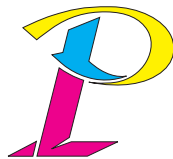


*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **Prosperous Printing Company Limited**

**萬里印刷有限公司**

*(incorporated in Hong Kong with limited liability)*

**(Stock code: 8385)**

### **ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2020**

The board (the “**Board**”) of directors (the “**Directors**”) of Prosperous Printing Company Limited (the “**Company**”) is pleased to announce the audited consolidated financial results of the Company and its subsidiaries for the year ended 31 December 2020.

This announcement, containing the full text of the 2020 Annual Report of the Company, complies with the relevant requirements of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) in relation to information to accompany preliminary announcement of annual results. Printed version of the 2020 Annual Report of the Company of the Company containing the information required by the GEM Listing Rules will be dispatched to the shareholders of the Company and available for viewing on the GEM website at the [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page and on the Company’s website at [www.prosperous-printing-group.com.hk](http://www.prosperous-printing-group.com.hk).

By order of the Board  
**Prosperous Printing Company Limited**  
**Mr. Lam Sam Ming**  
*Chairman and Executive Director*

Hong Kong, 31 March 2021

*As at the date of this announcement, the executive Directors are Mr. Lam Sam Ming, Ms. Chan Sau Po and Ms. Yao Yuan; and the independent non-executive Directors are Ms. Cheung Yin, Mr. Wong Hei Chiu and Mr. Leung Vincent Gar-Gene.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the GEM website ([www.hkgem.com](http://www.hkgem.com)) for at least seven days from the day of its posting. This announcement will also be published on the Company’s website at [www.prosperous-printing-group.com.hk](http://www.prosperous-printing-group.com.hk).*

## CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.*

*This report, for which the directors (the “**Directors**”) of Prosperous Printing Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules governing the Listing of Securities on the GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this report misleading.*



## CONTENTS

Corporate Information	3
Highlights	4
Chairman's Statement	5
Profiles of Directors and Senior Management	7
Management Discussion and Analysis	11
Corporate Governance Report	19
Environmental, Social and Governance Report	29
Directors' Report	50
Independent Auditor's Report	60
Consolidated Statement of Profit or Loss	66
Consolidated Statement of Profit or Loss and Other Comprehensive Income	67
Consolidated Statement of Financial Position	68
Consolidated Statement of Changes in Equity	70
Consolidated Statement of Cash Flows	71
Notes to the Financial Statements	72
Five-Year Financial Summary	146

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Executive Directors

Mr. Lam Sam Ming (*Chairman*)  
Ms. Yao Yuan  
Ms. Chan Sau Po

### Independent non-executive Directors

Ms. Cheung Yin  
Mr. Wong Hei Chiu  
Mr. Leung Vincent Gar-Gene

## AUDIT COMMITTEE

Ms. Cheung Yin (*Chairman*)  
Mr. Wong Hei Chiu  
Mr. Leung Vincent Gar-Gene

## REMUNERATION COMMITTEE

Mr. Wong Hei Chiu (*Chairman*)  
Ms. Cheung Yin  
Mr. Lam Sam Ming

## NOMINATION COMMITTEE

Mr. Lam Sam Ming (*Chairman*)  
Mr. Wong Hei Chiu  
Ms. Cheung Yin

## RISK MANAGEMENT COMMITTEE

Mr. Lam Sam Ming (*Chairman*)  
Ms. Chan Sau Po  
Ms. Yao Yuan

## COMPANY SECRETARY

Mr. Chen Kun (*Solicitor of HKSAR*)

## AUTHORISED REPRESENTATIVES

Mr. Lam Sam Ming  
Ms. Chan Sau Po

## COMPLIANCE OFFICER

Ms. Chan Sau Po

## REGISTERED OFFICE, HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

3/F, Yip Cheung Centre  
10 Fung Yip Street  
Chai Wan  
Hong Kong

## SHARE REGISTRAR AND TRANSFER OFFICE

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

## PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited  
Hang Seng Bank Limited  
The Hongkong and Shanghai Banking Corporation Limited  
Standard Chartered Bank (Hong Kong) Limited

## HONG KONG LEGAL ADVISOR

Jimmie K. S. Wong & Partners

## AUDITOR

Crowe (HK) CPA Limited  
9/F Leighton Centre  
77 Leighton Road  
Causeway Bay  
Hong Kong

## COMPANY'S WEBSITE

[www.prosperous-printing-group.com.hk](http://www.prosperous-printing-group.com.hk)

## STOCK CODE

8385

# HIGHLIGHTS

## FINANCIAL HIGHLIGHTS

- The revenue of the Group was approximately HK\$278.9 million for the year ended 31 December 2020 representing a decrease of approximately 39.6% from approximately HK\$461.6 million for the year ended 31 December 2019. Such decrease was mainly due to decrease of sales order due to COVID-19 and overall global economic uncertainty.
- The gross loss was approximately HK\$4.4 million for the year ended 31 December 2020, as compared to the gross profit of approximately HK\$133.4 million for the year ended 31 December 2019 primarily due to the decrease in the sales order due to COVID-19 and overall global economic uncertainty.
- The net loss for the period was approximately HK\$100.8 million for the year ended 31 December 2020, as compared to the net profit of approximately HK\$18.2 million recorded for the year ended 31 December 2019, which was mainly due to (i) a decline in revenue by approximately 39.6% as a result of COVID-19 and overall global economic uncertainty; (ii) a decrease in profit margin mainly attributable to the aggressive pricing strategy in the challenging business environment during the year; and (iii) impairment losses on certain inventories and accounts receivables.
- The Board does not recommend the payment of a final dividend for the year ended 31 December 2020 (for the same period ended 31 December 2019: nil).

# CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the Board of Directors (the “**Board**”) of the Company, I am pleased to present the annual report of the Company for the year ended 31 December 2020 (the “**the Year**”). Unless otherwise stated, the capitalized terms used in this annual report shall have the same meaning as those used in the prospectus (“**Prospectus**”) dated 29 November 2017.

## BUSINESS REVIEW

The Group is a provider of printing products to Hong Kong-based print brokers with customers in overseas markets and to international publishers mainly located in the United States of America (the “**U.S.**”), the United Kingdom (the “**U.K.**”), Australia and Europe (excluding U.K.). The products comprise mainly books and other paper-related products. Paper and ink are the principal raw materials of the Group. The two production sites were the Shenzhen Factory and the Hong Kong Factory. Each of these factories is a self-functioning printing and production arm of the Group, and they share the printing workload allocated by the management. The Group experienced sharp decrease in revenue, and such decrease was mainly due to COVID-19 and overall global economic uncertainty.

## FINANCIAL REVIEW

The revenue of the Group was approximately HK\$278.9 million for the year ended 31 December 2020 representing a decrease of approximately 39.6% from approximately HK\$461.6 million for the year ended 31 December 2019. The net loss was approximately HK\$100.8 million for the year ended 31 December 2020, as compared to the net profit of approximately HK\$18.2 million recorded for the year ended 31 December 2019. Such decrease was mainly due to decrease of sales order due to COVID-19 and overall global economic uncertainty.

## OUTLOOK

Looking forward, there are certain risks that the Group will face in further development such as challenges from the uncertainty of economies by reason of, among others, the U.S.-China trade dispute, COVID-19, an increase in paper cost and technological advancements in publishing and new forms of information dissemination. As a result of COVID-19 and chain effect, the Group considers that the business environment would continue to be challenging in 2021 and will adopt cost-control measures to sustain its business. The Group plans to implement the following business strategies: improving its equipment and the level of automation, expanding customer base and strengthening sales and marketing coverage, and continuing to attract and retain top talent in the industry.



## CHAIRMAN'S STATEMENT

During the Year, the global economy was severely impacted by the outbreak of COVID-19 pandemic (the “**Pandemic**”). The Pandemic severely affected the demand for print products. Our Group's performance was also adversely affected. For details of the financial review and business review, please refer to the section of “Management Discussion and Analysis” in this annual report.

Since late-January 2020, the Group has implemented several measures including epidemic prevention and control, cancellation and rescheduling visits of customers in accordance with relevant national and local regulations on epidemic prevention and control, to ensure the health and safety of customers and employees. The Group's specific prevention measures include (i) rescheduled the date of resumption of work of the Shenzhen Factory after Chinese New Year to 17 February 2020; and (ii) requesting each employee to report his/her travel history and any symptoms; and (iii) maintaining a safe and hygienic workplace. The Board pays great attention to the development of the COVID-19 and makes every effort on epidemic prevention and control and daily operation management.

With the vaccination and the global collective efforts to combat the Pandemic, the Group remains cautiously optimistic that the Group's performance will improve in 2021.

### APPRECIATION

I would like to express my gratitude on behalf of the Group to all customers, suppliers, subcontractors, business partners and professional parties for their support to our business development. I also take this opportunity to thank for the management and employees of the Group for their contribution and commitment throughout the year.

**Mr. Lam Sam Ming**  
*Chairman*

Hong Kong, 31 March 2021

# PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

## EXECUTIVE DIRECTORS

**Mr. Lam Sam Ming (林三明) (“Mr. Lam”)**, aged 59, was appointed as our Director on 26 April 1993 and was re-designated as our executive Director on 8 September 2016. He is also the chairman and CEO of our Group and a Controlling Shareholder.

Mr. Lam is primarily responsible for the overall management and formulation of business strategy of our Group. He also oversees the overall financial and operation functions of our Group.

Mr. Lam has over 37 years of experience in the printing industry. Mr. Lam began his career in the printing industry when he was registered as an apprentice of The Hong Kong Printers Association in September 1976. Prior to founding our Group, Mr. Lam started his career in the industry when he was first employed as an apprentice by Hing Yip Printing Co. Ltd (“HYP”). He spent over 10 years with HYP between January 1983 and March 1993 and his last position at HYP was a manager of the production department.

Mr. Lam established our Group through L & L in December 1992. Since then he has been in charge of the overall business strategies and operation of our Group. Please refer to the section headed “*History, Reorganisation and Corporate Structure — Our Corporate Development*” in the Prospectus for further details. Currently, Mr. Lam assumes various directorships in our Group including those in Printplus, Great Wall and Century Sight. Mr. Lam is the spouse of Ms. Yao who is also our executive Director.

Mr. Lam was the sole director of Topping Shiny Limited (“**Topping Shiny**”), which was incorporated in Hong Kong, prior to its dissolution on 17 March 2017. The principal business of Topping Shiny was the provision of personalised photo albums. Topping Shiny was dissolved by way of deregistration under section 750 of the Companies Ordinance. Under this section, an application for deregistration can only be made if (a) all the members of the company agreed to such deregistration; (b) the company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than 3 months immediately before the application; and (c) the company has no outstanding liabilities. Mr. Lam has not held any current or past directorships in any publicly listed companies whether in Hong Kong or overseas, during the three years immediately preceding the date of this annual report.

As at the date of this annual report, Mr. Lam is interested in 480,000,000 Shares held through First Tech, which is wholly and beneficially owned by Mr. Lam. Mr. Lam is a director of First Tech.

**Ms. Yao Yuan (姚遠) (“Ms. Yao”)**, aged 44, was appointed as our Director on 10 March 2016 and was re-designated as our executive Director on 8 September 2016.

Ms. Yao is primarily responsible for overseeing and liaising with local officials in relation to our Group’s operations in the PRC. She has over 11 years of experience in the management of printing business and operations in the PRC. Prior to joining our Group, Ms. Yao was the general manager and a majority shareholder of Royal Step (SZ) which was our Group’s customer and sub-contractor during the Track Record Period (i.e. the three years ended 31 December 2019) and was primarily responsible for the overall management of the company, from 2008 to 2015. Ms. Yao was also the director of Royal Step Printing Company Limited, a company incorporated in Hong Kong with limited liability and an Independent Third Party, from 2008 to 2015.



## PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

Ms. Yao graduated from the University of Qiqihar (齊齊哈爾大學), the PRC, in July 1999 with a practicing diploma in Mechanical Design and Manufacturing (機械設計及製造). Ms. Yao is the spouse of Mr. Lam who is also our executive Director. Ms. Yao has not held any current or past directorships in any publicly listed companies whether in Hong Kong or overseas, during the three years immediately preceding the date of this annual report.

As at the date of this annual report, Ms. Yao is deemed to be interested in 480,000,000 Shares held by Mr. Lam, the spouse of Ms. Yao, through First Tech, which is wholly and beneficially owned by Mr. Lam.

**Ms. Chan Sau Po (陳秀寶) (“Ms. Chan”)**, aged 47, was appointed as our executive Director and chief financial controller of our Group on 8 September 2016.

Ms. Chan is primarily responsible for corporate financial planning, risk management, investor relations, accounting and treasury management of our Group. Ms. Chan joined our Group in February 1997 and has over 29 years of experience in accounting. Prior to joining our Group, she was employed by Stephen Law & Company, an audit firm, as Audit Senior from September 1991 to February 1997.

Ms. Chan obtained her higher diploma in accountancy from the Hong Kong Polytechnic University in 1999. Ms. Chan has not held any current or past directorships in any publicly listed companies whether in Hong Kong or overseas, during the three years immediately preceding the date of this annual report.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Ms. Cheung Yin (張延) (“Ms. Cheung”)**, aged 56, was appointed as an independent non-executive Director on 15 November 2017. She is currently a financial controller of LWH Advisory Limited, a company incorporated in Macau which is principally engaged in provision of various financial services. Since 18 January 2021, Ms. Cheung has been appointed an independent non-executive director of Joyas International Holdings Limited (SGX:E9L) which is listed on the Catalist of Singapore Exchange Limited. She is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and a Certified Practising Accountant of the CPA Australia.

Ms. Cheung obtained a master’s degree in Business Administration from the University of Wales, Newport in the United Kingdom in December 2009 and a Bachelor’s degree in Business (Accountancy) from the Charles Sturt University in Australia in April 1991.

Ms. Cheung worked for Coastal Greenland Limited which is listed on the main board of the Stock Exchange as a qualified accountant for the period from April 2004 to June 2007 and senior accounting manager/accounting manager for the period from September 1995 to March 2004. She has over 28 years of experience in accounting, auditing and financial management. Ms. Cheung has not held any current or past directorships in any publicly listed companies whether in Hong Kong or overseas during the three years preceding the date of this annual report.

**Mr. Wong Hei Chiu (黃禧超) (“Mr. Wong”)**, aged 54, was appointed as an independent non-executive Director on 15 November 2017. Mr. Wong has over 27 years of corporate finance and financial management experience in Hong Kong and the PRC. Mr. Wong is currently an executive director, chief financial officer and company secretary of Kingmaker Footwear Holdings Limited, a listed company on the Main Board of the Stock Exchange

## PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

(Stock Code: 1170). From January 2018 to March 2019, Mr. Wong was an independent non-executive director of Vico International Holdings Limited, whose shares are listed on the Main Board of Stock Exchange (stock code: 1621).

Mr. Wong has worked as the group financial controller and company secretary of Karce International Holdings Company Limited (now known as Jimei International Entertainment Group Limited), a company listed on the Main Board of the Stock Exchange (Stock Code: 1159) from June 2000 to July 2008; and as the finance director and company secretary of Wah Lee Resources Holdings Limited (now known as Kai Yuan Holdings Limited), a company listed on the Main Board of the Stock Exchange (Stock Code: 1215) from June 1996 to December 2000. Mr. Wong was also an independent non-executive director of Hong Wei (Asia) Holdings Company Limited, a company listed on the GEM of the Stock Exchange (Stock Code: 8191), during the period from December 2013 to June 2016.

Mr. Wong obtained an Executive Diploma in Corporate Governance and Sustainability Directorship from The Hong Kong Institute of Directors and completed the Prince of Wales' Business Sustainability Programme from the University of Cambridge Institute for Sustainability Leadership in 2019.

Mr. Wong obtained an Executive Master's degree in Business Administration from The Chinese University of Hong Kong in November 2016 and a Bachelor's degree in business administration from Lingnan University, Hong Kong in November 1996. He is a Certified Public Accountant (Practising), a fellow member of The Association of Chartered Certified Accountants in the United Kingdom, a fellow member of The Institute of Chartered Accountants in England and Wales and an associate member of Hong Kong Institute of Certified Public Accountants. Mr. Wong is also a fellow member of the Hong Kong Institute of Directors. Save as disclosed above, Mr. Wong has not held any current or past directorships in any publicly listed companies whether in Hong Kong or overseas during the three years preceding the date of this annual report.

**Mr. Leung Vincent Gar-Gene (梁家進) ("Mr. Leung")**, aged 35, was appointed as an independent non-executive Director on 15 November 2017. Mr. Leung has over 12 years of experience in auditing, accounting, finance and management. He is currently a director of Gemcoast Limited, a private company in Hong Kong principally engaged in providing financial consultancy services to its clients. He is a member of Chartered Accountants in Australia and New Zealand and is a member of its Hong Kong Committee.

Mr. Leung previously worked for PricewaterhouseCoopers within its financial assurance division in its Sydney and Hong Kong offices from January 2006 to May 2012 and from January 2013 to September 2014 respectively. From June to December 2012, Mr. Leung worked as the group finance manager for Bega Cheese Limited, the shares of which are listed on the Australian Securities Exchange (ASX securities code: BGA).

From 12 February 2018 to 22 February 2019, Mr. Leung served as an independent non-executive director of Martin Aircraft Company Limited ("**Martin Aircraft**"), the shares of which were listed on the Australian Securities Exchange. On 4 June 2018, Martin Aircraft was delisted because of the low trade volume of its shares, and to save listing and associated costs. Mr. Leung confirmed that the delisting of Martin Aircraft was voluntary, and he was not involved in the day-to-day management of Martin Aircraft. To the best of the Directors' knowledge, information and belief having made reasonable enquiries, there was no judgment or findings of fraud, dishonesty, any misconduct or wrongful act on the part of Mr. Leung involved in the delisting of Martin Aircraft.

## PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

With effect from 17 July 2020, Mr. Leung had become an independent non-executive director of Samson Paper Holdings Limited (“**Samson**”), a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange (stock code: 731). For details, please refer to the announcement dated 20 July 2020.

Mr. Leung obtained a bachelor of commerce degree from The University of New South Wales, Australia in March 2006. Mr. Leung has not held any current or past directorships in any publicly listed companies whether in Hong Kong or overseas during the three years preceding the date of this annual report.

### SENIOR MANAGEMENT

Our Board is assisted and supported by our senior management team, which currently comprises four members. The following table sets forth certain information of our senior management:

Name	Age	Date of joining our Group	Position
Ms. Wong Wai Sze (黃慧思)	56	2 August 2010	Vice President — Management
Mr. Hu Min (胡民)	60	3 October 1993	Vice President — Production

**Ms. Wong Wai Sze (黃慧思) (“Ms. Wong”)**, aged 56, is the Vice President — Management of our Group. She is primarily responsible for overseeing our Group’s internal audit, information technology affairs, and factory inspections. Ms. Wong has over 28 years of experience in the printing and publishing industry in Hong Kong. She joined our Group in August 2010. Prior to joining our Group, Ms. Wong worked at Regent Publishing Services Limited as a director of operations from August 1991 to March 2010. Ms. Wong has not held any current or past directorships in any publicly listed companies, whether in Hong Kong or overseas, during the three years immediately preceding the date of this annual report.

**Mr. Hu Min (胡民) (“Mr. Hu”)**, aged 60, is the Vice President — Production of our Group. He is primarily responsible for overseeing our Hong Kong Factory and our Shenzhen Factory. Mr. Hu has over 25 years of experience in the printing and publishing industry in Hong Kong. Mr. Hu has not held any current or past directorships in any publicly listed companies, whether in Hong Kong or overseas, during the three years immediately preceding the date of this annual report.

### COMPANY SECRETARY

Mr. Chen Kun (“**Mr. Chen**”) has been appointed as the Company Secretary with effect from 1 January 2021. Mr. Chen is a practicing solicitor in Hong Kong and was admitted in November 2011. Mr. Chen received his Bachelor of Laws degree and the Postgraduate Certificate in Laws from the University of Hong Kong. For details, please refer to the announcement dated 31 December 2020.

### COMPLIANCE OFFICER

Ms. Chan Sau Po is the compliance officer of our Group. Please refer to the sub-section headed “*Board of Directors — Executive Directors*” above for her biographical details.

# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS REVIEW

The Group is a provider of printing products to Hong Kong-based print brokers with customers in overseas markets and to international publishers mainly located in the United States of America (the “U.S.”), the United Kingdom (the “U.K.”), Australia and Europe (excluding U.K.). The products comprise mainly books and other paper-related products. Paper and ink are the principal raw materials of the Group. The two production sites were the factory in Shenzhen (the “**Shenzhen Factory**”) and the factory in Hong Kong (the “**Hong Kong Factory**”).

Each of these factories is a self-functioning printing and production arm of the Group, and they share the printing workload allocated by the management. The Group’s revenue decreased by approximately 39.6% from approximately HK\$461.6 million for the year ended 31 December 2019, to approximately HK\$278.9 million for the year ended 31 December 2020 due to decrease in sales order due to COVID-19 and overall global economic uncertainty. The Group recorded a net loss of approximately HK\$100.8 million during the year ended 31 December 2020, as compared to a profit of approximately HK\$18.2 million during the year ended 31 December 2019, which was mainly due to (i) a decline in revenue by approximately 39.6% as a result of COVID-19 and overall global economic uncertainty; (ii) a decrease in profit margin mainly attributable to the aggressive pricing strategy in the challenging business environment during the year; and (iii) impairment losses on certain inventories and accounts receivables.

During the past years, the Group had been receiving a stable and substantial volume of orders from a major customer on paper products which requires expedite delivery time. To accommodate the said customer’s orders which requires expedite delivery time, the Group usually placed orders with subcontractors for manufacture of the paper products before receiving the said customer’s orders. The Group customarily placed orders based on the sales volume of the previous year with advance payments to their subcontractors, and followed this practice in the year 2020. However, due to the unprecedented and unexpected outbreak of COVID-19 pandemic, the said major customer has placed substantially fewer orders than in past years, and accordingly, the Group was not able to sell the products which were already manufactured by the subcontractors. As all the paper products are copyrighted, the Group could not resell to third parties but could only recycle them so as to save storage space, and had suffered losses.

During the reporting period, the Group had entered into purchase agreements for the purchase of a binding machine and a printing machine for the Hong Kong Factory. For details of the purchase of the printing machine, please refer to the announcements of the Company dated 26 and 27 February 2020.

On 29 May 2020, the Group entered into a lease agreement to rent a warehouse in Shenzhen (the “**New Shenzhen Warehouse**”) with effect from 1 June 2020. The New Shenzhen Warehouse will be mainly for use as warehouse since the Group’s existing tenancy of the then warehouse in Shenzhen expired on 31 May 2020. For details, please refer to the announcements dated 29 May 2020 and 5 June 2020.

The Group’s application for transfer of listing from GEM to Main Board lapsed during the reporting period, and the Directors will evaluate the re-submission of application as and when appropriate.

# MANAGEMENT DISCUSSION AND ANALYSIS

## FUTURE PROSPECTS

Looking forward, there are certain risks that the Group will face in further development such as challenges from the uncertainty of economies by reason of, among others, COVID-19, the U.S.-China trade dispute, an increase in paper cost and technological advancements in publishing and new forms of information dissemination. However, we remain cautiously optimistic of the prospects and believe that the printing market will be sustainable in a steady and healthy way, and intend to continue to build the Group's competitive strengths so as to increase market share and profitability. To achieve its goal, the Group plans to implement the following business strategies: improving its equipment and the level of automation, expanding customer base and strengthening sales and marketing coverage, and continuing to attract and retain top talent in the industry.

In light of the breakout of respiratory illness caused by a novel coronavirus ("COVID-19") since late-January 2020, the Group has implemented several measures including epidemic prevention and control, cancellation and rescheduling visits of customers in accordance with relevant national and local regulations on epidemic prevention and control, to ensure the health and safety of customers and employees. The Group's specific prevention measures include (i) rescheduling the date of resumption of work of the Shenzhen Factory after Chinese New Year to 17 February 2020; and (ii) requesting the employees who have been to Hubei Province since 22 January 2020 to report for duty upon further notice from the Group; (iii) requesting each employee to report his/her travel history and any symptoms; and (iv) maintaining a safe and hygienic workplace. The Board pays great attention to the development of the COVID-19 and makes every effort on epidemic prevention and control and daily operation management. Despite that the uncertainty of the COVID-19 still subsists, the Group's Shenzhen Factory has resumed operation on 17 February 2020 and the Group is cautiously optimistic of the full-year performance in 2020.

## FINANCIAL REVIEW

### Revenue

The Group generates revenue primarily from the provision of printing products to Hong Kong-based print brokers with customers in overseas markets and to international publishers mainly located in the U.S., U.K., Australia and Europe (excluding U.K.). The revenue decreased by approximately 39.6% from approximately HK\$461.6 million for the year ended 31 December 2019, to approximately HK\$278.9 million for year ended 31 December 2020 due to decrease in sales order due to COVID-19 and overall global economic uncertainty.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Cost of sales

The cost of sales primarily consists of raw materials and consumables, staff costs, sub-contracting fees, depreciation and water and electricity. The cost of sales decreased by approximately 13.6% from approximately HK\$328.1 million for the year ended 31 December 2019 to approximately HK\$283.4 million for the year ended 31 December 2020 which is driven by the decrease in revenue.

## Gross profit and gross profit margin

Gross profit of approximately HK\$133.4 million recorded for the year ended 31 December 2019 and gross loss of approximately HK\$4.4 million recorded for the year ended 31 December 2020. The decrease in gross profit was mainly attributable to the aggressive pricing strategy in the challenging business environment amid the outbreak of Covid-19.

## Other income

Other income mainly consists of the foreign exchange gain/loss, the profit arising from sales of scrap materials and income received from government subsidies. The Group recorded other income of approximately HK\$25.4 million during the year ended 31 December 2019 and HK\$9.1 million during year ended 31 December 2020. The decrease was due to the exchange loss offset with the increase in the government grant and income from sale of scrap materials recorded during the year ended 31 December 2020.

## Other expenses

Other operating expenses primarily consists of professional fee incurred for the proposed transfer of listing from GEM to the Main Board of the Stock Exchange and expenses relating to relocation of Shenzhen Factory recorded as other operating expenses during the year ended 31 December 2019. Our other operating expenses amounted to HK\$16.7 million for the year ended 31 December 2019 and decreased to HK\$nil for the year ended 31 December 2020, which was mainly due to expenses relating to relocation of Shenzhen Factory recorded as other operating expenses during the year ended 31 December 2019 and professional fee for the Group's proposed transfer from GEM to Main Board of the Stock Exchange.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Administrative expenses

Administrative expense primarily consists of staff costs and benefits, directors' emoluments and depreciation. The administrative expenses decreased from approximately HK\$73.1 million during the year ended 31 December 2019 to HK\$67.9 million during the year ended 31 December 2020, which was mainly due to decrease in staff and office expenses.

## Finance costs

The Group recorded finance costs of approximately HK\$8.8 million during the year ended 31 December 2019 and HK\$7.5 million during the year ended 31 December 2020. The finance costs decreased by approximately 14.8% in the year ended 31 December 2020 as compared to the same period in 2019. The decrease in finance costs was primarily due to decrease in hire-purchase.

## Income tax

Income tax represents income tax paid or payable by the Group, at the applicable tax rates in accordance with the relevant laws and regulations in each tax jurisdiction the Group operates or domiciles. The Group had no tax payable in other jurisdiction other than Hong Kong and the PRC during the year ended 31 December 2019 and 2020. The operations in Hong Kong are subject to the two-tiered profits tax rate regime, which the first HK\$2 million of profits of qualifying entity will be taxed at 8.25% and profits above HK\$2 million will be taxed at 16.5%. The operations in the PRC are subject to an enterprise income tax rate of 25.0%. The Group recorded income tax of approximately HK\$1.3 million during the year ended 31 December 2020 (2019: HK\$11.9 million).

## (Loss)/Profit for the period

As a result of the foregoing, the year ended 31 December 2020 recorded loss of approximately HK\$100.8 million as compared to profit of approximately HK\$18.2 million during the year ended 31 December 2019, which was mainly due to (i) a decline in revenue by approximately 39.6% as a result of COVID-19 and overall global economy uncertainty; (ii) a decrease in profit margin mainly attributable to the aggressive pricing strategy in the challenging business environment during the year; and (iii) impairment losses on certain inventories and accounts receivables.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Liquidity, Financial Resources and Capital Structure

As at 31 December 2020, the Group had net current assets of approximately HK\$7.3 million (as at 31 December 2019: net current asset approximately HK\$85.7 million), of which the cash and cash equivalents were approximately HK\$1.6 million. The Group's current ratio as at 31 December 2020 is 1.0 (as at 31 December 2019: 1.4). The gearing ratio as at 31 December 2020 was 0.96 (as at 31 December 2019: 0.60) which is calculated on the basis of the Group's total bank loans, overdrafts and lease liabilities over the total equity.

Total bank borrowings, overdrafts and lease liabilities for the Group amounted to approximately HK\$200.2 million as at 31 December 2020 (as at 31 December 2019: approximately HK\$181.2 million). As at 31 December 2020, bank loans and overdrafts in the amounts of approximately HK\$159.6 million within one year while the amounts of approximately HK\$20.1 million are due after one year.

The Group adopts centralized financing and treasury policies in order to ensure the Group funding is utilized efficiently. The Group also regularly monitors its liquidity requirements, its compliance with lending covenants and its relationship with bankers to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and long term.

## Material uncertainty related to going concern

The Group reported a net loss of approximately HK\$100.8 million and operating cash outflow of approximately HK\$15.1 million for the year ended 31 December 2020, and as at 31 December 2020, the Group has bank loans and overdrafts amounting to approximately HK\$159.6 million, which are due for repayment during the year ending 31 December 2021. The Group's pledged bank deposits and cash at bank and on hand only amounted to approximately HK\$9.1 million and HK\$1.6 million, respectively, as at 31 December 2020. These conditions, along with other matters as set forth in Note 2(c) to the financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. The auditors report is not modified in respect of this matter.

In view of such circumstances, the directors of the Company have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern. The plans and measures undertaken to mitigate the liquidity pressure and to improve the financial position of the Group are summarised in Note 2(c) to the consolidated financial statements.

## Foreign Currency Management

We are exposed to currency risk primarily through our sales and purchases which give rise to receivables, payables and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily U.S. dollars, Renminbi and GBP. We have not entered into or transacted any other financial instruments for hedging purpose during the year ended 31 December 2020. The Directors will determine by reference to the currency risk management policies, assess the exposure to foreign exchange risk, consider whether or not and to what extent the Group should enter into similar forward foreign exchange contracts and monitor them in line with the Group's currency risk management policies.



# MANAGEMENT DISCUSSION AND ANALYSIS

## CAPITAL EXPENDITURE

Our capital expenditure primarily comprised of purchase of property, plant and equipment such as machinery for production. Our capital expenditure was funded by internal resources, finance leases and bank borrowings during the year ended 31 December 2020.

The following sets forth our Group's capital expenditure as at the dates indicated:

	As at 31 December	
	2020	2019
	HK\$'000	HK\$'000
Property, plant and equipment	219,066	236,326
Intangible assets	550	627
Deposits for acquisition of property, plant and equipment	1,433	2,369
	<b>221,049</b>	239,322

## Significant investment, material acquisitions and disposals of subsidiaries, associates and joint ventures

There was no significant investment held by the Group nor any material acquisition or disposal of subsidiary, associate and joint venture for the year ended 31 December 2020.

## Future plans for material investments or capital assets

As at the date of this report, the Board does not have any plan for material investments or additions of capital assets.

## CHARGE ON GROUP ASSETS

As at 31 December 2020, the bank facilities were secured by bank deposits of the Group, financial assets at fair value through profit or loss, the Group's trade receivables, the Group's property, plant and equipment, the assignment of rental proceeds of the Group's properties situated in Hong Kong, benefits of key management insurance policies and corporate guarantees from the Company and certain subsidiaries. These banking facilities amounted to HK\$312,583,000 (2019: HK\$329,781,000) as at 31 December 2020. These facilities were utilized to the extent of HK\$179,631,000 (2019: HK\$158,286,000) as at 31 December 2020. Pledged bank deposits are approximately HK\$9.1 million as at 31 December 2020 (2019: HK\$8.9 million). As at 31 December 2020, the Group's properties and machinery (as included in plant and equipment) with carrying amounts of HK\$99,181,000 (2019: HK\$116,272,000) and HK\$5,123,000 (2019: HK\$5,517,000), respectively, were pledged as collateral for the Group's banking facilities.

# MANAGEMENT DISCUSSION AND ANALYSIS

## CAPITAL STRUCTURE

The Group's shares were successfully listed on GEM on 13 December 2017 ("Listing Date"). There has been no change in the capital structure of the Group since the Listing Date and up to the date of this report.

## COMMITMENTS

The capital commitments outstanding as at 31 December 2020 not provided for in the financial statements were HK\$4.0 million (2019: HK\$2.0 million) for purchase of property, plant and equipment.

### Treasury policy

The Group adopted a prudent financial management approach towards its treasury policies and maintained a healthy liquidity position throughout the Reporting Period. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements from time to time.

### Employees and remuneration policy

As at 31 December 2020, the Group had 669 (2019: 781) employees in total. The staff costs of the Group (including directors' emoluments, and management, administrative and operational staff costs) for the year ended 31 December 2020 were approximately HK\$76.4 million (2019: HK\$93.6 million). The Directors and senior management receive compensation in the form of director fees, salaries, benefits in kind and/or discretionary bonuses with reference to those paid by comparable companies, time commitment and the performance of the Group. The Group also reimburses the Directors and senior management for expenses which are necessarily and reasonably incurred for the provision of services to the Group or executing their functions in relation to the operations of the Group. The Group regularly reviews and determines the remuneration and compensation packages of the Directors and senior management by reference to, among other things, market level of remuneration and compensation paid by comparable companies, the respective responsibilities of the Directors and the performance of the Group.

### Events after the Reporting Period

The Board is not aware of any events after the reporting period that require disclosure.

## ACHIEVEMENT OF BUSINESS OBJECTIVES AS COMPARED WITH ACTUAL BUSINESS PROGRESS

The Prospectus sets out the business plan up to the six months ended 30 June 2020. An analysis comparing the achievement of business objectives as set out in the Prospectus with the Group's actual business progress for the period from 1 January 2020 to 30 June 2020 is set out in the 2020 Interim Report of the Company.

# MANAGEMENT DISCUSSION AND ANALYSIS

## USE OF PROCEEDS

Based on the final offer price of HK\$0.34 per Offer Share and 200,000,000 Shares offered by the Company, the net proceeds from the GEM Listing received by the Company, after deducting the underwriting fees and commissions and actual expenses paid by the Company in relation to the GEM Listing were approximately HK\$34.7 million. Such net proceeds are intended to be or have been applied in accordance with the proposed applications as set out in the section headed “Use of Proceeds” in the Prospectus.

The details of the proposed and actual use of the net proceeds of approximately HK\$34.7 million (which is in proportion to the proposed allocation as disclosed in the Prospectus) are as follows:

	Proposed use of net proceeds from the GEM Listing			Total	Utilised net proceeds from the GEM Listing up to 31 December 2020	Remaining proceeds from GEM Listing as at 31 December 2020
	From GEM Listing to 31 December 2019	From 1 January 2020 to 30 June 2020	From time to time in the financial years ended 31 December 2018, 2019 and 2020 (Note 1)			
	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million
Improve our equipment and the level of automation	10.5	—	1.4	11.9	11.9	—
Repayment of bank borrowings	17.0	—	—	17.0	17.0	—
Expand customer base and strengthen sales and marketing coverages	1.3	0.3	1.9	3.5	3.5	—
Attract and retain top talent in the industry	—	—	1.7	1.7	1.7	—
Additional working capital and other general corporate purposes	—	—	0.6	0.6	0.6	—
<b>Total</b>	<b>28.8</b>	<b>0.3</b>	<b>5.6</b>	<b>34.7</b>	<b>34.7</b>	<b>—</b>

*Note 1:* Based on the proposed use of net proceeds from the GEM Listing, the Group will utilise approximately HK\$5.6 million of its net proceeds from time to time from 2018 to 2020 for (i) improving the Group’s equipment and the level of automation; (ii) expanding customer base and strengthen sales and marketing coverages; and (iii) attracting and retaining top talent in the industry. The Board currently plans to follow the aforesaid initial plan to fully utilise the remaining amount in accordance with the schedule above.

## DIVIDENDS

The Board does not recommend the payment of a final dividend for the year ended 31 December 2020 (for the year ended 31 December 2019: Nil). During the year ended 31 December 2020, there was no arrangement under which any Shareholder waived or agreed to waive any dividend.

# CORPORATE GOVERNANCE REPORT

## INTRODUCTION

Pursuant to Rule 18.44(2) of the GEM Listing Rules, the Board is pleased to present the corporate governance report of the Company for the year ended 31 December 2020.

The Company has made continued efforts to incorporate the key elements of sound corporate governance in its management structures and internal control procedures. The Company is committed to maintaining a high standard of corporate governance, the principles of which serve to uphold a high standard of ethics, transparency, responsibility and integrity in all aspects of business, and to ensure that affairs are conducted in accordance with applicable laws and regulations.

The Board believes that good and effective corporate governance practices are keys to obtaining and maintaining the trust of the shareholders of the Company (the “**Shareholders**”) and other stakeholders, and are essential for encouraging accountability and transparency so as to sustain the success of the Group and to create long-term value for the Shareholders.

## CORPORATE GOVERNANCE PRACTICE

The Board is responsible for performing the corporate governance duties in the Corporate Governance Code and Corporate Governance Report (the “**CG Code**”) as set out in Appendix 15 of the GEM Listing Rules, which includes developing and reviewing the Company’s policies and practices on corporate governance, training and continuous professional development of Directors, and reviewing the Company’s compliance with the code provision in the CG Code and disclosures in this report.

The Company has complied with the principles and applicable code provisions of the CG Code for the year ended 31 December 2020, except the deviation from CG Code provision A.2.1 set out below.

### Chairman and Chief Executive Officer

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

Mr. Lam Sam Ming (“**Mr. Lam**”) is the chairman and the chief executive officer of the Company. Mr. Lam has over 37 years of experience in the printing industry. Mr. Lam established our Group through L & L in December 1992. Since then he has been in charge of the overall business strategies and operation of our Group. The Directors are of the view that it would be in the Group’s best interest for Mr. Lam to continue performing the two roles in terms of effective management and business development. The Directors further believe that the balance of power and authority is adequately ensured by the operations of the Board, which comprises experienced and high-caliber individuals, with three of them being independent non-executive Directors.

Based on the above factors, the Board considers that the deviation from the code provision A.2.1 of the CG Code is appropriate.

# CORPORATE GOVERNANCE REPORT

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for securities transactions by the Directors in respect of the Shares (the “**Code of Conduct**”). Having made specific enquiries to all Directors, each of them has confirmed that he/she has fully complied with the required standard of dealings set out in the Code of Conduct during the year ended 31 December 2020.

## BOARD OF DIRECTORS

The Board meets regularly for considering, reviewing and/or approving matters relating to, among others, the financial and operating performance, as well as, the overall strategies and policies of our Company. Additional meetings are held when significant events or important issues are required to be discussed and resolved.

The Directors' responsibilities include inter alias:

- To attend regular Board meetings focusing on business strategy, operational issues and financial performance;
- To approve annual budgets covering strategy, financial and business performance, key risks and opportunities;
- To monitor the quality, timeliness, relevance and reliability of internal and external reporting;
- To consider and approve the consolidated financial statements in quarterly, interim reports, annual reports and announcements;
- To focus its attention on matters affecting the Company's overall strategic policies, finances and Shareholders;
- To consider dividend policy and dividend amount; and
- To review and monitor the corporate governance policies and practices of the Group to ensure compliance with the legal and regulatory requirements.

The Company has taken out director liability insurance to cover liabilities arising from legal action against the Directors.

# CORPORATE GOVERNANCE REPORT

## Composition

The composition of the Board as at the date of this report is set out as follows.

### *Executive Directors*

Mr. Lam Sam Ming (*Chairman*)  
Ms. Yao Yuan  
Ms. Chan Sau Po

### *Independent non-executive Directors*

Ms. Cheung Yin  
Mr. Wong Hei Chiu  
Mr. Leung Vincent Gar-Gene

Mr. Ong Chor Wei resigned as non-executive director with effect from 16 October 2020.

Save for the spousal relationship between Mr. Lam and Ms. Yao Yuan, there is no financial, business, family or other material/relevant relationship among members of the Board.

All Directors have distinguished themselves in their field of expertise, and have exhibited high standards of personal and professional ethics and integrity. The profile of each Director are set out in the section headed “Profile of Directors and Senior Management” of this report.

With the various experience of the executive Directors and the independent non-executive Directors (the “INEDs”) and having regard to the nature of the Group’s business, the Company recognises the benefits of having a Board with well-balanced experience and qualification to maintain a sustainable business development of the Group in long run. In recognition of the Company’s commitment to a well-balanced Board, the nomination committee is entrusted to review the Company’s human resources policy and recruitment process to ensure the effectiveness of the policy.

# CORPORATE GOVERNANCE REPORT

## NUMBER OF MEETINGS AND DIRECTORS' ATTENDANCE

During the Reporting Period and up to the date of this report, four board meetings were respectively held. The individual attendance record of the Board meetings is set out as follows:

<b>Name of Directors</b>	<b>Number of Board Meetings attended/eligible to attend</b>
Mr. Lam Sam Ming	4/4
Ms. Yao Yuan	4/4
Ms. Chan Sau Po	4/4
Ms. Cheung Yin	4/4
Mr. Wong Hei Chiu	4/4
Mr. Leung Vincent Gar-Gene	4/4

## INDEPENDENT NON-EXECUTIVE DIRECTORS

In compliance with Rules 5.05A, 5.05(1) and (2) of the GEM Listing Rules, the Company has appointed three INEDs representing at least one-third of the Board and at least one of whom has appropriate professional qualifications, or accounting or related financial management expertise. As such, there is a strong element in the Board to provide independent judgment.

In accordance with code provision A.4.1 of the Code, the Company has entered into a letter of appointment with each of the INEDs for initially a fixed term of two years commencing from 13 December 2019 and will continue thereafter until terminated by either party giving not less than three months' written notice to the other party.

The Company has received an annual confirmation of independence from each INED pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers the INEDs to remain independent as at the date of this report.

## TERMS OF APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each executive Director has entered into a service agreement with the Company for initially a fixed term of two years commencing from 13 December 2019 and will continue thereafter until terminated by either party giving not less than three months' written notice to the other party.

The service agreements and/or letters of appointment of the Directors are subject to termination in accordance with their respective terms. They can be renewed in accordance with the articles of association of the Company ("Articles") and the applicable GEM Listing Rules.

# CORPORATE GOVERNANCE REPORT

As required under the Articles, all Directors are subject to election by the Shareholders at the first general meeting after their appointment by the board of directors. At every annual general meeting of the Company at least one-third of the Directors for the time being shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election thereat.

## FUNCTIONS OF THE BOARD AND MANAGEMENT

The Board supervises the management of the business and affairs of the Company and ensures that it is managed in the best interests of the Shareholders as a whole while taking into account the interest of other stakeholders. The Board is primarily responsible for formulating the business strategy, reviewing and monitoring the business performance of the Group, approving the financial statements and annual budgets as well as directing and supervising the management of the Company. Execution of operational matters and the powers thereof are delegated to the management by the Board with clear directions. The Board is regularly provided with management report to give a balanced and understandable assessment of the performance, position, recent development and prospect of the Group in sufficient details.

The Board is also responsible for the corporate governance functions under code provision D.3.1 of the CG Code. The Board has reviewed and discussed the corporate governance policy of the Group and is satisfied with the effectiveness of the corporate governance policy.

## DIRECTORS TRAINING AND PROFESSIONAL DEVELOPMENT

To assist the Directors' continuing professional development, the Company recommends Directors to attend relevant seminars to develop and refresh their knowledge and skills. The Directors also participate in continuous professional development programmes such as external seminars and forums organised by qualified professionals, to develop and refresh their knowledge as to the industry and skills in relation to their contribution to the Board.

All the Directors understand the importance of continuous professional development and are committed to participate in any suitable training to develop and refresh their knowledge and skills.

During the year ended 31 December 2020, all the Directors participated in a training seminar regarding director's responsibilities and duties by the Company's legal advisers to ensure that he/she has appropriate understanding of his/her responsibilities and obligations under the GEM Listing Rules and relevant regulatory requirements. Such training seminar was related to corporate governance, connected transactions and directors' continuing obligations.

The Company has maintained the training record in respect of each Director. There are also arrangements in place for providing continuing briefing and professional development to Directors by the Company whenever necessary.



# CORPORATE GOVERNANCE REPORT

## BOARD COMMITTEES

The Board has established four Board committees, namely, the audit committee, the remuneration committee, the nomination committee and the risk management committee, for overseeing particular aspects of the Company's affairs. All Board committees have been established with respective written terms of reference. All the Board committees should report to the Board on their decisions and works. The practices, procedures and arrangements of conduct of committee meetings follow in line with, so far as practicable, those of the Board meetings and the respective terms of reference of the committees.

All Board committees are provided with sufficient resources to perform their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstance, at the Company's expense.

### Audit Committee

The audit committee was established on 15 November 2017 with its written terms of reference in compliance with the CG Code. The primary duties of the audit committee are to review and supervise our financial reporting process and internal control system, nominate and monitor external auditors and to provide advice and comments to the Board on matters related to corporate governance.

The audit committee consists of three members, being Ms. Cheung Yin (Chairman), Mr. Wong Hei Chiu and Mr. Leung Vincent Gar-Gene.

During the Reporting Period and up to the date of this report, four audit committee meetings were held. The individual attendance record of the meetings of the audit committee is set out as follows:

<b>Name of Directors</b>	<b>Number of meetings of the audit committee attended/eligible to attend</b>
Ms. Cheung Yin ( <i>Chairman</i> )	4/4
Mr. Wong Hei Chiu	4/4
Mr. Leung Vincent Gar-Gene	4/4

During the meeting, the audit committee reviewed (i) the Group's audited consolidated financial statements for the year ended 31 December 2020, with a recommendation to the Board for approval; (ii) the Group's financing and accounting policies; and (iii) the Group's internal control system and risk management functions.

### Remuneration Committee

The remuneration committee was established on 15 November 2017 with its written terms of reference in compliance with the CG Code. The primary duties of the remuneration committee are to make recommendations to the Board on the remuneration of all Directors and senior management and determine, with delegated responsibilities, the remuneration package of individual Director and senior management.

# CORPORATE GOVERNANCE REPORT

The remuneration committee consists of three members, being Mr. Wong Hei Chiu (Chairman), Ms. Cheung Yin and Mr. Lam Sam Ming.

During the Reporting Period and as at the date of this report, one remuneration committee meeting was held.

The Directors and senior management receive compensation in the form of director fees, salaries, benefits in kind and/or discretionary bonuses with reference to those paid by comparable companies, time commitment and the performance of the Group. The Group also reimburses the Directors and senior management for expenses which are necessarily and reasonably incurred for the provision of services to the Group or executing their functions in relation to the operations of the Group. The Group regularly reviews and determines the remuneration and compensation packages of the Directors and senior management by reference to, among other things, market level of remuneration and compensation paid by comparable companies, the respective responsibilities of the Directors and the performance of the Group.

## Nomination Committee

The nomination committee was established on 31 December 2017 with its written terms of reference in compliance with the code provisions of the CG Code. The primary duties of the nomination committee are to make recommendations to the Board regarding candidates to fill vacancies on the Board and/or in senior management.

The nomination committee consists of three members, being Mr. Lam Sam Ming (Chairman), Mr. Wong Hei Chiu and Ms. Cheung Yin.

During the Reporting Period and as at the date of this report, one nomination committee meeting has been held.

## Risk Management Committee

The risk management committee on 15 November 2017 with its written terms of reference by reference to the code provisions of the CG Code. The primary duties of the risk management committee are to assist the Board in overseeing the Group's compliance with laws and regulations relevant to its business operations and to review the effectiveness of the Group's regulatory compliance procedures and system.

The risk management committee consists of three members, being Mr. Lam Sam Ming (Chairman), Ms. Chan Sau Po and Ms. Yao Yuan.

During the Reporting Period and as at the date of this report, one risk management committee meeting has been held.



# CORPORATE GOVERNANCE REPORT

## INTERNAL CONTROLS AND RISK MANAGEMENT

The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems.

The Audit Committee assists the Board in leading the management and overseeing their design, implementation and monitoring of the risk management and internal control systems.

The Company has developed and adopted various risk management procedures and guidelines with defined authority for implementation by key business processes and office functions, including production, procurement, marketing, finance, human resources, information technology. Self-evaluation has been conducted annually to confirm that control policies are properly complied with by each department.

All departments conducted internal control assessment regularly to identify risks that potentially impact the business of the Group and various aspects including key operational and financial processes, regulatory compliance and information security. The management, in coordination with department heads, assess the likelihood of risk occurrence, provide treatment plans, and monitor the risk management progress. The management has reported to the Board and the Audit Committee on the effectiveness of the risk management and internal control systems for the year ended 31 December 2020.

There being no internal audit unit as the Board does not perceive the cost efficiency to set up one at the present scale of operations of the Company, the Board has invested resources to enhance the internal control system and to take active steps in addressing the recommendation of the internal control system review in the management letter from the external auditors during the audit process.

During the year ended 31 December 2020, the Board reviewed the effectiveness of the Group's risk management and internal control systems, including the financial, operational and compliance controls, and considered that such systems are effective and adequate.

The Company has developed its disclosure policy which provides a general guide to the Company's directors, officers, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries.

# CORPORATE GOVERNANCE REPORT

## DIRECTORS' AND AUDITORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

All Directors acknowledge their responsibilities to prepare the Group's consolidated financial statements for the year ended 31 December 2020 to give a true and fair view of the state of affairs of the Group and of the results and cash flows for that year. The Directors continue to adopt the going concern approach in preparing the consolidated financial statements and are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The responsibilities of the external auditors about their financial reporting are set out in the independent auditor's report attached to the Company's consolidated financial statements for the year ended 31 December 2020 in this report.

## AUDITOR'S REMUNERATION

During the year ended 31 December 2020, the Company engaged Crowe (HK) CPA Limited ("Crowe") as the external auditor. The fees in respect of audit services provided by Crowe for the year ended 31 December 2020 amounted to HK\$1,250,000.

## COMPANY SECRETARY

Mr. Chen Kun, was appointed by the Board as the company secretary of the Company on with effect from 31 December 2020. The biographical details of Mr. Ho are set out in the section headed "Profile of Directors and Senior Management" of this report.

## SHAREHOLDERS' RIGHT

### Convening of Extraordinary General Meeting on Requisition by Shareholders

Pursuant to Article 74 of the Articles, the Board may, whenever it thinks fit, convene an extraordinary general meeting ("EGM"). EGMs shall also be convened on the requisition of one or more Shareholders in accordance with Companies Ordinance (Cap 622, Laws of Hong Kong), which provides (1) the members of a company may request the directors to call a general meeting of the company; (2) the directors are required to call a general meeting if the company has received requests to do so from members of the company representing at least 5% of the total voting rights of all the members having a right to vote at general meetings; (3) a request (a) must state the general nature of the business to be dealt with at the meeting; and (b) may include the text of a resolution that may properly be moved and is intended to be moved at the meeting; and (4) requests may consist of several documents in like form; and (5) a request (a) may be sent to the company in hard copy form or in electronic form; and (b) must be authenticated by the person or persons making it.

# CORPORATE GOVERNANCE REPORT

## Right to put enquiries to the Board

For putting forward any enquiries to the Board, Shareholders may send written enquiries to the Company. Shareholders may send their enquiries or requests in respect of their rights to the Company's principal place of business in Hong Kong.

## Procedure for shareholders to put forward proposals at shareholders' meetings

The Companies Ordinance provides that, a company must give notice of a resolution if it has received requests that it do so from: (a) the members of the company representing at least 2.5% of the total voting rights of all the members who have a right to vote on the resolution at the annual general meeting to which the requests relate; or (b) at least 50 members who have a right to vote on the resolution at the annual general meeting to which the requests relate.

The Companies Ordinance also provides that, the request (a) may be sent to the company in hard copy form or in electronic form; (b) must identify the resolution of which notice is to be given; (c) must be authenticated by the person or persons making it; and (d) must be received by the company not later than (i) 6 weeks before the annual general meeting to which the requests relate; or (ii) if later, the time at which notice is given of that meeting.

All request shall be sent to the principal place of business of the Company in Hong Kong or by e-mail to [rainbow@prosperous-printing.com](mailto:rainbow@prosperous-printing.com) for the attention of the Company Secretary.

## INVESTOR RELATIONS

The Group uses several formal channels to ensure fair disclosure and comprehensive and transparent reporting of its performance and activities in accordance with GEM Listing Rules.

The Company's annual and interim reports and circulars are printed and sent to all Shareholders.

Moreover, announcements, circulars, publications and press releases of the Company are published on the Company's website ([www.prosperous-printing-group.com.hk](http://www.prosperous-printing-group.com.hk)). The Company's website disseminates corporate information and other relevant financial and non-financial information electronically on a timely basis.

The Company acknowledges that general meetings are good communication channel with Shareholders and the Directors and the members of the Board committees are encouraged to attend and answer questions raised by Shareholders at the general meetings.

The Company is committed to promoting and maintaining effective communication with Shareholders and other stakeholders. The Board is committed to ensuring that the Shareholders are provided with ready, equal and timely access to balanced and understandable information about the Company so as to enable Shareholders to exercise their rights in an informed manner, and to allow Shareholders to engage actively with the Company.

During the Reporting Period, there had been no change in the Company's constitutional documents.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## INTRODUCTION

Prosperous Printing Company Limited (the “**Company**”) and its subsidiaries (the “**Group**”) are committed to promoting sustainable development and social responsibility, which is important to create long-term value for the Group’s shareholders, employees and other stakeholders. The Group strives to provide employees with a safe and healthy working environment as well as talent training and development. This report covers environmental, social and governance matters of the Group for the year commencing 1 January 2020 to 31 December 2020 (“**FY2020**”) and information comparative figures of the previous year ended 31 December 2019 (“**FY2019**”) have been included for comparison purpose.

The Group is a provider of printing products to Hong Kong-based print brokers with customers in overseas markets and to international publishers mainly located in the U.S., U.K., Australia and Europe (excluding U.K.). The Group’s products comprise mainly books and other paper-related products. Paper and ink are the principal raw materials. Production activities typically involving information editing, color pantone management, proof reading, printing plates production, offset and digital printing, stitching and binding, quality controls, finished products packaging, warehousing, freight and delivery.

This environmental, social and governance report has been prepared in compliance with the Environmental, Social and Governance Reporting Guide set out in Appendix 20 to Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”).

This report provides information related to the business activities of the production sites and warehouse facilities directly controlled by the Group. Data from our customers or suppliers are not included as such data is difficult to verify with available resources.

We believe that understanding the views of our stakeholders lays a solid foundation to the long-term growth and success of the Group. We develop multiple channels to a broad spectrum of stakeholders in order to provide them with the opportunity to express their views on our sustainability performance and future strategies. To reinforce mutual trust and respect, we are committed to maintaining enduring communication channels, both formally and informally, with stakeholders to enable us to better shape our business strategies in order to respond to their needs and expectations, anticipate risks and strengthen key relationships. We have identified employees, customers, suppliers, business partners, banks, shareholders, government and the community at large as our key stakeholder groups. The information collected through different communication processes serves as an underlying basis for the structure of this ESG Report.

The outbreak of the COVID-19 virus in 2019 and characterized by the World Health Organization as pandemic has inadvertently affected the Group’s production and business activities into FY2020.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 1. Environmental Protection Strategy

The Group is environmental conscious and strives to operate its production processes and facilities that maximizing our resources efficiently, improving productivity while minimizing the unfavorable impacts, seeking to contribute to the improvement of ecological environment and sustainable development. The Group has to ensure that our operations are compliant with all the relevant environmental rules and regulations.

### 1.1 Environmental Rules and Regulations

Our printing operations are subject to various environmental rules and regulations, such as, PRC Environmental Protection Law (《中華人民共和國環境保護法》), PRC Prevention and Control of Environmental Pollution Caused by Solid Waste Law (《中華人民共和國固體廢物污染環境防治法》), Waste Disposal Ordinance (Chapter 354 of the Laws of Hong Kong), Air Pollution Control Ordinance (Chapter 311 of the Laws of Hong Kong), Noise Control Ordinance (Chapter 400 of the Laws of Hong Kong) and Water Pollution Control Ordinance (Chapter 358 of the Laws of Hong Kong).

The Group is not aware of any material non-compliance with the relevant laws and regulations that have a significant impact on the Group relating to air and greenhouse gases (“GHG”) emissions, discharges into water and land, generation of hazardous and non-hazardous wastes during FY2020.

### 1.2 Green Production Objective

The Group has to measure, monitor and control the level of emissions of exhaust gases, GHG and generation of hazardous wastes during production and to look for possible improvements for reducing the level of wastes generated from production.

#### 1.2.1 Emissions Measurements

The Group’s emission of exhaust and GHG gases is primarily from purchased electricity and fuel used in production, factories and offices. There are other indirect emissions generated, for example, purchased paper, purchased printing plates, paper waste and business travelling.

During the offset printing process, chemically tainted water is released through washing of the printing plates in the prepress production and the cleaning of ink rollers from the printing presses. In the ink application process, there are certain Volatile Organic Compounds (“VOC”) emissions such as benzene, toluene and p-xylene. Though the emissions are considered insignificant, our Hong Kong and Shenzhen factory installed environmental air filters to minimize the VOC emission. Effluent is generated in our business operation mainly for cleaning, personal consumption of employees and usage in staff quarters.

The inspections conducted by external qualified testing companies for collecting and analyzing the emissions of exhaust and GHG gases, effluent discharged from our Shenzhen factory, where the Group’s main production facilities are located, have recommenced during FY2020 after their temporary suspension in FY2019. The testing basis and samples collection procedures are conducted according to the prevailing regulations and procedures as in previous years. Some of the comparative figures of previous FY2019 are not available for comparison purpose.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Direct emissions of GHG are from production, usage of motor and electrical vehicles, indirect emission is due to electricity consumption.

GHG emission	FY2020 tCO <sub>2</sub> e	FY2019 tCO <sub>2</sub> e
Direct	65.64	N/A
Indirect	8,789.60	N/A
Total	8,855.24	N/A
Total production output in ton	12,016.50	17,142.36

tCO<sub>2</sub>e: Per ton of equivalent carbon dioxide emission

N/A: Not available

Testing results of the GHG emission of our factory confirmed full compliance with the required environmental and safety standards in Shenzhen City.

The following testing results on the exhaust gases emitted from our Shenzhen factory in FY2020 also confirmed that the density of harmful content such as benzene, toluene, p-xylene and other VOC have been in full compliance with the required environmental and safety standards in Shenzhen City.

	FY2020		FY2019	
	Density (mg/m <sup>3</sup> )	Speed (kg/h)	Density (mg/m <sup>3</sup> )	Speed (kg/h)
Benzene 苯	0	0	N/A	N/A
Toluene 甲苯	0.0200	0.000128	N/A	N/A
P-Xylene 二甲苯	0.0067	0.000040	N/A	N/A
Other VOC	0.5929	0.004537	N/A	N/A

The contents of the effluent generated from our Shenzhen factory have also been collected during FY2020 for testing with the improved results confirmed that we are in full compliance with the required environmental and safety standards in Shenzhen City as indicated below.

Testing results	FY2020	FY2019
pH value	7.215	7.21
Suspended matter, mg/L	1.50	3.25
Chemical oxygen demand, mg/L	8.25	14.41
Biochemical oxygen demand 5 days, mg/L	2.375	3.4
Ammonia nitrogen, mg/L	0.184	0.23
Chromaticity, times	2.00	2.50



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 1.2.2 Materials Recycling

The Group aims to optimize the use of materials resources throughout the production process and increasing the recycling use of materials for minimizing wastage. In FY2020, total paper materials used in production were 10,753.09 ton decreased by 26.71% from 14,672.29 ton in FY2019 mainly due to the decrease in production requirement.

Papers used in the offices are to be printed and written on both sides, documents recorded in soft copy format that facilitate transmission through email is encouraged for reducing the usage of papers.

In order to enhance the efficiency and tidiness for our collection of scrap paper materials from production, we have set up centralized mechanical equipment for compression and bundling of scrap papers in our Shenzhen and Hong Kong factories for expediting the process and increase the recycling rate. Other recyclable materials such as carton box, used printing plates and waste metals are separately identified and recycled. We are working closely with our printing ink suppliers by returning their plastic ink containers for reuse and reduce wastage.

The collection of waste materials in our Shenzhen and Hong Kong factories during FY2020 when compared with FY2019 is as follows:

<b>(in kg)</b>	<b>FY2020 Quantity</b>	<b>FY2019 Quantity</b>	<b>Changes Quantity</b>	<b>%</b>
Scrap papers	<b>2,002,248</b>	2,923,311	<b>(921,063)</b>	(31.51)
Used printing plates	<b>130,251</b>	138,485	<b>(8,234)</b>	(5.95)
Waste metals	<b>0</b>	450	<b>(450)</b>	(100)
Sub-total and recycled	<b>2,132,499</b>	3,062,246	<b>(929,747)</b>	(30.36)
Hazardous wastes	<b>3</b>	13,198	<b>(13,195)</b>	(99.98)
Total	<b>2,132,502</b>	3,075,444	<b>(942,942)</b>	(30.66)

All scrap papers, used printing plates and waste metals are recycled and have been disposed to authorized collectors handling recycle of the materials. During FY2020 except for the hazardous wastes, a total of 2,132.50 ton of waste materials, decreased from 3,062.25 ton in FY2019, has been recycled, representing a 99.99% compared with 99.57% in FY2019 of the waste materials being recycled.

During FY2020, the total amount of hazardous wastes generated from our production was equivalent to almost 0% per kg unit of production when compared with 0.08% in FY2019. The non-hazardous wastes generated by the Group during FY2020 that were recycled was equivalent to 0.18 per kg unit of production when compared with 0.18 similarly in FY2019.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## *1.2.3 Hazardous Waste Management*

For the disposal of hazardous wastes generated from production, we strictly follow the PRC Prevention and Control of Environmental Pollution Caused by Solid Waste Law and engaged independent authorized waste collector for disposal of the hazardous wastes. Our administration department maintains proper records on the amount of hazardous wastes disposed each year.

Our employees are required to comply with the following practices and procedures for the proper handling of hazardous wastes:

- Employees who are required to handle hazardous waste must attend the required training before assigned to their positions
- Clear instructions and protective equipment are provided to employees handling the wastes
- Hazardous wastes are stored in rigid containers to avoid spillage and at designated storage area

During FY2020, a total of 3.37 ton of hazardous wastes was produced and decreased by 99.97% from 13.20 ton in FY2019 with the majority of the hazardous waste was attributable to the residues generated from treatment of sewage water.

## *1.2.4 Shipment of Products*

The Group encourages our customers to consolidate the shipment volumes and orders if applicable for reducing the numbers of individual shipment that can minimize the times of sea voyages on the environmental impact. The Group is using recyclable pallets for loading products to containers.

## *1.2.5 Environmental Monitoring Costs*

The Group has incurred recurrent operating costs for monitoring and management of our internal control system on environmental protection, including engagement of qualified companies to conduct testing on the emissions of exhaust gases and effluent during production processes to ensure that we are in full compliance with all the environmental and safety laws and regulations.

With our commitment to environmental protection, during FY2020, total direct costs incurred on environmental protection in the treatment of effluent, different types of testing, installation of tubing for exhaust gases, cleaning of air ventilation facilities for improving air flow efficiency in our Shenzhen factory decreased by 25.22% from HKD2,345,476 in FY2019 to HKD1,753,972 mainly attributable to the maintenance of existing and installation of new treatment facilities for exhaust gas and effluent in the factory premises.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 1.2.6 Management Approach for FY2021

- (i) Reduce energy consumption and carbon emissions:
  - To monitor and control GHG emission per unit of production output in full compliance with the laws and regulations
- (ii) Recycle materials to minimize waste and conserve resources:
  - To continue promoting the use of digital format data for saving document printing
  - To continue monitoring the efficient collection of scrap paper materials for recycling

## 1.3 High Performance Production Objective

The Group is to achieve high performance production using the necessary materials and avoid using excessive resources causing wastage and environmental unfriendly.

### 1.3.1 Monitoring Resources Usage

The principal raw material used for production is paper and close monitoring on paper usage in relation to our level of production to ensure no excessive usage.

The Group's usage of paper, printing plate, ink, electricity and water during FY2020 and compared with FY2019 is as follows:

	<b>FY2020</b>	FY2019	<b>Change</b>	
	<b>Amount</b>	Amount	<b>Amount</b>	%
	<b>(HKD)</b>	(HKD)	<b>(HKD)</b>	
Paper	<b>57,881,173</b>	91,278,189	<b>(33,397,016)</b>	(36.59)
Printing plate	<b>4,183,916</b>	7,096,466	<b>(2,912,550)</b>	(41.04)
Printing ink	<b>4,238,279</b>	3,865,299	<b>372,980</b>	9.65
Electricity charges	<b>6,089,963</b>	9,329,755	<b>(3,239,792)</b>	(34.73)
Water charges	<b>256,949</b>	186,385	<b>70,564</b>	37.86
Total production output in (kg)	<b>12,016,500</b>	17,142,363	<b>(5,125,863)</b>	(29.90)
Average number of employee	<b>632</b>	793	<b>(161)</b>	(20.30)

The direct energy consumption in respect of electricity charges during FY2020 for the Group was HKD0.51 per kg of production output compared with HKD0.54 in FY2019. The indirect water consumption during FY2020 for the Group was increased to HKD0.02 per kg of production output from HKD0.01 in FY2019.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## *1.3.2 Production Management*

We have been implementing production automation and efficient production management to maximize our resources efficiency and improve our productivity without compromising the quality of our product. Our Shenzhen factory is certified with Recognition of Excellence as a G7 Master Qualified Facility and also certified as Master Facility Colorspace that our quality on printing and the production facility satisfies globe recognized industry standard. In FY2020, our average production output per employee was 19,013 kg decreased from 21,617 kg of the previous year mainly due to decrease in production orders.

## *1.3.3 Production Automation*

We are using our self-developed direct refill system for siphoning ink directly from centralized tanks to the individual printing press. This automatic refill system ensures the continuous supply of ink to the printing presses without stoppage, thus enhancing production efficiency and at the same time, overcame the wastage of ink and time when compared with manually transferred ink from containers to the individual printing presses.

The Group's computer-to-plate (CTP) machinery and systems have eliminated the requirement for the production of ozalids that saved the usage of special papers and chemicals for producing the ozalids. The blueprints of books and paper products can be produced efficiently by the CTP system upon receiving the digital information directly from customers for download directly that increase accuracy, shorten lead-time for checking and approval by customers.

The Group has been working with an external software company for developing our in-house designed automatic marking system for tracking the movements of work-in-progress (WIP) under different stages in production. Information and the required processing procedures of a production order will be first input to the software system. Information is then updated to the system after the completion of one production process and barcodes will be printed out for attaching to the WIP before passing on to the next department for handling. A barcode reading machine installed in the next department will record the information on the incoming WIP and similarly after completion, the department is required to update the information in the system and print out the revised barcodes for attaching to the WIP. This system can provide real time tracking information on the current status of all the production orders.

In addition, we have installed digital printing machines both in Hong Kong and the Shenzhen factory for meeting customers' orders under quick turnaround time and use less electricity and ink when compared with the traditional offset printing presses.

The aforementioned automated machineries and system have significantly improved our production efficiency, required less intensive labor and made significant improvements in the quality and consistency of our production.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## *1.3.4 Use of Water and Electricity*

The Group is committed to conserving the use of water as a valuable natural resource. We only use water supplied from municipal sources in our Shenzhen factory and do not have any on-site wells. Although water is not directly utilized for production, the Group has engaged external qualified testing companies to conduct testing on the effluent collected from our Shenzhen factory to ensure our compliance with the required environmental and safety standards. Sprinkler is used on hose for watering plants in the Shenzhen factory.

Effluent is mainly generated from cleaning and the employees' living activities in Shenzhen factory. Effluent is collected in a tank for purification treatment before being channeled for flushing the washrooms. We have put up notices at the eye-catching areas to increase the awareness of our employees on conserving water. We shall continue managing the usage of water consumption and to maintain and repair the water pipes in Shenzhen Factory for that purpose.

Water charges increased by 37.86% to HK\$256,949 during FY2020 mainly attributable to frequent cleaning and sanitizing of premises with water and disinfectant for maintaining hygienic environment under the COVID-19 pandemic.

The Group has been using more energy efficient LED lightings for energy savings and notices have been placed at the entrance areas for reminding employees to switch off all lightings, air-conditioning system and electrical appliances during lunch break and after office hour before leaving. We have been using more telephone and video conferencing for conducting meetings between Hong Kong and Shenzhen offices and with customers for saving the travelling and time required, making contribution to environmental saving. The use of mobile telecommunication system has become essential after the outbreak of the COVID-19 virus.

## *1.3.5 Management Approach for FY2021*

- (i) Enhance the barcode tracking system, implement suitable automation in production, strengthen the operational management, improve production efficiency and productivity:
  - To increase production output per worker by 1%
  - To maintain the electricity usage in the level of production output
- (ii) Monitor water consumption:
  - To continue with water saving campaigns throughout the Group
  - To reduce total water consumption quantity

## **1.4 Environmental Friendly Materials Objective**

The Group aims to apply more environmental friendly materials in our production and reducing the usage of materials that are very difficult to recycle.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## *1.4.1 Paper*

We encourage our customers to use papers coming from sustainable forestry with Forest Stewardship Council “FSC” label endorsement. We have obtained the FSC Chain-of Custody certification for our usage of the FSC label on our products when certain criteria are met. Product with FSC label affixed provides a confirmation to our customer and the end consumer that the product is originated from well-managed forests, controlled sources, reclaimed materials or a mixture of these.

During FY2020, the quantity of FSC papers used in our production decreased by 4.53% to 1,561.41 tons when compared with 1,635.42 tons used in FY2019 attributable to the decrease in production orders against customers’ growing awareness of using environmental friendly papers.

## *1.4.2 Soybean Oil Based Ink*

We are using soybean oil based ink in our printing presses for all production. Compared to the traditional solvent base ink, the soybean oil based ink is environmental friendly that substantially reduces the emission of VOC to the atmosphere both in the product itself and during production, which also improves the air quality at our workplace. The Group will continue to use soybean oil based ink going forward.

## *1.4.3 Plastic Material*

With the growing awareness of the difficulty in recycling plastic materials, we are encouraging our employees to reduce the usage of single use plastic items during production and daily activities, such as plastic holders, utensils, cups, bags, etc. Plastic film has been used in the bulk packaging of finished products when loading on pallets and we are looking for alternative materials and method for replacing the plastic film if possible.

## *1.4.4 Management Approach for FY2021*

- (i) Usage of environmental friendly materials in our production when applicable and to encourage our customers and employees to be environmental friendly and give more consideration on using sustainable resources.
  - To continue looking for environmental friendly material for replacing the current plastic film for bulk packaging of finished products when loading on pallets
  - To encourage our customers to use papers with FSC label in their products

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 2. Employment Strategy

The Group is to maintain good relationship with employees who are valuable assets, encouraging the employees for personal development, providing the employees with a safe and pleasant working environment.

Good relationship with the employees can foster their job satisfaction, encourage increasing productivity and with a lower turnover rate.

The demographics of the Group's employees at the year-end date of FY2020 when compared with FY2019 are as follows:

	<b>FY2020</b>	FY2019	<b>Changes</b>	
	<b>Number</b>	Number	<b>Number</b>	%
Number of employees at year end	<b>546</b>	680	<b>(134)</b>	(19.71)
— Male	<b>352</b>	427	<b>(75)</b>	(17.56)
— Female	<b>194</b>	253	<b>(59)</b>	(23.32)
Average number of employees during the year	<b>632</b>	793	<b>(161)</b>	(20.30)
Employees working for				
— Over 5 years	<b>365</b>	425	<b>(60)</b>	(14.12)

### 2.1 Competitive Remuneration Objective

The Group considers offering competitive remuneration package is necessary for the attraction and retention of employees.

#### 2.1.1 Compensation and Benefits

All the employees of the Group are required to enter into employment contracts when enrollment for clearly stating out the terms and conditions, salaries and allowances, benefits and job duties of the employees. A copy of the employee handbook is also provided to each employee in the Shenzhen factory when he first joined.

The Group complies with all the Labour Law of the PRC and Hong Kong, the Implementing Regulations of the Labour Contract Law of the PRC, Regulations on Paid Annual Leave for Employees, PRC Social Insurance Law and Employment Ordinance in Hong Kong together with other relevant laws and regulations.

We provide social insurance, including basic pension insurance, basic medical insurance, work-related injury insurance, unemployment insurance and maternity insurance to our employees in PRC according to PRC Social Insurance Law and MPF according to the Mandatory Provident Scheme Ordinance in Hong Kong.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Group also offers additional employer's voluntary contributions to employees in Hong Kong who have completed four years of continuous employment. Additionally, the Group had arranged with a medical service provider in Hong Kong offering those employees who had completed three years of employment for personal health check programs at special discounted rates.

The Group adopts an 8-hour working system and voluntary overtime. Overtime is limited to be within statutory limit to protect employees' health. In addition, the Group prohibits employee to work on a technical task before the relevant employee has received adequate training to safeguard employees' safety.

The Human Resources Department is monitoring the salaries and remuneration packages offering to employees both in Hong Kong and PRC that the Group's remuneration packages are competitive when compared with other employers offering similar job duties and working conditions.

Excluding the directors' remuneration, the total employees' costs incurred by the Group for FY2020 when compared with FY2019 are as follows:

	<b>FY2020</b>	FY2019	<b>Changes</b>	
	<b>Amount</b>	Amount	<b>Amount</b>	%
	<b>(HKD)</b>	(HKD)	<b>(HKD)</b>	
Salaries and allowances	<b>84,354,293</b>	81,430,085	<b>2,924,208</b>	3.59
Social and retirement benefits	<b>12,528,684</b>	12,405,856	<b>122,828</b>	0.99
Total	<b>96,882,977</b>	93,835,941	<b>3,047,036</b>	3.25

## 2.1.2 Employees Turnover

Majority of the Group's employees is working in the Shenzhen factory, and due to the general high mobility of employees in Shenzhen City, the turnover rate of new employees who have been employed for less than two years, has been high and in line with general market conditions. The continuous economic development in Shenzhen City has offered various different kinds of job opportunities that downplayed the attraction for people working in the industrial sector, especially for the younger generation.

Out of the resigned employees during FY2020, 64.66% were employed for less than 2 years when compared with 83.49% in FY2019. Due to the relocation of the Shenzhen Factory in November 2019, some of the employees decided to resign and looking for other job opportunities.



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Number of employees who resigned in FY2020 and FY2019:

	<b>FY2020</b>	FY2019	<b>Change</b>	<b>%</b>
Less than 2 years of employment	<b>172</b>	632	<b>(460)</b>	(72.78)
Employees with over 2 years of employment	<b>94</b>	125	<b>(31)</b>	(24.80)
Total employees resigned	<b>266</b>	757	<b>(491)</b>	(64.86)

In order to attract employees continue working for the Group, competitive remuneration package, good relationship with the employees with promotion prospects are continue to be applicable. The Group continues to pay high regard to the employees who have serviced the Group over the past years and contribute to the Group's success, additional 1 award was given to employee of the Group who has been employed for over 25 years, additional 3 awards were given to those who have been employed for over 15 years and another 2 additional awards were given to those who have been employed for over 10 years as our token of appreciation for their contributions and hard work. Annual dinners had not been arranged during the year as a result of the health restriction for people gathering and banquet during the outbreak of the COVID-19.

### *2.1.3 Employee Communication*

Open communications is an important element in achieving effective workplace management. Proper communication with the employees is very important for the employees to understand the business strategies and future development of the Group.

We encourage employees to voice their opinions through various communication channels at all levels. We provide suggestion boxes, website, internal newsletters and communication meetings where employees can express their concerns and suggestions. Both the telephone numbers and email addresses of the Shenzhen Factory Manager and the Chief Representative of the Labour Union are available for all the employees of our Shenzhen factory. Information, opinions and suggestions gathered from the employees are to be followed up by our Human Resources Department for discussion with senior management.

The Group encourages the employees to discuss any issues and problems they identified directly with their supervisors. The Group has the whistle-blowing policy whereby an employee can inform the Chairman of the Audit Committee of the Group of any suspected wrong doings and other irregularities that they have identified.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## *2.1.4 Management Approach for FY2021*

- (i) Enhance the good relationship with employees through various communication channels and employees' activities:
  - To continue encouraging open communications at all levels of the Group and facilitates employees to give their opinions through various communication channels
  - To continue providing different types of activities for the employees
  - To maintain the turnover rate of employees with over 2 years of employment below 10%
  - To maintain the number of employees with over 5 years of employment with the Group

## **2.2 Personal Development and Advancement Objective**

The Group considers personal development of employee is important for future advancement in career. Learning of new skills and knowledge is necessary for equipping the employee to handle additional job duties not only in his own specialty area, but also in different duty and supervisory function.

### *2.2.1 Training programs*

The Human Resources Department encourages our employees to develop and advance their careers in the Group and organized training courses for the employees. Each new employee of our Shenzhen factory is required to attend 2-1/2 hours training on employees' regulations and information on counter terrorist, an additional 1 hour training for those handling safety information and precautions on their daily job duties.

We have provided internal trainings on industrial safety and fire drill for the employees of our Shenzhen factory to stay alert of fire accident and the passages for evacuation in case of emergency. Our employees have also participated in training courses on quality control, information security, hacking activities and social responsibilities.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

	FY2020		FY2019	
	Person- times	Total training hours	Person- times	Total training hours
Orientation programs	175	256	1,353	1,682
Fire and chemical leakage drills	2,252	2,252	1,462	1,462
On-the-job trainings	1,435	1,452	1,618	1,618
Outside trainings	11	11	467	467
Safety on job resumption	0	0	493	493
Total	3,873	3,971	5,393	5,722

The total number of times employees participated in the training courses decreased from 5,393 in FY2019 to 3,873 in FY2020 and total hours for attending training courses decreased from 5,722 hours to 3,971 hours mainly due to reduced number of employees of the Shenzhen Factory. The average total training hours per total average number of employee in FY2020 decreased to 6.2 hours when compared with 7.2 hours in FY2019.

We encourage our employees to explore their potential talents and offer them opportunities to learn technical and management skills to prepare themselves for taking up leadership roles when ready in supporting our continuous growth.

## 2.2.2 Management Approach for FY2021

- (i) Foster a continuous learning environment and encourage employees to develop and advance their careers in the Group:
  - To meet the training needs of employees, provide training courses for new information and career development
  - To maintain the average training hours per employee at 5 hours each year

## 2.3 Respect of Labor and Human Rights Objective

The Group is committed to respect the labor and human rights of all our employees through the following principles as stated in our human resources management policies:

**Freely Chosen Employment** — We do not use forced or prison labor. We ensure that the terms of employment are voluntary. Our employees work at the Group of their own free will and are free to resign upon giving reasonable notice under the employment contract. We do not require employees to lodge deposits or hand over passports or work permits as a condition of employment.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

**No Child Labor** — We comply with all appropriate local and international regulations in relation to the restrictions on the employment of child labor.

**Freedom of Association** — We allow our employees have the freedom of association to join any organizations or professional bodies of their own choices.

**Anti-slavery** — We are committed to respect and treat our employees with dignity. We do not tolerate any forced labor and we do not accept any physical and financial punishment for employee wrongdoing.

**Benefits and Wages** — We ensure that the remuneration and benefits for our employees comply with or exceed the minimum legal requirements. We maintain proper communication with our employees and understand their needs and conduct regular communication meetings to have direct dialogs with our employees.

**Overtime policy** — Overtime is voluntary and employees are compensated for overtime in accordance with the laws.

**Equal Opportunity and No Discrimination Policy** — We ensure that our hiring, compensation, training, promotion, termination and retirement policies and practices do not discriminate on the grounds of age, sex, marital status, race, religion, disability or any other non-job related factors. Remuneration is determined with reference to performance, qualifications and experience.

**Harassment and Abuse** — We do not tolerate any physical, sexual, psychological or verbal harassment or abuse towards our employees.

Any issues or enquiries raised by our employees through different communication channels will be handled and investigated promptly and confidentially by the Human Resources Department, followed by disciplinary measures if necessary.

No case of misconduct was reported during FY2020 and we are committed to upholding the professional ethical conduct and the highest level of integrity of our employees.

## *2.3.1 Management Approach for FY2021*

- (i) Respect the labor and human rights of all the employees with clearly defined human resources management policies:
  - To continue the Group's human resources management policies in compliance with the regulatory requirements

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## *2.4 Healthy Workplace for Employees Objective*

The Group aims to provide a pleasant, supportive and healthy workplace for our employees, and to foster a caring working environment. We recognized that having a motivated workforce is important in the Group's efficient operations.

### *2.4.1 Implementation of Health Precautionary Measures*

The Group has implemented new health precautionary measures and protocols effective since February 2020 for the health protection of our employees under the outbreak of the COVID-19 pandemic. Our Shenzhen Factory has implemented restricted access management procedure since 17 February 2020 that security guards are responsible to check and ensure all persons who enter the Shenzhen Factory are required (i) to wear proper facial masks, (ii) to confirm in writing whether recent visits have been made to highly infectious provinces or cities in China or overseas, (iii) to measure the body temperature, and (iv) to apply alcohol disinfectant to clean hands that all procedures are satisfied before the person can gain entrance.

Other precautionary measures such as regular cleaning and sanitizing procedures in the office and factory premises, prescribed usage of surgical masks, gloves, disinfectants, cleaning materials provided by the Group are also advised to all the employees.

Quarantine areas are set up in the Shenzhen Factory for employees who have visited the highly infectious provinces or cities before and to reside there for 14 days to be sure of not getting any infection before allow back to work.

There are also additional rules and regulations for the prevention of possible cross-infection of the COVID-19 virus for employees when taking meals, sitting plans in canteen, lunch break hours, control of different types of vehicles entering the Shenzhen Factory. Employees are reminded of the importance of maintaining personal hygiene and physical health to enhance their personal immunity system against illness.

### *2.4.2 Compliance with Safety Standards*

Our Shenzhen factory is certified with Work Safety Standardization by the State Administration of Work Safety in PRC confirming that our facilities operate with the required standards on social responsibility, health and safety. According to the requirements of our customers for additional certification, our Shenzhen factory is also certified with ICTI Ethical Toy Program, Disney's Facility and Merchandise Authorization endorsement that validate our compliance with local laws and high quality working conditions.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

	FY2020	FY2019	Changes	%
Numbers of accident reported	4	9	(5)	(55.56)
Loss of working days	235	653	(418)	(64.01)
Fatality case	0	0	0	0

During FY2020, our loss of working days was 235, which was lower than 653 days in FY2019. The number of accidents reported in FY2020 was 4 cases decreased from 9 cases happened in FY2019 and we did not have any work related fatality case.

## 2.4.3 Safety Training

Maintaining an accident-free workplace environment is always a challenge. Our Human Resources Department has established health and safety training programs to increase the awareness of workplace safety. Each new employee working in our Shenzhen factory is required to undergo orientation programs training before they are assigned to work in their job positions.

Other trainings mainly focus on work safety and health protection including fire drills, occupational injury prevention training, fall prevention training, workplace safety training such as chemical usage, machinery safety and forklift operation, which reinforces the idea and awareness of occupational and fire safety for our employees.

Due to restriction on the numbers of persons allowed in gathering under COVID-19, different from last year, the Group arranged limited external training courses for employees' participation during FY2020.

## 2.4.4 Management Approach for FY2021

- (i) Provide a supportive, pleasant and healthy workplace for the employees and foster a caring working environment:
  - To provide health and safety training courses if applicable for employees and reminding them the importance of industrial safety
  - To reduce the loss of working hours due to injuries at or below 500 days
  - To ensure a zero work related fatality case

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 3. Supply Chain Management Strategy

A well-established supply chain management is necessary to manage the selection of approved suppliers with quality materials and a system to continue monitoring the performance of suppliers is crucial for the Group's sustainable operations.

### 3.1 *Reliable Suppliers Objective*

The Group's supply chain management system is for selection of reliable and qualified suppliers to work with the Group for providing quality and timely supply of materials for production requirements on an on-going basis.

We aim at building long-term relationships with our suppliers based on mutual trust that all purchases must be under a fair, objective and professional manner. Our procurement is based upon criteria that not only price, quality, delivery capacity are important, but also integrity, social and environmental responsibility.

#### 3.1.1 *Selection of Suppliers*

Suppliers can be coming from trade referrals, for new materials, replacement of existing supplier, and all the new suppliers need to go through a comprehensive supplier audit to ensure meeting our procurement criteria before acceptance as approved suppliers.

During FY2020, all of our major suppliers are from the local industries in PRC and Hong Kong and the major material that the Group purchased for the year is paper material accounting for 52.66% of total purchases of materials compared with 65.92% in FY2019. The selection of local suppliers can reduce the transportation requirement that is environmental friendly and also shorten the delivery lead-time for production efficiency.

#### 3.1.2 *Monitoring and Assessment*

We conduct testing and examinations at an early stage of production process on the critical materials to identify any possible defective issues and to discuss with the suppliers for corrective actions in a timely manner.

There are regular performance assessments on the approved suppliers for continuing meeting our selection criteria and to ensure that any unfavorable issues on the supply of materials can be identified earlier to mitigate the potential risks that could affect our production planning, delivery and quality of our products.

If there are areas of non-compliance identified during the supplier audit, the supplier is required to propose corrective actions and implementation schedule for our follow up checking to confirm that the corrective actions have been properly implemented.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

During FY2020, we have not conducted external audit of our major suppliers due to the COVID-19 while we have been closely monitoring our major suppliers internally especially during the pandemic environment. A small number of local suppliers were added as approved suppliers for the supply of consumables to our Shenzhen factory.

## *3.1.3 Management Approach for FY2021*

- (i) Continue managing our supply chain in a socially and environmentally responsible manner and source from approved suppliers who satisfied the Group's procurement criteria.
  - To conduct regular assessments and audit on 5 major suppliers

## **4. Product Responsibility Strategy**

We should be a responsible producer of products that comply with all the necessary quality and safety standards for final consumption by consumers without any concern for hazardous substance and defective.

### *4.1 Quality Product Objective*

From initial design to final production, our products should meet the customers' specified standards on design and material usage to ensure that our products also comply with the necessary quality and safety standards before shipment.

#### *4.1.1 Product Safety*

We are committed to manufacture products that meet the highest international health and safety standards. All our products follow strict specifications on banned and restricted substances on the ink, paper, glue, and plastic film materials in our production. Our products sold in the United States and Europe are in compliance with the required safety standards, such as RoHS (Restriction of Hazardous Substances) Directive, EN (European Standards), SVHC (Substances of Very High Concern) under REACH (Registration, Evaluation, Authorization and Restriction of Chemicals) Regulation, ASTM (American Society for Testing and Materials) Standards.

#### *4.1.2 Quality Control and Testing Procedures*

We have implemented a stringent quality control system, from materials, components, machines and equipment, and the final products to ensure that the use of all materials and production processes are compliant with both international and local standards and requirements.



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Our production facilities are all certified with ISO9001 and ISO14001. Under the quality management system, quality assurance is performed to examine the product's quality against the acceptance quality level standard at every stage of the production process. Incoming raw materials, such as paper and ink, are periodically tested against customers' required technical specifications. Colours are matched against the customers' approved blue print. Finished goods are to undergo a number of tests and visual inspections, before packaging and delivery to ensure the exact customers' specifications are met. We have also maintained a professional customer services team with high service standard to ensure responsiveness to customers' needs. By implementing the highest level of standard on quality management, we provide not only excellent products with services, but also safe and secured products to our customers.

## *4.1.3 Management Approach for FY2021*

- (i) Continue to ensure that all products are compliant with the international quality and safety standards
  - To comply and enhance the Group's quality control system on production
  - To ensure zero product recalls, fines or penalties relating to non-compliance with regulations

## **5. Anti-Corruption**

We are committed to establish and maintain an ethical culture that honesty and integrity are the basic attributes of all our employees that we should prevent any frauds that could happened in all our business activities. We shall uphold the high standard of honesty and integrity for the interests of all our stakeholders, including our employees, suppliers and customers.

All of our employees are free to report any suspected fraud or corruption activities to top management and the Group has the whistle-blowing policy allowing the reporting directly to the Chairman of the Audit Committee for taking further investigations and necessary actions on allegations for protecting the overall interests of the Group. Our internal control policy has specified control procedures for conducting the investigation and no reprisals shall be made against the employee reporting the suspected case.

The Group complied with all relevant laws and regulations relating to bribery, extortion, fraud and money laundering. There was no case received by the Group during FY2020 and also FY2019 for reporting any suspected fraud and corruption activities that reflect the proper and fair conduct of the Group's business and operating activities.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 6. Community Investment

The Group has an obligation to offer community investment as being part of the local community where the Group's operations are located and we strive to operate as a responsible corporate and continually support the economic and social vitality of local communities.

During FY2020, the Group has participated in limited community service activities cautioning the public health consideration. In Shenzhen, we have participated in a charitable walk for fund raising and provided volunteer workers in a local hospital.

## 7. Closing remarks

As a responsible corporate citizen, we will continue to make efforts contributing to the well being on environmental protection and social responsibility in the Group's overall business strategies and activities, taking into consideration to add value for our stakeholders and to also care for the communities. We are looking forward to the COVID-19 pandemic will be leaving behind us when we can recommence all our normal commercial, inter-personal and community activities moving forward happily again.

# DIRECTORS' REPORT

The Board hereby present the Directors' report and the consolidated financial statements for the year ended 31 December 2020.

## LISTING ON GEM

The Company was incorporated as a limited liability company in Hong Kong on 23 December 1992.

The Company became the holding company of the Group upon the completion of the corporate reorganisation (the “**Reorganisation**”), details of which are set out in the section headed “History, Reorganisation and Corporate Structure” in the Prospectus.

The shares of the Company (the “**Shares**”) were listed on the GEM on 13 December 2017.

## PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Group is principally engaged in the provision of printing products to Hong Kong-based print brokers with customers in overseas markets and to international publishers mainly located in the U.S., U.K., Australia and Europe (excluding U.K.). The Group's products comprise mainly books and other paper-related products. The two production sites were the Shenzhen Factory and the Hong Kong Factory. Each of these factories is a self-functioning printing and production arm of the Group, and they share the printing workload allocated by the Group's management.

For the development, performance or position of the Group's business, details are set out in the section headed “Chairman's Statement” and the section headed “Management Discussion and Analysis” of this report.

For the principal financial risks and uncertainties facing the Company, details are set out in note 25 to the consolidated financial statements in this report.

### (A) Environmental policies and performance

The Board is aware that addressing environmental concerns is an important issue for contributing to the continuous development of society (along with the business activities of the Company).

An environmental policy and manual of procedures have been effective upon Listing which demonstrates the Group's commitment to environmental protection. All staff, subcontractors and suppliers are required to diligently implement the policy and the manual, which will be reviewed regularly in light of experience, feedback from staff, business development, current legislations and regulations.

### (B) Compliance with laws and regulations

To the best knowledge and belief of the Directors, the Group's operation in Hong Kong has complied with the applicable laws and regulations in all material respects during the year ended 31 December 2020, and up to the date of this report.

# DIRECTORS' REPORT

## (C) Key relationships with employees, customers and suppliers

The Directors are of the view that the Company has maintained good relationship with its employees, customers, suppliers and bankers.

## RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2020 are presented in the consolidated statement of profit or loss and other comprehensive income of this report.

The Board does not recommend the payment of a final dividend for the year ended 31 December 2020.

## SUMMARY FINANCIAL INFORMATION

A summary of the results and the assets and liabilities of the Group, as extracted from the Prospectus and the consolidated financial statements of the Company for the years ended 31 December 2016, 2017, 2018, 2019 and 2020 are set out in this report.

## RELATED PARTY TRANSACTIONS

Details of the significant related party transactions entered into by our Group during the year ended 31 December 2020 are set out in note 27 to the consolidated financial statements in this report comprising (i) directors and senior management remuneration; and (ii) a partnership (“**Partnership**”) in which Mr. Lam and Ms. Yao hold interest, has granted to the Company an exclusive right (“**Licences’ Usage Right**”) to use the vehicles licences free of charge, while our Company has granted to Ms. Yao and Mr. Lam, in their capacities as the partners of the Partnership, a non-exclusive licence to use the names “Prosperous” or “萬里” (whether used individually or together) for the Partnership (the “**Names’ Usage Right**”). Our Directors (including our independent non-executive Directors) are of the view that the transactions are on normal commercial terms or better:

- the granting to Ms. Yao and Mr. Lam, in their capacities as the partners of the Partnership, the Names’ Usage Right for the sole purpose of holding the Vehicle Licences in return for the granting to our Company Licences’ Usage Right is part and parcel of the reciprocal arrangement contemplated;
- Ms. Yao and Mr. Lam, in their capacities as the partners of the Partnership agreed to grant to our Group the Licences’ Usage Right without charging any fee and only in consideration of our Company granting them, in their capacities as the partners of the Partnership, the Names’ Usage Right; and
- Ms. Yao and Mr. Lam, in their capacities as the partners of the Partnership, have collectively and individually undertaken to our Group that they will not use the names “Prosperous” or “萬里” or other similar names except for holding the Vehicle Licences.

For details, please refer to the section headed “Connected Transactions — Exempt Continuing Connected Transactions” in the Prospectus.

# DIRECTORS' REPORT

All these transactions are fully exempt from the reporting announcement, independent shareholders' approval, annual review and all other relevant disclosure requirements under Chapter 20 of the GEM Listing Rules.

## SHARE CAPITAL

Details of the movements in the share capital of the Company during the year ended 31 December 2020 are set out in note 24(c) to the consolidated financial statements in this report.

## SHARE OPTION SCHEME

The Company adopted a share option scheme (the "Scheme") on 15 November 2017, the terms of which are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

A summary of the Scheme is set out below:

### (a) Purpose of the Share Option Scheme

The purpose of the Scheme is to provide additional incentive to any eligible persons of the Group and to promote the success of the Group's business.

### (b) Participants

The Board may, at its absolute discretion and on such terms as it may think fit, invite any eligible persons to join the Scheme.

### (c) Total number of Shares available for issue under the Scheme

The maximum number of Shares in respect of which options may be granted under the Scheme must not in aggregate exceed 10% of all the Shares in issue as at the Listing Date. i.e. a total of 80,000,000 Shares representing 10% of the issued share capital of the Company as at the date of this report.

### (d) Maximum entitlement of each participant

The total number of Shares issued and to be issued upon exercise of options granted to any participant (including both exercised and outstanding options) under the Scheme or any other share option schemes of the Company in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue. Any further grant of share options in excess of this limit must be separately approved by Shareholders in general meeting.

### (e) Period within which the securities must be taken up under an option

An option may be exercised in accordance with the terms of the Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant.

## DIRECTORS' REPORT

### (f) Minimum period for which an option must be held before exercise

The Board may in its absolute discretion set a minimum period for which an option must be held before an option can be exercised.

### (g) Time of acceptance and the amount payable on acceptance of the option

An offer for the grant of options must be accepted within seven days inclusive of the day on which such offer was made. The amount payable by the grantee of an option to the Company on acceptance of the offer for the grant of an option is HK\$1.

### (h) Basis of determining the exercise price

The subscription price of a Share in respect of any particular option granted under the Scheme shall be a price solely determined by the Board and notified to a participant and shall be at least the highest of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option, which must be a business day; (ii) the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the option; and (iii) the nominal value of a Share on the date of grant of the option.

### (i) Remaining life of the Scheme

The Scheme will remain in force for a period of ten years commencing on 24 September 2016 and shall expire at the close of business on the business day immediately preceding the tenth anniversary thereof unless terminated earlier by Shareholders in general meeting.

No share option has been granted or exercised under the Scheme during the year ended 31 December 2020. No share option was outstanding as at 31 December 2020.

## PURCHASE, SALE OR REDEMPTION OF THE SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Shares during the year ended 31 December 2020.

## DEBENTURE

No debenture was issued by the Company during the year ended 31 December 2020.

## EQUITY-LINKED AGREEMENT

Save as the Scheme, no equity-linked agreement was entered into by the Company or subsisted during the year ended 31 December 2020 which (a) will or may result in the Company issuing Shares; or (b) requires the Company to enter into an agreement that will or may result in the Company issuing Shares.

# DIRECTORS' REPORT

## DONATION

The Group has not made any charitable donation of not less than HK\$10,000 during the year ended 31 December 2020.

## PERMITTED INDEMNITY PROVISION

Pursuant to the Articles, each Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him/her as a Director in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted.

The Company has arranged appropriate insurance cover in respect of claims and legal actions against the Directors and its officers.

## DISCLOSURE OF INTERESTS

### (a) Interests and/or short positions of Directors in the Shares, underlying shares or debentures of our Company and its associated corporations

As at 31 December 2020, our Directors had the following interests and/or short positions in the shares, underlying shares or debentures of our Company and its associated corporations (within the meaning of Part XV the Securities and Future Ordinance (Chapter 571 of the laws of Hong Kong) (the "SFO")) which had to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which will be required pursuant to section 352 of the SFO to be entered in the register referred to therein, or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by our Directors, will be required to be notified to our Company and the Stock Exchange:

#### (i) Interests in our Company

Name of Director	Capacity	Number of Shares (Note 1)	Percentage of interest in our Company
Mr. Lam (Note 2&4)	Interest of controlled corporation	480,000,000 (L)	60%
Ms. Yao (Note 3&4)	Interest of spouse	480,000,000 (L)	60%

Notes:

1. The letter "L" denotes the person's long positions in the Shares.
2. These 480,000,000 Shares are held by First Tech, which is wholly and beneficially owned by Mr. Lam. As such, Mr. Lam is deemed to be interested in these 480,000,000 Shares under the SFO upon the Listing.
3. Ms. Yao is the spouse of Mr. Lam. Under the SFO, Ms. Yao is deemed to be interested in the same number of Shares in which Mr. Lam is interested.

## DIRECTORS' REPORT

4. The Company was notified by First Tech Inc. (“**First Tech**”), a controlling shareholder (as defined under the GEM Listing Rules) of the Company, that on 12 October 2018, First Tech had executed a charge over its 72,000,000 shares (the “**Charged Shares**”) in the issued share capital of the Company in favour of a third party (“**Lender**”) as security for a loan granted by the Lender to First Tech. First Tech is wholly owned by Mr. Lam Sam Ming, the chairman and controlling shareholder of the Company. As at the date of this report, the Charged Shares represent 9% of the issued share capital of the Company. For further details, please refer to the announcement of the Company dated 12 October 2018.

### (ii) Interests in associated corporation of our Company

Name of Director	Name of associated corporation	Capacity	Number of shares held	Percentage of shareholding interest
Mr. Lam	First Tech	Beneficial owner	50,000	100%

Save as disclosed above, as at 31 December 2020, none of our Directors had any interests and/or short position in the shares, underlying shares or debentures of our Company and its associated corporations (within the meaning of Part XV of the SFO) which had to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which will be required pursuant to section 352 of the SFO to be entered in the register referred to therein or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors.

### (b) Interests and/or short position of substantial shareholders in the Shares which are discloseable under Divisions 2 and 3 of Part XV of the SFO

So far as is known to our Directors, as at 31 December 2020, the following persons (not being a Director or chief executive of our Company) had an interest or a short position in the Shares or underlying Shares which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or will be interested in 10% or more of the total number of issued Shares of share capital carrying rights to vote in all circumstances at general meetings of any other members of our Group:

Name of substantial shareholder	Capacity	Number of Shares (Note 1)	Percentage of interest in our Company
First Tech (Note 2, 4)	Beneficial owner	480,000,000 (L)	60%
Fine Time (Note 3)	Beneficial owner	120,000,000 (L)	15%
Infinity Credits Co., Limited (Note 5)	Person having security in interest in the shares	192,080,000 (L)	24%

#### Notes:

- The letter “L” denotes the person’s long positions in the Shares.
- First Tech is a company incorporated in the BVI which is wholly and beneficially owned by Mr. Lam, an executive Director.
- For information regarding the shareholding structure of Fine Time, please refer to the sub-section headed “*History, Reorganisation and Corporate Structure — Pre-IPO Investment — Information regarding Fine Time*” in the Prospectus.



## DIRECTORS' REPORT

4. The Company was notified by First Tech Inc. (“**First Tech**”), a controlling shareholder (as defined under the GEM Listing Rules) of the Company, that on 12 October 2018, First Tech had executed a charge over its 72,000,000 shares (the “**Charged Shares**”) in the issued share capital of the Company in favour of a third party (“**Lender**”) as security for a loan granted by the Lender to First Tech. First Tech is wholly owned by Mr. Lam Sam Ming, the chairman and controlling shareholder of the Company. As at the date of this report, the Charged Shares represent 9% of the issued share capital of the Company. For further details, please refer to the announcement of the Company dated 12 October 2018.
5. Infinity Credits Co., Limited (“**Infinity**”) is wholly owned by Infinity International Holding Limited which is in turn held by Zhao Zhisheng as to 50% and by Cheung Ting Kin as to 50%. Each of Infinity International Holding Limited, Zhao Zhisheng and Cheung Ting Kin is deemed to be interested in 192,000,000 shares of the Company held by Infinity under SFO. As of 31 December 2020, First Tech and Fine Time pledged 9% and 15% issued shares in favour of in the Company Infinity respectively.

Save as disclosed above, so far as is known to our Directors, as at 31 December 2020, there are no other person (not being a Director or chief executive of our Company) who had an interest or a short position in the Shares or underlying shares which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or will be interested in 10% or more of the voting power at general meetings or any other members of our Group.

## DIRECTORS AND THEIR SERVICE AGREEMENTS

The composition of the Board during the Reporting Period up to the date of this report is set out as follows.

## DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed herein, at no time during the year ended 31 December 2020 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares or debentures of the Group or any other body corporate.

## BOARD OF DIRECTORS

### Executive Directors

Mr. Lam Sam Ming\* (*Chairman*)  
Ms. Yao Yuan\*  
Ms. Chan Sau Po

### Independent non-executive Directors

Ms. Cheung Yin  
Mr. Wong Hei Chiu  
Mr. Leung Vincent Gar-Gene

\* Directors of the Company and its subsidiaries

The Director of subsidiaries who held office during the financial year and up to the date of this report are Mr. Lam Sam Ming and Ms. Yao Yuan. Mr. Lam is the sole director of the following subsidiaries of the Group: Century Sight Limited, Great Wall Printing Company Limited, Mr. Classic Inc., Great China Gains Inc., Super Noble Limited, Tactful Hero Limited. Ms. Yao Yuan is the legal representative of Prosperous Printing (Shenzhen) Co., Ltd. (中萬印刷(深圳)有限公司). Mr. Lam and Ms. Yao Yuan are the directors of Prosperous Printing (HK) Company Limited and Printplus Limited.

## **DIRECTORS' REPORT**

Each Director has entered into a service agreement or letter of appointment with the Company for initially a fixed term of two years commencing from the Listing Date and will continue thereafter until terminated by either party giving not less than three months' written notice to the other party.

Biography details of the Directors are set out in the section headed "Profile of Directors and Senior Management" of this report.

The Company has received an annual confirmation of independence from each INED pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers the INEDs to remain independent as at the date of this report.

None of the Directors has entered into any service agreement with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation other than statutory compensation.

### **EMOLUMENT OF THE DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS**

Details of the emolument of the Directors and the five highest paid individuals of the Group are set out in notes 8 and 9 to the consolidated financial statements in this report.

### **EMOLUMENT POLICY**

The remuneration committee of the Board will make recommendations on the remuneration of the Directors and senior management and to recommend members of the Board and determine, with delegated responsibilities, the remuneration package of individual Director and senior management. The remuneration committee regularly reviews and determines the remuneration and compensation packages of the Directors and senior management by reference to, among other things, market level of remuneration and compensation paid by comparable companies, the respective responsibilities of the Directors and the performance of the Group.

### **DIRECTORS' MATERIAL INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACT OF SIGNIFICANCE**

Save as the transactions set out in note 27 to the consolidated financial statements in this report, the Group has not entered into any transaction, arrangement or contract that is significant in relation to the Group's business to which any of member of the Group was a party and in which a Director or a connected entity of that Director had, directly or indirectly, a material interest.

Saved as disclosed, there was no contract of significance between the Company or one of its subsidiaries on the one hand, and a controlling shareholder or any of its subsidiaries on the other, subsisting during or at the end of the year ended 31 December 2020.

Saved as disclosed, there was also no other contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder or any of its subsidiaries during or at the end of the same period.



## DIRECTORS' REPORT

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

Other than members of the Group, none of the Directors or their respective close associates (as defined in the GEM Listing Rules) has interest in any business which competes or is likely to compete, directly or indirectly, with the business of the Group.

### INTEREST OF CONTROLLING SHAREHOLDERS

Save as disclosed in this report, the Directors are not aware of any business or interest of the controlling shareholder of the Company nor any of their respective associates (as defined in the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group during the year ended 31 December 2020.

### NON-COMPETITION UNDERTAKING

Each of Controlling Shareholders (together the “**Covenantors**”) entered into a deed of non-competition in favour of the Group (the “**Deed of Non-competition**”) on 15 November 2017, details of which are set out in the section headed “Relationship with Our Controlling Shareholders — Deed of non-competition” in the Prospectus.

The Company received from each of the Covenantors an annual confirmation on their respective compliance of the non-competition undertaking under the Deed of Non-competition. The INEDs have reviewed the compliance of such undertaking and evaluated the effective implementation of the Deed of Non-competition, and they were satisfied with the Covenantors' compliance with their undertaking for the year ended 31 December 2020.

### MANAGEMENT CONTRACT

During the year ended 31 December 2020, neither the Company nor its subsidiaries has entered into a contract by which (a) a person undertakes the management and administration of the whole or any substantial part of the business of the Company; and (b) the contract is not a contract of service with any Director or any person engaged in the full-time employment of the Company.

### MAJOR CUSTOMERS

For the year ended 31 December 2020, the Group's five largest customers accounted for approximately 56.1% of the total revenue of the Group and the largest customer of the Group accounted for approximately 16.5% of the total revenue.

To the best of the knowledge of the Directors, none of the Directors or any of their respective close associates, or any Shareholder (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) had any interest in the Group's five largest customers.

### MAJOR SUPPLIERS

For the year ended 31 December 2020, the Group's five largest suppliers, three of which is our sub-contractor, accounted for approximately 12.0% of the cost of sales of the Group and the largest supplier of the Group accounted for approximately 8.47% of the cost of sales.

## DIRECTORS' REPORT

To the best of the knowledge of the Directors, none of the Directors or any of their respective close associates, or any Shareholder (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) had any interest in the Group's five largest suppliers.

### CORPORATE GOVERNANCE

The corporate governance report of the Company for the year ended 31 December 2020 is set out of this report.

### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors as at the date of this report, the public float of the Company's issued securities is sufficient with at least 25% held by the public.

### DISTRIBUTABLE RESERVES

At 31 December 2020, the Company's reserves available for distribution to its Shareholders, calculated in accordance with the laws of Hong Kong, amounted to approximately HK\$49.6 million.

### AUDITOR

The consolidated financial statements of the Company for the years ended 31 December 2020 and 2019 were audited by Crowe. Crowe will retire, and being eligible, offer themselves for re-appointment at the forthcoming annual general meeting (the "AGM") of the Company. A resolution for their re-appointment as the auditor of the Company will be proposed at the AGM.

### EVENTS AFTER THE REPORTING PERIOD

The Board is not aware of any events after the reporting period that require disclosure.

**Mr. Lam Sam Ming**

*Chairman*

Hong Kong, 31 March 2021

# INDEPENDENT AUDITOR'S REPORT



國富浩華（香港）會計師事務所有限公司  
**Crowe (HK) CPA Limited**  
香港 銅鑼灣 禮頓道77號 禮頓中心9樓  
9/F Leighton Centre,  
77 Leighton Road,  
Causeway Bay, Hong Kong

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PROSPEROUS PRINTING COMPANY LIMITED

*(Incorporated in Hong Kong with limited liability)*

### Opinion

We have audited the consolidated financial statements of Prosperous Printing Company Limited (the “**Company**”) and its subsidiaries (the “**Group**”) set out on pages 66 to 145, which comprise the consolidated statement of financial position as at 31 December 2020, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

### Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSA**s”) 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.

### Material uncertainty related to going concern

We draw attention to Note 2(c) to the financial statements which indicates that the Group reported a net loss of approximately HK\$100,824,000 and operating cash outflow of approximately HK\$15,097,000 for the year ended 31 December 2020, and as at 31 December 2020, the Group has bank loans and overdrafts amounting to approximately HK\$159,578,000, which are due for repayment during the year ending 31 December 2021. The Group's pledged bank deposits and cash at bank and on hand only amounted to approximately HK\$9,126,000 and HK\$1,551,000, respectively, as at 31 December 2020.

# INDEPENDENT AUDITOR'S REPORT

These conditions, along with other matters as set forth in Note 2(c) to the financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter. In addition to the matter described in the Material uncertainty related to going concern section, we have determined the matter described below to be the key audit matters to be communicated in our report.

## 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.

## Revenue recognition on sales of goods

Refer to Note 4(a) to the consolidated financial statements and the accounting policies on page 89.

The Key Audit Matter	How the matter was addressed in our audit
<p>The Group's revenue is mainly derived from the sales of books and paper products. The Group sells its books and paper products to customers according to the terms of separate purchase orders.</p>	<p>Our audit procedures to assess the recognition of revenue arising from sales of goods included the following:</p>
<p>The Group recognises revenue from domestic sales when the customers have received and accepted the goods which is acknowledged by the customer signing the goods delivery notes. The Group recognises revenue from export sales when the control of ownership of the goods have been transferred to the buyer which is generally considered to be when the goods are loaded on board a shipping vessel or arrived at the customer's destination in line with contractual arrangements and related agreed commercial shipping terms.</p>	<ul style="list-style-type: none"><li data-bbox="794 1166 1410 1287">• obtaining an understanding of and assessing the design, implementation and operating effectiveness of management's key internal controls in relation to revenue recognition;</li><li data-bbox="794 1323 1410 1472">• inspecting key customer contracts to identify terms and conditions relating to goods acceptance and the right of return and assessing the Group's timing of recognition of revenue with reference to the requirements of the prevailing accounting standards;</li><li data-bbox="794 1509 1410 1657">• comparing, on a sample basis, revenue transactions recorded before and after the financial year end date with signed goods delivery notes and shipping documents (as appropriate) to assess whether the revenue had been recognised in the appropriate financial period;</li><li data-bbox="794 1694 1410 1843">• inspecting significant manual adjustments to revenue raised during the reporting period, enquiring of management about the reasons for such adjustments and comparing the details of the adjustments with relevant underlying documentation; and</li><li data-bbox="794 1880 1410 2022">• selecting a sample of sales transactions recorded during the year and comparing the details to customer signed goods delivery notes (for domestic sales) and shipping documents, which included bills of lading and confirmed shipping orders (for export sales).</li></ul>

We have identified revenue recognition on sales of goods as a key audit matter because revenue is one of the key performance indicators of the Group and therefore there is an inherent risk of misstatement of revenue by management to meet specific targets or expectations.

# INDEPENDENT AUDITOR'S REPORT

## Impairment assessment of trade receivables

Refer to Notes 3(c), 16 and 25(a) to the consolidated financial statements and the accounting policies on pages 79 to 82.

### The Key Audit Matter

The Group has significant trade receivables balances as at year end. Given the size of the balances and the risk that some of the trade receivables may not be recoverable, judgement is required to evaluate whether any allowance should be made to reflect the risk.

In accordance with HKFRS 9, trade receivables continue to be measured at amortised cost, and subject to expected credit loss (ECL) assessment. Accordingly, management has constructed a provision matrix to compute the expected loss rate through the summation of each average age bands and applied the expected loss rate to the trade receivable balances to arrive at the ECL allowance. The expected loss rate generated will depend on the length and amount of historical data used and forward-looking adjustments made. This has resulted in a significant degree of management judgement in the ECL assessment.

We have identified impairment assessment of trade receivables as a key audit matter because the magnitude of the trade receivables and the estimation and judgement involved in determining the expected credit losses allowance of the trade receivables.

### How the matter was addressed in our audit

Our audit procedures in relation to management's impairment assessment of trade receivables included the following:

- understanding and validating the credit control procedures performed by management, including its procedures on periodic review of aged receivables and assessment on expected credit losses allowance of receivables;
- testing on a sample basis, the accuracy of ageing profile of trade receivables by checking to the underlying sales invoices;
- testing on a sample basis, the subsequent settlement of trade receivables against bank receipts;
- performing audit procedures including, amongst others, reviewing the reasonableness of significant judgement used by the management in assessing the recoverability of trade receivables and reviewing management's assessment of the recoverability of long outstanding and overdue trade receivables; and
- testing the reasonableness of management's assumptions and inputs used to develop the provision matrix, through analyses of ageing of trade receivables and historical credit loss experience, reviewing data and information that management has used, including consideration of forward-looking information based on specific economic data, and checking the arithmetic accuracy of management's computation of the ECL.

# INDEPENDENT AUDITOR'S REPORT

## Information other than the consolidated financial statements and auditor's report thereon

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of directors for the consolidated financial statements

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

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

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

## 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.



## INDEPENDENT AUDITOR'S REPORT

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

## INDEPENDENT AUDITOR'S REPORT

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

**Crowe (HK) CPA Limited**  
*Certified Public Accountants*  
Hong Kong, 31 March 2021

**Yau Hok Hung**  
Practising Certificate Number P04911

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

for the year ended 31 December 2020  
(Expressed in Hong Kong dollars)

	Note	2020 HK\$'000	2019 HK\$'000
<b>Revenue</b>	4(a)	<b>278,944</b>	461,561
Cost of sales		<b>(283,378)</b>	(328,147)
<b>Gross (loss)/profit</b>		<b>(4,434)</b>	133,414
Other net income	5	<b>9,125</b>	25,365
Distribution costs		<b>(18,435)</b>	(28,431)
Administrative expenses		<b>(67,883)</b>	(73,125)
Impairment loss on trade receivables	25(a)	<b>(10,425)</b>	(1,599)
Other operating expenses		<b>—</b>	(16,747)
<b>(Loss)/profit from operations</b>		<b>(92,052)</b>	38,877
Finance costs	6(a)	<b>(7,482)</b>	(8,803)
<b>(Loss)/profit before taxation</b>	6	<b>(99,534)</b>	30,074
Income tax	7	<b>(1,290)</b>	(11,875)
<b>(Loss)/profit for the year</b>		<b>(100,824)</b>	18,199
		<b>HK Cents</b>	HK Cents
<b>(Loss)/earnings per share</b>			
Basic and diluted	10	<b>(12.60)</b>	2.27

The notes on pages 72 to 145 form part of these financial statements.

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 31 December 2020

(Expressed in Hong Kong dollars)

	2020 HK\$'000	2019 HK\$'000
<b>(Loss)/profit for the year</b>	<b>(100,824)</b>	18,199
<b>Other comprehensive income/(expense) for the year, net of Nil tax</b>		
Items that may be reclassified subsequently to profit or loss:		
Exchange differences on translation of financial statements of subsidiaries outside Hong Kong	<b>9,479</b>	(4,239)
<b>Total comprehensive (expense)/income for the year</b>	<b>(91,345)</b>	13,960

The notes on pages 72 to 145 form part of these financial statements.

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Expressed in Hong Kong dollars)

	Note	31 December 2020 HK\$'000	31 December 2019 HK\$'000
<b>Non-current assets</b>			
Property, plant and equipment	11	219,066	236,326
Intangible assets	12	550	627
Financial assets at fair value through profit or loss	13	2,577	2,407
Investments in key management insurance policies	14	8,619	8,536
Deposits for acquisition of property, plant and equipment		1,433	2,369
Deferred tax assets	23(b)	2,197	625
		<b>234,442</b>	250,890
<b>Current assets</b>			
Inventories	15	50,597	73,030
Trade and other receivables	16	163,093	179,227
Pledged bank deposits	17	9,126	8,908
Cash and cash equivalents	18	1,551	29,116
		<b>224,367</b>	290,281
Assets held for sale	19	12,546	—
		<b>236,913</b>	290,281
<b>Current liabilities</b>			
Trade and other payables	20	50,238	44,563
Bank loans and overdrafts	21	159,578	138,059
Lease liabilities	22	15,208	13,543
Tax payable	23(a)	4,635	8,455
		<b>229,659</b>	204,620
<b>Net current assets</b>		<b>7,254</b>	85,661
<b>Total assets less current liabilities</b>		<b>241,696</b>	336,551
<b>Non-current liabilities</b>			
Bank loans	21	20,053	20,227
Lease liabilities	22	5,311	9,327
Deferred tax liabilities	23(b)	7,985	7,305
		<b>33,349</b>	36,859
<b>NET ASSETS</b>		<b>208,347</b>	299,692

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Expressed in Hong Kong dollars)

	Note	31 December 2020 HK\$'000	31 December 2019 HK\$'000
<b>CAPITAL AND RESERVES</b>	24		
Share capital		100,843	100,843
Reserves		107,504	198,849
<b>TOTAL EQUITY</b>		<b>208,347</b>	299,692

Approved and authorised for issue by the board of directors on 31 March 2021.

**Lam Sam Ming**  
*Director*

**Chan Sau Po**  
*Director*

The notes on pages 72 to 145 form part of these financial statements.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2020  
(Expressed in Hong Kong dollars)

	Share capital HK\$'000	Capital reserve HK\$'000	Exchange reserve HK\$'000	Retained profits HK\$'000	Total equity HK\$'000
<b>Balance at 1 January 2019</b>	100,843	3,318	(9,176)	190,747	285,732
<b>Changes in equity for 2019:</b>					
Profit for the year	—	—	—	18,199	18,199
Other comprehensive expense for the year	—	—	(4,239)	—	(4,239)
Total comprehensive income for the year	—	—	(4,239)	18,199	13,960
<b>Balance at 31 December 2019 and 1 January 2020</b>	100,843	3,318	(13,415)	208,946	299,692
<b>Changes in equity for 2020:</b>					
Loss for the year	—	—	—	(100,824)	(100,824)
Other comprehensive income for the year	—	—	9,479	—	9,479
Total comprehensive expense for the year	—	—	9,479	(100,824)	(91,345)
<b>Balance at 31 December 2020</b>	<b>100,843</b>	<b>3,318</b>	<b>(3,936)</b>	<b>108,122</b>	<b>208,347</b>

The notes on pages 72 to 145 form part of these financial statements.

# CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31 December 2020  
(Expressed in Hong Kong dollars)

	Note	2020 HK\$'000	2019 HK\$'000
<b>Operating activities</b>			
Cash (used in)/generated from operations	18(b)	(8,576)	34,004
Tax paid:			
– PRC Corporate Income Tax		(1,451)	(3,068)
– Hong Kong Profits Tax		(5,070)	(684)
<b>Net cash (used in)/generated from operating activities</b>		<b>(15,097)</b>	30,252
<b>Investing activities</b>			
Payment for purchase of property, plant and equipment		(18,350)	(1,495)
Proceeds from disposal of property, plant and equipment		5,671	3,149
Increase in pledged bank deposits		(218)	(2,065)
Payment for deposits for acquisition of property, plant and equipment		(1,433)	(2,369)
Interest received		303	377
<b>Net cash used in investing activities</b>		<b>(14,027)</b>	(2,403)
<b>Financing activities</b>			
Proceeds from new bank loans	18(c)	268,699	400,982
Repayment of bank loans	18(c)	(247,186)	(419,889)
Capital element of lease rentals paid	18(c)	(12,540)	(10,625)
Interest element of lease rentals paid	18(c)	(991)	(1,016)
Interest and other borrowing costs paid	18(c)	(6,430)	(7,787)
<b>Net cash generated from/(used in) financing activities</b>		<b>1,552</b>	(38,335)
<b>Net decrease in cash and cash equivalents</b>		<b>(27,572)</b>	(10,486)
Cash and cash equivalents at 1 January	18(a)	13,486	24,298
Effects of foreign exchange rate changes		175	(326)
<b>Cash and cash equivalents at 31 December</b>	18(a)	<b>(13,911)</b>	13,486

The notes on pages 72 to 145 form part of these financial statements.



# NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)*

## 1. GENERAL INFORMATION

Prosperous Printing Company Limited (the “**Company**”) was incorporated in Hong Kong on 23 December 1992 with limited liability under the Hong Kong Companies Ordinance. The shares of the Company were listed on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 13 December 2017.

The address of the Company’s registered office is 3/F., Yip Cheung Centre, 10 Fung Yip Street, Chai Wan, Hong Kong.

The Company and its subsidiaries (together referred to as the “**Group**”) are principally engaged in the production and trading of books and paper products.

## 2. SIGNIFICANT ACCOUNTING POLICIES

### (a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“**HKFRSs**”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange. Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain amendments to HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 2(d) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current accounting period reflected in these financial statements.

### (b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2020 comprise the Company and its subsidiaries.

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the financial assets at fair value through profit or loss are stated at their fair value (see Note 2(f)).

Non-current assets held for sale are stated at the lower of carrying amount and fair value less costs to sell (see Note 2(w)).

# NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)*

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (b) Basis of preparation of the financial statements (Continued)

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in Note 3.

### (c) Going concern basis

In determining the appropriate basis of preparation of financial statements, the directors are required to consider whether the Group could continue in operational existence for the foreseeable future.

The liquidity of the Group is primarily dependent on its ability to maintain adequate cash flow from operations to meet its debt obligations as and when they fall due, and its ability to obtain adequate external financing to meet its future capital expenditures.

The Group reported a net loss of approximately HK\$100,824,000 and operating cash outflow of approximately HK\$15,097,000 for the year ended 31 December 2020. As at 31 December 2020, the Group has bank loans and overdrafts amounting to approximately HK\$159,578,000, which are due for repayment during the year ending 31 December 2021. The Group's pledged bank deposits and cash at bank and on hand only amounted to approximately HK\$9,126,000 and HK\$1,551,000, respectively, as at 31 December 2020. The Group will be unable to fund the Group's operating activities and repay the bank loans and overdrafts in full when they fall due unless it is able to generate sufficient net cash inflows from its operations and/or extend or renew its existing bank borrowings upon their maturities. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern.

In view of such circumstances, the directors of the Company have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will be able to finance its future working capital and financial requirements. Certain measures have been and are being taken to manage its liquidity needs and to improve its financial position which include, but are not limited to, the following:

- (i) the Group will continue to pay close attention to its operations and make good use of its resources with an aim to attain positive and sustainable cash flow from operations;

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (c) Going concern basis (Continued)

- (ii) the Group is putting extra efforts on collecting its trade and other receivables;
- (iii) the Group entered into sale and purchase agreements to dispose certain of the Group's properties at cash consideration of HK\$13,500,000, and such transaction is expected to be completed in April 2021;
- (iv) the Group is in discussions with its bankers to timely renew or extend its existing banking facilities; and
- (v) the Group will actively and regularly review its capital structure and source additional capital by raising new debt financing, issuing new shares or selling the Group's properties, where appropriate.

The directors of the Company have reviewed the Group's cash flow projection covering a period of twelve months from the end of the reporting period prepared by management. In the opinion of the directors of the Company, assuming the success of the above measures, the Group will have sufficient working capital to meet its financial liabilities as and when they fall due. Accordingly, the consolidated financial statements have been prepared on a going concern basis. Should the Group be unable to continue as a going concern, adjustments would have to be made to write down the value of assets to their recoverable amounts, to provide for further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effect of these adjustments has not been reflected in the financial statements.

### (d) Changes in accounting policies

The Group has applied the following amendments to HKFRSs issued by the HKICPA to these financial statements for the current accounting period:

- Amendments to HKFRS 3, *Definition of a Business*
- Amendment to HKFRS 16, *Covid-19-Related Rent Concessions*

None of the amendments to HKFRSs have had material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standards or interpretation that is not effective for the current accounting period except for the amendment to HKFRS 16 "*Covid-19-Related Rent Concessions*", which provides a practical expedient that allows lessees not assess whether particular rent concessions occurring as a direct consequence of the COVID-19 pandemic are lease modifications and, instead, account for those concessions as if they were not lease modifications.

# NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)*

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (e) Subsidiaries

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

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as fair value on initial recognition of a financial asset (see Note 2(f)) or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see Note 2(j)(iii)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale (see Note 2(w))).

# NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)*

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (f) Other investments in debt and equity securities

The Group's policies for investments in debt and equity securities, other than investments in subsidiaries, associates and joint ventures, are set out below.

Investments in debt and equity securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at fair value through profit or loss (FVPL) for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see Note 25(e). These investments are subsequently accounted for as follows, depending on their classification.

### (i) Investments other than equity investments

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

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method (see Note 2(t)(iv)).
- fair value through other comprehensive income (FVOCI) — recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.
- fair value at profit or loss (FVPL) if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (f) Other investments in debt and equity securities (Continued)

#### (ii) Equity investments

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an irrevocable election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income in accordance with the policy set out in Note 2(t)(iii).

### (g) Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and impairment losses (see Note 2(j)(iii)).

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, over their estimated useful lives. The principal annual rates and bases used are as follows:

Leasehold land and buildings are depreciated over the shorter of the useful life of the buildings or the unexpired term of the land lease using the straight line method.

Plant and machinery	10% using the reducing balance method
Leasehold improvements, fixtures and furnitures	20% using the reducing balance method
Motor vehicles	20% using the reducing balance 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 between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (h) Intangible assets

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see Note 2(j)(iii)). Expenditure on internally generated goodwill and brands is recognised as an expense in the period in which it is incurred.

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

Computer Software	10 years
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Both the period and method of amortisation are reviewed annually.

### (i) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (i) Leased assets (Continued)

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see Notes 2(g) and 2(j)(iii)).

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("**lease modification**") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are any rent concessions which arose as a direct consequence of the COVID-19 pandemic and which satisfied the conditions set out in paragraph 46B of HKFRS 16 "*Leases*". In such cases, the Group took advantage of the practical expedient set out in paragraph 46A of HKFRS 16 and recognised the change in consideration as if it were not a lease modification.

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the reporting period.

### (j) Credit losses and impairment of assets

#### (i) Credit losses from financial instruments

The Group recognises a loss allowance for expected credit losses (ECLs) on financial assets measured at amortised cost (including cash and cash equivalents, pledged bank deposits, trade and other receivables and investments in key management insurance policies).

Financial assets measured at fair value (i.e., investment funds measured at FVPL) are not subject to the ECL assessment.



# NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)*

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (j) Credit losses and impairment of assets (Continued)

#### (i) Credit losses from financial instruments (Continued)

##### Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets, trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

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

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

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

# NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)*

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (j) Credit losses and impairment of assets (Continued)

#### (i) Credit losses from financial instruments (Continued)

##### Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) 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 (ii) the financial asset is 180 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

# NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)*

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (j) Credit losses and impairment of assets (Continued)

#### (i) Credit losses from financial instruments (Continued)

##### Basis of calculation of interest income

Interest income recognised in accordance with Note 2(t)(iv) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

##### Write-off policy

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (j) Credit losses and impairment of assets (Continued)

#### (ii) Credit losses from financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the “holder”) for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees issued are initially recognised within “trade and other payables” at fair value, which is determined by reference to fees charged in an arm’s length transaction for similar services, when such information is obtainable, or to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group’s policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss.

Subsequent to initial recognition, the amount initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued.

The Group monitors the risk that the specified debtor will default on the contract and recognises a provision when ECLs on the financial guarantees are determined to be higher than the amount carried in “trade and other payables” in respect of the guarantees (i.e. the amount initially recognised, less accumulated amortisation).

To determine ECLs, the Group considers changes in the risk of default of the specified debtor since the issuance of the guarantee. A 12-month ECL is measured unless the risk that the specified debtor will default has increased significantly since the guarantee is issued, in which case a lifetime ECL is measured. The same definition of default and the same assessment of significant increase in credit risk as described in Note 2(j)(i) apply.

As the Group is required to make payments only in the event of a default by the specified debtor in accordance with the terms of the instrument that is guaranteed, an ECL is estimated based on the expected payments to reimburse the holder for a credit loss that it incurs less any amount that the Group expects to receive from the holder of the guarantee, the specified debtor or any other party. The amount is then discounted using the current risk-free rate adjusted for risks specific to the cash flows.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (j) Credit losses and impairment of assets (Continued)

#### (iii) Impairment of other non-current assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment, including right-of-use assets;
- intangible assets; and
- investments in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated.

#### — Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

#### — Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

#### — Reversals of impairment losses

An impairment loss is reversed if there has been a favorable change in the estimates used to determine the recoverable amount.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

# NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)*

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (k) Inventories

Inventories are assets which are held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process or in the rendering of services.

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

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

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised.

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

### (l) Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue (see Note 2(t)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for expected credit losses (ECL) in accordance with the policy set out in Note 2(j)(i) and are reclassified to receivables when the right to the consideration has become unconditional (see Note 2(m)).

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see Note 2(t)). A contract liability would also be recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see Note 2(m)).

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see Note 2(t)).

### (m) Trade and other receivables

A receivables is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset (see Note 2(l)).

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see Note 2(j)(i)).

# NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)*

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (n) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows. Cash and cash equivalents are assessed for ECL in accordance with the policy set out in Note 2(j)(i).

### (o) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities measured in accordance with Note 2(j)(ii), trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

### (p) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see Note 2(v)).

### (q) Employee benefits

#### (i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

#### (ii) Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

### (r) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

# NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)*

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (r) Income tax (Continued)

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantially enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.



# NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)*

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (r) Income tax (Continued)

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

### (s) Provisions, contingent liabilities and onerous contracts

#### (i) Provisions and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

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, whose existence 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.

#### (ii) Onerous contracts

An onerous contract exists when the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Provisions for onerous contracts are measured at the present value of the lower of the expected cost of terminating the contract and the net cost of continuing with the contract.

# NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)*

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (t) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods or the provision of services in the ordinary course of the Group's business.

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

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. 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 accreted on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in paragraph 63 of HKFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

Further details of the Group's revenue and other income recognition policies are as follows:

#### (i) Sale of goods

Revenue is recognised when the customer takes possession of and accepts the products. If the products are a partial fulfilment of a contract covering other goods and/or services, then the amount of revenue recognised is an appropriate proportion of the total transaction price under the contract, allocated between all the goods and services promised under the contract on a relative stand-alone selling price basis.

#### (ii) Provision of sub-contracting services

Revenue arising from provision of sub-contracting services is recognised when the customer accepts and takes the control of the goods sub-contracted to the Group.

#### (iii) Dividends

- Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.
- Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

# NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)*

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (t) Revenue and other income (Continued)

#### (iv) Interest income

Interest income is recognised as it accrues under the effective interest method using the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see Note 2(j)(i)).

#### (v) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

### (u) Translation of foreign currencies

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (the “**functional currency**”). These financial statements are presented in Hong Kong dollars (“**HKS**”), which is the Company’s functional and presentation currency.

Foreign currency transactions during the reporting period are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Company initially recognises such non-monetary assets or liabilities. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of operations outside Hong Kong are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into Hong Kong dollars at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of an operation outside Hong Kong, the cumulative amount of the exchange differences relating to that operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

# NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)*

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (v) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

### (w) Non-current assets held for sale

A non-current asset is classified as held for sale if it is highly probable that its carrying amount will be recovered through a sale transaction rather than through continuing use and the asset is available for sale in its present condition.

Immediately before classification as held for sale, the measurement of the non-current assets is brought up-to-date in accordance with the accounting policies before the classification. Then, on initial classification as held for sale and until disposal, the non-current assets (except for certain assets as explained below), are recognised at the lower of their carrying amount and fair value less costs to sell. The principal exceptions to this measurement policy so far as the financial statements of the Group and the Company are concerned are deferred tax assets and financial assets (other than investments in subsidiaries, associates and joint ventures). These assets, even if held for sale, would continue to be measured in accordance with the policies set out elsewhere in Note 2.

Impairment losses on initial classification as held for sale, and on subsequent remeasurement while held for sale, are recognised in profit or loss. As long as a non-current asset is classified as held for sale, the non-current asset is not depreciated or amortised.

# NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)*

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (x) Related parties

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

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.

# NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)*

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (y) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various 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 products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or 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.

## 3. ACCOUNTING JUDGEMENTS AND ESTIMATES

Note 25 contains information about the assumptions and their risk factors relating to financial instruments. Other key sources of estimation uncertainty are as follows:

### (a) Impairment of property, plant and equipment

If circumstances indicate that the carrying amounts of property, plant and equipment may not be recoverable, the assets may be considered "impaired" and are tested for impairment. An impairment loss may be recognised to reduce the carrying amounts to the recoverable amount in accordance with the accounting policy for impairment of these assets as described in Note 2(j)(iii). The recoverable amount is the greater of the fair value less costs of disposal and the value in use. In determining the value in use, expected cash flows generated by the asset are discounted to their present value, which requires significant judgement relating to level of future income and operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of recoverable amount, including estimates based on reasonable and supportable assumptions and projections of future income and operating costs. When the recoverable amount is lower than the carrying amount, an impairment loss is recognised in profit or loss. However, any change in the assumptions adopted in the cash flow forecasts would increase or decrease the provision for impairment loss and affect the Group's financial position. Details of the nature and carrying amounts of property, plant and equipment are disclosed in Note 11.

# NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)*

## 3. ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

### (b) Useful lives, residual values and depreciation of property, plant and equipment

The Group determines the estimated useful lives, residual values and related depreciation charges for its items of property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of items of property, plant and equipment of similar nature and functions. Management will increase the depreciation charge where useful lives are less than previously estimated useful lives, and it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives; actual residual values may differ from estimated residual values. Periodic review could result in a change in depreciable lives and residual values and therefore depreciation expense in the future period.

### (c) Loss allowance of trade receivables

The Group estimates the loss allowances for trade receivables by assessing the ECLs. This requires the use of estimates and judgements. The management has established a loss allowance for trade receivables based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current conditions and forecasts of future economic conditions at the end of reporting period. Allowances are applied to trade receivables where events or changes in circumstances indicate that the balance may not be collectible. Where the expectation is different from the original estimate, such difference will affect the carrying amounts of trade receivables and thus the loss allowance in the period in which such estimate is changed. The Group keeps assessing the expected credit loss of trade receivables during their expected lives.

### (d) Net realisable value of inventories

The Group performs regular review of the carrying amount of inventories as disclosed in Note 15 with reference to ageing analysis of the Group's inventories, expected future consumption, projections of expected future saleability of goods and management experience and judgement. Based on this review, write-down of inventories will be made when the estimated net realisable value of inventories declines below their carrying amount. Due to changes in technological, market and economic environment, actual consumption and actual saleability of goods may be different from estimation and profit or loss could be affected by differences in this estimation.

### (e) Income taxes and deferred tax assets

The Group is subject to income taxes in various jurisdictions. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters are different from the amounts that were initially recorded, such differences will impact the current income tax and deferred tax assets and liabilities in the period in which such determinations are made.

Deferred tax assets relating to temporary differences and tax losses are recognised when management expects it is probable that future taxable profits will be available to utilise against the temporary differences or tax losses. Where the expectations are different from the original estimates, such differences will impact the recognition of deferred tax assets in the period in which such estimates have been changed.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 4. REVENUE AND SEGMENT REPORTING

### (a) Revenue

Revenue represents the amounts received and receivable from sales of books and paper products and provision of sub-contracting services, which are recognised at a point in time.

#### (i) Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service lines is as follows:

	2020 HK\$'000	2019 HK\$'000
<b>Revenue from contracts with customers within the scope of HKFRS 15</b>		
Disaggregated by major products or service lines		
Revenue arising from sales of books and paper products	267,403	445,307
Revenue arising from provision of sub-contracting services in relation to books and paper products	11,541	16,254
	<b>278,944</b>	461,561

Disaggregation of revenue from contracts with customers by geographical areas is disclosed in Note 4(b).



# NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)*

## 4. REVENUE AND SEGMENT REPORTING (CONTINUED)

### (a) Revenue (Continued)

#### (ii) Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date

The Group has applied the practical expedient in paragraph 121 of HKFRS 15 to exempt the disclosure of revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date to its revenue from sales contracts for books and paper products and services contracts for sub-contracting works as the performance obligations is part of a contract that had an original expected duration of one year or less.

### (b) Segment reporting

HKFRS 8 “Operating Segments” requires identification and disclosure of operating segment information based on internal financial reports that are regularly reviewed by the Company’s executive directors, being the Group’s chief operating decision makers (“CODM”), for the purpose of resource allocation and performance assessment. On this basis, the Group has determined that it only has one operating segment which is books and paper products production segment.

#### (i) Information about major customers

The Group’s customer base is diversified and includes three customers (2019: two) with whom transactions have exceeded 10% of the Group’s revenue for the year ended 31 December 2020. Revenue arising from sales of books and paper products to these customers, including sales to entities which are known to the Group to be under common control with each of these customers, for the year ended 31 December 2020 was HK\$46,094,000 (2019: HK\$105,405,000), HK\$38,091,000 (2019: HK\$83,099,000) and HK\$32,330,000 (2019: HK\$42,954,000) respectively.

Details of concentrations of credit risk arising from these customers are set out in Note 25(a).

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 4. REVENUE AND SEGMENT REPORTING (CONTINUED)

### (b) Segment reporting (Continued)

#### (ii) Information about geographical areas

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment, intangible assets and deposits for acquisition of property, plant and equipment ("specified non-current assets"). The geographical location of customers is based on the location of external customers. The geographical location of the specified non-current assets is based on the physical location of the asset, in the case of property, plant and equipment, and the location of the operation to which they are allocated, in the case of intangible assets.

	Revenue from external customers		Specified non-current assets	
	2020 HK\$'000	2019 HK\$'000	2020 HK\$'000	2019 HK\$'000
Hong Kong (place of domicile)	139,011	245,823	134,851	139,354
Mainland China	11,541	16,255	86,198	99,968
United States	126,003	189,397	—	—
United Kingdom ("UK")	2,016	4,666	—	—
Australia	—	908	—	—
Other countries	373	4,512	—	—
	278,944	461,561	221,049	239,322

Revenue from the individual countries included in other countries is not significant.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 5. OTHER NET INCOME

	2020 HK\$'000	2019 HK\$'000
Bank interest income	303	377
Interest income from investments in key management insurance policies	411	348
Profit arising from sales of scrap materials	1,732	3,098
Government grants		
— compensation for relocation of a factory in the PRC (note (i))	—	16,165
— other PRC government subsidies (note (ii))	4,740	1,472
— Employment Support Scheme (note (iii))	3,885	—
Net foreign exchange (loss)/gain	(2,882)	3,627
Change in fair value of financial assets at fair value through profit or loss	11	(26)
Sundry income	925	304
	<b>9,125</b>	<b>25,365</b>

Note (i): In 2019, the Group received grants from government in connection with the surrender of the Group's production plant (see Note 6(c)) and relocation to a new factory in the People's Republic of China (the "PRC"). The conditions attached to such government grants were fully complied with.

Note (ii): Government subsidies were received from several local government authorities in the PRC for the Group's contribution to local economies, of which the entitlements were unconditional and at the discretion of the relevant authorities.

Note (iii): In 2020, the Group successfully applied for funding support from the Employment Support Scheme under the Anti-epidemic Fund, set up by the Hong Kong Government. The purpose of the funding is to provide financial support to enterprises to retain their employees who would otherwise be made redundant. Under the terms of the grant, the Group is required not to make redundancies during the subsidy period and to spend all the funding on paying wages to the employees.

## 6. (LOSS)/PROFIT BEFORE TAXATION

(Loss)/profit before taxation is arrived at after charging:

	2020 HK\$'000	2019 HK\$'000
<b>(a) Finance costs</b>		
Interest on bank loans and overdrafts (Note 18(c))	5,932	7,081
Interest on lease liabilities (Note 18(c))	1,052	1,016
Other borrowing costs (Note 18(c))	498	706
Total interest expense on financial liabilities not at fair value through profit or loss	<b>7,482</b>	<b>8,803</b>
<b>(b) Staff costs# (including directors' emoluments)</b>		
Contributions to defined contribution retirement plans	3,116	9,222
Salaries, wages and other benefits	73,297	84,382
	<b>76,413</b>	<b>93,604</b>

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 6. (LOSS)/PROFIT BEFORE TAXATION (CONTINUED)

### (b) Staff costs<sup>#</sup> (including directors' emoluments) (Continued)

The Group operates a Mandatory Provident Fund Scheme (the “MPF Scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF Scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the plan vest immediately.

In addition, employees with 4 years to 10 years of service of the Group are entitled to receive the employer's additional voluntary contributions equal to 5% to 10% of the employees' monthly basic salaries when the employees make additional voluntary contributions at the same time. The maximum voluntary contributions of the Group for those employees with services of the Group more than 10 years are 10% of the employees' basic salaries.

Pursuant to the relevant labour rules and regulations in the PRC, the Group's subsidiary in the PRC participates in defined contribution retirement benefit schemes (the “Schemes”) organised by the relevant local government authorities in the PRC whereby the subsidiary is required to make contributions to the Schemes based on a percentage of the eligible employees' salaries during the years ended 31 December 2020 and 2019.

The Group has no other material obligation for the payment of pension benefits associated with those schemes beyond the annual contributions described above.

### (c) Other items

	2020 HK\$'000	2019 HK\$'000
Amortisation cost of intangible assets (Note 12)	112	113
Depreciation charge <sup>#</sup> (Note 11)		
— owned property, plant and equipment	9,301	10,753
— right-of-use assets	15,378	13,018
	24,679	23,771
Expense relating to short-term leases <sup>#</sup>	—	5,852
Professional fee for application for transfer of listing <sup>^</sup>	—	2,571
Factory relocation expenses <sup>^</sup>		
— loss on disposal of property, plant and equipment (note (i))	—	10,668
— others	—	2,233
	—	12,901
Loss on disposal of property, plant and equipment	7,112	—
Auditors' remuneration		
— audit services	1,250	1,200
— other services	—	1,570
	1,250	2,770
Cost of finished goods <sup>#</sup> (Note 15(b))	283,378	328,147

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 6. PROFIT BEFORE TAXATION (CONTINUED)

### (c) Other items (Continued)

Note (i): In 2019, the Group received a notice from the local government regarding the surrender of the Group's production plant in Shenzhen, the PRC. The relevant property, plant and equipment were disposed of and the corresponding loss on disposal was recognised as "Other operating expenses".

^ Professional fee for application for transfer of listing and factory relocation expenses were presented in "Other operating expenses" in the consolidated statement of profit or loss.

# Cost of finished goods includes HK\$61,551,000 (2019: HK\$74,157,000) relating to staff costs, lease expenses and depreciation expenses, which are also included in the respective total amounts disclosed separately above or in Note 6(b) for each of these types of expenses.

## 7. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

### (a) Income tax in the consolidated statement of profit or loss represents:

	2020 HK\$'000	2019 HK\$'000
<b>Current tax — Hong Kong Profits Tax</b>		
Provision for the year	917	4,626
Under-provision in respect of prior years	208	1,006
<b>Current tax — PRC Corporate Income Tax</b>		
Provision for the year	1,381	5,142
(Over)/under-provision in respect of prior years	(5)	14
<b>Deferred tax (Note 23(b))</b>		
Origination and reversal of temporary differences	(1,211)	1,087
	<b>1,290</b>	<b>11,875</b>

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operates.

The provision for the PRC Corporate Income Tax of the subsidiary established in the PRC is calculated at 25% of the estimated taxable profits for the reporting period.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 7. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

### (a) Income tax in the consolidated statement of profit or loss represents: (Continued)

Pursuant to the rules and regulations of the British Virgin Islands, the Group is not subject to any income tax in the jurisdiction.

For the years ended 31 December 2020 and 2019, Hong Kong Profits Tax of the qualified entity of the Group is calculated in accordance with the two-tiered profits tax rates regime. Under the two-tiered profits tax rate regime, the first HK\$2 million of profits of a qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of other group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the flat rate of 16.5%.

### (b) Reconciliation between tax expense and accounting profit at applicable tax rates:

	2020 HK\$'000	2019 HK\$'000
(Loss)/profit before taxation	(99,354)	30,074
Notional tax on (loss)/profit before taxation calculated at the rates applicable to the profits in the jurisdictions concerned	(18,860)	8,320
Tax effect of non-deductible expenses	17,987	2,829
Tax effect of non-taxable income	(6,778)	(119)
Tax effect of tax losses not recognised	8,778	—
Utilisation of unused tax losses	—	(491)
Utilisation of previously unrecognised temporary differences	—	(195)
Statutory tax concession	(40)	(100)
Under provision in prior years	203	1,020
Others	—	611
Actual tax expense	1,290	11,875

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 8. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation and the chief executive's emoluments are as follows:

For the year ended 31 December 2020:

	Directors' fees HK\$'000	Salaries, allowance and benefits in kind HK\$'000	Retirement scheme contributions HK\$'000	Total HK\$'000
<b>Executive directors</b>				
Lam Sam Ming ( <i>Chairman and chief executive</i> )	2,160	540	198	2,898
Yao Yuan	324	78	30	432
Chan Sau Po	768	239	82	1,089
<b>Non-executive director</b>				
Ong Chor Wei	95	—	—	95
<b>Independent non-executive directors</b>				
Cheung Yin	120	—	—	120
Wong Hei Chiu	120	—	—	120
Leung Vincent Gar-Gene	120	—	—	120
	<b>3,707</b>	<b>857</b>	<b>310</b>	<b>4,874</b>

For the year ended 31 December 2019:

	Directors' fees HK\$'000	Salaries, allowance and benefits in kind HK\$'000	Retirement scheme contributions HK\$'000	Total HK\$'000
<b>Executive directors</b>				
Lam Sam Ming ( <i>Chairman and chief executive</i> )	2,160	540	234	2,934
Yao Yuan	300	76	15	391
Chan Sau Po	750	229	93	1,072
<b>Non-executive director</b>				
Ong Chor Wei	120	—	—	120
<b>Independent non-executive directors</b>				
Cheung Yin	120	—	—	120
Wong Hei Chiu	120	—	—	120
Leung Vincent Gar-Gene	120	—	—	120
	<b>3,690</b>	<b>845</b>	<b>342</b>	<b>4,877</b>

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 8. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (CONTINUED)

During the year, there were no amounts paid or payable by the Group to the directors or any of the highest paid individuals set out in Note 9 below as an inducement to join or upon joining the Group or as compensation for loss of office. There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

The Company did not have any share option scheme for the purchase of ordinary shares in the Company during the year.

## 9. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, two (2019: two) are directors whose emoluments are disclosed in Note 8. The aggregate of the emoluments in respect of the other three (2019: three) individuals are as follows:

	2020 HK\$'000	2019 HK\$'000
Salaries and other emoluments	2,344	2,258
Retirement scheme contributions	220	243
	<b>2,564</b>	2,501

The emoluments of the three (2019: three) individuals with the highest emoluments are within the following band:

	2020 Number of individuals	2019 Number of individuals
Nil to HK\$1,000,000	2	2
HK\$1,000,001 to HK\$2,000,000	1	1

## 10. (LOSS)/EARNINGS PER SHARE

### (a) Basic (loss)/earnings per share

The calculation of basic (loss)/earnings per share is based on the loss attributable to ordinary equity shareholders of the Company of HK\$100,824,000 (2019: profit attributable to ordinary equity shareholders of the Company of HK\$18,199,000) and the weighted average of 800,000,000 (2019: 800,000,000) ordinary shares in issue during the year.

### (b) Diluted (loss)/earnings per share

There were no dilutive potential ordinary shares during the years ended 31 December 2020 and 2019, and therefore, diluted (loss)/earnings per share is the same as the basic (loss)/earnings per share.



# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 11. PROPERTY, PLANT AND EQUIPMENT

### (a) Reconciliation of carrying amount

	Ownership interests in land and buildings held for own use HK\$'000	Other properties leased for own use HK\$'000	Plant and machinery HK\$'000	Leasehold improvements, fixtures and furnitures HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
<b>Cost:</b>						
At 1 January 2019	131,800	4,340	305,619	15,076	5,983	462,818
Additions	—	15,341	314	321	1,946	17,922
Disposals	—	—	(45,758)	(1,056)	—	(46,814)
Exchange realignment	—	(324)	(2,717)	(64)	(10)	(3,115)
<b>At 31 December 2019</b>	<b>131,800</b>	<b>19,357</b>	<b>257,458</b>	<b>14,277</b>	<b>7,919</b>	<b>430,811</b>
At 1 January 2020	131,800	19,357	257,458	14,277	7,919	430,811
Additions	—	21,332	17,864	6,055	—	45,251
Reclassification to assets held for sale (Note 19)	(14,800)	—	—	—	—	(14,800)
Disposals	—	(20,208)	(32,021)	(1,423)	—	(53,652)
Exchange realignment	—	1,302	7,224	290	32	8,848
<b>At 31 December 2020</b>	<b>117,000</b>	<b>21,783</b>	<b>250,525</b>	<b>19,199</b>	<b>7,951</b>	<b>416,458</b>
<b>Accumulated depreciation:</b>						
At 1 January 2019	10,983	—	181,458	9,798	3,288	205,527
Charge for the year	4,545	6,874	10,952	872	528	23,771
Written back on disposals	—	—	(31,980)	(890)	—	(32,870)
Exchange realignment	—	(105)	(1,661)	(46)	(131)	(1,943)
<b>At 31 December 2019</b>	<b>15,528</b>	<b>6,769</b>	<b>158,769</b>	<b>9,734</b>	<b>3,685</b>	<b>194,485</b>
At 1 January 2020	15,528	6,769	158,769	9,734	3,685	194,485
Charge for the year	4,545	8,489	9,431	1,451	763	24,679
Reclassification to asset held for sale (Note 19)	(2,254)	—	—	—	—	(2,254)
Written back on disposals	—	(5,447)	(19,040)	(1,168)	—	(25,655)
Exchange realignment	—	603	5,193	67	274	6,137
<b>At 31 December 2020</b>	<b>17,819</b>	<b>10,414</b>	<b>154,353</b>	<b>10,084</b>	<b>4,722</b>	<b>197,392</b>
<b>Net book value:</b>						
<b>At 31 December 2020</b>	<b>99,181</b>	<b>11,369</b>	<b>96,172</b>	<b>9,115</b>	<b>3,229</b>	<b>219,066</b>
At 31 December 2019	116,272	12,588	98,689	4,543	4,234	236,326

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 11. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

### (b) Right-of-use assets

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

	Note	2020 HK\$'000	2019 HK\$'000
Ownership interests in leasehold land and buildings held for own use, carried at cost in Hong Kong, with remaining lease term of 50 years or more	(i)	99,181	116,272
Other properties leased for own use, carried at depreciated cost	(ii)	11,369	12,588
Plant and machinery, carried at depreciated cost	(iii)	13,938	11,539
Motor vehicles, carried at depreciated cost	(iii)	2,304	2,880
		<b>126,792</b>	143,279

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

	2020 HK\$'000	2019 HK\$'000
Depreciation charge of right-of-use assets by class of underlying asset:		
Ownership interests in leasehold land and buildings	4,545	4,545
Other properties leased for own use	8,489	6,874
Plant and machinery	1,768	1,295
Motor vehicles	576	304
	<b>15,378</b>	13,018
Interest on lease liabilities (Note 6(a))	1,052	1,016
Expense relating to short-term leases (Note 6(c))	—	5,852

# NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)*

## 11. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

### (b) Right-of-use assets (Continued)

During the year, additions to right-of-use assets were approximately HK\$24,878,000 (2019: HK\$17,287,000) which were primarily related to the capitalised lease payments payable under new tenancy agreements.

Details of total cash outflow for leases and the maturity analysis of lease liabilities are set out in Notes 18(d) and 22, respectively.

### (i) Ownership interests in leasehold land and buildings held for own use

The Group holds several industrial buildings for its book and paper products business, where its production facilities are primary located. The Group is the registered owner of these property interests, including the whole or part of undivided share in the underlying land. Lump sum payments were made upfront to acquire these property interests from their previous registered owners, and there are no ongoing payments to be made under the terms of the land lease, other than payments based on rateable values set by the relevant government authorities. These payments vary from time to time and are payable to the relevant government authorities.

### (ii) Other properties leased for own use

The Group has obtained the right to use other properties as its office premises, production plant and warehouses through tenancy agreements. The leases typically run for an initial period of 1 to 3 years. Lease payments are usually increased every three years to reflect market rentals.

### (iii) Other leases

The Group leases production plant, machinery and motor vehicles under leases expiring from 1 to 3 years. All leases include an option to purchase the leased equipment at the end of the lease term at a price deemed to be a bargain purchase option. None of the leases includes variable lease payments.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 12. INTANGIBLE ASSETS

	Computer software HK\$'000
<b>Cost:</b>	
At 1 January 2019	1,136
Exchange realignment	(24)
<b>At 31 December 2019</b>	<b>1,112</b>
At 1 January 2020	1,112
Exchange realignment	73
<b>At 31 December 2020</b>	<b>1,185</b>
<b>Accumulated amortisation:</b>	
At 1 January 2019	381
Charge for the year	113
Exchange realignment	(9)
<b>At 31 December 2019</b>	<b>485</b>
At 1 January 2020	485
Charge for the year	112
Exchange realignment	38
<b>At 31 December 2020</b>	<b>635</b>
<b>Net book value:</b>	
<b>At 31 December 2020</b>	<b>550</b>
At 31 December 2019	627

The amortisation charge for the year is included in “Administrative expenses” in the consolidated statement of profit or loss.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 13. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2020 HK\$'000	2019 HK\$'000
<b>Financial assets at FVPL</b>		
Investment funds in Hong Kong, at fair value		
— Unlisted but quoted funds	2,577	2,407

The fair value of investment funds is based on quoted market price in an active market at the end of the reporting period.

The financial assets at FVPL of approximately HK\$2,577,000 (2019: HK\$2,407,000) denominated in Renminbi (“RMB”) were pledged as collateral for the Group’s banking facilities (see Note 21) as at 31 December 2020.

## 14. INVESTMENTS IN KEY MANAGEMENT INSURANCE POLICIES

In prior years, the Group entered into the following key management insurance policies:

### (a) 2017 key management insurance policies

During the year ended 31 December 2017, the Company entered into two key management insurance policies (the “**Policy I**” and “**Policy II**”) with insurance companies to insure two directors of the Company. Under these policies, the Company is the beneficiary and policy holder, and the total insured sums of Policy I and Policy II are US\$536,395 and US\$1,000,000, respectively. The Company is required to pay a single premium of US\$128,000 (equivalent to approximately HK\$992,000) and US\$256,580 (equivalent to approximately HK\$1,988,000), respectively, under the Policy I and Policy II to the insurance company at inception. The Company can, at any time, withdraw cash based on the account value of the relevant policy (“**Account Value**”) at the date of withdrawal, which is determined by the gross premium paid plus accumulated interest earned and minus any charges made in accordance with the terms and conditions of the policies. If withdrawal is made between the 1st to 15th policy year, there is a specified amount of surrender charge deducted from Account Value. Under the Policy I, the insurance company will pay the Group a guaranteed interest rate of 3.9% per annum for the first five years and a variable return per annum afterwards (with guaranteed minimum interest rate of 2.25%) during the effective period of the policy. Under the Policy II, the insurance company will pay the Group a guaranteed interest rate of 3.4% per annum for the first year and a variable return per annum afterwards (with guaranteed minimum interest rate of 1.8%) during the effective period of the policy.

# NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)*

## 14. INVESTMENTS IN KEY MANAGEMENT INSURANCE POLICIES (CONTINUED)

### (a) 2017 key management insurance policies (Continued)

As represented by the directors of the Company, the Company will not terminate the policies nor withdraw cash prior to the end of the 15th policy year and the expected life of the policies remained unchanged since their initial recognition. The balances of the deposit of key management insurance policies are denominated in United States dollar (“US\$”), being a currency other than the functional currency of the relevant group entity.

### (b) 2016 key management insurance policy

During the year ended 31 December 2016, the Company entered into a key management insurance policy with an insurance company to insure a director of the Company. Under this policy, the Company is the beneficiary and policy holder and the total insured sum is US\$1,250,000. The Company is required to pay a single premium of US\$655,862 (equivalent to approximately HK\$5,083,000) to the insurance company at inception. The Company can, at any time, withdraw cash based on the account value of the policy (“Account Value”) at the date of withdrawal, which is determined by the gross premium paid plus accumulated interest earned and minus any charges made in accordance with the terms and conditions of the policy. If withdrawal is made between the 1st to 18th policy year, there is a specified amount of surrender charge deducted from Account Value. The insurance company will pay the Group a guaranteed interest rate of 4% per annum for the first year and a variable return per annum afterwards (with guaranteed minimum interest rate of 2%) during the effective period of the policy.

As represented by the directors of the Company, the Company will not terminate the policy nor withdraw cash prior to the end of the 18th policy year and the expected life of the policy remained unchanged since its initial recognition. The balance of the deposit of key management insurance policy is denominated in US\$, being a currency other than the functional currency of the relevant group entity.

At the inception date, the gross premium paid by the Company included a fixed policy premium charge and a deposit. Monthly policy expense and insurance charges will be incurred over the insurance period with reference to the terms set out in the relevant key management insurance policies. The policy premium, expense and insurance charges are recognised in profit or loss over the expected life of the relevant policy and the deposit placed is carried at amortised cost using the effective interest method.

As at 31 December 2020, investments in key management insurance policies with carrying amount of HK\$2,095,000 (2019: HK\$7,498,000) were pledged as collateral for the Group’s banking facilities (see Note 21).

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 15. INVENTORIES

(a) Inventories in the consolidated statement of financial position comprise:

	2020 HK\$'000	2019 HK\$'000
Raw materials	35,253	60,321
Work-in-progress	14,078	11,671
Finished goods	1,266	1,038
	<b>50,597</b>	<b>73,030</b>

(b) The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

	2020 HK\$'000	2019 HK\$'000
Carrying amount of inventories sold	273,135	328,147
Write down of inventories	10,243	—
	<b>283,378</b>	<b>328,147</b>

## 16. TRADE AND OTHER RECEIVABLES

	2020 HK\$'000	2019 HK\$'000
Trade receivables	169,774	175,899
Less: loss allowance (Note 25(a)(i))	(24,447)	(14,022)
Trade receivables, net of loss allowance	145,237	161,877
Other receivables	986	2,209
Advance to a supplier	10,400	—
Financial assets measured at amortised cost	156,713	164,086
Prepayments	583	10,802
Utility and other deposits	3,141	1,487
Other tax recoverable	2,656	2,852
	<b>163,093</b>	<b>179,227</b>

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 16. TRADE AND OTHER RECEIVABLES (CONTINUED)

The amount of utility and other deposits expected to be recovered or recognised as expense after more than one year is HK\$3,113,000 (2019: HK\$1,480,000). All of the other trade and other receivables are expected to be recovered or recognised as expense within one year.

### Ageing analysis

As of the end of the reporting period, the ageing analysis of trade receivables, based on the invoice date and net of loss allowance, is as follows:

	2020 HK\$'000	2019 HK\$'000
Within 1 month	10,151	34,207
1 to 3 months	10,616	65,263
3 to 6 months	15,921	41,832
6 to 12 months	46,066	12,679
Over 1 year	62,573	7,896
	<b>145,327</b>	161,877

Trade receivables are normally due within 180 days from the date of billing. Further details on the Group's credit policy and credit risk arising from trade receivables are set out in Note 25(a)(i).

### Transferred receivables

The carrying amounts of the trade receivables include receivables which are subject to a factoring arrangement. Under this arrangement, the Group has transferred the relevant receivables to the factor in exchange for cash and is prevented from selling or pledging the receivables. The Group therefore continues to recognise the transferred assets in their entirety in its consolidated statement of financial position. The amount repayable under the factoring agreement is presented as secured borrowing. The Group considers the held to collect business model to remain appropriate for these receivables and hence continues measuring them at amortised cost.

The relevant carrying amounts are as follows:

	2020 HK\$'000	2019 HK\$'000
Transferred receivables	2,581	14,922
Associated secured borrowings (bank loans — see Note 21)	1,254	11,272



# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 17. PLEDGED BANK DEPOSITS

Pledged bank deposits are pledged to a bank to secure banking facilities granted to the Group (see Note 21).

## 18. CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION

### (a) Cash and cash equivalents comprise:

	2020 HK\$'000	2019 HK\$'000
Cash and cash equivalents in the consolidated statement of financial position		
— Cash at bank and on hand	1,551	29,116
Bank overdrafts ( <i>Note 21</i> )	(15,462)	(15,630)
Cash and cash equivalents in the consolidated statement of cash flows	(13,911)	13,486

At 31 December 2020, bank balances of a PRC subsidiary amounting to HK\$509,000 (2019: HK\$18,621,000) are not freely convertible into other currencies and subject to the exchange restrictions imposed by the PRC government.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 18. CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (CONTINUED)

### (b) Reconciliation of (loss)/profit before taxation to cash (used in)/generated from operations:

	Note	2020 HK\$'000	2019 HK\$'000
<b>(Loss)/profit before taxation</b>		<b>(99,534)</b>	30,074
Adjustments for:			
Depreciation	6(c)	24,679	23,771
Loss on disposal of property, plant and equipment	6(c)	7,112	—
Factory relocation expenses — loss on disposal of property, plant and equipment	6(c)	—	10,668
Amortisation of intangible assets	6(c)	112	113
Bank interest income	5	(303)	(377)
Interest income from investments in key management insurance policies	5	(411)	(348)
Insurance premium charge for investments in key management insurance policies		273	172
Finance costs	6(a)	7,482	8,803
Exchange differences		(104)	(648)
Change in fair value of financial assets at FVPL	5	(11)	26
<b>Changes in working capital:</b>			
Decrease in inventories		31,041	11,786
Decrease/(increase) in trade and other receivables		16,586	(36,087)
Increase/(decrease) in trade and other payables		4,502	(13,949)
<b>Cash (used in)/generated from operations</b>		<b>(8,576)</b>	34,004

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 18. CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (CONTINUED)

### (c) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Bank loans and overdrafts HK\$'000 (Note 21)	Lease liabilities HK\$'000 (Note 22)	Total HK\$'000
<b>At 1 January 2020</b>	158,286	22,870	181,156
<b>Changes from financing cash flows:</b>			
Proceeds from new bank loans	268,699	—	268,699
Repayment of bank loans	(247,186)	—	(247,186)
Interest and other borrowing costs paid	(6,430)	—	(6,430)
Capital element of lease rentals paid	—	(12,540)	(12,540)
Interest element of lease rentals paid	—	(991)	(991)
<b>Total changes from financing cash flows</b>	<b>15,083</b>	<b>(13,531)</b>	<b>1,552</b>
<b>Exchange adjustments</b>	—	811	811
<b>Other changes:</b>			
Decrease in bank overdrafts	(168)	—	(168)
Increase in lease liabilities from entering into new leases during the period	—	24,532	24,532
Early termination of tenancy agreements	—	(15,215)	(15,215)
Interest on lease liabilities (Note 6(a))	—	1,052	1,052
Interest on bank loans and overdrafts (Note 6(a))	5,932	—	5,932
Other borrowing costs (Note 6(a))	498	—	498
<b>Total other changes</b>	<b>6,262</b>	<b>10,369</b>	<b>16,631</b>
<b>At 31 December 2020</b>	<b>179,631</b>	<b>20,519</b>	<b>200,150</b>

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 18. CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (CONTINUED)

### (c) Reconciliation of liabilities arising from financing activities (Continued)

	Bank loans and overdrafts HK\$'000 (Note 21)	Lease liabilities HK\$'000 (Note 22)	Total HK\$'000
<b>At 1 January 2019</b>	172,713	16,667	189,380
<b>Changes from financing cash flows:</b>			
Proceeds from new bank loans	400,982	—	400,982
Repayment of bank loans	(419,889)	—	(419,889)
Interest and other borrowing costs paid	(7,787)	—	(7,787)
Capital element of finance lease rentals paid	—	(10,625)	(10,625)
Interest element of finance lease rentals paid	—	(1,016)	(1,016)
<b>Total changes from financing cash flows</b>	<b>(26,694)</b>	<b>(11,641)</b>	<b>(38,335)</b>
<b>Exchange adjustments</b>	—	(244)	(244)
<b>Other changes:</b>			
Increase in bank overdrafts	4,480	—	4,480
New finance leases	—	17,072	17,072
Interest on lease liabilities (Note 6(a))	—	1,016	1,016
Interest on bank loans and overdrafts (Note 6(a))	7,081	—	7,081
Other borrowing costs (Note 6(a))	706	—	706
<b>Total other changes</b>	<b>12,267</b>	<b>18,088</b>	<b>30,355</b>
<b>At 31 December 2019</b>	<b>158,286</b>	<b>22,870</b>	<b>181,156</b>

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 18. CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (CONTINUED)

### (d) Total cash outflow for leases

Amounts included in the consolidated statement of cash flows for leases comprise the following:

	2020 HK\$'000	2019 HK\$'000
Within operating cash flows	—	5,852
Within financing cash flows	13,531	11,641
	13,531	17,493

These amounts relate to the lease rentals paid during the years ended 31 December 2020 and 2019.

## 19. ASSETS HELD FOR SALE

In November 2020, the directors approved the disposal of certain of the Group's properties with carrying amounts of approximately HK\$12,546,000 (the "Properties"). Accordingly, management reclassified the Properties as assets held for sale as at 31 December 2020, as the carrying amount would be recovered principally through sale, the Properties are available for immediate sale at their present conditions and such sale is considered highly probable. In January 2021, the Group entered into sales and purchase agreements to dispose of the Properties, with completion scheduled to April 2021.

The leasehold land and buildings included in the assets held for sale are in Hong Kong and have remaining lease term of 50 years or more.

## 20. TRADE AND OTHER PAYABLES

	2020 HK\$'000	2019 HK\$'000
Trade creditors	20,822	18,573
Accrued staff costs	5,796	5,585
Other accruals	1,823	1,615
Other payables	18,971	16,724
Other tax payable	80	54
Receipts in advance	2,746	2,012
	50,238	44,563

All of the trade and other payables are expected to be settled or recognised as income within one year or are repayable on demand.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 20. TRADE AND OTHER PAYABLES (CONTINUED)

As of the end of the reporting period, the ageing analysis of trade creditors (which are included in trade and other payables), based on the invoice date, is as follows:

	2020 HK\$'000	2019 HK\$'000
Within 1 month	10,866	6,286
1 to 3 months	6,875	9,773
3 to 6 months	2,734	2,322
6 to 12 months	187	49
Over 1 year	160	143
	<b>20,822</b>	18,573

## 21. BANK LOANS AND OVERDRAFTS

At 31 December 2020, the bank loans and overdrafts were repayable as follows:

	2020 HK\$'000	2019 HK\$'000
Bank overdrafts	15,462	15,630
Portion of bank loans due for repayment within one year	137,156	122,429
Portion of bank loans due for repayment after one year which contain a repayment on demand clause	6,960	—
Within 1 year or on demand under current liabilities	<b>159,578</b>	138,059
After 1 year but within 2 years	5,113	4,981
After 2 years but within 5 years	14,940	15,246
Bank loans under non-current liabilities	<b>20,053</b>	20,227
	<b>179,631</b>	158,286

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 21. BANK LOANS AND OVERDRAFTS (CONTINUED)

At 31 December 2020, the bank loans and overdrafts were secured as follows:

	2020 HK\$'000	2019 HK\$'000
Bank overdrafts ( <i>Note 18</i> )		
— secured and guaranteed	15,462	15,630
Bank loans		
— secured and guaranteed	164,169	142,656
	<b>179,631</b>	158,286

The effective interest rates of the Group's bank loans and overdrafts are as follows:

	2020	2019
Effective interest rates:		
Bank loans and overdrafts	<b>1.61%–6.50%</b> per annum	3.00%–6.50% per annum

- (a) All of the bank loans and overdrafts are carried at amortised costs.
- (b) At 31 December 2020, the bank loans and overdrafts of approximately HK\$118,000 (2019: HK\$3,999,000) were denominated in US\$.

At 31 December 2020 and 2019, the banking facilities were secured by bank deposits of the Group, financial assets at FVPL of the Group, the Group's trade receivables, the Group's property, plant and equipment, the assignment of rental proceeds of the Group's properties situated in Hong Kong, benefits of key management insurance policies and corporate guarantees from the Company and certain subsidiaries.

At the end of the reporting period, the directors of the Company do not consider it probable that a claim will be made against the Company under the corporate guarantee given by the Company, no liability is provided for in the financial statements of the Company. The Company has not recognised any deferred income in respect of this financial guarantee given by the Company as its fair value is insignificant.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 21. BANK LOANS AND OVERDRAFTS (CONTINUED)

(b) (Continued)

The carrying amounts of assets pledged against bank loans and overdrafts as at the end of the reporting period were analysed as follows:

	Note	2020 HK\$'000	2019 HK\$'000
Property, plant and equipment	11	104,304	121,789
Assets held for sale	19	12,546	—
Financial assets at FVPL	13	2,577	2,407
Investments in key management insurance policies	14	2,095	7,498
Trade receivables	16	2,581	14,922
Pledged bank deposits	17	9,126	8,908
		133,229	155,524
Less: Factoring trade receivables covered by insurance		(2,581)	(14,922)
		130,648	140,602

These banking facilities amounted to HK\$312,583,000 (2019: HK\$329,781,000) as at 31 December 2020. These facilities were utilised to the extent of HK\$179,631,000 (2019: HK\$158,286,000) as at 31 December 2020.

(c) All of the Group's banking facilities are subject to the fulfilment of covenants based on the financial information of the Group and certain of its subsidiaries, as are commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants the drawn down facilities would become payable on demand. In addition, certain of the Group's banking facilities letters contain clauses which give the banks the right at its sole discretion to demand immediate repayment at any time irrespective of whether the Group has complied with the covenants and met the scheduled repayment obligations.

The Group regularly monitors its compliance with these covenants, is up to date with the scheduled repayments of bank loans and does not consider it probable that the banks will exercise its discretion to demand repayment for so long as the Group continues to meet these requirements. Further details of the Group's management of liquidity risk are set out in Note 25(b). As at 31 December 2020, none of the covenants relating to drawn down facilities had been breached (2019: Nil).



# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 21. BANK LOANS AND OVERDRAFTS (CONTINUED)

- (d) Notwithstanding the specified repayment schedules as stated in the facilities letters (“**specific repayment terms**”) which allow the loans to be repaid over a period of more than one year, certain banking facilities granted to the Group include a clause that gives the banks the unconditional rights to call the bank loans at any time (“**repayment on demand clause**”). These bank loans as at 31 December 2020 and 2019 were classified as current liabilities in the consolidated statement of financial position.

However, the directors of the Company expects that the bank loans and overdrafts are to be repaid as follows based on the specific repayment terms:

	2020 HK\$'000	2019 HK\$'000
<b>Bank loans and overdrafts due for repayment within one year or on demand:</b>		
Overdrafts repayable on demand	15,462	15,630
Bank loans due for repayment within one year	137,156	122,429
	<b>152,618</b>	138,059
<b>Bank loans due for repayment after one year (see note below):</b>		
After 1 year but within 2 years	6,819	4,981
After 2 years but within 5 years	20,194	15,246
After 5 years	—	—
	<b>27,013</b>	20,227
	<b>179,631</b>	158,286

Note: The amounts due are based on the specific repayment terms set out in the banking facilities letters and ignore the effect of any repayment on demand clause.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 22. LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities:

	31 December 2020		31 December 2019	
	Present value of the minimum lease payments HK\$'000	Total minimum lease payments HK\$'000	Present value of the minimum lease payments HK\$'000	Total minimum lease payments HK\$'000
Within 1 year	15,208	15,675	13,543	14,256
After 1 year but within 2 years	4,327	4,396	7,428	7,653
After 2 years but within 5 years	984	989	1,899	1,915
	5,311	5,385	9,327	9,568
	20,519	21,060	22,870	23,824
Less: total future interest expenses		(541)		(954)
Present value of lease liabilities		20,519		22,870

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 23. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(a) Current taxation in the consolidated statement of financial position represents:

	2020 HK\$'000	2019 HK\$'000
Tax payable at 1 January	8,455	1,473
Provision for Hong Kong Profits Tax for the current year	917	4,626
Over-provision for Hong Kong Profits Tax in respect of prior years	208	1,006
Provision for PRC Corporate Income Tax for the current year	1,381	5,142
(Over)/under-provision for PRC Corporate Income Tax in respect of prior years	(5)	14
Tax paid	(6,521)	(3,752)
Exchange realignment	200	(54)
Tax payable at 31 December	4,635	8,455

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 23. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

### (b) Deferred tax assets and liabilities recognised

#### (i) Movement of each component of deferred tax assets and liabilities

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

	Unrealised profit or loss arising from intra-group transactions HK\$'000	Depreciation allowances in excess of the related depreciation HK\$'000	Impairment losses for receivables HK\$'000	Depreciation charge of right-of-use assets HK\$'000	Total HK\$'000
At 1 January 2019	1,153	4,521	—	—	5,674
Charged/(credited) to profit or loss	(329)	2,238	(431)	(391)	1,087
Exchange realignment	—	(87)	—	6	(81)
<b>At 31 December 2019</b>	<b>824</b>	<b>6,672</b>	<b>(431)</b>	<b>(385)</b>	<b>6,680</b>
At 1 January 2020	<b>824</b>	<b>6,672</b>	<b>(431)</b>	<b>(385)</b>	<b>6,680</b>
(Credited)/charged to profit or loss	<b>(667)</b>	<b>1,252</b>	<b>(1,751)</b>	<b>(45)</b>	<b>(1,211)</b>
Exchange realignment	—	347	—	(28)	319
<b>At 31 December 2020</b>	<b>157</b>	<b>8,271</b>	<b>(2,182)</b>	<b>(458)</b>	<b>5,788</b>

#### (ii) Reconciliation to the consolidated statement of financial position

	2020 HK\$'000	2019 HK\$'000
Net deferred tax assets	2,197	625
Net deferred tax liabilities	(7,985)	(7,305)
	<b>(5,788)</b>	<b>(6,680)</b>

### (c) Deferred tax assets not recognised

As at 31 December 2020, the Group has not recognised deferred tax assets in respect of cumulative tax losses of HK\$85,860,000 (2019: HK\$32,360,000) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity. The tax losses do not expire under current tax legislation.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 23. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

### (d) Deferred tax liabilities not recognised

The PRC income tax law and its relevant regulations impose a withholding tax at 10%, unless reduced by a tax treaty/arrangement, for dividend distributions out of earnings accumulated beginning on or after 1 January 2008. At 31 December 2020, temporary differences relating to the undistributed profits of a PRC subsidiary amounted to HK\$47,152,000 (2019: HK\$40,137,000). Deferred tax liabilities of HK\$4,715,000 (2019: HK\$4,014,000) have not been recognised in respect of the tax that would be payable on the distribution of these retained profits as the Company controls the dividend policy of this subsidiary and it has been determined that it is probable that these profits will not be distributed in the foreseeable future.

## 24. CAPITAL, RESERVES AND DIVIDENDS

### (a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

#### Company

	Share capital HK\$'000	Capital reserve HK\$'000	Retained profits HK\$'000	Total equity HK\$'000
<b>Balance at 1 January 2019</b>	100,843	3,318	95,764	199,925
<b>Changes in equity for 2019:</b>				
Total comprehensive income for the year	—	—	9,607	9,607
<b>Balance at 31 December 2019 and 1 January 2020</b>	100,843	3,318	105,371	209,532
<b>Changes in equity for 2020:</b>				
Total comprehensive expense for the year	—	—	(55,795)	(55,795)
<b>Balance at 31 December 2020</b>	<b>100,843</b>	<b>3,318</b>	<b>49,576</b>	<b>153,737</b>

### (b) Dividends

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

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 24. CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

### (c) Share capital

#### Issued share capital

	2020		2019	
	Number of shares ('000)	HK\$'000	Number of shares ('000)	HK\$'000
<b>Ordinary shares, issued and fully paid:</b>				
At 1 January	800,000	100,843	800,000	100,843
At 31 December	800,000	100,843	800,000	100,843

In accordance with section 135 of the Hong Kong Companies Ordinance, the ordinary shares of the Company do not have a par value.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

### (d) Nature and purpose of reserves

#### (i) Capital reserve

Capital reserve comprises deemed contribution from the controlling shareholder in prior years.

#### (ii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations outside Hong Kong. The reserve is dealt with in accordance with the accounting policy set in Note 2(u).

# NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)*

## 24. CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

### (e) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure on the basis of a net debt-to-equity ratio. For this purpose, net debt is defined as total debt (which includes bank loans and overdrafts, and lease liabilities) less cash and cash equivalents and pledged bank deposits. Equity comprises all components of equity.

During 2020, the Group's strategy, which was unchanged from 2019, was to maintain the net debt-to-equity ratio in a balanced position. In order to maintain or adjust the ratio, the Group may adjust the amount of dividends paid to shareholders, issue new shares, raise new debt financing or sell assets to reduce debt.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 24. CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

### (e) Capital management (Continued)

The Group's net debt-to-equity ratio at 31 December 2020 and 2019 was as follows:

	Note	31 December 2020 HK\$'000	31 December 2019 HK\$'000
<b>Current liabilities</b>			
Bank loans and overdrafts	21	159,578	138,059
Lease liabilities	22	15,208	13,543
		<b>174,786</b>	151,602
<b>Non-current liabilities</b>			
Bank loans	21	20,053	20,227
Lease liabilities	22	5,311	9,327
		<b>25,364</b>	29,554
Total debt		<b>200,150</b>	181,156
Less: Cash and cash equivalents	18	(1,551)	(29,116)
Pledged bank deposits	17	(9,126)	(8,908)
<b>Net debt</b>		<b>189,473</b>	143,132
<b>Total equity</b>		<b>208,347</b>	299,692
<b>Net debt-to-equity ratio</b>		<b>91%</b>	48%

Except for the banking facilities which require the fulfilment of covenants as disclosed in Note 21, neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.



# NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)*

## 25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

### (a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade receivables, deposits with banks and other financial assets (including investment funds and investments in key management insurance policies). Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

Except for the financial guarantees given by the Company as set out in Note 21(b), the Group does not provide any other guarantees which expose the Group to credit risk.

#### (i) Trade receivables

The Group has established a credit risk management policy under which individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 180 days from the date of billing. Normally, the Group does not obtain collateral from customers.

The Group has no significant concentration of credit risk in industries or countries in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 3.6% (2019: 15.5%) of the total trade receivables were due from the Group's largest customer and 56% (2019: 63%) of the total trade receivables were due from the Group's five largest customers respectively.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (a) Credit risk (Continued)

#### (i) Trade receivables (Continued)

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience indicates significantly different loss patterns for different customer segments, the loss allowance based on past due status is further distinguished between the Group's different customer bases. The customer bases consist of the following groups, classified by credit risk characteristics:

#### Collective assessment

Group 1: Insured customers — credit loss is hedged by insurance policies and have no historical default record

Group 2: Long-term business relationship customers — always pay late but have no historical default record

Group 3: Other customers are neither in Group 1 & 2 nor credit-impaired

#### Individual assessment

Group 4: Credit-impaired customers

For Group 1, the Group has monitoring procedures in place to make sure that the credit limit granted to these customers maintains at an acceptable level compared to the sum insured by the insurance companies. In this regard, management considers credit risk in respect of these customer is significantly mitigated.

For Group 2, in view of the history of business dealings with the customers and the sound collection history of the receivables due from them, management believes that there is no material credit risk inherent in the Group's outstanding receivable balance due from these customers.

For Group 3, expected loss rates are based on actual loss experience over the past 3 years before 31 December 2020. These rates are adjusted to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

For Group 4, receivables relating to customers with known financial difficulties or significant doubt on collection of receivables are assessed individually for provision for impairment allowance. As at 31 December 2020, the balance of loss allowance in respect of these individually assessed receivables was HK\$11,423,000 (2019: HK\$11,423,000).

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (a) Credit risk (Continued)

#### (i) Trade receivables (Continued)

The following tables provides information about the Group's exposure to credit risk and ECLs for trade receivables as at 31 December 2020 and 31 December 2019:

	ECL rate	Gross carrying amount HK\$'000	Loss allowance HK\$'000	Net carrying amount HK\$'000
<b>At 31 December 2020</b>				
<i>Provision on collective basis</i>				
Group 1 customers	0%*	15,241	—	15,241
Group 2 customers	0%*	78,542	—	78,542
Group 3 customers				
— Current (not past due)	0.20%	8,577	17	8,560
— Within 1 month past due	0.20%	1,988	4	1,984
— 1 to 3 months past due	0.59%	1,367	8	1,359
— 3 to 6 months past due	1.77%	3,232	57	3,175
— Over 6 months past due	3.53%	33,147	1,171	31,976
— Over 1 year past due	72.38%	16,257	11,767	4,490
		158,351	13,024	145,327
<i>Provision on individual basis</i>				
Group 4 customers	100%	11,423	11,423	—
		169,774	24,447	145,327

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (a) Credit risk (Continued)

#### (i) Trade receivables (Continued)

	ECL rate	Gross carrying amount HK\$'000	Loss allowance HK\$'000	Net carrying amount HK\$'000
<b>At 31 December 2019</b>				
<i>Provision on collective basis</i>				
Group 1 customers	0%*	34,445	—	34,445
Group 2 customers	0%*	62,182	—	62,182
Group 3 customers				
— Current (not past due)	0.76%	30,801	235	30,566
— Within 1 month past due	0.91%	11,180	103	11,077
— 1 to 3 months past due	4.14%	24,354	1,008	23,346
— 3 to 6 months past due	61.80%	683	422	261
— Over 6 months past due	100%	831	831	—
		164,476	2,599	161,877
<i>Provision on individual basis</i>				
Group 4 customers	100%	11,423	11,423	—
		175,899	14,022	161,877

\* According to the historical observed default rates of expected lives of Group 1 customers and Group 2 customers, the ECL rates are immaterial.

Expected loss rates are based on actual loss experience over past 3 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (a) Credit risk (Continued)

#### (i) Trade receivables (Continued)

Movement in the loss allowance account

Movement in loss allowance account in respect of trade receivables during the year is as follows:

	2020 HK\$'000	2019 HK\$'000
Balance at 1 January	14,022	12,423
Impairment losses recognised during the year	10,425	1,599
Balance at 31 December	24,447	14,022

The following significant changes in the gross carrying amounts of trade receivables contributed to the increase (2019: increase) in the loss allowance:

- increase in days past due over 6 months and over 1 year results in an increase in loss allowance of approximately HK\$340,000 (2019: HK\$831,000) and HK\$11,766,000 (2019: HK\$Nil), respectively; and

#### (ii) Pledged bank deposits and cash at banks

The Group mitigates its exposure to credit risk by placing deposits with banks with established credit ratings. Given the high credit ratings of the banks, management does not expect any counterparty to fail to meet its obligations.

#### (iii) Other financial assets including investment funds and investments in key management insurance policies

The Group entered into investment funds and investments in key management insurance policies with banks and financial institutions during the years ended 31 December 2020 and 2019. The management considers that the counterparties are the banks with high credit ratings and, therefore, the default risk is remote.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (a) Credit risk (Continued)

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

### (b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the parent company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay.

For bank loans subject to repayment on demand clauses which can be exercised at the bank's sole discretion, the analysis shows the cash outflow based on the contractual repayment schedule and, separately, the impact to the timing of the cash outflows if the lenders were to invoke their unconditional rights to call the loans with immediate effect.

	2020				Carrying amount at 31 December 2020 HK\$'000
	Contractual undiscounted cash outflow				
	Within 1 year or on demand HK\$'000	More than 1 year but less than 2 years HK\$'000	More than 2 years but less than 5 years HK\$'000	Total HK\$'000	
Trade and other payables	50,238	—	—	50,238	50,238
Bank loans	138,129	7,561	21,107	166,797	164,169
Bank overdrafts	15,462	—	—	15,462	15,462
Lease liabilities	15,675	4,396	989	21,060	20,519
	219,504	11,957	22,096	253,557	250,388
Adjustments to present cash flow on bank loans based on lender's right to demand repayment	6,960	(1,876)	(5,473)	(389)	—
	226,464	10,081	16,623	253,168	250,388

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (b) Liquidity risk (Continued)

	2019				Carrying amount at 31 December 2019 HK\$'000
	Contractual undiscounted cash outflow				
	Within 1 year or on demand HK\$'000	More than 1 year but less than 2 years HK\$'000	More than 2 years but less than 5 years HK\$'000	Total HK\$'000	
Trade and other payables	44,563	—	—	44,563	44,563
Bank loans	123,873	6,002	16,492	146,367	142,656
Bank overdrafts	15,630	—	—	15,630	15,630
Lease liabilities relating to leases previously classified under HKAS 17					
as finance lease	6,327	2,179	551	9,057	8,743
Other lease liabilities	7,929	5,474	1,363	14,766	14,127
	198,322	13,655	18,406	230,383	225,179

### (c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from bank loans and overdrafts, and lease liabilities. Borrowings issued at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The Group does not use financial derivatives to hedge against the interest rate risk. The Group's interest rate profile as monitored by the management is set out in note (i) below.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (c) Interest rate risk (Continued)

#### (i) Interest rate profile

The following table details the interest rate profile of the Group's borrowings at the end of the reporting period:

	2020		2019	
	Effective interest rate	Amount HK\$'000	Effective interest rate	Amount HK\$'000
<b>Fixed rate borrowings:</b>				
Bank overdrafts	5.25%	1,970	5.25%	1,996
Lease liabilities	3.60%–4.65%	20,519	3.65%–4.65%	22,870
		22,489		24,866
<b>Variable rate borrowings:</b>				
Bank overdrafts	5.5%–6.5%	13,492	4.5%–6.5%	13,634
Bank loans	1.61%–3.61%	164,169	3.0%–5.9%	142,656
		177,661		156,290
<b>Total borrowings</b>		<b>200,150</b>		<b>181,156</b>



# NOTES TO THE FINANCIAL STATEMENTS

*(Expressed in Hong Kong dollars unless otherwise indicated)*

## 25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (c) Interest rate risk (Continued)

#### (ii) Sensitivity analysis

At 31 December 2020, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have increased/decreased (2019: decreased/increased) the Group's loss after tax (2019: profit after tax) and decreased/increased retained profits by approximately HK\$1,483,000 (2019: HK\$1,305,000).

The sensitivity analysis above indicates the annualised impact on the Group's interest expense that would arise assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to floating rate instruments which expose the Group to cash flow interest rate risk at that date. The analysis does not take into account exposure to fair value interest rate risk arising from fixed rate instruments as the Group's exposure to fair value interest risk is insignificant. The analysis is performed on the same basis as 2019.

### (d) Currency risk

The Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily US\$, RMB, British pound and Euro. The Group manages this risk as follows:

#### (i) Recognised assets and liabilities

All the Group's borrowings are denominated in either HK\$ or US\$. Given this, management does not expect that there will be any significant currency risk associated with the Group's borrowings.

In respect of other financial assets and liabilities denominated in foreign currencies, the Group ensures that the net exposure is kept to an acceptable level, by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (d) Currency risk (Continued)

#### (ii) Exposure to currency risk

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in HK\$, translated using the spot rate at the reporting period end date. Differences resulting from the translation of the financial statements of operations outside Hong Kong into the Group's presentation currency are excluded.

	Exposure to foreign currencies (expressed in HK\$'000)							
	2020				2019			
	US\$ HK\$'000	RMB HK\$'000	British pound HK\$'000	Australian dollar HK\$'000	US\$ HK\$'000	RMB HK\$'000	British pound HK\$'000	Australian dollar HK\$'000
Investment funds in Hong Kong	—	2,577	—	—	—	2,407	—	—
Investments in key management insurance policies	8,619	—	—	—	8,536	—	—	—
Trade and other receivables	54,615	—	822	—	64,544	—	408	44
Pledged bank deposits	—	3,094	—	—	—	2,888	—	—
Cash and cash equivalents	65	71	—	—	227	68	—	39
Trade and other payables	(1,635)	(20)	—	—	(4,785)	(19)	—	—
Bank loans and overdrafts	(118)	—	—	—	(3,999)	—	—	—
Net exposure arising from recognised assets and liabilities	61,546	5,722	822	—	64,523	5,344	408	83

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (d) Currency risk (Continued)

#### (iii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's loss/profit after tax (and retained profits) that would arise if the foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant. In this respect, it is assumed that pegged rate between the HK\$ and the US\$ would be materially unaffected by any changes in movement in value of the US\$ against other currencies.

	2020		2019	
	Increase/ (decrease) in foreign exchange rates %	Decrease/ (increase) on loss after tax and increase/ (decrease) retained profits HK\$'000	Increase/ (decrease) in foreign exchange rates %	Increase/ (decrease) on profit after tax and retained profits HK\$'000
US\$	5 (5)	2,570 (2,570)	5 (5)	2,694 (2,694)
RMB	5 (5)	239 (239)	5 (5)	223 (223)
British Pound	5 (5)	34 (34)	5 (5)	17 (17)
Australian dollar	5 (5)	— —	5 (5)	3 (3)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the group entities' loss/profit after tax and equity measured in the respective functional currencies, translated into HK\$ at the exchange rate ruling at the end of the reporting period for presentation purpose.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period, including inter-company payables and receivables within the Group which are denominated in a currency other than the functional currencies of the lender or the borrower. The analysis excludes differences that would result from the translation of the financial statements of operations outside Hong Kong into the Group's presentation currency. The analysis is performed on the same basis for 2019.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (e) Fair value measurement

#### (i) Financial assets measured at fair value

##### Fair value hierarchy

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

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

At 31 December 2020 and 2019, the only financial instruments of the Group carried at fair value were investment funds of HK\$2,577,000 and HK\$2,407,000 respectively (see note 13), which were determined with reference to the prices quoted by the financial institutions.

During the years ended 31 December 2020 and 2019, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

#### (ii) Fair value of financial assets and liabilities carried at other than fair value

The directors of the Company consider that the carrying amounts of the Group's financial instruments carried at cost or amortised cost were not materially different from their fair values as at 31 December 2020 and 2019.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 26. COMMITMENTS

Capital commitments outstanding as at 31 December 2020 not provided for in the financial statements were as follows:

	2020 HK\$'000	2019 HK\$'000
Contracted for:		
— purchase of property, plant and equipment	4,036	1,998

## 27. MATERIAL RELATED PARTY TRANSACTIONS

During the years ended 31 December 2020 and 2019, transactions with the following parties are considered to be related party transactions:

<i>Name of related party</i>	<i>Relationship with the Group</i>
Mr. Lam Sam Ming (“ <b>Mr. Lam</b> ”)	A director and the controlling shareholder of the Company and the spouse of Ms. Yao
Ms. Yao Yuan (“ <b>Ms. Yao</b> ”)	A director of the Company and the spouse of Mr. Lam
Prosperous Printing Co. (萬里印刷製版裝訂公司) (the “ <b>Partnership</b> ”)	A partnership carried on by Mr. Lam and Ms. Yao

In addition to the transactions and balances disclosed elsewhere in these financial statements, particulars of significant transactions between the Group and the above related parties during the years ended 31 December 2020 and 2019 are as follows:

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 27. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

### (a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in Note 8 and certain of the highest paid employees as disclosed in Note 9, is as follows:

	Year ended 31 December	
	2020 HK\$'000	2019 HK\$'000
Salaries and other emoluments	6,247	6,148
Retirement scheme contributions	485	516
	<b>6,732</b>	6,664

Total remuneration is included in "Staff costs" (see Note 6(b)).

### (b) Transactions with the Company's directors

The Partnership has granted to the Company an exclusive right to use the vehicle licences, as the same may be extended or renewed from time to time, free of charge during the years ended 31 December 2020 and 2019.

The Company has granted to Mr. Lam and Ms. Yao, in their capacities as the partners of the Partnership, a non-exclusive licence to use the name "Prosperous" or "萬里" (whether used individually or together) for the Partnership free of charge.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 28. COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

	Note	31 December 2020 HK\$'000	31 December 2019 HK\$'000
<b>Non-current assets</b>			
Plant and equipment		6,608	10,559
Investments in subsidiaries	31	187,726	187,726
Financial assets at fair value through profit or loss		2,577	2,407
Investment in key management insurance policies		8,619	8,536
Deferred tax assets		1,692	—
		<b>207,222</b>	209,228
<b>Current assets</b>			
Trade and other receivables		64,327	81,191
Amounts due from subsidiaries		119,927	104,881
Pledged bank deposits		9,126	8,908
Tax recoverable		78	—
Cash and cash equivalents		215	9,135
		<b>193,673</b>	204,115
<b>Current liabilities</b>			
Trade and other payables		12,530	15,002
Amounts due to subsidiaries		58,936	21,269
Bank loans and overdrafts		149,249	134,326
Lease liabilities		3,564	5,249
Tax payable		—	4,045
		<b>224,279</b>	179,891
<b>Net current (liabilities)/assets</b>		<b>(30,606)</b>	24,224
<b>Total assets less current liabilities</b>		<b>176,616</b>	233,452
<b>Non-current liabilities</b>			
Bank loans		20,053	20,227
Lease liabilities		2,826	3,522
Deferred tax liabilities		—	171
		<b>22,879</b>	23,920
<b>NET ASSETS</b>		<b>153,737</b>	209,532

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 28. COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION (CONTINUED)

	Note	31 December 2020 HK\$'000	31 December 2019 HK\$'000
<b>CAPITAL AND RESERVES</b>	24(a)		
Share capital		100,843	100,843
Reserves		52,894	108,689
<b>TOTAL EQUITY</b>		<b>153,737</b>	290,532

Approved and authorised for issue by the Board of Directors on 31 March 2021.

**Lam Sam Ming**  
*Director*

**Chan Sau Po**  
*Director*

## 29. IMMEDIATE AND ULTIMATE CONTROLLING PARTY

At 31 December 2020, the directors consider the immediate parent and ultimate controlling party of the Company to be First Tech Inc. and Mr. Lam Sam Ming respectively. First Tech Inc. is incorporated in the British Virgin Islands and does not produce financial statements available for public use.



# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 30. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2020

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended 31 December 2020 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

	<b>Effective for accounting periods beginning on or after</b>
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16, <i>Interest Rate Benchmark Reform — Phase 2</i>	1 January 2021
Amendments to HKFRS 3, Reference to the Conceptual Framework	1 January 2022
Amendments to HKAS 16, Property, Plant and Equipment: Proceeds before Intended Use	1 January 2022
Amendments to HKAS 37, Onerous Contracts — Cost of Fulfilling a Contract	1 January 2022
Annual Improvements to HKFRSs 2018–2020 Cycle	1 January 2022
Amendments to HKAS 1, <i>Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)</i>	1 January 2023

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars unless otherwise indicated)

## 31. INVESTMENTS IN SUBSIDIARIES

The following list contains the particulars of subsidiaries. All the subsidiaries are private companies and the class of shares held is ordinary unless otherwise stated.

Name of company	Place and date of incorporation/ establishment	Particulars of issued and fully paid capital/ registered share capital	Proportion of ownership interest			Principal activity
			Group's effective interest	Held by the Company	Held by a subsidiary	
Printplus Limited	Hong Kong/ 18 February 2004	100 shares	100%	100%	—	Trading of books and paper products
Century Sight Limited	Hong Kong/ 22 February 2008	100 shares	100%	100%	—	Investment holding
Great Wall Printing Company Limited	Hong Kong/ 23 May 2008	100 shares	100%	—	100%	Trading and production of books and paper products
Prosperous Printing (HK) Company Limited	Hong Kong/ 6 July 2018	10,000 shares	100%	100%	—	Trading of books and paper products
Prosperous Printing (Shenzhen) Co., Ltd. (“PPSZ”) (中萬印刷(深圳)有限公司) <i>(Note)</i>	The People's Republic of China (the “PRC”)/ 3 December 2010	RMB60,000,000 registered capital	100%	100%	—	Productions of books and paper products
Mr. Classic Inc.	British Virgin Islands (“BVI”)/ 6 January 2016	50,000 shares of US\$1 each	100%	100%	—	Investment holding
Great China Gains Inc.	BVI/ 6 January 2016	50,000 shares of US\$1 each	100%	100%	—	Investment holding
Super Noble Limited	Hong Kong/ 10 March 2008	10,000 shares	100%	—	100%	Property investment
Tactful Hero Limited	Hong Kong/ 10 March 2008	1,000 shares	100%	—	100%	Property investment

*Note:* Prosperous Printing (Shenzhen) Company Limited is established in the PRC as a wholly foreign-owned enterprise. The English name is for identification purpose only.

## 32. IMPACT OF COVID-19 PANDEMIC

The COVID-19 pandemic since early 2020 has brought about additional uncertainties in the Group's operating environment and has impacted the Group's operations and financial position.

The Group has been closely monitoring the impact of the developments on the Group's business and has put in place contingency measures. The management has implemented a series of operating cost and capital expenditure control measures in order to lower the breakeven point of operations, and preserve liquidity to weather the current economic crisis. The Covid-19 pandemic did have a significant impact on the Group's operation and capital position, but did not change the fundamentals of the Group's ability to continue as a going concern. The Group now has strengthened the recovery of receivables and negotiated with its bankers to renew its existing banking facilities. The Group will keep the contingency measures under review as the situation evolves.

## FIVE-YEAR FINANCIAL SUMMARY

	<b>2020</b> <b>HK\$'000</b> <i>Note (a)</i>	2019 HK\$'000 <i>Note (a)</i>	2018 HK\$'000 <i>Note (a)</i>	2017 HK\$'000 <i>Note (b)</i>	2016 HK\$'000 <i>Note (b)</i>
<b>For the year</b>					
Revenue	<b>278,944</b>	461,561	432,538	430,717	386,043
(Loss)/profit before taxation	<b>(99,534)</b>	30,074	30,769	12,459	18,379
(Loss)/profit attributable to equity holders of the Company	<b>(100,824)</b>	18,199	24,335	6,530	13,365
<b>At year end</b>					
Total assets	<b>471,355</b>	541,171	536,880	529,943	465,104
Total liabilities	<b>263,008</b>	241,479	251,148	261,336	284,298
Total equity attributable to equity holders of the Company	<b>208,347</b>	299,692	285,732	268,607	180,806

*Notes:*

- (a) The financial figures were extracted from the consolidated financial statements in the annual report for the years ended 31 December 2020 and 2019.
- (b) The financial figures were extracted from the Prospectus dated 29 November 2017.