



TEN PAO GROUP HOLDINGS LIMITED

天寶集團控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

Stock code: 1979



ANNUAL REPORT

2018



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# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Executive Directors

Mr. Hung Kwong Yee  
*(Chairman and Chief Executive Officer)*  
Mr. Hung Sui Tak

### Independent Non-executive Directors

Mr. Lam Cheung Chuen  
Mr. Chu Yat Pang Terry  
Mr. Lee Kwan Hung

## BOARD COMMITTEES

### Audit Committee

Mr. Chu Yat Pang Terry *(Chairperson)*  
Mr. Lam Cheung Chuen  
Mr. Lee Kwan Hung

### Remuneration Committee

Mr. Lee Kwan Hung *(Chairperson)*  
Mr. Hung Kwong Yee  
Mr. Lam Cheung Chuen  
Mr. Chu Yat Pang Terry

### Nomination Committee

Mr. Hung Kwong Yee *(Chairperson)*  
Mr. Chu Yat Pang Terry  
Mr. Lam Cheung Chuen  
Mr. Lee Kwan Hung

## COMPANY SECRETARY

Mr. Tse Chung Shing, *ACCA*

## AUTHORIZED REPRESENTATIVES

Mr. Hung Kwong Yee  
Mr. Tse Chung Shing

## REGISTERED OFFICE

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

## HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Rooms 610-612, 6th Floor  
Kwong Sang Hong Centre  
151-153 Hoi Bun Road  
Kwun Tong  
Kowloon  
Hong Kong

## PRINCIPAL PLACE OF BUSINESS IN THE PRC

Dongjiang Industrial Zone  
Shuikou Town  
Huizhou City  
Guangdong Province  
PRC

## SHARE REGISTRARS

### Principal Share Registrar

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

### Hong Kong Branch Share Registrar

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

### **HONG KONG LEGAL ADVISOR**

Deacons  
5/F, Alexandra House  
18 Chater Road  
Central  
Hong Kong

### **AUDITOR**

PricewaterhouseCoopers  
*Certified Public Accountants*  
22/F, Prince's Building  
Central  
Hong Kong

### **PRINCIPAL BANKERS**

Bank of China (Hong Kong) Limited  
DBS Bank (Hong Kong) Limited  
Hongkong and Shanghai Banking Corporation Limited  
Standard Chartered Bank (Hong Kong) Limited

### **STOCK CODE**

1979

### **COMPANY'S CORPORATE WEBSITE**

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

### **INVESTOR RELATIONS CONTACT**

[www.tenpao.com/investor.html](http://www.tenpao.com/investor.html)

# FINANCIAL HIGHLIGHTS

		Year ended 31 December		
		2018	2017	Change
Revenue	HK\$'000	<b>3,202,452</b>	3,007,015	+6.5%
Operating profit	HK\$'000	<b>76,262</b>	206,828	-63.1%
Profit for the year attributable to owners of the Company	HK\$'000	<b>55,416</b>	157,575	-64.8%
Gross profit margin	%	<b>13.7</b>	17.5	-21.7%
Operating profit margin	%	<b>2.4</b>	6.9	-65.2%
Profit margin attributable to owners of the Company	%	<b>1.7</b>	5.2	-67.3%
Earnings per share				
– basic and diluted per share	HK cents	<b>5.5</b>	15.8	-65.2%
Dividend per share				
– interim	HK cents	<b>0</b>	2.5	
– final	HK cents	<b>2.5</b>	2.5	

		As at 31 December		
		2018	2017	Change
Gearing ratio	%	<b>35.6</b>	31.7	+12.3%
Current ratio	times	<b>1.19</b>	1.24	-4.0%
Average inventory turnover period	days	<b>59</b>	52	+13.5%
Average trade receivables turnover period	days	<b>80</b>	87	-8.0%
Average trade payables turnover period	days	<b>107</b>	107	0%



# CHAIRMAN'S STATEMENT

On behalf of the board (the "Board") of directors (the "Directors"), I hereby present the audited consolidated results of Ten Pao Group Holdings Limited ("Ten Pao" or the "Company", together with its subsidiaries, the "Group") for the year ended 31 December 2018.

In 2018, the continued volatility of global financial markets, the uncertainties in the macroeconomic environment and the rising tensions in international relations have presented challenges to all sectors. Slowdown in the market demand and rising raw material costs have suppressed the growth of the switching power supply unit industry. As a leading one-stop smart power supply solutions provider in the People's Republic of China (the "PRC" or "China"), the Group's management, guided by forward-looking insights honed by rich operational experience, has adopted a proactive approach to address such conditions during the year under review. The strategy was highlighted by adjustment of resources to address the rising prices and short supply of raw materials and the continuous allocation of resources to enhance its innovation and research and development ("R&D") capabilities implemented through active efforts to plan for the future business development and market layout. Building on a solid foundation of development lasting nearly 40 years and facilitated by its vertically integrated automated production model, as well as ongoing cost control measures, the Group managed to record stable revenue in the second half of 2018, despite its profit being under some pressure in the first half of 2018 thus maintaining an operating profit for the year under review. Total revenue slightly increased by approximately 6.5% to HK\$3,202.5 million when compared with that of last year. Of this, the segment of smart chargers and controllers for power tools continued to maintain good development momentum, with revenue reaching HK\$1,058.2 million, acting as the main driver of growth for the business results and increased by 35.2% when compared with that of last year. The revenue of the Group's other switching power supply units for consumer products segments decreased by 3.6% to HK\$2,144.3 million.

According to International Data Corporation ("IDC")'s Worldwide Quarterly Mobile Phone Tracker report, despite the overall decline in smartphone shipments in the global market during 2018, which led to a slowdown in the revenue growth of switching power supply units for consumer products, the PRC smartphone brands successfully captured greater market share in China, achieving a significant year-on-year growth<sup>1</sup>. The Group for its part in China forged stronger relationships with its existing leading smartphone manufacturer customers and successfully secured one of China's top five renowned smartphone manufacturers as a new customer, which has commenced business cooperation during the year under review. Moreover, owing to the rapid development of 5G technology, the smartphone manufacturers expect to launch the first batch of 5G mobile phones during 2019<sup>2</sup>. In this case, the industry is preparing for a new wave of mobile phone replacements, which would spark the growth in the demand for charger for new devices with upgraded specifications and create a favorable business environment for the Group.

<sup>1</sup> [http://www.sohu.com/a/292611184\\_115565/](http://www.sohu.com/a/292611184_115565/) <https://www.idc.com/getdoc.jsp?containerId=prAP44865419>

<sup>2</sup> <https://www.jiemian.com/article/2721606.html>

Given the continual transformation of the traditional manufacturing industry to smart manufacturing, the Group has kept abreast with this trend to actively cope with the development process of the industry by optimizing all of its production processes during recent years. The construction of phase two of the Group's Hungarian factory has been successfully completed, with Automatic Insertion (AI) and Surface Mount Technology (SMT) equipment already under operation. Meanwhile the construction of phase three is under planning. The Group also plans to strategically set up a new production facility in Northwestern China to mitigate the operational pressure brought by rising wages and labor shortages in the areas of the existing production facilities. Besides, the strategic location of the planned factory will gain a boost through the railway connection with the Hungarian factory. This will enable the Group to further explore for customers in Europe and China and optimize its customer portfolio while providing flexible product solutions to meet the demand of different markets and customers, so as to enhance its effectiveness and achieve sustainable profit growth.

Looking ahead to 2019, the Group is confident to grasp the opportunities in the challenging market environment and to formulate flexible strategic planning and actively respond to the shifts in the environment. With Ten Pao's innovation, R&D and efficient production capabilities and through the leadership of its management team with rich operational experience, the Group will continue to offer customers more advanced technological solutions, including devices enhancing the charging efficiency of smartphones, further developing high-power electric supply product technologies for industrial, medical and commercial applications, so as to create greater product value for our customers.

Last but not least, on behalf of the Board and the management of the Company, I would like to extend my sincere gratitude to all staff members for their hard work, unity, perseverance and effort as well as for their significant contribution to the Group during the year under review. Furthermore, I would also like to express my heartfelt appreciation to our shareholders, investors, customers and partners for their unwavering support. Ten Pao will strive its utmost to fortify its leadership in the switching power supply unit industry. It will also pursue continuous innovation and develop more quality products, with the aim of bringing satisfactory returns to its shareholders.



# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS REVIEW

### Overview

Capitalising on nearly 40 years of abundant experience in development within the power supply industry, the Group has strived to become a one-stop provider of smart power supply solutions to leading and fast-growing international brands. In the first half of 2018, unfavorable factors including uncertainties in the economy, persistently tense international conditions, slower growth of the global power supply industry, the rising Renminbi exchange rate, and higher labour and material costs have combined to limit the customer orders for the Group to varying degrees in the year ended 31 December 2018. This has inevitably affected Ten Pao's business performance and led to an operating loss in the first half of 2018.

In the second half of 2018, Ten Pao addressed these issues leveraging its rich operational experience as the management and all staff have also reacted in a proactive manner. The Group has diligently implemented the existing business strategies, including effectively executing cost control measures, strengthening R&D capabilities and boosting production capacity and efficiency while increasing automation and cost-effectively allocating resources. At the same time, it is adjusting the strategy of securing orders in a timely manner and optimising the layout of domestic and overseas production bases. On top of this, given the declining Renminbi exchange rate in the second half of 2018 and the downward adjustment of the prices of certain raw materials since the fourth quarter of 2018, Ten Pao's businesses has gradually generated solid revenue, and gross profit has shown improvement against the first half of 2018. Consequently, Ten Pao still managed to record an operating profit in 2018. For the year ended 31 December 2018, the revenue actually increased by 6.5% to HK\$3,202.5 million from last year. Gross profit declined by 16.7% to HK\$438.0 million with a gross profit margin of 13.7%. Profit before income tax was HK\$67.9 million. Profit attributable to owners of the Company amounted to HK\$55.4 million. Basic earnings per share were HK5.5 cents.

To reward the Group's shareholders for their continued support, the Board has recommended the payment of a final dividend of HK1.5 cents per ordinary share for the year ended 31 December 2018. In addition, to celebrate the 40th anniversary of the Group's founding, the payment of a special final dividend of HK1.0 cent per ordinary share for the year ended 31 December 2018 was recommended. The total dividend for the year ended 31 December 2018 was HK2.5 cents per ordinary share (2017: HK5.0 cents per ordinary share), representing a dividend payout ratio of 45.1%.



### Market and Business Review

Owing to the strong demand in the electronic components market driven by the development of smartphone and electronic vehicle industry, the tight supply of related raw materials since the second half of 2017 continued in the first half of 2018, leading to a notable increase in the prices of the raw materials essential for consumer electronic products, such as active components, passive components, plastics and metals. The increase in the price of passive components was particularly significant. The whole supply lead time was lengthened accordingly. However, leveraging its strong customer base built over the past years, the Group proactively adjusted its order taking procedures during the year under review. At the same time, while maintaining product quality as its priority, the Group has selected alternative materials with secure supply sources and competitive prices, to reduce its reliance on a single raw material. Consequently, the Group continued to record a profit and was able to maintain a reliable supply of products and ensure a stable source of income.

According to IDC's Worldwide Quarterly Mobile Phone Tracker report on global smartphone sales volume, during the year under review, the slowdown<sup>1</sup> in the growth of the global smartphone market inevitably affected the Group's revenue from switching power supply units for telecommunication equipment, especially smartphones. Nevertheless, with the Group's sound and close partnership with existing customers and the successful introduction of one of the top five renowned smartphone manufacturers as a new customer during the year under review, it has further enlarged its market share. Moreover, raw material prices had been stabilizing in the fourth quarter of 2018 and show a declining trend. The lower cost of passive components gave Ten Pao an advantage in the original equipment manufacturing (OEM) business. Revenue of the Group's switching power supply units for consumer products segments decreased by 3.6% to HK\$2,144.3 million when compared with that of last year, making up 67.0% of the total revenue of the Group. Gross profit for these segments amounted to HK\$267.9 million, with a gross profit margin of 12.5%. Ten Pao's switching power supply units for consumer products are not only used in telecommunications equipment, but are also widely used in various industries, including media and entertainment equipment, electrical home appliances, lighting equipment and other products (such as healthcare equipment). Most of its products are incorporated into and/or applied in the customers' self-branded end products. The Group will invest more in R&D resources to boost its core competitiveness and maintain the stable growth across all business segments.

During the year under review, the segment of smart chargers and controllers for power tools continued to be a main growth driver of Ten Pao. In addition to maintaining close cooperation with existing core customers, the Group has also forged a maturing business relationship with new customers. Revenue of the segment during the year under review climbed by 35.2% to HK\$1,058.2 million when compared with that of last year, exceeding the Group's overall revenue growth. Gross profit increased by 7.1% to HK\$170.1 million and gross profit margin was 16.1%.

<sup>1</sup> [http://www.sohu.com/a/292611184\\_115565/](http://www.sohu.com/a/292611184_115565/) <https://www.idc.com/getdoc.jsp?containerId=prAP44865419>

Benefitting from and spurred by the favorable policy implemented by the Hungarian government, the Group has actively expanded its factory and production capacity there. It has leveraged the advantage of its overseas factory to take more orders and attract new customers during the year under review, mainly power tools manufacturers. Construction of phase two of the Group's Hungarian factory has been smoothly completed, with AI and SMT equipment already commencing operation. As smart manufacturing is the future key development trend in the industry, the Group has optimised its automated production lines. During the year under review, the Group added automated elements to more production lines, equipped the new production capacity with automated production technology and conducted comprehensive evaluation and adjustment to the operation of automated production lines. In the long term, automated production is believed to become the main trend for the development of the industry as it can effectively lower labor costs, help to enhance the production technology level and ensure the consistency of products.

### **Business Outlook**

Ten Pao will keep its finger on the pulse of market trends, and respond to changes in the industry with flexible measures, in order to create additional sources of income and, ultimately, to achieve sustainable development of the Group's business. Generally speaking, these measures would include increasing investments in R&D, creating more technological innovations, deploying automated equipment, diversifying its product mix, introducing brand new power supply devices and expanding its customer base.

For many years, the Group has strived to expand sources of customers and strategically plan the domestic and international market layout. The factory in Hungary shall start phase three expansion in 2019, which includes enlarging the floor area of the production base, increasing production capacity, adding new production lines and installing automated modules. The aim of these efforts is to handle rising orders from existing customers in Europe and new customers, mostly power tool manufacturers, as well as satisfy the demand of different customers, increase the Group's overall profitability and support its long-term business development. Elsewhere, Ten Pao's management team has already spotted the strong potential for development in Northwestern China. After continuous discussion, analysis and active allocation of resources by the management, Ten Pao plans to build a production base there, which is expected to start production in the second half of 2019. The Group believes that this expansion plan will bring benefits in many aspects. In recent years, the government has launched development subsidies and policies supporting advanced technologies, in order to facilitate the development of related industries there. Many communication and electronic companies have thus chosen to set up operations in Northwestern China. Many of them are customers with which the Group has a close business relationship and which already have offices and/or production bases there, so it strategically chose to build a factory to effectively tap the opportunities to work with existing and potential customers, and mitigate labor shortages and rising labor costs in the Pearl River Delta. In addition, Northwestern China has a high speed railway connection with Hungary, which makes the transportation between both areas more convenient. Thus the factories in Northwestern China and Hungary can complement each other and become a strong backbone to support customers around the world. Besides, the Group also plans to create a new cooperation model in Southeast Asia, to actively expand its customer base, further optimise its domestic and international business layout, bolster the competitive advantages of Ten Pao and ease the impact from uncertain international trade conditions in these years.

To address the ever-changing demand in the market, the Group continues investing in innovation and technological advancement with a focus on developing high-tech embedded solutions in order to optimize and strengthen its product mix. The market generally believes that 2019 will be the first year of 5G phone development, and the forthcoming wave of mobile phone replacements will boost the demand for upgrade of charging components, which is expected to expand the application of power supplies and charging devices to a new horizon. Telecom operators have exerted full efforts to seize market share and relevant products are ready to enter the market. As a visionary one-stop smart power supply solutions provider, the Group is upgrading the technologies of ultra-fast charging, flash charging and even super ultra-fast charging for its smartphone customers. Following the increasing popularity of wireless charging in the market, the production cost has gradually been reduced. Therefore, the Group will enhance its R&D, actively develop high-power electric supply technologies, and the application of its power supplies to industrial, medical and commercial sectors. Besides, the government has implemented environmental policies in these years to increase the efficiency of energy use by individuals, communities and across different industries in order to reduce pollution and achieve green sustainable development in China. As such, the Group has adhered to its corporate philosophy of boldly delivering innovations, and allocates resources to develop “green mobility” related concept products applicable to power supply and/or power charging and charging devices for two-wheel electric vehicles for both existing and new customers. Hopefully, an array of new products can satisfy market demand and fuel the growth momentum for the Group’s business.

Capitalizing on the solid foundation that Ten Pao has built in the past 40 years, its professional R&D team, continued deployment of automated production equipment and gradual optimization of its capacity layout, the Group is poised to capture enormous opportunities in the market. In the future, Ten Pao will maintain its pragmatic strategy in order to reinforce its leading presence in the industry, explore more business opportunities in the changing market and strive to deliver long-term sustainable returns to shareholders.

## **FINANCIAL REVIEW**

### **Revenue**

The Group’s revenue is derived from sales of switching power supply units for consumer products and sales of smart chargers and controllers for industrial use.

The total revenue increased by 6.5% from HK\$3,007.0 million for the year ended 31 December 2017 to HK\$3,202.5 million for the year ended 31 December 2018. The increase was mainly attributable to the increase in the volume of products sold as a result of the increase in the demand from our customers.

### Revenue by Product Segment

The following table sets forth the breakdown of our revenue by product segments for the year ended 31 December 2018 and the comparative figures.

	Year ended 31 December			
	2018		2017	
	HK\$'000	%	HK\$'000	%
Switching power supply units for consumer products				
Telecommunication	<b>1,146,393</b>	<b>35.8</b>	1,250,029	41.6
Media and entertainment	<b>371,569</b>	<b>11.6</b>	443,253	14.8
Electrical home appliances	<b>255,329</b>	<b>8.0</b>	220,233	7.3
Lighting equipment	<b>315,611</b>	<b>9.9</b>	212,284	7.1
Others	<b>55,357</b>	<b>1.7</b>	98,375	3.2
Subtotal	<b>2,144,259</b>	<b>67.0</b>	2,224,174	74.0
Smart chargers and controllers for industrial use	<b>1,058,193</b>	<b>33.0</b>	782,841	26.0
Total revenue	<b>3,202,452</b>	<b>100</b>	3,007,015	100

During the year ended 31 December 2018, the sales of smart chargers and controllers for industrial use increased by 35.2% from HK\$782.8 million for the year ended 31 December 2017 to HK\$1,058.2 million for the year ended 31 December 2018 as a result of increasing demand from our existing customers and certain newly developed customers in recent years. Sales of switching power supply units for telecommunication equipment decreased by 8.3% to HK\$1,146.4 million for the year ended 31 December 2018 when compared with last year mainly due to the overall decline in smartphone shipments in the global market during the year under review and the cut in average selling price to the existing leading smartphone manufacturers in the PRC. Sales of switching power supply units for lighting equipment increased by 48.7% to HK\$315.6 million for the year ended 31 December 2018 when compared with last year as new orders were received from existing customers in the United States (the "US") and new customers in the PRC.

### Revenue by Geographic Location

The following table sets out an analysis of the total revenue by geographic location, and is based on the destination to which we delivered our products to our customers, whereas the ultimate products produced by our customers were sold globally. As such, the delivery destination of our products might not be the same as the countries in which the relevant final products were sold.

	Year ended 31 December			
	2018		2017	
	HK\$'000	%	HK\$'000	%
PRC, excluding Hong Kong	<b>1,904,866</b>	<b>59.5</b>	1,800,306	59.9
Europe	<b>434,040</b>	<b>13.6</b>	426,288	14.2
Asia, excluding PRC	<b>427,438</b>	<b>13.3</b>	409,016	13.6
US	<b>191,683</b>	<b>6.0</b>	195,250	6.5
Africa	<b>161,938</b>	<b>5.0</b>	116,733	3.9
Others	<b>82,487</b>	<b>2.6</b>	59,422	1.9
<b>Total revenue</b>	<b>3,202,452</b>	<b>100</b>	3,007,015	100.0

### Cost of Sales

Cost of sales primarily consists of cost of raw materials, direct labour costs and production overheads. Cost of raw materials mainly includes expenses relating to our purchases of raw materials such as plastic parts, integrated circuits, cables, metal parts, transformers and inductors, capacitors, diodes, printed circuit board components, triodes, copper and aluminium materials, and resistors. Direct labour costs mainly comprise wages, pension costs and social security costs for those who are directly involved in the manufacturing of our products. Production overheads mainly comprise depreciation of plant and machinery, administrative staff costs relating to production, subcontracting expenses, utility expenses and other miscellaneous production costs.

Cost of sales increased by 11.4% for the year ended 31 December 2018 when compared with last year, mainly attributable to the increase in business and the effect of the significant increase in the price of various kinds of raw materials, particularly the passive electronic components, and the increase in wages of the workers.

### Gross Profit and Gross Profit Margin

During the year ended 31 December 2018, the Group recorded a gross profit of HK\$438.0 million, representing a decrease of 16.7% from the year ended 31 December 2017.

The gross profit margin of the Group decreased from 17.5% for the year ended 31 December 2017 to 13.7% for the year ended 31 December 2018. The decrease in gross profit margin of the Group was primarily due to the significant increase in the prices of raw materials and the increase in the wages of workers.

### Other Income

Other income mainly consists of sales of scrap materials from our manufacturing process, sales of raw materials, samples and molds, inspection and certification fee income for obtaining standard certifications as requested by customers and others. The increase in other income is mainly attributable to the increase in the income from the sales of scrap materials and the reimbursement of the development costs of new project from the customers.

### Other Gains/(Losses) – Net

Other gains – net mainly consists of fair value changes on derivative financial instruments, net foreign exchange difference for transactions denominated in foreign currencies, government grants for approved technology projects, and loss on disposal of property, plant and equipment. Other gains – net recorded during the year ended 31 December 2018 primarily due to depreciation of Renminbi during the year ended 31 December 2018 which resulted in a significant decrease in exchange loss and the increase in government grants during the year ended 31 December 2018.

### Selling Expenses

Selling and marketing expenses primarily consist of employee benefit expenses, transportation and travelling expenses, commission expenses to salespersons and agents, certificate and detection fees mainly for obtaining safety certifications, consultancy fee, entertainment fee, operating lease payments, advertising costs, commercial insurance for our trade receivables and others.

Selling and marketing expenses increased by 15.8% from HK\$121.3 million for the year ended 31 December 2017 to HK\$140.5 million for the year ended 31 December 2018. The increase was primarily attributable to the increase in the business of the Group and the increase in employee benefit expenses paid for the sales team.

### Administrative Expenses

Administrative expenses primarily consist of employee benefit expenses for administrative staff, depreciation, amortisation and impairment charges, consultancy fee, transportation and travelling expenses, entertainment expenses, bank charges, R&D costs and others.

Administrative expenses increased by 16.7% from HK\$195.6 million for the year ended 31 December 2017 to HK\$228.4 million for the year ended 31 December 2018. The increase was primarily attributable to the increase in employee benefit expenses paid to the employees and the increase in R&D expenses during the year ended 31 December 2018.

### Finance Expenses – Net

Net finance expenses represent interest charges on our interest-bearing bank borrowing and interest income on our bank deposits. The Group had net finance expenses of HK\$8.4 million and HK\$5.9 million for the years ended 31 December 2018 and 2017, respectively, representing an increase of 41.7% as the Group's average bank borrowings increased during the year under review as a result of the funds required to pay for suppliers who demanded a shorter payment term.

### Income Tax Expense

Income tax expense represents income tax payable by the Group under relevant income tax rules and regulations where the Group operates.

Income tax expense consists of current income tax and deferred income tax. Current income tax consists of the PRC enterprise income tax at a rate of 15% for a PRC subsidiary of the Company which was recognised as “New and High Technology Enterprises” and enjoys a preferential Corporate Income Tax rate and at a rate of 25% for the other PRC subsidiaries of the Company, respectively. Hong Kong profits tax is calculated at 16.5% of the estimated assessable profits for the Company’s subsidiaries in Hong Kong. Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts. Income tax expense decreased from HK\$43.3 million for the year ended 31 December 2017 to HK\$12.5 million for the year ended 31 December 2018. The decrease in income tax expense was primarily due to the decrease in profit before income tax from HK\$200.9 million for the year ended 31 December 2017 to HK\$67.9 million for the year ended 31 December 2018 and the decrease in withholding tax of the Company’s subsidiaries in the PRC. Profits contribution from the Hong Kong subsidiaries of the Company increased during the year under review and were taxed at the rate of 16.5%. As of 31 December 2018, the Group had fulfilled all its tax obligations and did not have any unresolved tax disputes.

### TOTAL COMPREHENSIVE INCOME FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY

Total comprehensive income for the year attributable to owners of the Company decreased by 89.7% to HK\$20.4 million for the year ended 31 December 2018 from HK\$197.9 million for the year ended 31 December 2017, including currency translation loss of HK\$35.0 million as a result of the depreciation of Renminbi in 2018.

### LIQUIDITY AND FINANCIAL RESOURCES

The Group maintains a strong and healthy position. As of 31 December 2018, net current assets was HK\$216.1 million as compared with HK\$272.7 million of 31 December 2017. As of 31 December 2018, current ratio was 1.19 times (2017: 1.24 times) (current ratio is calculated by using the following formula: current assets/current liabilities). Gearing ratio was 35.6% (2017: 31.7%) (gearing ratio is calculated by using the following formula: total borrowings/total equity). The increase in gearing ratio was mainly attributable to the increase in average bank borrowing to finance the shortened credit terms from the suppliers during the year ended 31 December 2018.

Cash generated from operations for the year ended 31 December 2018 was HK\$163.5 million (2017: HK\$265.7 million) and the decrease was mainly attributable to the shortened credit from the suppliers as a result of the increase in prices and short supply in raw materials during the year ended 31 December 2018.

Cash used in investing activities for the year ended 31 December 2018 was HK\$139.6 million (2017: HK\$166.9 million) and the decrease was mainly attributable to the slowdown in the investment in property, plant and equipment in view of the uncertainties in the macroeconomic environment.

During the year ended 31 December 2018, net cash generated from financing activities was HK\$12.3 million (2017: net cash used HK\$59.3 million).

## DEBT MATURITY PROFILE

The maturity profile of the Group's borrowing is set out below:

	As at 31 December	
	2018 HK\$'000	2017 HK\$'000
Within 1 year	147,907	119,904
Between 1 and 2 years	41,843	36,496
Between 2 and 5 years	17,847	31,404
	<b>207,597</b>	187,804

## FINANCIAL RISK MANAGEMENT

### Foreign Exchange Risk

The Group operates mainly in the PRC, with notable portion of our revenue is derived from our export sales to overseas countries. The Group is exposed to foreign currency risks, in particular fluctuation in currency exchange rates of HK\$ and USD against RMB.

The Group generates a notable portion of revenue and receivables in USD and HK\$, while our cost of sales is primarily denominated in RMB. For the year ended 31 December 2018, our revenue denominated in USD and HK\$ amounted to approximately 66.5% of our total revenue.

The Group manages its foreign exchange risk by performing regular reviews of the Group's net foreign exchange exposures and may enter into certain forward foreign exchange contracts, when necessary, to manage its exposure against foreign currencies and to mitigate the impact on exchange rate fluctuations. During the year ended 31 December 2018, no new forward foreign exchange contracts had been entered into by the Group.

### Cash Flow and Fair Value Interest Rate Risk

As the Group has no significant interest-bearing assets (other than bank balances and cash), the Group's income and operating cash flows are substantially independent of changes in market interest rates. As of 31 December 2018, the Group has floating-rate bank borrowings of HK\$207.6 million (2017: HK\$187.8 million) which is primarily denominated in HK\$ and USD.



### **Credit Risk**

The Group has no significant concentrations of credit risk. The carrying amounts of trade receivables, deposits and other receivables, bank balances and cash included in the consolidated balance sheets represent the Group's maximum exposure to credit risk in relation to its financial assets. The Group has policies in place to ensure credit terms are only granted to customers with an appropriate credit history, and credit evaluations on them were performed periodically, taking into account their financial position, past experience and other factors. For customers to whom no credit terms were offered, the Group generally requires them to pay deposits and/or advances prior to delivery of products. The Group typically does not require collaterals from customers. Provisions are made at initial recognition based on expected credit losses and will be updated at each reporting date to reflect change in credit risk.

As at 31 December 2018, all of the bank balances, term deposits and restricted bank deposits were deposited with highly reputable and sizable banks and financial institutions without significant credit risk in the PRC and Hong Kong. The management does not expect to incur any loss from non-performance by these banks and financial institutions. As at 31 December 2018 and 2017, the Group held bank balances, term deposits and restricted bank deposits totalling HK\$204.7 million, and HK\$208.2 million, respectively, with four major banks in the PRC and Hong Kong.

### **Liquidity Risk**

The liquidity position is monitored closely by the management. The Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance its operations and mitigate the effects of fluctuations in cash flows.

### **CONTINGENT LIABILITIES**

As at 31 December 2018, the Group did not have any significant contingent liabilities.

### **HUMAN RESOURCES**

The Group employed a total of approximately 6,500 full-time employees as of 31 December 2018 (2017: approximately 6,500). The Group believes its human resources are its valuable assets and maintains its firm commitment to attracting, developing and retaining talented employees, in addition to providing dynamic career opportunities and cultivating a favourable working environment. The Group constantly invests in training across diverse operational functions and offer competitive remuneration packages and incentives to all employees. The Group regularly reviews its human resources policies for addressing corporate development needs.



# BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

## BOARD OF DIRECTORS

The Board consists of five Directors, of whom two are executive Directors and the remaining three are independent non-executive Directors.

## EXECUTIVE DIRECTORS

**Mr. Hung Kwong Yee (洪光椅先生)** (“Chairman Hung”), aged 60, is the Chairman of the Board, an executive Director, the chief executive officer, the chairman of the nomination committee (the “Nomination Committee”) and a member of the remuneration committee (the “Remuneration Committee”) of the Company. He is responsible for the overall strategic planning and overseeing the general management of our Group. He was appointed as a Director in January 2015 and re-designated as the Chairman of the Board and an executive Director with effect from June 2015. He is also a director of certain subsidiaries of the Company. Chairman Hung is the father of Mr. Hung Sui Tak, another executive Director. Chairman Hung is the director and sole shareholder of Even Joy Holdings Limited, a substantial Shareholder, and the director of TinYing Investments Limited and TinYing Holdings Limited, substantial Shareholders.

Chairman Hung is the founder of our Group. He established his business under the trading name “Ten Pao Company (天寶公司)” in Hong Kong in December 1979 and established the production plant in Huizhou, Guangdong province in October 1988. Accordingly, he has accumulated 40 years of experience in the power supply industry. Chairman Hung has become a member of the Chinese People’s Political Consultative Conference, Anhui Province (安徽省中國人民政治協商會議) in 2018. Chairman Hung holds several social titles including the vice chairman of the Federation of Hong Kong Industries of PRD Council Huizhou Branch (香港工業總會珠三角工業協會惠州分部), the president of the 7th council of the Huizhou City Huicheng District Foreign Investment Enterprise Association (惠州市惠城區外商投資企業協會), the executive vice president of the 7th council of the Huizhou City Foreign Investment Enterprise Association (惠州市外商投資企業協會), the chairman of Huizhou Ganghui Love Foundation (惠州市港惠愛心基金會), the executive vice president of Huizhou Overseas Chinese Enterprises Association (惠州市僑商協會) (appointed in August 2018), the director of the 39th term of the board of directors of Yan Oi Tong (仁愛堂), the vice chairman of Hong Kong Shine Tak Foundation (香港善德基金會), and the honorary life chairman of the Hong Kong Baptist University Foundation (香港浸會大學基金). Chairman Hung graduated from the High School of Yinglin Middle School of Jinjiang City, Fujian Province (福建省晉江市英林中學高中部) in the PRC in July 1976.

**Mr. Hung Sui Tak (洪瑞德先生)**, aged 32, is an executive Director and the marketing director of our Group. He is primarily responsible for the overall product marketing strategy of our Group. He was appointed as a Director in January 2015 and re-designated as an executive Director with effect from June 2015. Mr. Hung Sui Tak is the son of Chairman Hung, the Chairman of the Board, an executive Director and the chief executive officer of the Company. He is also a director of TinYing Holdings Limited, a substantial Shareholder.

Mr. Hung Sui Tak has approximately 9 years of experience in the power supply industry. He joined our Group in July 2009 as a marketing assistant responsible for product marketing, brand promotion and exhibition arrangement. He worked as a research assistant in The Hong Kong Polytechnic University (the “PolyU”) responsible for the cooperation project of our Group and the PolyU, namely, the Study of the Optimal Operation Conditions for the Production of Polyhydroxyalkanoates (biodegradable plastics) in Nitrogen Reduction Process, from 2009 to 2014, according to the Agreement on Teaching Company Scheme dated 19 October 2009 entered into between the PolyU and Ten Pao International Limited designed and conducted by the PolyU in support of industry and business principally aiming to produce the biodegradable and biocompatible plastic and reduce the cost of producing it. Mr. Hung Sui Tak was promoted as a marketing director of our Group in January 2015. Mr. Hung Sui Tak received a bachelor’s degree in science with honours from the University of Birmingham in the United Kingdom in July 2008.

#### **INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. Lam Cheung Chuen (林長泉先生)**, aged 65, is an independent non-executive Director, who was appointed in November 2015, and responsible for overseeing the management of our Group independently. He is also a member of the Company’s audit committee (the “Audit Committee”), the Remuneration Committee and the Nomination Committee. Mr. Lam is a founder of Sun Tin Lun Garment Accessories (Huizhou) Co., Ltd. (新天倫服裝配料(惠州)有限公司), a garment accessories manufacturing company in the PRC, and Sun Tin Lun Apparel Accessories (Huizhou) Co., Ltd. (新天倫服裝輔料(惠州)有限公司), an apparel accessories manufacturing company in the PRC.

Mr. Lam completed his primary school education in the PRC in July 1966 and was conferred Honorary University Fellowship of Hong Kong Baptist University in September 2015. Mr. Lam has over 26 years of experience in the garment accessories manufacturing industry. Mr. Lam was a special committee member of the 11th session of and is a member of the 12th session of Huizhou City Committee of Guangdong Province of the Chinese People’s Political Consultative Conference (中國人民政治協商會議廣東省惠州市委員會). Mr. Lam holds a number of social titles including the president of the 6th council of Huizhou City Huicheng District Foreign Investment Enterprise Association (惠州市惠城區外商投資企業協會), the vice president of the 7th council of Huizhou City Foreign Investment Enterprise Association (惠州市外商投資企業協會), the senior vice chairman of the 1st council of Huizhou Overseas Chinese Enterprises Association (惠州市僑商投資企業協會) (appointed in October 2018), a chairman of the Huizhou Division of the Federation of Hong Kong Industries of Pearl River Delta Council (香港工業總會珠三角工業協會), the director of the Hong Kong Shine Tak Foundation (香港善德基金會), the permanent honorary chairman of the Hong Kong Baptist University Foundation (香港浸會大學基金) and the vice president of the Hong Kong Lin Commerce of Chamber (香港林氏總商會). Mr. Lam is also the chairman of the board of directors and a non-executive director of Reach New Holdings Limited (stock code: 8471), a company listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

**Mr. Chu Yat Pang Terry (朱逸鵬先生)**, aged 47, is an independent non-executive Director, who was appointed in November 2015, and responsible for overseeing the management of our Group independently. He is also the chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee. At present, Mr. Chu is a Managing Director of Halcyon Capital Limited which specializes in initial public offerings and corporate advisory in mergers and acquisitions. Mr. Chu possesses over 25 years of experience in corporate finance and auditing. Mr. Chu used to work for an international accounting firm and other corporate finance arms of listed financial institutions in Hong Kong. Mr. Chu graduated from the University of Western Ontario in Canada with a Bachelor of Arts degree in 1992 and from the University of Hull in the United Kingdom with a Master of Business Administration (Investment & Finance) degree in 1997. He also obtained a Diploma in Accounting from the School of Business and Economics of the Wilfrid Laurier University in Canada in 1993. Mr. Chu is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Chu is also an independent non-executive director of the following companies listed on the Main Board of the Stock Exchange: Hong Kong Finance Group Limited (stock code: 1273) and AB Builders Group Limited (stock code: 1615) (appointed on 17 August 2018).

**Mr. Lee Kwan Hung (李均雄先生)**, aged 53, is an independent non-executive Director, who was appointed in November 2015, and responsible for overseeing the management of our Group independently. He is also the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee. Mr. Lee has approximately 29 years of experience in legal services. Mr. Lee commenced working in Woo Kwan Lee & Lo, a law firm in Hong Kong, in 1989 and worked as a partner from 2001 to 2011. He worked in the Listing Division of the Stock Exchange, where he successively served as a manager and senior manager from 1992 to 1994. He joined Howse Williams, a law firm in Hong Kong, as a consultant in 2014. Mr. Lee received a bachelor's degree in laws (Honours) and a postgraduate certificate in laws from The University of Hong Kong in November 1988 and September 1989 respectively. He was admitted as a solicitor in Hong Kong in 1991 and in the United Kingdom in 1997.

Currently, Mr. Lee is acting as an independent non-executive director of the following companies listed on the Stock Exchange:

Name of listed company	Stock code
China BlueChemical Ltd.	3983
China Goldjoy Group Limited	1282
Embry Holdings Limited	1388
FSE Services Group Limited (formerly known as "FSE Engineering Holdings Limited")	331
Landsea Green Group Co., Ltd. (formerly known as "Landsea Green Properties Co., Ltd.")	106
NetDragon Websoft Holdings Limited	777
Newton Resources Ltd	1231
Red Star Macalline Group Corporation Ltd.	1528
Tenfu (Cayman) Holdings Company Limited	6868

## SENIOR MANAGEMENT

Our senior management is responsible for the day-to-day management of our business.

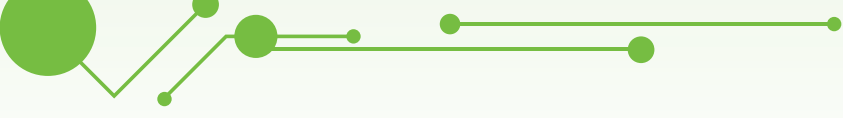
**Mr. Tse Chung Shing (謝仲成先生)**, aged 48, is the vice president of our Group, the company secretary and chief financial officer of our Company. He is responsible for the financial reporting and investors' relationship matters of our Group. He joined our Group in December 2010 as a financial controller, and was appointed as the company secretary and chief financial officer of our Company with effect from June 2015 and November 2015, respectively. He was appointed as the vice president of our Group with effect from 21 December 2017. Mr. Tse has approximately 26 years of experience in auditing, accounting and corporate finance. Prior to joining our Group, he worked as a senior manager in the advisory assurance department in Ernst & Young, an international accounting firm, from 1992 to 2003. From 2004 to 2009, he worked as a financial controller in Fung Yue Electrical Machinery Co., Ltd. (豐裕電機工程有限公司), an automation equipment manufacturing company in Hong Kong. Mr. Tse received a bachelor's degree in accountancy (honours) from the City University of Hong Kong in November 1992. Mr. Tse has been a member of the Association of Chartered Certified Accountants since December 1997 and became a fellow member in December 2002.

**Ms. Yang Bingbing (楊冰冰女士)**, aged 50, is the vice president of Business Group (BG) 1<sup>(1)</sup> of our Group. She is responsible for the sales and manufacturing of BG 1<sup>(1)</sup> of our Group. Ms. Yang joined our Group in August 2005 as a technical assistant to the chairman in the R&D center and was appointed as the general manager of Business Unit 1 of our Group with effect from April 2013, respectively. She was appointed as the vice president of our Group with effect from 21 December 2017 and as the vice president of BG 1<sup>(1)</sup> of our Group with effect from 1 January 2019. Ms. Yang has approximately 22 years of experience in design and manufacturing in the power supply industry. Prior to joining our Group, Ms. Yang worked as a manager of automatic instrumentation workshop in Anhui Anqing Nanfeng Household Chemicals Co., Ltd. (安徽安慶南風日化有限責任公司) (formerly known as Anqing City Synthetic Detergent Factory of Anhui Province (安徽省安慶市合成洗滌劑廠)), a detergent manufacturing factory in the PRC, from 1991 to 1996. From 1996 to 2004, she worked as a manager of R&D in Shenzhen Pan Tai Electronic Co., Ltd. (深圳品泰電子有限公司), a power supply product manufacturing company in the PRC. From 2004 to 2005, she worked as a manager of R&D in Leitong Technology Development Co., Ltd. (雷通科技發展有限公司), a power supply product manufacturing company in Hong Kong. Ms. Yang received a bachelor's degree in applied electronic technology from the East China University of Science and Technology (華東理工大學) (formerly known as East China College of Chemical Technology (華東化工學院)) in the PRC in July 1991.

**Mr. Philip Yue (余德輝先生)**, aged 59, is the vice president of Business Group (BG) 2<sup>(2)</sup> and the chief strategy officer of our Group. Mr. Yue joined our Group and was appointed as the vice president and the chief strategy officer of our group with effect from 21 December 2017 and as the vice president of BG 2<sup>(2)</sup> of our Group with effect from 1 January 2019. He has approximately 36 years of experience in senior management role, with Greater China, Asia Pacific as well as Global responsibilities. Prior to joining Ten Pao, from 1999 to 2008, Mr. Yue was Managing Director China and APAC vice president for Atos Origin, a leading European consulting and IT service company headquartered in France (Euronext: ATO). From 2008 to 2012, Mr. Yue served as Group vice president for Suntech Power Holdings Limited (尚德電力控股集團 (NYSE: STP), an integrated PV manufacturer, leading strategic value) chain integration and global supply chain functions. From 2013 to 2014, he served Sky Solar Holdings Limited (天華陽光控股集團), a US listed (Nasdaq: skys), global renewable power asset developer, as Group vice president operations. From 2015 to 2017, Mr. Yue was director and partner of Quality Link Consultants (Shanghai) Limited (上海凌駿科技諮詢有限公司), a Shanghai based consulting and advisory firm providing advisory service on business strategies, M&A, organization development and performance improvement programs. Before moved to China in 1999, Mr. Yue was board member and chief executive officer for several leading information technology companies in Hong Kong and Australia. Earlier in his career, Mr. Yue had served Citibank as vice president in Corporate Banking, based in Hong Kong. Mr. Yue received a bachelor of science degree from University of London in 1980 and a MBA from University of East Asia in 1986.

**Mr. Liao Xingchun (廖醒春先生)**, aged 49, is the vice president of our Group. He is responsible for the management of human resources, information technology, strategy and administration of our Group. He was appointed as the general manager of the human resources department and the vice president of our Group with effect from February 2014 and 21 December 2017, respectively. Mr. Liao joined our Group in February 2014 as the general manager of human resources department. Mr. Liao has approximately 22 years of experience in the human resources industry. Prior to joining our Group, Mr. Liao worked as an administrative manager in Dongguan Xinke Electronic Factory (東莞新科電子廠), an electronic product manufacturing factory in the PRC, from 1994 to 1996. From 1996 to 2000, he worked as a manager in human resources department of Dongguan Yeji Industrial Co., Ltd. (東莞業基工業有限公司), a clothing manufacturing company in the PRC. From 2000 to 2003, he worked as a manager of human resources in Tianda Pharmaceuticals (Zhuhai) Co., Ltd. (天大藥業(珠海)有限公司), a pharmaceutical manufacturing company in the PRC. From 2003 to 2010, Mr. Liao worked as a director of human resources in TK Group (Holdings) Limited (東江集團(控股)有限公司), a plastic injection and mold manufacturing company listed on the Stock Exchange (stock code: 2283). From 2010 to 2013, Mr. Liao worked as an administrative director of human resources in Hubei LPV Sports Co., Ltd. of Lining (Jingmen) Industrial Zone (李寧(荊門)工業園湖北動能體育用品有限公司), a sportswear manufacturing company in the PRC. Mr. Liao received a diploma in enterprise management from the Guangdong University of Finance & Economics (廣東財經大學) (formerly known as Guangdong College of Business (廣東商學院)) in the PRC in June 1992 and a master's degree in business administration from the Beijing Jiaotong University (北京交通大學) in the PRC in January 2009.

**Mr. Li Hongxing (李紅星先生)**, aged 42, is the director of strategic procurement of our Group. He is responsible for the strategic procurement of our Group. He was appointed as the director of strategic procurement of our Group with effect from September 2012. Mr. Li joined our Group in September 2012 as the director of strategic procurement. Mr. Li has approximately 19 years of experience in the procurement industry. Prior to joining our Group, Mr. Li worked as a vice manager of supply chain in Fuhuajie Industrial (Shenzhen) Co., Ltd. of Foxconn Technology Group (富士康科技集團富華傑工業(深圳)有限公司), an electronic product manufacturing company in the PRC, from 1999 to 2011. From 2011 to 2012, he worked as an operation director responsible for procurement in Shenzhen Haoen Acoustics Co., Ltd. (深圳市豪恩聲學股份有限公司), an acoustic equipment manufacturing company in the PRC. From March 2012 to August 2012, Mr. Li worked as a director of supply chain center in Shenzhen Jasic Technology Co., Ltd. (深圳市佳士科技股份有限公司), a welder equipment manufacturing company listed on the Shenzhen Stock Exchange (stock code: 300193). Mr. Li received a diploma in industrial enterprise management from the Chengdu Electromechanical College (成都電子機械高等專科學校) in the PRC in July 1999 and a master's degree in business management from the University of Electronic Science and Technology (電子科技大學) in the PRC in June 2010.



## Biographies of Directors and Senior Management

**Mr. Wang Xiu (王修先生)**, aged 44, is the general manager of the R&D department of our Group. He is responsible for the R&D of our Group. He was appointed as the general manager of the R&D department of our Group with effect from January 2016. Mr. Wang joined our Group in September 2002 as a head of the R&D department. Accordingly, he has approximately 16 years of experience in the development and management in the power supply industry. Mr. Wang received a bachelor's degree in applied electronics from the Nanchang Hankong University (南昌航空大學) (formerly known as Nanchang Hankong Industrial College (南昌航空工業學院)) in the PRC in July 1995.

*Notes:*

- (1) Business Group 1 is principally engaged in the sales and manufacturing of smart chargers and controllers of power tools for industrial use and switching power supply units for telecommunications devices.
- (2) Business Group 2 is principally engaged in the sales and manufacturing of switching power supply units for lighting, media & entertainment, electrical home appliances and others.



# CORPORATE GOVERNANCE REPORT

## CORPORATE GOVERNANCE PRACTICES

The Company recognises the importance of good corporate governance in maintaining its corporate transparency and accountability. The Board sets appropriate policies and implements corporate governance practices appropriate to the conduct and growth of the Group's business.

The Company has applied the principles as set out in the Corporate Governance Code (the "CG Code") contained in Appendix 14 to the Listing Rules during the year ended 31 December 2018.

The Board considers that during the year ended 31 December 2018, the Company has complied with the code provisions set out in the CG Code, except for the code provision A.2.1. Key corporate governance principles and practices of the Company as well as the details of the foregoing deviation are summarized below.

### A. THE BOARD

#### A1. Responsibilities and Delegation

The Board is responsible for the leadership, control and management of the Company and oversees the Group's business, strategic decision and performances in the attainment of the objective of ensuring effective functioning and growth of the Group and enhancing value to investors. All the Directors carry out their duties in good faith, take decisions objectively and act in the interests of the Company and the Shareholders at all times.

The Board reserves for its decision on all major matters of the Company, including the approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant financial and operational matters.

All Directors have timely access to all relevant information as well as the advice and services of the company secretary and senior management, with a view to ensuring compliance with Board procedures and all applicable laws and regulations. Any Director may request for independent professional advice in appropriate circumstances at the Company's expense, upon reasonable request made to the Board.

The executive committee (the "Executive Committee") and senior management of the Company are delegated the authority and responsibilities by the Board for the day-to-day management and operation of the Group. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the above-mentioned officers. The Board has the full support of the senior management to discharge its responsibilities.



## A2. Board Composition

The composition of the Board during the year ended 31 December 2018 and up to the date of this report is as follows:

### **Executive Directors:**

Mr. Hung Kwong Yee *(Chairman of the Board, Chief Executive Officer, Chairman of the Nomination Committee and Member of the Remuneration Committee)*

Mr. Hong Guangdai *(Note)*

Mr. Hung Sui Tak

### **Independent Non-executive Directors:**

Mr. Lam Cheung Chuen *(Member of the Audit Committee, the Remuneration Committee and the Nomination Committee)*

Mr. Chu Yat Pang Terry *(Chairman of the Audit Committee and Member of the Remuneration Committee and the Nomination Committee)*

Mr. Lee Kwan Hung *(Chairman of the Remuneration Committee and Member of the Audit Committee and the Nomination Committee)*

*Note:* With effect from 25 May 2018, Mr. Hong Guangdai retired as an executive Director.

Throughout the year ended 31 December 2018, the Board has met the requirements of the Listing Rules 3.10 and 3.10A of having a minimum of three independent non-executive directors (representing at least one-third of the Board) with at least one of them possessing appropriate professional qualifications and accounting and related financial management expertise.

The members of the Board have skills and experience appropriate for the business requirements and objectives of the Group. Each executive Director is responsible for different business and functional division of the Group in accordance with his expertise. The independent non-executive Directors bring different business and financial expertise, experiences and independent judgment to the Board and they are invited to serve on the Board committees. Through participation in Board meetings, taking the lead in managing issues involving potential conflicts of interests, the independent non-executive Directors have made contributions to the effective direction of the Company and provided adequate checks and balances to safeguard the interests of both the Group and the Shareholders.

Chairman Hung is the father of Mr. Hung Sui Tak. Save as disclosed above, the Directors have no financial, business, family or other material/relevant relationships with each other.

The Company has received written annual confirmation from each independent non-executive Director of his independence pursuant to the requirements of the Listing Rules. The Company considers all independent non-executive Directors to be independent in light of the independence guidelines set out in the Listing Rules.

### **A3. Chairman and Chief Executive**

Pursuant to code provision A.2.1 of the CG Code, the roles of the chairman and the chief executive should be separate and should not be performed by the same individual.

Chairman Hung is currently acting as both the Chairman of the Board and the chief executive officer of the Company. Chairman Hung, the founder of the Group with the established market reputation in the power supply industry in the PRC, has extensive experience in its business operation and management in general. The Board believes that vesting the two roles in the same person provides the Company with strong and consistent leadership and facilitates the implementation and execution of the Group's business strategies which is in the best interests of the Company. Under the leadership of Chairman Hung, the Board works effectively and performs its responsibilities with all key and appropriate issues discussed in a timely manner. In addition, as all major decisions are made in consultation with members of the Board and relevant Board committees, and there are three independent non-executive Directors on the Board offering independent perspectives, the Board is of the view that there are adequate safeguards in place to ensure sufficient balance of powers within the Board. The Board shall nevertheless review the structure and composition of the Board from time to time in light of prevailing circumstances, to maintain a high standard of corporate governance practices of the Company.

### **A4. Appointment and Re-election of Directors**

All Directors are appointed for a specific term. Each executive Director is engaged on a service contract for an initial term of 3 years, and will continue thereafter unless or until terminated by either party by giving to the other not less than 3 months' notice in writing. Each of the independent non-executive Directors is appointed for an initial term of 3 years, unless terminated by either party by giving to the other not less than 3 months' notice in writing.

According to the Articles of Association (the "Articles"), one-third of the Directors for the time being (if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation at each annual general meeting (the "AGM") provided that every Director shall be subject to retirement by rotation at least once every three years. The retiring Directors should be eligible for re-election at the relevant AGM. In addition, any new Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of Shareholders after his/her appointment, whereas any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM. The Director appointed by the Board as aforesaid shall be eligible for re-election at the relevant general meeting.

At the 2019 AGM, Chairman Hung and Mr. Hung Sui Tak shall retire by rotation pursuant to the Articles provisions stated in the foregoing paragraph. Both retiring Directors, being eligible, will offer themselves for re-election at the 2019 AGM. The Board and the Nomination Committee recommended their re-appointment. The circular of the Company, sent together with this report, contains detailed information of these two Directors as required by the Listing Rules.

#### A5. Training and Continuing Development for Directors

Each newly appointed Director shall receive formal induction on the first occasion of his/her appointment, so as to ensure that he/she has appropriate understanding of the business and operations of the Group and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

The existing Directors are continually updated with legal and regulatory developments, and the business and market changes to facilitate the discharge of their responsibilities. Trainings and professional development for Directors are arranged whenever necessary. In addition, reading material on new or changes to salient laws and regulations applicable to the Group are provided to Directors from time to time for their studying and reference.

The Directors are required to submit to the Company details of the training they received in each financial year for the Company's maintenance of proper training records of the Directors. According to the training records currently maintained by the Company, during the year ended 31 December 2018, the Directors have complied with the code provision A.6.5 of the CG Code on participation in continuous professional training as follows:

	Type of training/education	
	Attending training on regulatory development, directors' duties or other relevant topics	Reading regulatory updates or corporate governance related materials or materials relevant to directors' duties
Mr. Hung Kwong Yee	✓	✓
Mr. Hong Guangdai ( <i>Note</i> )	✓	✓
Mr. Hung Sui Tak	✓	✓
Mr. Lam Cheung Chuen	✓	✓
Mr. Chu Yat Pang Terry	✓	✓
Mr. Lee Kwan Hung	✓	✓

*Note:* With effect from 25 May 2018, Mr. Hong Guangdai retired as an executive Director.

**A6. Directors' Attendance Records at Meetings**

The attendance records of each Director at the Board and Board committee meetings and the general meeting of the Company held during the year ended 31 December 2018 are set out below:

Name of Director	Attendance/Number of Meetings				Annual General Meeting
	Board	Audit Committee	Remuneration Committee	Nomination Committee	
<b>Executive Directors:</b>					
Mr. Hung Kwong Yee	4/4	N/A	1/1	1/1	1/1
Mr. Hong Guangdai ( <i>Note</i> )	1/1	N/A	N/A	N/A	0/1
Mr. Hung Sui Tak	4/4	N/A	N/A	N/A	1/1
<b>Independent Non-executive Directors:</b>					
Mr. Lam Cheung Chuen	4/4	3/3	1/1	1/1	1/1
Mr. Chu Yat Pang Terry	4/4	3/3	1/1	1/1	1/1
Mr. Lee Kwan Hung	4/4	3/3	1/1	1/1	1/1

*Note:* With effect from 25 May 2018, Mr. Hong Guangdai retired as an executive Director. Before his retirement, 1 Board meeting and 1 general meeting were held during the year ended 31 December 2018.

In addition, the Chairman of the Board held one meeting with the independent non-executive Directors without the presence of executive Directors during the year ended 31 December 2018.

**A7. Model Code for Securities Transactions**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 to the Listing Rules as its own code of conduct regarding dealings in the securities of the Company by the Directors and the Group's employees who are likely to possess inside information of the Company and/or its securities. Specific enquiry has been made of all the Directors and they have confirmed their compliance with the Model Code throughout the year ended 31 December 2018. In addition, no incident of non-compliance of the Model Code by the relevant employees of the Group was noted during the year ended 31 December 2018.

In case when the Company is aware of any restricted period for dealings in the Company's securities, the Company will notify its Directors and relevant employees in advance.

**A8. Corporate Governance Functions**

The Audit Committee is responsible for performing the corporate governance functions set out in the code provision D.3.1 of the CG Code.

During the year under review, the Audit Committee has performed corporate governance functions as follows: (i) reviewed and developed the Company's corporate governance policies and practices; (ii) reviewed and monitored the training and continuous professional development of Directors and senior management; (iii) reviewed and monitored the Company's policies and practices on compliance with legal and regulatory requirements; (iv) reviewed and monitored the compliance of the Model Code; and (v) reviewed the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

## **B. BOARD COMMITTEES**

The Board has established four Board committees, namely, the Executive Committee, the Remuneration Committee, the Nomination Committee and the Audit Committee, for overseeing particular aspects of the Company's affairs. All Board committees have been established with defined written terms of reference which are available on the Stock Exchange's website and the Company's website (except for the terms of reference of the Executive Committee which are available to Shareholders upon request). All the Board committees should report to the Board on their decisions or recommendations made.

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

### **B1. Executive Committee**

The Executive Committee comprises all the executive Directors with the Chairman of the Board, Chairman Hung, acting as the chairman. The Executive Committee operates as a general management committee under the direct authority of the Board to increase the efficiency for the business decisions. It monitors the execution of the Company's strategic plans and operations of all business units of the Group and discusses and makes decisions on matters relating to the management and day-to-day operations of the Company.

### **B2. Remuneration Committee**

The Remuneration Committee comprises a total of four members, being one executive Director, Chairman Hung, and three independent non-executive Directors, Mr. Lee Kwan Hung (chairman of the Committee), Mr. Lam Cheung Chuen and Mr. Chu Yat Pang Terry. Throughout the year ended 31 December 2018, the Company has met the Listing Rule requirements of having the majority of the Remuneration Committee members being independent non-executive Directors as well as having the Committee chaired by an independent non-executive Director.

The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Company's remuneration policy and structure and the remuneration packages of Directors and members of senior management (i.e. the model described in the code provision B.1.2(c)(ii) of the CG Code is adopted). The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration, which remuneration will be determined by the Board with reference to the performance of the individual and the Company as well as market practice and conditions.

During the year ended 31 December 2018, the Remuneration Committee has held one meeting (the attendance records of each Committee member are set out in section A6 above), in which the Committee members have reviewed the existing remuneration policy and structure of the Company and the remuneration packages of Directors and senior management of the Company and made relevant recommendations to the Board.

Pursuant to code provision B.1.5 of the CG Code, the annual remuneration of the members of the senior management, other than the Directors, by band for the year ended 31 December 2018 is set out below:

<b>Remuneration band (HK\$)</b>	<b>Number of individuals</b>
0–1,000,000	1
1,000,001–2,000,000	4
2,000,001–3,000,000	–
3,000,001–4,000,000	–
4,000,001–5,000,000	–
5,000,001–6,000,000	1

Details of the remuneration of each Director for the year ended 31 December 2018 are set out in note 39 to the financial statements contained in this report.

### **B3. Nomination Committee**

The Nomination Committee comprises a total of four members, being the Chairman of the Board, Chairman Hung (chairman of the Committee), and three independent non-executive Directors, Mr. Chu Yat Pang Terry, Mr. Lam Cheung Chuen and Mr. Lee Kwan Hung. Throughout the year ended 31 December 2018, the Company has met the code provision A.5.1 of the CG Code of having a majority of the Committee members being independent non-executive Directors and having the Committee chaired by the Chairman of the Board.

The principal responsibilities of the Nomination Committee are to review the structure, size and composition (including the skills, knowledge, experience and diversity perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; identify qualified and suitable individuals to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships; assess the independence of independent non-executive Directors; and make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the Chief Executive of the Company.

The Company also recognises and embraces the benefit of having a diverse Board to enhance the quality of its performance. To comply with Rule 13.92 of the Listing Rules and code provision A.5.6 of the CG Code, a Board diversity policy was adopted by the Company, pursuant to which the Nomination Committee is responsible for monitoring the implementation of the Board diversity policy and assessing the Board composition under diversified perspectives (including but not limited to gender, age, cultural and educational background, or professional experience). The Nomination Committee shall report its findings and make recommendation to the Board, if any. Such policy and objectives will be reviewed from time to time to ensure their appropriateness in determining the optimum composition of the Board.

In selecting candidates for directorship of the Company, the Nomination Committee may make reference to certain criteria such as the Company's needs, the diversity on the Board, the integrity, experience, skills and professional knowledge of the candidate and the amount of time and effort that the candidate will devote to discharge his/her duties and responsibilities. External recruitment professionals might be engaged to carry out selection process when necessary.

During the year ended 31 December 2018, in response to the amendment to the CG Code effective on 1 January 2019, the Company has also adopted the Director Nomination Policy. Such policy, devising the criteria and process of selection and performance evaluation, provides guidance to the Board on nomination and appointment of directors of the Company. The Board believes that the defined selection process is good for corporate governance in ensuring the Board continuity and appropriate leadership at Board level, and enhancing better Board effectiveness and diversity as well as in compliance with the applicable rules and regulations.

During the year ended 31 December 2018, the Nomination Committee has held one meeting (the attendance records of each Committee member are set out in section A6 above) in which the Committee members has (i) reviewed the existing structure, size and composition of the Board to ensure that it has a balance of expertise, skills and experience appropriate to the requirements for the business of the Group; (ii) recommended the re-appointment of the retiring Directors standing for re-election at the Company's AGM held on 25 May 2018; and (iii) assessed the independence of the existing independent non-executive Directors.

The Nomination Committee considered that an appropriate balance of diversity perspectives of the Board is maintained and has not yet set any measurable objectives for implementing the Board diversity policy.

#### **B4. Audit Committee**

The Company has met the Listing Rules requirements regarding the composition of the Audit Committee throughout the year ended 31 December 2018. The Audit Committee comprises all three independent non-executive Directors, with Mr. Chu Yat Pang Terry acting as the chairman of the Committee. Mr. Chu Yat Pang Terry possesses the appropriate professional qualification, and accounting and financial management expertise as required under Rule 3.10(2) of the Listing Rules. None of the members of the Audit Committee is a former partner of the Company's existing external auditor.

The main duties of the Audit Committee are reviewing the financial information and reports of the Group and considering any significant or unusual items raised by the financial officers of the Group or external auditor before submission to the Board; reviewing the relationship with and the terms of appointment of the external auditor and making the relevant recommendation to the Board; reviewing the Company's financial reporting system, internal control system and risk management systems and effectiveness of the internal audit function; and performing the Company's corporate governance functions.

During the year ended 31 December 2018, the Audit Committee has held three meetings (the attendance records of each Committee member are set out in section A6 above) and performed the following major works:

- Reviewed and discussed the annual financial statements, results announcement and annual report for the year ended 31 December 2017, the relevant audit findings of the Company's external auditor; and the recommendation of the re-appointment of the external auditor;
- Reviewed and discussed the interim financial statements, results announcement and interim report for the six months ended 30 June 2018 and the relevant review findings of the Company's external auditor;
- Reviewed the Group's continuing connected transactions for the year ended 31 December 2017 and the year ended 31 December 2018;
- Discussed the major internal audit issues for the year ended 31 December 2017;
- Reviewed the Group's financial reporting system and risk management and internal controls systems, and the existing internal audit function of the Company, and made relevant recommendation to the Board;
- Reviewed the compliance with and enforcement of the terms of the Deed of Non-competition by the controlling Shareholders;
- Reviewed the arrangements for employees of the Group to raise concerns about possible improprieties in the Group's financial reporting, internal control or other matters and the investigation process on the reported cases; and
- Reviewed the renewal of the Group's continuing connected transactions.

The external auditor has attended the above three meetings and discussed with the Audit Committee members on issues arising from the audit and financial reporting matters. Besides, there is no disagreement between the Board and the Audit Committee regarding the appointment of external auditor.

### **C. DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF THE FINANCIAL STATEMENTS**

The Directors have acknowledged their responsibilities for preparing the financial statements of the Company for the year ended 31 December 2018.



The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, inside information announcements and other disclosures required under the Listing Rules and other regulatory requirements. The management has provided such explanation and information to the Board as necessary to enable the Board to make an informed assessment of the financial information and position of the Group put forward to the Board for approval.

There are no material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

#### **D. RISK MANAGEMENT AND INTERNAL CONTROLS**

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 Board reviews the effectiveness of the risk management and internal control systems as well as the internal audit department of the Company for each financial year on an annual basis through the Audit Committee.

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 project management, finance, human resources and 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 2018.

The Company's internal audit department is responsible for performing independent review of the adequacy and effectiveness of the risk management and internal control systems. The internal audit department examined key issues in relation to the accounting practices and all material controls and provided its findings and recommendations for improvement to the Audit Committee.

During the year ended 31 December 2018, the Board, as supported by the Audit Committee as well as the report from the management and the internal audit findings, 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 a policy for handling and dissemination of inside information. The policy provides a general guide to the Company's Directors, officers and relevant employees in handling confidential information and monitoring information disclosure.

#### E. COMPANY SECRETARY

The company secretary is Mr. Tse Chung Shing, who fulfils the qualification requirements laid down in the Listing Rules. Biographical details of Mr. Tse are set out in the section headed "Biographies of Directors and Senior Management" of this report. During the year ended 31 December 2018, Mr. Tse has taken not less than 15 hours of relevant professional training.

#### F. EXTERNAL AUDITOR AND AUDITOR'S REMUNERATION

The statement of the external auditor of the Company about their reporting responsibilities on the Company's financial statements for the year ended 31 December 2018 is set out in the section headed "Independent Auditor's Report" in this report.

The fees paid/payable to PricewaterhouseCoopers, the Company's auditor, in respect of audit services and non-audit services for the year ended 31 December 2018 are analysed below:

<b>Type of services provided by the external auditor</b>	<b>Approximate fees paid/ payable HK\$</b>
Audit services – audit fee for the year ended 31 December 2018	3,009,000
Non-audit services – interim review fee for the six months ended 30 June 2018	712,000
<b>TOTAL:</b>	<b>3,721,000</b>

#### G. COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company believes that effective communication with Shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies. The Group also recognizes the importance of transparent and timely disclosure of corporate information, which enables Shareholders and investors to make the best investment decision.

The Company maintains a website at [www.tenpao.com](http://www.tenpao.com) as a communication platform with its Shareholders and investors, where information and updates on the Company's business developments and operations and other information are available for public access. Shareholders and investors of the Company may send written enquiries or requests to the Company via the following contact details:

Attention: Company Secretary  
 Address: Rooms 610–612, 6th Floor, Kwong Sang Hong Centre, 151–153 Hoi Bun Road,  
 Kwun Tong, Kowloon, Hong Kong  
 Email: [ir@tenpao.com](mailto:ir@tenpao.com)  
 Tel: (852) 2790 5566  
 Fax: (852) 2342 0146

Enquiries and requests will be dealt with by the Company in an informative and timely manner.

Besides, Shareholders' meetings provide an opportunity for communication between the Board and the Shareholders. Board members and senior staff will be available to answer questions raised by the Shareholders at general meetings of the Company. In addition, the Company will invite representatives of the auditor to attend its AGM to answer Shareholders' questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence, if any.

#### **H. SHAREHOLDERS' RIGHTS**

To safeguard Shareholders' interests and rights, a separate resolution is proposed for each substantially separate issue at general meetings, including the election of individual Directors. All resolutions put forward at Shareholders' meetings will be voted by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company ([www.tenpao.com](http://www.tenpao.com)) and the Stock Exchange after each Shareholders' meeting.

Pursuant to the Articles, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall have the right, by written requisition to the Board or the company secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

There is no provision allowing Shareholders to move new resolutions at general meetings under the Cayman Islands Companies Law or the Articles. Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

With respect to the Shareholders' right in proposing persons for election as Directors, please refer to the procedures available on the website of the Company.

#### **I. CONSTITUTIONAL DOCUMENTS**

During the year ended 31 December 2018, the Company has not made any changes to the Articles. An up-to-date version of the Articles is available on the websites of the Company and the Stock Exchange. Shareholders may refer to the Articles for further details of the rights of Shareholders.

#### **J. DEED OF NON-COMPETITION**

In respect of the compliance of the provisions of the Deed of Non-competition by the controlling Shareholders, please refer to the section headed "Non-competition Undertakings By Controlling Shareholders" in the Directors' Report of this report.



# DIRECTORS' REPORT

The Board is pleased to present their report together with the audited consolidated financial statements of the Group for the year ended 31 December 2018.

## PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Group is engaged in the sales and manufacturing of switching power supply units for consumer products and smart chargers and controllers for industrial use.

## RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2018 are set out in the consolidated financial statements on pages 59 to 65.

The Board has recommended the payments of a final dividend of HK1.5 cents (2017: HK2.5 cents) and a special final dividend of HK1.0 cent (2017: nil), respectively, per ordinary share of the Company for the year ended 31 December 2018 to the Company's shareholders. The proposed final dividend and special final dividend, subject to the approval of the Company's shareholders at the forthcoming annual general meeting to be held on Monday, 27 May 2019 (the "2019 AGM"), is expected to be paid on Friday, 28 June 2019 to all shareholders whose names to be appeared on the register of members of the Company on Wednesday, 12 June 2019.

## BUSINESS REVIEW

A review of the Group's business during the year, which includes a discussion of the principal risks and uncertainties facing by the Group, an analysis of the Group's performance using financial key performance indicators, particulars of important events affecting the Group during the year, and an indication of likely future developments in the Group's business, could be found in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" in this annual report. In addition, a discussion on relationships with its key stakeholders is included in the sections headed "Management Discussion and Analysis" and "Corporate Governance Report" in this annual report. The review forms part of this directors' report.

## COMPLIANCE WITH LAWS AND REGULATIONS

For the year ended 31 December 2018, the Company is in compliance with the relevant laws and regulations that have a significant impact on the Company.

## ENVIRONMENTAL POLICY AND PERFORMANCE

The Group complies with environmental legislation, encourages "Green Development, Energy Conservation and Emission Reduction", and promotes its awareness to all employees of the Group. The Group's business is inextricably linked to the use of energy. Therefore, the Group has achieved energy conservation and water saving through rectification of its operations and production models. In addition, the Group is closely following the national environmental protection laws and policies to achieve green development.

## CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 22 May 2019 to Monday, 27 May 2019 (both days inclusive) for the purpose of determining the right to attend and vote at the 2019 AGM. In order to be qualified for attending and voting at the 2019 AGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the corresponding share certificates are lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. (Hong Kong time) on Tuesday, 21 May 2019.

Conditional on the passing of the resolutions approving the declaration of the proposed final dividend and special final dividend at the 2019 AGM, the register of members of the Company will also be closed from Monday, 10 June 2019 to Wednesday, 12 June 2019 (both days inclusive) for the purpose of determining the entitlement to the proposed final dividend and special final dividend for the year ended 31 December 2018. In order to be qualified for the proposed final dividend and special final dividend (subject to the approval of the shareholders of the Company at the 2019 AGM), unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the corresponding share certificates are lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at the address stated above for registration not later than 4:30 p.m. (Hong Kong time) on Thursday, 6 June 2019.

### **FIVE-YEAR FINANCIAL SUMMARY**

A summary of the results, assets and liabilities of the Group for the last five years ended 31 December 2018 are set out in the section headed "Five-year Financial Summary" on page 140 of this annual report.

### **SHARE CAPITAL**

Details of the movements in the share capital of the Company are set out in note 25 to the consolidated financial statements.

### **SHARE PREMIUM AND RESERVES**

Movements in the reserves of the Group and of the Company during the year are set out in the consolidated statement of changes in equity and notes 25, 27 and 38 to the consolidated financial statements.

### **DISTRIBUTABLE RESERVES**

As at 31 December 2018, the reserves of the Company available for distribution to Shareholders amounted to approximately HK\$328,959,000 (2017: HK\$360,021,000).

### **DONATIONS**

Charitable donations made by the Group during the year ended 31 December 2018 amounted to HK\$1,382,000 (2017: HK\$3,394,000).

### **PROPERTY, PLANT AND EQUIPMENT**

Details of the movements in property, plant and equipment of the Group are set out in note 13 to the consolidated financial statements.

### **INVESTMENT PROPERTIES**

Details of the movements in investment properties of the Group are set out in note 14 to the consolidated financial statements.

### **BORROWINGS**

Details of borrowings are set out in note 28 to the consolidated financial statements.

### **INDEMNITY OF DIRECTORS**

A permitted indemnity provision (as defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) for the benefit of the Directors is currently in force and was in force throughout the year ended 31 December 2018.

## EQUITY-LINKED AGREEMENTS

During the year, other than the share option scheme adopted by the Company on 23 November 2015 (the "Share Option Scheme") as set out in the section headed "Share Option Scheme" and note 26 to the consolidated financial statements, the Company has not entered into any equity-linked agreement.

## SHARE OPTION SCHEME

The Company adopted the Share Option Scheme, which falls within the ambit of, and is subject to the regulations under Chapter 17 of the Listing Rules. The purpose of the Share Option Scheme is to recognise and acknowledge the contributions the employees, Directors and other participants have had or may have made to the Group. The Share Option Scheme will provide the participants an opportunity to have a personal stake in the Company with the view to achieving the following objectives: (i) motivating the participants to optimise their performance efficiency for the benefit of the Group; and (ii) attracting and retaining or otherwise maintaining on-going business relationships with the participants whose contributions are or will be beneficial to the long-term growth of the Group.

Qualified participants of the Share Option Scheme include: (i) any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries; (ii) any Directors (including independent non-executive Directors) of the Company or any directors of the Company's subsidiaries; (iii) any advisers, consultants, suppliers, customers and agents to the Company or any of its subsidiaries; and (iv) such other persons who, in the sole opinion of the Board, will contribute or have contributed to the Group.

The total number of shares of the Company which may be issued upon exercise of all options to be granted under the Share Option Scheme is 99,544,000 shares of the Company, representing 9.95% of the total issued share capital of the Company as at the date of this annual report.

The total number of shares of the Company issued and to be issued upon the exercise of the options granted to or to be granted to each eligible person under the Share Option Scheme (including exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the shares of the Company in issue.

The offer of a grant of share options under the Share Option Scheme may be accepted within 30 days from the date of offer upon payment of a consideration of HK\$1 by the grantee.

The Share Option Scheme will remain in force for a period of 10 years from 11 December 2015 (the "Listing Date"). The period during which an option may be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than 10 years after it has been granted and accepted. Options may be vested over such period(s) as determined by the Board in its absolute discretion subject to compliance with the requirements under any applicable laws, regulations or rules.

The exercise price of share options under the Share Option Scheme is determined by the Board, but shall not be less than the higher of (i) the closing price of the shares of the Company as stated in the daily quotation sheet of the Stock Exchange on the date of grant, which must be a business day; (ii) the average closing price of the shares of the Company as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share of the Company.

## Directors' Report

Details of movement of the share options granted under the Share Option Scheme for the year ended 31 December 2018 are as follows:

Name or category of option holders	Date of grant (Note 1)	Exercise price per share	Exercise period	Outstanding as at 1 January 2018	Number of share options			Outstanding as at 31 December 2018
					Granted during the year	Exercised during the year (Note 3)	Lapsed during the year	
<b>Directors</b>								
Chairman Hung	15/9/2016	HK\$1.31	15/9/2016–14/9/2019	864,000	-	-	-	864,000
Hung Sui Tak	15/9/2016	HK\$1.31	15/9/2016–14/9/2019	300,000	-	-	-	300,000
Lam Cheung Chuen	15/9/2016	HK\$1.31	15/9/2016–14/9/2019	200,000	-	-	-	200,000
Chu Yat Pang Terry	15/9/2016	HK\$1.31	15/9/2016–14/9/2019	200,000	-	-	-	200,000
Lee Kwan Hung	15/9/2016	HK\$1.31	15/9/2016–14/9/2019	200,000	-	-	-	200,000
<b>Sub-total</b>				1,764,000	-	-	-	1,764,000
<b>Former Director</b>								
Hong Guangdai (Note 2)	15/9/2016	HK\$1.31	15/9/2016–14/9/2019	728,000	-	-	-	728,000
<b>Sub-total</b>				728,000	-	-	-	728,000
<b>Employees of the Group in aggregate</b>								
	15/9/2016	HK\$1.31	15/9/2016–14/9/2019	16,152,000	-	-	476,000	15,676,000
<b>Sub-total</b>				16,152,000	-	-	476,000	15,676,000
<b>Total</b>				18,644,000	-	-	476,000	18,168,000

### Notes:

- The share options granted were vested on the date of grant.
- With effect from 25 May 2018, Mr. Hong Guangdai retired as an executive Director.
- The number and/or exercise price of the share options may be subject to adjustment in the case of rights or bonus issues, or other changes in the Company's share capital.

Apart from the Share Option Scheme which the Directors are entitled to participate in, at no time during the year ended 31 December 2018 was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of acquisition of shares or debentures of the Company or any other body corporate.

### **PRE-EMPTIVE RIGHTS**

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

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2018.

### **MAJOR CUSTOMERS AND SUPPLIERS**

During the year ended 31 December 2018, the percentage of the Group's turnover attributable to the Group's largest customers and the five largest customers in aggregate were 21.5% and 54.5% respectively (2017: 23.7% and 53.6% respectively).

During the year ended 31 December 2018, the percentage of the Group's purchases attributable to the Group's largest suppliers and the five largest suppliers in aggregate were 1.8% and 7.3% respectively (2017: 2.7% and 11.1% respectively).

During the year ended 31 December 2018, none of the Directors or any of their close associates or any Shareholders which to the best knowledge of the Directors, who own more than 5% of the Company's issued share capital, had any interest in any of the Group's five largest customers or suppliers.

### **RETIREMENT BENEFIT SCHEMES**

The Group participated in various retirement benefit schemes in accordance with relevant rules and regulations in the PRC and Hong Kong. Particulars of the retirement benefit schemes are set out in note 8 to the consolidated financial statements.

### **DIRECTORS**

The Directors during the year ended 31 December 2018 and up to the date of this annual report are:

#### **Executive Directors**

Mr. Hung Kwong Yee  
Mr. Hong Guangdai (*Note*)  
Mr. Hung Sui Tak

#### **Independent Non-executive Directors**

Mr. Lam Cheung Chuen  
Mr. Chu Yat Pang Terry  
Mr. Lee Kwan Hung

*Note:* With effect from 25 May 2018, Mr. Hong Guangdai retired as an executive Director due to his intended pursuit of other commitments.

In the 2019 AGM, Chairman Hung and Mr. Hung Sui Tak will retire as Directors in accordance with Article 84 of the Articles and, being eligible, will offer themselves for re-election.



### **DIRECTORS' SERVICE CONTRACTS**

None of the Directors offering for re-election at the 2019 AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

### **MANAGEMENT CONTRACTS**

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2018.

### **DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACT OF SIGNIFICANCE**

Save for the contracts described under the paragraph headed "Connected Transactions and Continuing Connected Transactions" below and note 36 "Related party transactions" to the consolidated financial statements, no transaction, arrangement and contract of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director or his connected entity or a controlling Shareholder had a material interest, whether directly or indirectly, subsisted at the end of the year ended 31 December 2018 or at any time during the year ended 31 December 2018.

### **DIRECTORS' RIGHTS TO PURCHASE SHARE OR DEBENTURES**

At no time during the year under review, was the Company or any of its subsidiaries a party to any arrangement that would enable the Directors to acquire benefits by mean of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18, were granted any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such rights.

### **CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS**

#### **Connected transaction**

Save for the continuing connected transactions as disclosed below, during the year ended 31 December 2018, the Group has not carried out any connected transactions that are not exempt from annual reporting requirement in Chapter 14A of the Listing Rules.

## Continuing connected transactions

The Group has entered into the following continuing connected transactions:

### (1) Continuing connected transactions which are subject to the reporting and announcement requirements

#### (A) *Leasing of properties from the associates of Chairman Hung*

The Group has entered into the following tenancy agreements, namely, the 2018 Sky Fortune Tenancy Agreement, the 2018 Golden Ocean Tenancy Agreement, the 2018 Tiannengyuan Charging Tenancy Agreement and the 2018 Golden Lake Tenancy Agreement (collectively, the "2018 Tenancy Agreements"):

#### 2018 Tenancy Agreements

##### 2018 Sky Fortune Tenancy Agreement

Below sets out the summary of the terms of the 2018 Sky Fortune Tenancy Agreement:

Date	:	29 December 2017
Location	:	Room 610-11, 6/F, Kwong Sang Hong Centre, No. 151-153 Hoi Bun Road, Kwun Tong
Lessor	:	Sky Fortune Enterprises Limited ("Sky Fortune")
Lessee	:	Ten Pao International Limited ("Ten Pao International")
Monthly rental	:	HK\$45,000
Term	:	1 January 2018 to 31 December 2018
Usage	:	Office premises

The annual cap of rent payable by Ten Pao International to Sky Fortune for the year ended 31 December 2018 was HK\$540,000. The rental payable under the 2018 Sky Fortune Tenancy Agreement was payable on a monthly basis and was determined after arm's length negotiations with reference to the prevailing market rates.

The actual transaction amount under the 2018 Sky Fortune Tenancy Agreement during the year ended 31 December 2018 was HK\$540,000.

Since approximately 96.67% and 3.33% of the issued share capital of Sky Fortune are held by Chairman Hung, an executive Director and a controlling Shareholder, and Ms. Yeh Chin Lian, the spouse of Chairman Hung, respectively, Sky Fortune is an associate of Chairman Hung and a connected person of the Company and the leasing of properties pursuant to the 2018 Sky Fortune Tenancy Agreement constituted continuing connected transactions for the Company.

### **2018 Golden Ocean Tenancy Agreement**

Below sets out the summary of the terms of the 2018 Golden Ocean Tenancy Agreement:

Date	:	29 December 2017
Location	:	Yongguang Industrial Zone, Xikeng Village, Huihuang Street Office, Huizhou City (惠州市惠環街道辦事處西坑村永光工業區)
Lessor	:	Huizhou Golden Ocean Magnet Wire Factory ("Golden Ocean")
Lessee	:	Huizhou Jinhu Industrial Development Co., Ltd. ("Jinhu Industrial")
Monthly rental	:	RMB148,000 (equivalent to approximately HK\$176,190)
Term	:	1 January 2018 to 31 December 2018
Usage	:	Production facilities and staff quarters

The annual cap of rent payable by Jinhu Industrial to Golden Ocean for the year ended 31 December 2018 was RMB1,776,000 (equivalent to approximately HK\$2,114,275). The rental payable under the 2018 Golden Ocean Tenancy Agreement was payable on a monthly basis and was determined after arm's length negotiations with reference to the prevailing market rates.

The actual transaction amount under the 2018 Golden Ocean Tenancy Agreement during the year ended 31 December 2018 was HK\$2,007,000.

Golden Ocean is a factory engaged in the operation of imported material processing. Golden Ocean operates in the form of the cooperative arrangement between Golden Ocean Copper Manufacturer Co., Limited (鑫洋銅工業有限公司) ("Golden Ocean Copper") and Huiyang City Chenjiang Industrial Development Limited\* (惠陽市陳江工業發展公司), an independent third party, and is not a separate legal entity. Approximately 96.77% and 3.23% of the issued share capital of Golden Ocean Copper are held by Year Industries Limited and Grateful World International Limited, respectively. 100% of the issued share capital of Year Industries Limited is held by Ms. Yeh Chin Lian, the spouse of Chairman Hung, on trust for and on behalf of Chairman Hung, an executive Director and a controlling Shareholder, and Chairman Hung is able to control the exercise of voting power at general meetings and control the composition of board of directors of Golden Ocean Copper. Since Golden Ocean Copper is able to exert significant influence on Golden Ocean pursuant to the cooperative arrangement, Golden Ocean is an associate of Chairman Hung and a connected person of the Company and the leasing of properties pursuant to the 2018 Golden Ocean Tenancy Agreement constituted continuing connected transactions for the Company.

### 2018 Tiannengyuan Charging Tenancy Agreement

Below sets out the summary of the terms of the 2018 Tiannengyuan Charging Tenancy Agreement:

Date	:	29 December 2017
Location	:	Mujintou Zone, Xinmindahuyuan Village, Shuikou Street Office, Huicheng District, Huizhou City (惠州市惠城區水口街道辦事處新民大湖園村木錦頭地段)
Lessor	:	Huizhou Tiannengyuan Charging Technology Co., Ltd. ("Tiannengyuan Charging")
Lessee	:	Ten Pao Electronic (Huizhou) Co., Ltd. ("Ten Pao Electronic (Huizhou)")
Monthly rental	:	RMB300,000 (equivalent to approximately HK\$357,141)
Term	:	1 January 2018 to 31 December 2018
Usage	:	Production facilities and staff quarters

The annual cap of rent payable by Ten Pao Electronic (Huizhou) to Tiannengyuan Charging for the year ended 31 December 2018 was RMB3,600,000 (equivalent to approximately HK\$4,285,692). The rental payable under the 2018 Tiannengyuan Charging Tenancy Agreement was payable on a monthly basis and was determined after arm's length negotiations with reference to the prevailing market rates.

The actual transaction amount under the 2018 Tiannengyuan Charging Tenancy Agreement during the year ended 31 December 2018 was HK\$4,069,000.

As 100% of the issued share capital of Tiannengyuan Charging is held by Ten Power Charging Technology Limited and 100% of the issued share capital of Ten Power Charging Technology Limited is held by Ease Bright Holdings Limited, which is a company wholly-owned by Chairman Hung, an executive Director and a controlling Shareholder, Tiannengyuan Charging is an associate of Chairman Hung and a connected person of the Company and the leasing of properties pursuant to the 2018 Tiannengyuan Charging Tenancy Agreement constituted continuing connected transactions for the Company.

### 2018 Golden Lake Tenancy Agreement

Below sets out the summary of the terms of the 2018 Golden Lake Tenancy Agreement:

Date	:	29 December 2017
Location	:	Room 805, 8/F, Kwong Sang Hong Centre, No. 151-153 Hoi Bun Road, Kwun Tong
Lessor	:	Golden Lake (HK) Co., Limited ("Golden Lake")
Lessee	:	Ten Pao International
Monthly rental	:	HK\$15,000
Term	:	1 January 2018 to 31 December 2018
Usage	:	Office premises

The annual cap of rent payable by Ten Pao International to Golden Lake for the year ended 31 December 2018 was HK\$180,000. The rental payable under the 2018 Golden Lake Tenancy Agreement was payable on a monthly basis and was determined after arm's length negotiations with reference to the prevailing market rates.

The actual transaction amount under the 2018 Golden Lake Tenancy Agreement during the year ended 31 December 2018 was HK\$180,000.

Since approximately 98% and 2% of the issued share capital of Golden Lake are held by Chairman Hung, an executive Director and a controlling Shareholder, and Ms. Yeh Chin Lian, the spouse of Chairman Hung, respectively, Golden Lake is an associate of Chairman Hung and a connected person of the Company and the leasing of properties pursuant to the 2018 Golden Lake Tenancy Agreement constituted continuing connected transactions for the Company.

To aggregate the transactions of leasing of properties by our Group from the associates of Chairman Hung under Rules 14A.81 to 14A.83 of the Listing Rules, the aggregate of annual caps of rent payable to the associates of Chairman Hung as mentioned above by our Group for the 2018 Tenancy Agreements was HK\$7,119,967 for the year ended 31 December 2018.

As one or more of the applicable ratios in respect of the annual caps (other than the profits ratio) are more than 0.1% but less than 5% on an annual basis, the transactions contemplated under the 2018 Tenancy Agreements in aggregate are subject to the reporting, annual review and announcement requirements but exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

### 2019 Tenancy Agreements

Since the 2018 Tenancy Agreements had expired on 31 December 2018, the Directors considered that leasing the existing properties under the 2018 Tenancy Agreements would minimise the costs of relocation and prevent interruption of the Group's production. Therefore, the Group has entered into the following tenancy agreements, namely, the 2019 Sky Fortune Tenancy Agreement, the 2019 Golden Ocean Wire Tenancy Agreement, the 2019 Tiannengyuan Charging Tenancy Agreement and the 2019 Golden Lake Tenancy Agreement (collectively, the "2019 Tenancy Agreements"):

#### 2019 Sky Fortune Tenancy Agreement

Date	:	31 December 2018
Location	:	Room 610-11, 6/F, Kwong Sang Hong Centre, No.151-153 Hoi Bun Road, Kwun Tong
Lessor	:	Sky Fortune
Lessee	:	Ten Pao International
Monthly rental	:	HK\$52,000
Term	:	1 January 2019 to 31 December 2019
Usage	:	Office premises

The aggregate amount of rent payable by Ten Pao International to Sky Fortune for the year ending 31 December 2019 will not exceed HK\$624,000. The rental payable under the 2019 Sky Fortune Tenancy Agreement is payable on a monthly basis and was determined after arm's length negotiations with reference to the prevailing market rates.

For details of the connected relationships of the parties and the nature of the connected person's interest in relation to the 2019 Sky Fortune Tenancy Agreement, please refer to the paragraph headed "2018 Tenancy Agreements – 2018 Sky Fortune Tenancy Agreement" in this section.

### 2019 Golden Ocean Wire Tenancy Agreement

Date	:	31 December 2018
Location	:	Yongguang Industrial Zone, Xikeng Village, Huihuang Street Office, Huizhou City (惠州市惠環街道辦事處西坑村永光工業區)
Lessor	:	Huizhou Golden Ocean Wire Co., Limited* (惠州市鑫洋纜業有限公司) ("Golden Ocean Wire")
Lessee	:	Jinhu Industrial
Monthly rental	:	RMB200,000 (equivalent to approximately HK\$227,272)
Term	:	1 January 2019 to 31 December 2019
Usage	:	Production facilities and staff quarters

The aggregate amount of rent payable by Jinhu Industrial to Golden Ocean Wire for the year ending 31 December 2019 will not exceed RMB2,400,000 (equivalent to approximately HK\$2,727,264). The rental payable under the 2019 Golden Ocean Wire Tenancy Agreement is payable on a monthly basis and was determined after arm's length negotiations with reference to the prevailing market rates.

100% of the registered capital of Golden Ocean Wire is held by Golden Ocean Copper and approximately 96.77% and 3.23% of the issued share capital of Golden Ocean Copper are held by Year Industries Limited and Grateful World International Limited, respectively. The entire issued share capital of Year Industries Limited is held by Ms. Yeh Chin Lian, the spouse of Chairman Hung, on trust for and on behalf of Chairman Hung, an executive Director and a Controlling Shareholder, and Chairman Hung is able to control the exercise of voting power at general meetings and control the composition of board of directors of Golden Ocean Copper. Since Golden Ocean Wire is directly wholly-owned by Golden Ocean Copper, Golden Ocean Wire is an associate of Chairman Hung and a connected person of the Company and the leasing of properties pursuant to the 2019 Golden Ocean Wire Tenancy Agreement will constitute continuing connected transaction for the Company.

### 2019 Tiannengyuan Charging Tenancy Agreement

Date	:	31 December 2018
Location	:	Mujintou Zone, Xinmindahuyuan Village, Shuikou Street Office, Huicheng District, Huizhou City (惠州市惠城區水口街道辦事處新民大湖園村木錦頭地段)
Lessor	:	Tiannengyuan Charging
Lessee	:	Ten Pao Electronic (Huizhou)
Monthly rental	:	RMB350,000 (equivalent to approximately HK\$397,727)
Term	:	1 January 2019 to 31 December 2019
Usage	:	Production facilities and staff quarters

The aggregate amount of rent payable by Ten Pao Electronic (Huizhou) to Tiannengyuan Charging for the year ending 31 December 2019 will not exceed RMB4,200,000 (equivalent to approximately HK\$4,772,724). The rental payable under the 2019 Tiannengyuan Charging Tenancy Agreement is payable on a monthly basis and was determined after arm's length negotiations with reference to the prevailing market rates.

For details of the connected relationships of the parties and the nature of the connected person's interest in relation to the 2019 Tiennengyuan Charging Tenancy Agreement, please refer to the paragraph headed "2018 Tenancy Agreements – 2018 Tiennengyuan Charging Tenancy Agreement" in this section.

#### **2019 Golden Lake Tenancy Agreement**

Date	:	31 December 2018
Location	:	Room 805, 8/F, Kwong Sang Hong Centre, No.151–153 Hoi Bun Road, Kwun Tong
Lessor	:	Golden Lake
Lessee	:	Ten Pao International
Monthly rental	:	HK\$22,000
Term	:	1 January 2019 to 31 December 2019
Usage	:	Office premises

The aggregate amount of rent payable by Ten Pao International to Golden Lake for the year ending 31 December 2019 will not exceed HK\$264,000. The rental payable under the 2019 Golden Lake Tenancy Agreement is payable on a monthly basis and was determined after arm's length negotiations with reference to the prevailing market rates.

For details of the connected relationships of the parties and the nature of the connected person's interest in relation to the 2019 Golden Lake Tenancy Agreement, please refer to the paragraph headed "2018 Tenancy Agreements – 2018 Golden Lake Tenancy Agreement" in this section.

To aggregate the transactions of leasing of properties by the Group from the associates of Chairman Hung under Rules 14A.81 to 14A.83 of the Listing Rules, the aggregate amount of rent payable to the associates of Chairman Hung pursuant to the 2019 Tenancy Agreements by the Group for the year ending 31 December 2019 will not exceed approximately HK\$8,387,988.

As one or more of the applicable ratios in respect of the annual caps (other than the profits ratio) are more than 0.1% but less than 5% on an annual basis, the transactions contemplated under the 2019 Tenancy Agreements in aggregate are subject to the reporting, annual review and announcement requirements but exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

(B) *Purchase of direct current ("DC") cables and copper wires from Huizhou Xinyang Cables Co., Limited\**  
(惠州市鑫洋線材有限公司)

On 29 December 2017, our Company entered into a framework purchase agreement (the "Xinyang Cables Framework Purchase Agreement") with Huizhou Xinyang Cables Co., Limited ("Huizhou Xinyang"), pursuant to which Huizhou Xinyang agreed to supply DC cables and copper wires to our Group to be used in our products for domestic sales in the PRC for a term commencing from 1 January 2018 to 31 December 2020 (the "2018 Huizhou Xinyang Framework Purchase Agreement").

The actual transaction amount under the Xinyang Cables Framework Purchase Agreement during the year ended 31 December 2018 was HK\$4,463,000.

Having considered several factors such as, the expected demand for the Group's products for sales within the PRC and the projected demand of DC cables and copper wires that the Group would purchase from Huizhou Xinyang in the next three years, our Directors estimate that the maximum transaction amount under the 2018 Huizhou Xinyang Framework Purchase Agreement will not exceed HK\$7,000,000, HK\$7,000,000 and HK\$7,000,000 for the year ended/years ending 31 December 2018, 2019 and 2020, respectively.

Approximately 92.8% and 7.2% of the equity interest of Huizhou Xinyang is held by Mr. Xu Jianshe, brother-in-law of Chairman Hung, and an independent third party, respectively. Since Mr. Xu Jianshe is the brother-in-law of Chairman Hung, an executive Director and a controlling Shareholder, Huizhou Xinyang is deemed as a connected person of our Company and the transactions pursuant to the Xinyang Cables Framework Purchase Agreement and the 2018 Huizhou Xinyang Framework Purchase Agreement constitute continuing connected transactions for our Company.

Since each of the applicable percentage ratios (other than the profits ratio) for both the Xinyang Cables Framework Purchase Agreement and the 2018 Huizhou Xinyang Framework Agreement are more than 0.1% but less than 5.0% on an annual basis, the transactions under the Xinyang Cables Framework Purchase Agreement and the 2018 Huizhou Xinyang Framework Purchase Agreement are subject to the reporting, annual review, announcement requirements but exempt from the circular and independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

\* For identification purpose only



(C) *Purchase of DC cables and copper wires from Golden Ocean Copper*

On 29 December 2017, our Company entered into a framework purchase agreement with Golden Ocean Copper (the "2018 Golden Ocean Copper Framework Purchase Agreement"), pursuant to which, Golden Ocean Copper agreed to supply DC cables and copper wires to our Group to be used in our products for overseas sales outside the PRC from 1 January 2018 to 31 December 2020 (both days inclusive).

The actual transaction amount under the 2018 Golden Ocean Copper Framework Purchase Agreement during the year ended 31 December 2018 was HK\$69,265,000.

Having considered several factors such as, the expected demand for the Group's products for sales within the PRC and the projected demand of DC cables and copper wires that the Group would purchase from Golden Ocean Copper in the next three years, our Directors estimate that the maximum transaction amount under the 2018 Golden Ocean Copper Framework Purchase Agreement will not exceed HK\$70,000,000, HK\$70,000,000 and HK\$70,000,000 for the year ended/years ending 31 December 2018, 2019 and 2020, respectively.

Approximately 96.77% and 3.23% of the issued share capital of Golden Ocean Copper are held by Year Industries Limited and Grateful World International Limited, respectively. Since 100% of the issued share capital of Year Industries Limited is held by Ms. Yeh Chin Lian, the spouse of Chairman Hung, on trust for and on behalf of Chairman Hung, an executive Director and a controlling Shareholder and Chairman Hung is able to control the exercise of voting power at general meetings and control the composition of board of directors of Golden Ocean Copper, Golden Ocean Copper is a connected person of our Company and the transactions pursuant to the 2018 Golden Ocean Copper Framework Purchase Agreement constitute continuing connected transactions for our Company.

**Annual review of the continuing connected transactions**

The independent non-executive Directors have reviewed the above continuing connected transactions and confirmed that the transactions have been entered into:

- a. in the ordinary and usual course of business of the Group;
- b. on normal commercial terms or better; and
- c. according to the agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

Pursuant to Rule 14A.56 of the Listing Rules, the Company's auditor was engaged to perform certain procedures in respect of the continuing connected transactions set out above in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing their findings and conclusions in respect of the continuing connected transactions.

## **RELATED PARTY TRANSACTIONS**

Details of the material related party transactions undertaken by the Group in its normal course of business are set out in note 36 to the consolidated financial statements. Those related party transactions which constituted connected transactions/continuing connected transactions under the Listing Rules, which are set out in the paragraph headed "Connected Transactions and Continuing Connected Transactions" on pages 41 to 48, have complied with Chapter 14A of the Listing Rules.

## **DIRECTORS' INTERESTS IN COMPETING BUSINESS**

As at 31 December 2018, none of the Directors is interested in any business, apart from the Group's businesses, which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

## **NON-COMPETITION UNDERTAKINGS BY CONTROLLING SHAREHOLDERS**

Chairman Hung, Even Joy Holdings Limited, TinYing Holdings Limited, TinYing Investments Limited and Mr. Hung Sui Tak (collectively, the "Controlling Shareholders") have entered into a deed of non-competition dated 23 November 2015 (the "Deed") with the Company. Pursuant to the Deed, each of the Controlling Shareholders shall not and shall procure that its associates (other than members of the Group) and companies excluded from the Group not to, directly or indirectly, engage in, invest in, participate in, or attempt to participate in, whether on its own account or with each other or in conjunction with or on behalf of any person or company, any business in competition with or likely to be in competition with the existing business activities of the Group. Details of the Deed are set out in the section headed "Relationship with our Controlling Shareholders" of the Prospectus.

The Company has received confirmations from the Controlling Shareholders of their compliance with the terms of the Deed. The Controlling Shareholders declared that they fully complied with the Deed for the year ended 31 December 2018. The independent non-executive Directors have reviewed the confirmations from the Controlling Shareholders and concluded that the terms of the Deed were complied with and were effectively enforced during the year ended 31 December 2018.

The Company confirms that it has complied with the corporate governance measures as set out in the section headed "Relationship with our Controlling Shareholders" of the Prospectus to manage the conflict of interests arising from competing business and to safeguard the interests of the Shareholders.

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2018, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the "SFO")), as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

### (A) Long position in ordinary shares of the Company

Name of Director	Capacity	Note	Number of ordinary shares interested	Approximate percentage* of the Company's issued share capital
Chairman Hung	Beneficial owner		13,052,000	1.30%
	Interest of a controlled corporation	1	338,012,000	33.78%
	Founder of a discretionary trust	2	300,000,000	29.99%
Total			651,064,000	65.07%
Lam Cheung Chuen	Beneficial owner		1,000,000	0.10%

*Notes:*

- These shares are held by Even Joy Holdings Limited, a company wholly owned by Chairman Hung. By virtue of the SFO, Chairman Hung is deemed to be interested in these shares held by Even Joy Holdings Limited.
- These shares are held by TinYing Investments Limited, a company wholly owned by TinYing Holdings Limited, which is in turn wholly owned by Vistra Trust (BVI) Limited acting as the trustee of The TinYing Trust (the "Family Trust"). The Family Trust is a discretionary trust established by Chairman Hung as settlor. The beneficiaries of the Family Trust are Chairman Hung, certain of his family members and other persons who may be added or amended from time to time. By virtue of the SFO, Chairman Hung, TinYing Holdings Limited and Vistra Trust (BVI) Limited are deemed to be interested in these shares held by TinYing Investments Limited.

**(B) Long position in underlying shares of the Company – physically settled unlisted equity derivatives**

<b>Name of Director</b>	<b>Capacity</b>	<b>Number of underlying shares of the Company in respect of the share options granted (Note)</b>	<b>Approximate percentage* of underlying shares of the Company over the Company's issued share capital</b>
Chairman Hung	Beneficial Owner	864,000	0.09%
Hung Sui Tak	Beneficial Owner	300,000	0.03%
Chu Yat Pang Terry	Beneficial Owner	200,000	0.02%
Lam Cheung Chuen	Beneficial Owner	200,000	0.02%
Lee Kwan Hung	Beneficial Owner	200,000	0.02%

*Note:* Details of the share options granted by the Company are set out in the section headed "Share Option Scheme" in this report.

Save as disclosed above, as at 31 December 2018, none of the Directors or chief executive of the Company had any interests and/or short positions in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO), as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

\* The percentage represents the number of ordinary shares/underlying shares of the Company interested divided by the number of the Company's issued shares as at 31 December 2018.

## INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 31 December 2018, so far as is known to the Directors, the following corporations or persons (other than a Director or the chief executive of the Company) had an interest or short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

### Long position in shares of the Company

Name of Shareholder	Capacity	Note	Number of ordinary shares interested	Approximate percentage* of the Company's issued share capital
Even Joy Holdings Limited	Beneficial owner		338,012,000	33.78%
TinYing Investments Limited	Beneficial owner		300,000,000	29.99%
TinYing Holdings Limited	Interest of a controlled corporation	1	300,000,000	29.99%
Vistra Trust (BVI) Limited	Trustee of a discretionary trust	1	300,000,000	29.99%
FIDELITY CHINA SPECIAL SITUATIONS PLC	Beneficial owner		61,948,000	6.19%
FIL Limited	Interest of controlled corporations	2	62,292,000	6.23%
Pandanus Partners L.P.	Interest of controlled corporations	2	62,292,000	6.23%
Pandanus Associates Inc.	Interest of controlled corporations	2	62,292,000	6.23%

#### Notes:

- These interests are also disclosed in the above section headed "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures".
- According to the disclosure of interest notice filed by Pandanus Associates Inc. ("Pandanus") on 28 December 2018, these shares are held by FIL Investment Management (Hong Kong) Limited ("FIL HK"), a wholly-owned subsidiary of FIL Asia Holdings Pte Limited ("FIL Asia"), which is in turn wholly-owned by FIL Limited ("FIL"). FIL is 37.51% controlled by Pandanus Partners L.P. ("Pandanus L.P."), which is in turn wholly-owned by Pandanus. By virtue of the SFO, Pandanus, Pandanus L.P., FIL and FIL Asia are deemed to be interested in these shares held by FIL HK.

\* The percentage represents the number of ordinary shares of the Company interested divided by the number of the Company's issued shares as at 31 December 2018.

Save as disclosed above, as at 31 December 2018, other than the Director and the chief executive of the Company whose interests are set out in the paragraph headed "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures" above, no person had interest or short position in the shares or underlying shares of the Company which were required to be recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

### **SUFFICIENCY OF PUBLIC FLOAT**

Based on the information that is publicly available to the Company and within the knowledge of the Directors, during the year ended 31 December 2018 and up to the date of this report, there has been sufficient public float of more than 25% of the Company's issued shares as required under the Listing Rules.

### **INDEPENDENT AUDITOR**

The consolidated financial statements for the year ended 31 December 2018 have been audited by PricewaterhouseCoopers, who will retire and, being eligible, offer themselves for re-appointment at the 2019 AGM. A resolution for the re-appointment of PricewaterhouseCoopers as the independent auditor of the Company will be proposed at the 2019 AGM.

On behalf of the Board

**Hung Kwong Yee**

*Chairman & Chief Executive Officer*

Hong Kong, 21 March 2019



# INDEPENDENT AUDITOR'S REPORT



**To the Shareholders of Ten Pao Group Holdings Limited**  
*(Incorporated in the Cayman Islands with limited liability)*

## OPINION

### What we have audited

The consolidated financial statements of Ten Pao Group Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 59 to 139, which comprise:

- the consolidated balance sheet as at 31 December 2018;
- the consolidated statement of profit or loss for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

### Our opinion

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

### BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HSAs") 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

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.

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*PricewaterhouseCoopers, 22/F, Prince's Building, Central, Hong Kong*  
*T: +852 2289 8888, F: +852 2810 9888, [www.pwchk.com](http://www.pwchk.com)*

## KEY AUDIT MATTERS

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

Key audit matter identified in our audit is related to the impairment of trade receivables.

<b>Key Audit Matter</b>	<b>How our audit addressed the Key Audit Matter</b>
<b>Impairment of trade receivables</b>	
Refer to Note 4.1(b) and Note 20(c) to the consolidated financial statements.	In responding to this key audit matter, we performed the following procedures,
We focused on this area because the allowance for impairment of trade receivables is mainly related to specific customers (HK\$15.2 million as at 31 December 2018) and has increased by approximately HK\$14.6 million or 256% comparing with that of last year.	(i) We understood, evaluated and tested credit control procedures of the trade receivables including the monthly management review of ageing, repayment and impairment assessment of trade receivables;
In addition, the assessment for impairment of trade receivables involves critical accounting estimates and judgments relating to the extent and duration that amount will be recovered.	(ii) For those items with impairment provision being made, we reviewed the impairment calculations, focusing on the estimated amount to be recovered and timing of the recovery with reference to the supporting documents, e.g. repayment schedules of trade receivables;
	(iii) We requested confirmations for major year end balances. Where confirmations had not been received or received with difference, we sought explanation from client and checked to their original sales contracts, delivery documents and their subsequent settlement after year end date.
	Based on the procedures performed and evidence obtained, we found accounting estimates and judgments in relation to the provision for impairment of trade receivables as at 31 December 2018 is supportable.



## **OTHER INFORMATION**

The directors of the Company are responsible for the other information. The other information comprises all of 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 AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

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

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

Audit Committee are responsible for overseeing the Group's financial reporting process.

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

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

## **AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

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

## **AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Cheung Chin Hoo, Albert.

**PricewaterhouseCoopers**  
*Certified Public Accountants*

Hong Kong, 21 March 2019

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

	Note	Year ended 31 December	
		2018 HK\$'000	2017 HK\$'000
<b>Revenue</b>	5	<b>3,202,452</b>	3,007,015
Cost of sales	7	<b>(2,764,448)</b>	(2,481,455)
<b>Gross profit</b>		<b>438,004</b>	525,560
Other income	6	<b>15,656</b>	10,360
Other gains/(losses) – net	6	<b>1,940</b>	(12,206)
Selling expenses	7	<b>(140,459)</b>	(121,279)
Administrative expenses	7	<b>(228,367)</b>	(195,607)
Net impairment losses on financial assets	3.1(c)	<b>(10,512)</b>	–
<b>Operating profit</b>		<b>76,262</b>	206,828
Finance income	9	<b>588</b>	269
Finance expenses	9	<b>(8,956)</b>	(6,173)
Finance expenses – net		<b>(8,368)</b>	(5,904)
<b>Profit before income tax</b>		<b>67,894</b>	200,924
Income tax expense	10	<b>(12,478)</b>	(43,349)
<b>Profit for the year attributable to owners of the Company</b>		<b>55,416</b>	157,575
<b>Earnings per share</b>			
– basic and diluted per share	11	<b>HK 5.5 cents</b>	HK 15.8 cents

The above consolidated statement of profit or loss should be read in conjunction with the accompanying notes.



## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Year ended 31 December		
	Note	2018 HK\$'000	2017 HK\$'000
<b>Profit for the year</b>		<b>55,416</b>	157,575
<b>Other comprehensive income:</b> <i>Items that may be reclassified to profit and loss</i>			
Currency translation differences		<b>(35,022)</b>	40,306
		<b>(35,022)</b>	40,306
<b>Total comprehensive income for the year attributable to owners of the Company</b>		<b>20,394</b>	197,881

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

# CONSOLIDATED BALANCE SHEET

	Note	As at 31 December	
		2018 HK\$'000	2017 HK\$'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Land use rights	12	9,936	10,547
Property, plant and equipment	13	419,730	400,863
Investment properties	14	6,400	5,700
Intangible assets	15	7,075	6,497
Deferred income tax assets	30	19,383	19,712
Derivative financial instruments	22	47	12
Financial assets at fair value through profit or loss	23	2,989	2,901
Financial assets at fair value through other comprehensive income	19	17,119	–
Prepayments for the purchase of property, plant and equipment		7,786	4,774
		<b>490,465</b>	451,006
<b>Current assets</b>			
Inventories	18	490,053	399,824
Trade and other receivables	20	668,505	819,478
Amounts due from related parties	35(c)	1,096	1,192
Cash and cash equivalents	21	193,797	180,786
Restricted bank deposits	24	10,871	27,429
		<b>1,364,322</b>	1,428,709
<b>Total assets</b>		<b>1,854,787</b>	1,879,715
<b>EQUITY</b>			
<b>Capital and reserves attributable to owners of the Company</b>			
Share capital	25	10,005	10,005
Share premium	25	125,788	125,788
Other reserves	27	15,891	45,939
Retained earnings		431,651	410,617
<b>Total equity</b>		<b>583,335</b>	592,349

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

Consolidated Balance Sheet

	Note	As at 31 December	
		2018 HK\$'000	2017 HK\$'000
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Non-current bank borrowings	28	59,690	67,900
Deferred income tax liabilities	31	54,128	53,589
Deferred government grants	29	9,390	9,909
		<b>123,208</b>	131,398
<b>Current liabilities</b>			
Trade and other payables	30	971,788	1,008,171
Contract liabilities		4,181	–
Amounts due to related parties	36(d)	12,802	15,567
Dividend payable		12	12
Income tax liabilities		11,554	12,309
Short-term bank borrowings	28	92,516	73,590
Current portion of non-current bank borrowings	28	55,391	46,314
Derivative financial instruments	22	–	5
		<b>1,148,244</b>	1,155,968
<b>Total liabilities</b>		<b>1,271,452</b>	1,287,366
<b>Total equity and liabilities</b>		<b>1,854,787</b>	1,879,715

The financial statements on pages 59 to 139 were approved by the Board of Directors on 21 March 2019 and were signed on its behalf.

**Mr. Hung Kuong Yee**  
Director

**Mr. Hung Sui Tak**  
Director

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share Capital HK\$'000	Share Premium HK\$'000	Other reserves				Share options HK\$'000	Total HK\$'000	Retained earnings HK\$'000	Total equity HK\$'000
			Statutory Reserves HK\$'000	Capital Reserves HK\$'000	Exchange reserves HK\$'000					
Balance at 1 January 2017	10,000	125,064	19,022	338	(27,176)	5,600	(2,216)	321,034	453,882	
<b>Comprehensive income</b>										
Profit for the year	-	-	-	-	-	-	-	157,575	157,575	
<b>Other comprehensive income</b>										
Currency translation difference	-	-	-	-	40,306	-	40,306	-	40,306	
<b>Total comprehensive income</b>	-	-	-	-	40,306	-	40,306	157,575	197,881	
<b>Contributions by and distributions to owners of the company recognised directly in equity</b>										
Dividends	-	-	-	-	-	-	-	(60,011)	(60,011)	
Proceed from shares issued upon exercise of share options	5	592	-	-	-	-	-	-	597	
Transfer to share premium upon exercise of share options	-	132	-	-	-	(132)	-	-	-	
<b>Total contributions by and distributions to owners of the Company for the year</b>	5	724	-	-	-	(132)	(132)	(60,011)	(59,414)	
<b>Transaction with owners</b>										
Appropriation to statutory reserves	-	-	7,981	-	-	-	7,981	(7,981)	-	
<b>Transaction with owners, recognised directly in equity</b>	-	-	7,981	-	-	-	7,981	(7,981)	-	
<b>Balance at 31 December 2017</b>	10,005	125,788	27,003	338	13,130	5,468	45,939	410,617	592,349	

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.



## Consolidated Statement of Changes in Equity

			Other reserves				Total	Retained earnings	Total equity
	Share Capital	Share Premium	Statutory Reserves	Capital Reserves	Exchange reserves	Share options			
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Balance at 31 December 2017 as originally presented</b>	10,005	125,788	27,003	338	13,130	5,468	45,939	410,617	592,349
Change in accounting policy (Note 3.1(c))	-	-	-	-	-	-	-	(4,397)	(4,397)
Restated total equity at 1 January 2018	10,005	125,788	27,003	338	13,130	5,468	45,939	406,220	587,952
<b>Comprehensive income</b>									
Profit for the year	-	-	-	-	-	-	-	55,416	55,416
<b>Other comprehensive income</b>									
Currency translation difference	-	-	-	-	(35,022)	-	(35,022)	-	(35,022)
<b>Total comprehensive income</b>	-	-	-	-	(35,022)	-	(35,022)	55,416	20,394
<b>Contributions by and distributions to owners of the company recognised directly in equity</b>									
Dividends (Note 32)	-	-	-	-	-	-	-	(25,011)	(25,011)
<b>Total contributions by and distributions to owners of the Company for the year</b>	-	-	-	-	-	-	-	(25,011)	(25,011)
<b>Transaction with owners</b>									
Appropriation to statutory reserves	-	-	4,974	-	-	-	4,974	(4,974)	-
<b>Transaction with owners, recognised directly in equity</b>	-	-	4,974	-	-	-	4,974	(4,974)	-
<b>Balance at 31 December 2018</b>	10,005	125,788	31,977	338	(21,892)	5,468	15,891	431,651	583,335

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

# CONSOLIDATED STATEMENT OF CASH FLOWS

	Note	Year ended 31 December	
		2018 HK\$'000	2017 HK\$'000
<b>Cash flows from operating activities</b>			
Cash generated from operations	33(a)	163,480	265,714
Interest paid		(9,046)	(6,245)
Income tax paid		(10,611)	(63,542)
<b>Net cash generated from operating activities</b>		<b>143,823</b>	195,927
<b>Cash flows from investing activities</b>			
Purchase of property, plant and equipment		(125,154)	(167,592)
Purchase of intangible assets		(2,277)	(1,854)
Purchase of financial assets at fair value through other comprehensive income	19	(17,119)	–
Proceeds from disposal of property, plant and equipment	33(b)	4,338	2,566
Grants from government related to assets	29	648	–
<b>Net cash used in investing activities</b>		<b>(139,564)</b>	(166,880)
<b>Cash flows from financing activities</b>			
Proceeds from employee share option exercised		–	597
Proceeds from bank borrowings		1,249,549	1,035,381
Repayments of bank borrowings		(1,228,756)	(1,027,156)
Dividends paid		(25,011)	(59,999)
Increase/(decrease) in restricted bank deposits		16,558	(8,092)
<b>Net cash generated from/(used in) financing activities</b>		<b>12,340</b>	(59,269)
Net increase/(decrease) in cash and cash equivalents		16,599	(30,222)
Cash and cash equivalents at beginning of the year		180,786	205,173
Exchange (losses)/gains on cash and cash equivalents		(3,588)	5,835
<b>Cash and cash equivalents at end of the year</b>		<b>193,797</b>	180,786
<b>Analysis of balance of cash and cash equivalents:</b>			
Cash and cash on hand		193,797	180,786

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 1 GENERAL INFORMATION

Ten Pao Group Holdings Limited (天寶集團控股有限公司) (the “Company”) was incorporated in the Cayman Islands on 27 January 2015 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the Company’s registered office is Cricket Square, Hutchins Drives, P.O. Box 2681 Grand Cayman KY1-1111, Cayman Islands.

The Company, an investment holding company, and its subsidiaries (collectively, “the Group”) are principally engaged in the developing, manufacturing and sales of electric charging products in the People’s Republic of China (the “PRC”). The controlling shareholder of the Group is Mr. Hung Kwong Yee (洪光椅) (the “Controlling Shareholder” or “Chairman Hung”).

On 11 December 2015, shares of the Company were listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

These financial statements are presented in HK dollars, unless otherwise stated, and have been approved for issue by the Board of Directors of the Company on 21 March 2019.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### 2.1 Basis of presentation

The consolidated financial statements of the Company have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRS”) and requirements of the Hong Kong Companies Ordinance (Cap. 622). The consolidated financial statements have been prepared under the historical cost convention, as modified by the derivative financial instruments, the financial assets at fair value through profit or loss (“FVPL”) and the financial assets at fair value through other comprehensive income (“FVOCI”) and investment property, which are carried at fair value.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

#### 2.1.1 Changes in accounting policy and disclosures

(a) *New and amended standards adopted by the Group*

The following amendments to standards have been adopted by the Group for the first time for financial year beginning on or after 1 January 2018:

HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers

The Group’s assessment of the impact of these new or amended standards is set out below.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.1 Basis of presentation (Continued)

#### 2.1.1 Changes in accounting policy and disclosures (Continued)

(a) *New and amended standards adopted by the Group (Continued)*

Adoption of HKFRS 9

(i) Impact on the financial statements

HKFRS 9 replaces the provisions of HKAS 39 that relate to the recognition, classification and measurement of financial assets and financial liabilities, derecognition of financial instruments, impairment of financial assets and hedge accounting.

The adoption of HKFRS 9 Financial Instruments from 1 January 2018 resulted in changes in accounting policies and adjustments to the amounts recognised in the financial statements. The new accounting policies are set out in Note 2.14 below. The adjustments arising from the new impairment rules are therefore not reflected in the restated balance sheet as at 31 December 2017, but are recognised in the opening balance sheet on 1 January 2018.

The following tables show the impacts recognised for each individual line item. Line items that were not affected by the changes have not been included.

Balance sheet (extract)	Carrying amount 31 December 2017 HK\$'000	HKFRS 9 HK\$'000	Carrying amount 1 January 2018 HK\$'000
<b>Current assets</b>			
Trade and other receivables	819,478	(4,397)	815,081
<b>Total assets</b>	1,879,715	(4,397)	1,875,318
Retained earnings	410,617	(4,397)	406,220
<b>Total equity</b>	592,349	(4,397)	587,952

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.1 Basis of presentation (Continued)

#### 2.1.1 Changes in accounting policy and disclosures (Continued)

(a) *New and amended standards adopted by the Group (Continued)*

Adoption of HKFRS 9 (Continued)

(ii) Impairment of financial assets

The Group has two types of financial assets that is subject to HKFRS 9's new expected credit loss model:

- trade receivables for sales of inventory
- other receivables

The Group was required to revise its impairment methodology under HKFRS 9 for each of these classes of assets. The impact of the change in impairment methodology on the Group's retained earnings and equity is disclosed in the table in Note 3.1(c)(ii).

While cash and cash equivalents and other receivables are also subject to the impairment requirements of HKFRS 9, the identified impairment loss was immaterial.

*Trade receivables*

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets. This resulted in an increase of the loss allowance on 1 January 2018 by HK\$4,397,000 for trade receivables. Note 3.1(c)(ii) provides for details about the calculation of the allowance. The loss allowance increased by a further HK\$10,512,000 to HK\$15,207,000 for trade receivables during the current reporting period.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.1 Basis of presentation (Continued)

#### 2.1.1 Changes in accounting policy and disclosures (Continued)

(a) *New and amended standards adopted by the Group (Continued)*

Adoption of HKFRS 15

The Group has also adopted HKFRS 15 “Revenue from contracts with customers” on 1 January 2018. HKFRS 15 establishes a comprehensive framework for determining when to recognise revenue and how much revenue to recognise through a five-step approach: (i) identify the contract(s) with a customer; (ii) identify separate performance obligations in a contract; (iii) determine the transaction price; (iv) allocate transaction price to performance obligations; and (v) recognise revenue when performance obligation is satisfied. HKFRS 15 also provides specific guidance on contract costs and license arrangements. It also includes a cohesive set of disclosure requirements about revenue and cash flows arising from the contracts with customers. In accordance with the transitional provision in HKFRS 15, the Directors consider that the changes in accounting policy of revenue recognition pursuant to HKFRS 15 do not have material impact on the revenue recognition in consolidated financial statements of the Group, except for the reclassification of advance from customers included under trade and other payables to contract liabilities was made as at 1 January 2018 to be consistent with the terminology used under HKFRS 15:

Balance sheet (extract)	Carrying amount	HKFRS 15	Carrying amount
	31 December 2017		1 January 2018
	HK\$'000	HK\$'000	HK\$'000
Trade and other payables	1,008,171	(9,995)	998,176
Contract liabilities	–	9,995	9,995

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.1 Basis of presentation (Continued)

#### 2.1.1 Changes in accounting policy and disclosures (Continued)

(b) *New and amended standards not yet adopted*

		<b>Effective for annual periods beginning on or after</b>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	The effective date has now been deferred
HKFRS 16	Leases	1 January 2019
HK (IFRIC)-Int 23	Uncertainty over Income Tax Treatments	1 January 2019
Amendments to HKFRS 9	Prepayment Features with Negative Compensation	1 January 2019
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures	1 January 2019
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement	1 January 2019
Annual Improvements projects	Annual Improvements to HKFRSs 2015–2017 Cycle	1 January 2019
Amendments to HKAS 1 and HKAS 8	Definition of Material	1 January 2020
Amendments to HKFRS 3 Conceptual Framework for Financial Reporting 2018	Definition of a business	1 January 2020
HKFRS 17	Insurance Contracts	1 January 2021

The Group is in the process of making an assessment of the impact of these new and revised HKFRS upon initial application. So far the Group has identified no aspects of the new and revised standards and interpretations that are expected to have significant financial impact on the Group's performance and position.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.2 Consolidation

#### **Subsidiaries**

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, 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. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

#### **Business combination**

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with HKAS 39 in profit or loss. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the statement of profit or loss.

Intra-group transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.3 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

### 2.4 Associates

An associate is an entity over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investments in associates include goodwill identified on acquisition. Upon the acquisition of the ownership interest in an associate, any difference between the cost of the associate and the Group's share of the net fair value of the associate's identifiable assets and liabilities is accounted for as goodwill.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

The Group's share of post-acquisition profit or loss is recognised in the statement of profit or loss, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognize further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to 'share of profit of investments accounted for using equity method' in the statement of profit or loss.

Profits and losses resulting from upstream and downstream transactions between the Group and its associate are recognised in the Group's financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Gain or losses on dilution of equity interest in associates are recognised in the statement of profit or loss.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.5 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the steering committee that makes strategic decisions.

### 2.6 Foreign currency translation

#### (a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). Renminbi ("RMB") is the functional currency of principal operating subsidiaries of the Group. These consolidated financial statements are presented in Hong Kong dollar ("HK\$"), which is the presentation and functional currency of the Company.

#### (b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of profit or loss, except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges.

#### (c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyper- inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each statement of profit or loss are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (iii) all resulting currency translation differences are recognised in other comprehensive income.

### 2.7 Land use rights

Land use rights are up-front payments to acquire long-term interests in the usage of land. They are stated at cost and charged to the consolidated statement of profit or loss over the remaining period of the lease on a straight- line basis, net of any impairment losses.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.8 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the consolidated statement of profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to property, plant and equipment are included in non-current liabilities as deferred government grants and are credited to the consolidated statement of profit or loss on a straight-line basis over the expected lives of the related assets.

### 2.9 Property, plant and equipment

All property, plant and equipment are stated at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Construction in progress is property, plant and equipment on which construction work has not been completed and stated at cost. Cost includes acquisition and construction expenditure incurred, interest and other direct costs attributable to the development. Depreciation is not provided on construction in progress until the related asset is completed for intended use.

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

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Buildings	20 years
Leasehold improvements	Shorter of remaining term of the lease and estimated useful lives of assets
Plant and machineries	3–10 years
Furniture and fixtures	5 years
Electronic equipment	3–10 years
Motor vehicles	3–5 years

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.13).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'Other gains/(losses) – net' in the statement of profit or loss.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.10 Investment property

Investment property, principally comprising buildings, is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group. It also includes properties that are being constructed or developed for future use as investment properties. Land held under operating leases are accounted for as investment properties when the rest of the definition of an investment property is met. In such cases, the operating leases concerned are accounted for as if they were finance leases. Investment property is initially measured at cost, including related transaction costs and where applicable borrowing costs. After initial recognition, investment properties are carried at fair value, representing open market value determined at each reporting date by external valuers. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If the information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. Changes in fair values are recorded in the statement of profit or loss as part of a valuation gain or loss in 'Other gains/(losses) – net'.

### 2.11 Intangible assets

Intangible assets represent patents, computer software and trademarks at historical costs.

Patents are amortised on a straight-line basis over useful lives of 10 years.

Acquired computer software programmes are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over the estimated useful lives of 3 to 10 years on a straight-line basis.

Trademarks have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost of trademarks and licenses over their estimated useful lives of 10 years.

### 2.12 Research and development expenditure

Research expenditures is recognised as an expense as incurred. Costs incurred on development projects relating to the design and testing of new and improved products are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the intangible asset so that it will be available for use;
- management intends to complete the intangible asset and use or sell it;
- there is an ability to use or sell the intangible asset;
- it can be demonstrated how the intangible asset will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the intangible asset are available; and
- the expenditure attributable to the intangible asset during its development can be reliably measured.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.12 Research and development expenditure (Continued)

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development cost previously recognised as an expense is not recognised as an asset in a subsequent period. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use on a straight-line basis over their estimated useful lives.

### 2.13 Impairment of non-financial assets

Intangible assets that have an indefinite useful life or intangible assets not ready to use are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows cash-generating units. Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

### 2.14 Investments and other financial assets

#### (i) Classification

From 1 January 2018, the Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at FVOCI.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

#### (ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.14 Investments and other financial assets (Continued)

#### (iii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

#### *Debt instruments*

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the Group classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.
- **FVPL:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) – net in the period in which it arises.

#### *Equity instruments*

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) – net in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.14 Investments and other financial assets (Continued)

#### (iv) Impairment

From 1 January 2018, the Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see Note 3.1(c) for further details.

#### (v) Accounting policies applied until 31 December 2017

The Group has applied HKFRS 9 retrospectively, but has elected not to restate comparative information. As a result, the comparative information provided continues to be accounted for in accordance with the Group's previous accounting policy.

##### (i) Classification

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables and available-for-sale financial assets. The classification depends on the purposes for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

- Financial assets at fair value through profit or loss  
Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short-term. Derivatives are categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if expected to be settled within 12 months; otherwise, they are classified as non-current.
- Loans and receivables  
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for the amounts that are settled or expected to be settled more than 12 months after the end of the reporting period, these are classified as non-current assets including deposits for non-current bank borrowings. Loans and receivables comprise trade and other receivables, amounts due from related parties, restricted bank deposits and cash and bank balances.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.14 Investments and other financial assets (Continued)

#### (v) Accounting policies applied until 31 December 2017 (Continued)

##### (i) Classification (Continued)

- Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of the investment within 12 months of the end of the reporting period.

##### (ii) Recognition and measurement

Regular way purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the profit or loss. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are presented in the statement of profit or loss within 'Other gains/(losses) – net' in the period in which they arise. Interest income on available-for-sale financial assets are recognised in the statement of profit or loss as part of other income when the Group's right to receive payments is established.

##### (iii) Impairment

- Assets carried at amortised cost

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event or events has an impact on the estimated future cash flows of the financial asset or Group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.14 Investments and other financial assets (Continued)

#### (v) Accounting policies applied until 31 December 2017 (Continued)

##### (iii) Impairment (Continued)

- Assets carried at amortised cost (Continued)

For loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows excluding future credit losses that have not been incurred discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated statement of profit or loss. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised such as an improvement in the debtor's credit rating, the reversal of the previously recognised impairment loss is recognised in the consolidated statement of profit or loss.

- Assets classified as available-for-sale

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired.

For debt securities, if any such evidence exists the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in profit or loss. If, in a subsequent period, the fair value of a debt instrument classified as available for sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed through the consolidated statement of profit or loss.

### 2.15 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.16 Derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if not, the gain or loss from fair value change is recognised immediately in the consolidated statement of profit or loss within 'Other gains/(losses) – net'.

### 2.17 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. The cost of finished goods and work in progress comprises raw materials, direct labor, other direct costs and related production overheads based on normal operating capacity. It excluded borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

### 2.18 Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold in the ordinary course of business. If collection of trade and other receivables is expected in one year or less or in the normal operating cycle if longer, they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment.

### 2.19 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. In the consolidated and entity balance sheet, bank overdrafts are shown within borrowings in current liabilities.

### 2.20 Restricted bank deposits

Restricted bank deposits represent deposits held by the bank in a segregated account as security for borrowings from the bank. Such restricted bank deposits will be released when the Group repays the related bank borrowings.

### 2.21 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.22 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

### 2.23 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds net of transaction costs and the redemption value is recognised in the statement of profit or loss over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

### 2.24 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

### 2.25 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated statement of profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

#### (a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantially enacted at the balance sheet date in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.25 Current and deferred income tax (Continued)

#### (b) Deferred income tax

##### *Inside basis differences*

Deferred income tax is recognised using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit/loss. Deferred income tax is determined using tax rates and laws that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

##### *Outside basis differences*

Deferred income tax liabilities is provided on temporary differences arising from investments in subsidiaries, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

#### (c) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

### 2.26 Employee benefits

#### **Pension obligations**

The Group contributes on a monthly basis to various defined contribution plans organised by the relevant governmental authorities. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior years. The contributions are recognised as employee benefit expense when they are due.

#### **Housing funds, medical insurance and other social insurances**

Full-time employees of the Group's subsidiaries in the PRC participate in a government mandated multi-employer defined contribution plan pursuant to which certain pension insurance, medical insurance, unemployment insurance, maternity insurance, occupational injury insurance, employee housing fund and other welfare benefits are provided to employees. Chinese labor regulations require that the subsidiaries of the Group make contributions to the government for these benefits based on certain percentages of the employees' salaries. The Group has no legal obligation for the benefits beyond the contributions made.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.27 Share-based payment

The Group operates a number of equity-settled, share-based compensation plans, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (and share premium).

### 2.28 Revenue recognition

#### Accounting policies applied from 1 January 2018

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the Group.

The Group recognises revenue when control of the products has transferred; and when specific criteria have been met for each of the Group's activities as described below. The amount of revenue is not considered to be reliably measurable until all contingencies relating to sale have been resolved. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement. Revenue is recognised as follows:

(a) *Sales of goods in the PRC and overseas*

Revenue from the sale of good directly to the customers is recognised at the point that the control of the inventory have passed to the customers, which is primarily upon the acceptance of the products by the customers. The customers have full discretion over the products and there is no unfulfilled obligation that could affect the customers' acceptance of the products. The Group collects cash or bank acceptance notes from the customers before or upon deliveries of products through banks. Cash or bank acceptance notes collected from the customers before product delivery is recognised as contract liability.

(b) *Interest income*

Interest income is recognised on a time-proportion basis using the effective interest method.

#### Accounting policies applied until 31 December 2017

The Group has applied HKFRS 15, but has elected not to restate comparative information. As a result, the comparative information provided continues to be accounted for in accordance with the Group's previous accounting policy.

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the Group.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.28 Revenue recognition (Continued)

#### Accounting policies applied until 31 December 2017 (Continued)

The Group recognises revenue when the amount of revenue can be reliably measured, when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities as described below. The amount of revenue is not considered to be reliably measurable until all contingencies relating to sale have been resolved. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement. Revenue is recognised as follows:

(i) *Sales of goods in the PRC and overseas*

Sales of goods are recognised when a Group entity has delivered products to the customers, the customer has accepted the products and collectability of the related receivables is reasonably assured.

(ii) *Interest income*

Interest income is recognised on a time-proportion basis using the effective interest method.

### 2.29 Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases net of any incentives received from the lessor are expensed in the consolidated statement of profit or loss on a straight-line basis over the period of the lease.

### 2.30 Dividend distribution

Dividend distribution to the shareholders is recognised as a liability in the financial statements in the period in which the dividends are approved.

## 3 FINANCIAL RISK MANAGEMENT

### 3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, price risk, cash flow and fair value interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by senior management of the Group approved by the board of directors.

### 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

#### 3.1 Financial risk factors (Continued)

##### (a) Foreign exchange risk

The Group operates mainly in the PRC, and is exposed to foreign currency risks arising from various currency exposures, mainly with respect to HK\$ and US dollar ("USD"). Exchange rate fluctuations and market trends have always been a concern of the Group. Foreign currency hedging of the Group has been managed by the Group's chief financial officer, and overseen by the Group's chief executive officer. In accordance with the hedging needs and the then foreign exchange situation, the Group's chief financial officer would gather and analyse information regarding various hedging instruments and determine stop-loss thresholds. The Group's chief financial officer would then obtain quotations from various banks as to the financial instrument and present such quotations to the Group's chief executive officer, who would then evaluate and make a decision as to whether to enter into a hedging agreement. Several hedging contracts have been entered into during the past years.

The conversion of RMB into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the PRC government.

The carrying amount of the Group's foreign currency denominated monetary assets and monetary liabilities at the respective balance sheet dates are as follows:

	2018 HK\$'000	2017 HK\$'000
<b>Assets</b>		
USD	399,052	390,677
HK\$	132,358	102,129
Total	531,410	492,806
<b>Liabilities</b>		
HK\$	433,051	329,937
USD	173,919	179,789
Total	606,970	509,726

If RMB had strengthened/weakened by 5% against the relevant foreign currencies, with all other variable held constant, the profit before income tax would increase/decrease as follows:

	2018 Increase/(decrease) in profit before income tax if exchanges rates change by		2017 Increase/(decrease) in profit before income tax if exchanges rates change by	
	+5% HK\$'000	-5% HK\$'000	+5% HK\$'000	-5% HK\$'000
HK\$	15,035	(15,035)	11,390	(11,390)
USD	(11,257)	11,257	(10,544)	10,544

### 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

#### 3.1 Financial risk factors (Continued)

##### (b) Price risk

The Group is not exposed to equity securities price risk as it has no investment in equity securities.

##### (c) Credit risk

The Group is exposed to credit risk mainly in relation to its cash and cash equivalents, restricted bank deposits, trade and other receivables, amounts due from related parties and FVPL.

##### (i) Risk management and Security

For cash and cash equivalents and restricted bank deposits, the management manages the credit risk by placing all the bank deposits in state-owned financial institutions or reputable banks which are all high-credit-quality financial institutions.

To manage the credit risk in respect of trade and other receivables, the Group performs ongoing credit evaluations of its debtors' financial condition and does not require collateral from the debtors on the outstanding balances. Based on the expected recoverability and timing for collection of the outstanding balances, the Group maintains an allowance for doubtful accounts and actual losses incurred have been within management's expectations. In addition, in order to reduce the credit risks involved in export sales, the Group maintains a policy of short-term export credit insurance with the China Export and Credit Insurance Corporation (中國出口信用保險公司), an independent insurance company established in the PRC, which covers various credit risks such as customers' bankruptcy, inability to settle payment and refusal to accept our finished products and political risks.

As at 31 December 2018, the Group's credit risk was concentrated to the extent that its five largest customers accounted for 47% (2017: 57%) of the total trade receivables.

The Group has two types of financial assets that are subject to the expected credit loss model:

- trade receivables for sales of inventory, and
- other receivables

While cash and cash equivalents and other receivables are also subject to the impairment requirements of HKFRS 9, the identified impairment loss was immaterial.



### 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

#### 3.1 Financial risk factors (Continued)

##### (c) Credit risk (Continued)

###### (ii) Impairment of trade receivables

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics.

The expected loss rates are based on the payment profiles of sales over a period of 36 months before 31 December 2018 or 1 January 2018 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the GDP and the unemployment rate of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

Trade receivables

On that basis, the loss allowance as at 31 December 2018 and 1 January 2018 (on adoption of HKFRS 9) was determined as follows:

<b>31 December 2018</b>	<b>Less than 3 months</b>	<b>More than 3 months but not exceeding 1 year</b>	<b>More than 1 year</b>	<b>Total</b>
Expected loss rate	0.17%	4.76%	100%	
Gross carrying amount				
– trade receivables (HK\$'000)	583,367	39,896	12,309	635,572
<b>Loss allowance (HK\$'000)</b>	<b>1,000</b>	<b>1,898</b>	<b>12,309</b>	<b>15,207</b>
<b>1 January 2018</b>	<b>Less than 3 months</b>	<b>More than 3 months but not exceeding 1 year</b>	<b>More than 1 year</b>	<b>Total</b>
Expected loss rate	0.24%	6.53%	100%	
Gross carrying amount				
– trade receivables (HK\$'000)	719,105	50,048	–	769,153
<b>Loss allowance (HK\$'000)</b>	<b>1,699</b>	<b>3,269</b>	<b>–</b>	<b>4,968</b>

### 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

#### 3.1 Financial risk factors (Continued)

##### (c) Credit risk (Continued)

##### (ii) Impairment of trade receivables (Continued)

##### Trade receivables (Continued)

The closing loss allowances for trade receivables as at 31 December 2018 reconcile to the opening loss allowances as follows:

	2018 HK\$'000	2017 HK\$'000
<b>At 31 December – calculated under HKAS 39</b>	<b>571</b>	268
Amounts restated through opening retained earnings	<b>4,397</b>	–
Opening loss allowance as at 1 January 2018 – calculated under HKFRS 9	<b>4,968</b>	268
Increase in trade receivables impairment allowance recognised in profit or loss during the year	<b>10,512</b>	285
Currency translation difference	<b>(273)</b>	18
<b>At 31 December</b>	<b>15,207</b>	571

Trade receivables is written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of greater than 1 year.

Impairment losses on trade receivables are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

### 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

#### 3.1 Financial risk factors (Continued)

##### (c) Credit risk (Continued)

###### (ii) *Impairment of trade receivables (Continued)*

Previous accounting policy for impairment of trade receivables

In prior year, for trade receivables, the Group performs ongoing credit evaluations of its debtors' financial condition and does not require collateral from the debtors on the outstanding balances. Based on the expected recoverability and timing for collection of the outstanding balances, the Group maintains a provision for doubtful accounts and actual losses incurred have been within management's expectations. For other receivables, management makes periodic collective assessments as well as individual assessment on the recoverability of other receivables based on historical settlement records and past experience.

Trade receivables is written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of greater than 1 years.

Impairment losses on trade receivables are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

###### (iii) *Financial assets at fair value through profit or loss*

The entity is also exposed to credit risk in relation to debt investments that are measured at fair value through profit or loss. The maximum exposure at the end of the reporting period is the carrying amount of these investments (HK\$2,989,000; 2017 HK\$2,901,000).

##### (d) Liquidity risk

The Group maintains prudent liquidity risk management by maintaining sufficient cash and bank balances. The Group's liquidity risk is further mitigated through the availability of financing through its own cash resources and the availability of banking facilities to meet its financial commitments. In the opinion of the directors, the Group does not have any significant liquidity risk.

### 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

#### 3.1 Financial risk factors (Continued)

##### (d) Liquidity risk (Continued)

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows including interest elements computed using contractual rates, or if floating based on rates at the year-end:

	On demand HK\$'000	3 months or less HK\$'000	3 months to 1 year HK\$'000	Over 1 year HK\$'000	Total HK\$'000
<b>At 31 December 2017</b>					
Bank borrowings	–	88,151	35,633	74,501	198,285
Trade and other payables (excluding non-financial liabilities)	–	851,706	–	–	851,706
Amounts due to related parties	15,567	–	–	–	15,567
<b>Total</b>	<b>15,567</b>	<b>939,857</b>	<b>35,633</b>	<b>74,501</b>	<b>1,065,558</b>

	On demand HK\$'000	3 months or less HK\$'000	3 months to 1 year HK\$'000	Over 1 year HK\$'000	Total HK\$'000
<b>At 31 December 2018</b>					
Bank borrowings	–	107,634	45,352	65,199	218,185
Trade and other payables (excluding non-financial liabilities)	–	609,965	220,605	3	803,573
Amounts due to related parties	12,802	–	–	–	12,802
<b>Total</b>	<b>12,802</b>	<b>717,600</b>	<b>265,957</b>	<b>65,201</b>	<b>1,061,560</b>

##### (e) Cash flow and fair value interest rate risk

The Group's interest-rate risk arises from bank borrowings. Bank borrowings at variable rates expose the Group to cash flow interest-rate risk. Bank borrowings at fixed rates expose the Group to fair value interest-rate risk. The Group has entered into fixed-to-floating interest rate swaps to hedge the fair value interest rate risk. If the interest rate for variable rate borrowings had been 1% higher/lower for the year ended 31 December 2018 with all other variables being held constant, the Group's profit before tax would have been lower/higher by HK\$1,150,000 (2017: HK\$1,142,000).

As at 31 December 2017 and 2018, changes in interest rates within an expected range had no material impact on the interest income of restricted bank deposits and cash and cash equivalents.

### 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

#### 3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may vary the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as total borrowings divided by total equity.

The gearing ratios at 31 December 2017 and 2018 was as follows:

	2018 HK\$'000	2017 HK\$'000
Total borrowings	<b>207,597</b>	187,804
Total equity	<b>583,335</b>	592,349
Gearing ratio	<b>36%</b>	32%

Gearing ratio has increased to 36% as at 31 December 2018, which is mainly due to the net increase in total borrowings during the year.

#### 3.3 Fair value estimation

The table below analyses financial instruments carried at fair value, by the levels of inputs to valuation techniques. The inputs to valuation techniques are categorized into three levels within a fair value hierarchy, as follows:

- Level 1 – Quoted prices unadjusted in active markets for identical assets or liabilities.
- Level 2 – Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly that is, as prices or indirectly that is, derived from prices.
- Level 3 – Inputs for the asset or liability that are not based on observable market data that is, unobservable inputs.

### 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

#### 3.3 Fair value estimation (Continued)

The following table presents the Group's assets and liabilities that are measured at fair value as at 31 December 2017 and 2018.

	As at 31 December 2017			Total HK\$'000
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	
<b>Recurring fair value measurements</b>				
<b>Assets</b>				
Derivative financial instruments	–	12	–	12
Financial assets at fair value through profit or loss – non current	–	–	2,901	2,901
<b>Liabilities</b>				
Derivative financial instruments	–	5	–	5

	As at 31 December 2018			
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
<b>Recurring fair value measurements</b>				
<b>Assets</b>				
Derivative financial instruments	–	47	–	47
Financial assets at fair value through profit or loss – non current	–	–	2,989	2,989
Financial assets at fair value through comprehensive income – non current	–	–	17,119	17,119

#### (a) Financial instruments in level 1

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

#### (b) Financial instruments in level 2

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

### 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

#### 3.3 Fair value estimation (Continued)

##### (b) Financial instruments in level 2 (Continued)

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments.
- The fair value of interest rate swaps calculated as the present value of the estimated future cash flows based on observable yield curves.
- The fair value of forward foreign exchange contracts determined using forward exchange rates at the balance sheet date, with the resulting value discounted back to present value.

Note that all the resulting fair value estimates are included in level 2 except for certain structured foreign exchange contracts as explained below.

##### (c) Financial instruments in level 3

There were no transfers of financial assets between level 2 and level 3 fair value hierarchy classifications during the year.

*Quantitative information about fair value measurements using significant unobservable inputs  
Level 3*

Description	Fair value HK\$'000	Valuation technique	Unobservable input	Assumption
Insurance for the Controlling Shareholder				
As at 31 December 2017	2,901	Discounted cash flow	Discount rate	3.65%
			Death benefit	80% of insurance fee
			Holding time	Hold before 99 years old
As at 31 December 2018	2,989	Discounted cash flow	Discount rate	3.65%
			Death benefit	80% of insurance fee
			Holding time	Hold before 99 years old
Unlisted equity investments				
As at 31 December 2018	17,119	Discounted cash flow	Net profit rate	5.9%–12.4%
			Discount rate	15.00%

### 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

#### 3.3 Fair value estimation (Continued)

##### (c) Financial instruments in level 3 (Continued)

	Fair value through other comprehensive income HK\$'000
Balance as at 1 January 2017 and 31 December 2017	–
Additions in 2018	17,119
Balance as at 31 December 2018	<b>17,119</b>

(i) *Valuation inputs and relationships to fair value (FV)*

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements of equity investments at FVOCI. See (ii) for the valuation techniques adopted.

Description	Fair value at		Unobservable inputs*	Range of inputs (probability-weighted average)		Relationship of unobservable inputs to fair value
	31 Dec 2018 HK\$'000	31 Dec 2017 HK\$'000		2018 HK\$'000	2017 HK\$'000	
Unlisted equity investments	17,119	–	Discount rate for discounting estimated cash flows	14%–16%	–	Lower discount rate for discounting estimated cash flows (–1%) and higher net profit rate (+1%) would increase FV by HK\$3,072,000; Higher discount rate for discounting estimated cash flows (+1%) and lower net profit rate (–1%) would decrease FV by HK\$2,789,000.
			Net profit rate	7.7%–9.7%	–	

\* There were no significant inter-relationships between unobservable inputs that materially affect fair values.



### 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

#### 3.3 Fair value estimation (Continued)

##### (c) Financial instruments in level 3 (Continued)

###### (ii) Valuation processes

The finance department of the Group includes a team that performs the valuations of non-property items required for financial reporting purposes, including level 3 fair values. This team reports directly to the chief financial officer (CFO) and the audit committee (AC). Discussions of valuation processes and results are held between the CFO, AC and the valuation team at least once every six months, in line with the Group's half-yearly reporting periods.

The main level 3 inputs used by the Group are derived and evaluated as follows:

- Discount rates for financial assets are determined using a capital asset pricing model to calculate a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the asset.
- Net profit rate for unlisted equity investments are estimated based on market information for similar types of companies.

### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### 4.1 Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are discussed below.

##### (a) Useful lives of property, plant and equipment

The Group's management determines the estimated useful lives of its property, plant and equipment and consequently the related depreciation charges. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to changes of the industry cycles of its products. Management will increase the depreciation charge where useful lives are less than previously estimated lives, or it will write off or write down technically obsolete or non-strategic assets that have been abandoned.

##### (b) Impairment of trade receivables

The loss allowances for trade receivables are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in the tables in Note 3.1.

## 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONTINUED)

### 4.1 Critical accounting estimates and assumptions (Continued)

#### (c) Allowance for inventories

In determining the amount of allowance required for obsolete and slow-moving inventories, the Group would evaluate ageing analysis of inventories and compare the carrying amount of inventories to their respective net realisable value. A considerable amount of judgment is required in determining such allowances. If conditions which have impact on the net realisable value of inventories deteriorate, additional allowances may be required.

#### (d) Income taxes and deferred taxation

Significant judgment is required in determining the provision for income tax. There are many transactions and calculations for which the ultimate determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses are recognised when management considers to be probable that future taxable profit will be available against which the temporary differences or tax losses can be recognised. The outcome of their actual recognition may be different.

#### (e) Fair value of derivatives and other financial instruments

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. The Group has used discounted cash flow analysis for various interest rate swap contracts, insurance contracts and equity investments that are not traded in active markets.

## 5 SEGMENT INFORMATION

The chief operating decision-maker has been identified as the executive directors of the Company. The executive directors review the Group's internal reporting in order to assess performance and allocate resources and have determined the operating segments based on the internal reports that are used to make strategic decisions. The executive directors considered the nature of the Group's business and determined that the Group's electric charging products can be categorised into six reportable segments as follows: (i) telecommunication, (ii) media and entertainment, (iii) electrical home appliances, (iv) lighting, (v) smart chargers and controllers, and (vi) others.

(a) The following tables present information on revenue of the Group by geographical segment.

### Revenue from external customers

	2018 HK\$'000	2017 HK\$'000
PRC (excluding HK)	1,904,866	1,800,306
Europe	434,040	426,288
Asia (excluding PRC)	427,438	409,016
America	191,683	195,250
Africa	161,938	116,733
Others	82,487	59,422
	<b>3,202,452</b>	<b>3,007,015</b>

The revenue information above is based on the customers' delivery address.

Non-current assets, other than financial instruments and deferred income tax assets, by country:

	2018 HK\$'000	2017 HK\$'000
PRC (excluding HK)	406,633	402,632
Hungary	34,212	17,414
HK	9,924	8,114
Others	158	221
	<b>450,927</b>	<b>428,381</b>

## 5 SEGMENT INFORMATION (CONTINUED)

(b) The segment information for the reportable segments is set out as below:

	Telecommunication HK\$'000	Media and entertainment HK\$'000	Electrical home appliances HK\$'000	Lighting HK\$'000	Smart chargers and controllers HK\$'000	Others HK\$'000	Total HK\$'000
<b>31 December 2018</b>							
<b>Revenue</b>							
Revenue from external customers							
– At a point in time	1,146,393	371,569	255,329	315,611	1,058,193	55,357	3,202,452
Segment results	98,435	69,485	38,355	51,153	170,098	10,478	438,004
Other income							15,656
Other gains – net							1,940
Selling expenses							(140,459)
Administrative expenses							(228,367)
Finance expenses – net							(8,368)
Net impairment losses on financial assets							(10,512)
<b>Profit before income tax</b>							<b>67,894</b>
<b>31 December 2017</b>							
<b>Revenue</b>							
Revenue from external customers							
– At a point in time	1,250,029	443,253	220,233	212,284	782,841	98,375	3,007,015
Segment results	145,457	106,128	48,868	45,365	158,781	20,961	525,560
Other income							10,360
Other losses – net							(12,206)
Selling expenses							(121,279)
Administrative expenses							(195,607)
Finance expenses – net							(5,904)
<b>Profit before income tax</b>							<b>200,924</b>

## 5 SEGMENT INFORMATION (CONTINUED)

(c) Information regarding the Group's revenue by nature:

	2018 HK\$'000	2017 HK\$'000
<b>Revenue</b>		
Sales of goods	<b>3,202,485</b>	3,007,015

(d) Information regarding the Group's revenue by nature:

Revenue of approximately HK\$689,754,000 (2017: HK\$714,028,000) are derived from a single external customer. These revenues are mainly attributable to the telecommunication segment (2017: telecommunication segment).

## 6 OTHER INCOME AND OTHER GAINS/(LOSSES) – NET

(a) Other income

	2018 HK\$'000	2017 HK\$'000
Sales of scrap materials	<b>5,687</b>	2,892
Sales of raw materials, samples and molds	<b>2,481</b>	4,463
Others	<b>7,488</b>	3,005
	<b>15,656</b>	10,360

(b) Other gains/(losses) – net

	2018 HK\$'000	2017 HK\$'000
Fair value changes on derivative financial instruments	<b>40</b>	228
Fair value changes on financial assets at fair value through profit or loss	<b>88</b>	103
Fair value changes on investment properties ( <i>Note 14</i> )	<b>700</b>	270
Net foreign exchange loss	<b>(3,518)</b>	(14,820)
Government grants	<b>6,966</b>	4,380
Loss on disposal of property, plant and equipment ( <i>Note 33(b)</i> )	<b>(216)</b>	(36)
Others	<b>(2,120)</b>	(2,331)
	<b>1,940</b>	(12,206)

## 7 EXPENSES BY NATURE

	2018 HK\$'000	2017 HK\$'000
Changes in inventories of finished goods and work in progress	<b>(48,107)</b>	(42,949)
Raw materials and consumables used	<b>2,296,703</b>	2,045,647
Allowance/(reversal of allowance) for impairment of inventory ( <i>Note 18</i> )	<b>4,918</b>	(477)
Allowance for impairment of trade receivables	–	285
Employee benefit expenses ( <i>Note 8</i> )	<b>505,686</b>	446,495
Depreciation, amortisation and impairment charges	<b>68,021</b>	55,041
Water and electricity expense	<b>30,973</b>	27,436
Transportation and travelling expenses	<b>29,930</b>	28,995
Maintenance expenses	<b>21,995</b>	30,232
Consultancy fee	<b>11,470</b>	20,913
Entertainment expenses	<b>7,580</b>	7,018
Research and development expenses		
– Employee benefit expenses ( <i>Note 8</i> )	<b>76,822</b>	66,759
– Depreciation and amortisation	<b>12,373</b>	8,270
– Raw materials, consumables used and others	<b>25,218</b>	24,512
Commission expenses	<b>20,832</b>	10,246
Certificate and detection fees	<b>9,037</b>	8,471
Business tax and surcharge	<b>9,093</b>	13,032
Other taxes and levies	<b>3,654</b>	3,589
Operating lease payments	<b>14,197</b>	11,147
Advertising expenses	<b>3,234</b>	5,710
Commercial insurance	<b>7,724</b>	9,027
Communication expenses	<b>2,934</b>	1,730
Bank charges	<b>3,622</b>	2,728
Auditors' remuneration		
– Audit services	<b>4,005</b>	4,308
– Non-audit services	<b>2,571</b>	1,725
Other expenses	<b>8,789</b>	8,451
<b>Total cost of sales, selling expenses and administrative expenses</b>	<b>3,133,274</b>	2,798,341

**8 EMPLOYEE BENEFIT EXPENSE**

	2018 HK\$'000	2017 HK\$'000
Wages and bonus	498,573	432,947
Pension costs – defined contribution plans (a)	30,869	30,520
Other social security costs	25,358	23,986
Others allowances and benefits	27,708	25,801
	<b>582,508</b>	513,254

**(a) Retirement benefits obligation**

The Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme, a defined contribution scheme managed by an independent trustee.

Employees in the Group's PRC subsidiaries are required to participate in a defined contribution retirement scheme administrated and operated by the local municipal government. The Group's PRC subsidiaries make contribution to the funds which are calculated as 10%–20% of the average employee salary as agreed by local municipal government to the scheme to fund the retirement benefits of the employees for the year.

The Group's contributions to the defined contribution retirement schemes are expensed as incurred.

The Group has no further payment obligations once the contributions have been paid.

**(b) Five highest paid individuals**

The five individuals whose emoluments were the highest in the Group include 1 director during the year ended 31 December 2018 (2017: 2), whose emoluments are reflected in the analysis presented in Note 39. The emoluments paid to the remaining 4 individuals during the year ended 31 December 2018 (2017: 3) are as follows:

	2018 HK\$'000	2017 HK\$'000
Salaries, bonuses, allowance and other benefits	10,432	6,616
Contributions to pension plans	44	45
	<b>10,476</b>	6,661

**8 EMPLOYEE BENEFIT EXPENSE (CONTINUED)****(b) Five highest paid individuals (Continued)**

The emoluments paid to the remaining individuals fell within the following bands:

	2018 HK\$'000	2017 HK\$'000
<b>Emolument bands</b>		
HK\$250,001–HK\$1,000,000	–	–
HK\$1,000,001–HK\$2,000,000	3	2
HK\$2,000,001–HK\$3,000,000	–	–
HK\$3,000,001–HK\$4,000,000	–	1
HK\$4,000,001–HK\$5,000,000	–	–
HK\$5,000,001–HK\$6,000,000	1	–

**9 FINANCE EXPENSES – NET**

	2018 HK\$'000	2017 HK\$'000
<b>Finance expenses:</b>		
Interest on bank borrowings	(8,956)	(6,173)
<b>Finance income:</b>		
Interest income	588	269
Finance expenses – net	(8,368)	(5,904)

**10 INCOME TAX EXPENSE**

	2018 HK\$'000	2017 HK\$'000
Current income tax		
– PRC corporate income tax (“CIT”)	2,303	21,069
– Hong Kong profits tax	7,553	13,730
Subtotal	9,856	34,799
Deferred income tax ( <i>Note 31</i> )	2,622	8,550
	12,478	43,349



## 10 INCOME TAX EXPENSES (CONTINUED)

### (a) Cayman Islands income tax

The Company is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of Cayman Islands and accordingly, is exempted from Cayman Islands income tax.

### (b) Hong Kong profits tax

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profit for the year (2017: 16.5%).

### (c) PRC CIT

CIT is provided on the assessable income of entities within the Group incorporated in the PRC, calculated in accordance with the relevant regulations of the PRC after considering the available tax benefits.

Pursuant to the PRC Corporate Income Tax Law passed by the Tenth National People's Congress on 16 March 2007 (the "CIT Law"), the CIT rate for domestic and foreign enterprises has been unified at 25%, effective from 1 January 2008.

Ten Pao Electronic (Huizhou) Co., Ltd. ("Ten Pao Electronic (Huizhou)") was recognized as "New and High Technology Enterprises" and enjoys a preferential CIT rate of 15%. Its CIT rate for the year ended 31 December 2018 was 15% (2017: 15%).

### (d) PRC withholding income tax

According to the CIT Law, starting from 1 January 2008, a withholding income tax of 10% will be levied on the immediate holding companies outside the PRC when their PRC subsidiaries declare dividend out of profits earned after 1 January 2008. A lower 5% withholding income tax rate may be applied when the immediate holding companies of the PRC subsidiaries are established in Hong Kong and fulfil requirements under the tax treaty arrangements between the PRC and Hong Kong.

### (e) British Virgin Islands ("BVI") and Samoa income tax

No provision for income tax in BVI and Samoa has been made as the Group has no income assessable to income tax in BVI and Samoa during the year (2017: Nil).

### (f) Hungary corporate income tax

No provision for corporate income tax in Hungary has been made as the Group has no income assessable to corporate income tax in Hungary during the year (2017: Nil).

**10 INCOME TAX EXPENSES (CONTINUED)****(g) Taxation on the Group's profit**

The taxation on the Group's profit before income tax differs from the theoretical amount that would arise using the main statutory tax rate applicable to profit of the Group as follows:

	2018 HK\$'000	2017 HK\$'000
Profit before income tax	<b>67,894</b>	200,924
Tax calculated at applicable corporate income tax rate of 25%	<b>16,974</b>	50,231
Effect of differences in tax rates	<b>(2,601)</b>	(5,903)
Preferential tax treatment of CIT	<b>(5,241)</b>	(8,643)
Withholding tax	<b>3,124</b>	9,857
Tax losses for which no deferred income tax asset was recognised	<b>3,424</b>	378
Utilisation of tax losses previously not recognised	<b>(30)</b>	(129)
Expenses not deductible for taxation purposes	<b>7,580</b>	3,049
Accelerated research and development deductible expenses	<b>(10,457)</b>	(5,419)
Income not subject to tax	<b>(295)</b>	(72)
	<b>12,478</b>	43,349

The effective corporate income tax rate was 18% for the year (2017: 22%). The decrease in the effective corporate income tax rate of 2018 compared to 2017 was primarily due to the decrease in the profits of its subsidiaries in the PRC.

**11 EARNINGS PER SHARE****(a) Basic earnings per share**

Basic earnings per share is calculated by dividing the profit for the year by the weighted average number of ordinary shares in issue for the year.

	2018	2017
Profit attributable to owners of the Company (HK\$'000)	<b>55,416</b>	157,575
Weighted average number of shares issued (thousands)	<b>1,000,456</b>	1,000,114
Basic earnings per share (HK cents)	<b>5.5</b>	15.8

**11 EARNINGS PER SHARE (CONTINUED)****(b) Diluted earnings per share**

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares.

The Company has one category of dilutive potential ordinary shares: share options. The number of shares that would have been issued assuming the exercise of the share options less the number of shares that could have been issued at fair value (determined as the average market share price of the Company's shares) for the same amount of proceed are share issues for no consideration which causes dilution to earnings per share. During the year, the outstanding share options do not have any material dilutive impact. Therefore, the diluted earnings per share of the Company approximates the basic earnings per share.

**12 LAND USE RIGHTS**

The Group's interests in land use rights represent prepaid operating lease payments for land which are held on leases in the PRC and freehold land in Hungary, the movement is analysed as follows:

	2018 HK\$'000	2017 HK\$'000
Opening net book amount	10,547	5,268
Exchange differences	(448)	660
Additions	–	4,790
Amortisation charges	(163)	(171)
Closing net book amount	9,936	10,547
	2018 HK\$'000	2017 HK\$'000
Cost	13,147	13,737
Accumulated amortisation	(3,211)	(3,190)
Net book amount	9,936	10,547

The lease periods of land use rights are 50 years and are located in the PRC. As at 31 December 2018, the remaining lease periods of the Group's land use rights ranged from 18 to 34 years (2017: 19 to 35).

Amortisation was included in administrative expenses.

### 13 PROPERTY, PLANT AND EQUIPMENT

	Buildings HK\$'000	Plant and machineries HK\$'000	Furniture and fixtures HK\$'000	Motor vehicles HK\$'000	Electronic equipment HK\$'000	Construction in progress HK\$'000	Leasehold improvements HK\$'000	Total HK\$'000
Year ended 31 December 2017								
Opening net book amount	71,385	144,600	805	3,214	32,149	2,230	21,517	275,900
Currency translation differences	5,325	10,657	205	189	3,906	1,288	2,299	23,869
Additions	-	37,340	210	2,908	24,175	99,781	1,623	166,037
Disposals	-	(72)	(143)	(194)	(2,193)	-	-	(2,602)
Addition from construction in progress	9,195	13,119	786	44	22,256	(72,197)	26,797	-
Transfer to intangible assets	-	-	-	-	-	(373)	-	(373)
Depreciation	(6,233)	(37,782)	(925)	(711)	(9,544)	-	(6,773)	(61,968)
Closing net book amount	79,672	167,862	938	5,450	70,749	30,729	45,463	400,863
At 31 December 2017								
Cost	142,122	388,959	16,626	8,987	134,609	30,729	68,938	790,970
Accumulated depreciation	(62,450)	(220,676)	(15,688)	(3,537)	(63,638)	-	(23,475)	(389,464)
Impairment	-	(421)	-	-	(222)	-	-	(643)
Net book amount	79,672	167,862	938	5,450	70,749	30,729	45,463	400,863
Year ended 31 December 2018								
Opening net book amount	79,672	167,862	938	5,450	70,749	30,729	45,463	400,863
Currency translation differences	(3,801)	(6,666)	25	(173)	(2,937)	(1,360)	(2,316)	(17,228)
Additions	10,877	44,472	403	1,980	13,735	44,532	3,527	119,526
Disposals (Note 33(b))	-	(2,924)	(75)	-	(1,555)	-	-	(4,554)
Addition from construction in progress	1,228	11,878	19	-	7,563	(39,122)	18,434	-
Transfer to intangible assets (Note 15)	-	-	-	-	-	(284)	-	(284)
Depreciation	(5,664)	(42,614)	(508)	(1,061)	13,382	-	(15,364)	(78,593)
Closing net book amount	82,312	172,008	802	6,196	74,173	34,495	49,744	419,730
At 31 December 2018								
Cost	147,202	413,318	16,059	9,013	146,711	34,495	86,958	853,756
Accumulated depreciation	(64,890)	240,904	(15,257)	(2,817)	(72,326)	-	(37,214)	(433,408)
Impairment	-	(406)	-	-	(212)	-	-	(618)
Net book amount	82,312	172,008	802	6,196	74,173	34,495	49,744	419,730

### 13 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Depreciation charges were included in the following categories in the consolidated statement of profit or loss:

	2018 HK\$'000	2017 HK\$'000
Cost of sales	<b>44,606</b>	36,405
Selling expenses	<b>10,027</b>	8,446
Administration expenses	<b>23,960</b>	17,117
	<b>78,593</b>	61,968

As at 31 December 2018, the Group's bank borrowings were not secured over property, plant and equipment. As at 31 December 2017, the Group's bank borrowings were secured over property, plant and equipment with the carrying amounts of HK\$14,517,000.

**14 INVESTMENT PROPERTIES**

	2018 HK\$'000	2017 HK\$'000
At fair value		
Opening balance at 1 January	5,700	5,430
Net gains from fair value adjustment ( <i>Note 6</i> )	700	270
Closing balance at 31 December	6,400	5,700

As at 31 December 2018, the Group had no unprovided contractual obligations for future repairs and maintenance (2017: Nil).

The valuation of the Group's investment properties was performed by the valuer, Jones Lang LaSalle Corporate Appraisal and Advisory Limited, to determine the fair value of the investment properties as at 31 December 2017 and 2018. The revaluation gains or losses are included in 'Other gains – net' in the consolidated statement of profit or loss. The following table analyses the investment properties carried at fair value, by valuation method.

Description	Office units – Hong Kong			Total HK\$'000
	Quoted prices in active markets for identical assets	Significant other observable inputs	Significant unobservable inputs	
	Level 1	Level 2	Level 3	
	HK\$'000	HK\$'000	HK\$'000	
Recurring fair value measurements method Investment properties:				
As at 31 December 2017	–	5,700	–	5,700
As at 31 December 2018	–	6,400	–	6,400

There were no transfers between Level 1, 2, and 3 during the year (2017: Nil).

As at 31 December 2018, the Group's bank borrowings were secured over investment properties with the carrying amounts of HK\$6,400,000 (2017: HK\$5,700,000)(Note 28(a)).

## 15 INTANGIBLE ASSETS

	Patents HK\$'000	Computer software HK\$'000	Trademarks HK\$'000	Total HK\$'000
<b>At 31 December 2017</b>				
Opening net book amount	–	5,035	–	5,035
Currency translation differences	–	407	–	407
Additions	–	1,854	–	1,854
Addition from construction in progress	–	373	–	373
Amortisation charge	–	(1,172)	–	(1,172)
<b>Closing net book amount</b>	–	6,497	–	6,497
<b>At 31 December 2017</b>				
Cost	2,153	21,329	389	23,871
Accumulated amortisation	(2,153)	(14,832)	(389)	(17,374)
<b>Net book amount</b>	–	6,497	–	6,497
	Patents HK\$'000	Computer software HK\$'000	Trademarks HK\$'000	Total HK\$'000
<b>At 31 December 2018</b>				
Opening net book amount	–	6,497	–	6,497
Currency translation differences	–	(345)	–	(345)
Additions	–	2,227	–	2,227
Addition from construction in progress (Note 13)	–	284	–	284
Amortisation charge	–	(1,638)	–	(1,638)
<b>Closing net book amount</b>	–	7,075	–	7,075
<b>At 31 December 2018</b>				
Cost	2,054	23,355	371	25,789
Accumulated amortisation	(2,054)	(16,280)	(371)	(18,705)
<b>Net book amount</b>	–	7,075	–	7,075

Amortisation was included in administrative expenses. No impairment charge was recognised during the year.

## 16 SUBSIDIARIES

The following is a list of the principal subsidiaries at 31 December 2018, all of which are limited liability companies:

Company name	Place of incorporation	Registered/Issued and paid-up capital	Equity interest held 2018	Principal activities/Place of operation
<b>Directly owned:</b>				
Goldasia Group Limited	BVI	USD50,000/USD1	100%	Investment holding/ Hong Kong ("HK")
<b>Indirectly owned:</b>				
Ten Pao Precision Electronics Company Limited	HK	HK\$2,000,000/ HK\$1,000,000	100%	Investment holding/HK
Ten Pao Industrial Company Limited	HK	HK\$300,000/ HK\$300,000	100%	Investment holding/HK
Ten Pao International Limited	HK	HK\$5,000,000/ HK\$4,000,000	100%	Investment holding and trading of power supply devices and raw materials/HK
Huizhou Jinhu Industrial Development Co., Ltd.	PRC	RMB10,000,000/ RMB2,280,000	100%	Manufacture and trading of power supply devices/PRC
Ten Pao Electronic Co., Ltd.	Samoa	US\$1,000,000/US\$1	100%	Investment holding/ PRC
Ten Pao Electronic (Huizhou)	PRC	HK\$195,000,000/ HK\$195,000,000	100%	Manufacture and trading of power supply devices/PRC
Ten Pao International Co., Ltd.	South Korea	KRW50,000,000/ KRW50,000,000	100%	Representative office/ South Korea
Hanzhong Jinhu Precision Parts Company Limited	PRC	HK\$8,000,000/ HK\$8,000,000	100%	Manufacture and trading of power supply devices/PRC
Hanzhong Ten Pao Precision Parts Company Limited	PRC	HK\$12,000,000/ HK\$12,000,000	100%	Manufacture and trading of power supply devices/PRC
Ten Pao Electronics Hungary Kft.	Hungary	EUR€1,000,000/ EUR€1,000,000	100%	Manufacture and trading of power supply devices/ Hungary
Shenzhen MODO Innovation Technology Co., Ltd*	PRC	RMB3,000,000/ RMB1,800,000	100%	Trading of audio devices and power supply devices/PRC

\* Incorporated during the year



**17 FINANCIAL INSTRUMENTS BY CATEGORY**

The Group holds the following financial instruments:

	2018 HK\$'000	2017 HK\$'000
<b>Financial assets</b>		
Financial assets at amortised cost		
Trade and other receivables (excluding prepayments)	650,917	809,651
Amounts due from related parties	1,096	1,192
Restricted bank deposits	10,871	27,429
Cash and bank balances	193,797	180,786
Financial assets at FVOCI	17,119	–
Financial assets at FVPL	2,989	2,901
Derivative financial instruments	47	12
	<b>876,836</b>	1,021,971
<b>Financial liabilities</b>		
Liabilities at amortised cost:		
Trade payables (excluding non financial liabilities)	792,672	807,070
Bank borrowings	207,597	187,804
Accruals for expenses and other payables	36,657	36,640
Amounts due to related parties	12,802	15,567
Derivative financial instruments	–	5
	<b>1,049,728</b>	1,047,086

The Group's exposure to various risks associated with the financial instruments is discussed in Note 3. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of financial assets mentioned above.

**18 INVENTORIES**

	2018 HK\$'000	2017 HK\$'000
Raw materials	204,802	159,023
Work in progress	61,766	58,318
Finished goods	250,484	205,825
	<b>517,052</b>	423,166
Less: allowance for impairment	<b>(26,999)</b>	(23,342)
	<b>490,053</b>	399,824

The movements of allowance for impairment are analysed as follows:

	2018 HK\$'000	2017 HK\$'000
At 1 January	23,342	22,277
Currency translation difference	(1,261)	1,542
Allowance for/(reversal of allowance for) impairment of inventory	4,918	(477)
At 31 December	<b>26,999</b>	23,342

The cost of inventories included in cost of sales during the year ended 31 December 2018 was HK\$2,756,480,000 (2017: HK\$2,468,423,000).

**19 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME**

Equity investments at FVOCI comprise the following individual investments:

	2018 HK\$'000	2017 HK\$'000
<b>Non-current assets</b>		
<i>Unlisted equity investments</i>		
GCteq Wireless	5,706	–
EOLOCK Co.	11,413	–
	<b>17,119</b>	–

Movement of FVOCI is analysed as follows:

	2018 HK\$'000	2017 HK\$'000
<b>At beginning of year</b>	–	–
Additions	17,119	–
<b>At end of year</b>	<b>17,119</b>	–

Information about the methods and assumptions used in determining fair value is provided in Note 3.3.

**20 TRADE AND OTHER RECEIVABLES**

	2018 HK\$'000	2017 HK\$'000
Trade receivables	635,572	769,153
Less: allowance for impairment of trade receivables	(15,207)	(571)
Trade receivables, net	620,365	768,582
Bills receivable	132	7,028
Prepayments	17,588	9,827
Deposits	14,739	4,558
Advances to employees	301	6,177
Value added tax allowance	9,155	14,155
Others	6,225	9,151
	<b>668,505</b>	<b>819,478</b>

(a) The carrying amounts of the trade receivables are denominated in the following currencies:

	2018 HK\$'000	2017 HK\$'000
USD	318,431	313,837
RMB	218,087	369,692
HK\$	97,672	84,919
Others	1,382	705
	<b>635,572</b>	<b>769,153</b>

**20 TRADE AND OTHER RECEIVABLES (CONTINUED)**

- (b) The credit period granted to customers is generally between 30 and 90 days based on invoices date. The ageing analysis of the trade receivables from the date of sales is as follows:

	2018 HK\$'000	2017 HK\$'000
Less than 3 months	583,367	719,105
More than 3 months but not exceeding 1 year	39,896	50,048
More than 1 year	12,309	–
	<b>635,572</b>	769,153

The Group's sales are made to various customers. While there is concentration of credit risk within a few major customers, these customers are reputable with good track record.

**(c) Allowance for impairment of trade receivables**

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. This resulted in an increase of the loss allowance on 1 January 2018 by HK\$4,397,000 for trade receivables. Note 3.1(c)(ii) provides for details about the calculation of the allowance.

The loss allowance increased by a further HK\$10,512,000 to HK\$15,207,000 for trade receivables during the current reporting period.

**(d) Fair value of trade receivables and other receivables**

Due to the short-term nature of the current receivables, their carrying amount is considered to be the same as their fair value.

**(e) Risk exposure**

As at 31 December 2018, the Group's maximum exposure to credit risk of trade and other receivables was the carrying values of each class of receivables mentioned above. The Group did not hold any collateral as security for these receivables.

As at 31 December 2018, the Group's bank borrowing were secured over trade and other receivables with the carrying amounts of HK\$192,829,000 (2017: HK\$359,904,000) (Note 28).

**21 CASH AND CASH EQUIVALENTS**

	<b>2018</b> HK\$'000	2017 HK\$'000
Cash and bank balances	<b>193,797</b>	180,786

The carrying amounts of cash and cash equivalents approximate to their fair values and represent maximum exposure to credit risk at each of the reporting dates.

Cash and cash equivalents are denominated in the following currencies:

	<b>2018</b> HK\$'000	2017 HK\$'000
RMB	<b>75,197</b>	78,012
USD	<b>73,534</b>	73,178
HK\$	<b>39,995</b>	28,353
Others	<b>5,071</b>	1,243
	<b>193,797</b>	180,786

Cash and cash equivalents including the following for the purpose of the statement of cash flows:

	<b>2018</b> HK\$'000	2017 HK\$'000
Cash and cash equivalents	<b>193,797</b>	180,786

**22 DERIVATIVE FINANCIAL INSTRUMENTS**

	2018 HK\$'000	2017 HK\$'000
Derivative financial Assets – Non-current	47	12
Derivative financial Liabilities – Current	–	5

	Amount HK\$'000	Notional amount HK\$'000
<b>As at 31 December 2018</b>		
Derivative financial Liabilities – Non-Current		
<b>Types of contracts</b>		
Interest rate swap contracts	47	20,366
<b>As at 31 December 2017</b>		
Derivative financial Liabilities – Non-current		
<b>Types of contracts</b>		
Interest rate swap contracts	12	15,243

Changes in fair values of derivative financial instruments are recorded in 'Other gains/(losses) – net' in the consolidated statement of profit or loss.

**23 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS**

	2018 HK\$'000	2017 HK\$'000
Fair value of insurance contract for a member of key management	2,989	2,901

Changes in fair value of financial assets at fair value through profit or loss are recorded in 'Other gains/ (losses) – net' in the statement of profit or loss (Note 6).

The fair value of the insurance is based on the unobservable inputs (Note 3.3(c)).

As at 31 December 2018, the Group's bank borrowings were secured over financial assets at fair value through profit or loss with the carrying amounts of HK\$2,989,000 (2017: HK\$2,901,000) (Note 28(a)).

**24 RESTRICTED BANK DEPOSITS**

As at 31 December 2018, bank deposits amounting to HK\$10,871,000 (2017: HK\$27,429,000) are deposits held by the bank in a segregated account as security for borrowings from the bank (Note 28(a)).

As at 31 December 2018, the weighted average interest rates were 2.39% (2017: 2.01%).

**25 SHARE CAPITAL AND SHARE PREMIUM**

Ordinary shares, issued and fully paid:

	Number of Shares	Share capital HK\$000	Share premium HK\$000	Total HK\$000
At 1 January 2017	1,000,000,000	10,000	125,064	135,064
Proceeds from shares issued upon exercise of share options	456,000	5	592	597
Transfer from other reserve upon exercise of share options	–	–	132	132
At 31 December 2017 and 31 December 2018	<b>1,000,456,000</b>	<b>10,005</b>	<b>125,788</b>	<b>135,793</b>



## 26 SHARE-BASED PAYMENTS

On 15 September 2016, options over 19,348,000 shares were granted to directors of the Company and eligible participants under the share option scheme adopted by the written resolutions of the shareholders of the Company on 23 November 2015 at the exercise price of HK\$1.31 per ordinary share with no vesting condition. The exercise price of the granted options was equal to the market price of the shares on the date of the grant. The options are exercisable within three years from the grant date. The Group has no legal or constructive obligation to repurchase or settle the options in cash.

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

	2018		2017	
	Exercise price in HKD per share option	Number of share options (thousands)	Exercise price in HKD per share option	Number of share options (thousands)
At 1 January	1.31	18,644	1.31	19,348
Granted	–	–	–	–
Forfeited	–	–	–	–
Exercised	–	–	1.31	(456)
Lapsed	–	(476)	–	(248)
At 31 December	1.31	18,168	1.31	18,644

The 18,168,000 share options outstanding at the end of the year will be expired on 14 September 2019 at the exercise price of HK\$1.31 per ordinary share.

**27 OTHER RESERVES**

Other reserves comprise statutory reserves, capital reserves, exchange reserves and share-based compensation reserves of the Group.

	Statutory reserves HK\$'000	Capital reserves HK\$'000	Exchange reserves HK\$'000	Share-based compensation reserves HK\$'000	Total HK\$'000
At 1 January 2017	19,022	338	(27,176)	5,600	(2,216)
Transfer to statutory reserves	7,981	-	-	-	7,981
Currency translation differences	-	-	40,306	-	40,306
Share options scheme	-	-	-	(132)	(132)
At 31 December 2017	27,003	338	13,130	5,468	45,939

	Statutory reserves HK\$'000	Capital reserves HK\$'000	Exchange reserves HK\$'000	Share-based compensation reserves HK\$'000	Total HK\$'000
At 1 January 2018	27,003	338	13,130	5,468	45,939
Transfer to statutory reserves	4,974	-	-	-	4,974
Currency translation differences	-	-	(35,022)	-	(35,022)
At 31 December 2018	31,977	338	(21,892)	5,468	15,891

**(a) Statutory reserves**

In accordance with relevant laws and regulations of the PRC, the PRC subsidiaries of the Group are required to make appropriation of not less than 10% of its net income after taxes to reserves. Further appropriation is optional when the accumulated statutory reserve is 50% or more of its registered capital. The statutory reserves can be used to offset accumulated losses of the PRC subsidiaries upon the approval of their respective boards of directors.

**28 BORROWINGS**

	2018 HK\$'000	2017 HK\$'000
<b>Non-current</b>		
Bank borrowings		
– secured (a)	<b>115,081</b>	114,214
Less: current portion of non-current borrowings	<b>(55,391)</b>	(46,314)
	<b>59,690</b>	67,900
<b>Current</b>		
Bank borrowings		
– secured (a)	<b>79,933</b>	66,616
– unsecured	<b>12,583</b>	6,974
Total short-term bank borrowings	<b>92,516</b>	73,590
Current portion of non-current borrowings	<b>55,391</b>	46,314
	<b>147,907</b>	119,904
<b>Total borrowings</b>	<b>207,597</b>	187,804

**28 BORROWINGS (CONTINUED)**

- (a) As at 31 December 2018, bank borrowings amounting to HK\$195,014,000 (2017: HK\$180,830,000) are secured over the following assets:

	2018 HK\$'000	2017 HK\$'000
Restricted bank deposits ( <i>Note 24</i> )	10,871	27,429
Financial assets at fair value through profit or loss – non current ( <i>Note 23</i> )	2,989	2,901
Investment properties ( <i>Note 14</i> )	6,400	5,700
Trade and other receivables ( <i>Note 20(e)</i> )	192,829	359,904
Property, plant and equipment	–	14,517
	<b>213,089</b>	410,451

- (b) The carrying amounts of the borrowings at 31 December 2017 and 2018, respectively, are denominated in the following currencies:

	2018 HK\$'000	2017 HK\$'000
HK\$	179,326	126,589
RMB	–	35,889
USD	28,271	25,319
Others	–	7
	<b>207,597</b>	187,804

- (c) The exposure of the borrowings to interest-rate changes and the contractual repricing dates at the balance sheet dates are as follows:

	2018 HK\$'000	2017 HK\$'000
Borrowings at floating rates		
6 months or less	27,695	30,390
6–12 months	27,696	15,924
1–5 years	59,690	67,900
Borrowings at fixed rates	92,516	73,590
Total	<b>207,597</b>	187,804

**28 BORROWINGS (CONTINUED)**

(d) The borrowings are repayable as follows:

	2018 HK\$'000	2017 HK\$'000
Within 1 year	147,907	119,904
Between 1 and 2 years	41,843	36,496
Between 2 and 5 years	17,847	31,404
	<b>207,597</b>	187,804

(e) The effective interest rates at the balance sheet dates are as follows:

	2018	2017
Bank borrowings denominated in:		
HK\$	3.75%	2.69%
USD	4.01%	2.98%
RMB	4.84%	4.71%

(f) The carrying amounts and fair value of non-current borrowings are as follows:

	2018 HK\$'000	2017 HK\$'000
Carrying amounts	59,690	67,900
Fair value (level 2)	54,757	63,272
Weighted average discount rate used for fair value (%)	3.75%	2.72%

**29 DEFERRED GOVERNMENT GRANTS**

	2018 HK\$'000	2017 HK\$'000
Opening net book amount	9,909	9,932
Receipt of grants	648	–
Credited to statement of profit or loss	(714)	(699)
Currency translation differences	(453)	676
Closing net book amount	9,390	9,909

The amount represented the subsidies granted by the local government authority in the PRC relating to the construction and upgrading solar photovoltaic equipment and intelligent automated production line.

The deferred government grants will be amortised to other gains from the point at which the relevant assets are ready for use on a straight-line basis over the related assets' useful lives.

**30 TRADE AND OTHER PAYABLES**

	2018 HK\$'000	2017 HK\$'000
Trade payables	792,672	807,070
Advance from customers	–	9,995
Notes payable	1,248	7,996
Wages and staff welfare benefits payable	128,085	127,795
Accrual for expenses and other payables	36,657	36,640
Other taxes payable	13,126	18,675
	971,788	1,008,171

**30 TRADE AND OTHER PAYABLES (CONTINUED)**

(a) The Group's trade payables are denominated in the following currencies:

	2018 HK\$'000	2017 HK\$'000
RMB	415,286	476,524
HK\$	239,134	187,879
USD	133,578	142,089
Others	4,674	578
	<b>792,672</b>	807,070

The carrying amounts of accrued expenses and other payables were primarily denominated in RMB.

(b) The ageing analysis of trade payables based on invoices date is as follows:

	2018 HK\$'000	2017 HK\$'000
Less than 3 months	572,064	619,779
More than 3 months but not exceeding 1 year	220,605	187,088
More than 1 year	3	203
	<b>792,672</b>	807,070

(c) The fair values of trade and other payables approximated their carrying amounts as at 31 December 2018 and 2017.

**31 DEFERRED INCOME TAX**

The analysis of deferred tax assets and liabilities is as follows:

	2018 HK\$'000	2017 HK\$'000
Deferred income tax assets:		
– to be recovered after 12 months	19,383	19,712
Deferred income tax liabilities:		
– to be settled after 12 months	(54,128)	(53,589)

The movements in deferred income tax assets and liabilities are as follows:

Deferred income tax assets	Provisions HK\$'000	Unrealized gross margin HK\$'000	Total HK\$'000
As at 1 January 2017	15,344	1,906	17,250
Recognised in the profit or loss	1,962	(654)	1,308
Currency translation differences	1,154	–	1,154
As at 31 December 2017	18,460	1,252	19,712
As at 1 January 2018	18,460	1,252	19,712
Recognised in the profit or loss	(437)	939	502
Currency translation differences	(831)	–	(831)
As at 31 December 2018	17,192	2,191	19,383
Deferred income tax liabilities			Withholding income tax HK\$'000
At 1 January 2017			40,500
Recognised in the profit or loss			9,857
Currency translation differences			3,232
At 31 December 2017			53,589
At 1 January 2018			53,589
Recognised in the profit or loss			3,124
Currency translation differences			(2,585)
At 31 December 2018			54,128



**31 DEFERRED INCOME TAX (CONTINUED)**

Deferred income tax assets are recognised for tax losses carry-forward to the extent that the realisation of the related tax benefits through the future taxable profits is probable.

As at 31 December 2018, the Group did not recognise deferred income tax asset of HK\$3,424,000 (2017: HK\$378,000) in respect of the tax losses amounting to HK\$14,094,000 (2017: HK\$3,562,000), as their recoverability is uncertain.

As of 31 December 2018, the Group had tax loss carryforwards of HK\$15,601,000 (2017: HK\$6,368,000) which can be carried forward to offset future taxable income. The net operating tax loss carryforwards, excluding HK Company and Korea Company, will begin to expire as follows:

	2018 HK\$	2017 HK\$
2021	<b>3,023,000</b>	3,142,000
2022	<b>3,226,000</b>	3,226,000
2023	<b>9,352,000</b>	–
	<b>15,601,000</b>	6,368,000

**32 DIVIDENDS**

	2018 HK\$'000	2017 HK\$'000
Interim dividend paid per ordinary share: Nil (2017: HK2.5 cents)	–	25,011
Proposed final dividend per ordinary share: HK1.5 cents (2017: HK2.5 cents)	<b>15,007</b>	25,011
Proposed special final dividend per ordinary share: HK1.0 cents (2017: Nil)	<b>10,005</b>	–
	<b>25,012</b>	50,022

The dividends paid in 2018 and 2017 were HK\$25,011,000 and HK\$59,999,000 respectively.

A final dividend in respect of the year ended 31 December 2018 of HK1.5 cents per ordinary share, amounting to HK\$15,007,000, and a special final dividend of HK1.0 cents per ordinary share amounting to HK\$10,005,000, are in respect of the year ended 31 December 2018 to be proposed at the annual general meeting of the Company held on 27 May 2019.

**33 NOTES TO CONSOLIDATED STATEMENT OF CASH FLOW**

(a) Reconciliation of profit before income tax to cash generated from operations:

	2018 HK\$'000	2017 HK\$'000
Profit before income tax	<b>67,894</b>	200,924
Adjustments for:		
Interest expenses ( <i>Note 9</i> )	<b>8,956</b>	6,173
Depreciation of property, plant and equipment ( <i>Note 13</i> )	<b>78,593</b>	61,968
Amortisation of land use right ( <i>Note 12</i> )	<b>163</b>	171
Amortisation of intangible assets ( <i>Note 15</i> )	<b>1,638</b>	1,172
Loss on disposal of property, plant and equipment ( <i>Note 6</i> )	<b>216</b>	36
Fair value changes on derivative financial instruments ( <i>Note 6</i> )	<b>(40)</b>	(228)
Fair value changes on financial assets at fair value through profit or loss ( <i>Note 6</i> )	<b>(88)</b>	(103)
Allowance for/(reversal of allowance for) impairment of inventory ( <i>Note 18</i> )	<b>4,918</b>	(477)
Allowance for/(reversal of allowance for) impairment of trade receivables ( <i>Note 20</i> )	<b>10,512</b>	(285)
Fair value changes on investment properties ( <i>Note 14</i> )	<b>(700)</b>	(270)
Deferred government grant credited to profit and loss ( <i>Note 29</i> )	<b>(714)</b>	(699)
Changes in working capital:		
Inventories	<b>(93,886)</b>	(95,453)
Trade and other receivables	<b>118,182</b>	(123,844)
Due from related parties	<b>96</b>	3,945
Trade and other payables	<b>(29,495)</b>	197,451
Due to related parties	<b>(2,765)</b>	15,233
Cash generated from operations	<b>163,480</b>	265,714

(b) In the consolidated statement of cash flow, proceeds from disposals of property, plant and equipment comprise:

	2018 HK\$'000	2017 HK\$'000
Net book amount		
Other disposals ( <i>Note 13</i> )	<b>4,554</b>	2,602
Loss on disposal ( <i>Note 6</i> )	<b>(216)</b>	(36)
Proceeds from disposal	<b>4,338</b>	2,566

**33 NOTES TO CONSOLIDATED CASH FLOW STATEMENTS (CONTINUED)****(c) Non-cash financing transactions**

The Group had no non-cash financing transactions during the year (2017: Nil).

**(d) Net liabilities reconciliation**

This section sets out an analysis of net liabilities and the movements in net assets for each of the periods presented.

	2018	2017
Cash and cash equivalents	<b>193,797</b>	180,786
Borrowings – repayable within one year	<b>(147,907)</b>	(119,904)
Borrowings – repayable after one year	<b>(59,690)</b>	(67,900)
<b>Net liabilities</b>	<b>(13,800)</b>	(7,018)
Cash	<b>193,797</b>	180,786
Gross debt – fixed interest rates	<b>(92,516)</b>	(73,590)
Gross debt – variable interest rates	<b>(115,081)</b>	(114,214)
<b>Net liabilities</b>	<b>(13,800)</b>	(7,018)

Net assets	Other assets	Liabilities from financing activities		Total
	Cash	Borrow due within 1 year	Borrow due after 1 year	
<b>As at 1 January 2017</b>	205,173	(139,776)	(39,481)	25,916
Cash flows	(30,222)	20,194	(28,419)	(38,447)
Foreign exchange adjustments	5,835	(322)	-	5,513
<b>As at 31 December 2017</b>	180,786	(119,904)	(67,900)	(7,018)
Cash flows	16,599	(29,003)	8,210	(4,194)
Foreign exchange adjustments	(3,588)	1,000	-	(2,588)
<b>As at 31 December 2018</b>	<b>193,797</b>	<b>147,907</b>	<b>59,690</b>	<b>(13,800)</b>

### 34 CONTINGENT LIABILITIES

As at 31 December 2018, the Group had no significant contingent liabilities (2017: Nil).

### 35 COMMITMENTS

#### (a) Operating lease commitments

The Group leases premises under non-cancellable operating lease agreements.

The Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

	2018 HK\$'000	2017 HK\$'000
Not later than one year	7,026	8,075
Later than one year and not later than five years	55	57
	<b>7,081</b>	8,132

#### (b) Capital commitments

	2018 HK\$'000	2017 HK\$'000
In respect of the acquisitions of plant and equipment, contracted but not provided for	11,397	15,299

### 36 RELATED PARTY TRANSACTIONS

#### (a) Names and relationship

The following companies and individuals were related parties of the Group that had transactions or balances with the Group during the year:

Name of the related party	Relationship with the Group
Huizhou Xinyang Cables Co., Limited ("Huizhou Xinyang")	An entity controlled by a relative of the Controlling Shareholder
Huizhou Golden Ocean Magnet Wire Factory ("Huizhou Golden Ocean")	An entity controlled by a relative of the Controlling Shareholder
Huizhou Tiannengyuan Charging Technology Co., Ltd. ("Tiannengyuan Charging")	An entity controlled by the Controlling Shareholder
Golden Ocean Copper Manufacture Company Limited	An entity controlled by the Controlling Shareholder
Huizhou Tiannengyuan Technology Co., Ltd. ("Tiannengyuan Technology")	An entity controlled by the Controlling Shareholder
Golden Lake (HK) Company Limited ("Golden Lake (HK)")	An entity controlled by the Controlling Shareholder
Sky Fortune Enterprise Limited ("Sky Fortune")	An entity controlled by the Controlling Shareholder

**36 RELATED PARTY TRANSACTIONS (CONTINUED)****(b) Transactions with related parties during the year****(i) Purchases of goods and services**

	2018 HK\$'000	2017 HK\$'000
<b>Purchase of goods</b>		
Golden Ocean Copper Manufacture Company Limited	69,265	69,584
Huizhou Xinyang	4,463	5,157
	<b>73,728</b>	74,741

Goods and services are bought from entities controlled by the Controlling Shareholder on normal commercial terms and conditions.

**(ii) Operating lease expenses**

	2018 HK\$'000	2017 HK\$'000
Tiannengyuan Charging	4,069	4,144
Huizhou Golden Ocean	2,007	1,815
Sky Fortune	540	480
Golden Lake (HK)	180	–
	<b>6,796</b>	6,439

The amounts represented rental expenses for land and buildings for factory and office purposes in accordance with the lease agreements.

**(iii) Operating lease income**

	2018 HK\$'000	2017 HK\$'000
Tiannengyuan Technology	–	62

The amount represents rental income for land and buildings for factory and office purposes in accordance with the lease agreements.

**36 RELATED PARTY TRANSACTIONS (CONTINUED)****(b) Transactions with related parties during the year (Continued)****(iv) Key management personnel compensation**

The compensation paid or payable to key management personnel for employee services are shown below:

	2018 HK\$'000	2017 HK\$'000
Wages, salaries and bonuses	27,449	26,055
Pension costs – defined contribution plans	143	151
	<b>27,592</b>	<b>26,206</b>

**(c) Balances due from related parties**

	2018		2017	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	Maximum balance outstanding during the year		Maximum balance outstanding during the year	
Tiannengyuan Charging	1,067	1,027	2,390	1,077
Huizhou Golden Ocean	424	29	695	115
Sky Fortune	90	10	–	–
Golden Lake (HK)	30	30	26	–
	<b>1,555</b>	<b>1,096</b>	<b>3,111</b>	<b>1,192</b>

The balances due from related parties were mainly denominated in RMB. They were unsecured, interest-free, trading in nature and repayable on demand. Their fair values approximate their carrying amounts at 31 December 2018.

**36 RELATED PARTY TRANSACTIONS (CONTINUED)****(d) Balances due to related parties**

	2018 HK\$'000	2017 HK\$'000
Golden Ocean Copper Manufacture Company Limited	<b>11,659</b>	13,215
Huizhou Xinyang	<b>1,143</b>	2,347
Sky Fortune	–	5
	<b>12,802</b>	15,567

The balances due to related parties were mainly denominated in RMB. They were unsecured and interest-free. These balances were trading in nature and due within 3 months. Their fair values approximate their carrying amounts at each of the year end date.

**37 SUBSEQUENT EVENTS**

No significant events took place after 31 December 2018.



**38 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY****Balance sheet of the Company**

	Note	As at 31 December	
		2018 HK\$'000	2017 HK\$'000
<b>Assets</b>			
<b>Non-current assets</b>			
Investments in subsidiaries		383,279	383,279
Deposits		8,000	–
<b>Current assets</b>			
Cash and cash equivalents		945	1,862
<b>Total assets</b>		<b>392,224</b>	<b>385,141</b>
<b>Equity and liabilities</b>			
<b>Equity attributable to owners of the company</b>			
Share capital		10,005	10,005
Share premium	(a)	489,188	489,188
Share option reserve		5,468	5,468
Accumulated losses	(a)	(125,697)	(134,635)
<b>Total equity</b>		<b>378,964</b>	<b>370,026</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Other payables		13,260	15,115
<b>Total liabilities</b>		<b>13,260</b>	<b>15,115</b>
<b>Total equity and liabilities</b>		<b>392,224</b>	<b>385,141</b>

**38 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY (CONTINUED)***Note (a)***Reserve movement of the Company**

	Accumulated losses HK\$'000	Share premium HK\$'000
At 1 January 2018	(134,635)	489,188
Profit for the year	33,949	–
Dividend payment	(25,011)	–
<b>At 31 December 2018</b>	<b>(125,697)</b>	<b>489,188</b>
	Accumulated losses HK\$'000	Share premium HK\$'000
At 1 January 2017	(67,081)	488,464
Loss for the year	(7,543)	–
Dividend payment	(60,011)	–
Proceed from shares issued upon exercise of share options	–	592
Transfer to share premium upon exercise of share options	–	132
<b>At 31 December 2017</b>	<b>(134,635)</b>	<b>489,188</b>

### 39 BENEFITS AND INTERESTS OF DIRECTORS

#### (a) Directors' and chief executive's emoluments

The remuneration of every director and the chief executive is set out below:

For the year ended 31 December 2018:

Name of Directors	Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the company or its subsidiary undertaking									Total
	Fees	Salary	Discretionary bonus	Housing allowance	Estimated money value of other benefits	Remunerations paid or receivable in respect of office as director	Employer's contribution to a retirement benefit scheme	Share options	Share	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Executive Directors</b>										
Mr. Hung Kwong Yee	-	5,300	2,000	-	-	-	18	-	-	7,318
Mr. Hong Guandai	-	958	-	-	7	-	17	-	-	982
Mr. Hung Sui Tak	-	1,129	150	-	-	-	18	-	-	1,297
<b>Independent Non-executive Directors</b>										
Mr. Lam Cheung Chuen	-	240	-	-	-	-	-	-	-	240
Mr. Chu Yat Pang Terry	-	240	-	-	-	-	-	-	-	240
Mr. Lee Kwan Hung	-	240	-	-	-	-	-	-	-	240
	-	8,107	2,150	-	7	-	53	-	-	10,317

*Notes:*

- (i) Mr. Hung Kwong Yee is also the chief executive officer.
- (ii) Mr. Hong Guandai retired as an executive director of the Company with the effect from 25 May 2018.

**39 BENEFITS AND INTERESTS OF DIRECTORS (CONTINUED)****(a) Directors' and chief executive's emoluments (Continued)**

The remuneration of every director and the chief executive is set out below (Continued):

For the year ended 31 December 2017:

Name of Directors	Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the company or its subsidiary undertaking									Total
	Fees HK\$'000	Salary HK\$'000	Discretionary bonus HK\$'000	Housing allowance HK\$'000	Estimated money value of other benefits HK\$'000	Remunerations paid or receivable in respect of accepting office as director HK\$'000	Employer's contribution to a retirement benefit scheme HK\$'000	Share options HK\$'000	Share options HK\$'000	
<b>Executive Directors</b>										
Mr. Hung Kwong Yee	-	5,140	3,600	-	-	-	18	-	-	8,758
Mr. Hong Guangdai	-	1,758	530	-	7	-	16	-	-	2,311
Mr. Hung Sui Tak	-	1,006	250	-	-	-	18	-	-	1,274
<b>Independent Non-executive Directors</b>										
Mr. Lam Cheung Chuen	-	240	-	-	-	-	-	-	-	240
Mr. Chu Yat Pang Terry	-	240	-	-	-	-	-	-	-	240
Mr. Lee Kwan Hung	-	240	-	-	-	-	-	-	-	240
	-	8,624	4,380	-	7	-	52	-	-	13,063

Note:

- (i) Mr. Hung Kwong Yee is also the chief executive officer.
- (b) No directors' retirement benefits, directors' termination benefits, consideration provided to third parties for making available directors' services and loans, quasi-loans or other dealing in favour of directors, controlled bodies corporate by and connected entities with such directors, subsisted at the end of the year or at any time during the year.
- (c) **Directors' material interests in transactions, arrangements or contracts**  
 Saved as disclosed in Note 36, there was no significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Company for the last five financial years, as extracted from the published audited financial statements and the Prospectus, is set out below.

Results	Year ended 31 December				2018 HK\$'000
	2014 HK\$'000	2015 HK\$'000	2016 HK\$'000	2017 HK\$'000	
Revenue	1,930,514	2,255,954	2,583,404	3,007,015	<b>3,202,452</b>
Profit before income tax	88,560	151,422	262,215	200,924	<b>67,894</b>
Income tax expense	(33,843)	(23,821)	(68,146)	(43,349)	<b>(12,478)</b>
Profit for the year attributable to owners of the Company	54,717	127,601	194,069	157,575	<b>55,416</b>
Assets, Liabilities and Equity					
Total assets	1,169,578	1,326,303	1,534,265	1,879,715	<b>1,854,787</b>
Total liabilities	801,110	1,000,925	1,080,383	1,287,366	<b>1,271,452</b>
Total equity	368,468	325,378	453,882	592,349	<b>583,335</b>