



GLOBAL MASTERMIND CAPITAL LIMITED 環球大通投資有限公司*

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(於開曼群島註冊成立及於百慕達存續之有限公司)

(Stock Code 股份代號：905)



Annual Report
2018
年報

* For identification purpose only 僅供識別

CONTENTS

目錄

Corporate Information	公司資料	2-3
Chairman's Statement	主席報告	4-5
Management Discussion and Analysis	管理層討論及分析	6-22
Biographical Details of Directors	董事之簡介	23-27
Directors' Report	董事會報告	28-37
Corporate Governance Report	企業管治報告	38-60
Independent Auditors' Report	獨立核數師報告	61-68
Consolidated Statement of Profit or Loss and Other Comprehensive Income	綜合損益及其他全面收益表	69-70
Consolidated Statement of Financial Position	綜合財務狀況表	71-72
Consolidated Statement of Changes in Equity	綜合權益變動表	73-74
Consolidated Statement of Cash Flows	綜合現金流量表	75-77
Notes to the Consolidated Financial Statements	綜合財務報表附註	78-191
Financial Summary	財務概要	192

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors:

Mr. Mung Kin Keung (*Chairman*)

Mr. Mung Bun Man, Alan (*Chief Executive Officer*)

Independent Non-executive Directors:

Mr. Fung Wai Ching

Mr. Lei Seng Fat

Mr. Poon Wai Hoi, Percy

COMPANY SECRETARY

Mr. Wong Siu Hang

PRINCIPAL BANKER

Shanghai Commercial Bank Limited

AUDITORS

HLB Hodgson Impey Cheng Limited

Certified Public Accountants

PRINCIPAL SHARE REGISTRAR

Codan Services Limited of

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

董事會

執行董事：

蒙建強先生 (主席)

蒙品文先生 (行政總裁)

獨立非執行董事：

馮維正先生

李成法先生

潘偉開先生

公司秘書

黃紹恒先生

主要往來銀行

上海商業銀行有限公司

核數師

國衛會計師事務所有限公司

執業會計師

股份過戶登記總處

Codan Services Limited of

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

CORPORATE INFORMATION

公司資料

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

REGISTERED OFFICE

Clarendon House,
2 Church Street,
Hamilton HM 11,
Bermuda

PRINCIPAL PLACE OF BUSINESS

Unit 3107, 31/F, Shun Tak Centre,
West Tower,
168-200 Connaught Road Central,
Hong Kong

STOCK CODE

The Stock Exchange of Hong Kong Limited: 905

COMPANY WEBSITE

www.irasia.com/listco/hk/mastermindcap/

香港股份過戶登記分處

卓佳秘書商務有限公司
香港皇后大道東183號合和中心22樓

註冊辦事處

Clarendon House,
2 Church Street,
Hamilton HM 11,
Bermuda

主要營業地點

香港
干諾道中168-200號
信德中心西座
31樓3107室

股份代號

香港聯合交易所有限公司：905

公司網站

www.irasia.com/listco/hk/mastermindcap/

CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of Global Mastermind Capital Limited (the "Company"), I presented to you the annual report of the Company and its subsidiaries (the "Group") for the year ended 31 December 2018.

During the year, the Group recorded a loss attributable to owners of the Company of approximately HK\$141,223,000 for the year ended 31 December 2018, as compared to the audited profit attributable to owners of the Company of approximately HK\$26,468,000 for the year ended 31 December 2017. The turnaround of the Group's performance is primarily attributable to the change from gain arising in change in fair value of financial assets at fair value through profit or loss for the year ended 31 December 2017 of approximately HK\$78,357,000 to loss arising in change in fair value of financial assets at fair value through profit or loss for the year ended 31 December 2018 of approximately HK\$122,160,000, which partly offset by the absence of impairment loss recognised in respect of available-for-sale financial assets reclassified from equity to profit or loss of approximately HK\$28,133,000 as recognised for the year ended 31 December 2017.

PROSPECTS

Due to the intensified trade dispute between China – United States and rising interest rate, 2018 had been a very challenging year for worldwide investors, as nearly every major asset declined.

With China's economy expanded slower than expected, the Chinese government had boosted liquidity and has set for more policy as trade war has started to slow the economy. Also, the Federal Reserve is expected to slowing rate hike in 2019.

致各位股東：

本人謹此代表Global Mastermind Capital Limited 環球大通投資有限公司*（「本公司」）董事（「董事」）會（「董事會」）向閣下提呈本公司及其附屬公司（「本集團」）截至二零一八年十二月三十一日止年度之年度報告。

年內，本集團錄得截至二零一八年十二月三十一日止年度之本公司擁有人應佔虧損約141,223,000港元，而截至二零一七年十二月三十一日止年度之本公司擁有人應佔經審核溢利約26,468,000港元。本集團之表現扭轉乃主要由於自截至二零一七年十二月三十一日止年度透過損益賬以公平值列賬之財務資產公平值變動產生之收益約78,357,000港元轉變為截至二零一八年十二月三十一日止年度透過損益賬以公平值列賬之財務資產公平值變動產生之虧損約122,160,000港元，部分由並無就截至二零一七年十二月三十一日止年度確認之由權益重新分類至損益賬之可供出售財務資產約28,133,000港元而確認之減值虧損抵銷。

前景

由於中國與美國之間的貿易爭端加劇及不斷加息，幾乎各項重大資產均在下跌，二零一八年對全球投資者而言充滿挑戰。

由於中國經濟增速低於預期，中國政府已加大流動性，並於貿易戰開始放緩經濟時制定更多政策。另外，美聯儲預計將於二零一九年放緩加息。

* 僅供識別

CHAIRMAN'S STATEMENT 主席報告

With the slowing rate hike and more liquidity, the market is expected to turn around in 2019. However, due to macro uncertainties, the company will stay focus on finding and purchase strong companies when they are trading at attractive prices. We believe our portfolio contains high-quality companies that are attractively priced for long-term appreciation, and will continue to focus on the three segments: compounders, undervalued, and special situations.

APPRECIATION

On behalf of the Board, I would like to express my deepest gratitude and appreciation to business partners, external professionals, fellow directors, employees and our shareholders.

Mung Kin Keung

Chairman

Hong Kong, 29 March 2019

隨著加息放緩及流動性增加，二零一九年市場預計將有所好轉。然而，鑒於宏觀層面的不明朗因素，本公司將繼續專注於物色實力雄厚的公司，並於以誘人價格進行買賣時購買該等公司。我們認為，我們的投資組合包含價格誘人並可作長期增值的優質公司，且我們將繼續專注於三大類別：有負債、價值低估及處境特殊的公司。

致謝

本人謹此代表董事會，向各位業務夥伴、外部專家、董事、員工及股東致以衷心謝意。

主席

蒙建強

香港，二零一九年三月二十九日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

During the year ended 31 December 2018, the Group recorded a loss attributable to owners of the Company of approximately HK\$141.2 million, compared to a profit attributable to owners of the Company of approximately HK\$26.5 million for the year ended 31 December 2017. The turnaround was mainly attributable to the change from gain arising in change in fair value of financial assets at fair value through profit or loss for the year ended 31 December 2017 of approximately HK\$78.4 million to loss arising in change in fair value of financial assets at fair value through profit or loss of approximately HK\$122.2 million for the year ended 31 December 2018 which partly offset by the absence of impairment loss recognised in respect of available-for-sale financial assets reclassified from equity to profit or loss of approximately HK\$28.1 million as recognised for the year ended 31 December 2017. The loss arising in change in fair value of financial assets at fair value through profit or loss of for the year ended 31 December 2018 was mainly driven by the unrealized losses on the Hong Kong listed securities on hand as a result of the stock market recession since the middle of 2018.

INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS

Set out below are the investment objectives, policies and restrictions of the Company:

- i. Our investments will normally be made in listed and unlisted companies.
- ii. The Group had made investments with a short to long term perspective with the objective of making capital gain as well as income from dividend or interests. Over the years, the Group invested in listed and unlisted securities, bonds, direct investments, projects, properties and structured products. Investments are also made in special or recovery situations.

財務回顧

截至二零一八年十二月三十一日止年度，本集團錄得本公司擁有人應佔虧損約141,200,000港元，而截至二零一七年十二月三十一日止年度之本公司擁有人應佔溢利約26,500,000港元。扭轉乃主要由於截至二零一七年十二月三十一日止年度透過損益賬以公平值列賬之財務資產之公平值變動產生之收益約78,400,000港元，變更為截至二零一八年十二月三十一日止年度透過損益賬以公平值列賬之財務資產之公平值變動產生之虧損約122,200,000港元，部分由並無就截至二零一七年十二月三十一日止年度確認之由權益重新分類至損益賬之可供出售財務資產約28,100,000港元而確認之減值虧損抵銷。截至二零一八年十二月三十一日止年度，透過損益賬以公平值列賬之財務資產公平值變動產生之虧損主要由於自二零一八年年中以來股市衰退引致手頭香港上市證券產生未變現虧損所致。

投資目標、政策及限制

以下載列本公司之投資目標、政策及限制：

- i. 投資通常於上市及非上市公司作出。
- ii. 本集團作出短線至長線投資，旨在賺取資本收益及股息或利息收入。數年來，本集團投資於上市及非上市證券、債券、直接投資、項目、物業及結構性產品。在特定或復甦市況下，本公司亦會作出投資。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS (CONTINUED)

- iii. There is no restriction on the proportion of the Company's assets which may be invested in any specific sector or company save for the restriction that the Company will not make an investment in any company which represents more than 20% of the consolidated net assets of the Company at the time such investment is made.
- iv. The Company will not either on its own or in conjunction with any connected person take legal, or effective, management control of underlying investments and that in any event the investment company will not own or control more than 30% (or such other percentage as may from time to time be specified in the Takeovers Code as being the level for triggering a mandatory general offer) of the voting rights in any one company or body.
- v. The Directors do not intend to seek bank borrowings until substantially all the Company's funds have been invested and that the Company borrows, the Directors do not intend to borrow amounts representing in aggregate more than the consolidated net assets of the Company at the time the borrowing is made.

投資目標、政策及限制 (續)

- iii. 本公司並無限制可投資於任何特定行業或公司之資產比例，惟本公司不會投資於作出投資時佔本公司之綜合淨資產20%以上之任何公司之限制除外。
- iv. 本公司將不會自行或與任何關連人士聯合取得相關投資之法定或實際管理控制權，且無論如何投資公司將不會於任何一家公司或法團內擁有或控制超逾30%（或收購守則不時訂明為觸發提出強制性全面收購建議之有關其他百分比）之投票權。
- v. 於本公司絕大部分資金已用作投資前，董事並無計劃尋求銀行借貸，及倘本公司進行借貸，董事並無計劃籌借總額超過作出借貸當時本公司綜合淨資產的金額。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

INVESTMENT REVIEW

As at 31 December 2018, the major investments of the Group were approximately HK\$304,348,000 of a portfolio of listed financial instruments and approximately HK\$57,422,000 of direct investment in unlisted financial instruments. The investment portfolio of the Group mainly comprises equity securities mainly in Hong Kong, Canada and the United States of America.

Dividend from listed equity investments during the year ended 31 December 2018 was approximately HK\$3,380,000. Interest income from debt securities during the year ended 31 December 2018 was approximately HK\$79,000.

The details of all investments with a value greater than 5% of the Group's gross assets and at least 10 largest investments at 31 December 2018 are respectively set out in note 36 to the consolidated financial statements.

投資回顧

於二零一八年十二月三十一日，本集團之主要投資為約304,348,000港元之上市財務工具組合及約57,422,000港元之非上市財務工具直接投資。本集團之投資組合主要包括主要於香港、加拿大及美國之股本證券。

截至二零一八年十二月三十一日止年度，上市股本投資之股息約為3,380,000港元。截至二零一八年十二月三十一日止年度，債務證券之利息收入約為79,000港元。

於二零一八年十二月三十一日，所有價值超逾本集團資產總值5%之投資以及最少10項最大投資之詳情分別載於綜合財務報表附註36。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

INVESTMENT REVIEW (CONTINUED)

The (loss)/gain arising in change in fair value of financial assets at fair value through profit or loss for all investments with a value greater than 5% of the Group's gross assets and at least 10 largest investment of the Companies as follows

投資回顧 (續)

有關所有價值超逾本集團資產總值5%之投資以及本公司最少10項最大投資之透過損益賬以公平值列賬之財務資產公平值變動產生之(虧損)/收益如下

Name of investments 投資名稱			(Loss)/gain arising in change in fair value of financial assets at fair value through profit or loss 透過損益賬 以公平值列賬之 財務資產公平值 變動產生之 (虧損)/收益
	Notes 附註		HK'000 千港元
Affluent Partners Holdings Limited	Affluent Partners Holdings Limited 錢唐控股有限公司*	1	12,704
Beijing Enterprises Water Group Limited	北控水務集團有限公司	2	(4,477)
Brockman Mining Limited	Brockman Mining Limited 布萊克萬礦業有限公司*	3	18,096
China Information Technology Development Limited	中國信息科技發展有限公司	4	(7,979)
Frontier Services Group Limited	Frontier Services Group Limited 先豐服務集團有限公司*	5	(3,874)
Greenland Hong Kong Holdings Limited	綠地香港控股有限公司	6	158
Huayi Tencent Entertainment Company Limited	華誼騰訊娛樂有限公司	7	(29,390)
Kingston Financial Group Limited	金利豐金融集團有限公司	8	(56,400)
Kuang-chi Technologies Co., Ltd.	光啟技術股份有限公司	9	(2,634)
Click Ventures Segregated Portfolio Company – Fund Series 3T SP	Click Ventures Segregated Portfolio Company – Fund Series 3T SP	10	9,593

* 僅供識別

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

INVESTMENT REVIEW (CONTINUED)

The (loss)/gain arising in change in fair value of financial assets at fair value through profit or loss for all investments with a value greater than 5% of the Group's gross assets and at least 10 largest investment of the Companies as follows (Continued)

Notes:

- 1 As disclosed in its 2018 interim report of Affluent Partners Holdings Ltd. (“**Affluent Partners**”), with gradual expansion in real estate investment business, Affluent Partners’ targets are the United Kingdom and the countries along “Eurasia”. Affluent Partners anticipates such investments and its strategic investment and financial services business will diversify its income streams, and generate additional investment returns on its available funds from time to time. Affluent Partners expects that the real estate investment business will be its growth driver and will actively make continuous efforts to find appropriate investment projects in the future. Affluent Partners will continue enhancing the development of the mature pearls and jewellery business, actively participating in various important jewellery & gem fairs around the world and optimising operation efficiency and productivity in a bid to stay competitive. With the memorandum of understanding dated 4 October 2018 relating to the formation of a joint venture for the acquisition and development properties across the United Kingdom especially in the student housing, serviced apartments and built to rent sectors, the collaboration agreement dated 26 October 2018 relating to setting up one or more REITs, and the development of its existing strategic investment and financial services business, Affluent Partners will focus its investments and operations more in the real estate and investment and asset management sectors especially in Europe and Asia.
- 2 According to latest final results announcement of Beijing Enterprises Water Group Limited (“**BJ Ent Water**”). In 2019, BJ Ent Water will reinforce its presence and continue to expand and strengthen its two core businesses, namely urban water services and water environment comprehensive renovation, with a view to shifting from high-speed development to high quality growth, in adherence to the development strategy of setting up asset management and operational management platforms and by way of comprehensive innovation. In achieving its yearly business goals and pursuing a momentous and leapfrogging growth, BJ Ent Water will be dedicated to promote the ecological value of the entire industry and the creation of a community of shared future for mankind across the world.

投資回顧 (續)

有關所有價值超逾本集團資產總值5%之投資以及本公司最少10項最大投資之透過損益賬以公平值列賬之財務資產公平值變動產生之(虧損)/收益如下(續)

附註:

- 1 誠如Affluent Partners Holdings Ltd.錢唐控股有限公司* (「**錢唐**」)二零一八年中報所披露,隨著房地產投資業務逐步擴張,錢唐的目標投放在英國及「歐亞大陸」沿線的國家。錢唐預期相關投資,以及策略投資及財務服務分部,將可拓展其收入來源,且不時為其可使用資金產生額外投資回報。錢唐預期房地產投資業務分部將可成為其增長動力,未來會繼續積極尋找適合的投資項目。錢唐將繼續改善發展已成熟的珍珠及珠寶業務,積極參加世界各地多個重要的珠寶首飾展覽會,優化業務效率及生產力,以維持競爭力。隨著二零一八年十月四日訂立有關成立合資企業以於英國收購及發展(尤其是)學生房屋、服務式公寓及建造以供出租分部之物業之諒解備忘錄,二零一八年十月二十六日訂立有關成立一項或多項產業信託之合作協議以及現有策略投資及財務服務業務之發展,錢唐將更集中其投資及業務於房地產以及投資及資產管理分部,尤其於歐洲及亞洲。
- 2 根據北控水務集團有限公司(「**北控水務**」)之最新末期業績公佈。二零一九年,北控水務將從高速發展轉向高質量發展,圍繞打造資產管理平台和運營管理平台的發展戰略,以全面創新為第一動力,夯實發展基礎,繼續做大做強市政水務和水環境綜合治理兩大核心主業。在達成既定年度經營目標,實現跨越式增長的同時,北控水務將提升行業整體生態價值,推動全球人類命運共同體的構建。

* 僅供識別

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

INVESTMENT REVIEW (CONTINUED)

The (loss)/gain arising in change in fair value of financial assets at fair value through profit or loss for all investments with a value greater than 5% of the Group's gross assets and at least 10 largest investment of the Companies as follows (Continued)

Notes: (Continued)

- 3 According to latest interim results announcement of Brockman Mining Ltd. ("**Brockman Mining**"), Brockman Mining entered into a Farm-in Joint Venture Agreement (the "**FJV Agreement**") with Polaris Metals Pty Ltd. ("**Polaris**"), a wholly owned subsidiary of Mineral Resources Limited ("**MRL**"), on 26 July 2018 for the development of its flagship Marillana Iron Ore Project located in Pilbara region of Western Australia. Under the terms of the FJV Agreement, Polaris will earn a 50% interest in the Marillana Iron Ore Project and MRL will be responsible for development of the mine, construction and operation of the processing plant for an estimated minimum production rate of 20 million tonnes per annum of high quality Marillana product. The funding for the mine development, which is estimated to be a maximum of A\$300 million, will be shared by the joint venture. Under the terms of the FJV Agreement, MRL will use its best endeavours to secure debt funding for Brockman Mining's A\$150 million contribution. The capital cost for the process plant construction will be borne entirely by MRL, in return for a service fee to be paid by the joint venture based on production volumes. MRL has also committed to the construction and operation of rail and port infrastructure, which consists of a 320km long light railway connecting Marillana to a port at South West Creek in the Port Hedland inner harbour. It is expected that construction of this railway and port will commence before the end of 2019 and be operational by the end of 2021. The processing plant is scheduled to commence operations concurrently with the railway. The establishment of the joint venture will unlock the value of the Marillana Iron Ore Project and may assist in the future development of its group's other iron ore assets in the Pilbara Region. Brockman Mining is looking forward to working with MRL, an established Australian mining services and processing company. The proven capability of MRL in constructing and operating process plants in the Pilbara region will de-risk the development of the Marillana Iron Ore Project.

投資回顧 (續)

有關所有價值超逾本集團資產總值5%之投資以及本公司最少10項最大投資之透過損益賬以公平值列賬之財務資產公平值變動產生之(虧損)/收益如下(續)

附註: (續)

- 3 根據Brockman Mining Ltd.布萊克萬礦業有限公司* (「布萊克萬礦業」)之最新中期業績公告,布萊克萬礦業與Polaris Metals Pty Ltd. (「Polaris」) (礦之源開採有限公司(「礦之源開採」)全資附屬公司)於二零一八年七月二十六日訂立轉讓及合營公司協議(「轉讓及合營公司協議」),以發展其於位於西澳皮爾巴拉地區之旗艦Marillana鐵礦石項目。根據轉讓及合營公司協議之條款,Polaris將取得Marillana鐵礦石項目50%權益,而礦之源開採將負責發展礦場、興建及營運加工廠,估計最低生產量為每年20,000,000噸之高品質Marillana產品。礦場發展之資金估計最高金額為300,000,000澳元,將由合營公司方分擔。根據轉讓及合營公司之條款,礦之源開採將盡其最大努力取得布萊克萬礦業150,000,000澳元注資之債務資金。加工廠之建設資金成本將全部由礦之源開採以合營公司按產量計算之服務費支付。礦之源開採亦承諾興建及營運鐵路及港口基建系統,包括320公里連接Marillana至黑德蘭內港South West Creek港口之輕軌鐵路。預計該鐵路及港口基建系統將於二零一九年底開始興建,並於二零二一年底前通車。與此同時,加工廠與鐵路預期將同時開始營運。成立合營公司將實現Marillana鐵礦石項目之價值,並可協助其集團於皮爾巴拉地區日後其他鐵礦產業之發展。布萊克萬礦業期待與位於澳洲且發展成熟之採礦服務及加工公司礦之源開採合作。礦之源開採於皮爾巴拉地區建設及營運加工廠之雄厚實力亦大大解除Marillana鐵礦石項目發展之風險。

* 僅供識別

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

INVESTMENT REVIEW (CONTINUED)

The (loss)/gain arising in change in fair value of financial assets at fair value through profit or loss for all investments with a value greater than 5% of the Group's gross assets and at least 10 largest investment of the Companies as follows (Continued)

Notes: (Continued)

- 4 According to the latest annual report of China Information Technology Development Limited ("China Info Tech"), China Info Tech has made steady progress in refining its business model in 2018 (v) putting more emphasis on our main business in Macro and the future development of Data Cube. China Info Tech will continue to endeavor to intensify its innovation facilitation and enhance new market expansion with more centralized resources. China Info Tech shall continue to team up Macro and DataCube so as to synergize its' IT capabilities and to jump on the bandwagon of Smart Cities among the businesses.

China Info Tech shall further its development as a Marketing AI integrated solution provider. They provide comprehensive services including big data AI platform where data is gathered and analyzed and with the help of AI book which is an end to end machine learning platform. They provide online merge office ("OMO") advertisement management platform and OMO SSP supplier platform services. They then provide comprehensive advertising services with advertising means like shopping malls, public transportation, offices and even car parks.

In the year to come, China Info Tech shall adhere to their business strategy to develop their main business in Macro and DataCube. They dedicate to pay close attention to the development in the industry as well as the macro-economy and keep abreast of the knowledge and technology.

投資回顧 (續)

有關所有價值超逾本集團資產總值5%之投資以及本公司最少10項最大投資之透過損益賬以公平值列賬之財務資產公平值變動產生之(虧損)/收益如下(續)

附註: (續)

- 4 根據中國信息科技發展有限公司(「中國信息科技」)之最新年報,中國信息科技於二零一八年在優化業務模式方面循序漸進,並更重視其在銀興的主業及數立方的未來發展。憑藉更加集中的資源,中國信息科技將繼續努力加強創新推動並加強新市場擴張力度。中國信息科技將繼續加強銀興與數立方的合作以發揮其各項業務的信息科技能力的協同效應及緊隨智能城市的趨勢。

中國信息科技將推動其作為營銷人工智能綜合解決方案供應商的發展。其提供包括大數據人工智能平台在內的全面服務,並在人工智能書本(一個端對端機器學習平台)的幫助下收集並分析數據。其亦提供線上線下融合(「OMO」)廣告管理平台及OMO SSP供應商平台服務。中國信息科技其後提供綜合廣告服務,涵蓋一系列廣告途徑,如購物商場、公共交通、辦公室甚至停車場。

中國信息科技於來年將堅持其業務策略以發展其於銀興及數立方的主業。其將努力密切留意行業的發展動向及宏觀經濟狀況,並緊貼最新知識及科技。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

INVESTMENT REVIEW (CONTINUED)

The (loss)/gain arising in change in fair value of financial assets at fair value through profit or loss for all investments with a value greater than 5% of the Group's gross assets and at least 10 largest investment of the Companies as follows (Continued)

Notes: (Continued)

- 5 According to the annual results announcement of Frontier Services Group Ltd. ("**Frontier Services**") for the year ended 31 December 2018, 2018 was a fruitful year for Frontier Services. Frontier Services has built up a solid foundation for growth in businesses in 2019 and onwards by opening up of new presences and markets along the Belt and Road regions. During the second half of 2018, Frontier Services had put additional effort in exploring opportunities on infrastructure business. It is expected that Frontier Services will take part in one or two infrastructure projects in 2019 in order to diversify its business segments. In 2019, Frontier Services plans to provide infrastructure project solutions encompassing planning and management, financing, construction and logistics, helping its customers to manage the entire project value chain focusing on transportation corridors, energy and logistics networks as well as social housing projects in Africa and South East Asia, echoing China's Belt and Road initiative. Frontier Services also intends to take part in these projects through equity investment. Infrastructure business segment will be established to support Frontier Services' capabilities to take advantage of these large projects and maximise synergies Frontier Services has specifically identified certain countries along the Belt and Road, namely Laos, Myanmar, Cambodia and the Democratic of Republic of Congo for its business development. On business segments, security, logistic and insurance are still the key drivers for growth. Frontier Services would like to take advantage of those infrastructure projects in order to stimulate the growth in revenue and profitability of these three business streams. Although the global economy remains highly volatile, Frontier Services remains positive towards 2019 because a strong and solid foundation has been formed. At the same time, Frontier Services will continuously implement various cost reduction measures to enhance its overall operational efficiency. Frontier Services has the belief that its focus on the Belt and Road Initiative and its uniqueness in terms business modeling and shareholding structure would still be its competitive strength to support its long-term strategic growth.

投資回顧 (續)

有關所有價值超逾本集團資產總值5%之投資以及本公司最少10項最大投資之透過損益賬以公平值列賬之財務資產公平值變動產生之(虧損)/收益如下(續)

附註: (續)

- 5 根據Frontier Services Group Ltd.先豐服務集團有限公司* (「先豐服務」)截至二零一八年十二月三十一日止年度之年度業績公告,二零一八年是先豐服務豐盛的一年。憑藉於一帶一路地區開闢新的據點及市場,先豐服務已為其二零一九年及以後之業務發展奠定堅實基礎。於二零一八年下半年,先豐服務加大力度探索基礎設施業務之機遇。預期先豐服務將於二零一九年參與一兩個基礎設施項目以實行業務分部多元化。於二零一九年,先豐服務計劃提供基建項目解決方案(當中包括策劃及管理、融資、建設及物流),協助客戶管理整個項目價值鏈,專注非洲及東南亞之運輸通道、能源及物流網絡以及社會住房項目,以配合中國一帶一路倡議。先豐服務亦有意透過股權投資參與該等項目。先豐服務將設立基建業務,提升先豐服務把握大型項目優勢及充分展現協同效應的能力。先豐服務已特別認定多個一帶一路沿線國家進行業務發展,包括老撾、緬甸、柬埔寨及剛果民主共和國。就業務分部而言,安保、物流及保險依舊為發展之主要推動力。先豐服務擬利用該等基礎設施項目以刺激該三個業務分支之收入增長及盈利能力。儘管全球經濟依舊極不穩定,先豐服務對二零一九年保持樂觀,因為其已建立強大而穩固之基礎。同時,先豐服務將繼續實施若干成本降低措施以提高其整體營運效率。先豐服務相信專注於一帶一路倡議和其業務模式及股權結構之獨特性仍然是我們的競爭力優勢,以支持其長期戰略性增長。

* 僅供識別

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

INVESTMENT REVIEW (CONTINUED)

The (loss)/gain arising in change in fair value of financial assets at fair value through profit or loss for all investments with a value greater than 5% of the Group's gross assets and at least 10 largest investment of the Companies as follows (Continued)

Notes: (Continued)

- Greenland Hong Kong Holding Limited (stock code: 00337) issued a maximum principal amount of USD200,000,000 1.5 year 9.875% coupon interest bonds international bond on 18 December 2018 and listed on the Stock Exchange (stock code: 05485) with the coupon rate 9.875%, interest payable semi-annually and matured on 16 June 2020.
- According to annual results announcement of Huayi Tencent Entertainment Company Ltd. ("Huayi Tencent") for the year ended 31 December 2018, the future of Chinese film industry looks bright as the Chinese are now more willing to spend on films and entertainment. According to a public research on global entertainment and media outlook for 2018 to 2022, it is expected that Mainland China will continue its astonishing pace of cinema construction between 2018 and 2022, and by 2022 the number of cinema screens in Mainland China will be nearly double in number of that the United States currently has. As the Korean films and television dramas are receiving a lot of attention and enjoying a broad and stable base of audience, Huayi Tencent is confident of the performance of HB Entertainment Co., Ltd., a 31% owned associate of Huayi Tencent, and Huayi-Warner Contents Fund, a limited partnership established by Huayi Tencent, Warner Bros. Korea Inc. et al for investing in film projects, in the long run. Apart from the collaboration with HB Entertainment Co., Ltd. and Warner Bros Korea Inc., Huayi Tencent is also actively working along with Korean producers and looking for further opportunities and advancements so as to increase its revenue. As the Chinese film and entertainment industry is approaching the stage of a more diversified development, Huayi Tencent is determined to, through the knowledge and backing of its controlling shareholders Huayi Brothers International Limited and Tencent Holdings Limited, continue its global development and invest in quality movie projects, as well as to look for opportunities of collaboration with well-established and internationally-renowned film studios. In the future, Huayi Tencent will also keep a close eye on investment opportunities in the pan-entertainment industry (such as the gaming, eSports and music), with a view to reinforcing its deployment in the cultural and entertainment industry. The healthcare and wellness business is expected to generate stable revenue for Huayi Tencent in the future.

投資回顧 (續)

有關所有價值超逾本集團資產總值5%之投資以及本公司最少10項最大投資之透過損益賬以公平值列賬之財務資產公平值變動產生之(虧損)/收益如下(續)

附註: (續)

- 綠地香港控股有限公司(股份代號:00337)於二零一八年十二月十八日發行本金額最多200,000,000美元之1.5年期及票面利率為9.875%之國際債券並於聯交所上市(股份代號:05485),票面利率為9.875%及每半年支付一次利息,於二零二零年六月十六日到期。
- 根據華誼騰訊娛樂有限公司(「華誼騰訊」)截至二零一八年十二月三十一日止年度之年度業績公佈,中國電影業前景明朗,中國居民更願意花費在電影娛樂消閒上。根據有關二零一八年至二零二二年全球娛樂及媒體展望之公開調查,在預測期二零一八至二零二二年內中國內地將以目前驚人的速度繼續建造電影院,到了二零二二年,中國內地將接近美國現有電影銀幕的兩倍。韓國影視作品具備極高的關注度及大量穩定的觀眾基礎,故華誼騰訊對HB Entertainment Co., Ltd.(華誼騰訊擁有31%權益的聯營公司)及華誼華納文化創意基金(華誼騰訊、Warner Bros. Korea Inc.等為投資電影項目成立的有限合夥)長遠的業績表現具備信心。華誼騰訊展望未來除了透過與HB Entertainment Co., Ltd.及Warner Bros. Korea Inc.合作外,亦正積極與韓國製片商合作,尋找更多機遇與發展,為華誼騰訊帶來更多收益。隨著中國電影娛樂行業發展步入更多元化發展里程,華誼騰訊銳意透過控股股東華誼兄弟國際有限公司及騰訊控股有限公司於影視娛樂的知識及宏厚支援,繼續在全球發展並投資具高質素電影項目,並尋找機會與具實力及國際知名的電影工作室合作。華誼騰訊在未來亦會密切關注包括遊戲、電競、音樂等泛娛樂產業的投資機會,以期完善其於文化娛樂產業的佈局。另外,在健康及養生業務方面,預期在未來可繼續為華誼騰訊帶來平穩的收入。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

INVESTMENT REVIEW (CONTINUED)

The (loss)/gain arising in change in fair value of financial assets at fair value through profit or loss for all investments with a value greater than 5% of the Group's gross assets and at least 10 largest investment of the Companies as follows (Continued)

Notes: (Continued)

- 8 As disclosed in its 2018 interim report of Kingston Financial Group Ltd., the investment sentiment is expected to recover upon the positive progress of the development of the Guangdong-Hong Kong-Macao Greater Bay Area ("GBA"), which will offer ample opportunities for financial services industry. The Stock and Bond Connect schemes between the Mainland China and Hong Kong continues to fuel the growth by means of increasing number of international and Mainland Chinese investors trading securities and bonds across different markets. The expansion of the daily quota of Stock Connect and the inclusion of A shares in the MSCI indexes may also enhance the attractiveness of the Mainland and Hong Kong stock markets. Moreover, the anticipated lowering of required reserve ratios by the People's Bank of China would stimulate positive market sentiment and bring in positive impact to the financial markets. Looking forward, Kingston Financial will adopt a responsive approach, to prudently deploy and implement expansion plans that are in line with the market situation in Hong Kong and the Mainland China. With its strong visibility across the region, Kingston Financial is well-poised to grasp the opportunities arising from the existing mature Hong Kong market, as well as the emerging capital market in the GBA. With the opening of the Hong Kong-Zhuhai-Macao Bridge, Kingston Financial expects the Macau gaming and tourism market to maintain a positive development prospect. Kingston Financial will continue to drive the revenue growth of its hotel and gaming segments in the region.
- 9 As stated in the 2018 half-year report of Kuang-chi Technologies Co., Ltd., in the first half of 2018, global economic situation was still severe and complex, China's economic structure continued to optimize and upgrade, and economy remained steady and healthy generally, continuing the development trend of making progress with stability. The company was developing and producing automobile chairs functional accessories while vigorously promoting the transformation and upgrade of leaning towards super materials strategy emerging industry.
- 10 Fund Series 3T SP operates by Click Ventures Segregated Portfolio Company was incorporated in the Cayman Islands. Fund Series 3T SP is principally invested in start-ups at the seed to series A stage in Hong Kong and internationally.

投資回顧 (續)

有關所有價值超逾本集團資產總值5%之投資以及本公司最少10項最大投資之透過損益賬以公平值列賬之財務資產公平值變動產生之(虧損)/收益如下(續)

附註: (續)

- 8 誠如金利豐金融集團有限公司之二零一八年中中期報告所披露，預期投資氣氛會因積極發展粵港澳大灣區（「大灣區」）而有所復甦，這將為金融服務業提供充足機遇。中港市場互聯互通及債券通計劃亦令買賣不同市場證券及債券的國內外投資者數目不斷增加，繼而有助該等業務發展。滬港通及深港通每日配額擴大，加上A股獲納入MSCI指數，亦會提高中國內地與香港股票市場之吸引力。另外，對中國人民銀行下調存款準備金率之預期將誘發正面市場情緒，為金融市場帶來正面影響。展望未來，金利豐金融將採用一套有效方針，審慎部署並落實執行可配合香港及中國內地市況之拓展計劃。憑藉其於地域間之高可見度，金利豐金融已整裝待發，務求把握既有成熟之香港市場以及大灣區內新興資本市場所帶來之機遇。金利豐金融預期，港珠澳大橋開通營運將令澳門博彩及旅遊市場未來繼續積極發展。金利豐金融將繼續驅動其酒店及博彩分類於區內之收益增長。
- 9 誠如光啟技術股份有限公司2018年半年度報告，2018年上半年，全球經濟形勢仍然嚴峻複雜，我國經濟結構繼續優化升級，經濟整體保持穩健，延續了穩中向好的發展態勢。公司在發展汽車座椅功能件的研發與生產的同時，正積極推進行超材料戰略新興產業的轉型升級。
- 10 Fund Series 3T SP由Click Ventures Segregated Portfolio Company運營，於開曼群島註冊成立。Fund Series 3T SP主要投資種子期初創公司於香港及國際市場進行A輪融資。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

INVESTMENT REVIEW (CONTINUED)

The (loss)/gain arising in change in fair value of financial assets at fair value through profit or loss for all investments with a value greater than 5% of the Group's gross assets and at least 10 largest investment of the Companies as follows (Continued)

The directors believe that the future performance of the Hong Kong listed equities held by the Group is largely affected by economic factors, investor sentiment, demand and supply balance of an investee company's shares and fundamentals of an investee company, such as investee company's news, business fundamental and development, financial performance and future prospects. Accordingly, the directors closely monitor the above factors, particularly the fundamentals of each individual investee company in the Group's equity portfolio, and proactively adjust the Group's equity portfolio mix in order to improve its performance.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2018, the Group had cash and cash equivalents of approximately HK\$38,500,000 (as at 31 December 2017: approximately HK\$7,017,000).

As at 31 December 2018, the Group had other financial liability of approximately HK\$9,899,000 (as at 31 December 2017: approximately HK\$9,862,000), obligation under finance lease of Nil (as at 31 December 2017: approximately HK\$192,000) and loan from a director of Nil (as at 31 December 2017: approximately HK\$10,000,000).

The gearing ratio (borrowings/total equity) as at 31 December 2018 was 2.5% (as at 31 December 2017: 3.9%). Borrowings included other financial liability, obligation under finance lease and amount due from a director.

投資回顧 (續)

有關所有價值超逾本集團資產總值5%之投資以及本公司最少10項最大投資之透過損益賬以公平值列賬之財務資產公平值變動產生之(虧損)/收益如下(續)

董事相信，本集團持有之香港上市股票之未來表現相當大程度上受經濟因素、投資者氣氛、被投資公司股份之供求情況及被投資公司之基本因素(如被投資公司之消息、業務基本因素及發展、財務表現及未來前景)所嚴重影響。故此，董事密切監察上述因素，尤其本集團股票組合之各間被投資公司之基本因素，並積極調整本集團之股票投資組合，以改善其表現。

流動資金及財務資源

於二零一八年十二月三十一日，本集團之現金及現金等值項目約為38,500,000港元(於二零一七年十二月三十一日：約7,017,000港元)。

於二零一八年十二月三十一日，本集團其他財務負債為約9,899,000港元(於二零一七年十二月三十一日：約9,862,000港元)、融資租賃項下之責任為零(於二零一七年十二月三十一日：約192,000港元)及來自一名董事之貸款為零(於二零一七年十二月三十一日：約10,000,000港元)。

於二零一八年十二月三十一日，資產負債比率(借貸除以權益總額)為2.5%(於二零一七年十二月三十一日：3.9%)。借貸包括其他財務負債、融資租賃項下之責任及應收一名董事款項。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

LIQUIDITY AND FINANCIAL RESOURCES (CONTINUED)

As at 31 December 2018, the Group had net current assets of approximately HK\$388,008,000, as compared to approximately HK\$383,883,000 as at 31 December 2017.

As at 31 December 2018, the current ratio of the Group was 19.04 compared to 24.42 as at 31 December 2017.

CHARGES ON ASSETS

As at 31 December 2018, the Group's obligation under a finance lease is secured by the lessor's charge over the leased asset with the carrying amount of Nil (as at 31 December 2017: HK\$547,000).

As at 31 December 2018, a portfolio of listed equity and debt securities held under margin account with carrying amounts of approximately HK\$32,080,000 (as at 31 December 2017: nil) have been pledged to secure margin loan from securities broker in accruals and other payables.

CAPITAL COMMITMENT AND CONTINGENT LIABILITIES

The Group had no material capital commitment and contingent liabilities as at 31 December 2018 (as at 31 December 2017: Nil).

FOREIGN EXCHANGE EXPOSURE

Most of the investments and the business transactions of the Group are denominated in Hong Kong dollars. The Board believes the foreign exchange exposure is minimal.

SHARE CAPITAL AND CAPITAL STRUCTURE

As at 31 December 2018, the Company had 700,333,925 shares of HK\$0.01 each in issue (as at 31 December 2017: 700,333,925 shares).

流動資金及財務資源 (續)

於二零一八年十二月三十一日，本集團之流動資產淨值約為388,008,000港元，而於二零一七年十二月三十一日則約為383,883,000港元。

於二零一八年十二月三十一日，本集團之流動比率為19.04，而於二零一七年十二月三十一日則為24.42。

資產押記

於二零一八年十二月三十一日，本集團於融資租賃項下之責任乃由出租人賬面值零（於二零一七年十二月三十一日：547,000港元）之租賃資產押記作抵押。

於二零一八年十二月三十一日，抵押賬面值約為32,080,000港元（於二零一七年十二月三十一日：零）之保證金賬戶所持之上市股本及債務證券組合，以獲得證券經紀之保證金貸款（計入應計賬款及其他應付賬款）。

資本承擔及或然負債

於二零一八年十二月三十一日，本集團並無重大資本承擔及或然負債（於二零一七年十二月三十一日：無）。

外匯風險

本集團大部分投資及業務交易以港元計值。董事會認為外匯風險極低。

股本及資本結構

於二零一八年十二月三十一日，本公司已發行700,333,925股每股面值0.01港元之股份（於二零一七年十二月三十一日：700,333,925股股份）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES

The Group did not have any material acquisition or disposal of subsidiaries during the year ended 31 December 2018.

LOAN FROM A DIRECTOR

On 30 November 2016, Mr. Mung Kin Keung, a director and shareholder of the Company, as a lender, and the Group, as a borrower, entered into a loan agreement pursuant to which Mr. Mung has agreed to grant a loan to the Group with the amount of HK\$10,000,000 (the "Loan"). The Loan is non-interest bearing and repayable on demand. The Loan is constituted as a connected transaction of the Company which fully exempted from shareholders' approval, annual review and all disclosure requirements under the Listing Rules. The Group repaid the Loan during the year ended 31 December 2018.

The Loan is unsecured, interest free and repayable on demand.

EMPLOYEES AND REMUNERATION POLICY

The Group ensured that its employees are remunerated according to the prevailing manpower market conditions and individual performance, qualification, experience and the remuneration policies are reviewed on a regular basis.

At 31 December 2018, there were 15 employees, including 2 executive Directors and 3 independent non-executive Directors (the "INED(s)"). Remuneration policies are reviewed in accordance with the market situation and the performance of individual Directors from time to time. In addition to salaries, the Group provides employee benefits such as medical insurance and mandatory provident fund schemes. Moreover, discretionary bonus and share options will be paid or granted to employees based on the Group's and individual performances.

The emoluments of the Directors were determined with reference to their duties and responsibilities with the Company, the Company's performance, prevailing market conditions and the market emoluments for directors of other listed companies and reviewed by the Remuneration Committee.

Details of the emoluments of Director and employees of the Group are set out in note 11 to the consolidated financial statements.

重大收購及出售附屬公司

於截至二零一八年十二月三十一日止年度，本集團並無任何重大收購或出售附屬公司。

來自一名董事之貸款

於二零一六年十一月三十日，本公司董事兼股東蒙建強先生（作為貸款人）與本集團（作為借款人）訂立貸款協議，據此，蒙先生已同意向本集團授出貸款10,000,000港元（「貸款」）。貸款為免息及按要求償還。貸款構成上市規則下本公司之關連交易，並全面豁免股東批准、年度審閱及所有披露規定。於截至二零一八年十二月三十一日止年度，本集團已償還貸款。

貸款為無抵押、免息及按要求償還。

僱員及薪酬政策

本集團確保其員工薪酬按現行人力市場狀況及個人表現、資歷及經驗釐定及定期檢討其薪酬政策。

於二零一八年十二月三十一日，本集團擁有15名僱員，包括2名執行董事及3名獨立非執行董事（「獨立非執行董事」）。薪酬政策乃不時根據市況及個別董事之表現檢討。除薪金外，本集團提供醫療保險及強積金計劃等僱員福利。此外，根據本集團及個人表現，將向僱員支付或授予酌情花紅及購股權。

董事之薪酬乃參考彼等於本公司之職務及職責、本公司之表現、現行市況及其他上市公司董事市場薪酬而釐定並由薪酬委員會審閱。

有關本集團董事及僱員的酬金詳情載於綜合財務報表附註11。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

EMPLOYEES AND REMUNERATION POLICY (CONTINUED)

The Group's total staff costs (including directors' emoluments) for the year ended 31 December 2018 amounted to approximately HK\$11,974,000 (2017: HK\$13,972,000).

僱員及薪酬政策 (續)

本集團於截至二零一八年十二月三十一日止年度之員工成本(包括董事酬金)總額約11,974,000港元(二零一七年: 13,972,000港元)。

PRINCIPAL RISKS AND UNCERTAINTIES

主要風險及不確定因素

Principal risks 主要風險	Description 概述	Mitigating actions 緩解措施
Business risk 業務風險	Business risk is the risk of rapid changes in investment market could impact the Group's performance. 業務風險為投資市場快速變化而可能影響本集團表現之風險。	<ul style="list-style-type: none">Continuously monitor the market dynamics and adopt a conservative approach on investment持續監測市場動態及採納保守之投資方法。
Economic risk 經濟風險	Economic risk is the risk of any downturn in economic conditions could impact the Group's performance. 經濟風險為經濟衰退可能影響本集團表現之風險。	<ul style="list-style-type: none">Regularly review forward looking indicators to identify economic conditions.定期審閱前瞻性指標，確定經濟狀況。
Liquidity risk 流動資金風險	Liquidity risk is the risk that the Group would not be able to meet its financial obligations as they fall due. 流動資金風險為本集團將無法應付到期金融債務之風險。	<ul style="list-style-type: none">Regularly monitor liquidity and statement of financial position.定期監控流動資金及財務狀況表。Maintain appropriate liquidity to cover commitments.維持適當流動資金應付承擔。Limit liquidity risk exposure by investing securities listed on stock exchanges.透過投資於證券交易所上市之證券限制流動資金風險。
Price risk 價格風險	Price risk is the risk that changes in equity prices would affect the Group's income and the value of its holdings of equities. 價格風險為股本價格變動將影響本集團收入及持股價值之風險。	<ul style="list-style-type: none">Regularly monitor equity portfolio to address any portfolio issues promptly.定期監測股本組合，及時解決任何投資組合問題。Spread price risk exposure by investing a number of equities.透過投資各種股票分散價格風險。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

PRINCIPAL RISKS AND UNCERTAINTIES (CONTINUED)

主要風險及不確定因素 (續)

Principal risks 主要風險	Description 概述	Mitigating actions 緩解措施
Exchange risk 外匯風險	Exchange risk is the risk that changes in foreign exchange rates would affect the Group's income and the value of its holdings of assets. 外匯風險為匯率變動將影響本集團收入及其持資產價值之風險。	<ul style="list-style-type: none"> Closely monitor statement of financial position and cashflow exchange risk exposures and consider appropriate use of financial instruments, such as forward exchange contracts, foreign currency options and forward rate agreements, to hedge the exchange risk. 密切監控財務狀況表及現金流量外匯風險及在考慮適當使用遠期外匯合約、外匯期權及遠期利率協議等財務工具對沖外匯風險。
People risk 人員風險	People risk is the risk of loss the services of any Directors, senior management and other key personnel could have a material adverse effect on the Group's businesses. 人員風險為任何董事、高級管理層及其他主要人員離職可能對本集團業務產生重大不利影響之風險。	<ul style="list-style-type: none"> Provide competitive reward and benefit packages to attract and retain the employees the Group need. 提供具競爭力之獎勵及福利，以吸引及挽留本集團所需之僱員。 Ensure that the staff of the Group has the right working environment to enable them to do the best job and maximise their satisfaction at work. 確保本集團員工擁有合宜工作環境，有助員工盡可能出色完成各項工作及提高員工工作滿意度。
Legal and regulatory risk 法律及監管風險	Legal and regulatory risk is the risk that a breach of laws and regulations could lead to litigation, investigations or disputes, resulting in additional costs on civil and/or criminal proceedings and reputational damage being incurred. 法律及監管風險為違犯法律及法規可能導致訴訟、調查或糾紛，對民事及／或刑事訴訟及名譽受損產生額外成本之風險。	<ul style="list-style-type: none"> Monitor changes and developments in the regulatory environment and ensure that sufficient resources being made available to implement for any compulsory changes. 監測監管環境變動及發展，並確保有充足資源作出任何強制性變動。 Seek legal or other specialist advice as appropriate. 尋求法律或其他專業意見（如適用）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

ENVIRONMENTAL POLICIES

The Group is committed to acting in an environmentally responsible manner in our business operations and promoting green measures towards environmental protection to our employees. Our Group adheres to the principle of recycling, reducing and reusing. Encouraging paper recycling culture, doubled-sided printing and copying, and encouraging energy-saving culture by switching off idle lightings and electrical appliance are implemented by the Group. In order to enhance environmental sustainability, our Group will review its environmental practices from time to time and will consider implementing further eco-friendly measures and practices in the Group's business operation.

COMPLIANCE WITH REGULATIONS

During the year, there was no incidence of non-compliance with the relevant laws and regulations that have a significant impact on the Group as far as the Board is aware.

RELATIONSHIP WITH EMPLOYEE, CUSTOMERS, SUPPLIERS AND OTHERS

As the Group is engaged in investment in listed and unlisted financial instruments, there are no major customers and suppliers during the year.

The Group understands the importance of maintaining a good relationship with its suppliers, customers, employees and other stakeholders to meet the Group's immediate and long-term goals. Although there are no major customers and suppliers during the year the Company creates a framework for motivating staff and a formal communication channel in order to maintain healthy relationships with its employees and other stakeholders.

環境政策

本集團於其業務營運中秉持對環境負責之態度，並向僱員宣傳綠色環境保護措施。本集團堅守再循環、減量化及再使用之原則。本集團提倡循環用紙文化（如雙面打印及複印）及透過關掉閒置電燈及電器提倡節能文化。為促進環境可持續性，本集團將不時檢討其環保工作，並將考慮在本集團之業務營運中實施進一步環保之措施及慣例。

條例遵守情況

就董事會所知，年內並無發生任何未有遵守相關法律及法規而對本集團有重大影響之事件。

與僱員、客戶、供應商及其他人士之關係

由於本集團從事投資上市及非上市財務工具，於年內概無主要客戶及供應商。

本集團瞭解與其供應商、客戶、僱員及其他利益相關者保持良好關係對達到本集團短期及長期目標之重要性。儘管於本年度並無重大客戶及供應商，但是本公司建立有激發員工的框架及正式溝通渠道，旨在維持與其僱員及其他利益相關者之良好關係。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL KEY PERFORMANCE INDICATORS

The Group's net asset value is a key indicator of the financial performance and it decreased to approximately HK\$388,325,000 as at 31 December 2018 (as at 31 December 2017: HK\$519,218,000). During the year ended 31 December 2018, the Group suffered from a loss of approximately HK\$141,223,000, mainly because of the loss arising in change in fair value of financial assets at fair value through profit or loss amounting to approximately HK\$122,160,000.

The net asset value per share was HK\$0.55, which was calculated on the above net assets value and 700,333,925 ordinary shares of HK\$0.01 each in issue as at 31 December 2018.

財務表現關鍵指標

本集團之資產淨值是財務表現關鍵指標，於二零一八年十二月三十一日減少至約388,325,000港元（於二零一七年十二月三十一日：519,218,000港元）。於截至二零一八年十二月三十一日止年度，本集團錄得虧損約141,223,000港元，主要是由於透過損益賬以公平值列賬之財務資產公平值變動產生之虧損約122,160,000港元所致。

每股資產淨值為0.55港元，乃按上述資產淨值及於二零一八年十二月三十一日700,333,925股每股面值0.01港元的已發行普通股計算。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事之簡介

EXECUTIVE DIRECTORS

Mr. Mung Kin Keung, aged 58, was appointed as an executive Director on 9 March 2007. He is also a director of various subsidiaries of the Company. He holds a Conferment of Honorary Doctoral Degree from Sinte Gleska University of California. In November 2007, he was awarded the 9th World Outstanding Chinese Award by the World Chinese Business Investment Foundation. He has extensive experience in areas of business management, strategic planning and development.

He was appointed as an executive director of the board of CWT International Limited ("CWT", stock code: 521), a company listed on the Main Board of Stock Exchange, on 16 February 2009 and re-designated as the vice-chairman and the chairman of CWT on 10 May 2010 and 24 October 2013 respectively. He has resigned as an executive director and the co-chairman of CWT with effect from 3 June 2015. On 20 February 2019, he was re-appointed as an executive director and co-chairman of the board of CWT.

He was appointed as an executive director of Global Mastermind Holdings Limited (stock code: 8063), a company listed on the GEM of the Stock Exchange, on 19 June 2014.

He was appointed as the vice chairman of the board and an executive director of Hong Kong International Construction Investment Management Group Co., Limited (stock code: 687), a company listed on the Main Board of the Stock Exchange, on 1 February 2018 and resigned with effect from 3 August 2018.

執行董事

蒙建強先生，58歲，於二零零七年三月九日獲委任為執行董事。彼亦為本公司多家附屬公司之董事。彼持有美國加州聖格拉斯加大學之榮譽博士學位。於二零零七年十一月，彼獲世界華商基金會頒贈第九屆世界傑出華人獎。彼於業務管理、戰略策劃及發展方面擁有豐富經驗。

彼於二零零九年二月十六日獲委任為CWT International Limited（「CWT」，股份代號：521）董事會之執行董事，該公司為聯交所主板上市公司，並分別於二零一零年五月十日及二零一三年十月二十四日獲調任為CWT之副主席及主席。彼已於二零一五年六月三日起辭任CWT之執行董事兼聯席主席。於二零一九年二月二十日，彼獲重新委任為CWT董事會之執行董事兼聯席主席。

彼於二零一四年六月十九日獲委任為Global Mastermind Holdings Limited環球大通集團有限公司*（股份代號：8063）之執行董事，該公司為聯交所GEM上市公司。

彼於二零一八年二月一日獲委任為香港國際建設投資管理集團有限公司（股份代號：687）之董事局副主席及執行董事，該公司為聯交所主板上市公司，並自二零一八年八月三日起辭任。

* 僅供識別

BIOGRAPHICAL DETAILS OF DIRECTORS 董事之簡介

EXECUTIVE DIRECTORS (CONTINUED)

Save as disclosed above, he did not hold any directorships in any other listed public companies in the last three years and does not hold any other position with the Company or other members of the Group.

Mr. Mung Kin Keung is the father of Mr. Mung Bun Man, Alan, an executive Director and chief executive officer of the Company and spouse of Ms. Dou Candice Jingyi. Ms. Dou Candice Jingyi was President – Corporate Development of the Company and has resigned on 28 February 2018.

Save as disclosed above, Mr. Mung Kin Keung does not have any relationship with any Directors, senior management or substantial or controlling shareholder of the Company.

As at the 31 December 2018, Mr. Mung is interested in 159,135,802 shares, representing approximately 22.72% of the issued share capital of the Company, which comprise 53,696,000 shares and 581,802 share options held by Mr. Mung and 104,858,000 Shares held by China Tian Di Xing, a company which is owned as to 99.99% by Mr. Mung.

Save as disclosed above, Mr. Mung does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) nor does he hold any other position with the Company or any of its subsidiaries.

執行董事 (續)

除上文所披露者外，彼於過往三年並無於任何其他上市公眾公司擔任任何董事職務，亦無於本公司或本集團其他成員公司擔任任何其他職位。

蒙建強先生為本公司執行董事兼行政總裁及竇靜怡女士之配偶蒙品文先生之父親。竇靜怡女士曾任本公司企業發展部之主席，並已於二零一八年二月二十八日辭任。

除上文所披露者外，蒙建強先生與任何董事、本公司高級管理人員或主要股東或控股股東概無任何關係。

於二零一八年十二月三十一日，蒙先生於159,135,802股股份中擁有權益，佔本公司已發行股本約22.72%，其中包括蒙先生持有之53,696,000股股份及581,802份購股權以及由蒙先生持有99.99%股權之公司中國天地行持有之104,858,000股股份。

除上文所披露者外，蒙先生並無於本公司股份（定義見香港法例第571章證券及期貨條例第XV部）擁有任何權益，彼亦無於本公司或其任何附屬公司擔任任何其他職位。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事之簡介

EXECUTIVE DIRECTORS (CONTINUED)

Mr. Mung Bun Man, Alan, aged 32, was an executive Director during the period from 12 November 2010 to 3 April 2013 and was re-appointed as an executive Director on 31 March 2014 and the chief executive officer of the Company on 9 February 2015. He is also a director of various subsidiaries of the Company. He holds a Bachelor of Arts Degree in Business Economics from University of California-Santa Barbara and a Master Degree in Finance from Peking University. He has extensive working experience in investment and asset management.

He was an executive director of CWT International Limited (stock code: 521), a company listed on the Main Board of the Stock Exchange, during the period from 24 October 2013 to 6 February 2015 and was appointed as a non-executive director on 5 September 2017.

He was appointed as an executive director of Global Mastermind Holdings Limited (stock code: 8063), a company listed on the GEM of the Stock Exchange, on 24 March 2014.

Save as disclosed above, he did not hold any directorship in other listed public companies in the last three years and does not hold any other position with the Company or other members of the Group.

Mr. Mung Bun Man, Alan is the son of Mr. Mung King Keung. As at the 31 December 2018, Mr. Mung Kin Keung is interested in 159,135,802 shares, representing approximately 22.72% of the issued share capital of the Company, which comprise 53,696,000 shares and 581,802 share options held by Mr. Mung Kin Keung and 104,858,000 Shares held by China Tian Di Xing, a company which is owned as to 99.99% by Mr. Mung Kin Keung.

Mr. Mung Bun Man, Alan is the spouse of Ms. Dou Candice Jingyi, the President – Corporate Development of the Company. Ms. Dou has resigned on 28 February 2019.

Save as disclosed above, Mr. Mung Bun Man, Alan does not have any relationship with any Directors, senior management or substantial or controlling shareholder of the Company.

執行董事 (續)

蒙品文先生，32歲，於二零一零年十一月十二日至二零一三年四月三日期間為執行董事，並於二零一四年三月三十一日續聘為執行董事及於二零一五年二月九日獲委任為本公司行政總裁。彼亦為本公司多家附屬公司之董事。彼持有加州大學—聖達芭芭拉分校之商務經濟本科學位及北京大學之金融碩士學位。彼於投資及資產管理方面擁有豐富工作經驗。

彼於二零一三年十月二十四日至二零一五年二月六日期間為CWT International Limited (股份代號：521)之執行董事，並於二零一七年九月五日獲委任為非執行董事，該公司為聯交所主板上市公司。

彼於二零一四年三月二十四日獲委任為Global Mastermind Holdings Limited環球大通集團有限公司* (股份代號：8063)之執行董事，該公司為聯交所GEM上市公司。

除上文所披露者外，彼於過往三年並無於其他上市公眾公司擔任任何董事職務，亦無於本公司或本集團其他成員公司擔任任何其他職位。

蒙品文先生為蒙建強先生之兒子。於二零一八年十二月三十一日，蒙建強先生於159,135,802股股份中擁有權益，佔本公司已發行股本約22.72%，其中包括蒙建強先生持有之53,696,000股股份及581,802份購股權以及由蒙建強先生持有99.99%股權之公司中國天地行持有之104,858,000股股份。

蒙品文先生為本公司企業發展部之主席竇靜怡女士之配偶。竇女士已於二零一九年二月二十八日辭任。

除上文所披露者外，蒙品文先生與任何董事、本公司高級管理人員或主要股東或控股股東概無任何關係。

* 僅供識別

BIOGRAPHICAL DETAILS OF DIRECTORS 董事之簡介

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Fung Wai Ching, aged 49, was appointed as an independent non-executive Director on 10 October 2014. He is presently an owner of a printing company in Hong Kong. He has over 18 years of experience in managing paper, packaging and printing industries in both China and Hong Kong markets.

He was appointed as an independent non-executive director of Global Mastermind Holdings Limited (stock code: 8063), a company listed on the GEM of the Stock Exchange, on 23 June 2014.

Save as aforesaid, he did not hold any directorship in other listed public companies in the last three years.

Mr. Lei Seng Fat, aged 68, was appointed as an independent non-executive Director on 18 April 2017. He has 27 years of management experience in Macau banking industry. Prior to his retirement in 2014, he was a consultant in Cash Management Department of Industrial and Commercial Bank of China (Macau) Limited. He is currently the general manager of a private company in Macau, which is engaged in trading of furniture.

He was appointed as a sales director of Shane Global Holding Inc. (Stock Code: 8482), a company listed on Taiwan Stock Exchange, on 15 August 2018.

He was appointed as an independent non-executive director of Man Sang International Limited (stock code: 938), a company listed on the Main Board of the Stock Exchange, on 12 July 2016 and resigned with effect from 5 November 2018.

Save as disclosed above, Mr. Lei did not hold any directorships in any other listed public companies in the last three years.

獨立非執行董事

馮維正先生，49歲，於二零一四年十月十日獲委任為獨立非執行董事。彼現為香港一間印刷公司之擁有人。彼在中國及香港市場管理紙張、包裝及印刷業方面擁有逾18年經驗。

彼於二零一四年六月二十三日獲委任為Global Mastermind Holdings Limited環球大通集團有限公司*（股份代號：8063）之獨立非執行董事，該公司為聯交所GEM上市公司。

除上述者外，彼於過往三年並無於其他上市公眾公司擔任任何董事職務。

李成法先生，68歲，於二零一七年四月十八日獲委任為獨立非執行董事。彼在澳門銀行業擁有27年的管理經驗。於二零一四年退休前，彼為中國工商銀行（澳門）股份有限公司現金管理部之顧問。彼目前在一家從事傢俬貿易之澳門私人公司任職總經理。

彼於二零一八年八月十五日獲委任為商億全球控股有限公司（股份代號：8482）之銷售總監，該公司為台灣證券交易所上市公司。

彼於二零一六年七月十二日獲委任為民生國際有限公司（股份代號：938）之獨立非執行董事，並於二零一八年十一月五日起辭任，該公司為聯交所主板上市公司。

除上文所披露者外，李先生於過往三年並無於任何其他上市公眾公司擔任任何董事職務。

* 僅供識別

BIOGRAPHICAL DETAILS OF DIRECTORS 董事之簡介

INDEPENDENT NON-EXECUTIVE DIRECTORS (CONTINUED)

Mr. Poon Wai Hoi, Percy, aged 54, was appointed as an independent non-executive Director on 10 October 2014. He was graduated from Lingnan College (now known as Lingnan University) with an Honours Diploma in Accountancy and obtained his Master of Science degree in E-Commerce from the Hong Kong Polytechnic University. He is a member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales. He is currently a proprietor of a certified public accountant practice. He had worked for various international accounting firms, corporation and consultant company in Hong Kong. He has working experience which covered audit and assurance, internal controls, accounting and information technology.

He was appointed as an independent non-executive director of Gome Finance Technology Co., Ltd. (stock code: 628), a company listed on the Main Board of the Stock Exchange, on 1 June 2010 and resigned effective from 31 October 2016.

Save as disclosed above, Mr. Poon did not hold any directorship in other listed public companies in the last three years.

獨立非執行董事 (續)

潘偉開先生，54歲，於二零一四年十月十日獲委任為獨立非執行董事。彼於嶺南學院（現稱為嶺南大學）畢業並取得會計學榮譽文憑，後於香港理工大學取得電子商貿理學碩士學位。彼為香港會計師公會及英格蘭及威爾士特許會計師公會成員。彼現為一家會計師事務所東主。彼曾任職於香港多家跨國會計師行、企業及顧問公司。彼之工作經驗涉及審計與認證、內部監控、會計及資訊科技。

彼於二零一零年六月一日獲委任為國美金融科技有限公司（股份代號：628）之獨立非執行董事，並於二零一六年十月三十一日起辭任，該公司為聯交所主板上市公司。

除上文所披露者外，潘先生於過往三年內並無於其他上市公眾公司擔任任何董事職務。

DIRECTORS' REPORT

董事會報告

The Directors present their report and the audited financial statements for the year ended 31 December 2018.

PRINCIPAL ACTIVITY

The principal activity of the Company is to act as an investment holding company. The principal activities of its subsidiaries are set out in note 37 to the consolidated financial statements. The Group principally invests in listed and unlisted companies mainly in Hong Kong, the United States, and Canada.

BUSINESS REVIEW

The Group's business review, discussion and analysis of the development, operating performance and financial position and particulars of important events affecting the Group that have occurred since the end of the year ended 31 December 2018 are set out in sections headed "Chairman's Statement", "Management Discussion and Analysis" and "Financial Summary" on page 4 to 5, pages 6 to 22 and page 192 respectively. Such discussions constitute an integral part of this report.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December, 2018 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 69 to 70 of this report.

The Directors do not recommend the payment of any dividend for the year ended 31 December 2018 (2017: Nil).

SHARE CAPITAL

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

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 29 to the consolidated financial statements and in the consolidated statement of changes in equity, respectively.

董事提呈截至二零一八年十二月三十一日止年度之報告及經審核財務報表。

主要業務

本公司之主要業務為從事投資控股公司活動。其附屬公司之主要業務載於綜合財務報表附註37。本集團主要投資於香港、美國及加拿大之上市及非上市公司。

業務回顧

本集團對發展、經營表現及財務狀況的業務回顧、討論及分析以及自截至二零一八年十二月三十一日止年度末起已發生且對本集團造成影響之重要事項詳情，分別載於第4至5頁、第6至22頁及第192頁之「主席報告」、「管理層討論及分析」及「財務概要」各節。該等討論構成本報告不可或缺之一部份。

業績及分配

本集團截至二零一八年十二月三十一日止年度之業績載於本報告第69至70頁之綜合損益及其他全面收益表。

董事不建議就截至二零一八年十二月三十一日止年度派發任何股息（二零一七年：無）。

股本

本公司股本變動之詳情載於綜合財務報表附註25。

儲備

本公司及本集團儲備於年內之變動詳情分別載於綜合財務報表附註29及綜合權益變動表。

DISTRIBUTABLE RESERVES OF THE COMPANY

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- (a) it is, or would after payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium.

In the opinion of the Directors, the Company's reserves available for distribution to shareholders as at 31 December 2018 including contributed surplus amounted to approximately HK\$173,825,000 (as at 31 December 2017: HK\$275,500,000).

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group and the Company are set out in note 15 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's bye-laws and there is no restriction against such right under the laws of the Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders of the Company.

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

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

本公司之可供分派儲備

根據百慕達一九八一年公司法（經修訂），本公司之實繳盈餘賬可供分派。然而，本公司於下列情況下不得自實繳盈餘中撥款宣派或支付股息或作出分派：

- (a) 本公司現時或於作出分派後無法償還到期負債；或
- (b) 本公司資產之可變現價值會因而低於其負債及已發行股本與股份溢價之總值。

董事認為，於二零一八年十二月三十一日，本公司可供分派予股東的儲備（包括實繳盈餘）約為173,825,000港元（於二零一七年十二月三十一日：275,500,000港元）。

物業、廠房及設備

本集團及本公司之物業、廠房及設備變動詳情載於綜合財務報表附註15。

優先購股權

本公司之細則概無有關優先購股權之規定，而百慕達法律亦無有關該等權利之限制，要求本公司須按本公司現有股東之持股比例向彼等提呈發售新股。

購買、出售或贖回本公司之上市證券

年內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

DIRECTORS' REPORT

董事會報告

DIRECTORS

The Directors who held office during the year and up to the date of this report were as follows:

Executive Directors:

Mr. Mung Kin Keung (*Chairman*)
Mr. Mung Bun Man, Alan (*Chief Executive Officer*)

Independent Non-executive Directors:

Mr. Fung Wai Ching
Mr. Lei Seng Fat
Mr. Poon Wai Hoi, Percy

The term of office of each Director are subject to retirement by rotation in accordance with the Company's bye-laws (the "Bye-laws").

In accordance with Bye-law 84(1) of the Bye-laws, Mr. Mung Kin Keung and Mr. Fung Wai Ching, will retire from office of Director by rotation at the forthcoming annual general meeting of the Company (the "AGM") and, being eligible, offer themselves for re-election at the AGM.

All other remaining Director shall continue in office.

DIRECTORS' SERVICE CONTRACTS

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

董事

年內及截至本報告日期之在任董事如下：

執行董事：

蒙建強先生 (*主席*)
蒙品文先生 (*行政總裁*)

獨立非執行董事：

馮維正先生
李成法先生
潘偉開先生

各董事須依照本公司之公司細則（「細則」）輪席告退。

依據細則第84(1)條，蒙建強先生及馮維正先生將於本公司應屆股東週年大會（「股東週年大會」）輪席告退，惟符合資格並願於股東週年大會上膺選連任。

所有其他餘下董事須繼續留任。

董事之服務合約

擬於應屆股東週年大會上膺選連任之董事概無訂有本集團於一年內不付賠償（法定賠償除外）則不可終止之服務合約。

DIRECTORS' INTERESTS IN CONTRACT OF SIGNIFICANCE

On 29 February 2016, Excellent Mind Investments Limited, which is owned as to 60% to Mr. Mung Kin Keung and 40% as to Mr. Mung Bun Man, Alan, both of them are executive director of the Company, became a substantial shareholder of the Global Mastermind Holdings Limited ("GMHL"). On 22 September 2016, Hope Master Investments Limited ("Hope Master"), an indirect wholly-owned subsidiary of the GMHL entered into an agreement with the Company to replace the 2015 GMHL Agreement (the "2016 Hope Master Agreement"). Pursuant to the 2016 Hope Master Agreement, Hope Master provided management and administrative services to the Company for the period from 23 September 2016 to 30 September 2018. During the period from 1 January 2018 to 30 September 2018, the Group paid management and administrative expenses of approximately HK\$2,865,000.

On 12 October 2018, Hope Master entered into a tenancy agreement with the Company (the "Hope Master Tenancy Agreement"). Pursuant to the Hope Master Tenancy Agreement, Hope Master provided rental office to the Company for the period from 15 October 2018 to 14 October 2021 (both days inclusive). During the period from 15 October 2018 to 31 December 2018, the Group paid rental expense of approximately HK\$506,000.

董事於重大合約之權益

於二零一六年二月二十九日，Excellent Mind Investments Limited（由蒙建強先生及蒙品文先生擁有60%及40%，兩者均為本公司執行董事）成為Global Mastermind Holdings Limited環球大通集團有限公司*（「環球大通」）之主要股東。於二零一六年九月二十二日，Hope Master Investments Limited（「Hope Master」，環球大通之間接全資附屬公司）與本公司訂立一份協議取代二零一五年環球大通協議（「二零一六年Hope Master協議」）。根據二零一六年Hope Master協議，Hope Master向本公司提供管理及行政服務，期限為二零一六年九月二十三日起至二零一八年九月三十日止。於二零一八年一月一日至二零一八年九月三十日期間，本集團支付管理及行政支出約2,865,000港元。

於二零一八年十月十二日，Hope Master與本公司訂立一份租賃協議（「Hope Master租賃協議」）。根據Hope Master租賃協議，Hope Master向本公司提供租賃辦公室，期限為二零一八年十月十五日至二零二一年十月十四日（包括首尾兩日）止。於二零一八年十月十五日至二零一八年十二月三十一日期間，本集團支付租金開支約506,000港元。

* 僅供識別

DIRECTORS' REPORT

董事會報告

DIRECTORS' INTERESTS IN CONTRACT OF SIGNIFICANCE (CONTINUED)

On 12 October 2018, Famous Flamingo Limited ("Famous Flamingo"), another indirect wholly-owned subsidiary of GMHL, entered into a tenancy agreement with the Company (the "Famous Flamingo Tenancy Agreement"). Pursuant to the Famous Flamingo Tenancy Agreement, Famous Flamingo provided rental office to the Company for the period from 15 October 2018 to 14 October 2021 (both days inclusive). During the period from 15 October 2018 to 31 December 2018, the Group paid rental expense of approximately HK\$285,000.

During the year ended 31 December 2018, the Group paid commission and other handling charge of approximately HK\$91,000 to Global Mastermind Securities Limited, a wholly-owned subsidiary of the GMHL.

During the year ended 31 December 2018, the Group received managerial and administrative service income with the amount of approximately HK\$137,000 from GMHL.

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

As at 31 December 2018, the interests and short positions of the Directors in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were deemed or taken to have under such provisions of the SFO) or which were required to be and were recorded in the register required to be kept pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") as follows:

董事於重大合約之權益 (續)

於二零一八年十月十二日，環球大通的另一間間接全資附屬公司Famous Flamingo Limited (「Famous Flamingo」)與本公司訂立租賃協議 (「Famous Flamingo租賃協議」)。根據Famous Flamingo租賃協議，Famous Flamingo向本公司提供租賃辦公室，期限為二零一八年十月十五日至二零二一年十月十四日 (包括首尾兩日)止。於二零一八年十月十五日至二零一八年十二月三十一日期間，本集團已支付租金開支約285,000港元。

於截至二零一八年十二月三十一日止年度，本集團向環球大通一間全資附屬公司，環球大通證券有限公司支付佣金及其他手續費約91,000港元。

於截至二零一八年十二月三十一日止年度，本集團收到環球大通支付之管理及行政服務收益約137,000港元。

董事及主要行政人員於本公司及任何相聯法團之股份、相關股份及債券內之權益及淡倉

於二零一八年十二月三十一日，董事於本公司或其任何相聯法團 (定義見證券及期貨條例 (「證券及期貨條例」) 第XV部) 之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯合交易所有限公司 (「聯交所」) 之權益及淡倉 (包括根據證券及期貨條例之該等條文彼等被視為或被當作擁有之權益及淡倉)，或須記入及已記入按證券及期貨條例第352條存置之登記冊內之權益及淡倉，或根據聯交所證券上市規則 (「上市規則」) 之上市發行人董事進行證券交易之標準守則 (「標準守則」) 須另行知會本公司及聯交所之權益及淡倉如下：

DIRECTORS' REPORT

董事會報告

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ANY ASSOCIATED CORPORATIONS (CONTINUED)

董事及主要行政人員於本公司及任何相聯法團之股份、相關股份及債券內之權益及淡倉(續)

Interests in Shares and underlying Shares of the Company

於本公司股份及相關股份之權益

Name of Director 董事姓名	Capacity 身份	Number of shares held 所持股份數目		Number of share options held 所持購股權數目	Total interests 權益總額	Percentage of total issued shares as at 31 December 2018 於二零一八年十二月三十一日 佔已發行股份總數之百分比 (Note 4) (附註4)	Notes 附註
		Personal interests 個人權益	Corporate interests 法團權益				
Mung Kin Keung	Beneficial owner 實益擁有人	53,696,000	-	-	53,696,000	7.67%	1
蒙建強	Interest in controlled corporation 於受控制法團之權益	-	104,858,000	-	104,858,000	14.97%	2
	Beneficial owner 實益擁有人	-	-	581,802	581,802	0.08%	3

Notes:

附註:

- | | | | |
|---|---|---|--|
| 1 | These shares were registered in the name of Mr. Mung Kin Keung ("Mr. Mung"). | 1 | 該等股份乃以蒙建強先生(「蒙先生」)之名義註冊。 |
| 2 | These shares were registered in the name of and were beneficially owned by China Tian Di Xing Logistics Holdings Limited ("TDX"), a company in which Mr. Mung, an executive Director and the chairman of the Company, holds 99.99% equity interests and Ms. Sin Lai Ni, spouse of Mr. Mung holds 0.01% equity interest. Therefore, Mr. Mung is deemed to have an interest in the shares in which TDX is interested. | 2 | 該等股份乃以中國天地行物流控股集團有限公司(「天地行」,一間本公司執行董事及主席蒙先生持有99.99%股權及蒙先生之配偶冼麗妮女士持有0.01%股權之公司)之名義註冊及為之實益擁有。因此,蒙先生被視作擁有該等由天地行擁有權益之股份權益。 |
| 3 | These represented the share options granted by the Company to the respective directors, the details of which are provided in the section headed "Share Option Scheme" in this report. | 3 | 指本公司授予各董事之購股權,有關詳情載於本報告「購股權計劃」一節。 |
| 4 | The percentage is calculated on the basis of 700,333,925 shares of the Company in issue as at 31 December 2018. | 4 | 該百分比乃基於本公司於二零一八年十二月三十一日已發行700,333,925股股份而計算。 |

DIRECTORS' REPORT

董事會報告

SHARE OPTION SCHEME

Particulars of the Company's share option scheme are set out in note 27 to the consolidated financial statements.

The particulars of movement of the share options outstanding during the year are as follows:

Grantees	Date of grant of share option	Expiry date of share options	Exercise price per share	Balance as at 1 January 2018 於二零一八年一月一日結餘 No. of share options 購股權數目	Balance as at 31 December 2018 於二零一八年十二月三十一日結餘 No. of share options 購股權數目
承授人	購股權授出日期	購股權屆滿日期	每股行使價		
			HK\$ 港元		
Director 董事					
Mung Kin Keung 蒙建強	15.4.2011	14.04.2021	9,748	581,802	581,802
Other grantees in aggregate 其他承授人合計	15.4.2011	14.04.2021	9,748	318,606	318,606
				900,408	900,408

On 15 April 2011, the Company granted 144,000,000 share options to the grantees under the New Scheme at the exercise price of HK\$0.27 each. The share options are exercisable for the period from 15 April 2011 to 14 April 2021 (both dates inclusive).

The grant of 21,000,000 share options to Mr. Mung Kin Keung was approved by the independent shareholders of the Company at an extraordinary general meeting of the Company held on 15 June 2011.

During the year ended 31 December 2018, no share option was granted, exercised, lapsed or cancelled.

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

At no time during the period 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 in, or debentures of the Company or any other body corporate.

購股權計劃

有關本公司購股權計劃之詳情載於綜合財務報表附註27。

於年內，尚未行使之購股權之變動詳情如下：

於二零一一年四月十五日，本公司根據新計劃授予承授人144,000,000份購股權，行使價為每份0.27港元。購股權可於二零一一年四月十五日至二零二一年四月十四日（包括首尾兩日）期間內行使。

授予蒙建強先生21,000,000份購股權已在本公司於二零一一年六月十五日舉行之股東特別大會上獲得本公司獨立股東批准。

截至二零一八年十二月三十一日止年度，概無購股權獲授出、行使、失效或註銷。

購買股份或債券之安排

本公司或其任何附屬公司於期內任何時間概無以合約方之身份訂立任何安排，致使董事可藉購買本公司或任何其他法團之股份或債券而獲利益。

SUBSTANTIAL SHAREHOLDER'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2018, so far as is known to the Directors and the chief executive of the Company, and based on the public records filed on the website of the Stock Exchange and records kept by the Company, the interest and short positions of the persons or corporations (other than the Directors and chief executive of the Company) in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, or were directly or indirectly, interest in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other members of the Group were as follows:

Long position in ordinary shares of HK\$0.01 each of the Company

Name of shareholder	Capacity/ Nature of interests	Number of ordinary shares of the Company held	Approximate percentage of the issued ordinary share capital of the Company 佔本公司 已發行普通股本之 概約百分比
股東名稱	身份／權益性質	所持本公司 普通股數目	
China Healthwise Holdings Limited 中國智能健康控股有限公司	Beneficial Owner 實益擁有人	195,500,000	27.92%

The percentage is calculated on the basis of 700,333,925 shares of the Company in issue as at 31 December 2018.

OTHER INTERESTS DISCLOSEABLE UNDER THE SFO

Save as disclosed above, so far as is known to the Directors, there is no other person who has an interest or short position in the shares and underlying shares that is discloseable under Section 336 of the SFO.

主要股東於本公司股份及相關股份之權益及淡倉

於二零一八年十二月三十一日，就董事及本公司主要行政人員所知，及根據聯交所網站備存之公開記錄及本公司保存之記錄，以下人士或法團（董事及本公司主要行政人員除外）於本公司之股份或相關股份中擁有根據證券及期貨條例第336條已記入本公司根據該條例須存置之登記冊內之權益及淡倉，或直接或間接擁有附帶權利可於任何情況下在本公司或本集團任何其他成員公司之股東大會上投票之任何類別股本面值5%或以上之權益如下：

於本公司每股面值0.01港元之普通股之好倉

Name of shareholder	Capacity/ Nature of interests	Number of ordinary shares of the Company held	Approximate percentage of the issued ordinary share capital of the Company 佔本公司 已發行普通股本之 概約百分比
股東名稱	身份／權益性質	所持本公司 普通股數目	
China Healthwise Holdings Limited 中國智能健康控股有限公司	Beneficial Owner 實益擁有人	195,500,000	27.92%

百分比乃根據於二零一八年十二月三十一日本公司已發行700,333,925股股份之基準計算。

證券及期貨條例項下之其他權益披露

除上文所披露者外，就董事所知，概無其他人士於股份及相關股份中擁有根據證券及期貨條例第336條須予披露之權益或淡倉。

DIRECTORS' REPORT

董事會報告

DIVIDEND POLICY

On 31 December 2018, the Company announced that the Board had approved and adopted a dividend policy (the "Dividend Policy").

Under the Dividend Policy, the Company does not have any pre-determined dividend payout ratio. The declaration, payment and amount of dividends are subject to the Board's discretion having regard to the following factors:

- (a) the earnings, financial condition, capital requirements and future plans of the Group;
- (b) the Shareholders' interests;
- (c) the economic outlook;
- (d) the contractual restrictions on the payment of dividends by the Company to the Shareholders;
- (e) the statutory and regulatory restrictions on the payment of dividends by the Company; and
- (f) any other factors the Board may consider relevant.

The Board shall review the Company's dividend policy from time to time and may take any amendments that it deems necessary or desirable.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has complied with the requirements under Rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules. The Company has received confirmation of independence from all 3 INEDs, namely Mr. Poon Wai Hoi, Percy, Mr. Fung Wai Ching and Mr. Lei Seng Fat in accordance with Rules 3.13 of the Listing Rules.

The Board has reviewed the independence of all INEDs and concluded that all of them are independent within the definition of the Listing Rules. Furthermore, the Board is not aware of the occurrence of any events which would cause it to believe that the independence of any of the INED has been impaired up to the date of this report.

股息政策

於二零一八年十二月三十一日，本公司宣佈董事會已批准就採納股息政策（「股息政策」）。

根據股息政策，本公司並無任何預先釐定之派息比率。股息之宣派、派付及數額由董事會酌情決定並考慮以下因素：

- (a) 本集團之盈利、財務狀況、資本要求及未來計劃；
- (b) 股東之利益；
- (c) 經濟前景；
- (d) 本公司向股東派付股息之合約規限；
- (e) 本公司派付股息之法定及監管規限；及
- (f) 董事會可能認為有關之任何其他因素。

董事會須不時檢討本公司之股息政策，並可能採取其認為必要或合宜之任何修訂。

獨立非執行董事之獨立性

本公司已遵守上市規則第3.10(1)、3.10(2)及3.10A條之規定。本公司已接獲全部3名獨立非執行董事（即潘偉開先生、馮維正先生及李成法先生）根據上市規則第3.13條發出之獨立性確認。

董事會已審視全體獨立非執行董事的獨立性，並認為彼等均屬上市規則所界定之獨立人士。此外，截至本報告日期，董事會並不知悉已發生任何事項，致使其相信任何一位獨立非執行董事之獨立性受損。

PUBLIC FLOAT

On the basis of information that is publicly available to the Company and within the knowledge of the Directors at the date of this report, the Company has complied with the public float requirement of the Listing Rules for the year ended 31 December 2018.

COMPETING INTERESTS

As at 31 December 2018, none of the Directors, substantial shareholders of the Company nor any of their respective associates (as defined in the Listing Rules) had any interest in a business which causes or may cause competes or may cause any significant competition with the business of the Group.

MANAGEMENT CONTRACTS

During the year under review, no management and administrative contracts regarding the entire or any major businesses of the Company have been entered into or have existed.

RETIREMENT BENEFITS SCHEME

The Group provides a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance to all staff. Under the MPF Scheme, employer and employees are each required to make mandatory contributions to the MPF Scheme and contributions to the MPF Scheme vested immediately.

EVENTS AFTER REPORTING PERIOD

The Group and the Company did not have any significant events after the reporting date.

AUDITORS

The consolidated financial statements for the year ended 31 December 2018 have been audited by HLB Hodgson Impey Cheng Limited ("HLB") who will retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of HLB as auditors of the Company is to be proposed at the AGM.

By order of the Board

Mung Kin Keung

Director

Hong Kong, 29 March 2019

公眾持股量

依據本公司可公開獲得之資料及據董事於本報告日期所知悉，本公司於截至二零一八年十二月三十一日止年度已遵守上市規則之公眾持股量規定。

競爭權益

於二零一八年十二月三十一日，董事、本公司主要股東或任何彼等各自之聯繫人士（定義見上市規則）概無於與本集團業務構成或可能構成競爭或可能構成任何重大競爭之業務中擁有任何權益。

管理合同

回顧年度內，概無訂立或存在關乎本公司全部或任何重大業務的管理及行政合同。

退休福利計劃

本集團根據香港強制性公積金計劃條例為全體員工提供界定供款強積金退休福利計劃（「強積金計劃」）。根據強積金計劃，僱主及僱員須分別向強積金計劃作出強制性供款且強積金計劃供款會即時歸屬。

報告期後事項

本集團及本公司於報告日期後並無任何重大事項。

核數師

國衛會計師事務所有限公司（「國衛」）已審核截至二零一八年十二月三十一日止年度之綜合財務報表。國衛將退任並合資格獲續聘。一項有關續聘國衛為本公司核數師之決議案將於股東週年大會上獲提呈。

承董事會命

董事

蒙建強

香港，二零一九年三月二十九日

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company is dedicated to maintain a credible framework of corporate governance with a view to being transparent, open and accountable to the shareholders of the Company (the “Shareholders”).

CORPORATE GOVERNANCE PRACTICES

The Company has applied the principles and adopted code provisions set out in the Corporate Governance Code (the “CG Code”) in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) as its own code on corporate governance practices. The current practices will be reviewed and updated regularly to follow the latest practices in corporate governance.

In the opinion of the Board, the Company has complied with the code provisions of the CG Code during the year, except for the following deviations:

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

Mr. Poon Wai Hoi, Percy, the INED, is not appointed for a specific term but is subject to retirement from office by rotation and re-election at least once every three years in accordance with the Bye-laws. As such, the Board considers that such provision is sufficient to meet the underlying objective of this code provision.

Each INED has, pursuant to the guidelines set out in Rule 3.13 of the Listing Rules, confirmed he is independent of the Company and the Company also considers that they are independent. The term of office of each INED is not more than three years from date of appointment subject to the requirement that one-third of all the directors shall retire from office by rotation at each annual general meeting pursuant to the Bye-laws.

本公司致力維持確實有效之企業管治架構，對本公司股東（「股東」）具有透明度、開放性及問責性。

企業管治常規

本公司已採用香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄14所載之企業管治守則（「企業管治守則」）之原則及採納守則條文為其本身之企業管治常規守則。本公司將定期審閱及更新現行之常規，以緊跟企業管治之最新發展。

董事會認為本公司於本年度內一直遵守企業管治守則之守則條文，惟下列偏離情況除外：

- 企業管治守則之守則條文第A.4.1條訂明，非執行董事應按特定任期獲委任，並須接受重選。

獨立非執行董事潘偉開先生並非按特定任期委任，惟彼須根據公司細則最少每三年輪席退任及接受重選一次。因此，董事會認為，有關條文足以符合此守則條文之相關宗旨。

每名獨立非執行董事已根據上市規則第3.13條之指引確認彼獨立於本公司，且本公司亦認為彼等具備獨立性。每名獨立非執行董事之任期自被委任之日開始不超過三年，且所有董事之三分之一須根據細則於每屆股東週年大會上輪席退任。

CORPORATE GOVERNANCE PRACTICES (CONTINUED)

- The code provision D.1.4 of the CG Code provides that issuers should have formal letters of appointment for directors setting out the key terms and conditions of their appointment. The Company did not have formal letters of appointment for Directors (except Mr. Mung Kin Keung, Mr. Lei Seng Fat and Mr. Fung Wai Ching). However, the Directors shall be subject to retirement by rotation in accordance with the Bye-laws. In any event, all Directors, including those without a letter of appointment, must retire by rotation in the manner prescribed under the Bye-laws, and on re-election of the retiring Directors, shareholders of the Company are given information that is reasonably necessary for them to make an informed decision on the reappointment of the relevant Directors. In addition, the Directors are required to refer to the guidelines set out in “A Guide on Directors’ Duties” issued by the Companies Registry and “Guidelines for Directors” and “Guide for Independent Non-executive Directors” (if applicable) published by the Hong Kong Institute of Directors in performing their duties and responsibilities as Directors. Besides, the Directors are required to comply with the requirements under statute and common law, the Listing Rules, legal and other regulatory requirements and the Company’s business and governance policies.
- The code provision E.1.2 of the CG Code states that the chairman of the Board should attend the annual general meeting of the Company.

Due to other business commitment, the chairman of the Board (the “Chairman”), Mr. Mung Kin Keung, was unable to attend the annual general meeting held on 7 June 2018 (the “2018 AGM”). However, arrangements including the attendance of another member of the Board had been in place to ensure the 2018 AGM was in order.

企業管治常規 (續)

- 企業管治守則守則條文第D.1.4條規定，發行人應有載有委任之主要條款與條件之正式董事委任書。本公司除蒙建強先生、李成法先生及馮維正先生外，並無正式之董事委任書。惟董事須按照公司細則輪值告退。在任何情況下，所有董事，包括該等沒有委任書之董事，必須根據公司細則所規定的方式輪值退任，以及重選退任董事時，就有關董事續聘事宜提供合理且必要的資訊予本公司股東以便其做出明智的決定。此外，董事須依照載於公司註冊處刊發之《董事責任指引》及香港董事學會出版之《董事指引》及《獨立非執行董事指南》（如適用）之指引，履行其作為董事之職務及職責。另外，董事須遵守法規及普通法、上市規則、法律及其他監管規定以及本公司之業務及管治政策之規定。
- 企業管治守則之守則條文第E.1.2條訂明，董事會主席應出席本公司股東週年大會。

由於其他業務承諾，董事會主席（「主席」）蒙建強先生未能出席於二零一八年六月七日舉行的股東週年大會（「二零一八年股東週年大會」）。然而，已作出安排（包括董事會另一成員出席大會）以確保二零一八年股東週年大會按程序舉行。

CORPORATE GOVERNANCE REPORT

企業管治報告

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 of the Listing Rules as the codes of conduct regarding securities transactions by directors and by relevant employees (as defined in the Code). All directors have confirmed, following specific enquiry by the Company, that they fully complied with the Model Code during the year.

THE BOARD

The Board currently consists of two executive Directors and three INEDs.

Composition

Executive Directors:

Mr. Mung Kin Keung (*Chairman*)
Mr. Mung Bun Man, Alan (*Chief Executive Officer*)

Independent Non-executive Directors:

Mr. Fung Wai Ching
Mr. Lei Seng Fat
Mr. Poon Wai Hoi, Percy

The number of INEDs is 60% of the Board membership. One INED have the appropriate professional accounting experience and expertise. The Board has a balance of skills and experience appropriate for the requirements of the business of the Company. The names and biographical details of each director are disclosed on pages 23 to 27 of this Annual Report. Mr. Mung Kin Keung is the father of Mr. Mung Bun Man, Alan. Saved as disclosed, there is no other relationship (including financial, business, family or other material/relevant relationship) among the Board members.

董事證券交易標準守則

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）為董事及相關僱員（定義見守則）進行證券交易之行為守則。經本公司作出特定諮詢後，所有董事已確認彼等已於本年度充分遵守標準守則。

董事會

董事會現時由兩名執行董事及三名獨立非執行董事組成。

組成

執行董事：

蒙建強先生（主席）
蒙品文先生（行政總裁）

獨立非執行董事：

馮維正先生
李成法先生
潘偉開先生

獨立非執行董事人數為董事會成員人數之60%。一名獨立非執行董事擁有適當專業會計經驗及專長。董事會具備本公司業務所需之均衡技術及經驗。本年報第23至27頁披露每位董事之姓名及履歷詳情。蒙建強先生為蒙品文先生之父親。除所披露者外，董事會成員間並無任何其他關係（包括財務、業務、家族或其他重大／相關關係）。

THE BOARD (CONTINUED)

Roles and functions of the Board and the management

The Board is responsible both for how the Company is managed and the Company's direction. Approval of the Board is required for the strategy of the Group, major acquisition and disposal, major capital investment, dividend policy, appointment and retirement of Directors, remuneration policy and other major operational and financial matters. In addition, the Board has also delegated various responsibilities to the audit committee (the "Audit Committee"), the remuneration committee (the "Remuneration Committee"), the nomination committee (the "Nomination Committee") and the investment committee ("Investment Committee") of the Company. Further details of these committees are set out in this report.

During the year, the management had provided all members of the Board with monthly updates giving a balanced and understandable assessment of the Company's performance and position to enable the Board as a whole and each Director to discharge their duties under the Listing Rules.

During scheduled meetings of the Board, the Board discusses and formulates the overall strategies of the Group, monitors financial performances and discusses the annual and interim results, as well as discusses and decides on other significant matters.

The Board is also responsible for performing the corporate governance duties as required under the CG Code. The major roles and functions of the Board in respect of the corporate governance are:

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

董事會 (續)

董事會及管理層之角色及職能

董事會負責管理本公司及指導本公司的運作。制訂本集團策略、重大收購及出售、重大資本投資、股息政策、董事之委任及退任、薪酬政策及其他重大經營及財務事項均須獲得董事會批准。此外，董事會亦向本公司審核委員會（「審核委員會」）、薪酬委員會（「薪酬委員會」）、提名委員會（「提名委員會」）及投資委員會（「投資委員會」）轉授多項職責。該等委員會之進一步詳情載於本報告。

年內，管理層透過對本公司表現及狀況給予均衡而易理解之評估向董事會所有成員提供每月最新情況，以使董事會（作為一個整體）及各董事根據上市規則履行職責。

於董事會已既定會議期間，董事會將討論並制定本集團之整體策略、監督財務表現並討論年度及中期業績，以及討論及決定其他重大事項。

董事會亦須履行企業管治守則所規定企業管治責任。董事會在企業管治方面之主要角色及職能為：

- 制訂及檢討本公司政策及企業管治常規；
- 檢討及監察董事及高級管理人員之培訓及持續專業發展；
- 檢討及監察本公司政策及常規在遵守法例及監管規定方面之情況；

CORPORATE GOVERNANCE REPORT

企業管治報告

THE BOARD (CONTINUED)

Roles and functions of the Board and the management (Continued)

- to develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors; and
- to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

The Board had considered the following corporate governance matters for the financial year 2018:

- review of the compliance with the CG Code; and
- review of the effectiveness of the internal controls and risk management systems of the Company through the Audit Committee.

The Company has arranged appropriate directors' and officers' liabilities insurance coverage for the Directors and officers of the Company.

董事會 (續)

董事會及管理層之角色及職能 (續)

- 制訂、檢討及監察適用於員工及董事之行為守則及合規手冊；及
- 檢討本公司對企業管治守則之遵守情況及企業管治報告之披露事項。

董事會已就二零一八年財政年度審議以下企業管治事項：

- 檢討企業管治守則之遵守情況；及
- 透過審核委員會檢討本公司內部控制及風險管理系統之有效性。

本公司已為其董事及高級管理人員安排投購合適之董事及高級管理人員責任保險。

THE BOARD (CONTINUED)

Roles and functions of the Board and the management (Continued)

The Board held 12 scheduled Board meetings during the year 2018. Due notice and board papers were given to all directors prior to the meeting in accordance with the Listing Rules and the CG Code. The Company Secretary of the Company (the "Company Secretary") assists the Chairman in drawing up the agenda of each Board meeting and each director may request inclusion of matters in the agenda. Generally, at least 14-day notice of a regular Board meeting is given and the Company aims at giving reasonable notice for all other Board meetings. The Company Secretary is responsible for taking minutes of Board meetings and Board committee meetings. Minutes of Board meetings and Board committees meetings are kept by the Company Secretary and are open for inspection by any Director/committee member. Details of individual attendance of Directors are set out below:

Attendance of individual directors at board meetings in 2018

Number of meetings	12
Executive Directors:	
Mr. Mung Kin Keung	12/12
Mr. Mung Bun Man, Alan	12/12
Independent Non-executive Directors:	
Mr. Fung Wai Ching	12/12
Mr. Lei Seng Fat	12/12
Mr. Poon Wai Hoi, Percy	12/12

The Board has established procedures to enable Directors, upon reasonable request, to seek independent professional advice in appropriate circumstances at the Company's expense.

董事會 (續)

董事會及管理層之角色及職能 (續)

於二零一八年董事會曾舉行12次已既定董事會會議。正式通知及董事會文件已按照上市規則及企業管治守則之規定於會議前寄予所有董事。本公司之公司秘書(「公司秘書」)協助主席草擬各董事會會議之議程，每位董事可要求於議程中加入其他事項。一般而言，召開董事會之定期會議須發出至少14日之通知，本公司亦致力就一切其他董事會會議發出合理通知。公司秘書負責記錄董事會及其轄下委員會會議之紀要。董事會及其轄下委員會會議之紀要由公司秘書保存，並供任何董事／委員會成員公開查閱。每位董事之出席率載列如下：

二零一八年董事會會議每位董事出席率

會議次數	12
執行董事：	
蒙建強先生	12/12
蒙品文先生	12/12
獨立非執行董事：	
馮維正先生	12/12
李成法先生	12/12
潘偉開先生	12/12

董事會已制訂程序，使董事可提出合理請求，於適當情況下尋求獨立專業意見，有關費用將由本公司支付。

CORPORATE GOVERNANCE REPORT

企業管治報告

THE BOARD (CONTINUED)

Directors' training and professional development

Directors' training is an ongoing process. Directors are continually updated on the latest development of the Listing Rules and other regulatory requirements to ensure compliance and upkeep of good corporate governance practice. Directors are also encouraged to participate in continuous professional development to develop and refresh their knowledge and skills.

The Company had received record of trainings from each Director relating to development and refreshment of their knowledge and skills. The participation by individual Directors in the continuous professional development is recorded in the table below:

董事會 (續)

董事培訓及專業發展

董事培訓為一個持續過程。本公司會不斷向董事提供有關上市規則及其他監管規定的最新發展，以確保遵守及維持良好的企業管治常規。本公司亦鼓勵董事參與持續專業發展，以發展並更新彼等之知識及技能。

本公司已收到各董事有關發展及更新其知識及技能之培訓記錄。各董事參與持續專業發展之記錄載於下表：

Reading materials relating to rules and regulations and/or attending trainings and seminars 閱讀有關規則及規例之材料及／或參加培訓及研討會

Executive Directors:

Mr. Mung Kin Keung
Mr. Mung Bun Man, Alan

執行董事：

蒙建強先生
蒙品文先生

✓
✓

Independent Non-executive Directors:

Mr. Fung Wai Ching
Mr. Lei Sang Fat
Mr. Poon Wai Hoi, Percy

獨立非執行董事：

馮維正先生
李成法先生
潘偉開先生

✓
✓
✓

THE BOARD (CONTINUED)

Chairman and Chief Executive Officer

The roles of chairman and chief executive officer are separate and are not held by the same individual exercised by different individuals to ensure their independence, accountability and responsibility. Mr. Mung Kin Keung is the chairman of the Company. Mr. Mung Bun Man, Alan is the chief executive officer of the Company. The chairman provides leadership for the Board and the direction of the Group. The chief executive officer has overall chief executive responsibility for the Group's business development.

During the year, the chairman of the Company met with the INEDs without the presence of the executive Directors.

Appointment and re-election of directors

Appointment of new Directors is a matter for consideration by the Nomination Committee. The Nomination Committee will review the profiles of the candidates and make recommendations to the Board on the appointment, nomination and retirement of directors.

According to the Bye-laws, any director so appointed by the Board shall hold office, in the case of filling a casual vacancy, only until the next following general meeting of the Company or, in the case of an addition to their number, until the next following annual general meeting of the Company who shall then be eligible for re-election at such general meeting. Every Director is subject to retirement by rotation at least once every three years.

Non-executive Directors

Except for Mr. Poon Woi Hai, Percy, all the non-executive Directors (including INEDs) have each signed a letter of appointment with the Company and have appointed for an initial term of one year commencing from the date of the letter of appointment unless terminated in accordance with the terms of the letter of appointment.

Mr. Poon Wai Hoi, Percy, is not appointed for specific term but subject to the requirement that one-third of all the Directors shall retire from office by rotation at each annual general meeting of the Company pursuant to the Bye-laws.

董事會 (續)

主席及行政總裁

為確保主席與行政總裁之獨立性、問責性及責任，彼等之角色已予區分，並由不同人士擔任。蒙建強先生擔任本公司主席。蒙品文先生擔任本公司行政總裁。主席負責領導董事會及本集團之發展方向。行政總裁則肩負行政總裁全部職務，負責本集團之業務發展。

年內，本公司主席在沒有執行董事在場之情況下與獨立非執行董事會面。

委任及重選董事

委任新董事之事宜由提名委員會審議。提名委員會將審查候選人之簡歷，並就董事之委任、提名及退任向董事會提出建議。

根據細則，任何為填補臨時空缺而獲董事會委任之董事，其任期至本公司下屆股東大會終止；若為增加董事會成員而獲委任之董事，其任期至本公司下屆股東週年大會屆滿，並有資格於該股東大會上膺選連任。每位董事須至少每三年輪值退任一次。

非執行董事

除潘偉開先生外，所有非執行董事（包括獨立非執行董事）均已與本公司簽立委任函件，初步任期由委任函件日期起計為期一年，惟根據委任函件之條款予以終止。

潘偉開先生並無特定任期，惟所有董事之三分之一須根據細則於本公司每屆股東週年大會上輪值退任。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES

To strengthen the functions of the Board and to enhance its expertise, there are three Board committees namely, the Audit Committee, the Remuneration Committee and the Nomination Committee formed under the Board, with each performing different functions. The terms of reference of the Audit Committee, the Remuneration Committee and the Nomination Committee are available on the websites of the Company and the Stock Exchange. In addition, following the expiration of the investment management agreement entered into between the investment manager and the Company on 30 June 2014, on 4 August 2014, an Investment Committee has been established to assist the Board in overseeing the Company's investment strategy and policies, and the establishment and working of internal control at the operational levels and ensure compliance with investment restrictions.

AUDIT COMMITTEE

The Audit Committee has been established with written terms of reference and currently comprises three INEDs. The Audit Committee is chaired by an INED with appropriate professional qualifications or accounting or related financial management expertise. The current members of the Audit Committee are Mr. Poon Wai Hoi, Percy (Chairman), Mr. Lei Seng Fat and Mr. Fung Wai Ching.

董事會轄下之委員會

為加強董事會職能並提高其技巧，已於董事會下設立三個董事委員會，即審核委員會、薪酬委員會及提名委員會，每個委員會履行不同職能。審核委員會、薪酬委員會及提名委員會之職權範圍載於本公司及聯交所之網站。此外，於投資經理與本公司在二零一四年六月三十日訂立之投資管理協議屆滿後，於二零一四年八月四日，投資委員會已經成立以協助董事會監督本公司之投資策略及政策，以及營運層面上內部控制之成立及運作以及確保遵守投資限制。

審核委員會

審核委員會已經成立並制訂書面職權範圍，現時由三名獨立非執行董事組成。審核委員會主席由一名獨立非執行董事擔任，該名獨立非執行董事須具備適當專業資質或會計或相關財務管理專長。審核委員會現時由潘偉開先生（主席）、李成法先生及馮維正先生組成。

AUDIT COMMITTEE (CONTINUED)

The major roles and functions of the Audit Committee include:

- to serve as a focal point for communication between other directors and the auditors in respect of the duties relating to financial and other reporting, internal controls, audits, and such other matters as the Board may determine from time to time;
- to review the appointment of auditors on an annual basis including the review of the audit scope and approval of the audit fees;
- to review the annual and interim financial statements prior to their approval by the Board, and recommend application of accounting policies and changes to the financial reporting requirements;
- to review the auditor's management letters (if any) and management's responses; and
- to assist the Board in fulfilling its responsibility by providing an independent review and supervision of financial reporting, by satisfying themselves as to the effectiveness of the internal controls and risk management of the Group and the adequacy of the audits.

審核委員會 (續)

審核委員會之主要角色及職能包括：

- 就有關財務及其他申報、內部監控、審核及按董事會不時決定之其他事項擔任其他董事與核數師之間之溝通橋樑；
- 年度檢討核數師之委任，包括檢討核數範圍及批准核數費用；
- 提交年度及中期財務報表予董事會批准前審閱該等報表，並就會計政策之應用及財務申報規定之變更提出建議；
- 審閱核數師致管理層之函件（如有）及管理層之回應；及
- 協助董事會履行職責，獨立檢討及監察財務申報事宜及確保本集團內部監控及風險管理之有效性及有足夠審核。

CORPORATE GOVERNANCE REPORT

企業管治報告

AUDIT COMMITTEE (CONTINUED)

Set out below is the major work performed by the Audit Committee during the year included, among other things, the following:

- to review the consolidated financial statements for the year ended 31 December 2018 and for the six months ended 30 June 2018;
- to review the effectiveness of the internal controls system and risk management; and
- to review and discuss with the external auditor over the financial reporting of the Company.

The Audit Committee held 3 meetings during the year. Details of individual attendance of its members are set out below:

Attendance of individual members at Audit Committee meetings in 2018

Number of meetings

3

Independent Non-executive Directors

Mr. Poon Wai Hoi, Percy

(Chairman of the Audit Committee)

3/3

Mr. Fung Wai Ching

3/3

Mr. Lei Seng Fat

3/3

審核委員會 (續)

以下載列審核委員會於年內所作主要工作，其中包括：

- 審閱截至二零一八年十二月三十一日止年度及截至二零一八年六月三十日止六個月之綜合財務報表；
- 檢討內部監控制度及風險管理之有效性；及
- 審閱本公司之財務報告並就此與外部核數師討論。

審核委員會於年內舉行3次會議。其每位成員出席率之詳請載列如下：

二零一八年審核委員會會議每位成員出席率

會議次數

3

獨立非執行董事

潘偉開先生

(審核委員會主席)

3/3

馮維正先生

3/3

李成法先生

3/3

REMUNERATION COMMITTEE

The Board has established the Remuneration Committee with written terms of reference, comprising three INEDs and the Chairman, which meets at least once a year.

The major roles and functions of the Remuneration Committee include:

- formulation of the remuneration policy, reviewing and recommending to the Board the annual remuneration policy;
- ensuring no Director is involved in deciding his own remuneration; and
- to consider of the remuneration of the Directors and senior management of the Group.

The Remuneration Committee held 3 meetings during the year. Details of individual attendance of its members are set out below:

Attendance of individual members at Remuneration Committee meeting in 2018

Number of meetings	3
Executive Director	
Mr. Mung Kin Keung	3/3
Independent Non-executive Directors	
Mr. Fung Wai Ching	3/3
Mr. Lei Seng Fat	3/3
Mr. Poon Wai Hoi, Percy	3/3

薪酬委員會

董事會已設立薪酬委員會並制定書面職權範圍，該委員會由三名獨立非執行董事及主席組成。薪酬委員會每年至少開會一次。

薪酬委員會之主要角色及職能包括：

- 制訂薪酬政策、檢討並向董事會提出年度薪酬政策建議；
- 確保概無董事參與釐定其自身薪酬；及
- 考慮董事及本集團高級管理層之薪酬。

薪酬委員會於年內舉行3次會議。其每位成員出席率之詳情載列如下：

二零一八年薪酬委員會會議每位成員出席率

會議次數	3
執行董事	
蒙建強先生	3/3
獨立非執行董事	
馮維正先生	3/3
李成法先生	3/3
潘偉開先生	3/3

CORPORATE GOVERNANCE REPORT

企業管治報告

NOMINATION COMMITTEE

The Board has established the Nomination Committee with written terms of reference, comprising three INEDs and the Chairman, which meets at least once a year.

The major roles and functions of the Nomination Committee include:

- to review the structure, size and composition of the Board;
- to assess the independence of INEDs;
- recommend to the Board on relevant matters relating to the appointment or reappointment of Directors and succession planning for Directors;
- to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection;
- to review the policy on Board diversity (the “Board Diversity Policy”) and any measurable objectives for implementing such Board Diversity Policy and to review the progress on achieving the objectives; and
- where the Board proposes a resolution to elect an individual as an Independent Non-executive Director at the general meeting, it should set out whenever elect an individual as an INED (i) the process used for identifying the individual and why the Board believes the individual and the reasons why it considers the individual to be independent; (ii) if the proposed Independent Non-executive Director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board; (iii) the perspectives, skills and experience that the individual can bring to the Board; and (iv) how the individual contributes to diversity of the Board in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting.

提名委員會

董事會已設立提名委員會並制定書面職權範圍，該委員會由三名獨立非執行董事及主席組成。提名委員會每年至少開會一次。

提名委員會之主要角色及職能包括：

- 檢討董事會結構、規模及組成；
- 評核獨立非執行董事之獨立性；
- 向董事會提出有關委任或重新委任董事及董事繼任方案之建議；
- 物色成為董事會成員的適宜合資格個人，甄選或就甄選向董事會提出建議；
- 檢討董事會多元化政策（「董事會多元化政策」）及實施董事會多元化政策的任何可計量目標和檢討達標程度；及
- 若董事會擬於股東大會上提呈決議案選任某人士為獨立非執行董事，則無論何時選任某人士為獨立非執行董事，有關股東大會通告所隨附的致股東通函及／或說明函件中，應該列明(i)用以物色該名人士的流程及董事會信任該名人士的理由以及董事會認為該名人士屬獨立人士的原因；(ii)如果候選獨立非執行董事將出任第七家（或以上）上市公司的董事，董事會認為該名人士仍可向董事會投入足夠時間的原因；(iii)該名人士可為董事會帶來的觀點、技能及經驗；及(iv)該名人士如何促進董事會成員多元化。

NOMINATION COMMITTEE (CONTINUED)

In considering the nomination of a new Director, the Nomination Committee will take into account the qualification, ability, working experience, leadership and professional ethics of the candidates. In determining the independence of directors, the Board follows the requirements set out in the Listing Rules. According to the Bye-laws, the Board has the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board subject to the recommendation of the Nomination Committee.

The Nomination Committee held 1 meeting during the year. Details of individual attendance of its members are set out below:

Attendance of individual members at Nomination Committee meeting in 2018

Number of meetings	1	會議次數	1
Executive Director		執行董事	
Mr. Mung Kin Keung	1/1	蒙建強先生	1/1
Independent Non-executive Directors		獨立非執行董事	
Mr. Fung Wai Ching	1/1	馮維正先生	1/1
Mr. Lei Seng Fat	1/1	李成法先生	1/1
Mr. Poon Wai Hoi, Percy	1/1	潘偉開先生	1/1

提名委員會 (續)

於考慮提名新董事時，提名委員會將考慮候選人之資歷、能力、工作經驗、領導能力及職業道德。於釐定董事獨立性時，董事會則依照上市規則所載之規定。根據細則，董事會有權不時及隨時委任任何人士出任董事，以填補空缺或增加董事會成員，惟須由提名委員會建議。

提名委員會於年內舉行1次會議。其每位成員出席率之詳情載列如下：

二零一八年提名委員會會議每位成員出席率

CORPORATE GOVERNANCE REPORT

企業管治報告

INVESTMENT COMMITTEE

The Board has established the Investment Committee with written terms of reference, comprising two executive Directors and the financial controller of the Company.

The major roles and functions of the Investment Committee include:

- to review, monitor, manage and control the existing investments;
- to seek, identify, explore, evaluate and appraise potential investments and performing those necessary due diligence exercises; and
- to report to the Board, illustrating its work undertaken.

The Investment Committee held 2 meetings during the year. Details of individual attendance of its members are set out below:

Attendance of individual members at Investment Committee meeting in 2018

Number of meetings	2
Executive Director	
Mr. Mung Kin Keung	2/2
Mr. Mung Bun Man, Alan	2/2
Financial Controller of the Company	
Mr. Wong Siu Hang	2/2

投資委員會

董事會已成立投資委員會並制訂書面職權範圍，由兩名執行董事及本公司財務總監組成。

投資委員會之主要角色及職能包括：

- 審核、監控、管理及控制現有投資；
- 尋找、識別、發掘、評估及評價潛在投資以及進行所須盡職審查；及
- 向董事會報告，描述其進行的工作。

投資委員會於年內舉行2次會議。其每位成員出席率之詳請載列如下：

二零一八年投資委員會會議每位成員出席率

會議次數	2
執行董事	
蒙建強先生	2/2
蒙品文先生	2/2
本公司財務總監	
黃紹恒先生	2/2

REMUNERATION POLICY

The remuneration policy of the Company is to ensure that all employees, including all directors, are sufficiently compensated for their efforts and time dedicated to the Company and remuneration offered is appropriate for their duties and in line with market practice. No Director, or any of his associates, and executive is involved in deciding his own remuneration.

Remuneration of Directors and Senior Management

The executive Directors are closely involved in and are directly responsible for all activities of the Group. The Board considers that the senior management comprises the executive directors.

Particulars regarding senior management and other Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in note 11 to the consolidated financial statements.

Senior Management's Remuneration

The remuneration paid to each of the senior management for the year fell within the following bands:

Nil – HK\$500,000	零至500,000港元	–
HK\$500,001 – HK\$1,000,000	500,001港元至1,000,000港元	1
HK\$1,000,001 – HK\$1,500,000	1,000,001港元至1,500,000港元	1
HK\$1,500,001 – HK\$2,000,000	1,500,001港元至2,000,000港元	–
HK\$2,000,001 – HK\$2,500,000	2,000,001港元至2,500,000港元	–
HK\$2,500,001 – HK\$3,000,000	2,500,001港元至3,000,000港元	–
HK\$3,000,001 – HK\$3,500,000	3,000,001港元至3,500,000港元	1
HK\$3,500,001 – HK\$4,000,000	3,500,001港元至4,000,000港元	–
HK\$4,000,001 – HK\$4,500,000	4,000,001港元至4,500,000港元	1

BOARD DIVERSITY POLICY

The Board adopted a board diversity policy which sets out the objectives and principle regarding board diversity for the benefits of achieving the Company's strategic objectives with a view of having a balanced diversity of both skills and experience and of perspective. Board appointments will be based on merit and candidates will be considered against measurable objectives, taking into account the Company's business and needs.

薪酬政策

本公司之薪酬政策為確保全體僱員（包括全體董事）之努力及對本公司投入之時間會得到足夠補償，而所提供之薪酬與有關職務匹配，並與市場慣例一致。董事或其任何聯繫人士及行政人員，均不得參與訂定其本身之薪酬。

董事及高級管理層薪酬

執行董事積極參與及直接負責本集團之所有業務。董事會認為高級管理層包括執行董事。

根據上市規則附錄16須予披露有關高級管理層及其他董事薪酬及五名最高薪酬僱員之詳情載於綜合財務報表附註11。

高級管理層薪酬

年內向各高級管理層支付之薪酬屬以下級別：

董事會多元化政策

董事會已出於達致本公司戰略目標之考量採納載有董事會多元化之目標及原則之董事會多元化政策，旨在於技能與經驗以及觀點方面具有適當多元化。經考慮本公司之業務及需求，董事會將任人唯賢，並根據可行目標考慮候選人。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD DIVERSITY POLICY (CONTINUED)

Selection of candidates will be based on a range of diversity criteria, including but not limited to gender, age, cultural and educational background, knowledge, professional experience and skills. The ultimate decision will be based on merit and the contribution that the selected candidates may bring to the Board.

The directors will consider and review the diversity of the Board and to set up, if appropriate, measureable objectives according to the Company's own business model and specific needs.

COMPANY SECRETARY

The Company Secretary supports the Board by ensuring good information flow within the Board and that board policy and procedures are followed. The Company Secretary is also responsible for advising the Board through the Chairman on corporate governance and the implementation of the CG Code. The Company Secretary is an employee of the Company and has day-to-day knowledge of the Group's affairs.

The Company Secretary reports to the Chairman and the Chief Executive Officer. All Directors also have access to the advice and services of the Company Secretary to ensure that all applicable laws, rules and regulations are followed. The selection, appointment and dismissal of the Company Secretary is subject to the Board approval.

The Company Secretary has confirmed that he has taken no less than 15 hours of relevant professional training during the year.

AUDITORS' REMUNERATION

During the year, total fees paid/payable to HLB Hodgson Impey Cheng Limited, the Company's auditors amounted to approximately HK\$430,000 and HK\$61,000 respectively for audit service, and other non-audit services provided by the auditors of the Company during the year.

董事會多元化政策 (續)

甄選人選將按一系列多元化準則為基準，包括但不限於性別、年齡、文化及教育背景、知識、專業經驗及技能。最終將按人選的長處及可為董事會作出的貢獻而作決定。

董事將考慮及檢討董事會之多元化狀況並根據本公司自身之業務模式及特定需求設立可行目標（如適用）。

公司秘書

公司秘書支援董事會，確保董事會成員之間資訊交流良好，以及董事會政策及程序得以遵循。公司秘書亦負責透過主席就企業管治及企業管治守則實施情況向董事會提供意見。公司秘書為本公司之僱員，熟知本集團之日常事務。

公司秘書向主席及行政總裁匯報。全體董事亦獲得公司秘書之建議及服務，以確保所有適用法律、規則及規例得以遵守。公司秘書之遴選、委任與撤職須經董事會批准。

公司秘書確認其已於年內接受不少於15小時之相關專業培訓。

核數師酬金

年內，就本公司核數師所提供之審核服務及其他非審核服務已付／應付予本公司之核數師國衛會計師事務所有限公司之總費用分別為約430,000港元及61,000港元。

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for the risk management and internal control systems of the Company and reviewing their effectiveness. The Board oversees the overall risk management of the Group and endeavors to identify risks, control impact of the identified risks and facilitate implementation of coordinated mitigating measures.

During the year, the Company has adopted and reviewed the effectiveness of the Group's internal control and risk management procedures which include the policies, procedures, monitoring and communication activities and standard of behaviour established for safeguarding the interests of the shareholders of the Company. The risk management and internal control systems of the Company aim to help achieving the Group's business objectives, safeguarding assets and maintaining proper accounting records for provision of reliable financial information. However, the design of the systems is to provide reasonable, but not absolute, assurance against material misstatement in the financial statements or loss of assets and to manage, rather than eliminate, the risks of failure when business objectives are being sought.

The processes used to identify, evaluate and manage significant risks by the Group are summarized as follows:

Risk Identification

- Identifies risks that may potentially affect the Group's business and operations.

Risk Assessment

- Assesses the risks identified by using the assessment criteria developed by the management; and
- Considers the impact and consequence on the business and the likelihood of their occurrence.

風險管理及內部監控

董事會負責本公司之風險管理及內部監控系統以及檢討其成效。董事會監督本集團整體風險管理，並致力於識別風險、監控已識別風險之影響及推動實行配合減輕風險之措施。

年內，本公司採納本集團之內部監控及風險管理程序，並檢討其成效。內部監控程序包括為保障本公司股東權益而制定之各項政策、程序、監管及訊息傳達事宜以及行為標準。本公司風險管理及內部監控系統旨在幫助本集團達致業務目標、保障資產及提供可靠財務資料以維持良好會計記錄。然而，該系統的設計只為提供合理而非完全防止財務報表出現重大陳述錯誤或資源損失提供保證，並對達成業務目標時之失敗風險進行管理而非消除有關風險。

本集團用於識別、評估及管理重大風險之程序概述如下：

風險識別

- 識別可能對本集團業務及營運構成潛在影響之風險。

風險評估

- 採用管理層制定之評估標準，評估已識別風險；及
- 考慮風險對業務之影響及後果以及出現風險可能性。

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL (CONTINUED)

Risk Response

- Prioritises the risks by comparing the results of the risk assessment; and
- Determines the risk management strategies and internal control processes to prevent, avoid or mitigate the risks.

Risk Monitoring and Reporting

- Performs ongoing and periodic monitoring of the risk and ensures that appropriate internal control processes are in place;
- Revises the risk management strategies and internal control processes in case of any significant change of situation; and
- Reports the results of risk monitoring to the management and the Board regularly.

The Company does not have an internal audit function and is currently of the view that there is no immediate need to set up an internal audit function within the Group in light of the size, nature and complexity of the Group's business. It was decided that the Board would be directly responsible for internal control of the Group and for reviewing its effectiveness during the year.

The Group has engaged APAC Compliance Consultancy and Internal Control Services Limited as its risk management and internal control review adviser ("the Adviser") to conduct the annual review of the risk management and internal control systems for the year ended 31 December 2018. Such review is conducted annually and the cycles to be reviewed are under rotation basis. The scope of review was previously determined and approved by the Board. The Adviser has reported findings and areas for improvement to the Audit Committee and management of the Company. The Board and Audit Committee are of the view that there are no material internal control deficiencies noted. All recommendations from the Adviser will be properly followed up by the Group to ensure that they are implemented within a reasonable period of time.

風險管理及內部監控 (續)

風險應對

- 透過比較風險評估之結果，排列風險處理次序；及
- 釐定風險管理策略及內部監控程序，以防止、避免或降低風險。

風險監察及匯報

- 持續並定期監察風險，並確保設有適當之內部監控程序；
- 於出現任何重大變動時，修訂風險管理策略及內部監控程序；及
- 向管理層及董事會定期匯報風險監察結果。

本集團並無內部審核功能及認為根據目前本集團業務之規模、性質及複雜性，毋須即時於本集團內設立內部審核功能。本集團決定年內董事會直接負責本集團之內部監控，並檢討其成效。

本公司已委聘亞太合規顧問及內控服務有限公司作為其風險管理及內部監控審閱顧問（「顧問」），以就截至二零一八年十二月三十一日止年度之風險管理及內部監控系統進行年度檢討。該檢討每年進行，並輪流檢討各個流程。檢討範圍先前已獲董事會釐定及審批。顧問已向審核委員會及本公司管理層匯報結果及有待改善的地方。董事會及審核委員會認為並無發現重大內部監控不足之處。顧問提供之所有建議均獲本集團適當跟進，以確保該等建議可於合理時間內執行。

RISK MANAGEMENT AND INTERNAL CONTROL (CONTINUED)

Risk Monitoring and Reporting (Continued)

The Company has a policy to assess the likely impact of any unexpected and significant event that may impact the price of the shares or their trading volume and to decide whether the relevant information is considered as inside information that needs to be disclosed as soon as reasonably practicable pursuant to Rules 13.09 and 13.10 of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

Based on its assessment which covers all material controls including financial, operational and compliance controls and risk management functions, the Board believes that for the year ended 31 December 2018, the Company's internal control and risk management systems are effective and adequate. The Board is satisfied that there are adequate resources of staff with appropriate qualifications and experience in its accounting and financial reporting team and that sufficient training and budget have been provided.

COMMUNICATION WITH SHAREHOLDERS

The Company had established a shareholders' communication policy and shall review it on a periodic basis to ensure its effectiveness.

The Company uses a range of communication tools to ensure its Shareholders are kept well informed of key business imperatives. These include annual general meeting, annual report, various notices, announcements and circulars. The Company has also maintained a corporate website which enables Shareholders, investors and the public to receive timely and updated information on the Company.

Separate resolutions are proposed at the general meetings for such substantial issues, including the re-election of retiring directors.

風險管理及內部監控 (續)

風險監察及匯報 (續)

本公司已制訂政策評估任何無法預料及重大事件可能對股價或其成交量帶來之影響，並決定有關資料應否被視為內幕消息，及是否須根據上市規則第13.09及13.10條以及證券及期貨條例第XIVA部項下內幕消息條文在合理實際可行情況下盡快披露。

根據其涵蓋所有重大監控（包括財務、營運及合規監控以及風險管理職能）之評估，董事會相信截至二零一八年十二月三十一日止年度本公司之內部監控及風險管理系統是具有成效及充足的。董事會信納於會計及財務報告團隊中有足夠具適當資格及經驗之員工資源並已作出充份之培訓及財務預算。

與股東之溝通

本公司已訂立股東溝通政策，並將定期檢討以確保其有效性。

本公司採用一系列溝通工具，以確保其股東充分瞭解關鍵業務。該等溝通工具包括股東週年大會、年報、各種通告、公告及通函。本公司亦已設立公司網站，令股東、投資者與公眾人士能夠及時獲取有關本公司之最新資料。

本公司會就相關重大事項（包括重選退任董事）於股東大會上提呈個別決議案。

CORPORATE GOVERNANCE REPORT

企業管治報告

COMMUNICATION WITH SHAREHOLDERS (CONTINUED)

The Company's notices to Shareholders for the 2018 AGM were sent to Shareholders at least 20 clear business days before the meeting.

An executive director, chairman/members of the Audit Committee, Remuneration Committee and Nomination Committee and the representative of external auditor were available at the 2018 AGM to answer questions from the Shareholders. The chairman of the 2018 AGM had explained the procedures for conducting a poll during the meeting. All resolutions proposed at the 2018 AGM were voted separately by way of poll. All the votes cast at the said meeting were properly counted and recorded.

Attendance of individual directors at the Annual General Meeting in 2018

與股東之溝通 (續)

本公司於二零一八年股東週年大會前至少足20個營業日向股東發送有關該大會之通告。

一名執行董事、審核委員會、薪酬委員會及提名委員會之主席／成員以及外部核數師代表均已出席二零一八年股東週年大會，以回答股東提問。二零一八年股東週年大會主席於大會期間已解釋進行投票之程序。於二零一八年股東週年大會上提呈之所有決議案均以獨立投票方式表決。於上述大會上點算之所有票數已適當點算及記錄。

二零一八年股東週年大會每位董事出席率

Attendance 出席率

Executive Directors:

Mr. Mung Kin Keung
Mr. Mung Bun Man, Alan

執行董事：

蒙建強先生
蒙品文先生

X
✓

Independent Non-executive Directors:

Mr. Fung Wai Ching
Mr. Lei Seng Fat
Mr. Poon Wai Hoi, Percy

獨立非執行董事：

馮維正先生
李成法先生
潘偉開先生

✓
✓
✓

SHAREHOLDERS' RIGHTS

Procedures for requisitioning a special general meeting and for putting forward proposals at general meetings

Shareholder(s) 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 may, by written requisition to the Board or the Company Secretary signed and deposited in accordance with the bye-law 58 of the Bye-laws, require a general meeting to be called by the directors for the transaction of any business specified in the requisition.

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

To put forward proposals at a general meeting of the Company, a Shareholder should lodge a written request, duly signed by the Shareholder concerned, setting out the proposals at the Company's principal place of business in Hong Kong for the attention of the Board and the Company Secretary. The request will be verified with the Company's branch share registrars in Hong Kong and upon their confirmation that the request is proper and in order, the Company Secretary will pass the request to the Board. Whether a proposal will be put to a general meeting will be decided by the Board in its discretion.

The procedures for Shareholders to propose a person for election as director is posted on the Company's website at www.irasia.com/listco/hk/mastermindcap/.

股東權利

要求召開股東特別大會及於股東大會上提呈議案之程序

於遞交請求日期持有附帶權利於本公司股東大會投票之本公司繳足股本不少於十分之一之股東，可根據細則第58條通過向董事會或公司秘書遞交經簽署及提交之書面請求，要求董事就處理請求中列明之任何事項召開股東大會。

股東特別大會應於遞交請求後兩個月內舉行。倘董事會並未於遞交請求日期後二十一日內正式召開大會，提出請求之人士或當中持有彼等總投票權過半之任何人士可自行召開大會，惟如此召開之大會不可遲於提交請求日期起三個月屆滿後舉行。

倘若於本公司股東大會提呈議案，股東須將經相關股東正式簽署之書面請求（載有相關議案）遞交至本公司於香港之主要營業地點，由董事會及公司秘書收訖。請求將於本公司於香港之股份過戶登記分處核證，並於彼等確認請求屬正當及適當後，由公司秘書將請求遞交董事會。議案是否會提呈予股東大會將由董事會酌情決定。

股東提名董事人選之程序載於本公司網站 www.irasia.com/listco/hk/mastermindcap/。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHTS (CONTINUED)

Shareholders' enquiries

General meetings of the Company provide a direct forum of communication between Shareholders and the Board. Shareholders may at any time send their enquiries in writing to the Board through the Company Secretary at the principal place of business in Hong Kong.

The Company Secretary shall forward the Shareholders' enquiries to the Board, where appropriate to answer the Shareholders' questions.

In addition, Shareholders can contact Tricor Secretaries Limited, the share registrar of the Company in Hong Kong, if they have any enquiries about their shareholdings, share registration and related matters.

DIRECTORS' RESPONSIBILITY FOR PREPARING THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge that it is their responsibilities in preparing the consolidated financial statements of the Company. The statement of the auditors about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditors' Report on pages 61 to 68.

股東權利 (續)

股東之查詢

本公司之股東大會為股東及董事會提供直接溝通平台。股東可隨時透過位於香港主要營業地點之公司秘書向董事會發出書面查詢。

公司秘書須將股東之查詢轉交董事會，以便後者在適當時回答股東之提問。

此外，股東若對其持股量、股份登記及相關事宜有任何疑問，可聯絡本公司於香港之股份登記處卓佳秘書商務有限公司。

董事編製綜合財務報表之責任

董事確認其負責編製本公司綜合財務報表。核數師有關其綜合財務報表申報責任之聲明載於第61至68頁之獨立核數師報告。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告



國衛會計師事務所有限公司
Hodgson Impey Cheng Limited

31/F, Gloucester Tower 香港
The Landmark 中環
11 Pedder Street 畢打街11號
Central 置地廣場
Hong Kong 告羅士打大廈31樓

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF GLOBAL MASTERMIND CAPITAL LIMITED

*(originally incorporated in the Cayman Islands and continued in
Bermuda with limited liability)*

OPINION

We have audited the consolidated financial statements of Global Mastermind Capital Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 69 to 191, which comprise the consolidated statement of financial position at 31 December 2018, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group 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 (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

致GLOBAL MASTERMIND CAPITAL LIMITED環球大通投資有限公司*

股東的獨立核數師報告

*(原於開曼群島註冊成立及於百慕達存續之有
限公司)*

意見

本核數師(以下簡稱「我們」)已審核載列於第69至191頁Global Mastermind Capital Limited環球大通投資有限公司*(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,此綜合財務報表包括於二零一八年十二月三十一日的綜合財務狀況表及截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表,以及綜合財務報表附註(包括主要會計政策概要)。

我們認為,該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而中肯地反映貴集團於二零一八年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已按照香港公司條例的披露規定妥為擬備。

意見基礎

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

* 僅供識別

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

KEY AUDIT MATTERS

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

Key audit matter

關鍵審計事項

Classification and fair value measurement on financial assets

關於財務資產之分類及公平值計量

Refer to notes 19 and 34 to the consolidated financial statements respectively.

分別參閱綜合財務報表附註19及34。

At 1 January 2018, the Group applied HKFRS 9 *Financial Instruments* and reclassified all available-for-sale financial assets with the carrying amounts of approximately HK\$137,693,000 were recognised as financial assets measured at fair value through profit or loss.

於二零一八年一月一日，貴集團應用香港財務報告準則第9號財務工具及重新分類賬面值約為137,693,000港元的所有可供出售財務資產，並確認為透過損益賬以公平值列賬之財務資產。

關鍵審計事項

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

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

Our audit procedures over the classification and fair value measurement of the Group's portfolio of listed equity and debt securities and unlisted equity securities included, but were not limited to:

吾等就貴集團之上市股本及債務證券及非上市股本證券組合之分類及公平值計量所採取之審計程序包括但不限於：

- assessing management's evaluation in relation to the classification of financial assets based on the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets; 根據貴集團管理財務資產之業務模式，以及財務資產之合約現金流量特徵，評估管理層對財務資產分類之評估；

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

Key audit matter

關鍵審計事項

At 31 December 2018, the Group holds listed equity and debt securities and unlisted equity securities with the carrying amounts of approximately HK\$304,348,000 and HK\$57,442,000 respectively. The unlisted equity securities do not have a quoted market price in active market. They were classified as available-for-sale financial assets and measured at cost less impairment or at fair value in previous years. Upon application of HKFRS 9, they were reclassified as financial assets measured at fair value through profit or loss.

於二零一八年十二月三十一日，貴集團持有上市股本及債務證券及非上市股本證券，賬面值分別約為304,348,000港元及57,442,000港元。非上市股本證券於活躍市場上並無市場報價。無報價投資分類為可供出售財務資產並按成本減減值或按上一年的公平值計量。應用香港財務報告準則第9號後，其獲重新分類為透過損益賬以公平值列賬之財務資產。

The valuation of the Group's financial assets is based on a combination of market data and different valuation models which may require to consider numbers of inputs. The inputs to the valuation techniques used to measured fair value are classified into 3 levels fair value hierarchy in HKFRS 13 *Fair Value Measurement*.

貴集團財務資產之估值乃基於市場數據及可能需考慮若干輸入數據之不同估值模型共同得出。用於計量公平值之估值技術的輸入數據乃分類為香港財務報告準則第13號公平值計量內之第三級公平值層級。

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

- enquiring the management and assessing the methodologies used in fair value measurement and the appropriateness of the key assumptions and parameters based on our knowledge of the investment and using our valuation experts;
基於吾等對投資項目之認識及安排吾等之估值專家，向管理層查詢及評估公平值計量之所用方法、關鍵假設及參數之恰當性；
- checking, on sample basis, the accuracy and relevance of the input data used such as comparing key underlying financial data inputs to external sources and investee companies financial statements and management information as applicable;
抽樣檢查所用數據之準確性及適切性，例如比較關鍵相關財務數據與外界資料，以及比較接受投資公司之財務報表與管理資料（如適用）；

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

Key audit matter

關鍵審計事項

The valuation of the financial assets are complex and requires the application of significant judgment by the management.

財務資產之估值乃非常複雜，且要求管理層應用重大判斷。

The fair value of financial assets were valued by independent qualified professional valuers.

財務資產的公平值乃由獨立合資格專業估值師進行估值。

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

- evaluation of the independent qualified professional valuers' competence, capabilities and objectivity; and
評估獨立合資格專業估值師之資格、能力及客觀性；及

- checking the arithmetical accuracy on the valuation model.
檢查估值模式之算術準確性。

We considered management's classification and fair value measurement on financial assets were supported by the available evidence.

吾等認為管理層對財務資產之分類及公平值計量得到證據支持。

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditors' report thereon (the "Other Information").

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.

其他資料

董事須對其他資料負責。其他資料包括載入年報的資料，但不包括綜合財務報表及我們的核數師報告（「其他資料」）。

我們對綜合財務報表作出的意見並不包括其他資料，我們亦不會對此發表任何形式的核證結論。

就我們審計綜合財務報表而言，我們的責任為閱讀其他資料，並於此過程中，考慮其他資料是否與綜合財務報表或我們於審核中所得知的情況有重大抵觸，或似乎有重大錯誤陳述。基於我們已執行的工作，倘我們認為本其他資料有重大錯誤陳述，我們須報告有關事實。我們毋須就此作出報告。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

RESPONSIBILITIES OF THE DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

AUDITORS' 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 auditors' report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 90 of Companies Act 1981 of Bermuda, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

董事及審核委員會就綜合財務報表須承擔的責任

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

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

審核委員會負責監督貴集團的財務報告過程。

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們按照百慕達一九八一年公司法第90條僅向全體股東報告，除此之外別無其他目的。我們不會就本報告之內容對任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

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

核數師就審計綜合財務報表承擔的責任(續)

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

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險、設計及執行審計程序以應對這些風險，以及獲取充足及適當之審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕於內部控制之上，因此未能發現因欺詐而導致之重大錯誤陳述之風險高於未能發現因錯誤而導致之重大錯誤陳述之風險。
- 了解與審計相關之內部控制，以設計適當之審計程序，但目的並非對 貴集團內部控制的有效性發表意見。
- 評估董事所採用會計政策的恰當性及作出會計估計及相關披露之合理性。
- 對董事採用持續經營為會計基礎之恰當性作出結論，並根據所獲得之審計憑證，確定是否存在與事項或情況有關之重大不確定性，從而可能導致對 貴集團之持續經營能力產生重大疑慮。倘我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中之相關披露，假如有關披露不足，則我們應當發表非無保留意見。我們之結論乃基於截至核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

- 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.

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 auditors' 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.

核數師就審計綜合財務報表承擔的責任(續)

- 評估綜合財務報表之整體列報方式、結構及內容，包括披露資料，以及綜合財務報表是否中肯反映相關交易及事項。
- 就 貴集團內實體或業務活動之財務資料獲取充足及適當之審核憑證，以就綜合財務報表發表意見。我們須負責 貴集團審核之方向、監督及執行。我們須為我們之審核意見承擔全部責任。

我們與審核委員會就(其中包括)審核之計劃範圍、時間安排及重大審核發現進行溝通，該等發現包括我們在審核過程中識別之內部控制之任何重大缺失。

我們亦向審核委員會作出聲明，說明我們已符合有關獨立性之相關專業道德要求，並與彼等溝通有可能合理地被認為會影響我們獨立性所有關係及其他事宜，以及在適用的情況下，相關防範措施。

從與審核委員會溝通之事項中，我們確定哪些事項對本期間綜合財務報表之審計最為重要，因而構成關鍵審計事項。我們於核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見之情況下，倘合理預期於我們報告中溝通某事項造成之負面後果超過產生之公眾利益，我們決定不應在報告中溝通該事項。

INDEPENDENT AUDITORS' REPORT 獨立核數師報告

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(CONTINUED)*

The engagement director on the audit resulting in this independent auditors' report is Yu Chi Fat.

HLB Hodgson Impey Cheng Limited

Certified Public Accountants

Yu Chi Fat

Practicing Certificate Number: P05467

Hong Kong, 29 March 2019

核數師就審計綜合財務報表承擔的責任 (續)

出具本獨立核數師報告之審計項目董事為余智發。

國衛會計師事務所有限公司

執業會計師

余智發

執業證書編號：P05467

香港，二零一九年三月二十九日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

			2018	2017
		Notes	二零一八年	二零一七年
		附註	HK\$'000	HK\$'000
			千港元	千港元
Revenue	收益	6	3,461	3,409
Other income	其他收益	7	137	178
(Loss)/gain arising in change in fair value of financial assets at fair value through profit or loss	透過損益賬以公平值列賬之財務資產公平值變動產生之(虧損)/收益		(122,160)	78,357
Impairment loss recognised in respect of available-for-sale financial assets	有關可供出售財務資產確認之減值虧損		-	(2,764)
Impairment loss recognised in respect of available-for-sale financial assets reclassified from equity to profit or loss	有關可供出售財務資產確認之減值虧損由權益重新分類至損益賬		-	(28,133)
Cumulative loss reclassified from equity to profit or loss upon derecognition of available-for-sale financial assets	取消確認可供出售財務資產時自權益重新分類至損益賬之累計虧損		-	(450)
Administrative expenses and other operating expenses	行政開支及其他經營開支		(22,362)	(23,621)
Finance costs	融資成本	8	(299)	(508)
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	9	(141,223)	26,468
Income tax expense	所得稅開支	12	-	-
(Loss)/profit for the year attributable to owners of the Company	本公司擁有人應佔年度(虧損)/溢利		(141,223)	26,468

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

			2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
		Notes 附註		
Other comprehensive income	其他全面收益			
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益賬之項目：			
Change in fair value of available-for-sale financial assets	可供出售財務資產公平值變動		-	(27,033)
Reclassification adjustments relating to available-for-sale financial assets disposed of	可供出售財務資產出售有關之重新分類調整		-	450
Reclassification adjustments relating to available-for-sale financial assets impaired of	可供出售財務資產減值有關之重新分類調整		-	28,133
Exchange differences arising on translation of foreign operations during the year	年內換算海外業務產生之匯兌差額		(1)	(4)
Other comprehensive (loss)/income for the year	年內其他全面(虧損)/收益		(1)	1,546
Total comprehensive (loss)/income for the year attributable to owners of the Company	本公司擁有人應佔年度全面(虧損)/收益總額		(141,224)	28,014
(Loss)/earning per share	每股(虧損)/盈利			
Basic and diluted (<i>HK cents</i>)	基本及攤薄 (<i>港仙</i>)	13	(20.17)	3.78

The accompanying notes form an integral part of these consolidation financial statements.

隨附之附註為該等綜合財務報表之組成部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2018 於二零一八年十二月三十一日

			2018	2017
			二零一八年	二零一七年
		Notes	HK\$'000	HK\$'000
		附註	千港元	千港元
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	4,431	1,719
Intangible assets	無形資產	16	5,785	5,785
Available-for-sale financial assets	可供出售財務資產	17	-	137,693
			10,216	145,197
Current assets	流動資產			
Prepayments	預付款項		424	464
Other receivables	其他應收賬款		7,401	51,021
Deposits paid	已付按金		1,069	94
Amount due from a related company	應收一間關連公司款項	18	330	1,727
Financial assets at fair value through profit or loss	透過損益賬以公平值列賬之財務資產	19	361,790	339,954
Cash and cash equivalents	現金及現金等值項目	20	38,500	7,017
			409,514	400,277
Current liabilities	流動負債			
Accruals and other payables	應計賬款及其他應付賬款	21	20,586	6,202
Amount due to a related company	應付一間關連公司款項	18	920	-
Loan from a director	來自一名董事之貸款	22	-	10,000
Obligation under a finance lease	融資租賃項下之責任	23	-	192
			21,506	16,394
Net current assets	流動資產淨值		388,008	383,883
Total assets less current liabilities	總資產減流動負債		398,224	529,080

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2018 於二零一八年十二月三十一日

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Non-current liabilities	非流動負債			
Other financial liability – non-convertible bond	其他財務負債 – 不可轉換債券	24	9,899	9,862
Net assets	資產淨值		388,325	519,218
EQUITY	權益			
Capital and reserves attributable to owners of the Company	本公司擁有人應佔資本及 儲備			
Share capital	股本	25	7,003	7,003
Reserves	儲備		381,322	512,215
Total equity	權益總額		388,325	519,218
Net asset value per share (HK\$)	每股資產淨值 (港元)	26	0.55	0.74

The consolidated financial statements were approved and authorised for issued by the board of directors on 29 March 2019 and are signed on its behalf by:

綜合財務報表已於二零一九年三月二十九日獲董事會批准及授權刊發，並經由下列人士代表簽署：

Mung Kin Keung

蒙建強

Director

董事

Mung Bun Man, Alan

蒙品文

Director

董事

The accompanying notes form an integral part of these consolidation financial statements.

隨附之附註為該等綜合財務報表之組成部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

Attributable to owners of the Company
本公司擁有人應佔

		Share capital	Share premium	Contribution surplus	Share option reserve	Translation reserve	Available-for-sale financial assets revaluation reserve	Capital contribution reserve	Accumulated losses	Total equity
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	實繳盈餘 HK\$'000 千港元 (Note a) (附註a)	購股權儲備 HK\$'000 千港元 (Note b) (附註b)	匯兌儲備 HK\$'000 千港元 (Note c) (附註c)	可供出售財務資產重估儲備 HK\$'000 千港元 (Note d) (附註d)	注資儲備 HK\$'000 千港元 (Note e) (附註e)	累計虧損 HK\$'000 千港元	權益總額 HK\$'000 千港元
At 1 January 2017	於二零一七年一月一日	7,003	146,099	646,448	2,665	-	4,361	45,330	(360,702)	491,204
Profit for the year	年內溢利	-	-	-	-	-	-	-	26,468	26,468
Other comprehensive income:	其他全面收益:									
Exchange differences arising on translating foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	(4)	-	-	-	(4)
Change in fair value of available-for-sale financial assets	可供出售財務資產公平值變動	-	-	-	-	-	(27,033)	-	-	(27,033)
Reclassification adjustments relating to available-for-sale financial assets disposed of	可供出售財務資產出售有關之重新分類調整	-	-	-	-	-	450	-	-	450
Reclassification adjustments relating to available-for-sale financial assets impaired of	可供出售財務資產減值有關之重新分類調整	-	-	-	-	-	28,133	-	-	28,133
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	(4)	1,550	-	26,468	28,014
At 31 December 2017	於二零一七年十二月三十一日	7,003	146,099	646,448	2,665	(4)	5,911	45,330	(334,234)	519,218
At 1 January 2018 (original stated)	於二零一八年一月一日 (原先呈列)	7,003	146,099	646,448	2,665	(4)	5,911	45,330	(334,234)	519,218
Impact on initial application of HKFRS 9 (note 2)	初次應用香港財務報告準則第9號的影響 (附註2)	-	-	-	-	-	(5,911)	-	16,242	10,331
At 1 January 2018 (as restated)	於二零一八年一月一日 (經重列)	7,003	146,099	646,448	2,665	(4)	-	45,330	(317,992)	529,549
Loss for the year	年內虧損	-	-	-	-	-	-	-	(141,223)	(141,223)
Other comprehensive loss:	其他全面虧損:									
Exchange differences arising on translating foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	(1)	-	-	-	(1)
Total comprehensive loss for the year	年內全面虧損總額	-	-	-	-	(1)	-	-	(141,223)	(141,224)
At 31 December 2018	於二零一八年十二月三十一日	7,003	146,099	646,448	2,665	(5)	-	45,330	(459,215)	388,325

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

Notes:

- (a) The contribution surplus of the Group brought forward represents the amount transferred from the share premium due to the share premium reduction effective on 23 November 2015 and various capital reduction subsequently. Under the Company Act 1981 of Bermuda (as amended), the contribution surplus is available for distribution. However, the Company cannot make a distribution out of the contribution surplus if: (i) it is, or would after the payment be, unable to pay its liabilities as they become due; or (ii) the realisable value of its assets would thereby be less than its liabilities.
- (b) Share option reserve represents the fair value of services estimated to be received in exchange for the grant of the relevant share option over the relevant vesting periods, the total of which is based on the fair value of the share option at grant date. The amount for each period is determined by spreading the fair value of the share option over the relevant vesting period (if any) and is recognised as staff costs and related expenses with a corresponding increase in the share option reserve.
- (c) Translation reserve represents exchange differences relating to the translation of the net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. Hong Kong dollar ("HK\$")) are recognised directly in other comprehensive income and accumulated in the translation reserve. Such exchange differences accumulated in the translation reserve are reclassified to accumulated losses on the disposal of the foreign operations.
- (d) Available-for-sale financial assets revaluation reserve represents cumulative gains and losses on revaluation of available-for-sale financial assets recognised in other comprehensive income less those cumulative gains and losses recycled and recognised in profit or loss upon derecognition of available-for-sale financial assets.
- (e) Capital contribution reserve represents Mr. Mung Kin Keung ("Mr. Mung"), a director and substantial shareholder of the Company, had compensated the Group from suffering loss of deposits paid for investments in previous years, and fulfilled his responsibility as a personal guarantee and settled all outstanding balance of deposits paid for investments.

附註:

- (a) 本集團之承前實繳盈餘指因股份溢價減少於二零一五年十一月二十三日生效及隨後之數次股本削減而轉撥自股份溢價之款項。根據百慕達一九八一年公司法(經修訂),實繳盈餘可供分派。然而,本公司不得在下列情況下將實繳盈餘作出分派:(i)現時或派付後未能償還到期負債;或(ii)其資產之變現價值會少於其負債。
- (b) 購股權儲備相當於授出相關購股權後估計可於相關歸屬期間內換得之服務之公平值,其總數乃以授出當日有關購股權之公平值為計算基準。每段期間之金額,則是將有關購股權之公平值於相關歸屬期間(倘有)內攤分計算,並作為員工開支及相關支出確認,並相應提高購股權儲備。
- (c) 匯兌儲備指有關本集團海外業務之資產淨值由其功能貨幣換算為本集團之呈報貨幣(即港元(「港元」))時產生之匯兌差額,直接於其他全面收益中確認及於匯兌儲備中累計。該等於匯兌儲備累計之匯兌差額於出售海外業務時重新分類至累計虧損。
- (d) 可供出售財務資產之重估儲備指可供出售財務資產重估於其他全面收益內確認之累計損益減終止確認可供出售財務資產時於損益內收回及確認之該等累計損益。
- (e) 注資儲備指本公司董事及主要股東蒙建強先生(「蒙先生」)於過往年度就投資之已付按金產生之虧損已對本集團作出補償,並就投資之已付按金履行其作為個人擔保之責任及支付所有未償還結餘。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Cash flows from operating activities	經營業務之現金流量		
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(141,223)	26,468
<i>Adjustments for:</i>	<i>已就下列各項作出調整:</i>		
Dividend income	股息收入	(3,380)	(2,917)
Interest income	利息收入	(81)	(492)
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	674	576
Loss/(gain) arising in change in fair value of financial assets at fair value through profit or loss	透過損益賬以公平值列賬之財務資產公平值變動產生之虧損/(收益)	122,160	(78,357)
Loss on written off of property, plant and equipment	撇銷物業、廠房及設備之虧損	-	17
Impairment loss recognised in respect of available-for-sale financial assets	有關可供出售財務資產確認之減值虧損	-	2,764
Impairment loss recognised in respect of available-for-sale financial assets reclassified from equity to profit or loss	有關可供出售財務資產確認之減值虧損由權益重新分類至損益賬	-	28,133
Cumulative loss reclassified from equity to profit or loss upon derecognition of available-for-sale financial assets	終止確認可供出售財務資產時自權益重新分類至損益賬之累計虧損	-	450
Finance costs	融資成本	299	508

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Operating cash flows before movements in working capital	未計營運資金變動之營運現金流量	(21,551)	(22,850)
Decrease/(increase) in prepayments	預付款項減少／(增加)	40	(339)
Decrease/(increase) in other receivables	其他應收賬款減少／(增加)	43,620	(50,985)
Increase in deposits paid	已付按金增加	(975)	(57)
Decrease/(increase) in amount due from a related company	應收一間關連公司款項減少／(增加)	1,397	(1,727)
Decrease in financial assets at fair value through profit or loss	透過損益賬以公平值列賬之財務資產減少	4,028	132,224
Increase/(decrease) in accruals and other payables	應計賬款及其他應付賬款增加／(減少)	12,750	(30,913)
Increase in amount due to a related company	應付一間關連公司款項增加	920	-
Net cash generated from operating activities	經營業務產生之現金淨額	40,229	25,353
Cash flows from investing activities	投資業務之現金流量		
Purchase of property, plant and equipment	購入物業、廠房及設備	(3,386)	(4)
Proceeds from disposal of available-for-sale financial assets	出售可供出售財務資產之所得款項	-	5,719
Purchase of available-for-sale financial assets	購入可供出售財務資產	-	(33,678)
Dividend received	已收股息	3,380	2,917
Interest received	已收利息	81	492
Net cash generated from/ (used in) investing activities	投資業務產生／(耗用)之現金淨額	75	(24,554)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Cash flows from financing activities	融資業務之現金流量		
Proceed from margin loan from securities broker	證券經紀孖展貸款之所得款項	1,635	-
Repayment of obligation under a finance lease	償還融資租賃項下責任	(192)	(323)
Repayment to a director	向一名董事還款	(10,000)	-
Interest paid	已付利息	(262)	(471)
Net cash used in financing activities	融資業務耗用之現金淨額	(8,819)	(794)
Net increase in cash and cash equivalents	現金及現金等值項目增加淨額	31,485	5
Cash and cash equivalents at the beginning of the reporting period	於報告期初之現金及現金等值項目	7,017	7,016
Effect of foreign exchange rate changes	外匯匯率變動影響	(2)	(4)
Cash and cash equivalents at the end of the reporting period	於報告期末之現金及現金等值項目	38,500	7,017

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

1. GENERAL INFORMATION

The Company was domiciled in Hong Kong and incorporated in the Cayman Islands and continued in Bermuda. The Company's shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of the Company's registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. Its principal place of business is situated at Unit 3107, 31/F, Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong.

The consolidated financial statements are presented in HK\$, which is also the functional currency of the Company and all values are rounded to the nearest thousand (HK\$'000) except otherwise indicated.

The principal activity of the Company is to act as an investment holding company. The principal activities and place of operations of the Company's subsidiaries are set out in note 37 to the consolidated financial statements. The Company and its subsidiaries (collectively referred to as the "Group") principally engaged in investment in listed and unlisted companies.

1. 一般資料

本公司以香港為所在地，並於開曼群島註冊成立及於百慕達存續。本公司之股份在香港聯合交易所有限公司（「聯交所」）上市。本公司註冊辦事處之地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。而其主要營業地點位於香港干諾道中168-200信德中心西座31樓3107室。

綜合財務報表以港元呈列，港元亦為本公司之功能貨幣，而除另有指明外，所有價值均四捨五入至最接近千位（千港元）。

本公司之主要業務為從事投資控股公司活動。本公司附屬公司之主要業務及營業地點載於綜合財務報表附註37。本公司及其附屬公司（統稱「本集團」）主要從事投資於上市及非上市公司。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

In the current year, the Group has applied, for the first time, the following new and revised standards and interpretations (collectively referred to as the “new and revised HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), which are effective for the Group’s financial year beginning from 1 January 2018. A summary of the new and revised HKFRSs application by the Group is set out as follows:

HKAS 40 (Amendments)	Transfers of Investment Property
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2014-2016 Cycle except HKFRS 12 (Amendments)
HKFRS 2 (Amendments)	Classification and Measurement of Share-based Payment Transactions
HKFRS 4 (Amendments)	Applying HKFRS 9 <i>Financial Instruments</i> with HKFRS 4 <i>Insurance Contract</i>
HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contract with Customers and the related Amendments
HK(IFRIC) – Int 22	Foreign Currency Transaction and Measurement of Share-based Payment Transactions

2. 採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）

於本年度，本集團首次應用以下由香港會計師公會（「香港會計師公會」）頒佈之新訂及經修訂準則及詮釋（統稱「新訂及經修訂香港財務報告準則」），並於本集團自二零一八年一月一日開始之財政年度生效。本集團應用之新訂及經修訂香港財務報告準則概要載列如下：

香港會計準則第40號（修訂本）	轉讓投資物業
香港財務報告準則（修訂本）	香港財務報告準則二零一四年至二零一六年週期之年度改進（香港財務報告準則第12號（修訂本）除外）
香港財務報告準則第2號（修訂本）	股份付款交易之分類及計量
香港財務報告準則第4號（修訂本）	與香港財務報告準則第4號保險合約一併應用香港財務報告準則第9號財務工具
香港財務報告準則第9號	財務工具
香港財務報告準則第15號	來自與客戶合約之收益及相關修訂
香港（國際財務報告詮釋委員會）— 詮釋22號	外幣交易及股份付款交易之計量

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

HKFRS 9 Financial Instruments

In the current year, the Group has applied HKFRS 9 *Financial Instruments* and the related consequential amendments to other HKFRSs. HKFRS 9 introduces new requirements for 1) the classification and measurement of financial assets and financial liabilities, 2) expected credit losses (“ECL”) for financial assets and 3) general hedge accounting.

The Group has applied HKFRS 9 in accordance with the transition provisions set out in HKFRS 9, i.e. applied the classification and measurement requirements (including impairment under ECL model) retrospectively to instruments that have not been derecognised at 1 January 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised at 1 January 2018. The difference between carrying amounts at 31 December 2017 and the carrying amounts at 1 January 2018 are recognised in the opening accumulated losses and other components of equity, without restating comparative information.

Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 39 *Financial Instruments: Recognition and Measurement*.

Accounting policies resulting from application of HKFRS 9 are disclosed in note 3.

2. 採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第9號財務工具

於本年度，本集團已應用香港財務報告準則第9號財務工具及其他香港財務報告準則相關的相應修訂。香港財務報告準則第9號就1) 財務資產及財務負債的分類和計量、2) 財務資產的預期信貸虧損（「預期信貸虧損」）及3) 一般對沖會計法引入新規定。

本集團已根據香港財務報告準則第9號所載的過渡條文應用香港財務報告準則第9號，即對於二零一八年一月一日（首次應用日期）尚未終止確認的工具追溯應用分類及計量要求（包括預期信貸虧損模式項下的減值），且並無對已於二零一八年一月一日終止確認的工具應用相關要求。於二零一七年十二月三十一日的賬面值與於二零一八年一月一日的賬面值的差額於期初累計虧損及其他權益部分中確認，且並無重列比較資料。

因此，若干比較資料未必能與根據香港會計準則第39號財務工具：確認及計量所編製之比較資料作出比較。

應用香港財務報告準則第9號所引致的會計政策披露於附註3。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

HKFRS 9 Financial Instruments (Continued)

The table below illustrates the reclassification and remeasurement of financial assets under HKFRS 9 and HKAS 39 at the date of initial application.

2. 採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第9號財務工具（續）

下表載列根據香港財務報告準則第9號及香港會計準則第39號財務資產於首次應用日期之分類及計量。

		HKAS 39 carrying amount at 31 December 2017 根據香港會計 準則第39號 於二零一七年 十二月三十一日 之賬面值 HK\$'000 千港元	Reclassification 重新分類 HK\$'000 千港元	Remeasurement 重新計量 HK\$'000 千港元	HKFRS 9 carrying amount at 1 January 2018 根據香港財務 報告準則第9號 於二零一八年 一月一日 之賬面值 HK\$'000 千港元
Financial assets	財務資產				
Available-for-sale (“AFS”) financial assets (note a)	可供出售（「可供出售」） 財務資產（附註a）	137,693	(137,693)	-	-
Other receivables	其他應收賬款	51,021	-	-	51,021
Deposits paid	已付按金	94	-	-	94
Amount due from a related company	應收一間關連公司款項	1,727	-	-	1,727
Financial assets at fair value through profit or loss (“FVTPL”) (note b)	透過損益賬以公平值列賬（「透過 損益賬以公平值列賬」）之 財務資產（附註b）	339,954	137,693	10,331	487,978
Cash and cash equivalents	現金及現金等值項目	7,017	-	-	7,017
		537,506	-	10,331	547,837

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

HKFRS 9 Financial Instruments (Continued)

The table below summarises the impact on the Group’s reserves due to reclassification and remeasurement of financial instruments at the date of initial application:

2. 採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第9號財務工具（續）

下表概述於首次應用日期財務工具重新分類及重新計量對本集團儲備的影響：

		HKAS 39 carrying amount at 31 December 2017 根據香港會計 準則第39號 於二零一七年 十二月三十一日 之賬面值 HK\$'000 千港元	Reclassification 重新分類 HK\$'000 千港元	Remeasurement 重新計量 HK\$'000 千港元	HKFRS 9 carrying amount at 1 January 2018 根據香港財務 報告準則第9號 於二零一八年 一月一日 之賬面值 HK\$'000 千港元
Equity	權益				
Available-for-sale financial assets revaluation reserve	可供出售財務資產重估儲備	5,911	(5,911)	-	-
Accumulated losses	累計虧損	(334,234)	5,911	10,331	(317,992)
		(328,323)	-	10,331	(317,992)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

HKFRS 9 Financial Instruments (Continued)

Notes:

a) *AFS financial assets*

From AFS financial assets to financial assets at FVTPL

At the date of initial application of HKFRS 9, the Group's listed equity and debts securities and unlisted equity securities of approximately HK\$98,093,000 and HK\$39,600,000 were reclassified from AFS financial assets to financial assets at FVTPL respectively. The fair value gain of approximately HK\$10,331,000 relating to unlisted equity securities previously carried at cost less impairment were adjusted to financial assets at FVTPL and accumulated losses at 1 January 2018. The fair value gain of approximately HK\$5,911,000 relating to listed equity and debts securities investments previously carried at fair value were reclassified from AFS financial assets revaluation reserve to accumulated losses.

b) *Financial assets at FVTPL*

The Group has reassessed its investments in equity securities classified as held for trading investments under HKAS 39 as if the Group had purchased these investments at the date of initial application. Based on the facts and circumstances as at the date of initial application, all of the Group's investments were held for trading and continued to be measured at FVTPL.

c) *Impairment under ECL model*

ECL for financial assets at amortised cost, including other receivables, deposit paid, amount due from a related company and bank balances, are assessed on 12-month (“12m”) ECL basis as there had been no significant increase in credit risk since initial recognition.

d) *Financial liabilities*

There is no impact on the Group's accounting for financial liabilities previously carried at amortised costs remained to be remeasured at amortised cost under HKFRS 9.

2. 採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第9號財務工具（續）

附註：

a) 可供出售財務資產

從可供出售財務資產至透過損益賬以公平值列賬之財務資產

於首次應用香港財務報告準則第9號日期，本集團之上市股本及債務證券及非上市股本證券約98,093,000港元及39,600,000港元分別從可供出售財務資產重新分類為透過損益賬以公平值列賬之財務資產。與過往按成本減去減值列賬的非上市股本證券的公平值收益約10,331,000港元已於二零一八年一月一日調整為透過損益賬以公平值列賬之財務資產及累計虧損。與過往以公平值列賬的上市股本及債務證券投資有關的公平值收益約5,911,000港元已從可供出售財務資產重估儲備重新分類至累計虧損。

b) 透過損益賬以公平值列賬之財務資產

根據香港會計準則第39號，本集團已重新評估其分類為持作買賣投資之股本證券投資，猶如本集團於首次應用日期已購買該等投資。根據於首次應用日期之事實及情況，本集團之所有投資為持作買賣，並會繼續透過損益賬以公平值列賬。

c) 預期信貸虧損模式下的減值

按攤銷成本計量之財務資產之預期信貸虧損包括其他應收賬款、已付按金、應收一間關連公司款項及銀行結餘，按12個月（「12個月」）預期信貸虧損基準評估，乃由於自初始確認以來信貸風險並無顯著增加。

d) 財務負債

本集團財務負債之會計處理並無受到影響。本集團先前按攤銷成本列賬之財務負債繼續根據香港財務報告準則第9號按攤銷成本計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

HKFRS 15 Revenue from Contracts with Customers

The Group has applied HKFRS 15 for the first time in the current year. HKFRS 15 superseded HKAS 18 *Revenue*, HKAS 11 *Construction Contracts* and the related interpretations.

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this standard recognised at the date of initial application, 1 January 2018. Any difference at the date of initial application is recognised in the opening accumulated losses and comparative information has not been restated. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group has elected to apply the standard retrospectively only to contracts that are not completed at 1 January 2018. Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 18 *Revenue* and HKAS 11 *Construction Contracts* and the related interpretations.

As the Group does not have any revenue arising from contract with customers, the application of HKFRS 15 has had no material impact on the consolidated financial statements.

2. 採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第15號來自與客戶合約之收益

本集團於本年度首次應用香港財務報告準則第15號。香港財務報告準則第15號取代香港會計準則第18號*收益*、香港會計準則第11號*建築合約*及相關詮釋。

本集團以追溯方式應用香港財務報告準則第15號，而初始應用該準則的累計影響於初始應用日期二零一八年一月一日確認。初始應用日期的任何差額於期初累計虧損確認，及並無重列比較資料。此外，根據香港財務報告準則第15號的過渡條文，本集團已選擇僅將該準則追溯用於二零一八年一月一日尚未完成的合約。因若干比較資料乃根據香港會計準則第18號*收益*及香港會計準則第11號*建築合約*及相關詮釋編製，所以若干比較資料無法比較。

由於本集團並無來自與客戶合約的任何收益，因此應用香港財務報告準則第15號對綜合財務報表並無造成重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

Except as described above, the application of other new and revised HKFRSs in the current year has had no material impact on the Group’s financial performance and financial positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

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

HKAS 1 and HKAS 8 (Amendments)	Definition of Material ³
HKAS 19 (Amendments)	Plan Amendment, Curtailment or Settlement ¹
HKAS 28 (Amendments)	Long-term interests in Associates and Joint Ventures ¹
HKFRS (Amendments)	Annual Improvements to HKFRSs 2015-2017 Cycle ¹
HKFRS 3 (Amendments)	Definition of a business ²
HKFRS 9 (Amendments)	Prepayment Features with Negative Compensation ¹
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁵
HKFRS 16	Leases ¹
HKFRS 17	Insurance Contracts ⁴
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments ¹

2. 採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

除上文所述者外，於本年度應用其他新訂及經修訂香港財務報告準則對本集團於本年度及過往年度的財務表現及財務狀況及／或該等綜合財務報表所載的披露並無造成重大影響。

本集團並未提早應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港會計準則第1號及會計準則第8號（修訂本）	香港重大的定義 ³
香港會計準則第19號（修訂本）	計劃修正、縮減或清償 ¹
香港會計準則第28號（修訂本）	於聯營公司及合營企業之長期權益 ¹
香港財務報告準則（修訂本）	香港財務報告準則二零一五年至二零一七年週期之年度改進 ¹
香港財務報告準則第3號（修訂本）	業務的定義 ²
香港財務報告準則第9號（修訂本）	反向補償提前還款特徵 ¹
香港財務報告準則第10號及香港會計準則第28號（修訂本）	投資者與其聯營公司或合營企業之間的資產出售或出資 ⁵
香港財務報告準則第16號	租賃 ¹
香港財務報告準則第17號	保險合約 ⁴
香港（國際財務報告詮釋委員會）— 詮釋23號	所得稅處理之不確定性 ¹

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

- 1 Effective for annual periods beginning on or after 1 January 2019.
- 2 Effective for business combination for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.
- 3 Effective for annual periods beginning on or after 1 January 2020.
- 4 Effective for annual periods beginning on or after 1 January 2021.
- 5 Effective for annual periods beginning on or after a date to be determined.

HKFRS 16 Leases

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 *Leases* and the related interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

2. 採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

- 1 於二零一九年一月一日或之後開始之年度期間生效。
- 2 適用於收購日期為二零二零年一月一日或之後開始的首個年度期間開始當日或之後進行的業務合併。
- 3 於二零二零年一月一日或之後開始之年度期間生效。
- 4 於二零二一年一月一日或之後開始之年度期間生效。
- 5 於待定日期或之後開始之年度期間生效。

香港財務報告準則第16號租賃

香港財務報告準則第16號為租賃安排之識別以及對出租人及承租人之會計處理引入綜合模式。香港財務報告準則第16號於生效時將取代香港會計準則第17號 *租賃* 及相關詮釋。

香港財務報告準則第16號根據所識別資產是否由客戶控制來區分租賃及服務合約。除短期租賃及低價值資產租賃外，經營租賃及融資租賃的差異自承租人會計處理中撤銷，並由承租人須就所有租賃確認使用權資產及相應負債的模式替代。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

HKFRS 16 Leases (Continued)

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents operating lease payments are presented as operating cash flows. Upon application of HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows by the Group.

Under HKAS 17, the Group has already recognised an asset and a related finance lease liability for finance lease arrangement where the Group is a lessee. The application of HKFRS 16 may result in potential changes in classification of these assets depending on whether the Group presents right-of-use assets separately or within the same line item at which the corresponding underlying assets would be presented if they were owned.

Furthermore, extensive disclosures are required by HKFRS 16.

At 31 December 2018, the Group has non-cancellable operating lease commitments of approximately HK\$10,386,000 as disclosed in note 28 to the consolidated financial statements. A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon application of HKFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these.

2. 採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第16號租賃（續）

使用權資產初步按成本計量，隨後以成本（惟若干例外情況除外）減累計折舊及減值虧損計量，並就租賃負債之任何重新計量作出調整。租賃負債初步按租賃付款（非當日支付）之現值計量。其後，租賃負債就（其中包括）利息及租賃付款以及租賃修訂之影響作出調整。就現金流量分類而言，本集團現時將經營租賃付款呈列為經營現金流量。於應用香港財務報告準則第16號時，有關租賃負債之租賃付款將由本集團分配至本金及利息部分，並將呈列為融資現金流量。

根據香港會計準則第17號，本集團已就其作為承租人之融資租賃安排確認一項資產及相關融資租賃負債。應用香港財務報告準則第16號可能導致該等資產之分類發生潛在變動，視乎本集團是否單獨或於倘擁有資產時將予以呈列相應有關資產的同一項目內呈列使用權資產而定。

此外，香港財務報告準則第16號亦要求較廣泛的披露。

誠如綜合財務報表附註28所披露，於二零一八年十二月三十一日，本集團擁有不可撤銷經營租賃承擔約10,386,000港元。初步評估表明，該等安排符合租賃定義。於應用香港財務報告準則第16號後，本集團將就所有該等租賃確認使用權資產及對應負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

HKFRS 16 Leases (Continued)

The application of new requirements may result in changes in measurement, presentation and disclosure as indicated above.

Except as described above, the directors do not anticipate that the application of other new and revised HKFRSs issued but not yet effective will have material impact on the Group’s financial performance and financial positions.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

3.1 Statement of compliance

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities (the “Listing Rules”) on the Stock Exchange of Hong Kong Limited and by the disclosure requirements of the Hong Kong Companies Ordinance.

2. 採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第16號租賃（續）

採用新規定或會導致上述計量、呈列及披露的變動。

除上文所述者外，董事預期應用其他已頒佈但尚未生效之新訂及經修訂香港財務報告準則將不會對本集團之財務表現及財務狀況造成重大影響。

3. 主要會計政策概要

編製綜合財務報表所運用之主要會計政策載列於下文。除另有列明者外，該等政策已於所呈列之所有年度貫徹使用。

3.1 合規性聲明

綜合財務報表已根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表亦包括香港聯合交易所有限公司證券上市規則（「上市規則」）所規定之適用披露以及根據香港公司條例披露規定所作出之適用披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Basis of preparation

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

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are within the scope of HKAS 17 *Leases*, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets*.

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

3. 主要會計政策概要 (續)

3.2 編製基準

財務報表按歷史成本基準編製，惟於各報告期末按公平值計量之若干財務工具則除外（闡釋於下文所載之會計政策）。

歷史成本通常按為換取貨物及服務所給予代價之公平值計算。

公平值為在市場參與者之間於計量日按有序交易出售一項資產所收取或轉讓一項負債所支付之價格（不論該價格是否可直接觀察或採用另一估值方法估計）。在估計某項資產或負債之公平值時，本集團考慮該資產或負債之特性（倘市場參與者在釐定該資產或負債於計量日之價格時會考慮該等特性）。就計量及／或在該等綜合財務報表披露目的而釐定之公平值乃按此一基準釐定，惟屬於香港財務報告準則第2號股份付款範圍內之股份付款交易、屬於香港會計準則第17號租賃範圍內之租賃交易，以及與公平值類似但並非公平值之計量（如香港會計準則第2號存貨之可變現淨值或香港會計準則第36號資產減值之使用價值）除外。

按公平值交易之財務工具，凡於其後期間應用以不可觀察數據計量公平值之估值方法，估值方法應予校正，以致於初步確認時估值方法之結果相等於交易價格。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Basis of preparation (Continued)

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

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

3.3 Basis of consolidation

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

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

3. 主要會計政策概要 (續)

3.2 編製基準 (續)

此外，就財務申報而言，公平值計量按用於計量公平值之輸入數據之可觀察程度及輸入數據對公平值整體計量之意義分為第一、二或三級，詳情如下：

- 第一級輸入數據為實體可於計量日取得相同資產或負債在活躍市場中之報價（未調整）；
- 第二級輸入數據指除第一級所包括之報價外，資產或負債可直接或間接觀察得到之輸入數據；及
- 第三級輸入數據乃資產或負債不可觀察之輸入數據。

3.3 合併基準

綜合財務報表包括本公司及由本公司及其附屬公司控制之實體之財務報表。本公司在下列情況下取得控制權：

- 對被投資方享有權力；
- 承擔被投資方可變動回報之風險或享有當中權利；及
- 能夠運用權力影響其回報。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.3 Basis of consolidation (Continued)

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

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

Profit or loss and each component of other comprehensive income are attributed to owners of the Company. Total comprehensive income of subsidiaries is attributed to owners of the Company.

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

3. 主要會計政策概要 (續)

3.3 合併基準 (續)

本集團於有事實及情況表明上文所示控制之一項或三項以上因素出現變動時重新評估其是否對被投資方擁有控制權。

在本集團取得附屬公司之控制權時附屬公司開始綜合入賬，而在本集團失去對附屬公司之控制權時則不再綜合入賬。具體而言，年內購入或出售之附屬公司之收支項目自本集團取得控制權之日起直至本集團不再控制附屬公司之日止列入綜合損益及其他全面收益表。

損益及各項其他全面收益項目歸屬於本公司擁有人。附屬公司之全面收益總額歸屬於本公司擁有人。

所有集團內公司間資產及負債、權益、收入、開支及與本集團成員公司之間之交易有關的現金流量於合併賬目時全數對銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.4 Interests in subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from its involvement with the investee, and the ability to use its power over the investee to affect the amount of the investor's returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, interests in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

3.5 Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

3. 主要會計政策概要 (續)

3.4 於附屬公司之權益

附屬公司指本公司可對其行使控制權之被投資方。倘本公司符合下文所列所有三項元素，則本公司控制被投資方：對被投資方享有權力、承擔被投資方可變動回報之風險或享有當中權利，以及能夠對被投資方運用權利影響投資者回報之金額。倘事實及情況顯示任何該等控制權元素可能有變，則重新評估控制權。

於本公司財務狀況表中，於附屬公司之權益按成本扣減累計減值虧損（如有）呈列。附屬公司之業績由本公司按已收及應收股息入賬。

3.5 外幣

於編製各個別集團實體之財務報表時，以該實體之功能貨幣以外貨幣（外幣）進行之交易乃按交易日期之適用匯率確認。於各報告期末，以外幣列值之貨幣項目按於當日之適用匯率重新換算。以外幣計值並按公平值計算之非貨幣項目按釐定公平值當日之適用匯率重新換算。以外幣計值並按歷史成本計量之非貨幣項目不予重新換算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.5 Foreign currencies (Continued)

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case, the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

3.6 Property, plant and equipment

Property, plant and equipment are stated in the consolidated statement of financial position at cost or fair value less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Asset held under a finance lease is depreciated over their expected useful lives on the same basis as owned asset. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

3. 主要會計政策概要 (續)

3.5 外幣 (續)

貨幣項目結算產生之匯兌差額於產生期間內於損益中確認。

就呈報綜合財務報表而言，本集團海外業務之資產及負債按各報告期末之適用匯率換算為本集團之呈報貨幣（即港元）。收入及開支項目按期間平均匯率換算，期間匯率大幅波動則除外，在此情況下，按交易當日之匯率進行換算。所產生之匯兌差額（如有）於其他全面收益中確認並於匯兌儲備項下之權益中累計。

3.6 物業、廠房及設備

物業、廠房及設備於綜合財務狀況表中按成本或公平值呈列，扣減其後累計折舊及其後累計減值虧損（如有）。

融資租賃項下持有之資產按自有資產折舊之相同基準於預期可使用年期內折舊。然而，倘並無合理確定將於租賃年期末獲取有關擁有權，則該資產於租賃年期與其可使用年期兩者中之較短期間折舊。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.6 Property, plant and equipment (Continued)

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The principal annual rates are as follows:

Leasehold improvement	Over the lease term
Motor vehicles	20%
Office equipment	20%

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amounts of the asset and is recognised in profit or loss.

3.7 Intangible assets

Intangible assets acquired separately

Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

3. 主要會計政策概要 (續)

3.6 物業、廠房及設備 (續)

將折舊進行確認，以適用直線法撇銷資產成本減其於可使用年期內之剩餘價值。估計可使用年期、剩餘價值以及折舊方法，連同已入賬之任何估計變動之影響，按往後基準於各報告期末審閱。主要年度比率載列如下：

租賃裝修	按租期
汽車	20%
辦公室設備	20%

物業、廠房及設備項目於出售時或預期繼續使用有關資產不會產生未來經濟利益時取消確認。任何因出售或報廢物業、廠房及設備項目而產生的收益或虧損釐定為出售所得款項與資產賬面值之間的差額，並於損益內確認。

3.7 無形資產

單獨收購之無形資產

無限使用年期之單獨收購無形資產按成本減其後任何累計減值虧損呈列。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.8 Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the carrying amount on initial recognition.

3. 主要會計政策概要 (續)

3.8 財務工具

財務資產及財務負債於集團實體成為有關工具合約條文之訂約方時確認。所有財務資產之正常買賣按買賣日期確認及取消確認。正常買賣為須於法規或市場慣例制定之時限內交付資產之財務資產買賣。

財務資產及財務負債初步按公平值計量。直接歸屬於收購或發行財務資產及財務負債(透過損益賬以公平值列賬之財務資產除外)之交易成本於初步確認時計入或扣除自財務資產或財務負債之公平值(倘適用)。直接歸屬於收購透過損益賬以公平值列賬之財務資產或財務負債之交易成本即時於損益中確認。

實際利率法乃計算財務資產或財務負債攤銷成本及於相關期間內分配利息收入及利息支出之方法。實際利率乃按財務資產或財務負債預期年期或適用之較短期間準確貼現估計未來現金收款及付款(包括構成實際利率不可或缺部分之所有已付或已收費用及點子、交易成本及其他溢價或折讓)至初步確認時賬面值之利率。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.8 Financial instruments (Continued)

Interest and dividend income which are derived from the Group's ordinary course of business are presented as revenue.

Financial assets

Classification and subsequent measurement of financial assets (upon application of HKFRS 9)

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

3. 主要會計政策概要 (續)

3.8 財務工具 (續)

本集團日常業務過程中產生的利息及股息收入已呈列為收益。

財務資產

財務資產的分類及其後計量 (應用香港財務報告準則第9號後)

滿足以下條件其後按攤銷成本計量的財務資產：

- 以收取合約現金流量為目的而持有資產之業務模式下持有之財務資產；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

滿足以下條件其後透過其他全面收益按公平值列賬 (「透過其他全面收益按公平值列賬」) 計量的財務資產：

- 財務資產於目的由同時收取合約現金流量及銷售達成的業務模式持有；及
- 合約條款令於特定日期產生的現金流量僅為支付本金及未償還本金的利息。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.8 Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (upon application of HKFRS 9) (Continued)

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

3. 主要會計政策概要 (續)

3.8 財務工具 (續)

財務資產 (續)

財務資產的分類及其後計量 (應用香港財務報告準則第9號後) (續)

所有其他財務資產其後透過損益賬以公平值列賬計量，惟在首次應用／初始確認財務資產之日，倘該股本投資並非持作買賣，亦非收購方在香港財務報告準則第3號業務合併所適用的業務合併中確認的或然代價，本集團可不可撤銷地選擇於其他綜合收益呈列股本投資公平值的其後變動。

倘符合下列條件，則財務資產乃分類為持作買賣：

- 其乃主要獲收購以於短期內出售；或
- 於初步確認時，其為本集團共同管理之可識別財務工具組合的一部分，並具有短期套利的近期實際模式；或
- 其屬並非指定及作為對沖工具生效的衍生工具。

此外，本集團可不可撤回地指定一項須按攤銷成本或透過其他全面收益按公平值列賬計量之財務資產以透過損益賬以公平值列賬計量，前提為有關指定可消除或大幅減少會計錯配。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.8 Financial instruments (Continued)

Financial assets (Continued)

Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the revenue line item.

3. 主要會計政策概要 (續)

3.8 財務工具 (續)

財務資產 (續)

攤銷成本及利息收入

其後按攤銷成本計量的財務資產乃使用實際利息法予以確認。利息收入乃對一項財務資產賬面總值應用實際利率予以計算，惟其後出現信貸減值的財務資產除外。就其後出現信貸減值的財務資產而言，自下一報告期起，利息收入乃對財務資產攤銷成本應用實際利率予以確認。倘信貸減值財務工具的信貸風險好轉，使財務資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期開始起利息收入乃對財務資產賬面總值應用實際利率予以確認。

透過損益賬以公平值列賬之財務資產不符合按攤銷成本計量或透過其他全面收益按公平值列賬或指定為透過其他全面收益按公平值列賬之財務資產以透過損益賬以公平值列賬計量。

透過損益賬以公平值列賬之財務資產按各報告期末之公平價值計量，任何公平價值收益或虧損於損益表中確認。於損益表確認之收益或虧損淨額不包括就財務資產賺取之任何股息或利息且計入收益項目。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.8 Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application of HKFRS 9)

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under HKFRS 9. The amount of ECL is updated at each reporting period to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12m ECL represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the end of reporting period. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting period as well as the forecast of future conditions.

For all instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

3. 主要會計政策概要 (續)

3.8 財務工具 (續)

財務資產 (續)

財務資產減值 (應用香港財務報告準則第9號後)

本集團就受限於香港財務報告準則第9號項下減值之財務資產確認預期信貸虧損之虧損撥備。於各報告期間對預期信貸虧損金額進行更新，以反映自初始確認起之信貸風險變動。

年期預期信貸虧損指在有關工具預期使用期限內發生所有可能違約事件而導致之預期信貸虧損。相反，12個月預期信貸虧損則指預期可能於報告期末後12個月內發生違約事件而導致之部分年期預期信貸虧損。評估乃根據本集團之過往信貸虧損經驗進行，並根據債務人特定因素、一般經濟狀況及對報告期間之當前狀況以及未來狀況預測之評估進行調整。

就所有工具而言，本集團按相等於12個月預期信貸虧損之金額計量虧損撥備，除非自初始確認後信貸風險大幅增加，則本集團確認年期預期信貸虧損。評估是否應確認年期預期信貸虧損乃根據自初始確認以來所發生違約之可能性或風險之大幅增加。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.8 Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application of HKFRS 9) (Continued)

Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting period with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;

3. 主要會計政策概要 (續)

3.8 財務工具 (續)

財務資產 (續)

財務資產減值 (應用香港財務報告準則第9號後) (續)

信貸風險大幅增加

在評估自初始確認起信貸風險是否大幅增加時，本集團會比較於報告期間財務工具發生違約之風險與於初始確認日期財務工具發生違約之風險。就該評估而言，本集團考慮合理及可靠之定量及定性之資料，包括過往經驗及無需付出過多成本或努力即可取得之前瞻性資料。

尤其是，在評估信貸風險是否大幅增加時，將考慮以下資料：

- 財務工具之外部 (倘有) 或內部信貸評級之實際或預期顯著惡化；
- 外部市場信貸風險指標顯著惡化，如信貸利差、債務人信貸違約掉期價格大幅增加；

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.8 Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application of HKFRS 9) (Continued)

Significant increase in credit risk (Continued)

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

3. 主要會計政策概要 (續)

3.8 財務工具 (續)

財務資產 (續)

財務資產減值 (應用香港財務報告準則第9號後) (續)

信貸風險大幅增加 (續)

- 業務、財務或經濟狀況出現或預期出現不利變動，預期導致債務人償債能力大幅下降；
- 債務人經營業績出現實際或預期出現顯著惡化；
- 債務人之監管、經濟或技術環境出現實際或預期出現重大不利變動，可能導致債務人償債能力大幅下降。

無論上述評估結果如何，本集團假設，於合約付款逾期超過30日時，信貸風險已自初始確認起大幅增加，除非本集團有合理及可靠資料證明相反情況則當別論。

本集團定期監控用以識別信貸風險是否已顯著增加的標準之有效性，且修訂標準（如適當）來確保標準能在金額逾期前識別信貸風險顯著增加。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.8 Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application of HKFRS 9) (Continued)

Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full.

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;

3. 主要會計政策概要 (續)

3.8 財務工具 (續)

財務資產 (續)

財務資產減值 (應用香港財務報告準則第9號後) (續)

違約定義

就內部信貸風險管理而言，本集團認為，違約事件在內部制訂或得自外界來源的資料顯示債務人不大可能悉數向債權人（包括本集團）還款時發生。

不論上文為何，本集團都認為，已於財務資產逾期超過90日後發生違約，惟本集團有合理及具理據資料來顯示更加滯後的違約標準更為恰當。

信貸減值財務資產

當發生一項或多項對財務資產預計未來現金流量有不利影響的事件時，財務資產出現信貸減值。財務資產出現信貸減值的證據包括有關下列事件的可觀察數據：

- (a) 發行人或借款人出現嚴重財務困難；
- (b) 違反合約，如違約或逾期事件；

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.8 Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application of HKFRS 9) (Continued)

Credit-impaired financial assets (Continued)

- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

3. 主要會計政策概要 (續)

3.8 財務工具 (續)

財務資產 (續)

財務資產減值 (應用香港財務報告準則第9號後) (續)

信貸減值財務資產 (續)

- (c) 借款人的貸款人因有關借款人財務困難的經濟或合約理由而向借款人批出貸款人不會另行考慮的優惠；
- (d) 借款人很有可能將告破產或進行其他財務重組；或
- (e) 由於財務困難，財務資產活躍市場消失。

撇銷政策

資料顯示對手方處於嚴重財務困難及無實際收回可能時，本集團則撇銷財務資產。經考慮法律意見後（倘合適），遭撇銷的財務資產可能仍須按本集團收回程序進行強制執行活動。撇銷構成取消確認事項。任何其後收回在損益中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.8 Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application of HKFRS 9) (Continued)

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments;
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

3. 主要會計政策概要 (續)

3.8 財務工具 (續)

財務資產 (續)

財務資產減值 (應用香港財務報告準則第9號後) (續)

預期信貸虧損之計量及確認

預期信貸虧損之計量為違約概率、違約虧損 (即違約時虧損大小) 及違約時風險敞口之函數。違約概率及違約虧損之評估乃基於歷史數據按前瞻性資料作調整。預期信貸虧損的預估乃無偏概率加權平均金額，以各自發生違約的風險為權重確定。

一般而言，預期信貸虧損為根據合約應付本集團之所有合約現金流量與本集團預期收取之現金流量之間的差額 (按初始確認時釐定之有效利率貼現)。

倘預期信貸虧損按集體基準計量或迎合個別工具水平證據未必存在的情況，則財務工具按以下基準歸類：

- 財務工具性質；
- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級 (倘有)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.8 Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (upon application of HKFRS 9) (Continued)

Measurement and recognition of ECL (Continued)

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amounts.

Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 January 2018)

Financial assets are classified into the following specified categories: financial assets at FVTPL, AFS financial assets and loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

3. 主要會計政策概要 (續)

3.8 財務工具 (續)

財務資產 (續)

財務資產減值 (應用香港財務報告準則第9號後) (續)

預期信貸虧損之計量及確認 (續)

歸類工作經管理層定期檢討，以確保各組別成份繼續分擔類似信貸風險特性。

利息收入按財務資產的總賬面值計算，除非該財務資產出現信貸減值，在此情況下，利息收入按財務資產的攤銷成本計算。

本集團透過調整全部財務工具之賬面值於損益確認其減值收益或虧損。

財務資產的分類及其後計量 (於二零一八年一月一日應用香港財務報告準則第9號前)

財務資產分類為以下指定類別：透過損益賬以公平值列賬之財務資產、可供出售財務資產以及貸款及應收款項。有關分類視乎財務資產之性質及用途而定，並於初步確認時釐定。所有財務資產之正常買賣按買賣日期確認及取消確認。正常買賣為須於法規或市場慣例制定之時限內交付資產之財務資產買賣。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.8 Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 January 2018) (Continued)

Financial assets at FVTPL

Financial assets are classified as at FVTPL when the financial asset is held for trading.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial assets and is included in the revenue line item. Fair value is determined in the manner described in note 34.

AFS financial assets

AFS financial assets are non-derivatives that are either designated as AFS or are not classified as (a) loans and receivables, (b) held-to-maturity investments or (c) financial assets at FVTPL.

3. 主要會計政策概要 (續)

3.8 財務工具 (續)

財務資產 (續)

財務資產的分類及其後計量 (於二零一八年一月一日應用香港財務報告準則第9號前) (續)

透過損益賬以公平值列賬之財務資產

倘財務資產為持作買賣時，財務資產分類為透過損益賬以公平值列賬。

倘屬以下事項，則財務資產分類為持作買賣：

- 收購之主要原因為於短期內出售；或
- 於初步確認時，其屬本集團共同管理之已識別財務工具組合其中部分，並具有短期賺取利潤之近期實際特徵；或
- 其屬非指定為對沖工具且並無對沖工具效用之衍生工具。

透過損益賬以公平值列賬之財務資產均按公平值列值，而重新計量所產生任何收益或虧損則於損益內確認。於損益確認的收益或虧損淨額不包括財務資產所得的任何股息或利息，且計入收益項目。公平值按附註34所述方式釐定。

可供出售財務資產

可供出售財務資產為非衍生工具，可獲指定為可供出售或不會分類為(a)貸款及應收款項、(b)持有至到期投資或(c)透過損益賬以公平值列賬之財務資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.8 Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 January 2018) (Continued)

AFS financial assets (Continued)

Equity and debt securities held by the Group that are classified as AFS financial assets are measured at fair value at the end of each reporting period except for unquoted equity investments whose fair value cannot be reliably measured. Changes in the carrying amount of AFS debt instruments relating to interest income calculated using the effective interest method are recognised in profit or loss. Dividends on AFS equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established. Other changes in the carrying amount of AFS financial assets are recognised in other comprehensive income and accumulated under the heading of "available-for-sale financial assets revaluation reserve" is reclassified to profit or loss.

AFS equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are measured at cost less any identified impairment losses at the end of each reporting period.

3. 主要會計政策概要 (續)

3.8 財務工具 (續)

財務資產 (續)

財務資產的分類及其後計量 (於二零一八年一月一日應用香港財務報告準則第9號前) (續)

可供出售財務資產 (續)

由本集團持有分類為可供出售財務資產之股本及債務證券，於各報告期末按公平值計量，惟公平值不能可靠計量之未報價股本投資除外。有關使用實際利率法計算之利息收入之可供出售債務工具之賬面值變動於損益中確認。當本集團收取股息之權利確立，可供出售股本工具之股息於損益中確認。於其他全面收益內確認，而於「可供出售財務資產重估儲備」欄目下累計之可供出售財務資產賬面值其他變動重新分類至損益。

就可供出售股本投資而言，倘沒有於活躍市場內報價，而其公平值亦未能可靠計量，則於各報告期末按成本值減任何已識別減值虧損計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.8 Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 January 2018) (Continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including other receivables, deposits paid, amount due from a related company and cash and cash equivalents) are measured at amortised cost using the effective interest method, less any impairment.

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

Impairment of financial assets (before application of HKFRS 9 on 1 January 2018)

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

3. 主要會計政策概要 (續)

3.8 財務工具 (續)

財務資產 (續)

財務資產的分類及其後計量 (於二零一八年一月一日應用香港財務報告準則第9號前) (續)

貸款及應收款項

貸款及應收款項為具有固定或可釐定付款額但於活躍市場並無報價之非衍生財務資產。於初步確認後，貸款及應收款項 (包括其他應收款項、已付按金、應收一間關連公司款項及現金及現金等值項目) 乃以實際利率法按攤銷成本減任何減值計量。

利息收入乃採用實際利率確認，惟倘確認利息屬不重大，則短期應收款項除外。

財務資產減值 (於二零一八年一月一日應用香港財務報告準則第9號前)

財務資產 (透過損益賬以公平值列賬之財務資產除外) 於各報告期末就減值跡象進行評估。倘出現客觀證據，顯示財務資產之估計未來現金流量因一項或多項於初步確認財務資產後發生之事件而遭受影響，則財務資產視作已減值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.8 Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (before application of HKFRS 9 on 1 January 2018) (Continued)

For AFS equity investments, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

3. 主要會計政策概要 (續)

3.8 財務工具 (續)

財務資產 (續)

財務資產減值 (於二零一八年一月一日應用香港財務報告準則第9號前) (續)

就可供出售股本投資而言，證券公平值大幅或持續下降至其成本以下水平被視為減值之客觀證據。

就所有其他財務資產而言，減值之客觀證據可包括：

- 發行人或交易對手面臨重大財政困難；或
- 違約，例如欠繳或拖欠利息或本金付款；或
- 借款人可能將會破產或進行財務重組；或
- 該財務資產之活躍市場因財政困難而消失。

就按攤銷成本列賬之財務資產而言，已確認減值虧損金額為該資產賬面值與按財務資產原實際利率貼現之估計未來現金流量現值之間之差額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.8 Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (before application of HKFRS 9 on 1 January 2018) (Continued)

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets.

When an AFS financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period.

For financial assets measured at amortised cost, 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, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

3. 主要會計政策概要 (續)

3.8 財務工具 (續)

財務資產 (續)

財務資產減值 (於二零一八年一月一日應用香港財務報告準則第9號前) (續)

就按成本列賬之財務資產而言，減值虧損之金額為該項資產之賬面值與估計未來現金流量按類似財務資產現時市場回報率貼現之現值之差額。該減值虧損將不會於其後期間撥回。

就所有財務資產而言，直接以財務資產之賬面值減減值虧損。

當可供出售財務資產須作減值時，之前於其他全面收益中確認之累計損益，將於該期間重新分類至損益。

就按攤銷成本計量之財務資產而言，倘減值虧損之金額於往後期間有所減少，而有關減少在客觀上與確認減值後發生之事件有關，則先前已確認之減值虧損將透過損益予以撥回，惟該投資於減值被撥回當日之賬面值不得超過未確認減值時之已攤銷成本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.8 Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (before application of HKFRS 9 on 1 January 2018) (Continued)

In respect of AFS equity investments, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of “available-for-sale financial assets revaluation reserve”. In respect of AFS debt investments, impairment losses are subsequently reversed through profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

3. 主要會計政策概要 (續)

3.8 財務工具 (續)

財務資產 (續)

財務資產減值 (於二零一八年一月一日應用香港財務報告準則第9號前) (續)

可供出售股本投資先前已於損益確認之減值虧損將不會於損益撥回。於減值虧損確認後之公平值增加於其他全面收益確認及於「可供出售財務資產重估儲備」累計。就可供出售債務投資而言，倘投資公平值之增加在客觀上與確認減值虧損後發生之事件有關，則減值虧損可於其後於損益撥回。

終止確認財務資產

本集團僅當從資產收取現金流量之合約權利屆滿，或本集團轉讓財務資產以及該資產擁有權之近乎所有風險及回報予另一實體時，取消確認財務資產。倘本集團並無轉移亦無保留擁有權之絕大部份風險及回報，並繼續控制已轉讓資產，本集團確認其於資產之保留權益及可能需要支付款項之相關負債。倘本集團保留已轉讓財務資產擁有權之絕大部份風險及回報，本集團繼續確認財務資產亦就所收取之所得款項確認有抵押借貸。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.8 Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets (Continued)

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an AFS financial asset, the cumulative gain or loss previously accumulated in the AFS financial assets revaluation reserve is reclassified to profit or loss.

Financial liabilities and equity instruments

Classification as financial liabilities or equity

Financial liabilities and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

3. 主要會計政策概要 (續)

3.8 財務工具 (續)

財務資產 (續)

終止確認財務資產 (續)

於終止確認以攤銷成本計量之財務資產時，資產賬面值與已收及應收代價總和之間之差額於損益中確認。

於終止確認可供出售財務資產時，先前於可供出售財務資產權益儲備內累計的累計收益或虧損則重新分類至損益。

財務負債及權益工具

分類為財務負債或權益

財務負債及權益工具乃根據合約安排之內容以及財務負債及權益工具之定義分類為財務負債或權益。

權益工具

權益工具乃證明實體於扣減所有負債後在實體之資產中擁有剩餘權益之任何合同。本集團發行之權益工具按收取之所得款項扣除直接發行成本確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.8 Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Financial liabilities at amortised cost

Financial liabilities (including accruals and other payables, amount due to a related company, loan from a director, obligation under a finance lease and other finance liability – non-convertible bonds) are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. 主要會計政策概要 (續)

3.8 財務工具 (續)

財務負債及權益工具 (續)

財務負債

所有財務負債其後按攤銷成本以實際利率法計量。

按攤銷成本計量之財務負債

財務負債 (包括應計費用及其他應付款項、應付一間關連公司款項、來自一名董事之貸款、融資租賃項下負債及其他財務負債 – 不可換股債券) 其後按實際利息法以攤銷成本計量。

終止確認財務負債

本集團僅於本集團之責任獲解除、取消或到期時終止確認財務負債。已終止確認財務負債賬面值與已付及應付代價之間之差額於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.9 Impairment of tangible and intangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any). Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating units (the "CGU") to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGU, or otherwise they are allocated to the smallest group of CGU for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

3. 主要會計政策概要 (續)

3.9 有形及無形資產減值

於各報告期末，本集團審閱其具有有限可使用年期之有形資產賬面值，以釐定該等資產有否出現減值虧損之跡象。倘出現任何該等跡象，則對有關資產之可收回金額作出估計，以釐定減值虧損（如有）之程度。具無限可使用年期之無形資產至少每年及於出現資產可能已減值之跡象時進行減值測試。

倘不可能估計個別資產之可收回金額，則本集團將估計資產所屬現金產生單位（「現金產生單位」）之可收回金額。當可識別合理持續之分配基準時，公司資產亦會分配至個別現金產生單位或分配至可識別合理持續分配基準之最小現金產生單位組別。

可收回金額為公平值減出售成本及使用價值兩者中之較高者。於評估使用價值時，估計未來現金流量以稅前貼現率貼現至其現值，該貼現率反映市場現時所評估之金錢時間值及並未就其調整估計未來現金流量之資產特定風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.9 Impairment of tangible and intangible assets (Continued)

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a CGU) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

3. 主要會計政策概要 (續)

3.9 有形及無形資產減值 (續)

倘資產 (或現金產生單位) 之估計可收回金額低於其賬面值, 則資產 (或現金產生單位) 之賬面值將被調低至其可收回金額。於分配減值虧損時, 減值虧損將首先分配以減少任何商譽的賬面值 (如適用), 其後根據單位中每項資產的賬面值按比例分配至其他資產。資產的賬面值不得減少至低於其公平值減出售成本 (倘可計量)、其使用價值 (倘可確定) 及零三者中的最高者。原本已分配予該資產的減值虧損金額將按比例分配予該單位的其他資產。減值虧損即時於損益確認。

倘減值虧損其後撥回, 則資產 (或現金產生單位) 之賬面值將上調至其經修訂估計可收回金額, 惟經上調賬面值不得超出資產 (或現金產生單位) 於以往年度並無確認減值虧損時原應確定之賬面值。減值虧損撥回即時於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.10 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable.

Revenue is recognised when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities, as described below.

Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.

Dividend income from listed investments is recognised when the share price of the investments goes ex-dividend.

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost, the effective interest rate is applied to the gross carrying amount of the asset.

3.11 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from '(loss)/profit before income tax' as reported in the consolidated statement of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

3. 主要會計政策概要 (續)

3.10 收益確認

收益乃按已收或應收代價之公平值計量。

當收益數額能可靠地計量，而未來經濟利益可能流入本集團，且符合以下本集團各業務的特定準則時，則本集團確認收益。

非上市投資之股息收入於確立股東收取款項之權利時確認。

上市投資之股息收入於該投資之股價除息時確認。

利息收入於使用實際利率法累計時確認。就按攤銷成本計量之財務資產而言，實際利率應用於該資產之總賬面值。

3.11 稅項

所得稅開支代表即期應付稅項與遞延稅項之總和。

即期稅項

即期應付之稅項以年內應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益表內呈報之「除所得稅前(虧損)/溢利」不同，乃由於其他年度內屬應課稅或可抵扣收入或開支項目以及從不課稅或不可抵扣項目所致。本集團即期稅項負債按各報告期末已頒佈或實質已頒佈之稅率計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.11 Taxation (Continued)

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with interests in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

3. 主要會計政策概要 (續)

3.11 稅項 (續)

遞延稅項

遞延稅項按照綜合財務報表資產及負債之賬面值與計算應課稅溢利時所用相應稅基之間之暫時差額確認。遞延稅項負債通常按全部應課稅暫時差額確認。遞延稅項資產通常按所有可扣除暫時差額於很可能以可扣除暫時差額抵扣應課稅溢利之範圍內確認。倘暫時差額來自交易中資產及負債之初步確認，且該交易既不影響應課稅溢利，亦不影響會計溢利，則該等遞延稅項資產及負債不予以確認。

遞延稅項負債按於附屬公司之權益相關之應課稅暫時差額確認，除非本集團能夠控制該暫時差額之撥回及該暫時差額於可見將來可能將不會撥回。與該等權益相關之可抵扣暫時差額產生之遞延稅項資產僅於可能將有充足應課稅溢利以使用暫時差額之利益抵扣且該等暫時差額預計於可見將來撥回之情況下，方予以確認。

遞延稅項資產之賬面值於各報告期末進行審閱，並扣減至不再有充足應課稅溢利可供收回所有或部分資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.11 Taxation (Continued)

Deferred tax (Continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

3.12 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

3. 主要會計政策概要 (續)

3.11 稅項 (續)

遞延稅項 (續)

遞延稅項資產及負債按照預計適用於清償負債或變現資產期間之稅率，根據於報告期末已頒佈或實質已頒佈之稅率（及稅法）為基礎計量。

遞延稅項負債及資產之計量反映本集團預期於報告期末收回或清償其資產及負債之賬面值之方式所導致之稅務後果。

年度即期及遞延稅項

即期及遞延稅項於損益確認，惟倘即期及遞延稅項與其他全面收益或直接於權益中確認之項目有關，則即期及遞延稅項亦分別於其他全面收益或直接於權益中確認。

3.12 現金及現金等值項目

現金及現金等值項目包括銀行存款及手頭現金、存放於銀行及其他財務機構之活期存款及短期高流動性投資（此投資可隨時換算為已知現金額且就價值變動方面風險不大）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.13 Employee benefits

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense.

A liability is recognised for benefits accruing to after deducting any amount already paid.

Retirement benefit obligations

Payments to Mandatory Provident Fund Scheme (the "MPF Scheme") are recognised as an expense when employees have rendered service entitling them to the contributions.

The Group operates a MPF Scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution scheme, the assets of which are held in separate trustee-administered funds.

Under the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees' relevant income, with the employers' contributions subject to a cap of monthly relevant income of HK\$30,000. The Group's contributions to the scheme are expensed as incurred are vested in accordance with the scheme's vesting scales. Where employees leave the scheme prior to the full vesting of the employer's contributions, the amount of forfeited contributions is used to reduce the contributions payable by the Group.

3. 主要會計政策概要 (續)

3.13 僱員福利

短期僱員福利

短期僱員福利按僱員提供服務時預計將予支付的未貼現福利金額予以確認。所有短期僱員福利將確認為開支。

負債乃按應給予僱員的福利扣除任何已支付的金額後進行確認。

退休福利責任

強制性公積金計劃(「強積金計劃」)之供款於僱員提供使其有權獲得有關供款之服務時作為開支確認。

本集團根據香港強制性公積金計劃條例，為按香港僱傭條例項下司法權區僱用之僱員營運強積金計劃。強積金計劃為定額供款計劃，其資產由獨立信託管理基金持有。

根據強積金計劃，僱主及僱員均須按僱員有關收入之5%向計劃作出供款，惟僱主供款以每月有關收入30,000港元為上限。本集團之計劃供款於產生時支銷，並根據計劃歸屬程度歸屬。倘僱員於有權全額享有僱主供款之前退出計劃，沒收之供款將用作扣減本集團之應付供款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.13 Employee benefits (Continued)

Share-based payment expenses

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share options reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share options reserve. For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to accumulated losses.

3. 主要會計政策概要 (續)

3.13 僱員福利 (續)

股份付款開支

向僱員及提供類似服務之其他人士作出之股權結算股份付款乃按權益工具於授出日期之公平值計量。

以授出當日(並無考慮所有非市場性質的歸屬條件)之公平值來釐定的股權結算股份付款,按本集團估計權益工具將會最終歸屬的期間以直線法支銷,並於權益(購股權儲備)中作相應增加。於各報告期末,本集團根據對有關非市場歸屬條件之評估修訂其預期歸屬之權益工具數目之估計。修訂原有估計之影響(如有)於損益確認,以致累計開支反映經修訂估計,並相應調整購股權儲備。就於授出日期即時歸屬之購股權而言,已授出購股權之公平值即時於損益支銷。

當購股權獲行使時,先前於購股權儲備確認之金額將轉撥至股份溢價。當購股權於歸屬日期後被沒收或於到期日尚未行使時,則先前於購股權儲備確認之金額將轉撥至累計虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.14 Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessee

Asset held under a finance lease is recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position under the heading of “obligation under a finance lease”.

Lease payments are apportioned between finance costs and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance costs are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group’s general policy on borrowing costs.

Operating lease payments, including the cost of acquiring land held under operating leases, are recognised as an expense on a straight-line basis over the lease term.

3.15 Borrowing costs

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

3. 主要會計政策概要 (續)

3.14 租賃

當租賃條款將擁有權之絕大部份風險及回報轉移往承租人時，租賃乃分類為融資租賃。所有其他租賃均分類為經營租賃。

本集團作為承租人

按融資租賃持有之資產乃按其於租約生效時之公平值或（倘為較低者）以最低租賃款項之現值，確認為本集團之資產。出租人之相應負債則計入綜合財務狀況表「融資租賃負債」項下。

租約付款按比例於融資成本及租約債務減少之間作出分配，從而使負債之應付餘額之息率固定。融資成本即時於損益確認，除非直接計入合格資產內，於該情況下融資費用依據本集團有關借貸成本之一般政策資本化。

經營租賃款項（包括收購根據經營租賃持有之土地之成本）於租期按直線法確認為開支。

3.15 借貸成本

所有借貸成本於其產生期間內於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.16 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

3.17 Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

3. 主要會計政策概要 (續)

3.16 撥備

於本集團須就已發生事件承擔現有責任(法律或推定)而可能導致本集團須清償該責任,並且有關責任金額能可靠地估計時,確認撥備。

計及有關責任之風險及不明朗因素後,確認為撥備之金額為清償報告期末之現時責任所需代價之最佳估計。倘使用估計用以清償現時責任之現金流量計算撥備,則該撥備賬面值為該等現金流量現值(倘金錢時間值之影響屬重大)。

倘預期須用以撥付撥備之若干或所有經濟利益將可自第三方收回,則應收款項確認為資產,惟須實際確定將可收取還款,並能可靠計算有關應收款項之金額。

3.17 分部報告

經營分部及綜合財務報表所呈報之各分部項目金額,乃根據為就本集團各項業務及地區作資源分配及評估其表現而定期向本集團最高行政管理人提供之財務資料識別。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.17 Segment reporting (Continued)

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

3.18 Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. When inflow is virtually certain, an asset is recognised.

3. 主要會計政策概要 (續)

3.17 分部報告 (續)

就財務報告而言，個別重要之經營分部不會彙集入賬，除非該等分部之經濟特質相近，且彼等之產品及服務性質、生產工序性質、客戶類型或階層、分銷產品或提供服務所用之方法及監管環境性質等方面相類似。如具備上述大部分特質，個別不重大之經營分部可合併為一個分部。

3.18 或然負債及或然資產

或然負債指由於過往事件而可能產生之責任，此等責任最終會否形成乃取決於一宗或多宗日後或會或不會發生且並非本集團可完全控制之不確定事件，方能確定。或然負債亦可能是因為已發生之事件而引致之現有責任，但由於可能不需要流出經濟資源，或責任金額未能可靠地衡量而未有確認。若流出之可能性改變導致可能出現流出，此等負債將被確認為撥備。

或然資產乃指因過往事件而可能擁有之資產，及其存在性只可於本集團不能完全控制之一件或多件不能確定之未來事件出現或不出現時確定。當流入可實質確定，資產將予確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.19 Related party transactions

A party is considered to be related to the Group if:

- (a) A person, or a close member of that person's family, is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
 - (i) the entity and the Group are members of the same Group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a Group of which the other entity is a member);
 - (iii) both entities are joint ventures of the same third party;

3. 主要會計政策概要 (續)

3.19 關連人士交易

在下列情況下，有關人士被視為與本集團有關連：

- (a) 倘屬以下人士，則該名人士或該名人士之近親與本集團有關連：
 - (i) 對本集團有控制權或共同控制權；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司之主要管理人員。
- (b) 倘符合下列任何條件，則該實體與本集團有關連：
 - (i) 該實體與本集團屬同一集團之成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關連）；
 - (ii) 一間實體為另一實體之聯營公司或合營企業（或一集團之成員公司之聯營公司或合營企業，而另一實體為該集團旗下成員公司）；
 - (iii) 兩間實體均為同一第三方之合營企業；

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.19 Related party transactions (Continued)

(b) (Continued)

- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the group or to the group's parent.

A related party transaction is a transfer of resources, services or obligations between the Group and a related party, regardless of whether a price is charged.

Close family members of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

3. 主要會計政策概要 (續)

3.19 關連人士交易 (續)

(b) (續)

- (iv) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司；
- (v) 實體為本集團或與本集團有關連之實體就僱員利益設立之離職福利計劃；
- (vi) 實體受(a)項所界定人士控制或共同控制；
- (vii) (a)(i)項所界定人士對實體有重大影響力或屬該實體（或該實體之母公司）之主要管理人員；或
- (viii) 實體或集團（該實體為其中一部分）旗下任何成員公司向該集團或該集團母公司提供主要管理人員服務。

關連人士交易指本集團與關連人士之間進行之資源、服務或責任轉讓，而不論是否收取價款。

任何人士之近親指與該實體交易時預期可影響該名人士或受該人士影響之家庭成員。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3 to the consolidated financial statements, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

The followings are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Assessment of economic useful lives of property, plant and equipment

Property, plant and equipment are depreciated over their economic useful lives. The assessment of estimated useful lives is a matter of judgement based on the experience of the Group, taking into account factors such as technological progress, changes in market demand, expected usage and physical wear and tear. Useful lives are periodically reviewed for continued appropriateness. Due to long lives of assets, changes to the estimates used can result in variations in their carrying amounts.

4. 估計不確定因素之主要來源

於應用本集團之會計政策（其於綜合財務報表附註3內闡述）時，董事須作出有關未能從其他來源輕易獲得之資產及負債賬面值之判斷、估計及假設。估計及相關假設乃基於過往經驗及被認為有關之其他因素。實際業績可能不同於該等估計。

估計及相關假設乃按持續經營基準予以檢討。倘會計估計之修訂僅影響估計獲修訂之期間，則會計估計之修訂於該期間予以確認，倘若修訂影響現時及未來期間，則會計估計之修訂於修訂及未來期間內予以確認。

以下是於報告期末有關未來之主要假設及估計不確定因素之其他主要來源，有關假設及來源具有導致資產及負債之賬面值於下一財政年度內作出大幅調整之重大風險。

物業、廠房及設備之經濟可使用年期評估

物業、廠房及設備乃按其經濟可使用年期折舊。估計可使用年期之評估乃根據本集團之經驗並計及技術進步、市場需求變化、預期用途及實物損耗等因素而作出之判斷，並定期對可使用年期持續適當性進行檢討。由於資產之長壽命年期，所用估計之調整可導致其賬面值出現變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Impairment of intangible assets

Intangible assets with indefinite useful lives are reviewed for impairment at the end of each reporting period or whenever events or changes in circumstances indicate that the carrying amount of the asset exceeds its recoverable amount. The recoverable amount of the asset is the higher of the fair value less costs of disposal and value in use. An estimation of the value in use of the asset involves estimating the future cash flows expected to arise from its continuing use and applying the appropriate discount rate that reflects current market assessment of the time value of money and the risk specific to the asset.

Impairment of AFS financial assets

At 31 December 2017, the directors follow the guidance of HKAS 39 to review AFS financial assets at the end of each reporting period to assess whether they are impaired. This determination requires significant judgement. In making this judgement, the directors evaluate, among other factors, historical share price movements and the duration and extent to which the fair value of an investment is less than its cost, and the financial health of and near-term business outlook for the investee, including factors such as industry and sector performance, changes in technology and operational and financing cash flow.

4. 估計不確定因素之主要來源 (續)

無形資產減值

於各報告期末或當事件或情況變化顯示資產賬面值超出其可收回金額時會對具有無限可使用年期之無形資產進行減值檢討。該資產之可收回金額為公平值減出售成本與使用價值兩者之較高者。對資產使用價值之估計涉及估計預期因其持續使用產生之未來現金流量及運用反映對金錢時間價值之現時市場評估及資產特定風險之適當折現率。

可供出售財務資產減值

於二零一七年十二月三十一日，董事遵循香港會計準則第39號之指引審閱各報告期末之可供出售財務資產，以評估其有否出現減值。此等釐定要求進行重要判斷。進行該項判斷時，董事評估（包括其他因素）歷史股價變動及一項投資之公平值低於其成本值之持續時間及程度，以及被投資公司之財務穩健度和短期業務展望，包括行業及分部表現、技術變化及經營和融資現金流量等因素。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Fair value measurement of financial instruments under level 3 fair value hierarchy

Certain of the Group's financial instruments under level 3 fair value hierarchy amounting to approximately HK\$61,207,000 (2017: HK\$1,260,000) at 31 December 2018 are measured at fair values with fair values being determined based on unobserved inputs using valuation techniques. Judgement and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof. Changes in assumptions relating to these factors could affect the reported fair values of these instruments. See note 34 to the consolidated financial statements for further disclosures.

Income taxes

The Group is subject to income taxes in various jurisdictions. Significant judgement is required in determining provision for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises tax liabilities based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the year in which such determination is made.

4. 估計不確定因素之主要來源 (續)

第三級公平值層級項下財務工具之公平值計量

本集團若干於二零一八年十二月三十一日價值約61,207,000港元(二零一七年: 1,260,000港元)的第三級公平值層級項下財務工具按公平值計量,公平值乃根據不可觀察輸入數據使用估值技術釐定。須就確定相關估值技術及其相關輸入數據作出判斷及估計。與該等因素有關的假設變動或會影響該等工具的已申報公平值。進一步披露請參閱綜合財務報表附註34。

所得稅

本集團需在多個司法權區繳納所得稅。釐定所得稅撥備時,需作出重大判斷。於日常業務過程中,多項交易及計算所涉及之最終稅務釐定並不確定。本集團根據估計是否須繳納額外稅項確認稅項負債。如該等事項之最終稅務結果有別於最初記錄之金額,則相關差額將影響作出決定年度之所得稅及遞延稅項撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

5. SEGMENT INFORMATION

The chief operating decision-maker (the “CODM”) has been identified as the Company’s executive directors. The Group’s principal activity is engaged in investment in listed and unlisted companies. The CODM regard it as a single business segment and no segment information is presented.

At the end of the reporting period, non-current assets with the exception of AFS financial assets included property, plant and equipment and intangible assets of approximately HK\$4,431,000 (2017: HK\$1,719,000) and HK\$5,785,000 (2017: HK\$5,785,000) which are located in Hong Kong. The Company’s place of domicile is in Hong Kong which is determined based on the location of central management.

The Group’s revenue are mainly derived from Hong Kong during the year ended 31 December 2018 and 2017.

6. REVENUE

5. 分類資料

最高經營決策者（「最高經營決策者」）經確認為本公司執行董事。本集團之主要業務為投資上市及非上市公司。最高經營決策者視其為單一業務分類，故無呈列分類資料。

於報告期末，非流動資產（可供出售財務資產除外）包括位於香港之物業、廠房及設備以及無形資產約4,431,000港元（二零一七年：1,719,000港元）及5,785,000港元（二零一七年：5,785,000港元）。本公司之所在地香港按中央管理之位置而定。

截至二零一八年及二零一七年十二月三十一日止年度，本集團之收益主要源自香港。

6. 收益

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Dividend income	股息收入	3,380	2,917
Interest income	利息收入	81	492
		3,461	3,409

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

7. OTHER INCOME

7. 其他收益

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Managerial and administrative service income	管理及行政服務收益	137	142
Net foreign exchange gain	匯兌收益淨額	-	36
		137	178

8. FINANCE COSTS

8. 融資成本

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Interest on:	利息：		
Other financial liability – non-convertible bond (note 23)	其他財務負債 – 不可轉換債券 (附註23)	237	237
Finance lease	融資租賃	2	10
Other interest expenses to financial institutions	金融機構之其他利息開支	60	261
		299	508

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

9. (LOSS)/PROFIT BEFORE INCOME TAX

(Loss)/profit before income tax is arrived at after charging/
(crediting):

9. 除所得稅前(虧損)/溢利

除所得稅前(虧損)/溢利已扣除/(計
入)下列各項:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Auditors' remuneration:	核數師酬金:		
– Audit services	– 審核服務	430	380
– Non-audit services	– 非審核服務	61	11
		491	391
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	674	576
Loss on written off of property, plant and equipment	撇銷物業、廠房及設備之虧損	–	17
Loss/(gain) arising in change in fair value of financial assets at fair value through profit or loss	透過損益賬以公平值列賬之財務資產公平值變動產生之虧損/(收益)	122,160	(78,357)
Net foreign exchange loss/(gain)	匯兌虧損/(收益)淨額	108	(36)
Operating lease rentals in respect of premises	有關物業之經營租賃租金	822	34

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

9. (LOSS)/PROFIT BEFORE INCOME TAX (CONTINUED)

An analysis of the (loss)/gain arising in change in fair value financial assets at fair value through profit or loss is as follows:

9. 除所得稅前（虧損）／溢利（續）

透過損益賬以公平值列賬之財務資產公平值變動產生之（虧損）／收益之分析如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Realised gain on disposal of financial assets at fair value through profit or loss	出售透過損益賬以公平值列賬之財務資產之已變現收益		
Proceeds from disposal of financial assets at fair value through profit or loss	出售透過損益賬以公平值列賬之財務資產之所得款項	(165,869)	(222,712)
Less: Carrying amounts of financial assets at fair value through profit or loss	減：透過損益賬以公平值列賬之財務資產之賬面值	155,606	195,732
		(10,263)	(26,980)
Unrealised loss/(gain) on financial assets at fair value through profit or loss	透過損益賬以公平值列賬之財務資產之未變現虧損／（收益）	132,423	(51,377)
		122,160	(78,357)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

10. EMPLOYEE BENEFIT EXPENSE

10. 僱員福利開支

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Salaries and other allowance	薪金及其他津貼	11,800	13,778
Retirement benefit scheme contributions	退休福利計劃供款	174	194
		11,974	13,972

11. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

11. 董事及主要行政人員之薪酬

(a) Directors' and chief executive's emoluments

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and the disclosure requirements of the Hong Kong Companies Ordinances, is as follows:

(a) 董事及主要行政人員之薪酬

根據適用上市規則及香港公司條例披露規定披露之董事及主要行政人員之酬金如下：

		Fee	Salaries and allowance	Retirement benefits scheme contributions	Total
		袍金 HK\$'000 千港元	薪金及津貼 HK\$'000 千港元	退休福利計劃供款 HK\$'000 千港元	總計 HK\$'000 千港元
2018	二零一八年				
Executive directors:	執行董事：				
Mr. Mung	蒙先生	3,300	-	18	3,318
Mr. Mung Bun Man, Alan	蒙品文先生	3,960	330	18	4,308
Independent non-executive directors:	獨立非執行董事：				
Mr. Fung Wai Ching	馮維正先生	60	-	-	60
Mr. Poon Wai Hoi Percy	潘偉開先生	60	-	-	60
Mr. Lei Seng Fat (note (iii))	李成法先生 (附註(iii))	60	-	-	60
		7,440	330	36	7,806

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

11. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

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

		Fee	Salaries and allowance	Retirement benefits contributions	Total
		袍金	薪金及津貼	退休福利計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
2017	二零一七年				
Executive directors:	執行董事:				
Mr. Mung	蒙先生	3,600	-	18	3,618
Mr. Mung Bun Man, Alan	蒙品文先生	3,960	330	18	4,308
Independent non-executive directors:	獨立非執行董事:				
Mr. Fung Wai Ching	馮維正先生	60	-	-	60
Mr. Poon Wai Hoi Percy	潘偉開先生	60	-	-	60
Mr. Man Kong Yui (note (i))	文剛銳先生 (附註(i))	18	-	-	18
Mr. Lei Seng Fat (note (ii))	李成法先生 (附註(ii))	42	-	-	42
		7,740	330	36	8,106

Notes:

(i) Mr. Man Kong Yui was resigned on 18 April 2017.

(ii) Mr. Lei Seng Fat was appointed on 18 April 2017.

附註:

(i) 文剛銳先生於二零一七年四月十八日辭任。

(ii) 李成法先生於二零一七年四月十八日獲委任。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

11. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

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

Mr. Mung Bun Man, Alan is also the chief executive officer of the Company and his emoluments disclosed above include those for service rendered by him as the chief executive officer.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year ended 31 December 2018 and 2017.

During the year ended 31 December 2018 and 2017, no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office.

(b) Transactions, arrangements or contracts in which directors have material interests

On 29 February 2016, Excellent Mind Investments Limited, which is owned as to 60% to Mr. Mung and 40% as to Mr. Mung Bun Man, Alan, both of them are executive director, became a shareholder of the Global Mastermind Holdings Limited ("GMHL").

11. 董事及主要行政人員之薪酬 (續)

(a) 董事及主要行政人員之薪酬 (續)

蒙品文先生亦為本公司之行政總裁及上文所披露之其酬金包括其擔任行政總裁提供服務之酬金。

截至二零一八年及二零一七年十二月三十一日止年度，概無董事或主要行政人員可據此放棄或同意放棄任何酬金之安排。

截至二零一八年及二零一七年十二月三十一日止年度，本集團並無向董事支付作為加入本集團之獎勵金或離職賠償之補償金。

(b) 董事擁有重大權益之交易、安排或合約

於二零一六年二月二十九日，Excellent Mind Investments Limited (由蒙先生及蒙品文先生擁有60%及40%，兩者均為執行董事)成為Global Mastermind Holdings Limited環球大通集團有限公司*(「環球大通」)之股東。

* 僅供識別

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

11. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

(b) Transactions, arrangements or contracts in which directors have material interests (Continued)

On 22 September 2016, Hope Master Investments Limited ("Hope Master"), an indirect wholly-owned subsidiary of GMHL, in which Mr. Mung and Mr. Mung Bun Man, Alan, the directors of the Company, are also the directors of GMHL entered into an agreement with the Company to replace the agreement entered into between the Company and GMHL in 2015 (the "2016 Hope Master Agreement"). Pursuant to the 2016 Hope Master Agreement, Hope Master provided management and administrative services to the Company for the period from 23 September 2016 to 30 September 2018. For the year ended 31 December 2018, the Group paid management and administrative service fee with amount of approximately HK\$2,865,000 (2017: HK\$3,994,000).

For the year ended 31 December 2018, the Group received managerial and administrative service income with amounts of approximately HK\$137,000 (2017: HK\$142,000) from GMHL.

For the year ended 31 December 2018, the Group paid commission and other handling charge with amounts of approximately HK\$91,000 (2017: HK\$36,000) to Global Mastermind Securities Limited, a wholly-owned subsidiary of GMHL.

11. 董事及主要行政人員之薪酬 (續)

(b) 董事擁有重大權益之交易、安排或合約 (續)

於二零一六年九月二十二日，環球大通（其中本公司董事蒙先生及蒙品文先生亦為環球大通之董事）之間接全資附屬公司Hope Master Investments Limited（「Hope Master」）與本公司訂立一份協議，取代本公司與環球大通於二零一五年訂立之協議（「二零一六年Hope Master協議」）。根據二零一六年Hope Master協議，Hope Master向本公司提供管理及行政服務，期限為二零一六年九月二十三日起至二零一八年九月三十日止。截至二零一八年十二月三十一日止年度，本集團支付管理及行政服務費約2,865,000港元（二零一七年：3,994,000港元）。

截至二零一八年十二月三十一日止年度，本集團收到環球大通支付之管理及行政服務收益約137,000港元（二零一七年：142,000港元）。

截至二零一八年十二月三十一日止年度，本集團向環球大通之全資附屬公司環球大通證券有限公司支付佣金及其他手續費約91,000港元（二零一七年：36,000港元）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

11. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

(b) Transactions, arrangements or contracts in which directors have material interests (Continued)

On 12 October 2018, Hope Master and Famous Flamingo Limited ("Famous Flamingo"), an indirect wholly-owned subsidiaries of GMHL, in which Mr. Mung and Mr. Mung Bun Man, Alan, the directors of the Company, are also the directors of GMHL entered into rental agreement with the Company. Pursuant to rental agreement made between Hope Master, Famous Flamingo and the Company, the Company agreed to pay Hope Master and Famous Flamingo rental fee for the provision of rental service in accordance with rental agreement. During the year ended, the Company paid rental expense of approximately HK\$506,000 (2017: nil) and HK\$285,000 (2017: nil) to Hope Master and Famous Flamingo respectively.

Saved as disclosed above, no other transactions, arrangements or contracts in which the Company or any subsidiaries of 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. The above related parties transaction are exempted from approval under Listing Rule chapter 14A.

11. 董事及主要行政人員之薪酬 (續)

(b) 董事擁有重大權益之交易、安排或合約 (續)

於二零一八年十月十二日，Hope Master及環球大通（其中本公司董事蒙先生及蒙品文先生亦為環球大通之董事）之間接全資附屬公司Famous Flamingo Limited（「Famous Flamingo」）與本公司訂立租賃協議。根據Hope Master、Famous Flamingo與本公司作出的租賃協議，本公司已同意按照租賃協議就提供租賃服務向Hope Master及Famous Flamingo支付租賃費用。截至本年度止，本公司已分別向Hope Master及Famous Flamingo支付租賃開支約506,000港元（二零一七年：無）及285,000港元（二零一七年：無）。

除上文披露者外，於年末或年內任何時候，概無本公司或其任何附屬公司為訂約方及本公司董事直接或間接於其中擁有重大權益之其他交易、安排或合約。上述關連人士交易獲豁免遵守上市規則第14A章之批准。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

11. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

(c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included two (2017: two) directors whose emoluments are reflected in the analysis presented above. The emoluments of the remaining three (2017: three) highest paid individuals are as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Salaries and other allowance	薪金及其他津貼	2,276	3,219
Retirement benefit scheme contributions	退休福利計劃供款	54	53
		2,330	3,272

No emoluments were paid by the Group to any of the five highest paid individual as an inducement to join or upon joining the Group or as compensation for loss of office for both years.

The aggregated emoluments of each of the remaining three (2017: three) highest paid individuals fell within the following bands:

		2018 二零一八年	2017 二零一七年
Nil to HK\$500,000	零至500,000港元	-	-
HK\$500,001 to HK\$1,000,000	500,001港元至 1,000,000港元	2	2
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至 1,500,000港元	1	1
		3	3

11. 董事及主要行政人員之薪酬 (續)

(c) 五名最高薪酬人士

年內，本集團五名最高薪酬人士包括兩名（二零一七年：兩名）董事，彼等之酬金詳情已於上文之分析中反映。餘下三名（二零一七年：三名）最高薪酬人士之薪酬如下：

本集團於兩個年度並無向五名最高薪酬人士之任何一名人士支付作為加入本集團之獎勵金或離職賠償之補償金。

餘下各三名（二零一七年：三名）最高薪酬人士之酬金總額屬以下級別：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

12. INCOME TAX EXPENSE

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The directors considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

The subsidiary located in the People's Republic of China (the "PRC") is subject to PRC Enterprise Income Tax at 25% for both years.

No provision for Hong Kong Profits Tax has been made as the Group incurred estimated tax losses or the taxable profits was wholly absorbed by estimated tax losses brought forward from prior years.

No provision for PRC Enterprise Income Tax has been made as the Group had no assessable profit arising in or derived from PRC for both years.

12. 所得稅開支

於二零一八年三月二十一日，香港立法會通過了《二零一七年稅務（修訂）（第7號）條例》（「條例」），該條例引入了利得稅兩級制。條例已於二零一八年三月二十八日簽署生效並於次日刊憲。根據利得稅兩級制，合資格集團實體的首2,000,000港元溢利將按8.25%徵稅，而超過2,000,000港元的溢利則須按16.5%徵稅。不符合利得稅兩級制的集團實體溢利將繼續按16.5%的固定稅率徵稅。

董事認為，實施利得稅兩級制所涉及的金額對綜合財務報表而言並不重大。香港利得稅乃按兩個年度估計應課稅溢利之16.5%計算。

位於中華人民共和國（「中國」）之附屬公司須於兩個年度按25%繳納中國企業所得稅。

由於本集團產生估計稅項虧損或應課稅溢利全部被過往年度結轉之估計稅項虧損所抵銷，故並無作出香港利得稅撥備。

由於本集團於兩個年度並無產生或源自中國之應課稅溢利，故並無計提中國企業所得稅撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

12. INCOME TAX EXPENSE (CONTINUED)

The income tax expense for the year can be reconciled to the (loss)/profit before income tax per the consolidated statement of profit or loss and other comprehensive income as follows:

12. 所得稅開支 (續)

綜合損益及其他全面收益表年內所得稅開支及除所得稅前(虧損)/溢利可對賬如下:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(141,223)	26,468
Tax calculated at the rates applicable to the tax jurisdictions concerned	根據相關稅務司法權區適用之稅率計算之稅項	(23,305)	4,363
Expenses not deductible for tax purposes	不可扣稅開支	1,448	5,326
Income not taxable for tax purposes	毋須課稅收入	(1,021)	(497)
Utilisation of tax losses previously not recognised	動用先前未確認之稅項虧損	-	(11,351)
Estimated tax losses not recognised	未確認之估計稅項虧損	22,878	2,159
Income tax expense	所得稅開支	-	-

At the end of the reporting period, the Group had unused estimated tax losses of approximately HK\$231,325,000 (2017: HK\$92,670,000) available for offset against future profits. No deferred tax asset has been recognised in respect of tax losses due to the unpredictability of future profit streams and unrecognised tax losses could be carried forward indefinitely.

於報告期末，本集團有約231,325,000港元(二零一七年: 92,670,000港元)未動用估計稅項虧損，可用作抵銷未來溢利。由於未能預計日後溢利及未確認之稅項虧損可無限期結轉，故並無就稅項虧損確認遞延稅項資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

13. (LOSS)/EARNINGS PER SHARE

The computations of basic and diluted (loss)/earnings per share attributable to owners of the Company are based on the following data:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
(Loss)/earnings	(虧損)／盈利		
(Loss)/earnings for the purpose of basic and diluted loss per share ((loss)/profit for the year attributable to owners of the Company)	用以計算每股基本及攤薄虧損之(虧損)／盈利 (本公司擁有人應佔年度(虧損)／溢利)	(141,223)	26,468

		2018 二零一八年 '000 千股	2017 二零一七年 '000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic and diluted (loss)/earnings per share	用以計算每股基本及攤薄(虧損)／盈利之普通股加權平均數	700,334	700,334

The basic and diluted (loss)/earnings per share are the same for both years.

As the Company's outstanding share options where applicable had an anti-dilutive effect to the basic (loss)/earnings per share calculation for the year ended 31 December 2018 and 31 December 2017, the exercise of the above potential dilutive shares is not assumed in the calculation of diluted (loss)/earnings per share for both years.

13. 每股(虧損)／盈利

本公司擁有人應佔每股基本及攤薄(虧損)／盈利之計算乃基於下列數據作出：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
(Loss)/earnings	(141,223)	26,468

	2018 二零一八年 '000 千股	2017 二零一七年 '000 千股
Number of shares	700,334	700,334

兩個年度之每股基本及攤薄(虧損)／盈利相同。

由於本公司尚未行使之購股權(倘適用)對截至二零一八年十二月三十一日及二零一七年十二月三十一日止年度每股基本(虧損)／盈利之計算具有反攤薄影響，故計算於兩個年度之每股攤薄(虧損)／盈利時假設上述潛在攤薄股份並無獲行使。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

14. DIVIDENDS

No dividend was paid, declared or proposed during the year ended 31 December 2018 and 31 December 2017, nor has any dividend been proposed by the Board subsequent to the end of the reporting period.

14. 股息

於截至二零一八年十二月三十一日年及二零一七年十二月三十一日止年度，董事會並無支付、宣派或建議支付任何股息，且於報告期末後亦無建議支付任何股息。

15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Leasehold improvement 租賃裝修 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本				
At 1 January 2017	於二零一七年一月一日	-	4,118	285	4,403
Additions	增添	-	-	4	4
Written off	撇銷	-	-	(31)	(31)
At 31 December 2017 and at 1 January 2018	於二零一七年十二月三十一日 及二零一八年一月一日	-	4,118	258	4,376
Additions	增添	3,320	-	66	3,386
At 31 December 2018	於二零一八年十二月三十一日	3,320	4,118	324	7,762
Accumulated depreciation	累計折舊				
At 1 January 2017	於二零一七年一月一日	-	2,014	81	2,095
Charge for the year	年內支出	-	524	52	576
Written off	撇銷	-	-	(14)	(14)
At 31 December 2017 and at 1 January 2018	於二零一七年十二月三十一日 及二零一八年一月一日	-	2,538	119	2,657
Charge for the year	年內支出	92	524	58	674
At 31 December 2018	於二零一八年十二月三十一日	92	3,062	177	3,331
Carrying amounts	賬面值				
At 31 December 2018	於二零一八年十二月三十一日	3,228	1,056	147	4,431
At 31 December 2017	於二零一七年十二月三十一日	-	1,580	139	1,719

At 31 December 2017, the carrying amount of motor vehicle includes an amount of approximately HK\$547,000 in respect of asset held under a finance lease (note 23).

於二零一七年十二月三十一日，汽車之賬面值包括根據融資租賃持有之資產約547,000港元（附註23）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

16. INTANGIBLE ASSETS

Club memberships

16. 無形資產

會籍

		HK\$'000 千港元
Cost	成本	
At 1 January 2017, at 31 December 2017, at 1 January 2018 and at 31 December 2018	於二零一七年一月一日、 於二零一七年十二月三十一日、 於二零一八年一月一日及 於二零一八年十二月三十一日	5,785
Accumulated impairment losses	累計減值虧損	
At 1 January 2017, at 31 December 2017, at 1 January 2018 and at 31 December 2018	於二零一七年一月一日、 於二零一七年十二月三十一日、 於二零一八年一月一日及 於二零一八年十二月三十一日	-
Carrying amounts At 31 December 2017 and 2018	賬面值 於二零一七年及二零一八年 十二月三十一日	5,785

The Group holds life-time memberships with non-refundable membership fee and is freely transferrable. In the opinion of the directors, the club memberships are capable of being renewed indefinitely at insignificant cost and therefore is perpetual in duration.

The Group performed impairment test for the intangible assets by comparing its recoverable amounts to the carrying amounts at the end of the reporting period in accordance with HKAS 36 *Impairment of Assets*. The recoverable amounts of the intangible assets are determined based on fair value less cost of disposal and the directors consider that no impairment loss was recognised for both years.

本集團持有終身會籍，會員費不可退還，而會籍可自由轉讓。董事認為，會籍可於毋須支付重大成本之情況下無限重續，故享有永久年期。

根據香港會計準則第36號資產減值，本集團已透過比較報告期末之可收回金額與賬面值對無形資產進行減值測試。無形資產之可收回金額以公平值扣除出售成本釐定，且董事認為兩個年度概無確認減值虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

17. AVAILABLE-FOR-SALE FINANCIAL ASSETS

17. 可供出售財務資產

		2017 二零一七年 HK\$'000 千港元
Listed equity and debt securities, at fair value	上市股本及債務證券， 按公平值	
– In Hong Kong	– 於香港	96,035
– Outside Hong Kong	– 於香港以外	2,058
		98,093
Unlisted equity securities, at cost	非上市股本證券，按成本值	42,407
Less: Accumulated impairment losses (note a)	減：累計減值虧損（附註a）	(2,807)
		39,600
		137,693

Upon application of HKFRS 9 on 1 January 2018, the Group has reclassified all AFS financial assets to financial assets at FVTPL.

The unlisted equity securities are measured at cost less impairment at 31 December 2017, because the range of reasonable fair value estimates is so significant that the directors are of the opinion that their fair values cannot be measured reliably.

於二零一八年一月一日應用香港財務報告準則第9號後，本集團已將所有可供出售財務資產重新分類至透過損益賬以公平值列賬之財務資產。

於二零一七年十二月三十一日，由於估計合理公平值範圍太大，董事認為不能可靠計量其公平值，故非上市股本證券乃按成本減減值計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

17. AVAILABLE-FOR-SALE FINANCIAL ASSETS (CONTINUED)

The fair values of the listed equity securities (exclude suspended trading security as described below) are determined based on the quoted market closing prices available on the relevant stock exchanges at the end of the reporting period.

At 31 December 2017, the fair value of suspended trading security listed in Hong Kong with the amount of approximately HK\$1,260,000 was reference to the valuation carried by Prudential Surveyors (Hong Kong) Limited (“PSHK”), a firm of independent qualified professional valuers. The fair value of suspended trading security listed in Hong Kong was valued by using the market approach at 31 December 2017. The discount rate is used to reflect the risk of exposure to corporate governance, illiquidity and financial distress etc. perceived by market participants who hold the suspended shares with remote likelihood of trade resumption.

At 31 December 2017, the Group’s AFS financial assets listed in Hong Kong and outside Hong Kong were determined to be impaired on the basis of material decline in their fair value below its cost. The directors considered that such a decline is significant to its original cost and indicated that the listed securities had been impaired. Therefore, impairment loss with the amount of approximately HK\$28,133,000 was reclassified from AFS financial assets revaluation reserve to profit or loss.

17. 可供出售財務資產 (續)

於報告期末，上市股本證券（不包括下文所述之暫停買賣證券）之公平值乃按照相關證券交易所所報之收市價釐定。

於二零一七年十二月三十一日，於香港上市之暫停買賣證券之公平值約1,260,000港元乃參考獨立合資格專業估值師行測建行香港有限公司（「測建行香港」）進行之估值釐定。於二零一七年十二月三十一日，於香港上市之暫停買賣證券之公平值乃使用市場法進行估值。使用貼現率之目的為反映持有恢復買賣之可能性極小之暫停買賣股份之市場參與者察覺之企業管治、流動資金及財務困境等風險。

於二零一七年十二月三十一日，本集團於香港及香港以外上市之可供出售財務資產在基於其公平值出現重大減值至低於其成本下被認為減值。董事認為此減值對其原始成本有顯著影響及顯示上市證券已出現減值。因此，減值虧損金額約28,133,000港元自可供出售財務資產重估儲備重新分類至損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

17. AVAILABLE-FOR-SALE FINANCIAL ASSETS (CONTINUED)

Note:

- (a) Details of the AFS financial assets in respect of unlisted equity securities are as follows:

17. 可供出售財務資產 (續)

附註：

- (a) 有關非上市股本證券之可供出售財務資產詳情如下：

Name of equity securities 股本證券名稱		Cost of investment 投資成本 HK\$'000 千港元	Accumulated impairment losses 累計減值虧損 HK\$'000 千港元	Carrying amounts at 31 December 2017 於二零一七年十二月三十一日之賬面值 HK\$'000 千港元
Click Ventures Segregated Portfolio Company	Click Ventures Segregated Portfolio Company			
– Fund Series 3T SP	– Fund Series 3T SP	7,800	–	7,800
– Fund Series 3 SP	– Fund Series 3 SP	3,900	–	3,900
Eventxtra Limited (“Eventxtra”)	Eventxtra Limited (「Eventxtra」)	3,890	(490)	3,400
Fresh Dine One Holdings Limited (“Fresh Dine”)	Fresh Dine One Holdings Limited (「Fresh Dine」)	3,471	(171)	3,300
Kong City Safety Driving School Limited	港城駕駛訓練學校有限公司	3,600	–	3,600
New Approach Trading Limited (“New Approach”)	New Approach Trading Limited (「New Approach」)	600	(300)	300
New HK Island Three Holdings Limited (“New HK Island”)	New HK Island Three Holdings Limited (「New HK Island」)	5,601	(199)	5,402
New Infrastructure One Limited (“New Infrastructure”)	New Infrastructure One Limited (「New Infrastructure」)	1,845	(355)	1,490
New Opportunity One Limited (“New Opportunity”)	New Opportunity One Limited (「New Opportunity」)	3,900	(200)	3,700
Oddup Inc. (“Oddup”)	Oddup Inc. (「Oddup」)	7,800	(1,092)	6,708
		42,407	(2,807)	39,600

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

17. AVAILABLE-FOR-SALE FINANCIAL ASSETS (CONTINUED)

Note: (Continued)

(a) (Continued)

During the year ended 31 December 2017, impairment loss of aggregate amounts of approximately HK\$2,764,000 in respect of AFS financial assets with the amounts of approximately HK\$257,000, HK\$490,000, HK\$200,000, HK\$355,000, HK\$199,000, HK\$171,000 and HK\$1,092,000 related to New Approach, Eventxtra, New Opportunity, New Infrastructure, New HK Island, Fresh Dine and Oddup respectively. The impairment loss has been recognised in the difference between the carrying amounts of the respective investments and the present value of the estimated future cash flows from the respective investments.

18. AMOUNT DUE FROM/(TO) A RELATED COMPANY

Particular of the amount due from a related company is as follows:

		Maximum amount outstanding during the year 年內最高 尚未支付 金額 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Global Mastermind Securities Limited	環球大通證券有限公司	35,324	330	1,727

The amount due from/(to) a related company is unsecured, interest-free and repayable on demand.

17. 可供出售財務資產 (續)

附註：(續)

(a) (續)

於截至二零一七年十二月三十一日止年度，分別與New Approach、Eventxtra、New Opportunity、New Infrastructure、New HK Island、Fresh Dine及Oddup有關之可供出售財務資產約257,000港元、490,000港元、200,000港元、355,000港元、199,000港元、171,000港元及1,092,000港元之減值虧損總額約為2,764,000港元。減值虧損乃確認為各投資之賬面值與各投資估計未來現金流量之現值之差額。

18. 應收／(付)一間關連公司款項

應收一間關連公司款項之詳情如下：

	Maximum amount outstanding during the year 年內最高 尚未支付 金額 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Global Mastermind Securities Limited	35,324	330	1,727

應收／(付)一間關連公司款項為無抵押、免息及須按要償還。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

19. 透過損益賬以公平值列賬之財務資產

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Listed equity and debt securities:	上市股本及債務證券：		
– Equity and debt securities in Hong Kong, at fair value	– 於香港上市之股本及債務證券，按公平值	280,310	339,174
– Equity and debt securities outside Hong Kong, at fair value	– 於香港以外上市之股本及債務證券，按公平值	24,038	780
		304,348	339,954
Unlisted equity and debt securities	非上市股本及債務證券	57,442	–
		361,790	339,954

Upon application of HKFRS 9 on 1 January 2018, the Group has reclassified AFS financial assets to financial assets at FVTPL.

於二零一八年一月一日應用香港財務報告準則第9號後，本集團已將可供出售財務資產重新分類為透過損益賬以公平值列賬之財務資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

At the end of the reporting period, financial assets at FVTPL are stated at fair value.

The fair value of the listed equity and debt securities (excluded suspended trading securities) are determined based on the quoted market closing price available on the relevant stock exchanges at the end of the reporting period.

At 31 December 2018, the fair value of suspended trading securities listed in Hong Kong with the amounts of approximately HK\$3,765,000 was reference to the valuation carried by Graval Consulting Limited (“Graval”), a firm of independent qualified professional valuers. The fair value of suspended trading securities listed in Hong Kong was valued by using market approach with a discount rate 78% at 31 December 2018. The discount rate is used to reflect the risk of exposure to corporate governance, illiquidity and financial distress etc. perceived by market participants who hold the suspended shares with remote likelihood of trade resumption.

The fair values of unlisted equity securities was arrived on the basis of valuation carried out by APAC Appraisal and Consulting Limited (“APAC”), a firm of independent qualified professional valuers. The fair value of the unlisted equity securities was valued by using market approach or asset-based approach as appropriate.

The unlisted equity securities valued by using market approach was valued with average price-to-sales multiples (the “P/S multiples”) ranging from 3.9 to 5.16 and marketability discount ranging from 25% to 35%.

The unlisted equity securities valued by using asset-based approach was valued based on fair value of individual business assets less liabilities to arrive the fair value of the company and minority discount of 5%.

19. 透過損益賬以公平值列賬之財務資產 (續)

於報告期末，透過損益賬以公平值列賬之財務資產按公平值列賬。

於報告期末，上市股本及債務證券（不包括暫停買賣證券）之公平值乃按照相關證券交易所所報之收市價釐定。

於二零一八年十二月三十一日，於香港上市的暫停買賣證券的公平值為約3,765,000港元，此乃經參考獨立合資格專業估值師行博浩企業顧問有限公司（「博浩」）進行的估值釐定。於香港上市的暫停買賣證券的公平值乃採用市場法估值，於二零一八年十二月三十一日的貼現率為78%。該貼現率用於反映持有暫停買賣股份且恢復買賣可能性很小的市場參與者所認為的企業管治、流動性不足及財政困難等面臨的風險。

非上市股本證券的公平值乃根據由獨立合資格專業估值師行亞太估值及顧問有限公司（「亞太」）進行的估值達致。非上市股本證券的公平值乃採用市場法或資產基礎法（倘適用）。

使用市場法進行估值的非上市股本證券乃按價格對銷售額平均倍數（「市銷率倍數」）介乎3.9至5.16及市場流動性折讓介乎25%至35%估值。

使用資產基礎法進行估值的非上市股本證券，乃按單項營業資產減負債的公平值進行估值，得出本公司公平值及少數股權折讓5%。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

At 31 December 2018, a portfolio of equity and debt securities with the carrying amounts of approximately HK\$32,080,000 (2017: nil) have been pledged to secure margin loan from securities broker in accruals and other payables (note 21).

The fair value of the Group's listed equity securities listed in Hong Kong and outside Hong Kong (excluded suspended trading securities) at the date of approval of these financial statements were approximately HK\$322,130,000.

19. 透過損益賬以公平值列賬之財務資產 (續)

於二零一八年十二月三十一日，賬面值為約32,080,000港元（二零一七年：無）之股本及債務證券組合已予質押，以獲得證券經紀之孖展貸款（計入應計賬款及其他應付賬款）（附註21）。

於批准該等財務報表日期，本集團香港及香港以外上市股本證券（不包括暫停買賣證券）之公平值約為322,130,000港元。

20. CASH AND CASH EQUIVALENTS

At 31 December 2018, the Group has cash and bank balances of approximately HK\$46,000 (2017: HK\$39,000) denominated in United States Dollar ("USD").

Bank balances carry interest at floating rates and placed with creditworthy banks with no recent history of default.

For the year ended 31 December 2018, the Group performed impairment assessment on bank balances and concluded that the probability of defaults of the counterparty banks are insignificant and accordingly, no allowance for credit losses is provided.

20. 現金及現金等值項目

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Cash at banks and on hand 銀行現金及手頭現金	38,500	7,017

於二零一八年十二月三十一日，本集團之美元（「美元」）計值之現金及銀行結餘約為46,000港元（二零一七年：39,000港元）。

銀行結餘以浮動利率計息及存於並無近期違約記錄且具有信譽之銀行。

截至二零一八年十二月三十一日止年度，本集團對銀行結餘進行減值評估並得出結論，交易對手銀行的違約可能性微不足道，因此概無就信貸虧損進行撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

21. ACCRUALS AND OTHER PAYABLES

21. 應計賬款及其他應付賬款

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Accruals	應計賬款	399	303
Margin loan from securities broker (Note)	證券經紀之孖展貸款 (附註)	1,635	-
Other payables	其他應付賬款	18,552	5,899
		20,586	6,202

Note:

At 31 December 2018, the margin loan from securities broker was secured by a portfolio of equity and debt securities which classified as financial assets at FVTPL held under the margin account, with carrying amounts of approximately HK\$32,080,000 (2017: nil). The Group's margin loan has no determined maturity date and is subject to interest specified from time to time by securities broker. The effective interest rate for the year is 6.125% (2017: nil) per annum.

附註:

於二零一八年十二月三十一日，證券經紀之孖展貸款乃由孖展賬戶項下持有之賬面值約32,080,000港元（二零一七年：無）之股本及債務證券（分類為透過損益賬以公平值列賬之財務資產）組合作抵押。本集團之孖展貸款並無釐定到期日，並須按證券經紀不時指定之利率計息。本年度之實際年利率為6.125%（二零一七年：無）。

22. LOAN FROM A DIRECTOR

On 30 November 2016, Mr. Mung, a director and shareholder of the Company, as a lender, and the Group, as a borrower, entered into a loan agreement pursuant to which Mr. Mung has agreed to grant a loan to the Group with the amount of HK\$10,000,000 (the "Loan"). The Loan is non-interest bearing and repayable on demand. The Loan is constituted as a connected transaction of the Company which fully exempted from shareholders' approval, annual review and all disclosure requirements under the Listing Rules. The Group repaid the Loan during the year ended 31 December 2018.

The Loan is unsecured, interest free and repayable on demand.

22. 來自一名董事之貸款

於二零一六年十一月三十日，本公司董事兼股東蒙先生（作為貸款人）與本集團（作為借款人）訂立貸款協議，據此，蒙先生已同意向本集團授出貸款10,000,000港元（「貸款」）。貸款為免息及按要求償還。貸款構成上市規則下本公司之關連交易，並全面豁免股東批准、年度審閱及所有披露規定。於截至二零一八年十二月三十一日止年度，本集團已償還貸款。

貸款為無抵押、免息及按要求償還。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

23. OBLIGATION UNDER A FINANCE LEASE

The Group leased motor vehicle under a finance lease. The lease term is 3 years. Interest rate of obligation under a finance lease is fixed at 1.18% per annum. The lease is on a fixed repayment basis and no arrangements have been entered into for contingent rental payments. The Group has options to purchase motor vehicle for a nominal value at the end of the lease terms.

23. 融資租賃項下之責任

本集團根據融資租賃租賃汽車。租期為三年。融資租賃承擔之利率為每年1.18%。租賃以固定償還方式訂立，並無就或然租金付款訂立任何安排。本集團有權於租期未按名義值購買汽車。

		Minimum lease payments 最低租賃 付款 2017 二零一七年 HK\$'000 千港元	Present value of minimum lease payments 最低租賃 付款之現值 2017 二零一七年 HK\$'000 千港元
Amount payable under a finance lease within one year	融資租賃項下須於一年內 支付之款項：	194	192
Less: Future finance charges	減：未來融資費用	(2)	-
Present value of lease obligations within one year	一年內租賃承擔之現值	192	192

At 31 December 2017, the Group's obligation under a finance lease is secured by the lessor's charge over the leased asset with the carrying amount of approximately HK\$547,000 (note 15).

於二零一七年十二月三十一日，本集團之融資租賃承擔乃以出租人之賬面值為約547,000港元（附註15）之租賃資產抵押作擔保。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

24. OTHER FINANCIAL LIABILITY – NON-CONVERTIBLE BOND

On 16 April 2014, the Company issued a non-convertible bond in a principal amount of HK\$10,000,000 (the “Bond”) which is repayable on the date falling 7 years from the date of issue of the Bond (the “Maturity Date”). The Company has an option (the “Prepayment Option”) to repay the outstanding principal amount of the Bond at any time before the Maturity Date, but the bondholder shall not redeem the Bond before the Maturity Date.

The Bond carries interest at the rate of 2% per annum payable annually in arrears on the last day of each year from the date of the Bond, provided that the final repayment of the interest shall be on the Maturity Date. However, for every 10% increase in the net profit in any financial year during the term of the Bond as compared to the immediate previous year, the interest rate shall be increased by 1% for that financial year and with retrospective effect. The following year’s interest rate will be reset at 2% subject to adjustment depending on the net profit. The interest rate during the term shall not be less than 2% per annum and not more than 6% per annum (the “Cap”). Details of the Bond were set out in the Company’s announcement date 16 April 2014.

The Prepayment Option and the Cap are regarded as embedded derivatives in the host contract. The directors assessed the fair value of the Prepayment Option and the Cap with reference to the valuation performed by APAC, a firm of independent qualified professional valuers, which assess the fair value of the Prepayment Option and the Cap using the binomial method and determined that the fair value of the Prepayment Option and the Cap were insignificant on initial recognition and at the end of the reporting period. Accordingly, fair value of the Prepayment Option and the Cap were not recognised in the consolidated financial statements at 31 December 2018 and 31 December 2017.

24. 其他財務負債－不可轉換債券

於二零一四年四月十六日，本公司發行本金額為10,000,000港元之不可轉換債券（「債券」），有關債券須於自其發行日期起計七年之日期（「到期日」）償還。本公司有權（「預付權」）於到期日前任何時間償還債券之未償還本金額，惟債券持有人不得於到期日前贖回債券。

債券按年利率2%計息，須於自債券日期起計每年最後一日支付，惟利息之最終償還日期為到期日。然而，於債券年期內之任何財政年度，純利每較上一年增加10%，該財政年度之利率須增加1%並具追溯效力。下一年之利率將重新設定為2%，惟可根據純利予以調整。於年期內，利率不得低於每年2%及不得高於每年6%（「上限」）。債券之詳情載於本公司日期為二零一四年四月十六日之公告內。

預付權及上限被視為主合約之嵌入式衍生工具。董事參考獨立合資格專業估值師行亞太（其利用二項式法評估預付權及上限之公平值）進行之估值評估預付權及上限之公平值並以為於初步確認時及於報告期末預付權及上限之公平值並不重大。因此，預付權及上限之公平值均無於二零一八年十二月三十一日及二零一七年十二月三十一日之綜合財務報表確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

24. OTHER FINANCIAL LIABILITY – NON-CONVERTIBLE BOND (CONTINUED)

The Bond recognised in the consolidated statements of financial position of the Group is calculated as follows:

24. 其他財務負債－不可轉換債券 (續)

於本集團之綜合財務狀況表確認之債券按以下計算：

		HK\$'000 千港元
At 1 January 2017	於二零一七年一月一日	9,825
Interest expense (note 8)	利息開支 (附註8)	237
Interest paid and payable	已付及應付利息	(200)
At 31 December 2017 and at 1 January 2018	於二零一七年十二月三十一日及 二零一八年一月一日	9,862
Interest expense (note 8)	利息開支 (附註8)	237
Interest paid and payable	已付及應付利息	(200)
At 31 December 2018	於二零一八年十二月三十一日	9,899

The effective interest rate of the Bond is 2.43% per annum.

債券之實際年利率為2.43%。

The Bond is denominated in HK\$.

債券以港元計值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

25. SHARE CAPITAL

		2018 二零一八年		2017 二零一七年	
		Number of shares 股份數目	HK\$'000 千港元	Number of shares 股份數目	HK\$'000 千港元
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股				
Authorised:	法定：				
At 1 January/at 31 December	於一月一日/十二月三十一日	100,000,000,000	1,000,000	100,000,000,000	1,000,000

		2018 二零一八年		2017 二零一七年	
		Number of shares 股份數目	HK\$'000 千港元	Number of shares 股份數目	HK\$'000 千港元
Issued and fully paid:	已發行及繳足：				
At 1 January/at 31 December	於一月一日/十二月三十一日	700,333,925	7,003	700,333,925	7,003

26. NET ASSET VALUE PER SHARE

The calculation of net asset value per share is based on net assets of the Group at 31 December 2018 of HK\$388,325,000 (2017: HK\$519,218,000) and 700,333,925 ordinary shares (2017: 700,333,925 ordinary shares) in issue.

27. SHARE OPTION SCHEME

The Company has adopted a share option scheme on 12 January 2009 (with supplementary amendment on 30 June 2010) (the "Scheme"). Under the Scheme, the directors may, at their absolute discretion, make an offer to any participant to take up the options. An offer is deemed to have been accepted by the grantee upon the duplicate of the offer letter comprising acceptance of the offer being duly signed by the grantee and paying HK\$1 by way of consideration for the grant thereof.

25. 股本

2018
二零一八年

Number of
shares
股份數目

HK\$'000
千港元

2017
二零一七年

Number of
shares
股份數目

HK\$'000
千港元

Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股				
Authorised:	法定：				
At 1 January/at 31 December	於一月一日/十二月三十一日	100,000,000,000	1,000,000	100,000,000,000	1,000,000

26. 每股資產淨值

每股資產淨值乃根據本集團於二零一八年十二月三十一日之資產淨值388,325,000港元(二零一七年:519,218,000港元)及700,333,925股已發行普通股(二零一七年:700,333,925股普通股)計算。

27. 購股權計劃

本公司已於二零零九年一月十二日採納一項購股權計劃(於二零一零年六月三十日補充修訂)(「計劃」)。根據計劃,董事可全權酌情提議任何參與人接納購股權。於接獲由承授人正式簽署之接納邀請函件副本,以及就有關授出購股權支付1港元代價後,購股權建議將會視作已被承授人接納。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

27. SHARE OPTION SCHEME (CONTINUED)

The purpose of the Scheme is to provide participants with the opportunity to acquire proprietary interests in the Company and to encourage participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole.

The subscription price for shares in the Company under the Scheme shall be no less than the highest of (i) the closing price of the shares of the Company as stated in the daily quotations sheets of the Stock Exchange on the date on which an option is granted, (ii) the average closing prices of the shares of the Company as stated in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the date on which an option is granted and (iii) the nominal value of a share of the Company on the date on which an option is granted.

The total number of shares of the Company which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company shall not in aggregate exceed 144,000,000 shares of the Company, being 10% of the total number of shares of the Company in issue as at the date of approval of the Scheme. An option may be exercised during a period to be notified by the directors but may not be exercised after the expiry of 10 years after the date of grant of the option.

The maximum entitlement for any one participant is that the total number of shares issued and to be issued upon exercise of the options granted and to be granted to each participant under the Scheme in any 12-month period must not exceed 1% of the total number of shares in issue of the Company. Any further grant of options in excess of the 1% limit shall be subject to shareholders' approval in general meeting with such participant and his associates abstaining from voting. The Scheme will remain in force for a period of 10 years from 12 January 2009.

27. 購股權計劃 (續)

計劃旨在向參與者提供購買本公司所有人權益之機會，並鼓勵參與者致力提升本公司及其股份之價值，使本公司及其股東整體受益。

根據計劃，本公司股份之認購價不可低於以下各項之最高者：(i)於購股權授出日期聯交所之日報表所列本公司股份之收市價；(ii)緊接購股權授出日期前五個營業日聯交所之日報表所列本公司股份之平均收市價；及(iii)本公司股份於購股權授出日期之面值。

根據計劃及本公司任何其他購股權計劃所授全部購股權獲行使而可發行本公司之股份總數，合共不可超過144,000,000股本公司股份，即於批准計劃日期本公司已發行股份總數之10%。購股權可於董事通知之期間內行使，惟不可於購股權授出日期起計十年屆滿後行使。

任何一名參與者最高限額為於任何十二個月期間行使根據計劃已授出及將授出購股權而已發行及將發行予任何一名參與人之最高股份總數，不得超過本公司已發行股份總數之1%。任何進一步授予超過1%上限之購股權必須於股東大會上獲股東批准，而該名參與人及其聯繫人士須放棄投票。計劃將由二零零九年一月十二日起計十年期間內有效。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

27. SHARE OPTION SCHEME (CONTINUED)

All share-based compensation are to be settled in equity. The Group has no legal or constructive obligation to repurchase or settle the options other than by issuing the Company's ordinary shares. The share options do not confer rights on the holders to dividends or to vote at shareholders' meetings. The share options under the Scheme have no vesting period.

On 15 April 2011, the Company granted 144,000,000 share options to its directors, employees and other grantees at an exercise price of HK\$0.27 per share. The share options granted will be exercisable from 15 April 2011 to 14 April 2021 (both dates inclusive). Particulars of the share options granted under the Scheme were set forth in the announcement and the circular of the Company dated 15 April 2011 and 30 May 2011 respectively.

At the end of the reporting period, the number of shares in respect of which may be issued upon exercise of share options granted and remain outstanding under the Scheme was 900,408 (2017: 900,408), representing 0.13% (2017: 0.13%) of the shares of the Company in issue at that date. During the year ended 31 December 2018 and 2017, no share option was granted, exercised, lapsed or cancelled under the Scheme.

27. 購股權計劃 (續)

所有股份支付補償將以權益支付。除透過發行本公司普通股外，本集團並無法律或推定責任購回或支付購股權。購股權並不授予持有人收取股息或於股東大會上投票的權力。根據計劃，購股權並無歸屬期。

於二零一一年四月十五日，本公司向其董事、僱員及其他承授人授出144,000,000份購股權，行使價為每股0.27港元。所授購股權可於二零一一年四月十五日至二零一一年四月十四日（包括首尾兩日）期間內行使。有關根據計劃授出之購股權詳情已載於本公司日期分別為二零一一年四月十五日及二零一一年五月三十日之公告及通函內。

於報告期末，行使根據計劃已授出但尚未行使之購股權時就此可能發行之股份數目為900,408股（二零一七年：900,408股），佔本公司於該日已發行股本之0.13%（二零一七年：0.13%）。截至二零一八年及二零一七年十二月三十一日止年度，計劃項下概無購股權獲授出、行使、失效或註銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

27. SHARE OPTION SCHEME (CONTINUED)

Movements in share options at the end of the reporting period are as follows:

		Number of share option		Weighted average exercise price	
		購股權數目		加權平均行使價	
		2018	2017	2018	2017
		二零一八年	二零一七年	二零一八年	二零一七年
Outstanding at 1 January/ at 31 December	於一月一日/十二月三十一日 尚未行使	900,408	900,408	9.748	9.748
Exercisable at 31 December	於十二月三十一日可予行使	900,408	900,408	9.748	9.748

27. 購股權計劃 (續)

於報告期末，購股權之變動如下：

28. OPERATING LEASES

The Group as lessee

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of rented premises which fall due as follows:

		2018	2017
		二零一八年	二零一七年
		HK\$'000	HK\$'000
		千港元	千港元
Within one year	一年內	3,726	—
In the second to fifth year inclusive	第二至第五年 (包括首尾兩年)	6,660	—
		10,386	—

Operating lease payments represented rentals payable by the Group for its premises. Leases are mainly negotiated for 3 years. The Group does not have an option to purchase the leased premises at the expiry of the lease period.

28. 經營租賃

本集團作為承租人

於報告期末，本集團於有關租賃物業的不可撤銷經營租賃下之未來最低租賃付款承擔如下：

經營租賃付款指本集團就其物業應付之租金。租約主要協定為三年。於租期屆滿時，本集團無法選擇購買所租賃之物業。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

29. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVE OF THE COMPANY

29. 本公司之財務狀況表及儲備變動

(a) Statement of financial position of the Company

(a) 本公司之財務狀況表

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債		
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	3,385	294
Intangible asset	無形資產	1,215	1,215
Available-for-sale financial assets	可供出售財務資產	-	3,900
Interests in subsidiaries	於附屬公司之權益	10	10
		4,610	5,419
Current assets	流動資產		
Prepayments	預付款項	364	394
Other receivables	其他應收賬款	5	5
Deposits paid	已付按金	1,069	94
Amounts due from subsidiaries	應收附屬公司款項	373,831	493,805
Cash and cash equivalents	現金及現金等值項目	6,557	830
		381,826	495,128
Current liabilities	流動負債		
Accruals and other payables	應計賬款及其他應付賬款	695	4,042
Amount due to a related company	應付一間關連公司之款項	920	-
Loan from a director	來自一名董事之貸款	-	10,000
		1,615	14,042
Net current assets	流動資產淨值	380,211	481,086

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

29. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVE OF THE COMPANY (CONTINUED)

(a) Statement of financial position of the Company (Continued)

29. 本公司之財務狀況表及儲備變動 (續)

(a) 本公司之財務狀況表 (續)

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Total assets less current liabilities	總資產減流動負債	384,821	486,505
Non-current liabilities	非流動負債		
Other financial liability – non-convertible bond	其他財務負債 – 不可轉換債券	9,899	9,862
Net assets	資產淨值	374,922	476,643
EQUITY	權益		
Capital and reserves attributable to owners of the Company	本公司擁有人應佔股本及儲備		
Share capital	股本	7,003	7,003
Reserves	儲備	367,919	469,640
Total equity	權益總額	374,922	476,643

Signed on its behalf of the board of directors by:

由以下人士代表董事會簽署：

Mung Kin Keung

蒙建強

Director

董事

Mung Bun Man, Alan

蒙品文

Director

董事

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

29. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVE OF THE COMPANY (CONTINUED)

(b) Movement of reserve of the Company

29. 本公司之財務狀況表及儲備變動 (續)

(b) 本公司之儲備變動

		Share premium	Contribution surplus	Share option reserve	Capital contribution reserve	Accumulated losses	Total
		股份溢價	實繳盈餘	購股權儲備	注資儲備	累計虧損	總計
		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
			(Note a) (附註a)	(Note b) (附註b)	(Note c) (附註c)		
At 1 January 2017	於二零一七年一月一日	146,099	646,448	2,665	45,330	(358,231)	482,311
Loss and total comprehensive loss for the year	年度虧損及全面虧損總額	-	-	-	-	(12,671)	(12,671)
At 31 December 2017 and at 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日	146,099	646,448	2,665	45,330	(370,902)	469,640
Loss and total comprehensive loss for the year	年度虧損及全面虧損總額	-	-	-	-	(101,721)	(101,721)
At 31 December 2018	於二零一八年十二月三十一日	146,099	646,448	2,665	45,330	(472,623)	367,919

Notes:

- (a) The contributed surplus of the Group brought forward represents the amount transferred from the share premium due to the share premium reduction effective on 23 November 2015 and various capital reduction subsequently. Under the Company Act 1981 of Bermuda (as amended), the contributed surplus is available for distribution. However, the Company cannot make a distribution out of the contributed surplus if: (i) it is, or would after the payment be, unable to pay its liabilities as they become due; or (ii) the realisable value of its assets would thereby be less than its liabilities.

附註:

- (a) 本集團之承前實繳盈餘指因股份溢價減少於二零一五年十一月二十三日生效而轉撥自股份溢價之款項及隨後多項資本削減。根據百慕達一九八一年公司法(經修訂),實繳盈餘可供分派。然而,本公司不得在下列情況下將實繳盈餘作出分派:(i)現時或派付後未能償還到期負債;或(ii)其資產之變現價值會少於其負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

29. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVE OF THE COMPANY (CONTINUED)

(b) Movement of reserve of the Company (Continued)

Notes: (Continued)

- (b) Share option reserve represents the fair value of services estimated to be received in exchange for the grant of the relevant share option over the relevant vesting periods, the total of which is based on the fair value of the share option at grant date. The amount for each period is determined by spreading the fair value of the share option over the relevant vesting period (if any) and is recognised as staff costs and related expenses with a corresponding increase in the share option reserve.
- (c) Capital contribution reserve represents Mr. Mung, a director and substantial shareholder of the Company, had compensated the Group from suffering loss of deposits paid for investments in previous years, and fulfilled his responsibility as a personal guarantee and settled all outstanding balance of deposits paid for investments.

29. 本公司之財務狀況表及儲備變動 (續)

(b) 本公司之儲備變動 (續)

附註：(續)

- (b) 購股權儲備相當於授出相關購股權後估計可於相關歸屬期間內換得之服務之公平值，其總數乃以授出當日有關購股權之公平值為計算基準。每段期間之金額，則是將有關購股權之公平值於相關歸屬期間（倘有）內攤分計算，並作為員工開支及相關支出確認，並相應提高購股權儲備。
- (c) 注資儲備指本公司董事及主要股東蒙先生於過往年度就投資之已付按金產生之虧損已對本集團作出補償，並就投資之已付按金履行其作為個人擔保之責任及支付所有未償還結餘。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

30. MATERIAL RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in these consolidated financial statements, the Group had the following significant transactions with related parties:

(i) Material transactions with related parties:

30. 重大關連人士交易

除於此等綜合財務報表其他部份披露之交易及結餘外，本集團與關連人士訂立以下重大交易：

(i) 與關連人士之重大交易：

			2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Managerial and administrative service paid/payable to related company	已付／應付關連公司之管理及行政服務費	(a)	2,865	3,994
Commission and other handling charge paid/payable to related company	已付／應付關連公司之佣金及其他手續費	(a)	91	36
Rental expense paid/payable to related companies	已付／應付關連公司之租金開支	(a)	791	-
Managerial and administrative service income received/receivable from related company	已收／應收關連公司之管理及行政服務收益	(a)	137	142
Remuneration paid to close family members of key management personnel	支付予主要管理人員近親之酬金			
– Salaries and other allowances	– 薪金及其他津貼		120	2,078
– Retirement benefits scheme contributions	– 退休福利計劃供款		6	35
			126	2,113

Note: (a) The directors of the Company, Mr. Mung and Mr. Mung Bun Man, Alan, have beneficial interests in the related companies.

附註：(a) 本公司董事蒙先生及蒙品文先生於關連公司擁有實益權益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

30. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(ii) Compensation of key management personnel remuneration

Compensation for key management personnel, including amount paid to the Company's directors, chief executive and certain of the highest paid employees, as disclosed in note 11 to the consolidated financial statements, is as follow:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Salaries and other allowances	薪金及其他津貼	9,484	10,411
Retirement benefits scheme contributions	退休福利計劃供款	96	90
		9,580	10,501

The remuneration of directors, chief executive officer and key management personnel is determined by the remuneration committee having regard to the performance of individuals and market trends.

30. 重大關連人士交易 (續)

(ii) 主要管理人員之酬金補償

主要管理人員之補償，包括已付本公司董事、主要行政人員及若干最高薪酬僱員（如綜合財務報表附註11所披露）之金額如下：

董事、行政總裁及主要管理人員之薪酬乃由薪酬委員會根據個人表現及市場趨勢而釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

30. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

- (iii) Details of the balance with related companies and a director at the end of the reporting period are set out in notes 18 and 22 to the consolidated financial statements respectively.
- (iv) On 30 November 2016, Mr. Mung, a director and shareholder of the Company, as a lender, and the Group, as a borrower, entered into a loan agreement pursuant to which Mr. Mung has agreed to grant a Loan to the Group. The Loan is non-interest bearing and repayable on demand. During the year ended 31 December 2018, the Group fully repaid the Loan to the director. The Loan is constituted as a connect transaction of the Company which fully exempted from shareholders' approval, annual review and all disclosure requirements under the Listing Rules.

31. MAJOR NON-CASH TRANSACTION

The Group entered into the following major non-cash investing activity which are not reflected in the consolidated statement of cash flows:

On 1 April 2017, the Group completed to acquire 30% equity interests in unlisted company incorporated in Hong Kong with the amounts of HK\$5,601,000 in which HK\$904,000 was paid during the year ended 31 December 2016 as deposit.

32. RETIREMENT BENEFIT SCHEMES

The Group operates MPF Scheme under rules and regulations of Mandatory Provident Fund Schemes Ordinance for all employees employed in Hong Kong. The Group has chosen to follow the minimum statutory contribution requirement of 5% of eligible employees' monthly relevant income but limited to the mandatory cap of HK\$30,000. The contributions are charged to profit or loss as incurred. The assets of the MPF Scheme are held separately from those of the Group in an independently administrative fund.

30. 重大關連人士交易 (續)

- (iii) 於報告期末與關連公司及董事之結餘之詳情分別載於綜合財務報表附註18及22。
- (iv) 於二零一六年十一月三十日，本公司董事兼股東蒙先生（作為貸方）與本集團（作為借方）訂立貸款協議，據此，蒙先生同意向本集團授出貸款。有關貸款為不計息且須按要求償還。於截至二零一八年十二月三十一日止年度，本集團已向董事悉數償還貸款。貸款構成本公司之關連交易，根據上市規則全面豁免股東批准、年度審閱及所有披露規定。

31. 重大非現金交易

本集團訂立下列並無於綜合現金流量表中反映之主要非現金投資活動：

於二零一七年四月一日，本集團完成以5,601,000港元收購一間於香港註冊成立之非上市公司30%股權，其中904,000港元已於截至二零一六年十二月三十一日止年度支付作為按金。

32. 退休福利計劃

本集團根據強制性公積金計劃條例之規則及規例為其所有香港僱員設立強積金計劃，本集團已選擇最低法定供款規定，即合資格僱員每月有關收入之5%供款，但每月收入上限為法定之30,000港元。供款於產生時在綜合損益表扣除。強積金計劃之資產與本集團之資產分開持有，並由一項獨立管理基金持有。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

33. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

33. 融資業務產生之負債之對賬

下表詳述本集團融資業務產生之負債之變動，包括現金及非現金變動。融資業務產生之負債指其現金流量已或未來現金流量將於本集團綜合現金流量表分類為融資業務之現金流量之負債。

		Interest payable 應付利息 HK\$'000 千港元	Margin loan from securities broker 證券經紀之孖展貸款 HK\$'000 千港元	Loan from a director 來自一名董事之貸款 HK\$'000 千港元	Obligation under a finance lease 融資租賃承擔 HK\$'000 千港元	Other financial liability - non-convertible bond 其他財務負債 - 不可轉換債券 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2017	於二零一七年一月一日	143	-	10,000	515	9,825	20,483
Financing cash flows	融資現金流量	(471)	-	-	(323)	-	(794)
Non-cash changes	非現金變動						
Interest expenses recognised (note 8)	已確認利息開支 (附註8)	471	-	-	-	37	508
At 31 December 2017 and at 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日	143	-	10,000	192	9,862	20,197
Financing cash flows	融資現金流量	(262)	1,635	(10,000)	(192)	-	(8,819)
Non-cash changes	非現金變動						
Interest expenses recognised (note 8)	已確認利息開支 (附註8)	262	-	-	-	37	299
At 31 December 2018	於二零一八年十二月三十一日	143	1,635	-	-	9,899	11,677

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS

The Group is exposed to a variety of financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. Financial risks include market risk (including interest rate risk and foreign currency risk), credit risk, other price risk and liquidity risk. The Group's overall risk management focuses on unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by key management under the policies approved by the board of directors. The Group does not have written risk management policies. However, the board of directors meet regularly and co-operate closely with key management to identify and evaluate risks and to formulate strategies to manage financial risks. The Group has not used any derivatives or other instruments for hedging purposes and has not held or issued derivative financial instruments for trading purposes. The most significant risks to which the Group is exposed to are described below.

34.1 Categories of financial assets and financial liabilities

At the end of the reporting period, the Group's financial instruments mainly consisted of AFS financial assets, financial assets at FVTPL, other receivables, deposits paid, amount due from a related company, cash and cash equivalents, accruals and other payables, amount due to a related company, loan from a director, obligation under a finance lease and other financial liability – non-convertible bond.

34. 財務風險管理及公平值計量

本集團因其日常營運過程中及進行其投資活動時使用財務工具而面臨各種財務風險。財務風險包括市場風險（包括利率風險及外幣風險）、信貸風險、其他價格風險及流動資金風險。本集團之整體風險管理注重金融市場之不可預見性，並尋求將對本集團財務表現之潛在不利影響降至最低。風險管理由主要管理人員根據董事會批准之政策進行。本集團並無書面風險管理政策。然而，董事會定期與主要管理人員召開會議及與彼等密切合作，以識別及評估風險以及制訂管理財務風險之策略。本集團並無使用任何衍生工具或其他工具作對沖用途，及並無持有或發行衍生財務工具作買賣用途。本集團所面對之最主要風險於下文討論。

34.1 財務資產及財務負債之類別

於報告期末，本集團之財務工具主要包括可供出售財務資產、透過損益賬以公平值列賬之財務資產、其他應收賬款、已付按金、應收一間關連公司款項、現金及現金等值項目、應計賬款及其他應付賬款、應付一間關連公司款項、來自一名董事之貸款、融資租賃承擔以及其他財務負債—不可轉換債券。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

34.1 Categories of financial assets and financial liabilities (Continued)

The carrying amounts presented in the Group's consolidated statement of financial position relate to the following categories of financial assets and financial liabilities:

34. 財務風險管理及公平值計量 (續)

34.1 財務資產及財務負債之類別 (續)

於本集團之綜合財務狀況表呈列之賬面值與以下財務資產及財務負債類別有關：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Financial assets	財務資產		
Amortised cost	攤銷成本		
– Other receivables	– 其他應收賬款	7,401	–
– Deposits paid	– 已付按金	1,069	–
– Amount due from a related company	– 應收一間關連公司款項	330	–
– Cash and cash equivalents	– 現金及現金等值項目	38,500	–
Available-for-sale financial assets	可供出售財務資產	–	137,693
Financial assets at fair value through profit or loss	透過損益賬以公平值列賬之財務資產	361,790	339,954
Loans and receivables	貸款及應收款項		
– Other receivables	– 其他應收賬款	–	51,021
– Deposits paid	– 已付按金	–	94
– Amount due from a related company	– 應收一間關連公司款項	–	1,727
– Cash and cash equivalents	– 現金及現金等值項目	–	7,017
		409,090	537,506

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

34. 財務風險管理及公平值計量 (續)

34.1 Categories of financial assets and financial liabilities (Continued)

34.1 財務資產及財務負債之類別 (續)

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Financial liabilities	財務負債		
Accruals and other payables	應計賬款及其他應付賬款	20,586	6,202
Amount due to a related company	應付一間關連公司款項	920	–
Loan from a director	來自一名董事之貸款	–	10,000
Obligation under a finance lease	融資租賃項下之責任	–	192
Other financial liability	其他財務負債		
– non-convertible bond	– 不可轉換債券	9,899	9,862
		31,405	26,256

34.2 Market risk

Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group has interest-bearing assets in relation to cash at banks carried at effective interest rates with reference to the market. The Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group has not used any financial instruments to hedge potential fluctuations in interest rates. The exposure to interest rates risk for the Group's cash at banks is considered minimal. The Group has no variable rate interest bearing borrowings which is not exposed to changes in market interest rates.

34.2 市場風險

利率風險

利率風險乃與財務工具之公平值或現金流量會因市場利率變動而出現波動之風險有關。

本集團有計息資產，涉及以參考市場之實際利率計息之銀行現金。本集團之收入及營運現金流量大部分獨立於市場利率變動。本集團並未使用任何財務工具對沖潛在利率波動。本集團銀行現金之利率風險被認為輕微。本集團並無面對市場利率變動風險之浮息借貸。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

34.2 Market risk (Continued)

Interest rate risk (Continued)

The Group does not have any significant exposure to interest rate risk at the end of the reporting period and is not exposed to changes in market interest rates.

The policies to manage interest rate risk have been followed by the Group since prior years and are considered to be effective.

Foreign currency risk

The Group operates in Hong Kong and majority of transactions are denominated in HK\$, USD and Renminbi ("RMB"). Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities, which are denominated in a currency that is not the functional currency of the Group.

At the end of each reporting period, the carrying amounts of the monetary assets and liabilities of the Group, which are denominated in foreign currencies, are as follows:

		Liabilities		Assets	
		負債		資產	
		2018	2017	2018	2017
		二零一八年	二零一七年	二零一八年	二零一七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
RMB	人民幣	72	72	23,813	-
USD	美元	-	-	7,054	7,026

The Group is not exposed to foreign exchange risk in respect of HK\$ against the USD as long as this currency is pegged.

34. 財務風險管理及公平值計量 (續)

34.2 市場風險 (續)

利率風險 (續)

於報告期末，本集團並無面對任何重大利率風險，亦無面對任何市場利率變動之風險。

本集團自過往年度以來一直遵守管理利率風險之政策，並認為該等政策有效。

外幣風險

本集團於香港營運及大部分交易以港元、美元及人民幣（「人民幣」）計值。外匯風險來自未來商業交易、已確認資產及負債（以並非本集團功能貨幣之貨幣計值）。

於各報告期末，本集團以外幣計值之貨幣資產及負債之賬面值如下：

本集團並無面臨有關港元兌美元之外匯風險，惟須與該貨幣掛鈎。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

34.2 Market risk (Continued)

Foreign currency risk (Continued)

The Group currently does not have a foreign currency hedging policy in respect of assets and liabilities denominated in foreign currency. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

Sensitivity analysis

The following table details the Group's sensitivity to a 5% increase and decrease in HK\$ against RMB. 5% is the sensitivity rate used which represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 5% change in foreign currency rates. A negative number below indicates an increase in pre-tax (loss)/profit where HK\$ weaken 5% against RMB. For a 5% strengthening of HK\$ against the relevant currency, there would be an equal and opposite impact on the (loss)/profit and the balances below would be positive.

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
RMB	人民幣	1,187	4

Management considered the sensitivity analysis is unrepresentative of the inherent foreign currency risk as the exposure at the end of each reporting period does not reflect the exposure during the year.

34. 財務風險管理及公平值計量 (續)

34.2 市場風險 (續)

外幣風險 (續)

本集團目前並未就以外幣計值之資產及負債制定外幣對沖政策。本集團將密切監察其外幣風險，並將於有需要時考慮對沖重大外幣風險。

敏感度分析

下表詳列本集團對港元兌人民幣上升及下跌5%之敏感度。5%為所採用之敏感度率，乃管理層對匯率可能出現之合理變動之評估。敏感度分析僅包括未兌換以外幣計值之貨幣項目，並於報告期末按5%之匯率變動調整其換算。下表之負數表示港元兌人民幣貶值5%時除稅前(虧損)/溢利增加之數額。倘港元兌相關貨幣升值5%，則會對(虧損)/溢利造成等額但相反之影響，而以下結餘將為正數。

管理層認為，由於各報告期末之風險並未反映年內之風險，故敏感度分析不能代表固有外幣風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

34.2 Market risk (Continued)

Other price risk

The Group is exposed to equity price risk through its investments in equity securities measured at FVTPL (2017: held-for-trading investments and listed equity and debt securities classified as AFS financial assets). For equity securities measured at FVTPL (2017: held-for-trading and AFS financial assets) quoted in relevant stock exchanges, the directors manages this exposure by maintaining a portfolio of investments with different risks. In addition, the Group also invested in certain equity securities listed in relevant stock exchanges without quoted market price and unlisted equity securities for investees operating in different industry sector which had been classified as FVTPL. The Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

To manage its market price risk arising from these investments, the Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the board of directors.

The policies to manage other price risk have been followed by the Group since prior years and are considered to be effective.

34. 財務風險管理及公平值計量 (續)

34.2 市場風險 (續)

其他價格風險

本集團因其於透過損益賬以公平值計量之股本證券之投資面臨股價風險 (二零一七年: 持作交易投資以及分類為可供出售財務資產之上市股本及債務證券)。就於相關證券交易所所報透過損益賬以公平值計量之股本證券 (二零一七年: 持作買賣及可供出售之財務資產) 而言, 董事通過維持具不同風險的投資組合以管理該風險。此外, 本集團亦投資於若干在相關證券交易所上市之股本證券 (無市場報價) 及於不同行業部門經營業務的被投資公司的非上市股本證券 (該等證券已分類為透過損益賬以公平值列賬)。本集團已委任專責團隊監察價格風險, 並將於有需要時考慮對沖風險。

為管理該等投資所產生之市價風險, 本集團分散其業務組合。分散其業務組合按照董事會所制訂限制進行。

本集團自過往年度以來一直遵守管理其他價格風險之政策, 並認為該等政策有效。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

34.2 Market risk (Continued)

Sensitivity analysis

The sensitivity analyses have been determined based on the exposure to equity price risk at the end of the reporting period, excluding AFS financial assets investments measured at cost less impairment for the year ended 31 December 2017. Sensitivity analyses for certain equity securities listed in the Stock Exchange without quoted market price and unlisted equity securities with fair value measurement categorised within Level 3 were disclosed in note 34.5. For sensitivity analysis of equity and debt securities with fair value measurement categorised within Level 1, the sensitivity rate is increased to 35% in 2018 (2017: 35%) as a result of the volatile financial market.

If the prices of the respective equity instruments had been 35% (2017: 35%) higher/lower, the post-tax (loss)/profit for the year ended 31 December 2018 would increase/decrease by approximately HK\$105,204,000 (2017: increase/decrease by HK\$99,352,000) as a result of the changes in fair value of listed equity and debt securities classified as FVTPL (2017: held-for-trading investments).

If the prices has been 35% higher/lower, other comprehensive income for the year ended 31 December 2017 would decrease/increase by approximately HK\$34,333,000 as a result of the change in fair value of listed equity and debt securities classified as AFS financial assets.

34. 財務風險管理及公平值計量 (續)

34.2 市場風險 (續)

敏感度分析

敏感度分析根據於報告期末承擔的股價風險而釐定，惟截至二零一七年十二月三十一日止年度之按成本減去減值計量之可供出售財務資產除外。對若干在聯交所上市之股本證券（無市場報價）及公平值計量分類為第三層次之非上市股本投資之敏感度分析均於附註34.5內披露。就公平值計量分類為第一層次之股本及債務證券之敏感度分析而言，由於金融市場波動，敏感度比率於二零一八年增至35%（二零一七年：35%）。

若各股本工具之價格已上漲／下跌35%（二零一七年：35%），由於分類為透過損益賬以公平值列賬之上市股本及債務證券之公平值變動（二零一七年：持作買賣投資），截至二零一八年十二月三十一日止年度之稅後（虧損）／溢利將上升／下跌約105,204,000港元（二零一七年：上升／下跌99,352,000港元）。

若價格已上漲／下跌35%，由於分類為可供出售財務資產之上市股本及債務證券之公平值變動，截至二零一七年十二月三十一日止年度之其他全面收益將下跌／上升約34,333,000港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

34.3 Credit risk and impairment assessment

At 31 December 2018, the Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets. The Group's credit risk is primarily attributable to other receivables, deposits paid, amount due from a related company and cash and bank balances. The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The directors considered the credit risk of the Group's other receivables, deposits paid and amount due from a related company are relatively low as they have a low risk of default and the counterparty has a strong capacity to meet its contractual cash flow obligations in the near term.

The Group deposited its bank balances with approved and reputable banks. Bankruptcy or insolvency of the banks may cause the Group's right with respect to bank balances held to be delayed or limited. Management of the Company monitors the credit rating of these banks on an ongoing basis, and considers that the Group's exposure to credit risk at 31 December 2018 and 31 December 2017 were minimal.

The Group does not have any other significant concentrations of credit risk. The exposures to these credit risks are monitored on an ongoing basis.

34. 財務風險管理及公平值計量 (續)

34.3 信貸風險及減值評估

於二零一八年十二月三十一日，本集團並無持有任何抵押品或其他增信工具以應對與其財務資產相關之信貸風險。本集團之信貸風險主要來自其他應收賬款、已付按金、應收一間關連公司款項以及現金及銀行結餘。本集團因交易對手未有履行責任而將對本集團造成財務損失之最大信貸風險，乃來自綜合財務狀況表所列各項已確認財務資產之賬面值。

董事認為，本集團其他應收賬款、已付按金及應收一間關連公司款項之信貸風險相對較低，原因為該等款項具低違約風險且交易對手具強大能力於近期完成其合約現金流量責任。

本集團將其銀行結餘存放於獲認可及信譽良好之銀行。該等銀行破產或無力償債或會導致本集團就所持銀行結餘之權利被延遲或受到限制。本公司管理層會持續監察此等銀行之信貸評級，並認為本集團於二零一八年十二月三十一日及二零一七年十二月三十一日所承受之信貸風險甚微。

本集團並無任何其他重大集中信貸風險。該等信貸風險乃按持續基準監察。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

34.4 Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group is exposed to liquidity risk in respect of settlement of accruals and other payables, amount due to a related company, loan from a director, obligation under a finance lease and other financial liability-non-convertible bond and also in respect of its cash flow management. The Group's objective is to maintain an appropriate level of liquid assets and committed lines of funding to meet its liquidity requirements in the short and longer term.

The liquidity policies have been followed by the Group since prior years and are considered to have been effective in managing liquidity risks.

34. 財務風險管理及公平值計量 (續)

34.4 流動資金風險

流動資金風險乃與本集團未能按交付現金或其他財務資產方式結算履行財務負債相關責任之風險有關。本集團在清償應計賬款及其他應付賬款、應付一間關連公司款項、來自一名董事之貸款、融資租賃承擔及其他財務負債—不可轉換債券以及在現金流量管理方面承擔流動資金風險。本集團之目標在於維持流動資產及承諾資金於適當水平，以滿足其短期及長期流動資金需求。

本集團自過往年度以來一直遵守流動資金政策，並認為該等政策在管理流動資金風險方面行之有效。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

34.4 Liquidity risk (Continued)

Analysed below is the Group's remaining contractual maturities for its non-derivative financial liabilities, which are based on contractual undiscounted cash flows and the earliest date the Group can be required to pay:

At 31 December 2018	於二零一八年十二月三十一日	Effective interest rate 實際利率 %	Within			Total contractual undiscounted cash flow 合約未折算現金流量總值 HK\$'000	Carrying amount 賬面值 HK\$'000
			one year or on demand 一年內或應要求 HK\$'000 千港元	Within 2-5 years 二至五年內 HK\$'000 千港元	More than 5 years 超過五年 HK\$'000 千港元		
Non-derivative financial liabilities:							
Accruals and other payables	應計賬款及其他應付賬款	6.125	20,586	-	-	20,586	20,586
Amount due to a related company	應付一間關連公司之款項	-	920	-	-	920	920
Other financial liability	其他財務負債						
- non-convertible bond	- 不可轉換債券	2.43	200	800	9,800	10,800	9,899
			21,706	800	9,800	32,306	31,405

34. 財務風險管理及公平值計量 (續)

34.4 流動資金風險 (續)

以下分析為本集團之非衍生財務負債之剩餘合約到期情況，其中根據合約未折算現金流量及本集團須支付款項之最早日期：

At 31 December 2017	於二零一七年十二月三十一日	Effective interest rate 實際利率 %	Within			Total contractual undiscounted cash flow 合約未折算現金流量總值 HK\$'000	Carrying amount 賬面值 HK\$'000
			one year or on demand 一年內或應要求 HK\$'000 千港元	Within 2-5 years 二至五年內 HK\$'000 千港元	More than 5 years 超過五年 HK\$'000 千港元		
Non-derivative financial liabilities:							
Accruals and other payables	應計賬款及其他應付賬款	-	6,202	-	-	6,202	6,202
Loan from a director	來自一名董事之貸款	-	10,000	-	-	10,000	10,000
Obligation under a finance lease	融資租賃項下之責任	1.18	194	-	-	194	192
Other financial liability	其他財務負債						
- non-convertible bond	- 不可轉換債券	2.43	200	800	10,000	11,000	9,862
			16,596	800	10,000	27,396	26,256

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

34.4 Liquidity risk (Continued)

The Group considers expected cash flows from financial assets in assessing and managing liquidity risk, in particular, its cash resources and other liquid assets that readily generate cash. The Group's existing cash resources and other liquid assets significantly exceed the cash outflow requirements.

34.5 Fair value of financial instruments

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

The following table presents the fair value of the Group's financial assets measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13 *Fair Value Measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date;
- Level 2 valuations: fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are input for which market data are not available; and
- Level 3 valuations: fair value measured using significant unobservable inputs.

34. 財務風險管理及公平值計量 (續)

34.4 流動資金風險 (續)

本集團於評估及管理流動資金風險時考慮財務資產之預計現金流量，特別是現金資源及容易產生現金之其他流動資產。本集團之現有現金資源及其他流動資產遠遠超出現金流出的規定。

34.5 財務工具之公平值

本集團按經常基準以公平值計量之財務資產之公平值

下表呈列本集團於報告期末按經常基準計量之財務資產之公平值，其乃按香港財務報告準則第13號公平值計量所界定劃分為三層公平值架構。公平值計量劃分之層次乃使用估值技術參考輸入值之可觀察性及重要性釐定如下：

- 第一層次估值：公平值僅使用第一層輸入值計量，即相同資產或負債於計量日期於活躍市場之未經調整報價；
- 第二層次估值：公平值僅使用第二層輸入值計量，即未符合第一層次的可觀察輸入值且並無使用重大不可觀察輸入值。不可觀察輸入值為於市場數據不可用之輸入值；及
- 第三層次估值：使用重大不可觀察輸入值計量之公平值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

34. 財務風險管理及公平值計量 (續)

34.5 Fair value of financial instruments (Continued)

34.5 財務工具之公平值 (續)

At 31 December 2018	於二零一八年十二月三十一日	Level 1 第一層次 HK\$'000 千港元	Level 2 第二層次 HK\$'000 千港元	Level 3 第三層次 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Fair value on a recurring basis	按經常基準計量之公平值				
Financial assets at FVTPL	透過損益賬以公平值列賬之財務資產				
- listed equity and debt securities	- 上市股本及債務證券	300,583	-	3,765	304,348
- unlisted equity securities	- 非上市股本證券	-	-	57,442	57,442
		300,583	-	61,207	361,790

At 31 December 2017	於二零一七年十二月三十一日	Level 1 第一層次 HK\$'000 千港元	Level 2 第二層次 HK\$'000 千港元	Level 3 第三層次 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Fair value on a recurring basis	按經常基準計量之公平值				
AFS financial assets	可供出售財務資產				
- listed equity and debt securities	- 上市股本及債務證券	96,833	-	1,260	98,093
Financial assets at FVTPL classified as held for trading investments	透過損益賬以公平值列賬且分類為持作買賣投資之財務資產				
- listed equity securities	- 上市股本證券	339,954	-	-	339,954
		436,787	-	1,260	438,047

The majority of listed equity and debt securities are denominated in HK\$, RMB and USD. Fair values have been determined by reference to their quoted market closing price at the end of the reporting period and have been translated using the spot foreign currency rates at the end of the reporting period where appropriate.

大部分上市股本及債務證券乃按港元、人民幣及美元列值。公平值經參考彼等於報告期末之所報收市價釐定，且已使用於報告期末適用之即期外匯匯率換算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

34.5 Fair value of financial instruments (Continued)

In estimating the fair value, the Group used market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages independent qualified professional valuers to perform the valuation. The management works closely with the qualified external professional to establish the appropriate valuation techniques and inputs to the model. The management reports the findings to the directors at the end of each reporting period to explain the cause of fluctuations in fair value of the asset.

On 8 August 2018, one of the Group's equity securities listed in Hong Kong classified as financial assets at FVTPL was suspended trading, therefore, no unadjusted quoted price in an active market is available. The Group's then measured fair value of suspended trading security by reference to the valuation carried by Graval in which fair value was measured by using significant unobservable inputs, thus, the fair value of suspended trading security was reclassified to Level 3 valuations.

On 3 April 2017, one of the Group's equity securities listed in Hong Kong classified as AFS financial assets was suspended trading, therefore, no unadjusted quoted price in an active market is available. The Group's then measured fair value of suspended trading security by reference to the valuation carried by PSHK in which fair value was measured by using significant unobservable inputs, thus, the fair value of suspended trading security was reclassified to Level 3 valuations.

34. 財務風險管理及公平值計量 (續)

34.5 財務工具之公平值 (續)

於估計公平值時，本集團採用現時可得之市場可觀察數據。倘未能獲取第一層次之輸入值，則本集團會委聘獨立合資格專業估值師進行估值。管理層與合資格專業估值師密切協作，以設立適用之估值技術及模型之輸入值。管理層於各報告期末向董事匯報結果，以解釋資產公平值波動之原因。

於二零一八年八月八日，本集團分類為透過損益賬以公平值列賬之財務資產之於香港上市之股本證券之一暫停買賣，因此，並無活躍市場之未經調整報價。本集團當時計量之暫停買賣證券之公平值乃參考博浩進行之估值，當中使用重大不可觀察輸入值計量公平值，因此，暫停買賣證券之公平值獲重新分類為第三層次估值。

於二零一七年四月三日，本集團分類為可供出售財務資產之於香港上市之股本證券之一暫停買賣，因此，並無活躍市場之未經調整報價。本集團當時計量之暫停買賣證券之公平值乃參考測建行香港進行之估值，當中使用重大不可觀察輸入值計量公平值，因此，暫停買賣證券之公平值獲重新分類為第三層次估值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

34.5 Fair value of financial instruments (Continued)

During the year ended 31 December 2018 and 2017, there were no transfers between Level 1 and Level 2.

Information about Level 3 fair value measurements

34. 財務風險管理及公平值計量 (續)

34.5 財務工具之公平值 (續)

於截至二零一八年及二零一七年十二月三十一日止年度，第一層次及第二層次之間並無轉移。

有關第三層次公平值計量之資料

		Valuation techniques 估值技術	Significant unobservable input 重大不可觀察輸入值	Relation of significant unobservable inputs to fair value 重大不可觀察輸入值與公平值之關係
Suspended trading securities listed in Hong Kong	暫停買賣於香港上市之證券	Market approach 市場法	Comparable company return basis of 3.37% to 12.27% (2017: Nil) 可資比較公司回報率基準3.37%至12.27% (二零一七年：無)	The comparable company return basis is positively correlated fair value to the measurement of the suspended trading security listed in Hong Kong 可資比較公司回報率基準與暫停買賣於香港上市之證券之公平值計量呈正相關
			Net asset value per share of HK\$0.003 to HK\$1.75 (2017: Nil) 每股資產淨值0.003港元至1.75港元 (二零一七年：無)	The net asset value per share is positively correlated to the fair value measurement of the suspended trading security listed in Hong Kong 每股資產淨值與暫停買賣於香港上市之證券之公平值計量呈正相關

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

34. 財務風險管理及公平值計量 (續)

34.5 Fair value of financial instruments (Continued)

34.5 財務工具之公平值 (續)

Information about Level 3 fair value measurements (Continued)

有關第三層次公平值計量之資料 (續)

		Valuation techniques 估值技術	Significant unobservable input 重大不可觀察輸入值	Relation of significant unobservable inputs to fair value 重大不可觀察輸入值與公平值之關係
			Discount rate of 78.01% (2017: 80.73%) 貼現率78.01% (二零一七年: 80.73%)	The discount rate is negatively correlated to the fair value measurement of the suspended trading security listed in Hong Kong 貼現率與暫停買賣於香港上市之證券之公平值計量呈負相關
Unlisted equity and debt securities	非上市股本及債務證券	Market approach 市場法	Average P/S multiples of 3.9 to 5.16 (2017: Nil) 市銷率平均倍數 3.9至5.16 (二零一七年: 無)	The average P/S multiples is positively correlated to the fair value measurement of the unlisted securities 市銷率平均倍數與非上市證券之公平值計量呈正相關

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

34.5 Fair value of financial instruments (Continued)

Information about Level 3 fair value measurements (Continued)

34. 財務風險管理及公平值計量 (續)

34.5 財務工具之公平值 (續)

有關第三層次公平值計量之資料 (續)

Valuation techniques 估值技術	Significant unobservable input 重大不可觀察輸入值	Relation of significant unobservable inputs to fair value 重大不可觀察輸入值與公平值之關係
	Marketability discount rate of 25% to 35% (2017: Nil) 市場流動性折讓率 25%至35% (二零一七年：無)	The discount rate is negatively correlated to the fair value measurement of the unlisted securities 該折讓率與非上市證券之公平值計量呈負相關
Asset-based approach 資產法	Minority discount rate of 5% (2017: Nil) 少數股權折讓率 5% (二零一七年：無)	The discount rate is negatively correlated to the fair value measurement of the unlisted securities 該折讓率與非上市證券之公平值計量呈負相關

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

34.5 Fair value of financial instruments (Continued)

Information about Level 3 fair value measurements (Continued)

Information about the valuation techniques and inputs used in determining the fair value of the suspended trading securities and unlisted equity securities are disclosed above.

The Group's policy is to recognise transfer into and out of fair value hierarchy levels as of the date of the events or change in circumstances that caused the transfer.

The following table presents the changes in fair value of financial assets which are classified as Level 3 valuations:

34. 財務風險管理及公平值計量 (續)

34.5 財務工具之公平值 (續)

有關第三層次公平值計量之資料 (續)

有關釐定暫停買賣證券及非上市股本證券之公平值所使用之估值技術及輸入值之資料乃於上文披露。

本集團之政策為確認截至導致轉撥之事件或情況轉變日期之公平值層級之轉入或轉出。

下表呈列分類為第三層次估值之財務資產之公平值變動：

		HK\$'000 千港元
At 1 January 2017	於二零一七年一月一日	-
Transfer from Level 1	轉撥自第一層次	6,390
Loss arising on change in fair value of financial assets at FVTPL	透過損益賬以公平值列賬之財務資產之公平值變動產生之虧損	(5,130)
At 31 December 2017 and at 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日	1,260
Unlisted equity securities reclassified from AFS financial assets measured at cost to financial assets at FVTPL upon initial application of HKFRS 9	於初步應用香港財務報告準則第9號時將非上市股本證券由按成本計算之可供出售財務資產重新分類至透過損益賬以公平值列賬之財務資產	39,600
Effect on financial assets remeasured at fair value upon initial application of HKFRS 9	於初步應用香港財務報告準則第9號時對按公平值重新計量之財務資產之影響	10,331
Transfer from Level 1	轉撥自第一層次	1,435
Gain on change in fair value of financial assets at FVTPL	透過損益賬以公平值列賬之財務資產之公平值變動收益	8,581
At 31 December 2018	於二零一八年十二月三十一日	61,207

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

34. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (CONTINUED)

34.5 Fair value of financial instruments (Continued)

Fair value of financial assets and financial liabilities that are not measure fair value on a recurring basis

The carrying amounts of financial assets and financial liabilities carried at cost or amortised cost were not materially different from their fair value at 31 December 2018 and 2017.

35. CAPITAL MANAGEMENT

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern and to provide an adequate return to shareholders.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group, prevailing and projected capital expenditures and projected strategic investment opportunities. The Group's overall strategy remains unchanged from prior years.

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

34. 財務風險管理及公平值計量 (續)

34.5 財務工具之公平值 (續)

並非按經常基準計量公平值之財務資產及財務負債之公平值

於二零一八年及二零一七年十二月三十一日，按成本或攤銷成本列賬之財務資產及財務負債之賬面值與彼等之公平值並無重大差異。

35. 資本管理

本集團資本管理之目標為確保本集團繼續有能力以持續基準營運，以及為股東帶來充裕回報。

本集團積極及定期審閱與管理其資本架構，以確保優化資本架構及股東回報，並同時考慮到本集團之未來資本需要、目前及預計資本開支及預計策略投資機會。本集團之整體策略與往年保持不變。

為維持或調整資本架構，本集團可能調整支付予股東之股息金額、向股東退回資本、發行新股份或贖回現有股份或出售資產以降低負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

35. CAPITAL MANAGEMENT (CONTINUED)

The Group is not subject to externally imposed capital requirements.

The capital structure of the Group consists of net debts (which includes loan from a director, obligation under a finance lease and other financial liability – non-convertible bond) and total equity.

The gearing ratios at the end of the reporting period are as follows:

35. 資本管理 (續)

本集團毋須遵守外部施加之資本規定。

本集團之資本架構由債務淨額（其包括來自一名董事之貸款、融資租賃項下之責任及其他財務負債－不可轉換債券）及權益總額組成。

於報告期末之資產負債比率如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Total debts (<i>note</i>)	債務總額 (附註)	9,899	20,054
Less: Cash and cash equivalents	減：現金及現金等值項目	(38,500)	(7,017)
Net (cash)/debt	(現金)／債務淨額	(28,601)	13,037
Total equity	權益總額	388,325	519,218
Net debt to equity ratio	債務淨額對權益比率	N/A 不適用	2.5%
Total debt to equity ratio	債務總額對權益比率	2.5%	3.9%

Note: Total debts comprises loan from a director, obligation under a finance lease and other financial liability – non-convertible bond.

附註： 債務總額包括來自一名董事之貸款、融資租賃承擔及其他財務負債－不可轉換債券。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

36. INVESTMENT

Pursuant to the requirements stipulated in Chapter 21.12 of the Listing Rules, the Group discloses its list of all investments with a value greater than 5% of the Group's gross assets and at least 10 largest investments at 31 December 2018 and 31 December 2017 respectively as follows:

At 31 December 2018

36. 投資

根據上市規則第21.12章訂明之規定，本集團披露於二零一八年十二月三十一日及二零一七年十二月三十一日所有價值超過本集團資產總值5%之投資以及最少10項最大投資之列表如下：

於二零一八年十二月三十一日

Name of equity securities 股本證券名稱		Percentage of equity interest held 所持有股本 權益百分比 %	Net assets attributable to the Company 本公司應佔 資產淨值 HK\$'000 千港元	Cost of investment 投資成本 HK\$'000 千港元	Market value/ fair value at 31 December 2018 於二零一八年 十二月 三十一日 之市值/ 公平值 HK\$'000 千港元	Dividend received 已收股息 HK\$'000 千港元
Listed equity and debt securities in Hong Kong	香港上市股本及債務證券					
Affluent Partners Holdings Limited	Affluent Partners Holdings Limited 錢唐控股有限公司*	2.21	4,793	29,341	43,442	-
Beijing Enterprises Water Group Limited	北控水務集團有限公司	0.04	15,650	19,349	15,545	662
Brockman Mining Limited	Brockman Mining Limited 布萊克萬礦業有限公司*	2.95	16,198	44,597	48,616	-
China Information Technology Development Limited	中國信息科技發展有限公司	3.33	14,850	26,435	17,858	-
Frontier Services Group Limited	Frontier Services Group Limited 先豐服務集團有限公司*	0.41	4,920	9,597	12,008	-
Greenland Hong Kong Holdings Limited	綠地香港控股有限公司	N/A不適用	N/A不適用	15,600	15,758	N/A不適用
Huayi Tencent Entertainment Company Limited	華誼騰訊娛樂有限公司	1.35	11,737	103,487	35,378	-
Kingston Financial Group Limited	金利豐金融集團有限公司	0.07	15,363	36,608	18,600	200
Listed equity securities outside Hong Kong	香港以外之上市股本證券					
Kuang-chi Technologies Co., Ltd.	光啟技術股份有限公司	0.09	7,975	25,036	22,402	-
Unlisted equity securities outside Hong Kong	香港以外之非上市股本證券					
Click Ventures Segregated Portfolio Company - Fund Series 3T SP	Click Ventures Segregated Portfolio Company - Fund Series 3T SP	N/A不適用	N/A不適用	7,800	17,393	-
				317,850	247,000	

* 僅供識別

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

36. INVESTMENT (CONTINUED)

At 31 December 2017

36. 投資 (續)

於二零一七年十二月三十一日

Name of equity securities		Percentage of equity interest held	Net assets attributable to the Company	Cost of investment	Market value at 31 December 2017 於二零一七年十二月三十一日之市值	Dividend received
股本證券名稱		所持股本權益百分比	本公司應佔資產淨值	投資成本	於二零一七年十二月三十一日之市值	已收股息
		%	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Equity securities in Hong Kong	香港股本證券					
Affluent Partners Holdings Limited	Affluent Partners Holdings Limited 錢唐控股有限公司*	2.21	7,804	29,341	46,138	-
Brockman Mining Limited#	Brockman Mining Limited 布萊克萬礦業有限公司**	3.22	14,463	44,597	30,520	-
China Information Technology Development Limited	中國信息科技發展有限公司	3.33	17,804	26,435	25,838	-
China State Construction International Holdings Limited	中國建築國際集團有限公司	0.04	16,012	21,619	22,996	301
CST Group Limited (formerly known as NetMind Financial Holdings Limited)	中譽集團有限公司 (前稱網智金控集團有限公司)	1.29	81,290	27,030	20,500	-
Frontier Services Group Limited	Frontier Services Group Limited 先豐服務集團有限公司*	1.70	6,605	24,462	40,482	-
Huayi Tencent Entertainment Company Limited#	華誼騰訊娛樂有限公司#	1.34	11,746	102,974	64,255	-
Kingston Financial Group Limited	金利豐金融集團有限公司	0.07	14,768	36,608	75,000	250
Tai United Holdings Limited	太和控股有限公司	0.63	32,490	33,841	33,239	1,087
Yunfeng Financial Group Limited	雲鋒金融集團有限公司	0.25	10,561	80,287	32,700	-
				427,194	391,668	

Investment was classified as available-for-sale financial assets

該項投資被分類為可供出售財務資產

* 僅供識別

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

36. INVESTMENT (CONTINUED)

Notes:

- (a) Affluent Partners Holdings Limited was incorporated in the Cayman Islands and its shares are listed on the Stock Exchange (stock code: 01466). Affluent Partners Holdings Limited is principally engaged in purchasing, processing, designing, production and wholesaling and distribution of pearls and jewellery products and operation of strategic investment and financial service segment.

For the six months ended 30 September 2018, the unaudited consolidated loss attributable to the owners of the company was approximately HK\$14,796,000 and its unaudited consolidated net assets was approximately HK\$217,179,000.

- (b) Brockman Mining Limited was incorporated in Bermuda and its shares are listed on the Stock Exchange (stock code: 00159). Brockman Mining Limited is principally engaged in iron mine acquisition, exploration and development in Western Australia and exploitation, processing and sales of copper ore concentrate in the PRC.

For the six months ended 31 December 2018, the unaudited consolidated loss attributable to the owners of the company was approximately HK\$12,245,000 and its unaudited consolidated net assets was approximately HK\$549,486,000.

- (c) China Information Technology Development Limited was incorporated in the Cayman Islands and its shares are listed on the GEM of the Stock Exchange (stock code: 08178). China Information Technology Development Limited is principally engaged in the sales of computer hardware and the provision of software development, system integration, as well as technical support and maintenance services and leasing of in-house developed computer hardware.

For the year ended 31 December 2018, the audited consolidated loss attributable to the owners of the company was approximately HK\$75,531,000 and its audited consolidated net assets was approximately HK\$446,479,000.

36. 投資 (續)

附註:

- (a) Affluent Partners Holdings Limited 錢唐控股有限公司*於開曼群島註冊成立及其股份於聯交所上市(股份代號:01466)。Affluent Partners Holdings Limited 錢唐控股有限公司*主要從事珍珠及珠寶產品之採購、加工、設計、生產及批發分銷及策略投資及財務服務分部之營運。

截至二零一八年九月三十日止六個月,該公司擁有人應佔未經審核綜合虧損為約14,796,000港元及未經審核綜合資產淨值為約217,179,000港元。

- (b) Brockman Mining Limited 布萊克萬礦業有限公司*於百慕達註冊成立及其股份於聯交所上市(股份代號:00159)。Brockman Mining Limited 布萊克萬礦業有限公司*主要於西澳從事收購、勘探及開發鐵礦,以及於中國從事開採、加工及銷售銅精礦。

截至二零一八年十二月三十一日止六個月,該公司擁有人應佔未經審核綜合虧損為約12,245,000港元及未經審核綜合資產淨值為約549,486,000港元。

- (c) 中國信息科技發展有限公司於開曼群島註冊成立及其股份於聯交所GEM上市(股份代號:08178)。中國信息科技發展有限公司主要從事電腦硬件銷售及提供軟件開發、系統集成、技術支援及維修服務以及出租內部開發的電腦硬件。

截至二零一八年十二月三十一日止年度,該公司擁有人應佔經審核綜合虧損為約75,531,000港元及經審核綜合資產淨值為約446,479,000港元。

* 僅供識別

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

36. INVESTMENT (CONTINUED)

Notes: (Continued)

- (d) Beijing Enterprises Water Group Limited was incorporated in the Bermuda and its shares are listed on the Stock Exchange (stock code: 00371). Beijing Enterprises Water Group Limited is principally engaged in water treatment business, construction and technical services for the water environmental renovation.

For the year ended 31 December 2018, the audited consolidated profit attributable to the owners of the company was approximately HK\$4,471,265,000 and its audited consolidated net assets was approximately HK\$37,812,137,000.

- (e) Frontier Services Group Limited was incorporated in Bermuda and its shares are listed on the Stock Exchange (stock code: 00500). Frontier Services Group Limited is principally engaged in provision of aviation and logistics services and the provision of online financial market information.

For the year ended 31 December 2018, the audited consolidated loss attributable to the owners of the company was approximately HK\$258,846,000 and its audited consolidated net assets was approximately HK\$1,191,521,000.

- (f) Huayi Tencent Entertainment Company Limited was incorporated in the Cayman Islands and its shares are listed on the Stock Exchange (stock code: 00419). Huayi Tencent Entertainment Company Limited is principally engaged in investment and production of films and television series, provision of online health management services for diabetic patients through its cloud health management platform "Kangxun Xuetang", provision of offline healthcare and wellness services through the operation of a healthcare and wellness center "Beijing Bayhood No.9 Club".

For the year ended 31 December 2018, the audited consolidated profit attributable to the owners of the company was approximately HK\$73,737,000 and its audited consolidated net assets was approximately HK\$868,792,000.

36. 投資 (續)

附註：(續)

- (d) 北控水務集團有限公司於百慕達註冊成立及其股份於聯交所上市(股份代號：00371)。北控水務集團有限公司主要從事水處理服務、水環境治理建造及技術服務。

截至二零一八年十二月三十一日止年度，該公司擁有人應佔經審核綜合溢利為約4,471,265,000港元及經審核綜合資產淨值為約37,812,137,000港元。

- (e) Frontier Services Group Limited先豐服務集團有限公司*於百慕達註冊成立及其股份於聯交所上市(股份代號：00500)。Frontier Services Group Limited先豐服務集團有限公司*主要從事提供航空和物流服務以及提供線上金融市場資訊。

截至二零一八年十二月三十一日止年度，該公司擁有人應佔經審核綜合虧損為約258,846,000港元及經審核綜合資產淨值為約1,191,521,000港元。

- (f) 華誼騰訊娛樂有限公司於開曼群島註冊成立及其股份於聯交所上市(股份代號：00419)。華誼騰訊娛樂有限公司主要從事投資及製作電影及電視劇、透過其健康管理雲端平台「康迅學糖」為糖尿病患者提供線上健康管理服務、透過經營健康養生中心「北湖9號俱樂部」提供線下健康及養生服務。

截至二零一八年十二月三十一日止年度，該公司擁有人應佔經審核綜合溢利為約73,737,000港元及經審核綜合資產淨值為約868,792,000港元。

* 僅供識別

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

36. INVESTMENT (CONTINUED)

Notes: (Continued)

- (g) Kingston Financial Group Limited was incorporated in Bermuda and its shares are listed on the Stock Exchange (stock code: 01031). Kingston Financial Group Limited is principally engaged in provision of brokerage, underwriting and placements services for dealings in securities on recognised stock exchanges, provision of credits services in margin and initial public offering financing, provision of corporate finance advisory services, futures brokerage and asset management services, operation of hotels and provision of hotel management services, operation of restaurants in hotels, operation of casino in hotels and trading of listed securities.

For the six months ended 30 September 2018, the unaudited consolidated profit attributable to the owners of the company was approximately HK\$592,157,000 and its unaudited net assets was approximately HK\$20,915,889,000.

- (h) Kuang-chi Technologies Co. Ltd was incorporated in the China and its shares are listed on the Shenzhen Stock Exchange (stock code: 02625). Kuang-chi Technologies Co. Ltd is principally engaged in development, production, sales and maintenance of satellite communication equipment and high technologies parts and products.

For the year ended 31 December 2018, the unaudited consolidated profit attributable to the owners of the company was approximately RMB66,958,000 and its unaudited consolidated net assets was approximately RMB7,590,385,000.

- (i) Greenland Hong Kong Holding Limited (stock code: 00337) issued a maximum principal amount of USD200,000,000 1.5 year 9.875% coupon interest bonds international bond on 18 December 2018 and listed on the Stock Exchange (stock code: 05485) with the coupon rate 9.875%, interest payable semi-annually and matured on 16 June 2020.
- (j) Fund Series 3T SP operates by Click Ventures Segregated Portfolio Company was incorporated in the Cayman Islands. Fund Series 3T SP is principally invested in start-ups at the seed to series A stage in Hong Kong and internationally.

For the year ended 31 December 2018, the unaudited consolidated net assets attributable to holders was approximately US\$1,076,000.

36. 投資 (續)

附註：(續)

- (g) 金利豐金融集團有限公司於百慕達註冊成立及其股份於聯交所上市(股份代號：01031)。金利豐金融集團有限公司主要從事就於認可證券交易所買賣證券提供經紀、包銷及配售服務、提供保證金及首次公開發售信貸融資服務、提供企業財務顧問服務、期貨經紀及資產管理服務、經營酒店及提供酒店管理服務、經營酒店內餐廳、在酒店經營賭場及買賣上市證券。

截至二零一八年九月三十日止六個月，該公司擁有人應佔未經審核綜合溢利為約592,157,000港元及未經審核資產淨值為約20,915,889,000港元。

- (h) 光啟技術股份有限公司於中國註冊成立及其股份於深圳證券交易所上市(股票代碼：02625)。光啟技術股份有限公司主要從事開發、生產、銷售及維護衛星通信設備及高科技零部件及產品。

截至二零一八年十二月三十一日止年度，該公司擁有人應佔未經審核綜合溢利為約人民幣66,958,000元及未經審核綜合資產淨值為約人民幣7,590,385,000元。

- (i) 綠地香港控股有限公司(股份代號：00337)於二零一八年十二月十八日發行本金額最多200,000,000美元之1.5年期及票面利率為9.875%之國際債券並於聯交所上市(股份代號：05485)，票面利率為9.875%及每半年支付一次利息，於二零二零年六月十六日到期。

- (j) Fund Series 3T SP由Click Ventures Segregated Portfolio Company運營，於開曼群島註冊成立。Fund Series 3T SP主要投資種子期初創公司於香港及國際市場進行A輪融資。

截至二零一八年十二月三十一日止年度，持有人應佔未經審核綜合資產淨值為約1,076,000美元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

37. PARTICULARS OF SUBSIDIARIES

The following table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

Name of subsidiary 附屬公司名稱	Country/place of incorporation 註冊成立 國家/地點	Type of legal entity 法律實體類別	Issued and fully paid share capital 已發行及繳足股本	Proportion of ownership interest and voting power held by the Company 本公司所持有的 擁有權及投票權比例		Principal activities and place of operations 主要業務及經營地點
				Directly 直接	Indirectly 間接	
Apex Cheer Investments Limited	British Virgin Islands	Limited liability company	USD1	100%	-	Investment holding in Hong Kong 於香港投資控股
Apex Cheer Investments Limited	英屬處女群島	有限責任公司	1美元			
City King Investments Limited	Hong Kong	Limited liability company	HK\$1	100%	-	Investment holding in Hong Kong 於香港投資控股
景城投資有限公司	香港	有限責任公司	1港元			
Full Long Holdings Limited	British Virgin Islands	Limited liability company	USD1	100%	-	Investment holding in Hong Kong 於香港投資控股
庫朗控股有限公司	英屬處女群島	有限責任公司	1美元			
Genius Hill Limited	Hong Kong	Limited liability company	HK\$1	100%	-	Investment holding in Hong Kong 於香港投資控股
上英有限公司	香港	有限責任公司	1港元			
Mega Way International Limited	Hong Kong	Limited liability company	HK\$10,000	100%	-	Investment holding in Hong Kong 於香港投資控股
百通國際有限公司	香港	有限責任公司	10,000港元			
Sky Champion Limited	Hong Kong	Limited liability company	HK\$1	-	100%	Investment holding in Hong Kong 於香港投資控股
凱嶺有限公司	香港	有限責任公司	1港元			
White Venture Capital Limited	Hong Kong	Limited liability company	HK\$1	-	100%	Investment holding in Hong Kong 於香港投資控股
關刀創投有限公司	香港	有限責任公司	1港元			

None of the subsidiaries had debt securities outstanding at the end of the reporting period or at any time during the year.

38. COMPARATIVE FIGURES

The Group has initially applied HKFRS 15 and HKFRS 9 at 1 January 2018. Under the transition methods, comparative information is not restated.

39. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 29 March 2019.

37. 附屬公司詳情

下表列示董事認為主要影響本集團業績或資產之本公司附屬公司。董事認為，將其他附屬公司詳情列出會導致篇幅過於冗長。

於報告期末或年內任何時間，附屬公司概無任何尚未償還之債務證券。

38. 比較數字

本集團已於二零一八年一月一日首次應用香港財務報告準則第15號及香港財務報告準則第9號。根據過渡方法，比較資料未予重列。

39. 批准綜合財務報表

綜合財務報表獲董事會於二零一九年三月二十九日批准及授權刊發。

FINANCIAL SUMMARY

財務概要

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

For the year ended 31 December

截至十二月三十一日止年度

		2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Results	業績					
Revenue	收益	1,759	8,980	5,557	3,409	3,461
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(17,604)	(64,053)	(87,070)	26,468	(141,223)
Income tax expense	所得稅開支	-	-	-	-	-
(Loss)/profit for the year	年度(虧損)/溢利	(17,604)	(64,053)	(87,070)	26,468	(141,223)

At 31 December

於十二月三十一日

		2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Total assets	總資產	254,653	593,211	548,659	545,474	419,730
Total liabilities	負債總額	(98,482)	(101,953)	(57,455)	(26,256)	(31,405)
Net assets	資產淨值	156,171	491,258	491,204	519,218	388,325
Total equity	權益總額	156,171	491,258	491,204	519,218	388,325

