



中國投融資集團有限公司

China Investment and Finance Group Limited

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code 股份代號:1226)

INTERIM REPORT

2 0 1 8 / 1 9

中 期 報 告



**CONTENTS**

目錄

		Pages 頁次
CORPORATE INFORMATION	公司資料	2
STATEMENT FROM THE MANAGEMENT	管理層報告書	4
CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME	簡明綜合損益及其他全面收益表	12
CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION	簡明綜合財務狀況表	13
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	簡明綜合權益變動表	14
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS	簡明綜合現金流量表	15
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS	簡明綜合財務報表附註	16

## CORPORATE INFORMATION

### 公司資料

#### STOCK CODE

1226

#### BOARD OF DIRECTORS

##### Executive Director:

Mr. Chan Cheong Yee

##### Non-executive Directors:

Mr. Liao Jintian (*Chairman*)

Mr. Wu Qi

Mr. Fong On Shek

##### Independent Non-executive Directors:

Mr. Luk Simon

Ms. Liu Xiaoyin

Mr. Hon Leung

#### AUDIT COMMITTEE

Mr. Hon Leung (*Chairman*)

Mr. Luk Simon

Ms. Liu Xiaoyin

#### NOMINATION COMMITTEE

Ms. Liu Xiaoyin (*Chairman*)

Mr. Liao Jintian

Mr. Hon Leung

Mr. Luk Simon

#### REMUNERATION COMMITTEE

Ms. Liu Xiaoyin (*Chairman*)

Mr. Liao Jintian

Mr. Luk Simon

Mr. Hon Leung

#### REGISTERED OFFICE

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

#### 股份代碼

1226

#### 董事會

##### 執行董事:

陳昌義先生

##### 非執行董事:

廖錦添先生 (*主席*)

吳祺先生

方安石先生

##### 獨立非執行董事:

陸東全先生

劉曉茵女士

韓亮先生

#### 審核委員會

韓亮先生 (*主席*)

陸東全先生

劉曉茵女士

#### 提名委員會

劉曉茵女士 (*主席*)

廖錦添先生

韓亮先生

陸東全先生

#### 薪酬委員會

劉曉茵女士 (*主席*)

廖錦添先生

陸東全先生

韓亮先生

#### 註冊辦事處

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

**CORPORATE INFORMATION****公司資料****PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

Room 1104, Crawford House  
70 Queen's Road Central  
Hong Kong

**AUDITOR**

Elite Partners CPA Limited  
10/F, 8 Observatory Road  
Tsim Sha Tsui  
Kowloon, Hong Kong

**SHARE REGISTRARS AND TRANSFER  
OFFICE IN HONG KONG**

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

**PRINCIPAL BANKERS**

Bank of China (Hong Kong) Limited  
Industrial and Commercial Bank of China (Asia) Limited  
Chong Hing Bank Limited

**INVESTMENT MANAGER**

China Everbright Securities (HK) Limited

**COMPANY SECRETARY**

Mr. Chan Ka Yin

**AUTHORISED REPRESENTATIVES**

Mr. Chan Cheong Yee  
Mr. Liao Jintian

**WEBSITE**

<http://www.chnif.com.hk>

**香港主要營業地點**

香港  
皇后大道中70號  
卡佛大廈1104室

**核數師**

開元信德會計師事務所有限公司  
香港九龍  
尖沙咀  
天文台道8號10樓

**香港股份過戶登記處**

卓佳標準有限公司  
香港  
皇后大道東183號  
合和中心22樓

**主要往來銀行**

中國銀行(香港)有限公司  
中國工商銀行(亞洲)有限公司  
創興銀行有限公司

**投資經理**

中國光大證券(香港)有限公司

**公司秘書**

陳家賢先生

**授權代表**

陳昌義先生  
廖錦添先生

**網站**

<http://www.chnif.com.hk>

## STATEMENT FROM THE MANAGEMENT 管理層報告書

The board of directors (the “Board”) of China Investment and Finance Group Limited (the “Company”) and its subsidiaries (collectively, the “Group”) is pleased to announce the unaudited consolidated results of the Group for the six months ended 30 September 2018 (the “Period”).

## MANAGEMENT DISCUSSION AND ANALYSIS FINANCIAL RESULTS

For the six months ended 30 September 2018, the Group recorded gross proceeds from disposal of securities of approximately HK\$25.7 million for the Period (2017: approximately HK\$110.5 million). The Group also recorded an decrease in revenue from approximately HK\$0.9 million for the six months ended 30 September 2017 to approximately HK\$0.04 million for the Period, representing a decrease of approximately 96%. The financial result attributable to the owners of the Company for the Period changed from loss of approximately HK\$915.9 million for the six months ended 30 September 2017 to profit of approximately HK\$18.6 million for the Period. The change to profit for the interim period ended 30 September 2018, as compared to the loss for the corresponding period in 2017, was primarily attributable to the changes in fair value of investment in equity instruments, ie. 112.5 million shares of Amuse Group Holding Limited, a company listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) of approximately HK\$72.9 million. The unaudited consolidated net assets of the Group as at 30 September 2018 amounted to approximately HK\$427.8 million (31 March 2018: approximately HK\$409.1 million). The increase in the Group’s net asset value over the Period is due to the net profit on listed investments of approximately HK\$22.5 million for the Period as mentioned above.

The net asset value per share of the Group was amounted to approximately HK\$0.19 (31 March 2018: approximately HK\$0.18).

中國投融資集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)董事會(「董事會」)欣然公佈本集團截至二零一八年九月三十日止六個月(「本期間」)之未經審核綜合業績。

## 管理層討論及分析 財務業績

截至二零一八年九月三十日止六個月，本集團錄得本期間出售證券所得款項總額約25,700,000港元(二零一七年：約110,500,000港元)。本集團亦錄得收益減少，由截至二零一七年九月三十日止六個月約900,000港元減至本期間約40,000港元，減幅約為96%。本公司擁有人期內應佔財務業績由截至二零一七年九月三十日止六個月的虧損約915,900,000港元轉為本期間溢利約18,600,000港元。較二零一七年同期產生虧損，截至二零一八年九月三十日止中期期間扭虧為盈主要由於香港聯合交易所有限公司(「聯交所」)GEM上市之公司佰悅集團控股有限公司之股本工具投資公平值變動(即112,500,000股股份)約72,900,000港元所致。本集團於二零一八年九月三十日的未經審核綜合資產淨值為約427,800,000港元(二零一八年三月三十一日：約409,100,000港元)。於本期間，本集團資產淨值增加亦由於上述本期間上市投資淨溢利約22,500,000港元所致。

本集團每股資產淨值為約0.19港元(二零一八年三月三十一日：約0.18港元)。

**STATEMENT FROM THE MANAGEMENT****管理層報告書****INVESTMENT REVIEW**

As at 30 September 2018, the Group's major investments were as follows:

**Investments****投資**

## Listed equities

上市股本

## Unlisted equity securities

非上市股本證券

**Total****合計**

The investment portfolio of the Group mainly comprises of unlisted securities and listed securities in Hong Kong and China during the Period. The value of investment portfolio of the Company is approximately HK\$344.3 million.

As a whole, the portfolio was carefully managed and being fully diversified to minimise commercial risk resulting from over concentration of the investment of the Group in any single industry.

**PRICE RISK**

The Group is exposed to price risks of financial assets as investments held by the Group are classified on the consolidated statement of financial position as financial assets held for trading and investment in equity instruments. To manage its price risk arising from investments in financial assets, the Group diversifies its portfolio. If the financial assets price of the respective investments held by the Group as financial assets were higher or lower by 5% as at 30 September 2018, the Group's profit and equity would increase or decrease by approximately HK\$15.8 million. If the prices of financial assets (including financial assets held for trading and investment in equity instruments) were higher or lower by 5% as at 31 March 2018, the Group's loss for the year ended 31 March 2018 would decrease or increase by approximately HK\$7.5 million and its equity would increase or decrease by approximately HK\$12.6 million.

**投資回顧**

於二零一八年九月三十日，本集團之主要投資如下：

**Description****概述**

HK\$264.9 million of a portfolio of listed shares in 34 companies

264,900,000港元於34間公司上市股份的投資組合

HK\$79.4 million in three direct investments in equity securities

79,400,000港元的三項直接股本證券投資

**HK\$344.3 million****344,300,000港元**

本期間內，本集團的投資組合主要包括香港及中國非上市證券及上市證券。本公司投資組合之價值約為344,300,000港元。

整體而言，本公司對投資組合進行精心管理並使其充分多元化以最大程度降低本集團在任何單一行業的投資過分集中而產生的商業風險。

**價格風險**

本集團面對財務資產價格風險，原因在於本集團持有之投資在綜合財務狀況表中分類為持作買賣之財務資產及股本工具投資。為管理財務資產投資所產生之價格風險，本集團分散其投資組合。倘本集團所持作為持作買賣之財務資產之相關投資之財務資產價格於二零一八年九月三十日上升或降低5%，本集團之溢利及權益將增加或減少約15,800,000港元。倘財務資產（包括持作買賣之財務資產及股本工具投資）價格於二零一八年三月三十一日上升或下降5%，則本集團截至二零一八年三月三十一日止年度之虧損將減少或增加約7,500,000港元，而其權益將增加或減少約12,600,000港元。

## STATEMENT FROM THE MANAGEMENT

### 管理層報告書

#### PROSPECTS

We expect the global market will continue to face greater challenges and full of uncertainty, developed economies are beginning to have signs of recovery, but the developing economies also have trends of adjustment. Meanwhile, China is also facing uncertainty in economic growth, economic structure has undergone significant changes during the transition from medium to long term, crisis and opportunities coexist.

The Directors will continue to take a prudent approach in managing the Group's investment portfolio and develop the investment strategies. Given the increasing influence of China against the global economy, the Group will still be based mainly on Chinese economy. The Group will continue to look for investment opportunities which offer outstanding returns under the acceptable risk in the portfolio of the Group.

The Company would consider investing in certain unlisted securities and listed securities with high potential in order to diversify further market risk.

#### DIVIDEND

The Board has resolved not to recommend a payment of an interim dividend for the six months ended 30 September 2018 (2017: Nil).

#### CAPITAL STRUCTURE

The Company did not run any capital exercise during the Period. During the six months ended 30 September 2018, the share capital of the Company remained unchanged and comprised of 2,257,666,000 issued shares with par value of HK\$0.05.

#### LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2018, the Group had margin payables of approximately HK\$3.8 million (31 March 2018: approximately HK\$7.0 million). The Group had cash and cash equivalents of approximately HK\$7.0 million (31 March 2018: approximately HK\$35.4 million), which was mainly placed in bank and other financial institution as deposits. Together with listed securities of highly liquid in nature, the Board considers the liquidity position of the Company is healthy as at 30 September 2018.

#### 前景

我們預期全球市場將繼續面臨更大挑戰且充滿不確定性，發達經濟體正開始顯現復甦跡象，惟發展中經濟體亦呈現調整趨勢。與此同時，中國亦面臨經濟增長方面的不確定因素，經濟結構在中長期轉型過程中發生了重大變動，風險及機遇並存。

董事在管理本集團之投資組合及制定投資策略方面將繼續採取審慎態度。鑑於中國對全球經濟之影響與日俱增，本集團仍將主要以中國經濟為重心。本集團將繼續尋求可帶來優秀回報而風險在本集團投資組合內屬可接受之投資機會。

本公司將考慮投資於若干具有巨大潛力之非上市證券及上市證券，務求進一步分散市場風險。

#### 股息

董事會議決不建議派付截至二零一八年九月三十日止六個月之中期股息（二零一七年：無）。

#### 資本架構

本期間內，本公司並無進行任何資本活動。於截至二零一八年九月三十日止六個月，本公司的股本維持不變，包括2,257,666,000股每股面值0.05港元的已發行股份。

#### 流動資金及財務資源

於二零一八年九月三十日，本集團應付保證金約為3,800,000港元（二零一八年三月三十一日：約7,000,000港元）。本集團之現金及現金等價物約為7,000,000港元（二零一八年三月三十一日：約35,400,000港元），主要為銀行及其他財務機構存款。鑒於上市證券流通性極高，董事會認為本公司於二零一八年九月三十日之財務狀況良好。

## STATEMENT FROM THE MANAGEMENT

### 管理層報告書

## SIGNIFICANT ACQUISITION AND DISPOSAL OF SUBSIDIARIES

During the six months ended 30 September 2018, the Company does not have any significant acquisition and disposal of subsidiaries.

## SIGNIFICANT INVESTMENTS

Significant investments of the Group are the principal investments included in investment in equity instruments and financial assets held for trading as detailed in notes 9 and 10 to the condensed consolidated financial statements.

Save for those principal investments, the Group has not held any investment, the value of which was over 5% of the Group's net asset value as at 30 September 2018.

## GEARING RATIO

As at 30 September 2018, the Group's gearing ratio (defined as total interest-bearing liabilities/total equity) is 0.9% (31 March 2018: 1.7%), which is considered by the Board maintained at a healthy level.

## FOREIGN CURRENCY FLUCTUATION

The Group's exposures to foreign currencies mainly arises from its investments in companies located in the PRC, which are financed internally. In order to mitigate the potential impact of currency fluctuations, the Group closely monitors its foreign currency exposures and will use suitable hedging instruments against significant foreign currency exposures, where necessary. No foreign currency hedge contract was entered into by the Group during the Period. As at 30 September 2018, the Group had no outstanding foreign currency hedge contracts (31 March 2018: Nil).

## EMPLOYEES

During the six months ended 30 September 2018, the Group had retained ten employees (2017: ten employees). Total staff costs of the Group, excluding directors' remuneration, for the period under review amounted to approximately HK\$0.7 million (2017: approximately HK\$0.7 million). Staff remuneration packages were in line with the prevailing market practice and were determined on the basis of the performance and experience of individual employee.

## 就附屬公司之重大收購及出售事項

於截至二零一八年九月三十日止六個月，本公司並無任何就附屬公司之重大收購及出售事項。

## 重大投資

本集團之重大投資為計入簡明綜合財務報表附註9及10所詳述的股本工具投資及持作買賣之財務資產投資。

除該等主要投資外，本集團並無持有任何於二零一八年九月三十日價值超過本集團資產淨值5%的投資。

## 資產負債比率

於二零一八年九月三十日，本集團之資產負債比率（定義為總計息負債／總權益）為0.9%（二零一八年三月三十一日：1.7%），董事會認為該比率維持在健康水平。

## 外匯波動

本集團之外匯風險主要來自其對位於中國公司之投資，該等投資由其內部提供資金。為減輕貨幣波動之潛在影響，本集團密切監察其外幣風險並將在必要時使用適當的對沖工具對沖重大外匯風險。於本期間，本集團並未訂立任何外幣對沖合約。於二零一八年九月三十日，本集團並無尚未完成的外幣對沖合約（二零一八年三月三十一日：無）。

## 僱員

於截至二零一八年九月三十日止六個月，本集團留聘十名僱員（二零一七年：十名僱員）。本集團於回顧期間之總員工成本（不包括董事酬金）約為700,000港元（二零一七年：約700,000港元）。員工薪酬福利是與市場通行慣例看齊及按個別僱員之表現及經驗而釐定。



## STATEMENT FROM THE MANAGEMENT 管理層報告書

### SHARE OPTIONS

No share options were granted, exercised, cancelled or lapsed during the six months ended 30 September 2018 and up to the date of this interim report approved. During the six months ended 30 September 2018, there were only 188,000,000 share options outstanding. These 188,000,000 share options, the exercise price of which is HK\$0.085, were granted to certain advisors on 9 November 2017, with exercisable period of 2 years from the date of grant. The closing price of the share of the Company as at 9 November 2017 was HK\$0.085.

### CHARGES ON ASSETS AND CONTINGENT LIABILITIES

Throughout the six months ended 30 September 2018, assets of the Group were free from any form of legal charge, except for listed securities of approximately HK\$28.9 million pledged for margin payables (31 March 2018: approximately HK\$37.5 million). In addition, the Group did not have any significant contingent liabilities as at 30 September 2018 and 31 March 2018.

### SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Group and within the knowledge of its directors, the board of directors confirms that the Group has complied with the public float requirement of the Listing Rules for the six months ended 30 September 2018.

### PURCHASE, SALE AND REDEMPTION OF SHARES

For the six months ended 30 September 2018, neither the Group nor its subsidiaries had purchased, sold or redeemed any of the Group's shares.

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN EQUITY OR DEBT SECURITIES

As at 30 September 2018, the interests and short positions of the directors and chief executives in the ordinary shares and underlying shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") (including interest which they are deemed or taken to have under such provisions 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 for Securities Transaction by Directors of Listed Issuers (the "Model Code") were as follows:

### 購股權

截至二零一八年九月三十日止六個月及直至本中期報告獲批日期，概無購股權獲授出、行使、註銷或失效。於截至二零一八年九月三十日止六個月，僅有188,000,000份購股權尚未行使。該等行使價為0.085港元之188,000,000份購股權已於二零一七年十一月九日授予若干顧問，行使期為自授出日期起計兩年。本公司股份於二零一七年十一月九日之收市價為0.085港元。

### 資產抵押及或然負債

於截至二零一八年九月三十日止六個月，除就應付保證金抵押約28,900,000港元之上市證券（二零一八年三月三十一日：約37,500,000港元）外，本集團之資產並無任何形式之法定抵押。此外，於二零一八年九月三十日及二零一八年三月三十一日，本集團亦無任何重大的或然負債。

### 充足公眾持股量

根據本集團獲得之公開資料及據董事所知，董事會確認，本集團於截至二零一八年九月三十日止六個月一直遵守上市規則之公眾持股量規定。

### 購買、出售及贖回股份

於截至二零一八年九月三十日止六個月，本集團或其附屬公司概無購買、出售或贖回本集團的任何股份。

### 董事及主要行政人員之股本或債務證券權益

於二零一八年九月三十日，根據證券及期貨條例（「證券及期貨條例」）第352條須存置之登記冊之記錄，或根據上市發行人董事進行證券交易的標準守則（「標準守則」）另行知會本公司及聯交所者，董事及主要行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）之普通股及相關股份之權益及淡倉（包括根據證券及期貨條例有關條文彼等被視為或當作擁有之權益）如下：

## STATEMENT FROM THE MANAGEMENT

### 管理層報告書

Name of Director 董事姓名	Number of shares 股份數目			Approximate percentage of shareholding 股權概約百分比
	Personal interest 個人權益	Corporate interest 公司權益	Total 合計	
Liao Jintian 廖錦添	5,000,000	–	5,000,000	0.22%

Save as disclosed above, none of the directors and chief executives had any interests in equity or debt securities of the Company or of any of its associated corporations which were required to be notified to the Company and the Stock Exchange as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notifiable to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，根據證券及期貨條例第352條須存置之登記冊之記錄，或根據標準守則另行知會本公司及聯交所者，董事及主要行政人員概無持有本公司或其任何相聯法團之股本或債務證券權益而須知會本公司及聯交所。

## INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 30 September 2018, to the best knowledge of the Board and chief executives of the Company, the following persons (other than any directors or chief executive of the Company) were substantial shareholders of the Company and had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

## 主要股東之權益及淡倉

於二零一八年九月三十日，就董事會及本公司主要行政人員所知，下列人士（本公司董事及主要行政人員除外）為本公司之主要股東，並於本公司股份及相關股份中擁有已載入根據證券及期貨條例第336條須存置之登記冊內之權益或淡倉：

	Number of Shares of the Company 本公司 股份數目	Approximate percentage of shareholding 股權概約 百分比
中歐盛世資產管理（上海）有限公司 中歐盛世資產管理（上海）有限公司	180,000,000	7.97%

Save as disclosed above, the Company had not been notified of any other person (other than directors or chief executive of the Company) who had an interest or a short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO as at 30 September 2018.

除上文披露者外，於二零一八年九月三十日，本公司並未獲知會有任何其他人士（本公司之董事及主要行政人員除外）於本公司股份及相關股份中擁有已載入本公司根據證券及期貨條例第336條須存置之登記冊內之權益或淡倉。

## STATEMENT FROM THE MANAGEMENT

### 管理層報告書

#### CORPORATE GOVERNANCE

The Company has complied with the Code on Corporate Governance Practices as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (“Code”) throughout the six months ended 30 September 2018, with deviations from Provisions A.2.1 and A.4.1 of the Code.

#### (A) CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Pursuant to Provision A.2.1 of the Code, the roles of the Chairman and the Chief Executive Officer should be separated and should not be performed by the same individual. The division of responsibilities between the Chairman and the Chief Executive Officer should be clearly established and set out in writing. The Board is in the process of locating an appropriate person to fill the vacancy of the Chief Executive Officer of the Company as soon as practicable.

#### (B) APPOINTMENT AND RE-ELECTION OF DIRECTORS

Pursuant to Provision A.4.1 of the Code, non-executive directors should be appointed for a specific term, subject to re-election.

None of the non-executive directors of the Company were appointed for a specific term. Since all the directors of the Company are subject to retirement by rotation according to the provisions under article 88 of the Articles of Association of the Company, the Company considers that sufficient measures have been taken to ensure that the Company’s corporate governance practices are no less exacting than those in the Code.

#### DIRECTORS’ SECURITIES TRANSACTIONS

The Group has adopted the Model Code as set out in Appendix 10 to the Listing Rules as the code for securities transactions by directors of the Group. Having made specific enquiry of all directors, the Group confirmed that all directors have complied with the required standard set out in the Model Code throughout the Period.

#### 企業管治

本公司於截至二零一八年九月三十日止六個月一直遵守聯交所證券上市規則附錄十四所載企業管治常規守則（「守則」），惟對守則第A.2.1條及第A.4.1條有所偏離。

#### (A) 主席及行政總裁

根據守則第A.2.1條，主席及行政總裁之角色應分開，不應由同一人兼任。主席與行政總裁之責任應清晰分開並以書面列明。董事會正在切實可行情況下盡快物色適當人士以填補本公司行政總裁之空缺。

#### (B) 委任及重選董事

根據守則第A.4.1條，非執行董事應委以特定任期，並接受重選。

本公司非執行董事均無委以特定任期。由於本公司全體董事均須根據本公司組織章程細則第88條之規定輪值退任，因此本公司認為已採取足夠措施，確保本公司之企業管治常規嚴格程度不遜於守則所訂明者。

#### 董事進行證券交易

本集團已採納上市規則附錄十所載之標準守則，作為本集團董事進行證券交易之守則。對全體董事作出特定查詢後，本集團確認，全體董事於期間內一直遵守標準守則所載規定之標準。

**STATEMENT FROM THE MANAGEMENT****管理層報告書****DISCLOSURE OF DIRECTORS' INFORMATION UNDER THE RULE 13.51B(1) OF THE LISTING RULES**

Mr. Chan Cheong Yee was appointed as an executive director of National Investment Fund Limited, a company listed on the Stock Exchange (stock code: 1227), with effect from 27 November 2018, and has resigned as an executive director of each of Alpha Returns Group PLC., an investment company listed on AIM of London Stock Exchange, with effect from 30 April 2018, and Bingo Group Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8220) with effect from 24 September 2018.

**AUDIT COMMITTEE**

The Audit Committee of the Company had reviewed the unaudited consolidated results of the Group for the six months ended 30 September 2018, including the accounting principles and accounting practices adopted by the Company, and discussed matters relating to auditing, internal controls, risk management, financial reporting, the adequacy of resources, qualification and experience of staff.

By order of the Board  
**China Investment and Finance Group Limited**  
**Chan Cheong Yee**  
*Executive Director*

Hong Kong, 28 November 2018

*As at the date of this report, the Board comprises Mr. Chan Cheong Yee as executive Director, Mr. Liao Jintian, Mr. Wu Qi and Mr. Fong On Shek as non-executive Directors, and Mr. Luk Simon, Ms. Liu Xiaoyin and Mr. Hon Leung as independent non-executive Directors.*

**根據上市規則第13.51B(1)條披露董事資料**

陳昌義先生獲委任為聯交所上市公司國盛投資基金有限公司(股份代號: 1227)之執行董事,自二零一八年十一月二十七日起生效,並於二零一八年四月三十日辭任Alpha Returns Group PLC.(一間於倫敦證券交易所另類投資市場上市之投資公司)之執行董事及於二零一八年九月二十四日辭任聯交所GEM上市公司比高集團控股有限公司(股份代號: 8220)之執行董事。

**審核委員會**

本公司之審核委員會已經審閱了本集團截至二零一八年九月三十日止六個月之未經審核綜合業績,包括本公司採納之會計原則及會計慣例,並已就審核、內部監控、風險管理、財務報告、資源充裕性、員工資格及經驗等事項進行討論。

承董事會命  
**中國投融資集團有限公司**  
**執行董事**  
**陳昌義**

香港,二零一八年十一月二十八日

於本報告日期,董事會由執行董事陳昌義先生,非執行董事廖錦添先生、吳祺先生、方安石先生以及獨立非執行董事陸東全先生、劉曉茵女士及韓亮先生組成。

**CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**  
**簡明綜合損益及其他全面收益表**

For the six months ended 30 September 2018

截至二零一八年九月三十日止六個月

		<b>Unaudited</b>	
		<b>six months ended</b>	
		<b>30 September</b>	
		未經審核	
		截至九月三十日止六個月	
		2018	2017
		二零一八年	二零一七年
		HK\$'000	HK\$'000
		千港元	千港元
	Notes		
	附註		
Gross proceeds from disposal of securities	出售證券之所得款項總額	<b>25,682</b>	110,455
<b>Revenue</b>	<b>收益</b>	<b>37</b>	903
Net realised loss on disposal of financial assets held for trading	出售持作買賣之財務資產之變現虧損淨額	<b>(22,120)</b>	(219,860)
Net unrealised loss on financial assets held for trading	持作買賣之財務資產之未變現虧損淨額	<b>(28,249)</b>	(780,768)
Net unrealised gain on investment in equity instruments	股本工具投資未變現收益淨額	<b>72,850</b>	-
Other income	其他收益	<b>6</b>	-
Administrative expenses	行政開支	<b>(3,438)</b>	(3,428)
<b>Profit/(Loss) from operations</b>	<b>經營溢利／(虧損)</b>	<b>19,086</b>	(1,003,153)
Finance costs	融資成本	<b>(332)</b>	(1,582)
<b>Profit/(Loss) before tax</b>	<b>除稅前溢利／(虧損)</b>	<b>18,754</b>	(1,004,735)
Income tax (expense)/credit	所得稅(開支)／抵免	<b>(118)</b>	88,800
<b>Profit/(Loss) for the period attributable to shareholders of the Company</b>	<b>本公司股東應佔期內溢利／(虧損)</b>	<b>18,636</b>	(915,935)
<b>Other comprehensive income for the period, net of tax</b>	<b>期內其他全面收益，扣除稅項</b>	<b>-</b>	-
<b>Total comprehensive income/(expense) for the period attributable to shareholders of the Company</b>	<b>本公司股東應佔期內全面收益／(開支)總額</b>	<b>18,636</b>	(915,935)
<b>Earnings/(Loss) per share</b>	<b>每股盈利／(虧損)</b>		
- Basic and diluted, HK cents	- 基本及攤薄(港仙)	<b>0.83</b>	(40.57)

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

### 簡明綜合財務狀況表

As at 30 September 2018

於二零一八年九月三十日

			Unaudited 未經審核 30 September 2018 二零一八年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2018 二零一八年 三月三十一日 HK\$'000 千港元
		Notes 附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Investment in equity instruments	股本工具投資	9	173,862	101,012
			<b>173,862</b>	<b>101,012</b>
<b>Current assets</b>	<b>流動資產</b>			
Financial assets held for trading	持作買賣之財務資產	10	170,433	180,487
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	11	83,866	103,926
Current tax assets	流動稅項資產		-	38
Cash and cash equivalents	現金及現金等價物		6,977	35,408
			<b>261,276</b>	<b>319,859</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Margin payables	應付保證金	12	3,809	6,988
Accruals	應計費用		1,929	2,450
Current tax liabilities	流動稅項負債		1,625	2,294
			<b>7,363</b>	<b>11,732</b>
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>253,913</b>	<b>308,127</b>
<b>Net assets</b>	<b>資產淨值</b>		<b>427,775</b>	<b>409,139</b>
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	13	112,883	112,883
Reserves	儲備		314,892	296,256
<b>Total equity</b>	<b>權益總額</b>		<b>427,775</b>	<b>409,139</b>
<b>Net asset value per share (in HK\$)</b>	<b>每股資產淨值 (港元)</b>	14	<b>0.19</b>	0.18

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
**簡明綜合權益變動表**

For the six months ended 30 September 2018

截至二零一八年九月三十日止六個月

		Share capital	Share premium	Share option reserve	Investment revaluation reserve	Retained earnings/ (Accumulated losses)	Total
		股本	股份溢價	購股權儲備	投資重估 儲備	保留盈利/ (累計虧損)	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2017	於二零一七年四月一日	112,883	914,480	395	6,692	405,047	1,439,497
Loss and total comprehensive expense for the period	期內虧損及全面開支總額	-	-	-	-	(915,935)	(915,935)
At 30 September 2017	於二零一七年九月三十日	112,883	914,480	395	6,692	(510,888)	523,562
At 1 April 2018	於二零一八年四月一日	112,883	914,480	2,003	16,039	(636,266)	409,139
Reclassification of investment revaluation reserve under HKFRS 9	根據香港財務報告準則第9號 重新分類投資重估儲備	-	-	-	(16,039)	16,039	-
At 1 April 2018 (Restated)	於二零一八年四月一日(經重列)	112,883	914,480	2,003	-	(620,227)	409,139
Profit and total comprehensive income for the period	期內溢利及全面收益總額	-	-	-	-	18,636	18,636
At 30 September 2018 (Unaudited)	於二零一八年九月三十日(未經審核)	112,883	914,480	2,003	-	(601,591)	427,775

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**  
簡明綜合現金流量表

For the six months ended 30 September 2018

截至二零一八年九月三十日止六個月

		Unaudited 未經審核	
		six months ended 30 September	
		截至九月三十日止六個月	
		2018	2017
		二零一八年	二零一七年
		HK\$'000	HK\$'000
		千港元	千港元
<b>Net cash generated used in operating activities</b>	經營活動所用的現金淨額	<b>(48,681)</b>	(2,673)
<b>Net cash generated from investing activities</b>	投資活動產生的現金淨額	<b>20,250</b>	51,057
<b>Net cash generated from financing activities</b>	融資活動產生的現金淨額	-	-
<b>NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS</b>	現金及現金等價物 (減少) / 增加淨額	<b>(28,431)</b>	48,384
<b>CASH AND CASH EQUIVALENTS AT 1 APRIL</b>	於四月一日之現金及現金等價物	<b>35,408</b>	23,789
<b>CASH AND CASH EQUIVALENTS AT 30 SEPTEMBER</b>	於九月三十日之現金及現金等價物	<b>6,977</b>	72,173
<b>Analysis of the balances of cash and cash equivalents</b>	現金及現金等價物 結餘分析		
Cash and bank balances, and deposits at other financial institutions	現金及銀行結餘，以及 於其他財務機構之存款	<b>6,977</b>	72,173



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

For the six months ended 30 September 2018

截至二零一八年九月三十日止六個月

### 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 26 April 2002. The Company's shares have been listed on the Stock Exchange with effect from 19 September 2002. Its registered office is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and its principal office in Hong Kong is located at Room 1104, Crawford House, 70 Queen's Road Central, Hong Kong.

The principal activity of the Company is investment holding. The principal activities of subsidiaries are securities trading and investment holding.

The condensed consolidated financial statements are prepared in Hong Kong dollars, which is the same as the functional currency of the Company.

### 2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

The unaudited condensed financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules (the "Listing Rules") Governing the Listing of Securities on the Stock Exchange and with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

The unaudited condensed financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements for the year ended 31 March 2018. The accounting policies and methods of computation used in the preparation of the unaudited condensed financial statements included in this Interim Report are consistent with those used in the annual financial statements for the year ended 31 March 2018.

#### Significant accounting policies

The Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting period beginning on 1 April 2018. HKFRSs comprise Hong Kong Financial Reporting Standards ("HKFRS"); HKAS; and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's financial statements and amounts reported for the current period and prior years, except for HKFRS 9 as detailed below:

### 1. 一般資料

本公司於二零零二年四月二十六日在開曼群島註冊成立為獲豁免有限公司。本公司股份自二零零二年九月十九日起在聯交所上市。其註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands及其香港總辦事處位於香港皇后大道中70號卡佛大廈1104室。

本公司之主要業務為投資控股。附屬公司之主要業務為證券買賣及投資控股。

簡明綜合財務報表以港元編製，與本公司之功能貨幣相同。

### 2. 編製基準及主要會計政策

未經審核簡明財務報表乃根據聯交所證券上市規則（「上市規則」）附錄十六之適用披露規定及香港會計師公會（「香港會計師公會」）所頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」而編製。

未經審核簡明財務報表並不包括年度財務報表所規定之所有資料及披露，並應與本集團截至二零一八年三月三十一日止年度之年度財務報表一併閱讀。編製本中期報告所載未經審核簡明財務報表所用的會計政策及計算方法與截至二零一八年三月三十一日止年度之年度財務報表所用者一致。

#### 主要會計政策

本集團已採納香港會計師公會所頒佈的與其營運有關並於二零一八年四月一日開始之會計期間生效的所有新訂及經修訂香港財務報告準則。香港財務報告準則包括香港財務報告準則（「香港財務報告準則」）：香港會計準則；及詮釋。採納此等新訂及經修訂香港財務報告準則並不引致本集團本期間及過往年度之會計政策、本集團財務報表之呈列方式及已呈報金額出現重大變動，惟下述之香港財務報告準則第9號除外：

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

## 2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## Significant accounting policies (Continued)

## HKFRS 9 “Financial Instruments”

In the Period, the Group has adopted HKFRS 9 “Financial Instruments”, which becomes effective for accounting periods beginning on or after 1 April 2018. The Group applied the transition provisions set out in HKFRS 9 to adjust the retained profits or other reserves as at 1 April 2018, without restating comparative information retrospectively, for any adjustments to the carrying amounts of financial assets and financial liabilities resulting from the adoption of HKFRS 9. The principal effects resulting from the application of HKFRS 9 on the Group’s assets or liabilities are summarised below.

**Classification and measurement of financial assets and financial liabilities**

HKFRS 9 “Financial Instruments” introduces a new classification and measurement approach for financial assets that reflects the business model in which assets are managed and their cash flow characteristics, and the new requirements on accounting for financial liabilities that are designated at fair value through profit or loss.

**Impairment of financial assets**

HKFRS 9 replaces the “incurred loss” impairment model in HKAS 39 with a forward-looking “expected credit loss” model. The Group applies simplified approach to recognise lifetime expected losses for all debtors and other receivables, and expected losses for investments in securities. The credit losses calculated pursuant to the new requirements are not significantly different from the amount recognised under the current practices. Therefore, the Group considered no adjustment is necessary.

The change in the classification of financial assets under HKFRS 9 at the date of initial application on 1 April 2018 is that available-for-sale investments of approximately HK\$101,012,000 as at 31 March 2018 were classified as investment in equity instruments of HK\$101,012,000 as comparative figures in the condensed consolidated statement of financial position. Based on the Group’s financial instruments policies, the equity securities classified as available-for-sale investments qualified for designation as measured at financial assets at fair value through other comprehensive income under HKFRS 9, however, the Group did not elect the option for designating these securities to be measured at financial assets at fair value through other comprehensive income and measures these securities at fair value with subsequent fair value gains or losses to be recognised in profit or loss. Upon initial application of HKFRS 9, investments revaluation reserve related to these available-for-sale investments currently accumulated in equity of HK\$16,039,000 were transferred to accumulated loss at 1 April 2018.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The Company has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

## 2. 編製基準及主要會計政策 (續)

## 主要會計政策 (續)

## 香港財務報告準則第9號「金融工具」

本集團於期內已採納於二零一八年四月一日或以後開始的會計期間生效之香港財務報告準則第9號「金融工具」。本集團採納香港財務報告準則第9號所載之過渡性條文，以調整於二零一八年四月一日的保留溢利或其他儲備，且無須就採納香港財務報告準則第9號致使金融資產及金融負債的賬面值的任何調整追溯重列比較資料。採納香港財務報告準則第9號對本集團資產或負債之主要影響概述如下。

## 金融資產與金融負債之分類及計量

香港財務報告準則第9號「金融工具」為金融資產引入一項新分類及計量方法，以反映管理資產之業務模式及其現金流特徵，並對透過損益按公允值列賬之金融負債之會計處理方法提出新規定。

## 金融資產減值

香港財務報告準則第9號以前瞻性的「預期信貸損失」模式，取代香港會計準則第39號「已產生虧損」減值模式。本集團採用簡化方法確認所有應收賬款及其他應收款項之終身預期虧損，及為證券投資確認預期虧損。根據新規定而計算之信貸虧損與根據現行守則而確認之金額並無重大差異。因此，本集團認為無需進行調整。

根據於二零一八年四月一日首次應用之香港財務報告準則第9號，金融資產分類變動為於二零一八年三月三十一日可供出售投資約101,012,000港元分類為於股本工具的投資101,012,000港元並作為比較數字列於簡明綜合財務狀況表內。根據本集團之金融工具政策，分類為可供出售投資之股本證券合資格指定為香港財務報告準則第9號項下以按公允值計入其他全面收益之金融資產計量。然而，本集團並無選擇指定該等證券以按公允值計入其他全面收益之財務資產計量，而該等證券按公允值計量，其後公允值增益或虧損將於損益確認。於首次應用香港財務報告準則第9號時，目前於權益累計與該等可供出售投資有關之投資重估儲備16,039,000港元將於二零一八年四月一日轉撥至累計虧損。

本集團並無應用已頒佈但尚未生效之新香港財務報告準則。本公司已開始評估此等新香港財務報告準則之影響，但尚不可確定此等新香港財務報告準則是否會對其營運業績及財務狀況產生重大影響。

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
簡明綜合財務報表附註

**3. REVENUE**

An analysis of Group's revenue is as follows:

**3. 收益**

本集團之收益分析如下：

		<b>Unaudited</b>	
		<b>six months ended</b>	
		<b>30 September</b>	
		未經審核	
		截至九月三十日止六個月	
		<b>2018</b>	<b>2017</b>
		二零一八年	二零一七年
		<b>HK\$'000</b>	<b>HK\$'000</b>
		千港元	千港元
Dividend income from financial assets held for trading	持作買賣之財務資產之股息收入	<b>36</b>	900
Interest income from debt securities	債務證券之利息收入	-	3
Interest income from bank and brokers' accounts	銀行及經紀賬戶之利息收入	<b>1</b>	-
		<b>37</b>	<b>903</b>

**4. SEGMENT INFORMATION**

For the six months ended 30 September 2018 and 2017, the Group's turnover and results were mainly derived from the interest income and dividend income from investment holding. The directors consider that these activities constitute one and the only business segment since these transactions are subject to common risks and returns. The management monitors the operating results of its business for the purpose of making decision about resource allocation and performance assessment. Given the nature of the Group's operation is investment holding, it is not considered meaningful to provide a business segment analysis of operating losses.

**Geographical information**

During the six months ended 30 September 2018 and 2017, all activities of the Group are based in Hong Kong and all of the Group's revenue was derived from Hong Kong. Accordingly, no analysis by geographical segment is presented.

Given that the nature of the Group's operation is investment holding, there was no information regarding major customers as determined by the Group.

**4. 分部資料**

於截至二零一八年及二零一七年九月三十日止六個月，本集團營業額及業績主要來自投資控股之利息收入及股息收入。董事認為，由於該等交易承受相同風險與回報，因此該等活動構成單一及唯一業務分部。管理層監控其業務之經營業績以便就資源分配及表現評估作出決定。鑑於本集團經營業務性質乃投資控股，故就經營虧損提供業務分部分析意義不大。

**地區資料**

於截至二零一八年及二零一七年九月三十日止六個月，本集團所有業務均於香港進行，而本集團之所有收益亦源自香港。因此，在此概無呈列地區分類分析。

鑑於本集團經營業務性質乃投資控股，按本集團確定，本集團並無有關主要客戶這方面的資料。

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
 簡明綜合財務報表附註

**5. PROFIT/(LOSS) FROM OPERATIONS**

**5. 經營溢利／（虧損）**

		<b>Unaudited</b>	
		<b>six months ended</b>	
		<b>30 September</b>	
		未經審核	
		截至九月三十日止六個月	
		2018	2017
		二零一八年	二零一七年
		HK\$'000	HK\$'000
		千港元	千港元
Profit/(Loss) from operations has been arrived at after charging:	經營溢利／（虧損）乃經扣除以下項目後得出：		
Directors' remunerations	董事酬金		
– Fees	– 袍金	570	600
– Other remunerations	– 其他酬金	126	124
<b>Total directors' remunerations</b>	<b>總董事酬金</b>	<b>696</b>	<b>724</b>
Staff costs	員工成本		
– Salaries	– 薪金	672	614
– Retirement Scheme contributions	– 退休福利計劃供款	23	27
<b>Total staff costs (excluding directors' remunerations)</b>	<b>總員工成本（不包括董事酬金）</b>	<b>695</b>	<b>641</b>
Investment manager's fee	投資經理費用	480	480
Operating lease payments in respect of office premise	有關辦公室物業之經營租約付款	45	67

**6. INCOME TAX (EXPENSE)/CREDIT**

**6. 所得稅（開支）／抵免**

		<b>Unaudited</b>	
		<b>six months ended</b>	
		<b>30 September</b>	
		未經審核	
		截至九月三十日止六個月	
		2018	2017
		二零一八年	二零一七年
		HK\$'000	HK\$'000
		千港元	千港元
Current tax – Hong Kong Profits Tax ( <i>Note</i> )	即期稅項—香港利得稅（附註）	(118)	–
Deferred tax credit	遞延稅項抵免	–	88,800
		<b>(118)</b>	<b>88,800</b>

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
簡明綜合財務報表附註

6. INCOME TAX (EXPENSE)/CREDIT (CONTINUED)

Note:

The amount of approximately HK\$118,000 represented under-provision for Hong Kong Profits Tax for prior years. Save as this under-provision, no Hong Kong profits tax had been provided for each of the six months ended 30 September 2018 and 2017 as the Group has no estimated assessable profits.

7. DIVIDEND

The directors do not recommend the payment of a dividend for the six months ended 30 September 2018 (2017: Nil).

8. EARNINGS/(LOSS) PER SHARE

The calculations of basic and diluted earnings/(loss) per share are based on the profit attributable to shareholders of the Company of approximately HK\$18,636,000 (2017: loss of approximately HK\$915,935,000) and the weighted average number of 2,257,666,000 (2017: 2,257,666,000) ordinary shares in issue during the period.

The computation of the diluted earnings per share for the six months ended 30 September 2018 does not assume the exercise of share options as the exercise price of existing share options was higher than the average market price for shares. As exercise of share options of the Company would result in a decrease in loss per share, diluted loss per share is the same as basic loss per share in the six months ended 30 September 2017.

9. INVESTMENT IN EQUITY INSTRUMENTS

Details of the principal investment in equity instruments as at 30 September 2018 were as follows:

6. 所得稅(開支)／抵免(續)

附註：

為數約118,000港元之金額為過往年度之香港利得稅不足撥備。除該不足撥備外，由於截至二零一八年及二零一七年九月三十日止各六個月本集團均無估計應課稅溢利，故並無計提香港利得稅撥備。

7. 股息

董事不建議派付截至二零一八年九月三十日止六個月之股息(二零一七年：無)。

8. 每股盈利／(虧損)

每股基本及攤薄盈利／(虧損)乃根據本公司股東應佔溢利約18,636,000港元(二零一七年：虧損約915,935,000港元)及期內已發行2,257,666,000股(二零一七年：2,257,666,000股)普通股加權平均數計算。

計算截至二零一八年九月三十日止六個月的每股攤薄盈利並無假設行使購股權，此乃由於現有購股權行使價高於股份平均市價。由於行使本公司購股權將導致每股虧損減少，故截至二零一七年九月三十日止六個月之每股攤薄虧損與每股基本虧損相同。

9. 股本工具投資

於二零一八年九月三十日主要股本工具投資之詳情如下：

		As at 30 September 2018 於二零一八年九月三十日			For the six months ended 30 September 2018		
		Percentage of effective interest held	Fair/ Market value	Approximate percentage of the Group's investment portfolio	Approximate percentage of the Group's net assets	Fair value gain 截至 二零一八年 九月三十日 止六個月 公平值增益	
		佔所持實際 權益百分比	公平值／市值 HK\$000 千港元	佔本集團 投資組合 概約百分比	佔本集團 資產淨值 概約百分比	公平值增益 HK\$000 千港元	
		Notes 附註					
Peak Zone Group Limited	Peak Zone Group Limited	a	25%	40,950	11.89%	9.57%	-
Amuse Group Holding Limited	佰悅集團控股有限公司	b	11.25%	94,500	27.45%	22.09%	72,850
Prominent Alliance Limited	Prominent Alliance Limited	c	28%	22,512	6.54%	5.26%	-

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
簡明綜合財務報表附註**9. INVESTMENT IN EQUITY INSTRUMENTS (CONTINUED)***Notes:*

- (a) Peak Zone Group Limited (“Peak Zone”), a private company with limited liability, and its subsidiaries are principally engaged in the provision of integrated application. For the financial year ended 31 December 2017, the unaudited consolidated net profit attributable to equity holders of Peak Zone was HK\$2,386,545. As at 31 December 2017, its unaudited consolidated net assets attributable to equity holders was HK\$7,602,439. The Group has not been in a position to exercise any significant influence over the financial and operating policies of Peak Zone. Accordingly, investment in Peak Zone has been classified as an investment in equity instruments.
- (b) Amuse Group Holding Limited (“Amuse”), a company listed on GEM of the Stock Exchange, and its subsidiaries are principally engaged in design, marketing, distribution and retail sales of toys and related products. For the financial year ended 31 March 2018, the audited consolidated net profit attributable to equity holders of Amuse was HK\$16,910,000. As at 30 September 2018, its unaudited consolidated net assets attributable to equity holders was HK\$152,622,000.
- (c) Prominent Alliance Limited (“Prominent Alliance”), a private company with limited liability, and its subsidiaries are principally engaged in dealing in securities, advising on securities and asset management. For the financial year ended 31 December 2017, the unaudited consolidated net loss attributable to equity holders of Prominent Alliance was HK\$361,753. As at 31 December 2017, its unaudited consolidated net assets attributable to equity holders was HK\$57,446,055. The Group has not been in a position to exercise any significant influence over the financial and operating policies of Prominent Alliance. Accordingly, investment in Prominent Alliance has been classified as an investment in equity instruments.

**9. 股本工具投資 (續)***附註:*

- (a) Peak Zone Group Limited (「Peak Zone」) 為一家私人有限責任公司，其附屬公司主要從事提供綜合應用程式。截至二零一七年十二月三十一日止財政年度，Peak Zone 權益持有人應佔未經審核綜合淨溢利為2,386,545港元。於二零一七年十二月三十一日，其權益持有人應佔未經審核綜合資產淨值為7,602,439港元。本集團並無對Peak Zone的財務及營運政策施加任何重大影響。因此，於Peak Zone的投資分類為股本工具投資。
- (b) 於聯交所GEM上市之佰悅集團控股有限公司(「佰悅」)及其附屬公司主要從事玩具及相關產品的設計、營銷、分銷及零售。截至二零一八年三月三十一日止財政年度，佰悅權益持有人應佔之經審核綜合淨溢利為16,910,000港元。於二零一八年九月三十日，權益持有人應佔未經審核綜合淨資產為152,622,000港元。
- (c) Prominent Alliance Limited (「Prominent Alliance」)，一家私人有限責任公司及其附屬公司主要從事證券買賣、就證券提供意見及提供資產管理。截至二零一七年十二月三十一日止財政年度，Prominent Alliance之權益持有人應佔之未經審核綜合虧損淨額為361,753港元。於二零一七年十二月三十一日，權益持有人應佔之未經審核綜合淨資產為57,446,055港元。本集團並無對Prominent Alliance之財務及營運政策施加任何重大影響。因此，於Prominent Alliance之投資獲分類為股本工具投資。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
簡明綜合財務報表附註

10. FINANCIAL ASSETS HELD FOR TRADING

10. 持作買賣之財務資產

	Unaudited 未經審核 30 September 2018 二零一八年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2018 二零一八年 三月三十一日 HK\$'000 千港元
Listed equity securities in Hong Kong, at fair value	170,433	180,487

The fair values of these listed securities are determined based on the quoted market bid prices at the end of reporting period.

該等上市證券之公平值乃按報告期末之所報市場買入價釐定。

Details of the principal listed equity securities held for trading as at 30 September 2018 were as follows:

於二零一八年九月三十日，主要持作買賣上市股本證券詳情如下：

	Notes 附註	Stock code 股份代號	As at 30 September 2018 於二零一八年九月三十日		Approximate percentage of the Group's investment portfolio 佔本集團投資組合概約百分比	Approximate percentage of the Group's net assets 佔本集團資產淨值概約百分比	For the six months ended 30 September 2018 Fair value loss 截至二零一八年九月三十日止六個月公平值虧損 HK\$000 千港元
			Fair/Market value 公平值/市值 HK\$000 千港元				
WLS Holdings Limited	a	8021	25,603		7.44%	5.99%	52,084
China e-Wallet Payment Group Limited	b	802	31,968		9.29%	7.47%	5,576

Notes:

附註：

- (a) WLS Holdings Limited ("WLS") is principally engaged in construction business including scaffolding and fitting out, management contracting services and equipment installation and maintenance services. The audited consolidated loss attributable to shareholders of WLS for the year ended 30 April 2018 was approximately HK\$109,788,000 (2017: approximately HK\$15,954,000). At 30 April 2018, the audited consolidated net asset value of WLS was approximately HK\$710,449,000 (2017: approximately HK\$782,257,000).
- (b) China e-Wallet Payment Group Limited ("China e-Wallet") is principally engaged in the provision of biometric and RFID products and solution services. The audited consolidated loss attributable to shareholders of China e-Wallet for the year ended 31 December 2017 was approximately HK\$392,785,000. As at 30 June 2018, the unaudited consolidated net assets of China e-Wallet was approximately HK\$596,378,000.

- (a) 滙隆控股有限公司(「滙隆」)主要從事建築工程業務(包括棚架搭建及裝修服務)、管理合約服務及器材安裝及維修服務。於截至二零一八年四月三十日止年度，滙隆之股東應佔經審核綜合虧損約為109,788,000港元(二零一七年：約15,954,000港元)。於二零一八年四月三十日，滙隆之經審核綜合資產淨值約為710,449,000港元(二零一七年：約782,257,000港元)。
- (b) 中國錢包支付集團有限公司(「中國錢包」)主要從事提供生物識別及RFID產品及解決方案服務。於截至二零一七年十二月三十一日止年度，中國錢包之股東應佔經審核綜合虧損約為392,785,000港元。於二零一八年六月三十日，中國錢包之未經審核綜合資產淨值約為596,378,000港元。

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
 簡明綜合財務報表附註

**11. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES**

**11. 預付款項、按金及其他應收款項**

		Unaudited 未經審核 30 September 2018 二零一八年 九月三十日 HK\$'000 千港元	Audited 經審核 31 March 2018 二零一八年 三月三十一日 HK\$'000 千港元
Other receivables*	其他應收款項*	83,630	103,880
Deposits paid	已付按金	21	20
Financial assets	財務資產	83,651	103,900
Prepayments	預付款項	215	26
		<b>83,866</b>	<b>103,926</b>

\* Other receivables represent the consideration receivable arising from the disposal of unlisted investment in equity instruments.

\* 其他應收款項乃因出售非上市股本工具投資而產生之應收代價。

**12. MARGIN PAYABLES**

Margin payables represents margin loans arising from the trading of listed investments which are repayable on demand. No ageing analysis is disclosed in respect of margin payables. In opinion of the Directors, an ageing analysis does not give additional value in view of the Group's business nature.

**12. 應付保證金**

應付保證金為買賣上市投資引致之保證金貸款，有關保證金貸款乃於要求時償還。本公司並無就應付保證金披露賬齡分析。鑑於本集團的業務性質，董事認為，賬齡分析不會產生額外價值。

**13. SHARE CAPITAL**

**13. 股本**

		Number of ordinary shares of HK\$0.05 each 每股面值 0.05港元之 普通股數目 '000 千股	Nominal Value 面值 HK\$'000 千港元
Authorised: At 30 September 2018 and 31 March 2018	法定： 於二零一八年九月三十日及 二零一八年三月三十一日	24,000,000	1,200,000
Issued and fully paid: At 30 September 2018 and 31 March 2018	已發行及繳足： 於二零一八年九月三十日及 二零一八年三月三十一日	2,257,666	112,883



**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
簡明綜合財務報表附註

**14. NET ASSET VALUE PER SHARE**

Net asset value per share is calculated by dividing the net assets included in the consolidated statement of financial position of approximately HK\$427,775,000 (31 March 2018: approximately HK\$409,139,000) by the number of shares in issue at 30 September 2018, being 2,257,666,000 (31 March 2018: 2,257,666,000).

**15. RELATED PARTY TRANSACTION**

During the six months ended 30 September 2018 and 2017, the Group had the following significant related party transaction which, in the opinion of the directors, was carried out on normal commercial terms and in the ordinary course of the Group's business:

**14. 每股資產淨值**

每股資產淨值乃將綜合財務狀況表內所載之資產淨值約427,775,000港元(二零一八年三月三十一日:約409,139,000港元)除以於二零一八年九月三十日已發行股份數目2,257,666,000股(二零一八年三月三十一日:2,257,666,000股)後得出。

**15. 關聯方交易**

截至二零一八年及二零一七年九月三十日止六個月,本集團有以下重大關聯方交易,董事認為,此等交易乃於本集團日常業務範圍內按正常商業條款進行:

	Unaudited six months ended 30 September 未經審核 截至九月三十日止六個月	
	2018	2017
	HK\$'000	HK\$'000
	千港元	千港元
Investment manager's fee paid to:		
China Everbright Securities (HK) Limited ( <i>Note</i> )	480	480
	<b>480</b>	<b>480</b>

*Note:*

The Company has entered into an investment management agreement with China Everbright Securities (HK) Limited ("EBSHK") on 6 November 2012, pursuant to which EBSHK agreed to provide investment management services to the Company for a period of three years from 6 November 2012, and further extended to 5 November 2021.

EBSHK shall be deemed as a connected person of the Company pursuant to Rule 14A.08 of the Listing Rules upon the Existing Agreement becoming effective. The maximum aggregate investment management fee to be payable by the Company to EBSHK shall not exceed HK\$960,000 per annum.

*附註:*

本公司於二零一二年十一月六日與中國光大證券(香港)有限公司(「中國光大證券」)訂立投資管理協議,據此,中國光大證券同意向本公司提供投資管理服務,由二零一二年十一月六日起計為期三年,並進一步延長至二零一二年十一月五日。

於現有協議生效後,中國光大證券將根據上市規則第14A.08條被視為本公司關連人士。本公司每年支付予中國光大證券之投資管理費最高總額不得超過960,000港元。

