



太和控股有限公司

TAI UNITED HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock Code 股票代號 : 718

2020
Annual Report
二零二零年 年報

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Kwong Kai Sing Benny (*Chief Executive Officer*)
Mr. Chen Weisong
Mr. Chow Chi Wah Vincent
Mr. Wang Hongfang (appointed on 7 January 2021)

Independent Non-Executive Directors

Dr. Gao Bin
Ms. Liu Yan
Mr. Tang King Shing, *GBS, PDSM*

AUDIT COMMITTEE

Ms. Liu Yan (*Chairman*)
Dr. Gao Bin
Mr. Tang King Shing, *GBS, PDSM*

REMUNERATION COMMITTEE

Dr. Gao Bin (*Chairman*)
Ms. Liu Yan
Mr. Tang King Shing, *GBS, PDSM*

NOMINATION COMMITTEE

Dr. Gao Bin (*Chairman*)
Ms. Liu Yan
Mr. Tang King Shing, *GBS, PDSM*

COMPANY SECRETARY

Ms. Yam Wai Wah Jenny

AUTHORISED REPRESENTATIVES

Mr. Kwong Kai Sing Benny
Ms. Yam Wai Wah Jenny

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

董事局

執行董事

鄭啟成先生 (*行政總裁*)
陳偉松先生
周志華先生
王宏放先生 (於二零二一年一月七日獲委任)

獨立非執行董事

高濱博士
劉艷女士
鄧竟成先生，*金紫荊星章、香港警察卓越獎章*

審核委員會

劉艷女士 (*主席*)
高濱博士
鄧竟成先生，*金紫荊星章、香港警察卓越獎章*

薪酬委員會

高濱博士 (*主席*)
劉艷女士
鄧竟成先生，*金紫荊星章、香港警察卓越獎章*

提名委員會

高濱博士 (*主席*)
劉艷女士
鄧竟成先生，*金紫荊星章、香港警察卓越獎章*

公司秘書

任慧華女士

授權代表

鄭啟成先生
任慧華女士

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Corporate Information 公司資料

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 2902, 29th Floor
China United Centre
28 Marble Road
North Point
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN BERMUDA

Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

AUDITORS

Deloitte Touche Tohmatsu
Certified Public Accountants
Public Interest Entity Auditor registered in accordance with
the Financial Reporting Council Ordinance
35th Floor, One Pacific Place
88 Queensway
Hong Kong

LEGAL ADVISERS

As to Bermuda law
Conyers Dill & Pearman

As to Hong Kong law
Norton Rose Fulbright Hong Kong
LCH Lawyers LLP

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
China Merchants Bank Co., Ltd. Hong Kong Branch
Industrial and Commercial Bank of China (Asia) Limited
Shanghai Commercial Bank Limited

總辦事處及 香港主要營業地點

香港
北角
馬寶道28號
華匯中心
29樓2902室

百慕達股份過戶登記總處

Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

香港股份過戶登記分處

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心54樓

核數師

德勤•關黃陳方會計師行
執業會計師
於《財務匯報局條例》下的註冊公眾利益
實體核數師
香港
金鐘道88號
太古廣場一座35樓

法律顧問

關於百慕達法律
康德明律師事務所

關於香港法律
諾頓羅氏香港
呂鄭洪律師行

主要往來銀行

中國銀行(香港)有限公司
招商銀行股份有限公司香港分行
中國工商銀行(亞洲)有限公司
上海商業銀行有限公司



Corporate Information
公司資料

COMPANY'S WEBSITE

www.irasia.com/listco/hk/taiunited/index.htm

INVESTOR RELATIONS

E-mail: ir@taiunited.com

STOCK CODE

718

BOARD LOT SIZE

5,000 shares

公司網站

www.irasia.com/listco/hk/taiunited/index.htm

投資者關係

電郵: ir@taiunited.com

股份代號

718

每手買賣單位

5,000 股

Chief Executive Officer's Statement 行政總裁致辭

Getting through the tumultuous 2020 that brought with it a pandemic, a slowing economy and unprecedented global changes, I am delighted to report that the financial performance of Tai United Holdings Limited (“**Company**”, together with its subsidiaries referred to as “**Group**”) has delivered another year of improved financial performance, where the loss attributable to owners of the Company has reduced significantly from approximately HK\$246.4 million last year to approximately HK\$26.8 million this year, exceed expectations under the deteriorating economic environment. Thanks to the strengthened corporate resilience brought by conservative approach in business development and cost reduction program that help the Group getting through the economic headwinds.

Market sentiments of various asset markets and business environment across the globe has started to improve in the fourth quarter of 2020 due to uncertainties eased on US presidential election result, announcement of vaccine efficacy rate and fiscal stimulus packages from various central bank. The Company therefore adjusted its business development strategy in accordance with the changing business climate, from a conservative stance that has been adopted since the beginning of US-China trade tension in 2018, to a proactive approach in business development - committing our time and corporate resources for inorganic growth prospects. After the completion of certain necessary merger and acquisition processes, the Company successfully entered into agreements for the very substantial acquisition of shopping mall businesses in Jinzhou and Guangzhou in the People's Republic of China (“**PRC**” or “**China**”) and the deal was scheduled to be completed in the first half of 2021. As a result, the property investment business of the Group will be expanded into new area of commercial shopping mall. Also, a new director with extensive professional experience and significant executive leadership was appointed in order to bring balance of skills, experience and greater diversity of perspectives to the board of directors (“**Board**” or “**Directors**”) of the Company.

On behalf of the Board, I extend a warm welcome to Mr. Wang Hongfang for joining the Company and look forward to a productive and positive next chapter of the Company. I would like to express gratitude to staff and management team of the Group and the fellow Directors for their dedication and effort made to the Group throughout the year, and also thank the shareholders, customers, suppliers and business partners of the Group for their continuous support.

Kwong Kai Sing Benny
Chief Executive Officer

Hong Kong, 30 March 2021

在經歷二零二零疫情、經濟放緩及史無前例的全球變化的動蕩之年後，本人欣然呈報太和控股有限公司（「**本公司**」，連同其附屬公司統稱「**本集團**」）的財務表現本年度繼續改善，其中本公司由去年的本公司擁有人應佔虧損約246.4百萬港元大幅減少至本年度約26.8百萬港元，在經濟環境惡化的情況下超出預期。得益於保守的業務發展策略及降低成本計劃，企業抵禦能力增強，有助於本集團渡過金融逆境。

由於美國總統大選結果逐漸明朗、疫苗有效率的公佈以及各國央行的財政刺激方案，二零二零年第四季度，全球各類資產市場及營商環境的市場情緒好轉。因此，本公司根據不斷變化的營商環境調整業務發展戰略，從二零一八年中美貿易緊張局勢起採取的保守立場開始，後至調整積極的業務發展策略—投入時間及企業資源於具有無機增長前景的業務。在完成若干必需併購後，本公司成功訂立協議，收購中華人民共和國（「**中國**」）錦州及廣州購物中心業務之非常重大收購事項，且該交易預期於二零二一年上半年完成。因此，本集團的物業投資業務將擴展至商業購物中心新領域。此外，本公司已委任一名具備豐富專業經驗及重大執行領導力的新董事，以令本公司董事局（「**董事局**」或「**董事**」）在技能、經驗及觀點多元化方面取得平衡。

本人謹此代表董事局熱烈歡迎王宏放先生加入本公司，並期待本公司開啟碩果累累並具有積極成效的新篇章。本人謹此向本集團員工及管理層團隊及全體董事於整個年度為本集團作出的貢獻及努力致以衷心的謝意，亦對本集團股東、客戶、供應商及業務夥伴的鼎力支持表示感謝。

行政總裁
鄺啟成

香港，二零二一年三月三十日

Management Discussion and Analysis

管理層討論及分析

FINANCIAL PERFORMANCE

For the year ended 31 December 2020, the revenue and the net investment losses of the Group were approximately HK\$20.6 million and HK\$1.8 million, down by 22.3% and up by 200% when compared to approximately HK\$26.5 million and approximately HK\$0.6 million for the last year respectively, because various businesses of the Group have been negatively affected by COVID-19 pandemic to different degrees. Such decline in revenue of approximately HK\$5.9 million was mainly attributable to the decrease in rental income of approximately HK\$6.5 million due to lockdown in London, the United Kingdom (“UK”) and partly offset by the increase in revenue from medical equipment trading business of approximately HK\$0.5 million as demand of the medical equipment and products resumed. Furthermore, the increase in the net investment losses on securities investment of approximately HK\$1.2 million reflected the value decrease of the Group’s investment portfolio of Hong Kong listed securities under impacts of pandemic.

Despite of the decline in revenue, the Group recorded a substantial decrease in loss before tax for the year of approximately HK\$162.7 million, by 81.6% as compared with last year, with the combined effect of:

- (i) an increase in other income from approximately HK\$51.4 million last year to approximately HK\$85.9 million this year mainly due to the increase in interest income from disposal receivable of a subsidiary, which held an investment property in Hangzhou, the PRC;
- (ii) a reversal of impairment losses under expected credit loss model of approximately HK\$27.1 million was recorded this year due to an improvement in the receipt of other receivables, whereas the recognised impairment loss of last year was approximately HK\$39.6 million;
- (iii) a decrease in other gains from approximately HK\$151.0 million last year to approximately HK\$49.1 million this year that was mainly attributable to the absence of gains on disposal of subsidiaries and a net gain of foreign exchange was recorded this year;
- (iv) a significant decrease of 35.8% in employee benefits expenses from approximately HK\$43.9 million last year to approximately HK\$28.2 million this year due to the decrease in headcounts and reductions in salary and bonus;

財務表現

截至二零二零年十二月三十一日止年度，本集團的收益及投資虧損淨額約為20.6百萬港元及1.8百萬港元，分別較去年的約26.5百萬港元及約0.6百萬港元減少22.3%及增加200%，此乃由於2019冠狀病毒病疫情對本集團的各個業務造成不同程度的負面影響所致。收益減少約5.9百萬港元，乃主要由於英國（「英國」）倫敦封鎖導致租金收入減少約6.5百萬港元及部分由醫療設備及產品需求恢復令醫療設備貿易業務的收益增加約0.5百萬港元所抵銷。此外，證券投資的投資虧損淨額增加約1.2百萬港元，反映受疫情影響下本集團香港上市證券的投資組合的價值下降。

儘管收益減少，本集團年內錄得除稅前虧損大幅減少約162.7百萬港元，較去年減少81.6%，此乃由於以下各項的綜合影響所致：

- (i) 其他收入由去年的約51.4百萬港元增加至今年的約85.9百萬港元，此乃由於出售一間於中國杭州持有一項投資物業的附屬公司應收款項產生之利息收入增加所致；
- (ii) 根據預期信貸虧損模式，由於其他應收款項收訖情況改善，本年度減值虧損撥回約27.1百萬港元，而去年已確認減值虧損約39.6百萬港元；
- (iii) 其他收益由去年約151.0百萬港元減至本年度約49.1百萬港元，此乃主要由於本年度並無錄得出售附屬公司收益及匯兌收益淨額所致；
- (iv) 由於僱員人數減少以及薪金及花紅下降，僱員福利開支由去年的約43.9百萬港元大幅減少35.8%至本年度的約28.2百萬港元；

FINANCIAL PERFORMANCE (Continued)

- (v) a significant decrease of 39.8% in other operating expenses from approximately HK\$55.5 million last year to approximately HK\$33.4 million this year as cost reduction measures have been implementing over the past two years amid the streamlining of various business segments and the ceasing of operation of commodity trading business in mid-year 2020;
- (vi) a decrease of 44.3% in the changes of fair value of investment properties from approximately HK\$72.5 million last year to approximately HK\$40.4 million this year since the UK real estate prices dropped moderately amid COVID-19 pandemic under the stamp duty holiday stimulus and agreement on the Brexit deal;
- (vii) an absence of the changes in fair value of assets classified as held-for-sale in 2020 as compared to a loss of approximately HK\$17.4 million last year;
- (viii) a decrease of 46.0% in impairment losses on mining rights from approximately HK\$170.8 million last year to approximately HK\$92.2 million this year due to the impact of adverse factors of the COVID-19 pandemic; and
- (ix) a decrease of 41.8% in finance costs from approximately HK\$15.3 million last year to approximately HK\$8.9 million this year as a result of reduction in borrowings amount.

Accordingly, the Group recorded a significant decrease in loss attributable to owners of the Company from approximately HK\$246.4 million for the previous year to approximately HK\$26.8 million this year.

財務表現(續)

- (v) 其他經營開支由去年的約55.5百萬港元大幅減少39.8%至本年度的約33.4百萬港元，概因本公司於過去兩年隨著各業務分部的精簡實施成本削減措施以及於二零二零年中商品交易業務停止；
- (vi) 投資物業公允價值變動由去年的約72.5百萬港元減少44.3%至本年度的約40.4百萬港元，此乃由於2019冠狀病毒病疫情，英國房地產價格在印花稅優惠期刺激及英國脫歐達成協議的背景下，溫和下降；
- (vii) 於二零二零年分類為持作出售之資產之公允價值並無變動，而去年則錄得虧損約17.4百萬港元；
- (viii) 採礦權減值虧損由去年的約170.8百萬港元減少46.0%至本年度的約92.2百萬港元，此乃由於2019冠狀病毒病疫情的不利因素的影響；及
- (ix) 由於借貸金額減少，財務成本由去年的約15.3百萬港元減少41.8%至本年度的約8.9百萬港元。

因此，本集團錄得本公司擁有人應佔虧損由過往年度的約246.4百萬港元大幅減少至本年度的約26.8百萬港元。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

The Group is principally engaged in the businesses of property investment, medical equipment trading, mining and exploitation of natural resources, and financial services and asset management.

Property Investment

Real estate in UK

The Group holds luxury real estate in premium location in central London within close proximity to the Buckingham Palace. As at 31 December 2020, the investment properties of the Group carried at fair value was approximately HK\$792.2 million.

The revenue generated from this segment for the year ended 31 December 2020 was approximately HK\$0.1 million, representing a substantial decrease of 98.5% as compared to approximately HK\$6.6 million of previous year. Such decrease in rental income was mainly attributable to the decline in tourism and short-term individual and business tenants as London was subject to several lockdown restrictions throughout the year during the outbreak of COVID-19. The segment result was therefore a loss of approximately HK\$55.9 million, but represented a significant decrease of 47.8% as compared to approximately HK\$107.1 million of last year, due to the reduction of operating expenses and finance costs under the implementation of cost reduction program and the decrease of changes in fair value of investment properties.

The renovation project of the UK properties, which was expected to be commenced before the end of 2020 as disclosed in the 2020 interim report of the Company (“**2020 Interim Report**”), was temporarily put on hold due to a number of factors including uncertainties of Brexit arrangement, COVID-19 impacts on UK real estate market and practical difficulties encountered by contractors in adhering to social distancing rules on building sites. The management of the Group will closely monitor the impacts of the above factors on the real estate sector and re-assess the practical needs and benefits of the project in this rapidly changing environment.

業務回顧

本集團主要從事物業投資、醫療設備貿易、採礦及勘察天然資源、及金融服務及資產管理業務。

物業投資

於英國的房地產

本集團於倫敦市中心緊鄰白金漢宮的黃金地段持有高端豪華房地產。於二零二零年十二月三十一日，本集團按公允值入賬之投資物業約為792.2百萬港元。

於截至二零二零年十二月三十一日止年度，此分部產生的收益約為0.1百萬港元，較去年的約6.6百萬港元大幅減少98.5%。有關租金收入減少主要是由於倫敦市全年於2019冠狀病毒病爆發期間遭到數次封鎖限制，致使旅遊業下滑及短期個人及商業租戶減少。因此，分部業績虧損約為55.9百萬港元，惟相比去年的約107.1百萬港元大幅減少47.8%，乃由於實施成本削減計劃令經營開支及財務成本下降以及投資物業公允值變動減少所致。

英國物業翻新項目（誠如本公司二零二零年中期報告（「**二零二零年中期報告**」）所披露者，該項目預期於二零二零年底前動工）因包括英國脫歐安排的不明朗、2019冠狀病毒病對英國房地產市場的影響及承建商於建築工地為遵守社交距離規定方面遇到的實際困難等在內的諸多因素而暫時擱置。本集團管理層將密切監察上述因素對房地產業的影響，並於此瞬息萬變的環境中重新評估項目的實際需求及收益。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW (Continued)

Property Investment (Continued)

Acquisitions of shopping mall businesses in the PRC

On 24 December 2020, a wholly-owned subsidiary of the Company entered into the conditional share purchase agreements for the acquisitions (“**Acquisitions**”) of shopping mall businesses in Jinzhou and Guangzhou in the PRC. Details of which were set out in the Company’s announcement dated 24 December 2020 and the section headed “Very Substantial Acquisitions” of this annual report.

Against the backdrop of the on-going global pandemic which is expected to hinder organic growth of our existing businesses in the near future, the Company considers to diversify within the property investment business segment through acquisitions. The shopping mall businesses to be acquired primarily involve the leasing of shop spaces, which share similarities in business, operating and income model with the existing property investment business of the Group, and therefore are considered to be a natural extension of the property investment business into commercial shopping mall properties. The Company’s professional team will leverage on existing knowledge and expertise acquired from managing different property types in various geographical locations over the years in supervising the new businesses. After the completion of the Acquisitions, the new shopping mall businesses are expected to provide the enlarged Group with secured and stable source of rental income and other management fee income.

Medical Equipment Trading

The Group carries out medical equipment trading business in China for which the majority customers are hospitals. As the selling products are mostly general medical equipment consumable goods and optical medical devices and the related parts (“**Medical Products**”), the Group operates in a highly competitive market.

The revenue for the year increased slightly by 2.5% to approximately HK\$20.5 million, as compared to approximately HK\$20.0 million of last year. Although the sales of many of the Medical Products were suspended during the lockdown in the first half of 2020 amid COVID-19 pandemic, backlog orders have been delivered in the second half of the year after cities reopening and subsequent demand of which has steadily increased along with ageing population. Due to the increased administrative costs and expected credit losses on accounts receivable caused by lockdown restrictions in the first half of the year, the segment loss was approximately HK\$1.8 million for the year, represented an increase of 12.5% as compared with approximately HK\$1.6 million of last year.

業務回顧(續)

物業投資(續)

收購中國購物中心業務

於二零二零年十二月二十四日，本公司之一間全資附屬公司訂立有條件股份購買協議，以收購中國錦州及廣州購物中心業務（「收購事項」）。有關詳情載於本公司日期為二零二零年十二月二十四日之公告及本年報「非常重大收購事項」一節。

鑑於全球疫情持續蔓延將於近期內阻礙我們現有業務之有機增長，本公司考慮透過收購於物業投資業務分部實現多元化。將予收購的購物中心業務主要涉及租賃商舖，與本集團現有物業投資業務的業務、營運及收入模式相似，故被認為乃物業投資業務向商業購物中心物業的自然延伸。本公司的專業團隊將善用多年來於各地區管理不同物業類型所獲得的現有知識及專業技能，監督新業務。於收購事項完成後，新購物中心業務將為經擴大集團提供安全穩定的租金收入來源及其他管理費收入。

醫療設備貿易

本集團於中國營運醫療設備貿易業務，其中大多數客戶為醫院。由於銷售產品大部分為一般醫療設備消耗品及光學醫療儀器及其相關零件（「醫療產品」），本集團經營所處市場競爭激烈。

本年度的收益較去年約20.0百萬港元略升2.5%至約20.5百萬港元。儘管由於2019冠狀病毒病疫情而於二零二零年上半年封鎖期間，許多醫療產品被迫暫停銷售，於城市重新開放後，本年度下半年已交付積壓訂單，其後需求隨人口老化穩定增長。由於本年度上半年封鎖限制導致行政成本增加以及應收賬款之預期信貸虧損，分部虧損於本年度約為1.8百萬港元，較去年的約1.6百萬港元增加12.5%。

BUSINESS REVIEW (Continued)

Mining and Exploitation of Natural Resources

The Group has four mining rights licences (“Mining Rights”) of three tungsten projects. The segment of mining and exploitation of natural resources business recorded no revenue in the year under review as the Group is in the progress to approach numerous investors during the first half of 2020 for mining co-operation, but the meetings and communications was suspended by the COVID-19 pandemic and its subsequent lockdown measures.

Considering various factors including possible negative impact of COVID-19 on demand of tungsten and hence volatility in tungsten price, logistical bottlenecks and the significant increase in exploration, transportation and logistical costs of mining caused by lockdown and restrictive measures, a conservative approach has been adopted for the valuation of Mining Rights. As a result, the carrying values of the Mining Rights was further impaired from approximately HK\$174.0 million as at 31 December 2019 to approximately HK\$81.8 million as at 31 December 2020. As such, a total amount of approximately HK\$92.2 million of impairment loss on mining rights was recognized this year. Accordingly, the segment result was a loss of approximately HK\$93.9 million.

Details of the valuation of Mining Rights

Valuation Method

There is no change in the valuation method adopted for the valuations as at 31 December 2020 and 31 December 2019, as both were conducted by discounted cash flow method under income approach.

Key Inputs

Average grades of the Mining Rights

The average grades used for the valuation of Mining Rights for both years ended 31 December 2019 and 2020 were based on information in the second phase of updated resource estimation technical report under the Australasian Code for Reporting of Exploration Results, Mineral Resources that was made available to the Company in February 2020.

業務回顧(續)

採礦及勘察天然資源

本集團於三個鎢項目擁有四個採礦權(「採礦權」)牌照。採礦及勘察天然資源業務分部於回顧年度並未錄得收益，概因本集團於二零二零年上半年正就採礦合作與眾多投資者接洽，惟會議及通訊因2019冠狀病毒病疫情及其隨後的封鎖措施而擱置。

經計及各種因素，包括2019冠狀病毒病對鎢需求的可能負面影響進而導致鎢價格波動、物流瓶頸以及採礦勘探、運輸及物流成本因封鎖及限制措施而顯著增加，採礦權估值採用了保守方法。因此，採礦權的賬面值由於二零一九年十二月三十一日的約174.0百萬港元進一步減值至於二零二零年十二月三十一日約81.8百萬港元，故採礦權減值虧損總額約為92.2百萬港元，於本年度予以確認。因此，分部業績虧損約為93.9百萬港元。

採礦權估值詳情

估值法

於二零二零年十二月三十一日及二零一九年十二月三十一日就估值所採納的估值法概無變動，乃由於兩者均以收入策略下現金流量折現法計算。

主要輸入數據

採礦權的平均等級

對截至二零一九年及二零二零年十二月三十一日止兩個年度採礦權進行估值所採用的平均等級乃根據本公司於二零二零年二月可取得的澳洲勘察結果、礦產資源報告守則的經更新資源估計技術報告的第二階段資料而計算。

	Average Grades	
	平均等級	
	As at	As at
Mining License	31 December 2020	31 December 2019
採礦牌照	於二零二零年	於二零一九年
	十二月三十一日	十二月三十一日
MV-5518 & MV-11027	1.1%	1.1%
MV-11863	1.6%	1.6%
MV-3506	0.6%	0.6%

BUSINESS REVIEW (Continued)

Mining and Exploitation of Natural Resources (Continued)

Details of the valuation of Mining Rights (Continued)

Other key assumptions in the valuation

The other key inputs in the valuation include commodity price, price growth, discount rate and cash flow projection. There is no significant change in the basis of determining these inputs and the valuer merely updated these inputs based on the market changes. The following is a comparison table in respect of the aforementioned inputs applied in the valuation of the Mining Rights:

Parameter 參數	Input 輸入數據	Basis 基準	Input 輸入數據	Basis 基準
	As at 31 December 2020 於二零二零年十二月三十一日		As at 31 December 2019 於二零一九年十二月三十一日	
Adopted price on 65% tungsten concentrate 就65%錳精礦所採納的價格	US\$13,329 per ton 每噸 13,329 美元	With reference to the market price in 2020 參照二零二零年的市場價格	US\$12,494 per ton 每噸 12,494 美元	With reference to the market price in 2019 參照二零一九年的市場價格
Price growth (%) 價格增長(%)	0.2%	Compound annual growth rate of the market price from 2006 自二零零六年起市價的復合年增長率	0.3%	Compound annual growth rate of the market price from 2007 自二零零七年起市價的復合年增長率
Post-tax discount rate (%) 稅後折現率(%)	21.1%	Based on weighted average cost of capital 根據資本的加權平均成本計算	20.6%	Based on weighted average cost of capital 根據資本的加權平均成本計算
Cash flow projection (year) 現金流預測(年度)	Five to twenty 5至20	With reference to the feasibility study report prepared in 2020 參照於二零二零年編製之可行性研究報告	Four to nineteen 4至19	With reference to the feasibility study report prepared in 2019 參照於二零一九年編製之可行性研究報告

Provided that the vaccine distribution continues to evolve through 2021, the demand of tungsten is anticipated to rise at a considerable rate in the future as economies grow and industrial output rebound back to pre-pandemic level. However, the reality is that the U.S. and much of the world remains mired in a health crisis at the moment, and there is a general understanding that the vaccine rollout is a long-term proposition. The price of tungsten in the future will be affected by the progress of vaccine rollout and the status of COVID-19 mutants, but those factors remain highly uncertain. The immediate impact of COVID-19 on the tungsten market will be a higher mining and transportation costs due to the traffic restrictions in different regions and countries, additional precaution measures for workers, strict physical distancing controls at the mining site and disruptions to the supply chain. As a result, the estimated profit of mining tungsten has been seriously squeezed. Based on the uncertain demand and price of tungsten and the raising mining costs, the Directors are of the view that the exploration and mining of tungsten should be postponed until the price of tungsten and costs of mining can be reliably estimated while the economic recovery amid vaccine rollout becomes more certain.

業務回顧(續)

採礦及勘察天然資源(續)

採礦權估值詳情(續)

估值中的其他主要假設

估值中的其他主要假設包括商品價格、價格增長、折現率及現金流預測。釐定該等輸入數據的基準並無重大變動及估值師僅更新基於市場變動的該等輸入數據。下列乃就採礦權估值中所應用的上述輸入數據的一個比較表：

假定疫苗分發於二零二一年繼續發展，隨著經濟及工業輸出反彈至疫情前水平，預期錳需求將會上升至可觀水平。然而，事實為美國及大多數國家在當前健康危機下仍會處於困境中，及普遍認為疫苗的推廣將會是個長期議題。未來錳的價格將會受疫苗推廣的進展及2019冠狀病毒病變異情況的影響，但該等因素仍為具有高度不明朗性。2019冠狀病毒病對錳礦市場的即時影響將會由於不同地區及國家的交通限制、對工人的額外預防措施、在採礦現場嚴格的物理隔離控制和供應鏈的中斷，將會有更高的採礦和運輸成本。因此，開採錳礦的估計利潤受到嚴重擠壓。基於錳礦的不明朗需求與價格以及不斷上升的開採成本，董事認為錳礦的勘察及開採將會押後直至隨著疫苗推廣更為確定下經濟復蘇能可靠估計錳的價格及採礦成本。

Management Discussion and Analysis 管理層討論及分析

BUSINESS REVIEW (Continued)

Financial Services and Asset Management

No segment revenue was recorded as the prospect and market condition were yet to be certain especially in light of the economic downturn, the elevated China-US tension and the COVID-19 pandemic, the Group has adopted a prudent approach in investments during the year ended 31 December 2020. As a result, a segment loss of approximately HK\$5.5 million was recorded this year as compared to a segment profit of approximately HK\$9.4 million last year. The status of each of businesses in this segment is further discussed as below.

Financial services

The Group has obtained a money lenders licence under the Money Lenders Ordinance, Chapters 163 of the Laws of Hong Kong through a wholly-owned subsidiary in August 2020, and the relevant procedures and other preparation works have been completed. The original plan to commence money lending business in the second half of 2020, as disclosed in the 2020 Interim Report, will be temporarily postponed as the corporate internal resources has been reserved for the Acquisitions.

Given that the acquisitions of new businesses will be successfully completed in a short time frame, the commencement of money lending business will be postponed until the newly acquired businesses have showed signs of stabilisation and corporate resources continue to grow and accumulate. The Directors will closely monitor the development of our various business segments and strategically allocate corporate resources with an aim to maximize the Company's shareholders ("Shareholders") returns.

Distressed debt assets management

The Group recorded no net investment gain or loss in its distressed debt assets management business for both years ended 31 December 2019 and 2020 due to no transaction of acquisition or disposal of distressed debt asset has been conducted under increasing risk of economic downturn amid COVID-19 pandemic. The price of distressed debt assets including non-performing loans ("NPLs") fell to a relatively low level in 2020, and is expected to remain low in the foreseeable future, due to abundant supply in the market. During the first nine months of 2020, 1.73 trillion yuan of NPLs were written off in Chinese banks' balance sheet, mostly through selling to third-party distressed debt managers, according to China Banking and Insurance Regulatory Commission. After careful assessment of various risks in the distressed debt assets market, the Directors were of the view that acquisitions of these assets may not be considered as appropriate for the time being, due to the increased associated risks yet lowered returns for uncertain recovering period. As a result, the business incurred a loss of approximately HK\$3.7 million for this year, mainly representing the overhead costs of the business operation, whereas the loss of last year was approximately HK\$5.3 million.

業務回顧(續)

金融服務及資產管理

由於前景及市況尚不明朗，尤其是鑒於經濟衰退、中美緊張局勢加劇及2019冠狀病毒病疫情，本集團已於截至二零二零年十二月三十一日止年度內採取審慎的投資策略，故並無錄得分部收益。因此，本年錄得分部虧損約為5.5百萬港元，相比去年分部溢利約為9.4百萬港元。有關此分部之各業務狀況進一步討論如下。

金融服務

於二零二零年八月，本集團已根據香港法例第163章《放債人條例》通過一間全資附屬公司取得放貸人牌照，且相關程序及其他準備工作已完成。誠如二零二零年中期報告所披露者，原計劃於二零二零年下半年展開放貸業務，因公司內部資源已為收購事項保留，故放貸業務暫時推遲。

鑑於新業務收購將於短時間內成功完成，放貸業務將推遲開展，直至新收購業務出現穩定的跡象且公司資源繼續增長及累積。董事將密切關注我們各業務分部的發展，並策略性地分配公司資源，旨在令本公司股東（「股東」）的回報最大化。

不良債務資產管理

截至二零一九年及二零二零年十二月三十一日止兩個年度，本集團於不良債務資產管理業務並無錄得投資收益或虧損淨額，概因於2019冠狀病毒病疫情期間，經濟低迷風險日益增加，概無開展收購或出售不良債務資產的交易。不良債務資產（包括不良貸款（「不良貸款」））的價格於二零二零年降至相對較低的水平，由於市場供應充足，預計於可預見未來仍將保持低位。根據中國銀行保險監督管理委員會的數據，於二零二零年前九個月，中國的銀行主要透過出售予第三方不良債務管理人，於資產負債表沖銷不良貸款人民幣1.73萬億元。經審慎評估不良債務資產市場的各種風險後，董事認為，由於相關風險增加而不明朗回收期內的回報降低，目前收購該等資產於此時機可能並不視為適當。因此，本年度業務產生虧損約為3.7百萬港元，主要為此業務營運的經常性成本，而去年虧損則為約5.3百萬港元。

BUSINESS REVIEW (Continued)

Financial Services and Asset Management (Continued)

Securities investment

Leveraging on the strategic geographical location of Hong Kong and the development of the PRC investment market, the Group carried out securities investment business in secondary market with its internal funds. With listed shares of large-scale and quality companies as primary investment targets, the Group aims to pursue capital appreciation and stable dividend income.

As at 31 December 2020, the carrying value of the investment portfolio (recorded as financial assets at fair value through profit or loss in the consolidated statement of financial position) was approximately HK\$7.9 million, versus of approximately HK\$10.1 million as at 31 December 2019. The holding of such listed securities investments has remained unchanged and they were all listed equity securities in Hong Kong, which none of them was with a carrying value of 5% or more of the total assets of the Group. The Directors believe that the holding of such investment portfolio is in line with the Directors' prudent investment strategy in view of the prevailing investment environment in the region.

A net investment loss on the fair value amounting to approximately HK\$1.8 million was recorded for this year due to market volatility and the drop in share prices of the listed securities investments in our investment portfolio amid COVID-19 pandemic, as compared to approximately HK\$0.6 million of last year. The Directors currently do not anticipate any disposal or addition in the Group's investment portfolio in the foreseeable future as the securities' market is still yet to be certain.

業務回顧(續)

金融服務及資產管理(續)

證券投資

受惠於香港的戰略性區位優勢及中國投資市場的發展，本集團利用自有資金於二級市場開展證券投資業務，專注投資大型優質企業股票，以獲得資本增值及穩定的股息收入為目標。

於二零二零年十二月三十一日，投資組合的賬面值(於綜合財務狀況報表中入賬為按公允值計入損益之金融資產)約為7.9百萬港元，而於二零一九年十二月三十一日約為10.1百萬港元。該等上市證券投資的持有情況保持不變，彼等均為香港上市股本證券，而其賬面值均不超過本集團總資產的5%或以上。董事認為，鑑於該地區的現行投資環境，持有該等投資組合符合董事採取的審慎投資策略。

由於2019冠狀病毒病疫情期間的市場波動及我們投資組合的上市證券投資股價下跌，本年度錄得公允值投資虧損淨額約1.8百萬港元，而去年為約0.6百萬港元。由於證券市場仍不明朗，董事目前並不預期於可預見將來本集團會出售或增加其投資組合。

Management Discussion and Analysis 管理層討論及分析

BUSINESS REVIEW (Continued)

Cessation of Commodity Trading Business

On 5 May 2020, the Board has resolved to apply for striking off of Sino United Energy Pte. Ltd. (“**Sino United**”), an indirectly wholly-owned subsidiary of the Company which has been principally engaged in commodity trading business and security trading business, under the law of Singapore (“**Striking Off**”). Since Sino United is the only subsidiary of the Company engaging in the commodity trading business, the Group has also ceased to carry on the commodity trading business.

As disclosed in the section of management discussion and analysis of 2019 annual report of the Company, the extreme volatility of oil price since 2019 has adversely affected the terms of supply of oil and/or other petroleum products granted to the Group by its suppliers, rendering the commodity trading business in this segment hardly commercially attractive, the management of the Company hence was not active in engaging in any such trading activities since 2019. As a result, the Group recorded no revenue generated from commodity trading business both for the years ended 31 December 2019 and 2020. A loss of approximately HK\$0.3 million incurred on commodity trading business in the reporting year therefore absorbed by the head office of the Group, comparing to a loss of approximately HK\$7.2 million for the same period last year.

As disclosed in the section of management discussion and analysis of the 2020 Interim Report, the price of the United States (“**US**”) crude May futures contract in April 2020 fell as low as minus US dollars (“**USD**”) 37.63 a barrel for the first time in history as room to store the unneeded barrels of oil piling up during COVID-19 was literally running out. The market was further stunned by the filing for bankruptcy protection by one of Singapore’s giant oil traders which, according to reported news articles, has suffered about hundreds of million USD in losses from oil futures trading. In light of the heightened unpredictability of oil price coupled with unprecedented decrease in demand for oil and petroleum products, the Board considers that it is no longer commercially attractive to engage in the trading of oil and other commodities as it is risky yet with a low rate of return. The Board believes that it is in the best interests of the Company and its Shareholders as a whole to cease its commodity trading business at this stage so that the Group will be able to allocate more resources and management efforts to other business activities of the Company and/or to explore new lines of businesses with an aim to provide better returns for the Shareholders.

業務回顧(續)

終止商品貿易業務

於二零二零年五月五日，董事局決議根據新加坡法例申請註銷本公司之間接全資附屬公司Sino United Energy Pte. Ltd. (「**Sino United**」，主要從事商品貿易業務及證券交易業務) (「**註銷**」)。由於Sino United為本公司唯一從事商品貿易業務的附屬公司，故本集團亦已終止進行商品貿易業務。

如本公司二零一九年年報的管理層討論及分析章節所披露，由於二零一九年以來石油價格異常波動對供應商向本集團供應石油及／或其他石油產品的供應條款產生不利影響，致使該分部的商品貿易業務幾乎無商業吸引力，故此，本公司管理層自二零一九年以來並無積極從事任何有關貿易活動。因此，於截至二零一九年及二零二零年十二月三十一日止年度，本集團並無錄得商品貿易業務收益。於報告年度商品貿易業務所產生虧損約0.3百萬港元因此由本集團的總部所承擔，而去年同期錄得虧損約7.2百萬港元。

如本公司二零二零年中期報告的管理層討論及分析章節所披露，於二零二零年四月，由於在2019冠狀病毒病期間實質上已無庫存空間儲存過剩的成桶油，美國五月原油期貨合約的價格有史以來首次跌至每桶負37.63美元。該市場因新加坡之一大石油貿易巨頭提交破產保護而進一步受挫，據文章報道，該石油貿易巨頭在原油期貨貿易方面蒙受數億美元的虧損。鑑於油價更加無法預測及原油及石油產品的需求空前下降，董事局認為，從事石油及其他商品之貿易已不再具備任何商業吸引力，原因為該業務具有風險且回報率較低。董事局認為，於本階段終止商品貿易業務乃符合本公司及其股東之整體最佳利益，因此本集團將能夠分配更多資源及管理精力於本公司之其他業務活動及／或探討新業務線，旨在為股東提供更佳回報。

Management Discussion and Analysis 管理層討論及分析

BUSINESS REVIEW (Continued)

Cessation of Commodity Trading Business (Continued)

The Board is of the view that, since the Group recorded no revenue from commodity trading business for the years ended 31 December 2019 and 2020, the Striking Off and the cessation of commodity trading business shall have no material adverse impact to the financial performance and operation of the Group.

Details of the Striking Off were set out in the Company's announcement dated 5 May 2020.

Very Substantial Acquisitions

On 24 December 2020, a wholly-owned subsidiary of the Company entered into two conditional share purchase agreements with Stone Wealth Limited (“**Seller**”) for the Acquisitions of, (i) the entire issued share capital of Sky Build Limited (“**Sky Build**”) which is indirectly holding 100% equity interest in Jinzhou Jiachi Public Facilities Management Co., Ltd* (錦州嘉馳公共設施管理有限公司) (together with Sky Build and its wholly owned subsidiaries, “**Jinzhou Target Group**”), which holds a single-storey underground mall (“**Jinzhou Shopping Mall**”) and engages in shopping mall business in Jinzhou in the Liaoning Province of the PRC (“**Jinzhou Shopping Mall Business**”) at a cash consideration of RMB554 million, and (ii) the entire issued share capital of Superb Power Enterprises Limited (“**Superb Power**”) which is indirectly holding 100% equity interest in Guangzhou Rongzhi Public Facilities Investment Co. Ltd* (廣州融智公共設施投資有限公司) (“**Guangzhou Rongzhi**”) (together with Superb Power and its wholly owned subsidiaries, “**Guangzhou Target Group**”, which holds a two-storey underground mall (“**Guangzhou Shopping Mall**”) and engages in shopping mall business in Guangzhou in the Guangzhou Province of the PRC (“**Guangzhou Shopping Mall Business**”) to be settled by the novation to the Company of the repayment obligations of the current account balances of Guangzhou Rongzhi due from a group of companies/parties controlled by the ultimate beneficial owner of the Seller in the amount of approximately RMB1,437 million as at 30 September 2020.

The Company considers the Acquisitions to be a natural extension of its property investment business into commercial retail properties, given the common characteristics exhibit by the business, operating and income models of the Jinzhou Shopping Mall Business and the Guangzhou Shopping Mall Business. The Acquisitions are therefore considered aligned with the Company's existing business strategies related to its property investment business (to expand its property portfolio) and also consistent with the Group's resources as the consideration will be settled using the Group's internal resources.

* The English name are for identification purpose only

業務回顧(續)

終止商品貿易業務(續)

董事局認為，由於本集團於截至二零一九年及二零二零年十二月三十一日止年度並無錄得商品貿易業務收益，故註銷及終止商品貿易業務將對本集團之財務表現及營運概無任何重大不利影響。

註銷詳情載於本公司日期為二零二零年五月五日之公告。

非常重大收購

二零二零年十二月二十四日，本公司之一間全資附屬公司與Stone Wealth Limited (「**賣方**」) 訂立兩份有條件股份購買協議，以收購(i) Sky Build Limited (「**Sky Build**」) 之全部已發行股本，其間接持有錦州嘉馳公共設施管理有限公司之100%股權(連同Sky Build及其全資附屬公司，統稱「**錦州目標集團**」)，現金代價為人民幣554百萬元，錦州嘉馳公共設施管理有限公司在中國遼寧省錦州市持有一個單層地下商場(「**錦州購物中心**」)，並從事購物中心業務(「**錦州購物中心業務**」)；及(ii) Superb Power Enterprises Limited (「**Superb Power**」) 之全部已發行股本，其間接持有廣州融智公共設施投資有限公司(「**廣州融智**」) 之100%股權，(連同Superb Power及其全資附屬公司，統稱「**廣州目標集團**」)，結算方式為更替廣州融智於二零二零年九月三十日應收一群關聯公司／方(其由賣方之最終實益擁有人控制)之即期帳戶結餘金額人民幣約1,437百萬元之還款責任至本公司。廣州融智在中國廣東省廣州市持有一個兩層地下商場(「**廣州購物中心**」)，並從事購物中心業務(「**廣州購物中心業務**」)。

鑑於錦州購物中心業務及廣州購物中心業務之業務、營運及收入模式呈現的共同特徵，本公司認為，收購事項乃其物業投資業務向商業零售物業的自然延伸。由於代價將動用本集團內部資源結付，因此，收購事項被視作與本公司有關其物業投資業務的現有業務策略一致(為擴大其物業組合)，且亦與本集團的資源相符。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW (Continued)

Very Substantial Acquisitions (Continued)

A circular containing, among other information, (i) details on the Acquisitions; (ii) financial information of the Jinzhou Target Group and the Guangzhou Target Group; (iii) pro-forma financial information of the Group as enlarged by the Acquisitions (“**Enlarged Group**”); (iv) property valuation reports on the Jinzhou Shopping Mall and the Guangzhou Shopping Mall; and (v) a notice of the special general meeting (“**SGM**”), which will be convened for the Shareholders to consider and if thought fit, to approve, among others, the share purchase agreements of the Acquisitions, and transactions contemplated thereunder, has been despatched to the Shareholders. The SGM is scheduled to be held on 21 April 2021.

After the completion of the Acquisitions, the Jinzhou Shopping Mall and the Guangzhou Shopping Mall will be held as investment properties by the Enlarged Group and the results of the Jinzhou Target Group and the Guangzhou Target Group would be consolidated into the accounts and under the property investment segment of the Enlarged Group.

Details of the Acquisitions were set out in the Company’s announcement dated 24 December 2020 and the Company’s circular dated 26 March 2021.

FINANCIAL REVIEW

Capital structure

As at 31 December 2020, the Group’s consolidated net asset was approximately HK\$2,106.7 million, representing an increase of approximately HK\$37.8 million as compared to that of approximately HK\$2,068.9 million as at 31 December 2019. There is no shares movement since the last year ended. As at 31 December 2020, the Company has 5,250,019,852 shares of HK\$0.05 each in issue and the total equity attributable to owners of the Company was approximately HK\$2,104.1 million (as at 31 December 2019: approximately HK\$2,066.2 million).

業務回顧(續)

非常重大收購(續)

一份載有(其中包括)(i)有關收購事項的詳情;(ii)有關錦州目標集團及廣州目標集團的財務資料;(iii)有關經收購擴大之集團(「**經擴大集團**」)的備考財務資料;(iv)錦州購物中心及廣州購物中心的物業估值報告;及(v)股東特別大會(「**股東特別大會**」,將召開以供股東考慮並酌情批准(其中包括)有關收購事項之股份購買協議以及其項下擬進行之交易)通告之資料的通函寄發予股東。股東特別大會定於二零二一年四月二十一日舉行。

於完成收購事項後,錦州購物中心及廣州購物中心將由經擴大集團持作為投資物業及錦州目標集團及廣州目標集團的業績將併入經擴大集團之賬目並列於其物業投資分部項下。

收購事項之詳情載於本公司日期為二零二零年十二月二十四日之公告及本公司日期為二零二一年三月二十六日之通函。

財務回顧

資本架構

於二零二零年十二月三十一日,本集團的綜合資產淨值約為2,106.7百萬港元,較於二零一九年十二月三十一日的綜合資產淨值約2,068.9百萬港元增加約37.8百萬港元。自去年年底以來並無股份變動。於二零二零年十二月三十一日,本公司有5,250,019,852股每股面值0.05港元的已發行股份,而本公司擁有人應佔權益總額約為2,104.1百萬港元(於二零一九年十二月三十一日:約2,066.2百萬港元)。

FINANCIAL REVIEW (Continued)

Liquidity and financial resources

As at 31 December 2020, the Group's bank balances and cash was approximately HK\$496.9 million (as at 31 December 2019: approximately HK\$560.2 million), current assets of approximately HK\$1,475.5 million (as at 31 December 2019: approximately HK\$1,638.1 million), current liabilities of approximately HK\$383.0 million (as at 31 December 2019: approximately HK\$549.1 million). The current ratio was 3.85 times ^(Note 1) (as at 31 December 2019: 2.98 times). As at the end of this year, the net current assets of the Group were approximately HK\$1,092.5 million (as at 31 December 2019: approximately HK\$1,089.0 million).

As at 31 December 2020, the total debt financing of the Group was approximately HK\$235.6 million (as at 31 December 2019: approximately HK\$281.5 million), and no non-current debt financing for the reporting year (as at 31 December 2019: nil).

The negative net debt ^(Note 2) of the Group was approximately HK\$261.2 million (as at 31 December 2019: negative net debt of approximately HK\$157.8 million) and the total equity was approximately HK\$2,106.7 million (as at 31 December 2019: approximately HK\$2,068.9 million). Therefore, the gearing ratio ^(Note 3) as at the end of the period was 0.11 (as at 31 December 2019: 0.14).

Note 1: Current ratio = Current assets/Current liabilities

Note 2: Net debt = Borrowings + Other loan – Bank balances and cash

Note 3: Gearing ratio = Total interest-bearing borrowing/Total equity

The objective of the Group's funding and treasury management activities is to ensure a sufficient liquidity to meet operation needs and various investment plans.

Details of the policy to mitigate the liquidity risk arising from the Acquisition are set out in note 38(b) to the consolidated financial statement of this annual report.

Capital Commitments

As at 31 December 2020, the Group had no material capital commitments and was not engaged in any future plans concerning major investment or acquisition of capital assets (as at 31 December 2019: nil).

財務回顧(續)

流動資金及財務資源

於二零二零年十二月三十一日，本集團銀行結餘及現金約為496.9百萬港元（於二零一九年十二月三十一日：約560.2百萬港元）、流動資產約為1,475.5百萬港元（於二零一九年十二月三十一日：約1,638.1百萬港元）、流動負債約為383.0百萬港元（於二零一九年十二月三十一日：約549.1百萬港元）。流動比率為3.85倍^(附註1)（於二零一九年十二月三十一日：2.98倍）。於本年度末，本集團流動資產淨值約為1,092.5百萬港元（於二零一九年十二月三十一日：約1,089.0百萬港元）。

於二零二零年十二月三十一日，本集團債務融資總額約為235.6百萬港元（於二零一九年十二月三十一日：約281.5百萬港元），及本報告年度概無非流動債務融資額（於二零一九年十二月三十一日：無）。

本集團負淨債務^(附註2)約為261.2百萬港元（於二零一九年十二月三十一日：負淨債務約157.8百萬港元）及權益總額約為2,106.7百萬港元（於二零一九年十二月三十一日：約2,068.9百萬港元）。因此，於期末之資產負債比率^(附註3)為0.11（於二零一九年十二月三十一日：0.14）。

附註1：流動比率=流動資產/流動負債

附註2：淨債務=借貸+其他貸款-銀行結餘及現金

附註3：資產負債比率=計息借貸總額/權益總額

本集團融資及庫務管理活動目標是確保足夠的資金流動性以滿足業務經營需要及各項投資計劃。

因收購引致有關降低流動資金風險之政策詳情載於本年報綜合財務報告附註38(b)。

資本承擔

於二零二零年十二月三十一日，本集團並無重大資本承擔，亦無參與主要投資或購入資本資產之任何未來計劃（於二零一九年十二月三十一日：無）。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW (Continued)

Charges on group assets

As at 31 December 2020, the Group's bank borrowings of approximately HK\$232.0 million were secured by investment properties (as at 31 December 2019: approximately HK\$281.5 million), with the carrying value of approximately HK\$792.2 million (as at 31 December 2019: approximately HK\$807.0 million).

Details of which are set out in note 41 to the consolidated financial statements of this annual report.

Contingent liabilities

As at 31 December 2020, the Group had no material contingent liabilities (as at 31 December 2019: nil).

Foreign exchange exposure

The Group's financial statements are denominated in Hong Kong dollars ("HKD"), while the Group is conducting business mainly in HKD, USD, Great British Pound ("GBP") and Renminbi ("RMB"). Since exchange rates of HKD is pegged to USD, there is no material exchange risk in respect of USD assets and transactions. However, the assets, liabilities and transactions of the UK and the PRC subsidiaries of the Group are mainly denominated in GBP and RMB respectively, there were exchange risks during financial settlement at the end of reporting period in this regard.

The Group has implemented policies and guidelines in relation to foreign exchange risk management. Meanwhile, the subsidiaries in the PRC are able to generate sufficient income to deal with their local currency expenses; therefore, the management of the Company considered that the Group's exposure to the potential foreign currency risk was relatively limited.

財務回顧(續)

集團資產抵押

於二零二零年十二月三十一日，本集團銀行借貸約232.0百萬港元由投資物業作抵押（於二零一九年十二月三十一日：約281.5百萬港元），賬面值約為792.2百萬港元（於二零一九年十二月三十一日：約807.0百萬港元）。

詳情載於本年報綜合財務報表附註41。

或然負債

於二零二零年十二月三十一日，本集團並無重大或然負債（於二零一九年十二月三十一日：無）。

外匯風險

本集團財務報表的報告幣種為港元（「港元」），而本集團主要以港元、美元、英鎊（「英鎊」）及人民幣（「人民幣」）進行業務交易。由於港元匯率與美元匯率掛鈎，因此美元資產及交易並無重大匯兌風險。然而，本集團英國及中國附屬公司的資產、負債及交易主要分別以英鎊及人民幣計值，就此而言，於報告期末作財務換算時則需面對匯兌風險。

本集團已實施政策及指引管理匯兌風險，同時，中國附屬公司均能夠產生足夠收益以應付其當地貨幣的費用支出。因此，本公司管理層認為本集團所承受的潛在外匯風險相對有限。

Management Discussion and Analysis

管理層討論及分析

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2020, the Group had 36 (as at 31 December 2019: 41) employees, of whom approximately 66.7% (as at 31 December 2019: 68.3%) were located in Hong Kong and the rest were located in the PRC and overseas.

The Group recognises the employees as the key element that contributes to the Group's success. The Group's remuneration policies are formulated based on the individual performance and the salaries trends in various regions, which will be reviewed annually.

Apart from mandatory provident fund and medical insurance, the Company has adopted a share option scheme under which share options may also award to the Directors and eligible employees as an incentive with reference to the assessment of individual performance. The Board believes that the Group maintains an admirable relationship with the employees.

DIVIDENDS

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

PROSPECTS

Global economy is estimated to grow at record speed by research institutes, international organizations, and market participants, conditional on a successful deployment of effective COVID-19 vaccines and continued accommodative fiscal, financial and monetary conditions. According to January 2021 World Economic Outlook Update issued by International Monetary Fund, the global economy is projected to grow 5.5 percent in 2021, reflecting additional policy support in a few large economies and expectations of a vaccine-powered strengthening of activity later in the year, which outweigh the drag on near-term momentum due to rising infection. To seize the business opportunities of economy recovery in 2021, management has adopted a proactive approach in merger and acquisition since the fourth quarter of 2020, switching from a conservative stance for increasing corporate resilience in the past few years.

僱員及薪酬政策

於二零二零年十二月三十一日，本集團有36名（於二零一九年十二月三十一日：41名）僱員，其中約66.7%（於二零一九年十二月三十一日：68.3%）位於香港，而餘下僱員位於中國及海外。

本集團認同僱員為本集團成功的關鍵。本集團的薪酬政策按每名員工的表現及根據不同地區的薪金情況而定，並會每年定期檢討。

除強制性公積金及醫療保險外，本公司已採納購股權計劃，據此亦會根據個別表現評估向董事及合資格僱員授出購股權以資獎勵。董事局認為，本集團與僱員之間維持良好的關係。

股息

董事局不建議派發截至二零二零年十二月三十一日止年度的末期股息（二零一九年：無）。

前景

研究機構、國際組織及市場參與者估計，全球經濟將以創紀錄速度增長，惟取決於成功部署有效的2019冠狀病毒病疫苗以及持續的寬鬆財政、金融及貨幣策略。根據國際貨幣基金組織於二零二一年一月發佈的《世界經濟展望報告》更新資料，全球經濟預計將於二零二一年增長5.5%，反映數項大經濟體的額外政策支持以及預期本年度較後時期疫苗投放活動增多，衝破因感染增加導致近期經濟增長勢頭受到的阻力。為把握二零二一年經濟復甦商機，管理層自二零二零年第四季度起積極進行併購，一改過往數年提高企業彈性的保守立場。

Management Discussion and Analysis

管理層討論及分析

PROSPECTS (Continued)

China has been, and continues to be, a fundamental driving force of merger and acquisition activity as it has become the only major economy that quickly recovered from the pandemic. Chinese economy rose 2.3 percent last year with growth of 6.5 percent in the fourth quarter according to National Bureau of Statistics, while most nations around the world struggle with new lockdowns and layoffs in the face of the surging pandemic. Benefit from the dual circulation strategy under China's 14th five-year plan for 2021–2025 through boosting internal consumption and developing a strong domestic market, Chinese economy is projected to expand 9% in 2021 by Morgan Stanley, before moderating toward 5.4% in 2022.

Also, the Group has experienced diminishing revenue and operations across various of its business segments and against the pandemic and its impact on economies, the management of the Group considers that a diversified business strategy instead of organic growth is key in remedying the low level of operations of the Group and turning around its financial performance. The Board has therefore looked to acquiring businesses with a material level of operations and which would provide sustainable sources of revenue to the Group in the short term. It is believed that the acquisitions of Jinzhou Shopping Mall Business and Guangzhou Shopping Mall Business will therefore provide steady profits and cash flow with an imminent remedy for the enhancement of the operations of the Group. The Directors will continue to divert their efforts in exploring more merger and acquisition opportunities in business that benefited most from the economic rebound in China. In particular, the future acquisitions will allow the Group to potentially expand into other property-related business areas that would complement the operations of the shopping mall businesses such as building and decorative materials supply. Such businesses, if expanded into, are expected to provide ready supply of flooring, ceiling or others building and decorative materials to and generate potential synergies with the Jinzhou Shopping Mall and the Guangzhou Shopping Mall.

On 18 September 2020, the Company received a letter from The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) notifying the Company of its decision that the Company has failed to maintain a sufficient level of operations as required under Rule 13.24 of the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”) to warrant the continued listing of its shares. Upon completion of the Acquisitions, the Company would be able to maintain a sufficient level of operations and in turn, satisfy the requirements under Rules 13.24 of the Listing Rules for the continued listing of the Company's shares on the Stock Exchange. Details of the above mentioned matters were set out in the Company's announcements dated 21 September 2020, 23 September 2020, 24 December 2020 and 8 February 2021, and the Company's circular dated 26 March 2021.

前景(續)

由於中國成為唯一一個自疫情迅速恢復的主要經濟體，其一直並將繼續為併購活動的基本推動力。根據國家統計局的數據，中國經濟去年增長2.3%，第四季度增長6.5%，而全球大多數國家均面臨疫情反彈導致重新封鎖及裁員。受益於中國第十四個五年規劃（二零二一年至二零二五年）刺激國內消費及開發強勁國內市場的雙循環戰略，摩根士丹利預計中國經濟將於二零二一年增長9%，而於二零二二年放緩至5.4%。

此外，本集團收益遞減且其各項業務分部之經營轉差，經歷抗疫以及其對經濟產生之影響，本集團之管理層認為，實施多元化業務策略而非有機增長為彌補本集團之低營運水平及扭轉其財務表現的關鍵所在。因此，董事會一直尋求收購具備實際營運水平之業務及從短期而言，此將為本集團提供收入的可持續來源。因此，我們相信收購錦州購物中心業務及廣州購物中心業務將提供穩定溢利及現金流，並為改善本集團營運提供迫切的補救措施。董事將繼續將重心轉往物色最受益於中國經濟反彈的業務所湧現的更多併購機遇。尤其是，未來的收購事項將令本集團可潛在擴展至其他物業相關業務領域，其將補充購物中心業務營運，如建築及裝飾材料供應。有關業務（倘擴展進入）預計將為錦州購物中心及廣州購物中心提供現成地板、天花板或其他建築及裝飾材料供應並產生潛在協同效應。

於二零二零年九月十八日，本公司收到香港聯合交易所有限公司（「**聯交所**」）的函件，通知本公司其決定，本公司未能維持聯交所證券上市規則（「**上市規則**」）第13.24條所規定的足夠營運水平，以保證其股份繼續上市。於完成收購後，本公司將能夠維持足夠營運水平，從而符合上市規則第13.24條的規定，令本公司股份繼續於聯交所上市。上述事項的詳情載於本公司日期為二零二零年九月二十一日、二零二零年九月二十三日、二零二零年十二月二十四日及二零二一年二月八日之公告以及本公司日期為二零二一年三月二十六日之通函。

Management Discussion and Analysis

管理層討論及分析

PROSPECTS (Continued)

Riding on this wave of economic rebound, along with ageing population and rising health concerns among citizens, the medical business in China is anticipated to grow, but with a much moderate and steady pace as our products are low-end homogeneous products with keen market competition and market share of the suppliers in this field remain stable. There is no significant investment plan for other medical devices/products at the moment as entry barriers could be high under medical compliance requirements.

UK economy, on the other side of the world, is expected to take more than two years to recover to its pre-COVID-19 level amid the recent escalating lockdowns triggered by coronavirus variants and mutations, according to a Reuters poll of 70 economists. However, residential property has been a surprisingly outperformer in UK during the pandemic, thanks to the fiscal support such as stamp duty holiday, legal reforms on leasehold property and the agreement of Brexit deal, as well as the great vote of confidence cast by commercial sectors where Nissan committed to keep manufacturing cars in Sunderland. Taking advantage of the premium location of looking over the side of Buckingham Palace, our properties situated on the southern side of Buckingham Gate provide great long-term value appreciation as luxury residential market remain thin and the weight of negotiating power sits with the seller. However, reductions in rents will mostly reflect short-term income loss as issues arising from the pandemic will continue to weigh on real estate market. Subject to the funding needs and financial position of the Group, the Company may consider suitable real estate projects for acquisition if and when the opportunities arise.

2021 will be the year of transition marked as the beginning of post-COVID-19 era with brand new challenges and opportunities. To prepare for and adapt to the new business and operating environment shaping by the unprecedented pandemic, we will continue to focus on our operational efficiency, cost control, cash conservation and remain on mission to deliver a sustainable return to the Shareholders.

前景(續)

伴隨此波經濟反彈，加上人口老化及公民健康意識日益提高，中國醫療業務將有所增長，惟增速較為緩和但穩健，概因我們的產品乃低端同類產品，市場競爭激烈，供應商於該領域的市場份額保持穩定。由於醫療合規規定項下的准入門檻可能較高，故本公司目前概無其他醫療設備／產品的重大投資計劃。

路透社對70位經濟學家的調查顯示，由于冠狀病毒變異及突變引發近期封鎖逐步升級，預計世界另一端的英國經濟將需兩年以上方能恢復至2019冠狀病毒病前水平。然而，英國住宅物業於疫情期間的表現出人意料，得益於財政支持，如印花稅優惠期、租賃物業立法改革及英國脫歐達成協議，以及商界所投出的巨大信任票，其中日產汽車承諾繼續於桑德蘭製造汽車。憑藉俯瞰白金漢宮一側的黃金地段，我們位於白金漢門南側的物業可長期大幅升值，概因豪華住宅市場依然稀缺，談判權在於賣方。然而，租金下降將主要反映短期收益損失，乃由於疫情引起的諸多問題將繼續困擾房地產市場。視乎本集團之資金需求及財務狀況，本公司可能於機會出現時考慮選擇合適房地產項目作收購用途。

二零二一年將為一個過渡年份，標誌著後2019冠狀病毒病時代的開始，帶來全新挑戰及機遇。為準備迎接及適應史無前例的疫情構造的新業務及營商環境，我們將繼續專注於我們的營運效率、成本控制、現金儲備並始終肩負為股東提供可持續回報的使命。

Biographical Details of Directors 董事履歷詳情

BOARD OF DIRECTORS

Executive Directors

Mr. KWONG Kai Sing Benny (“Mr. Kwong”), aged 62, was appointed as the executive Director and authorised representative of the Company on 19 April 2018 and 7 September 2018 respectively. He was further appointed as the chief executive officer (“**CEO**”) of the Company on 30 October 2019. He also serves as the director of certain subsidiaries of the Group currently.

Mr. Kwong holds a Bachelor Degree in Arts from Simon Fraser University in British Columbia, Canada and was awarded the Honor Degree of Doctor of Commerce by The University of West Alabama in 2007. Mr. Kwong held senior positions with major international banks in Hong Kong in respective lending departments and China department for many years. For the past years, he has served as executive director of over ten publicly listed companies both in Hong Kong, Canada and the UK. Mr. Kwong has extensive knowledge in corporate finance and banking.

Mr. Kwong was a director of the Tung Wah Group of Hospitals from 2008 to 2010 and was a member of the Campaign Committee of The Community Chest from 2006 to 2010. Mr. Kwong was an appointed member of the China People’s Political Consultative Conference of the Hubei Province and Zhaoqing City of the Guangdong Province. He is the Hospital Governing Committee member of Tai Po Hospital since 2012 and the audit committee member of Tung Wah College since 2013. Mr. Kwong has been appointed as non-executive director of PYI Corporation Limited (Stock Code: 498) since 9 February 2021. He was appointed as an independent non-executive director on 30 April 2019 of Planetree International Development Limited (“**Planetree International**”) (Stock Code: 613), and re-designated to non-executive director on 1 April 2020, and then resigned on 17 February 2021. He was also acting as the chairman of Planetree International from 1 April 2020 to 1 June 2020. Mr. Kwong was an independent non-executive director of Imagi International Holdings Limited (Stock Code: 585) from January 2016 to May 2017 and an executive director of GT Group Holdings Limited (Stock code: 263) from September 2017 to April 2018, all of which are listed on the main board of the Stock Exchange.

董事局

執行董事

鄺啟成先生（「**鄺先生**」），62歲，於二零一八年四月十九日及二零一八年九月七日分別獲委任為執行董事及本公司授權代表。彼隨後於二零一九年十月三十日獲委任為本公司行政總裁（「**行政總裁**」）。彼現時亦擔任本集團若干附屬公司的董事。

鄺先生持有加拿大英屬哥倫比亞Simon Fraser University之文學士學位，並於二零零七年獲The University of West Alabama 授予商業博士榮譽學位。鄺先生曾於香港多家大型國際銀行之借貸部門及中國部門擔任高級職位多年。於過去多年，鄺先生曾於香港、加拿大及英國逾十家上市公司擔任執行董事，於企業融資及銀行業務方面具備豐富知識。

鄺先生於二零零八年至二零一零年擔任東華三院總理，並於二零零六年至二零一零年出任香港公益金籌募委員會委員。鄺先生曾獲委任為中國人民政治協商會議湖北省及廣東省肇慶市委員。自二零一二年起，彼為大埔醫院醫院管理委員會成員，且自二零一三年起擔任東華學院審核委員會成員。自二零二一年二月九日起，鄺先生已獲委任為保華集團有限公司（股份代號：498）之非執行董事。彼於二零一九年四月三十日獲委任為梧桐國際發展有限公司（「**梧桐國際**」）（股份代號：613）之獨立非執行董事，及於二零二零年四月一日調任為非執行董事，隨後於二零二一年二月十七日辭任。彼亦由二零二零年四月一日至二零二零年六月一日擔任梧桐國際之署理主席。鄺先生於二零一六年一月至二零一七年五月擔任意馬國際控股有限公司（股份代號：585）之獨立非執行董事；以及於二零一七年九月至二零一八年四月擔任高富集團控股有限公司（股份代號：263）之執行董事，所有公司均於聯交所主板上市。

Biographical Details of Directors 董事履歷詳情

BOARD OF DIRECTORS (Continued)

Executive Directors (Continued)

Mr. CHEN Weisong (“Mr. Chen”), aged 41, is executive Director since 27 October 2017. He also serves as senior vice president of the Company and the director of certain subsidiaries of the Group. He was the executive Director from 22 June 2016 to 25 April 2017, the chief financial officer of the Company from 15 February 2016 to 25 April 2017 and CEO from 27 October 2017 to 29 October 2019.

Mr. Chen has over ten years of experience in asset management industry. He worked for CCB International Asset Management Limited, a wholly-owned subsidiary of China Construction Bank Corporation, from April 2008 to February 2016. He was a non-executive director of Universal Medical Financial & Technical Advisory Services Company Limited (stock code: 2666, a company listed on the main board of the Stock Exchange) from 6 March 2015 to 13 April 2016.

Mr. Chen received a Master of Philosophy degree from the University of Hong Kong in December 2005. Mr. Chen holds the qualification as a Chartered Financial Analyst from the CFA Institute. He is a fellow member of the Association of Chartered Certified Accountants, and was licensed as a responsible officer for Type 9 (asset management), Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities of the Securities and Futures Commission.

董事局 (續)

執行董事 (續)

陳偉松先生 (「陳先生」)，41歲，自二零一七年十月二十七日起為執行董事。彼亦擔任本公司高級副總裁及若干集團附屬公司的董事。彼於二零一六年六月二十二日至二零一七年四月二十五日期間擔任執行董事、於二零一六年二月十五日至二零一七年四月二十五日期間擔任本公司財務總監及於二零一七年十月二十七日至二零一九年十月二十九日期間擔任行政總裁。

陳先生在資產管理行業擁有逾十年的經驗。彼自二零零八年四月起至二零一六年二月期間任職於中國建設銀行股份有限公司全資附屬公司建銀國際資產管理有限公司。彼自二零一五年三月六日至二零一六年四月十三日期間擔任環球醫療金融與技術諮詢服務有限公司 (股份代號：2666，一間於聯交所主板上市的公司) 的非執行董事。

陳先生於二零零五年十二月取得香港大學哲學碩士學位。陳先生持有特許財務分析師協會授予特許財務分析師資格，彼為英國特許公認會計師公會資深會員，並曾獲得證券及期貨事務監察委員會授予負責人員牌照可進行第9類 (提供資產管理)、第1類 (證券交易) 及第4類 (就證券提供意見) 受規管活動。

Biographical Details of Directors 董事履歷詳情

BOARD OF DIRECTORS (Continued)

Executive Directors (Continued)

Mr. CHOW Chi Wah Vincent (“Mr. Chow”), aged 52, was appointed as the executive Director on 30 October 2019.

Mr. Chow is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. He obtained a Master’s degree in Professional Accounting from the Hong Kong Polytechnic University. Mr. Chow has over twenty years’ experience in the finance and accounting fields in Hong Kong. Mr. Chow was appointed as an executive director and the managing director of Farnova Group Holdings Limited (formerly known as Code Agriculture (Holdings) Limited) (Stock Code: 8153, a company listed on the GEM of the Stock Exchange) from 25 June 2019 to 23 November 2020. Mr. Chow was as an independent non-executive director of Celebrate International Holdings Limited (Stock Code: 8212, a company listed on the GEM of the Stock Exchange prior to its delisting on 8 July 2020) from 31 August 2018 to 28 July 2020. Mr. Chow was appointed as an executive director of Oshidori International Holdings Limited (“**Oshidori**”) (Stock Code: 622) on 1 June 2016 and became the company secretary on 12 July 2016. He was then appointed as the managing director of Oshidori on 5 April 2017. He resigned all the positions from Oshidori on 29 October 2019. Mr. Chow was an independent non-executive director of Imagi International Holdings Limited (Stock Code: 585) from 28 January 2016 to 10 April 2017. Mr. Chow was an executive director of Mascotte Holdings Limited, now renamed HengTen Networks Group Limited (Stock Code: 136) from 3 November 2014 to 26 October 2015, which the above three companies are listed on the main board of the Stock Exchange.

董事局 (續)

執行董事 (續)

周志華先生 (「周先生」)，52歲，於二零一九年十月三十日獲委任為執行董事。

周先生為特許公認會計師公會資深會員及香港會計師公會會員。彼獲得香港理工大學專業會計碩士學位。周先生於香港財務及會計方面擁有逾二十年經驗。周先生於二零一九年六月二十五日至二零二零年十一月二十三日獲委任為法諾集團控股有限公司(前稱為科地農業控股有限公司，股份代號：8153，一間於聯交所GEM上市之公司)之執行董事及董事總經理。周先生於二零一八年八月三十一日至二零二零年七月二十八日擔任譽滿國際(控股)有限公司(股份代號：8212，一間於其於二零二零年七月八日除牌前於聯交所GEM上市之公司)之獨立非執行董事。周先生於二零一六年六月一日獲委任為威華達控股有限公司(「**威華達**」)(股份代號：622)之執行董事及於二零一六年七月十二日成為公司秘書。彼其後於二零一七年四月五日獲委任為威華達之董事總經理。彼於二零一九年十月二十九日辭任威華達之全部職務。於二零一六年一月二十八日至二零一七年四月十日，周先生為意馬國際控股有限公司(股份代號：585)之獨立非執行董事。於二零一四年十一月三日至二零一五年十月二十六日期間，周先生為馬斯葛集團有限公司(現更名為恆騰網絡集團有限公司，股份代號：136)之執行董事，以上三間公司均於聯交所主板上市。

Biographical Details of Directors 董事履歷詳情

BOARD OF DIRECTORS (Continued)

Executive Directors (Continued)

Mr. WANG Hongfang (“Mr. Wang”), aged 61, was appointed as the executive Director on 7 January 2021.

Mr. Wang has over twenty six years of management experience. Since 2018, he has been the chairman of Baby First Education Group Limited and the chairman of Shenzhen Qizhi Education Technology Limited, both being his privately owned companies.

From 2003 to 2018, Mr. Wang served in China Dili Group (formerly known as Renhe Commercial Holdings Company Limited (人和商業控股有限公司*), Stock Code: 1387, a company listed on the main board of the Stock Exchange). In 2003, he was appointed as the vice president of China Dili Group and became the executive president in 2006. He was then appointed as an executive director on 14 December 2007, the executive president (Investments and Financing) on 26 February 2008 and the chief executive officer on 30 June 2014, and resigned from all the positions on 4 September 2018. Prior to joining China Dili Group, Mr. Wang held management positions in a number of companies in China during the period from 1994 to 2000. From 2001 to 2003, Mr. Wang was the president of Harbin Jurong New Power Co., Ltd. in which he was responsible for the overall planning and management of its business.

Mr. Wang obtained a bachelor's degree in automatic control mechanics (自動控制專業) in 1982 and graduated with a Master's degree in politics and economics in 1991 from the Harbin Institute of Technology (哈爾濱工業大學).

* For identification purpose only

董事局 (續)

執行董事 (續)

王宏放先生 (「王先生」)，61歲，於二零二一年一月七日獲委任為執行董事。

王先生擁有逾二十六年的管理經驗。彼自二零一八年為智慧寶貝教育集團有限公司主席及深圳啟智教育科技有限公司董事長，該兩間公司為彼之私人擁有公司。

王先生於二零零三年至二零一八年期間任職於中國地利集團(前稱人和商業控股有限公司，股份代號：1387，一間於聯交所主板上市的公司)。於二零零三年，彼獲委任為中國地利集團副總裁，並於二零零六年擔任執行總裁。其後，彼於二零零七年十二月十四日獲委任為執行董事，於二零零八年二月二十六日獲委任為執行總裁(投資及融資)，及於二零一四年六月三十日獲委任為行政總裁，並於二零一八年九月四日辭去所有職務。在加入中國地利集團前，王先生於一九九四年至二零零零年期間在中國擔任數間公司的管理層職位。於二零零一年至二零零三年，王先生為哈爾濱巨容新能源有限公司總裁，負責其業務的整體規劃及管理。

王先生於一九八二取得哈爾濱工業大學自動控制專業學士學位，並於一九九一年政治經濟學碩士畢業。

* 僅供識別

Biographical Details of Directors 董事履歷詳情

BOARD OF DIRECTORS (Continued)

Independent non-executive Directors

Dr. GAO Bin (“Dr. Gao”), age 58, is the independent non-executive Director. Dr. Gao has extensive knowledge and rich experience in foreign exchange, fixed income, equity and commodity investment. He holds a Bachelor Degree in Space Physics from University of Science and Technology of China, an MA from Princeton University in Astrophysics and a PhD Degree in Finance from New York University.

Dr. Gao currently serves as chief executive officer of Kaifeng Investment Management (Hong Kong) Limited. He has been serving as a special term professor at School of Economics and Management and PBC School of Finance of Tsinghua University since 2002. He served as a senior vice president of Lehman Brothers from 2004 to 2005. He served as a managing director of Merrill Lynch from 2005 to 2014, in charge of interest strategies in Asia Pacific. He was a tenured associate professor of the finance department at University of North Carolina-Business School, USA before joining this industry.

Ms. LIU Yan (“Ms. Liu”), aged 50, is the independent non-executive Director. Ms. Liu has over twenty years of solid experience in auditing, financial management, taxation and fund management. She holds a Bachelor Degree in Economics from the Central University of Finance & Economics and a Master Degree in Business Administration from University of Rochester. She is a member of Chinese Institute of Certified Public Accountants (CICPA) and passed all tests for Chartered Financial Analyst (CFA) program.

Ms. Liu has worked for PricewaterhouseCoopers (Guangzhou, China), Barclays Capital (New York City), Angelo Gordon Asia Limited (Hong Kong and New York), China Everbright Limited (Hong Kong) and Brilliance Group Holdings Limited (Shanghai). Ms. Liu was appointed as an independent non-executive director of Haitong International Securities Group Limited (Stock Code: 665), Great Wall Pan Asia Holdings Limited (Stock Code: 583) and Planetree International on 19 June 2018, 26 November 2018 and 1 November 2020 respectively, she was an independent non-executive director of U Banquet Group Holding Ltd (Stock Code: 1483) from 1 November 2016 to 27 September 2018, all of which are listed on the main board of the Stock Exchange.

董事局 (續)

獨立非執行董事

高濱博士 (「高博士」)，58歲，任獨立非執行董事。高博士在外匯、固定收益、股本及商品投資方面擁有廣博知識及豐富經驗。彼持有中國科學技術大學空間物理學學士學位，普林斯頓大學天體物理學碩士學位，紐約大學金融博士學位。

高博士現任凱豐投資管理(香港)有限公司首席執行官。自二零零二年起在清華經管學院與五道口金融學院任特聘教授。於二零零四年至二零零五年期間任雷曼兄弟高級副總裁。於二零零五年至二零一四年期間任美林美銀董事總經理，主管亞太區利率策略。進入業界前任職美國北卡羅來納大學商學院金融系並獲得終身教授。

劉艷女士 (「劉女士」)，50歲，任獨立非執行董事。劉女士於審計、財務管理、稅務及資金管理方面積逾二十年經驗，持有中央財經大學經濟學學士學位及羅徹斯特大學工商管理碩士學位。彼為中國註冊會計師協會(CICPA)會員及通過特許財務分析師(CFA)三級考試。

劉女士曾任職於普華永道中天(中國廣州)、巴克萊資本(紐約市)、安祖高頓亞洲有限公司(香港及紐約)、中國光大控股有限公司(香港)及華晨集團有限公司(上海)。劉女士分別於二零一八年六月十九日、二零一八年十一月二十六日及二零二零年十一月一日獲委任為海通國際證券集團有限公司(股份代號：665)、長城環亞控股有限公司(股份代號：583)及梧桐國際的獨立非執行董事，彼由二零一六年十一月一日至二零一八年九月二十七日為譽宴集團控股有限公司(股份代號：1483)的獨立非執行董事，所有公司均於聯交所主板上市。

Biographical Details of Directors 董事履歷詳情

BOARD OF DIRECTORS (Continued)

Independent non-executive Directors (Continued)

Mr. TANG King Shing, *GBS, PDSM* (“**Mr. Tang**”), aged 66, is the independent non-executive Director. Mr. Tang holds a Master’s Degree in International and Public Affairs from The University of Hong Kong. In March 2013, Mr. Tang was appointed as a member of the National Committee of the Chinese People’s Political Consultative Conference of China. In June 2013, he was appointed as a director of the Hong Kong News-Expo. From September 2017 to August 2019, he was appointed as the Chairman of the Country and Marine Parks Board of the Agriculture, Fisheries and Conservation Department and he is an honorary advisor of Hong Kong Strategy.

Mr. Tang took office (until retirement) as Commissioner of Hong Kong Police from January 2007 to January 2011. He served as vice chairman and executive director of the board of Hong Kong Airlines from 28 September 2016 to 17 December 2018. He also served as an independent non-executive director of Kingboard Chemical Holdings Limited (stock code: 148) and as a non-executive director of Hong Kong International Construction Investment Management Group Co., Limited, now renamed as Tysan Holdings Limited (stock code: 687), from 1 August 2013 to 1 November 2016 and from 15 July 2017 to 3 May 2019 respectively, all of which are listed on the main board of the Stock Exchange.

董事局 (續)

獨立非執行董事 (續)

鄧竟成先生，金紫荊星章、香港警察卓越獎章（「鄧先生」），66歲，任獨立非執行董事。鄧先生持有香港大學國際關係學碩士學位。二零一三年三月，鄧先生獲委任為中國人民政治協商會議全國委員會委員。二零一三年六月，獲委任為香港新聞博覽館董事。於二零一七年九月至二零一九年八月，委任為漁農自然護理署郊野公園及海岸公園委員會主席及群策學社榮譽顧問。

鄧先生自二零零七年一月至二零一一年一月（退休）任職香港警務處處長。彼於二零一六年九月二十八日至二零一八年十二月十七日，擔任香港航空董事局副董事長及執行董事。彼亦分別於二零一三年八月一日至二零一六年十一月一日及於二零一七年七月十五日至二零一九年五月三日擔任建滔化工集團有限公司（股份代號：148）的獨立非執行董事及香港國際建設投資管理集團有限公司（現更名為泰昇集團控股有限公司，股份代號：687）的非執行董事，所有公司均於聯交所主板上市。

Environmental, Social and Governance Report

環境、社會及管治報告

Tai United Holdings Limited (collectively referred to as (“**Group**” or “**We**”)) adheres to the concept of sustainable development for its corporate planning and operation and strives to create long-term value for the Group’s stakeholders. We prepare the Environmental, Social and Governance (“**ESG**”) Report (“**ESG Report**”) in accordance with the Environmental, Social and Governance Reporting Guide (“**ESG Guide**”), set out in Appendix 27 to the Listing Rules, to inform all stakeholders about our ESG policies, measures and performance.

太和控股有限公司(以下簡稱「**集團**」、「**本集團**」或「**我們**」)以可持續發展為企業規劃與營運理念，務求為本集團的利益相關者創造長遠價值。為讓各持份者瞭解本集團的環境、社會及管治(「**ESG**」)之政策、措施及表現，我們根據上市規則附錄二十七所載之環境、社會及管治報告指引(「**ESG 指引**」)編制了本環境、社會及管治報告(「**ESG 報告**」)。

This ESG Report mainly covers the Group’s business segments from 1 January 2020 to 31 December 2020 (“**Reporting Period**” or “**FY2020**”), which are comprised of (i) property investment; (ii) medical equipment trading; (iii) mining and exploitation of natural resources; and (iv) financial services and asset management. All management and staff with primary responsibilities participated in the preparation of this Report to assist the Group’s operation in reviewing and identifying relevant ESG matters, as well as assessing the related matters that are material to our business and every stakeholder. A summary of the ESG matters material to the Group contained in this Report is set out in the following table:

本ESG報告主要涵蓋自二零二零年一月一日至二零二零年十二月三十一日(「**報告期間**」、「**2020年財政年度**」)集團的業務分部包括(i)物業投資；(ii)醫療設備貿易；(iii)採礦及勘探天然資源；及(iv)金融服務及資產管理。各主要職能的管理層與員工均有參與編制本報告，以協助集團檢討其運作情況及鑒別相關ESG事宜，並評估相關事宜對我們的業務以及各持份者的重要性。下表為本報告所載本集團屬重大ESG事宜之摘要：

ESG Guide Summary ESG 指引提要

Significant ESG Matters 重大 ESG 事宜

A. Environmental 環境

- A1. Emissions
排放物
- A2. Use of Resources
資源使用
- A3. The Environment and Natural Resources
環境及天然資源

- Waste Treatment and Carbon Emission
廢棄物處理及碳排放
- Energy and Water Consumption
能源及水消耗
- Environmental Implication Management
環境影響管理

B. Social 社會

- B1. Employment
僱傭
- B2. Health and Safety
健康與安全
- B3. Development and Training
發展及培訓
- B4. Labour Standards
勞工準則
- B5. Supply Chain Management
供應鏈管理
- B6. Product Responsibility
產品責任
- B7. Anti-corruption
反貪污
- B8. Community Investment
社區投資

- Employee Benefits and Equal Opportunities Policies
僱員待遇及平等機會政策
- Occupational Health and Safety
職業健康與安全
- Employee Training Plan
員工培訓計劃
- Prevention of Child Labour or Forced Labour
防止童工或強制勞工
- Sustainable Supply Chain
可持續發展供應鏈
- Customer Service, Marketing and Customer Privacy Security
客戶服務、市場推廣及客戶私隱保障
- Prevention of Corruption and Fraud
防止貪污及舞弊
- Contributions to Society
社會公益

A. ENVIRONMENTAL

A1 Emissions

The Group is always holding sustainable development and enterprise social responsibility as its mission. The Group commits to carrying out monitoring and emission reduction measures in every process management, energy and resource management in its day-to-day operation to prevent any unnecessary contamination and reduce the adverse impact on the environment. The segment developed by the Group during the Year did not generate any exhaust gas and sewage discharge in the daily commercial operation.

In addition, in terms of mining and exploitation of natural resources business, the Group holds four mining right licences (“**Mining Rights**”) of its three tungsten projects in Mongolia. These tungsten projects are still at the exploration stage, thus the emissions of waste gas, sewage and wastes during the mining process are not applicable during the Reporting Period. The management has approached a number of international investors during the Year, but the relevant meetings and communications were suspended due to the COVID-19 outbreak and subsequent lockdown measures. Since then, market demand in various industries was negatively affected by further spread of the epidemic, resulting in fluctuations in tungsten prices. Other potential investors may also lose confidence due to weaker economic forecasts, which may reduce the demand for tungsten. However, the directors remain optimistic about the global economic recovery and the long-term demand for tungsten. At the same time, the Group is still looking for potential investors and/or establishing strategic mining partnerships with reputable explorers around the world to minimize any possible exploration risks.

A. 環境

A1 排放物

本集團以可持續發展及企業社會責任為己任，致力於日常營運中針對各項流程管理、能源與資源管理環節實施監控及減排措施，以預防任何不必要的污染並降低對環境造成的負面影響。本集團本年發展之板塊於日常的商業運作中並未產生廢氣及污水排放。

此外，在採礦及勘察天然資源業務方面，本集團持有蒙古國三個鎢礦項目的四個採礦權許可證（「**採礦權**」）。這些鎢礦項目於報告期間內仍處於勘探工作階段，故有關開採礦山過程中廢氣、污水及廢棄物的排放在此報告期間暫不適用。管理層於本年度曾接洽多名國際投資者，但有關會議及溝通因2019冠狀病毒病疫情及其後的後續封鎖措施而暫停。其後，由於疫情進一步擴大而令各行業對市場需求產生負面影響進而導致鎢價格波動。其他潛在投資者亦因經濟預測較為低迷而可能導致鎢的需求減少，從而失去信心。但董事仍對全球經濟復蘇以及鎢的長期需求持樂觀態度。與此同時，本集團仍在不斷物色潛在投資者及／或與全球具聲譽的勘探商建立策略採礦合作關係，以盡量降低任何可能的勘探風險。

A. ENVIRONMENTAL (Continued)

A1 Emissions (Continued)

Waste Treatment

During FY2020 under review, the total amount of waste generated from the day-to-day operation of the Group was only 0.253 tonne, of which it included non-hazardous waste (paper and disposable office supplies) of 0.245 tonne, and hazardous waste (waste tube, detergent and other chemical materials) of 0.008 tonne.

The Group is committed to creating a working environment that emphasizes “green office” and “low-carbon” policies, so as to increase the utilization of resources and achieve long-term sustainable development. As regard to daily operation, the Group implements the environmental protection policy (including reducing the use of disposables) to promote the paperless practice and electronic documentation. Staff is encouraged to apply both side printing and copying to reduce wasting papers. At the same time, the Group purchases and choose environmentally friendly and certified papers to reduce damage to natural forest and help mitigate global warming. A total of approximately 0.11 tonne of papers was saved in FY2020.

The Group recognises the equal importance of waste recycling on environmental protection in addition to waste source reduction, therefore, the Group also proactively promoted various environmental recycling policies during the last financial year. As regard to waste treatment, the Group categorizes all wastes in the office into three types (paper/plastic/non-recyclable) according to requirements and uniformly collects and disposes of all types of waste. The Group also donates idle furniture and computer equipment to other friendly companies. During the Reporting Period, 0.02 tonne of papers was recycled due to our successful implementation of the above environmental protection policies.

A. 環境(續)

A1 排放物(續)

廢棄物處理

回顧2020財政年度，本集團於日常營運中產生的廢棄物總量僅為0.253噸，其中包括0.245噸的無害廢棄物（紙張及一次性辦公用品）、以及0.008噸的有害廢棄物（廢舊燈管、清潔劑與其它化學物料）。

本集團致力於營造強調「綠色辦公」和「低碳」政策的工作環境，以提高資源的有效利用率，實現長期可持續發展。在日常運營方面，本集團實施環保措施，包括減少使用一次性用品，推行無紙化作業和文書工作電子化，並鼓勵員工使用雙面或二合一打印及複印，以減少廢棄紙張的產生。本集團同時購買並選用有證書的環保製造紙張，從而減少對自然森林的傷害及幫助緩解全球變暖問題。以上各項環保政策一共為我們2020財政年度節省約0.11噸紙張的使用。

本集團明白除源頭減廢外，廢棄物的回收再用對保護環境同樣重要，因此本集團於剛過去的財政年度亦積極推行各項環保回收政策。在垃圾處理方面，本集團對所有辦公室廢棄物均嚴格依規定分成紙類／塑料／不可回收三種分類，並對各類廢棄物進行統一收集和回收處理，另有轉贈閒置傢具及電腦設備予其他友好公司重用。以上環保政策的成功一共讓我們於報告期間回收了0.02噸廢紙。

A. ENVIRONMENTAL (Continued)

A1 Emissions (Continued)

Carbon Emission

In FY2020, the total carbon emission of the Group was 40.08 tonne, the carbon emission density per square meter of office space was 0.05 tonne of carbon dioxide (Note 1). The above carbon emission was mainly generated from the usage of various energy sources by the Group, including electric power, gasoline and natural gas. Please refer to A2 Use of Resources – Energy consumption (Note 2) in this ESG Report regarding the usage and consumption of relevant energy.

To promote staff's awareness of emphasizing environmental protection, the Group purchased additional video conferencing equipment simultaneously in our offices in Hong Kong and subsidiaries to reduce greenhouse gas emissions generated from attending the meeting by airplane. The Group has also reduced paper consumption through the application of computer technology (e.g. written communication by email, use DingTalk office software as an instant messaging platform and approval process management) and increased work efficiency.

Note 1: The above calculation of carbon emission is referenced to the "2020 Government GHG Conversion Factors For Company Reporting" issued by BEIS (英國商業、能源及產業策略部), "Emission Factor of Mongolia" issued by Joint Credit Mechanism of Japan, "Environmental Key Performance Index Reporting Guide" issued by the Stock Exchange and "the China Regional Grid Baseline Emission Factor" issued by National Development and Reform Commission of China.

Note 2: The above calculation of carbon emission covers the emission activities under range one and two in the "Environmental Key Performance Index Reporting Guide" issued by the Stock Exchange.

All the departments of the Group have strictly complied with the internal management system related to environmental protection of the Group. There was no occurrence of any non-compliance issues with relevant laws and regulations in relation to the emission of waste gas and greenhouse gases, discharges into water and land, generation of hazardous and harmless waste.

A. 環境(續)

A1 排放物(續)

碳排放

於2020財政年度，本集團的碳排放總量為40.08公噸，每平方米辦公面積的碳排放密度為0.05公噸二氧化碳(附註1)。以上碳排放主要來自本集團對各項能源的使用(包括電力、汽油及天然氣)，相關能源的使用及耗量詳情可參閱本報告A2資源使用—能源消耗部份(附註2)。

為推廣員工注重環境保護的意識，本集團同時於香港及子公司的辦公室增設視像會議器材，減少乘搭飛機出差會議所造成的溫室氣體排放。另外，我們亦透過應用電子科技，例如以電子郵件發出書面通信、利用釘釘辦公軟件作為即時通訊平台及電子化審批流程管理等，以節省紙張用量及同時提升工作效率。

附註1：上述碳排放之計算參照英國商業、能源及產業策略部(BEIS)出版之《2020 Government GHG Conversion Factors For Company Reporting》、日本Joint Credit Mechanism公佈的《Emission Factor of Mongolia》、香港交易所《環境關鍵績效指標彙報指引》及中國國家發展和改革委員會公佈之《中國區域電網基準線排放因子》。

附註2：上述碳排放之計算涵蓋香港交易所《環境關鍵績效指標彙報指引》中範圍一及範圍二的排放活動。

本集團各部門均嚴格遵守集團內部與環保相關的管理制度，於報告期間內並無任何違反廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生之相關法律及規例的情況出現。

A. ENVIRONMENTAL (Continued)

A2 Use of Resources

The Group emphasizes saving resources and environmental protection, committed to minimize possible risks of impact on the environment arising from business development by utilizing resources effectively and advocating commercial acts accountability to the environment. During the Reporting Period, the Group achieved various energy-saving targets and successfully implemented green energy policies, and actively participated in office energy-saving and environmental protection activities promoted by property management company of the building where it locates, for instance, resources recycling activity, with a view to improve staff's awareness in energy conservation and emission reduction.

Energy Consumption

To implement energy saving policy, the Group proactively carried out various energy saving policies and measurements which helped us save a total of 6.66% energy consumption during the Reporting Period. The Group's office has fully installed the energy efficient fluorescent tube and other electronic equipment with high energy efficiency, set and conduct modulated temperature and timing control on air-conditioners. The Group will also be checked the office's electricity consumption regularly. And the employees are required to turn off lighting, air conditioning and office equipment when no one is in use to reduce electricity consumption. Moreover, the Group also added the slogan "Electrical Energy Saving" at light switches and interacted with employees by providing regular training on the best practices and techniques for saving electricity in order to enhance employees' environmental awareness.

A. 環境(續)

A2 資源使用

本集團注重能源節約及環境保護，透過對資源的有效使用及提倡對環境負責任的商業行為，降低業務發展可能對環境帶來的潛在影響。本集團於報告期間通過多項節能目標及綠色能源政策，並積極參與辦公大廈物業管理處所推行的各項辦公室節能及環保行動，例如資源回收活動，藉此提高員工的節能減排意識。

能源消耗

為貫徹節約能源的方針，本集團積極推行各項節能政策及措施，並於報告期間一共幫助我們節約6.66%耗能。本集團的辦公室已全面使用高效節能螢光燈管及其它高能源效益的電子設備，並對空調設置實施定溫定時控制。亦會定期檢查辦公室的用電量，要求員工於無人使用時關閉照明、空調及辦公設備，以減少用電。此外，本集團在各辦公室電燈開關增添「節約用電」標語，通過提供有關節約用電的最佳常規及技巧的定期培訓與僱員互動，以提高僱員的環保意識。

A. ENVIRONMENTAL (Continued)

A2 Use of Resources (Continued)

Energy Consumption (Continued)

Set out below is the Group's total energy consumption and total energy intensity in FY2020:

Energy category 能源種類	Consumption (daily office work) 耗量 (日常辦公)	Total Energy Intensity (office space per unit) 總能源密度 (每單位辦公面積)
Electricity 電	28,330 kWh 28,330 千瓦時	35.61 kWh/sq.m. 35.61 千瓦時／平方米
Gasoline 汽油	8,143 liter 8,143 公升	10.23 liter/sq.m. 10.23 公升／平方米
Natural gas 天然氣	120 cubic meter 120 立方米	0.15082 cubic meter/sq.m. 0.15082 立方米／平方米

Note: The above consumption only comprised the consumption that directly controlled and utilized by the Group, of which it included the Group's offices in Mainland China, Hong Kong, Mongolia and the UK, but not including consumption arising from other third-party.

Water Consumption

The Group's water consumption during the Reporting Period was generated from daily office water utilisation. Although the Group's business activities do not consume a large volume of water, however, to encourage all employees to develop a habit of conserving water resources, the Group has adopted rules and regulations and implemented the following emission reduction measures to conserve water resources. The measures include putting up reminder slogans such as "conserve water resources" on public occasions to promote the concept; using sensor water switches and restricting flow measures and regularly inspecting and maintaining water facilities to prevent waste of water. During the Reporting Period, the Group's water consumption in its offices was 17 cubic meters in total. The average water consumption per square meter of office space is 0.0214 cubic meter when calculated by office space. Total water consumption in FY2020 decreased by 15% as compared with that of the previous year. The decrease was mainly due to the decrease in business and the number of employees during the epidemic.

A. 環境 (續)

A2 資源使用 (續)

能源消耗 (續)

以下是本集團於2020財政年度的能源總耗量及總能源密度：

註：上述能耗只包括由集團直接管控及使用的耗量，當中包括集團位於中國內地、香港、蒙古國及英國的辦公室，並不涵蓋其他第三方所產生的用量。

耗水量

本集團於報告期間的耗水均為日常辦公用水。儘管本集團的業務活動並不消耗大量水資源，為了鼓勵所有僱員養成有意識用水的習慣，本集團採用了規章制度，積極實施以下減排措施，以節約水資源。當中包括在公共用水場合貼上「節約用水」等提示標語，促使「節約用水」的觀念深入人心；使用感應水開關並限制流量措施及定期對用水設施進行檢查及維護，防止水資源的浪費。於報告期間，本集團於各地辦公室的用水量總共為17立方米。若以辦公面積計算用水密度，平均每平方米的辦公面積用水量為0.0214立方米。本財政年度的總用水量比上年度減少15%，而下降原因主要是由於疫情期間經營活動和員工數量減少。

A. ENVIRONMENTAL (Continued)

A3 The Environment and Natural Resources

Environmental Implication Management

The Group is deeply aware of the importance of environmental protection, social responsibility and governance, the green office environment will continue to be promoted through the four basic principles of reduction, reuse, recycling and replacement. Although the core businesses of the Group have an insignificant impact on environment and natural resources, the Group still always strictly abides by laws, regulations and national standards relating to environmental protection, and incorporates the impact of its operation on environment as one of its significant considerations and endeavours to minimise the impact of Company's operation on environment.

Besides, the Group constantly conducted assessment and supervision on environmental risks during daily operation, developed immediate mitigation measures when potential environmental risk was identified to ensure such risk is under control.

A. 環境(續)

A3 環境及天然資源

環境影響管理

本集團深感環保、社會責任及管治的重要，我們將會繼續通過減少、重用、回收及取代四個基本原則，推廣綠色辦公環境。儘管集團的核心業務對環境及天然資源的影響甚微，但本集團依然始終嚴格遵守環境保護相關的法律法規及國家標準，將運營對環境的影響納入重要考慮因素之一，致力將公司運營對環境的影響降至最低。

此外，本集團於日常運營中不斷對環境風險進行評估及監察，當發現對環境有潛在風險時立即制定相應緩解措施，確保該風險得到控制。

B. SOCIAL

B1 Employment

Employee Benefits and Equal Opportunities Policies

The Group believes that talent is a key factor for enterprise competitiveness and human resources play a vital role in the Group's long-term development and success. Therefore, the Group strives to introduce talents through multi-channel and cultivate talents through the adoption of an incentive mechanism.

To attract and retain talents, ensure smooth business operation of the Group and in line with continuous expansion needs, the Group has its human resources management policy in place to regulate matters relating to staff recruitment, promotion, dismissal, working hours, holidays, remuneration packages and benefits. The remuneration of the Group's employees is determined with reference to market standard, industry practice and staff's qualifications and experience. Meanwhile, the Group distributes bonuses to employees to the extent possible according to profitability as incentives for the contributions they made to the Group and provides staff with on-the-job training and development opportunities to assist them to show their talents in the positions. The benefit plan of the Group's staff comprises MPF, medical insurance, accidental insurance, employees' benefits, paid holidays (annual leave, sick leave, maternity leave, paternity leave, marital leave and examination leave). Both staff's working hours and holiday schedules have rigorously complied with national and local laws and regulations to make sure staff can demonstrate their abilities in a favourable working environment.

B. 社會

B1 僱傭

僱員待遇及平等機會政策

本集團相信企業競爭力的關鍵在於人才，人力資源對本集團的長遠發展及成功至關重要，因此本集團致力於從多渠道引進人才並採用激勵機制培養人才。

為吸引及挽留優秀人才，以確保本集團業務運作暢順及配合不斷擴展之需要，本集團已制定人力資源管理政策規範員工招聘、晉升、解雇、工作時數、假期、薪酬待遇及福利相關事宜。本集團僱員薪酬的擬定乃參考市場水平、行業慣例及員工的資歷與經驗，同時亦按照盈利狀況盡可能向員工派發花紅，獎勵為本集團作出貢獻的優秀員工，並向僱員提供在職培訓及發展，以協助他們在崗位上一展所長。本集團為員工提供的福利計劃包括強積金、醫療保險、意外保險、員工津貼、有薪假期（年假、病假、產假、侍產假、婚假、考試假等）。員工工作時間和假期的安排均嚴格遵守國家和地方的法律法規，以確保員工能在良好的工作環境下發揮所長。

B. SOCIAL (Continued)

B1 Employment (Continued)

Employee Benefits and Equal Opportunities Policies (Continued)

The Group takes a fair and open principle on recruitment policy, adheres to the basic principle of merit and capabilities, open position recruitment, equal competition, two-way selection and engagement of the excellent in recruitment. All candidates are required to undergo an objective orientation examination and interview to assess whether their abilities can meet our development requirements. At the same time, the Group is also required to ensure the fairness of the overall recruitment process through stringent approval procedures. In addition, the Group provides staff with good promotion prospects and opportunities. The Group established an annual performance appraisal system to review staff performance and remuneration policy regularly, intending to reward and motivate the contribution and performance of employees and assist them in their career development and promotion within the Group.

In the meantime, the Group is committed to providing staff with a fair and equitable working environment with no discrimination. The Group prohibits the occurrence of any form of discrimination in its working environment, avoid any form of discriminating recruitment, redesignation, remuneration and promotion. The Group establishes the reporting and complaint mechanism system to report or submit complaints to the head of the human resources department immediately in case of any biased treatment, and the task force will conduct an investigation and take appropriate follow up actions. If our employees have any problems or opinions, they could give feedback through the communication channels established by the Group.

As teamwork is one of the core values of the Group, we understand the importance of maintaining a suitable work-life balance for our employees, hence the Group arranged a series of corporate and social activities for employees to enhance the corporate culture and their sense of belongings. By doing these, the Group aims to strengthen the connection between employees and promote the balance between work and life.

During the Reporting Period, there was no significant breach of any relevant laws and regulations such as Labour Law relating to human resources.

B. 社會 (續)

B1 僱傭 (續)

僱員待遇及平等機會政策 (續)

本集團的招聘政策以公平及公開為原則，堅持用人唯才、公開崗位，平等競爭，雙向選擇，擇優聘任為我們錄用人才的基本準則。所有應聘者需經過客觀的入職考核及面試以評估其能力是否滿足集團發展的要求，同時本集團亦需通過嚴格的審批程序以確保整個招聘流程的公平性。此外，本集團亦為員工提供良好的晉升階梯及機會，我們已建立年度績效考核體系，定期對員工績效及薪酬政策進行檢討，旨在獎勵及激勵僱員的生產力和工作表現，協助僱員在集團內發展事業及晉升。

與此同時，本集團致力於為僱員提供一個公平、平等、不存在歧視的工作環境。本集團嚴禁任何形式的歧視發生於工作環境，避免員工在招聘、調職、薪酬、晉升上受到任何形式的歧視。本集團設有彙報及投訴機制，如遇到任何不平等待遇的事情，可立即向人力行政部分管領導彙報或提出投訴，並由專責小組調查及跟進。員工亦可透過集團特設的溝通渠道反饋任何遇到的問題或意見。

團隊精神是本集團核心價值之一，明白為其僱員維持適合的工作與生活平衡的重要性。為加強僱員之間的聯繫及促進工作與生活之間的平衡，本集團還為員工安排了一系列的公司和社會活動，以提升企業文化和他們的歸屬感。

於本報告期間，集團並未發現任何違反勞動法等有關人力資源的法例和法規的重大事宜。

B. SOCIAL (Continued)

B2 Health and Safety

Occupational Health and Safety

The Group regards staff's occupational health and safety as our foremost responsibility, and endeavours to provide staff with a satisfactory and safe working environment. As regard to fire control safety, the Group provides all staff with detailed guidelines on fire escape routes and escape procedures and requires staff to participate in fire escape drill of office buildings. In addition, the Group also encourages staff to report various accidents that occurred during work and other unsafe factors. Staff may seek assistance from the human resources and administration department in case of an accident during work or within the working arena. The Group gives priority to staff's safety under adverse weather conditions (such as a rainstorm, typhoon). Staffs are required to comply with the guidelines for the staff's working arrangement under adverse weather conditions to safeguard staff safety to the greatest extent.

Besides, the Group also pays high attention to the staff's physical and psychological health. The Group organises various sports and recreation activities from time to time. In addition to building up a healthy body, staff may develop team spirit to promote a harmonious working environment.

For tungsten mines exploitation in Mongolia, as no active mining operation of the Group has taken place yet, the guidelines on providing a safe working environment and protection of employees from occupational hazards were not applicable during the Reporting Period. Once the exploitation of the mines commences officially, apart from making sure meeting the business compliance with local laws and regulations on production safety, the Group will also formulate a code of practice and safety guidelines in place to standardise business processes, and detail the safety precautions for different mining procedures. At the same time, the Group will also conduct regular occupational safety training on mining staff, require staff to get equipped with protective equipment and conduct on-going monitoring regarding the mining environment to ensure working environment safety. Besides, the Group will also adopt advanced technology to enable more efficient and more secure mining operations.

B. 社會(續)

B2 健康與安全

職業健康與安全

本集團將員工的職業健康與安全視作我們最重要的責任，並致力為員工提供理想及安全的工作環境。在消防安全方面，本集團為所有員工提供走火通道及逃生程序的詳細指引，並要求員工參與辦公大廈的消防逃生演習。此外，我們亦鼓勵員工報告工作期間發生的各種事故或其他不安全因素。若員工在工作期間或工作範圍內發生意外，可向人力行政部尋求協助。如遇極端惡劣天氣(如暴雨、颱風)，員工的安全是本集團的第一優先考慮。員工必需遵守本集團規定的惡劣天氣情況下的上下班指引以最大程度保障安全。

此外，本集團亦十分注重員工的身心健康。本集團不時舉辦各項運動及康樂活動，員工除了可鍛鍊體魄外，更可藉此建立團隊合作精神，推動和諧互助的工作環境。

就蒙古鎢礦開採事宜，由於本集團尚未進行活躍採礦業務，故相關提供安全工作環境及保障僱員避免職業性危害的指引在此報告期間並不適用。一旦礦山正式開採，集團除確保業務符合當地安全生產的法律法規外，亦會制定工作守則及安全指引規範業務流程，詳列不同開採程序的安全注意事項。本集團亦會對採礦人員進行定期職業安全培訓，要求員工穿著保護裝備，並對採礦環境進行持續監測，以確保員工工作環境的安全。同時，集團亦會採用領先技術，令採礦作業更高效和安全。

B. SOCIAL (Continued)

B2 Health and Safety (Continued)

Preventive Measures for COVID-19

In response to the COVID-19 outbreak, the Group has taken actions to enhance health and safety precautions in the office to ensure the health of its employees. Apart from increasing the frequency of cleaning and disinfection in the office area, the Group also requires employees to wear surgical masks in the office, check their body temperature every day before going to work and regularly submit deep throat saliva samples for testing purposes. The Group also issued guidelines to employees to provide advice on the reporting measures for the outbreak of COVID-19 among employees and related family members.

During the Reporting Period, the Group did not have any violations of laws and regulations related to employee health and safety.

B3 Development and Training

Employee Training Plan

The Group believes that talent development is an enterprise's development foundation. Hence, the Group pays high attention to the staff's occupation development and training. The Group has established systematic training regimens and training system to support staff's continuous development, among which it comprises induction training, on-the-job training and external training. At the end of each year, the human resources and administration department collects the training and developing requirements from each department and formulates training plans based on the information and opinions collected. Apart from induction training, newly employed staff will continue to learn and improve themselves during the mentoring by experienced staff. Besides, the Group will also arrange on-the-job training and external training tailored to staff's needs according to their operation post, personal ability and aspiration to promote staff's continuous growth and development at work. After completing the training, the Group will also collect staff's feedback to constantly improve our training quality. The Group started to set up special education allowances in FY2020 to encourage potential staff to commence continuing study relating to current works or for long-term career development purposes to meet the business development goals of the Group.

B. 社會 (續)

B2 健康與安全 (續)

2019冠狀病毒病的預防措施

為應對2019冠狀病毒病大爆發，本集團已採取行動以加強辦公室的健康及安全預防措施，以確保其僱員的健康。除了加強辦公室區域清潔及消毒的頻率外，本集團亦要求僱員於辦公室佩戴外科口罩，並於每天上班前檢查體溫及定時提交深喉唾液樣本以作驗測用途。本集團亦向員工發出指引，就員工及相關家庭成員中爆發2019冠狀病毒病時的報告措施提供意見。

本報告期間內本集團並無任何違反僱員健康與安全的相關法律及規例的情況出現。

B3 發展及培訓

員工培訓計劃

本集團相信人力資源的培育是企業發展的根基，因此本集團非常關注員工的職業發展和培訓。為此，本集團已設立系統的培訓制度及培訓體系以支持員工的持續發展，當中包括入職培訓、在職培訓與外部培訓。每年年末，人力行政部會收集各部門的培訓及發展要求，並根據收集的訊息及意見編制培訓計劃。除了入職培訓外，新入職員工亦會在經驗豐富的員工指導下工作，從中不斷學習和成長。此外，本集團亦會依據員工的工作崗位、個人能力和志向，安排切合員工需要的在職培訓及外部培訓，讓員工能在工作中不斷成長及發展。完成培訓後，本集團亦會收集員工的意見反饋，以持續提升我們的培訓質量。本集團於2020財政年度開始特設教育津貼，鼓勵具潛質的員工進行與現時工作或長期職業發展相關及符合公司業務發展目標的持續進修。

B. SOCIAL (Continued)

B4 Labour Standards

Prevention of Child Labour or Forced Labour

The Group is always committed to creating harmonious labour relationships with staff and strictly complies with the employment laws and regulations and labour law of the region where it locates to ensure the staff's interest was fully safeguarded. The Group establishes a rigorous and comprehensive recruitment review process and upholds the principle of fairness, openness and voluntariness for staff employment. At the time of the interview, candidates should provide identification documents and valid employment visas for us to conduct a due diligent investigation on their basic information, sign a legal labour contract. The recruitment for all staff is on an optional and legal basis. In addition, the Group pays equal attention to the implementation of labour standards in subsidiaries and outsourcing companies. The Group will regularly conduct a random inspection on subsidiaries and outsourcing companies to make sure no violation of relevant laws and regulations.

During the Reporting Period, there was no breach of relevant laws and regulations relating to the prevention of child labour or forced labour.

B5 Supply Chain Management

Sustainable Supply Chain

Given that supply chain management is the key factor of sustainable development, such that the Group has stringent requirements for supplier management. Each department is required to purchase according to the "Guidelines for Procurement Process Standard of Office Supplies and Fixed Assets" prepared by the human resource and administration department. In addition, Group's purchasing department sets up a dedicated department taskforce to formulate and complete the procurement process standard, conducts an annual review and update on the procurement process to make sure the Group adheres to the principle of openness, fairness and transparency for supplier selection, and conducts procurement at reasonable price and quality. In the coming years, the Group will continuously plan and develop the supplier selection mechanism to reinforce suppliers' requirements will focus on environmental protection, labour safety and staff protection.

B. 社會(續)

B4 勞工準則

防止童工或強制勞工

本集團一直致力於與員工建立和諧用工的關係，並嚴格遵守所在地的僱傭法律法規與勞動法，以確保員工利益獲得充分保障。本集團建立嚴謹及全面的招聘審查程序，秉持公平、公開、自願的原則招聘錄用人員。應聘者須於面試時提供身份證明文件及有效工作簽證以供我們對應聘者的基本信息進行盡職調查，並簽訂合法勞動合同。所有的人員錄用須以自願、合法的原則進行。此外，本集團對子公司及外判商對勞工準則的執行情況同樣關注。本集團會定期會為子公司及外判商進行抽查，確保沒有違反相關的法例法規。

本報告期間內本集團並無任何違反防止童工或強制勞工的相關法律及規例的情況出現。

B5 供應鏈管理

可持續發展供應鏈

鑒於供應鏈管理為可持續發展的關鍵，本集團對供應商的管理有著嚴格要求。各部門需依據人力行政部編制的《辦公室用品及固定資產採購流程標準指引》進行採購。此外，集團的採購部設有專責小組制定及完善標準的採購流程，並每年對採購流程進行復核及更新，以確保本集團秉持公開、公平且透明的原則挑選供應商，並以合理的價格和質量進行採購。來本集團將持續規劃發展供應商遴選機制，以加強對供應商於環境保護，勞工安全與人員保護之要求。

B. SOCIAL (Continued)

B5 Supply Chain Management (Continued)

Sustainable Supply Chain (Continued)

The Group will also supervise supplier performance. The Group will suspend supplier service if its performance is unsatisfactory. Meanwhile, the Group also intends to carry out regular annual assessment regarding supplier performance and requires all suppliers to satisfy the Group's requirements in the environmental protection and social responsibilities aspects, such as adopting green materials, prohibiting employment of forced labour and child labour before continuing the cooperation relationship.

B6 Product Responsibility

Customer Service

The Group attaches great importance to our service quality and customer experience. The Group built customer satisfaction through constantly improving our service standard for customers to make sure providing customers with quality products and services and set up an effective customer complaint mechanism to constantly improve service experience through customer's feedback. The Group dedicates to provide accurate information for customers to make a wise investment decisions, provides customers with sufficient advice and coaching to help them understand and select products and services required through offering products and services with clear descriptions and provisions.

(i) *Customer Satisfaction*

The Group regularly conducts annual customer satisfaction investigation to continuously improve our products and services and analyses in detail the investigation results in accordance with indicators of the established service, of which it includes management service quality, service and product safety, customer service and product support. The Group will also improve its customer service performance next year by establishing an action programme.

B. 社會 (續)

B5 供應鏈管理 (續)

可持續發展供應鏈 (續)

本集團亦會對供應商的表現進行監管，若供應商的表現未如理想，本集團將會停用該供應商。本集團會每年對供應商進行年度評審，並要求所有供應商必需符合本集團在環保和社會責任方面的要求，如採用環保物料、禁止用非法勞工或童工等準則，方才能持續合作關係。

B6 產品責任

客戶服務

本集團非常重視客戶服務質素及客戶的服務體驗。本集團通過持續不斷改善的客戶服務水平確立客戶滿意度，確保向客戶提供高質量的產品和服務，以及設立有效的客戶投訴處理機制，從客戶的意見反饋中持續提升服務體驗。本集團致力為客戶的投資決策提供正確的信息，通過提供清晰說明及條文的產品及服務，向客戶提供充足的諮詢和輔導，幫助他們理解和選擇所需的產品和服務。

(i) *客戶滿意度*

本集團每年定期進行客戶滿意度調查，以持續改善我們的產品及服務，並根據已設立的服务指標，其中包括管理服務質量、服務及產品安全、客戶服務、產品配套等，對調查結果進行仔細分析，並透過建立行動方案改善下年度的客戶服務表現。

B. SOCIAL (Continued)

B6 Product Responsibility (Continued)

Customer Service (Continued)

(ii) Customer Complaint Follow-up

The Group attaches great importance to client feedback for improving its service quality continuously by humbly accept customers' opinions. The Group has set up a professional customer service team to address and follow up on customer complaints. Every complaint will be investigated and followed up by a special person in charge and the whole process will be monitored by management. After the reasons for the complaints are identified and responding progress is completed, the special person in charge will contact the complainant to offer our resolutions for the proper handling of the customer complaint.

Marketing

Integrity management is the essential merit of our business operation. The Group endeavours a responsible marketing strategy with no exaggerated marketing tactics. All sales, promotion documents and data are required to be approved by management before rolling out to make sure complying with the requirements of relevant advertisement laws and regulations.

Customer Privacy Guarantee

The protection of the privacy of customers or consumers is crucial for the Group's operation. Except for the public documents as specified in laws and regulations, the Group strictly follows the relevant privacy ordinance in relation to the usage and confidentiality requirements of customer's or consumers' private information and never allow information disclosure without the approval of data owners. Group has a "Staff Code of Practice" in place to standardise the principle of management, usage and abide by the confidentiality of business data and prohibits casual management and storage of customer information. In addition, the Group emphasise the importance of protecting customer data, and provide guidance on customer data processing in staff training and devote all our efforts to prevent the leakage of customer information.

During the Reporting Period, there was no breach of relevant laws and regulations relating to privacy, product, service quality and marketing.

B. 社會 (續)

B6 產品責任 (續)

客戶服務 (續)

(ii) 客戶投訴跟進

本集團十分重視客戶回饋，透過虛心接納客戶意見以持續改善服務質素。本集團已建立專業的客戶服務團隊處理及跟進客戶投訴。每項投訴會由專責的處理人員進行調查及跟進，並由管理層監控整個處理過程。查明投訴原因及處理完成後，專責人員會與投訴者聯絡，並提供解決方案，以確保客戶的投訴得到妥善處理。

市場推廣

以誠信經營是我們業務營運的本質。本集團致力確保負責任的市場推廣策略，避免誇張失實的市場營銷手法。所有的銷售、推廣文件及數據在推出前需獲得管理層的審批通過，以確保符合相關廣告法例法規的要求。

客戶私隱保障

客戶及消費者的隱私保護於本集團的經營至關重要。除法例法規所訂明的公示文件外，本集團嚴格遵守私隱條例中對客戶及消費者個人資料的使用及保密要求，禁止任何未經資料擁有者允許的資料披露。集團在《員工工作守則》中亦有規範集團商務數據的處理、使用和保密原則，絕不容許員工將客戶資料輕率處理和存放。此外，本集團向員工強調保護客戶資料的重要性，並在員工培訓中加入對客戶數據處理的指引，盡一切努力防止客戶資料的外洩。

本報告期間內本集團並無任何違反與私隱、產品、服務質量及市場推廣的相關法律及規例的情況出現。

B. SOCIAL (Continued)

B7 Anti-corruption

Prevention of Corruption and Fraud

The Group propagandises an enterprise culture of honesty, integrity and righteousness and commits to building an anti-fraud and anti-corruption corporate culture environment. The Group requires staff to stringently comply with the Prevention of Bribery Ordinance and strives to maintain the clean management and operation structure of the Company. Meanwhile, the Group set up the "Staff Code of Practice" and disseminated it to all staff. The Practice standardises the staff's code of conduct and the guidelines on conflict of interests and requires staff to report regularly on any conflict of interests. Besides, the Group also establishes a series of anti-fraud measures, among which include propaganda and training of anti-fraud policy, fraud risk assessment mechanism and complaint reporting mechanism.

Under the guidance of anti-fraud policies and related measures, the Group regularly organises and invites professionals to conduct training on laws, regulations, integrity and ethics. Employees are taught how to identify and correctly handle conflict of interests at work and resist the temptation of improper interests. Under the fraudulent risk assessment mechanism established by the Group, it is regularly conducted fraudulent risk identification and assessment at the Group's and department's level to assess the importance and possibility of fraudulent risk and formulate resolutions to address fraudulent risk as required. The Group also established a set of comprehensive complaint channels, investigation mechanism and accountability mechanism. Any staff, supplier and customer of the Group may report any undue staff behaviour through the channel provided for assisting the Group to supervise staff's ethical character and penalise staff for any misconduct. Complaints matters include but are not limited to the violation of laws, regulations and the Group's policy requirements, or undue behaviour relating to internal monitoring, operation, accounting, auditing, finance and undue conduct, illegal act or fraudulent matters.

The above policy regarding bribery, conflict of interests and whistle-blowing forms part of the Group's Code of Conduct for employees and is clearly set out in the Employee Handbook. All employees are required to follow stringently.

B. 社會(續)

B7 反貪污

防止貪污及舞弊

本集團倡導誠實、廉潔、正直的企業文化，致力營造反舞弊及反貪污的企業文化環境。本集團要求員工嚴格遵守防止賄賂條例，並致力保持公司廉潔的管理層與營運架構。本集團同時制定《員工工作守則》並分發至所有員工。該守則規範員工行為準則及利益衝突的指引，並要求員工定期申報利益衝突。此外，本集團亦制定了一系列反舞弊措施，當中包括反舞弊政策的宣傳培訓、舞弊風險評估機制及投訴舉報機制等。

在宣傳反舞弊政策及相關措施的指引下，本集團定期舉辦並邀請專業人士對員工進行法律、法規及誠信道德教育培訓，幫助員工識別及正確處理工作中出現的利益衝突、抵制不正當利益誘惑。在本集團建立的舞弊風險評估機制下，我們定期在集團、各部門層面進行舞弊風險識別和評估，評估舞弊風險的重要性和可能性，並按需要擬定舞弊風險的應對措施。本集團亦設立了一套全面的投訴渠道、調查機制及問責機制。本集團任何員工、供貨商及客戶可通過指引提供的渠道就員工任何不當行為進行舉報，申訴事項包括但不限於違反法律、法規或集團政策要求，或涉及內部監控、營運、會計、審計、財務或其他事項的不當行為、不法行為或欺詐，以助本集團監察員工的道德品格，並對做出不當行為的員工進行處分。

上述有關賄賂利益衝突及舉報的政策構成集團員工行為守則的一部分，並在員工手冊中明確列出，所有員工都必須嚴格遵守。

B. SOCIAL (Continued)

B7 Anti-corruption (Continued)

Prevention of Corruption and Fraud (Continued)

During the Reporting Period, there was no breach of relevant laws and regulations relating to the prevention of bribery, extortion, fraud and money laundering.

B8 Community Investment

Contributions to the Society

The Group always attaches importance to the corporate social responsibilities, adheres to the concept of repaying the society while its business is developing and devotes ourselves to the social and public welfare to make contributions in facilitating social harmonious development. At the same time, the Group also actively encourages its staff to participate in various social and public services to cultivate their sense of social responsibility, strive to build a harmonious community, and make greater contributions to society.

B. 社會 (續)

B7 反貪污 (續)

防止貪污及舞弊 (續)

本報告期間內，本集團並無任何違反與防止賄賂、勒索、欺詐及洗黑錢的相關法律及規例的情況出現。

B8 社區投資

社會公益

本集團一直注重企業的社會責任，堅持在企業發展的同時回饋社會，並熱心於社會公益事業，為促進社會和諧發展略盡綿力。與此同時，本集團亦積極鼓勵集團員工參與各項社會公益服務，以培養員工的社會責任感，為建設健康的社區而努力，為社會作更大貢獻。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Board is committed to maintaining statutory and regulatory standards and adhering to the principles of corporate governance with emphasis on transparency, independence, accountability and responsibility. The Board reviews its corporate governance practices from time to time in order to meet the rising expectations of Shareholders and comply with increasingly stringent regulatory requirements, and to fulfill its commitment to excellence in corporate governance.

The Company has complied with all the applicable code provisions of the Corporate Governance Code (“**CG Code**”) throughout the year ended 31 December 2020 as set out in Appendix 14 to the Listing Rules, except for certain deviations disclosed in this corporate governance report (“**CG Report**”).

DIRECTORS’ AND RELEVANT EMPLOYEES’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (“**Model Code**”), as amended from time to time, as set out in Appendix 10 to the Listing Rules as the code of conduct regarding securities transactions by its Directors. Having made specific enquiry, all Directors have confirmed that they have fully complied with the required standard set out in the Model Code during the year ended 31 December 2020.

The Company’s Model Code also applies to all employees who are likely to be in possession of inside information of the Company. No incident of non-compliance of the Model Code was noted by the Company during the year ended 31 December 2020.

BOARD OF DIRECTORS

Responsibilities

The overall management of the Company’s business is vested in the Board, which assumes responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. All Directors should make decisions objectively in the interests of the Company.

The Board reserves for its decisions all major matters of the Company, including the approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions, financial information, appointment of Directors and other significant financial and operational matters.

企業管治常規

董事局致力維持法定及監管標準，並秉持企業管治的原則，強調透明度、獨立性、問責性及負責制。為達到股東對企業管治水平不斷提升的期望及符合日趨嚴謹的規管要求，以及履行其良好企業管治的承諾，董事局會不時檢討其企業管治常規。

截至二零二零年十二月三十一日止年度，除若干於本企業管治報告（「**企業管治報告**」）中披露的偏離企業管治守則的情況外，本公司一直遵守上市規則附錄十四所載之企業管治守則（「**企業管治守則**」）之所有適用的守則條文。

董事及相關僱員之證券交易

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易之標準守則（「**標準守則**」）（經不時修訂）作為董事進行證券交易之行為守則。經作出特定查詢後，全體董事已確認彼等於截至二零二零年十二月三十一日止年度內一直全面遵守標準守則所載的規定標準。

本公司之標準守則亦適用於所有可能擁有本公司的內幕消息之僱員。截至二零二零年十二月三十一日止年度，本公司並未獲悉違反標準守則之事件。

董事局

職責

本公司的業務由董事局負責整體管理。董事局負責領導及監控本公司事務，並通過指導及監管公司事務，對促進本公司的成功共同負責。全體董事均須客觀地就本公司利益作出決定。

董事局保留就本公司所有重要事項作出決策的權力，包括批准及監控所有政策事項、整體策略及預算、內部監控及風險管理制度、重大交易、財務資料、委任董事及其他重大財務及營運事宜。

BOARD OF DIRECTORS (Continued)

Chairman and Chief Executive Officer

Code provision A.2.1 of the CG Code stipulates that the roles of chairman of the board and chief executive officer should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and the chief executive officer should be clearly established and set out in writing.

The roles of the Company's chairman of the Board (“**Chairman**”) are to provide leadership to the Board and formulate the Group's business strategies. His aimed at striking a balance of power and authority job responsibilities are not concentrated on any one individual. The Chairman is responsible for ensuring the Board works effectively, in particular, ensuring all Directors receive reliable, adequate and complete information in a timely manner. The Chairman may communicate with the Directors directly or through the assistance of the company secretary of the Company (“**Company Secretary**”) to discuss or clarify any issues concerning the Group from time to time, and to provide any supporting information and documents to them. The Chairman assumes the primary responsibility for ensuring that good corporate governance practices and procedures are established.

CEO is responsible for the conduct of day-to-day operation of the Group and accountable to the Board for all aspects of the corporate performance. He recommends policies to the Board for consideration and approval, and keeps the Board informed of any material developments of the Company's business. The CEO may delegate his duties to any other management members or responsible officers of the Company but he assumes the principal responsibility.

During the reporting year, Mr. Kwong Kai Sing Benny was the CEO, while the Chairman remained vacant. The Company deviated from code provision A.2.1 of the CG Code for the reporting year.

The Company is still in the process of identifying a suitable candidate to fill the vacancy of the Chairman and will keep the Shareholders informed of such appointment by announcement in due course.

董事局 (續)

主席及行政總裁

企業管治守則之守則條文第A.2.1條訂明，董事局主席與行政總裁之角色應有區分，並不應由同一人兼任。主席與行政總裁的分工應清楚界定並以書面列載。

本公司董事局主席(「**主席**」)的角色為領導董事局並制訂本集團的業務策略。其旨在達至權力與權威之間的平衡，工作職責不集中於任何一人。主席負責確保董事局有效運作，尤其確保全體董事及時接獲可靠、充足及完備資料。主席可直接或透過本公司公司秘書(「**公司秘書**」)協助與董事溝通，以不時商討或澄清任何有關本集團的事宜，並向彼等提供任何支持資料及文件。主席承擔確保已建立良好企業管治常規及程序的主要責任。

行政總裁負責本集團的日常營運，並就企業表現的所有方面向董事局負責；及向董事局提出政策建議以供其考慮及審批，並持續知會董事局任何有關本公司業務的重大發展。行政總裁可向本公司任何其他管理層成員或負責的主管轉授其職責，惟彼承擔主要責任。

於報告年度，鄭啟成先生擔任行政總裁，而主席一職仍維持懸空。本公司於報告年度偏離企業管治守則之守則條文第A.2.1條。

本公司仍在物色合適人選填補主席職位的空缺，並將在適當時候透過公告知會股東有關委任事宜。

Corporate Governance Report 企業管治報告

BOARD OF DIRECTORS (Continued)

Composition

The Board currently comprises four executive Directors and three independent non-executive Directors. The Directors during the reporting year and up to the date of this annual report were:

Executive Directors

Mr. Kwong Kai Sing Benny
Mr. Chen Weisong
Mr. Chow Chi Wah Vincent
Mr. Wang Hongfang (appointed on 7 January 2021)

Independent non-executive Directors ("INEDs")

Dr. Gao Bin
Ms. Liu Yan
Mr. Tang King Shing, *GBS, PDSM*

INEDs and their independence

During the year ended 31 December 2020, the Board at all times met the requirements under Rule 3.10 of the Listing Rules relating to the appointment of at least three INEDs with at least one of them possessing appropriate professional qualifications, or accounting or related financial management expertise.

Code provision A.4.1 of the CG Code stipulates that non-executive directors should be appointed for a specific term subject to re-election.

INEDs are not appointed for a specific term. However, all Directors are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws.

Each of the INEDs has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all INEDs are independent.

董事局 (續)

組成

董事局現時包括四名執行董事及三名獨立非執行董事。於報告年度及直至本年報日期，董事為：

執行董事

鄭啟成先生
陳偉松先生
周志華先生
王宏放先生 (於二零二一年一月七日獲委任)

獨立非執行董事 (「獨立非執行董事」)

高濱博士
劉艷女士
鄧竟成先生，*金紫荊星章、香港警察卓越獎章*

獨立非執行董事及彼等的獨立性

截至二零二零年十二月三十一日止年度，董事局一直遵守上市規則第3.10條有關委任至少三名獨立非執行董事的規定，其中至少一名獨立非執行董事具備適合專業資格或會計或相關財務管理專門技能。

企業管治守則之守則條文第A.4.1條訂明，非執行董事之委任應有指定任期，並須接受重選。

獨立非執行董事並無按指定任期委任。然而，全體董事均須按公司細則，於本公司之股東週年大會上輪值退任及重選。

各獨立非執行董事已根據上市規則第3.13條之規定提交年度獨立性確認書。本公司認為全體獨立非執行董事均屬獨立人士。

BOARD OF DIRECTORS (Continued)

Appointment and re-election of Directors

Biographical details of the Directors as at the date of this annual report are set out in the section headed “Biographical Details of Directors” on pages 22 to 27 of this annual report, which demonstrates a diversity of skills, expertise, experience and qualifications.

Pursuant to Bye-law 87 of the Bye-laws, one-third of the Directors shall retire by rotation at each annual general meeting of the Company provided that every Director shall be subject to retirement at the annual general meeting of the Company at least once every three years. All retiring Directors shall be eligible for re-election.

The Board members have no financial, business, family or other material/relevant relationships with each other. Such balanced Board composition is formed to ensure strong independence exists across the Board and has more than one-third in number of its members comprising INEDs.

All Directors have given sufficient time and attention to the affairs of the Group. Each executive Director is suitably qualified for his/her position, and has sufficient experience to hold the position so as to carry out his/her duties effectively and efficiently.

Board meetings

The Company Secretary shall assist the Chairman and the executive Directors in establishing the meeting agenda, and each Director is able to request inclusion of items in the agenda. The Board schedules at least four regular meetings a year and also meets as and when required. During the year ended 31 December 2020, the Board held nineteen meetings. All such meetings were convened in accordance with the Bye-laws.

Under code provision A.1.3 of the CG Code, notice of at least fourteen days should be given of a regular board meeting to give all directors an opportunity to attend. During the year ended 31 December 2020, certain Board meetings were convened with less than fourteen days’ notice to enable the Board members to react timely and make expeditious decisions in respect of urgent corporate transaction and general business update which was significant in nature. As a result, such Board meetings were held with a shorter notice period than required with the consent of the Directors. The Board will do its best endeavour to meet the requirement of code provision A.1.3 of the CG Code in the future.

董事局 (續)

董事委任及重選

董事於截至本年報日期的履歷詳情載於本年報第22頁至第27頁之「董事履歷詳情」一節，當中載列各董事的多樣化技能、專業知識、經驗及資格。

根據公司細則第87條，三分之一之董事須於本公司每屆股東週年大會上輪值退任，惟每名董事須至少每三年於本公司股東週年大會上退任一次。所有退任董事均合資格膺選連任。

董事局成員之間並無財務、業務、家族或其他重大／相關關係。董事局的均衡組成可確保整個董事局具有高度獨立性，其超過三分之一成員由獨立非執行董事組成。

所有董事均為本集團事務投入充足時間及精力。各執行董事均具備合適資格及豐富經驗，能勝任其職位並可有效及高效地履行其職責。

董事局會議

公司秘書協助主席及執行董事編製會議議程，各董事可要求於議程中加入項目。董事局計劃每年舉行至少四次定期會議並於有需要時開會。截至二零二零年十二月三十一日止年度，董事局舉行十九次會議。所有該等會議均根據公司細則召開。

根據企業管治守則之守則條文第A.1.3條，召開董事局定期會議應提前至少十四天發出通知，以令所有董事皆有機會騰空出席。截至二零二零年十二月三十一日止年度，本公司召開若干董事局會議，通知期少於十四天，以便董事局成員就性質重大的緊急公司交易和一般業務最新發展及時作出響應，並迅速決策。因此，該等董事局會議在董事同意情況下，以較規定期間為短的通知期舉行。日後董事局將盡力符合企業管治守則之守則條文第A.1.3條規定。

BOARD OF DIRECTORS (Continued)

Board meetings (Continued)

Adequate and appropriate information are circulated to the Directors normally three days in advance of Board meetings or such period accepted by them. In addition to regular Board meetings, the Chairman should at least annually hold a meeting with the INEDs without the presence of other Directors pursuant to code provision A.2.7 of the CG Code. However, the position of Chairman remained vacant during the reporting year. As a result, the Company deviated from code of provision A.2.7 of the CG Code.

Minutes of all Board and committee meetings are kept by the Company Secretary and are open for inspection by the Directors. Draft minutes of all Board and committee meetings are circulated to all Directors and committee members for comments within the period accepted by them after each meeting.

Attendance of Directors at various meetings

During the year ended 31 December 2020, the attendance of each individual Director at the Board meetings, committee meetings and the annual general meeting held on 18 June 2020 ("2020 AGM"), are as follow:

		Attended/Eligible to attend 出席/合資格出席				
		Board Meetings 董事局會議	Audit Committee Meetings 審核委員會會議	Nomination Committee Meetings 提名委員會會議	Remuneration Committee Meetings 薪酬委員會會議	General Meetings 股東大會
Executive Directors 執行董事						
Mr. Kwong Kai Sing Benny (CEO)	鄺啟成先生(行政總裁)	19/19	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Mr. Chen Weisong	陳偉松先生	19/19	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Mr. Chow Chi Wah Vincent	周志華先生	17/19	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Mr. Wang Hongfang ^(note 1)	王宏放先生 ^(附註1)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Independent Non-executive Directors 獨立非執行董事						
Dr. Gao Bin	高濱博士	15/19	2/2	1/1	1/1	0/1
Ms. Liu Yan	劉艷女士	15/19	2/2	1/1	1/1	0/1
Mr. Tang King Shing	鄧竟成先生	15/19	2/2	1/1	1/1	1/1

Note:

1. appointed on 7 January 2021

董事局(續)

董事局會議(續)

一般在董事局會議舉行前三天或董事接受的期間向彼等傳閱充足及適用資料。除定期董事局會議外，根據企業管治守則之守則條文第A.2.7條規定，主席應在其他董事避席的情況下與獨立非執行董事每年至少舉行一次會議。然而，主席職位於報告年度仍然空缺。因此，本公司偏離企業管治守則之守則條文第A.2.7條規定。

所有董事局及委員會會議記錄均由公司秘書保存，且可供董事查閱。所有董事局及委員會會議記錄草擬本，均於每次會議結束後，在全體董事及委員會成員接納期間內，呈送予彼等作評論。

各會議的董事出席情況

截至二零二零年十二月三十一日止年度，各董事出席董事局會議、委員會會議及於二零二零年六月十八日舉行之股東週年大會(「二零二零年股東週年大會」)之列席情況如下：

附註：

1. 於二零二一年一月七日獲委任

BOARD OF DIRECTORS (Continued)

Attendance of Directors at various meetings (Continued)

According to code provision A.6.7 of the CG Code, all independent non-executive directors and non-executive directors should attend general meetings of listed issuers.

Dr. Gao Bin and Ms. Liu Yan, the INEDs, were unable to attend 2020 AGM due to their other business engagements.

Directors' training and continuous professional development

On 7 January 2021, Mr. Wang Hongfang, the newly appointed Director, was given an induction after his appointment as the executive Director so as to ensure that he has appropriate understanding of the Group's business and of his duties and responsibilities under the Listing Rules and the relevant statutory and regulatory requirements. The Company provides regular updates on the business performance of the Group to the Directors. The Directors are continually updated on the latest development regarding the Listing Rules and other applicable statutory requirements to ensure compliance and upkeeping of good corporate governance practices.

The Directors are encouraged to participate in continuous professional development to develop and refresh knowledge and skills. The Company has received confirmation from all Directors of their respective training records for the year ended 31 December 2020.

Corporate governance functions

Pursuant to code provision D.3.1 of the CG Code, the Board is also responsible for performing the corporate governance duties as set out below:

- (a) to develop and review the Company's policies and practices on corporate governance;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

董事局 (續)

各會議的董事出席情況 (續)

根據企業管治守則之守則條文第A.6.7條，所有獨立非執行董事及非執行董事應出席上市發行人之股東大會。

獨立非執行董事高濱博士及劉艷女士因處理其他事務而未能出席二零二零年股東週年大會。

董事培訓及持續專業發展

於二零二一年一月七日，新任董事王宏放先生於其獲委任為執行董事後獲安排入職簡介，以確保其能根據上市規則以及相關法定及監管規定，適當掌握本集團的業務及其職責及責任。本公司定期向董事更新本集團的業務表現資料。董事持續獲得有關上市規則及其他適用法律規定的最新發展資料，以確保符合及維持良好企業管治常規。

本公司鼓勵董事參與持續專業發展，以發展並更新其知識及技能。本公司已收到所有董事就彼等各自於截至二零二零年十二月三十一日止年度培訓記錄之確認函。

企業管治職能

根據企業管治守則之守則條文第D.3.1條，董事局亦負責履行以下所載的企業管治職責：

- (a) 制定及檢討本公司企業管治政策及常規；
- (b) 檢討及監察董事及高級管理層培訓及持續專業發展；
- (c) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；

Corporate Governance Report 企業管治報告

BOARD OF DIRECTORS (Continued)

Corporate governance functions (Continued)

- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to Directors and employees; and
- (e) to review the Company's compliance with the CG Code and disclosure in the CG Report.

This CG Report has been reviewed by the Board in discharge of its corporate governance functions.

Directors' and officers' liability insurance and indemnity

To indemnify Directors and officers of the Company against all costs, charges, losses, expenses and liabilities incurred by them in the execution of and discharge of their duties or in relation thereto, the Company has arranged insurance cover for this purpose.

NOMINATION COMMITTEE

The Nomination Committee of the Company ("**Nomination Committee**") was established with a specific written terms of reference in compliance with the CG Code. The terms of reference of the Nomination Committee are available on the websites of the Stock Exchange and the Company.

The Board has adopted a board diversity policy ("**Board Diversity Policy**") stipulating the composition of the Board. The Company seeks to achieve Board diversity through the consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualification, skills, knowledge and length of service. The appointment of the members of the Board will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

董事局 (續)

企業管治職能 (續)

- (d) 制定、檢討及監察適用於董事及僱員的行為準則及合規手冊(如有); 及
- (e) 檢討本公司遵守企業管治守則的情況及於企業管治報告所作的披露。

為履行企業管治職責，董事局已審閱本企業管治報告。

董事及高級人員之責任保險及彌償

為彌償本公司董事及高級人員因執行及履行其職責所產生或與此有關的所有成本、費用、虧損、開支及負債，本公司已就此安排保險範圍。

提名委員會

本公司已遵照企業管治守則成立提名委員會(「**提名委員會**」)，並已訂立特定書面職權範圍。提名委員會的職權範圍可於聯交所及本公司網站查閱。

董事局已採納董事局多元化政策(「**董事局多元化政策**」)以組建董事局。本公司透過考慮若干因素，包括但不限於性別、年齡、文化及教育背景、專業資格、技能、知識及服務年資，達致董事局成員多元化。董事局成員的任命將以用人唯才為依據，並會按客觀準則，妥為考慮董事局成員多元化的裨益。

NOMINATION COMMITTEE (Continued)

The Board has adopted a nomination policy (“**Nomination Policy**”) with the aim of ensuring the Board has a balance of skills, experience, knowledge and diversity of perspectives appropriate to the requirements of the Group’s business. When considering a candidate nominated for directorship or a retiring Director’s proposed re-appointment, the Nomination Committee will have regard to, among other things, (i) age, skills, knowledge, experience, expertise, professional and educational qualifications, background and other personal qualities of the candidate; (ii) effect on the Board’s composition and diversity; (iii) commitment of the candidate to devote sufficient time to effectively carry out his/her duties; (iv) potential and/or actual conflicts of interest that may arise; (v) independence; (vi) in the case of a proposed re-appointment of an INED, the number of years he/she has already served; and (vii) other factors considered to be relevant by the Nomination Committee. Having due regard to the Nomination Policy and the Board Diversity Policy, the Nomination Committee will identify and consider each suitable candidate or retiring Director and make recommendation to the Board. Subject to the provisions of the Bye-laws, each the appointment of new Director and re-appointment of Director will be stand for re-election at the general meeting.

As at 31 December 2020, the Nomination Committee comprised three Directors, all of them are INEDs. The members of the Nomination Committee are:

Dr. Gao Bin (*Chairman*)
Ms. Liu Yan
Mr. Tang King Shing, *GBS, PDSM*

During the year ended 31 December 2020, the Nomination Committee held one meeting. The attendance of each member during the reporting year is set out on page 48 of this annual report.

提名委員會 (續)

董事局已採納提名政策(「**提名政策**」)以旨在確保董事局在技能、經驗、知識及多元化觀點方面取得平衡，切合本公司的業務要求。在考慮提名董事候選人或重新委任退任董事時，提名委員會注意(其中包括)(i)候選人的年齡、技能、知識、經驗、專長、專業資格、學歷、背景及其他個人素質；(ii)對董事局的組成及成員多元化之影響；(iii)候選人投入充足的時間且有效地履行其職責的承諾；(iv)候選人因獲選而引發潛在及／或實際的利益衝突；(v)獨立性；(vi)就建議續任獨立非執行董事而言，彼已在任之服務年期；及(vii)提名委員認為有關係的其他因素。經審慎考慮提名政策及董事局多元化政策後，提名委員會會物色及考慮各合適人選或退任董事及向董事局提出推薦建議。在公司細則條文的規限下，各新任董事及重選董事將於股東大會上批准。

於二零二零年十二月三十一日，提名委員會由三名董事組成，彼等均為獨立非執行董事。提名委員會的成員為：

高濱博士(主席)
劉艷女士
鄧竟成先生，*金紫荊星章、香港警察卓越獎章*

於截至二零二零年十二月三十一日止年度，提名委員會共舉行一次會議。各成員於報告年度的出席情況載於本年報第48頁。

NOMINATION COMMITTEE (Continued)

The work performed by the Nomination Committee during the year ended 31 December 2020 included:

- (a) reviewed the structure, size and composition of the Board;
- (b) identified individual suitably qualified to become Board members and made recommendation to the Board on their appointments;
- (c) assessed the independence of the INEDs;
- (d) made recommendations to the Board on the retiring Directors for re-election at the 2020 AGM; and
- (e) reviewed the Nomination Policy.

Having reviewed the Board Diversity Policy and the composition of the Board, the Nomination Committee is satisfied that the requirements set out in the Board Diversity Policy had been met.

REMUNERATION COMMITTEE

The Remuneration Committee of the Company (“**Remuneration Committee**”) was established with a specific written terms of reference in compliance with the CG Code. The terms of reference of the Remuneration Committee are available on the websites of the Stock Exchange and the Company.

The Remuneration Committee is responsible for making recommendations to the Board, among other things, on the Company’s policy and structure for the remuneration of all Directors and senior management of the Company. No individual Director is involved in decisions relating to his/her own remuneration. The Remuneration Committee has adopted the model under code provision B.1.2(c)(ii) of the CG Code to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management.

As at 31 December 2020, the Remuneration Committee comprised three Directors, all of them are INEDs. The members of the Remuneration Committee were:

Dr. Gao Bin (*Chairman*)
Ms. Liu Yan
Mr. Tang King Shing, *GBS, PDSM*

During the year ended 31 December 2020, the Remuneration Committee held one meeting. The attendance of each member during the reporting year is set out on page 48 of this annual report.

提名委員會 (續)

提名委員會於截至二零二零年十二月三十一日止年度履行的工作包括：

- (a) 檢討董事局之架構、人數及組成；
- (b) 物色個別合資格成為董事局成員的合適人選，並就其任命向董事局提供建議；
- (c) 評估獨立非執行董事的獨立性；
- (d) 就在二零二零年股東週年大會上參與重選的退任董事向董事局提供建議；及
- (e) 檢討提名政策。

檢討了董事局多元化政策及董事局之組成後，提名委員會信納本公司經已符合董事局多元化政策所載之規定。

薪酬委員會

本公司已遵照企業管治守則成立薪酬委員會（「**薪酬委員會**」），並已訂立特定書面職權範圍。薪酬委員會的職權範圍可於聯交所及本公司網站查閱。

薪酬委員會負責向董事局提出有關（其中包括）本公司所有董事及高級管理層薪酬政策及架構之建議。概無董事參與釐定其本身的薪酬。薪酬委員會已採納企業管治守則之守則條文第B.1.2(c)(ii)條所述之模式，就個別執行董事及高級管理人員的薪酬待遇向董事局提出建議。

於二零二零年十二月三十一日，薪酬委員會由三名董事組成，彼等均為獨立非執行董事。薪酬委員會的成員為：

高濱博士 (主席)
劉艷女士
鄧竟成先生，*金紫荊星章、香港警察卓越獎章*

於截至二零二零年十二月三十一日止年度，薪酬委員會共舉行一次會議。各成員於報告年度的出席情況載於本年報第48頁。

REMUNERATION COMMITTEE (Continued)

The work performed by the Remuneration Committee during the year ended 31 December 2020 included:

- (a) reviewed the performance of executive Director and specific staff and recommended to the Board specific adjustments in reward payments; and
- (b) reviewed and recommended the remuneration packages of the executive Directors and senior management for the year ended 31 December 2019.

Details of the Directors' remuneration are set out in note 15 to the consolidated financial statements in this annual report.

AUDIT COMMITTEE

The Audit Committee of the Company ("Audit Committee") was established with a specific written terms of reference in compliance with the CG Code. The terms of reference of the Audit Committee are available on the websites of the Stock Exchange and the Company.

The Audit Committee is responsible for reviewing and supervising the financial reporting process, assisting the Board to ensure effective risk management and internal control systems of the Group and providing advice and comments to the Board. The Audit Committee is provided with sufficient resources to discharge its duties and may access to independent professional advice if considered necessary.

As at 31 December 2020, the Audit Committee comprises three Directors, all of them are INEDs. The members of the Audit Committee are:

Ms. Liu Yan (*Chairman*)
Dr. Gao Bin
Mr. Tang King Shing, *GBS, PDSM*

Ms. Liu Yan, the Chairman of Audit Committee, possesses relevant professional qualifications and financial management expertise and meets the requirements of Rule 3.21 of the Listing Rules.

During the year ended 31 December 2020, the Audit Committee held two meetings. The attendance of each member during the reporting year is set out on page 48 of this annual report.

薪酬委員會 (續)

薪酬委員會於截至二零二零年十二月三十一日止年度履行之工作包括：

- (a) 檢討執行董事及特定員工的表現及建議董事局在獎勵時予以特定調整；及
- (b) 檢討及建議執行董事及高級管理層截至二零一九年十二月三十一日止年度的薪酬待遇。

董事薪酬之詳情載於本年報綜合財務報表附註15內。

審核委員會

本公司已根據企業管治守則成立審核委員會（「審核委員會」），並已訂立特定書面職權範圍。審核委員會的職權範圍可於聯交所及本公司網站瀏覽。

審核委員會負責檢討及監察本集團的財務報告程序、協助董事局確保本集團設立有效的風險管理及內部監控系統，並向董事局提供意見及評議。審核委員會獲提供充分資源以履行其職責，並可在有需要的情況下尋求獨立專業意見。

於二零二零年十二月三十一日，審核委員會包括三名董事，彼等均為獨立非執行董事。審核委員會成員為：

劉艷女士 (主席)
高濱博士
鄧竟成先生，*金紫荊星章、香港警察卓越獎章*

審核委員會主席劉艷女士擁有相關專業資格及財務管理專門技能，並符合上市規則第3.21條的規定。

於截至二零二零年十二月三十一日止年度，審核委員會共舉行二次會議。各成員於報告年度的出席情況載於本年報第48頁。

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AUDIT COMMITTEE (Continued)

During the year ended 31 December 2020, the work performed by the Audit Committee included:

- (a) reviewed with the Company's auditors the audited financial statements for the year ended 31 December 2019 and reviewed the unaudited interim financial statements for the six months ended 30 June 2020, with recommendations to the Board for approval;
- (b) reviewed the risk management report on monitoring of the risk management and internal control systems of the Group;
- (c) reviewed the compliance issues with the regulatory and statutory requirements;
- (d) reviewed with the management of the Company the accounting principles and practices adopted by the Group;
- (e) reviewed the term and remuneration for the appointment of Deloitte Touche Tohmatsu ("Deloitte") as external auditor to perform the agreed-upon of the final results for the year ended 31 December 2019 and the accounting advisory service on the interim results for the six-month ended 30 June 2020;
- (f) reviewed the independence of Deloitte as the external auditor, especially for those non-audit services; and
- (g) nominated the re-appointment of Deloitte as the auditors of the Company at the 2020 AGM.

The Audit Committee is provided with sufficient resources to discharge its duties and may access to independent professional advice if considered necessary.

審核委員會 (續)

審核委員會於截至二零二零年十二月三十一日止年度履行的工作包括：

- (a) 與本公司核數師共同審閱截至二零一九年十二月三十一日止年度的經審核財務報表及截至二零二零年六月三十日止六個月的未經審核中期財務報表，並提出建議供董事局批准；
- (b) 審閱有關本集團監察風險管理及內部監控系統的風險管理報告；
- (c) 審閱有關監管及法定要求的合規事宜；
- (d) 與本公司管理層共同審閱本集團所採納的會計原則及慣例；
- (e) 審閱委任德勤•關黃陳方會計師行(「德勤」)為外聘核數師之期限及薪酬，以協定截至二零一九年十二月三十一日止年度的末期業績，及對截至二零二零年六月三十日止六個月的中期業績提供會計顧問服務；
- (f) 審閱德勤作為外聘核數師的獨立性(尤其就非核數服務而言)；及
- (g) 於二零二零年股東週年大會上任命續聘德勤為本公司核數師。

審核委員會獲提供充裕資源以履行其職務，並於認為必要時可尋求獨立專業意見。

AUDITOR'S REMUNERATION

During the year ended 31 December 2020, the remunerations paid and payable to Deloitte for audit services and non-audit services regarding the review of interim financial statements and other assurance and non-assurance engagements rendered to the Group are as follow:

Services rendered for the Group	為本集團提供之服務	Fees paid/ payable to Deloitte 已付／應付 德勤的費用 HK\$'000 千港元
Audit services	審核服務	1,910
Non-audit services	非審核服務	457
Total	總計	2,367

The Audit Committee is satisfied with, *inter alia*, the audit fees, effectiveness of the audit process, independence and objectivity of Deloitte and has recommended to the Board the re-appointment of Deloitte as the Company's external auditor for the ensuing year at the forthcoming annual general meeting.

ACCOUNTABILITY AND AUDIT

The Directors are responsible for the preparation of the financial statements of the Group for the relevant accounting periods under applicable statutory and regulatory requirements which give a true and fair view of the state of affairs, the results of operations and cash flows of the Group. In preparing the financial statements for the six months ended 30 June 2020 and the year ended 31 December 2020, the Directors have adopted suitable accounting policies and applied them consistently.

The responsibility of the auditors with respect to these financial statements are set out in the Independent Auditor's Report on pages 73 to 79 of this annual report.

核數師酬金

於截至二零二零年十二月三十一日止年度，就向本集團提供之審核服務及中期財務報表審閱及其他核證及非核證工作的非審核服務已付及應付予德勤之酬金如下：

Services rendered for the Group	為本集團提供之服務	Fees paid/ payable to Deloitte 已付／應付 德勤的費用 HK\$'000 千港元
Audit services	審核服務	1,910
Non-audit services	非審核服務	457
Total	總計	2,367

審核委員會信納（其中包括）德勤之審核費用、審核程序之有效性、獨立性及客觀性，並於本公司下屆股東週年大會上向董事局建議續聘德勤為本公司來年之外聘核數師。

問責性及審核

董事負責根據適用法定及監管規定編製相關會計期間的本集團財務報表，以真實而公平地反映本集團的財務狀況、經營業績及現金流量。董事於編製截至二零二零年六月三十日止六個月及截至二零二零年十二月三十一日止年度的財務報表時，已採納適當會計政策並貫徹應用該等政策。

核數師對該等財務報表應負的責任載於本年報第73頁至第79頁之獨立核數師報告書內。

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board is responsible for establishing and maintaining a sound risk management and internal control system within the Group and reviewing their effectiveness. However, such system was designed only to manage various risks of the Group within certain acceptable risk level, rather than completely eliminate the risk of failing to achieve the business objectives of the Group, and can only provide reasonable but not absolute assurance against material misstatement or losses. The Audit Committee assists the Board to oversee the management in the design, implementation and monitoring of the risk management and internal control systems.

The Group has a risk management and compliance department to perform the internal audit functions. During the year under review, the internal auditors of the Group carried out an analysis and independent appraisal regarding the adequacy and effectiveness of its risk management and internal control systems.

In addition, the Group has developed an internal control model which follows the principle of Committee of Sponsoring Organizations of the Treadway Commission (“**COSO**”). It consists of five elements, namely control environment, risk assessment, control, information and communication, and monitoring. Under this control model, the Group’s management is responsible for the design, implementation and maintenance of internal control measures and its effectiveness, and the Board and Audit Committee will supervise the appropriateness of internal control measures as designed by the management and the effective implementation of internal control measures. Meanwhile, the internal control has adapted to the Group’s scale of operation, scope of business, competition and risks, and is subject to prompt adjustments according to changes in circumstances. It will be a long-lasting and continuous work to improve the internal control system, implement the regulated system and intensify the supervision and examination of internal control.

風險管理及內部控制

董事局負責為本集團建立及維持健全的風險管理及內部監控系統，以及評審其成效。然而，該系統的設計僅為在可接受的風險範圍內管理本集團的風險，而並非完全消除本集團未能達到業務目標的風險，而且只能就不會有重大的失實陳述或虧損作出合理而非絕對的保證。審核委員會協助董事局監督管理層對風險管理及內部監控系統的設計、實施及監察。

本集團擁有風險管理及合規部門以履行內部審核功能。於回顧年度，本集團內部核數師對其風險管理及內部監控系統是否足夠和有效作出分析及獨立評估。

同時，本集團根據全美反舞弊性財務報告委員會發起組織(Committee of Sponsoring Organizations of the Treadway Commission，縮寫(「**COSO**」))的原則制定內部監控模式，共有五個元素，監控環境、風險評估、監控工作、資訊與溝通，以及監察工作。在此監控模式下，本集團管理層負責設計、實施和維持內部監控措施及其有效性，而董事局及審核委員會監督管理層設計的內部監控措施是否適當，以及是否得到有效的執行。同時，內部控制應與本集團經營規模、業務範圍、競爭狀態和風險水準等相適應，並隨著情況的變化及時加以調整。完善內部控制制度、規範制度執行以及強化內部控制的監督檢查，將是一項長期而持續的工作。

RISK MANAGEMENT AND INTERNAL CONTROLS (Continued)

The risk management and compliance department also prepared a risk management framework of the Group, including the construction of the architecture for the aforementioned organisation and definition of the responsibilities of all parties concerned, and prepared risk management policies and processes and clarified the risk assessment procedures, which, specifically include risk identification, risk analysis, risk control and risk report.

- Step 1: Risk identification – identify risks currently exposed to the Group and business and its existing management and control measures.
- Step 2: Risk analysis – analyse the possibility of risk, extent of influence and its existing management and control measures, identify risk exposure, and propose further countermeasures.
- Step 3: Risk control – implement and periodically detect the identified risks to ensure effective operation of risk countermeasures.
- Step 4: Risk report – summarise the results of risk management analysis, prepare action plans and report to the management, Audit Committee and the Board.

During the year under review, the risk management and compliance department has updated and revised the Group's risk management system in light of its actual conditions with the assistance of individual business units and departments to review and provide their feedbacks. In 2020, through this risk management system, the risk management and compliance department selected the major business units and departments of the Group to complete three major risk control activities, including its assessment, scoring and ranking, and prepare risk countermeasures to ensure that each significant risk has adequate corresponding risk countermeasures.

風險管理及內部控制(續)

風險管理及合規部門亦制定本集團風險管理框架，包括建立上述組織架構和界定各方職責，以及制定了風險管理的政策和流程，明確了風險評估的程序，具體包括風險識別、風險分析、風險監控和風險報告。

- 步驟1：風險識別－識別本集團層面及業務層面目前面臨的風險及現有管控措施。
- 步驟2：風險分析－對風險發生的可能性、影響程度及現有管控措施進行分析，發現風險敞口，並提出進一步的應對措施。
- 步驟3：風險監控－實施及週期性地檢測識別出的風險，確保風險應對策略可以有有效的運行。
- 步驟4：風險報告－總結風險管理分析的結果，制定行動計劃並向管理層、審核委員會和董事局匯報。

於回顧年度，風險管理及合規部門結合本集團的實際情況，在各業務單位及部門的協助下審閱及反饋意見後，已對本集團的風險管理系統作出更新及修訂。於二零二零年，風險管理及合規部門藉著此風險管理制度，揀選本集團的主要業務單位及部門完成三項主要風險控制工作，包括風險評估、風險打分與排序及制訂風險應對方案，確保每個重大風險均有相關的足夠的應對風險措施。

RISK MANAGEMENT AND INTERNAL CONTROLS (Continued)

For the year ended 31 December 2020, the Board considered the Group's current risk assessment system was effective and adequate. Periodical reviews will be performed to improve and safeguard the effective operation of the Group's risk management system. In addition, in view of the enhanced control on listed companies in recent years by regulators such as the SFC and the Listing Committee of the Stock Exchange, backed by the consolidated corporate systems and procedures and internal control manual, the risk management and compliance department conducted sampling check on major compliance control activities and procedures of the Group during the year under review and no material internal control deficiencies was discovered.

For the year ended 31 December 2020, the Audit Committee has reviewed the findings and impartial opinion of the risk management and compliance department on the effectiveness of the Group's risk management and internal control systems. The Board is of the opinion that the available resources and staff qualifications of the Group's accounting and financial reporting functions are adequate and sufficient. Based on the information furnished and upon its own observations, the Board is satisfied with the present internal controls of the Group.

The Group regularly reminds the Directors and employees on compliance policy regarding inside information, and provides them updates in relation to the appropriate guidelines or policies to ensure complying with regulatory requirements. The Group is aware of its obligations under the SFO, the Listing Rules and overriding principles and that inside information should be announced timely and conducts its affairs in strict compliance with the prevailing applicable laws and regulations in Hong Kong.

風險管理及內部控制(續)

於截至二零二零年十二月三十一日止年度，董事局認為，本集團現有風險評估系統乃屬有效及充足。及後將進行定期檢討，藉以提升及保證本集團風險管理系統的有效運作。另外，鑒於近年證監會及聯交所上市委員會等監管機構對上市公司的加強監控，風險管理及合規部門以經整理後的企業制度流程及內控手冊為依據，於回顧年度抽查本集團主要的合規控制活動及流程，並無發現重大內部控制缺陷。

於截至二零二零年十二月三十一日止年度，審核委員會已檢討風險管理及合規部門對本集團風險管理及內部監控制度的有效性發現及公正意見。董事局認為本集團之會計及財務匯報職能的可用資源及人員資格充分足夠。根據董事局所獲提供的資料及其自身觀察所得，董事局對本集團目前之內部監控感到滿意。

本集團定期提醒董事及僱員遵守內幕消息的相關政策，並為彼等提供適用指引或政策的更新資料以確保其遵守規範要求。本集團知悉根據證券及期貨條例、上市規則以及首要原則，其有責任及時公佈內幕消息，及嚴格遵照香港現行適用法律及法規執行其事務。

RESPONSIBILITIES, ACCOUNTABILITIES AND CONTRIBUTIONS OF THE BOARD AND SENIOR MANAGEMENT

The Board assumes responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. All Directors should make decisions objectively in the interests of the Company. The Board reserves for its decision on all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing, and coordinating the daily operation of the Company are delegated to the senior management.

COMPANY SECRETARY

Ms. Yam Wai Wah Jenny (“**Ms. Yam**”) is a full-time employee company secretary of the Group. She is responsible for facilitating the Board process, as well as the communications among the Board members, Shareholders and Management. She also prepared detailed minutes of each meeting and such minutes would be sent to the Board for comments as soon as practicable. Ms. Yam reports directly to the Board. All Directors are able to access to the advice and services of the Company Secretary to ensure that all applicable laws, rules and regulations are followed. During the year ended 31 December 2020, Ms. Yam undertook no less than fifteen hours of professional training to update her skills and knowledge pursuant to Rule 3.29 of the Listing Rules.

COMMUNICATION WITH SHAREHOLDERS

The Board recognises the importance of good communication with all Shareholders. The annual general meeting of the Company is a valuable avenue for the Board to enter into direct dialogue with Shareholders. The Chairman and the members of Board committees will attend the annual general meeting to answer any question raised from the Shareholders.

The interim and annual reports of the Company are despatched to Shareholders in a timely manner before the time limits laid by statutory and Listing Rules requirements to ensure effective communication with Shareholders.

董事局及高級管理層之職責、問責 及貢獻

董事局負責領導及監控本公司，並透過指導及監督本公司事務，共同負責促進本公司邁向成功。全體董事應客觀作出符合本公司利益之決定。董事局負責決定一切主要事宜，當中涉及政策事宜、策略及預算、內部監控及風險管理、重大交易（特別是或會涉及利益衝突者）、財務資料、委任董事及本公司其他重大營運事宜。有關執行董事局的決策、指導及協調本公司日常營運之職責轉授予高級管理層。

公司秘書

任慧華女士（「**任女士**」）為本集團全職公司秘書。彼負責推動董事局程序以及董事局成員、股東及管理層之間的溝通。彼亦就各會議進行詳細記錄，及該等會議記錄將於可行情況下盡快送呈至董事局評閱。任女士直接向董事局報告。所有董事均可獲得公司秘書的意見及服務，以確保遵守所有適用法例、規則及規例。截至二零二零年十二月三十一日止年度，任女士已根據上市規則第3.29條規定接受不少於十五小時的專業培訓以更新其技術及知識。

與股東溝通

董事局肯定與所有股東保持良好溝通的重要性。本公司股東週年大會乃董事局與股東直接對話的重要途徑。主席及董事委員會主席將出席股東週年大會並在會上回答任何股東提問。

本公司中期報告及年報均於法定及上市規則規定的時限前及時寄發予股東，以確保與股東保持有效之溝通。

COMMUNICATION WITH SHAREHOLDERS (Continued)

All the Shareholders are given at least twenty clear business days' notice before the date of the annual general meetings and at least ten clear business days' notice for all other general meetings pursuant to code provision E.1.3 of the CG Code.

All the annual and interim reports, circulars, announcements and notices of Shareholders meetings as required under the Listing Rules are available on the websites of the Company and the Stock Exchange.

The Company has also complied with the requirements concerning voting by poll under the Listing Rules. Details of the poll voting procedures and the rights of Shareholders to demand a poll are included in circulars to Shareholders despatched by the Company and explained by the chairman of general meeting at the meeting. All resolutions proposed at general meeting are voted separately.

Procedures for convening a special general meeting

Shareholders shall have the right to request the Board to convene a special general meeting of the Company. Pursuant to Bye-law 58 of the Bye-laws, Shareholders holding in aggregate of not less than one-tenth of the paid up capital of the Company may send a written request to the Board to request for a special general meeting; and such meeting shall be held within two months after the deposit of such requisition.

The written requisition, duly signed by the Shareholder(s) concerned, must state the purposes of the meeting and must be deposited at the Company's principal place of business in Hong Kong at Room 2902, 29th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong or at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.

The Company would take appropriate actions and make necessary arrangements, and the Shareholders concerned would be responsible for the expenses incurred in giving effect thereto in accordance with the requirements under Section 74 of the Companies Act 1981 of Bermuda ("**Companies Act**") once a valid requisition is received.

If within twenty one days of such deposit the Board fails to proceed to convene such meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

與股東溝通 (續)

根據企業管治守則之守則條文第E.1.3條，召開股東週年大會的通告於大會舉行前至少二十個完整營業日向全體股東發出，至於召開所有其他股東大會的通告，則於大會舉行前至少十個完整營業日向全體股東發出。

誠如上市規則所規定，所有年報、中期報告、通函、公告及股東大會通告可於本公司及聯交所網站查閱。

本公司亦已遵守上市規則有關以投票方式表決的規定。有關投票表決程序以及股東要求投票表決的權利之詳情載於本公司寄發予股東的通函中，並由股東大會主席於大會上解釋。所有於股東大會上提呈的決議案均分開投票。

召開股東特別大會的程序

股東有權要求董事局召開本公司的股東特別大會。根據公司細則第58條，合共持有本公司不少於十分之一繳足股本之股東可向董事局發出書面請求，要求召開股東特別大會，而有關會議須於相關要求遞呈後兩個月內舉行。

經有關股東正式簽署的書面請求須列明會議目的並送交本公司之香港主要營業地點（地址為香港北角馬寶道28號華匯中心29樓2902室）或本公司之香港股份過戶登記分處卓佳登捷時有限公司（地址為香港皇后大道東183號合和中心54樓）。

本公司於接獲有效請求書時，將採取適當行動及作出必要安排，而有關股東須根據一九八一年百慕達公司法（「**公司法**」）第74條之規定負責支付作出該等行動及安排所產生的開支。

倘於有關遞交請求日期起計二十一日內，董事局未能召開有關大會，則提出請求者或持有所有提出請求者之過半數總投票權之任何提出請求者，可自行召開大會，惟任何如此召開之大會不可於該日期起計三個月屆滿後舉行。

COMMUNICATION WITH SHAREHOLDERS (Continued)

Procedures for convening a special general meeting (Continued)

A meeting convened by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors.

Any reasonable expenses incurred by the requisitionists by reason of the failure of the Directors duly to convene a meeting shall be repaid to the requisitionists by the Company, and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such Directors as were in default.

Procedures for Shareholders to put forward proposals at general meetings

The following Shareholder(s) is/are entitled to put forward a proposal (which may properly be put to the meeting) for consideration at a general meeting of the Company:

- (a) any number of members representing not less than one-twentieth of the total voting rights of the Company on the date of the requisition; or
- (b) not less than one hundred Shareholders holding shares in the Company.

The requisition specifying the proposal, duly signed by the Shareholder(s) concerned, together with a statement of not more than a thousand words with respect to the matter referred to in the proposal must be deposited at the Company's principal place of business in Hong Kong at Room 2902, 29th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong or at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong. The Company would take appropriate actions and make necessary arrangements, and the Shareholder(s) concerned would be responsible for the expenses incurred in giving effect thereto in accordance with the requirements under Sections 79 and 80 of the Companies Act once valid documents are received.

與股東溝通 (續)

召開股東特別大會的程序 (續)

提出請求者須盡可能以董事召開大會之相同方式召開會議。

提出請求者因董事未有正式召開會議而招致的任何合理費用，須由本公司償還提出請求者，而任何如此償還之款項，須由本公司從到期或即將到期就失責董事之服務而應向其支付之費用或其他酬金中扣留。

股東於股東大會上提呈建議的程序

以下股東有權於本公司股東大會提呈建議(可於大會上正式提呈的建議)以供考慮：

- (a) 於請求日期佔本公司總投票權不少於二十分之一的任何股東數目；或
- (b) 不少於一百位持有本公司股份的股東。

經有關股東正式簽署並載列建議的請求書連同不多於一千字有關建議內所述事宜的聲明，須送交本公司的香港主要營業地點(地址為香港北角馬寶道28號華匯中心29樓2902室)或本公司的香港股份過戶登記分處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心54樓)。本公司於接獲有效文件時，將採取適當行動及作出必要安排，而有關股東須根據公司法第79及80條之規定負責支付作出該等行動及安排所產生的開支。

COMMUNICATION WITH SHAREHOLDERS (Continued)

Dividend policy

The Company has adopted a dividend policy. The declaration and payment of dividends shall be determined at the sole discretion of the Board and subject to all applicable requirements (including without limitation restrictions on dividend declaration and payment) under the Companies Act and the Bye-laws. In proposing any dividend payout, the Board shall take into account, *inter alia*, the Group's actual and expected financial results, the economic conditions and other factors that may have impact on the Group; the Group's business strategies, current and future operations, liquidity position and capital requirements and any other factors that the Board deems appropriate. The dividend payout ratio will vary from year to year. There is no assurance that dividends will be paid in any particular amount for any given period.

Procedures for directing Shareholders' enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing via the following channel:

In respect of the corporate affairs:

The Board of Directors/Company Secretary
Tai United Holdings Limited
Room 2902, 29th Floor
China United Centre
28 Marble Road
North Point
Hong Kong
E-mail: ir@taiunited.com
Facsimile: (852) 2527-1144

In respect of the other shareholding/entitlement affairs:

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

Shareholders may also make enquiries with the Board at the general meetings of the Company.

CONSTITUTIONAL DOCUMENTS

There was no significant change in the Company's constitutional documents during the year ended 31 December 2020.

與股東溝通 (續)

股息政策

本公司已批准及採納一項股息政策。宣佈和支付股息應由董事局全權酌情決定，且必須符合公司法及公司細則的所有適用規定（包括但不限於宣佈及支付股息的限制）。在建議任何股息支付時，董事局應考慮，除其他外，本集團的實際及預期財務業績；經濟狀況及其他因素可能對本集團產生的影響；本集團的業務策略、目前及未來的營運、流動資金狀況及資金要求；及其他董事局認為適用之任何因素。股息支付率每年都會有所不同，概不能保證將在任何指定時間派付任何特定金額的股息。

向董事局轉達股東查詢的程序

股東可隨時以書面方式透過以下渠道向董事局提出查詢及提問：

有關公司事宜：

董事局／公司秘書
太和控股有限公司
香港
北角
馬寶道28號
華匯中心
29樓2902室
電郵：ir@taiunited.com
傳真：(852)2527-1144

其他股權／權利相關事宜：

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心54樓

股東亦可於本公司股東大會上向董事局作出查詢。

憲章文件

於截至二零二零年十二月三十一日止年度內，本公司之憲章文件並無重大變動。

Report of the Directors

董事局報告

The Directors are pleased to submit herewith their annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2020.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. As at 31 December 2020, the Group was principally engaged in (i) property investment; (ii) medical equipment trading; (iii) mining and exploitation of natural resources; and (iv) financial services and asset management.

The activities of its principal subsidiaries are set out in note 44 to the consolidated financial statements of this annual report.

An analysis of the Group's performance for the year ended 31 December 2020 by segments are set out in note 6 to the consolidated financial statements of this annual report.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2020 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 80 to 81.

The Directors do not recommend the payment of any dividend for the year ended 31 December 2020 (2019: 2018 special dividend of 20 HK cents per share).

BUSINESS REVIEW AND PROSPECT

A fair review of the business of the Group during the year ended 31 December 2020 and a discussion on the Group's further business development are provided in the sections headed "Chief Executive Officer's Statement" and "Management Discussion and Analysis" of this annual report.

董事欣然呈報本集團截至二零二零年十二月三十一日止年度的年報連同經審核綜合財務報表。

主要業務

本公司主要業務為投資控股。於二零二零年十二月三十一日，本集團主要從事(i)物業投資；(ii)醫療設備買賣；(iii)採礦及勘察天然資源；及(iv)金融服務及資產管理。

其主要附屬公司的業務載於本年報綜合財務報表附註44。

本集團截至二零二零年十二月三十一日止年度，按分部劃分的表現分析載於本年報綜合財務報表附註6。

業績及分配

本集團截至二零二零年十二月三十一日止年度的業績載於第80頁至第81頁之綜合損益及其他全面收益表。

董事不建議派發截至二零二零年十二月三十一日止年度的任何股息(二零一九年：二零一八年特別股息每股20港仙)。

業務回顧及前景

本集團於截至二零二零年十二月三十一日止年度的中肯業務審視及有關本集團之進一步業務發展的論述載於本年報的「行政總裁致辭」以及「管理層討論及分析」章節內。

Report of the Directors 董事局報告

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks and uncertainties facing by the Group include strategic, operational and financial risks. Each of them is discussed briefly as below:

Strategic risks

The Directors maintain a strategic plan based on the knowledge to the external environments. The Group will invest in projects and investments based on the strategic plan in order to cope with the market demand and expectation. Given the rapid change of unforeseeable external environments in the financial and equity markets, the Group is facing significant strategic risks on its investments when changing the strategic plans to adopt the unexpected changes of external environments.

Operational risks

Management regularly reviews the Group's operations to ensure that the Group's risk of losses, whether financial or otherwise, resulting from fraud, errors, omissions and other operational and compliance matters, are adequately managed.

Financial risks

The principal financial risks are set out in note 38(b) to the consolidated financial statements of this annual report headed under "Financial risk management objectives and policies".

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial reporting periods is set out on page 215 of this annual report.

SHARE CAPITAL

Details of the share capital of the Company for the year ended 31 December 2020, together with the reasons, are set out in note 34 to the consolidated financial statements of this annual report.

DISTRIBUTABLE RESERVES

As at 31 December 2020, the Company's reserves available for distribution to equity holders of the parent, calculated in accordance with the Companies Act, amounted to approximately HK\$1,093 million (2019: approximately HK\$1,586 million).

主要風險及不確定性

本集團面臨的主要風險及不確定性包括策略、營運及財務風險，分別簡述如下：

策略風險

董事根據對外部環境的了解維持一項策略計劃。本集團將根據策略計劃投資項目及投資，以應對市場需求及預期。鑑於金融及股票市場的不可預見外部環境瞬息萬變，倘本集團改變策略計劃以適應外部環境的不可預見變化，則將面臨有關投資的重大策略風險。

營運風險

管理層定期檢討本集團的營運，以確保本集團可充分管理因欺詐、失誤、遺漏以及其他營運及合規事宜引致的虧損（不論為財務或其他）風險。

財務風險

主要財務風險載於本年報綜合財務報表附註38(b)「財務風險管理目標及政策」內。

五年財務摘要

本集團於過往五個財務報告期間的業績以及資產及負債摘要載於本年報215頁。

股本

本公司於截至二零二零年十二月三十一日止年度之股本詳情連同其原因載於本年報綜合財務報表附註34。

可分派儲備

於二零二零年十二月三十一日，本公司根據公司法可供分派予母公司權益持有人之儲備約1,093百萬港元（二零一九年：約1,586百萬港元）。

Report of the Directors 董事局報告

EQUITY-LINKED ARRANGEMENTS

Other than the share option scheme as disclosed in note 42 to the consolidated financial statements of this annual report, no equity-linked arrangements were entered into by the Company during the year or subsisted at year ended 31 December 2020.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Bye-laws or the laws of Bermuda which would oblige the Company to offer new shares on a pro rata basis to existing Shareholders.

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in the Group's property, plant and equipment and investment properties during the year ended 31 December 2020 are set out in notes 18 to 19 to the consolidated financial statements of this annual report.

BORROWINGS

Particulars of the Group's borrowings are set out in note 30 to the consolidated financial statements of this annual report.

CHARITABLE DONATION

No charitable donation was made by the Group during the year ended 31 December 2020 (2019: nil).

PURCHASE, SALE OR REDEMPTIONS OF THE COMPANY'S LISTED SECURITIES DIRECTORS

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

股權掛鈎安排

除本年報綜合財務報表附註42所披露之購股權計劃外，本公司於年內或截至二零二零年十二月三十一日止年度概無訂立或仍續存之股權掛鈎安排。

優先購買權

本公司的公司細則或百慕達法例均無條文規定本公司須按持股比例向現有股東發售新股份的優先購買權。

物業、廠房及設備以及投資物業

本集團於截至二零二零年十二月三十一日止年度內的物業、廠房及設備以及投資物業的變動詳情載於本年報綜合財務報表附註18至19。

借貸

本集團的借貸詳情載於本年報綜合財務報表附註30。

慈善捐贈

於截至二零二零年十二月三十一日止年度內，本集團概無做出任何慈善捐贈（二零一九年：無）。

購買、出售或贖回本公司之上市證券

於截至二零二零年十二月三十一日止年度內，本公司及其任何附屬公司概無購買、贖回或出售本公司的任何上市證券。

Report of the Directors 董事局報告

DIRECTORS

The Directors during the year ended 31 December 2020 and up to the date of this annual report were:

Executive Directors

Mr. Kwong Kai Sing Benny (CEO)
Mr. Chen Weisong
Mr. Chow Chi Wah Vincent
Mr. Wang Hongfang (appointed on 7 January 2021)

Independent non-executive Directors

Dr. Gao Bin
Ms. Liu Yan
Mr. Tang King Shing, GBS, PDSM

In accordance with Bye-law 87 of the Bye-laws, Mr. Kwong Kai Sing Benny and Ms. Liu Yan shall retire by rotation from office and, being eligible, offer himself/herself for re-election at the forthcoming annual general meeting. Pursuant to Bye-law 86 of the Bye-laws, Mr. Wang Hongfang shall hold office until the forthcoming annual general meeting and, being eligible, offer himself for re-election at the meeting.

Each of the INEDs had made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all INEDs are independent.

BIOGRAPHICAL DETAILS OF DIRECTORS

The Director's biographical information are set out on pages 22 to 27 of this annual report.

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

董事

於截至二零二零年十二月三十一日止年度內及截至本年報日期的董事如下：

執行董事

鄭啟成先生(行政總裁)
陳偉松先生
周志華先生
王宏放先生(於二零二一年一月七日獲委任)

獨立非執行董事

高濱博士
劉艷女士
鄧竟成先生，金紫荊星章、香港警察卓越獎章

按照公司細則第87條，鄭啟成先生及劉艷女士將於應屆股東週年大會上輪值告退，惟彼符合資格並願意膺選連任。根據公司細則第86條，王宏放先生之任期直至應屆股東週年大會為止，惟彼符合資格並願意於該大會上膺選連任。

各獨立非執行董事已根據上市規則第3.13條的規定提交年度獨立性確認書。本公司認為全體獨立非執行董事均屬獨立人士。

董事履歷詳情

董事履歷資料載於本年報第22頁至第27頁。

董事的服務合約

建議於應屆股東週年大會上膺選連任的董事概無與本公司或其任何附屬公司訂立任何不可由本公司於一年內終止而毋須作出補償(法定補償除外)的服務合約。

Report of the Directors 董事局報告

PERMITTED INDEMNITY PROVISION

Bye-law 166(1) of the Bye-laws provides that, among others, every Director and other officers of the Company shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices and related matters provided that the indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of them.

In this connection, the Company has arranged directors' and officers' liability insurance coverage for the Directors and officers of the Company during the year ended 31 December 2020.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in note 36 to the consolidated financial statements of this annual report, no other transactions, arrangements or contracts of significance to which the Company or its subsidiaries was a party and in which a Director had a material interest subsisted during or at the end of the year ended 31 December 2020.

DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors or their respective associates was interested in, apart from the Group's businesses, any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or were in existence during the year ended 31 December 2020.

獲准許彌償條文

公司細則第166(1)條規定，(其中包括)本公司的每一位董事及其他高級職員就履行彼等各自的職務責任或假定責任時所作出、贊成或遺漏的行動或與其相關及有關事宜而承擔或蒙受的所有訴訟、費用、收費、虧損、賠償及開支均可獲本公司以其資產及溢利作出彌償及保證免受損害，惟彌償不會涵蓋有關任何彼等的任何欺詐或不誠實行為的任何事宜。

就此而言，本公司已於截至二零二零年十二月三十一日止年度內為董事及本公司高級職員安排董事及高級職員責任保險。

董事於重大交易、安排或合約中的權益

除本年報綜合財務報表附註36所披露者外，於截至二零二零年十二月三十一日止年度內或結束時，概無存續本公司或其附屬公司為訂約方，且董事於其中擁有重大權益的其他重大交易、安排或合約。

董事於競爭業務之權益

除本集團業務外，董事或彼等各自之聯繫人士概無於任何與本集團業務直接或間接構成或可能構成競爭之業務中擁有權益。

管理合約

於截至二零二零年十二月三十一日止年度內，並無訂立或存在有關本公司整體或任何重大部份業務管理及行政合約。

CONNECTED TRANSACTIONS AND RELATED PARTY TRANSACTIONS

Details of the transactions are disclosed in note 36 to the consolidated financial statements of this annual report. None of these transactions constitutes a connected transaction under Chapter 14A of the Listing Rules and/or related party transaction under Hong Kong Accounting Standard 24.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 December 2020, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transaction by Directors of Listed Companies as set out in Appendix 10 to the Listing Rules.

關連交易及關聯方交易

有關交易詳情披露於本年報綜合財務報表附註36。概無該等交易構成上市規則第14A章項下關連交易及／或香港會計準則第24號項下關聯方交易。

董事及主要行政人員於本公司股份、相關股份及債券的權益及淡倉

於二零二零年十二月三十一日，本公司董事及主要行政人員概無於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有任何須(i)根據證券及期貨條例第XV部第7及8分部通知本公司及聯交所之權益或淡倉（包括根據證券及期貨條例有關條文彼等被當作或視為擁有之權益或淡倉）；或(ii)根據證券及期貨條例第352條規定須登記於本公司存置之登記冊之權益或淡倉；或(iii)根據上市規則附錄十所載上市公司董事進行證券交易的標準守則通知本公司及聯交所之任何權益或淡倉。

SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2020, so far as it is known by Director or the chief executive of the Company, the particulars of the corporations or individuals who had any interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, as recorded in the register required to be kept under section 336 of the SFO ("Register of Shareholders") were as follows:

Long position in the shares of the Company

Name 名稱	Beneficial Owner 實益擁有人	Capacity and nature of interest 身份及權益性質	Number of ordinary Shares held 所持普通股數目	Percentage of the Company's issued share capital (approximately) (Note 1) 佔本公司已發行股本百分比(概約) (附註1)
		Interests of Controlled Corporation 受控制法團之權益		
Satinu Resources Group Ltd. ("Satinu") (Note 2)	–	3,937,234,889	3,937,234,889	74.99%
Satinu Resources Group Ltd. ("Satinu") (附註2)				
Songbird SG PTE. LTD. ("Songbird SG")	3,937,234,889	–	3,937,234,889	74.99%
Songbird SG PTE. LTD. ("Songbird SG")				

Notes:

- The percentage represented the number of shares held over the total number of issued shares of the Company of 5,250,019,852 shares as at 31 December 2020.
- Satinu indirectly wholly owns Yellowbird Capital Management (GP) Limited, which is the general partner of Yellowbird Special Opportunities Fund, L.P. ("Yellowbird Fund"). Yellowbird Fund indirectly wholly owns Songbird SG, which in turn owns 74.99% of the issued shares in the Company.

Save as disclosed above, there is no person (other than a Director or the chief executive of the Company) as at 31 December 2020, had 5% or more interests or short positions in the shares or underlying shares of the Company as recorded in the Register of Shareholders.

主要股東及其他人士於本公司股份及相關股份的權益及淡倉

於二零二零年十二月三十一日，根據本公司董事或主要行政人員所知悉，根據證券及期貨條例第XV部第2及第3分部之條文向本公司披露，並登記於根據證券及期貨條例第336條規定須存置之登記冊（「股東登記冊」）中於本公司股份及相關股份中擁有任何權益或淡倉之法團或個人的詳情如下：

於本公司股份的好倉

Name 名稱	Beneficial Owner 實益擁有人	Capacity and nature of interest 身份及權益性質	Number of ordinary Shares held 所持普通股數目	Percentage of the Company's issued share capital (approximately) (Note 1) 佔本公司已發行股本百分比(概約) (附註1)
		Interests of Controlled Corporation 受控制法團之權益		
Satinu Resources Group Ltd. ("Satinu") (Note 2)	–	3,937,234,889	3,937,234,889	74.99%
Satinu Resources Group Ltd. ("Satinu") (附註2)				
Songbird SG PTE. LTD. ("Songbird SG")	3,937,234,889	–	3,937,234,889	74.99%
Songbird SG PTE. LTD. ("Songbird SG")				

附註：

- 百分比指於二零二零年十二月三十一日所持股份數目佔本公司已發行股份總數5,250,019,852股之比例。
- Satinu間接擁有Yellowbird Capital Management (GP) Limited，而Yellowbird Capital Management (GP) Limited為Yellowbird Special Opportunities Fund, L.P.（「Yellowbird Fund」）之普通合夥人。Yellowbird Fund間接全資擁有Songbird SG，而Songbird SG擁有本公司已發行股份之74.99%權益。

除上文所披露者外，於二零二零年十二月三十一日，概無人士（本公司董事或主要行政人員除外）於本公司股份或相關股份中擁有股東登記冊須記錄超過5%或以上之權益或淡倉。

Report of the Directors 董事局報告

RELATIONSHIP WITH EMPLOYEES

The Board recognises the employees are the most valuable asset of the Group. The Group provides the staff with competitive remuneration packages as well as a safe, harmonious and discrimination-free working environment.

Details of which are set out in the section headed “Employees and Remuneration Policies” in this annual report on page 19 and the sections headed “B1. Employment” to “B4. Labour Standards” under the ESG Report contained in this annual report on pages 35 to 39.

RELATIONSHIP WITH MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2020, the percentages of the Group’s turnover attributable to its largest customer and five largest customers were approximately 17% and 47% respectively. The aggregate amount of purchases attributable to the Group’s five largest suppliers accounted for approximately 94% of the Group’s total purchases and the amount of purchase attributable to the Group’s largest supplier was approximately 57% of the Group’s total purchases.

To the knowledge of the Directors, none of the Directors, or their respective associates, or Shareholders owning more than 5% of the Company’s issued share capital had any beneficial interests in any of the five largest customers or suppliers during the year ended 31 December 2020.

CORPORATE GOVERNANCE PRACTICES

Principal corporate governance practices as adopted by the Company are set out in the “Corporate Governance Report” on pages 44 to 62 of this annual report.

COMPLIANCE WITH LAWS AND REGULATIONS

During the year ended 31 December 2020, the Company was not aware of any non-compliance with any relevant laws and regulations that had significant impact on it.

與僱員的關係

董事局認同僱員乃本集團最寶貴的資產。本集團向員工提供具競爭力的薪酬待遇以及安全、和諧及無歧視的工作環境。

有關詳情載於本年報第19頁「僱員及薪酬政策」一節及本年報第35頁至第39頁所載「環境、社會及管治報告」項下「B1. 僱傭」至「B4. 勞工準則」章節。

與主要客戶及供應商的關係

截至二零二零年十二月三十一日止年度，本集團最大客戶及五名最大客戶應佔本集團營業額的百分比分別約為17%及47%。本集團五名最大供應商應佔的總採購額佔本集團總採購額約94%及本集團最大供應商應佔的採購額佔本集團總採購額之約57%。

就董事所知，於截至二零二零年十二月三十一日止年度內概無董事或彼等各自之聯繫人士或擁有超過本公司已發行股本5%以上的股東於任何五名最大客戶或供應商擁有任何實益權益。

企業管治常規

本公司採納的主要企業管治常規載於本年報第44頁至第62頁之「企業管治報告」內。

遵守法律及法規

於截至二零二零年十二月三十一日止年度內，本公司概不知悉任何未有遵守任何相關法律及法規而對本公司產生重大影響的情況。

ENVIRONMENTAL POLICIES

The Group is committed to reducing its carbon footprint and consumption of natural resources in all possible aspects of business operations. Our environmental strategy is to achieve a balance between the quality and efficiency of our services and the minimisation of greenhouse gas emissions and environmental degradation. Accordingly, the Group has taken a proactive approach to effect internal and external communications by means of telephone, emails and conferences or such other communication means which are efficient yet environmentally friendly. Also, the Group are able to minimise physical travelling and printing.

More details regarding the Company's environmental policies, practices and performance are set out in the section headed "A. Environmental" under the ESG Report on pages 29 to 34 of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this annual report, there is sufficient public float of more than 25% of the Company's issued shares as required under the Listing Rules.

AUDIT COMMITTEE AND REVIEW ON THE ANNUAL RESULTS

The Company has established the Audit Committee with a specific written terms of reference in accordance with the requirements under Rule 3.21 of the Listing Rules and the CG Code. The Audit Committee is responsible for, among others, reviewing and supervising the Group's financial reporting process, assisting the Board to ensure effective risk management and internal control systems and providing advice and comments to the Board.

As at 31 December 2020 and up to the date of this annual report, the Audit Committee comprised all three INEDs, namely, Dr. Gao Bin, Ms. Liu Yan and Mr. Tang King Shing. Ms. Liu Yan is elected as the chairman of the Audit Committee.

The audited consolidated financial statements of the Group for the year ended 31 December 2020 have been reviewed by the Audit Committee together with the Management of the Company. The Audit Committee is satisfied that such statements comply with the applicable accounting standards and that adequate disclosures have been made.

環保政策

本集團致力於業務營運的所有可能方面減少其碳排放及對天然資源的消耗。我們的環保策略為達致我們的服務品質與效率的平衡及將溫室氣體排放降至最低及最大限度避免環境惡化。因此，本集團已採取積極舉措以透過電話、電郵及會議或有關其他有效且環境友好之溝通方式進行內部及外部溝通交流。另外，本集團能夠最大限度減少差旅及印刷。

有關本公司的環保政策、常規及表現的進一步詳情載於本年報第29頁至第34頁所載「環境、社會及管治報告」項下「A. 環境」章節。

足夠的公眾持股量

根據本公司從公開途徑取得的資料並據董事所知悉，於本年報日期，上市規則規定的持股量充裕，逾本公司已發行股份25%。

審核委員會及審閱年度業績

本公司已根據上市規則第3.21條項下規定及企業管治守則設立審核委員會，並制定特定書面職權範圍。審核委員會負責（其中包括）檢討及監察本集團的財務報告程序、協助董事局確保設立有效的風險管理及內部監控制度，並向董事局提供意見及評議。

於二零二零年十二月三十一日起及截至本年報日期，審核委員會由所有三名獨立非執行董事（即高濱博士、劉艷女士及鄧竟成先生）組成。劉艷女士獲推選為審核委員會主席。

本集團截至二零二零年十二月三十一日止年度之經審核綜合財務報表已由審核委員會連同本公司管理層審閱。審核委員會信納該等報表符合適用會計準則並已作出充分披露。



Report of the Directors

董事局報告

AUDITORS

The financial statements for the year ended 31 December 2020 have been audited by Deloitte Touche Tohmatsu, who will retire and, being eligible, offer themselves for re-appointment. A resolution for their re-appointment as the auditor of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board
Kwong Kai Sing Benny
Chief Executive Officer

Hong Kong
30 March 2021

核數師

本集團於截至二零二零年十二月三十一日止年度之財務報表已由德勤•關黃陳方會計師行審核，彼將告退，惟彼符合資格並願意續任為本公司之核數師。於應屆股東週年大會上將提呈一項續聘彼為本公司核數師的決議案。

代表董事局
行政總裁
鄭啟成

香港
二零二一年三月三十日

Independent Auditor's Report

獨立核數師報告書

Deloitte.

德勤

TO THE SHAREHOLDERS OF TAI UNITED HOLDINGS LIMITED
太和控股有限公司
(incorporated in Bermuda with limited liability)

致太和控股有限公司全體股東

(於百慕達註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of Tai United Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 80 to 214, which comprise the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“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.

意見

本核數師(以下簡稱「我們」)已審計列載於80至214頁的太和控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此財務報表包括於二零二零年十二月三十一日的綜合財務狀況報表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

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

意見的基礎

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

Independent Auditor's Report 獨立核數師報告書

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.

Key audit matter 關鍵審計事項

Valuation of investment properties 投資物業之估值

We identified the valuation of investment properties as a key audit matter due to the determination of the fair value of these investment properties is dependent on certain unobservable inputs and key assumptions that require significant management judgments which are assessed based on a method of valuation.

我們確認投資物業之估值為關鍵審計事項，原因是釐定該等投資物業公允值取決於管理層須運用根據估值法評估之重大判斷之若干不可觀察輸入數據及主要假設。

All the Group's investment properties are measured at fair value based on valuations performed by an independent qualified professional valuer which makes reference to market evidence of transaction prices for similar properties in the similar location and conditions. Details of the valuation technique and key inputs used in the valuations are set out in Notes 4 and 19 to the consolidated financial statements.

貴集團所有投資物業乃根據獨立合資格專業估值師作出之估值按公允值計量。其參照類似地點及狀況之類似物業之市場交易價格憑證。估值時所用之估值技術及主要輸入數據之詳情載於綜合財務報表附註4及19。

As at 31 December 2020, the Group's investment properties are carried at fair value of approximately HK\$792 million as disclosed in Note 19 to the consolidated financial statements.

於二零二零年十二月三十一日，誠如綜合財務報表附註19所披露，貴集團之投資物業乃按約792百萬港元之公允值入賬。

關鍵審計事項

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

How our audit addressed the key audit matter 我們的審計如何處理關鍵審計事項

Our procedures in relation to the valuation of investment properties included:

我們就投資物業估值進行之程序包括：

- Obtaining an understanding of the key controls over the processes that the management performed in relation to the valuation assessment;
了解管理層就估值評估進行之程序之主要監控；
- Evaluating the competence, capabilities and objectivity of the independent qualified professional valuer and obtaining an understanding of their scope of work and terms of engagement;
評估獨立合資格專業估值師之資質、能力及客觀性，並了解其工作範圍及委聘條款；
- Challenging the valuation technique and reasonableness of the significant inputs used by the management and the valuer in the valuations based on our knowledge in the property market;
基於我們對物業市場之了解對管理層及估值師於估值所採用之估值技術及關鍵輸入數據之合理性提出質疑；
- Comparing the market transactions with properties in the similar location and conditions to the market comparables used in the valuations; and
比較物業於類似位置及條件之市場交易以及估值所採用之市場可資比較交易；及
- Assessing the reasonableness of specific assumptions made by the management and valuer on adjustments to the properties valuations, by taking into account of the conditions, location and other individual factors.
評估管理層及估值師經考量有關物業之狀況、地點及其他個別因素後對物業估值所作調整之具體假設之合理性。

Independent Auditor's Report

獨立核數師報告書

Key audit matter 關鍵審計事項

Estimated impairment of mining rights 採礦權的估計減值

We identified the estimated impairment of mining rights as a key audit matter due to the significant management judgments are required to estimate the recoverable amounts of the mining rights.

我們確認採礦權的估計減值為關鍵審計事項，原因是管理層估計採礦權之可收回金額時須運用重大的判斷。

The recoverable amount is the higher of fair value less costs of disposal and value in use. The recoverable amounts of the mining rights are determined based on the value in use calculation and certain key assumptions. Value in use calculation used the discounted future pre-tax cash flows expected to be derived from the cash-generating units that holds the mining rights. The Group has engaged an independent qualified professional valuer to perform such valuations. The key assumptions used in estimating the discounted future pre-tax cash flows include tungsten metal estimated selling price, estimated future costs of production, estimated future operating costs, recoverable reserves, resources and exploration potential, discount rates and exchange rates.

可收回金額為公允值減出售成本與使用價值之較高者。採礦權之可收回金額乃根據使用價值計算及若干主要假設釐定。計算使用價值時採用預期源自持有採礦權之現金產生單位之貼現未來稅前現金流量。貴集團已委聘一名獨立合資格專業估值師進行有關估值。估計貼現未來稅前現金流量所使用之主要假設包括鎢金屬估計售價、估計未來生產成本、估計未來經營成本、可採儲量、資源及勘探潛力、貼現率及匯率。

As at 31 December 2020, the carrying amounts of the mining rights in the Republic of Mongolia ("Mongolia") were approximately HK\$82 million, net of accumulated impairment losses of approximately HK\$921 million. Impairment losses of the mining rights amounted to approximately HK\$92 million has been recognised during the year ended 31 December 2020.

於二零二零年十二月三十一日，蒙古共和國（「蒙古」）之採礦權賬面值約為82百萬港元，扣除累計減值虧損約921百萬港元。採礦權減值虧損約92百萬港元已於截至二零二零年十二月三十一日止年度確認。

Details relating to the management impairment assessment on the mining rights are set out in Notes 4, 21 and 22 to the consolidated financial statements.

有關管理層對採礦權之減值評估之詳情載於綜合財務報表附註4、21及22。

How our audit addressed the key audit matter 我們的審計如何處理關鍵審計事項

Our procedures in relation to the estimated impairment of mining rights included:

我們就採礦權的估計減值進行之程序包括：

- Obtaining an understanding of the key controls over the processes that the management performed in relation to the impairment assessment of mining rights and the preparation of the cash flow forecasts;
了解管理層就採礦權減值評估及編製現金流量預測進行之程序之主要監控；
- Evaluating the competence, capabilities and objectivity of the independent qualified professional valuer and obtaining an understanding of their scope of work and terms of engagement;
評估獨立合資格專業估值師之資質、能力及客觀性，並了解其工作範圍及委聘條款；
- Evaluating the reasonableness and appropriateness of the significant inputs and assumptions including tungsten metal estimated selling price, estimated future costs of production, estimated future operating costs, recoverable reserves, resources and exploration potential, discount rates and exchange rates used by the management and the valuer with reference to market information, resources estimation technical report and feasibility study report;
管理層及估值師參考市場資料、資源估算技術報告及可行性研究報告所採用的以評估關鍵輸入數據及假設之合理性及恰當性，包括鎢金屬估計售價、估計未來生產成本、估計未來經營成本、可採儲量、資源及勘探潛力、貼現率及匯率；
- Engaging our internal valuation expert to assess the appropriateness of the valuation methodology and discount rate used in the valuations;
委聘內部估值專家評估於估值中所採用的估值方法及貼現率是否適當；
- Obtaining the sensitivity analysis from the valuer for certain key inputs of the valuations to evaluate the magnitude of their impacts on the results of the value in use of mining rights;
自估值師獲得有關若干主要估值輸入數據的敏感度分析以評估有關採礦權使用價值結果的影響程度；
- Obtaining legal opinion from the Group's external legal counsel in Mongolia on the legal rights and titles of the mining rights; and
獲得貴集團蒙古外聘法律顧問就採礦權之抵押品之法定權利及採礦權之法律意見；及
- Obtaining confirmation from the Mineral Resources and Petroleum Authority of Mongolia that the Group's mining rights are still in effect and in good standing with no official exploitation has been conducted by the Group since the Group's acquisition.
獲得蒙古礦產資源及石油管理局之確認，貴集團之採礦權仍然有效及存續，貴集團自貴集團之收購起概無進行任何正式勘探。



Independent Auditor's Report 獨立核數師報告書

OTHER INFORMATION

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

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

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

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

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

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

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

其他資訊

貴公司董事需對其他資訊負責。其他資訊包括刊載於年報內的資訊，但不包括綜合財務報表及我們的核數師報告。

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

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

董事及管治層就綜合財務報表須承擔的責任

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

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

管治層須負責監督 貴集團的財務報告過程。

Independent Auditor's Report 獨立核數師報告書

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 solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional 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.

核數師就審計綜合財務報表承擔的 責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並按照《百慕達公司法》第90條的規定僅向全體股東出具包括我們意見的核數師報告。除此以外，我們的報告不可用作其他用途。本行並不就本行報告之內容對任何其他人士承擔任何責任或接受任何義務。合理保證是高水準的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

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

Independent Auditor's Report

獨立核數師報告書

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

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

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

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

我們還向管治層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，為消除威脅所採取的行動或應用的防範措施。

Independent Auditor's Report 獨立核數師報告書

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

The engagement partner on the audit resulting in the independent auditor's report is Lau Chi Kin, Kinson.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
30 March 2021

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

出具本獨立核數師報告的審計項目合夥人是劉志健。

德勤•關黃陳方會計師行
執業會計師
香港
二零二一年三月三十日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

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

		Notes	2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
		附註		
Revenue	收益	5		
Contracts with customers	客戶合約		20,490	19,955
Leases	租賃		96	6,588
Net investment losses	淨投資虧損	7	(1,832)	(616)
Total	總額		18,754	25,927
Other income	其他收入	8	85,911	51,353
Impairment losses reversed (recognised) under expected credit loss model, net	預期信貸虧損模式項下的已撥回(已確認)減值虧損，淨額	9	27,052	(39,641)
Other gains and losses	其他收益及虧損	10	49,061	150,973
Purchases and changes in inventories	存貨之購買及變動		(14,270)	(12,473)
Employee benefits expenses	僱員福利開支		(28,216)	(43,855)
Other operating expenses	其他經營開支	11	(33,420)	(55,494)
Changes in fair value of investment properties	投資物業公允值變動	19	(40,353)	(72,505)
Changes in fair value of assets classified as held-for-sale	分類為持作出售之資產之公允值變動		-	(17,412)
Impairment losses on mining rights	採礦權減值虧損	21	(92,225)	(170,821)
Finance costs	財務成本	12	(8,867)	(15,291)
Loss before tax	除稅前虧損		(36,573)	(199,239)
Income tax credit (expense)	所得稅抵免(開支)	13	9,339	(47,531)
Loss for the year	年度虧損	14	(27,234)	(246,770)
Other comprehensive income (expense): <i>Items that may be reclassified subsequently to profit or loss:</i>	其他全面收益(開支): <i>其後可能重新分類至損益之項目:</i>			
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額		65,034	(17,264)
Reclassification of cumulative translation reserve upon disposal and deregistration of foreign operations	於出售及註銷海外業務時重新分類累計匯兌儲備	40	-	9,965
Other comprehensive income (expense) for the year	年度其他全面收益(開支)		65,034	(7,299)
Total comprehensive income (expense) for the year	年度全面收益(開支)總額		37,800	(254,069)

Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表

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

	Note 附註	2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Loss for the year attributable to:			
Owners of the Company		(26,782)	(246,440)
Non-controlling interests		(452)	(330)
		(27,234)	(246,770)
Total comprehensive income (expense) for the year attributable to:			
Owners of the Company		37,931	(253,751)
Non-controlling interests		(131)	(318)
		37,800	(254,069)
Loss per share			
– Basic (HK cents)	17	(0.51)	(4.69)

Consolidated Statement of Financial Position

綜合財務狀況報表

At 31 December 2020 於二零二零年十二月三十一日

		Notes	2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
		附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	18	2,797	9,483
Investment properties	投資物業	19	792,245	806,985
Intangible assets	無形資產	20	4,155	4,155
Mining rights	採礦權	21	81,791	174,016
Financial assets at fair value through profit or loss	按公允值計入損益之金融資產	23	609	571
Right-of-use assets	使用權資產	24	6,189	3,005
Deferred tax assets	遞延稅項資產	32	5,600	39
Deposit paid for acquisition of subsidiaries and other non-current deposits	收購附屬公司支付的按金及其他非流動按金	27	118,765	–
Other non-current assets	其他非流動資產		6,000	6,000
			1,018,151	1,004,254
Current assets	流動資產			
Inventories	存貨	25	1,955	1,700
Financial assets at fair value through profit or loss	按公允值計入損益之金融資產	23	7,887	10,112
Accounts receivable	應收賬款	26	3,701	4,244
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	27	965,140	1,061,759
Bank balances and cash	銀行結餘及現金	28	496,862	560,240
			1,475,545	1,638,055
Current liabilities	流動負債			
Accrued liabilities and other payables	應計負債及其他應付款項	29	17,550	6,440
Borrowings	借貸	30	235,626	281,471
Other loan	其他貸款	31	–	120,958
Lease liabilities	租賃負債	33	2,383	1,853
Tax payables	應付稅項		127,452	138,383
			383,011	549,105
Net current assets	流動資產淨值		1,092,534	1,088,950
Total assets less current liabilities	總資產減流動負債		2,110,685	2,093,204
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	32	–	23,027
Lease liabilities	租賃負債	33	3,936	1,228
			3,936	24,255
Net assets	資產淨值		2,106,749	2,068,949

Consolidated Statement of Financial Position 綜合財務狀況報表

At 31 December 2020 於二零二零年十二月三十一日

		Note	2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
		附註		
Capital and reserves	股本及儲備			
Share capital	股本	34	262,501	262,501
Reserves and accumulated losses	儲備及累計虧損		1,841,625	1,803,694
Equity attributable to owners of the Company	本公司擁有人應佔權益		2,104,126	2,066,195
Non-controlling interests	非控股權益		2,623	2,754
Total equity	權益總額		2,106,749	2,068,949

The consolidated financial statements on pages 80 to 214 were approved and authorised for issue by the board of directors on 30 March 2021 and are signed on its behalf by:

第80至214頁之綜合財務報表已於二零二一年三月三十日獲董事會批准及授權刊發，並由以下代表簽署：

Mr. Kwong Kai Sing Benny

鄭啟成先生

DIRECTOR

董事

Mr. Chen Weisong

陳偉松先生

DIRECTOR

董事

Consolidated Statement of Changes in Equity

綜合權益變動表

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

		Attributable to owners of the Company 本公司擁有人應佔								
		Share capital	Contributed surplus reserve	Translation reserve	Statutory reserves	Other capital contribution reserve	Accumulated losses	Subtotal	Non-controlling interests	Total
		股本	實繳盈餘儲備	匯兌儲備	法定儲備	其他注資儲備	累計虧損	小計	非控股權益	總額
		HK\$'000 千港元	HK\$'000 千港元 (Note a) (附註a)	HK\$'000 千港元	HK\$'000 千港元 (Note d) (附註d)	HK\$'000 千港元 (Note b) (附註b)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	262,501	3,384,080	25,608	63,907	342,848	(708,994)	3,369,950	3,072	3,373,022
Loss for the year	年度虧損	-	-	-	-	-	(246,440)	(246,440)	(330)	(246,770)
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	(17,276)	-	-	-	(17,276)	12	(17,264)
Reclassification of cumulative translation reserve upon disposal and deregistration	於出售及註銷時重新分類 累計匯兌儲備	-	-	9,965	-	-	-	9,965	-	9,965
Other comprehensive (expense) income for the year	年度其他全面(開支)收益	-	-	(7,311)	-	-	-	(7,311)	12	(7,299)
Total comprehensive expense for the year	年度全面開支總額	-	-	(7,311)	-	-	(246,440)	(253,751)	(318)	(254,069)
Dividends recognised as distributions (Note c) (Note 16)	確認為分派之股息(附註c) (附註16)	-	(1,050,004)	-	-	-	-	(1,050,004)	-	(1,050,004)
Transfer of statutory reserves to accumulated losses for a deregistered subsidiary	就一間已註銷附屬公司將法定儲備轉撥至累計虧損	-	-	-	(35,907)	-	35,907	-	-	-
Transfer to statutory reserves	轉撥至法定儲備	-	-	-	36,120	-	(36,120)	-	-	-
At 31 December 2019	於二零一九年十二月三十一日	262,501	2,334,076	18,297	64,120	342,848	(955,647)	2,066,195	2,754	2,068,949
Loss for the year	年度虧損	-	-	-	-	-	(26,782)	(26,782)	(452)	(27,234)
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	64,713	-	-	-	64,713	321	65,034
Total comprehensive income (expense) for the year	年度全面收益(開支)總額	-	-	64,713	-	-	(26,782)	37,931	(131)	37,800
Transfer to statutory reserves	轉撥至法定儲備	-	-	-	7,666	-	(7,666)	-	-	-
At 31 December 2020	於二零二零年十二月三十一日	262,501	2,334,076	83,010	71,786	342,848	(990,095)	2,104,126	2,623	2,106,749

Consolidated Statement of Changes in Equity 綜合權益變動表

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

Notes:

- (a) The contributed surplus reserve of the Group arose as a result of the Group reorganisation prior to its public listing on 2 October 1995 and represents the difference between the nominal value of the shares of the former holding company of the Group acquired pursuant to the Group reorganisation, over the nominal value of the shares of the Company issued in exchange therefore; and it also comprised the entire amount of share premium amounting to approximately HK\$4,926,818,000 transferred to contributed surplus reserve on 30 October 2017.
- (b) The other capital contribution reserve comprised the initial fair value adjustment of approximately HK\$7,312,000 on other loan from a third party, which was under common control by a former director of the Company who resigned on 5 December 2018 (details are set out in Note 31) and the reserve as a result of the Group's disposal of its listed equity securities to Solis Capital Limited, a wholly-owned subsidiary of the ultimate holding company of the Group, at a cash consideration of approximately HK\$2,359,817,000, where the consideration received over the quoted price of the listed equity securities at completion date amounted to approximately HK\$335,536,000 was recognised in other capital contribution reserve in August 2018, while the related loss in fair value of these listed equity securities as at the date of disposal was recognised in profit or loss and included as changes in fair value of financial assets at fair value through profit or loss ("FVTPL") during the year ended 31 December 2018.
- (c) Under the Companies Act 1981 of Bermuda (as amended), a company may not declare or pay a dividend, or make a distribution out of contributed surplus reserve, if there are reasonable grounds for believing that (i) the company is, or would after the payment be, unable to pay its liabilities as they become due; or (ii) the realisable value of the company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts. Otherwise the contributed surplus reserve is distributable. During the year ended 31 December 2019, the Company had distributed dividends from contributed surplus reserve amounted to approximately HK\$1,050,004,000 to the shareholders of the Company.
- (d) According to the relevant rules and regulations in the People's Republic of China (the "PRC"), each of the Company's PRC subsidiaries shall transfer 10% of their net profit after tax, based on the subsidiary's PRC statutory accounts, as statutory reserves, until the balance reaches 50% of the respective subsidiary's registered capital. Further appropriations can be made at the directors' discretion. The statutory reserves can be used to offset any accumulated losses or convert into paid-up capital of the respective subsidiary.

附註：

- (a) 本集團之實繳盈餘儲備因本集團於一九九五年十月二日公開上市前進行集團重組而產生，乃指根據本集團重組而收購本集團前控股公司之股份面值，超出因該收購而發行之本公司股份面值之差額，其亦包括於二零一七年十月三十日轉撥至實繳盈餘儲備之股份溢價之全部金額約4,926,818,000港元。
- (b) 其他注資儲備包括由本公司前董事（於二零一八年十二月五日辭任）共同控制之來自第三方的其他貸款（詳情載於附註31）的初始公允值調整約7,312,000港元及本集團以現金代價約2,359,817,000港元向Solis Capital Limited（本集團最終控股公司的全資附屬公司）出售其上市股本證券產生的儲備。所收取的代價相對上市股本證券的完成日報價的溢價約335,536,000港元於二零一八年八月於其他注資儲備內確認，而於出售當日該等上市股本證券公允值之相關損失乃於損益中確認，並計入截至二零一八年十二月三十一日止年度之按公允值計入損益（「按公允值計入損益」）之金融資產公允值變動。
- (c) 根據百慕達一九八一年公司法（經修訂），倘有合理理由相信(i)公司於派付股息或作出任何分派後未能或無法清償其到期之負債；或(ii)公司資產之可變現價值會將因而低於其負債及其已發行股本與股份溢價之總值，則該公司不得宣派或派付股息或從實繳盈餘儲備中作出分派。否則可分派實繳盈餘儲備。於截至二零一九年十二月三十一日止年度內，本公司已自實繳盈餘儲備中向本公司股東分派股息約1,050,004,000港元。
- (d) 根據中華人民共和國（「中國」）之相關法律及法規，本集團每間中國附屬公司均須將其中國法定賬目所列除稅後淨溢利之10%轉撥至法定儲備，直至其結餘達到該附屬公司註冊資本50%為止。但董事可酌情作出額外撥款。有關附屬公司之法定儲備可用作抵銷累計虧損或轉為繳足股本。

Consolidated Statement of Cash Flows

綜合現金流量表

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

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
OPERATING ACTIVITIES	經營業務		
Loss before tax	除稅前虧損	(36,573)	(199,239)
Adjustments for:	經調整下列各項：		
Changes in fair value of investment properties	投資物業之公允值變動	40,353	72,505
Changes in fair value of assets classified as held-for-sale	分類為持作出售之資產之公允值變動	-	17,412
Changes in fair value of structured deposits	結構性存款之公允值變動	(5,746)	(1,594)
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	5,655	7,541
Depreciation of right-of-use assets	使用權資產折舊	3,195	6,418
Finance costs	財務成本	8,867	15,291
Net gains on disposal and deregistration of subsidiaries, a limited partnership and a structured entity	出售及註銷附屬公司、有限合夥公司及結構性實體之收益淨額	-	(172,504)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	1,183	896
Interest income	利息收入	(83,594)	(26,536)
Impairment losses (reversed) recognised under expected credit loss model, net	預期信貸虧損模式項下的(已撥回)已確認減值虧損，淨額	(27,052)	39,641
Impairment losses on mining rights	採礦權之減值虧損	92,225	170,821
Reparation interest income from previously redeemed loan note receivable	就先前視作應收貸款票據贖回利息收入	-	(23,551)
Unrealised exchange (gains) losses	未實現匯兌(收益)虧損	(44,876)	19,026
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	(46,363)	(73,873)
Increase in inventories	存貨增加	(134)	(403)
Decrease (increase) in financial assets at FVTPL	按公允值計入損益之金融資產減少(增加)	1,833	(38)
(Increase) decrease in accounts receivable	應收賬款(增加)減少	(434)	86,667
(Increase) decrease in other receivables, deposits and prepayments	其他應收款項、按金及預付款項(增加)減少	(6,681)	22,505
Decrease in accounts payable	應付賬款減少	-	(735)
Increase (decrease) in accrued liabilities and other payables	應計負債及其他應付款項增加(減少)	11,002	(18,619)
Cash (used in) generated from operations	經營(所用)所得之現金	(40,777)	15,504
Income tax paid	已付所得稅	(35,828)	(1,309)
Dividend received	已收股息	392	173
NET CASH (USED IN) FROM OPERATING ACTIVITIES	經營業務(所用)所得之現金淨額	(76,213)	14,368

Consolidated Statement of Cash Flows

綜合現金流量表

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

	NOTES	2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
	附註		
INVESTING ACTIVITIES			
Placement of structured deposits		(281,029)	(336,399)
Loan advances to third parties		(120,000)	(272,479)
Deposit paid for acquisition of subsidiaries	45	(118,075)	–
Acquisition of property, plant and equipment		(202)	(269)
Proceeds from redemption of structured deposits		286,775	556,997
Proceeds from disposal receivable of Hangzhou Tai Rong Asset Management Co., Ltd		219,203	–
Repayments of loan receivables		120,000	209,511
Interest received		57,256	26,536
Proceeds from disposal of property, plant and equipment		140	2,065
Net cash inflows from disposal of subsidiaries	40	–	444,251
Acquisition of investment properties		–	(17,412)
Payment of rental deposit		–	(102)
NET CASH FROM INVESTING ACTIVITIES		164,068	612,699
FINANCING ACTIVITIES			
Repayment of other loan		(112,915)	–
Repayment of bank borrowings		(64,897)	(154,102)
Interest paid		(8,867)	(15,291)
Repayments of lease liabilities		(2,997)	(6,169)
Proceeds from bank borrowings raised		13,374	–
Dividends paid		–	(1,050,004)
Repayment of other borrowings		–	(166,590)
Proceeds from other borrowings raised		–	165,000
NET CASH USED IN FINANCING ACTIVITIES		(176,302)	(1,227,156)

Consolidated Statement of Cash Flows

綜合現金流量表

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

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及等同現金項目減少淨額	(88,447)	(600,089)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	於年初之現金及等同現金項目	560,240	1,168,022
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	外幣匯率變動之影響	25,069	(7,693)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	於年末之現金及等同現金項目	496,862	560,240
REPRESENTED BY	即		
Bank balances and cash	銀行結餘及現金	496,862	560,240

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

1. GENERAL INFORMATION

Tai United Holdings Limited (the “Company”) is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). In the opinion of the directors of the Company, the Company’s immediate holding company is Songbird SG PTE. Ltd., a company incorporated in British Virgin Islands (“BVI”) with limited liability and its ultimate holding company is Satinu Resources Group Ltd., a company incorporated in BVI with limited liability. The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and the principal place of business of the Company is Room 2902, 29th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong.

The Company is an investment holding company and the principal activities of the Company’s principal subsidiaries are set out in Note 44.

The consolidated financial statements presented in Hong Kong Dollars (“HK\$”), which is the same as the functional currency of the Company.

1. 一般資料

太和控股有限公司(「本公司」)於百慕達註冊成立為一間獲豁免有限公司，其股份於香港聯合交易所有限公司(「聯交所」)上市。本公司董事認為，本公司之直屬控股公司為Songbird SG PTE. Ltd. (一間於英屬處女群島(「英屬處女群島」)註冊成立之有限公司)，而Songbird SG PTE. Ltd.之最終控股公司為Satinu Resources Group Ltd. (一間於英屬處女群島註冊成立之有限公司)。本公司之註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。本公司之主要營業地點位於香港北角馬寶道28號華匯中心29樓2902室。

本公司為一間投資控股公司而本公司主要附屬公司之主要業務載於附註44。

綜合財務報表乃以港元(「港元」)呈列，與本公司之功能貨幣一致。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the *Amendments to References to the Conceptual Framework in HKFRS Standards* and the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2020 for the preparation of the consolidated financial statements:

Amendments to HKAS 1 and Definition of Material
HKAS 8
Amendments to HKFRS 3 Definition of a Business

Amendments to HKFRS 9, Interest Rate Benchmark Reform
HKAS 39 and HKFRS 7

In addition, the Group has early applied the Amendment to HKFRS 16 *Covid-19-Related Rent Concessions*.

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

2. 應用經修訂香港財務報告準則 （「香港財務報告準則」）

於本年度強制生效之經修訂香港財務報告準則

於本年度，本集團首次應用香港財務報告準則中對概念框架引用的修訂及下列由香港會計師公會（「香港會計師公會」）頒佈於二零二零年一月一日或之後開始之年度期間強制生效之經修訂香港財務報告準則以編製簡明綜合財務報表：

香港會計準則第1號及香港會計 重大的定義
準則第8號修訂本

香港財務報告準則第3號修 業務的定義
訂本

香港財務報告準則第9號、 利率基準改革
香港會計準則第39號及香
港財務報告準則第7號修
訂本

此外，本集團已提早應用香港財務報告準則第16號修訂本2019冠狀病毒病相關之租金寬減。

除下文所述者外，於本年度應用香港財務報告準則中對概念框架引用的修訂及香港財務報告準則修訂本及詮釋對本集團於本年度及過往年度的財務表現及狀況及／或該等綜合財務報表所載的披露並無重大影響。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

Amendments to HKFRSs that are mandatorily effective for the current year (Continued)

2.1 Impacts on application of Amendments to HKAS 1 and HKAS 8 Definition of Material

The Group has applied the Amendments to HKAS 1 and HKAS 8 for the first time in the current year. The amendments provide a new definition of material that states “information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity.” The amendments also clarify that materiality depends on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements taken as a whole.

The application of the amendments in the current year had no impact on the consolidated financial statements.

2.2 Impacts on application of Amendments to HKFRS 3 Definition of a Business

The Group has applied the amendments for the first time in the current year. The amendments clarify that while businesses usually have outputs, outputs are not required for an integrated set of activities and assets to qualify as a business. To be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs.

The amendments remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs. The amendments also introduce additional guidance that helps to determine whether a substantive process has been acquired.

2. 應用經修訂香港財務報告準則 (「香港財務報告準則」) (續)

於本年度強制生效之經修訂香港財務報告準則 (續)

2.1 應用香港會計準則第1號及香港會計準則第8號修訂本重大的定義的影響

本集團於本年度首次應用香港會計準則第1號及香港會計準則第8號修訂本。該修訂本為重大一詞提供新定義，列明「倘因資料遺漏、錯誤陳述或隱瞞資料可以合理地預期影響財務報表的主要用戶在這些財務報表的基礎上作出的決定，則該資料屬重大」。該修訂本亦澄清重大與否視乎資料(單獨或與其他資料結合使用)在整體財務報表的性質或幅度。

於本年度應用該修訂本對綜合財務報表並無任何影響。

2.2 應用香港財務報告準則第3號修訂本業務的定義的影響

本集團於本年度首次應用該修訂本。該修訂本澄清，儘管業務通常具有產出，但一組經整合的活動及資產毋須產出亦符合資格構成業務。所收購的一組活動及資產至少須包括共同對創造產出能力有莫大貢獻的投入及實質性過程，方會被視作業務。

該修訂本刪除市場參與者是否有能力取代任何缺失的投入或過程及持續製造產出的評估。該修訂本亦引入額外指引，有助釐定是否已獲得實質性過程。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

Amendments to HKFRSs that are mandatorily effective for the current year (Continued)

2.2 Impacts on application of Amendments to HKFRS 3 Definition of a Business (Continued)

In addition, the amendments introduce an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. Under the optional concentration test, the acquired set of activities and assets is not a business if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. The election on whether to apply the optional concentration test is available on transaction-by-transaction basis.

The amendments had no impact on the consolidated financial statements of the Group but may impact future periods should the Group make any acquisition.

2.3 Impacts on early application of Amendment to HKFRS 16 Covid-19-Related Rent Concessions

The Group has applied the amendment for the first time in the current year. The amendment introduces a new practical expedient for lessees to elect not to assess whether a Covid-19-related rent concession is a lease modification. The practical expedient only applies to rent concessions occurring as a direct consequence of the Covid-19 that meets all of the following conditions:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;

2. 應用經修訂香港財務報告準則 (「香港財務報告準則」) (續)

於本年度強制生效之經修訂香港財務報告準則 (續)

2.2 應用香港財務報告準則第3號修訂本業務的定義的影響 (續)

此外，該修訂本引入一項可選集中性測試，允許對所收購的一組活動及資產是否並非為一項業務進行簡化評估。根據可選集中性測試，倘所收購的總資產的絕大部分公允值均集中於單個可識別資產或一組類似資產中，則所收購的一組活動及資產並非一項業務。經評估的總資產不包括現金及等同現金項目、遞延稅項資產及遞延稅項負債的影響所產生的商譽。可按個別交易基準選擇是否應用該可選集中性測試。

該修訂本對本集團綜合財務報表並無任何影響，惟倘本集團於往後期間作出收購則可能有所影響。

2.3 提早應用香港財務報告準則第16號修訂本2019冠狀病毒病相關租金寬減的影響

本集團於本年度首次應用該修訂本。該修訂本為承租人引進了新的可行權宜方法使其可選擇不評估2019冠狀病毒病相關租金寬減是否為一項租賃修改。該可行權宜方法僅適用於滿足以下所有條件的2019冠狀病毒病產生的租金寬減：

- 租賃付款變動導致的租賃的經修訂代價與緊接變動前的租賃代價大致相同或低於該代價；

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

Amendments to HKFRSs that are mandatorily effective for the current year (Continued)

2.3 Impacts on early application of Amendment to HKFRS 16 COVID-19-Related Rent Concessions (Continued)

- any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- there is no substantive change to other terms and conditions of the lease.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying HKFRS 16 *Leases* (“HKFRS 16”) if the changes were not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

The application of the amendment had no impact to the opening accumulated losses at 1 January 2020. The Group has benefited from 3 months waiver of lease payments on office premise in Hong Kong. The Group has derecognised the part of lease liability that has been extinguished by the forgiveness of lease payments using the discount rates originally applied to these leases respectively, resulting in a decrease in the lease liabilities of approximately HK\$345,000, which has been recognised as variable lease payments in profit or loss for the current year.

2. 應用經修訂香港財務報告準則 (「香港財務報告準則」) (續)

於本年度強制生效之經修訂香港財務報告準則 (續)

2.3 提早應用香港財務報告準則第16號修訂本2019冠狀病毒病相關租金寬減的影響 (續)

- 租賃付款的任何減少僅影響原定於二零二一年六月三十日或之前到期的付款；及
- 租賃的其他條款及條件並無實質性變動。

應用可行權宜方法將租金寬減導致的租賃付款變動入賬的承租人將以同一方式將應用香港財務報告準則第16號租賃 (「香港財務報告準則第16號」) 的變動入賬 (倘變動並非租賃修改)。租賃付款的寬減或豁免被入賬列作可變租賃付款。相關租賃負債獲調整以反映寬減或豁免的金額，並於該事件發生的期內在損益中確認相應調整。

應用該修訂本並無對於二零二零年一月一日的期初累計虧損造成影響。本集團於香港的辦公室物業受益豁免3個月租賃付款。本集團已終止確認因豁免租賃款項 (分別採用該等租賃最初適用的貼現率) 而消除的部分租賃負債，導致租賃負債減少約345,000港元，並已於本年度的損益內確認為可變租賃款項。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17	Insurance Contracts and the related Amendments ¹
Amendments to HKFRS 3	Reference to the Conceptual Framework ²
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2 ⁴
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ¹
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use ²
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract ²
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018 – 2020 ²

- ¹ Effective for annual periods beginning on or after 1 January 2023
- ² Effective for annual periods beginning on or after 1 January 2022
- ³ Effective for annual periods beginning on or after a date to be determined
- ⁴ Effective for annual periods beginning on or after 1 January 2021

Except for the new and amendments to HKFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2. 應用經修訂香港財務報告準則 （「香港財務報告準則」）（續）

已頒佈惟尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用下列已頒佈惟尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第17號	保險合約及相關修訂本 ¹
香港財務報告準則第3號修訂本	概念框架之提述 ²
香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號修訂本	利率基準改革—第二階段 ⁴
香港財務報告準則第10號及香港會計準則第28號修訂本	投資者與其聯營公司或合營企業之間出售或注入資產 ³
香港會計準則第1號修訂本	將負債分類為流動或非流動以及香港詮釋第5號（二零二零年）之有關修訂 ¹
香港會計準則第16號修訂本	物業、廠房及設備—擬定用途前之所得款項 ²
香港會計準則第37號修訂本	有價合約—履行合約之成本 ²
香港財務報告準則修訂本	香港財務報告準則二零一八年至二零二零年之年度改進 ²

- ¹ 於二零二三年一月一日或以後開始之年度期間生效
- ² 於二零二二年一月一日或以後開始之年度期間生效
- ³ 於將予釐定之日期或以後開始之年度期間生效
- ⁴ 於二零二一年一月一日或以後開始之年度期間生效

除下文新訂及經修訂香港財務報告準則外，本公司董事預期於可見將來，應用所有其他新訂及經修訂香港財務報告準則對綜合財務報表並無重大影響。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)

The amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that:
 - (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and
 - (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date; and
- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 *Financial Instruments: Presentation*.

In addition, Hong Kong Interpretation 5 was revised as a consequence of the Amendments to HKAS 1 to align the corresponding wordings with no change in conclusion.

Based on the Group's outstanding liabilities as at 31 December 2020, the application of the amendments will not result in reclassification of the Group's liabilities.

2. 應用經修訂香港財務報告準則 （「香港財務報告準則」）（續）

香港會計準則第1號修訂本將負債分類為流動或非流動以及香港詮釋第5號（二零二零年）之有關修訂

該修訂本為評估將結算期限延遲至報告日期後最少十二個月的權利提供澄清及額外指引，以將負債分類為流動或非流動，當中：

- 訂明負債應基於報告期末存在的權利而分類為流動或非流動。具體而言，該修訂本澄清：
 - (i) 該分類不受管理層在12個月內結算負債的意圖或預期所影響；及
 - (ii) 倘若該權利以遵守契諾為條件，即使貸款人在較後日期才測試是否符合條件，則該權利會在報告期末符合條件的情況下存在；及
- 澄清倘若負債具有條款，可由對手方選擇透過轉讓實體本身的股本工具進行結算，則僅當實體應用香港會計準則第32號 *金融工具：呈列* 將選擇權單獨確認為股本工具時，該等條款方不會對其分類為流動或非流動造成影響。

此外，香港詮釋第5號因香港會計準則第1號修訂本進行修訂，以使相應措辭保持一致。

基於本集團於二零二零年十二月三十一日之尚未償還負債，應用該修訂本將不會導致本集團之負債重新分類。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) and by the Hong Kong Companies Ordinance.

In preparing the consolidated financial statements, the directors of the Company have given careful consideration to the future liquidity of the Group in light of the fact that up to the date of approval for issuance of this consolidated financial statements, a company established in the People’s Republic of China (the “PRC”) to be acquired under very substantial acquisitions of shopping mall businesses in the PRC as described in Note 45, 廣州融智公共設施投資有限公司 (the “Guangzhou Target Company”), have reached an agreement in principle with Bank of Jinzhou Co., Ltd., Shanghai Road Branch (the “Bank of Jinzhou”) regarding the renewal of bank borrowings with the principal amount of approximately RMB1,370,000,000 (equivalents approximately to HK\$1,628,245,000) (“Guangzhou Bank Loan”) which originally due in January 2021 and undergoing the internal approval process of the Bank of Jinzhou. If the Guangzhou Bank Loan has not been successfully renewed subsequent to the completion of the acquisition of Guangzhou Target Company and being enforceable for repayment, the Group may not have sufficient resources to settle the acquisition considerations of very substantial acquisitions of shopping mall businesses and repay the Guangzhou Bank Loan with interest accrued to the Bank of Jinzhou, given that the Group has net current assets approximately HK\$1,092,534,000 included bank balances and cash of approximately HK\$496,862,000 as at 31 December 2020.

3. 綜合財務報表之編制基準及重大會計政策

3.1 綜合財務報表之編制基準

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。就綜合財務報表編製而言，倘有關資料合理預期會影響主要用戶作出的決定，則有關資料被視為重大。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則（「上市規則」）及香港公司條例規定之適用披露。

於編製綜合財務報表時，鑑於直至批准刊發本綜合財務報表日期，本公司董事已審慎考慮本集團的未來流動資金狀況，根據中華人民共和國（「中國」）購物中心業務之非常重大收購將予收購於中國成立之公司（誠如附註45所述）廣州融智公共設施投資有限公司（「廣州目標公司」）已與錦州銀行股份有限公司上海路支行（「錦州銀行」）就重續本金為約人民幣1,370,000,000元（相等於約1,628,245,000港元）之銀行借貸（原本於二零二一年一月到期）及進行錦州銀行之內部審批程序達成原則性協議。倘廣州銀行貸款（「廣州銀行貸款」）並未於完成收購廣州目標公司後獲成功重續及強制執行還款，本集團可能未有充足的資源結付非常重大收購購物中心業務之收購代價及償還廣州銀行貸款，及應付錦州銀行之應計利息。鑑於本集團於二零二零年十二月三十一日擁有流動資產淨值約1,092,534,000港元（包括銀行結餘及現金約496,862,000港元）。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.1 Basis of preparation of consolidated financial statements (Continued)

In March 2021, the Group had entered into an undertaking arrangement with Dai Yongge (“Mr. Dai”), the ultimate controlling party of the Seller as defined in Note 45, that if the Guangzhou Bank Loan has not been successfully renewed subsequent to the completion of the acquisition of Guangzhou Target Company and being enforceable for repayment, Mr. Dai will irrevocably fulfil his personal obligations under this undertaking arrangement to repay all amounts of the Guangzhou Bank Loan due with interest accrued to the Bank of Jinzhou. In case of such event happened, the Group has agreed to repay Mr. Dai’s settlement amount within 13 months from his settlement date or when financing on Guangzhou Target Company is available to the Group for repayment, whenever earlier.

Taking into account of the internally available funds, non-current assets held or to be acquired by the Group and the undertaking obtained from Mr. Dai, the directors of the Company are confident that the Group will be able to meet its financial obligations and settle the consideration payable of very substantial acquisitions of shopping mall businesses when they fall due in the foreseeable future. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

The consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.1 綜合財務報表之編制基準 (續)

於二零二一年三月，本集團與賣方之最終控股方戴永革（「戴先生」）訂立承諾安排（誠如附註45所述），倘未於完成收購廣州目標公司後成功重續廣州銀行貸款並強制要求還款，戴先生將不可撤銷地履行其在這項承諾安排下的個人責任，以向錦州銀行償還所有到期廣州銀行貸款金額連同應計利息。倘發生有關事件，本集團同意於結付日期後13個月內或本集團可獲得廣州目標公司融資進行還款時（以較短者為準）償還戴先生之結付款項。

經計及內部可用資金、本集團所持有或將予收購之非流動資產及自戴先生獲得之承諾，本公司董事對本集團將可於可見將來於其到期時履行其財務責任及結付購物中心業務之非常重大收購之應付代價充滿信心。因此，已按持續經營基準編製綜合財務報表。

綜合財務報表乃根據歷史成本為基礎編製，惟若干物業及金融工具按於各報告期末之公允值計量（如下文所載列之會計政策所闡述）。

歷史成本一般按交換貨品及服務之代價之公允值計算。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.1 Basis of preparation of consolidated financial statements (Continued)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are accounted for in accordance with HKFRS 16 and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets*.

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

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs are to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that the results of the valuation technique equals the transaction price.

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.1 綜合財務報表之編制基準 (續)

公允值是指市場參與者之間在計量日進行之有序交易中出售一項資產所收取之價格或轉移一項負債所支付之價格，無論該價格是直接觀察到之結果還是採用其他估值技術作出之估計。在對資產或負債之公允值作出估計時，本集團會考慮市場參與者在計量日為該資產或負債進行定價時會考慮之該資產或負債之特徵。在該等綜合財務報表中計量及／或披露之公允值均按此基準釐定，但屬於香港財務報告準則第2號以股份為基礎的付款範圍的以股份為基礎付款交易、根據香港財務報告準則第16號入賬的租賃交易以及與公允值類似但並非公允值（例如香港會計準則第2號存貨之可變現淨值或香港會計準則第36號資產減值之使用價值）之計量除外。

非金融資產之公允值計量計入市場參與者透過使用其資產之最高及最佳用途或透過將資產出售予將使用其最高及最佳用途之另一名市場參與者而能夠產生經濟利益之能力。

按公允值交易之金融工具及投資物業，凡於其後期間應用以不可觀察輸入數據計量公允值之估值技巧，估值技巧應予校正，以使估值技巧之結果相等於交易價格。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.1 Basis of preparation of consolidated financial statements (Continued)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

3.2 Significant accounting policies

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.1 綜合財務報表之編制基準 (續)

此外，就財務報告目的而言，公允價值計量根據公允價值計量之輸入數據可觀察程度及輸入數據對公允價值計量之整體重要性分類為第一層級、第二層級或第三層級，載述如下：

- 第一層級輸入數據是實體於計量日期可以取得之相同資產或負債於活躍市場之報價（未經調整）；
- 第二層級輸入數據是就資產或負債直接或間接地可觀察之輸入數據（第一層級內包括之報價除外）；及
- 第三層級輸入數據是資產或負債之不可觀察輸入數據。

3.2 重大會計政策

綜合賬目基準

綜合財務報表包括本公司以及本公司及其附屬公司所控制之實體之財務報表。當本公司符合以下情況，即取得控制權：

- 有權控制被投資方；
- 因其參與被投資方業務而獲得或有權獲得可變回報；及
- 有能力以其權力影響其回報。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Basis of consolidation (Continued)

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

綜合賬目基準 (續)

倘有事實及情況顯示上列三項控制權條件之其中一項或多項有變，本集團會重新評估其是否控制被投資方。

附屬公司之綜合入賬於本集團取得有關附屬公司之控制權時開始，並於本集團失去有關附屬公司之控制權時終止。具體而言，年內所收購或出售附屬公司之收入及開支乃自本集團取得控制權之日期起計入綜合損益及其他全面收益表，直至本集團不再控制有關附屬公司之日期為止。

損益及其他全面收益之每個項目乃歸屬於本公司擁有人及非控股權益。附屬公司之全面收益總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益產生虧絀結餘。

如有需要，會對附屬公司之財務報表作出調整，以使其會計政策與本集團會計政策一致。

所有集團內公司間之資產及負債、權益、收入、開支及有關本集團成員公司之間交易之現金流量會於綜合入賬時悉數撤銷。

於附屬公司之非控股權益與本集團於當中的權益分開呈列，其乃現時擁有之權益且賦予持有人權利於清盤時按比例分佔相關附屬公司之淨資產。

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

客戶合約收益

本集團於(或當)完成履約責任時(即與特定履約責任相關之商品或服務之「控制權」轉讓予客戶時)確認收益。

履約責任指個別的商品或服務(或一組商品或服務)或一系列大致相同的個別商品或服務。

倘符合以下其中一項標準，則控制權隨時間轉移，而收益則參照完全履行相關履約責任的進展情況而隨時間確認：

- 於本集團履約時，客戶同時取得並耗用本集團履約所提供的利益；
- 本集團的履約產生或提升一項資產，而該項資產於本集團履約時由客戶控制；或
- 本集團的履約並未產生讓本集團有替代用途的資產，且本集團對迄今已完成履約的付款具有可強制執行的權利。

否則，收益於客戶獲得個別商品或服務控制權的時間點確認。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contracts are subsequently changed.

The Group as a lessee

Short-term leases

The Group applies the short-term lease recognition exemption to leases of car parks that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis or another systematic basis over the lease term.

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

租賃

租賃的定義

如果合約授予權利以代價為交換在某一時期內控制使用確認資產，則該合約屬於租賃或包含租賃。

就於初始應用日期或之後訂立或修訂或自業務合併產生之合約而言，本集團將根據香港財務報告準則第16號項下之定義，評估該合約於訂立、修訂或收購之日（倘適用）是否屬於租賃或包含租賃。除非有關合約之條款及條件於日後發生變動，該合約將不予重新評估。

本集團作為承租人

短期租賃

對於租期為開始日期起計十二個月或以內且並不包含購買選擇權之停車場租賃，本集團應用短期租賃確認豁免。短期租賃之租金付款於租約年期以直線法或另一系統化基準確認為開支。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets

The cost of right-of-use assets includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities, other than adjustments to lease liabilities resulting from Covid-19-related rent concessions in which the Group applied the practical expedient.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

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

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

使用權資產

使用權資產的成本包括：

- 租賃負債的初步計量金額；
- 於開始日期或之前作出的任何租賃付款，減任何已收租賃優惠；
- 本集團產生的任何初步直接成本；及
- 本集團拆卸及移除相關資產、復原相關資產所在場地或復原相關資產至租賃條款及條件所規定的狀況的過程中所產生的估計成本。

使用權資產乃按成本減累計折舊及減值虧損計量，並根據租賃負債的任何重新計量作出調整，本集團因2019冠狀病毒病相關之租金寬減所應用的可行權宜方法而導致的租賃負債調整除外。

本集團於綜合財務狀況表內將使用權資產呈列為單獨項目。

可退回租金按金

已付可退回租金按金乃根據香港財務報告準則第9號金融工具（「香港財務報告準則第9號」）入賬且初步按公允值計量。於初步確認時的對公允值作出的調整被視為額外租賃付款並計入使用權資產成本。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

When a lease contract contains a specific clause that provides for rent reduction or suspension of rent in the event that the underlying assets (or any part thereof) are affected by adverse events beyond the control of the Group and the lessor so as to render the underlying assets unfit or not available for use, the relevant rent reduction or suspension of rent resulting from the specific clause is accounted for as part of the original lease and not as a lease modification. Such rent reduction or suspension of rent is recognised in profit or loss in the period in which the event or condition that triggers those payments to occur.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

租賃負債

於租賃開始日期，本集團按該日未付的租賃付款現值確認及計量租賃負債。倘租賃隱含的利率難以釐定，則本集團會使用租賃開始日期的增量借款利率計算租賃付款的現值。

租賃付款包括：

- 固定付款 (包括實質性的固定付款) 減任何應收租賃優惠；
- 取決於指數或利率之可變租賃付款，初步按開始日期之指數或利率計量；
- 本集團預期根據剩餘價值擔保應付之金額；
- 購買選擇權之行使 (倘本集團合理確定將行使該購買權)；及
- 終止租賃的相關罰款 (倘租期反映本集團會行使選擇權終止租賃)。

倘租賃合約包含特定條款，規定倘相關資產 (或其任何部分) 受到本集團及出租人不可控制的不利事件的影響而致使相關資產不適宜或無法使用時須給予租金減免或暫時免租，此乃由於特定條款導致的相關租金減免或暫時免租入賬作為初始租賃的一部分而非作為租賃修訂。有關租金減免或暫時免租於觸發該等付款的事件或狀況發生期間於損益內確認。

在開始日期後，租賃負債通過利息增加及租賃付款進行調整。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Lease modifications

Except for Covid-19-related rent concessions in which the Group applied the practical expedient, the Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

租賃負債 (續)

當出現以下情況，本集團會重新計量租賃負債 (並對相關使用權資產作出相應調整)：

- 租期發生變化或行使購買選擇權的評估發生變化，在此情況下，相關租賃負債乃透過採用於重新評估日期的經修訂貼現率，貼現經修訂租賃付款而重新計量。
- 租賃付款基於市場租金調查所得出的市場租金發生變化而出現變動，在此情況下，相關租賃負債乃透過採用初步貼現率，貼現經修訂租賃付款而重新計量。

本集團於綜合財務狀況表中將租賃負債作為單獨的項目呈列。

租賃修改

除本集團對2019冠狀病毒病相關之租金寬減應用可行權宜方法外，倘出現以下情況，本集團將租賃修改作為獨立租賃入賬：

- 進行修改時透過加入使用一項或多項相關資產之權利，令租賃範圍增加；及
- 租賃代價增加，增加之金額相當於範圍擴大對應之獨立價格及為反映特定合約之實際情況而對該獨立價格進行之任何適當調整。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease modifications (Continued)

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use assets. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Covid-19-related rent concessions

In relation to rent concessions that occurred as a direct consequence of the Covid-19 pandemic, the Group has elected to apply the practical expedient not to assess whether the change is a lease modification if all of the following conditions are met:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

租賃修改 (續)

就未作為獨立租賃入賬之租賃修改而言，本集團按透過使用修改生效日期之經修訂貼現率貼現經修訂租賃付款之經修改租賃之租期重新計量租賃負債。

本集團通過對相關使用權資產進行相應調整，以對租賃負債進行重新計量。當經修訂合約包含租賃成分以及一個或多個額外租賃或非租賃成分時，本集團根據租賃成分的相對獨立價格及非租賃成分的總獨立價格，將經修訂合約中的代價分配至每個租賃成分。

2019冠狀病毒病相關之租金寬減

有關2019冠狀病毒病疫情直接產生的租金寬減，倘滿足以下所有條件，本集團可選擇可行權宜方法不評估該變動是否為一項租賃修改：

- 租賃付款變動導致的租賃的經修訂代價與緊接變動前的租賃代價大致相同或低於該代價；

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Covid-19-related rent concessions (Continued)

- any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- there is no substantive change to other terms and conditions of the lease.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying HKFRS 16 if the changes are not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

2019 冠狀病毒病相關之租金寬減 (續)

- 租賃付款的任何減少僅影響原定於二零二一年六月三十日或之前到期的付款；及
- 租賃的其他條款及條件並無實質性變動。

應用可行權宜方法將租金寬免導致的租賃付款變動入賬的承租人將以同一方式將應用香港財務報告準則第16號的變動入賬(倘變動並非租賃修改)。租賃付款的寬減或豁免被入賬列作可變租賃付款。相關租賃負債獲調整以反映寬減或豁免的金額，並於該事件發生的期內在損益中確認相應調整。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

Rental income which are derived from the Group's ordinary course of business are presented as revenue.

Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

Lease modification

Changes in considerations of lease contracts that were not part of the original terms and conditions are accounted for as lease modifications, including lease incentives provided through forgiveness or reduction of rentals.

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

租賃 (續)

本集團作為出租人

租賃的分類和計量

本集團為出租人的租賃分類為融資或經營租賃。如若租賃的條款將相關資產所有權附帶的全部風險及回報大部分轉移至承租人，合約分類為融資租賃。所有其他租賃分類為經營租賃。

經營租賃之租金收入於相關租賃期內以直線法在損益中確認。磋商及安排經營租賃產生之初始直接成本加入租賃資產之賬面值，且該等成本在租期內按直線法確認為開支，惟公允值模型下計量的投資物業除外。

源自本集團日常業務過程中之租金收入呈列為收益。

可退回租賃按金

已收取可退回租賃按金乃根據香港財務報告準則第9號入賬，初步按公允值計量。初步確認時對公允值作出之調整被視為承租人的額外租賃付款。

租賃修改

不屬於原始條款及條件的租賃合約的代價變動作為租賃修改入賬，包括透過免租或減租所提供的租賃優惠。

自修改生效日期起，本集團將經營租賃修改作為新租賃入賬，並考慮將有關原定租賃的任何預付或應計租賃付款視為新租賃的租賃付款一部分。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. 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. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行之交易均按交易日期之適用匯率確認。於報告期末，以外幣列值之貨幣項目均按該日之適用匯率重新換算。按公允值列賬並以外幣計值之非貨幣項目按公允值釐定當日之適用匯率重新換算。按歷史成本以外幣計量之非貨幣項目不予重新換算。

結算貨幣項目及重新換算貨幣項目時所產生之匯兌差額會於所產生期間之損益中確認。

就呈列綜合財務報表而言，本集團海外業務之資產及負債乃使用於各報告期末通行之匯率換算為本集團之呈列貨幣(即港元)。收支項目乃按本年度之平均匯率換算。所產生之匯兌差額(如有)乃於其他全面收益內確認，並於匯兌儲備項下於權益內累計(歸屬於非控股權益，倘適用)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Foreign currencies (Continued)

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Borrowing costs

Borrowing costs not directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are recognised in profit or loss in the period in which they are incurred.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and the grants will be received.

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

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

外幣 (續)

出售海外業務(即出售本集團於海外業務之全部權益,或涉及喪失對包括海外業務在內之附屬公司控制權之出售事項,或出售一間聯營公司包括海外業務且其保留權益成為金融資產之部份權益)時,就本公司擁有人應佔該項業務於權益中累計之所有匯兌差額會重新分類至損益。

借貸成本

非直接由收購、建設或生產合資格資產(即需要一段時間方可供擬定用途或銷售的資產)而產生的借款成本於其產生之期間於損益中確認。

政府補貼

除非有合理保證本集團將遵守其所附條件並且將收到補貼,否則將不確認為政府補貼。

政府補貼與應收收入有關,該收入應作為已發生的開支或虧損的補償,或者是為了向本集團提供直接財務支持而沒有未來相關成本的收入,在其應收期間的損益中確認。該等補貼於「其他收入」呈列。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Employee benefits

Retirement benefit costs

Payments to the state-managed retirement benefit schemes in relation to employees of the Company's subsidiaries in the People's Republic of China (the "PRC"), Singapore and United Kingdom ("UK") and the Mandatory Provident Fund Scheme in relation to employees of the Company's subsidiaries in Hong Kong are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

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

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

僱員福利

退休福利成本

向有關本公司於中華人民共和國(「中國」)、新加坡及英國(「英國」)之附屬公司之僱員之國家管理退休福利計劃及本公司於香港附屬公司之僱員之強制性公積金計劃作出之付款於僱員已提供服務而有權獲得有關供款時確認為開支。

短期僱員福利

短期僱員福利乃按僱員提供服務時預期將予支付之未貼現福利金額確認。所有短期僱員福利均確認為開支，惟另有香港財務報告準則規定或允許將福利計入資產成本則除外。

僱員之應計福利(例如工資及薪金、年假及病假)乃於扣減任何已付金額後確認負債。

稅項

所得稅開支指即期應付稅項及遞延稅項之總和。

即期應付稅項乃按本年度應課稅溢利計算。應課稅溢利與除稅前虧損不同，此乃由於其他年度應課稅或可扣稅之收入或開支，以及永不用課稅或永不可扣稅之項目所致。本集團之即期稅項負債乃於報告期末按已頒佈或實質上已頒佈之稅率計算。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Taxation (Continued)

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

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associate, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

稅項 (續)

遞延稅項就綜合財務報表內資產及負債賬面值與計算應課稅溢利所用之相應稅基之臨時差額確認。遞延稅項負債一般就所有應課稅臨時差額確認。遞延稅項資產一般就所有可扣稅臨時差額確認，直至可能有應課稅溢利可用作抵銷該等可扣稅臨時差額。若於一項交易中初始確認(並非於業務合併中)資產及負債產生之臨時差額既不影響應課稅溢利亦不影響會計溢利，則不會確認該等資產及負債。

有關於附屬公司及聯營公司之投資所產生之應課稅臨時差額確認為遞延稅項負債，除非本集團能夠控制臨時差額之撥回而臨時差額很可能在可見未來將不會被撥回。與該等投資有關之可扣稅臨時差額所產生之遞延稅項資產僅會在有充足之應課稅溢利以抵銷動用臨時差額之利益且預期於可見將來可予撥回時予以確認。

遞延稅項資產之賬面值在各報告期末進行檢討，並於並無足夠應課稅溢利可用以撥回所有或部分遞延稅項資產時作出相應扣減。

遞延稅項資產及負債乃根據報告期末已頒佈或實質上頒佈之稅率(及稅法)，按預期於償還負債或變現資產期間適用之稅率計量。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Taxation (Continued)

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

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale, except for freehold land, to recover or settle the carrying amount of its asset and liabilities.

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

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 *Income Taxes* requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption. Temporary differences arising from subsequent revision to the carrying amounts of right-of-use assets and lease liabilities, resulting from remeasurement of lease liabilities and lease modifications, that are not subject to initial recognition exemption are recognised on the date of remeasurement or modification.

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

稅項 (續)

遞延稅項負債及資產之計量反映本集團預期於報告期末收回或償還其資產及負債賬面值之方式產生之稅務後果。

為計量以公允價值模型計量之投資物業所產生之遞延稅項，除非假設被推翻，否則有關物業之賬面值乃假設為可通過出售全數收回。倘投資物業可予折舊，並於旨在隨時間推移（而非透過出售）消耗投資物業絕大部分經濟利益之業務模式內持有以收回或結清其資產及負債之賬面值（永久業權土地除外），有關假設則會被推翻。

就計量本集團確認使用權資產及相關租賃負債之租賃交易的遞延稅項而言，本集團首先釐定稅項減免是否屬於使用權資產或租賃負債。

就稅項扣減由租賃負債產生的租賃交易而言，本集團對使用權資產及租賃負債分別應用香港會計準則第12號*所得稅*規定。由於應用初始確認豁免，因此未在初始確認時及租期內確認與使用權資產及租賃負債相關的暫時差額。因重新計量租賃負債及租賃修訂導致對使用權資產及租賃負債的賬面值進行後續修訂而產生的不受初始確認豁免的暫時差額，於重新計量或修訂日期確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Taxation (Continued)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. When current tax or deferred tax arises from initial accounting for a business combination, the tax effect is included in the accounting for business combination.

In assessing any uncertainty over income tax treatments, the Group considers whether it is probable that the relevant tax authority will accept the uncertain tax treatment used, or proposed to be used by individual group entities in their income tax filings. If it is probable, the current and deferred taxes are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant taxation authority will accept an uncertain tax treatment, the effect of each uncertainty is reflected by using either the most likely amount or the expected value.

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

稅項 (續)

在有法定可強制執行權利把即期稅項資產與即期稅項負債進行抵銷時及在它們與同一稅務機關向同一稅務實體徵收的所得稅有關時，遞延稅項資產及負債便相抵銷。

即期及遞延稅項乃於損益中確認，惟倘其與其他全面收益或直接於權益中確認之項目有關者除外，在此情況下，即期及遞延稅項亦會分別於其他全面收益或直接於權益中確認。當因業務合併之初始會計處理而產生即期或遞延稅項時，有關稅務影響會計入業務合併之會計處理內。

於評估所得稅處理之任何不確定性時，本集團考慮，相關稅務機關是否有可能接受個別集團實體在彼等之所得稅申報中使用或擬使用的不確定稅務處理。倘有此可能，則即期及遞延稅項一貫採用所得稅申報之稅務處理方式釐定。倘有關稅務機關不可能接受不確定稅務處理，則採用最可能的金額或預期價值反映各項不確定性的影響。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the supply of goods and services or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

物業、廠房及設備

物業、廠房及設備乃為提供商品及服務或管理目的而持有的有形資產。物業、廠房及設備乃按成本減其後累計折舊及累計減值虧損(如有)在綜合財務狀況報表列賬。

折舊按撇銷資產成本減去其估計可使用年期之剩餘價值，以直線法確認。估計可使用年期、剩餘價值及折舊方法於各報告期末檢討，而任何估計變動之影響均按未來基準入賬。

物業、廠房及設備項目在處置或預期不會因繼續使用有關資產產生未來經濟利益時取消確認。因處置或報廢物業、廠房及設備項目而產生之任何收益或虧損，按該資產之出售所得款項與賬面值之差額釐定，並於損益中確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value, adjusted to exclude any prepaid or accrued operating lease income.

Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

Intangible assets

Intangible assets acquired separately

Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any accumulated impairment losses.

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

投資物業

投資物業乃持有作賺取租金及／或作資本增值之物業。

投資物業初始按成本計量，包括任何直接應佔開支。初始確認後，投資物業以公允值計量，並對其作出調整以排除任何預付或應計經營租賃收入。

投資物業公允值變動產生的收益或虧損在彼等產生期間計入損益。

投資物業於出售或永久停止使用且預計不會從出售該物業獲得未來經濟利益時取消確認。取消確認物業所產生之任何收益或虧損（按該資產之出售所得款項淨額與賬面值之差額計算）會在物業取消確認之期間計入損益。

無形資產

單獨收購之無形資產

個別收購並具無限使用年期的無形資產按成本減任何累計減值虧損列賬。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Mining rights

Mining rights that are acquired separately are carried at cost less any accumulated impairment losses and are subject to amortisation upon commissioning of the mine for production. Amortisation of mining rights is recognised using the unit-of-production method based on the actual production volume over the estimated total recoverable reserves contained in proven and probable reserves at the related mine.

Impairment on property, plant and equipment, right-of-use assets, mining rights and intangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and mining rights to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any). Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

The recoverable amount of property, plant and equipment, right-of-use assets, mining rights and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

採礦權

單獨收購之採礦權按成本減任何累計減值虧損列賬，並須於礦場投產後攤銷。採礦權攤銷根據有關礦區之實際產量與已證實和概略儲量中之估計可收回儲備總量之比例，使用單位產量法進行確認。

物業、廠房及設備、使用權資產、採礦權及無形資產之減值

於各報告期末，本集團檢討其具有限可使用年期之物業、廠房及設備、使用權資產及採礦權之賬面值，以釐定該等資產是否出現蒙受減值虧損之跡象。倘存在任何有關跡象，則估計相關資產之可收回金額，以釐定減值虧損之範圍（如有）。具有無限可使用年期之無形資產乃至少每年及每當有跡象顯示其可能減值時進行減值測試。

物業、廠房及設備、使用權資產、採礦權及無形資產之可收回金額乃個別估計。當未能估計個別可收回金額時，本集團估算該項資產所屬現金產生單位之可收回金額。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Impairment on property, plant and equipment, right-of-use assets, mining rights and intangible assets (Continued)

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

物業、廠房及設備、使用權資產、採礦權及無形資產之減值 (續)

於對現金產生單位進行減值測試時，公司資產可分配至相關現金產生單位，當可建立合理一致之分配基準時，或另行分配至可建立合理一致之分配基準之最小現金產生單位組別。可收回金額按公司資產所屬的現金產生單位或現金產生單位組別釐定，並與相關現金產生單位或現金產生單位組別之賬面值作比較。

可收回金額為公允值減出售成本與使用價值兩者中之較高值。於評估使用價值時，估計未來現金流量使用反映當時市場對貨幣時間價值及資產（或現金產生單位）之特定風險評估之稅前貼現率折算成現值，而估計未來現金流量並未予以調整。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Impairment on property, plant and equipment, right-of-use assets, mining rights and intangible assets (Continued)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

物業、廠房及設備、使用權資產、採礦權及無形資產之減值 (續)

倘估計資產(或現金產生單位)之可收回金額少於其賬面值,資產(或現金產生單位)之賬面值下調至其可收回金額。就未能按合理一致的基準分配至現金產生單位的公司資產或部分公司資產,本集團會比較一個組別的現金產生單位賬面值(包括已分配至該組現金產生單位的公司資產或部分公司資產的賬面值)與該組現金產生單位的可收回金額。於分配減值虧損時,減值虧損將首先分配以調低任何商譽之賬面值(如適用),其後根據該單位或該組現金產生單位內各資產之賬面值按比例分配至其他資產。資產之賬面值不會扣減至低於其公允值減出售成本(倘可計量)、其使用價值(倘可釐定)及零中之最高者。原應分配至資產之減值虧損金額按比例分配至該單位或該組現金產生單位內之其他資產。減值虧損即時於損益中確認。

倘減值虧損其後撥回,則該項資產(或現金產生單位或一組現金產生單位)之賬面值會增加至其經修訂之估計可收回金額,惟增加後之賬面值不得超出假設過往年度並無就該項資產(或現金產生單位或一組現金產生單位)確認減值虧損時原應釐定之賬面值。減值虧損撥回即時於損益中確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs necessary to make the sale.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for accounts receivable arising from contracts with customers which are initially measured in accordance with HKFRS 15 *Revenue from Contracts with Customers*. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

存貨

存貨按成本與可變現淨值兩者中之較低者入賬。存貨成本乃採用先進先出法釐定。可變現淨值為存貨之估計售價減所有估計作出銷售所需成本。

金融工具

當集團實體成為有關工具合約條文之一方時，會確認金融資產及金融負債。所有一般買賣之金融資產按交易日期基準予以確認及取消確認。一般買賣乃指按照市場規定或慣例在既定時限內交付資產之金融資產買賣。

金融資產及金融負債初始按公允值計量，惟根據香港財務報告準則第15號客戶合約收益初始計量之客戶合約產生之應收賬款除外。收購或發行金融資產及金融負債（不包括按公允值計入損益（「按公允值計入損益」）之金融資產或金融負債）直接應佔之交易成本，於初始確認時加入金融資產或金融負債（如適用）之公允值或從中扣減。收購按公允值計入損益之金融資產或金融負債直接應佔之交易成本即時於損益中確認。

實際利率法乃計算金融資產或金融負債之攤銷成本及於有關期間分配利息收入及利息開支之方法。實際利率乃將估計未來現金收入及付款（包括構成實際利率整體部分之所有已付或已收費用、交易成本及其他溢價或折價）透過金融資產或金融負債之預期年期或（如適用）較短期間準確貼現至初始確認時之賬面淨值之利率。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (“FVTOCI”):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL.

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

金融資產

金融資產的分類及其後計量

符合下列條件的金融資產其後按攤銷成本計量：

- 於目標為收取合約現金流量的業務模式持有的金融資產；及
- 合約條款於指定日期產生現金流量，而純粹作為本金及尚未清償本金的利息的付款。

符合下列條件的金融資產其後按公允值計入其他全面收益（「按公允值計入其他全面收益」）計量：

- 於藉出售及收取合約現金流量達到目標的業務模式內持有的金融資產；及
- 合約條款於指定日期產生現金流量，而純粹作為本金及尚未清償本金的利息的付款。

所有其他金融資產其後按公允值計入損益計量。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產的分類及其後計量 (續)

倘屬下列情況，金融資產會為持作買賣：

- 所收購之金融資產主要用於在近期銷售；或
- 於初始確認時，屬於本集團整體管理之已識別金融工具組合一部分，且事實上近期有出售以賺取短期利潤之模式；或
- 屬於衍生工具(除指定及具有有效對沖作用之工具之外)。

此外，本集團可不可撤銷地指定須按攤銷成本或按公允值計入其他全面收益之金融資產為按公允值計入損益計量(倘若此舉可消除或顯著減少會計錯配)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gains or losses of listed equity securities and their related dividends or interests are included in the "net investment losses" as set out in Note 7 and the remaining gains or losses of other financial assets at FVTPL are included in the "other gains and losses" as set out in Note 10.

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產的分類及其後計量 (續)

(i) 攤銷成本及利息收入

其後按攤銷成本計量的金融資產的利息收入乃使用實際利息法予以確認。利息收入乃對一項金融資產賬面總值應用實際利率予以計算，惟其後出現信貸減值的金融資產除外（見下文）。就其後出現信貸減值的金融資產而言，自下一報告期起，利息收入乃對金融資產攤銷成本應用實際利率予以確認。倘信貸減值金融工具的信貸風險好轉，使金融資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期開始起利息收入乃對金融資產賬面總值應用實際利率予以確認。

(ii) 按公允值計入損益之金融資產

並不符合按攤銷成本或按公允值計入其他全面收益或指定為按公允值計入其他全面收益計量的準則的金融資產乃按公允值計入損益計量。

按公允值計入損益之金融資產按於各報告期末的公允值計量，而任何公允值收益或虧損均於損益中確認。上市股本證券淨收益或虧損以及彼等相關股息或權益計入附註7所載「淨投資虧損」及按公允值計入損益之其他金融資產的餘下收益或虧損計入附註10所載的「其他收益及虧損」。

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including accounts receivable, other receivables and deposits and bank balances) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for accounts receivable. The ECL on these assets are assessed individually for debtors with significant balances and collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產之減值

本集團就金融資產(包括應收賬款、其他應收款項及按金及銀行結餘)(根據香港財務報告準則第9號作出減值評估)根據預期信貸虧損(「預期信貸虧損」)模式執行減值評估。預期信貸虧損的金額於各報告日期更新，以反映自初始確認以來的信貸風險變動。

全期預期信貸虧損指於相關工具之預期年期內所有可能違約事件將產生的預期信貸虧損。反之，12個月預期信貸虧損(「12個月預期信貸虧損」)指預期於報告日期後12個月內可能違約事件預期將產生的全期預期信貸虧損的一部分。評估乃按本集團過往信貸虧損的經驗進行，並就債務人、整體經濟情況及評估於報告日期的當前情況及對未來情況的預測的特定因素作出調整。

本集團始終就應收賬款確認全期預期信貸虧損。該等資產的預期信貸虧損將就重大結餘之應收賬款進行個別評估並使用適宜組別的撥備矩陣進行集體評估。

就所有其他工具而言，本集團計量的虧損撥備相等於12個月預期信貸虧損，除非信貸風險自初始確認起出現重大增加，則本集團會確認全期預期信貸虧損。對應否確認全期預期信貸虧損的評估乃按自初始確認起發生違約的可能性或風險大幅增加而進行。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk

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

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產之減值 (續)

(i) 信貸風險大幅增加

於評估信貸風險自初始確認以來是否大幅增加時，本集團比較於報告日期就金融工具發生違約的風險與於初始確認日期就金融工具發生違約的風險。於作出此評估時，本集團考慮屬合理及可支持的定量及定質資料，包括過往經驗及在並無繁重成本或工作下可得的前瞻性資料。

尤其是，於評估信貸風險是否已大幅增加時已計入下列資料：

- 金融工具的外部(如有)或內部信貸評級的實際或預期嚴重轉差；
- 信貸風險的外部市場指標嚴重轉差(如債務人的信貸息差及信貸違約掉期價格大幅增加)；
- 預期導致債務人滿足其債務責任的能力大幅減少的業務、財務或經濟狀況的現有或預測不利變動；
- 債務人的經營業績實際或預期嚴重轉差；

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of "investment grade" as per globally understood definitions.

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

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產之減值 (續)

(i) 信貸風險大幅增加 (續)

- 債務人所在的監管、經濟或科技環境的實際或預期重大不利變動，導致債務人滿足其債務責任的能力大幅減少。

不論上述評估的結果，當合約付款已逾期超過30日，本集團會假定信貸風險自初步確認起大幅增加，除非本集團具有合理及可支持資料展示相反情況。

儘管存在上述情況，倘債務工具於報告日期展示為具有低信貸風險，本集團假設債務工具的信貸風險自初步確認起並無大幅增加。倘i)其違約風險偏低，ii)借方有強大能力於短期滿足其合約現金流量責任，及iii)較長期的經濟及業務狀況存在不利變動，惟將未必削弱借方達成其合約現金流量責任的能力，則債務工具的信貸風險會被釐定為偏低。當債務工具的內部或外部信貸評級為「投資級別」（按照全球理解的釋義），則本集團會視該債務工具的信貸風險偏低。

本集團定期監察用以識別信貸風險曾否顯著增加的標準的成效，並於適當時候作出修訂，從而確保有關標準能夠於款項逾期前識別信貸風險顯著增加。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

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

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產之減值 (續)

(ii) 違約定義

就內部信貸風險管理而言，本集團認為，違約事件在內部制訂或得自外界來源的資料顯示債務人不大可能悉數向債權人（包括本集團）還款（未計及本集團所持任何抵押品）時發生。

不論上文為何，本集團都認為，已於金融資產逾期超過90日後發生違約，惟本集團有合理及具理據資料來顯示更加滯後的違約標準更為恰當。

(iii) 信貸減值金融資產

金融資產在一項或以上違約事件（對該金融資產估計未來現金流量構成不利影響）發生時維持信貸減值。金融資產維持信貸減值的證據包括有關下列事件的可觀察數據：

- (a) 發行人或借款人的重大財困；
- (b) 違反合約（如違約或逾期事件）；
- (c) 借款人的貸款人因有關借款人財困的經濟或合約理由而向借款人批出貸款人不會另行考慮的優惠；

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(iii) Credit-impaired financial assets (Continued)

- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of accounts receivable, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產之減值 (續)

(iii) 信貸減值金融資產 (續)

- (d) 借款人將可能陷入破產或其他財務重組；或
- (e) 該金融資產的活躍市場因財困而消失。

(iv) 撇銷政策

當有資料顯示交易對手方陷入嚴重財困，且並無實際收回的可能之時（例如交易對手方已清算或進入破產程序）或金額逾期超過兩年（就應收賬款而言）（以較早者為準），本集團會撇銷金融資產。已撇銷的金融資產仍可根據本集團的收回程序實施強制執行，在適當情況下考慮法律意見。撇銷構成取消確認事項。任何其後收回在損益中確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on accounts receivable using a provision matrix taking into consideration historical credit loss experience, adjusted for forward looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Lifetime ECL for accounts receivable are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Nature of financial instruments (i.e. certain of the Group's accounts receivable are each assessed as a separate group. Accounts receivable with significant outstanding balances are assessed for ECL on an individual basis);

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產之減值 (續)

(v) 預期信貸虧損的計量及確認

預期信貸虧損的計量為違約可能性、違約虧損率(即出現違約時的虧損幅度)及違約風險的函數。違約可能性及違約虧損率的評估乃按照歷史數據進行，並就前瞻性資料作出調整。預期信貸虧損之估計反映無偏頗及概率加權之數額，其乃根據加權之相應違約風險而確定。本集團經考慮過往信貸虧損經驗後使用撥備矩陣並採用實際權益法估計應收賬款的預期信貸虧損，並按毋需花費不必要成本或努力可取得的前瞻性資料調整。

一般而言，預期信貸虧損為根據合約到期支付予本集團的所有合約現金流量與本集團預期收取的現金流量之間的差異，並按於初步確認時釐定的實際利率貼現。

經計及過往逾期資料及相關信貸資料(例如前瞻性宏觀經濟資料)，應收賬款的全期預期信貸虧損乃按集體基準予以考慮。

就集體評估而言，本集團訂立組別時會考慮以下特徵：

- 金融工具性質(即本集團若干應收賬款各自評為獨立組別。有重大尚未償還結餘之應收賬款就預期信貸虧損按個別基準評估)；

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL (Continued)

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of accounts receivable and other receivables where the corresponding adjustment is recognised through a loss allowance account.

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產之減值 (續)

(v) 預期信貸虧損的計量及確認 (續)

- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(如有)。

歸類工作經管理層定期檢討，以確保各組別成份繼續分擔類似信貸風險特性。

利息收入按金融資產的總賬面值計算，除非該金融資產信貸減值，則利息收入按金融資產的攤銷成本計算。

本集團透過調整賬面值於損益中確認所有金融工具的減值收益或虧損，惟應收賬款及其他應收款項除外，其相關調整乃透過虧損撥備賬予以確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets

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

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

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

Financial liabilities at amortised cost

Financial liabilities including other payables, borrowings and other loan are subsequently measured at amortised cost, using the effective interest method.

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

終止確認金融資產

僅當來自資產之現金流量合約權利屆滿時，或當其轉讓金融資產及資產所有權之絕大部分風險及回報予另一實體時，本集團方會終止確認金融資產。

於終止確認按攤銷成本計量之金融資產時，資產賬面值與已收及應收代價總和之差額乃於損益中確認。

金融負債及股本

分類為債務或股本

債務及股本工具乃根據合約安排之內容以及金融負債及股本工具之定義分類為金融負債或股本。

股本工具

股本工具乃證明實體資產經扣除其所有負債後之剩餘權益之任何合約。本公司發行之股本工具以已收所得款項扣減直接發行成本確認。

按攤銷成本列賬之金融負債

金融負債(包括其他應付款項、借貸及其他貸款)其後以實際利率法按攤銷成本計量。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Derecognition of financial liabilities

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

Non-substantial modifications of financial liabilities

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

3. 綜合財務報表之編制基準及重大會計政策 (續)

3.2 重大會計政策 (續)

金融工具 (續)

金融負債及股本 (續)

終止確認金融負債

本集團於及僅於其責任已被解除、註銷或已屆滿時方會終止確認金融負債。終止確認之金融負債賬面值與已付及應付代價之差額乃於損益中確認。

金融負債的非重大修改

有關不會造成取消確認之金融負債的非重大修改，相關金融負債之賬面值將以經修訂合約現金流量之現值計算，按該金融負債之原有實際利率貼現。產生的交易成本或費用按經修訂金融負債之賬面值調整並於餘下期間攤銷。金融負債賬面值之任何調整於修改日期於損益中確認。

4. 重大會計判斷及估計不確定性之主要來源

於應用本集團之會計政策（其於附註3內闡述）時，本公司董事須就有關未能從其他來源輕易獲得之資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃基於過往經驗及被認為有關之其他因素作出。實際業績可能有別於該等估計。

估計及相關假設乃按持續經營基準檢討。倘會計估計之修訂僅影響估計獲修訂之期間，則會計估計之修訂於該期間予以確認，或倘若修訂影響現時及未來期間，則會計估計之修訂於修訂及未來期間內予以確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Critical judgments in applying accounting policies

The following are the critical judgments, apart from these involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Deferred taxation on investment properties

For the purposes of measuring deferred tax liabilities arising from investment properties, that are measured using the fair value model, the directors of the Company have reviewed the Group's investment property portfolio and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in determining the Group's deferred taxation on investment properties, the directors of the Company have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted. For the Group's investment properties located in the UK, the Group has not recognised any deferred tax on changes in fair value of investment properties as the Group is not subject to any income taxes on the fair value changes of the investment properties on disposal.

Principal versus agent consideration (principal)

The Group engages in trading of medical equipment. The Group concluded that the Group acts as the principal for such transactions as it controls the specified good before it is transferred to the customer after taking into consideration indicators such as i) the Group is primarily responsible for fulfilling the promise to provide the medical equipment, ii) the Group has inventory risk before the medical equipment have been transferred to the customers and iii) the Group has discretion in establishing the selling price for medical equipment.

During the year ended 31 December 2020, the Group recognised revenue amounting to approximately HK\$20,490,000 (2019: HK\$19,955,000) relating to trading of medical equipment.

4. 重大會計判斷及估計不確定性 之主要來源 (續)

應用會計政策的重大判斷

以下為本公司董事在應用本集團會計政策過程中作出之重大判斷(涉及估計之判斷除外(見下文))，並對綜合財務報表已確認之金額具有最重要影響。

於投資物業之遞延稅項

就計算以公允價值模型計量的投資物業產生之遞延稅項負債而言，本公司董事已審閱本集團之投資物業組合，並認為本集團之投資物業並非以通過時間之推移消耗投資物業所含絕大部分經濟利益為目標之商業模式持有。因此，於釐定本集團於投資物業之遞延稅項時，本公司董事釐定使用公允價值模型計量之投資物業賬面值乃全部透過出售予以收回之假設並沒有被推翻。就本集團位於英國之投資物業而言，由於本集團無需就出售投資物業公允價值變動繳納任何所得稅，故本集團並無就於投資物業公允價值變動中確認任何遞延稅項。

當事人與代理人考慮因素(當事人)

本集團從事醫療設備貿易。經計及該等因素，如i)本集團主要負責履行提供醫療設備的承諾，ii)本集團於醫療設備轉讓予客戶前，具有存貨風險及iii)本集團對設立醫療設備的售價具有酌情權，本集團認為，本集團擔任有關交易之當事人，猶如其於轉讓予客戶前控制具體的貨品。

於截至二零二零年十二月三十一日止年度內，本集團確認有關醫療設備貿易的收益約20,490,000港元(二零一九年：19,955,000港元)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty

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

Fair value of investment properties

Investment properties are stated at fair value based on the valuation performed by independent professional valuers. The determination of the fair value involves certain assumptions of market conditions which are set out in Note 19.

In relying on the valuation report, the directors of the Company have exercised their judgement and are satisfied that the method of valuation is reflective of the current market conditions. Whilst the Group considers valuations of the Group's investment properties are the best estimates, the ongoing Covid-19 pandemic has resulted in greater market volatility depending on how the Covid-19 pandemic may progress and evolve, which have led to higher degree of uncertainties in respect of the valuations in the current year. Changes to these assumptions, including the potential risk of any market violation, policy, geopolitical and social changes or other unexpected incidents as a result of change in macroeconomic environment, travel restrictions implemented by many countries, increased complexity in international trade tensions geopolitics, changes in policy direction and/or mortgage requirements, or other unexpected incidents would result in changes in the fair values of the Group's investment properties and the corresponding adjustments to the amount of gain or loss reported in the consolidated statement of profit or loss and other comprehensive income.

The directors of the Company have performed internal assessment on the risks of change in macroeconomic environment through performing sensitivity analysis in relation to the Group's investment properties.

As at 31 December 2020, the carrying amount of the Group's investment properties is approximately HK\$792,245,000 (2019: HK\$806,985,000).

4. 重大會計判斷及估計不確定性 之主要來源 (續)

估計不確定性之主要來源

以下為於報告期末可能導致資產的賬面值於下一財政年度需要作出重大調整的重大風險的未來相關主要假設及估計不明朗因素之其他主要來源。

投資物業公允值

投資物業根據獨立專業估值師進行之估值按公允值入賬。釐定公允值時涉及若干市況之假設，詳情載列於附註19。

在參照估值報告時，本公司董事已作出判斷，並信納估值方法已反映當前市況。儘管本集團認為本集團投資物業之估值屬最佳估計，惟持續之2019冠狀病毒病疫情導致市場出現更大波動，波動程度取決於2019冠狀病毒病疫情如何發展及演變，此舉已導致於本年度進行之估值存在較大程度之不確定性。該等假設的變化，包括任何市場違規的潛在風險，政策、地緣政治及社會變化或宏觀經濟環境變化引致之其他突發事件、多個國家實施之旅遊限制、國際貿易糾紛之地緣政治愈趨複雜、政策方向及／或抵押要求的變化或其他突發事件，都將導致本集團投資物業的公允值發生變化，並對綜合損益及其他全面收益表中報告的損益金額進行相應調整。

本公司董事已透過就本集團的投資物業進行敏感度分析，對宏觀經濟環境變動的風險進行內部評估。

於二零二零年十二月三十一日，本集團投資物業之賬面值約為792,245,000港元（二零一九年：806,985,000港元）。

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4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Estimated impairment of mining rights

While assessing whether any indications of impairment exist for mining rights, consideration is given to both external and internal sources of information. External sources of information of the Group includes changes in the market, economic and legal environment in which the Group operates that are not within its control and affect the recoverable amount of the mining rights. Internal sources of information includes the manner in which the mining rights are being used or are expected to be used and indications of economic performance of the assets and operating results. The carrying amounts of mining rights are reviewed for impairment in accordance with HKAS 36 *Impairment of Assets* whenever certain events or changes in circumstances indicate that the carrying amount may not be recoverable.

Mining rights are assessed annually to determine whether there is any indication of impairment. The Group's cash-generating unit ("CGU") for impairment assessment of mining rights is the cash-generating unit that holds mining rights (the "Mining CGU").

When an impairment review is undertaken, recoverable amount is assessed by reference to the higher of 1) value in use ("VIU") and 2) fair value less costs of disposal ("FVLCD"). The best evidence of FVLCD is the value obtained from an active market or binding sales agreement. Where neither exists, FVLCD is based on the best information available to reflect the amount the Group could receive for the Mining CGU in an arm's length transaction. The recoverable amount of the mining rights are determined based on the VIU calculation and certain key assumptions. VIU calculation used the discounted future pre-tax cash flows expected to be derived from the Mining CGU and the Group has engaged an independent qualified professional valuer to perform such valuation. The key assumptions used in estimating the discounted future pre-tax cash flows are tungsten metal estimated selling price, estimated future costs of production, estimated future operating costs, recoverable reserves, resources and exploration potential, discount rates and exchange rates. Changes in these key assumptions can result in changes of the carrying amounts of the Group's mining rights that may impact the profit or loss.

4. 重大會計判斷及估計不確定性 之主要來源 (續)

估計不確定性之主要來源 (續)

採礦權之估計減值

當評估採礦權是否存在減值跡象時，須考慮外在和內在資料來源。本集團的外在資料來源包括本集團營運所在地的市場、經濟及法律環境的變動情況，這些因素具有不可控性並影響採礦權的可收回金額。內在資料來源則包括採礦權的使用或預期使用方式及資產和營運業績的經濟表現指標。採礦權的賬面值在發生可能無法收回的事件或變動時，根據香港會計準則第36號*資產減值*進行減值審核。

採礦權每年進行評估，以釐定是否出現任何減值跡象。本集團採礦權減值評估之現金產生單位（「現金產生單位」）乃持有採礦權之現金產生單位（「採礦現金產生單位」）。

當進行減值審核時，可收回金額參照以下較高者進行評估：1) 使用價值（「使用價值」）及2) 公允值減出售成本（「公允值減出售成本」）。公允值減出售成本的最佳證據為從活躍市場或具約束力銷售協議取得的價值。兩者均不存在時，公允值減出售成本基於反映本集團就採礦現金產生單位可於公平交易收取的金額的最佳可取得資料。採礦權之可收回金額乃根據使用價值計算及若干關鍵假設釐定。使用價值採用預期產生自採礦現金產生單位之貼現未來稅前現金流量計算及本集團委聘獨立合資格專業估值師進行有關估值。估算貼現未來稅前現金流量採用的關鍵假設為鎢金屬估計售價、估計未來生產成本、估計未來運營成本、可採儲量、資源及勘探潛力、貼現率及匯率。該等主要假設變動，均可能會導致本集團採礦權的賬面值（可影響損益）發生變動。

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4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Estimated impairment of mining rights (Continued)

During the year ended 31 December 2020, impairment losses amounted to approximately HK\$92,225,000 (2019: HK\$170,821,000) has recognised for the mining rights as the recoverable amounts are lower than the respective carrying amounts. Details of the mining rights are disclosed in Note 21 and impairment test in Note 22.

Provision of ECL for accounts receivable and other receivables

Accounts receivable with significant balances and credit-impaired and other receivables are assessed for ECL individually.

In addition, the Group uses practical expedient in estimating ECL on accounts receivable which are not assessed individually using a provision matrix. The provision rates are based on internal credit ratings as groupings of various debtors taking into consideration the Group's historical default rates and forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables and contract assets are disclosed in Note 38(b).

4. 重大會計判斷及估計不確定性 之主要來源 (續)

估計不確定性之主要來源 (續)

採礦權之估計減值 (續)

於截至二零二零年十二月三十一日止年度內，已就採礦權確認減值虧損金額約92,225,000港元(二零一九年：170,821,000港元)，原因是其可收回金額均低於其賬面值。有關採礦權之詳情於附註21披露及減值測試於附註22披露。

應收賬款及其他應收款項的預期信貸虧損撥備

就金額重大且已發生信貸減值的應收賬款及其他應收款項單獨進行預期信貸虧損評估。

此外，本集團使用實際權宜方法估計未使用撥備矩陣評估的應收賬款的預期信貸虧損。撥備率乃基於內部信貸評級，原因為各種應收賬款組別計及本集團過往違約率及無需付出的額外成本或努力即可獲得的合理且有依據前瞻性資料計算。於各報告日期，重新評估過往可觀察的違約率，並考慮前瞻性資料的變動。

預期信貸虧損撥備對估計變動敏感。有關預期信貸虧損及本集團貿易應收款項及合約資產的資料於附註38(b)披露。

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5. REVENUE

(i) Disaggregation of revenue for contracts with customers:

		Medical equipment trading 醫療設備貿易	
		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Types of goods	貨品類型		
Sales of medical equipment	銷售醫療設備	20,490	19,955
Geographical markets	地區市場		
The PRC	中國	20,490	19,955
Timing of revenue recognition	收益確認時間		
At a point in time	於某一時點	20,490	19,955

Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information for the years ended 31 December 2020 and 2019:

5. 收益

(i) 客戶合約收益細分：

		Medical equipment trading 醫療設備貿易	
		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Types of goods	貨品類型		
Sales of medical equipment	銷售醫療設備	20,490	19,955
Geographical markets	地區市場		
The PRC	中國	20,490	19,955
Timing of revenue recognition	收益確認時間		
At a point in time	於某一時點	20,490	19,955

截至二零二零年及二零一九年十二月三十一日止年度，以下載列客戶合約收益與分部資料所披露金額之對賬：

		Segment revenue 分部收益	
		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Revenue from contracts with customers	客戶合約收益		
– Medical equipment trading	– 醫療設備貿易	20,490	19,955
Leases	租賃	96	6,588
Total revenue	總收益	20,586	26,543

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

5. REVENUE (Continued)

(ii) Performance obligations for contracts with customers

Sales of medical equipment

The Group sells medical equipment to distributors and non-distributors comprising hospitals in the PRC. Contracts with the Group's customers are mainly short term and fixed price contracts. The revenue is recognised when control of the goods has transferred, being when the goods have been shipped to the customers' specific location (delivery) on which the customers obtain control of the goods. Following delivery, the customers has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods.

(iii) Transaction price allocated to the remaining performance obligation for contracts with customers

The Group has no remaining (unsatisfied or partially unsatisfied) performance obligations as at 31 December 2020 and 2019.

(iv) Leases

5. 收益(續)

(ii) 與客戶合約之履約責任

銷售醫療設備

本集團向分銷商及非分銷商(包括中國醫院)銷售醫療設備。本集團之客戶合約主要為短期及固定價格合約。當商品之控制權已轉讓，即當商品已交付至客戶指定之地點(交付)，客戶取得商品的控制權時確認收益。於交付後，客戶可全權酌情決定發貨方式及商品售價，並承擔轉售商品之主要責任及商品報廢及虧損之風險。

(iii) 分配予客戶合約的餘下履約責任的交易價格

於二零二零年及二零一九年十二月三十一日，本集團概無餘下履約責任(未達成或部分未達成)。

(iv) 租賃

	2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Revenue arising from operating leases: 經營租賃產生的收益：		
Lease payments that are fixed 固定租賃付款	96	6,588

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6. SEGMENT INFORMATION

Information reported to the Chief Executive Officer of the Company, being the chief operating decision maker (“CODM”), for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or rendered.

In light of the heightened unpredictability of oil price coupled with unprecedented decrease in demand for petrochemical and metal-related products, the Group was not active in engaging in the trading of petrochemical and metal-related products since 2019. The directors of the Company decided to cease its commodity trading business in current year and the “Commodity and medical equipment trading” segment has renamed as “Medical equipment trading” segment.

Specifically, the Group’s reportable segments under HKFRS 8 are as follows:

- (i) Property investment segment – property investment and leasing of properties;
- (ii) Medical equipment trading segment;
- (iii) Mining and exploitation of natural resources segment – mining and production of tungsten resources activities in the Republic of Mongolia (“Mongolia”); and
- (iv) Financial services and asset management segment by aggregating different operating segments including trading equity securities and derivatives and managing of assets arising from acquisition of distressed debts assets.

6. 分部資料

向本公司行政總裁，即主要營運決策者（「主要營運決策者」）呈報以分配資源及評估分部表現之資料，集中於已付運或已提供之貨物或服務類型。

鑑於油價更加無法預測且石化產品及金屬相關產品需求空前減少，本集團自二零一九年起不再積極從事石化產品及金屬相關產品貿易業務。本公司董事決定於本年度終止其商品貿易業務，及「商品及醫療設備貿易」分部已更名為「醫療設備貿易」分部。

具體而言，根據香港財務報告準則第8號，本集團之可呈報分部如下：

- (i) 物業投資分部－物業投資及租賃物業；
- (ii) 醫療設備貿易分部；
- (iii) 採礦及勘察天然資源分部－於蒙古共和國（「蒙古」）之採礦及生產鎢礦資源活動；及
- (iv) 金融服務及資產管理分部－不同經營分部匯總包括買賣股本證券及衍生工具；及收購不良債務資產而產生之資產管理。

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

6. SEGMENT INFORMATION (Continued)

Segment revenue and results

The following is an analysis of the Group's revenue and results by operating and reportable segments.

For the year ended 31 December 2020

		Property investment	Medical equipment trading	Mining and exploitation of natural resources	Financial services and asset management	Total
		物業投資	醫療設備貿易	採礦及勘察	金融服務及資產管理	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Segment revenue	分部收益	96	20,490	-	-	20,586
Segment net investment losses	分部淨投資虧損	-	-	-	(1,832)	(1,832)
Total	總計	96	20,490	-	(1,832)	18,754
Segment results	分部業績	(55,858)	(1,792)	(93,876)	(5,504)	(157,030)
Interest income from consideration receivable from disposal of 杭州太榮資產管理有限公司 Hangzhou Tai Rong Asset Management Co. Ltd.* ("Hangzhou Tai Rong")	出售杭州太榮資產管理有限公司(「杭州太榮」)所產生之應收代價之利息收入					76,923
Net foreign exchange gains	匯兌收益淨額					44,498
Changes in fair value of structured deposits	結構性存款之公允值變動					5,746
Impairment losses reversed on other receivables and interest receivables	就其他應收款項及應收利息撥回之減值虧損					28,336
Unallocated interest income	未分配利息收入					6,643
Unallocated finance costs	未分配財務成本					(99)
Central administration costs	中央行政開支					(41,590)
Loss before tax	除稅前虧損					(36,573)

* English translated name is for identification purpose only.

6. 分部資料(續)

分部收益及業績

以下為按經營及可呈報分部劃分之本集團收益及業績之分析。

截至二零二零年十二月三十一日止年度

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

6. SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

For the year ended 31 December 2019

		Property investment 物業投資 HK\$'000 千港元	Commodity and medical equipment trading 商品及醫療設備貿易 HK\$'000 千港元	Mining and exploitation of natural resources 採礦及勘察天然資源 HK\$'000 千港元	Financial services and asset management 金融服務及資產管理 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue	分部收益	6,588	19,955	-	-	26,543
Segment net investment losses	分部淨投資虧損	-	-	-	(616)	(616)
Total	總計	6,588	19,955	-	(616)	25,927
Segment results	分部業績	(107,105)	(8,712)	(173,748)	9,371	(280,194)
Net gains on disposal and deregistration of subsidiaries, a limited partnership and a structured entity	出售及註銷附屬公司、有限合夥公司及結構性實體之收益淨額					172,504
Interest income from consideration receivable from disposal of Hangzhou Tai Rong	出售杭州太榮所產生之應收代價之利息收入					12,117
Net foreign exchange losses	匯兌虧損淨額					(22,229)
Changes in fair value of structured deposits	結構性存款之公允值變動					1,594
Impairment losses recognised on other receivables	就其他應收款項已確認之減值虧損					(50,918)
Unallocated interest income	未分配利息收入					12,276
Unallocated finance costs	未分配財務成本					(150)
Central administration costs	中央行政開支					(44,239)
Loss before tax	除稅前虧損					(199,239)

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales during both years.

The accounting policies of the reportable segments are the same as the Group's accounting policies described in Note 3. Segment result represents the profit earned or loss incurred before tax by each segment without allocation of central administration costs including directors' emoluments, legal and professional fees and other operating expenses, net foreign exchange gains (losses), changes in fair value of structured deposits, impairment losses reversed (recognised) on other receivables and interest receivables, interest income from consideration receivable from disposal of Hangzhou Tai Rong, unallocated interest income and finance costs, net gains on disposal and deregistration of subsidiaries, a limited partnership and a structured entity. This is the measure reported to the CODM for the purposes of resource allocation and assessment of segment performance.

6. 分部資料(續)

分部收益及業績(續)

截至二零一九年十二月三十一日止年度

		Property investment 物業投資 HK\$'000 千港元	Commodity and medical equipment trading 商品及醫療設備貿易 HK\$'000 千港元	Mining and exploitation of natural resources 採礦及勘察天然資源 HK\$'000 千港元	Financial services and asset management 金融服務及資產管理 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue	分部收益	6,588	19,955	-	-	26,543
Segment net investment losses	分部淨投資虧損	-	-	-	(616)	(616)
Total	總計	6,588	19,955	-	(616)	25,927
Segment results	分部業績	(107,105)	(8,712)	(173,748)	9,371	(280,194)
Net gains on disposal and deregistration of subsidiaries, a limited partnership and a structured entity	出售及註銷附屬公司、有限合夥公司及結構性實體之收益淨額					172,504
Interest income from consideration receivable from disposal of Hangzhou Tai Rong	出售杭州太榮所產生之應收代價之利息收入					12,117
Net foreign exchange losses	匯兌虧損淨額					(22,229)
Changes in fair value of structured deposits	結構性存款之公允值變動					1,594
Impairment losses recognised on other receivables	就其他應收款項已確認之減值虧損					(50,918)
Unallocated interest income	未分配利息收入					12,276
Unallocated finance costs	未分配財務成本					(150)
Central administration costs	中央行政開支					(44,239)
Loss before tax	除稅前虧損					(199,239)

上文所呈報之分部收益乃指外部客戶產生之收益。於兩個年度內，概無分部間銷售。

可呈報分部之會計政策與附註3所載本集團之會計政策相同。分部業績乃指於未分配中央行政開支(包括董事薪酬、法律及專業費用及其他經營開支、匯兌收益(虧損)淨額、結構性存款之公允值變動、就其他應收款項及應收利息已撥回(已確認)之減值虧損、出售杭州太榮所產生之應收代價之利息收入、未分配利息收入及財務成本、出售及註銷附屬公司、有限合夥公司及結構性實體的收益淨額)前，各分部於除稅前所賺取之溢利或產生之虧損。就資源分配及評估分部表現而言，此乃向主要營運決策者呈報之方法。

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

6. SEGMENT INFORMATION (Continued)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by operating and reportable segments:

6. 分部資料(續)

分部資產及負債

本集團按經營及可呈報分部劃分之資產及負債之分析如下：

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Segment assets	分部資產		
Property investment	物業投資	807,010	826,478
Medical equipment trading (2019: Commodity and medical equipment trading)	醫療設備貿易 (二零一九年： 商品及醫療設備貿易)	13,232	11,666
Mining and exploitation of natural resources	採礦及勘察天然資源	82,583	175,285
Financial services and asset management	金融服務及資產管理	493,346	550,151
Total segment assets	分部資產總額	1,396,171	1,563,580
Consideration receivable from disposal of Hangzhou Tai Rong	出售杭州太榮應收代價	928,969	1,057,910
Interest receivable from consideration receivable	應收代價之應收利息	31,976	-
Deposit paid for acquisition of subsidiaries (Note 45)	就收購附屬公司支付的按金 (附註45)	118,075	-
Unallocated right-of-use assets	未分配使用權資產	4,237	1,545
Unallocated financial assets at FVTPL	未分配按公允值計入損益之 金融資產	609	571
Unallocated property, plant and equipment	未分配物業、廠房及設備	1,791	7,739
Unallocated intangible assets	未分配無形資產	4,155	4,155
Other unallocated corporate assets	其他未分配公司資產	7,713	6,809
Consolidated assets	綜合資產	2,493,696	2,642,309
Segment liabilities	分部負債		
Property investment	物業投資	273,213	322,913
Medical equipment trading (2019: Commodity and medical equipment trading)	醫療設備貿易 (二零一九年： 商品及醫療設備貿易)	5,400	2,128
Mining and exploitation of natural resources	採礦及勘察天然資源	523	23,583
Financial services and asset management	金融服務及資產管理	1,177	1,557
Total segment liabilities	分部負債總額	280,313	350,181
Other loan	其他貸款	-	120,958
Unallocated lease liabilities	未分配租賃負債	4,280	1,583
Unallocated tax payables	未分配應付稅項	92,112	97,510
Other unallocated corporate liabilities	其他未分配公司負債	10,242	3,128
Consolidated liabilities	綜合負債	386,947	573,360

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

6. SEGMENT INFORMATION (Continued)

Segment assets and liabilities (Continued)

For the purpose of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating and reportable segments other than consideration receivable from disposal of Hangzhou Tai Rong, interest receivable from consideration receivable, deposit paid for acquisition of subsidiaries, unallocated right-of-use assets, financial assets at FVTPL, property, plant and equipment and intangible assets and other unallocated corporate assets (including primarily unallocated bank balances and cash).
- all liabilities are allocated to operating and reportable segments other than other loan, unallocated lease liabilities, unallocated tax payables and other unallocated corporate liabilities.

Geographical information

The Group operates in four principal geographical areas – the PRC, Hong Kong, the UK and Mongolia.

Information about the Group's revenue from external customers is presented based on the location of the relevant subsidiary's operations and information about Group's non-current assets is presented based on physical location of assets.

6. 分部資料(續)

分部資產及負債(續)

就監管分部表現及在分部之間分配資源而言：

- 除出售杭州太榮應收代價、應收代價之應收利息、就收購附屬公司支付的按金、未分配使用權資產、按公允值計入損益之金融資產、物業、廠房及設備以及無形資產及其他未分配公司資產(主要包括未分配銀行結餘及現金)外，所有資產均分配至經營及可呈報分部。
- 除其他貸款、未分配租賃負債、未分配應付稅項及其他未分配公司負債外，所有負債均分配至經營及可呈報分部。

地區資料

本集團於四個主要地區—中國、香港、英國及蒙古進行營運。

根據相關附屬公司營運地點呈列有關本集團來自外部客戶收益的資料及根據資產具體地點呈列有關本集團非流動資產的資料。

		Revenue from external customers Year ended 31 December 來自外部客戶收益 截至十二月三十一日止年度		Non-current assets (Note) At 31 December 非流動資產(附註) 於十二月三十一日	
		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元	2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
The PRC	中國	20,490	19,955	2,374	4,052
Hong Kong	香港	–	–	16,090	17,312
The UK	英國	96	6,588	792,404	807,250
Mongolia	蒙古	–	–	82,309	175,030
		20,586	26,543	893,177	1,003,644

Note: Non-current assets excluded deposits, financial assets at FVTPL and deferred tax assets.

附註：非流動資產不包括按金、按公允值計入損益之金融資產及遞延稅項資產。

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

6. SEGMENT INFORMATION (Continued)

Information about major customers

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

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Customer A	客戶A	3,569 ¹	不適用 ²
Customer B	客戶B	2,219 ¹	2,750 ¹

¹ Revenue from medical equipment trading segment (2019: Commodity and medical equipment trading).

² The corresponding revenue did not contribute over 10% of the total revenue of the Group.

6. 分部資料(續)

主要客戶之資料

貢獻本集團總收益10%以上的相應年度客戶收益載列如下：

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
		3,569 ¹	不適用 ²
		2,219 ¹	2,750 ¹

¹ 來自醫療設備貿易分部(二零一九年：商品及醫療設備貿易)的收益。

² 有關收益並無為本集團總收益貢獻10%以上。

7. NET INVESTMENT LOSSES

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Changes in fair value of financial assets at FVTPL	按公允值計入損益之金融資產公允值變動	(1,832)	(616)

7. 淨投資虧損

8. OTHER INCOME

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Interest income from:	來自以下各項之利息收入：		
– consideration receivable from disposal of Hangzhou Tai Rong	– 出售杭州太榮應收代價	76,923	12,117
– bank and other deposits	– 銀行及其他存款	5,356	11,737
– loan receivables	– 應收貸款	1,315	2,682
Government grants (Note)	政府補貼(附註)	1,268	–
Sundry income	雜項收入	1,049	1,266
Reparation interest income for previous redeemed loan note receivable	就先前視作應收貸款票據贖回利息收入	–	23,551
		85,911	51,353

8. 其他收入

Note: During the current year, the Group recognised government grants of approximately HK\$1,268,000 in respect of COVID-19-related subsidies relates to Employment Support Scheme provided by the Hong Kong government.

附註：於本年度，本集團就香港政府提供與2019冠狀病毒病相關之「保就業」計劃下已確認政府補貼約1,268,000港元。

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

9. IMPAIRMENT LOSSES REVERSED (RECOGNISED) UNDER EXPECTED CREDIT LOSS MODEL, NET

9. 預期信貸虧損模式項下的已撥 回(已確認)減值虧損，淨額

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Impairment losses (recognised) reversed on	就以下各項(已確認)已撥回之 減值虧損		
– accounts receivable	– 應收賬款	(1,284)	16,845
– other receivables	– 其他應收款項	29,087	(56,486)
– interest receivables	– 應收利息	(751)	–
		27,052	(39,641)

Details of impairment assessment are set out in Note 38(b).

減值評估詳情載於附註38(b)。

10. OTHER GAINS AND LOSSES

10. 其他收益及虧損

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Net foreign exchange gains (losses)	匯兌收益(虧損)淨額	44,498	(22,229)
Changes in fair value of structured deposits	結構性存款公允值變動	5,746	1,594
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	(1,183)	(896)
Net gains on disposal and deregistration of subsidiaries, a limited partnership and a structured entity (Note 40)	出售及註銷附屬公司、有限合夥 公司及結構性實體之收益淨額 (附註40)	–	172,504
		49,061	150,973

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

11. OTHER OPERATING EXPENSES

11. 其他經營開支

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Selling and distribution expenses	銷售及分銷開支	1,973	7,755
Administrative expenses	行政開支		
– Depreciation and amortisation	– 折舊及攤銷	8,850	13,959
– Legal and professional fee	– 法律及專業費用	12,824	9,828
– Registration, license fee and other office expenses	– 註冊、許可費及其他辦公室費用	2,271	3,443
– Short term leases and property management fees	– 短期租賃及物業管理費	3,058	7,495
– Repairs and maintenance	– 維修及保養	2,373	2,273
– Other taxes	– 其他稅項	120	7,680
– Sundry expenses	– 雜項開支	1,951	3,061
		33,420	55,494

12. FINANCE COSTS

12. 財務成本

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Interest expenses on	下列各項的利息開支		
– bank borrowings	– 銀行借貸	8,584	14,523
– lease liabilities	– 租賃負債	226	451
– others	– 其他	57	317
		8,867	15,291

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

13. INCOME TAX (CREDIT) EXPENSE

13. 所得稅(抵免)開支

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Current tax:	現行稅項：		
The PRC EIT	中國企業所得稅	19,249	99,270
Over-provision in prior years:	於過往年度超額撥備：		
The PRC EIT	中國企業所得稅	-	(8,319)
Hong Kong Profits Tax	香港利得稅	-	(1,077)
		-	(9,396)
Deferred tax (Note 32)	遞延稅項(附註32)	(28,588)	(42,343)
		(9,339)	47,531

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million. No provision for taxation in Hong Kong has been made as the Group's income neither arises in, nor is derived from, Hong Kong.

Under the Law of the PRC on EIT (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% or at a lower concessionary rate of 9% for subsidiaries operating in the Tibet Autonomous Region for both years.

於二零一八年三月二十一日，香港立法會通過二零一七年稅務(修訂)(第7號)條例草案(「條例草案」)，其引入兩級制利得稅率制度。條例草案於二零一八年三月二十八日簽署成為法律並於翌日刊登憲報。根據兩級制利得稅率制度，合資格集團實體的首2,000,000港元溢利將按8.25%的稅率徵稅，而超過2,000,000港元的溢利將按16.5%的稅率徵稅。不符合利得稅兩級制資格的集團實體的溢利將繼續按16.5%的統一稅率繳納稅項。

因此，合資格集團實體的香港利得稅按估計應課稅溢利首2,000,000港元按8.25%計算以及過往年度超過2,000,000港元的估計應課稅溢利按16.5%計算。由於本集團的收入並非於香港產生或取得，故並無就香港稅項計提撥備。

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，於兩個年度，中國附屬公司的稅率為25%或於西藏自治區經營的附屬公司為9%較低優惠稅率。

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

13. INCOME TAX (CREDIT) EXPENSE (Continued)

Subsidiaries incorporated in Mongolia are subject to Mongolian income tax which is calculated at the rate of 10% on the first 3 billion Mongolian Tugrik of estimated taxable income and 25% on the amount in excess thereof. No provision for Mongolian income tax has been made in the consolidated financial statements as there are no assessable profits for both years.

The income tax (credit) expense for the year can be reconciled to the loss before tax in the consolidated statement of profit or loss and other comprehensive income as follows:

13. 所得稅(抵免)開支(續)

於蒙古註冊成立的附屬公司須繳納蒙古國所得稅，該所得稅乃以估計應課稅收入首3,000,000,000蒙古圖格里克按10%的稅率計算，超出部份按25%的稅率計算。由於兩個年度並無產生應課稅溢利，因此並未於綜合財務報表內就蒙古國所得稅作出撥備。

本年度所得稅(抵免)開支與綜合損益及其他全面收益表之除稅前虧損對賬如下：

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Loss before tax	除稅前虧損	(36,573)	(199,239)
Tax calculated at the domestic income tax rates	按本地所得稅率計算之稅項	(2,261)	(42,429)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅務影響	12,516	27,127
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(11,609)	(17,106)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	6,351	25,700
Utilisation of tax losses previously not recognised	動用先前未確認之稅項虧損	(1,590)	-
Utilisation of deductible temporary differences previously not recognised	動用先前未確認之可扣減暫時差額	(12,712)	-
Effect of different tax base on disposal of a PRC subsidiary	出售一間中國附屬公司之不同稅基影響	-	60,371
Over-provision in prior years	於過往年度超額撥備	-	(9,396)
Income tax at concessionary rate	按優惠稅率計算之所得稅	(34)	7,617
Deferred tax effect of Land Appreciation Tax in respect of changing in fair value of the investment properties located in the PRC	有關位於中國投資物業公允價值變動之土地增值稅之遞延稅項影響	-	(4,353)
Income tax (credit) expense for the year	本年度所得稅(抵免)開支	(9,339)	47,531

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14. LOSS FOR THE YEAR

14. 本年度虧損

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Loss for the year has been arrived at after charging (crediting):	本年度虧損乃經扣除(計入)下列各項後達致:		
Directors' emoluments (Note 15)	董事酬金(附註15)	9,751	10,106
Other staff costs:	其他員工成本:		
– Salaries, allowances and benefits in kind	– 薪金、津貼及實物利益	17,405	31,971
– Retirement benefit scheme contributions	– 退休福利計劃供款	1,060	1,778
Total staff costs	員工成本總額	28,216	43,855
Auditor's remuneration	核數師酬金	1,910	2,010
Cost of inventories recognised as an expense	已確認為開支之存貨成本	14,270	12,473
COVID-19-related rent concessions (Note 2)	2019冠狀病毒病相關租金寬減(附註2)	(345)	–
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	5,655	7,541
Depreciation of right-of-use assets	使用權資產之折舊	3,195	6,418
Gross rental income from investment properties	投資物業所得租金收入總額	(96)	(6,588)
Less: direct operating expenses arising from investment properties that generated rental income	減: 產生租金收入之投資物業所產生之直接經營開支	705	768
		609	(5,820)

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15. DIRECTORS', CHIEF EXECUTIVES' AND EMPLOYEES' EMOLUMENTS

(a) Directors' and chief executives' emoluments

The following table sets forth certain information in respect of the directors of the Company during the reporting periods:

Name 姓名	Position 職位	Date of appointment as the directors of the Company 獲委任為本公司董事日期	Date of resignation 辭任日期
Mr. Kwong Kai Sing Benny 鄭啟成先生	Chief executive officer and Executive director 行政總裁兼執行董事	19 April 2018 (Note i) 二零一八年四月十九日(附註i)	N/A 不適用
Mr. Chen Weisong 陳偉松先生	Executive director 執行董事	27 October 2017 (Note ii) 於二零一七年十月二十七日(附註ii)	N/A (Note ii) 不適用(附註ii)
Mr. Chow Chi Wah Vincent 周志華先生	Executive director 執行董事	30 October 2019 (Note iii) 二零一九年十月三十日(附註iii)	N/A 不適用
Mr. Xu Ke 徐可先生	Executive director 執行董事	1 June 2016 二零一六年六月一日	23 April 2019 二零一九年四月二十三日
Dr. Gao Bin 高濱博士	Independent non-executive director 獨立非執行董事	20 November 2015 二零一五年十一月二十日	N/A 不適用
Ms. Liu Yan 劉艷女士	Independent non-executive director 獨立非執行董事	18 June 2015 二零一五年六月十八日	N/A 不適用
Mr. Tang King Shing 鄧竟成先生	Independent non-executive director 獨立非執行董事	1 February 2017 二零一七年二月一日	N/A 不適用

Notes:

- (i) Mr. Kwong Kai Sing Benny was appointed as an executive director effective from 19 April 2018 and being appointed as chief executive officer effective from 30 October 2019.
- (ii) Mr. Chen Weisong was reappointed as chief executive officer and executive director effective from 27 October 2017 after his resignation as executive director on 25 April 2017. Mr. Chen was resigned as the chief executive officer but remained as executive director effective from 30 October 2019.
- (iii) Mr. Chow Chi Wah Vincent was appointed as an executive director effective from 30 October 2019.

下表載列於報告期內有關本公司董事之若干資料：

15. 董事、主要行政人員及僱員酬金

(a) 董事及主要行政人員酬金

附註：

- (i) 鄭啟成先生獲委任為執行董事，自二零一八年四月十九日起生效，並獲委任為行政總裁，自二零一九年十月三十日起生效。
- (ii) 陳偉松先生於其於二零一七年四月二十五日辭任執行董事後重新獲委任為行政總裁兼執行董事，自二零一七年十月二十七日起生效。陳先生不再擔任行政總裁但仍為執行董事，自二零一九年十月三十日起生效。
- (iii) 周志華先生獲委任為執行董事，自二零一九年十月三十日起生效。

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綜合財務報表附註

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

15. DIRECTORS', CHIEF EXECUTIVES' AND
EMPLOYEES' EMOLUMENTS (Continued)

(a) Directors' and chief executives'
emoluments (Continued)

Directors' and chief executives' remuneration for the year, disclosed pursuant to the applicable Listing Rules and the Hong Kong Companies Ordinance, is as follows:

Year ended 31 December 2020

		Mr. Kwong Kai Sing Benny 鄭啟成先生 HK\$'000 千港元	Mr. Chen Weisong 陳偉松先生 HK\$'000 千港元	Mr. Chow Chi Wah Vincent 周志華先生 HK\$'000 千港元	Total 總額 HK\$'000 千港元
EXECUTIVE DIRECTORS	執行董事				
Fees	袍金	-	-	-	-
Other emoluments	其他酬金				
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	3,100	4,497	1,200	8,797
Retirement benefit scheme contributions	退休福利計劃供款	18	18	18	54
Subtotal	小計	3,118	4,515	1,218	8,851
		Dr. Gao Bin 高濱博士 HK\$'000 千港元	Ms. Liu Yan 劉艷女士 HK\$'000 千港元	Mr. Tang King Shing 鄧竟成先生 HK\$'000 千港元	Total 總額 HK\$'000 千港元
INDEPENDENT NON-EXECUTIVE DIRECTORS	獨立非執行董事				
Fees	袍金	300	300	300	900
Other emoluments	其他酬金	-	-	-	-
Subtotal	小計	300	300	300	900
Total	總額				9,751

15. 董事、主要行政人員及僱員酬
金(續)

(a) 董事及主要行政人員酬金(續)

年度內董事及主要行政人員之酬金根據適用上市規則及香港公司條例披露如下：

截至二零二零年十二月三十一日止年度

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15. DIRECTORS', CHIEF EXECUTIVES' AND EMPLOYEES' EMOLUMENTS (Continued)

(a) Directors' and chief executives' emoluments (Continued)

Year ended 31 December 2019

	Mr. Kwong Kai Sing Benny 鄭啟成先生 HK\$'000 千港元	Mr. Chen Weisong 陳偉松先生 HK\$'000 千港元	Mr. Xu Ke 徐可先生 HK\$'000 千港元	Mr. Chow Chi Wah Vincent 周志華先生 HK\$'000 千港元	Total 總額 HK\$'000 千港元
EXECUTIVE DIRECTORS	執行董事				
Fees	-	-	-	-	-
Other emoluments	其他酬金				
Salaries, allowances and benefits in kind	薪金、津貼及實物利益				
	3,300	4,766	890	206	9,162
Retirement benefit scheme contributions	退休福利計劃供款				
	18	18	6	2	44
Subtotal	3,318	4,784	896	208	9,206
	Dr. Gao Bin 高濱博士 HK\$'000 千港元	Ms. Liu Yan 劉艷女士 HK\$'000 千港元	Mr. Tang King Shing 鄧竟成先生 HK\$'000 千港元		Total 總額 HK\$'000 千港元
INDEPENDENT NON-EXECUTIVE DIRECTORS	獨立非執行董事				
Fees	300	300	300		900
Other emoluments	-	-	-		-
Subtotal	300	300	300		900
Total					10,106

15. 董事、主要行政人員及僱員酬金(續)

(a) 董事及主要行政人員酬金(續)

截至二零一九年十二月三十一日止年度

	Mr. Kwong Kai Sing Benny 鄭啟成先生 HK\$'000 千港元	Mr. Chen Weisong 陳偉松先生 HK\$'000 千港元	Mr. Xu Ke 徐可先生 HK\$'000 千港元	Mr. Chow Chi Wah Vincent 周志華先生 HK\$'000 千港元	Total 總額 HK\$'000 千港元
EXECUTIVE DIRECTORS	執行董事				
Fees	-	-	-	-	-
Other emoluments	其他酬金				
Salaries, allowances and benefits in kind	薪金、津貼及實物利益				
	3,300	4,766	890	206	9,162
Retirement benefit scheme contributions	退休福利計劃供款				
	18	18	6	2	44
Subtotal	3,318	4,784	896	208	9,206
	Dr. Gao Bin 高濱博士 HK\$'000 千港元	Ms. Liu Yan 劉艷女士 HK\$'000 千港元	Mr. Tang King Shing 鄧竟成先生 HK\$'000 千港元		Total 總額 HK\$'000 千港元
INDEPENDENT NON-EXECUTIVE DIRECTORS	獨立非執行董事				
Fees	300	300	300		900
Other emoluments	-	-	-		-
Subtotal	300	300	300		900
Total					10,106

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

15. DIRECTORS', CHIEF EXECUTIVES' AND EMPLOYEES' EMOLUMENTS (Continued)

(a) Directors' and chief executives' emoluments (Continued)

The executive directors' and chief executives' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group. The independent non-executive directors' emoluments shown above were mainly for their services as the directors of the Company.

No emoluments were paid by the Group to the directors as an inducement to join, or upon joining the Group, or as compensation for loss of office during both years.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during both years.

(b) Employees' emoluments

The five highest paid employees of the Group during the year included three directors (2019: two directors), details of whose remuneration are set out in the disclosures above. Details of the remuneration for the year of the remaining two (2019: three) highest paid employees who are neither director nor chief executive of the Company are as follows:

	2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Salaries, allowance and other benefits in kind	2,500	9,926
Retirement benefit scheme contributions	26	53
	2,526	9,979

15. 董事、主要行政人員及僱員酬 金(續)

(a) 董事及主要行政人員酬金(續)

上表所示執行董事及主要行政人員酬金主要乃為就彼等向本公司及本集團提供之管理服務而支付。上表所示之獨立非執行董事之酬金主要乃為就彼等擔任本公司董事之服務而支付。

於兩個年度內，本集團概無向董事支付任何酬金，作為加入本集團或加入本集團後之獎勵或作為離職之補償。

董事或主要行政人員於兩個年度內概無作出放棄或同意放棄任何酬金的安排。

(b) 僱員酬金

於年內，本集團五名最高薪酬僱員包括三名董事(二零一九年：兩名董事)，其酬金詳情載於上文披露。年內餘下兩名(二零一九年：三名)最高薪酬僱員(並非本公司董事或主要行政人員)之酬金詳情如下：

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

15. DIRECTORS', CHIEF EXECUTIVES' AND EMPLOYEES' EMOLUMENTS (Continued)

(b) Employees' emoluments (Continued)

The number of the highest paid employee who are not directors nor chief executive of the Company whose remuneration fell within the following bands is as follows:

		No. of employees 僱員數目	
		2020 二零二零年	2019 二零一九年
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	1	–
HK\$1,500,001 to HK\$2,000,000	1,500,001 港元至 2,000,000 港元	1	–
HK\$2,500,001 to HK\$3,000,000	2,500,001 港元至 3,000,000 港元	–	1
HK\$3,000,001 to HK\$3,500,000	3,000,001 港元至 3,500,000 港元	–	1
HK\$3,500,001 to HK\$4,000,000	3,500,001 港元至 4,000,000 港元	–	1
		2	3

16. DIVIDENDS

Dividends for ordinary shareholders of the Company recognised as distribution during the year:

Nil (2019: 2018 special dividend – HK20 cents per share)

本公司普通股股東年度內
確認為分派之股息：

無 (二零一九年：二零一八年
特別股息—每股20港仙)

No dividend has been proposed for ordinary shareholders of the Company subsequent to the year ended 31 December 2020.

16. 股息

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
		–	1,050,004

截至二零二零年十二月三十一日止年度後，並無向本公司普通股股東建議任何股息。

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

17. LOSS PER SHARE

The calculation of the basic loss per share attributable to the owners of the Company is based on the following data:

17. 每股虧損

本公司擁有人應佔的每股基本虧損乃根據下列數據計算：

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Loss	虧損		
Loss for the year attributable to owners of the Company for the purpose of basic loss per share	用於計算每股基本虧損的本公司擁有人應佔年度內虧損	(26,782)	(246,440)
		2020 '000 二零二零年 千股	2019 '000 二零一九年 千股
Number of shares	股份數目		
Number of ordinary shares for the purpose of calculation of basic loss per share	用於計算每股基本虧損的普通股數	5,250,020	5,250,020

No diluted loss per share for both years were presented as there were no potential ordinary shares in issue during both years.

由於兩個年度內並無已發行潛在普通股，故概無呈列兩個年度的每股攤薄虧損。

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

18. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

		Leasehold improvements	Furniture, fixtures and office equipment 傢私、固定裝置及辦公室設備	Machinery 機器	Motor vehicles 汽車	Total 總計
		租賃裝修 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
COST	成本					
At 1 January 2019	於二零一九年一月一日	6,767	12,048	1,632	19,757	40,204
Additions	添置	-	265	4	-	269
Disposals	出售	(1,065)	(668)	-	(4,250)	(5,983)
Disposals through disposal of subsidiaries (Note 40(b))	透過出售附屬公司出售 (附註40(b))	(1,988)	(566)	-	-	(2,554)
Exchange realignment	匯兌調整	(58)	(114)	-	2	(170)
		3,656	10,965	1,636	15,509	31,766
At 31 December 2019	於二零一九年十二月三十一日	-	202	-	-	202
Additions	添置	(2,383)	(1,637)	-	(321)	(4,341)
Disposals	出售	28	278	-	44	350
Exchange realignment	匯兌調整					
		1,301	9,808	1,636	15,232	27,977
At 31 December 2020	於二零二零年十二月三十一日					
ACCUMULATED DEPRECIATION	累計折舊					
At 1 January 2019	於二零一九年一月一日	3,115	6,897	655	9,704	20,371
Provided for the year	年內撥備	1,029	2,656	329	3,527	7,541
Eliminated on disposals	於出售時撇銷	(318)	(437)	-	(2,267)	(3,022)
Eliminated on disposal of subsidiaries (Note 40(b))	於出售附屬公司時撇銷 (附註40(b))	(1,925)	(565)	-	-	(2,490)
Exchange realignment	匯兌調整	(32)	(85)	-	-	(117)
		1,869	8,466	984	10,964	22,283
At 31 December 2019	於二零一九年十二月三十一日	1,083	1,183	329	3,060	5,655
Provided for the year	年內撥備	(1,878)	(913)	-	(227)	(3,018)
Eliminated on disposals	於出售時撇銷	20	240	-	-	260
Exchange realignment	匯兌調整					
		1,094	8,976	1,313	13,797	25,180
At 31 December 2020	於二零二零年十二月三十一日					
CARRYING VALUES	賬面值					
At 31 December 2020	於二零二零年十二月三十一日	207	832	323	1,435	2,797
At 31 December 2019	於二零一九年十二月三十一日	1,787	2,499	652	4,545	9,483

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18. PROPERTY, PLANT AND EQUIPMENT (Continued)

The above items of property, plant and equipment are depreciated, after taking into account of their estimated residual values, on a straight-line method, at the following rates per annum:

Leasehold improvements	Over the shorter of lease term or 5 years
Furniture, fixtures and office equipment	20% to 33.3%
Machinery	20% to 33.3%
Motor vehicles	20% to 33.3%

19. INVESTMENT PROPERTIES

During the years ended 31 December 2020 and 2019, the Group leases out residential property units under operating leases with rentals payable weekly/monthly. The leases typically run for an initial period of 1 to 2 year(s) (2019: 2 weeks to 10 years) and no unilateral rights to extend the lease beyond initial period held by the Group and lessees.

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

For the year ended 31 December 2020, the total cash inflow for leases is approximately HK\$96,000 (2019: HK\$6,588,000).

18. 物業、廠房及設備(續)

上述物業、廠房及設備於計入彼等之估計剩餘價值後以直線法按以下年利率折舊：

租賃裝修	租賃年期或5年 (以較短者為準)
傢私、固定裝置及辦公室設備	20%至33.3%
機器	20%至33.3%
汽車	20%至33.3%

19. 投資物業

於截至二零二零年及二零一九年十二月三十一日止年度內，本集團根據經營租賃出租住宅物業單位，租金按每週／每月支付。租賃的初步期限通常為期1至2年(二零一九年：2週至10年)，且無單方面權利將租賃延長至本集團及承租人所持有的初步期限以外。

由於所有租賃均以集團實體各自的功能貨幣計值，故本集團不會因租賃安排而承受外幣風險。租賃合約不包含剩餘價值擔保及／或承租人在租賃期末購買該物業的選擇權。

於截至二零二零年十二月三十一日止年度，租賃現金流入總額為約96,000港元(二零一九年：6,588,000港元)。

		HK\$'000 千港元
FAIR VALUE	公允值	
At 1 January 2019	於二零一九年一月一日	856,463
Changes in fair value recognised in profit or loss	於損益中確認之公允值變動	(72,505)
Exchange realignment	匯兌調整	23,027
At 31 December 2019	於二零一九年十二月三十一日	806,985
Changes in fair value recognised in profit or loss	於損益中確認之公允值變動	(40,353)
Exchange realignment	匯兌調整	25,613
At 31 December 2020	於二零二零年十二月三十一日	792,245

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

19. INVESTMENT PROPERTIES (Continued)

19. 投資物業 (續)

	2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Unrealised losses on investment properties included in profit or loss	(40,353)	(72,505)

計入損益內之投資物業之
未變現虧損

The fair value of the Group's investment properties at 31 December 2020 has been arrived at on the basis of valuations carried out by Messrs Savills (UK) Limited (2019: Messrs Cushman & Wakefield Debenham Tie Leung Limited), an independent qualified professional valuer not connected with the Group.

本集團之投資物業於二零二零年十二月三十一日之公允值乃由與本集團概無關聯之獨立合資格專業估值師Messrs Savills (UK) Limited (二零一九年: Messrs Cushman & Wakefield Debenham Tie Leung Limited)於各自日期進行之估值釐定。

In determining the fair value of the investment properties, the Group engages the independent qualified professional valuer to perform the valuation. The management of the Group works closely with them to establish the appropriate valuation techniques and inputs to the model and explain the cause of fluctuations in the fair value of the investment properties to the directors of the Company.

就釐定投資物業之公允值而言，本集團委聘獨立合資格專業估值師進行估值。本集團管理層與彼等緊密合作，以訂立該模式之適用估值技術及輸入數據，並向本公司董事匯報投資物業公允值波動之因由。

There has been no change from the valuation technique used during the year ended 31 December 2020. In estimating the fair values of the investment properties for disclosure purpose, the highest and the best use of the investment properties is their current use. The fair values of investment properties have been adjusted to exclude prepaid or accrued operating lease income to avoid double counting.

於截至二零二零年十二月三十一日止年度內，所用估值技術概無變動。於估計作披露用途之投資物業公允值時，投資物業之最高及最佳用途為其現有用途。投資物業的公允值已獲調整，撇除預付或應計經營租賃收入以避免重複計算。

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

19. INVESTMENT PROPERTIES (Continued)

The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation techniques and inputs used).

Investment properties 投資物業	Valuation technique 估值技術	Significant unobservable input(s) 重大不可觀察輸入數據	Relationship of unobservable inputs to fair value 不可觀察輸入數據與公允值的關係
Residential property units located in the UK 2020: HK\$792,245,000 2019: HK\$806,985,000 位於英國之住宅物業單位 二零二零年： 792,245,000 港元 二零一九年： 806,985,000 港元	Market comparable approach 市場比較法	Market unit rate, taking into account the recent transaction prices for similar properties adjusted for nature, location and conditions of the property, which ranged from Great British Pound ("GBP") 2,224 to GBP2,504 (2019: GBP2,260 to GBP2,650) per square foot 經計及類似物業的近期交易價(根據物業的性質、位置及情況進行調整)後，市場單價介於每平方呎2,224(「英鎊」)至2,504英鎊(二零一九年：2,260英鎊至2,650英鎊)	A significant increase in the market unit rate used after adjusting location and conditions of the property would result in a significant increase in fair value, and vice versa. 於對物業的位置及情況進行調整後採用的市場單價大幅增加將導致公允值大幅增加，反之亦然。

There were no transfers into or out of Level 3 during the year. As at 31 December 2020 and 2019, all of the Group's investment properties have been pledged to secure banking facilities granted to the Group.

19. 投資物業 (續)

下表載列該等投資物業公允值之釐定方式之資料(尤其是估值技術及所用輸入數據)。

於年內，第三層級概無發生轉移。於二零二零年及二零一九年十二月三十一日，本集團全部投資物業已抵押以擔保授予本集團的銀行融資。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

20. INTANGIBLE ASSETS

20. 無形資產

Vehicle
license
plates
車輛號牌
HK\$'000
千港元

COST

At 1 January 2019, 31 December 2019 and
31 December 2020

成本

於二零一九年一月一日、二零一九年
十二月三十一日及二零二零年
十二月三十一日

4,155

The vehicle licence plates were issued by the relevant authorities in the PRC and Hong Kong with no expiration dates.

汽車號牌由中國及香港相關監管部門頒發，並無屆滿日期。

As a result, the vehicle licence plates are considered by the management of the Group as having indefinite useful lives. These vehicle licence plates will not be amortised until their useful lives are determined to be finite and they are carried at cost less any subsequent impairment losses, if any. Instead, they will be tested for impairment annually, or more frequently if events or changes in circumstances indicate that they might be impaired.

因此，本集團管理層認為車輛號牌具有無限使用年期。該等車輛號牌將不會被攤銷，直至彼等之使用年期被釐定為有限期及彼等按成本減任何其後減值虧損（如有）入賬。反而，倘有事件或變動顯示彼等可能出現減值，則彼等將每年（或更頻繁）接受減值測試。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

21. MINING RIGHTS

21. 採礦權

HK\$'000
千港元

COST

At 1 January 2019, 31 December 2019 and
31 December 2020

成本

於二零一九年一月一日、二零一九年
十二月三十一日及二零二零年
十二月三十一日

1,003,034

IMPAIRMENT

At 1 January 2019
Impairment losses recognised (Note 22)

減值

於二零一九年一月一日 658,197
已確認減值虧損(附註22) 170,821

At 31 December 2019
Impairment losses recognised (Note 22)

於二零一九年十二月三十一日 **829,018**
已確認減值虧損(附註22) **92,225**

At 31 December 2020

於二零二零年十二月三十一日 **921,243**

CARRYING VALUES

At 31 December 2020

賬面值

於二零二零年十二月三十一日 **81,791**

At 31 December 2019

於二零一九年十二月三十一日 **174,016**

The mining rights represent four of the rights to conduct mining activities in the location of Ulaan Uul, Nogoonuur Soum of Bayan-Ulgii Aimag (“Ulaan Uul”), Tsunkheg, Nogoonuur Soum of Bayan-Ulgii Aimag (“Tsunkheg”) and Khovd Gol, Tsengel Soum of Bayan-Ulgii Aimag (“Khovd Gol”) in Mongolia. The mining right in Tsunkheg and the two mining rights in Ulaan Uul have remaining legal lives of 11 to 15 years, expiring in July 2031, March 2033 and December 2035, respectively. The mining right in Khovd Gol has a remaining legal life of 16 years, expiring in July 2036.

採礦權指可於蒙古巴彥烏列蓋省瑞貢諾爾市烏蘭烏拉(「烏蘭烏拉」)及蒼希格(「蒼希格」)及巴彥烏列蓋省臣格勒市科布多河(「科布多河」)進行採礦活動之四個權利。於蒼希格之採礦權及於烏蘭烏拉之兩個採礦權剩餘法定年期為11至15年，分別於二零三一年七月、二零三三年三月及二零三五年十二月屆滿。於科布多河之採礦權剩餘法定年期為16年，於二零三六年七月屆滿。

The mining licenses are issued by Mineral Resources and Petroleum Authority of Mongolia (the “Mongolia Mineral Authority”) and may be extended for two successive additional periods of 20 years each. The directors of the Company are of the opinion that the application for extension is procedural and the Group should be able to renew its mining licenses at minimal charges, until all the proven and probable minerals have been mined. No active mining operation of the Group has taken place yet during the year ended 31 December 2020.

礦產開採執照乃由蒙古礦產資源及石油管理局(「蒙古礦務局」)發出，可連續續期兩次，每次20年。本公司董事認為，申請續期僅須完成相關程序，故本集團應可續期礦產開採執照而無需重大成本，直至所有探明及估計之礦藏已獲開採為止。於截至二零二零年十二月三十一日止年度內，本集團尚未進行活躍採礦業務。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

21. MINING RIGHTS (Continued)

During the year ended 31 December 2018, the Group received several notices from the Mongolia Mineral Authority and requested the Group to prepare updated resource estimation technical reports and feasibility study reports on the mining rights in Ulaan Uul, Tsunkheg and Khovd Gol. The Group commenced the discussion with the Mongolia Mineral Authority regarding the feasibility of conducting mining activities on these mining rights. The Group consulted with legal adviser on the legal implications of notices and with reference to the legal advice, the mining licenses of these mining rights owned by the Group are still in effect as at 31 December 2020 and 2019. Started from 2018, the Group is in the progress of preparing an updated resource estimation technical reports and feasibility study reports on these mining rights by different phases in accordance with the Mongolia Code for the Public Reporting of Exploration Results, Mineral Resources and Mineral Reserves in order to fulfil the requests from Mongolia Mineral Authority.

Mining rights are included in the mining and exploitation of natural resources segment which is a CGU, representing the Group's subsidiaries – Kainarwolfram LLC and Ikh Uuliin Erdenes LLC that holds mining rights for the purpose of impairment testing. Particulars regarding impairment testing on mining rights are disclosed in Note 22.

21. 採礦權 (續)

於截至二零一八年十二月三十一日止年度內，本集團收到蒙古礦務局的若干通告，要求本集團編製烏蘭烏拉、蒼希格及科布多河的採礦權的最新資源估算技術報告及可行性研究報告。本集團與蒙古礦務局就該等採礦權進行採礦活動的可行性展開討論。本集團就通告之法律影響諮詢法律顧問，且經參考法律意見，本集團擁有的該等採礦權的開採執照於二零二零年及二零一九年十二月三十一日仍有效。從二零一八年開始，本集團正就該等不同階段的採礦權根據蒙古勘探結果、礦產資源及礦石儲量之公開報告守則編製最新資源估算技術報告及可行性報告以達致蒙古礦務局的要求。

採礦權計入採礦及勘察天然資源分部並為一項現金產生單位，指本集團之附屬公司—Kainarwolfram LLC及Ikh Uuliin Erdenes LLC就減值測試目的而持有之採礦權。有關採礦權減值測試之詳情於附註22披露。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

22. IMPAIRMENT TESTING ON MINING RIGHTS

No active mining operation of the Group has taken place during the year ended 31 December 2020 and the directors of the Company conducted an impairment assessment of the Mining CGU. For the purposes of impairment testing, the mining rights set out in Note 21 have been allocated to the Mining CGU represented by mining and exploitation of natural resources segment.

The recoverable amount is the higher of FVLCD and VIU. The recoverable amounts of mining and exploitation of natural resources segment were determined based on VIU calculation and certain key assumptions. For the purpose of impairment testing, the VIU calculations used cash flow projection based on financial budgets approved by the management of the Group covering a period of five to twenty years (2019: four to nineteen years). The pre-tax discount rates used for the VIU calculations are 25.7% (2019: ranged from 24.36% to 25.87%). Other key assumptions in estimating the discounted future pre-tax cash flows are included tungsten metal estimated selling price with 0.2% growth rate (2019: 0.3%), estimated future costs of production, estimated future operating costs, recoverable reserves, resources and exploration potential and exchange rates.

In November 2018 and August 2019, the Group engaged independent qualified mineral technical advisers to prepare an updated resource estimation technical report ("Updated Resource Estimation Technical Report") under the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves and they have conducted the first phase and second phase of exploitation work regarding the recoverable reserves, resources and exploration potential for the mining rights in Ulaan Uul, Tsunkheg and Khovd Gol during the years ended 31 December 2018 and 2019. Furthermore, the directors of the Company have planned to carry out the third phase of exploitation work for the mining right in Tsunkheg and however, as a result of quarantine measures as well as the travel restrictions imposed by the PRC and Mongolia under the COVID-19 pandemic, the third phase of exploitation work have not been started in 2020.

22. 採礦權之減值測試

於截至二零二零年十二月三十一日止年度內，本集團尚未進行活躍採礦業務，本公司董事已對採礦現金產生單位作出減值評估。就減值測試而言，附註21所載之採礦權已獲分配至由採礦及勘探天然資源分部代表之採礦現金產生單位。

可收回金額為公允值減出售成本與使用價值兩者之較高者。採礦及勘探天然資源分部之可收回金額乃按使用價值計算及若干關鍵假設釐定。就減值測試而言，使用價值乃根據本集團管理層批准之五至二十年（二零一九年：四至十九年）期間之財務預算使用現金流預測計算。計算使用價值採用稅前貼現率為25.7%（二零一九年：介乎24.36%至25.87%）。估計貼現未來稅前現金流量之其他關鍵假設包括估計增長率為0.2%（二零一九年：0.3%）之金屬鎢售價、估計未來生產成本、估計未來運營成本、可收回儲備、資源及勘探潛能及匯率。

於二零一八年十一月及二零一九年八月，本集團委聘獨立合資格礦產技術顧問根據澳大利亞礦產勘探結果、礦產資源量及可採儲量的報告規則編製最新資源估算技術報告（「最新資源估算技術報告」）及截至二零一八年及二零一九年十二月三十一日止年度，彼等已進行有關烏蘭烏拉、蒼希格及科布多河採礦權的可採儲量、資源及勘探潛能的首階段及第二階段開採工程。此外，本公司董事已計劃就蒼希格採礦權開展第三階段開採工作，然而，由於檢疫措施及中國及蒙古於2019冠狀病毒病疫情期間施行的出行限制，二零二零年尚未開始第三階段開採工作。

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22. IMPAIRMENT TESTING ON MINING RIGHTS (Continued)

Based on the Updated Resource Estimation Technical Report issued by the qualified mineral technical adviser with reference to their first and second phase of exploitation work conducted, the tungsten grades of the mining rights in Ulaan Uul, Tsunkheg and Khovd Gol are considerably lower than the tungsten grades indicated in the previous resource estimation technical report prepared in 2008 ("Previous Resource Estimation Technical Report"), while the volume of the exploration potential of the mining rights in Ulaan Uul, Tsunkheg and Khovd Gol is higher than the volume indicated in the Previous Resource Estimation Technical Report. Considering the increment in the estimated volume of recoverable reserves, resources and exploration potential of the mining rights in the Updated Resource Estimation Technical Report, the management of the Group expected that longer period of lives of the mine for the overall exploitation work and revised the financial budgets covering a period of five to twenty years (2019: four to nineteen years) for cash flow projection.

Based on the above findings from the Updated Resource Estimation Technical Report, the Group engaged a PRC professional firm to update the feasibility study report and also engaged Norton Appraisals Limited, independent qualified professional valuer, to perform the valuation of mining rights at 31 December 2020 (2019: Jones Lang LaSalle Corporation Appraisal and Advisory Limited) based on the Updated Resource Estimation Technical Report and the latest feasibility study report. With reference to the valuation of mining rights performed by valuer and the information available to the Group up to the report date, the directors of the Company were in the view that impairment losses of the mining rights amounting to approximately HK\$92,225,000 (2019: HK\$170,821,000) for the year ended 31 December 2020 need to be recognised for the Mining CGU in the consolidated statement of profit or loss and other comprehensive income as the recoverable amount of the Mining CGU was lower than (2019: lower than) its carrying amount.

22. 採礦權之減值測試(續)

根據合資格礦產技術顧問參考彼等所進行的首階段及第二階段開採工程所發出最新資源估算技術報告，烏蘭烏拉、蒼希格及科布多河採礦權的鎢等級明顯低於二零零八年編製之先前資源估計技術報告（「先前資源估計技術報告」）所示的鎢等級，而於烏蘭烏拉、蒼希格及科布多河之採礦權之勘探潛能儲量高於先前資源估計技術報告所示的儲量。經考慮最新資源估算技術報告採礦權的估計可採儲量、資源及勘探潛能增加後，本集團管理層預期礦場整個開採工程週期更長及修訂涵蓋現金流預測為期五至二十年（二零一九年：四至十九年）期間的財務預算。

基於上述來自最新資源估算技術報告之結果，本集團委聘一間中國專業公司以更新可行研究報告，亦委聘獨立合資格專業估值師普敦國際評估有限公司，基於最新資源估算技術報告及最新可行性研究報告對於二零二零年十二月三十一日之採礦權作出估值（二零一九年：仲量聯行企業評估及諮詢有限公司）。經參考估值師對採礦權作出的估值及本集團截至本報告日期可得之資料後，本公司董事認為，截至二零二零年十二月三十一日止年度需就採礦現金產生單位於綜合損益及其他全面收益表內確認採礦權之減值虧損約92,225,000港元（二零一九年：170,821,000港元），原因是採礦現金產生單位之可收回金額低於（二零一九年：低於）其賬面值。

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

22. IMPAIRMENT TESTING ON MINING RIGHTS (Continued)

The directors of the Company believe that the estimates and assumptions incorporated in the impairment assessment are reasonable; however, the estimates and assumptions are subject to significant uncertainties and judgements. Furthermore, the directors of the Company expected that the third phase of exploitation work can only start after the relaxation of quarantine measures and travel restrictions and the recoverable reserves, resources and exploration potential for the mining rights in Tsunkheg may differ from previous estimates and causing potential adjustments to the recoverable amount of the Mining CGU upon completion of the third phase of exploitation work.

If there are adverse changes in the key assumptions incorporated in the impairment assessment for the mining rights in Ulaan Uul, Tsunkheg and Khovd Gol, it would lead to the recognition of further impairment loss against the Mining CGU as follows:

22. 採礦權之減值測試(續)

本公司董事認為，減值評估所載的估計及假設屬合理，然而，估算及假設須受重大不明朗因素及判斷所規限。此外，本公司董事預期第三階段開採工程僅可在隔離措施及旅遊限制放寬後開展。因此蒼希格採礦權的可收回儲備、資源及勘探潛能可能有別於先前估計並導致於完成第三階段開採工程後對採礦現金產生單位可收回金額作出潛在調整。

倘烏蘭烏拉、蒼希格及科布多河採礦權減值評估產生的主要假設存在不利變動，其將導致對採礦現金產生單位作出的進一步減值虧損確認，如下所示：

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
5% relative increase in pre-tax discount rate	稅前貼現率相對增加5%	(9,691)	(18,363)
5% decrease in tungsten price	鎢價格減少5%	(13,878)	(31,010)
5% decrease in volume of recoverable reserves, resources and exploration potential	可採儲量、資源及勘探潛能減少5%	(1,241)	(2,324)
5% relative decrease in tungsten grades	鎢等級相對減少5%	(13,878)	(31,010)

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23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

23. 按公允值計入損益之金融資產

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Unlisted equity securities (Note)	非上市股本證券(附註)	609	571
Equity securities listed in Hong Kong	於香港上市股本證券	7,887	10,112
		8,496	10,683
<i>Analysed of reporting purposes as:</i>	<i>就呈報目的所作的分析：</i>		
Non-current assets	非流動資產	609	571
Current assets	流動資產	7,887	10,112
		8,496	10,683

Note: The amounts represent investments in unlisted equity securities issued by a private entity established in the PRC.

附註：該等金額指於中國成立之一間私營實體於已發行之非上市股本證券的投資。

Details of the valuation techniques and key inputs adopted for their fair value measurements are disclosed in Note 38(c).

其公允值計量所採用之估值技術及主要輸入數據之詳情於附註38(c)披露。

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24. RIGHT-OF-USE ASSETS

24. 使用權資產

		Leased properties 租賃物業 HK\$'000 千港元	
Carrying amount			
As at 31 December 2019		3,005	
As at 31 December 2020		6,189	
Depreciation charge			
For the year ended 31 December 2019		6,418	
For the year ended 31 December 2020		3,195	
		2020	2019
		HK\$'000	HK\$'000
		二零二零年	二零一九年
		千港元	千港元
Expense relating to short-term leases	有關短期租賃之開支	600	3,078
Total cash outflow for leases	租賃現金流出總額	3,823	9,698
Additions to right-of-use assets	添置使用權資產	6,754	1,511

For both years, the Group leases offices premises and car parks for its operation. Lease contracts are entered into for fixed term of 1 year to 5 years with fixed payment. The Group does not have the option to purchase the leased properties for a nominal amount at the end of the relevant lease terms or any extension/termination options which are solely at the Group's discretion. The Group's obligations are secured by the rental deposits for such leases. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

The Group regularly entered into short-term leases for car parks. As at 31 December 2020 and 2019, the portfolio of short-term leases is similar to the portfolio of short term leases to which the short-term lease expense disclosed above.

於兩個年度內，本集團就其營運租賃辦公室物業及停車場。租賃合約乃按固定租期介乎1年至5年並具固定還款訂立。本集團無權於相關租賃條款期滿後以名義金額購買租賃物業，或僅由本集團自行決定的任何延期／終止選擇權。本集團之責任乃以該等租賃之租金按金作抵押。租賃條款乃按個別基準磋商並包含各類不同條款及條件。釐定租賃期並評估不可撤銷期間的時長時，本集團採用合約的定義並釐定合約可強制執行的期限。

本集團定期訂立停車場短期租賃。於二零二零年及二零一九年十二月三十一日，短期租賃投資組合與上述披露的短期租賃開支所對應的短期租賃投資組合類似。

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24. RIGHT-OF-USE ASSETS (Continued)

Restrictions or covenants on leases

In addition, lease liabilities of approximately HK\$6,319,000 (2019: HK\$3,081,000) are recognised with related right-of-use assets of approximately HK\$6,189,000 (2019: HK\$3,005,000) as at 31 December 2020. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Details of the lease maturity analysis of lease liabilities are set out in Notes 33 and 38(b).

25. INVENTORIES

Inventories represent goods held for resale.

26. ACCOUNTS RECEIVABLE

As at 1 January 2019, accounts receivables from contracts with customers amounted to approximately HK\$6,964,000. The Group allows a credit period of 30 to 120 days (2019: 30 to 120 days) to its customers depending on the type of products sold.

24. 使用權資產 (續)

有關租賃的限制或契諾

此外，於二零二零年十二月三十一日，就有關約6,189,000港元(二零一九年：3,005,000港元)的使用權資產確認約6,319,000港元(二零一九年：3,081,000港元)的租賃負債。除於出租人持有之租賃資產內之證券權益之外，並無對租賃協議施加任何契諾。租賃資產不得用作借貸之抵押品。

有關該等租賃負債之租賃到期日分析詳情載於附註33及38(b)。

25. 存貨

存貨指持作轉售之貨品。

26. 應收賬款

	2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Accounts receivable arising from the sales of medical equipment 銷售醫療設備產生的應收賬款	5,142	4,401
Less: Allowance for credit losses 減：信貸虧損撥備	(1,441)	(157)
	3,701	4,244

於二零一九年一月一日，應收客戶合約賬款為約6,964,000港元。本集團按所售產品類型授予其客戶30至120天(二零一九年：30至120天)之信貸期。

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26. ACCOUNTS RECEIVABLE (Continued)

The following is an aged analysis of accounts receivable, net of allowance for credit losses, presented based on the invoice dates which approximated to the respective revenue recognition dates:

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Within 30 days	30日內	1,098	1,168
31 – 90 days	31至90日	148	–
91 – 120 days	91至120日	535	102
Over 120 days	120日以上	1,920	2,974
		3,701	4,244

As at 31 December 2020, included in the Group's accounts receivable are debtors with aggregate carrying amount of approximately HK\$2,422,000 (2019: HK\$3,698,000) which are past due as at the reporting date. Out of the past due balances, approximately HK\$1,788,000 (2019: HK\$2,478,000) has been past due 90 days or more and is not considered as in default by considering the background of the accounts receivables and historical settlement arrangement of these accounts receivable. The Group does not hold any collateral over the balances.

Details of impairment assessment of accounts receivable are set out in Note 38(b).

26. 應收賬款(續)

以下為按發票日期(與各自收入確認日期相若)呈列的應收賬款(扣除信貸虧損撥備)賬齡分析:

於二零二零年十二月三十一日,本集團的應收賬款包括於報告日期已逾期的總賬面值約2,422,000港元(二零一九年:3,698,000港元)的應收賬款。於已逾期結餘中,約1,788,000港元(二零一九年:2,478,000港元)已逾期90日或以上,惟經考慮應收賬款背景及該等應收賬款的歷史結算安排,尚未視為違約。本集團並無持有任何結餘抵押。

應收賬款之減值評估詳情載於附註38(b)。

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27. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

27. 其他應收款項、按金及預付款項

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Consideration receivable from disposal of Hangzhou Tai Rong, net of allowance for credit losses (Note)	出售杭州太榮應收代價 (扣除信貸虧損撥備) (附註)	928,969	1,057,910
Interest receivable from consideration receivable, net of allowance for credit losses (Note)	應收代價之應收利息 (扣除信貸虧損撥備) (附註)	31,976	-
Deposit paid for acquisition of subsidiaries (Note 45)	收購附屬公司支付的按金 (附註45)	118,075	-
Rental and other deposits	租金及其他按金	690	1,058
Other receivables, net of allowance for credit losses, and prepayments	其他應收款項(扣除信貸虧損撥備)及預付款項	4,195	2,791
		1,083,905	1,061,759
<i>Analysed of reporting purposes as:</i>	<i>就呈報目的所作的分析:</i>		
Non-current assets	非流動資產	118,765	-
Current assets	流動資產	965,140	1,061,759
		1,083,905	1,061,759

Note: As disclosed in Note 40(a), the Group had entered into a sales and purchase agreement with 廣州格菲黃金商貿有限公司 (the "Purchaser") to dispose of its entire equity interest of Hangzhou Tai Rong on 31 August 2018 at a cash consideration of RMB1,550,000,000 (equivalent to approximately HK\$1,727,320,000). In August 2019, the Group had entered into a supplemental agreement with the Purchaser to amend certain terms of the sale and purchase agreement (the "Supplemental Agreement"). In accordance with the Supplemental Agreement, the settlement date of the consideration receivable from disposal of Hangzhou Tai Rong has been extended to 31 August 2020 with interest bearing ranged from 5% to 9% per annum when the remaining consideration is not able to settle in full on or before 31 December 2019.

附註：誠如附註40(a)所披露，本集團於二零一八年八月三十一日與廣州格菲黃金商貿有限公司（「買方」）訂立買賣協議，以出售其於杭州太榮之全部股權，現金代價為人民幣1,550,000,000元（相等於約1,727,320,000港元）。於二零一九年八月，本集團與買方訂立補充協議（「補充協議」），以修訂買賣協議之若干條款。根據補充協議，出售杭州太榮之應收代價之結付日期已於剩餘代價無法於二零一九年十二月三十一日或之前悉數結清時延長至二零二零年八月三十一日，利息介乎每年5%至9%。

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27. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

During the year ended 31 December 2020, the outbreak of respiratory illness caused by COVID-19 pandemic has been expanded across globally and the Purchaser has failed to settle the remaining consideration on 31 August 2020. The Group then started to negotiate with the Purchaser and agreed to further extend the repayment date to 30 April 2021 with interest bearing at 9% per annum. In February 2021, the remaining consideration receivable amounting to RMB800,000,000 (equivalent to approximately HK\$950,800,000) were fully settled.

Details of the above disposal were set out in the Company's announcement dated 15 June 2018, 28 August 2018 and 25 August 2019.

Details of impairment assessment of other receivables and deposits are set out in Note 38(b).

28. BANK BALANCES AND CASH

The bank balances carry interest at prevailing market rates per annum.

For the years ended 31 December 2020 and 2019, the Group performed impairment assessment on bank balances and concluded that the probability of defaults of the counterparty banks are insignificant and accordingly, no allowance for credit losses is provided.

29. ACCRUED LIABILITIES AND OTHER PAYABLES

Accrued expenses	應計開支
Interest payable	應付利息
Other tax payables	其他應付稅項
Other payables	其他應付款項

27. 其他應收款項、按金及預付款項(續)

於截至二零二零年十二月三十一日止年度，由2019冠狀病毒病疫情引起的呼吸道疾病疫情在全球範圍蔓延且買方未能二零二零年八月三十一日結付餘下代價。隨後，本集團開始與買方進行磋商並同意將還款日期進一步延長至二零二一年四月三十日，利息為每年9%。於二零二一年二月，餘下應收代價人民幣800,000,000元(相當於約950,800,000港元)已悉數結付。

上述出售之詳情載於本公司日期為二零一八年六月十五日、二零一八年八月二十八日及二零一九年八月二十五日之公告。

有關其他應收款項及按金之減值評估詳情載於附註38(b)。

28. 銀行結餘及現金

銀行結餘按現行市場年利率計息。

截至二零二零年及二零一九年十二月三十一日止年度，本集團對銀行結餘進行減值評估並認為對手方銀行違約的可能性甚微，故此，並無就信貸虧損作出撥備。

29. 應計負債及其他應付款項

	2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Accrued expenses	8,314	1,880
Interest payable	1,017	1,568
Other tax payables	6,460	1,490
Other payables	1,759	1,502
	17,550	6,440

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30. BORROWINGS

Secured variable-rate bank borrowing	有抵押浮息銀行借貸
Unsecured fixed-rate bank borrowing	無抵押定息銀行借貸

As at 31 December 2020, the secured variable-rate bank borrowing of approximately HK\$232,005,000 (2019: HK\$281,471,000) carried interest at the London Interbank Offered Rates ("LIBOR") plus a margin of 2.75% (2019: 2.75%) per annum, which the effective interest rate is 3.04% (2019: 3.56%) per annum.

It contains a repayment on demand clause and contractually repayable within one year based on scheduled repayment dates set out in the loan agreement and shown under current liabilities. Details of charges over the borrowing are disclosed in Note 41.

As at 31 December 2020, the unsecured fixed-rate bank borrowing amounting to approximately HK\$3,621,000 (2019: Nil) which is unguaranteed, carried at fixed interest rate of 4.10% and is repayable within one year.

The secured borrowings contains a repayment on demand clause (shown under current liabilities) but contractually repayable within one year based on scheduled repayment dates set out in the loan agreement.

Details of charges over the borrowings are disclosed in Note 41.

30. 借貸

2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
232,005	281,471
3,621	–
235,626	281,471

於二零二零年十二月三十一日，有擔保浮息銀行借貸約232,005,000港元（二零一九年：281,471,000港元）按倫敦銀行同業拆息率（「倫敦銀行同業拆息率」）加2.75%（二零一九年：2.75%）之年利率計息，其實際年利率為3.04%（二零一九年：3.56%）。

其包含按條款償還的付款，及根據貸款協議載列之還款安排日期於一年內按合約還款並於流動負債項下列示。借貸之質押詳情披露於附註41。

於二零二零年十二月三十一日，無抵押定息銀行借貸為約3,621,000港元（二零一九年：無），其為無擔保、按固定利率4.10%計息並須於一年內償還。

有擔保借貸包含按條款償還的付款（於流動負債項下列示），惟根據貸款協議載列之還款安排日期於一年內按合約還款。

借貸之質押詳情披露於附註41。

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31. OTHER LOAN

The loan is initially measured at amortised cost, based on the present value of the estimated future cash outflow discounted using the effective interest rate of 7% per annum and the initial fair value adjustment on other loan is recognised as other capital contribution reserve in prior years.

In December 2018, the Group had agreed with a third party to change the terms of the loan with carrying amount of approximately HK\$123,585,000 as unsecured, non-interest bearing and repayable on demand. The directors of the Company considered that the above modification of the terms of the other loan does not constitute as substantial modification of financial liabilities under HKFRS 9 and does not result in derecognition and no adjustment to the carrying amount of the other loan is recognised in profit or loss at the date of modification. The other loan was fully repaid during the year ended 31 December 2020.

32. DEFERRED TAX

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of deferred tax balances for financial reporting purposes.

Deferred tax assets	遞延稅項資產
Deferred tax liabilities	遞延稅項負債

31. 其他貸款

該貸款首次按攤銷成本計量，乃基於採用7%之實際年利率貼現估計未來現金流出現值作出，而於過往年度就其他貸款之初始公允值調整已確認為其他注資儲備。

於二零一八年十二月，本集團與第三方同意更改貸款的條款，以變更賬面值約123,585,000港元之貸款為無抵押、不計息及按要求償還。本公司董事認為，根據香港財務報告準則第9號，上述其他貸款的條款修訂並不構成對財務負債的重大修改及於修訂日期不會導致取消確認，以及並無其他貸款賬面值調整於損益中確認。截至二零二零年十二月三十一日止年度，其他貸款已獲悉數償還。

32. 遞延稅項

就於綜合財務狀況表內呈報目的而言，若干遞延稅項資產及負債已抵銷。以下為就財務報告目的而做出的遞延稅項餘額分析：

	2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Deferred tax assets	(5,600)	(39)
Deferred tax liabilities	-	23,027
	(5,600)	22,988

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32. DEFERRED TAX (Continued)

The following are the major deferred tax (assets) liabilities recognised and movements thereon during the current and prior years:

		Impairment loss of mining rights 採礦權 減值虧損 HK\$'000 千港元	Revaluation of investment properties 重估投資物業 HK\$'000 千港元	Provision of ECL 預期信貸 虧損撥備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2019 (Credited) charged to profit or loss (Note 13)	於二零一九年一月一日 (計入) 扣自損益(附註13)	65,733	-	(615)	65,118
(Credited) charged to profit or loss for the assets reclassified as held-for-sale (Note 13)	(計入) 扣自重新分類為持作 出售之資產損益(附註13)	(42,706)	-	600	(42,106)
Reclassified as held-for-sale	重新分類為持作出售	-	(4,353)	4,116	(237)
Exchange realignment	匯兌調整	-	4,353	(4,116)	237
		-	-	(24)	(24)
At 31 December 2019	於二零一九年十二月 三十一日	23,027	-	(39)	22,988
Credited to profit or loss (Note 13)	計入損益(附註13)	(23,027)	-	(5,561)	(28,588)
At 31 December 2020	於二零二零年 十二月三十一日	-	-	(5,600)	(5,600)

At the end of the reporting period, the Group has estimated unused tax losses of approximately HK\$865,706,000 (2019: HK\$833,642,000) available for offset against future profits. A deferred tax asset has been recognised in respect of such losses amounting to approximately HK\$8,156,000 during the year ended 31 December 2017 and being fully utilised during the year ended 31 December 2019. No deferred tax asset has been recognised in respect of the remaining tax losses due to the unpredictability of future profit streams during the years ended 31 December 2020 and 2019. Included in unrecognised tax losses are losses of approximately HK\$71,454,000 (2019: HK\$77,814,000) that will expire from 2021 to 2025. Other losses may be carried forward indefinitely.

At the end of the reporting period, the Group has deductible temporary differences arising from impairment loss of mining rights of approximately HK\$118,000 (2019: nil). No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised in foreseeable future.

32. 遞延稅項(續)

於當前及過往年度內已確認之主要遞延稅項(資產)負債及其變動詳情如下:

於報告期末，本集團之估計未動用稅項虧損約865,706,000港元(二零一九年：833,642,000港元)可用以抵銷未來溢利。於截至二零一七年十二月三十一日止年度內，就該等虧損約8,156,000港元確認遞延稅項資產並於截至二零一九年十二月三十一日止年度內獲悉數動用。於截至二零二零年及二零一九年十二月三十一日止年度內，由於未來溢利來源之不可預測性，故並無就餘下稅項虧損確認遞延稅項資產。未確認稅項虧損包括虧損約71,454,000港元(二零一九年：77,814,000港元)將自二零二一年至二零二五年屆滿。其他虧損可無限期結轉。

於報告期末，本集團存在因採礦權之減值虧損產生之可扣減暫時差額約118,000港元(二零一九年：無)。並無就有關可扣減暫時差額確認遞延稅項資產，原因為可見將來不太可能存在可使用可扣減暫時差額之應課稅溢利。

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32. DEFERRED TAX (Continued)

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the Group's subsidiaries in the PRC from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary difference attributable to the retained profits earned by the subsidiaries in the PRC amounting to approximately HK\$670,286,000 as at 31 December 2020 (2019: HK\$552,143,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Under the Provisional Regulations of LAT (《中華人民共和國土地增值稅暫行條例》) effective on 1 January 1994, and the Detailed Implementation Rules on the Provisional Regulations of the PRC on LAT (《中華人民共和國土地增值稅暫行條例實施細則》) effective from 27 January 1995, all income from the sales or transfer of state-owned land use rights, buildings and their attached facilities in the PRC is subject to LAT at progressive rates ranging from 30% to 60% of the appreciation value, being the proceeds of sales of properties less deductible expenditures in relation to the gains arising from sales of properties in the PRC effective from 1 January 2004. Deferred taxation of LAT has been provided for in the consolidated financial statements in respect of appreciation value of investment properties classified as held-for-sale located in the PRC during the year ended 31 December 2019.

32. 遞延稅項 (續)

根據中國企業所得稅法，自二零零八年一月一日起，就本集團之中國附屬公司賺取之溢利宣派之股息徵收預提稅。於二零二零年十二月三十一日，並未於綜合財務報表內就中國附屬公司賺取之保留溢利應佔暫時性差額計提遞延稅項約670,286,000港元(二零一九年：552,143,000港元)，原因為本集團能夠控制暫時性差額之撥回時間且該暫時性差額在可預見將來將不可能撥回。

根據自一九九四年一月一日生效之《中華人民共和國土地增值稅暫行條例》，及自一九九五年一月二十七日生效之《中華人民共和國土地增值稅暫行條例實施細則》，所有來自銷售或轉讓中國國有土地使用權、樓宇及其附屬設施之收入須根據土地增值稅按介乎30%至60%之增值累進稅率繳稅，即銷售物業所得款項減就銷售中國物業產生之收益之可扣減開支，自二零零四年一月一日起生效。截至二零一九年十二月三十一日止年度，土地增值稅遞延稅項已就位於中國之分類為持作出售之投資物業之增值於綜合財務報表內計提撥備。

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33. LEASE LIABILITIES

33. 租賃負債

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Lease liabilities payable:	應付租賃負債：		
Within one year	一年內	2,383	1,853
Within a period of more than one year but not exceeding two years	期限超過一年但不超過兩年	3,936	290
Within a period of more than two years but not exceeding five years	期限超過兩年但不超過五年	-	938
		6,319	3,081
Less: Amount due for settlement within 12 months shown under current liabilities	減：流動負債項下所示須於 十二個月內結清之 到期款項	(2,383)	(1,853)
Amount due for settlement after 12 months shown under non-current liabilities	非流動負債項下所示須於 十二個月之後結清之到期款項	3,936	1,228

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34. SHARE CAPITAL

34. 股本

		Number of shares 股份數目	Share capital 股本 HK\$'000 千港元
Authorised ordinary shares at HK\$0.05 per share	按每股 0.05 港元之法定普通股		
At 1 January 2019, 31 December 2019 and 31 December 2020	於二零一九年一月一日、二零一九年十二月 三十一日及二零二零年十二月三十一日	34,566,666,668	1,728,333
Issued and fully paid ordinary shares at HK\$0.05 per share	按每股 0.05 港元之已發行及繳足普通股		
At 1 January 2019, 31 December 2019 and 31 December 2020	於二零一九年一月一日、二零一九年十二月 三十一日及二零二零年十二月三十一日	5,250,019,852	262,501
Authorised preference shares at HK\$0.05 per share	按每股 0.05 港元之法定優先股		
At 1 January 2019, 31 December 2019 and 31 December 2020	於二零一九年一月一日、二零一九年十二月 三十一日及二零二零年十二月三十一日	5,433,333,332	271,666
Issued and fully paid preference shares at HK\$0.05 per share	按每股 0.05 港元之已發行及繳足優先股		
At 1 January 2019, 31 December 2019 and 31 December 2020	於二零一九年一月一日、二零一九年十二月 三十一日及二零二零年十二月三十一日	-	-

35. OPERATING LEASING ARRANGEMENTS

35. 經營租賃安排

The Group as lessor

The investment properties held by the Group for rental purposes are expected to generate rental yield of 0.83% (2019: 0.82%) on an ongoing basis. Undiscounted lease payments receivable on leases are as follows:

本集團作為出租人

本集團持作租賃目的之投資物業預期將持續產生0.83%（二零一九年：0.82%）的租金收益率。就租賃應收的未貼現租賃付款如下：

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Within one year	一年內	96	96

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36. RELATED PARTY DISCLOSURES

The Group has no significant transactions and balances with related parties during the years ended 31 December 2020 and 2019.

Compensation of key management personnel

The remuneration of executive directors, being the key management personnel, are set out in Note 15, which is determined by the remuneration committee having regard to the performance of individuals and market trends.

37. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders, to support the Group's stability and growth, and to strengthen the Group's financial management capability.

The capital structure of the Group consists of net debts, which includes borrowings, other loan and lease liabilities disclosed in Notes 30, 31 and 33, respectively, net of bank balances and cash and equity attributable to owners of the Company, comprising issued share capital and other reserves.

The directors of the Company actively and regularly reviews its capital structure and make adjustments in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payables to shareholders, issue new shares or raise new debts and repay existing debts. The Group's capital management objectives, policies or processes were unchanged from previous year.

36. 關聯方披露

截至二零二零年及二零一九年十二月三十一日止年度，本集團與關聯方並無重大交易及結餘。

主要管理人員之薪酬

執行董事(即主要管理人員)之薪酬載於附註15，其薪酬乃由薪酬委員會經考慮個人表現及市場趨勢後釐定。

37. 資本風險管理

本集團管理其資本，旨在確保本集團的實體經營，亦為股東締造最大回報、支持本集團的穩定及增長、以及增強本集團的財務管理能力。

本集團的資本架構包括負債淨額(分別包括附註30、31及33披露的借貸、其他貸款及租賃負債)，扣除銀行結餘及現金及本公司擁有人應佔權益(包括已發行股本及其他儲備)。

本公司董事積極及定期審閱其資本架構，並根據經濟狀況的變動作出調整。為維持或調整資本架構，本集團或會調整派付予股東的股息、發行新股或籌集新債及償還現有債務。自過往年度以來，本集團管理資本的目標、政策或程序概無任何變動。

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38. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Financial assets	金融資產		
FVTPL	按公允值計入損益	8,496	10,683
Amortised cost	攤銷成本	1,464,241	1,624,452
Financial liabilities	金融負債		
Amortised cost	攤銷成本	238,402	405,499

(b) Financial risk management objectives and policies

The Group's major financial instruments include financial assets at FVTPL, accounts receivable, other receivables and deposits, bank balances and cash, other payables, borrowings and other loan. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

38. 金融工具

(a) 金融工具的類別

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Financial assets	金融資產		
FVTPL	按公允值計入損益	8,496	10,683
Amortised cost	攤銷成本	1,464,241	1,624,452
Financial liabilities	金融負債		
Amortised cost	攤銷成本	238,402	405,499

(b) 財務風險管理目標及政策

本集團的主要金融工具包括指定按公允值計入損益之金融資產、應收賬款、其他應收款項及按金、銀行結餘及現金、其他應付款項、借貸及其他貸款。與該等金融工具相關的風險包括市場風險（貨幣風險、利率風險及其他價格風險）、信貸風險及流動資金風險。有關如何降低該等風險的政策載於下文。管理層管理及監控該等風險以確保及時有效實施適當措施。

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38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk

(i) Currency risk

Several subsidiaries of the Company have the foreign currency bank balances, which also exposes the Group to foreign currency risk. In addition, the subsidiary of the Company has intra-group loan with a subsidiary denominated in foreign currency which also exposes the Group to foreign currency risk.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

38. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

市場風險

(i) 貨幣風險

本公司若干附屬公司的外幣銀行結餘亦使本集團承受外幣風險。此外，本公司附屬公司與一間以外幣計值的附屬公司擁有集團內貸款，其亦使本集團承受外幣風險。

於報告期末，本集團以外幣計值的貨幣資產及貨幣負債的賬面值如下：

		Liabilities 負債		Assets 資產	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
United States Dollar ("US\$")	美元(「美元」)	–	–	22,820	26,933
Renminbi ("RMB")	人民幣(「人民幣」)	–	–	1,928	1,894
GBP	英鎊	–	–	6	6
HK\$	港元	–	–	–	14
Singapore Dollar	新加坡元	–	–	337	353
Inter-group loan HK\$	集團間貸款 港元	736,925	945,000	–	–

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38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(i) Currency risk (Continued)

The Group currently does not have a foreign exchange hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arises.

Sensitivity analysis

The Group is mainly exposed currency risk related to US\$, RMB and HK\$.

For the entities of which their functional currency is HK\$ while holding assets denominated in US\$, the directors of the Company consider that as HK\$ is pegged to US\$, the Group is not subject to significant foreign currency risk from change in foreign exchange rate of HK\$ against US\$ and hence only consider the sensitivity of the change in foreign exchange rate of HK\$ against currencies other than US\$.

The sensitivity analysis includes only outstanding monetary items which are denominated in relevant foreign currencies and adjusts its translation at the year end for a 5% change in relevant foreign currencies exchange rates.

38. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

市場風險 (續)

(i) 貨幣風險 (續)

本集團現時並無任何外匯對沖政策。然而，本集團管理層會監測外匯風險並將於有需要時考慮對沖重大外匯風險。

敏感度分析

本集團主要面臨與美元、人民幣及港元相關的貨幣風險。

針對功能貨幣為港元而持有以美元計值的資產之實體，本公司董事認為，港元與美元掛鈎，本集團不存在港元兌美元外匯匯率變動的重大外幣風險，因此，僅考慮港元兌美元以外之貨幣的外匯匯率變動的敏感度分析。

敏感度分析僅包括未償還之以相關外幣計值的貨幣項目，並於年末就有關外幣匯率變動之5%調整其換算。

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38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(i) Currency risk (Continued)

Sensitivity analysis (Continued)

The following table details the Group's sensitivity to a 5% (2019: 5%) increase and decrease in the functional currency of the group entities against the relevant foreign currencies. 5% (2019: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. It did not take into consideration the foreign currency forward contracts outstanding at the end of each reporting period as the directors of the Company consider that the relevant currency risk exposure is minimal. The analysis illustrates the impact for a 5% strengthening of the functional currency of the relevant group entities against the relevant currency and a positive and negative number below indicates a decrease and an increase in loss respectively. For a 5% weakening of the functional currency of the relevant group entities against the relevant currency, therefore would be an equal and opposite impact on the loss or profit.

38. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

市場風險 (續)

(i) 貨幣風險 (續)

敏感度分析 (續)

下表詳列為本集團以集團實體的功能貨幣兌有關外幣升跌5% (二零一九年：5%)之敏感度。於向內部主要管理人員報告外幣風險時應用之敏感度比率為5% (二零一九年：5%)，為管理層對外匯匯率合理可能變動之評估。其並未計及各報告期末之尚未結清的外幣遠期合約，原因為本公司董事認為相關貨幣風險極微。分析說明有關集團實體的功能貨幣兌相關貨幣升值5%的影響，而下文的正負數字分別說明虧損的減少及增加。倘有關集團實體的功能貨幣兌相關貨幣時貶值5%，將對虧損或溢利有等值及相反的影響。

	RMB Impact (i)		HK\$ Impact (ii)	
	人民幣影響 (i)		港元影響 (ii)	
	2020	2019	2020	2019
	二零二零年	二零一九年	二零二零年	二零一九年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
(Increase) decrease in loss before tax 除稅前虧損 (增加)減少	(96)	(95)	36,846	47,249

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38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(i) Currency risk (Continued)

Sensitivity analysis (Continued)

- (i) This is mainly attributable to the exposure on bank balances denominated in RMB at the end of reporting period.
- (ii) This is mainly attributable to the exposure on bank balances and an inter-group loan denominated in HK\$ at the end of reporting period.

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the relevant years.

(ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate consideration receivable from disposal of Hangzhou Tai Rong as disclosed in Note 27, fixed-rate bank borrowing as disclosed in Note 30 and lease liabilities as disclosed in Note 33. The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances as disclosed in Note 28 and variable-rate borrowing as disclosed in Note 30. The Group's cash flow interest rate risk is mainly concentrated on the fluctuations of LIBOR arising from the Group's GBP denominated borrowing. It is the Group's policy to keep its borrowings at floating interest rate so as to minimise the fair value interest rate risk. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook.

The Group currently does not use any derivative contracts to hedge its exposure to interest rate risk. However, the management will consider hedging significant interest rate exposure should the need arise.

38. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

市場風險 (續)

(i) 貨幣風險 (續)

敏感度分析 (續)

- (i) 主要由於報告期末以人民幣計值的銀行結餘的匯兌風險。
- (ii) 主要由於報告期末以港元計值的銀行結餘及集團間貸款的匯兌風險。

管理層認為，由於年末的風險並不能反映相關年度風險，故敏感度分析不能代表固有外匯風險。

(ii) 利率風險

本集團面臨附註27所披露的出售杭州太榮定息應收代價、附註30所披露的定息銀行借貸及附註33所披露的租賃負債的公允值利率風險。本集團亦面臨附註28所披露的有關浮息銀行結餘及附註30所披露的浮息借貸現金流量利率風險。本集團的現金流量利率風險主要集中於本集團以英鎊計價的借款產生的倫敦銀行同業拆借利率波動。本集團的政策為保持其借貸按浮動利率計息，以將公允值利率風險最小化。本集團基於利率層級及前景透過評估任意利率變動產生的潛在影響管理其利率風險。

本集團現時並無利用任何衍生工具合約對沖其所面臨的利率風險。然而，管理層將於有需要時考慮對沖重大利率風險。

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38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(ii) Interest rate risk (Continued)

Total interest income from financial assets that are measured at amortised cost is as follows:

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Other income	其他收入		
Financial assets at amortised cost	按攤銷成本列賬之 金融資產	83,594	50,087

Interest expense on financial liabilities not measured at FVTPL:

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Financial liabilities at amortised cost	按攤銷成本列賬之金融負債	8,867	15,291

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates at the end of the reporting period. The analysis is prepared assuming the financial instruments at the end of the reporting period were outstanding for the whole year. A 50 basis points (2019: 50 basis points) increase or decrease which represents management's assessment of the reasonably possible change in interest rates is used. Bank balances are excluded from sensitivity analysis as the directors of the Company consider that the exposure of cash flow interest rate risk arising from variable-rate bank balances is insignificant.

If interest rates had been 50 basis points (2019: 50 basis points) higher/lower and all other variables were held constant, the Group's pre-tax loss for the year ended 31 December 2020 would increase/decrease by approximately HK\$1,160,000 (2019: pre-tax loss increase/decrease by approximately HK\$1,407,000).

38. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

市場風險 (續)

(ii) 利率風險 (續)

按攤銷成本計量之金融資產之總利息收入如下：

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Other income	其他收入		
Financial assets at amortised cost	按攤銷成本列賬之 金融資產	83,594	50,087

並非按公允值計入損益之金融負債之利息支出如下：

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Financial liabilities at amortised cost	按攤銷成本列賬之金融負債	8,867	15,291

敏感度分析

下文敏感度分析乃於報告期末根據利率風險而釐定。分析乃假設於報告期末的金融工具於整個年度仍未償還而編製。增加或減少50個基點(二零一九年：50個基點)為管理層對所採用的利率合理可能變動之評估。由於本公司董事認為自浮息銀行結餘產生之現金流量利率風險敞口並不重大，故敏感性分析並不包括銀行結餘。

倘利率上升/下跌50個基點(二零一九年：50個基點)，而所有其他變數保持不變，則本集團截至二零二零年十二月三十一日止年度之除稅前虧損將增加/減少約1,160,000港元(二零一九年：除稅前虧損增加/減少約1,407,000港元)。

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38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(iii) Other price risk

The Group is exposed to equity price risk through its investments in listed and unlisted equity securities. The directors of the Company manage this exposure by maintaining a portfolio of investments with different risks. The Group's equity price risk is mainly concentrated on equity instruments of entities which are quoted in Stock Exchange in Hong Kong. The Group currently does not use any derivative contracts to hedge its exposure to other price risk. However, the management has appointed a team to monitor the price risk and will consider hedging the risk exposure should that needs arise.

No sensitivity analysis is presented for the years ended 31 December 2020 and 2019 as the management considers that the Group's exposure to other price risk is insignificant.

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to accounts receivable, other receivables and deposits, bank balances and cash. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets, except that the credit risks associated with consideration receivable from disposal of Hangzhou Tai Rong and related interest receivables include in the other receivables is greatly reduced because such balances are secured over properties.

38. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

市場風險 (續)

(iii) 其他價格風險

本集團因其於上市及非上市股本證券的投資而面臨股本價格風險。本公司董事通過維持帶有不同風險之投資組合管理該風險。本集團之股本價格風險主要集中於香港的聯交所報價的實體的股本工具。本集團現時並無使用任何衍生工具合約對沖其他價格風險。然而，管理層已委任一組人員監測價格風險並將於有需要時考慮對沖有關風險。

於截至二零二零年及二零一九年十二月三十一日止年度，並無呈列敏感度分析，原因為管理層認為本集團所面臨之其他價格風險並不重大。

信貸風險及減值評估

信貸風險指本集團因對手方違反彼等之合約責任導致其蒙受財務虧損的風險。本集團之信貸風險敞口主要為應收賬款、其他應收賬款及按金、銀行結餘及現金。本集團並無就與其金融資產相關之信貸風險持有任何抵押品或其他信用提升物品，惟與計入其他應收賬款之出售杭州太榮應收代價及相關應收利息相關之信貸風險大幅降低除外，原因為有關結餘乃由若干物業提供擔保。

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38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The Group performed impairment assessment for financial assets under ECL model. Information about the Group's credit risk management, maximum credit risk exposures and the related impairment assessment, if applicable, are summarised as below:

Accounts receivable arising from contracts with customers

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals and to determine any debt recovery action on those delinquent accounts receivable arising from contracts with customers. Before granting credit to these customers, the Group reviews the credit quality and defines credit limits by these customers. Limits attributed to these customers are reviewed once a year and each customer has a maximum credit limit. The Group maintains a defined credit policy to assess the credit quality of these customers and seeks to maintain strict control over its outstanding receivables so as to minimise credit risk. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group's concentration of credit risk by geographical locations is mainly in the PRC, which accounted for 100% (2019: 100%) of the total accounts receivable as at 31 December 2020. In addition, the Group performs impairment assessment under ECL model on credit-impaired accounts receivable individually. The remaining non-credit-impaired accounts receivable are assessed collectively and grouped based on shared credit risk characteristics by reference to the Group's past due status of outstanding balances, nature, size and industry of debtors and external credit ratings. Impairment of approximately HK\$1,284,000 is recognised (2019: HK\$26,000 is reversed) during the year ended 31 December 2020. Details of the quantitative disclosures are set out below in this note.

38. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

本集團已根據預期信貸虧損模式對金融資產進行減值評估。有關本集團之信貸風險管理、最大信貸風險敞口及相關減值評估(倘適用)之資料概述如下：

來自客戶合約之應收賬款

為將信貸風險減至最低，本集團管理層已委派一組人員負責釐定信貸限額及信貸批准及就該等逾期的來自客戶合約之應收賬款作出任何收回債項行動。於向該等客戶授出信貸前，本集團會評估客戶之信貸質素及界定信貸限額。授予該等客戶之限額每年檢討一次及每名客戶均有最高信貸限額。本集團設有界定信貸政策以評估該等客戶之信貸質素及尋求對其尚未償還應收款項實施嚴密監控，以將信貸風險降至最低。就此而言，本公司董事認為本集團的信貸風險已大幅降低。

本集團按地理位置劃分之信貸風險主要集中在於中國，其於二零二零年十二月三十一日佔應收賬款總額之100% (二零一九年：100%)。此外，本集團對根據預期信貸虧損模式個別已信貸減值之應收賬款進行減值評估。餘下非信貸減值應收賬款乃參考本集團尚未償還結餘之逾期狀況、客戶之性質、規模及行業以及外部信貸評級基於共同信貸風險特徵共同進行評估及分類。於截至二零二零年十二月三十一日止年度內，已確認減值約1,284,000港元(二零一九年：撥回26,000港元)。有關定量披露之詳情載於此附註下文。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Other receivables and deposits

For other receivables and deposits, including consideration receivable from disposal of Hangzhou Tai Rong and related interest receivables, the directors of the Company make periodic individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. Except for the consideration receivable from disposal of Hangzhou Tai Rong and related interest receivables, the directors of the Company believe that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For the consideration receivable from disposal of Hangzhou Tai Rong and related interest receivables, the counterparty is not able to settle its these balances result in significant increase in credit risk. However, the credit risk of the consideration receivable from disposal of Hangzhou Tai Rong and related interest receivables is greatly reduced because such balances are secured over properties. Impairment of approximately HK\$28,336,000 is reversed (2019: HK\$56,486,000 is recognised) during the year ended 31 December 2020 and impairment of approximately HK\$5,568,000 is eliminated on disposal of subsidiaries during the year ended 31 December 2019. Details of the quantitative disclosures are set out below in this note.

38. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

其他應收賬款及按金

就其他應收賬款及按金(包括出售杭州太榮應收代價及相關應收利息)而言,本公司董事根據過往清償記錄、過往經驗以及合理可靠具前瞻性之定量及定性資料定期對其他應收賬款及按金之可收回性進行個別評估。除出售杭州太榮應收代價及相關應收利息除外,本公司董事認為,該等金額之信貸風險並無顯著提升,原因為其為初次確認且本集團乃根據12個月預期信貸虧損計提減值撥備。就出售杭州太榮應收代價及相關應收利息而言,對手方未能償付該等結餘及因此導致信貸風險大幅增加。然而,出售杭州太榮應收代價及相關應收利息之信貸風險已大幅減低,原因為有關結餘乃由若干物業提供擔保。於截至二零二零年十二月三十一日止年度內,已撥回減值約28,336,000港元(二零一九年:已確認56,486,000港元)及於截至二零一九年十二月三十一日止年度,於出售附屬公司時撇銷減值約5,568,000港元。有關定量披露之詳情載於此附註下文。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Bank balances

Credit risk on bank balances is limited because the counterparties are reputable banks with high credit ratings assigned by credit agencies. The Group assessed 12m ECL for bank balances by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. Based on the average loss rates, the 12m ECL on bank balances is considered to be insignificant.

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating 內部信貸評級	Description 描述	Accounts receivable 應收賬款	Other financial assets 其他金融資產
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 交易對手方違約風險低且過往並無任何逾期金額	Lifetime ECL – not credit-impaired 全期預期信貸虧損 – 未發生信貸減值	12m ECL 12個月預期信貸虧損
Watch list 觀察名單	Debtor frequently repays after due dates but usually settle in full 債務人屢次於逾期日期後還款，惟通常悉數償付	Lifetime ECL – not credit-impaired 全期預期信貸虧損 – 未發生信貸減值	12m ECL 12個月預期信貸虧損
Doubtful 呆賬	There have been significant increases in credit risk since initial recognition through information developed internally 透過內部編製之資料，自初步確認後信貸風險有大幅上升	Lifetime ECL – not credit-impaired 全期預期信貸虧損 – 未發生信貸減值	Lifetime ECL – not credit-impaired 全期預期信貸虧損 – 未發生信貸減值
Loss 虧損	There is evidence indicating the asset is credit-impaired 有證據顯示資產已發生信貸減值	Lifetime ECL – credit-impaired 全期預期信貸虧損 – 已發生信貸減值	Lifetime ECL – credit-impaired 全期預期信貸虧損 – 已發生信貸減值
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據顯示債務人陷入嚴重財務困難及本集團並無實質性復甦前景	Amount is written off 撇銷金額	Amount is written off 撇銷金額

38. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

銀行結餘

由於對手方為信貸機構授予高信貸評級的有聲望銀行，故銀行結餘之信貸風險有限。本集團參考有關外部信貸評級機構發佈的相應信貸評級等級的違約概率及違約虧損的信息，對銀行結餘進行12個月預期信貸虧損評估。基於平均虧損率，銀行結餘之12個月預期信貸虧損被認為是微乎其微的。

本集團之內部信貸風險評級評估包括以下類別：

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The table below details the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

	Notes 附註	Internal/external credit rating 內部/外部信貸評級	12m or lifetime ECL 12個月或全期預期信貸虧損	2020 二零二零年 Gross carrying amount 總賬面值		2019 二零一九年 Gross carrying amount 總賬面值	
				HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
				Financial assets at amortised cost 按攤銷成本列賬之金融資產			
Accounts receivable contracts with customers 來自客戶合約之應收賬款	26	(Note 1) (附註1)	Lifetime ECL (provision matrix) 全期預期信貸虧損(撥備矩陣)	3,785		4,401	
		(Note 1) (附註1)	Lifetime ECL (credit-impaired) 全期預期信貸虧損(信貸減值)	1,357	5,142	-	4,401
Other receivables and deposits 其他應收款項及按金	27	(Note 2) (附註2)	12m ECL 12個月預期信貸虧損	2,733		2,058	
		Doubtful 呆賬	Lifetime ECL (non-credit-impaired) 全期預期信貸虧損 (未發生信貸減值)	983,527		1,108,828	
		Write-off 撇銷	Amount is written off 撇銷金額	-	986,260	10,027	1,120,913
Bank balances 銀行結餘	28	Aa3 to B2 Aa3至B2	12m ECL 12個月預期信貸虧損		496,854		560,208
					1,488,256		1,685,522

38. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

下表詳述本集團須進行預期信貸虧損評估之金融資產面臨之信貸風險：

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes:

- For accounts receivable from contracts with customers, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the ECL on these items by using a provision matrix, grouped by internal credit rating.

As part of the Group's credit risk management, the Group applies internal credit rating for its customers in relation to its operation. The following table provides information about the exposure to credit risk for accounts receivable from contracts with customers which are assessed based on provision matrix within lifetime ECL (not credit-impaired).

Gross carrying amount

Internal credit rating 內部信貸評級		2020 二零二零年		2019 二零一九年	
		Average loss rate 平均虧損率	Accounts receivable 應收賬款 HK\$'000 千港元	Average loss rate 平均虧損率	Accounts receivable 應收賬款 HK\$'000 千港元
Low risk	低風險	1.28%	2,351	1.42%	1,185
Watch list	觀察名單	2.94%	393	3.94%	106
Doubtful	呆帳	4.05%	1,041	4.39%	3,110
			3,785		4,401

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

38. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：

- 就來自客戶合約之應收賬款而言，本集團已應用香港財務報告準則第9號內之簡化法以按全期預期信貸虧損計量虧損撥備。本集團透過採用撥備矩陣對該等項目釐定預期信貸虧損，並以內部信貸評級進行分類。

作為本集團信貸風險管理之一部份，本集團就與其營運有關之客戶應用內部信貸評級。下表為於全期預期信貸虧損（未發生信貸減值）範圍內就於撥備矩陣評估之來自客戶合約之應收賬款提供有關信貸風險承擔之資料。

總賬面值

估計虧損率乃根據過往觀察得出之違約率按應收款項之預計年期估計並就毋須作出過多之成本或努力即可取得之前瞻性資料作出調整。分類由管理層定期審閱以確保有關特定應收款項之相關資料得到更新。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes: (Continued)

- During the year ended 31 December 2020, the Group reversed of approximately HK\$17,000 (2019: HK\$26,000) impairment allowance for accounts receivable based on the provision matrix and recognised of approximately HK\$1,301,000 (2019: nil) impairment allowance for accounts receivable based on individual assessment.

During the year ended 31 December 2019, the Group reversed of approximately HK\$16,819,000 impairment allowance for accounts receivable arising from property rental income classified as held-for-sale.

The following table shows the movement in lifetime ECL that has been recognised for accounts receivable:

		Lifetime ECL – provision matrix (not credit- impaired) 全期預期 信貸虧損 –撥備矩陣 (無信貸減值) HK\$'000 千港元	Lifetime ECL – individual assessment (not credit- impaired) 全期預期 信貸虧損 –個別評估 (無信貸減值) HK\$'000 千港元	Lifetime ECL – individual assessment (credit- impaired) 全期預期 信貸虧損 –個別評估 (信貸減值) HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2019	於二零一九年一月一日	183	16,819	-	17,002
Changes due to financial instruments recognised as at 1 January 2019:	於二零一九年一月一日確認之金融工具所致變動：				
– Impairment losses reversed	–已撥回之減值虧損	(183)	-	-	(183)
– Impairment losses reversed for the assets reclassified as held-for-sale	–重新分類為持作出售資產之已撥回之減值虧損	-	(16,819)	-	(16,819)
New financial assets originated	產生新金融資產				
– Impairment losses recognised	–所確認減值虧損	157	-	-	157
As at 31 December 2019	於二零一九年十二月三十一日	157	-	-	157
Changes due to financial instruments recognised as at 1 January 2020:	於二零二零年一月一日確認之金融工具所致變動：				
– Transfer to credit-impaired	–轉撥至信貸減值	(56)	-	56	-
– Impairment losses recognised	–已確認減值虧損	-	-	1,301	1,301
– Impairment losses reversed	–已撥回之減值虧損	(101)	-	-	(101)
New financial assets originated	產生新金融資產				
– Impairment losses recognised	–所確認減值虧損	84	-	-	84
As at 31 December 2020	於二零二零年十二月三十一日	84	-	1,357	1,441

38. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：(續)

- 於截至二零二零年十二月三十一日止年度內，本集團根據撥備矩陣就應收賬款撥回約17,000港元(二零一九年：26,000港元)之減值撥備並根據個別評估確認應收賬款之減值撥備約1,301,000港元(二零一九年：無)。

於截至二零一九年十二月三十一日止年度內，本集團就分類為持作出售的物業租金收入產生的應收賬款撥回減值撥備約16,819,000港元。

下表列示就應收賬款確認之全期預期信貸虧損之變動：

Lifetime ECL – provision matrix (not credit- impaired) 全期預期 信貸虧損 –撥備矩陣 (無信貸減值) HK\$'000 千港元	Lifetime ECL – individual assessment (not credit- impaired) 全期預期 信貸虧損 –個別評估 (無信貸減值) HK\$'000 千港元	Lifetime ECL – individual assessment (credit- impaired) 全期預期 信貸虧損 –個別評估 (信貸減值) HK\$'000 千港元	Total 總計 HK\$'000 千港元
183	16,819	-	17,002
(183)	-	-	(183)
-	(16,819)	-	(16,819)
157	-	-	157
157	-	-	157
(56)	-	56	-
-	-	1,301	1,301
(101)	-	-	(101)
84	-	-	84
84	-	1,357	1,441

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes: (Continued)

1. Changes in the loss allowance for accounts receivable as of 31 December 2019 are mainly due to the reversal of impairment allowance for accounts receivable arising from property rental income classified as held-for-sale with a gross carrying amount of approximately HK\$85,377,000 upon full settlement during the year ended 31 December 2019.

Changes in the loss allowance for accounts receivable as of 31 December 2020 are mainly due to the recognition of impairment allowance for credit-impaired accounts receivable with a gross carrying amount of approximately HK\$1,357,000.

The Group writes off accounts receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the accounts receivable are over two years past due, whichever occurs earlier. None of the accounts receivable that have been written off is subject to enforcement activities.

38. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：(續)

1. 於二零一九年十二月三十一日，應收賬款虧損撥備出現變動乃主要由截至二零一九年十二月三十一日止年度內於悉數結算後分類為持作出售之物業租金收入產生之應收賬款（賬面總值為約85,377,000港元）減值撥備撥回所致。

截至二零二零年十二月三十一日之應收賬款虧損撥備之變動乃主要由於就總賬面值為約1,357,000港元之信貸減值應收賬款確認減值撥備。

當有資料預示債務人陷入嚴重財困且並無實質復甦前景，即當債務人已在清盤中或已進入破產程序或當應收賬款已逾期超過兩年（以較早發生者為準），本集團會撤銷應收賬款。已撤銷的應收賬款均不受執行活動的約束。

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

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes: (Continued)

- For the purposes of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition.

2020
二零二零年

Other receivables and deposits

其他應收款項及按金

2019
二零一九年

Other receivables and deposits

其他應收款項及按金

38. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：(續)

- 就內部信貸風險管理而言，本集團使用逾期資料評估自初始確認起信貸風險是否大幅增加。

	Past due 逾期 HK\$'000 千港元	No fixed repayment terms 無固定還款期限 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Other receivables and deposits 其他應收款項及按金	983,527	2,733	986,260
Other receivables and deposits 其他應收款項及按金	1,118,855	2,058	1,120,913

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

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes: (Continued)

2. The following tables show reconciliation of loss allowances that has been recognised for other receivables:

		Lifetime ECL (Not credit-impaired) 全期預期信貸虧損 (未發生信貸減值) HK\$'000 千港元	Lifetime ECL (credit-impaired) 全期預期信貸虧損 (已發生信貸減值) HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2019	於二零一九年一月一日	-	10,027	10,027
Changes due to financial instruments recognised as at 1 January 2019:	於二零一九年一月一日確認之金融工具所致變動			
- Written off	- 撇銷	-	(10,027)	(10,027)
New financial assets originated	產生新金融資產			
- Impairment losses recognised	- 已確認減值虧損	50,918	-	50,918
- Impairment losses recognised for the assets reclassified as held-for-sale	- 重新分類為持作出售資產之已確認之減值虧損	5,568	-	5,568
- Eliminated on disposal of subsidiaries	- 出售附屬公司撇除	(5,568)	-	(5,568)
As at 31 December 2019	於二零一九年十二月三十一日	50,918	-	50,918
Changes due to financial instruments recognised as at 1 January 2020:	於二零二零年一月一日確認之金融工具所致變動			
- Impairment losses reversed	- 已撥回減值虧損	(28,336)	-	(28,336)
As at 31 December 2020	於二零二零年十二月三十一日	22,582	-	22,582

38. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：(續)

2. 下表列示已就應收貸款票據及其他應收款項確認之虧損撥備之對賬：

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38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes: (Continued)

- Changes in the loss allowance for other receivables of the Group are mainly due to the reversal (2019: provision) of impairment allowance for consideration receivable from disposal of Hangzhou Tai Rong and related interest receivables with a gross carrying amount of approximately HK\$983,527,000 (2019: HK\$1,108,828,000) during the year ended 31 December 2020 considering the extension agreement entered between the Group and the Purchaser that the remaining consideration receivable would be settled on or before April 2021 as disclosed in Note 27.

Liquidity risk

In management of the liquidity risk, the Group monitors and maintains a level of bank balances and cash deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of borrowings and ensures compliance with loan covenants.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank borrowings with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

38. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：(續)

- 本集團之其他應收賬款虧損撥備出現變動乃主要由於考慮到本集團與買方訂立之延長協議，剩餘應收代價將於二零二一年四月或之前結清（如附註27所披露），而於截至二零二零年十二月三十一日止年度內撥回（二零一九年：撥備）出售杭州太榮應收款項代價及應收相關利息（賬面總值為約983,527,000港元）（二零一九年：1,108,828,000港元）之減值撥備所致。

流動資金風險

在管理流動資金風險時，本集團監察及維持管理層認為合適之銀行結餘及現金水平，以便為本集團業務提供資金，並減低現金流量波動之影響。管理層監察借貸之動用情況並確保遵守貸款契諾。

下表詳列本集團非衍生金融負債之餘下合約到期日。此表乃根據本集團於可被要求償還金融負債之最早日期之未貼現現金流量編製。具體而言，不論銀行是否有可能選擇行使其權利，具有須按要求償還條款之銀行借貸均計入最早時間範圍。其他非衍生金融負債之到期日則為議定償還日期。

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

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

As stated in Note 3.1, the directors of the Company have considered the Group's liquidity and going concern in the light of the fact that up to the date of approval for issuance of this consolidated financial statements, the Guangzhou Target Company have reached an agreement in principle with the Bank of Jinzhou regarding the renewal of the Guangzhou Bank Loan which originally due in January 2021 and undergoing the internal approval process of the Bank of Jinzhou. If the Guangzhou Bank Loan has not been successfully renewed subsequent to the completion of the acquisition of Guangzhou Target Company and being enforceable for repayment, the Group may not have sufficient resources to settle the acquisition considerations of very substantial acquisitions of shopping mall businesses and repay the Guangzhou Bank Loan with interest accrued to the Bank of Jinzhou, given that the Group has net current assets approximately HK\$1,092,534,000 included bank balances and cash of approximately HK\$496,862,000 as at 31 December 2020.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from weighted average interest rate at the end of reporting period.

38. 金融工具(續)

(b) 財務風險管理目標及政策(續)

流動資金風險(續)

如附註3.1所述，鑑於直至批准刊發本綜合財務報表日期，本公司董事已考慮本集團的流動資金及持續經營狀況，廣州目標公司已與錦州銀行就重續廣州銀行貸款（原本於二零二一年一月到期）及進行錦州銀行之內部審批程序原則性達成協議。倘廣州銀行貸款並未於完成收購廣州目標公司後獲成功重續及強制執行還款，本集團可能未有充足的資源結付非常重大收購購物中心業務之收購代價及償還廣州銀行貸款，及應付錦州銀行之應計利息。鑑於本集團於二零二零年十二月三十一日擁有資產淨值約1,092,534,000港元（包括銀行結餘及現金約496,862,000港元）。

此表包括利息及本金現金流量。倘利息流量為浮動利率，則未貼現金額按報告期末之加權平均利率計算。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Liquidity table

As at 31 December 2020

	Weighted average interest rate 加權平均利率 %	On demand or less than 1 month 按要求或不足一個月 HK\$'000 千港元	1-3 months 一至三個月 HK\$'000 千港元	3 months to 1 year 三個月至一年 HK\$'000 千港元	1-5 years 一至五年 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金流量總額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
Non-derivative financial liabilities							
Other payables	-	2,776	-	-	-	2,776	2,776
Borrowings	3.06	232,314	620	2,790	-	235,724	235,626
Lease liabilities	4.01	285	641	2,613	2,984	6,523	6,319
		235,375	1,261	5,403	2,984	245,023	244,721

As at 31 December 2019

	Weighted average interest rate 加權平均利率 %	On demand or less than 1 month 按要求或不足一個月 HK\$'000 千港元	1-3 months 一至三個月 HK\$'000 千港元	3 months to 1 year 三個月至一年 HK\$'000 千港元	1-5 years 一至五年 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金流量總額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
Non-derivative financial liabilities							
Other payables	-	3,070	-	-	-	3,070	3,070
Borrowings	3.55	281,471	-	-	-	281,471	281,471
Other loan	-	120,958	-	-	-	120,958	120,958
Lease liabilities	6.18	246	499	1,165	1,658	3,568	3,081
		405,745	499	1,165	1,658	409,067	408,580

38. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

流動資金風險 (續)

流動資金表

於二零二零年十二月三十一日

於二零一九年十二月三十一日

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

38. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Borrowing with a repayment on demand clause are included in the "on demand or less than 1 month" time band in the above maturity analysis. As at 31 December 2020, the aggregate principal amount of this borrowing amounted to approximately HK\$232,005,000 (2019: HK\$281,471,000). Taking into account the Group's financial position, the directors of the Company believe that it is probable that the bank will not exercise its discretionary rights to demand immediate repayment. The directors of the Company believe that this borrowing will be repaid in accordance with the scheduled repayment date set out in the loan agreement, details of which are set out in the table below.

38. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

流動資金風險 (續)

附有須按要求償還條款之借貸在上述到期日分析計入「按要求或不足一個月」之時間範圍內。於二零二零年十二月三十一日，該借貸之本金總額為約232,005,000港元（二零一九年：281,471,000港元）。經計及本集團之財務狀況後，本公司董事認為銀行不大可能行使其要求即時還款之酌情權。本公司董事認為，該借貸將根據貸款協議所載議定還款日期償還，其詳情載於下表。

Maturity Analysis – Borrowing with a repayment on demand clause based on the scheduled repayment

到期分析 – 附有根據計劃還款時間
須按要求償還條款之借貸

	Less than 1 month	1-3 months	3 months to 1 year	Total undiscounted cash flows 未貼現 現金流量 總額	Carrying amount 賬面值 總計
	少於一個月 HK\$'000 千港元	一至三個月 HK\$'000 千港元	三個月至一年 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 31 December 2020					
於二零二零年十二月三十一日	21,679	43,358	173,433	238,470	232,005
As at 31 December 2019	24,290	48,579	218,607	291,476	281,471

The amounts included above for variable interest rate instruments are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

倘浮息出現之變動有別於報告期末所釐定之估計利率，上表浮息工具載入之金額須予更改。

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

38. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements of financial instruments

This note provides information about how the Group determines fair values of various financial assets and financial liabilities.

Fair value measurements and valuation processes

Some of the Group's financial instruments are measured at fair value for financial reporting purposes. The directors of the Company are responsible to determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. The directors of the Company works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. The management reports the valuation committee's findings to the directors of the Company to explain the cause of fluctuations in the fair value.

38. 金融工具(續)

(c) 金融工具的公允值計量

本附註提供有關本集團如何釐定不同金融資產及金融負債的公允值的資料。

公允值計量及估值程序

就財務報告目的，本集團部分金融工具按公允值計量。本公司董事負責釐定公允值計量的適當估值技術及輸入數據。

在估計公允值時，本集團盡可能使用可觀察市場數據。在並無第一層級的輸入數之情況下，本集團聘請第三方合資格估值師進行估值。本公司董事密切配合合資格外部估值師，以制定適當的模型估值技術及輸入數據。管理層將評估委員會的調查結果報告予本公司董事會，以解釋公允值波動的原因。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

38. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements of financial instruments (Continued)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

Financial assets 金融資產	Fair value as at 31 December 於十二月三十一日的 公允值		Fair value hierarchy 公允值 等級	Valuation technique(s) and key inputs 估值技術及主要輸入數據	Relationship of key inputs to fair value 主要輸入數據與 公允值的關係
	2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元			
Financial assets at FVTPL – unlisted equity securities 按公允值計入損益之金 融資產–非上市股本 證券	609	571	Level 2 第二層級	Asset-based approach Derived based on net asset value of the unlisted invested entities 資產基礎法 來自基於非上市投資實體資產價值淨額	A significant increase in the net asset value used would result in a significant increase in fair value, and vice versa. 使用的資產淨值的大幅增加將導致公 允值的大幅增加，反之亦然。
Financial assets at FVTPL – listed equity securities 按公允值計入損益之金 融資產–上市股本證 券	7,887	10,112	Level 1 第一層級	Quoted bid prices in an active market 活躍市場所報買入價	N/A 不適用

There were no transfers in different levels of the fair value hierarchy between Level 1 and 2 during the reporting period.

Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis (but fair value disclosures required)

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values based on discounted cash flows analysis.

38. 金融工具 (續)

(c) 金融工具的公允值計量 (續)

本集團以經常性基準按公允值計量的金融資產的公允值

本集團部分金融資產於各報告期末按公允值計量。下表載列有關如何釐定該等金融資產的公允值(尤其是所使用的估值技術及輸入數據)的資料。

於本報告期內，公允值等級第一及二層級之間並無不同等級間轉換。

本集團並非以經常性基準按公允值計量的金融資產及金融負債的公允值 (惟需要披露公允值)

本公司董事認為，根據貼現現金流量分析，金融資產及金融負債按攤銷成本於綜合財務報表錄得之賬面值與其公允值大致相若。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

39. RETIREMENT BENEFIT SCHEMES

The Group has retirement plans covering a substantial portion of its employees. The principal plans are defined contribution plans.

The Company's subsidiaries in Hong Kong participate the Mandatory Provident Fund Scheme under the rules and regulations of the Mandatory Provident Fund Schemes Authority. The Group's employees are required to join the scheme. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group has followed the minimum statutory contribution requirement of 5% of eligible employees' relevant aggregated income with a cap of HK\$1,500 per employee per month.

The Company's subsidiaries in the PRC, Singapore and the UK, in compliance with the applicable regulations of respective jurisdictions, participated in various pension schemes operated by the relevant municipal and provincial governments. These subsidiaries are required to make defined contributions to these schemes at a fixed percentage of their covered payroll. The Group has no other obligations for the payment of its staff's retirement and other post-retirement benefits other than the contributions described above.

The total contributions in respect of the year ended 31 December 2020 charged to consolidated statement of profit or loss and other comprehensive income amount to approximately HK\$1,114,000 (2019: HK\$1,822,000).

39. 退休福利計劃

本集團設有一項適用於其大部分僱員之退休計劃。主要計劃為界定供款計劃。

本公司的香港附屬公司根據強制性公積金計劃管理局的規則及規定參與強制性公積金計劃。本集團僱員均須參加此計劃。計劃的資產與本集團的資產分開持有，由受託人控制基金。本集團已遵守法定最低供款規定按合資格僱員有關總收入的5%供款，上限為每名僱員每月1,500港元。

為遵守各司法權區適用規例，本公司的中國、新加坡及英國附屬公司均參與多項由有關省市政府營運之多項退休金計劃。該等附屬公司須按上述計劃所涵蓋薪金之固定百分比向該等計劃作出定額供款。除上述供款外，本集團並無其他支付員工退休及其他退休後福利的責任。

截至二零二零年十二月三十一日止年度自綜合損益及其他全面收益表扣除之總供款為約1,114,000港元(二零一九年：1,822,000港元)。

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

40. DISPOSAL AND DEREGISTRATION OF SUBSIDIARIES, A LIMITED PARTNERSHIP, A STRUCTURED ENTITY

(a) Disposal of Hangzhou Tai Rong

The Group had entered into a sale and purchase agreement on 18 September 2018 and 25 August 2019, respectively, with the Purchaser to dispose of its entire equity interest in Hangzhou Tai Rong, which engaged in property investment activities, at a cash consideration of RMB1,550,000,000 (equivalent to approximately HK\$1,727,320,000) and part of consideration were paid for settlement of shareholder loans amounting to approximately HK\$869,232,000. The Group transferred all of its equity interests in Hangzhou Tai Rong to the Purchaser on 31 October 2019 and the net assets of Hangzhou Tai Rong at the date of disposal were as follows:

40. 出售及註銷附屬公司、有限合 夥公司及結構性實體

(a) 出售杭州太榮

本集團分別於二零一八年九月十八日及二零一九年八月二十五日與買家訂立買賣協議，以出售其於杭州太榮（其從事物業投資活動）之全部股權，現金代價為人民幣1,550,000,000元（相等於約1,727,320,000港元）及部分代價已予支付以償付股東貸款約869,232,000港元。本集團已於二零一九年十月三十一日將杭州太榮之全部股權轉讓予買方及杭州太榮於出售日期之資產淨值如下：

	HK\$'000 千港元
Analysis of assets and liabilities over which control was lost:	
Investment properties	1,560,160
Loan receivables	61,077
Other receivables, deposits and prepayments	47,536
Bank balances and cash	74
Accrued liabilities and other payables	(8,354)
Deferred tax liabilities	(92,557)
Shareholder loans	(869,232)
Net assets disposed of	698,704
Consideration paid for settlement of shareholder loans	869,232
	<u>1,567,936</u>

Notes to the Consolidated Financial Statements
綜合財務報表附註

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

**40. DISPOSAL AND DEREGISTRATION OF
SUBSIDIARIES, A LIMITED PARTNERSHIP,
A STRUCTURED ENTITY (Continued)**

**40. 出售及註銷附屬公司、有限合
夥公司及結構性實體 (續)**

**(a) Disposal of Hangzhou Tai Rong
(Continued)**

(a) 出售杭州太榮 (續)

		HK\$'000 千港元
Gain on disposal of Hangzhou Tai Rong:		
Consideration received	已收取代價	1,727,320
Net assets disposed of	已出售資產淨值	(1,567,936)
Cumulative exchange differences in respect of the net assets of the subsidiary reclassified from equity to profit or loss	有關附屬公司資產淨值從權益重新分類至損益之累計匯兌差額	8,740
Gain on disposal included in other gains and losses	出售收益 (計入其他收益及虧損)	<u>168,124</u>
		HK\$'000 千港元
Net cash inflow arising on disposal of Hangzhou Tai Rong:		
Cash consideration	現金代價	1,727,320
Deposits received from disposal of Hangzhou Tai Rong	出售杭州太榮之已收按金	(172,732)
Less: disposal receivable	減：應收出售款項	(1,108,828)
Less: bank balances and cash disposed of	減：已出售銀行結餘及現金	<u>(74)</u>
Net cash inflow	現金流入淨額	<u>445,686</u>

Details of the above disposal were set out in the Company's announcement dated 15 June 2018, 28 August 2018 and 25 August 2019.

上述出售之詳情載於本公司日期為二零一八年六月十五日、二零一八年八月二十八日及二零一九年八月二十五日之公告。

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40. DISPOSAL AND DEREGISTRATION OF SUBSIDIARIES, A LIMITED PARTNERSHIP, A STRUCTURED ENTITY (Continued)

(b) Disposal of the subsidiaries

During the year ended 31 December 2019, the Group had entered into three sales and purchase agreements with different independent third parties to dispose of its entire equity interests in 深圳宏融投資諮詢有限公司 (Shenzhen Hong Rong Investment Consulting Co. Ltd*), 浙江太融資產管理有限公司 (Zhejiang Tai Rong Asset Management Co. Ltd*) and Tai United Investments II Limited and its subsidiaries, Tai United Asset Management Pte. Ltd. (collectively referred to as the "Disposed Subsidiaries") at total considerations of approximately HK\$2,000. The disposals were completed during the year ended 31 December 2019 and the net liabilities of the Disposed Subsidiaries at their respective dates of disposals were as follows:

		HK\$'000 千港元
Analysis of assets and liabilities over which control was lost:	失去控制權之資產及負債分析：	
Property, plant and equipment	物業、廠房及設備	64
Right-of-use assets	使用權資產	11,273
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	2,394
Bank balances and cash	銀行結餘及現金	1,437
Accrued liabilities and other payables	應計負債及其他應付款項	(6,930)
Lease liabilities	租賃負債	(11,391)
Net liabilities disposed of	已出售負債淨值	<u>(3,153)</u>

		HK\$'000 千港元
Analysis of gain on disposal of the Disposed Subsidiaries:	出售已出售附屬公司之收益分析：	
Consideration received	已收取代價	2
Net liabilities disposed of	已出售負債淨值	3,153
Cumulative exchange differences in respect of the net liabilities of the Disposed Subsidiaries reclassified from equity to profit or loss	已出售附屬公司負債淨額從權益重新分類至損益之累計匯兌差額	180
Net gains on disposal of the Disposed Subsidiaries included in other gains and losses	出售已出售附屬公司之收益淨額(計入其他收益及虧損)	<u>3,335</u>

40. 出售及註銷附屬公司、有限合夥公司及結構性實體(續)

(b) 出售附屬公司

於截至二零一九年十二月三十一日止年度，本集團與不同獨立第三方訂立三份買賣協議，以出售其於深圳宏融投資諮詢有限公司、浙江太融資產管理有限公司及 Tai United Investments II Limited 及其附屬公司 Tai United Asset Management Pte. Ltd. (統稱「已出售附屬公司」) 之全部權益，總代價約為 2,000 港元。出售已於截至二零一九年十二月三十一日止年度內完成，已出售附屬公司於彼等各自之出售日期之負債淨額如下：

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40. DISPOSAL AND DEREGISTRATION OF SUBSIDIARIES, A LIMITED PARTNERSHIP, A STRUCTURED ENTITY (Continued)

40. 出售及註銷附屬公司、有限合夥公司及結構性實體 (續)

(b) Disposal of the subsidiaries (Continued)

(b) 出售附屬公司 (續)

HK\$'000
千港元

Net cash outflow arising on disposal of the Disposed Subsidiaries:

出售已出售附屬公司產生之現金流出淨額：

Cash consideration
Less: bank balances and cash disposed of

現金代價
減：已出售銀行結餘及現金

2
(1,437)

Net cash outflow

現金流出淨額

(1,435)

* The English names are for identification purpose only.

(c) Deregistration of subsidiaries, a limited partnership and a structured entity

(c) 註銷附屬公司、有限合夥公司及結構性實體

During the year ended 31 December 2019, the Group had deregistered 杭州宏農投資管理合夥企業(有限合夥) (Hangzhou Hong Nong Limited Partnership*), Haitong Dynamic Fund and 廣東太崇貿易有限公司 (Guangdong Tai Chong Trading Co. Ltd*) (collectively referred to as the "Deregistered Entities").

於截至二零一九年十二月三十一日止年度，本集團註銷杭州宏農投資管理合夥企業(有限合夥)、Haitong Dynamic Fund及廣東太崇貿易有限公司(統稱「已註銷實體」)。

* The English names are for identification purpose only.

HK\$'000
千港元

Analysis of gain on deregistration of the Deregistered Entities:

註銷已註銷實體之收益分析：

Cumulative exchange differences reclassified from equity to profit or loss and net gains on deregistration of the Deregistered Entities included in other gains and losses

註銷已註銷實體產生之由權益重新分類至損益及收益淨額的累計匯兌差額(計入其他收益及虧損)

1,045

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41. CHARGES ON ASSETS

The Group has the following charges on assets for a bank borrowing as set out in Note 30 at the end of the reporting period:

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Investment properties	投資物業		
– Residential property units located in the UK (Note)	– 位於英國之住宅物業單位 (附註)	792,245	806,985

Note: The investment properties, insurance proceeds and together with a floating charge over all the assets of certain subsidiaries of the Group were pledged to a bank to secure for a bank borrowing with an outstanding amount of approximately HK\$232,013,000 (2019: HK\$282,445,000).

41. 資產抵押

本集團於報告期末擁有以下為銀行借款提供擔保的資產的抵押 (誠如附註30所載):

附註: 本集團投資物業、保險所得款項連同若干附屬公司所有資產設立的浮動押記被抵押予銀行, 作為未償還銀行借貸約232,013,000港元 (二零一九年: 282,445,000港元) 之擔保。

42. SHARE OPTION SCHEME

The purpose of the share option scheme is to enable the directors of the Company to grant options to selected employee or proposed employee (whether full time or part time employee, including any director) of any member of the Group or any invested entity, any supplier of goods or services, any customer, any person or entity that provide research, development or other technological support, any shareholders or any participants who contribute to the development and growth of the Group or any invested entity (the "Eligible Participants") as incentives or rewards for their contribution or potential contribution to the Group and/or to recruit and retain high calibre Eligible Participants and to attract human resources that are valuable to the Group.

42. 購股權計劃

購股權計劃目的為讓本公司董事可向所選定的本集團任何成員公司或任何投資實體的任何僱員或備選僱員 (不論全職或兼職僱員, 包括任何董事)、任何貨物或服務供應商、任何客戶、提供研發或其他技術支援的任何人士或實體、任何股東或為本集團或任何投資實體的發展及增長作出貢獻的任何參與者 (「合資格參與者」) 授出購股權, 作為鼓勵或獎賞, 表彰其對本集團作出或可能作出的貢獻, 及/或聘請及留任有才幹的合資格參與者及吸引對本集團有價值的人力資源。

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42. SHARE OPTION SCHEME (Continued)

Pursuant to an ordinary resolution passed by the shareholders on 17 September 2015, the Company adopted a new share option scheme (the "New Share Option Scheme") on 17 September 2015 and shall be valid and effective for a period of ten years commencing on the date of adoption of the New Share Option Scheme (i.e. 16 September 2025) unless terminated earlier by shareholders in general meeting. The number of shares which may be allotted and issued upon exercise of all outstanding options granted under the New Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the total shares in issue on the date of approval of the New Share Option Scheme by the shareholders at the annual general meeting (i.e. 125,091,243 shares) (the "Scheme Mandate Limit") unless the Company obtains a fresh approval from shareholders to renew the Scheme Mandate Limit on the basis that the maximum number of shares in respect of which any options outstanding and yet to be exercised under the New Share Option Scheme and any other schemes shall not exceed 30% of the issued share capital of the Company from time to time.

The Scheme Mandate Limit was changed to 525,001,985 as at the date of passing of the ordinary resolution granted the refreshment of the Scheme Mandate Limit (i.e. 5 June 2017). The refreshed Scheme Mandate Limit represents 10% of the total number of ordinary shares of the Company in issue amounted to 5,250,019,852 shares as at 5 June 2017. The options may be granted under the refreshed Scheme Mandate Limit do not include options that are outstanding, cancelled or lapsed as at 5 June 2017.

The terms of the New Share Option Scheme provide that in granting options under the New Share Option Scheme, the directors of the Company may offer to grant any options subject to such terms and conditions in relation to the minimum period of the options to be held and/or the performance criteria to be satisfied before such options can be exercised and/or any other terms as the directors of the Company may determine in its absolute discretion. The directors of the Company will also have the discretion in determining the subscription price in respect of any options, provided that the relevant requirements in the Listing Rules are complied with.

42. 購股權計劃 (續)

根據股東於二零一五年九月十七日通過的一項普通決議案，本公司已於二零一五年九月十七日採納一項新購股權計劃（「新購股權計劃」），及自新購股權計劃採納日期（即二零一五年九月十六日）起生效，為期十年，除非由股東於股東大會上提前終止。根據新購股權計劃及本公司任何其他購股權計劃授出的所有尚未行使購股權獲行使而可予配發及發行的股份數目，合共不得超過股東於股東週年大會上批准新購股權計劃日期已發行股份總數的10%（即125,091,243股股份）（「計劃授權限額」），除非本公司獲股東重新批准更新計劃授權限額基準為根據新購股權計劃及任何其他計劃已授出但尚未行使的任何購股權所涉及的股份最高數目不得超過本公司不時的已發行股本之30%。

計劃授權限額於通過授出更新計劃授權限額之普通決議案當日（即二零一七年六月五日）變更為525,001,985股。經更新計劃授權限額佔本公司之已發行普通股股份總數之10%，於二零一七年六月五日達5,250,019,852股股份。本公司根據經更新之計劃授權限額可授出購股權，惟不包括於二零一七年六月五日尚未行使、已註銷或已失效之購股權。

新購股權計劃的條款規定，根據新購股權計劃授出購股權時，本公司董事可要約授出任何購股權，並施加有關可行使購股權前須持有購股權的最短期限及／或須達到的表現目標的條款及條件及／或本公司董事可全權酌情釐定的任何其他條款。在遵守上市規則的相關規定下，本公司董事亦將有權酌情決定有關任何購股權的認購價。

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42. SHARE OPTION SCHEME (Continued)

The exercise price of the option is to be determined by the directors of the Company provided always that it shall be at least the higher of (i) the closing price of the shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of offer for the grant of the option (which is deemed to be the date of grant if the offer for the grant of the option is accepted by the Eligible Participant), which must be a business day; (ii) the average closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant, provided that the exercise price of the option shall in no event be less than the nominal amount of one share; and (iii) the nominal value of a share.

An offer for the grant of options must be accepted within twenty one days inclusive of the day on which such offer was made. The amount payable to the Company on acceptance of the offer for the grant of an option is HK\$1.00. The maximum number of shares issued and to be issued upon exercise of options granted and to be granted under the New Share Option Scheme and any other share option schemes of the Company to any Eligible Participant (including cancelled, exercised and outstanding options), in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue from time to time. Any further grant of options in excess of such limit must be separately approved by shareholders with such Eligible Participant and his close associates abstaining from voting.

No share options were granted under the New Share Option Scheme during the years ended 31 December 2020 and 2019.

42. 購股權計劃 (續)

購股權的行使價本公司由董事釐定，惟須至少為下列三者中的較高者：(i)於要約授出購股權當日(須為交易日)(倘要約授出購股權獲合資格參與者接納，則視為授出日期)聯交所每日報價表所列的股份收市價；(ii)緊隨授出日期前五個營業日聯交所每日報價表所列的股份平均收市價，惟購股權的行使價在任何情況下不得低於股份面值；及(iii)股份的面值。

授出購股權的要約須於要約日期起二十一日(包括該日)內獲接納。承授人就接納授出每份購股權的要約應付本公司的金額為1.00港元。於截至授出日期止的任何12個月期間，根據新購股權計劃及本公司任何其他購股權計劃向任何合資格參與者授出及將予授出的購股權(包括已註銷、已行使及尚未行使的購股權)獲行使而已發行及將會發行的股份最高數目，不得超過不時已發行股份的1%。倘須進一步授出超出該限額的購股權，必須經股東獨立批准，而該名合資格參與者及其聯繫人均須放棄投票。

於截至二零二零年及二零一九年十二月三十一日止年度，概無根據其授出任何購股權。

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43. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows from financing activities.

43. 融資活動產生的負債的對賬

下表載列本集團融資活動產生的負債變動(包括現金及非現金變動)之詳情。融資活動產生的負債乃指現金流量或將來現金流量於綜合現金流量表中分類為融資活動現金流量之負債。

		Dividends payable 應付股息 HK\$'000 千港元	Other loan 其他貸款 HK\$'000 千港元	Borrowings 借貸 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2019 (restated)	於二零一九年一月一日(經重列)	-	123,585	426,626	19,014	569,225
Financing cash flows (Note)	融資現金流量(附註)	(1,050,004)	-	(170,532)	(6,620)	(1,227,156)
Non-cash transactions:	非現金交易:					
New leases entered/lease modified	已簽訂新租賃/修訂租賃	-	-	-	1,511	1,511
Exchange realignment	外匯調整	-	(2,627)	10,537	116	8,026
Dividends declared	已宣派股息	1,050,004	-	-	-	1,050,004
Finance costs	財務成本	-	-	14,840	451	15,291
Disposal of subsidiaries	出售附屬公司	-	-	-	(11,391)	(11,391)
At 1 January 2020	於二零二零年一月一日	-	120,958	281,471	3,081	405,510
Financing cash flows (Note)	融資現金流量(附註)	-	(112,915)	(60,164)	(3,223)	(176,302)
Non-cash transactions:	非現金交易:					
New leases entered/lease modified	已簽訂新租賃/修訂租賃	-	-	-	6,754	6,754
Exchange realignment	外匯調整	-	(8,043)	5,678	(519)	(2,884)
Finance costs	財務成本	-	-	8,641	226	8,867
At 31 December 2020	於二零二零年十二月三十一日	-	-	235,626	6,319	241,945

Note: The financing cash flows mainly represent repayment of other loan, borrowings and payment of dividends.

附註：融資現金流量主要指償還其他貸款、借款及派付利息。

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44. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of principal subsidiaries at 31 December 2020 and 2019 are as follows:

44. 本公司主要附屬公司的詳情

於二零二零年及二零一九年十二月三十一日，本集團主要附屬公司的詳情如下：

Name of subsidiaries 附屬公司名稱	Place of incorporation or establishment/ operation 註冊成立或成立/ 營運地點	Issued and fully paid share capital/ registered and paid-up capital 已發行及繳足股本/ 註冊及繳足資本	Effective equity interest attributable to the Group 本集團應佔實際股權		Principal activities 主要業務
			2020 二零二零年	2019 二零一九年	
Directly held subsidiaries 直接擁有的附屬公司					
Bestway Group International Limited	BVI 英屬處女群島	US\$1,100 1,100美元	100%	100%	Investment holding 投資控股
Tectron Pacific Limited	BVI 英屬處女群島	US\$1 1美元	100%	100%	Investment holding 投資控股
Wide Flourish Investments Limited 廣盛投資有限公司	BVI 英屬處女群島	US\$1 1美元	100%	100%	Investment holding 投資控股
Indirectly held subsidiaries 間接擁有的附屬公司					
Prolific Rich Limited 豐裕有限公司	BVI 英屬處女群島	US\$1 1美元	100%	100%	Investment holding 投資控股
Grand Shining Limited 弘輝有限公司	BVI 英屬處女群島	US\$1 1美元	100%	100%	Investment holding 投資控股
Giant Silver Limited 泰銀有限公司	Hong Kong 香港	HK\$1 1港元	100%	100%	Investment holding and trading business 投資控股及貿易業務
宏融投資控股(深圳)有限公司*	The PRC 中國	HK\$400,000,000 400,000,000港元	100%	100%	Trading business 貿易業務
西藏安太投資管理有限公司#	The PRC 中國	RMB500,000,000 人民幣500,000,000元	100%	100%	Inactive 暫無業務
Xizang Hongrong Assets Management Co., Ltd.# 西藏宏融資產管理有限公司#	The PRC 中國	RMB900,000,000 人民幣900,000,000元	100%	100%	Distressed debt asset management 不良債務資產管理
北京康橋通達科技有限公司#	The PRC 中國	RMB10,000,000 人民幣10,000,000元	75%	75%	Trading business 貿易業務
Kainarwolfram LLC	Mongolia 蒙古國	US\$100,000 100,000美元	100%	100%	Mining and exploitation of natural resources 採礦及勘探天然資源

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44. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

44. 本公司主要附屬公司的詳情 (續)

Name of subsidiaries 附屬公司名稱	Place of incorporation or establishment/ operation 註冊成立或成立/ 營運地點	Issued and fully paid share capital/ registered and paid-up capital 已發行及繳足股本/ 註冊及繳足資本	Effective equity interest attributable to the Group 本集團應佔實際股權		Principal activities 主要業務
			2020 二零二零年	2019 二零一九年	
Ikh Uuliin Erdenes LLC	Mongolia 蒙古國	US\$100,000 100,000 美元	100%	100%	Mining and exploitation of natural resources 採礦及勘探天然資源
Tai United Management Company Limited	The UK 英國	GBP1 1 英鎊	100%	100%	Investment holding 投資控股
RCBG Residential (UK) Limited	The UK 英國	GBP0.01 0.01 英鎊	100%	100%	Property Investment 物業投資
MRB Residential Limited	The UK 英國	GBP1 1 英鎊	100%	100%	Property Investment 物業投資
MRB Residential Partners LLP	The UK 英國	- (Note) -	100%	100%	Property Investment 物業投資

Notes:

This entity is a partnership established in the UK. No registered share capital available.

- * Established as a wholly foreign owned enterprise in the PRC.
- # Established as a limited liability company in the PRC.

All the principal subsidiaries operate predominantly in their respective places of incorporation/establishment.

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

None of the subsidiaries had any debt securities subsisting at the end of the reporting period or at any time during the reporting period.

附註：

該實體為於英國成立的合夥企業。並無可用註冊股本。

- * 於中國成立為外商獨資企業。
- # 於中國成立為有限公司。

所有主要附屬公司均於其個別之註冊成立／成立之地方經營其主要業務。

本公司董事認為上表列出本集團之附屬公司，對本集團之業績或資產淨值有重要影響。本公司董事認為載列其他附屬公司之詳情會使篇幅過於冗長。

概無附屬公司於報告期末或報告期內任何時間有任何存續債務證券。

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45. EVENTS AFTER REPORTING PERIOD

Very substantial acquisitions of shopping mall businesses in the PRC

On 24 December 2020, the Group had entered into sale and purchase agreements with Stone Wealth Limited (“Seller”), a company incorporated in the BVI with limited liability, to acquire the entire issued share capital of its wholly subsidiaries, Sky Build Limited (“Sky Build”), at a consideration of RMB554,000,000 (equivalent to approximately HK\$655,141,000), to be settled by a refundable deposit of RMB100,000,000 (equivalent to approximately HK\$118,075,000) payable on the date of agreement and RMB454,000,000 (equivalent to approximately HK\$536,884,000) upon the completion of the acquisition, and Superb Power Enterprises Limited (“Superb Power”), incorporated in the BVI with limited liability, at a consideration of approximately RMB1,437,000,000 (equivalent to approximately HK\$1,699,345,000).

Up to the date of approval for issuance of this consolidated financial statements, the Guangzhou Target Company, a subsidiary of Superb Power, have reached an agreement in principle with the Bank of Jinzhou regarding the renewal of Guangzhou Bank Loan which originally due in January 2021 and undergoing the internal approval process of the Bank of Jinzhou. The Group then had entered into an undertaking arrangement with Mr. Dai, the ultimate controlling party of the Seller, in March 2021 that if the Guangzhou Bank Loan has not been successfully renewed subsequent to the completion of the acquisition of Superb Power and being enforceable for repayment, Mr. Dai will irrevocably fulfil his personal obligations under this undertaking arrangement to repay all amounts of the Guangzhou Bank Loan due with interest accrued to the Bank of Jinzhou. In case of such event happened, the Group has agreed to repay Mr. Dai's settlement amount within 13 months from his settlement date or when financing on Guangzhou Target Company is available to the Group for repayment, whenever earlier.

Sky Build indirectly holds the entire equity interest in Jinzhou Target Company, which in turn holds the operating rights of Jinzhou Shopping Mall and Superb Power indirectly holds the entire equity interest in Guangzhou Target Company, which in turn holds the operating rights of Guangzhou Shopping Mall.

The acquisitions are subject to approval by the shareholders of the Company under the Listing Rules and will be proposed at the Shareholder General Meeting for shareholders to approve. Details of the above acquisitions were set out in the Company's announcement dated 24 December 2020 and the Company's Circular dated 26 March 2021.

45. 報告期後事項

中國購物中心業務之非常重大收購事項

於二零二零年十二月二十四日，本集團與 Stone Wealth Limited（「賣方」）（一間於英屬處女群島註冊成立之有限公司）訂立買賣協議，以收購其全資附屬公司 Sky Build Limited（「Sky Build」）之全部已發行股本，代價為人民幣 554,000,000 元（相等於約 655,141,000 港元），透過以於訂立協議日期應付的可退還按金人民幣 100,000,000 元（相等於約 118,075,000 港元）及於完成收購時以人民幣 454,000,000 元（相等於約 536,884,000 港元）結清，及收購 Superb Power Enterprises Limited（「Superb Power」）（於英屬處女群島註冊成立之有限公司）之全部已發行股本，代價為約人民幣 1,437,000,000 元（相等於約 1,699,345,000 港元）。

直至批准本綜合財務報表刊發日期，廣州目標公司（Superb Power 之附屬公司）已與錦州銀行就重續廣州銀行貸款（原本於二零二一年一月到期）及進行內部審核程序原則性達成協議。隨後，本集團於二零二一年三月與戴先生，賣方之最終控股方訂立承諾安排，倘未於完成收購 Superb Power 後成功重續廣州銀行貸款並強制要求還款，根據該承諾安排，戴先生將不可撤銷地履行其個人責任，以向錦州銀行償還廣州銀行貸款所有到期款項連同應計利息。倘發生有關事件，本集團已同意於結付日期後 13 個月內或本集團可獲得廣州目標公司融資進行還款時（以較短者為準）償還戴先生之結付款項。

Sky Build 間接持有錦州目標公司之全部股權，而錦州目標公司進而持有錦州購物中心之經營權及 Superb Power 間接持有廣州目標公司之全部股權，而廣州目標公司持有廣州購物中心之經營權。

該等收購須待股東根據上市規則經本公司股東批准後方可作實並將於股東特別大會上提呈供股東批准。有關上述收購事項的詳情載於本公司日期為二零二零年十二月二十四日之公告及本公司日期為二零二一年三月二十六日之通函。

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46. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

46. 本公司財務狀況表及儲備

		2020 HK\$'000 二零二零年 千港元	2019 HK\$'000 二零一九年 千港元
Non-current assets	非流動資產		
Interests in subsidiaries	於附屬公司之權益	2,584,738	3,061,600
Property, plant and equipment	物業、廠房及設備	536	1,864
Right-of-use assets	使用權資產	4,238	1,545
Other non-current deposits	其他非流動按金	690	-
Other non-current assets	其他非流動資產	6,000	6,000
		2,596,202	3,071,009
Current assets	流動資產		
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	555	1,300
Financial assets at fair value through profit or loss	按公允值計入損益之金融資產	7,887	10,112
Bank balances and cash	銀行結餘及現金	35,609	41,506
		44,051	52,918
Current liabilities	流動負債		
Accrued liabilities and other payables	應計負債及其他應付款項	8,353	1,785
Amounts due to subsidiaries	應付附屬公司款項	1,271,829	1,271,861
Lease liabilities	租賃負債	1,597	1,583
		1,281,779	1,275,229
Net current liabilities	流動負債淨值	(1,237,728)	(1,222,311)
Total assets less current liabilities	總資產減流動負債	1,358,474	1,848,698
Non-current liability	非流動負債		
Lease liabilities	租賃負債	2,684	-
Net assets	資產淨值	1,355,790	1,848,698
Capital and reserves	資本及儲備		
Share capital	股本	262,501	262,501
Reserves and accumulated losses	儲備及累計虧損	1,093,289	1,586,197
Total equity	權益總額	1,355,790	1,848,698

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46. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Continued)

46. 本公司財務狀況表及儲備 (續)

Movement in the Company's reserves

本公司儲備變動

		Contributed surplus reserve 實繳盈餘 儲備 HK\$'000 千港元 (Note) (附註)	Other capital contribution reserve 其他注資 儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	3,490,730	335,536	(718,855)	3,107,411
Dividends recognised as distributions	確認為分派之股息	(1,050,004)	-	-	(1,050,004)
Loss and total comprehensive expense for the year	年度虧損及全面開支總額	-	-	(471,210)	(471,210)
At 31 December 2019	於二零一九年十二月三十一日	2,440,726	335,536	(1,190,065)	1,586,197
Loss and total comprehensive expense for the year	年度虧損及全面開支總額	-	-	(492,908)	(492,908)
At 31 December 2020	於二零二零年十二月三十一日	2,440,726	335,536	(1,682,973)	1,093,289

Note: The contributed surplus reserve of the Company arose as a result of the same Group reorganisation scheme and represents the excess of the then combined net assets of the subsidiaries acquired, over the nominal value of the share capital of the Company issued in exchange therefor.

附註：本公司貢獻之盈餘儲備乃因本集團之相同重組計劃而產生及指所收購附屬公司當時之合併淨資產超出本公司作為交換而發行的股本之面值的差額。



Particulars of Properties 物業詳情

INVESTMENT PROPERTIES 投資物業

Location 地址	Usage 用途	Tenure 年期	Attributable interest of the Group 本集團的應佔權益
6 Buckingham Gate & Flats 1, 2, 3 & 5 at 7-9 Buckingham Gate, London, United Kingdom	Residential premises for rental and/or capital appreciation 出租住宅物業及／或作資本增值	Freehold interest 永久業權	100%

