,349	-	-	-	4,349
– shares issued	703	(289)	-	-	-	414
– share options lapsed	-	(38)	-	-	38	-
Repurchase of shares of the Company	(703)	-	907	162	(17,131)	(16,765)
2017 second interim dividend paid	-	-	-	-	(35,409)	(35,409)
At 31 December 2018	-	11,221	-	407	451,622	463,250

The application of the share premium account, the capital redemption reserve account and the contributed surplus account is governed by the Companies Act 1981 of Bermuda.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2018

## 26 Equity – Group and Company (Continued)

### 26.3 Capital management

The Group's capital management is primarily to provide a reasonable return for owners of the Company and benefits for other stakeholders and to safeguard the Group's ability to continue as a going concern.

Capital represents total equity and debts. The Group manages the capital structure and makes adjustments to it in light of changes in economic conditions. The Group may maintain or adjust the capital structure by taking necessary measures including issuing new shares and raising new debt financing.

The net debt to equity ratio defined and calculated by the Group as total borrowings less cash and cash equivalents expressed as a percentage of total equity. The ratio is not presented as the Group has no net debt at 31 December 2018 and 2017.

## 27 Notes to the Consolidated Cash Flow Statement

### 27.1 Reconciliation of profit before income tax to cash generated from operations

	2018 HK\$'000	2017 HK\$'000
Profit before income tax	4,374	88,526
Interest income	(15,767)	(10,572)
Dividend income	(254)	(236)
Depreciation of property, plant and equipment	5,023	5,320
Share-based compensation	4,349	–
Net gain on financial assets at fair value through profit or loss	(4,731)	(4,424)
Gain on disposal of property, plant and equipment	(100)	–
Unrealised exchange loss/(gain)	399	(1,981)
Share of loss of an associated company	–	133
Operating (loss)/profit before working capital changes	(6,707)	76,766
Increase in inventories	(1,509)	(7,491)
Decrease in trade receivables, deposits paid, other receivables and prepayments	26,526	34,319
(Decrease)/Increase in trade payables, deposits received, other payables and accrued charges and provisions	(22,407)	32,533
Cash (used in)/generated from operations	(4,097)	136,127

## 27.2 Analysis of cash and cash equivalents

	2018 <i>HK\$'000</i>	2017 <i>HK\$'000</i>
Cash and bank balances	<b>1,008,131</b>	1,021,159

## 28 Commitments

### 28.1 Licensing commitments

In the normal course of business, the Group enters into contractual licensing agreements to secure its rights to design, develop, market and distribute certain toys and family entertainment activity products for future sales. Certain licensing agreements contain financial commitments by the Group to the licensors to be fulfilled during the terms of the contracts. The amounts of financial commitments contracted but not provided for at the end of the year were payable as follows:

	2018 <i>HK\$'000</i>	2017 <i>HK\$'000</i>
Within one year	<b>43,852</b>	43,559
In the second to fifth years	<b>43,368</b>	50,778
	<b>87,220</b>	94,337

### 28.2 Operating lease commitments

The Group acts as lessee under operating leases for its offices. At 31 December 2018, the future aggregate minimum lease payments under non-cancellable operating leases for offices payable by the Group were as follows:

	2018 <i>HK\$'000</i>	2017 <i>HK\$'000</i>
Within one year	<b>8,271</b>	8,188
In the second to fifth years	<b>2,930</b>	11,201
	<b>11,201</b>	19,389

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2018

## 29 Related Party Transactions

29.1 The Group entered into the following significant transactions with related parties:

	<b>2018</b>	2017
	<b>HK\$'000</b>	HK\$'000
Rent and building management fee paid to fellow subsidiary, Belmont Limited ( <i>Note (a)</i> )	<b>6,373</b>	6,335
Rent and building management fee paid to fellow subsidiary, Bagnols Limited ( <i>Note (b)</i> )	<b>254</b>	322

*Notes:*

- (a) This transaction constitutes a continuing connected transaction and is disclosed in the Report of the Directors under the section headed "Continuing Connected Transaction" as required by the Listing Rules. This continuing connected transaction was exempt from independent shareholders' approval requirement pursuant to Chapter 14A of the Listing Rules.
- (b) This transaction, constitutes a continuing connected transaction, was exempt from reporting, annual review, announcement and independent shareholders' approval requirements pursuant to Chapter 14A of the Listing Rules.

29.2 No transactions have been entered with the directors of the Company (being the key management personnel) during the year other than the emoluments paid to them (being the key management personnel compensation) as disclosed in note 13.1.

## 30 US Dollar Equivalents

These are shown for reference only and have been arrived at based on the exchange rate of HK\$7.8 to US\$1 ruling at 31 December 2018.

## 31 Financial Risk Management and Fair Value Measurement

### 31.1 Categories of financial instruments

	2018 <i>HK\$'000</i>	2017 <i>HK\$'000</i>
<b>Financial assets</b>		
Financial assets at amortised cost		
Trade receivables	140,005	169,379
Deposits paid and other receivables	2,962	2,436
Cash and bank balances	1,008,131	1,021,159
Financial assets at fair value through profit or loss	–	18,595
	<b>1,151,098</b>	1,211,569
<b>Financial liabilities at amortised cost</b>		
Trade payables	36,411	24,387
Other payables and accrued charges	52,137	91,457
Loan from an associated company	5,831	5,831
	<b>94,379</b>	121,675

### 31.2 Financial risk factors

Exposure to currency risk, price risk, credit risk and liquidity risk arises in the normal course of business. The risks are minimised by the financial management policies and practices described below:

#### 31.2.1 Currency risk

The Group is exposed to foreign currency risk primarily through sales that are denominated in a currency different from domestic currencies used to fund the operations of the relevant group companies. The currency giving rise to this risk is mainly United States dollar. The Group does not hedge its foreign currency risks, as the rate of exchange between Hong Kong dollar and the United States dollar is controlled within a tight range. Long-term changes in foreign exchange rates may have an impact on consolidated earnings.

#### 31.2.2 Price risk

The Group is exposed to equity securities price risk arising from investments held by the Group which are classified in the consolidated statement of financial position as financial assets at fair value through profit or loss. To manage its price risk arising from investments in equity securities, the Group diversifies its portfolio.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2018

## 31 Financial Risk Management and Fair Value Measurement (Continued)

### 31.2 Financial risk factors (Continued)

#### 31.2.2 Price risk (Continued)

At 31 December 2018, the Group did not hold any equity investments which were exposed to equity price risk.

At 31 December 2017, it is estimated that a general increase/decrease of 5 per cent of global major indices, with all other variables held constant, would increase/decrease the Group's profit for the year and equity by approximately HK\$930,000.

#### 31.2.3 Credit risk

Financial instruments held by the Group that may be subject to credit risk include cash equivalents and trade and other receivables. Cash equivalents consist principally of deposits and short-term money market funds placed with major financial institutions. These instruments are short-term in nature and bear minimal risk. To date, the Group has not experienced any losses on cash equivalents.

The Group sells its products primarily to national and regional mass-market retailers in the United States and to third party independent distributors outside the United States. Credit is extended to United States customers for domestic sales based on an evaluation of the customers' financial condition, and generally collateral is not required. The Group assigns the majority of its trade receivables to factoring and receivable agencies to manage the credit risk. The factoring and receivable processing agents would analyse the Group's customers, credit approval and collection processing of the receivables. These agreements transfer the credit risk due to a customer's inability to pay to the factoring and receivable agents so as to mitigate credit exposure of the Group. Direct shipments to customers who are located outside the United States are normally secured by letters of credit or advance payment as credit is only extended to a limited number of customers.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position as summarised in note 31.1 above.

#### *Concentrations of credit risk*

The Group markets a substantial portion of its products to customers in the retail industry. The Group continually evaluates the credit risk of these customers. The percentages of sales for the year attributable to the Group's major customers were:

	2018	2017
<b>Sales</b>		
– the largest customer	27%	25%
– five largest customers in aggregate	67%	75%

### 31.2.4 Liquidity risk

The Group aims to maintain prudent liquidity risk management through maintaining sufficient cash and flexibility in funding by keeping adequate credit lines available.

The analysis of the Group's contractual maturities of its financial liabilities as at the end of the reporting period below is based on the undiscounted cash flows of financial liabilities.

	2018				Carrying amount HK\$'000
	Within 1 year or on demand HK\$'000	Over 1 year but within 2 years HK\$'000	Over 2 years but within 5 years HK\$'000	Total undiscounted amount HK\$'000	
Trade payables	36,411	-	-	36,411	36,411
Other payables and accrued charges	52,137	-	-	52,137	52,137
Loan from an associated company	5,831	-	-	5,831	5,831
	<b>94,379</b>	<b>-</b>	<b>-</b>	<b>94,379</b>	<b>94,379</b>
	2017				Carrying amount HK\$'000
	Within 1 year or on demand HK\$'000	Over 1 year but within 2 years HK\$'000	Over 2 years but within 5 years HK\$'000	Total undiscounted amount HK\$'000	
Trade payables	24,387	-	-	24,387	24,387
Other payables and accrued charges	91,457	-	-	91,457	91,457
Loan from an associated company	5,831	-	-	5,831	5,831
	<b>121,675</b>	<b>-</b>	<b>-</b>	<b>121,675</b>	<b>121,675</b>

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2018

## 31 Financial Risk Management and Fair Value Measurement (Continued)

### 31.3 Financial assets and liabilities measured at fair value

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

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

	2017			
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
<b>Recurring fair value measurement</b>				
Financial assets at fair value through profit or loss:				
Listed equity investment in Hong Kong	3,338	–	–	3,338
Listed equity investment outside Hong Kong	15,257	–	–	15,257
	18,595	–	–	18,595

As at 31 December 2018, there were no financial assets or liabilities measured at fair value.

During the years ended 31 December 2018 and 2017, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

### 31.4 Financial assets and liabilities not reported at fair value

The carrying amounts of the Group's financial assets and liabilities (comprising trade receivables, deposits paid and other receivables, trade payables, other payables and accrued charges and loan from an associated company carried at amortised cost) approximate their fair values as at 31 December 2018 and 2017.

## 32 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2018

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended 31 December 2018 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

	<b>Effective for accounting periods beginning on or after</b>
HKFRS 16, <i>Leases</i>	1 January 2019
HK(IFRIC) 23, <i>Uncertainty over income tax treatments</i>	1 January 2019
Annual Improvements to HKFRSs 2015-2017 Cycle	1 January 2019
Amendments to HKAS 28, <i>Long-term interest in associates and joint ventures</i>	1 January 2019
Amendments to HKFRS 3, <i>Definition of a business</i>	1 January 2020
Amendments to HKAS 1 and HKAS 8, <i>Definition of material</i>	1 January 2020

The Group is in the process of making an assessment of what the impact of these amendments, new standards and interpretations is expected to be in the period of initial application. So far the Group has identified some aspects of HKFRS 16 which may have impact on the financial statements. Further details of the expected impacts are discussed below. While the assessment has been substantially completed for HKFRS 16, the actual impact upon the initial adoption of this standard 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 standard is initially applied in the Group's interim financial report for the six months ending 30 June 2019. The Group may also change its accounting policy elections, including the transition options, until the standard is initially applied in that interim financial report.

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2018

## 32 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2018 (Continued)

### HKFRS 16, Leases

Upon adoption of HKFRS 16, lessees will no longer distinguish between finance leases and operating leases. Instead, lessees will account for all leases in a similar way to current finance lease accounting, i.e. at the commencement date of the lease the lessee will recognise a lease liability at the present value of the minimum future lease payments and will recognise a corresponding “right-of-use” asset. After initial recognition of this asset and liability, the lessee will recognise interest expense accrued on the outstanding balance of the lease liability, and depreciation of the right-of-use asset, instead of the current policy of recognising rental expenses incurred under operating leases on a systematic basis over the lease term. As a practical expedient, the lessee can elect not to apply this accounting model to short-term leases (i.e. where the lease term is 12 months or less) and to leases of low-value assets, in which case the rental expenses would continue to be recognised on a systematic basis over the lease term.

HKFRS 16 will primarily affect the Group’s accounting as a lessee of lease for office which is currently classified as operating lease. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the statement of profit or loss over the period of the lease.

HKFRS 16 is effective for annual periods beginning on or after 1 January 2019. As allowed by HKFRS 16, the Group plans to elect the practical expedient for not applying the new accounting model to short-term leases and leases of low-value assets. The Group plans to elect to use the modified retrospective approach for the adoption of HKFRS 16 to recognise the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 January 2019 and will not restate the comparative information. As disclosed in note 28.2, at 31 December 2018 the Group’s future minimum lease payments under non-cancellable operating leases amounted to HK\$11,201,000 for lease of office. Upon the initial adoption of HKFRS 16 at 1 January 2019, the opening balances of lease liabilities and right-of-use assets will both be adjusted to HK\$5,482,000 with the cumulative effect of initial application amounted to HK\$672,000 to be adjusted to opening balance of equity.

### 33 Company Level Statement of Financial Position

	Note	2018 US\$'000 (Note 30)	2018 HK\$'000	2017 HK\$'000
<b>Non-current assets</b>				
Interest in subsidiaries		18,895	147,380	147,380
<b>Current assets</b>				
Other receivables and prepayments		34	268	701
Amounts due from subsidiaries		2,392	18,658	160
Financial assets at fair value through profit or loss		–	–	18,595
Cash and bank balances		40,809	318,312	361,515
		43,235	337,238	380,971
<b>Current liabilities</b>				
Other payables and accrued charges		72	560	562
Amounts due to subsidiaries		1,155	9,008	14,008
		1,227	9,568	14,570
<b>Net current assets</b>		42,008	327,670	366,401
<b>Net assets</b>		60,903	475,050	513,781
<b>Equity</b>				
Share capital	26.1	1,513	11,800	11,958
Reserves	26.2	59,390	463,250	501,823
<b>Total equity</b>		60,903	475,050	513,781

On behalf of the board

**CHENG Bing Kin, Alain**  
Director

**TO Shu Sing, Sidney**  
Director

## FIVE YEAR FINANCIAL SUMMARY

The following table summarises the results, assets and liabilities of the Group for each of the five years ended 31 December:

	<b>2018</b> <i>HK\$'000</i>	2017 <i>HK\$'000</i>	2016 <i>HK\$'000</i>	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>
<b>Revenue</b>	<b>474,182</b>	758,329	992,933	1,551,464	2,160,206
Profit before income tax	<b>4,374</b>	88,526	176,122	389,595	635,912
Income tax expense	<b>(3,812)</b>	(32,762)	(65,916)	(113,350)	(145,240)
<b>Profit for the year attributable to owners of the Company</b>	<b>562</b>	55,764	110,206	276,245	490,672
Total assets	<b>1,235,210</b>	1,304,669	1,322,280	1,385,386	1,437,198
Total liabilities	<b>(217,471)</b>	(239,923)	(195,906)	(251,761)	(400,837)
<b>Net assets</b>	<b>1,017,739</b>	1,064,746	1,126,374	1,133,625	1,036,361

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