



茂宸集團控股有限公司
MASON GROUP HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)
(於香港註冊成立之有限公司)

Stock Code: 273
股份代號 : 273

ANNUAL REPORT
年度報告
2020



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CORPORATE INFORMATION

公司資料

DIRECTORS

Executive Directors

Ms. Han Ruixia (*Deputy Chief Executive Officer*)

(appointed as Executive Director with effect from 16 April 2020
and appointed as Deputy Chief Executive Officer with effect from
29 April 2020)

Mr. Zhang Zhenyi (appointed with effect from 21 April 2020)

Mr. Chang Tat Joel (resigned with effect from 12 January 2020)

Mr. Ko Po Ming (*Chairman and Chief Executive Officer*)

(resigned with effect from 13 January 2020)

Ms. Fu Yau Ching, Shirley (resigned with effect from 16 April 2020)

Mr. Cao Lu (resigned with effect from 16 April 2020)

Ms. Lui Choi Yiu, Angela (resigned with effect from 21 April 2020)

Non-executive Director

Ms. Hui Mei Mei, Carol

Independent Non-executive Directors

Mr. Tian Ren Can

Mr. Wang Cong

Mr. Wu Xu'an (appointed with effect from 12 March 2020)

Mr. Ng Yu Yuet (appointed with effect from 16 April 2020)

Mr. Chen Wai Chung Edmund

(resigned with effect from 12 March 2020)

AUDIT COMMITTEE

Mr. Wu Xu'an (*chairman*)

(appointed with effect from 12 March 2020)

Mr. Tian Ren Can

Mr. Wang Cong

Mr. Ng Yu Yuet (appointed with effect from 16 April 2020)

Mr. Chen Wai Chung Edmund

(resigned with effect from 12 March 2020)

REMUNERATION COMMITTEE

Mr. Wang Cong (*chairman*)

Ms. Hui Mei Mei, Carol

Mr. Tian Ren Can

Mr. Ng Yu Yuet (appointed with effect from 16 April 2020)

Mr. Chang Tat Joel (resigned with effect from 12 January 2020)

Mr. Chen Wai Chung Edmund

(resigned with effect from 12 March 2020)

董事

執行董事

韓瑞霞女士(副行政總裁)

(於二零二零年四月十六日獲委任為執行董事
及於二零二零年四月二十九日獲委任為
副行政總裁)

張振義先生(於二零二零年四月二十一日獲委任)

鄭達祖先生(於二零二零年一月十二日辭任)

高寶明先生(主席兼行政總裁)

(於二零二零年一月十三日辭任)

符又澄女士(於二零二零年四月十六日辭任)

曹路先生(於二零二零年四月十六日辭任)

雷彩姚女士(於二零二零年四月二十一日辭任)

非執行董事

許薇薇女士

獨立非執行董事

田仁燦先生

王聰先生

吳敘安先生(於二零二零年三月十二日獲委任)

吳于越先生(於二零二零年四月十六日獲委任)

陳煒聰先生

(於二零二零年三月十二日辭任)

審核委員會

吳敘安先生(主席)

(於二零二零年三月十二日獲委任)

田仁燦先生

王聰先生

吳于越先生(於二零二零年四月十六日獲委任)

陳煒聰先生

(於二零二零年三月十二日辭任)

薪酬委員會

王聰先生(主席)

許薇薇女士

田仁燦先生

吳于越先生(於二零二零年四月十六日獲委任)

鄭達祖先生(於二零二零年一月十二日辭任)

陳煒聰先生

(於二零二零年三月十二日辭任)

CORPORATE INFORMATION

公司資料

NOMINATION COMMITTEE

Mr. Wang Cong (*chairman*)

(appointed as chairman with effect from 13 January 2020)

Ms. Hui Mei Mei, Carol

Mr. Tian Ren Can

Mr. Ng Yu Yuet (appointed with effect from 16 April 2020)

Mr. Ko Po Ming (resigned with effect from 13 January 2020)

Mr. Chen Wai Chung Edmund

(resigned with effect from 12 March 2020)

提名委員會

王聰先生(主席)

(於二零二零年一月十三日獲委任為主席)

許薇薇女士

田仁燦先生

吳于越先生(於二零二零年四月十六日獲委任)

高寶明先生(於二零二零年一月十三日辭任)

陳煒聰先生

(於二零二零年三月十二日辭任)

COMPANY SECRETARY

Mr. Zhang Zhenyi (appointed with effect from 25 March 2021)

Ms. Dong Jiayin (appointed with effect from 9 January 2020

and resigned with effect from 25 March 2021)

Ms. Lui Choi Yiu, Angela (resigned with effect from 9 January 2020)

公司秘書

張振義先生(於二零二一年三月二十五日獲委任)

董佳茵女士(於二零二零年一月九日獲委任)

並於二零二一年三月二十五日辭任)

雷彩姚女士(於二零二零年一月九日辭任)

AUTHORISED REPRESENTATIVES

Ms. Han Ruixia (appointed with effect from 25 March 2021)

Mr. Zhang Zhenyi (appointed with effect from 21 April 2020)

Mr. Chang Tat Joel (resigned with effect from 12 January 2020)

Ms. Lui Choi Yiu, Angela (resigned with effect from 21 April 2020)

Ms. Dong Jiayin (appointed with effect from 12 January 2020

and resigned with effect from 25 March 2021)

授權代表

韓瑞霞女士(於二零二一年三月二十五日獲任)

張振義先生(於二零二零年四月二十一日獲委任)

鄭達祖先生(於二零二零年一月十二日辭任)

雷彩姚女士(於二零二零年四月二十一日辭任)

董佳茵女士(於二零二零年一月十二日獲委任

並於二零二一年三月二十五日辭任)

AUDITOR

BDO Limited

Certified Public Accountants

核數師

香港立信德豪會計師事務所有限公司

執業會計師

REGISTERED AND PRINCIPAL OFFICE

Portion 1, 12/F, The Center,

99 Queen's Road Central,

Hong Kong

註冊及主要辦事處

香港

皇后大道中 99 號

中環中心 12 樓 1 室

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited

DBS Bank (Hong Kong) Limited

Hang Seng Bank Limited

Bank of Communications Co., Limited, Hong Kong Branch

Dah Sing Bank Limited

China Minsheng Banking Corporation Limited

主要往來銀行

香港上海滙豐銀行有限公司

星展銀行(香港)有限公司

恒生銀行有限公司

交通銀行股份有限公司，香港分行

大新銀行有限公司

中國民生銀行股份有限公司

CORPORATE INFORMATION

公司資料

SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited

Transfer Office

Shops 1712–1716

17/F, Hopewell Centre

183 Queen's Road East

Hong Kong

Investor Centre

17M Floor, Hopewell Centre

183 Queen's Road East

Hong Kong

WEBSITE

<http://www.masonhk.com>

股份註冊及過戶處

香港中央證券登記有限公司

過戶處

香港

皇后大道東 183 號

合和中心 17 樓

1712–1716 號舖

投資者服務中心

香港

皇后大道東 183 號

合和中心 17M 樓

網址

<http://www.masonhk.com>

DEPUTY CHIEF EXECUTIVE OFFICER'S STATEMENT

副行政總裁報告

On behalf of the management of Mason Group Holdings Limited (the “**Company**”), I hereby present to shareholders the consolidated results of the Company and its subsidiaries (collectively the “**Group**”) for the year ended 31 December 2020 (the “**Year**”) and prospects of the Group.

The year 2020 was a turning point for the Group. The Group welcomed a new management team during the Year. The new management team which was committed to reshaping the corporate culture, focusing on businesses with sustainable development, actively responded to market challenges through measures such as reducing operating costs, business restructuring and disposing of non-core assets which all helped to have improved the operation and management efficiency of the Company.

- (1) During the Year, the Group achieved remarkable results in reducing operating costs. With few major measures, namely optimising staff structure, removing and relocating office premises, reducing daily non-operating expenses and standardising various consulting fees, hundreds of millions of Hong Kong dollar-cost expenses had been saved for the Group in 2020. The annual operating costs were only approximately 1/3 of the previous year. Such results are expected to be further reflected in 2021, achieving a further decrease in annual operating costs and maximising the utilisation efficiency of the Group’s capital.

- (2) In respect of business restructuring, the Group decisively slowed down the continuous expansion of the non-profiting business segment and terminated further capital contribution to various non-controlling platforms. Geographically, Asian countries such as Singapore, Japan and South Korea contributed impressive revenue to some of the Group’s business segments. However, given the Group is deeply rooted in Hong Kong, its initial intention of leveraging on the development potential of the Greater Bay Area and the unlimited market space of China remains unchanged. This resulted in the Group further focusing in Hong Kong and China in terms of various resources allocation such as capital and personnel.

本人僅代表茂宸集團控股有限公司(「本公司」)管理層向股東呈報本公司及其附屬公司(統稱為「**本集團**」)截至二零二零年十二月三十一日止年度(「**本年度**」)的綜合業績及展望。

二零二零年對於本集團而言是轉折的一年，本集團在本年度迎來了全新的管理層，新管理層致力於重塑企業文化，聚焦可持續發展之業務，通過削減經營成本、業務重組、剝離非核心資產等措施，積極應對市場挑戰，上述措施均提高公司運營管理效率。

- (1) 本集團本年度在削減運營成本上取得了顯著的成果，僅優化人員結構、撤離辦公場所、減少日常非經營開支和規範化各類諮詢費用幾大舉措就為本集團於二零二零年節省數億港元成本開支，全年經營成本僅約為上年度的1/3左右，該成效有望在二零二一年進一步顯現，實現年度運營成本的進一步下降，最大化本集團資本金的使用效率。

- (2) 在業務重組方面，本集團果斷放緩了對非盈利業務板塊的繼續擴張，並終止了對各類非控股平台的進一步出資。在地域上，新加坡、日本、南韓等亞洲國家為本集團的部分板塊業務貢獻了令人驚喜的收入，然而，由於本集團根植香港，依托大灣區的發展潛力和中國內地無限量市場空間的初衷不變。這導致本集團在資金和人員等各類資源配置上也進一步集中於香港和中國內地業務。

DEPUTY CHIEF EXECUTIVE OFFICER'S STATEMENT

副行政總裁報告

(3) The removal of non-core assets also made substantial progress in 2020. The Group successfully completed the disposal of the In-Vitro Fertilisation assisted reproductive services business in Australia and reached an agreement with the buyer for In-Vitro Fertilisation assisted reproductive services business in Hong Kong and completed the disposal in the first quarter of 2021. These two transactions contributed a total of approximately HK\$448,000,000 cash inflow to the Group.

The main objectives of the above three initiatives are to focus on business with sustainable development. Both the mother-infant retail segment in Mainland China and the milk powder manufacturing business in Australia have achieved better operating performance than 2019 under the adverse situation of the pandemic. The Group's financial services platform was rebranded during the Year. For the previously acquired European private bank business, the board of directors (the "Directors") (the "Board") of the Company has made a timely and prudent decision to close down its business to avoid its increasing loss burden on the Group itself. Not only did all financial sectors other than private banks in Europe (including investments in Shengang Securities Company Limited in Mainland China, Mason Securities Limited in Hong Kong and HFG Group (as hereinafter defined)) achieve impressive results and larger positive gain, the best performance in recent years have also been created as a result. This is achieved given the wise decision of the Board to adjust the Group's strategic direction in a timely manner in the context of various historical adjustments such as the impact of the pandemic, the rise of global economic and local protectionism and geopolitical instability etc., as further supported by each employee's dedication through the Year.

Since the second half of 2020, the Group has gradually established a portfolio of various stocks and assets in diversified stock markets, including Hong Kong stocks, US stocks and A shares, which generated substantial financial returns for the Group. As of December 31, 2020, the asset portfolio has generated an annualised return of up to approximately 25% for the Group. In addition, the risk management of the Group was further put into practice in 2020, the addition of high-end talents specialised in various risk management has effectively mitigated and resolved all sorts of risks accumulated from the vigorous expansion of business in the past few years, reducing the probability and scale of loss eventually. In 2020, the Group recovered a large amount of capital through the collection of various risk assets, which provided sufficient capital for the subsequent development of businesses.

(3) 剝離非核心資產亦在二零二零年度取得了實質進展，本集團成功完成了出售澳洲IVF輔助生殖業務的交易，且就香港IVF輔助生殖業務與買家達成了意向，並於二零二一年首季完成了出售交割，兩筆交易為本集團合計貢獻了約4.48億港元的現金流入。

上述三大舉措的主要目標乃聚焦可持續發展之業務。中國內地的母嬰零售板塊和澳洲奶粉製造業務均在疫情打擊下逆勢取得了優於二零一九年的經營表現。本集團的金融服務平台在本年度得以重塑。對於早前收購的歐洲私人銀行業務，本公司董事（「董事」）會（「董事會」）及時審慎地做出了停業的決定，以避免其日益擴大的虧損對本集團自身造成負擔。除歐洲私人銀行外的所有金融板塊業務，投資於中國內地的申港證券股份有限公司、香港的茂宸證券有限公司和晉裕集團（定義見下文）在本年度業績喜人，及取得了較大的正收益，結果創造了近年來最佳的業績表現。這有賴董事會在疫情打擊、全球經濟地方保護主義抬頭、地緣政局動盪等各種歷史性調整的大環境下，及時調整本集團戰略方向的英明決策，更是每一位員工日以繼夜全年艱辛付出的成果。

自二零二零年下半年開始，本集團逐步建立包括港股、美股和A股等多元化股票市場的各類股票資產組合，該組合為本集團取得了豐厚的財務回報。截止二零二零年十二月三十一日，該資產投資組合為本集團帶來了高達約25%的年化回報。此外，本集團風險控制在二零二零年度進一步落到實處，精於各類風險管理的高端人才的加盟使過去數年大力拓展業務積累的各類風險得以有效地緩釋和化解，減少了最終造成損失的概率和規模。二零二零年本集團通過清收各類風險資產回籠了大量資金，為後續業務的發展提供了充分的資本。

DEPUTY CHIEF EXECUTIVE OFFICER'S STATEMENT

副行政總裁報告

The year 2020 is a difficult and promising turning point for the Group. Despite the efforts of the Board and all fellow employees and the Group has achieved remarkable operating results as compared to 2019, the Group still recorded basic losses for the Year. The reason is that Board and the management have conducted a comprehensive and prudent assessment and a prudent outlook of all business units at the end of the Year based on the actual operation of the Group. Besides the impairment provision made in 2019, during the Year a further impairment provision of HK\$358,000,000 was made by the Group for the loans and investments made in the previous years in business. Without taking into account these impairment provisions, the operating results for the Year are solid, with operating profit not only turning around but also reaching a record high of approximately HK\$168,000,000.

The achievement of long-term success depends on the clear operating strategies of the Board and the management, as well as the sense of responsibility and execution of all employees. Looking forward to 2021, despite there are still many uncertainties in the market environment coupling with fierce market competition, we believe that leveraging the Group's sufficient cash reserve, united and aggressive corporate culture and various optimised management measures while developing our core business, we are confident that our market competitiveness would increase, which will also in turn improve our financial performance and value in the future.

In 2021, the Group will continue to develop business in the financial services sector, including integrating internal resources such as securities, investment and insurance financial services, seeking market opportunities, exploring customer value and enhancing the Group's reputation through diversified and effective measures such as service innovation, product innovation and operation innovation.

Finally, on behalf of the Board and the management, I would like to thank our business partners and staff for their support and contribution to us.

二零二零年是本集團面對艱難又充滿希望的轉折點，通過董事會和全體員工的努力，雖取得較二零一九年度明顯優異之經營成果，但全年仍錄得基本虧損。原因在於董事會和管理層基於本集團的實際經營，在年底對全部業務單元進行了全面的審慎評估和謹慎展望，除二零一九年做出的有關減值撥備外，本年度進一步對本集團早年的借貸及投資業務作減值撥備共358,000,000港元。如不計入該等減值撥備，本年度經營業績穩健，經營利潤不僅扭虧為盈，且創歷史最高，約為168,000,000港元。

若要取得長遠成功之目標，有賴於董事會和管理層清晰的經營策略以及全體員工的責任感和執行力。展望二零二一年，儘管市場環境仍有許多不確定性因素，市場競爭激烈，我們相信憑藉本集團充足的現金儲備，團結進取的企業文化，配合各項優化管理手段，全力聚焦發展核心業務，我們有信心我們將更具有市場競爭力，從而在未來提高我們的財務表現及價值。

二零二一年本集團將持續發展金融服務板塊之業務，包括整合證券、投資及保險金融服務等內部資源，通過服務創新、產品創新、經營創新等多元化有效措施，尋求市場機遇，發掘客戶價值，提升本集團聲譽。

最後，本人謹代表董事會及管理層感謝各位股東、合作夥伴及員工給予我們的支持及貢獻。

Han Ruixia
Mason Group Holdings Limited
Deputy Chief Executive Officer

韓瑞霞
茂宸集團控股有限公司
副行政總裁

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OVERVIEW

As a Hong Kong based company, the Company principally provides comprehensive financial services in Mainland China, Japan, South Korea and Europe, with businesses covering private banking, wealth and asset management, securities and futures brokerage, securities margin financing, corporate finance advisory services, investment in securities trading and money lending. As an investment holding company, in addition to directly investing in the healthcare sector and mother-infant-child consumer products sector, the Group also takes trading of securities as a principal business and invests conservatively in local and global stocks.

RESULTS

During the year ended 31 December 2020 (the “**Year**”), the Group recorded a turnover of approximately HK\$1,274.36 million (2019: HK\$2,686.85 million) and operating income of approximately HK\$528.96 million (2019: HK\$1,651.97 million). The decrease in turnover and operating income for the Year was mainly due to deconsolidation of the AYD Group Limited and its subsidiaries (“**AYD Group**”) from the second half of 2019, as a result of the disposal of part of share interest in AYD Group in June 2019. Since then, AYD Group ceased as a subsidiary of the Group and was accounted for as an associate of the Group.

During the Year, loss attributable to equity holders of the Company was approximately HK\$140.71 million (2019: loss attributable to equity holders of HK\$1,149.86 million), and basic and diluted loss per share were 0.32 Hong Kong cents (2019: loss per share of 2.58 Hong Kong cents). The loss for the Year was mainly due to impairment loss on financial assets for expected credit loss of HK\$67.17 million (2019: HK\$165.54 million), impairment loss on goodwill and intangible assets totaling HK\$99.60 million (2019: HK\$544.99 million), and impairment loss on interests in associates of HK\$191.35 million (2019: HK\$487.14 million). The Company engaged an independent professional valuer, Avista Valuation Advisory Limited (“**Avista**”) to perform the valuation for each business segments as at 31 December 2020 under the requirements of HKFRS.

概覽

本公司植根於香港，主要面向中國內地、日本、南韓及歐洲市場提供綜合金融服務，業務種類涵蓋私人銀行、財富及資產管理、證券及期貨經紀、證券孖展融資、企業投融資顧問服務、證券交易投資和放債等。本集團作為一家投資控股公司，除直接投資醫療保健行業及母嬰童消費品行業，亦將證券交易列為一項主營業務，以保守策略投資於本地及全球股票。

業績

截至二零二零年十二月三十一日止年度(「**本年度**」)，本集團產生營業額約1,274,360,000港元(二零一九年：2,686,850,000港元)及經營收入約528,960,000港元(二零一九年：1,651,970,000港元)。本年度營業額及經營收入下降主要是由於在二零一九年六月出售愛嬰島集團有限公司及其附屬公司(「**愛嬰島集團**」)的部分股份權益導致愛嬰島集團自二零一九年下半年起取消綜合入賬所致。此後，愛嬰島集團不再作為本集團的附屬公司，並作為本集團的聯營公司入賬。

本年度內，本公司權益持有人應佔虧損約為140,710,000港元(二零一九年：權益持有人應佔虧損1,149,860,000港元)，而每股基本及攤薄虧損為0.32港仙(二零一九年：每股虧損2.58港仙)。本年度虧損主要由於財務資產就預期信貸之減值虧損67,170,000港元(二零一九年：165,540,000港元)、商譽及無形資產減值虧損合共99,600,000港元(二零一九年：544,990,000港元)，以及於聯營公司之權益減值虧損191,350,000港元(二零一九年：487,140,000港元)。本公司已委聘獨立專業估值師艾華迪評估諮詢有限公司(「**艾華迪**」)根據香港財務報告準則的規定對各業務分部於二零二零年十二月三十一日進行估值。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

MARKET AND BUSINESS REVIEW

As Hong Kong's economy suffers contraction as Coronavirus Disease (the “**COVID-19**”) hammered key drivers of growth, such as tourism and consumption, the resulting range of social distancing and quarantine measures implemented to reduce the COVID-19 spread have been very testing on the Group’s business model in respect of each of its core business, in particular, where the Group’s financial services and healthcare businesses do require the Group to face customers directly, when quite some customers are also based outside Hong Kong. As such, all business units of the Group faced huge challenges during the Year.

With Hong Kong’s economic recession deepened in the first half of the Year in face of the COVID-19, Hong Kong’s financial market has correspondingly suffered. This saw the Hang Seng Index suffering a sharp decrease from approximately 28,900 points in January 2020 to approximately 21,600 points in March 2020. Leveraging on the much needed global fiscal and monetary stimulus measures as well as more synchronised pandemic controls implemented by governments across the world, Hong Kong’s financial market managed a recovery, which saw the Hang Seng Index rebounded to 27,100 points at the end of the Year. Against this backdrop, the Group demonstrated resilience by reducing its operating costs through effective group restructuring plan and developed its financial services and investments, in particular its brokerage business and trading of securities investment, which resulted in considerable income being recorded during the Year. On top of that, notwithstanding COVID-19 related disruptions within the market of consumer goods in Mainland China during the beginning of the Year, the Group’s mother-infant-child consumer product sector remained robust, due to the fast resumption of production and operation in Mainland China during the second quarter, coupled with increase in demand of mother-infant-child consumer products as the result of Mainland China’s two-child policy.

Financial Services — Provision of wealth and asset management, financial brokerage and related services

The Group’s financial services business segment primarily focused on wealth management platform consisting of securities and futures brokerages, private banking, fixed income sales and distribution, discretionary account and asset management, insurance brokerage services, securities margin financing, leverage financing solutions and provision of corporate finance advisory and related services.

市場及業務回顧

由於新型冠狀病毒（「**COVID-19**」）對旅遊業及消費等主要增長動力造成打擊，香港經濟出現萎縮，因此為減少COVID-19傳播而實施的一系列社交距離及隔離措施對本集團各核心業務的業務模式造成非常嚴峻的考驗，尤其是當本集團的金融服務及醫療保健業務要求本集團直接面對客戶而相當部分客戶又位於香港境外。因此，本集團所有業務單位於本年度內面臨巨大挑戰。

面對COVID-19，香港經濟於本年度上半年進一步衰退，香港金融市場因而受到影響。恒生指數由二零二零年一月約28,900點大幅下跌至二零二零年三月約21,600點。憑藉全球各地政府實施急需的全球財政及貨幣刺激措施以及更同步的疫情控制措施，香港金融市場實現復甦，恒生指數於本年度末反彈至27,100點。在此背景下，本集團透過有效的集團重組計劃降低其營運成本，並發展其金融服務及投資，尤其是其經紀業務及證券投資買賣，展現其抗逆力，從而於本年度錄得可觀收入。再者，儘管中國內地消費品市場於本年度初出現COVID-19相關的中斷，但由於中國內地於第二季度迅速恢復生產及營運，加上因中國內地實施二孩政策導致母嬰童消費品需求增加，本集團的母嬰童消費品行業仍然強勁。

金融服務 — 提供財富及資產管理、金融經紀及相關服務

本集團的金融服務業務分部主要專注於財富管理平台，包括證券及期貨經紀、私人銀行、固定收益銷售及分銷、全權委託賬戶及資產管理、保險經紀服務、證券孖展融資、槓桿融資解決方案及提供企業融資顧問及相關服務。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The total operating income contributed by this business segment during the Year was approximately HK\$277.51 million (2019: HK\$365.19 million) and the loss was approximately HK\$135.96 million (2019: HK\$242.09 million). The loss was significantly reduced due to the Group's continuous cost management efforts. However, due to the ever-increasing competition among financial institutions in the market, the operating income from securities and futures brokerages services have decreased during the Year. Furthermore, for the private banking sector, given the expected synergies in offering European private banking solutions to the Group's clients in Asia have yet to be realised and the tightened local regulations and the continuous negative interest rate policy of European banking industry, an impairment losses on goodwill and intangible assets of approximately HK\$22.81 million and HK\$72.12 million were recognised for Mason Privatbank Liechtenstein AG ("MPL") respectively during the Year.

Financial Services — Provision of financing services

During the Year, the Group's provision of financing service, mainly including leverage and acquisition financing activities and mortgage loan securitisation business in Hong Kong, contributed a total operating income of approximately HK\$45.14 million (2019: HK\$96.37 million) and net loss of approximately HK\$25.08 million (2019: HK\$129.09 million).

The decrease in operating income attributable to this segment was aligned with a more conservative credit strategy imposed by the Group since late 2019. After comprehensive and diligent evaluation, the overall loan portfolio was reduced, with effective actions taken to accelerate the recovery of outstanding loans. With the implementation of these efforts, credit ratios and collaterals quality in the overall loan portfolio have notably improved. With the Group's focus geared towards a more granular risk appetite, its active portfolio management actions involved all credit proposals being subject to robust credit risk assessments. Regular credit monitoring and the credit mitigation through enhancement of collaterals are also part of the controlling tools in the Group's credit risk management life cycle. For the Year, the total size of the Group's loan portfolio of mortgage and loan business was approximately HK\$413.76 million (2019: HK\$687.08 million), with credit impairment of HK\$50.78 million (2019: HK\$142.36 million).

本分部於本年度貢獻的總經營收入約為277,510,000港元(二零一九年：365,190,000港元)，虧損則為約135,960,000港元(二零一九年：242,090,000港元)。虧損大幅減少乃主要由於本集團持續進行成本管理工作。然而，由於市場上金融機構之間的競爭不斷加劇，證券及期貨經紀服務的經營收入於本年度有所減少。此外，就私人銀行分部而言，鑑於向本集團亞洲客戶提供歐洲私人銀行解決方案的預期協同效應尚未實現，連同當地法規收緊及歐洲銀行業負利率政策持續，於本年度內已就Mason Privatbank Liechtenstein AG ("MPL")分別確認商譽及無形資產減值虧損約22,810,000港元及72,120,000港元。

金融服務 — 提供融資服務

本年度內，本集團提供融資服務(主要包括在香港提供槓桿及收購融資活動以及按揭貸款證券化業務)為總經營收入貢獻約45,140,000港元(二零一九年：96,370,000港元)，及虧損淨額約25,080,000港元(二零一九年：129,090,000港元)。

本分部的經營收入減少與本集團自二零一九年底起實施更保守的信貸策略一致。經全面及審慎評估後，整體貸款組合有所減少，並已採取有效措施加快收回未償還貸款。透過實施該等措施，整體貸款組合的信貸比率及抵押品質素顯著提高。由於本集團專注於更精細的風險偏好，其主動組合管理行動涉及所有信貸提案均須接受穩健的信貸風險評估。定期信貸監控及透過提升抵押品減低信貸亦為本集團信貸風險管理生命週期中的監控工具之一。於本年度，本集團按揭及貸款業務的貸款組合規模合共約413,760,000港元(二零一九年：687,080,000港元)，信貸減值為50,780,000港元(二零一九年：142,360,000港元)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Financial Services — Trading of securities investments

The listed securities held by the Group, for the purpose of proprietary investment, are mainly listed on the Australian, Mainland China, Hong Kong, and United States stock markets. The Group focused its investment, including but not limited to securities trading and funds investment, in specialised sectors, with investments conducted with a cautious attitude and under strict discipline. During the Year, the Group's proprietary trading of securities recorded a profit of approximately HK\$73.43 million (2019: loss of HK\$163.86 million).

Healthcare service — Provision of medical and laboratory services

The Group's healthcare business comprises of the provision of assisted reproductive services, genetic diagnostic and counselling services, and health check services. During the Year, the results of the Group's healthcare business are entirely contributed by associated companies of the Group, The Women's Clinic Group Limited and its subsidiaries ("TWCGL") and Pangenia Inc and its subsidiaries ("Pangenia"). In May 2020, the Group exited from the assisted reproductive services business in Australia through the disposal of TT Holdings Limited.

Since the outbreak of the COVID-19 in 2020, social distancing measures, inclusive of travel restrictions and quarantine arrangements, directly reduced the number of customers from Mainland China and overseas who patronise the Group's the healthcare services. As a result, the loss of approximately HK\$157.82 million was recorded in the healthcare segment during the Year (2019: loss of HK\$170.26 million), of which profit of HK\$14.51 million resulted from the disposal of assisted reproductive services business in Australia as mentioned above and impairment of HK\$151.00 million and HK\$40.34 million resulted from the deterioration of the business prospects of TWCGL and Pangenia respectively.

In February 2021, the Group further realised its investment in the assisted reproductive services business in Hong Kong through the disposal of Mason Reproductive Technology Limited at a cash consideration of HK\$268 million. The Group's exit from the assisted reproductive services business in Australia and Hong Kong has allowed the Group to focus on other core businesses.

金融服務 — 買賣證券投資

本集團以自營投資目的持有的上市證券主要於澳洲、中國內地、香港及美國股市上市。本集團的投資(包括但不限於證券交易及基金投資)集中於特定行業，並以審慎態度及嚴格紀律進行投資。本年度內，本集團的證券自營買賣錄得溢利約73,430,000港元(二零一九年：虧損163,860,000港元)。

醫療保健服務 — 提供醫療及實驗室服務

本集團的醫療業務包括提供輔助生殖服務、基因篩查及諮詢服務以及健康檢查服務。本年度內，本集團醫療業務的業績全部來自本集團的聯營公司寶德醫務集團有限公司及其附屬公司(「寶德醫務集團」)及新亞生物科技有限公司及其附屬公司(「新亞」)。於二零二零年五月，本集團透過出售TT Holdings Limited退出澳洲的輔助生殖業務。

自二零二零年COVID-19爆發以來，社交距離措施，包括旅行限制及檢疫安排，直接減少來自中國內地及海外光顧本集團的醫療服務的客戶數量。因此，於本年度內，醫療保健分部錄得虧損約157,820,000港元(二零一九年：虧損170,260,000港元)，其中出售上述澳洲輔助生殖服務業務產生溢利14,510,000港元，而寶德醫務集團及新亞的業務前景轉差則分別導致減值151,000,000港元及40,340,000港元。

於二零二一年二月，本集團以現金代價268,000,000港元出售茂宸生殖科技有限公司，進一步將香港輔助生殖服務業務的投資變現。本集團退出澳洲及香港的輔助生殖服務業務使本集團可以專注於其他核心業務。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Mother-infant-child consumer products — infant formula manufacturing and sales

This business segment mainly includes AYD Group which operates the franchise operating and managed retail stores of mother-infant-child products in Mainland China, as well as Blend and Pack Pty. Ltd ("B&P"), the Australia-based manufacturer of infant formula and nutritional products.

During the Year, this business segment contributed an operating income of approximately HK\$161.79 million (2019: HK\$1,317.56 million) and a profit of approximately HK\$24.55 million (2019: loss of HK\$397.95 million). The operating income significantly decreased in 2020 as the Group no longer consolidates AYD Group's result as a subsidiary upon the deemed disposal in June 2019.

Investment holding

The investment holding business segment mainly holds the investments in private equity and funds, for earning dividend and investment income and capital appreciation purpose. As at 31 December 2020, the segment assets of this segment was approximately HK\$1,554.92 million (2019: HK\$1,525.48 million), of which HK\$1,026.88 million (2019: HK\$749.30 million) represents investment in a private equity, and HK\$95.02 million (2019: HK\$312.94 million) represents investments in funds. During the Year, segment income of approximately HK\$15.68 million (2019: HK\$8.93 million) and segment profit of approximately HK\$68.29 million (2019: profit of HK\$4.14 million) generated from fund investments were recorded. During the Year, the Group also recorded a HK\$55.31 million other income arising from the termination of B&P disposal under this business segment.

母嬰童消費品 — 嬰幼兒配方奶粉生產及銷售

母嬰童消費品業務包括中國內地的特許專營營運及管理母嬰童產品的零售商舖，即愛嬰島集團，以及澳洲嬰幼兒奶粉製造商Blend and Pack Pty. Ltd ("B&P")。

本年度內，該業務分部貢獻經營收入約161,790,000港元(二零一九年：1,317,560,000港元)及溢利約24,550,000港元(二零一九年：虧損397,950,000港元)。二零二零年經營收入大幅減少，原因是本集團於二零一九年六月視作出售愛嬰島集團後，其業績不再以附屬公司綜合併入本集團的業績。

投資控股

投資控股業務分部主要持有於私人權益及基金的投資以賺取股息及投資收入以及作資本增值。於二零二零年十二月三十一日，該分部的分部資產約為1,554,920,000港元(二零一九年：1,525,480,000港元)，當中1,026,880,000港元(二零一九年：749,300,000港元)指於私人權益的投資，而95,020,000港元(二零一九年：312,940,000港元)指於基金的投資。本年度內，錄得來自基金投資所產生的分部收入約15,680,000港元(二零一九年：8,930,000港元)及分部溢利約68,290,000港元(二零一九年：溢利4,140,000港元)。本年度內，本集團亦於本業務分部下錄得自終止B&P出售事項產生的其他收入55,310,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Liquidity and financial resources

As at 31 December 2020, the Group's total assets amounted to approximately HK\$6,926.06 million (31 December 2019: HK\$7,791.13 million), among which 29.49% (2019: 30.30%) was bank deposits and cash of approximately HK\$2,042.43 million (31 December 2019: HK\$2,360.44 million). The bank deposits and cash comprised fixed deposits of approximately HK\$1,194.30 million (31 December 2019: HK\$954.98 million) in aggregate.

As at 31 December 2020, the net current assets of the Group amounted to approximately HK\$2,288.89 million (2019: approximately HK\$1,968.37 million), which included bank deposits and cash of approximately HK\$2,042.43 million (2019: HK\$2,124.88 million). The current ratio, expressed as current assets over current liabilities, was approximately 2.56 (2019: approximately 1.95). The gearing ratio of the Group, expressed as total interest-bearing borrowings over the total equity, was 0 (2019: 0.06).

As at 31 December 2020, the Group does not have any bank borrowings nor any other borrowings.

As at 31 December 2019, the Group does not have any bank borrowings. As at 31 December 2019, the Group has other borrowings of approximately HK\$295.73 million, of which HK\$194.73 million is an unsecured bond denominated in United States dollar, which carries an interest at 12 months ICE LIBOR plus 4.5% per annum. Furthermore, there are two outstanding unsecured bonds with principal amounts of approximately HK\$10.00 million each, issued in 2014 to two third party investors with an interest of 5% per annum. All other borrowings were fully repaid during 2020.

As at 31 December 2020 and 2019, the Company's total amount of issued and fully paid share capital is HK\$6,142.96 million. As at 31 December 2020, the total number of issued shares with no par value is 44,364,885,557 shares (2019: 44,375,065,557 shares).

As at 31 December 2020, the Group's total equity amounted to approximately HK\$5,400.88 million (2019: HK\$5,269.68 million), taking into account of non-controlling interest of approximately HK\$211.32 million (31 December 2019: HK\$267.99 million).

財務回顧

流動資金及財務資源

於二零二零年十二月三十一日，本集團的總資產約為6,926,060,000港元(二零一九年十二月三十一日：7,791,130,000港元)，當中29.49%(二零一九年：30.30%)為銀行存款及現金約2,042,430,000港元(二零一九年十二月三十一日：2,360,440,000港元)。銀行存款及現金包括定期存款合計約1,194,300,000港元(二零一九年十二月三十一日：954,980,000港元)。

於二零二零年十二月三十一日，本集團的流動資產淨值約2,288,890,000港元(二零一九年：約1,968,370,000港元)，包含銀行存款及現金約2,042,430,000港元(二零一九年：2,124,880,000港元)。流動比率(以流動資產除以流動負債列示)約2.56(二零一九年：約1.95)。本集團的資本負債比率(以總計息借款除以總權益列示)為零(二零一九年：0.06)。

於二零二零年十二月三十一日，本集團並無任何銀行借款及其他借款。

於二零一九年十二月三十一日，本集團並無任何銀行借款。於二零一九年十二月三十一日，本集團有其他借款約295,730,000港元，其中194,730,000港元為以美元計值的未贖回無抵押債券，按十二個月洲際交易所倫敦銀行同業拆息加年利率4.5厘計息。此外，本集團另有兩張於二零一四年向兩名第三方投資者發行每張本金額約為10,000,000港元之未贖回無抵押債券，該等債券年利率均為5厘。全部其他借款已於二零二零年悉數償還。

於二零二零年及二零一九年十二月三十一日，本公司已發行及繳足股本總額為6,142,960,000港元。於二零二零年十二月三十一日，無面值的已發行股份總數為44,364,885,557股股份(二零一九年：44,375,065,557股股份)。

於二零二零年十二月三十一日，本集團的權益總額約為5,400,880,000港元(二零一九年：約5,269,680,000港元)，乃經計及非控股權益約211,320,000港元(二零一九年十二月三十一日：267,990,000港元)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

As at 31 December 2020, the Group's total debt to equity ratio was 0.04 (31 December 2019: 0.13), being the Group's repurchase agreements of approximately HK\$239.48 million (31 December 2019: loans and borrowing and repurchase agreements of approximately HK\$701.23 million) divided by the total equity.

To enhance the earnings per share of the Group for the benefits of the Company's shareholders as a whole, the Group repurchased 253,460,000 shares (the "**Repurchased shares**") of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") during 2019 at a total consideration of approximately HK\$31.70 million. 53,140,000, 190,140,000 and 10,180,000 Repurchased Shares were cancelled on 8 July 2019, 8 August 2019 and 23 March 2020, respectively. Save for aforementioned repurchases, no members of the Group purchased, sold or redeemed any of the Company's listed securities during the Year.

After taking into account the capital structure and liquidity analysis of the Group during the reporting period, as well as the estimated cash flows generated from the Group's operations, the management of the Group is satisfied that the Group will have sufficient working capital in the future to sustain the development of our current continuing operations and focus on the major advantageous businesses.

Treasury Policies

Having considered the Group's current cash and cash equivalents, bank and other borrowings and banking facilities, the management believes that the Group's financial resources are sufficient for its day-to-day operations. The Group did not use financial instruments for financial hedging purposes during the Year. The Group's business transactions, assets and liabilities are principally denominated in Australia dollars, Swiss Franc, Renminbi and Hong Kong dollars. Fluctuations in foreign currency may have an impact on the Group's results and net asset value as the Group's consolidated financial statements are presented in Hong Kong dollars. The Group's treasury policy is to manage its foreign currency exposure only when its potential financial impact is material to the Group. The Group will continue to monitor its foreign exchange position and, if necessary, utilise hedging tools, if available, to manage its foreign currency exposure.

於二零二零年十二月三十一日，本集團總負債權益比率為0.04(二零一九年十二月三十一日：0.13)，即本集團的回購協議總額約239,480,000港元(二零一九年十二月三十一日：貸款及借款及回購協議約701,230,000港元)除以總權益。

為了本公司股東的整體利益及提升本集團每股盈利，本集團於二零一九年在香港聯合交易所有限公司(「聯交所」)回購了253,460,000股本公司股份(「回購股份」)，總代價約為31,700,000港元。53,140,000股、190,140,000股及10,180,000股回購股份分別於二零一九年七月八日、二零一九年八月八日及二零二零年三月二十三日註銷。除有關回購外，本集團成員概無於本年度購買、出售或贖回本公司任何上市證券。

通過對本集團報告期間的資本架構及流動性分析以及對本集團營運產生現金流估算，管理層相信本集團未來可憑藉充足的營運資金持續經營現有業務及聚焦優勢主業之發展。

庫務政策

經計及本集團的現有現金及現金等價物、銀行及其他借款以及銀行融資，管理層認為本集團的財務資源足夠用於其日常經營。於本年度內，本集團並無使用金融工具作金融對沖之用。本集團的業務交易、資產及負債主要以澳元、瑞士法郎、人民幣及港元計值。由於本集團的綜合財務報表以港元呈列，故外幣波動可能影響本集團的業績及資產淨值。本集團的庫務政策乃當潛在財務影響對本集團而言屬重大時才會管控其外匯風險。本集團將繼續監控其外匯情況，並(如必要)動用對沖工具(如有)管控外匯風險。

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PROSPECTS

With Mainland China's great success in the control of the COVID-19, as supported with well-implemented vaccination programs across key markets, there are good windows of asset reallocation to capture market opportunities in key equity markets, fixed income and credit markets. The continuous facilitation of cross market wealth management for investors in Hong Kong and the Greater Bay Area is expected to bring new innovations and market opening for inbound and outbound flows of wealth management business. The Group is expected to be able to capture these new market opportunities for clients via various wealth management platforms.

In particular, given the rollout of COVID-19 vaccines, the Group believes that global economic recovery will result and is therefore cautiously optimistic for the year 2021 ahead. The Group considers that it is an opportunity to, within the year 2021, expand its competitive financial strength to make a stronger presence in the Hong Kong financial industry by increasing new market share within the securities margin financing business as well as other different types of secured lending businesses. Given the financial services industry has been at the forefront in helping businesses and individuals through difficulties, whilst at the same time capturing investment opportunities in terms of expected recovery and future growth, the Group anticipates to re-build its overall loan portfolio by doubling its book size in 2021, so as to create long-term and sustainable value for the Group.

CAPITAL COMMITMENTS

As at 31 December 2020, the Group had a total capital commitment of approximately HK\$66.96 million (2019: HK\$67.28 million), contracted for but not provided for in the financial statements.

CONTINGENT LIABILITIES

The Group previously entered into agreements to provide certain parent guarantees for bank loan facilities granted to AYD Group for its working capital requirements. As at 31 December 2020, the maximum aggregate amount of the guarantees was RMB13.50 million (approximately HK\$16.05 million) (2019: RMB13.80 million, approximately HK\$15.04 million) which were fully utilised. A guarantee fee will be charged at 1.5% per annum of the drawdown amount.

前景

隨著中國內地在COVID-19防控及在主要市場支持疫苗接種計劃方面取得巨大成功，資產配置有良好窗口，以把握主要股票市場、固定收益及信貸市場的市場機遇。為香港及大灣區投資者持續推動跨市場財富管理，預期將為財富管理業務的境內外流動帶來創新及市場開放。本集團預期能夠通過各種財富管理平台為客戶把握新的市場機遇。

尤其是隨著COVID-19疫苗推出，本集團相信全球經濟將會復甦，因此對二零二一年的前景持審慎樂觀態度。本集團認為，透過於二零二一年內增加證券孖展融資業務及其他不同類型的有抵押貸款業務的新市場份額，乃擴大其競爭財務實力以為香港金融業建立更強大地位的良機。鑑於金融服務業在幫助企業及個人渡過難關方面處於領先地位，同時在預期復甦及未來增長方面把握投資機會，本集團預期於二零二一年透過將其賬面規模翻倍重建其整體貸款組合，從而為本集團創造長期及可持續價值。

資本承擔

於二零二零年十二月三十一日，本集團的已訂約但未於財務報表內撥備的資本承擔總額約66,960,000港元(二零一九年：67,280,000港元)。

或然負債

本集團過往已訂立協議，為愛嬰島集團獲提供營運資金需求的銀行貸款融資提供若干母公司擔保。於二零二零年十二月三十一日，擔保的最高總金額為人民幣13,500,000元(約16,050,000港元)(二零一九年：人民幣13,800,000元，約15,040,000港元)已悉數獲動用。擔保費將按每年提取金額的1.5%收取。

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PLEDGE OF ASSETS

As at 31 December 2020 and 2019, the Group does not have any pledged assets.

MATERIAL ACQUISITIONS AND DISPOSALS

On 8 February 2019, the Group's indirect non-wholly owned subsidiary, GL Food Holdings Pte. Ltd. ("GL Food"), entered into an agreement with Wattle Health Australia Investments Pty Ltd ("WHAI") to sell the 46% of interest in B&P to WHAI, and grant put and call options over 29% of the issued shares to WHAI. On 8 May 2019, GL Food entered into an agreement (which amends and reinstates an earlier agreement) with WHAI to sell 75% of the issued shares of B&P, representing GL Food's entire interest in B&P to WHAI for a total consideration of US\$55.00 million. On 14 November 2019, the Company, Mason Dairy Holdings Limited ("MDHL"), the Group's indirect wholly owned subsidiary and the sole shareholder of GL Food, WHAI and Wattle Health Australia Limited entered into an agreement, pursuant to which MDHL agreed to sell entire issued shares of GL Food to WHAI for a total consideration of US\$55.00 million. This transaction had been terminated on 9 March 2020 as WHAI was not able to raise necessary funding to settle the total consideration of US\$55.00 million on or before the sunset date of 29 February 2020. Further details of the B&P disposal were set out in the announcements of the Company dated 8 February 2019, 22 February 2019, 12 April 2019, 8 May 2019, 12 June 2019, 20 June 2019, 31 July 2019, 1 September 2019, 1 October 2019, 14 November 2019, 31 December 2019, 11 January 2020 and 9 March 2020.

On 13 May 2020, the Group entered into an agreement for the disposal of 33,955 shares of TT Holdings Limited for a consideration of US\$23.0 million (equivalent to approximately HK\$179.4 million) to Classic Harmony Limited (the "Investor"). The consideration comprised of a cash of approximately US\$1.5 million (equivalent to approximately HK\$11.75 million) and the transfer of preferred shares from the Investor to the Group amounted to approximately US\$21.5 million (equivalent to approximately HK\$164.57 million). TT Holdings Limited indirectly owns approximately 55.2% equity interests in Genea Limited, an Australia based company that principally engaged in providing the assisted reproductive technology services. The disposal was completed on 13 May 2020. Following the completion of the transaction, the Group recognised a gain of approximately HK\$14.51 million for the Year. Details please refer to the announcement of the Company dated 13 May 2020.

資產抵押

於二零二零年及二零一九年十二月三十一日，本集團並無擁有任何已抵押資產。

重大收購或出售事項

於二零一九年二月八日，本集團之間接非全資附屬公司GL Food Holdings Pte. Ltd. ("GL Food")與Wattle Health Australia Investments Pty Ltd ("WHAI")訂立協議，將於B&P的46%權益出售予WHAI，並就29%已發行股份向WHAI授出認沽及認購期權。於二零一九年五月八日，GL Food與WHAI訂立協議(修訂並恢復先前的協議)，向WHAI出售B&P的75%已發行股份(相當於GL Food於B&P的全部權益)，總代價為55,000,000美元。於二零一九年十一月十四日，本公司、Mason Dairy Holdings Limited ("MDHL") (本集團間接全資附屬公司及GL Food的唯一股東)、WHAI與Wattle Health Australia Limited訂立協議，據此MDHL同意向WHAI出售GL Food的全部已發行股份，總代價為55,000,000美元。該交易已於二零二零年三月九日終止，乃由於WHAI未能於最後日期二零二零年二月二十九日或之前籌集所需資金以結付總代價55,000,000美元。有關B&P出售事項的進一步詳情載於本公司日期為二零一九年二月八日、二零一九年二月二十二日、二零一九年四月十二日、二零一九年五月八日、二零一九年六月十二日、二零一九年六月二十日、二零一九年七月三十一日、二零一九年九月一日、二零一九年十月一日、二零一九年十一月十四日、二零一九年十二月三十一日、二零二零年一月十一日及二零二零年三月九日的公告。

於二零二零年五月十三日，本集團訂立協議以代價23,000,000美元(相當於約179,400,000港元)向Classic Harmony Limited ("投資者")出售TT Holdings Limited的33,955股股份。代價包括現金約1,500,000美元(相當於約11,750,000港元)及投資者向本集團轉讓優先股約21,500,000美元(相當於約164,570,000港元)。TT Holdings Limited間接擁有Genea Limited約55.2%的股權，而Genea Limited為一家總部設於澳洲的公司，主要從事提供輔助生殖技術服務。該出售已於二零二零年五月十三日完成。於完成交易後，本集團確認本年度收益約為14,510,000港元。詳情請參閱本公司日期為二零二零年五月十三日的公告。

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Save as disclosed above, the Group did not undertake any material acquisitions or disposals during the Year.

SIGNIFICANT INVESTMENTS

The Group remains cautious about the trading performance of its portfolio of securities. With volatile global financial markets during the Year, the Group proactively grasp investment opportunities and made stock investments to capture trading profits. A net fair value gain recognised for the Group's trading of securities investments amounted to approximately HK\$92.31 million (2019: loss of HK\$10.22 million) during the Year. The Group held a few listed investments with market value over HK\$50.00 million as at 31 December 2020 as set out below:

List of significant stocks in terms of market value as at 31 December 2020

除上文所披露者外，本集團於本年度並無進行任何重大收購或出售事項。

重大投資

本集團對其證券投資組合的交易表現保持審慎態度。鑑於本年度全球金融市場出現波動，本集團積極把握投資機會並進行股票投資以獲取買賣溢利。本年度內，本集團就買賣證券投資確認之公允值收益淨額約為92,310,000港元(二零一九年：虧損10,220,000港元)。本集團於二零二零年十二月三十一日持有市值超過50,000,000港元之少量上市投資詳情載列如下：

於二零二零年十二月三十一日就市值劃分的主要股票列表

Name of stock listed on Stock Exchange/overseas stock exchange	Stock code	Brief description of the business	Number of shares held as at 31 December 2020	Proportion of shares held as at 31 December 2020	Investment cost as at 31 December 2020	Market value as at 31 December 2020	Percentage assets value of the Group as at 31 December 2020
於聯交所／海外證券交易所上市的股份名稱	股份代號	業務簡介	於二零二零年十二月三十一日所持股份數目	於二零二零年十二月三十一日所持的股份比例	於二零二零年十二月三十一日的投資成本 HK\$'000	於二零二零年十二月三十一日的市值 HK\$'000	於二零二零年十二月三十一日佔本集團資產總值的百分比
Analogue Holdings Limited	1977	Provision of electrical and mechanical engineering building services 提供機電工程樓宇服務	42,000,000	3.00%	50,908	52,920	0.76%
安樂工程集團有限公司 Hangzhou Hikvision Digital Technology Co., Ltd.	2415	Research and development, manufacture and distribution of video products, as well as the provision of video services 研發、製造及分銷影像產品以及提供影像服務	909,400	0.01%	45,486	52,431	0.76%
杭州海康威視數字技術股份有限公司 Tencent Holdings Limited	700	Provision of value-added services, FinTech and business services and online advertising services 提供增值服務、金融科技及業務服務及網絡廣告服務	97,500	0.001%	54,637	54,990	0.79%
騰訊控股有限公司							

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Significant stocks gains/(losses) for the year ended 31 December 2020

截至二零二零年十二月三十一日止年度
重要股票的收益／(虧損)

Name of stock listed on Stock Exchange/overseas stock exchange	Stock code	Brief description	Realised gains/(losses) for the year ended 31 December 2020	Unrealised gains/(losses) for the year ended 31 December 2020	Dividend received for the year ended 31 December 2020
於聯交所／海外證券交易所上市的股份名稱	股份代號	業務簡介	截至二零二零年十二月三十一日止年度的已變現收益／(虧損) HK\$'000 千港元	截至二零二零年十二月三十一日止年度的未變現收益／(虧損) HK\$'000 千港元	截至二零二零年十二月三十一日止年度已收取股息 HK\$'000 千港元
Analogue Holdings Limited	1977	Provision of electrical and mechanical engineering building services 提供機電工程樓宇服務	-	11,340	3,734
安樂工程集團有限公司 Hangzhou Hikvision Digital Technology Co., Ltd.	2415	Research and development, manufacture and distribution of video products, as well as the provision of video services 研發、製造及分銷影像產品以及提供影像服務	1,117	6,945	-
杭州海康威視數字技術股份有限公司 Tencent Holdings Limited	700	Provision of value-added services, FinTech and business services and online advertising services 提供增值服務、金融科技及業務服務及網絡廣告服務	(34)	353	-
騰訊控股有限公司					

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USE OF PROCEEDS

Reference is made to the prospectus and the announcements issued by the Company on 13 January 2017, 7 February 2017, 8 September 2017, 4 September 2019, 4 June 2020 and 17 August 2020 respectively, and the annual report 2019, in relation to, among other things, the rights issue on the basis of six (6) rights shares for every five (5) shares held on the record date (the "**Rights Issue**"), use of proceeds and changes in use of proceeds from Rights Issue.

The Company (i) allotted and issued 22,124,799,450 ordinary shares to the qualifying shareholders on the register as at 12 January 2017 at a subscription price of HK\$0.13 per share for a total consideration, before expenses, of approximately HK\$2,876.00 million and (ii) allotted and issued 4,056,213,232 new shares (the "**Bonus Shares**") of the Company to certain qualifying shareholders, on the basis of one Bonus Share for every ten shares held by the qualifying shareholders at the date for determining their entitlements (the "**Bonus Issue**"). Both the Rights Issue and Bonus Issue were completed in February 2017 and the net proceeds from the Rights Issue was approximately HK\$2,840.00 million (the "**Net Proceeds**").

Following completion, the Company resolved to reallocate part of the Net Proceeds on 8 September 2017. Further details of the change in use of unused proceeds were set out in the announcement of the Company dated 8 September 2017.

As at 31 December 2019, the Group had unused Net Proceeds of approximately HK\$12.98 million towards IT upgrade of financial services and on 4 June 2020, the Company changed the original intended use of the unused proceeds to general working capital purpose to allocate its financial resources more effectively to support the daily business of the Group. The Company expected the unutilised proceeds of the Rights Issue would be applied by end of 31 December 2020. Further details of the change in use of unused proceeds were set out in the announcement of the Company dated 4 June 2020.

所得款項用途

茲提述本公司分別於二零一七年一月十三日、二零一七年二月七日、二零一七年九月八日、二零一九年九月四日、二零二零年六月四日及二零二零年八月十七日刊發的供股章程及公告，以及二零一九年年度報告，內容有關(其中包括)按於記錄日期持有每五(5)股股份獲發六(6)股供股股份的基準進行供股(「供股」)，以及所得款項用途及變更供股所得款項用途。

本公司(i)於二零一七年一月十二日按認購價每股0.13港元向名列股東名冊的合資格股東配發及發行22,124,799,450股普通股，總代價(扣除支出前)約為2,876,000,000港元；及(ii)向若干合資格股東配發及發行本公司4,056,213,232股新股份(「紅股股份」)，基準為合資格股東於釐定彼等權利當日每持有十股股份獲發行一股紅股股份(「紅股發行」)。供股及紅股發行已於二零一七年二月完成，供股所得款項淨額為約2,840,000,000港元(「所得款項淨額」)。

完成後，董事會已於二零一七年九月八日議決重新分配部分所得款項淨額。有關進一步詳情載於本公司日期為二零一七年九月八日的公告。

於二零一九年十二月三十一日，本集團有尚未動用所得款項淨額約12,980,000港元可用於金融服務的資訊科技系統升級，而於二零二零年六月四日，本公司將尚未動用所得款項的原定用途更改為一般營運資金用途，以更有效地分配其財務資源從而支援本集團的日常業務。預期本公司供股的未動用所得款項將於二零二零年十二月三十一日前動用。有關更改尚未動用所得款項用途的進一步詳情載於本公司日期為二零二零年六月四日的公告。

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As at 31 December 2020, the Net Proceeds have already been fully utilised. Details of the use of the Net Proceeds are as follows:

於二零二零年十二月三十一日，所得款項淨額已悉數使用。所得款項淨額的動用詳情如下：

Intended use of the Net Proceeds	所得款項淨額擬定用途	Actual application for the year ended		Actual application for the year ended		Actual application for the year ended		Actual application for the year ended		Actual application for the year ended	
		Net proceeds	31 December 2017	Unutilised amount as at 31 December 2017	31 December 2018	Unutilised amount as at 31 December 2018	31 December 2019	Unutilised amount as at 31 December 2019	Unutilised amount of as at 4 June 2020 after Reallocation	31 December 2020	Unutilised amount as at 31 December 2020
			截至二零一七年十二月三十一日	於二零一七年十二月三十一日	截至二零一八年十二月三十一日	於二零一八年十二月三十一日	截至二零一九年十二月三十一日	於二零一九年十二月三十一日	截至二零一九年六月四日	分配後截至二零二零年十二月三十一日	截至二零二零年十二月三十一日
		所得款項淨額	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
(i) Financial Services	(i) 金融服務										
(a) upgrading IT system, stocks and futures internet trading platform for securities and futures trading, and internal control system	(a) 升級資訊科技系統、用於進行證券及期貨交易的股票及期貨互聯網交易平台，以及內部控制系統	40,000	18,000	22,000	8,230	13,770	789	12,981	-	-	-
(b) providing a full online discounted brokerage services to clients, brokers and dealers	(b) 向客戶、經紀及交易商提供全面在線優惠經紀服務	600	575	25	25	-	-	-	-	-	-
(c) setting up and marketing trading platform, developing the securities and brokerage services and margin financing business and the working capital	(c) 設立及推廣交易平臺、發展證券及經紀服務以及孖展融資業務及用作營運資金	310,000	149,000	161,000	161,000	-	-	-	-	-	-
(d) Expanding leverage and acquisition financing business	(d) 擴展槓桿及收購融資業務	500,000	441,000	59,000	59,000	-	-	-	-	-	-
(ii) Asset management, wealth management and money lending business	(ii) 資產管理、財富管理及放債業務										
(a) Acquiring a controlling stake in MPL and HFG	(a) 收購MPL及普裕集團的控制權	700,000	-	700,000	700,000	-	-	-	-	-	-
(b) Increasing capital base of Mason Resources Finance Limited to develop its money lending business	(b) 增加茂宸資源財務有限公司的資本基礎以發展其放債業務	140,000	140,000	-	-	-	-	-	-	-	-
(iii) Direct investment	(iii) 直接投資										
(a) Acquiring AYD which specialises in mother-infant-children care products in the PRC	(a) 收購愛嬰島（於中國專注於母嬰童護理產品）	461,000	461,000	-	-	-	-	-	-	-	-
(b) Acquiring Pangenia, a molecular diagnostics in Hong Kong which provides prenatal and oncology related genetic diagnostics services	(b) 收購新亞（為香港的一家分子診斷公司，提供產前及腫瘤相關基因診斷服務）	200,000	200,000	-	-	-	-	-	-	-	-
(c) Acquiring B&P, an infant formula and nutritional products manufacturing business, and other direct investment projects	(c) 收購B&P（嬰幼兒配方奶粉及營養產品製造業務）及其他直接投資項目	488,400	481,000	7,400	7,400	-	-	-	12,981	12,981	-
(iv) General working capital	(iv) 一般營運資金	-	-	-	-	-	-	-	12,981	12,981	-
		2,840,000	1,890,575	949,425	935,655	13,770	789	12,981	12,981	12,981	-

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2020, the Group employed 153 employees globally (31 December 2019: 235), including 140 full-time and 13 part-time employees. The decrease in the number of employees was mainly due to company restructuring. Staff costs of the Group were approximately HK\$145.79 million for the year ended 31 December 2020 (2019: HK\$322.14 million). The remuneration policy and package of the Group's employees are structured in accordance to market terms and statutory requirements where appropriate. The Group also provides other staff benefits such as discretionary bonus, medical insurance and mandatory provident fund.

僱員及薪酬政策

二零二零年十二月三十一日，本集團在全球範圍內聘用合共153名員工(二零一九年十二月三十一日：235名)，其中140名為全職僱員及13名為兼職僱員。僱員人數下降主要是由於公司重組所致。截至二零二零年十二月三十一日止年度，本集團的員工成本約為145,790,000港元(二零一九年：322,140,000港元)。本集團員工的薪酬政策及待遇乃根據市場條件及法定要求(如適用)釐定。本集團亦提供酌情花紅、醫療保險及強制性公積金等其他員工福利。

EVENTS AFTER THE YEAR

Disposal of Mason Reproductive Technology Limited

On 26 February 2021, Mason Healthcare Group Limited ("MHGL"), an indirect wholly-owned subsidiary of the Company, and Tongsheng International Enterprise Limited ("Tongsheng") entered into the share purchase agreement, pursuant to which MHGL agreed to sell to Tongsheng, and Tongsheng agreed to acquire from MHGL, 648,538 issued shares in Mason Reproductive Technology Limited (the "Target Company") at the consideration of HK\$268 million in cash. Completion had taken place on the date of the share purchase agreement. For the details, please refer to the announcement of the Company dated 26 February 2021 (the "MRT Announcement").

本年度後事項

出售茂宸生殖科技有限公司

於二零二一年二月二十六日，本公司全資附屬公司茂宸醫療集團有限公司(「茂宸醫療」)與同勝國際企業有限公司(「同勝」)訂立購股協議，據此，茂宸醫療同意向同勝出售而同勝同意向茂宸醫療收購648,538股茂宸生殖科技有限公司(「目標公司」)已發行股份，現金代價為268,000,000港元。完成已於購股協議日期落實。更多詳情請參閱本公司日期為於二零二一年二月二十六日的公告(「MRT公告」)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Consideration of HK\$268,000,000 was determined with reference to, among others, the three bases specified in the MRT Announcement in the following manner:

(i) the financial position, the asset value and the historical financial performance of the Target Company

The unaudited consolidated net loss before and after taxation of the Target Company for the two financial years ended 31 December 2019 and 31 December 2020 were as follows:

代價268,000,000港元乃經參考(其中包括)MRT公告中訂明的三項基準釐定，方式如下：

(i) 目標公司的財務狀況、資產價值及過往財務表現

目標公司截至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止兩個財政年度之除稅前及除稅後未經審核綜合虧損淨額如下：

	For the financial year ended 31 December 2020	For the financial year ended 31 December 2019
Operating losses	經營虧損 (199)	(13)
Share of results from associates	分佔聯營公司的業績 17,200	22,662
Fair value adjustments	公允值調整 (151,007)	(45,118)
Net loss before and after taxation 除稅前及除稅後虧損淨額	(134,006)	(22,469)

For the financial year ended 31 December 2020, the Target Company's net profit in the amount of approximately HK\$17 million which substantially represents its share of TWCG's net profit, its associate, dropped significantly by 24% as compared to its share of TWCG's net profit for the financial year ended 31 December 2019, based on the unaudited management accounts and before recognising any impairment loss.

截至二零二零年十二月三十一日止財政年度，目標公司的純利約為17,000,000港元，主要為其分佔聯營公司寶德醫務集團有限公司(「TWCG」)的純利，較其截至二零一九年十二月三十一日止財政年度分佔TWCG的純利(根據未經審核管理賬目及於確認任何減值虧損前)大幅下跌24%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The deterioration in financial performance of the Target Company is, among others, associated with future business uncertainties of TWCGL as follows:

- (a) The net profit of TWCGL decreased from approximately HK\$48.50 million for the year ended 31 December 2019 to approximately HK\$36.80 million for the year ended 31 December 2020 based on the management accounts, representing a drop of approximately 24.1%, which was mainly attributable to the decrease in the number of patients who could come to Hong Kong and access TWCGL's services amidst the COVID-19 outbreak. Since the outbreak of the COVID-19 in 2020, the Hong Kong government implemented various social distancing measures, inclusive of travel restrictions and quarantine arrangements, which directly reduced the number of patients from Mainland China and overseas visiting the clinics of TWCGL. As at the date of the MRT Announcement as well as the date hereof, the macro environment including Mainland China and Hong Kong have been continuously impaired by the COVID-19 outbreak, with the financial performance of TWCGL expected to worsen in the coming future; and
- (b) Pursuant to the terms of the shareholders' agreement of TWCGL dated 8 June 2018, Dr. HO Wing Chiu Clement, Dr. LEONG Milton Ka Hong and Dr. DOO Alexander Kenneth (all of them being reputable In-Vitro Fertilisation specialists and key doctors and management members of TWCGL) respectively executed contracts with TWCGL for respective terms of three years commencing from 8 June 2018. Given that these contracts for key personnel will expire in June 2021, with renewal of contracts remaining uncertain, the financial performance of TWCGL is expected to deteriorate further, if TWCGL fails to have these contracts renewed.

目標公司的財務表現轉差與(其中包括)TWCGL的未來業務不明朗因素有關，詳情如下：

- (a) 根據管理賬目，TWCGL的純利由截至二零一九年十二月三十一日止年度約48,500,000港元減少至截至二零二零年十二月三十一日止年度約36,800,000港元，跌幅為約24.1%，乃主要由於COVID-19爆發期間可前往香港及於香港接受TWCGL服務的病人數量下跌。自二零二零年爆發COVID-19以來，香港政府實施各種社交距離措施，包括旅行限制及隔離安排，直接減少來自中國內地及海外前往TWCGL的診所的病人數目。於MRT公告日期及於本報告日期，宏觀環境(包括中國內地及香港的環境)持續受到COVID-19爆發的打擊，預期未來TWCGL的財務表現將轉差；及
- (b) 根據TWCGL日期為二零一八年六月八日的股東協議條款，何永超醫生、梁家康醫生及杜堅能醫生(均為知名輔助生殖專家以及TWCGL主要醫生及管理層)分別與TWCGL簽立合約，年期自二零一八年六月八日起計為期三年。鑑於該等涉及主要人員的合約將於二零二一年六月屆滿，而重續合約仍存在不明朗因素，倘TWCGL未能重續該等合約，預期TWCGL的財務表現將進一步轉差。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

(ii) the positive investment return from the perspective of cash flow since the Group's acquisition of TWCGL in 2016

After netting-off direct costs associated with two transactions underpinning the Group's acquisition of TWCGL, as disclosed in the Company's announcements of 30 September 2016 and 17 May 2018 and dividends received by the Group from the Target Company, the accumulated net investment in the Target Company approximates the amount of HK\$214.46 million. From the perspective of cash flow, therefore, the consideration of approximately HK\$268 million represents a positive investment return to the Group since its acquisition of TWCGL in 2016, where an internal rate of return of 5.1% is recorded.

The Company is also of view that the Target Company was disposed on 26 February 2021 at a PE Multiple of approximately 24.0, which is higher than that when it was acquired (where the Group's investment in the Target Company were disclosed in the announcements made by the Company on 30 September 2016 and 17 May 2018), in which all related PE Multiples were lower and ranged from 18.0 to 22.0.

(iii) the business prospect of the Target Company

As the COVID-19 pandemic has had far reaching economic impact locally and globally, Hong Kong's economy suffers a consequential downturn as well. Coupled with intense competition resulting from increasing number of medical institutions entering into the industry of In-Vitro Fertilisation, both within Hong Kong and overseas (such as Taiwan, Thailand and etc.), the Board considers the Target Company's business prospect being uncertain.

Given the Target Company's business prospect as stated above, an impairment loss of HK\$151.01 million was recognised during the Year.

In view of the above, the Board considers that the consideration and the disposal are fair and reasonable and in the interest of the Company and the shareholders of the Company as a whole.

(ii) 自二零一六年本集團收購TWCGL以來，從現金流量角度獲得正投資回報

誠如本公司日期為二零一六年九月三十日及二零一八年五月十七日的公告所披露，經扣除與支持本集團收購TWCGL兩項交易有關的直接成本及本集團自目標公司收取的股息後，於目標公司的累計投資淨額約為214,460,000港元。因此，就現金流量而言，代價約268,000,000港元為本集團自其於二零一六年收購TWCGL以來的正面投資回報(錄得內部回報率5.1%)。

本公司亦認為，目標公司於二零二一年二月二十六日按市盈率約24.0倍出售，高於其被收購時(本公司於二零一六年九月三十日及二零一八年五月十七日刊發公告披露本集團投資目標公司)的所有相關市盈率均較低(介乎18.0至22.0之間)。

(iii) 目標公司的業務前景

由於COVID-19疫情對本地及全球經濟影響深遠，香港經濟亦隨之下滑。加上香港及海外(如台灣、泰國等)越來越多醫療機構進入輔助生殖行業，導致競爭激烈，董事會認為目標公司的業務前景不明朗。

鑑於上文所述目標公司的業務前景，於本年度確認減值虧損151,010,000港元。

綜上所述，董事會認為，代價屬公平合理及按一般商業條款訂立，並符合本公司及本公司股東之整體利益。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Directors have not obtained independent professional valuation in relation to the disposal. However, for financial reporting purposes, the Company engaged independent valuer, Avista, to perform the valuation of the Company's interest in the Target Company at each financial year end. With the basis above and took reference to the latest draft valuation report which stated the fair value of the Target Company of approximately HK\$420 million as at 31 December 2020, the Directors consider that they have exercised the degree of care, skill and diligence that may be reasonably expected of them.

Tongsheng is a company incorporated in the British Virgin Islands with limited liability and is principally engaged in investment holding. It is wholly owned by Lunar Global Fertility Platform L.P., a limited partnership established in the Cayman Islands which is advised by Lunar Capital Management Limited ("**Lunar Capital**"). Lunar Capital is a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of Lunar Capital Management Advisors Ltd. It is an independent investment advisory firm licensed by The Securities and Futures Commission to carry out Type 4 (advising on securities) regulated activity under the Securities and Futures Ordinance (Cap. 571). Lunar Capital focuses on investments in private companies providing innovative, premium services and offerings to Chinese consumers and serves as investment advisor to Lunar Global Fertility Platform L.P., a limited partnership established in the Cayman Islands in January 2021, which focuses on investments in private companies that engage in fertility services and offerings in the Greater China region.

To the best of the Board's knowledge, information and belief, having made all reasonable enquiry, each of the purchaser, Lunar Capital and their ultimate beneficial owners does not have any past or present relationships with (a) the Company or its connected persons, (b) the counterparties and their ultimate beneficial owners in the First Share Purchase Agreement and the Second Share Purchase Agreement as stated in the Company's announcement dated 30 September 2016, and (c) the counterparties and their ultimate beneficial owners in the merger, the subscription and the transfer as stated in the Company's announcement dated 17 May 2018.

董事並無就出售事項取得獨立專業估值。然而，就財務報告而言，本公司委聘獨立估值師艾華迪於各財政年度末對本公司於目標公司的權益進行估值。基於上述基準及經參考最新草擬的估值報告（當中載列目標公司於二零二零年十二月三十一日的公允值約為420,000,00港元），董事認為，彼等已行使其合理預期的謹慎、技能及勤勉程度。

同勝為一間於英屬處女群島註冊成立的有限公司，主要從事投資控股。其由Lunar Global Fertility Platform L.P.全資擁有，其為一間於開曼群島成立之有限合夥企業，並由雲月投資管理有限公司（「雲月投資」）作為顧問。雲月投資為一間於香港註冊成立的有限公司，Lunar Capital Management Advisors Ltd.的全資附屬公司，其為一間獨立投資顧問公司，獲證券及期貨事務監察委員會發牌可從事證券及期貨條例（第571章）項下第4類（就證券提供意見）受規管活動。雲月投資專注於投資向中國消費者提供創新優質的服務及產品的私營公司，並擔任Lunar Global Fertility Platform L.P.的投資顧問，Lunar Global Fertility Platform L.P.為一間於二零二一年一月在開曼群島成立的有限合夥企業，專注於投資在大中華地區從事生育服務及產品的私營公司。

據董事會經作出一切合理查詢後所深知、盡悉及確信，買方、雲月投資及其最終實益擁有人各自與(a)本公司或其關連人士；(b)本公司日期為二零一六年九月三十日的公告所述第一份購股協議及第二份購股協議的交易對手方及其最終實益擁有人；及(c)本公司日期為二零一八年五月十七日的公告所述合併、認購事項及轉讓的交易對手方及其最終實益擁有人並無任何過往或現有關係。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Voluntary Liquidation of MPL

On 12 March 2021, Mason Strategic Investment Company Limited, an indirect wholly-owned subsidiary of the Company which wholly owns MPL, resolved the voluntary liquidation of MPL, with the process and procedure for such voluntary liquidation commenced in March 2021.

The Group acquired MPL on 18 October 2017 with a view to leverage on MPL as the Group's platform for its core financial practice to supplement its existing financial segments and enable further cross-selling and create synergies amongst the Group's different lines of businesses. However, MPL has become loss making since the financial year of 2019, given the macro-environment of the European banking industry became more challenging with tightened local regulations and the continuous negative interest policy. The severe situation of MPL was exacerbated by the declining global economy, which was further dampened by the impact of the COVID-19, which was globally felt since 2020. Given MPL has continuously sustained losses since 2019, with no reasonable means or prospect of improvement for the foreseeable future, on 12 March 2021, the Group considered the continuing holding of MPL is disadvantageous to the Group and therefore resolved for the voluntary liquidation of MPL. Especially given that the Group is of view that MPL is likely to remain unable to generate sufficient revenue to cover its own operating expenses and liabilities, MPL's voluntary liquidation would enable the Group to release the financial burden resulting from its holding of MPL. With reference to MPL's voluntary liquidation, PricewaterhouseCoopers GmbH and Walpart Trust Registered are appointed as liquidators, where for further details of the subject voluntary liquidation, please refer to the Company's announcement dated 12 March 2021. The liquidation and management's assessment on the financial impact to the Group were still in progress as at the date of this report.

RISK MANAGEMENT

The Group has established and maintained sufficient risk management procedures to identify and control various types of risk within the organisation and the external environment with active management participation and effective internal control procedures in the best interest of the Group and its shareholders.

MPL 自願清盤

於二零二一年三月十二日，本公司間接全資附屬公司Mason Strategic Investment Company Limited（該公司全資擁有MPL）議決對MPL進行自願清盤，有關自願清盤的程序及流程已於二零二一年三月開始。

本集團於二零一七年十月十八日收購MPL，旨在利用MPL充當本集團核心金融運作平台，令其與現有金融分部相輔相成並有助進一步交叉銷售及在本集團不同業務線當中創造協同效應。然而，鑑於歐洲銀行業的宏觀環境因當地法規收緊及持續的負利率政策而變得更具挑戰性，MPL自二零一九年財政年度起一直錄得虧損。全球經濟下滑令MPL的嚴峻形勢加劇，而自二零二零年起COVID-19在全球範圍內爆發則令該形勢更加嚴峻。鑑於MPL自二零一九年起持續錄得虧損，且於可見未來並無可改善的合理方法或前景，於二零二一年三月十二日，本集團認為持續持有MPL對本集團不利，因此議決對MPL進行自願清盤。尤其是，鑑於本集團認為MPL可能仍無法產生足夠收益以支付其本身的經營支出及負債，MPL的自願清盤將使本集團解除其持有MPL所產生的財務負擔。經參考MPL的自願清盤，羅兵咸永道會計師事務所及Walpart Trust Registered獲委任為清盤人，有關自願清盤的進一步詳情，請參閱本公司日期為二零二一年三月十二日的公告。於本報告日期，清盤及管理層對本集團財務影響的評估仍在進行。

風險管理

本集團已制訂及維持充足之風險管理程序，以識別及控制於公司組織內部及外部環境出現之各種風險，而管理層積極參與並以有效之內部監控程序保障本集團及其股東之最佳利益。

BIOGRAPHIES OF DIRECTORS

董事簡歷

EXECUTIVE DIRECTORS

Ms. Han Ruxia, aged 36, has been appointed as an executive Director of the Company since 16 April 2020. Ms. Han is also the Deputy Chief Executive Officer of the Group, chairman of the management committee of the Group and a director of certain subsidiaries and associates of the Company. Ms. Han has over 11 years' experiences in the field of finance, fund management and risk management. Ms. Han is currently an independent non-executive director of China Gold International Resources Corp. Ltd. (a company listed on the main board of the Stock Exchange, stock code: 2099). She was the head of operations and risk of MEC Advisory Limited, which is the sole investment advisor to Can-China Global Resource Fund. Ms. Han's role covered investment, accounting, finance treasury and investor relationships related matters. Prior to joining MEC Advisory Limited in 2014, Ms. Han was an investment manager at The Export-Import Bank of China (China EXIM Bank). Ms. Han has obtained her PhD of Economics (Finance), Master degree in Applied Economics (Venture Capital) and Bachelor of Economics (Finance) from Renmin University of China.

Mr. Zhang Zhenyi, aged 40, has been appointed as an executive Director of the Company since 21 April 2020. Mr. Zhang is also the Chief Financial Officer of the Group, company secretary of the Company, member of the management committee of the Group and a director of certain subsidiaries and associates of the Company. Mr. Zhang has over 17 years' experience in financial, risk and investment management. From January 2018 to February 2020, he was an executive director, chief financial officer, authorised representative and authorised person of Wan Kei Group Holdings Limited ("**Wan Kei Group**") (a company listed on the main board of the Stock Exchange, stock code: 1718), and has been re-designated to a non-executive director of Wan Kei Group since March 2020. Mr. Zhang also acts as an independent non-executive director of Jiangsu Protruly Vision Technology Group Company Limited (江蘇保千里視像科技集團股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 600074) and delisted in June 2020) since July 2018 and an independent non-executive director of Carry Wealth Holdings Limited (a company listed on the main board of the Stock Exchange, stock code: 643) since March 2017. Mr. Zhang currently serves as an corporate instructor of MPAcc at Harbin Institute of Technology and a practical instructor of postgraduate students of accounting and auditing at Jinan University. Mr. Zhang obtained a master degree of business management# (工商管理碩士學位) from the University of Science and Technology Beijing in 2011. He holds qualifications as a Chinese Institute of Certified Public Accountants, Senior Accountant in the PRC and a CPA Australia. Mr. Zhang is also a fellow member of the Chartered Institute of Management Accountants and holds the certificate of independent director of the Shanghai Stock Exchange.

執行董事

韓瑞霞女士，36歲，自二零二零年四月十六日起獲委任為本公司執行董事。韓女士亦為本集團的副行政總裁、本集團管理委員會主席及本公司若干附屬公司及聯營公司之董事。韓女士於財務、基金管理及風險管理方面擁有逾11年經驗。韓女士現為中國黃金國際資源有限公司（於聯交所主板上市之公司，股份代號：2099）之獨立非執行董事。彼亦曾擔任MEC Advisory Limited（中國一加拿大自然資源投資合作基金的唯一投資顧問）的營運及風險主管。韓女士的職責包括投資、會計、融資庫務及投資者關係的相關事宜。於二零一四年加入MEC Advisory Limited前，韓女士為中國進出口銀行（中國進出口銀行）的投資經理。韓女士在中國人民大學取得經濟學（金融）博士學位、經濟學（風險投資）碩士學位及經濟學（金融）學士學位。

張振義先生，40歲，自二零二零年四月二十一日起獲委任為本公司執行董事。張先生亦為本集團首席財務官、本公司公司秘書、本集團管理委員會成員及本公司若干附屬公司及聯營公司之董事。張先生於財務、風險及投資管理方面擁有逾17年經驗。於二零一八年一月至二零二零年二月期間，彼曾擔任宏基集團控股有限公司（「**宏基集團**」）（於聯交所主板上市之公司，股份代號：1718）之執行董事、首席財務官、授權代表及授權人士，並於二零二零年三月起獲調任為宏基集團之非執行董事。張先生亦自二零一八年七月起於江蘇保千里視像科技集團股份有限公司（於上海證券交易所上市之公司並於二零二零年六月退市，（證券代碼：600074））出任獨立非執行董事及自二零一七年三月起於恒富控股有限公司（於聯交所主板上市之公司，股份代號：643）出任獨立非執行董事。張先生目前擔任哈爾濱工業大學會計碩士企業導師及暨南大學會計與審計碩士研究生實踐指導教師。張先生於二零一一年於北京科技大學取得工商管理碩士學位。彼於中國擁有中國註冊會計師、高級會計師及於澳洲擁有註冊會計師資格。張先生亦為英國特許管理會計師公會資深會員，持有上海證券交易所獨立董事證書。

BIOGRAPHIES OF DIRECTORS

董事簡歷

NON-EXECUTIVE DIRECTOR

Ms. Hui Mei Mei, Carol, aged 45, has been appointed as a non-executive Director of the Company, a member of each of the remuneration committee and nomination committee of the Company since 5 October 2016. Ms. Hui has more than 21 years' experience in property development, and more than 14 years' experience in management and strategic planning of listed companies. Ms. Hui is currently the vice chairman of Shanghai Shimao Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 600823), and the vice chairman and president of Shimao International Holdings Limited. Ms. Hui is also the sole director of Future Achiever Limited ("FAL") and the daughter of Mr. Hui Wing Mau, the beneficial owner of FAL which is a substantial shareholder of the Company. Ms. Hui obtained a Bachelor's Degree in Commerce majoring in Accounting from Macquarie University in Australia in 1997. She is also a Certified Practising Accountant in Australia. Ms. Hui is currently a member of Beijing Municipal Committee of the Chinese People's Political Consultative Conference, a council member of Beijing Chinese Overseas Friendship Association and a member of the Youth Committee of All-China Federation of Returned Overseas Chinese.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tian Ren Can, aged 59, has been appointed as an independent non-executive Director of the Company, a member of each of the audit committee, remuneration committee and nomination committee of the Company since 26 April 2016. Mr. Tian has more than 22 years of working experience in the field of finance and investment. Mr. Tian is currently the chief executive officer of UBP Investments Management (Shanghai) Limited. Before that, Mr. Tian worked for multi-national financial institutes. Mr. Tian was an executive director of Huarong Investment Stock Corporation Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2277), from 10 June 2016 to 13 April 2017. Mr. Tian obtained a Master Degree of Business Administration awarded jointly by Manchester Business School and University of Wales of the United Kingdom. He obtained a Master Degree in Political Sciences International Relations from Shanghai International Studies University. Mr. Tian graduated from Shanghai Foreign Languages Institute with a Bachelor Degree in French Language and French Literature.

非執行董事

許薇薇女士，45歲，自二零一六年十月五日起獲委任為本公司非執行董事兼薪酬委員會及提名委員會各自的成員。許女士於物業發展方面擁有逾21年經驗，並於上市公司管理及策略規劃方面擁有逾14年經驗。許女士現為上海證券交易所上市公司上海世茂股份有限公司(上海證券交易所：600823)之副董事長及世茂國際控股有限公司的副主席兼總裁。許女士亦為Future Achiever Limited ("FAL") 的唯一董事及許榮茂先生(本公司主要股東FAL的實益擁有人)的女兒。許女士於一九九七年獲取澳洲麥克理大學商科學士(主修會計)學位，亦擁有澳洲會計師公會會員專業資格。許女士現為北京市政協委員、北京市海外聯誼會理事及中華全國歸國華僑聯合會青年委員會委員。

獨立非執行董事

田仁燦先生，59歲，自二零一六年四月二十六日起獲委任為本公司獨立非執行董事，兼本公司審核委員會、薪酬委員會及提名委員會各自的成員。田先生積逾22年的金融及投資領域工作經驗。田先生目前為UBP Investments Management (Shanghai) Limited行政總裁。此前，田先生於多間跨國金融機構任職。田先生於二零一六年六月十日至二零一七年四月十三日曾任華融投資股份有限公司(一間於聯交所主板上市之公司，股份代號：2277)的執行董事。田先生獲得曼徹斯特商學院及英國威爾士大學聯合頒發的工商管理碩士學位。彼自上海外國語大學取得政治科學國際關係碩士學位。田先生畢業於上海外語學院，並取得法語及法國文學學士學位。

BIOGRAPHIES OF DIRECTORS

董事簡歷

Mr. Wang Cong, aged 30, has been appointed as an independent non-executive Director of the Company, a member of each of the audit committee, the remuneration committee and nomination committee of the Company since 1 December 2018. He was appointed as chairman of the remuneration committee and nomination committee of the Company on 1 December 2019 and 13 January 2020 respectively. Mr. Wang graduated from National University of Singapore with a Bachelor's Degree in Engineering Science in 2013. He obtained his Master Degree and Ph.D. degree in Aeronautics from California Institute of Technology in 2014 and 2019. He is a co-inventor of one formal patent and two patents under application* filed with the United States Patent and Trademark Office, including medical device and fluid dynamic.

*Notes:

- (1) US Patent 10,787,231 "System, Methods, and Apparatuses for Reducing Hydrodynamic Frictional Drag"
- (2) Patent application no. 14/947767 filed on 20 November, 2015 "Micro-Needle Drug Delivery Systems"
- (3) Patent application no. 15/411544 filed on 20 January, 2017 "Vertical Carbon Nanotube and Lithium Ion Battery Chemistries, Articles, Architectures and Manufacture"

Mr. Wu Xu'an, aged 41, has been appointed as an independent non-executive Director of the Company and chairman of the audit committee of the Company since 12 March 2020. Mr. Wu has over 17 years of solid experiences in tax issues, auditing, accounting and business management. Mr. Wu is currently the Tax Partner of Asian Alliance (HK) CPA Limited and the executive director of Huarong Hongyi Management Consultancy (Shenzhen) Limited*. He is primarily responsible for providing consultancy services on tax and audit issues to the listed companies in Hong Kong. Mr. Wu graduated from Guangdong Polytechnic Normal University with a bachelor's degree in accountancy in 2004 and obtained his master's degree in software engineering from Xiamen University in 2016. Mr. Wu is a member of the Chinese Institute of Certified Public Accountants.

王聰先生，30歲，自二零一八年十二月一日起獲委任為本公司獨立非執行董事，並為本公司審核委員會、薪酬委員會及提名委員會各自的成員。彼分別於二零一九年十二月一日及二零二零年一月十三日獲委任為本公司薪酬委員會及提名委員會主席。王先生於二零一三年畢業於新加坡國立大學，持有工程科學學士學位。於二零一四年及二零一九年，彼獲加州理工學院頒授航空學碩士學位及博士學位。彼乃一項正式專利及兩項已向美國專利商標局提交申請(附註)之專利(包括醫療儀器及流體動力學)之共同發明者。

*附註：

- (1) 美國專利 10,787,231「用於減少流體動力學摩擦阻力之系統、方法及裝置」
- (2) 於二零一五年十一月二十日提交之專利申請(編號：14/947767)「微針藥物輸送系統」
- (3) 於二零一七年一月二十日提交之專利申請(編號：15/411544)「立式碳納米管及鋰離子電池化學品、用品、結構及製造」

吳叙安先生，41歲，自二零二零年三月十二日起獲委任為本公司獨立非執行董事及本公司審核委員會主席。吳先生在稅務、審計、會計和企業管理方面擁有超過17年的豐富經驗。現為華融(香港)會計事務所有限公司的稅務合夥人，以及華融弘毅管理顧問(深圳)有限公司的執行董事。彼主要負責為香港上市公司提供有關稅務和審計的顧問服務。吳先生於二零零四年畢業於廣東技術師範學院，持有會計學士學位，並於二零一六年獲廈門大學頒授軟件工程碩士學位。吳先生是中國註冊會計師協會會員。

BIOGRAPHIES OF DIRECTORS

董事簡歷

Mr. Ng Yu Yuet, aged 48, has been appointed as an independent non-executive Director of the Company and a member of each of the audit committee, remuneration committee and nomination committee of the Company since 12 March 2020. Mr. Ng has more than 26 years' experience in auditing, accounting and finance. He is currently running a professional accounting firm with other partners in Hong Kong. He has also worked for a number of local and international accounting firms in Hong Kong and listed companies on the Stock Exchange, between the years of 1993 to 2009. Mr. Ng obtained a Master Degree in Business Administration from The Open University of Hong Kong in 2004 and is a member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants.

for identification purposes only

吳于越先生，48歲，自二零二零年三月十二日起獲委任為本公司獨立非執行董事及本公司審核委員會、薪酬委員會及提名委員會各自的成員。吳先生於審計、會計及財務方面擁有逾26年經驗。彼現時與其他合伙人於香港經營一家專業會計師事務所。彼亦曾於一九九三年至二零零九年間於多家香港本地及國際會計師事務所及於多家聯交所上市公司工作。吳先生於二零零四年取得香港公開大學工商管理碩士學位及現時為香港會計師公會及特許公認會計師公會之會員。

DIRECTORS' REPORT

董事會報告

The board of Directors (the “**Board**” or the “**Directors**”) presents their annual report together with the audited consolidated financial statements of the Company and its subsidiaries (hereinafter collectively referred to as the “**Group**”) for the year ended 31 December 2020 (the “**Year**”).

PRINCIPAL ACTIVITIES

As a Hong Kong based company, the Group principally provides comprehensive financial services in Mainland China, Japan, South Korea and Europe, with businesses covering private banking, wealth and asset management, securities and futures brokerage, securities margin financing, corporate finance advisory services, investment in securities trading and money lending. As an investment holding company, in addition to directly investing in the healthcare sector and mother-infant-child consumer products sector, the Group also takes trading of securities as a principal business and invests conservatively in local and global stocks.

BUSINESS REVIEW

The business review with financial key performance indicators analysis and future development in the Group’s business can be found in the “Management Discussion and Analysis” section of this annual report while details of the principal activities and other particulars of the Company’s principal subsidiaries as at 31 December 2020 are set out in note 19 to the consolidated financial statements.

The principal risks and uncertainties faced by the Group and discussion on the environmental policies and performance were set out in the “Environmental, Social and Governance Report” section of this annual report.

RESULTS AND DIVIDENDS

The results of the Group for the Year are set out in the consolidated statement of comprehensive income on pages 112 to 113. The Board did not recommend payment of final dividend to shareholders of the Company for the Year (2019: nil).

RESERVES

Movements in the reserves of the Group and the Company during the Year are set out in the notes 37 and 54 to the consolidated statements and in the consolidated statement of changes in equity on pages 117 to 118 of the consolidated financial statements.

董事會(「董事會」或「董事」)提呈本公司及其附屬公司(以下統稱「**本集團**」)截至二零二零年十二月三十一日止年度(「**本年度**」)之年度報告及經審核綜合財務報表。

主要業務

本集團植根於香港，主要面向中國內地、日本、南韓及歐洲市場提供綜合金融服務，業務種類涵蓋私人銀行、財富及資產管理、證券及期貨經紀、證券孖展融資、企業投融資顧問服務、證券交易投資和放債等。本集團作為一家投資控股公司，除直接投資醫療保健行業及母嬰童消費品行業，亦將證券投資列為一項主營業務，以保守策略投資於本地及全球股票。

業務回顧

財務關鍵績效指標分析及本集團業務未來發展的業務回顧載於本年報「管理層討論及分析」章節，而有關本公司主要業務活動的詳情及本公司主要附屬公司於二零二零年十二月三十一日的其他詳情載於綜合財務報表附註19。

本集團面臨的主要風險及不確定因素以及有關環境政策及表現的討論載於本年報的「環境、社會及管治報告」章節。

業績及股息

本集團之本年度業績載於第112至113頁之綜合全面收益表內。董事會不建議向本公司股東派付本年度之末期股息(二零一九年：無)。

儲備

本集團及本公司於本年度之儲備變動載於綜合財務報表附註37及54以及第117至118頁之綜合權益變動。

DIRECTORS' REPORT

董事會報告

CHARITABLE DONATIONS

Charitable donations made by the Group during the Year amounted to HK\$30,000 (2019: HK\$131,000).

慈善捐款

本集團於本年度的慈善捐款達30,000港元(二零一九年：131,000港元)。

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out on page 296.

財務摘要

本集團於過去五個財政年度之業績與資產及負債摘要載於第296頁。

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group during the Year are set out in note 16 to the consolidated financial statements.

物業、廠房及設備

本集團之物業、廠房及設備於本年度之變動詳情載於綜合財務報表附註16。

BORROWINGS

Details of the interest-bearing borrowings of the Group are set out in note 30 to the consolidated financial statements.

借款

本集團之計息借款詳情載於綜合財務報表附註30。

PLEDGE OF ASSETS

The Group does not have any pledged assets as at 31 December 2020.

資產抵押

於二零二零年十二月三十一日，本集團並無擁有任何已抵押資產。

SHARE CAPITAL

Details of movements in the Company's share capital during the Year are set out in notes 36 to the consolidated financial statements.

股本

本公司於本年度之股本變動詳情載於綜合財務報表附註36。

CORPORATE BONDS

Details of corporate bonds of the Group are set out in note 30 to the consolidated financial statements.

公司債券

本集團公司債券的詳情載於綜合財務報表附註30。

REDEEMABLE AND EXCHANGEABLE PREFERRED SHARE

Details of redeemable and exchangeable preferred share of the Group are set out in note 34 to the consolidated financial statements.

可贖回及可轉換優先股

本集團可贖回及可轉換優先股的詳情載於綜合財務報表附註34。

The redeemable and exchangeable preferred share was terminated during the year.

可贖回及可轉換優先股已於年內終止。

DIRECTORS' REPORT

董事會報告

SHARE OPTION SCHEME

The share option scheme of the Company (the “**Scheme**”) adopted on 22 May 2012 (the “**Adoption Date**”) which will remain in force for a period of 10 years commencing from the Adoption Date to give the participants with the opportunity to acquire proprietary interests in the Company and to encourage them to work towards enhancing the value of the Company and its shares for the benefit of the Company and the shareholders as a whole. Under the Scheme, the Directors may at their discretion grant options to participants including all directors and employees of the Group and any other persons including consultants, advisors, agents, customers, suppliers, service provider, contractor, business partner or connected person of the Group or its associates to subscribe for shares in the Company.

The maximum number of shares in respect to which options may be granted under the Scheme shall not exceed 10% of the issued share capital of the Company at any point in time, without prior approval from the shareholders of the Company. The limit may be refreshed at any time provided that the new limit must not be in aggregate exceed 10% of the issued share capital of the Company as at the date of the shareholders’ approval in general meeting. However, the total number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other scheme of the Company must not in aggregate exceed 30% of the shares in issue from time to time. The maximum number of shares in respect of which options may be granted to any individual in any 12-month period shall not exceed 1% of the shares in issue on the last date of such 12-month period unless approval of the shareholders of the Company has been obtained in accordance with the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). A nominal consideration of HK\$1 is payable on acceptance of the grant of an option.

Options may be exercised at any time from the date of grant of the option to the 10th anniversary of the date of grant as may be determined by the Directors. The exercise price is determined by the Directors, and will not be less than the highest of (i) the closing price per share as stated in the Stock Exchange’s daily quotations sheets on the date of the grant of the options; (ii) the average closing price per share as stated in the Stock Exchange’s daily quotations sheets for the five business days immediately preceding the date of the grant of the options; or (iii) the nominal value of a share.

購股權計劃

本公司於二零一二年五月二十二日（「採納日期」）採納的購股權計劃（「計劃」）將自其採納日期起計為期十年一直有效，旨在為參與者提供機會購入本公司的所有權權益，並鼓勵參與者為本公司及股東之整體利益努力提升本公司及其股份的價值。根據計劃，董事可酌情向參與者（包括本集團的所有董事及僱員以及包括本集團或其聯繫人的諮詢師、顧問、代理、客戶、供應商、服務供應商、承辦商、業務夥伴或關連人士在內的任何其他人士）授出購股權，以認購本公司股份。

未經本公司股東事先批准，根據該計劃可能授出的購股權所涉及的股份數目最多不超過本公司於任何時間點已發行股本的10%。該上限可隨時更新，惟新限額總數不得超過本公司股東於股東大會批准當日本公司已發行股本之10%。然而，根據計劃及本公司任何其他計劃已授出但尚未行使之全部尚未行使的購股權獲行使時可予發行之股份總數不得超過不時已發行股份之30%。於任何12個月期間內，向任何個別人士授出之購股權所涉及之股份數目最多不得超過該12個月期間最後一日已發行股份之1%，除非按照聯交所證券上市規則（「上市規則」）經由本公司股東批准則作別論。接納授出購股權時應付名義代價1港元。

購股權可於授出日期起至授出日期滿第十週年止期間內隨時行使，而期限可由董事釐定。行使價由董事釐定，但不會低於下列之最高者：(i)在購股權授出當日聯交所每日報價表所示股份之每股收市價；(ii)緊接授出購股權日期前五個營業日聯交所每日報價表所示股份之每股平均收市價；或(iii)股份面值。

DIRECTORS' REPORT

董事會報告

During the Year, no share option was granted, exercised, expired or lapsed and there is no outstanding share option under the Scheme. Details of share option scheme of the Group are set out in note 42 to the consolidated financial statements.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the Year, 10,180,000 shares which have been repurchased by the Company on the Stock Exchange during the year ended 31 December 2019 were cancelled on 23 March 2020.

Save as disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the Year.

DIRECTORS

The Directors of the Company during the Year and up to the date of this annual report were:

Executive Directors

Ms. Han Ruixia (appointed with effect from 16 April 2020) ^{Note 1}

Mr. Zhang Zhenyi (appointed with effect from 21 April 2020) ^{Note 1}

Mr. Chang Tat Joel (resigned with effect from 12 January 2020) ^{Note 3}

Mr. Ko Po Ming (resigned with effect from 13 January 2020) ^{Note 2}

Ms. Fu Yau Ching, Shirley (resigned with effect from 16 April 2020) ^{Note 1}

Mr. Cao Lu (resigned with effect from 16 April 2020) ^{Note 1}

Ms. Lui Choi Yiu, Angela (resigned with effect from 21 April 2020) ^{Note 1}

Non-executive Director

Ms. Hui Mei Mei, Carol

Independent Non-executive Directors

Mr. Tian Ren Can

Mr. Wang Cong

Mr. Wu Xu'an (appointed with effect from 12 March 2020) ^{Note 4}

Mr. Ng Yu Yuet (appointed with effect from 16 April 2020) ^{Note 1}

Mr. Chen Wai Chung Edmund (resigned with effect from 12 March 2020) ^{Note 4}

Pursuant to Article 115 of the Articles of Association, Ms. Hui Mei Mei, Carol, Mr. Tian Ren Can and Mr. Wang Cong will retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election at that meeting.

於本年度，概無購股權獲授出、行使、屆滿或失效且計劃項下並無尚未行使的購股權。本集團購股權計劃的詳情載於綜合財務報表附註 42。

購買、贖回或出售本公司上市證券

於本年度，本公司於截至二零一九年十二月三十一日止年度在聯交所回購的10,180,000股股份已於二零二零年三月二十三日註銷。

除上文所披露者外，於本年度內，本公司或其任何附屬公司並無購買、出售或贖回本公司的任何上市證券。

董事

於本年度及截至本年報日期止，本公司之董事為：

執行董事

韓瑞霞女士(於二零二零年四月十六日獲委任)^{附註1}

張振義先生(於二零二零年四月二十一日獲委任)^{附註1}

鄭達祖先生(於二零二零年一月十二日辭任)^{附註3}

高寶明先生(於二零二零年一月十三日辭任)^{附註2}

符又澄女士(於二零二零年四月十六日辭任)^{附註1}

曹路先生(於二零二零年四月十六日辭任)^{附註1}

雷彩姚女士(於二零二零年四月二十一日辭任)^{附註1}

非執行董事

許薇薇女士

獨立非執行董事

田仁燦先生

王聰先生

吳叙安先生(於二零二零年三月十二日獲委任)^{附註4}

吳于越先生(於二零二零年四月十六日獲委任)^{附註1}

陳焯聰先生(於二零二零年三月十二日辭任)^{附註4}

根據章程細則第115條，許薇薇女士、田仁燦先生及王聰先生將於應屆股東週年大會上輪席告退，惟符合資格於該會上膺選連任。

DIRECTORS' REPORT

董事會報告

Each of the Directors is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles of Association of the Company. The Directors proposed for re-election at the forthcoming annual general meeting do not have service contracts which are not determinable by the Company within one year without payment of compensation other than statutory compensation.

The Company has received from each of the independent non-executive directors an annual confirmation of the independence pursuant to rule 3.13 of the Listing Rules and considers all the independent non-executive directors to be independent.

Notes:

1. Details are set out in the announcement of the Company dated 16 April 2020.
2. Details are set out in the announcement of the Company dated 13 January 2020.
3. Details are set out in the announcements of the Company dated 1 November 2019 and 10 December 2019.
4. Details are set out in the announcement of the Company dated 12 March 2020.

DIRECTORS OF SUBSIDIARIES

The names of Directors who have served on the Boards of the Company's subsidiaries during the year ended 31 December 2020 are set out below:

Attrux Clare
Cao Lu
Chan Tung Yuen
Chan Kit Wai
Chan Siu Lui
Chang Tat Joel
Chen Jeff Hungche
Cheong Kwee Heng
Chong Ka Yee
Dong Jiayin
Doo Alexander Kenneth
Eun Soo Kim
Fan King Wai

各董事須根據本公司之章程細則於本公司股東大會上輪席告退及膺選連任。於應屆股東週年大會上獲提名膺選連任之董事，並無訂立本公司不可於一年內不作補償(法定補償除外)而終止之服務合約。

本公司已收到各獨立非執行董事根據上市規則第3.13條規定出具的年度獨立性確認函，並認為所有獨立非執行董事均為獨立。

附註：

1. 詳情載於本公司日期為二零二零年四月十六日之公告內。
2. 詳情載於本公司日期為二零二零年一月十三日之公告內。
3. 詳情載於本公司日期為二零一九年十一月一日及二零一九年十二月十日之公告內。
4. 詳情載於本公司日期為二零二零年三月十二日之公告內。

附屬公司董事

截至二零二零年十二月三十一日止年度，於本公司附屬公司董事會服務的董事名稱載列如下：

Attrux Clare
曹路
陳東遠
陳傑偉
陳小蕾
鄭達祖
Chen Jeff Hungche
張貴興
莊嘉誼
董佳茵
杜堅能
Eun Soo Kim
范涇渭

DIRECTORS' REPORT

董事會報告

Fu Yau Ching, Shirley	符又澄
Fok Kenny Tsz Chun	霍子俊
Grant Andrew James	Grant Andrew James
Ho Chan Yuk Lin Anita	何陳玉蓮
Ho Wing Chiu, Clement	何永超
Iun Sio Hong	阮兆洪
Han Ruixia	韓瑞霞
Karasavvidis Lazarus	Karasavvidis Lazarus
Ko Po Ming	高寶明
Phillip Kevin Andre	Phillip Kevin Andre
Lam Po Mui	藍寶梅
Lam Sze Wai Derek	林思偉
Lam Wai Hung	林偉雄
Lau Cheuk Hang	劉卓衡
Lau Kin Yip	劉建業
Lau Tuen Mui	劉端梅
Lau Wai Yee Susanna	劉慧儀
Lee Tai Hay Dominic	李大熙
Leong Milton Ka Hong	梁家康
Li Haifeng	李海楓
Liew Mun Kiong	廖敏強
Lin John Sian-zu	林相如
Lucas Blair Andrew	Lucas Blair Andrew
Lui Chi Hang	呂志恒
Lui Choi Yiu, Angela	雷彩姚
Meng Zhaoyi	孟昭億
Moritz Blasy	Moritz Blasy
Ng Yuen Yee	吳婉兒
Peng An	彭安
Phey Serene Sai Lin	Phey Serene Sai Lin
Poon Chi Keung	潘志強
Ramroop Natisha Nicole	Ramroop Natisha Nicole
Tse Kin Wai	謝健威
Tseung Yuk Hei Kenneth	蔣旭熙
Tsui Yee Ni	徐旖旎
Wang Xiaobo	Wang Xiaobo
Wong Chi Kit Nelson	黃自傑
Wong Shun Yun	王舜仁
Wong Tai Tung	黃大同
Yeung Tsang Keung	楊鍾強
Zhang Zhenyi	張振義

DIRECTORS' REPORT

董事會報告

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2020, no interests or short positions in the shares, underlying shares or debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) were held by the Directors and the chief executive of the Company which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or have been entered in the register maintained by the Company pursuant to section 352 of the SFO, or otherwise have been notified to the Company and the Stock Exchange pursuant to Appendix 10 (the "Model Code") of the Listing Rules.

At no time during the Year was the Company, any of its holding company, subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

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

As at 31 December 2020, the following interests and short positions of 5% or more of the issued share capital and underlying shares of the Company (other than a Director or chief executive of the Company) were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Long position

Name 名稱／姓名	Nature of interest 權益性質	Number of ordinary shares held 所持普通股數目	Approximate percentage of shareholding 股權概約百分比
Hui Wing Mau 許榮茂	Interest of controlled corporation 受控制法團權益	7,656,916,000 (Note附註1)	17.26%
Chen Sung-Tse 陳松澤	Interest of controlled corporation 受控制法團權益	3,976,495,616 (Note附註2)	8.96%

Notes:

- These shares are held by Future Achiever Limited, a company wholly-owned by Mr. Hui Wing Mau.
- These shares are held by Investment Talent Limited, a company wholly-owned by Mr. Chen Sung-Tse.

董事於股份及相關股份之權益及淡倉

於二零二零年十二月三十一日，本公司董事及最高行政人員概無於本公司及其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份或債權證中擁有根據證券及期貨條例第XV部第7及8分部已知會本公司及聯交所之權益或淡倉，或已存入本公司根據證券及期貨條例第352條存置之登記冊之權益或淡倉，或根據上市規則附錄10(「標準守則」)已知會本公司及聯交所之權益或淡倉。

本公司、其任何控股公司、附屬公司或同系附屬公司概無於本年度任何時間訂立任何安排，致使本公司董事透過收購本公司或任何其他法人團體之股份或債券而獲取利益。

主要股東及其他人士於股份及相關股份之權益及淡倉

於二零二零年十二月三十一日，本公司根據證券及期貨條例第336條所存置之權益登記冊記錄以下人士(並非本公司董事或最高行政人員)持有本公司已發行股本及相關股份5%或以上之權益及淡倉：

好倉

附註：

- 該等股份Future Achiever Limited持有，而該公司由許榮茂先生全資擁有。
- 該等股份由Investment Talent Limited持有，而該公司由陳松澤先生全資擁有。

DIRECTORS' REPORT

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Save as disclosed above, as at 31 December 2020, no person, other than the Directors of the Company, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

DIRECTORS' EMOLUMENTS

Details of the emoluments of the Directors and the five highest paid individuals are set out in notes 11 and 12 to the consolidated financial statements.

RETIREMENT SCHEME

The Group provides a defined contribution retirement scheme under the Mandatory Provident Fund Scheme (the "**MPF Scheme**") in Hong Kong to all staff. Under the MPF Scheme, employer and employees are each required to make contributions to the scheme at 5% of the employees' relevant income. Details of the retirement scheme are set out in note 38 to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

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

Purchases

the largest supplier	72%
the five largest suppliers in aggregate	89%

Sales

the largest customer	24%
the five largest customers in aggregate	61%

Save as aforementioned, at no time during the Year did a Director, an associate of a Director or a shareholder of the Company (which to the knowledge of the Directors of the Company owned more than 5% of the Company's issued share capital) had any interest in any of the Group's five largest customers and suppliers.

除上文所披露者外，於二零二零年十二月三十一日，概無任何人士(本公司董事除外)於本公司股份或相關股份中擁有須根據證券及期貨條例第336條記錄之權益或淡倉。

董事酬金

董事及五名最高薪人士酬金詳情載於綜合財務報表附註11及12。

退休計劃

本集團根據香港強制性公積金計劃(「強積金計劃」)為所有僱員提供一項界定供款退休計劃。根據強積金計劃，僱主及僱員各自須按僱員有關收入之5%向計劃作出供款。退休計劃的詳情載於綜合財務報表附註38。

主要客戶及供應商

本集團主要供應商及客戶應佔年度採購及銷售百分比如下：

採購

最大供應商	72%
五大供應商合共	89%

銷售

最大客戶	24%
五大客戶合共	61%

除上文所披露者外，於本年度任何時間，董事、董事之聯繫人士或本公司股東(據本公司董事所知擁有本公司已發行股本超過5%)並無於本集團任何五大客戶及供應商擁有任何權益。

DIRECTORS' REPORT

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DIRECTOR'S SERVICE CONTRACT

Each of the executive directors and independent non-executive directors of the Company has respectively entered into a service contract/letter of appointment with the Company for a term of 3 years unless terminated by seven days' to three months' notice in writing served by either party on the other. The non-executive director of the Company has entered into a service contract with the Company with no specific term and such service contract can be terminated by not less than three months' notice in writing served by either party on the other.

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

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 existed during the Year.

CONTINGENT LIABILITIES

Details of the contingent liabilities are set out in note 50 to the consolidated financial statements

CAPITAL COMMITMENTS

Details of the capital commitments are set out in note 48 to the consolidated financial statements.

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

Other than the share option scheme disclosed in note 42 to the consolidated financial statements, at no time during the Year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

MARKET CAPITALISATION

As at 31 December 2020, the market capitalisation of the listed securities of the Company was approximately HK\$1,330,946,567 based on the total number of 44,364,885,557 issued shares of the Company and the closing price of HK\$0.03 per share.

董事服務合約

本公司各執行董事及獨立非執行董事已各自與本公司訂立為期三年的服務合約／委任函，除非由一方向另一方發出七天至三個月的書面通知終止。本公司非執行董事已與本公司訂立無具體期限的服務合約，及有關服務合約可由一方向另一方發出不少於三個月的書面通知終止。

擬於應屆股東週年大會上膺選連任之董事概無與本公司訂立本公司不可於一年內不作補償(法定補償除外)而終止之服務合約。

管理合約

於本年度並無訂立或存在任何有關本公司全部或任何重要部分業務之管理及實施的合約。

或然負債

或然負債詳情載於綜合財務報表附註 50。

資本承擔

資本承擔詳情載於綜合財務報表附註 48。

股份或債券認購安排

除綜合財務報表附註 42 所披露之購股權計劃外，本年度內本公司或任何其附屬公司從未參與任何安排，致使本公司董事因取得本公司或任何其他法人團體之股份或債券而獲益。

市值

於二零二零年十二月三十一日，本公司上市證券的市值為約 1,330,946,567 港元，乃基於本公司已發行股份總數 44,364,885,557 股及收市價每股股份 0.03 港元計算。

DIRECTORS' REPORT

董事會報告

CORPORATE GOVERNANCE

Principal corporate governance practices adopted by the Company are set out in the corporate governance report contained in this annual report.

企業管治

本公司採納的主要企業管治常規載於本年報的企業管治報告。

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float throughout the Year.

足夠公眾持股量

根據本公司公開可得之資料及就董事所知，於整個本年度，本公司維持足夠公眾持股量。

PERMITTED INDEMNITY PROVISION

The Articles provides that every Director is entitled to be indemnified out of the assets of the Company against all losses or liabilities (to the fullest extent permitted by the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto.

獲准許之彌償條文

細則規定，在香港法例第622章公司條例充分允許的情況下，各董事有權就履行職務或在履行職務方面或其他有關方面而可能承擔或涉及的一切損失或責任從本公司資產中獲得彌償。

The Group has taken out and maintained directors' liability insurance throughout the Year, which provides appropriate cover for legal actions brought against the Directors and directors of the subsidiaries of the Group. The level of the coverage is reviewed annually.

本集團於本年度已為董事購買及維持責任保險，為董事及本集團附屬公司董事可能面對的法律訴訟提供適當保障。我們會每年檢討保險的保障範圍。

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

During the Year and up to the date of this annual report, no Director of the Company is considered to have an interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group pursuant to the Listing Rules.

董事於競爭業務中之權益

於本年度內及直至本年報日期，根據上市規則，概無本公司之董事被視為在直接或間接與本集團業務構成競爭或可能構成競爭之業務中擁有權益。

DIRECTORS' INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACT OF SIGNIFICANCE

No transaction, arrangement or contract of significance to which the Company or any of its subsidiaries was a party and in which a Director or an entity connected with a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the Year.

董事於重大交易、安排或合約中之權益

本公司或其任何附屬公司概無訂立任何於年度末或本年度內任何時間仍然生效而董事或與董事有關連的實體直接或間接擁有重大權益的重大交易、安排或合約。

EQUITY-LINKED AGREEMENT

No equity-linked agreement was entered into by the Group or existed during the Year.

股票掛鈎協議

於本年度，本集團概無訂立或存在股票掛鈎協議。

DIRECTORS' REPORT

董事會報告

RELATED PARTY TRANSACTIONS

Details of the related party transactions of the Group (which did not constitute connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules) for the Year are set out in note 44 to the consolidated financial statements contained herein.

CONNECTED TRANSACTIONS

During the Year, the Group had the following connected transactions that were subject to the Listing Rules' reporting requirement for disclosure in annual report.

Underwriting Agreement with BEUR

On 24 December 2019 and 8 January 2020, Mason Securities Limited ("MSL"), a company incorporated in Hong Kong and an indirect wholly-owned subsidiary of the Company, entered into the Hong Kong Underwriting Agreement (the "HKUA") and International Underwriting Agreement (the "IUA") respectively as one of the Hong Kong underwriters and international underwriters with, among others, Beijing Enterprises Urban Resources Group Limited ("BEUR"), a company incorporated in the Cayman Islands with limited liability and was proposed to be listed in the Main Board of the Stock Exchange (Stock Code: 3718), in relation to the Hong Kong public offering and international placing. MSL would receive up to a maximum of approximately HK\$0.06 million and HK\$1.05 million commission from BEUR under the HKUA and IUA respectively.

BEUR is indirectly owned as to 33% by Mr. Chang Tat Joel ("Mr. Chang"), who was an executive Director and chief operating officer of the Company as at the date of the transactions and is a connected person of the Company. Accordingly, the entering into the entering into HKUA and IUA constitutes connected transactions for the Company under Chapter 14A of the Listing Rules.

For further details, please refer to the announcements of the Company dated 8 January 2020 and 17 January 2020.

關聯方交易

本集團於本年度的關聯方交易(並不構成上市規則第14A章規定之關連交易或持續關連交易)詳情載於本年報綜合財務報表附註44。

關連交易

於本年度，本集團已進行以下關連交易並須根據上市規則的申報規定於年報內披露。

與北控資源訂立的承銷協議

於二零一九年十二月二十四日及二零二零年一月八日，茂宸證券有限公司(「茂宸證券」，於香港註冊成立及為本公司的間接全資附屬公司)作為香港承銷商及國際承銷商之一與(其中包括)北控城市資源集團有限公司(「北控資源」，一間於開曼群島註冊成立的有限公司及計劃於聯交所主板上市(股份代號：3718))分別訂立香港承銷協議(「香港承銷協議」)及國際承銷協議(「國際承銷協議」)，內容有關香港公開發售及國際配售。茂宸證券將根據香港承銷協議及國際承銷協議分別向北控資源收取佣金最多不超過約60,000港元及1,050,000港元。

於交易日期，北控資源由本公司前任執行董事及營運總監以及關連人士鄭達祖先生(「鄭先生」)間接持有33%權益。因此，根據上市規則第14A章，訂立香港承銷協議及國際承銷協議構成本公司的關連交易。

有關進一步詳情，請參閱本公司日期為二零二零年一月八日及二零二零年一月十七日的公告。

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Subscription of Shimao Services IPO shares

On 22 October 2020, Mason Strategic Investment (Asia) Limited (the “**Subscriber**”), a company incorporated in the British Virgin Islands and an indirect wholly-owned subsidiary of the Company, applied to subscribe for the shares of Shimao Services Holdings Limited (“**Shimao Services**”) in the initial public offer (the “**IPO**”) of Shimao Services through Hong Kong public offering for subscription monies to the extent of a maximum of HK\$58,000,000 (the “**Subscription**”).

Shimao Group Holdings Limited (“**Shimao Group Holdings**”), an exempted company incorporated in the Cayman Islands which shares are listed on the main board of the Stock Exchange, via Best Cosmos Limited, a company incorporated in the British Virgin Islands and a wholly-owned subsidiary of Shimao Group Holdings, owns 90% of the entire issued share capital of Shimao Services. Shimao Group Holdings is owned as to 55.064% by Gemfair Investments Limited and 9.929% by Shiying Finance Limited, both of which are wholly owned by Mr. Hui Wing Mau (“**Mr. Hui**”). As Mr. Hui is also the substantial shareholder of the Company, Shimao Services, which is controlled by Mr. Hui as at the date of the transaction, is therefore a connected person of the Company and the Subscription constitutes connected transaction to the Company under Chapter 14A of the Listing Rules.

For further details, please refer to the announcement of the Company dated 22 October 2020.

CONTINUING CONNECTED TRANSACTION

Reference is made to the announcements of the Company dated respectively 30 December 2016, 30 June 2018 and 22 May 2019 and the paragraphs under the heading of “CONTINUING CONNECTED TRANSACTION” in the Company’s 2019 Annual Report. Given that Cosmicfield Investments Limited was no longer a connected person to the Company immediately following the Group’s disposal of part of its shares in AYD Group Limited in June 2019, the relevant loan facility granted to Cosmicfield Investments Limited has ceased to be a continuing connected transaction.

認購世茂服務首次公開發售股份

於二零二零年十月二十二日，茂宸策略投資(亞洲)有限公司(「認購人」)，一間於英屬處女群島註冊成立的有限公司及本公司的間接全資附屬公司，透過香港公開發售申請認購世茂服務控股有限公司(「世茂服務」)的股份，認購款項最多為58,000,000港元(「認購事項」)。

世茂集團控股有限公司(「世茂集團控股」)(一間在開曼群島註冊成立的獲豁免有限公司，其股份於聯交所主板上市)將通過Best Cosmos Limited(一間在英屬處女群島註冊成立的公司，由世茂集團控股全資擁有)擁有世茂服務全部已發行股本90%。世茂集團控股由許榮茂先生(「許先生」)全資擁有的Gemfair Investments Limited及世盈財經有限公司分別擁有55.064%及9.929%權益。由於許先生亦為本公司的主要股東，因此，根據上市規則第14A章，許先生於交易日期所控制的世茂服務為本公司的關連人士而認購事項將構成本公司的關連交易。

有關進一步詳情，請參閱本公司日期為二零二零年十月二十二日的公告。

持續關連交易

茲提述本公司日期為二零一六年十二月三十日、二零一八年六月三十日及二零一九年五月二十二日的公告以及本公司二零一九年報中「持續關連交易」一段。鑑於緊隨本集團於二零一九年六月出售部分其於愛嬰島集團有限公司的股份後Cosmicfield Investments Limited不再為本公司的關連人士，因此授予Cosmicfield Investments Limited的相關貸款融資已不再為一項持續關聯交易。

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KEY RISKS AND UNCERTAINTIES

The Group's financial condition, results of operations, and business prospects may be affected by a number of risks and uncertainties directly or indirectly pertaining to the Group's businesses. The followings are the key risks and uncertainties identified by the Group. There may be other risks and uncertainties in addition to those shown below which are not known to the Group or which may not be material now but could turn out to be material in the future.

Details of the financial risks management objective and policies of the Group are set out in note 45 to the consolidated financial statements.

Rules and Regulations Risk

Rules and Regulations Risk is the risk of regulatory sanctions, material financial loss, or loss to reputation a financial institution may suffer as a result of its failure to comply with laws, regulations, rules, related self-regulatory organisation standards, and codes of conduct applicable to its business activities. Generally, compliance with rules and regulations cover matters such as observing proper standards of market conduct, managing conflicts of interest, treating customers fairly, and ensuring the suitability of customer advice.

This risk has become one of the most significant ongoing concerns for financial institutions. Nonetheless, the regulatory fees have dramatically increased relative to financial institutions' earnings, and the scope of regulatory focus continues to expand. Even though a lot of work has been done to respond to new rules and regulations, financial institutions need a more structural mechanism that will allow them to effectively and efficiently enhance their risk-and-control frameworks and make it become more robust and sustainable over time in order to mitigate this risk.

主要風險及不確定因素

本集團財務狀況、經營業績及業務前景受多項與本集團業務直接或間接相關的風險及不確定因素影響。以下為本集團已識別主要風險及不確定因素。除下文所列因素外，本集團不排除存在未知或目前無甚影響但未來會有重大影響的其他風險及不確定因素。

本集團的財務風險管理管理目標及政策詳情載於綜合財務報表附註45。

規則及規例風險

規則及規例風險指金融機構因不遵守適用於其業務活動的法律、規例、規則、相關的自律組織標準及行為準則而可能遭受監管制裁、重大財務損失或聲譽受損的風險。一般而言，遵守規則及規例包括遵守適當的市場行為標準、管理利益衝突、公平對待客戶以及確保客戶建議的適合性等事項。

該風險已成為金融機構持續關注的最重要問題之一。儘管如此，監管費用相對於金融機構的盈利大大增加，監管重點的範圍持續擴大。儘管已投入很多精力以應對新的規則及規例，金融機構仍需要更具結構性的機制，使彼等能夠有效地加強其風險及控制框架，並使其隨著時間的推移變得更加強大及可持續，以減輕該風險。

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Investment Risk

The Group's portfolios built up through mergers and acquisitions may not meet their investment objectives or there may be a failure to deliver expected performance. Investment performance could be significantly disrupted by a range of external factors including turbulent social and economic environment, natural disaster, regulatory landscape, product and service evolution and technology advancements.

The Group re-evaluates the invested projects on regular basis. In order to mitigate the inherent risk of its investments not performing according to expectations, the Group has been strengthening its independent post-investment monitoring processes across all its investment projects. The Group considers reputational risks when initiating changes to its strategy or operating model and maintain high standards of conduct.

Liquidity Risk

As the Group's financial service businesses are highly capital intensive, any cash shortfalls of the Group may lead to inadequacy of funds to support its daily operations and in severe cases, bankruptcy, business expansion failures, reputational damages and stakeholders' suits. In order to finance the growth of its financial services businesses and its current strategic expansions, the Group requires substantial funding resources and a strong capital base. The Group's finance department is responsible to manage its relationship with banks and other financial institutions and to closely monitor the Group's cash flow adequacy. The Group may consider other fund raising activities, such as share placements, the issuance of convertible bonds, etc. to strengthen the Group's capital base and bank/other borrowings and trade facilities to improve its financial position if necessary.

Foreign Exchange Risk

The Group's businesses and investments for the year were mainly located in the mainland China, Hong Kong, Europe and Australia, and therefore is mainly affected by the fluctuations of RMB, CHF and AUD. The Group closely monitors its foreign exchange exposure and would consider hedging when necessary. Please refer to note 45 to the financial statements of the annual report for the foreign currency risk exposures as at the end of the reporting period.

投資風險

本集團的投資組合通過併購而建立，可能無法達到其投資目標，或者可能無法實現預期的業績。投資業績可能會受到社會及經濟環境動盪、自然災害、監管格局、產品及服務發展以及技術進步等一系列外部因素的嚴重干擾。

本集團定期對投資項目進行重新評估。為降低投資業績不符合預期的內在風險，本集團一直在其所有投資項目中加強其獨立投資後監控程序。本集團於開始改變其戰略或經營模式時會考慮聲譽風險並維持高標準的行為。

流動資金風險

由於本集團的金融服務業務屬資本密集型，故本集團出現任何現金短缺均可能導致支持其日常營運的資金不足，嚴重情況下，導致破產、業務擴張失敗、聲譽受損及股東訴訟。為撥付其金融服務業務及其現有策略擴張所需資金，本集團需要大量資金來源及雄厚的資本基礎。本集團財政部門負責管理其與銀行及其他金融機構的關係，並密切監控本集團的現金流量充足性。本集團或會考慮股份配售、發行可換股債券等其他集資活動，以增強本集團資本基礎及銀行／其他借貸與貿易融資以改進其財務狀況（如必要）。

外匯風險

本集團於本年度內的業務及投資主要位於中國內地、香港、歐洲及澳洲，因此主要受人民幣、瑞士法郎及澳元波動影響。本集團密切監控其外匯風險，並將於有必要時考慮對沖。有關於報告期末的外匯風險，請參閱年報財務報表附註45。

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Systems vulnerability and Cyberattacks

The operation of the Group's businesses and in particular, its financial services sector is highly dependent on its trading, data management and information technology platform. The information technology (IT) landscape of the Group may be vulnerable to a number of disruptions such as computer viruses and/or cyberattacks. Such disruptions may cause data corruption and interruptions, delay or cessation in the services provided through the Group's securities trading facilities, exposure of sensitive/confidential information to unauthorised persons, non-compliance with data privacy requirements, stolen intellectual properties, etc. The Group has initiated a review on the IT infrastructure and conduct regular reviews on its compliance with The Securities and Futures Commission ("SFC") cybersecurity regulations and provides training on cybersecurity to its relevant staff.

Market Risk

The Group's financial services related businesses, as well as its direct investments in listed securities, are exposed to market risk. The investments are directly and/or indirectly affected by, among others, the global and local political, economic and social environments. The Group may suffer losses in these investments if the market price goes adversely.

系統漏洞及網絡攻擊

本集團的業務營運，尤其是其金融服務分部極為依賴其貿易、數據管理及信息技術平台。本集團的信息技術狀況可能易受電腦病毒及／或網絡攻擊等多種干擾的影響。有關干擾可能導致透過本集團的證券交易設施提供服務時出現數據損壞及中斷、延遲或中止、敏感／機密資料向未經授權人員洩露、不符合數據私隱要求規定、竊取知識產權等。本集團對資訊科技基建進行審閱及定期檢討其對證券及期貨事務監察委員會（「證監會」）網絡安全規例的遵守情況，並向其有關員工提供網絡安全方面的培訓。

市場風險

本集團金融服務相關業務以及於上市證券的直接投資面臨市場風險。該等投資直接及／或間接受（其中包括）全球及本地政治、經濟及社會環境因素影響。倘市場價格下跌，本集團或會於該等投資中遭受虧損。

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Credit Risk

The Group encountered credit risk and may expose to credit loss if the borrowers/counterparties default and the realisation value of collaterals could not cover the loan amount. Credit risk is largely correlated to the repayment ability of the borrower and the quality of the collaterals. Deterioration in the quality of its loan portfolio may occur due to the general slowdown of the economy, actual or perceived deterioration of the creditworthiness of borrowers, reduced profitability or cash flows of corporate borrowers or the unemployment of individual borrowers. All these may cause increase in credit risk which may ultimately lead to significant increase in its allowance for impairment losses on loans. The Group normally obtains sufficient securities and/or cash deposits as collateral for providing margin financing to its clients. Margin loans provided to a client is required to be maintained within the margin value of his pledged securities, which means the aggregate market value of his pledged securities after discounts. In the event that a client is unable to meet a margin call, the Group is entitled to dispose of the pledged securities and use the sale proceeds thereof towards repayment of the loan. However, there is a risk that the amount recovered from the disposal of the pledged securities may fall short of the outstanding amount of the loan. The Group would suffer a loss if it fails to recover the shortfall from its clients even though the Group has strived to mitigate the concentration risk and closely monitor the asset quality at all times.

Settlement Risk

There is a minimum margin deposit for the opening of each futures contract as required by The Hong Kong Futures Exchange Limited (the "**Futures Exchange**"). Clients of the Group are required to maintain such minimum margin deposit with the Group at all times as determined by the Futures Exchange. Although the Group is entitled to close out the futures contract when a client is unable to meet his/her margin call, in the event that the client's margin deposit with the Group is unable to cover the loss arising from closing out of the futures contract, the Group would be exposed to the risk of not being able to recover such shortfall from the clients, particularly in times of a volatile market.

信貸風險

本集團面臨信貸風險，倘借款人／交易對手違約及抵押品的變現價值無法補足貸款金額，則可能面臨信貸虧損。信貸風險主要與借款人的償還能力及抵押品質素有關。本集團的貸款組合質素可能因經濟整體放緩、借款人的信譽實際或預期轉差、公司借款人的盈利能力削弱或現金流量減少或個別借款失業而轉差。所有該等情況均可能導致信貸風險增加，或最終引致貸款減值虧損撥備顯著增加。本集團向客戶提供孖展融資時通常獲得充足證券及／或現金存款作為抵押品。提供予客戶的孖展貸款須與其抵押證券的保證金價值（即已抵押證券折讓後的市值總額）相當。倘客戶無法達致保證金要求，本集團有權出售已抵押證券並使用銷售所得款項償還貸款。然而，出售已抵押證券所收回的款項可能低於貸款未償還餘額。即使本集團一直努力減輕集中風險並密切監察資產質素，但若無法向客戶追回不足之數，則可能蒙受損失。

結算風險

香港期貨交易所有限公司（「期交所」）規定實施每項期貨合約交易均須繳納最低按金。本集團客戶須隨時就本集團交存期交所規定維持所有該等最低按金。儘管本集團可於客戶無法達致按金要求時終止期貨合約，但所持客戶按金若不足以彌補終止期貨合約導致的損失，本集團未必（尤其是在市場動盪時）可向客戶追索不足之數。

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Other Investment Risk in Non Financial Service Area

Healthcare Business Related Risks

As part of the re-evaluation of investment strategy, the Group exited the investment in Genea Group ("Genea"), a fertility group offering a comprehensive range of assisted reproductive service and innovative technologies in assisted reproduction, in mid-2020. Having considered the economic uncertainties associated with the economic slowdown in Hong Kong and in the world, social movements in Hong Kong and the outbreak of the COVID-19, we believe that the disposal of the Exchange Shares allows the Group to recoup funds through asset restructuring in order to optimise its capital allocation, consolidate its core business with competitive advantages and strengthen the Group's overall ability to control risks.

Infant Milk Powder Business and Mother-Infant-Child Business Related Risks

During the Year, the disposal of B&P was called off in end of February due to the fact that WHAI was unable to raise sufficient fund for the acquisition. Given the sluggish global economic outlook in the midst of the COVID-19 and rising trade barriers, the stagnant relationship between China and Australia, coupled with policies tightened by the Chinese government on the import of infant formula products, the Group's mother-infant child consumer products segment, including manufacturing and sales sectors, experienced tremendous pressure, a substantial relief of which will remain unforeseeable in the near future.

Consequently, the management adopted the conservative approach in reassessing our investments in the mother-infant-child consumer product business, which caused a significant decrease in the profit for the Year for our mother-infant-child consumer product business.

非金融服務領域的其他投資風險

醫療業務相關風險

作為重新評估投資策略的一部分，本集團於二零二零年年中退出於Genea集團(「Genea」)的投資，Genea為一家提供全面輔助生殖服務及輔助生殖創新技術的生育集團。經考慮與香港及全球經濟放緩、香港社會運動及COVID-19爆發有關的經濟不明朗因素，我們相信出售交換股份可讓本集團透過資產重組收回資金，以優化其資本分配，以競爭優勢鞏固其核心業務及加強本集團控制風險的整體能力。

嬰兒奶粉業務及母嬰童業務相關風險

於本年度，由於WHAI未能為收購事項籌集足夠資金，故於二月底停止出售B&P。鑑於2019冠狀病毒病導致全球經濟前景疲弱及貿易壁壘上升、中國與澳洲之間的關係停滯不前，加上中國政府收緊進口嬰幼兒配方奶粉產品的政策，本集團的母嬰童消費品業務分部(包括製造及銷售分部)面臨巨大壓力，於不久將來仍將不可預見壓力能大幅緩解。

因此，管理層採取保守方法重新評估我們於母嬰童消費品業務的投資，導致我們母嬰童消費品業務的本年度溢利大幅減少。

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Mason Privatbank Liechtenstein AG ("MPL")

MPL, an indirect wholly-owned subsidiary of the Company, is a licensed bank in Liechtenstein. Its head office is in Vaduz, the capital of Liechtenstein. It is engaged in the provision of private banking services and external asset management services. MPL's clients are mainly from Germany, Austria, Spain, Liechtenstein, Russia and Switzerland.

As MPL has been continuously making losses since it was acquired by the Group, with no reasonable means or prospect of making any material improvement on its own financial performance or operations in the foreseeable future, the Board is of the view that it is likely to remain unable to generate sufficient revenue to cover its own operating expenses or its other liabilities.

In light of the challenging macro environment faced by MPL and the business prospect of the Group, the continuing holding of MPL by the Group may not be advantageous to the Group. The Board believes that the Voluntary Liquidation is in the best interest of the Company and the Shareholders as a whole. In so doing, the Company will be able to cut losses in connection with MPL as well as to allocate more resources and management efforts to its profitable businesses.

The process and procedure for the Voluntary Liquidation are expected to be commenced in March 2021. Upon completion of the Voluntary Liquidation and all incidental procedures, MPL will cease to be a subsidiary of the Company and the financial position and the results of MPL will be deconsolidated from those of the Group.

Based on the latest management accounts of MPL as at 31 December 2020, total assets and total liabilities of MPL amounted to CHF187,774,000 (equivalent to HK\$1,651,329,000) and CHF151,767,000 (equivalent to HK\$1,334,673,000) respectively.

Mason Privatbank Liechtenstein AG

(「MPL」)

MPL(本公司之間接全資附屬公司)為列支敦士登持牌銀行。其總辦事處位於列支敦士登首都瓦都茲。其從事提供私人銀行服務及外部資產管理服務。MPL的客戶主要來自德國、奧地利、西班牙、列支敦士登、俄羅斯及瑞士。

由於MPL自被本集團收購以來一直持續錄得虧損，且並無合理方法或前景於可見將來對其自身財務表現或營運作出任何重大改善，故董事會認為其很可能仍無法產生足夠收入以支付其自身經營開支或其他負債。

鑑於MPL面臨充滿挑戰的宏觀環境及本集團的業務前景，本集團繼續持有MPL可能對本集團不利。董事會相信自願清盤符合本公司及股東的整體最佳利益。為此，本公司將能夠削減與MPL有關的虧損，並將更多資源及管理力度分配至其有利可圖的業務。

自願清盤程序及程序預期將於二零二一年三月開始。於自願清盤及所有附帶程序完成後，MPL將不再為本公司之附屬公司，而MPL之財務狀況及業績將不再於本集團之財務狀況及業績綜合入賬。

根據MPL於二零二零年十二月三十一日的最新管理賬目，MPL的總資產及總負債分別為187,774,000瑞士法郎(約1,651,329,000港元)及151,767,000瑞士法郎(約1,334,673,000港元)。

DIRECTORS' REPORT

董事會報告

RISK MANAGEMENT

The Group has established adequate and effective risk management procedures which enable it to identify, measure, monitor and control the various types of risks that it faces. This is supplemented by active management involvement and effective internal controls in the best interests of the Group.

EVENTS AFTER THE REPORTING PERIOD

Details of events after the reporting period are set out in note 52 to the consolidated financial statements.

AUDITOR

The consolidated financial statements of the Group for the year ended 31 December 2020 have been audited by BDO Limited, who will retire and a resolution to re-appoint BDO Limited as auditor of the Company will be proposed at the forthcoming annual general meeting of the Company.

風險管理

本集團設立充分有效的風險管理程序，以識別、計量、監測及控制所面對的各類風險，更有管理層積極參與，配合實施符合本集團最佳利益的有效內部控制措施。

報告期後事項

報告期後事項詳情載於綜合財務報表附註52。

核數師

本集團截至二零二零年十二月三十一日止年度的綜合財務報表已由香港立信德豪會計師事務所有限公司審核，而該公司將退任且本公司將於本公司應屆股東週年大會上提呈續聘香港立信德豪會計師事務所有限公司為本公司核數師的決議案。

On behalf of the Board

Mason Group Holdings Limited

代表董事會

茂宸集團控股有限公司

Han Ruixia

Executive Director and Deputy Chief Executive Officer

25 March 2021

韓瑞霞

執行董事兼副行政總裁

二零二一年三月二十五日

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board recognises the importance of maintaining a high standard of corporate governance to protect and enhance the benefits of shareholders. The Board and senior management of the Company recognises their responsibility to maintain the interest of the shareholders and to enhance their value. The Board also believes a deliberate policy of corporate governance can facilitate a company in rapid growth under a healthy governance structure and strengthen the confidence of shareholders and investors.

CORPORATE GOVERNANCE

During the Year, the Company has complied with all the code provisions of the Corporate Governance Code (the “**CG Code**”) as set out in Appendix 14 of Listing Rules except for deviation from code provision A.2.1 of the CG Code.

Code provision A.2.1 of CG Code stipulates that the roles of Chairman of the Board and Chief Executive Officer should be separated and should not be performed by the same individual. During the period of 1 January 2020 to 13 January 2020, Mr. Ko Po Ming (“**Mr. Ko**”) was the Chairman of the Board and had also carried out the responsibility of Chief Executive Officer which constituted a deviation from the code provision A.2.1. Mr. Ko possessed essential leadership skills to manage the Board and extensive knowledge in the business of the Group. The daily operation and management of the Company was monitored by the executive Directors. The Board considers such structure more suitable for the Company as it could promote the efficient formulation and implementation of the Company’s strategies. The aforesaid leadership structure facilitated the execution of the business strategies, decision-making and maximises the effectiveness of the Group’s operations.

Following the resignation of Mr. Ko as an Executive Director, Chief Executive Officer of the Group and the Chairman of the Board with effect from 13 January 2020, the Company has complied with code provision A.2.1.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the “Model Code for Securities Transactions by Directors of Listed Issuers” (the “**Model Code**”) in Appendix 10 of the Listing Rules as the code of conduct regarding directors’ securities transactions. Following specific enquiry by the Company, all of the Directors have confirmed that they have complied with the requirements as set out in the Model Code throughout the year ended 31 December 2020.

董事會確認維持高水準企業管治對保障及提升股東利益之重要性。董事會及本公司高級管理層確認彼等有責任維護股東利益及提升股東價值。董事會亦相信，一套周詳之企業管治政策有助公司在穩健管治架構下快速增長，並能增強股東及投資者之信心。

企業管治

於本年度，本公司已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」）的全部守則條文，惟偏離企業管治守則的守則條文A.2.1。

企業管治守則的守則條文A.2.1規定董事會主席及行政總裁須分別由不同人士擔任，而不應由同一人兼任。於二零二零年一月一日至二零二零年一月十三日期間，高寶明先生（「高先生」）為董事會主席，亦履行行政總裁的職責，此偏離守則條文A.2.1。高先生擁有管理董事會所需的領導才能，並十分熟悉本集團業務。本公司的日常營運及管理由執行董事監察。董事會認為該架構更為適合本公司，原因為此架構能夠令本公司有效制定及實施策略。上述領導架構有助於實施業務戰略、作出決策並將本集團運營效益最大化。

緊隨二零二零年一月十三日高先生辭任本集團執行董事、行政總裁兼董事會主席後，本公司已遵守守則條文A.2.1。

董事之證券交易

本公司已採納上市規則附錄10所載《上市發行人董事進行證券交易之標準守則》（「標準守則」）作為董事進行證券交易的行為守則。經本公司作出具體查詢後，全體董事確認，彼等於截至二零二零年十二月三十一日止年度全年一直遵守標準守則所載規定。

CORPORATE GOVERNANCE REPORT

企業管治報告

DIRECTORS AND OFFICERS LIABILITY INSURANCE

Promoting good corporate governance and managing enterprise-wide risk is a priority of the Company. The Company is convinced that corporate governance and Directors and Officers Liability Insurance (the “**D&O Insurance**”) complement each other. The Company has arranged appropriate D&O Insurance coverage on Directors’ and officers’ liabilities in respect of legal actions against directors and senior management arising out from corporate activities. The D&O Insurance will be reviewed and renewed annually.

BOARD OF DIRECTORS

Board Composition

The Board currently comprises seven members, consisting of two executive Directors, one non-executive Director and four independent non-executive Directors namely:

Executive Directors

Ms. Han Ruixia (*Deputy Chief Executive Officer*)

(appointed as Executive Director with effect from 16 April 2020
and appointed as Deputy Chief Executive Officer with effect from 29 April 2020)

Mr. Zhang Zhenyi (appointed with effect from 21 April 2020)

Mr. Chang Tat Joel (resigned with effect from 12 January 2020)

Mr. Ko Po Ming (*Chairman and Chief Executive Officer*)

(resigned with effect from 13 January 2020)

Ms. Fu Yau Ching, Shirley (resigned with effect from 16 April 2020)

Mr. Cao Lu (resigned with effect from 16 April 2020)

Ms. Lui Choi Yiu, Angela (resigned with effect from 21 April 2020)

Non-executive Director

Ms. Hui Mei Mei, Carol

Independent Non-executive Directors

Mr. Tian Ren Can

Mr. Wang Cong

Mr. Wu Xu'an (appointed with effect from 12 March 2020)

Mr. Ng Yu Yuet (appointed with effect from 16 April 2020)

Mr. Chen Wai Chung Edmund

(resigned with effect from 12 March 2020)

董事及主管責任保險

促進本公司良好企業管治及管理企業整體風險乃本公司之首要事務。本公司相信，企業管治以及董事及主管責任保險（「董事及主管責任保險」）可相輔相成。本公司已安排適當之董事及主管責任保險，以涵蓋董事及高級管理層就企業活動而產生對董事及主管之法律訴訟責任。董事及主管責任保險將會每年檢討及續期。

董事會

董事會的組成

董事會現時由七名成員組成，包括兩名執行董事、一名非執行董事及四名獨立非執行董事，即：

執行董事

韓瑞霞女士（*副行政總裁*）

（於二零二零年四月十六日獲委任為執行董事
及於二零二零年四月二十九日獲委任為副行政
總裁）

張振義先生（於二零二零年四月二十一日獲委任）

鄭達祖先生（於二零二零年一月十二日辭任）

高寶明先生（*主席兼行政總裁*）

（於二零二零年一月十三日辭任）

符又澄女士（於二零二零年四月十六日辭任）

曹路先生（於二零二零年四月十六日辭任）

雷彩姚女士（於二零二零年四月二十一日辭任）

非執行董事

許薇薇女士

獨立非執行董事

田仁燦先生

王聰先生

吳敘安先生（於二零二零年三月十二日獲委任）

吳于越先生（於二零二零年四月十六日獲委任）

陳煒聰先生（於二零二零年三月十二日辭任）

CORPORATE GOVERNANCE REPORT

企業管治報告

Roles and Responsibilities

The Board is responsible for overseeing the overall business strategy, management planning and control of the Company. The management is responsible for day-to-day management and operation of the business of the Group and to make suggestions to the executive Directors for their consideration. The Directors have accumulated sufficient and valuable experience to carry out their duties in an efficient and effective manner. Details of the backgrounds and qualifications of the Directors are set out in the section headed "Biographies of Directors" on pages 27 to 30 of this annual report. None of the members of the Board have, in any respect, relation to each other in any circumstances.

Every newly appointed Director is provided with an induction on the first occasion of his/her appointment to ensure that he/she has adequate understanding of the businesses and operations of the Group. The Directors are also kept informed on a timely basis of their responsibilities and obligations under the Listing Rules, as well as other relevant statutory or regulatory requirements. The Company also encourages its Directors to participate in other continuous professional development programmes for directors.

All of the Directors of the Company have acted in good faith for the best interests of the Company and the shareholders of the Company. Other than the statutory duties imposed on each of them, all of the Directors have exercised due care in monitoring the corporate matters of the Company and have provided grave concern, sufficient time and attention to all the significant issues and affairs of the Group.

Management Committee

A management committee of the Company (the "**Management Committee**") was established on 1 November 2019 by the order of the Board, to make suggestions on the management and operation of the business of the Group to the executive Directors for their consideration and approval and to manage and operate the business of the Group. The Management Committee is also responsible for the day to day operation, among other matters, the implementation of overall strategy and direction set by the Board. The Management Committee includes members with solid management experience in finance, banking, fund management sector, risk management and legal and compliance. It currently comprises Ms. Han Ruixia, an executive Director and Deputy Chief Executive Officer of the Group, Mr. Zhang Zhenyi, an executive Director and Chief Financial Officer of the Group and Mr. Cheong Kwee Heng, the Chief Risk Officer of the Group.

角色及職責

董事會負責監督本公司整體業務策略、管理規劃及控制。管理層負責本集團的日常管理及業務營運以及向執行董事提供建議以供考慮。董事經驗豐富及稱職，足以有效履行本身職責。有關董事背景及資格之詳情載於本年報第27至30頁「董事簡歷」一節。董事會成員之間於任何情況下概無任何關係。

每名新任董事均於首次獲委任時提供就任須知，確保對本集團之業務及營運有足夠認識。董事亦會及時獲悉自身根據上市規則之責任及職責以及其他相關法定或監管規定。本公司亦鼓勵董事參與其他專為董事設立之持續專業發展計劃。

本公司全體董事均真誠行事，為本公司及本公司股東謀求最佳利益。除須承擔之法定義務外，全體董事均嚴謹監督本公司之企業事務，並付出充足的時間及精力，密切關注本集團各項重大事項及事務。

管理委員會

本公司按董事會命令於二零一九年十一月一日成立管理委員會（「**管理委員會**」），向執行董事提供有關本集團業務管理及經營的建議，以供彼等考慮及批准，從而管理及經營本集團業務。管理委員會亦負責日常營運，其中包括實施董事會制定的整體策略及方針。管理委員會包括在財務、銀行、基金管理行業、風險管理以及法律及合規方面具備紮實管理經驗的成員。管理委員會現時由本集團執行董事兼副行政總裁韓瑞霞女士、本集團執行董事兼首席財務官張振義先生以及本集團首席風險官張貴興先生組成。

CORPORATE GOVERNANCE REPORT

企業管治報告

Non-executive Directors

Each of the existing independent non-executive Directors was appointed for a specific term of 3 years and the non-executive Director has been appointed with no specific terms of office, subject to the provision of retirement and rotation of directors under the Articles of Association of the Company.

Pursuant to Rules 3.10(1) and 3.10(2) of the Listing Rules, the Company has appointed four independent non-executive Directors. At least one of the independent non-executive Directors have appropriate professional qualifications or accounting or related financial management expertise.

The Company has received confirmations of independence pursuant to Rule 3.13 of the Listing Rules from each of the independent non-executive Directors and considers them to be independent.

Board Composition

The Board has established a set of board diversity policy setting out the approach to achieve diversity on the Board aiming at enhancing Board effectiveness and corporate governance as well as achieving our business objectives and sustainable development. Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The current Board consists of a diverse mix of Board members appropriate to the requirement of the business of the Company.

非執行董事

各現任獨立非執行董事之特定任期為3年，而非執行董事並無特定任期，惟須受本公司章程細則退任及輪值告退之條文規限。

根據上市規則第3.10(1)及3.10(2)條，本公司已委任四名獨立非執行董事。至少一名獨立非執行董事具備適當專業資格或會計或相關財務管理專長。

本公司已收到各獨立非執行董事有關根據上市規則第3.13條對其獨立性之確認，並認為彼等乃獨立身份。

董事會組成

董事會已制定董事會多元化政策，載列令董事會達致多元化之方針，旨在提升董事會效率及企業管治，實現業務目標及可持續發展。董事會成員多元化從多個層面加以考慮，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期。董事會目前由多元化董事會成員組成，切合本公司的業務要求。

CORPORATE GOVERNANCE REPORT

企業管治報告

Attendance Records

Details of the attendance of the Board members are as follows:

出席記錄

董事會成員之出席詳情如下：

Meeting Attended/Held During the Year Ended 31 December 2020					
	Audit Committee		Remuneration Committee	Nomination Committee	General Meeting
	Board	Committee	Committee	Committee	Meeting
	董事會	審核委員會	薪酬委員會	提名委員會	股東大會

Executive Directors

執行董事

Ms. Han Ruixia (appointed on 16 April 2020)	韓瑞霞女士 (於二零二零年 四月十六日獲委任)	7/7	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Mr. Zhang Zhenyi (appointed on 21 April 2020)	張振義先生 (於二零二零年 四月二十一日獲委任)	7/7	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Mr. Chang Tat Joel (resigned on 12 January 2020)	鄭達祖先生 (於二零二零年 一月十二日辭任)	0/1	N/A 不適用	0/0	N/A 不適用	0/0
Mr. Ko Po Ming (resigned on 13 January 2020)	高寶明先生 (於二零二零年 一月十三日辭任)	0/1	N/A 不適用	N/A 不適用	0/0	0/0
Ms. Fu Yau Ching, Shirley (resigned on 16 April 2020)	符又澄女士 (於二零二零年四 月十六日辭任)	5/6	N/A 不適用	N/A 不適用	N/A 不適用	0/0
Mr. Cao Lu (resigned on 16 April 2020)	曹路先生 (於二零二零年 四月十六日辭任)	5/6	N/A 不適用	N/A 不適用	N/A 不適用	0/0
Ms. Lui Choi Yiu, Angela (resigned on 21 April 2020)	雷彩姚女士 (於二零二零年 四月二十一日辭任)	0/6	N/A 不適用	N/A 不適用	N/A 不適用	0/0

Non-executive Director

非執行董事

Ms. Hui Mei Mei, Carol	許薇薇女士	13/13	N/A 不適用	4/4	4/4	0/1
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CORPORATE GOVERNANCE REPORT

企業管治報告

Meeting Attended/Held During the Year Ended 31 December 2020					
截至二零二零年十二月三十一日止年度出席／舉行之會議					
Board	Audit Committee	Remuneration Committee	Nomination Committee	General Meeting	
董事會	審核委員會	薪酬委員會	提名委員會	股東大會	

Independent Non-executive Directors 獨立非執行董事

Directors

Mr. Tian Ren Can	田仁燦先生	10/13	4/4	4/4	4/4	0/1
Mr. Wang Cong	王聰先生	11/13	4/4	4/4	4/4	0/1
Mr. Wu Xu'an (appointed on 12 March 2020)	吳敘安先生 (於二零二零年 三月十二日獲委任)	10/10	4/4	N/A 不適用	N/A 不適用	0/1
Mr. Ng Yu Yuet (appointed on 16 April 2020)	吳于越先生 (於二零二零年 四月十六日獲委任)	7/7	1/1	1/1	1/1	0/1
Mr. Chen Wai Chung Edmund (resigned on 12 March 2020)	陳偉聰先生 (於二零二零年 三月十二日辭任)	0/3	0/0	0/1	0/1	0/0

Save for regular board meetings held in 2020, meetings of the Directors were held to discuss and transact other special businesses. The Board members are provided with appropriate and sufficient information in a timely manner to keep abreast of the Group's latest developments. All businesses transacted at board meetings are properly documented and recorded.

All resolutions put forward at general meetings of the Company were voted by way of poll and the announcement on the poll vote results was made by the Company after the general meetings in the manner prescribed under rule 13.39(5) of the Listing Rules.

除於二零二零年舉行之董事會常規會議外，董事會亦舉行會議討論及處理其他特別事項。董事會成員會及時取得適當且充足之資料，以了解本集團之最新發展情況。所有於董事會會議處理的事項均已妥善存檔及記錄。

於本公司股東大會上提出的所有決議案均以投票方式進行表決，並且本公司將於股東大會後按上市規則第13.39(5)條規定的方式作出投票表決結果公告。

Continuous Professional Development of Directors

According to code provision A.6.5 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant.

董事持續專業發展

根據企業管治守則的守則條文A.6.5，所有董事均須參與持續專業進修，以提高及更新其知識及技能，從而確保繼續在全面知悉及切合所需的情況下向董事會作出貢獻。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company has arranged and funded suitable training, placing an appropriate emphasis on the roles, functions and duties of a listed company director. The company secretarial department of the Company would provide relevant reading materials to the Directors to ensure that they are apprised of the latest changes in the commercial, legal and regulatory requirements in relation to the Company's businesses, and to refresh their knowledge and skills. In addition, all Directors are encouraged to attend external forum, or training course on relevant topics. During the Year, the Directors had provided their records of continuous professional development to the Company. The Board has reviewed and monitored the continuous professional development of the Directors.

The Directors' knowledge and skills are continuously developed and refreshed by, inter alia, the following means:

本公司已安排及資助合適培訓，適當強調上市公司董事的職務、職能及職責。為確保董事獲悉與本公司業務有關的商業、法律及監管規定的最新變化，並更新其知識及技能，本公司的公司秘書部會為董事提供相關閱讀材料。此外，亦鼓勵所有董事參與有關專題的外部論壇或培訓課程。於本年度，董事已向本公司提供彼等的持續專業發展記錄。董事會已審查及監督董事持續專業發展。

透過(其中包括)以下方式持續發展及更新董事之知識及技能：

Types of Trainings 培訓類型

Executive Directors

Ms. Han Ruixia (appointed on 16 April 2020)

執行董事

韓瑞霞女士

A,B

(於二零二零年四月十六日獲委任)

Mr. Zhang Zhenyi (appointed on 21 April 2020)

張振義先生

A,B

(於二零二零年四月二十一日獲委任)

Non-executive Director

Ms. Hui Mei Mei, Carol

非執行董事

許薇薇女士

A,B

Independent Non-executive Directors

Mr. Tian Ren Can

獨立非執行董事

田仁燦先生

A,B

Mr. Wang Cong

王聰先生

A,B

Mr. Wu Xu'an (appointed on 12 March 2020)

吳敘安先生

A,B

(於二零二零年三月十二日獲委任)

Mr. Ng Yu Yuet (appointed on 16 April 2020)

吳于越先生(於二零二零年四月十六日獲委任)

A,B

A: attending seminars/courses/conferences in person or by teleconference in relation to the responsibilities of directors' of a listed company, corporate governance and regulatory updates

A: 親身或透過電子通訊方式參加有關上市公司董事責任、企業管治及監管最新資訊的研討會／課程／會議

B: reading seminar materials and updates relating to the latest development of the Listing Rules and other applicable regulatory requirements

B: 閱讀研討會材料及有關上市規則及其他適用監管規定的最新進展的最新資料

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企業管治報告

BOARD COMMITTEES

Audit Committee

The audit committee of the Company (the “**Audit Committee**”) was established on 28 June 2005. The written terms of reference of the Audit Committee were formulated and were adopted by the Company in compliance with the code provision in the CG Code and were revised on 29 March 2012 and 18 December 2015.

The primary duties of the Audit Committee, among others, are:

Relationship with the Company’s auditor

- (a) to be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;
- (b) to review and monitor the external auditor’s independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Audit Committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;
- (c) to act as the key representative for overseeing the Company’s relations with the external auditor;
- (d) to develop and implement policy on engaging an external auditor to supply non-audit services. For this purpose, “external auditor” shall include any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Audit Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed;

董事會委員會

審核委員會

本公司審核委員會(「審核委員會」)於二零零五年六月二十八日成立。審核委員會書面職權範圍由本公司根據企業管治守則的守則條文制訂及採納並於二零一二年三月二十九日及二零一五年十二月十八日修訂。

審核委員會之主要職務(其中包括)為：

與本公司核數師之關係

- (a) 主要負責向董事會提供有關委任、續聘及罷免外聘核數師之推薦建議，以及批准外聘核數師之酬金及聘用條款，以及處理有關該核數師辭職或罷免之任何問題；
- (b) 根據適用標準檢視及監察外聘核數師之獨立性及客觀性以及審核程序之有效性。在審計工作開始前，審核委員會須與核數師討論審計性質及範疇以及匯報責任；
- (c) 擔任本公司與外聘核數師之間的主要代表，負責監察兩者之間的關係；
- (d) 制定及實施有關聘請外聘核數師提供非審計服務之政策。就此而言，「外聘核數師」包括與審計事務所處於同一控制權、擁有權或管理權之下的任何實體，或合理知情第三方在獲得所有相關資料後可合理斷定為在當地或國際上屬於審計事務所一部分之任何實體。審核委員會應就任何須採取行動或改善之事項向董事會報告，並確定及提出推薦建議；

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Review of the Company's financial information

- (e) to monitor integrity of the Company's financial statements, annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgements contained in them. In reviewing these reports before submission to the Board, the Audit Committee should focus particularly on:
- (i) any changes in accounting policies and practices;
 - (ii) major judgmental areas;
 - (iii) significant adjustments resulting from audit;
 - (iv) the going concern assumptions and any qualifications;
 - (v) compliance with accounting standards; and
 - (vi) compliance with the Listing Rules and legal requirements in relation to financial reporting;
- (f) Regarding (e) above: (i) members of the Audit Committee should liaise with the Board and senior management and the Audit Committee must meet, at least twice a year, with the Company's auditor; and (ii) the Audit Committee should consider any significant or unusual items that are, or may need to be, reflected in the reports and accounts, it should give due consideration to any matters that have been raised by the Company's staff responsible for the accounting and financial reporting function and compliance function or the auditor;

Oversight of the Company's financial reporting system, risk management and internal control systems

- (g) to review the Company's financial controls, and unless expressly addressed by a separate Board risk committee, or by the Board itself, to review the Company's risk management and internal control systems;
- (h) to discuss the risk management and internal control systems with the management to ensure that the management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;

審閱本公司之財務資料

- (e) 監察本公司財務報表、年度報告及賬目、半年度報告及(若擬刊發)季度報告之完整性，並審閱當中所載有關財務報告所作之重大判斷。審核委員會在向董事會提交有關報表及報告前，應特別針對以下事項加以審閱：
- (i) 會計政策及實務之任何更改；
 - (ii) 涉及重大判斷之範圍；
 - (iii) 因核數而產生之重大調整；
 - (iv) 持續經營假設及任何保留意見；
 - (v) 會計準則之遵守；及
 - (vi) 是否遵守有關財務報告之上市規則及法例規定；
- (f) 就上述(e)項而言：(i)審核委員會成員應與董事會及高級管理層聯絡，審核委員會須至少每年與本公司核數師會面兩次；及(ii)審核委員會應考慮將要或可能需要在上述報告及賬目中反映之任何重大或不尋常項目，並適當考慮任何由本公司負責會計及財務匯報職能及規管監察職能之職員或核數師所提出之事宜；

監管本公司財務報告制度、風險管理及內部監控系統

- (g) 檢討本公司之財務監控，以及(除非有另設的董事會轄下風險委員會又或董事會本身會明確處理)檢討本公司的風險管理及內部監控系統；
- (h) 與管理層討論風險管理及內部監控制度，並確保管理層已履行職責建立有效之系統。討論內容應包括本公司在會計及財務匯報職能方面之資源、員工資歷及經驗、培訓課程及預算是否充足；

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| (i) to consider any findings of major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and the management's response to these findings; | (i) 考慮受董事會委派或其主動研究對風險管理及內部監控事務進行的重大調查之任何結果，以及管理層對該等調查結果之回應； |
| (j) where an internal audit function exists, to ensure co-ordination between the internal and external auditors, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor its effectiveness; | (j) 若公司設有內部審核功能，委員會須確保內部核數師與外聘核數師之間的協調性，並確保內部審核功能擁有足夠資源，且在本公司內擁有適當之地位，並檢視及監察其成效； |
| (k) to review the group's financial and accounting policies and practices; | (k) 審閱集團之財務及會計政策以及實務； |
| (l) to review the external auditor's management letter, any material queries raised by the auditor to the management about accounting records, financial accounts or systems of control and the management's response; | (l) 檢討外聘核數師致管理層之函件，以及其可能就會計紀錄、財務賬目或監控系統向管理層提出之任何重大疑問及管理層就此作出之回應； |
| (m) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter; | (m) 確保董事會及時回應外聘核數師致管理層之函件中提出之問題； |
| (n) to review arrangements that employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters and the Audit Committee is to ensure proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action; | (n) 對本公司僱員可暗中就財務匯報、內部監控或其他事項可能發生不當行為提出關注之安排，作出檢討，審核委員會應確保有適當安排就此等事項作出公平而獨立之調查，及採取適當跟進行動； |
| (o) to report to the Board on the matters in these terms of reference; and | (o) 向董事會報告該等職權範圍之事宜；及 |
| (p) to consider other topics, as defined by the Board. | (p) 考慮董事會所界定之其他課題。 |

As at the date of this report, the Audit Committee comprises four independent non-executive Directors, namely:

Mr. Wu Xu'an (*chairman*)

Mr. Tian Ren Can

Mr. Wang Cong

Mr. Ng Yu Yuet

吳叙安先生(主席)

田仁燦先生

王聰先生

吳于越先生

於本報告日期，審核委員會由四名獨立非執行董事組成，即：

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During the Year, the Audit Committee met four times with the external auditor and/or representatives of the management of the Company. The Audit Committee reviewed and discussed consolidated financial statements of the Group for the financial year ended 31 December 2020 with the external auditors and reviewed the Company's unaudited interim results for the six months ended 30 June 2020. The Audit Committee also reviewed and discussed the internal control necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error. The Audit Committee submitted its views and recommendations on the Group's financial statements to the Board.

Remuneration Committee

The remuneration committee of the Company (the “**Remuneration Committee**”) was established on 28 June 2005. The written terms of reference for the Remuneration Committee were formulated and were adopted by the Company in compliance with the code provision in the CG Code and was revised on 18 December 2015.

The primary duties of the Remuneration Committee, among others, are:

- (a) to make recommendations to the Board on the Company’s policy and structure for all directors’ and senior management’s remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (b) to review and approve the management’s remuneration proposals by reference to the Board’s corporate goals and objectives;
- (c) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- (d) to make recommendations to the Board on the remuneration of non-executive directors;
- (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;

於本年度內，審核委員會與外聘核數師及／或本公司管理層代表舉行了四次會面。審核委員會連同外聘核數師已審閱及討論本集團截至二零二零年十二月三十一日止財政年度之綜合財務報表，並審閱本公司截至二零二零年六月三十日止六個月之未經審核中期業績。審核委員會亦審閱及討論必要內部控制，確保綜合財務報表的編製不存在重大錯誤，無論是否由於欺詐或失誤引起。審核委員會向董事會提交其有關本集團財務報表的意見及推薦建議。

薪酬委員會

本公司薪酬委員會(「薪酬委員會」)於二零零五年六月二十八日成立。薪酬委員會書面職權範圍由本公司根據企業管治守則之守則條文制訂及採納並於二零一五年十二月十八日修訂。

薪酬委員會之主要職務(其中包括)為：

- (a) 就有關全體董事及高級管理層薪酬待遇之本公司政策及結構以及訂立正規透明之程序以制定薪酬政策，向董事會提出推薦建議；
- (b) 因應董事會所訂企業方針及目標，檢討及批准管理層之薪酬建議；
- (c) 向董事會建議個別執行董事及高級管理層之薪酬待遇，包括實物福利、退休金權利及賠償金額(包括就喪失或終止職務或委任而應付之任何賠償)；
- (d) 就非執行董事之酬金向董事會提出推薦建議；
- (e) 考慮相類比較之公司所支付之薪酬、須付出之時間及職責以及本集團內其他職位之僱用條件；

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| (f) to review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive; | (f) 檢討及批准向執行董事及高級管理層就其喪失或終止職務或委任而須支付之賠償，以確保該等賠償與合約條款一致，若未能與合約條款一致，賠償亦須公平合理，不致過多； |
| (g) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; | (g) 檢討及批准因董事行為失當而被解僱或罷免所涉及之賠償安排，以確保該等安排與合約條款一致，若未能與合約條款一致，有關賠償亦須合理適當； |
| (h) to ensure that no director or any of his associates is involved in deciding his own remuneration; | (h) 確保董事或其任何聯繫人概不得參與釐定其本身之薪酬； |
| (i) when the occasion arises, to advise shareholders on how to vote with respect to any service contracts of directors that require shareholders' approval under Rule 13.68 of the Listing Rules; and | (i) 如有任何董事服務合約按上市規則第13.68條規定而須獲股東批准之情況出現，須向股東建議如何投票；及 |
| (j) to do any such things to enable the Remuneration Committee to discharge its powers and functions conferred on it by the Board. | (j) 採取任何行動使薪酬委員會可履行董事會賦予之權力及職能。 |

As at the date of this report, the Remuneration Committee comprises three independent non-executive Directors and one non-executive Director, namely:

Mr. Wang Cong (*chairman*)

Ms. Hui Mei Mei, Carol

Mr. Tian Ren Can

Mr. Ng Yu Yuet

於本報告日期，薪酬委員會由三名獨立非執行董事及一名非執行董事組成，即：

王聰先生(主席)

許薇薇女士

田仁燦先生

吳于越先生

The Remuneration Committee held four meetings in 2020 to review and assess the performance and remuneration of the Directors, to review the proposed remuneration packages of the new Directors and their terms of service and to make recommendations to the Board.

薪酬委員會於二零二零年舉行了四次會議，審議及評估董事表現及薪酬，以及審閱新任董事的建議薪酬待遇及服務期限，並向董事會作出推薦建議。

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DIRECTORS' REMUNERATION

The Directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Board with reference to Directors' duties, responsibilities and performance and the results of the Group. In addition, the Directors' remuneration is reviewed by the Remuneration Committee annually. Details of the Directors' remuneration are set out in note 11 of the consolidated financial statements.

REMUNERATION OF THE SENIOR MANAGEMENT

For the Year, the remuneration of senior management is listed as below by band:

Remuneration	薪酬	No. of person 人數
HK\$1,000,000 and below	1,000,000港元及以下	3
HK\$1,000,001 to HK\$3,000,000	1,000,001港元至3,000,000港元	3
HK\$3,000,001 to HK\$5,000,000	3,000,001港元至5,000,000港元	1

The senior management includes the executive Directors of the Company.

董事薪酬

董事袍金須經股東於股東大會批准。其他酬金由董事會參考董事之職責、責任及表現以及本集團業績而釐定。此外，董事薪酬由薪酬委員會每年審閱。董事薪酬的詳情載於綜合財務報表附註11。

高級管理層薪酬

本年度，高級管理層按範圍劃分的薪酬列示如下：

Nomination Committee and Policy

The nomination committee of the Company (the "Nomination Committee") was established on 29 March 2012. The written terms of reference for the Nomination Committee was formulated and was adopted by the Company in compliance with the code provision in the CG Code and was revised on 18 December 2015 and 26 March 2019.

The primary duties of the Nomination Committee, among others, are:

- (a) to review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

提名委員會及政策

本公司提名委員會(「提名委員會」)於二零一二年三月二十九日成立。提名委員會書面職權範圍由本公司根據企業管治守則之守則條文制訂及採納並於二零一五年十二月十八日及二零一九年三月二十六日修訂。

提名委員會之主要職務(其中包括)為：

- (a) 至少每年檢討董事會之架構、人數及成員多元化(包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期方面)，並就任何為配合本公司之企業策略而擬對董事會作出之變動提出推薦建議；

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| (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships; | (b) 物色具備合適資格可擔任董事之人士，並在獲提名出任董事之人士當中作出挑選時向董事會提供推薦建議； |
| (c) to assess the independence of independent non-executive directors; | (c) 評核獨立非執行董事之獨立性； |
| (d) to review the board diversity policy, as appropriate, and review the measurable objectives that the Board has set for implementing the board diversity policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually from year 2013 onwards; | (d) 在適當情況下檢討董事會成員多元化政策；及檢討董事會為執行董事會成員多元化政策而制定的可計量目標和達標進度；以及自二零一三年起每年在企業管治報告內披露檢討結果； |
| (e) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors in particular the chairman and the chief executive; and | (e) 就董事委任或續任以及董事（尤其是主席及最高行政人員）繼任計劃向董事會提出建議；及 |
| (f) where the Nomination Committee proposes a resolution to elect an individual as an independent non-executive director at the general meeting, to advise the Board setting out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting: <ul style="list-style-type: none">(i) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;(ii) if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;(iii) the perspectives, skills and experience that the individual can bring to the Board; and(iv) how the individual contributes to diversity of the Board; | (f) 若提名委員會擬於股東大會上提呈決議案選任某人士為獨立非執行董事，以告知董事會在有關股東大會通告所隨附之致股東通函及／或說明函件中，列明： <ul style="list-style-type: none">(i) 用以物色該名人士之流程、董事會認為應選任該名人士之理由，以及彼等認為該名人士屬獨立人士之原因；(ii) 倘候任獨立非執行董事將出任第七間（或以上）上市公司之董事，董事會認為該名人士仍可投入足夠時間履行董事責任之原因；(iii) 該名人士可為董事會帶來之觀點與角度、技能及經驗；及(iv) 該名人士如何促進董事局成員多元化； |
| (g) to consider other topics as defined by the Board. | (g) 研究其他由董事會界定之課題。 |

CORPORATE GOVERNANCE REPORT

企業管治報告

When considering candidates for the nomination and appointment as Directors, the Nomination Committee aims to:

- ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company; and
- there will be continuity and appropriate leadership at Board level.

The nomination and appointment process is carried out strictly in accordance with the Nomination Committee's terms of reference, the Articles of Association of the Company and all applicable rules and regulations.

In evaluating and selecting any candidate for directorship, the following factors would be considered:

- Diversity in all aspects with reference to the Diversity Policy of the Board.
- Requirement for the Board to have independent directors in accordance with the Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules.
- Any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and diversity.
- Such other perspectives that are appropriate to the Company's business and succession plan and where applicable, as may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of directors and succession planning.

Notwithstanding that the Board has delegated its responsibilities and authority for selection and appointment of directors of the Company to the Nomination Committee of the Company, the ultimate responsibility for selection and appointment of directors of the Company rests with the entire Board.

於考慮提名候選人及委任為董事時，提名委員會旨在：

- 確保董事會成員具備切合本公司業務所需的技巧、經驗及多元觀點；及
- 確保董事會的持續性及維持其於董事會層面上的領導角色。

提名及委任程序嚴格按照提名委員會的職權範圍、本公司的章程細則及所有適用規則及規例進行。

在評估及挑選任何候選人擔任董事時，應考慮下列準則：

- 參考董事會成員多元化政策下各方面的多元化因素。
- 根據上市規則，董事會需包括獨立董事的規定，以及參考上市規則內列明候選人是否被視為獨立的指引。
- 候選人的專業資格、技巧、經驗、獨立性及多元化方面可為董事會帶來的任何潛在貢獻。
- 適用於本公司業務及其繼任計劃的其他因素，可由董事會及／或提名委員會就提名董事及繼任計劃不時採納及／或修訂（倘適用）。

儘管董事會已就甄選及委任本公司董事的責任及權力授予本公司提名委員會，惟甄選及委任本公司董事的最終責任由整個董事會承擔。

CORPORATE GOVERNANCE REPORT

企業管治報告

As at the date of this report, the Nomination Committee comprises three independent non-executive Directors and one non-executive Director, namely:

Mr. Wang Cong (*chairman*)

Ms. Hui Mei Mei, Carol

Mr. Tian Ren Can

Mr. Ng Yu Yuet

於本報告日期，提名委員會由三名獨立非執行董事及一名非執行董事組成，即：

王聰先生(主席)

許薇薇女士

田仁燦先生

吳于越先生

The Nomination Committee held four meetings in 2020 to assess the independence of the independent non-executive Directors, to make recommendations to the Board on the new appointments and the re-elections of Directors and to review the composition of the Board.

提名委員會於二零二零年舉行了四次會議，評估獨立非執行董事的獨立性，並就董事的新委任及重選向董事會提供推薦建議，同時審閱董事會的組成。

ACCOUNTABILITY

Directors' and Auditor's Responsibilities for Financial Statements

The Directors acknowledge their responsibilities for the preparation of the Group's financial statements and believe that these statements give a true and fair view of the state of the Group's affairs and of its results. The Board has adopted appropriate accounting policies and made proper estimates for the preparation of financial statements. The Directors confirm that, to the best of their knowledge, information and belief and having made all reasonable enquiries, they are not aware of any material uncertainties relating to events or conditions that may cause significant doubt upon the Company's ability to continue as a going concern. The Board therefore continues to adopt the going concern approach in preparing the financial statements for the financial year of 2020.

問責

董事及核數師對財務報表之責任

董事確認須負責編製本集團之財務報表，及確信該等報表能真實公平地反映本集團之事務狀況及業績。董事會已採用合適之會計政策並為編製財務報表作出合適之估計。董事確認，據彼等作出一切合理查詢後所知、所悉及所信，並無任何可嚴重影響本公司持續經營能力之若干事件或情況相關的重大不確定因素。因此，董事會仍然採用持續經營基準編製二零二零年財政年度之財務報表。

CORPORATE GOVERNANCE REPORT

企業管治報告

INDEPENDENT AUDITORS

Mazars CPA Limited resigned as auditor of the Company with effect from 4 January 2018 and BDO Limited ("BDO") was appointed as auditor of the Company on 4 January 2018 to fill the casual vacancy so arising. Saved as above disclosed, there has been no other change in auditor of the Company in the past three years. BDO is subject to reappointment as independent auditor of the Group at the forthcoming annual general meeting of the Company. It is the auditor's responsibility to form an independent opinion, based on their audit, on those financial statements and to report their opinion solely to the Company and for no other purpose. They do not assume responsibility towards or accept liability to any other person for the contents of the independent auditor's report.

The Audit Committee is responsible for considering the appointment of the external auditor of the Company, BDO, and reviewing any non-audit services performed by BDO. During the Year, the subsidiaries of the Group engaged external auditors to perform audit and provide non-audit services, other than BDO. The remunerations paid to the external auditors for the provision of services are set out as follows:

獨立核數師

中審眾環(香港)會計師事務所有限公司已辭任本公司核數師，自二零一八年一月四日起生效及香港立信德豪會計師事務所有限公司(「立信德豪」)於二零一八年一月四日獲委任為本公司核數師，以填補所產生的臨時空缺。除上文披露者外，本公司核數師於過往三年並無其他變動。立信德豪須於本公司應屆股東週年大會上重新委任為本集團獨立核數師。核數師的責任乃根據其審核工作的結果，對該等財務報表發表獨立意見，並僅向本公司作報告，不可用作其他用途。核數師概不會就獨立核數師報告的內容，對任何其他人士負責或承擔責任。

審核委員會負責審議本公司外聘核數師立信德豪之任命及檢討立信德豪提供之任何非核數服務。於本年度，本集團附屬公司已委聘立信德豪以外的外聘核數師進行審計及提供非審計服務。已向外聘核數師支付的服務酬金載列如下：

		HK\$000 千港元
Audit services	核數服務	4,379
Non-audit services	非核數服務	115
		<hr/> 4,494

The non-audit services during the Year provided by external auditors represent tax advisory services.

本年度外聘核數師提供的非審計服務指稅務諮詢服務。

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibility for overseeing the risk management and internal control systems of the Group and reviewing their effectiveness at least annually through the Audit Committee. The Audit Committee assists the Board in fulfilling its oversight and corporate governance roles in the Group's financial, operational, compliance, risk management and internal controls, and the resourcing of the finance and internal audit functions.

The Board has defined and endorsed the enterprise risk management policy, to align risk management objectives and strategies of the organisation, to ensure necessary resources are allocated to risk management and to assign accountabilities and responsibilities at appropriate level within the organisation. The Management Committee was set up for management of the enterprise top risks and operational risks in difference segments in the Group. Management committee assist the Board and the Audit Committee in the review of the effectiveness of the Group's risk management and internal control systems on an ongoing basis. The Directors through the Audit Committee are kept regularly apprised of significant risks that may impact on the Group's performance.

The Management Committee oversees the Group's enterprise risk management framework and to keep track on Group's top risks mitigation status. With supports from head of risk management, function heads and business heads, the Management Committee fulfil the responsibility on daily supervision of risk mitigation. In 2020, the Group defined its enterprise top risks and respective governance committees were set as below:

1. Business Transformation Risk
2. Cyber Attacks
3. Business Continuity (COVID-19)
4. Regulatory Compliance
5. Reputational Risk

The Group's risk governance structure adopts a "Three Lines of Defence" model with oversight and directions from the Board, which entails the accountabilities and responsibilities across the organisation. The Group operates a risk governance model to effectively identify and manage risk.

風險管理及內部監控

董事會確認責任監管本集團風險管理及內部監控系統並透過審核委員會至少每年對其有效性進行一次審核。審核委員會協助董事會履行其監察及企業管治職責，涵蓋本集團的財務、營運、合規、風險管理及內部監控以及財務資源及內部審核職能。

董事會已界定並認同企業風險管理政策，以調整風險管理目標及組織戰略，確保向風險管理分配足夠的資源，並於組織內按適當水平分配職責及責任。管理委員會乃為管理本集團不同分部的企業最高風險及營運風險而成立。管理委員會協助董事會及審核委員會按持續基準審核本集團風險管理及內部監控系統的有效性。審核委員會定期向董事告知可能影響本集團表現的重大風險。

管理委員會監督本集團的企業風險管理框架，並跟蹤本集團的最高風險緩解狀況。在風險管理主管、職能主管及業務主管的支持下，管理委員會履行減低風險的日常監督責任。於二零二零年，本集團確定其企業的最高風險，各自的管治委員會載列如下：

1. 業務轉型風險
2. 網絡攻擊
3. 業務連續性(COVID-19)
4. 監管合規
5. 聲譽風險

本集團的風險管治架構採用「三道防線模式」，由董事會監督及指示，其將組織內的職責及責任予以限定。本集團運營風險治理模式，以有效識別及管理風險。

CORPORATE GOVERNANCE REPORT

企業管治報告

Risk management systems has been embedded into the core operating practices of the business under the 1st Line of Defence who owns the risk identification and management responsibility. On an ongoing basis, the respective operating units in direct business is responsible for the day-to-day operations and risk management. Each of this respective operating units will review and assess the status of potential risks which may impact on their ability to achieve their business objectives. This review process includes assessment as to whether the existing system of internal controls continues to remain relevant, adequately addresses potential risks, and/or should be supplemented. The results of these reviews are recorded in the risk control self-assessment for monitoring and units need to provide a confirmation to the 2nd Line of Defence on the effectiveness of these systems. Internal Audit function being the 3rd Line of Defence reports to the Audit Committee. It provides independent assurance to the Group that the risks associated with the Group's business and operations have been identified and an effective system of controls over these risks is in place and is working as intended.

風險管理系統已運用到擁有風險識別及管理職責的第一道防線下的業務核心運營實踐中。各運營單位持續負責日常運營及風險管理。各運營單位將審查及評估可能影響其實現業務目標能力的潛在風險狀況。該審查過程包括評估現有的內部控制系統是否繼續保持相關性、充分應對潛在風險、及／或應予以補充。有關審查的結果記錄於風險控制自我評估中以進行監測，有關單位需向第二道防線確認該等系統的有效性。第三道防線內部審計職能部門向審核委員會報告，為本集團提供獨立保證，確定與本集團業務及營運有關的風險，並已制定有效的控制風險系統，並按計劃運作。

CORPORATE GOVERNANCE REPORT

企業管治報告

Three Lines of Defence

三道防線

Top-Down Strategic View 由上而下的戰略觀點 Oversight: Board of Directors 監督：董事會

Ownership: under Management Committee

所有權：管理委員會轄下

1st Line of Defence 第一道防線

- Ongoing identification, assessment, monitoring and reporting of risks in respective areas
- Plan and implement actions to manage risks
- Escalate risks according to the escalation requirements
- 持續識別、評估、監測和報告各個領域的風險
- 計劃並實施管理風險的措施
- 根據升級要求升級風險

Business Owner

前線業務負責人

- Business management function
- Internal control function
- 企業管理功能
- 內部監控功能

2nd Line of Defence 第二道防線

- Periodic review on the whole risk management process
- Intermediary role for risk reporting to Management Committee
- Facilitate the risk management process
- 定期審查整個風險管理流程
- 在向管理委員會報告風險方面發揮中介作用
- 促進風險管理流程

Chief Risk Officer

集團首席風險官

- Financial control function
- Risk management function
- Compliance function
- Asset security control function
- Internal audit function
- Chief Financial Officer
- 財務控制功能
- 風險管理功能
- 合規部門功能
- 資產安全監控功能
- 內部審計功能
- 財務總監

under Audit Committee

審計委員會轄下

3rd Line of Defence 第三道防線

- Provide an independent perspective on process controls and design
- Review the effectiveness of controls in place to mitigate risks
- 提供有關過程控制和設計的獨立觀點
- 審查現有控制措施的有效性以減輕風險

Chief Financial Officer

集團財務總監

- Internal audit function (outsourced to external consultant Avista)
- 內部審計功能 (由外聘顧問艾華迪擔任)

CORPORATE GOVERNANCE REPORT

企業管治報告

The Management Committee is responsible for overseeing the Group's risk management approach, policy and framework. The Management Committee, which co-ordinates enterprise risk management activities and reviews significant aspects of risk management for the Group, reports to the Audit Committee at each regularly scheduled meeting including amongst other things, significant risks of the Group and the appropriate mitigation and/or transfer of identified risks. The risk owners/internal control owners identify, analyze, prioritise and monitor their own risks, and report such risk management activities to Management Committee on a regular basis. Proper escalation mechanism with well-defined threshold and tolerance level is communicated to risk owner. This mandates a consistent and effective approach applied across the Group to manage the risks associated with its business and operations. Below table illustrates the key process adopted under the Enterprise Risk Management policy.

管理委員會負責監督本集團的風險管理方法、政策及框架。管理委員會負責協調企業風險管理工作及就本集團的重大風險管理範疇進行檢討，就此於每個定期安排的會議上向審核委員會匯報，其中包括本集團的重大風險以及如何適當減低及／或轉移已識別的風險。風險承擔單位／內部監控單位識別、分析、區分優先次序及監察其各自的風險，以及定期向管理委員會匯報該等風險管理工作。與風險承擔單位清楚溝通有明確的門檻及承受水平的上報機制。這要求在本集團採用一致及有效的方法管理與其業務及運營相關的風險。下表說明根據企業風險管理政策採用的主要流程。

Stage 步驟	Description 說明	Outcome 結果
Establish Context 確立背景	<p>The Management Committee should determine the scope and extent of the risk assessment process (i.e. risk identification, analysis and evaluation) based on the context of the organisation's key operation areas including new services and activities which may impact the Company's strategy and objectives. The scope would then determine the relevant participants required for the subsequent risk assessment process.</p> <p>管理委員會應根據組織的主要運營領域(包括可能影響本公司的戰略及目標的新增服務及活動)確定風險評估流程的範圍及程度(即風險識別、分析及評估)。範圍將隨後確定後續風險評估過程所需的相關參與者。</p>	<ul style="list-style-type: none">Quarterly update by business head on new services and activities業務經理每季度更新新增服務及活動
Risk Identification 風險識別	<p>The Risk Owners are responsible to identify the risks relevant to the scope determined. It should be noted that only events that might prevent or delay the achievement of the Company's strategy and objectives would constitute as risks to the organisation. All risks identified will be plotted into the group risk universe.</p> <p>風險承擔單位負責確定與已釐定範圍相關的風險。務請垂注僅有可能阻止或延遲實現本公司的戰略及目標的事件才會對組織構成風險。已識別的所有風險將被劃分至集團風險領域。</p>	<ul style="list-style-type: none">Group Risk Universe集團風險領域

CORPORATE GOVERNANCE REPORT

企業管治報告

Stage 步驟	Description 說明	Outcome 結果
Risk Analysis 風險分析	<p>The Risk Committee is responsible to review and propose group top risks in the group risk register. The Risk Owners are then responsible to analyse the root causes and consequences for each individual risk identified to be included in the detailed group risk register. These risks are to be consolidated into its relevant category to provide a holistic view across the operations.</p> <p>風險委員會負責審查及提出集團風險登記冊中的集團最高風險。風險承擔單位隨後負責分析確定將列入詳細的集團風險登記冊中的每個風險的根本原因及後果。該等風險將合併至其相關類別中，以提供整個運營的整體視圖。</p>	<ul style="list-style-type: none">• Group risk register with the assessment of inherent risk level• 評估集團風險登記冊的內在風險水平
Risk Evaluation 風險評估	<p>Based on the root causes and consequences for each risk stated in the detailed group risk register, the Risk Owners should identify the existing controls that have been put in place to mitigate them. Subsequently, the Risk Owners should evaluate these risks based on the risk parameters in order to plot the risks into the relevant cell within the enterprise risk heat map.</p> <p>根據詳細的集團風險登記冊中呈列的每種風險的根本原因及後果，風險承擔單位應確定已採取的現有控制措施以降低該等風險。隨後，風險承擔單位應根據風險參數評估該等風險，以便將風險劃分至企業風險熱點圖中的相關單元中。</p>	<ul style="list-style-type: none">• Enterprise Risk Heat Map after assessment of control effectiveness to conclude the residual risk level• 評估控制有效性以確定剩餘風險等級之後的企業風險熱點圖
Risk Treatment and Monitoring 風險處理及監督	<p>Risk Owners should determine whether additional controls should be planned and implemented. The Risk Owners should also consider establishing key risk indicators (if needed) for these risks for monitoring purpose.</p> <p>風險承擔單位須確定是否計劃及實施額外的控制措施。風險承擔單位亦須考慮是否建立該等風險的主要風險指標(倘需要)以作監控用途。</p>	<ul style="list-style-type: none">• Group risk register on quarterly progress updates.• 集團風險登記冊的每季度進度更新
Risk Monitoring and Review 風險監察及檢討	<p>The purpose of monitoring and review is to assure and improve the quality and effectiveness of process design, implementation and outcomes. Ongoing monitoring and periodic review of the risk management process and its outcomes is part of the risk management process, with responsibilities clearly defined.</p> <p>監察及檢討的目的為確保及改善流程設計、實施及結果的質量及成效。持續監察及定期檢討風險管理程序及其結果為風險管理程序的一部分，並清楚界定其責任。</p>	<ul style="list-style-type: none">• Regular Report to Management Committee• 定期向管理委員會報告

CORPORATE GOVERNANCE REPORT

企業管治報告

Stage 步驟	Description 說明	Outcome 結果
Communication & Consultation	<p>Effective external and internal communication and consultation is in place such that those accountable for implementing the risk management process and stakeholders understand the basis on which decisions are made, and the reasons why particular actions are required.</p> <p>The mechanism for internal communication and reporting through the incident reporting mechanism lies with risk management department.</p> <p>The external communication and reporting mechanism lies with Compliance department especially related to regulatory reporting.</p> <p>Both internal and external communications cover crises or emergencies.</p>	<ul style="list-style-type: none">• Risk Management Department• Compliance Department
溝通及諮詢	<p>本集團已建立有效的外部及內部溝通及諮詢，以便負責實施風險管理程序的人士及持份者了解作出決策的基準及需要採取特定行動的原因。</p> <p>通過事故報告機制進行內部溝通和報告的機制在於風險管理部門。</p> <p>外部溝通及報告機制在於合規部門，尤其是與監管報告有關。</p> <p>內部及外部溝通涵蓋危機或緊急情況。</p>	<ul style="list-style-type: none">• 風險管理部門• 合規部門
	<p>Appropriate policies and procedures have been designed and established to ensure that key risks are identified, assessed and managed within the defined risk tolerance level. Through such a systematic approach, assets are safeguarded against improper use or disposal, relevant rules and regulations are adhered to and complied with, reliable financial and accounting records are maintained in accordance with relevant accounting standards and regulatory reporting requirements.</p>	<p>本集團已制定並實施適當政策及程序，以確保識別、評估重大風險且在風險承受水平內進行管理。這一系統性的方法可使資產不被濫用或出售，有關規則及條例得到遵守，且可靠的財務及會計記錄將根據有關會計準則及管治報告規定予以保留。</p>

CORPORATE GOVERNANCE REPORT

企業管治報告

During the Year, the Board engaged an external consultant to review the effectiveness of the internal control systems in certain business and back office functions of the Group with primary focus on compliance with laws and regulated business. The assessment results and proposed improvement opportunities were discussed and agreed with management and were reported to the Audit Committee. The Board considers the above-mentioned risk management and internal control systems of the Group during the Year are effective and adequate.

Company Secretary

According to rule 3.29 of the Listing Rules, the company secretary of the Company has taken not less than 15 hours of relevant professional training for the financial year ended 31 December 2020.

Shareholders' Rights

Enquiries

Shareholders may put enquiries to the Board or put forward proposals relating to the operations, strategy and/or management of the Group to be discussed at shareholders' meetings. Shareholders' enquiries or proposals can be directed in writing to the Board or the Company secretary of the Company at the registered office or by email to info@masonhk.com.

Meetings

Pursuant to Article 69 of the Articles of Association of the Company and Section 566 of the Companies Ordinance (Cap. 622), shareholder(s) of the Company holding not less than 5% of the total voting rights of the Company may request the Board of Directors of the Company to convene a general meeting by way of depositing a written request at the registered office of the Company or by email to info@masonhk.com. The objects of the meeting must be stated in the related requisition which must be authenticated by the requisitionist(s).

於本年度內，董事會聘請外部顧問檢討內部監控系統在本集團若干業務及後台職能部門的有效性，主要專注於法律及受監管業務。評估結果及改善建議舉措已經與管理層討論及確認並已向審核委員會呈報。董事會認為上述本集團於本年度內的風險管理及內部監控系統屬有效且充分。

公司秘書

根據上市規則第3.29條，本公司公司秘書於截至二零二零年十二月三十一日止財政年度已進行不少於15小時的相關專業培訓。

股東權利

查詢

股東可就將於股東大會上討論之本集團之業務、策略及／或管理向董事會作出查詢或提呈議案。股東之查詢或議案可致函註冊辦事處予董事會或本公司的公司秘書或電郵至info@masonhk.com。

會議

根據本公司章程細則第69條及第622章公司條例第566條，本公司持有不少於本公司投票權總數5%之股東可通過向本公司之註冊辦事處或電郵至info@masonhk.com遞交書面要求之方式向本公司董事會要求召開股東大會。會議主旨須於經遞呈要求人士證實之相關要求內註明。

CORPORATE GOVERNANCE REPORT

企業管治報告

Under Section 615 of the Companies Ordinance, shareholder(s) of the Company holding not less than 2.5% of the total voting rights or not less than 50 shareholders who have a right to vote on the resolution at the annual general meeting may request the Company to give notice of a resolution that may properly be moved and is intended to be moved at that meeting by way of depositing a written notice authenticated by the requisitionist(s) at the registered office of the Company or by email to info@masonhk.com not less than six weeks before the meeting. The notice shall contain a description of the proposed resolution desired to be put forward at the meeting, the reasons for such proposal and any material interest of the proposing shareholder(s) in such proposal.

Shareholders' Communication Policy

The Board adopted a Shareholders' Communication Policy to ensure that Shareholders can timely and equally access to reasonable and understandable information of the Company and such policy is regularly reviewed to ensure its effectiveness.

POLICY ON PAYMENT OF DIVIDEND

The Board has adopted a policy on payment of dividends (the "**Dividend Policy**"). The Board takes into account the following factors when considering the declaration of interim dividends and proposing the payment of final dividends for the approval of the Company's shareholders:

- | | |
|---------------------------------------------------------------|-----------------------|
| (i) financial results of the Group; | (i) 本集團的財務業績； |
| (ii) general business conditions and strategies of the Group; | (ii) 本集團的一般業務狀況及策略； |
| (iii) capital requirements of the Group; | (iii) 本集團的資本要求； |
| (iv) possible effects on the Company's creditworthiness; | (iv) 可能對本公司的信譽造成的影響； |
| (v) the Company's shareholders' interests; | (v) 本公司股東權益； |
| (vi) statutory and regulatory restrictions; and | (vi) 法定及監管限制；及 |
| (vii) any other factors the Board may deem relevant. | (vii) 董事會認為相關的任何其他因素。 |

The Board will from time to time review the Dividend Policy and approve any revisions from time to time that may be required to ensure the effectiveness of the Dividend Policy.

根據公司條例第615條，持有投票權總數不少於2.5%之本公司股東，或不少於50名有權於股東週年大會就決議案投票的股東可於不少於大會前六個星期通過向本公司之註冊辦事處或電郵至info@masonhk.com遞交經遞呈要求人士證實之書面通告之方式要求本公司發出可於該大會上恰當地動議及擬動議之決議案的通告。通告應載有擬於大會上提呈之建議決議案之詳情、有關建議之理由及建議股東於有關建議內之任何重大權益。

股東通訊政策

董事會採納股東通訊政策，以確保股東能及時及平等地獲取本公司合理及可理解的資料，並定期審核該政策以確保其有效性。

派付股息的政策

董事會已採納派付股息的政策（「股息政策」）。董事會在考慮宣派中期股息及建議派付末期股息供本公司股東審批時，會考慮以下因素：

董事會將不時審閱股息政策並批准可能需要的任何修訂，以確保股息政策的有效性。

CORPORATE GOVERNANCE REPORT

企業管治報告

INVESTORS' RELATIONS

The Company's website (www.masonhk.com) provides comprehensive and accessible news and information of the Company to the shareholders of the Company, other stakeholders and investors. The Company will also update the website information from time to time to inform the shareholders and investors of the latest development of the Company.

During the Year, no change was made to the constitutional documents of the Company.

ENVIRONMENTAL POLICY

The Company committed to protect the environment is well reflected by our continuous efforts in promoting green measures and awareness in our daily business operations. Our Group encourages environmental protection and promote awareness towards environmental protection to the employees. The Group adheres to the principle of Recycling and Reducing. It implements green office practices such as double-sided printing and copying, setting up recycling bins, promoting using recycled paper and reducing energy consumption by switching off idle lightings and electrical appliance. The Group is also using office equipment carrying energy label issued by the Electrical and Mechanical Services Department which save energy in the offices.

The Group will review its environmental practices from time to time and will consider implementing further eco-friendly measures and practices in the operation of our Group's businesses to move towards adhering the 4Rs — Reduce, Reuse, Recycle and Replace and to enhance environmental sustainability.

投資者關係

本公司網站(www.masonhk.com)為本公司股東、其他利益相關方及投資者提供有關本公司的綜合新聞及資料。本公司亦不時更新網站資料，以令股東及投資者知悉本公司的最新發展情況。

於本年度，並無對本公司章程文件作出變動。

環境政策

本公司在日常業務營運中不斷推廣綠色措施和意識，以達到其保護環境的承諾。本集團鼓勵環保，並提升僱員的環保意識。本集團堅守再造及減廢的原則，實施各項綠色辦公室措施，例如雙面打印及複印、設置回收箱、提倡使用環保紙及透過關掉閒置的電燈及電器以減少能耗。本集團亦使用貼有機電工程署發出能源標籤的辦公室設備，以在辦公室內節省能源。

本集團將不時檢討其環保舉措，並將考慮在本集團的業務營運中實施更多環保措施及做法，以堅守4R原則(即減廢、再用、再造及替代)為目標，加強環境的可持續性。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ABOUT THE REPORT

The Company is pleased to present the Environmental, Social and Governance (“**ESG**”) Report for the Year. The ESG Report highlights the effort by the Group to fully implement the concept of sustainable development and perform its corporate social responsibilities. For the information on corporate governance, please refer to the Corporate Governance Report on pages 50 to 75 in this Annual Report.

Scope of the Report

The Group is principally engaged in providing financial services business and wealth and asset management business in Hong Kong; and private banking business in Liechtenstein. The ESG Report sets out the overall environmental and social policies of the Group when conducting business in Hong Kong and Liechtenstein during the Year. During the Year, the key performance indicators of the Group mainly covered the performance of (i) the office located in Central, (ii) the branch office located in Tsuen Wan, (iii) the office located in Causeway Bay till its closure on 28 February 2020, and (iv) Mason Privatbank Liechtenstein AG (“**MPL**”) located in Liechtenstein. The abovementioned reporting boundaries were carefully determined by the Group based on the material entities and operations that have or will exert a great impact on the Group’s business in the long run.

Reporting Framework

The ESG Report was prepared in accordance with the “Environmental, Social and Governance Reporting Guide” under Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and in compliance with the “comply or explain” provision thereof.

Information and Feedback

For detailed information about the environmental, social and corporate governance of the Group, please refer to the official website (www.masonhk.com) and the Annual Report. Your opinions are highly valued by the Group. Should you have any advice, please contact the Group at info@masonhk.com.

關於本報告

本公司欣然呈列本年度的環境、社會及管治(「環境、社會及管治」)報告。環境、社會及管治報告重點說明本集團全面實踐可持續發展理念及履行其企業社會責任的努力。有關企業管治的資料，請參閱本年報第50至75頁的企業管治報告。

報告範圍

本集團主要於香港從事提供金融服務業務以及財富及資產管理業務；及於列支敦士登從事私人銀行業務。環境、社會及管治報告載列本集團於本年度在香港及列支敦士登開展業務時的整體環境及社會政策。於本年度，本集團的關鍵績效指標主要涵蓋(i)位於中環的辦公室；(ii)位於荃灣的分支辦公室；(iii)位於銅鑼灣的辦公室(直至其於二零二零年二月二十八日關閉)；及(iv)位於列支敦士登的Mason Privatbank Liechtenstein AG(「**MPL**」)的表現。上述報告範圍由本集團根據對本集團業務有長遠或將有重大影響的重要實體及營運而審慎釐定。

報告框架

環境、社會及管治報告乃根據香港聯合交易所有限公司聯交所證券上市規則附錄二十七「環境、社會及管治報告指引」編製，並遵守其「不遵守就解釋」條文。

資料及意見

有關本集團環境、社會及企業管治的詳盡資料，請參閱官方網站(www.masonhk.com)。我們高度重視閣下的意見。倘閣下有任何意見或建議，請透過info@masonhk.com與本集團聯繫。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ESG GOVERNANCE

Effective ESG governance approach is vital to the sustainable development of the Group. With the aim to ensure proper ESG governance, the Board of Directors (the “**Board**”) oversee the ESG governance, determine the strategic direction of ESG matters and supervise related risks, while authority is properly delegated to the management of the Group to formulate and execute ESG policies.

Communication with Stakeholders

The Group believed that the stakeholder engagement and their continuous support have a substantial impact on the success of its business or activities. The Group communicated with the stakeholders under the expectation of improving the Group’s sustainable development strategy and implementing its sustainable development goals. Therefore, we adopted a variety of communication methods to allow stakeholders from different areas and levels to express their opinions and suggestions, and we also responded to stakeholders’ expectations and concerns in different channels to improve our ESG performance and the future development strategy.

During the preparation of ESG Report for the Year, the Group had engaged independent third party consultants to assist the collection of internal stakeholders’ opinion regarding ESG issues. The results will be the reference for the Group in enhancing its internal management. Meanwhile, this practice enables the Group to conduct comprehensive materiality assessment effectively in the upcoming years. The Group will increase the engagement of different stakeholders to collect their valuable and constructive opinions and suggestions on the development of the Group in the future.

環境、社會及管治治理

有效的環境、社會及管治治理方針對本集團的可持續發展至關重要。為確保適當的環境、社會及管治治理，董事會（「**董事會**」）監督環境、社會及管治治理，釐定環境、社會及管治事宜的策略方向及監督相關風險，而本集團管理層獲適當授權制定及執行環境、社會及管治政策。

與持份者溝通

本集團相信持份者的參與及持續支持對於其業務或活動有著重大影響。本集團通過與持份者溝通，以期完善集團的可持續發展策略及實踐可持續發展目標。因此，我們採用了多元化的溝通方式，讓不同範疇及層面的持份者得以表達意見及提出建議，並於不同渠道回應持份者的期望與關切，從而協助我們提升ESG的表現與改善未來的發展策略。

於編製本年度的環境、社會及管治報告期間，本集團已委聘獨立第三方顧問協助收集內部持份者對環境、社會及管治事宜的意見。有關結果將作為本集團加強內部管理的參考。同時，此做法使本集團能夠於未來數年有效地進行全面的重要性評估。本集團將增加不同持份者的參與，以收集彼等對本集團未來發展的寶貴及建設性意見及建議。

Stakeholders 持份者	Expectations and Needs 要求及預期	Means of Communication and Response 溝通及回應方式
Government and Regulators 政府及監管機構	<ul style="list-style-type: none">Compliance with national policies, laws and regulationsSupport for local economic growthContribution in local employmentTax Payment in full and on time遵守國家政策、法律及規例支持本地經濟增長帶動地方就業按時足額納稅	<ul style="list-style-type: none">Regular information reportingRegular meetings with regulatorsExamination and inspection定期匯報信息定期與監管機構會面檢查及監督

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Stakeholders 持份者	Expectations and Needs 要求及預期	Means of Communication and Response 溝通及回應方式
Shareholders 股東	<ul style="list-style-type: none">• Returns• Compliant operation• Rise in company value• Transparency and effective communication• 收益回報• 合規營運• 提升公司價值• 透明度及有效溝通	<ul style="list-style-type: none">• General meetings• Announcements• Email, telephone communication and company website• Dedicated reports• 股東大會• 公告• 電郵、電話通訊及公司網站• 專題匯報
Partners 合作夥伴	<ul style="list-style-type: none">• Operation with integrity• Equal Rivalry• Performance of contracts• Mutual benefits• 誠信經營• 公平競爭• 依法履約• 互惠互利	<ul style="list-style-type: none">• Review and appraisal meetings• Business communications• Discussion and exchange of opinions• Engagement and cooperation• 審閱及評估會議• 業務溝通• 交流及討論• 洽談及合作
Customers 客戶	<ul style="list-style-type: none">• Outstanding services• Performance of contracts• Operation with integrity• 優質服務• 依法履約• 誠信經營	<ul style="list-style-type: none">• Customer service centre and hotlines• Meetings with customer• Social Media• 客戶服務中心及熱線• 與客戶會面• 社交媒體平台
Environment 環境	<ul style="list-style-type: none">• Compliance with emission regulations• Energy saving and emission reduction• Environmental protection• 遵守排放的法規• 節能及減少排放• 環境保護	<ul style="list-style-type: none">• Communication with local environmental departments• Communication with the locals• ESG Reporting• Investigations and inspections• 與當地環境部門溝通• 與當地居民溝通• 環境、社會及管治報告• 調查及檢查

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Stakeholders	Expectations and Needs 要求及預期	Means of Communication and Response 溝通及回應方式
Industry 行業	<ul style="list-style-type: none"> Establishment of industry standards Enhancement of industry development 設立行業標準 改善行業發展 	<ul style="list-style-type: none"> Participation in industry forums Field visits 參與行業論壇 實地考察
Employees 僱員	<ul style="list-style-type: none"> Protection of rights Occupational health and safety Remunerations and benefits Career development Humanity cares 權益維護 職業健康及安全 薪酬及福利 職業發展 人文關懷 	<ul style="list-style-type: none"> Meetings with employees House journal and intranet Employee mailbox Training and workshops Employee activities 與僱員會面 公司內刊及內聯網 僱員郵箱 培訓及工作坊 僱員活動
Community and the Public 社區及公眾	<ul style="list-style-type: none"> Enhancement of community environment Participate in charity Transparency 改善社區環境 參與公益事業 透明度 	<ul style="list-style-type: none"> Company website Announcements Interview with media Social Media 公司網站 公告 傳媒採訪 社交媒体平台

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ENVIRONMENTAL MANAGEMENT

To seize opportunities and respond to possible challenges that may arise, the Group endeavours to be an environment-friendly organisation and to fulfil its responsibilities to the environment. Despite the fact that its business operations do not pose significant impacts to the environment, the Group still shoulder the responsibility to improve its performance in terms of emission reduction and energy conservation. We have strictly complied with all environment-related laws and regulations, including but not limited to the Air Pollution Control Ordinance, Water Pollution Control Ordinance and Waste Disposal Ordinance of Hong Kong and the Environmental Protection Act and the CO₂ Act of Liechtenstein. We will continue to push forward green initiatives and promote the awareness of environmental protection among the Group so as to build a green and environment-friendly workplace. Non-compliance with applicable provisions was not observed during its operation in the Year.

Emission Management

As a service-based enterprise, the Group does not generate industrial exhaust gas, while other exhaust gases arise from vehicle use. The Group conducts regular vehicle maintenance and requires drivers to switch off idling engines to minimise the environmental impacts of vehicle exhaust emission.

The vehicle exhaust emissions of the Group were as follows:

Vehicle Exhaust Emissions 汽車廢氣排放	Unit 單位	2020 ¹ 二零二零年 ¹	2019 ² 二零一九年 ²
Nitrogen oxides ("NO _x ") 氮氧化物（「NO _x 」）	kg 公斤	2.40	106.62
Sulphur oxides ("SO _x ") 硫氧化物（「SO _x 」）	kg 公斤	0.001	0.15
Particulate matter ("PM") 顆粒物（「PM」）	kg 公斤	0.010	0.32

¹ In the Year, the vehicle exhaust emissions of the Group only included the data of MPL as all vehicles of financial services business and 2 vehicles of wealth and asset management business were sold in December 2019. The decrease in vehicle exhaust emissions is also due to fewer use of vehicle by MPL.

² The vehicle exhaust emissions of the Group's financial services business and wealth and asset management business in 2019 are presented hereby. For financial services business, NO_x, SO_x and PM accounted for 3.12 kg, 0.11 kg and 0.23 kg respectively. For wealth and asset management business, NO_x, SO_x and PM accounted for 103.50 kg, 0.04 kg and 0.09 kg respectively.

環境管理

為把握機遇及應對可能出現的挑戰，本集團致力成為環保組織，並履行其對環境的責任。儘管其業務營運並無對環境造成重大影響，本集團仍肩負改善其減排及節能表現的責任。我們已嚴格遵守所有環境相關法律及法規，包括但不限於香港空氣污染管制條例、水污染管制條例及廢物處置條例以及列支敦士登環境保護法(Environmental Protection Act)及二氧化碳法案(CO₂ Act)。我們將繼續推動綠色倡議，並提高本集團的環保意識，以建立綠色及環保的工作場所。本集團於年內的營運中並無發現不遵守適用條文的情況。

排放物管理

作為服務型企業，本集團不會產生工業廢氣，而其他廢氣則來自汽車使用。本集團定期進行汽車保養，並要求司機停車熄匙，以盡量減少汽車廢氣排放對環境的影響。

本集團的汽車廢氣排放如下：

¹ 於本年度，由於金融服務業務的所有汽車及財富及資產管理業務的2輛汽車已於二零一九年十二月出售，故本集團的汽車廢氣排放僅包括MPL的數據。汽車廢氣排放減少亦由於MPL減少使用汽車所致。

² 謹此呈列本集團金融服務業務及財富及資產管理業務於二零一九年的汽車廢氣排放量。就金融服務業務而言，NO_x、SO_x及PM的排放量分別為3.12公斤、0.11公斤及0.23公斤。就財富及資產管理業務而言，NO_x、SO_x及PM的排放量分別為103.50公斤、0.04公斤及0.09公斤。

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The greenhouse gas emissions of the Group are composed of direct emissions from the use of vehicles, energy indirect emissions from purchased electricity, and other indirect emissions from methane gas generation at landfill due to the disposal of paper waste, electricity consumed in wastewater treatment and outbound business trips by employees. The Group is conscious of the impacts brought by its operation, it opts for video conferencing to avoid unnecessary overseas business travel and chooses direct flights for unavoidable business trip as far as possible. Added to the above, the Group promotes and educates employees about the emission reduction measures, through e-mail, posters, internal networks and other media to enhance employees' environmental responsibility.

The greenhouse gas emissions of the Group were as follows:

本集團的溫室氣體排放包括使用汽車產生的直接排放、購買電力產生的能源間接排放，以及棄置廢紙於堆填區產生的甲烷、於污水處理所消耗的電力及僱員出外公幹產生的其他間接排放。本集團意識到其營運帶來的影響，故選擇視像會議以避免不必要的海外公幹，並盡可能就不可避免的商務公幹選擇直航航班。除上述者外，本集團透過電郵、海報、內聯網及其他媒體宣傳及教育僱員有關減排措施，以加強僱員的環境責任。

本集團的溫室氣體排放如下：

Greenhouse Gas Emissions 溫室氣體排放	Unit 單位	2020 二零二零年	2019 ³ 二零一九年 ³
Total greenhouse gas emissions 溫室氣體排放總量	tonnes CO ₂ e 公噸二氧化碳當量	237.97	274.93
Scope 1 — direct greenhouse gas emissions 範圍1—直接溫室氣體排放	tonnes CO ₂ e 公噸二氧化碳當量	0.78⁴	20.19
Scope 2 — energy indirect greenhouse gas emissions 範圍2—能源間接溫室氣體排放	tonnes CO ₂ e 公噸二氧化碳當量	205.66	254.74
Scope 3 — other indirect greenhouse gas emissions 範圍3—其他間接溫室氣體排放	tonnes CO ₂ e 公噸二氧化碳當量	31.53⁵	NA 不適用
Greenhouse gas emissions per square metre 每平方米所產生的溫室氣體排放量	tonnes CO ₂ e/m ² 公噸二氧化碳當量／平方米	0.01	0.02
Greenhouse gas emissions per revenue 每單位收入所產生的溫室氣體排放量	tonnes CO ₂ e/ ten million HKD revenue 公噸二氧化碳當量／千萬港元收入	1.87	1.02

³ The greenhouse gas emissions of the Group's financial services business and wealth and asset management business in 2019 are presented hereby. For financial services business, scope 1, scope 2, total greenhouse gas emissions and greenhouse gas emissions per square metre accounted for 18.66 tonnes CO₂e, 224.73 tonnes CO₂e, 243.39 tonnes CO₂e and 0.0707 tonnes CO₂e/m² respectively. For wealth and asset management business, scope 1, scope 2, total greenhouse gas emissions and greenhouse gas emissions per square metre accounted for 1.53 tonnes CO₂e, 30.01 tonnes CO₂e, 31.54 tonnes CO₂e and 0.0023 tonnes CO₂e/m² respectively.

⁴ The decrease in scope 1 direct greenhouse gas emissions is due to fewer number of vehicles owned by financial services business and wealth and asset management business, as well as fewer use of vehicle by MPL.

⁵ The Group starts to disclose scope 3 other indirect greenhouse gas emissions from the Year.

³ 謹此呈列本集團金融服務業務及財富及資產管理業務於二零一九年的溫室氣體排放。就金融服務業務而言，範圍1、範圍2、溫室氣體排放總量及每平方米所產生的溫室氣體排放量分別為18.66公噸二氧化碳當量、224.73公噸二氧化碳當量、243.39公噸二氧化碳當量及0.0707公噸二氧化碳當量／平方米。就財富及資產管理業務而言，範圍1、範圍2、溫室氣體排放總量及每平方米所產生的溫室氣體排放量分別為1.53公噸二氧化碳當量、30.01公噸二氧化碳當量、31.54公噸二氧化碳當量及0.0023公噸二氧化碳當量／平方米。

⁴ 範圍1直接溫室氣體排放的減少乃由於金融服務業務及財富及資產管理業務擁有的汽車數目減少，以及MPL減少使用汽車。

⁵ 本集團於本年度開始披露範圍3其他間接溫室氣體排放。

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Waste Management

The Group recognises the importance of waste reduction. Waste management measures have been introduced to minimise the amount of waste generated and its impact on the environment. The non-hazardous waste of the Group mainly includes general waste. For MPL, it also generated plastic and wooden products waste from garden maintenance. The Group has engaged qualified recycling companies to collect and handle the general waste in the offices. Hazardous waste of the Group includes toner cartridge and electronic wastes, which will be collected and handled by qualified service providers.

The non-hazardous waste and hazardous waste generated by the Group's business operations were as follows:

Waste 廢物	Unit 單位	2020 二零二零年	2019 二零一九年
Non-hazardous waste			
無害廢物			
Total non-hazardous waste generated 已產生無害廢物總量	tonnes 公噸	14.69	15.58 ⁶
Non-hazardous waste generated per square metre 每平方米計產生的無害廢物	kg/m ² 公斤／平方米	0.87	0.92 ⁷
Non-hazardous waste generated per revenue 每單位收入計產生的無害廢物	kg/ten million HKD revenue 公斤／ 千萬港元收入	115.26	57.99
Hazardous waste⁸			
有害廢物 ⁸			
Total hazardous waste generated 已產生有害廢物總量	kg 公斤	51.30	NA 不適用
Hazardous waste generated per square metre 每平方米計產生的有害廢物	kg/m ² 公斤／平方米	0.003	NA 不適用
Hazardous waste generated per revenue 每單位收入計產生的有害廢物	kg/ten million HKD revenue 公斤／ 千萬港元收入	0.40	NA 不適用

⁶ In 2019, the waste generated by the Group's financial services business and wealth and asset management business were accounted for 1.18 tonnes and 14.40 tonnes respectively.

⁷ In 2019, the intensities of non-hazardous waste of the Group's financial services business and wealth and asset management business were 0.0003 tonnes/m² and 0.0011 tonnes/m² respectively.

⁸ The Group starts to disclose data of hazardous waste generated from the Year.

廢物管理

本集團認識到減少廢物的重要性。本集團已引入廢物管理措施，以減少廢物產生及其對環境的影響。本集團的無害廢物主要包括一般廢物。就MPL而言，其亦自園林維修產生塑膠及木製品廢物。本集團已委聘合資格的回收公司在辦公室收集及處理一般廢物。本集團的有害廢物包括碳粉盒及電子廢物，這些廢物將由合資格的服務供應商收集及處理。

本集團業務營運產生的無害廢物及有害廢物如下：

⁶ 於二零一九年，本集團金融服務業務及財富及資產管理業務產生的廢物分別為1.18公噸及14.40公噸。

⁷ 於二零一九年，本集團金融服務業務及財富及資產管理業務的無害廢物密度分別為0.0003公斤／平方米及0.0011公斤／平方米。

⁸ 本集團於本年度開始披露所產生的有害廢物數據。

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In order to promote waste reduction in office premises, waste sorting bins are available for waste paper, metals and plastics collection. The Group provides refills to reusable stationery and reminds employees to reuse stationery such as envelopes, folder and file cards. Inventory of materials would be evaluated regularly to avoid overstock and wastage. All paper boxes, paper, newspaper and magazines are collected for recycling purpose. Besides, notices are posted in the pantries to remind staff to use less disposable and non-recyclable products such as paper cups. If there are electronic waste, the Group will contact electronics company to properly handle and recycle old computers and other electronic waste. The Group takes effort to reduce waste in our business operation and handles waste in an environmental-friendly way.

Use of Resources

The Group recognises the importance of effective resource utilisation and has been committed to streamlining operation with a view to optimising resource utilisation and striving to save energy and reduce consumption. We actively promote the importance of environmental protection to employees, so as to raise their awareness of environmental protection and practise the philosophies of energy conservation and consumption reduction, waste reduction at the source, effective use of resources and green office.

The resource consumption of the Group mainly occurs in the use of electricity for its daily office operation, as well as the use of water and paper. Due to the Group's business nature, it is not involved in the use of any packaging materials.

為促進辦公場所減廢，我們設有廢物分類回收箱以收集廢紙、金屬及塑膠。本集團為可重用的文具提供筆芯並提醒僱員重用信封、文件夾及檔案卡等文具。我們會定期評估材料存貨，以避免存貨過多及浪費。所有紙箱、紙張、報紙及雜誌均可回收再利用。此外，茶水間亦張貼告示，提醒員工減少使用一次性及不可回收的產品，例如紙杯。倘出現電子廢物，本集團將聯絡電子公司妥善處理及回收舊電腦及其他電子廢物。本集團致力減少業務營運中的廢物，並以環保方式處理廢物。

資源使用

本集團深明有效使用資源的重要性，一直致力精簡營運，以期優化資源利用及努力節能降耗。我們積極向員工宣揚環境保護的重要性，提升他們的環保意識，以實踐節能降耗、源頭減廢、善用資源及綠色辦公的理念。

本集團的資源消耗主要來自日常辦公室營運中的用電、水及紙張的使用。基於本集團的業務性質，其沒有牽涉使用任何包裝材料。

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Energy Conservation

The Group employs multiple energy saving initiatives to improve the operating efficiency of equipment or devices and reduce energy consumption. In terms of lighting system, the Group has separated switches for different light zones, keeps the lighting fixture clean, gives priority to LED lamps and light bulbs when selecting light tubes, as well as reminds employees to switch off unnecessary lights. To reduce the use of air conditioning, employees are required to switch off the air-conditioners during non-working hours and allowed to dress casually on Fridays. Central Control and Monitoring System (CCMS) is adopted to maintain the office temperature at a minimum of 25.5 degrees Celsius. Moreover, regular leakage checks are conducted to reduce possible leakage of refrigerants. The Group also encourages employees to set the computers to automatic standby or sleep mode and to turn off unused electrical devices before leaving the office. Besides, the Group conducts monthly electricity audits to monitor power consumption and make appropriate measures for improvement.

In order to enhance operational efficiency, the Group regularly upgrades its existing facilities such as replacing outdated computers, phones and other electrical appliances. As such, it gives priority to eco-friendly equipment during procurement process to protect the environment.

節省能源

本集團採用多項節能措施，以提高設備或裝置的操作效率及降低能源消耗。就照明系統而言，本集團已獨立分開不同燈光區的照明開關、保持燈具清潔、選擇燈管時優先考慮LED燈和燈泡，以及提醒僱員關閉不必要的電燈。為減少使用空調，本集團要求僱員在非工作時段關閉空調並容許於星期五便衣上班。本集團採納中央控制及監察系統(CCMS)將辦公室溫度維持在最低攝氏25.5度。此外，我們定期進行洩漏檢查，以減少製冷劑出現洩漏的可能性。本集團亦鼓勵僱員為電腦設置自動待機或睡眠模式，並在離開辦公室前關閉不使用的電子設備。此外，本集團每月進行電力審核，以監察耗電量及作出適當改善措施。

為提高營運效率，本集團定期升級其現有設施，例如更換過時的電腦、手機及其他電器。因此，本集團於採購過程中優先考慮環保設備，以保護環境。

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The energy consumption of the Group was as follows:

本集團的能源消耗如下：

Energy Consumption 能源消耗	Unit 單位	2020 二零二零年	2019 二零一九年
Total energy consumption 能源消耗總量	MWh 兆瓦時	294.28	476.69 ⁹
Diesel consumption 柴油消耗量	MWh 兆瓦時	3.24¹⁰	140.16 ¹¹
Consumption of purchased electricity 外購電力消耗量	MWh 兆瓦時	291.04	336.53 ¹²
Energy consumption per square metre 每平方米能源消耗量	MWh/m ² 兆瓦時／平方米	0.02	0.03 ¹³
Energy consumption per revenue 每單位收入能源消耗量	MWh/ten million HKD revenue 兆瓦時／千萬港元收入	2.31	1.77

Water Conservation

The Group does not operate a water-intensive business. Regarding the water consumption for offices in Hong Kong, water consumption and drainage are under full control of the property management, therefore water-related data cannot be collected. The Group raises employees' awareness of water saving through posting notices in pantries, washrooms and other communication channels. Regular inspections are conducted to check for hidden water leakage or overflowing tanks, while dripping taps are fixed in a timely manner. Besides, the Group installed dual-flush toilets and uses products with Water Efficiency Labels as far as possible. In the Year, the Group did not have any issue in sourcing water.

節約用水

本集團並無經營耗水量大的業務。就香港辦公室的用水量而言，用水及排水由物業管理全權控制，因此無法收集用水相關數據。本集團透過在茶水間、洗手間張貼告示及透過其他溝通渠道提升僱員節水意識。我們定期進行檢查，檢查是否存在隱蔽漏水或滿溢的水箱，並及時修理滴水的水龍頭。此外，本集團盡可能安裝雙沖水式馬桶，並使用貼有節水標籤的產品。於本年度，本集團在取得適用水源上並無任何問題。

⁹ The Group has reviewed the data of total energy consumption during the Year, and accordingly restated the relevant data for the 2019.

⁹ 本集團已審閱本年度的能源消耗總量數據，並相應重列二零一九年的相關數據。

¹⁰ The decrease in diesel consumption is due to fewer number of vehicles owned by financial services business and wealth and asset management business, as well as fewer use of vehicle by MPL.

¹⁰ 柴油消耗量減少乃由於金融服務業務及財富及資產管理業務擁有的汽車數目減少，以及MPL減少使用汽車所致。

¹¹ In 2019, the diesel consumption of the Group's financial services business and wealth and asset management business were 76.31 MWh and 63.85 MWh respectively.

¹¹ 於二零一九年，本集團金融服務業務及財富及資產管理業務的柴油消耗量分別為76.31兆瓦時及63.85兆瓦時。

¹² In 2019, the consumption of purchased electricity of the Group's financial services business and wealth and asset management business were 288.69 MWh and 47.84 MWh respectively.

¹² 於二零一九年，本集團金融服務業務及財富及資產管理業務的外購電力消耗量分別為288.69兆瓦時及47.84兆瓦時。

¹³ In 2019, the intensities of energy consumption of the Group's financial services business and wealth and asset management business were 0.11 MWh/m² and 0.01 MWh/m² respectively.

¹³ 於二零一九年，本集團金融服務業務及財富及資產管理業務的能源消耗密度分別為0.11兆瓦時／平方米及0.01兆瓦時／平方米。

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The water consumption of MPL was as follows:

MPL的耗水量如下：

Water Consumption 耗水量	Unit 單位	2020 二零二零年	2019 二零一九年
Total water consumption 耗水總量	m ³ 立方米	421	462
Water consumption per square metre 每平方米的耗水量	m ³ /m ² 立方米／平方米	0.03	0.03
Water consumption per revenue 每單位收入的耗水量	m ³ /ten million HKD revenue 立方米／千萬港元收入	15.18	12.65

Green Operation

While actively developing its business, the Group recognised the importance of green operations and spared no effort to promote reducing paper consumption and minimising waste at the source. Therefore, we have adopted different measures to integrate environmental protection concepts into daily operations and to build a comprehensive enterprise that takes economic, environmental and social aspects into account.

The Group introduced a wide range of paperless solutions in its daily operations to reduce the volume of paper and printed materials used. The Group encourages employees to reuse single sided non-confidential print out or double-sided printing through placing notices beside printers. On top of that, the Group disseminates information by electronic means wherever possible to reduce paper use. Printing volume is monitored regularly and print quota are set for users as far as practicable to avoid excessive paper use. The Group has also replaced most fax machines with e-fax. For all discarded paper except those printed with confidential information, it would be delivered to waste paper recycling companies for further handling. In the Year, the Group has recycled 1.01 tonnes of paper (2019: 1.18 tonnes¹⁴).

綠色營運

在積極發展業務的同時，本集團認識到綠色營運的重要性，並不遺餘力地推動減少紙張消耗及源頭減廢。因此，我們採取了不同措施，致力將環保理念融入在日常營運中，打造成為一個兼顧經濟、環境及社會的全方位企業。

本集團於其日常營運中引入一系列無紙化方案，以減少紙張及印刷材料的使用量。本集團透過在打印機旁張貼通告鼓勵僱員重用單面非保密資料的單面打印或雙面打印。除此之外，本集團盡可能以電子方式發佈資料，以減少紙張使用。本集團定期監察印刷量，並在可行情況下為用戶設定印刷配額，以避免過度使用紙張。本集團亦以電子傳真取代大部分傳真機。所有廢棄紙張(印有機密資料除外)將交由廢紙回收公司作進一步處理。於本年度，本集團已回收1.01噸紙張(二零一九年：1.18噸¹⁴)。

¹⁴ In 2019, the paper recycled was contributed by the Group's financial services business.

¹⁴ 於二零一九年，回收紙張由本集團金融服務業務提供。

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EMPLOYMENT AND LABOUR PRACTICES

The Group believes that the formulation of employment policies are essential to the competitiveness of the company. The Group continues to strictly comply with the laws and regulations related to the rights and interests of employees, including but not limited to the Employment Ordinance of Hong Kong and the General Civil Code (as known as ABGB) of Liechtenstein. The Group treasures employees' talent and strives to provide its employees with a suitable platform and working environment that advances their professional development.

Employment Policies

The Group is an equal opportunities employer and is committed to complying with the code of practice issued by the Equal Opportunities Commission of Hong Kong. The Group will not tolerate any form of discrimination on grounds of race, ethnic or national origins, colour, nationality, religion or belief, sex, sexual orientation, gender reassignment, marital status, age, disability or any other protected characteristic and has formulated its internal employment policies in accordance with relevant laws and regulations. The Company strives to observe and afford equal opportunities for, and to prevent discrimination in respect of, all its employees in various employment stages such as recruitment, promotion, position transfer and training. If there is any employee failed to comply with the above policy, the Group will take disciplinary action against the employee.

During the recruitment process, the Group has a comprehensive assessment system in place, in which only the applicants' performance and qualifications are considered. Also, the Group verifies the age of the applicants by checking their identification documents to avoid any employment of child labour. Before the commencement of employment, employees are provided with detailed job descriptions including the working hours, duties and responsibilities of the position concerned. Employees are required to work in accordance with the agreed labour contract to prevent any forced labour. For resignation and termination of employee, the Group strictly complies with the Employment Ordinance of Hong Kong and follows its internal guidelines, which clearly stated the circumstances and procedures of termination and dismissal. An exit interview will be conducted by the human resource personnel to understand the resigned employee's reason of leaving for further internal review.

僱傭和勞動實踐

本集團相信，制定僱傭政策對本公司的競爭力至關重要。本集團繼續嚴格遵守有關僱員權利及權益的法律及法規，包括但不限於香港僱傭條例及列支敦士登一般民法(General Civil Code)(稱為ABGB)。本集團重視僱員的才能，並致力為僱員提供合適的平台及工作環境，以促進其專業發展。

僱傭政策

本集團為平等機會僱主，並致力遵守香港平等機會委員會頒佈的實務守則。本集團不會容忍任何形式的種族、民族或國籍、膚色、國籍、宗教或信仰、性別、性取向、性別重置、婚姻狀況、年齡、殘疾或任何其他受保護特徵的歧視，並已根據相關法律及法規制定其內部僱傭政策。本公司致力在招聘、晉升、調職及培訓等不同僱傭階段為全體僱員提供平等機會及防止歧視。倘任何僱員未能遵守上述政策，本集團將對該僱員採取紀律處分。

於招聘過程中，本集團設有全面的評估制度，當中僅考慮申請人的表現及資歷。此外，本集團透過檢查身份證明文件核實申請人的年齡，以避免僱用任何童工。在僱用開始前，我們會向僱員提供詳細的工作說明，包括工作時數、有關職位的職責及責任。僱員須根據協定的勞工合約工作，以防止任何強制勞工。就僱員辭任及離職而言，本集團嚴格遵守香港僱傭條例及遵循其內部指引，當中清楚列明終止及解僱的情況及程序。人力資源人員將進行離職面談，以了解辭任僱員的離職原因，以作進一步內部審閱。

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During the Year, the Group did not notice any non-compliance with the applicable labour laws and regulations in the areas where it operates and did not face any disciplinary action with respect to the labour protection issues.

As at 31 December 2020, there were a total of 120 employees from Hong Kong and Liechtenstein. Detailed numbers of employees by different categories was as follows:

於本年度，本集團並無發現任何不遵守其經營所在地區的適用勞工法律及法規的情況，亦無就勞工保障事宜面臨任何紀律處分。

於二零二零年十二月三十一日，香港及列支敦士登合共有120名僱員。按不同類別劃分的僱員人數詳情如下：

Number of Employees ¹⁵	僱員人數 ¹⁵	2020 二零二零年
By gender		
Male	男性	61
Female	女性	59
By age group		
30 years old or below	30歲或以下	22
31 to 40 years old	31歲至40歲	47
41 to 50 years old	41歲至50歲	29
51 years old or above	51歲或以上	22
By employment type		
Full-time	全職	110
Part-time	兼職	10
By geographical region		
Hong Kong	香港	93
Liechtenstein	列支敦士登	27

¹⁵ The Group starts to disclose the number of employees by gender, age group, employment type and geographical region in the Year.

本集團於本年度開始按性別、年齡組別、僱傭類型及地理區域披露僱員人數。

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During the Year, a total of 131 employees left the Group, and the overall turnover rate is 52% (2019: 35%). The employee turnover rate of the Group by different categories was as follows:

於本年度，本集團共有131名僱員離職，整體流失比率為52%（二零一九年：35%）。本集團按不同類別劃分的僱員流失比率如下：

Turnover Rate	流失比率	2020 二零二零年	2019 二零一九年
By gender			
Male	男性	55%	38%
Female	女性	49%	32%
By age group			
30 years old or below	30歲或以下	49%	30%
31 to 40 years old	31歲至40歲	54%	41%
41 to 50 years old	41歲至50歲	51%	39%
51 years old or above	51歲或以上	53%	25%
By geographical region			
Hong Kong	香港	52%	16%
Liechtenstein	列支敦士登	53%	47%

Remuneration and Promotion

Every year, the Group conducts performance review to evaluate the progress of employees in achieving their performance objectives as set at the beginning of each year. The evaluation of work performance will be agreed among managers and their subordinates. Employees are encouraged to discuss their progress towards their career goals and voice out any needs of further training and education. The performance review allows the Group to evaluate employees' capability and potential to take up more responsibilities in a higher position or transfer to other positions. The Group will give internal transfer opportunities to employees who have joined the Group for more than 6 months, in case of any vacancies, so as to support employees' career development. The Group strives to ensure all employees are able to receive equal opportunity for promotion and clear career path.

Based on the annual performance review, the Group will also adjust employees' remuneration, striving to offer employees competitive remuneration. Salary increment will be awarded in recognition of employee's performance, attitude, potential and qualifications, through referencing to the Group's profit and market pay rates. Apart from basic salary, we also provide annual discretionary bonus to employees.

薪酬及晉升

本集團每年進行績效考核，以評估僱員在實現每年年初設定的績效目標時的進展。工作表現評估將由經理及其下屬協定。我們鼓勵僱員討論其職業目標的進展，並提出任何進一步培訓及教育的需要。績效考核讓本集團可評估僱員在較高職位或調職至其他職位時承擔更多責任的能力及潛力。本集團將為已加入本集團超過6個月的僱員提供內部調職機會（如有空缺），以支持僱員的職業發展。本集團致力確保所有僱員均可獲得平等的晉升機會及清晰的職業發方向。

根據年度績效考核，本集團亦會調整員工薪酬，致力為員工提供具競爭力的薪酬。為表彰僱員的表現、態度、潛力及資歷，本集團會參考其利潤及市場薪酬水平上調薪酬。除基本薪酬外，我們亦向僱員提供年度酌情花紅。

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Interests and Benefits for Employees

In order to guarantee adequate rest for employees and promote the balance between work and life, the Group adopts five-day workweek and strives to prevent forced labour or overtime work in the business operations as far as possible. In addition to public holidays and other holidays prescribed in applicable laws, employees are also entitled to maternity leave, paternity leave, examination leave, marriage leave, compassionate leave, jury service leave. The Group normally organises various employee activities, such as Christmas party, annual dinner and staff birthday celebrations to enhance team spirit and strengthen the bonding between employees and the Group. However, in the midst of the current coronavirus pandemic, the Group limits its employee activities and gatherings in the Year to prevent the outbreak of the disease among employees. The Group will continue to build a warm and harmonious working environment through other means in the future.

In accordance with the Mandatory Provident Fund ("MPF") Schemes Ordinance of Hong Kong and other relevant laws and regulations, the Group makes contributions to MPF Schemes, medical insurance, business travel insurance and labour insurance for employees in Hong Kong. Meanwhile, additional benefits and reimbursement in terms of rent, commuting for business purposes, meals are available to employees. For MPL, it strictly complies with relevant laws and regulations including but not limited to the Pension Funds Act and Pension Funds Ordinance, while employees receive social benefits such as company pension, health insurance and accident insurance.

Development and Training

The Group attaches great importance to establishing a team with diverse expertise and assisting its employees in exploring their potentials. New employee will receive a formal induction before the commencement of his or her job duties. Besides, employees are encouraged to participate in relevant in-house and external training to further acquire new skills according to the needs of their position.

僱員的權益及福利

為確保員工得到充分的休息，促進工作與生活的平衡，本集團採取五天工作週，並致力在業務營運中盡量避免強制勞工或超時工作。除公眾假期及適用法律規定的其他假期外，僱員亦有權享有產假、陪產假、考試假、婚假、恩恤假、陪審員假。本集團一般會組織各種僱員活動，如聖誕派對、年度晚宴及員工商慶活動，以增強團隊精神及加強僱員與本集團之間的聯繫。然而，在當前冠狀病毒疫情下，本集團於本年度限制其僱員活動及聚會，以防止僱員之間爆發疾病。本集團未來將繼續通過其他方式建設溫馨和諧的工作環境。

根據香港強制性公積金（「強積金」）計劃條例及其他相關法律及法規，本集團為香港僱員向強積金計劃、醫療保險、商務公幹保險及勞工保險作出供款。同時，本集團為僱員提供額外福利及津貼，包括租金、商務通勤及膳食方面。就 MPL 而言，其嚴格遵守相關法律及法規，包括但不限於退休金法案(Pension Funds Act)及退休金條例(Pension Funds Ordinance)，而僱員則享有公司退休金、健康保險及意外保險等社會福利。

發展及培訓

本集團十分重視建立具備多元化專業知識的團隊，並協助員工發揮潛能。新僱員將於開始工作前接受正式入職培訓。此外，我們鼓勵僱員參與相關內部及外部培訓，以根據其職位需要進一步獲得新技能。

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The internal trainings received by the employee in the Year mainly focused on the latest market knowledge and updates. For example, in-house training on technical analysis and different investment products are conducted to maintain employees' professionalism and enhance their customer service skills. For external training, eligible employees can be benefited from financial assistance in aspects such as professional membership and examinations, so as to support their personal growth and career advancement. For MPL, a wide range of training with topics such as compliance policy, transaction monitoring, risk management and bank induction were organised in the Year to engage employees in acquiring the skills required for their positions.

僱員於本年度接受的內部培訓主要集中於最新市場知識及更新。例如，我們就技術分析及不同投資產品進行內部培訓，以維持僱員的專業水平及提升其客戶服務技巧。就外部培訓而言，合資格僱員可從專業會員及考試等方面的財務援助中獲益，以支持其個人成長及職業發展。就MPL而言，我們於本年度舉辦了一系列培訓，主題包括合規政策、交易監控、風險管理及銀行入職培訓，讓僱員獲得其職位所需的技能。

Training	培訓	2020 二零二零年	2019 二零一九年
Percentage of employees trained¹⁶	受訓僱員百分比¹⁶	%	%
<i>By gender</i>	<i>按性別</i>		
Male	男性	62	NA 不適用
Female	女性	64	NA 不適用
<i>By employment category</i>	<i>按僱傭類別</i>		
Senior management	高級管理層	89	NA 不適用
Middle management	中級管理層	44	NA 不適用
General staff	普通職員	77	NA 不適用
Average training hours completed per employee	每名僱員平均培訓時數	hours	hours
<i>By gender</i>	<i>按性別</i>	<i>小時</i>	<i>小時</i>
Male	男性	4	11
Female	女性	4	7
<i>By employment category</i>	<i>按僱傭類別</i>		
Senior management	高級管理層	5	12
Middle management	中級管理層	4	12
General staff	普通職員	3	6

¹⁶ The Group starts to disclose the percentage of employees trained in the Year.

¹⁶ 本集團開始披露本年度受訓僱員百分比。

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Occupational Health and Safety

The Group takes into consideration every precaution to establish a healthy and safe working environment for its employees. The Group strictly complies with the rules and guidelines stipulated in the Occupational Safety and Health Ordinance of Hong Kong and the Health and Safety of Employees at Work Ordinance of Liechtenstein, and any other applicable laws and regulations. Besides, we have formulated a sound occupational health and safety policy. Reviews will be conducted with immediate follow-up actions and improvements whenever necessary.

The Group has its fire safety and emergency evacuation procedures in place to ensure the safety of all employees and to minimise the damage and loss of the Group in the event of fire. The evacuation procedure has clearly stated the duties and responsibilities of fire marshals, the procedures when discovering a fire and evacuation routes and assembly locations for different offices. Employees are required to participate in the annual fire evacuation drill organised by the property management of the office premises. Through providing the aforementioned trainings to employees, they become adequately knowledgeable of the office's evacuation procedures. On top of the above, smoking is strictly prohibited in the Group's premises to minimise the occurrence of fire events.

To ensure employees' safety at work, we provide them with necessary equipment for protection against work-related injuries. For example, first aid kit is available at the office pantry. In cases of which employee suffers from an injury at work, one should notify his or her Department Head and the Human Resources Department immediately. In addition, guidelines for reporting duty under typhoon and rainstorms were formulated to provide employees with guidance on the work arrangement during extreme weather events, in a bid to ensure employees' safety when commuting to and from office.

During the Year, there were no work-related fatalities (2019: Nil). And the Group did not notice any non-compliance with applicable laws and regulations relating to occupational health and safety in the areas where it operates and did not face any disciplinary action with respect to occupational health and safety issues.

職業健康與安全

本集團兼顧各項預防措施為員工構建健康和安全的工作環境。本集團嚴格遵守香港於職業安全及健康條例內制定的規則和指導方針及列支敦士登工作健康及安全條例(Health and Safety of Employees at Work Ordinance)，以及任何其他適用法律及條例。此外，我們已制定完善的職業健康及安全政策。本集團將在必要時進行審查並及時地採取跟進行動及作出改進。

本集團已制定其消防安全及緊急疏散程序，以確保全體僱員的安全及盡量減少本集團於發生火災時的損害及損失。疏散程序清楚列明消防督導的職責及責任、發現火災及疏散路線的程序以及不同辦公室的集合地點。僱員須參加由辦公室物業管理組織的年度火警疏散演習。透過向僱員提供上述培訓，使僱員充分瞭解辦公室的疏散程序。除上述者外，本集團的場所嚴禁吸煙，以減少發生火警事件。

為確保僱員的工作安全，我們為彼等提供必要的設備防止發生工作有關的意外。例如，辦公室茶水間設有急救箱。倘僱員於工作時受傷，應立即派人通知其部門主管及人力資源部。此外，我們制定了颱風及暴雨下的工作匯報指引，為僱員在極端天氣下的工作安排提供指引，確保員工上下班時的安全。

於本年度，並無發生因工作關係而死亡的事故(二零一九年：無)。本集團並無發現任何不遵守其經營所在地區有關職業健康及安全的適用法律及法規的情況，亦無就職業健康及安全問題面臨任何紀律處分。

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Response to COVID-19

During the coronavirus pandemic, employees should always maintain personal and office hygiene. The Group have formulated measures against COVID-19, such as regular disinfection, requiring employees and visitors to wear masks and keeping social distances from others. Employees, whenever have contacted or are suspected to have contact with confirmed cases, should not visit office premises and are required to report to Human Resources department while consulting a doctor immediately. It is of paramount importance to provide a virus-free working environment and to safeguard employee's health.

OPERATION MANAGEMENT

Integrity, responsibility and compassion are the foundation stones we use to build excellence in our operation. We have continued to safeguard the quality of our services with reliable and accountable management systems and adhere to the principle of sustainable development at the same time.

Supply Chain Management

As part of its commitment to environmental and corporate responsibility, the Group attaches great importance to supplier management and monitors the performances of its suppliers by formulating internal procedures and measures for managing environmental and social risks of the supply chain. It undertakes regular performance reviews on its suppliers to ensure that they do not pose detrimental impacts to the environment and society.

The daily operation of the Group does not involve bulk procurement. To ensure that the selected suppliers are in line with the Group's expectations, policies and requirements, suppliers' product quality, delivery, production capacity, compliance, environmental, health and safety performance and other factors will be evaluated during the supplier selection process. As green purchasing is adopted in the office, we prefer purchasing products and selecting services with minimal impact on the environment whenever. For example, local suppliers or suppliers that are geographically closer and more accessible will be given priority in order to reduce our carbon footprint. Only suppliers that meet the criteria could be added to the list of qualified suppliers. During the Year, the Group has engaged 5 suppliers from Hong Kong.

應對 2019 冠狀病毒病

於冠狀病毒疫情期間，僱員應時刻保持個人及辦公室衛生。本集團已制定應對 2019 冠狀病毒病的措施，例如定期消毒、要求僱員及訪客佩戴口罩及與其他僱員保持社交距離。僱員在接觸或懷疑接觸確診個案時，不得到訪辦公場所，並須即時諮詢醫生並向人力資源部報告。提供無病毒的工作環境及保障僱員健康至關重要。

營運管理

誠信、負責及待客真誠是我們在營運中追求卓越的基石。我們繼續通過可靠和負責的管理體系來保障我們服務的質量，同時遵循可持續發展的原則。

供應鏈管理

作為對環境和企業責任承諾的一部分，本集團高度重視供應商管理，通過制定內部程序和措施來監督其供應商，以管理供應鏈方面的環境和社會風險。本集團對其供應商進行定期評審，以確保其不會對環境和社會造成有害影響。

本集團的日常營運並不涉及大批量採購。為了確保挑選的供應商符合本集團的期望、政策及要求，供應商的產品質量、交付、產能、合規、環境、健康及安全表現以及其他因素將於供應商甄選過程中進行評估。由於辦公室採用綠色採購，我們傾向於購買及選擇對環境影響最小的產品及服務。例如，為減少碳足跡，我們會優先考慮本地供應商或地理位置較近及更容易接觸的供應商。只有符合該標準的供應商可被納入合資格供應商名單。於本年度，本集團已委聘 5 名來自香港的供應商。

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Meanwhile, the Group places high value on managing the environmental and social risks in the supply chain. The Group also requires its suppliers to have a written policy which regulates personal conduct and behaviour of their employees to minimise its social risks, and to provide an open and transparent report on their material ESG risks which includes the measures taken to address those risks.

Quality Control

The Group is committed to providing quality and customer-centred financial services while expanding its varieties of investment products. The Group has set up internal control procedures to protect the Group, its customers and employees from financial loss arising from theft or fraud, and other dishonest acts, professional misconduct or omissions. All of its services are in strict accordance with its internal compliance policy and all applicable laws and regulations. Pre-approval on trades are required before execution in which the rationales, relationships between counterparties, execution price, and validity of transactions will be assessed. There will also be specialised personnel who is responsible for post trade monitoring on error trades so as to keep track of the trade performances. The Group has employed adequate resources, both financial and operational, and has in place procedures necessary for the proper conduct of its business in assuring its service quality.

For MPL, business continuity management plan is adopted to ensure that critical business processes can be maintained in the events of internal or external interruptions, and to minimise the financial, legal and reputational effects of such events. Work positions such as IT experts, account managers and front-line assistants are trained to response promptly in accordance with the plan and minimise the effect of the crisis.

Emphasis on Customers

The Group believes that customers' opinions are the driving force of its success. Our complaint handling policy and procedures are strictly in accordance with the Code of Conduct of the Securities and Futures Commission ("SFC") to ensure that customers' opinions are handled in a timely and appropriate manner. The Group also complies with the Financial Dispute Resolution Scheme for managing and resolving disputes administered by the Financial Dispute Resolution Centre in full and is bound by the dispute resolution process therein.

同時，本集團高度重視管理供應鏈中的環境及社會風險。本集團亦要求其供應商制定書面政策，規範其僱員的個人操守及行為，以盡量降低其社會風險，並就彼等的重大環境、社會及管治風險提供公開透明的報告，包括為應對該等風險而採取的措施。

質量控制

本集團致力於提供優質及以客戶為中心的金融服務，同時擴大其投資產品種類。本集團已設立內部監控程序，以保障本集團、其客戶及僱員免受因盜竊或欺詐及其他不誠實行為、專業失當或遺漏而產生的財務損失。其所有服務均嚴格遵守其內部合規政策及所有適用法律及法規。於執行交易前須獲得事先批准，評估交易的理由、交易對手之間的關係、執行價格及有效性。本集團亦將有專門人員負責錯誤交易的交易後監察，以追蹤交易表現。本集團已在財務及營運方面運用充足資源，並已制定適當的程序以妥善進行其業務，從而確保其服務質素。

就MPL而言，本集團已採納業務持續管理計劃，以確保在內部或外部干擾情況下可維持關鍵業務程序，並盡量減少該等事件的財務、法律及聲譽影響。資訊科技專家、客戶經理及前線助理等工作職位均已接受培訓，以根據計劃迅速作出回應，並將危機的影響降至最低。

重視客戶

本集團相信客戶的意見是成功的動力。我們的投訴處理政策及程序嚴格遵守證券及期貨事務監察委員會（「證監會」）的行為守則，以確保客戶的意見得到及時及適當的處理。本集團亦全面遵守金融糾紛調解中心管理及解決糾紛的金融糾紛調解計劃，並受當中的糾紛調解程序約束。

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Channels of complaints are open to all shareholders and potential shareholders; customers and consumers; suppliers and contractors and all directors and employees of the Group. Complaint officers are frontline personnel appointed to handle customers' complaints. All customers' complaints will be considered impartially and efficiently verbally and in written form in accordance with internal procedures and guidelines. Relevant investigation and improvement procedures will be conducted and unlawful or unethical conduct will be investigated promptly. During the Year, 2 complaints regarding its services were received by the Group (2019: 2). We followed the complaint handling procedures and conducted detailed investigations for both cases. The Group believes that customer's opinions help us to identify the needs of customers and the community, and the Group could make further improvements by strengthening policies in those aspects.

Privacy and Intellectual Property Protection

As a financial service provider, protecting customers' privacy and safeguarding market fairness have core roles to play in the establishment of a long-term and mutually trusted relationship with customers. The Group continues to comply with the relevant laws and regulations including the Personal Data (Privacy) Ordinance of Hong Kong, the General Data Protection Regulation of European Union and the Data Protection Act of Liechtenstein. The Group has incorporated appropriate use of proprietary information into code of conduct for staff to follow and protect all personal data of customers rigorously. Customers' personal data will be collected accurately in a lawful and fair way only for directly related purposes and will be kept for a period no longer than necessary, and customers are guaranteed to have access to their personal data and be able to make corrections if it is inaccurate. Moreover, the Group implemented two-factor authentication to protect user data from being accessed by unauthorised person.

所有股東及潛在股東、客戶及消費者、供應商及承包商以及本集團全體董事及僱員均可使用投訴渠道。投訴主任為獲委任處理客戶投訴的前線人員。所有客戶口頭及書面形式的投訴將根據內部程序及指引公正及高效地考量。我們將進行相關調查及改善程序，並即時調查非法或不道德行為。於本年度，本集團接獲2宗有關其服務的投訴(二零一九年：2宗)。我們遵循投訴處理程序，對兩宗個案進行詳細調查。本集團相信，客戶的意見有助我們識別客戶及社區的需要，而本集團可透過加強有關方面的政策作出進一步改善。

私隱及知識產權保障

作為金融服務商，保障客戶私隱、維護市場公平，是本集團與客戶建立長遠互信關係的關鍵。本集團繼續遵守相關法律及法規，包括香港《個人資料(私隱)條例》、歐盟《一般資料保障規例》(General Data Protection Regulation)及列支敦士登《資料保障法》(Data Protection Act of Liechtenstein)。本集團已將適當使用專有資料納入行為守則，以供員工嚴格遵循及保護客戶的所有個人資料。客戶的個人資料只會為直接相關目的而以合法及公平的方式準確收集，保存期限不得超過實際需要，並保證客戶可查閱其個人資料，倘資料不準確，亦可作出修正。此外，本集團實行雙重認證，以保護用戶數據免受未經授權人士查閱。

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For MPL, it is regulated by the Financial Market Authority of Liechtenstein and applicable laws and regulations related to customer data protection. MPL has stringent security policy and internal regulations in place which states that customer's information shall be handled responsibly, and only authorised personnel has the right to view or access the information. The authenticity of the customer will also be verified before service commencement. Employees will receive training on the latest internal instructions and knowledge on banking security to preserve a professional image for MPL.

The Group respects and protects intellectual property, and strictly complies with the relevant laws and regulations, such as the Copyright Ordinance and Trade Marks Ordinance of Hong Kong, to eliminate any alleged infringement. The Group stipulated the terms and conditions relating to confidentiality of information in the employment contracts, requiring employees to undertake not to disclose any information, technical data, trade secrets, know-how or other information to any third parties without written consent of the Group.

During the Year, the Group did not notice any non-compliance with the applicable laws and regulations relating to privacy and intellectual property protection in the areas where it operates and did not face any disciplinary action with respect to these issues.

Anti-corruption

The Group upholds the highest level of integrity and ethical standards through strict compliance with the Prevention of Bribery Ordinance in Hong Kong and the Penal Code of Liechtenstein, and any other applicable laws and regulations. Our code of conduct includes the general framework of relevant anti-bribery laws, rules and regulations and acts as the guidance for employees to perform proper practices in the dealing in securities, futures and in the provision of investment advice or other activities. Employees are also prohibited to solicit and accept advantages without prior approval by the Group. To avoid situations which may constitute bribery, employees should make a declaration to the Group for any actual or potential conflict of interests. For MPL, employees should report any suspicious incidents of bribery and corruption to the Compliance Office.

就MPL而言，其受列支敦士登金融市場管理局(Financial Market Authority of Liechtenstein)及有關客戶數據保護的適用法律及法規監管。MPL已制定嚴格的安全政策及內部規例，規定僱員須負責任地處理客戶資料，且僅授權人員有權查閱或取得有關資料。客戶的真實性亦將於服務開始前進行核實。僱員將接受有關銀行保安最新內部指引及知識的培訓，以保持MPL的專業形象。

本集團尊重及保護知識產權，嚴格遵守相關法例法規，如香港版權條例及商標條例，杜絕任何侵權行為。本集團於僱傭合約中訂明有關資料保密的條款及條件，要求僱員承諾不會在未經本集團書面同意的情況下向任何第三方披露任何資料、技術數據、商業秘密、技術知識或其他資料。

於本年度，本集團並無發現任何不遵守其經營所在地區有關私隱及知識產權保護的適用法律及法規的情況，亦無就該等事宜面臨任何紀律處分。

反貪污

本集團透過嚴格遵守香港防止賄賂條例及列支敦士登刑法(Penal Code of Liechtenstein)以及任何其他適用法律及法規，秉持最高水平的誠信及道德標準。我們的行為守則包括相關反賄賂法律、規則及法規的一般框架，並作為僱員在買賣證券、期貨及提供投資意見或其他活動時執行適當常規的指引。未經本集團事先批准，僱員亦不得索取及收受利益。為避免可能構成賄賂的情況，僱員應向本集團聲明任何實際或潛在利益衝突。就MPL而言，僱員應向合規辦公室報告任何可疑的賄賂及貪污事件。

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Besides, there is a whistle-blowing policy in place to provide a channel for all shareholders, customers, consumers, suppliers, contractors, directors and employees to report misconduct and possible breaches of code of conduct. If employee suspects a policy, practice or activity is in violation of the law, he or she should file a written disclosure to the Audit Committee. All reports received will be recorded, investigated and handled with appropriate sensitivity and confidentiality, while every effort will be made to protect the whistle-blowers. In the Year, anti-corruption training were offered to employees. Employees have partaken in a sharing session organised by Klynveld Peat Marwick Goerdeler (“**KPMG**”) China which covered margin financing, anti-money laundering and counter-financing of terrorism, and the handling of client money and securities. The Group also circulated materials about anti-money laundering and counter-financing of terrorism for the purpose of making employees aware of the legal requirement, the reporting of suspicious transactions relating to money laundering and their personal statutory obligation.

During the Year, the Group did not notice any non-compliance with the applicable laws and regulations relating to anti-corruption and did not face any disciplinary action with respect to corruption issues. No concluded cases regarding corrupt practices were brought against the Group or its employees (2019: Nil).

Community Investment

The Group highly values making contribution back to the society through available resources and efforts. For instance, the Group has donated HKD\$30,000 in the Year to a non-governmental organisation, Health in Action, in supporting local healthcare services. Employees are also encouraged to volunteer at different charity organisations to show support for the community. Furthermore, the Group offers channels and platforms of communication to its stakeholders and communities to understand their motivations, goals, and needs through continuous conversation, so as to utilise resources in the most effective means.

此外，本集團設有舉報政策，為全體股東、客戶、消費者、供應商、承包商、董事及僱員提供舉報不當行為及可能違反行為守則的渠道。倘僱員懷疑某政策、常規或活動違反法律，其應向審核委員會提交書面披露。所有收到的報告將以適當的敏感性及保密性方式予以記錄、調查及處理，同時盡力保護舉報人。於本年度，本集團向僱員提供反貪污培訓。僱員參加了由畢馬威中國 (Klynveld Peat Marwick Goerdeler (‘**KPMG**’) China) 舉辦的分享會，內容涵蓋孖展融資、反洗錢及恐怖分子籌集資金，以及處理客戶的金錢及證券。本集團亦傳閱有關反洗錢及恐怖分子籌集資金的資料讓僱員知悉法律規定、申報可疑交易及彼等的個人法定責任。

於本年度，本集團並無發現任何不遵守有關反貪污的適用法律及法規的情況，亦無就貪污問題面臨任何紀律處分。概無對本集團或其僱員提出並已審結的貪污訴訟案件(二零一九年：無)。

社區投資

本集團高度重視透過可用資源及努力回饋社會。例如，本集團於本年度向非政府組織「醫護行者」捐款30,000港元，以支持本地醫療服務。我們亦鼓勵僱員參與不同慈善組織的義工活動，為社區提供支援。此外，本集團為其持份者及社區提供溝通渠道及平台，透過持續對話了解彼等的動機、目標及需要，從而以最有效的方式利用資源。

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APPENDIX: CONTENT INDEX OF "ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE" 附錄：「環境、社會及管治報告指引」
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Aspect A1: Emissions	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	Environmental Management Emission Management Waste Management Green Operation	80–86 80–81 82–83 86
層面A1： 排放物	一般披露 有關廢氣及溫室氣體排放、水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	環境管理 排放物管理 廢物管理 綠色營運	80–86 80–81 82–83 86
Aspect A2: Use of Resources	General Disclosure Policies on the efficient use of resources, including energy, water and other raw materials.	Environmental Management Use of Resources	80–86 83–86
層面A2： 資源使用	一般披露 有效使用資源（包括能源、水及其他原材料）的政策。	環境管理 資源使用	80–86 83–86
Aspect A3: The Environment and Natural Resources	General Disclosure Policies on minimising the issuer's significant impact on the environment and natural resources.	Environmental Management Emission Management Green Operation	80–86 80–81 86
層面A3： 環境及自然資源	一般披露 減低發行人對環境及天然資源造成重大影響的政策。	環境管理 排放物管理 綠色營運	80–86 80–81 86

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僱傭和勞動實踐			
Aspect B1: Employment	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	Employment and Labour Practices Employment Policies Remuneration and Promotion Interests and Benefits for Employees	87–93 87–89 89 90
層面B1 : 僱傭	一般披露 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	僱傭和勞動實踐 僱傭政策 薪酬及晉升 僱員的權益及福利	87–93 87–89 89 90
Aspect B2: Health and Safety	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	Employment and Labour Practices Occupational Health and Safety Response to COVID-19	87–93 92 93
層面B2 : 健康與安全	一般披露 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	僱傭和勞動實踐 職業健康與安全 應對2019冠狀病毒病	87–93 92 93

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Aspect B3: Development and Training	General Disclosure Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	Employment and Labour Practices Development and Training	87–93 90–91
層面B3 : 發展及培訓	一般披露 有關提升僱員履行工作職責的知識及技能的政策。 描述培訓活動。	僱傭和勞動實踐 發展及培訓	87–93 90–91
Aspect B4: Labour Standards	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	Employment and Labour Practices Employment Policies	87–93 87–89
層面B4 : 勞工準則	一般披露 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	僱傭和勞動實踐 僱傭政策	87–93 87–89
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Aspect B5: Supply Chain Management	General Disclosure Policies on managing environmental and social risks of the supply chain.	Operation Management Supply Chain Management	93–97 93–94
層面B5 : 供應鏈管理	一般披露 管理供應鏈的環境及社會風險政策。	營運管理 供應鏈管理	93–97 93–94
Aspect B6: Product Responsibility	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	Operation Management Quality Control Emphasis on Customers Privacy and Intellectual Property Protection	93–97 94 94–95 95–96
層面B6 : 產品責任	一般披露 有關所提供的產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	營運管理 質量控制 重視客戶 私隱及知識產權保障	93–97 94 94–95 95–96

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層面B7 : 反貪污	一般披露 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的 資料。	營運管理 反貪污	93–97 96–97
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層面B8 : 社區投資	一般披露 有關以社區參與來了解營運所在社區需要和確保其 業務活動會考慮社區利益的政策。	社區投資	97

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



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TO THE MEMBERS OF MASON GROUP HOLDINGS LIMITED
(incorporated in Hong Kong with limited liability)

致茂宸集團控股有限公司股東
(於香港註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of Mason Group Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 112 to 295, which comprise the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 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 issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

意見

吾等已審核載於第112至295頁之茂宸集團控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，當中包括於二零二零年十二月三十一日之綜合財務狀況報表，以及截至該日止年度之綜合全面收益表、綜合權益變動表及綜合現金流轉表，及綜合財務報表附註，包括主要會計政策概要。

吾等認為，綜合財務報表乃按照香港會計師公會(「香港會計師公會」)發佈的香港財務報告準則真實公平地反映 貴集團於二零二零年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港公司條例妥為編製。

意見基準

吾等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」)進行審核。吾等於該等準則項下責任會在本報告中「核數師就審核綜合財務報表須承擔的責任」中進一步詳述。根據香港會計師公會之專業會計師道德守則(「守則」)，吾等獨立於 貴集團，並已根據守則履行吾等的其他專業道德責任。吾等相信，吾等所獲得的審計憑證能充足及適當地為吾等的審計意見提供基礎。

INDEPENDENT AUDITOR'S REPORT

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KEY AUDIT MATTERS

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

Impairment assessment of goodwill and intangible assets

The Group has recognised goodwill of HK\$56.93 million and intangible assets of HK\$101.62 million arising from several acquisitions in previous years.

Management has performed impairment tests with reference to the reports issued by the valuation specialist and concluded that there is impairment loss of HK\$22.81 million on goodwill and of HK\$76.80 million on intangible assets during the year. This conclusion was based on the estimation of the recoverable amount of the cash generating units ("CGUs") using the value-in-use ("VIU calculation") model that required significant judgements with respect to the inputs to the valuation models.

Refer to Notes 4(c), 4(g), 4(o), 17 and 18 to the consolidated financial statements.

Our response:

Our audit procedures in relation to the impairment assessment of goodwill and intangible assets included:

- Evaluating the valuation specialist's competence, capabilities and objectivity;
- Assessing the appropriateness of the valuation methodologies, including the VIU calculations, used by the valuation specialist and management to estimate the recoverable amount of the CGUs;
- Challenging the reasonableness of key assumptions based on our knowledge and understanding of the businesses and markets;

關鍵審計事項

關鍵審計事項是根據吾等的專業判斷，認為對本期間綜合財務報表之審計最為重要的事項。這些事項是在吾等審計整體綜合財務報表及出具意見時進行處理的。吾等並無對這些事項提供單獨的意見。

商譽及無形資產減值評估

貴集團已確認因過往年度收購事項產生的商譽 56,930,000 港元及無形資產 101,620,000 港元。

管理層已參考估值專家發出的報告進行減值測試，認為本年度商譽及無形資產減值虧損分別為 22,810,000 港元及 76,800,000 港元。本結論乃以現金產生單位（「現金產生單位」）的可回收數額之估計為根據，並採用使用價值（「使用價值計算」）模式（須就估值模型之輸入作出重大判斷）。

參閱綜合財務報表附註 4(c)、4(g)、4(o)、17 及 18。

吾等的回應：

吾等有關商譽及無形資產減值評估的審計程序包括：

- 評估估值專家的才能、能力及客觀性；
- 評估估值專家及管理層估計現金產生單位的可回收數額使用的估值方法，包括使用價值計算之適合性；
- 根據吾等對業務及市場的了解對關鍵假設的合理性作出質疑；

INDEPENDENT AUDITOR'S REPORT

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- Reconciling input data to supporting evidence, such as approved budgets and evaluating the reasonableness of the budgets;
- Evaluating the sensitivity of the impairment tests to changes in key assumptions; and
- Engaging our internal valuation specialist to assist us in evaluating and assessing the appropriateness of the key assumptions used in the valuation.
- 將輸入數據與證明文件對賬，如經批准預算，並評估預算之合理性；
- 評估關鍵假設變動的減值測試之敏感度；及
- 委聘內部評估專家協助吾等評估及評定估值中所用關鍵假設是否適當。

Impairment assessment of interests in associates

As at 31 December 2020, the carrying amounts of interests in associates amounted to HK\$885.72 million, which represented approximately 12.79% of the Group's total assets.

The Group is required to assess at the end of each reporting period whether there is any indication that the carrying amounts of interests in associates may be impaired. Should indication of impairment exists, an impairment assessment will be performed accordingly. The recoverable amounts of interests in associates are assessed by VIU calculation which are based on future discounted cash flows on a cash generating unit basis.

Management has performed impairment assessment with reference to the reports issued by the valuation specialist and concluded an impairment loss of HK\$191.35 million on the interests in associates during the year.

Refer to Notes 4(e), 4(o) and 20 to the consolidated financial statements.

於聯營公司的權益之減值評估

於二零二零年十二月三十一日，於聯營公司權益的賬面值為885,720,000港元，佔 貴集團總資產約12.79%。

貴集團須於各報告期末評估是否有任何跡象顯示於聯營公司之權益的賬面值可能出現減值。倘存在減值跡象，將會進行相應的減值評估。採用使用價值計算聯營公司的可回收金額，該計算乃基於現金產生單位的未來貼現現金流量進行。

管理層已參考估值專家發出之報告進行減值評估，認為於本年度於聯營公司的權益的減值虧損為191,350,000港元。

參閱綜合財務報表附註4(e)、4(o)及20。

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Our response:

Our audit procedures in relation to the impairment assessment of interests in associates included:

- Evaluating the valuation specialist's competence, capabilities and objectivity;
- Assessing the appropriateness of the valuation methodologies, including the VIU calculation, used by the valuation specialist and management to estimate the recoverable amount of the CGUs;
- Challenging the reasonableness of key assumptions based on our knowledge and understanding of the businesses and markets;
- Reconciling input data to supporting evidence, such as approved budgets and evaluating the reasonableness of the budgets; and
- Engaging our internal valuation specialist to assist us in evaluating and assessing the appropriateness of the key assumptions used in the valuation.

Recoverability assessment of loan receivables

The carrying amount of the Group's loan receivables amounted to HK\$457.82 million as at 31 December 2020 which represented 6.61% of the Group's total assets.

Loss allowances for loan receivables are based on management's estimate of the expected credit losses ("ECLs") to be incurred, which is estimated by taking into account the credit loss experience, aging of overdue loan receivables, customers' repayment history and customers' financial position and an assessment of both the current and forecast general economic conditions, all of which involve a significant degree of management judgement.

Assessment of the recoverability of loan receivables and recognition of loss allowance for ECLs are inherently subjective and requires significant management judgement, hence, we identified the recoverability of loan receivables as a key audit matter.

Refer to Notes 4(h) and 25 to the consolidated financial statements.

吾等的回應：

吾等有關於聯營公司的權益之減值評估的審計程序包括：

- 評估估值專家的才能、能力及客觀性；
- 評估估值專家及管理層估計現金產生單位的可回收數額使用的估值方法，包括使用價值計算之適合性；
- 根據吾等對業務及市場的了解對關鍵假設的合理性作出質疑；
- 將輸入數據與證明文件對賬，如經批准預算，並評估預算之合理性；及
- 委聘內部估值專家協助吾等評估及評定估值中所用關鍵假設是否適當。

應收貸款之可回收性評估

於二零二零年十二月三十一日， 貴集團的應收貸款之賬面值分別達457,820,000港元，佔 貴集團總資產6.61%。

應收貸款虧損撥備乃基於管理層對將發生的預期信貸虧損（「預期信貸虧損」）的估計，當中考慮信貸虧損經驗、逾期應收貸款的賬齡、客戶還款記錄及客戶財務狀況以及當前及預測整體經濟狀況評估，全部均涉及重大管理層判斷。

評估應收貸款的可收回性及確認預期信貸虧損的虧損撥備屬主觀性質，需要作出重大管理層判斷，因此，吾等將應收貸款的可收回性識別為關鍵審計事項。

參閱綜合財務報表附註4(h)及25。

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Our response:

Our audit procedures in relation to the recoverability assessment of loan receivables included:

- Obtaining an understanding on how the loss allowances for loan receivables is estimated by the management and assessing the management's process in determining the estimated future cash flows of loan receivables;
- Identifying any loan receivables with delay in payments during the year and evaluating the management's assessment of the recoverability of each of these loan receivables with reference to the status of each of these individual borrowers and the Group's debt collection actions;
- Assessing the reasonableness of loss allowances for loan receivables with reference to the credit history including individual's personal credit rating reports, delay in payments, interest settlement records, subsequent settlements and aging analysis of the loan receivables;
- Evaluating the historical accuracy of the management's assessment of impairment for loan receivables, on a sample basis, by examining the actual write-offs, the reversals of previously recorded allowance and new allowances recorded in the current year in respect of loan receivables at the end of the previous financial year; and
- Reviewing the appropriateness of ECL three stage model and loss allowance of ECLs on loan receivables and challenging management regarding their reasons for not considering a lifetime ECL against any credit impaired balances.

吾等的回應：

吾等有關應收貸款可回收性評估的審計程序包括：

- 了解管理層如何估計應收貸款虧損撥備並評估管理層釐定應收貸款之估計未來現金流量之過程；
- 識別年內延期付款之應收貸款，並評核管理層參照該等個別借款人的狀況及 貴集團收債行動而評估各項應收貸款之可收回程度；
- 參照應收貸款之信貸記錄(包括個人信貸評級報告、延期付款、利息結算記錄、後續結算情況及賬齡分析)而評估應收貸款虧損撥備是否合理；
- 抽樣評核管理層過往所作應收貸款減值評估之準確程度，方法為審查上一財政年度結束時應收貸款之實際撇銷、撥回過往所記錄撥備及於當前年度記錄之新撥備；及
- 審閱預期信貸虧損三階段模型及應收貸款預期信貸虧損的虧損撥備是否恰當，並質詢管理層不就任何信貸減值結餘考慮年限內預期信貸虧損之理由。

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Valuation of financial assets at fair value through profit or loss and through other comprehensive income classified as level 2 and level 3 in the fair value hierarchy

As at 31 December 2020, financial assets at fair value through profit or loss and other comprehensive income amounted to approximately HK\$2,063.15 million, which represented 38.20% of the Group's net assets. Furthermore, as at 31 December 2020, financial assets at fair value through profit or loss and other comprehensive income classified as Level 2 and 3 fair value amounting to approximately HK\$1,061.11 million and HK\$95.02 million respectively.

For valuation, management engaged valuation specialist to apply valuation techniques to determine the fair values of the financial assets at fair value through profit or loss and other comprehensive income that are not quoted in active markets. These valuation techniques, in particular those that included significant unobservable inputs, involved subjective judgements and assumptions. The sensitivity of the assumptions used may have material impact on the valuation of these financial assets.

Refer to Notes 4(h), 22, 23, 32, and 46 to the consolidated financial statements.

按公允值計入損益及計入其他全面收益之分類為公允值層級第2級及第3級之財務資產估值

於二零二零年十二月三十一日，按公允值計入損益及計入其他全面收益之財務資產約2,063,150,000港元，即 貴集團資產淨值之38.20%。此外，於二零二零年十二月三十一日，按公允值計入損益及計入其他全面收益之分類為第2級及第3級之財務資產分別約1,061,110,000港元及95,020,000港元。

就估值而言，管理層委聘估值專家採用估值技術釐定並無活躍市場報價的按公允值計入損益及計入其他全面收益之財務資產公允值。該等估值技術，尤其是納入重大不可觀察輸入數據的估值技術，涉及主觀判斷及假設。所用假設的敏感度或會對該等財務資產的估值產生重大影響。

參閱綜合財務報表附註4(h)、22、23、32及46。

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Our response:

Our audit procedures in relation to the valuation of financial assets included:

- Obtaining and examining the terms of the financial assets and relevant agreements in relation to the financial assets;
- Evaluating the valuation specialist's competence, capabilities and objectivity;
- Assessing the appropriateness of the valuation methodologies and assumptions adopted by the valuation specialist and management to estimate the fair value of financial assets;
- Challenging the reasonableness of key parameters used based on our knowledge and understanding of the financial assets; and
- Engaging our internal valuation specialist to assist us in evaluating and assessing the appropriateness of the key assumptions used in the valuation.

OTHER INFORMATION IN THE ANNUAL REPORT

The directors are responsible for the other information. The other information comprises the information included in the Company's 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.

吾等的回應：

吾等有關財務資產估值審核程序包括：

- 取得及核查財務資產及有關財務資產之相關協議之條款；
- 評估估值專家的才能、能力及客觀性；
- 評估估值專家及管理層估計財務資產公允值所採納之估值方法及假設之適合性；
- 根據吾等對財務資產的了解質疑關鍵參數的合理性；及
- 委聘內部估值專家協助吾等評估及評定估值中所用關鍵假設是否適當。

年報中的其他資料

董事須對其他資料承擔責任，其他資料包括 貴公司年報中所載之資料，但不包括綜合財務報表及吾等就此發出之核數師報告。

吾等對綜合財務報表發表之意見並未涵蓋其他資料，吾等不對其他資料發表任何形式的核證結論。

就審核綜合財務報表而言，吾等之責任是閱讀其他資料，從而考慮其他資料是否與綜合財務報表或吾等在審核過程中獲悉之資料存在重大不符，或似乎存在重大錯誤陳述。倘若吾等基於已完成的工作認為該其他資料出現重大錯誤陳述，吾等須報告該事實。吾等就此並無任何事項須報告。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with Section 405 of the Hong Kong Companies Ordinance, 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 HKSAs 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.

董事就綜合財務報表承擔的責任

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編製真實公允的綜合財務報表，及負責董事認為編製綜合財務報表所必須的內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述。

在編製綜合財務報表時，董事須負責評估 貴集團持續經營的能力，並披露與持續經營有關之事項(如適用)。除非董事有意將 貴集團清盤，或停止營運，或除此之外並無其他實際可行的辦法，否則董事須採用以持續經營為基礎的會計法。

董事亦須負責監督 貴集團的財務報告過程。審核委員會就此協助董事履行其職責。

核數師就審核綜合財務報表須承擔的責任

吾等的目標是合理確定整體上綜合財務報表是否存在由於欺詐或錯誤而導致之重大錯誤陳述，並發出載有吾等意見之核數師報告。吾等僅根據香港公司條例第405條向 閣下(作為整體)報告，除此之外，本報告別無其他目的。吾等不會就本報告之內容向任何其他人士負上或承擔任何責任。

合理確定屬高層次的核證，但不能保證根據香港審計準則進行的審核在某一重大錯誤陳述存在時總能發現。重大錯誤陳述可源於欺詐或錯誤，倘個別或整體在合理預期情況下可影響使用者根據該等綜合財務報表作出的經濟決定時，被視為重大錯誤陳述。

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

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

吾等根據香港審計準則進行審核的工作之一，是運用專業判斷，在整個審核過程中保持職業懷疑態度。吾等亦：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致的重大錯報風險，因應這些風險設計及執行審核程序，獲得充足及適當的審核憑證為吾等的意見提供基礎。由於欺詐涉及合謀串通、偽造、故意遺漏、誤導性陳述或凌駕內部控制，因此未能發現由此造成重大錯報風險比未能發現由於錯誤而導致的重大錯報風險更高。
- 了解與審核有關的內部控制，以設計於有關情況下屬恰當的審核程序，但並非旨在對 貴集團的內部控制的有效性發表意見。
- 評估所用會計政策是否恰當，以及董事所作出的會計估算和相關披露是否合理。
- 總結董事採用以持續經營為基礎的會計法是否恰當，並根據已獲取的審核憑證，總結是否有對 貴集團持續經營的能力構成重大疑問的事件或情況等重大不確定因素。倘若吾等總結認為有重大不確定因素，吾等需要在核數師報告中提請注意綜合財務報表內的相關資料披露，或如果相關披露不足，則修訂吾等的意見。吾等的結論是基於截至核數師報告日期所獲得的審核憑證。然而，未來事件或情況可能導致 貴集團不再具有持續經營的能力。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

- 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.
- 評估綜合財務報表的整體列報、架構和內容，包括披露資料，以及綜合財務報表是否已公平地反映及列報相關交易及事項。
- 就 貴集團內各實體或業務活動的財務資料獲得充足的審核憑證，以就綜合財務報表發表意見。吾等須負責指導、監督和執行 貴集團的審核工作。吾等須為吾等的審核意見承擔全部責任。

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

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

From the matters communicated with the directors, 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.

吾等與審核委員會溝通了(其中包括)計劃的審核範圍、時間安排、重大審核發現等事項，包括吾等在審核期間識別出內部控制的任何重大問題。

吾等亦向審核委員會提交聲明，說明吾等已符合有關獨立性的相關職業道德要求，並與彼等溝通所有合理地被認為會影響吾等獨立性的關係和其他事項，以及在適用的情況下，採取行動消除威脅或應用防範措施。

從與董事溝通的事項中，吾等決定哪些事項對本期間綜合財務報表的審核最為重要，因而構成關鍵審核事項。吾等會在核數師報告中描述這些事項，除非法律法規不允許對某件事項作出公開披露，或在極端罕見的情況下，若有合理預期在吾等報告中溝通某事項而造成的負面後果將會超過其產生的公眾利益，吾等將不會在此等情況下在報告中溝通該事項。

BDO Limited

Certified Public Accountants

Lee Ka Leung, Daniel

Practising Certificate Number P01220

Hong Kong, 25 March 2021

香港立信德豪會計師事務所有限公司

執業會計師

李家樑

執業證書編號：P01220

香港，二零二一年三月二十五日

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

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 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Turnover	營業額	6	1,274,364	2,686,848
Operating income	經營收入	7	528,955	1,651,972
Other income	其他收入	8	124,390	60,362
Exchange (loss)/gain, net	匯兌(虧損)／收益淨額		(3,385)	2,346
Consumables used and merchandise sold	耗材及銷售商品		(138,509)	(1,161,626)
Commission and brokerage expenses	佣金及經紀支出		(154,038)	(181,346)
Employee benefits expenses	僱員福利支出	10 & 11	(145,793)	(322,141)
Amortisation of intangible assets	無形資產攤銷	17	(19,602)	(53,914)
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	16	(17,792)	(27,725)
Depreciation of right-of-use assets	使用權資產之折舊	39	(18,467)	(34,294)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	16	(11,305)	(259)
Impairment loss on property, plant and equipment	物業、廠房及設備之減值虧損	16	—	(1,203)
Impairment loss on right-of-use assets	使用權資產之減值虧損	39	—	(89)
Impairment loss on financial assets for expected credit loss	財務資產就預期信貸虧損之減值虧損		(67,165)	(165,539)
Gain on deemed disposal of interests in subsidiaries	視作出售附屬公司權益之收益	40	—	302,923
Net fair value gain/(loss) on financial instruments	金融工具之公允值收益／(虧損)淨額		107,345	(31,875)
Impairment loss on goodwill	商譽減值虧損	18	(22,807)	(424,080)
Impairment loss on interests in associates	於聯營公司的權益之減值虧損	20	(191,346)	(487,136)
Impairment loss on intangible assets	無形資產之減值虧損	17	(76,796)	(120,907)
Other operating expenses	其他經營支出		(116,423)	(198,357)
Finance costs	融資成本	10	(17,881)	(41,955)
Share of results of associates	應佔聯營公司業績	20	53,497	33,916
Loss before taxation	除稅前虧損	10	(187,122)	(1,200,927)
Income tax (expenses)/credit	所得稅(開支)／抵免	13	(2,735)	28,730
Loss for the year	年內虧損		(189,857)	(1,172,197)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

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 二零二零年 HK\$'000 附註	2019 二零一九年 HK\$'000 千港元
Other comprehensive income:	其他全面收入：			
<i>Items that will be reclassified</i>	<i>其後將重新分類至損益之項目</i>			
<i>subsequently to profit or loss</i>				
Exchange differences on translation of foreign subsidiaries	境外附屬公司換算的匯兌差額		36,921	5,388
Share of other comprehensive income of an associate	分佔一間聯營公司的其他全面收入	20	12,088	(2,480)
<i>Items that will not be reclassified to profit or loss</i>	<i>其後將不會重新分類至損益之項目</i>			
Changes in fair value of defined benefit scheme at fair value through other comprehensive income	界定福利計劃按公允值計入其他全面收入之公允值變動		2,514	4,570
Changes in fair value of equity instruments at fair value through other comprehensive income	權益工具按公允值計入其他全面收入之公允值變動		277,582	116,057
Other comprehensive income for the year	年內其他全面收入		329,105	123,535
Total comprehensive income for the year	年內全面收入總額		139,248	(1,048,662)
Loss attributable to:	應佔虧損：			
Equity holders of the Company	本公司權益持有人		(140,711)	(1,149,856)
Non-controlling interests	非控股權益	19	(49,146)	(22,341)
Loss for the year	年內虧損		(189,857)	(1,172,197)
Total comprehensive income attributable to:	應佔全面收入總額：			
Equity holders of the Company	本公司權益持有人		187,875	(1,027,665)
Non-controlling interests	非控股權益	19	(48,627)	(20,997)
Total comprehensive income for the year	年內全面收入總額		139,248	(1,048,662)
Loss per share	每股虧損			
Basic and diluted	基本及攤薄		HK(0.32) cent (0.32)港仙	HK(2.58) cent (2.58)港仙

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As At 31 December 2020
於二零二零年十二月三十一日

		Notes	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	315,321	316,249
Right-of-use assets	使用權資產	39	29,012	63,025
Intangible assets	無形資產	17	101,621	183,886
Goodwill	商譽	18	56,930	79,737
Interests in associates	於聯營公司權益	20	885,724	1,052,895
Loan receivables	應收貸款	25	216,852	119,401
Other receivables	其他應收款項	26	178,504	231,055
Deferred tax assets	遞延稅項資產	33	7,924	9,380
Financial assets at fair value through profit or loss	按公允值計入損益之財務資產	22	197,028	504,589
Financial assets at fair value through other comprehensive income	按公允值計入其他全面收入之財務資產	23	1,026,883	749,301
Financial assets at amortised cost	按攤銷成本計量的財務資產	24	153,996	199,888
Fixed bank deposits	銀行定期存款	27	—	235,558
			3,169,795	3,744,964
Current assets	流動資產			
Inventories	存貨	21	11,064	14,299
Financial assets at fair value through profit or loss	按公允值計入損益之財務資產	22	819,708	914
Financial assets at amortised cost	按攤銷成本計量的財務資產	24	—	15,479
Derivative financial instruments	衍生金融工具	32	19,529	37,506
Loan receivables	應收貸款	25	240,964	769,142
Reverse repurchase agreements	反向回購協議	35	217,641	663,327
Trade and other receivables	貿易及其他應收款項	26	404,868	420,585
Tax recoverables	可回收稅項		59	36
Fixed bank deposits	銀行定期存款	27	1,194,299	719,420
Bank balances and cash	銀行結餘及現金	27	848,130	1,405,457
			3,756,262	4,046,165

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As At 31 December 2020

於二零二零年十二月三十一日

		Notes	2020 二零二零年 HK\$'000 附註	2019 二零一九年 HK\$'000 千港元
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	28	1,167,117	1,648,705
Contract liabilities	合約負債	29	16,056	16,566
Interest-bearing borrowings	計息借款	30	—	81,000
Repurchase agreements	回購協議	35	239,479	252,686
Derivative financial instruments	衍生金融工具	32	19,521	38,078
Lease liabilities	租賃負債	39	16,202	30,203
Tax payables	應付稅項		8,995	10,554
			1,467,370	2,077,792
Net current assets	淨流動資產		2,288,892	1,968,373
Total assets less current liabilities	總資產減流動負債		5,458,687	5,713,337
Non-current liabilities	非流動負債			
Interest-bearing borrowings	計息借款	30	—	214,725
Deferred tax liabilities	遞延稅項負債	33	33,823	29,564
Lease liabilities	租賃負債	39	15,901	34,981
Redeemable and exchangeable preferred share	可贖回及可轉換優先股	34	—	152,822
Net defined benefit obligations	界定福利責任淨額	38	7,613	10,611
Long-term liabilities	長期負債		468	952
			57,805	443,655
NET ASSETS	淨資產		5,400,882	5,269,682

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As At 31 December 2020
於二零二零年十二月三十一日

		Notes	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Capital and reserves	資本及儲備			
Share capital	股本	36	6,142,962	6,142,962
Reserves	儲備	37	(953,398)	(1,141,273)
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益		5,189,564	5,001,689
Non-controlling interests	非控股權益	19	211,318	267,993
TOTAL EQUITY	總權益		5,400,882	5,269,682

Approved and authorised for issue by the Board of Directors on 25 March 2021 and signed on its behalf by

由董事會於二零二一年三月二十五日批准及授權
刊發，並由下列代表簽署

Han Ruixia

韓瑞霞
Director
董事

Zhang Zhenyi

張振義
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 equity holders of the Company 本公司權益持有人應佔											
Reserves 儲備											
		Share capital	Foreign currency translation reserve	FVOCI reserve	Other reserve	Treasury shares	Retained profits/(accumulated losses)	Total reserves	Sub-total	Non-controlling interests	Total
Notes 附註		股本 HK\$'000 千港元	外幣 匯兌儲備 HK\$'000 千港元	按公允值計入 其他全面 收入儲備 HK\$'000 千港元	其他儲備 HK\$'000 千港元	庫存股份 HK\$'000 千港元	保留溢利/ (累計虧損) HK\$'000 千港元	儲備總額 HK\$'000 千港元	小計 HK\$'000 千港元	非控股權益 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	6,142,962	(110,137)	49,026	70,801	-	3,644	13,334	6,156,296	634,415	6,790,711
Loss for the year	年内虧損	-	-	-	-	-	(1,149,856)	(1,149,856)	(1,149,856)	(22,341)	(1,172,197)
Other comprehensive income for the year	年内其他全面收入										
Items that will be reclassified subsequently to profit or loss	其後將重新分類至損益之項目										
Exchange differences on translation of foreign subsidiaries	境外附屬公司換算的匯兌差額	-	4,044	-	-	-	-	4,044	4,044	1,344	5,388
Share of other comprehensive loss of an associate	應佔一家聯營公司其他全面虧損	-	(2,480)	-	-	-	-	(2,480)	(2,480)	-	(2,480)
Items that will not be reclassified subsequently to profit or loss	其後將不會重新分類至損益之項目										
Changes in fair value of defined benefit scheme at fair value through other comprehensive income ("FVOCI")	界定福利計劃按公允值計入其他全面收入(按公允值計入其他全面收入)]之公允值變動	-	-	4,570	-	-	-	4,570	4,570	-	4,570
Changes in fair value of equity instruments at FVOCI	權益工具按公允值計入其他全面收入之公允值變動	-	-	116,057	-	-	-	116,057	116,057	-	116,057
Total other comprehensive income for the year	年内其他全面收入總額	-	1,564	120,627	-	-	-	122,191	122,191	1,344	123,535
Total comprehensive income for the year	年内全面收入總額	-	1,564	120,627	-	-	(1,149,856)	(1,027,665)	(1,027,665)	(20,997)	(1,048,662)
Transactions with equity holders	與權益持有人交易										
Dividend paid	已付股息	14	-	-	-	-	(29,859)	(29,859)	(29,859)	-	(29,859)
Deemed disposal of interests in subsidiaries with loss of control	視作出售附屬公司權益 (失去控制權)	40	-	(713)	-	(66,702)	-	-	(67,415)	(67,415)	(343,330) (410,745)
Partial disposal of interest in subsidiary without loss of control	出售附屬公司部分權益 (未失去控制權)	-	-	-	2,095	-	-	2,095	2,095	(2,095)	-
Repurchase of shares	回購股份	36	-	-	-	-	(1,102)	(30,661)	(31,763)	(31,763)	- (31,763)
Total transactions with equity holders	與權益持有人交易總額	-	(713)	-	(64,607)	(1,102)	(60,520)	(126,942)	(126,942)	(345,425)	(472,367)
At 31 December 2019	於二零一九年十二月三十一日	6,142,962	(109,286)	169,653	6,194	(1,102)	(1,206,732)	(1,141,273)	5,001,689	267,993	5,269,682

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 equity holders of the Company 本公司權益持有人應佔											
Reserves 儲備											
Notes 附註	Share capital 股本 HK\$'000 千港元	Foreign currency translation reserve 外幣 匯兌儲備 HK\$'000 千港元	FVOCI reserve 按公允值計入 其他全面 收入儲備 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元	Treasury shares 庫存股份 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total reserves 儲備總額 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	Non- controlling interests 非控股權益 HK\$'000 千港元	Total 總計 HK\$'000 千港元	
At 1 January 2020	於二零二零年一月一日	6,142,962	(109,286)	169,653	6,194	(1,102)	(1,206,732)	(1,141,273)	5,001,689	267,993	5,269,682
Loss for the year	年內虧損	-	-	-	-	-	(140,711)	(140,711)	(140,711)	(49,146)	(189,857)
Other comprehensive income for the year	年內其他全面收入										
Items that will be reclassified subsequently to profit or loss	其後將重新分類至損益之項目										
Exchange differences on translation of foreign subsidiaries	境外附屬公司換算的匯差額	-	36,402	-	-	-	-	36,402	36,402	519	36,921
Share of other comprehensive income of an associate	分佔一間聯營公司的其他全面收入	-	12,088	-	-	-	-	12,088	12,088	-	12,088
Items that will not be reclassified subsequently to profit or loss	其後將不會重新分類至損益之項目										
Changes in fair value of defined benefit scheme at fair value through other comprehensive income ("FVOCI")	界定福利計劃按公允值計入其他全面收入(按公允值計入其他全面收入)之公允值變動	-	-	2,514	-	-	-	2,514	2,514	-	2,514
Changes in fair value of equity instruments at FVOCI	權益工具按公允值計入其他全面收入之公允值變動	-	-	277,582	-	-	-	277,582	277,582	-	277,582
Total other comprehensive income for the year	年內其他全面收入總額	-	48,490	280,096	-	-	-	328,586	328,586	519	329,105
Total comprehensive income for the year	年內全面收入總額	-	48,490	280,096	-	-	(140,711)	187,875	187,875	(48,627)	139,248
Transactions with equity holders	與權益持有人交易										
Dividend paid to non-controlling interest	分派股息予非控股權益	19	-	-	-	-	-	-	-	(8,048)	(8,048)
Cancellation of repurchased shares	註銷回購股份	36	-	-	-	-	1,102	(1,102)	-	-	-
Total transactions with equity holders	與權益持有人交易總額	-	-	-	-	-	1,102	(1,102)	-	(8,048)	(8,048)
At 31 December 2020	於二零二零年十二月三十一日	6,142,962	(60,796)	449,749	6,194	-	(1,348,545)	(953,398)	5,189,564	211,318	5,400,882

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流轉表

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	附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
OPERATING ACTIVITIES					
Loss before taxation	經營業務 除稅前虧損			(187,122)	(1,200,927)
Exchange loss/(gain), net	匯兌虧損／(收益)淨額			3,385	(2,346)
Amortisation of intangible assets	無形資產攤銷	17		19,602	53,914
Depreciation of property, plant and equipment	物業、廠房及設備折舊	16		17,792	27,725
Depreciation of right-of-use assets	使用權資產折舊	39		18,467	34,294
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之 虧損	16		11,305	259
Impairment loss on financial assets for expected credit loss	財務資產就預期信貸虧損的 減值虧損			67,165	165,539
Gain on deemed disposal of interests in subsidiaries	視作出售附屬公司權益 之收益	40		–	(302,923)
Net fair value (gain)/loss on financial instruments	金融工具之公允值 (收益)／虧損淨額			(107,345)	31,875
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	16		–	1,203
Impairment loss on right-of-use assets	使用權資產減值虧損	39		–	89
Impairment loss on goodwill	商譽減值虧損	18		22,807	424,080
Impairment loss on intangible assets	無形資產減值虧損	17		76,796	120,907
Impairment loss on interests in associates	於聯營公司的權益之 減值虧損	20		191,346	487,136
Interest income, other than from loan receivables	利息收入 (不包括來自應收貸款)			(29,604)	(30,167)
Finance costs	融資成本	10		17,881	41,955
Share of results of associates	應佔聯營公司業績	20		(53,497)	(33,916)
Dividend income from financial assets at fair value through profit or loss	按公允值計入損益之財務資產 之股息收入	7		(10,169)	(11,554)
Provision of pension costs	退休金成本撥備	38		3,008	5,110
Loss on termination of leases	終止租賃之虧損	39		9,829	–

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流轉表

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 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Changes in working capital:	營運資金變動：			
Inventories	存貨		4,133	(19,009)
Financial assets at fair value through profit or loss	按公允值計入損益之財務資產		(557,291)	54,770
Financial assets at amortised cost	按攤銷成本計量之財務資產		76,571	(41,864)
Derivative financial instruments	衍生金融工具		2	(495)
Loan receivables	應收貸款		366,367	450,469
Trade and other receivables	貿易及其他應收款項		104,073	284,770
Trade and other payables	貿易及其他應付款項		(588,329)	(1,139,471)
Reverse repurchase and repurchase agreements	反向回購及回購協議		444,771	369,545
Fixed bank deposits	銀行定期存款		(199,274)	161,271
Contract liabilities	合約負債		(510)	7,021
Contribution paid to defined benefit pension plans	已付界定福利退休金計劃供款	38	(3,906)	(3,352)
Cash used in operations	經營所用現金		(281,747)	(64,092)
Tax paid	已付稅項		(238)	(35,642)
Interest received, other than loan receivables	已收利息 (不包括應收貸款)		29,980	30,167
Net cash used in operating activities	經營業務所用現金淨額		(252,005)	(69,567)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流轉表

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 二零二零年 HK\$'000 附註	2019 二零一九年 HK\$'000 千港元
INVESTING ACTIVITIES	投資業務			
Purchase of property, plant and equipment	購買物業、廠房及設備	16	(4,148)	(26,501)
Proceeds from sale of property, plant and equipment	出售物業、廠房及設備 所得款項		749	2,191
Purchase of intangible assets	購買無形資產	17	(4,636)	(11,150)
Investment in an associate	投資一間聯營公司	20	–	(40,000)
Dividend received from financial instrument	已收金融工具股息		7,068	11,554
Decrease in pledged bank deposits	已抵押銀行存款減少		–	80,791
Net cash outflow from deemed disposal of subsidiaries	視作出售附屬公司產生的 淨現金流出	40	–	(37,781)
Settlement of contingent consideration payable	結算應付或然代價	31	–	(5,761)
Dividends received from associates	已收聯營公司股息	20	23,355	–
Net cash generated from/(used in) investing activities	投資業務所得／(所用) 現金淨額		22,388	(26,657)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流轉表

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 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
FINANCING ACTIVITIES	融資活動	43(b)		
New bank loans and other loans raised	新銀行貸款及所籌集的其他貸款		–	252,170
Repayment of bank loans and other loans	償還銀行貸款及其他貸款		(294,750)	(193,020)
Repayment of amount due to an associate	償還應付一家聯營公司之款項		–	(25,000)
Dividend paid	已付股息	14	–	(29,859)
Dividend paid to investor of redeemable and exchangeable preferred share	已付投資者可贖回及可轉換優先股股息		–	(3,137)
Dividend paid to non-controlling interests	分派股息予非控股權益		(8,048)	–
Interest paid	已付利息	10	(17,881)	(41,955)
Repayment of principal portion of the lease liabilities	償還租賃負債本金部分		(27,115)	(33,320)
Share repurchased	已回購股份	36	–	(31,763)
Net cash used in from financing activities	融資活動所用現金淨額		(347,794)	(105,884)
Net decrease in cash and cash equivalents	現金及現金等價物之減少淨額		(577,411)	(202,108)
Cash and cash equivalents at the beginning of the reporting period	報告期初之現金及現金等價物	43(a)	1,405,457	1,603,086
Effect of exchange rate changes	匯率變動之影響		20,084	4,479
Cash and cash equivalents at the end of the reporting period, represented by bank balances and cash	報告期末之現金及現金等價物，指銀行結餘及現金	43(a)	848,130	1,405,457

NOTES TO THE FINANCIAL STATEMENTS

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

Mason Group Holdings Limited (the "Company") is a limited liability company incorporated in Hong Kong and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of the registered office and the principal place of business of the Company are disclosed in the corporate information of the annual report for year 2020. The principal activities of the Group and its subsidiaries are described in Notes 9 and 19 to the consolidated financial statements.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

(a) Adoption of new or amended HKFRSs

The Hong Kong Institute of Certified Public Accountants has issued a number of new or amended HKFRSs that are first effective for the current accounting period of the Group:

- Amendments to HKFRS 3, Definition of a Business
- Amendments to HKAS 1 and HKAS 8, Definition of Material
- Amendments to HKAS 39, HKFRS 7 and HKFRS 9, Interest Rate Benchmark Reform

Other than the amendments to HKFRS 3, none of these new or amended HKFRSs has a material impact on the Group's results and financial position for the current or prior period. Impact on the applications of these amended HKFRSs are summarised below.

1. 一般資料

茂宸集團控股有限公司(「本公司」)為於香港註冊成立之有限公司，其股份在香港聯合交易所有限公司(「聯交所」)上市。本公司之註冊辦事處及主要營業地點的地址於二零二零年年度報告之公司資料中披露。本集團及其附屬公司之主要業務載述於綜合財務報表附註9及19。

2. 採納香港財務報告準則(「香港財務報告準則」)

(a) 採納新訂或經修訂香港財務報告準則

香港會計師公會已頒布一系列新訂或經修訂香港財務報告準則，而該等準則於本集團當前會計期間首次生效：

- 香港財務報告準則第3號修訂業務之定義本
- 香港會計準則第1號及香港會計準則第8號修訂本重大之定義
- 香港會計準則第39號、香港財務報告準則第7號及香港財務報告準則第9號修訂本利率基準改革

除香港財務報告準則第3號之修訂本外，該等新訂本或經修訂香港財務報告準則概無對本集團於當前或過往期間的業績及財務狀況產生重大影響。應用該等經修訂香港財務報告準則的影響概述如下。

NOTES TO THE FINANCIAL STATEMENTS

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. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(Continued)*

(a) Adoption of new or amended HKFRSs

(Continued)

Amendments to HKRS 3, Definition of a Business

The amendments clarify the definition of a business and introduce an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The election to apply the concentration test is made for each transaction. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. If the concentration test is met, the set of activities and assets is determined not to be a business. If the concentration test is failed, the acquired set of activities and assets is further assessed based on the elements of a business.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

(a) 採納新訂或經修訂香港財務報告準則（續）

香港財務報告準則第3號之修訂本，業務的定義

該等修訂本澄清業務的定義，並引入選擇性集中度測試，允許簡化所收購的一組活動及資產是否不屬於業務的評估。本集團可按逐筆交易選擇應用集中度測試。倘所收購總資產的絕大部分公允值集中於單一可識別資產或一組類似可識別資產，則符合集中度測試。倘符合集中度測試，則該組活動及資產將獲釐定為並非一項業務。倘不符合集中度測試，則該組所收購活動及資產將基於業務元素作進一步評估。

NOTES TO THE FINANCIAL STATEMENTS

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. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(b) New or amended HKFRSs that have been issued but are not yet effective

The following new or amended HKFRSs, potentially relevant to the Group's financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group's current intention is to apply these changes on the date they become effective.

Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and HK Interpretation 5 (2020), Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause ⁵	香港會計準則第1號之修訂本	將負債分類為流動或非流動及香港詮釋第5號（二零二零年），呈列財務報表一借款人對包含按要求償還條款之有期貸款之分類 ⁵
Amendments to HKAS 16	Proceeds before Intended Use ³	香港會計準則第16號之修訂本	擬定用途前之所得款項 ³
Amendments to HKAS 37	Onerous Contracts — Cost of fulfilling a Contract ³	香港會計準則第37號之修訂本	虧損性合約一履行合約之成本 ³
Amendments to HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16	Interest Rate Benchmark Reform — phase 2 ²	香港會計準則第39號、香港財務報告準則第4號、香港財務報告準則第9號及香港財務報告準則第16號之修訂本	利率基準改革一香港財務報告準則第2階段 ²
Amendments to HKFRS 3	Reference to the Conceptual Framework ⁴	香港財務報告準則第3號之修訂本	概念框架之提述 ⁴
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁶	香港財務報告準則第10號及香港會計準則第28號之修訂本	投資者與其聯營公司或合營企業之間資產出售或注資 ⁶
Amendments to HKFRS 16	COVID-19-Related Rent Concessions ¹	香港財務報告準則第16號之修訂本	與COVID-19有關的租金寬免 ¹
HKFRS 17	Insurance Contracts ⁵	香港財務報告準則第17號	保險合約 ⁵
Annual Improvements to HKFRSs 2018-2020	Amendments to HKFRS 1, HKFRS 9 and HKFRS 16 ³	香港財務報告準則於二零一八年至二零二零年的年度改進	香港財務報告準則第1號、香港財務報告準則第9號及香港財務報告準則第16號之修訂本 ³

NOTES TO THE FINANCIAL STATEMENTS

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. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(b) New or amended HKFRSs that have been issued but are not yet effective (Continued)

- 1 Effective for annual periods beginning on or after 1 June 2020.
- 2 Effective for annual periods beginning on or after 1 January 2021.
- 3 Effective for annual periods beginning on or after 1 January 2022.
- 4 Effective for business combinations for which the date of acquisition is on or after the beginning of the first annual period beginning on or after 1 January 2022.
- 5 Effective for annual periods beginning on or after 1 January 2023.
- 6 The amendments shall be applied prospectively to the sale or contribution of assets occurring in annual periods beginning on or after a date to be determined.

Amendments to HKAS 1, Classification of Liabilities as Current or Non-current and HK Interpretation 5 (2020), Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause

The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability and explain that rights are in existence if covenants are complied with at the end of the reporting period. The amendments also introduce a definition of 'settlement' to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

HK Int 5 (2020) was revised as a consequence of the Amendments to HKAS 1 issued in August 2020. The revision to HK Int 5 (2020) updates the wordings in the interpretation to align with the Amendments to HKAS 1 with no change in conclusion and do not change the existing requirements.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已獲頒佈但尚未生效的新訂或經修訂香港財務報告準則(續)

- 1 於二零二零年六月一日或之後開始之年度期間生效。
- 2 於二零二一年一月一日或之後開始之年度期間生效。
- 3 於二零二二年一月一日或之後開始之年度期間生效。
- 4 對收購日期為二零二二年一月一日或之後開始的首個年度期間開始當日或之後的業務合併生效。
- 5 於二零二三年一月一日或其後開始之年度期間生效。
- 6 該等修訂前瞻性應用於在待釐定期當日或之後開始的年度期間所發生的銷售或注入資產。

香港會計準則第1號之修訂本 — 負債分類為流動或非流動及香港詮釋第5號(二零二零年)，呈列財務報表 — 借款人對包含按要求償還條款之有期貸款之分類

該等修訂本澄清，將負債分類為流動或非流動是基於報告期末存在的權利，並明確指出，分類不受有關實體是否會行使其延遲清償負債的權利的預期影響，並解釋若在報告期末遵守契諾，則權利即告存在。修訂本亦引入了「結算」的定義，以明確指出結算是指將現金、權益工具、其他資產或服務轉移予對手方。

香港詮釋第5號(二零二零年)因在二零二零年八月發出的香港會計準則第1號(修訂本)而修訂。香港詮釋第5號(二零二零年)的修訂更新了釋義的用詞，以配合香港會計準則第1號(修訂本)，其結論及現有規定均無變動。

NOTES TO THE FINANCIAL STATEMENTS

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. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(b) New or amended HKFRSs that have been issued but are not yet effective (Continued) Amendments to HKAS 16, Proceeds before Intended Use

The amendments prohibit deducting from the cost of an item of property, plant and equipment. Any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, the proceeds from selling such items, and the cost of producing those items, is recognised in profit or loss.

Amendments to HKAS 37, Onerous Contracts — Cost of Fulfilling a Contract

The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (e.g. direct labour and materials) or an allocation of other costs that relate directly to fulfilling contracts (e.g. the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已獲頒佈但尚未生效的新訂或經修訂香港財務報告準則(續) 香港會計準則第16號之修訂本，擬定用途前的所得款項

修訂本禁止從物業、廠房及設備項目成本中扣除。出售在使該資產達到能夠以管理層擬定的方式營運所需的地點及狀況時生產的任何項目所得的任何收益。相反，出售該等項目的收益及生產該等項目的成本則於損益中確認。

香港會計準則第37號之修訂本 — 虧損性合約 — 履行合約之成本

修訂本訂明，「履行合約的成本」包括「與合約直接相關的成本」。與合約直接相關的成本可以是履行合約的增量成本(如直接人工及材料)，或與履行合約直接相關的其他成本的分配(如用於履行合約的物業、廠房及設備項目的折舊費用的分配)。

NOTES TO THE FINANCIAL STATEMENTS

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. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(Continued)*

(b) New or amended HKFRSs that have been issued but are not yet effective *(Continued)*
Amendments to HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16, Interest Rate Benchmark Reform — Phase 2

The amendments address issues that might affect financial reporting when a company replaces the old interest rate benchmark with an alternative benchmark rate as a result of the interest rate benchmark reform (the "Reform"). The amendments complement those issued in November 2019 and relate to (a) changes to contractual cash flows in which an entity will not have to derecognise or adjust the carrying amount of financial instruments for changes required by the Reform, but will instead update the effective interest rate to reflect the change to the alternative benchmark rate; (b) hedge accounting in which an entity will not have to discontinue its hedge accounting solely because it makes changes required by the Reform, if the hedge meets other hedge accounting criteria; and (c) disclosures in which an entity will be required to disclose information about new risks arising from the Reform and how it manages the transition to alternative benchmark rates.

2. 採納香港財務報告準則（「香港財務報告準則」）(續)

(b) 已獲頒佈但尚未生效的新訂或經修訂香港財務報告準則(續)
香港會計準則第39號、香港財務報告準則第4號、香港財務報告準則第7號、香港財務報告準則第9號及香港財務報告準則第16號之修訂本—利率基準改革—第2階段

修訂本涉及因利率基準改革（「改革」）而導致公司以替代基準利率取代舊利率基準時可能影響財務報告的問題。修訂本與二零一九年十一月發佈的修訂相輔相成，涉及(a)合約現金流的變化，實體無需因改革要求的變化而終止確認或調整金融工具的賬面金額，而是更新實際利率以反映替代基準利率的變化；(b)對沖會計，即如果某實體的對沖符合其他對沖會計標準，則該實體不必僅僅因為作出改革所要求的變化而終止其對沖會計；及(c)披露，即要求該實體披露有關改革所產生的新風險的資訊，以及該實體如何管理向替代基準利率的過渡。

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(b) New or amended HKFRSs that have been issued but are not yet effective (Continued) **Amendments to HKFRS 3, Reference to the Conceptual Framework**

The amendments update HKFRS 3 so that it refers to the revised Conceptual Framework for Financial Reporting 2018 instead of the version issued in 2010. The amendments add to HKFRS 3 a requirement that, for obligations within the scope of HKAS 37, an acquirer applies HKAS 37 to determine whether at the acquisition date a present obligation exists as a result of past events. For a levy that would be within the scope of HK(IFRIC)-Int 21 Levies, the acquirer applies HK(IFRIC)-Int 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date. The amendments also add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

Amendments to HKFRS 10 and HKAS 28, Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments clarify situations where there is a sale or contribution of assets between an investor and its associate or joint venture. When the transaction with an associate or joint venture that is accounted for using the equity method, any gains or losses resulting from the loss of control of a subsidiary that does not contain a business are recognised in the profit or loss only to the extent of the unrelated investors' interests in that associate or joint venture. Similarly, any gains or losses resulting from the remeasurement of retained interest in any former subsidiary (that has become an associate or a joint venture) to fair value are recognised in the profit or loss only to the extent of the unrelated investors' interests in the new associate or joint venture.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已獲頒佈但尚未生效的新訂或經修訂香港財務報告準則(續) **香港財務報告準則第3號之修訂本，概念框架之提述**

修訂本更新了香港財務報告準則第3號，使其提及經修訂二零一八年財務報告概念框架而非二零一零年頒佈的版本。修訂本在香港財務報告準則第3號中加入一項規定，即就香港會計準則第37號範圍內的責任而言，收購方應用香港會計準則第37號釐定於收購日期是否因過往事件而存在現有責任。就屬於香港(國際財務報告詮釋委員會)－詮釋第21號徵費範圍內的徵費而言，收購方應用香港(國際財務報告詮釋委員會)－詮釋第21號來釐定導致支付徵費責任的責任事件是否已於收購日期前發生。修訂本亦增加了一項明確的說明，即收購人不會確認在業務合併中收購的或有資產。

香港財務報告準則第10號及香港會計準則第28號之修訂本，投資者與其聯營公司或合營企業之間資產出售或注資

修訂本澄清投資者與其聯營公司或合營企業之間的資產出售或注入的情況。當與採用權益法入賬的聯營公司或合營企業進行交易時，因失去不包含業務的附屬公司的控制權而產生的任何收益或虧損，僅以非關聯投資者在該聯營公司或合營企業的權益為限在損益中確認。同樣地，將任何前附屬公司(已成為聯營公司或合營企業)的保留權益重新計量至公允值而產生的任何收益或虧損，僅以非關聯投資者於新聯營公司或合營企業的權益為限在損益中確認。

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(Continued)*

(b) New or amended HKFRSs that have been issued but are not yet effective *(Continued)*

Amendment to HKFRS 16, COVID-19-Related Rent Concessions

Amendment to HKFRS 16 provides a practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the COVID-19 pandemic. The practical expedient applies only to rent concessions occurring as a direct consequence of the pandemic and only if (i) 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; (ii) any reduction in lease payments affects only payments originally due on or before 30 June 2021; and (iii) there is no substantive change to other terms and conditions of the lease. The amendment is effective for annual periods beginning on or after 1 June 2020 with earlier application permitted and shall be applied retrospectively.

HKFRS 17, Insurance Contracts

The new standard establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts and supersedes HKFRS 4, Insurance Contracts. The standard outlines a 'General Model', which is modified for insurance contracts with direct participation features, described as the 'Variable Fee Approach'. The General Model is simplified if certain criteria are met by measuring the liability for remaining coverage using the Premium Allocation Approach

2. 採納香港財務報告準則（「香港財務報告準則」）(續)

(b) 已獲頒佈但尚未生效的新訂或經修訂香港財務報告準則(續)

香港財務報告準則第16號之修訂本一與COVID-19有關的租金寬免

香港財務報告準則第16號之修訂本為承租人提供可行權宜方法，可選擇不就二零一九年新型冠狀病毒肺炎直接導致的租金寬免應用租賃修訂會計處理。該可行權宜方法僅適用於COVID-19直接導致的租金寬免，並僅在以下情況下適用：(i)租賃付款變動所導致的經修訂租賃代價與緊接該變動前的租賃代價大致相同或低於有關代價；(ii)租賃付款的任何減幅僅影響原到期日為二零二一年六月三十日或之前的付款；及(iii)其他租賃條款及條件並無實質變動。該修訂本於二零二零年六月一日或之後開始的年度期間生效，允許提早應用，並須追溯應用。

香港財務報告準則第17號 — 保險合約

新準則確立了保險合約的確認、計量、呈列及披露原則，並取代香港財務報告準則第4號保險合約。該準則概述了「一般模式」，並對具有直接參與特點的保險合約作出修訂，稱為「可變費用法」。若符合某些標準，則可簡化「一般模式」，以保費分配法來衡量剩餘保障的責任。

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2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(b) New or amended HKFRSs that have been issued but are not yet effective (Continued) Annual Improvements to HKFRSs 2018–2020, Amendments to HKFRS 1, HKFRS 9 and HKFRS 16

The annual improvements amends a number of standards, including:

- HKFRS 1, First-time Adoption of Hong Kong Financial Reporting Standards, which permit a subsidiary that applies paragraph D16(a) of HKFRS 1 to measure cumulative translation differences using the amounts reported by its parent, based on the parent's date of transition to HKFRSs.
- HKFRS 9, Financial Instruments, which clarify the fees included in the '10 per cent' test in paragraph B3.3.6 of HKFRS 9 in assessing whether to derecognise a financial liability, explaining that only fees paid or received between the entity and the lender, including fees paid or received by either the entity or the lender on other's behalf are included.
- HKFRS 16, Leases, which amend Illustrative Example 13 to remove the illustration of reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives are illustrated in that example.

The Group is not yet in a position to state whether these new pronouncements will result in substantial changes to the Group's accounting policies and financial statements.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已獲頒佈但尚未生效的新訂或經修訂香港財務報告準則(續) 香港財務報告準則於二零一八年至二零二零年的年度改進、香港財務報告準則第1號、香港財務報告準則第9號及香港財務報告準則第16號之修訂本

年度改進修訂多項準則，包括：

- 香港財務報告準則第1號，首次採納香港財務報告準則，允許應用香港財務報告準則第1號第D16(a)段的附屬公司根據母公司過渡至香港財務報告準則的日期，使用母公司報告的金額計量累計匯兌差額。
- 香港財務報告準則第9號，金融工具，闡明評估是否終止確認金融負債時進行的香港財務報告準則第9號第B3.3.6段「10%」測試所包括的費用，並解釋僅實體與貸款人之間支付或收取的費用，包括實體或貸款人代表其他方支付或收取的費用方會包括在內。
- 香港財務報告準則第16號，租賃，修訂第13項範例以刪除由出租人償還租賃裝修的說明，進而解決因該示例中租賃優惠的說明方式而可能產生的任何有關租賃優惠處理的潛在混淆。

本集團現階段未能確定該等新修訂會否導致本集團的會計政策及財務報表出現重大變動。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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3. BASIS OF PREPARATION

(a) Statement of compliance

The financial statements have been prepared in accordance with all HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations (hereinafter collectively referred to as the "HKFRS") and the provisions of Hong Kong Companies Ordinance which concern the preparation of financial statements. In addition, the financial statements include applicable disclosures required by the Rules Governing the Listing of Securities ("Listing Rules") on the Stock Exchange.

(b) Basis of measurement

The financial statements have been prepared under the historical cost basis except for certain financial instruments, which are measured at fair values as explained in the accounting policies set out below.

4. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of consolidation

These consolidated financial statements comprise the financial statements of the Company and all of its subsidiaries. The financial statements of its subsidiaries are prepared for the same reporting year as that of the Company using consistent accounting policies.

All intra-group balances, transactions, incomes and expenses and profits and losses resulting from intra-group transactions are eliminated in full. The results of subsidiaries are consolidated from the date on which the Group obtains control and continue to be consolidated until the date that such control ceases.

3. 編製基準

(a) 合規聲明

財務報表按照所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋（統稱「香港財務報告準則」）以及香港公司條例有關編製財務報表之條文而編製。此外，財務報表包括聯交所證券上市規則（「上市規則」）規定之適用披露事項。

(b) 計量基準

財務報表乃按歷史成本基準編製，誠如下文所載會計政策解釋，惟按公允值計量之若干金融工具除外。

4. 主要會計政策

(a) 綜合入賬基準

該等綜合財務報表包括本公司及其所有附屬公司之財務報表。其附屬公司之財務報表均按與本公司相同之報告年度及一致之會計政策編製。

所有集團內公司間之結餘、交易與集團內公司間交易所產生的收支及損益均全數抵銷。附屬公司業績自本集團取得控制權當日起綜合入賬，直至本集團不再擁有控制權當日為止。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2020
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4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(a) Basis of consolidation *(Continued)*

Non-controlling interests (the "NCI") are presented, separately from equity holders of the Company, in the consolidated statement of comprehensive income and within equity in the consolidated statement of financial position. The NCIs in the acquiree, that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in event of liquidation, are measured initially either at fair value or at the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets. This choice of measurement basis is made on an acquisition-by-acquisition basis.

Allocation of total comprehensive income

Profit or loss and each component of other comprehensive income are attributed to the equity holders of the Company and to the NCIs. Total comprehensive income is attributed to the equity holders of the Company and the non-controlling interest even if this results in the non-controlling interest having a deficit balance.

Changes in ownership interest

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the equity holders of the Company.

4. 主要會計政策 *(續)*

(a) 綜合入賬基準 *(續)*

非控股權益（「非控股權益」）於綜合全面收益表內及綜合財務狀況表權益內與本公司權益持有人分開呈列。屬現時擁有權權益並賦予持有人於被收購方清盤時按比例分佔被收購方的非控股權益初步按公允值或按現時擁有權工具應佔被收購方可識別淨資產確認金額比例計量。計量基準依個別收購事項而選擇。

分配全面收入總額

本公司權益持有人及非控股權益分佔損益及其他全面收入之各部分。即使會導致非控股權益有虧蝕結餘，全面收入總額須分配予本公司權益持有人及非控股權益。

所有權權益之變動

本集團所持附屬公司所有權變更（未導致失去控制權）作為股權交易入賬。控股及非控股權益的賬面值根據所持附屬公司相關權益的變更而調整。非控股權益所調整的金額與所付或所收代價公允值的差額直接於權益確認，歸屬本公司權益持有人。

NOTES TO THE FINANCIAL STATEMENTS

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Basis of consolidation (Continued)

Changes in ownership interest (Continued)

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest determined at the date when control is lost and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests at the date when control is lost. The amount previously recognised in other comprehensive income in relation to the disposed subsidiary are accounted for on the same basis as would be required if the Group had directly disposed of the related assets or liabilities. Any investment retained in the former subsidiary and any amount owed by or to the former subsidiary are accounted for as a financial asset, associate, joint venture or others as appropriate from the date when control is lost.

(b) Business combination

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive processes and whether the acquired set has the ability to produce outputs.

The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

4. 主要會計政策(續)

(a) 綜合入賬基準(續)

所有權權益之變動(續)

當本集團失去附屬公司的控制權時，出售的收益或虧損按(i)失去控制權當日釐定的所收代價總公允值及任何保留權益公允值與(ii)失去控制權當日附屬公司的資產(包括商譽)及負債及任何非控股權益的賬面值之間的差額計算。先前於其他全面收入所確認有關所出售附屬公司的金額按猶如本集團直接出售相關資產或負債的方式入賬。於原附屬公司保留的任何投資或原附屬公司所欠或應付原附屬公司的任何金額自失去控制權當日起作為財務資產、聯營公司、合營公司或其他(如適當)入賬。

(b) 業務合併

當收購的業務及資產組符合一項業務的定義，且其控制權轉移至本集團時，該業務合併以收購法入賬。於釐定特定活動及資產組是否成其為一項業務時，本集團評估所收購資產組及活動是否至少包含一項輸入及實質流程，及所收購資產組是否具備輸出能力。

業務合併所轉讓的代價按公允值計量，而計算方法為本集團所轉讓的資產、本集團向被收購方原擁有人承擔的負債及本集團於交換被收購方的控制權發行的權益於收購日之公允值總額。有關收購的成本一般於產生時在損益賬中確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Business combination (Continued)

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- Deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Income Taxes* and HKAS 19 *Employee Benefits* respectively;
- Liabilities or equity instruments related to share-based payment arrangements of the acquiree or share based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 *Share-based Payment* at the acquisition date (see the accounting policy below); and
- Assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after re-assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

4. 主要會計政策(續)

(b) 業務合併(續)

於收購日期，所收購可識別資產及所承擔負債按其公允值確認，惟下列項目除外：

- 遲延稅項資產或負債及與僱員福利安排有關的資產或負債分別根據香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量；
- 與被收購方以股份支付安排或本集團訂立以股份支付安排取代被收購方以股份支付安排有關的負債或股本工具，於收購日期根據香港財務報告準則第2號「以股份支付款項」計量(見下文會計政策)；及
- 根據香港財務報告準則第5號「持作出售的非流動資產及已終止經營業務」分類為持作出售的資產(或出售組合)根據該項準則計量。

商譽乃以所轉讓的代價、任何非控股權益於被收購方中所佔金額及收購方以往持有的被收購方(倘有)股權公允值的總和超出所收購可識別資產及所承擔負債於收購日期的淨值的部分計量。倘經過重新評估後，所收購可識別資產及所承擔負債於收購日期的淨值超出所轉讓代價、任何非控股權益於被收購方中所佔金額及收購方以往持有的被收購方權益(倘有)公允值的總和，則超出部分即時於損益賬內確認為議價購買收益。

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4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(b) Business combination *(Continued)*

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in another HKFRS.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments made against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates with the corresponding gain or loss being recognised in profit or loss.

4. 主要會計政策(續)

(b) 業務合併(續)

屬現時所有權權益且於清盤時讓持有人有權按比例分佔實體資產淨值的非控股權益，可初步按公允值或非控股權益應佔被收購方可識別資產淨值的已確認金額比例計量。計量基準視乎每項交易而作出選擇。其他類別的非控股權益乃按其公允值或(如適用)另一項香港財務報告準則規定的基準計量。

倘本集團於業務合併中轉讓之代價包括或然代價安排產生之資產或負債，則或然代價按其於收購日期之公允值計量。符合資格為計量期間調整之或然代價公允值變動將予追溯調整並對商譽作出相應調整。計量期間調整為於「計量期間」(不可超過自收購日期起計一年)取得有關於收購日期已存在之事實及情況之額外資料產生之調整。

不合資格為計量期間調整之或然代價公允值變動後續會計處理取決於如何將或然代價分類。分類為權益之或然代價不會於後續報告日期重新計量，其後續結算亦於權益內入賬。分類為資產或負債之或然代價將於後續報告日期重新計量，相應之盈虧於損益內確認。

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4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(b) Business combination *(Continued)*

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

(c) Goodwill

Goodwill on acquisition of business is recognised as a separate asset and is carried at cost less accumulated impairment losses.

For the purposes of impairment testing, goodwill is allocated to each of the cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

4. 主要會計政策 *(續)*

(b) 業務合併 *(續)*

倘業務合併分階段達成，本集團以往所持的被收購方股本權益按收購日期（即本集團取得控制權當日）公允值重新計量，所產生的盈虧（如有）在損益賬中確認。倘出售於被收購方權益，則以往在其他全面收益中確認的從該等於被收購方的權益於收購日期前產生的金額重新分類至損益（倘此處理方法合適）。

倘業務合併的初步會計處理於合併產生的報告期末仍未完成，則本集團會就仍未完成會計處理的項目呈報暫定金額。該等暫定金額於計量期間（見上文）內作出調整，以及確認額外資產或負債，以反映獲得有關於收購日期已存在事實及情況的新資料，而倘知悉該等資料，將會影響於當日確認的金額。

(c) 商譽

收購業務產生的商譽確認為獨立資產，並按成本減累計減值虧損列賬。

就減值測試而言，商譽會分配至預期可從合併的協同效益中獲益的各個現金產生單位（或現金產生單位組合）。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Goodwill (Continued)

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

(d) Subsidiaries

A subsidiary is an entity that is controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the elements of control.

In the Company's statement of financial position which is presented within these notes, investments in subsidiaries are stated at cost less accumulated impairment losses. The carrying amount of the investments is reduced to its recoverable amount on an individual basis, if it is higher than the recoverable amount. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

4. 主要會計政策(續)

(c) 商譽(續)

獲分配商譽的現金產生單位會每年進行減值測試，或於有跡象顯示該單位可能出現減值時更為頻繁地進行減值測試。就於報告期間因收購產生的商譽而言，獲分配商譽的現金產生單位會於該報告期間結束前進行減值測試。倘現金產生單位的可回收金額少於其賬面值，則減值虧損會先用作減低任何分配至該單位的商譽的賬面值，其後則按該單位內各項資產賬面值的比例分配至該單位的其他資產。任何商譽減值虧損直接於損益賬內確認。就商譽確認的減值虧損不會於其後期間撥回。

於出售相關現金產生單位時，商譽應佔金額於釐定出售時的損益金額時計入在內。

(d) 附屬公司

附屬公司是指受本集團控制之實體。當本集團須承擔或享有參與有關實體業務所得可變動回報之風險或權利，並能透過其在該實體之權力影響該等回報，即本集團對該實體具有控制權。本集團於有關事實及情況表明一項或多項控制權因素出現變動時，重新評估其是否對實體具有控制權。

該等附註呈列之本公司財務狀況報表內，於附屬公司之投資按成本減累計減值虧損列賬。如投資賬面值超過可收回金額，則按個別投資項目撇減至可收回金額，而附屬公司之業績則由本公司按已收及應收股息列賬。

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4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(e) Associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The Group's investment in associates are accounted for under the equity method of accounting. Under the equity method, the investment is initially recorded at cost and adjusted thereafter for the post-acquisition changes in the Group's share of the investee's net assets and any impairment loss relating to the investment. Except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee, the Group discontinues recognising its share of further losses when the Group's share of losses of the investee equals or exceeds the carrying amount of its interest in the investee, which includes any long term interests that, in substance, form part of the Group's net investment in the investee.

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates or joint venture, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

Goodwill arising on an acquisition of an associate is measured as the excess of the cost of investment over the Group's share of the net fair value of the identifiable assets and liabilities of the acquired associate. Such goodwill is included in interests in associates. On the other hand, any excess of the Group's share of its net fair value of identifiable assets and liabilities over the cost of investment is recognised immediately in profit or loss as an income.

4. 主要會計政策(續)

(e) 聯營公司

聯營公司指本集團對其有重大影響之實體。重大影響是有權參與投資對象之財務及經營政策決策，但並非對該等政策之控制或共同控制。

本集團於聯營公司之投資乃根據權益會計法入賬。根據權益法，投資先以成本入賬，其後，就本集團佔該承資公司淨資產在收購後的變動及與該項投資有關的任何減值虧損作出調整。當本集團應佔承資公司之虧損份額等於或超出其於承資公司權益(包括任何實質上為本集團於承資公司淨投資部分的長期權益)之賬面值，本集團會終止確認其應佔進一步虧損，惟本集團已招致法定或推定責任或代表承資公司付款之情況除外。

本集團與聯營公司或合營公司交易產生之未變現溢利及虧損以本集團所持聯營公司或合營公司之權益為限予以抵銷，惟該未變現虧損證明已轉讓資產出現減值除外，在此情況下，則即時於損益內確認相關虧損。

收購聯營公司產生之商譽乃按投資成本超出本集團於所收購聯營公司分佔之可識別資產及負債之公允值淨額計量。該商譽計入於聯營公司之權益。另一方面，本集團分佔其可識別資產及負債之任何公允值淨額超出投資成本之任何差額，即時於損益確認為收入。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

Depreciation is provided to write off the cost less accumulated impairment losses of property, plant and equipment over their estimated useful lives as set out below from the date on which they are available for use and after taking into account their estimated residual values, using the straight-line method. Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis and depreciated separately:

Leasehold improvements	Over the lease terms or 5 years
Furniture and fixtures	3–10 years
Computer and office equipment	2–10 years
Medical equipment	3–7 years
Motor vehicles and yacht	4–10 years
Freehold land	Indefinite
Building	50 years

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 derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the period in which the item is derecognised. Freehold land is stated at cost less accumulated impairment losses. No depreciation is provided for freehold land.

4. 主要會計政策(續)

(f) 物業、廠房及設備

物業、廠房及設備按成本減累計折舊及累計減值虧損列賬。物業、廠房及設備項目之成本包括購買價及使資產投入運作及運至現址作擬定用途之任何直接應佔費用。維修及保養費用在產生期間於損益扣除。

物業、廠房及設備之折舊自可供使用當日起於下列估計使用年限並計及其估計剩餘價值後，以直線法撇銷其成本減累計減值虧損撥備。倘物業、廠房及設備項目各部分具不同使用年限，則按合理基準分配有關項目的成本，並單獨計提折舊：

租賃物業裝修	租期內或 5年
傢俬及裝置	3–10年
電腦及辦公室設備	2–10年
醫療設備	3–7年
汽車及船舶	4–10年
永久業權土地	無限年期
樓宇	50年

物業、廠房及設備項目於出售或預期持續使用該等資產將不會產生未來經濟利益時終止確認。終止確認資產所產生的盈虧(按出售所得款項淨額與該項目賬面值之差額計算)於終止確認項目期間計入損益。永久業權土地按成本減累計減值虧損列賬。永久業權土地並無計提減值撥備。

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4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(g) Intangible assets

Intangible assets acquired separately are initially recognised at cost. The cost of intangible assets acquired in a business combination is fair value at the date of acquisition. Subsequently, intangible assets with finite useful lives are stated at cost less accumulated amortisation and impairment losses. Intangible assets with indefinite useful lives are carried at costs less any accumulated impairment losses. Expenditure on internally generated goodwill and brands is recognised as an expense in the period in which it incurred.

Amortisation of intangible assets is charged to profit or loss on a straight-line basis over the assets' estimated useful lives as follows:

Brand names	10 years — indefinite
Licenses and trading lights	7 years — indefinite
Trademarks	10 years
Customer and franchisee relationships	5–10 years
Computer software and systems	3 years

Both the period and method of amortisation are reviewed annually.

Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for prospectively from the date of change and in accordance with the policy for amortisation of intangible assets with finite lives as set out above. Intangible assets with indefinite useful life are tested for impairment at least annually.

4. 主要會計政策(續)

(g) 無形資產

個別收購之無形資產初步按成本確認。於業務合併中收購之無形資產成本為於收購日期之公允值。其後，具有限可使用年期之無形資產按成本減累計攤銷及減值虧損列賬。具無限可使用年期之無形資產按成本減任何累計減值虧損列賬。內部產生之商譽及品牌開支於產生期間確認為開支。

無形資產之攤銷乃於資產的以下估計可使用年期內按直線基準於損益扣除：

品牌名稱	10年—無限期
許可及交易權	7年—無限期
商標	10年
客戶與特許	5–10年
經營商關係	
電腦軟件及系統	3年

攤銷的期間及方法均每年檢討。

本集團每年對使用壽命不確定的無形資產的使用壽命進行覆核，以確定事件及情況是否能夠繼續支持該資產使用期限為無限的認定。倘並無無限可使用年期，則資產的可使用年期評估會由無限變成有限，並自變動日期起根據上文所載有限可使用年期的無形資產攤銷政策預提入賬。使用壽命不確定的無形資產至少每年進行一次減值測試。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Financial instruments

(i) Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

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

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the Group classifies its debt instruments:

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

4. 主要會計政策(續)

(h) 金融工具

(i) 財務資產

財務資產(除非其為概無重大融資成分之貿易應收款項)初始按公允值加(並非按公允值計入損益之項目)直接應佔其收購或發行之交易成本計量。概無重大融資部分之貿易應收款項初始按交易價計量。

所有以常規方式買賣的財務資產均於交易日(即本集團承諾買賣該資產當日)予以確認。常規方式買賣指規定須於一般市場規例或慣例確立之期間內交付資產的財務資產買賣。

附帶嵌入衍生工具的財務資產於釐定其現金流量是否純粹為支付本金及利息時以整體作出考慮。

債務工具

其後計量債務工具視乎本集團管理資產的業務模式及資產的現金流量特徵。本集團對其債務工具分類有兩種計量類別：

攤銷成本：倘該等現金流量僅指本金及利息付款，則收取合約現金流量而持有之資產按攤銷成本計量。按攤銷成本計量的財務資產其後採用實際利率法計量。利息收入、匯兌收益及虧損以及減值於損益確認。終止確認的任何收益於損益確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Financial instruments (Continued)

(i) Financial assets (Continued)

Debt instruments (Continued)

Fair value through other comprehensive income ("FVOCI"): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through OCI. Debt investments at FVOCI are subsequently measured at fair value. Interest income calculated using the effective interest rate method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in other comprehensive income. On derecognition, gains and losses accumulated in other comprehensive income are reclassified to profit or loss.

Equity instruments

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. Equity investments at FVOCI are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss. All other equity instruments are classified as FVTPL, whereby changes in fair value, dividends and interest income are recognised in profit or loss.

4. 主要會計政策(續)

(h) 金融工具(續)

(i) 財務資產(續)

債務工具(續)

按公允值計入其他全面收入（「按公允值計入其他全面收入」）：倘資產之現金流量僅為本金及利息付款，則為收取合約現金流量及出售財務資產而持有之資產按公允值計入其他全面收入計量。按公允值計入其他全面收入的債務投資其後按公允值計量。採用實際利率法計算的利息收入、匯兌收益及虧損以及減值於損益確認。其他收益及虧損淨額於其他全面收益確認。於其他全面收益累計的收益及虧損在終止確認時重新分類至損益。

股本工具

於初步確認並非持作買賣之股本投資時，本集團可作出不可撤銷之選擇，以於其他全面收益中呈列投資公允值之後續變動。選擇乃按投資逐項作出。按公允值計入其他全面收入之股本投資按公允值計量。股息收入於損益內確認，除非股息收入明確表示收回部分投資成本。其他收益及虧損淨額於其他全面收益確認且不會重新分類至損益。所有其他股本工具分類為按公允值計入損益，其中公允值、股息及利息收入之變動乃於損益中確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Financial instruments (Continued)

(ii) Impairment loss on financial assets

The Group recognises loss allowance for ECLs on trade receivables, financial assets measured at amortised cost and debt investments measured at FVOCI. The ECLs are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

Loss allowance for ECLs on trade receivables arising from the segments of (i) franchisor and retail of mother-infant-child products and (ii) manufacture of infant formula and nutritional products are based on management's estimated of the lifetime ECLs to be incurred.

General approach is adopted for loss allowance for ECLs on (i) loan receivables, (ii) accounts receivable from clients arising from provision of wealth and asset management services and (iii) accounts receivable from third parties arising from provision of securities and commodities brokerage services. The ECLs are based on the 12-months ECLs. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.

4. 主要會計政策(續)

(h) 金融工具(續)

(ii) 財務資產之減值虧損

本集團就按攤銷成本計量之貿易應收款項、財務資產及按公允值計入其他全面收入計量之債務投資確認預期信貸虧損之虧損撥備。預期信貸虧損按以下任一基準計量：(1)12個月預期信貸虧損：該等是由於報告日期後12個月內導致可能發生之違約事件之預期信貸虧損；及(2)年限內預期信貸虧損：該等是由於金融工具預期年期內導致所有可能違約事件之預期信貸虧損。估計預期信貸虧損時所考慮之最長期限是本集團面臨信貸風險之最長合約期。

預期信貸虧損是信貸虧損的概率加權估計。信貸虧損基於根據合約應付本集團之所有合約現金流量與本集團預期收取之所有現金流量之間的差額。該差額其後按與資產原實際利率相近之比率貼現。

自(i)特許專營及零售母嬰產品及(ii)製造嬰幼兒配方奶粉及營養產品分部產生的貿易應收款項的預期信貸虧損損失撥備乃基於管理層對將產生的年限內預期信貸虧損估計。

就(i)應收貸款、(ii)自提供財富及資產管理服務而產生的應收客戶賬款及(iii)自提供證券及商品經紀服務產生的應收第三方賬款的預期信貸虧損損失撥備採納一般方法。預期信貸虧損乃基於12個月預期信貸虧損。然而倘信貸風險從最初開始大幅增加，則撥備將基於年限內預期信貸虧損。

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4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(h) Financial instruments *(Continued)*

(ii) Impairment loss on financial assets

(Continued)

The ECL models applied by the Group is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial assets at amortised cost that are subject to impairment under the general approach are classified within the following stages for measurement of ECLs:

Stage 1: at the reporting date, the credit risk on a financial instrument has not increased significantly since initial recognition. The Group measure the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses;

Stage 2: at the reporting date, the credit risk on a financial instrument has increased significantly since initial recognition. The Group measure the loss allowance for that financial instrument at an amount equal to its lifetime expected credit losses.

Stage 3: at the reporting date, the financial instrument's default risk has increased to a point that it is considered credit impaired.

4. 主要會計政策 *(續)*

(h) 金融工具 *(續)*

(ii) 財務資產之減值虧損 *(續)*

本集團所應用預期減值虧損模型乃以本集團的過往信貸虧損經驗為基準，並就債務人特定的前瞻性因素及經濟環境進行調整。

按攤銷成本計量的財務資產按一般方法發生減值，並於以下預期信貸虧損的計量階段中分類：

階段1：於報告日期，金融工具自初始確認以來信貸風險並無大幅增加。本集團以相當於該金融工具12個月預期信貸虧損的金額計量虧損撥備；

階段2：於報告日期，金融工具自初始確認以來信貸風險並無大幅增加。本集團以相當於該金融工具年限內預期信貸虧損的金額計量虧損撥備；

階段3：於報告日期，金融工具的違約風險已增加至被認為屬信貸減值的程度。

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4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(h) Financial instruments *(Continued)*

(ii) Impairment loss on financial assets

(Continued)

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due, unless the Group has reasonable and supportable information that demonstrates that a more lagging default criteria is more appropriate.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non-credit-impaired financial assets interest income is calculated based on the gross carrying amount.

4. 主要會計政策 *(續)*

(h) 金融工具 *(續)*

(ii) 財務資產之減值虧損 *(續)*

當釐定財務資產之信貸風險自初次確認起是否顯著增加及於估計預期信貸虧損時，本集團會考慮相關及毋須付出過多成本或努力即可獲得的合理及有理據的資料。此包括根據本集團過往經驗及已知信貸評估得出的定量及定性資料及分析，並包括前瞻性資料。

倘某項財務資產逾期超過30天，則本集團假設該財務資產之信貸風險大幅增加，除非本集團有合理且可靠資料表明並非如此。

本集團認為財務資產於下列情況下屬信貸減值：(1)借款人不可能在本集團無追索權採取行動（例如：變現抵押品（如持有））的情況下向本集團悉數履行其信貸義務；或(2)該財務資產逾期超過90日，除非本集團有合理且可靠資料表明並非如此。

信貸減值財務資產利息收入按財務資產攤銷成本（即總賬面值減虧損撥備）計算。就非信貸減值財務資產而言，利息收入乃按總賬面值計算。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Financial instruments (Continued)

(iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at FVTPL are initially measured at fair value and financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at fair value through profit or loss

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL.

Financial liabilities are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in profit or loss.

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial liability at FVTPL, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

4. 主要會計政策(續)

(h) 金融工具(續)

(iii) 財務負債

本集團根據負債產生之目的，對其財務負債進行分類。按公允值計入損益之財務負債初步按公允值計量，而按攤銷成本計量之財務負債初步按公允值扣除所產生直接應佔成本計量。

按公允值計入損益之財務負債

按公允值計入損益之財務負債包括持作交易用途之財務負債及於初始確認時指定為按公允值計入損益之金融負債。

倘購買該財務負債的目的為於近期出售，則該財務負債應分類為持作交易用途。衍生工具(包括獨立嵌入式衍生工具)亦分類為持作交易用途，除非其被指定為有效的對沖工具則另作別論。持作交易用途的負債收益或虧損於損益確認。

倘一項合約包括一項或多項嵌入式衍生工具，則整份混合合約可指定為按公允值計入損益之財務負債，除非該嵌入式衍生工具不會對現金流量產生重大改變，或明確禁止將嵌入式衍生工具分開列賬則另作別論。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Financial instruments (Continued)

(iii) Financial liabilities (Continued)

Financial liabilities at fair value through profit or loss (Continued)

Financial liabilities may be designated upon initial recognition as at FVTPL if the following criteria are met: (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the liabilities or recognising gains or losses on them on a different basis; (ii) the liabilities are part of a group of financial liabilities which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management strategy; or (iii) the financial liability contains an embedded derivative that would need to be separately recorded.

Subsequent to initial recognition, FVTPL are measured at fair value, with changes in fair value recognised in profit or loss in the period in which they arise, except for the gains and losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities at amortised cost

Financial liabilities at amortised cost including trade and other payables, borrowings, certain preferred shares and the debt element of convertible loan note issued by the Group are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

4. 主要會計政策(續)

(h) 金融工具(續)

(iii) 財務負債(續)

按公允值計入損益之財務負債(續)

倘符合下列條件，財務負債或會於初始確認時被指定為按公允值計入損益的負債：(i)該項指定撇銷或大幅減低因按不同基準計量負債或確認有關負債的收益或虧損而另行引起的不一致處理方法；(ii)負債乃一組財務負債的一部分，而該等財務負債乃根據明文訂立的風險管理策略按公允值管理及評定表現；或(iii)該財務負債包括須獨立記錄之嵌入式衍生工具。

於初始確認後，按公允值計入損益的財務負債乃按公允值計量，公允值變動於彼等產生的期間內於損益確認，惟本集團擁有的於其他全面收入內呈報且其後不會重新分類至損益表的信貸風險產生的收益及虧損除外。於損益表內確認的公允值收益或虧損淨額並不包括就該等財務負債收取的任何利息。

按攤銷成本計量的財務負債

按攤銷成本計量的財務負債(包括貿易及其他應付款項、借貸及本集團發行的若干優先股份及可換股貸款票據的債務部分)隨後使用實際利率法按攤銷成本計量。有關利息開支於損益內確認。

終止確認負債及於攤銷過程中產生的收益或虧損於損益內確認。

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4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(h) Financial instruments *(Continued)*

(iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period respectively. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability respectively, or where appropriate, a shorter period.

(v) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(vi) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer of the contract to make specified payments to reimburse the holder of the contract for a loss the holder incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Group are initially measured at their fair values and, if not measured at FVTPL, are carried at the higher of (i) the amount of the loss allowance, being the ECLs provision, measured in accordance with principles of the accounting policy set out 4(h)(ii) and (ii) the amount initially recognised less, where appropriate, cumulative amortisation recognised in accordance with the principles of HKFRS 15.

4. 主要會計政策 *(續)*

(h) 金融工具 *(續)*

(iv) 實際利率法

實際利率法是計算財務資產或金融負債的攤銷成本以及於有關期間分別分配利息收入或利息開支的方法。實際利率為分別於財務資產或負債的預計年期或適用的較短期間內準確貼現估計未來現金收入或付款的利率。

(v) 股本工具

本公司發行的股本工具按已收所得款項扣除直接發行成本記帳。

(vi) 財務擔保合約

財務擔保合約乃規定合約發出人向合約持有人支付指定金額，以補償合約持有人由於指定欠債人未能根據債務工具條款於到期時付款而蒙受的損失。

由本集團發出的財務擔保初步按公允值計量，及倘並非按公允值計入損益計量，則按以下各項較高者計量：(i)虧損撥備金額，即根據4(h)(ii)所載會計政策原則計量的預期信貸虧損撥備；及(ii)初步確認金額減(如適當)根據香港財務報告準則第15號的原則確認的累計攤銷。

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4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(h) Financial instruments *(Continued)*

(vii) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

Where the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

4. 主要會計政策(續)

(h) 金融工具(續)

(vii) 終止確認

凡收取財務資產所帶來的未來現金流量的合約權利屆滿，或財務資產經已轉讓，而轉讓符合香港財務報告準則第9號規定的終止確認準則，則本集團終止確認該財務資產。

當有關合約中訂明的責任獲解除、註銷或屆滿時，則會終止確認財務負債。

倘本集團因重新磋商負債條款而向債權人發行本身之股本工具以償付全部或部分財務負債，所發行之股本工具即所付代價，乃初步按有關財務負債(或當中部分)註銷當日之公允值確認及計量。倘已發行股本工具之公允值無法可靠計量，則股本工具按已註銷財務負債之公允值計量。已註銷財務負債(或當中部分)之賬面值與所付代價間之差額乃於年內在損益確認。

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4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(h) Financial instruments *(Continued)*

(viii) Reverse repurchase and repurchase agreement

When debt securities are sold subject to a commitment to repurchase them at a predetermined price ("repos"), they remain on the statement of financial position and a liability is recorded in respect of the consideration received. Securities purchased under commitments to resell ("reverse repos") are not recognised on the statement of financial position and an asset is recorded in respect of the initial consideration paid. Non-trading repos and reverse repos are measured at amortised cost. The difference between sale and repurchase price or between the purchase and resale price is treated as interest and recognised in net interest income over the life of the agreements.

Contracts that are economically equivalent to reverse repo or repo agreements (such as sales or purchases of debt securities entered into together with total return swaps with the same counterparty) are accounted for similarly to, and presented together with, reverse repo or repo agreements.

4. 主要會計政策 *(續)*

(h) 金融工具 *(續)*

(viii) 反向回購及回購協議

出售之債務證券如附有按預訂價格回購之承諾(「回購」)，會保留於財務狀況表內，並會將收取的代價列作負債入賬。根據轉售承諾而購入之證券(「反向回購」)不會在財務狀況表內確認，而最初支付的代價將會列作資產入賬。非交易用途回購及反向回購按已攤銷成本計量。出售與回購價格兩者之間的差額或購入與轉售價格之間的差額會列作利息處理，並於協議有效期內在淨利息收益確認。

經濟上等同反向回購或回購協議的合約(例如出售或購買債務證券並與同一交易對手訂立總回報掉期)按類似反向回購或回購協議的方式入賬，並連同反向回購或回購協議呈列。

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4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(i) Derivative financial instruments

Derivative financial instruments are initially measured at fair value at the date derivative contracts are entered into and are subsequently measured at their fair value at the end of reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which case the timing of the recognition in profit or loss depends on the nature of the hedge relationship. Fair values are obtained from quoted market prices in active market or are determined using valuation techniques, including discounted cash flow model and options pricing model as appropriate.

Derivative embedded in non-derivative host contracts are treated as separate derivative when their characteristics and risks are not closely related to those of the host contracts and the host contracts are not measured at fair value with changes in fair value recognised in profit or loss.

(j) Cash equivalents

For the purpose of the consolidated statement of cash flows, cash equivalents represent short-term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

4. 主要會計政策(續)

(i) 衍生金融工具

衍生金融工具初步按衍生合同訂立之日的公允值計量，隨後以其報告期末的公允值計量。產生的收益或虧損立即於損益中確認，除非衍生工具被指定為有效的對沖工具，於該種情況下，於損益中確認的時間取決於對沖關係的性質。公允值可根據活躍市場報價或使用估值技術(包括現金流量折現模型及期權定價模型(如適用))確定。

倘嵌入非衍生主合同的衍生工具的特徵及風險未與主合同緊密相關，且主合同並非以公允值計量且其變動計入損益時，則嵌入衍生工具將作為單獨衍生工具處理。

(j) 現金等值

在綜合現金流轉表，現金等值指可隨時兌換為已知數額現金，且價值變化風險不大的短期高流動投資。

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4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(k) Revenue recognition

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- 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.

If control of the goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods or service.

4. 主要會計政策(續)

(k) 收入確認

客戶合約收入於貨品或服務的控制權轉讓予客戶時確認，有關金額反映本集團預期就交換該等貨品或服務有權收取的代價，不包括代表第三方收取的有關金額。收入不包括增值稅或其他銷售稅並扣除任何交易折讓。

視乎合約的條款及合約適用的法律，貨品或服務的控制權可在一段時間或某一時間點轉移。倘本集團在履約過程中符合下列條件，貨品或服務之控制權可隨著時間轉移：

- 提供客戶收到且同時消耗之所利益；
- 本集團履約時創造及提升客戶所控制之資產；或
- 並無創造對本集團而言有其他用途之資產，而本集團有強制執行權利收取至今已完成履約部分的款項。

倘貨品或服務之控制權可在一段時間轉移，則收益乃於整個合約期間經參考完成履行履約責任之進度確認。否則，收益於客戶獲得貨品或服務控制權之某一時點確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Revenue recognition (Continued)

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amounts receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception./Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accrued on the contract liability under the effective interest method. For contracts where the period between the payment and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

Revenue of the Group is measured on the following basis:

- Net income from trading of securities and options and commodities contracts are recognised on the transaction date when the relevant sale and purchase contract is entered into.
- Underwriting commission is recognised upon allotment and when the obligation under the underwriting or sub-underwriting agreement has expired. Placing commission is recognised on the contractual completion of trades.
- Commission income from the provision of services of insurance advisory and investment advisory is recognised on the completion of the underlying transactions and the control of services is transferred to customers. A receivable is recognised by the Group when the services are delivered to the customers as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.
- Commission income from the provision of services of account and custody management is recognised when services are provided in accordance with the contracts.

4. 主要會計政策(續)

(k) 收入確認(續)

於合約載有於一年以上時間向客戶轉移貨品或服務會為客戶帶來重大融資利益的融資成分時，則收益按應收款項的現值計量，使用本集團與客戶在合約訂立時於個別融資交易內反映的貼現率貼現。倘合約載有為本集團帶來重大融資利益的融資成分，收益乃根據有關合約確認，包括實際利率法項下合約責任附有的利息開支。就付款與轉移承諾貨品或服務之間的期間為一年以內的合約而言，交易價格不會就重大融資成分的影響作出調整，使用香港財務報告準則第15號中實用的權宜之策。

本集團的收入按以下基準計量：

- 買賣證券、期權及商品合約所得收益淨額於相關買賣合約簽訂之交易日確認。
- 包銷佣金於配發後且於包銷或分包銷協議項下的責任到期時確認。配售佣金在合約交易完成時確認。
- 提供保險諮詢及投資諮詢服務的佣金收入在相關交易完成時確認，服務控制權轉移予客戶。當服務交付至客戶指定地點時即確認應收款項，原因是此時間點標誌收取代價權利成為無條件，於款項到期前僅須待時間過去。
- 根據合約提供服務時確認提供會計及託管管理服務的佣金收入。

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4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(k) Revenue recognition *(Continued)*

- Income from franchisor and retail of mother-infant-child product for sale of goods and manufacture and sales of infant formula and nutritional products are recognised when the control of the products has transferred, i.e. the risk of obsolescence and loss have been transferred, and the group has objective evidence that all criteria for customer acceptance of the products have been satisfied. This is usually taken as the point of time when the goods are delivered and the customers have accepted the goods.
- Financial advisory fee income is recognised when the relevant services are provided to the customers
- Margin facility fee income is recognised when services are rendered
- Medical consultation and laboratory services income is recognised when services are rendered.
- Rental income under operating leases is recognised on a straight-line basis over the term of the relevant lease.
- Net income from the sale of investments at FVTPL is recognised on the transaction date when the relevant sale and purchase contract is entered into.
- Commission income is recognised when the goods on which the commission is calculated are delivered.
- Interest income from financial assets is accrued on a time basis on the principal outstanding at the applicable effective interest rate.
- Dividend income from investments is recognised when the Group's right to receive the dividend payment have been established.

4. 主要會計政策 *(續)*

(k) 收入確認 *(續)*

- 就銷售商品來自特許專營及零售母嬰童產品及製造及銷售嬰幼兒配方奶粉及營養產品收入在產品控制權已轉移(即陳舊及損失風險已轉移及本集團有客觀證據證明客戶驗收產品的所有標準已獲達成)時確認。這通常被視為交付貨物及客戶接受貨物的時間點。
- 財務諮詢費收入於向顧客提供相關服務時確認。
- 孖展融資費收入乃於提供服務時確認。
- 醫療諮詢及實驗室服務收入於提供服務時確認。
- 經營租賃下的租金收入於相關租期按直線法確認。
- 出售按公允值計入損益之投資所得收益淨額於訂立有關買賣合約之交易日確認。
- 佣金收入於計算佣金的貨物交付時確認。
- 財務資產之利息收入就未償還本金按適用實際利率以時間基準累計。
- 投資之股息收入於本集團收取款項之權利確立時確認。

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4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(I) Contract Liabilities

A contract liability represents the Group's obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

(m) Foreign currencies translation

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in the currency of Hong Kong dollars ("HK\$"), which is also the Company's functional currency, and rounded to the nearest thousands unless otherwise stated.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss. Foreign exchange gains and losses resulting from the retranslation of non-monetary items carried at fair value are recognised in profit or loss except for those arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity, in which cases, the gains or losses are also recognised directly in equity.

4. 主要會計政策(續)

(I) 合約負債

合約責任指本集團有責任將服務轉交予本集團收取其代價(即代價金額到期)的客戶。

(m) 外幣換算

本集團各實體財務報表所包括項目以有關公司經營所在主要經濟環境的貨幣('功能貨幣')計量。綜合財務報表以本公司功能貨幣港元('港元')呈列。除非另有說明，報表數值約整至最接近千位數。

外幣交易按交易日的匯率換算為功能貨幣。結算該等交易及按期末結算日匯率換算以外幣計值的貨幣資產及負債所產生的匯兌盈虧於損益確認。重新換算按公允值列賬的非貨幣項目所產生的匯兌盈虧計入損益，惟重新換算盈虧直接於權益確認之非貨幣項目產生者，則匯兌盈虧亦直接於權益確認。

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4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(m) Foreign currencies translation *(Continued)*

The results and financial position of all the group entities that have a functional currency different from the presentation currency ("foreign operations") are translated into the presentation currency as follows:

- Assets and liabilities for each statement of financial position presented and, where applicable, goodwill and fair value adjustments on the carrying amounts of assets and liabilities arising on an acquisition of a foreign operation which are to be treated as assets and liabilities of that foreign operation, are translated at the closing rate at the end of the reporting period.
- Income and expenses for each statement of comprehensive income are translated at average exchange rate.
- All resulting exchange differences arising from the above translation and exchange differences arising from a monetary item that forms part of the Group's net investment in a foreign operation are recognised as a separate component of equity.
- On the disposal of a foreign operation, which includes a disposal of the Group's entire interest in a foreign operation, a disposal involving the loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest is no longer equity-accounted for, the cumulative amount of the exchange differences relating to the foreign operation that is recognised in other comprehensive income and accumulated in the separate component of equity is reclassified from equity to profit or loss when the gain or loss on disposal is recognised.

4. 主要會計政策 *(續)*

(m) 外幣換算 *(續)*

所有功能貨幣有別於呈列貨幣的集團實體（「境外業務」）的業績及財務狀況按以下方式換算為呈列貨幣：

- 各財務狀況表呈列的資產及負債以及（倘適用）收購境外業務所產生商譽及資產及負債賬面值之公允值調整（視作該境外業務的資產及負債）按報告期末的收市匯率換算。
- 各全面收益表的收支以平均匯率換算。
- 上述交易所產生所有匯兌差額及屬於本集團於境外業務投資淨額的貨幣項目所產生的匯兌差額確認為權益的獨立部分。
- 於出售海外業務（包括出售本集團於海外業務之全部權益、涉及失去對一間附屬公司（包括海外業務）之控制權之出售或部分出售於合營安排或聯營公司之權益（包括其保留權益不再入賬列為股權之海外業務）時，有關於其他全面收入確認且於權益中獨立部分累計之海外業務之匯兌差額之累計款項，於出售盈虧獲確認時自權益重新分類至損益。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Foreign currencies translation (Continued)

- On the partial disposal of the Group's interest in a subsidiary that includes a foreign operation which does not result in the Group losing control over the subsidiary, the proportionate share of the cumulative amount of the exchange differences recognised in the separate component of equity is re-attributed to the non-controlling interests in that foreign operation and is not reclassified to profit or loss.
- On all other partial disposals, which includes partial disposal of associates or joint ventures that do not result in the Group losing significant influence or joint control, the proportionate share of the cumulative amount of exchange differences recognised in the separate component of equity is reclassified to profit or loss.

(n) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, where applicable, other costs that have been incurred in bringing the inventories to their present location and condition, is calculated using the weighted average cost method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

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

4. 主要會計政策(續)

(m) 外幣換算(續)

- 於部分出售本集團於一間包括有海外業務之附屬公司的權益(但本集團並無因此而失去對該附屬公司之控制權)時，於權益的獨立部分中確認的累計匯兌差額的比例份額會由該海外業務的非控股權益重新分佔且不會重新分類至損益。
- 於所有其他部分出售(包括對聯營公司或合營公司的部分出售，而該出售不會導致本集團失去重大影響或共同控制權)時，於權益之獨立部分中確認的累計匯兌差額之比例份額會重新分類至損益。

(n) 存貨

存貨乃按成本值與可變現淨值兩者中的較低者列賬。成本乃按加權平均成本方法計算，包括全部購貨成本以及(倘適用)將存貨運至現時地點及達致現時狀況而產生的其他成本。可變現淨值為日常業務中的估計售價減估計出售所需的成本。

當出售存貨時，該等存貨的賬面值於確認有關收益的期間確認為開支。將存貨撇減至可變現淨值的金額及存貨的所有虧損均於撇減及錄得虧損的期間確認為開支。存貨撇減撥回的金額將於撥回期間確認為支出列賬，即確認為存貨價值之減少。

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4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(o) Impairment of non-financial assets

At the end of each reporting period, the Group reviews internal and external sources of information to assess whether there is any indication that its property, plant and equipment, intangible assets, and investments in subsidiaries and associates may be impaired or impairment loss previously recognised no longer exists or may be reduced. If any such indication exists, the recoverable amount of the asset is estimated, based on the higher of its fair value less costs of disposal and value in use. In addition, the Group tests its intangible assets that have indefinite useful lives and intangible assets that are not yet available for use for impairment by estimating their recoverable amount on an annual basis and whenever there is an indication that those assets may be impaired. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the smallest group of assets that generates cash flows independently (i.e. a cash-generating unit).

A reversal of impairment loss is limited to the carrying amount of the asset or cash-generating unit that would have been determined had no impairment loss been recognised in prior years. Reversal of impairment loss is recognised as income in profit or loss immediately.

The accounting policy for recognition and reversal of the impairment loss for goodwill is stated in the accounting policy for goodwill in the earlier part of this note.

(p) Borrowing costs

Borrowing costs incurred, net of any investment income on the temporary investment of the specific borrowings, that are directly attributable to the acquisition, construction or production of qualifying assets, i.e. assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

4. 主要會計政策(續)

(o) 其他資產減值

於各報告期末，本集團檢討內部及外間資訊來源，以評估其物業、廠房及設備、無形資產以及於附屬公司及聯營公司之投資是否存在減值跡象或先前確認之減值虧損已不再存在或可能減少。倘存在任何上述跡象，其可收回金額將以該資產之公允值減銷售成本或使用價值(以較高者為準)估算。此外，本集團透過每年評估其可收回款項及該資產出現減值跡象的任何時間對其具有不確定限期可用年限的無形資產及暫不可供使用的無形資產進行減值測試。倘無法估算個別資產之可收回金額，本集團則估算能獨立產生現金流量之最小資產組合(即現金產生單位)之可收回金額。

減值虧損撥回之金額不得超逾該資產或現金產生單位倘在過往年度並無確認減值虧損而應有之賬面值。減值虧損撥回即時於損益確認為收入。

確認及撥回商譽之減值虧損的會計政策於本附註前文有關商譽的會計政策中陳述。

(p) 借貸成本

借貸成本於產生時扣除購買、建設或生產合資格資產(即需花費一段較長期間方可供作擬定用途或出售的資產)之直接相關的指定借貸之暫時投資的任何投資收入後，撥作該等資產成本一部分。當該等資產大致可供作擬定用途或出售時，停止將該等借貸成本資本化。所有其他借貸成本於產生期間確認為開支。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Leasing

All leases (irrespective of they are operating leases or finance leases) are required to be capitalised in the statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

Right-of-use asset

The right-of-use asset should be recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee; and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. The Group measures the right-of-use assets applying a cost model. Under the cost model, the Group measures the right-to-use at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability.

The Group accounts for leasehold land and buildings which is held for own use under HKAS 16 and are carried at cost. Other than the above right-of-use assets, the Group also has leased a number of properties under tenancy agreements which the Group exercises its judgement and determines that it is a separate class of asset apart from the leasehold land and buildings which is held for own use. As a result, the right-of-use asset arising from the properties under tenancy agreements are carried at depreciated cost.

4. 主要會計政策(續)

(q) 租賃

所有租賃(不論為經營租賃或財務租賃)均須於財務狀況表內資本化為使用權資產及租賃負債，惟為實體提供會計政策選擇，以選擇不資本化(i)短期租賃之租賃及／或(ii)相關資產為低價值之租賃。本集團已選擇不就低價值資產及租賃期於開始日期少於12個月之租賃確認為使用權資產及租賃負債。與該等租賃有關之租賃付款已於租賃期內按直線法支銷。

使用權資產

使用權資產應按成本確認，並包括：(i)租賃負債之初步計量金額(見下文將租賃負債入賬之會計政策)；(ii)於開始日期或之前作出之任何租賃付款，減任何已收取之租賃優惠；(iii)承租人產生之任何初步直接成本；及(iv)承租人於拆除及移除相關資產以恢復至租賃條款及條件所規定之狀態而將予產生之估計成本，除非該等成本乃因生產存貨而產生。本集團按成本模型計量使用權資產。根據成本模型，本集團按成本，減任何累計折舊及任何減值損失計量使用權資產，並就重新計量之任何租賃負債進行調整。

本集團根據香港會計準則第16號將持有自用之租賃土地及樓宇入賬及按成本列值。除上述所用權資產外，本集團亦已根據租賃協議租賃若干物業，當中本集團用其判斷並釐定其持有自用租賃土地及樓宇以外之獨立資產類別。因此，租賃協議項下之物業產生之使用權資產乃以折舊成本列值。

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4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(q) Leasing *(Continued)*

Lease liability

The lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses the Group's incremental borrowing rate.

The following payments for the right-to-use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, the Group measures the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, e.g., a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in substance fixed lease payments or a change in assessment to purchase the underlying asset.

Accounting as a lessor

Rental income from operating leases where the Group is a lessor 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 recognised as an expense on the straight-line basis over the lease term.

4. 主要會計政策 *(續)*

(q) 租賃 *(續)*

租賃負債

租賃負債按於租賃開始日期尚未支付之租賃付款之現值確認。倘利率可容易釐定，則租賃付款須使用租賃隱含之利率貼現。倘利率無法容易釐定，則本集團將使用本集團之增量借款利率。

於租賃期內，在租賃開始日期尚未支付之相關資產使用權之以下付款均被視為租賃付款：(i)固定付款減任何應收租賃優惠；(ii)基於指數或利率之可變租賃付款（初步使用於開始日期之指數或利率計量）；(iii)承租人根據剩餘價值擔保預期應付之金額；(iv)購買選擇權之行使價（倘承租人合理確定將行使購買權）；及(v)終止租賃之罰金付款（倘租賃期反映承租人行使終止租賃之權利）。

於開始日期後，本集團按以下方式計量租賃負債：(i)增加賬面值以反映租賃負債利息；(ii)減少賬面值以反映已作出之租賃付款；及(iii)重新計量賬面值以反映重新評估或租賃調整，例如：指數或利率變動產生之未來租賃付款變動、租賃期變動、固定租賃付款之實際變化或購買相關資產評估之變動。

作為出租人之會計處理方法

經營租賃（本集團為出租人）之租金收入乃按有關租賃協議之租期以直線法於損益中確認。協商及安排所產生之初步直接成本乃加至租賃資產之賬面值，且該等成本於租賃期內按直線法確認為開支。

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4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(r) Employee benefits

Short-term employee benefits

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement scheme and the cost of non-monetary benefits are accrued in the period in which the associated services are rendered by employees.

Defined contribution scheme

The obligations for contributions to defined contribution retirement scheme are recognised as an expense in profit or loss as incurred. The assets of the scheme are held separately from those of the Group in an independent administered fund.

In accordance with the rules and regulations in the People's Republic of China (the "PRC"), the employees of the Group's entities established in the PRC are required to participate in defined contribution retirement plans organised by local governments. Contributions to those plans are expensed as incurred and other than these monthly contributions, the Group has no further obligation for the payment of retirement benefits to its employees.

Long service payments

The Group's net obligation in respect of long service payments under the Hong Kong Employment Ordinance is the amounts of future benefit that employees have earned in return for their services in the current and prior periods. The obligation is calculated using the projected unit credit method and discounted to its present value and after deducting the fair value of any related assets, including those retirement scheme benefit.

4. 主要會計政策(續)

(r) 僱員福利

短期僱員福利

薪金、年度花紅、帶薪年假、界定供款退休計劃供款及非金錢福利之成本，於僱員提供相關服務之期間累計。

界定供款計劃

向界定供款退休計劃供款之責任於產生時列為開支計入損益。該計劃之資產與本集團之資產分開持有並存放於獨立管理基金。

根據中華人民共和國(「中國」)法律法規之規定，於中國成立的本集團實體之僱員須參加由當地政府組織的界定供款退休計劃。該計劃之供款於其發生時支銷，除該等月供款外，本集團概無向其僱員支付其退休福利之進一步法定義務。

長期服務金

本集團根據香港僱員條例之長期服務金為僱員於本期間及過往期間之服務所得之未來利益回報計算其承擔淨額。該承擔數額按預計單位信託法計算，並於扣除任何相關資產(包括退休計劃福利)之公允值後折現至現值。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(r) Employee benefits (Continued)

Defined benefit plan

A defined benefit plan is a pension plan that is not a defined contribution plan. Typically defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognised in the consolidated statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at financial reporting date less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected expected benefit payments. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used.

The current service cost of the defined benefit plan, recognised in the consolidated statement of comprehensive income in employee benefit expense, except where included in the cost of an asset, reflects the increase in the defined benefit obligation results from employee service in the current year, benefit changes, curtailments and settlements. Past-service costs are recognised immediately in the consolidated statement of comprehensive income.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the consolidated statement of comprehensive income.

4. 主要會計政策(續)

(r) 僱員福利(續)

界定福利計劃

界定福利計劃為並非界定供款計劃之退休計劃。界定福利計劃通常界定僱員將於退休時可取得之退休福利數額，而有關數額一般視乎一項或多項因素而定，例如年齡、服務年期及薪酬。

於綜合財務狀況表內就有關界定福利退休金計劃而確認之負債，為財務報告日期之界定福利責任之現值減計劃資產之公允值。界定福利責任每年由獨立精算師利用預計預期福利支出計算。界定福利責任現值使用優質公司債券之息率貼現估計未來現金流出計算，而該公司債券須以支付有關福利之貨幣計值且到期年期與相關退休責任之年期相若。於有關債券並無成熟市場之國家，則使用政府債券之市場利率。

於綜合全面收益表中於僱員福利開支項下確認之界定福利計劃即期服務成本(計入資產成本者除外)，反映本年度僱員服務、福利變動、縮減及結算產生之界定福利責任的增加。過往服務成本即時於綜合全面收益表中確認。

利息成本淨額透過界定福利責任餘額淨額及計劃資產公允值乘以貼現率計算。此項成本於綜合全面收益表中的僱員福利開支項下入賬。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(r) Employee benefits (Continued)

Defined benefit plan (Continued)

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

(s) Taxation

The charge for current income tax is based on the results for the period as adjusted for items that are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, any deferred tax arising from initial recognition of goodwill; or other asset or liability in a transaction other than a business combination that at the time of the transaction affects neither the accounting profit nor taxable profit or loss is not recognised.

The deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is recovered or the liability is settled, based on the tax rates and the tax laws that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, tax losses and credits can be utilised.

Deferred tax is provided on temporary differences arising on investments in subsidiaries, associates and joint ventures, except where the timing of the reversal of the temporary differences is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

4. 主要會計政策(續)

(r) 僱員福利(續)

界定福利計劃(續)

因經驗調整及精算假設變動而產生之精算收益及虧損在產生期間於其他全面收入之權益中扣除或計入。

(s) 稅項

現時利得稅開支根據期內業績就毋須課稅或減免項目調整後釐定。稅項按報告期末已生效或實質生效之稅率計算。

遞延稅項根據負債法按報告期末資產及負債之稅基與綜合財務報表所示之賬面值兩者之所有暫時差額計提撥備。然而，初步確認商譽或交易(非業務合併)的其他資產或負債所產生且交易時既不影響會計溢利亦不影響應課稅溢利或虧損的任何遞延稅項，則不予確認。

遞延稅項資產及負債按收回資產或清償負債期間之預期適用稅率，並根據於報告期末已生效或實質生效之稅率及稅法計算。

倘未來可能有應課稅溢利抵銷可動用之可扣除暫時差額、稅項虧損及抵免，則確認遞延稅項資產。

除本集團能控制暫時差額撥回時間及不大可能於可見未來撥回暫時差額外，則就附屬公司、聯營公司及合營公司之投資所產生之暫時差額計提遞延稅項撥備。

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4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(t) Related parties

- (a) A person or a close member of that person's family is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the holding company of the Group.

- (b) An entity is related to the Group if any of the following conditions applies:
 - (i) The entity and the Group are members of the same group (which means that each holding company, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third-party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.

4. 主要會計政策(續)

(t) 關連人士

- (a) 倘屬以下人士，則該人士或該人士之近親與本集團有關連：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團之主要管理層成員或本集團之控股公司。

- (b) 倘符合下列任何條件，則該實體與本集團有關連：
 - (i) 該實體與本集團屬同一集團之成員公司(即各控股公司、附屬公司及同系附屬公司彼此間有關連)。
 - (ii) 一間實體為另一實體之聯營公司或合營公司(或為另一實體所屬集團旗下成員公司之聯營公司或合營公司)。
 - (iii) 兩間實體均為同一第三方之合營公司。
 - (iv) 一間實體為第三方實體之合營公司，而另一實體為該第三方實體之聯營公司。
 - (v) 實體為本集團或與本集團有關聯的實體就僱員福利設立的離職後僱員福利計劃。倘該計劃為實體獨立實施，則出資僱主亦於本集團有關連。

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4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(t) Related parties *(Continued)*

(b) *(Continued)*

(vi) The entity is controlled or jointly controlled by a person identified in (a).

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a holding company of the entity).

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

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

- (a) that person's child and spouse or domestic partner;
- (b) child of that person's spouse or domestic partner; and
- (c) dependants of that person or that person's spouse or domestic partner.

4. 主要會計政策 *(續)*

(t) 關連人士 *(續)*

(b) *(續)*

(vi) 實體受(a)內所識別人士控制或共同控制。

(vii) (a)(i)內所識別人士對實體有重大影響力或為該實體(或該實體之控股公司)之主要管理層成員。

(viii) 實體或該實體所屬集團旗下任何成員公司向本集團或本集團控股公司提供主要管理人員服務。

一名人士之近親指預期可影響該人士與實體進行買賣或於買賣時受該人士影響的有關家屬成員，包括：

- (a) 該名人士的子女及配偶或同居伴侶；
- (b) 該名人士的配偶或同居伴侶的子女；及
- (c) 該名人士或該名人士的配偶或同居伴侶的受養人。

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4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(u) Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided to the Group's chief operating decision makers for the purpose of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

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

(v) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which it is probable will result in an outflow of economic benefits that can be reliably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

4. 主要會計政策(續)

(u) 分部報告

綜合財務報表所呈報之經營分部及各分部項目金額與提供予本集團首席經營決策者以作出有關本集團各類業務單位及地理位置的資源分配及表現評估的財務資料屬一致。

個別重大經營分部就財務呈報目的而言不予以合併，除非分部具有類似經濟特點且服務性質、客戶類型或類別、提供服務所使用的方法及監管環境性質相似。並非個別重大的經營分部如同時滿足大部分上述標準，則可合併成一類。

(v) 摘備及或然負債

當本集團因過往事件須負上法律或推定責任而可能導致流出經濟利益，且該經濟利益能夠合理估計時，則會就未能確定時間或金額的負債確認撥備。

倘流出經濟利益的可能性較低，或無法對該數額作出可靠的估計，則會將該責任披露為或然負債，惟經濟利益外流的可能性極低則作別論。僅以發生或並無發生一項或多項日後事件方可確定是否存在的可能責任，亦會披露為或然負債，惟經濟利益流出的可能性極微則作別論。

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4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(w) Offsetting of financial instruments

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

(x) Government grant

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets (including property, plant and equipment) are recognised as deferred income in the statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants 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 and are recognised as other income, rather than reducing the related expense.

4. 主要會計政策(續)

(w) 抵銷金融工具

倘現時存在法律上可強制執行的權利抵銷已確認金額並擬按淨額基準清算或同時變現資產及清算負債，則財務資產及金融負債可予抵銷及淨額可於財務狀況表內呈報。

(x) 政府補助

政府補助不予確認入賬，直至有合理保證證明本集團將遵守其附帶條件及將收取補貼。

政府補助乃於本集團將擬以補貼所補償相關成本確認為開支的期間內以系統基準於損益中確認。具體而言，以本集團應購置、建造或以其他方式收購非流動資產(包括物業、廠房及設備)為主要條件之政府補助，會於財務狀況報表中確認為遞延收入，並於相關資產之可用年期有系統及合理地轉撥至損益。

作為補償已產生開支或虧損或為向本集團提供即時財務支援，且並無未來相關成本的應收政府補助在其應收期間於損益確認，以及確認為其他收入，而並非減少相關開支。

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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and assumptions concerning the future and judgements are made by the management in the preparation of these consolidated financial statements. They affect the application of the Group's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances. Where appropriate, revisions to accounting estimates are recognised in the period of revision and future periods, in case the revision also affects future periods.

Key sources of estimation uncertainty

(a) Useful lives of property, plant and equipment

The management determines the estimated useful lives of the Group's property, plant and equipment based on the historical experience of the actual useful lives of the relevant assets of similar nature and functions. The estimated useful lives could be different as a result of technical innovations which could affect the related depreciation charges included in profit or loss.

5. 主要會計估計及判斷

編製該等綜合財務報表時，管理層作出有關未來之估計及假設以及有關判斷，對本集團會計政策之應用、資產、負債、收支之呈報金額，以及所作出之披露有所影響，並持續予以評估。有關估計、假設及判斷基於經驗及有關因素(包括對有關情況下應屬合理之未來事項之預期)作出。於適當情況下，會計估計之修訂會在修訂期間及未來期間(倘有關修訂亦影響未來期間)予以確認。

估計不明朗因素的主要來源

(a) 物業、廠房及設備的可使用年期

管理層根據有關具有類似性質及功能的有關資產的實際可使用年期的歷史經驗確定本集團物業、廠房及設備的估計可使用年期。估計可使用年期可能因技術革新(可能會對計入損益的相關折舊費用產生影響)而有所不同。

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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

Key sources of estimation uncertainty

(Continued)

(b) Intangible assets and amortisation

The management determines the estimated useful lives and related amortisation for the Group's intangible assets. The useful lives of intangible assets are assessed to be either finite or indefinite, based on the expected usage and technical obsolescence from the changes in the market demands or services output from the assets. Intangible assets are not amortised when their useful lives are assessed to be indefinite. The conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment. The Group may need to amortise intangible assets in future periods or recognise impairment losses on intangible assets if events and circumstances indicate that the useful life is not indefinite. Intangible assets with finite useful lives are amortised over the expected useful economic lives and assessed for impairment whenever there is an indication that the intangible assets may be impaired.

(c) Impairment of intangible assets with indefinite useful lives

Determining whether intangible assets with indefinite useful lives of the Group are impaired requires an estimation of recoverable amount of the cash-generating units to which intangible assets with indefinite useful lives have been allocated, which is the higher of the related fair value less costs of disposal and value in use. The calculations require the management to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the recoverable amounts.

5. 主要會計估計及判斷 *(續)*

估計不明朗因素的主要來源 *(續)*

(b) 無形資產及攤銷

管理層就其無形資產釐定估計可使用年期及相關攤銷。無形資產之可使用年期按市場需求變動或資產輸出服務之預期用途及技術陳舊程度為基準而評估為有限或無限。由於無形資產之可使用年期評估為無限期，故其不作攤銷。倘無形資產被評估為具無限可使用年期，則會每年審閱以釐定事件及情況會否繼續支持有關無限可使用年期的評估。倘有關事件及情況顯示可使用年期並非無限，則本集團或須於未來期間攤銷無形資產或確認無形資產之減值虧損。有限可使用年期之無形資產隨預期可使用經濟年期攤銷，並於有跡象顯示無形資產可能已減值時評估減值。

(c) 無限可使用年期之無形資產減值

釐定本集團無限可使用年期之無形資產是否已減值須估計已獲分配無限可使用年期之無形資產的現金產生單位之可收回金額，即相關公允值減出售成本及使用價值之較高者。計算時，管理層須估計預期可自現金產生單位。獲得之未來現金流量及適當折現率，從而計算可收回金額。

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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

Key sources of estimation uncertainty

(Continued)

(d) Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the CGU to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected cash flows from the CGU and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Details of the estimates used to calculate the recoverable amount are given in Note 18 to the consolidated financial statements.

(e) Impairment of non-current assets, excluding intangible assets with indefinite useful lives and goodwill

Non-current assets excluding intangible assets with indefinite useful lives and goodwill are carried at cost less accumulated depreciation/amortisation, where appropriate, and impairment losses. These carrying amounts are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. An impairment loss is recognised for the amount by which the non-current asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. In estimating the recoverable amounts of the non-current assets, various assumptions, including future cash flows to be associated with the non-current assets and discount rates, are made. If future events do not correspond to such assumptions, the recoverable amounts will need to be revised, and this may have an impact on the Group's results of operations or financial position.

5. 主要會計估計及判斷(續)

估計不明朗因素的主要來源(續)

(d) 商譽減值

本集團至少每年釐定商譽是否減值。釐定商譽是否減值須對獲分派商譽之現金產生單位之使用價值作出估計。估計使用價值要求本集團估計預期產生自現金產生單位之日後現金流量及選擇適合之折現率以計算該等現金流的現值。計算可回收金額所使用之估計詳情載於綜合財務報表附註 18。

(e) 非流動資產(不包括無限可使用年期之無形資產及商譽)減值

非流動資產(不包括無限可使用年期之無形資產及商譽)按成本減累計折舊／攤銷(如適用)及減值虧損列賬。當發生任何事件或環境出現變化，顯示賬面值可能無法收回時，則會檢討該等項目之賬面值是否已減值。若非流動資產賬面值超過其可收回金額，則會就其差額確認減值虧損。可收回金額乃資產公允值減出售成本及使用價值之較高者。在估計非流動資產之可收回金額時作出多項假設，包括與非流動資產有關之未來現金流量及折現率。倘未來事項與該等假設不符，可收回金額將需要作出修訂，此等修訂可能影響本集團之經營業績或財務狀況。

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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

Key sources of estimation uncertainty

(Continued)

(f) Allowance for inventories

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

(g) Impairment of financial assets

The measurement of impairment losses under HKFRS 9 across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

At each reporting date, the Group assesses whether there has been a significant increase in credit risk for exposures since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The Group considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and also, forward-looking analysis.

5. 主要會計估計及判斷 *(續)*

估計不明朗因素的主要來源 *(續)*

(f) 存貨撥備

本集團之管理層於各報告期末檢討存貨情況，就認為過時、滯銷或不可能回收或不適合用於生產的存貨作出撥備。本集團就各項產品逐一檢討存貨，並根據市場價格及現行市況作出撥備。

(g) 財務資產減值

根據香港財務報告準則第9號對所有類別財務資產進行減值虧損計量須作出判斷，特別是在釐定減值虧損時估計未來現金流量及抵押品價值之金額及發生時間以及評估信貸風險是否顯著增加。該等估計受多項因素推動，當中有關變動可能導致須作出不同程度之撥備。

於各報告日期，本集團將通過對報告日期至初步確認日期之間的預計年期內發生之違約風險進行比較，以評估自初步確認以來信貸風險有否顯著增加。本集團就此會考慮相關及無需付出額外成本或精力而可得之合理可靠資料，當中包括定量及定質資料以及前瞻性分析。

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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

Key sources of estimation uncertainty

(Continued)

(h) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the statement of financial position cannot be derived from active markets, their fair values are determined using valuation techniques including the use of comparable recent arm's length transactions and other valuation techniques commonly used by other market participants. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. The judgements include considerations of inputs such as implied equity value, volatility and risk-free rate. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

6. TURNOVER

Turnover from operations represents the aggregation of gross sales proceeds from trading of securities investments, provision of financing services, provision of wealth and asset management, financial brokerage and related services, provision of medical consultation and laboratory services, franchisor and retail of mother-infant-child products, and manufacture of infant formula and nutritional products.

5. 主要會計估計及判斷(續)

估計不明朗因素的主要來源(續)

(h) 金融工具的公允值計量

當於財務狀況表內入賬之財務資產及財務負債之公允值不能由活躍市場取得時，則使用估值技術(包括使用近期可資比較的公平交易及其他市場參與者普遍使用的估值方法)釐定其公允值。該等模式之輸入數據在可能情況下從可觀察市場取得，惟在不可行情況下，則須作一定程度之判斷以釐定公允值。判斷包括考慮如估計股本價值、波動性及無風險率等輸入數據。有關該等因素假設之變動可能對金融工具之已呈報公允值造成影響。

6. 營業額

經營營業額指買賣證券投資、提供融資服務、提供財富及資產管理、金融經紀及相關服務、提供醫療諮詢及實驗室服務、特許專營及零售母嬰童產品以及製造嬰幼兒配方奶粉及營養產品所得銷售款項總額。

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7. OPERATING INCOME

Operating income recognised from the principal activities of the Group during the year including trading of securities investments, provision of financing services, provision of wealth and asset management, financial brokerage and related services, franchisor and retail of mother-infant-child products, manufacture of infant formula and nutritional products and investment holding is as follows:

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Brokerage commission income from:		
— securities dealing	30,617	30,678
— insurance	170,245	188,042
— underwriting and placing commission income	891	7,369
Commission income and supporting services income from concessionaire sales of mother-infant-child products	—	24,147
Commission income from providing advisory, account and custody management	39,132	43,304
Financial advisory fee income	7,808	18,014
Margin facility and loan facility handling fee income	13,878	15,453
Franchisor and retail sales of mother-infant-child products	—	1,232,703
Rental income from lease of premises	—	591
Gain/(loss) from the sale of financial assets at FVTPL, net*	24,803	(139,478)
Dividend income from financial assets at FVTPL	10,169	11,554
Interest income from:		
— margin financing	7,368	28,853
— loan receivables from third parties	61,887	125,093
— loan receivables from a shareholder of an associate/non-controlling shareholder of a subsidiary (Note 25(c))	368	5,527
Manufacture of infant formula and nutritional products	161,789	60,122
	528,955	1,651,972

* Represented the proceeds from the sale of financial assets at FVTPL of HK\$770,212,000 (2019: HK\$895,398,000) less relevant costs and carrying value of the financial assets sold of HK\$745,409,000 (2019: HK\$1,034,876,000).

7. 經營收入

年內本集團主要活動(包括買賣證券投資、提供融資服務、提供財富及資產管理、金融經紀及相關服務、特許專營及零售母嬰童產品、製造嬰幼兒配方奶粉及營養產品以及投資控股)所確認之經營收入如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
經紀佣金收入來自：		
— 證券買賣	30,617	30,678
— 保險	170,245	188,042
— 包銷及配售佣金收入	891	7,369
特許銷售母嬰童產品的佣金收入及支援服務收入	—	24,147
提供諮詢、賬戶及託管管理的佣金收入	39,132	43,304
財務顧問費收入	7,808	18,014
孖展融資與貸款融資手續費收入	13,878	15,453
特許專營及零售母嬰童產品	—	1,232,703
物業租賃的租金收入	—	591
出售按公允值計入損益之財務資產收益／（虧損）淨額*	24,803	(139,478)
按公允值計入損益之財務資產之股息收入	10,169	11,554
利息收入來自：		
— 孫展融資	7,368	28,853
— 應收第三方貸款	61,887	125,093
— 應收一家聯營公司股東／附屬公司非控股股東之貸款 (附註25(c))	368	5,527
製造嬰幼兒配方奶粉及營養產品	161,789	60,122
	528,955	1,651,972

* 指出售按公允值計入損益之財務資產所得款項770,212,000港元(二零一九年：895,398,000港元)減相關成本及已出售財務資產之賬面值745,409,000港元(二零一九年：1,034,876,000港元)。

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8. OTHER INCOME

8. 其他收入

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Interest income from financial institutions 來自金融機構的利息收入	29,604	30,167
Gain on redemption of unlisted investment 贖回非上市投資的收益	29,175	–
Government subsidies 政府補貼	5,185	2,350
Rental income 租金收入	3,513	3,413
Forfeiture of customer deposit 沒收客戶按金	–	18,539
Forfeiture of deposits from termination of disposal of a subsidiary 因終止出售附屬公司而沒收按金	55,306	–
Others 其他	1,607	5,893
	124,390	60,362

9. SEGMENT INFORMATION

The management has been identified as the chief operating decision makers to evaluate the performance of operating segments and to allocate resources to those segments based on the Group's internal reporting in respect of these segments. The management considers trading of securities investments; provision of financing services; provision of wealth and asset management, financial brokerage and related services; provision of medical consultation and laboratory services; franchisor and retail of mother-infant-child products; manufacture of infant formula and nutritional products and investment holding are the Group's major operating segments. Segment results represent the profit earned or loss incurred by each segment.

9. 分部資料

管理層被視為主要經營決策者，基於本集團各業務分部的內部申報安排，衡量業務分部表現及分配業務分部的資源。管理層認為買賣證券投資；提供融資服務；提供財富及資產管理；金融經紀及相關服務；提供醫療諮詢及實驗室服務；特許專營及零售母嬰童產品；製造嬰兒配方奶粉及營養產品及投資控股乃本集團的主要業務分部。分部業績指各業務分部賺取的溢利或承擔的虧損。

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9. SEGMENT INFORMATION (Continued)

Operating segments of the Group comprise the following:

9. 分部資料(續)

本集團之業務分部包括下列各項：

Trading of securities investments 買賣證券投資	: Investments of shares, stocks, options and funds 股份、股票、期權及基金投資
Provision of financing services 提供融資服務	: Provision of loan financing services 提供貸款融資服務
Provision of wealth and asset management, financial brokerage and related services 提供財富及資產管理、金融經紀及相關服務	: Provision of wealth and asset management, dealing in securities, provision of securities, commodities brokerage services and financial advisory services 提供財富及資產管理、證券交易、提供證券、商品經紀服務及財務顧問服務
Provision of medical consultation and laboratory services 提供醫療諮詢及實驗室服務	: Provision of medical consultation and laboratory services relating to assisted reproductive technology 提供與輔助生殖技術有關的醫療諮詢及實驗室服務
Franchisor and retail of mother-infant-child products 特許專營及零售母嬰童產品	: Managing franchise and operating retail stores of mother-infant-child products 管理特許專營及經營母嬰童產品的零售商舖
Manufacture of infant formula and nutritional products 製造嬰幼兒配方奶粉及營養產品	: Development, manufacture and sale of infant milk formula products, and supplement and organic nutritional products 開發、製造及銷售嬰幼兒配方奶粉產品及補充劑以及有機營養產品
Investment holding 投資控股	: Holding investments for dividend and investment income and capital appreciation, and provision of management services 為賺取股息、投資收入及資本增值而持有投資及提供管理服務

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9. SEGMENT INFORMATION (Continued)

(a) Segment turnover

The following is an analysis of the Group's turnover by operating segments:

9. 分部資料(續)

(a) 分部營業額

本集團按經營分部劃分之營業額分析
如下：

			Provision of wealth and asset management, financial brokerage and related services	Provision of medical consultation and laboratory services	Franchisor and retail of mother- infant-child products	Manufacture of infant formula and nutritional products	Investment holding	Unallocated	Total	
			提供財富及 資產管理、 金融經紀及 相關服務	提供醫療諮詢 及實驗室服務	特許專營及 零售母嬰童 產品	製造嬰幼兒 配方奶粉及 營養產品	投資控股	未分配	總計	
買賣 證券投資 HK\$'000 千港元	提供 融資服務 HK\$'000 千港元	提供 融資服務 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
For the year ended 31 December 2020	截至二零二零年 十二月三十一日止年度									
Segment turnover	分部營業額									
From contracts with customers within the scope of HKFRS 15	來自香港財務報告準則 第15號範圍內客戶合約	-	253,543	-	-	161,789	9,028	-	424,360	
From other source	其他來源	376,339	45,144	23,965	164,574	-	-	239,982	-	850,004
		376,339	45,144	277,508	164,574	-	161,789	249,010	-	1,274,364

			Provision of wealth and asset management, financial brokerage and related services	Provision of medical consultation and laboratory services	Franchisor and retail of mother- infant-child products	Manufacture of infant formula and nutritional products	Investment holding	Unallocated	Total	
			提供財富及 資產管理、 金融經紀及 相關服務	提供醫療諮詢 及實驗室服務	特許專營及 零售母嬰童 產品	製造嬰幼兒 配方奶粉及 營養產品	投資控股	未分配	總計	
買賣 證券投資 HK\$'000 千港元	提供 融資服務 HK\$'000 千港元	提供 融資服務 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
For the year ended 31 December 2019	截至二零一九年 十二月三十一日止年度									
Segment turnover	分部營業額									
From contracts with customers within the scope of HKFRS 15	來自香港財務報告準則 第15號範圍內客戶合約	-	6,569	250,688	-	1,257,441	60,122	-	1,574,820	
From other source	其他來源	898,796	89,797	114,505	-	-	-	8,930	-	1,112,028
		898,796	96,366	365,193	-	1,257,441	60,122	8,930	-	2,686,848

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9. SEGMENT INFORMATION (Continued)

(b) Segment income and results

The following is an analysis of the Group's income by operating segments:

9. 分部資料(續)

(b) 分部收入及業績

本集團按經營分部劃分之收入分析載列如下：

	Trading of securities investments	Provision of financing services	Provision of wealth and asset management, financial brokerage and related services	Provision of medical consultation and laboratory services	Franchisor and retail of mother-infant-child products	Manufacture of infant formula and nutritional products	Investment holding	Unallocated	Total
買賣證券投資	提供融資服務	及相關服務	提供財富及資產管理、金融經紀	提供醫療諮詢及實驗室服務	特許專營及零售	製造嬰幼兒配方奶粉及營養產品	投資控股	未分配	總計
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
For the year ended 31 December 2020	截至二零二零年 十二月三十一日止年度								
Segment income	分部收入	14,332	45,144	277,508	14,505	-	161,789	15,677	-
Profit/(loss) for the year before following items:	未計以下各項的年度溢利/(虧損)：	91,928	(11,762)	(37,483)	11,430	3,183	(13,770)	77,819	(41,829)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	-	-	(1,242)	-	-	-	-	(10,063)
Impairment loss on goodwill	商譽減值虧損	-	-	(22,807)	-	-	-	-	(22,807)
Impairment loss on interests in associates	於聯營公司的權益的減值虧損	-	-	-	(191,346)	-	-	-	(191,346)
Impairment loss on intangible assets	無形資產減值虧損	-	-	(76,796)	-	-	-	-	(76,796)
Finance costs	融資成本	(4,424)	(13,316)	(5,503)	-	-	(631)	(8,631)	14,624
Share of results of associates	分佔聯營公司業績	-	-	-	22,100	31,397	-	-	(17,881)
									53,497
Profit/(loss) before taxation	除稅前溢利/(虧損)	87,504	(25,078)	(143,831)	(157,816)	34,580	(14,401)	69,188	(37,268)
Income tax (expense)/credit	所得稅(開支)/抵免	(14,076)	-	7,873	-	-	4,371	(903)	-
Segment results	分部業績	73,428	(25,078)	(135,958)	(157,816)	34,580	(10,030)	68,285	(37,268)
									(189,857)

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9. SEGMENT INFORMATION (Continued)

(b) Segment income and results (Continued)

9. 分部資料(續)

(b) 分部收入及業績(續)

	Trading of securities investments	Provision of financing services	Provision of wealth and asset management, financial brokerage and related services	Provision of medical consultation and laboratory services	Franchisor and retail of mother-infant-child products	Manufacture of infant formula and nutritional products	Investment holding	Unallocated	Total
	買賣證券投資 HK\$'000 千港元	提供融資服務 HK\$'000 千港元	提供財富及資產管理、金融經紀及相關服務 HK\$'000 千港元	提供醫療諮詢及實驗室服務 HK\$'000 千港元	專營及零售母嬰產品 HK\$'000 千港元	製造嬰幼兒配方奶粉及營養產品 HK\$'000 千港元	投資控股 HK\$'000 千港元	未分配 HK\$'000 千港元	總計 HK\$'000 千港元

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Segment income	分部收入	(136,080)	96,366	365,193	-	1,257,441	60,122	8,930	-	1,651,972
(Loss)/profit for the year before following items:	未計以下各項的年度 (虧損)/溢利：	(163,862)	(72,235)	(80,777)	(24,064)	10,807	(19,682)	13,049	(125,373)	(462,137)
(Loss)/gain on disposal of property, plant and equipment	出售物業、廠房及設備之 (虧損)/收益	-	-	(373)	-	-	(28)	-	142	(259)
Impairment loss on property, plant and equipment	物業、廠房及設備 之減值虧損	-	-	(1,203)	-	-	-	-	-	(1,203)
Impairment loss on right-of-use assets	使用權資產減值虧損	-	-	(89)	-	-	-	-	-	(89)
Impairment loss on goodwill	商譽減值虧損	-	-	(128,313)	-	-	(295,767)	-	-	(424,080)
Impairment loss on interests in associates	於聯營公司的權益的 減值虧損	-	-	-	(164,188)	(322,948)	-	-	-	(487,136)
Impairment loss on intangible assets	無形資產減值虧損	-	-	(16,201)	-	-	(104,706)	-	-	(120,907)
Finance costs	融資成本	-	(56,856)	(22,002)	-	(5,544)	(792)	(8,912)	52,151	(41,955)
Share of results of associates	分佔聯營公司業績	-	-	-	17,991	15,925	-	-	-	33,916
(Loss)/profit from operation	經營(虧損)/溢利	(163,862)	(129,091)	(248,958)	(170,261)	(301,760)	(420,975)	4,137	(73,080)	(1,503,850)
Gain on deemed disposal of interests in subsidiaries	被視為出售附屬公司 權益的收益	-	-	-	-	302,923	-	-	-	302,923
(Loss)/profit before taxation	除稅前(虧損)/溢利	(163,862)	(129,091)	(248,958)	(170,261)	1,163	(420,975)	4,137	(73,080)	(1,200,927)
Income tax credit/(expense)	所得稅抵免/(開支)	-	-	6,867	-	(15,618)	37,481	-	-	28,730
Segment results	分部業績	(163,862)	(129,091)	(242,091)	(170,261)	(14,455)	(383,494)	4,137	(73,080)	(1,172,197)

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9. SEGMENT INFORMATION *(Continued)*

(b) Segment income and results *(Continued)*

Segment income reported above represents income generated from external customers. There was no inter-segment income in both years.

Income and expenses are allocated to the reporting segments with reference to income generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation/amortisation of assets attributable to those segments.

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 4(u) to the consolidated financial statements. Segment results represent the results achieved by each segment. This is the measurement method reported to the chief operating decision makers for the purpose of resources allocation and assessment of segment performance.

9. 分部資料 *(續)*

(b) 分部收入及業績 *(續)*

上表所呈列分部收入指來自外部客戶的收入。上述兩個年度概無分部間收入。

收入及開支基於該等報告分部產生之收入及開支或該等分部應佔之資產折舊／攤銷所產生的開支分配至所呈報的業務分部。

業務分部的會計政策與本集團於綜合財務報表附註 4(u)所述的會計政策一致。分部業績指各業務分部取得的業績。此乃為分配資源及評估業務分部表現而向主要經營決策者呈報所用計量方法。

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9. SEGMENT INFORMATION (Continued)

(c) Segment assets and liabilities

An analysis of the Group's assets and liabilities by operating segments is set out below.

9. 分部資料(續)

(c) 分部資產及負債

本集團的資產及負債按經營分部分析如下。

		Trading of securities investments	Provision of financing services	Provision of asset management, brokerage and related services	Provision of medical consultation and laboratory services	Franchisor and retail of infant-child products	Manufacture of infant formula and nutritional products	Investment holding	Total
		提供財富及資產管理、金融經紀及相關服務	提供	提供財富及資產管理、金融經紀及相關服務	提供醫療諮詢及實驗室服務	特許專營及零售母嬰童產品	製造嬰幼兒配方奶粉及營養產品	投資控股	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
As at 31 December 2020	於二零二零年十二月三十一日								
Assets before following items:	未計以下各項之資產：	925,510	321,070	2,525,035	30	262,906	80,861	1,554,923	5,670,335
Interests in associates	於聯營公司之權益	-	-	-	534,690	351,034	-	-	885,724
Goodwill	商譽	-	-	56,930	-	-	-	-	56,930
Segment assets	分部資產	925,510	321,070	2,581,965	534,720	613,940	80,861	1,554,923	6,612,989
Unallocated assets	未分配資產								313,068
Total assets	總資產								<u>6,926,057</u>
Liabilities	負債								
Segment liabilities	分部負債	(35,239)	(500)	(1,408,516)	-	(8,339)	(26,122)	(11,779)	(1,490,495)
Unallocated liabilities	未分配負債								(34,680)
Total liabilities	總負債								<u>(1,525,175)</u>

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9. SEGMENT INFORMATION (Continued)

(c) Segment assets and liabilities (Continued)

An analysis of the Group's assets and liabilities by operating segments is set out below.

9. 分部資料(續)

(c) 分部資產及負債(續)

本集團的資產及負債按經營分部分析如下。

	Trading of securities investments	Provision of financing services	asset management, brokerage and related services	Provision of financial services	medical consultation and laboratory services	Franchisor and retail of infant-child products	Manufacture of infant formula and nutritional products	Investment holding	Total
實質證券投資	提供金融服務	提供金融經紀及相關服務	提供財富及資產管理、	提供醫療諮詢及實驗室服務	特許專營及零售母嬰童產品	製造嬰幼兒配方奶粉及營養產品	投資控股	總計	
HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	

As at 31 December 2019

於二零一九年十二月三十一日

Assets before following items:	未計以下各項之資產：	154,087	700,973	3,256,359	152,869	280,224	95,042	1,525,481	6,165,035
Interests in associates	於聯營公司之權益	-	-	-	727,292	325,603	-	-	1,052,895
Goodwill	商譽	-	-	79,737	-	-	-	-	79,737
Segment assets	分部資產	154,087	700,973	3,336,096	880,161	605,827	95,042	1,525,481	7,297,667
Unallocated assets	未分配資產								493,462
Total assets	總資產								<u>7,791,129</u>
Liabilities	負債								
Segment liabilities	分部負債	(404)	(500)	(2,020,981)	(152,822)	(8,018)	(42,365)	(231,616)	(2,456,706)
Unallocated liabilities	未分配負債								(64,741)
Total liabilities	總負債								<u>(2,521,447)</u>

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9. SEGMENT INFORMATION *(Continued)*

(c) Segment assets and liabilities *(Continued)*

For the purpose of monitoring segment performance and allocating resources between segments:

- Segment assets mainly include mainly all property, plant and equipment, intangible assets, goodwill, interests in associates, right-of-use assets, deferred tax assets, financial assets at FVTPL, financial assets at FVOCI, financial assets at amortised cost, inventories, loan receivables, derivative financial instruments, tax recoverables, trade and other receivables, fixed bank deposits, bank balances and cash, and reverse repurchase agreements. All assets are allocated to operating segments other than unallocated head office and corporate assets as these assets are managed on a group basis.
- Segment liabilities mainly include trade and other payables, contract liabilities, interest-bearing borrowings, lease liabilities, tax payables, deferred tax liabilities, derivative financial instruments, redeemable and exchangeable preferred shares, and repurchase agreements. All liabilities are allocated to operating segments other than unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

9. 分部資料 *(續)*

(c) 分部資產及負債 *(續)*

為監察業務分部表現及安排業務分部之間之資源分配：

- 分部資產主要包括所有物業、廠房及設備、無形資產、商譽、於聯營公司之權益、使用權資產、遞延稅項資產、按公允值計入損益之財務資產、按公允值計入其他全面收入之財務資產、按攤銷成本計量之財務資產、存貨、應收貸款、衍生金融工具、應收稅項、貿易及其他應收款項、銀行定期存款、銀行結餘及現金以及反向回購協議。除按集團基準管理而不分配的總部及企業資產外，所有資產均分配至業務分部。
- 分部負債主要包括貿易及其他應付款項、合約負債、計息借款、租賃負債、應付稅項、遞延稅項負債、衍生金融工具、可贖回及可轉換優先股及回購協議。除按集團基準管理而不分配的總部及企業負債外，所有負債均分配至業務分部。

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9. SEGMENT INFORMATION (Continued)

(d) Geographical information

The following table provides an analysis of the Group's operating income from external customers by locations of operations:

9. 分部資料(續)

(d) 地區資料

下表載列本集團按業務位置劃分來自外部客戶之經營收入之分析：

	Trading of securities investments	Provision of financing services	Brokerage and related services	Provision of financial management, financial services	Provision of medical consultation and laboratory services	Franchisor and infant-child products	Manufacture of mother-infant products	Investment holding	Total
	買賣證券投資 HK\$'000 千港元	提供融資服務 HK\$'000 千港元	相關服務 HK\$'000 千港元	提供財富及資產管理、金融經紀及及實驗室服務 HK\$'000 千港元	提供醫療諮詢及零售母嬰童 產品 HK\$'000 千港元	特許專營及零售母嬰童 產品 HK\$'000 千港元	製造嬰幼兒配方奶粉及營養產品 HK\$'000 千港元	投資控股 HK\$'000 千港元	總計 HK\$'000 千港元
For the year ended 31 December 2020	截至二零二零年十二月三十一日 止年度								
Primary geographic markets	主要地區市場								
Hong Kong	香港	14,332	45,144	229,300	14,505	-	-	15,677	318,958
PRC	中國	-	-	-	-	-	-	-	-
Australia	澳洲	-	-	-	-	-	161,789	-	161,789
Europe	歐洲	-	-	48,208	-	-	-	-	48,208
Total	總計	14,332	45,144	277,508	14,505	-	161,789	15,677	528,955
For the year ended 31 December 2019	截至二零一九年十二月三十一日 止年度								
Primary geographic markets	主要地區市場								
Hong Kong	香港	(136,080)	96,366	288,609	-	-	-	8,930	257,825
PRC	中國	-	-	-	-	1,257,441	-	-	1,257,441
Australia	澳洲	-	-	-	-	-	60,122	-	60,122
Europe	歐洲	-	-	76,584	-	-	-	-	76,584
Total	總計	(136,080)	96,366	365,193	-	1,257,441	60,122	8,930	1,651,972

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9. SEGMENT INFORMATION *(Continued)*

(d) Geographical information *(Continued)*

The following table provides an analysis of the Group's non-current assets (excluding financial instruments and deferred tax assets) by locations of assets ("Specified non-current assets"):

9. 分部資料(續)

(d) 地區資料(續)

下表載列本集團按資產位置劃分的本集團非流動資產(不包括金融工具及遞延稅項資產)(「指定非流動資產」)之分析：

		Specified non-current assets 指定非流動資產	
		2020 二零二零年	2019 二零一九年
		HK\$'000 千港元	HK\$'000 千港元
Hong Kong	香港	697,760	951,464
PRC	中國	351,034	325,603
Australia	澳洲	57,241	64,560
Europe	歐洲	282,573	354,165
Total	總計	1,388,608	1,695,792

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9. SEGMENT INFORMATION (Continued)

(e) Disaggregation of revenue

In the following table, revenue is disaggregated by major products and service lines and timing of revenue recognition. The table also includes a reconciliation of the disaggregated revenue with the Group's reportable segment.

9. 分部資料(續)

(e) 收入之分類

於下表，收入按主要產品及服務線以及收入確認時間分類。該表亦包括分類收入與本集團可呈報分部之對賬。

	Provision of wealth and asset management, financial services	Franchisor and brokerage services	Manufacture and retail of mother-infant-child products	Investment holding	Total
For the year ended 31 December 2020	截至二零二零年十二月三十一日止年度				
Major products/service lines	主要產品／服務線				
Wealth and asset management	財富及資產管理	-	218,818	-	218,818
Financial brokerage and related services	金融經紀及相關服務	-	34,725	-	34,725
Financing services	融資服務	-	-	-	-
Mother-infant-child products	母嬰童產品	-	-	-	-
Infant formula and nutritional products	嬰幼兒配方奶粉及營養產品	-	-	161,789	161,789
Management services	管理服務	-	-	-	9,028
Total	總計	-	253,543	161,789	9,028
Time of revenue recognition	收入確認時間				
At a point in time	時間點	-	244,185	-	415,002
Transferred over time	隨時間推移轉讓	-	9,358	-	9,358
Total	總計	-	253,543	161,789	9,028
					424,360

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9. SEGMENT INFORMATION (Continued)

(e) Disaggregation of revenue (Continued)

9. 分部資料(續)

(e) 收入之分類(續)

	Provision of wealth and asset management, financial brokerage and related services	Franchisor and retail of mother- infant-child products	Manufacture of infant formula and nutritional products	Investment holding	Total
提供財富及 資產管理、 金融經紀及 相關服務	提供 融資服務	特許 專營及零售 相關服務	製造嬰幼兒 配方奶粉及 營養產品	投資控股	總計
HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元

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Major products/service lines 主要產品／服務線

Wealth and asset management	財富及資產管理	-	214,127	-	-	-	214,127
Financial brokerage and related services	金融經紀及 相關服務	-	36,561	-	-	-	36,561
Financing services	融資服務	6,569	-	-	-	-	6,569
Mother-infant-child products	母嬰童產品	-	-	1,257,441	-	-	1,257,441
Infant formula and nutritional products	嬰幼兒配方奶粉及 營養產品	-	-	-	60,122	-	60,122
Total	總計	6,569	250,688	1,257,441	60,122	-	1,574,820

Time of revenue recognition 收入確認時間

At a point in time	時間點	4,198	227,111	1,243,247	60,122	-	1,534,678
Transferred over time	隨時間推移轉讓	2,371	23,577	14,194	-	-	40,142
Total	總計	6,569	250,688	1,257,441	60,122	-	1,574,820

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9. SEGMENT INFORMATION (Continued)

(f) Other segment information

9. 分部資料(續)

(f) 其他分部資料

	Trading of securities investments	Provision of financing services	Provision of wealth and asset management, financial brokerage and related services	Provision of medical consultation and laboratory services	Franchisor and retail of mother-infant-child products	Manufacture of infant formula and nutritional products	Investment holding	Unallocated	Total
	買賣 證券投資 HK\$'000 千港元	提供 融資服務 HK\$'000 千港元	提供財富及 資產管理、 金融經紀 及相關服務 HK\$'000 千港元	提供 醫療諮詢及 實驗室服務 HK\$'000 千港元	特許 專營及零售 母嬰童產品 HK\$'000 千港元	製造嬰幼兒 配方奶粉及 營養產品 HK\$'000 千港元	投資控股 HK\$'000 千港元	未分配 HK\$'000 千港元	總計 HK\$'000 千港元

For the year ended 31 December 2020	截至二零二零年 十二月三十一日止年度								
Additions of specified non-current assets*	添置指定非流動資產*	-	-	7,936	-	-	351	-	-
Amortisation of intangible assets	無形資產攤銷	-	-	(12,581)	-	-	(7,021)	-	-
Depreciation of property, plant and equipment	物業、廠房及設備折舊	-	-	(11,508)	-	-	(2,038)	(1,575)	(2,671)
Depreciation of right-of-use assets	使用權資產折舊	-	-	(881)	-	-	(3,419)	-	(14,167)
Interest income included in operating income and other income	計入經營收入及其他收入的利息收入	3	45,370	35,759	-	-	-	13,571	4,524
Impairment loss on financial assets for ECLs	財務資產就預期信貸虧損的減值虧損	-	(50,782)	(16,285)	-	(216)	165	13	(60)
Net fair value gain on financial instruments	金融工具之公允值收益淨額	92,309	-	-	-	581	-	14,455	-
									107,345

	Trading of securities investments	Provision of financing services	Provision of wealth and asset management, financial brokerage and related services	Provision of medical consultation and laboratory services	Franchisor and retail of mother-infant-child products	Manufacture of infant formula and nutritional products	Investment holding	Unallocated	Total
	買賣 證券投資 HK\$'000 千港元	提供 融資服務 HK\$'000 千港元	提供財富及 資產管理、 金融經紀 及相關服務 HK\$'000 千港元	提供 醫療諮詢及 實驗室服務 HK\$'000 千港元	特許 專營及零售 母嬰童產品 HK\$'000 千港元	製造嬰幼兒 配方奶粉及 營養產品 HK\$'000 千港元	投資控股 HK\$'000 千港元	未分配 HK\$'000 千港元	總計 HK\$'000 千港元

For the year ended 31 December 2019	截至二零一九年 十二月三十一日止年度								
Additions of specified non-current assets*	添置指定非流動資產*	-	-	30,176	40,000	641,897	15,145	-	38,161
Amortisation of intangible assets	無形資產攤銷	-	-	(25,306)	-	(3,442)	(25,166)	-	(53,914)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	-	-	(13,042)	-	(4,579)	(2,532)	-	(7,572)
Depreciation of right-of-use assets	使用權資產折舊	-	-	(1,254)	-	(12,417)	(3,428)	-	(17,195)
Interest income included in operating income and other income	計入經營收入及其他收入的利息收入	259	89,871	80,298	-	102	28	11,769	7,313
Impairment loss on financial assets for ECLs	財務資產就預期信貸虧損的減值虧損	3	(142,356)	(21,956)	-	(933)	(203)	(67)	(165,539)
Net fair value gain/(loss) on financial instruments	金融工具之公允值收益/(虧損)淨額	(10,224)	-	-	(21,149)	(2,857)	-	2,355	(31,875)

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9. SEGMENT INFORMATION (Continued)

(f) Other segment information (Continued)

- * Including additions of property, plant and equipment, intangible assets, right-of-use assets, interest in associates and goodwill directly or through acquisition of subsidiaries.

- (g) Operating income from customers for the year over 10% of the Group's total operating income is as follows:

9. 分部資料(續)

(f) 其他分部資料(續)

- * 包括直接或透過收購附屬公司添置物業、廠房及設備、無形資產、使用權資產、於聯營公司之權益及商譽。

- (g) 佔本集團經營收入總額 10% 以上的本年度來自客戶之經營收入如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Customer A – attributable to manufacture of infant formula and nutritional products	客戶 A — 應佔製造嬰幼兒配方奶粉及營養產品 126,419	N/A 不適用
Customer B – attributable to provision of wealth and asset management, financial brokerage and related services	客戶 B — 應佔提供財富及資產管理、金融經紀及相關服務 102,273	N/A 不適用

N/A: Transactions during the year did not exceed 10% of the Group's total operating income.

不適用： 年內交易並無超過本集團經營收入總額的 10%。

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10. LOSS BEFORE TAXATION

This is stated after charging:

10. 除稅前虧損

經扣除下列項目：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Finance costs	融資成本		
Interests on bank and other borrowings	銀行及其他借款之利息	14,581	36,351
Interests on lease liabilities	租賃負債利息	3,300	5,604
		17,881	41,955
Other items	其他項目		
Carrying amount of inventories sold	已出售存貨之賬面值	126,422	1,156,709
Write-down of inventories	存貨撇減	12,087	4,917
Cost of inventories recognised as expenses	確認為支出的存貨成本	138,509	1,161,626
Auditor's remuneration (including other audit fee, primarily in respect of audits of financial statements of subsidiaries)	核數師酬金（包括其他審計費用， 主要與附屬公司財務報表審計 有關）	4,379	10,101
Operating lease payments on premises	物業之經營租賃費用	48	104
Staff costs (excluding directors' emoluments)	員工成本 (不包括董事薪酬)		
Salaries, discretionary bonus, allowances and benefits in kind	薪金、酌情花紅、津貼及實物 利益	125,657	279,875
Contributions to defined contribution retirement schemes	定額供款退休計劃供款	9,648	13,436

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11. DIRECTORS' EMOLUMENTS

The emoluments received or receivable by the Company's directors are as follows:

Year ended 31 December 2020

11. 董事酬金

本公司董事已收或應收之酬金如下：

**截至二零二零年十二月三十一日止
年度**

	Directors' fee	Salaries, discretionary bonus, allowances and benefits	Contributions to defined contribution retirement schemes	Total
				Total
Executive directors				
Han Ruixia (appointed on 16 April 2020)	韓瑞霞(於二零二零年 四月十六日獲委任)	-	3,850	18 3,868
Zhang Zhenyi (appointed on 21 April 2020)	張振義(於二零二零年 四月二十一日獲委任)	-	2,685	18 2,703
Cao Lu (resigned on 16 April 2020)	曹路(於二零二零年 四月十六日辭任)	-	1,141	9 1,150
Fu Yau Ching Shirley (resigned on 16 April 2020)	符又澄(於二零二零年 四月十六日辭任)	-	646	6 652
Lui Choi Yiu, Angela (resigned on 21 April 2020)	雷彩姚(於二零二零年 四月二十一日辭任)	-	547	6 553
Non-executive directors				
Hui Mei Mei, Carol	許薇薇	360	-	- 360
Independent non-executive directors				
Tian Ren Can	田仁燦	360	-	- 360
Wang Cong	王聰	360	-	- 360
Wu Xu'an (appointed on 12 March 2020)	吳叙安(於二零二零年 三月十二日獲委任)	145	-	- 145
Ng Yu Yuet (appointed on 16 April 2020)	吳于越(於二零二零年 四月十六日獲委任)	255	-	- 255
Chen Wai Chung Edmund (resigned on 12 March 2020)	陳煒聰(於二零二零年 三月十二日辭任)	82	-	- 82
		1,562	8,869	57 10,488

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11. DIRECTORS' EMOLUMENTS (Continued)

Year ended 31 December 2019

11. 董事酬金(續)

截至二零一九年十二月三十一日止
年度

	Directors' fee	Salaries, discretionary bonus, allowances and benefits in kind	Contributions to defined contribution retirement schemes	Total
	董事袍金 HK\$'000 千港元	薪金、酌情 花紅、津貼及 實物利益 HK\$'000 千港元	定額供款 退休計劃供款 HK\$'000 千港元	總計 HK\$'000 千港元
Executive directors		執行董事		
Chang Tat Joel (resigned on 12 January 2020)	鄭達祖(於二零二零年 一月十二日辭任)	–	5,001	18 5,019
Ko Po Ming (resigned on 13 January 2020)	高寶明(於二零二零年 一月十三日辭任)	–	15,700	18 15,718
Cao Lu (resigned on 16 April 2020)	曹路(於二零二零年 四月十六日辭任)	–	2,281	18 2,299
Fu Yau Ching Shirley (resigned on 16 April 2020)	符又澄(於二零二零年 四月十六日辭任)	200	1,877	18 2,095
Lui Choi Yiu, Angela (resigned on 21 April 2020)	雷彩姚(於二零二零年 四月二十一日辭任)	200	1,801	18 2,019
Non-executive directors		非執行董事		
Hui Mei Mei, Carol	許薇薇	330	–	– 330
Independent non-executive directors		獨立非執行董事		
Tian Ren Can	田仁燦	330	–	– 330
Wang Cong	王聰	330	–	– 330
Kan Lai Kuen Alice (resigned on 1 December 2019)	簡麗娟(於二零一九年 十二月一日辭任)	300	–	– 300
Chen Wai Chung Edmund (resigned on 12 March 2020)	陳煒聰(於二零二零年 三月十二日辭任)	390	–	– 390
		2,080	26,660	90 28,830

For the years ended 31 December 2020 and 2019, there was no arrangement under which a director waived or agreed to waive any remuneration. In addition, no emoluments were paid by the Group to any directors as an inducement to join, or upon joining the Group or as a compensation for loss of office for the years ended 31 December 2020 and 2019.

截至二零二零年及二零一九年十二月三十一日止年度，概無董事放棄或同意放棄任何酬金的安排。此外，截至二零二零年及二零一九年十二月三十一日止年度，本集團概無向任何董事支付酬金以吸引彼等加入本集團或作為加入本集團的獎勵或離職補償。

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12. FIVE HIGHEST PAID INDIVIDUALS

The five highest paid individuals of the Group during the year included two (2019: two) directors, details of whose remunerations are in Note 11 to the consolidated financial statements. Details of the remunerations of the remaining three (2019: three) highest paid individuals, who are not a director of the Company, for the years are as follows:

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	4,500
Contributions to defined contribution retirement schemes	定額供款退休計劃供款	42
		4,542
		9,486
		51
		9,537

Their emoluments were within the following bands:

12. 五名最高薪人士

年內，本集團五名最高薪人士包括兩名(二零一九年：兩名)董事，彼等之薪酬詳情載於綜合財務報表附註11。年內，餘下三名(二零一九年：三名)最高薪人士(非本公司董事)之薪酬如下：

	2020 二零二零年 No. of Individuals 人數	2019 二零一九年 No. of individuals 人數
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	2
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	-
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	1
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	-
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元	2

彼等之薪酬介乎以下範圍：

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13. TAXATION

Hong Kong Profits Tax is calculated at the rate of 16.5% (2019: 16.5%) on the estimated assessable profits arising in Hong Kong, except for the first HK\$2,000,000 of qualified entity's assessable profit is calculated at 8.25%, which is in accordance with the two-tiered profits tax rates regime with effect from the year of assessment 2018/19.

Australian Income Tax rate of the Company's subsidiary operating in Australia during the year was 30% (2019: 30%) on its taxable profits.

Liechtenstein Corporate Income Tax rate of the Company's subsidiary operating in Liechtenstein during the year was 12.5% (2019: 12.5%) on its taxable profits.

Mainland China Enterprise Income Tax rate of the Company's subsidiaries operating in the PRC during the year was 25% (2019: 25%) on its taxable profits.

13. 稅項

香港利得稅按來自香港之估計應課稅溢利以16.5% (二零一九年：16.5%)之稅率計算，除根據於二零一八／一九課稅年度生效之兩級制利得稅率，合資格實體之首2,000,000港元應課稅溢利按8.25%之稅率計算。

於年內，本公司於澳洲營運的附屬公司的澳洲所得稅稅率為其應課稅溢利的30% (二零一九年：30%)。

於年內，本公司於列支敦士登營運之附屬公司的列支敦士登企業所得稅稅率為其應課稅溢利的12.5% (二零一九年：12.5%)。

於年內，本公司於中國營運的附屬公司的中國內地企業所得稅稅率為其應課稅溢利的25% (二零一九年：25%)。

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13. TAXATION (Continued)

The major components of the income tax expense/(credit) for the year are as follows:

13. 稅項(續)

於本年度所得稅開支／(抵免)的主要部分
如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current tax	即期稅項		
Hong Kong Profits Tax	香港利得稅		
Current year provision	本年度撥備	209	189
Under/(over) provision in prior year	過往年度撥備不足／(超額撥備)	105	(357)
Mainland China Enterprise Income Tax	中國內地企業所得稅		
Current year provision	本年度撥備	–	8,485
Australian Income Tax	澳大利亞所得稅		
Current year provision	本年度撥備	–	3,245
Over provision in prior year	過往年度超額撥備	(2,468)	–
Liechtenstein Corporate Income Tax	列支敦士登企業所得稅		
Current year provision	本年度撥備	15	14
Withholding tax	預扣稅	903	7,436
		(1,236)	19,012
Deferred tax	遞延稅項		
Origination and reversal of temporary differences (Note 33)	暫時性差額的產生及撥回 (附註 33)	3,971	(47,742)
Tax expense/(credit) for the year	年內稅項開支／(抵免)	2,735	(28,730)

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13. TAXATION (Continued)

Reconciliation of income tax expense:

13. 稅項(續)

所得稅開支對賬：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loss before taxation	除稅前虧損	(187,122)	(1,200,927)
Income tax at applicable tax rate of 16.5% (2019: 16.5%)	按 16.5% (二零一九年 : 16.5%) 之適用稅率計算之所得稅	(30,875)	(198,153)
Difference of domestic tax rate	本地稅率差異	2,528	(13,626)
Non-deductible expenses	不可扣除開支	68,994	210,373
Tax exempt revenue	稅項豁免收益	(47,823)	(75,829)
Temporary differences not recognised	未確認之暫時差額	3,366	(429)
Utilisation of previously unrecognised tax losses	動用先前未確認的稅項虧損	(127)	(130)
Unrecognised tax losses	未確認稅項虧損	17,041	47,667
Effect of share of results of associates	應佔聯營公司業績之影響	(8,827)	(5,596)
Withholding tax	預扣稅	903	7,436
Income tax at concessionary rate	按優惠稅率計算之所得稅	(82)	(89)
Over provision of previous year	過往年度超額撥備	(2,363)	(357)
Others	其他	—	3
Tax expense/(credit) for the year	年內稅項開支／(抵免)	2,735	(28,730)

14. DIVIDEND

No dividend was paid or proposed for the year ended 31 December 2020, nor has any dividend been proposed since the end of reporting period.

During the year ended 31 December 2019, the Group paid a final dividend of HK\$0.067 per share, in respect of the previous financial year.

There are no income tax consequences related the payment of dividends by the Company to its shareholders.

14. 股息

截至二零二零年十二月三十一止年度並無派付或擬派股息，自報告期末起亦無擬派任何股息。

截至二零一九年十二月三十一日止年度，本集團就上一個財政年度派付末期股息每股 0.067 港元。

概無與本公司向其股東派付股息有關的所得稅後果。

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15. LOSS PER SHARE

The calculation of the basic loss per share amounts is based on loss for the year attributable to equity holders of the Company, and the weighted average number of ordinary shares in issue during the year as follows:

15. 每股虧損

每股基本虧損乃按本公司權益擁有人應佔年內虧損及年內已發行普通股之加權平均數計算如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loss for the year attributable to equity holders of the Company	本公司權益擁有人應佔年內 虧損	(140,711) (1,149,856)
	2020 二零二零年 No. of shares 股份數目 '000 千股	2019 二零一九年 No. of shares 股份數目 '000 千股
Number of shares Weighted average number of ordinary shares for the purpose of basic loss per share	股份數目 普通股之加權平均數 (就每股基本虧損而言) 44,364,886	44,516,520

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16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

	Leasehold improvements	Furniture and fixtures	Computer and office equipment	Motor Vehicles and yacht	Land and building	Total
	租賃物業裝修 HK\$'000 千港元	傢俬及裝置 HK\$'000 千港元	電腦及 辦公室設備 HK\$'000 千港元	汽車及船舶 HK\$'000 千港元	土地及樓宇 HK\$'000 千港元	合計 HK\$'000 千港元
Cost						
At 1 January 2019	於二零一九年一月一日	66,274	23,549	66,425	8,660	306,748
Additions	添置	3,845	829	5,742	15,751	334
Deemed disposal of subsidiaries (Note 40(b))	視作出售附屬公司 (附註40(b))	(44,260)	(18,113)	-	(2,831)	-
Disposals	出售	(348)	(896)	(915)	(2,978)	-
Exchange realignment	匯兌調整	(137)	(49)	89	(6)	3,167
						3,064
At 31 December 2019	於二零一九年十二月三十一日	25,374	5,320	71,341	18,596	310,249
Additions	添置	350	61	2,919	163	655
Disposals	出售	(17,168)	(3,569)	(2,609)	-	-
Exchange realignment	匯兌調整	-	-	3,904	(695)	29,073
						32,282
At 31 December 2020	於二零二零年十二月三十一日	8,556	1,812	75,555	18,064	339,977
						443,964
Accumulated depreciation and impairment						
At 1 January 2019	於二零一九年一月一日	40,368	11,046	36,093	3,126	45,574
Charge for the year	年內支出	10,233	3,084	7,743	1,133	5,532
Impairment Loss	減值虧損	84	-	1,119	-	-
Deemed disposal of subsidiaries (Note 40(b))	視作出售附屬公司 (附註40(b))	(36,088)	(11,163)	-	(1,114)	-
Eliminated on disposals	出售後註銷	(193)	(464)	(457)	(1,573)	-
Exchange realignment	匯兌調整	(116)	(55)	151	(6)	574
						548
At 31 December 2019	於二零一九年十二月三十一日	14,288	2,448	44,649	1,566	51,680
Charge for the year	年內支出	2,930	351	6,815	1,823	5,873
Eliminated on disposals	出售後註銷	(8,707)	(1,477)	(1,108)	-	-
Exchange realignment	匯兌調整	-	23	2,571	(226)	5,144
						7,512
At 31 December 2020	於二零二零年十二月三十一日	8,511	1,345	52,927	3,163	62,697
						128,643
Net book value						
At 31 December 2020	於二零二零年十二月三十一日	45	467	22,628	14,901	277,280
At 31 December 2019	於二零一九年十二月三十一日	11,086	2,872	26,692	17,030	258,569
						316,249

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17. INTANGIBLE ASSETS

17. 無形資產

		Licenses and Brand names	trading rights	Customer and franchisee relationships	Computer software and systems	Total
		牌照及經營權 HK\$'000 千港元	商標 HK\$'000 千港元	客戶與特許 經營商關係 HK\$'000 千港元	電腦 軟件及系統 HK\$'000 千港元	總計 HK\$'000 千港元
Cost	成本					
At 1 January 2019	於二零一九年一月一日	553,244	155,345	1,146	168,905	59,098
Additions	添置	-	-	13	-	11,137
Deemed disposal of subsidiaries (Note 40(b))	視作出售附屬公司 (附註40(b))	(446,025)	-	(1,143)	(11,144)	(49,764)
Exchange realignment	匯兌調整	(1,726)	(676)	(3)	255	151
						(1,999)
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日 及二零二零年一月一日	105,493	154,669	13	158,016	20,622
Additions	添置	-	-	-	-	4,636
Exchange realignment	匯兌調整	7,675	11,795	-	5,443	1,789
						26,702
At 31 December 2020	於二零二零年十二月三十一日	113,168	166,464	13	163,459	27,047
						470,151
Accumulated amortisation and impairment	累計攤銷及減值					
At 1 January 2019	於二零一九年一月一日	10,314	18,756	47	56,973	9,598
Charge for the year	年內支出	8,338	15,146	59	25,086	5,285
Impairment loss	減值虧損	45,227	50,356	-	25,324	-
Deemed disposal of subsidiaries (Note 40(b))	視作出售附屬公司 (附註40(a))	-	-	(103)	(5,572)	(9,378)
Exchange realignment	匯兌調整	(229)	(434)	(1)	18	117
						(529)
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日 及二零二零年一月一日	63,650	83,824	2	101,829	5,622
Charge for the year	年內支出	2,326	4,226	1	9,055	3,994
Impairment loss	減值虧損	-	28,394	-	32,963	15,439
Exchange realignment	匯兌調整	6,213	8,309	-	2,188	495
						17,205
At 31 December 2020	於二零二零年十二月三十一日	72,189	124,753	3	146,035	25,550
						368,530
Net book value	賬面淨值					
At 31 December 2020	於二零二零年十二月三十一日	40,979	41,711	10	17,424	1,497
						101,621
At 31 December 2019	於二零一九年十二月三十一日	41,843	70,845	11	56,187	15,000
						183,886

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18. GOODWILL

The amounts of goodwill capitalised by the Group and recognised in the consolidated statement of financial position arising from the acquisition of subsidiaries are as follows:

18. 商譽

由本集團資本化並於綜合財務狀況表中確認的商譽(自收購附屬公司產生)之數額如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Cost	成本		
At 1 January	於一月一日	581,303	853,781
Derecognised on deemed disposal of subsidiaries (Note 40(b))	視作出售附屬公司終止確認 (附註40(b))	-	(270,631)
Exchange realignment	匯兌調整	-	(1,847)
At 31 December	於十二月三十一日	581,303	581,303
Accumulated impairment losses	累計減值虧損		
At 1 January	於一月一日	(501,566)	(77,486)
Impairment loss	減值虧損	(22,807)	(424,080)
At 31 December	於十二月三十一日	(524,373)	(501,566)
Net carrying amount	賬面淨值		
At 31 December	於十二月三十一日	56,930	79,737

Goodwill arose because the consideration paid for the acquisitions effectively included amounts in relation to the benefit of revenue growth, future market development and the assembled workforce. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets. None of the goodwill recognised is expected to be deductible for income tax purposes.

商譽產生，乃由於有關收購已支付之代價包括有關收益增長利益、未來市場發展及組合勞動力的款項。該等利益並未自商譽單獨確認，因為該等利益並未符合可識別無形資產之確認標準。已確認商譽預期不能作出所得稅扣減。

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18. GOODWILL (*Continued*)

The carrying amount of goodwill and intangible assets was allocated to the Group's CGUs identified according to the nature of business as follows for impairment tests:

18. 商譽(續)

商譽及無形資產之賬面值根據業務性質分配至本集團已識別的現金產生單位以進行減值測試：

		2020		
		二零二零年	Intangible assets with indefinite useful life	Intangible assets with finite useful life
Goodwill	具無限使用年期 商譽	HK\$'000 千港元	具有限使用年期 的無形資產	的無形資產
Wealth and asset management, 財富及資產管理、金融 financial brokerage and related services	經紀及相關服務			
— Securities brokerage	— 證券經紀	-	6,193	1,903
— Commodities brokerage	— 商品經紀	-	10,931	-
— Wealth and asset management	— 財富及資產管理	56,930	30,647	13,523
Manufacture of infant formula and nutritional products	製造嬰幼兒配方奶粉 及營養產品	-	-	38,424
		56,930	47,771	53,850

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18. GOODWILL (Continued)

18. 商譽(續)

		2019		
		二零一九年	Intangible assets with indefinite useful life	Intangible assets with finite useful life
		商譽	具無限使用年期的無形資產	具有有限使用年期的無形資產
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Wealth and asset management, financial brokerage and related services	經紀及相關服務			
— Securities brokerage	— 證券經紀	—	10,550	4,840
— Commodities brokerage	— 商品經紀	—	11,224	—
— Wealth and asset management	— 財富及資產管理	79,737	52,357	62,678
Manufacture of infant formula and nutritional products	製造嬰幼兒配方奶粉及營養產品	—	—	42,237
		<hr/> 79,737	<hr/> 74,131	<hr/> 109,755

Goodwill associated with the above businesses arose when the business combinations were completed.

與上述業務有關的商譽於業務合併完成時產生。

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18. GOODWILL (*Continued*)

For the year ended 31 December 2020, the recoverable amount of the CGUs has been determined by the value in use calculation, except for one of the CGU under the wealth and asset management segment, which the recoverable amount was determined by fair value less costs of disposal, as the value in use calculation is no longer appropriate for that particular CGU. For the year ended 31 December 2019, the recoverable amount of the CGUs has been determined by the value in use calculation. In value in use calculations, cash flow projections used are based on financial budgets approved by the management covering a 5-year period, the average growth rate and long-term growth rate are based on past performance and its expectation of market development. These growth rates are also based on the relevant industry growth forecasts and do not exceed the average long-term growth rate for the relevant industry. The discount rates used are pre-tax and reflect specific risks relating to the relevant CGUs.

For the year ended 31 December 2020, goodwill impairment of HK\$22,087,000 associated with the CGUs of wealth and asset management has been recognised (2019: HK\$424,080,000 associated with wealth and asset management, financial brokerage and related services and manufacture of infant formula and nutritional products) in light of the continuous reduction in the customer portfolio maintained by the CGUs.

18. 商譽(續)

截至二零二零年十二月三十一日止年度，除財富及資產管理分部下其中一個現金產生單位外，現金產生單位的可收回金額已透過使用價值計算釐定，其可收回金額乃透過公允值減出售成本釐定，乃由於使用價值計算不再適用於該特定現金產生單位。截至二零一九年十二月三十一日止年度，現金產生單位的可收回金額已透過使用價值計算釐定。於計算使用價值時，現金流量預測乃基於管理層批准之五年期財務預算、基於過往表現及預期市場發展的平均增長率及長期增長率作出。該等增長率亦乃基於相關行業增長預測，且並未超過相關行業的平均長期增長率。所用貼現率為除稅前貼現率並反映與相關現金產生單位有關的特定風險。

截至二零二零年十二月三十一日止年度，鑑於有關現金產生單位的客戶組合持續減少，已確認與財富及資產管理的現金產生單位相關的商譽減值22,087,000港元(二零一九年：424,080,000港元乃有關財富及資產管理、金融經紀及相關服務以及製造嬰幼兒配方奶粉及營養產品)。

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18. GOODWILL (Continued)

Key assumptions adopted in the calculation of recoverable amount are as follows:

18. 商譽(續)

可回收金額計算所用之主要假設如下：

	Wealth and asset management, financial brokerage and related services	Manufacture of infant formula and nutritional products
	財富及資產 管理、金融經紀 及相關服務	製造嬰幼兒 配方奶粉及 營養產品
For the year ended 31 December 2020	截至二零二零年 十二月三十一日止年度	
<i>Key unobservable inputs adopted in fair value less costs of disposal calculation</i>	公允價值減出售成本計算中所用之 主要不可觀察輸入數據	
Price-to-book multiple	市賬率	1.4
Discount for lack of marketability	流通折讓	30%
<i>Key unobservable inputs adopted in value in use calculation</i>	使用價值計算中所用之主要 不可觀察輸入數據	
Gross profit margin	毛利率	24.00%
Average growth rate	平均增長率	-0.20%
Long-term growth rate	長期增長率	3%
Discount rate	貼現率	17.20%

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*Key unobservable inputs adopted
in value in use calculation*

使用價值計算中所用之主要
不可觀察輸入數據

Gross profit margin

毛利率

48.50%

Average growth rate

平均增長率

17.12%

Long-term growth rate

長期增長率

2.50%

Discount rate

貼現率

14.50%

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18. GOODWILL (*Continued*)

A sensitivity analysis for significant assumptions as at the end of the reporting period is shown below:

18. 商譽(續)

於報告期末的重大假設的敏感度分析如下：

	Valuation technique 估值技術	Assumption 假設	Range/Amount 範圍／金額	Sensitivity of fair value to input 輸入數據之公允值敏感性
Wealth and asset management, financial brokerage and related services — Securities — Wealth and asset management 財富及資產管理、金融經紀及相關服務 — 證券 — 財富及資產管理	Income approach 收入法	Average growth rate 平均增長率	-0.20% (2019: 3.40%–11.5%)	1% (2019: 1%) increase/decrease in average growth rate would result in increase/decrease in recoverable amount by HK\$7,040,000 and HK\$6,749,000 (2019: HK\$39,930,000 and HK\$43,575,000) 平均增長率增加／減少1% (二零一九年: 1%)將導致可收回金額增加／減少7,040,000港元及6,749,000港元 (二零一九年: 39,930,000港元及43,575,000港元)
Manufacturing of infant formula and nutritional products 製造嬰幼兒配方奶粉及營養產品	Income approach 收入法	Average growth rate 平均增長率	N/A (2019: 17.12%)	N/A (2019: 1% increase/decrease in average growth rate would result in increase/decrease in recoverable amount by HK\$31,225,000 and HK\$29,971,000) 不適用 (二零一九年: 平均增長率增加／減少1%將導致可收回金額增加／減少31,225,000港元及29,971,000港元)

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19. SUBSIDIARIES

Particulars of principal subsidiaries of the Company

In the opinion of the management, a complete list of the particulars of all subsidiaries will be of excessive length and therefore the table below lists the principal subsidiaries at the end of the reporting period which materially affect the results or assets or liabilities of the Group.

19. 附屬公司

本公司之主要附屬公司詳情

管理層認為，由於完整呈列所有附屬公司之詳情將會過於冗長，故下表僅呈列於報告期末對本集團業績或資產或負債有重大影響之主要附屬公司。

Name of subsidiaries 附屬公司名稱	Place of incorporation/ operation 註冊成立／經營地點	Particulars of issued and paid up ordinary share capital 已發行及繳足普通股本之詳情	Ownership interests		Principal activities 主要業務	
			Held by the Company 由本公司持有 %	Held by a subsidiary 由一間附屬公司持有 %	Group's effective interest [#] 本集團實際權益 [#] %	
Blend and Pack Pty. Ltd. ("B&P") (「B&P」)	Australia 澳洲	Australian dollar ("AU\$") 550,579 550,579澳元 (「澳元」)	-	75	75	Development, manufacture and sale of infant formula and nutritional products 開發、製造及銷售嬰幼兒配方奶粉及營養產品
Greco Roman Limited 希羅有限公司	Hong Kong 香港	HK\$1 1港元	-	100	100	Trading of securities 買賣證券
Harris Fraser Group Limited ("HFG") 晉裕集團有限公司 (「晉裕集團」)	British Virgin Islands/ Hong Kong 英屬處女群島／香港	US\$2,000 2,000美元	-	100	100	Provision of wealth management services 提供財富管理服務
Hong Kong Mortgage Solutions Limited ("HKMS") 香港按揭金融服務有限公司 (「香港按揭」)	Hong Kong 香港	HK\$75,000,100 75,000,100港元	- (Note (a)) (附註(a))	47	32.90	Investment holding 投資控股
Mason Administrative Services Limited 茂宸服務有限公司	Hong Kong 香港	HK\$1 1港元	-	100	100	Provision of administrative services 提供行政服務

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19. SUBSIDIARIES (Continued)

Particulars of principal subsidiaries of the Company (Continued)

19. 附屬公司(續)

本公司之主要附屬公司詳情(續)

Name of subsidiaries 附屬公司名稱	Place of incorporation/ operation 註冊成立／經營地點	Particulars of issued and paid up ordinary share capital 已發行及繳足普通股本之詳情	Ownership interests		Principal activities 主要業務	
			Held by the Company 由本公司持有 %	Held by a subsidiary 由一間附屬公司持有 %	Group's effective interest# 本集團實際權益# %	
Mason Bullion Limited ("Mason Bullion") 茂宸金業有限公司(「茂宸金業」)	Hong Kong 香港	HK\$1,000,000 1,000,000港元	—	100	100	Provision of bullion trading services 提供貴金屬買賣服務
Mason Capital Investments Limited ("MCIL") 民信資本投資有限公司 ('民信資本')	British Virgin Islands 英屬處女群島	US\$1 and HK\$37,999,999 1美元及 37,999,999港元	—	70	70	Investment holding 投資控股
Mason Financial Services Group Limited 茂宸金融集團有限公司	Cayman Islands 開曼群島	US\$130,000 130,000美元	100	—	—	Investment holding 投資控股
Mason Futures Limited ("Mason Futures") 茂宸期貨有限公司(「茂宸期貨」)	Hong Kong 香港	HK\$20,000,000 20,000,000港元	—	100	100	Provision of commodities brokerage services 提供商品經紀服務
Mason Investment Management Limited 茂宸投資管理有限公司	Hong Kong 香港	HK\$31,000,000 31,000,000港元	—	100	100	Provision of securities advisory and asset management services 提供證券諮詢及資產管理服務
Thomas Global Financial Services Limited 石匠環球金融有限公司	Hong Kong 香港	HK\$17,500,000 17,500,000港元	—	100	100	Provision of brokerage services 提供經紀服務
Mason Reproductive Technology Limited ("MRT") 茂宸生殖科技有限公司 (「茂宸生殖」)	British Virgin Islands 英屬處女群島	US\$1,000 1,000美元	—	64.85	64.85	Investment holding 投資控股

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19. SUBSIDIARIES (Continued)

Particulars of principal subsidiaries of the Company (Continued)

19. 附屬公司(續)

本公司之主要附屬公司詳情(續)

Name of subsidiaries 附屬公司名稱	Place of incorporation/ operation 註冊成立／經營地點	Particulars of issued and paid up ordinary share capital 已發行及繳足普通股本之詳情	Ownership interests		Principal activities 主要業務	
			Held by the Company 由本公司持有 %	Held by a subsidiary 由一間附屬公司持有 %	Group's effective interest* 本集團實際權益*	%
Mason Resources Finance Limited 茂宸資源財務有限公司	Hong Kong 香港	HK\$10,000 10,000港元	–	100	100	Provision of financing services 提供融資服務
Mason Securities Limited ("Mason Securities") 茂宸證券有限公司(「茂宸證券」)	Hong Kong 香港	HK\$512,000,000 512,000,000港元	–	100	100	Dealing in securities, provision of securities margin financing and provision of investment corporate finance advisory services 買賣證券、提供證券孖展融資以及提供投資企業融資顧問服務
Mason Strategic Investments (Asia) Limited 茂宸策略投資(亞洲)有限公司	British Virgin Islands 英屬處女群島	US\$1 1美元	–	100	100	Trading of securities investments 買賣證券投資
Pioneer Leap Investments Limited ("Pioneer Leap") 鋒躍投資有限公司(「鋒躍」)	Samoa 薩摩亞	US\$1 1美元	–	100	100	Investment holding 投資控股
Mason PrivatBank Liechtenstein ("MPL") 列支敦士登	Liechtenstein (「MPL」)	Swiss Franc ("CHF") 20,000,000	–	100	100	Provision of private banking and external asset management services 提供私人銀行及外部資產管理服務
Mason PrivatBank Liechtenstein (「MPL」)	列支敦士登	20,000,000瑞士法郎 (「瑞士法郎」)				

* Excluding the interests that are attributable to non-controlling interests

* 不包括歸屬於非控股權益的權益

None of the subsidiaries had any debt securities outstanding at the end of the reporting period, or at any time during the year.

概無附屬公司於報告期末或年內的任何時間持有任何尚未償還債務證券。

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截至二零二零年十二月三十一日止年度

19. SUBSIDIARIES (*Continued*)

Particulars of principal subsidiaries of the Company (*Continued*)

Note:

- (a) Although MCIL's equity interests in HKMS is 47%, in the opinion of the management, the Group has 51% voting power of HKMS at the meetings of shareholders and therefore has obtained control over HKMS.

Financial information of subsidiaries with individually material NCI

The following table shows the information relating to the non-wholly owned subsidiaries, MCIL and its subsidiaries ("MCIL Group"), MRT and its subsidiaries ("MRT Group"), and B&P, that have material non-controlling interests ("NCI") during the year. Set out below is the summarised financial information of each of the subsidiaries with material NCI. The results for the respective subsidiaries are for the period from the later of the beginning of the reporting period and the date of acquisition to the earlier of the date of disposal and the end of the reporting period. The amounts are before inter-company eliminations and excluding the related goodwill.

19. 附屬公司(續)

本公司之主要附屬公司詳情(續)

附註：

- (a) 雖然民信資本於香港按揭之股權為47%，管理層認為，本集團於股東大會上擁有香港按揭的51%投票權，故而對香港按揭擁有控制權。

個別擁有重大非控股權益之附屬公司財務資料

下表列示年內擁有重大非控股權益(「非控股權益」)之非全資附屬公司民信資本及其附屬公司(統稱「民信資本集團」)、茂宸生殖及其附屬公司(統稱「茂宸生殖集團」)以及B&P之有關資料。各擁有重大非控股權益之附屬公司財務資料概要載於下文。有關附屬公司的業績乃自報告期開始與收購日期中較後者起至出售之日與報告期末中較早者止。金額乃為公司內部抵銷前，不包括相關商譽。

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19. SUBSIDIARIES (Continued)

Financial information of subsidiaries with individually material NCI (Continued)

19. 附屬公司(續)

個別擁有重大非控股權益之附屬公司財務資料(續)

		B&P	MCIL Group	MRT Group
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 31 December 2020	於二零二零年 十二月三十一日			
Proportion of NCI's ownership interests	非控股權益所有權之比例	25%	30%	35.15%
Non-current assets	非流動資產	64,067	56,411	420,196
Current assets	流動資產	20,465	17,278	3,421
Current liabilities	流動負債	(9,203)	(37,512)	(251)
Non-current liabilities	非流動負債	(16,919)	–	–
Total equity	總權益	58,410	36,177	423,366
NCI of subsidiaries within the respective groups	相關集團內附屬公司之非控股權益	–	40,406	–
Carrying amount of NCI	非控股權益之賬面值	14,603	51,259	148,813

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財務報表附註

For the year ended 31 December 2020
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19. SUBSIDIARIES (Continued)

Financial information of subsidiaries with individually material NCI (Continued)

19. 附屬公司(續)

個別擁有重大非控股權益之附屬公司財務資料(續)

	B&P	MCIL Group	MRT Group
	民信資本集團	茂宸生殖集團	
	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元

At 31 December 2019

於二零一九年
十二月三十一日

Proportion of NCI's ownership interests	非控股權益所有權之比例	25%	30%	35.15%
Non-current assets	非流動資產	67,649	56,762	577,357
Current assets	流動資產	29,125	19,126	155,576
Current liabilities	流動負債	(14,017)	(40,396)	(43)
Non-current liabilities	非流動負債	(20,508)	–	(152,822)
Total equity	總權益	62,249	35,492	580,068
NCI of subsidiaries within the respective groups	相關集團內附屬公司之非控股權益	–	40,770	–
Carrying amount of NCI	非控股權益之賬面值	15,562	51,418	203,894

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財務報表附註

For the year ended 31 December 2020
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19. SUBSIDIARIES (Continued)

Financial information of subsidiaries with individually material NCI (Continued)

19. 附屬公司(續)

個別擁有重大非控股權益之附屬公司財務資料(續)

		B&P HK\$'000 千港元	MCIL Group HK\$'000 千港元	MRT Group HK\$'000 千港元
Year ended	截至二零二零年			
31 December 2020	十二月三十一日止年度			
Proportion of NCI's ownership interests	非控股權益所有權之比例	25%	30%	35.15%
Operating income	經營收入	161,789	1,868	–
Loss for the year	年度虧損	(5,915)	(530)	(133,806)
Loss and total comprehensive income	虧損及全面收入總額	(3,839)	(530)	(133,806)
Loss attributable to NCI	非控股權益應佔虧損	(960)	(159)	(47,033)
Net cash inflow/(outflow) from operating activities	下述各項現金流入／(流出)淨額			
Investing activities	經營活動	7,569	(7,562)	(457)
Financing activities	投資活動	(351)	–	23,355
	融資活動	(3,894)	–	(22,898)
Total cash inflows/(outflows)	現金流入／(流出)總額	3,324	(7,562)	–
Dividend paid to NCI	派付予非控股權益之股息	–	–	8,048

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財務報表附註

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19. SUBSIDIARIES (Continued)

Financial information of subsidiaries with individually material NCI (Continued)

19. 附屬公司(續)

個別擁有重大非控股權益之附屬公司財務資料(續)

	B&P	MCIL Group	MRT Group
	民信資本集團	茂宸生殖集團	
	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元

Year ended 截至二零一九年
31 December 2019 十二月三十一日止年度

Proportion of NCI's ownership interests	非控股權益所有權之比例	25%	30%	35.15%
Operating income	經營收入	60,122	1,893	–
Profit/(loss) for the year	年度溢利／(虧損)	(89,215)	741	(22,456)
Profit/(loss) and total comprehensive income	溢利／(虧損)及全面收入總額	(87,703)	741	(22,456)
Profit/(loss) attributable to NCI	非控股權益應佔溢利／(虧損)	(21,926)	222	(7,893)
Net cash (outflow)/inflow from operating activities	下述各項現金(流出)／流入淨額			
Investing activities	經營活動	3,857	(23,012)	3,137
Financing activities	投資活動	(1,149)	–	–
	融資活動	(3,768)	–	(3,137)
Total cash (outflows)/inflows	現金(流出)／流入總額	(1,060)	(23,012)	–
Dividend paid to NCI	派付予非控股權益之股息	–	–	–

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財務報表附註

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20. INTERESTS IN ASSOCIATES

20. 於聯營公司權益

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Cost of investment in associates, unlisted	於聯營公司投資成本，非上市	1,477,868
Share of post-acquisition gains and other comprehensive income	應佔收購後收益及其他全面收入	127,748
Accumulated impairment losses	累計減值虧損	(678,482)
Dividend proposed during the year	年內擬派股息	(41,410)
		885,724
		1,052,895

As at 31 December 2020, interests in associates comprise of:

(i) HK\$114,494,000 (31 December 2019: HK\$149,934,000) representing 42.87% equity interest in Pangenia Inc ("Pangenia"), a company incorporated in the British Virgin Islands with limited liability. A goodwill of HK\$71,439,000 arising from acquisition of the Pangenia has been fully impaired during the year ended 31 December 2019.

(ii) HK\$420,196,000 (31 December 2019: HK\$577,358,000) representing 46.71% equity interest in The Women's Clinic Group Limited ("WCG"), a company incorporated in the British Virgin Islands with limited liability. WCG and its subsidiaries are principally engaged in the provision of medical consultation services and reproductive technology services. Subsequent to the year ended 31 December 2020, the Group fully disposed of its entire equity interest in WCG. Please refer to note 52 to the consolidated financial statements for details.

於二零二零年十二月三十一日，於聯營公司權益包括：

(i) 114,494,000港元(二零一九年十二月三十一日：149,934,000港元)相當於新亞生物科技有限公司(「新亞」)(一家於英屬處女群島註冊成立之有限公司)之42.87%股權。因收購新亞產生的商譽71,439,000港元已於截至二零一九年十二月三十一日止年度全數減值。

(ii) 420,196,000港元(二零一九年十二月三十一日：577,358,000港元)相當於寶德醫務集團有限公司(「寶德醫務」，一間於英屬處女群島註冊成立之有限公司)之46.71%權益。寶德醫務及其附屬公司主要從事提供醫療諮詢服務及生殖技術服務。截至二零二零年十二月三十一日止年度後，本集團已悉數出售其於寶德醫務的全部股權。詳情請參閱綜合財務報表附註52。

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財務報表附註

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20. INTERESTS IN ASSOCIATES *(Continued)*

- (iii) HK\$351,034,000 (31 December 2019: HK\$325,603,000) representing 46.20% equity interest in AYD Group Limited ("AYD"), a company incorporated in British Virgin Islands with limited liability. As at 31 December 2018, the Group through its subsidiary indirectly held 46.91% of the equity interest of AYD and had the right to appoint a majority of the board of directors of AYD. As such, AYD was treated as a subsidiary of the Group as at 31 December 2018. On 28 June 2019, the Group further disposed of 0.71% of equity interest at a consideration of HK\$10,024,000 with the loss of control on AYD's board of directors, AYD ceased to be a subsidiary of the Group and became an associate. AYD is principally engaged in franchisor and retail of mother-infant-child products in Southern China and Eastern China.
- (iv) In February 2019, the Group entered into a subscription and shareholders agreement with third parties as an investor in Hublot Healthcare Group Limited ("Hublot"), a private company limited by shares in the British Virgin Islands under the Companies Act. The total subscription price is HK\$40,000,000, representing 27.8% equity interest in Hublot, has been fully impaired during the year ended 31 December 2019.

20. 於聯營公司權益 *(續)*

- (iii) 351,034,000 港元(二零一九年十二月三十一日：325,603,000 港元)，相當於愛嬰島集團有限公司(「愛嬰島」，一家於英屬處女群島註冊成立的有限公司)股權的46.20%。於二零一八年十二月三十一日，本集團透過其附屬公司間接持有愛嬰島46.91%股權，並有權委任愛嬰島的董事會大部分成員。因此，截至二零一八年十二月三十一日，愛嬰島被視為本集團的附屬公司。於二零一九年六月二十八日，本集團以代價10,024,000港元進一步出售於愛嬰島的0.71%股權，因此失去愛嬰島董事會的控制權，愛嬰島不再為本集團的附屬公司並成為聯營公司。愛嬰島主要在華南及華東地區從事特許專營及零售母嬰童產品。
- (iv) 於二零一九年二月，本集團(作為Hublot Healthcare Group Limited(「Hublot」)的投資者)與第三方訂立認購及股東協議。Hublot是一家根據公司法於英屬處女群島註冊成立的私人股份有限公司。總認購價為40,000,000港元(相當於Hublot的27.8%股權)，已於截至二零一九年十二月三十一日止年度全數減值。

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20. INTERESTS IN ASSOCIATES (Continued)

Summarised financial information of individually material associates

Pangenia Group

20. 於聯營公司權益(續)

個別重大聯營公司之財務資料概要

新亞集團

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At 31 December	於十二月三十一日		
Current assets	流動資產	201,615	205,570
Non-current assets	非流動資產	72,663	103,751
Current liabilities	流動負債	(53,081)	(52,032)
Non-current liabilities	非流動負債	(5,217)	(6,021)
Intangible assets	無形資產	78,219	125,599
Deferred tax liabilities	遞延稅項負債	(27,126)	(27,126)
Net assets of the associate	聯營公司的淨資產	267,073	349,741
Group's ownership interest	本集團之擁有權	42.87%	42.87%
Group's share of net assets of the associate	本集團應佔聯營公司淨資產	114,494	149,934
		114,494	149,934
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Year ended 31 December	截至十二月三十一日止年度		
Revenue	收益	253,891	291,653
Profit for the year	年度溢利	11,428	10,105
Other comprehensive income	其他全面收入	—	—
Total comprehensive income	全面收入總額	11,428	10,105
Dividend received from the associate	自聯營公司收取之股息	—	—

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20. INTERESTS IN ASSOCIATES (Continued)

Summarised financial information of
individually material associates (Continued)
WCG Group

20. 於聯營公司權益 (續)

個別重大聯營公司之財務資料概要
(續)
寶德醫務集團

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At 31 December	於十二月三十一日		
Current assets	流動資產	127,889	148,804
Non-current assets	非流動資產	804,211	686,646
Current liabilities	流動負債	(45,002)	(30,648)
Non-current liabilities	非流動負債	(106,063)	(3,184)
Intangible assets	無形資產	361,500	361,500
Deferred tax liabilities	遞延稅項負債	(62,373)	(60,151)
Net assets of the associate	聯營公司的淨資產	1,080,162	1,102,967
Fair value adjustments, net of impairment	公允值調整 (扣除減值)	(180,578)	133,081
		899,584	1,236,048
Group's ownership interest	本集團之擁有權	46.71%	46.71%
Group's share of net assets of the associate	本集團應佔聯營公司 淨資產	420,196	577,358
		420,196	577,358

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20. INTERESTS IN ASSOCIATES *(Continued)*

Summarised financial information of individually material associates *(Continued)*

WCG Group *(Continued)*

20. 於聯營公司權益 *(續)*

個別重大聯營公司之財務資料概要

(續)

寶德醫務集團 *(續)*

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Year ended 31 December	截至十二月三十一日止年度		
Revenue	收益	245,211	278,210
Profit for the year	年度溢利	36,824	48,516
Other comprehensive income	其他全面收入	-	-
Total comprehensive income	全面收入總額	36,824	48,516
Dividend received from the associate	自聯營公司收取之股息	23,355	-

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20. INTERESTS IN ASSOCIATES (Continued)

Summarised financial information of
individually material associates (Continued)
AYD Group

20. 於聯營公司權益 (續)

個別重大聯營公司之財務資料概要
(續)
愛嬰島集團

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At 31 December	於十二月三十一日		
Current assets	流動資產	892,631	736,319
Non-current assets	非流動資產	134,975	119,651
Current liabilities	流動負債	(656,966)	(558,709)
Non-current liabilities	非流動負債	(287,198)	(268,865)
 Net assets	 淨資產	 83,442	 28,396
 Group's ownership interest	 本集團之擁有權	 46.20%	 46.20%
Group's share of net assets of the associate	本集團應佔聯營公司 淨資產	 38,550	 13,119
Fair value adjustments, net of impairment	公允值調整 (扣除減值)	 312,484	 312,484
 	 	 351,034	 325,603

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For the year ended 31 December 2020
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20. INTERESTS IN ASSOCIATES *(Continued)*

Summarised financial information of individually material associates *(Continued)* AYD Group *(Continued)*

20. 於聯營公司權益 *(續)*

個別重大聯營公司之財務資料概要 *(續)* 愛嬰島集團 *(續)*

	From 28 June 2019 (date of deemed disposal) to 31 December 2020	2019 二零一九年 六月二十八日 (視作出售 日期) 至二零一九年 十二月三十一日
	HK\$'000 千港元	HK\$'000 千港元
Year/period ended 31 December	截至十二月三十一日止年度／期間	
Revenue	收益	2,279,581
Profit for the period	期間溢利	67,960
Other comprehensive income	其他全面收入	26,165
Total comprehensive income	全面收入總額	94,125
Dividend receivable from the associate	自聯營公司應收取之股息	18,055
		-

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20. INTERESTS IN ASSOCIATES (Continued)

The recoverable amount of interests in associates has been determined by the value-in-use calculation. Cash flow projections are based on financial budgets approved by the management covering a 5-year period. Cash flows beyond the 5-year period have been extrapolated using a 3% (2019: 3%) long-term growth rate. This growth rate is based on the relevant industry growth forecasts and does not exceed the average long-term growth rate for the relevant industry.

For the year ended 31 December 2020, the Group assessed the recoverable amount of interests in associates, and determined that the interests in associates impaired by HK\$191,346,000 (2019: HK\$487,136,000), mainly due to deterioration and uncertainty of expected future cash flows from Pangenia Group and WCG Group which is affected by the deterioration of the business prospects as a result of COVID-19 pandemic.

20. 於聯營公司權益(續)

於聯營公司權益之可收回金額已透過使用價值計算釐定。現金流量預測乃基於管理層批准之五年期財務預算。超出五年之現金流量已使用3%(二零一九年：3%)的長期增長率預測。此增長率乃基於相關行業增長預測，且並未超過相關行業的平均長期增長率。

截至二零二零年十二月三十一日止年度，本集團評估於聯營公司權益的可收回金額，並釐定於聯營公司權益減值191,346,000港元(二零一九年：487,136,000港元)，乃主要由於新亞集團及寶德醫務集團預期未來現金流量轉差及不確定性，其受COVID-19疫情導致業務前景轉差所影響。

		Pangenia Group	WCG Group	AYD Group
		新亞集團	寶德醫務集團	愛嬰島集團
For the year ended 31 December 2020	截至二零二零年 十二月三十一日止年度			
Gross profit margin	毛利率	50.25%	52.98%	16.41%
Average growth rate	平均增長率	12.70%	11.56%	10.11%
Long-term growth rate	長期增長率	3.00%	3.00%	3.00%
Discount rate	貼現率	16.70%	13.50%	14.00%
For the year ended 31 December 2019	截至二零一九年 十二月三十一日止年度			
Gross profit margin	毛利率	52.70%	51.30%	13.30%
Average growth rate	平均增長率	12.60%	9.64%	11.54%
Long-term growth rate	長期增長率	3.00%	3.00%	3.00%
Discount rate	貼現率	12.50%	16.75%	15.00%

Management determined the growth rates based on past performance and its expectation of market development. The discount rates used are pre-tax and reflect specific risks relating to the relevant associates.

管理層根據過往表現及其預期市場發展釐定增長率。所使用之貼現率為稅前貼現率並反映相關聯營公司之特定風險。

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21. INVENTORIES

21. 存貨

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Merchandise for resale	轉售商品	5,867	2,742
Raw materials	原材料	5,197	11,557
		11,064	14,299

22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

22. 按公允值計入損益之財務資產

Analysis of financial assets at fair value through profit or loss:

按公允值計入損益之財務資產之分析如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Investments held for trading	持作買賣之投資		
Equity securities — listed in Hong Kong	股本證券 — 於香港上市	(a) 358,664	—
Equity securities — listed overseas	股本證券 — 於海外上市	(a) 38,704	914
Equity securities — listed in PRC	股本證券 — 於中國上市	(a) 422,340	—
Investments not held for trading	並非持作買賣之投資		
Equity securities — listed in Hong Kong	股本證券 — 於香港上市	(a)&(c) 52,920	41,580
Equity securities — listed overseas	股本證券 — 於海外上市	(a)&(c) 49,084	—
Unlisted equity securities	非上市股本證券	(b)&(c) 95,024	463,009
		1,016,736	505,503
Less: Balances in current portion	減：流動部分結餘	(819,708)	(914)
Non-current portion	非流動部分	197,028	504,589

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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. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Notes:

- (a) The fair values of listed equity securities are based on quoted market prices in active markets except for a listed equity securities whose trading on the Australian Stock Exchange has been in suspension (the "Suspended Shares"). The fair values of Suspended Shares were determined with reference to the valuations performed by an independent professional valuer.
- (b) The fair value of unlisted equity securities is determined by reference to net asset value or by using market approach at the reporting date.
- (c) The financial assets are classified as financial assets at FVTPL as the Group has not elected to recognise the fair value gain or loss through other comprehensive income.

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

22. 按公允值計入損益之財務資產(續)

附註：

- (a) 上市股本證券之公允值按於活躍市場所報市價計算，惟在澳洲證券交易所暫停交易的上市股本證券（「暫停交易股份」）則除外。暫停交易股份的公允值乃參考獨立專業估值師所進行估值而釐定。
- (b) 非上市股本證券之公允值經參考資產淨值及於報告日期使用市場法釐定。
- (c) 財務資產分類為按公允值計入損益之財務資產，原因為本集團並未選擇於其他全面收入中確認公允值收益或虧損。

23. 按公允值計入計入其他全面收入之財務資產

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Unlisted equity securities 非上市股本證券	Note 附註 1,026,883	749,301

Note:

The financial assets are classified as financial assets at FVOCI as the Group made an irrevocable election to recognise the fair value gain or loss through other comprehensive income. This option is only applying to instruments that are i) not held for trading; ii) not contractual cash flow solely for payments of principal and interest; and iii) not derivatives.

附註：

由於本集團作出不可撤回的選擇透過其他全面收益確認公允值收益或虧損，故該等財務資產分類為按公允值計入其他全面收益的財務資產。此選項僅適用於i)並非持作買賣；ii)並非僅用於支付本金及利息的合約現金流量；及iii)並非衍生工具。

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24. FINANCIAL ASSETS AT AMORTISED COST

24. 按攤銷成本列賬之財務資產

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
European bonds	歐洲債券	153,996	199,888
Note receivables	應收票據	-	15,479
		153,996	215,367
Less: Balance in current portion	減：流動部分結餘	-	(15,479)
		153,996	199,888

25. LOAN RECEIVABLES

Loans granted to borrowers are repayable according to repayment schedules.

25. 應收貸款

授予借款人之貸款按還款時間表償還。

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loan receivables from third parties	應收第三方之貸款			
— Term loans	—定期貸款	(a)	655,111	995,467
— Instalment loans	—分期貸款	(b)	21,490	21,791
			676,601	1,017,258
Loan to a shareholder of an associate	給予一間聯營公司一名股東貸款	(c)	21,691	42,071
			698,292	1,059,329
Expected credit loss	預期信貸虧損	(d)	(240,476)	(170,786)
			457,816	888,543
Less: Balances due within one year included in current assets	減：計入流動資產之一年內到期結餘		(240,964)	(769,142)
			216,852	119,401
Non-current portion	非流動部分			

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25. LOAN RECEIVABLES (*Continued*)

Notes:

(a) As at 31 December 2020, term loan receivables of:

- (i) HK\$304,223,000 (2019: HK\$469,176,000) are secured by corporate/personal guarantee provided by equity holders of the borrowers and collateralised by unlisted securities or listed securities or properties;
- (ii) HK\$113,700,000 is collateralised by unlisted securities (2019: HK\$149,727,000);
- (iii) HK\$47,708,000 (equivalent to CHF5,425,000) (2019: HK\$63,307,000 (equivalent to CHF7,873,000)) are collateralised by properties located overseas or pledged deposits; and
- (iv) HK\$189,480,000 (equivalent to CHF21,546,000) (2019: HK\$249,815,000) (equivalent to CHF31,069,000) are collateralised by securities and bonds.

As at 31 December 2020, there are not any unsecured term loan receivables (2019: HK\$63,442,000).

The term loan receivables carry fixed interest rates ranging from around 1% to 16% per annum (2019: 1% to 16% per annum) and all (2019: all) are within the respective maturity dates.

- (b) As at 31 December 2020 and 2019, instalment loan receivables are collateralised by properties situated in Hong Kong, which carry interest rate of 3.25% above Hong Kong Dollar prime rate per annum with respective maturity dates.
- (c) Loan to a shareholder of an associate mainly represents an interest-bearing loan at 8% per annum and related interest receivable from Cosmicfield Investments Limited ("Cosmicfield") arising from the acquisition of AYD Group which is secured by total 3,161 shares of US\$1 each, representing 31.61% of the issued share capital of AYD.

In 2020, the outstanding loan balance was partially settled by Cosmicfield, with a transfer of dividend receivable from AYD Group of HK\$20,748,000 (2019: HK\$144,379,000).

25. 應收貸款(續)

附註：

- (a) 於二零二零年十二月三十一日，應收定期貸款：
 - (i) 304,223,000港元(二零一九年：469,176,000港元)乃由借款方之權益持有人提供的企業／個人擔保抵押及由非上市證券或上市證券或物業作抵押；
 - (ii) 113,700,000港元(二零一九年：149,727,000港元)以非上市證券作為抵押；
 - (iii) 47,708,000港元(相當於5,425,000瑞士法郎)(二零一九年：63,307,000港元(相當於7,873,000瑞士法郎))為由海外物業或抵押存款作抵押；及
 - (iv) 189,480,000港元(相當於21,546,000瑞士法郎)(二零一九年：249,815,000港元(相當於31,069,000瑞士法郎))以證券及債券作抵押。

於二零二零年十二月三十一日，概無無抵押應收定期貸款(二零一九年：63,442,000港元)。

應收定期貸款按約1%至16%的固定年利率(二零一九年：年利率為1%至16%)計息，全部(二零一九年：全部)均於各自到期日內。

- (b) 於二零二零年及二零一九年十二月三十一日，應收分期貸款以位於香港的物業作抵押，按港元最優惠年利率加3.25%計息並設有相關到期日。
- (c) 純予一間聯營公司一名股東的貸款主要為年利率8%的計息貸款及因收購愛嬰島集團而應收Cosmicfield Investments Limited ('Cosmicfield')的相關利息，以合共3,161股每股1美元的股份作抵押，該等股份佔愛嬰島已發行股本31.61%。

於二零二零年，未償還貸款結餘由Cosmicfield將應收愛嬰島集團股息20,748,000港元(二零一九年：144,379,000港元)轉移進行部分結付。

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25. LOAN RECEIVABLES *(Continued)*

Notes: *(Continued)*

- (d) The management assessed the collectability of loan receivables at the end of the reporting period individually with reference to borrowers' past settlement history and current creditworthiness. Loan receivables that were neither past due nor impaired related to several borrowers for whom there was no history of default. Loan receivables that were past due but not impaired as management is of the opinion that there has not been a significant change in credit quality of the borrower or the party who provided guarantees and fair value of the collaterals obtained in respect of these loans.

The impairment analysis is performed at each reporting date using general approach to measure ECLs.

The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

25. 應收貸款 *(續)*

附註 : *(續)*

- (d) 管理層於報告期末參考借款人之過往還款記錄及目前信譽，個別評估應收貸款之可收回狀況。既未逾期亦無減值之應收貸款涉及無拖欠記錄之若干借款人。應收賬款已逾期但未減值，因為管理層認為借款人或擔保提供人的信用狀況以及就該等貸款獲得的抵押品的公允值並無發生重大變化。

減值分析在每個報告日使用通用法計量預期信貸虧損。

該計算反映概率加權結果、金錢時間價值以及在報告日期可獲得的有關過往事件、當前狀況及對未來經濟狀況的預測合理及可支持的資料。

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25. LOAN RECEIVABLES (Continued)

Notes: (Continued)

(d) (Continued)

Set out below is the information about the credit risk exposure on the Group's loan receivables as at 31 December 2020:

25. 應收貸款(續)

附註：(續)

(d) (續)

下文載列有關本集團於二零二零年十二月三十一日的應收貸款的信貸風險狀況的資料：

	Stage 1 第一階段 Gross amount 總金額 HK\$'000 千港元	Stage 1 第一階段 Allowance for ECLs 預期信貸 虧損撥備	Stage 2 第二階段 Gross amount 總金額 HK\$'000 千港元	Stage 2 第二階段 Allowance for ECLs 預期信貸 虧損撥備	Stage 3 第三階段 Gross amount 總金額 HK\$'000 千港元	Stage 3 第三階段 Allowance for ECLs 預期信貸 虧損撥備	Total 合計 Gross amount 總金額 HK\$'000 千港元	Total 合計 Allowance for ECLs 預期信貸 虧損撥備
Balance as at 1 January 2020 於二零二零年一月一日之結餘	493,057	523	-	-	566,272	170,263	1,059,329	170,786
Transfers from Stage 1 to Stage 3 自第一階段轉入第三階段	(242)	(2)	-	-	242	2	-	-
Transfers from Stage 3 to Stage 2 自第三階段轉入第二階段	193,304	28,420	(193,304)	(28,420)	-	-	-	-
Transfers between stages 階段之間轉入	(242)	(2)	193,304	28,420	(193,062)	(28,418)	-	-
New financial assets originated 年內產生的新財務資產 during the year	210,316	-	-	-	-	-	210,316	-
Transfer between stages of new financial assets originated 年內產生的新財務資產的階段之間轉入 during the year	(84,000)	-	28,471	-	55,529	-	-	-
Derecognised, including repayment, during the year 年內終止確認，包括償還	(476,745)	(475)	(44,078)	-	(76,608)	-	(597,431)	(475)
Charge during the year 年內扣除	-	632	-	(16,509)	-	83,218	-	67,341
Exchange realignment 汇兌調整	18,309	35	-	-	7,769	2,789	26,078	2,824
Balance as at 31 December 2020 於二零二零年十二月三十一日之結餘	160,695	713	177,697	11,911	359,900	227,852	698,292	240,476

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截至二零二零年十二月三十一日止年度

25. LOAN RECEIVABLES (Continued)

Notes: (Continued)

(d) (Continued)

25. 應收貸款 (續)

附註：(續)

(d) (續)

	Stage 1 第一階段 Gross amount 總金額 HK\$'000 千港元	Stage 1 第一階段 Allowance for ECLs 預期信貸 虧損發備 HK\$'000 千港元	Stage 2 第二階段 Gross amount 總金額 HK\$'000 千港元	Stage 2 第二階段 Allowance for ECLs 預期信貸 虧損發備 HK\$'000 千港元	Stage 3 第三階段 Gross amount 總金額 HK\$'000 千港元	Stage 3 第三階段 Allowance for ECLs 預期信貸 虧損發備 HK\$'000 千港元	Total 合計 Gross amount 總金額 HK\$'000 千港元	Total 合計 Allowance for ECLs 預期信貸 虧損發備 HK\$'000 千港元
Balance as at 1 January 2019 於二零一九年一月一日 之結餘	1,456,186	6,047	-	-	53,411	19,076	1,509,597	25,123
Transfer from/to 12-month ECLs to/from lifetime ECLs	自12個月預期信貸虧損 轉入年限內預期信貸 虧損／自年限內預期 信貸虧損轉入12個月 預期信貸虧損	(576,642)	(3,168)	-	-	576,642	3,168	-
New financial assets originated during the year	年內產生的新財務資產	371,428	-	-	-	-	371,428	-
Transfer from/to 12-month ECLs to/from lifetime ECLs of new financial assets originated during the year	年內產生的新財務資產 自12個月預期信貸 虧損轉入年限內預期 信貸虧損／自年限內 預期信貸虧損轉入12個月 預期信貸虧損	(69,348)	-	-	-	69,348	-	-
Derecognised, including repayment, during the year	年內終止確認，包括償還	(693,092)	(348)	-	(133,679)	-	(826,771)	(348)
Charge/(recover) during the year	年內扣除／(收回)	-	(2,012)	-	-	147,822	-	145,810
Exchange realignment	匯兌調整	4,525	4	-	550	197	5,075	201
Balance as at 31 December 2019 於二零一九年 十二月三十一日之結餘	493,057	523	-	-	566,272	170,263	1,059,329	170,786

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26. TRADE AND OTHER RECEIVABLES

26. 貿易及其他應收款項

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Trade receivables	貿易應收款項	(a) & (c)	2,976	9,759
Accounts receivable from clients arising from provision of wealth and asset management services	就提供財富及資產管理服務產生的應收客戶賬款	(b)	11,092	12,464
Accounts receivable from third parties arising from provision of securities and commodities brokerage services:	就提供證券及商品經紀服務產生的應收第三方賬款：			
— custodian clients	— 託管客戶	(b)	82,750	15,482
— margin clients	—孖展客戶	(b)	150,201	153,983
— clearing houses and brokers	— 結算所及經紀	(b)	13,470	17,330
			260,489	209,018
Expected credit loss	預期信貸虧損	(c)	(37,057)	(36,799)
			223,432	172,219
Deposits and prepayments	按金及預付款項		27,943	131,404
Other debtors	其他債項	(d)	16,038	14,254
Amounts due from related parties	應收關聯方款項	(e)	318,727	336,468
			362,708	482,126
Expected credit loss	預期信貸虧損	(d) & (e)	(2,768)	(2,705)
			359,940	479,421
			583,372	651,640
Less: Balances due within one year included in current assets	減：計入流動資產之於一年內到期之結餘		(404,868)	(420,585)
Non-current portion	非流動部分		178,504	231,055

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26. TRADE AND OTHER RECEIVABLES (Continued)

Notes:

(a) Settlement terms of trade receivables

The Group's trading terms with its customers are mainly on credit. The credit terms offered to these customers are generally in credit limit and credit period from 30 to 60 days.

(b) Settlement terms of accounts receivable

Accounts receivable arising from the ordinary course of business of brokerage in securities and commodities in respect of cash clients and margin clients are two or three trading days after the transaction dates.

Accounts receivable arising from the ordinary course of business of brokerage in index, commodity and currency futures contracts represent the margin deposits maintained with futures clearing house, options clearing house or brokers to meet the margin requirements of open contracts. Margin calls from clearing house and brokers are settled on a daily basis. The excess amounts over the required margin deposits stipulated are repayable on demand.

The credit facility limits to margin clients are determined by the discounted market value of the collateral securities accepted by the Group. The majority of the loans to margin clients which are secured by the underlying pledged securities are interest-bearing. The Group maintains a list of approved stocks for margin lending at a specified loan to collateral ratio. Any excess in the lending ratio will trigger a margin call which the customers have to make up the shortfall.

Loans to margin clients as at the end of the reporting period were secured by the customers' securities to the Group as collateral with discounted market value of approximately HK\$355,446,000 (2019: HK\$374,640,000).

The Group determines the allowance for impaired debts based on the evaluation of collectability and ageing analysis of accounts receivable and on management's judgement including the assessment of change in credit quality, collateral and the past collection history of each client. The concentration of credit risk is limited due to the customer base being large and unrelated.

Trading limits are set for customers. The Group seeks to maintain tight control over its outstanding accounts receivable in order to minimise the credit risk. Overdue balances are regularly monitored by management.

26. 貿易及其他應收款項(續)

附註：

(a) 貿易應收款項結算條款

本集團與客戶的貿易條款主要以信貸方式進行。向該等客戶提供的信貸條款通常為信用額度及介乎30至60日的信貸期。

(b) 應收賬款結算條款

就現金客戶及孖展客戶而言，從證券及商品經紀業務之日常業務過程中產生之應收賬款須於交易日後兩個或三個交易日內結算。

就指數、商品及貨幣期貨合約之經紀業務在日常業務過程中產生之應收賬款，乃指存放於期貨結算所、期權結算所或經紀之保證金，已符合平倉合約之保證金要求。結算所及經紀之追求保證金乃每日交收。超過所規定保證金之金額則按要求退還。

孖展客戶信貸融資額度乃按本集團所收取的抵押證券折讓市值釐定。大部分給予孖展客戶的貸款（由相關已抵押證券作抵押）計息。本集團設有一份經認可股份清單，以按特定貸款抵押品比率給予孖展借款。超逾借款比率將觸發按金追繳通知，客戶須追補該差額。

於報告期末給予孖展客戶之貸款由客戶給予本集團作抵押品的折讓市值約為355,446,000港元（二零一九年：374,640,000港元）的證券擔保。

本集團根據應收賬款可回收性及賬齡之評估，以及管理層之判斷（包括對信貸質素變化之評估、抵押品及各客戶之收款記錄）而決定減值債務之撥備。本集團的信貸集中風險有限，因為客戶基礎龐大並且互無關連。

客戶均設有交易限額。本集團對未償還應收賬款採取嚴謹監控措施，以將信貸風險減至最低。逾期款項由管理層定期檢討。

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26. TRADE AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

(c) Ageing analysis and impairment

At the end of the reporting period, the ageing analysis of trade receivables, by invoice date is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Less than 1 month	少於一個月	283	830
1 month to 3 months	一至三個月	1,757	5,533
3 months to 6 months	三至六個月	936	3,396
		2,976	9,759

Movements in the expected credit loss are as follows:

預期信貸虧損變動如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At the beginning of the reporting period	於報告期初	36,799	22,228
Derecognised on deemed disposal of subsidiaries	就視作出售附屬公司 終止確認	–	(2,695)
Allowance for expected credit loss	預期信貸虧損撥備	258	17,266
At the end of the reporting period	於報告期末	37,057	36,799

No ageing analysis has been disclosed in respect of accounts receivable arising from the ordinary course of brokerage business and wealth and asset management service business, as in the opinion of the management, it does not give additional value in view of the business's nature.

並無就經紀業務、財富及資產管理服務業務的日常經營活動產生的應收賬款披露賬齡分析，原因為管理層認為，鑑於業務性質，該賬目不具有附加價值。

For trade receivables, impairment analysis is performed at each reporting date using the simplified approach to measure ECLs.

就貿易應收款項而言，於各報告日期使用簡化法計量預期信貸虧損進行減值分析。

As at 31 December 2020, the gross carrying amount and loss allowance of trade receivables is HK\$2,976,000 (2019: HK\$9,759,000) and HK\$38,000 (2019: HK\$203,000) respectively.

於二零二零年十二月三十一日，貿易應收款項的賬面總值及虧損撥備分別為2,976,000港元(二零一九年：9,759,000港元)及38,000港元(二零一九年：203,000港元)。

For accounts receivables, impairment analysis is performed at each reporting date using general approach to measure ECLs.

就應收賬款而言，於各報告日期使用一般方法計量預期信貸虧損進行減值分析。

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26. TRADE AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

(c) Ageing analysis and impairment (Continued)

The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade and account receivables are written off if past due for more than one year and are not subject to enforcement activity.

Set out below is the information about the credit risk exposure on the Group's account receivables as at 31 December 2020 and 2019:

26. 貿易及其他應收款項(續)

附註：(續)

(c) 賬齡分析及減值(續)

該計算反映或然率加權結果、貨幣時值及於報告日期可得的有關過往事項、當前條件及未來經濟條件預測的合理及可靠資料。一般而言，貿易及其他應收款項如逾期超過一年及毋須受限於強制執行活動則予以撇銷。

下表載列有關本集團於二零二零年及二零一九年十二月三十一日的應收賬款的信貸風險狀況的資料：

	Stage 1 第一階段 Gross amount	Stage 1 第一階段 Allowance for ECLs	Stage 2 第二階段 Gross amount	Stage 2 第二階段 Allowance for ECLs	Stage 3 第三階段 Gross amount	Stage 3 第三階段 Allowance for ECLs	Total 合計 Gross amount	Total 合計 Allowance for ECLs
Balance as at 1 January 2020 於二零二零年一月一日 結餘	155,934	56	6,788	15	36,537	36,524	199,259	36,595
New financial assets originated 年內產生的新財務資產 during the year	220,977	-	-	-	-	-	220,977	-
Transfer from/to 12-month ECLs to/from lifetime ECLs of new financial assets originated 年內產生的新財務資產 自12個月預期信貸虧損 轉入年限內預期信貸 虧損／年限內預期 信貸虧損轉入12個月 預期信貸虧損	(31,718)	-	31,694	-	24	-	-	-
Derecognised, including repayment, during the year	(155,935)	(57)	(6,788)	(15)	-	-	(162,723)	(72)
Charged during the year 年內扣除	-	386	-	86	-	24	-	496
Balance as at 31 December 2020 於二零二零年 十二月三十一日結餘	189,258	385	31,694	86	36,561	36,548	257,513	37,019

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26. TRADE AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

26. 貿易及其他應收款項(續)

附註：(續)

(c) Ageing analysis and impairment (Continued)

(c) 賬齡分析及減值(續)

	Stage 1 第一階段 Gross amount	Stage 1 第一階段 Allowance for ECLs	Stage 2 第二階段 Gross amount	Stage 2 第二階段 Allowance for ECLs	Stage 3 第三階段 Gross amount	Stage 3 第三階段 Allowance for ECLs	Total 合計 Gross amount	Total 合計 Allowance for ECLs
預期信貸 虧損發備			預期信貸 虧損發備		預期信貸 虧損發備		預期信貸 虧損發備	
總金額			總金額		總金額		總金額	
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Balance as at 1 January 2019 於二零一九年一月一日 結餘	390,504	80	54,118	71	304,800	19,382	749,422	19,533
New financial assets originated during the year 年內產生的新財務資產	199,258	-	-	-	-	-	199,258	-
Transfer from/to 12-month ECLs to/from lifetime ECLs of new financial assets originated 年內產生的新財務資產自12個月預期信貸虧損轉入年限內預期信貸虧損/年限內預期信貸虧損轉入12個月預期信貸虧損								
Derecognised, including repayment, during the year 年內終止確認，包括償還	(43,324)	-	6,788	-	36,536	-	-	-
Charged during the year 年內扣除	(390,504)	(60)	(54,118)	(71)	(304,799)	(19,381)	(749,421)	(19,512)
Balance as at 31 December 2019 於二零一九年 十二月三十一日結餘	155,934	56	6,788	15	36,537	36,524	199,259	36,595

(d) Other debtors

The ECLs are based on the 12-months ECLs.

(d) 其他債項

預期信貸虧損乃按十二個月預期信貸虧損計算。

(e) Amounts due from related parties

Included in amounts due from related parties were amounts due from beneficial owners of respective non-controlling interests of subsidiaries of HK\$52,238,000 (2019: HK\$52,238,000) and other receivables from an associate of HK\$97,927,000 (2019: HK\$133,179,000), which are unsecured, interest-free and repayable within one year (2019: within two years), and dividend receivable of HK\$166,785,000 (2019: HK\$148,730,000) which is unsecured, interest-free and repayable in five years from the date of dividend declaration. The carrying value of the amounts due approximate their fair value. The ECLs are based on the 12-month ECLs. The loss allowance increased by HK\$63,000 (2019: HK\$2,705,000) for amounts due from related parties during the year.

(e) 應收關聯方款項

計入應收關聯方款項的金額為應收附屬公司有關非控股權益的實益擁有人款項52,238,000港元(二零一九年：52,238,000港元)及應收聯營公司的其他款項97,927,000港元(二零一九年：133,179,000港元)，且為無抵押、免息及須於一年內償還(二零一九年：須於兩年內償還)，以及無抵押、免息及自股息宣派日計5年應償還的應收股息166,785,000港元(二零一九年：148,730,000港元)。應收款項的賬面值與其公允值相若。預期信貸虧損乃按十二個月預期信貸虧損計算。年內，應收關聯方款項的虧損撥備增加63,000港元(二零一九年：2,705,000港元)。

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27. BANK DEPOSITS/BANK BALANCES AND CASH

27. 銀行存款／銀行結餘及現金

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Fixed bank deposits	銀行定期存款	(a)	1,194,299	954,978
Bank balances and cash	銀行結餘及現金		848,130	1,405,457
		(b)&(c)	2,042,429	2,360,435
Less: Balance in current portion	減：流動部分結餘		(2,042,429)	(2,124,877)
Non-current portion	非流動部分		–	235,558

(a) As at 31 December 2020, fixed bank deposits are made for varying periods of between one day and twelve months depending on the immediate cash requirements. As at 31 December 2019, the fixed bank deposits in non-current portion of CHF29,296,000 (equivalent to HK\$235,558,000) were fixed deposits placed with bank with maturity date after January 2021.

(a) 於二零二零年十二月三十一日，銀行定期存款的期限取決於即時現金需求，介乎一日至十二個月。於二零一九年十二月三十一日，非流動部分的銀行定期存款29,296,000瑞士法郎（相當於235,558,000港元）為二零二一年一月後到期日存入銀行的定期存款。

(b) As at 31 December 2020, the balance consists of a significant amount denominated in Swiss Franc ("CHF") and Euro approximate to HK\$248,403,000 and HK\$425,115,000 respectively (2019: HK\$207,977,000 and HK\$449,209,000).

(b) 於二零二零年十二月三十一日，結餘包括以瑞士法郎（「瑞士法郎」）及歐元計值的巨額款項，分別約為248,403,000港元及425,115,000港元（二零一九年：207,977,000港元及449,209,000港元）。

(c) The loss allowance increased by HK\$205,000 (2019: HK\$23,000) for fixed bank deposits, bank balances and cash during the year.

(c) 年內定期銀行存款、銀行結餘及現金的虧損撥備增加205,000港元（二零一九年：23,000港元）。

(d) Cash and cash equivalents at the end of reporting period include deposit with banks of RMB60,048,000 (equivalent to HK\$71,368,000) held by subsidiaries which are not freely remittable to the holding company because of currency exchange restrictions. (2019: RMB10,032,000 (equivalent to HK\$11,179,000) and KRW1,360,859,000 (equivalent to HK\$9,148,000)).

(d) 由於貨幣兌換限制該存款不能自由匯給控股公司於報告期末的現金及現金等價物包括附屬公司持有的銀行存款人民幣60,048,000港元（相當於71,368,000港元）（二零一九年：人民幣10,032,000元（相當於11,179,000港元）及1,360,859,000韓元（相當於9,148,000港元））。

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28. TRADE AND OTHER PAYABLES

28. 貿易及其他應付款項

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Trade payables to third parties	應付第三方貿易賬款	(a)	2,784	4,908
Accounts payable to clients arising from provision of wealth and asset management services	自提供財富及資產管理服務而產生的應付客戶賬款	(b)	996,810	1,559,505
Accounts payable to third parties arising from provision of securities and commodities brokerage services:	就提供證券及商品經紀服務產生之應付第三方賬款：			
— custodian clients	— 託管客戶	(b)	463,650	549,568
— margin clients	—孖展客戶	(b)	95,421	165,151
— clearing house and brokers	— 結算所及經紀人	(b)	58,364	2,220
Less: Cash held on behalf of clients		(c)	1,617,029	2,281,352
減：代表客戶持有現金			(543,603)	(696,123)
			1,073,426	1,585,229
Other payables	其他應付款項	(d)	82,985	55,404
Deposits received	已收按金		5,238	7,961
Amounts due to related parties	應付關聯方款項	(e)	5,468	111
			93,691	63,476
			1,167,117	1,648,705

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28. TRADE AND OTHER PAYABLES (Continued)

(a) Ageing analysis of trade payables

At the end of the reporting period, the ageing analysis of trade payables by date of issue of invoice is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Less than 1 month	少於一個月	1,722	2,724
1 month to 3 months	一至三個月	76	2,177
3 months to 6 months	三至六個月	986	7
		2,784	4,908

(b) Settlement terms of accounts payable

Accounts payable arising from the ordinary course of business of wealth and asset management services are repayable to clients on demand.

Accounts payable arising from the ordinary course of business of brokerage in securities in respect of cash clients and margin clients are two or three trading days after the transaction dates.

Accounts payable arising from the ordinary course of business brokerage in index, commodity and currency futures contracts represent the margin deposits received from clients for their trading in futures contracts. The excess over the required margin deposits stipulated are repayable to clients on demand.

No ageing analysis has been disclosed in respect of accounts payable arising from the ordinary course of brokerage business and wealth and asset management service business, as in the opinion of the management, it does not give additional value in view of the business's nature.

28. 貿易及其他應付款項(續)

(a) 貿易應付款項分析

於報告期末，貿易應付款項按開具發票日的賬齡分析如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Less than 1 month	少於一個月	1,722	2,724
1 month to 3 months	一至三個月	76	2,177
3 months to 6 months	三至六個月	986	7
		2,784	4,908

(b) 應付賬款結算條款

從財富及資產管理服務之日常業務過程中產生之應付賬款按客戶要求支付。

就現金客戶及孖展客戶而言，從證券經紀業務之日常業務過程中產生之應付賬款須於交易日後兩個或三個交易日內結算。

就指數、商品及貨幣期貨合約之經紀業務在日常業務過程中產生之應付賬款，乃指就客戶的期貨合約交易自彼等收取的孖展按金。超過規定孖展按金的部分則按要求退還給客戶。

概無披露有關自經紀業務以及財富及資產管理服務業務日常業務中產生的應付賬款之賬齡分析，原因為管理層認為，考慮到業務性質，其並不會產生額外價值。

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28. TRADE AND OTHER PAYABLES (Continued)

- (c) The Group maintains segregated accounts with banks and authorised institutions to hold cash on behalf of clients arising from its normal course of business in provision for brokerage services. At 31 December 2020, client money maintained in segregated accounts not otherwise dealt with in the financial statements amounted to HK\$543,603,000 (2019: HK\$696,123,000).
- (d) As at 31 December 2020, included in other payables are salaries and bonus payables, professional advisory fee payables and bond interest payable.
- (e) As at 31 December 2020, the amounts due to the directors of a subsidiary are unsecured, interest-free and have no fixed repayment term. The carrying value of the amounts due approximate their fair value.

29. CONTRACT LIABILITIES

28. 貿易及其他應付款項(續)

- (c) 本集團於銀行及獲授權機構開立獨立賬戶，以持有代表客戶持有的自其提供經紀服務的一般業務過程中產生的現金。於二零二零年十二月三十一日，存放於獨立賬戶而並無以其他方式於財務報表處理的客戶款項為543,603,000港元(二零一九年：696,123,000港元)。
- (d) 於二零二零年十二月三十一日，其他應付款項包括應付薪金及花紅、應付專業顧問費及應付債券利息。
- (e) 於二零二零年十二月三十一日，應付附屬公司董事的款項為無擔保、免息且無固定還款期限。應付金額的賬面值與其公允值相若。

29. 合約負債

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
<i>Contract liabilities arising from:</i> Wealth and asset management, financial brokerage and related services	由以下各項產生之合約負債： 財富及資產管理、金融經紀及 相關服務	16,056

The Group receives advanced advisory service fee which represents total contract value upon the signing of advisory service agreement by customers.

本集團於客戶簽署顧問服務協議時收取墊付顧問服務費，即指合約總價值。

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29. CONTRACT LIABILITIES *(Continued)*

Movements in contract liabilities:

29. 合約負債(續)

合約負債變動：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At 1 January	於一月一日	16,566	9,545
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	由於在年初確認計入合約負債之年內收入導致合約負債減少	(16,566)	(9,545)
Increase in contract liabilities as a result of billing in advance of financial advisory service	財務顧問服務前結算導致合約負債增加	-	6,195
Increase in contract liabilities as a result of billing in advance of insurance advisory services	保險顧問服務前結算導致合約負債增加	16,056	10,371
At 31 December	於十二月三十一日	16,056	16,566

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30. INTEREST-BEARING BORROWINGS

30. 計息借款

		2020 二零二零年 Notes 附註	2019 二零一九年 HK\$'000 千港元
Interest-bearing borrowings	計息借款		
— Unsecured bonds	— 無抵押債券	(a)	20,000
— Unsecured loan	— 無抵押貸款	(b)	81,000
— Unsecured fixed coupon note	— 無抵押定息票據	(c)	194,725
			295,725
Less: Balance repayable within one year or on demand	減：須於一年內或按要求償還結餘	—	(81,000)
Non-current portion	非流動部分		214,725

Notes:

附註：

- (a) Unsecured bonds with an interest rate of 5% per annum were fully repaid during the year.
- (b) Unsecured loan with an interest rate of 1% per annum was fully repaid during the year.
- (c) As at 31 December 2019, there was an unsecured floating coupon note with the principal amount of US\$25,000,000 (equivalent to HK\$194,725,000) issued to a third-party investor. The coupon note was interest-bearing at lower of 7% per annum or twelve months LIBOR plus 4.5% per annum payable semi-annually in arrears and repayable in 2021. The note was early redeemed during the year ended 31 December 2020.

- (a) 按年利率5厘計息的無抵押債券於年內悉數償還。
- (b) 按年利率1厘計息的無抵押貸款已於年內悉數償還。
- (c) 於二零一九年十二月三十一日，本金額為25,000,000美元(相當於194,725,000港元)的無抵押浮息票據已發行予第三方投資者。息票按7%年利率與12個月倫敦銀行同業拆借利率(LIBOR)加年利率4.5%之較低者計息，每半年支付一次，並於二零二一年償還。有關票據已於截至二零二零年十二月三十一日止年度提前贖回。

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31. CONTINGENT CONSIDERATION PAYABLE

31. 應付或然代價

	Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At 1 January	於一月一日	—	8,761
Settlement during the year	年內結算	(a) —	(5,761)
Reclassified to other payable	重新分類至其他應付款項	(b) —	(3,000)
At 31 December	於十二月三十一日	—	—

Notes:

- (a) In December 2016, the Group entered into an investment agreement with two third parties (the "Vendor") to acquire 55% equity interests of AYD Group at an aggregate consideration of RMB409,200,000 (equivalent to HK\$458,304,000).

According to the investment agreement, if the results attributable to the equity holders of AYD Group for the years ended 31 December 2016, 2017 and 2018 have been less or more than RMB62,000,000 (equivalent to HK\$69,440,000), RMB85,000,000 (equivalent to HK\$95,200,000) and RMB120,000,000 (equivalent to HK\$134,400,000) by 5% ("Target Results") respectively, the number of the Consideration Shares is required to be adjusted. In any event, if the transfer of the Consideration Shares to the Vendor leads to the shareholding percentage of the Group in AYD Group falls below 50%, the Group has the option to pay cash in lieu of the Consideration Shares. For the year ended 31 December 2017, the management has estimated that contingent consideration of HK\$112,272,000 will be payable in 2018 and HK\$17,627,000 will be payable in 2019.

In order to settle the contingent consideration payable of HK\$112,272,000. The Group's indirect wholly owned subsidiary, Pioneer Leap has transferred 809 shares in AYD to Cosmicfield Investments Limited ("Cosmicfield"), a non-controlling interest in AYD. Upon the completion of the transfer on 5 July 2018, Pioneer Leap's equity interest in AYD is 46.91%, in the opinion of the management, the Group has the right to control the board of directors of AYD and therefore obtained control over AYD Group.

附註 :

- (a) 於二零一六年十二月，本集團與兩名第三方(「賣方」)訂立投資協議，以總代價人民幣409,200,000元(相當於458,304,000港元)收購愛嬰島集團55%股權。

根據投資協議，倘愛嬰島集團權益持有人應佔截至二零一六年、二零一七年及二零一八年十二月三十一日止年度的業績已分別低於或超過人民幣62,000,000元(相當於69,440,000港元)、人民幣85,000,000元(相當於95,200,000港元)及人民幣120,000,000元(相當於134,400,000港元)的5%(「目標業績」)，則代價股份的數目須予調整。無論如何，倘代價股份轉讓予賣方導致本集團於愛嬰島集團之持股百分比低於50%，則本集團可選擇以現金代替代價股份進行支付。截至二零一七年十二月三十一日止年度，管理層估計將於二零一八年及二零一九年支付的或然代價為112,272,000港元及17,627,000港元。

為結清應付或然代價112,272,000港元，本集團的間接全資附屬公司鋒躍已將愛嬰島的809股股份轉讓予愛嬰島的非控股權益Cosmicfield Investments Limited(「Cosmicfield」)。於轉讓於二零一八年七月五日完成後，鋒躍於愛嬰島的股權為46.91%，管理層認為，本集團有權控制愛嬰島的董事會，因此獲得對愛嬰島集團的控制權。

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31. CONTINGENT CONSIDERATION PAYABLE

(Continued)

Notes: (Continued)

(a) (Continued)

On 30 June 2018, the Group entered into a supplementary investment agreement with the Vendor which agreed to revise the calculation of the year ended 31 December 2018 contingent consideration ("2018 Contingent Consideration"). According to the supplementary investment agreement, the Group shall pay RMB5,000,000 to the Vendor if AYD Group's year ended 31 December 2018 net profit is more than RMB120,000,000, alternatively, if year ended 31 December 2018 net profit is less than RMB120,000,000, the Vendor should pay RMB5,000,000 (equivalent to HK\$5,761,000).

For the year ended 31 December 2018, the management has remeasured 2018 Contingent Consideration as HK\$5,761,000, a gain on remeasurement of HK\$11,866,000 is recognised in profit or loss during the year ended 31 December 2018. Since AYD's 2018 net profit was more than RMB120,000,000, RMB5,000,000 is payable by the Group, the balance was subsequently settled in July 2019.

(b) In September 2017, Mason Strategic Investment Company Limited ("MSIC") entered into a share purchase agreement with a third party to acquired 100% equity interest of HFG and its subsidiaries (the "HFG Group") at an estimated aggregate consideration of HK\$128,024,000.

According to the investment agreement, the vendor shall be entitled to share the net profit for the financial year ended 31 March 2018 from 1 April 2017 up to the Completion Date. Minimum capital requirement of HK\$3,800,000 shall be deducted from the net profit shared. The amount of shared profit included in the consideration is HK\$8,524,000.

In the event that the Aggregate Net Profit for the financial year ended 31 March 2019 ("FY2019") exceeds HK\$9,000,000 but less than HK\$11,250,000, MSIC shall pay to the vendor a cash payment equivalent to 40% of such part of the Aggregate Net Profit in excess of HK\$9,000,000 ("Initial Sum"). In the event that the Aggregate Net Profit for FY2019 exceeds HK\$11,250,000, the MSIC shall pay to the vendor a cash payment equivalent to consummation of the Initial Sum and a sum equivalent to 50% of the amount in excess of HK\$11,250,000. As at completion date, the management estimated the Aggregate Net Profit for FY2019 as HK\$15,301,000. Therefore, the fair value of the profit shared is estimated to be HK\$3,000,000 and included in aggregate consideration for calculating goodwill in the acquisition of HFG Group.

The contingent consideration payable is reclassified to other payable at the year ended 31 December 2019.

31. 應付或然代價(續)

附註 : (續)

(a) (續)

於二零一八年六月三十日，本集團與賣方訂立一份補充投資協議，而賣方同意經修訂截至二零一八年十二月三十一日止年度的或然代價(「二零一八年或然代價」)之計算。根據補充投資協議，倘愛嬰島集團截至二零一八年十二月三十一日止年度淨溢利超過人民幣120,000,000元，則本集團應向賣方支付人民幣5,000,000元，或者倘截至二零一八年十二月三十一日止年度的淨溢利不足人民幣120,000,000元，則賣方應支付人民幣5,000,000元(相當於5,761,000港元)。

截至二零一八年十二月三十一日止年度，管理層將二零一八年或然代價重新計量為5,761,000港元，於截至二零一八年十二月三十一日止年度損益確認重新計量收益11,866,000港元。鑑於二零一八年愛嬰島溢利淨額超過人民幣120,000,000元，本集團應付人民幣5,000,000元，結餘隨後於二零一九年七月結清。

(b) 於二零一七年九月，Mason Strategic Investment Company Limited(「MSIC」)與一名第三方訂立購股協議，以收購晉裕及其附屬公司(「晉裕集團」)的100%權益，總代價為128,024,000港元。

根據投資協議，賣方有權分佔截至二零一八年三月三十一日止財政年度的純利(自二零一七年四月一日起直至完成日期)。須自分佔純利中扣減的最低資本需求為3,800,000港元。計入代價的分佔溢利金額為8,524,000港元。

倘截至二零一九年三月三十一日止財政年度(「二零一九財政年度」)的總純利超出9,000,000港元但低於11,250,000港元，MSIC須向賣方支付相當於超出9,000,000港元的總純利部分的40%的現金付款(「首期款項」)。倘二零一九財政年度的總純利超過11,250,000港元，MSIC須向賣方支付相當於首期款項加相當於超過11,250,000港元部分的50%的現金付款。於完成日期，管理層估計二零一九財政年度的總純利為15,301,000港元。因此，分佔溢利的公允值估計為3,000,000港元及計入就計算收購晉裕集團商譽的總代價。

應付或然代價於截至二零一九年十二月三十一日止年度重新分類至其他應付款項。

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31. CONTINGENT CONSIDERATION PAYABLE

(Continued)

Profit guarantee is a contingent consideration that will be realised if the acquired businesses achieve their respective base year profit target, calculated on certain predetermined basis, during the designated period of time.

The Group recognises the fair value of those contingent consideration for acquisitions, as of their respective acquisition dates as part of the consideration transferred in exchange for the acquired business. The fair value measurement require, among other things, significant estimation of post-acquisition performance of the acquired businesses and significant judgement on time value of money.

32. DERIVATIVE FINANCIAL INSTRUMENTS

31. 應付或然代價(續)

如果被收購業務在指定時間段內達到按照一定預定基準計算的各自基準年度溢利目標，則溢利保證為將可變現的或然代價。

本集團於有關收購日期確認該等收購事項或然代價的公允值為就交換被收購業務所轉讓代價的一部分。公允值計量需要(其中包括)對被收購業務的收購後表現進行重大估計，並對貨幣時間價值做出重大判斷。

32. 衍生金融工具

Notes 附註		Assets		Liabilities	
		資產		負債	
		2020 二零二零年	2019 二零一九年	2020 二零二零年	2019 二零一九年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Forward exchange contracts	遠期外匯合約	(a) 19,529	37,506	19,521	37,497
Options	期權	(b) -	-	-	581
		19,529	37,506	19,521	38,078

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32. DERIVATIVE FINANCIAL INSTRUMENTS

(Continued)

Notes:

- (a) The Group has entered into various forward currency contracts for acting exclusively as commission agent of the clients. These forward currency contracts are not designated for hedge purposes and are measured at fair value through profit or loss.

The fair value of foreign currency forwards are determined using forward exchange rate at the reporting date.

- (b) Pursuant to an agreement with the then non-controlling shareholders of AYD Group dated 30 June 2018,

i. the Group was granted with a put option, whereby the Group has the discretion to request the then non-controlling shareholders of AYD Group to acquire the equity interest of the Group in AYD Group at consideration of RMB1,455,000,000 (equivalent to HK\$1,657,000,000), which is exercisable if the Company obtains AYD Group spin-off approval from the Hong Kong Stock Exchange ("HKEx") before 30 June 2020 and AYD Group fails to list its shares on HKEx before 28 February 2021 (the "Put Option"); and

ii. the then non-controlling shareholders of AYD Group was granted with the call option, whereby the non-controlling shareholders of AYD Group has the discretion to acquire all equity interest of the Group in AYD Group at a consideration of RMB1,382,000,000 (equivalent to HK\$1,574,000,000), which is exercisable if the Company fails to obtain AYD Group spin-off approval from HKEx before 30 June 2020 (the "NCI's Call Option").

The options were expired during the year.

32. 衍生金融工具(續)

附註：

- (a) 本集團已訂立多份遠期貨幣合約專門擔任客戶的佣金代理人。該等遠期貨幣合約並未指定用作對沖用途及按公允值計入損益計量。

遠期外匯合約之公允值採用報告日期的遠期匯率釐定。

- (b) 根據日期為二零一八年六月三十日與愛嬰島集團當時的非控股股東的協議，

i. 本集團獲授認沽期權，據此，倘本公司於二零二零年六月三十日前向聯交所取得愛嬰島集團的分拆批准而愛嬰島集團的股份於二零二一年二月二十八日前未能於香港聯交所（「聯交所」）上市，本集團可酌情要求愛嬰島集團的當時非控股股東收購本集團於愛嬰島集團的股權，代價為人民幣1,455,000,000元（相當於1,657,000,000港元），該認沽期權可予行使（「認沽期權」）；及

ii. 愛嬰島集團的當時非控股股東獲授認購期權，據此，愛嬰島集團的非控股股東可酌情收購本集團於愛嬰島集團的所有股權，代價為人民幣1,382,000,000元（相當於1,574,000,000港元），倘本公司未能於二零二零年六月三十日前向聯交所取得愛嬰島集團的分拆批准，則該認購期權可予行使（「非控股權益認購期權」）。

期權已於年內到期。

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33. DEFERRED TAXATION

Movements for the year in the Group's net deferred tax position are as follows:

33. 遲延稅項

本年度本集團遞延稅項淨額水平之變動如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Recognised net deferred tax liabilities/(assets)	已確認遲延稅項負債／(資產) 淨額		
At the beginning of the reporting period	於報告期初	20,184	185,033
Deemed disposal of subsidiaries <i>(Note 40(b))</i>	視作出售附屬公司(附註 40(b))	-	(111,039)
Charged/(credited) to profit or loss <i>(Note 13)</i>	扣自／(計入)損益(附註 13)	3,971	(47,742)
Charged to other comprehensive income	計入其他全面收入	359	653
Exchange realignment	匯兌調整	1,385	(6,721)
At the end of the reporting period	於報告期末	25,899	20,184

Recognised net deferred tax liabilities at the end of the reporting period represent the following:

於報告期末之已確認遲延稅項負債淨額如下：

		Assets		Liabilities	
		資產		負債	
		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
Pension obligation	退休金責任	1,086	1,433	-	-
Tax losses	稅項虧損	5,716	4,858	-	-
Intangible assets	無形資產	-	-	(18,872)	(27,721)
Financial assets at fair value through profit or loss	按公允值計入損益之金融資產	-	-	(14,075)	-
Others	其他	1,122	3,089	(876)	(1,843)
Deferred tax assets/(liabilities)	遞延稅項資產／(負債)	7,924	9,380	(33,823)	(29,564)

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33. DEFERRED TAXATION (Continued)

33. 遲延稅項(續)

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Unrecognised deferred tax assets arising from		
Deductible temporary differences	可扣稅暫時性差額	26,180
Tax losses	稅項虧損	802,288
At the end of the reporting period	於報告期末	828,468
		5,780
		699,779
		705,559

Neither the tax losses nor the deductible temporary differences expire under current tax legislation. Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available against which the Group can utilise the benefits therefrom.

As at 31 December 2020, the aggregate amount of temporary difference associated with the Group's Australia subsidiary's undistributed retained profits, amounting to approximately AU\$4,125,000. No deferred tax liabilities have been recognised in respect of this difference because the Group is in a position to control the dividend policies of the subsidiary and it is probable that such difference will not be reversed in the foreseeable future.

根據現行稅法，稅項虧損及可扣稅暫時性差額均不會到期。由於本集團不大可能利用未來應課稅溢利抵銷從中可用的利益，因此並無就該等項目確認遞延稅項資產。

於二零二零年十二月三十一日，與本集團澳洲附屬公司之未分配保留溢利有關的暫時差額總額約為4,125,000澳元。由於本集團有能力控制該等附屬公司的股息政策，且該等差額在可預見未來很可能不會被撥回，故並無就該等差額確認遞延稅項負債。

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34. REDEEMABLE AND EXCHANGEABLE PREFERRED SHARE

On 24 October 2018, the Company and one of the Group's subsidiary, Mason Healthcare Group Limited ("Mason Healthcare"), entered into an investment agreement with an investor ("Investor") in relation to the issue of 20,000,000 non-voting preferred shares by Mason Healthcare to the Investor at an aggregate consideration of US\$20,000,000 (equivalent to HK\$156,000,000) ("Subscription Share"), with cash dividend at the rate of US\$0.02 per annum per share. The preferred shares will be redeemable in three years (i.e. 25 October 2021) and has been designated as financial liabilities at FVTPL as it is managed and evaluated on a fair value basis.

On 13 May 2020, the Company, Mason Healthcare and the Investor entered into a share exchange and transfer agreement, pursuant to which, the Subscription Share was terminated, which the transfer of unlisted equity securities with fair value of US\$21,500,000 (equivalent to HK\$167,700,000) and a receipt of cash consideration of US\$1,500,000 (equivalent to HK\$11,700,000).

35. REVERSE REPURCHASE AND REPURCHASE AGREEMENTS

(a) Reverse Repurchase Agreements

Reverse repurchase agreements are transactions entered into by the Group, with financial institutions, which are the counterparties entering into a commitment with the Group to purchase the specified bonds eligible for Swiss National Bank General Collateral Basket at a future date at an agreed price. As part of the reverse repurchase agreements, the Group receives securities allowed to be re-pledged in the absence of default of the agreement by counterparties. If the collateral received declines in value, the Group may, in certain circumstances, require additional collaterals.

34. 可贖回及可轉換優先股

於二零一八年十月二十四日，本公司及本集團附屬公司之一茂宸醫療集團有限公司（「茂宸醫療」）與投資者（「投資者」），就茂宸醫療向投資者發行20,000,000股無投票權優先股（「認購股份」）訂立投資協議，總代價20,000,000美元（相當於156,000,000港元），現金股息每年每股0.02美元。優先股將於三年內（即二零二一年十月二十五日）贖回及因其按公允值基準管理及評估而已指定為按公允值計入損益的金融負債。

於二零二零年五月十三日，本公司、茂宸醫療與投資者訂立股份交換及轉讓協議，據此，認購股份已終止，其轉讓公允值為21,500,000美元（相當於167,700,000港元）的非上市股本證券及收取現金代價1,500,000美元（相當於11,700,000港元）。

35. 反向回購及回購協議

(a) 反向回購協議

本集團與金融機構訂立反向回購協議，而交易對手亦與本集團訂立承諾，以於未來日期以約定價格購買符合資格獲得瑞士國家銀行一籃子一般抵押品（Swiss National Bank General Collateral Basket）的指定債券。作為反向回購協議的一部分，在交易對手並無違反協議的情況下，本集團收取可予重新抵押的證券。倘所收取的抵押品價值下降，則本集團可能於若干情況下要求額外抵押品。

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35. REVERSE REPURCHASE AND REPURCHASE

AGREEMENTS *(Continued)*

(a) Reverse Repurchase Agreements

(Continued)

As at 31 December 2020, the outstanding amount paid for the reverse repurchase agreements was CHF24,748,000 (equivalent to HK\$217,641,000) (2019: CHF82,496,000 (equivalent to HK\$663,327,000)) and was recognised as receivables from reverse repurchase agreements. As at 31 December 2020, the fair value of the specified bonds received as collateral for the outstanding receivable in connection with its reverse repurchase agreements was CHF24,841,000 (equivalent to HK\$218,455,000) (2019: CHF84,438,000 (equivalent to HK\$678,942,000)).

All the above collateral is allowed to be re-pledged (2019: All).

(b) Repurchase Agreements

Repurchase agreements are transactions in which the Group sells a security and simultaneously agrees to repurchase it at the agreed date and price.

As at 31 December 2020, the outstanding amount received from the repurchase agreements was CHF27,231,000 (equivalent to HK\$239,479,000) (2019: CHF31,426,000 (equivalent to HK\$252,686,000)) and was recognised as obligations under repurchase agreements. As at 31 December 2020, the fair value of the specified bonds which the Group re-pledged as collateral in connection with its repurchase agreements was CHF26,963,000 (equivalent to HK\$237,121,000) (2019: CHF31,317,000 (equivalent to HK\$251,813,000)).

35. 反向回購及回購協議(續)

(a) 反向回購協議(續)

於二零二零年十二月三十一日，就反向回購協議支付的未結算金額為24,748,000瑞士法郎(相當於217,641,000港元)(二零一九年：82,496,000瑞士法郎(相當於663,327,000港元))及被確認為反向回購協議應收款項。於二零二零年十二月三十一日，已收取的特定債券公允值(作為有關反向回購協議的未結算應收款項的抵押品)為24,841,000瑞士法郎(相當於218,455,000港元(二零一九年：84,438,000瑞士法郎(相當於678,942,000港元))。

所有上述抵押品獲允許重新抵押(二零一九年：所有)。

(b) 回購協議

回購協議指本集團出售證券並同時同意於約定日期及以約定價格回購該證券的交易。

於二零二零年十二月三十一日，自回購協議收取的未結算金額為27,231,000瑞士法郎(相當於239,479,000港元)(二零一九年：31,426,000瑞士法郎(相當於252,686,000))及被確認為回購協議項下的負債。於二零二零年十二月三十一日，本集團重新抵押作為其回購協議的抵押品的特定債券的公允值為26,963,000瑞士法郎(相當於237,121,000港元)(二零一九年：31,317,000瑞士法郎(相當於251,813,000港元))。

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36. SHARE CAPITAL

36. 股本

		Number of shares	HK\$'000
		已發行 股份數目	千港元
Issued and fully paid shares:	已發行及繳足股份：		
At 1 January 2019	於二零一九年一月一日	44,618,345,557	6,142,962
Cancelled during the year	年內註銷	(243,280,000)	-
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及 二零二零年一月一日	44,375,065,557	6,142,962
Cancelled during the year	年內註銷	(10,180,000)	-
At 31 December 2020	於二零二零年十二月三十一日	44,364,885,557	6,142,962

During the year ended 31 December 2019, the Company repurchased 10,180,000 shares on The Stock Exchange of Hong Kong Limited for a total consideration of HK\$1,100,000, at a price per share between HK\$0.086 and HK\$0.121. The Company has cancelled these 10,180,000 shares on 23 March 2020. No shares were repurchased by the Company during the year ended 31 December 2020.

截至二零一九年十二月三十一日止年度，本公司於香港聯合交易所有限公司回購10,180,000股股份，總代價為1,100,000港元，每股價格介乎0.086港元至0.121港元之間。本公司已於二零二零年三月二十三日註銷該10,180,000股股份。截至二零二零年十二月三十一日止年度，本公司並無回購任何股份。

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37. RESERVES

- (a) The capital reserve was arising from acquisition of interest in subsidiaries in prior years.
- (b) The foreign currency translation reserve comprises exchange differences relating to the translation of the financial statements of the foreign operations of the Group and/or its associates from their functional currency to the Group's presentation currency which are recognised directly in other comprehensive income and accumulated in the foreign currency translation reserve.
- (c) The FVOCI reserve represents fair value reserve comprises the cumulative net change in the fair value of equity investment designated at FVOCI under HKFRS 9 that are held at the end of the reporting period.
- (d) As at 31 December 2020 and 2019, no reserves were available for distribution to the equity holders of the Company.

38. EMPLOYEE RETIREMENT BENEFITS

Defined contribution retirement scheme

The Group has provided for its eligible employees a defined contribution retirement scheme under Mandatory Provident Fund Scheme (the "MPF Scheme"). The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund managed by independent trustees. Under the MPF Scheme, the Group and each of the employees make monthly contributions to the scheme at 5% of the employees' relevant income as defined under the Mandatory Provident Fund legislation, which are subject to a cap of HK\$1,500.

During the year, the amount of employer's contributions made by the Group to the defined contribution retirement scheme was approximately HK\$1,686,000 (2019: HK\$3,378,000).

37. 儲備

- (a) 資本儲備乃由過往年度收購附屬公司權益而產生。
- (b) 外幣匯兌儲備包括關於將本集團及／或其聯營公司境外業務公司之財務報表從其功能貨幣換算為本集團呈列貨幣之匯兌差額(直接在其他全面收入中確認以及在外幣匯兌儲備中累計)。
- (c) 按公允值計入其他全面收益儲備指公允值儲備包括於報告期末持有之根據香港財務報告第9號指定按公允值計入其他全面收益的股本投資的公允值累計變動淨額。
- (d) 於二零二零年及二零一九年十二月三十一日，概無可供分派予本公司權益持有人的儲備。

38. 僱員退休福利

界定供款退休計劃

本集團為其合資格僱員安排參與強制性公積金計劃(「強積金計劃」)的界定供款退休計劃。強積金計劃的資產與本集團資產分開，存放於獨立受託人獨立管理的基金。根據強積金計劃，本集團及各僱員每月按強積金計劃法規界定的僱員相關收入之5%向該計劃供款，惟以1,500港元作上限。

於本年度內，本集團向界定供款退休計劃所作僱主供款數額約為1,686,000港元(二零一九年：3,378,000港元)。

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38. EMPLOYEE RETIREMENT BENEFITS *(Continued)*

Defined benefits retirement plan

The Company operates a funded defined benefit plan for all its qualifying employees in the Principality of Liechtenstein.

The Group's defined benefit plan is a cash-balance plan, which requires contributions to be made to a separately administered multi-employer collective pension fund. The plan has the legal form of a foundation and it is administrated by independent trustees with the assets held separately from those of the Company. The trustees are responsible for the determination of the investment strategy of the plan.

The employees are insured at least in accordance with the legal provisions for pension funds. The pension plans cover the risks of the economic consequences of old age, disability and death in accordance with the Liechtenstein pension act (BPVG).

The plan is exposed to interest rate risk, the risk of changes in the life expectancy for pensioners and equity market risk.

The most recent actuarial valuations of the plan assets and the present value of the defined benefit obligations at 31 December 2020, were carried out by Martin Kuhn of Ernst & Young AG, who is a Swiss Certified Pension Fund Manager and a member of the Swiss Association of Actuaries, using the projected unit credit actuarial valuation method.

38. 僱員退休福利(續)

界定福利退休計劃

本公司為其所有在列支敦士登的合格僱員提供界定的福利計劃。

本集團的界定福利計劃是現金餘額計劃，當中要求向單獨管理的多僱主集體退休金基金供款。該計劃具有基金會的法律形式，由獨立受託人管理，而其資產與本公司資產分開持有。受託人負責釐定該計劃的投資策略。

僱員至少根據退休金法律規定獲得投保。根據列支敦士登養老金法案(BPVG)，養老金計劃涵蓋老年、殘疾及死亡的經濟後果的風險。

該計劃面臨利率風險、養老金領取者預期壽命變化的風險以及股票市場的風險。

該計劃資產的最新精算估值及於二零二零年十二月三十一日界定福利責任的現值乃由Ernst & Young AG的Martin Kuhn(彼為瑞士註冊退休基金經理及瑞士精算師協會會員)使用預期單位信貸精算估值方法進行。

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38. EMPLOYEE RETIREMENT BENEFITS (Continued)

Defined benefits retirement plan (Continued)

The principal actuarial assumptions used as at the end of the reporting period are as follows:

38. 僱員退休福利(續)

界定福利退休計劃(續)

於報告期末所採用之主要精算假設如下：

		2020 二零二零年	2019 二零一九年
Discount rate (%)	貼現率(%)	0.20%	0.30%
Interest credit rate on retirement savings (%)	養老存款利息信貸率(%)	1.00%	1.00%
Expected rate of future pension cost increases (%)	未來養老費用的預期率上升(%)	0.00%	0.00%
Expected rate of salary increases (%)	薪酬預期率上升(%)	1.00%	1.00%
Mortality table	壽命表	BVG/LPP 2015 Generational Menthonnex	BVG/LPP 2015 Generational Menthonnex

The actuarial valuation showed that the market value of plan assets was CHF4,776,000 (equivalent to HK\$41,997,000) (2019: CHF5,134,000 (equivalent to HK\$41,282,000). The deficiency of CHF866,000 (equivalent to HK\$7,613,000) (2019: CHF1,320,000 (equivalent to HK\$10,611,000)) is expected to be cleared over the remaining service period of 19.34 years (2019: 20.10 years).

精算估值顯示，該計劃資產的市場價值為4,776,000瑞士法郎(相當於41,997,000港元)(二零一九年：5,134,000瑞士法郎(相當於41,282,000港元))。預期將出現866,000瑞士法郎(相當於7,613,000港元)(二零一九年：1,320,000瑞士法郎(相當於10,611,000港元))的虧損在餘下19.34年(二零一九年：20.10年)服務期內清算。

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38. EMPLOYEE RETIREMENT BENEFITS (Continued)

Defined benefits retirement plan (Continued)

A quantitative sensitivity analysis for significant assumptions as at the end of the reporting period is shown below:

38. 僱員退休福利(續)

界定福利退休計劃(續)

於報告期末的重大假設的量化敏感度分析如下：

		Increase/ (decrease) in defined benefit obligations	Decrease/ in rate	Increase/ (decrease) in defined benefit obligations
		界定福利 責任增加／ 率上升	界定福利 責任增加／ 率下降	界定福利 責任增加／ 率上升
		%	HK\$'000	%
2020	二零二零年			
Discount rate	貼現率	0.25%	(2,903)	0.25%
Future salary increase	未來薪酬增加	0.25%	65	0.25%
Future pension cost increase	未來養老金成本增加	0.25%	1,102	N/A不適用
				N/A不適用
2019	二零一九年			
Discount rate	貼現率	0.25%	(2,257)	0.25%
Future salary increase	未來薪酬增加	0.25%	127	0.25%
				(129)

The sensitivity analysis above has been determined based on a method that extrapolates the impact on defined benefit obligations as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analysis is based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analysis may not be representative of an actual change in the defined benefit obligations as it is unlikely that changes in assumptions would occur in isolation of one another.

上述敏感度分析乃基於對界定福利責任因各報告期末主要假設出現合理變動而受到的影響進行推斷的方式釐定。敏感度分析基於某一重大假設的變動，同時所有其他假設維持不變。敏感度分析不表示界定福利責任的實際變動，乃因該等假設的變動通常不會單獨發生。

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38. EMPLOYEE RETIREMENT BENEFITS (Continued)

Defined benefits retirement plan (Continued)

The total expenses recognised in the consolidated statement of profit or loss in respect of the plan are as follows:

38. 僱員退休福利(續)

界定福利退休計劃(續)

就該計劃於綜合損益表中確認的總開支如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current service cost	即期服務成本	2,905	4,962
Interest cost	利息成本	154	470
Net benefit expenses	福利開支淨額	3,059	5,432
Recognised in employee benefit expenses	於僱員福利開支確認	2,905	4,962
Recognised in finance costs	於融資成本確認	154	470
		3,059	5,432

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38. EMPLOYEE RETIREMENT BENEFITS *(Continued)*

Defined benefits retirement plan *(Continued)*

The movements in the present value of the defined benefit obligations are as follows:

38. 僱員退休福利(續)

界定福利退休計劃(續)

界定福利責任的現值變動載列如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At 1 January	於一月一日	51,893	65,272
Current service cost	即期服務成本	4,351	2,454
Past service (credit)/cost	過往服務成本	(1,446)	2,508
Employee contributions	僱員供款	1,953	1,676
Interest cost	利息成本	154	470
Benefit paid	已付福利	(10,507)	(8,115)
Actuarial gain	精算獲利	(1,255)	(12,881)
Exchange difference on a foreign plan	外匯計劃匯兌差額	4,467	509
At 31 December	於十二月三十一日	49,610	51,893

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38. EMPLOYEE RETIREMENT BENEFITS (Continued)

Defined benefits retirement plan (Continued)

The movements in the defined benefit obligations and the fair value of plan assets are as follows:

For the year ended 31 December 2020

38. 僱員退休福利(續)

界定福利退休計劃(續)

界定福利責任及計劃資產公允值的變動如下：

截至二零二零年十二月三十一日止年度

						Pension cost charged to profit or loss 計入損益的養老金成本						Remeasurement gains/(losses) in other comprehensive income 重新計量於其他全面收入的收益/(虧損)					
1 January 2020	Service cost	Net interest expense	Sub-total included in profit or loss	Benefit paid	Interest expense) in financial assumptions	Return on plan assets (excluding amounts included in net interest expense)	Actuarial changes arising from in financial experience assumptions	Sub-total included in other comprehensive income	Experience adjustment	Comprehensive income	Contribution by employer	Contribution by employee	Exchange realignment	31 December 2020			
二零二零年 一月一日	服務成本 HK\$'000 千港元	利息 開支淨額 HK\$'000 千港元	計入損益 的小計 HK\$'000 千港元	已付福利 的金額 HK\$'000 千港元	計劃資產回報 (不包括計入 利息開支淨額 的金額) HK\$'000 千港元	金融假設 變動產生的 精算變動 HK\$'000 千港元	經驗調整 HK\$'000 千港元	計入其他全面 收入的小計 HK\$'000 千港元							二零二零年 十二月三十一日		
Defined benefit obligations			51,893	2,905	154	3,059	(10,507)	-	815	(2,070)	(1,255)	-	1,953	4,467	49,610		
Fair value of plan assets	計劃資產公允值		(41,282)	70	(121)	(51)	10,507	(1,619)	-	-	(1,619)	(3,906)	(1,953)	(3,693)	(41,997)		
Benefit liability	福利責任		10,611	2,975	33	3,008	-	(1,619)	815	(2,070)	(2,874)	(3,906)	-	774	7,613		

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38. EMPLOYEE RETIREMENT BENEFITS *(Continued)*

Defined benefits retirement plan *(Continued)*

The movements in the defined benefit obligations and the fair value of plan assets are as follows: (Continued)

For the year ended 31 December 2019

僱員退休福利(續)

界定福利退休計劃(續)

界定福利責任及計劃資產公允值的變動如下：(續)

截至二零一九年十二月三十一日

Pension cost charged to profit or loss 計入損益的養老金成本					Remeasurement gains/(losses) in other comprehensive income 重新計量於其他全面收入的收益/(虧損)									
1 January 2019	Service cost	Net interest expense	Profit or loss	Benefit paid	Return on plan assets (excluding amounts included in net changes)		Actuarial changes arising from changes		Sub-total included in other comprehensive income		Contribution by employer	Contribution by employee	Exchange realignment	31 December 2019
					計劃資產回報 (不包括計入 利息開支淨額 的小計 已付福利 的金額)	金融假設 變動產生的 精算變動 的金額)	在金融 assumptions	Experience adjustment	comprehensive income					
二零一九年 一月一日	服務成本 HK\$'000 千港元	利息 開支淨額 HK\$'000 千港元	計入損益 的小計 HK\$'000 千港元	已付福利 的金額 HK\$'000 千港元	計劃資產回報 (不包括計入 利息開支淨額 的小計 已付福利 的金額)	金融假設 變動產生的 精算變動 的金額) HK\$'000 千港元	在金融 assumptions	Experience adjustment HK\$'000 千港元	comprehensive income HK\$'000 千港元	僱主供款 HK\$'000 千港元	僱員供款 HK\$'000 千港元	匯兌調整 HK\$'000 千港元	二零一九年 十二月三十一日	
Defined benefit obligations	界定福利責任	65,272	4,962	470	5,432	(8,115)	-	3,924	(16,805)	(12,881)	-	1,676	509	51,893
Fair value of plan assets	計劃資產公允值	(51,372)	48	(370)	(322)	8,115	7,658	-	-	7,658	(3,352)	(1,676)	(333)	(41,282)
Benefit liability	福利責任	13,900	5,010	100	5,110	-	7,658	3,924	(16,805)	(5,223)	(3,352)	-	176	10,611

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38. EMPLOYEE RETIREMENT BENEFITS (Continued)

Defined benefits retirement plan (Continued)

The major categories of the fair value of the total plan assets are as follows:

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Equity instruments, quoted in an active market	於活躍市場報價的權益工具 24.53%	24.15%
Debt instruments	債項工具 58.69%	60.18%
Property	物業 0.88%	6.80%
Cash and cash equivalents	現金及現金等價物 4.18%	4.25%
Alternative investments	替代投資 11.72%	4.62%

The plan assets do not include ordinary shares of the Company and no property occupied by the Group.

38. 僱員退休福利(續)

界定福利退休計劃(續)

計劃資產總額的公允值主要類別如下：

計劃資產並無包括本公司的普通股，且本集團概無佔用物業。

未來年度的界定福利計劃預期供款如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Within the next 12 months	於未來12個月 2,312	2,680
Between 2 and 5 years	兩年至五年 7,517	12,460
Between 5 and 10 years	五年至十年 8,519	14,175
Total expected payments	預期付款總額 18,348	29,315

The average duration of the defined benefit obligations at the end of the reporting period is 19.34 years (2019: 20.10 years).

於報告期末的界定福利責任的平均期限為19.34年(二零一九年：20.10年)。

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39. LEASES

The Group as lessee

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year:

39. 租賃

本集團作為承租人

下面列出已確認的使用權資產的賬面金額及年度變動：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Land and building	土地及樓宇		
At the beginning of the reporting period	於報告期初	63,025	110,919
Additions	添置	916	52,623
Deemed disposal of subsidiaries	視作出售附屬公司（附註40(b)）	–	(65,389)
(Note 40(b))		(18,467)	(34,294)
Depreciation expense	折舊開支	(1,181)	–
Impairment loss	減值虧損	(15,864)	(89)
Lease modification	租賃修訂	583	–
Lease termination	租賃終止		
Exchange realignment	匯兌調整		
At the end of the reporting period	於報告期末	29,012	63,025

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39. LEASES (Continued)

The Group as lessee (Continued)

Set out below are the carrying amounts of lease liabilities and the movements during the year:

39. 租賃(續)

本集團作為承租人(續)

以下是本年度租賃負債的賬面金額及其變動：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
At the beginning of the reporting period	於報告期初	65,184	121,840
Additions	添置	916	52,623
Deemed disposal of subsidiaries <i>(Note 40(b))</i>	視作出售附屬公司 (附註40(b))	–	(75,829)
Accretion of interest	利息增加	3,300	5,604
Payments	付款	(30,415)	(38,924)
Lease modification	租賃修訂	(1,181)	–
Lease termination	租賃終止	(6,035)	–
Exchange realignment	匯兌調整	334	(130)
At the end of the reporting period	於報告期末	32,103	65,184
Analysed to:		對以下各項作出分析：	
Current	流動	16,202	30,203
Non-current	非流動	15,901	34,981

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39. LEASES (Continued)

The Group as lessee (Continued)

The following are the amounts recognised in profit or loss:

39. 租賃(續)

本集團作為承租人(續)

下列金額於損益確認：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Depreciation expense of right-of-use assets	使用權資產折舊開支	18,467	34,294
Interest expense on lease liabilities	租賃負債利息開支	3,300	5,604
Expense relating to short-term leases	與短期租賃有關的開支	48	104
Impairment loss on right-of-use assets	使用權資產減值虧損	—	89
Loss on termination of leases	終止租賃的虧損	9,829	—
Total amount recognised in profit or loss	於損益確認的總金額	31,644	40,091

The Group had total cash outflows for leases of HK\$30,415,000 in 2020 (2019: HK\$38,924,000). The Group also had non-cash additions to right-of-use assets and lease liabilities of HK\$916,000 (2019: HK\$163,542,000) and HK\$916,000 (2019: HK\$174,463,000) respectively in 2020.

本集團於二零二零年的租賃現金流出總額為30,415,000港元(二零一九年：38,924,000港元)。於二零二零年，本集團的使用權資產及租賃負債的非現金增加額分別為916,000港元(二零一九年：163,542,000港元)及916,000港元(二零一九年：174,463,000港元)。

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40. DEEMED DISPOSAL OF INTEREST IN SUBSIDIARIES WITH LOSS OF CONTROL

(a) For the year ended 31 December 2020

There was no deemed disposal of interest in a subsidiary for the year ended 31 December 2020.

(b) For the year ended 31 December 2019

Deemed disposal of AYD

As disclosed in Note 20(iii), the Group has lost control in AYD on 28 June 2019 upon loss of right to appoint majority of the board and equity interest in AYD decreased from 46.91% to 46.20%. AYD ceased as a subsidiary of the Group and was accounted for as an associate since then. The following summarised the deemed consideration and the carrying amount of the assets and liabilities to be derecognised from the consolidated statement of financial position of the Group as at the date of deemed disposal:

40. 視作出售失去控制權附屬公司權益

(a) 截至二零二零年十二月三十一日止年度

截至二零二零年十二月三十一日止年度，並無視作出售附屬公司權益。

(b) 截至二零一九年十二月三十一日止年度

視作出售愛嬰島

如附註20(iii)所披露，本集團於二零一九年六月二十八日，喪失委任大多數董事會成員的權利後失去於愛嬰島的控制權，而於愛嬰島的股權由46.91%降至46.20%。自此時起，愛嬰島不再為本集團的附屬公司並作為聯營公司入賬。於視作出售日期的視作代價及自本集團綜合財務狀況表終止確認的資產及負債的賬面值概述如下：

		HK\$'000 千港元
Consideration	代價	
Deemed consideration	視作代價	635,106
Add: Consideration received	加：已收取的代價	10,024
		645,130
Add: Transfer from other reserves	加：轉撥自其他儲備	66,702
Less: Net assets and liabilities derecognised	減：終止確認的資產及負債淨值	
Property, plant and equipment (Note 16)	物業、廠房及設備(附註16)	16,839
Right-of-use assets (Note 39)	使用權資產(附註39)	65,389
Other non-current deposits paid and prepayments	其他已付非流動性按金及預付款項	1,223
Intangible assets (Note 17)	無形資產(附註17)	493,023
Goodwill (Note 18)	商譽(附註18)	270,631
Inventories	存貨	329,873
Trade and other receivables	貿易及其他應收款項	394,173
Pledged bank deposits	已質押銀行存款	13,468
Bank balances and cash	銀行結餘及現金	47,805
Trade and other payables	貿易及其他應付款項	(478,284)
Interest-bearing borrowings	計息借款	(209,362)
Lease liabilities (Note 39)	租賃負債(附註39)	(75,829)
Tax payables	應付稅項	(4,958)
Deferred tax liabilities (Note 33)	遞延稅項負債(附註33)	(111,039)
Exchange reserve	匯兌儲備	(713)
Non-controlling interests	非控股權益	(343,330)
Net assets derecognised	終止確認的資產淨值	408,909
Gain on deemed disposal	視作出售的收益	302,923

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41. DISCONTINUED OPERATION

On 8 February 2019, the Group entered into a share purchase agreement ("SPA") to dispose of B&P, which is engaged in development, manufacture of infant formula and nutritional products in Australia. Pursuant to the SPA, the Group agreed to sell 66,746 ordinary shares to a third party ("the Buyer") at aggregate consideration of AUD47,791,000 (equivalent to HK\$271,455,000).

On 8 May 2019, an amended and restated SPA was entered into between the Group and the Buyer, pursuant to which the Group agreed to sell the entire interest held in B&P (108,825 ordinary shares) to the Buyer with a revised aggregate consideration of US\$55,000,000 (equivalent to HK\$429,825,000). Completion of the disposal is subject to conditions and is expected to occur on 31 August 2019.

Management concluded that the assets and liabilities of B&P should be classified as discontinued operation held-for-sale as at 30 June 2019 as it believes that it is highly probable that the disposal will be completed within twelve months in accordance with HKFRS 5.

On 14 November 2019, all agreements and deeds entered into since 8 February 2019 have been terminated. A new SPA was entered into between the Group and the Buyer pursuant to which the Group agreed to sell the entire interest held in B&P to the Buyer with the same aggregate consideration of US\$55,000,000, with revised settlement terms. Completion of the disposal is subject to conditions and is expected to occur on 31 December 2019.

On 31 December 2019, the Buyer was not able to raise necessary funding and failed to fulfil certain conditions. The management concluded that the disposal of B&P is not highly probable and the assets and liabilities of B&P should not be classified as discontinued operation held-for-sale in accordance with HKFRS 5 as at 31 December 2019.

41. 已終止經營業務

於二零一九年二月八日，本集團訂立一份股份購買協議（「股份購買協議」）以出售B&P。該公司於澳大利亞從事研發及製造嬰幼兒配方奶粉及營養產品。根據股份購買協議，本集團同意出售66,746股普通股予第三方（「買方」），總代價為47,791,000澳元（相當於271,455,000港元）。

於二零一九年五月八日，本集團與買方訂立經修訂及重列股份購買協議，據此，本集團同意出售其於B&P持有的全部權益（108,825股普通股）予買方，經修訂總代價55,000,000美元（相當於429,825,000港元）。出售事項有待達成條件方可完成且預期於二零一九年八月三十一日作實。

管理層認為，B&P的資產及負債於二零一九年六月三十日應劃分作持作待售的已終止經營業務，乃因其認為出售事項根據香港財務報告準則第5號極可能於十二個月內完成。

於二零一九年十一月十四日，自二零一九年二月八日訂立的所有協議及契據已予終止。本集團與買方訂立一份新買賣協議，據此本集團同意出售其於B&P持有的全部權益予買方，總代價維持為55,000,000美元，惟結付條款作出修訂。出售事項須待達成條件後完成且預期於二零一九年十二月三十一日作實。

於二零一九年十二月三十一日，買方未能籌集必要資金且未能達成若干條件。管理層認為，出售B&P的可能性不大，故根據香港財務報告準則第5號，B&P於二零一九年十二月三十一日的資產及負債不應分類為待售已終止經營。

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42. SHARE OPTION SCHEME

On 22 May 2012, with approval by the shareholders, the Company adopted a share option scheme (the "Scheme") for a period of ten years to replace the share option scheme approved on 20 November 2002 that would otherwise expire on 20 November 2012. Under the Scheme, the board of directors of the Company may grant options to eligible employees including directors of the Company and its subsidiaries and any other persons including consultants, advisors, agents, customers, suppliers, etc. to subscribe for shares in the Company. The purpose of the Scheme is to provide participants with the opportunity to acquire proprietary interest in the Company and to encourage the participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and the shareholders as a whole.

The maximum number of shares in respect of which options may be granted and yet to be exercised under the Scheme and other share option scheme of the Company is not permitted to exceed 10% of the total number of shares of the Company in issue from time to time, without prior approval from the Company's shareholders. The total number of shares which may be issued upon exercise of all options to be granted under the Scheme to any individual in any 12-month period is not permitted to exceed 1% of the total number of shares of the Company in issue, without prior approval from the Company's shareholders. Options granted to a substantial shareholder or an independent non-executive director of the Company or any of their respective associates in excess of 0.1% of the Company's shares in issue and having an aggregate value in excess of HK\$5,000,000 must be subject to prior approval by the Company's shareholders.

Under the Scheme, an amount of HK\$1 is payable on the grant of an option. Options may be exercised no later than ten years from the date of grant of the share option. The exercise price is determined by the directors of the Company, and will not be less than the higher of the closing price of the Company's shares on the date of grant and the average closing price of the shares for the five business days immediately preceding the date of grant.

No share options under the Scheme were granted/exercised for both years nor outstanding as at 31 December 2020 and 2019.

42. 購股權計劃

於二零一二年五月二十二日經股東批准，本公司採納十年期購股權計劃（「該計劃」），以代替於二零零二年十一月二十日批准之購股權計劃（其於二零一二年十一月二十日屆滿）。根據該計劃，本公司董事會可授出購股權予合資格僱員（包括本公司及其附屬公司之董事）及任何其他人士（包括顧問、諮詢人、代理人、客戶、供應商等），以認購本公司股份。該計劃旨在向參與者提供機會以獲取本公司的股本權益，並鼓勵參與者為提高本公司及其股份價值而作出努力，以符合本公司及股東的整體利益。

未經本公司股東事先批准，根據該計劃及本公司任何其他購股權計劃授出但尚未行使之購股權所涉及之股份最多不得超過本公司不時已發行股份總數之10%。未經本公司股東事先批准，於任何十二個月期間因行使該計劃授出之所有購股權而可能發行予任何個人之股份總數不得超過本公司已發行股份總數之1%。倘授予本公司主要股東或獨立非執行董事或彼等各自之任何聯繫人士之購股權所涉及之股份數目超過本公司已發行股份之0.1%，且總價值超過5,000,000港元，則必須經本公司股東預先批准。

根據該計劃，獲授每份購股權須支付1港元。購股權可自購股權授出日期起十年內行使。行使價由本公司董事釐定，須不低於本公司股份於授出日期之收市價及股份於緊接授出日期前五個營業日之平均收市價兩者中之較高者。

於二零二零年及二零一九年十二月三十一日兩個年度並無根據該計劃授出／行使任何購股權，而截至該日亦無該計劃所涉購股權尚未行使。

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43. NOTES SUPPORTING CASH FLOW STATEMENT

(a) Cash and cash equivalents comprise:

43. 現金流轉表附註

(a) 現金及現金等價物包括：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
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Cash available on demand Cash and cash equivalents	按要求可用現金 現金及現金等價物	848,130	1,405,457
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(b) Reconciliation of liabilities arising from financing activities:

(b) 融資活動產生的負債之對賬：

	Interest bearing borrowings (Note 30)	Lease liabilities (Note 39)	Redeemable and exchangeable preferred share (Note 34)	Total
At 1 January 2020	於二零二零年一月一日	295,725	65,184	152,822
Changes from cash flows:				513,731
Repayment during the year	年內還款	(294,750)	(27,115)	–
Interest paid	已付利息	(14,581)	(3,300)	(17,881)
Total changes from financing cash flows:		(309,331)	(30,415)	–
				(339,746)
Other changes:				
New lease capitalised	新租賃資本化	–	916	916
Interest expenses	利息開支	14,581	3,300	17,881
Lease modification	租賃修訂	–	(1,181)	(1,181)
Lease termination	租賃終止	–	(6,035)	(6,035)
Settlement	結算	–	(152,822)	(152,822)
Exchange realignment	匯兌調整	(975)	334	(641)
Total other changes	其他變化總計	13,606	(2,666)	(152,822)
				(141,882)
At 31 December 2020	於二零二零年 十二月三十一日	–	32,103	–
				32,103

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43. NOTES SUPPORTING CASH FLOW STATEMENT

(Continued)

(b) Reconciliation of liabilities arising from financing activities: (Continued)

43. 現金流轉表附註(續)

(b) 融資活動產生的負債之對賬： (續)

	Interest bearing borrowings (Note 30)	Amount due to an associate (Note 30)	Lease liabilities (Note 39)	preferred share (Note 34)	Redeemable and exchangeable 可贖回及可轉換	Total
At 1 January 2019	於二零一九年一月一日	443,555	25,000	121,840	157,744	748,139
Changes from cash flows:	現金流量變化：					
New bank and other loans raised	新籌集銀行及其他貸款	252,170	–	–	–	252,170
Repayment during the year	年內還款	(193,020)	(25,000)	(33,320)	–	(251,340)
Dividend paid to investors	已付予投資者的股息	–	–	–	(3,137)	(3,137)
Interest paid	已付利息	(36,351)	–	(5,604)	–	(41,955)
Total changes from financing cash flows:	融資現金流量變化總額：	22,799	(25,000)	(38,924)	(3,137)	(44,262)
Other changes:	其他變化：					
New lease capitalised	新租賃資本化	–	–	52,623	–	52,623
Written off from deemed disposal of subsidiary	來自視作出售一間附屬公司的撤銷	(209,362)	–	(75,829)	–	(285,191)
Interest expenses	利息開支	36,351	–	5,604	–	41,955
Change in fair value	公允值變動	–	–	–	(1,785)	(1,785)
Exchange realignment	匯兌調整	2,382	–	(130)	–	2,252
Total other changes	其他變化總計	(170,629)	–	(17,732)	(1,785)	(190,146)
At 31 December 2019	於二零一九年十二月三十一日	295,725	–	65,184	152,822	513,731

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44. RELATED PARTY TRANSACTIONS

Other than disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with related parties during the year:

Compensation of key management personnel

The remuneration of the Company's directors and other member of key management during the year was as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Short term employee benefits	短期僱員福利	12,766	28,740
Post-employment benefits	離職後僱員福利	76	90
		12,842	28,830

The remuneration of the Company's directors and other member of key management is reviewed by the Remuneration Committee having regard to the performance of individuals and market trends.

Further details of the emoluments of the Company's directors are included in Note 11 to the consolidated financial statements.

Transactions with other related parties

The following transactions occurred with related parties:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Management fee paid to a company owned by a substantial shareholder of the Company	已支付予本公司一名主要股東擁有的公司管理費	1,084	-
Consultancy fee paid to a company of which a director of the Group's subsidiary is a controlling shareholder	已支付予一名本集團附屬公司董事為其控股股東的公司的顧問費	1,560	1,470
Consultancy fee paid to a director of a subsidiary of the Group	已支付予本集團一間附屬公司董事的顧問費	1,000	-

44. 關聯方交易

除於綜合財務報表其他部分所披露外，本集團於本年度內與關聯方進行之交易如下：

主要管理人員之酬金

本年度內，本公司董事及其他主要管理人員之酬金如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Short term employee benefits	短期僱員福利	12,766	28,740

本公司董事及其他主要管理人員之酬金由薪酬委員會參考個人表現及市場趨勢作出檢討。

本公司董事酬金的進一步詳情載於綜合財務報表附註11。

與其他關聯方的交易

與關聯方進行的交易如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Management fee paid to a company owned by a substantial shareholder of the Company	已支付予本公司一名主要股東擁有的公司管理費	1,084	-
Consultancy fee paid to a company of which a director of the Group's subsidiary is a controlling shareholder	已支付予一名本集團附屬公司董事為其控股股東的公司的顧問費	1,560	1,470
Consultancy fee paid to a director of a subsidiary of the Group	已支付予本集團一間附屬公司董事的顧問費	1,000	-

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45. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

The Group's financial instruments mainly include financial assets at FVTPL, derivative financial instruments, financial assets at FVOCI, financial assets at amortised cost, loan receivables, reverse repurchase agreements, trade and other receivables, fixed bank deposits, bank balances and cash, redeemable and exchangeable preferred share, trade and other payables, interest-bearing borrowings, repurchase agreement, lease liabilities and long-term liabilities. The accounting policies for financial instruments have been applied to the line items below.

45. 財務風險管理目標及政策

本集團之金融工具主要包括按公允值計入損益之財務資產、衍生金融工具、按公允值計入其他全面收益的財務資產、按攤銷成本計量之財務資產、應收貸款、反向回購協議、貿易及其他應收款項、定期銀行存款、銀行結餘及現金、可贖回及可轉換優先股、貿易及其他應付款項、計息借款、回購協議、租賃負債及長期負債。金融工具的會計政策已應用於以下項目中。

		Financial assets at fair value through profit or loss		Financial assets at amortised cost		Total
		Financial assets at fair value through other comprehensive income	Financial assets at fair value through profit or loss	Financial assets at amortised cost	Financial assets at fair value through other comprehensive income	Total
		按公允值計入損益之財務資產	按公允值計入其他全面收入之財務資產	按攤銷成本計量之財務資產	按公允值計入損益之財務資產	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
At 31 December 2020		於二零二零年十二月三十一日				
Financial assets	財務資產					
Financial assets at fair value through profit or loss	按公允值計入損益之財務資產	1,016,736	-	-	-	1,016,736
Derivative financial instruments	衍生金融工具	19,529	-	-	-	19,529
Financial assets at fair value through other comprehensive income	按公允值計入其他全面收入之財務資產	-	1,026,883	-	-	1,026,883
Financial assets at amortised cost	按攤銷成本計量之財務資產	-	-	153,996	153,996	
Loan receivables	應收貸款	-	-	457,816	457,816	
Reverse repurchase agreements	反向回購協議	-	-	217,641	217,641	
Trade and other receivables	貿易及其他應收款項	-	-	569,396	569,396	
Fixed bank deposits	定期銀行存款	-	-	1,194,299	1,194,299	
Bank balances and cash	銀行結餘及現金	-	-	848,130	848,130	
Total	總計	1,036,265	1,026,883	3,441,278	5,504,426	

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45. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES *(Continued)*

45. 財務風險管理目標及政策(續)

		Financial liabilities at fair value through profit or loss	Financial liabilities at amortised cost	Total
		按公允值 計入損益之 財務負債 HK\$'000	按攤銷成本 計量的 財務負債 HK\$'000	總計 HK\$'000
		千港元	千港元	千港元
At 31 December 2020	於二零二零年 十二月三十一日			
Financial liabilities	財務負債			
Derivative financial instruments	衍生金融工具	19,521	–	19,521
Trade and other payables	貿易及其他應付款項	–	1,161,879	1,161,879
Repurchase agreements	回購協議	–	239,479	239,479
Lease liabilities	租賃負債	–	32,103	32,103
Long-term liabilities	長期負債	–	468	468
Total	總計	19,521	1,433,929	1,453,450

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45. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (Continued)

45. 財務風險管理目標及政策(續)

	Financial assets at fair value through profit or loss	Financial assets at fair value through other comprehensive income	Financial assets at amortised cost	Total
	按公允值計入損益之財務資產	按公允值計入其他全面收入之財務資產	按攤銷成本計量之財務資產	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元

At 31 December 2019

於二零一九年十二月三十一日

Financial assets

財務資產

Financial assets at fair value through profit or loss	財務資產	505,503	–	–	505,503
Derivative financial instruments	衍生金融工具	37,506	–	–	37,506
Financial assets at fair value through other comprehensive income	按公允值計入其他全面收入之財務資產	–	749,301	–	749,301
Financial assets at amortised cost	按攤銷成本計量之財務資產	–	–	215,367	215,367
Loan receivables	應收貸款	–	–	888,543	888,543
Reverse repurchase agreements	反向回購協議	–	–	663,327	663,327
Trade and other receivables	貿易及其他應收款項	–	–	534,541	534,541
Fixed bank deposits	定期銀行存款	–	–	954,978	954,978
Bank balances and cash	銀行結餘及現金	–	–	1,405,457	1,405,457
Total	總計	543,009	749,301	4,662,213	5,954,523

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45. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (Continued)

45. 財務風險管理目標及政策(續)

	Financial liabilities at fair value through profit or loss 按公允值計入損益之財務負債	Financial liabilities at amortised cost 按攤銷成本計量的財務負債	Total 總計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 31 December 2019	於二零一九年 十二月三十一日		
Financial liabilities	財務負債		
Derivative financial instruments	衍生金融工具	38,078	38,078
Redeemable and exchangeable preferred share	可贖回及可轉換優先股	152,822	152,822
Trade and other payables	貿易及其他應付款項	–	1,640,744
Interest-bearing borrowings	計息借款	–	295,725
Repurchase agreements	回購協議	–	252,686
Lease liabilities	租賃負債	–	65,184
Long-term liabilities	長期負債	–	952
Total	總計	190,900	2,255,291
			2,446,191

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, equity price risk, credit risk and liquidity risk. The Group does not have any written risk management policies and guidelines except for monitoring the credit risk on loan receivables and trade and other receivables. However, the management generally adopts conservative strategies on its risk management and limits the Group's exposure to these risks to a minimum. The management reviews and agrees policies for managing each of these risks and they are summarised below.

本集團金融工具所產生之主要風險為利率風險、外幣風險、股本價格風險、信貸風險及流動資金風險。除監察應收貸款以及貿易及其他應收款項相關信貸風險外，本集團並無任何明文之風險管理政策及指引。然而，管理層一般就其風險管理採取保守策略，並將本集團所承擔之風險限制在最低水平。管理層檢討及同意管理上述各種風險之相關政策，各風險概述如下。

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45. FINANCIAL RISK MANAGEMENT OBJECTIVE

AND POLICIES *(Continued)*

Interest rate risk

The Group's exposure to market risk for changes in interest rates relates primarily to the Group's loan receivables, interest-bearing borrowings, reverse repurchase agreements, repurchase agreements and bank balances. The Group does not use derivative financial instruments to hedge its interest rate risk.

At the end of the reporting period, if interest rates had been 100 basis points (2019: 100 basis points) higher or lower while all other variables were held constant, the Group's net profit for the year would increase or decrease by approximately HK\$8,579,000 (2019: net profit for the year would increase or decrease by approximately HK\$16,989,000).

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for all financial instruments in existence at that date. The 100 basis points (2019: 100 basis points) increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the end of the next annual reporting period. The analysis was performed on the same basis for 2019.

In the opinion of the Group's management, the sensitivity analysis is unrepresentative of the inherent interest rate risk because the exposure at the end of each reporting period does not reflect the exposure during the year.

Foreign currency risk

The Group mainly operates in Hong Kong, PRC, Liechtenstein and Australia with majority of business transactions being denominated in HK\$, US\$, RMB, EURO, CHF and AU\$.

Certain financial assets and financial liabilities of the Group are denominated in currencies other than the functional currency of the respective group entities and therefore, exposed to foreign currency risk. The carrying amounts of those financial assets and liabilities are analysed as follows:

45. 財務風險管理目標及政策(續)

利率風險

本集團因利率變動而承擔之市場風險主要與本集團應收貸款、計息借款、反向回購協議、回購協議及銀行結餘有關。本集團並無使用衍生金融工具對沖利率風險。

於報告期末，倘利率上升或下降100個基點(二零一九年：100個基點)而其他所有變量維持不變，本集團之年度淨溢利將增加或減少約8,579,000港元(二零一九年：年度淨溢利將增加或減少約16,989,000港元)。

上述敏感度分析之釐定乃假設利率變動於報告期末發生，並已將該變動套用於該日存在之所有金融工具面對之利率風險。增加或減少100個基點(二零一九年：100個基點)指管理層評估利率於直至下一年度報告期末期間之合理可能的變動。二零一九年之分析乃按相同基準進行。

本集團管理層認為，由於各報告期末之風險並不反映本年度之風險，故敏感度分析不代表固有利率風險。

外幣風險

本集團主要於香港、中國、列支敦士登及澳洲經營大部分業務交易，該等交易均以港元、美元、人民幣、歐元、瑞士法郎及澳元計值。

本集團若干財務資產及財務負債乃以各集團實體功能貨幣以外之貨幣計值，因而面臨外幣風險。該等財務資產及負債之賬面值分析如下：

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45. FINANCIAL RISK MANAGEMENT OBJECTIVE

AND POLICIES (Continued)

Foreign currency risk (Continued)

Sensitivity analysis

The following table indicates the approximate change in the Group's net loss before taxation and equity in response to reasonably possible changes in the foreign exchange rates to which the Group has significant exposure at the end of the reporting period.

45. 財務風險管理目標及政策(續)

外幣風險(續)

敏感度分析

下表列出於報告期末具重大風險之匯率出現可能合理變動時，本集團除稅前淨虧損及權益之概約變動。

	RMB	人民幣	2020		2019	
			Increase/ (decrease) in foreign exchange rates	Effect on loss before taxation and accumulated losses	Increase/ (decrease) in foreign exchange rates	Effect on loss before taxation and accumulated losses
			%	HK\$'000	%	HK\$'000
RMB			5	73,695	5	39,652
			(5)	(73,695)	(5)	(39,652)
EURO		歐元	5	31,205	5	34,646
			(5)	(31,205)	(5)	(34,646)
AU\$		澳元	5	1,638	5	8,727
			(5)	(1,638)	(5)	(8,727)

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the end of the reporting period and had been applied to each of the Group entities' exposure to currency risk for financial instruments in existence at the date, and that all other variables, in particular interest rates, remain constant.

敏感度分析乃假設匯率變動於報告期末已經發生，並已經應用於本集團各實體就於該日存在的金融工具而面對的貨幣風險，所有其他變量(尤其是利率)保持不變。

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45. FINANCIAL RISK MANAGEMENT OBJECTIVE

AND POLICIES (Continued)

Foreign currency risk (Continued)

Sensitivity analysis (Continued)

The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the end of the next reporting period. In this respect, it is assumed that the pegged rate between the Hong Kong dollar and the United States dollar would not be materially affected by any changes in movement in value of the United States dollar against other currencies. Results of the analysis as presented in the above table represent an aggregation of the effects on each of the group entities' profit after tax and equity measured in the respective functional currencies, translated into Hong Kong dollar at the exchange rate ruling at the end of the reporting period for presentation purposes. The analysis is performed on the same basis for 2019.

In the opinion of the Group's management, the sensitivity analysis is unrepresentative of the inherent foreign currency risk because the exposure at the end of each reporting period does not reflect the exposure during the year.

Equity price risk

The Group is exposed to equity price risk arising from trading of listed equity. The sensitivity analysis has been determined based on the exposure to equity price risk.

At the end of the reporting period, if the quoted market prices of the equity securities had been 10% (2019: 10%) higher or lower while all other variables were held constant, the Group's profit before taxation would increase or decrease by approximately HK\$90,701,000 (2019: HK\$4,249,000) as a result of changes in fair value of investments.

45. 財務風險管理目標及政策(續)

外幣風險(續)

敏感度分析(續)

上述變動為管理層對匯率於截至下一個呈報結算日止期間內的合理可能變動的評估。就此而言，已假設美元價值相對其他貨幣的任何變動不會對港元與美元的聯繫匯率制度產生重大影響。上表所載分析結果指為呈列目的而將以對應功能貨幣計量的本集團實體除稅後溢利及權益按報告期末現行匯率兌換為港元的綜合即時影響。於二零一九年之分析乃按相同基準進行。

本集團管理層認為，由於報告期末之風險並不反映本年度之風險，故敏感度分析不代表固有外幣風險。

股本價格風險

本集團之股本價格風險乃來自買賣上市股本。敏感度分析乃基於所承擔之股本價格風險釐定。

於報告期末，倘股本證券之市場報價上升或下降10% (二零一九年：10%)而其他所有變量維持不變，本集團之除稅前溢利將因投資之公允值變動而增加或減少約90,701,000港元(二零一九年：4,249,000港元)。

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45. FINANCIAL RISK MANAGEMENT OBJECTIVE

AND POLICIES (Continued)

Equity price risk (Continued)

The sensitivity analysis has been determined assuming that the reasonably possible changes in the stock prices had occurred at the end of the reporting period and had been applied to the exposure to equity price risk in existence at that date. It is also assumed that the fair values of the investments of the Group would change in accordance with the market price and that all other variables remain constant. The stated changes represent management's assessment of reasonably possible changes in the relevant market price over the period until the end of the next annual reporting period. The analysis is performed on the same basis for 2019.

In the opinion of the Group's management, the sensitivity analysis is unrepresentative of the inherent equity price risk because the exposure at the end of each reporting period does not reflect the exposure during the year.

Credit risk

The Group's credit risk is primarily attributable to loan receivables, trade and other receivables, fixed bank deposits, bank balances and cash. The carrying amounts of these balances substantially represent the Group's maximum exposure to credit risk at the end of the reporting period.

Credit quality analysis for provision of financing services

The Group regards a loan receivable as impaired if there is objective evidence that a loss event has occurred since initial recognition and the loss event has an impact on future estimated cash flows from the asset.

A loan receivable that has been renegotiated due to a deterioration in the borrower's credit/financial condition is usually considered to be impaired unless there is evidence that the risk of not receiving contractual cash flows has reduced significantly and there are no other indicators of impairment.

45. 財務風險管理目標及政策(續)

股本價格風險(續)

敏感度分析之釐定乃假設股價之合理可能變動於報告期末已經發生，並已將該變動套用於該日存在之股本價格風險。同時假設本集團投資項目之公允值會隨市價變化，並假設所有其他變量維持不變。所列示之變動指管理層評估相關市價於直至下一年度報告期末期間之合理可能變動。二零一九年之分析乃按相同基準進行。

本集團管理層認為，由於報告期末之風險並不反映本年度之風險，故敏感度分析不代表固有股本價格風險。

信貸風險

本集團信貸風險主要來自應收貸款、貿易及其他應收款項、定期銀行存款、銀行結餘及現金。該等結餘之賬面值主要指本集團於報告期末所承擔之最大信貸風險。

提供融資服務的信貸質素分析

倘有客觀證據顯示自首次確認以來已發生虧損事件，且虧損事件已對未來估計自資產獲得之現金流量產生影響，則本集團視應收貸款為已減值。

因借款人信貸／財務狀況惡化而重新協定之應收貸款通常被視為已減值，除非有證據顯示無法收取合約現金流量之風險已顯著降低且並無其他減值跡象。

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45. FINANCIAL RISK MANAGEMENT OBJECTIVE

AND POLICIES (*Continued*)

Credit risk (*Continued*)

Credit quality analysis for provision of financing services (*Continued*)

Management has money lending policies in place and the exposure to the credit risk is monitored on an ongoing basis. The Group provides financing services only with recognised and creditworthy third parties. It is the Group's policy that all these borrowers are subject to credit verification procedures.

Loan receivables that are past due but not impaired are those for which principal payments are past due but the Group believes that impairment is not appropriate on the basis of the level of security or collateral available and/or the stage of collection owed to the Group, if any.

Credit quality for business other than provision of financing services

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures.

The Group performs credit evaluations on accounts receivable from all clients, including cash and margin clients. Accounts receivable from cash client are due within the settlement date commonly adopted by the relevant market convention, which is usually a few days from trade date. Because of the short settlement period involved, credit risk arising from accounts receivable due from cash clients is considered as low. The Group normally obtains liquid securities as collaterals from margin clients of its financial brokerage business.

The Group normally enters into transactions with brokers and clearing houses which are registered with regulatory bodies and with sound reputation in the industry.

The Group has limited credit risk with its money deposited in financial institutions, which are leading and reputable and are assessed as having low credit risk. The Group has not suffered any significant losses arising from the non-performance by these parties in the past and management does not expect this position to change in the future.

45. 財務風險管理目標及政策(續)

信貸風險(續)

提供融資服務的信貸質素分析(續)

管理層已實施借貸政策，並不斷監察信貸風險程度。本集團僅為獲認可且信譽良好之第三方提供融資服務。本集團之政策規定，所有該等借款人均須通過信用核實程序。

已逾期但未減值之應收貸款乃為本金已逾期，但本集團基於現有擔保或抵押品及／或本集團收款階段(若有)認為作出減值並不合適。

提供融資服務以外的業務信貸質素

本集團僅與獲認可且信譽良好之第三方進行交易。按照本集團之政策，所有擬按信貸期進行交易的客戶，必須先通過信貸核實程序。

本集團就應收所有客戶(包括現金及孖展客戶)的賬款進行信貸評估。應收現金客戶之賬款乃於相關市場慣例普遍採用之結算日到期，一般為交易日後數天內。由於所涉及結算期短，故應收現金客戶賬款產生之信貸風險甚微。本集團一般會向其財務經紀業務的孖展客戶取得流動證券作為抵押品。

本集團一般與已向監管機構註冊並於業內享有良好聲譽之經紀及結算所進行交易。

本集團將其款項存放於領先、知名及據評估信貸風險低之金融機構，故所承擔之信貸風險有限。本集團過往並無因該等人士不履行合約而蒙受任何重大損失，而管理層預期未來該狀況不會變動。

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45. FINANCIAL RISK MANAGEMENT OBJECTIVE

AND POLICIES *(Continued)*

Credit risk *(Continued)*

Exposure to credit risk

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each client, customer and borrower. The default risk of the industry in which clients, customers and borrowers operate also has an influence on credit risk but to a lesser extent. At the end of the reporting period, the Group had a concentration of credit risk as 70% (2019: 59%) and 23% (2019: 33%) of the total loan receivables and trade and accounts receivable respectively, which were due from the Group's five (2019: five) largest borrowers and five (2019: five) largest customers.

The Group does not provide any other guarantee which would expose the Group to material credit risk.

The carrying amount of financial assets recorded in the consolidated financial statements, which is net of impairment losses, represented the Group's maximum exposure to credit risk without taken into account the value of any collateral obtained.

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility principally through bank and other borrowings. The Group closely monitors its exposure to liquidity risk by reviewing the cash position report on a daily basis and analysing the efficiency of fund management.

45. 財務風險管理目標及政策(續)

信貸風險(續)

所承受之信貸風險

本集團承受信貸風險之程度主要因各客戶、顧客及借款人之特性而異。客戶、顧客及借款人所從事行業出現拖欠風險亦影響信貸風險，但程度較微。於報告期末，本集團應收其五大(二零一九年：五大)借款人及五大(二零一九年：五大)客戶之應收貸款總額以及貿易及應收賬款之信貸風險集中度分別為70%(二零一九年：59%)及23%(二零一九年：33%)。

本集團並無提供可能令本集團承受重大信貸風險之任何其他擔保。

記錄於綜合財務報表的財務資產之賬面值(已扣除減值虧損)，指本集團並未計及所得任何抵押物價值的最大信貸風險。

流動資金風險

本集團之目標為主要透過銀行及其他借款，在資金延續性與靈活性之間保持平衡。本集團透過每日審閱現金狀況報告並分析資本管理效益，密切監控流動資金風險。

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45. FINANCIAL RISK MANAGEMENT OBJECTIVE

AND POLICIES (Continued)

Liquidity risk (Continued)

The maturity profile of the Group's non-derivative financial liabilities at the end of the reporting period, based on contractual undiscounted payments. The Group's financial liabilities as at the end of the reporting period, based on the remaining contractual maturities, are summarised below:

		On demand or less than 3 months	3-12 months	1-5 years	Over 5 years	Total contractual undiscounted cash flow	Total carrying value
		按要求或 少於3個月	3至12個月	1至5年	5年以上	合約未折現 現金流總額	總賬面值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 31 December 2020		於二零二零年 十二月三十一日					
Trade and other payables	貿易及其他應付款項	1,121,025	40,854	–	–	1,161,879	1,161,879
Repurchase agreements	回購協議	239,479	–	–	–	239,479	239,479
Lease liability	租賃負債	3,515	14,583	15,554	1,667	35,319	32,103
		1,364,019	55,437	15,554	1,667	1,436,677	1,433,461
At 31 December 2019		於二零一九年 十二月三十一日					
Trade and other payables	貿易及其他應付款項	1,623,706	17,038	–	–	1,640,744	1,640,744
Interest-bearing borrowings	計息借款	87,597	6,489	221,597	–	315,683	295,725
Repurchase agreements	回購協議	252,686	–	–	–	252,686	252,686
Lease liability	租賃負債	6,052	28,254	35,435	2,765	72,506	65,184
		1,970,041	51,781	257,032	2,765	2,281,619	2,254,339

45. 財務風險管理目標及政策(續)

流動資金風險(續)

本集團於報告期末按合約未折現付款計算非衍生財務負債之到期情況。本集團於報告期末按餘下合約到期日計算之財務負債概述如下：

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46. FAIR VALUE MEASUREMENT

The following presents the assets and liabilities that are measured at fair value or required to disclose their fair value in these financial statements on a recurring basis at 31 December 2020 across the three levels of the fair value hierarchy defined in HKFRS 13 Fair Value Measurement, with the fair value measurement categorised in its entirety based on the lowest level input that is significant to the entire measurement. The levels of inputs are defined as follows:

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

Management believes that the estimated fair values resulting from the valuation techniques are reasonable, and that they were the most appropriate values at the end of the reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation techniques(s) and inputs used):

46. 公允值計量

以下以公允值計量或需經常性於該等財務報表內披露其公允值之資產及負債於二零二零年十二月三十一日按香港財務報告準則第13號公允值計量所界定之公允值三個等級呈列，而公允值計量是按最低等級輸入數據對其計量有重大影響作整體分類。所界定之輸入等級如下：

- 第1級(最高等級)：本集團於計量日可取得相同資產或負債在活躍市場之報價(未經調整)；
- 第2級：除包括於第1級之報價外，對於資產或負債之輸入數據乃可直接或間接從觀察所得；及
- 第3級(最低等級)：對於資產或負債之輸入數據乃不可觀察的。

管理層認為因估值技術產生的估計公允值乃屬合理，並為報告期末之最適當價值。下表提供有關釐定該等財務資產及財務負債公允值之資料(尤其是所使用之估值方法及輸入數據)：

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46. FAIR VALUE MEASUREMENT (Continued)

46. 公允值計量(續)

Financial assets and financial liabilities 財務資產及財務負債	Fair values as at 31 December 2020 於二零二零年十二月三十一日 之公允值	Fair value hierarchy 公允值等級	Valuation technique(s) or significant input(s) 估值技術或重要輸入數據
Unlisted equity securities classified as financial assets at FVOCI 分類為按公允值計入其他全面收入的財務資產的非上市股本證券	HK\$1,026,883,000 (Notes 23) 1,026,883,000港元 (附註23)	Level 2 第2級	Market approach — Guideline Public Company Method 市場法—指引公眾公司法
Equity securities listed in and outside Hong Kong held for trading classified as financial assets at FVTPL 分類為按公允值計入損益的財務資產的持作買賣並於香港境內外上市的股本證券	HK\$819,708,000 (Note 22) 819,708,000港元 (附註22)	Level 1 第1級	Quoted bid prices 所報之買入價
Equity securities listed in Hong Kong not held for trading classified as financial assets at FVTPL 分類為按公允值計入損益的財務資產但並非持作買賣的於香港上市的股本證券	HK\$52,920,000 (Note 22) 52,920,000港元 (附註22)	Level 1 第1級	Quoted bid prices 所報之買入價
Equity securities listed overseas not held for trading classified as financial assets at FVTPL 分類為按公允值計入損益的財務資產但並非持作買賣的於海外上市的股本證券	HK\$34,383,000 (Note 22) 34,383,000港元 (附註22)	Level 1 第1級	Quoted bid prices 所報之買入價
Equity securities listed overseas not held for trading classified as financial assets at FVTPL 分類為按公允值計入損益的財務資產但並非持作買賣的於海外上市的股本證券	HK\$14,701,000 (Note 22) 14,701,000港元 (附註22)	Level 2 第2級	Market approach-Index Return Method 市場法—指數回報法
Unlisted equity securities not held for trading classified as financial assets at FVTPL 分類為按公允值計入損益的財務資產但並非持作買賣的非上市股本證券	HK\$95,024,000 (Note 22) 95,024,000港元 (附註22)	Level 3 第3級	Net asset value 資產淨值
Forward exchange contracts classified as financial assets and financial liabilities at FVTPL 分類為按公允值計入損益的財務資產及財務負債的遠期外匯合約	Assets: HK\$19,529,000 Liabilities: HK\$19,521,000 (Note 32) 資產：19,529,000港元 負債：19,521,000港元 (附註32)	Level 2 第2級	Forward exchange rate 遠期匯率

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46. FAIR VALUE MEASUREMENT (Continued)

46. 公允值計量(續)

Financial assets and financial liabilities 財務資產及財務負債	Fair values as at 31 December 2019 於二零一九年十二月三十一日之公允值	Fair value hierarchy 公允值等級	Valuation technique(s) or significant input(s) 估值技術或重要輸入數據
Unlisted equity securities classified as financial assets at FVOCI 分類為按公允值計入其他全面收入的財務資產的非上市股本證券	HK\$749,301,000 (Note 23) 749,301,000港元 (附註23)	Level 2 第2級	Market approach — Guideline Public Company Method 市場法—指引公眾公司法
Equity securities listed in and outside Hong Kong held for trading classified as financial assets at FVTPL 分類為按公允值計入損益的財務資產的持作買賣並於香港境內外上市的股本證券	HK\$914,000 (Note 22) 914,000港元 (附註22)	Level 1 第1級	Quoted bid prices 所報之買入價
Equity securities listed in Hong Kong not held for trading classified as financial assets at FVTPL 分類為按公允值計入損益的財務資產但並非持作買賣的於香港上市的股本證券	HK\$41,580,000 (Note 22) 41,580,000港元 (附註22)	Level 1 第1級	Quoted bid prices 所報之買入價
Unlisted equity securities not held for trading classified as financial assets at FVTPL 分類為按公允值計入損益的財務資產但並非持作買賣的非上市股本證券	HK\$150,069,000 (Note 22) 150,069,000港元 (附註22)	Level 2 第2級	Market approach — Guideline Public Company Method 市場法—指引公眾公司法
Unlisted equity securities not held for trading classified as financial assets at FVTPL 分類為按公允值計入損益的財務資產但並非持作買賣的非上市股本證券	HK\$193,186,000 (Note 22) 193,186,000港元 (附註22)	Level 3 第3級	Net asset value 資產淨值
Unlisted equity securities not held for trading classified as financial assets at FVTPL 分類為按公允值計入損益的財務資產但並非持作買賣的非上市股本證券	HK\$39,184,000 (Note 22) 39,184,000港元 (附註22)	Level 3 第3級	Net asset value 資產淨值
Unlisted equity securities not held for trading classified as financial assets at FVTPL 分類為按公允值計入損益的財務資產但並非持作買賣的非上市股本證券	HK\$80,570,000 (Note 22) 80,570,000港元 (附註22)	Level 3 第3級	Net asset value 資產淨值

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46. FAIR VALUE MEASUREMENT (Continued)

46. 公允值計量(續)

Financial assets and financial liabilities 財務資產及財務負債	Fair values as at 31 December 2019 於二零一九年十二月三十一日 之公允值	Fair value hierarchy 公允值等級	Valuation technique(s) or significant input(s) 估值技術或重要輸入數據
Forward exchange contracts classified as financial assets and financial liabilities at FVTPL 分類為按公允值計入損益的財務資產及財務負債的遠期外匯合約	Assets: HK\$37,506,000 Liabilities: HK\$37,497,000 (Note 32) 資產：37,506,000港元 負債：37,497,000港元 (附註32)	Level 2 第2級	Forward exchange rate 遠期匯率
Option contracts classified as financial assets and financial liabilities at FVTPL 分類為按公允值計入損益的財務資產及財務負債的期權合約	Assets: Nil Liabilities: HK\$581,000 (Note 32) 資產：零 負債：581,000港元 (附註32)	Level 3 第3級	Black-Scholes options pricing model 柏力克一舒爾斯期權定價模式
Redeemable and exchangeable preferred share classified as financial liabilities at FVTPL 分類為按公允值計入損益的財務負債的可贖回及可轉換優先股	HK\$152,822,000 (Note 34) 152,822,000港元 (附註34)	Level 3 第3級	Binomial Option pricing model 二項式期權定價模式

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46. FAIR VALUE MEASUREMENT (Continued)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the financial instruments:

46. 公允值計量(續)

公允值等級

下表列示金融工具的公允值計量等級：

Fair value measurement using 所用公允值計量							
	Quoted bid price in active markets	Significant observable inputs	Significant unobservable inputs	Level 1	Level 2	Level 3	Total
As at 31 December 2020	於二零二零年十二月三十一日						
Assets	資產						
Financial assets at FVTPL	按公允值計入損益的財務資產						
Equity securities listed in and outside Hong Kong	於香港境內外上市的股本證券						
— held for trading	— 持作買賣	819,708		—	—	—	819,708
Equity securities listed in Hong Kong	香港上市股本證券						
— not held for trading	— 並非持作買賣	52,920		—	—	—	52,920
Equity securities listed overseas	海外上市股本證券						
— not held for trading	— 並非持作買賣	34,383	14,701	—	—	—	49,084
Unlisted equity securities	非上市股本證券						
— not held for trading	— 並非持作買賣	—	—	95,024	—	—	95,024
Forward exchange contracts	遠期外匯合約	—	19,529	—	—	—	19,529
Financial assets at FVOCI	按公允值計入其他全面收入的財務資產						
Unlisted equity securities	非上市股本證券	—	1,026,883	—	—	—	1,026,883
Liabilities	負債						
Financial liabilities at FVTPL	按公允值計入損益的財務負債						
Forward exchange contracts	遠期外匯合約	—	(19,521)	—	—	—	(19,521)

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46. FAIR VALUE MEASUREMENT (Continued)

Fair value hierarchy (Continued)

46. 公允值計量(續)

公允值等級(續)

		Fair value measurement using 所用公允值計量			
		Quoted bid price in active markets	Significant observable inputs	Significant unobservable inputs	Total
		Level 1	Level 2	Level 3	
		在活躍市場 所報之買入價 第1級 HK\$'000 千港元	重大可觀察 輸入數據 第2級 HK\$'000 千港元	重大不可觀察 輸入數據 第3級 HK\$'000 千港元	總計 HK\$'000 千港元
As at 31 December 2019		於二零一九年十二月三十一日			
Assets		資產			
Financial assets at FVTPL		按公允值計入損益的財務資產			
Equity securities listed in overseas	海外上市股本證券				
— held for trading	— 持作買賣	914	—	—	914
Equity securities listed in Hong Kong	香港上市股本證券				
— not held for trading	— 並非持作買賣	41,580	—	—	41,580
Unlisted equity securities	非上市股本證券				
— not held for trading	— 並非持作買賣	—	150,069	312,940	463,009
Forward exchange contracts	遠期外匯合約	—	37,506	—	37,506
Financial assets at FVOCI		按公允值計入其他全面收入 的財務資產			
Unlisted equity securities	非上市股本證券	—	749,301	—	749,301
Liabilities		負債			
Financial liabilities at FVTPL		按公允值計入損益的財務負債			
Forward exchange contracts	遠期外匯合約	—	(37,497)	—	(37,497)
Option contracts	期權合約	—	—	(581)	(581)
Redeemable and exchangeable preferred share	可贖回及可轉換優先股	—	—	(152,822)	(152,822)

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46. FAIR VALUE MEASUREMENT *(Continued)*

Fair value hierarchy *(Continued)*

During the year ended 31 December 2020, there was a transfer of fair value measurements from Level 1 to Level 2 for equity securities listed overseas not held for trading classified as financial assets at FVTPL by HK\$914,000 (2019: Nil). The transfer out of Level 1 into Level 2 recurring fair value measurement during the year was due to the listed equity securities whose trading on the Australian Stock Exchange has been in suspension. There were no transfers into and out of Level 3 fair value measurement during the year.

During the year ended 31 December 2019, there were neither transfers between Level 1 and Level 2 fair value measurements nor transfers into and out of Level 3 fair value measurement.

The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

46. 公允值計量(續)

公允值等級(續)

截至二零二零年十二月三十一日止年度，分類為按公允值計入損益之財務資產之非持作買賣海外上市股本證券之公允值計量由第1級轉撥至第2級，金額為914,000港元(二零一九年：無)。年內，從第1級轉撥至第2級經常性公允值計量乃由於在澳洲聯交所進行買賣之上市股本證券被暫停買賣所致。年內，並無轉入或轉出第3級公允值計量。

截至二零一九年十二月三十一日止年度，第1級與第2級公允值計量之間並無轉撥，亦無轉入或轉出第3級公允值計量。

本集團的政策為於發生轉撥的報告期末確認公允值層級之間的轉撥。

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46. FAIR VALUE MEASUREMENT (Continued)

Fair value measurement of option contracts

The fair value of option contracts is a Level 3 recurring fair value measurement calculated based on Black-Scholes options pricing model. The valuation requires making estimates on the volatility rate and risk free interest rate. Below is a summary of significant unobservable inputs to the valuation of option contracts together with a quantitative analysis as at 31 December 2020:

Valuation technique 估值技術	Significant unobservable input 重大不可觀察輸入數據	Range/Amount 範圍／金額	Sensitivity of fair value to the input 輸入數據之公允值敏感性	
Option contracts classified as financial liabilities at FVTPL 分類為按公允值計入損益的財務負債的期權合約	Black-Scholes options pricing model 柏力克一舒爾斯購股權定價模式	Volatility rate 波動率 不適用 不適用	N/A (2019: 38.33%) (二零一九年： 38.33%) (二零一九年： 2.56%)	N/A (2019: 10% increase/decrease in the volatility rate would result in increase/decrease in fair value by approximately HK\$136,000/HK\$61,000) 不適用 不適用 不適用 (二零一九年：波動率增加／減少10%將導致公允值增加／減少約136,000港元／61,000港元)
	Risk free interest rate 無風險利率	N/A 不適用 不適用	(2019: 2.56%) (二零一九年： 2.56%) (二零一九年： 2.56%)	N/A (2019: 10% increase/decrease in the risk free interest rate would result in decrease/increase in fair value by approximately HK\$2,000/HK\$1,000) 不適用 不適用 不適用 (二零一九年：無風險利率增加／減少10%將導致公允值減少／增加約2,000港元／1,000港元)

46. 公允值計量(續)

期權合約的公允值計量

期權合約的公允值為按柏力克一舒爾斯購股權定價模式計算的第3級經常性公允值計量。估值須對波動率及無風險利率進行估算。以下為於二零二零年十二月三十一日期權合約估值的重大不可觀察輸入數據概要連同定量分析：

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46. FAIR VALUE MEASUREMENT (Continued)

Fair value measurement of option contracts

(Continued)

A reconciliation of the opening and closing fair value balances of option contracts is provided as below:

Option contracts	期權合約	2020		2019	
		二零二零年	HK\$'000	二零一九年	HK\$'000
		千港元	Assets 資產	千港元	Liabilities 負債
Opening balance	期初結餘(第3級 （Level 3 recurring fair value）	-	(581)	30,662	(28,386)
Net fair value (loss)/gain on financial instruments recognised in profit or loss	於損益確認的金融 工具公允值(虧損)/ 收益淨額	-	-	(30,662)	27,805
At the end of the reporting period	於報告期末	-	(581)	-	(581)

Fair value measurement of redeemable and exchangeable preferred share

The fair value of redeemable and exchangeable preferred share is a Level 3 recurring fair value measurement. As disclosed in Note 34, the Investor of the preferred shares will have the right to exchange these shares for the shares of Mason Healthcare's group entities upon the occurrence of the consummation of initial public offerings of any of these group entities, and sales or disposal of interest in these group entities (the "Conditions"). The valuation of preferred share requires making estimation on the fair value of these group entities Binomial Option pricing model, with significant unobservable inputs including probability assumptions for conditions fulfilment.

46. 公允值計量(續)

期權合約的公允值計量(續)

期權合約的期初及期末公允值結餘對賬列示如下：

可贖回及可轉換優先股的公允值計量

可贖回及可轉換優先股的公允值為第3級經常性公允值計量。誠如附註34所披露，於完成茂宸醫療任何集團實體之首次公開發售以及銷售或出售於該等集團實體的權益後，優先股的投資者將有權以該等股份交換該等集團實體的股份（「條件」）。優先股估值須透過二項期權定價法及重大不可觀察輸入數據（包括達成條件的概率假設）對該等集團實體的公允值進行估算。

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46. FAIR VALUE MEASUREMENT *(Continued)*

Fair value measurement of redeemable and exchangeable preferred share *(Continued)*

For the year ended 31 December 2019, if probability assumptions for conditions fulfilment of these group entities are 10% higher/lower while all other variables we held constant, the carrying amount of redeemable and exchangeable preferred share would decrease/increase by HK\$1,246,000/HK\$1,246,000.

The redeemable and exchangeable preferred shares were derecognised during the year.

A reconciliation of the opening and closing fair value balances of redeemable and exchangeable preferred share is provided as below:

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Redeemable and exchangeable preferred share	可贖回及可轉換優先股	
Opening balance (Level 3 recurring fair value)	期初結餘(第3級經常性公允值)	152,822
Dividend paid during the year	年內已付股息	-
Net fair value gain on financial instruments recognised in profit or loss	於損益確認的金融工具公允值收益淨額	(1,785)
Derecognised during the year	年內終止確認	(152,822)
At the end of the reporting period	於報告期末	152,822

46. 公允值計量 *(續)*

可贖回及可轉換優先股的公允值計量 *(續)*

截至二零一九年十二月三十一日止年度，倘該等集團實體達成條件的概述假設於所有其他變量保持不變的情況下增加／減少10%，則可贖回及可轉換優先股的賬面值將減少／增加1,246,000港元／1,246,000港元。

可贖回及可轉換優先股已於年內終止確認。

可贖回及可轉換優先股的期初及期末公允值結餘對賬列示如下：

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46. FAIR VALUE MEASUREMENT *(Continued)*

Fair value measurement of unlisted equity securities — not held for trading

During the year ended 31 December 2019, the Group acquired unlisted equity securities — not held for trading at cost amounted to HK\$310,689,000 and subsequently recognised a net fair value gain on financial instrument in profit and loss amounted to HK\$2,251,000. During the year ended 31 December 2020, unlisted equity securities of HK\$232,370,000 were fully disposed of and a realised gain on disposal of HK\$841,000 is recognised in profit and loss during the year. As at 31 December 2020, the fair value of the remaining unlisted equity security is HK\$95,024,000 and a fair value gain on financial instrument of HK\$14,454,000 is recognised in profit and loss during the year.

Fair values of financial assets and liabilities carried at other than fair value

The carrying amount of the Group's loan receivables, trade and other receivables, fixed bank deposits, bank balances and cash, trade and other payables, and amount due to an associate that are carried at amortised cost are not materially different from their fair value as at the end of reporting period.

47. CAPITAL MANAGEMENT

The objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to provide returns for shareholders. The Group manages its capital structure and makes adjustments, including payment of dividends to shareholders, return capital to shareholders or issue new shares or sell assets to reduce debts. The capital structure of the Group consists of net debts, cash and cash equivalents and equity attributable to shareholders (comprising issued share capital and reserves). No changes were made in the objectives, policies or processes during the years ended 31 December 2020 and 2019.

46. 公允值計量(續)

非上市股本證券的公允值計量 — 不用於交易

截至二零一九年十二月三十一日止年度，本集團購入非上市股本證券(非以交易成本持有)310,689,000港元，隨後在損益中確認金融工具公允值淨收益為2,251,000港元。截至二零二零年十二月三十一日止年度，非上市股本證券232,370,000港元已悉數出售，而出售的已變現收益841,000港元已於年內在損益確認。於二零二零年十二月三十一日，餘下非上市股本證券的公允值為95,024,000港元，而金融工具的公允值收益14,454,000港元於年內在損益確認。

非按公允值列賬之財務資產及負債之公允值

本集團按攤銷成本列賬之應收貸款、貿易及其他應收款項、定期銀行存款、銀行結餘及現金、貿易及其他應付款項以及應付聯營公司款項之賬面值與其於報告期末之公允值並無重大差異。

47. 資本管理

本集團資本管理之目標為保障本集團之持續經營能力及為股東提供回報。本集團管理及調整其資本架構，包括向股東派息、向股東退還股本或發行新股或出售資產以減少債務。本集團的資本架構包括債務淨額、現金及現金等價物以及股東應佔股權(包括已發行股本及儲備)。截至二零二零年及二零一九年十二月三十一日止年度，有關目標、政策及程序概無變動。

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47. CAPITAL MANAGEMENT *(Continued)*

Certain subsidiaries of the Group, which are engaged in the brokerage of securities and commodities and related services, are entities regulated by the Securities and Futures Ordinance and subject to the respective minimum capital requirements.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure to be maintained, taking into consideration the future capital requirements of these subsidiaries. The minimum capital requirements for these subsidiaries were complied with during the year.

48. CAPITAL COMMITMENTS

At the end of the reporting period, the Group had the following capital expenditure commitments:

47. 資本管理(續)

本集團若干附屬公司(從事證券及商品經紀以及相關服務)為受證券及期貨條例監管之實體，並須遵守相關最低資本規定。

經考慮該等附屬公司之未來資本需求後，本集團積極及定期審閱及管理其資本架構，以確保保持最優資本架構。於年內乃符合該等附屬公司之最低資本規定。

48. 資本承擔

於報告期末，本集團有以下資本開支承擔：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Contracted but not provided for, net of deposit paid	66,962	67,275

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49. OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The following tables present details of financial instruments subject to offsetting, enforceable master netting arrangements and similar agreements.

49. 抵銷財務資產及財務負債

下表列出可抵銷、可執行之總淨額結算安排或類似協議的金融工具詳情。

Financial assets subject to offsetting 可抵銷財務資產						
	Gross amount of recognised financial liabilities	Net amount of financial assets presented in the consolidated statement of financial position	Related amounts not offset in the consolidated statement of financial position 並無於綜合財務狀況表抵銷之有關金額			
	Gross offset in the consolidated statement of financial assets position	in the consolidated statement of financial position	Cash collateral received	Securities collateral received	Net amount	
	於綜合財務狀況表抵銷之 已確認 財務資產總額 HK\$'000 千港元	於綜合財務狀況表呈列之 已確認財務 負債總額 HK\$'000 千港元	已收現金 抵押物 HK\$'000 千港元	已收證券 抵押物 HK\$'000 千港元	淨額 HK\$'000 千港元	
At 31 December 2020	於二零二零年 十二月三十一日					
Type of financial assets	財務資產類型					
Accounts receivable due from margin clients	應收孖展客戶賬款	207,185	(6,782)	200,403	-	(81,059)
Accounts receivable due from HKSCC	應收香港結算賬款	71,144	(70,307)	837	-	-
Reverse repurchase agreements	反向回購協議	217,641	-	217,641	-	(217,641)
At 31 December 2019	於二零一九年 十二月三十一日					
Type of financial assets	財務資產類型					
Accounts receivable due from margin clients	應收孖展客戶賬款	251,050	(14,277)	236,773	-	(117,428)
Accounts receivable due from HKSCC	應收香港結算賬款	40,009	(29,381)	10,628	-	-
Reverse repurchase agreements	反向回購協議	663,327	-	663,327	-	(663,327)

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49. OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES (Continued)

49. 抵銷財務資產及財務負債(續)

Financial liabilities subject to offsetting 可抵銷財務資產							
		Gross amount of recognised financial assets	Net amount of financial liabilities presented	Related amounts not offset in the consolidated statement of financial position			
		Gross offset in the consolidated statement of financial liabilities	in the consolidated statement of financial position	Cash collateral received	Securities collateral received	並無於綜合財務狀況表抵銷之有關金額	Net amount
		於綜合財務狀況表抵銷之已確認財務負債總額	於綜合財務狀況表呈列之已確認財務資產總額	已收現金	已收證券		
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 31 December 2020							
Type of financial liabilities	財務負債類型						
Accounts payable due to margin clients	應付孖展客戶賬款	23,530	(6,782)	16,748	-	-	16,748
Accounts payable due to HKSCC	應付香港結算賬款	118,215	(70,307)	47,908	-	-	47,908
Repurchase agreements	回購協議	239,479	-	239,479	(239,479)	-	-
At 31 December 2019							
Type of financial liabilities	財務負債類型						
Accounts payable due to margin clients	應付孖展客戶賬款	32,928	(14,277)	18,651	-	-	18,651
Accounts payable due to HKSCC	應付香港結算賬款	31,363	(29,381)	1,982	-	-	1,982
Repurchase agreements	回購協議	252,686	-	252,686	(252,686)	-	-

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50. CONTINGENT LIABILITIES

- a) As at 31 December 2020, other than the disclosure in below paragraph, the Group does not provide any guarantees to any other parties.
- b) The Group previously entered into agreements to provide certain parent guarantees for bank loan facilities granted to AYD Group Limited and its wholly owned subsidiaries for their working capital requirements. As at 31 December 2020, the maximum aggregate amount of the guarantees was RMB13,500,000 (equivalent to HK\$16,045,000) which were fully utilised. A guarantee fee will be charged at 1.5% per annum of the drawdown amount.

51. COMPARATIVE FIGURES

Certain comparative figures in the consolidated financial statements have been re-presented to conform with current year presentation.

52. EVENTS AFTER REPORTING PERIOD

The World Health Organisation declared the COVID-19 a global health emergency on 30 January 2020. Since then, the Group has experienced significant disruption to its operations in significant uncertainty concerning when government lockdowns will be lifted, social distancing requirements will be eased and the long-term effects of the pandemic on the demand for the Group's primary products.

Governments in the countries in which the Group operates also implemented various measures which might mitigate some of the impact of the COVID-19 pandemic to the results and liquidity position of the Group. To the extent appropriate, the Group applies for such government assistance. Details of all of the arrangements that might be available and the period throughout which they will remain available are continuing to evolve and remain subject to uncertainty.

The directors of the Company are continuing to assess the implications of COVID-19 pandemic to the business in which the Group operates. Depending on the duration of the COVID-19 pandemic and continued negative impact on economic activity, the Group might experience further negative results, and liquidity restraints and incur additional impairments on its assets in 2021. However, the exact impact in the remainder of 2021 and thereafter cannot be predicted.

50. 或然負債

- (a) 於二零二零年十二月三十一日，除下段所披露者外，本集團並無向任何第三方提供擔保。
- (b) 本公司先前已訂立協議，就授予愛嬰島集團有限公司及其全資附屬公司以滿足其營運需求的銀行貸款融資提供若干母公司擔保。於二零二零年十二月三十一日，擔保的最高總金額為人民幣13,500,000元(相當於16,045,000港元)，其已全數動用。擔保費將每年按已提取金額的1.5%收取。

51. 比較數字

綜合財務報表中的若干比較數字已重新呈報，以符合本年度的呈報。

52. 報告期後事項

世界衛生組織於二零二零年一月三十日宣佈COVID-19為全球衛生緊急事件。自此，鑑於政府何時解除封鎖、社交距離規定何時放寬及疫情對本集團主要產品需求的長期影響存在重大不確定性，故本集團的營運受到重大干擾。

本集團經營所在國家的政府亦實施多項措施，可能減輕COVID-19疫情對本集團業績及流動資金狀況的部分影響。在適當情況下，本集團會申請有關政府資助。有關可能獲得該等資助的所有安排及其將持續可獲得的期間的詳情，正繼續出現變動及持續受不確定因素影響。

本公司董事正繼續評估COVID-19疫情對本集團經營業務的影響。視乎COVID-19疫情的持續時間及對經濟活動的持續負面影響，本集團於二零二一年可能面臨進一步的負面結果及流動資金限制，並對其資產產生額外減值。然而，無法預測二零二一年餘下時間及其後的確切影響。

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財務報表附註

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截至二零二零年十二月三十一日止年度

52. EVENTS AFTER REPORTING PERIOD (Continued)

Disposal of entire equity interest in a subsidiary

On 26 February 2021, the Company's indirect wholly owned subsidiary, Mason Healthcare Group Limited ("Mason Healthcare"), entered into the share purchase agreement with a third party company (the "Purchaser") in which Mason Healthcare transfer 64.85% equity interest in its subsidiary, Mason Reproductive Technology Limited ("MRT"), to the Purchaser at a cash consideration of HK\$268,000,000. The transfer was completed on 26 February 2021. After the disposal, MRT will cease to be an indirect non-wholly owned subsidiary of the Company and the Group will cease to have any interests in the MRT.

Voluntary liquidation of a subsidiary

On 12 March 2021, the Company resolved that the voluntary liquidation (the "Voluntary Liquidation") of Mason Privatbank Liechtenstein AG ("MPL"), an indirect wholly-owned subsidiary of the Company, and has informed the Financial Market Authority Liechtenstein accordingly. The process and procedure for the Voluntary Liquidation are expected to be commenced in March 2021. Upon completion of the Voluntary Liquidation and all incidental procedures, MPL will cease to be a subsidiary of the Company and the financial position and the results of MPL will be deconsolidated from those of the Group. The Voluntary Liquidation and management's assessment on the financial impact to the Group were still in progress as at the approval date of these financial statements.

53. INFORMATION ABOUT THE BENEFITS OF DIRECTORS

(a) Loans, quasi-loans and other dealings in favour of directors

There are no loans, quasi-loans or other dealings in favour of the directors of the Company that were entered into or subsisted during the years ended 31 December 2020 and 2019.

(b) Directors' material interests in transactions, arrangements or contracts

After consideration, the management is of the opinion that no transactions, arrangements and contracts of significance in relation to the Group's business to which the Group was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the years ended 31 December 2020 and 2019.

52. 報告期後事項(續)

出售一間附屬公司的全部股權

於二零二一年二月二十六日，本公司間接全資附屬公司茂宸醫療集團有限公司（「茂宸醫療」）與第三方公司（「買方」）訂立購股協議，據此，茂宸醫療向賣方轉讓其於附屬公司茂宸生殖科技有限公司（「茂宸生殖科技」）的64.85%股權，現金代價為268,000,000港元。轉讓已於二零二一年二月二十六日完成。於完成後，茂宸生殖科技將不再為本公司的間接非全資附屬公司，而本集團將不再於茂宸生殖科技中擁有任何權益。

一間附屬公司自願清盤

於二零二一年三月十二日，本公司議決對本公司間接全資附屬公司Mason Privatbank Liechtenstein AG（「MPL」）進行自願清盤，並已相應知會列支敦士登金融市場管理局（Financial Market Authority Liechtenstein）。有關自願清盤的程序及流程已於二零二一年三月開始。於自願清盤及所有附帶程序完成後，MPL將不再為本公司的附屬公司，而MPL的財務狀況及業績將不再於本集團綜合入賬。於該等財務報表獲批核日期，自願清盤及管理層對本集團財務影響的評估仍在進行。

53. 有關董事利益的資料

(a) 以董事為受益人之貸款、準貸款及其他交易

截至二零二零年及二零一九年十二月三十一日止年度，並無訂立亦無現存以本公司董事為受益人的貸款、準貸款或其他交易。

(b) 董事於交易、安排或合約的重大權益

管理層經考慮認為，本年底或截至二零二零年及二零一九年十二月三十一日止年度任何時間，本公司董事概無持有本集團所訂立有關本集團業務的任何重大交易、安排及合約之直接或間接重大權益。

NOTES TO THE FINANCIAL STATEMENTS

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

54. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

54. 本公司財務狀況表

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Non-current assets	非流動資產		
Interests in subsidiaries	於附屬公司之權益	3,946,227	5,438,100
Financial assets at fair value through other comprehensive income	按公允值計入其他全面收益的財務資產	1,026,883	749,301
Other receivables	其他應收款項	5,000	-
		4,978,110	6,187,401
Current assets	流動資產		
Other receivables	其他應收款項	1,698	10,958
Bank balances and cash	銀行結餘及現金	401,932	399,630
		403,630	410,588
Current liabilities	流動負債		
Other payables	其他應付款項	(8,411)	(6,121)
Net current assets	淨流動資產	395,219	404,467
Total assets less current liabilities	總資產減流動負債	5,373,329	6,591,868
Non-current liabilities	非流動負債		
Interest-bearing borrowings	計息借款	-	(20,000)
NET ASSETS	淨資產	5,373,329	6,571,868
Capital and reserves	資本及儲備		
Share capital	股本	6,142,962	6,142,962
Reserves (<i>Note</i>)	儲備(附註)	(769,633)	428,906
TOTAL EQUITY	總權益	5,373,329	6,571,868

Approved and authorised for issue by the Board of Directors on 25 March 2021 and signed on its behalf by

由董事會於二零二一年三月二十五日批准及授權刊發，並由下列代表簽署

Han Ruixia
韓瑞霞
Director
董事

Zhang Zhenyi
張振義
Director
董事

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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

54. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

Movements of reserves of the Company

54. 本公司財務狀況表(續)

附註：

本公司儲備變動

		FVOCI reserve	Treasury shares	Retained profits/(accumulated losses)	Total reserves
	按公允值計入 其他全面收入 之儲備 HK\$'000 千港元			保留溢利／ (累計虧損) HK\$'000 千港元	儲備總額 HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	53,644	-	315,352	368,996
Profit for the year	年內溢利	-	-	5,475	5,475
Other comprehensive income for the year	年內其他全面收入				
<i>Item that will note be reclassified subsequently to profit or loss</i>	其後將不會重新分類至損益之項目				
Changes in fair value of equity instruments at FVOCI	權益工具按公允值計入其他全面收入 之公允值變動	116,057	-	-	116,057
Total other comprehensive income	其他全面收入總額	116,057	-	-	116,057
Total comprehensive income for the year	年內全面收入總額	116,057	-	5,475	121,532
Dividend paid	已付股息	-	-	(29,859)	(29,859)
Repurchase of shares	回購股份	-	(1,102)	(30,661)	(31,763)
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及 二零二零年一月一日	169,701	(1,102)	260,307	428,906
Loss for the year	年內虧損	-	-	(1,476,121)	(1,476,121)
Other comprehensive income for the year	年內其他全面收入				
<i>Item that will note be reclassified subsequently to profit or loss</i>	其後將不會重新分類至損益之項目				
Changes in fair value of equity instruments at FVOCI	權益工具按公允值計入其他全面收入 之公允值變動	277,582	-	-	277,582
Total other comprehensive income	其他全面收入總額	277,582	-	-	277,582
Total comprehensive income for the year	年內全面收入總額	277,582	-	(1,476,121)	(1,198,539)
Cancellation of repurchased shares	註銷回購股份	-	1,102	(1,102)	-
At 31 December 2020	於二零二零年十二月三十一日	447,283	-	(1,216,916)	(769,633)

SUMMARY OF FINANCIAL INFORMATION

財務資料摘要

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements and reclassified as appropriate, is set out below.

以下為本集團於過去五個財政年度之業績與資產及負債摘要，摘錄自經審核綜合財務報表並經適當重新分類。

RESULTS

業績

		Year ended 31 December 截至十二月三十一日止年度				
		2020 二零二零年	2019 二零一九年	2018 二零一八年	2017 二零一七年	2016 二零一六年
		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
Revenue	收益	528,955	1,651,972	3,506,994	2,900,438	66,501
(Loss)/profit before taxation	除稅前(虧損)／溢利	(187,122)	(1,200,927)	207,010	87,401	(792,836)
Income tax (expense)/credit	所得稅(開支)／抵免	(2,735)	28,730	(30,998)	(60,931)	2,340
(Loss)/profit for the year	年內(虧損)／溢利	(189,857)	(1,172,197)	176,012	26,470	(790,496)
Non-controlling interests	非控股權益	49,146	22,341	(85,828)	(79,630)	318,474
(Loss)/profit for the year	本公司權益持有人 attributable to equity holders of the Company	(140,711)	(1,149,856)	90,184	(53,160)	(472,022)

ASSETS AND LIABILITIES

資產及負債

		At 31 December 於十二月三十一日				
		2020 二零二零年	2019 二零一九年	2018 二零一八年	2017 二零一七年	2016 二零一六年
		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
Total assets	總資產	6,926,057	7,791,129	11,376,554	7,793,748	5,042,277
Total liabilities	總負債	(1,525,175)	(2,521,447)	(4,574,922)	(1,300,905)	(1,489,199)
Net assets	淨資產	5,400,882	5,269,682	6,801,632	6,492,843	3,553,078
Equity attributable to equity holders of the Company	本公司權益持有人 應佔權益	5,189,564	5,001,689	6,161,419	6,070,763	3,256,441
Non-controlling interests	非控股權益	211,318	267,993	640,213	422,080	296,637
Total equity	總權益	5,400,882	5,269,682	6,801,632	6,492,843	3,553,078



茂宸集團控股有限公司
MASON GROUP HOLDINGS LIMITED



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